A. Application Summary

I. General

<table>
<thead>
<tr>
<th>Project Name:</th>
<th>Bainbridge Apartments (LGA 2017-020)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Request:</td>
<td>LR-2 to MR-5</td>
</tr>
<tr>
<td>Acres:</td>
<td>31.30 acres</td>
</tr>
<tr>
<td>Location:</td>
<td>East side of SR7, 0.6 mile north of Lantana Road</td>
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<tr>
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</tr>
<tr>
<td>Owner:</td>
<td>Patricia &amp; William Mazzoni</td>
</tr>
<tr>
<td>Agent:</td>
<td>Cotleur &amp; Hearing</td>
</tr>
<tr>
<td>Staff Recommendation:</td>
<td>Staff recommends approval with conditions based upon the findings and conclusions contained within this report.</td>
</tr>
</tbody>
</table>

II. Assessment & Conclusion

The applicant is correct that the proposed project is compatible with the surrounding uses, and potential impacts can be further minimized through site design in the zoning process. The applicant is also correct that the desired 304 units cannot be achieved through the existing FLU and available programs alone.

This amendment would provide significant benefits to the applicant, through a density increase, a larger WHP density bonus, and reduced use and cost of TDRs; however, the applicant is effectively ensuring that only 15 workforce units will be constructed on site. The applicant intends to pay an in-lieu fee for 47 workforce units, contrary to the justification that 62 WHP units would supply housing opportunities for persons employed in the SR7 corridor. While the in-lieu fee contributes to the provision of workforce housing in the County, it does not result in units in the corridor in the near-term.

In considering recent amendments for density increases, the Board of County Commissioners has sought to balance entitlements requested by applicants against potential benefits to the community, and has applied conditions of approval on density increases. These have included the requirement that at least 25% of the units be workforce, and provided on site.

Consistent with this recent Board action, staff recommends approval of the applicant’s request with a condition of approval requiring at least 25% of the residential units (76) as workforce housing units and that these units are provided on site as detailed in Exhibit 1.

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17-D FLUA Amendment Staff Report 1 Bainbridge Apartments (LGA 2017-020)
III. Hearing History

Local Planning Agency:

Board of County Commissioners Transmittal Public Hearing:

State Review Comments:

Board of County Commissioners Adoption Public Hearing:

T:\Planning\AMEND\17-D\Site Specific\17-20 Bainbridge Apt\Reports\17-D DRAFT Bainbridge-rpt 060117.docx
**Future Land Use Atlas Amendment**
Bainbridge Apt (LGA 2017-020)

**Site Data**
- Size: 31.299 acres
- Existing Use: Single Family Residential
- Proposed Use: Multifamily Residential
- Current FLU: Low Residential, 2 units per acre (LR-2)
- Proposed FLU: Medium Residential, 5 units per acre (MR-5)

**Future Land Use Designations**
- LR-1: Low Residential, 1 unit per acre
- LR-2: Low Residential, 3 units per acre
- LR-3: Low Residential, 1 unit per acre (CL)
- CL/2: Commercial Low
- CL/O: Commercial Low, underlying LR-1
- CL/1: Commercial Low, underlying LR-2
- CL/2: Commercial Low, underlying LR-2
- LR-2: Low Residential, 3 units per acre (CL)
- HR-8: High Residential, 8 units per acre (CL)
- RR-10: Rural Residential, 1 unit per 10 acres
- IND: Industrial
- PARK: Park

**Note:** Map is not official, for presentation purposes only.

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Date: 2/7/2017
Contact: Planning
Filename: AMEND17-02Site17-20

Planning, Zoning & Building
2300 N. Jog Rd, WPB, FL 33411
Phone (561) 233-5300

17-D FLUA Amendment Staff Report 3 Bainbridge Apartments (LGA 2017-020)
### B. Petition Summary

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#### II. Site Data

**Current Future Land Use**

- **Current FLU:** Low Residential, 2 units per acre
- **Existing Land Use:** Vacant
- **Current Zoning:** Agricultural Residential
- **Current Dev. Potential Max:** Residential, up to 62 dwelling units, not including additional units available through the Workforce Housing and Transfer of Development Rights Programs.

**Proposed Future Land Use Change**

- **Proposed FLU:** Medium Residential, 5 units per acre
- **Proposed Zoning:** Planned Unit Development (PUD)
- **Dev. Potential Max/Conditioned:** Residential, up to 156 dwelling units, not including additional units available through the Workforce Housing and Transfer of Development Rights Programs.

**General Area Information for Site**

- **Tier/Tier Change:** Urban Suburban Tier – No Change
- **Utility Service:** Palm Beach County Water Utilities Department
- **Overlay/Study:** West Lake Worth Road Neighborhood Plan
- **Annexation Area:** City of Greenacres
- **Comm. District:** Dave M. Kerner, District 3
C. Introduction

I. Intent of the Amendment

The amendment is proposed to change the future land use designation of the 31.3 acre site from Low Residential, 2 units per acre (LR-2) to Medium Residential, 5 units per acre (MR-5). In addition, through the zoning process the applicant is requesting to use the County’s Workforce Housing Program (WHP) optional density bonus and Transfer of Development Rights (TDR) Programs to further increase the density of the project for a total of 304 units.

A concurrent zoning application (PDD/CA/TDR-2017-807) to rezone the property from Agricultural Residential (AR) to Planned Unit Development (PUD) is in process.

II. Background/History

The 31.30-acre site is located in the Urban Suburban Tier, on the east side of State Road 7, approximately 0.6 miles north of Lantana Road. The property was previously utilized as a commercial plant nursery. The site is currently vacant and undeveloped, with frontage on the east side of State Road 7.

Overview of the Area

The area immediately adjacent to the site consists of a mix of land uses including residential, park and low commercial. North of the property at State Road 7 and Forest Hill Boulevard, approximately 3.3 miles from the site, is the Wellington Regional Medical Center. The Wellington Green Mall is also to the north, with a southern entrance from SR-7 located approximately 2.8 miles from the site. Also, approximately 1 mile to the north, at the intersection of State Road 7 and Lake Worth Road are two commercial centers, the Publix-anchored Woods Walk Plaza on the northeast corner, and the Walmart anchored Shoppes of Wycliffe on the northwest corner.

To the south approximately 1/2 mile from the site on the northeast corner of State Road 7 and Lantana Road is the Mission Lakes MUPD. The five-parcel development was approved for a total of 240,653 square feet of commercial building space with retail, financial institution, and restaurant uses. With the exception of the Wellington Club Apartments (202 units built of 250 approved) and adjacent to the south of the proposed site, the other residential developments in the immediate vicinity are single-family communities: Legend Lakes Estates adjacent to the north of the proposed site, and Thoroughbred Lakes Estates, Cypress Lakes Preserve and Countryside Preserve on the west side of State Road 7.
D. Consistency and Compatibility

I. Data and Analysis Summary

This section of the report examines the consistency of the amendment with the County’s Comprehensive Plan, Tier Requirements, applicable Neighborhood or Special Area Plans, and the impacts on public facilities and services.

