



St. Johns River Water Management District

Kirby B. Green III, Director • David W. Fisk, Assistant Executive Director

4049 Reid Street • P.O. Box 1429 • Palatka, FL 32178-1429 • (386) 329-4500
On the Internet at floridaswater.com.

September 14, 2011

FCC Partners LP Ltd
777 S Flagler Dr Ste 1101 E Tower
West Palm Beach, FL 33401

SUBJECT: Permit Number 4-031-127636-1
Lower St. Johns Mitigation Bank

Dear Sir/Madam:

Enclosed is your permit as authorized by the St. Johns River Water Management District on September 14, 2011.

This permit is a legal document and should be kept with your other important documents. The attached MSSW/Stormwater As-Built Certification Form should be filled in and returned to the Palatka office within thirty days after the work is completed. By so doing, you will enable us to schedule a prompt inspection of the permitted activity.

In addition to the MSSW/Stormwater As-Built Certification Form, your permit also contains conditions which require submittal of additional information. All information submitted as compliance to permit conditions must be submitted to the Palatka office address.

Permit issuance does not relieve you from the responsibility of obtaining permits from any federal, state and/or local agencies asserting concurrent jurisdiction for this work.

In the event you sell your property, the permit can be transferred to the new owner, if we are notified by you within thirty days of the sale. Please assist us in this matter so as to maintain a valid permit for the new property owner.

Thank you for your cooperation and if this office can be of any further assistance to you, please do not hesitate to contact us.

Sincerely,

A handwritten signature in black ink, appearing to read 'Victor Castro', is written over a circular stamp.

Victor Castro, Division Director
Division of Regulatory Support

Enclosures: Permit with EN Form(s), if applicable

cc: District Permit File

GOVERNING BOARD

W. Leonard Wood, CHAIRMAN
FERNANDINA BEACH
Douglas C. Bournique
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Maryam H. Ghyabi, TREASURER
ORMOND BEACH
Chuck Drake
ORLANDO

Richard G. Hamann
GAINESVILLE

Agent: John P Browning
The Goodman Company
777 S Flagler Dr Ste 1101 E Tower
West Palm Beach, FL 33401

Consultant: Todd G Gipe
Straightway Environmental Inc
513 S 19th St
Palatka, FL 32177

ST. JOHNS RIVER WATER MANAGEMENT DISTRICT
Post Office Box 1429
Palatka, Florida 32178-1429

PERMIT NO. 4-031-127636-1

DATE ISSUED: September 14, 2011

PROJECT NAME: Lower St. Johns Mitigation Bank

A PERMIT AUTHORIZING:

Implementation of a 990 acre mitigation bank project to be known as the Lower St. Johns Mitigation Bank. The mitigation bank must be implemented and managed in accordance with the Lower St. Johns Mitigation Bank Perpetual Management Plan received by the District on August 30, 2011

LOCATION:

Section(s):	26, 27, 35, 36, 53, 54, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67 50, 52, 58 23, 24, 25, 26, 36, 38, 39, 41, 42 6, 31	Township(s):	3S 4S 6S 6S	Range(s):	27E 27E 28E 29E
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Duval, St. Johns Counties

ISSUED TO:

FCC Partners LP Ltd
777 S Flagler Dr Ste 1101 E Tower
West Palm Beach, FL 33401

Permittee agrees to hold and save the St. Johns River Water Management District and its successors harmless from any and all damages, claims, or liabilities which may arise from permit issuance. Said application, including all plans and specifications attached thereto, is by reference made a part hereof.

This permit does not convey to permittee any property rights nor any rights or privileges other than those specified herein, nor relieve the permittee from complying with any law, regulation or requirement affecting the rights of other bodies or agencies. All structures and works installed by permittee hereunder shall remain the property of the permittee.

