



Panama City Beach Community Redevelopment Agency

Front Beach Road CRA & Pier Park CRA Annual Reports & Financial Statements



Fiscal Year 2014 Annual Report Community Redevelopment Agency

City of Panama City Beach
110 South Arnold Road
Panama City Beach, Florida

March 31, 2015



P A N A M A C I T Y B E A C H



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Chapter 163 of the Florida Statutes requires each CRA to provide an annual report by March 31 of each year to the Governing Body (City Council). This report and attached financial statement is submitted in fulfillment of that requirement and to provide information to the public.

Fiscal Year 2014 Annual Report
Front Beach Road & Pier Park
Community Redevelopment Areas

Mayor



Gayle F. Oberst

Council Members



John Reichard



Rick Russell



Josie Strange



Keith Curry

City Manager



Mario Gisbert



City Clerk

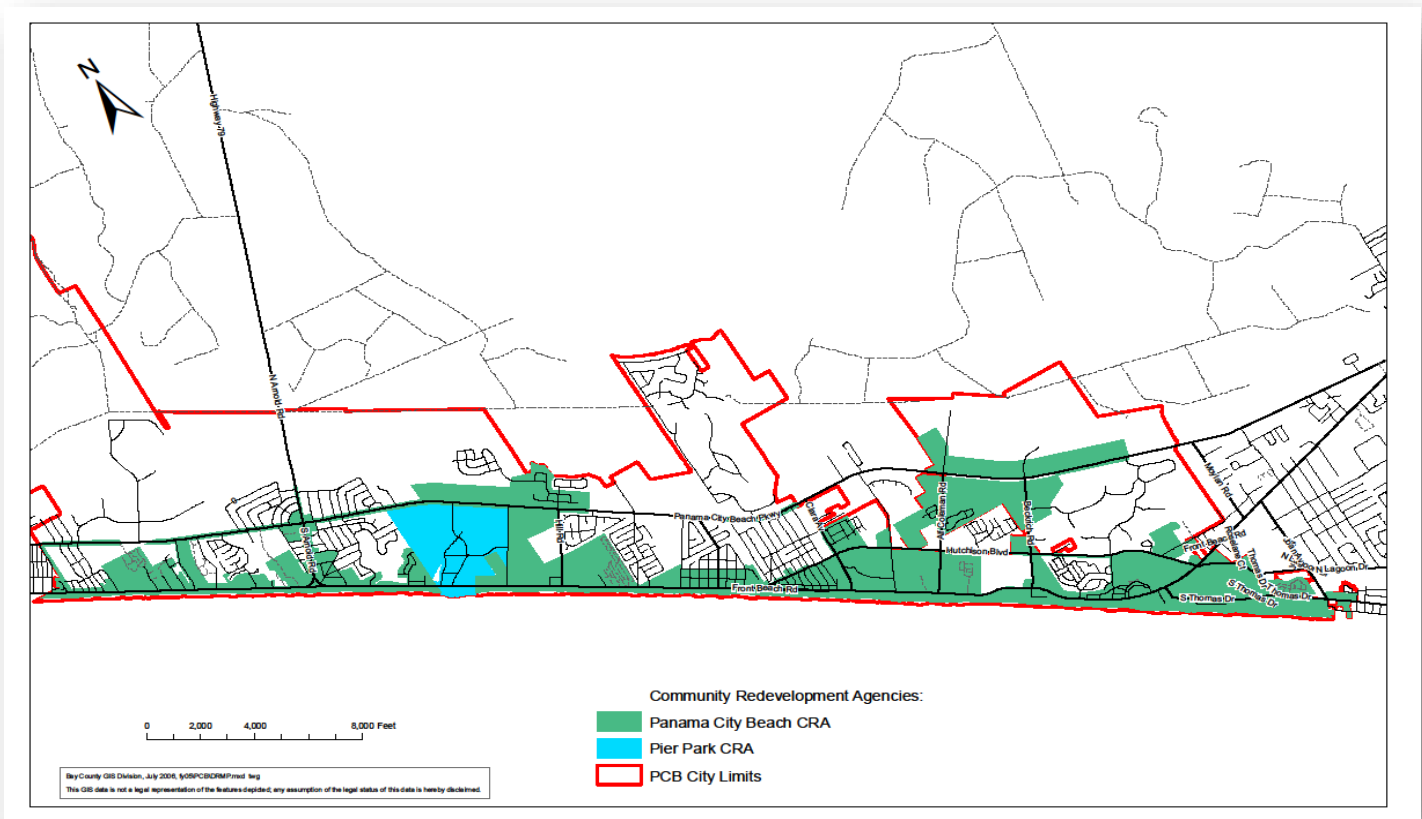


Holly White

Front Beach Road Community Redevelopment Area

On November 30, 2000, the City Council of Panama City Beach, Florida created the Panama City Beach Community Redevelopment Agency and declared the City Council as the governing body of the Agency. Subsequently, on June 21, 2001, the Council adopted a resolution and created the Front Beach Road Community Redevelopment Area (CRA).

The Front Beach Road CRA is generally bounded by the city limits of Panama City Beach on the east and west, the Gulf of Mexico on the south, and on the north along the northerly right-of-way of Panama City Beach Pkwy from the western city limits to Richard Jackson Blvd including the right-of-way of Panama City Beach Pkwy easterly to the city limits, and also southerly along the eastern right-of-way of Richard Jackson Blvd to the northern boundary of Hutchison Blvd and easterly to and along the northern right-of-way of Thomas Drive to the eastern most city limits. This described area is shown below and includes all streets/right-of-ways.



The Front Beach Road CRA Redevelopment Plan

The Front Beach Road CRA Redevelopment Plan provides a framework for redevelopment of infrastructures within the CRA. The Plan was adopted by the City Council in August 2001.

The Community Redevelopment Plan recommends enhancement of approximately 19.8 miles of existing roadways within the Front Beach Road CRA. Cost elements include various streets widening to three, four or five lanes, enhancing roadway lighting, paving, striping, turn lanes, landscaped medians, roadside landscaping, new signage, hardscape, sidewalks, stormwater drainage systems and ponds and undergrounding of all utilities. Streets within the Redevelopment Area currently identified for improvements include: Front Beach Road, North Thomas Drive, South Thomas Drive, Churchwell Drive, Richard Jackson Blvd, Alf Coleman Road, Clara Avenue, Nautilus Street, Hill Road, Powell Adams Road, South Arnold Road, Cobb Road, Hutchison Blvd, and Panama City Beach Parkway.



