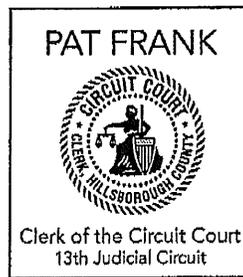


#142



MEMORANDUM

DATE: April 14, 2009

TO: John Healey, Planning and Growth Management

FROM: *bam* Gail M. Letzring, Manager, BOCC Records

SUBJECT: Essentially Built Out Agreement between Hillsborough County, Duke Realty Limited Partnership and Florida Department of Community Affairs - Highland Park DRI #142 Petition #08-0205

Attached is an executed original of subject agreement, Document 09-0134, approved by the Board on February 10, 2009.

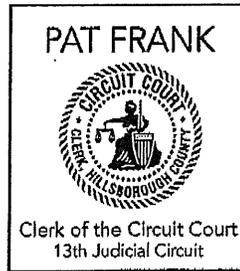
We are providing the original for your files.

bam

Attachments

cc: Board files (orig.)
Nancy Y. Takemori, Assistant County Attorney (previously copied)
Duke Realty Limited Partnership via County Attorney's Office
Florida Department of Community Affairs via County Attorney's Office

SUSPENSE



MEMORANDUM

DATE: March 11, 2009

TO: Nancy Y. Takemori, Assistant County Attorney

FROM: *gml* Gail M. Letzring, Manager, BOCC Records

SUBJECT: Essentially Built Out Agreement between Hillsborough County, Duke Realty Limited Partnership, and Florida Department of Community Affairs - Highland Park DRI #142 Petition #08-0205

Attached are three (3) originals of subject agreement, Document 09-0134, approved by the Board on February 10, 2009. The documents have been signed on behalf of Hillsborough County.

Please return a fully executed original agreement to our office after execution by Florida Department of Community Affairs.

bam
Attachments

Office of the County Attorney

BOARD OF COUNTY COMMISSIONERS

Kevin Beckner
Rose V. Ferlita
Ken Hagan
Al Higginbotham
Jim Norman
Mark Sharpe
Kevin White



Renée Francis Lee, County Attorney
Donald R. Odom, Deputy County Attorney

Managing Attorneys

Christine M. Beck
Robert E. Brazel
Hank Ennis
Mary Helen Farris
Susan J. Fernandez
Sheree C. Fish
Adam J. Gornly
Jennie Granahan Tarr

MEMORANDUM

TO: Beverly Miller, BOCC Records

FROM: Nancy Y. Takemori, Assistant County Attorney 

RE: Highland Park DRI #142 Essentially Built-Out Agreement -- Chairman's Signature

DATE: March 6, 2009

Attached are three (3) originals of the above-referenced Agreement approved by the Board of County Commissioners on February 10, 2009. After the Chairman has signed, please return all three (3) originals to me for transmittal to the Department of Community Affairs.

As always, your assistance is greatly appreciated.

Thank you.

NYT/pww

cc: Richard Davis, Esq. (w/o enclosure)

G:\Real Property & Development\Takemori\DR\Highland Park EBOA\MEMORANDUM\to clerk for signature.doc

601 E. Kennedy Boulevard, 27th Floor
Post Office Box 1110 · Tampa, Florida 33601
(813) 272-5670
Fax: (813) 272-5231
An Affirmative Action/Equal Opportunity Employer



Richard E. Davis, P.A.
Attorney and Counselor-At-Law
220 East Madison Street
Suite 512
Tampa, Florida 33602

Richard E. Davis
Board Certified in City, County & Local Government Law

Telephone (813) 301-8020
Facsimile (813) 307-6383

March 5, 2009

Ms. Nancy Takemori, Esq.
Assistant County Attorney
Hillsborough County
PO Box 1110
Tampa, Florida 33601

Re: Highland Park DRI #142 EBOA

Dear Nancy:

Enclosed please find three (3) Duke Realty executed copies of the above referred to EBOA. We look forward to receiving our copy once Hillsborough County and DCA has executed same.

We appreciate your time.

Sincerely,

Richard E. Davis, Esq.
Attorney for Duke Realty

09 MAR -5 PM 1:43
RECEIVED
COUNTY ATTORNEY

Office of the County Attorney

BOARD OF COUNTY COMMISSIONERS

Kevin Beckner
Rose V. Ferlita
Ken Hagan
Al Higginbotham
Jim Norman
Mark Sharpe
Kevin White



Renée Francis Lee, County Attorney
Donald R. Odom, Deputy County Attorney

Managing Attorneys

Christine M. Beck
Robert E. Brazel
Hank Ennis
Mary Helen Farris
Susan J. Fernandez
Sheree C. Fish
Adam J. Gormly
Jennie Granahan Tarr

MEMORANDUM

To: Mildred Dixon, BOCC Records

From: Nancy Y. Takemori, Assistant County Attorney 

Date: April 13, 2009

Subject: Essentially Built-Out Agreement; Highland Park DRI

Attached is a fully executed original of the above-referenced Agreement. Upon scanning the document into the computer system, please forward the original to John Healey of the Planning & Growth Management Department.

Thank you.

NYT/pww

Attachments

cc: John Healey, Executive Planner, Planning & Growth Management

G:\Real Property & Development\Takemori\DR\Highland Park EBOA\MEMORANDUM to Clerk EBOA Highland Park EBOA 041309.doc

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STATE OF FLORIDA

DEPARTMENT OF COMMUNITY AFFAIRS

"Dedicated to making Florida a better place to call home"

CHARLIE CRIST
Governor

THOMAS G. PELHAM
Secretary

April 9, 2009

Ms. Nancy Y. Takemori
Post Office Box 1110
Tampa, FL 33601

Re: HIGHLAND PARK; File Number AGM-1986-001B

Dear Ms. Takemori:

Enclosed is a copy of the executed agreement for HIGHLAND PARK. If you have any questions, please call Bernard Piawah in the Office of Comprehensive Planning at (850) 488-2356.

Sincerely,

D. Ray Eubanks, Administrator
Plan and DRI Processing Unit

DRE/dh

Enclosure

cc: Mr. John Meyer, Tampa Bay RPC [(with enclosure) transmitted via e-mail]

RECEIVED
HILSBOROUGH
COUNTY ATTORNEY
2009 APR 13 AM 9:00

2555 SHUMARD OAK BOULEVARD ♦ TALLAHASSEE, FL 32399-2100
850-488-8466 (p) ♦ 850-921-0781 (f) ♦ Website: www.dca.state.fl.us

♦ COMMUNITY PLANNING 850-488-2356 (p) 850-488-3309 (f) ♦ FLORIDA COMMUNITIES TRUST 850-922-2207 (p) 850-921-1747 (f) ♦
♦ HOUSING AND COMMUNITY DEVELOPMENT 850-488-7956 (p) 850-922-5623 (f) ♦

**ESSENTIALLY BUILT-OUT AGREEMENT FOR HIGHLAND PARK DRI #142
PURSUANT TO SECTION 380.032 AND SECTION 380.06 (15)(g)(4),
FLORIDA STATUTES**

This Essentially Built-Out Agreement ("Agreement") is entered into by and between Duke Realty Limited Partnership ("Duke"), an Indiana Limited Partnership, and Hillsborough County, Florida (the "County"), a political subdivision of the State of Florida, and the State of Florida, Department of Community Affairs (the "Department"), subject to all other governmental approvals and solely at Duke's own risk.

WHEREAS, Duke is the owner of the only remaining undeveloped parcel of real property in the Highland Park Development of Regional Impact (DRI) which approximate 3.4 acre parcel is hereafter referred to as the "Duke Parcel" and is depicted in **Exhibit 4**, attached hereto and incorporated herein by reference; and

WHEREAS, Hillsborough County is a political subdivision of the State of Florida; and

WHEREAS, the Department is the state land planning agency having the power and duty to exercise supervision of the administration and enforcement of Chapter 380, Florida Statutes, ("F.S."), which includes provisions relating to DRIs; and

WHEREAS, pursuant to Subsection 380.032(3), F.S., the Department is authorized to enter into agreements as may be necessary to effectuate the provisions and purposes of Chapter 380, F.S.; and

WHEREAS, Section 380.06(15)(g)(4), F.S., provides that an agreement pursuant to Section 380.032, F.S. will govern an Essentially Built-Out DRI; and

WHEREAS, Duke, the County and the Department desire to enter into this Agreement pursuant to Section 380.32(3) and 380.06(15)(g)(4), F.S.; and

WHEREAS, on December 10, 1987, the Board of County Commissioners approved a Development Order (Resolution No. R87-0365) for the Highland Park Development of Regional Impact (DRI) #142 (the "Development Order") pursuant to the provisions of § 380.06. F.S.; and

WHEREAS, on January 23, 1990 and May 9, 1995, the Board of County Commissioners approved amendments to the Development Order by Resolution No. 90-0022 (NOPC #1) and Resolution No. 95-110 (NOPC #2), respectively, pursuant to the provisions of § 380.06, F.S.; and

WHEREAS, on October 20, 1998, the Board of County Commissioners approved a third Notification of Proposed Change (NOPC #3) to the DRI, Resolution No.

98-208 pursuant to the provisions of § 380.06, F.S., a copy of which Resolution is attached hereto as **Exhibit 1**; and

WHEREAS, the development within the DRI that has been constructed to date is described in **Exhibit 2**, attached hereto and incorporated herein by reference; and

WHEREAS, Duke is interested in developing either office or hotel uses on the Duke Parcel; and

WHEREAS, Duke desires to complete permitting and construction of a maximum of forty-five thousand (45,000) square feet of office uses or in the alternative a one hundred fifty (150) room hotel on the remaining Duke Parcel and delete three hundred and four thousand, four hundred and sixty four (304,464) square feet of office uses as indicated on **Exhibit 2**; and

WHEREAS, in addition to the Duke Parcel, there are no other undeveloped parcels within the DRI; and

WHEREAS, all Highland Park DRI Development Order requirements for the contribution of funds, land, and public facilities expressly designated and used to mitigate impacts attributable to the development at the time of approval have been satisfied; and

WHEREAS, development within the DRI is substantially in compliance with the Development Order in that the impacts of the total development are less than or equal to the impacts of the approved development as described in the report attached hereto and incorporated herein by reference as **Exhibit 2**; and

NOW THEREFORE, for and in consideration of the mutual covenants contained herein, it is hereby understood and agreed as follows:

1. **Determination of Essentially Built-Out Status**
The parties agree that pursuant to Section 380.06(15)(g)(4), F.S., the Highland Park DRI is "essentially built-out" because (a) the development is in compliance with all applicable terms and conditions of the Highland Park DRI Development Order except the buildout date, and (b) the amount of development that remains to be built on the undeveloped Duke Parcel referenced above does not create the likelihood of any additional regional impacts not previously reviewed.

2. **Development of Highland Park Property**
The County and Duke agree to eliminate three hundred and four thousand and four hundred sixty four (304,464) square feet of office

development from the Highland Park DRI. A maximum of forty-five thousand (45,000) sq. ft. of office uses or in the alternative, a one hundred fifty (150) room hotel constitute the remaining unbuilt entitlements for the Duke Parcel. Duke has established to the satisfaction of the County and the Department that the proposed completion of remaining entitlements may proceed under the Development Order without further review under Section 380.06, F.S. subject to all terms, conditions, requirements and limitations contained in the Agreement, the Hillsborough County Comprehensive Plan and the Land Development Code. Permitting and construction of more than forty-five thousand (45,000) square feet of office uses or, in the alternative, a one hundred fifty (150) room hotel on the Duke Parcel authorized in this paragraph shall require an amendment to this Agreement and further review under Chapter 380, F.S., as determined by the County and the Department. As transportation mitigation for the remaining entitlements for a period of five (5) years after the effective date of this Agreement, the Developer shall construct two (2) public transit shelters meeting the minimum requirements for a Hillsborough Area Regional Transit Authority (HART) transit stop at the locations described in **Exhibit 3**. The transit shelters shall, at a minimum, be under construction prior to the issuance of the first building permit for development on the Duke Parcel and the Developer shall post with the County a Letter of Credit or other form of assurance acceptable to the County guaranteeing completion of the construction prior to the issuance of the first certificate of occupancy for the remaining entitlements. The exact design of these facilities shall be approved by HART. If required by appropriate agencies, Duke will provide additional ground water monitoring data in accordance with the provision contained in Condition IV. G.6 of the Development Order (Resolution No. 98-208).

3. **Redevelopment of Developed Tracts**

The Department and the County agree that the redevelopment of any developed tracts may occur without further DRI review provided that the proposed redevelopment is below any DRI threshold pursuant to Section 380.06, F.S., and Rule 28-24 of the Florida Administrative Code but shall, to the extent permitted by law, be subject to the Hillsborough County Comprehensive Plan and the Hillsborough County Land Development Code, including but not limited to concurrency. The appropriate methodology for any required traffic analysis shall be determined by the County.

4. **Deletion of Conceptually Approved Entitlements**
All conceptually approved entitlements associated with any previous phase of the DRI are hereby deleted from the Development Order in their entirety as of the effective date of the Agreement.
5. **Annual Reports**
After the effective date of this Agreement, any annual reports which may be required for the DRI pursuant to Section 380.06(18), F.S., shall no longer be required.
6. **Agreement Effectuates Chapter 380, F.S.**
Duke asserts and warrants that all of the representations and statements made as set forth in this Agreement are true, accurate and complete. Based upon such representations and statements, the Department concludes that this Agreement is in the best interest of the State and is necessary and beneficial to the Department in its sole capacity as the state agency with the responsibility for the administration and enforcement of Chapter 380, F.S., and reasonably applies and effectuates the provisions and purposes of Chapter 380, F.S.
7. **Default**
In the event of a breach of this Agreement or failure to comply with any condition of this Agreement, or if this Agreement is based upon materially inaccurate information, the Department or the County may terminate this Agreement or file suit to enforce this Agreement as provided in Sections 380.06.11, F.S.
8. **No Waiver**
Nothing in this Agreement shall constitute a waiver by any party of the right to appeal any development order pursuant to Section 380.07, F.S. except as acknowledged herein.
9. **Further DRI Review**
Nothing contained herein shall exempt any proposed new development or redevelopment from complying with the state guidelines and standards used to determine whether a development must undergo DRI review pursuant to Section 380.06(2), F.S.

10. **Effect of Agreement on Rights and Obligations of Parties**
This Agreement affects the rights and obligations of the parties under Chapter 380.F.S. It is not intended to determine or influence the authority or decisions of any other state or local government or agency in issuance of any other permits or approvals which might be required by state law or local ordinance for any development authorized by this Agreement. This Agreement shall not prohibit the regional planning agency from commenting on any regional issue. Any amendment to or modification of this Agreement shall not be effective unless contained in a writing signed by all parties to this agreement.

11. **Binding Effect of Agreement and Recording**
The terms and conditions of the Agreement shall inure to the benefit of and be binding upon the heirs, personal representatives, successors and assigns of the parties hereto. Duke shall ensure and provide that any successor in interest in or to any of its lands or parcels affected by this Agreement is bound by the terms of this Agreement. Duke shall record a Notice of Adoption of this Agreement in the Official Records of Hillsborough County, Florida, and shall provide the Department with a copy of the recorded notice, which shall be in substantially the form attached hereto as **Exhibit 5** and incorporated herein by reference, including Official Record Book and Page numbers, within two (2) weeks of the date of execution of this Agreement.