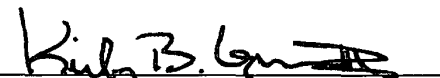
This permit may be revoked, modified or transferred at any time pursuant to the appropriate provisions of Chapter 373, Florida Statutes:

PERMIT IS CONDITIONED UPON:

See conditions on attached "Exhibit A", dated September 14, 2011

AUTHORIZED BY: St. Johns River Water Management District

By:



Kirby B Green III
Executive Director

"EXHIBIT A"
CONDITIONS FOR ISSUANCE OF PERMIT NUMBER 4-031-127636-1
FCC Partners LP Ltd
DATED SEPTEMBER 14, 2011

1. All activities shall be implemented as set forth in the plans, specifications and performance criteria as approved by this permit. Any deviation from the permitted activity and the conditions for undertaking that activity shall constitute a violation of this permit.
2. Activities approved by this permit shall be conducted in a manner which do not cause violations of state water quality standards.
3. At least 48 hours prior to commencement of activity authorized by this permit, the permittee shall submit to the District a Construction Commencement Notice Form No. 40C-4.900(3) indicating the actual start date and the expected completion date.
4. Within 30 days after completion of construction of the permitted system, or independent portion of the system, the permittee shall submit a written statement of completion and certification by a registered professional engineer or other appropriate individual as authorized by law, utilizing As Built Certification Form 40C-1.181(13) or 40C-1.181(14) supplied with this permit. When the completed system differs substantially from the permitted plans, any substantial deviations shall be noted and explained and two copies of as-built drawings submitted to the District. Submittal of the completed form shall serve to notify the District that the system is ready for inspection. The statement of completion and certification shall be based on on-site observation of construction (conducted by the registered professional engineer, or other appropriate individual as authorized by law, or under his or her direct supervision) or review of as-built drawings for the purpose of determining if the work was completed in compliance with approved plans and specifications. As-built drawings shall be the permitted drawings revised to reflect any changes made during construction. Both the original and any revised specifications must be clearly shown. The plans must be clearly labeled as "as-built" or "record" drawing. All surveyed dimensions and elevations shall be certified by a registered surveyor. The following information, at a minimum, shall be verified on the as-built drawings: 1. Dimensions and elevations of all discharge structures including all weirs, slots, gates, pumps, pipes, and oil and grease skimmers; 2. Locations, dimensions, and elevations of all filter, exfiltration, or underdrain systems including cleanouts, pipes, connections to control structures, and points of discharge to the receiving waters; 3. Dimensions, elevations, contours, or cross-sections of all treatment storage areas sufficient to determine state-storage relationships of the storage area and the permanent pool depth and volume below the control elevation for normally wet systems, when appropriate; 4. Dimensions, elevations, contours, final grades, or cross-sections of the system to determine flow directions and conveyance of runoff to the treatment system; 5. Dimensions, elevations, contours, final grades, or cross-sections of all conveyance systems utilized to convey off-site runoff around the system; 6. Existing water elevation(s) and the date determined; and Elevation and location of benchmark(s) for the survey.
5. Should any other regulatory agency require changes to the permitted system, the permittee shall provide written notification to the District of the changes prior implementation so that a determination can be made whether a permit modification is required.
6. This permit does not eliminate the necessity to obtain any required federal, state, local and special district authorizations prior to the start of any activity approved by this permit. This permit does not convey to the permittee or create in the permittee any

property right, or any interest in real property, nor does it authorize any entrance upon or activities on property which is not owned or controlled by the permittee, or convey any rights or privileges other than those specified in the permit and chapter 40C-4 or chapter 40C-40, F.A.C.

