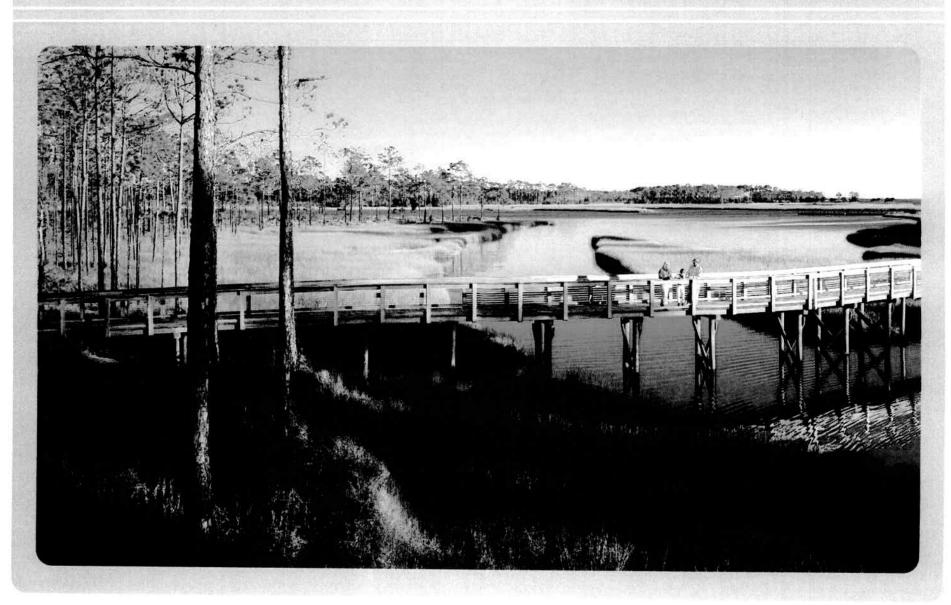


2008 RGP-86 and Ecosystem

Management Agreement Annual Report



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The St. Joe Company Ecosystem Management Agreement and SAJ-RGP-86 Annual Report 2008

SUMMARY

2008 continued to present a challenging real estate market which became even more difficult as a result of the unstable economic climate. The complicated business environment affected the market to the extent that only one authorization was sought during 2008, and subsequently issued in January 2009. The sole project proposed for authorization during 2008, Pier Park Northeast, is presented as 'pending' in the 2008 dataset.

This report contains the project and sub-basin ledgers for all project authorizations issued through 2008. Devils Swamp Mitigation Bank Ledger and Breakfast Point Mitigation Bank Ledger are also included in this report.

2008 Projects

PENDING

Pier Park Northeast - A retail commercial development project located northeast of the Pier Park Drive and U.S. Highway 98 intersection. Total project acreage is 58.77 acres located in the Southwest West Bay sub-basin.

2008 Project Ledger

The Overall Projects ledger (Figure 1) reflects all projects for which final authorizations have been granted, as of December 31, 2008. Through calendar year 2008, a total of 13 projects containing proposed wetland impacts have received authorization within the SAJ-86 / EMA areas. While the majority of these projects have been completed, impacts authorized for West Bay Landings, Pier Park NW Hotel, and Pier Park Loop Road have not yet been initiated. Counting all impacts authorized through 2008, the Southwest West Bay sub-basin received 2.89% of low quality wetland impacts to date (2004 – 2008). To date, the Highway 98 sub-basin has received 2.69% of low quality wetland impacts. The Phillips Inlet sub-basin has received 2.83% of total low quality wetland impacts to date. The Direct Runoff to Bay sub-basin has received 0.21% of total low quality wetland impacts through 2007.

The developable area (totals of all sub-basins, minus conservation units) total of low quality wetlands is now 6,846.09 acres. The developable area total of high quality wetlands is now 3,751.76 acres.