12. **Effective Date**
The effective date and date of execution of this Agreement shall be the date that the last party signs and acknowledges this Agreement.



WITNESSETH:
Pat Frank, Clerk of Circuit Court

Miranda K. Dyer
Deputy Clerk

**HILLSBOROUGH COUNTY, a political
subdivision of the State of Florida**

By: Ken Hagan
Chairman, Board of County Commissioners

APPROVED BY COUNTY ATTORNEY

[Signature]
Assistant County Attorney
Approved As to Form and Legal Sufficiency

**BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY FLORIDA
DOCUMENT NO. 09-0134**

FEB 10 2009

DATE APPROVED

ATTEST:

David D. J.

DAVID DIX JR.

Print Name

Jackie Swale
Jackie Swale

Print Name

[Signature]
SVP Duke Realty, Inc
Title

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument is hereby acknowledged before me this 2nd day of March, 2009, by Doug Trmscher. He/~~she~~ is personally know to me ~~or has produced~~ _____ as identification.



Nancy J. Elam
Commission # DD45285
Expires September 1, 2009
Bonded Troy #ain - Insurance, Inc 800-285-7019

Nancy J. Elam
Notary Public
My Commission Expires: _____

ATTEST:

DEPARTMENT OF COMMUNITY AFFAIRS

By: [Signature]
4/7/09

Approved as Form and Legal Sufficiency

[Signature]

Department of Community Affairs, Counsel

EXHIBIT LIST

Exhibit 1	Resolution R98-208
Exhibit 2	EBOA Compliance Report
Exhibit 3	Location of Bus Shelters
Exhibit 4	Revised Map H
Exhibit 5	Notice of Essentially Built Out Agreement

EXHIBIT 1

Resolution No. R98-208

RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA
AMENDING DRI #142 DEVELOPMENT ORDER
HIGHLAND PARK

Upon motion of Commissioner Chillura, seconded by Commissioner Berger, the following Resolution was adopted by a vote of 4 to 0.

WHEREAS, on December 10, 1987, the Board of County Commissioners approved a Development Order (Resolution No. R87-0365) for the HIGHLAND PARK Development of Regional Impact (DRI) #142 (the "Development Order") pursuant to the provisions of § 380.06, Florida Statutes; and

WHEREAS, on January 23, 1990 and May 9, 1995, the Board of County Commissioners approved amendments to the Development Order by Resolution No. 90-0022 (NOPC #1) and Resolution No. R95-110 (NOPC #2), respectively, pursuant to the provisions of § 380.06, Florida Statutes (hereinafter the December 10, 1987 Development Order as amended by NOPC #1 and NOPC #2 shall together be referred to as the "Development Order"); and

WHEREAS, on June 2, 1998, Weeks Realty, L.P. filed a third Notification of Proposed Change to a Previously Approved Development of Regional Impact for the Highland Park DRI in accordance with § 380.06(19) Florida Statutes; and

WHEREAS, this Notification of Proposed Change proposed numerous revisions to the existing Development Order; and

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

WHEREAS, the Board of County Commissioners has solicited, received and considered reports, comments and recommendations from interested citizens, County, City, and State agencies, as well as the review and report of the Hillsborough County Administration; and

WHEREAS, the Board of County Commissioners of Hillsborough County has on October 20, 1998, held a duly noticed public hearing on said Notice of Proposed Change and has heard and considered testimony and other documents and evidence.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING ASSEMBLED THIS 20TH DAY OF OCTOBER, 1998 AS FOLLOWS:

1. The Developer submitted to Hillsborough County, Florida, the Notification of Proposed Change proposing amendments to the Highland Park Development of Regional Impact as set out in the revised development order conditions attached hereto as Exhibit A (the "Revised Development Order Conditions").

2. In accordance with § 380.06(19), Florida Statutes, the proposed changes are not a substantial deviation under the provisions of § 380.06(19), Florida Statutes, and are not subject to further development of regional impact review.

3. All statutory procedures have been adhered to.

4. The Revised Development Order Conditions are consistent with the Future of Hillsborough Comprehensive Plan.

5. The Board of County Commissioners of Hillsborough County hereby adopts the Revised Development Order Conditions as the development order conditions applicable to the Highland Park Development of Regional Impact.

6. The Developer's certification, attached hereto as Exhibit B, affirms that a copy of the Notice of Change has been delivered to all persons as required by law.

7. The Developer shall record a Notice of Adoption of this Resolution in accordance with § 380.06(15), Florida Statutes.

8. The Development Order is hereby reaffirmed in its entirety except as amended by this Resolution.

9. This Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County in accordance with § 380.06, Florida Statutes.

10. Upon adoption, this Resolution shall be transmitted by the Ex-Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, Weeks Realty, L.P., and other recipients in accordance with § 380.06, Florida Statutes.

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

I, RICHARD AKE, Clerk of the Circuit Court and Ex-Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its Public Hearing on October 20, 1998, as same appears of record in Minute Book 269 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 18th day of November, 1998.

RICHARD W. KE, CLERK OF THE CIRCUIT COURT

By:



[Handwritten Signature]
Deputy Clerk

6663-001-613490v1

APPROVED BY COUNTY ATTORNEY

BY:

[Handwritten Signature]
Approved As To Form And
Legal Sufficiency.

EXHIBIT "A"

REVISED HIGHLAND PARK DEVELOPMENT ORDER CONDITIONS
(October 20, 1998)

IV. SPECIFIC CONDITIONS

A. PHASING SCHEDULE AND DEADLINES

1. The development of the project shall proceed in accordance with the following proposed phasing and resultant vehicle trip generation schedule:

Buildout Date	Use	Amount (Gross sq. ft.)	Ext. Vehicle Trips	
			Daily	PM Peak
2005	Office	900,000	8,169	1,148
	Service Center/Showroom	0 ¹		
	Hotel	350 rooms		
	Multi Family Residential	0 ¹		

The Developer shall be permitted to alter the distribution of uses, and to construct up to 557 multifamily units and/or up to 400,000 square feet of service center/showroom, provided that the number of external p.m. peak hour trips does not exceed the totals stated herein. Prior to requesting issuance of a building permit for multifamily units or service center/showroom or for an amount of development that exceeds a stated total for a particular use, the Developer shall provide the County and Department of Community Affairs with a trip generation statement based upon the trip equivalency conversion tables attached hereto as Exhibit 1 showing the specific reduction in permitted intensities for other uses so that the number of external p.m. peak hour trips does not exceed the totals stated herein. The Developer shall also include the trip generation statement in the annual reports. The Developer shall also file a revised Map H with Hillsborough County, the Tampa Bay Regional Planning Council and the Department of Community Affairs, and shall file a revised General Site Plan for zoning purposes with Hillsborough County, each of which plans shall include a land use schedule identifying what conversions have been made. No further approvals are required to implement the conversion tables.

The Developer commits to apply the conversion factor to ensure that the land uses within the project are within the following minimums and maximums:

	<u>Minimum</u>	<u>Maximum</u>
Office	200,000 sq. ft.	900,000 sq. ft.
Service Center/ Showroom	0	400,000 sq. ft.

¹ May be developed pursuant to approved trade-off mechanism.

Hotel	0	350 Rooms
Multifamily	0	557 Units

A significant departure in project buildout shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.

2. This Development Order shall remain in effect up to and including November 10, 2010. No approvals shall be granted after the expiration date. Any development activity for which plans have been submitted to the County for its review and approval prior to the expiration date of this Development Order may be completed in accordance with the requirements of the Development Order, if approved. This Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty (30) days prior to the expiration date of this Order.
3. The development shall not be subject to down-zoning, unit density reduction, or intensity reduction until November 10, 2010 unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the development order have occurred, or the development order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

B. TRANSPORTATION

1. An annual monitoring program which will record project access traffic volumes in the evening peak hour shall be started when Certificates of Occupancy have been issued for uses generating 380 p.m. peak hour trips. The program shall continue until build-out. If the project access traffic volumes exceed those approved herein, a substantial deviation determination shall be required. If the variance is determined to be a substantial deviation, the revised transportation analysis required pursuant to Subsection 380.06(19), F.S., as amended, will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.
2. Access to Falkenburg Road shall be restricted to Bryan Road and one internal roadway connection through Sabal Center North between Martin Luther King Jr. Boulevard and Bryan Road. Access to Martin Luther King Jr. Boulevard shall be restricted to one connection at the location of the existing frontage road located between 1-75 and Falkenburg Road. The minimum geometry required to accommodate the total buildout of Sabal Center North and Highland Park is given below. This geometry is the minimum required to provide an acceptable level of service. Additional lanes can be provided subject to the Florida Department of Transportation (FDOT) or County approval, as applicable.

- A. Martin Luther King Jr. Boulevard and Project Access with Partial Access Control

Northbound Approach	-	One right turn lane under stop sign control.
Southbound Approach	-	One right turn lane.
Eastbound Approach	-	One right turn lane Three through lanes One left turn lane.
Westbound Approach	-	One right turn lane Three through lanes One left turn lane.

The partial access control on Martin Luther Jr. Boulevard will eliminate northbound and southbound left turn movements. If the project access is permitted a full median opening on Martin Luther King Jr. Boulevard, additional approach lanes will be permitted for southbound and northbound through and left turn movements subject to FDOT approval.

B. Falkenburg Road and Bryan Road

Northbound Approach	-	One through/right turn lane. One left turn lane.
Southbound Approach	-	One through/right turn lane. Left turn lane.
Eastbound Approach	-	One through/right turn lane. Left turn lane.
Westbound Approach	-	One through/right turn lane. Left turn lane.

C. Falkenburg Road and Sabal Center North Driveway

Northbound Approach	-	One through lane. One right turn lane.
Southbound Approach	-	One through lane. One left turn lane.
Westbound Approach	-	One left turn lane. One right turn lane.

One point of access to Falkenburg Road shall be provided prior to the issuance of the first Certificate of Occupancy for the project. The second access to Falkenburg Road shall be provided when the first point of access falls below Level of Service D for Falkenburg Road traffic.

The developer shall be responsible for design and installation of each of the above accesses. The timing of these transportation access improvements shall be determined by Hillsborough County staff and based on a developer submitted transportation analysis required at 360,000 square feet of office uses, or the equivalent in terms of external p.m. peak hour trips, and thereafter for each increment of 50,000 square feet of office uses, or the equivalent thereof in terms of external p.m. peak hour trips.

3. The design, purchase and installation of any access traffic signal shall occur when said signal is warranted. Prior approval for both this project and the Sabal Center project require the Developers to install said signal when warranted. Therefore, in the event that the signal is warranted as a result of this project's traffic and Sabal Center does not participate in its installation, the Developer shall assume full responsibility for said costs.

Interconnecting this traffic signal to adjacent traffic signals, per Hillsborough County Engineering Department and the FDOT requirements, shall be the responsibility of the Developer in cooperation with the developer of the Sabal Center.

4. Driveway radii shall be a minimum of 25 feet in size to accommodate passenger vehicles at the intersection of the project access and Martin Luther King, Jr. Boulevard subject to FDOT approval. Driveway radii into areas used by large truck traffic serving warehouses or manufacturing shall be 40 feet in size.
5. All roadway construction shall be completed with proper transitions from the widened section to the existing roadway pavement. Prior to Bryan Road being used as a project access road to Falkenburg Road, the Bryan Road pavement shall be widened to a minimum of 24 feet.
6. The Developer at its option, shall select one of the following alternatives to mitigate the project's transportation impacts.

A. Option 1

- 1) Any approval of development anticipated to generate more than 379 p.m. peak hour trips shall require funding commitments from the responsible entities for the roadway improvements shown in Tables 1-4. Without funding commitments for these improvements, construction permits shall not be issued. For purposes of this Option 1, a funding commitment for improvements by responsible entities may include:

- A. An improvement that is programmed for construction in either of the next five years of an adopted transportation improvement program of a responsible governmental entity;
- B. An improvement that a private entity or entities have agreed to or been required to undertake or fund, either separately or in conjunction with a governmental entity, where said improvement is scheduled for construction to commence within two years.

REQUIRED ROADWAY IMPROVEMENTS

**TABLE 1
[INTERSECTIONS REQUIRED FOR PROJECT
DEVELOPMENT GENERATING 380 TO 1,148 P.M. PEAK HOUR TRIPS]**

<u>Intersection</u>	<u>Required Improvements</u>	<u>Peak Hour LOS "D" Capacity</u>
Martin Luther King/Falkenburg	SB Left Turn lane; NB Right Turn Lane	22.70%
Martin Luther King/I-75 East	Traffic Signal; EB Left Turn lane	9.10%
Martin Luther King/I-75 West	SB Left Turn	16.00%

**TABLE 2
[ROADWAY LINKS REQUIRED FOR PROJECT DEVELOPMENT
GENERATING 380 TO 1,148 P.M. PEAK HOUR TRIPS]**

<u>Link</u>	<u>From</u>	<u>To</u>	<u>Exist Geom.*</u>	<u>Required Geom.*</u>	<u>Devel. % of LOS "D" Pk. Hr. Cap.</u>	
					<u>(NB/EB)</u>	<u>(SW/WB)</u>
Falkenburg	Martin Luther King	Site	2L	4L	3.52	69.43

**TABLE 3
PROGRAMMED ROAD IMPROVEMENTS**

<u>Programmed Improvement</u>	<u>Year Construction Scheduled</u>
Martin Luther King, Jr. Blvd. (I-4 to CR 579), construct 6-lane arterial	Completed
Falkenburg (CR 574 to SR 574), construct 4-lane divided arterial	Completed
Parsons (Windhorst to SR 574), construct 4-lane divided arterial	Completed
I-4, construct 6-lane divided interstate	2000

- 2) Alternatively, the Developer may subphase the project when such subphasing identifies and ties specific amounts of project development (within a phase) to specific regional roadway improvements provided the following conditions exist:

- A. TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and
- B. Funding commitments for roadway improvements will be required when the regional roadway operates below daily LOS C, D at peak hour and this development contributes 5% or more of the existing daily LOS C, D at peak hour existing capacity of the facility.
- C. A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner.

B. Option 2

In the event that commitments for transportation improvements are only adequate to permit partial approval by Hillsborough County of project development generating in excess of 379 p.m. peak hour trips the capacity and loading of transportation facilities in the central Hillsborough County transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors in any subsequent approvals. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area Transportation Study (TUATS) MPD, the FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, as amended, with the updated current traffic counts on the above roadways and projects of traffic volumes that will result from the completion of the currently approved project construction plus that to be generated by the next portion for which the Developer is seeking approval. Each updated traffic analysis shall serve to verify the findings of the DRI traffic analysis (referenced in this report in Option 1) or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways and intersections at a satisfactory average daily Level of Service C and peak hour Level of Service D. Both the traffic counts and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices. Prior to any specific approval beyond the initial partial approval, the County or its designee shall ensure in written findings of fact that the above roadways and intersections are operating at or above an average daily Level of Service C and peak hour Level of Service D, and that the expected trips to be generated by such approval would not cause the roadways to operate below an average daily Level of Service C, and D at peak hour.