7. The permittee shall hold and save the District harmless from any and all damages, claims, or liabilities which may arise by reason of the activities authorized by the permit or any use of the permitted system.
8. Any delineation of the extent of a wetland or other surface water submitted as part of the permit application, including plans or other supporting documentation, shall not be considered specifically approved unless a specific condition of this permit or a formal determination under rule 40C-1.1006, F.A.C., provides otherwise.
9. The permittee shall notify the District in writing within 30 days of any sale, conveyance, or other transfer of ownership or control of the permitted system or the real property at which the permitted system is located. All transfers of ownership or transfers of a permit are subject to the requirements of rule 40C-1.612, F.A.C. The permittee transferring the permit shall remain liable for any corrective actions that may be required as a result of any permit violations prior to such sale, conveyance or other transfer.
10. Upon reasonable notice to the permittee, District authorized staff with proper identification shall have permission to enter, inspect, sample and test the system to insure conformity with the plans and specifications approved by the permit.
11. The permittee shall immediately notify the District in writing of any previously submitted information that is later discovered to be inaccurate.
12. If prehistoric or historic artifacts, such as pottery or ceramics, stone tools or metal implements, or any other physical remains that could be associated with Native American cultures, or early colonial or American settlement are encountered at any time within the project site area, the permitted project should cease all activities involving subsurface disturbance in the immediate vicinity of such discoveries. The permittee, or other designee, should contact the Florida Department of State, Division of Historical Resources, Review and Compliance Section at 850.245.6333 or 800.847.7278, as well as the appropriate permitting agency office. Project activities should not resume without verbal and/or written authorization from the Division of Historical Resources. In the event that unmarked human remains are encountered during permitted activities, all work shall stop immediately and the proper authorities notified in accordance with Section 872.05, Florida Statutes.
13. The Mitigation Service Area for the bank includes the freshwater forested wetlands within regional watershed 4 (Northern St. Johns River and Northern Coastal) and 5, Sixmile and Julington Creeks nested, as depicted in Attachment 3. The bank is available to offset freshwater forested wetland impacts associated with projects within the MSA and the following additional projects if the requirements in section 12.4.2, A.H. are met:
 - a. Projects with adverse impacts partially located within the Mitigation Service Area.
 - b. Linear projects, such as roadways, transmission lines, distribution lines, pipelines, or railways.
 - c. Projects with total adverse impacts of less than one acre in size.

Although any of the above-listed projects are eligible to use the bank, all such projects must meet the following criteria (in addition to other pertinent criteria such as reduction

and elimination of impacts and cumulative impacts considerations within the watershed) as contained in section 12.4.2, A.H.:

- a. The mitigation bank must offset the adverse impacts of the project and either:
- b. On-site mitigation opportunities are not expected to have comparable long-term viability due to such factors as unsuitable hydrologic conditions or ecologically-incompatible existing adjacent land uses or future land uses as identified in an adopted local comprehensive plan; or
- c. Use of the bank would provide greater ecological value than on-site mitigation.

In some cases, when the sole use of the bank may not be appropriate, a combination of on-site mitigation and use of the bank may be appropriate to offset the adverse impacts of a project. This mitigation service area assignment is not based upon a comprehensive assessment of the appropriateness of the bank for offsetting every type of impact to every individual wetland within the service area.

14. Monitoring reports must be submitted annually, in perpetuity, by January 31st of each year and must be conducted in accordance with monitoring plan received by the District on June 24, 2011. The reports must include the information identified in the monitoring plan, must demonstrate how the bank is continuing to meet (or not meet) the goals and objectives of the mitigation bank plan, and must include a narrative and aerial showing the location of all maintenance activities undertaken during the previous year and scheduled for the following year. These activities include but are not limited to: logging, planting, mowing/chopping, pine thinning, flora and fauna exotic and nuisance treatment/control, fence repair, and any other management activities performed, or scheduled to be performed, on the mitigation bank property.
15. If at any time the bank is not in material compliance with the terms of this permit, mitigation credits may not be withdrawn. Mitigation credits shall again be available for withdrawal when the mitigation bank is brought back into compliance.
16. This permit shall automatically expire five years from the date of issuance if the banker has not recorded a conservation easement over the entire bank property (all parcels). Prior to the expiration of the permit, the permittee may apply for a permit modification to extend the permit duration. Except as provided above, the mitigation bank permit shall be perpetual unless revoked or modified
17. If at any time during the implementation or perpetual management of the mitigation bank site, the property is not meeting the mitigation bank objectives, as set forth in the final approved plans, and as required by permit conditions, a remedial plan must be submitted for District review and approval within 60 days of notification of such noncompliance. Implementation of the approved remedial plan must begin within 60 days of approval by District staff or as stipulated in the approved remedial plan.
18. Prior to the release of credits, the permittee must convey a conservation easement over the mitigation bank parcels in favor of the St. Johns River Water Management District and the Florida Department of Environmental Protection (FDEP). The conservation easement must be consistent with 12.4.7 (c), A.H. and must be approved by District staff prior to recording. The permittee must submit the original recorded conservation easement to District staff within 30 days of recording.
19. Prior to the release of credits, the permittee shall provide the District with a title insurance policy insuring the District's property interest (conservation easement). Each title insurance policy must meet the requirements of section 12.4.7(e), A.H., and be consistent with the title commitment received by the District on June 8, 2011.