A. Consistency with the Comprehensive Plan - General

1. Justification: FLUE Policy 2.1-f: Before approval of a future land use amendment, the applicant shall provide an adequate justification for the proposed future land use and for residential density increases demonstrate that the current land use is inappropriate. In addition, and the County shall review and make a determination that the proposed future land use is compatible with existing and planned development in the immediate vicinity and shall evaluate its impacts on:

1. The natural environment, including topography, soils and other natural resources; (see Public Facilities Section)
2. The availability of facilities and services; (see Public Facilities Section)
3. The adjacent and surrounding development; (see Compatibility Section)
4. The future land use balance;
5. The prevention of prevention of urban sprawl as defined by 163.3164(51), F.S.; (see Consistency with Florida Statutes)
6. Community Plans and/or Planning Area Special Studies recognized by the Board of County Commissioners; and (see Neighborhood Plans and Overlays Section)
7. Municipalities in accordance with Intergovernmental Coordination Element Objective 1.1. (see Public and Municipal Review Section)

The applicant has prepared a Justification Statement (Exhibit 2) which proposes that the amendment is justified on the basis of the site being located in the State Road 7 corridor, a market analysis prepared by Land Research Management assessing the market potential of the proposed rental development, the provision of workforce housing units and that the additional density is compatible with adjacent properties. The applicant's justification is summarized as follows:

- The change of the property's LR-2 FLU designation to MR-5 is now suitable since the SR-7 corridor has transformed into one of the most dynamic development corridors in Palm Beach County with residential, medical, commercial, retail and office uses. The increased density supports the future growth and job demands of the State Road 7 corridor; further, the MR-designation along with additional density from utilizing the Workforce Housing Program (WHP) and the Transfer of Development Rights (TDR) program will result in the provision of 62 Workforce Housing units, increasing the housing supply opportunities for persons employed in jobs within the corridor.

Staff Analysis: This policy is the umbrella policy over the entire FLUA amendment analysis and many of the items are addressed elsewhere in this report as identified above. The County requires the Transfer of Development Rights (TDR) and Workforce Housing (WHP) Programs as the mandatory methods of increasing density in the County, unless the applicant can justify the proposed land use change and demonstrate that the existing land use is inappropriate.
The site is located near medical, commercial, retail and office uses. The justification statement indicates the 304-unit development will result in the provision of 62 Workforce Housing units, “increasing the housing supply opportunities for persons employed in jobs within the corridor.” While the applicant is correct that the desired number of units cannot be achieved through the existing FLU and available programs, the applicant also provides as justification the intent for the resulting 62 workforce units to supply housing opportunities for persons employed in jobs within the corridor. However, the applicant does not intend to provide all 62 WHP priced units on site or at an off-site location, but intends instead to use the in-lieu fee to the extent possible, for 47 of these units. The remaining 15 WHP units, which are required due to the use of 44 TDRs, are required to be built on-site; these units cannot be built off-site, nor can an in-lieu fee payment be used to un-restrict these units. Therefore, the applicant’s justification that the 62 workforce housing units will increase housing opportunities for persons employed in the corridor is not correct.

The applicant has not demonstrated that the current FLU is inappropriate.

2. **County Directions – FLUE Policy 2.1-g:** The County shall use the County Directions in the Introduction of the Future Land Use Element to guide decisions to update the Future Land Use Atlas, provide for a distribution of future land uses in the unincorporated area that will accommodate the future population of Palm Beach County, and provide an adequate amount of conveniently located facilities and services while maintaining the diversity of lifestyles in the County.

**Direction 2. Growth Management.** Provide for sustainable communities and lifestyle choices by: (a) directing the location, type, intensity, timing and phasing, and form of development that respects the characteristics of a particular geographical area; (b) requiring the transfer of development rights as the method for most density increases; (c) ensuring smart growth, by protecting natural resources, preventing urban sprawl, providing for the efficient use of land, balancing land uses; and, (d) providing for facilities and services in a cost efficient timely manner.

**Direction 3. Infill, Redevelopment and Revitalization.** Address the needs of developed urban areas that lack basic services, and encourage revitalization, redevelopment, and infill development in urban areas to increase efficient use of land and existing public facilities and services.

**Direction 4. Land Use Compatibility.** Ensure that the densities and intensities of land uses are not in conflict with those of surrounding areas, whether incorporated or unincorporated.

**Direction 7. Housing Opportunity.** Ensure that housing opportunities are compatible with the County’s economic opportunities by providing an adequate distribution of very-low and low-income housing, Countywide, through the Workforce Housing Program.

**Staff Analysis:** Overall the proposed development supports several of the County Directions.
Direction 2. Growth Management. The proposed site is located within the County’s Urban/Suburban Tier, which prevents urban sprawl, and meets the County’s requirements for services.

Direction 3. Infill, Redevelopment and Revitalization. The proposed development site is one of last undeveloped parcels in the immediate area. This proposal encourages infill development and has met all service provision requirements, supporting the efficient use of land and existing public facilities and services.

Direction 4. Land Use Compatibility. Land use compatibility is discussed in Section C below.

Direction 7. Housing Opportunity. The applicant’s intent to build 304 apartments ensures that additional rental housing opportunities are available and may support the County’s economic opportunities. The project would directly provide some (15 units) lower income housing through the Workforce Housing Program, and indirectly support the provision of WHP units through payment of the in-lieu fee.

B. Consistency with Urban/Suburban Tier Requirements for the Specific FLU

Future Land Use Element Objective 1.1, Managed Growth Tier System, states that “Palm Beach County shall implement the Managed Growth Tier System strategies to protect viable existing neighborhoods and communities and to direct the location and timing of future development within 5 geographically specific Tiers....."

Density Increases - Policy 2.4-b: The Transfer of Development Rights (TDR) Program is the required method for increasing density within the County, unless:

1. an applicant can both justify and demonstrate a need for a Future Land Use Atlas (FLUA) Amendment and demonstrate that the current FLUA designation is inappropriate, as outlined in the Introduction and Administration Element of the Comprehensive Plan, or

2. an applicant is using the Workforce Housing Program or the Affordable Housing Program as outlined in Housing Element Objectives 1.1 and 1.5 of the Comprehensive Plan and within the ULDC.

3. an applicant proposes a density increase up to, but not exceeding, the density proposed by and supported by a Neighborhood Plan prepared in accordance with FLUE Objective 4.1 and formally received by the BCC. To date, the following Neighborhood Plan qualifies for this provision:
   a. West Lake Worth Road Neighborhood Plan.

Staff Analysis:

Policy 2.4-b requires that density increases be accomplished through the use of TDRs, unless an applicant meets the criteria for an amendment, or uses the workforce or affordable housing programs.
The applicant has requested a FLUA amendment to increase density from LR-2 to MR-5, and indicated the intention to use both the WHP and the TDR program to further increase density to achieve the proposed 304-unit rental development.

The following table summarizes the development potential for the parcel:

<table>
<thead>
<tr>
<th>Future Land Use Designation</th>
<th>Dev Potential @ FLU</th>
<th>Available Density Bonus</th>
<th>TDRs Total</th>
<th>Total Units</th>
</tr>
</thead>
<tbody>
<tr>
<td>LR-2 (Current)</td>
<td>62</td>
<td>18</td>
<td>93 (max)</td>
<td>173</td>
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<tr>
<td>LR-3</td>
<td>93</td>
<td>27</td>
<td>93 (max)</td>
<td>213</td>
</tr>
<tr>
<td>MR-5 (Proposed)</td>
<td>156</td>
<td>104</td>
<td>44 (proposed)</td>
<td>304</td>
</tr>
</tbody>
</table>

The proposed amendment would yield several benefits for the applicant:

- First, it would increase the base density of the parcel from LR-2 to MR-5, increasing the base development potential from 62 to 156 units.

- Secondly, pursuant to the provisions of the WHP, the increase to MR-5 also increases the potential density bonus percentage available for the project. Per the WHP, density bonuses for parcels with LR-3 or lower density are limited to 30%; higher density bonuses are available for projects developed as MR-5 or higher, depending on the area’s characteristics. In this case, this project has been approved for a 67% density bonus, which would be applied to the base density of MR-5 if the land use change were approved.