C. Option 3

The Developer may elect Option 3 as set out below. The requirements of Option 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of the project on regionally significant transportation highway facilities within the primary impact area. The selection of this mitigation/curing mechanism is based upon the project's impact on transportation facilities, the substantial public benefit to be gained by accelerating the design, construction and use of a major public facility, and its

consistency with the TBRPC, FDOT and DCA policies regarding pipelining transportation impacts.

The regionally significant transportation facility affected by this option is Falkenburg Road. The improvement (hereinafter referred to as "Required Improvement") proposed for this facility is its four-laning from the intersection with Martin Luther King, Jr. Boulevard to the intersection with Bryan Road.

- 1) The design of the Required Improvement has been prepared in accordance with the typical cross section of four-lane divided urban arterial pursuant to Hillsborough County rules, regulations and policies for such roads. Further, the design has provided for improvements to the Falkenburg Road/Bryan Road intersection to include a northbound right turn lane, a through lane, left turn lane and all appropriate transitions from the widened section to the existing roadway. The design has provided for improvements to the Falkenburg/Martin Luther King, Jr. Boulevard intersection to include a southbound left turn lane, a through lane and a right through lane and has included any necessary signal modifications to this intersection. The Developer shall ensure that a second southbound left turn lane is constructed on Falkenburg Road to Martin Luther King Jr. Boulevard, including any necessary traffic signal improvements and widening of the southbound approach (the "Second Turn Lane"), after that amount of development is built within Highland Park which generates 472 p.m. peak hour external trips through the Falkenburg Road/Sabal Center North or Bryan Road access points (the "Second Turn Lane Threshold"); provided however, the Developer shall have an opportunity, at the time the Second Turn Lane Threshold is reached, to present a traffic study to the Planning and Development Management Department and Florida Department of Transportation demonstrating that the Second Turn Lane is not yet warranted. It is assumed that the FDOT will be improving Martin Luther King, Jr. Boulevard through the Falkenburg Road intersection, and this improvement will include the necessary signal modifications. It is also assumed that others will be four-laning Falkenburg Road south of Martin Luther King, Jr. Boulevard and that this improvement will accommodate the dual southbound through lanes of the Required Improvement. If warranted, the Required Improvement shall also include a traffic signal at the Falkenburg Road/Sabal Center North Driveway.

The design was prepared in a manner normally used in Hillsborough County and FDOT roadway projects. Approval was in accordance with Hillsborough County Standards and the FDOT's Plans Preparation Manual and Standards for Construction.

As soon as feasible, the Developer and the County shall determine the appraised value of any off-site right-of-way, property necessary to accommodate drainage for the Required Improvement and other property not under public control which is needed for the Required Improvement (collectively, the "ROW"). In the event that the Required Improvement Costs, specified in paragraph 4, are substantially insufficient to provide for the Required Improvement, Hillsborough County shall

determine whether it shall assist the Developer in funding the ROW purchase. If Hillsborough County elects not to provide the funds, the Developer shall proceed as stated in paragraph 3b) below.

- 2a) During completion of development generating less than 380 p.m. peak hour trips, (that amount of development approved pursuant to the Preliminary Development Agreement) the Developer shall pay impact fees in accordance with the terms of The Hillsborough County Consolidated Impact Assessment Program Ordinance, as amended.
- 2b) The Developer shall receive appropriate offsets against transportation and ROW impact fees for the total costs incurred for the design, permitting, right-of-way acquisition or dedication, and construction of the Required Improvement described in paragraph 1, above.
- 3a) Subject to acts of God or other occurrences beyond the Developer's control, including the time required to develop funding or construction alternatives in the event of cost overruns, the Developer shall complete the construction of the Required Improvement by December 31, 2000. The construction shall be based upon the design of the Required Improvement prepared by the Developer in accordance with Paragraph 1, above. To ensure that the Required Improvement is completed at the earliest possible time, Hillsborough County shall provide assistance to the Developer when required in obtaining all necessary permits, approvals and utility relocations, off-site construction easements and ROW necessary to complete said improvements.

The County's assistance in ROW acquisition shall include purchase negotiations with property owners and the use of its eminent domain powers, but shall not include funding of the purchase, except as provided for in paragraph 1.

The Developer shall not be responsible for the design or cost of utility relocation, new utilities or upgrading of existing utilities. Upon acceptance of the road, the County shall provide the Developer with an appropriate release from any responsibility for continuing maintenance service.

- 3b) The Developer shall satisfy its obligations under this Option 3 by constructing the Required Improvement. In the event Developer's costs for the Required Improvement exceed the Required Improvement Costs, the Developer may proceed to construct the Required Improvement and receive offsets as provided herein, or Developer may satisfy its obligations under this Option 3 by constructing alternate improvements approved by Hillsborough County that are consistent with Section 19.8.14, Future of the Region (1987), the DCAs Transportation Policy Rule and the FDOT District 7 pipelining guidelines, that have a value equivalent to the Required Improvement Costs. The following improvements shall be an acceptable alternative to the Required Improvement. The Developer shall, subject to the other applicable provisions of this Option 3 and in accordance with the design and construction schedule set forth herein,

design and construct intersection improvements to the intersection of CR 574 and Lakewood Avenue consisting of the following:

NB: Add One (1) Through Lane
 Add One (1) Left Turn Lane

SB: Add One (1) Through Lane
 Add One (1) Left Turn Lane

EB: Add One (1) Left Turn Lane
 Add One (1) Right Turn Lane

WB: Add One (1) Left Turn Lane

The Improvements shall include installation of a traffic signal, replacement/modification of railroad gates and flashers, signing and pavement markings, and right-of-way required for construction of the above improvements.

Construction of alternate improvements shall be done in accordance with the design plans prepared by the County. In the event that the cost of construction of the alternate improvements is less than the Required Improvement Costs stated herein, then said excess funds shall be made available for other transportation improvements which are consistent with the provisions hereof.

Prior to beginning construction of the named alternate, the Developer, the County, TBRPC, and the FDOT shall make a final determination concerning its acceptability. If it is not acceptable, then another alternate shall be selected. The alternate improvements shall be completed consistent with the schedule and terms of this development order.

- 4) The total Developer contribution for the design, ROW acquisition and construction of the Required Improvement shall be deemed to be \$187,028 ("Required Improvement Costs".) This pipeline contribution includes assessments for both ROW and road construction and constitutes the contribution for that amount of development projected to generate a total of 1,148 p.m. peak hour trips. (This cost is subject to increase based upon the Consumer Price Index for All Urban Consumers (CPI-U Base Period: 1967: + 100) published by Bureau of Labor Statistics for the U.S. Department of Labor). The costs for ROW, design and construction of the Required Improvement shall be evaluated after completion of design and prior to initiation of construction in order to determine whether or not said costs exceed the Required Improvement Costs stated herein. If before or during construction it is determined that the cost of the Required Improvement will exceed the Required Improvement Costs, the provisions of 3(b) above will apply. In the event that the cost of the Required Improvement is less than the Required Improvement Costs referenced above, then said excess funds shall be made available for other transportation improvements mutually acceptable to County and Developer.

- 5) Upon completion of the Required Improvement, or the Developer's responsibilities as provided herein, the Developer shall be deemed to have fully and completely satisfied any and all of its obligations under law to mitigate the traffic impacts of that amount of development generating a total of 1,148 p.m. peak hour trips.
 - 6) The County shall have the right to complete the Required Design or construction of the Required Improvements should the Developer fail to substantially comply with the time frames listed herein.
 - 7) Development activities and issuance of permits shall immediately cease if the design, ROW acquisition and construction of the Required Improvement as described herein are required and not provided by the Developer in accordance with the requirements of paragraphs B.6.c.1 - 7, above. Developer shall be permitted to continue with development generating more than 380 p.m. peak hour trips so long as the requirements of paragraphs B.6.c.1-7 above are satisfied.
 - 8) The Developer's compliance with the terms of this option shall be deemed to fully satisfy any and all of its obligations under Section 380.06, F.S. to mitigate the traffic impacts of the Highland Park project.
7. The applicant, or its assigns shall prepare and implement a Transportation Systems Management (TSM) program which will divert a number of vehicle trips from the PM peak hour which is consistent with the assumptions used to prepare the ADA. The plan shall be reviewed by Hillsborough County, Hillsborough Area Regional Transit Authority (HART), the Tampa Urban Area MPO, the TBRPC and the FDOT.
- A. The TSM program shall include a yearly assessment of the actual achievement of vehicle trips diverted from the peak hour as a result of the TSM measures. This assessment shall also include sufficient and appropriate documentation for all diversions claimed as a result of implementation of each TSM measure. Results of the TSM program shall be included in the annual report.
 - B. If the annual report indicates that the total trip diversions are not being met, Hillsborough County shall conduct a substantial deviation determination pursuant to Subsection 380.06(19), F.S., as amended, and amend the Development Order to change TSM objectives and/or require additional roadway improvements. The results of the TSM study may serve as a basis for the Developer or reviewing agencies to request Development Order amendments.
 - C. In addition this TSM program shall be developed in cooperation with FDOT, the Tampa Urban Area MPO, HART and TBRPC. Certificates of Occupancy shall not be issued until the applicant participates in the program.

8. All studies, monitoring programs and reports required in Section B (Transportation) will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold indicated in the subsections listed above, that study, report, and/or monitoring program which is required by exceedance of the threshold(s) will be included in the previous annual report submitted prior to the anticipated exceedance.

If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further Certificates of Occupancy shall be issued until the required information has been submitted to and accepted by Hillsborough County.

9. The Developer shall conform with the stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed modal splits of 3%.
 - A. The Developer shall provide a bus shelter, with a design and location acceptable to Hartline and the Developer, on the north side of Martin Luther King, Jr. Boulevard, or at another location mutually acceptable to both Hartline and the Developer. The exact design, landscaping, and size of the bus shelter facilities shall be approved by Hartline and the Developer prior to the site development approval for the parcels adjacent to or on which the bus shelter is to be located. Shelter locations shall be reasonable accessible via walkways/crosswalks for pedestrian movement to/from buildings. Sufficient area lighting shall be included at bus stops. Appropriate signage will be placed at shelter sites.
 - B. Maintenance of transit amenities such as shelters, benches, and schedule displays shall be the responsibility of the HART Authority. Maintenance of landscaping adjacent to transit amenities shall be the responsibility of the Developer.
 - C. Details, standards and phasing of all transit amenity provisions must be approved by the HART Authority and shall be representative of those commonly in use by said Authority.
10. A bicycle/pedestrian circulation system shall be provided within the project. No detailed site plans shall be approved which do not indicate these systems.

C. AIR QUALITY

1. The Developer shall consult with the Hillsborough County Environmental Protection Commission, Florida Department of Environmental Regulation, and U.S. Environmental Protection Agency, as appropriate, the develop approaches to ensure that air quality is not degraded. If the potential light industrial uses are generators of deleterious levels of emissions as determined by the above-mentioned agencies, the Developer shall undertake mitigative measures or a revision of the General Development Plan to alleviate any such identified impacts of the project on ambient air quality. A discussion of the emissions

generators on the site and of the approaches developed to maintain air quality standards should be included in each annual report through project build-out.

2. Noise abatement measures shall be incorporated into building design and construction east of the central project road, as appropriate to location and function. A report of use or non-use of the measures shall be included in each annual report following the new construction referenced herein.

D. WIND AND WATER EROSION

1. To reduce fugitive dust and other adverse air emissions and wind and water erosion the Developer shall implement the measures referenced on pages 13-3 and 14-4 of the Application to reduce fugitive dust and other adverse air emissions during all phases of development. More specifically the Developer shall ensure that at minimum:
 - A. Permanent vegetation and improvements shall be scheduled for installation to the greatest extent possible before removing the vegetation cover from an area.
 - B. Trees and other natural vegetation shall be retained to the greatest extent possible.
 - C. Where inadequate vegetation exists, temporary or permanent vegetation shall be established if high erosion potential exists.
 - D. The smallest practical area of land should be exposed at any one time during development.
 - E. When land is exposed during development, the exposure should be kept to the shortest practical period of time.
 - F. Critical areas including steep slopes, highly erodible soils, and areas above existing streams and lakes exposed during construction shall be protected with temporary or permanent vegetation and/or mulching, or other approved protective material or devices.
 - G. Refuse material shall be disposed of and treated so as not to create a sediment producing area.
 - H. Sediment ponds (debris basins, desilting basins, or sediment traps) shall be installed and maintained where needed to remove runoff water sediment from land undergoing development.
 - I. The permanent protective vegetation and structures shall be installed as soon as practical in the development.
 - J. Cuts and fills shall not create the potential for sedimentation on adjoining properties.

- K. Fills shall not encroach upon natural watercourses or constructed channels in a manner so as to create a sedimentation hazard to other property or watercourses.
- L. When a pond, either new or existing, is incorporated into a development, the developer shall note on his plans if the pond is to be used for sediment control and/or retention during construction. If the pond is to be used for sediment control, the developer will be required to dredge, clean, and grass the pond upon completion of construction of the project. Furthermore, sediment control devices shall be required to protect downstream property during construction.

E. SOILS

- 1. Measures used to overcome the on-site soils limitations shall include but not be limited to those discussed on page 14-3 of the Application.
- 2. Subsurface soils investigations and foundations studies shall be carried out for each building prior to construction. Foundations shall be constructed in accordance with the recommendations of those studies.

F. OPEN SPACE

- 1. Representative stands of the woodland and pastures and pine-mesic oak upland vegetative communities shall be set aside in their natural state in order to maintain natural diversity on the site. These areas have been designated on the General Development Plan and are of sufficient size so as to maintain their natural function. These areas are located contiguous to other habitats and conserved so as to enhance their value.

G. STORMWATER

- 1. There shall be no degradation of stormwater quality exiting the site as a result of the on-site stormwater management system. Design of the stormwater drainage system shall meet the following criteria:
 - A. The proposed conveyance system for the 29.5 acre off-site basin must not create an adverse backwater effect on adjacent lands. Also, this conveyance system must not result in an increase in the peak discharge at the Buffalo Avenue outfall.
 - B. Any portion of the site which drains to the sinkhole on the north boundary line of the property shall also be designed to meet volume sensitive criteria.
 - C. If the Developer demonstrates to the satisfaction of SWFWMD that there is no hydraulic connection between the on-site sinkhole and the Floridan Aquifer, then pretreatment shall not be required. Alternatively, pretreatment of stormwater to the satisfaction of SWFWMD prior to discharge into the sinkhole shall be required.
 - D. There shall be no net encroachment in the 100-year floodplain area, which results in a significant adverse impact upon predevelopment on-site hydrologic storage

and/or off-site conveyance. The 100-year floodplain is delineated on Map C in the Application.