20. Upon recording in the public records of Duval County and prior to commencement of construction and the recording of the conservation easement, the permittee shall provide certified copies of the following documents to the District:
 - a. Termination of Easement terminating the easement created in the instrument dated March 18, 1998, and recorded in Official Records Book 8886, Page 1632, of the Public Records of Duval County.
 - b. Termination of Easement terminating the easement created in the instrument dated May 18, 1965, and recorded in Official Records Book 2445, Page 328, of the Public Records of Duval County.
21. Prior to the release of credits, the permittee must provide the District with the final executed financial responsibility mechanisms for perpetual management. The financial responsibility mechanism must be consistent with the approved draft documents and must comply with the provisions of sections 12.4.8, A.H. The permittee must submit the final financial responsibility documentation to District staff for review and approval prior to execution.
22. No later than two years from the date of permit issuance and at least every two years thereafter, the permittee shall provide to the District for review and written approval, an acceptable written estimate of the costs of the remaining construction, implementation and perpetual management of the mitigation bank (cost adjustment statement). The estimate shall be certified by a licensed professional whose license authority includes the ability to provide such certified written estimates accompanied by supporting documentation and shall comply with the requirements of Section 12.4.8(k), Applicant's Handbook: Management and Storage of Surface Waters (December 27, 2010).
23. Staff recommends that 140.14 total potential credits be released by applying the schedule outlined in Attachment 2. However, no credits will be released until an approved conservation easements are recorded, acceptable title insurance policies are provided, and approved perpetual management financial responsibility mechanisms are executed. The 140.14 credits consist of forested-freshwater credits:
24. The Feral Hog and Game Management Plan received by the District on August 30, 2011, is incorporated as a condition of this permit. No land alterations (such as food plots) or installation of permanent structures are authorized.
25. The permittee shall be deemed to be without the required financial assurance in the event of bankruptcy, insolvency, suspension or revocation of the license or charter of the issuing institution. The permittee must reestablish a financial responsibility mechanism within 60 days after such an event, with the form and content of the financial responsibility mechanism approved by the District.
26. When transferring a permit in accordance with Section 40C-4.351, F.A.C., the new owner or person with legal control shall submit documentation to satisfy the financial responsibility requirements of this permit and applicable rules. The prior owner or person with legal control of the project shall continue the financial responsibility mechanism until the District has approved the permit transfer and substitute responsibility mechanism.
27. A banker must notify the District by certified mail within 10 days after the commencement of a voluntary or involuntary proceeding (i) to dissolve the banker, (ii) to place the banker in receivership, or (iii) for entry of an order for relief against the banker pursuant to the bankruptcy provisions of the United States Code. A banker must also notify the District by certified mail within 10 days of a general assignment of its assets for

the benefit of creditors under Chapter 727, F.S. A banker will be deemed to be without the required financial assurance in the event of a bankruptcy of the trustee of any trust provided under this rule, or the suspension or revocation of the authority of any trustee to act as trustee, or in the event of a bankruptcy of the issuing institution of any bond or letter of credit, or the revocation of the authority of such institution to issue such instruments. A banker will also be deemed to be without required financial responsibility in the event of a general assignment of its assets for the benefit of creditors under Chapter 727, F.S. The banker must notify the District within 10 days, and establish other financial assurance within 60 days, after such an event

