

POST OFFICE BOX 296.
LARGO, FLORIDA
33779-0296

CITY of LARGO



123

LARGO, FLORIDA EST. 1905

January 5, 2012

RE: City of Largo Ordinance No. 2012-22

Dear Sir/Madam:

I have enclosed a copy of Ordinance No. 2012-22, adopted by the Largo City Commission on January 3, 2012, adopting an amended development order for the Bay Area Outlet Mall DRI No. 123.

Please feel free to contact me at 727-587-6710 with any questions.

Sincerely,

Diane L. Bruner, CMC
City Clerk

Enclosure

ORDINANCE NO. 2012-22

AN ORDINANCE OF THE CITY OF LARGO, FLORIDA, ADOPTING AN AMENDED DEVELOPMENT ORDER FOR THE BAY AREA OUTLET MALL DEVELOPMENT OF REGIONAL IMPACT (DRI) NO. 123; PROVIDING FOR SEVERABILITY; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, on January 22, 1985, Kraft Entities, Incorporated filed an Application for Development Approval (ADA) of a Development of Regional Impact (DRI) with the Pinellas County Board of County Commissioners, as stipulated in Circuit Civil Stipulation Agreement No. 84-8951-15, dated August 24, 1984, and pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on April 8, 1986, Pinellas County issued Resolution No. 86-155 granting development approval of the Bay Area Outlet Mall, Phases I and II; and

WHEREAS, on February 23, 1988, Pinellas County approved Resolution No. 88-65 amending Resolution No. 86-155 authorizing construction of a rear access drive at the option of the Developer; and

WHEREAS, on May 2, 1989, Pinellas County approved Resolution No. 89-176 amending Resolution No. 86-155 authorizing the relocation of an existing ingress-egress drive on the west perimeter abutting U.S. Highway 19, approximately 300 feet to the south, along with associated drainage improvements; and

WHEREAS, on September 10, 1991, Pinellas County approved Resolution No. 91-30 amending Resolution No. 86-155 approving a Notification of Proposed Change (NOPC) extending the build-out date for Phase II until November 1, 1997, at which time the Development Order was to expire; and

WHEREAS, on December 23, 1997, Pinellas County approved Resolution No. 97-372 amending Resolution No. 86-155 approving the deletion of Subsections 5 through 8 of Article IV (D), adding a provision that, "should the transportation impact fees exceed the credits available, the Developer or another person or entity developing the property shall be responsible for paying the additional impact fees;" and extending the Development Order to the year 2005; and determining that such changes were not a Substantial Deviation; and

WHEREAS, on April 6, 1993 and January 6, 1998, the City of Largo annexed the Sears Furniture Store and Ruby Tuesday Restaurant by Ordinance Nos. 93-14 and 98-32 respectively, parcels which were developed as part of the Bay Area Outlet Mall DRI; and

WHEREAS, on January 19, 1999, pursuant to Subsection 380.06(15)(h), Florida Statutes, requiring that if property subject to a DRI "...is annexed by another local jurisdiction, the annexing jurisdiction shall adopt a new development order that incorporates all previous rights and obligations specified in the prior Development Order," the City of Largo adopted Ordinance No. 99-29 approving the development order for the Bay Area Outlet Mall DRI; and

WHEREAS, on September 23, 2005, KB Crossroads LLC, pursuant to Subsection 380.06(19), Florida Statutes, filed a NOPC to amend the Development Order for the Bay Area Outlet Mall DRI; and

WHEREAS, on February 19, 2008 the City of Largo adopted Ordinance No. 2008-14 approving the NOPC and amending the Bay Area Outlet Mall Development Order to allow for the redevelopment of the Bay Area Outlet Mall site into a single phased mixed use project, extending the build-out and expiration date for the Mall site's redevelopment to December 31, 2010, providing a new revised Map H, establishing a Land Use Equivalency Matrix, adding additional retail/commercial entitlements, including

office and residential as approved uses with associated entitlements, and modifying the Development Order conditions to provide for mitigation for transportation, school and parkland impacts; and

WHEREAS, on January 7, 2010 the City of Largo approved, pursuant to Florida Senate Bill 360 (2009 legislation), a two year extension for the Bay Area Outlet Mall Development Order extending the build out date and expiration date from December 31, 2010 to December 31, 2012; and

WHEREAS, on July 25, 2011 the City of Largo approved, pursuant to Subsection 380.06(19)(c)2, Florida Statutes (House Bill 7207), an additional four year extension for the Bay Area Outlet Mall Development Order extending the build out date and expiration date from December 31, 2012 to December 31, 2016; and

WHEREAS, on October 13, 2011, KB Crossroads LLC, pursuant to Subsection 380.06(19), Florida Statutes, filed a NOPC to amend the Development Order for the Bay Area Outlet Mall DRI to update and modify the Equivalency Matrix, as described in Exhibit "B," which is attached hereto and made a part hereof, to allow a conversion of existing approved entitlements from "Condominium" to "Apartments," to provide a new revised Map H, as described in Exhibit "A," which is attached hereto and made a part hereof, to reflect changes contemplated in current site plans submitted to the City of Largo for the site and revising the footnotes and notes on map H; and

WHEREAS, the notice requirements of Section 380.06. Florida Statutes, have been satisfied and the City Commission of the City of Largo, Florida has, on this 6th day of December, 2011 and 3rd day of January, 2012, held hearings on the NOPC and has heard and considered testimony and documents received thereon.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COMMISSION OF LARGO THAT:

Section 1. Findings of Fact. The City Commission, having received the above referenced documents, and having received all related documents, testimony and evidence submitted by all persons and members of the general public, finds that there is substantial competent evidence to support the following facts:

A. KB Crossroads, LLC (Developer) submitted to the City of Largo a Notice of Proposed Change (NOPC) on October 13, 2011; and

B. The DRI development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes; and

C. The Development is consistent with the local comprehensive plan and substantially consistent with the local land development regulations; and

D. All statutory procedures have been adhered to; and

E. The findings of fact and conclusions of law made in the Development Order, as amended, are hereby reaffirmed and are incorporated herein by reference, provided, however, that to the extent that a finding of fact or conclusion of law in the Development Order adopted by Resolution No. 86-155, or any amendment thereto, conflicts with another finding or conclusion in a different amendment, the more recent in time shall control; and

F. The approved changes approved herein will not result in any additional, unmitigated regional impacts.

Section 2. Conclusions of Law. The City Commission having made the above findings of fact, reaches the following conclusions of law:

A. That the City of Largo City Commission has jurisdiction in this matter; and

B. That these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record of these proceedings, the Developer and/or its assigns, or successors' interest, is authorized to conduct the Development as described in Development Order No. 86-155, as amended; and

C. The review by the City of Largo, the Tampa Bay Regional Planning Council and other applicable agencies and interested citizens indicates that potential impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Development Order; and

D. The Bay Area Outlet Mall Development Order, as amended hereby, is consistent with the adopted Comprehensive Plan of the City of Largo and developed in accordance with this Development Order, as amended, will not unreasonably interfere with achievement of the objectives of the adopted State Land Development Plan applicable to the area.

Section 3. Order. That having made the above findings of fact and drawing the above conclusions of law, it is ordered that:

Section 3.1. Subsection O of Article III, General Provisions, of Resolution No. 86-155 as amended through Ordinance Nos. 99-29 and 2008-14 are amended to read as follows:

This Order shall remain in effect until December 31, 2016. Any development activity wherein plans have been submitted to the City for its review and approval prior to the expiration date of this Order may be completed, if approved. If an extension is requested beyond the identified build out date, the Developer shall provide additional transportation analysis for submission and review in accordance with Section 380.06 F.S.

Section 3.2. Subsection A of Article IV, Condition of Development Approval, of Resolution No. 86-155 as amended through Ordinance Nos. 99-29 and 2008-14 is amended to read as follows:

A. Entitlement. The Development Order is amended to update and modify the Equivalency Matrix, as described in Exhibit B, to allow a conversion of certain existing approved entitlements from "Condominium" to "Apartments." The development is approved for the following entitlements: Retail 646,460 square feet gross leasable area; Office 30,000 square feet gross leasable area ; Residential Condominiums 258 dwelling units or Apartments utilizing the Equivalency Matrix attached as Exhibit B.

The development plan is attached as Exhibit A and "titled Revised Map H" and depicts the entitlements authorized, the build-out date for the DRI and the general geographic areas upon which the entitlements will be located. The entitlements provided for herein consolidate all previously approved entitlements into a single phase of development and provide for redevelopment of a portion of the previously developed site. Map H is amended, as depicted on Exhibit A, as follows: (i) the proposed Transit Facility is relocated to the southern portion of the site; (ii) two (2) roadways formally identified as "Service Drives" under Ordinance No. 2008-14 are no longer limited to that use, the amendment removes the reference to two "Service Drives"; and (iii) the access driveway

formally labeled "New Entry", located south of the westernmost out-parcel, is changed from a "right in/right out" access driveway to a "right in" only access driveway.

Development entitlements may be utilized as described in Exhibit A or may be completed in amounts as determined pursuant to the Equivalency Matrix attached as Exhibit B.

In the event the Equivalency Matrix is utilized, the Tampa Bay Regional Planning Council and the Florida Department of Economic Opportunity shall be notified a minimum of fourteen (14) days prior to approval of any conversions of entitlements by the City. Any such conversions shall be identified in the subsequent Annual Report.

Section 3.3. Subsection E of Article IV, Conditions of Approval shall be created to read as follows:

Open Space (Parks) and Schools. The proposed 258 apartments/condos are estimated to generate 78 students based upon information furnished by Pinellas County Schools (0.30 students per unit). This impact may be mitigated by participation by the Developer in any uniformly applied mitigation program adopted by the Pinellas County School Board and the City of Largo in effect at the time of construction of the residential units. If residential units are developed, mitigation of the project's impact on available parkland will be addressed through compliance with the City of Largo's parkland requirements as provided in Section 6600 of the City of Largo Comprehensive Development Code and as implemented and interpreted by the City.

Section 4. Definitions. The definitions contained in Chapter 380, Florida Statutes, shall control the interpretation and construction of any terms of the Development Order.

Section 5. Development Order, As Amended. Resolution No. 86-155, as amended by Resolution No. 88-65, Resolution No. 89-176, Resolution No. 91-30, and Resolution No. 97-372 shall continue, collectively, as shall the Development Order as approved and amended by the Largo City Commission in Ordinance No. 99-29 and Ordinance No. 2008-14. All provisions of the amended Development Order not amended by this ordinance shall remain in full force and effect.

Section 6. Government Agencies. It is understood that any reference herein to any governmental agencies shall be construed to mean any future instrumentality which may be created or designed as successor in interest to, or which otherwise possesses any of the powers and duties of any referenced governmental agency in existence on the effective date of this ordinance.

Section 7. Severability. In the event any portion or section of this ordinance is determined to be invalid, illegal, or unconstitutional by a court or agency of competent jurisdiction, such decision shall in no matter affect the remaining portions or sections of this Ordinance which shall remain in full force and effect.

Section 8. Transmittals. The City Clerk is directed to send copies of this ordinance, within 5 (five) days of its becoming law, to the present property owners subject to the Development Order as amended, the Florida Department of Economic Opportunity (Bureau of Community Planning), and the Tampa Bay Regional Planning Council.

Section 9. Effective Date. This ordinance shall take effect immediately upon its final passage and adoption.

APPROVED ON FIRST READING December 6, 2011

PASSED AND ADOPTED ON
SECOND AND FINAL READING January 3, 2012

ATTEST:



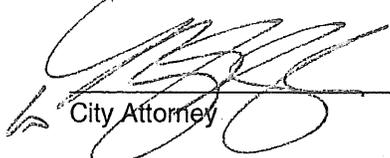
City Clerk





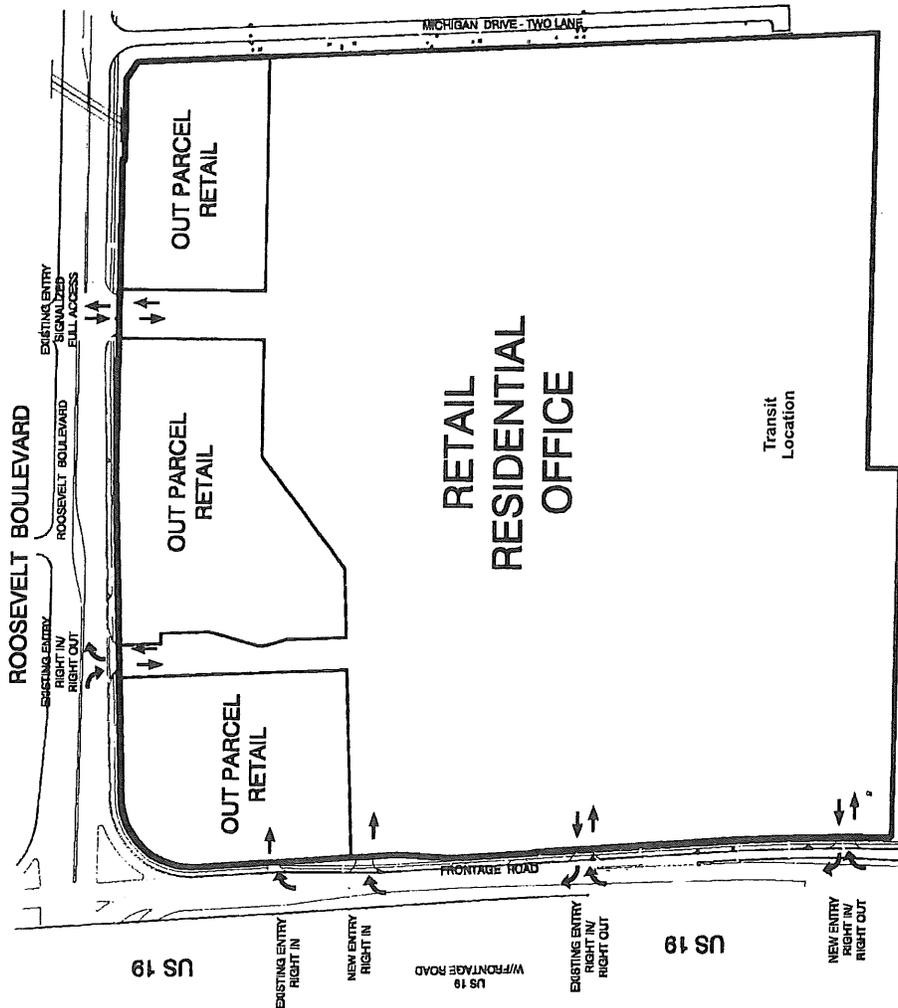
Mayor

REVIEWED AND APPROVED:



City Attorney

EXHIBIT "A"



LAND USE ENTITLEMENTS

RETAIL 646,460 gla (1)

OFFICE 30,000 gla

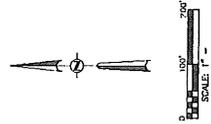
RESIDENTIAL - CONDOMINIUM 258 dms

(1) Includes 72,460 gla constructed on the Retail outparcels

FOOTNOTES

1. Buildout date is December 31, 2016.
2. Entitlements may be modified in accordance with Equivalency Matrix which permits changes in land use amounts and adds Apartments as an approved use.
3. Office may be developed in multi-buildings.
4. Residential to be in accordance with the Land Use Code 232 - Condominium, three stories or greater, or ITE Land Use Code 230 - Apartments.

Map H
 Bay Area Outlet Mall
 Largo, Florida



Revised
 November, 2011

Coen Company
 Planning & Transportation Services
 P.O. Box 10658 Tampa, Florida 33679-0658
 Phone: 813.877.7969 Fax: 813.877.7699

EXHIBIT "B"

**Table 1 (updated 12/11)
EQUIVALENCY MATRIX'
BAY AREA OUTLET MALL**

CHANGE TO	CHANGE FROM				MINIMUM	MAXIMUM
	OFFICE	RETAIL	CONDOMINIUM	CONDOMINIUM		
OFFICE		914.70 sf/ksf	84.20 sf/du		20,000 sf	45,000 sf
RETAIL	1,093.20 sf/ksf		92.10 sf/du		460,000 sf	656,460 sf
CONDOMINIUM	11.87 du/ksf	10.86 du/ksf			180 dus*	350 dus*
APARTMENT	7.75 du/ksf	7.09 du/ksf	0.65 du/du		180 dus*	350 dus*

* - The overall residential uses shall fall in the range of 180 dus (minimum) to 350 dus (maximum), regardless of housing type selected.

1. Land use exchanges are based on net external two-way p.m. peak hour project traffic. Use of this matrix shall be limited by the minimums and maximums identified above to ensure that impacts for transportation, water, wastewater, solid waste, and affordable housing are not exceeded.

#123

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LARGO, FLORIDA
33779-0296

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LARGO, FLORIDA EST. 1905

Community Development Department
Carol Stricklin, AICP, Director

Administration (727) 586-7490
FAX (727) 587-6765

July 25, 2011

Gina K. Grimes, Esq.
Hill Ward Henderson
101 E. Kennedy Blvd # 3700
Tampa, Florida 33602

RE: Bay Area Outlet Mall DRI Extension

Dear Ms. Grimes:

This letter serves as a response to your June 29, 2011 correspondence regarding the Bay Area Outlet Mall DRI – Application of the four (4) year extension approved by House Bill 7207 in 2011.

We have researched the applicability of the automatic four-year extension provided for in House Bill 7207 to the Bay Area Outlet Mall DRI and have concluded that the automatic four-year extension is applicable to this particular project. House Bill 7207, now codified in Florida Statute Section 380.06(19)(c)2 states, "In recognition of the 2011 real estate market conditions, at the option of the developer, all commencement, phase, buildout, and expiration dates for projects that are currently valid developments of regional impact are extended for 4 years regardless of any previous extension. Associated mitigation requirements are extended for the same period unless, before December 1, 2011, a governmental entity notifies a developer that has commenced any construction within the phase for which the mitigation is required that the local government has entered into a contract for construction of a facility with funds to be provided from the development's mitigation funds for that phase as specified in the development order or written agreement with the developer. The 4-year extension is not a substantial deviation, is not subject to further development-of-regional-impact review, and may not be considered when determining whether a subsequent extension is a substantial deviation under this subsection. The developer must notify the local government in writing by December 31, 2011, in order to receive the 4-year extension."

This letter acknowledges receipt of the notice of extension, dated June 29, 2011 for the above referenced Development of Regional Impact (DRI) development order. The Community Development Department finds that the DRI development order is eligible for the extension and the project is in compliance with the conditions of the development order. Therefore, the expiration date for SPR 01-07-25 is extended for four years from the current expiration date of December 31, 2012 until December 31, 2016. The DRI development order shall continue to be governed by the rules and regulations in effect at the time the permit was issued, except when it can be demonstrated that the rules or regulations in effect at the time the permit was issued would create an immediate threat to public safety or health.

Sincerely,

Carol Stricklin, AICP
Community Development Director
Development Controls Officer

#123

POST OFFICE BOX 296,
LARGO, FLORIDA
33779-0296

CITY *of* LARGO



LARGO, FLORIDA EST. 1905

Mr. John Meyer, DRI Coordinator
Tampa Bay Regional Planning Council
4000 Gateway Centre Boulevard, Suite 100
Pinellas Park, Florida 33782

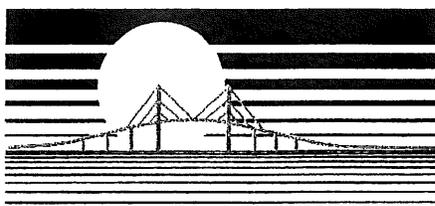
Subject: DRI #123-Bay Area Outlet Mall

Dear Mr. Meyer,

I am sending you a copy of an approval letter from the City of Largo to Gina Grimes, representing KB Crossroads, LLC. KB Crossroads, LLC has requested and been granted a four year extension based on House Bill 7207 for the Bay Area Outlet Mall site. I have also attached a copy of your letter to Ms. Grimes dated July 5, 2011. Please feel free to contact me if you have any concerns or questions.

Sincerely,

Cky Ready



Tampa Bay Regional Planning Council

Chair

Vice Mayor William D. Dodson

Vice-Chair

Commissioner Larry Bustle

Secretary/Treasurer

Mayor Robert Minning

Executive Director

Manny Pumariega

July 5, 2011

Gina Grimes, Esq.
Hill Ward Henderson
3700 Bank of America Plaza
101 E. Kennedy Boulevard
Tampa, FL 33602-5195

Subject: DRI #123 - Bay Area Outlet Mall, City of Largo, 4-Year Buildout Date/Development Order Expiration Date Extension

Dear Ms. Grimes:

The Tampa Bay Regional Planning Council is in recent receipt of your correspondence dated June 29, 2011. In your letter, you requested a further four year extension of the buildout date (and corresponding Development Order expiration date) for the above-referenced project in association with a provision of HB 7207. Cognizant of the fact that HB 7207 was approved as part of the 2011 legislative session and subsequently signed into law by the Governor, and by receipt of your referenced correspondence, Council staff will immediately update our records to reflect the requested extensions for the Bay Area Outlet Mall DRI.

In this particular case, Council records will reflect that the revised buildout date of December 31, 2016 and the revised Development Order expiration date of the same for the project.

Please note by copy of this correspondence, Council staff hereby additionally requests a copy of the local government's concurrence (in the form of a letter, Ordinance or Resolution), once established, recognizing such extensions for our records and corresponding Development Order file.

If you should have any question(s), please do not hesitate to contact me.

Sincerely,


John M. Meyer
DRI Coordinator

cc: Carol Stricklin, City of Largo
Brenda Winningham, FDCA

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LARGO, FLORIDA
33779-0296

CITY of LARGO



LARGO, FLORIDA EST. 1905

Community Development Department
Carol Stricklin, AICP, Director

Administration (727) 586-7490
FAX (727) 587-6765

July 25, 2011

Gina K. Grimes, Esq.
Hill Ward Henderson
101 E. Kennedy Blvd # 3700
Tampa, Florida 33602

RE: Bay Area Outlet Mall DRI Extension

Dear Ms. Grimes:

This letter serves as a response to your June 29, 2011 correspondence regarding the Bay Area Outlet Mall DRI – Application of the four (4) year extension approved by House Bill 7207 in 2011.

We have researched the applicability of the automatic four-year extension provided for in House Bill 7207 to the Bay Area Outlet Mall DRI and have concluded that the automatic four-year extension is applicable to this particular project. House Bill 7207, now codified in Florida Statute Section 380.06(19)(c)2 states, "In recognition of the 2011 real estate market conditions, at the option of the developer, all commencement, phase, buildout, and expiration dates for projects that are currently valid developments of regional impact are extended for 4 years regardless of any previous extension. Associated mitigation requirements are extended for the same period unless, before December 1, 2011, a governmental entity notifies a developer that has commenced any construction within the phase for which the mitigation is required that the local government has entered into a contract for construction of a facility with funds to be provided from the development's mitigation funds for that phase as specified in the development order or written agreement with the developer. The 4-year extension is not a substantial deviation, is not subject to further development-of-regional-impact review, and may not be considered when determining whether a subsequent extension is a substantial deviation under this subsection. The developer must notify the local government in writing by December 31, 2011, in order to receive the 4-year extension."

This letter acknowledges receipt of the notice of extension, dated June 29, 2011 for the above referenced Development of Regional Impact (DRI) development order. The Community Development Department finds that the DRI development order is eligible for the extension and the project is in compliance with the conditions of the development order. Therefore, the expiration date for SPR 01-07-25 is extended for four years from the current expiration date of December 31, 2012 until December 31, 2016. The DRI development order shall continue to be governed by the rules and regulations in effect at the time the permit was issued, except when it can be demonstrated that the rules or regulations in effect at the time the permit was issued would create an immediate threat to public safety or health.

Sincerely,

Carol Stricklin, AICP
Community Development Director
Development Controls Officer

POST OFFICE BOX 296,
LARGO, FLORIDA
33779-0296

CITY of LARGO



#123

LARGO, FLORIDA EST. 1905

Community Development Department
Carol Stricklin, AICP, Director

Administration (727) 586-7490
FAX (727) 587-6765

January 7, 2010

Greg Duff, Project Manager
BoulderVenture South, LLC
2226 State Road 580
Clearwater, FL 33763-1126

RE: Notice of Extension of Approved Development Order DRI#123 – Bay Area Outlet Mall

Dear Mr. Duff:

This letter acknowledges receipt of the notice of extension, dated December 21, 2009, for the above referenced Development of Regional Impact (DRI) development order pursuant to Section 14, Chapter 2009-96, Laws of Florida. The Community Development Department finds that the DRI development order is eligible for the extension because the expiration date of the development order is between September 1, 2008 and January 1, 2012 and the project is in compliance with the conditions of the development order. Therefore, the expiration date for SPR 01-07-25 is extended for two years until December 31, 2012. The DRI development order shall continue to be governed by the rules and regulations in effect at the time the permit was issued, except when it can be demonstrated that the rules or regulations in effect at the time the permit was issued would create an immediate threat to public safety or health. In the event that Chapter 2009-96 or the provisions pertaining to extensions of development orders are invalidated by a court of law or repealed by the legislature, the extension shall likewise be invalid. Your letter also requests extension of the Development Agreement with the City of Largo. The Development Agreement is not eligible for the extension because it does not constitute a Development Order and does not have an expiration date between September 1, 2008 and January 1, 2012.

If you have any questions or if I can be of further assistance, please do not hesitate to contact me.

Very Truly Yours,

Handwritten signature of Carol Stricklin in cursive.

Carol Stricklin, AICP
Director

c: John M. Meyer, Tampa Bay Regional Planning Council
Case File



123

**BoulderVenture
South LLC**

2226 State Road 580
Clearwater, FL 33763-1126
ph 727.499.2226
fx 727.499.2227
develop@boulderventure.net

December 21, 2009

State of Florida
Department of Community Affairs
Division of Resource Planning and Management
Bureau of State Planning
2555 Shumard Oak Blvd.
Tallahassee, FL 32399-2100

RE: DRI # 123 - Bay Area Outlet Mall
Development: Bay Area Outlet Mall aka Largo Town Center
Location: City of Largo, Pinellas County
Developer: BoulderVenture South, LLC
Attn: Robert E. Schmidt, Jr
2226 State Road 580
Clearwater, FL 33763
727.499.2226

Pursuant to Senate Bill 360 we are hereby requesting an extension of all development orders, agreements and permits for the above referenced development.

Specifically the Development Order (D.O.) issued on April 8, 1986 along with amendments vesting four hundred twelve thousand, three hundred and three (412,303) square-feet of a regional mall. Also to include the N.O.P.C. approved by the Tampa Bay Regional Planning Council December 10, 2007 under Section 380.06(19) of the Florida Statue to amend the Development of Regional Impact (D.R.I.), and the Development Order rendered to D.C.A. by the City of Largo, March 21, 2008. Per the approved N.O.P.C. the property has approved concurrency for 646,460 sfgla Retail; 30,000 sf Office and 258 dus residential, with a build-out date of December 31, 2010.

We are requesting a two (2) year extension to the build-out date.

Thank you

Greg Duff, Project Manager
BoulderVenture South LLC

cc: Tampa Bay Regional Planning Council
City of Largo
Robert E. Schmidt, Jr.

ORDINANCE NO. 2008-14

AN ORDINANCE OF THE CITY OF LARGO, FLORIDA, ADOPTING AN AMENDED DEVELOPMENT ORDER FOR THE BAY AREA OUTLET MALL DEVELOPMENT OF REGIONAL IMPACT (DRI) NO. 123; PROVIDING SEVERABILITY, PROVIDING AN EFFECTIVE DATE

WHEREAS, on January 22, 1985, Kraft Entities Incorporated filed an Application for Development Approval (ADA) of a Development of Regional Impact (DRI) with the Pinellas County Board of County Commissioners, as stipulated in Circuit Civil Stipulation Agreement No. 84-8951-15, dated August 24, 1984, and pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on April 8, 1986, Pinellas County issued Resolution No. 86-155 granting development approval of the Bay Area Outlet Mall, Phases I and II; and

WHEREAS, on February 23, 1988, Pinellas County approved Resolution No. 88-65 amending Resolution No. 86-155 authorizing construction of a rear access drive at the option of the Developer; and

WHEREAS, on May 2, 1989, Pinellas County approved Resolution No. 89-176 amending Resolution No. 86-155 authorizing the relocation of an existing ingress-egress drive on the west perimeter abutting U.S. Highway 19 approximately 300 feet to the south along with associated drainage improvements; and

WHEREAS, on September 10, 1991, Pinellas County approved Resolution No. 91-301 amending Resolution No. 86-155 approving a Notification of Proposed Change (NOPC) extending the build-out date for Phase II until November 1, 1997, at which time the Development Order was to expire; and

WHEREAS, on December 23, 1997, Pinellas County approved Resolution No. 97-372 amending Resolution No. 86-155 approving the deletion of Subsections 5 through 8 of Article IV (D), adding a provision that, "should the transportation impact fees exceed the credits available, the Developer or another person or entity developing the property shall be responsible for paying the additional impact fees;" and extending the Development Order to the year 2005; and determining that such changes were not a Substantial Deviation; and

WHEREAS, on April 6, 1993 and January 6, 1998, the City of Largo annexed the Sears Furniture Store and Ruby Tuesday Restaurant by Ordinance Nos. 93-14 and 98-32 respectively, parcels which were developed as part of the Bay Area Outlet Mall DRI; and

WHEREAS, on January 19, 1999, pursuant to Subsection 380.06(15)(h), Florida Statutes (1998 Supplement), requiring that if property subject to a DRI "...is annexed by another local jurisdiction, the annexing jurisdiction shall adopt a new development order that incorporates all previous rights and obligations specified in the prior development order," the City of Largo adopted Ordinance No. 99-29 approving the development order for the Bay Area Outlet Mall DRI; and

WHEREAS, on September 23, 2005, KB Crossroads LLC, pursuant to Subsection 380.06(19), Florida Statutes, filed a Notice of Proposed Change (NOPC) to amend the Development Order for the Bay Area Outlet Mall DRI; and

WHEREAS, KB Crossroads LLC proposes in the NOPC to further amend the development order to facilitate redevelopment of the Bay Area Outlet Mall site into a mixed use project, extend the build-out and expiration date for the Mall site's redevelopment to November 1, 2010, provide a new Map H, establish an Equivalency Matrix, add additional commercial and new office entitlements, and include residential as an approved use; and

WHEREAS, the notice requirements of Section 380.06, Florida Statutes, have been satisfied and the City Commission of the City of Largo, Florida has, on this 5th day of February, 2008 and 19th day of February, 2008, held hearings on the NOPC and has heard and considered testimony and documents received thereon.

NOW, THEREFORE, THE CITY OF LARGO HEREBY ORDAINS:

Section 1. Findings of Fact. The City Commission, having received the above referenced documents, and having received all related documents, testimony and evidence submitted by all persons and members of the general public, finds that there is substantial competent evidence to support the following facts:

A. KB Crossroads, LLC (Developer) submitted to the City of Largo a Notice of Proposed Change (NOPC) on September 23, 2005 and four Responses to Request for Additional Information in March 2006, October 2006, January 2007, April 2007, July 2007, September 2007, and October 2007, which were attached hereto as Composite Exhibit C and incorporated herein by reference.

B. The DRI development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes (1998 Supplement).

C. The Development is consistent with the local comprehensive plan and substantially consistent with the local land development regulations.

D. All statutory procedures have been adhered to.

E. The findings of fact and conclusions of law made in the Development Order as amended are hereby reaffirmed and are incorporated herein by reference, provided; however, that to the extent that a finding of fact or conclusion of law in the Development Order adopted by Resolution No. 86-155, or any amendment thereto, conflicts with another finding or conclusion in a different amendment, the more recent in time shall control.

F. The approved changes approved herein will not result in any additional, unmitigated regional impacts.

Section 2. Conclusions of Law. The City Commission having made the above findings of fact, reaches the following conclusions of law:

A. That the City Commission has jurisdiction in this matter;

B. That these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record of these proceedings, the Developer and/or its assigns, or successors interest, is authorized to conduct the Development as described in Development Order No. 86-155 as amended.

C. The review by the City of Largo, the Tampa Bay Regional Planning Council and other applicable agencies and interested citizens indicates that potential impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Development Order.

D. The Bay Area Outlet Mall Development Order, as amended hereby, is consistent with the adopted Comprehensive Plan of the City of Largo and developed in accordance with this Development Order, as amended, will not unreasonably interfere with achievement of the objectives of the adopted State Land Development Plan applicable to the area.

