

BCC Mtg. Date: November 15, 2016



Interoffice Memorandum

AGENDA ITEM

November 2, 2016

TO: Mayor Teresa Jacobs
—AND—
Board of County Commissioners

FROM: Jon V. Weiss, P.E., Director
Community, Environmental and Development
Services Department

CONTACT PERSON: **Alberto Vargas, MArch, Planning Manager**
407 836-5354

SUBJECT: November 15, 2016 — Consent Item
Orange Lake Country Club Development of Regional Impact
(DRI) Third Amendment to the Eighth Restated and Amended
Development Order

The Orange Lake Country Club Development of Regional Impact/Planned Development (DRI/PD) and Development Order (DO) were originally approved by the Board of County Commissioners (BCC) on November 26, 1991. The DO has since undergone ten (10) amendments, with the most recent approval granted on November 18, 2014, via the BCC's adoption of the Second Amendment to the Eighth Restated and Amended Development Order and the approval of a substantial change to the Planned Development/Land Use Plan (PD/LUP) (Case CDR-14-06-157). The Orange Lake Country Club DRI/PD is presently approved for the development of up to 4,500 timeshare/short-term rental units, 400 hotel rooms, 260,000 square feet of retail, and 72 golf holes within five "villages". The 1,443.79-acre DRI/PD encompasses approximately 840 upland acres and 603.79 acres of wetlands and open water and is located immediately north of W. Irlo Bronson Memorial Highway and the Orange County/Osceola County Line, east and west of SR 429, and south of Hartzog Road.

The Orange Lake Country Club DRI/PD is presently the subject of a requested Future Land Use Map Amendment (Amendment 2016-2-A-1-2, formerly Amendment 2016-1-A-1-3). The applicant, Geoffrey McNeill of AGMCi, LLC, is seeking to change the DRI/PD's future land use designation from Growth Center-Commercial (GC-C) to Growth Center-Commercial/Medium Density Residential (GC-C/MDR) to allow for the

introduction of residential uses into the partially-developed DRI/PD and is proposing a new development program comprised of up to 307 single-family age-restricted residential units, 50 single-family conventional residential units, 825 multi-family units, 3,150 timeshare/short-term rental units, 200 hotel rooms, 216,800 square feet of retail, 121,300 square feet of office, and 54 golf holes. This desired development program has been incorporated into the associated Third Amendment to the Eighth Restated and Amended Development Order. The proposed Future Land Use Map Amendment is scheduled for a BCC adoption hearing on November 15, 2016. Per Section 380.06(6)(b)(6) F.S., the BCC must take action on the requested Future Land Use Map Amendment and the DO amendment at the same hearing, with separate actions on the two items required.

On November 2, 2016, the Orange County Development Review Committee (DRC) recommended approval of the Third Amendment to the Eighth Restated and Amended Development Order. The requested DO amendment may now be placed on the November 15, 2016, BCC agenda for concurrent consideration with proposed Future Land Use Map Amendment 2016-2-A-1-2.

ACTION REQUESTED: Approval and execution of Third Amendment to the Eighth Restated and Amended Development Order for Orange Lake Country Club Development of Regional Impact. District 1

JVW/AV/JMD

Attachment

BCC Mtg. Date: November 15, 2016

**THIS INSTRUMENT PREPARED BY
AND SHOULD BE RETURNED TO:**

Gregory D. Lee, Esq.
Baker & Hostetler, LLP
SunTrust Center, Suite 2300
200 South Orange Avenue
Orlando, FL 32801-3432
407-649-4000

**THIRD AMENDMENT TO THE EIGHTH RESTATED AND AMENDED
DEVELOPMENT ORDER FOR ORANGE LAKE COUNTRY CLUB
DEVELOPMENT OF REGIONAL IMPACT**

1. The original development order for The Orange Lake Country Club East Development of Regional Impact was approved by the Board of County Commissioners on November 26, 1991 (the "Original Development Order"). Notwithstanding the original name under which this Development Order (as defined below) was filed, for purposes of this Third Amendment to the Eighth Restated and Amended Development Order for Orange Lake Country Club Development of Regional Impact (the "Amendment"), the project shall hereinafter be referred to as the "Orange Lake Country Club DRI (the "DRI")." Capitalized terms used but not defined herein shall have the same meaning as in the Eighth Restated and Amended Development Order as modified by the First Amendment to the Eighth Restated and Amended Development Order and the Second Amendment to the Eighth Restated and Amended Development Order.

