#145

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December 18, 2013

Ms. Erin Rae McCormick
Fowler White Boggs P.A.
501 E. Kennedy Blvd. Suite 1700
Tampa, FL 33602

Mr. Morris C. Massey
Hill Ward Henderson
3700 Bank of America Plaza
101 E. Kennedy Blvd.
Tampa, FL 33602-5195

RE: Southbend Development of Regional Impact – DRI #145
Build Out and Expiration Date Extensions Pursuant to Section 252.363, F.S and Executive Orders 12-140, 12-192, and 12-199

Dear Ms. McCormick and Mr. Massey:

This letter is in response to your request for acknowledgement of extensions pursuant to the provisions of Section 252.363, F.S and Executive Orders 12-140, 12-192, and 12-199 to extend the build out dates of Revised Phase 1, Revised Phase 2A and Revised Phase II(b) the development order (DO) expiration date and the date that the development will not be subject to downzoning.

The latest Amended & Restated Development Order was approved by the Board of County Commissioners on May 16, 2012 (R12-070). Revised Phase I and Revised Phase 2A are specifically approved. Phase II(b) is conceptually approved.

In a letter dated December 23, 2011 the County acknowledged the extensions listed below, pursuant to HB 7207 and Section 252.363, F.S and Executive Order Numbers 11-128, 11-172, & 11-202.

Revised Phase I	November 21, 2018
Revised Phase 2A	November 20, 2020
Revised Phase II(b)	November 20, 2020
DO Expiration Date	November 20, 2020
Down-zoning	November 21, 2023

Pursuant to the provisions of Section 252.363, F.S and Executive Orders 12-140, 12-192, and 12-199, these dates are further extended as shown below.

Revised Phase I	March 21, 2020
Revised Phase 2A	March 21, 2022
Revised Phase II(b)	March 21, 2022
DO Expiration Date	March 21, 2022
Down-zoning	March 22, 2025

If you have any questions, please call me at 813.276.8393.

Sincerely,

John E. Healey, AICP

cc: John Meyer, Tampa Bay Regional Planning Council (via e-mail)
Nancy Takemori, County Attorney's Office (via e-mail)

#145

Resolution No. R12-070

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA, AMENDING AND RESTATING THE DEVELOPMENT ORDER FOR SOUTHBEND DRI #145

Upon motion by Commissioner Murman, seconded by Commissioner Miller, the following Resolution was adopted by a vote of 6 to 0, Commissioner(s) _____ voting "no".

WHEREAS, in January, 1986, General Homes – Florida, Inc., filed an Application for Development Approval of a Development of Regional Impact (the "ADA") with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, said ADA proposed construction of a mixed-use development located in southwestern Hillsborough County, hereinafter referred to as "Southbend" or the "Development"; and

WHEREAS, the described project lies within the unincorporated area of Hillsborough County; and

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

WHEREAS, on November 25, 1986, the Board of County Commissioners approved a Development Order, Resolution No. R86-260, the Development Order for the Southbend DRI # 145; and

WHEREAS, the Board of County Commissioners has adopted ten (10) amendments to the Development Order: (1) Resolution No. R92-0168, adopted on July 14, 1992, which extended the build out date of development and all immediate phases thereof, and the expiration date of the Development Order, each by a period of four years, eleven months and fifteen days; acknowledged the acquisition of fee simple title to the 2.5 acre parcel of land in the southwest corner of the site, required to provide project access to U.S. Highway 41; and discontinued quarterly surface water sampling until such time as development commences; (2) Resolution No. R97-168, adopted on July 15, 1997, which combined a portion of Phase II development (Phase IIA) with Phase I for specific approval; extended the build out dates and modified Map H accordingly; added a Land Use Trade Off Mechanism and geographic flexibility to the D.O.; revised or removed various conditions; and modified the annual report date from November 25 to June 30 of each year; (3) Resolution No. R99-074, adopted on April 13, 1999, which approved subphasing of the project (Phase IA) to recognize the immediate development of approximately 240 acres of the project for residential uses and the transportation mitigation required as a result thereof; extended the Phase IA build out date to November 9, 2002; allowed flexibility in uses

between single family, multi-family, and town home development; and modified the Development Order to conform language regarding approved phases, impact fee credits, and school and park dedications; (4) Resolution No. R00-082 adopted on April 11, 2000, which amended the Development Order to provide that the Covington Park Community Development District is authorized to undertake the funding, construction, operation and/or maintenance of any of the projects whether within or without the boundaries of the District, which are identified within the Development Order; and (5) Resolution No. R04-048, adopted on February 24, 2004, which transferred the residential units from Phase IIB into Phase I; converted townhome and multi-family units to singe-family residential units; designated Tract 8 for Residential uses; converted 5.7 acres of Tract 3 to Residential (creating Tract 20) and converted Tract 15 to Office,; changed the location of the elementary school site; and extended the build out date for Revised Phase I to 2010, and the build out date for Phase II to 2012; deleted specific conditions related to the Transportation Systems Management program; added an additional access point at the southern boundary of the project; and identified the appropriate transportation mitigation for the development entitlements for Revised Phase I; and (6) Resolution No. R05-214, adopted September 27, 2005, which increased the maximum single-family units allowed in Phase I by 103, or from 2,072 to 2,175 total units, total Phase 1 and Phase 2 units increased from 2,694 to 2,797; added 402.8 acres to the project; modified the Master Plan including extension of a North/South collector road through the expansion area; depicted the conceptual extension of Apollo Beach Boulevard and revised the Land Use Schedule to reflect land use acreages changes and the number of residential units; and (7) Resolution No. R07-022, adopted January 23, 2007, which increased neighborhood commercial entitlements by 6,600 square feet, from 110,000 square feet to 116,600 square feet; modified Map H to add one access point along the northern boundary of the project, on Big Bend Road (right-in/right-out only access point on Tract 7); depicted one right-in only and one full access point on Tract 1 in accordance with the previously approved zoning General Development Plan; combined Tract 5 with a portion of Tract 6; allowed Neighborhood Commercial/Light Industrial and Hotel as potential uses on Tract 5 and Office/Light Industrial as potential uses on Tract 6; realigned the internal access road between Tracts 3, 5, and 6, to provide greater distance separation from the intersection at Big Bend Road; modified the acreages in Tracts 3, 5, and 6; revised the Land Use Schedule to reflect land use acreage changes and the increase in Neighborhood Commercial entitlement; and modified the Equivalency Matrix to add Hotel and Motel uses; and (8) Resolution No. R08-149, adopted September 23, 2008, which modified Map H to combine Tracts 1, 2, 4, and a portion of Tract 15 into Tracts 1a and 1b consisting of approximately 128.2 acres, total, to allow Retail/Office/Hotel as potential uses on Tract 1a consisting of approximately 104 acres, and Office and Structured Parking as permanent uses of Tract 1b consisting of approximately 24 acres (with surface parking on a portion thereof permitted as an interim use); specifically approved Phase 2A consisting of 1,000,000 square feet of regional commercial entitlements, 490,120 square feet of office entitlements and 250 rooms of hotel entitlements for use on the revised Tracts 1a and 1b; and provided for transportation and infrastructure mitigation related to the specifically approved Phase 2A on revised Tracts 1a and 1b; (9) Resolution No. R10-126, adopted September 14, 2010, approved (a) sub-phasing the Revised Phase 2A development and the Revised Phase 2A Pipeline Improvements and Required Contributions into five (5) separate sub-phases as more particularly described herein; (b) specifically allowing Revised Phase 2A office development to occur on Tract 15; (c) amending Exhibits A and B and Map H to reflect the acquisition of land for surface water management purposes, which tract of land is labeled "Tract 1(c)" on Map H; and (d) recognizing the automatic extension of all phase, build-out and expiration dates by three (3) years as provided in House Bill 7203 adopted in 2007; and (10) Resolution 11-015, adopted

on February 8, 2011, which modified Map H to redesignate Tracts 8, 21, 22, 23 and the southern 39.7 acres of Tract 7 (572.3 acres +/-) from the Southbend DRI to the Wolf Creek Branch DRI (#266); revised the Land Use Schedule to remove 1,005 residential entitlements to be incorporated into the Wolf Creek Branch DRI(#266); revised the traffic monitoring condition to reflect the reduced entitlements; revised condition C.1.d.2. to move the obligation for Waterset Drive/Big Bend Road intersection improvements to the Wolf Creek Branch DRI (#266); utilized a land use equivalency trade-off to exchange 150 single-family residential units to 172 multi-family residential units; revise the Equivalency Matrix to reflect the reduced entitlements; and updated build-out dates for Phase 1 based on the 3-year extension authorized by s. 380.06(19)(c) for projects under active construction on July 1, 2007 (previously approved by R10-126); and

WHEREAS, on April 25, 2012, NRI Equity Tampa, LLC ("Equity"), filed with Hillsborough County an application to amend the Development Order pursuant to Section 380.06(19)(e)2 of the Florida Statutes to add a condition to the Development Order authorizing Equity and the County to enter into front-ending agreements which provide for the reimbursement by the County to the Developer for the Developer's voluntary contribution to, or design and/or construction of, any transportation improvements relative to Revised Phase 2(A) of the Development Order; and

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

WHEREAS, amendments to the Development Order pursuant to Section 380.06(19)(e)2 do not require submittal to the regional planning agency and the state planning agency; and

WHEREAS, the Board of County Commissioners of Hillsborough County has on May 16, 2012 held a duly noticed public hearing on said application to amend the Development Order and has heard and considered testimony and other documents and evidence.

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA:

I. FINDINGS OF FACT

A. The real property which is the subject of the Southbend DRI #145, as amended, is legally described as set forth in **Exhibit A**, attached hereto and made a part hereof by reference.

B. All procedural requirements of Section 380.06, Florida Statutes, and the Hillsborough County Land Development Code have been complied with.

II. CONCLUSIONS OF LAW

Based upon the compliance with the terms and conditions of this Amended and Restated Development Order, the following Conclusions of Law are made:

A. The amendment to the Development Order is approved subject to all terms and conditions of this Amended and Restated Development Order.

III. GENERAL PROVISIONS

A. The legal description set forth in **Exhibit A** is hereby incorporated into and by reference made a part of this Amended and Restated Development Order.

B. This Resolution shall constitute the Amended and Restated Development Order of Hillsborough County in response to the application to amend the Development Order for the Southbend Development of Regional Impact pursuant to Section 380.06(19)(e)2, Florida Statutes.

C. The definitions contained in Chapter 380, Florida Statutes, shall govern and apply to this Amended and Restated Development Order.

D. This Amended and Restated Development Order shall be binding upon all persons or entities that undertake the "development" of any land located within the Southbend DRI as the term "development" is defined in Section 380.04, *Florida Statutes*, including, without limitation, NRI Equity (hereafter collectively referred to herein, whether one or more, as "the Developer"). It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of governmental agency.

E. In the event that any portion or section of this Amended and Restated Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Amended and Restated Development Order which shall remain in full force and effect.

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

G. In each instance in this Amended and Restated Development Order where the Developer is responsible for ongoing maintenance of facilities at Southbend, the Developer may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, and/or other agencies having jurisdiction, concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Amended and Restated Development Order, which approval shall not be unreasonably withheld.

H. Development activity constituting a substantial deviation, as defined in Section 380.06, Florida Statutes, from the terms or conditions of this Amended and Restated Development Order or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the Tampa Bay Regional Planning Council shall result in further development of regional impact review pursuant to Chapter 380.06, Florida Statutes, as amended, and may result in Hillsborough County ordering a termination of development activity pending such review.

I. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Development Order. In the event of a deviation, the County Administrator may issue a notice of such noncompliance to the Developer, or the County Administrator may immediately recommend that the Board of County Commissioners establish a hearing to consider such deviations.

J. The Developer shall file an Annual Report in accordance with Section 380.06(18), Florida Statutes, and appropriate rules and regulations. Such report shall be due on June 30th for each year until and including such time as all terms and conditions of this Amended and Restated Development order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Amended and Restated Development Order. The Developer shall be notified of any Board of County Commissioner's hearing wherein such report is to be reviewed. Provided, however, that the receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Amended and Restated Development Order. This report shall contain:

1. The information required by the State Land Planning Agency to be included in the Annual Report, which information is described in the Rules and Regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and
2. A description of all development activities proposed to be conducted under the terms of this Amended and Restated Development Order for the year immediately following the submittal of the Annual Report; and
3. A statement listing all applications for incremental review required pursuant to this Amended and Restated Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the Annual Report; and
4. A statement setting forth the name(s) and address of any heir, assignee or successor in interest to any land subject to this Amended and Restated Development Order.

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

L. This Amended and Restated Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County and transmittal in accordance with Section 380.06, Florida Statutes, as amended.

M. Upon adoption, the Amended and Restated Development Order shall be transmitted by the Ex-Officio Clerk to the Board of County Commissioners, by certified mail or other delivery service for which a receipt as proof of service is required, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and Equity.

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project in accordance with the proposed phasing schedule contained in Table 20-1, attached hereto, is an integral part of the Amended and Restated Development Order conditions. Therefore, if the Developer elects to amend the proposed phasing schedule, it shall submit said amendments to the County for review and approval, which approval shall not be withheld for mere acceleration of phases if the terms of this Order are otherwise fully complied with. It is the intent of this provision to insure that all prerequisites for each phase of the project are complied with. For purposes of this Order, a phase shall be considered complete upon issuance of the final certificate of occupancy for the phase. Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes.
2. This Amended and Restated Development Order shall remain in effect for a period up to and including December 31, 2015. Any development activity for which plans have been submitted to the County for its review and approval prior to the expiration date of this Amended and Restated Development Order may be completed in accordance with the requirements of the Amended and Restated Development Order, if approved. This Amended and Restated 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.
3. Physical development on site has commenced.
4. The Development shall not be subject to down-zoning, unit density reduction, or intensity reduction until December 31, 2018 unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Amended and Restated Development Order have occurred or the Amended and Restated 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. Infrastructure

The Developer acknowledges that any Revised Phase I or Revised Phase 2A excess infrastructure capacity constructed to potentially serve latter phases shall be at the Developer's risk and shall not vest latter phase development rights.

C. Transportation

1. General Transportation Conditions Applicable to All Phases
   a. A transportation improvements plan for the Ruskin/Sun City area in cooperation with Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC), the Hillsborough County Area Metropolitan Planning Organization (MPO) and developers in the study area shall be developed. The plan shall consider all approved developments in the area including previously approved DRIs, and projected development. The plan shall be completed prior to any Revised

Phase II(b) specific approval. Ongoing or proposed studies such as the Big Bend Area Comprehensive Plan amendment or the Comprehensive Plan Update may serve to meet this requirement. If required by Hillsborough County, the Developer shall contribute to such study on a fair share basis and receive credits if any provided for in the Thoroughfare Plan and the Road Network Improvement Ordinances. In lieu thereof, issuance of a Development Order approving an area wide DRI including the project site shall satisfy this requirement. This transportation plan or area wide DRI traffic analysis shall include but not be limited to:

(1) The regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional major roadways to be constructed within the study area.
(2) The existing, approved, and projected development to be included within the plan.
(3) An assessment of the traffic impact of existing, approved and projected development.
(4) An evaluation and recommendation of mass transit alternatives to additional road improvements.
(5) A recommendation of specific implementation methods, strategies and programs. [The transportation improvements plan has been completed and therefore this condition has been satisfied]

b. To assure that the transportation impacts of this development have been accurately projected by the ADA traffic analysis, an_annual monitoring program will be started upon issuance of the first non-residential certificate of occupancy. This annual monitoring report will be reported as part of the Annual Report referenced in subsection III.K. above, and will continue until buildout. The Annual Reports shall provide information regarding the total development which has been permitted and its equivalent in trips, and shall project the development/trips anticipated for the following year. The monitoring program will record driveway volumes in the evening peak hour and on a daily basis. If the driveway volumes exceed those projected in the DRI/ADA for Revised Phase I and Revised Phase 2A (cumulatively 5,868 p.m. peak hour trips –2,567 inbound/3,301 outbound; and 60,109 average daily trips) and/or prior to commencement of Revised Phase II(b), a new traffic analysis consistent with Section 380.06, F.S. will be required. The revised transportation analysis 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. [Note: Trips associated with the NNP Southbend II NOPC have been deducted from the ADA totals noted above, see Exhibit D for detailed trip calculation tables.]

c. Annually, for inclusion in the Annual Report, the Developer shall complete an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified below:

(1) Big Bend Road at Waterset Drive.**[The warrant study has been initiated but has not been completed.]**;

(2) Big Bend Road at Covington Garden Drive. **[This warrant study has been completed and signalization has been installed]**.

Should it be determined that a warrant study is required, the Developer shall provide same in the Annual Report. Furthermore, if a traffic signal is warranted, and the results are approved by Hillsborough County, then the Developer shall submit 100 % signal design plans to Hillsborough County within 120 days of Hillsborough County approval. In addition, the Developer shall also submit 100 % design plans for the construction of a second left turn lane on Big Bend Rd at the approved signalized intersection. Construction of the traffic signal and second left turn lane shall commence within 120 days of approval of the final signal and roadway design plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is warranted, then the Developer shall comply with the timing schedule described above.

d. All studies, monitoring programs and reports required above or otherwise in this Subsection IV.C. of this Amended and Restated DRI Development Order (Transportation) will be incorporated into the Annual Reports. If the Developer, its successors or assigns anticipates exceeding a development level threshold indicated in this subsection, 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.

e. Subsections 2, 3, and 4 of Section IV.C. of this Amended and Restated Development Order, which follow, list the general and specific transportation conditions and improvements required for specifically approved Revised Phase I and Revised Phase 2A.

2. General Transportation Conditions Pertaining to Revised Phase I

a. Annually, for inclusion in the Annual Report, if the Developer elects to choose Mitigation Alternative 1, then the Developer shall complete an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified in Alternative 1. Should it be determined that a warrant study is required, the Developer shall provide same in the Annual Report. Furthermore, if a traffic signal is warranted, and the results are approved by Hillsborough County, then the Developer shall submit 100% signal design plans to Hillsborough County within 120 days of Hillsborough County approval. In addition, the Developer shall also submit 100% design plans for the construction of a second left turn lane

on Big Bend Road at the approved signalized intersection. Construction of the traffic signal and second left turn lane shall commence within 120 days of approval of the final signal and roadway design plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is warranted, then the Developer shall comply with the timing schedule described above. [Mitigation Alternative 3 has been chosen]

b. The Developer has previously received approval for former Subphase IA, consisting of 1,214 dwelling units. No access on US 41 is permitted in conjunction with the development of 1,214 dwelling units. The following improvements were previously required and completed for former Subphase IA:

(i) At the intersection of Big Bend Road and Covington Gardens Drive entrance, construct a westbound left-turn lane, eastbound right-turn lane, northbound right-turn land and left turn lanes, and provide signalization when warranted by the MUTCD. These improvements are of total benefit to the project. **[The turn lane improvements have been completed and the signalization has been installed.]**

(ii) At the intersection of Big Bend Road and 1-75 east ramps, provide signalization when warranted.

[This condition has been satisfied and applies solely to former "Subphase 1(A)"]

3. Mitigation Alternatives for Revised Phase I. The Developer at its option, may select one of the following alternatives to mitigate the transportation impact of Revised Phase I **[The Developer has selected Alternative 3 and the Revised Phase I Pipeline Improvements were completed in October 2007]**:

a. Alternative 1

Revised Phase I: No building permits shall be issued for Revised Phase I in excess of the 1,214 units approved as former Phase IA, until funding commitments are secured from responsible entities for the following roadway improvements:

- Roadways
  - Four (4) lane US 301 from Balm Road to Big Bend Road
  - Add eastbound lane on Big Bend Road from US 41 to 1-75
- Off Site Intersections
  - Add eastbound right turn lane on Big Bend Road at US 41
  - Add northbound left turn on I-75 West Ramp at Big Bend Road
  - Add dual eastbound and northbound left turn lane on Big Bend Road at US 301
  - Extend NB through lanes a ¼ mile on US 301 at Big Bend
  - Signalize US 301 at 19th Avenue when warranted
  - Signalize US 301 at Balm Road when warranted
  - Signalize Big Bend Road at I-75 East Ramp when warranted

- Driveway Improvements
  - Big Bend Road western driveway (Waterset Drive) requires a northbound left, through and right turn lane, eastbound right turn lane and westbound dual left turn lane with signalization when warranted
  - Big Bend Road at Covington Garden Drive requires a northbound left, through and right turn lane, eastbound right turn lane and dual westbound left turn lanes with signalization when warranted
  - Big Bend Road driveway at Proposed Service Center Driveway (Tract 7) shall be restricted to a right-in right-out only

b. Alternative 2: The Developer may subphase the development approved in each phase for specific projects when such subphasing identifies and ties specific amounts of project development (within a Phase) to specific regional roadway improvements. Such subphasing shall be acceptable under the following conditions~~.~~:

(i) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

(ii) Funding commitments for roadway improvements will be required when the regional roadway operates below daily LOS C and LOS D at peak hour and the development contributes 5% or more of the existing daily LOS C and LOS D at peak hour existing capacity of the facility.

c. Alternative 3: **[The Developer has selected Alternative 3 and the Revised Phase I Pipeline Improvements were completed in October 2007]** In lieu of funding all of the transportation improvements identified in Alternative 1 or Alternative 2, the Developer may elect Alternative 3 to proceed with the development of greater than 1,214 dwelling units as part of Revised Phase I. The requirements of Alternative 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of Revised Phase 1 of the Development on the regionally significant transportation highway facilities within the primary impact area. Any approval of this mitigation/curing mechanism is based on the Development'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 Hillsborough County, TBRPC and DCA policies regarding pipelining transportation impacts.

(1) This pipeline option may be elected as full and complete satisfaction of the Developer's obligation to mitigate Revised Phase I transportation impacts of the Development.

(2) The required Pipeline Improvement (the "Revised Phase I Pipeline Improvement") under this Alternative 3, which includes the "Required Design", the "Required Right-of-Way Acquisition" and the "Required Construction" as defined below, shall be as follows:

(3) The construction of two lanes of the Western North/South Roadway (Waterset Drive) shown on Map H, from Big Bend Road to the southern Development Boundary of the Southbend Planned Development (PD 86-154, as amended). This alignment is conceptually depicted on Map H. The Developer shall provide 124 feet of right-of-way to allow for the

ultimate construction of a four lane divided facility, including, but not limited to, sidewalks, carriage way, landscaping, signalization when warranted, and wetland mitigation, plus sufficient right-of-way for drainage for the Western North/South roadway segment. The roadway shall be designed and constructed as a two lane divided roadway, expandable to four lanes within the median. Right turn lanes and left turn lanes, where permitted, shall be constructed on the roadway at each project access. (The foregoing collectively referred to as the "Revised Phase I Pipeline Improvements").

(4) All roadway plans shall be submitted for review and approval by Hillsborough County at the 30%, 60%, 90% and 100% complete stage. If Hillsborough County does not complete its review within thirty (30) days after each submittal, the County's review time shall be added to the time allowed for completion of the Required Design as provided herein.

(5) Buildings within the Development shall be subject to the adopted Consolidated Impact Assessment Program Ordinance (the "Impact Fee Ordinance"), as it may be amended from time to time. All eligible transportation contributions, costs and expenses borne by the Developer pursuant to this Development Order, including but not limited to costs for right-of-way, design, construction and construction inspection of the Revised Phase I Pipeline Improvement may be considered for transportation impact fee offsets pursuant to the Impact Fee Ordinance. Nothing herein shall be construed as a waiver of the Developer's right to contest the validity of, or to apply for offsets under, the Impact Fee Ordinance or the impact fees assessed thereunder.

(6) The Developer will comply with the following time schedule for construction of the Revised Phase I Pipeline Improvements:

(a) The Developer will dedicate or convey the required right-of-way to the southern boundary of Tract 8 prior to Final Plat approval for any development within Tract 8. **[This condition has been satisfied; the roadway was constructed and the right-of-way was conveyed to Hillsborough County in July of 2008.**

(b) The Developer will submit the 30% roadway plans for the Revised Phase I Pipeline Improvements to the County for review and approval within 120 days of dedication of the roadway. Subsequent submittals of roadway plans for 60% design, 90% design and 100% design shall be submitted within 90 days of the County's approval of the previously submitted plans.

(c) Construction of the Revised Phase I Pipeline Improvements shall be completed within 3 years of final approval by the County of the 100% roadway plans.

(d) In the event that the performance by the Developer of the commitments set forth in this Development Order shall be interrupted or delayed by war, riot, strike, civil commotion, natural

disaster or other event beyond the Developer's control, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Amended and Restated Development Order shall be interrupted or delayed in connection with the necessary governmental approvals from the construction of the Revised Phase I Pipeline Improvement and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof.

4. Mitigation Alternatives for Revised Phase 2A:

a. Alternative 1 – Pipeline Improvements and Required Contribution for Revised Phase 2A.

The requirements of Alternative 1 have been determined to be the appropriate requirements to cure and mitigate the impacts of Revised Phase 2A of the Development on the regionally significant transportation highway facilities within the primary impact area. Any approval of this mitigation/curing mechanism is based on the Development'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 Hillsborough County, TBRPC and DCA policies regarding pipelining transportation impacts. The following described "Revised Phase 2A Pipeline Improvements and Required Contribution" in this Alternative 1 meet or exceed the "proportionate share" of transportation improvements required in connection with the "Revised Phase 2A" development which has been determined to be $24,480,000.00 based on the August 2007 Florida Department of Transportation (FDOT) construction cost tables. Notwithstanding the proportionate share amount, if the Developer elects Alternative 1, the Developer shall mitigate for the traffic impacts of the Revised Phase 2A development by providing the Revised Phase 2A Pipeline Improvements and Required Contribution, regardless of the actual cost of the Pipeline Improvements.

(1) This pipeline option may be elected as full and complete satisfaction of Developer's obligation to mitigate Revised Phase 2A transportation impacts of the Development.

(2) The required pipeline improvements (the "Revised Phase 2A Pipeline Improvements") under this Alternative 1, which includes the "Required Contribution" as defined below in subparagraph (h), and the "Required Construction Projects" as set forth below in subparagraphs (a) – (g), shall be as follows:

(a) Widen Big Bend Road from US 301 through Simmons Loop Road as a rural six lane road, including sidewalk on one side and multiuse trail on the other (it is specifically understood that the widening of Big Bend Road by Developer will not include any "intersection" related improvements at Big Bend Road and US Highway 301, or any other intersection improvements between the Bullfrog Creek bridges and US Highway 301 except as expressly provided below).

(b) Installation of traffic signals and turn lane improvements at the intersection of Big Bend Road and Lincoln Road;

(c) Construction of an additional westbound left turn lane on the I-75 southbound off-ramp at Big Bend Road thereby creating a triple left turn lane at this intersection;

(d) Construction of an additional westbound left turn lane on the I-75 northbound off-ramp at Big Bend Road thereby creating a dual left turn lane at this intersection;

(e) Construction of one (1) 1,200 foot extension to the existing deceleration lane for the southbound I-75 off-ramp at Big Bend Road;

(f) Widen Big Bend Road from existing 4-lanes to a 6-lane urban arterial road from Covington Garden Drive to the western boundary of the signalized intersection at the Revised Phase 2A development's main entry drive on Big Bend Road (which main entry drive is more specifically shown on Revised DRI Map H attached hereto as **Exhibit B,** and which main entry drive aligns with East Bay High School's main entrance on Big Bend Road);

(g) Widen Big Bend Road from existing 4-lanes to a 6-lane rural arterial road from the Revised Phase 2A development's main entry drive on Big Bend Road to the northbound I-75 off-ramp for northbound to westbound movements; and

(h) The Developer shall submit a cash payment in the amount of four million dollars ($4,000,000) to Hillsborough County (the "Required Contribution") no later than six (6) months after issuance of the first building permit for vertical construction for any buildings constructed as part of the Revised Phase 2A development on Tract 1(a) or Tract 1(b) in order to help fund construction of a bike-pedestrian overpass over Big Bend Road at or near Waterset Drive. However, it is expressly understood that the use of the Required Contribution by Hillsborough County for the aforementioned bike-pedestrian overpass is conditioned upon Hillsborough County (or a third party designated by Hillsborough County) constructing (1) the bike-pedestrian overpass on Big Bend Road a minimum of 1,000 feet west of the western right-of-way line of Covington Garden Drive (provided however, access ramps

for the bike-pedestrian overpass may be constructed within the 1,000 feet separation area) and (2) the bike-pedestrian overpass within five (5) years from the date of payment of the Required Contribution. If Hillsborough County is unable to comply with either one or both of these conditions, then in lieu of the bike-pedestrian overpass on Big Bend Road, Hillsborough County shall use the Required Contribution to fund any transportation capacity improvement project lying within the area identified in the Revised Phase 2A development's transportation study as the "area of influence". If a transportation capacity improvement project within the Revised Phase 2A development's area of influence which is eligible for transportation impact fee credit under the Consolidated Impact Fee Assement Program Ordinance is available, the County shall choose such project;

(3) All roadway plans shall be submitted for review and approval by Hillsborough County at the 30%, 60%, 90% design and 100% complete stage (however, Developer may choose to proceed at its own risk based on a limited phase review by advancing the design phase review directly from 60% to 100%). If Hillsborough County does not complete its review within thirty (30) days after each submittal, the County's review time shall be added to the time allowed for completion of the Required Design as provided herein.

(4) Any reports required by permitting agencies prior to design and/or construction of the Required Construction Projects, including without limitation Interchange Operational Analysis Reports (IOARs) or Interstate Modification Reports (IMRs) (if an IMR is required by FWHA), shall be the sole responsibility of the Developer. The Developer shall submit all required applications for IOARs and/or IMRs within twelve (12) months from the date the NOPC filed in 2010 becomes final, and all appeal periods have expired, with no appeals having been filed. The methodology and actual analysis for an IOAR or IMR shall be performed under close supervision and guidance of FDOT. All such applications shall be full and complete and shall comply with the submission requirements of FDOT and/or FHWA.

(5) If it is determined that additional right of way is necessary for any Revised Phase 2A Pipeline Improvements (Required Construction Projects), the Developer shall provide Hillsborough County, at the Developer's sole cost and expense, the documents necessary to enable the County to obtain a resolution allowing it to acquire the right of way or other property interests necessary for the construction of one or more of the Revised Phase 2A Pipeline Improvements, including: sixty percent (60%) project construction plans (or better); 100% right of way maps; legal descriptions and parcel sketches; a map of survey and location; 100% maintained right of way maps, if any; and project design and environmental analysis which includes an analysis of alternative alignments, pond sites, environmental factors, safety considerations, costs

and the long range area plan. The Developer and Hillsborough County shall work cooperatively during this planning and mapping process with the intent of insuring that the documents to be produced will be satisfactory to the County. The Developer's obligation to provide such documents shall not be deemed satisfied until such documents have been approved by the County's Planning and Growth Management Department and the Department of Public Works, which approval shall not be unreasonably withheld. In order to ensure that Developer's acquisition of any right-of-way for Developer's Revised Phase 2A Pipeline Improvements (Required Construction Projects) does not relieve or supplant the mitigation that otherwise would be required from developers of other projects adjacent to the Required Construction Projects, Hillsborough County shall require each such developer to contribute the right-of-way necessary to accommodate and mitigate for their own obligations for sidewalks and road improvements for their respective projects. If it is determined that additional right of way is necessary for any Revised Phase 2A Pipeline Improvements (Required Construction Projects), Hillsborough County agrees to utilize its powers of eminent domain to acquire right of way, if necessary, upon the execution of a collateral agreement between the Developer and Hillsborough County specifying the duties of each party. All costs and expenses attributable to acquiring the right of way, including without limitation legal, engineering and design costs and expenses shall be paid by Developer.

(6) Buildings within the Revised Phase 2A development shall be subject to the adopted Consolidated Impact Assessment Program Ordinance (the "Impact Fee Ordinance"), as it may be amended from time to time. All eligible transportation contributions, costs and expenses borne by the Developer pursuant to this Amended and Restated Development Order, including but not limited to costs for right-of-way, design, construction and construction inspection of the Revised Phase 2A Pipeline Improvements and the Required Contribution may be considered for transportation impact fee offsets pursuant to the Impact Fee Ordinance. Further, nothing herein shall be construed as a waiver of the Developer's right to contest the validity of, or to apply for any other offsets under, the Impact Fee Ordinance or the impact fees assessed thereunder.

(7) The County shall consider, in good faith, requesting that the Metropolitan Planning Organization (MPO) add the bike/pedestrian overpass and the four (4) laning of Covington Gardens Drive to the MPO's Long Range Transportation Plan Highway Needs Assessment;

(8) The Developer will comply with the following time schedule for construction of the Revised Phase 2A Pipeline Improvements (Required Construction Projects):

(a) Except as hereinafter provided, the construction of all of the Revised Phase 2A Pipeline Improvements shall be substantially completed prior to the issuance of any certificates of occupancy for any buildings constructed as part of the Revised Phase 2A

development on Tract 1(a) or Tract 1(b). Notwithstanding the foregoing provision, it is specifically agreed that the Revised Phase 2A Pipeline Improvement listed in Subsection IV.C.4.a(2)(a) above (i.e., the widening of Big Bend Road from US 301 through Simmons Loop Road as a rural six lane road, the "East 301 Roadway Improvement") does not have to be substantially completed prior to the issuance of the first certificate(s) of occupancy for any buildings constructed as part of the Revised Phase 2A development on Tract 1(a) or Tract 1(b) so long as: (i) the Developer has provided the County with Security for the East 301 Roadway Improvement as provided in Subsection IV.C.4.a.(8)(c) below; and (ii) the Developer has commenced construction of the East 301 Roadway Improvement prior to the issuance of the first certificate(s) of occupancy for any buildings constructed as part of the Revised Phase 2A development. Further, Developer shall substantially complete construction of the East 301 Roadway Improvement within twelve (12) months of commencement of construction of said improvement.

(b) To the extent that FHWA approval is required for any of the Revised Phase 2A Pipeline Improvements ("FHWA Roadway Improvements"), it is specifically agreed that the Developer shall not be required to commence construction of FHWA Roadway Improvements until FHWA approval has been received. Notwithstanding the foregoing provision, it is understood that the Developer shall either: (i) be required to commence construction of any of the FHWA Roadway Improvements no later than ninety (90) days after the issuance of the first building permit for vertical building construction within the Revised Phase 2A development; or (ii) if FWHA approval is still pending at that time (i.e., issuance of the first building permit for vertical building construction within the Revised Phase 2A development), the Developer shall alternatively be required to provide financial security to FDOT for the FHWA Roadway Improvements (This financial security shall be identical to the "Security" as described in subsection IV.C.4.a(8)(c) below). Further, Developer shall substantially complete construction of the FHWA Roadway Improvements within twelve (12) months of commencement of construction of said improvement(s).

(c) Prior to the issuance of any permits for the construction of any buildings on either Tract 1(a) or Tract 1(b), the Developer shall provide the County with financial security ensuring the Developer's completion of all of the Revised Phase 2A Pipeline Improvements (except the FHWA Roadway Improvements) within the time frame provided in this Amended and Restated Development Order ("County Security"). The County Security shall equal one hundred and twenty-five percent (125%) of the estimated cost of Developer completing all of the Revised Phase

2A Pipeline Improvements (not including the cost of the FHWA Roadway Improvements) and shall be in a form acceptable to the County and in the form of one or more letter(s) of credit and/or escrow agreement(s) including, without limitation, an escrow agreement with a duly formed community development district that has issued bonds for the Revised Phase 2A Pipeline Improvements as hereinafter described. Pursuant to subsection IV.C.4.a(8)(b) above, if required, the Developer shall provide to FDOT financial security ensuring the Developer's completion of all of the FHWA Roadway Improvements within the time frame provided in this Amended and Restated Development Order (herein "FDOT Security"). The FDOT Security shall equal one hundred and twenty-five percent (125%) of the estimated cost of Developer completing all of the FHWA Roadway Improvements and shall be in a form acceptable to FDOT and in the form of one or more letter(s) of credit and/or escrow agreement(s) including, without limitation, an escrow agreement with a duly formed community development district that has issued bonds for the Revised Phase 2A Pipeline Improvements as hereinafter described. (The County Security and FDOT Security shall hereinafter be referred to collectively as "Security")

(d) If all or a portion of the Security provided by the Developer is an escrow agreement between a duly formed community development district and the County, that agreement shall require that the proceeds from the sale of bonds for off-site improvements (including the Revised Phase 2A Pipeline Improvements) be placed in a specific escrow account with a qualified financial institution; it being specifically understood and agreed that the community development district shall be authorized to draw funds from that account for the purpose of funding the construction of the Revised Phase 2A Pipeline Improvements. If all or a portion of the Security is one or more letter(s) of credit, it is agreed that as each one of the Revised Phase 2A Pipeline Improvements are substantially completed, the Developer shall also be entitled to reduce the amount of the letter(s) of credit held by the County (and FDOT, if applicable) to an amount equal to 125% of the estimated cost to complete the uncompleted Revised Phase 2A Pipeline Improvements. In connection therewith, the Developer shall provide the County (and FDOT, if applicable) with revised estimates to complete any Revised Phase 2A Pipeline Improvements that have not been substantially completed. The revised estimates shall be prepared and sealed by a licensed Florida civil engineer and shall be subject to review and approval by the County in its reasonable discretion.

(e) For purposes hereof, the words "substantial completion" or "substantially complete" shall mean that the roadway improvements described herein as the Revised Phase 2A Pipeline

Improvements have been completed so that they can safely be used by the general public and so that the roadway improvements provide the same capacity as will be provided upon final completion of the roadway improvements; however, corrective work may still be outstanding in connection with the Revised Phase 2A Pipeline Improvements so long as the Developer has provided the County with appropriate security in the form of a letter of credit in an amount estimated to be necessary to complete any such corrective work plus an additional ten percent (10%).

(f) Notwithstanding the foregoing subsection IV.C.4.a(8)(a) above requiring substantial completion of certain Revised Phase 2A Pipeline Improvements before the issuance of certificates of occupancy for any buildings on either Tract 1(a) or Tract 1(b), in the event that the performance by the Developer of the commitments set forth in this Amended and Restated Development Order in connection with the construction of the Revised Phase 2A Pipeline Improvements shall be interrupted or delayed by war, riot, strike, civil commotion, natural disaster or other event beyond Developer's control, then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Amended and Restated Development Order shall be interrupted or delayed in connection with obtaining the necessary governmental approvals and/or acquisition or condemnation of land required for the construction of any of the Revised Phase 2A Pipeline Improvements and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows to the reasonable satisfaction of Hillsborough County that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof; and Hillsborough County shall continue issuing permits and certificates of occupancy for buildings constructed as part of Revised Phase 2A.

(g) In the event Developer does not substantially complete construction of the Revised Phase 2A Pipeline Improvements within three (3) months after the deadline(s) for completion set forth in subsection IV.C.4.a(8)(a) and (b) above, the County or FDOT may exercise its rights as provided for in the Security within thirty (30) days thereafter (i.e., after three (3) months after the deadlines for completion have elapsed) and shall complete construction of any uncompleted Revised Phase 2A Pipeline Improvements to the extent the proceeds of such security enable the County or FDOT to do so.

b. Alternative 2: **[The Developer of Phase 2A has selected this alternative]**

The Developer may elect to subphase the Revised Phase 2A development and the construction of the Revised Phase 2A Pipeline Improvements as follows:

1. Sub-Phase 2A-1(a): The Developer shall be allowed to obtain building permits and thereafter certificates of occupancy for up to 120,000 square feet of office development upon submission of a complete application for an IOAR and/or IMR (if required) for the construction of an approximate 1,200 foot extension to the existing deceleration lane for the southbound I-75 off-ramp at Big Bend Road, and any other improvements detailed in Alternative 1 above, which would require an IOAR and/or an IMR; provided, however, the Developer shall be required to submit a complete application for an IOAR and/or IMR (if required) for said improvements no later than December 31, 2011

2. Sub-Phase 2A-1(b): The Developer shall be allowed to obtain certificates of occupancy for up to an additional 175,000 square feet of commercial/retail development and up to 125 hotel rooms upon substantial completion of construction of an approximate 1,200 foot extension to the existing deceleration lane for the southbound 1-75 off-ramp, which is part of the Revised Phase 2A Pipeline Improvements detailed in Alternative 1, together with certain site-related improvements as detailed in Section IV.C.4.c(1) below: These improvements (both pipeline and site-related) are also depicted on **Exhibit C** attached hereto and made a part hereof.

3. Sub-Phase 2A-2: The Developer shall be allowed to obtain certificates of occupancy for up to an additional 425,000 square feet of commercial retail development (600,000 square feet cumulative), and an additional 125,000 square feet of office development (245,000 square feet cumulative) upon substantial completion of the following projects, which are identified as part of the Revised Phase 2A Pipeline Improvements under Alternative 1 above:

(a) the widening of Big Bend Road to a 6-lane urban arterial road from Covington Garden Drive to the western boundary of the main entrance to DRI Tract 1(a) on Big Bend Road (which is also the main entrance for the Revised Phase 2A development and aligns with East Bay High School's main entrance on Big Bend Road as depicted on **Exhibit C** hereto as improvement 2a;

(b) the widening of Big Bend Road to a 6-lane rural arterial road from the main entrance to DRI Tract 1(a) on Big Bend Road, which aligns with East Bay High School's main entrance on Big Bend Road to the northbound I-75 off-ramp for northbound and westbound movements as depicted on **Exhibit C** hereto as improvement 2b;

(c) construction of an additional westbound left turn lane on the I-75 southbound off-ramp at Big Bend Road thereby creating a triple left turn lane at this intersection as depicted on **Exhibit C** hereto as improvement 2c; and

(d) construction of an additional westbound left turn lane to the northbound I-75 off-ramp at Big Bend Road for northbound to westbound movements thereby creating a dual left turn lane at this intersection as depicted on **Exhibit C** hereto as improvement 2d.

In addition to the Revised Phase 2A Pipeline Improvements identified above, the Developer shall also substantially complete certain "site-related" improvements identified in Section IV.C.4.c(2) below and depicted on **Exhibit C** as improvement 2.

4. Sub-Phase 3: The Developer shall be allowed to obtain certificates of occupancy for up to an additional 400,000 square feet of commercial retail development (1,000,000 square feet cumulative), an additional 100,000 square feet of office development (345,000 square feet cumulative), and an additional 125 hotel rooms (250 rooom cumulative) upon substantial completion of the following Revised Phase 2A Pipeline Improvements:

(a) the widening of Big Bend Road from US 301 through Simmons Loop Road located east of the Bull Frog Creek Bridge as a rural 6-lane road (including a sidewalk on one side of the road and a multi-use trail on the other side of the road) as depicted on **Exhibit C** hereto as improvement 3a; and

(b) the installation of a traffic signal and/or turn lane improvements at the intersection of Big Bend Road and Lincoln Road as depicted on **Exhibit C** hereto as improvement 3b.

It is specifically understood that the widening of of Big Bend Road between Simmons Loop Road and US 301 by Developer will not include any other intersection improvements except as specifically identified above.

5. Sub-Phase 4: The Developer shall be allowed to obtain building permits and thereafter certificates of occupancy for up to an additional 145,120 square feet of office development (490,120 square feet cumulative) upon the submission of a cash payment in the amount of $4,000,000.00 to Hillsborough County to help fund the construction of bike-pedestrian overpass over Big Bend Road at or near Waterset Drive as depicted on **Exhibit C** hereto as improvement 4, which cash contribution is referred to under Alternative 1 above as the Required Contribution. The terms and conditions set forth in Section IV.C.4.a.2(h) above regarding the County's use of the Required Contribution are hereby incorporated by reference.

6. If this Alternative 2 sub-phasing option is elected by Developer, the following provisions pertaining to Alternative 1 are hereby incorporated into Alternative 2 by this reference:

Section IV.C.4.a.3 (Submission of roadway plans to Hillsborough County for review and approval);

Section IV.C.4.a.5 (Cooperation between Developer and Hillsborough County if additional right of way is required to be condemned);

Section IV.C.4.a.6 (Application of the Hillsborough County Consolidated Impact Assessment Program Ordinance);

Section IV.C.4.a.7 (Consideration by Hillsborough County of adding bike/pedestrian overpass over Big Bend Road and the 4-laning of Covington Gardens Drive to the MPO's Long Range Transportation Plan Highway Needs Assessment;
Section IV.C.4.a.8(e) (definition of "substantial completion or "substantially complete"); and
Section IV.C.4.a.8(f) (delays beyond the Developer's control);

7. Notwithstanding any provision herein to the contrary, prior to the issuance of building permits for development allowed in any of the sub-phases 1(b) – 3 as described above, the Developer shall be required to provide financial security to FDOT and/or Hillsborough County ensuring the Developer's completion of the improvements designated for that subphase. Said financial security shall comply with the requirements contained in Subsections IV.C.4.a(8)(c)-(d) above. In addition, no certificate(s) of occupancy shall be issued for any development allowed in sub-phases 1(b), 2, or 3 until the improvements required for that sub-phase have been substantially completed.

c. Site Access (Non-Pipeline) Improvement Requirements for Revised Phase 2A Development.

The Developer may also be obligated to construct certain site access improvements (such as turn lanes) or other transportation improvements (such as the four-laning of a portion of Covington Gardens Drive) which are required to provide adequate and safe access to the Development. Site access and other transportation improvements related to the Revised Phase 2A development shall be either designated in the zoning conditions applicable to the Development or may be determined during design and permitting and will not require an amendment to this Amended and Restated Development Order, and will not be credited against the "proportionate share" of transportation improvements required in connection with any phase of the Development. However, nothing herein shall be construed as preventing the award of offsets or credits against transportation impact fees for any of these improvements if they are creditable under the Impact Fee Ordinance.

In the event that the Developer elects "Alternative 2" or the "sub-phasing alternative" as provided in Section IV.C.4.b above, the following shall constitute a non-exclusive list of site access (non-pipeline) transportation improvements required in connection with the applicable sub-phase(s) as indicated below:

(1) Sub-phase 2A-1(b): The Developer shall construct the following site-related (non-pipeline) transportation improvements as part of Sub-phase 1(b):

a) Left turn lane from westbound Big Bend Road south into the main entrance to DRI Tract 1(a) on Big Bend Road as depicted on **Exhibit C** hereto as improvement 1b(a); and

b) Right turn lane from eastbound Big Bend Road south into the main entrance to DRI Tract 1(a) on Big Bend Road as depicted on **Exhibit C** hereto as improvement 1b(b).

(2) Sub-phase 2A-2: The Developer shall construct the following site-related (non-pipeline) transportation improvements as part of Sub-phase 2:

a) Widening of Covington Gardens Drive from 2-lanes to 4-lanes from the southern boundary of DRI Tract 15 to Big Bend Road as depicted on **Exhibit C** hereto as improvement 2 .

d. Capital Contribution Agreement for Revised Phase 2(A)

(1). Section 380.06(16)(c), Florida Statutes, provides the authority for the Developer and Hillsborough County to enter into front-ending agreements which provide for the reimbursement by the County to the Developer, its successors or assigns, for any voluntary capital contributions and/or improvements made by the Developer in excess of the Developer's fair share. The Developer and the County are hereby authorized to enter into front-ending agreements ("Front-Ending Agreement") which provide for the reimbursement by the County to the Developer, its successors or assigns, for the Developer's voluntary contribution to, or design and/or construction of, any transportation improvements relative to Revised Phase 2A of the Development ("Voluntary Transportation Improvement"). A Voluntary Transportation Improvement may include any one or more of the following:

a). Any transportation improvement not included in this Amended and Restated Development Order, which is not necessary to satisfy the Developer's transportation mitigation requirements and/or is in excess of the Developer's proportionate share, but does mitigate for impacts reasonably attributable to Revised Phase 2A of the Development.

b). Any expansion and/or enhancement of a transportation improvement included in this Amended and Restated Development Order. An example of this type of transportation improvement is the design and/or construction of a transportation improvement to urban design standards as opposed to rural design standards.

c). The advancement of the design and/or construction of any transportation improvement ahead of a required time-frame provided by this Amended and Restated Development Order ("Advanced Improvement"). A Front-

Ending Agreement may provide that, upon completion of the Advanced Improvement, the respective condition of the Amended and Restated Development Order shall be deemed satisfied, and the condition shall not be replaced with any other transportation improvement requirement.

(2) The foregoing examples of Voluntary Transportation Improvements are not necessary to satisfy the Developer's transportation mitigation requirements, and are voluntary contributions in excess of proportionate share, but do mitigate for impacts reasonably attributable to Revised Phase 2A of the Development. Front-Ending Agreement shall not be construed to require the Developer to make any Voluntary Transportation Improvement.

5. Revised Phase II(b) or 2B.

Conceptual approval of Revised Phase II(b) or 2B is accorded. A transportation analysis must be submitted and approved in accordance with Section 380.06, F.S., prior to initiation of Revised Phase II(b) or 2Bdevelopment. Any resulting transportation improvements necessitated by the addition of Revised II(b) or 2B will be specified and incorporated into the Amended and Restated Development Order. Further, upon request of the Developer, prior to development beyond Revised Phase 2A, a determination shall be made by Hillsborough County and coordinated by the County in writing with the other appropriate agencies whether or not a pipeline option for mitigation for Revised Phase II(b) or 2B development is permitted by then existing rules and regulations. If so, the Amended and Restated Development Order may be amended to identify a pipeline project(s) and proportionate share amount which will mitigate the Revised Phase II(b) or 2B development with due consideration given for all improvements and contributions made by the Developer to mitigate traffic impacts. If Hillsborough County determines that a pipeline option is not appropriate, transportation mitigation for Revised Phase II(b) or 2B of the Development shall be determined in accordance with other then applicable rules of Hillsborough County, TBRPC and DCA.

6. Geographic Relocation and Land Use Trade-Off Mechanism.

The Developer is entitled to relocate various uses geographically within the project and trade off land uses in accordance with the following table without additional approvals from the Department of Community Affairs (the "Department") and the Tampa Bay Regional Planning Council ("TBRPC"); however, notice of the Developer's use of the land use trade-off mechanism ("LUTM") in accordance with the following table shall be provided to the TBRPC and the Department as hereinafter provided. Further, both the TBRPC and the Department shall have the right to review the use of the LUTM by the Developer to ensure that said use complies with this condition, but the TBRPC and the Department shall not be approval entities with respect to the geographic

relocations of land uses as it pertains to the LUTM. The geographic relocation of land uses shall not be permitted within any area designated as preservation or conservation areas. In seeking approval of a specific Land Use Exchange, the Developer shall prepare and submit to the County a request which demonstrates that the impacts generated by the proposed land use mix will not exceed the impacts for transportation, potable water, wastewater treatment, solid waste disposal, drainage and parks and recreation which are authorized in this Amended and Restated Development Order. Additionally, the Developer shall demonstrate that the proposed land use mix will not generate additional demand for affordable housing beyond the amount for which the supply of affordable housing has been demonstrated to be available. The application of the LUTM will be limited so that the total approved development for each approved land use category will not be exceeded. Upon submission of a request to the County to implement this section of the Amended and Restated Development Order, all application materials and information necessary to support approval of such a request shall be provided to the Department and the TBRPC by the Developer. The Developer shall provide written notification to the Department and TBRPC of the approval or denial of any land use exchange requested by the Developer. Further, the approval of any land use exchange request shall be included in the Annual Report which covers the reporting period in which the land use exchange was approved. With the submittal of any Notice of Proposed Change requiring changes to this Amended and Restated Development Order, the Revised Master Development Plan and Phasing Schedule shall be amended to reflect any Land Use Exchange(s) that have been approved since the issuance of the Amended and Restated Development Order or last amendment to the Amended and Restated Development Order. Such change considered by itself shall not constitute a substantial deviation. Changes to the Phasing Schedule under this paragraph do not include extensions to the buildout date.

The land use exchange request shall contain information sufficient to enable the County to determine that the impacts of the revised land use mix do not exceed the impacts of the land use mix being replaced. The quantifiable impacts will be measured based upon the relevant factors then currently used by the County (e.g. ITE trip generation rates, EDU tables solid waste generation factors, etc.). The Developer shall verify the appropriate factors with County staff prior to the submittal of any such land use exchange request.

The traffic impacts of the revised land use mix shall be deemed by the County not to exceed the approved traffic impacts of the land use mix being replaced so long as the changes does not increase the p.m. peak hour total traffic and the relative proportions of trips produced by attractors and the trips produced by generators remains substantially the same for the phase or subphase. In the event that the attractor/generator proportions are not substantially the same, as determined by the County, additional information may be required to assess trip distribution, intersection(s) performance and/or particular roadway segments designated by the County.

Table 5 which follows includes conversion factors for equating traffic impacts of exchanges of land uses with similar travel characteristics. The incorporation of this land use exchange mechanism shall not operate to permit the Developer to develop any land use which will generate peak hour trips in excess of the total number of p.m. peak hour trips for which it has obtained specific development order approval.

TABLE 5
Land Use Trade-off Matrix

"A" Equivalent Uses	"B" Land Uses to be traded							
To From	Single Family	Multi Family	Office	Service Center	Light Industrial	Commercial	Motel (room)	Hotel (room)
Single Family	N/A	1.15	N/A	N/A	N/A	N/A	N/A	N/A
Multi Family	0.87	1	N/A	N/A	N/A	N/A	N/A	N/A
Office	N/A	N/A	1	1.14	1.61	N/A	N/A	N/A
Service Center	N/A	N/A	0.88	1	1.41	N/A	N/A	N/A
Light Industrial	N/A	N/A	0.62	0.71	1	N/A	N/A	N/A
Commercial	N/A	N/A	N/A	N/A	N/A	N/A	.0125	.01
Motel (room)	N/A	N/A	N/A	N/A	N/A	80	N/A	N/A
Hotel (room)	N/A	N/A	N/A	N/A	N/A	100	N/A	N/A

Notes: N/A= Not Applicable

The calculations must always start in Column "A" and end in Column "B". Start in Column "A" at appropriate row, proceed horizontally, then vertically to the equivalent use in Column "B". The equivalent Column "B" land use is noted in the ( ) at the intersection of the "traded land use" horizontal row, and the "equivalent uses" vertical column. For example, one square foot of commercial (Column "A") can be traded into .0125 Motel rooms, or 1,000 s.f. commercial equates to 12.5 Motel rooms. The use of the LUTM in Table 5 is expressly prohibited on Tracts 1a, 1b and 15 as shown on Map H or otherwise in connection with the Revised Phase 2A development.

The following maximum and minimum development thresholds are incorporated for Revised Phase l:

	Maximum	Minimum
Single Family	1,120 units	1, 020 units
Multi-Family	172 units	172 units
Office	176,820 sq. ft.	45,540 sq. ft.
Service Center	287,712 sq. ft.	138,528 sq. ft.
Light Industrial	160,000 sq. ft.	0
Hotel/Motel	500 rooms	0 rooms

Additional Notes Relating to the LUTM:

1. Single family and multi family trade-off calculated based upon dwelling units.
2. Office, Service Center and Light Industrial trade-off calculated based upon gross square feet. Hotel and Motel trade-offs calculated based upon rooms.
3. The Land Use Exchange may be applied to alter the mix of land uses specifically approved for Revised Phase I, in accordance with the Land Use Trade-Off Matrix. Changes between land use categories designated N/A will require submittal of a Notice of Proposed Change application by the Developer.
4. Any proposed Land Use Exchange which results in an increase which creates a reasonable likelihood of additional impacts for potable water, wastewater treatment, or solid waste disposal in approved Revised Phase I, will require confirmation of utility service availability from Hillsborough County. The approved impacts for Revised Phase I are 441,905 gallons per day of potable water usage, 298,490 gallons per day of wastewater treatment demand, and 7.60 tons per day of solid waste disposal demand. Note: Revised to reflect impacts for 1,005 single-family units moved to Waterset (FKA Wolf Creek Branch) DRI #266 as part of NNP-Southbend II NOPC.

7. HART Requirements.
The Developer shall be required to conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed phase modal splits of 2.5%, 3.5% and 4.7% and shall monitor them with each Annual Report.

a. Access and internal arterial and appropriate collector road geometries shall accommodate a 96" wide by forty (40) feet long advance design coach.

b. The Developer shall provide shelters and pullout bays along the on-site transit route on the internal arterial or collector roads as and when deemed appropriate by HART. Shelter locations shall be reasonably 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.

c. Transit schedule/information displays will be provided, at a minimum, at each on-site bus stop by the Developer.

d. Maintenance of transit amenities such as shelters, benches, and schedule displays shall be the responsibility of HART. Maintenance of landscaping adjacent to transit amenities shall be the responsibility of the Developer.

e. Details, standards and phasing of all transit amenity provisions must be approved by HART and shall be representative of those commonly in use by HART.

8. Impact Fees. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right- of- way and transportation improvements although their payment will be credited towards any Pipeline Improvements if consistent with the provisions of the impact fee regulations.

D. ENVIRONMENTAL

1. Hillsborough County shall reserve the right to require that the Developer undertake mitigative measures or a revision of the master General Development Plan to alleviate any potential impacts of the project on ambient air quality.
2. To reduce fugitive dust and other adverse air emissions the Developer shall undertake the measures referenced on pages 13-6 and 13-7 of the ADA to reduce fugitive dust and other adverse air emissions. Specifically the Developer shall ensure that:
   a. The cleared and disturbed areas shall be sodded, seeded, mulched, or planted with landscape material as soon as practicable.
   b. The side slopes of detention ponds will be sodded or natural vegetation will be encouraged to grow.
   c. Wind erosion will be controlled through sprinkling or other appropriate means.

