

**SECOND ADDENDUM TO TCEA ZONE M AGREEMENT FOR BUTLER
DEVELOPMENT PLANNED DEVELOPMENT**

THIS ADDENDUM to TCEA Agreement Zone M is made and entered into on _____, _____, by and between the **City of Gainesville, Florida, a municipal corporation (the "City")**, and **S. Clark Butler Properties, Ltd., a Florida limited partnership by S. Clark Butler Properties Corporation, a Florida corporation, its General Partner (the "Developer")**.

WITNESSETH

WHEREAS, the Developer is the owner and developer of certain property that is part of what is commonly referred to as the "Butler Development," which is generally located between SW Archer Road and SW 24th Avenue and between SW 40th Boulevard and SW 34th Street; and

WHEREAS, the City approved Butler Development as a Planned Development (PD) in accordance with the City's Comprehensive Plan and Land Development Code by Planned Use District (PUD) Ordinance No. 090537 adopted on August 5, 2010, and PD Ordinance No. 090538 adopted on January 5, 2012; and

WHEREAS, at the time PUD Ordinance No. 090537 and PD Ordinance No. 090538 were adopted, Butler Development was located within Zone M of the Transportation Concurrency Exception Area (TCEA) and was required to meet the standards of Policy 1.1.13 of the City's Comprehensive Plan Concurrency Management Element (attached hereto and made a part hereof by reference as Attachment "A") by making a proportionate share payment based on the trip generation produced by the Butler Development; and

WHEREAS, the City and the Developer on January 3, 2012, entered into TCEA Agreement Zone M (the "Agreement") regarding development of the Butler Development. The parties amended the Agreement with a First Addendum that was entered into on November 29, 2012; and

WHEREAS, on August 15, 2013, the City adopted Ordinance No. 120370, which, among other things, deleted the Concurrency Management Element and the TCEA from the City's Comprehensive Plan and rescinded transportation concurrency while replacing it with a new Transportation Mobility Program Area (TMPA) adopted in the Transportation Mobility Element. Ordinance No. 120370 also amended Policy 4.3.6.c.5. of the Future Land Use Element to provide a transition policy for Butler Development from the requirements of the now deleted TCEA and Concurrency Management Element to the newly adopted TMPA. This transition policy, among other things, recognizes that the Agreement may remain valid; and

WHEREAS, the Developer has submitted an application to amend PD Ordinance No. 090538 (as well as associated PUD Ordinance No. 090537), which will result in the repeal of PD Ordinance No. 090538 upon the effective date of PD Ordinance No. 121108 (scheduled for adoption hearing on November 21, 2013); and

WHEREAS, the City and the Developer wish to maintain the Agreement as the transportation mitigation mechanism for the Butler Development because the trip generation, traffic study and transportation analysis remain valid; and

WHEREAS, the \$240,000 transit proportionate share payment received by the City per the Agreement met the transit proportionate share requirements for Phase 1A, which is defined for the purposes of transportation mitigation as the average daily trip generation associated with 134,784 square feet of development within the Butler Development.

NOW, THEREFORE, the parties hereto agree to amend the Agreement as set forth below.

1. The First Addendum to the TCEA Zone M Agreement that was entered into on November 29, 2012, is hereby repealed and of no further force and effect.
2. All references to the Planned Development petition number are replaced by Petition No. PB-12-150PDV, with the exception of all petition number references found in Paragraph 2.g., which remain as written.
3. All references to the Planned Development ordinance number are replaced by Ordinance No. 121108, with the exception of all ordinance number references found in Paragraph 2.g., which remain as written.
4. The second portion of paragraph 1. is deleted and replaced with the following language:

X Meet the other required TCEA standards as specified in the Transportation Analysis Executive Summary (attached hereto and made a part hereof by reference as Attachment 1), Table 2A for Phase 1 and Buildout. These standards must be met by the time specified in the "Development Schedule" portion of PD Ordinance No. 121108.
5. Paragraph 2.a. is deleted and replaced with the following language:
 2. If the Developer is to make a payment, the following provisions apply:
 - a. The parties acknowledge that the Developer has made a payment of \$240,000.00 to the City to satisfy the Phase 1A transit proportionate share standards required under former TCEA Policy 1.1.13 of the Concurrency Management Element, based on the development's proposed trip generation for Phase 1A. The City acknowledges that the payment of \$240,000.00 by the Developer satisfies the Phase 1A transit proportionate share standards of the required Policy 1.1.13 standards. As additional development occurs beyond the 134,784 square feet of development associated with Phase 1A, the Developer shall be required to sign appropriate TCEA Zone M agreements for payment of transit proportionate share. Transit proportionate share shall be paid on a pro-rata basis, as set forth in the TCEA Zone M agreements, prior to the issuance of final development orders associated with any additional development phases.

IN WITNESS WHEREOF, the parties hereto have caused this Addendum to be executed by duly authorized officials the day and year first above written.