In addition to increasing the density bonus available through the WHP, the amendment will also have other direct or indirect effects that also benefit the applicant:

- The increase to MR-5, and the resulting increase in the base density and density bonus, has the effect of reducing the number of TDRs that the applicant must purchase to achieve the desired number of units. This reduces the cost to the applicant, as each Multi-Family TDR costs $16,200 per market rate unit and $810 per WHP unit.

- By reducing the number of TDRs that the applicant must purchase, the number of workforce units that must be provided on site is limited. The fewer TDR units that the applicant is required to use, the smaller the number of workforce units that must actually be provided on site. Of the 62 units that are required to be restricted as WHP units, the applicant has also indicated the intent to use the in-lieu fee option to the extent possible, to buy out of the obligation to restrict 47 WH units. These are the workforce units associated with the mandatory obligation and those required as part of the density bonus. The remaining 15 WHP units, which are required due to the use of 44 TDRs, are required to be built on-site; these units cannot be built off-site, nor can an in-lieu fee payment be used to un-restrict these units.

In considering recent proposed amendments for density increases, the Board of County Commissioners has sought to balance the benefits requested by applicants against the potential benefits to the community, and has applied conditions of approval on density increases. These conditions have included the requirement for at least 25% of the residential units as workforce housing units, and the requirement that these be provided on site.
C. Compatibility

Compatibility is defined as a condition in which land uses can co-exist in relative proximity to each other in a stable fashion over time such that no use is negatively impacted directly or indirectly by the other use. The applicant states "that the proposed development will be designed and undertaken so as to ensure the density is not in conflict with the surrounding area."

Surrounding Land Uses: Immediately abutting the site are the following:

**North:** To the North, the site is the L-14 Canal and Legend Lakes Estates, a 200-acre 251-unit single-family residential community with a FLUA designation of LR-1, developed at 1.26 units per acre.

**East:** To the East, is a 231-acre property that is the Park Ridge Public Golf Course and has a FLUA designation of Park.

**South:** To the South are Wellington Club, a 204-unit rental apartment community, and Newbridge Prep childcare center on 36.34 acres with a FLUA designation of LR-3 developed at 5.56 units per acre.

**West:** To the West, across State Road 7, are the following uses:
1) the Cypress Lakes Preserve MPUD (Multiple Use Planned Development) two properties fronting on State Road 7, 5.8 acres, that contains a self-storage facility with a FLUA of CL/2, and, 2) a 2.61-acre general commercial development with a FLUA of CL/2.

FLUE Policy 2.1-f states that “the County shall review and make a determination that the proposed future land use is compatible with existing and planned development in the immediate vicinity.” And FLUE Policy 2.2.1-b states that “Areas designated for Residential use shall be protected from encroachment of incompatible future land uses and regulations shall be maintained to protect residential areas from adverse impacts of adjacent land uses. Non-residential future land uses shall be permitted only when compatible with residential areas, and when the use furthers the Goals, Objectives, and Policies of the Plan.”

Staff Analysis: The proposed development at 9.71 units is compatible next to the Wellington Club Apartments (5.56 units per acre) to the south, the golf course use to the east and to both CL/2 properties across State Road 7 to the west. With regard to the Legend Lakes development to the north, which has a density of 1.25 units per acre, the Lake Worth Drainage District L-14 Canal and right-of-way (i.e. minimum 75-foot width) separates the two properties, and the applicant has indicated that access between the subject site and Legend Lakes Estates is not available. The applicant has also indicated that design features on the subject site to be determined during zoning and site plan review, including buffers, landscaping, setbacks, building orientation and height limitations, would minimize potential impacts.

D. Consistency with County Overlays, Plans, and Studies

1. Neighborhood Plans and Studies – FLUE Policy 4.1-c states “The County shall consider the objectives and recommendations of all Community and Neighborhood Plans, including Planning Area Special Studies, recognized by the Board of County Commissioners, prior to the extension of utilities or services, approval of a land use
amendment, or issuance of a development order for a rezoning, conditional use or Development Review Officer approval….”

**Staff Analysis:** The site is not located within a neighborhood plan.

### E. Public Facilities and Services Impacts

The proposed amendment will change the Future Land Use designation from LR-2 to LR-3 for the purposes of developing up to 304 additional rental homes. Public facilities impacts are detailed in the table in Exhibit 3.

1. **Facilities and Services – FLUE Policy 2.1-a:** The future land use designations, and corresponding density and intensity assignments, shall not exceed the natural or manmade constraints of an area, considering assessment of soil types, wetlands, flood plains, wellfield zones, aquifer recharge areas, committed residential development, the transportation network, and available facilities and services. Assignments shall not be made that underutilize the existing or planned capacities of urban services.

   **Staff Analysis:** The proposed amendment has been distributed to the County service departments for review. There are adequate public facilities and services available to support the amendment, and the amendment does not exceed natural or manmade constraints. Staff sent a request for departmental review of the proposed amendment to various County departments and external agencies for review of public facility impacts. No adverse comments were received from the following departments and agencies regarding impacts on public facilities:

   Mass Transit (Palm Tran), Potable Water & Wastewater (PBC Water Utilities Dept.), Environmental (Environmental Resource Management), Historic Resources (PBC Archaeologist), Parks and Recreation, Office of Community Revitalization (OCR), ULDC (Zoning), School Board, Health (PBC Dept. of Health), Fire Rescue, Lake Worth Drainage District.

   However, Land Development (Engineering) provided the following comment regarding access. “Existing driveway connection to SR-7. The bridge/culvert will have to be reconstructed to meet County standards.”

2. **Long Range Traffic - Policy 3.5-d:** The County shall not approve a change to the Future Land Use Atlas which:

   1) results in an increase in density or intensity of development generating additional traffic that significantly impacts any roadway segment projected to fail to operate at adopted level of service standard “D” based upon cumulative traffic comprised of the following parts a), b), c) and d):………

   **Staff Analysis:** The Traffic Division reviewed this amendment based on the existing potential of 62 dwelling units and the proposed potential of 304 dwelling units. According to the County’s Traffic Engineering Department (see letter dated March 9, 2017 in Exhibit 5) the amendment would result in 1,402 net daily trips, and 106 AM and 120 PM net peak hour trips.
The Traffic letter concludes “Based on the review, the Traffic Division has determined the proposed amendment meets Policy 3.5-d of the Land Use Element of the Palm Beach County Comprehensive Plan at the maximum potential shown above”.

The Traffic Study (see Exhibit 5) was prepared by JMD Engineering, Inc., 12773 Forest Hill Blvd., Suite 204, Wellington, FL 33414. Traffic studies and other additional supplementary materials for site-specific amendments are available to the public on the PBC Planning web page at: http://www.pbcgov.com/pzb/planning/activeamend/

II. Public and Municipal Review

The Comprehensive Plan Intergovernmental Coordination Element Policy 1.1-c states that “Palm Beach County will continue to ensure coordination between the County’s Comprehensive Plan and plan amendments and land use decisions with the existing plans of adjacent governments and governmental entities…..”

A. Intergovernmental Coordination: Notification of this amendment was sent to the Palm Beach County Intergovernmental Plan Amendment Review Committee (IPARC) for review on June 2, 2017. To date, no objections through the IPARC process to this amendment have been received. In addition, notice was sent on May 25, 2017 to the City of Greenacres, the Village of Wellington. As of the writing of this report, no comments have been received.

B. Other Notice: Public notice by letter was mailed to the owners of properties within 500’ of the perimeter of the site on May 30, 2017. In addition, on May 30, 2017, four neighboring Home Owners Associations were notified by mail. To date, no letters in response have been received. Three phone calls were received from residents of Legend Lakes Estates expressing concerns about additional traffic, additional noise and the visual impacts created by the proposed 304-unit apartment development.