3. The Developer agrees that representative stands of each upland vegetative community type listed on page 18-1 of the ADA shall be set aside in their natural state in order to maintain natural diversity on the site. These areas shall be designated on the General Development Plan to serve as conservation areas and shall be of sufficient size so as to maintain their natural function. To the extent possible these areas should be located contiguous to other habitats, conserved so as to enhance their value. The Developer may create oversized lots by platting within the Oak Hammock Preserve, provided that the minimum lot size requirements for each such lot shall be met using land located outside the preserve. In the event oversized lots are platted into the preserve, the Developer shall prepare and record a conservation easement in favor of Hillsborough County in accordance with the requirements of 704.06, Florida Statutes (1997), prior to final plat approval. The conservation easement shall encompass the entire area of the Oak Hammock shown on Map "H" dated April 13, 1999.

4. The portions of the Southbend site which meet the definition of preservation and conservation areas, as defined in the Council's adopted growth policy, Future of the Region, Sections 2.701 and 2.702 shall be so designated on the revised General Development Plan submitted to Hillsborough County for Planned Unit Development approval.

5. Prior to the issuance of any permits, a Final Drainage Plan for the Project or any subphase thereof shall be submitted to Hillsborough County, DEP, SWFWMD and TBRPC for review and to Hillsborough County for approval.

6. In order to protect water quality, the following parameters shall be included in the Project drainage plan(s):

   a. The drainage system shall be designed to provide retention, or detention with filtration/assimilation treatment for the first "flush" of runoff generated from the site as required by 17-25 FAC and 40D-4 Rules of the SWFWMD.

   b. Best Management Practices recommended by Hillsborough County shall be adhered to.

7. In the event that any species listed in Sections 39-27.03-.05, F.A.C. are observed frequenting the site for nesting, feeding, or breeding, proper protection and mitigation measures shall be employed in cooperation with the Florida Fish and Wildlife Conservation Commission.

8. Prior to the issuance of detailed site plan approval or Land Alteration permits, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which any onsite gopher tortoise colonies shall be preserved or relocated. Copies of any required permits relative to any on-site gopher tortoise population shall be provided to Hillsborough County and TBRPC. An acceptable plan detailing how the gopher tortoise population will be accommodated, protected and monitored shall be submitted to Hillsborough County, the Florida Fish and Wildlife Conservation Commission and TBRPC. The plan shall be submitted prior to any clearing activities or building permits for Revised Phase I.

9. Prior to any site alteration, the Developer shall institute a quarterly monitoring program to establish background conditions and the quality of surface water exiting the site. Quarterly monitoring shall begin at least thirty (30) days prior to the actual development commencement and shall continue through buildout. The monitoring results shall be submitted to the DEP, SWFWMD, the Hillsborough County EPC, and TBRPC quarterly. Any violation of Chapter 17-3 F.A.C. shall require corrective measures as set forth by DEP. **[The surface water monitoring program has commenced for Revised Phase I]**

10. The Developer, its assigned agents or successors or assigns, shall be responsible for the maintenance of all open space/recreation areas and landscaped areas within each phase of the development. This does not include water retention/detention ponds in platted subdivisions with public streets or the dedicated 4.0 acre park.

11. The Developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for landscape and open space irrigation prior to the issuance of Certificates of Zoning Compliance.

12. The Developer shall designate a private management entity responsible for maintenance and operation of any on-site wells, prior to the issuance of any detailed site plan approval.

13. Water-saving methods and fixtures shall be incorporated into Southbend design and construction.

E. PUBLIC FACILITIES

1. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision or expansion of internal and external water supply, supply lines, and facilities to service Southbend. This shall include the capping or use of current onsite wells and/or any drilling of new wells for potable or non-potable water. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction. Hillsborough County shall provide water service to this development in accordance with Hillsborough County Ordinance No. 00-004 as amended or superseded.

2. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall ensure provision of fire flows acceptable to Hillsborough County and of any additional fire fighting facilities/manpower/equipment required to serve the project beyond that budgeted by Hillsborough County. Prior to the issuance of building permits for a structure of 4 or more stories, a career ladder company shall be provided by the Developer, unless otherwise determined by Hillsborough County.

3. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision of wastewater treatment facilities that will serve the Southbend development.

4. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall provide documentation to Hillsborough County of an approved master plan for wastewater collection, treatment and effluent disposal facilities.

5. Prior to issuance of detailed site plan approval for each phase of the development, 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 development.

6. Prior to specific approval of Revised Phase II(b), the Developer will obtain verification from the appropriate County utility departments of service for the anticipated public facility volumes (i.e. potable water, wastewater, and solid waste).

F. HAZARDOUS WASTE

1. The Developer or its assigns shall implement a site specific groundwater monitoring program for all activities which require the handling of hazardous or toxic substances as required by Hillsborough County, the Environmental Protection Commission and the Florida Department of Environmental Protection.

2. The Developer shall ensure that those individual tenants who use, handle, store, or process hazardous wastes provide an emergency response and hazardous waste management operation plan to minimize hazards to human health and the environment. The plan will describe the procedures and actions required of facility personnel as well as describe the arrangements agreed to by local police and fire departments, emergency services and hospitals. Individual tenant plans will be included in the annual report following their adoption.

3. All temporary storage facilities for hazardous or toxic materials or wastes will be designed at a minimum to meet the criteria set forth in the Future of the Region, to the extent that there is no conflict with Hillsborough County hazardous waste management plans.

4. In accordance with local government policy and appropriate environmental regulations, the Developer shall ensure through restrictive covenants that producers of hazardous waste shall handle and store such waste on site in properly designed areas and prepare those products for shipment to hazardous waste transfer facilities designated by Hillsborough County.

G. HISTORICAL OR ARCHAEOLOGICAL

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

H. ENERGY MANAGEMENT AND FLOOD CONTROL

1. The Developer shall hold discussions and cooperate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, concerning the feasibility of designating the Southbend Regional Mall and/or hotels as public hurricane evacuation shelters. A report on the final outcome of these discussions shall be submitted in the Annual Reports immediately following issuances of certificates of occupancy for the hotel(s) and mall.

2. The Developer or its assigns shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure the safe and orderly evacuation of hotel guests, residents and those employees who, for security or administrative reasons, are in buildings after an evacuation order is issued. Cooperative measures include (1) ordering all buildings closed for the duration of a hurricane evacuation order; (2) informing all employees and residents of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first Annual Report submitted after occupancy of any portion of the project.

3. Elevations for all habitable structures shall be at or above the base flood elevation.

I. ENERGY CONSERVATION

The energy conservation measures referenced on page 25-4 of the ADA 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:

1. The initiation of programs to promote energy conservation by employees, buyers, suppliers and the public.

2. Reduction in levels of operation of all air conditioning, heating and lighting systems during non-business hours.

3. Recycling programs.

4. The use of energy-efficient cooling, heating and lighting systems.

5. Installation of innovative energy conservation features such as waste heat recovery or solar power where feasible in project development.

6. Use of the most energy efficient technology economically feasible in the construction and operation of commercial facilities and life-cycle costing (to include operation and maintenance costs) in evaluating energy conservation effectiveness.

J. SCHOOLS AND PARKS

1. The Developer shall dedicate a 4.0 acre parcel of Southbend for use as a park site which shall be owned and maintained by Hillsborough County. If the park site is not accepted by Hillsborough County, the site may be used for single-family or town home residential development only so long as the total number of dwelling units on site does not exceed 2,810. **(Note: The park site and adjacent upland preserve have been deeded to Hillsborough County pursuant to that certain deed recorded at OR Book 11752, Page 1285.)**

2. The Developer shall dedicate to the School Board upon request of the School Board, usable land for one 15.5 acre elementary school site of which 3.5 acres may be shared with the adjacent park site. If the school site is not accepted by the Hillsborough County School Board, the site may be used for single-family or town home residential development only so long as the total number of dwelling units on site does not exceed 2,810. **(Note: The school site has been deeded to the Hillsborough County School Board pursuant to that certain deed recorded at OR Book 13274, Page 0570.)**

K. BUFFERS

Non-residential 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.

L. EQUAL OPPORTUNITY

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

M. GENERAL

1. Any change to the project which meets the criteria set forth in Subsection 380.06(19) (b), F.S., shall constitute a substantial deviation.

2. Any approval of the Southbend development shall, at minimum, satisfy the provision of Subsection 380.06(15), F.S.

3. Any approval of this development shall require that all of the Developer's commitments set forth in the ADA be honored, except as they may be superseded by specific terms of the Amended and Restated Development Order.

4. The Covington Park Community Development District is hereby authorized to undertake the funding, construction, operation and/or maintenance of any of the projects, whether within or without the boundaries of the District, which are

identified within this Amended and Restated Development Order in Revised Phase I.

5. No amendment or change to this Amended and Restated Development Order shall be required in the event that the Developer elects to form an additional community development district to undertake the funding, construction, operation and/or maintenance of projects identified in this Amended and Restated Development Order in connection with the Revised Phase 2A development so long as the Developer complies with the requirements contained Chapter 190, *Florida Statutes*, and such additional requirements as may be reasonably imposed by Hillsborough County related to the creation of the community development district (except no amendment of this Amended and Restated Development Order shall be required).

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APPROVED BY COUNTY ATTORNEY

BY_____
Assistant County Attorney
Approved As To Form And Legal Sufficiency

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, Pat Frank, 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 meeting of May 16, 2012, as the same appears of record in Minute Book 432, of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 18th day of May, 2012.

PAT FRANK, CLERK OF CIRCUIT COURT

BY: Beverly Anne Miller
Deputy Clerk

BOARD OF COUNTY COMMISSIONERS HILLSBOROUGH COUNTY GREAT SEAL OF THE STATE OF FLORIDA IN GOD WE TRUST

TABLE 20-1

Phasing Schedule

Land Use	Revised Phase I Specifically Approved 12/31/2013	Revised Phase 2A Specifically Approved* 12/31/2015	Revised Phase II(b) Conceptually Approved 12/31/2015	Total
Regional Commercial		1,000,000 sf		1,000,000 sf
Office	111,180 sf	490,120 sf*	52,700 sf	654,000 sf
Hotel		250 rooms	250 rooms	500 rooms
Neighborhood Commercial	116,600 sf			116,600 sf
Service Center	213,120 sf		426,880 sf	640,000 sf
Light Industrial	160,000 sf		1,440,000 sf	1,600,000 sf
Multi-Family Residential **	172 du		300 du	472 du
Town House Residential			322 du	322 du
Single Family Residential**	1,020 du			1,020 du
Totals	1,192 du 600,900 sf	0 du 1,590,120 sf	622 du 2,019,580 sf	1,814 du 4,210,600 sf

Note: The southern 39.7-acres +/- have been moved to Wolf Creek Branch DRI #266 pursuant to NNP-Southbend II NOPC 2010

* While Office uses in Revised Phase 2A shall be allowed on both Tract 1(a) and Tract 1(b), only Office uses and structured parking shall be permitted as a principal use on Tract 1(b). The Office development on Tract 1(b) shall occur in a maximum of eight (8) buildings.

* Phase 2A Office uses are allowed to be developed on Tract 15 so long as buffering is installed on Tract 15 in a manner consistent with Tract 1(b).

** Includes NNP-Southbend II LLC NOPC request for land use exchange to convert 150 SFD to 172 Multi-family (duplex) and to move 1,005 SFD Entitlements to Wolf Creek Branch DRI #266, for a total reduction of 1,155 SFD dus and increase of 172 multi-family dus

Southbend DRI #145
Exhibit A
Revised Legal Description

"Thompson Tract - Parcel 1"
DESCRIPTION: From the Southeast corner of Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.89°00'58"W., 60.00 feet, along the south boundary of said Section 14 to the westerly right-of-way line of Access Road No. 1 for State Road 93-A (Section 10075-2403) and the POINT OF BEGINNING; thence N.89°00'58"W., 2583.54 feet, along the South boundary of said Section 14 to the Southwest corner of the Southeast 1/4 of said Section 14; thence N.88°59'26"W., 2268.11 feet, along the South boundary of said Section 14 to the East boundary of the West 375.00 feet of said Section 14: thence N.00°53'16"E., 1444.37 feet, along said East boundary to the Southeasterly right-of-way of the Seaboard System Railroad (formerly Seaboard Coast Line Railroad); thence N.28°37'52"E., 4093.43 feet along the Southeasterly right-of-way line to the southerly right-of-way line of Big Bend Road (S.R. 672); thence along said Southerly right-of-way line the following six (6) courses, (1) S.87°37'25"E.,488.62 feet;(2) thence N.88°10'56"E., 300.81 feet; (3) thence N.84°24'25"E., 302.93 feet; (4) thence S.87°37'25"E., 1500.00 feet; (5) thence S.84°02'29"E., 233.08 feet; (6) thence S.88°36'40"E., 172.77 feet to a point on the East boundary of said Section 14; thence leaving said Section 14 and entering Section 13, Township 31 South, Range 19 East, S.88°37'40"E., 20.42 feet along said Southerly right-of-way line of Big Bend Road (S.R. 672) to the Westerly right-of-way line of Access Road No. 1; thence S.00°45'33"W., 2363.99 feet, along said Westerly right-of-way line to the beginning of a curve (having a radius of 267.13 feet, a central angle of 30°00'00", and a chord bearing and distance of S.15°45'33"W., 138.28 feet) along said Westerly right-of-way line, leaving said Section 13 and re-entering said Section 14, to a point of reverse curvature; thence Southerly, 172.79 feet, along the arc of a curve to the left (having a radius of 330.00 feet, a central angle of 30°00'00", and a chord bearing and distance of S.15°45'33"W., 170.82 feet) along said Westerly right-of-way line to the end of said curve; thence S.00°45'33"W., 2388.11 feet, along said Westerly right-of-way line to the POINT OF BEGINNING.

Containing 490.062 acres, more or less.

AND

"Thompson Tract - Parcel 2"
DESCRIPTION: BEGINNING at the southwest corner of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°45'33"E., 2388.35 feet, along the West boundary of said Section 13 and the Easterly right-of-way Line of Access Road No. 1 for State Road 93-A (Section 10075-2403) to the beginning of a curve to the right; thence Northerly 141.37 feet, along the arc of said curve (having a radius of 270.00 feet, a central angle of 30°00'00", and a chord bearing and distance of N.15°45'33"E., 139.76 feet) along said Easterly right-of-way line to a point of reverse curvature; thence Northerly, 171.28 feet, along the arc of a curve to the left (having a radius of 327.13 feet, a central angle of 30°00'00", and a chord bearing and distance of N. 15°45'33" E., 169.34 feet) along said Easterly right-of-way line to the end of said curve; thence N.00°45'33"E., 2363.35 feet, along said Easterly right-of-way line to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88°37'40"E., 1242.35 feet, along said Southerly right-of-way line to the East boundary of the West 1/4 of said Section 13; thence S.00°33'29"W., 5024.02 feet, to the Southeast corner of the West 1/4 of said Section 13; thence N.89°47'45"W., 1339.96 feet, along the South boundary of said Section 13 to the POINT OF BEGINNING.

Containing 149.310 acres, more or less.

AND

"Sumner Tract"
DESCRIPTION (as furnished): That part of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, lying west of the west right-of-way line of Interstate Highway 75 LESS right-of-way for Big Bend Road (C.R. 672), Hillsborough County, Florida. Less I-75 Limited Access Right-of-way as contained in that certain Order of Taking recorded November 22, 1978 in O.R. Book 3444, Page 1138 and contained in that certain Stipulated Final Judgment recorded June 29, 1981 in O.R. Book 3824, Page 164; and LESS that portion shown in that certain Order of Taking (Case #79-13223) recorded December 26, 1979 in O.R. Book 3605, Page 341, and contained in that certain Final Judgment recorded in O.R. Book 3642, Page 42 and re-recorded in O.R. Book 3659, Page 931. Corrected Final Judgment recorded in O.R. Book 3865, Page 1297 and re-recorded in O.R. Book 3878, Page 825, Public Records of Hillsborough County.

And being more particularly described as follows:

DESCRIPTION: BEGINNING at the Southwest corner of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°33'29"E., 5024.02 feet, along the West boundary of the East 1/2 of the West 1/2 of said Section 13 to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88°37'40"E., 196.17 feet, along said Southerly right-of-way line; thence S.79°49'13"E., 300.43 feet along the Southerly Limited Access right-of-way line for I-75 (S.R. 93-A); thence S. 84°48'50"W., 462.89 feet, along said- Limited Access right-of-way line; thence leaving said right-of-way S.14°03'11"W., 25.30 feet; thence S.21°38'02"E., 140.36 feet; thence S.12°04'42"E., 1498.28 feet, to the East boundary of the East 1/2 of the West 1/2 of said Section 13; thence S.00°22'09"W., 697.00 feet along said East boundary to the South-east corner of the Northwest 1/4 of said Section 13; thence S.00°22'17"W., 450.37 feet along the East boundary of the East 1/2 of the West 1/2 of said Section 13 to the Westerly limited Access right-of-way line of said I-75 (S.R. 93-A); thence S.14°53'03"W., 624.26 feet, along said Westerly Limited Access right-of-way line; thence S.16°01'48"W., 1618.97 feet, along said Limited Access right-of-way line to the South boundary of said Section 13; thence N.89°47'45"W., 746.05 feet, along said South boundary to the POINT OF BEGINNING.

Containing 130.529 acres, more or less.

Containing 769.901 total net acres, more or less.

AND

"Simmons Parcel"

Being that portion of "Parcel Two" lying Westerly of I-75 (State Road 93A), as recorded in Official Records Book 4468, Page 273, of the Public Records of Hillsborough County, Florida,described as follows:
A portion of the Southwest ¼ of the Northeast ¼ and the Northwest ¼ of the Southeast ¼ of Section 13, Township 31 South, Range 19 East; lying Westerly of I-75 (State Road 93A) and less the land conveyed to Tampa Electric Company in Official Records Book 3659, Page 931, Hillsborough County, Florida, being more particularly described as follows:
Begin at the Southwest corner of the Northeast ¼ of Section 13, Township 31 South, Range 19 East, thence coincident with the West Boundary of the Northeast ¼ of said Section 13, N 00°21'47" E a distance of 697.00 feet to a point on the South Boundary of the lands described per Official Records Book 3659, Page 931 of the Public Records of Hillsborough County, Florida; thence departing said West Boundary coincident with said South Boundary, S 88°35'45" E a distance of 214.41 feet to a point coincident with the Westerly Right-of-way Boundary of I-75 (State Road 93A), said point being on a non-tangent curve concave Westerly, said curve having a radius of 2197.83 feet, a central angle of 15°27'30" and being subtended by a chord bearing S 07°10'08" W for a distance of 591.17 feet; thence departing said South Boundary coincident with said Westerly Right-of-way Boundary and the arc of said curve a distance of 592.97 feet; thence continue coincident with said Westerly Right-of-way Boundary, S 14°56'27" W a distance of 574.61 feet to a point coincident with the West Boundary of the Southeast ¼ of said Section 13; thence departing said Westerly Right-of-way Boundary coincident with said West Boundary, N 00°24'06" E a distance of 450.01 feet to the Point of Beginning.

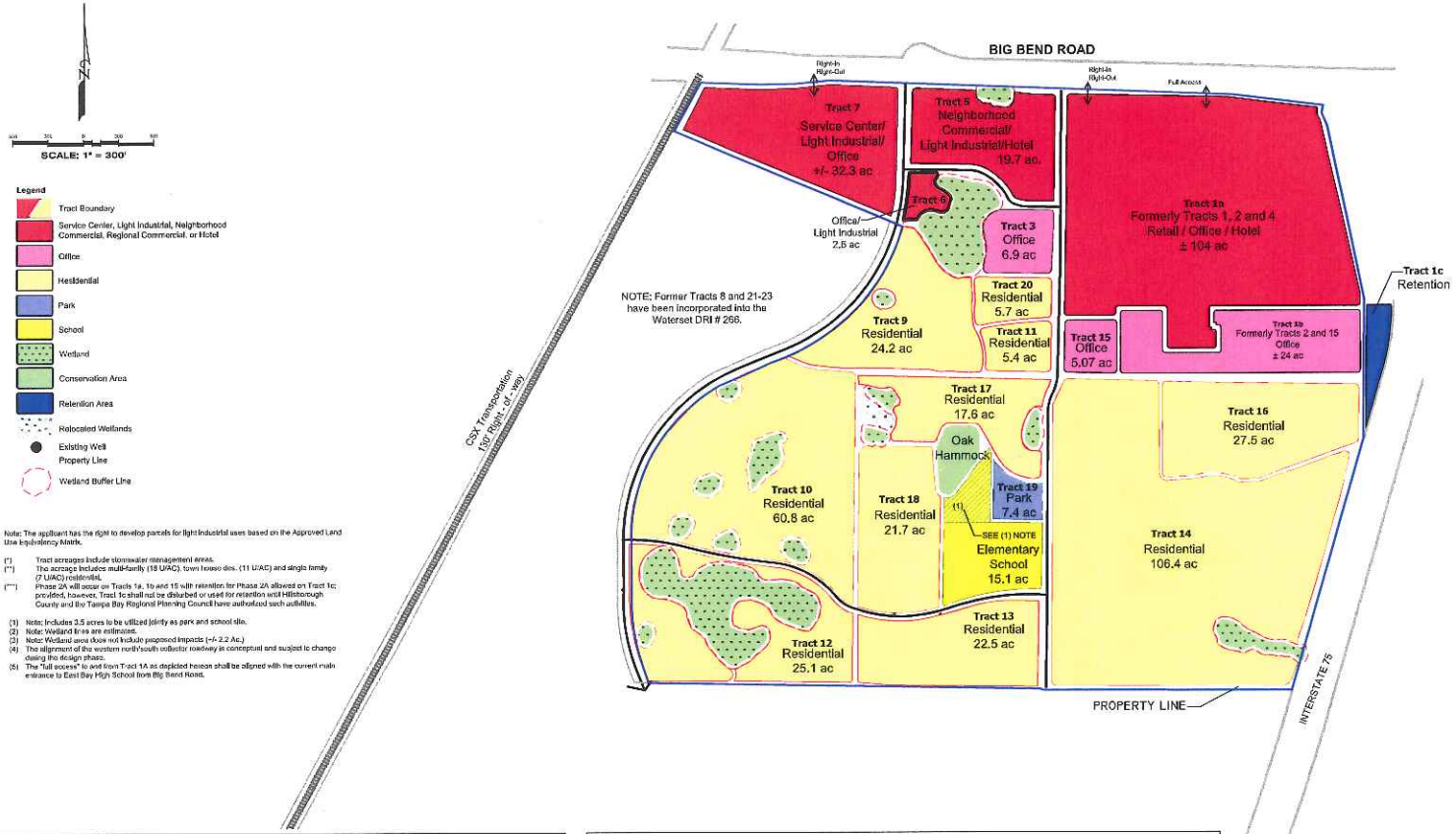
LESS AND EXCEPT THE FOLLOWING DESCRIBED PARCEL

SOUTHBEND DRI PARCEL
DESCRIPTION: A parcel of land lying in Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

COMMENCING at the Southwest corner of said Section 14, run thence along the South boundary of the Southwest 1/4 of said Section 14, S.88°59'34"E., 375.00 feet for a POINT OF BEGINNING; thence along a line lying 375.00 feet East of and parallel with the West boundary of said Southwest 1/4 of Section 14, N.00°53'11"E., 1444.22 feet to a point on the Easterly railroad right-of-way line for CSX (formerly Seaboard System Railroad); thence along said Easterly railroad right-of-way line, N.28°37'48"E., 3645.73 feet; thence S.66°58'08"E., 1960.04 feet to a point on a curve on the Westerly right-of-way line of a 120.00 feet proposed road right-of-way; thence along said proposed Westerly right-of-way line the following five (5) courses: 1) Southwesterly, 1407.31 feet along the arc of a curve to the right having a radius of 1540.00 feet and a central angle of 52°21'32" (chord bearing S.41°49'14"W., 1358.85 feet) to a point of tangency; 2) S.68°00'00"W., 400.00 feet to a point of curvature; 3) Southwesterly, 1970.13 feet along the arc of a curve to the left having a radius of 1660.00 feet and a central angle of 68°00'00" (chord bearing S.34°00'00"W., 1856.52 feet) to a point of tangency; 4) South, 400.00 feet to a point of curvature; 5) Southerly, 813.55 feet along the arc of a curve to the left having a radius of 2560.00 feet and a central angle of 18°12'30" (chord bearing S.09°06'15"E., 810.13 feet) to a point on aforesaid South boundary of the Southwest 1/4 of Section 14; thence along said South boundary of the Southwest 1/4 of Section 14, N.88°59'34"W., 1386.30 feet to the POINT OF BEGINNING.

Containing 154.850 acres, more or less.

EXHIBIT B



Note: The applicant has the right to develop parcels for light industrial uses based on the Approved Land Use Equivalency Matrix.

(*) Tract acreages include stormwater management areas.
(**) The acreage includes multi-family (18 U/AC), town house des. (11 U/AC) and single family (7 U/AC) residential.
(***) Phase 2A will occur on Tracts 1a, 1b and 15 with retention for Phase 2A allowed on Tract 1c; provided, however, Tract 1c shall not be disturbed or used for retention until Hillsborough County and the Tampa Bay Regional Planning Council have authorized such activities.

(1) Note: Includes 3.5 acres to be utilized jointly as park and school site.
(2) Note: Wetland lines are estimates.
(3) Note: Wetland area does not include proposed impacts (+/- 2.2 Ac.)
(4) The alignment of the western north/south collector roadway is conceptual and subject to change during the design phase.
(5) The "full access" to and from Tract 1A as depicted hereon shall be aligned with the current main entrance to East Bay High School from Big Bend Road.

LAND USE SCHEDULE

LAND USE	AC	DENSITY/FAR	S.F.	UNITS	ROOMS
RETAIL/OFFICE/HOTEL (TRACT 1)	128.2	0.3	1,590,120		250
OFFICE (*)	14.57	0.3	163,880		
HOTEL (*)	19.7	N/A	100,000 Hotel		250
NEIGHBORHOOD COMMERCIAL		0.2	116,600		
LIGHT INDUSTRIAL					
SERVICE CENTER/LIGHT INDUSTRIAL (*)	32.3	0.35	2,240,000		
RESIDENTIAL (*) (**)	316.9			1,814	
SCHOOL (*) (1)	15.1				
PARK (*) (1)	7.4				
STORMWATER MANAGEMENT (*)	40.5				
WETLANDS (3)	22.85				
MAJOR R/W	20.83				
TOTALS	618.35				

PHASING SCHEDULE

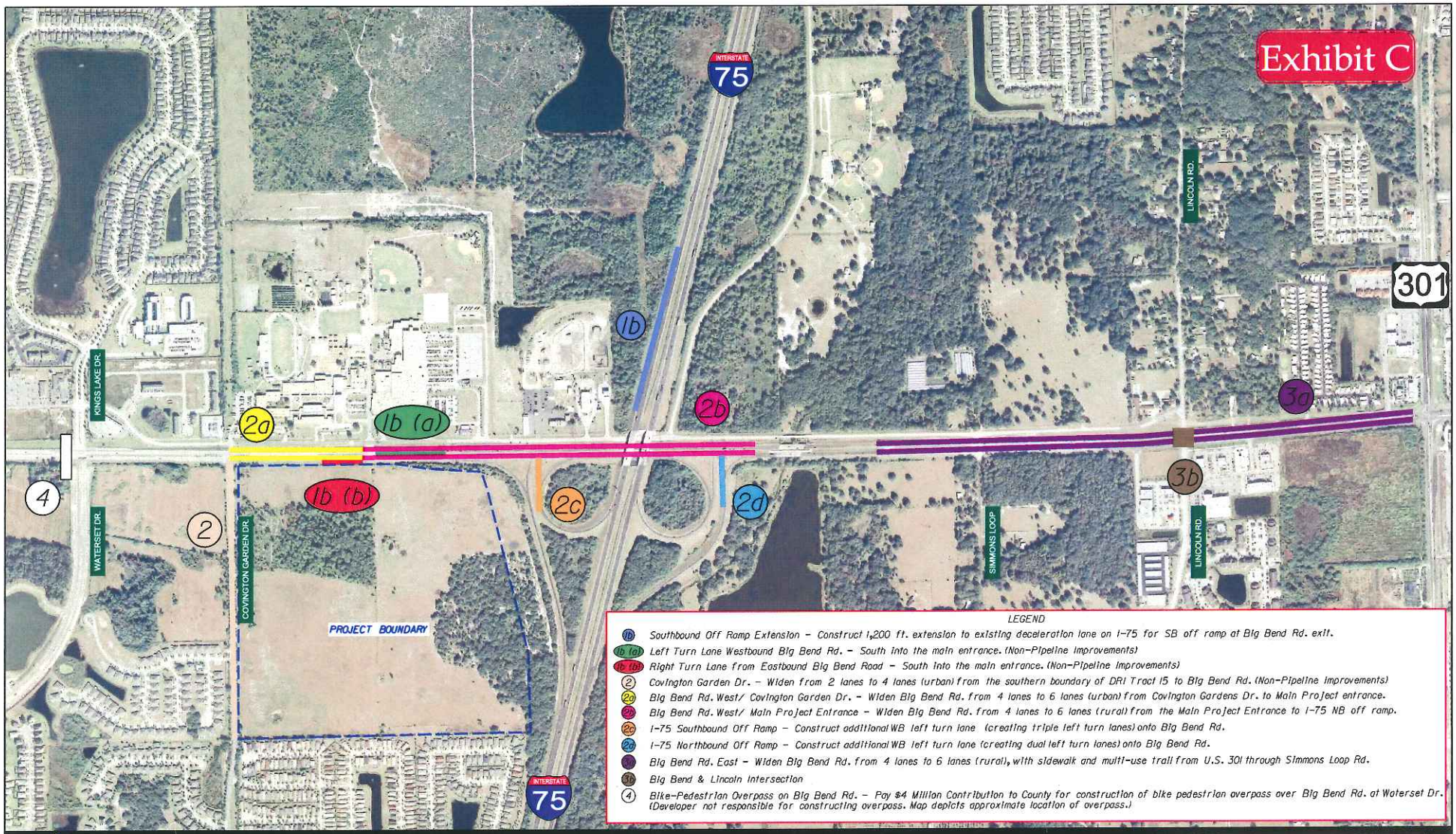
LAND USE	PHASE 1	PHASE 2A (***)	PHASE 2B	TOTALS
RETAIL		1,000,000 SF		1,000,000 SF
OFFICE	111,180 SF	490,120 SF	52,700 SF	654,000 SF
HOTEL		250 ROOMS (100,000 SF)	250 ROOMS (100,000 SF)	500 ROOMS (200,000 SF)
NEIGHBORHOOD COMMERCIAL	116,600 SF			116,600 SF
SERVICE CENTER	213,120 SF		426,880 SF	640,000 SF
LIGHT INDUSTRIAL	160,000 SF		1,440,000 SF	1,600,000 SF
MULTI-FAMILY	172 UNITS		300 UNITS	472 UNITS
TOWN HOUSE DES.			322 UNITS	322 UNITS
SINGLE FAMILY RESIDENTIAL	1,020 UNITS			1,020 UNITS
TOTAL (UNITS)	**1,192 UNITS**		**622 UNITS**	**1,814 UNITS**
TOTAL (SF)	**600,900 SF**	1,590,120 SF	**2,019,580 SF**	**4,210,600 SF**

Phasing – Phase 1 (2013 Specific Approval), Phase 2A (2015 Specific Approval), Phase 2B (2015 Conceptual Approval)

Revised Map H
Master Development Plan
DECEMBER 2010

Southbend DRI #145 NOPC
Hillsborough County, Florida

NOPC Consultant Team
Planning
Wilson Miller
Legal
Fowler, White, Boggs, PA



1" = 800 FEET

Southbend DRI Phase 2A Sub-Phasing

Aerial Flown Jan. 2009

WilsonMiller Stantec

EXHIBIT D

TRIP CALCULATION TABLES
SOUTHBEND II, LLC NOPC

Phase 1 Residential Trips per ADA Traffic Analysis

	Projected Trips	Number of Units	Per Unit Rate	Units removed per Southbend II LLC NOPC	Trips
Projected Daily Trips (1)	16,845	2,072	8.13	1,005	8170.48
PM Peak In bound (2)	1,057	2,072	0.51	1,005	512.69
PM Peak Out bound (2)	601	2,072	0.29	1,005	291.51
Total PM Peak Trips (2)	1,658	2,072	0.80	1,005	**804.19**
PM Peak Internal (3)	79	2,072	0.04	1,005	38.32
PM Peak External (3)	1,579	2,072	0.76	1,005	765.88
Total PM Peak Trips (3)					**804.19**

(1) ADA Table 4
(2) ADA Table 6
(3) ADA Table 7

Phase 1 Non-residential trips per ADA Traffic Analysis

Land Use	S.F.	ADT (1)	PM Peak (2) In	PM Peak (2) Out	PM Peak Total
Shopping Center	110,000	7,248	321	348	669
Office A	88,944	1,213	30	149	179
Office B	22,236	418	18	86	104
Service Center Office	127,872	1,604	38	185	223
Service Center Warehouse	85,248	663	15	49	64
Elementary School	900 Students	917	0	0	0
Park	7.5 Acres	17	0	0	0
Total		**12,080**	**422**	**817**	**1,239**

(1) ADA Table 4
(2) ADA Table 6

EXHIBIT D

TRIP CALCULATION TABLES
SOUTHBEND II, LLC NOPC

NOPC Re-Calculation of Projected Trips for Phase 1

	ADA Totals	NOPC Reduction	New Totals
Residential Units	2,072	1,005	1,067.00
Projected PM Peak In bound	1,479	512.69	966.31
Projected PM Peak Out bound	1,418	291.51	1,126.49
Total Projected PM Peak Trips	2,897	804.19	2,092.81
Projected ADT	28,926	8,170.48	20,755.52

NOPC Re-Calculation of Projected Trips for combined Phase 1 and 2

	Per DO	NOPC Reduction	New Totals
Projected PM Peak In bound	3,080	512.69	2,567.31
Projected PM Peak Out bound	3,592	291.51	3,300.49
Total Projected PM Peak Trips	6,672	804.19	5,867.81
Projected ADT	68,279	8,170.48	60,108.52

#145

BOARD OF COUNTY COMMISSIONERS
Kevin Beckner
Victor D. Crist
Ken Hagan
Al Higginbotham
Lesley "Les" Miller, Jr.
Sandra L. Murman
Mark Sharpe

Hillsborough County
Florida

Office of the County Administrator
Michael S. Merrill

CHIEF ADMINISTRATIVE OFFICER
Helene Marks

CHIEF FINANCIAL ADMINISTRATOR
Bonnie M. Wise

DEPUTY COUNTY ADMINISTRATORS
Lucia E. Garsys
Sharon D. Subadan

December 23, 2011

Ms. Erin Rae McCormick
Fowler White Boggs P.A.
501 E. Kennedy Blvd. Suite 1700
Tampa, FL 33602

Mr. Morris C. Massey
Hill Ward Henderson
3700 Bank of America Plaza
101 E. Kennedy Blvd.
Tampa, FL 33602-5195

RE: Southbend Development of Regional Impact – DRI #145
Build Out Date Extension per HB 7207 & Extension of Time Pursuant to Section 252.363, F.S and Executive Order Numbers 11-128, 11-172, & 11-202

Dear Ms. McCormick and Mr. Massey:

We have received your letters notifying the County that you intend to utilize the provisions of House Bill (HB) 7207 and Section 252.363, F.S and Executive Order Numbers 11-128, 11-172, & 11-202 to extend the build out dates of Revised Phase I, Revised Phase 2A, Revised Phase II(b), the Development Order's (DO) expiration date and the date by which the Development shall not be subject to down-zoning, unit density reduction, or intensity by four (4) years and 325 days.

The latest Amended & Restated Development Order was approved by the Board of County Commissioners on February 8, 2011(R11-015). Revised Phase I and Revised Phase 2A are specifically approved. Phase II(b) is conceptually approved.

Pursuant to HB 7207 and Section 252.363, F.S and Executive Order Numbers 11-128, 11-172, & 11-202 it is acknowledged that the project's Phasing Schedule, expiration date and the date and which the Development shall not be subject to down-zoning, unit density reduction, or intensity are extended to the dates shown below:

Revised Phase I	November 21, 2018
Revised Phase 2A	November 20, 2020
Revised Phase II(b)	November 20, 2020
DO Expiration Date	November 20, 2020
Down-zoning	November 21, 2023

If you have any questions, please call me at 813.276.8393.

Sincerely,

John E. Healey, AICP

cc: John Meyer, Tampa Bay Regional Planning Council (via e-mail)
Erin Rae McCormick (via e-mail)
Morris C. Massey, Hill Ward Henderson (via e-mail)

#145

PAT FRANK

Clerk of the Circuit Court
13th Judicial Circuit

February 11, 2011

JOHN MEYER DRI COORDINATOR
TAMPA BAY REGIONAL PLANNING COUNCIL
4000 GATEWAY CENTER BLVD SUITE 100
PINELLAS PARK FL 33782

Re: Resolution No. R11-015 – Amended and Restated Development Order for Southbend (DRI # 145) NOPC 10-0629

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on February 8, 2011.

We are providing this original for your files.

Sincerely,

Kathleen Richards for Julia Poupart

Julia Poupart,
Director, BOCC Records/VAB

md
Certified Mail Receipt # 7003 3110 0004 4684 3745
Attachment
cc: Board files (orig.)
Charles Gauthier, Chief, DCA Bureau of State Planning (orig. ltr.)
Andrea E. Zelman, Esq., Fowler White Boggs Bank, P.A. (orig. ltr.)
Nancy Y. Takemori, Assistant County Attorney
Paige Ward, County Attorney's Office
John Healey, Senior Planner, Planning and Growth Management
Christopher Weiss, Property Appraiser's Office
Tracy Torres, Property Appraiser's Office
Mary Mahoney, Business and Support Services
Jacky Gasper, County Attorney's Office
Sharon Sweet, BOCC Records

Resolution No. R11-015

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA,

AMENDED AND RESTATED DEVELOPMENT ORDER FOR SOUTHBEND DRI #145

Upon motion by Commissioner Murman, seconded by Commissioner Hagan, the following Resolution was adopted by a vote of 7 to 0, Commissioner(s) _____ voting "no".

WHEREAS, in January, 1986, General Homes – Florida, Inc., filed an Application for Development Approval of a Development of Regional Impact (the "ADA") with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, said ADA proposed construction of a mixed-use development located in southwestern Hillsborough County, hereinafter referred to as "Southbend" or the "Development"; and

WHEREAS, the described project lies within the unincorporated area of Hillsborough County; and

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

WHEREAS, on November 25, 1986, the Board of County Commissioners approved a Development Order, Resolution No. R86-260, the Development Order for the Southbend DRI # 145; and

WHEREAS, the Board of County Commissioners has adopted nine (9) amendments to the Development Order: (1) Resolution No. R92-0168, adopted on July 14, 1992, which extended the build out date of development and all immediate phases thereof, and the expiration date of the Development Order, each by a period of four years, eleven months and fifteen days; acknowledged the acquisition of fee simple title to the 2.5 acre parcel of land in the southwest corner of the site, required to provide project access to U.S. Highway 41; and discontinued quarterly surface water sampling until such time as development commences; (2) Resolution No. R97-168, adopted on July 15, 1997, which combined a portion of Phase II development (Phase IIA) with Phase I for specific approval; extended the build out dates and modified Map H accordingly; added a Land Use Trade Off Mechanism and geographic flexibility to the D.O.; revised or removed various conditions; and modified the annual report date from November 25 to June 30 of each year; (3) Resolution No. R99-074, adopted on April 13, 1999, which approved subphasing of the project (Phase IA) to recognize the immediate development of approximately

240 acres of the project for residential uses and the transportation mitigation required as a result thereof; extended the Phase IA build out date to November 9, 2002; allowed flexibility in uses between single family, multi-family, and town home development; and modified the Development Order to conform language regarding approved phases, impact fee credits, and school and park dedications; (4) Resolution No. R00-082 adopted on April 11, 2000, which amended the Development Order to provide that the Covington Park Community Development District is authorized to undertake the funding, construction, operation and/or maintenance of any of the projects whether within or without the boundaries of the District, which are identified within the Development Order; and (5) Resolution No. R04-048, adopted on February 24, 2004, which transferred the residential units from Phase IIB into Phase I; converted townhome and multi-family units to singe-family residential units; designated Tract 8 for Residential uses; converted 5.7 acres of Tract 3 to Residential (creating Tract 20) and converted Tract 15 to Office~~,~~; changed the location of the elementary school site; and extended the build out date for Revised Phase I to 2010, and the build out date for Phase II to 2012; deleted specific conditions related to the Transportation Systems Management program; added an additional access point at the southern boundary of the project; and identified the appropriate transportation mitigation for the development entitlements for Revised Phase I; and (6) Resolution No. R05-214, adopted September 27, 2005, which increased the maximum single-family units allowed in Phase I by 103, or from 2,072 to 2,175 total units, total Phase 1 and Phase 2 units increased from 2,694 to 2,797; added 402.8 acres to the project; modified the Master Plan including extension of a North/South collector road through the expansion area; depicted the conceptual extension of Apollo Beach Boulevard and revised the Land Use Schedule to reflect land use acreages changes and the number of residential units; and (7) Resolution No. R07-022, adopted January 23, 2007, which increased neighborhood commercial entitlements by 6,600 square feet, from 110,000 square feet to 116,600 square feet; modified Map H to add one access point along the northern boundary of the project, on Big Bend Road (right-in/right-out only access point on Tract 7); depicted one right-in only and one full access point on Tract 1 in accordance with the previously approved zoning General Development Plan; combined Tract 5 with a portion of Tract 6; allowed Neighborhood Commercial/Light Industrial and Hotel as potential uses on Tract 5 and Office/Light Industrial as potential uses on Tract 6; realigned the internal access road between Tracts 3, 5, and 6, to provide greater distance separation from the intersection at Big Bend Road; modified the acreages in Tracts 3, 5, and 6; revised the Land Use Schedule to reflect land use acreage changes and the increase in Neighborhood Commercial entitlement; and modified the Equivalency Matrix to add Hotel and Motel uses; and (8) Resolution No. R08-149, adopted September 23, 2008, which modified Map H to combine Tracts 1, 2, 4, and a portion of Tract 15 into Tracts 1a and 1b consisting of approximately 128.2 acres, total, to allow Retail/Office/Hotel as potential uses on Tract 1a consisting of approximately 104 acres, and Office and Structured Parking as permanent uses of Tract 1b consisting of approximately 24 acres (with surface parking on a portion thereof permitted as an interim use); specifically approved Phase 2A consisting of 1,000,000 square feet of regional commercial entitlements, 490,120 square feet of office entitlements and 250 rooms of hotel entitlements for use on the revised Tracts 1a and 1b; and provided for transportation and infrastructure mitigation related to the specifically approved Phase 2A on revised Tracts 1a and 1b; Resolution No. R10-126, adopted September 14, 2010, approved (a) sub-phasing the Revised Phase 2A development and the Revised Phase 2A Pipeline Improvements and Required Contributions into five (5) separate sub-phases as more particularly described herein; (b) specifically allowing Revised Phase 2A office development to occur on Tract 15; (c) amending Exhibits A and B and Map H to reflect the acquisition of land for surface water management purposes, which tract of land is labeled "Tract 1(c)" on Map H; and (d)

recognizing the automatic extension of all phase, build-out and expiration dates by three (3) years as provided in House Bill 7203 adopted in 2007; and

WHEREAS, on April 30, 2010, NNP-Southbend II, LLC filed "Notice of Proposed Change" ("NOPC") to modify Map H to redesignate Tracts 8, 21, 22, 23 and the southern 39.7 acres of Tract 7 (572.3 acres +/-) from the Southbend DRI to the Wolf Creek Branch DRI (#266); revise the Land Use Schedule to remove 1,005 residential entitlements to be incorporated into the Wolf Creek Branch DRI (#266); revise the traffic monitoring condition to reflect the reduced entitlements; revise condition C.1.d.2. to move the obligation for Waterset Drive/Big Bend Road intersection improvements to the Wolf Creek Branch DRI (#266); utilize a land use equivalency trade-off to exchange 150 single-family residential units to 172 multi-family residential units; revise the Equivalency Matrix to reflect the reduced entitlements; and update build-out dates for Phase 1 based on the 3-year extension authorized by s. 380.06(19)(c) for projects under active construction on July 1, 2007 (previously approved by R10-126); and

WHEREAS, on August 25, 2010, NNP Southbend II, LLC filed "Sufficiency Responses" with the Tampa Bay Regional Planning Council responding to questions, comments and requests for additional information from various local, regional and state governmental agencies in connection with the NOPC; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County has on February 8, 2011 held a duly noticed public hearing on said Notice of Proposed Change and has heard and considered testimony and other documents and evidence; and

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

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

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA:

I. FINDINGS OF FACT

A. The real property which is the subject of the Southbend DRI #145, as amended, is legally described as set forth in **Exhibit A**, attached hereto and made a part hereof by reference.

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

C. All procedural requirements of Section 380.06, Florida Statutes, and the Hillsborough County Land Development Code have been complied with.

D. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental

Protection Commission, the Hillsborough County City-County Planning Commission, and the Tampa Bay Regional Planning Council and other affected agencies.

II. CONCLUSIONS OF LAW

Based upon the compliance with the terms and conditions of this Amended and Restated Development Order, the following Conclusions of Law are made:

A. The development will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.

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

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

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

E. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Amended and Restated Development Order.

F. The NOPC is approved subject to all terms and conditions of this Amended and Restated Development Order, including the revised Map "H", dated December 2010, and attached hereto as **Exhibit B** and incorporated herein by reference.

G. The 2025 Future Land Use Map for Hillsborough County designates the real property which is within the boundaries of the Southbend DRI, as amended by this NOPC, as Urban Mixed Use 20 (UMU 20) and Community Mixed Use (CMU-12).

III. GENERAL PROVISIONS

A. The legal description set forth in **Exhibit A** is hereby incorporated into and by reference made a part of this Amended and Restated Development Order.

B. All provisions contained within the NOPC and Sufficiency Responses shall be considered conditions of this Amended and Restated Development Order unless inconsistent with the terms and conditions of this Amended and Restated Development Order, in which case the terms and conditions of this Amended and Restated Development Order shall control.

C. This Resolution shall constitute the Amended and Restated Development Order of Hillsborough County in response to the NOPC for the Southbend Development of Regional Impact.

D. The definitions contained in Chapter 380, Florida Statutes, shall govern and apply to this Amended and Restated Development Order.

E. This Amended and Restated Development Order shall be binding upon all persons or entities that undertake the "development" of any land located within the Southbend DRI as the term "development" is defined in Section 380.04, *Florida Statutes*, including, without limitation, NRI Equity (hereafter collectively referred to herein, whether one or more, as "the Developer"). It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of governmental agency.

F. In the event that any portion or section of this Amended and Restated Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Amended and Restated Development Order which shall remain in full force and effect.

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

H. In each instance in this Amended and Restated Development Order where the Developer is responsible for ongoing maintenance of facilities at Southbend, the Developer may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, and/or other agencies having jurisdiction, concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Amended and Restated Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation, as defined in Section 380.06, Florida Statutes, from the terms or conditions of this Amended and Restated Development Order or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the Tampa Bay Regional Planning Council shall result in further development of regional impact review pursuant to Chapter 380.06, Florida Statutes, as amended, and may result in Hillsborough County ordering a termination of development activity pending such review.

J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County may rely upon or utilize information supplied by any Hillsborough County

department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Development Order. In the event of a deviation, the County Administrator may issue a notice of such noncompliance to the Developer, or the County Administrator may immediately recommend that the Board of County Commissioners establish a hearing to consider such deviations.

K. The Developer shall file an Annual Report in accordance with Section 380.06(18), Florida Statutes, and appropriate rules and regulations. Such report shall be due on June 30th for each year until and including such time as all terms and conditions of this Amended and Restated Development order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Amended and Restated Development Order. The Developer shall be notified of any Board of County Commissioner's hearing wherein such report is to be reviewed. Provided, however, that the receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Amended and Restated Development Order. This report shall contain:

1. The information required by the State Land Planning Agency to be included in the Annual Report, which information is described in the Rules and Regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and
2. A description of all development activities proposed to be conducted under the terms of this Amended and Restated Development Order for the year immediately following the submittal of the Annual Report; and
3. A statement listing all applications for incremental review required pursuant to this Amended and Restated Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the Annual Report; and
4. A statement setting forth the name(s) and address of any heir, assignee or successor in interest to any land subject to this Amended and Restated Development Order.

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

M. This Amended and Restated Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County and transmittal in accordance with Section 380.06, Florida Statutes, as amended.

N. Upon adoption, the Amended and Restated Development Order shall be transmitted by the Ex-Officio Clerk to the Board of County Commissioners, by certified mail or other

delivery service for which a receipt as proof of service is required, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and Equity.

O. Revisions to the development not contemplated or addressed within this Amended and Restated Development Order shall be subject to Tampa Bay Regional Planning Council's incremental review fee.

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadline

1. The development of the project in accordance with the proposed phasing schedule contained in Table 20-1, attached hereto, is an integral part of the Amended and Restated Development Order conditions. Therefore, if the Developer elects to amend the proposed phasing schedule, it shall submit said amendments to the County for review and approval, which approval shall not be withheld for mere acceleration of phases if the terms of this Order are otherwise fully complied with. It is the intent of this provision to insure that all prerequisites for each phase of the project are complied with. For purposes of this Order, a phase shall be considered complete upon issuance of the final certificate of occupancy for the phase. Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes.

2. This Amended and Restated Development Order shall remain in effect for a period up to and including December 31, 2015. Any development activity for which plans have been submitted to the County for its review and approval prior to the expiration date of this Amended and Restated Development Order may be completed in accordance with the requirements of the Amended and Restated Development Order, if approved. This Amended and Restated 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.

3. Physical development on site has commenced.

4. The Development shall not be subject to down-zoning, unit density reduction, or intensity reduction until December 31, 2018 unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Amended and Restated Development Order have occurred or the Amended and Restated 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. Infrastructure

The Developer acknowledges that any Revised Phase I or Revised Phase 2A excess infrastructure capacity constructed to potentially serve latter phases shall be at the Developer's risk and shall not vest latter phase development rights.

C. Transportation

1. General Transportation Conditions Applicable to All Phases

a. A transportation improvements plan for the Ruskin/Sun City area in cooperation with Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC), the Hillsborough County Area Metropolitan Planning Organization (MPO) and developers in the study area shall be developed. The plan shall consider all approved developments in the area including previously approved DRIs, and projected development. The plan shall be completed prior to any Revised Phase II(b) specific approval. Ongoing or proposed studies such as the Big Bend Area Comprehensive Plan amendment or the Comprehensive Plan Update may serve to meet this requirement. If required by Hillsborough County, the Developer shall contribute to such study on a fair share basis and receive credits if any provided for in the Thoroughfare Plan and the Road Network Improvement Ordinances. In lieu thereof, issuance of a Development Order approving an area wide DRI including the project site shall satisfy this requirement. This transportation plan or area wide DRI traffic analysis shall include but not be limited to:

(1) The regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional major roadways to be constructed within the study area.
(2) The existing, approved, and projected development to be included within the plan.
(3) An assessment of the traffic impact of existing, approved and projected development.
(4) An evaluation and recommendation of mass transit alternatives to additional road improvements.
(5) A recommendation of specific implementation methods, strategies and programs. **[The transportation improvements plan has been completed and therefore this condition has been satisfied.]**

b. To assure that the transportation impacts of this development have been accurately projected by the ADA traffic analysis, an annual monitoring program will be started upon issuance of the first non-residential certificate of occupancy. This annual monitoring report will be reported as part of the Annual Report referenced in subsection III.K. above, and will continue until buildout. The Annual Reports shall provide information regarding the total development which has been permitted and its equivalent in trips, and shall project the development/trips anticipated for the following year. The monitoring program will record driveway volumes in the evening peak hour and on a daily basis. If the driveway volumes

exceed those projected in the DRI/ADA for Revised Phase I and Revised Phase 2A (cumulatively 5,868 p.m. peak hour trips 2,567 inbound/3,301 outbound; and 60,109 average daily trips) and/or prior to commencement of Revised Phase II(b), a new traffic analysis consistent with Section 380.06, F.S. will be required. The revised transportation analysis 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. [Note: Trips associated with the NNP Southbend II NOPC have been deducted from the ADA totals noted above, see **Exhibit D** for detailed trip calculation tables.]

c. Annually, for inclusion in the Annual Report, the Developer shall complete an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified below:

(1) Big Bend Road at Waterset Drive.**[The warrant study has been initiated but has not been completed.]**;

(2) Big Bend Road at Covington Garden Drive. **[This warrant study has been completed and signalization has been installed]**.

Should it be determined that a warrant study is required, the Developer shall provide same in the Annual Report. Furthermore, if a traffic signal is warranted, and the results are approved by Hillsborough County, then the Developer shall submit 100 % signal design plans to Hillsborough County within 120 days of Hillsborough County approval. In addition, the Developer shall also submit 100 % design plans for the construction of a second left turn lane on Big Bend Rd at the approved signalized intersection. Construction of the traffic signal and second left turn lane shall commence within 120 days of approval of the final signal and roadway design plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is warranted, then the Developer shall comply with the timing schedule described above.

d. All studies, monitoring programs and reports required above or otherwise in this Subsection IV.C. of this Amended and Restated DRI Development Order (Transportation) will be incorporated into the Annual Reports. If the Developer, its successors or assigns anticipates exceeding a development level threshold indicated in this subsection, 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.

e. Subsections 2, 3, and 4 of Section IV.C. of this Amended and Restated Development Order, which follow, list the general and specific transportation conditions and improvements required for specifically approved Revised Phase I and Revised Phase 2A.

2. General Transportation Conditions Pertaining to Revised Phase I

a. Annually, for inclusion in the Annual Report, if the Developer elects to choose Mitigation Alternative 1, then the Developer shall complete an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified in Alternative 1. Should it be determined that a warrant study is required, the Developer shall provide same in the Annual Report. Furthermore, if a traffic signal is warranted, and the results are approved by Hillsborough County, then the Developer shall submit 100% signal design plans to Hillsborough County within 120 days of Hillsborough County approval. In addition, the Developer shall also submit 100% design plans for the construction of a second left turn lane on Big Bend Road at the approved signalized intersection. Construction of the traffic signal and second left turn lane shall commence within 120 days of approval of the final signal and roadway design plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is warranted, then the Developer shall comply with the timing schedule described above. **[Mitigation Alternative 3 has been chosen.]**

b. The Developer has previously received approval for former Subphase IA, consisting of 1,214 dwelling units. No access on US 41 is permitted in conjunction with the development of 1,214 dwelling units. The following improvements were previously required and completed for former Subphase IA:

(i) At the intersection of Big Bend Road and Covington Gardens Drive entrance, construct a westbound left-turn lane, eastbound right-turn lane, northbound right-turn land and left turn lanes, and provide signalization when warranted by the MUTCD. These improvements are of total benefit to the project. **[The turn lane improvements have been completed and the signalization has been installed.]**

(ii) At the intersection of Big Bend Road and 1-75 east ramps, provide signalization when warranted.

[This condition has been satisfied and applies solely to former "Subphase 1(A)"]

3. Mitigation Alternatives for Revised Phase I. The Developer at its option, may select one of the following alternatives to mitigate the transportation impact of Revised Phase I **[The Developer has selected Alternative 3 and the Revised Phase I Pipeline Improvements were completed in October 2007]**:

a. Alternative 1

Revised Phase I: No building permits shall be issued for Revised Phase I in excess of the 1,214 units approved as former Phase IA, until funding commitments are secured from responsible entities for the following roadway improvements:

- Roadways
  - Four (4) lane US 301 from Balm Road to Big Bend Road
  - Add eastbound lane on Big Bend Road from US 41 to 1-75

- Off Site Intersections
  - Add eastbound right turn lane on Big Bend Road at US 41
  - Add northbound left turn on I-75 West Ramp at Big Bend Road
  - Add dual eastbound and northbound left turn lane on Big Bend Road at US 301
  - Extend NB through lanes a ¼ mile on US 301 at Big Bend
  - Signalize US 301 at 19th Avenue when warranted
  - Signalize US 301 at Balm Road when warranted
  - Signalize Big Bend Road at I-75 East Ramp when warranted
- Driveway Improvements
  - Big Bend Road western driveway (Waterset Drive) requires a northbound left, through and right turn lane, eastbound right turn lane and westbound dual left turn lane with signalization when warranted
  - Big Bend Road at Covington Garden Drive requires a northbound left, through and right turn lane, eastbound right turn lane and dual westbound left turn lanes with signalization when warranted
  - Big Bend Road driveway at Proposed Service Center Driveway (Tract 7) shall be restricted to a right-in right-out only

b. Alternative 2: The Developer may subphase the development approved in each phase for specific projects when such subphasing identifies and ties specific amounts of project development (within a Phase) to specific regional roadway improvements. Such subphasing shall be acceptable under the following conditions:

(i) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

(ii) Funding commitments for roadway improvements will be required when the regional roadway operates below daily LOS C and LOS D at peak hour and the development contributes 5% or more of the existing daily LOS C and LOS D at peak hour existing capacity of the facility.

c. Alternative 3: **[The Developer has selected Alternative 3 and the Revised Phase I Pipeline Improvements were completed in October 2007]** In lieu of funding all of the transportation improvements identified in Alternative 1 or Alternative 2, the Developer may elect Alternative 3 to proceed with the

development of greater than 1,214 dwelling units as part of Revised Phase I. The requirements of Alternative 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of Revised Phase 1 of the Development on the regionally significant transportation highway facilities within the primary impact area. Any approval of this mitigation/curing mechanism is based on the Development'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 Hillsborough County, TBRPC and DCA policies regarding pipelining transportation impacts.