Section 3. Order. That having made the above findings of fact and draws the above conclusions of law, it is ordered:

Section 3.1. Subsection O of Article III, General Provisions, of Resolution No. 86-155 as amended through Ordinance No. 99-29 is amended to read as follows:

This Order shall remain in effect until December 31, 2010. Any development activity wherein plans have been submitted to the City for its review and approval prior to the expiration date of this Order may be completed, if approved. Any extension requested

beyond the identified build out date shall require further transportation analysis, submitted and reviewed in accordance with Section 380.06 F.S.

Section 3.2. Subsection L, of Article III, General Provisions, shall be amended to add:

5. Annual p.m. peak hour traffic counts of all project driveways shall be provided within each annual report. The approved project p.m. peak hour external vehicle trips are 2,227 vph (1,046 vph inbound/1,181 vph outbound).

6. A monitoring program will be necessary to verify that the actual number of trips generated by Bay Area Outlet Mall is reflective of the transportation analysis and subsequently prescribed mitigative measures instituted by the developer. The program shall provide annual p.m. peak hour project driveway counts at all project entrance driveway intersections with public roadways (including U.S. 19 Service Drive and Roosevelt Boulevard). The monitoring program shall commence upon completion of 50 percent of the project, or the equivalent, in terms of trip generation. Monitoring shall continue on an annual basis until project buildout. The monitoring shall be conducted a maximum of two months prior to each respective annual report submittal.

The monitoring program shall consist of weekday p.m. peak hour direction counts from 4:00 to 6:00 p.m., with subtotals at 15-minute increments, at all project entrance driveways with public roadways (including U.S. 19 Service Drive and Roosevelt Boulevard). Only turns to and from the project entrances need to be counted (through volumes on the public roadways will not be required). The sum of the project entrance trips will be totaled in 15-minute increments and the highest of four consecutive 15-minute totals will be summed to determine the project's total p.m. peak hour traffic volume. This total will include net external trips, and pass-by-trips of the Bay Area Outlet Mall development. The total p.m. peak hour project traffic was estimated to be 1,757 net external and 470 pass-by trips for a total driveway volume of 2,227 trips.

The required monitoring data shall be included in each Annual Report. If the monitoring results demonstrate that the project is generating more than fifteen (15) percent above the number of trips estimated in the original analysis (as stated above) or an Annual Report is not submitted within 30 days of its due date, the City of Largo shall issue no further development permits and conduct a substantial deviation determination pursuant to Subsection 380.06(19), F. S. As a result, the City of Largo may amend the Development Order to change or require additional roadway improvements. The revised Transportation Analyses, if required, shall be subject to review by all appropriate review entities.

Section 3.3. Subsection A of Article IV, Condition of Development Approval, of Resolution No. 86-155 as amended through Ordinance No. 99-29 is amended to read as follows:

A. Entitlement. The development is approved for the following entitlements: Retail 646,460 square feet gross leasable area, Office 30,000 square feet, Residential Condominiums 258 dwelling units.

The development plan is attached as Exhibit A and titled Revised Map H depicts the entitlements authorized, the build-out date for the DRI and the general geographic areas upon which the entitlements will be located. The entitlements provided for herein consolidate all previously approved entitlements into a single phase of development and provide for redevelopment of a portion of the previously developed site.

Development entitlements may be utilized as described in Exhibit A or may be completed in amounts as determined pursuant to the Trip Equivalency Matrix attached as Exhibit B.

In the event the Trip Equivalency Matrix is utilized, Tampa Bay Regional Planning Council and the Florida Department of Community Affairs shall be notified a minimum of fourteen (14) days prior to approval of any conversions of entitlements by the City. Any such conversions shall be identified in the subsequent Annual Report.

Section 3.4. Subsection B of Article IV, Condition of Approval, of Resolution No. 86-155 as amended through Ordinance No. 99-29 is deleted. A place holder shall be inserted.

Section 3.5. Subsection D of Article IV, Conditions of Approval, of Resolution No. 86-155 as amended through Ordinance No. 99-29 is amended to read as follows:

The Developer at his option shall select and compete one of the mitigation options below prior to completion of fifty percent (50%) of site development activities (exclusive of the Outparcels shown on Map H). The alternatives are:

A. Assist in the construction of an on-site, mid-county, mass transit transfer facility with details and specifics mutually acceptable to the Pinellas Suncoast Transit Authority and the City of Largo; or

B. Payment of a \$9,017,993 proportionate share payment associated with additional project entitlements (i.e., 234,157 sq. ft. of additional Retail, 30,000 sq. ft. of Office and 258 Condominium units).

Section 3.6. Subsection E of Article IV, Conditions of Approval shall be created to read as follows:

Open Space (Parks) and Schools. The proposed 258 apartments/condos are estimated to generate 78 students based upon information furnished by Pinellas County Schools (0.30 students per unit). This impact may be mitigated by participation by the Developer in any uniformly applied mitigation program adopted by the Pinellas County School Board and the City of Largo in effect at the time of construction of the residential units. If residential units are developed, mitigation of the project's impact on available parkland will be addressed through compliance with the City of Largo's parkland requirements as provided in Section 6600 of the Largo Development Code and as implemented and interpreted by the City.

Section 4. Definitions. The definitions contained in Chapter 380, Florida Statutes, shall control the interpretation and construction of any terms of this Development Order.

Section 5. Development Order, As Amended. Resolution No. 86-155, as amended by Resolution No. 88-65, Resolution No. 89-176, Resolution No. 91-30, and Resolution No. 97-372 shall continue, collectively, the Development Order as passed and ordained by the Largo City Commission in Ordinance No. 99-29. All applicable provisions of the Development Order, as amended, shall remain in full force and effect and shall be considered conditions of the Development except as modified by this Order.

Section 6. Government Agencies. It is understood that any reference herein to any governmental agencies shall be construed to mean any future instrumentality which may be created or designed as successor in interest to, or which otherwise possesses any of the powers and duties of any referenced governmental agency in existence on the effective date of this Ordinance.

Section 7. Severability. In the event any portion or section of this Ordinance is determined to be invalid, illegal, or unconstitutional by a court or agency of competent jurisdiction, such decision shall in no matter affect the remaining portions or sections of this Ordinance which shall remain in full force and effect.

Section 8. Transmittals. The City Clerk is directed to send copies of this Ordinance, within 5 (five) days of its becoming law, to the present property owners subject to the Development Order as amended, the Florida Department of Community Affairs (Bureau of State Planning), and the Tampa Bay Regional Planning Council.

Section 9. Effective Date. This Ordinance shall take effect ten (10) days after final enactment.

APPROVED ON FIRST READING February 5, 2008

PASSED AND ADOPTED ON
SECOND AND FINAL READING February 19, 2008

ATTEST:


Heine L. Buener
City Clerk

[Signature]
Mayor

REVIEWED AND APPROVED:

[Signature]
City Attorney

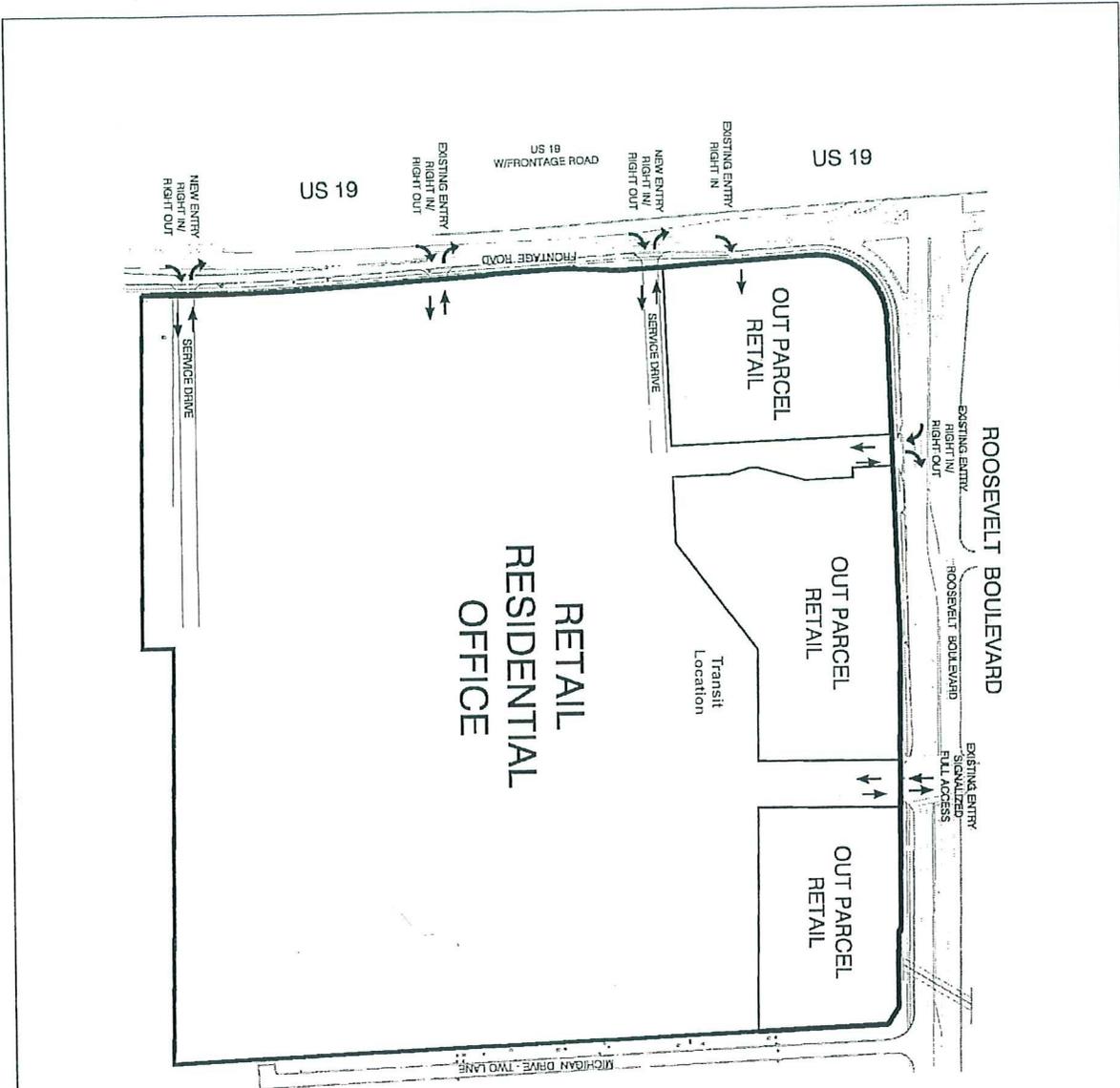
SEAL

A TRUE AND CORRECT COPY ON
RECORD AND FILE IN THE OFFICIAL
RECORDS OF THE CITY OF LARGO,
FLORIDA

BY Heine L. Buener
City Clerk's Office

DATE 03/20/08

TIME 9:45 AM _____ PM



UNIT MIX

RETAIL	646,460 g/a (1)
OFFICE	30,000 g/a
RESIDENTIAL	258 dus (2)

(1) Includes 72,460 g/a constructed on the Retail outparcels
 (2) All Residential will be Condominiums of three stories or greater

LAND USE ENTITLEMENTS

1. Buildout date is December 31, 2010
2. Lake Use may be modified in accordance with Equivalency Matrix
3. Office may be developed in multi-buildings
4. Residential to be in accordance with the Land Use Code 232, i.e. three stories or greater

Exhibit A

Map H
Bay Area Outlet Mall
 Largo, Florida

Coen Company
 Planning & Transportation Services
 P. O. Box 10558 Tampa, Florida 33639-0558
 Phone: 813.877.7667 Fax: 813.877.7669

Revised
 January 2008

Exhibit B

**TABLE 1 (revised 3/07)
EQUIVALENCY MATRIX¹**

Bay Area Outlet Mall NOPC

Change To:	Office	Retail	Condominium
Change From:			
Office	N/A	1,150.90 sf / ksf 1.1509	12,148.30 sf / ksf 12.1483
Retail	868.90 sf / ksf 0.8689	N/A	10,555.10 sf / ksf 10.5551
Condominium	82.30 sf / ksf 0.0823	94.70 sf / ksf 0.0947	N/A

1. Land use exchanges are based on net external two-way p.m. peak hour project traffic. Use of this matrix shall be limited to the following minimums and maximums to ensure that impacts for transportation, water, wastewater, solid waste, and affordable housing are not exceeded.

<u>Land Use</u>	<u>Minimum</u>	<u>Maximum</u>
Office	20,000 sf	45,000 sf
Retail	460,000 sfgla	656,460 sfgla
Condominium	180 dus	350 dus

Example exchange: Add 10,000 sf of Office by reducing Retail: 10,000sf Office / 0.8689 (Retail Factor) = 11,508.8 sf; reduce Retail by 11,509 sf.

COMPOSITE EXHIBIT C

Largo Town Center (f/k/a Bay Area Outlet Mall) NOPC

1st Response to TBRPC March 24, 2006

2nd Response to TBRPC October 2, 2006

3rd Response to TBRPC January 17, 2007

4th Response to TBRPC April 3, 2007

5th Response to TBRPC July 16, 2007

Supplemental Response to TBRPC September 19, 2007

Supplemental Response to TBRPC October 23, 2007

1/1/2008

I:\w-lu\11998\002\NOPC DO Final Draft Revised.doc



City of Largo, Florida
Post Office Box 296, Largo, Florida 33779-0296

May 14, 2001

Mr. John Meyers
Tampa Bay Regional Planning Council.
9455 Koger Blvd
Suite 219
St. Petersburg, FL 33702

RE: Ordinance No. 99-29

Dear Mr. Meyers:

Per a request from Ric Goss, Community Development Director, I have enclosed a certified copy of Ordinance No. 99-29, which adopts an amended Development Order for Bay Area Outlet Mall's DRI. I have also enclosed Pinellas County Ordinance No. 00-74, which amends the development order for ICOT Center and certified copies of Largo Ordinances 2000-86 through 2000-92 annexing the ICOT Center, in accordance with our telephone conversation on Friday.

Please call me at 587-6710 if I may be of additional assistance.

Sincerely,

A handwritten signature in cursive script that reads "Diane L. Bruner".

Diane L. Bruner, CMC
City Clerk

Enclosures

ORDINANCE NO. 99-29

AN ORDINANCE OF THE CITY OF LARGO, FLORIDA, ADOPTING AN AMENDED DEVELOPMENT ORDER FOR THE BAY AREA OUTLET MALL DEVELOPMENT OF REGIONAL IMPACT (DRI) NO. 123; PROVIDING SEVERABILITY, PROVIDING AN EFFECTIVE DATE

WHEREAS, on January 22, 1985, Kraft Entities Incorporated filed an Application for Development Approval (ADA) of a Development of Regional Impact (DRI) with the Pinellas County Board of County Commissioners as stipulated in Circuit Civil Stipulation Agreement No. 84-8951-15, dated August 24, 1984, and pursuant to the provisions of Section 380.06, Florida Statutes, and

WHEREAS, on April 8, 1986, Pinellas County issued Resolution No. 86-155 granting development approval of the Bay Area Outlet Mall, Phases I and II; and

WHEREAS, on February 23, 1988, Pinellas County approved Resolution No. 88-65 amending Resolution No. 86-155 authorizing construction of a rear access drive at the option of the Developer; and

WHEREAS, on May 2, 1989, Pinellas County approved Resolution No. 89-176 amending Resolution No. 86-155 authorizing the relocation of an existing ingress-egress drive on the west perimeter abutting U.S. Highway 19 approximately 300 feet to the south along with associated drainage improvements; and

WHEREAS, on September 10, 1991, Pinellas County approved Resolution No. 91-301 amending Resolution No. 86-155 approving a Notification of Proposed Change (NOPC) extending the build-out date for Phase II until November 1, 1997, at which time the Development Order shall expire; and

WHEREAS, on December 23, 1997, Pinellas County approved Resolution No. 97-372 amending Resolution No. 86-155 approving the deletion of Subsections 5 through 8 of Article IV (D), adding a provision that, "should the transportation impact fees exceed the credits available, the Developer or another person or entity developing the property shall be responsible for paying the additional impact fees;" and extending the Development Order to the Year 2005; and determining that such changes were not a Substantial Deviation; and

WHEREAS, on April 6, 1993 and January 6, 1998, the City of Largo annexed the Sears Furniture Store and Ruby Tuesday Restaurant by Ordinance Nos. 93-14 and 98-32 respectively, parcels which were developed as part of the Bay Area Outlet Mall DRI; and

WHEREAS, Subsection 380.06(15)(h), Florida Statutes (1998 Supplement), requires that if property subject to a DRI "...is annexed by another local jurisdiction, the annexing jurisdiction shall adopt a new development order that incorporates all previous rights and obligations specified in the prior development order." Now therefore:

BE IT ORDAINED BY THE COMMISSION OF THE CITY OF LARGO, FLORIDA, THAT:

Section 1: Findings of Fact. The City Commission, having received the above referenced documents, and having received all related documents, testimony and evidence submitted by all persons and members of the general public, finds that there is substantial competent evidence to support the following facts:

- A. The City of Largo has, on two previous dates, annexed portions of real property subject to the Bay Area Outlet Mall DRI into the City of Largo.

- B. The DRI development is not located in a area of critical state concern as designated pursuant to Section 380.05, Florida Statutes (1998 Supplement).
- C. The Development is consistent with the local comprehensive plan and substantially consistent with the local land development regulations.
- D. All statutory procedures have been adhered to.
- E. The findings of fact and conclusions of law made in the Development Order as amended are hereby reaffirmed and are incorporated herein by reference, provided; however, that to the extent that a finding of facts or conclusion of law in the Development Order adopted by Resolution No. 86-155, or any amendment thereto, conflicts with another finding or conclusion in a different amendment, the more recent in time shall control.

Section 2. Conclusions of Law. The City Commission having made the above findings of fact, reaches the following conclusions of law:

- A. That the City Commission has jurisdiction in this matter;
- B. That these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record of these proceedings, the Developer and/or its assigns, or successors in interest, is authorized to conduct the Development as described in Development Order No. 86-155 as amended.

Section 3. Order. That, having made the above findings of fact and draws the above conclusions of law, it is ordered:

- A. The Bay Area Outlet DRI No. 123 Development Order as amended is hereby reaffirmed in its entirety.

Section 4. Definitions. The definitions contained in Chapter 380, Florida Statutes, shall control the interpretation and construction of any terms of this Development Order

Section 5. Development Order, As Amended. Resolution No. 86-155, as amended by Resolution No. 88-65, Resolution No. 89-176, Resolution No. 91-30, and Resolution No. 97-372 shall constitute, collectively, the Development Order as passed and ordained by the Largo City Commission. All provisions of the Development Order, as amended, shall remain in full force and effect and shall be considered conditions of the Development.

Section 6. Government Agencies. It is understood that any reference herein to any governmental agencies shall be construed to mean any future instrumentality which may be created or designated as successor in interest to, or which otherwise possesses any of the powers and duties of any referenced governmental agency in existence on the effective date of this Ordinance.

Section 7. Severability. In the event any portion or section this Ordinance is determined to be invalid, illegal, or unconstitutional by a court or agency of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Ordinance which shall remain in full force and effect.

Section 8. Transmittals. The City Clerk is directed to send copies of this Ordinance, within five (5) days of its becoming law, to the present property owners subject to the Development Order as amended, the Florida Department of Community Affairs (Bureau of State Planning), and the Tampa Bay Regional Planning Council.

Section 9. Effective Date: This Ordinance shall take effect ten (10) days after final enactment.

APPROVED ON FIRST READING January 5, 1999

PASSED AND ADOPTED ON
SECOND AND FINAL READING January 19, 1999

ATTEST:

Alvane J. Bueres
City Clerk



Thomas Deza
Mayor

APPROVED AS TO FORM:

Jan C. Hays
City Attorney

SEAL

A TRUE AND CORRECT COPY ON
RECORD AND FILE IN THE OFFICIAL
RECORDS OF THE CITY OF LARGO,
FLORIDA

BY Alvane J. Bueres
City Clerk's Office

DATE 05/14/01

TIME 10:10 AM _____ PM

ORDINANCE NO. 99-29

AN ORDINANCE OF THE CITY OF LARGO, FLORIDA, ADOPTING AN AMENDED DEVELOPMENT ORDER FOR THE BAY AREA OUTLET MALL DEVELOPMENT OF REGIONAL IMPACT (DRI) NO. 123; PROVIDING SEVERABILITY, PROVIDING AN EFFECTIVE DATE

WHEREAS, on January 22, 1985, Kraft Entities Incorporated filed an Application for Development Approval (ADA) of a Development of Regional Impact (DRI) with the Pinellas County Board of County Commissioners as stipulated in Circuit Civil Stipulation Agreement No. 84-8951-15, dated August 24, 1984, and pursuant to the provisions of Section 380.06, Florida Statutes, and

WHEREAS, on April 8, 1986, Pinellas County issued Resolution No. 86-155 granting development approval of the Bay Area Outlet Mall, Phases I and II; and

WHEREAS, on February 23, 1988, Pinellas County approved Resolution No. 88-65 amending Resolution No. 86-155 authorizing construction of a rear access drive at the option of the Developer; and

WHEREAS, on May 2, 1989, Pinellas County approved Resolution No. 89-176 amending Resolution No. 86-155 authorizing the relocation of an existing ingress-egress drive on the west perimeter abutting U.S. Highway 19 approximately 300 feet to the south along with associated drainage improvements; and

WHEREAS, on September 10, 1991, Pinellas County approved Resolution No. 91-301 amending Resolution No. 86-155 approving a Notification of Proposed Change (NOPC) extending the build-out date for Phase II until November 1, 1997, at which time the Development Order shall expire; and

WHEREAS, on December 23, 1997, Pinellas County approved Resolution No. 97-372 amending Resolution No. 86-155 approving the deletion of Subsections 5 through 8 of Article IV (D), adding a provision that, "should the transportation impact fees exceed the credits available, the Developer or another person or entity developing the property shall be responsible for paying the additional impact fees;" and extending the Development Order to the Year 2005; and determining that such changes were not a Substantial Deviation; and

WHEREAS, on April 6, 1993 and January 6, 1998, the City of Largo annexed the Sears Furniture Store and Ruby Tuesday Restaurant by Ordinance Nos. 93-14 and 98-32 respectively, parcels which were developed as part of the Bay Area Outlet Mall DRI; and

WHEREAS, Subsection 380.06(15)(h), Florida Statutes (1998 Supplement), requires that if property subject to a DRI "...is annexed by another local jurisdiction, the annexing jurisdiction shall adopt a new development order that incorporates all previous rights and obligations specified in the prior development order." Now therefore:

BE IT ORDAINED BY THE COMMISSION OF THE CITY OF LARGO, FLORIDA, THAT:

Section 1: Findings of Fact. The City Commission, having received the above referenced documents, and having received all related documents, testimony and evidence submitted by all persons and members of the general public, finds that there is substantial competent evidence to support the following facts:

- A. The City of Largo has, on two previous dates, annexed portions of real property subject to the Bay Area Outlet Mall DRI into the City of Largo.

- B. The DRI development is not located in a area of critical state concern as designated pursuant to Section 380.05, Florida Statutes (1998 Supplement).
- C. The Development is consistent with the local comprehensive plan and substantially consistent with the local land development regulations.
- D. All statutory procedures have been adhered to.
- E. The findings of fact and conclusions of law made in the Development Order as amended are hereby reaffirmed and are incorporated herein by reference, provided; however, that to the extent that a finding of facts or conclusion of law in the Development Order adopted by Resolution No. 86-155, or any amendment thereto, conflicts with another finding or conclusion in a different amendment, the more recent in time shall control.

Section 2. Conclusions of Law. The City Commission having made the above findings of fact, reaches the following conclusions of law:

- A. That the City Commission has jurisdiction in this matter;
- B. That these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record of these proceedings, the Developer and/or its assigns, or successors in interest, is authorized to conduct the Development as described in Development Order No. 86-155 as amended.

Section 3. Order. That, having made the above findings of fact and draws the above conclusions of law, it is ordered:

- A. The Bay Area Outlet DRI No. 123 Development Order as amended is hereby reaffirmed in its entirety.

Section 4. Definitions. The definitions contained in Chapter 380, Florida Statutes, shall control the interpretation and construction of any terms of this Development Order

Section 5. Development Order, As Amended. Resolution No. 86-155, as amended by Resolution No. 88-65, Resolution No. 89-176, Resolution No. 91-30, and Resolution No. 97-372 shall constitute, collectively, the Development Order as passed and ordained by the Largo City Commission. All provisions of the Development Order, as amended, shall remain in full force and effect and shall be considered conditions of the Development.

Section 6. Government Agencies. It is understood that any reference herein to any governmental agencies shall be construed to mean any future instrumentality which may be created or designated as successor in interest to, or which otherwise possesses any of the powers and duties of any referenced governmental agency in existence on the effective date of this Ordinance.

Section 7. Severability. In the event any portion or section this Ordinance is determined to be invalid, illegal, or unconstitutional by a court or agency of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Ordinance which shall remain in full force and effect.

Section 8. Transmittals. The City Clerk is directed to send copies of this Ordinance, within five (5) days of its becoming law, to the present property owners subject to the Development Order as amended, the Florida Department of Community Affairs (Bureau of State Planning), and the Tampa Bay Regional Planning Council.

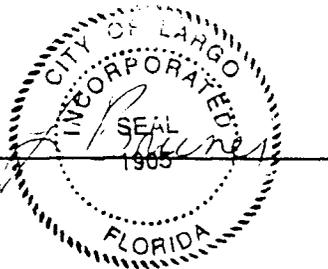
Section 9. Effective Date: This Ordinance shall take effect ten (10) days after final enactment.

APPROVED ON FIRST READING January 5, 1999

PASSED AND ADOPTED ON
SECOND AND FINAL READING January 19, 1999

ATTEST:

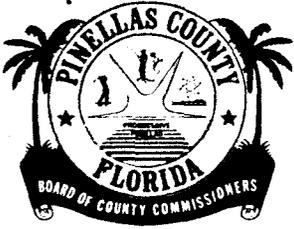
17
Wanda A. Pittner
City Clerk



[Signature]
Mayor

APPROVED AS TO FORM:

[Signature]
City Attorney



BOARD OF COUNTY COMMISSIONERS
Development Review Services Department

Working Together to Serve You Better

COMMISSIONERS

BARBARA SHEEN TODD - CHAIRMAN
STEVE SEIBERT - VICE CHAIRMAN
CALVIN D. HARRIS
SALLIE PARKS
ROBERT B. STEWART

January 14, 1998

Tim Butts
Tampa Bay Regional Council
9455 Koger Boulevard
St. Petersburg, Florida 33702

Re: Bay Area Outlet Mall DRI # 123

Dear Mr. Butts:

Please find attached a certified copy of Resolution No. 97-372 enacted by the Pinellas County Board of County Commissioners on December 23, 1997 which amended the Development Orders for Bay Area Outlet Mall (DRI #123).

Should there be any question concerning this transmittal, please feel free to contact me at (813) 464-3888.

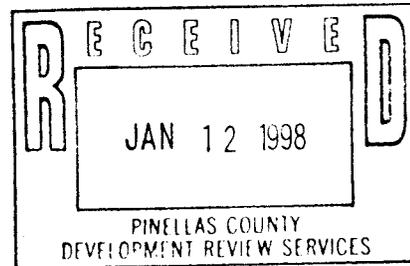
Sincerely,

A handwritten signature in cursive script that reads "Al Navaroli".

Al Navaroli
DRS Manager

D.P.S

No. 62
BCC 12-23-97
9:30 A.M. Bubin/Howe



#62 PUBLIC HEARING RE CONSIDERATION OF PROPOSED CHANGES/SUBSTANTIAL DEVIATION DETERMINATION FOR BAY AREA OUTLET MALL DEVELOPMENT OF REGIONAL IMPACT (DRI) #123 (TEMPORARILY DEFERRED FROM DECEMBER 9, 1997) - CHANGES DETERMINED NOT TO BE A SUBSTANTIAL DEVIATION; RESOLUTION NO. 97-372 ADOPTED

Pursuant to legal notice published in the November 22, 1997 issue of the St. Petersburg Times as evidenced by publisher's affidavit filed with the Clerk, public hearing (temporarily deferred at the meeting of December 9, 1997) was held re consideration of proposed changes/substantial deviation determination for Bay Area Outlet Mall Development of Regional Impact (DRI) #123. Chief Deputy Clerk C. R. Short reported that no letters have been received; and that the matter is properly before the Board to be heard.

County Administrator Fred E. Marquis recommended that the Board determine that the proposed changes do not constitute a substantial deviation from the Development Order (DO) based on the data and analysis submitted by the developer to rebut the presumption; and further recommended that the Board adopt a resolution amending the approved DO.

No one appeared in response to Vice-Chairman Todd's call for persons wishing to be heard.

Thereupon, Commissioner Harris moved, seconded by Commissioner Parks, that Resolution No. 97-372 be adopted as recommended. Upon roll call, the vote was:

Ayes: Todd, Parks and Harris.

Nays: None.

Absent and not voting: Stewart and Seibert.

RESOLUTION NO. 97-372

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF PINELLAS COUNTY, FLORIDA AMENDING DRI RESOLUTION NO. 86-155 DEVELOPMENT ORDER FOR BAY AREA OUTLET MALL; PROVIDING FOR THE EXTENSION OF THE BUILD OUT DATE; PROVIDING FOR THE REDUCTION OF THE GROSS SQUARE FOOTAGE FOR PHASE II DEVELOPMENT; PROVIDING FOR THE ELIMINATION OF CERTAIN TRANSPORTATION MITIGATION CONDITIONS; PROVIDING FOR THE UTILIZATION OF TRANSPORTATION IMPACT FEE CREDITS; PROVIDING FOR SEVERABILITY; PROVIDING FOR AN EFFECTIVE DATE

WHEREAS, in April, 1986, Pinellas County issued Resolution No. 86-155 granting development approval of the Bay Area Outlet Mall, Phases I and II; and

WHEREAS, in February, 1988, Pinellas County approved an amendment authorizing construction of a rear access drive at the option of the Developer, as Resolution No. 88-65; and

WHEREAS, in May, 1989, Pinellas County approved an amendment authorizing the relocation of an existing ingress/egress drive on the west perimeter abutting U.S. Highway 19, and relocating it south consistent with reconstruction of U.S. Highway 19 overpass, adopted as Resolution No. 89-176; and

WHEREAS, in September, 1991, Pinellas County approved an amendment authorizing the extension of the build-out date for Phase II until November 1, 1997, and extending the expiration date of the Development Order until that date and made other changes pertaining to transportation studies adopted as Resolution No. 91-301;

WHEREAS, the Developer, Stoneybrook Associates, Ltd., has proposed to further amend the Development Order to extend the build-out date for Phase II until November 1, 2005, and to reduce the gross potential square feet from the presently approved 149,410 square feet to 126,903 square feet and to delete further Fair Share Contributions based upon updated traffic transportation impact studies, which have been provided to all affected agencies and duly approved; and

WHEREAS, the notice requirements of Section 380.06 Florida Statutes, have been satisfied and the Board of County Commissioners of Pinellas County, Florida, has, on this 23 day of December, 1997, held a duly noticed public hearing on the proposed change to the existing Development of Regional Impact and has heard and considered testimony and documents received thereon.

Article 1. Findings of Fact.

The Board, having received the Application and the Notice of Proposed Change

("NOPC"), and having received all related comments, testimony and evidence submitted by the Developer, appropriate reviewing agencies and the public, finds there is substantial competent evidence to support the following findings of fact:

Section 1.1. The foregoing recitals are true and correct and are incorporated herein by reference.

Section 1.2. Stoneybrook Associates, Ltd., hereinafter referred to as the Developer, submitted the NOPC to the County.

Section 1.3. The Developer, is in substantial compliance with Resolution 86-155 as amended ("Development Order").

Section 1.4. The NOPC proposes to amend the Development Order to extend the build-out date for Phase II until November 1, 2005, and to reduce the gross potential square feet from the presently approved 149,410 square feet to 126,903 square feet and to delete further Fair Share Contributions based upon updated transportation impact studies, which have been provided to all affected agencies and duly approved.

Section 1.5. The Proposed Changes are not located in an area of critical state concern, designated as such pursuant to Section 380.05, Florida Statutes (1993).

ARTICLE 2. CONCLUSIONS OF LAW.

The Board, having made the above findings of fact, reaches the following conclusions of law:

Section 2.1. The Development as built to date is consistent with the local comprehensive plan and local land development regulations under which it was developed.

Section 2.2. The Development, as modified herein, will not interfere with the achievement of the objectives of the adopted state land development plan applicable to the area.

Section 2.3. The Proposed Changes are consistent with the adopted local comprehensive plan and the local land development regulations currently in effect.