The Front Beach Road CRA Redevelopment Plan contains three long-term primary objectives:

- (1) Pedestrian, Parking and Transportation Improvements. This objective includes an enhanced and interconnected network of right-of-way and other infrastructure projects that focuses on improving pedestrian movement, overall parking needs along Front Beach Road, ingress/egress and evacuation routes along Front Beach Road and its major connectors, upgrading stormwater management along Front Beach Road, and undergrounding of utilities within the Redevelopment Area;



- (2) Enhance Beach Access and Related Parking. This objective includes the enhancement of existing beach access points and the creation of new access points where warranted, and the provision of parking areas to support these access points throughout the corridor;
- (3) Plan Funding and Financing. This objective includes the creation and maintenance of efficient, practical, equitable funding and financing to properly implement the Plan and its projects, utilizing tax increment revenues, non-ad valorem assessment revenue, bonds, other public instruments, grants, public/privet partnerships and other sources of funding.

The City staff has developed short term and long term goals to accomplish the primary objectives, namely:

- (1) Provide for safe and convenient multimodal mobility along the beachfront roadways;
- (2) Provide stormwater, streetscape and landscape improvements and undergrounding of aerial utilities;
- (3) Provide for improved parking, particularly for beach access.
- (4) Provide for dedicated transit and bicycle lanes anchored by gateway multimodal centers providing convenient, fun, safe and timely mobility for both pedestrians and bicyclists;
- (5) Secure Program funding to supplement tax increment revenues;
- (6) Manage right of way acquisition effort needed for roadway and storm drainage improvements;
- (7) Manage Program planning, design and construction effort and projects.
- (8) Lead effort to qualify for Federal and other funding to supplement tax increment revenues;
- (9) Lead effort to develop Front Beach Road maintenance agreement with the Florida Department of Transportation;
- (10) Develop a work plan for CRA improvements.

CRA Near Term Work Plan

On September 25, 2014, the City Council approved **the CRA Near Term Work Plan** and authorized the following activities through fiscal year 2015:

- (1) Complete right-of-way acquisition and final design of the Front Beach Road Segment 2 Redevelopment Project and begin construction in fiscal year 2015;
- (2) Manage construction of sidewalk along the north side of Alf Coleman Road from Hutchison Blvd to Panama City Beach Parkway;
- (3) Continue coordination with the Florida Department of Transportation to develop a transfer agreement for the improved segments of Front Beach Road;
- (4) Manage the CRA landscape maintenance contract;
- (5) Resubmit a Transportation Regional Incentive Program (TRIP) grant application for the design phase of Front Beach Road Segment 4 Improvement (Lullwater Lake Drive to Hills Road);

- (6) Continue support of clearing and cleanup of blighted properties within CRA;
- (7) Continue right-of-way acquisition effort needed for roadway and stormwater improvements;
- (8) Continue efforts to find grant funding for landscape and roadway lighting along Panama City Beach Parkway;
- (9) Continue identification of beach parking opportunities to compliment beach access points to include public-private parking partnerships;
- (10) Continue exploring alternate roadway and transit funding through government grants, loan programs, non-ad valorem assessment revenue and public/private partnerships, and
- (11) Continue effort to evaluate local economic trends and available tax increment revenues to develop financing options and plans, including leveraging tax increment funds to procure additional bond financing.

Fiscal Year 2014 Accomplishments

The Community Redevelopment Agency accomplishments in fiscal year 2014 consisted of the following:

1. Front Beach Road Segment 2 Redevelopment Project

The Front Beach Road Segment 2 Redevelopment Project begins approximately 500 feet west of Richard Jackson Blvd and ends at the South Thomas Drive intersection, approximately 1.1 miles long. In fiscal year 2014, the CRA issued a task order to the Consultant to update/complete the final design phase of the project. The project design was substantially completed in 2010 and required to be updated to the latest design standards. In 2014, the CRA purchased approximately 1.44 acres of land for a stormwater pond and several right of way strips on Front Beach Road and Richard Jackson Blvd. in 2008, the CRA purchased approximately 1.50 acres of land for a stormwater pond for the eastern part of the project. Both stormwater ponds will be used to treat and attenuate stormwater runoff and will function as public parks with extensive landscaping, pathways, lighting and seating. The project includes dedicated transit and bicycle lanes on both sides of Front Beach Road, two through lanes, turn lanes, landscaped medians, stormwater drainage system, sidewalks, street lights, underground utilities, streetscape and landscape on both sides of the road. The construction phase of the project will begin in fiscal year 2015;



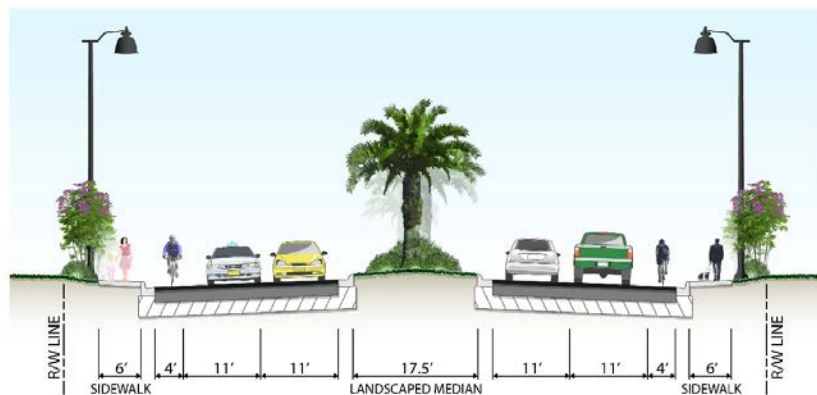
2. North Thomas Drive Sidewalk Project

Designed and constructed a sidewalk on the north side of N. Thomas Drive from S. Thomas Drive to Joan Avenue;