- E. All major drainage outfalls are to be designed to convey the 50 year conveyance with a foot of freeboard without increasing high waters.
2. The County drainage criteria in existence at the time of construction are to be the prevailing criteria to use for design and construction unless other agencies drainage criteria are more restrictive. If flooding conditions exist downstream of the DRI's outfall, more restrictive design criteria may apply.
 - A. All required agency approvals must be obtained before discharging to the drainage structure under Buffalo Avenue.
 - B. The drainage system shall be designed to meet or exceed state and SWFWMD regulations.
 3. All drainage facilities within and outside of the confines of this project necessary for the proper functioning of this project are to be improved where necessary as required by the County Stormwater Management Department.
 4. The proposed retention/detention wetland system shall be designed, constructed, and maintained pursuant to the Stormwater and Lake Systems Maintenance and Design Guidelines (TBRPC, 1978).
 - A. The developer shall be responsible for the maintenance of the on-site drainage facilities.
 - B. The developer is to give all necessary drainage easements and/or drainage rights-of-way to the County as required by the County Stormwater Management Department.
 5. Best Management Practices recommended by Hillsborough County shall be adhered to, including a vacuum street cleaning program for parking and roadway areas within the project.
 6. The developer shall institute a water quality monitoring program commensurate with any development north of Bryan Road that will measure changes in the quality of groundwater due to the Highland Park development and the accompanying usage of the sinkhole for stormwater retention, the recharge potential to the Florida Aquifer and the connection of the surficial aquifer with the sinkhole. The program shall include the following components unless an alternative program is approved by the Planning and Zoning Department and the Environmental Protection Commission (EPC).
 - A. Baseline groundwater quality data shall be obtained on a quarterly basis commencing one year after issuance of the Development Order.

- B. Quarterly water quality samples shall be acquired from the surficial and Floridan Aquifer up and down gradient from the site, and from the sinkhole retention basin.
 - C. Samples shall then be immediately taken to a qualified laboratory for analysis. Water quality parameters analyzed shall include, but not be limited to, the primary and secondary drinking water standards.
 - D. All water quality analytical methods shall comply with EPC, Florida Dept. of Environmental Regulation (DER) quality control standards and requirements.
 - E. The applicant should provide all results of the quarterly monitoring to TBRPC and to EPC in the annual report through build-out and for two years after project completion.
7. In order to protect water quality in the Tampa Bypass Canal, there shall be no degradation of water quality standards from stormwater exiting the site. Therefore, the Developer shall provide for a semi-annual surface water quality monitoring program to be instituted immediately and to continue through project build-out at minimum. Any violation of Chapter 17-3, Florida Administrative Code (F.A.C.), shall require corrective measures as set forth by DER. The following shall apply:
- A. Sampling locations shall be determined in cooperation with Hillsborough County, FDER, SWFWMD and TBRPC. Sampling shall be conducted weekly for a month during the wet season and weekly for a month during the dry season through build-out of that portion of the site south of Bryan Road, and for three years thereafter.
 - B. All water quality analytical methods and procedures shall be thoroughly documented and shall comply with EPC/DER quality control standards and requirements.
 - C. The monitoring results shall be submitted to Hillsborough County, EPC, DER and SWFWMD semi-annually.
 - D. Should the monitoring indicate that applicable state water quality standards are not being met, all construction within the sub-basin where the violation is noted shall cease until the violation is corrected, or if specific construction can be identified as causing the violation, all such activity responsible for the exceedance shall cease until the violation is corrected.
- H. **WETLANDS**
- 1. Wetland mitigation shall be accomplished in accordance with the adopted Rules and Regulations of the Environmental Protection Commission.
- I. **WILDLIFE**

1. In the event that any species listed in Section 239-27.03 - .05, F.A.C., are observed frequenting the site for nesting, feeding, or breeding, proper mitigation measures shall be employed in cooperation with the Florida Game and Fresh Water Fish Commission (FGFWFC) in accordance with applicable rules and regulations.
2. The Developer shall comply with applicable regulations of the Florida Game and Fresh Water Fish Commission to developing a plan for the handling of the small population of gopher tortoises on the site. If required by appropriate agencies, the plan shall detail how the gopher tortoise population will be accommodated. There shall be no disturbance of the existing habitat until a plan has been approved. Copies of any permits required by FGFWFC shall be provided to TBRPC and Hillsborough County in the first annual

J. PUBLIC FACILITIES

1. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction which is the subject of said approval. Water saving fixtures shall be utilized in all buildings.
2. Prior to Site Development Plan approval for the project, the Developer shall ensure provision of fire flows (in the water system) acceptable to Hillsborough County. Also prior to Site Development Plan approval for the project, the Developer shall ensure provision of any additional firefighting facilities/manpower/equipment beyond that budgeted by Hillsborough County and required to serve the building or buildings that are the subject of such Site Development Plan approval. The project will not require an additional ladder company if interior sprinkler systems are installed in all buildings.
3. Prior to Site Development Plan approval, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision of any wastewater treatment and disposal facilities required to serve the building or buildings that are the subject of such site plan approvals.
 - A. Any interim wastewater treatment plant constructed on-site to serve Highland Park shall be constructed according to Hillsborough County standards and policies. Connection to a regional wastewater treatment facility shall be accomplished as soon as possible, followed by dismantling of the interim facility as committed in the Application.
 - B. Prior to Site Development Plan approvals, the Developer shall provide documentation to the Planning and Development Management Department of a master plan for facilities approved by the Utilities Department and permitted by the applicable regulatory agency. No building permits shall be issued without a commitment from Hillsborough County or other responsible entity to provide wastewater disposal capacity for the building(s) that are the subject of such application.

- C. The Developer shall provide for recovered wastewater disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water and Wastewater Utilities take-back policy in effect prior to construction plan approval. Any plans for on-site wastewater treatment and/or disposal of effluent shall be in accordance with applicable regulations of Hillsborough County, DER and SWFWMD.
- 1) A groundwater quality monitoring program approved by DEP and SWFWMD shall be required if wastewater effluent treated by an interim wastewater treatment plant is disposed of on-site.
 - 2) Any proposal to discharge wastewater into the on-site sinkhole shall trigger a substantial deviation determination.
 - 3) Any use of septic tanks shall be permitted on a temporary basis, only for construction purposes.
 - 4) Prior to Site Development Plan approvals, a plan for usage of nonpotable water for landscape and open space irrigation shall be presented to Hillsborough County and TBRPC for approval.
 - 5) Prior to Site Development Plan approval, the Developer shall verify to the satisfaction of Hillsborough County that adequate solid waste disposal, electricity, police and Emergency Management Services capabilities and facilities are available to service the building or buildings that are the subject of such site plan approvals.
 - 6) The Developer shall be responsible for maintenance and operation of any on-site wells.

K. HAZARDOUS WASTE

1. Tenants/owners who generate/handle hazardous substances shall implement a site-specific surficial aquifer monitoring program if required by Hillsborough County, the Hillsborough County Environmental Protection Commission and FDER rules and regulations. An emergency response and hazardous waste management operation plan will be required for those facilities which generate/handle hazardous wastes, to minimize hazards to human health and environment. The plans will describe the procedures and action required of facility personnel as well as departments and hospitals. Individual tenant plans shall be included in the first annual report following occupancy in the park.
2. All temporary hazardous waste storage facilities shall meet the criteria set forth in Section 3.913(a), (c) and (e), Future of the Region.
3. Hazardous waste generators shall list wastes that have a potential for reuse with waste exchanges prior to transporting the waste off-site for treatment or for disposal depending

on the waste type and quantity. Small quantity generators shall obtain United States Environmental Protection Agency (USEPA) identification numbers.

4. The applicant shall monitor the wastewater stream for the presence of hazardous or toxic waste within the stream prior to any on-site wastewater treatment and shall verify that the wastewater effluent for re-use is non-hazardous or toxic waste within the stream prior to any on-site wastewater treatment and shall verify that the wastewater effluent for re-use is non-hazardous and in compliance with applicable DER regulations. After connection to the County wastewater system, the Developer shall comply with the County pretreatment ordinance.
5. To the extent that there is no conflict with adopted state and local government plans and regulations, separate hazardous waste storage areas within the project shall be clearly marked and/or colored so as to clearly distinguish the areas intended for hazardous wastes and materials (Hazardous wastes are those substances and materials defined in Subsection 403.703(21), Florida Statutes, as amended, and listed in Title 40 CFR Part 26931.) The Developer, its heirs, assigns, and transferees shall:
 - 1) provide in the Highland Park covenants a statement that indicates the types of wastes and materials that are to be considered to be hazardous and are to be stored or disposed of only in specifically designed containers; and
 - 2) advise purchasers and lessees, and stipulate at the time of purchase or lease, that statutes and regulations exist, and that penalties may accrue from failure to properly transport, store, handle, and dispose of hazardous waste materials.

L. ENERGY CONSERVATION

1. The energy conservation measures referenced on page 25-3 of the Application shall be required. The following energy conservation measures shall also be encouraged by the Developer or his assigns including the use of landscaping and retention of existing vegetation as a means of energy conservation:
 - A. The initiation of programs to promote energy conservation by employees, buyers, suppliers and the public.
 - B. Reduction in levels of operation of all air conditioning, heating and lighting systems during non-business hours.
 - C. Recycling programs.
 - D. The use of energy-efficient cooling, heating and lighting systems.
 - E. Installation of innovative energy conservation features such as waste heat recovery or solar power where feasible in project development.
 - F. Use of the most energy efficient technology economically feasible in the construction and operation of commercial facilities.

M. HISTORICAL OR ARCHAEOLOGICAL

1. The discovery of any historical or archaeological resources shall be reported to the Florida Division of Historical Resources and Records Management and the disposition of such resources shall be determined in cooperation with the Division and Hillsborough County.

N. EQUAL OPPORTUNITY

1. The Developer shall comply with all requirements of the Civil Rights Act. The Developer shall seek, urge and encourage all contractors and subcontractors to involve minority groups in the development of the project. All office and commercial establishment areas shall be available to all, on a fair and impartial basis.

O. GENERAL

1. All of the Developer's commitments set forth in the Application, more specifically pages S-1 and S-2 of the Response to Request for Additional Information and all the stipulations of the Preliminary Development Agreement Exhibit shall be honored, except as they may be superseded by specific terms of the Development Order.
2. Development in areas adjacent to residential areas shall be designed so as to minimize any potential negative effects. Project control shall be accomplished through such techniques as buffering, architectural design and height limitations.

5329-006-0428774.08

EXHIBIT 1 PAGE 1 OF 3

Table 7
 (Revised November 4, 1994)

HOTEL, OFFICE AND SERVICE/SHOWROOM EQUIVALENCY

REDUCTION HOTEL ROOMS	ADDITION SERVICE/SHOWROOM (SQ. FT.)
10	5,911
20	11,822
30	17,733
40	23,644
50	29,555
100	59,110
150	88,665
200	118,220
250	147,775
300	177,330
350	206,885
REDUCTION HOTEL ROOMS	ADDITION OFFICE (SQ. FT.)
10	6,353
20	12,706
30	19,059
40	25,412
50	31,765
100	63,530
150	95,295
200	127,060
250	158,825
300	190,590
350	222,355

EXHIBIT 1 PAGE 2 OF 3

Table 5
 (Revised November 4, 1994)

OFFICE AND SERVICE/SHOWROOM EQUIVALENCY

REDUCTION (SQ. FT.)	ADDITION (SQ. FT.)
OFFICE	SERVICE/SHOWROOM
10,000	9,303
50,000	46,515
100,000	93,030
200,000	186,060
300,000	279,090
400,000	372,120
500,000	465,150
600,000	558,180
654,800	609,160
SERVICE/SHOWROOM	OFFICE
10,000	10,749
50,000	53,745
100,000	107,490
150,000	161,235
200,000	214,980
250,000	268,725
300,000	322,470
350,000	376,215
390,000	419,211

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Hillsborough County
Florida

Office of the County Administrator
Patricia G. Bean

BOARD OF COUNTY COMMISSIONERS

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Kecoth C. Griffin
Carl S. Harbess
Maura J. O'Donnell

MEMORANDUM

Date: September 25 2008
To: Steve Griffin, Planning Commission, 18th fl.
Charles White, PGM Transportation, 19th fl.
John Schrecengost, PGM Natural Resources Division, 19th fl.
Jim Jeffers, Water Resource Services, 925 E. Twiggs
Jennifer Lana, EPC, 3629 Queen Palm Blvd.
From: Carmen Telesca, Planning & Growth Management Department
Subject: Essentially Built-Out Agreement, Highland Park Development of Regional Impact #142
Application # 08-0205

Please review the revised Essentially Built-Out Agreement for Highland Park Development of Regional Impact (DRI). The first application was previously sent to you on December 6, 2007. At a minimum, your review should: (1) identify any additional information which you need to complete your review (2) identify any issues raised by the proposed change(s) as they pertain to your area(s) of responsibility (3), identify any plans, policies, or objectives of your Department which would be impacted by the proposed change(s), and (4) provide any recommended development order conditions.

Please provide your written response by **October 9, 2008**. Please check the appropriate box below and return this Memorandum (and any attachments) by the due date. Please return your comments to Carmen Telesca, Planning & Growth Management Department, 20th Floor, County Center 601 E. Kennedy Blvd.

Thank you for your assistance. If you have any questions, please contact me at my direct number, 276-8401, or e-mail me at telescac@hillsboroughcounty.org.

- This agency requests additional information as indicated on the attached sheet.
- This agency has no objections and requests no additional information.
- This agency has no objections subject to attached conditions.
- This agency objects based on the attached issues.

Name: Reginald Sanford Title: Chief, Enforcement + Analysis
Agency: EPC - Air Division

EXHIBIT 1 PAGE 3 OF 3

Table 6
(Revised November 4, 1994)

APARTMENT EQUIVALENCY

REDUCTION (SQ. FT.)	ADDITION
OFFICE	APARTMENTS
10,000	23
50,000	115
100,000	231
150,000	346
200,000	462
249,700	577

#428774 v8 - 5329-006

EXHIBIT "B"

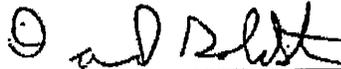
AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that on this day before me, the undersigned notary public authorized in this State and County named above to administer oaths and take acknowledgements, personally appeared David A. Goldstein, as attorney for Weeks Realty, L.P., the applicant for the Highland Park Notice of Proposed Change #3, who being by me first duly sworn, says upon oath as stated below:

1. Weeks Realty, L.P., filed a Notice of Proposed Change #3 for the Highland Park DRI on June 2, 1998.

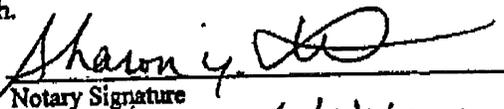
2. The aforementioned application was filed with Hillsborough County, the state of Florida Department of Community Affairs ("DCA"), and the Tampa Bay Regional Planning Council ("TBRPC") as required by law.



David A. Goldstein, Esq.
Attorney for Weeks Realty, L.P.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29th day of October, 1998, by David A. Goldstein, Attorney for Weeks Realty, L.P.. He is personally known to me and did not take an oath.