1 - Attachment 1 - Location Map

2 - Attachment 2 - Credit Release Schedule

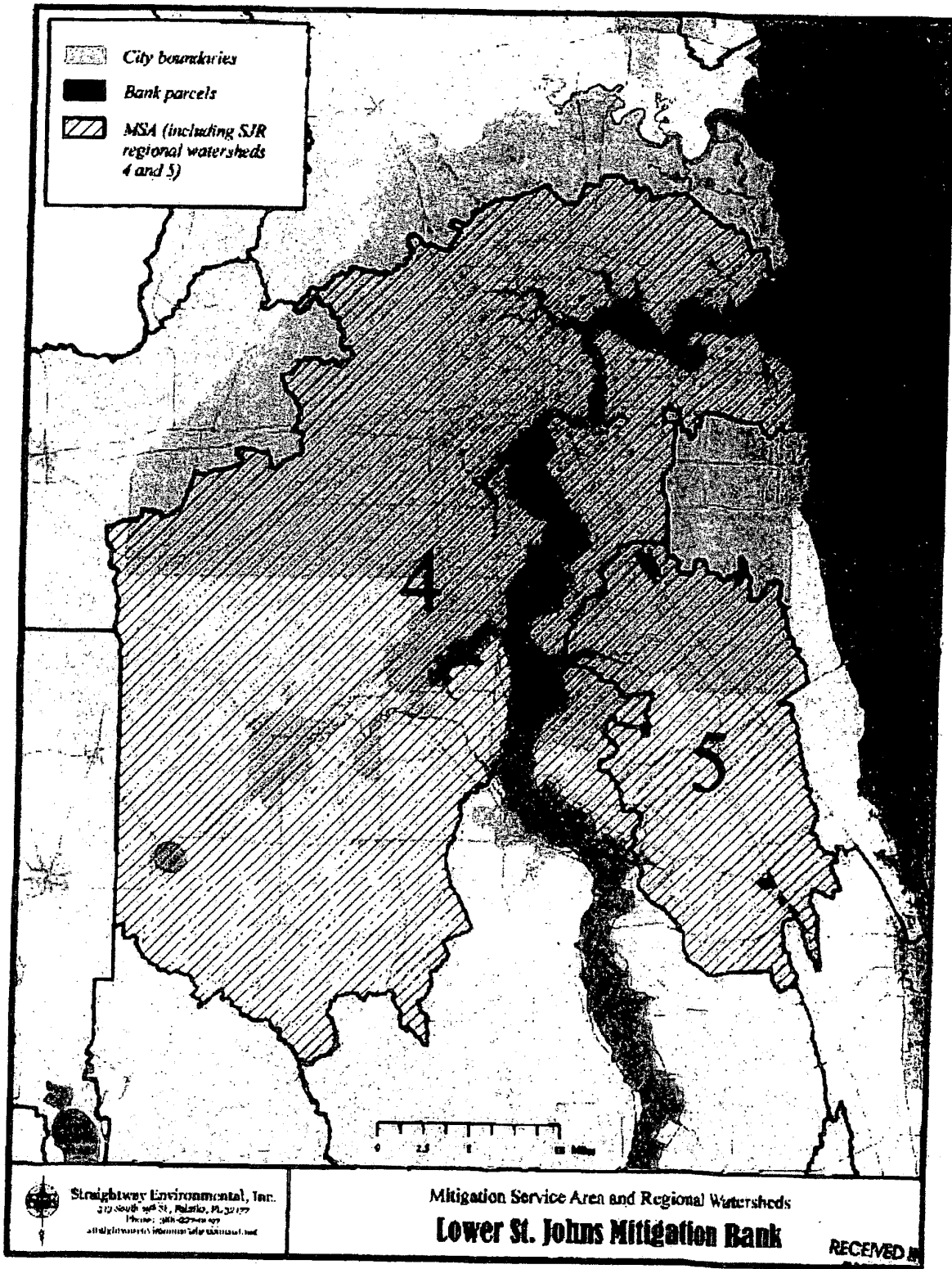
EXHIBIT 2 – CREDIT RELEASE SCHEDULE

Duvall County Parcel 113.64 Credits		
Mitigation Activity	% release	No. of Credits
LEGAL AND FINANCIAL DOCS		
Record CE, execute financial assurance documents, provide title insurance	95	107.96
MANAGEMENT AND MONITORING		
Submittal of year 1 monitoring report demonstrating the parcel is being maintained in accordance with the perpetual management and monitoring plan.	1	1.14
Submittal of year 2 monitoring report demonstrating the parcel is being maintained in accordance with the perpetual management and monitoring plan.	1	1.14
Submittal of year 3 monitoring report demonstrating the parcel is being maintained in accordance with the perpetual management and monitoring plan.	1	1.14
Submittal of year 4 monitoring report demonstrating the parcel is being maintained in accordance with the perpetual management and monitoring plan.	1	1.13
Submittal of year 5 monitoring report demonstrating the parcel is being maintained in accordance with the perpetual management and monitoring plan.	1	1.13

EXHIBIT 2 – CREDIT RELEASE SCHEDULE

St. Johns County Parcels 26.68 Credits		
Mitigation Activity	% release	No. of Credits
LEGAL AND FINANCIAL DOCS		