C. Informational Meeting: The Planning Division hosted a meeting for area residents and interested parties to relay information regarding the amendment and development approval process on May 2, 2017. No members of the public attended.

III. Conclusions and Recommendation

The applicant is correct that the proposed project is compatible with the surrounding uses, and impacts can be further minimized through site design in the zoning process. The applicant is also correct that the desired 304 units cannot be achieved through the existing FLU and available programs alone.

This amendment would provide significant benefits to the applicant, through a density increase, a larger WHP density bonus, and reduced use and cost of TDRs; however, the applicant is effectively ensuring that only 15 workforce units will be constructed on site. The applicant intends to pay an in-lieu fee for 47 workforce units, contrary to the justification that 62 WHP units would supply housing opportunities for persons employed in the SR7 corridor. While the in-lieu fee contributes to the provision of workforce housing in the County, it does not result in units in the corridor in the near-term.
In considering recent amendments for density increases, the Board of County Commissioners has sought to balance benefits requested by applicants against potential benefits to the community, and has applied conditions of approval on density increases. These have included the requirement that at least 25% of the units be workforce, and provided on site.

Consistent with this recent Board action, staff recommends approval of the applicant’s request with a condition of approval requiring at least 25% of the residential units (76) as workforce housing units and that these units are provided on site as detailed in Exhibit 1.

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<td>2. Applicant’s Justification/Consistency with Comprehensive Plan and Florida Statutes</td>
<td>E-3</td>
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<tr>
<td>3. Applicant’s Public Facility Impacts Table</td>
<td>E-7</td>
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<tr>
<td>4. Applicant’s Traffic Study <em>(available to the LPA/BCC upon request)</em></td>
<td>E-10</td>
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<td>5. Palm Beach County Traffic Division Letter</td>
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<td>6. Water &amp; Wastewater Provider LOS Letter</td>
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<td>7. School District Concurrency LOS Letter</td>
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<td>8. Applicant’s Disclosure of Ownership Interests</td>
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<td>9. Correspondence</td>
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**Conditions:** The Zoning development order shall require at least 25% of the residential units as workforce housing units subject to the following requirements:

a. The property owner shall provide these units on site, and between 60-140% of the Median Income ranges for the County, in four ranges (60-80%, >80-100%, >100 -120%, and >120 – 140%); and

b. The workforce housing units shall be provided in all unit types.
Legal Description

TRACTS 5, 6, 7, AND 8 OF BLOCK 34, “PALM BEACH FARMS CO. PLAT NO. 3”, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 2 AT PAGES 45 THROUGH 54 OF THE PUBLIC RECORDS OF PALM BEACH COUNTY, FLORIDA, LESS AND EXCEPT THE NORTH 85.14 FEET OF SAID TRACTS 5, 6 AND 7 AND LESS AND EXCEPT THE NORTH 85.50 FEET OF SAID TRACT 8, ACCORDING TO CHANCERY CASE NUMBER 407 AS RECORDED IN OFFICIAL RECORDS BOOK 6495 AT PAGE 761 OF SAID PUBLIC RECORDS.

SAID LANDS SITUATE IN PALM BEACH COUNTY, FLORIDA AND CONTAIN 31.299 ACRES, MORE OR LESS.
Exhibit 2

Applicant’s Justification Statement, Consistency, and Compatibility

REQUEST

This request is for a Large Scale Comprehensive Plan Amendment for 31.30-acre property located on the east side of SR-7, 0.6 miles north of Lantana Road in unincorporated Palm Beach County. It is bounded by the L-14 Canal followed by Legend Lakes Estates, a 200-acre 251-unit single-family residential community (north), Wellington Club, a 29.5 acre 204-unit rental apartment community, and Newbridge Prep School, an 8,370 SF childcare center (south), Park Ridge, a 230-acre Palm Beach County-owned public golf course (east) and State Road 7/E-1 Canal (west).

The 31.30-acre property is currently designated as Low Residential, 2 units per acre (LR/2) and although vacant, it contains an occupied single family home. There are no entitlement approvals applicable to this site, therefore, this is the first Land Use Amendment request. The property owner along with the contract purchaser are requesting a change in the future land use designation from Low Residential, 2 units per acre (LR/2), to Medium Residential, 5 units per acre (MR/5), to allow for the increase of density from 2 units per acre to 9.71 units per acre which includes 125 standard density units, 31 maximum density units, 104 bonus units, and 44 TDRs with a total of 62 Work Force Housing (WFH) units. Below is a breakdown of the required WFH units per the requested density increase.

- **125** standard units (125 x 5% = 6.25) **6.25 WFH units**
- **31** max units (31 x 16% = 4.96) **4.96 WFH units**
- **104** bonus units (104 x 34% = 35.36) **35.36 WFH units**
- **44** TDR units (44 x 35% = 15.40) **15.40 WFH units**

**304 total units with 62 WFH units**

(9.71 du/ac)

A WFH pre-application with the Planning Department was completed on 01/27/2017 and the application will be submitted concurrently with the FLUA intake. The WFH contract and agreements will be submitted through the Zoning Division concurrently with the Rezoning and Site Plan Review. Along with this application, the applicant is proposing a rezoning from Agricultural Residential (AR) to Planned Unit Development (PUD) and a site plan review for 304 rental apartments of up to 3-stories and a clubhouse. The civic site will be addressed during the site plan review process. Per a market analysis completed by Land Research Management, Inc.
in January 2017, the proposed rental apartment community is supported within a defined market area (i.e. 5-mile radius centered on the Forest Hill Blvd. /SR 7 intersection) by projected household growth during the 2016 – 2021 period, making it a suitable use for the proposed location.

**JUSTIFICATION**
The proposed change in the future land use designation from Low Residential, 2 units per acre (LR/2), to Medium Residential, 5 units per acre (MR/5), is suitable and appropriate for the subject site as it is situated in one of the most dynamic development corridors in Palm Beach County, S. State Road 7, a 6-lane major road with medians. It is immediately adjacent to both the north and the south by residential planned development, to the east by the PBC Golf Course Park, to the west by a combination of uses between commercial and residential, and it is within the State Road 7 Mixed-Use Corridor. The proposed development aims to supports the future growth and job demands of the State Road 7 corridor uses (medical, commercial retail, and office, etc.) by providing alternative housing opportunities for those who are not ready to own property in this area. The proposed development offers 62 Work Force Housing units which should increase the housing supply opportunities for people employed in PBC jobs within this corridor. These units are inclusionary and distributed around the community, encouraging an equitable distribution of WFH for low, moderate, and middle income households. It is within a mile of the nearest Palm Tran Bus Stop which offers a direct connection from the Tri-Rail Lake Worth Station and within 5 miles of the nearest schools, library, and parks, making it a prime location for the proposed residential use. The proposed development meets PBC expected LOS and is expected not to adversely impact the existing natural resources and infrastructure.

**COMPATIBILITY WITH SURROUNDED USES**
The proximate State Road 7 Corridor is defined as an approximate 7.5-mile segment, from Hypoluxo Road to the south continuing to Southern Boulevard to the north. The State Road 7 Corridor is anchored by Wellington Green, an approximate 2,038,000 SF (i.e. including the mall and satellite commercial space) super-regional mall and the 233-bed Wellington Regional Medical Center, both of which are located at the intersection of State Road 7 and Forest Hill Boulevard. The Medical Center campus also supports 283,000 SF of leased and condominium medical office space, with an additional 100,000 SF planned. In addition to the medical office space located at the Wellington Regional Medical Center campus, there is an additional 193,400 SF of medical/professional office space located along the Corridor, north of Forest Hill Boulevard, and
Community and neighborhood-scale commercial development proximate to the subject site includes a Super Target Store with 178,000 SF and the Mission Lakes Center with 29,000 SF both located at the intersection of State Road 7 and Lantana Road. Also nearby are the Publix-anchored Woods Walk Plaza and Walmart-anchored Shoppes at Wycliffe located +/- 1.0 mile to the north, at the State Road 7/Lake Worth Road intersection.