2. The Original Development Order has been modified by the following amendments (the Original Development Order, as modified by the following amendments is hereinafter referred to as the "Development Order"):

(a) Restated and Amended Development Order for Orange Lake Country Club Development of Regional Impact, which was recorded on June 25, 1992, as Instrument Number 19924129036 in Official Records Book 4427, Page 2164, Public Records of Orange County, Florida incorporating the terms of that certain Settlement Agreement Between the Florida Department of Community Affairs, the County, and the Developer;

(b) Second Restated and Amended Development Order for Orange Lake Country Club Development of Regional Impact, which was recorded on December 20, 1993, as Instrument Number 19934706990 in Official Records Book 4669, Page 3743, and re-recorded on February 23, 1994, as Instrument Number 19944782557 in Official Records Book 4702, Page 2725, all in the Public Records of Orange County, Florida;

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(c) Third Restated and Amended Development Order for Orange Lake Country Club Development of Regional Impact, which was recorded on January 30, 1996, as Instrument Number 19965496591 in Official Records Book 5005, Page 4980, Public Records of Orange County, Florida;

(d) Fourth Restated and Amended Development Order for Orange Lake Country Club Development of Regional Impact, which was recorded on April 11, 1996, as Instrument Number 19965574369 in Official Records Book 5039, Page 4409, Public Records of Orange County, Florida;

(e) Fifth Restated and Amended Development Order for Orange Lake Country Club, which was recorded on July 14, 1997, as Instrument Number 19970251304 in Official Records Book 5290, Page 3142, Public Records of Orange County, Florida;

(f) Sixth Restated and Amended Development Order for Orange Lake Country Club, which was recorded January 23, 2001, as Instrument Number 20010035378 in Official Records Book 6177, Page 4463, Public Records of Orange County, Florida;

(g) Seventh Restated and Amended Development Order for Orange Lake Country Club, which was recorded December 1, 2004, as Instrument Number 20040770141 in Official Records Book 7720, Page 2679, Public Records of Orange County, Florida;

(h) Eighth Restated and Amended Development Order for Orange Lake Country Club Development of Regional Impact, which was recorded January 24, 2006, as Instrument Number 20060055850 in Official Records Book 8443, Page 4334, Public Records of Orange County, Florida;

(i) Amendment to Eighth Restated and Amended Development Order for Orange Lake Country Club Development of Regional Impact, which was recorded May 26, 2009, as Instrument Number 20090296123 in Official Records Book 9877, Page 1064, (the "First Amendment to the Eighth Restated and Amended Development Order"); and

(j) Second Amendment to the Eighth Restated and Amended Development Order for Orange Lake Country Club Development of Regional Impact, which was recorded December 9, 2014, as Instrument Number 20140621784 in Official Records Book 10845, Page 6775, (the "Second Amendment to the Eighth Restated and Amended Development Order").

3. Pursuant to House Bill 7207 (the "Bill"), on November 2, 2011, the buildout date for the DRI was extended from December 31, 2020, to December 31, 2024. In accordance with the Bill, the extension of the buildout date was not considered a substantial deviation, is not subject to further development of regional impact review, and may not be considered when determining whether a subsequent extension is a substantial deviation under Section 380.06, Florida Statutes.

4. Developer is proposing the following non-substantial deviations to the Development Order:

- (a) Adding multi-family, as well as conventional and age-restricted single-family residential as permitted uses;
- (b) Clarifying the commercial development on the Subject Property as being comprised of retail and office use and expressly adding office use for such clarification;
- (c) Updating trip generation calculations and the Land Use Exchange Matrix set forth on Exhibit "D" to include office, multi-family, conventional single-family residential, and age-restricted single-family residential uses;
- (d) Clarifying existing retail square feet as office square feet and converting existing uses into hotel, multi-family, and conventional as well as age-restricted single-family residential units by using the revised Land Use Exchange Matrix;
- (e) Without affecting or altering the approved development program for Phase 4 of the DRI, shifting some retail square footage (by reducing an equivalent amount of hotel units) from Phase 3 to Phase 4;
- (f) Updating the "Master Land Use Plan" set forth on Exhibit "C" to reflect the uses permitted on different portions of the Subject Property; and
- (g) Updating the geographic locations set forth in the Development Order to more accurately reflect defined and clarified designations of such geographic locations.