3. SR 79 (Arnold Road) Redevelopment Project

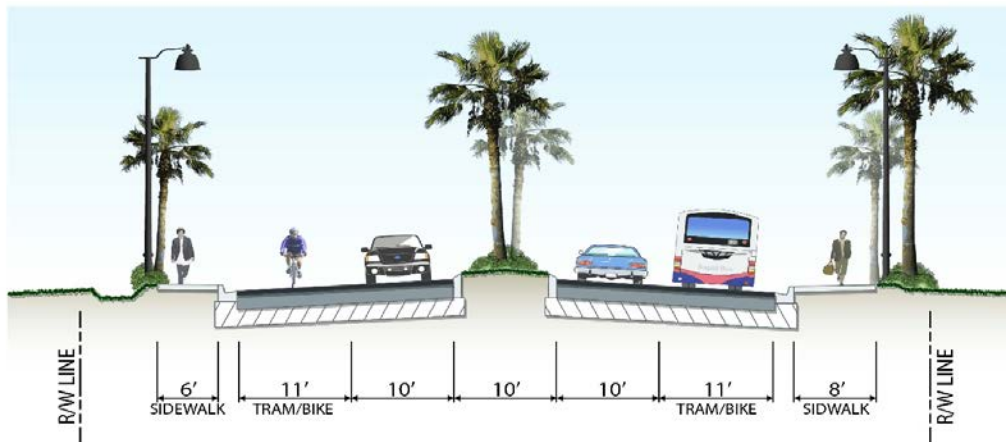
The Project Development & Environment (PD&E) Reevaluation of the SR 79 Redevelopment Project, SR 30A (Front Beach Road) to SR 30 (Panama City Beach Parkway), was initiated in fiscal year 2009 and completed in 2010. The final design phase of the project was initiated in fiscal year 2010 and was completed in 2014. The Project includes four travel lanes with turn lanes/landscaped medians, stormwater retention pond, sidewalks, underground utilities, streetscape, landscape and roadway lighting;



TYPICAL NO. 1
STATE ROAD 79

4. The Front Beach Road Segment 3 Reconstruction Project

The final design phase of Front Beach Road Segment 3 Redevelopment Project was initiated in fiscal year 2010 and was completed in 2014. The project begins at SR 79 and ends at Lullwater Drive and includes construction of an urban roadway with dedicated transit lanes, sidewalks, bicycle lanes, underground utilities, street lights, streetscapes, landscape, and stormwater system/retention ponds. The Front Beach Road Segment 3 and SR 79 Reconstruction Projects were designed at the same time to maintain continuity of the roadway, landscaping, stormwater and utilities for these intersecting projects;



TYPICAL NO. 2
FRONT BEACH ROAD

5. Coordinated approval of the CRA Work Plan through the Bay County Transportation Planning Organization (TPO) and integrated the Plan into the Long Range Transportation Plan, State Transportation Improvement Program (TIP) and Bay County TPO Transportation Improvement Program as a necessary step to qualify CRA projects for the state and federal funding;

6. A Transportation Regional Incentive Program (TRIP) grant application in the amount of \$1.70 million for the final design phase of the Front Beach Road Segment 4.1 Redevelopment Project (Lullwater Drive to Hill Road, approximately 1.5 miles) was submitted to the Florida Department of Transportation;
7. A 2014 TIGER 6 grants application in the amount of \$17 million for the construction phase of the Front Beach Road Segment 2 Redevelopment Project was submitted to the US Department of Transportation;
8. Continued management of the landscape maintenance contract for the improved CRA projects;
9. Continued code enforcement activities for clearing and cleanup of blighted properties along Front Beach Road. The following cleanup activities were conducted by the Code Enforcement during fiscal year 2014:

- Initiated contract documents for demolition and cleanup of the Beach Club Motel properties located at 10637, 10708 Front Beach Road;
- Destiny Worship Center: stormwater drainage violations at 13300 PCB Pkwy;
- Panama City, LLC: clean-up and grass cutting at 17851 Front Beach Road
- Pledger Property: stormwater drainage violations at 9401 Thomas Drive;
- Surfside Villas: clean-up of graffiti and trash at 17561 Front Beach Rd;
- Cabana Cay Sale Office: clean-up of landscape and trash at 17188 Front Beach Rd;
- Alvin's Island Stores: removal of nonconforming old signs;
- Subcore (Fernwood Property): clean-up of graffiti and requested the owner to install a fence at 612 Gardenia Street;
- Lawrence Family, LLC: undergrowth clean-up and trash removal at 601 Gardenia Street;



- Eagle FL (old Fiesta Site): overgrowth and clean-up of trash 13626 Front Beach Road;
- Lakeshore Capital, LLC: lot clean-up at 10637 Front Beach Road;
- Somal Inc.: trash Clean-up at the vacant lot located at the Clara Avenue/Panama City Beach Parkway intersection;
- Dean's Weaver Property: overgrowth clean-up at 219 S. Arnold Road;

The Community Redevelopment Agency's Past Accomplishments:

Since the inception of the program, intense planning and public involvement have resulted in a comprehensive plan for a series of innovative infrastructure projects that are transforming the community's roadways into a safe and efficient multi-modal system. The system includes roadway lanes dedicated specifically for transit vehicles connecting regional multi-modal centers as well as local public parking lots resulting in efficient mobility during even the most congested season. The multi-modal centers and transit system serve regional parking needs for commerce and beach access and, in conjunction with a revised transit-oriented land development code, create vitally needed opportunities for urban redevelopment throughout the community. All roadway infrastructure projects provide for sidewalks, bicycle lanes, landscape; streetscape and fiber optic communications to complement the transit system operations and relocate all aerial utilities underground for storm protection and beautification.