Section 2.4. Review of the NOPC by the County, Tampa Bay Regional Planning Council and the Department of Community Affairs reveals that impacts of the Proposed Changes are adequately addressed pursuant to the requirements of Chapter 380 within the terms and conditions of this resolution.

Section 2.5. The County, having considered the proposed changes, concludes that such changes individually and cumulatively although presumed to be a substantial deviation by statute, do not constitute a substantial deviation requiring further DRI review because of the clear and convincing evidence presented to rebut said presumption.

ARTICLE 3 GENERAL PROVISIONS

Section 3.1. Approval of the Application and NOPC and Amendment of Existing Development Order

Application and NOPC Approval: These proceedings have been duly conducted pursuant to applicable law and regulations, and based upon the record in this proceeding, the Application and the NOPC are hereby approved and commencement of the Development is hereby authorized, subject to the conditions, restrictions and limitations of the Development Order as amended by the provisions set forth herein.

Section 3.2. Subsection O of Article III, General Provisions, of Resolution No. 86-155, as amended through Resolution No. 91-301 is amended to read as follows:

O. This Order shall remain in effect until November 1, 2005. Any development activity wherein plans have been submitted to the County for its review and approval prior to the expiration date of this Order may be completed, if approved. This Order may be extended by the County Commission on the finding of excusable delay in any proposed development activity.

Section 3.3. The first paragraph of Article IV(A) of Resolution No. 86-155, as amended through Resolution No. 91-301 is amended to read as follows:

A. Phasing Schedule

The initial phase (Phase I) of construction within the subject DRI has already been completed and is in operation as the Bay Area Outlet Mall. Phase II which had an original gross potential of 149,410 square feet is reduced to a maximum potential of 126,903 square feet. The build-out date of this Order is November 1, 2005.

Section 3.4. Subsection 1 of Article IV(D) of Resolution No. 86-155, as amended through Resolution No. 91-301 is amended to read as follows:

D. Transportation

1. A comprehensive area-wide transportation study may be performed as

directed and managed by the Florida Department of Transportation for purposes of reevaluating the Preliminary Development and Environmental Studies in the Ulmerton Road, Roosevelt Boulevard, County Road 296 corridors. Past contributions either through impact fees or fair share payments by the Developer have been held by Pinellas County for improvements along East Bay Drive and Roosevelt Boulevard. Those improvements have been completed and the funds held by Pinellas County are hereby released to the County for use in the aforementioned area-wide transportation study.

Section 3.5. Subsection 3 of Article IV(D) of Resolution No. 86-155, as amended through Resolution No. 91-301 is amended to read as follows:

For remaining development within Phase II, during the term of this Development Order, the Developer shall be subject to payment of transportation impact fees in accordance with transportation impact fee schedules in existence at the time of issuance of appropriate permits, subject to any and all existing credits available to the Developer as a result of Fair Share Contributions heretofore made. The security held by Pinellas County, for performance of Developer obligations shall be released.

Section 3.6. Subsection 4 of Article IV(D) of Resolution No. 86-155, as amended through Resolution No. 91-301 is amended to read as follows:

4. Impact Fee Credit Utilization Impact fee credits shall be utilized only incident to construction within the Bay Area Outlet Mall DRI by the Developer, its affiliates, or authorized successors and shall be utilized based upon the impact fee schedule in effect as of the date of utilization of the credit. Impact fee credits shall be exhausted before impact fee payments will be payable incident to construction within the Bay Area Outlet Mall DRI.

a. The County shall issue transportation impact fee credits only to the Developer, or its affiliates, or authorized successors and only for construction within the Bay Area Outlet Mall DRI. In order to receive such credits, the Developer shall notify the County Administrator or his designee, in writing, of the dollar value of the credit being taken and the specific property to which the credit is to be applied.

b. Transportation impact fee credits shall be assignable by the Developer, at the Developer's sole discretion, for use by persons or entities developing land within the Development. Any such person or entity must provide evidence of such assignment to the County Administrator his designee, in order to receive any credit against transportation impact fees from the County. The Developer is responsible for keeping the County Administrator, or his designee, informed, in writing, on the status of impact fee credit utilization.

c. In the event transportation impact fees exceed the credits available, the Developer, or another person or entity developing property within the Bay Area Outlet Mall DRI, shall be responsible for paying the transportation impact fee in effect at the time of permitting.

Section 3.7 Subsections 5 through 8 of Article IV(D) are deleted.

ARTICLE IV. EFFECTIVE DATE

A certified copy of this resolution shall be filed with the Department of State by the Manager of Board Records within ten (10) days after enactment by the Board. This resolution shall become effective upon receipt of notice of such filing, or, if an appeal is filed, at the conclusion of such appeal, whichever is later.

ARTICLE V. NOTICE OF THE ADOPTION Notice of the adoption of this amendment shall be recorded by the developer pursuant to Chapter 380.06(15)(f) Florida Statutes.

ARTICLE VI. SEVERABILITY If any Section, Subsection, sentence, clause, phrase or provision of this resolution is for any reason held invalid, or unconstitutional by any court of competent jurisdiction, such holding shall not be construed to render the remaining provisions of this resolution invalid or unconstitutional. Findings of Facts or Conclusions of Law in this resolution are not dispositive for purposes of collateral quasi-judicial proceedings.

Commissioner Harris offered the foregoing and moved its adoption, which was seconded by Commissioner Parks upon the roll call the vote was:

AYES: Todd, Parks and Harris.

NAYS: None.

ABSENT/NOT VOTING Stewart and Selbert.

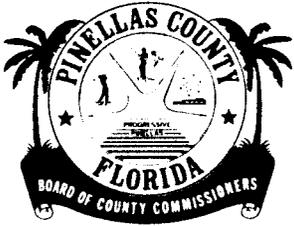
Barbara Green Todd

CHAIRMAN, BOARD OF COUNTY COMMISSIONERS

ATTEST: KARLEEN F. DEBLAKER, CLERK

BY: *Lidia R. Reed*
DEPUTY CLERK *1/6/98*

J.L. Bennett
APPROVED AS TO FORM
OFFICE OF COUNTY ATTORNEY



BOARD OF COUNTY COMMISSIONERS

PINELLAS COUNTY, FLORIDA

315 COURT STREET

CLEARWATER, FLORIDA 34616

COMMISSIONERS

BARBARA SHEEN TODD - CHAIRMAN
GEORGE GREER - VICE CHAIRMAN
JOHN CHESNUT, JR.
CHARLES E. RAINEY
BRUCE TYNDALL

September 12, 1991

Ms. Suzanne Cooper
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, Fl 33702

Dear Ms. Cooper:

Please find attached for your records a certified copy of
Resolution 91-301 amending Resolution 86-155.

Should you have any questions please feel free to contact me.

Sincerely,

Al Navaroli
Development Review Services Manager

AN/dm
Attachment

mailed 9/13/91

RECEIVED

SEP 16 1991

Tampa Bay Regional
Planning Council



462-3403
440 Court Street, Clearwater, Fl 34616

"PINELLAS COUNTY IS AN EQUAL OPPORTUNITY EMPLOYER"

Member-Pinellas Partnership for a Drug Free Workplace



printed on recycled paper

RESOLUTION NO. 91-301

RESOLUTION AMENDING RESOLUTION NO. 86-155

WHEREAS, in April 1986, Pinellas County issued Resolution No. 86-155 granting development approval for the Bay Area Outlet Mall, Phases I and II; and

WHEREAS, in June 1986 the State of Florida Land and Water Adjudicatory Commission issued a final order of dismissal for the appeal of Resolution No. 86-155 filed by the Tampa Bay Regional Planning Council; and

WHEREAS, in October 1987, the Board of County Commissioners authorized the County Attorney to enter into a stipulation concerning the administrative appeal of the Bay Area Outlet Mall's Development Order; and

WHEREAS, in November 1987, the State of Florida Land and Water Adjudicatory Commission issued a final order of dismissal for the appeal of Resolution No. 85-166 filed by the Kraft Entities, Inc., Stone Buick, Inc., Ira A Desper, J.O. Stone and Stoneybrook Associates Limited; and

WHEREAS, in February, 1988 the Board adopted Resolution No. 88-65 amending Resolution No. 86-155 to approve and condition a notice of change to construct a rear access drive from the southeast corner of the Bay Area Outlet Mall property extending eastward to the intersection of 62nd Street; and

WHEREAS, in May, 1989 the Board adopted resolution No. 89-176 amending Resolution No. 86-155 to approve and condition a notice of change to relocate the existing ingress-egress drive on the west perimeter abutting U.S. Highway 19, approximately 300 feet to the south; and

WHEREAS, Stoneybrook Associates, Ltd., pursuant to Subsection 380-06(19), Florida Statutes has filed a notification of a proposed change to a previously approved Development of Regional Impact to Pinellas County, the Tampa Bay Regional Planning Council, and the State of Florida Department of Community Affairs; and

WHEREAS, the applicant (Stoneybrook Associates, Ltd.) has proposed to extend the build-out date for Phase II until November 1, 1997 and also proposed to amend Article IV, Conditions of Development Approval, subparagraph D(1), Transportation of Resolution 86-155; and

WHEREAS, the notice requirements of Section 380-06, Florida Statutes, have been satisfied and the Board of County Commissioners of Pinellas County, Florida has, on this 10th day of September, 1991, held a duly noticed public hearing on the proposed change to the existing Development of Regional Impact and has heard and considered testimony and documents received thereon.

NOW THEREFORE, be it resolved by the Board of County Commissioners of Pinellas County, Florida in regular session duly assembled on this 10th day of September, 1991:

1. The first paragraph of Article IV(A), Phasing Schedule of Resolution No. 86-155 is amended to read as follows:

IV. CONDITIONS OF DEVELOPMENT APPROVAL

A. Phasing Schedule

The initial phase (Phase I) of construction within the subject DRI has already been completed and is in operation as the Bay Area Outlet Mall. There are no specific plans for development of the remaining commercial land, however, for study purposes, build-out has been projected over a five-year period. Assumptions have been made as to the maximum projected commercial

uses/businesses for the remaining land in accordance with existing zoning and Comprehensive Land Use Plan designations. Development of these remaining tracts of land is referred to as Phase II. The build-out date for Phase II is extended until November 1, 1997. The expiration date of this Order is also November 1, 1997.

2. The first paragraph of Article IV, Conditions of Development Approval, subparagraph 1D(1), Transportation of Resolution No. 86-155 is amended to read as follows:

- 1) A comprehensive area-wide transportation study may be performed as directed and managed by the Pinellas County Metropolitan Planning Organization, in cooperation with the Florida Department of Transportation and Tampa Bay Regional Planning Council. The plan shall consider all approved developments within the study area, including previously approved DRIs and projected development. The Developer shall be required to contribute his fair share of the cost of said plan provided the study has been concluded prior to finalization of development in Phase II. Developer's contribution toward said study shall be credited to offset the Developer's Estimated faire Share requirement. The parameters for this interim transportation plan or area traffic analysis shall include, but not be limited to:

3. The above changes as well as previously reviewed changes are determined not to be a substantial deviation pursuant to State Statutes 380.06.

Commissioner Chesnut offered the foregoing resolution and moved its adoption, which was seconded by Commissioner Tyndall upon the roll call the vote was:

Ayes: Todd, Rainey, Chesnut and Tyndall.

Nays: None.

Absent and not voting: Greer.

I, KARLEEN F. DeBLAKER, Clerk of the Circuit Court and Clerk Ex-Officio, Board of County Commissioners, do hereby certify that the above and foregoing is a true and correct copy of the original as it appears in the official files of the Board of County Commissioners of Pinellas County, Florida.

Witness my hand and seal of said County.
this 11th day of Sept, A.D. 1991

KARLEEN F. DeBLAKER, Clerk of the Circuit Court Ex-Officio Clerk to the Board of County Commissioners, Pinellas County, Florida.

By: [Signature]
Deputy Clerk



BOARD OF COUNTY COMMISSIONERS

PINELLAS COUNTY, FLORIDA

315 COURT STREET

CLEARWATER, FLORIDA 33516

COMMISSIONERS

BRUCE TYNDALL, CHAIRMAN
CHARLES E. RAINEY, VICE-CHAIRMAN
JOHN CHESNUT, JR.
GEORGE GREER
BARBARA SHEEN TODD

April 10, 1986

Ms. Sheila Benz
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, FL 33702

Dear Ms. Benz:

Subsequent to F.S. 380.06 and 380.07, Pinellas County renders to you for your consideration a certified copy of the Bay Area Outlet Mall DRI Development Order (D.O.). The Board of County Commissioners officially approved the Application for Development Approval, subject to conditions outlined in the attached D.O. during a scheduled April 8, 1986 public hearing. The Bay Area Outlet Mall DRI Development Order came under extensive review by the applicant, the Tampa Bay Regional Planning Council and on certain occasions, members of the DCA staff.

It is our opinion the concerns of TBRPC and Pinellas County were reasonably addressed in the application process and have been further clarified in the Development Order. Your consideration of this Order is requested.

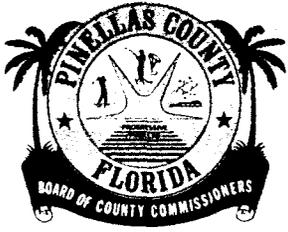
Sincerely,

Denise H. McCabe
Planner II

DHM/kh
Attachment

PLEASE ADDRESS REPLY TO:
DEPARTMENT OF PLANNING

PINELLAS COUNTY IS AN EQUAL OPPORTUNITY EMPLOYER



BOARD OF COUNTY COMMISSIONERS

PINELLAS COUNTY, FLORIDA

315 COURT STREET

CLEARWATER, FLORIDA 33516

COMMISSIONERS

CHARLES E. RAINEY, CHAIRMAN
GEORGE GREER, VICE-CHAIRMAN
JOHN CHESNUT, JR.
BARBARA SHEEN TODD
BRUCE TYNDALL

June 13, 1986

Ms. Sheila Benz
Tampa Bay Regional Planning Council
9455 Koger Blvd.
St. Petersburg, FL 33702

Dear Ms. Benz:

I am transmitting two copies of the amended Development Order for the Bay Area Outlet Mall DRI, as authorized by the Board of County Commissioner on June 10, 1986. One copy is an informational copy, which underscores or strikes-through changes to the original (April 8, 1986) D.O. The second copy incorporates the amendments into the text in final form.

Should you have any questions with regard to this transmittal, the County would be happy to respond.

Sincerely,

Denise H. McCabe
Planner II

DHM/kh

Attachment

EXHIBIT A

IN THE CIRCUIT COURT FOR PINELLAS COUNTY, FLORIDA
Circuit Civil No. 84-8951-15

STATE OF FLORIDA, DEPARTMENT
OF COMMUNITY AFFAIRS,

Plaintiff,

-vs-

KRAFT ENTITIES, INC., etc., et
al,

Defendants.

STIPULATION

The parties, and the Tampa Bay Regional Planning Council, by and through their undersigned attorneys, hereby stipulate and agree to an amicable resolution of the above-styled litigation according to and upon the following terms:

1. The Florida Department of Community Affairs (DCA) has maintained that the project being developed and known as the Bay Area Outlet Mall consists of fifty (50) acres, more or less, and is a development of regional impact (DRI) because of its character, magnitude and location. The developer (Kraft Entities, Inc.) has consistently maintained that the project consists of no more than thirty-four (34) acres and is not subject to the DRI process either because of its size or because of its character, magnitude and location. Said differences have become irreconcilable and have resulted in this litigation.

2. It is in the best interests of all the parties to amicably resolve this litigation, to move forward with the development of the project, and to protect the public interest through application of the DRI process.

3. Without any admission that the defendants have violated the provisions of Chapter 380, Florida Statutes, the owners and developers agree to submit an Application

for Development Approval (ADA) to the appropriate governmental bodies pursuant to the requirements of Chapter 380, Florida Statutes (1983) and shall not withdraw the same. Said ADA shall solely address the impacts that the development has upon traffic (including hurricane evacuation), water quality (including drainage and wetlands), and economy. The Tampa Bay Regional Planning Council shall consider and issue its report only upon these issues in its review of the project. The appropriate governmental bodies shall also consider the positive impacts of contributions already made by the owner and developers to the transportation and drainage plans for the State of Florida Department of Transportation (DOT), Department of Environmental Regulation (DER) and Pinellas County. The ADA will be processed on the stated items through the customary regional and local planning authorities as any other ADA.

4. The developer, Kraft Entities, Inc. shall submit the ADA within ninety (90) days of the execution of this Stipulation upon the property consisting of approximately fifty (50) acres, more fully described in the legal description to be attached hereto as Exhibit "A" and presently identified in the attached photograph.

5. It is further agreed that the owners of the subject properties, Stone Buick, Inc., Ira A. Desper and J.O. Stone as Trustees of the J.O. Stone Revocable Trust, and Stoneybrook Associates, Limited, shall be subject to the terms and provisions of this agreement as to the said fifty (50) acres, M.O.L. J.O. Stone, individually and Clarence Kraft, individually are not proper parties to this lawsuit.

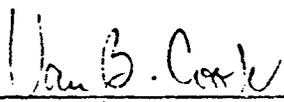
6. DCA will voluntarily dismiss the above-styled lawsuit seeking injunctive relief.

7. Defendant Pinellas County shall issue the appropriate certificate or certificates of occupancy in the

regular course of events irrespective of the above-styled pending litigation or the processing of the ADA.

8. Each party shall bear its own attorney fees and costs.

McMULLEN, EVERETT, LOGAN,
MARQUARDT & CLINE, P.A.


Steve Siebert, Esquire
Assistant County Attorney
315 Court Street
Clearwater, FL 33516

By: 
Harry S. Cline, Esquire
Post Office Box 1669
Clearwater, FL 33517
813-441-8966
Attorneys for Kraft Entities,
Inc., C. Kraft and J. O. Stone
SPN#41047


David L. Jordan, Esquire
Department of Community Affairs
2571 Executive Center Circle E.
Tallahassee, FL 32301
904-488-0410


Roger S. Tucker, Esquire
9455 Koger Blvd.
St. Petersburg, FL 33702
813-577-5151
Attorneys for Tampa Bay Regional
Planning Council

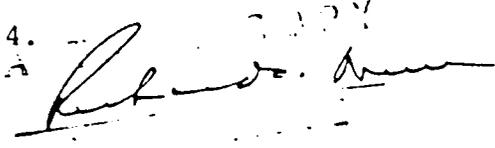
ORDER

THIS MATTER came on for hearing before the Honorable RICHARD A. MILLER, Circuit Judge, on the joint stipulation of the parties. The Court reviewed the stipulation, became fully advised in the premises. It is hereby

ORDERED AND ADJUDGED that the terms and conditions of the stipulation are incorporated herein by reference and are specifically enforceable by any signatory. The Court retains jurisdiction to enforce any provision of this agreement. It is further

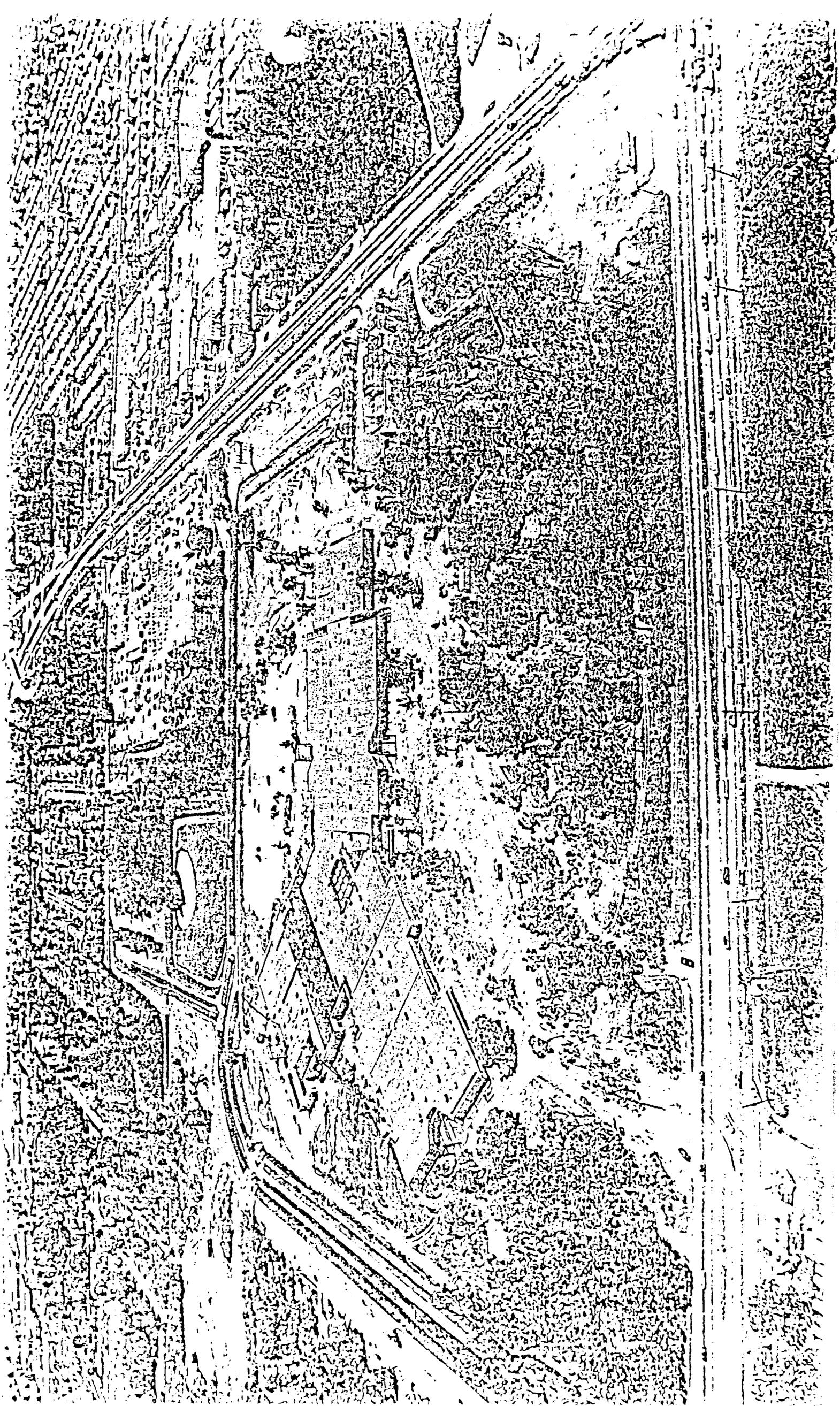
ORDERED AND ADJUDGED that this case is dismissed and the Court's order of August 14th as amended, is receded from in any respect which is in conflict with this stipulation and order.

DONE AND ORDERED in Chambers at Clearwater, Pinellas County, Florida, this 24 day of August, 1984.


CIRCUIT JUDGE

Copies furnished to:

Harry S. Cline, Esquire
Steve Siebert, Esquire
David L. Jordan, Esquire
Roger S. Tucker, Esquire



AGREEMENT OF UNDERSTANDING

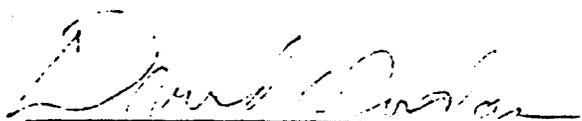
The Florida Department of Community Affairs (FDCA), the Tampa Bay Regional Planning Council (TBRPC) and Pinellas County, (COUNTY) in order to reach a mutually satisfactory understanding regarding certain issues arising from, but which were not addressed by, the Stipulation in Case No. Circuit Civil 84-8951-15 of this same date, hereby agree as follows:

1. COUNTY shall not issue any development permits, as defined in Section 380.031, Florida Statutes (1983), or agree to the development of any lands which are included in the Application for Development Approval referenced in said Stipulation, until a final development order is issued; provided, however, that COUNTY may allow construction, completion and occupancy of the Bay Area Outlet Mall as previously authorized by COUNTY.

2. COUNTY shall promptly inform FDCA and TBRPC of any and all applications for building or development permits and plans submitted to COUNTY, and any and all development activity within COUNTY's jurisdiction of which COUNTY becomes aware, for property within the following boundaries:

North: Whitney Place, as extended to the below-described east and west boundaries.
South: Automobile Road.
West: U. S. 19 North of Roosevelt Boulevard and the Largo City Limits south of Roosevelt Boulevard.
East: 63rd Street, as extended to the above-described north and south boundaries.

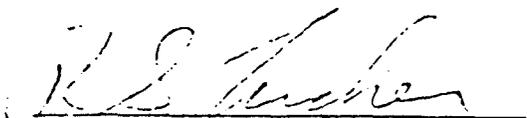
Signed this 23rd day of August 1984.



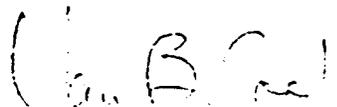
DAVID L. JORDAN, Esquire for the Department of Community Affairs



FRED E. MARQUIS /
County Administrator
and



ROGER S. TUCKER, Esquire
for the Tampa Bay Regional
Planning Council



VAN B. COOK
County Attorney
for Pinellas County

EXHIBIT B

Application for Development Approval

Dated January 4, 1985 (ADA)

Preliminary Assessment Additional

Information Dated June 14, 1985

(Sufficiency Response)

EXHIBIT C

PHASE I

SCHEDULE OF ESTIMATED FAIR SHARE AMOUNTS

<u>Item No.</u>	<u>Estimated Total</u>	PHASE I	
		<u>BAOM Percent</u>	<u>Estimated BAOM Cost</u>
a.	\$ 1,829,333.*	7.9	\$ 0.
b.	16,110,000.*	8.1	0.
c.	1,143,333.	5.5	62,883.
d.	<u>2,172,333.</u>	5.7	<u>123,823.</u>
	\$21,254,999.		\$ 186,706.
	(Less positive contribution credit)		— 0 —

TOTAL

PHASE II

SCHEDULE OF ESTIMATED FAIR SHARE AMOUNTS

<u>Item No.</u>	<u>Estimated Total</u>	PHASE II	
		<u>BAOM Percent</u>	<u>Estimated BAOM Cost</u>
a.	\$ 1,829,333	1.7	\$ 0.
c.	\$ 1,143,333.	4.8	54,880.
d.	2,172,333.	5.1	110,789.
e.	1,143,333.	5.9	67,457.
f.	1,600,667.	10.8	172,872.
g.	<u>414,260.*</u>	5.2	<u>0.</u>
TOTAL	\$ 6,473,926.		\$ 405,998.

Phase I Total \$ 186,706.

Phase II Total 405,998.

Total Project Fair Share Contribution \$ 592,704.

* Currently programmed projects as identified in the May 1985 Transportation Improvement Program, FY 1986 through 1990.

RESOLUTION NO. 86-155

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
OF PINELLAS COUNTY, FLORIDA
DRI
DEVELOPMENT ORDER

Upon motion of Commissioner Todd, seconded by Commissioner Tyndall, the following Resolution was adopted this 8th day of April, 1986,

WHEREAS, on January 22, 1985, Kraft Entities Incorporated filed an Application for Development Approval (ADA) of a Development of Regional Impact with the Pinellas County Board of County Commissioners as stipulated in Circuit Civil Stipulation Agreement No. 84-8951-15, dated August 24, 1984 (Exhibit A), and pursuant to the provisions of Section 380.06, Florida Statutes; and,

WHEREAS, said application addresses the impacts the Bay Area Outlet Mall DRI has upon traffic (including hurricane evacuation) water quality (including drainage and wetlands), and economy, as identified in Circuit Civil Stipulation Agreement No. 84-8951-15 (Exhibit A); and

WHEREAS, the Board of County Commissioners as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes, is authorized and empowered to consider applications for development approval for developments of regional impact; and,

WHEREAS, the public notice requirements of Section 380.06, Florida Statutes, have been satisfied; and,

WHEREAS, the Board of County Commissioners has on April 8, 1986 held a duly noticed public hearing on said application for development approval and has heard and considered testimony and documents received thereon; and,

WHEREAS, the Board of County Commissioners has received and considered the report and recommendations of the Tampa Bay Regional Planning Council; and,

WHEREAS, Pinellas County has solicited, received and considered reports, comments and recommendations from interested citizens, County and City agencies, as well as the review and report of the Pinellas County administration.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF PINELLAS COUNTY, FLORIDA:

I. FINDINGS OF FACT

A. Kraft Entities, Incorporated, hereinafter referred to as "Developer", submitted to Pinellas County, Florida, an Application for Development Approval, and Preliminary Assessment Additional Information which are attached hereto and marked Composite Exhibit B and incorporated herein by reference. Hereinafter, the word "application" shall refer to the Application for Development Approval, and the Preliminary Assessment Additional Information and all other documents submitted.

B. The real property which is the subject of the application is legally described as set forth in Composite Exhibit B, attached hereto and made a part hereof by reference.

C. The proposed development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes.

D. A comprehensive review, pursuant to Court Stipulation No. 84-8951-15, of the impact Kraft Entities Inc. generated by the development has been conducted by Pinellas County, the Tampa Bay Regional Planning Council and other participating agencies.

E. All development that has or shall occur, along with any positive impacts of contribution made by the developer will be considered in accordance with Court Stipulation No. 84-8951-15, this Development Order and provisions of the application received during the DRI review process.

II. CONCLUSIONS OF LAW

A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the application as set forth in Composite Exhibit B, the reports, recommendations and testimony heard and considered by the Board of County Commissioners, it is concluded that:

1. The development will not unreasonably interfere with the achievement of the objectives of an adopted state land development plan applicable to the area.

2. The development is consistent with local land development regulations.

3. The development is consistent with the report and recommendations of the Tampa Bay Regional Planning Council.

B. In considering whether the development should be approved subject to conditions, restrictions and limitations, Pinellas County has considered the criteria stated in subsection 380.06 (14), Florida Statutes.

C. In reviewing the regional impacts of the Bay Area Outlet Mall, Pinellas County shall consider the positive impacts of contributions made by the owner and developers to the transportation and drainage plans for the State of Florida Department of Transportation (FDOT), Department of Environmental Regulation (DER) and Pinellas County as required by the Stipulation, signed by the parties and approved by the Circuit Court on August 24, 1984 in Case No. 84-8951-15. For purposes of this analysis, the "positive impacts of contribution" shall be defined as those items generally considered to be improvements over and above the established policies or requirements of said governmental agencies necessary to initiate development of a parcel of land, and which provide clear public benefit.

D. The review by Pinellas County, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, and Circuit Civil Stipulation No. 84-8951-15, within the terms and conditions of this Development Order and the application.

III. GENERAL PROVISIONS

A. The legal description set forth in Composite Exhibit B is hereby incorporated into and by reference made part of this Development Order.

B. All provisions contained within the application marked "Composite Exhibit B" shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.

C. This Resolution shall constitute the Development Order of Pinellas County in response to the Application for Development Approval and the Preliminary Assessment Additional Information for the Bay Area Outlet Mall Development of Regional Impact.

D. The definitions contained in Chapter 380.06, Florida Statutes, shall govern and apply to this Development Order.

E. This Development Order shall be binding upon the Developer and its heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of, any branch of government or governmental agency.

G. Whenever this Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected government agencies and departments as are or may be designated by the Board of County Commissioners of Pinellas County to review development of regional impact applications as well as all governmental agencies and departments set forth under applicable laws and rules governing developments of regional impact.

H. In each instance in this Development Order where the Developer is responsible for ongoing maintenance of facilities of the Bay Area Outlet Mall DRI, the Developer may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, or any other affected Governmental agency, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order or other changes to the approved development plans or ADA which create a reasonable likelihood of additional adverse regional impact upon those issues addressed by this Development Order, or any other regional impact not previously reviewed by the Regional Planning Council shall result in further development of regional impact review pursuant to Section 380.06, F.S. and may result in Pinellas County ordering a termination of development activity pending such review.

J. Pinellas County agrees that the approved DRI shall not be subject to down-zoning or intensity reduction for the duration of this development order, unless it is demonstrated that substantial changes in the conditions underlying the approval of the development order have occurred, or that the development order was based on inaccurate information, or that the change is clearly established by the local government to be essential to the public health, safety or welfare.

K. The County Administrator of Pinellas County, or his designee, shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by the TBRPC or any Pinellas County department or agency having particular responsibility over the area of subject involved. The County Administrator shall report to the Board of County Commissioners, with notice to the Tampa Bay Regional Planning Council, any findings of deviation from the terms and conditions of this Development Order. The County Administrator shall issue a notice of such noncompliance to the Developer and if the deviation is not corrected within a reasonable amount of time the Administrator shall recommend that the Board of County Commissioners establish a hearing to consider such deviations and to take any action it deems necessary to insure compliance with this order including termination of any further Development.