ORDER

1. Recitals. The foregoing recitals are true and correct and incorporated herein by this reference.
2. Amendment. The Development Order is hereby amended through this non-substantial deviation as indicated in Sections 3 through 8 below, with the new language being shown by underlining and the deleted language being struck through.
3. Section I., paragraph 20B. of the Development Order is hereby amended as follows:

"B. Land Uses:

	<u>OLCC West Village</u> (vested)	<u>OLCC Town Center, East,</u> <u>North and</u> <u>Northwest Villages and</u> <u>North Village</u> <u>Expansion</u>	<u>Total</u>
Hotel	-0- units	400 200 units	400 200 units
Retail	-0- sq. ft.	260,000 216,800 sq. ft.	260,000 216,800 sq. ft.

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<u>Office</u>	<u>-0- sq. ft.</u>	<u>121,300 sq. ft.</u>	<u>121,300 sq. ft.</u>
Timeshare / Short-term Rental	1,056 <u>1,212</u> units	3,444 <u>1,938</u> units	4,500 <u>3,150</u> units
<u>Single-family Residential: Conventional</u>	<u>-0-</u>	<u>50 units</u>	<u>50 units</u>
<u>Single-family Residential: Age- restricted</u>	<u>-0-</u>	<u>307 units</u>	<u>307 units</u>
<u>Multi-family</u>	<u>-0-</u>	<u>825 units</u>	<u>825 units</u>
Restaurant	<u>-0-</u>	<u>-0-</u>	<u>-0-</u>
Golf	27 holes	45 <u>27</u> holes	72 <u>54</u> holes
Amenities	(1)	(2)	(2)

(1) Recreational complex includes pool, tennis, racquetball, multi-use clubhouses, golf maintenance, and housekeeping/maintenance facilities.

(2) In addition to the specific land uses listed in the program, the following uses are permitted as ancillary timeshare uses: conference/meeting facilities, support services, administrative offices, food and beverage, limited retail, housekeeping services, bus fleet maintenance and service facilities, sales-related facilities, guest and employee parking, stormwater retention and detention facilities, recreation amenities, (including, but not limited to, pools, parks, tennis and court facilities, ball fields, playgrounds, putting greens/miniature golf, and other similar resort amenities), multi-use clubhouses, information centers, and guest check in/reception areas.

The Project shall consist of a total of ~~4,500~~ 3,150 timeshare/ short-term rental units, ~~400~~ 200 resort hotel units, 50 single-family conventional units, 307 age-restricted single-family residential units, 825 multi-family units, ~~260,000~~ 216,800 square feet of retail space, 121,300 square feet of office space, and 7254 holes of golf with customary support facilities on 1443.516 ± acres.”

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4. Section I., paragraph 26. of the Development Order is hereby amended to include an updated, modified "Master Land Use Plan" attached hereto and incorporated herein as **Exhibit "C,"** which is filed to set forth thereon a depiction of the DRI. All references to the "Master Land Use Plan" in the Development Order are hereby deemed to mean that **Exhibit "C"** attached hereto. Such Master Land Use Plan reflects the uses permitted on different portions of the Subject Property, but has been modified from the approved Master Land Use Plan, as may be amended in the Land Use Plan for the PD, by removing the quantity of units applicable to each permitted use. As of the Effective Date, the entirety of the approved Master Land Use Plan, as may be amended in the Land Use Plan for the PD, should be referenced for information regarding such quantity of units applicable to each permitted use.