(1) This pipeline option may be elected as full and complete satisfaction of the Developer's obligation to mitigate Revised Phase I transportation impacts of the Development.

(2) The required Pipeline Improvement (the "Revised Phase I Pipeline Improvement") under this Alternative 3, which includes the "Required Design", the "Required Right-of-Way Acquisition" and the "Required Construction" as defined below, shall be as follows:

(3) The construction of two lanes of the Western North/South Roadway (Waterset Drive) shown on Map H, from Big Bend Road to the southern Development Boundary of the Southbend Planned Development (PD 86-154, as amended). This alignment is conceptually depicted on Map H. The Developer shall provide 124 feet of right-of-way to allow for the ultimate construction of a four lane divided facility, including, but not limited to, sidewalks, carriage way, landscaping, signalization when warranted, and wetland mitigation, plus sufficient right-of-way for drainage for the Western North/South roadway segment. The roadway shall be designed and constructed as a two lane divided roadway, expandable to four lanes within the median. Right turn lanes and left turn lanes, where permitted, shall be constructed on the roadway at each project access. (The foregoing collectively referred to as the "Revised Phase I Pipeline Improvements").

(4) All roadway plans shall be submitted for review and approval by Hillsborough County at the 30%, 60%, 90% and 100% complete stage. If Hillsborough County does not complete its review within thirty (30) days after each submittal, the County's review time shall be added to the time allowed for completion of the Required Design as provided herein.

(5) Buildings within the Development shall be subject to the adopted Consolidated Impact Assessment Program Ordinance (the "Impact Fee Ordinance"), as it may be amended from time to time. All eligible transportation contributions, costs and expenses borne by the Developer pursuant to this Development Order, including but not limited to costs for right-of-way, design, construction and construction inspection of the Revised Phase I Pipeline Improvement may be considered for transportation impact fee offsets pursuant to the Impact Fee Ordinance. Nothing herein shall be construed as a waiver of the Developer's right to

contest the validity of, or to apply for offsets under, the Impact Fee Ordinance or the impact fees assessed thereunder.

(6) The Developer will comply with the following time schedule for construction of the Revised Phase I Pipeline Improvements:

(a) The Developer will dedicate or convey the required right-of-way to the southern boundary of Tract 8 prior to Final Plat approval for any development within Tract 8. **[This condition has been satisfied; the roadway was constructed and the right-of-way was conveyed to Hillsborough County in July of 2008.**

(b) The Developer will submit the 30% roadway plans for the Revised Phase I Pipeline Improvements to the County for review and approval within 120 days of dedication of the roadway. Subsequent submittals of roadway plans for 60% design, 90% design and 100% design shall be submitted within 90 days of the County's approval of the previously submitted plans.

(c) Construction of the Revised Phase I Pipeline Improvements shall be completed within 3 years of final approval by the County of the 100% roadway plans.

(d) In the event that the performance by the Developer of the commitments set forth in this Development Order shall be interrupted or delayed by war, riot, strike, civil commotion, natural disaster or other event beyond the Developer's control, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Amended and Restated Development Order shall be interrupted or delayed in connection with the necessary governmental approvals from the construction of the Revised Phase I Pipeline Improvement and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof.

4. Mitigation Alternatives for Revised Phase 2A:

a. Alternative 1 – Pipeline Improvements and Required Contribution for Revised Phase 2A.

The requirements of Alternative 1 have been determined to be the appropriate requirements to cure and mitigate the impacts of Revised Phase 2A of the Development on the regionally significant transportation highway facilities within the primary impact area. Any approval of this mitigation/curing mechanism is based on the Development'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 Hillsborough County, TBRPC and DCA policies regarding pipelining transportation impacts. The following described "Revised Phase 2A Pipeline Improvements and Required Contribution" in this Alternative 1 meet or exceed the "proportionate share" of transportation improvements required in connection with the "Revised Phase 2A" development which has been determined to be $24,480,000.00 based on the August 2007 Florida Department of Transportation (FDOT) construction cost tables. Notwithstanding the proportionate share amount, if the Developer elects Alternative 1, the Developer shall mitigate for the traffic impacts of the Revised Phase 2A development by providing the Revised Phase 2A Pipeline Improvements and Required Contribution, regardless of the actual cost of the Pipeline Improvements.

(1) This pipeline option may be elected as full and complete satisfaction of Developer's obligation to mitigate Revised Phase 2A transportation impacts of the Development.

(2) The required pipeline improvements (the "Revised Phase 2A Pipeline Improvements") under this Alternative 1, which includes the "Required Contribution" as defined below in subparagraph (h), and the "Required Construction Projects" as set forth below in subparagraphs (a) – (g), shall be as follows:

(a) Widen Big Bend Road from US 301 through Simmons Loop Road as a rural six lane road, including sidewalk on one side and multiuse trail on the other (it is specifically understood that the widening of Big Bend Road by Developer will not include any "intersection" related improvements at Big Bend Road and US Highway 301, or any other intersection improvements between the Bullfrog Creek bridges and US Highway 301 except as expressly provided below).

(b) Installation of traffic signals and turn lane improvements at the intersection of Big Bend Road and Lincoln Road;

(c) Construction of an additional westbound left turn lane on the I-75 southbound off-ramp at Big Bend Road thereby creating a triple left turn lane at this intersection;

(d) Construction of an additional westbound left turn lane on the I-75 northbound off-ramp at Big Bend Road thereby creating a dual left turn lane at this intersection;

(e) Construction of one (1) 1,200 foot extension to the existing deceleration lane for the southbound I-75 off-ramp at Big Bend Road;

(f) Widen Big Bend Road from existing 4-lanes to a 6-lane urban arterial road from Covington Garden Drive to the western boundary of the signalized intersection at the Revised Phase 2A development's main entry drive on Big Bend Road (which main entry drive is more specifically shown on Revised DRI Map H attached hereto as **Exhibit B,**

and which main entry drive aligns with East Bay High School's main entrance on Big Bend Road);

(g) Widen Big Bend Road from existing 4-lanes to a 6-lane rural arterial road from the Revised Phase 2A development's main entry drive on Big Bend Road to the northbound I-75 off-ramp for northbound to westbound movements; and

(h) The Developer shall submit a cash payment in the amount of four million dollars ($4,000,000) to Hillsborough County (the "Required Contribution") no later than six (6) months after issuance of the first building permit for vertical construction for any buildings constructed as part of the Revised Phase 2A development on Tract 1(a) or Tract 1(b) in order to help fund construction of a bike-pedestrian overpass over Big Bend Road at or near Waterset Drive. However, it is expressly understood that the use of the Required Contribution by Hillsborough County for the aforementioned bike-pedestrian overpass is conditioned upon Hillsborough County (or a third party designated by Hillsborough County) constructing (1) the bike-pedestrian overpass on Big Bend Road a minimum of 1,000 feet west of the western right-of-way line of Covington Garden Drive (provided however, access ramps for the bike-pedestrian overpass may be constructed within the 1,000 feet separation area) and (2) the bike-pedestrian overpass within five (5) years from the date of payment of the Required Contribution. If Hillsborough County is unable to comply with either one or both of these conditions, then in lieu of the bike-pedestrian overpass on Big Bend Road, Hillsborough County shall use the Required Contribution to fund any transportation capacity improvement project lying within the area identified in the Revised Phase 2A development's transportation study as the "area of influence". If a transportation capacity improvement project within the Revised Phase 2A development's area of influence which is eligible for transportation impact fee credit under the Consolidated Impact Fee Assement Program Ordinance is available, the County shall choose such project;

(3) All roadway plans shall be submitted for review and approval by Hillsborough County at the 30%, 60%, 90% design and 100% complete stage (however, Developer may choose to proceed at its own risk based on a limited phase review by advancing the design phase review directly from 60% to 100%). If Hillsborough County does not complete its review within thirty (30) days after each submittal, the County's review time shall be added to the time allowed for completion of the Required Design as provided herein.

(4) Any reports required by permitting agencies prior to design and/or construction of the Required Construction Projects, including without limitation Interchange Operational Analysis Reports (IOARs) or Interstate Modification Reports (IMRs) (if an IMR is required by FWHA), shall be the sole responsibility of the Developer. The Developer shall submit all required applications for IOARs and/or IMRs within twelve (12) months from the date the NOPC filed in 2010 becomes final, and all appeal

periods have expired, with no appeals having been filed. The methodology and actual analysis for an IOAR or IMR shall be performed under close supervision and guidance of FDOT. All such applications shall be full and complete and shall comply with the submission requirements of FDOT and/or FHWA.

(5) If it is determined that additional right of way is necessary for any Revised Phase 2A Pipeline Improvements (Required Construction Projects), the Developer shall provide Hillsborough County, at the Developer's sole cost and expense, the documents necessary to enable the County to obtain a resolution allowing it to acquire the right of way or other property interests necessary for the construction of one or more of the Revised Phase 2A Pipeline Improvements, including: sixty percent (60%) project construction plans (or better); 100% right of way maps; legal descriptions and parcel sketches; a map of survey and location; 100% maintained right of way maps, if any; and project design and environmental analysis which includes an analysis of alternative alignments, pond sites, environmental factors, safety considerations, costs and the long range area plan. The Developer and Hillsborough County shall work cooperatively during this planning and mapping process with the intent of insuring that the documents to be produced will be satisfactory to the County. The Developer's obligation to provide such documents shall not be deemed satisfied until such documents have been approved by the County's Planning and Growth Management Department and the Department of Public Works, which approval shall not be unreasonably withheld. In order to ensure that Developer's acquisition of any right-of-way for Developer's Revised Phase 2A Pipeline Improvements (Required Construction Projects) does not relieve or supplant the mitigation that otherwise would be required from developers of other projects adjacent to the Required Construction Projects, Hillsborough County shall require each such developer to contribute the right-of-way necessary to accommodate and mitigate for their own obligations for sidewalks and road improvements for their respective projects. If it is determined that additional right of way is necessary for any Revised Phase 2A Pipeline Improvements (Required Construction Projects), Hillsborough County agrees to utilize its powers of eminent domain to acquire right of way, if necessary, upon the execution of a collateral agreement between the Developer and Hillsborough County specifying the duties of each party. All costs and expenses attributable to acquiring the right of way, including without limitation legal, engineering and design costs and expenses shall be paid by Developer.

(6) Buildings within the Revised Phase 2A development shall be subject to the adopted Consolidated Impact Assessment Program Ordinance (the "Impact Fee Ordinance"), as it may be amended from time to time. All eligible transportation contributions, costs and expenses borne by the Developer pursuant to this Amended and Restated Development Order, including but not limited to costs for right-of-way, design, construction and construction inspection of the Revised Phase 2A Pipeline

Improvements and the Required Contribution may be considered for transportation impact fee offsets pursuant to the Impact Fee Ordinance. Further, nothing herein shall be construed as a waiver of the Developer's right to contest the validity of, or to apply for any other offsets under, the Impact Fee Ordinance or the impact fees assessed thereunder.

(7) The County shall consider, in good faith, requesting that the Metropolitan Planning Organization (MPO) add the bike/pedestrian overpass and the four (4) laning of Covington Gardens Drive to the MPO's Long Range Transportation Plan Highway Needs Assessment;

(8) The Developer will comply with the following time schedule for construction of the Revised Phase 2A Pipeline Improvements (Required Construction Projects):

(a) Except as hereinafter provided, the construction of all of the Revised Phase 2A Pipeline Improvements shall be substantially completed prior to the issuance of any certificates of occupancy for any buildings constructed as part of the Revised Phase 2A development on Tract 1(a) or Tract 1(b). Notwithstanding the foregoing provision, it is specifically agreed that the Revised Phase 2A Pipeline Improvement listed in Subsection IV.C.4.a(2)(a) above (i.e., the widening of Big Bend Road from US 301 through Simmons Loop Road as a rural six lane road, the "East 301 Roadway Improvement") does not have to be substantially completed prior to the issuance of the first certificate(s) of occupancy for any buildings constructed as part of the Revised Phase 2A development on Tract 1(a) or Tract 1(b) so long as: (i) the Developer has provided the County with Security for the East 301 Roadway Improvement as provided in Subsection IV.C.4.a.(8)(c) below; and (ii) the Developer has commenced construction of the East 301 Roadway Improvement prior to the issuance of the first certificate(s) of occupancy for any buildings constructed as part of the Revised Phase 2A development. Further, Developer shall substantially complete construction of the East 301 Roadway Improvement within twelve (12) months of commencement of construction of said improvement.

(b) To the extent that FHWA approval is required for any of the Revised Phase 2A Pipeline Improvements ("FHWA Roadway Improvements"), it is specifically agreed that the Developer shall not be required to commence construction of FHWA Roadway Improvements until FHWA approval has been received. Notwithstanding the foregoing provision, it is understood that the Developer shall either: (i) be required to commence construction of any of the FHWA Roadway Improvements no later than ninety (90) days after the issuance of the first building permit for vertical building construction within the Revised Phase 2A development; or (ii) if FWHA approval is still pending at that time (i.e., issuance of the first building permit for vertical building construction within the Revised Phase 2A development), the Developer shall alternatively be required to provide financial security to FDOT for the FHWA Roadway Improvements (This financial security shall be identical

to the "Security" as described in subsection IV.C.4.a(8)(c) below). Further, Developer shall substantially complete construction of the FHWA Roadway Improvements within twelve (12) months of commencement of construction of said improvement(s).

(c) Prior to the issuance of any permits for the construction of any buildings on either Tract 1(a) or Tract 1(b), the Developer shall provide the County with financial security ensuring the Developer's completion of all of the Revised Phase 2A Pipeline Improvements (except the FHWA Roadway Improvements) within the time frame provided in this Amended and Restated Development Order ("County Security"). The County Security shall equal one hundred and twenty-five percent (125%) of the estimated cost of Developer completing all of the Revised Phase 2A Pipeline Improvements (not including the cost of the FHWA Roadway Improvements) and shall be in a form acceptable to the County and in the form of one or more letter(s) of credit and/or escrow agreement(s) including, without limitation, an escrow agreement with a duly formed community development district that has issued bonds for the Revised Phase 2A Pipeline Improvements as hereinafter described. Pursuant to subsection IV.C.4.a(8)(b) above, if required, the Developer shall provide to FDOT financial security ensuring the Developer's completion of all of the FHWA Roadway Improvements within the time frame provided in this Amended and Restated Development Order (herein "FDOT Security"). The FDOT Security shall equal one hundred and twenty-five percent (125%) of the estimated cost of Developer completing all of the FHWA Roadway Improvements and shall be in a form acceptable to FDOT and in the form of one or more letter(s) of credit and/or escrow agreement(s) including, without limitation, an escrow agreement with a duly formed community development district that has issued bonds for the Revised Phase 2A Pipeline Improvements as hereinafter described. (The County Security and FDOT Security shall hereinafter be referred to collectively as "Security")

(d) If all or a portion of the Security provided by the Developer is an escrow agreement between a duly formed community development district and the County, that agreement shall require that the proceeds from the sale of bonds for off-site improvements (including the Revised Phase 2A Pipeline Improvements) be placed in a specific escrow account with a qualified financial institution; it being specifically understood and agreed that the community development district shall be authorized to draw funds from that account for the purpose of funding the construction of the Revised Phase 2A Pipeline Improvements. If all or a portion of the Security is one or more letter(s) of credit, it is agreed that as each one of the Revised Phase 2A Pipeline Improvements are substantially completed, the Developer shall also be entitled to reduce the amount of the letter(s) of credit held by the County (and FDOT, if applicable) to an amount equal to 125% of the estimated cost to complete the uncompleted Revised Phase 2A Pipeline Improvements. In connection therewith, the Developer shall provide the County (and FDOT, if applicable) with revised estimates to

complete any Revised Phase 2A Pipeline Improvements that have not been substantially completed. The revised estimates shall be prepared and sealed by a licensed Florida civil engineer and shall be subject to review and approval by the County in its reasonable discretion.

(e) For purposes hereof, the words "substantial completion" or "substantially complete" shall mean that the roadway improvements described herein as the Revised Phase 2A Pipeline Improvements have been completed so that they can safely be used by the general public and so that the roadway improvements provide the same capacity as will be provided upon final completion of the roadway improvements; however, corrective work may still be outstanding in connection with the Revised Phase 2A Pipeline Improvements so long as the Developer has provided the County with appropriate security in the form of a letter of credit in an amount estimated to be necessary to complete any such corrective work plus an additional ten percent (10%).

(f) Notwithstanding the foregoing subsection IV.C.4.a(8)(a) above requiring substantial completion of certain Revised Phase 2A Pipeline Improvements before the issuance of certificates of occupancy for any buildings on either Tract 1(a) or Tract 1(b), in the event that the performance by the Developer of the commitments set forth in this Amended and Restated Development Order in connection with the construction of the Revised Phase 2A Pipeline Improvements shall be interrupted or delayed by war, riot, strike, civil commotion, natural disaster or other event beyond Developer's control, then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Amended and Restated Development Order shall be interrupted or delayed in connection with obtaining the necessary governmental approvals and/or acquisition or condemnation of land required for the construction of any of the Revised Phase 2A Pipeline Improvements and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows to the reasonable satisfaction of Hillsborough County that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof; and Hillsborough County shall continue issuing permits and certificates of occupancy for buildings constructed as part of Revised Phase 2A.

(g) In the event Developer does not substantially complete construction of the Revised Phase 2A Pipeline Improvements within three (3) months after the deadline(s) for completion set forth in subsection IV.C.4.a(8)(a) and (b) above, the County or FDOT may exercise its rights as provided for in the Security within thirty (30) days thereafter (i.e., after three (3) months after the deadlines for completion have elapsed) and shall

complete construction of any uncompleted Revised Phase 2A Pipeline Improvements to the extent the proceeds of such security enable the County or FDOT to do so.

b. Alternative 2: **[The Developer of Phase 2A has selected this alternative]**

The Developer may elect to subphase the Revised Phase 2A development and the construction of the Revised Phase 2A Pipeline Improvements as follows:

1. Sub-Phase 2A-1(a): The Developer shall be allowed to obtain building permits and thereafter certificates of occupancy for up to 120,000 square feet of office development upon submission of a complete application for an IOAR and/or IMR (if required) for the construction of an approximate 1,200 foot extension to the existing deceleration lane for the southbound I-75 off-ramp at Big Bend Road, and any other improvements detailed in Alternative 1 above, which would require an IOAR and/or an IMR; provided, however, the Developer shall be required to submit a complete application for an IOAR and/or IMR (if required) for said improvements no later than December 31, 2011

2. Sub-Phase 2A-1(b): The Developer shall be allowed to obtain certificates of occupancy for up to an additional 175,000 square feet of commercial/retail development and up to 125 hotel rooms upon substantial completion of construction of an approximate 1,200 foot extension to the existing deceleration lane for the southbound 1-75 off-ramp, which is part of the Revised Phase 2A Pipeline Improvements detailed in Alternative 1, together with certain site-related improvements as detailed in Section IV.C.4.c(1) below: These improvements (both pipeline and site-related) are also depicted on **Exhibit C** attached hereto and made a part hereof.

3. Sub-Phase 2A-2: The Developer shall be allowed to obtain certificates of occupancy for up to an additional 425,000 square feet of commercial retail development (600,000 square feet cumulative), and an additional 125,000 square feet of office development (245,000 square feet cumulative) upon substantial completion of the following projects, which are identified as part of the Revised Phase 2A Pipeline Improvements under Alternative 1 above:

(a) the widening of Big Bend Road to a 6-lane urban arterial road from Covington Garden Drive to the western boundary of the main entrance to DRI Tract 1(a) on Big Bend Road (which is also the main entrance for the Revised Phase 2A development and aligns with East Bay High School's main entrance on Big Bend Road as depicted on **Exhibit C** hereto as improvement 2a;

(b) the widening of Big Bend Road to a 6-lane rural arterial road from the main entrance to DRI Tract 1(a) on Big Bend Road, which aligns with East Bay High School's main entrance on Big

Bend Road to the northbound I-75 off-ramp for northbound and westbound movements as depicted on **Exhibit C** hereto as improvement 2b;

(c) construction of an additional westbound left turn lane on the I-75 southbound off-ramp at Big Bend Road thereby creating a triple left turn lane at this intersection as depicted on **Exhibit C** hereto as improvement 2c; and

(d) construction of an additional westbound left turn lane to the northbound I-75 off-ramp at Big Bend Road for northbound to westbound movements thereby creating a dual left turn lane at this intersection as depicted on **Exhibit C** hereto as improvement 2d.

In addition to the Revised Phase 2A Pipeline Improvements identified above, the Developer shall also substantially complete certain "site-related" improvements identified in Section IV.C.4.c(2) below and depicted on **Exhibit C** as improvement 2.

4. Sub-Phase 3: The Developer shall be allowed to obtain certificates of occupancy for up to an additional 400,000 square feet of commercial retail development (1,000,000 square feet cumulative), an additional 100,000 square feet of office development (345,000 square feet cumulative), and an additional 125 hotel rooms (250 rooom cumulative) upon substantial completion of the following Revised Phase 2A Pipeline Improvements:

(a) the widening of Big Bend Road from US 301 through Simmons Loop Road located east of the Bull Frog Creek Bridge as a rural 6-lane road (including a sidewalk on one side of the road and a multi-use trail on the other side of the road) as depicted on **Exhibit C** hereto as improvement 3a; and

(b) the installation of a traffic signal and/or turn lane improvements at the intersection of Big Bend Road and Lincoln Road as depicted on **Exhibit C** hereto as improvement 3b.

It is specifically understood that the widening of of Big Bend Road between Simmons Loop Road and US 301 by Developer will not include any other intersection improvements except as specifically identified above.

5. Sub-Phase 4: The Developer shall be allowed to obtain building permits and thereafter certificates of occupancy for up to an additional 145,120 square feet of office development (490,120 square feet cumulative) upon the submission of a cash payment in the amount of $4,000,000.00 to Hillsborough County to help fund the construction of bike-pedestrian overpass over Big Bend Road at or near Waterset Drive as depicted on **Exhibit C** hereto as improvement 4, which cash contribution

is referred to under Alternative 1 above as the Required Contribution. The terms and conditions set forth in Section IV.C.4.a.2(h) above regarding the County's use of the Required Contribution are hereby incorporated by reference.

6. If this Alternative 2 sub-phasing option is elected by Developer, the following provisions pertaining to Alternative 1 are hereby incorporated into Alternative 2 by this reference:

Section IV.C.4.a.3 (Submission of roadway plans to Hillsborough County for review and approval);
Section IV.C.4.a.5 (Cooperation between Developer and Hillsborough County if additional right of way is required to be condemned);
Section IV.C.4.a.6 (Application of the Hillsborough County Consolidated Impact Assessment Program Ordinance);
Section IV.C.4.a.7 (Consideration by Hillsborough County of adding bike/pedestrian overpass over Big Bend Road and the 4-laning of Covington Gardens Drive to the MPO's Long Range Transportation Plan Highway Needs Assessment;
Section IV.C.4.a.8(e) (definition of "substantial completion or "substantially complete"); and
Section IV.C.4.a.8(f) (delays beyond the Developer's control);

7. Notwithstanding any provision herein to the contrary, prior to the issuance of building permits for development allowed in any of the sub-phases 1(b) – 3 as described above, the Developer shall be required to provide financial security to FDOT and/or Hillsborough County ensuring the Developer's completion of the improvements designated for that subphase. Said financial security shall comply with the requirements contained in Subsections IV.C.4.a(8)(c)-(d) above. In addition, no certificate(s) of occupancy shall be issued for any development allowed in sub-phases 1(b), 2, or 3 until the improvements required for that sub-phase have been substantially completed.

c. Site Access (Non-Pipeline) Improvement Requirements for Revised Phase 2A Development.

The Developer may also be obligated to construct certain site access improvements (such as turn lanes) or other transportation improvements (such as the four-laning of a portion of Covington Gardens Drive) which are required to provide adequate and safe access to the Development. Site access and other transportation improvements related to the Revised Phase 2A development shall be either designated in the zoning conditions applicable to the Development or may be determined during design and permitting and will not require an amendment to this Amended and Restated Development Order, and will not be credited against the "proportionate share" of transportation improvements required in connection with any phase of the Development. However, nothing herein shall be construed as preventing the award of offsets or credits against

transportation impact fees for any of these improvements if they are creditable under the Impact Fee Ordinance.

In the event that the Developer elects "Alternative 2" or the "sub-phasing alternative" as provided in Section IV.C.4.b above, the following shall constitute a non-exclusive list of site access (non-pipeline) transportation improvements required in connection with the applicable sub-phase(s) as indicated below:

(1) Sub-phase 2A-1(b): The Developer shall construct the following site-related (non-pipeline) transportation improvements as part of Sub-phase 1(b):

a) Left turn lane from westbound Big Bend Road south into the main entrance to DRI Tract 1(a) on Big Bend Road as depicted on **Exhibit C** hereto as improvement 1b(a); and

b) Right turn lane from eastbound Big Bend Road south into the main entrance to DRI Tract 1(a) on Big Bend Road as depicted on **Exhibit C** hereto as improvement 1b(b).

(2) Sub-phase 2A-2: The Developer shall construct the following site-related (non-pipeline) transportation improvements as part of Sub-phase 2:

a) Widening of Covington Gardens Drive from 2-lanes to 4-lanes from the southern boundary of DRI Tract 15 to Big Bend Road as depicted on **Exhibit C** hereto as improvement 2 .

5. Revised Phase II(b) or 2B.

Conceptual approval of Revised Phase II(b) or 2B is accorded. A transportation analysis must be submitted and approved in accordance with Section 380.06, F.S., prior to initiation of Revised Phase II(b) or 2Bdevelopment. Any resulting transportation improvements necessitated by the addition of Revised II(b) or 2B will be specified and incorporated into the Amended and Restated Development Order. Further, upon request of the Developer, prior to development beyond Revised Phase 2A, a determination shall be made by Hillsborough County and coordinated by the County in writing with the other appropriate agencies whether or not a pipeline option for mitigation for Revised Phase II(b) or 2B development is permitted by then existing rules and regulations. If so, the Amended and Restated Development Order may be amended to identify a pipeline project(s) and proportionate share amount which will mitigate the Revised Phase II(b) or 2B development with due consideration given for all improvements and contributions made by the Developer to mitigate traffic impacts. If Hillsborough County determines that a pipeline option is not appropriate, transportation mitigation for Revised Phase II(b) or 2B of the Development shall be determined in accordance with other then applicable rules of Hillsborough County, TBRPC and DCA.

6. Geographic Relocation and Land Use Trade-Off Mechanism.

The Developer is entitled to relocate various uses geographically within the project and trade off land uses in accordance with the following table without additional approvals from the Department of Community Affairs (the "Department") and the Tampa Bay Regional Planning Council ("TBRPC"); however, notice of the Developer's use of the land use trade-off mechanism ("LUTM") in accordance with the following table shall be provided to the TBRPC and the Department as hereinafter provided. Further, both the TBRPC and the Department shall have the right to review the use of the LUTM by the Developer to ensure that said use complies with this condition, but the TBRPC and the Department shall not be approval entities with respect to the geographic relocations of land uses as it pertains to the LUTM. The geographic relocation of land uses shall not be permitted within any area designated as preservation or conservation areas. In seeking approval of a specific Land Use Exchange, the Developer shall prepare and submit to the County a request which demonstrates that the impacts generated by the proposed land use mix will not exceed the impacts for transportation, potable water, wastewater treatment, solid waste disposal, drainage and parks and recreation which are authorized in this Amended and Restated Development Order. Additionally, the Developer shall demonstrate that the proposed land use mix will not generate additional demand for affordable housing beyond the amount for which the supply of affordable housing has been demonstrated to be available. The application of the LUTM will be limited so that the total approved development for each approved land use category will not be exceeded. Upon submission of a request to the County to implement this section of the Amended and Restated Development Order, all application materials and information necessary to support approval of such a request shall be provided to the Department and the TBRPC by the Developer. The Developer shall provide written notification to the Department and TBRPC of the approval or denial of any land use exchange requested by the Developer. Further, the approval of any land use exchange request shall be included in the Annual Report which covers the reporting period in which the land use exchange was approved. With the submittal of any Notice of Proposed Change requiring changes to this Amended and Restated Development Order, the Revised Master Development Plan and Phasing Schedule shall be amended to reflect any Land Use Exchange(s) that have been approved since the issuance of the Amended and Restated Development Order or last amendment to the Amended and Restated Development Order. Such change considered by itself shall not constitute a substantial deviation. Changes to the Phasing Schedule under this paragraph do not include extensions to the buildout date.

The land use exchange request shall contain information sufficient to enable the County to determine that the impacts of the revised land use mix do not exceed the impacts of the land use mix being replaced. The quantifiable impacts will be measured based upon the relevant factors then currently used by the County (e.g. ITE trip generation rates, EDU tables solid waste generation factors,

etc.). The Developer shall verify the appropriate factors with County staff prior to the submittal of any such land use exchange request.

The traffic impacts of the revised land use mix shall be deemed by the County not to exceed the approved traffic impacts of the land use mix being replaced so long as the changes does not increase the p.m. peak hour total traffic and the relative proportions of trips produced by attractors and the trips produced by generators remains substantially the same for the phase or subphase. In the event that the attractor/generator proportions are not substantially the same, as determined by the County, additional information may be required to assess trip distribution, intersection(s) performance and/or particular roadway segments designated by the County.

Table 5 which follows includes conversion factors for equating traffic impacts of exchanges of land uses with similar travel characteristics. The incorporation of this land use exchange mechanism shall not operate to permit the Developer to develop any land use which will generate peak hour trips in excess of the total number of p.m. peak hour trips for which it has obtained specific development order approval.

TABLE 5
Land Use Trade-off Matrix

"A" Equivalent Uses	"B" Land Uses to be traded							
To From	Single Family	Multi Family	Office	Service Center	Light Industrial	Commercial	Motel (room)	Hotel (room)
Single Family	N/A	1.15	N/A	N/A	N/A	N/A	N/A	N/A
Multi Family	0.87	1	N/A	N/A	N/A	N/A	N/A	N/A
Office	N/A	N/A	1	1.14	1.61	N/A	N/A	N/A
Service Center	N/A	N/A	0.88	1	1.41	N/A	N/A	N/A
Light Industrial	N/A	N/A	0.62	0.71	1	N/A	N/A	N/A
Commercial	N/A	N/A	N/A	N/A	N/A	N/A	.0125	.01
Motel (room)	N/A	N/A	N/A	N/A	N/A	80	N/A	N/A
Hotel (room)	N/A	N/A	N/A	N/A	N/A	100	N/A	N/A

Notes: N/A= Not Applicable
The calculations must always start in Column "A" and end in Column "B". Start in Column "A" at appropriate row, proceed horizontally, then vertically to the equivalent use in Column "B". The equivalent Column "B" land use is noted in the ( ) at the intersection of the "traded land use" horizontal row, and the "equivalent uses" vertical column. For example, one square foot of commercial (Column "A") can be traded into .0125 Motel rooms, or 1,000 s.f. commercial equates to 12.5 Motel rooms. The use of the LUTM in Table 5 is expressly prohibited on Tracts 1a, 1b and 15 as shown on Map H or otherwise in connection with the Revised Phase 2A development.

The following maximum and minimum development thresholds are incorporated for Revised Phase l:

	Maximum	Minimum
Single Family	1,120 units	1, 020 units
Multi-Family	172 units	172 units
Office	176,820 sq. ft.	45,540 sq. ft.
Service Center	287,712 sq. ft.	138,528 sq. ft.
Light Industrial	160,000 sq. ft.	0
Hotel/Motel	500 rooms	0 rooms

Additional Notes Relating to the LUTM:
1. Single family and multi family trade-off calculated based upon dwelling units.
2. Office, Service Center and Light Industrial trade-off calculated based upon gross square feet. Hotel and Motel trade-offs calculated based upon rooms.
3. The Land Use Exchange may be applied to alter the mix of land uses specifically approved for Revised Phase I, in accordance with the Land Use Trade-Off Matrix. Changes between land use categories designated N/A will require submittal of a Notice of Proposed Change application by the Developer.
4. Any proposed Land Use Exchange which results in an increase which creates a reasonable likelihood of additional impacts for potable water, wastewater treatment, or solid waste disposal in approved Revised Phase I, will require confirmation of utility service availability from Hillsborough County. The approved impacts for Revised Phase I are 441,905 gallons per day of potable water usage, 298,490 gallons per day of wastewater treatment demand, and 7.60 tons per day of solid waste disposal demand. Note: Revised to reflect impacts for 1,005 single-family units moved to Waterset (FKA Wolf Creek Branch) DRI #266 as part of NNP-Southbend II NOPC.

7. HART Requirements.

The Developer shall be required to conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed phase modal splits of 2.5%, 3.5% and 4.7% and shall monitor them with each Annual Report.

a. Access and internal arterial and appropriate collector road geometries shall accommodate a 96" wide by forty (40) feet long advance design coach.

b. The Developer shall provide shelters and pullout bays along the on-site transit route on the internal arterial or collector roads as and when deemed appropriate by HART. Shelter locations shall be reasonably 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.

c. Transit schedule/information displays will be provided, at a minimum, at each on-site bus stop by the Developer.

d. Maintenance of transit amenities such as shelters, benches, and schedule displays shall be the responsibility of HART. Maintenance of landscaping adjacent to transit amenities shall be the responsibility of the Developer.

e. Details, standards and phasing of all transit amenity provisions must be approved by HART and shall be representative of those commonly in use by HART.

8. Impact Fees.

The application and payment of Impact Fees in itself will not constitute funding commitments for the required right- of- way and transportation improvements although their payment will be credited towards any Pipeline Improvements if consistent with the provisions of the impact fee regulations.

D. ENVIRONMENTAL

1. Hillsborough County shall reserve the right to require that the Developer undertake mitigative measures or a revision of the master General Development Plan to alleviate any potential impacts of the project on ambient air quality.

2. To reduce fugitive dust and other adverse air emissions the Developer shall undertake the measures referenced on pages 13-6 and 13-7 of the ADA to reduce fugitive dust and other adverse air emissions. Specifically the Developer shall ensure that:
   a. The cleared and disturbed areas shall be sodded, seeded, mulched, or planted with landscape material as soon as practicable.
   b. The side slopes of detention ponds will be sodded or natural vegetation will be encouraged to grow.

c. Wind erosion will be controlled through sprinkling or other appropriate means.

3. The Developer agrees that representative stands of each upland vegetative community type listed on page 18-1 of the ADA shall be set aside in their natural state in order to maintain natural diversity on the site. These areas shall be designated on the General Development Plan to serve as conservation areas and shall be of sufficient size so as to maintain their natural function. To the extent possible these areas should be located contiguous to other habitats, conserved so as to enhance their value. The Developer may create oversized lots by platting within the Oak Hammock Preserve, provided that the minimum lot size requirements for each such lot shall be met using land located outside the preserve. In the event oversized lots are platted into the preserve, the Developer shall prepare and record a conservation easement in favor of Hillsborough County in accordance with the requirements of 704.06, Florida Statutes (1997), prior to final plat approval. The conservation easement shall encompass the entire area of the Oak Hammock shown on Map "H" dated April 13, 1999.

4. The portions of the Southbend site which meet the definition of preservation and conservation areas, as defined in the Council's adopted growth policy, Future of the Region, Sections 2.701 and 2.702 shall be so designated on the revised General Development Plan submitted to Hillsborough County for Planned Unit Development approval.

5. Prior to the issuance of any permits, a Final Drainage Plan for the Project or any subphase thereof shall be submitted to Hillsborough County, DEP, SWFWMD and TBRPC for review and to Hillsborough County for approval.

6. In order to protect water quality, the following parameters shall be included in the Project drainage plan(s):

   a. The drainage system shall be designed to provide retention, or detention with filtration/assimilation treatment for the first "flush" of runoff generated from the site as required by 17-25 FAC and 40D-4 Rules of the SWFWMD.

   b. Best Management Practices recommended by Hillsborough County shall be adhered to.

7. In the event that any species listed in Sections 39-27.03-.05, F.A.C. are observed frequenting the site for nesting, feeding, or breeding, proper protection and mitigation measures shall be employed in cooperation with the Florida Fish and Wildlife Conservation Commission.

8. Prior to the issuance of detailed site plan approval or Land Alteration permits, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which any onsite gopher tortoise colonies shall be preserved or relocated. Copies of any required permits relative to any on-site gopher tortoise population shall be provided to Hillsborough County and TBRPC. An acceptable plan detailing how the gopher tortoise population will be accommodated, protected and monitored shall be submitted to Hillsborough County, the Florida Fish and

Wildlife Conservation Commission and TBRPC. The plan shall be submitted prior to any clearing activities or building permits for Revised Phase I.

9. Prior to any site alteration, the Developer shall institute a quarterly monitoring program to establish background conditions and the quality of surface water exiting the site. Quarterly monitoring shall begin at least thirty (30) days prior to the actual development commencement and shall continue through buildout. The monitoring results shall be submitted to the DEP, SWFWMD, the Hillsborough County EPC, and TBRPC quarterly. Any violation of Chapter 17-3 F.A.C. shall require corrective measures as set forth by DEP. **[The surface water monitoring program has commenced for Revised Phase I]**

10. The Developer, its assigned agents or successors or assigns, shall be responsible for the maintenance of all open space/recreation areas and landscaped areas within each phase of the development. This does not include water retention/detention ponds in platted subdivisions with public streets or the dedicated 4.0 acre park.

11. The Developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for landscape and open space irrigation prior to the issuance of Certificates of Zoning Compliance.

12. The Developer shall designate a private management entity responsible for maintenance and operation of any on-site wells, prior to the issuance of any detailed site plan approval.

13. Water-saving methods and fixtures shall be incorporated into Southbend design and construction.

E. PUBLIC FACILITIES

1. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision or expansion of internal and external water supply, supply lines, and facilities to service Southbend. This shall include the capping or use of current onsite wells and/or any drilling of new wells for potable or non-potable water. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction. Hillsborough County shall provide water service to this development in accordance with Hillsborough County Ordinance No. 00-004 as amended or superseded.

2. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall ensure provision of fire flows acceptable to Hillsborough County and of any additional fire fighting facilities/manpower/equipment required to serve the project beyond that budgeted by Hillsborough County. Prior to the issuance of building permits for a structure of 4 or more stories, a career ladder company shall be provided by the Developer, unless otherwise determined by Hillsborough County.

3. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision of wastewater treatment facilities that will serve the Southbend development.

4. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall provide documentation to Hillsborough County of an approved master plan for wastewater collection, treatment and effluent disposal facilities.

5. Prior to issuance of detailed site plan approval for each phase of the development, 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 development.

6. Prior to specific approval of Revised Phase II(b), the Developer will obtain verification from the appropriate County utility departments of service for the anticipated public facility volumes (i.e. potable water, wastewater, and solid waste).

F. HAZARDOUS WASTE

1. The Developer or its assigns shall implement a site specific groundwater monitoring program for all activities which require the handling of hazardous or toxic substances as required by Hillsborough County, the Environmental Protection Commission and the Florida Department of Environmental Protection.

2. The Developer shall ensure that those individual tenants who use, handle, store, or process hazardous wastes provide an emergency response and hazardous waste management operation plan to minimize hazards to human health and the environment. The plan will describe the procedures and actions required of facility personnel as well as describe the arrangements agreed to by local police and fire departments, emergency services and hospitals. Individual tenant plans will be included in the annual report following their adoption.

3. All temporary storage facilities for hazardous or toxic materials or wastes will be designed at a minimum to meet the criteria set forth in the Future of the Region, to the extent that there is no conflict with Hillsborough County hazardous waste management plans.

4. In accordance with local government policy and appropriate environmental regulations, the Developer shall ensure through restrictive covenants that producers of hazardous waste shall handle and store such waste on site in properly designed areas and prepare those products for shipment to hazardous waste transfer facilities designated by Hillsborough County.

G. HISTORICAL OR ARCHAEOLOGICAL

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

H. ENERGY MANAGEMENT AND FLOOD CONTROL

1. The Developer shall hold discussions and cooperate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, concerning the feasibility of designating the Southbend Regional Mall and/or hotels as public hurricane evacuation shelters. A report on the final outcome of these discussions shall be submitted in the Annual Reports immediately following issuances of certificates of occupancy for the hotel(s) and mall.

2. The Developer or its assigns shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure the safe and orderly evacuation of hotel guests, residents and those employees who, for security or administrative reasons, are in buildings after an evacuation order is issued. Cooperative measures include (1) ordering all buildings closed for the duration of a hurricane evacuation order; (2) informing all employees and residents of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first Annual Report submitted after occupancy of any portion of the project.

3. Elevations for all habitable structures shall be at or above the base flood elevation.

I. ENERGY CONSERVATION

The energy conservation measures referenced on page 25-4 of the ADA 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:

1. The initiation of programs to promote energy conservation by employees, buyers, suppliers and the public.

2. Reduction in levels of operation of all air conditioning, heating and lighting systems during non-business hours.

3. Recycling programs.

4. The use of energy-efficient cooling, heating and lighting systems.

5. Installation of innovative energy conservation features such as waste heat recovery or solar power where feasible in project development.

6. Use of the most energy efficient technology economically feasible in the construction and operation of commercial facilities and life-cycle costing (to include operation and maintenance costs) in evaluating energy conservation effectiveness.

J. SCHOOLS AND PARKS

1. The Developer shall dedicate a 4.0 acre parcel of Southbend for use as a park site which shall be owned and maintained by Hillsborough County. If the park site is not accepted by Hillsborough County, the site may be used for single-family or town home residential development only so long as the total number of dwelling units on site does not exceed 2,810. **[Note: The park site and adjacent upland preserve have been deeded to Hillsborough County pursuant to that certain deed recorded at OR Book 11752, Page 1285.]**

2. The Developer shall dedicate to the School Board upon request of the School Board, usable land for one 15.5 acre elementary school site of which 3.5 acres may be shared with the adjacent park site. If the school site is not accepted by the Hillsborough County School Board, the site may be used for single-family or town home residential development only so long as the total number of dwelling units on site does not exceed 2,810. **[Note: The school site has been deeded to the Hillsborough County School Board pursuant to that certain deed recorded at OR Book 13274, Page 0570.]**

K. BUFFERS

Non-residential 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.

L. EQUAL OPPORTUNITY

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

M. GENERAL

1. Any change to the project which meets the criteria set forth in Subsection 380.06(19) (b), F.S., shall constitute a substantial deviation.

2. Any approval of the Southbend development shall, at minimum, satisfy the provision of Subsection 380.06(15), F.S.

3. Any approval of this development shall require that all of the Developer's commitments set forth in the ADA be honored, except as they may be superseded by specific terms of the Amended and Restated Development Order.

4. The Covington Park Community Development District is hereby authorized to undertake the funding, construction, operation and/or maintenance of any of the projects, whether within or without the boundaries of the District, which are

identified within this Amended and Restated Development Order in Revised Phase I.

5. No amendment or change to this Amended and Restated Development Order shall be required in the event that the Developer elects to form an additional community development district to undertake the funding, construction, operation and/or maintenance of projects identified in this Amended and Restated Development Order in connection with the Revised Phase 2A development so long as the Developer complies with the requirements contained Chapter 190, *Florida Statutes*, and such additional requirements as may be reasonably imposed by Hillsborough County related to the creation of the community development district (except no amendment of this Amended and Restated Development Order shall be required).

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APPROVED BY COUNTY ATTORNEY

BY_____
Assistant County Attorney
Approved As To Form And Legal Sufficiency

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, Pat Frank, 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 meeting of February 8, 2011, as the same appears of record in Minute Book 417, of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 11th day of February, 2011.

PAT FRANK, CLERK OF CIRCUIT COURT

BY: _____
Deputy Clerk

TABLE 20-1

Phasing Schedule

Land Use	Revised Phase I Specifically Approved* 12/31/2013	Revised Phase 2A Specifically Approved** 12/31/2015	Revised Phase II(b) Conceptually Approved 12/31/2015	Total
Regional Commercial		1,000,000 sf		1,000,000 sf
Office	111,180 sf	490,120 sf**	52,700 sf	654,000 sf
Hotel		250 rooms	250 rooms	500 rooms
Neighborhood Commercial	116,600 sf			116,600 sf
Service Center	213,120 sf		426,880 sf	640,000 sf
Light Industrial	160,000 sf*		1,440,000 sf	1,600,000 sf
Multi-Family Residential ***	172 du		300 du	472 du
Town House Residential			322 du	322 du
Single Family Residential***	1,020 du			1,020 du
Totals	1,192 du 600,900 sf	0 du 1,590,120 sf	622 du 2,019,580 sf	1,814 du 4,210,600 sf

*Note: The southern 39.7-acres +/- have been moved to Waterset (FKA Wolf Creek Branch) DRI #266 pursuant to NNP-Southbend II NOPC 2010

** While Office uses in Revised Phase 2A shall be allowed on both Tract 1(a) and Tract 1(b), only Office uses and structured parking shall be permitted as a principal use on Tract 1(b). The Office development on Tract 1(b) shall occur in a maximum of eight (8) buildings.

** Phase 2A Office uses are allowed to be developed on Tract 15 so long as buffering is installed on Tract 15 in a manner consistent with Tract 1(b).

*** Includes NNP-Southbend II LLC NOPC request for land use exchange to convert 150 SFD to 172 Multi-family (duplex) and to move 1,005 SFD Entitlements to Waterset (FKA Wolf Creek Branch) DRI #266, for a total reduction of 1,155 SFD dus and increase of 172 multi-family dus

Southbend DRI #145
Exhibit A
Revised Legal Description

"Thompson Tract - Parcel 1"
DESCRIPTION: From the Southeast corner of Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.89°00'58"W., 60.00 feet, along the south boundary of said Section 14 to the westerly right-of-way line of Access Road No. 1 for State Road 93-A (Section 10075-2403) and the POINT OF BEGINNING; thence N.89°00'58"W., 2583.54 feet, along the South boundary of said Section 14 to the Southwest corner of the Southeast 1/4 of said Section 14; thence N.88°59'26"W., 2268.11 feet, along the South boundary of said Section 14 to the East boundary of the West 375.00 feet of said Section 14: thence N.00°53'16"E., 1444.37 feet, along said East boundary to the Southeasterly right-of-way of the Seaboard System Railroad (formerly Seaboard Coast Line Railroad); thence N.28°37'52"E., 4093.43 feet along the Southeasterly right-of-way line to the southerly right-of-way line of Big Bend Road (S.R. 672); thence along said Southerly right-of-way line the following six (6) courses, (1) S.87°37'25"E.,488.62 feet;(2) thence N.88°10'56"E., 300.81 feet; (3) thence N.84°24'25"E., 302.93 feet; (4) thence S.87°37'25"E., 1500.00 feet; (5) thence S.84°02'29"E., 233.08 feet; (6) thence S.88°36'40"E., 172.77 feet to a point on the East boundary of said Section 14; thence leaving said Section 14 and entering Section 13, Township 31 South, Range 19 East, S.88°37'40"E., 20.42 feet along said Southerly right-of-way line of Big Bend Road (S.R. 672) to the Westerly right-of-way line of Access Road No. 1; thence S.00°45'33"W., 2363.99 feet, along said Westerly right-of-way line to the beginning of a curve (having a radius of 267.13 feet, a central angle of 30°00'00", and a chord bearing and distance of S.15°45'33"W., 138.28 feet) along said Westerly right-of-way line, leaving said Section 13 and re-entering said Section 14, to a point of reverse curvature; thence Southerly, 172.79 feet, along the arc of a curve to the left (having a radius of 330.00 feet, a central angle of 30°00'00", and a chord bearing and distance of S.15°45'33"W., 170.82 feet) along said Westerly right-of-way line to the end of said curve; thence S.00°45'33"W., 2388.11 feet, along said Westerly right-of-way line to the POINT OF BEGINNING.

Containing 490.062 acres, more or less.

AND

"Thompson Tract - Parcel 2"
DESCRIPTION: BEGINNING at the southwest corner of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°45'33"E., 2388.35 feet, along the West boundary of said Section 13 and the Easterly right-of-way Line of Access Road No. 1 for State Road 93-A (Section 10075-2403) to the beginning of a curve to the right; thence Northerly 141.37 feet, along the arc of said curve (having a radius of 270.00 feet, a central angle of 30°00'00", and a chord bearing and distance of N.15°45'33"E., 139.76 feet) along said Easterly right-of-way line to a point of reverse curvature; thence Northerly, 171.28 feet, along the arc of a curve to the left (having a radius of 327.13 feet, a central angle of 30°00'00", and a chord bearing and distance of N. 15°45'33" E., 169.34 feet) along said Easterly right-of-way line to the end of said curve; thence N.00°45'33"E., 2363.35 feet, along said Easterly right-of-way line to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88°37'40"E., 1242.35 feet, along said Southerly right-of-way line to the East boundary of the West 1/4 of said Section 13; thence S.00°33'29"W., 5024.02 feet, to the Southeast corner of the West 1/4 of said Section 13; thence N.89°47'45"W., 1339.96 feet, along the South boundary of said Section 13 to the POINT OF BEGINNING.

Containing 149.310 acres, more or less.

AND

"Sumner Tract"
DESCRIPTION (as furnished): That part of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, lying west of the west right-of-way line of Interstate Highway 75 LESS right-of-way for Big Bend Road (C.R. 672), Hillsborough County, Florida. Less I-75 Limited Access Right-of-way as contained in that certain Order of Taking recorded November 22, 1978 in O.R. Book 3444, Page 1138 and contained in that certain Stipulated Final Judgment recorded June 29, 1981 in O.R. Book 3824, Page 164; and LESS that portion shown in that certain Order of Taking (Case #79-13223) recorded December 26, 1979 in O.R. Book 3605, Page 341, and contained in that certain Final Judgment recorded in O.R. Book 3642, Page 42 and re-recorded in O.R. Book 3659, Page 931. Corrected Final Judgment recorded in O.R. Book 3865, Page 1297 and re-recorded in O.R. Book 3878, Page 825, Public Records of Hillsborough County.

And being more particularly described as follows:

DESCRIPTION: BEGINNING at the Southwest corner of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°33'29"E., 5024.02 feet, along the West boundary of the East 1/2 of the West 1/2 of said Section 13 to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88°37'40"E., 196.17 feet, along said Southerly right-of-way line; thence S.79°49'13"E., 300.43 feet along the Southerly Limited Access right-of-way line for I-75 (S.R. 93-A); thence S. 84°48'50"W., 462.89 feet, along said- Limited Access right-of-way line; thence leaving said right-of-way S.14°03'11"W., 25.30 feet; thence S.21°38'02"E., 140.36 feet; thence S.12°04'42"E., 1498.28 feet, to the East boundary of the East 1/2 of the West 1/2 of said Section 13; thence S.00°22'09"W., 697.00 feet along said East boundary to the South-east corner of the Northwest 1/4 of said Section 13; thence S.00°22'17"W., 450.37 feet along the East boundary of the East 1/2 of the West 1/2 of said Section 13 to the Westerly limited Access right-of-way line of said I-75 (S.R. 93-A); thence S.14°53'03"W., 624.26 feet, along said Westerly Limited Access right-of-way line; thence S.16°01'48"W., 1618.97 feet, along said Limited Access right-of-way line to the South boundary of said Section 13; thence N.89°47'45"W., 746.05 feet, along said South boundary, to the POINT OF BEGINNING.

Containing 130.529 acres, more or less.

Containing 769.901 total net acres, more or less.

AND

"Simmons Parcel"

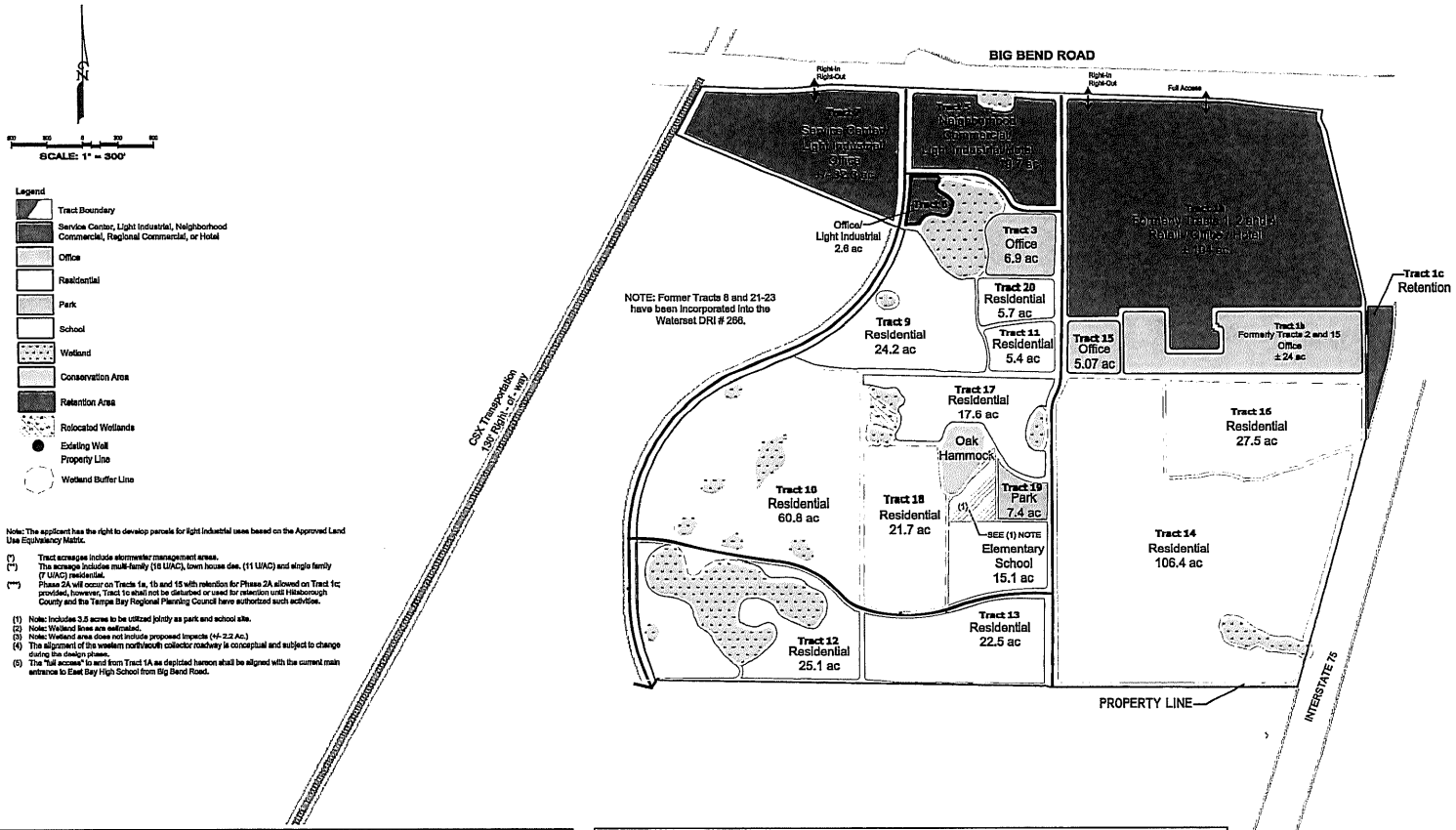
Being that portion of "Parcel Two" lying Westerly of I-75 (State Road 93A), as recorded in Official Records Book 4468, Page 273, of the Public Records of Hillsborough County, Florida,described as follows:
A portion of the Southwest ¼ of the Northeast ¼ and the Northwest ¼ of the Southeast ¼ of Section 13, Township 31 South, Range 19 East; lying Westerly of I-75 (State Road 93A) and less the land conveyed to Tampa Electric Company in Official Records Book 3659, Page 931, Hillsborough County, Florida, being more particularly described as follows:
Begin at the Southwest corner of the Northeast ¼ of Section 13, Township 31 South, Range 19 East, thence coincident with the West Boundary of the Northeast ¼ of said Section 13, N 00°21'47" E a distance of 697.00 feet to a point on the South Boundary of the lands described per Official Records Book 3659, Page 931 of the Public Records of Hillsborough County, Florida; thence departing said West Boundary coincident with said South Boundary, S 88°35'45" E a distance of 214.41 feet to a point coincident with the Westerly Right-of-way Boundary of I-75 (State Road 93A), said point being on a non-tangent curve concave Westerly, said curve having a radius of 2197.83 feet, a central angle of 15°27'30" and being subtended by a chord bearing S 07°10'08" W for a distance of 591.17 feet; thence departing said South Boundary coincident with said Westerly Right-of-way Boundary and the arc of said curve a distance of 592.97 feet; thence continue coincident with said Westerly Right-of-way Boundary, S 14°56'27" W a distance of 574.61 feet to a point coincident with the West Boundary of the Southeast ¼ of said Section 13; thence departing said Westerly Right-of-way Boundary coincident with said West Boundary, N 00°24'06" E a distance of 450.01 feet to the Point of Beginning.