L. The Developer shall file an annual report in accordance with Section 380.06(18), Florida Statutes, and appropriate rules and regulations. Such report shall be due on the anniversary of the effective date of this Development Order for each following year until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners hearing wherein such report is to be reviewed. Provided, however, that the receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of the Development Order. This report shall contain:

1. The information required by the State Land Planning Agency to be included in the Annual Report, which information is described in the rules and regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and

2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following to the submittal of the annual report; and

3. A statement listing all applications of incremental review required pursuant to this Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the annual report; and

4. A statement setting forth the name(s) and address of any heir, assignee or successor in interest to this Development Order or any portion of this Development Order or Increment.

M. The provisions of this Development Order shall not be construed as a waiver of or exception to any rule, regulation, or ordinance of Pinellas County, its agencies or commissions and to the extent that further review is provided for in this Development Order or required by Pinellas County, said review shall be subject to all applicable rules, regulations and ordinances in effect at the time of the review.

N. This Development Order shall become effective upon adoption by the Board of County Commissioners of Pinellas County in accordance with Section 380.06, Florida Statutes.

O. This Order shall remain in effect for a period of ten (10) years from the effective date hereof. Any development activity wherein plans have been submitted to the County for its review and approval prior to the expiration date of this Order may be completed, if approved. This Order may be extended by the County Commission on the finding of excusable delay in any proposed development activity.

P. Upon adoption, the Development Order shall be transmitted by the Clerk to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and the Developer.

Q. Any revisions to the Development Order not addressed herein shall be subject to review by TBRPC including the payment of any applicable incremental review fee.

IV. CONDITIONS OF DEVELOPMENT APPROVAL

A. Phasing Schedule

The initial phase (Phase I) of construction within the subject DRI has already been completed and is in operation as the Bay Area Outlet Mall. There are no specific plans for development of the remaining commercial land, however, for study purposes, buildout has been projected over a five-year period. Assumptions have been made as to the maximum projected commercial uses/businesses for the remaining land in accordance with existing zoning and Comprehensive Land Use Plan designations. Development of these remaining tracts of land is referred to as Phase II.

It is the intent of this Order to insure that all requirements of this Development Order for the project are complied with prior to issuance of building permits for Phase II. For purposes of this Order, the project shall be considered complete upon issuance of the final certificate of occupancy. As defined in Ch 380.06 (19) Florida Statute, any departure in project buildout from the plans setforth in the application shall be considered to be a substantial deviation.

The developer may submit a traffic analysis justifying a reduction in impact due to a reduction in size of actual development. If such reduction is justified, the developer shall be eligible for a prorata or corresponding reduction of the required Estimated Fair Share contribution.

B. Stormwater System/Drainage

1. The stormwater system in Phase II shall be designed and constructed in accordance with the design guidelines of the Southwest Florida Water Management District, Florida Department of Environmental Regulation, Pinellas County, and the criteria contained on page 113 of the Stormwater and Lake Systems Maintenance and Design Guidelines (Tampa Bay Regional Planning Council, 1978). The design criteria of the system shall include the following elements:

- a. A copy of an operation and maintenance schedule for the detention areas shall be prepared by the Developer and submitted to Pinellas County. The operation and maintenance schedule shall include an estimation of the frequency of sediment removal operation and shall include a plan for the periodic need for removing dead vegetation. An annual update of the operation and maintenance schedule showing compliance with its terms shall be included in each annual report.
- b. The master drainage system shall comply with the Department of Environmental Regulation Stormwater Rule, Chapter 17-25, Florida Administrative Code or such rule which may be in effect at actual time of development as applied to a phased development.
- c. Any proposed construction activity within Long Branch Creek associated with this project must not adversely impact the existing drainage system. Mitigation required by FDER and Pinellas County for work in this area must be completed per conditions of permits issued.

In the event that there is a conflict between any of the criteria and guidelines referenced herein, the more strict criteria shall apply.

2. Prior to detailed site plan approval for Phase II, the Developer shall submit to Pinellas County a copy of the Southwest Florida Water Management District's Stormwater Discharge Permit or Exemption or appropriate certification of compliance from said agencies as applied to a phased development.

3. The elevation for all structures shall be at or above the elevation as required by the Federal Flood Insurance Program or Pinellas County, whichever is greater.

C. Hurricane Evacuation

The Developer shall promote awareness of and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure the safe and orderly evacuation of those employees who, for security or administrative reasons, are in the buildings after an evacuation order is issued. The plan shall include the following elements:

1. Procedures calling for the closing of all buildings for the duration of the hurricane evacuation order.
2. Procedures for informing all employees of evacuation routes out of the flood prone area and measures to be followed in the same event.
3. Procedures mandating coordination with appropriate public authorities of building closings, security and safety measures, and evacuation plans.

The aforementioned plan shall be included in the first annual report submitted after issuance of the Development Order of the project.

D. Transportation

1. A comprehensive areawide transportation study shall be performed as directed and managed by the Pinellas County Metropolitan Planning Organization, in cooperation with the Florida Department of Transportation and Tampa Bay Regional Planning Council. The plan shall consider all approved developments within the study area, including previously approved DRIs and projected development. The Developer shall be required to contribute his fair share of the cost of said plan. Funds expended for said study shall be credited to offset the Developer's Estimated Fair Share requirement. The plan shall commence within three years from the adoption of this Development Order and be completed prior to any Phase II approvals. The parameters for this interim transportation plan or area traffic analysis shall include, but not be limited to:

- a. The regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional roadways to be constructed within the study area.
- b. The existing, approved and projected development to be included within the plan.

c. The manner by which the traffic impact of existing development will be documented and assessed.

d. The manner by which the traffic impact of approved and projected development will be documented and assessed.

e. The procedures by which mass transit shall be studied as a viable alternative to alleviate overburdening of the roadways.

f. Identification of specific construction implementation goals, such as right-of-way acquisition and implementation of additional north/south and east/west quarters designed to coincide with transportation improvement needs generated by each phase completion for projects approved within the study area.

g. Funding commitments for the improvements identified.

2. To assure that the transportation impacts of this development have been accurately projected in the ADA, the developer shall submit a report of findings with regard to the trip generations of the DRI. This report of findings shall be conducted every two years and the results included in the required annual report.

3. The Developer shall be required to pay its fair share of needed roadway improvements according to the Schedule of Estimated Fair Share amounts as described in Exhibit C attached hereto and by this reference made a part hereof. Specifically, it has been determined that Phase I of the development has a direct impact on the level of service of roadways as identified in the ADA, and as such, necessitates the following roadway improvements be constructed or the developer's Estimated Fair Share contribution, as setforth in Exhibit C (\$186,706.), be received by a time certain not to exceed two (2) years from the adoption of this Development Order:

a. Increase the capacity of US 19 south of SR 686 by constructing one additional northbound and one additional southbound lane to create a six-lane divided-facility from SR 686 to SR 688. These termini should be in accordance with proper design standards. Bay Area Outlet Mall contributes 7.9 percent of the existing daily Level of Service C capacity and will contribute 9.6 percent of the existing daily Level of Service C capacity at build-out.

b. Provide for grade separation at US 19 and SR 686. The Bay Area Outlet Mall will contribute 8.1 percent of the peak hour LOS D capacity.

c. Increase the capacity of SR 686 west of US 19 by constructing one additional eastbound and one additional westbound lane to create a six-lane facility from US 19 to Belcher Road. These termini should be in accordance with proper design standards. Bay Area Outlet Mall contributes 5.5 percent of the existing daily Level of Service C capacity and will contribute 10.3 percent of the existing Level of Service C capacity at build-out.

d. Increase the capacity of SR 686 east of US 19 by constructing one additional eastbound and one additional westbound lane to create a six-lane facility from US 19 to 49th Street. These termini should be in accordance with proper design standards. Bay Area Outlet Mall contributes 5.7 percent of the existing daily Level of Service C capacity and will contribute 10.8 percent of the existing daily Level of Service C capacity at build-out.

It has also been determined that Phase II of the development has a direct impact on the level of service of roadways as identified in the ADA, and as such, necessitates specific roadway improvements be constructed or a funding commitment secured by the Developer in accordance with Exhibit C, prior to the issuance of building permits for Phase II. Therefore the Developer shall also be required to contribute its fair share of the following needed roadway improvements for Phase II, in addition to the outstanding balance of Phase I road improvements, according to the Schedule of Estimated Fair Share amounts described in Exhibit C:

e. Increase the capacity of SR 686 east of Starkey-Keene Road by constructing one additional eastbound lane and one additional westbound lane to create a six-lane facility from Starkey-Keene Road to Belcher Road. These termini should be in accordance with proper design standards. Bay Area Outlet Mall will contribute 5.9 percent of the existing Level of Service C capacity at build-out.

f. Increase the capacity of SR 686 east of 49th Street by constructing one eastbound and one westbound lane from 49th Street to SR 688. These termini should be in accordance with proper design standards. Bay Area Outlet Mall will contribute 10.8 percent of the existing daily Level of Service C capacity at build-out.

g. At the intersection of SR 686 and 49th Street provide an additional northbound left turn lane. Bay Area Outlet Mall will contribute 5.2 percent of the peak hour Level of Service D capacity at build-out.

Once the Developer has made the contributions called for herein, the Developer shall have the right to obtain and utilize building permits if the same are otherwise available to other developers or builders in this area of Pinellas County.

4. The Developer shall have the option to fully fund all or any portion of its total fair share contribution as identified in Exhibit C on one or more of the off-site improvements described in this Order under the following conditions. It should be noted improvements (a), (b) and (g) described in Subsection D(5) and outlined in Exhibit C are currently programmed projects in the May 1985 Transportation Improvement Program, FY 1986 through 1990. Should the Florida

STATE OF FLORIDA
LAND AND WATER ADJUDICATORY COMMISSION

IN RE: PINELLAS COUNTY RESOLUTION)
NO. 86-155 ADOPTING A DEVELOPMENT)
ORDER APPROVING THE BAY AREA OUTLET) CASE NO. _____
MALL A DEVELOPMENT OF REGIONAL)
IMPACT IN PINELLAS COUNTY)
_____)

NOTICE OF VOLUNTARY DISMISSAL

PLEASE TAKE NOTICE that Petitioner, TAMPA BAY REGIONAL PLANNING COUNCIL, hereby voluntarily dismisses the above-styled petition based upon the issuance of an amended Development of Regional Impact (DRI) Development Order for the BAY AREA OUTLET MALL adopted by the Pinellas County Commission on June 10, 1986, a copy attached hereto.

Respectfully submitted,


Roger S. Tucker, Attorney for
Tampa Bay Regional Planning
Council
9455 Koger Boulevard, Suite 210
St. Petersburg, Florida 33702
(813) 577-7377

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a copy of the foregoing has been furnished, by U.S. Mail, this 10th day of June 1986, to the following:

Office of Planning & Budgeting
Executive Office of the Governor
The Capitol
Tallahassee, FL. 32301

Honorable Bob Graham
Governor
The Capitol
Tallahassee, FL. 32301

Honorable Bill Gunter
Insurance Commissioner
The Capitol
Tallahassee, FL. 32301

Honorable Doyle Connor
Commissioner of Agriculture
The Capitol
Tallahassee, FL. 32301

Honorable George Firestone
Secretary of State
The Capitol
Tallahassee, FL. 32301

Honorable Ralph Turlington
Commissioner of Education
The Capitol
Tallahassee, FL. 32301

Honorable Gerald Lewis
Comptroller
The Capitol
Tallahassee, FL. 32301

Honorable Jim Smith
Attorney General
The Capitol
Tallahassee, FL. 32301

Department of Veterans & Community Affairs
2571 Executive Center Circle, East
Tallahassee, FL. 32301

Lawrence Keeseey, Esq.
Department of Community Affairs
2571 Executive Center Circle, East
Tallahassee, FL. 32301

Clarence T. Kraft, President
Kraft Entities, Inc.
5401 W. Kennedy Boulevard
Suite 1031
Tampa, FL. 33609

Lloveras, Baur and Stevens
Mr. S. "Sandy" Lloveras, P.E., P.L.S.
3210 U.S. Hwy. 19 North
Clearwater, FL. 33575

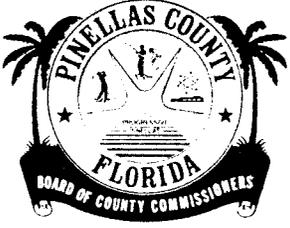
McMullen, Everett, Logan, Marquardt & Cline
Harry Cline, Esq.
P.O. Box 1669
Clearwater, FL. 33517

Glenn W. Robertson, Jr.
Secretary
Florida Land and Water
Adjudicatory Commission
The Capitol
Tallahassee, FL. 32301

Luis Figuerdo, Esq.
Governor's Legal Office
The Capitol
Tallahassee, FL. 32301

Pinellas County Board of
Commissioners
315 Court Street
Clearwater, FL. 33516


Roger S. Tucker, Esq.



BOARD OF COUNTY COMMISSIONERS

PINELLAS COUNTY, FLORIDA

315 COURT STREET

CLEARWATER, FLORIDA 34616

COMMISSIONERS

BRUCE TYNDALL - CHAIRMAN
CHARLES E. RAINEY - VICE CHAIRMAN
JOHN CHESNUT, JR.
GEORGE GREER
BARBARA SHEEN TODD

May 4, 1989

**Ms. Suzanne Cooper
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, FL 33702-2491**

**Re: Bay Area Outlet Mall, DRI #123 - Substantial Deviation Determination
for relocation of the west ingress & egress driveway and associated
drainage improvements**

Dear Ms. Cooper:

Please find attached a certified copy of Resolution No. 89-176 amending Resolution No. 86-155 for the above mentioned Development of Regional Impact. Pursuant to Subsection 380.06 (19), Florida Statutes (1985) the public hearing was held on May 2, 1989 and the attached resolution was adopted by the Board of County Commissioners.

Should there be any question concerning this matter, please feel free to contact me at (813) 462-3403.

Sincerely,

Al Navaroli
Principal Planner

AN/PC/jm

Received 5/8/89

RESOLUTION NO. 89-176
RESOLUTION AMENDING RESOLUTION
NO. 86-155

WHEREAS, in April 1986, Pinellas County issued Resolution No. 86-155 granting development approval for the Bay Area Outlet Mall, Phases I and II; and

WHEREAS, in June, 1986, the State of Florida Land and Water Adjudicatory Commission issued a final order of dismissal for the appeal of Resolution No. 86-155 filed by the Tampa Bay Regional Planning Council; and

WHEREAS, in October, 1987, the Board of County Commissioners authorized the County Attorney to enter into a stipulation concerning the administrative appeal of the Bay Area Outlet Mall's Development Order; and

WHEREAS, in November, 1987, the State of Florida Land and Water Adjudicatory Commission issued a final order of dismissal for the appeal of Resolution No. 86-155 filed by the Kraft Entities, Inc., Stone Buick, Inc., Ira A. Desper, J.O. Stone and Stoneybrook Associates Limited; and

WHEREAS, Kraft Entities, Inc., pursuant to Subsection 380.06(19), Florida Statutes has filed a notification of a proposed change to a previously approved Development of Regional Impact to Pinellas County, the Tampa Bay Regional Planning Council, and the State of Florida Department of Community Affairs; and

WHEREAS, the applicant (Kraft Entities, inc.) has proposed to relocate the existing ingress-egress drive on the west perimeter abutting U.S. Highway 19 approximately 300 feet to the south along with associated drainage improvements; and

WHEREAS, the notice requirements of Section 380.06, Florida Statutes, have been satisfied and the Board of County Commissioners of Pinellas County, Florida has, on this 2nd day of May, 1989, held a duly noticed public hearing on the proposed change to the existing Development of Regional Impact and has heard and considered testimony and documents received thereon.

NOW THEREFORE, be it resolved by the Board of County Commissioners of Pinellas County, Florida in regular session duly assembled on this 2nd day of May, 1989:

1. The proposed relocation of the ingress-egress drive with associated drainage improvements is determined not to be a substantial deviation pursuant to State Statute 380.06(19)
2. Exhibit "B" of the original Development Order (Resolution No. 86-155) consisting of the Application for Development Approval (dated January 4, 1985) and the Preliminary Assessment Additional Information (dated June 14, 1985 - Sufficiency Response) is amended by attached Exhibit B-1 to reflect the relocated drive with associated drainage improvements.

Commissioner Rainey offered the foregoing Resolution and moved its adoption, which was seconded by Commissioner Chesnut and upon roll call the vote was:

Ayes: Tyndall, Rainey, Chesnut, Todd and Greer.

Nayes: None.

Absent and Not Voting: None.

APPROVED AS TO LEGAL FORM AND CONTENT
OFFICE OF THE PINELLAS COUNTY ATTORNEY

BY: Jamie L. Bennett
Attorney

DONE AND RESOLVED THIS 2nd day of May, 1989

BOARD OF COUNTY COMMISSIONERS
OF PINELLAS COUNTY, FLORIDA

(SEAL)
ATTEST: KARLEEN F. DeBLAKER, CLERK

BY: G.K. West
Deputy Clerk

BY: Bruce Tyndall
BRUCE TYNDALL, CHAIRMAN

I, KARLEEN F. DeBLAKER, Clerk of the Circuit Court and Clerk of the Board of County Commissioners, do hereby certify that the above and foregoing is a true and correct copy of the original as it appears in the official records of the Board of County Commissioners of Pinellas County, Florida.
Attest: _____
on 2nd day of May, 1989
Karlleen F. DeBlaker, Clerk of the Circuit Court and Clerk of the Board of County Commissioners, Pinellas County, Florida
G.K. West

RESOLUTION NO. 86-155

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
OF PINELLAS COUNTY, FLORIDA
DRI
DEVELOPMENT ORDER

Upon motion of Commissioner Todd, seconded by Commissioner Tyndall, the following Resolution was adopted this 8th day of April, 1986.

WHEREAS, on January 22, 1985, Kraft Entities Incorporated filed an Application for Development Approval (ADA) of a Development of Regional Impact with the Pinellas County Board of County Commissioners as stipulated in Circuit Civil Stipulation Agreement No. 84-8951-15, dated August 24, 1984 (Exhibit A), and pursuant to the provisions of Section 380.06, Florida Statutes; and,

WHEREAS, said application addresses the impacts the Bay Area Outlet Mall DRI has upon traffic (including hurricane evacuation) water quality (including drainage and wetlands), and economy, as identified in Circuit Civil Stipulation Agreement No. 84-8951-15 (Exhibit A); and

WHEREAS, the Board of County Commissioners as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes, is authorized and empowered to consider applications for development approval for developments of regional impact; and,

WHEREAS, the public notice requirements of Section 380.06, Florida Statutes, have been satisfied; and,

WHEREAS, the Board of County Commissioners has on April 8, 1986 held a duly noticed public hearing on said application for development approval and has heard and considered testimony and documents received thereon; and,

WHEREAS, the Board of County Commissioners has received and considered the report and recommendations of the Tampa Bay Regional Planning Council; and,

WHEREAS, Pinellas County has solicited, received and considered reports, comments and recommendations from interested citizens, County and City agencies, as well as the review and report of the Pinellas County administration.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF PINELLAS COUNTY, FLORIDA:

I. FINDINGS OF FACT

A. Kraft Entities, Incorporated, hereinafter referred to as "Developer", submitted to Pinellas County, Florida, an Application for Development Approval, and Preliminary Assessment Additional Information which are attached hereto and marked Composite Exhibit B and incorporated herein by reference. Hereinafter, the word "application" shall refer to the Application for Development Approval, and the Preliminary Assessment Additional Information and all other documents submitted.

B. The real property which is the subject of the application is legally described as set forth in Composite Exhibit B, attached hereto and made a part hereof by reference.

C. The proposed development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes.

D. A comprehensive review, pursuant to Court Stipulation No. 84-8951-15, of the impact Kraft Entities Inc. generated by the development has been conducted by Pinellas County, the Tampa Bay Regional Planning Council and other participating agencies.

E. All development that has or shall occur, along with any positive impacts of contribution made by the developer will be considered in accordance with Court Stipulation No. 84-8951-15, this Development Order and provisions of the application received during the DRI review process.

II. CONCLUSIONS OF LAW

A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the application as set forth in Composite Exhibit B, the reports, recommendations and testimony heard and considered by the Board of County Commissioners, it is concluded that:

1. The development will not unreasonably interfere with the achievement of the objectives of an adopted state land development plan applicable to the area.
2. The development is consistent with local land development regulations.
3. The development is consistent with the report and recommendations of the Tampa Bay Regional Planning Council.

B. In considering whether the development should be approved subject to conditions, restrictions and limitations, Pinellas County has considered the criteria stated in subsection 380.06 (14), Florida Statutes.

C. In reviewing the regional impacts of the Bay Area Outlet Mall, Pinellas County shall consider the positive impacts of contributions made by the owner and developers to the transportation and drainage plans for the State of Florida Department of Transportation (FDOT), Department of Environmental Regulation (DER) and Pinellas County as required by the Stipulation, signed by the parties and approved by the Circuit Court on August 24, 1984 in Case No. 84-8951-15. For purposes of this analysis, the "positive impacts of contribution" shall be defined as those items generally considered to be improvements over and above the established policies or requirements of said governmental agencies necessary to initiate development of a parcel of land, and which provide clear public benefit.

D. The review by Pinellas County, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, and Circuit Civil Stipulation No. 84-8951-15, within the terms and conditions of this Development Order and the application.

III. GENERAL PROVISIONS

A. The legal description set forth in Composite Exhibit B is hereby incorporated into and by reference made part of this Development Order.

B. All provisions contained within the application marked "Composite Exhibit B" shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.

C. This Resolution shall constitute the Development Order of Pinellas County in response to the Application for Development Approval and the Preliminary Assessment Additional Information for the Bay Area Outlet Mall Development of Regional Impact.

D. The definitions contained in Chapter 380.06, Florida Statutes, shall govern and apply to this Development Order.

E. This Development Order shall be binding upon the Developer and its heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of, any branch of government or governmental agency.

G. Whenever this Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected government agencies and departments as are or may be designated by the Board of County Commissioners of Pinellas County to review development of regional impact applications as well as all governmental agencies and departments set forth under applicable laws and rules governing developments of regional impact.

H. In each instance in this Development Order where the Developer is responsible for ongoing maintenance of facilities of the Bay Area Outlet Mall DRI, the Developer may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, or any other affected Governmental agency, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order or other changes to the approved development plans or ADA which create a reasonable likelihood of additional adverse regional impact upon those issues addressed by this Development Order, or any other regional impact not previously reviewed by the Regional Planning Council shall result in further development of regional impact review pursuant to Section 380.06, F.S. and may result in Pinellas County ordering a termination of development activity pending such review.

J. Pinellas County agrees that the approved DRI shall not be subject to down-zoning or intensity reduction for the duration of this development order, unless it is demonstrated that substantial changes in the conditions underlying the approval of the development order have occurred, or that the development order was based on inaccurate information, or that the change is clearly established by the local government to be essential to the public health, safety or welfare.

K. The County Administrator of Pinellas County, or his designee, shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by the IBRPC or any Pinellas County department or agency having particular responsibility over the area of subject involved. The County Administrator shall report to the Board of County Commissioners, with notice to the Tampa Bay Regional Planning Council, any findings of deviation from the terms and conditions of this Development Order. The County Administrator shall issue a notice of such noncompliance to the Developer and if the deviation is not corrected within a reasonable amount of time the Administrator shall recommend that the Board of County Commissioners establish a hearing to consider such deviations and to take any action it deems necessary to insure compliance with this order including termination of any further Development.

L. The Developer shall file an annual report in accordance with Section 380.06(18), Florida Statutes, and appropriate rules and regulations. Such report shall be due on the anniversary of the effective date of this Development Order for each following year until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners hearing wherein such report is to be reviewed. Provided, however, that the receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of the Development Order. This report shall contain:

1. The information required by the State Land Planning Agency to be included in the Annual Report, which information is described in the rules and regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and

2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following to the submittal of the annual report; and

3. A statement listing all applications of incremental review required pursuant to this Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the annual report; and

4. A statement setting forth the name(s) and address of any heir, assignee or successor in interest to this Development Order or any portion of this Development Order or Increment.

M. The provisions of this Development Order shall not be construed as a waiver of or exception to any rule, regulation, or ordinance of Pinellas County, its agencies or commissions and to the extent that further review is provided for in this Development Order or required by Pinellas County, said review shall be subject to all applicable rules, regulations and ordinances in effect at the time of the review.

N. This Development Order shall become effective upon adoption by the Board of County Commissioners of Pinellas County in accordance with Section 380.06, Florida Statutes.

O. This Order shall remain in effect for a period of ten (10) years from the effective date hereof. Any development activity wherein plans have been submitted to the County for its review and approval prior to the expiration date of this Order may be completed, if approved. This Order may be extended by the County Commission on the finding of excusable delay in any proposed development activity.

P. Upon adoption, the Development Order shall be transmitted by the Clerk to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and the Developer.

Q. Any revisions to the Development Order not addressed herein shall be subject to review by TBRPC including the payment of any applicable incremental review fee.

IV. CONDITIONS OF DEVELOPMENT APPROVAL

A. Phasing Schedule

The initial phase (Phase I) of construction within the subject DRI has already been completed and is in operation as the Bay Area Outlet Mall. There are no specific plans for development of the remaining commercial land, however, for study purposes, buildout has been projected over a five-year period. Assumptions have been made as to the maximum projected commercial uses/businesses for the remaining land in accordance with existing zoning and Comprehensive Land Use Plan designations. Development of these remaining tracts of land is referred to as Phase II.

It is the intent of this Order to insure that all requirements of this Development Order for the project are complied with prior to issuance of building permits for Phase II. For purposes of this Order, the project shall be considered complete upon issuance of the final certificate of occupancy. As defined in Ch 380.06 (19) Florida Statute, any departure in project buildout from the plans setforth in the application shall be considered to be a substantial deviation.

The developer may submit a traffic analysis justifying a reduction in impact due to a reduction in size of actual development. If such reduction is justified, the developer shall be eligible for a prorata or corresponding reduction of the required Estimated Fair Share contribution.

B. Stormwater System/Drainage

1. The stormwater system in Phase II shall be designed and constructed in accordance with the design guidelines of the Southwest Florida Water Management District, Florida Department of Environmental Regulation, Pinellas County, and the criteria contained on page 113 of the Stormwater and Lake Systems Maintenance and Design Guidelines (Tampa Bay Regional Planning Council, 1978). The design criteria of the system shall include the following elements:

- a. A copy of an operation and maintenance schedule for the detention areas shall be prepared by the Developer and submitted to Pinellas County. The operation and maintenance schedule shall include an estimation of the frequency of sediment removal operation and shall include a plan for the periodic need for removing dead vegetation. An annual update of the operation and maintenance schedule showing compliance with its terms shall be included in each annual report.
- b. The master drainage system shall comply with the Department of Environmental Regulation Stormwater Rule, Chapter 17-25, Florida Administrative Code or such rule which may be in effect at actual time of development as applied to a phased development.
- c. Any proposed construction activity within Long Branch Creek associated with this project must not adversely impact the existing drainage system. Mitigation required by FDER and Pinellas County for work in this area must be completed per conditions of permits issued.

In the event that there is a conflict between any of the criteria and guidelines referenced herein, the more strict criteria shall apply.

2. Prior to detailed site plan approval for Phase II, the Developer shall submit to Pinellas County a copy of the Southwest Florida Water Management District's Stormwater Discharge Permit or Exemption or appropriate certification of compliance from said agencies as applied to a phased development.

3. The elevation for all structures shall be at or above the elevation as required by the Federal Flood Insurance Program or Pinellas County, whichever is greater.

C. Hurricane Evacuation

The Developer shall promote awareness of and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure the safe and orderly evacuation of those employees who, for security or administrative reasons, are in the buildings after an evacuation order is issued. The plan shall include the following elements:

1. Procedures calling for the closing of all buildings for the duration of the hurricane evacuation order.
2. Procedures for informing all employees of evacuation routes out of the flood prone area and measures to be followed in the same event.
3. Procedures mandating coordination with appropriate public authorities of building closings, security and safety measures, and evacuation plans.

The aforementioned plan shall be included in the first annual report submitted after issuance of the Development Order of the project.

D. Transportation

1. A comprehensive areawide transportation study shall be performed as directed and managed by the Pinellas County Metropolitan Planning Organization, in cooperation with the Florida Department of Transportation and Tampa Bay Regional Planning Council. The plan shall consider all approved developments within the study area, including previously approved DRIs and projected development. The Developer shall be required to contribute his fair share of the cost of said plan. Funds expended for said study shall be credited to offset the Developer's Estimated Fair Share requirement. The plan shall commence within three years from the adoption of this Development Order and be completed prior to any Phase II approvals. The parameters for this interim transportation plan or area traffic analysis shall include, but not be limited to:

- a. The regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional roadways to be constructed within the study area.
- b. The existing, approved and projected development to be included within the plan.

RESOLUTION NO. 88-65
RESOLUTION AMENDING RESOLUTION
NO. 86-155

WHEREAS, in April, 1986, Pinellas County issued Resolution No. 86-155 granting development approval for the Bay Area Outlet Mall, Phases I and II: and

WHEREAS, in June, 1986, the State of Florida Land and Water Adjudicatory Commission issued a final order of dismissal for the appeal of Resolution No. 86-155 filed by the Tampa Bay Regional Planning Council: and

WHEREAS, in October 1987, the Board of County Commissioners authorized the County Attorney to enter into a stipulation concerning the administrative appeal of the Bay Area Outlet Mall's Development Order: and

WHEREAS, in November, 1987, the State of Florida Land and Water Adjudicatory Commission issued a final order of dismissal for the appeal of Resolution No. 86-155 filed by the Kraft Entities, Inc.; Stone Buick, Inc.; Ira A. Desper; J.O. Stone and Stoneybrook Associates Limited: and

WHEREAS, Kraft Entities, Inc.; pursuant to Subsection 380-06(19), Florida Statutes (1985) has filed a notification of a proposed change to a previously approved Development of Regional Impact to Pinellas County, the Tampa Bay Regional Planning Council, and the State of Florida Department of Community Affairs: and

WHEREAS, the applicant (Kraft Entities, Inc.) has proposed to construct a rear access drive from the southeast corner of the Bay Area Outlet Mall property extending eastward to the intersection of 62nd Street: and

WHEREAS, the applicant has requested credit of \$102,100 from the fair share calculations identified in Exhibit "C" of the Development Order approved as Resolution No. 86-155: and

WHEREAS, the applicant has submitted a traffic analysis (Barton-Ashman Report) which supports the reduction in the fair share calculations by the amount requested for credit: and

WHEREAS, the notice requirements of Section 380.06, Florida Statutes, have been satisfied and the Board of County Commissioners of Pinellas County, Florida has, on this 23rd day of February, 1988, held a duly noticed public hearing on the proposed changes to the existing Development Order (Resolution No. 86-155) and has heard and considered testimony and documents received thereon.

123
110-105
110-105

NOW, THEREFORE, be it resolved by the Board of County Commissioners of Pinellas County, Florida in regular session duly assembled this 23rd day of February, 1988:

1. The proposed roadway construction is determined not to be a substantial deviation pursuant to State Statute 380.06.
2. Exhibit "C" in the original Development Order (Resolution No. 86-155) is deleted and the attached amended Exhibit "C" is hereby incorporated fully herein with the following conditions:
 - A. The developer will be required to monitor traffic counts after the proposed road is constructed and in normal operation. No credit will be granted until the monitoring report verifies the distribution patterns identified in the Barton-Ashman Report. Monitoring shall consist of 4 seasonal counts over a one-year period to include peak hour and daily directional counts. If construction should commence in Phase II prior to monitoring, then the developer shall pay the full fair share contribution for Phase II to Pinellas County but the credit amount of \$102,100 shall be held in escrow pending monitoring analysis to determine the actual credit amount.
 - B. Credit will be contingent on public dedication of the proposed roadway from the right of way of Michigan Drive to the right of way of 62nd Street.
 - C. The credit will be treated as a carry-forward against the fair share contributions for Phase II. None of the \$186,706 already paid to Pinellas County is to be reimbursed to satisfy any credit granted.

Commissioner Tyndall offered the foregoing resolution and moved its adoption, which was seconded by Commissioner Greer, and upon roll call the vote was:

Ayes: Chesnut, Tyndall, Todd and Greer.

Nays: None.

Absent and Not Voting: Rainey.

I, KARLEEN F. De BLAKER, Clerk of the Circuit Court and Clerk Ex-Officio, Board of County Commissioners, do hereby certify that the above and foregoing is a true and correct copy of the original as it appears in the official files of the Board of County Commissioners of Pinellas County, Florida.

Witness my hand and seal of said County,

this 20th day of May, A.D. 1988.

KARLEEN F. De BLAKER, Clerk of the Circuit Court Ex-Officio Clerk to the Board of County Commissioners, Pinellas County, Florida.