2008 Project Ledger

Conservation Unit Mitigation Conservation Easement

Onsite Conservation Easement

Offsite Conservation Easement

FIGURE 1:	Overall	Projects									WAR COLOR		the say		
Permitting Basin	Sub-basin	Project	Tot_Prj_Ac	HQ	HQ_IMP	LQ	LQ_IMP	WTL	UPL	Onsite_CE	Offsite_CE	CU_MIT_CE	CU_CE	CR_MIT	Status
Breakfast Point	SWWB	Pier Park Loop Road	58.25	1.55	0	14.94	10.13	16.49	47.76	4.81	35.71	n/a	16.9	6.58	CE Complete
Breakfast Point	SWWB	Pier Park NW Hotel	3.11	0	0	2.04	2.04	2.04	1.07	0	8.16	n/a	11.72	1.57	CE Complete
Breakfast Point	SWWB	Pier Park Drive Ext.	2.5	0.24	0.24	0.16	0.16	0.4	2.1	0	5.8	n/a	0		CE Complete
Breakfast Point	SWWB	West Bay Landings	494.83	86.64	1.17	111.02	9.85	197.66	294.34	189.15	n/a	n/a	143.57	8.15	CE Complete; others per auth
Breakfast Point	SWWB	P.C. Bch. Comm. Park	219	0.2	0.2	41.7	9.4	41.9	177.1	32.3	n/a	n/a	47.1		CE Complete
Breakfast Point	Hwy 98	Frank Brown Park Trall	1.77	0	0	1.32	1.32	1.32	0.45	0	n/a	n/a	n/a		N.A.
Breakfast Point	Hwy 98	Beckrich Rd. Extension	7.5	0.45	0.01	1.53	0.3	1.98	5.52	1.67	n/a	n/a	n/a	0.21	CE Complete
Breakfast Point	Hwy 98	Highlands West	28.2	7.68	0.7	11.89	8.99	19.57	8.63	9.77	60.59	n/a	n/a		CE Complete
Breakfast Point	Hwy 98	Breakfast Point K-8	39.94	3.29	0	6.9	1.48	10.19	29.75	8.71	n/a	n/a	n/a	0.96	CE Complete
Breakfast Point	Hwy 98	Panama City Beach Mixed Use PDA	59.43	1.59	0.09	3.13	0.49	4.72	54.71	4.14	n/a	n/a	n/a	0.4	CE Complete
Breakfast Point	Hwy 98	North Glades	71.37	18.3	0	17.8	13.2	36.1	35.27	4.6	58.3	n/a	n/a		CE Complete
Breakfast Point	Hwy 98	Waterfall	42.62	0.78	0	11.61	2.31	12.39	30.23	9.3	n/a	n/a	n/a		CE Complete
Devils Swamp	Direct to Bay	WaterSound North	101.1	16.99	0.08	12.56	2.3	29.55	71.55	34.17	n/a	n/a	11.72	1.57	CE Complete
Lake Powell	Phillips Inlet	P.C. Bch. Comm. Park	118.1	18.8	0	27.2	1.4	46	72.1	25.8	n/a	7.5	14.5		CE Complete
Lake Powell	Phillips Inlet	WaterSound North	464.52	18.07	0.81	123.3	19.71	141.37	323.15	113.8	n/a	52.84	53.26	0	CE Complete
Totals		Section 18 18 No.	1,712.24	174.58	3.3	387.1	83.08	561.68	1,153.73	438.22	168.56	60.34	298.77	19.2	
Tot_Prj_/	Ac	1	otal Project Ac	res		The same			1114						
HQ		Hiç	h Quality Wetl	ands						n/a				Not A	pplicable
HQ_IMF		High C	tuality Wetland	Impacts						CU_C	E		Conserv	ation Unit C	Conservation Easement

CU_MIT_CE

Onsite_CE

Offsite_CE

LQ

LQ_IMP

UPL

Low Quality Wetlands

Low Quality Wetland Impacts

Uplands

2008 Sub-basin Ledger

FIGURE 2:

Subbasin	Change?	Tot_A	Tot_LQ	Tot_HQ	Tot_LQ_IMP	%**	Tot_HQ_IMP	%**	Tot_LQ_Remain	Tot_HQ_Remain
Highway 98	N	1,850.11	1,043.18	234.78	28.09	2.69	0.81	0.42	1015.61	233.97
Southwest Westbay	N	3,315.62	1,094.67	738.74	31.58	2.88	1.61	0.18	1063.09	737.13
Phillips Inlet	N	3,466.42	746.84	542.8	21.16	2.83	0.81	0.14	725.68	541.99
Direct Runoff Bay	N	2,746.60	1,084.36	576.84	2.3	0.21	0.08	0.01	1,082.06	576.76
Camp Creek	N	798.26	314.64	254.76	0	0	0	0	314.64	254.76
ICW	N	2,913.18	1,311.30	742.69	0	0	0	0	1,311.30	742.69
Intracoastal	N	338.54	74.37	119.47	0	0	0	0	74.37	119.47
Peach Creek	N	0.41	0	0.09	0	0	0	0	0	0.09
Ward Creek	N	2,202.83	1,156,81	520.78	0	0	0	0	1,156.81	520.78
West Laird Drain	N	274.95	102.53	24.12	0	0	0	0	102.53	24.12

^{*} Cumulative through December 31, 2008

^{**} From Total

2008 Conservation Easements

The authorization of the Pier Park Northeast commercial project was pending at the end of the 2008. Recording of the required conservation easements for this proposed project is pending, following receipt of authorization.

MITIGATION BANKS

Required mechanical operations were undertaken as directed by the mitigation banking instruments (MBI) for Breakfast Point and Devils Swamp Mitigation Banks. At Breakfast Point, canopy reduction was undertaken within Phases 2 and 4, through selective logging. In addition, Phase 1 was managed with a prescribed burn during 2008. Herbicide treatments were applied to torpedo grass (Panicum repens) along the roadsides within various areas. In addition, a total of 57 feral hogs were removed from the Breakfast Point Mitigation Bank during December, 2008. Based upon completion of management requirements within the mitigation banking instrument for Breakfast Point Mitigation Bank, a total of 74.86 credits were released from Phase 1 during 2008.