Notary Signature
Print: Sharon Y. Watson
State of Florida At Large (SEAL)
My Commission Expires: 3-2-99

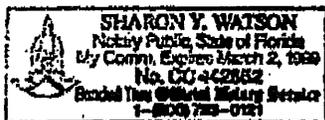


EXHIBIT "2"

**HIGHLAND PARK
DEVELOPMENT OF
REGIONAL IMPACT # 142**

ESSENTIALLY BUILD OUT AGREEMENT COMPLIANCE REPORT

Prepared for:

**Duke Realty Limited Partnership
4700 Millenia Boulevard, Suite 380
Orlando, FL 32839**

Prepared by:

**Duke Realty Limited Partnership
4700 Millenia Boulevard, Suite 380
Orlando, FL 32839**

ANNUAL STATUS REPORT

DEVELOPMENT: HIGHLAND PARK, DRI # 142

LOCATION: TAMPA, HILLSBOROUGH COUNTY, FLORIDA

DEVELOPER: Duke Realty Limited Partnership
4700 Millenia Boulevard, Suite 380
Orlando, FL 32839
Attn: David Dix, Jr. (Development Services Manager)

- 1. DESCRIBE ANY CHANGES MADE IN THE PROPOSED PLAN OF DEVELOPMENT, PHASING, OR IN THE REPRESENTATIONS CONTAINED IN THE APPLICATION FOR DEVELOPMENT APPROVAL SINCE THE DEVELOPMENT OF REGIONAL IMPACT RECEIVED APPROVAL. PLEASE NOTE ANY ACTIONS (SUBSTANTIAL DEVIATION DETERMINATIONS) TAKEN BY LOCAL GOVERNMENT TO ADDRESS THESE CHANGES.**

Note: If a response is to be more than one sentence, attach as Exhibit A, a detailed description of each change and copies of the modified site plan drawings. Exhibit A should also address to following additional items if applicable.

- a. Describe changes in the plan of development or phasing for the reporting year and for the subsequent years; **NONE**
- b. State any known incremental DRI applications for development approval or requests for a substantial deviation determination that were filed in the reporting year and to be filed during the next year;
- c. Attach a copy of any notice of the adoption of a development order or the subsequent modification of an adopted development order that was recorded by the developer pursuant to Paragraph 380.06(15)(f), F.S. **NONE**

1.a Response: Developer submitted an Essentially Built-Out Agreement (EBOA) application on November 16, 2007. The EBOA addresses the last remaining 3.44 acres of the Highland Park DRI.

2. Has there been a change in local government jurisdiction for any portion of the development since the development order was issued? If so, has the annexing local government adopted a new Development of Regional Impact development order for the project? Provide a copy of the order adopted by the annexing local government.

There has been no change in local government jurisdiction.

3. Provide copies of any revised master plans, incremental site plans, etc., not previously submitted

There are none.

4. Provide a summary comparison of development activity proposed and actually constructed for the reporting year as well as a cumulative total of development proposed and actually constructed to date.

Example: Number of dwelling units constructed, site improvements, lots sold, acres mined, gross floor area constructed, barrels of storage capacity completed, permits obtained, etc.

Note: If a response is to be more than one sentence, attach as Exhibit C

Please see Exhibit "C" attached hereto and made a part hereof.

Exhibit C

4. **Response:** The charts below show the summary of development activity constructed or commenced:

**TABLE C-1
Summary Comparison of Development**

DRI LAND USE	PROPOSED PHASE I AS PER THE DRI (Build-Out Year = 2005)	DEVELOPMENT CONSTRUCTED OR COMMENCED REPORTING PERIOD	DEVELOPMENT CONSTRUCTED IN THE PRIOR REPORTING PERIODS	CUMULATIVE TOTAL
Office	900,000 s.f.	100,536 s.f.	450,000 s.f.	550,536 s.f.
Hotel	350 rooms	None	200 rooms	200 rooms

Source: Duke

**TABLE C-2
Breakdown of Development Activity**

PROJECT	DRI LAND USE	DEVELOPMENT CONSTRUCTED OR COMMENCED
Development Prior to Reporting Period:		
1. Chase Treasury Services	Office	450,000 s.f.
2. Hilton Garden Inn	Hotel	200 rooms

Source: Duke

Development During the Reporting Period:		
1. Highland Oaks V	Office	100,536 s.f.

5. Have any undeveloped tracts of land in the development (other than individual single-family lots) been sold to a separate entity or developer? If so, identify tract, its size, and the buyer. Provide maps which show the tracts involved.

Note: If response is to be more than one sentence, attach as Exhibit D.

No land sales during the reporting period.

6. Describe any lands purchased or optioned adjacent to the original Development of Regional Impact site subsequent to issuance of the development order. Identify such land, its size, and intended use on a site plan and map.

Note: If a response is to be more than one sentence, attach as Exhibit E.

None during the reporting period.

7. List any substantial local, state, and federal permits, which have been obtained, applied for, or denied during this reporting period. Specify the agency, type of permit, and duty for each.

Note: If a response is to be more than one sentence, attach as Exhibit F.

Site Plan Approval and Building Permit Approval from Hillsborough County.

8. Provide a list specifying each development order, condition and each developer commitment as contained in the ADA and state how and when each condition or commitment has been complied with during the annual report reporting period.

Note: Attach as Exhibit G.

See Exhibit "G" attached hereto and made a part hereof by this reference.

Exhibit G

List of Development Order Conditions and Developer Commitments.

Development Order Conditions

- A. Phasing Schedule and Deadlines – The development that occurred during previous reporting period is in conformance with the phasing schedule.
- B. Transportation – The Developer has completed the Required Improvement pursuant to Section IV.B.6.C. of the Development Order (4-laning of Falkenburg Road from Martin Luther King, Jr. Boulevard to the intersection with Bryan Road). Hillsborough County has accepted the Required Improvement for maintenance. A transportation monitoring program for the Highland Park DRI # 142 was performed in March 2006. The results are attached hereto as Exhibit H. The traffic data collected for both the “Chase Manhattan Drive” and the “Hilton Garden Inn Drive” represents all inbound traffic (88 PM Peak Hour Trips) and all outbound traffic (630 PM Peak Hour Trips) for the Highland Park DRI (because the DRI property only has one point of ingress/egress). The Developer has completed the Required Improvement to Park Oaks Boulevard pursuant to County’s direction.

Section IV.B.7. of the Development Order sets for the Developer’s responsibilities related to implementation of a Transportation Systems Management (TSM) Plan. An update to such TSM Plan is attached hereto as Exhibit I.

- C. Air Quality – Light Industrial Development did not occur during the reporting period. Developer will comply with required conditions if this type of development occurs.
- D. Wind and Water Erosion – Developer is in compliance with required condition by obtaining Natural Resource Permits from Hillsborough County for the Chase and Hilton Garden Inn projects (during previous reporting periods) and the Highland Oaks V project (during the current reporting period), as well as Environmental Resource Permits from the SWFWMD, and will continue to comply as development occurs.
- E. Soils – Development occurred in compliance with this condition. The developer is committed to constructing building foundations in accordance with the recommendations from site specific geotechnical studies.
- F. Open Space - Representative stands of woodland pastures and pine-mesic oak upland communities were set aside as an “Upland Preserve” and incorporated into the Chase Project. This was evidenced in the Hillsborough County Natural Resource Permit issued by Hillsborough County for the project.
- G. Stormwater
- Condition IV.G.1.C. indicates that “If Developer demonstrates to the satisfaction of SWFWMD that there is no hydraulic connection between the on-site sinkhole and the Floridan Aquifer, then pretreatment shall not be required.” In issuing Permit No. 44001239.005/CT# 88812,

SWFWMD found that no such hydraulic connection exists between the on-site sinkhole and the Florida Aquifer. The referenced permit (which was transferred into the "Operation Phase" by SWFWMD on February 7, 2002) allowed direct discharge of stormwater into the sinkhole without any provisions for pretreatment because there is no connection between the on-site sinkhole and the Floridan Aquifer. See Exhibit J for documentation related to this permit.

- In compliance with DO conditions regarding ground water (reference Condition IV.G.6.) and surface water (reference Condition IV.G.7.) monitoring requirements, Developer engaged Biological Research Associates (BRA) to conduct a program designed to determine if there are any adverse impacts that have resulted from the Highland Park development. BRA performed a series of two testing events during 2006; a "wet season" test in August 2006, and a "dry season" test in November 2006. The findings are attached hereto as Exhibit K. Section 4.0 of the BRA report concludes that "Field measurements and laboratory analysis indicate that water quality is not being adversely affected at the Highland Park site."
- H. Wetlands – The developer is in compliance with this condition and continues to comply with conditions as development occurs.
- I. Wildlife – State of Florida Game and Fresh Water Fish Commission "Gopher Tortoise Take Permit" was obtained during previous reporting periods. Developer will comply with required conditions as development occurs.
- J. Public Facilities – The developer complied with this condition by obtaining all requisite approvals from Hillsborough County for the previously developed Chase and Hilton Garden Inn projects and for the currently developed Highland Oaks V project. Developer will continue to comply with required conditions as development occurs.
- K. Hazardous Waste – The previously developed Chase Facility and Hilton Garden Inn projects and the currently developed Highland Oaks V project do not generate/handle hazardous substances. Developer will continue to comply with required conditions as development occurs.
- L. Energy Conservation – The previously developed Chase Project and Hilton Garden Inn and the currently developed Highland Oaks V project are in compliance with this condition through adhering to the Florida Energy Code. Developer will continue to comply with required conditions as development occurs.
- M. Historical or Archaeological - The discovery of any historical or archaeological resources did not occur during the development process. Developer will continue to comply with required conditions as development occurs.
- N. Equal Opportunity – The developer is in compliance with this condition and will continue to comply with required conditions as development occurs.
- O. General – The developer is in compliance with this condition; which is evidenced by obtaining the requisite approvals from Hillsborough County and all other applicable agencies for the previously developed Chase Project and Hilton Garden Inn projects and the currently developed Highland Oaks V project. Developer will continue to comply with required conditions as development occurs.

DEVELOPER COMMITMENTS

The developer has complied with the developer commitments described on Attachment 1 to the development order and will continue to comply with required conditions as development occurs.

9. Provide any information that is specifically required by the development order to be included in the annual report.

INFORMATION REQUIRED BY DEVELOPMENT ORDER TO BE INCLUDED IN ANNUAL REPORT

The Developer did not submit any application for incremental review required pursuant to the Development Order or other applicable regulations. The other information required by Article III, paragraph K of the Development Order for the Annual Report is covered by the responses to the questions contained herein.

10. Provide a statement certifying that all persons have been sent copies of the annual report in conformance with Subsections 380.06 (15) and (18), F.S.

I, the undersigned, do certify that all persons have been sent copies of this annual report in Conformance with 380.06(15) and (18).

Person completing the questionnaire: David Dix, Jr.

Representing: Duke Realty Limited Partnership

Specifically, copies of this report have been sent to:

Mr. John Healey, DRI Coordinator
Hillsborough County Department of Planning and Growth Management
601 E. Kennedy Boulevard, 19th Floor
Tampa, FL 33602

Mr. John Meyer
Tampa Bay Regional Planning Council
4000 Gateway Center Boulevard, Suite 100
Pinellas Park, FL 33782

Ms. Brenda Winningham
State of Florida Department of Community Affairs
Division of Community Planning
2555 Shumard Oak Boulevard
Tallahassee, FL 32399-2100

Trisha Neasman, Government Planning Coordinator
Southwest Florida Water Management District
Brooksville Office
2379 Broad Street
Brooksville, FL 34604-6899

Mr. Reginald Sanford, DRI Coordinator
Environmental Protection Commission of Hillsborough County
1410 N. 21st Street
Tampa, FL 33605

Mr. Kent Fast, AICP
Florida Department of Transportation – District 7
11201 N. McKinley Drive
Tampa, FL 33612

Exhibit H

Results of Transportation Monitoring Program

**COPY ON FILE WITH HILLSBOROUGH COUNTY PLANNING & GROWTH
MANAGEMENT DEPARTMENT**

Exhibit I

Update to Transportation Systems Management (TSM) Program

**COPY ON FILE WITH HILLSBOROUGH COUNTY PLANNING & GROWTH
MANAGEMENT DEPARTMENT**

Exhibit J

*Documentation of SWFWMD permit for Chase Treasury Services project
(Use of On-Site Sinkhole for Stormwater Purposes)*

**COPY ON FILE WITH HILLSBOROUGH COUNTY PLANNING & GROWTH
MANAGEMENT DEPARTMENT**

Exhibit K

Results of Ground/Surface Water Monitoring Requirements

**COPY ON FILE WITH HILLSBOROUGH COUNTY PLANNING & GROWTH
MANAGEMENT DEPARTMENT**

EXHIBIT "3"

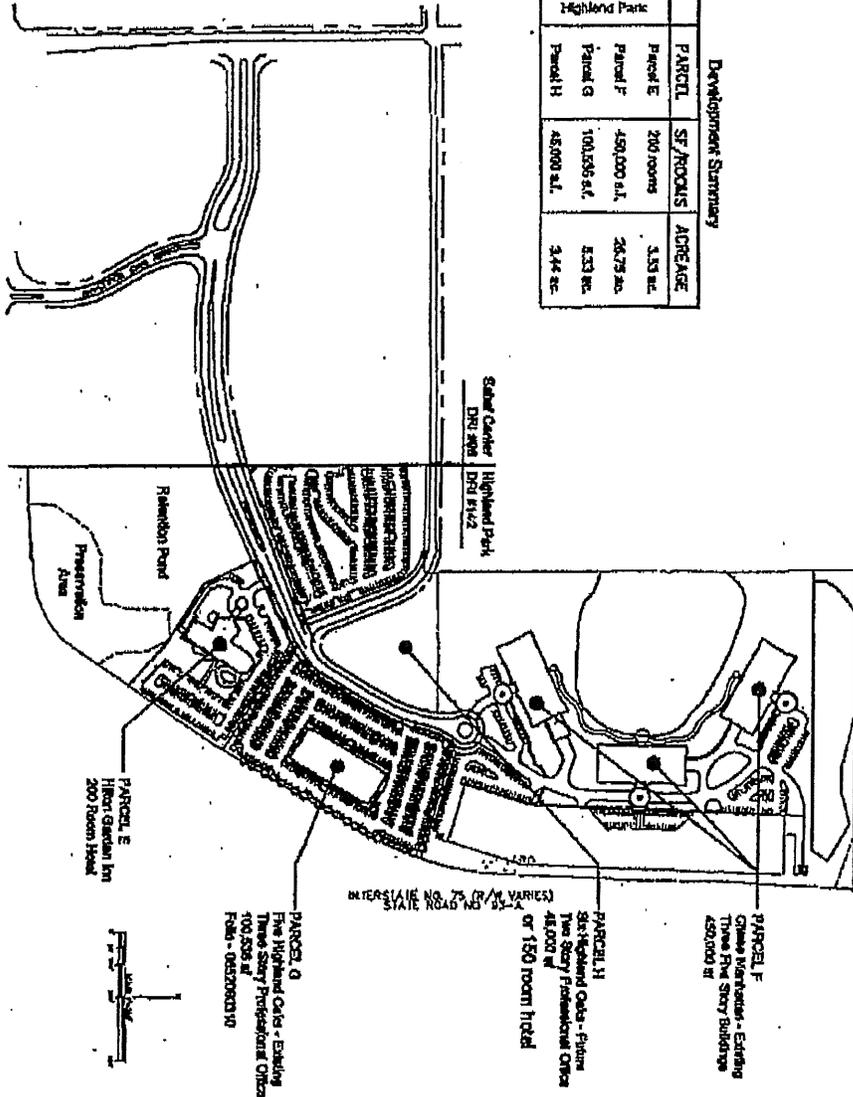
LOCATION OF BUS SHELTERS

The two (2) public transit shelters shall be located on Falkenberg Road south of the intersection with Dr. Martin Luther King Boulevard in the vicinity of Princess Palm Road and are more specifically identified as:

- a) Bus Stop 7400 East side; and
- b) Bus Stop 7403 West side

Exhibit "4"

Development Summary			
PARCEL	SF/APOOLS	ADCREASE	
Parcel E	200 rooms	3.53 ac.	
Parcel F	450,000 sq. ft.	28,79 sq.	
Parcel G	100,856 sq. ft.	633 sq.	
Parcel H	45,000 sq. ft.	3.44 ac.	