Record CE, execute financial assurance documents, provide title insurance	30	8.00
IMPLEMENTATION		
Complete stand-wide pine harvesting and chopping within parcels A, B, & C. If necessary, complete site preparation and plantings in Stand 3 of parcel C.	30	8.00
DEMONSTRATION OF SUCCESS AND MANAGEMENT FOLLOWING COMPLETION OF IMPLEMENTATION ACTIVITIES		
Submittal of year 1 monitoring report demonstrating the parcel is being maintained in accordance with the perpetual management and monitoring plan.	5	1.34
Submittal of year 2 monitoring report demonstrating the parcel is being maintained in accordance with the perpetual management and monitoring plan.	5	1.34
Submittal of year 3 monitoring report demonstrating the parcel is being maintained in accordance with the perpetual management and monitoring plan.	5	1.34
Submittal of year 4 monitoring report demonstrating the parcel is being maintained in accordance with the perpetual management and monitoring plan.	5	1.33
Submittal of year 5 monitoring report demonstrating the parcel is being maintained in accordance with the perpetual management and monitoring plan.	5	1.33
After 5 years of implementation, complete 1 st stand-wide chopping/mowing within parcels A, B,C.	10	2.67
After 10 years of implementation, complete 2 nd stand-wide chopping/mowing within parcels A, B,C.	5	1.33