5. Section III., paragraph 9.B. of the Development Order is hereby amended as follows:

"B. Land Uses:

	<u>OLCC West Village</u> <u>(vested)</u>	<u>OLCC Town Center, East,</u> <u>North and</u> <u>Northwest Villages and</u> <u>North Village</u> <u>Expansion</u>	<u>Total</u>
Hotel	-0- units	400 <u>200</u> units	400 <u>200</u> units
Retail	-0- sq. ft.	260,000 <u>216,800</u> sq. ft.	260,000 <u>216,800</u> sq. ft.
<u>Office</u>	-0- sq. ft.	121,300 sq. ft.	121,300 sq. ft.
Timeshare / Short-term Rental	1,056 <u>1,212</u> units	3,444 <u>1,938</u> units	4,500 <u>3,150</u> units
<u>Single-family</u> <u>Residential:</u> <u>Conventional</u>	-0-	50 units	50 units
<u>Single-family</u> <u>Residential: Age-</u> <u>restricted</u>	-0-	307 units	307 units
<u>Multi-family</u>	-0-	825 units	825 units
Restaurant	-0-	-0-	-0-
Golf	27 holes	45 <u>27</u> holes	72 <u>54</u> holes
Amenities	(1)	(2)	(2)

(1) Recreational complex includes pool, tennis, racquetball, multi-use clubhouses, golf maintenance, and housekeeping/maintenance facilities.

(2) In addition to the specific land uses listed in the program, the following uses are permitted as ancillary timeshare uses: conference/meeting facilities, support services, administrative offices, food and beverage, limited retail, housekeeping services, bus fleet maintenance and service facilities, sales-related facilities, guest and employee parking, stormwater retention and detention facilities, recreation amenities, (including, but not limited to, pools, parks, tennis and court facilities, ball fields, playgrounds, putting greens/miniature golf and other similar resort amenities), multi-use clubhouses, information centers, and guest check in/reception areas.

The Project shall consist of a total of ~~4,500~~ 3,150 timeshare/ short-term rental units, ~~400~~ 200 resort hotel units, 50 single-family conventional, 307 single-family residential: age-restricted units, 825 multi-family units, ~~260,000~~ 216,800 square feet of retail space, 121,300 square feet of office space, and ~~7254~~ holes of golf with customary support facilities on 1443.516 ± acres.”

6. Section III., paragraph 9.C. of the Development Order is hereby amended to include an updated “Land Use Exchange Matrix” attached hereto and incorporated herein as **Exhibit “D,”** which is filed to update the trip generation calculations. All references to the “Land Use Exchange Matrix” in the Development Order are hereby deemed to mean that **Exhibit “D”** attached hereto.

7. Section III., paragraph 50. of the Development Order is hereby amended as follows:

	<u>OLCC WEST VILLAGE (VESTED)</u>	<u>OLCC TOWN CENTER, EAST, NORTH & NORTHWEST VILLAGES- & NORTH VILLAGE EXPANSION</u>	<u>TOTAL</u>
HOTEL	-0- UNITS	400 <u>200</u> UNITS	400 <u>200</u> UNITS
RETAIL	-0- SF	260,000 <u>216,800</u> SF	260,000 <u>216,800</u> SF
<u>OFFICE</u>	-0- SF	<u>121,300</u> SF	<u>121,300</u> SF
TIMESHARE / SHORT-TERM RENTAL	1,056 <u>1,212</u> UNITS	3,444 <u>1,938</u> UNITS	4,500 <u>3,150</u> UNITS

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<u>SINGLE-FAMILY RESIDENTIAL: CONVENTIONAL</u>	<u>-0- UNITS</u>	<u>50 UNITS</u>	<u>50 UNITS</u>
<u>SINGLE-FAMILY RESIDENTIAL: AGE- RESTRICTED</u>	<u>-0- UNITS</u>	<u>307 UNITS</u>	<u>307 UNITS</u>
<u>MULTI-FAMILY</u>	<u>-0- UNITS</u>	<u>825 UNITS</u>	<u>825 UNITS</u>
RESTAURANT	-0-	-0-	-0-
GOLF	27 HOLES	45 <u>27</u> HOLES	72 <u>54</u> HOLES
AMENITIES	(1)	(2)	(2)

8. Section III., paragraph 51. of the Development Order is hereby amended as follows:

"51. The project development program and phasing shall be in accordance with the chart below. The timing of development shall comply with the provisions of Chapter 380.06(19)(C), Florida Statutes:

USE	PHASE 1 1993-1995	PHASE 2 1996-2002	PHASE 3 2003-2023	PHASE 4 2024-2028
WEST				
Timeshare / Short-term Rental	1,056			
Golf	27 Holes			
<u>EAST, NORTH, NORTHWEST & TOWN CENTER VILLAGES</u>				
Timeshare / Short-term Rental		1,000 Units	1944 <u>594</u> Units	500 UNITS
<u>Single-Family Residential: Conventional</u>			<u>50 units</u>	<u>-0-</u>
<u>Single-Family Residential: Age- restricted</u>			<u>307 Units</u>	<u>-0-</u>
<u>Multi-family</u>			<u>825 Units</u>	
Resort Hotel			<u>200 Rooms</u>	400 Rooms
Retail	56,000 SF	94,000 <u>1,500</u> SF	110,000 <u>131,300</u> SF	<u>28,000 SF</u>
Office		<u>60,279 SF</u>	<u>61,021 SF</u>	

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Golf		27 Holes	18 Holes	
Amenities	(1)	(2)	(2)	(2)

9. Except as modified in paragraphs 3 through 8 above, all of the terms and conditions of the Development Order, as amended, remain in full force and effect.

10. Notice of the adoption of this Third Amendment to the Eighth Restated and Amended Development Order for Orange Lake Country Club shall be recorded by the Developer in accordance with Section 28.222, Florida Statutes, with the Clerk of the Circuit Court for Orange County, Florida, at the Developer's expense, immediately after the effective date of this Third Amendment to the Eighth Restated and Amended Development Order for Orange Lake Country Club in compliance with Section 380.06(15)(f), Florida Statutes. The recording of this notice shall not constitute a lien, cloud, or encumbrance on the property, or actual or constructive notice of any such lien, cloud, or encumbrance on the property, or actual or constructive notice of any such lien, cloud or encumbrance.

11. **Effective Date.** This Amendment shall take effect upon transmittal by first class U.S. Mail to the East Central Florida Regional Planning Council and the Florida Department of Economic Opportunity, Division of Community Development.

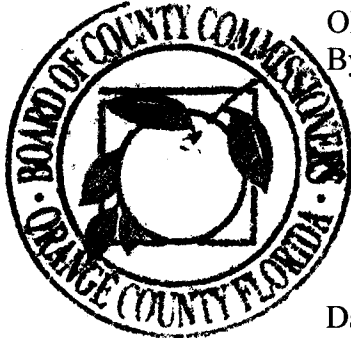
/SIGNATURES ON SEPARATE PAGES/

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ADOPTED THIS _____ DAY OF _____, 201__

NOV 15 2016



ORANGE COUNTY, FLORIDA

By: Board of County Commissioners

By: Teresa Jacobs

Teresa Jacobs,

Orange County Mayor

Date: 11.16.16

ATTEST: Martha O. Haynie, County Comptroller
As Clerk of the Board of County Commissioners

By: Jessica Vaupel
for Deputy Clerk

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EXHIBIT "A"

Reserved

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EXHIBIT "B"

Reserved

EXHIBIT "C"

Master Land Use Plan

(modified)