LESS AND EXCEPT THE FOLLOWING DESCRIBED PARCEL

SOUTHBEND DRI PARCEL
DESCRIPTION: A parcel of land lying in Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

COMMENCING at the Southwest corner of said Section 14, run thence along the South boundary of the Southwest 1/4 of said Section 14, S.88°59'34"E., 375.00 feet for a POINT OF BEGINNING; thence along a line lying 375.00 feet East of and parallel with the West boundary of said Southwest 1/4 of Section 14, N.00°53'11"E., 1444.22 feet to a point on the Easterly railroad right-of-way line for CSX (formerly Seaboard System Railroad); thence along said Easterly railroad right-of-way line, N.28°37'48"E., 3645.73 feet; thence S.66°58'08"E., 1960.04 feet to a point on a curve on the Westerly right-of-way line of a 120.00 feet proposed road right-of-way; thence along said proposed Westerly right-of-way line the following five (5) courses: 1) Southwesterly, 1407.31 feet along the arc of a curve to the right having a radius of 1540.00 feet and a central angle of 52°21'32" (chord bearing S.41°49'14"W., 1358.85 feet) to a point of tangency; 2) S.68°00'00"W., 400.00 feet to a point of curvature; 3) Southwesterly, 1970.13 feet along the arc of a curve to the left having a radius of 1660.00 feet and a central angle of 68°00'00" (chord bearing S.34°00'00"W., 1856.52 feet) to a point of tangency; 4) South, 400.00 feet to a point of curvature; 5) Southerly, 813.55 feet along the arc of a curve to the left having a radius of 2560.00 feet and a central angle of 18°12'30" (chord bearing S.09°06'15"E., 810.13 feet) to a point on aforesaid South boundary of the Southwest 1/4 of Section 14; thence along said South boundary of the Southwest 1/4 of Section 14, N.88°59'34"W., 1386.30 feet to the POINT OF BEGINNING.

Containing 154.850 acres, more or less.



Note: The applicant has the right to develop parcels for light industrial uses based on the Approved Land Use Equivalency Matrix.

(*) Tract acreages include stormwater management areas.
(**) The acreage includes multi-family (16 U/AC), town house des. (11 U/AC) and single family (7 U/AC) residential.
(***) Phase 2A will occur on Tracts 1a, 1b and 15 with retention for Phase 2A allowed on Tract 1c; provided, however, Tract 1c shall not be disturbed or used for retention until Hillsborough County and the Tampa Bay Regional Planning Council have authorized such activities.

(1) Note: Includes 3.5 acres to be utilized jointly as park and school site.
(2) Note: Wetland lines are estimated.
(3) Note: Wetland area does not include proposed impacts (+/- 2.2 Ac.)
(4) The alignment of the western north/south collector roadway is conceptual and subject to change during the design phase.
(5) The "full access" to and from Tract 1A as depicted hereon shall be aligned with the current main entrance to East Bay High School from Big Bend Road.

LAND USE SCHEDULE

LAND USE	AC	DENSITY/FAR	S.F.	UNITS	ROOMS
RETAIL/OFFICE/HOTEL (TRACT 1)	128.2	0.3	1,590,120		250
OFFICE (*)	14.57	0.3	163,880		
HOTEL (*)	19.7	N/A	100,000 Hotel		250
NEIGHBORHOOD COMMERCIAL	.	0.2	116,600		
LIGHT INDUSTRIAL					
SERVICE CENTER/LIGHT INDUSTRIAL (*)	32.3	0.35	2,240,000		
RESIDENTIAL (*) (**)	316.9			1,814	
SCHOOL (*) (1)	15.1				
PARK (*) (1)	7.4				
STORMWATER MANAGEMENT (*)	40.5				
WETLANDS (3)	22.85				
MAJOR R/W	20.83				
TOTALS	618.35				

PHASING SCHEDULE

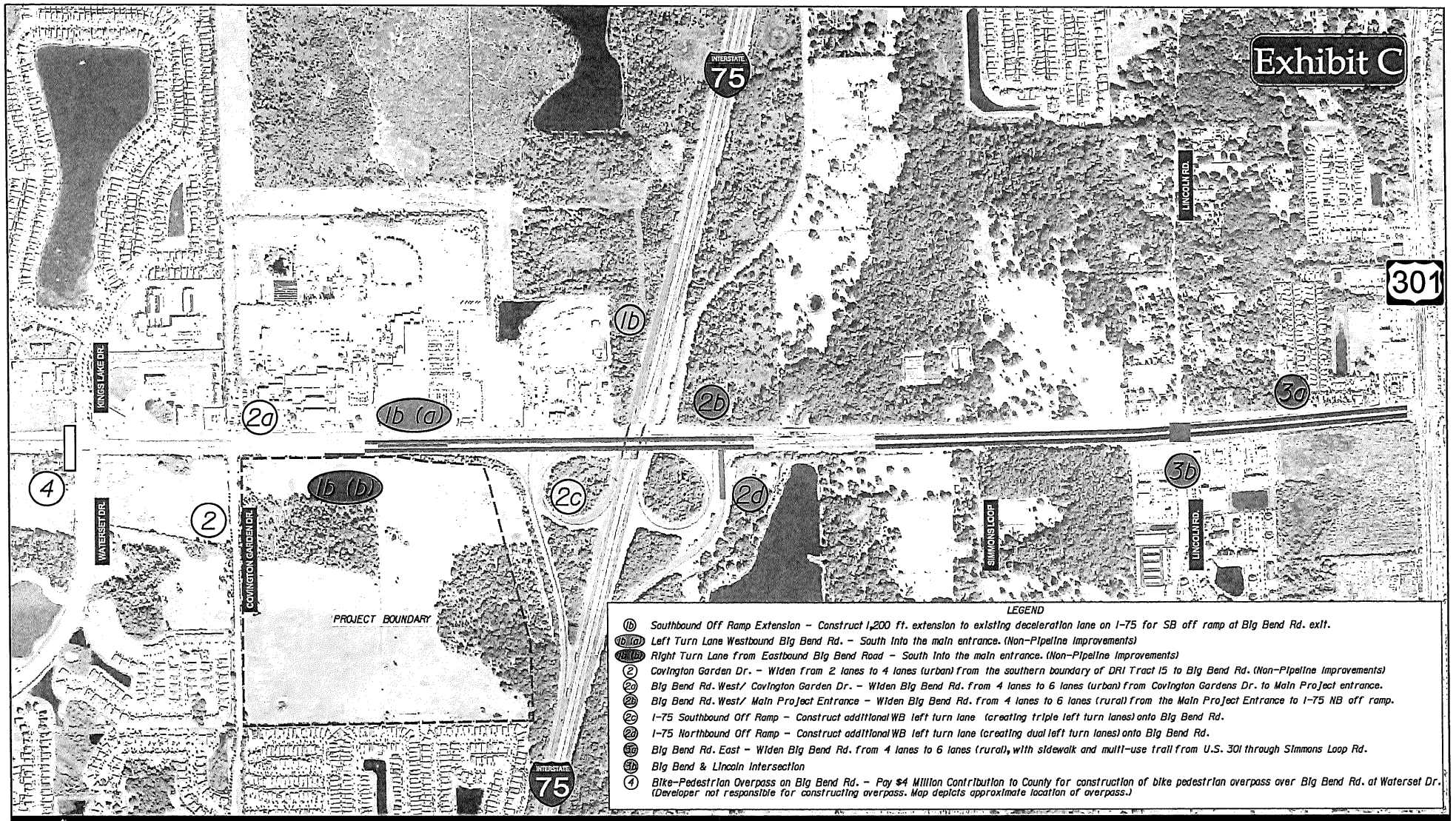
LAND USE	PHASE 1	PHASE 2A (***)	PHASE 2B	TOTALS
RETAIL		1,000,000 SF		1,000,000 SF
OFFICE	111,180 SF	490,120 SF	52,700 SF	654,000 SF
HOTEL		250 ROOMS (100,000 SF)	250 ROOMS (100,000 SF)	500 ROOMS (200,000 SF)
NEIGHBORHOOD COMMERCIAL	116,600 SF			116,600 SF
SERVICE CENTER	213,120 SF		426,880 SF	640,000 SF
LIGHT INDUSTRIAL	160,000 SF		1,440,000 SF	1,600,000 SF
MULTI-FAMILY	172 UNITS		300 UNITS	472 UNITS
TOWN HOUSE DES.			322 UNITS	322 UNITS
SINGLE FAMILY RESIDENTIAL	1,020 UNITS			1,020 UNITS
TOTAL (UNITS)	**1,192 UNITS**		**622 UNITS**	**1,814 UNITS**
TOTAL (SF)	**600,900 SF**	1,590,120 SF	**2,019,580 SF**	**4,210,600 SF**

Phasing – Phase 1 (2013 Specific Approval), Phase 2A (2015 Specific Approval), Phase 2B (2015 Conceptual Approval)

Revised Map H
Master Development Plan
DECEMBER 2010

Southbend DRI #145 NOPC
Hillsborough County, Florida

NOPC Consultant Team
Planning
Wilson Miller
Legal
Fowler, White, Boggs, PA



1" = 800 FEET

Southbend DRI Phase 2A Sub-Phasing

Aerial Flown Jan. 2009

WilsonMiller Stantec

EXHIBIT D

TRIP CALCULATION TABLES
SOUTHBEND II, LLC NOPC

Phase 1 Residential Trips per ADA Traffic Analysis

	Projected Trips	Number of Units	Per Unit Rate	Units removed per Southbend II LLC NOPC	Trips
Projected Daily Trips (1)	16,845	2,072	8.13	1,005	8170.48
PM Peak In bound (2)	1,057	2,072	0.51	1,005	512.69
PM Peak Out bound (2)	601	2,072	0.29	1,005	291.51
Total PM Peak Trips (2)	1,658	2,072	0.80	1,005	**804.19**
PM Peak Internal (3)	79	2,072	0.04	1,005	38.32
PM Peak External (3)	1,579	2,072	0.76	1,005	765.88
Total PM Peak Trips (3)					**804.19**

(1) ADA Table 4
(2) ADA Table 6
(3) ADA Table 7

Phase 1 Non-residential trips per ADA Traffic Analysis

Land Use	S.F.	ADT (1)	PM Peak (2) In	PM Peak (2) Out	PM Peak Total
Shopping Center	110,000	7,248	321	348	669
Office A	88,944	1,213	30	149	179
Office B	22,236	418	18	86	104
Service Center Office	127,872	1,604	38	185	223
Service Center Warehouse	85,248	663	15	49	64
Elementary School	900 Students	917	0	0	0
Park	7.5 Acres	17	0	0	0
Total		**12,080**	**422**	**817**	**1,239**

(1) ADA Table 4
(2) ADA Table 6

EXHIBIT D

TRIP CALCULATION TABLES
SOUTHBEND II, LLC NOPC

NOPC Re-Calculation of Projected Trips for Phase 1

	ADA Totals	NOPC Reduction	New Totals
Residential Units	2,072	1,005	1,067.00
Projected PM Peak In bound	1,479	512.69	966.31
Projected PM Peak Out bound	1,418	291.51	1,126.49
Total Projected PM Peak Trips	2,897	804.19	2,092.81
Projected ADT	28,926	8,170.48	20,755.52

NOPC Re-Calculation of Projected Trips for combined Phase 1 and 2

	Per DO	NOPC Reduction	New Totals
Projected PM Peak In bound	3,080	512.69	2,567.31
Projected PM Peak Out bound	3,592	291.51	3,300.49
Total Projected PM Peak Trips	6,672	804.19	5,867.81
Projected ADT	68,279	8,170.48	60,108.52

#145

PAT FRANK

Clerk of the Circuit Court
13th Judicial Circuit

September 17, 2010

JOHN MEYER DRI COORDINATOR
TAMPA BAY REGIONAL PLANNING COUNCIL
4000 GATEWAY CENTER BLVD SUITE 100
PINELLAS PARK FL 33782

Re: Resolution No. R10-126 – Amended and Restated Development Order for Southbend DRI #145

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on September 14, 2010.

We are providing this original for your files.

Sincerely,

Julia Poupart

Julia Poupart, Director
BOCC Records/VAB

bam
Certified Mail Receipt # 7003 3110 0004 4684 3615
Attachment
cc: Board files (orig.)
Charles Gauthier, Chief, DCA Bureau of State Planning (orig. ltr.)
Morris Massey, Esq., Hill, Ward & Henderson, P.A. (orig. ltr.)
Nancy Y. Takemori, Assistant County Attorney
John Healey, Senior Planner, Planning and Growth Management
Jacqueline Gasper, County Attorney's Office
Sharon Sweet, BOCC Records
Christopher Weiss, Property Appraiser's Office
Mary Mahoney, Management and Budget

Resolution No. R10- 126

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA,

AMENDED AND RESTATED DEVELOPMENT ORDER FOR SOUTHBEND DRI #145

Upon motion by Commissioner Ferlita, seconded by Commissioner Beckner, the following Resolution was adopted by a vote of 6 to 0, Commissioner(s) _____ voting "no".

WHEREAS, in January, 1986, General Homes – Florida, Inc., filed an Application for Development Approval of a Development of Regional Impact (the "ADA") with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, said ADA proposed construction of a mixed-use development located in southwestern Hillsborough County, hereinafter referred to as "Southbend" or the "Development"; and

WHEREAS, the described project lies within the unincorporated area of Hillsborough County; and

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

WHEREAS, on November 25, 1986, the Board of County Commissioners approved a Development Order, Resolution No. R86-260, the Development Order for the Southbend DRI # 145; and

WHEREAS, the Board of County Commissioners has adopted eight (8) amendments to the Development Order: (1) Resolution No. R92-0168, adopted on July 14, 1992, which extended the build out date of development and all immediate phases thereof, and the expiration date of the Development Order, each by a period of four years, eleven months and fifteen days; acknowledged the acquisition of fee simple title to the 2.5 acre parcel of land in the southwest corner of the site, required to provide project access to U.S. Highway 41; and discontinued quarterly surface water sampling until such time as development commences; (2) Resolution No. R97-168, adopted on July 15, 1997, which combined a portion of Phase II development (Phase IIA) with Phase I for specific approval; extended the build out dates and modified Map H accordingly; added a Land Use Trade Off Mechanism and geographic flexibility to the D.O.; revised or removed various conditions; and modified the annual report date from November 25 to June 30 of each year; (3) Resolution No. R99-074, adopted on April 13, 1999, which approved subphasing of the project (Phase IA) to recognize the immediate development of approximately 240 acres of the project for residential uses and the transportation mitigation required as a result thereof; extended the Phase IA build out date to November 9, 2002; allowed flexibility in uses between single family, multi-family, and town home development; and modified the Development Order to conform language regarding approved phases, impact fee credits, and school and park dedications; (4) Resolution No. R00-082 adopted on April 11, 2000, which amended the Development Order to provide

that the Covington Park Community Development District is authorized to undertake the funding, construction, operation and/or maintenance of any of the projects whether within or without the boundaries of the District, which are identified within the Development Order; and (5) Resolution No. R04-048, adopted on February 24, 2004, which transferred the residential units from Phase IIB into Phase I; converted townhome and multi-family units to singe-family residential units; designated Tract 8 for Residential uses; converted 5.7 acres of Tract 3 to Residential (creating Tract 20) and converted Tract 15 to Office; changed the location of the elementary school site; and extended the build out date for Revised Phase I to 2010, and the build out date for Phase II to 2012; deleted specific conditions related to the Transportation Systems Management program; added an additional access point at the southern boundary of the project; and identified the appropriate transportation mitigation for the development entitlements for Revised Phase I; and (6) Resolution No. R05-0195, adopted September 27, 2005, which increased the maximum single-family units allowed in Phase I by 103, or from 2,072 to 2,175 total units, total Phase 1 and Phase 2 units increased from 2,694 to 2,797; added 402.8 acres to the project; modified the Master Plan including extension of a North/South collector road through the expansion area; depicted the conceptual extension of Apollo Beach Boulevard and revised the Land Use Schedule to reflect land use acreages changes and the number of residential units; and (7) Resolution No. R07-022, adopted January 23, 2007, which increased neighborhood commercial entitlements by 6,600 square feet, from 110,000 square feet to 116,600 square feet; modified Map H to add one access point along the northern boundary of the project, on Big Bend Road (right-in/right-out only access point on Tract 7); depicted one right-in only and one full access point on Tract 1 in

accordance with the previously approved zoning General Development Plan; combined Tract 5 with a portion of Tract 6; allowed Neighborhood Commercial/Light Industrial and Hotel as potential uses on Tract 5 and Office/Light Industrial as potential uses on Tract 6; realigned the internal access road between Tracts 3, 5, and 6, to provide greater distance separation from the intersection at Big Bend Road; modified the acreages in Tracts 3, 5, and 6; revised the Land Use Schedule to reflect land use acreage changes and the increase in Neighborhood Commercial entitlement; and modified the Equivalency Matrix to add Hotel and Motel uses; and (8) Resolution No. R08-149, adopted September 23, 2008, which modified Map H to combine Tracts 1, 2, 4, and a portion of Tract 15 into Tracts 1a and 1b consisting of approximately 128.2 acres, total, to allow Retail/Office/Hotel as potential uses on Tract 1a consisting of approximately 104 acres, and Office and Structured Parking as permanent uses of Tract 1b consisting of approximately 24 acres (with surface parking on a portion thereof permitted as an interim use); specifically approved Phase 2A consisting of 1,000,000 square feet of regional commercial entitlements, 490,120 square feet of office entitlements and 250 rooms of hotel entitlements for use on the revised Tracts 1a and 1b; and provided for transportation and infrastructure mitigation related to the specifically approved Phase 2A on revised Tracts 1a and 1b; and

WHEREAS, on April 23, 2010, NRI Equity Tampa, LLC (hereinafter, "NRI Equity") filed "Notice of Proposed Change" to: (a) sub-phase the Revised Phase 2A development and the Revised Phase 2A Pipeline Improvements and Required Contributions into five (5) separate sub-phases as more particularly described herein; (b) specifically allow Revised Phase 2A office development to occur on Tract 15; (c) amend

Exhibits A and B and Map H to reflect the acquisition of land for surface water management purposes, which tract of land is labeled "Tract 1(c)" on Map H; and (d) recognize the automatic extension of all phase, build-out and expiration dates by three (3) years as provided in House Bill 7203 adopted in 2007; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County has on September 14, 2010 held a duly noticed public hearing on said Notice of Proposed Change and has heard and considered testimony and other documents and evidence; and

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

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

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA:

I. FINDINGS OF FACT

A. The real property which is the subject of the Southbend DRI #145, as amended, is legally described as set forth in **Exhibit A**, attached hereto and made a part hereof by reference; and the real property which is the subject of this NOPC is

legally described as set forth in **Exhibit B,** attached hereto and made a part hereof by reference.

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

C. All procedural requirements of Section 380.06, Florida Statutes, and the Hillsborough County Land Development Code have been complied with.

D. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City-County Planning Commission, and the Tampa Bay Regional Planning Council and other affected agencies.

II. CONCLUSIONS OF LAW

Based upon the compliance with the terms and conditions of this Amended and Restated Development Order, the following Conclusions of Law are made:

A. The development will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.

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

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

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

E. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Amended and Restated Development Order.

F. The NOPC is approved subject to all terms and conditions of this Amended and Restated Development Order, including the revised Map "H", date stamped August 23, 2010, and attached hereto as **Exhibit C** and incorporated herein by reference.

G. The 2025 Future Land Use Map for Hillsborough County designates the real property which is the subject of this NOPC (as legally described in **Exhibit B**) as Urban Mixed Use 20 (UMU 20).

III. GENERAL PROVISIONS

A. The legal descriptions set forth in **Exhibit A and Exhibit B** are hereby incorporated into and by reference made a part of this Amended and Restated Development Order.

B. All provisions contained within the NOPC and Sufficiency Responses shall be considered conditions of this Amended and Restated Development Order unless inconsistent with the terms and conditions of this Amended and Restated Development Order, in which case the terms and conditions of this Amended and Restated Development Order shall control.

C. This Resolution shall constitute the Amended and Restated Development Order of Hillsborough County in response to the NOPC for the Southbend Development of Regional Impact.

D. The definitions contained in Chapter 380, Florida Statutes, shall govern and apply to this Amended and Restated Development Order.

E. This Amended and Restated Development Order shall be binding upon all persons or entities that undertake the "development" of any land located within the Southbend DRI as the term "development" is defined in Section 380.04, *Florida Statutes*, including, without limitation, NRI Equity (hereafter collectively referred to herein, whether one or more, as "the Developer"). It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of governmental agency.

F. In the event that any portion or section of this Amended and Restated Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Amended and Restated Development Order which shall remain in full force and effect.

G. Whenever this Amended and Restated Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected governmental agencies and departments as are or may be designated by the Board of County

Commissioners of Hillsborough County to review developments set forth under applicable laws and rules governing developments of regional impact.

H. In each instance in this Amended and Restated Development Order where the Developer is responsible for ongoing maintenance of facilities at Southbend, the Developer may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, and/or other agencies having jurisdiction, concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Amended and Restated Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation, as defined in Section 380.06, Florida Statutes, from the terms or conditions of this Amended and Restated Development Order or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the Tampa Bay Regional Planning Council shall result in further development of regional impact review pursuant to Chapter 380.06, Florida Statutes, as amended, and may result in Hillsborough County ordering a termination of development activity pending such review.

J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of

this condition, the County may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Development Order. In the event of a deviation, the County Administrator may issue a notice of such noncompliance to the Developer, or the County Administrator may immediately recommend that the Board of County Commissioners establish a hearing to consider such deviations.

K. The Developer shall file an Annual Report in accordance with Section 380.06(18), Florida Statutes, and appropriate rules and regulations. Such report shall be due on June 30th for each year until and including such time as all terms and conditions of this Amended and Restated Development order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Amended and Restated Development Order. The Developer shall be notified of any Board of County Commissioner's hearing wherein such report is to be reviewed. Provided, however, that the receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Amended and Restated Development Order. This report shall contain:

1. The information required by the State Land Planning Agency to be included in the Annual Report, which information is described in the

Rules and Regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and

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

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

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

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

M. This Amended and Restated Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County and transmittal in accordance with Section 380.06, Florida Statutes, as amended.

N. Upon adoption, the Amended and Restated Development Order shall be transmitted by the Ex-Officio Clerk to the Board of County Commissioners, by certified mail or other delivery service for which a receipt as proof of service is required, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and Equity.

O. Revisions to the development not contemplated or addressed within this Amended and Restated Development Order shall be subject to Tampa Bay Regional Planning Council's incremental review fee.

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project in accordance with the proposed phasing schedule contained in Table 20-1, attached hereto, is an integral part of the Amended and Restated Development Order conditions. Therefore, if the Developer elects to amend the proposed phasing schedule, it shall submit said amendments to the County for review and approval, which approval shall not be withheld for mere acceleration of phases if the terms of this Order are otherwise fully complied with. It is the intent of this provision to insure that all prerequisites for each phase of the project are complied with. For purposes of this Order, a phase shall be considered complete upon issuance of the final certificate of occupancy for the phase. Any significant departure in project buildout from the phasing schedule set

forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes.

2. This Amended and Restated Development Order shall remain in effect for a period up to and including December 31, 2015. Any development activity for which plans have been submitted to the County for its review and approval prior to the expiration date of this Amended and Restated Development Order may be completed in accordance with the requirements of the Amended and Restated Development Order, if approved. This Amended and Restated 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.

3. Physical development on site has commenced.

4. The Development shall not be subject to down-zoning, unit density reduction, or intensity reduction until December 31, 2018 unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Amended and Restated Development Order have occurred or the Amended and Restated 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. Infrastructure

The Developer acknowledges that any Revised Phase I or Revised Phase 2A excess infrastructure capacity constructed to potentially serve latter phases shall be at the Developer's risk and shall not vest latter phase development rights.

C. Transportation

1. General Transportation Conditions Applicable to All Phases

a. A transportation improvements plan for the Ruskin/Sun City area in cooperation with Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC), the Hillsborough County Area Metropolitan Planning Organization (MPO) and developers in the study area shall be developed. The plan shall consider all approved developments in the area including previously approved DRIs, and projected development. The plan shall be completed prior to any Revised Phase II(b) specific approval. Ongoing or proposed studies such as the Big Bend Area Comprehensive Plan amendment or the Comprehensive Plan Update may serve to meet this requirement. If required by Hillsborough County, the Developer shall contribute to such study on a fair share basis and receive credits if any provided for in the Thoroughfare Plan and the Road Network Improvement Ordinances. In lieu thereof, issuance of a Development Order approving an area wide DRI including the project site shall satisfy this requirement. This transportation plan or area wide DRI traffic analysis shall include but not be limited to:

(1) The regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional major roadways to be constructed within the study area.

(2) The existing, approved, and projected development to be included within the plan.

(3) An assessment of the traffic impact of existing, approved and projected development.

(4) An evaluation and recommendation of mass transit alternatives to additional road improvements.

(5) A recommendation of specific implementation methods, strategies and programs.

b. To assure that the transportation impacts of this Development have been accurately projected by the ADA traffic analysis (Phase 1 Total: 2,897 P.M. Peak Hour trips, (1,479 Inbound, 1,418 Outbound) and 28,926 Average Daily Trips), the Developer shall conduct field surveys and a report of findings to determine actual external vehicle and transit trips generated by Southbend every year after the initial certification of occupancy and issued through project build-out as part of the Annual Report. This survey and report shall be conducted by the applicant and shall be approved by Hillsborough County, the Hillsborough County MPO, and FDOT and the TBRPC. After review of the survey and report findings, the

reviewing agencies or developer may require that the Amended and Restated Development Order be revised accordingly.

c. An annual monitoring program will be started when fifty percent (50%) of Revised Phase I trip making, as calculated using standard ITE Trip Generation Rates, has been achieved (Phase 1 Total: 2,897 P.M. Peak Hour trips, (1,479 Inbound, 1,418 Outbound) and 28,926 Average Daily Trips). This annual monitoring report will be reported as part of the Annual Report referenced in subsection III.K. above, and will continue until buildout. The Annual Reports shall provide information regarding the total development which has been permitted and its equivalent in trips, and shall project the development/trips anticipated for the following year. The monitoring program will record driveway volumes in the evening peak hour and on a daily basis. If the driveway volumes exceed those projected in the DRI/ADA for Revised Phase I and Revised Phase 2A (cumulatively 6,672 p.m. peak hour trips – 3,080 inbound/3,592 outbound; and 68,279 average daily trips) and/or prior to commencement of Revised Phase II(b), a new traffic analysis consistent with Section 380.06, F.S. will be required. The revised transportation analysis 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.

d. Annually, for inclusion in the Annual Report, the Developer shall complete an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified below:

(1) Big Bend Road at Waterset Drive.**[The warrant study has been initiated but has not been completed.]**;

(2) Big Bend Road at Covington Garden Drive. **[This warrant study has been completed and signalization has been installed]**.

Should it be determined that a warrant study is required, the Developer shall provide same in the Annual Report. Furthermore, if a traffic signal is warranted, and the results are approved by Hillsborough County, then the Developer shall submit 100 % signal design plans to Hillsborough County within 120 days of Hillsborough County approval. In addition, the Developer shall also submit 100 % design plans for the construction of a second left turn lane on Big Bend Rd at the approved signalized intersection. Construction of the traffic signal and second left turn lane shall commence within 120 days of approval of the final signal and roadway design plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is

warranted, then the Developer shall comply with the timing schedule described above.

e. All studies, monitoring programs and reports required above or otherwise in this Subsection IV.C. of this Amended and Restated DRI Development Order (Transportation) will be incorporated into the Annual Reports. If the Developer, its successors or assigns anticipates exceeding a development level threshold indicated in this subsection, 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.

f. Subsections 2, 3, and 4 of Section IV.C. of this Amended and Restated Development Order, which follow, list the general and specific transportation conditions and improvements required for specifically approved Revised Phase I and Revised Phase 2A.

2. General Transportation Conditions Pertaining to Revised Phase I

a. Annually, for inclusion in the Annual Report, if the Developer elects to choose Mitigation Alternative 1, then the Developer shall complete an evaluation with FDOT and Hillsborough County, as

appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified in Alternative 1. Should it be determined that a warrant study is required, the Developer shall provide same in the Annual Report. Furthermore, if a traffic signal is warranted, and the results are approved by Hillsborough County, then the Developer shall submit 100% signal design plans to Hillsborough County within 120 days of Hillsborough County approval. In addition, the Developer shall also submit 100% design plans for the construction of a second left turn lane on Big Bend Road at the approved signalized intersection. Construction of the traffic signal and second left turn lane shall commence within 120 days of approval of the final signal and roadway design plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is warranted, then the Developer shall comply with the timing schedule described above.

b. The Developer has previously received approval for former Subphase IA, consisting of 1,214 dwelling units. No access on US 41 is permitted in conjunction with the development of 1,214 dwelling units. The following improvements were previously required and completed for former Subphase IA:

(i) At the intersection of Big Bend Road and Covington Gardens Drive entrance, construct a westbound left-turn lane, eastbound right-turn lane, northbound right-turn land and left turn lanes, and provide signalization when warranted by the MUTCD. These improvements are of total benefit to the project. **[The turn lane improvements have been completed and the signalization has been installed.]**

(ii) At the intersection of Big Bend Road and 1-75 east ramps, provide signalization when warranted.

[This condition has been satisfied and applies solely to former "Subphase 1(A)"]

c. No development shall occur within the south 600 feet of the southernmost property boundary, as depicted on Map H, until the final alignment of the Apollo Beach Boulevard Extension is determined by the Developer and Hillsborough County.

3. Mitigation Alternatives for Revised Phase I. The Developer at its option, may select one of the following alternatives to mitigate the transportation impact of Revised Phase I **[The Developer has selected Alternative 3 and the Revised Phase I Pipeline Improvements were completed in October 2007]**:

a. Alternative 1

Revised Phase I: No building permits shall be issued for Revised Phase I in excess of the 1,214 units approved as former Phase IA, until funding commitments are secured from responsible entities for the following roadway improvements:

- Roadways
  - Four (4) lane US 301 from Balm Road to Big Bend Road
  - Add eastbound lane on Big Bend Road from US 41 to 1-75
- Off Site Intersections
  - Add eastbound right turn lane on Big Bend Road at US 41
  - Add northbound left turn on I-75 West Ramp at Big Bend Road
  - Add dual eastbound and northbound left turn lane on Big Bend Road at US 301
  - Extend NB through lanes a ¼ mile on US 301 at Big Bend
  - Signalize US 301 at 19th Avenue when warranted
  - Signalize US 301 at Balm Road when warranted
  - Signalize Big Bend Road at I-75 East Ramp when warranted
- Driveway Improvements
  - Big Bend Road western driveway (Waterset Drive) requires a northbound left, through and right turn lane, eastbound right turn lane and westbound dual left turn lane with signalization when warranted

- Big Bend Road at Covington Garden Drive requires a northbound left, through and right turn lane, eastbound right turn lane and dual westbound left turn lanes with signalization when warranted
- Big Bend Road driveway at Proposed Service Center Driveway (Tract 7) shall be restricted to a right-in right-out only

b. Alternative 2: The Developer may subphase the development approved in each phase for specific projects when such subphasing identifies and ties specific amounts of project development (within a Phase) to specific regional roadway improvements. Such subphasing shall be acceptable under the following conditions~~.~~:

(i) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

(ii) Funding commitments for roadway improvements will be required when the regional roadway operates below daily LOS C and LOS D at peak hour and the development contributes 5% or more of the existing daily LOS C and LOS D at peak hour existing capacity of the facility.

c. Alternative 3: **[The Developer has selected Alternative 3 and the Revised Phase I Pipeline Improvements were completed in October 2007]** In lieu of funding all of the transportation improvements identified in Alternative 1 or Alternative 2, the Developer may elect Alternative 3 to proceed with the

development of greater than 1,214 dwelling units as part of Revised Phase I. The requirements of Alternative 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of Revised Phase 1 of the Development on the regionally significant transportation highway facilities within the primary impact area. Any approval of this mitigation/curing mechanism is based on the Development'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 Hillsborough County, TBRPC and DCA policies regarding pipelining transportation impacts.

(1) This pipeline option may be elected as full and complete satisfaction of the Developer's obligation to mitigate Revised Phase I transportation impacts of the Development.

(2) The required Pipeline Improvement (the "Revised Phase I Pipeline Improvement") under this Alternative 3, which includes the "Required Design", the "Required Right-of-Way Acquisition" and the "Required Construction" as defined below, shall be as follows:

(3) The construction of two lanes of the Western North/South Roadway (Waterset Drive) shown on Map H, from Big Bend Road to the southern Development Boundary of the Southbend Planned Development (PD 86-154, as amended). This alignment is

conceptually depicted on Map H. The Developer shall provide 124 feet of right-of-way to allow for the ultimate construction of a four lane divided facility, including, but not limited to, sidewalks, carriage way, landscaping, signalization when warranted, and wetland mitigation, plus sufficient right-of-way for drainage for the Western North/South roadway segment. The roadway shall be designed and constructed as a two lane divided roadway, expandable to four lanes within the median. Right turn lanes and left turn lanes, where permitted, shall be constructed on the roadway at each project access. (The foregoing collectively referred to as the "Revised Phase I Pipeline Improvements"). The Developer shall construct, at the intersection of Big Bend Rd and the Western North/South roadway, an eastbound right turn lane, a westbound left turn lane, and a northbound left turn lane, through lane, right turn lane, and signalization when warranted. The design of the intersection and the traffic signal shall accommodate dual northbound and westbound turn lanes and dual northbound right turn lanes at the intersection of Big Bend Road.

(4) All roadway plans shall be submitted for review and approval by Hillsborough County at the 30%, 60%, 90% and 100% complete stage. If Hillsborough County does not complete its review within thirty (30) days after each submittal, the County's

review time shall be added to the time allowed for completion of the Required Design as provided herein.

(5) Buildings within the Development shall be subject to the adopted Consolidated Impact Assessment Program Ordinance (the "Impact Fee Ordinance"), as it may be amended from time to time. All eligible transportation contributions, costs and expenses borne by the Developer pursuant to this Development Order, including but not limited to costs for right-of-way, design, construction and construction inspection of the Revised Phase I Pipeline Improvement may be considered for transportation impact fee offsets pursuant to the Impact Fee Ordinance. Nothing herein shall be construed as a waiver of the Developer's right to contest the validity of, or to apply for offsets under, the Impact Fee Ordinance or the impact fees assessed thereunder.

(6) The Developer will comply with the following time schedule for construction of the Revised Phase I Pipeline Improvements:

(a) The Developer will dedicate or convey the required right-of-way to the southern boundary of Tract 8 prior to Final Plat approval for any development within Tract 8. The Developer will dedicate or convey the required right-of-way for the southern portions of the Pipeline Improvement (south of Tract 8) prior to Final Plat approval

for any development within either Tract 22 or Tract 23 (whichever occurs first).

(b) The Developer will submit the 30% roadway plans for the Revised Phase I Pipeline Improvements to the County for review and approval within 120 days of dedication of the roadway. Subsequent submittals of roadway plans for 60% design, 90% design and 100% design shall be submitted within 90 days of the County's approval of the previously submitted plans.

(c) Construction of the Revised Phase I Pipeline Improvements shall be completed within 3 years of final approval by the County of the 100% roadway plans.

(d) In the event that the performance by the Developer of the commitments set forth in this Development Order shall be interrupted or delayed by war, riot, strike, civil commotion, natural disaster or other event beyond the Developer's control, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Amended and Restated Development Order shall be interrupted or delayed in connection with the necessary

governmental approvals from the construction of the Revised Phase I Pipeline Improvement and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof.

4. Mitigation Alternatives for Revised Phase 2A:

a. Alternative 1 – Pipeline Improvements and Required Contribution for Revised Phase 2A.

The requirements of Alternative 1 have been determined to be the appropriate requirements to cure and mitigate the impacts of Revised Phase 2A of the Development on the regionally significant transportation highway facilities within the primary impact area. Any approval of this mitigation/curing mechanism is based on the Development'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 Hillsborough County, TBRPC and DCA policies regarding pipelining transportation impacts. The following described

"Revised Phase 2A Pipeline Improvements and Required Contribution" in this Alternative 1 meet or exceed the "proportionate share" of transportation improvements required in connection with the "Revised Phase 2A" development which has been determined to be $24,480,000.00 based on the August 2007 Florida Department of Transportation (FDOT) construction cost tables. Notwithstanding the proportionate share amount, if the Developer elects Alternative 1, the Developer shall mitigate for the traffic impacts of the Revised Phase 2A development by providing the Revised Phase 2A Pipeline Improvements and Required Contribution, regardless of the actual cost of the Pipeline Improvements.

(1) This pipeline option may be elected as full and complete satisfaction of Developer's obligation to mitigate Revised Phase 2A transportation impacts of the Development.

(2) The required pipeline improvements (the "Revised Phase 2A Pipeline Improvements") under this Alternative 1, which includes the "Required Contribution" as defined below in subparagraph (h), and the "Required Construction Projects" as set forth below in subparagraphs (a) – (g), shall be as follows:

(a) Widen Big Bend Road from US 301 through Simmons Loop Road as a rural six lane road, including sidewalk on one side and multiuse trail on the other (it is specifically understood that the

widening of Big Bend Road by Developer will not include any "intersection" related improvements at Big Bend Road and US Highway 301, or any other intersection improvements between the Bullfrog Creek bridges and US Highway 301 except as expressly provided below).

(b) Installation of traffic signals and turn lane improvements at the intersection of Big Bend Road and Lincoln Road;

(c) Construction of an additional westbound left turn lane on the I-75 southbound off-ramp at Big Bend Road thereby creating a triple left turn lane at this intersection;

(d) Construction of an additional westbound left turn lane on the I-75 northbound off-ramp at Big Bend Road thereby creating a dual left turn lane at this intersection;

(e) Construction of one (1) 1,200 foot extension to the existing deceleration lane for the southbound I-75 off-ramp at Big Bend Road;

(f) Widen Big Bend Road from existing 4-lanes to a 6-lane urban arterial road from Covington Garden Drive to the western boundary of the signalized intersection at the Revised Phase 2A development's main entry drive on Big Bend Road (which main entry drive is more specifically shown on Revised DRI Map H

attached hereto as **Exhibit C,** and which main entry drive aligns with East Bay High School's main entrance on Big Bend Road);

(g) Widen Big Bend Road from existing 4-lanes to a 6-lane rural arterial road from the Revised Phase 2A development's main entry drive on Big Bend Road to the northbound I-75 off-ramp for northbound to westbound movements; and

(h) The Developer shall submit a cash payment in the amount of four million dollars ($4,000,000) to Hillsborough County (the "Required Contribution") no later than six (6) months after issuance of the first building permit for vertical construction for any buildings constructed as part of the Revised Phase 2A development on Tract 1(a) or Tract 1(b) in order to help fund construction of a bike-pedestrian overpass over Big Bend Road at or near Waterset Drive. However, it is expressly understood that the use of the Required Contribution by Hillsborough County for the aforementioned bike-pedestrian overpass is conditioned upon Hillsborough County (or a third party designated by Hillsborough County) constructing (1) the bike-pedestrian overpass on Big Bend Road a minimum of 1,000 feet west of the western right-of-way line of Covington Garden Drive (provided however, access ramps for the bike-pedestrian overpass may be constructed within the 1,000 feet separation area) and (2) the bike-pedestrian overpass within five (5) years from the date of payment of the Required

Contribution. If Hillsborough County is unable to comply with either one or both of these conditions, then in lieu of the bike-pedestrian overpass on Big Bend Road, Hillsborough County shall use the Required Contribution to fund any transportation capacity improvement project lying within the area identified in the Revised Phase 2A development's transportation study as the "area of influence". If a transportation capacity improvement project within the Revised Phase 2A development's area of influence which is eligible for transportation impact fee credit under the Consolidated Impact Fee Assement Program Ordinance is available, the County shall choose such project;

(3) All roadway plans shall be submitted for review and approval by Hillsborough County at the 30%, 60%, 90% design and 100% complete stage (however, Developer may choose to proceed at its own risk based on a limited phase review by advancing the design phase review directly from 60% to 100%). If Hillsborough County does not complete its review within thirty (30) days after each submittal, the County's review time shall be added to the time allowed for completion of the Required Design as provided herein.

(4) Any reports required by permitting agencies prior to design and/or construction of the Required Construction Projects, including without limitation Interchange Operational Analysis Reports (IOARs) or Interstate Modification Reports (IMRs) (if an

IMR is required by FWHA), shall be the sole responsibility of the Developer. The Developer shall submit all required applications for IOARs and/or IMRs within twelve (12) months from the date the NOPC filed in 2010 becomes final, and all appeal periods have expired, with no appeals having been filed. The methodology and actual analysis for an IOAR or IMR shall be performed under close supervision and guidance of FDOT. All such applications shall be full and complete and shall comply with the submission requirements of FDOT and/or FHWA.

(5) If it is determined that additional right of way is necessary for any Revised Phase 2A Pipeline Improvements (Required Construction Projects), the Developer shall provide Hillsborough County, at the Developer's sole cost and expense, the documents necessary to enable the County to obtain a resolution allowing it to acquire the right of way or other property interests necessary for the construction of one or more of the Revised Phase 2A Pipeline Improvements, including: sixty percent (60%) project construction plans (or better); 100% right of way maps; legal descriptions and parcel sketches; a map of survey and location; 100% maintained right of way maps, if any; and project design and environmental analysis which includes an analysis of alternative alignments, pond sites, environmental factors, safety considerations, costs and the long range area plan. The Developer and Hillsborough County

shall work cooperatively during this planning and mapping process with the intent of insuring that the documents to be produced will be satisfactory to the County. The Developer's obligation to provide such documents shall not be deemed satisfied until such documents have been approved by the County's Planning and Growth Management Department and the Department of Public Works, which approval shall not be unreasonably withheld. In order to ensure that Developer's acquisition of any right-of-way for Developer's Revised Phase 2A Pipeline Improvements (Required Construction Projects) does not relieve or supplant the mitigation that otherwise would be required from developers of other projects adjacent to the Required Construction Projects, Hillsborough County shall require each such developer to contribute the right-of-way necessary to accommodate and mitigate for their own obligations for sidewalks and road improvements for their respective projects. If it is determined that additional right of way is necessary for any Revised Phase 2A Pipeline Improvements (Required Construction Projects), Hillsborough County agrees to utilize its powers of eminent domain to acquire right of way, if necessary, upon the execution of a collateral agreement between the Developer and Hillsborough County specifying the duties of each party. All costs and expenses attributable to acquiring the right of way, including without

limitation legal, engineering and design costs and expenses shall be paid by Developer.

(6) Buildings within the Revised Phase 2A development shall be subject to the adopted Consolidated Impact Assessment Program Ordinance (the "Impact Fee Ordinance"), as it may be amended from time to time. All eligible transportation contributions, costs and expenses borne by the Developer pursuant to this Amended and Restated Development Order, including but not limited to costs for right-of-way, design, construction and construction inspection of the Revised Phase 2A Pipeline Improvements and the Required Contribution may be considered for transportation impact fee offsets pursuant to the Impact Fee Ordinance. Further, nothing herein shall be construed as a waiver of the Developer's right to contest the validity of, or to apply for any other offsets under, the Impact Fee Ordinance or the impact fees assessed thereunder.

(7) The County shall consider, in good faith, requesting that the Metropolitan Planning Organization (MPO) add the bike/pedestrian overpass and the four (4) laning of Covington Gardens Drive to the MPO's Long Range Transportation Plan Highway Needs Assessment;

(8) The Developer will comply with the following time schedule for construction of the Revised Phase 2A Pipeline Improvements (Required Construction Projects):

(a) Except as hereinafter provided, the construction of all of the Revised Phase 2A Pipeline Improvements shall be substantially completed prior to the issuance of any certificates of occupancy for any buildings constructed as part of the Revised Phase 2A development on Tract 1(a) or Tract 1(b). Notwithstanding the foregoing provision, it is specifically agreed that the Revised Phase 2A Pipeline Improvement listed in Subsection IV.C.4.a(2)(a) above (i.e., the widening of Big Bend Road from US 301 through Simmons Loop Road as a rural six lane road, the "East 301 Roadway Improvement") does not have to be substantially completed prior to the issuance of the first certificate(s) of occupancy for any buildings constructed as part of the Revised Phase 2A development on Tract 1(a) or Tract 1(b) so long as: (i) the Developer has provided the County with Security for the East 301 Roadway Improvement as provided in Subsection IV.C.4.a.(8)(c) below; and (ii) the Developer has commenced construction of the East 301 Roadway Improvement prior to the issuance of the first certificate(s) of occupancy for any buildings constructed as part of the Revised Phase 2A development. Further, Developer shall substantially complete construction of the East 301 Roadway Improvement within twelve (12) months of commencement of construction of said improvement.

(b) To the extent that FHWA approval is required for any of the Revised Phase 2A Pipeline Improvements ("FHWA Roadway Improvements"), it is specifically agreed that the Developer shall not be required to commence construction of FHWA Roadway Improvements until FHWA approval has been received. Notwithstanding the foregoing provision, it is understood that the Developer shall either: (i) be required to commence construction of any of the FHWA Roadway Improvements no later than ninety (90) days after the issuance of the first building permit for vertical building construction within the Revised Phase 2A development; or (ii) if FWHA approval is still pending at that time (i.e., issuance of the first building permit for vertical building construction within the Revised Phase 2A development), the Developer shall alternatively be required to provide financial security to FDOT for the FHWA Roadway Improvements (This financial security shall be identical to the "Security" as described in subsection IV.C.4.a(8)(c) below). Further, Developer shall substantially complete construction of the FHWA Roadway Improvements within twelve (12) months of commencement of construction of said improvement(s).

(c) Prior to the issuance of any permits for the construction of any buildings on either Tract 1(a) or Tract 1(b), the Developer shall provide the County with financial security

ensuring the Developer's completion of all of the Revised Phase 2A Pipeline Improvements (except the FHWA Roadway Improvements) within the time frame provided in this Amended and Restated Development Order ("County Security"). The County Security shall equal one hundred and twenty-five percent (125%) of the estimated cost of Developer completing all of the Revised Phase 2A Pipeline Improvements (not including the cost of the FHWA Roadway Improvements) and shall be in a form acceptable to the County and in the form of one or more letter(s) of credit and/or escrow agreement(s) including, without limitation, an escrow agreement with a duly formed community development district that has issued bonds for the Revised Phase 2A Pipeline Improvements as hereinafter described. Pursuant to subsection IV.C.4.a(8)(b) above, if required, the Developer shall provide to FDOT financial security ensuring the Developer's completion of all of the FHWA Roadway Improvements within the time frame provided in this Amended and Restated Development Order (herein "FDOT Security"). The FDOT Security shall equal one hundred and twenty-five percent (125%) of the estimated cost of Developer completing all of the FHWA Roadway Improvements and shall be in a form acceptable to FDOT and in the form of one or more letter(s) of credit and/or escrow agreement(s) including, without limitation, an escrow agreement with a duly formed

community development district that has issued bonds for the Revised Phase 2A Pipeline Improvements as hereinafter described. (The County Security and FDOT Security shall hereinafter be referred to collectively as "Security")

(d) If all or a portion of the Security provided by the Developer is an escrow agreement between a duly formed community development district and the County, that agreement shall require that the proceeds from the sale of bonds for off-site improvements (including the Revised Phase 2A Pipeline Improvements) be placed in a specific escrow account with a qualified financial institution; it being specifically understood and agreed that the community development district shall be authorized to draw funds from that account for the purpose of funding the construction of the Revised Phase 2A Pipeline Improvements. If all or a portion of the Security is one or more letter(s) of credit, it is agreed that as each one of the Revised Phase 2A Pipeline Improvements are substantially completed, the Developer shall also be entitled to reduce the amount of the letter(s) of credit held by the County (and FDOT, if applicable) to an amount equal to 125% of the estimated cost to complete the uncompleted Revised Phase 2A Pipeline Improvements. In connection therewith, the Developer shall provide the County (and FDOT, if applicable) with revised estimates to complete any Revised Phase 2A Pipeline

Improvements that have not been substantially completed. The revised estimates shall be prepared and sealed by a licensed Florida civil engineer and shall be subject to review and approval by the County in its reasonable discretion.

(e) For purposes hereof, the words "substantial completion" or "substantially complete" shall mean that the roadway improvements described herein as the Revised Phase 2A Pipeline Improvements have been completed so that they can safely be used by the general public and so that the roadway improvements provide the same capacity as will be provided upon final completion of the roadway improvements; however, corrective work may still be outstanding in connection with the Revised Phase 2A Pipeline Improvements so long as the Developer has provided the County with appropriate security in the form of a letter of credit in an amount estimated to be necessary to complete any such corrective work plus an additional ten percent (10%).

(f) Notwithstanding the foregoing subsection IV.C.4.a(8)(a) above requiring substantial completion of certain Revised Phase 2A Pipeline Improvements before the issuance of certificates of occupancy for any buildings on either Tract 1(a) or Tract 1(b), in the event that the performance by the Developer of the commitments set forth in this Amended and Restated Development Order in connection with the construction of the

Revised Phase 2A Pipeline Improvements shall be interrupted or delayed by war, riot, strike, civil commotion, natural disaster or other event beyond Developer's control, then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Amended and Restated Development Order shall be interrupted or delayed in connection with obtaining the necessary governmental approvals and/or acquisition or condemnation of land required for the construction of any of the Revised Phase 2A Pipeline Improvements and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows to the reasonable satisfaction of Hillsborough County that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof; and Hillsborough County shall continue issuing permits and certificates of occupancy for buildings constructed as part of Revised Phase 2A.

(g) In the event Developer does not substantially complete construction of the Revised Phase 2A Pipeline

Improvements within three (3) months after the deadline(s) for completion set forth in subsection IV.C.4.a(8)(a) and (b) above, the County or FDOT may exercise its rights as provided for in the Security within thirty (30) days thereafter (i.e., after three (3) months after the deadlines for completion have elapsed) and shall complete construction of any uncompleted Revised Phase 2A Pipeline Improvements to the extent the proceeds of such security enable the County or FDOT to do so.

b. Alternative 2: **[The Developer of Phase 2A has selected this alternative]**

The Developer may elect to subphase the Revised Phase 2A development and the construction of the Revised Phase 2A Pipeline Improvements as follows:

1. Sub-Phase 2A-1(a): The Developer shall be allowed to obtain building permits and thereafter certificates of occupancy for up to 120,000 square feet of office development upon submission of a complete application for an IOAR and/or IMR (if required) for the construction of an approximate 1,200 foot extension to the existing deceleration lane for the southbound I-75 off-ramp at Big Bend Road, and any other improvements detailed in Alternative 1 above, which would require an IOAR and/or an IMR; provided, however, the Developer shall be required to submit a complete

application for an IOAR and/or IMR (if required) for said improvements no later than December 31, 2011

2. Sub-Phase 2A-1(b): The Developer shall be allowed to obtain certificates of occupancy for up to an additional 175,000 square feet of commercial/retail development and up to 125 hotel rooms upon substantial completion of construction of an approximate 1,200 foot extension to the existing deceleration lane for the southbound 1-75 off-ramp, which is part of the Revised Phase 2A Pipeline Improvements detailed in Alternative 1, together with certain site-related improvements as detailed in Section IV.C.4.c(1) below: These improvements (both pipeline and site-related) are also depicted on **Exhibit D** attached hereto and made a part hereof.

3. Sub-Phase 2A-2: The Developer shall be allowed to obtain certificates of occupancy for up to an additional 425,000 square feet of commercial retail development (600,000 square feet cumulative), and an additional 125,000 square feet of office development (245,000 square feet cumulative) upon substantial completion of the following projects, which are identified as part of the Revised Phase 2A Pipeline Improvements under Alternative 1 above:

(a) the widening of Big Bend Road to a 6-lane urban arterial road from Covington Garden Drive to the western

boundary of the main entrance to DRI Tract 1(a) on Big Bend Road (which is also the main entrance for the Revised Phase 2A development and aligns with East Bay High School's main entrance on Big Bend Road as depicted on **Exhibit D** hereto as improvement 2a;

(b) the widening of Big Bend Road to a 6-lane rural arterial road from the main entrance to DRI Tract 1(a) on Big Bend Road, which aligns with East Bay High School's main entrance on Big Bend Road to the northbound I-75 off-ramp for northbound and westbound movements as depicted on **Exhibit D** hereto as improvement 2b;

(c) construction of an additional westbound left turn lane on the I-75 southbound off-ramp at Big Bend Road thereby creating a triple left turn lane at this intersection as depicted on **Exhibit D** hereto as improvement 2c; and

(d) construction of an additional westbound left turn lane to the northbound I-75 off-ramp at Big Bend Road for northbound to westbound movements thereby creating a dual left turn lane at this intersection as depicted on **Exhibit D** hereto as improvement 2d.

In addition to the Revised Phase 2A Pipeline Improvements identified above, the Developer shall also substantially complete

certain "site-related" improvements identified in Section IV.C.4.c(2) below and depicted on **Exhibit D** as improvement 2.

4. Sub-Phase 3: The Developer shall be allowed to obtain certificates of occupancy for up to an additional 400,000 square feet of commercial retail development (1,000,000 square feet cumulative), an additional 100,000 square feet of office development (345,000 square feet cumulative), and an additional 125 hotel rooms (250 rooom cumulative) upon substantial completion of the following Revised Phase 2A Pipeline Improvements:

(a) the widening of Big Bend Road from US 301 through Simmons Loop Road located east of the Bull Frog Creek Bridge as a rural 6-lane road (including a sidewalk on one side of the road and a multi-use trail on the other side of the road) as depicted on **Exhibit D** hereto as improvement 3a; and

(b) the installation of a traffic signal and/or turn lane improvements at the intersection of Big Bend Road and Lincoln Road as depicted on **Exhibit D** hereto as improvement 3b.

It is specifically understood that the widening of of Big Bend Road between Simmons Loop Road and US 301 by Developer will not

include any other intersection improvements except as specifically identified above.

5. Sub-Phase 4: The Developer shall be allowed to obtain building permits and thereafter certificates of occupancy for up to an additional 145,120 square feet of office development (490,120 square feet cumulative) upon the submission of a cash payment in the amount of $4,000,000.00 to Hillsborough County to help fund the construction of bike-pedestrian overpass over Big Bend Road at or near Waterset Drive as depicted on **Exhibit D** hereto as improvement 4, which cash contribution is referred to under Alternative 1 above as the Required Contribution. The terms and conditions set forth in Section IV.C.4.a.2(h) above regarding the County's use of the Required Contribution are hereby incorporated by reference.

6. If this Alternative 2 sub-phasing option is elected by Developer, the following provisions pertaining to Alternative 1 are hereby incorporated into Alternative 2 by this reference:

Section IV.C.4.a.3 (Submission of roadway plans to Hillsborough County for review and approval);

Section IV.C.4.a.5 (Cooperation between Developer and Hillsborough County if additional right of way is required to be condemned);

Section IV.C.4.a.6 (Application of the Hillsborough County Consolidated Impact Assessment Program Ordinance);

Section IV.C.4.a.7 (Consideration by Hillsborough County of adding bike/pedestrian overpass over Big Bend Road and the 4-laning of Covington Gardens Drive to the MPO's Long Range Transportation Plan Highway Needs Assessment;

Section IV.C.4.a.8(e) (definition of "substantial completion or "substantially complete"); and

Section IV.C.4.a.8(f) (delays beyond the Developer's control);

7. Notwithstanding any provision herein to the contrary, prior to the issuance of building permits for development allowed in any of the sub-phases 1(b) – 3 as described above, the Developer shall be required to provide financial security to FDOT and/or Hillsborough County ensuring the Developer's completion of the improvements designated for that subphase. Said financial security shall comply with the requirements contained in Subsections IV.C.4.a(8)(c)-(d) above. In addition, no certificate(s) of occupancy shall be issued for any development allowed in sub-phases 1(b), 2, or 3 until the improvements required for that sub-phase have been substantially completed.

c. Site Access (Non-Pipeline) Improvement Requirements for Revised Phase 2A Development.

The Developer may also be obligated to construct certain site access improvements (such as turn lanes) or other transportation

improvements (such as the four-laning of a portion of Covington Gardens Drive) which are required to provide adequate and safe access to the Development. Site access and other transportation improvements related to the Revised Phase 2A development shall be either designated in the zoning conditions applicable to the Development or may be determined during design and permitting and will not require an amendment to this Amended and Restated Development Order, and will not be credited against the "proportionate share" of transportation improvements required in connection with any phase of the Development. However, nothing herein shall be construed as preventing the award of offsets or credits against transportation impact fees for any of these improvements if they are creditable under the Impact Fee Ordinance.

In the event that the Developer elects "Alternative 2" or the "sub-phasing alternative" as provided in Section IV.C.4.b above, the following shall constitute a non-exclusive list of site access (non-pipeline) transportation improvements required in connection with the applicable sub-phase(s) as indicated below:

(1) Sub-phase 2A-1(b): The Developer shall construct the following site-related (non-pipeline) transportation improvements as part of Sub-phase 1(b):

a) Left turn lane from westbound Big Bend Road south into the main entrance to DRI Tract 1(a) on Big Bend Road as depicted on **Exhibit D** hereto as improvement 1b(a); and

b) Right turn lane from eastbound Big Bend Road south into the main entrance to DRI Tract 1(a) on Big Bend Road as depicted on **Exhibit D** hereto as improvement 1b(b).

(2) Sub-phase 2A-2: The Developer shall construct the following site-related (non-pipeline) transportation improvements as part of Sub-phase 2:

a) Widening of Covington Gardens Drive from 2-lanes to 4-lanes from the southern boundary of DRI Tract 15 to Big Bend Road as depicted on **Exhibit D** hereto as improvement 2 .