WITNESSES:

CITY OF GAINESVILLE

Print name: _____

Steven Dush
Planning & Development Services
Department Director

Print name: _____

STATE OF FLORIDA
COUNTY OF ALACHUA

I, an officer duly authorized in the state and county named above to take acknowledgments, certify that on this date before me, the foregoing instrument was acknowledged by _____, as _____ of _____ for and on behalf of the _____. He/She personally appeared before me and is: (check one of the below)
_____ personally known to me, or
_____ produced the following type of identification: _____

Executed and sealed by me on _____, _____.

Notary Public
Print Name: _____
My Commission expires: ___/___/___

WITNESSES:

S. Clark Butler Properties Ltd., a Florida limited partnership

Print name: _____

By: S. Clark Butler Properties Corp., a Florida corporation, its General Partner

Print name: _____

Print name: _____
Title: _____

STATE OF _____
COUNTY OF _____

I, an officer duly authorized in the state and county named above to take acknowledgments, certify that on this date before me, the foregoing instrument was acknowledged by _____, as _____ of _____ for and on behalf of the _____. He/She personally appeared before me and is: (check one of the below)
_____ personally known to me, or
_____ produced the following type of identification: _____

Executed and sealed by me on _____, _____.

Notary Public
Print Name: _____
My Commission expires: __/__/__

CONCURRENCY MANAGEMENT ELEMENT

Zone M Standards

Policy 1.1.13 Within Zone M, development or redevelopment shall be required to meet standards by making a proportionate share payment of the planned costs to fund mobility, including transit, pedestrian, bicycle, and vehicular needs, in the zone. This may include projects outside the limits of Zone M (in adjacent areas) that can be demonstrated to be a direct benefit to the transportation system in the area of Zone M. The proportionate share shall be based on the development's (including all phases) trip generation and proportional impact on transportation mobility facilities calculated as set forth in Sec. 30-37.3(d), Determining proportionate fair-share obligation, subsections (1), (2) and (3), of the City Land Development Code. In addition to making the proportionate share payment, development or redevelopment that has a net, new average daily trip generation of greater than 5,000 trips shall either be located on an existing transit route with minimum fifteen minute frequencies in the a.m. and p.m. peak hours for RTS or shall provide funding for a new transit route with minimum fifteen minute frequencies in the a.m. and p.m. peak hours for RTS or provide funding to improve transit headways to minimum fifteen minute frequencies in the a.m. and p.m. peak hours for RTS. Funding for new routes shall include capital and operating costs for a minimum of 5 years. Funding for existing route expansions shall include capital and operating costs for three years. The mobility needs in Zone M shall be identified in the City's 5-Year Schedule of Capital Improvements. The developer shall sign an agreement with the City of Gainesville for the provision of mobility needs. It shall be anticipated that the provision of all mobility needs in Zone M may span a 20 to 30 year time period. The following is a list of mobility needs/projects in Zone M:

- a. Roadway projects to: provide a more interconnected transportation network in the area, provide alternate routes to reduce congestion, and reduce pressure on arterials. All road way projects shall include bicycle and pedestrian facilities. These projects include, but are not limited to the following projects:
 1. extension of Hull Road consistent with MTPO Option M;
 2. extension of SW 62nd Boulevard to SW Archer Road in accordance with the MTPO design; and,
 3. extension of streets, deeding of land, or easements to create a more gridded network and provide connectivity;

Developers may deed land for right of way and/or construct roadway extensions to City specifications. Prior to the donation of the right of way, the developer and the City must agree upon the fair market value of the land for the purposes of meeting this standard. In the event the parties cannot agree as to the value of the land, the developer may submit an appraisal acceptable to the City for purposes of establishing value, subject to review by the City.

- b. 8 articulated buses.
- c. Funding for the construction of a new or expanded bus maintenance/operations facility.
- d. Construction of 4 transit superstops on SW 20th Avenue built to City specifications.
- e. A Park and Ride facility with a minimum of 100 spaces, including transfer station and restrooms/information center, built to RTS specifications.
- f. Traffic management system equipment for transit vehicles operating in Zone M.
- g. Payments to the Regional Transit System for the capital and operating costs associated with Route 62, which includes 2 new buses.
- h. Construction of public sidewalks where they are not currently existing or completion of sidewalk connectivity projects. Sidewalk construction required to meet Land Development Code requirements along property frontages shall not count as meeting TCEA requirements.
- i. Business operations that can be proven to have limited or no peak hour roadway impact.
- j. Design and/or construction studies/plans for projects such as planned roundabouts, road connections, sidewalk systems, and/ or bike trails.
- k. Funding for express transit or bus rapid transit, where appropriate.
- l. An innovative transportation-related modification or standard submitted by the developer, where acceptable to and approved by the City.

- m. Funding for two buses for Route 22.