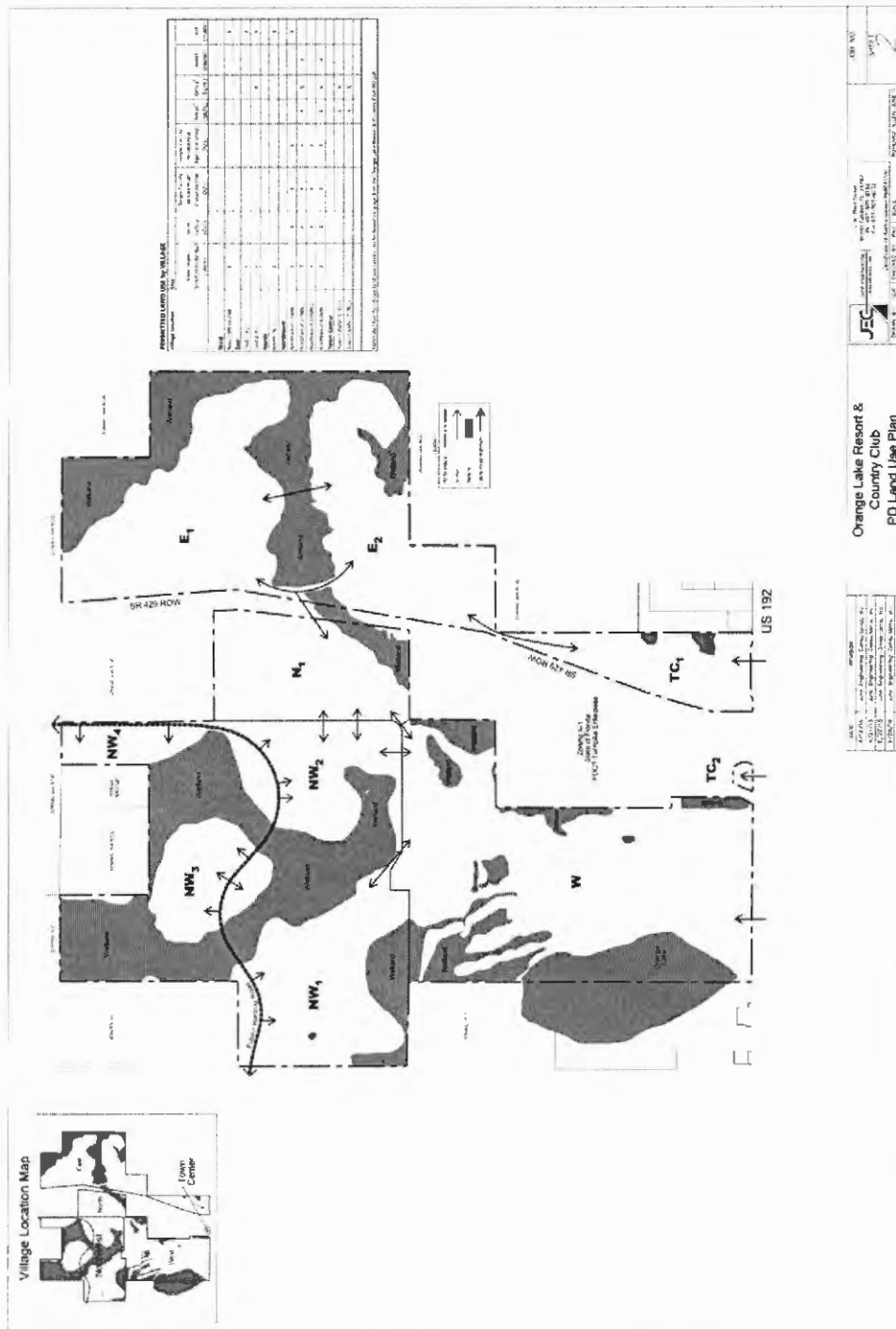


EXHIBIT "D"

Land Use Exchange Matrix

From	To	Timeshare/ Short Term Rental (DU)	Hotel (Room)	Golf (Holes)	Single Family (DU)	Multifamily (DU)	Age Restricted Residential (DU)	Office (KSF)	Retail (0-49 KSF)	Retail (50-99 KSF)	Retail (100-199 KSF)	PM PK Directional Rate*
Timeshare/Short Term Rental (DU)			0.58	0.14	0.34	0.57	0.95	0.13	0.04	0.06	0.08	0.21
Hotel (Room)		1.71		0.24	0.58	0.97	1.64	0.23	0.07	0.10	0.13	0.36
Golf (Holes)		7.10	4.14		2.40	4.03	6.77	0.94	0.30	0.43	0.55	1.49
Single Family (DU)		2.95	1.72	0.42		1.66	2.82	0.39	0.13	0.18	0.23	0.62
Multifamily (DU)		1.76	1.03	0.25	0.60		1.66	0.23	0.08	0.11	0.14	0.37
Age Restricted Residential (DU)		1.05	0.61	0.15	0.35	0.59		0.14	0.04	0.06	0.08	0.22
Office (KSF)		7.52	4.39	1.06	2.55	4.27	7.18		0.32	0.46	0.58	1.58
Retail (0-49 KSF)		23.43	13.67	3.30	7.94	13.30	22.36	3.11				4.92
Retail (50-99 KSF)		16.33	9.53	2.30	5.53	9.27	15.59	2.17				3.43
Retail (100-199 KSF)		13.00	7.58	1.83	4.40	7.38	12.41	1.73				2.73

Note: Timeshare trip rates are approved study for CLCC. All other rates are from ITE Trip Generation Manual, 9th Edition
* All land use conversions are based on PM peak hour directional trip rates