5. Revised Phase II(b) or 2B.

Conceptual approval of Revised Phase II(b) or 2B is accorded. A transportation analysis must be submitted and approved in accordance with Section 380.06, F.S., prior to initiation of Revised Phase II(b) or 2Bdevelopment. Any resulting transportation improvements necessitated by the addition of Revised II(b) or 2B will be specified and incorporated into the Amended and Restated Development Order. Further, upon request of the Developer, prior to

development beyond Revised Phase 2A, a determination shall be made by Hillsborough County and coordinated by the County in writing with the other appropriate agencies whether or not a pipeline option for mitigation for Revised Phase II(b) or 2B development is permitted by then existing rules and regulations. If so, the Amended and Restated Development Order may be amended to identify a pipeline project(s) and proportionate share amount which will mitigate the Revised Phase II(b) or 2B development with due consideration given for all improvements and contributions made by the Developer to mitigate traffic impacts. If Hillsborough County determines that a pipeline option is not appropriate, transportation mitigation for Revised Phase II(b) or 2B of the Development shall be determined in accordance with other then applicable rules of Hillsborough County, TBRPC and DCA.

6. Geographic Relocation and Land Use Trade-Off Mechanism.

The Developer is entitled to relocate various uses geographically within the project and trade off land uses in accordance with the following table without additional approvals from the Department of Community Affairs (the "Department") and the Tampa Bay Regional Planning Council ("TBRPC"); however, notice of the Developer's use of the land use trade-off mechanism ("LUTM") in accordance with the following table shall be provided to the TBRPC and the Department as hereinafter provided. Further, both the TBRPC and the Department shall have the right to review the use of the LUTM by the

Developer to ensure that said use complies with this condition, but the TBRPC and the Department shall not be approval entities with respect to the geographic relocations of land uses as it pertains to the LUTM. The geographic relocation of land uses shall not be permitted within any area designated as preservation or conservation areas. In seeking approval of a specific Land Use Exchange, the Developer shall prepare and submit to the County a request which demonstrates that the impacts generated by the proposed land use mix will not exceed the impacts for transportation, potable water, wastewater treatment, solid waste disposal, drainage and parks and recreation which are authorized in this Amended and Restated Development Order. Additionally, the Developer shall demonstrate that the proposed land use mix will not generate additional demand for affordable housing beyond the amount for which the supply of affordable housing has been demonstrated to be available. The application of the LUTM will be limited so that the total approved development for each approved land use category will not be exceeded. Upon submission of a request to the County to implement this section of the Amended and Restated Development Order, all application materials and information necessary to support approval of such a request shall be provided to the Department and the TBRPC by the Developer. The Developer shall provide written notification to the Department and TBRPC of the approval or denial of any land use exchange requested by the Developer. Further, the approval of any land use exchange request shall be included in the Annual Report which covers the reporting period in which the land use exchange was approved. With the submittal of any Notice of Proposed Change requiring changes to this Amended

and Restated Development Order, the Revised Master Development Plan and Phasing Schedule shall be amended to reflect any Land Use Exchange(s) that have been approved since the issuance of the Amended and Restated Development Order or last amendment to the Amended and Restated Development Order. Such change considered by itself shall not constitute a substantial deviation. Changes to the Phasing Schedule under this paragraph do not include extensions to the buildout date.

The land use exchange request shall contain information sufficient to enable the County to determine that the impacts of the revised land use mix do not exceed the impacts of the land use mix being replaced. The quantifiable impacts will be measured based upon the relevant factors then currently used by the County (e.g. ITE trip generation rates, EDU tables solid waste generation factors, etc.). The Developer shall verify the appropriate factors with County staff prior to the submittal of any such land use exchange request.

The traffic impacts of the revised land use mix shall be deemed by the County not to exceed the approved traffic impacts of the land use mix being replaced so long as the changes does not increase the p.m. peak hour total traffic and the relative proportions of trips produced by attractors and the trips produced by generators remains substantially the same for the phase or subphase. In the event that the attractor/generator proportions are not substantially the same, as determined by the County, additional information may be required to assess trip distribution, intersection(s) performance and/or particular roadway segments designated by the County.

Table 5 which follows includes conversion factors for equating traffic impacts of exchanges of land uses with similar travel characteristics. The incorporation of this land use exchange mechanism shall not operate to permit the Developer to develop any land use which will generate peak hour trips in excess of the total number of p.m. peak hour trips for which it has obtained specific development order approval.

TABLE 5

Land Use Trade-off Matrix

"A" Equivalent Uses	"B" Land Uses to be traded							
To From	Single Family	Multi Family	Office	Service Center	Light Industrial	Commercial	Motel (room)	Hotel (room)
Single Family	1	1.15	N/A	N/A	N/A	N/A	N/A	N/A
Multi Family	0.87	1	N/A	N/A	N/A	N/A	N/A	N/A
Office	N/A	N/A	1	1.14	1.61	N/A	N/A	N/A
Service Center	N/A	N/A	0.88	1	1.41	N/A	N/A	N/A
Light Industrial	N/A	N/A	0.62	0.71	1	N/A	N/A	N/A
Commercial	N/A	N/A	N/A	N/A	N/A	N/A	.0125	.01
Motel (room)	N/A	N/A	N/A	N/A	N/A	80	N/A	N/A
Hotel (room)	N/A	N/A	N/A	N/A	N/A	100	N/A	N/A

Notes: N/A= Not Applicable

The calculations must always start in Column "A" and end in Column "B". Start in Column "A" at appropriate row, proceed horizontally, then vertically to the equivalent use in Column "B". The equivalent Column "B" land use is noted in the ( ) at the intersection of the "traded land use" horizontal row, and the "equivalent uses" vertical column. For example, one square foot of commercial (Column "A") can be traded into .0125 Motel rooms, or 1,000 s.f. commercial equates to 12.5 Motel rooms.

The use of the LUTM in Table 5 is expressly prohibited on Tracts 1a, 1b and 15 as shown on Map H or otherwise in connection with the Revised Phase 2A development.

The following maximum and minimum development thresholds are incorporated for Revised Phase I:

	Maximum	Minimum
Single Family	2,175 units	1,347 units
Multi-Family	833 units	0 units
Office	176,820 sq. ft.	45,540 sq. ft.
Service Center	287,712 sq. ft.	138,528 sq. ft.
Light Industrial	160,000 sq. ft.	0
Hotel/Motel	500 rooms	0 rooms

Additional Notes Relating to the LUTM:

1. Single family and multi family trade-off calculated based upon dwelling units.
2. Office, Service Center and Light Industrial trade-off calculated based upon gross square feet. Hotel and Motel trade-offs calculated based upon rooms.
3. The Land Use Exchange may be applied to alter the mix of land uses specifically approved for Revised Phase I, in accordance with the Land Use Trade-Off Matrix. Changes between land use categories designated N/A will require submittal of a Notice of Proposed Change application by the Developer.
4. Any proposed Land Use Exchange which results in an increase which creates a reasonable likelihood of additional impacts for potable water, wastewater treatment, or solid waste disposal in approved Revised Phase I, will require confirmation of utility service availability from Hillsborough County. The approved impacts for Revised Phase I are 737,930 gallons per day of potable water usage, 619,989 gallons per day of wastewater treatment demand, and 12.26 tons per day of solid waste disposal demand.

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7. <u>HART Requirements.</u>

The Developer shall be required to conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed phase modal splits of 2.5%, 3.5% and 4.7% and shall monitor them with each Annual Report.

a. Access and internal arterial and appropriate collector road geometries shall accommodate a 96" wide by forty (40) feet long advance design coach.

b. The Developer shall provide shelters and pullout bays along the on-site transit route on the internal arterial or collector roads as and when deemed appropriate by HART. Shelter locations shall be reasonably

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.

c. Transit schedule/information displays will be provided, at a minimum, at each on-site bus stop by the Developer.

d. Maintenance of transit amenities such as shelters, benches, and schedule displays shall be the responsibility of HART. Maintenance of landscaping adjacent to transit amenities shall be the responsibility of the Developer.

e. Details, standards and phasing of all transit amenity provisions must be approved by HART and shall be representative of those commonly in use by HART.

8. Impact Fees. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right- of- way and transportation improvements although their payment will be credited towards any Pipeline Improvements if consistent with the provisions of the impact fee regulations.

D. ENVIRONMENTAL

1. Hillsborough County shall reserve the right to require that the Developer undertake mitigative measures or a revision of the master General Development Plan to alleviate any potential impacts of the project on ambient air quality.

2. To reduce fugitive dust and other adverse air emissions the Developer shall undertake the measures referenced on pages 13-6 and 13-7 of the ADA to reduce fugitive dust and other adverse air emissions. Specifically the Developer shall ensure that:

(a) The cleared and disturbed areas shall be sodded, seeded, mulched, or planted with landscape material as soon as practicable.

(b) The side slopes of detention ponds will be sodded or natural vegetation will be encouraged to grow.

(c) Wind erosion will be controlled through sprinkling or other appropriate means.

3. The Developer agrees that representative stands of each upland vegetative community type listed on page 18-1 of the ADA shall be set aside in their natural state in order to maintain natural diversity on the site. These areas shall be designated on the General Development Plan to serve as conservation areas and shall be of sufficient size so as to maintain their natural function. To the extent possible these areas should be located contiguous to other habitats, conserved so as to enhance their value. The Developer may create oversized lots by platting within the Oak Hammock Preserve, provided that the minimum lot size requirements for each such lot shall be met using land located outside the preserve. In the event oversized lots are platted into the preserve, the Developer shall prepare and record a conservation easement in favor of Hillsborough County in accordance with the requirements of 704.06, Florida Statutes (1997), prior to final plat approval. The conservation easement shall encompass the entire area of the Oak Hammock shown on Map "H" dated April 13, 1999.

4. The portions of the Southbend site which meet the definition of preservation and conservation areas, as defined in the Council's adopted

growth policy, Future of the Region, Sections 2.701 and 2.702 shall be so designated on the revised General Development Plan submitted to Hillsborough County for Planned Unit Development approval.

5. Prior to the issuance of any permits, a Final Drainage Plan for the Project or any subphase thereof shall be submitted to Hillsborough County, DEP, SWFWMD and TBRPC for review and to Hillsborough County for approval.

6. In order to protect water quality, the following parameters shall be included in the Project drainage plan(s):

   a. The drainage system shall be designed to provide retention, or detention with filtration/assimilation treatment for the first "flush" of runoff generated from the site as required by 17-25 FAC and 40D-4 Rules of the SWFWMD.

   b. Best Management Practices recommended by Hillsborough County shall be adhered to.

7. In the event that any species listed in Sections 39-27.03-.05, F.A.C. are observed frequenting the site for nesting, feeding, or breeding, proper protection and mitigation measures shall be employed in cooperation with the Florida Fish and Wildlife Conservation Commission.

8. Prior to the issuance of detailed site plan approval or Land Alteration permits, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which any onsite gopher tortoise colonies shall be

preserved or relocated. Copies of any required permits relative to any on-site gopher tortoise population shall be provided to Hillsborough County and TBRPC. An acceptable plan detailing how the gopher tortoise population will be accommodated, protected and monitored shall be submitted to Hillsborough County, the Florida Fish and Wildlife Conservation Commission and TBRPC. The plan shall be submitted prior to any clearing activities or building permits for Revised Phase I.

9. Prior to any site alteration, the Developer shall institute a quarterly monitoring program to establish background conditions and the quality of surface water exiting the site. Quarterly monitoring shall begin at least thirty (30) days prior to the actual development commencement and shall continue through buildout. The monitoring results shall be submitted to the DEP, SWFWMD, the Hillsborough County EPC, and TBRPC quarterly. Any violation of Chapter 17-3 F.A.C. shall require corrective measures as set forth by DEP. **[The surface water monitoring program has commenced for Revised Phase I]**

10. The Developer, its assigned agents or successors or assigns, shall be responsible for the maintenance of all open space/recreation areas and landscaped areas within each phase of the development. This does not include water retention/detention ponds in platted subdivisions with public streets or the dedicated 4.0 acre park.

11. The Developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for landscape and open space irrigation prior to the issuance of Certificates of Zoning Compliance.

12. The Developer shall designate a private management entity responsible for maintenance and operation of any on-site wells, prior to the issuance of any detailed site plan approval.

13. Water-saving methods and fixtures shall be incorporated into Southbend design and construction.

14. The Developer shall complete an Environmental Monitoring Plan (EMP) containing proposed water quality monitoring for baseline, surface and groundwater conditions for the property added to the project pursuant to the Amended and Restated Development Order. **[This has been completed for Revised Phase I]**

E. PUBLIC FACILITIES

1. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision or expansion of internal and external water supply, supply lines, and facilities to service Southbend. This shall include the capping or use of current onsite wells and/or any drilling of new wells for potable or non-potable water. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction. Hillsborough County

shall provide water service to this development in accordance with Hillsborough County Ordinance No. 00-004 as amended or superseded.

2. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall ensure provision of fire flows acceptable to Hillsborough County and of any additional fire fighting facilities/manpower/equipment required to serve the project beyond that budgeted by Hillsborough County. Prior to the issuance of building permits for a structure of 4 or more stories, a career ladder company shall be provided by the Developer, unless otherwise determined by Hillsborough County.

3. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision of wastewater treatment facilities that will serve the Southbend development.

4. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall provide documentation to Hillsborough County of an approved master plan for wastewater collection, treatment and effluent disposal facilities.

5. Prior to issuance of detailed site plan approval for each phase of the development, 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 development.

6. Prior to specific approval of Revised Phase II(b), the Developer will obtain verification from the appropriate County utility departments of service for the anticipated public facility volumes (i.e. potable water, wastewater, and solid waste).

F. HAZARDOUS WASTE

1. The Developer or its assigns shall implement a site specific groundwater monitoring program for all activities which require the handling of hazardous or toxic substances as required by Hillsborough County, the Environmental Protection Commission and the Florida Department of Environmental Protection.

2. The Developer shall ensure that those individual tenants who use, handle, store, or process hazardous wastes provide an emergency response and hazardous waste management operation plan to minimize hazards to human health and the environment. The plan will describe the procedures and actions required of facility personnel as well as describe the arrangements agreed to by local police and fire departments, emergency services and hospitals. Individual tenant plans will be included in the annual report following their adoption.

3. All temporary storage facilities for hazardous or toxic materials or wastes will be designed at a minimum to meet the criteria set forth in the Future

of the Region, to the extent that there is no conflict with Hillsborough County hazardous waste management plans.

4. In accordance with local government policy and appropriate environmental regulations, the Developer shall ensure through restrictive covenants that producers of hazardous waste shall handle and store such waste on site in properly designed areas and prepare those products for shipment to hazardous waste transfer facilities designated by Hillsborough County.

G. HISTORICAL OR ARCHAEOLOGICAL

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

H. ENERGY MANAGEMENT AND FLOOD CONTROL

1. The Developer shall hold discussions and cooperate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, concerning the feasibility of designating the Southbend Regional Mall and/or hotels as public hurricane evacuation shelters. A report on the final outcome of these discussions shall be submitted in the Annual Reports immediately following issuances of certificates of occupancy for the hotel(s) and mall.

2. The Developer or its assigns shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue

hurricane evacuation orders. The Developer shall prepare a plan to ensure the safe and orderly evacuation of hotel guests, residents and those employees who, for security or administrative reasons, are in buildings after an evacuation order is issued. Cooperative measures include (1) ordering all buildings closed for the duration of a hurricane evacuation order; (2) informing all employees and residents of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first Annual Report submitted after occupancy of any portion of the project.

3. Elevations for all habitable structures shall be at or above the base flood elevation.

I. ENERGY CONSERVATION

The energy conservation measures referenced on page 25-4 of the ADA 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:

1. The initiation of programs to promote energy conservation by employees, buyers, suppliers and the public.

2. Reduction in levels of operation of all air conditioning, heating and lighting systems during non-business hours.

3. Recycling programs.

4. The use of energy-efficient cooling, heating and lighting systems.

5. Installation of innovative energy conservation features such as waste heat recovery or solar power where feasible in project development.

6. Use of the most energy efficient technology economically feasible in the construction and operation of commercial facilities and life-cycle costing (to include operation and maintenance costs) in evaluating energy conservation effectiveness.

J. SCHOOLS AND PARKS

1. The Developer shall dedicate a 4.0 acre parcel of Southbend for use as a park site which shall be owned and maintained by Hillsborough County. If the park site is not accepted by Hillsborough County, the site may be used for single-family or town home residential development only so long as the total number of dwelling units on site does not exceed 2,810. **(Note: The park site and adjacent upland preserve have been deeded to Hillsborough County pursuant to that certain deed recorded at OR Book 11752, Page 1285.)**

2. The Developer shall dedicate to the School Board upon request of the School Board, usable land for one 15.5 acre elementary school site of which 3.5 acres may be shared with the adjacent park site. If the school site is not accepted by the Hillsborough County School Board, the site may be used for single-family or town home residential development only so long as the total number of dwelling units on site does not exceed 2,810. **(Note: The school site has been deeded to the Hillsborough**

County School Board pursuant to that certain deed recorded at OR Book 13274, Page 0570.)

K. BUFFERS

Non-residential 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.

L. EQUAL OPPORTUNITY

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

M. GENERAL

1. Any change to the project which meets the criteria set forth in Subsection 380.06(19) (b), F.S., shall constitute a substantial deviation.

2. Any approval of the Southbend development shall, at minimum, satisfy the provision of Subsection 380.06(15), F.S.

3. Any approval of this development shall require that all of the Developer's commitments set forth in the ADA be honored, except as they may be superseded by specific terms of the Amended and Restated Development Order.

4. The Covington Park Community Development District is hereby authorized to undertake the funding, construction, operation and/or maintenance of any of the projects, whether within or without the boundaries of the District, which are identified within this Amended and Restated Development Order in Revised Phase I.

5. No amendment or change to this Amended and Restated Development Order shall be required in the event that the Developer elects to form an additional community development district to undertake the funding, construction, operation and/or maintenance of projects identified in this Amended and Restated Development Order in connection with the Revised Phase 2A development so long as the Developer complies with the requirements contained Chapter 190, *Florida Statutes*, and such additional requirements as may be reasonably imposed by Hillsborough County related to the creation of the community development district (except no amendment of this Amended and Restated Development Order shall be required).

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APPROVED BY COUNTY ATTORNEY

BY _____
Assistant County Attorney
Approved As To Form And Legal Sufficiency

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, Pat Frank, 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 meeting of September 14, 20 10, as the same appears of record in Minute Book 412, of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 17th day of September, 20 10.

PAT FRANK, CLERK OF CIRCUIT COURT

BY: _____
Deputy Clerk

TABLE 20-1

Phasing Schedule

Land Use	Revised Phase I Specifically Approved* 12/31/2013	Revised Phase 2A Specifically Approved** 12/31/2015	Revised Phase II(b) Conceptually Approved 12/31/2015	Total
Regional Commercial		1,000,000 sf		1,000,000 sf
Office	111,180 sf	490,120 sf**	52,700 sf	654,000 sf
Hotel		250 rooms	250 rooms	500 rooms
Neighborhood Commercial	116,600 sf			116,600 sf
Service Center	213,120 sf		426,880 sf	640,000 sf
Light Industrial	* 160,000 sf		1,440,000 sf	1,600,000 sf
Multi-Family Residential			300 du	300 du
Town House Residential			322 du	322 du
Single Family Residential	2,175 du			2,175 du
Totals	2,175 du 600,900 sf	0 du 1,590,120 sf	622 du 2,019,580 sf	2,797 du 4,210,600 sf

* If light industrial development does not occur on the southern 30 acres of Tract 7 within two years following the construction of the roadway along its eastern border, then residential development shall be permitted.

** While Office uses in Revised Phase 2A shall be allowed on both Tract 1(a) and Tract 1(b), only Office uses and structured parking shall be permitted as a principal use on Tract 1(b). The Office development on Tract 1(b) shall occur in a maximum of eight (8) buildings.

** Phase 2A Office uses are allowed to be developed on Tract 15 so long as buffering is installed on Tract 15 in a manner consistent with Tract 1(b).

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EXHIBIT A

LEGAL DESCRIPTION

"Thompson Tract - Parcel 1"
DESCRIPTION: From the Southeast corner of Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.89°00'58"W., 60.00 feet, along the south boundary of said Section 14 to the westerly right-of-way line of Access Road No. 1 for State Road 93-A (Section 10075-2403) and the POINT OF BEGINNING; thence N.89°00'58"W., 2583.54 feet, along the South boundary of said Section 14 to the Southwest corner of the Southeast 1/4 of said Section 14; thence N.88°59'26"W., 2268.11 feet, along the South boundary of said Section 14 to the East boundary of the West 375.00 feet of said Section 14; thence N.00°53'16"E., 1444.37 feet, along said East boundary to the Southeasterly right-of-way of the Seaboard System Railroad (formerly Seaboard Coast Line Railroad); thence N.28°37'52"E., 4093.43 feet along the Southeasterly right-of-way line to the southerly right-of-way line of Big Bend Road (S.R. 672); thence along said Southerly right-of-way line the following six (6) courses, (1) S.87°37'25"E., 488.62 feet; (2) thence N.88°10'56"E., 300.81 feet; (3) thence N.84°24'25"E., 302.93 feet; (4) thence S.87°37'25"E., 1500.00 feet; (5) thence S.84°02'29"E., 233.08 feet; (6) thence S.88°36'40"E., 172.77 feet to a point on the East boundary of said Section 14; thence leaving said Section 14 and entering Section 13, Township 31 South, Range 19 East, S.88°37'40"E., 20.42 feet along said Southerly right-of-way line of Big Bend Road (S.R. 672) to the Westerly right-of-way line of Access Road No. 1; thence S.00°45'33"W., 2363.99 feet, along said Westerly right-of-way line to the beginning of a curve (having a radius of 267.13 feet, a central angle of 30°00'00", and a chord bearing and distance of S.15°45'33"W., 138.28 feet) along said Westerly right-of-way line, leaving said Section 13 and re-entering said Section 14, to a point of reverse curvature; thence Southerly, 172.79 feet, along the arc of a curve to the left (having a radius of 330.00 feet, a central angle of 30°00'00", and a chord bearing and distance of S.15°45'33"W., 170.82 feet) along said Westerly right-of-way line to the end of said curve; thence S.00°45'33"W., 2388.11 feet, along said Westerly right-of-way line to the POINT OF BEGINNING.

Containing 490.062 acres, more or less.

AND

"Thompson Tract - Parcel 2"
DESCRIPTION: BEGINNING at the southwest corner of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°45'33"E., 2388.35 feet, along the West boundary of said Section 13 and the Easterly right-of-way Line of Access Road No. 1 for State Road 93-A (Section 10075-2403) to the beginning of a curve to the right; thence Northerly 141.37 feet, along the arc of said curve (having a radius of 270.00 feet, a central angle of 30°00'00", and a chord bearing and distance of N.15°45'33"E., 139.76 feet) along said Easterly

right-of-way line to a point of reverse curvature; thence Northerly, 171.28 feet, along the arc of a curve to the left (having a radius of 327.13 feet, a central angle of 30°00'00", and a chord bearing and distance of N. 15°45'33" E., 169.34 feet) along said Easterly right-of-way line to the end of said curve; thence N.00°45'33"E., 2363.35 feet, along said Easterly right-of-way line to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88°37'40"E., 1242.35 feet, along said Southerly right-of-way line to the East boundary of the West 1/4 of said Section 13; thence S.00°33'29"W., 5024.02 feet, to the Southeast corner of the West 1/4 of said Section 13; thence N.89°47'45"W., 1339.96 feet, along the South boundary of said Section 13 to the POINT OF BEGINNING.

Containing 149.310 acres, more or less.

AND

"Sumner Tract"
DESCRIPTION (as furnished): That part of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, lying west of the west right-of-way line of Interstate Highway 75 LESS right-of-way for Big Bend Road (C.R. 672), Hillsborough County, Florida. Less I-75 Limited Access Right-of-Way as contained in that certain Order of Taking recorded November 22, 1978 in O.R. Book 3444, Page 1138 and contained in that certain Stipulated Final Judgment recorded June 29, 1981 in O.R. Book 3824, Page 164; and LESS that portion shown in that certain Order of Taking (Case #79-13223) recorded December 26, 1979 in O.R. Book 3605, Page 341, and contained in that certain Final Judgment recorded in O.R. Book 3642, Page 42 and re-recorded in O.R. Book 3659, Page 931. Corrected Final Judgment recorded in O.R. Book 3865, Page 1297 and re-recorded in O.R. Book 3878, Page 825, Public Records of Hillsborough County.

And being more particularly described as follows:

DESCRIPTION: BEGINNING at the Southwest corner of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°33'29"E., 5024.02 feet, along the West boundary of the East 1/2 of the West 1/2 of said Section 13 to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88°37'40"E., 196.17 feet, along said Southerly right-of-way line; thence S.79°49'13"E., 300.43 feet along the Southerly Limited Access right-of-way line for I-75 (S.R. 93-A); thence S. 84°48'50"W., 462.89 feet, along said- Limited Access right-of-way line; thence leaving said right-of-way S.14°03'11"W., 25.30 feet; thence S.21°38'02"E., 140.36 feet; thence S.12°04'42"E., 1498.28 feet, to the East boundary of the East 1/2 of the West 1/2 of said Section 13; thence S.00°22'09"W., 697.00 feet along said East boundary to the South-east corner of the Northwest 1/4 of said Section 13; thence S.00°22'17"W., 450.37 feet along the East boundary of the East 1/2 of the West 1/2 of said Section 13 to the Westerly limited Access right-of-way line of said I-75 (S.R. 93-A); thence S.14°53'03"W., 624.26 feet, along said Westerly Limited Access right-of-way line; thence S.16°01'48"W., 1618.97 feet, along said Limited Access right-of-way line to the South boundary of said Section 13; thence N.89°47'45"W., 746.05 feet, along said South boundary, to the POINT OF BEGINNING.

Containing 130.529 acres, more or less.

AND

"TECO Tract"
DESCRIPTION: Part of the West 375.00 feet of the Southwest 1/4 of Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

BEGINNING at the Southwest corner of said Section 14, run thence N.00°53'16"E., 121.06 feet along the West boundary of said Section 14; thence from a tangent bearing of S.85°00'36"E., Easterly 30.57 feet along the arc of a curve to the left (having a radius of 440.00 feet, a central angel of 03°58'50", and a chord bearing and distance of S.87°00'01"E., 30.56 feet) to the end of said curve; thence S.88°59'26"E., 344.46 feet to the East boundary of the West 375.00 feet of the Southwest 1/4 of said Section 14; thence S.00°53'16"W., 120.00 feet along said East boundary, thence N.88°59'26"W., 375.00 feet along the South boundary of said Section 14 to the POINT OF BEGINNING.

Containing 1.033 acres, more or less.

AND

"Paul B. Dickman Tract"
DESCRIPTION: Part of the Southeast 1/4 of Section 15, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:
BEGINNING at the Southeast corner of said Section 15, run thence N.89°20'15"W., 384.90 feet along the South boundary of said Section 15 to the Southeasterly right-of-way line of the Seaboard System Railroad; thence N.28°37'32"E., 250.72 feet along said Southeasterly right-of-way line; thence S.61°22.28"E., 107.22 feet to the beginning of a curve to the left, thence Southeasterly, 181.51 feet along the arc of said curve (having a radius of 440.00 feet, a central angle of 23°38'08", and a chord bearing and distance of S.73°11'32"E., 180.22 feet to the East boundary of said Section 15; thence S.00°53'16"W, 121.06 feet along said East boundary to the POINT OF BEGINNING.

Containing 1.280 acres, more or less.

AND

"Expansion Area"
DESCRIPTION (As taken from Chicago Title Insurance Company, Commitment for Title Insurance, Agent's File Number 02F1776 dated August 27, 2002 and issued by Paramount Title Corporation):

That part of the Southeast ¼ of the Northeast ¼ of Section 22, Township 31 South, Range 19 East, lying South and East of existing railroad right-of-way, lying and being in Hillsborough County, Florida.

AND

The North ½ of Section 23, Township 31 South, Range 19 East, LESS the West 375 feet thereof; and LESS Interstate 75 Access Road and/or Bypass, said lands lying and being in Hillsborough County, Florida.

AND

The North 100 feet of the South 901.04 feet of the West 375 feet of the North ½ of Section 23, Township 31 South, Range 19 East, said lands lying and being in Hillsborough County, Florida.

AND

The South 100 feet of the West 375 feet of the North ½ of Section 23, Township 31 South, Range 19 East, said lands lying and being in Hillsborough County, Florida.

AND

The East ½ of the Southeast ¼ of Section 23, Township 31 South, Range 19 East, LESS the West 231 feet thereof and LESS Interstate 75 Bypass and/or Access Road, said lands lying and being in Hillsborough County, Florida.

Containing 402.8 acres, more or less.

AND

"Simmons Parcel"

Being that portion of "Parcel Two" lying Westerly of I-75 (State Road 93A), as recorded in Official Records Book 4468, Page 273, of the Public Records of Hillsborough County, Florida,described as follows:
A portion of the Southwest ¼ of the Northeast ¼ and the Northwest ¼ of the Southeast ¼ of Section 13, Township 31 South, Range 19 East; lying Westerly of I-75 (State Road 93A) and less the land conveyed to Tampa Electric Company in Official Records Book 3659, Page 931, Hillsborough County, Florida, being more particularly described as follows:
Begin at the Southwest corner of the Northeast ¼ of Section 13, Township 31 South, Range 19 East, thence coincident with the West Boundary of the Northeast ¼ of said Section 13, N 00°21'47" E a distance of 697.00 feet to a point on the South Boundary of the lands described per Official Records Book 3659, Page 931 of the Public Records of Hillsborough County, Florida; thence departing said West Boundary coincident with said South Boundary, S 88°35'45" E a distance of 214.41 feet to a point coincident with the Westerly Right-of-way Boundary of I-75 (State Road 93A), said point being on a non-tangent curve concave Westerly, said curve having a radius of 2197.83 feet, a central angle of 15°27'30" and being subtended by a chord bearing S 07°10'08" W for a distance of 591.17 feet; thence departing said South Boundary coincident with said Westerly Right-of-way Boundary and the arc of said curve a distance of 592.97 feet; thence continue coincident with said Westerly Right-of-way Boundary, S 14°56'27" W a distance of 574.61 feet to a point coincident with the West Boundary of the Southeast ¼ of said Section 13; thence departing said Westerly Right-of-way Boundary coincident with said West Boundary, N 00°24'06" E a distance of 450.01 feet to the Point of Beginning.

EXHIBIT B
LEGAL DESCRIPTION FOR PHASE 2A

BEGINNING AT THE SOUTHWEST CORNER OF THE EAST ½ OF THE WEST ½ OF SECTION 13, TOWNSHIP 31 SOUTH, RANGE 19 EAST, HILLSBOROUGH COUNTY, FLORIDA, RUN THENCE NORTH 00°33'29" EAST, 5,024.02 FEET, ALONG THE WEST BOUNDARY OF THE EAST ½ OF THE WEST ½ OF SAID SECTION 13 TO THE SOUTHERLY RIGHT OF WAY LINE OF BIG BEND ROAD (S.R. 672); THENCE SOUTH 88°37'40" EAST, 196.17 FEET, ALONG SAID SOUTHERLY RIGHT OF WAY LINE; THENCE SOUTH 79°49'13" EAST, 300.43 FEET ALONG THE SOUTHERLY LIMITED ACCESS RIGHT OF WAY LINE FOR I-75 (S.R. 93-A); THENCE SOUTH 84°48'50" EAST, 462.89 FEET ALONG SAID LIMITED ACCESS RIGHT OF WAY LINE; THENCE LEAVING SAID RIGHT OF WAY SOUTH 14°03'11" WEST 25.30 FEET; THENCE SOUTH 21°38'02" EAST, 140.36 FEET; THENCE SOUTH 12°04'42" EAST, 1,498.28 FEET, TO THE EAST BOUNDARY OF THE EAST ½ OF THE WEST ½ OF SAID SECTION 13; THENCE SOUTH 00°22'09" WEST, 697.00 FEET ALONG SAID EAST BOUNDARY TO THE SOUTHEAST CORNER OF THE NORTHWEST ¼ OF SAID SECTION 13; THENCE SOUTH 00°22'17" WEST, 450.37 FEET ALONG THE EAST BOUNDARY OF THE EAST ½ OF THE WEST ½ OF SAID SECTION 13 TO THE WESTERLY LIMITED ACCESS RIGHT OF WAY LINE OF SAID I-75 (S.R. 93-A); THENCE SOUTH 14°53'03" WEST, 624.26 FEET, ALONG SAID WESTERLY LIMITED ACCESS RIGHT OF WAY LINE; THENCE SOUTH 16°01'48" WEST, 1,618.97 FEET, ALONG SAID LIMITED ACCESS RIGHT OF WAY LINE TO THE SOUTH BOUNDARY OF SAID SECTION 13; THENCE NORTH 89°47'45" WEST, 746.05 FEET, ALONG SAID SOUTH BOUNDARY TO THE POINT OF BEGINNING.

ALSO LESS AND EXCEPT THE FOLLOWING DESCRIBED LANDS:

THAT PART OF THE SOUTH ½ OF THE EAST ½ OF THE WEST ½ OF SECTION 13, TOWNSHIP 31 SOUTH, RANGE 19 EAST, LYING WEST OF THE WEST RIGHT OF WAY LINE OF INTERSTATE HIGHWAY 75, HILLSBOROUGH COUNTY, FLORIDA.

AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE EAST ½ OF THE WEST ½ OF SECTION 13, TOWNSHIP 31 SOUTH, RANGE 19 EAST, HILLSBOROUGH COUNTY, FLORIDA, RUN THENCE NORTH 00°33'29" EAST, 2,625.73 FEET, ALONG THE WEST BOUNDARY OF THE EAST 1/2 OF THE WEST ½ OF SAID SECTION 13, TO THE NORTHWEST CORNER OF THE SOUTH ½ OF THE EAST ½ OF THE WEST ½ OF SAID SECTION 13; THENCE SOUTH 89°12'02" EAST, 1,330.93 FEET ALONG THE NORTH BOUNDARY OF THE SOUTH ½ OF THE EAST ½ OF THE WEST ½ OF SAID SECTION 13 TO THE NORTHEAST CORNER THEREOF; THENCE SOUTH 00°22'17" WEST, 450.37 FEET ALONG THE EAST BOUNDARY OF THE SOUTH ½ OF THE EAST ½ OF THE WEST ½ OF SAID

SECTION 13 TO THE WESTERLY LIMITED ACCESS RIGHT OF WAY LINE OF SAID I-75 (S.R. 93-A); THENCE SOUTH 14°53'03" WEST, 624.26 FEET, ALONG SAID WESTERLY LIMITED ACCESS RIGHT OF WAY LINE; THENCE SOUTH 16°01'48" WEST, 1,618.97 FEET, ALONG SAID LIMITED ACCESS RIGHT OF WAY LINE TO THE SOUTH BOUNDARY OF SAID SECTION 13; THENCE NORTH 89°47'45" WEST, 746.05 FEET, ALONG THE SOUTH BOUNDARY TO THE POINT OF BEGINNING

AND

THE WEST ¼ OF SECTION 13, TOWNSHIP 31 SOUTH, RANGE 19 EAST, LESS RIGHT OF WAY FOR STATE ROAD 672, AND LESS INTERSTATE 75 BYPASS AND/OR ACCESS ROAD, SAID LAND LYING AND BEING IN HILLSBOROUGH COUNTY, FLORIDA

LESS

BEGINNING AT THE SOUTHWEST CORNER OF SECTION 13, TOWNSHIP 31 SOUTH, RANGE 19 EAST, HILLSBOROUGH COUNTY, FLORIDA, RUN THENCE NORTH 00°45'33" EAST, 2,388.35 FEET, ALONG THE WEST BOUNDARY OF SAID SECTION 13 AND THE EASTERLY RIGHT OF WAY LINE OF ACCESS ROAD NO. 1 FOR STATE ROAD 93-A (SECTION 10075-2403) TO THE BEGINNING OF A CURVE TO THE RIGHT, THENCE NORTHERLY, 141.37 FEET, ALONG THE ARC OF SAID CURVE (HAVING A RADIUS OF 270.00 FEET, A CENTRAL ANGLE OF 30°00'00", AND A CHORD BEARING A DISTANCE OF NORTH 15°45'33" EAST, 139.76 FEET) ALONG SAID EASTERLY RIGHT OF WAY LINE TO A POINT OF REVERSE CURVATURE, THENCE NORTHERLY, 123.78 FEET, ALONG THE ARC OF A CURVE TO THE LEFT (HAVING A RADIUS OF 327.13 FEET, A CENTRAL ANGLE OF 21°40'45", AND A CHORD BEARING A DISTANCE OF NORTH 19°55'10" EAST, 120.04 FEET) ALONG SAID EASTERLY RIGHT OF WAY LINE TO ITS INTERSECTION WITH THE NORTH BOUNDARY OF THE SOUTH1/2 OF THE WEST ¼ OF SAID SECTION 13, THENCE SOUTH 89°12'02" EAST, 1,254.13 FEET, ALONG SAID NORTHERLY BOUNDARY TO THE NORTHEAST CORNER OF THE SOUTH ½ OF THE WEST ½ OF SAID SECTION 13, THENCE SOUTH 00°33'29" WEST, 2,625.73 FEET, ALONG THE EAST BOUNDARY OF THE SOUTH ½ OF THE WEST ¼ OF SAID SECTION 13 TO THE SOUTHEAST CORNER THEREOF, THENCE NORTH 89°47'45" WEST, 1,339.96 FEET, ALONG THE SOUTH BOUNDARY OF SAID SECTION 13 TO THE POINT OF BEGINNING

LESS

A PARCEL OF LAND LYING AND BEING IN THE NORTHWEST ¼ OF SECTION 13, TOWNSHIP 31 SOUTH, RANGE 19 EAST, HILLSBOROUGH COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHWEST CORNER OF THE NORTHWEST ¼ OF SAID SECTION 13, THENCE COINCIDENT WITH THE SOUTH BOUNDARY OF THE NORTHWEST ¼ OF SAID SECTION 13, SOUTH 89°11'27" EAST A DISTANCE OF 76.57 FEET TO THE EAST RIGHT OF WAY BOUNDARY OF COVINGTON GARDEN BOULEVARD AND THE POINT OF BEGINNING, SAID POINT BEING ON A NON TANGENT CURVE TO THE LEFT, HAVING A RADIUS OF 327.13 FEET, A CENTRAL ANGLE OF 08°19'41" AND BEING SUBTENDED BY A CHORD WHICH BEARS NORTH 04°55'24" EAST, A DISTANCE OF 47.51 FEET, THENCE DEPARTING SAID SOUTH BOUNDARY COINCIDENT WITH SAID EAST RIGHT OF WAY BOUNDARY, NORTHERLY ALONG THE ARC OF SAID CURVE A DISTANCE OF 47.55 FEET; THENCE CONTINUING COINCIDENT WITH SAID EAST RIGHT OF WAY BOUNDARY, NORTH 00°45'33" EAST A DISTANCE OF 422.57 FEET; THENCE DEPARTING SAID EAST RIGHT OF WAY BOUNDARY, SOUTH 89°12'05" EAST A DISTANCE OF 469.95 FEET; THENCE SOUTH 00°45'33" WEST A DISTANCE OF 469.95 FEET TO THE AFOREMENTIONED SOUTH BOUNDARY OF THE NORTHWEST ¼ OF SAID SECTION 13; THENCE COINCIDENT WITH SAID SOUTH BOUNDARY, NORTH 89°12'05" WEST A DISTANCE OF 473.41 FEET TO THE POINT OF BEGINNING.

CONTAINING 128.2 ACRES MORE OR LESS.

AND TOGETHER WITH

Being that portion of "Parcel Two" lying Westerly of I-75 (State Road 93A), as recorded in Official Records Book 4468, Page 273, of the Public Records of Hillsborough County, Florida, described as follows:

A portion of the Southwest ¼ of the Northeast ¼ and the Northwest ¼ of the Southeast ¼ of Section 13, Township 31 South, Range 19 East; lying Westerly of I-75 (State Road 93A) and less the land conveyed to Tampa Electric Company in Official Records Book 3659, Page 931, Hillsborough County, Florida, being more particularly described as follows:

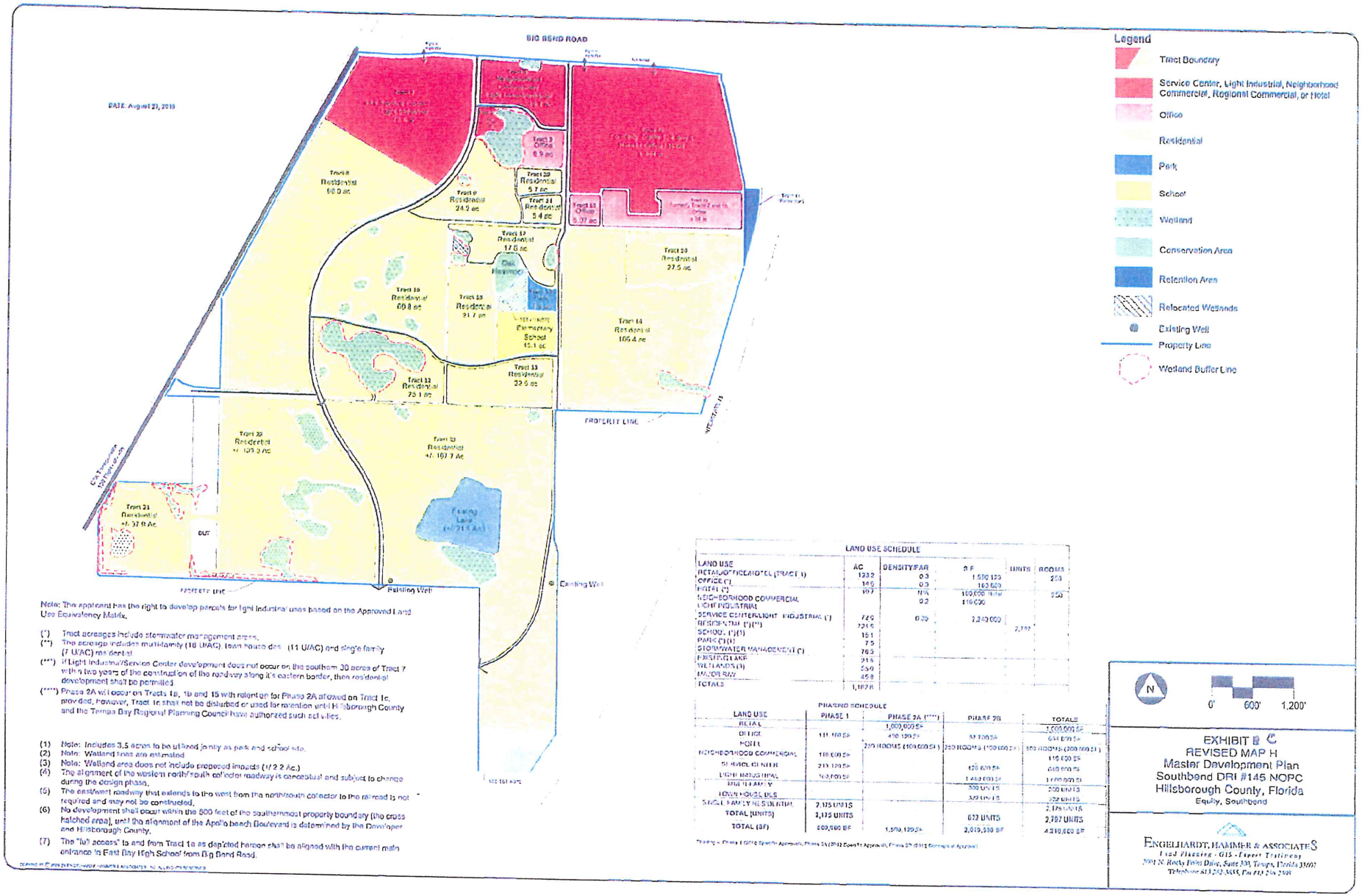
Begin at the Southwest corner of the Northeast ¼ of Section 13, Township 31 South, Range 19 East, thence coincident with the West Boundary of the Northeast ¼ of said Section 13, N 00°21'47" E a distance of 697.00 feet to a point on the South Boundary of the lands described per Official Records Book 3659, Page 931 of the Public Records of Hillsborough County, Florida; thence departing said West Boundary coincident with said South Boundary, S 88°35'45" E a distance of 214.41 feet to a point coincident with the Westerly Right-of-way Boundary of I-75 (State Road 93A), said point being on a non-tangent curve concave Westerly, said curve having a radius of 2197.83 feet, a central angle of 15°27'30" and being subtended by a chord bearing S 07°10'08" W for a distance of 591.17 feet; thence departing said South Boundary coincident with said Westerly Right-of-way Boundary and the arc of said curve a distance of 592.97 feet; thence continue coincident with said Westerly Right-of-way Boundary, S 14°56'27" W a distance of 574.61 feet to a point coincident with the West Boundary of the Southeast ¼ of said Section 13; thence departing said Westerly Right-of-way Boundary coincident with said West Boundary, N 00°24'06" E a distance of 450.01 feet to the Point of Beginning.

AND TOGETHER WITH:

A parcel of land lying and being in the N.W. ¼ of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, being more particularly described as follows:

Commence at the Southwest corner of the N.W. ¼ of said Section 13, thence coincident with the South Boundary of the N.W. ¼ of said Section 13, S 89°11'27" E a distance of 76.57 feet to the East Right-of-Way Boundary of Covington Garden Boulevard and the Point of Beginning, said point being on a non tangent curve to the left, having a radius of 327.13 feet, a central angle of 08°19'41" and being subtended by a chord which bears N 04°55'24" E a distance of 47.51 feet, thence departing said South Boundary coincident with said East Right-of-Way Boundary, Northerly along the arc of said curve a distance of 47.55 feet; thence continuing coincident with said East Right-of-Way Boundary, N 00°45'33" E a distance of 422.57 feet; thence departing said East Right-of-Way Boundary, S 89°12'05" E a distance of 469.95 feet; thence S 00°45'33" W a distance of 469.95 feet to the aforementioned South Boundary of the N.W. ¼ of said Section 13; thence coincident with said South Boundary, N 89°12'05" W a distance of 473.41 feet to the Point of Beginning

EXHIBIT "C"



LAND USE SCHEDULE

LAND USE	AC	DENSITY/FAR	S.F.	UNITS	ROOMS
RETAIL/OFFICE/HOTEL (TRACT 1)	123.2	0.3	1,500,129		250
OFFICE (*)	14.6	0.3	163,600		
HOTEL (*)	10.7	N/A	100,000 (1/Rm)		250
NEIGHBORHOOD COMMERCIAL		0.2	116,000		
LIGHT INDUSTRIAL					
SERVICE CENTER/LIGHT INDUSTRIAL (*)	72.9	0.30	2,240,000		
RESIDENTIAL (*)(**)	724.6			2,797	
SCHOOL (*)(1)	15.1				
PARK (*)(1)	7.5				
STORMWATER MANAGEMENT (*)	76.3				
EXISTING LAKE	21.5				
WETLANDS (2)	55.0				
MAJOR R/W	45.8				
TOTALS	1,192.8				

PHASING SCHEDULE

LAND USE	PHASE 1	PHASE 2A (****)	PHASE 2B	TOTALS
RETAIL		1,000,000 SF		1,000,000 SF
OFFICE	111,100 SF	450,129 SF	37,700 SF	634,929 SF
HOTEL		250 ROOMS (100,000 SF)		250 ROOMS (100,000 SF)
NEIGHBORHOOD COMMERCIAL	116,000 SF			116,000 SF
SERVICE CENTER	213,120 SF		426,600 SF	640,000 SF
LIGHT INDUSTRIAL	160,000 SF		1,440,000 SF	1,600,000 SF
MULTIFAMILY			300 UNITS	300 UNITS
TOWN HOUSE DES.			322 UNITS	322 UNITS
SINGLE FAMILY RESIDENTIAL	2,175 UNITS			2,175 UNITS
TOTAL (UNITS)	2,175 UNITS		622 UNITS	2,797 UNITS
TOTAL (SF)	800,500 SF	1,500,129 SF	2,019,300 SF	4,319,929 SF

Phasing = Phase 1 (2010 Specific Approval), Phase 2A (2012 Specific Approval), Phase 2B (2012 Concept of Approval)

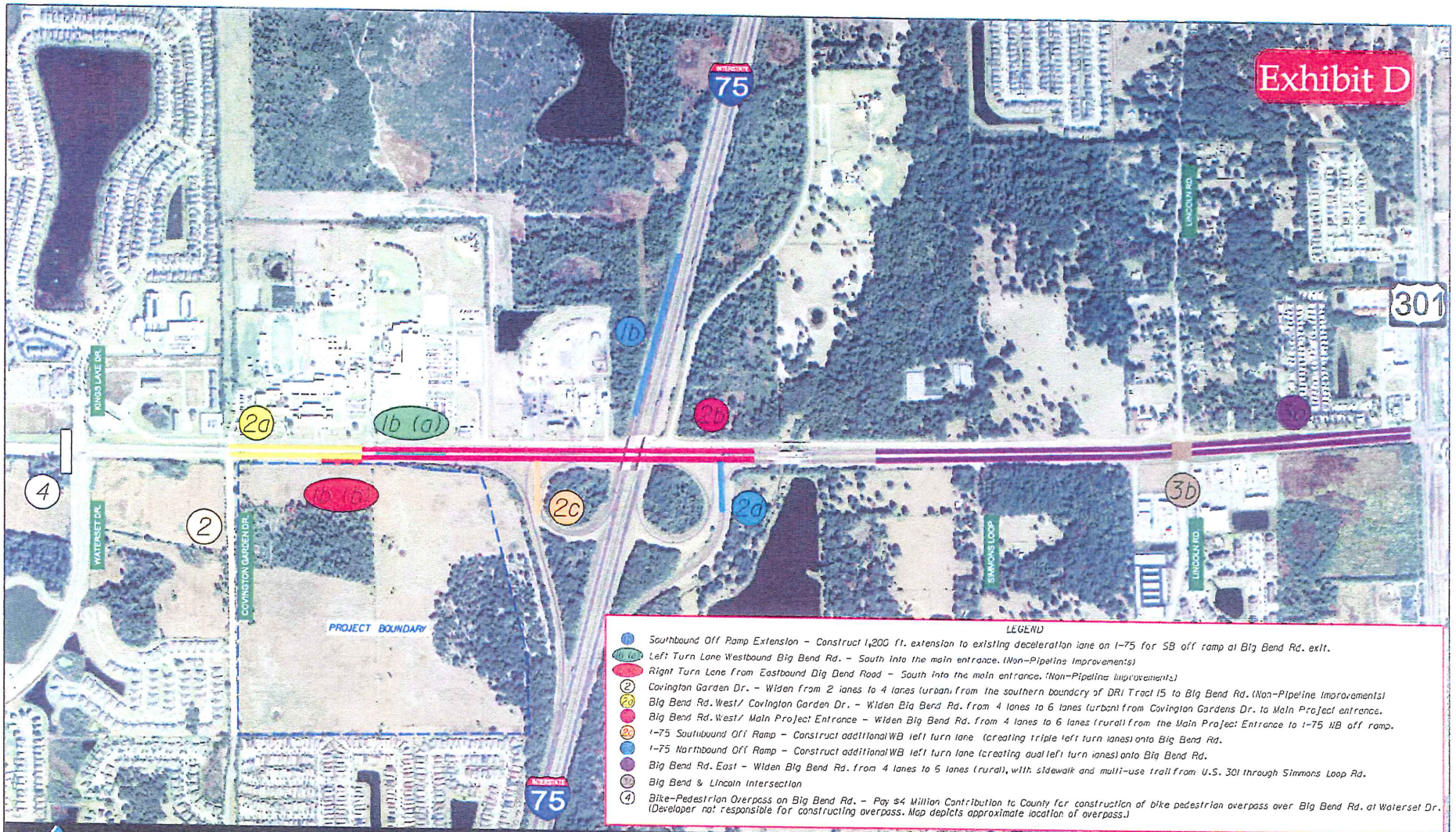


Exhibit D
INTERSTATE 75
301
KINGS LAKE DR.
WATERSET DR.
COVINGTON GARDEN DR.
SIMMONS LOOP
LINCOLN RD.
PROJECT BOUNDARY
1b
1b (a)
1b (b)
2a
2b
2c
2d
3b
4
2
LEGEND
1b Southbound Off Ramp Extension - Construct 1,200 ft. extension to existing deceleration lane on I-75 for SB off ramp at Big Bend Rd. exit.
1b (a) Left Turn Lane Westbound Big Bend Rd. - South into the main entrance. (Non-Pipeline Improvements)
1b (b) Right Turn Lane from Eastbound Big Bend Road - South into the main entrance. (Non-Pipeline Improvements)
2 Covington Garden Dr. - Widen from 2 lanes to 4 lanes (urban) from the southern boundary of DRI Tract 15 to Big Bend Rd. (Non-Pipeline Improvements)
2a Big Bend Rd. West/ Covington Garden Dr. - Widen Big Bend Rd. from 4 lanes to 6 lanes (urban) from Covington Gardens Dr. to Main Project entrance.
2b Big Bend Rd. West/ Main Project Entrance - Widen Big Bend Rd. from 4 lanes to 6 lanes (rural) from the Main Project Entrance to I-75 NB off ramp.
2c I-75 Southbound Off Ramp - Construct additional WB left turn lane (creating triple left turn lanes) onto Big Bend Rd.
2d I-75 Northbound Off Ramp - Construct additional WB left turn lane (creating dual left turn lanes) onto Big Bend Rd.
3b Big Bend Rd. East - Widen Big Bend Rd. from 4 lanes to 6 lanes (rural), with sidewalk and multi-use trail from U.S. 301 through Simmons Loop Rd.
4 Big Bend & Lincoln Intersection
4 Bike-Pedestrian Overpass on Big Bend Rd. - Pay $4 Million Contribution to County for construction of bike pedestrian overpass over Big Bend Rd. at Waterset Dr. (Developer not responsible for constructing overpass. Map depicts approximate location of overpass.)
N
1" = 800 FEET
Southbend DRI Phase 2A Sub-Phasing
Aerial Flown Jan. 2009
WilsonMiller
Stantec

#145

BOARD OF COUNTY COMMISSIONERS
Kevin Beckner
Rose V. Ferlita
Ken Hagan
Al Higginbotham
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Kevin White

Hillsborough County
Florida

Office of the County Administrator
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Eric R. Johnson
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Manus J. O' Donnell
Edith M. Stewart

December 15, 2008

Ms. Elizabeth Abernethy, AICP
Senior Project Manager, Associate
WilsonMiller
2205 N. 20th Street
Tampa, FL 33605

RE: Southbend, Development of Regional Impact #145
Revised Phase I Build Out Date Extension

Dear Ms. Abernethy:

Staff has reviewed the documentation you provided to demonstrate that Revised Phase I of the Southbend Development of Regional Impact (DRI) was under active construction on July 1, 2007 and therefore eligible for the 3 year build out date extension authorized by s.380.06(19)(c) *Florida Statutes*. This letter is to confirm that, based upon the information submitted, Revised Phase I, (and only Revised Phase I) of the project was under active construction on July 1, 2007. Therefore, the build out date for Revised Phase I is extended by three (3) years to December 31, 2013 and the effective date of the Development Order is extended to December 31, 2015. The build out dates for Phase II(a) and Phase II(b) remain as December 31, 2012.

If you have any questions, please call me at 813.276.8393.

Sincerely,

John E. Healey, AICP

cc: Scott Jones, Newland Communities (via e-mail)
John Meyer, Tampa Bay Regional Planning Council (via e-mail)
Nancy Takemori, County Attorney's Office

RECEIVED
DEC 17 2008
By WilsonMiller, Inc.

#145

PAT FRANK

Clerk of the Circuit Court
13th Judicial Circuit

October 1, 2008

JOHN MEYER DRI COORDINATOR
TAMPA BAY REGIONAL PLANNING COUNCIL
4000 GATEWAY CENTER BLVD SUITE 100
PINELLAS PARK FL 33782

Re: Resolution No. R08-149 – Amended and Restated Development Order for Southbend (DRI #145)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on September 23, 2008.

We are providing this original for your files.

Sincerely,

Gail M. Letzring

Gail M. Letzring,
Manager, BOCC Records

bam
Certified Mail Receipt # 7003 3110 0004 4684 6845
Attachment
cc: Board files (orig.)
Morris Massey, Esq., Hill, Ward & Henderson, P.A. (orig. ltr.)
Charles Gauthier, Chief, DCA Bureau of State Planning (orig. ltr.)
Nancy Y. Takemori, Assistant County Attorney
John Healey, Senior Planner, Planning and Growth Management
Sandra Davidson, County Attorney's Office
Christopher Weiss, Property Appraiser's Office
Mary Mahoney, Management and Budget

Resolution No. R08-149

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA,

AMENDED AND RESTATED DEVELOPMENT ORDER FOR SOUTHBEND DRI #145

Upon motion by Commissioner Norman, seconded by Commissioner Ferlita, the following Resolution was adopted by a vote of 6 to 0, Commissioner(s) _____ voting "no".

