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March 27, 2006

Michael D. McDaniel
Growth Management Administrator
Department of Community Affairs
Division of Resource Planning and Management
2555 Shumard Oak Boulevard
Tallahassee, Florida 32399-2100

Re: *CSX Intermodal Logistics Center, Winter Haven, Florida
Clearance Letter*

Dear Mr. McDaniel:

The purpose of this correspondence is to request a clearance letter from the Department of Community Affairs (hereinafter "DCA") pursuant to Section 380.06 (4)(i), *Florida Statutes*, on behalf of our client, CSX Transportation, Inc. (hereinafter "CSX"), concerning its proposed intermodal terminal located in south Winter Haven. The subject site is presently owned by the City of Winter Haven, and is generally located west of and adjacent to an existing CSX mainline railroad and north of SR-60, more particularly described in Composite Exhibit "A", attached hereto, containing a legal and an aerial photograph with the site overlaid thereon (hereinafter referred to as the "Property").

Also enclosed herewith, please find a soils map for the site attached as Exhibit "B", a topographic map attached as Exhibit "C", a wetlands and vegetation map as Exhibit "D", an endangered species map as Exhibit "E" and an aerial

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OF COUNSEL



overlay of the proposed development with a breakdown of the proposed uses by acreage as Exhibit "F".

No known prior clearance letters, binding letters of Development of Regional Impact status, or DRI applications have been requested or issued with regard to the Property. The Property is located more than 20 miles from any adjacent counties. The existing purchase agreement with the City of Winter Haven affords CSX the right to acquire an additional 930 acres, more or less, adjacent to the Property after CSX satisfies various contingencies, however CSX is not contractually obligated to purchase this additional property if the contingencies have not been fulfilled. For planning purposes our client does not anticipate that a closing on the 930 acres would occur until the later part of 2010. Given the extent of the contingencies that need to be satisfied, it is unlikely that such a closing would occur prior to the end of 2009. Considering the structure of the purchase from the City, CSX is not in a position to approach customers about the development of the 930 acres until the 318 acre Intermodal Facility has been fully planned, approved and developed. In the event CSX chooses to proceed with the purchase of the remaining 930 acres and specify the corresponding site development plans, an application for DRI review will be filed with the Department at that time.

Existing Land Use, Zoning and Development

The Property is presently designated "Institutional" on the Polk County Future Land Use Map. Polk County does not utilize zoning designations. The Property is currently being used by the City of Winter Haven for effluent water disposal from the City's Wastewater Treatment Plant #3, through overland flow drain fields, as well as for sludge disposal.

Proposed Land Use, Zoning and Development

Applications are presently pending with the City of Winter Haven to designate the Property as "Business Park Center" on the City's Future Land Use Map, and "I-2" on the City's Zoning Map.

The proposed development will consist of an intermodal terminal for the handling of containers and vehicles shipped by rail, classified as a Distribution/Warehousing Facility pursuant to Section 28-24.029, Florida Administrative Code (hereinafter referred to as the "Intermodal Facility"). The

Intermodal Facility will total approximately 318 acres, comprised of approximately 160 acres for intermodal terminal, 99 acres of vehicle storage and unloading, 10.5 acres of administrative and control buildings, 3.3 acres of maintenance buildings and 45 acres of storm water management areas, together with construction and dedication of a public roadway connecting the Intermodal Facility to SR 60..

An Intermodal Facility processes containers and highway trailers (the contents of which are generally consumer goods) that will either arrive or depart the facility via train (A typical intermodal train carries as many as 300 containers/trailers). Containers arriving at the facility by train are off-loaded by overhead crane and transferred to truck for local delivery. Trucks also deliver local container/trailer shipments to an Intermodal Facility where they are lifted onto trains for rail movement to other CSX locations throughout the United States, for local delivery by truck. A large portion of CSX's intermodal business also consists of moving international containers by train to and from ports on the East and West Coasts as well as the Gulf Coast. The Intermodal Facility at Winter Haven will also process newly-manufactured automobiles that will arrive via train for local distribution by truck carrier.

The total parking spaces, for employees, visitors and vendors will not exceed 100. The Intermodal Facility will handle various types of consumer goods, including but not limited to automobile/motor vehicles that are in transit through the facility. The Intermodal Facility will also marshal conveyances such as tractor trailers. The open and temporary storage of such freight and conveyances should not be considered for the purposes of calculating "parking spaces" when applying the applicable DRI thresholds to the development.