Residential development within the immediate vicinity exists primarily in several large planned single-family communities, including the following: Eagle Lake Estates (418 units), Cypress Lakes (108 units), and Thoroughbred Lakes Estates (283 units). However, the most recent proximate development, located immediately south of the subject Site, is Wellington Club, a 250 unit (202 existing and 48 approved units) rental apartment community.

Based on the abovementioned information provided by Land Research Management Inc., and the fact that the subject site is well positioned to meet demand for additional residential development within the corridor, it has been concluded that the proposed residential development is not only compatible with the surrounding uses but a strong attractor of job opportunities to this corridor and a support anchor to the future growth economy of this area.

**COMPREHENSIVE PLAN - POLICY 2.4-b**

The Transfer of Development Rights (TDR) Program is the required method for increasing density within the County, unless:

1. an applicant can both justify and demonstrate a need for a Future Land Use Atlas (FLUA) Amendment and demonstrate that the current FLUA designation is inappropriate, as outlined in the Introduction and Administration Element of the Comprehensive Plan, or

**RESPONSE:** This application is requesting a PUD of 304-units of rental apartments which increases the existing 2 du/ac to 9.71 du/ac. Without the FLU Amendment, the TDRs, and the WFH, the proposed development could not be achievable.
2. an applicant is using the Workforce Housing Program or the Affordable Housing Program as outlined in Housing Element Objectives 1.1 and 1.5 of the Comprehensive Plan and within the ULDC, or

RESPONSE: This application is requesting a PUD of 304-units of rental apartments which increases the existing 2 du/ac to 9.71 du/ac. Without the FLUA Amendment, the TDRs, and the WFH, the proposed development could not be achievable.

3. an applicant proposes a density increase up to, but not exceeding, the density proposed by and supported by a Neighborhood Plan prepared in accordance with FLUE Objective 4.1 and formally received by the BCC. To date, the following Neighborhood Plan qualifies for this provision:
   a. West Lake Worth Road Neighborhood Plan.

RESPONSE: N/A

See this link for applicant’s market analysis:

http://discover.pbcgov.org/pzb/planning/PDF/Amendments/Bainbridge%20App.pdf
### Exhibit 3
**Applicant’s Public Facility Impacts Table**

#### VIII. Public Facilities Information

##### A. Traffic Information

<table>
<thead>
<tr>
<th>Current FLU</th>
<th>Maximum</th>
<th>Conditioned or Concurrent</th>
</tr>
</thead>
<tbody>
<tr>
<td>Max Trip Generation</td>
<td>620 Daily Trips</td>
<td>2,022 Trips per Day</td>
</tr>
<tr>
<td>Trip Increase Max.</td>
<td>1,402 Daily Trips</td>
<td>N/A</td>
</tr>
<tr>
<td>Trip Inc. Conditioned or Concurrent</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

| Significantly impacted roadway segments that fail Long Range | N/A | N/A | N/A |
| Significantly impacted roadway segments for Test 2 | N/A | SR 7 - Lantana Road to Lake Worth Road Lantana Road – SR 7 to Lyons Road Lake Worth Road – SR 7 to Lyons Road Lake Worth Road – Lyons Road to Hagen Ranch Rd | N/A |


##### B. Mass Transit Information

<table>
<thead>
<tr>
<th>Nearest Palm Tran Route (s)</th>
<th>Route No. 62 (WLN – LKW via Lake Worth)</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Nearest Palm Tran Stop</th>
<th>Bus Stop Number 5967 – 5,847 Feet (1.1 Mile)</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Nearest Tri Rail Connection</th>
<th>Tri-Rail Lake Worth Station</th>
</tr>
</thead>
</table>

##### C. Portable Water & Wastewater Information

<table>
<thead>
<tr>
<th>Potable Water &amp; Wastewater Providers</th>
<th>Potable Water: Palm Beach County Water Utilities Department. See Application Attachment I for Utility Statement.</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Wastewater: Palm Beach County Water Utilities Department. See Application Attachment I for Utility Statement.</td>
</tr>
</tbody>
</table>
### Nearest Water & Wastewater Facility, type/size

<table>
<thead>
<tr>
<th></th>
<th>Potable Water: 2 - 8&quot;PVC water main stubs located along the south property line extending from the existing Woodwind PUD. See Application Attachment I for Utility Statement.</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Wastewater: 2 – gravity manholes located along the south property line extending from the existing Woodwind PUD. See Application Attachment I for Utility Statement.</td>
</tr>
</tbody>
</table>

### D. Drainage Information

- **Drainage Provider:** Palm Beach County (PBC), Lake Worth Drainage District (LWDD), South Florida Water Management District (SFWMD).
- **Drainage Basin:** SFWMD C-16 Canal Basin
- **Nearest Drainage Facility:** LWDD L-14 Canal and LWDD E-1 Canal
- See Application Attachment J for Drainage Statement.

### E. Fire Rescue

- **Nearest Station:** Fire Rescue Station # 48 (8560 Hypoluxo Road)
  - See Application Attachment K for Fire Rescue Response letter.
- **Distance to Site:** Approximately 4.25 miles from Station # 48.
  - See Application Attachment K for Fire Rescue Response letter.
- **Response Time:** Approximately 11 minutes.
  - See Application Attachment K for Fire Rescue Response letter.
- **Effect on Resp. Time:** The amendment of this property will generate Approximately 30 calls a year and all calls will experience an extended response time of Approximately 11 minutes.
  - See Application Attachment K for Fire Rescue Response letter.

### F. Environmental

- **Significant habitats or species:** None due to the historical alteration for commercial plant nursery operations and other associated structures and facilities, there is no appropriate habitat for wildlife, particularly threatened and endangered species.
  - See Application Attachment L.
- **Flood Zone**
  - X500 - See Application Attachment M for Flood Zone Map.
- **Wellfield Zone**
  - Zone 4 - See Application Attachment M for Wellfield Map.

### G. Historic Resources

- **Not known Historic and Archeological Resources. See Application Attachment N for Historic Preservation Response letter.**
### H. Parks and Recreation - Residential Only

<table>
<thead>
<tr>
<th>Park Type</th>
<th>Name &amp; Location</th>
<th>Level of Svc. (ac. per person)</th>
<th>Population Change</th>
<th>Change in Demand</th>
</tr>
</thead>
<tbody>
<tr>
<td>Regional</td>
<td>Okeeheelee Park 7715 Forest Hill Blvd. West Palm Beach, FL 33413</td>
<td>0.00339</td>
<td>576</td>
<td>1.95</td>
</tr>
<tr>
<td>Beach</td>
<td>Lake Worth Beach 2882 S Ocean Blvd. Palm Beach, FL 33480</td>
<td>0.00035</td>
<td>576</td>
<td>0.20</td>
</tr>
<tr>
<td>District</td>
<td>3</td>
<td>0.00138</td>
<td>576</td>
<td>0.79</td>
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</tbody>
</table>

### I. Libraries - Residential Only

<table>
<thead>
<tr>
<th>Library Name</th>
<th>Greenacres Branch Library</th>
</tr>
</thead>
<tbody>
<tr>
<td>Address</td>
<td>3750 South Jog Road</td>
</tr>
<tr>
<td>City, State, Zip</td>
<td>Greenacres, FL 33467</td>
</tr>
<tr>
<td>Distance</td>
<td>Approximately 5 miles</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Component</th>
<th>Level of Service</th>
<th>Population Change</th>
<th>Change in Demand</th>
</tr>
</thead>
<tbody>
<tr>
<td>Collection</td>
<td>2 holdings per person</td>
<td>576</td>
<td>1,152 Holdings</td>
</tr>
<tr>
<td>Periodicals</td>
<td>5 subscriptions per 1,000 persons</td>
<td>576</td>
<td>5 Subscriptions</td>
</tr>
<tr>
<td>Info Technology</td>
<td>$1.00 per person</td>
<td>576</td>
<td>$576</td>
</tr>
<tr>
<td>Professional staff</td>
<td>1 FTE per 7,500 persons</td>
<td>576</td>
<td>1 FTE</td>
</tr>
<tr>
<td>All other staff</td>
<td>3.35 FTE per professional librarian</td>
<td>576</td>
<td>3.35 FTE</td>
</tr>
<tr>
<td>Library facilities</td>
<td>0.34 sf per person</td>
<td>576</td>
<td>196 SF</td>
</tr>
</tbody>
</table>

### J. Public Schools - Residential Only

Currently under review by PBC School District Planning Dep. See Application Attachment O for complete application.