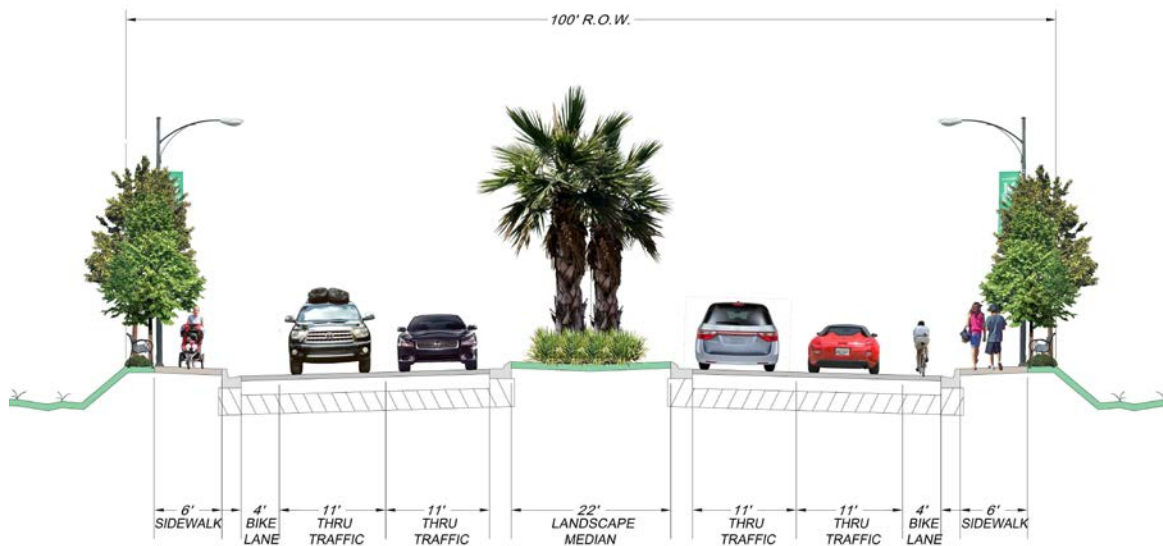
Activities previously authorized by the City Council and subsequently completed to advance the first, third and to a more limited degree the second, primary objectives include:

1. The Powell Adams Road Redevelopment Project: On February 23, 2012 the Council entered into a public-private partnership agreement with Wal-Mart Stores East, LP (“Walmart”) for the Powell Adams Road Segment 1 Redevelopment Project from Panama City Beach Parkway (US 98) to L C Hilton Jr. Drive. Walmart proposed to front the entire cost of improvements and be reimbursed by the City the fees and costs incurred for the design, engineering, construction and installation of improvements, less the cost of the Wal-Mart specific offsite improvements and less the proportionate fair-share contribution for the Walmart Development. The Council also authorized staff to begin the process for the right-of-way and pond site acquisition for the Project. The Final Design for the Powell Adams Road Segment 1 Redevelopment Project was completed on December 21, 2011. The Project was released for bid and awarded by Walmart in March 2012. The construction phase of the Powell Adams Road Redevelopment Project began in April 2012 and was completed in 2013.



To maintain design continuity between segment 1 improvements and the remaining segment of the Powell Adams Road Redevelopment Project from L C Hilton Jr. Drive to Front Beach Road, on November 10, 2011, the City Council approved a Professional Services Agreement for the final design phase of the Powell Adams Road Redevelopment Project. The final design for the Powell Adams Road Segment 2 Redevelopment Project was completed on April 17, 2012;





Powell Adams Road Typical Section

2. **The South Thomas Drive Redevelopment Project** construction began in fiscal year 2009 and was completed in fiscal year 2013. The Project included reconstruction of South Thomas Drive between Front Beach Road and North Thomas Drive and provides a dedicated transit and bicycle lane on the north side of the roadway, a dedicated bicycle lane on the south side of the roadway, two travel lanes, turn lanes, landscaped medians, stormwater pond, sidewalks, underground utilities, roadway lighting, streetscape and landscape on both sides of the road. The stormwater retention pond functions as a public walking park with extensive landscaping, pathways, lighting and seating.



3. The Front Beach Road Segment 1 Redevelopment Project construction began at the same time as the South Thomas Drive Reconstruction Project in 2009 and was completed in fiscal year 2013. The Front Beach Segment 1 Reconstruction Project included reconstruction of Front Beach Road (SR 30A) between South Thomas Drive and Hutchison Boulevard and provides a dedicated transit and bicycle lane on the south side of the roadway, dedicated bicycle lane on the north side of the roadway, an additional eastbound vehicle lane, improved westbound merge lane at the Middle Beach Road and North Thomas Drive intersection and provides a stormwater retention pond, sidewalks, underground utilities, streetscape, landscape and roadway lighting. The stormwater retention pond functions as a public walking park with extensive landscaping, pathways, lighting and seating;



4. The CRA Intelligent Transportation (ITS) Projects construction were completed in 2013. The projects included running fiber optic cables along Front Beach Road from Hutchison Blvd to S. Thomas Drive, along S. Thomas Drive from Front Beach Road to N. Thomas Drive and along N. Thomas Drive from S. Thomas Drive to Joan Avenue. The projects also include installation of the ITS equipment (i.e. control boxes, poles, communication equipment, and CCTV);

5. Churchwell Drive Redevelopment Project construction of Churchwell Drive and public parking lot were completed in 2007. The City integrated and coordinated CRA funding with Federal Bridge Replacement funding through Local Agency Program (LAP) Agreement with the Florida Department of Transportation (FDOT) and replaced the Churchwell Drive Bridge. The project provides sidewalks, bike lanes, underground utilities, landscape, roadway lighting and stormwater ponds for stormwater runoff treatment and attenuation;