Solar Center Highland Park
DRI #008 DRI #142

PARCEL G
Five Highland Oaks - Building
Three Story Professional Offices
100,856 sq. ft.
Palo - 0457090310

PARCEL H
Six Highland Oaks - Five
Two Story Professional Offices
45,000 sq. ft.
or 150 room hotel

PARCEL F
Green Interurban - Eating
Three Five Story Buildings
450,000 sq. ft.

PARCEL E
Honor Garden Inn
200 room hotel

HIGHLAND OAKS
Tampa, Florida



EXHIBIT "5"

Notice of Essentially Built-Out DRI Agreement
Pursuant to 380.032 (3) and 380.06(15)(G), Florida Statutes

PLEASE TAKE NOTICE that a Section 380.032, F.S. Agreement covering the property more particularly described on Exhibit "A" attached hereto was entered into _____, 2009 pursuant to Sections 380.032 and 380.06(15)(g), F.S. among the Florida Department of Community Affairs, Hillsborough County and Duke Limited Partnership. The Agreement may be examine at the office of the Department of Community Affairs, Bureau of State Planning 2555 Shumard Oak Boulevard, Tallahassee, Florida 32399 (850) 922-1826

WITNESSES

David Dix Jr.

DAVID DIX JR

[Signature]
Duke Limited Partnership

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument is hereby acknowledged before me this 2nd day of March, 2009, by Doug Irmscher. He/She is personally know to me or has produced [Signature] as identification.

Nancy J. Elam
Notary Public

My Commission Expires: _____



Nancy J. Elam
Commission # DD455285
Expires September 1, 2009
Bonded Troy Fair - Insurance, Inc. 800-368-7018

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida



142

Clerk to Board of
County Commissioners
County Center, 12th Floor
601 E. Kennedy Blvd
PO Box 1110
Tampa, Florida 33601
Telephone 276-8100, ext 6730

November 18, 1998

TIM BUTTS DRI COORDINATOR
TAMPA BAY REGIONAL PLANNING COUNCIL
9455 KOGER BOULEVARD, SUITE 219
ST. PETERSBURG, FL 33702

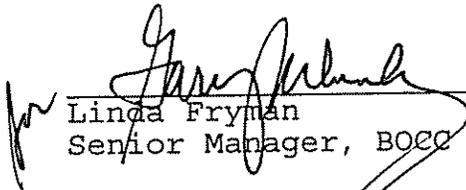
Re: Resolution No. R98-208 - Amending the Development Order for
Highland Park (DRI #142)

Mr. Butts:

Attached is a certified copy of referenced resolution, which was
adopted by the Hillsborough County Board of County Commissioners on
October 20, 1998.

We are providing this copy for your files.

Sincerely,


Linda Fryman
Senior Manager, BOCC Records

LF:SAB
Attachment
Certified Mail

cc: Board files (orig.)
Steven Samaha, Esq., Annis, Mitchell, Cockey, Edwards, et al.
Tim Butts, Tampa Bay Regional Planning Council
Susan Fernandez, Senior Assistant County Attorney
Kevin Mineer, Principal Planner, Planning & Growth Management
Beth Novak, County Attorney's Office

Resolution No. R98-208

RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA
AMENDING DRI #142 DEVELOPMENT ORDER
HIGHLAND PARK

Upon motion of Commissioner Chillura, seconded by Commissioner Berger, the following Resolution was adopted by a vote of 4 to 0.

WHEREAS, on December 10, 1987, the Board of County Commissioners approved a Development Order (Resolution No. R87-0365) for the HIGHLAND PARK Development of Regional Impact (DRI) #142 (the "Development Order") pursuant to the provisions of § 380.06, Florida Statutes; and

WHEREAS, on January 23, 1990 and May 9, 1995, the Board of County Commissioners approved amendments to the Development Order by Resolution No. 90-0022 (NOPC #1) and Resolution No. R95-110 (NOPC #2), respectively, pursuant to the provisions of § 380.06, Florida Statutes (hereinafter the December 10, 1987 Development Order as amended by NOPC #1 and NOPC #2 shall together be referred to as the "Development Order"); and

WHEREAS, on June 2, 1998, Weeks Realty, L.P. filed a third Notification of Proposed Change to a Previously Approved Development of Regional Impact for the Highland Park DRI in accordance with § 380.06(19) Florida Statutes; and

WHEREAS, this Notification of Proposed Change proposed numerous revisions to the existing Development Order; and

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

WHEREAS, the Board of County Commissioners has solicited, received and considered reports, comments and recommendations from interested citizens, County, City, and State agencies, as well as the review and report of the Hillsborough County Administration; and

WHEREAS, the Board of County Commissioners of Hillsborough County has on October 20, 1998, held a duly noticed public hearing on said Notice of Proposed Change and has heard and considered testimony and other documents and evidence.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING ASSEMBLED THIS 20TH DAY OF OCTOBER, 1998 AS FOLLOWS:

1. The Developer submitted to Hillsborough County, Florida, the Notification of Proposed Change proposing amendments to the Highland Park Development of Regional Impact as set out in the revised development order conditions attached hereto as Exhibit A (the "Revised Development Order Conditions").

2. In accordance with § 380.06(19), Florida Statutes, the proposed changes are not a substantial deviation under the provisions of § 380.06(19), Florida Statutes, and are not subject to further development of regional impact review.

3. All statutory procedures have been adhered to.

4. The Revised Development Order Conditions are consistent with the Future of Hillsborough Comprehensive Plan.

5. The Board of County Commissioners of Hillsborough County hereby adopts the Revised Development Order Conditions as the development order conditions applicable to the Highland Park Development of Regional Impact.

6. The Developer's certification, attached hereto as Exhibit B, affirms that a copy of the Notice of Change has been delivered to all persons as required by law.

7. The Developer shall record a Notice of Adoption of this Resolution in accordance with § 380.06(15), Florida Statutes.

8. The Development Order is hereby reaffirmed in its entirety except as amended by this Resolution.

9. This Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County in accordance with § 380.06, Florida Statutes.

10. Upon adoption, this Resolution shall be transmitted by the Ex-Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, Weeks Realty, L.P., and other recipients in accordance with § 380.06, Florida Statutes.

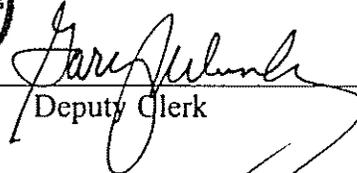
**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

I, RICHARD AKE, Clerk of the Circuit Court and Ex-Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its Public Hearing on October 20, 1998, as same appears of record in Minute Book 269 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 18th day of November, 1998.

 RICHARD KE, CLERK OF THE CIRCUIT COURT

By: _____


Deputy Clerk

6663-001 - 613490v1

APPROVED BY COUNTY ATTORNEY

BY _____

Approved As To Form And
Legal Sufficiency.

EXHIBIT "A"

REVISED HIGHLAND PARK DEVELOPMENT ORDER CONDITIONS
(October 20, 1998)

IV. SPECIFIC CONDITIONS

A. PHASING SCHEDULE AND DEADLINES

1. The development of the project shall proceed in accordance with the following proposed phasing and resultant vehicle trip generation schedule:

Buildout Date	Use	Amount (Gross sq. ft.)	Ext. Vehicle Trips	
			Daily	PM Peak
2005	Office	900,000	8,169	1,148
	Service Center/Showroom	0 ¹		
	Hotel	350 rooms		
	Multi Family Residential	0 ¹		

The Developer shall be permitted to alter the distribution of uses, and to construct up to 557 multifamily units and/or up to 400,000 square feet of service center/showroom, provided that the number of external p.m. peak hour trips does not exceed the totals stated herein. Prior to requesting issuance of a building permit for multifamily units or service center/showroom or for an amount of development that exceeds a stated total for a particular use, the Developer shall provide the County and Department of Community Affairs with a trip generation statement based upon the trip equivalency conversion tables attached hereto as Exhibit 1 showing the specific reduction in permitted intensities for other uses so that the number of external p.m. peak hour trips does not exceed the totals stated herein. The Developer shall also include the trip generation statement in the annual reports. The Developer shall also file a revised Map H with Hillsborough County, the Tampa Bay Regional Planning Council and the Department of Community Affairs, and shall file a revised General Site Plan for zoning purposes with Hillsborough County, each of which plans shall include a land use schedule identifying what conversions have been made. No further approvals are required to implement the conversion tables.

The Developer commits to apply the conversion factor to ensure that the land uses within the project are within the following minimums and maximums:

	<u>Minimum</u>	<u>Maximum</u>
Office	200,000 sq. ft.	900,000 sq. ft.
Service Center/ Showroom	0	400,000 sq. ft.

¹ May be developed pursuant to approved trade-off mechanism.

Hotel	0	350 Rooms
Multifamily	0	557 Units

A significant departure in project buildout shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.

2. This Development Order shall remain in effect up to and including November 10, 2010. No approvals shall be granted after the expiration date. Any development activity for which plans have been submitted to the County for its review and approval prior to the expiration date of this Development Order may be completed in accordance with the requirements of the Development Order, if approved. This Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty (30) days prior to the expiration date of this Order.
3. The development shall not be subject to down-zoning, unit density reduction, or intensity reduction until November 10, 2010 unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the development order have occurred, or the development order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

B. TRANSPORTATION

1. An annual monitoring program which will record project access traffic volumes in the evening peak hour shall be started when Certificates of Occupancy have been issued for uses generating 380 p.m. peak hour trips. The program shall continue until build-out. If the project access traffic volumes exceed those approved herein, a substantial deviation determination shall be required. If the variance is determined to be a substantial deviation, the revised transportation analysis required pursuant to Subsection 380.06(19), F.S., as amended, will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.
2. Access to Falkenburg Road shall be restricted to Bryan Road and one internal roadway connection through Sabal Center North between Martin Luther King Jr. Boulevard and Bryan Road. Access to Martin Luther King Jr. Boulevard shall be restricted to one connection at the location of the existing frontage road located between I-75 and Falkenburg Road. The minimum geometry required to accommodate the total buildout of Sabal Center North and Highland Park is given below. This geometry is the minimum required to provide an acceptable level of service. Additional lanes can be provided subject to the Florida Department of Transportation (FDOT) or County approval, as applicable.

A. Martin Luther King Jr. Boulevard and Project Access with Partial Access Control

- Northbound Approach - One right turn lane under stop sign control.
- Southbound Approach - One right turn lane.
- Eastbound Approach - One right turn lane
Three through lanes
One left turn lane.
- Westbound Approach - One right turn lane
Three through lanes
One left turn lane.

The partial access control on Martin Luther Jr. Boulevard will eliminate northbound and southbound left turn movements. If the project access is permitted a full median opening on Martin Luther King Jr. Boulevard, additional approach lanes will be permitted for southbound and northbound through and left turn movements subject to FDOT approval.

B. Falkenburg Road and Bryan Road

- Northbound Approach - One through/right turn lane.
One left turn lane.
- Southbound Approach - One through/right turn lane.
Left turn lane.
- Eastbound Approach - One through/right turn lane.
Left turn lane.
- Westbound Approach - One through/right turn lane.
Left turn lane.

C. Falkenburg Road and Sabal Center North Driveway

- Northbound Approach - One through lane.
One right turn lane.
- Southbound Approach - One through lane.
One left turn lane.
- Westbound Approach - One left turn lane.
One right turn lane.

One point of access to Falkenburg Road shall be provided prior to the issuance of the first Certificate of Occupancy for the project. The second access to Falkenburg Road shall be provided when the first point of access falls below Level of Service D for Falkenburg Road traffic.

The developer shall be responsible for design and installation of each of the above accesses. The timing of these transportation access improvements shall be determined by Hillsborough County staff and based on a developer submitted transportation analysis required at 360,000 square feet of office uses, or the equivalent in terms of external p.m. peak hour trips, and thereafter for each increment of 50,000 square feet of office uses, or the equivalent thereof in terms of external p.m. peak hour trips.

3. The design, purchase and installation of any access traffic signal shall occur when said signal is warranted. Prior approval for both this project and the Sabal Center project require the Developers to install said signal when warranted. Therefore, in the event that the signal is warranted as a result of this project's traffic and Sabal Center does not participate in its installation, the Developer shall assume full responsibility for said costs.

Interconnecting this traffic signal to adjacent traffic signals, per Hillsborough County Engineering Department and the FDOT requirements, shall be the responsibility of the Developer in cooperation with the developer of the Sabal Center.

4. Driveway radii shall be a minimum of 25 feet in size to accommodate passenger vehicles at the intersection of the project access and Martin Luther King, Jr. Boulevard subject to FDOT approval. Driveway radii into areas used by large truck traffic serving warehouses or manufacturing shall be 40 feet in size.
5. All roadway construction shall be completed with proper transitions from the widened section to the existing roadway pavement. Prior to Bryan Road being used as a project access road to Falkenburg Road, the Bryan Road pavement shall be widened to a minimum of 24 feet.
6. The Developer at its option, shall select one of the following alternatives to mitigate the project's transportation impacts.

A. Option 1

- 1) Any approval of development anticipated to generate more than 379 p.m. peak hour trips shall require funding commitments from the responsible entities for the roadway improvements shown in Tables 1-4. Without funding commitments for these improvements, construction permits shall not be issued. For purposes of this Option 1, a funding commitment for improvements by responsible entities may include:
 - A. An improvement that is programmed for construction in either of the next five years of an adopted transportation improvement program of a responsible governmental entity;
 - B. An improvement that a private entity or entities have agreed to or been required to undertake or fund, either separately or in conjunction with a governmental entity, where said improvement is scheduled for construction to commence within two years.