<table>
<thead>
<tr>
<th>Name</th>
<th>Elementary</th>
<th>Middle</th>
<th>High</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name</td>
<td>Discovery Kid ES</td>
<td>Woodlands MS</td>
<td>Palm Beach Central HS</td>
</tr>
<tr>
<td>Address</td>
<td>3550 Lyons Rd</td>
<td>5200 Lyons Rd</td>
<td>8499 W. Forest Hill Blvd</td>
</tr>
<tr>
<td>City, State, Zip</td>
<td>Lake Worth, FL 33467</td>
<td>Lake Worth, FL 33467</td>
<td>Wellington, FL 33414</td>
</tr>
<tr>
<td>Distance</td>
<td>Approximately 2.5 miles</td>
<td>Approximately 3.3 miles</td>
<td>Approximately 5 miles</td>
</tr>
</tbody>
</table>
Traffic studies and other additional supplementary materials for site-specific amendments are available to the public on the PBC Planning web page at:

http://discover.pbcgov.org/pzb/planning/Pages/Active-Amendments.aspx
Exhibit 5
Palm Beach County Traffic Division Letter

March 9, 2017

John M. Donaldson, P.E.
JMD Engineering, Inc.
12773 Forest Hill Boulevard, Suite 204
Wellington, FL 33414

RE: Policy 3.5-d Review - Round 2017-D
Bainbridge Apartments – Lake Worth (Revised)

Dear Mr. Donaldson:

Palm Beach County Traffic Division has reviewed the FLUA Traffic Impact Analysis for the proposed Future Land Use Amendment for the above referenced project, revised February 6, 2017, pursuant to Policy 3.5-d of the Land Use Element of the Palm Beach County Comprehensive Plan. The project is summarized as follows:

Location: South of Lake Worth Road, East side of State Road 7
PCN #: 00-42-43-27-05-034-0050
Size: 31.30 acres
Existing FLU: Low Residential (LR-2)
Existing Zoning: Agricultural Residential (AR)
Existing Use: Single Family Residential
Existing Max Potential: 62 Single Family DUs
Proposed FLU: Medium Residential (MR-5)
Prop. Zoning: Multiple Use Planned Development (MUPD)
Proposed Use: Multi-Family Residential
Prop. Max Potential: 304 Apartment DUs (MR5 = 177 Units, Max Density = 35 Units, Bonus Units = 116 Units, TDR = 9 Units)
Net Daily Trips (max): 1,402
Net PH Trips (max): 106 (29/77) AM; 120 (79/41) PM

Based on the review, the Traffic Division has determined that the proposed amendment meets Policy 3.5-d of the Land Use Element of the Palm Beach County Comprehensive Plan at the maximum potential shown above.

Please contact me at 561-684-4030 or email to qbari@pbcgov.org with any questions.

Sincerely,

Quazi Bari, P.E.
Senior Professional Engineer - Traffic Division

“An Equal Opportunity Affirmative Action Employer”
February 10, 2017

Schnars Engineering Corporation
947 Clint Moore Road
Boca Raton, FL 33487

Attn: Jeffrey Schnars, P.E.

RE: West Lake Worth Bainbridge Site
East side of SR7 north of Lantana Road
PCN 00-42-43-27-05-034-0050
Service Availability Letter

Dear Jeff:

This is to confirm that Palm Beach County Water Utilities Department (PBCWUD) is the potable water and wastewater service provider for the referenced properties. Water and sewer services are available to accommodate the future land use designation change to Medium Residential (MR-5), subject to a capacity reservation agreement with PBCWUD.

Reclaim water is not available for this property at this time.

Please note that this letter does not constitute a final commitment for service until the final design has been approved by PBCWUD.

If you have any questions, please give me a call at (561)493-6116.

Sincerely,

Jackie Michels
Plan Review Manager
**Exhibit 7**
School District Letter

---

**THE SCHOOL DISTRICT OF PALM BEACH COUNTY, FL**

**KRISTIN K. GARRISON, AICP**
**DONALD E. PENNOY II, E.D.D.**
**DIRECTOR**
**CHIEF OPERATING OFFICER**

**PLANNING AND INTERGOVERNMENTAL RELATIONS**
3300 FOREST HILL BOULEVARD, SUITE B-102
WEST PALM BEACH, FL 33406

PHONE: 561-434-8020 / FAX: 561-434-8815
WWW.PALMBEACHSCHOOLS.ORG/PLANNING

---

**SCHOOL CAPACITY AVAILABILITY DETERMINATION**

<table>
<thead>
<tr>
<th>Application</th>
<th>Submittal Date</th>
<th>SCAD #</th>
<th>FLU / Rezoning / D.O. #</th>
<th>Property Address / PCN#</th>
<th>Development Name</th>
<th>Owner / Agent Name</th>
<th>Planning Area / SAC No.</th>
<th>Proposed Unit Number &amp; Type</th>
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</thead>
<tbody>
<tr>
<td></td>
<td>02/20/2017</td>
<td>17020301F – Future Land Use Atlas Amendment</td>
<td>LGA-2017-00020</td>
<td>00-42-43-27-05-034-0050</td>
<td>Bainbridge Apartments – Lake Worth</td>
<td>Patricia and William Mazzoni / Yeesy Schomberg</td>
<td>15 / 216C</td>
<td>304 Residential Units (63 units permitted under the current designation)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Impact Review</th>
<th>Elementary School</th>
<th>Middle School</th>
<th>High School</th>
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</thead>
<tbody>
<tr>
<td># of New Students Generated</td>
<td>37</td>
<td>15</td>
<td>20</td>
</tr>
<tr>
<td>Capacity Available</td>
<td>282</td>
<td>1303</td>
<td>232</td>
</tr>
<tr>
<td>Utilization Percentage</td>
<td>80%</td>
<td>55%</td>
<td>97%</td>
</tr>
</tbody>
</table>

**Staff's Recommendation**

- **Approval**
  - This approval is valid from 2/27/2017 to 2/26/2018 or the expiration date of the site-specific development order approved during the validation period.
  - A copy of the approved D.O. needs to be submitted to the School District Planning Department prior to 2/26/2018 or this determination will expire automatically.

- **Approval with Conditions**

- **Denial**

- **Comments**
  - School age children may not be assigned to the public school closest to their residences.