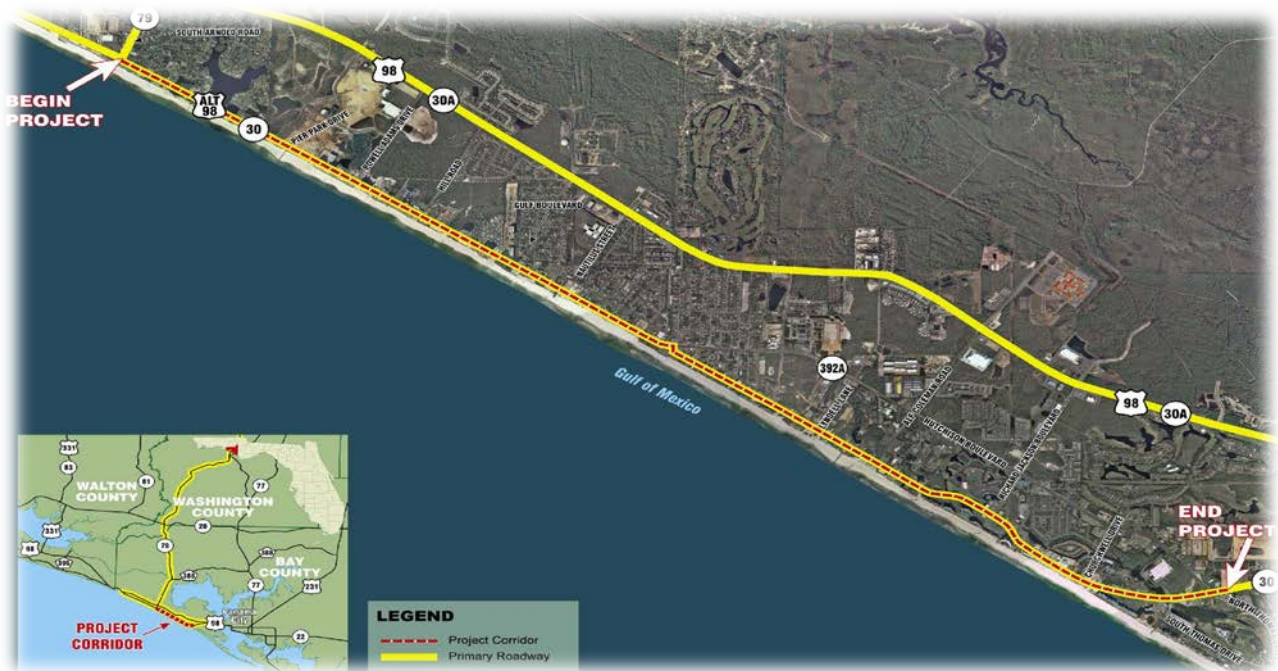


6. Richard Jackson Blvd Redevelopment Project construction was completed in 2007. Richard Jackson Blvd was formerly named Beckrich Road. The project provides sidewalks, bike lanes, underground utilities, landscape, roadway lighting and stormwater ponds for stormwater runoff treatment and attenuation;



7. The Front Beach Road Project Development & Environment (PD&E) Study from the Middle Beach Road/North Thomas intersection to SR 79 which was initiated in fiscal year 2009 was completed in 2012. This Study was initiated to maintain eligibility for federal funding of Front Beach Road and transit improvements;

8. Alf Coleman Road Preliminary Design and Right-of-way Acquisition
Completed 60% design of the Alf Coleman Road Redevelopment Project and acquired properties for north stormwater pond at Surfside Storage, south stormwater pond at Grand Panama and roadway right of way strips on north end of Alf Coleman Road.



9. Preliminary Design of Clara Avenue

Completed the preliminary design of Clara Avenue to identify anticipated right-of-way needs on this connector;

10. 90% Design of North Thomas Drive

Completed 90% design of the North Thomas Drive Redevelopment Project from Front Beach Road to Joan Avenue;

11. Preliminary Design of Hill Road

Completed the preliminary design of Hill Road to identify anticipated right-of-way needs and developed associated legal descriptions on this connector;

12. TIF Bond Financing

Secured \$54.8 million bond financing;

13. SR 79 TRIP Financing

Developed application and secured \$500,000 TRIP funding for SR 79 reevaluation and design phases of the SR 79 Reconstruction Project;

14. Transit Development Study

Completed development of an operational model for multimodal improvements on Front Beach Road (the “Transit Operation Plan”);

15. Purchase of Land for Eastern Multimodal Facility

The City Council acquired a 3.8 acre parcel on North Thomas Drive for a future public parking/multimodal facility;



16. Front Beach Road 30% Roadway and 60% Drainage Plans

Completed development of preliminary roadway and drainage plans and a Corridor Study for Front Beach Road (“Front Beach Road Preliminary Design”);

17. Design Guidelines Manual

Completed development of a manual which establishes the CRA design standards and guidelines;

18. Parking Meters

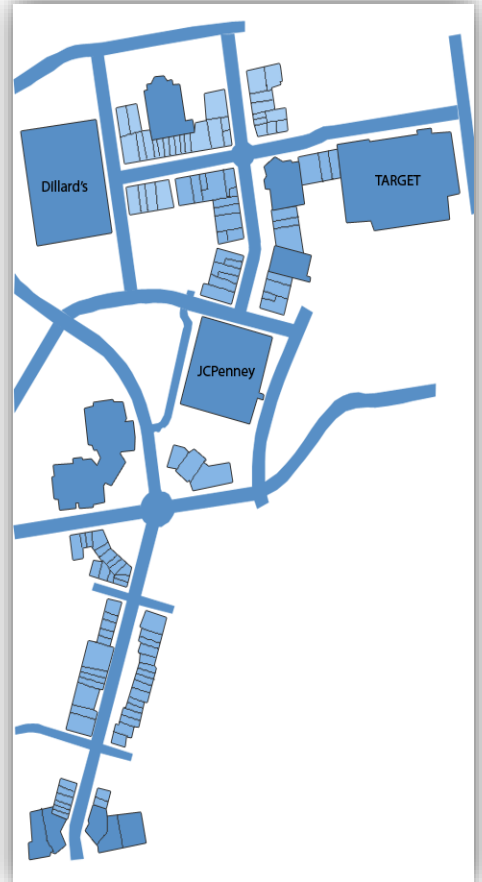
Purchased parking meters for the CRA parking lots;

19. Federal and State Transportation Plans

Coordinated approval of the CRA Work Program through the Bay County TPO and integrated the Plan into the Bay County LRTP, State TIP and Bay County TPO TIP as a necessary step to qualify CRA projects for State and Federal funding.

Pier Park Community Redevelopment Area

In 2001, the City entered into an agreement with the Panama City Beach Community Redevelopment Agency, the Pier Park Community Development District (the "CDD") and the St. Joe Company ("St. Joe") titled the "Public Improvement Partnership Agreement" (the "PIPA"). This Agreement provides for the construction of improvements in the Pier Park Redevelopment Area and the transfer of properties between the parties to facilitate the development of this area.