REQUIRED ROADWAY IMPROVEMENTS

**TABLE 1
[INTERSECTIONS REQUIRED FOR PROJECT
DEVELOPMENT GENERATING 380 TO 1,148 P.M. PEAK HOUR TRIPS]**

<u>Intersection</u>	<u>Required Improvements</u>	<u>Peak Hour LOS "D" Capacity</u>
Martin Luther King/Falkenburg	SB Left Turn lane; NB Right Turn Lane	22.70%
Martin Luther King/I-75 East	Traffic Signal; EB Left Turn lane	9.10%
Martin Luther King/I-75 West	SB Left Turn	16.00%

**TABLE 2
[ROADWAY LINKS REQUIRED FOR PROJECT DEVELOPMENT
GENERATING 380 TO 1,148 P.M. PEAK HOUR TRIPS]**

<u>Link</u>	<u>From</u>	<u>To</u>	<u>Exist Geom.*</u>	<u>Required Geom.*</u>	<u>Devel. % of LOS "D" Pk. Hr. Cap.</u> (NB/EB)	<u>Devel. % of LOS "D" Pk. Hr. Cap.</u> (SW/WB)
Falkenburg	Martin Luther King	Site	2L	4L	3.52	69.43

**TABLE 3
PROGRAMMED ROAD IMPROVEMENTS**

<u>Programmed Improvement</u>	<u>Year Construction Scheduled</u>
Martin Luther King, Jr. Blvd. (I-4 to CR 579), construct 6-lane arterial	Completed
Falkenburg (CR 574 to SR 574), construct 4-lane divided arterial	Completed
Parsons (Windhorst to SR 574), construct 4-lane divided arterial	Completed
I-4, construct 6-lane divided interstate	2000

- 2) Alternatively, the Developer may subphase the project when such subphasing identifies and ties specific amounts of project development (within a phase) to specific regional roadway improvements provided the following conditions exist:

- A. TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and
- B. Funding commitments for roadway improvements will be required when the regional roadway operates below daily LOS C, D at peak hour and this development contributes 5% or more of the existing daily LOS C, D at peak hour existing capacity of the facility.
- C. A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner.

B. Option 2

In the event that commitments for transportation improvements are only adequate to permit partial approval by Hillsborough County of project development generating in excess of 379 p.m. peak hour trips the capacity and loading of transportation facilities in the central Hillsborough County transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors in any subsequent approvals. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area Transportation Study (TUATS) MPD, the FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, as amended, with the updated current traffic counts on the above roadways and projects of traffic volumes that will result from the completion of the currently approved project construction plus that to be generated by the next portion for which the Developer is seeking approval. Each updated traffic analysis shall serve to verify the findings of the DRI traffic analysis (referenced in this report in Option 1) or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways and intersections at a satisfactory average daily Level of Service C and peak hour Level of Service D. Both the traffic counts and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices. Prior to any specific approval beyond the initial partial approval, the County or its designee shall ensure in written findings of fact that the above roadways and intersections are operating at or above an average daily Level of Service C and peak hour Level of Service D, and that the expected trips to be generated by such approval would not cause the roadways to operate below an average daily Level of Service C, and D at peak hour.

C. Option 3

The Developer may elect Option 3 as set out below. The requirements of Option 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of the project on regionally significant transportation highway facilities within the primary impact area. The selection of this mitigation/curing mechanism is based upon the project's impact on transportation facilities, the substantial public benefit to be gained by accelerating the design, construction and use of a major public facility, and its

consistency with the TBRPC, FDOT and DCA policies regarding pipelining transportation impacts.

The regionally significant transportation facility affected by this option is Falkenburg Road. The improvement (hereinafter referred to as "Required Improvement") proposed for this facility is its four-laning from the intersection with Martin Luther King, Jr. Boulevard to the intersection with Bryan Road.

- 1) The design of the Required Improvement has been prepared in accordance with the typical cross section of four-lane divided urban arterial pursuant to Hillsborough County rules, regulations and policies for such roads. Further, the design has provided for improvements to the Falkenburg Road/Bryan Road intersection to include a northbound right turn lane, a through lane, left turn lane and all appropriate transitions from the widened section to the existing roadway. The design has provided for improvements to the Falkenburg/Martin Luther King, Jr. Boulevard intersection to include a southbound left turn lane, a through lane and a right through lane and has included any necessary signal modifications to this intersection. The Developer shall ensure that a second southbound left turn lane is constructed on Falkenburg Road to Martin Luther King Jr. Boulevard, including any necessary traffic signal improvements and widening of the southbound approach (the "Second Turn Lane"), after that amount of development is built within Highland Park which generates 472 p.m. peak hour external trips through the Faulkenburg Road/Sabal Center North or Bryan Road access points (the "Second Turn Lane Threshold"); provided however, the Developer shall have an opportunity, at the time the Second Turn Lane Threshold is reached, to present a traffic study to the Planning and Development Management Department and Florida Department of Transportation demonstrating that the Second Turn Lane is not yet warranted. It is assumed that the FDOT will be improving Martin Luther King, Jr. Boulevard through the Falkenburg Road intersection, and this improvement will include the necessary signal modifications. It is also assumed that others will be four-laning Falkenburg Road south of Martin Luther King, Jr. Boulevard and that this improvement will accommodate the dual southbound through lanes of the Required Improvement. If warranted, the Required Improvement shall also include a traffic signal at the Faulkenburg Road/Sabal Center North Driveway.

The design was prepared in a manner normally used in Hillsborough County and FDOT roadway projects. Approval was in accordance with Hillsborough County Standards and the FDOT's Plans Preparation Manual and Standards for Construction.

As soon as feasible, the Developer and the County shall determine the appraised value of any off-site right-of-way, property necessary to accommodate drainage for the Required Improvement and other property not under public control which is needed for the Required Improvement (collectively, the "ROW"). In the event that the Required Improvement Costs, specified in paragraph 4, are substantially insufficient to provide for the Required Improvement, Hillsborough County shall

determine whether it shall assist the Developer in funding the ROW purchase. If Hillsborough County elects not to provide the funds, the Developer shall proceed as stated in paragraph 3b) below.

- 2a) During completion of development generating less than 380 p.m. peak hour trips, (that amount of development approved pursuant to the Preliminary Development Agreement) the Developer shall pay impact fees in accordance with the terms of The Hillsborough County Consolidated Impact Assessment Program Ordinance, as amended.
- 2b) The Developer shall receive appropriate offsets against transportation and ROW impact fees for the total costs incurred for the design, permitting, right-of-way acquisition or dedication, and construction of the Required Improvement described in paragraph 1, above.
- 3a) Subject to acts of God or other occurrences beyond the Developer's control, including the time required to develop funding or construction alternatives in the event of cost overruns, the Developer shall complete the construction of the Required Improvement by December 31, 2000. The construction shall be based upon the design of the Required Improvement prepared by the Developer in accordance with Paragraph 1, above. To ensure that the Required Improvement is completed at the earliest possible time, Hillsborough County shall provide assistance to the Developer when required in obtaining all necessary permits, approvals and utility relocations, off-site construction easements and ROW necessary to complete said improvements.

The County's assistance in ROW acquisition shall include purchase negotiations with property owners and the use of its eminent domain powers, but shall not include funding of the purchase, except as provided for in paragraph 1.

The Developer shall not be responsible for the design or cost of utility relocation, new utilities or upgrading of existing utilities. Upon acceptance of the road, the County shall provide the Developer with an appropriate release from any responsibility for continuing maintenance service.

- 3b) The Developer shall satisfy its obligations under this Option 3 by constructing the Required Improvement. In the event Developer's costs for the Required Improvement exceed the Required Improvement Costs, the Developer may proceed to construct the Required Improvement and receive offsets as provided herein, or Developer may satisfy its obligations under this Option 3 by constructing alternate improvements approved by Hillsborough County that are consistent with Section 19.8.14, Future of the Region (1987), the DCAs Transportation Policy Rule and the FDOT District 7 pipelining guidelines, that have a value equivalent to the Required Improvement Costs. The following improvements shall be an acceptable alternative to the Required Improvement. The Developer shall, subject to the other applicable provisions of this Option 3 and in accordance with the design and construction schedule set forth herein,

design and construct intersection improvements to the intersection of CR 574 and Lakewood Avenue consisting of the following:

- NB: Add One (1) Through Lane
 Add One (1) Left Turn Lane

- SB: Add One (1) Through Lane
 Add One (1) Left Turn Lane

- EB: Add One (1) Left Turn Lane
 Add One (1) Right Turn Lane

- WB: Add One (1) Left Turn Lane

The Improvements shall include installation of a traffic signal, replacement/modification of railroad gates and flashers, signing and pavement markings, and right-of-way required for construction of the above improvements.

Construction of alternate improvements shall be done in accordance with the design plans prepared by the County. In the event that the cost of construction of the alternate improvements is less than the Required Improvements Costs stated herein, then said excess funds shall be made available for other transportation improvements which are consistent with the provisions hereof.

Prior to beginning construction of the named alternate, the Developer, the County, TBRPC, and the FDOT shall make a final determination concerning its acceptability. If it is not acceptable, then another alternate shall be selected. The alternate improvements shall be completed consistent with the schedule and terms of this development order.

- 4) The total Developer contribution for the design, ROW acquisition and construction of the Required Improvement shall be deemed to be \$187,028 ("Required Improvement Costs".) This pipeline contribution includes assessments for both ROW and road construction and constitutes the contribution for that amount of development projected to generate a total of 1,148 p.m. peak hour trips. (This cost is subject to increase based upon the Consumer Price Index for All Urban Consumers (CPI-U Base Period: 1967: + 100) published by Bureau of Labor Statistics for the U.S. Department of Labor). The costs for ROW, design and construction of the Required Improvement shall be evaluated after completion of design and prior to initiation of construction in order to determine whether or not said costs exceed the Required Improvement Costs stated herein. If before or during construction it is determined that the cost of the Required Improvement will exceed the Required Improvement Costs, the provisions of 3(b) above will apply. In the event that the cost of the Required Improvement is less than the Required Improvement Costs referenced above, then said excess funds shall be made available for other transportation improvements mutually acceptable to County and Developer.

- 5) Upon completion of the Required Improvement, or the Developer's responsibilities as provided herein, the Developer shall be deemed to have fully and completely satisfied any and all of its obligations under law to mitigate the traffic impacts of that amount of development generating a total of 1,148 p.m. peak hour trips.
 - 6) The County shall have the right to complete the Required Design or construction of the Required Improvements should the Developer fail to substantially comply with the time frames listed herein.
 - 7) Development activities and issuance of permits shall immediately cease if the design, ROW acquisition and construction of the Required Improvement as described herein are required and not provided by the Developer in accordance with the requirements of paragraphs B.6.c.1 - 7, above. Developer shall be permitted to continue with development generating more than 380 p.m. peak hour trips so long as the requirements of paragraphs B.6.c.1-7 above are satisfied.
 - 8) The Developer's compliance with the terms of this option shall be deemed to fully satisfy any and all of its obligations under Section 380.06, F.S. to mitigate the traffic impacts of the Highland Park project.
7. The applicant, or its assigns shall prepare and implement a Transportation Systems Management (TSM) program which will divert a number of vehicle trips from the PM peak hour which is consistent with the assumptions used to prepare the ADA. The plan shall be reviewed by Hillsborough County, Hillsborough Area Regional Transit Authority (HART), the Tampa Urban Area MPO, the TBRPC and the FDOT.
- A. The TSM program shall include a yearly assessment of the actual achievement of vehicle trips diverted from the peak hour as a result of the TSM measures. This assessment shall also include sufficient and appropriate documentation for all diversions claimed as a result of implementation of each TSM measure. Results of the TSM program shall be included in the annual report.
 - B. If the annual report indicates that the total trip diversions are not being met, Hillsborough County shall conduct a substantial deviation determination pursuant to Subsection 380.06(19), F.S., as amended, and amend the Development Order to change TSM objectives and/or require additional roadway improvements. The results of the TSM study may serve as a basis for the Developer or reviewing agencies to request Development Order amendments.
 - C. In addition this TSM program shall be developed in cooperation with FDOT, the Tampa Urban Area MPO, HART and TBRPC. Certificates of Occupancy shall not be issued until the applicant participates in the program.

8. All studies, monitoring programs and reports required in Section B (Transportation) will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold indicated in the subsections listed above, that study, report, and/or monitoring program which is required by exceedance of the threshold(s) will be included in the previous annual report submitted prior to the anticipated exceedance.

If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further Certificates of Occupancy shall be issued until the required information has been submitted to and accepted by Hillsborough County.

9. The Developer shall conform with the stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed modal splits of 3%.
 - A. The Developer shall provide a bus shelter, with a design and location acceptable to Hartline and the Developer, on the north side of Martin Luther King, Jr. Boulevard, or at another location mutually acceptable to both Hartline and the Developer. The exact design, landscaping, and size of the bus shelter facilities shall be approved by Hartline and the Developer prior to the site development approval for the parcels adjacent to or on which the bus shelter is to be located. Shelter locations shall be reasonable accessible via walkways/crosswalks for pedestrian movement to/from buildings. Sufficient area lighting shall be included at bus stops. Appropriate signage will be placed at shelter sites.
 - B. Maintenance of transit amenities such as shelters, benches, and schedule displays shall be the responsibility of the HART Authority. Maintenance of landscaping adjacent to transit amenities shall be the responsibility of the Developer.
 - C. Details, standards and phasing of all transit amenity provisions must be approved by the HART Authority and shall be representative of those commonly in use by said Authority.
10. A bicycle/pedestrian circulation system shall be provided within the project. No detailed site plans shall be approved which do not indicate these systems.

C. AIR QUALITY

1. The Developer shall consult with the Hillsborough County Environmental Protection Commission, Florida Department of Environmental Regulation, and U.S. Environmental Protection Agency, as appropriate, the develop approaches to ensure that air quality is not degraded. If the potential light industrial uses are generators of deleterious levels of emissions as determined by the above-mentioned agencies, the Developer shall undertake mitigative measures or a revision of the General Development Plan to alleviate any such identified impacts of the project on ambient air quality. A discussion of the emissions

generators on the site and of the approaches developed to maintain air quality standards should be included in each annual report through project build-out.

2. Noise abatement measures shall be incorporated into building design and construction east of the central project road, as appropriate to location and function. A report of use or non-use of the measures shall be included in each annual report following the new construction referenced herein.

D. WIND AND WATER EROSION

1. To reduce fugitive dust and other adverse air emissions and wind and water erosion the Developer shall implement the measures referenced on pages 13-3 and 14-4 of the Application to reduce fugitive dust and other adverse air emissions during all phases of development. More specifically the Developer shall ensure that at minimum:
 - A. Permanent vegetation and improvements shall be scheduled for installation to the greatest extent possible before removing the vegetation cover from an area.
 - B. Trees and other natural vegetation shall be retained to the greatest extent possible.
 - C. Where inadequate vegetation exists, temporary or permanent vegetation shall be established if high erosion potential exists.
 - D. The smallest practical area of land should be exposed at any one time during development.
 - E. When land is exposed during development, the exposure should be kept to the shortest practical period of time.
 - F. Critical areas including steep slopes, highly erodible soils, and areas above existing streams and lakes exposed during construction shall be protected with temporary or permanent vegetation and/or mulching, or other approved protective material or devices.
 - G. Refuse material shall be disposed of and treated so as not to create a sediment producing area.
 - H. Sediment ponds (debris basins, desilting basins, or sediment traps) shall be installed and maintained where needed to remove runoff water sediment from land undergoing development.
 - I. The permanent protective vegetation and structures shall be installed as soon as practical in the development.
 - J. Cuts and fills shall not create the potential for sedimentation on adjoining properties.

- K. Fills shall not encroach upon natural watercourses or constructed channels in a manner so as to create a sedimentation hazard to other property or watercourses.
- L. When a pond, either new or existing, is incorporated into a development, the developer shall note on his plans if the pond is to be used for sediment control and/or retention during construction. If the pond is to be used for sediment control, the developer will be required to dredge, clean, and grass the pond upon completion of construction of the project. Furthermore, sediment control devices shall be required to protect downstream property during construction.