---

Joyce C. Cai, Senior Planner
Print Name & Title of School District Representative

February 27, 2017
Date

tyce.caipalmbeschools.org
Email Address

---

CC: Lorenzo Aghemo, Director, Palm Beach County Planning Department
Angela D. Usher, AICP, Manager, School District of Palm Beach County

---

The School District of Palm Beach County, Florida
A Top-Rated District by the Florida Department of Education Since 2005
An Equal Education Opportunity Provider and Employer
# SCHOOL CAPACITY AVAILABILITY DETERMINATION

<table>
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<th>Owner / Agent Name</th>
<th>Planning Area / SAC No.</th>
<th>Proposed Unit Number &amp; Type</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>17020301D - Development Order</td>
<td>Pending</td>
<td>00-42-43-27-05-034-0050</td>
<td>Bainbridge Apartments – Lake Worth</td>
<td>Patricia and William Mazzoni / Yeisy Schomberg</td>
<td>15 / 216C</td>
<td>304 Apartment Units</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Impact Review</th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td># of New Students Generated</td>
<td>Elementary School</td>
<td>Middle School</td>
<td>High School</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>36</td>
<td>16</td>
<td>16</td>
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<tr>
<td>Capacity Available</td>
<td>285</td>
<td>1301</td>
<td>241</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Utilization Percentage</td>
<td>80%</td>
<td>55%</td>
<td>97%</td>
<td></td>
<td></td>
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<table>
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<tr>
<th>Staff's Recommendation</th>
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<th></th>
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<tbody>
<tr>
<td>Approval</td>
<td>This approval is valid from 3/2/2017 to 3/1/2018 or the expiration date of the site-specific development order approved during the validation period.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Approval with Conditions</td>
<td>A copy of the approved D.O. needs to be submitted to the School District Planning Department prior to 3/1/2018 or this determination will expire automatically.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Denial</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Comments</td>
<td>School age children may not be assigned to the public school closest to their residences.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Joyce C. Cal, Senior Planner  
joyce.cal@palmbeachschools.org

March 2, 2017

Date

The School District of Palm Beach County, Florida  
A Top-Rated District by the Florida Department of Education Since 2005  
An Equal Education Opportunity Provider and Employer
Exhibit 8
Disclosure of Ownership Interests

PALM BEACH COUNTY - ZONING DIVISION

DISCLOSURE OF OWNERSHIP INTERESTS – APPLICANT

[TO BE COMPLETED AND EXECUTED ONLY WHEN THE APPLICANT IS NOT THE OWNER OF THE SUBJECT PROPERTY]

TO: PALM BEACH COUNTY PLANNING, ZONING AND BUILDING EXECUTIVE DIRECTOR, OR HIS OR HER OFFICIALLY DESIGNATED REPRESENTATIVE

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared

Thomas Keady, hereinafter referred to as “Affiant,” who being by me first duly sworn, under oath, deposes and states as follows:

1. Affiant is the [ ] individual or [ ] Vice President [position—e.g., president, partner, trustee] of Bainbridge Communities Acquisition III, LLC [and type of entity - e.g., ABC Corporation, XYZ Limited Partnership]. (hereinafter, “Applicant”). Applicant seeks Comprehensive Plan amendment or Development Order approval for real property legally described on the attached Exhibit “A” (the “Property”).

2. Affiant’s address is:

12765 West Forest Hill Blvd Suite 1307
Wellington, FL 33414

3. Attached hereto as Exhibit “B” is a complete listing of the names and addresses of every person or entity having a five percent or greater interest in the Applicant. Disclosure does not apply to an individual’s or entity’s interest in any entity registered with the Federal Securities Exchange Commission or registered pursuant to Chapter 517, Florida Statutes, whose interest is for sale to the general public.

4. Affiant acknowledges that this Affidavit is given to comply with Palm Beach County policy, and will be relied upon by Palm Beach County in its review of Applicant’s application for Comprehensive Plan amendment or Development Order approval. Affiant further acknowledges that he or she is authorized to execute this Disclosure of Ownership Interests on behalf of the Applicant.

5. Affiant further acknowledges that he or she shall by affidavit amend this disclosure to reflect any changes to ownership interests in the Applicant that may occur before the date of final public hearing on the application for Comprehensive Plan amendment or Development Order approval.

6. Affiant further states that Affiant is familiar with the nature of an oath and with the penalties provided by the laws of the State of Florida for falsely swearing to statements under oath.

7. Under penalty of perjury, Affiant declares that Affiant has examined this Affidavit and to the best of Affiant’s knowledge and belief it is true, correct, and complete.

Disclosure of Beneficial Interest - Applicant form

Page 1 of 4

Revised 08/25/2011
Web Format 2011
FURTHER AFFIANT SAYETH NAUGHT.

[Signature]

Thomas Keady

(Print Affiant Name)

The foregoing instrument was acknowledged before me this 13th day of January 2017, by Thomas Keady, who is personally known to me or [ ] who has produced [ ] as identification and who did take an oath.

Jodi O. Kite
Notary Public
Wake County
My Commission Expires June 26, 2021

(Print Notary Name)

Revised 08/25/2011
Web Format 2011
LEGAL DESCRIPTION

TRACTS 5, 6, 7, AND 8 OF BLOCK 34, "PALM BEACH FARMS CO. PLAT NO. 3", ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 2 AT PAGES 45 THROUGH 54 OF THE PUBLIC RECORDS OF PALM BEACH COUNTY, FLORIDA, LESS AND EXCEPT THE NORTH 85.14 FEET OF SAID TRACTS 5, 6 AND 7 AND LESS AND EXCEPT THE NORTH 85.50 FEET OF SAID TRACT 8, ACCORDING TO CHANCERY CASE NUMBER 407 AS RECORDED IN OFFICIAL RECORDS BOOK 6495 AT PAGE 761 OF SAID PUBLIC RECORDS.

SAID LANDS SITUATE IN PALM BEACH COUNTY, FLORIDA AND CONTAIN 31.299 ACRES, MORE OR LESS.
## EXHIBIT “B”

### DISCLOSURE OF OWNERSHIP INTERESTS IN APPLICANT

Affiant must identify all entities and individuals owning five percent or more ownership interest in Applicant’s corporation, partnership or other principal, if any. Affiant must identify individual owners. For example, if Affiant is the officer of a corporation or partnership that is wholly or partially owned by another entity, such as a corporation, Affiant must identify the other entity, its address, and the individual owners of the other entity. Disclosure does not apply to an individual's or entity's interest in any entity registered with the Federal Securities Exchange Commission or registered pursuant to Chapter 517, Florida Statutes, whose interest is for sale to the general public.

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<td>Bainbridge Holdings LLC</td>
<td>12765 West Forest Hill Blvd Suite 1307, Wellington, FL 33414</td>
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Bainbridge Holdings has two members, Schechter Operating Capital, LLP and Bainbridge Investor, LLC.

Schechter Operating Capital, LLP is directly or indirectly owned by Richard Schechter.
DISCLOSURE OF OWNERSHIP INTERESTS – APPLICANT

[TO BE COMPLETED AND EXECUTED ONLY WHEN THE APPLICANT IS NOT THE OWNER OF THE SUBJECT PROPERTY]

TO: PALM BEACH COUNTY PLANNING, ZONING AND BUILDING EXECUTIVE DIRECTOR, OR HIS OR HER OFFICIALLY DESIGNATED REPRESENTATIVE

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared Sanford Fox, hereinafter referred to as “Affiant,” who being by me first duly sworn, under oath, deposes and states as follows:

1. Affiant is the [ ] Individual or [ ] Authorized Representative [position—e.g., president, partner, trustee] of The Bainbridge Companies LLC [name and type of entity—e.g., ABC Corporation, XYZ Limited Partnership], hereinafter, “Applicant.” Applicant seeks Comprehensive Plan amendment or Development Order approval for real property legally described on the attached Exhibit “A” (the “Property”).