Pier Park is serving as the premier shopping destination for Panama City Beach and the entire Emerald Coast market. Pier Park is an approximately 1.1 million square foot open-air regional lifestyle center, bringing unique shopping, tourist attractions and dining to the Panama City Beach area. Located on Front Beach Road in the heart of Panama City Beach, Pier Park is ideally located to serve the area's growing residential community, and over 7 million tourists that visit each year. Pier Park has approximately 900,000 square feet retail, dining and entertainment complex and is located on 93 acres of land between Front Beach Road (at the City Pier) and US 98 (Panama City Parkway).



The CDD was authorized to issue debt to provide funds for public improvements constructed in the Pier Park Redevelopment Area. The City has pledged tax increment revenue collected within Pier Park to the CDD to be applied to the payment of interest and principal on the debt obligations.

Fiscal Year 2014 Activities

The fiscal year 2014 major accomplishments within the Pier Park CRA included completion of a **Dave & Buster's** (40,000 square feet) and completion of design and permitting phases of **Osaka Restaurant** (10,000 square feet).



The CDD also continued its maintenance activities for the entire infrastructure within the Pier Park CRA, including but not limited to the roads, street lights, stormwater systems, stormwater retention ponds, the landscape areas throughout Pier Park, Aaron Bessant Park, and the City Pier restroom facilities and concession deck.



The Pier Park Community Development District's Past Accomplishments:

The following exhibits/tables which are included in the CDD's annual report summarize the past accomplishments and activities of the Pier Park CRA:

EXHIBIT A

- a. Describe changes in the plan of development or phasing for the reporting year and for the subsequent years.**

Table A-1 is provided for information only. No changes in the plan of development or phasing, buildout, or expiration dates were requested during the reporting years.

The developer filed a letter with the City of Panama City Beach on November 1, 2011, notifying the City that, based upon statutory changes by the Legislature, the developer intended to extend the approved buildout date and expiration date of the DRI development order as amended by the City on December 8, 2005. Table A-1 indicates the buildout extension date and expiration date, as originally approved, amended, and extended.

See Exhibits A-1 and A-2, letters regarding extensions of the DRI buildout date and expiration date.

Table A-1 DRI Development Order Buildout Dates and Expiration Dates Amendments Authorized			
Original and Amendments	Date Authorized	Buildout Date	Expiration Date
Original Development Order By City Council Resolution 02-03	January 10, 2002	December 31, 2007	December 31, 2007
Amended by City Council Resolution 05-57	December 8, 2005	December 31, 2009	December 31, 2010
Buildout date and expiration date extended consistent with HB 7203 See Exhibit A-1	Notification by Developer December 18, 2009 Acknowledgement of Extension of Buildout and Expiration Date by City February 4, 2010	December 31, 2012	December 31, 2013
Buildout date and expiration date extended consistent with the enactment of Chapter 2011-139, Laws of Florida See Exhibit A-2	Notification by Developer November 1, 2011 Acknowledgement of Extension of Buildout and Expiration Date by City November 17, 2011	December 31, 2016	December 31, 2017 Termination Date December 31, 2017

EXHIBIT C

DEVELOPMENT ACTIVITY

Table C-1 is a summary of approved development activity during the reporting period. Development that occurred during the reporting period is the Marshalls store, and the reconstruction of the performance stage and additional restrooms at Aaron Bessant Park. Future development will consist of buildout of remaining out-parcels, and the 23 acre Northwest Commercial pod on US 98 west of Pier Park Drive (Pier Park West).

Table C-1 Development Activity During the Reporting Period (January 1, 2012 to December 31, 2013)						
Land Use Type	Proposed this Period	Built this Period	Measure (GFA)	Total Proposed to Date	Total Built to Date	Measure (GFA)
Retail and Service	40,000 ¹	26,000 ²	Sq. ft.	1,073,000	802,694 ^{1,2}	Sq. ft.
Attractions (Seats)	None	None	Seats	3,700	3,539	Seats
Hotel/Motel	None	None	Units	450	None	Units
Vacation Time-Share Units	None	None	Units	125	None	Units
Public Recreation	Aaron Bessant Park Amphitheater ³ Pier-related Facilities ⁴	Aaron Bessant Park Amphitheater ³ Pier-related Facilities ⁴	Acres	Aaron Bessant Park Amphitheater ³ Pier-related Facilities ⁴	Aaron Bessant Park Amphitheater ³ Pier-related Facilities ⁴	Acres
Roadways	None	None	Acres	11	13.55	Acres

Source: Pier Park development plans approved prior to and during current reporting period.

¹ Dave & Buster's (40,000 square feet, GFA) received a development order and construction permits in October 2013. Construction was begun during the reporting period but not completed. Therefore, Dave & Buster's is not included in the "Total Built to Date" column for the reporting period.

² Marshalls retail store (26,000 square feet, GFA), completed construction in late 2011, but was not included in the Total Built to Date column in the previous biennial report. The Total Built to Date column now reports the total, including Marshalls.

³ The Aaron Bessant Park performance stage was reconstructed during the reporting period. Construction of the facilities was completed in 2013. The facilities constructed include the stage, additional restrooms, and soccer fields.

⁴ Pier-related facilities on parcels on the south side of Front Beach Road owned by the City of Panama City Beach were under construction during the last reporting period. Construction of the facilities was completed in 2011. The facilities, including a bait, tackle, and gift shop, restrooms, and outdoor seating areas replaced similar facilities that existed prior to the development of the Pier Park site. These facilities were constructed concurrently with the replacement construction of the existing Russell-Fields Pier damaged by hurricanes Opal and Dennis. No additional "proposed" or "conducted" floor area is shown in the table for these facilities as they are replacements for the previously existing facilities.