By: *[Signature]* Deputy Clerk

EXHIBIT C (AMENDED)

PHASE I

SCHEDULE OF ESTIMATED FAIR SHARE AMOUNTS

Item No.	Estimated Total	ORIGINAL PERCENTAGES & COSTS		AMENDED PERCENTAGES & COSTS	
		PHASE I BAOM Percent	PHASE I Estimated BAOM Cost	PHASE I BAOM Percent	PHASE I Estimated BAOM Cost
a.	\$ 1,829,333*	7.9	\$ 0	0	\$ 0
b.	16,110,000*	8.1	0	0	0
c.	1,143,333	5.5	62,883	5.5	62,883
d.	2,172,333	5.7	123,823	**	21,723
	<u>\$21,254,999</u>		<u>\$186,706</u>		<u>\$84,606</u>
(Less positive contribution credit)			- 0 -		- 0 -

TOTAL

PHASE II

SCHEDULE OF ESTIMATED FAIR SHARE AMOUNTS

Item No.	Estimated Total	PHASE II		PHASE II	
		PHASE II BAOM Percent	PHASE II Estimated BAOM Cost	PHASE II BAOM Percent	PHASE II Estimated BAOM Cost
a.	\$ 1,829,333	1.7	\$ 0	1.7	\$ 0
c.	1,143,333	4.8	54,880	4.8	54,880
d.	2,172,333	5.1	110,789	5.1	110,789
e.	1,143,333	5.9	67,457	5.9	67,457
f.	1,600,667	10.8	172,872	10.8	172,872
g.	414,260*	5.2	0	5.2	0
TOTAL	<u>\$ 6,473,926</u>		<u>\$405,998</u>		<u>\$405,998</u>
PHASE I TOTAL:			\$186,706		\$ 84,606
PHASE II TOTAL			405,998		405,998
TOTAL PROJECT FAIR SHARE CONTRIBUTION:			<u>\$592,704</u>		<u>\$490,604</u>

*Currently programmed projects as identified in the May 1985 Transportation Improvement Program, FY 1986 through 1990.

**Total cost of Item "d" is \$123,823. As listed in Table 3-A of the June 1986 Barton-Aschman Associates, Inc. Traffic Analysis, the redirection of development traffic to the 62nd Street access eliminates BAOM's impact from S.R. 686 except for the segment from U.S. 19 to Dodge Street. The remainder of Roosevelt Boulevard (S.R. 686) from Dodge Street to 49th Street is not significantly impacted by the redirection of development traffic, as the development traffic contributes less than 4.5 percent from Dodge Street to 49th Street on Roosevelt Boulevard (S.R. 686).

The Bay Area Outlet Mall is responsible for fair share costs for roadway improvements on Roosevelt Boulevard, from U.S. 19 to Dodge Street, which is one-eighth of the total length from U.S. 19 to 49th Street. Bay Area Outlet Mall's traffic contributes eight (8) percent of the LOS C capacity on Roosevelt Boulevard (S.R. 686) from U.S. 19 to Dodge Street. The total fair share cost for the Bay Area Outlet Mall for this improvement is now \$21,723 (1/8 x 2,172,333 x 8%).

Department of Transportation commence construction of these projects within said time periods, the developer's Estimated Fair Share Contribution for these specific projects shall be negated. Should any of these projects be deleted from FDOT's said program, the developer shall be required to fund the Estimated Fair Share of the project's cost as indicated in Exhibit C.

a. During the life of this Development Order, the Developer may fund all or any portion of its total fair share contributions as to Phase I or Phase II, or any combination thereof, through contribution of land (or rights or interest in and to lands) owned by the Developer or acquired by the Developer or made on behalf of Developer, and contributed to the Florida Department of Transportation or such other agency or department of the state, local or federal government as may require lands or interest in lands incident to the expansion, improvement and development of highway improvements at the intersection of U.S. Highway 19 and East Bay Drive/ Roosevelt Boulevard or for other developments involving U.S. Highway 19 extending south of said intersection to Ulmerton Road, for right of way, drainage or other purposes associated with the transportation development. Extent and valuation of such contributions shall be determined by the values agreed upon between the Developer and the Department of Transportation for the rights or property conveyed, or if through litigation, as established in any condemnation or eminent domain proceedings; provided, nevertheless, that the County shall not be bound by any valuation determined by agreement if it in its good faith judgment shall not believe that any agreed upon value is reflective of "fair market value." If the County should not agree with the valuation, then it shall have the independent right to have the same judicially reviewed and determined.

b. As an alternative to contributing property, property rights or the value thereof incident to transportation development and expansion in the region, as hereinabove provided, the Developer likewise shall have the option during the existence of this Development Order to propose highway or road improvements wherein the Developer's Fair Share contribution may be expended or made. The County shall determine through supporting traffic analysis provided by the Developer for the development impact area, whether the proposed road improvement(s) constitutes

subsequent reductions of impact on roadways identified in this D.O. and estimated in Exhibit C. If approved, the Developer shall be eligible for a prorata or corresponding reduction of the Estimated Fair Share contributions calculated and outlined in Exhibit C, but only to such extent as to provide a reduction of impact on roadways identified in Exhibit C. Any projects approved for construction will be completed within ten years of the date of adoption of this Development Order.

c. In the event the Developer does fully fund any such improvements the Developer shall receive credit as to the amount funded against the next level of funding required for Phase II as identified in Exhibit C until the full amount of his fair share is exhausted. In the event the Developer constructs only a portion of a project, the Developer and County shall agree on an estimate prior to initiation of construction.

5. In accordance with Court Stipulation #84-8951-15, the Developer is entitled to credit for positive impacts of contributions already implemented as a result of his efforts to coordinate the Bay Area Outlet Mall's transportation and drainage plans with the State of Florida Department of Transportation (FDOT), Department of Environmental Regulation (DER) and Pinellas County. Analysis and comparison of the information submitted in the ADA, the condition of the "as built" site plan for the Bay Area Outlet Mall, the Pinellas County Master Drainage Plan and FDOT roadway improvements impacted by this DRI, indicate there to be no positive impacts which would offset the Developer's Estimated Fair Share contribution required by this D.O. for Phase I and outlined in Exhibit C.

During the existence of this Development Order and until the Fair Share contributions for Phase II are otherwise satisfied as herein provided, the Developer may present such analysis and comparison to the County for review and request credit for such improvements which provide positive impacts of contribution and which may be utilized to offset the Developer's Estimated Fair Share contributions for Phase II required by this Development Order and as outlined in Exhibit "C". For the purpose of this analysis as to Phase II, positive impacts of contribution will be improvements over and above those customarily required for site development and which provide clear public benefit. This right of offset shall be in addition to other methods of contribution as herein provided to satisfy the Estimated Fair Share contribution.

The Developer shall provide Pinellas County, TBRPC and DCA written notification of their intention to offset the Estimated Fair Share contribution from the cost estimates for project improvements outlined in Exhibit C. This notification may be submitted by said parties during the life of this D.O. The option to credit the Developer's Fair Share contribution is in accordance with Court Stipulation 84-8951-15 and should not be viewed as a precedent for other developments.

6. Prior to issuance of Phase II building permits, the Developer shall provide an adequate area for a satellite transit terminal and time transfer point of a size and location which is mutually agreeable to Developer and Pinellas County and shall be required to cooperate with the Pinellas Suncoast Transit Authority for its implementation. Such area shall be limited to transit delivery and pick-up, and shall not include storage or maintenance or other services or require facilities therefore. Developer shall be entitled to request and receive a credit hereunder for any contributions made to the County for such area.

7. No building permits shall be issued for the Bay Area Outlet Mall DRI unless it is determined by the County Administrator in a written finding that an adequate Level of Service is operating at or better than recognized planned Levels of Service as adopted by the Pinellas County Metropolitan Planning Organization in the year 2010 Long Range Highway Plan, and outlined below, for the following roadways:

- S.R. 686 (East Bay Drive) from Starkey Road to Belcher Road — LOS C/D at peak,
- S.R. 686 (East Bay Drive) from Belcher Road and U.S. 19 — LOS D/E at peak,
- S.R. 686 (Roosevelt Blvd.) from U.S. 19 to 49th St N — LOS D/E at peak,
- S.R. 686 (Roosevelt Blvd.) from 49th St N to SR 688 — LOS C/D at peak,
- U.S. 19 from Ulmerton Road to S.R. 60 — LOS F; and

that the expected trips to be generated by approval of such plans would not cause the roadways to operate below the aforementioned planned Levels of Service.

A refusal to grant a building permit through this procedure may be appealed by the Developer to the Board of County Commissioners. On appeal, the BCC may grant the building permit upon an affirmative finding that the aforesaid roadways shall not be unduly burdened. Before the Board shall make such a finding, the Board shall notify the Department of Community Affairs and Tampa Bay Regional Planning Council and receive their review and comment regarding such an appeal pursuant to the Department's authority found in Chapter 380.06, Florida Statutes. If any improvements or new roads are deemed necessary by the Board of County Commissioners to avoid such undue burden, then such improvements must either be substantially completed or programmed for construction by the expected date of completion for the development phase or portion under construction. Determinations of the Level of Service of roadways shall be set forth in writing and shall be based upon the most recent and best available transportation data, including but not limited to average daily traffic counts by the Florida Department of Transportation, and to the extent that appropriate data is available, shall utilize the methodology contained in the "Highway Capacity Manual - 1965", or its successor document. In making any determinations pursuant to this provision, the County shall apply proportionate uniform treatment in relation to other proposed developments in the area.

8. In the event the County adopts impact fee ordinances that are acceptable to TBRPC and DCA, the Developer shall be given credit for the cost of improvements paid for by the Developer. In no event shall the Developer be required to pay both the County's impact fee and the cost of improvements identified in Exhibit C. In the event the County adopts a transportation impact fee ordinance, the developer shall be treated equitably with others under said ordinance in apportioning the cost of the required improvements.

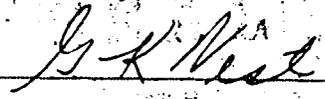
PASSED AND ORDAINED BY THE PINELLAS COUNTY BOARD OF COUNTY COMMISSIONERS.



Chairman, Board of Pinellas

County Commissioners

Attest: KARLEEN F. De BLAKER, CLERK

By: 
Deputy Clerk

I, KARLEEN F. DE BLAKER, Clerk of the Circuit Court and Clerk Ex-Officio, Board of County Commissioners, do hereby certify that the above and foregoing is a true and correct copy of the original as it appears in the official files of the Board of County Commissioners of Pinellas County, Florida.

Witness my hand and seal of said county

this 8th day of April AD. 1986
KARLEEN F. DE BLAKER, Clerk of the Circuit Court Ex-Officio Clerk to the Board of County Commissioners, Pinellas County, Florida.

By 
Deputy Clerk

EXHIBIT A

IN THE CIRCUIT COURT FOR PINELLAS COUNTY, FLORIDA
Circuit Civil No. 84-8951-15

STATE OF FLORIDA, DEPARTMENT
OF COMMUNITY AFFAIRS,

Plaintiff,

-vs-

KRAFT ENTITIES, INC., etc., et
al,

Defendants.

STIPULATION

The parties, and the Tampa Bay Regional Planning Council, by and through their undersigned attorneys, hereby stipulate and agree to an amicable resolution of the above-styled litigation according to and upon the following terms:

1. The Florida Department of Community Affairs (DCA) has maintained that the project being developed and known as the Bay Area Outlet Mall consists of fifty (50) acres, more or less, and is a development of regional impact (DRI) because of its character, magnitude and location. The developer (Kraft Entities, Inc.) has consistently maintained that the project consists of no more than thirty-four (34) acres and is not subject to the DRI process either because of its size or because of its character, magnitude and location. Said differences have become irreconcilable and have resulted in this litigation.

2. It is in the best interests of all the parties to amicably resolve this litigation, to move forward with the development of the project, and to protect the public interest through application of the DRI process.

3. Without any admission that the defendants have violated the provisions of Chapter 380, Florida Statutes, the owners and developers agree to submit an Application

for Development Approval (ADA) to the appropriate governmental bodies pursuant to the requirements of Chapter 380, Florida Statutes (1983) and shall not withdraw the same. Said ADA shall solely address the impacts that the development has upon traffic (including hurricane evacuation), water quality (including drainage and wetlands), and economy. The Tampa Bay Regional Planning Council shall consider and issue its report only upon these issues in its review of the project. The appropriate governmental bodies shall also consider the positive impacts of contributions already made by the owner and developers to the transportation and drainage plans for the State of Florida Department of Transportation (DOT), Department of Environmental Regulation (DER) and Pinellas County. The ADA will be processed on the stated items through the customary regional and local planning authorities as any other ADA.

4. The developer, Kraft Entities, Inc. shall submit the ADA within ninety (90) days of the execution of this Stipulation upon the property consisting of approximately fifty (50) acres, more fully described in the legal description to be attached hereto as Exhibit "A" and presently identified in the attached photograph.

5. It is further agreed that the owners of the subject properties, Stone Buick, Inc., Ira A. Desper and J.O. Stone as Trustees of the J.O. Stone Revocable Trust, and Stoneybrook Associates, Limited, shall be subject to the terms and provisions of this agreement as to the said fifty (50) acres, M.O.L. J.O. Stone, individually and Clarence Kraft, individually are not proper parties to this lawsuit.

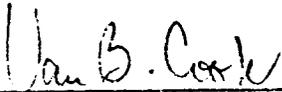
6. DCA will voluntarily dismiss the above-styled lawsuit seeking injunctive relief.

7. Defendant Pinellas County shall issue the appropriate certificate or certificates of occupancy in the

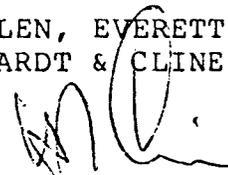
regular course of events irrespective of the above-styled pending litigation or the processing of the ADA.

8. Each party shall bear its own attorney fees and costs.

McMULLEN, EVERETT, LOGAN,
MARQUARDT & CLINE, P.A.



Steve Siebert, Esquire
Assistant County Attorney
315 Court Street
Clearwater, FL 33516

By: 

Harry S. Cline, Esquire
Post Office Box 1669
Clearwater, FL 33517
813-441-8966
Attorneys for Kraft Entities,
Inc., C. Kraft and J. O. Stone
SPN#41047



David L. Jordan, Esquire
Department of Community Affairs
2571 Executive Center Circle E.
Tallahassee, FL 32301
904-488-0410



Roger S. Tucker, Esquire
9455 Koger Blvd.
St. Petersburg, FL 33702
813-577-5151
Attorneys for Tampa Bay Regional
Planning Council

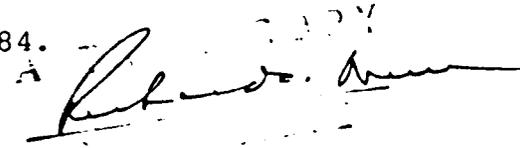
ORDER

THIS MATTER came on for hearing before the Honorable RICHARD A. MILLER, Circuit Judge, on the joint stipulation of the parties. The Court reviewed the stipulation, became fully advised in the premises. It is hereby

ORDERED AND ADJUDGED that the terms and conditions of the stipulation are incorporated herein by reference and are specifically enforceable by any signatory. The Court retains jurisdiction to enforce any provision of this agreement. It is further

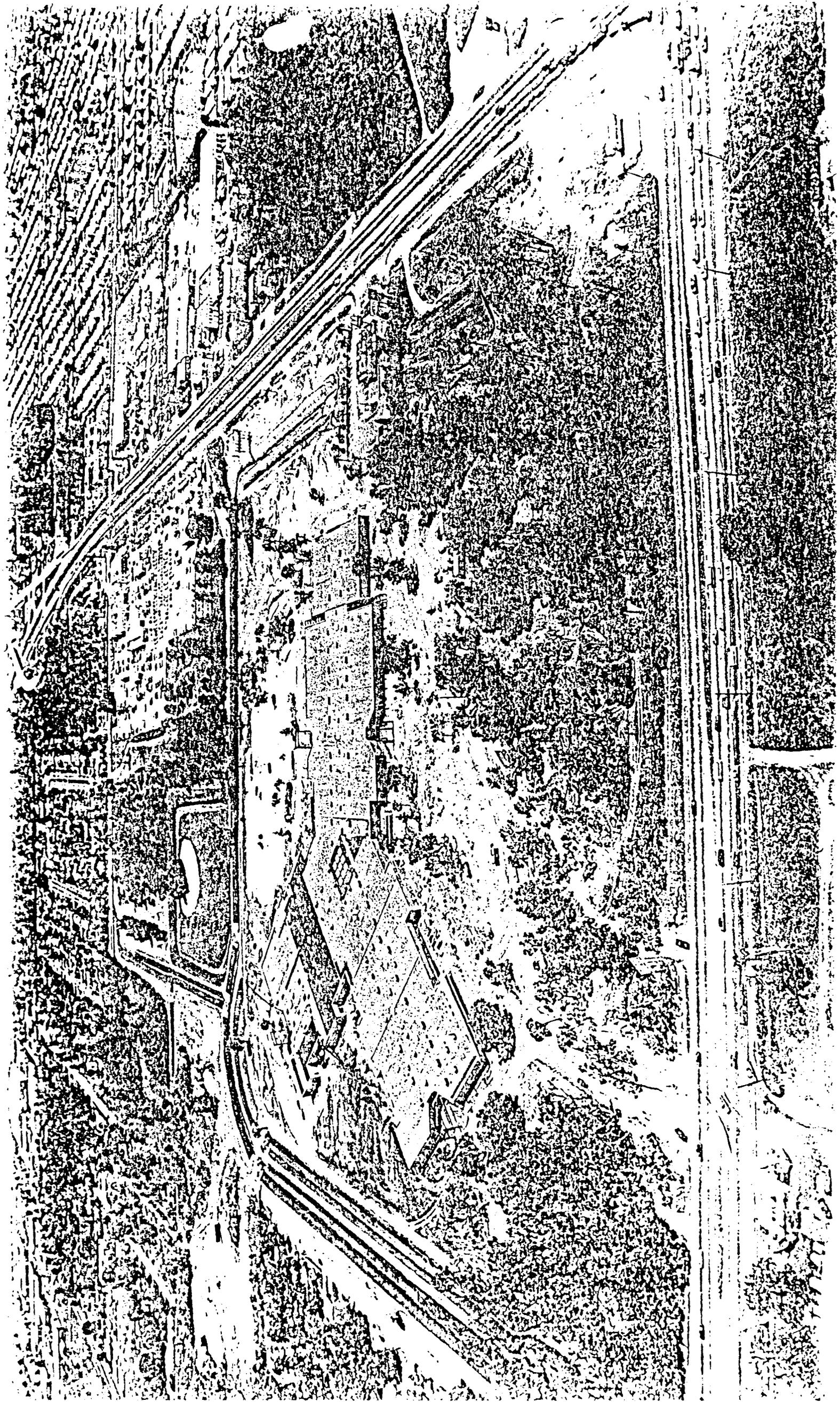
ORDERED AND ADJUDGED that this case is dismissed and the Court's order of August 14th as amended, is receded from in any respect which is in conflict with this stipulation and order.

DONE AND ORDERED in Chambers at Clearwater, Pinellas County, Florida, this 24 day of August, 1984.


CIRCUIT JUDGE

Copies furnished to:

Harry S. Cline, Esquire
Steve Siebert, Esquire
David L. Jordan, Esquire
Roger S. Tucker, Esquire



AGREEMENT OF UNDERSTANDING

The Florida Department of Community Affairs (FDCA), the Tampa Bay Regional Planning Council (TBRPC) and Pinellas County, (COUNTY) in order to reach a mutually satisfactory understanding regarding certain issues arising from, but which were not addressed by, the Stipulation in Case No. Circuit Civil 84-8951-15 of this same date, hereby agree as follows:

1. COUNTY shall not issue any development permits, as defined in Section 380.031, Florida Statutes (1983), or agree to the development of any lands which are included in the Application for Development Approval referenced in said Stipulation, until a final development order is issued; provided, however, that COUNTY may allow construction, completion and occupancy of the Bay Area Outlet Mall as previously authorized by COUNTY.

2. COUNTY shall promptly inform FDCA and TBRPC of any and all applications for building or development permits and plans submitted to COUNTY, and any and all development activity within COUNTY's jurisdiction of which COUNTY becomes aware, for property within the following boundaries:

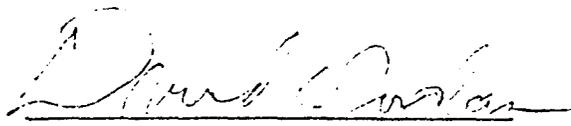
North: Whitney Place, as extended to the below-described east and west boundaries.

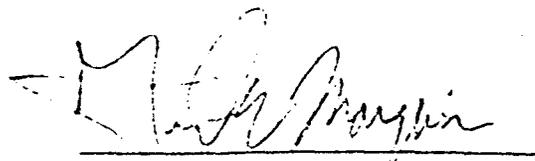
South: Automobile Road.

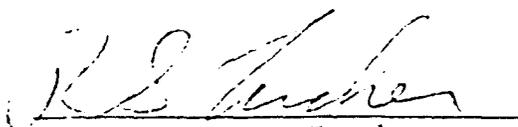
West: U. S. 19 North of Roosevelt Boulevard and the Largo City Limits south of Roosevelt Boulevard.

East: 63rd Street, as extended to the above-described north and south boundaries.

Signed this 23rd day of August 1984.


DAVID L. JORDAN, Esquire for the
Department of Community Affairs


FRED E. MARQUIS
County Administrator
and


ROGER S. TUCKER, Esquire
for the Tampa Bay Regional
Planning Council

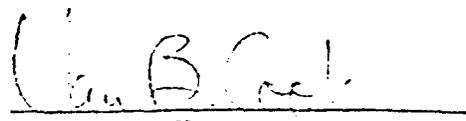

VAN B. COOK
County Attorney
for Pinellas County

EXHIBIT B

Application for Development Approval

Dated January 4, 1985 (ADA)

Preliminary Assessment Additional

Information Dated June 14, 1985

(Sufficiency Response)

EXHIBIT C

PHASE I

SCHEDULE OF ESTIMATED FAIR SHARE AMOUNTS

<u>Item No.</u>	<u>Estimated Total</u>	PHASE I	
		<u>BAOM Percent</u>	<u>Estimated BAOM Cost</u>
a.	\$ 1,829,333.*	7.9	\$ 0.
b.	16,110,000.*	8.1	0.
c.	1,143,333.	5.5	62,883.
d.	<u>2,172,333.</u>	5.7	<u>123,823.</u>
	\$21,254,999.		\$ 186,706.
	(Less positive contribution credit)		— 0 —
TOTAL			

PHASE II

SCHEDULE OF ESTIMATED FAIR SHARE AMOUNTS

<u>Item No.</u>	<u>Estimated Total</u>	PHASE II	
		<u>BAOM Percent</u>	<u>Estimated BAOM Cost</u>
a.	\$ 1,829,333	1.7	\$ 0.
c.	\$ 1,143,333.	4.8	54,880.
d.	2,172,333.	5.1	110,789.
e.	1,143,333.	5.9	67,457.
f.	1,600,667.	10.8	172,872.
g.	<u>414,260.*</u>	5.2	<u>0.</u>
TOTAL	\$ 6,473,926.		\$ 405,998.

Phase I Total \$ 186,706.

Phase II Total 405,998.

Total Project Fair Share Contribution \$ 592,704.

* Currently programmed projects as identified in the May 1985 Transportation Improvement Program, FY 1986 through 1990.

RESOLUTION NO. 86-155

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
OF PINELLAS COUNTY, FLORIDA
DRI
DEVELOPMENT ORDER

Upon motion of Commissioner Todd, seconded by Commissioner Tyndall, the following Resolution was adopted this 8th day of April, 1986.

WHEREAS, on January 22, 1985, Kraft Entities Incorporated filed an Application for Development Approval (ADA) of a Development of Regional Impact with the Pinellas County Board of County Commissioners as stipulated in Circuit Civil Stipulation Agreement No. 84-8951-15, dated August 24, 1984 (Exhibit A), and pursuant to the provisions of Section 380.06, Florida Statutes; and,

WHEREAS, said application addresses the impacts the Bay Area Outlet Mall DRI has upon traffic (including hurricane evacuation) water quality (including drainage and wetlands), and economy, as identified in Circuit Civil Stipulation Agreement No. 84-8951-15 (Exhibit A); and

WHEREAS, the Board of County Commissioners as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes, is authorized and empowered to consider applications for development approval for developments of regional impact; and,

WHEREAS, the public notice requirements of Section 380.06, Florida Statutes, have been satisfied; and,

WHEREAS, the Board of County Commissioners has on April 8, 1986 held a duly noticed public hearing on said application for development approval and has heard and considered testimony and documents received thereon; and,

WHEREAS, the Board of County Commissioners has received and considered the report and recommendations of the Tampa Bay Regional Planning Council; and,

WHEREAS, Pinellas County has solicited, received and considered reports, comments and recommendations from interested citizens, County and City agencies, as well as the review and report of the Pinellas County administration.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF PINELLAS COUNTY, FLORIDA:

I. FINDINGS OF FACT

A. Kraft Entities, Incorporated, hereinafter referred to as "Developer", submitted to Pinellas County, Florida, an Application for Development Approval, and Preliminary Assessment Additional Information which are attached hereto and marked Composite Exhibit B and incorporated herein by reference. Hereinafter, the word "application" shall refer to the Application for Development Approval, and the Preliminary Assessment Additional Information and all other documents submitted.

B. The real property which is the subject of the application is legally described as set forth in Composite Exhibit B, attached hereto and made a part hereof by reference.

C. The proposed development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes.

D. A comprehensive review, pursuant to Court Stipulation No. 84-8951-15, of the impact Kraft Entities Inc. generated by the development has been conducted by Pinellas County, the Tampa Bay Regional Planning Council and other participating agencies.

E. All development that has or shall occur, along with any positive impacts of contribution made by the developer will be considered in accordance with Court Stipulation No. 84-8951-15, this Development Order and provisions of the application received during the DRI review process.

II. CONCLUSIONS OF LAW

A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the application as set forth in Composite Exhibit B, the reports, recommendations and testimony heard and considered by the Board of County Commissioners, it is concluded that:

1. The development will not unreasonably interfere with the achievement of the objectives of an adopted state land development plan applicable to the area.
2. The development is consistent with local land development regulations.
3. The development is consistent with the report and recommendations of the Tampa Bay Regional Planning Council.

B. In considering whether the development should be approved subject to conditions, restrictions and limitations, Pinellas County has considered the criteria stated in subsection 380.06 (14), Florida Statutes.

C. In reviewing the regional impacts of the Bay Area Outlet Mall, Pinellas County shall consider the positive impacts of contributions made by the owner and developers to the transportation and drainage plans for the State of Florida Department of Transportation (FDOT), Department of Environmental Regulation (DER) and Pinellas County as required by the Stipulation, signed by the parties and approved by the Circuit Court on August 24, 1984 in Case No. 84-8951-15. For purposes of this analysis, the "positive impacts of contribution" shall be defined as those items generally considered to be improvements over and above the established policies or requirements of said governmental agencies necessary to initiate development of a parcel of land, and which provide clear public benefit.

D. The review by Pinellas County, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, and Circuit Civil Stipulation No. 84-8951-15, within the terms and conditions of this Development Order and the application.

III. GENERAL PROVISIONS

A. The legal description set forth in Composite Exhibit B is hereby incorporated into and by reference made part of this Development Order.

B. All provisions contained within the application marked "Composite Exhibit B" shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.

C. This Resolution shall constitute the Development Order of Pinellas County in response to the Application for Development Approval and the Preliminary Assessment Additional Information for the Bay Area Outlet Mall Development of Regional Impact.

D. The definitions contained in Chapter 380.06, Florida Statutes, shall govern and apply to this Development Order.

E. This Development Order shall be binding upon the Developer and its heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of, any branch of government or governmental agency.

G. Whenever this Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected government agencies and departments as are or may be designated by the Board of County Commissioners of Pinellas County to review development of regional impact applications as well as all governmental agencies and departments set forth under applicable laws and rules governing developments of regional impact.

H. In each instance in this Development Order where the Developer is responsible for ongoing maintenance of facilities of the Bay Area Outlet Mall DRI, the Developer may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, or any other affected Governmental agency, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order or other changes to the approved development plans or ADA which create a reasonable likelihood of additional adverse regional impact upon those issues addressed by this Development Order, or any other regional impact not previously reviewed by the Regional Planning Council shall result in further development of regional impact review pursuant to Section 380.06, F.S. and may result in Pinellas County ordering a termination of development activity pending such review.

J. Pinellas County agrees that the approved DRI shall not be subject to down-zoning or intensity reduction for the duration of this development order, unless it is demonstrated that substantial changes in the conditions underlying the approval of the development order have occurred, or that the development order was based on inaccurate information, or that the change is clearly established by the local government to be essential to the public health, safety or welfare.

K. The County Administrator of Pinellas County, or his designee, shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by the TBRPC or any Pinellas County department or agency having particular responsibility over the area of subject involved. The County Administrator shall report to the Board of County Commissioners, with notice to the Tampa Bay Regional Planning Council, any findings of deviation from the terms and conditions of this Development Order. The County Administrator shall issue a notice of such noncompliance to the Developer and if the deviation is not corrected within a reasonable amount of time the Administrator shall recommend that the Board of County Commissioners establish a hearing to consider such deviations and to take any action it deems necessary to insure compliance with this order including termination of any further Development.

L. The Developer shall file an annual report in accordance with Section 380.06(18), Florida Statutes, and appropriate rules and regulations. Such report shall be due on the anniversary of the effective date of this Development Order for each following year until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners hearing wherein such report is to be reviewed. Provided, however, that the receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of the Development Order. This report shall contain:

1. The information required by the State Land Planning Agency to be included in the Annual Report, which information is described in the rules and regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and

2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following to the submittal of the annual report; and

3. A statement listing all applications of incremental review required pursuant to this Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the annual report; and

4. A statement setting forth the name(s) and address of any heir, assignee or successor in interest to this Development Order or any portion of this Development Order or Increment.

M. The provisions of this Development Order shall not be construed as a waiver of or exception to any rule, regulation, or ordinance of Pinellas County, its agencies or commissions and to the extent that further review is provided for in this Development Order or required by Pinellas County, said review shall be subject to all applicable rules, regulations and ordinances in effect at the time of the review.

N. This Development Order shall become effective upon adoption by the Board of County Commissioners of Pinellas County in accordance with Section 380.06, Florida Statutes.

O. This Order shall remain in effect for a period of ten (10) years from the effective date hereof. Any development activity wherein plans have been submitted to the County for its review and approval prior to the expiration date of this Order may be completed, if approved. This Order may be extended by the County Commission on the finding of excusable delay in any proposed development activity.

P. Upon adoption, the Development Order shall be transmitted by the Clerk to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and the Developer.

Q. Any revisions to the Development Order not addressed herein shall be subject to review by TBRPC including the payment of any applicable incremental review fee.

IV. CONDITIONS OF DEVELOPMENT APPROVAL

A. Phasing Schedule

The initial phase (Phase I) of construction within the subject DRI has already been completed and is in operation as the Bay Area Outlet Mall. There are no specific plans for development of the remaining commercial land, however, for study purposes, buildout has been projected over a five-year period. Assumptions have been made as to the maximum projected commercial uses/businesses for the remaining land in accordance with existing zoning and Comprehensive Land Use Plan designations. Development of these remaining tracts of land is referred to as Phase II.

It is the intent of this Order to insure that all requirements of this Development Order for the project are complied with prior to issuance of building permits for Phase II. For purposes of this Order, the project shall be considered complete upon issuance of the final certificate of occupancy. As defined in Ch 380.06 (19) Florida Statute, any departure in project buildout from the plans setforth in the application shall be considered to be a substantial deviation.

The developer may submit a traffic analysis justifying a reduction in impact due to a reduction in size of actual development. If such reduction is justified, the developer shall be eligible for a prorata or corresponding reduction of the required Estimated Fair Share contribution.

B. Stormwater System/Drainage

1. The stormwater system in Phase II shall be designed and constructed in accordance with the design guidelines of the Southwest Florida Water Management District, Florida Department of Environmental Regulation, Pinellas County, and the criteria contained on page 113 of the Stormwater and Lake Systems Maintenance and Design Guidelines (Tampa Bay Regional Planning Council, 1978). The design criteria of the system shall include the following elements:

- a. A copy of an operation and maintenance schedule for the detention areas shall be prepared by the Developer and submitted to Pinellas County. The operation and maintenance schedule shall include an estimation of the frequency of sediment removal operation and shall include a plan for the periodic need for removing dead vegetation. An annual update of the operation and maintenance schedule showing compliance with its terms shall be included in each annual report.
- b. The master drainage system shall comply with the Department of Environmental Regulation Stormwater Rule, Chapter 17-25, Florida Administrative Code or such rule which may be in effect at actual time of development as applied to a phased development.
- c. Any proposed construction activity within Long Branch Creek associated with this project must not adversely impact the existing drainage system. Mitigation required by FDER and Pinellas County for work in this area must be completed per conditions of permits issued.