At Devils Swamp Mitigation Bank, a prescribed burn was conducted during 2008 within Phase 1. Based upon completion of management requirements within the mitigation banking instrument for Devils Swamp Mitigation Bank, a total of 161.9 credits were released from Phase 1 & 2 during 2008.

OTHER MITIGATION

During 2008, required land enhancement activities continued within designated Conservation Units. Specifically, portions of the Southwest West Bay, South American Swamp, and Lake Powell Headwaters Conservation Units were managed by canopy removal, either through selective harvest or mechanical walk-down and roller chopping. In addition, areas within each of these Conservation Units were treated with prescribed burns during 2008.

Breakfast Point Mitigation Bank

FDEP Permit Number 0227473-001

December 31, 2008

Name	Release Mod / Impact Permit #	Issuing Agency	Ledger Modification	Credits Added	Credits Used	Balance
ВРМВ	Release Phase I	FDEP	3-17-2006	16.63		16.63
ВРМВ	Release Phase II	FDEP	3-17-2006	59.66	以此人,此类	76.29
NG	03-0233723-002-EA	FDEP	3-27-2006		8.6	67.69
HW	03-244084-002-EA	FDEP	3-28-2006		6.48	61.21
PCBCP	03-0209847-005-EA	FDEP	3-29-2006		6.28	54.93
BRE	03-270076-003-EA	FDEP	1-29-2007		0.21	54.72
PPDE	03-02363383-001-DF	FDEP			0.3	54.42
FBPT	03-0201003-003-DF	FDEP			0.8	53.62
PPLR	03-0236383-001-EA	FDEP	5-2-2007		6.58	47.04
K-8	03-0258023-006-EA	FDEP	11-28-2007		0.96	46.08
MUD	03-0258023-009-EA	FDEP	11-28-2007		0.40	45.68
ВРМВ	Release Phase I	FDEP	3-25-2008	74.86		120.54
PPNW*	03-0261615-007-EA	FDEP	*Credit deduction at time of construction		1.33*	119.21*
WBL*	03-0064847-003-EA	FDEP	*Credit deduction at time of construction		8.13*	111.08*
PPNE	03-293114-001-EA (PENDING)	FDEP	PENDING		5.20	105.88

Breakfast Point Mitigation Bank

U.S. Army Corps of Engineers # SAJ-2004-1865 (NW-GAH)

December 31, 2008

Name	Release Mod / Impact Permit #	Issuing Agency	Ledger Modification	Credits Added	Credits Used	Balance
врмв	Release Phase I	COE		16.63		16.63
ВРМВ	Release Phase II	COE		59.66	A TANK	76.29
NG	SAJ-2004-8077	COE			8.6	67.69
HW	SAJ-2004-10294	COE			6.48	61.21
PCBCP	SAJ-2004-3965	COE			6.28	54.93
WTRFL	SAJ-2004-7095	COE			1.5	53.43
FBPTR	SAJ-2004-8222	COE			0.8	52.63
PPDE	SAJ-2004-8221	COE			0.32	52.31
BRE	SAJ-2006-6671	COE			0.21	52.10
PPLR	SAJ-2006-9182	COE			6.58	45.52
K-8	SAJ-2006-6658	COE			0.96	44.56
MUD	SAJ-2007-1364	COE			0.40	44.16
ВРМВ	Release Phase I	COE		74.86		119.02
WBL*	SAJ-2006-6276	COE			7.48*	111.54*
PPNW*	SAJ-2007-05543	COE			1.33*	110.21*
PPNE	SAJ-2008-04490 ([PENDING)	COE	PENDING		5.2	105.01

Devil Swamp Mitigation Bank FDEP Permit Number 0227475-001 January 17, 2008

Total Potential Credits = 526.8*

Name	Release Mod / Impact Permit #	Issuing Agency	Ledger Modification	Credits Added	Credits Used	Balance
DSMB	Release Phase I	FDEP	July 9, 2007	46.3		46.3
WSN	0221322-019-EA	FDEP	Nov. 28, 2007		1.57	44.73
DSMB	Release Phase I & II	FDEP	March 25, 2008	161.9		206.63

Devil Swamp Mitigation Bank U.S. Army Corps of Engineers Permit Number SAJ-2004-1864 January 17, 2008

Total Potential Credits = 526.8*

Name	Release Mod / Impact Permit #	Issuing Agency	Ledger Modification	Credits Added	Credits Used	Balance
DSMB	Release Phase I	COE		46.3		46.3
WSN	SAJ-2002-679	COE			1.57	44.73
DSMB	Release Phase I & II	COE	March 25, 2008	161.9		206.63

GIS Map