E. SOILS

- 1. Measures used to overcome the on-site soils limitations shall include but not be limited to those discussed on page 14-3 of the Application.
- 2. Subsurface soils investigations and foundations studies shall be carried out for each building prior to construction. Foundations shall be constructed in accordance with the recommendations of those studies.

F. OPEN SPACE

- 1. Representative stands of the woodland and pastures and pine-mesic oak upland vegetative communities shall be set aside in their natural state in order to maintain natural diversity on the site. These areas have been designated on the General Development Plan and are of sufficient size so as to maintain their natural function. These areas are located contiguous to other habitats and conserved so as to enhance their value.

G. STORMWATER

- 1. There shall be no degradation of stormwater quality exiting the site as a result of the on-site stormwater management system. Design of the stormwater drainage system shall meet the following criteria:
 - A. The proposed conveyance system for the 29.5 acre off-site basin must not create an adverse backwater effect on adjacent lands. Also, this conveyance system must not result in an increase in the peak discharge at the Buffalo Avenue outfall.
 - B. Any portion of the site which drains to the sinkhole on the north boundary line of the property shall also be designed to meet volume sensitive criteria.
 - C. If the Developer demonstrates to the satisfaction of SWFWMD that there is no hydraulic connection between the on-site sinkhole and the Floridan Aquifer, then pretreatment shall not be required. Alternatively, pretreatment of stormwater to the satisfaction of SWFWMD prior to discharge into the sinkhole shall be required.
 - D. There shall be no net encroachment in the 100-year floodplain area, which results in a significant adverse impact upon predevelopment on-site hydrologic storage

and/or off-site conveyance. The 100-year floodplain is delineated on Map C in the Application.

- E. All major drainage outfalls are to be designed to convey the 50 year conveyance with a foot of freeboard without increasing high waters.
2. The County drainage criteria in existence at the time of construction are to be the prevailing criteria to use for design and construction unless other agencies drainage criteria are more restrictive. If flooding conditions exist downstream of the DRI's outfall, more restrictive design criteria may apply.
 - A. All required agency approvals must be obtained before discharging to the drainage structure under Buffalo Avenue.
 - B. The drainage system shall be designed to meet or exceed state and SWFWMD regulations.
 3. All drainage facilities within and outside of the confines of this project necessary for the proper functioning of this project are to be improved where necessary as required by the County Stormwater Management Department.
 4. The proposed retention/detention wetland system shall be designed, constructed, and maintained pursuant to the Stormwater and Lake Systems Maintenance and Design Guidelines (TBRPC, 1978).
 - A. The developer shall be responsible for the maintenance of the on-site drainage facilities.
 - B. The developer is to give all necessary drainage easements and/or drainage rights-of-way to the County as required by the County Stormwater Management Department.
 5. Best Management Practices recommended by Hillsborough County shall be adhered to, including a vacuum street cleaning program for parking and roadway areas within the project.
 6. The developer shall institute a water quality monitoring program commensurate with any development north of Bryan Road that will measure changes in the quality of groundwater due to the Highland Park development and the accompanying usage of the sinkhole for stormwater retention, the recharge potential to the Florida Aquifer and the connection of the surficial aquifer with the sinkhole. The program shall include the following components unless an alternative program is approved by the Planning and Zoning Department and the Environmental Protection Commission (EPC).
 - A. Baseline groundwater quality data shall be obtained on a quarterly basis commencing one year after issuance of the Development Order.

- B. Quarterly water quality samples shall be acquired from the surficial and Floridan Aquifer up and down gradient from the site, and from the sinkhole retention basin.
 - C. Samples shall then be immediately taken to a qualified laboratory for analysis. Water quality parameters analyzed shall include, but not be limited to, the primary and secondary drinking water standards.
 - D. All water quality analytical methods and shall comply with EPC, Florida Dept. of Environmental Regulation (DER) quality control standards and requirements.
 - E. The applicant should provide all results of the quarterly monitoring to TBRPC and to EPC in the annual report through build-out and for two years after project completion.
7. In order to protect water quality in the Tampa Bypass Canal, there shall be no degradation of water quality standards from stormwater exiting the site. Therefore, the Developer shall provide for a semi-annual surface water quality monitoring program to be instituted immediately and to continue through project build-out at minimum. Any violation of Chapter 17-3, Florida Administrative Code (F.A.C.), shall require corrective measures as set forth by DER. The following shall apply:
- A. Sampling locations shall be determined in cooperation with Hillsborough County, FDER, SWFWMD and TBRPC. Sampling shall be conducted weekly for a month during the wet season and weekly for a month during the dry season through build-out of that portion of the site south of Bryan Road, and for three years thereafter.
 - B. All water quality analytical methods and procedures shall be thoroughly documented and shall comply with EPC/DER quality control standards and requirements.
 - C. The monitoring results shall be submitted to Hillsborough County, EPC, DER and SWFWMD semi-annually.
 - D. Should the monitoring indicate that applicable state water quality standards are not being met, all construction within the sub-basin where the violation is noted shall cease until the violation is corrected, or if specific construction can be identified as causing the violation, all such activity responsible for the exceedance shall cease until the violation is corrected.

H. WETLANDS

- 1. Wetland mitigation shall be accomplished in accordance with the adopted Rules and Regulations of the Environmental Protection Commission.

I. WILDLIFE

1. In the event that any species listed in Section 239-27.03 - .05, F.A.C., are observed frequenting the site for nesting, feeding, or breeding, proper mitigation measures shall be employed in cooperation with the Florida Game and Fresh Water Fish Commission (FGFWFC) in accordance with applicable rules and regulations.
2. The Developer shall comply with applicable regulations of the Florida Game and Fresh Water Fish Commission to developing a plan for the handling of the small population of gopher tortoises on the site. If required by appropriate agencies, the plan shall detail how the gopher tortoise population will be accommodated. There shall be no disturbance of the existing habitat until a plan has been approved. Copies of any permits required by FGFWFC shall be provided to TBRPC and Hillsborough County in the first annual

J. PUBLIC FACILITIES

1. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction which is the subject of said approval. Water saving fixtures shall be utilized in all buildings.
2. Prior to Site Development Plan approval for the project, the Developer shall ensure provision of fire flows (in the water system) acceptable to Hillsborough County. Also prior to Site Development Plan approval for the project, the Developer shall ensure provision of any additional firefighting facilities/manpower/equipment beyond that budgeted by Hillsborough County and required to serve the building or buildings that are the subject of such Site Development Plan approval. The project will not require an additional ladder company if interior sprinkler systems are installed in all buildings.
3. Prior to Site Development Plan approval, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision of any wastewater treatment and disposal facilities required to serve the building or buildings that are the subject of such site plan approvals.
 - A. Any interim wastewater treatment plant constructed on-site to serve Highland Park shall be constructed according to Hillsborough County standards and policies. Connection to a regional wastewater treatment facility shall be accomplished as soon as possible, followed by dismantling of the interim facility as committed in the Application.
 - B. Prior to Site Development Plan approvals, the Developer shall provide documentation to the Planning and Development Management Department of a master plan for facilities approved by the Utilities Department and permitted by the applicable regulatory agency. No building permits shall be issued without a commitment from Hillsborough County or other responsible entity to provide wastewater disposal capacity for the building(s) that are the subject of such application.

- C. The Developer shall provide for recovered wastewater disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water and Wastewater Utilities take-back policy in effect prior to construction plan approval. Any plans for on-site wastewater treatment and/or disposal of effluent shall be in accordance with applicable regulations of Hillsborough County, DER and SWFWMD.
- 1) A groundwater quality monitoring program approved by DEP and SWFWMD shall be required if wastewater effluent treated by an interim wastewater treatment plant is disposed of on-site.
 - 2) Any proposal to discharge wastewater into the on-site sinkhole shall trigger a substantial deviation determination.
 - 3) Any use of septic tanks shall be permitted on a temporary basis, only for construction purposes.
 - 4) Prior to Site Development Plan approvals, a plan for usage of nonpotable water for landscape and open space irrigation shall be presented to Hillsborough County and TBRPC for approval.
 - 5) Prior to Site Development Plan approval, the Developer shall verify to the satisfaction of Hillsborough County that adequate solid waste disposal, electricity, police and Emergency Management Services capabilities and facilities are available to service the building or buildings that are the subject of such site plan approvals.
 - 6) The Developer shall be responsible for maintenance and operation of any on-site wells.

K. HAZARDOUS WASTE

1. Tenants/owners who generate/handle hazardous substances shall implement a site-specific surficial aquifer monitoring program if required by Hillsborough County, the Hillsborough County Environmental Protection Commission and FDER rules and regulations. An emergency response and hazardous waste management operation plan will be required for those facilities which generate/handle hazardous wastes, to minimize hazards to human health and environment. The plans will describe the procedures and action required of facility personnel as well as departments and hospitals. Individual tenant plans shall be included in the first annual report following occupancy in the park.
2. All temporary hazardous waste storage facilities shall meet the criteria set forth in Section 3.913(a), (c) and (e), Future of the Region.
3. Hazardous waste generators shall list wastes that have a potential for reuse with waste exchanges prior to transporting the waste off-site for treatment or for disposal depending

on the waste type and quantity. Small quantity generators shall obtain United States Environmental Protection Agency (USEPA) identification numbers.

4. The applicant shall monitor the wastewater stream for the presence of hazardous or toxic waste within the stream prior to any on-site wastewater treatment and shall verify that the wastewater effluent for re-use is non-hazardous or toxic waste within the stream prior to any on-site wastewater treatment and shall verify that the wastewater effluent for re-use is non-hazardous and in compliance with applicable DER regulations. After connection to the County wastewater system, the Developer shall comply with the County pretreatment ordinance.
5. To the extent that there is no conflict with adopted state and local government plans and regulations, separate hazardous waste storage areas within the project shall be clearly marked and/or colored so as to clearly distinguish the areas intended for hazardous wastes and materials (Hazardous wastes are those substances and materials defined in Subsection 403.703(21), Florida Statutes, as amended, and listed in Title 40 CFR Part 26931.) The Developer, its heirs, assigns, and transferees shall:
 - 1) provide in the Highland Park covenants a statement that indicates the types of wastes and materials that are to be considered to be hazardous and are to be stored or disposed of only in specifically designed containers; and
 - 2) advise purchasers and lessees, and stipulate at the time of purchase or lease, that statutes and regulations exist, and that penalties may accrue from failure to properly transport, store, handle, and dispose of hazardous waste materials.

L. ENERGY CONSERVATION

1. The energy conservation measures referenced on page 25-3 of the Application shall be required. The following energy conservation measures shall also be encouraged by the Developer or his assigns including the use of landscaping and retention of existing vegetation as a means of energy conservation:
 - A. The initiation of programs to promote energy conservation by employees, buyers, suppliers and the public.
 - B. Reduction in levels of operation of all air conditioning, heating and lighting systems during non-business hours.
 - C. Recycling programs.
 - D. The use of energy-efficient cooling, heating and lighting systems.
 - E. Installation of innovative energy conservation features such as waste heat recovery or solar power where feasible in project development.
 - F. Use of the most energy efficient technology economically feasible in the construction and operation of commercial facilities.

M. HISTORICAL OR ARCHAEOLOGICAL

1. The discovery of any historical or archaeological resources shall be reported to the Florida Division of Historical Resources and Records Management and the disposition of such resources shall be determined in cooperation with the Division and Hillsborough County.

N. EQUAL OPPORTUNITY

1. The Developer shall comply with all requirements of the Civil Rights Act. The Developer shall seek, urge and encourage all contractors and subcontractors to involve minority groups in the development of the project. All office and commercial establishment areas shall be available to all, on a fair and impartial basis.

O. GENERAL

1. All of the Developer's commitments set forth in the Application, more specifically pages S-1 and S-2 of the Response to Request for Additional Information and all the stipulations of the Preliminary Development Agreement Exhibit shall be honored, except as they may be superseded by specific terms of the Development Order.
2. Development in areas adjacent to residential areas shall be designed so as to minimize any potential negative effects. Project control shall be accomplished through such techniques as buffering, architectural design and height limitations.

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EXHIBIT 1 PAGE 1 OF 3

Table 7
 (Revised November 4, 1994)

HOTEL, OFFICE AND SERVICE/SHOWROOM EQUIVALENCY

REDUCTION HOTEL ROOMS	ADDITION SERVICE/SHOWROOM (SQ. FT.)
10	5,911
20	11,822
30	17,733
40	23,644
50	29,555
100	59,110
150	88,665
200	118,220
250	147,775
300	177,330
350	206,885
REDUCTION HOTEL ROOMS	ADDITION OFFICE (SQ. FT.)
10	6,353
20	12,706
30	19,059
40	25,412
50	31,765
100	63,530
150	95,295
200	127,060
250	158,825
300	190,590
350	222,355

EXHIBIT 1 PAGE 2 OF 3

Table 5
 (Revised November 4, 1994)

OFFICE AND SERVICE/SHOWROOM EQUIVALENCY

REDUCTION (SQ. FT.)	ADDITION (SQ. FT.)
OFFICE	SERVICE/SHOWROOM
10,000	9,303
50,000	46,515
100,000	93,030
200,000	186,060
300,000	279,090
400,000	372,120
500,000	465,150
600,000	558,180
654,800	609,160
SERVICE/SHOWROOM	OFFICE
10,000	10,749
50,000	53,745
100,000	107,490
150,000	161,235
200,000	214,980
250,000	268,725
300,000	322,470
350,000	376,215
390,000	419,211

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EXHIBIT 1 PAGE 3 OF 3

Table 6
(Revised November 4, 1994)

APARTMENT EQUIVALENCY

REDUCTION (SQ. FT.)	ADDITION
OFFICE	APARTMENTS
10,000	23
50,000	115
100,000	231
150,000	346
200,000	462
249,700	577

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EXHIBIT "B"

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that on this day before me, the undersigned notary public authorized in this State and County named above to administer oaths and take acknowledgements, personally appeared David A. Goldstein, as attorney for Weeks Realty, L.P., the applicant for the Highland Park Notice of Proposed Change #3, who being by me first duly sworn, says upon oath as stated below:

1. Weeks Realty, L.P., filed a Notice of Proposed Change #3 for the Highland Park DRI on June 2, 1998.

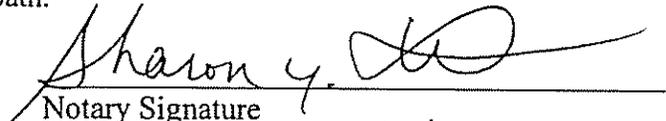
2. The aforementioned application was filed with Hillsborough County, the state of Florida Department of Community Affairs ("DCA"), and the Tampa Bay Regional Planning Council ("TBRPC") as required by law.



David A. Goldstein, Esq.
Attorney for Weeks Realty, L.P.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29th day of October, 1998, by David A. Goldstein, Attorney for Weeks Realty, L.P.. He is personally known to me and did not take an oath.



Notary Signature
Print: Sharon Y. Watson
State of Florida At Large (SEAL)
My Commission Expires: 3-2-99