In the event that there is a conflict between any of the criteria and guidelines referenced herein, the more strict criteria shall apply.

2. Prior to detailed site plan approval for Phase II, the Developer shall submit to Pinellas County a copy of the Southwest Florida Water Management District's Stormwater Discharge Permit or Exemption or appropriate certification of compliance from said agencies as applied to a phased development.

3. The elevation for all structures shall be at or above the elevation as required by the Federal Flood Insurance Program or Pinellas County, whichever is greater.

C. Hurricane Evacuation

The Developer shall promote awareness of and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure the safe and orderly evacuation of those employees who, for security or administrative reasons, are in the buildings after an evacuation order is issued. The plan shall include the following elements:

1. Procedures calling for the closing of all buildings for the duration of the hurricane evacuation order.
2. Procedures for informing all employees of evacuation routes out of the flood prone area and measures to be followed in the same event.
3. Procedures mandating coordination with appropriate public authorities of building closings, security and safety measures, and evacuation plans.

The aforementioned plan shall be included in the first annual report submitted after issuance of the Development Order of the project.

D. Transportation

1. A comprehensive areawide transportation study shall be performed as directed and managed by the Pinellas County Metropolitan Planning Organization, in cooperation with the Florida Department of Transportation and Tampa Bay Regional Planning Council. The plan shall consider all approved developments within the study area, including previously approved DRIs and projected development. The Developer shall be required to contribute his fair share of the cost of said plan. Funds expended for said study shall be credited to offset the Developer's Estimated Fair Share requirement. The plan shall commence within three years from the adoption of this Development Order and be completed prior to any Phase II approvals. The parameters for this interim transportation plan or area traffic analysis shall include, but not be limited to:

- a. The regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional roadways to be constructed within the study area.
- b. The existing, approved and projected development to be included within the plan.

- c. The manner by which the traffic impact of existing development will be documented and assessed.
- d. The manner by which the traffic impact of approved and projected development will be documented and assessed.
- e. The procedures by which mass transit shall be studied as a viable alternative to alleviate overburdening of the roadways.
- f. Identification of specific construction implementation goals, such as right-of-way acquisition and implementation of additional north/south and east/west quarters designed to coincide with transportation improvement needs generated by each phase completion for projects approved within the study area.
- g. Funding commitments for the improvements identified.

2. To assure that the transportation impacts of this development have been accurately projected in the ADA, the developer shall submit a report of findings with regard to the trip generations of the DRI. This report of findings shall be conducted every two years and the results included in the required annual report.

3. The Developer shall be required to pay its fair share of needed roadway improvements according to the Schedule of Estimated Fair Share amounts as described in Exhibit C attached hereto and by this reference made a part hereof. Specifically, it has been determined that Phase I of the development has a direct impact on the level of service of roadways as identified in the ADA, and as such, necessitates the following roadway improvements be constructed or the developer's Estimated Fair Share contribution, as set forth in Exhibit C (\$186,706.), be received by a time certain not to exceed two (2) years from the adoption of this Development Order:

- a. Increase the capacity of US 19 south of SR 686 by constructing one additional northbound and one additional southbound lane to create a six-lane divided-facility from SR 686 to SR 688. These termini should be in accordance with proper design standards. Bay Area Outlet Mall contributes 7.9 percent of the existing daily Level of Service C capacity and will contribute 9.6 percent of the existing daily Level of Service C capacity at build-out.
- b. Provide for grade separation at US 19 and SR 686. The Bay Area Outlet Mall will contribute 8.1 percent of the peak hour LOS D capacity.
- c. Increase the capacity of SR 686 west of US 19 by constructing one additional eastbound and one additional westbound lane to create a six-lane facility from US 19 to Belcher Road. These termini should be in accordance with proper design standards. Bay Area Outlet Mall contributes 5.5 percent of the existing daily Level of Service C capacity and will contribute 10.3 percent of the existing Level of Service C capacity at build-out.

d. Increase the capacity of SR 686 east of US 19 by constructing one additional eastbound and one additional westbound lane to create a six-lane facility from US 19 to 49th Street. These termini should be in accordance with proper design standards. Bay Area Outlet Mall contributes 5.7 percent of the existing daily Level of Service C capacity and will contribute 10.8 percent of the existing daily Level of Service C capacity at build-out.

It has also been determined that Phase II of the development has a direct impact on the level of service of roadways as identified in the ADA, and as such, necessitates specific roadway improvements be constructed or a funding commitment secured by the Developer in accordance with Exhibit C, prior to the issuance of building permits for Phase II. Therefore the Developer shall also be required to contribute its fair share of the following needed roadway improvements for Phase II, in addition to the outstanding balance of Phase I road improvements, according to the Schedule of Estimated Fair Share amounts described in Exhibit C:

e. Increase the capacity of SR 686 east of Starkey-Keene Road by constructing one additional eastbound lane and one additional westbound lane to create a six-lane facility from Starkey-Keene Road to Belcher Road. These termini should be in accordance with proper design standards. Bay Area Outlet Mall will contribute 5.9 percent of the existing Level of Service C capacity at build-out.

f. Increase the capacity of SR 686 east of 49th Street by constructing one eastbound and one westbound lane from 49th Street to SR 688. These termini should be in accordance with proper design standards. Bay Area Outlet Mall will contribute 10.8 percent of the existing daily Level of Service C capacity at build-out.

g. At the intersection of SR 686 and 49th Street provide an additional northbound left turn lane. Bay Area Outlet Mall will contribute 5.2 percent of the peak hour Level of Service D capacity at build-out.

4. The Developer shall have the option to fully fund all or any portion of its total fair share contribution as identified in Exhibit C on one or more of the off-site improvements described in this Order under the following conditions. It should be noted improvements (a), (b) and (g) described in Subsection D(5) and outlined in Exhibit C are currently programmed projects in the May 1985 Transportation Improvement Program, FY 1986 through 1990. Should the Florida

Department of Transportation commence construction of these projects within said time periods, the developer's Estimated Fair Share Contribution for these specific projects shall be negated. Should any of these projects be deleted from FDOT's said program, the developer shall be required to fund the Estimated Fair Share of the project's cost as indicated in Exhibit C.

a. During the life of this Development Order, the Developer may fund all or any portion of its total fair share contributions as to Phase I or Phase II, or any combination thereof, through contribution of land (or rights or interest in and to lands) owned by the Developer or acquired by the Developer or made on behalf of Developer, and contributed to the Florida Department of Transportation or such other agency or department of the state, local or federal government as may require lands or interest in lands incident to the expansion, improvement and development of highway improvements at the intersection of U.S. Highway 19 and East Bay Drive/ Roosevelt Boulevard or for other developments involving U.S. Highway 19 extending south of said intersection to Ulmerton Road, for right of way, drainage or other purposes associated with the transportation development. Extent and valuation of such contributions shall be determined by the values agreed upon between the Developer and the Department of Transportation for the rights or property conveyed, or if through litigation, as established in any condemnation or eminent domain proceedings; provided, nevertheless, that the County shall not be bound by any valuation determined by agreement if it in its good faith judgment shall not believe that any agreed upon value is reflective of "fair market value." If the County should not agree with the valuation, then it shall have the independent right to have the same judicially reviewed and determined.

b. As an alternative to contributing property, property rights or the value thereof incident to transportation development and expansion in the region, as hereinabove provided, the Developer likewise shall have the option during the existence of this Development Order to propose highway or road improvements wherein the Developer's Fair Share contribution may be expended or made. The County shall determine through supporting traffic analysis provided by the Developer for the development impact area, whether the proposed road improvement(s) constitutes

subsequent reductions of impact on roadways identified in this D.O. and estimated in Exhibit C. If approved, the Developer shall be eligible for a prorata or corresponding reduction of the Estimated Fair Share contributions calculated and outlined in Exhibit C, but only to such extent as to provide a reduction of impact on roadways identified in Exhibit C. As to Phase II requirements, any projects approved for construction will be completed within ten years of the date of adoption of this Development Order.

c. In the event the Developer does fully fund any such improvements the Developer shall receive credit as to the amount funded against the next level of funding required for Phase II as identified in Exhibit C until the full amount of his fair share is exhausted. In the event the Developer constructs only a portion of a project, the Developer and County shall agree on an estimate prior to initiation of construction.

5. In accordance with Court Stipulation #04-0951-15, the Developer is entitled to credit for positive impacts of contributions already implemented as a result of his efforts to coordinate the Bay Area Outlet Mall's transportation and drainage plans with the State of Florida Department of Transportation (FDOT), Department of Environmental Regulation (DER) and Pinellas County. Analysis and comparison of the information submitted in the ADA, the condition of the "as built" site plan for the Bay Area Outlet Mall, the Pinellas County Master Drainage Plan and FDOT roadway improvements impacted by this DRI, indicate there to be no positive impacts which would offset the Developer's Estimated Fair Share contribution required by this D.O. for Phase I and outlined in Exhibit C.

During the existence of this Development Order and until the Fair Share contributions for Phase II are otherwise satisfied as herein provided, the Developer may present such analysis and comparison to the County for review and request credit for such improvements which provide positive impacts of contribution and which may be utilized to offset the Developer's Estimated Fair Share contributions for Phase II required by this Development Order and as outlined in Exhibit "C". For the purpose of this analysis as to Phase II, positive impacts of contribution will be improvements over and above those customarily required for site development and which provide clear public benefit. This right of offset shall be in addition to other methods of contribution as herein provided to satisfy the Estimated Fair Share contribution.

The Developer shall provide Pinellas County, TBRPC and DCA written notification of their intention to offset the Estimated Fair Share contribution from the cost estimates for project improvements outlined in Exhibit C. This notification may be submitted by said parties during the life of this D.O. The option to credit the Developer's Fair Share contribution is in accordance with Court Stipulation 04-8951-15 and should not be viewed as a precedent for other developments.

6. Prior to issuance of Phase II building permits, the Developer shall provide an adequate area for a satellite transit terminal and time transfer point of a size and location which is mutually agreeable to Developer, Pinellas County and Metropolitan Planning Organization (MPO) and shall be required to cooperate with the Pinellas Suncoast Transit Authority for its implementation. Such area shall be limited to transit delivery and pick-up, and shall not include storage or maintenance or other services or require facilities therefore. Developer shall be entitled to request and receive a credit hereunder for any contributions made to the County for such area.

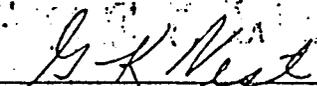
7. (Deleted)

8. In the event the County adopts impact fee ordinances that are acceptable to TBRPC and DCA, the Developer shall be given credit for the cost of improvements paid for by the Developer. In no event shall the Developer be required to pay both the County's impact fee and the cost of improvements identified in Exhibit C. In the event the County adopts a transportation impact fee ordinance, the developer shall be treated equitably with others under said ordinance in apportioning the cost of the required improvements.

PASSED AND ORDAINED BY THE PINELLAS COUNTY BOARD OF COUNTY COMMISSIONERS.


Chairman, Board of Pinellas
County Commissioners

Attest: KARLEEN F. De BLAKER, CLERK

By: 
Deputy Clerk.

I, KARLEEN F. DE BLAKER, Clerk of the Circuit Court and Clerk Ex-Officio, Board of County Commissioners, do hereby certify that the above and foregoing is a true and correct copy of the original as it appears in the official files of the Board of County Commissioners of Pinellas County, Florida.

Witness my hand and seal of said county

this 8th day of April AD. 1980
KARLEEN F. DE BLAKER, Clerk of the Circuit Court Ex-Officio Clerk to the Board of County Commissioners, Pinellas County, Florida.

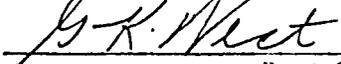
By 
Deputy Clerk

EXHIBIT A

IN THE CIRCUIT COURT FOR PINELLAS COUNTY, FLORIDA
Circuit Civil No. 84-8951-15

STATE OF FLORIDA, DEPARTMENT
OF COMMUNITY AFFAIRS,

Plaintiff,

-vs-

KRAFT ENTITIES, INC., etc., et
al,

Defendants.

STIPULATION

The parties, and the Tampa Bay Regional Planning Council, by and through their undersigned attorneys, hereby stipulate and agree to an amicable resolution of the above-styled litigation according to and upon the following terms:

1. The Florida Department of Community Affairs (DCA) has maintained that the project being developed and known as the Bay Area Outlet Mall consists of fifty (50) acres, more or less, and is a development of regional impact (DRI) because of its character, magnitude and location. The developer (Kraft Entities, Inc.) has consistently maintained that the project consists of no more than thirty-four (34) acres and is not subject to the DRI process either because of its size or because of its character, magnitude and location. Said differences have become irreconcilable and have resulted in this litigation.

2. It is in the best interests of all the parties to amicably resolve this litigation, to move forward with the development of the project, and to protect the public interest through application of the DRI process.

3. Without any admission that the defendants have violated the provisions of Chapter 380, Florida Statutes, the owners and developers agree to submit an Application

for Development Approval (ADA) to the appropriate governmental bodies pursuant to the requirements of Chapter 380, Florida Statutes (1983) and shall not withdraw the same. Said ADA shall solely address the impacts that the development has upon traffic (including hurricane evacuation), water quality (including drainage and wetlands), and economy. The Tampa Bay Regional Planning Council shall consider and issue its report only upon these issues in its review of the project. The appropriate governmental bodies shall also consider the positive impacts of contributions already made by the owner and developers to the transportation and drainage plans for the State of Florida Department of Transportation (DOT), Department of Environmental Regulation (DER) and Pinellas County. The ADA will be processed on the stated items through the customary regional and local planning authorities as any other ADA.

4. The developer, Kraft Entities, Inc. shall submit the ADA within ninety (90) days of the execution of this Stipulation upon the property consisting of approximately fifty (50) acres, more fully described in the legal description to be attached hereto as Exhibit "A" and presently identified in the attached photograph.

5. It is further agreed that the owners of the subject properties, Stone Buick, Inc., Ira A. Desper and J.O. Stone as Trustees of the J.O. Stone Revocable Trust, and Stoneybrook Associates, Limited, shall be subject to the terms and provisions of this agreement as to the said fifty (50) acres, M.O.L. J.O. Stone, individually and Clarence Kraft, individually are not proper parties to this lawsuit.

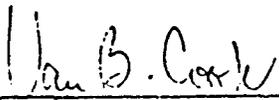
6. DCA will voluntarily dismiss the above-styled lawsuit seeking injunctive relief.

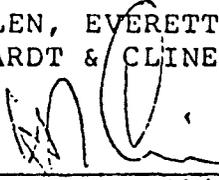
7. Defendant Pinellas County shall issue the appropriate certificate or certificates of occupancy in the

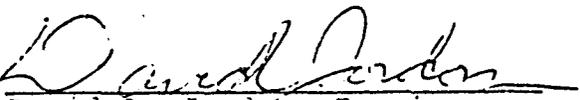
regular course of events irrespective of the above-styled pending litigation or the processing of the ADA.

8. Each party shall bear its own attorney fees and costs.

McMULLEN, EVERETT, LOGAN,
MARQUARDT & CLINE, P.A.


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Assistant County Attorney
315 Court Street
Clearwater, FL 33516

By: 
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813-441-8966
Attorneys for Kraft Entities,
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Planning Council

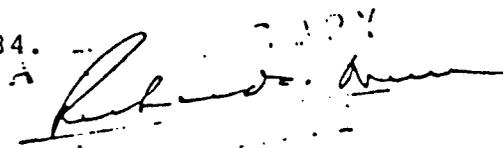
ORDER

THIS MATTER came on for hearing before the Honorable RICHARD A. MILLER, Circuit Judge, on the joint stipulation of the parties. The Court reviewed the stipulation, became fully advised in the premises. It is hereby

ORDERED AND ADJUDGED that the terms and conditions of the stipulation are incorporated herein by reference and are specifically enforceable by any signatory. The Court retains jurisdiction to enforce any provision of this agreement. It is further

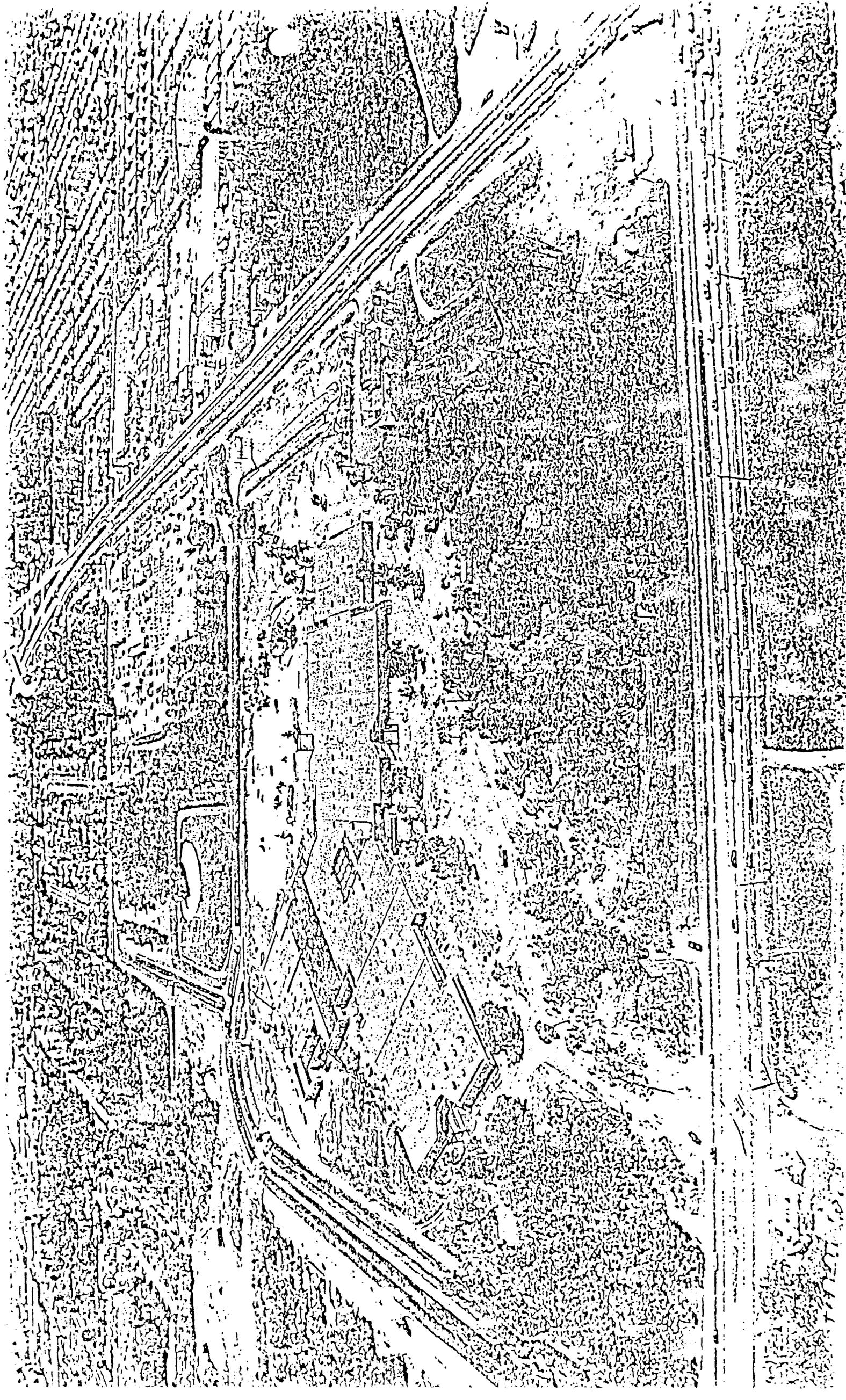
ORDERED AND ADJUDGED that this case is dismissed and the Court's order of August 14th as amended, is receded from in any respect which is in conflict with this stipulation and order.

DONE AND ORDERED in Chambers at Clearwater, Pinellas County, Florida, this 24 day of August, 1984.


CIRCUIT JUDGE

Copies furnished to:

Harry S. Cline, Esquire
Steve Siebert, Esquire
David L. Jordan, Esquire
Roger S. Tucker, Esquire



AGREEMENT OF UNDERSTANDING

The Florida Department of Community Affairs (FDCA), the Tampa Bay Regional Planning Council (TBRPC) and Pinellas County, (COUNTY) in order to reach a mutually satisfactory understanding regarding certain issues arising from, but which were not addressed by, the Stipulation in Case No. Circuit Civil 84-8951-15 of this same date, hereby agree as follows:

1. COUNTY shall not issue any development permits, as defined in Section 380.031, Florida Statutes (1983), or agree to the development of any lands which are included in the Application for Development Approval referenced in said Stipulation, until a final development order is issued; provided, however, that COUNTY may allow construction, completion and occupancy of the Bay Area Outlet Mall as previously authorized by COUNTY.

2. COUNTY shall promptly inform FDCA and TBRPC of any and all applications for building or development permits and plans submitted to COUNTY, and any and all development activity within COUNTY's jurisdiction of which COUNTY becomes aware, for property within the following boundaries:

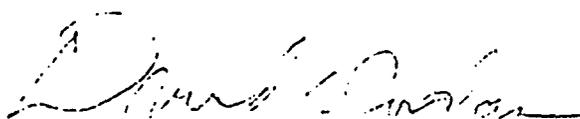
North: Whitney Place, as extended to the below-described east and west boundaries.

South: Automobile Road.

West: U. S. 19 North of Roosevelt Boulevard and the Largo City Limits south of Roosevelt Boulevard.

East: 63rd Street, as extended to the above-described north and south boundaries.

Signed this 23rd day of August 1984.



DAVID L. JORDAN, Esquire for the
Department of Community Affairs



FRED E. MARQUIS
County Administrator
and



ROGER S. TUCKER, Esquire
for the Tampa Bay Regional
Planning Council



VAN B. COOK
County Attorney
for Pinellas County

EXHIBIT B

Application for Development Approval

Dated January 4, 1985 (ADA)

Preliminary Assessment Additional

Information Dated June 14, 1985

(Sufficiency Response)

EXHIBIT C

PHASE I

SCHEDULE OF ESTIMATED FAIR SHARE AMOUNTS

<u>Item No.</u>	<u>Estimated Total</u>	PHASE I	
		<u>BAOM Percent</u>	<u>Estimated BAOM Cost</u>
a.	\$ 1,829,333.*	7.9	\$ 0.
b.	16,110,000.*	8.1	0.
c.	1,143,333.	5.5	62,883.
d.	<u>2,172,333.</u>	5.7	<u>123,823.</u>
	\$21,254,999.		\$ 186,706.
	(Less positive contribution credit)		— 0 —
TOTAL			<hr/>

PHASE II

SCHEDULE OF ESTIMATED FAIR SHARE AMOUNTS

<u>Item No.</u>	<u>Estimated Total</u>	PHASE II	
		<u>BAOM Percent</u>	<u>Estimated BAOM Cost</u>
a.	\$ 1,829,333	1.7	\$ 0.
c.	\$ 1,143,333.	4.8	54,880.
d.	2,172,333.	5.1	110,789.
e.	1,143,333.	5.9	67,457.
f.	1,600,667.	10.8	172,872.
g.	<u>414,260.*</u>	5.2	<u>0.</u>
TOTAL	\$ 6,473,926.		\$ 405,998.

Phase I Total \$ 186,706.

Phase II Total 405,998.

Total Project Fair Share Contribution \$ 592,704.

* Currently programmed projects as identified in the May 1985 Transportation Improvement Program, FY 1986 through 1990.

RESOLUTION NO. 86-155

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
OF PINELLAS COUNTY, FLORIDA
DRI
DEVELOPMENT ORDER

Upon motion of Commissioner Todd, seconded by Commissioner Tyndall, the following Resolution was adopted this 8th day of April, 1986,

WHEREAS, on January 22, 1985, Kraft Entities Incorporated filed an Application for Development Approval (ADA) of a Development of Regional Impact with the Pinellas County Board of County Commissioners as stipulated in Circuit Civil Stipulation Agreement No. 84-8951-15, dated August 24, 1984 (Exhibit A), and pursuant to the provisions of Section 380.06, Florida Statutes; and,

WHEREAS, said application addresses the impacts the Bay Area Outlet Mall DRI has upon traffic (including hurricane evacuation) water quality (including drainage and wetlands), and economy, as identified in Circuit Civil Stipulation Agreement No. 84-8951-15 (Exhibit A); and

WHEREAS, the Board of County Commissioners as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes, is authorized and empowered to consider applications for development approval for developments of regional impact; and,

WHEREAS, the public notice requirements of Section 380.06, Florida Statutes, have been satisfied; and,

WHEREAS, the Board of County Commissioners has on April 8, 1986 held a duly noticed public hearing on said application for development approval and has heard and considered testimony and documents received thereon; and,

WHEREAS, the Board of County Commissioners has received and considered the report and recommendations of the Tampa Bay Regional Planning Council; and,

WHEREAS, Pinellas County has solicited, received and considered reports, comments and recommendations from interested citizens, County and City agencies, as well as the review and report of the Pinellas County administration.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF PINELLAS COUNTY, FLORIDA:

I. FINDINGS OF FACT

A. Kraft Entities, Incorporated, hereinafter referred to as "Developer", submitted to Pinellas County, Florida, an Application for Development Approval, and Preliminary Assessment Additional Information which are attached hereto and marked Composite Exhibit B and incorporated herein by reference. Hereinafter, the word "application" shall refer to the Application for Development Approval, and the Preliminary Assessment Additional Information and all other documents submitted.

B. The real property which is the subject of the application is legally described as set forth in Composite Exhibit B, attached hereto and made a part hereof by reference.

C. The proposed development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes.

D. A comprehensive review, pursuant to Court Stipulation No. 84-8951-15, of the impact Kraft Entities Inc. generated by the development has been conducted by Pinellas County, the Tampa Bay Regional Planning Council and other participating agencies.

E. All development that has or shall occur, along with any positive impacts of contribution made by the developer will be considered in accordance with Court Stipulation No. 84-8951-15, this Development Order and provisions of the application received during the DRI review process.

II. CONCLUSIONS OF LAW

A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the application as set forth in Composite Exhibit B, the reports, recommendations and testimony heard and considered by the Board of County Commissioners, it is concluded that:

1. The development will not unreasonably interfere with the achievement of the objectives of an adopted state land development plan applicable to the area.
2. The development is consistent with local land development regulations.
3. The development is consistent with the report and recommendations of the Tampa Bay Regional Planning Council.

B. In considering whether the development should be approved subject to conditions, restrictions and limitations, Pinellas County has considered the criteria stated in subsection 380.06 (14), Florida Statutes.

C. In reviewing the regional impacts of the Bay Area Outlet Mall, Pinellas County shall consider the positive impacts of contributions made by the owner and developers to the transportation and drainage plans for the State of Florida Department of Transportation (FDOT), Department of Environmental Regulation (DER) and Pinellas County as required by the Stipulation, signed by the parties and approved by the Circuit Court on August 24, 1984 in Case No. 84-8951-15. For purposes of this analysis, the "positive impacts of contribution" shall be defined as those items generally considered to be improvements over and above the established policies or requirements of said governmental agencies necessary to initiate development of a parcel of land, and which provide clear public benefit.

D. The review by Pinellas County, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, and Circuit Civil Stipulation No. 84-8951-15, within the terms and conditions of this Development Order and the application.

III. GENERAL PROVISIONS

A. The legal description set forth in Composite Exhibit B is hereby incorporated into and by reference made part of this Development Order.

B. All provisions contained within the application marked "Composite Exhibit B" shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.

C. This Resolution shall constitute the Development Order of Pinellas County in response to the Application for Development Approval and the Preliminary Assessment Additional Information for the Bay Area Outlet Mall Development of Regional Impact.

D. The definitions contained in Chapter 380.06, Florida Statutes, shall govern and apply to this Development Order.

E. This Development Order shall be binding upon the Developer and its heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of, any branch of government or governmental agency.

G. Whenever this Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected government agencies and departments as are or may be designated by the Board of County Commissioners of Pinellas County to review development of regional impact applications as well as all governmental agencies and departments set forth under applicable laws and rules governing developments of regional impact.

H. In each instance in this Development Order where the Developer is responsible for ongoing maintenance of facilities of the Bay Area Outlet Mall DRI, the Developer may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, or any other affected Governmental agency, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order or other changes to the approved development plans or ADA which create a reasonable likelihood of additional adverse regional impact upon those issues addressed by this Development Order, or any other regional impact not previously reviewed by the Regional Planning Council shall result in further development of regional impact review pursuant to Section 380.06, F.S. and may result in Pinellas County ordering a termination of development activity pending such review.

J. Pinellas County agrees that the approved DRI shall not be subject to down-zoning or intensity reduction for the duration of this development order, unless it is demonstrated that substantial changes in the conditions underlying the approval of the development order have occurred, or that the development order was based on inaccurate information, or that the change is clearly established by the local government to be essential to the public health, safety or welfare.

K. The County Administrator of Pinellas County, or his designee, shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by the IBRPC or any Pinellas County department or agency having particular responsibility over the area of subject involved. The County Administrator shall report to the Board of County Commissioners, with notice to the Tampa Bay Regional Planning Council, any findings of deviation from the terms and conditions of this Development Order. The County Administrator shall issue a notice of such noncompliance to the Developer and if the deviation is not corrected within a reasonable amount of time the Administrator shall recommend that the Board of County Commissioners establish a hearing to consider such deviations and to take any action it deems necessary to insure compliance with this order including termination of any further Development.

L. The Developer shall file an annual report in accordance with Section 380.06(18), Florida Statutes, and appropriate rules and regulations. Such report shall be due on the anniversary of the effective date of this Development Order for each following year until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners hearing wherein such report is to be reviewed. Provided, however, that the receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of the Development Order. This report shall contain:

1. The information required by the State Land Planning Agency to be included in the Annual Report, which information is described in the rules and regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and

2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following to the submittal of the annual report; and

3. A statement listing all applications of incremental review required pursuant to this Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the annual report; and

4. A statement setting forth the name(s) and address of any heir, assignee or successor in interest to this Development Order or any portion of this Development Order or Increment.

M. The provisions of this Development Order shall not be construed as a waiver of or exception to any rule, regulation, or ordinance of Pinellas County, its agencies or commissions and to the extent that further review is provided for in this Development Order or required by Pinellas County, said review shall be subject to all applicable rules, regulations and ordinances in effect at the time of the review.

N. This Development Order shall become effective upon adoption by the Board of County Commissioners of Pinellas County in accordance with Section 380.06, Florida Statutes.

O. This Order shall remain in effect for a period of ten (10) years from the effective date hereof. Any development activity wherein plans have been submitted to the County for its review and approval prior to the expiration date of this Order may be completed, if approved. This Order may be extended by the County Commission on the finding of excusable delay in any proposed development activity.

P. Upon adoption, the Development Order shall be transmitted by the Clerk to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and the Developer.

Q. Any revisions to the Development Order not addressed herein shall be subject to review by TBRPC including the payment of any applicable incremental review fee.

IV. CONDITIONS OF DEVELOPMENT APPROVAL

A. Phasing Schedule

The initial phase (Phase I) of construction within the subject DRI has already been completed and is in operation as the Bay Area Outlet Mall. There are no specific plans for development of the remaining commercial land, however, for study purposes, buildout has been projected over a five-year period. Assumptions have been made as to the maximum projected commercial uses/businesses for the remaining land in accordance with existing zoning and Comprehensive Land Use Plan designations. Development of these remaining tracts of land is referred to as Phase II.

It is the intent of this Order to insure that all requirements of this Development Order for the project are complied with prior to issuance of building permits for Phase II. For purposes of this Order, the project shall be considered complete upon issuance of the final certificate of occupancy. As defined in Ch 380.06 (19) Florida Statute, any departure in project buildout from the plans setforth in the application shall be considered to be a substantial deviation.

The developer may submit a traffic analysis justifying a reduction in impact due to a reduction in size of actual development. If such reduction is justified, the developer shall be eligible for a prorata or corresponding reduction of the required Estimated Fair Share contribution.