3 - Attachment 3 - LSJMB Mitigation Service Area Map



127636-1

APR 25 2011

REGULATORY

Notice Of Rights

1. A person whose substantial interests are or may be affected has the right to request an administrative hearing by filing a written petition with the St. Johns River Water Management District (District). Pursuant to Chapter 28-106 and Rule 40C-1.1007, Florida Administrative Code, the petition must be filed (received) either by delivery at the office of the District Clerk at District Headquarters, P. O. Box 1429, Palatka Florida 32178-1429 (4049 Reid St., Palatka, FL 32177) or by e-mail with the District Clerk at Clerk@sjrwmd.com, within twenty-six (26) days of the District depositing the notice of intended District decision in the mail (for those persons to whom the District mails actual notice), within twenty-one (21) days of the District emailing the notice of intended District decision (for those persons to whom the District emails actual notice), or within twenty-one (21) days of newspaper publication of the notice of intended District decision (for those persons to whom the District does not mail or email actual notice). A petition must comply with Sections 120.54(5)(b)4. and 120.569(2)(c), Florida Statutes, and Chapter 28-106, Florida Administrative Code. The District will not accept a petition sent by facsimile (fax), as explained in paragraph no. 5 below. Mediation pursuant to Section 120.573, Florida Statutes, is not available.
2. If the District takes action that substantially differs from the notice of intended District decision, a person whose substantial interests are or may be affected has the right to request an administrative hearing by filing a written petition with the District, but this request for administrative hearing shall only address the substantial deviation. Pursuant to Chapter 28-106 and Rule 40C-1.1007, Florida Administrative Code, the petition must be filed (received) at the office of the District Clerk at the mail/street address or email address described in paragraph no. 1 above, within twenty-six (26) days of the District depositing notice of final District decision in the mail (for those persons to whom the District mails actual notice), within twenty-one (21) days of the District emailing the notice of final District decision (for those persons to whom the District emails actual notice), or within twenty-one (21) days of newspaper publication of the notice of final District decision (for those persons to whom the District does not mail or email actual notice). A petition must comply with Sections 120.54(5)(b)4. and 120.569(2)(c), Florida Statutes, and Chapter 28-106, Florida Administrative Code. Mediation pursuant to Section 120.573, Florida Statutes, is not available.
3. A person whose substantial interests are or may be affected has the right to a formal administrative hearing pursuant to Sections 120.569 and 120.57(1), Florida Statutes, where there is a dispute between the District and the party regarding an issue of material fact. A petition for formal hearing must also comply with the requirements set forth in Rule 28-106.201, Florida Administrative Code.
4. A person whose substantial interests are or may be affected has the right to an informal administrative hearing pursuant to Sections 120.569 and 120.57(2), Florida Statutes, where no material facts are in dispute. A petition for an informal hearing must also comply with the requirements set forth in Rule 28-106.301, Florida Administrative Code.

Notice Of Rights

5. A petition for an administrative hearing is deemed filed upon receipt of the complete petition by the District Clerk at the District Headquarters in Palatka, Florida during the District's regular business hours. The District's regular business hours are 8:00 a.m. – 5:00 p.m., excluding weekends and District holidays. Petitions received by the District Clerk after the District's regular business hours shall be deemed filed as of 8:00 a.m. on the District's next regular business day. The District's acceptance of petitions filed by e-mail is subject to certain conditions set forth in the District's Statement of Agency Organization and Operation (issued pursuant to Rule 28-101.001, Florida Administrative Code), which is available for viewing at www.sjrwmd.com. These conditions include, but are not limited to, the petition being in the form of a PDF or TIFF file and being capable of being stored and printed by the District. Further, pursuant to the District's Statement of Agency Organization and Operation, attempting to file a petition by facsimile is prohibited and shall not constitute filing.
6. Failure to file a petition for an administrative hearing within the requisite time frame shall constitute a waiver of the right to an administrative hearing. (Rule 28-106.111, Florida Administrative Code).
7. The right to an administrative hearing and the relevant procedures to be followed are governed by Chapter 120, Florida Statutes, Chapter 28-106, Florida Administrative Code, and Rule 40C-1.1007, Florida Administrative Code. Because the administrative hearing process is designed to formulate final agency action, the filing of a petition means the District's final action may be different from the position taken by it in this notice. A person whose substantial interests are or may be affected by the District's final action has the right to become a party to the proceeding, in accordance with the requirements set forth above.
8. Pursuant to Section 120.68, Florida Statutes, a party to the proceeding before the District who is adversely affected by final District action may seek review of the action in the District Court of Appeal by filing a notice of appeal pursuant to Rules 9.110 and 9.190, Florida Rules of Appellate Procedure, within 30 days of the rendering of the final District action.
9. A District action is considered rendered, as referred to in paragraph no. 8 above, after it is signed on behalf of the District, and is filed by the District Clerk.
10. Failure to observe the relevant time frames for filing a petition for judicial review as described in paragraph no. 8 above will result in waiver of that right to review.

Notice Of Rights

Certificate of Service

I HEREBY CERTIFY that a copy of the foregoing Notice of Rights has been sent by U.S.
Mail to:

At 4:00 p.m. this 14th day of September 2011.



Division of Regulatory Information Management
Victor Castro, Division Director

St. Johns River Water Management District
Post Office Box 1429
Palatka, FL 32178-1429
(386) 329-4570
Permit Number: 4-031-127636-1