EXHIBIT F

**LOCAL, STATE AND FEDERAL PERMITS
OBTAINED, APPLIED FOR, OR DENIED DURING THE REPORTING PERIOD**

Table F-1 Local, State and Federal Permits Obtained, Applied for, or Denied During the Reporting Period				
Agency	Permit Type	Permit No.	Issue Date	Description
Florida Forest Service	Burn Authorization	The burning of the understory is contracted to the Florida Forest Service and will be carried out in accordance with the terms and conditions of the Conservation Easement recorded in the Public Records of Bay County at File # 2003010210, OR BK 2238 Page 2313, Recorded 02/13/2003.	Conservation Easement executed December 16, 2002.	Required to burn the wetland conservation easement parcel located on US 98, immediately west of Pier Park Drive and adjacent to the Pier Park West parcel. [The controlled burn took place on 11/5/2013.]
City of Panama City Beach	Building Permit	201201042	7/19/2012	Aaron Bessant Park Restrooms
City of Panama City Beach	Building Permit	201201041	7/19/2012	Aaron Bessant Park Stage
City of Panama City Beach	Building Permit	201301588	8/30/2013	Dave & Buster's Building Shell
City of Panama City Beach	Building Permit	201301635	9/6/2013	Dave & Buster's
Source: City of Panama City Beach, June 2014, and Atkins files.				

EXHIBIT G

**COMPLIANCE WITH DEVELOPMENT
ORDER CONDITIONS**

Some of the descriptions below are abbreviated. To see the entire description, please see the development order in the Notification of Proposed Change No. 1.

Development Order Section Number	Development Order Condition	Status
General Condition 1	The name of the development is: Pier Park	On-going
General Condition 2	The legal description of the DRI Property is attached as Exhibit "A" and is incorporated into this development order by this reference. ...	On-going
General Condition 3	The Developer is The St. Joe Company ("Developer").	See revised condition below
<i>NOPC 1 - Section 3, No. 3</i>	<i>The Developer is Simon Property Group, LP ("Developer")</i>	<i>Completed (See note below.)</i>
	<i>The developer, Simon Property Group, L.P., has conveyed its interest in the Project to a new entity, Pier Park, LLC, in which Simon Property Group holds a majority interest and continues to exercise operational control.</i>	<i>Revised</i>
General Condition 4	The Developer's authorized agents are David G. Tillis, Vice President, Regulatory Affairs, and Robert M. Rhodes, Executive Vice President and General Counsel, The St. Joe Company, 1650 Prudential Drive, Suite 400, Jacksonville, FL 32207.	See revised condition below
<i>NOPC 1 - Section 4, No. 4</i>	<i>The Developer's authorized agent is Myles H. Minton; senior Vice President - Development; Simon Property Group, LP; 225 W. Washington Street, Suite 1345; Indianapolis, IN 46204.</i>	<i>Completed (See note below.)</i>
	<i>The developer, Simon Property Group, L.P., has conveyed its interest in the Project to a new entity, Pier Park, LLC, in which Simon Property Group holds a majority interest and continues to exercise operational control. The Developer's authorized agent is Myles H. Minton, 225 W. Washington Street, Suite 1345; Indianapolis, IN 46204</i>	<i>Revised</i>
General Condition 5	The Project shall occur in one phase and is authorized to consist of retail and service development totaling 1,073,000 GSF on 129 acres with 6,576 parking spaces; attractions with 2,750 permanent seats and 917 parking spaces; hotel and motel development with 450 rooms, vacation time-share residential development totaling 125 units; recreation and open space on 93 acres and internal roads totaling 11 acres as set forth in the Pier Park Development Program as attached as Exhibit "B", which is incorporated into this development order by this reference. ...	See revised condition below
<i>NOPC 1 - Section 5, No. 5</i>	<i>The Project shall occur in one phase and is authorized to consist of retail and service development totaling 1,073,000 GSF on 129 acres with 6,576 parking spaces; attraction with 3,700 permanent seats and 1,216 parking spaces; hotel and motel development with 450 rooms, vacation time-share development totaling 125 units; recreation and open space on 93 acres and internal roads totaling 11 acres as set forth in the Pier Park Development program attached as Revised Exhibit "B", which is incorporated into this development order by this reference. The Pier Park Development Program incorporates and includes all development previously addressed by the Preliminary Development Agreement.</i>	<i>On going</i>

Development Order Section Number	Development Order Condition	Status
General Condition 6	Development shall be located substantially as depicted on the Master Development Plan depicted on Exhibit "C" which is incorporated into this development order by this reference.	Completed
General Condition 7	All development shall be consistent with the Panama City Beach Comprehensive Plan, The Panama City Beach Land Development Code and this development order. ...	Completed
General Condition 8	The Project shall be developed in accordance with the information, plans and commitments contained in the Application for Development Approval (dated April 2001)(except for the separate volume entitled "Appendices"), the Sufficiency Response (dated September 2001), both of which are incorporated into this development order by this reference, unless superseded by the terms and conditions of this development order.	See revised condition below
<i>NOPC 1 - Section 6, No. 8</i>	<i>The Project shall be developed in accordance with the information, plans and commitments contained in the Application for Development Approval (dated April 2001) (except for the separate volume entitled "Appendices"), the Sufficiency Response (dated September 2001), and Notification of Proposed Change No. 1 as amended and interpreted herein, all of which are incorporated into this development order by this reference, unless superseded by the terms and conditions of this development order.</i>	<i>On-going</i>
General Condition 9	Physical development as defined by Section 380.04, F.S., shall commence within three years after the effective date of this development order. ...	Completed
General Condition 10	The projected build-out for all development is December 31, 2007. The termination and development order expiration dates are established as December 31, 2008. The provisions of Section 380.06(19), F.S., shall govern any extensions of the DRI build-out, termination or expiration dates.	See revised condition below
<i>NOPC 1 - Section 7, No. 10</i>	<i>The projected build-out date for all development is December 31, 2009, and the termination and development order expiration dates are established as December 31, 2010, provided that the 125 vacation time share and the 450 hotel/motel rooms (the "Extended Development") shall have a build-out date of December 31, 2012, upon written approval of FDOT delivered to the City prior to December 31, 2009, in which event the termination and expiration dates of this development order with respect to the Extended Development shall be December 31, 2013. The provisions of Section 380.06(19), F.S., shall govern any extensions of the DRI build-out, termination or expiration dates.</i>	<i>See Exhibit A-1, letter from City of Panama City Beach acknowledging the extension of the buildout date from December 31, 2009 to December 31, 2012, and the expiration date from December 31, 2010 to December 31, 2013.</i>
<i>NOPC 1 - Section 7, No. 10</i>	<i>The projected build-out date for all development is December 31, 2009, and the termination and development order expiration dates are established as December 31, 2010, provided that the 125 vacation time share and the 450 hotel/motel rooms (the "Extended Development") shall have a build-out date of December 31, 2012, upon written approval of FDOT delivered to the City prior to December 31, 2009, in which event the termination and expiration dates of this development order with respect to the Extended</i>	<i>See also Exhibit A-2, letter from City of Panama City Beach acknowledging the further extension of the buildout date</i>