WHEREAS, in January, 1986, General Homes – Florida, Inc., filed an Application for Development Approval of a Development of Regional Impact (the "ADA") with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, said ADA proposed construction of a mixed-use development located in southwestern Hillsborough County, hereinafter referred to as "Southbend" or the "Development"; and

WHEREAS, the described project lies within the unincorporated area of Hillsborough County; and

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

WHEREAS, on November 25, 1986, the Board of County Commissioners approved a Development Order, Resolution No. R86-260, the Development Order for the Southbend DRI # 145; and

WHEREAS, the Board of County Commissioners has adopted six amendments to the Development Order: (1) Resolution No. R92-0168, adopted on July 14, 1992, which extended the build out date of development and all immediate phases thereof, and the expiration date of the Development Order, each by a period of four years, eleven months and fifteen days; acknowledged the acquisition of fee simple title to the 2.5 acre parcel of land in the southwest corner of the site, required to provide project access to U.S. Highway 41; and discontinued quarterly surface water sampling until such time as development commences; (2) Resolution No. R97-168, adopted on July 15, 1997, which combined a portion of Phase II development (Phase IIA) with Phase I for specific approval; extended the build out dates and modified Map H accordingly; added a Land Use Trade Off Mechanism and geographic flexibility to the D.O.; revised or removed various conditions; and modified the annual report date from November 25 to June 30 of each year; (3) Resolution No. R99-074, adopted on April 13, 1999, which approved subphasing of the project (Phase IA) to recognize the immediate development of approximately 240 acres of the project for residential uses and the transportation mitigation required as a result thereof; extended the Phase IA build out date to November 9, 2002; allowed flexibility in uses between single family, multi-family, and town home development; and modified the Development Order to conform language regarding approved phases, impact fee credits, and school and park dedications; (4) Resolution No. R00-082 adopted on April 11, 2000, which amended the Development Order to provide

that the Covington Park Community Development District is authorized to undertake the funding, construction, operation and/or maintenance of any of the projects whether within or without the boundaries of the District, which are identified within the Development Order; and (5) Resolution No. R04-048, adopted on February 24, 2004, which transferred the residential units from Phase IIB into Phase I~~,~~; converted townhome and multi-family units to singe-family residential units~~,~~; designated Tract 8 for Residential uses~~,~~; converted 5.7 acres of Tract 3 to Residential (creating Tract 20) and converted Tract 15 to Office~~,~~; changed the location of the elementary school site~~,~~; and extended the build out date for Revised Phase I to 2010, and the build out date for Phase II to 2012; deleted specific conditions related to the Transportation Systems Management program; added an additional access point at the southern boundary of the project; and identified the appropriate transportation mitigation for the development entitlements for Revised Phase I; and (6) Resolution 05-0195, adopted September 27, 2005, which increased the maximum single-family units allowed in Phase I by 103, or from 2,072 to 2,175 total units, total Phase 1 and Phase 2 units increased from 2,694 to 2,797; added 402.8 acres to the project; modified the Master Plan including extension of a North/South collector road through the expansion area; depicted the conceptual extension of Apollo Beach Boulevard and revised the Land Use Schedule to reflect land use acreages changes and the number of residential units; and (7) Resolution No. R07-022, adopted January 23, 2007, which increased neighborhood commercial entitlements by 6,600 square feet, from 110,000 square feet to 116,600 square feet; modified Map H to add one access point along the northern boundary of the project, on Big Bend Road (right-in/right-out only access point on Tract 7); depicted one right-in only and one full access point on Tract 1 in

accordance with the previously approved zoning General Development Plan; combined Tract 5 with a portion of Tract 6; allowed Neighborhood Commercial/Light Industrial and Hotel as potential uses on Tract 5 and Office/Light Industrial as potential uses on Tract 6; realigned the internal access road between Tracts 3, 5, and 6, to provide greater distance separation from the intersection at Big Bend Road; modified the acreages in Tracts 3, 5, and 6; revised the Land Use Schedule to reflect land use acreage changes and the increase in Neighborhood Commercial entitlement; and modified the Equivalency Matrix to add Hotel and Motel uses~~.~~; and

WHEREAS, on August 14, 2007, NRI Equity Tampa, LLC, (hereinafter "Equity"), filed a Notice of Proposed Change ("NOPC") to modify Map H to combine Tracts 1, 2, 4, and a portion of Tract 15 into Tracts 1a and 1b consisting of approximately 128.2 acres, total, to allow Retail/Office/Hotel as potential uses on Tract 1a consisting of approximately 104 acres, and Office and Structure Parking as permanent uses of Tract 1b consisting of approximately 24 acres (with surface parking on a portion thereof permitted as an interim use); to seek specific approval of Phase II(a) consisting of 1,000,000 square feet of regional commercial entitlements, 490,120 square feet of office entitlements and 250 rooms of hotel entitlements for use on the revised Tracts 1a and 1b; and to provide for transportation and infrastructure mitigation related to the specifically approved Phase II(a) on revised Tracts 1a and 1b; and

WHEREAS, on January 23, 2008, February 5, 2008, and March 5, 2008, Equity filed "Sufficiency Responses" with the Tampa Bay Regional Planning Council responding to questions, comments and requests for additional information from various local, regional and state governmental agencies in connection with the NOPC; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County has on September 23, 2008 held a duly noticed public hearing on said Notice of Proposed Change and has heard and considered testimony and other documents and evidence; and

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

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

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA:

I. FINDINGS OF FACT

A. The real property which is the subject of the Southbend DRI #145, as amended, is legally described as set forth in **Exhibit A**, attached hereto and made a part hereof by reference; and the real property which is the subject of the this NOPC is legally described as set forth in **Exhibit B,** attached hereto and made a part hereof by reference.

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

C. All procedural requirements of Section 380.06, Florida Statutes, and the Hillsborough County Land Development Code have been complied with.

D. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City-County Planning Commission, and the Tampa Bay Regional Planning Council and other affected agencies.

II. CONCLUSIONS OF LAW

Based upon the compliance with the terms and conditions of this Amended and Restated Development Order, the following Conclusions of Law are made:

A. The development will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.

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

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

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

E. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Amended and Restated Development Order.

F. The NOPC is approved subject to all terms and conditions of this Amended and Restated Development Order, including the revised Map "H", date stamped September 5, 2008, and attached hereto as **Exhibit C** and incorporated herein by reference.

G. The 2025 Future Land Use Map for Hillsborough County designates the real property which is the subject of this NOPC (as legally described in **Exhibit B**) as Urban Mixed Use 20 (UMU 20).

III. GENERAL PROVISIONS

A. The legal descriptions set forth in **Exhibit A and Exhibit B** are hereby incorporated into and by reference made a part of this Amended and Restated Development Order.

B. All provisions contained within the NOPC and Sufficiency Responses shall be considered conditions of this Amended and Restated Development Order unless inconsistent with the terms and conditions of this Amended and Restated Development Order, in which case the terms and conditions of this Amended and Restated Development Order shall control.

C. This Resolution shall constitute the Amended and Restated Development Order of Hillsborough County in response to the NOPC for the Southbend Development of Regional Impact.

D. The definitions contained in Chapter 380, Florida Statutes, shall govern and apply to this Amended and Restated Development Order.

E. This Amended and Restated Development Order shall be binding upon all persons or entities that undertake the "development" of any land located within the

Southbend DRI as the term "development" is defined in Section 380.04, *Florida Statutes*, including, without limitation, Equity (hereafter collectively referred to herein, whether one or more, as "the Developer"). It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of governmental agency.

F. In the event that any portion or section of this Amended and Restated Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Amended and Restated Development Order which shall remain in full force and effect.

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

H. In each instance in this Amended and Restated Development Order where the Developer is responsible for ongoing maintenance of facilities at Southbend, the Developer may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective,

the body to which responsibility has been or will be transferred must be approved by the County, and/or other agencies having jurisdiction, concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Amended and Restated Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation, as defined in Section 380.06, Florida Statutes, from the terms or conditions of this Amended and Restated Development Order or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the Tampa Bay Regional Planning Council shall result in further development of regional impact review pursuant to Chapter 380.06, Florida Statutes, as amended, and may result in Hillsborough County ordering a termination of development activity pending such review.

J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Development Order. In the event of a deviation, the County Administrator may issue a notice of such noncompliance to the Developer, or the

County Administrator may immediately recommend that the Board of County Commissioners establish a hearing to consider such deviations.

K. The Developer shall file an Annual Report in accordance with Section 380.06(18), Florida Statutes, and appropriate rules and regulations. Such report shall be due on June 30th for each year until and including such time as all terms and conditions of this Amended and Restated Development order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Amended and Restated Development Order. The Developer shall be notified of any Board of County Commissioner's hearing wherein such report is to be reviewed. Provided, however, that the receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Amended and Restated Development Order. This report shall contain:

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

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

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

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

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

M. This Amended and Restated Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County and transmittal in accordance with Section 380.06, Florida Statutes, as amended.

N. Upon adoption, the Amended and Restated Development Order shall be transmitted by the Ex-Officio Clerk to the Board of County Commissioners, by certified mail or other delivery service for which a receipt as proof of service is required, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and Equity.

O. Revisions to the development not contemplated or addressed within this Amended and Restated Development Order shall be subject to Tampa Bay Regional Planning Council's incremental review fee.

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project in accordance with the proposed phasing schedule contained in Table 20-1, attached hereto, is an integral part of the Amended and Restated Development Order conditions. Therefore, if the Developer elects to amend the proposed phasing schedule, it shall submit said amendments to the County for review and approval, which approval shall not be withheld for mere acceleration of phases if the terms of this Order are otherwise fully complied with. It is the intent of this provision to insure that all prerequisites for each phase of the project are complied with. For purposes of this Order, a phase shall be considered complete upon issuance of the final certificate of occupancy for the phase. Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes.

2. This Amended and Restated Development Order shall remain in effect for a period up to and including December 31, 2012. Any development activity for which plans have been submitted to the County for its review

and approval prior to the expiration date of this Amended and Restated Development Order may be completed in accordance with the requirements of the Amended and Restated Development Order, if approved. This Amended and Restated 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.

3. Physical development on site has commenced.

4. The Development shall not be subject to down-zoning, unit density reduction, or intensity reduction until December 31, 2015 unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Amended and Restated Development Order have occurred or the Amended and Restated 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. Infrastructure

The Developer acknowledges that any Revised Phase I or Revised Phase II(a) excess infrastructure capacity constructed to potentially serve latter phases shall be at the Developer's risk and shall not vest latter phase development rights.

C. Transportation

1. General Transportation Conditions Applicable to All Phases

a. A transportation improvements plan for the Ruskin/Sun City area in cooperation with Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC), the Hillsborough County Area Metropolitan Planning Organization (MPO) and developers in the study area shall be developed. The plan shall consider all approved developments in the area including previously approved DRIs, and projected development. The plan shall be completed prior to any Revised Phase II(b) specific approval. Ongoing or proposed studies such as the Big Bend Area Comprehensive Plan amendment or the Comprehensive Plan Update may serve to meet this requirement. If required by Hillsborough County, the Developer shall contribute to such study on a fair share basis and receive credits if any provided for in the Thoroughfare Plan and the Road Network Improvement Ordinances. In lieu thereof, issuance of a Development Order approving an area wide DRI including the project site shall satisfy this requirement. This transportation plan or area wide DRI traffic analysis shall include but not be limited to:

(1) The regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional major roadways to be constructed within the study area.

(2) The existing, approved, and projected development to be included within the plan.

(3) An assessment of the traffic impact of existing, approved and projected development.

(4) An evaluation and recommendation of mass transit alternatives to additional road improvements.

(5) A recommendation of specific implementation methods, strategies and programs.

b. To assure that the transportation impacts of this Development have been accurately projected by the ADA traffic analysis (Phase 1 Total: 2,897 P.M. Peak Hour trips, (1,479 Inbound, 1,418 Outbound) and 28,926 Average Daily Trips), the Developer shall conduct field surveys and a report of findings to determine actual external vehicle and transit trips generated by Southbend every year after the initial certification of occupancy and issued through project build-out as part of the Annual Report. This survey and report shall be conducted by the applicant and shall be approved by Hillsborough County, the Hillsborough County MPO, and FDOT and the TBRPC. After review of the survey and report findings, the reviewing agencies or developer may require that the Amended and Restated Development Order be revised accordingly.

c. An annual monitoring program will be started when fifty percent (50%) of Revised Phase I trip making, as calculated using standard

ITE Trip Generation Rates, has been achieved (Phase 1 Total: 2,897 P.M. Peak Hour trips, (1,479 Inbound, 1,418 Outbound) and 28,926 Average Daily Trips). This annual monitoring report will be reported as part of the Annual Report referenced in subsection III.K. above, and will continue until buildout. The Annual Reports shall provide information regarding the total development which has been permitted and its equivalent in trips, and shall project the development/trips anticipated for the following year. The monitoring program will record driveway volumes in the evening peak hour and on a daily basis. If the driveway volumes exceed those projected in the DRI/ADA for Revised Phase I and Revised Phase II(a) (cumulatively 6,672 p.m. peak hour trips – 3,080 inbound/3,592 outbound; and 68,279 average daily trips) and/or prior to commencement of Revised Phase II(b), a new traffic analysis consistent with Section 380.06, F.S. will be required. The revised transportation analysis 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.

d. Annually, for inclusion in the Annual Report, the Developer shall complete an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified below:

(1) Big Bend Road at Waterset Drive.**[The warrant study has been initiated but has not been completed.]**;

(2) Big Bend Road at Covington Garden Drive. **[This warrant study has been completed and signalization has been installed]**.

Should it be determined that a warrant study is required, the Developer shall provide same in the Annual Report. Furthermore, if a traffic signal is warranted, and the results are approved by Hillsborough County, then the Developer shall submit 100 % signal design plans to Hillsborough County within 120 days of Hillsborough County approval. In addition, the Developer shall also submit 100 % design plans for the construction of a second left turn lane on Big Bend Rd at the approved signalized intersection. Construction of the traffic signal and second left turn lane shall commence within 120 days of approval of the final signal and roadway design plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is warranted, then the Developer shall comply with the timing schedule described above.

e. All studies, monitoring programs and reports required above or otherwise in this Subsection IV.C. of this Amended and Restated DRI Development Order (Transportation) will be incorporated

into the Annual Reports. If the Developer, its successors or assigns anticipates exceeding a development level threshold indicated in this subsection, 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.

f. Subsections 2, 3, and 4 of Section IV.C. of this Amended and Restated Development Order, which follow, list the general and specific transportation conditions and improvements required for specifically approved Revised Phase I and Revised Phase II(a).

2. General Transportation Conditions Pertaining to Revised Phase I

a. Annually, for inclusion in the Annual Report, if the Developer elects to choose Mitigation Alternative 1, then the Developer shall complete an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified in Alternative 1. Should it be determined that a warrant study is required, the Developer shall provide same in the Annual Report. Furthermore, if a traffic signal is warranted, and the results are

approved by Hillsborough County, then the Developer shall submit 100% signal design plans to Hillsborough County within 120 days of Hillsborough County approval. In addition, the Developer shall also submit 100% design plans for the construction of a second left turn lane on Big Bend Road at the approved signalized intersection. Construction of the traffic signal and second left turn lane shall commence within 120 days of approval of the final signal and roadway design plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is warranted, then the Developer shall comply with the timing schedule described above.

b. The Developer has previously received approval for former Subphase IA, consisting of 1,214 dwelling units. No access on US 41 is permitted in conjunction with the development of 1,214 dwelling units. The following improvements were previously required and completed for former Subphase IA:

(i) At the intersection of Big Bend Road and Covington Gardens Drive entrance, construct a westbound left-turn lane, eastbound right-turn lane, northbound right-turn land and left turn lanes, and provide signalization when warranted by the MUTCD. These improvements are of total benefit to the

project. **[The turn lane improvements have been completed and the signalization has been installed.]**

(ii) At the intersection of Big Bend Road and 1-75 east ramps, provide signalization when warranted.

[This condition has been satisfied and applies solely to former "Subphase 1(A)"]

c. No development shall occur within the south 600 feet of the southernmost property boundary, as depicted on Map H, until the final alignment of the Apollo Beach Boulevard Extension is determined by the Developer and Hillsborough County.

3. Mitigation Alternatives for Revised Phase I. The Developer at its option, may select one of the following alternatives to mitigate the transportation impact of Revised Phase I **[The Developer has selected Alternative 3 and the Revised Phase I Pipeline Improvements were completed in October 2007]**:

a. Alternative 1

Revised Phase I: No building permits shall be issued for Revised Phase I in excess of the 1,214 units approved as former Phase IA, until funding commitments are secured from responsible entities for the following roadway improvements:

- Roadways
  - Four (4) lane US 301 from Balm Road to Big Bend Road

- Add eastbound lane on Big Bend Road from US 41 to 1-75

- Off Site Intersections
  - Add eastbound right turn lane on Big Bend Road at US 41
  - Add northbound left turn on I-75 West Ramp at Big Bend Road
  - Add dual eastbound and northbound left turn lane on Big Bend Road at US 301
  - Extend NB through lanes a ¼ mile on US 301 at Big Bend
  - Signalize US 301 at 19th Avenue when warranted
  - Signalize US 301 at Balm Road when warranted
  - Signalize Big Bend Road at I-75 East Ramp when warranted

- Driveway Improvements
  - Big Bend Road western driveway (Waterset Drive) requires a northbound left, through and right turn lane, eastbound right turn lane and westbound dual left turn lane with signalization when warranted
  - Big Bend Road at Covington Garden Drive requires a northbound left, through and right turn lane, eastbound right turn lane and dual westbound left turn lanes with signalization when warranted
  - Big Bend Road driveway at Proposed Service Center Driveway (Tract 7) shall be restricted to a right-in right-out only

b. Alternative 2: The Developer may subphase the development approved in each phase for specific projects when such subphasing identifies and ties specific amounts of project development (within a Phase) to specific regional roadway improvements. Such subphasing shall be acceptable under the following conditions~~.~~:

(i) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

(ii) Funding commitments for roadway improvements will be required when the regional roadway operates below daily LOS C and LOS D at peak hour and the development contributes 5% or more of the existing daily LOS C and LOS D at peak hour existing capacity of the facility.

c. Alternative 3: **[The Developer has selected Alternative 3 and the Revised Phase I Pipeline Improvements were completed in October 2007]** In lieu of funding all of the transportation improvements identified in Alternative 1 or Alternative 2, the Developer may elect Alternative 3 to proceed with the development of greater than 1,214 dwelling units as part of Revised Phase I. The requirements of Alternative 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of Revised Phase 1 of the Development on the regionally significant transportation highway facilities within the primary impact area. Any approval of this mitigation/curing

mechanism is based on the Development'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 Hillsborough County, TBRPC and DCA policies regarding pipelining transportation impacts.

(1) This pipeline option may be elected as full and complete satisfaction of the Developer's obligation to mitigate Revised Phase I transportation impacts of the Development.

(2) The required Pipeline Improvement (the "Revised Phase I Pipeline Improvement") under this Alternative 3, which includes the "Required Design", the "Required Right-of-Way Acquisition" and the "Required Construction" as defined below, shall be as follows:

(3) The construction of two lanes of the Western North/South Roadway (Waterset Drive) shown on Map H, from Big Bend Road to the southern Development Boundary of the Southbend Planned Development (PD 86-154, as amended). This alignment is conceptually depicted on Map H. The Developer shall provide 124 feet of right-of-way to allow for the ultimate construction of a four lane divided facility, including, but not limited to, sidewalks, carriage way, landscaping, signalization when warranted, and wetland mitigation, plus sufficient right-of-way for drainage for the Western North/South roadway segment. The roadway shall be

designed and constructed as a two lane divided roadway, expandable to four lanes within the median. Right turn lanes and left turn lanes, where permitted, shall be constructed on the roadway at each project access. (The foregoing collectively referred to as the "Revised Phase I Pipeline Improvements"). The Developer shall construct, at the intersection of Big Bend Rd and the Western North/South roadway, an eastbound right turn lane, a westbound left turn lane, and a northbound left turn lane, through lane, right turn lane, and signalization when warranted. The design of the intersection and the traffic signal shall accommodate dual northbound and westbound turn lanes and dual northbound right turn lanes at the intersection of Big Bend Road.

(4) All roadway plans shall be submitted for review and approval by Hillsborough County at the 30%, 60%, 90% and 100% complete stage. If Hillsborough County does not complete its review within thirty (30) days after each submittal, the County's review time shall be added to the time allowed for completion of the Required Design as provided herein.

(5) Buildings within the Development shall be subject to the adopted Consolidated Impact Assessment Program Ordinance (the "Impact Fee Ordinance"), as it may be amended from time to time. All eligible transportation contributions, costs and expenses borne by the Developer pursuant to this Development Order, including

but not limited to costs for right-of-way, design, construction and construction inspection of the Revised Phase I Pipeline Improvement may be considered for transportation impact fee offsets pursuant to the Impact Fee Ordinance. Nothing herein shall be construed as a waiver of the Developer's right to contest the validity of, or to apply for offsets under, the Impact Fee Ordinance or the impact fees assessed thereunder.

(6) The Developer will comply with the following time schedule for construction of the Revised Phase I Pipeline Improvements:

(a) The Developer will dedicate or convey the required right-of-way to the southern boundary of Tract 8 prior to Final Plat approval for any development within Tract 8. The Developer will dedicate or convey the required right-of-way for the southern portions of the Pipeline Improvement (south of Tract 8) prior to Final Plat approval for any development within either Tract 22 or Tract 23 (whichever occurs first).

(b) The Developer will submit the 30% roadway plans for the Revised Phase I Pipeline Improvements to the County for review and approval within 120 days of dedication of the roadway. Subsequent submittals of roadway plans for 60% design, 90% design and 100%

design shall be submitted within 90 days of the County's approval of the previously submitted plans.

(c) Construction of the Revised Phase I Pipeline Improvements shall be completed within 3 years of final approval by the County of the 100% roadway plans.

(d) In the event that the performance by the Developer of the commitments set forth in this Development Order shall be interrupted or delayed by war, riot, strike, civil commotion, natural disaster or other event beyond the Developer's control, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Amended and Restated Development Order shall be interrupted or delayed in connection with the necessary governmental approvals from the construction of the Revised Phase I Pipeline Improvement and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows that such event(s) have taken place, then the Developer shall be

excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof.

4. Mitigation Alternatives for Revised Phase II(a):

a. Alternative 1 – Pipeline Improvements and Required Contribution for Revised Phase II(a).

The requirements of Alternative 1 have been determined to be the appropriate requirements to cure and mitigate the impacts of Revised Phase II(a) of the Development on the regionally significant transportation highway facilities within the primary impact area. Any approval of this mitigation/curing mechanism is based on the Development'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 Hillsborough County, TBRPC and DCA policies regarding pipelining transportation impacts. The following described "Revised Phase II(a) Pipeline Improvements and Required Contribution" in this Alternative 1 meet or exceed the "proportionate share" of transportation improvements required in connection with the "Revised Phase II(a)" development which has been determined to be $24,480,000.00 based on the August 2007 Florida Department of Transportation (FDOT) construction cost tables. Notwithstanding the proportionate share amount, if the

Developer elects Alternative 1, the Developer shall mitigate for the traffic impacts of the Revised Phase II(a) development by providing the Revised Phase II(a) Pipeline Improvements and Required Contribution, regardless of the actual cost of the Pipeline Improvements.

(1) This pipeline option may be elected as full and complete satisfaction of Developer's obligation to mitigate Revised Phase II(a) transportation impacts of the Development.

(2) The required pipeline improvements (the "Revised Phase II(a) Pipeline Improvements") under this Alternative 1, which includes the "Required Contribution" as defined below in subparagraph (h), and the "Required Construction Projects" as set forth below in subparagraphs (a) – (g), shall be as follows:

(a) Widen Big Bend Road from US 301 through Simmons Loop Road as a rural six lane road, including sidewalk on one side and multiuse trail on the other (it is specifically understood that the widening of Big Bend Road by Developer will not include any "intersection" related improvements at Big Bend Road and US Highway 301, or any other intersection improvements between the Bullfrog Creek bridges and US Highway 301 except as expressly provided below).

(b) Installation of traffic signals and turn lane improvements at the intersection of Big Bend Road and Lincoln Road;

(c) Construction of an additional westbound left turn lane on the I-75 southbound off-ramp at Big Bend Road thereby creating a triple left turn lane at this intersection;

(d) Construction of an additional westbound left turn lane on the I-75 northbound off-ramp at Big Bend Road thereby creating a dual left turn lane at this intersection;

(e) Construction of one (1) 1,200 foot extension to the existing deceleration lane for the southbound I-75 off-ramp at Big Bend Road;

(f) Widen Big Bend Road from existing 4-lanes to a 6-lane urban arterial road from Covington Garden Drive to the western boundary of the signalized intersection at the Revised Phase II(a) development's main entry drive on Big Bend Road (which main entry drive is more specifically shown on Revised DRI Map H attached hereto as **Exhibit C,** and which main entry drive aligns with East Bay High School's main entrance on Big Bend Road);

(g) Widen Big Bend Road from existing 4-lanes to a 6-lane rural arterial road from the Revised Phase II(a) development's main entry drive on Big Bend Road to the northbound I-75 off-ramp for northbound to westbound movements; and

(h) The Developer shall submit a cash payment in the amount of four million dollars ($4,000,000) to Hillsborough County (the

"Required Contribution") no later than six (6) months after issuance of the first building permit for vertical construction for any buildings constructed as part of the Revised Phase II(a) development on Tract 1(a) or Tract 1(b) in order to help fund construction of a bike-pedestrian overpass over Big Bend Road at or near Waterset Drive. However, it is expressly understood that the use of the Required Contribution by Hillsborough County for the aforementioned bike-pedestrian overpass is conditioned upon Hillsborough County (or a third party designated by Hillsborough County) constructing (1) the bike-pedestrian overpass on Big Bend Road a minimum of 1,000 feet west of the western right-of-way line of Covington Garden Drive (provided however, access ramps for the bike-pedestrian overpass may be constructed within the 1,000 feet separation area) and (2) the bike-pedestrian overpass within five (5) years from the date of payment of the Required Contribution. If Hillsborough County is unable to comply with either one or both of these conditions, then in lieu of the bike-pedestrian overpass on Big Bend Road, Hillsborough County shall use the Required Contribution to fund any transportation capacity improvement project lying within the area identified in the Revised Phase II(a) development's transportation study as the "area of influence". If a transportation capacity improvement project within the Revised Phase II(a) development's area of influence

which is eligible for transportation impact fee credit under the Consolidated Impact Fee Assessment Program Ordinance is available, the County shall choose such project;

(3) All roadway plans shall be submitted for review and approval by Hillsborough County at the 30%, 60%, 90% design and 100% complete stage (however, Developer may choose to proceed at its own risk based on a limited phase review by advancing the design phase review directly from 60% to 100%). If Hillsborough County does not complete its review within thirty (30) days after each submittal, the County's review time shall be added to the time allowed for completion of the Required Design as provided herein.

(4) Any reports required by permitting agencies prior to design and/or construction of the Required Construction Projects, including without limitation Interchange Operational Analysis Reports (IOARs) or Interstate Modification Reports (IMRs) (if an IMR is required by FWHA), shall be the sole responsibility of the Developer. The Developer shall submit all required applications for IOARs and/or IMRs within twelve (12) months from the date this NOPC becomes final, and all appeal periods have expired, with no appeals having been filed. The methodology and actual analysis for an IOAR or IMR shall be performed under close supervision and guidance of FDOT. All such applications shall be

full and complete and shall comply with the submission requirements of FDOT and/or FHWA.

(5) If it is determined that additional right of way is necessary for any Revised Phase II(a) Pipeline Improvements (Required Construction Projects), the Developer shall provide Hillsborough County, at the Developer's sole cost and expense, the documents necessary to enable the County to obtain a resolution allowing it to acquire the right of way or other property interests necessary for the construction of one or more of the Revised Phase II(a) Pipeline Improvements, including: sixty percent (60%) project construction plans (or better); 100% right of way maps; legal descriptions and parcel sketches; a map of survey and location; 100% maintained right of way maps, if any; and project design and environmental analysis which includes an analysis of alternative alignments, pond sites, environmental factors, safety considerations, costs and the long range area plan. The Developer and Hillsborough County shall work cooperatively during this planning and mapping process with the intent of insuring that the documents to be produced will be satisfactory to the County. The Developer's obligation to provide such documents shall not be deemed satisfied until such documents have been approved by the County's Planning and Growth Management Department and the Department of Public Works, which approval shall not be unreasonably withheld. In

order to ensure that Developer's acquisition of any right-of-way for Developer's Revised Phase II(a) Pipeline Improvements (Required Construction Projects) does not relieve or supplant the mitigation that otherwise would be required from developers of other projects adjacent to the Required Construction Projects, Hillsborough County shall require each such developer to contribute the right-of-way necessary to accommodate and mitigate for their own obligations for sidewalks and road improvements for their respective projects. If it is determined that additional right of way is necessary for any Revised Phase II(a) Pipeline Improvements (Required Construction Projects), Hillsborough County agrees to utilize its powers of eminent domain to acquire right of way, if necessary, upon the execution of a collateral agreement between the Developer and Hillsborough County specifying the duties of each party. All costs and expenses attributable to acquiring the right of way, including without limitation legal, engineering and design costs and expenses shall be paid by Developer.

(6) Buildings within the Revised Phase II(a) development shall be subject to the adopted Consolidated Impact Assessment Program Ordinance (the "Impact Fee Ordinance"), as it may be amended from time to time. All eligible transportation contributions, costs and expenses borne by the Developer pursuant to this Amended

and Restated Development Order, including but not limited to costs for right-of-way, design, construction and construction inspection of the Revised Phase II(a) Pipeline Improvements and the Required Contribution may be considered for transportation impact fee offsets pursuant to the Impact Fee Ordinance. Further, nothing herein shall be construed as a waiver of the Developer's right to contest the validity of, or to apply for any other offsets under, the Impact Fee Ordinance or the impact fees assessed thereunder.

(7) The County shall consider, in good faith, requesting that the Metropolitan Planning Organization (MPO) add the bike/pedestrian overpass and the four (4) laning of Covington Gardens Drive to the MPO's Long Range Transportation Plan Highway Needs Assessment;

(8) The Developer will comply with the following time schedule for construction of the Revised Phase II(a) Pipeline Improvements (Required Construction Projects):

(a) Except as hereinafter provided, the construction of all of the Revised Phase II(a) Pipeline Improvements shall be substantially completed prior to the issuance of any certificates of occupancy for any buildings constructed as part of the Revised Phase II(a) development on Tract 1(a) or Tract 1(b). Notwithstanding the foregoing provision, it is specifically agreed

that the Revised Phase II(a) Pipeline Improvement listed in Subsection IV.C.4.a(2)(a) above (i.e., the widening of Big Bend Road from US 301 through Simmons Loop Road as a rural six lane road, the "East 301 Roadway Improvement") does not have to be substantially completed prior to the issuance of the first certificate(s) of occupancy for any buildings constructed as part of the Revised Phase II(a) development on Tract 1(a) or Tract 1(b) so long as: (i) the Developer has provided the County with Security for the East 301 Roadway Improvement as provided in Subsection IV.C.4.a.(8)(c) below; and (ii) the Developer has commenced construction of the East 301 Roadway Improvement prior to the issuance of the first certificate(s) of occupancy for any buildings constructed as part of the Revised Phase II(a) development. Further, Developer shall substantially complete construction of the East 301 Roadway Improvement within twelve (12) months of commencement of construction of said improvement.

(b) To the extent that FHWA approval is required for any of the Revised Phase II(a) Pipeline Improvements ("FHWA Roadway Improvements"), it is specifically agreed that the Developer shall not be required to commence construction of FHWA Roadway Improvements until FHWA approval has been received. Notwithstanding the foregoing provision, it is understood that the Developer shall either: (i) be required to

commence construction of any of the FHWA Roadway Improvements no later than ninety (90) days after the issuance of the first building permit for vertical building construction within the Revised Phase II(a) development; or (ii) if FWHA approval is still pending at that time (i.e., issuance of the first building permit for vertical building construction within the Revised Phase II(a) development), the Developer shall alternatively be required to provide financial security to FDOT for the FHWA Roadway Improvements (This financial security shall be identical to the "Security" as described in subsection IV.C.4.a(8)(c) below). Further, Developer shall substantially complete construction of the FHWA Roadway Improvements within twelve (12) months of commencement of construction of said improvement(s).

(c) Prior to the issuance of any permits for the construction of any buildings on either Tract 1(a) or Tract 1(b), the Developer shall provide the County with financial security ensuring the Developer's completion of all of the Revised Phase II(a) Pipeline Improvements (except the FHWA Roadway Improvements) within the time frame provided in this Amended and Restated Development Order ("County Security"). The County Security shall equal one hundred and ten percent (110%) of the estimated cost of Developer completing all of the Revised Phase II(a) Pipeline Improvements (not including the cost of the

FHWA Roadway Improvements) and shall be in a form acceptable to the County and in the form of one or more letter(s) of credit and/or escrow agreement(s) including, without limitation, an escrow agreement with a duly formed community development district that has issued bonds for the Revised Phase II(a) Pipeline Improvements as hereinafter described. Pursuant to subsection IV.C.4.a(8)(b) above, if required, the Developer shall provide to FDOT financial security ensuring the Developer's completion of all of the FHWA Roadway Improvements within the time frame provided in this Amended and Restated Development Order (herein "FDOT Security"). The FDOT Security shall equal one hundred and ten percent (110%) of the estimated cost of Developer completing all of the FHWA Roadway Improvements and shall be in a form acceptable to FDOT and in the form of one or more letter(s) of credit and/or escrow agreement(s) including, without limitation, an escrow agreement with a duly formed community development district that has issued bonds for the Revised Phase II(a) Pipeline Improvements as hereinafter described. (The County Security and FDOT Security shall hereinafter be referred to collectively as "Security")

(d) If all or a portion of the Security provided by the Developer is an escrow agreement between a duly formed community development district and the County, that agreement

shall require that the proceeds from the sale of bonds for off-site improvements (including the Revised Phase II(a) Pipeline Improvements) be placed in a specific escrow account with a qualified financial institution; it being specifically understood and agreed that the community development district shall be authorized to draw funds from that account for the purpose of funding the construction of the Revised Phase II(a) Pipeline Improvements. If all or a portion of the Security is one or more letter(s) of credit, it is agreed that as each one of the Revised Phase II(a) Pipeline Improvements are substantially completed, the Developer shall also be entitled to reduce the amount of the letter(s) of credit held by the County (and FDOT, if applicable) to an amount equal to 110% of the estimated cost to complete the uncompleted Revised Phase II(a) Pipeline Improvements. In connection therewith, the Developer shall provide the County (and FDOT, if applicable) with revised estimates to complete any Revised Phase II(a) Pipeline Improvements that have not been substantially completed. The revised estimates shall be prepared and sealed by a licensed Florida civil engineer and shall be subject to review and approval by the County in its reasonable discretion.

(e) For purposes hereof, the words "substantial completion" or "substantially complete" shall mean that the roadway improvements described herein as the Revised Phase II(a)

Pipeline Improvements have been completed so that they can safely be used by the general public and so that the roadway improvements provide the same capacity as will be provided upon final completion of the roadway improvements; however, corrective work may still be outstanding in connection with the Revised Phase II(a) Pipeline Improvements so long as the Developer has provided the County with appropriate security in the form of a letter of credit in an amount estimated to be necessary to complete any such corrective work plus an additional ten percent (10%).

(f) Notwithstanding the foregoing subsection IV.C.4.a(8)(a) above requiring substantial completion of certain Revised Phase II(a) Pipeline Improvements before the issuance of certificates of occupancy for any buildings on either Tract 1(a) or Tract 1(b), in the event that the performance by the Developer of the commitments set forth in this Amended and Restated Development Order in connection with the construction of the Revised Phase II(a) Pipeline Improvements shall be interrupted or delayed by war, riot, strike, civil commotion, natural disaster or other event beyond Developer's control, then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of

the commitments set forth in this Amended and Restated Development Order shall be interrupted or delayed in connection with obtaining the necessary governmental approvals and/or acquisition or condemnation of land required for the construction of any of the Revised Phase II(a) Pipeline Improvements and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows to the reasonable satisfaction of Hillsborough County that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof; and Hillsborough County shall continue issuing permits and certificates of occupancy for buildings constructed as part of Revised Phase II(a).

(g) In the event Developer does not substantially complete construction of the Revised Phase II(a) Pipeline Improvements within three (3) months after the deadline(s) for completion set forth in subsection IV.C.4.a(8)(a) and (b) above, the County or FDOT may exercise its rights as provided for in the Security within thirty (30) days thereafter (i.e., after three (3) months after the deadlines for completion have elapsed) and shall complete construction of any uncompleted Revised Phase II(a)

Pipeline Improvements to the extent the proceeds of such security enable the County or FDOT to do so.

b. Alternative 2:

The Developer may subphase the development approved in each phase for specific projects when such subphasing identifies and ties specific amounts of project development (within a Phase) to specific regional roadway improvements. Such subphasing shall be acceptable under the following conditions:

(i) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

(ii) Funding commitments for roadway improvements will be required when the regional roadway operates below daily LOS C and LOS D at peak hour and the development contributes 5% or more of the existing daily LOS C and LOS D at peak hour existing capacity of the facility.

c. Site Access (Non-Pipeline) Improvement Requirements for Revised Phase II(a) Development.

The Developer may also be obligated to construct certain site access improvements (such as turn lanes) or other transportation improvements (such as the four-laning of a portion of Covington Gardens Drive) which are required to provide adequate and safe access to the Development. Site access and other transportation improvements related to the Revised Phase II(a) development shall be either designated in the zoning conditions applicable to the

Development or may be determined during design and permitting and will not require an amendment to this Amended and Restated Development Order, and will not be credited against the "proportionate share" of transportation improvements required in connection with any phase of the Development. However, nothing herein shall be construed as preventing the award of offsets or credits against transportation impact fees for any of these improvements if they are creditable under the Impact Fee Ordinance.

5. Revised Phase II(b).

Conceptual approval of Revised Phase II(b) is accorded. A transportation analysis must be submitted and approved in accordance with Section 380.06, F.S., prior to initiation of Revised Phase II(b) development. Any resulting transportation improvements necessitated by the addition of Revised II(b) will be specified and incorporated into the Amended and Restated Development Order. Further, upon request of the Developer, prior to development beyond Revised Phase II(a), a determination shall be made by Hillsborough County and coordinated by the County in writing with the other appropriate agencies whether or not a pipeline option for mitigation for Revised Phase II(b) development is permitted by then existing rules and regulations. If so, the Amended and Restated Development Order may be amended to identify a pipeline project(s) and proportionate share amount which will mitigate the Revised Phase II(b) development with due consideration given for all improvements and contributions

made by the Developer to mitigate traffic impacts. If Hillsborough County determines that a pipeline option is not appropriate, transportation mitigation for Revised Phase II(b) of the Development shall be determined in accordance with other then applicable rules of Hillsborough County, TBRPC and DCA.

6. Geographic Relocation and Land Use Trade-Off Mechanism.

The Developer is entitled to relocate various uses geographically within the project and trade off land uses in accordance with the following table without additional approvals from the Department of Community Affairs (the "Department") and the Tampa Bay Regional Planning Council ("TBRPC"); however, notice of the Developer's use of the land use trade-off mechanism ("LUTM") in accordance with the following table shall be provided to the TBRPC and the Department as hereinafter provided. Further, both the TBRPC and the Department shall have the right to review the use of the LUTM by the Developer to ensure that said use complies with this condition, but the TBRPC and the Department shall not be approval entities with respect to the geographic relocations of land uses as it pertains to the LUTM. The geographic relocation of land uses shall not be permitted within any area designated as preservation or conservation areas. In seeking approval of a specific Land Use Exchange, the Developer shall prepare and submit to the County a request which demonstrates that the impacts generated by the proposed land use mix will not exceed the impacts for transportation, potable water, wastewater treatment, solid waste disposal, drainage and parks and recreation which are authorized in this Amended and Restated Development Order. Additionally, the Developer shall demonstrate

that the proposed land use mix will not generate additional demand for affordable housing beyond the amount for which the supply of affordable housing has been demonstrated to be available. The application of the LUTM will be limited so that the total approved development for each approved land use category will not be exceeded. Upon submission of a request to the County to implement this section of the Amended and Restated Development Order, all application materials and information necessary to support approval of such a request shall be provided to the Department and the TBRPC by the Developer. The Developer shall provide written notification to the Department and TBRPC of the approval or denial of any land use exchange requested by the Developer. Further, the approval of any land use exchange request shall be included in the Annual Report which covers the reporting period in which the land use exchange was approved. With the submittal of any Notice of Proposed Change requiring changes to this Amended and Restated Development Order, the Revised Master Development Plan and Phasing Schedule shall be amended to reflect any Land Use Exchange(s) that have been approved since the issuance of the Amended and Restated Development Order or last amendment to the Amended and Restated Development Order. Such change considered by itself shall not constitute a substantial deviation. Changes to the Phasing Schedule under this paragraph do not include extensions to the buildout date.

The land use exchange request shall contain information sufficient to enable the County to determine that the impacts of the revised land use mix do not exceed the impacts of the land use mix being replaced. The quantifiable impacts

will be measured based upon the relevant factors then currently used by the County (e.g. ITE trip generation rates, EDU tables solid waste generation factors, etc.). The Developer shall verify the appropriate factors with County staff prior to the submittal of any such land use exchange request.

The traffic impacts of the revised land use mix shall be deemed by the County not to exceed the approved traffic impacts of the land use mix being replaced so long as the changes does not increase the p.m. peak hour total traffic and the relative proportions of trips produced by attractors and the trips produced by generators remains substantially the same for the phase or subphase. In the event that the attractor/generator proportions are not substantially the same, as determined by the County, additional information may be required to assess trip distribution, intersection(s) performance and/or particular roadway segments designated by the County.

Table 5 which follows includes conversion factors for equating traffic impacts of exchanges of land uses with similar travel characteristics. The incorporation of this land use exchange mechanism shall not operate to permit the Developer to develop any land use which will generate peak hour trips in excess of the total number of p.m. peak hour trips for which it has obtained specific development order approval.

TABLE 5

Land Use Trade-off Matrix

"A" Equivalent Uses	"B" Land Uses to be traded							
To From	Single Family	Multi Family	Office	Service Center	Light Industrial	Commercial	Motel (room)	Hotel (room)
Single Family	1	1.15	N/A	N/A	N/A	N/A	N/A	N/A
Multi Family	0.87	1	N/A	N/A	N/A	N/A	N/A	N/A
Office	N/A	N/A	1	1.14	1.61	N/A	N/A	N/A
Service Center	N/A	N/A	0.88	1	1.41	N/A	N/A	N/A
Light Industrial	N/A	N/A	0.62	0.71	1	N/A	N/A	N/A
Commercial	N/A	N/A	N/A	N/A	N/A	N/A	.0125	.01
Motel (room)	N/A	N/A	N/A	N/A	N/A	80	N/A	N/A
Hotel (room)	N/A	N/A	N/A	N/A	N/A	100	N/A	N/A

Notes: N/A= Not Applicable

The calculations must always start in Column "A" and end in Column "B". Start in Column "A" at appropriate row, proceed horizontally, then vertically to the equivalent use in Column "B". The equivalent Column "B" land use is noted in the ( ) at the intersection of the "traded land use" horizontal row, and the "equivalent uses" vertical column. For example, one square foot of commercial (Column "A") can be traded into .0125 Motel rooms, or 1,000 s.f. commercial equates to 12.5 Motel rooms.

The use of the LUTM in Table 5 is expressly prohibited on Tracts 1a and 1b as shown on Map H or otherwise in connection with the Revised Phase II(a) development.

The following maximum and minimum development thresholds are incorporated for Revised Phase I:

	Maximum	Minimum
Single Family	2,175 units	1,347 units
Multi-Family	833 units	0 units
Office	176,820 sq. ft.	45,540 sq. ft.
Service Center	287,712 sq. ft.	138,528 sq. ft.
Light Industrial	160,000 sq. ft.	0
Hotel/Motel	500 rooms	0 rooms

Additional Notes Relating to the LUTM:

1. Single family and multi family trade-off calculated based upon dwelling units.
2. Office, Service Center and Light Industrial trade-off calculated based upon gross square feet. Hotel and Motel trade-offs calculated based upon rooms.
3. The Land Use Exchange may be applied to alter the mix of land uses specifically approved for Revised Phase I, in accordance with the Land Use Trade-Off Matrix. Changes between land use categories designated N/A will require submittal of a Notice of Proposed Change application by the Developer.
4. Any proposed Land Use Exchange which results in an increase which creates a reasonable likelihood of additional impacts for potable water, wastewater treatment, or solid waste disposal in approved Revised Phase I, will require confirmation of utility service availability from Hillsborough County. The approved impacts for Revised Phase I are 737,930 gallons per day of potable water usage, 619,989 gallons per day of wastewater treatment demand, and 12.26 tons per day of solid waste disposal demand.

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7. HART Requirements.

The Developer shall be required to conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed phase modal splits of 2.5%, 3.5% and 4.7% and shall monitor them with each Annual Report.

a. Access and internal arterial and appropriate collector road geometries shall accommodate a 96" wide by forty (40) feet long advance design coach.

b. The Developer shall provide shelters and pullout bays along the on-site transit route on the internal arterial or collector roads as and when deemed appropriate by HART. Shelter locations shall be reasonably 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.

c. Transit schedule/information displays will be provided, at a minimum, at each on-site bus stop by the Developer.

d. Maintenance of transit amenities such as shelters, benches, and schedule displays shall be the responsibility of HART. Maintenance of

landscaping adjacent to transit amenities shall be the responsibility of the Developer.

e. Details, standards and phasing of all transit amenity provisions must be approved by HART and shall be representative of those commonly in use by HART.

8. Impact Fees. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right- of- way and transportation improvements although their payment will be credited towards any Pipeline Improvements if consistent with the provisions of the impact fee regulations.

D. ENVIRONMENTAL

1. Hillsborough County shall reserve the right to require that the Developer undertake mitigative measures or a revision of the master General Development Plan to alleviate any potential impacts of the project on ambient air quality.

2. To reduce fugitive dust and other adverse air emissions the Developer shall undertake the measures referenced on pages 13-6 and 13-7 of the ADA to reduce fugitive dust and other adverse air emissions. Specifically the Developer shall ensure that:

(a) The cleared and disturbed areas shall be sodded, seeded, mulched, or planted with landscape material as soon as practicable.

(b) The side slopes of detention ponds will be sodded or natural vegetation will be encouraged to grow.

(c) Wind erosion will be controlled through sprinkling or other appropriate means.

3. The Developer agrees that representative stands of each upland vegetative community type listed on page 18-1 of the ADA shall be set aside in their natural state in order to maintain natural diversity on the site. These areas shall be designated on the General Development Plan to serve as conservation areas and shall be of sufficient size so as to maintain their natural function. To the extent possible these areas should be located contiguous to other habitats, conserved so as to enhance their value. The Developer may create oversized lots by platting within the Oak Hammock Preserve, provided that the minimum lot size requirements for each such lot shall be met using land located outside the preserve. In the event oversized lots are platted into the preserve, the Developer shall prepare and record a conservation easement in favor of Hillsborough County in accordance with the requirements of 704.06, Florida Statutes (1997), prior to final plat approval. The conservation easement shall encompass the entire area of the Oak Hammock shown on Map "H" dated April 13, 1999.

4. The portions of the Southbend site which meet the definition of preservation and conservation areas, as defined in the Council's adopted growth policy, Future of the Region, Sections 2.701 and 2.702 shall be so designated on the revised General Development Plan submitted to Hillsborough County for Planned Unit Development approval.

5. Prior to the issuance of any permits, a Final Drainage Plan for the Project or any subphase thereof shall be submitted to Hillsborough County, DEP,

SWFWMD and TBRPC for review and to Hillsborough County for approval.

6. In order to protect water quality, the following parameters shall be included in the Project drainage plan(s):

   a. The drainage system shall be designed to provide retention, or detention with filtration/assimilation treatment for the first "flush" of runoff generated from the site as required by 17-25 FAC and 40D-4 Rules of the SWFWMD.

   b. Best Management Practices recommended by Hillsborough County shall be adhered to.

7. In the event that any species listed in Sections 39-27.03-.05, F.A.C. are observed frequenting the site for nesting, feeding, or breeding, proper protection and mitigation measures shall be employed in cooperation with the Florida Fish and Wildlife Conservation Commission.

8. Prior to the issuance of detailed site plan approval or Land Alteration permits, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which any onsite gopher tortoise colonies shall be preserved or relocated. Copies of any required permits relative to any on-site gopher tortoise population shall be provided to Hillsborough County and TBRPC. An acceptable plan detailing how the gopher tortoise population will be accommodated, protected and monitored shall be submitted to Hillsborough County, the Florida Fish and Wildlife

Conservation Commission and TBRPC. The plan shall be submitted prior to any clearing activities or building permits for Revised Phase I.

9. Prior to any site alteration, the Developer shall institute a quarterly monitoring program to establish background conditions and the quality of surface water exiting the site. Quarterly monitoring shall begin at least thirty (30) days prior to the actual development commencement and shall continue through buildout. The monitoring results shall be submitted to the DEP, SWFWMD, the Hillsborough County EPC, and TBRPC quarterly. Any violation of Chapter 17-3 F.A.C. shall require corrective measures as set forth by DEP. **[The surface water monitoring program has commenced for Revised Phase I]**

10. The Developer, its assigned agents or successors or assigns, shall be responsible for the maintenance of all open space/recreation areas and landscaped areas within each phase of the development. This does not include water retention/detention ponds in platted subdivisions with public streets or the dedicated 4.0 acre park.

11. The Developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for landscape and open space irrigation prior to the issuance of Certificates of Zoning Compliance.

12. The Developer shall designate a private management entity responsible for maintenance and operation of any on-site wells, prior to the issuance of any detailed site plan approval.

13. Water-saving methods and fixtures shall be incorporated into Southbend design and construction.

14. The Developer shall complete an Environmental Monitoring Plan (EMP) containing proposed water quality monitoring for baseline, surface and groundwater conditions for the property added to the project pursuant to the Amended and Restated Development Order. **[This has been completed for Revised Phase I]**

E. PUBLIC FACILITIES

1. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision or expansion of internal and external water supply, supply lines, and facilities to service Southbend. This shall include the capping or use of current onsite wells and/or any drilling of new wells for potable or non-potable water. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction. Hillsborough County shall provide water service to this development in accordance with Hillsborough County Ordinance No. 00-004 as amended or superseded.

2. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall ensure provision of fire flows acceptable to Hillsborough County and of any additional fire fighting facilities/manpower/equipment required to serve the project beyond that

budgeted by Hillsborough County. Prior to the issuance of building permits for a structure of 4 or more stories, a career ladder company shall be provided by the Developer, unless otherwise determined by Hillsborough County.

3. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision of wastewater treatment facilities that will serve the Southbend development.

4. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall provide documentation to Hillsborough County of an approved master plan for wastewater collection, treatment and effluent disposal facilities.

5. Prior to issuance of detailed site plan approval for each phase of the development, 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 development.

6. Prior to specific approval of Revised Phase II(b), the Developer will obtain verification from the appropriate County utility departments of service for the anticipated public facility volumes (i.e. potable water, wastewater, and solid waste).

F. HAZARDOUS WASTE

1. The Developer or its assigns shall implement a site specific groundwater monitoring program for all activities which require the handling of hazardous or toxic substances as required by Hillsborough County, the Environmental Protection Commission and the Florida Department of Environmental Protection.

2. The Developer shall ensure that those individual tenants who use, handle, store, or process hazardous wastes provide an emergency response and hazardous waste management operation plan to minimize hazards to human health and the environment. The plan will describe the procedures and actions required of facility personnel as well as describe the arrangements agreed to by local police and fire departments, emergency services and hospitals. Individual tenant plans will be included in the annual report following their adoption.

3. All temporary storage facilities for hazardous or toxic materials or wastes will be designed at a minimum to meet the criteria set forth in the Future of the Region, to the extent that there is no conflict with Hillsborough County hazardous waste management plans.

4. In accordance with local government policy and appropriate environmental regulations, the Developer shall ensure through restrictive covenants that producers of hazardous waste shall handle and store such waste on site in properly designed areas and prepare those products for

shipment to hazardous waste transfer facilities designated by Hillsborough County.

G. HISTORICAL OR ARCHAEOLOGICAL

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

H. ENERGY MANAGEMENT AND FLOOD CONTROL

1. The Developer shall hold discussions and cooperate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, concerning the feasibility of designating the Southbend Regional Mall and/or hotels as public hurricane evacuation shelters. A report on the final outcome of these discussions shall be submitted in the Annual Reports immediately following issuances of certificates of occupancy for the hotel(s) and mall.

2. The Developer or its assigns shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure the safe and orderly evacuation of hotel guests, residents and those employees who, for security or administrative reasons, are in buildings after an evacuation order is issued. Cooperative measures include (1) ordering all buildings closed for the duration of a hurricane evacuation order; (2) informing all employees and residents of evacuation routes out

of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first Annual Report submitted after occupancy of any portion of the project.

3. Elevations for all habitable structures shall be at or above the base flood elevation.

I. ENERGY CONSERVATION

The energy conservation measures referenced on page 25-4 of the ADA 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:

1. The initiation of programs to promote energy conservation by employees, buyers, suppliers and the public.

2. Reduction in levels of operation of all air conditioning, heating and lighting systems during non-business hours.

3. Recycling programs.

4. The use of energy-efficient cooling, heating and lighting systems.

5. Installation of innovative energy conservation features such as waste heat recovery or solar power where feasible in project development.

6. Use of the most energy efficient technology economically feasible in the construction and operation of commercial facilities and life-cycle costing

(to include operation and maintenance costs) in evaluating energy conservation effectiveness.

J. SCHOOLS AND PARKS

1. The Developer shall dedicate a 4.0 acre parcel of Southbend for use as a park site which shall be owned and maintained by Hillsborough County. If the park site is not accepted by Hillsborough County, the site may be used for single-family or town home residential development only so long as the total number of dwelling units on site does not exceed 2,810. **(Note: The park site and adjacent upland preserve have been deeded to Hillsborough County pursuant to that certain deed recorded at OR Book 11752, Page 1285.)**

2. The Developer shall dedicate to the School Board upon request of the School Board, usable land for one 15.5 acre elementary school site of which 3.5 acres may be shared with the adjacent park site. If the school site is not accepted by the Hillsborough County School Board, the site may be used for single-family or town home residential development only so long as the total number of dwelling units on site does not exceed 2,810. **(Note: The school site has been deeded to the Hillsborough County School Board pursuant to that certain deed recorded at OR Book 13274, Page 0570.)**

K. BUFFERS

Non-residential 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.

L. EQUAL OPPORTUNITY

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

M. GENERAL

1. Any change to the project which meets the criteria set forth in Subsection 380.06(19) (b), F.S., shall constitute a substantial deviation.

2. Any approval of the Southbend development shall, at minimum, satisfy the provision of Subsection 380.06(15), F.S.

3. Any approval of this development shall require that all of the Developer's commitments set forth in the ADA be honored, except as they may be superseded by specific terms of the Amended and Restated Development Order.

4. The Covington Park Community Development District is hereby authorized to undertake the funding, construction, operation and/or maintenance of any of the projects, whether within or without the boundaries of the District, which are identified within this Amended and Restated Development Order in Revised Phase I.

5. No amendment or change to this Amended and Restated Development Order shall be required in the event that the Developer elects to form an additional community development district to undertake the funding, construction, operation and/or maintenance of projects identified in this Amended and Restated Development Order in connection with the Revised Phase II(a) development so long as the Developer complies with the requirements contained Chapter 190, *Florida Statutes*, and such additional requirements as may be reasonably imposed by Hillsborough County related to the creation of the community development district (except no amendment of this Amended and Restated Development Order shall be required).

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APPROVED BY COUNTY ATTORNEY

BY_____
Assistant County Attorney
Approved As To Form And Legal Sufficiency

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, Pat Frank, 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 meeting of September 23, 2008, as the same appears of record in Minute Book 388, of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 1st day of October, 2008.

PAT FRANK, CLERK OF CIRCUIT COURT

BY: _____
Deputy Clerk

BOARD OF COUNTY COMMISSIONERS HILLSBOROUGH COUNTY GREAT SEAL OF THE STATE OF FLORIDA IN GOD WE TRUST

G:\Real Property & Development\Takemori\DRI\Southbend Regional Mall NOPC\Southbend DRI Development Order 092408 clean version for rendering.DOC

TABLE 20-1

Phasing Schedule

Land Use	Revised Phase I Specifically Approved* 12/31/2010	Revised Phase II(a) Specifically Approved** 12/31/2012	Revised Phase II(b) Conceptually Approved 12/31/2012	Total
Regional Commercial		1,000,000 sf		1,000,000 sf
Office	111,180 sf	490,120 sf**	52,700 sf	654,000 sf
Hotel		250 rooms	250 rooms	500 rooms
Neighborhood Commercial	116,600 sf			116,600 sf
Service Center	213,120 sf		426,880 sf	640,000 sf
Light Industrial	* 160,000 sf		1,440,000 sf	1,600,000 sf
Multi-Family Residential			300 du	300 du
Town House Residential			322 du	322 du
Single Family Residential	2,175 du			2,175 du
Totals	2,175 du 600,900 sf	0 du 1,590,120 sf	622 du 2,019,580 sf	2,797 du 4,210,600 sf

* If light industrial development does not occur on the southern 30 acres of Tract 7 within two years following the construction of the roadway along its eastern border, then residential development shall be permitted.

** While Office uses in Revised Phase II(a) shall be allowed on both Tract 1(a) and Tract 1(b), only Office uses and structured parking shall be permitted as a principal use on Tract 1(b). The Office development on Tract 1(b) shall occur in a maximum of eight (8) buildings.