DRI numerical thresholds

Based on the foregoing, the above described Intermodal Facility does not exceed the established thresholds for the applicable type of development. Section 28-24.029, Florida Administrative Code sets forth the applicable DRI thresholds for "Industrial Plants, Industrial Parks and Distribution, Warehousing or Wholesaling Facilities", classifying such uses that provide parking for more than 2,500 motor vehicles or occupy a site greater than 320 acres, as developments of regional impact. Under these thresholds, the Intermodal Facility will not constitute a DRI.

Premised upon the foregoing, we respectfully request that the Department issue a clearance letter determining that the Intermodal Facility described herein will not be required to undergo DRI review.

If you have any questions regarding the above-outlined request or if you need clarification of any factual matters, please do not hesitate to contact me. Your consideration of this request is greatly appreciated.

Respectfully submitted,



Jack P. Brandon, Esq.

cc: Bob Dennis, DCA
Pete Chichetto, AICP
Fredrick John Murphy, Esq.
Richard M. Hood - CSX



STATE OF FLORIDA
DEPARTMENT OF COMMUNITY AFFAIRS

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 Secretary

April 12, 2006

Mr. Jack P. Brandon, Esquire
 Peterson & Myers, P.A.
 130 East Central Avenue
 Lake Wales, Florida 33853

RE: CSX Intermodal Logistics Center - Clearance Letter
 DCA File No. CL-07-2006-037

Dear Mr. Brandon:

This letter is in response to your request dated March 27, 2006, for a clearance letter as an informal determination regarding the Development of Regional Impact (DRI) status of the proposed CSX Intermodal Logistics Center development project. The proposed project is located in Winter Haven, Polk County, Florida (see attached General Location Maps). Your letter of March 27, 2006, provides the information that the Department reviewed to make this informal determination about the DRI status of this project.

According to the information provided, the applicant proposes a development on a site that is approximately 318 acres in size. The proposed project is an Intermodal Facility that will convey cargo, including automobile and other motor vehicles, arriving by truck or rail and then transferring those goods to truck or rail. The project will include 160 acres for an intermodal terminal, 99 acres of vehicle storage and unloading, 10.5 acres of administrative and control buildings, 3.3 acres of maintenance buildings, and 45 acres of stormwater management areas. Up to 100 parking spaces are proposed for employees, visitors and vendors. In addition, the applicant is considering other options for the future expansion of this facility.

A proposed project can be a DRI if any single use meets the DRI threshold or if the multi-use threshold is met. Section 380.06(2)(d), Florida Statutes (F.S.), establishes the guidelines and standards for determining when single use projects are developments of regional impact. A development that is at or below 100 percent of all the numerical thresholds in the

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Mr. Jack P. Brandon, Esq.
April 12, 2006
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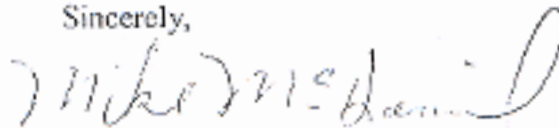
guidelines and standards shall not be required to undergo DRI review; a development that is at 100 percent or between 100 and 120 percent of a numerical threshold shall be presumed to require DRI review; and a development that is at or above 120 percent of any numerical threshold shall be required to undergo DRI review.

Based upon the information provided in your letter, the proposed project appears to be a single use development subject to criteria established for industrial plants, industrial parks, and distribution, warehousing or wholesaling facilities [section 380.0651(2)(c), Florida Statutes]. This section of the statute establishes 2,500 parking spaces or a site greater than 320 acres as the DRI threshold for these types of development. The proposed development will provide up to 100 parking spaces, which is 4.0 percent of the parking threshold and the 318 acres is 99.38 percent of the acreage threshold; therefore, the project is not required to undergo DRI review based on the thresholds established in section 380.0651(2)(c), F.S.

The Department has determined that the CSX Intermodal Logistics Center development, as proposed in your request for a clearance letter, is not required to undergo DRI review. Please be aware that the conclusions of this letter represent an informal determination based on the information presented in your letter dated March 27, 2006. The Department has no independent knowledge of any of your assertions and the Department hereby reserves all rights pursuant to Chapter 380, F.S., concerning this development. Further review of this project may be required if the developer's plans represented above are materially changed or if additional changes are proposed.

If you have any questions or comments regarding this matter, please call Bob Dennis, Principal Planner, or me at telephone number (850) 487-4545 for assistance.

Sincerely,



Mike McDaniel
Regional Planning Administrator

MDM/bd

Attachments

cc: David L. Greene, City Manager, City of Winter Haven
Pete Chichetto, Development Services Director, City of Winter Haven
Merle Bishop, Director, Growth Management Department, Polk County
Patricia M. Steed, Executive Director, Central Florida Regional Planning Council