B. Stormwater System/Drainage

1. The stormwater system in Phase II shall be designed and constructed in accordance with the design guidelines of the Southwest Florida Water Management District, Florida Department of Environmental Regulation, Pinellas County, and the criteria contained on page 113 of the Stormwater and Lake Systems Maintenance and Design Guidelines (Tampa Bay Regional Planning Council, 1978). The design criteria of the system shall include the following elements:

- a. A copy of an operation and maintenance schedule for the detention areas shall be prepared by the Developer and submitted to Pinellas County. The operation and maintenance schedule shall include an estimation of the frequency of sediment removal operation and shall include a plan for the periodic need for removing dead vegetation. An annual update of the operation and maintenance schedule showing compliance with its terms shall be included in each annual report.
- b. The master drainage system shall comply with the Department of Environmental Regulation Stormwater Rule, Chapter 17-25, Florida Administrative Code or such rule which may be in effect at actual time of development as applied to a phased development.
- c. Any proposed construction activity within Long Branch Creek associated with this project must not adversely impact the existing drainage system. Mitigation required by FDER and Pinellas County for work in this area must be completed per conditions of permits issued.

In the event that there is a conflict between any of the criteria and guidelines referenced herein, the more strict criteria shall apply.

2. Prior to detailed site plan approval for Phase II, the Developer shall submit to Pinellas County a copy of the Southwest Florida Water Management District's Stormwater Discharge Permit or Exemption or appropriate certification of compliance from said agencies as applied to a phased development.

3. The elevation for all structures shall be at or above the elevation as required by the Federal Flood Insurance Program or Pinellas County, whichever is greater.

C. Hurricane Evacuation

The Developer shall promote awareness of and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure the safe and orderly evacuation of those employees who, for security or administrative reasons, are in the buildings after an evacuation order is issued. The plan shall include the following elements:

1. Procedures calling for the closing of all buildings for the duration of the hurricane evacuation order.
2. Procedures for informing all employees of evacuation routes out of the flood prone area and measures to be followed in the same event.
3. Procedures mandating coordination with appropriate public authorities of building closings, security and safety measures, and evacuation plans.

The aforementioned plan shall be included in the first annual report submitted after issuance of the Development Order of the project.

D. Transportation

1. A comprehensive areawide transportation study shall be performed as directed and managed by the Pinellas County Metropolitan Planning Organization, in cooperation with the Florida Department of Transportation and Tampa Bay Regional Planning Council. The plan shall consider all approved developments within the study area, including previously approved DRIs and projected development. The Developer shall be required to contribute his fair share of the cost of said plan. Funds expended for said study shall be credited to offset the Developer's Estimated Fair Share requirement. The plan shall commence within three years from the adoption of this Development Order and be completed prior to any Phase II approvals. The parameters for this interim transportation plan or area traffic analysis shall include, but not be limited to:

- a. The regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional roadways to be constructed within the study area.
- b. The existing, approved and projected development to be included within the plan.

- c. The manner by which the traffic impact of existing development will be documented and assessed.
- d. The manner by which the traffic impact of approved and projected development will be documented and assessed.
- e. The procedures by which mass transit shall be studied as a viable alternative to alleviate overburdening of the roadways.
- f. Identification of specific construction implementation goals, such as right-of-way acquisition and implementation of additional north/south and east/west quarters designed to coincide with transportation improvement needs generated by each phase completion for projects approved within the study area.
- g. Funding commitments for the improvements identified.

2. To assure that the transportation impacts of this development have been accurately projected in the ADA, the developer shall submit a report of findings with regard to the trip generations of the DRI. This report of findings shall be conducted every two years and the results included in the required annual report.

3. The Developer shall be required to pay its fair share of needed roadway improvements according to the Schedule of Estimated Fair Share amounts as described in Exhibit C attached hereto and by this reference made a part hereof. Specifically, it has been determined that Phase I of the development has a direct impact on the level of service of roadways as identified in the ADA, and as such, necessitates the following roadway improvements be constructed or the developer's Estimated Fair Share contribution, as set forth in Exhibit C (\$186,706.), be received by a time certain not to exceed two (2) years from the adoption of this Development Order:

- a. Increase the capacity of US 19 south of SR 686 by constructing one additional northbound and one additional southbound lane to create a six-lane divided-facility from SR 686 to SR 688. These termini should be in accordance with proper design standards. Bay Area Outlet Mall contributes 7.9 percent of the existing daily Level of Service C capacity and will contribute 9.6 percent of the existing daily Level of Service C capacity at build-out.
- b. Provide for grade separation at US 19 and SR 686. The Bay Area Outlet Mall will contribute 8.1 percent of the peak hour LOS D capacity.
- c. Increase the capacity of SR 686 west of US 19 by constructing one additional eastbound and one additional westbound lane to create a six-lane facility from US 19 to Belcher Road. These termini should be in accordance with proper design standards. Bay Area Outlet Mall contributes 5.5 percent of the existing daily Level of Service C capacity and will contribute 10.3 percent of the existing Level of Service C capacity at build-out.

d. Increase the capacity of SR 686 east of US 19 by constructing one additional eastbound and one additional westbound lane to create a six-lane facility from US 19 to 49th Street. These termini should be in accordance with proper design standards. Bay Area Outlet Mall contributes 5.7 percent of the existing daily Level of Service C capacity and will contribute 10.8 percent of the existing daily Level of Service C capacity at build-out.

It has also been determined that Phase II of the development has a direct impact on the level of service of roadways as identified in the ADA, and as such, necessitates specific roadway improvements be constructed or a funding commitment secured by the Developer in accordance with Exhibit C, prior to the issuance of building permits for Phase II. Therefore the Developer shall also be required to contribute its fair share of the following needed roadway improvements for Phase II, in addition to the outstanding balance of Phase I road improvements, according to the Schedule of Estimated Fair Share amounts described in Exhibit C:

e. Increase the capacity of SR 686 east of Starkey-Keene Road by constructing one additional eastbound lane and one additional westbound lane to create a six-lane facility from Starkey-Keene Road to Belcher Road. These termini should be in accordance with proper design standards. Bay Area Outlet Mall will contribute 5.9 percent of the existing Level of Service C capacity at build-out.

f. Increase the capacity of SR 686 east of 49th Street by constructing one eastbound and one westbound lane from 49th Street to SR 688. These termini should be in accordance with proper design standards. Bay Area Outlet Mall will contribute 10.8 percent of the existing daily Level of Service C capacity at build-out.

g. At the intersection of SR 686 and 49th Street provide an additional northbound left turn lane. Bay Area Outlet Mall will contribute 5.2 percent of the peak hour Level of Service D capacity at build-out.

~~Once the Developer has made the contributions called for herein, the Developer shall have the right to obtain and utilize building permits if the same are otherwise available to other developers or builders in this area of Pinellas County.~~

4. The Developer shall have the option to fully fund all or any portion of its total fair share contribution as identified in Exhibit C on one or more of the off-site improvements described in this Order under the following conditions. It should be noted improvements (a), (b) and (g) described in Subsection D(5) and outlined in Exhibit C are currently programmed projects in the May 1985 Transportation Improvement Program, FY 1986 through 1990. Should the Florida

Department of Transportation commence construction of these projects within said time periods, the developer's Estimated Fair Share Contribution for these specific projects shall be negated. Should any of these projects be deleted from FDOT's said program, the developer shall be required to fund the Estimated Fair Share of the project's cost as indicated in Exhibit C.

a. During the life of this Development Order, the Developer may fund all or any portion of its total fair share contributions as to Phase I or Phase II, or any combination thereof, through contribution of land (or rights or interest in and to lands) owned by the Developer or acquired by the Developer or made on behalf of Developer, and contributed to the Florida Department of Transportation or such other agency or department of the state, local or federal government as may require lands or interest in lands incident to the expansion, improvement and development of highway improvements at the intersection of U.S. Highway 19 and East Bay Drive/ Roosevelt Boulevard or for other developments involving U.S. Highway 19 extending south of said intersection to Ulmerton Road, for right of way, drainage or other purposes associated with the transportation development. Extent and valuation of such contributions shall be determined by the values agreed upon between the Developer and the Department of Transportation for the rights or property conveyed, or if through litigation, as established in any condemnation or eminent domain proceedings; provided, nevertheless, that the County shall not be bound by any valuation determined by agreement if it in its good faith judgment shall not believe that any agreed upon value is reflective of "fair market value." If the County should not agree with the valuation, then it shall have the independent right to have the same judicially reviewed and determined.

b. As an alternative to contributing property, property rights or the value thereof incident to transportation development and expansion in the region, as hereinabove provided, the Developer likewise shall have the option during the existence of this Development Order to propose highway or road improvements wherein the Developer's Fair Share contribution may be expended or made. The County shall determine through supporting traffic analysis provided by the Developer for the development impact area, whether the proposed road improvement(s) constitutes

subsequent reductions of impact on roadways identified in this D.O. and estimated in Exhibit C. If approved, the Developer shall be eligible for a prorata or corresponding reduction of the Estimated Fair Share contributions calculated and outlined in Exhibit C, but only to such extent as to provide a reduction of impact on roadways identified in Exhibit C. As to Phase II requirements, any projects approved for construction will be completed within ten years of the date of adoption of this Development Order.

c. In the event the Developer does fully fund any such improvements the Developer shall receive credit as to the amount funded against the next level of funding required for Phase II as identified in Exhibit C until the full amount of his fair share is exhausted. In the event the Developer constructs only a portion of a project, the Developer and County shall agree on an estimate prior to initiation of construction.

5. In accordance with Court Stipulation #84-8951-15, the Developer is entitled to credit for positive impacts of contributions already implemented as a result of his efforts to coordinate the Bay Area Outlet Mall's transportation and drainage plans with the State of Florida Department of Transportation (FDOT), Department of Environmental Regulation (DER) and Pinellas County. Analysis and comparison of the information submitted in the ADA, the condition of the "as built" site plan for the Bay Area Outlet Mall, the Pinellas County Master Drainage Plan and FDOT roadway improvements impacted by this DRI, indicate there to be no positive impacts which would offset the Developer's Estimated Fair Share contribution required by this D.O. for Phase I and outlined in Exhibit C:

During the existence of this Development Order and until the Fair Share contributions for Phase II are otherwise satisfied as herein provided, the Developer may present such analysis and comparison to the County for review and request credit for such improvements which provide positive impacts of contribution and which may be utilized to offset the Developer's Estimated Fair Share contributions for Phase II required by this Development Order and as outlined in Exhibit "C". For the purpose of this analysis as to Phase II, positive impacts of contribution will be improvements over and above those customarily required for site development and which provide clear public benefit. This right of offset shall be in addition to other methods of contribution as herein provided to satisfy the Estimated Fair Share contribution.

The Developer shall provide Pinellas County, TBRPC and DCA written notification of their intention to offset the Estimated Fair Share contribution from the cost estimates for project improvements outlined in Exhibit C. This notification may be submitted by said parties during the life of this D.O. The option to credit the Developer's Fair Share contribution is in accordance with Court Stipulation 84-8951-15 and should not be viewed as a precedent for other developments.

6. Prior to issuance of Phase II building permits, the Developer shall provide an adequate area for a satellite transit terminal and time transfer point of a size and location which is mutually agreeable to Developer, Pinellas County and Metropolitan Planning Organization (MPO) and shall be required to cooperate with the Pinellas Suncoast Transit Authority for its implementation. Such area shall be limited to transit delivery and pick-up, and shall not include storage or maintenance or other services or require facilities therefore. Developer shall be entitled to request and receive a credit hereunder for any contributions made to the County for such area.

7. ~~No building permits shall be issued for the Bay Area Outlet Mall DRI unless it is determined by the County Administrator in a written finding that an adequate level of service is operating at or better than recognized planned levels of service as adopted by the Pinellas County Metropolitan Planning Organization in the year 2010 Long Range Highway Plan, and outlined below, for the following roadways:~~

~~SR-686 (East Bay Drive) from Starkey Road to Belcher Road --- LOS-G/D at peak,~~

~~SR-686 (East Bay Drive) from Belcher Road and U.S.-19 --- LOS-D/E at peak,~~

~~SR-686 (Roosevelt Blvd.) from U.S.-19 to 49th St N --- LOS-D/E at peak,~~

~~SR-686 (Roosevelt Blvd.) from 49th St N to SR-600 --- LOS-E/D at peak,~~

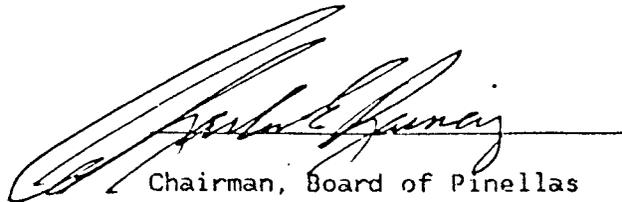
~~U.S.-19 from Ulmerton Road to SR-60 --- LOS-F, and~~

~~that the expected trips to be generated by approval of such plans would not cause the roadways to operate below the aforementioned planned levels of service.~~

A refusal to grant a building permit through this procedure may be appealed by the Developer to the Board of County Commissioners. On appeal, the BCC may grant the building permit upon an affirmative finding that the aforesaid roadways shall not be unduly burdened. Before the Board shall make such a finding, the Board shall notify the Department of Community Affairs and Tampa Bay Regional Planning Council and receive their review and comment regarding such an appeal pursuant to the Department's authority found in Chapter 300.06, Florida Statutes. If any improvements or new roads are deemed necessary by the Board of County Commissioners to avoid such undue burden, then such improvements must either be substantially completed or programmed for construction by the expected date of completion for the development phase or portion under construction. Determinations of the Level of Service of roadways shall be set forth in writing and shall be based upon the most recent and best available transportation data, including but not limited to average daily traffic counts by the Florida Department of Transportation, and to the extent that appropriate data is available, shall utilize the methodology contained in the "Highway Capacity Manual -- 1965", or its successor document. In making any determinations pursuant to this provision, the County shall apply proportionate uniform treatment in relation to other proposed developments in the area.

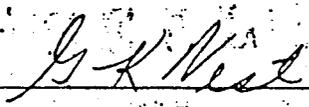
8. In the event the County adopts impact fee ordinances that are acceptable to TBRPC and DCA, the Developer shall be given credit for the cost of improvements paid for by the Developer. In no event shall the Developer be required to pay both the County's impact fee and the cost of improvements identified in Exhibit C. In the event the County adopts a transportation impact fee ordinance, the developer shall be treated equitably with others under said ordinance in apportioning the cost of the required improvements.

PASSED AND ORDAINED BY THE PINELLAS COUNTY BOARD OF COUNTY COMMISSIONERS.



Chairman, Board of Pinellas
County Commissioners

Attest: KARLEEN F. De BLAKER, CLERK

By: 

Deputy Clerk

I, KARLEEN F. DE BLAKER, Clerk of the Circuit Court and Clerk Ex-Officio, Board of County Commissioners, do hereby certify that the above and foregoing is a true and correct copy of the original as it appears in the official files of the Board of County Commissioners of Pinellas County, Florida.

Witness my hand and seal of said county this 8th day of April AD. 1980
KARLEEN F. DE BLAKER, Clerk of the Circuit Court Ex-Officio Clerk to the Board of County Commissioners, Pinellas County, Florida.

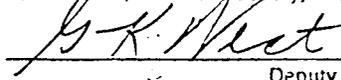
By 
Deputy Clerk

EXHIBIT A

IN THE CIRCUIT COURT FOR PINELLAS COUNTY, FLORIDA
Circuit Civil No. 84-8951-15

STATE OF FLORIDA, DEPARTMENT
OF COMMUNITY AFFAIRS,

Plaintiff,

-vs-

KRAFT ENTITIES, INC., etc., et
al,

Defendants.

STIPULATION

The parties, and the Tampa Bay Regional Planning Council, by and through their undersigned attorneys, hereby stipulate and agree to an amicable resolution of the above-styled litigation according to and upon the following terms:

1. The Florida Department of Community Affairs (DCA) has maintained that the project being developed and known as the Bay Area Outlet Mall consists of fifty (50) acres, more or less, and is a development of regional impact (DRI) because of its character, magnitude and location. The developer (Kraft Entities, Inc.) has consistently maintained that the project consists of no more than thirty-four (34) acres and is not subject to the DRI process either because of its size or because of its character, magnitude and location. Said differences have become irreconcilable and have resulted in this litigation.

2. It is in the best interests of all the parties to amicably resolve this litigation, to move forward with the development of the project, and to protect the public interest through application of the DRI process.

3. Without any admission that the defendants have violated the provisions of Chapter 380, Florida Statutes, the owners and developers agree to submit an Application

for Development Approval (ADA) to the appropriate governmental bodies pursuant to the requirements of Chapter 380, Florida Statutes (1983) and shall not withdraw the same. Said ADA shall solely address the impacts that the development has upon traffic (including hurricane evacuation), water quality (including drainage and wetlands), and economy. The Tampa Bay Regional Planning Council shall consider and issue its report only upon these issues in its review of the project. The appropriate governmental bodies shall also consider the positive impacts of contributions already made by the owner and developers to the transportation and drainage plans for the State of Florida Department of Transportation (DOT), Department of Environmental Regulation (DER) and Pinellas County. The ADA will be processed on the stated items through the customary regional and local planning authorities as any other ADA.

4. The developer, Kraft Entities, Inc. shall submit the ADA within ninety (90) days of the execution of this Stipulation upon the property consisting of approximately fifty (50) acres, more fully described in the legal description to be attached hereto as Exhibit "A" and presently identified in the attached photograph.

5. It is further agreed that the owners of the subject properties, Stone Buick, Inc., Ira A. Desper and J.O. Stone as Trustees of the J.O. Stone Revocable Trust, and Stoneybrook Associates, Limited, shall be subject to the terms and provisions of this agreement as to the said fifty (50) acres, M.O.L. J.O. Stone, individually and Clarence Kraft, individually are not proper parties to this lawsuit.

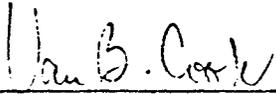
6. DCA will voluntarily dismiss the above-styled lawsuit seeking injunctive relief.

7. Defendant Pinellas County shall issue the appropriate certificate or certificates of occupancy in the

regular course of events irrespective of the above-styled pending litigation or the processing of the ADA.

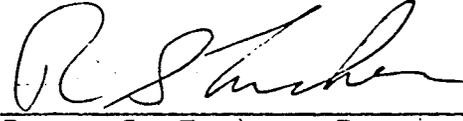
8. Each party shall bear its own attorney fees and costs.

McMULLEN, EVERETT, LOGAN,
MARQUARDT & CLINE, P.A.


Steve Siebert, Esquire
Assistant County Attorney
315 Court Street
Clearwater, FL 33516

By: 
Harry S. Cline, Esquire
Post Office Box 1669
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813-441-8966
Attorneys for Kraft Entities,
Inc., C. Kraft and J. O. Stone
SPN#41047


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Roger S. Tucker, Esquire
9455 Koger Blvd.
St. Petersburg, FL 33702
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Attorneys for Tampa Bay Regional
Planning Council

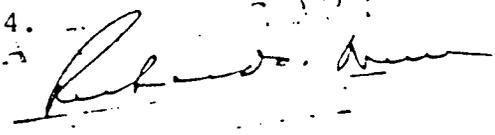
ORDER

THIS MATTER came on for hearing before the Honorable RICHARD A. MILLER, Circuit Judge, on the joint stipulation of the parties. The Court reviewed the stipulation, became fully advised in the premises. It is hereby

ORDERED AND ADJUDGED that the terms and conditions of the stipulation are incorporated herein by reference and are specifically enforceable by any signatory. The Court retains jurisdiction to enforce any provision of this agreement. It is further

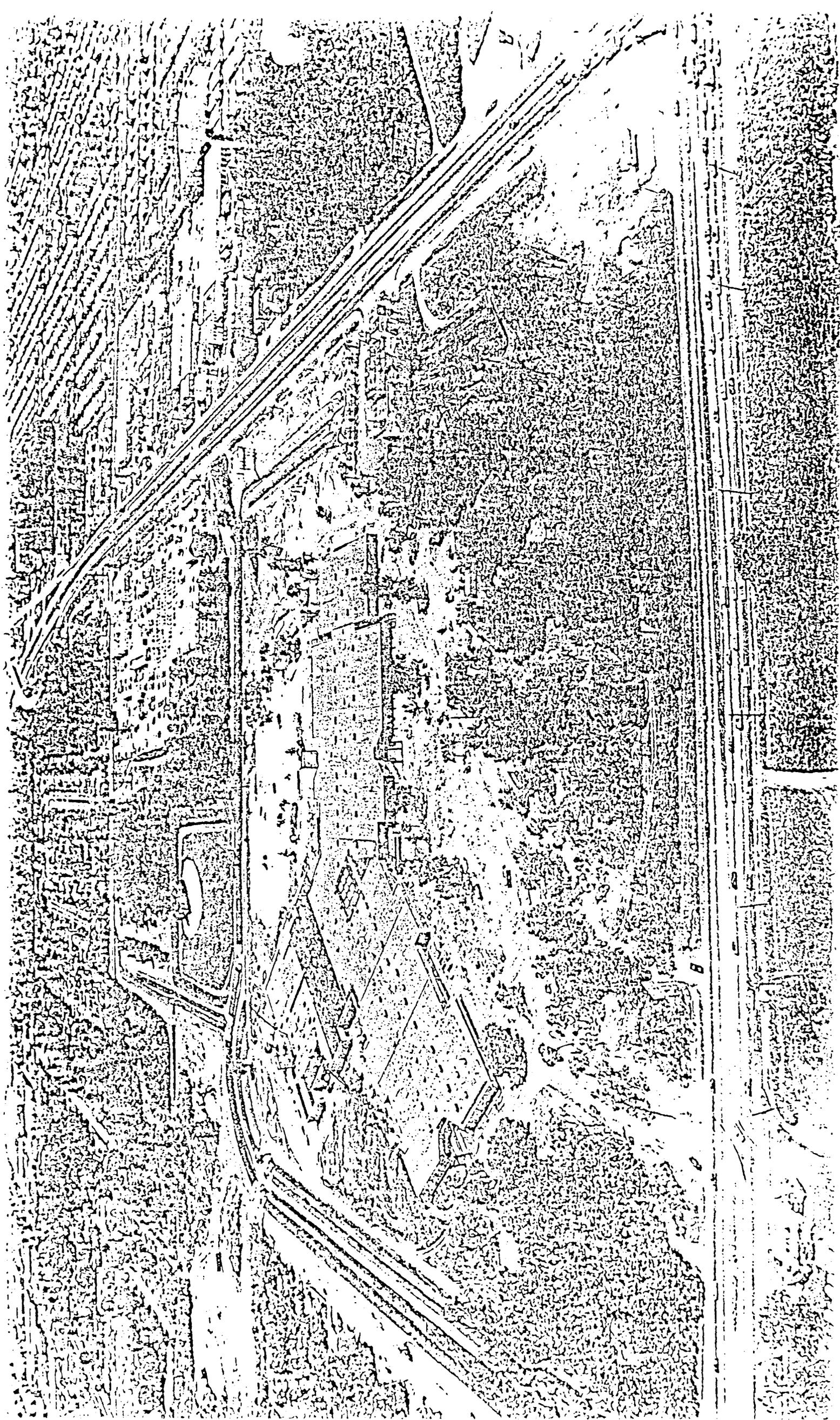
ORDERED AND ADJUDGED that this case is dismissed and the Court's order of August 14th as amended, is receded from in any respect which is in conflict with this stipulation and order.

DONE AND ORDERED in Chambers at Clearwater, Pinellas County, Florida, this 24 day of August, 1984.


RICHARD A. MILLER
CIRCUIT JUDGE

Copies furnished to:

Harry S. Cline, Esquire
Steve Siebert, Esquire
David L. Jordan, Esquire
Roger S. Tucker, Esquire



AGREEMENT OF UNDERSTANDING

The Florida Department of Community Affairs (FDCA), the Tampa Bay Regional Planning Council (TBRPC) and Pinellas County, (COUNTY) in order to reach a mutually satisfactory understanding regarding certain issues arising from, but which were not addressed by, the Stipulation in Case No. Circuit Civil 84-8951-15 of this same date, hereby agree as follows:

1. COUNTY shall not issue any development permits, as defined in Section 380.031, Florida Statutes (1983), or agree to the development of any lands which are included in the Application for Development Approval referenced in said Stipulation, until a final development order is issued; provided, however, that COUNTY may allow construction, completion and occupancy of the Bay Area Outlet Mall as previously authorized by COUNTY.

2. COUNTY shall promptly inform FDCA and TBRPC of any and all applications for building or development permits and plans submitted to COUNTY, and any and all development activity within COUNTY's jurisdiction of which COUNTY becomes aware, for property within the following boundaries:

North: Whitney Place, as extended to the below-described east and west boundaries.

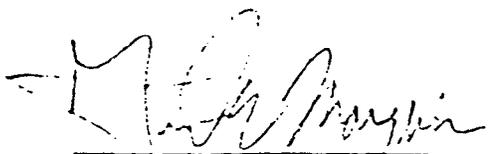
South: Automobile Road.

West: U. S. 19 North of Roosevelt Boulevard and the Largo City Limits south of Roosevelt Boulevard.

East: 63rd Street, as extended to the above-described north and south boundaries.

Signed this 23rd day of August 1984.


DAVID L. JORDAN, Esquire for the
Department of Community Affairs


FRED E. MARQUIS /
County Administrator
and


ROGER S. TUCKER, Esquire
for the Tampa Bay Regional
Planning Council

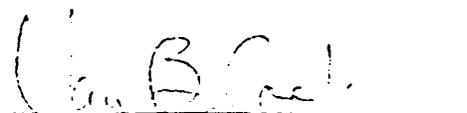

VAN B. COOK
County Attorney
for Pinellas County

EXHIBIT C

PHASE I

SCHEDULE OF ESTIMATED FAIR SHARE AMOUNTS

<u>Item No.</u>	<u>Estimated Total</u>	PHASE I	
		<u>BAOM Percent</u>	<u>Estimated BAOM Cost</u>
a.	\$ 1,829,333.*	7.9	\$ 0.
b.	16,110,000.*	8.1	0.
c.	1,143,333.	5.5	62,883.
d.	<u>2,172,333.</u>	5.7	<u>123,823.</u>
	\$21,254,999.		\$ 186,706.
	(Less positive contribution credit)		— 0 —
<hr/>			
TOTAL			

PHASE II

SCHEDULE OF ESTIMATED FAIR SHARE AMOUNTS

<u>Item No.</u>	<u>Estimated Total</u>	PHASE II	
		<u>BAOM Percent</u>	<u>Estimated BAOM Cost</u>
a.	\$ 1,829,333	1.7	\$ 0.
c.	\$ 1,143,333.	4.8	54,880.
d.	2,172,333.	5.1	110,789.
e.	1,143,333.	5.9	67,457.
f.	1,600,667.	10.8	172,872.
g.	<u>414,260.*</u>	5.2	<u>0.</u>
TOTAL	\$ 6,473,926.		\$ 405,998.

Phase I Total	\$ 186,706.
Phase II Total	<u>405,998.</u>
Total Project Fair Share Contribution	\$ 592,704.

* Currently programmed projects as identified in the May 1985 Transportation Improvement Program, FY 1986 through 1990.

RESOLUTION NO. 86-155

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
OF PINELLAS COUNTY, FLORIDA
DRI
DEVELOPMENT ORDER

Upon motion of Commissioner Todd, seconded by Commissioner Tyndall, the following Resolution was adopted this 8th day of April, 1986.

WHEREAS, on January 22, 1985, Kraft Entities Incorporated filed an Application for Development Approval (ADA) of a Development of Regional Impact with the Pinellas County Board of County Commissioners as stipulated in Circuit Civil Stipulation Agreement No. 84-8951-15, dated August 24, 1984 (Exhibit A), and pursuant to the provisions of Section 380.06, Florida Statutes; and,

WHEREAS, said application addresses the impacts the Bay Area Outlet Mall DRI has upon traffic (including hurricane evacuation) water quality (including drainage and wetlands), and economy, as identified in Circuit Civil Stipulation Agreement No. 84-8951-15 (Exhibit A); and

WHEREAS, the Board of County Commissioners as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes, is authorized and empowered to consider applications for development approval for developments of regional impact; and,

WHEREAS, the public notice requirements of Section 380.06, Florida Statutes, have been satisfied; and,

WHEREAS, the Board of County Commissioners has on April 8, 1986 held a duly noticed public hearing on said application for development approval and has heard and considered testimony and documents received thereon; and,

WHEREAS, the Board of County Commissioners has received and considered the report and recommendations of the Tampa Bay Regional Planning Council; and,

WHEREAS, Pinellas County has solicited, received and considered reports, comments and recommendations from interested citizens, County and City agencies, as well as the review and report of the Pinellas County administration.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF PINELLAS COUNTY, FLORIDA:

I. FINDINGS OF FACT

A. Kraft Entities, Incorporated, hereinafter referred to as "Developer", submitted to Pinellas County, Florida, an Application for Development Approval, and Preliminary Assessment Additional Information which are attached hereto and marked Composite Exhibit B and incorporated herein by reference. Hereinafter, the word "application" shall refer to the Application for Development Approval, and the Preliminary Assessment Additional Information and all other documents submitted.

B. The real property which is the subject of the application is legally described as set forth in Composite Exhibit B, attached hereto and made a part hereof by reference.

C. The proposed development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes.

D. A comprehensive review, pursuant to Court Stipulation No. 84-8951-15, of the impact Kraft Entities Inc. generated by the development has been conducted by Pinellas County, the Tampa Bay Regional Planning Council and other participating agencies.

E. All development that has or shall occur, along with any positive impacts of contribution made by the developer will be considered in accordance with Court Stipulation No. 84-8951-15, this Development Order and provisions of the application received during the DRI review process.

II. CONCLUSIONS OF LAW

A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the application as set forth in Composite Exhibit B, the reports, recommendations and testimony heard and considered by the Board of County Commissioners, it is concluded that:

1. The development will not unreasonably interfere with the achievement of the objectives of an adopted state land development plan applicable to the area.
2. The development is consistent with local land development regulations.
3. The development is consistent with the report and recommendations of the Tampa Bay Regional Planning Council.

B. In considering whether the development should be approved subject to conditions, restrictions and limitations, Pinellas County has considered the criteria stated in subsection 380.06 (14), Florida Statutes.

C. In reviewing the regional impacts of the Bay Area Outlet Mall, Pinellas County shall consider the positive impacts of contributions made by the owner and developers to the transportation and drainage plans for the State of Florida Department of Transportation (FDOT), Department of Environmental Regulation (DER) and Pinellas County as required by the Stipulation, signed by the parties and approved by the Circuit Court on August 24, 1984 in Case No. 84-8951-15. For purposes of this analysis, the "positive impacts of contribution" shall be defined as those items generally considered to be improvements over and above the established policies or requirements of said governmental agencies necessary to initiate development of a parcel of land, and which provide clear public benefit.

D. The review by Pinellas County, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, and Circuit Civil Stipulation No. 84-8951-15, within the terms and conditions of this Development Order and the application.

III. GENERAL PROVISIONS

A. The legal description set forth in Composite Exhibit B is hereby incorporated into and by reference made part of this Development Order.

B. All provisions contained within the application marked "Composite Exhibit B" shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.

C. This Resolution shall constitute the Development Order of Pinellas County in response to the Application for Development Approval and the Preliminary Assessment Additional Information for the Bay Area Outlet Mall Development of Regional Impact.

D. The definitions contained in Chapter 380.06, Florida Statutes, shall govern and apply to this Development Order.

E. This Development Order shall be binding upon the Developer and its heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of, any branch of government or governmental agency.

G. Whenever this Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected government agencies and departments as are or may be designated by the Board of County Commissioners of Pinellas County to review development of regional impact applications as well as all governmental agencies and departments set forth under applicable laws and rules governing developments of regional impact.

H. In each instance in this Development Order where the Developer is responsible for ongoing maintenance of facilities of the Bay Area Outlet Mall DRI, the Developer may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, or any other affected Governmental agency, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order or other changes to the approved development plans or ADA which create a reasonable likelihood of additional adverse regional impact upon those issues addressed by this Development Order, or any other regional impact not previously reviewed by the Regional Planning Council shall result in further development of regional impact review pursuant to Section 380.06, F.S. and may result in Pinellas County ordering a termination of development activity pending such review.

J. Pinellas County agrees that the approved DRI shall not be subject to down-zoning or intensity reduction for the duration of this development order, unless it is demonstrated that substantial changes in the conditions underlying the approval of the development order have occurred, or that the development order was based on inaccurate information, or that the change is clearly established by the local government to be essential to the public health, safety or welfare.