EXHIBIT A

LEGAL DESCRIPTION

"Thompson Tract - Parcel 1"
DESCRIPTION: From the Southeast corner of Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.89°00'58"W., 60.00 feet, along the south boundary of said Section 14 to the westerly right-of-way line of Access Road No. 1 for State Road 93-A (Section 10075-2403) and the POINT OF BEGINNING; thence N.89°00'58"W., 2583.54 feet, along the South boundary of said Section 14 to the Southwest corner of the Southeast 1/4 of said Section 14; thence N.88°59'26"W., 2268.11 feet, along the South boundary of said Section 14 to the East boundary of the West 375.00 feet of said Section 14: thence N.00°53'16"E., 1444.37 feet, along said East boundary to the Southeasterly right-of-way of the Seaboard System Railroad (formerly Seaboard Coast Line Railroad); thence N.28°37'52"E., 4093.43 feet along the Southeasterly right-of-way line to the southerly right-of-way line of Big Bend Road (S.R. 672); thence along said Southerly right-of-way line the following six (6) courses, (1) S.87°37'25"E., 488.62 feet; (2) thence N.88°10'56"E., 300.81 feet; (3) thence N.84°24'25"E., 302.93 feet; (4) thence S.87°37'25"E., 1500.00 feet; (5) thence S.84°02'29"E., 233.08 feet; (6) thence S.88°36'40"E., 172.77 feet to a point on the East boundary of said Section 14; thence leaving said Section 14 and entering Section 13, Township 31 South, Range 19 East, S.88°37'40"E., 20.42 feet along said Southerly right-of-way line of Big Bend Road (S.R. 672) to the Westerly right-of-way line of Access Road No. 1; thence S.00°45'33"W., 2363.99 feet, along said Westerly right-of-way line to the beginning of a curve (having a radius of 267.13 feet, a central angle of 30°00'00", and a chord bearing and distance of S.15°45'33"W., 138.28 feet) along said Westerly right-of-way line, leaving said Section 13 and re-entering said Section 14, to a point of reverse curvature; thence Southerly, 172.79 feet, along the arc of a curve to the left (having a radius of 330.00 feet, a central angle of 30°00'00", and a chord bearing and distance of S.15°45'33"W., 170.82 feet) along said Westerly right-of-way line to the end of said curve; thence S.00°45'33"W., 2388.11 feet, along said Westerly right-of-way line to the POINT OF BEGINNING.

Containing 490.062 acres, more or less.

AND

"Thompson Tract - Parcel 2"
DESCRIPTION: BEGINNING at the southwest corner of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°45'33"E., 2388.35 feet, along the West boundary of said Section 13 and the Easterly right-of-way Line of Access Road No. 1 for State Road 93-A (Section 10075-2403) to the beginning of a curve to the right; thence Northerly 141.37 feet, along the arc of said curve (having a radius of 270.00 feet, a central angle of 30°00'00", and a chord bearing and distance of N.15°45'33"E., 139.76 feet) along said Easterly

right-of-way line to a point of reverse curvature; thence Northerly, 171.28 feet, along the arc of a curve to the left (having a radius of 327.13 feet, a central angle of 30°00'00", and a chord bearing and distance of N. 15°45'33" E., 169.34 feet) along said Easterly right-of-way line to the end of said curve; thence N.00°45'33"E., 2363.35 feet, along said Easterly right-of-way line to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88°37'40"E., 1242.35 feet, along said Southerly right-of-way line to the East boundary of the West 1/4 of said Section 13; thence S.00°33'29"W., 5024.02 feet, to the Southeast corner of the West 1/4 of said Section 13; thence N.89°47'45"W., 1339.96 feet, along the South boundary of said Section 13 to the POINT OF BEGINNING.

Containing 149.310 acres, more or less.

AND

"Sumner Tract"
DESCRIPTION (as furnished): That part of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, lying west of the west right-of-way line of Interstate Highway 75 LESS right-of-way for Big Bend Road (C.R. 672), Hillsborough County, Florida. Less I-75 Limited Access Right-of-way as contained in that certain Order of Taking recorded November 22, 1978 in O.R. Book 3444, Page 1138 and contained in that certain Stipulated Final Judgment recorded June 29, 1981 in O.R. Book 3824, Page 164; and LESS that portion shown in that certain Order of Taking (Case #79-13223) recorded December 26, 1979 in O.R. Book 3605, Page 341, and contained in that certain Final Judgment recorded in O.R. Book 3642, Page 42 and re-recorded in O.R. Book 3659, Page 931. Corrected Final Judgment recorded in O.R. Book 3865, Page 1297 and re-recorded in O.R. Book 3878, Page 825, Public Records of Hillsborough County.

And being more particularly described as follows:

DESCRIPTION: BEGINNING at the Southwest corner of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°33'29"E., 5024.02 feet, along the West boundary of the East 1/2 of the West 1/2 of said Section 13 to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88°37'40"E., 196.17 feet, along said Southerly right-of-way line; thence S.79°49'13"E., 300.43 feet along the Southerly Limited Access right-of-way line for I-75 (S.R. 93-A); thence S. 84°48'50"W., 462.89 feet, along said- Limited Access right-of-way line; thence leaving said right-of-way S.14°03'11"W., 25.30 feet; thence S.21°38'02"E., 140.36 feet; thence S.12°04'42"E., 1498.28 feet, to the East boundary of the East 1/2 of the West 1/2 of said Section 13; thence S.00°22'09"W., 697.00 feet along said East boundary to the South-east corner of the Northwest 1/4 of said Section 13; thence S.00°22'17"W., 450.37 feet along the East boundary of the East 1/2 of the West 1/2 of said Section 13 to the Westerly limited Access right-of-way line of said I-75 (S.R. 93-A); thence S.14°53'03"W., 624.26 feet, along said Westerly Limited Access right-of-way line; thence S.16°01'48"W., 1618.97 feet, along said Limited Access right-of-way line to the South boundary of said Section 13; thence N.89°47'45"W., 746.05 feet, along said South boundary, to the POINT OF BEGINNING.

Containing 130.529 acres, more or less.

AND

"TECO Tract"
DESCRIPTION: Part of the West 375.00 feet of the Southwest 1/4 of Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

BEGINNING at the Southwest corner of said Section 14, run thence N.00°53'16"E., 121.06 feet along the West boundary of said Section 14; thence from a tangent bearing of S.85°00'36"E., Easterly 30.57 feet along the arc of a curve to the left (having a radius of 440.00 feet, a central angel of 03°58'50", and a chord bearing and distance of S.87°00'01"E., 30.56 feet) to the end of said curve; thence S.88°59'26"E., 344.46 feet to the East boundary of the West 375.00 feet of the Southwest 1/4 of said Section 14; thence S.00°53'16"W., 120.00 feet along said East boundary, thence N.88°59'26"W., 375.00 feet along the South boundary of said Section 14 to the POINT OF BEGINNING.

Containing 1.033 acres, more or less.

AND

"Paul B. Dickman Tract"
DESCRIPTION: Part of the Southeast 1/4 of Section 15, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:
BEGINNING at the Southeast corner of said Section 15, run thence N.89°20'15"W., 384.90 feet along the South boundary of said Section 15 to the Southeasterly right-of-way line of the Seaboard System Railroad; thence N. 28°37'32"E., 250.72 feet along said Southeasterly right-of-way line; thence S.61°22.28"E., 107.22 feet to the beginning of a curve to the left, thence Southeasterly, 181.51 feet along the arc of said curve (having a radius of 440.00 feet, a central angle of 23°38'08", and a chord bearing and distance of S.73°11'32"E., 180.22 feet to the East boundary of said Section 15; thence S.00°53'16"W, 121.06 feet along said East boundary to the POINT OF BEGINNING.

Containing 1.280 acres, more or less.

AND

"Expansion Area"
DESCRIPTION (As taken from Chicago Title Insurance Company, Commitment for Title Insurance, Agent's File Number 02F1776 dated August 27, 2002 and issued by Paramount Title Corporation):

That part of the Southeast ¼ of the Northeast ¼ of Section 22, Township 31 South, Range 19 East, lying South and East of existing railroad right-of-way, lying and being in Hillsborough County, Florida.

AND

The North ½ of Section 23, Township 31 South, Range 19 East, LESS the West 375 feet thereof, and LESS Interstate 75 Access Road and/or Bypass, said lands lying and being in Hillsborough County, Florida.

AND

The North 100 feet of the South 901.04 feet of the West 375 feet of the North ½ of Section 23, Township 31 South, Range 19 East, said lands lying and being in Hillsborough County, Florida.

AND

The South 100 feet of the West 375 feet of the North ½ of Section 23, Township 31 South, Range 19 East, said lands lying and being in Hillsborough County, Florida.

AND

The East ½ of the Southeast ¼ of Section 23, Township 31 South, Range 19 East, LESS the West 231 feet thereof and LESS Interstate 75 Bypass and/or Access Road, said lands lying and being in Hillsborough County, Florida.

Containing 402.8 acres, more or less.

EXHIBIT B
LEGAL DESCRIPTION FOR PHASE 2A

BEGINNING AT THE SOUTHWEST CORNER OF THE EAST ½ OF THE WEST ½ OF SECTION 13, TOWNSHIP 31 SOUTH, RANGE 19 EAST, HILLSBOROUGH COUNTY, FLORIDA, RUN THENCE NORTH 00°33'29" EAST, 5,024.02 FEET, ALONG THE WEST BOUNDARY OF THE EAST ½ OF THE WEST ½ OF SAID SECTION 13 TO THE SOUTHERLY RIGHT OF WAY LINE OF BIG BEND ROAD (S.R. 672); THENCE SOUTH 88°37'40" EAST, 196.17 FEET, ALONG SAID SOUTHERLY RIGHT OF WAY LINE; THENCE SOUTH 79°49'13" EAST, 300.43 FEET ALONG THE SOUTHERLY LIMITED ACCESS RIGHT OF WAY LINE FOR I-75 (S.R. 93-A); THENCE SOUTH 84°48'50" EAST, 462.89 FEET ALONG SAID LIMITED ACCESS RIGHT OF WAY LINE; THENCE LEAVING SAID RIGHT OF WAY SOUTH 14°03'11" WEST 25.30 FEET; THENCE SOUTH 21°38'02" EAST, 140.36 FEET; THENCE SOUTH 12°04'42" EAST, 1,498.28 FEET, TO THE EAST BOUNDARY OF THE EAST ½ OF THE WEST ½ OF SAID SECTION 13; THENCE SOUTH 00°22'09" WEST, 697.00 FEET ALONG SAID EAST BOUNDARY TO THE SOUTHEAST CORNER OF THE NORTHWEST ¼ OF SAID SECTION 13; THENCE SOUTH 00°22'17" WEST, 450.37 FEET ALONG THE EAST BOUNDARY OF THE EAST ½ OF THE WEST ½ OF SAID SECTION 13 TO THE WESTERLY LIMITED ACCESS RIGHT OF WAY LINE OF SAID I-75 (S.R. 93-A); THENCE SOUTH 14°53'03" WEST, 624.26 FEET, ALONG SAID WESTERLY LIMITED ACCESS RIGHT OF WAY LINE; THENCE SOUTH 16°01'48" WEST, 1,618.97 FEET, ALONG SAID LIMITED ACCESS RIGHT OF WAY LINE TO THE SOUTH BOUNDARY OF SAID SECTION 13; THENCE NORTH 89°47'45" WEST, 746.05 FEET, ALONG SAID SOUTH BOUNDARY TO THE POINT OF BEGINNING.

ALSO LESS AND EXCEPT THE FOLLOWING DESCRIBED LANDS:

THAT PART OF THE SOUTH ½ OF THE EAST ½ OF THE WEST ½ OF SECTION 13, TOWNSHIP 31 SOUTH, RANGE 19 EAST, LYING WEST OF THE WEST RIGHT OF WAY LINE OF INTERSTATE HIGHWAY 75, HILLSBOROUGH COUNTY, FLORIDA.

AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE EAST ½ OF THE WEST ½ OF SECTION 13, TOWNSHIP 31 SOUTH, RANGE 19 EAST, HILLSBOROUGH COUNTY, FLORIDA, RUN THENCE NORTH 00°33'29" EAST, 2,625.73 FEET, ALONG THE WEST BOUNDARY OF THE EAST 1/2 OF THE WEST ½ OF SAID SECTION 13, TO THE NORTHWEST CORNER OF THE SOUTH ½ OF THE EAST ½ OF THE WEST ½ OF SAID SECTION 13; THENCE SOUTH 89°12'02" EAST, 1,330.93 FEET ALONG THE NORTH BOUNDARY OF THE SOUTH ½ OF THE EAST ½ OF THE WEST ½ OF SAID SECTION 13 TO THE NORTHEAST CORNER THEREOF; THENCE SOUTH 00°22'17" WEST, 450.37 FEET ALONG THE EAST BOUNDARY OF THE SOUTH ½ OF THE EAST ½ OF THE WEST ½ OF SAID

SECTION 13 TO THE WESTERLY LIMITED ACCESS RIGHT OF WAY LINE OF SAID I-75 (S.R. 93-A); THENCE SOUTH 14°53'03" WEST, 624.26 FEET, ALONG SAID WESTERLY LIMITED ACCESS RIGHT OF WAY LINE; THENCE SOUTH 16°01'48" WEST, 1,618.97 FEET, ALONG SAID LIMITED ACCESS RIGHT OF WAY LINE TO THE SOUTH BOUNDARY OF SAID SECTION 13; THENCE NORTH 89°47'45" WEST, 746.05 FEET, ALONG THE SOUTH BOUNDARY TO THE POINT OF BEGINNING

AND

THE WEST ¼ OF SECTION 13, TOWNSHIP 31 SOUTH, RANGE 19 EAST, LESS RIGHT OF WAY FOR STATE ROAD 672, AND LESS INTERSTATE 75 BYPASS AND/OR ACCESS ROAD, SAID LAND LYING AND BEING IN HILLSBOROUGH COUNTY, FLORIDA

LESS

BEGINNING AT THE SOUTHWEST CORNER OF SECTION 13, TOWNSHIP 31 SOUTH, RANGE 19 EAST, HILLSBOROUGH COUNTY, FLORIDA, RUN THENCE NORTH 00°45'33" EAST, 2,388.35 FEET, ALONG THE WEST BOUNDARY OF SAID SECTION 13 AND THE EASTERLY RIGHT OF WAY LINE OF ACCESS ROAD NO. 1 FOR STATE ROAD 93-A (SECTION 10075-2403) TO THE BEGINNING OF A CURVE TO THE RIGHT, THENCE NORTHERLY, 141.37 FEET, ALONG THE ARC OF SAID CURVE (HAVING A RADIUS OF 270.00 FEET, A CENTRAL ANGLE OF 30°00'00", AND A CHORD BEARING A DISTANCE OF NORTH 15°45'33" EAST, 139.76 FEET) ALONG SAID EASTERLY RIGHT OF WAY LINE TO A POINT OF REVERSE CURVATURE, THENCE NORTHERLY, 123.78 FEET, ALONG THE ARC OF A CURVE TO THE LEFT (HAVING A RADIUS OF 327.13 FEET, A CENTRAL ANGLE OF 21°40'45", AND A CHORD BEARING A DISTANCE OF NORTH 19°55'10" EAST, 120.04 FEET) ALONG SAID EASTERLY RIGHT OF WAY LINE TO ITS INTERSECTION WITH THE NORTH BOUNDARY OF THE SOUTH1/2 OF THE WEST ¼ OF SAID SECTION 13, THENCE SOUTH 89°12'02" EAST, 1,254.13 FEET, ALONG SAID NORTHERLY BOUNDARY TO THE NORTHEAST CORNER OF THE SOUTH ½ OF THE WEST ½ OF SAID SECTION 13, THENCE SOUTH 00°33'29" WEST, 2,625.73 FEET, ALONG THE EAST BOUNDARY OF THE SOUTH ½ OF THE WEST ¼ OF SAID SECTION 13 TO THE SOUTHEAST CORNER THEREOF, THENCE NORTH 89°47'45" WEST, 1,339.96 FEET, ALONG THE SOUTH BOUNDARY OF SAID SECTION 13 TO THE POINT OF BEGINNING

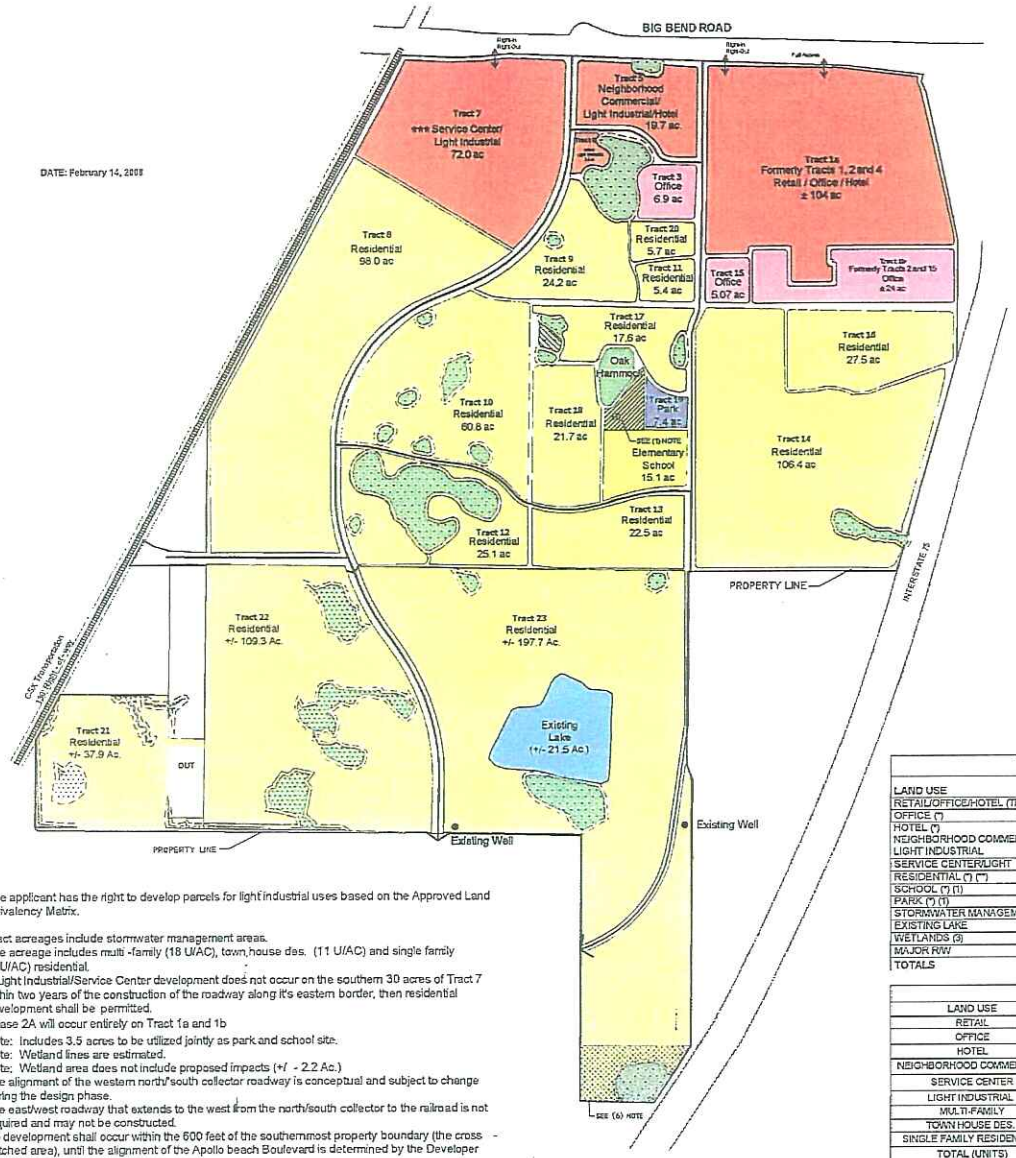
LESS

A PARCEL OF LAND LYING AND BEING IN THE NORTHWEST ¼ OF SECTION 13, TOWNSHIP 31 SOUTH, RANGE 19 EAST, HILLSBOROUGH COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHWEST CORNER OF THE NORTHWEST ¼ OF SAID SECTION 13, THENCE COINCIDENT WITH THE SOUTH BOUNDARY OF THE NORTHWEST ¼ OF SAID SECTION 13, SOUTH 89°11'27" EAST A DISTANCE OF 76.57 FEET TO THE EAST RIGHT OF WAY BOUNDARY OF COVINGTON GARDEN BOULEVARD AND THE POINT OF BEGINNING, SAID POINT BEING ON A NON TANGENT CURVE TO THE LEFT, HAVING A RADIUS OF 327.13 FEET, A CENTRAL ANGLE OF 08°19'41" AND BEING SUBTENDED BY A CHORD WHICH BEARS NORTH 04°55'24" EAST, A DISTANCE OF 47.51 FEET, THENCE DEPARTING SAID SOUTH BOUNDARY COINCIDENT WITH SAID EAST RIGHT OF WAY BOUNDARY, NORTHERLY ALONG THE ARC OF SAID CURVE A DISTANCE OF 47.55 FEET; THENCE CONTINUING COINCIDENT WITH SAID EAST RIGHT OF WAY BOUNDARY, NORTH 00°45'33" EAST A DISTANCE OF 422.57 FEET; THENCE DEPARTING SAID EAST RIGHT OF WAY BOUNDARY, SOUTH 89°12'05" EAST A DISTANCE OF 469.95 FEET; THENCE SOUTH 00°45'33" WEST A DISTANCE OF 469.95 FEET TO THE AFOREMENTIONED SOUTH BOUNDARY OF THE NORTHWEST ¼ OF SAID SECTION 13; THENCE COINCIDENT WITH SAID SOUTH BOUNDARY, NORTH 89°12'05" WEST A DISTANCE OF 473.41 FEET TO THE POINT OF BEGINNING.

CONTAINING 128.2 ACRES MORE OR LESS.

DATE: February 14, 2008



Legend

- Tract Boundary
- Service Center, Light Industrial, Neighborhood Commercial, Regional Commercial, or Hotel
- Office
- Residential
- Park
- School
- Wetland
- Conservation Area
- Retention Area
- Relocated Wetlands
- Existing Well
- Property Line
- Wetland Buffer Line

07-1808

RECEIVED

SEP 05 2008

PLANNING & GROWTH MANAGEMENT DEPARTMENT

Note: The applicant has the right to develop parcels for light industrial uses based on the Approved Land Use Equivalency Matrix.

(*) Tract acreages include stormwater management areas.
(**) The acreage includes multi -family (18 U/AC), town house des. (11 U/AC) and single family (7 U/AC) residential.
(***) If Light Industrial/Service Center development does not occur on the southern 30 acres of Tract 7 within two years of the construction of the roadway along it's eastern border, then residential development shall be permitted.
(****) Phase 2A will occur entirely on Tract 1a and 1b
(1) Note: Includes 3.5 acres to be utilized jointly as park and school site.
(2) Note: Wetland lines are estimated.
(3) Note: Wetland area does not include proposed impacts (+/ - 2.2 Ac.)
(4) The alignment of the western north/south collector roadway is conceptual and subject to change during the design phase.
(5) The east/west roadway that extends to the west from the north/south collector to the railroad is not required and may not be constructed.
(6) No development shall occur within the 600 feet of the southernmost property boundary (the cross hatched area), until the alignment of the Apollo beach Boulevard is determined by the Developer and Hillsborough County.

LAND USE SCHEDULE

LAND USE	AC	DENSITY/FAR	S.F.	UNITS	ROOMS
RETAIL/OFFICE/HOTEL (TRACT 1)	128.2	0.3	1,590,120		250
OFFICE (*)	14.6	0.3	153,680		
HOTEL (*)	19.7	N/A	100,000 Hotel		250
NEIGHBORHOOD COMMERCIAL LIGHT INDUSTRIAL		0.2	116,600		
SERVICE CENTER/LIGHT INDUSTRIAL (*)	72.0	0.35	2,240,000		
RESIDENTIAL (*) (**)	724.9			2,797	
SCHOOL (*) (1)	15.1				
PARK (*) (1)	7.5				
STORMWATER MANAGEMENT (*)	75.0				
EXISTING LAKE	21.5				
WETLANDS (3)	55.0				
MAJOR R/W	45.8				
TOTALS	1,179.3				

PHASING SCHEDULE

LAND USE	PHASE 1	PHASE 2A (****)	PHASE 2B	TOTALS
RETAIL		1,000,000 SF		1,000,000 SF
OFFICE	111,180 SF	490,120 SF	52,700 SF	654,000 SF
HOTEL		250 ROOMS (100,000 SF)	250 ROOMS (100,000 SF)	500 ROOMS (200,000 SF)
NEIGHBORHOOD COMMERCIAL	116,600 SF			116,600 SF
SERVICE CENTER	213,120 SF		426,880 SF	640,000 SF
LIGHT INDUSTRIAL	160,000 SF		1,440,000 SF	1,600,000 SF
MULTI-FAMILY			300 UNITS	300 UNITS
TOWN HOUSE DES.			322 UNITS	322 UNITS
SINGLE FAMILY RESIDENTIAL	2,175 UNITS			2,175 UNITS
TOTAL (UNITS)	2,175 UNITS		622 UNITS	2,797 UNITS
TOTAL (SF)	600,900 SF	1,590,120 SF	2,019,580 SF	4,210,600 SF

Phasing - Phase 1 (2010 Specific Approval), Phase 2A (2012 Specific Approval), Phase 2B (2012 Conceptual Approval)

N

0' 600' 1,200'

SCALE: 1" = 600'

EXHIBIT E
REVISED MAP H
Master Development Plan
Southbend DRI #145 NOPC
Hillsborough County, Florida
Equity, Southbend

ENGELHARDT, HAMMER & ASSOCIATES
Land Planning · GIS · Expert Testimony
3001 N. Rocky Point Drive, Suite 300, Tampa, Florida 33607
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by, Southbend, 07018\Master Development Plan\EXHIBIT-E-Revised-Map H r8.dwg, 9/4/2008 3:55:29 PM, dab, \\ehafs2\Color_LaserJet_5500

Exhibit "C"

#145

PAT FRANK

Clerk of the Circuit Court
13th Judicial Circuit

January 29, 2007

JOHN MEYER DRI COORDINATOR
TAMPA BAY REGIONAL PLANNING COUNCIL
4000 GATEWAY CENTER BLVD SUITE 100
PINELLAS PARK FL 33782

Re: Resolution No. R07-022 - Amended and Restated Development Order for South Bend (DRI #145)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on January 23, 2007.

We are providing this original for your files.

Sincerely,

Gail M. Letzring

Gail M. Letzring,
Manager, BOCC Records

md
Attachment
Certified Mail Receipt # 7002 2410 0001 4265 1829
cc: Board files (orig.)
Erin Larrinaga, Esq., Fowler White Boggs Banker, P.A. (orig. ltr.)
Charles Gauthier, Chief, DCA Bureau of State Planning(orig. ltr.)
Nancy Y. Takemori, Assistant County Attorney
John Healey, Senior Planner, Planning & Growth Management
Sandra Davidson, County Attorney's Office
Christopher Weiss, Property Appraiser's Office
Mary Mahoney, Management & Budget

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Resolution No. R07-022

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA,

AMENDED AND RESTATED DEVELOPMENT ORDER FOR SOUTHBEND DRI #145

Upon motion by Commissioner White, seconded by Commissioner Hagan, the following Resolution was adopted by a vote of 6 to 0 Commissioner(s) _____ voting "No".

WHEREAS, in January, 1986, General Homes - Florida, Inc. filed an Application for Development Approval of a Development of Regional Impact (the "ADA") with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, said ADA proposed construction of a mixed-use development located in southwestern Hillsborough County, hereinafter referred to as "Southbend"; and

WHEREAS, the described project lies within the unincorporated area of Hillsborough County; and

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

WHEREAS, on November 25, 1986, the Hillsborough County Board of County Commissioners approved Resolution No. 86-260, the Development Order for the Southbend DRI #145; and

WHEREAS, the Board of County Commissioners has adopted six amendments to the Development Order: (1) Resolution No. R92-0168, adopted on July 14, 1992 which extended the buildout date of development and all immediate phases thereof, and the expiration date of the Development Order, each by a period of four years, eleven months and fifteen days; acknowledged the acquisition of fee simple title to the 2.5 acre parcel of land in the southwest corner of the site, required to provide project access to U.S. Highway 41; and discontinued quarterly surface water

sampling until such time as development commences; (2) Resolution No. R97-168, adopted on July 15, 1997, which combined a portion of Phase II development (Phase IIA) with Phase I for specific approval; extended the buildout dates and modified Map H accordingly; added a Land Use Trade Off Mechanism and geographic flexibility to the D.O.; revised or removed various conditions; and modified the annual reporting date from November 25 to June 30 of each year; (3) Resolution No. R99-074, adopted on April 13, 1999, which approved subphasing of the project (Phase IA) to recognize the immediate development of approximately 240 acres of the project for residential uses and the transportation mitigation required as a result thereof; extended the Phase IA buildout date to November 9, 2002; allowed flexibility in uses between single family, multi-family, and town home development; and modified the Development Order to conform language regarding approved phases, impact fee credits, and school and park dedications; (4) Resolution No. R00-082 adopted on April 11, 2000, which amended the Development Order to provide that the Covington Park Community Development District is authorized to undertake the funding, construction, operation and/or maintenance of any of the projects whether within or without the boundaries of the District, which are identified within the Development Order; and (5) Resolution No. R04-048, adopted on February 24, 2004, which transferred the residential units from Phase IIB into Phase I, converted townhome and multi-family units to single-family residential units, designated Tract 8 for Residential uses, converted 5.7 acres of Tract 3 to Residential (creating Tract 20) and converted Tract 15 to Office, changed the location of the elementary school site, and extended the buildout date for Revised Phase I to 2010, and the buildout date for Phase II to 2012, deleted specific conditions related to the Transportation Systems Management program, added an additional access point at the southern boundary of the project, and identified the appropriate transportation mitigation for the development entitlements for Revised Phase I; and (6) Resolution 05-0195, adopted September 27, 2005, which increased the maximum single-family units allowed in Phase 1 by 103 or, from 2,072 to 2, 175 total units, Total Phase 1 and Phase 2 units increased from 2, 694 to 2, 797; added 402.8 acres to the project; modified the Master Plan including extension of a North/South collector road through the expansion area, depiction of conceptual extension of Apollo Beach Boulevard and revision to the Land Use Schedule to reflect land use acreages changes and the number of residential units.; and

WHEREAS, on June 15, 2006, Bayview Properties, Ltd., LLLP (hereinafter the

"Developer") filed a Notice of Proposed Change (NOPC) to increase neighborhood commercial entitlements by 6,600 square feet, from 110,000 square feet to 116,600 square feet; modify Map H to add one access points along the northern boundary of the project, on Big Bend Road (right-in/right-out only access point on Tract 7) and show one right-in only and one full access point on Tract 1 in accordance with the previously approved zoning General Development Plan; combine Tract 5 with a portion of Tract 6 and allow Neighborhood Commercial/Light Industrial and Hotel as potential uses on Tracts 5 and Office/Light Industrial as potential uses on Tract 6; realign the internal access road between Tracts 3, 5 and 6, to provide greater distance separation from the intersection at Big Bend Road and modify the acreages in Tracts 3, 5 and 6 accordingly; revise the Land Use Schedule to reflect land use acreage changes and the increase in Neighborhood Commercial entitlements; and modify the Equivalency Matrix to add Hotel and Motel uses.

WHEREAS, on October 18, 2006, the Developer filed a First Sufficiency Response for the NOPC; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County has on January 23, 2007 held a duly noticed public hearing on said Notice of Proposed Change and has heard and considered testimony and other documents and evidence; and

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

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

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

I. FINDINGS OF FACT

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

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

C. All procedural requirements of Section 380.06, Florida Statutes, and the Hillsborough County Land Development Code have been complied with.

D. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City-County Planning Commission, and the Tampa Bay Regional Planning Council and other affected agencies.

II. CONCLUSIONS OF LAW

Based upon the compliance with the terms and conditions of this Amended and Restated Development Order, the following Conclusions of Law are made:

A. The development will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.

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

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

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

E. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Amended and Restated Development Order.

F. The NOPC is approved subject to all terms and conditions of this Amended and Restated Development Order, including the revised Map "H" dated January 5, 2007, attached hereto as **Exhibit B** and incorporated herein by reference.

G. The 2015 Future Land Use Map for Hillsborough County designates the area within

which this land lies as a mix of Research Corporate Park, Regional Commercial, Light Industrial, Low Medium Density Residential and Low Density Residential.

III. GENERAL PROVISIONS

A. The legal description set forth in **Exhibit A** is hereby incorporated into and by reference made a part of this Amended and Restated Development Order.

B. All provisions contained within the NOPC and Sufficiency Response shall be considered conditions of this Amended and Restated Development Order unless inconsistent with the terms and conditions of this Amended and Restated Development Order, in which case the terms and conditions of this Amended and Restated Development Order shall control.

C. This Resolution shall constitute the Amended and Restated Development Order of Hillsborough County in response to the NOPC for the Southbend Development of Regional Impact.

D. The definitions contained in Chapter 380, Florida Statutes, shall govern and apply to this Amended and Restated Development Order.

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

F. In the event that any portion or section of this Amended and Restated Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Amended and Restated Development Order which shall remain in full force and effect.

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

H. In each instance in this Amended and Restated Development Order where the

Developer is responsible for ongoing maintenance of facilities at Southbend, the Developer may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County and/or other agencies having jurisdiction, concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Amended and Restated Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation from the terms or conditions of this Amended and Restated Development Order or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the Regional Planning Council shall result in further development of regional impact review pursuant to Chapter 380.06, Florida Statutes, and may result in Hillsborough County ordering a termination of development activity pending such review.

J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Amended and Restated Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Amended and Restated Development Order. In the event of a deviation, the County Administrator may issue a notice of such noncompliance to the Developer or the County Administrator may immediately recommend that the Board of County Commissioners establish a hearing to consider such deviations.

K. The Developer shall file an annual report in accordance with Section 380.06(18), Florida Statutes, and appropriate rules and regulations. Such report shall be due on June 30th for each year until and including such time as all terms and conditions of this Amended and Restated Development order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and

conditions of this Amended and Restated Development Order. The Developer shall be notified of any Board of County Commissioner's hearing wherein such report is to be reviewed. Provided, however, that the receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Amended and Restated Development Order. This report shall contain:

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

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

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

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

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

M. This Amended and Restated Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes, as amended.

N. Upon adoption, the Amended and Restated Development Order shall be transmitted by the Ex-Officio Clerk to the Board of County Commissioners, by certified mail or other delivery

service for which a receipt as proof of service is required, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and the Developer.

O. Revisions to the development not contemplated or addressed within this Amended and Restated Development Order shall be subject to Tampa Bay Regional Planning Council's incremental review fee.

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project in accordance with the proposed phasing schedule contained in Table 20-1, attached hereto, is an integral part of the Amended and Restated Development Order conditions. Therefore, if the Developer elects to amend the proposed phasing schedule, he shall submit said amendments to the County for review and approval, which approval shall not be withheld for mere acceleration of phases if the terms of this Order are otherwise fully complied with. It is the intent of this provision to insure that all prerequisites for each phase of the project are complied with. For purposes of this Order, a phase shall be considered complete upon issuance of the final certificate of occupancy for the phase. Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes.

2. This Amended and Restated Development Order shall remain in effect for a period up to and including December 31, 2012. Any development activity for which plans have been submitted to the County for its review and approval prior to the expiration date of this Amended and Restated Development Order may be completed in accordance with the requirements of the Amended and Restated Development Order, if approved. This Amended and Restated 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.

3. Physical development on site has commenced.

4. The development shall not be subject to down-zoning, unit density reduction, or intensity reduction until December 31, 2012 unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Amended and Restated Development Order have occurred or the Amended and Restated 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. Infrastructure

The developer acknowledges that any Revised Phase I excess infrastructure capacity constructed to potentially serve latter phases shall be at the developer's risk and shall not vest latter phase development rights.

C. Transportation

1. General Transportation Conditions

a. A transportation improvements plan for the Ruskin/Sun City area in cooperation with Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC), the Tampa Urban Area Metropolitan Planning Organization (MPO) and developers in the study area shall be developed. The plan shall consider all approved developments in the area including previously approved DRI, and projected development. The plan shall be completed prior to any Revised Phase II approval. Ongoing or proposed studies such as the Big Bend Area Comprehensive Plan amendment or the Comprehensive Plan Update may serve to meet this requirement. If required by Hillsborough County the developer shall contribute to such study on a fair share basis and receive credits if any provided for in the Thoroughfare Plan and the Road Network Improvement Ordinances. In lieu thereof, issuance of a Development Order approving an area wide DRI including the project site shall satisfy this requirement. This transportation plan or area wide DRI traffic analysis shall include but not be limited to:

(1) The regionally significant roadways which shall be included in

the focus of the transportation plan, as well as identification of additional major roadways to be constructed within the study area.

(2) The existing, approved, and projected development to be included within the plan.

(3) An assessment of the traffic impact of existing, approved and projected development.

(4) An evaluation and recommendation of mass transit alternatives to additional road improvements.

(5) A recommendation of specific implementation methods, strategies and programs.

b. To assure that the transportation impacts of this development have been accurately projected by the ADA traffic analysis (Phase 1 Total: 2,897 P.M. Peak Hour trips, (1,479 Inbound, 1,418 Outbound) and 28,926 Average Daily Trips), the developer shall conduct field surveys and a report of findings to determine actual external vehicle and transit trips generated by Southbend every year after the initial certification of occupancy and issued through project build-out as part of the annual report. This survey and report shall be conducted by the applicant and shall be approved by Hillsborough County, the Tampa Urban Area MPO, and FDOT and the TBRPC. After review of the survey and report findings, the reviewing agencies or developer may require that the Amended and Restated Development Order be revised accordingly.

c. An annual monitoring program will be started when fifty percent (50%) of Revised Phase I tripmaking, as calculated using standard ITE Trip Generation Rates, has been achieved (Phase 1 Total: 2,897 P.M. Peak Hour trips, (1,479 Inbound, 1,418 Outbound) and 28,926 Average Daily Trips). This annual monitoring report will be reported as part of the Annual report referenced in subsection 8 below, and will continue until buildout. The annual reports shall provide information regarding the total development which has been permitted an its equivalent in trips, and shall project the development/trips anticipated for the

following year. The monitoring program will record driveway volumes in the evening peak hour and on a daily basis. If the driveway volumes exceed those projected in the DRI/ADA for Revised Phase I, and prior to commencement of Phase II, a new traffic analysis consistent with Section 380.06, F.S. will be required. The revised transportation analysis 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.

d. Annually, for inclusion in the annual report, the Developer shall complete an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified below:

(1) Big Bend Road at the western driveway;

(2) Big Bend Road at Covington Garden Drive. (THIS WARRANT STUDY HAS BEEN COMPLETED.)

Should it be determined that a warrant study is required, the Developer shall provide same in the annual report. Furthermore, if a traffic signal is warranted, and the results are approved by Hillsborough County, then the developer shall submit 100 % signal design plans to Hillsborough County within 120 days of Hillsborough County approval. In addition, the developer shall also submit 100 % design plans for the construction of a second left turn lane on Big Bend Rd at the approved signalized intersection. Construction of the traffic signal and second left turn lane shall commence within 120 days of approval of the final signal and roadway design plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is warranted, then the developer shall comply with the timing schedule described above.

e. Annually, for inclusion in the annual report, if the developer elects to choose Mitigation Alternative 1, then the Developer shall complete an

evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified in Alternative 1. Should it be determined that a warrant study is required, the Developer shall provide same in the annual report. Furthermore, if a traffic signal is warranted, and the results are approved by Hillsborough County, then the developer shall submit 100% signal design plans to Hillsborough County within 120 days of Hillsborough County approval. In addition, the developer shall also submit 100 % design plans for the construction of a second left turn lane on Big Bend Road at the approved signalized intersection. Construction of the traffic signal and second left turn lane shall commence within 120 days of approval of the final signal and roadway design plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is warranted, then the developer shall comply with the timing schedule described above.

Revised Phase 2: Conceptual approval of this phase is accorded. A transportation analysis must be submitted and approved in accordance with Section 380.06, F.S. prior to initiation of Revised Phase 2 development. Any resulting transportation improvements necessitated by the addition of Phase II development will be specified and incorporated into the Development Order.

f. The Developer previously received approval for former Subphase IA, consisting of 1,214 dwelling units. No access on US 41 is permitted in conjunction with the development of 1,214 dwelling units. The following improvements were previously required and completed for former Subphase IA:

(i) At the intersection of Big Bend Road and the east project entrance, construct a westbound left-turn lane, eastbound right-turn lane, northbound right-turn land and left turn lanes, and provide signalization when warranted by the MUTCD. These

improvements are of total benefit to the project. (NOTE: The turn lane improvements have been completed. The signalization will be provided when warranted.)

(ii) At the intersection of Big Bend Road and I-75 east ramps, provide signalization when warranted.

g. No development shall occur within the south 600 feet of the southernmost property boundary, as depicted on Map H, until the final alignment of the Apollo Beach Boulevard Extension is determined by the Developer and Hillsborough County.

2. Mitigation Alternatives. The developer at its option, may select one of the following alternatives to mitigate the project's transportation impact:

a. Alternative 1

Revised Phase I: No building permits shall be issued for Revised Phase I, in excess of the 1,214 units approved as former Phase IA, until funding commitments are secured from responsible entities for the following roadway improvements:

- Roadways
  - Four (4) lane US 301 from Balm Road to Big Bend Road
  - Add eastbound lane on Big Bend Road from US 41 to I-75
- Off Site Intersections
  - Add eastbound right turn lane on Big Bend Road at US 41
  - Add northbound left turn on I-75 West Ramp at Big Bend Road
  - Add dual eastbound and northbound left turn lane on Big Bend Road at US 301
  - Extend NB through lanes a ¼ mile on US 301 at Big Bend
  - Signalize US 301 at 19th Avenue when warranted
  - Signalize US 301 at Balm Road when warranted
  - Signalize Big Bend Road at I-75 East Ramp when warranted
- Driveway Improvements

- Big Bend Road western driveway requires a northbound left, through and right turn lane, eastbound right turn lane and westbound dual left turn lane with signalization when warranted
- Big Bend Road at Covington Garden Drive requires a northbound left, through and right turn lane, eastbound right turn lane and dual westbound left turn lanes with signalization when warranted
- Big Bend Road driveway at Proposed Service Center Driveway (Tract 7) shall be restricted to a right-in right-out only

b. Alternative 2: 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. Such subphasing shall be acceptable under the following conditions.

(i) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

(ii) Funding commitments for roadway improvements will be required when the regional roadway operates below daily LOS C and LOS D at peak hour and the development contributes 5% or more of the existing daily LOS C and LOS D at peak hour existing capacity of the facility.

c. Alternative 3

In lieu of funding all of the transportation improvements identified in Alternative 1 or Alternative 2, the Developer may elect Alternative 3 to proceed with the development of greater than 1,214 dwelling units. The requirements of Alternative 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of Revised Phase 1 of the Development on the regionally significant transportation highway facilities within the primary impact area. Any

approval of this mitigation/curing mechanism is based on the Development'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 Hillsborough County, TBRPC and DCA policies regarding pipelining transportation impacts.

(1) This pipeline option may be elected as full and complete satisfaction of the Developer's obligation to mitigate Revised Phase I transportation impacts of the Development.

(2) The required Pipeline Improvement (the "Pipeline Improvement") under this Alternative 3, which includes the "Required Design", the "Required Right-of-Way Acquisition" and the "Required Construction" as defined below, shall be as follows:

(3) The construction of two lanes of the Western North/South Roadway shown on Map H, from Big Bend Road to the southern Development Boundary of the Southbend Planned Development (PD 86-154, as amended). This alignment is conceptually depicted on Map H. The Developer shall provide 124 feet of right-of-way to allow for the ultimate construction of a four lane divided facility, including, but not limited to, sidewalks, carriage way, landscaping, signalization when warranted, and wetland mitigation, plus sufficient right-of-way for drainage for the Western North/South roadway segment. The roadway shall be designed and constructed as a two lane divided roadway, expandable to four lanes within the median. Right turn lanes and left turn lanes, where permitted, shall be constructed on the roadway at each project access. (The foregoing collectively referred to as the "Pipeline Improvements"). The Developer shall construct, at the intersection of Big Bend Rd and the Western North/South roadway, an eastbound right turn lane, a westbound left turn lane, and a northbound left turn lane, through lane, right turn lane, and signalization when warranted. The design of the intersection and the traffic signal shall

accommodate dual northbound and westbound turn lanes and dual northbound right turn lanes at the intersection of Big Bend Road.

(4) All roadway plans shall be submitted for review and approval by Hillsborough County at the 30%, 60%, 90% and 100% complete stage. If Hillsborough County does not complete its review within thirty (30) days after each submittal, the County's review time shall be added to the time allowed for completion of the Required Design as provided herein.

(5) Buildings within the Development shall be subject to the adopted Consolidated Impact Assessment Program Ordinance (the "Impact Fee Ordinance"), as it may be amended from time to time. All eligible transportation contributions, costs and expenses borne by the Developer pursuant to this Development Order, including but not limited to costs for right-of-way, design, construction and construction inspection of the Pipeline Improvement may be considered for transportation impact fee offsets pursuant to the Impact Fee Ordinance. Nothing herein shall be construed as a waiver of Developer's right to contest the validity of, or to apply for offsets under, the Impact Fee Ordinance or the impact fees assessed thereunder.

(6) The Developer will comply with the following time schedule for construction of the Pipeline Improvements:

(a) The Developer will dedicate or convey the required right-of-way to the southern boundary of Tract 8 prior to Final Plat approval for any development within Tract 8. The Developer will dedicate or convey the required right-of-way for the southern portions of the Pipeline Improvement (south of Tract 8) prior to Final Plat approval for any development within either Tract 22 or Tract 23 (whichever occurs first).

(b) Developer will submit the 30% roadway plans for the Pipeline Improvements to the County for review and approval within 120 days of dedication of the roadway. Subsequent submittals of

roadway plans for 60% design, 90% design and 100% design shall be submitted within 90 days of the County's approval of the previously submitted plans.

(c) Construction of the Pipeline Improvements shall be completed within 3 years of final approval by the County of the 100% roadway plans.

(d) In the event that the performance by the Developer of the commitments set forth in this Development Order shall be interrupted or delayed by war, riot, strike, civil commotion, natural disaster or other event beyond Developer's control, then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Development Order shall be interrupted or delayed in connection with the necessary governmental approvals from the construction of the Pipeline Improvement and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof.

(7) Upon request of the Developer, prior to development beyond Phase I, a determination shall be made by Hillsborough County and coordinated by the County in writing with the other appropriate agencies whether or not a pipeline option for mitigation for the next Phase or Phases of the Development is permitted by then existing rules and regulations. If so, the Development Order may be amended to identify a pipeline project(s) and

proportionate share amount which will mitigate the next Phase of the Development with due consideration given for all improvements and contributions made by the Developer to mitigate traffic impacts. If Hillsborough County determines that a pipeline option is not appropriate, transportation mitigation for the next Phase of the Development shall be determined in accordance with other then applicable rules of Hillsborough County, TBRPC and DCA.

3. Developer is entitled to relocate various uses geographically within the project and trade off land uses in accordance with the following table without additional approvals from the Department of Community Affairs and the Tampa Bay Regional Planning Council. The geographic relocation of land uses shall not be permitted within any area designated as preservation or conservation areas. In seeking approval of a specific Land Use Exchange, the Developer shall prepare and submit to the County a request which demonstrates that the impacts generated by the proposed land use mix will not exceed the impacts for transportation, potable water, wastewater treatment, solid waste disposal, drainage and parks and recreation which are authorized in this Amended and Restated Development Order. Additionally, the Developer shall demonstrate that the proposed land use mix will not generate additional demand for affordable housing beyond the amount for which the supply of affordable housing has been demonstrated to be available. The application of the LUTM will be limited so that the total approved development for each approved land use category will not be exceeded. Upon submission of a request to the County to implement this section of the Amended and Restated Development Order, all application materials and information necessary to support approval of such a request shall be provided to the Department of Community Affairs and the TBRPC by the Developer. The Developer shall provide written notification to the Department and TBRPC of the approval or denial of any land use exchange requested by the Developer. Further, the approval of any land use exchange request shall be included in the Annual Report which covers the reporting period in which the land use exchange was approved. With the submittal of any Notice of Proposed Change requiring changes to this Amended and Restated Development Order, the Revised Master

Development Plan and Phasing Schedule shall be amended to reflect any Land Use Exchange(s) that have been approved since the issuance of the Amended and Restated Development Order or last amendment to the Amended and Restated Development Order. Such change considered by itself shall not constitute a substantial deviation. Changes to the Phasing Schedule under this paragraph do not include extensions to the buildout date.

The land use exchange request shall contain information sufficient to enable the County to determine that the impacts of the revised land use mix do not exceed the impacts of the land use mix being replaced. The quantifiable impacts will be measured based upon the relevant factors then currently used by the County (e.g. ITE trip generation rates, EDU tables solid waste generation factors, etc.). The Developer shall verify the appropriate factors with County staff prior to the submittal of any such land use exchange request.

The traffic impacts of the revised land use mix shall be deemed by the County not to exceed the approved traffic impacts of the land use mix being replaced so long as the changes does not increase the p.m. peak hour total traffic and the relative proportions of trips produced by attractors and the trips produced by generators remains substantially the same for the phase or subphase. In the event that the attractor/generator proportions are not substantially the same, as determined by the County, additional information may be required to assess trip distribution, intersection(s) performance and/or particular roadway segments designated by the County.

Table 5 which follows includes conversion factors for equating traffic impacts of exchanges of land uses with similar travel characteristics. The incorporation of this land use exchange mechanism shall not operate to permit the Developer to develop any land use which will generate peak hour trips in excess of the total number of p.m. peak hour trips for which it has obtained specific development order approval.

TABLE 5
Land Use Trade-off Matrix

"A" Equivalent Uses	"B" Land Uses to be traded							
To / From	Single Family	Multi Family	Office	Service Center	Light Industrial	Commercial	Motel (room)	Hotel (room)
Single Family	1	1.15	N/A	N/A	N/A	N/A	N/A	N/A
Multi Family	0.87	1	N/A	N/A	N/A	N/A	N/A	N/A
Office	N/A	N/A	1	1.14	1.61	N/A	N/A	N/A
Service Center	N/A	N/A	0.88	1	1.41	N/A	N/A	N/A
Light Industrial	N/A	N/A	0.62	0.71	1	N/A	N/A	N/A
Commercial	N/A	N/A	N/A	N/A	N/A	N/A	.0125	.01
Motel (room)	N/A	N/A	N/A	N/A	N/A	80	N/A	N/A
Hotel (room)	N/A	N/A	N/A	N/A	N/A	100	N/A	N/A

Notes:N/A= Not Applicable
The calculations must always start in Column "A" and end in Column "B". Start in Column "A" at appropriate row, proceed horizontally, then vertically to the equivalent use in Column "B". The equivalent Column "B" land use is noted in the ( ) at the intersection of the "traded land use" horizontal row, and the "equivalent uses" vertical column. For example, one square foot of commercial (Column "A") can be traded into .0125 Motel rooms, or 1,000 s.f. commercial equates to 12.5 Motel rooms.

The following maximum and minimum development thresholds are incorporated for Revised Phase I:

	Maximum	Minimum
Single Family	2,175 units	1,347 units
Multi-Family	833 units	0 units
Office	176,820 sq. ft.	45,540 sq. ft.
Service Center	287,712 sq. ft.	138,528 sq. ft.
Light Industrial	160,000 sq. ft.	0
Hotel/Motel	500 rooms	0 rooms

1. Single Family and multi family trade-off calculated based upon dwelling units.

2. Office, Service Center and Light Industrial trade-off calculated based upon gross square feet. Hotel and Motel trade-offs calculated based upon rooms.

3. The Land Use Exchange may be applied to alter the mix of land uses specifically approved for Revised Phase I, in accordance with the Land Use Trade-Off Matrix. Changes between land use categories designated N/A will require submittal of a Notice of Proposed Change application by the Developer.

4. Any proposed Land Use Exchange which results in an increase which creates a reasonable likelihood of additional impacts for potable water, wastewater treatment, or solid waste disposal in approved Revised Phase I, will require confirmation of utility service availability from Hillsborough County. The approved impacts for Revised Phase I are 737,930 gallons per day of potable water usage, 619,989 gallons per day of wastewater treatment demand, and 12.26 tons per day of solid waste disposal demand.

5. All studies, monitoring programs and reports required in Section C, Paragraph 7 hereof (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.

6. The developer shall be required to conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed phase modal splits of 2.5%, 3.5% and 4.7% and shall monitor them with each annual report.

(1) Access and internal arterial and appropriate collector road geometrics shall accommodate a 96" wide by forty (40) feet long advance design coach.

(2) The Developer shall provide shelters and pullout bays along the

on-site transit route on the internal arterial or collector roads as and when deemed appropriate by HART Authority. Shelter locations shall be reasonably 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.

(3) Transit schedule/information displays will be provided, at a minimum, at each on-site bus stop by the developer.

(4) Maintenance of transit amenities such as shelters, benches, and schedule displays shall be the responsibility of HART Authority. Maintenance of landscaping adjacent to transit amenities shall be the responsibility of the developer.

(5) 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 HART Authority.

7. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right-of-way and transportation improvements although their payment will be credited towards any Pipeline Improvements if consistent with the provisions of the impact fee regulations.

D. ENVIRONMENTAL

1. Hillsborough County shall reserve the right to require that the developer undertake mitigative measures or a revision of the master General Development Plan to alleviate any potential impacts of the project on ambient air quality.

2. To reduce fugitive dust and other adverse air emissions the developer shall undertake the measures referenced on pages 13-6 and 13-7 of the ADA to reduce fugitive dust and other adverse air emissions. Specifically the developer shall ensure that:

(a) The cleared and disturbed areas shall be sodded, seeded, mulched, or planted with landscape material as soon as practicable.

(b) The side slopes of detention ponds will be sodded or natural vegetation will be encouraged to grow.

(c) Wind erosion will be controlled through sprinkling or other

appropriate means.

3. The developer agrees that representative stands of each upland vegetative community type listed on page 18-1 of the ADA shall be set aside in their natural state in order to maintain natural diversity on the site. These areas shall be designated on the General Development Plan to serve as conservation areas and shall be of sufficient size so as to maintain their natural function. To the extent possible these areas should be located contiguous to other habitats, conserved so as to enhance their value. The Developer may create oversized lots by platting within the Oak Hammock Preserve, provided that the minimum lot size requirements for each such lot shall be met using land located outside the preserve. In the event oversized lots are platted into the preserve, the Developer shall prepare and record a conservation easement in favor of Hillsborough County in accordance with the requirements of 704.06, Florida Statutes (1997), prior to final plat approval. The conservation easement shall encompass the entire area of the Oak Hammock shown on Map "H" dated April 13, 1999.

4. The portions of the Southbend site which meet the definition of preservation and conservation areas, as defined in the Council's adopted growth policy, Future of the Region, Sections 2.701 and 2.702 shall be so designated on the revised General Development Plan submitted to Hillsborough County for Planned Unit Development approval.

5. Prior to the issuance of any permits a Final Drainage Plan for the Project or any subphase thereof shall be submitted to Hillsborough County, DEP, SWFWMD and TBRPC for review and to Hillsborough County for approval.

6. In order to protect water quality, the following parameters shall be included in the Project drainage plan(s):

a. The drainage system shall be designed to provide retention, or detention with filtration/assimilation treatment for the first "flush" of runoff generated from the site as required by 17-25 FAC and 40D-4 Rules of the SWFWMD.

b. Best Management Practices recommended by Hillsborough County shall be adhered to.

7. In the event that any species listed in Sections 39-27.03-.05, F.A.C. are observed frequenting the site for nesting, feeding, or breeding, proper protection and mitigation measures shall be employed in cooperation with the Florida Fish and Wildlife Conservation Commission.

8. Prior to the issuance of detailed site plan approval or Land Alteration permits, the developer shall stipulate to the satisfaction of Hillsborough County the manner by which any onsite gopher tortoise colonies shall be preserved or relocated. Copies of any required permits relative to any on-site gopher tortoise population shall be provided to Hillsborough County and TBRPC. An acceptable plan detailing how the gopher tortoise population will be accommodated, protected and monitored shall be submitted to Hillsborough County, the Florida Fish and Wildlife Conservation Commission and TBRPC. The plan shall be submitted prior to any clearing activities or building permits for Revised Phase I.

9. Prior to any site alteration the developer shall institute a quarterly monitoring program to establish background conditions and the quality of surface water exiting the site. Quarterly monitoring shall begin at least thirty (30) days prior to the actual development commencement and shall continue through buildout. The monitoring results shall be submitted to the DEP, SWFWMD, the Hillsborough County EPC, and TBRPC quarterly. Any violation of Chapter 17-3 F.A.C. shall require corrective measures as set forth by DEP.

10. The developer, his assigned agents or successors or assigns shall be responsible for the maintenance of all open space/recreation areas and landscaped areas within each phase of the development. This does not include water retention/detention ponds in platted subdivisions with public streets or the dedicated 4.0 acre park.

11. The developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for landscape and open space irrigation prior to the issuance of Certificates of Zoning Compliance.

12. The developer shall designate a private management entity responsible for maintenance and operation of any on-site wells, prior to the issuance of any detailed site plan approval.

13. Water-saving methods and fixtures shall be incorporated into Southbend

design and construction.