2. Affiant’s address is:

   12765 West Forest Hill Blvd, Suite 1307
   Wellington, FL 33411

3. Attached hereto as Exhibit “B” is a complete listing of the names and addresses of every person or entity having a five percent or greater interest in the Applicant. Disclosure does not apply to an individual’s or entity’s interest in any entity registered with the Federal Securities Exchange Commission or registered pursuant to Chapter 517, Florida Statutes, whose interest is for sale to the general public.

4. Affiant acknowledges that this Affidavit is given to comply with Palm Beach County policy, and will be relied upon by Palm Beach County in its review of Applicant’s application for Comprehensive Plan amendment or Development Order approval.

5. Affiant further acknowledges that he or she is authorized to execute this Disclosure of Ownership Interests on behalf of the Applicant.

6. Affiant further states that Affiant is familiar with the nature of an oath and with the penalties provided by the laws of the State of Florida for falsely swearing to statements under oath.

7. Under penalty of perjury, Affiant declares that Affiant has examined this Affidavit and to the best of Affiant’s knowledge and belief it is true, correct, and complete.

Disclosure of Beneficial Interest – Applicant form
Page 1 of 4

Finished 09/05/2011
Web Format 2011
FURTHER AFFIANT SAYETH NAUGHT.

PATRICIA A. MEZZONI, Affiant

(Print Affiant Name)

The foregoing instrument was acknowledged before me this 22nd day of January, 2012 by PATRICIA A. MEZZONI, [ ] who is personally known to me or [ ] who has produced as identification and who did take an oath.

Mark A. Perry

(Print Notary Name)

NOTARY PUBLIC
State of Florida at Large
My Commission Expires: August 24, 2018

MARK A. PERRY
Commission # FT 124007
Expires August 24, 2018
Registered Date: June 30, 1997
Commission Expiration: 08/24/2018

Disclosure of Beneficial Interest - Applicant form
Page 2 of 4

Revised 06/25/2011
Web Format 2011
Palm Beach County - Zoning Division

Exhibit "A"

Property

Legal Description

Tracts 5, 6, 7, and 8 of Block 34, "Palm Beach Farms Co. Plat No. 2", according to the plat thereof, as recorded in Plat Book 2 at Pages 43 through 54 of the Public Records of Palm Beach County, Florida, less and except the north 85.14 feet of said Tracts 5, 6 and 7 and less and except the north 85.50 feet of said Tract 8, according to Chancery Case Number 407 as recorded in Official Records Book 6495 at Page 761 of said Public Records.

Said lands situate in Palm Beach County, Florida and contain 31.296 acres, more or less.
EXHIBIT "B"

DISCLOSURE OF OWNERSHIP INTERESTS IN APPLICANT

Affiant must identify all entities and individuals owning five percent or more ownership interest in Applicant's corporation, partnership or other principal, if any. Affiant must identify individual owners. For example, if Affiant is the officer of a corporation or partnership that is wholly or partially owned by another entity, such as a corporation, Affiant must identify the other entity, its address, and the individual owners of the other entity. Disclosure does not apply to an individual's or entity's interest in any entity registered with the Federal Securities Exchange Commission or registered pursuant to Chapter 517, Florida Statutes, whose interest is for sale to the general public.

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DISCLOSURE OF OWNERSHIP INTERESTS – PROPERTY

[TO BE COMPLETED AND EXECUTED BY THE PROPERTY OWNER(S) FOR EACH APPLICATION FOR COMPREHENSIVE PLAN AMENDMENT OR DEVELOPMENT ORDER]

TO: PALM BEACH COUNTY PLANNING, ZONING AND BUILDING EXECUTIVE DIRECTOR, OR HIS OR HER OFFICIALLY DESIGNATED REPRESENTATIVE

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared William A. Mazzoni and Patricia A. Mazzoni, hereinafter referred to as “Affiant,” who being by me first duly sworn, under oath, deposes and states as follows:

1. Affiant is the [ ] individual or [ ] owners [name and type of entity - e.g., ABC Corporation, XYZ Limited Partnership] that holds an ownership interest in real property legally described on the attached Exhibit “A” (the “Property”). The Property is the subject of an application for Comprehensive Plan amendment or Development Order approval with Palm Beach County.

2. Affiant’s address is:

   6665 Skyline Drive
   Delray Beach, FL 33446

3. Attached hereto as Exhibit "B" is a complete listing of the names and addresses of every person or entity having a five percent or greater interest in the Property. Disclosure does not apply to an individual’s or entity’s interest in any entity registered with the Federal Securities Exchange Commission or registered pursuant to Chapter 517, Florida Statutes, whose interest is for sale to the general public.

4. Affiant acknowledges that this Affidavit is given to comply with Palm Beach County policy, and will be relied upon by Palm Beach County in its review of application for Comprehensive Plan amendment or Development Order approval affecting the Property. Affiant further acknowledges that he or she is authorized to execute this Disclosure of Ownership Interests on behalf of any and all individuals or entities holding a five percent or greater interest in the Property.

5. Affiant further acknowledges that he or she shall by affidavit amend this disclosure to reflect any changes to ownership interests in the Property that may occur before the date of final public hearing on the application for Comprehensive Plan amendment or Development Order approval.

6. Affiant further states that Affiant is familiar with the nature of an oath and with the penalties provided by the laws of the State of Florida for falsely swearing to statements under oath.
7. Under penalty of perjury, Affiant declares that Affiant has examined this Affidavit and to the best of Affiant's knowledge and belief it is true, correct, and complete.

FURTHER AFFIANT SAYETH NAUGHT.

William A. Mazzei, Affiant
(Print Affiant Name)

The foregoing instrument was acknowledged before me this 25th day of January, 2011, by William A. Mazzei, [ ], who is personally known to me or [ ] who has produced as identification and who did take an oath.

Mark A. Perry
(Print Notary Name)
NOTARY PUBLIC
State of Florida at Large
My Commission Expires: 08/24/2018
EXHIBIT "A"

PROPERTY

LEGAL DESCRIPTION

TRACTS 5, 6, 7, AND 8 OF BLOCK 34, "PALM BEACH FARMS CO. PLAT NO. 2," ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 2 AT PAGES 45 THROUGH 54 OF THE PUBLIC RECORDS OF PALM BEACH COUNTY, FLORIDA, LESS AND EXCEPT THE NORTH 85.14 FEET OF SAID TRACTS 5, 6 AND 7 AND LESS AND EXCEPT THE NORTH 85.50 FEET OF SAID TRACT 8, ACCORDING TO CHANCERY CASE NUMBER 407 AS RECORDED IN OFFICIAL RECORDS BOOK 6495 AT PAGE 761 OF SAID PUBLIC RECORDS.

SAID LANDS SITUATE IN PALM BEACH COUNTY, FLORIDA AND CONTAIN 31.299 ACRES, MORE OR LESS.
EXHIBIT “B”

DISCLOSURE OF OWNERSHIP INTERESTS - PROPERTY

Affiant must identify all entities and individuals owning five percent or more ownership interest in the Property. Affiant must identify individual owners. For example, if Affiant is an officer of a corporation or partnership that is wholly or partially owned by another entity, such as a corporation, Affiant must identify the other entity, its address, and the individual owners of the other entity. Disclosure does not apply to an individual's or entity's interest in any entity registered with the Federal Securities Exchange Commission or registered pursuant to Chapter 517, Florida Statutes, whose interest is for sale to the general public.

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<tr>
<td>William A. Maccord</td>
<td>6065 Skyline Drive, Delray Beach FL 33446</td>
<td>50%</td>
</tr>
<tr>
<td>Patricia A. Maccord</td>
<td>6065 Skyline Drive, Delray Beach FL 33446</td>
<td>50%</td>
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