K. The County Administrator of Pinellas County, or his designee, shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by the TBRPC or any Pinellas County department or agency having particular responsibility over the area of subject involved. The County Administrator shall report to the Board of County Commissioners, with notice to the Tampa Bay Regional Planning Council, any findings of deviation from the terms and conditions of this Development Order. The County Administrator shall issue a notice of such noncompliance to the Developer and if the deviation is not corrected within a reasonable amount of time the Administrator shall recommend that the Board of County Commissioners establish a hearing to consider such deviations and to take any action it deems necessary to insure compliance with this order including termination of any further Development.

L. The Developer shall file an annual report in accordance with Section 380.06(18), Florida Statutes, and appropriate rules and regulations. Such report shall be due on the anniversary of the effective date of this Development Order for each following year until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners hearing wherein such report is to be reviewed. Provided, however, that the receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of the Development Order. This report shall contain:

1. The information required by the State Land Planning Agency to be included in the Annual Report, which information is described in the rules and regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and

2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following to the submittal of the annual report; and

3. A statement listing all applications of incremental review required pursuant to this Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the annual report; and

4. A statement setting forth the name(s) and address of any heir, assignee or successor in interest to this Development Order or any portion of this Development Order or Increment.

M. The provisions of this Development Order shall not be construed as a waiver of or exception to any rule, regulation, or ordinance of Pinellas County, its agencies or commissions and to the extent that further review is provided for in this Development Order or required by Pinellas County, said review shall be subject to all applicable rules, regulations and ordinances in effect at the time of the review.

N. This Development Order shall become effective upon adoption by the Board of County Commissioners of Pinellas County in accordance with Section 380.06, Florida Statutes.

O. This Order shall remain in effect for a period of ten (10) years from the effective date hereof. Any development activity wherein plans have been submitted to the County for its review and approval prior to the expiration date of this Order may be completed, if approved. This Order may be extended by the County Commission on the finding of excusable delay in any proposed development activity.

P. Upon adoption, the Development Order shall be transmitted by the Clerk to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and the Developer.

Q. Any revisions to the Development Order not addressed herein shall be subject to review by TBRPC including the payment of any applicable incremental review fee.

IV. CONDITIONS OF DEVELOPMENT APPROVAL

A. Phasing Schedule

The initial phase (Phase I) of construction within the subject DRI has already been completed and is in operation as the Bay Area Outlet Mall. There are no specific plans for development of the remaining commercial land, however, for study purposes, buildout has been projected over a five-year period. Assumptions have been made as to the maximum projected commercial uses/businesses for the remaining land in accordance with existing zoning and Comprehensive Land Use Plan designations. Development of these remaining tracts of land is referred to as Phase II.

It is the intent of this Order to insure that all requirements of this Development Order for the project are complied with prior to issuance of building permits for Phase II. For purposes of this Order, the project shall be considered complete upon issuance of the final certificate of occupancy. As defined in Ch 380.06 (19) Florida Statute, any departure in project buildout from the plans setforth in the application shall be considered to be a substantial deviation.

The developer may submit a traffic analysis justifying a reduction in impact due to a reduction in size of actual development. If such reduction is justified, the developer shall be eligible for a prorata or corresponding reduction of the required Estimated Fair Share contribution.

B. Stormwater System/Drainage

1. The stormwater system in Phase II shall be designed and constructed in accordance with the design guidelines of the Southwest Florida Water Management District, Florida Department of Environmental Regulation, Pinellas County, and the criteria contained on page 113 of the Stormwater and Lake Systems Maintenance and Design Guidelines (Tampa Bay Regional Planning Council, 1978). The design criteria of the system shall include the following elements:

- a. A copy of an operation and maintenance schedule for the detention areas shall be prepared by the Developer and submitted to Pinellas County. The operation and maintenance schedule shall include an estimation of the frequency of sediment removal operation and shall include a plan for the periodic need for removing dead vegetation. An annual update of the operation and maintenance schedule showing compliance with its terms shall be included in each annual report.
- b. The master drainage system shall comply with the Department of Environmental Regulation Stormwater Rule, Chapter 17-25, Florida Administrative Code or such rule which may be in effect at actual time of development as applied to a phased development.
- c. Any proposed construction activity within Long Branch Creek associated with this project must not adversely impact the existing drainage system. Mitigation required by FDER and Pinellas County for work in this area must be completed per conditions of permits issued.

In the event that there is a conflict between any of the criteria and guidelines referenced herein, the more strict criteria shall apply.

2. Prior to detailed site plan approval for Phase II, the Developer shall submit to Pinellas County a copy of the Southwest Florida Water Management District's Stormwater Discharge Permit or Exemption or appropriate certification of compliance from said agencies as applied to a phased development.

3. The elevation for all structures shall be at or above the elevation as required by the Federal Flood Insurance Program or Pinellas County, whichever is greater.

C. Hurricane Evacuation

The Developer shall promote awareness of and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure the safe and orderly evacuation of those employees who, for security or administrative reasons, are in the buildings after an evacuation order is issued. The plan shall include the following elements:

1. Procedures calling for the closing of all buildings for the duration of the hurricane evacuation order.
2. Procedures for informing all employees of evacuation routes out of the flood prone area and measures to be followed in the same event.
3. Procedures mandating coordination with appropriate public authorities of building closings, security and safety measures, and evacuation plans.

The aforementioned plan shall be included in the first annual report submitted after issuance of the Development Order of the project.

D. Transportation

1. A comprehensive areawide transportation study shall be performed as directed and managed by the Pinellas County Metropolitan Planning Organization, in cooperation with the Florida Department of Transportation and Tampa Bay Regional Planning Council. The plan shall consider all approved developments within the study area, including previously approved DRIs and projected development. The Developer shall be required to contribute his fair share of the cost of said plan. Funds expended for said study shall be credited to offset the Developer's Estimated Fair Share requirement. The plan shall commence within three years from the adoption of this Development Order and be completed prior to any Phase II approvals. The parameters for this interim transportation plan or area traffic analysis shall include, but not be limited to:

- a. The regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional roadways to be constructed within the study area.
- b. The existing, approved and projected development to be included within the plan.

- c. The manner by which the traffic impact of existing development will be documented and assessed.
- d. The manner by which the traffic impact of approved and projected development will be documented and assessed.
- e. The procedures by which mass transit shall be studied as a viable alternative to alleviate overburdening of the roadways.
- f. Identification of specific construction implementation goals, such as right-of-way acquisition and implementation of additional north/south and east/west quarters designed to coincide with transportation improvement needs generated by each phase completion for projects approved within the study area.
- g. Funding commitments for the improvements identified.

2. To assure that the transportation impacts of this development have been accurately projected in the ADA, the developer shall submit a report of findings with regard to the trip generations of the DRI. This report of findings shall be conducted every two years and the results included in the required annual report.

3. The Developer shall be required to pay its fair share of needed roadway improvements according to the Schedule of Estimated Fair Share amounts as described in Exhibit C attached hereto and by this reference made a part hereof. Specifically, it has been determined that Phase I of the development has a direct impact on the level of service of roadways as identified in the ADA, and as such, necessitates the following roadway improvements be constructed or the developer's Estimated Fair Share contribution, as set forth in Exhibit C (\$186,706.), be received by a time certain not to exceed two (2) years from the adoption of this Development Order:

- a. Increase the capacity of US 19 south of SR 686 by constructing one additional northbound and one additional southbound lane to create a six-lane divided-facility from SR 686 to SR 688. These termini should be in accordance with proper design standards. Bay Area Outlet Mall contributes 7.9 percent of the existing daily Level of Service C capacity and will contribute 9.6 percent of the existing daily Level of Service C capacity at build-out.
- b. Provide for grade separation at US 19 and SR 686. The Bay Area Outlet Mall will contribute 8.1 percent of the peak hour LOS D capacity.
- c. Increase the capacity of SR 686 west of US 19 by constructing one additional eastbound and one additional westbound lane to create a six-lane facility from US 19 to Belcher Road. These termini should be in accordance with proper design standards. Bay Area Outlet Mall contributes 5.5 percent of the existing daily Level of Service C capacity and will contribute 10.3 percent of the existing Level of Service C capacity at build-out.

d. Increase the capacity of SR 686 east of US 19 by constructing one additional eastbound and one additional westbound lane to create a six-lane facility from US 19 to 49th Street. These termini should be in accordance with proper design standards. Bay Area Outlet Mall contributes 5.7 percent of the existing daily Level of Service C capacity and will contribute 10.8 percent of the existing daily Level of Service C capacity at build-out.

It has also been determined that Phase II of the development has a direct impact on the level of service of roadways as identified in the ADA, and as such, necessitates specific roadway improvements be constructed or a funding commitment secured by the Developer in accordance with Exhibit C, prior to the issuance of building permits for Phase II. Therefore the Developer shall also be required to contribute its fair share of the following needed roadway improvements for Phase II, in addition to the outstanding balance of Phase I road improvements, according to the Schedule of Estimated Fair Share amounts described in Exhibit C:

e. Increase the capacity of SR 686 east of Starkey-Keene Road by constructing one additional eastbound lane and one additional westbound lane to create a six-lane facility from Starkey-Keene Road to Belcher Road. These termini should be in accordance with proper design standards. Bay Area Outlet Mall will contribute 5.9 percent of the existing Level of Service C capacity at build-out.

f. Increase the capacity of SR 686 east of 49th Street by constructing one eastbound and one westbound lane from 49th Street to SR 688. These termini should be in accordance with proper design standards. Bay Area Outlet Mall will contribute 10.8 percent of the existing daily Level of Service C capacity at build-out.

g. At the intersection of SR 686 and 49th Street provide an additional northbound left turn lane. Bay Area Outlet Mall will contribute 5.2 percent of the peak hour Level of Service D capacity at build-out.

4. The Developer shall have the option to fully fund all or any portion of its total fair share contribution as identified in Exhibit C on one or more of the off-site improvements described in this Order under the following conditions. It should be noted improvements (a), (b) and (g) described in Subsection D(5) and outlined in Exhibit C are currently programmed projects in the May 1985 Transportation Improvement Program, FY 1986 through 1990. Should the Florida

Department of Transportation commence construction of these projects within said time periods, the developer's Estimated Fair Share Contribution for these specific projects shall be negated. Should any of these projects be deleted from FDOT's said program, the developer shall be required to fund the Estimated Fair Share of the project's cost as indicated in Exhibit C.

a. During the life of this Development Order, the Developer may fund all or any portion of its total fair share contributions as to Phase I or Phase II, or any combination thereof, through contribution of land (or rights or interest in and to lands) owned by the Developer or acquired by the Developer or made on behalf of Developer, and contributed to the Florida Department of Transportation or such other agency or department of the state, local or federal government as may require lands or interest in lands incident to the expansion, improvement and development of highway improvements at the intersection of U.S. Highway 19 and East Bay Drive/ Roosevelt Boulevard or for other developments involving U.S. Highway 19 extending south of said intersection to Ulmerton Road, for right of way, drainage or other purposes associated with the transportation development. Extent and valuation of such contributions shall be determined by the values agreed upon between the Developer and the Department of Transportation for the rights or property conveyed, or if through litigation, as established in any condemnation or eminent domain proceedings; provided, nevertheless, that the County shall not be bound by any valuation determined by agreement if it in its good faith judgment shall not believe that any agreed upon value is reflective of "fair market value." If the County should not agree with the valuation, then it shall have the independent right to have the same judicially reviewed and determined.

b. As an alternative to contributing property, property rights or the value thereof incident to transportation development and expansion in the region, as hereinabove provided, the Developer likewise shall have the option during the existence of this Development Order to propose highway or road improvements wherein the Developer's Fair Share contribution may be expended or made. The County shall determine through supporting traffic analysis provided by the Developer for the development impact area, whether the proposed road improvement(s) constitutes

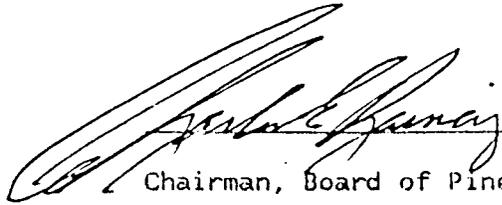
The Developer shall provide Pinellas County, TBRPC and DCA written notification of their intention to offset the Estimated Fair Share contribution from the cost estimates for project improvements outlined in Exhibit C. This notification may be submitted by said parties during the life of this D.O. The option to credit the Developer's Fair Share contribution is in accordance with Court Stipulation 84-8951-15 and should not be viewed as a precedent for other developments.

6. Prior to issuance of Phase II building permits, the Developer shall provide an adequate area for a satellite transit terminal and time transfer point of a size and location which is mutually agreeable to Developer, Pinellas County and Metropolitan Planning Organization (MPO) and shall be required to cooperate with the Pinellas Suncoast Transit Authority for its implementation. Such area shall be limited to transit delivery and pick-up, and shall not include storage or maintenance or other services or require facilities therefore. Developer shall be entitled to request and receive a credit hereunder for any contributions made to the County for such area.

7. (Deleted)

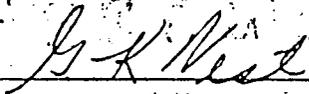
8. In the event the County adopts impact fee ordinances that are acceptable to TBRPC and DCA, the Developer shall be given credit for the cost of improvements paid for by the Developer. In no event shall the Developer be required to pay both the County's impact fee and the cost of improvements identified in Exhibit C. In the event the County adopts a transportation impact fee ordinance, the developer shall be treated equitably with others under said ordinance in apportioning the cost of the required improvements.

PASSED AND ORDAINED BY THE PINELLAS COUNTY BOARD OF COUNTY COMMISSIONERS.


Chairman, Board of Pinellas

County Commissioners

Attest: KARLEEN F. De BLAKER, CLERK

By: 

Deputy Clerk

I, KARLEEN F. DE BLAKER, Clerk of the Circuit Court and Clerk Ex-Officio, Board of County Commissioners, do hereby certify that the above and foregoing is a true and correct copy of the original as it appears in the official files of the Board of County Commissioners of Pinellas County, Florida.

Witness my hand and seal of said county

this 8th day of April AD. 1980

KARLEEN F. DE BLAKER, Clerk of the Circuit Court Ex-Officio Clerk to the Board of County Commissioners, Pinellas County, Florida.

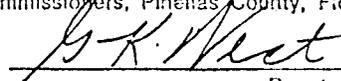
By 
Deputy Clerk

EXHIBIT A

IN THE CIRCUIT COURT FOR PINELLAS COUNTY, FLORIDA
Circuit Civil No. 84-8951-15

STATE OF FLORIDA, DEPARTMENT
OF COMMUNITY AFFAIRS,

Plaintiff,

-vs-

KRAFT ENTITIES, INC., etc., et
al,

Defendants.

STIPULATION

The parties, and the Tampa Bay Regional Planning Council, by and through their undersigned attorneys, hereby stipulate and agree to an amicable resolution of the above-styled litigation according to and upon the following terms:

1. The Florida Department of Community Affairs (DCA) has maintained that the project being developed and known as the Bay Area Outlet Mall consists of fifty (50) acres, more or less, and is a development of regional impact (DRI) because of its character, magnitude and location. The developer (Kraft Entities, Inc.) has consistently maintained that the project consists of no more than thirty-four (34) acres and is not subject to the DRI process either because of its size or because of its character, magnitude and location. Said differences have become irreconcilable and have resulted in this litigation.

2. It is in the best interests of all the parties to amicably resolve this litigation, to move forward with the development of the project, and to protect the public interest through application of the DRI process.

3. Without any admission that the defendants have violated the provisions of Chapter 380, Florida Statutes, the owners and developers agree to submit an Application

for Development Approval (ADA) to the appropriate governmental bodies pursuant to the requirements of Chapter 380, Florida Statutes (1983) and shall not withdraw the same. Said ADA shall solely address the impacts that the development has upon traffic (including hurricane evacuation), water quality (including drainage and wetlands), and economy. The Tampa Bay Regional Planning Council shall consider and issue its report only upon these issues in its review of the project. The appropriate governmental bodies shall also consider the positive impacts of contributions already made by the owner and developers to the transportation and drainage plans for the State of Florida Department of Transportation (DOT), Department of Environmental Regulation (DER) and Pinellas County. The ADA will be processed on the stated items through the customary regional and local planning authorities as any other ADA.

4. The developer, Kraft Entities, Inc. shall submit the ADA within ninety (90) days of the execution of this Stipulation upon the property consisting of approximately fifty (50) acres, more fully described in the legal description to be attached hereto as Exhibit "A" and presently identified in the attached photograph.

5. It is further agreed that the owners of the subject properties, Stone Buick, Inc., Ira A. Desper and J.O. Stone as Trustees of the J.O. Stone Revocable Trust, and Stoneybrook Associates, Limited, shall be subject to the terms and provisions of this agreement as to the said fifty (50) acres, M.O.L. J.O. Stone, individually and Clarence Kraft, individually are not proper parties to this lawsuit.

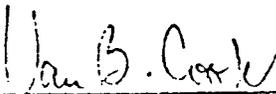
6. DCA will voluntarily dismiss the above-styled lawsuit seeking injunctive relief.

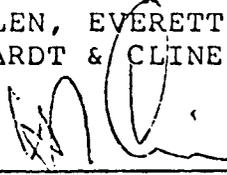
7. Defendant Pinellas County shall issue the appropriate certificate or certificates of occupancy in the

regular course of events irrespective of the above-styled pending litigation or the processing of the ADA.

8. Each party shall bear its own attorney fees and costs.

McMULLEN, EVERETT, LOGAN,
MARQUARDT & CLINE, P.A.


Steve Siebert, Esquire
Assistant County Attorney
315 Court Street
Clearwater, FL 33516

By: 
Harry S. Cline, Esquire
Post Office Box 1669
Clearwater, FL 33517
813-441-8966
Attorneys for Kraft Entities,
Inc., C. Kraft and J. O. Stone
SPN#41047


David L. Jordan, Esquire
Department of Community Affairs
2571 Executive Center Circle E.
Tallahassee, FL 32301
904-488-0410


Roger S. Tucker, Esquire
9455 Koger Blvd.
St. Petersburg, FL 33702
813-577-5151
Attorneys for Tampa Bay Regional
Planning Council

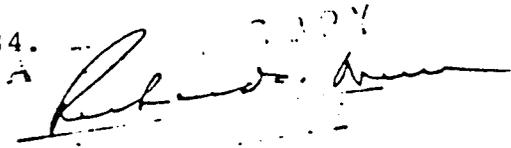
ORDER

THIS MATTER came on for hearing before the Honorable RICHARD A. MILLER, Circuit Judge, on the joint stipulation of the parties. The Court reviewed the stipulation, became fully advised in the premises. It is hereby

ORDERED AND ADJUDGED that the terms and conditions of the stipulation are incorporated herein by reference and are specifically enforceable by any signatory. The Court retains jurisdiction to enforce any provision of this agreement. It is further

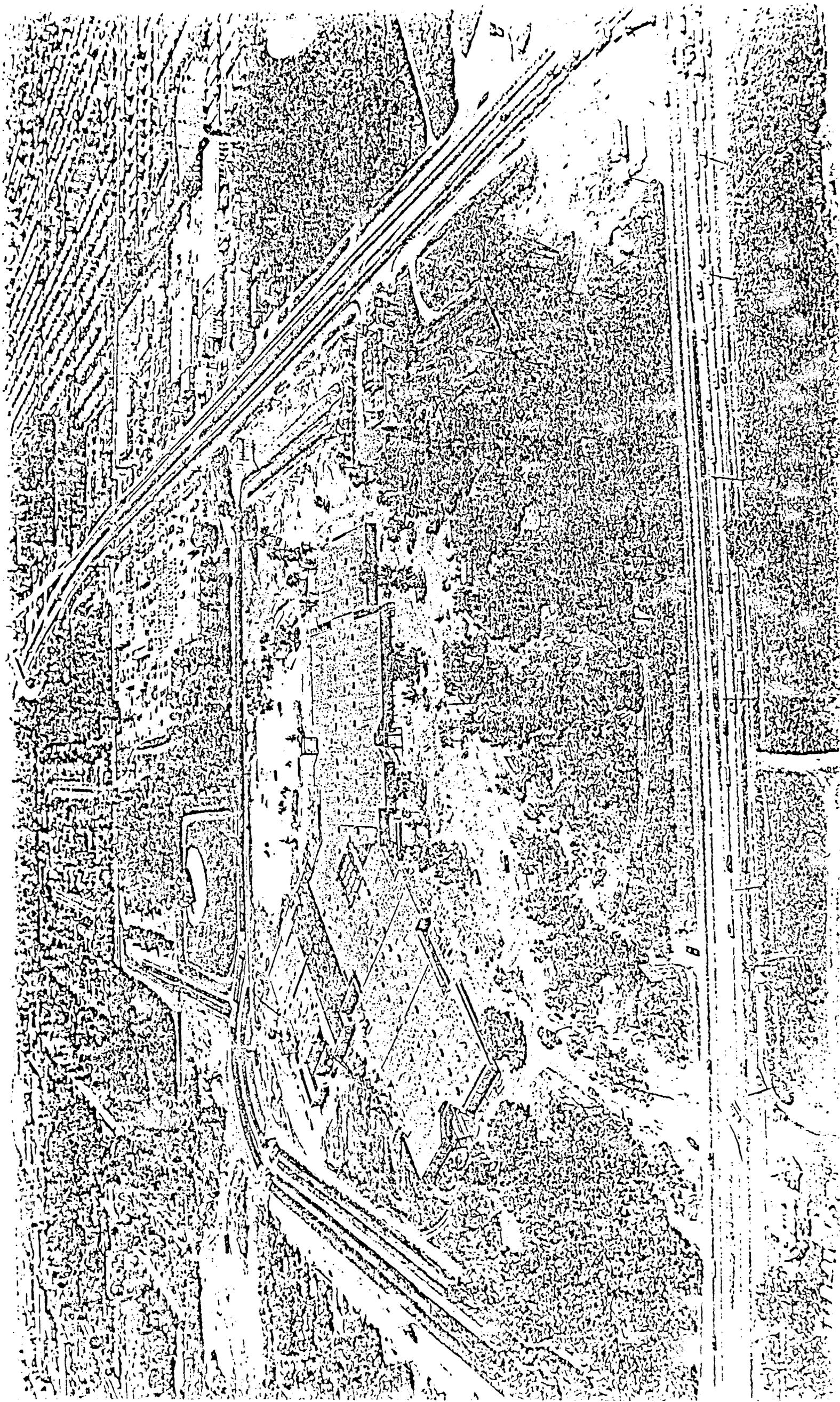
ORDERED AND ADJUDGED that this case is dismissed and the Court's order of August 14th as amended, is receded from in any respect which is in conflict with this stipulation and order.

DONE AND ORDERED in Chambers at Clearwater, Pinellas County, Florida, this 24 day of August, 1984.


CIRCUIT JUDGE

Copies furnished to:

Harry S. Cline, Esquire
Steve Siebert, Esquire
David L. Jordan, Esquire
Roger S. Tucker, Esquire



AGREEMENT OF UNDERSTANDING

The Florida Department of Community Affairs (FDCA), the Tampa Bay Regional Planning Council (TBRPC) and Pinellas County, (COUNTY) in order to reach a mutually satisfactory understanding regarding certain issues arising from, but which were not addressed by, the Stipulation in Case No. Circuit Civil 84-8951-15 of this same date, hereby agree as follows:

1. COUNTY shall not issue any development permits, as defined in Section 380.031, Florida Statutes (1983), or agree to the development of any lands which are included in the Application for Development Approval referenced in said Stipulation, until a final development order is issued; provided, however, that COUNTY may allow construction, completion and occupancy of the Bay Area Outlet Mall as previously authorized by COUNTY.

2. COUNTY shall promptly inform FDCA and TBRPC of any and all applications for building or development permits and plans submitted to COUNTY, and any and all development activity within COUNTY's jurisdiction of which COUNTY becomes aware, for property within the following boundaries:

North: Whitney Place, as extended to the below-described east and west boundaries.

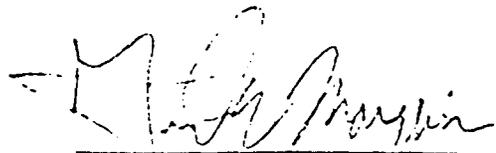
South: Automobile Road.

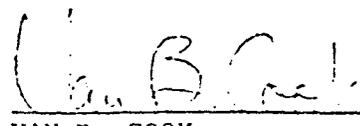
West: U. S. 19 North of Roosevelt Boulevard and the Largo City Limits south of Roosevelt Boulevard.

East: 63rd Street, as extended to the above-described north and south boundaries.

Signed this 23rd day of August 1984.


DAVID L. JORDAN, Esquire for the
Department of Community Affairs


FRED E. MARQUIS /
County Administrator
and


VAN B. COOK
County Attorney
for Pinellas County

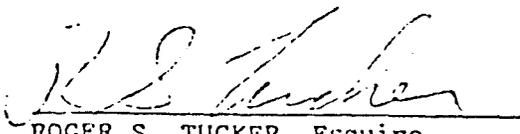

ROGER S. TUCKER, Esquire
for the Tampa Bay Regional
Planning Council

EXHIBIT B

Application for Development Approval

Dated January 4, 1985 (ADA)

Preliminary Assessment Additional

Information Dated June 14, 1985

(Sufficiency Response)

RESOLUTION NO. 88-65
RESOLUTION AMENDING RESOLUTION
NO. 86-155

WHEREAS, in April, 1986, Pinellas County issued Resolution No. 86-155 granting development approval for the Bay Area Outlet Mall, Phases I and II: and

WHEREAS, in June, 1986, the State of Florida Land and Water Adjudicatory Commission issued a final order of dismissal for the appeal of Resolution No. 86-155 filed by the Tampa Bay Regional Planning Council: and

WHEREAS, in October 1987, the Board of County Commissioners authorized the County Attorney to enter into a stipulation concerning the administrative appeal of the Bay Area Outlet Mall's Development Order: and

WHEREAS, in November, 1987, the State of Florida Land and Water Adjudicatory Commission issued a final order of dismissal for the appeal of Resolution No. 86-155 filed by the Kraft Entities, Inc.; Stone Buick, Inc.; Ira A. Desper; J.O. Stone and Stoneybrook Associates Limited: and

WHEREAS, Kraft Entities, Inc.; pursuant to Subsection 380-06(19), Florida Statutes (1985) has filed a notification of a proposed change to a previously approved Development of Regional Impact to Pinellas County, the Tampa Bay Regional Planning Council, and the State of Florida Department of Community Affairs: and

WHEREAS, the applicant (Kraft Entities, Inc.) has proposed to construct a rear access drive from the southeast corner of the Bay Area Outlet Mall property extending eastward to the intersection of 62nd Street: and

WHEREAS, the applicant has requested credit of \$102,100 from the fair share calculations identified in Exhibit "C" of the Development Order approved as Resolution No. 86-155: and

WHEREAS, the applicant has submitted a traffic analysis (Barton-Ashman Report) which supports the reduction in the fair share calculations by the amount requested for credit: and

WHEREAS, the notice requirements of Section 380.06, Florida Statutes, have been satisfied and the Board of County Commissioners of Pinellas County, Florida has, on this 23rd day of February, 1988, held a duly noticed public hearing on the proposed changes to the existing Development Order (Resolution No. 86-155) and has heard and considered testimony and documents received thereon.

123
Master Do file

NOW, THEREFORE, be it resolved by the Board of County Commissioners of Pinellas County, Florida in regular session duly assembled this 23rd day of February, 1988:

1. The proposed roadway construction is determined not to be a substantial deviation pursuant to State Statute 380.06.
2. Exhibit "C" in the original Development Order (Resolution No. 86-155) is deleted and the attached amended Exhibit "C" is hereby incorporated fully herein with the following conditions:
 - A. The developer will be required to monitor traffic counts after the proposed road is constructed and in normal operation. No credit will be granted until the monitoring report verifies the distribution patterns identified in the Barton-Ashman Report. Monitoring shall consist of 4 seasonal counts over a one-year period to include peak hour and daily directional counts. If construction should commence in Phase II prior to monitoring, then the developer shall pay the full fair share contribution for Phase II to Pinellas County but the credit amount of \$102,100 shall be held in escrow pending monitoring analysis to determine the actual credit amount.
 - B. Credit will be contingent on public dedication of the proposed roadway from the right of way of Michigan Drive to the right of way of 62nd Street.
 - C. The credit will be treated as a carry-forward against the fair share contributions for Phase II. None of the \$186,706 already paid to Pinellas County is to be reimbursed to satisfy any credit granted.

Commissioner Tyndall offered the foregoing resolution and moved its adoption, which was seconded by Commissioner Greer and upon roll call the vote was:

Ayes: Chesnut, Tyndall, Todd and Greer.

Nays: None.

Absent and Not Voting: Rainey.

I, KARLEEN F. De BLAKER, Clerk of the Circuit Court and Clerk Ex-Officio, Board of County Commissioners, do hereby certify that the above and foregoing is a true and correct copy of the original as it appears in the official files of the Board of County Commissioners of Pinellas County, Florida.

Witness my hand and seal of said County, this *20th* day of *May*, A.D. 19*88*.

KARLEEN F. De BLAKER, Clerk of the Circuit Court Ex-Officio Clerk to the Board of County Commissioners, Pinellas County, Florida.

By: *[Signature]*
Deputy Clerk

EXHIBIT C (AMENDED)

PHASE I

SCHEDULE OF ESTIMATED FAIR SHARE AMOUNTS

Item No.	Estimated Total	ORIGINAL PERCENTAGES & COSTS		AMENDED PERCENTAGES & COSTS	
		PHASE I BAOM Percent	PHASE I Estimated BAOM Cost	PHASE I BAOM Percent	PHASE I Estimated BAOM Cost
a.	\$ 1,829,333*	7.9	\$ 0	0	\$ 0
b.	16,110,000*	8.1	0	0	0
c.	1,143,333	5.5	62,883	5.5	62,883
d.	2,172,333	5.7	123,823	**	21,723
	<u>\$21,254,999</u>		<u>\$186,706</u>		<u>\$84,606</u>
(Less positive contribution credit)			- 0 -		- 0 -

TOTAL

PHASE II

SCHEDULE OF ESTIMATED FAIR SHARE AMOUNTS

Item No.	Estimated Total	PHASE II	PHASE II	PHASE II	PHASE II
		BAOM Percent	Estimated BAOM Cost	BAOM Percent	Estimated BAOM Cost
a.	\$ 1,829,333	1.7	\$ 0	1.7	\$ 0
c.	1,143,333	4.8	54,880	4.8	54,880
d.	2,172,333	5.1	110,789	5.1	110,789
e.	1,143,333	5.9	67,457	5.9	67,457
f.	1,600,667	10.8	172,872	10.8	172,872
g.	414,260*	5.2	0	5.2	0
TOTAL	<u>\$ 6,473,926</u>		<u>\$405,998</u>		<u>\$405,998</u>
PHASE I TOTAL:			\$186,706		\$ 84,606
PHASE II TOTAL			405,998		405,998
TOTAL PROJECT FAIR SHARE CONTRIBUTION:			<u>\$592,704</u>		<u>\$490,604</u>

*Currently programmed projects as identified in the May 1985 Transportation Improvement Program, FY 1986 through 1990.

**Total cost of Item "d" is \$123,823. As listed in Table 3-A of the June 1986 Barton-Aschman Associates, Inc. Traffic Analysis, the redirection of development traffic to the 62nd Street access eliminates BAOM's impact from S.R. 686 except for the segment from U.S. 19 to Dodge Street. The remainder of Roosevelt Boulevard (S.R. 686) from Dodge Street to 49th Street is not significantly impacted by the redirection of development traffic, as the development traffic contributes less than 4.5 percent from Dodge Street to 49th Street on Roosevelt Boulevard (S.R. 686).

The Bay Area Outlet Mall is responsible for fair share costs for roadway improvements on Roosevelt Boulevard, from U.S. 19 to Dodge Street, which is one-eighth of the total length from U.S. 19 to 49th Street. Bay Area Outlet Mall's traffic contributes eight (8) percent of the LOS C capacity on Roosevelt Boulevard (S.R. 686) from U.S. 19 to Dodge Street. The total fair share cost for the Bay Area Outlet Mall for this improvement is now \$21,723 (1/8 x 2,172,333 x 8%).

RESOLUTION NO. 88-65
RESOLUTION AMENDING RESOLUTION
NO. 86-155

Handwritten notes:
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10/1/87

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Ayes: Chesnut, Tyndall, Todd and Greer.

Nays: None.

Absent and Not Voting: Rainey.

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Witness my hand and seal of said County this ^{20th} day of ^{May} A.D. 19. ⁸⁸.
KARLEEN F. De BLAKER, Clerk of the Circuit Court Ex-Officio Clerk to the Board of County Commissioners, Pinellas County, Florida.
By: *G. A. West*
Deputy Clerk

EXHIBIT C (AMENDED)

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