Development Order Section Number	Development Order Condition	Status
	<i>Development shall be December 31, 2013. The provisions of Section 380.06(19), F.S., shall govern any extensions of the DRI build-out, termination or expiration dates.</i>	<i>from December 31, 2012 to December 31, 2016, and the expiration date from December 31, 2013 to December 31, 2017.</i>
General Condition 11	Upon issuance, this development order shall be rendered by the City Clerk to DCA, WFRPC and the Developer as provided by Rule 9J-2.205(5), F.A.C. As to that portion of the DRI Property owned by the Developer and the City, this development shall take legal effect as provided by the law. ...	Completed
General Condition 12	The Director of the Panama City Beach Planning and Building Departments shall be responsible for monitoring compliance with this development order.	On-going
General Condition 13	The Project shall not be subject to down-zoning, unit density reduction or intensity reduction or other reduction of approved land uses prior to December 31, 2007, unless either (a) the Developer consents to such a change or (b) the City demonstrates that substantial changes in the conditions underlying the approval of the development order have occurred, or that the development order was based on substantially inaccurate information provided by the Developer, or that the change is clearly essential to the public health, safety or welfare.	See revised condition below
<i>NOPC I - Section 8, No. 13</i>	<i>The Project shall not be subject to down-zoning, unit density reduction or intensity reduction or other reduction of approved land uses prior to December 31, 2009, unless either (a) the Developer consents to such a change or (b) the City demonstrates that substantial changes in the conditions underlying the approval of the development order have occurred, or that the development order was based on substantially inaccurate information provided by the Developer, or that the change is clearly essential to the public health, safety or welfare.</i>	<i>On-going. See also Exhibit A-2, letter from City of Panama City Beach acknowledging the further extension of the buildout date from December 31, 2012 to December 31, 2016, and the expiration date from December 31, 2013 to December 31, 2017.</i>
General Condition 14	Notice of adoption of this development order or any subsequent amendment to it shall be recorded by the Developer, within 30 days after its effective date, in accordance with Sections 28.222 and 380.06(15)(f), F.S., with the Clerk of the Circuit Court of Bay County, Florida. ...	Completed
General Condition 15	The Developer or its successors or assigns shall prepare and submit an annual report on April 1 of each year, beginning in 2003, until the expiration date of this development order, for the period from January 1 through December 31 of the preceding calendar year. ...	See revised condition below

Development Order Section Number	Development Order Condition	Status
<i>NOPC 1 - Section 9, No. 15</i>	<p><i>The Developer or its successors or assigns shall prepare and submit an annual report on December 1 of each year, beginning in 2003, until the expiration date of the development order, for the period from January 1 through December 31 of the preceding calendar year, but starting in 2006 shall be prepare and submit only a biennial report on April 1 of each even-numbered year for the period from January 1 through December 31 of the preceding two calendar years, as authorized by section 380.06(18), F.S. The report shall be submitted to the Panama City Beach Planning and Building Departments, WFRPC and DCA, or successors to such agencies as determined by law. Failure to timely file a report may result in temporary suspension of this development order. The report shall include, at a minimum, a complete response to the following:</i></p> <ul style="list-style-type: none"> <i>A. Any changes in the plan of development, or in the representations contained in the ADA or in the phasing for the reporting year and for the next year.</i> <i>B. A summary comparison of development activity proposed and actually conducted for the year.</i> <i>C. Identification of undeveloped tracts of land, other than individual single family lots, that have been sold to a separate entity or developer.</i> <i>D. Identification and intended land use of lands purchased, leased or optioned by the Developer adjacent to or within one-half mile radius of the original site since issuance of this development order.</i> <i>E. A specific assessment of the Developer's and City's compliance with each individual condition of approval contained in this development order and the commitments in the ADA which have been identified by the City, WFRPC or DCA as being significant.</i> <i>F. Any known incremental DRI applications for development approval or requests for a substantial deviation determination that were filed in the reporting year and to be filed during the next year.</i> <i>G. Any indication of a change, if any, in local government jurisdiction for any portion of the development since issuance of this development order.</i> <i>H. A list of significant local, state and federal permits which have been obtained or which are pending by agency, type of permit, permit number and purpose of each.</i> <i>I. A statement that all persons have been sent copies of the annual report in conformance with Sections 380.06(15) and (18), F.S.</i> <i>J. A copy of any recorded notice of adoption of a development order or the subsequent modification of an adopted development order that was recorded by the Developer pursuant to Section 380.06(15)(f), F.S.</i> 	<i>This report fulfills this requirement, including A through J.</i>
General Condition 16	This development order shall not preclude the City from requiring payment of impact fees and/or other fees for development or construction within the Project provided that such fees are assessed in accordance with a duly adopted ordinance and are charged for the same activities within the other area of Panama City Beach. ...	On-going
General Condition 17	The Developer shall submit simultaneously to the City, WFRPC and	Completed

Development Order Section Number	Development Order Condition	Status
	DCA any notification for proposed changes to this development order and shall comply with the requirements of Section 380.06(19), F.S. ...	
Specific Condition 1	Vegetation and Wildlife	Completed
Specific Condition 2	Wetlands	Completed
Specific Condition 3	Stormwater Management	Completed
Specific Condition 4	Transportation	Completed
Specific Condition 5	Public Safety	Completed
Specific Condition 6	Water and Sewer	Completed
Specific Condition 7	Energy	Completed
Specific Condition 8	Hazardous Waste and Materials	Completed