14. The Developer shall complete an Environmental Monitoring Plan (EMP) containing proposed water quality monitoring for baseline, surface and groundwater conditions for the property added to the project pursuant to the Amended and Restated Development Order.

E. PUBLIC FACILITIES

1. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the developer will participate in the provision or expansion of internal and external water supply, supply lines, and facilities to service Southbend. This shall include the capping or use of current onsite wells and/or any drilling of new wells for potable or non-potable water. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction. Hillsborough County shall provide water service to this development.

2. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall ensure provision of fire flows acceptable to Hillsborough County and of any additional fire fighting facilities/manpower/equipment required to serve the project beyond that budgeted by Hillsborough County. Prior to the issuance of building permits for a structure of 4 or more stories, a career ladder company shall be provided by the developer, unless otherwise determined by Hillsborough County.

3. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision of wastewater treatment facilities that will serve the Southbend development.

4. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall provide documentation to Hillsborough County of an approved master plan for wastewater collection, treatment and effluent disposal facilities.

5. Prior to issuance of detailed site plan approval for each phase of the development, 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 development.

6. Prior to specific approval of Phase II, the Developer will obtain verification from the appropriate County utility departments of service for the anticipated public facility volumes (i.e. potable water, wastewater, and solid waste).

F. HAZARDOUS WASTE

1. The Developer or its assigns shall implement a site specific groundwater monitoring program for all activities which require the handling of hazardous or toxic substances as required by Hillsborough County, the Environmental Protection Commission and the Florida Department of Environmental Protection.

2. The Developer shall ensure that those individual tenants who use, handle, store, or process hazardous wastes provide an emergency response and hazardous waste management operation plan to minimize hazards to human health and the environment. The plan will describe the procedures and actions required of facility personnel as well as describe the arrangements agreed to by local police and fire departments, emergency services and hospitals. Individual tenant plans will be included in the annual report following their adoption.

3. All temporary storage facilities for hazardous or toxic materials or wastes will be designed at a minimum to meet the criteria set forth in the Future of the Region, to the extent that there is no conflict with Hillsborough County hazardous waste management plans.

4. In accordance with local government policy and appropriate environmental regulations, the Developer shall ensure through restrictive covenants that producers of hazardous waste shall handle and store such waste on site in properly designed areas and prepare those products for shipment to hazardous waste transfer facilities designated by Hillsborough County.

G. HISTORICAL OR ARCHAEOLOGICAL

The discovery of any historical or archaeological resources shall be reported to the Florida Division of Archives, History and Records Management and the disposition of such resources shall be determined in cooperation with the Division of Archives and Hillsborough

County.

H. ENERGY MANAGEMENT AND FLOOD CONTROL

1. The Developer shall hold discussions and cooperate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, concerning the feasibility of designating the Southbend Regional Mall and/or hotels as public hurricane evacuation shelters. A report on the final outcome of these discussions shall be submitted in the annual reports immediately following issuances of certificates of occupancy for the hotel(s) and mall.

2. The developer or its assigns shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The developer shall prepare a plan to ensure the safe and orderly evacuation of hotel guests, residents and those employees who, for security or administrative reasons, are in buildings after an evacuation order is issued. Cooperative measures include (1) ordering all buildings closed for the duration of a hurricane evacuation order; (2) informing all employees and residents of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report submitted after occupancy of any portion of the project.

3. Elevations for all habitable structures shall be at or above the base flood elevation.

I. ENERGY CONSERVATION

The energy conservation measures referenced on page 25-4 of the ADA 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:

1. The initiation of programs to promote energy conservation by employees, buyers, suppliers and the public.

2. Reduction in levels of operation of all air conditioning, heating and lighting

systems during non-business hours.

3. Recycling programs.

4. The use of energy-efficient cooling, heating and lighting systems.

5. Installation of innovative energy conservation features such as waste heat recovery or solar power where feasible in project development.

6. Use of the most energy efficient technology economically feasible in the construction and operation of commercial facilities and life-cycle costing (to include operation and maintenance costs) in evaluating energy conservation effectiveness.

J. SCHOOLS AND PARKS

1. The developer shall dedicate a 4.0 acre parcel of Southbend for use as a park site which shall be owned and maintained by Hillsborough County. If the park site is not accepted by Hillsborough County, the site may be used for single-family or townhome residential development only so long as the total number of dwelling units on site does not exceed 2,810. (**Note:** The park site and adjacent upland preserve have been deeded to Hillsborough County pursuant to that certain deed recorded at OR Book 11752, Page 1285.)

2. The developer shall dedicate to the School Board upon request of the School Board, usable land for one 15.5 acre elementary school site of which 3.5 acres may be shared with the adjacent park site. If the school site is not accepted by the Hillsborough County School Board, the site may be used for single-family or townhome residential development only so long as the total number of dwelling units on site does not exceed 2,810. (**Note:** The school site has been deeded to the Hillsborough County School Board pursuant to that certain deed recorded at OR Book 13274, Page 0570.)

K. BUFFERS

Non-residential 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.

L. EQUAL OPPORTUNITY

The Developer shall comply with all requirements of the Civil Rights Act, and the Hillsborough County Fair Housing Ordinance. The Developer shall seek, and urge and

encourage all contractors and subcontractors to involve minority groups in the development of the project. All housing, and commercial establishment areas shall be available to all, on a fair and impartial basis.

M. GENERAL

1. Any change to the project which meets the criteria set forth in Subsection 380.06(19) (b), F.S., shall constitute a substantial deviation.

2. Any approval of the Southbend development shall, at minimum, satisfy the provision of Subsection 380.06(15), F.S.

3. Any approval of this development shall require that all of the Developer's commitments set forth in the ADA be honored, except as they may be superseded by specific terms of the Amended and Restated Development Order.

4. The Covington Park Community Development District is hereby authorized to undertake the funding, construction, operation and/or maintenance of any of the projects, whether within or without the boundaries of the District, which are identified within this Amended and Restated Development Order.

APPROVED BY COUNTY ATTORNEY

BY _____
Assistant County Attorney
Approved As To Form And
Legal Sufficiency

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, Pat Frank, 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 meeting of January 23, 2007, as the same appears of record in Minute Book 368, of the Public Records of Hillsborough County Florida.

WITNESS my hand and official seal this 29th day of Jan. 2007.

PAT FRANK, CLERK OF CIRCUIT COURT

By: Beverly Anne Miles
Deputy Clerk

TABLE 20-1

Phasing Schedule

Land Use	Revised Phase 1 Specifically Approved* 12/31/2010	Revised Phase 2 Conceptually Approved 12/31/2012	Total
Regional Commercial		1,000,000 sf	1,000,000 sf
Office	111,180 sf	542,820 sf	654,000 sf
Hotel		200,000 sf (500 rooms)	200,000 sf (500 rooms)
Neighborhood Commercial	116,600 sf		116,600 sf
Service Center	213,120 sf	426,880 sf	640,000 sf
Light Industrial	* 160,000 sf	1,440,000 sf	1,600,000 sf
Multi-Family Residential		300 du	300 du
Town House Residential		322 du	322 du
Single Family Residential	2,175 du		2,175 du
Totals	2,175 du 600,900 sf	622 du 3,609,700 sf	2,797 du 4,210,600 sf

* If light industrial development does not occur on the southern 30 acres of Tract 7 within two years following the construction of the roadway along its eastern border, then residential development shall be permitted.

EXHIBIT A

LEGAL DESCRIPTION

"Thompson Tract - Parcel 1"
DESCRIPTION: From the Southeast corner of Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.89°00'58"W., 60.00 feet, along the south boundary of said Section 14 to the westerly right-of-way line of Access Road No. 1 for State Road 93-A (Section 10075-2403) and the POINT OF BEGINNING; thence N.89°00'58"W., 2583.54 feet, along the South boundary of said Section 14 to the Southwest corner of the Southeast 1/4 of said Section 14; thence N.88°59'26"W., 2268.11 feet, along the South boundary of said Section 14 to the East boundary of the West 375.00 feet of said Section 14: thence N.00°53'16"E., 1444.37 feet, along said East boundary to the Southeasterly right-of-way of the Seaboard System Railroad (formerly Seaboard Coast Line Railroad); thence N.28°37'52"E., 4093.43 feet along the Southeasterly right-of-way line to the southerly right-of-way line of Big Bend Road (S.R. 672); thence along said Southerly right-of-way line the following six (6) courses, (1) S.87°37'25"E., 488.62 feet; (2) thence N.88°10'56"E., 300.81 feet; (3) thence N.84°24'25"E., 302.93 feet; (4) thence S.87°37'25"E., 1500.00 feet; (5) thence S.84°02'29"E., 233.08 feet; (6) thence S.88°36'40"E., 172.77 feet to a point on the East boundary of said Section 14; thence leaving said Section 14 and entering Section 13, Township 31 South, Range 19 East, S.88°37'40"E., 20.42 feet along said Southerly right-of-way line of Big Bend Road (S.R. 672) to the Westerly right-of-way line of Access Road No. 1; thence S.00°45'33"W., 2363.99 feet, along said Westerly right-of-way line to the beginning of a curve (having a radius of 267.13 feet, a central angle of 30°00'00", and a chord bearing and distance of S.15°45'33"W., 138.28 feet) along said Westerly right-of-way line, leaving said Section 13 and re-entering said Section 14, to a point of reverse curvature; thence Southerly, 172.79 feet, along the arc of a curve to the left (having a radius of 330.00 feet, a central angle of 30°00'00", and a chord bearing and distance of S.15°45'33"W., 170.82 feet) along said Westerly right-of-way line to the end of said curve; thence S.00°45'33"W., 2388.11 feet, along said Westerly right-of-way line to the POINT OF BEGINNING.

Containing 490.062 acres, more or less.

AND

"Thompson Tract - Parcel 2"
DESCRIPTION: BEGINNING at the southwest corner of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°45'33"E., 2388.35 feet, along the West boundary of said Section 13 and the Easterly right-of-way Line of Access Road No. 1 for State Road 93-A (Section 10075-2403) to the beginning of a curve to the right; thence Northerly 141.37 feet, along the arc of said curve (having a radius of 270.00 feet, a central angle of 30°00'00", and a chord bearing and distance of N.15°45'33"E., 139.76 feet) along said Easterly

right-of-way line to a point of reverse curvature; thence Northerly, 171.28 feet, along the arc of a curve to the left (having a radius of 327.13 feet, a central angle of 30°00'00", and a chord bearing and distance of N. 15°45'33" E., 169.34 feet) along said Easterly right-of-way line to the end of said curve; thence N.00°45'33"E., 2363.35 feet, along said Easterly right-of-way line to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88°37'40"E., 1242.35 feet, along said Southerly right-of-way line to the East boundary of the West 1/4 of said Section 13; thence S.00°33'29"W., 5024.02 feet, to the Southeast corner of the West 1/4 of said Section 13; thence N.89°47'45"W., 1339.96 feet, along the South boundary of said Section 13 to the POINT OF BEGINNING.

Containing 149.310 acres, more or less.

AND

"Sumner Tract"
DESCRIPTION (as furnished): That part of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, lying west of the west right-of-way line of Interstate Highway 75 LESS right-of-way for Big Bend Road (C.R. 672), Hillsborough County, Florida. Less I-75 Limited Access Right-of-way as contained in that certain Order of Taking recorded November 22, 1978 in O.R. Book 3444, Page 1138 and contained in that certain Stipulated Final Judgment recorded June 29, 1981 in O.R. Book 3824, Page 164; and LESS that portion shown in that certain Order of Taking (Case #79-13223) recorded December 26, 1979 in O.R. Book 3605, Page 341, and contained in that certain Final Judgment recorded in O.R. Book 3642, Page 42 and re-recorded in O.R. Book 3659, Page 931. Corrected Final Judgment recorded in O.R. Book 3865, Page 1297 and re-recorded in O.R. Book 3878, Page 825, Public Records of Hillsborough County.

And being more particularly described as follows:

DESCRIPTION: BEGINNING at the Southwest corner of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°33'29"E., 5024.02 feet, along the West boundary of the East 1/2 of the West 1/2 of said Section 13 to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88°37'40"E., 196.17 feet, along said Southerly right-of-way line; thence S.79°49'13"E., 300.43 feet along the Southerly Limited Access right-of-way line for I-75 (S.R. 93-A); thence S. 84°48'50"W., 462.89 feet, along said- Limited Access right-of-way line; thence leaving said right-of-way S.14°03'11"W., 25.30 feet; thence S.21°38'02"E., 140.36 feet; thence S.12°04'42"E., 1498.28 feet, to the East boundary of the East 1/2 of the West 1/2 of said Section 13; thence S.00°22'09"W., 697.00 feet along said East boundary to the South-east corner of the Northwest 1/4 of said Section 13; thence S.00°22'17"W., 450.37 feet along the East boundary of the East 1/2 of the West 1/2 of said Section 13 to the Westerly limited Access right-of-way line of said I-75 (S.R. 93-A); thence S.14°53'03"W., 624.26 feet, along said Westerly Limited Access right-of-way line; thence S.16°01'48"W., 1618.97 feet, along said Limited Access right-of-way line to the South boundary of said Section 13; thence N.89°47'45"W., 746.05 feet, along said South boundary, to the POINT OF BEGINNING.

Containing 130.529 acres, more or less.

AND

"TECO Tract"
DESCRIPTION: Part of the West 375.00 feet of the Southwest 1/4 of Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

BEGINNING at the Southwest corner of said Section 14, run thence N.00°53'16"E., 121.06 feet along the West boundary of said Section 14; thence from a tangent bearing of S.85°00'36"E., Easterly 30.57 feet along the arc of a curve to the left (having a radius of 440.00 feet, a central angel of 03°58'50", and a chord bearing and distance of S.87°00'01"E., 30.56 feet) to the end of said curve; thence S.88°59'26"E., 344.46 feet to the East boundary of the West 375.00 feet of the Southwest 1/4 of said Section 14; thence S.00°53'16"W., 120.00 feet along said East boundary, thence N.88°59'26"W., 375.00 feet along the South boundary of said Section 14 to the POINT OF BEGINNING.

Containing 1.033 acres, more or less.

AND

"Paul B. Dickman Tract"
DESCRIPTION: Part of the Southeast 1/4 of Section 15, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:
BEGINNING at the Southeast corner of said Section 15, run thence N.89°20'15"W., 384.90 feet along the South boundary of said Section 15 to the Southeasterly right-of-way line of the Seaboard System Railroad; thence N. 28°37'32"E., 250.72 feet along said Southeasterly right-of-way line; thence S.61°22.28"E., 107.22 feet to the beginning of a curve to the left, thence Southeasterly, 181.51 feet along the arc of said curve (having a radius of 440.00 feet, a central angle of 23°38'08", and a chord bearing and distance of S.73°11'32"E., 180.22 feet to the East boundary of said Section 15; thence S.00°53'16"W, 121.06 feet along said East boundary to the POINT OF BEGINNING.

Containing 1.280 acres, more or less.

AND

"Expansion Area"
DESCRIPTION (As taken from Chicago Title Insurance Company, Commitment for Title Insurance, Agent's File Number 02F1776 dated August 27, 2002 and issued by Paramount Title Corporation):

That part of the Southeast ¼ of the Northeast ¼ of Section 22, Township 31 South, Range 19 East, lying South and East of existing railroad right-of-way, lying and being in Hillsborough County, Florida.

AND

The North ½ of Section 23, Township 31 South, Range 19 East, LESS the West 375 feet thereof, and LESS Interstate 75 Access Road and/or Bypass, said lands lying and being in Hillsborough County, Florida.

AND

The North 100 feet of the South 901.04 feet of the West 375 feet of the North ½ of Section 23, Township 31 South, Range 19 East, said lands lying and being in Hillsborough County, Florida.

AND

The South 100 feet of the West 375 feet of the North ½ of Section 23, Township 31 South, Range 19 East, said lands lying and being in Hillsborough County, Florida.

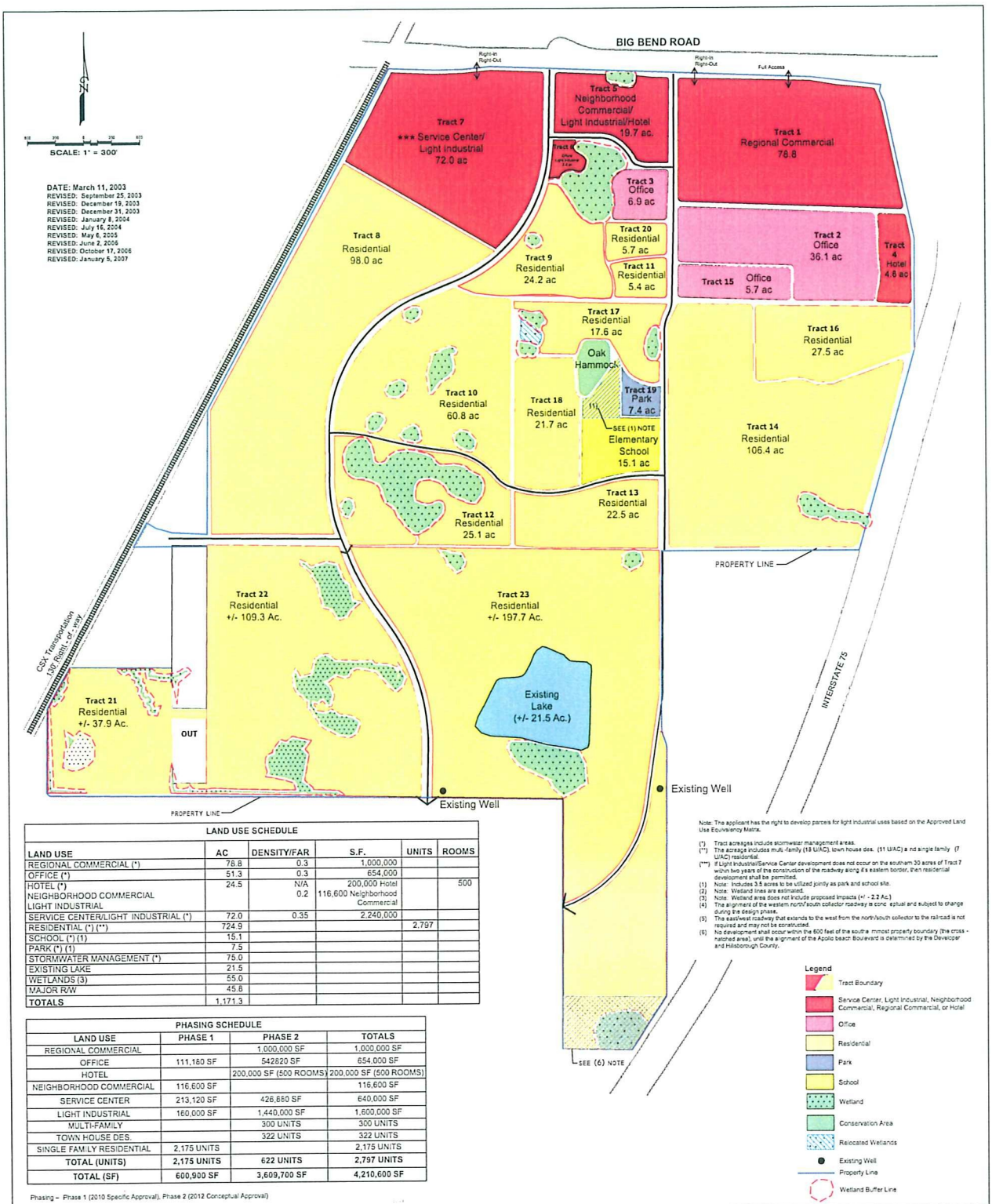
AND

The East ½ of the Southeast ¼ of Section 23, Township 31 South, Range 19 East, LESS the West 231 feet thereof and LESS Interstate 75 Bypass and/or Access Road, said lands lying and being in Hillsborough County, Florida.

Containing 402.8 acres, more or less.

EXHIBIT B

(Map H, dated January 5, 2007)



Note: The applicant has the right to develop parcels for light industrial uses based on the Approved Land Use Equivalency Matrix.

(*) Tract acreages include stormwater management areas.
(**) The acreage includes multi-family (18 U/AC), town house des. (11 U/AC) a nd single family (7 U/AC) residential.
(***) If Light Industrial/Service Center development does not occur on the southern 30 acres of Tract 7 within two years of the construction of the roadway along it's eastern border, then residential development shall be permitted.
(1) Note: Includes 3.5 acres to be utilized jointly as park and school site.
(2) Note: Wetland lines are estimated.
(3) Note: Wetland area does not include proposed impacts (+/ - 2.2 Ac.)
(4) The alignment of the western north/south collector roadway is conc eptual and subject to change during the design phase.
(5) The east/west roadway that extends to the west from the north/south collector to the railroad is not required and may not be constructed.
(6) No development shall occur within the 600 feet of the southe rmmost property boundary (the cross - hatched area), until the alignment of the Apollo beach Boulevard is determined by the Developer and Hillsborough County.

LAND USE SCHEDULE

LAND USE	AC	DENSITY/FAR	S.F.	UNITS	ROOMS
REGIONAL COMMERCIAL (*)	78.8	0.3	1,000,000		
OFFICE (*)	51.3	0.3	654,000		
HOTEL (*)	24.5	N/A	200,000 Hotel		500
NEIGHBORHOOD COMMERCIAL		0.2	116,600 Neighborhood Commercial		
LIGHT INDUSTRIAL					
SERVICE CENTER/LIGHT INDUSTRIAL (*)	72.0	0.35	2,240,000		
RESIDENTIAL (*) (**)	724.9			2,797	
SCHOOL (*) (1)	15.1				
PARK (*) (1)	7.5				
STORMWATER MANAGEMENT (*)	75.0				
EXISTING LAKE	21.5				
WETLANDS (3)	55.0				
MAJOR R/W	45.8				
TOTALS	1,171.3				

PHASING SCHEDULE

LAND USE	PHASE 1	PHASE 2	TOTALS
REGIONAL COMMERCIAL		1,000,000 SF	1,000,000 SF
OFFICE	111,180 SF	542820 SF	654,000 SF
HOTEL		200,000 SF (500 ROOMS)	200,000 SF (500 ROOMS)
NEIGHBORHOOD COMMERCIAL	116,600 SF		116,600 SF
SERVICE CENTER	213,120 SF	426,880 SF	640,000 SF
LIGHT INDUSTRIAL	160,000 SF	1,440,000 SF	1,600,000 SF
MULTI-FAMILY		300 UNITS	300 UNITS
TOWN HOUSE DES.		322 UNITS	322 UNITS
SINGLE FAMILY RESIDENTIAL	2,175 UNITS		2,175 UNITS
TOTAL (UNITS)	**2,175 UNITS**	**622 UNITS**	**2,797 UNITS**
TOTAL (SF)	**600,900 SF**	**3,609,700 SF**	**4,210,600 SF**

Phasing – Phase 1 (2010 Specific Approval), Phase 2 (2012 Conceptual Approval)

Consultant Team

Economic
Fishkind & Assoiates, Inc.

Engineering & Environmental
Heidt & Associates, Inc.

Master Planning
Florida Planning Studio, Inc.

Transportation
Lincks & Associates, Inc.

Legal
Fowler, White, Boggs, Banker, PA

Planning
Wilson Miller

Southbend DRI #145 NOPC
Hillsborough County, Florida

Revised Map H

Master Development Plan

JANUARY 2007

Jan 05 2007 - 10:33:26 R:\PETERMAN.R\Proj\3388-001-000\Map-H\REV07\EXHIBIT A-CP Parcels Map H.dwg

#145

PAT FRANK
Clerk of the Circuit Court
Hillsborough County, Florida

P.O. Box 1110
Tampa, Florida 33601
Telephone (813) 276-8100

October 26, 2005

JOHN MEYER DRI COORDINATOR
TAMPA BAY REGIONAL PLANNING COUNCIL
4000 GATEWAY CENTER BLVD SUITE 100
PINELLAS PARK FL 33782

Re: Resolution No. R05-214 - Amending the Development Order for Southbend (DRI #145)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on September 27, 2005.

We are providing this original for your files.

Sincerely,

Gail M. Letzring

Gail M. Letzring,
Manager, BOCC Records

md
Attachment
certified mail 7002 2410 0001 4265 0617
cc: Board files (orig.)
Erin Larrinaga, Attorney at Law, Fowler White Boggs Banker P.A.(orig.ltr.)
Charles Gauthier, Chief, DCA Bureau of State Planning(orig. ltr.)
Nancy Y. Takemori, Assistant County Attorney
John Healy, Senior Planner, Planning & Growth Management
Sandra Davidson, County Attorney's Office
Jim Glaros, Assistant Chief Deputy, Valuation, Property Appraiser's Office
Mary Mahoney, Management & Budget

Resolution No. R05-214

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA,

AMENDED AND RESTATED DEVELOPMENT ORDER FOR SOUTHBEND DRI #145

Upon motion by Commissioner Scott, seconded by Commissioner Sharpe, the following Resolution was adopted by a vote of 5 to1, Commissioner(s) Storms voting "No".

WHEREAS, in January, 1986, General Homes - Florida, Inc. filed an Application for Development Approval of a Development of Regional Impact (the "ADA") with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, said ADA proposed construction of a mixed-use development located in southwestern Hillsborough County, hereinafter referred to as "Southbend"; and

WHEREAS, the described project lies within the unincorporated area of Hillsborough County; and

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

WHEREAS, on November 25, 1986, the Hillsborough County Board of County Commissioners approved Resolution No. 86-260, the Development Order for the Southbend DRI #145; and

WHEREAS, the Board of County Commissioners has adopted five amendments to the Development Order: (1) Resolution No. R92-0168, adopted on July 14, 1992 which extended the buildout date of development and all immediate phases thereof, and the expiration date of the Development Order, each by a period of four years, eleven months and fifteen days; acknowledged the acquisition of fee simple title to the 2.5 acre parcel of land in the southwest corner of the site, required to provide project access to U.S. Highway 41; and discontinued quarterly surface water sampling until such time as development commences; (2) Resolution No. R97-168, adopted on July 15, 1997 which combined a portion of Phase II development (Phase IIA) with Phase I for specific approval; extended the buildout dates and modified Map H accordingly; added a Land Use Trade Off Mechanism and geographic flexibility to the D.O.; revised or removed various conditions; and modified the annual reporting date from November 25 to June 30 of each year; (3) Resolution No. R99-074, adopted on April 13, 1999 which approved subphasing of the project (Phase IA) to recognize the immediate development of approximately 240 acres of the project for residential uses and the transportation mitigation required as a result thereof; extended the Phase IA buildout date to November 9, 2002; allowed flexibility in uses between single family, multi-family, and town home development; and modified the Development Order to conform language regarding approved phases, impact fee credits, and school and park dedications; (4) Resolution No. R00-082 adopted on April 11, 2000 which amended the Development Order to provide that the Covington Park Community Development District is authorized to undertake the funding, construction, operation and/or maintenance of any of the projects whether within or without the boundaries of the District, which are identified within the Development Order; and (5) Resolution No. R04-048, adopted on February 24, 2004, which transferred the residential units from Phase IIB into Phase I, converted townhome

and multi-family units to single-family residential units, designated Tract 8 for Residential uses, converted 5.7 acres of Tract 3 to Residential (creating Tract 20) and converted Tract 15 to Office, changed the location of the elementary school site, and extended the buildout date for Revised Phase I to 2010, and the buildout date for Phase II to 2012, deleted specific conditions related to the Transportation Systems Management program, added an additional access point at the southern boundary of the project, and identified the appropriate transportation mitigation for the development entitlements for Revised Phase I; and

WHEREAS, on November 8, 2004, NNP-Southbend II, LLC (hereinafter the "Developer") filed a Notice of Proposed Change (NOPC) to increase residential land use entitlements in Phase I by 103 single-family units (4.9%), and add 402.81 acres to the project area; and

WHEREAS, on May 9, 2005, the Developer filed a First Sufficiency Response for the NOPC; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County has on September 27, 2005 held a duly noticed public hearing on said Notice of Proposed Change and has heard and considered testimony and other documents and evidence; and

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

WHEREAS, the Board of County Commissioners has solicited, received and considered reports, comments and recommendations from interested citizens, County and City agencies, as

well as the review and report of Hillsborough County Administration.

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

I. FINDINGS OF FACT

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

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

C. All procedural requirements of Section 380.06, Florida Statutes, and the Hillsborough County Land Development Code have been complied with.

D. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City-County Planning Commission, and the Tampa Bay Regional Planning Council and other affected agencies.

II. CONCLUSIONS OF LAW

Based upon the compliance with the terms and conditions of this Amended and Restated Development Order, the following Conclusions of Law are made:

A. The development will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.

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

C. The development is consistent with the report and recommendations of the Tampa

Bay Regional Planning Council.

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

E. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Amended and Restated Development Order.

F. The NOPC is approved subject to all terms and conditions of this Amended and Restated Development Order, including the revised Map "H" dated June 28, 2005, attached hereto as Exhibit "B" and incorporated herein by reference.

G. The 2015 Future Land Use Map for Hillsborough County designates the area within which this land lies as a mix of Research Corporate Park, Regional Commercial, Light Industrial, Low Medium Density Residential and Low Density Residential.

III. GENERAL PROVISIONS

A. The legal description set forth in **Exhibit A** is hereby incorporated into and by reference made a part of this Amended and Restated Development Order.

B. All provisions contained within the NOPC, and Sufficiency Response shall be considered conditions of this Amended and Restated Development Order unless inconsistent with the terms and conditions of this Amended and Restated Development Order, in which case the terms and conditions of this Amended and Restated Development Order shall control.

C. This Resolution shall constitute the Amended and Restated Development Order of Hillsborough County in response to the NOPC for the Southbend Development of Regional Impact.

D. The definitions contained in Chapter 380, Florida Statutes, shall govern and apply to this Amended and Restated Development Order.

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

F. In the event that any portion or section of this Amended and Restated Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Amended and Restated Development Order which shall remain in full force and effect.

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

H. In each instance in this Amended and Restated Development Order where the Developer is responsible for ongoing maintenance of facilities at Southbend, the Developer may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate

private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County and/or other agencies having jurisdiction, concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Amended and Restated Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation from the terms or conditions of this Amended and Restated Development Order or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the Regional Planning Council shall result in further development of regional impact review pursuant to Chapter 380.06, Florida Statutes, and may result in Hillsborough County ordering a termination of development activity pending such review.

J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Amended and Restated Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Amended and Restated Development Order. In the event of a deviation, the County Administrator may issue a notice of such noncompliance to the Developer or the County Administrator may immediately recommend that the Board of County Commissioners establish a hearing to consider such deviations.

K. The Developer shall file an annual report in accordance with Section 380.06(18),

Florida Statutes, and appropriate rules and regulations. Such report shall be due on June 30th for each year until and including such time as all terms and conditions of this Amended and Restated Development order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Amended and Restated Development Order. The Developer shall be notified of any Board of County Commissioner's hearing wherein such report is to be reviewed. Provided, however, that the receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Amended and Restated Development Order. This report shall contain:

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

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

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

4. A statement setting forth the name(s) and address of any heir, assignee or

successor in interest to this Developer Order.

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

M. This Amended and Restated Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes, as amended.

N. Upon adoption, the Amended and Restated Development Order shall be transmitted by the Ex-Officio Clerk to the Board of County Commissioners, by certified mail or other delivery service for which a receipt as proof of service is required, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and the Developer.

O. Revisions to the development not contemplated or addressed within this Amended and Restated Development Order shall be subject to Tampa Bay Regional Planning Council's incremental review fee.

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project in accordance with the proposed phasing schedule contained in Table 20-1, attached hereto, is an integral part of the Amended and

Restated Development Order conditions. Therefore, if the Developer elects to amend the proposed phasing schedule, he shall submit said amendments to the County for review and approval, which approval shall not be withheld for mere acceleration of phases if the terms of this Order are otherwise fully complied with. It is the intent of this provision to insure that all prerequisites for each phase of the project are complied with. For purposes of this Order, a phase shall be considered complete upon issuance of the final certificate of occupancy for the phase. Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes.

2. This Amended and Restated Development Order shall remain in effect for a period up to and including December 31, 2012. Any development activity for which plans have been submitted to the County for its review and approval prior to the expiration date of this Amended and Restated Development Order may be completed in accordance with the requirements of the Amended and Restated Development Order, if approved. This Amended and Restated 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.

3. Physical development on site has commenced.

4. The development shall not be subject to down-zoning, unit density reduction, or intensity reduction until December 31, 2012 unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Amended and

Restated Development Order have occurred or the Amended and Restated 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. Infrastructure

The developer acknowledges that any Revised Phase I excess infrastructure capacity constructed to potentially serve latter phases shall be at the developer's risk and shall not vest latter phase development rights.

C. Transportation

1. General Transportation Conditions

a. A transportation improvements plan for the Ruskin/Sun City area in cooperation with Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC), the Tampa Urban Area Metropolitan Planning Organization (MPO) and developers in the study area shall be developed. The plan shall consider all approved developments in the area including previously approved DRI, and projected development. The plan shall be completed prior to any Revised Phase II approval. Ongoing or proposed studies such as the Big Bend Area Comprehensive Plan amendment or the Comprehensive Plan Update may serve to meet this requirement. If required by Hillsborough County the developer shall contribute to such study on a fair share basis and receive credits if any provided for in the Thoroughfare Plan and the Road Network Improvement Ordinances. In lieu thereof, issuance of a Development Order approving an area wide DRI including the

project site shall satisfy this requirement. This transportation plan or area wide DRI traffic analysis shall include but not be limited to:

(1) The regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional major roadways to be constructed within the study area.

(2) The existing, approved, and projected development to be included within the plan.

(3) An assessment of the traffic impact of existing, approved and projected development.

(4) An evaluation and recommendation of mass transit alternatives to additional road improvements.

(5) A recommendation of specific implementation methods, strategies and programs.

b. To assure that the transportation impacts of this development have been accurately projected by the ADA traffic analysis, the developer shall conduct field surveys and a report of findings to determine actual external vehicle and transit trips generated by Southbend every year after the initial certification of occupancy and issued through project build-out as part of the annual report. This survey and report shall be conducted by the applicant and shall be approved by Hillsborough County, the Tampa Urban Area MPO, and FDOT and the TBRPC. After review of the survey and report findings, the reviewing agencies or developer may require that the Amended and Restated Development Order be revised accordingly.

c. An annual monitoring program will be started when fifty percent (50%) of Revised Phase I tripmaking, as calculated using standard ITE Trip Generation Rates, has been achieved. This annual monitoring report will be reported as part of the Annual report referenced in subsection 8 below, and will continue until buildout. The annual reports shall provide information regarding the total development which has been permitted an its equivalent in trips, and shall project the development/trips anticipated for the following year. The monitoring program will record driveway volumes in the evening peak hour and on a daily basis. If the driveway volumes exceed those projected in the DRI/ADA for Revised Phase I, and prior to commencement of Phase II, a new traffic analysis consistent with Section 380.06, F.S. will be required. The revised transportation analysis 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.

d. Annually, for inclusion in the annual report, the Developer shall complete an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified below:

(1) Big Bend Road at the western driveway;

(2) Big Bend Road at Covington Garden Drive. (THIS WARRANT STUDY HAS BEEN COMPLETED.)

Should it be determined that a warrant study is required, the Developer shall provide same in the annual report. Furthermore, if a traffic signal is

warranted, and the results are approved by Hillsborough County, then the developer shall submit 100 % signal design plans to Hillsborough County within 120 days of Hillsborough County approval. In addition, the developer shall also submit 100 % design plans for the construction of a second left turn lane on Big Bend Rd at the approved signalized intersection. Construction of the traffic signal and second left turn lane shall commence within 120 days of approval of the final signal and roadway design plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is warranted, then the developer shall comply with the timing schedule described above.

e. Annually, for inclusion in the annual report, if the developer elects to choose Mitigation Alternative 1, then the Developer shall complete an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified in Alternative 1. Should it be determined that a warrant study is required, the Developer shall provide same in the annual report. Furthermore, if a traffic signal is warranted, and the results are approved by Hillsborough County, then the developer shall submit 100% signal design plans to Hillsborough County within 120 days of Hillsborough County approval. In addition, the developer shall also submit 100 % design plans for the construction of a second left turn lane on Big

Bend Road at the approved signalized intersection. Construction of the traffic signal and second left turn lane shall commence within 120 days of approval of the final signal and roadway design plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is warranted, then the developer shall comply with the timing schedule described above.

Revised Phase 2: Conceptual approval of this phase is accorded. A transportation analysis must be submitted and approved in accordance with Section 380.06, F.S. prior to initiation of Revised Phase 2 development. Any resulting transportation improvements necessitated by the addition of Phase II development will be specified and incorporated into the Development Order.

f. The Developer previously received approval for former Subphase IA, consisting of 1,214 dwelling units. No access on US 41 is permitted in conjunction with the development of 1,214 dwelling units. The following improvements were previously required and completed for former Subphase IA:

(i) At the intersection of Big Bend Road and the east project entrance, construct a westbound left-turn lane, eastbound right-turn lane, northbound right-turn land and left turn lanes, and provide signalization when warranted by the MUTCD. These improvements are of total benefit to the project. (NOTE: The turn lane improvements have been completed. The signalization will be

provided when warranted.)

(ii) At the intersection of Big Bend Road and I-75 east ramps, provide signalization when warranted.

g. No development shall occur within the south 600 feet of the southernmost property boundary, as depicted on Map H, until the final alignment of the Apollo Beach Boulevard Extension is determined by the Developer and Hillsborough County.

2. Mitigation Alternatives. The developer at its option, may select one of the following alternatives to mitigate the project's transportation impact:

a. Alternative 1

Revised Phase I: No building permits shall be issued for Revised Phase I, in excess of the 1,214 units approved as former Phase IA, until funding commitments are secured from responsible entities for the following roadway improvements:

- Roadways
  - Four (4) lane US 301 from Balm Road to Big Bend Road
  - Add eastbound lane on Big Bend Road from US 41 to I-75
- Off Site Intersections
  - Add eastbound right turn lane on Big Bend Road at US 41
  - Add northbound left turn on I-75 West Ramp at Big Bend Road
  - Add dual eastbound and northbound left turn lane on Big Bend Road at US 301

- Extend NB through lanes a ¼ mile on US 301 at Big Bend
- Signalize US 301 at 19th Avenue when warranted
- Signalize US 301 at Balm Road when warranted
- Signalize Big Bend Road at I-75 East Ramp when warranted

- Driveway Improvements
  - Big Bend Road western driveway requires a northbound left, through and right turn lane, eastbound right turn lane and westbound dual left turn lane with signalization when warranted
  - Big Bend Road at Covington Garden Drive requires a northbound left, through and right turn lane, eastbound right turn lane and dual westbound left turn lanes with signalization when warranted

b. Alternative 2: 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. Such subphasing shall be acceptable under the following conditions.

(i) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

(ii) Funding commitments for roadway improvements will be required when the regional roadway operates below daily LOS C and LOS D at peak hour and the development contributes 5% or more of the existing

daily LOS C and LOS D at peak hour existing capacity of the facility.

c. Alternative 3

In lieu of funding all of the transportation improvements identified in Alternative 1 or Alternative 2, the Developer may elect Alternative 3 to proceed with the development of greater than 1,214 dwelling units. The requirements of Alternative 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of Revised Phase 1 of the Development on the regionally significant transportation highway facilities within the primary impact area. Any approval of this mitigation/curing mechanism is based on the Development'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 Hillsborough County, TBRPC and DCA policies regarding pipelining transportation impacts.

(1) This pipeline option may be elected as full and complete satisfaction of the Developer's obligation to mitigate Revised Phase I transportation impacts of the Development.

(2) The required Pipeline Improvement (the "Pipeline Improvement") under this Alternative 3, which includes the "Required Design", the "Required Right-of-Way Acquisition" and the "Required Construction" as defined below, shall be as follows:

(3) The construction of two lanes of the Western North/South Roadway shown on Map H, from Big Bend Road to the southern

Development Boundary of the Southbend Planned Development (PD 86-154, as amended). This alignment is conceptually depicted on Map H. The Developer shall provide 124 feet of right-of-way to allow for the ultimate construction of a four lane divided facility, including, but not limited to, sidewalks, carriage way, landscaping, signalization when warranted, and wetland mitigation, plus sufficient right-of-way for drainage for the Western North/South roadway segment. The roadway shall be designed and constructed as a two lane divided roadway, expandable to four lanes within the median. Right turn lanes and left turn lanes, where permitted, shall be constructed on the roadway at each project access. (The foregoing collectively referred to as the "Pipeline Improvements"). The Developer shall construct, at the intersection of Big Bend Rd and the Western North/South roadway, an eastbound right turn lane, a westbound left turn lane, and a northbound left turn lane, through lane, right turn lane, and signalization when warranted. The design of the intersection and the traffic signal shall accommodate dual northbound and westbound turn lanes and dual northbound right turn lanes at the intersection of Big Bend Road.

(4) All roadway plans shall be submitted for review and approval by Hillsborough County at the 30%, 60%, 90% and 100% complete stage. If Hillsborough County does not complete its review within thirty (30) days after each submittal, the County's review time shall be added to the time allowed for completion of the Required Design as provided herein.

(5) Buildings within the Development shall be subject to the adopted Consolidated Impact Assessment Program Ordinance (the "Impact Fee Ordinance"), as it may be amended from time to time. All eligible transportation contributions, costs and expenses borne by the Developer pursuant to this Development Order, including but not limited to costs for right-of-way, design, construction and construction inspection of the Pipeline Improvement may be considered for transportation impact fee offsets pursuant to the Impact Fee Ordinance. Nothing herein shall be construed as a waiver of Developer's right to contest the validity of, or to apply for offsets under, the Impact Fee Ordinance or the impact fees assessed thereunder.

(6) The Developer will comply with the following time schedule for construction of the Pipeline Improvements:

(a) The Developer will dedicate or convey the required right-of-way to the southern boundary of Tract 8 prior to Final Plat approval for any development within Tract 8. The Developer will dedicate or convey the required right-of-way for the southern portions of the Pipeline Improvement (south of Tract 8) prior to Final Plat approval for any development within either Tract 22 or Tract 23 (whichever occurs first).

(b) Developer will submit the 30% roadway plans for the Pipeline Improvements to the County for review and approval within 120 days of dedication of the roadway. Subsequent submittals of

roadway plans for 60% design, 90% design and 100% design shall be submitted within 90 days of the County's approval of the previously submitted plans.

(c) Construction of the Pipeline Improvements shall be completed within 3 years of final approval by the County of the 100% roadway plans.

(d) In the event that the performance by the Developer of the commitments set forth in this Development Order shall be interrupted or delayed by war, riot, strike, civil commotion, natural disaster or other event beyond Developer's control, then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Development Order shall be interrupted or delayed in connection with the necessary governmental approvals from the construction of the Pipeline Improvement and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to

remedy the effects thereof.

(7) Upon request of the Developer, prior to development beyond Phase I, a determination shall be made by Hillsborough County and coordinated by the County in writing with the other appropriate agencies whether or not a pipeline option for mitigation for the next Phase or Phases of the Development is permitted by then existing rules and regulations. If so, the Development Order may be amended to identify a pipeline project(s) and proportionate share amount which will mitigate the next Phase of the Development with due consideration given for all improvements and contributions made by the Developer to mitigate traffic impacts. If Hillsborough County determines that a pipeline option is not appropriate, transportation mitigation for the next Phase of the Development shall be determined in accordance with other then applicable rules of Hillsborough County, TBRPC and DCA.

3. Developer is entitled to relocate various uses geographically within the project and trade off land uses in accordance with the following table without additional approvals from the Department of Community Affairs and the Tampa Bay Regional Planning Council. The geographic relocation of land uses shall not be permitted within any area designated as preservation or conservation areas. In seeking approval of a specific Land Use Exchange, the Developer shall prepare and submit to the County a request which demonstrates that the impacts generated by the proposed land use mix will not exceed the impacts for transportation, potable water, wastewater treatment, solid waste disposal, drainage and parks

and recreation which are authorized in this Amended and Restated Development Order. Additionally, the Developer shall demonstrate that the proposed land use mix will not generate additional demand for affordable housing beyond the amount for which the supply of affordable housing has been demonstrated to be available. The application of the LUTM will be limited so that the total approved development for each approved land use category will not be exceeded.

Upon submission of a request to the County to implement this section of the Amended and Restated Development Order, all application materials and information necessary to support approval of such a request shall be provided to the Department of Community Affairs and the TBRPC by the Developer. The Developer shall provide written notification to the Department and TBRPC of the approval or denial of any land use exchange requested by the Developer. Further, the approval of any land use exchange request shall be included in the Annual Report which covers the reporting period in which the land use exchange was approved. With the submittal of any Notice of Proposed Change requiring changes to this Amended and Restated Development Order, the Revised Master Development Plan and Phasing Schedule shall be amended to reflect any Land Use Exchange(s) that have been approved since the issuance of the Amended and Restated Development Order or last amendment to the Amended and Restated Development Order. Such change considered by itself shall not constitute a substantial deviation. Changes to the Phasing Schedule under this paragraph do not include extensions to the buildout date.

The land use exchange request shall contain information sufficient to enable the County to determine that the impacts of the revised land use mix do not exceed the impacts

of the land use mix being replaced. The quantifiable impacts will be measured based upon the relevant factors then currently used by the County (e.g. ITE trip generation rates, EDU tables solid waste generation factors, etc.). The Developer shall verify the appropriate factors with County staff prior to the submittal of any such land use exchange request.

The traffic impacts of the revised land use mix shall be deemed by the County not to exceed the approved traffic impacts of the land use mix being replaced so long as the changes does not increase the p.m. peak hour total traffic and the relative proportions of trips produced by attractors and the trips produced by generators remains substantially the same for the phase or subphase. In the event that the attractor/generator proportions are not substantially the same, as determined by the County, additional information may be required to assess trip distribution, intersection(s) performance and/or particular roadway segments designated by the County.

Table 5 which follows includes conversion factors for equating traffic impacts of exchanges of land uses with similar travel characteristics. The incorporation of this land use exchange mechanism shall not operate to permit the Developer to develop any land use which will generate peak hour trips in excess of the total number of p.m. peak hour trips for which it has obtained specific development order approval.

TABLE 5
Land Use Trade-off Matrix

To From	Single Family	Multi Family	Office	Service Center	Light Industrial	Commercial
Single Family	1	1.15	N/A	N/A	N/A	N/A
Multi Family	0.87	1	N/A	N/A	N/A	N/A
Office	N/A	N/A	1	1.14	1.61	N/A
Service Center	N/A	N/A	0.88	1	1.41	N/A
Light Industrial	N/A	N/A	0.62	0.71	1	N/A
Commercial.	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

N/A= Not Applicable

The following maximum and minimum development thresholds are incorporated for Revised Phase I:

	Maximum	Minimum
Single Family	2,175 units	1,347 units
Multi-Family	833 units	0 units
Office	176,820 sq. ft.	45,540 sq. ft.
Service Center	287,712 sq. ft.	138,528 sq. ft.
Light Industrial	160,000 sq. ft.	0

1. Single Family and multi family trade-off calculated based upon dwelling units.

2. Office, Service Center and Light Industrial trade-off calculated based upon gross square feet.

3. The Land Use Exchange may be applied to alter the mix of land uses specifically approved for Revised Phase I, in accordance with the Land Use Trade-Off Matrix. Changes between land use categories designated N/A will require submittal of a Notice of Proposed Change application by the Developer.

4. Any proposed Land Use Exchange which results in an increase which creates a reasonable likelihood of additional impacts for potable water, wastewater treatment, or solid waste disposal in approved Revised Phase I, will require confirmation of utility service availability from Hillsborough County. The approved impacts for Revised Phase I are 737,930 gallons per day of potable water usage, 619,989 gallons per day of wastewater treatment demand, and 12.26 tons per day of solid waste disposal demand.

5. All studies, monitoring programs and reports required in Section C, Paragraph 7 hereof (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.

6. The developer shall be required to conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed phase modal splits of 2.5%, 3.5% and 4.7% and shall monitor them with each annual report.

(1) Access and internal arterial and appropriate collector road geometrics shall accommodate a 96" wide by forty (40) feet long advance design coach.

(2) The Developer shall provide shelters and pullout bays along the on-site transit route on the internal arterial or collector roads as and when deemed appropriate by HART Authority. Shelter locations shall be reasonably 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.

(3) Transit schedule/information displays will be provided, at a minimum, at each on-site bus stop by the developer.

(4) Maintenance of transit amenities such as shelters, benches, and schedule displays shall be the responsibility of HART Authority. Maintenance of landscaping adjacent to transit amenities shall be the responsibility of the developer.

(5) 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 HART Authority.

7. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right-of-way and transportation improvements although their payment will be credited towards any Pipeline Improvements if consistent with the provisions of the impact fee regulations.

D. ENVIRONMENTAL

1. Hillsborough County shall reserve the right to require that the developer undertake mitigative measures or a revision of the master General Development Plan to alleviate any potential impacts of the project on ambient air quality.

2. To reduce fugitive dust and other adverse air emissions the developer shall undertake the measures referenced on pages 13-6 and 13-7 of the ADA to reduce fugitive dust and other adverse air emissions. Specifically the developer shall ensure that:

(a) The cleared and disturbed areas shall be sodded, seeded, mulched, or planted with landscape material as soon as practicable.

(b) The side slopes of detention ponds will be sodded or natural vegetation will be encouraged to grow.

(c) Wind erosion will be controlled through sprinkling or other appropriate means.

3. The developer agrees that representative stands of each upland vegetative community type listed on page 18-1 of the ADA shall be set aside in their natural state in order to maintain natural diversity on the site. These areas shall be designated on the General Development Plan to serve as conservation areas and shall be of sufficient size so as to maintain their natural function. To the extent possible these areas should be located contiguous to other habitats, conserved so as to enhance their value. The Developer may create oversized lots by platting within the Oak Hammock Preserve, provided that the minimum lot size requirements for each such lot shall be met using land located outside the preserve. In the event oversized lots are platted into the preserve, the Developer shall prepare and record a conservation easement in favor of Hillsborough County in accordance with the requirements of 704.06, Florida Statutes (1997), prior to final plat approval. The conservation easement shall encompass the entire area of the Oak Hammock shown on Map "H" dated April 13, 1999.

4. The portions of the Southbend site which meet the definition of preservation and conservation areas, as defined in the Council's adopted growth policy, Future of the Region, Sections 2.701 and 2.702 shall be so designated on the revised General Development Plan submitted to Hillsborough County for Planned Unit Development approval.

5. Prior to the issuance of any permits a Final Drainage Plan for the Project or any subphase thereof shall be submitted to Hillsborough County, DEP, SWFWMD and TBRPC for review and to Hillsborough County for approval.

6. In order to protect water quality, the following parameters shall be included in the Project drainage plan(s):

a. The drainage system shall be designed to provide retention, or detention with filtration/assimilation treatment for the first "flush" of runoff generated from the site as required by 17-25 FAC and 40D-4 Rules of the SWFWMD.

b. Best Management Practices recommended by Hillsborough County shall be adhered to.

7. In the event that any species listed in Sections 39-27.03-.05, F.A.C. are observed frequenting the site for nesting, feeding, or breeding, proper protection and mitigation measures shall be employed in cooperation with the Florida Fish and Wildlife Conservation Commission.

8. Prior to the issuance of detailed site plan approval or Land Alteration permits, the developer shall stipulate to the satisfaction of Hillsborough County the manner by which any onsite gopher tortoise colonies shall be preserved or relocated. Copies of any required

permits relative to any on-site gopher tortoise population shall be provided to Hillsborough County and TBRPC. An acceptable plan detailing how the gopher tortoise population will be accommodated, protected and monitored shall be submitted to Hillsborough County, the Florida Fish and Wildlife Conservation Commission and TBRPC. The plan shall be submitted prior to any clearing activities or building permits for Revised Phase I.

9. Prior to any site alteration the developer shall institute a quarterly monitoring program to establish background conditions and the quality of surface water exiting the site. Quarterly monitoring shall begin at least thirty (30) days prior to the actual development commencement and shall continue through buildout. The monitoring results shall be submitted to the DEP, SWFWMD, the Hillsborough County EPC, and TBRPC quarterly. Any violation of Chapter 17-3 F.A.C. shall require corrective measures as set forth by DEP.

10. The developer, his assigned agents or successors or assigns shall be responsible for the maintenance of all open space/recreation areas and landscaped areas within each phase of the development. This does not include water retention/detention ponds in platted subdivisions with public streets or the dedicated 4.0 acre park.

11. The developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for landscape and open space irrigation prior to the issuance of Certificates of Zoning Compliance.

12. The developer shall designate a private management entity responsible for maintenance and operation of any on-site wells, prior to the issuance of any detailed site plan approval.

13. Water-saving methods and fixtures shall be incorporated into Southbend

design and construction.

14. The Developer shall complete an Environmental Monitoring Plan (EMP) containing proposed water quality monitoring for baseline, surface and groundwater conditions for the property added to the project pursuant to the Amended and Restated Development Order.

E. PUBLIC FACILITIES

1. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the developer will participate in the provision or expansion of internal and external water supply, supply lines, and facilities to service Southbend. This shall include the capping or use of current onsite wells and/or any drilling of new wells for potable or non-potable water. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction. Hillsborough County shall provide water service to this development.

2. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall ensure provision of fire flows acceptable to Hillsborough County and of any additional fire fighting facilities/manpower/equipment required to serve the project beyond that budgeted by Hillsborough County. Prior to the issuance of building permits for a structure of 4 or more stories, a career ladder company shall be provided by the developer, unless otherwise determined by Hillsborough County.

3. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the

manner by which the Developer will participate in the provision of wastewater treatment facilities that will serve the Southbend development.

4. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall provide documentation to Hillsborough County of an approved master plan for wastewater collection, treatment and effluent disposal facilities.

5. Prior to issuance of detailed site plan approval for each phase of the development, 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 development.

6. Prior to specific approval of Phase II, the Developer will obtain verification from the appropriate County utility departments of service for the anticipated public facility volumes (i.e. potable water, wastewater, and solid waste).

F. HAZARDOUS WASTE

1. The Developer or its assigns shall implement a site specific groundwater monitoring program for all activities which require the handling of hazardous or toxic substances as required by Hillsborough County, the Environmental Protection Commission and the Florida Department of Environmental Protection.

2. The Developer shall ensure that those individual tenants who use, handle, store, or process hazardous wastes provide an emergency response and hazardous waste management operation plan to minimize hazards to human health and the environment. The plan will describe the procedures and actions required of facility personnel as well as describe the arrangements agreed to by local police and fire departments, emergency services

and hospitals. Individual tenant plans will be included in the annual report following their adoption.

3. All temporary storage facilities for hazardous or toxic materials or wastes will be designed at a minimum to meet the criteria set forth in the Future of the Region, to the extent that there is no conflict with Hillsborough County hazardous waste management plans.

4. In accordance with local government policy and appropriate environmental regulations, the Developer shall ensure through restrictive covenants that producers of hazardous waste shall handle and store such waste on site in properly designed areas and prepare those products for shipment to hazardous waste transfer facilities designated by Hillsborough County.

G. HISTORICAL OR ARCHAEOLOGICAL

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

H. ENERGY MANAGEMENT AND FLOOD CONTROL

1. The Developer shall hold discussions and cooperate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, concerning the feasibility of designating the Southbend Regional Mall and/or hotels as public hurricane evacuation shelters. A report on the final outcome of these discussions shall be submitted in the annual reports immediately following issuances of certificates of occupancy for the hotel(s) and mall.

2. The developer or its assigns shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The developer shall prepare a plan to ensure the safe and orderly evacuation of hotel guests, residents and those employees who, for security or administrative reasons, are in buildings after an evacuation order is issued. Cooperative measures include (1) ordering all buildings closed for the duration of a hurricane evacuation order; (2) informing all employees and residents of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report submitted after occupancy of any portion of the project.

3. Elevations for all habitable structures shall be at or above the base flood elevation.

I. ENERGY CONSERVATION

The energy conservation measures referenced on page 25-4 of the ADA 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:

1. The initiation of programs to promote energy conservation by employees, buyers, suppliers and the public.

2. Reduction in levels of operation of all air conditioning, heating and lighting systems during non-business hours.

3. Recycling programs.

4. The use of energy-efficient cooling, heating and lighting systems.

5. Installation of innovative energy conservation features such as waste heat recovery or solar power where feasible in project development.

6. Use of the most energy efficient technology economically feasible in the construction and operation of commercial facilities and life-cycle costing (to include operation and maintenance costs) in evaluating energy conservation effectiveness.

J. SCHOOLS AND PARKS

1. The developer shall dedicate a 4.0 acre parcel of Southbend for use as a park site which shall be owned and maintained by Hillsborough County. If the park site is not accepted by Hillsborough County, the site may be used for single-family or townhome residential development only so long as the total number of dwelling units on site does not exceed 2,810. (**Note:** The park site and adjacent upland preserve have been deeded to Hillsborough County pursuant to that certain deed recorded at OR Book 11752, Page 1285.)

2. The developer shall dedicate to the School Board upon request of the School Board, usable land for one 15.5 acre elementary school site of which 3.5 acres may be shared with the adjacent park site. If the school site is not accepted by the Hillsborough County School Board, the site may be used for single-family or townhome residential development only so long as the total number of dwelling units on site does not exceed 2,810. (**Note:** The school site has been deeded to the Hillsborough County School Board pursuant to that certain deed recorded at OR Book 13274, Page 0570.)

K. BUFFERS

Non-residential 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.

L. EQUAL OPPORTUNITY

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

M. GENERAL

1. Any change to the project which meets the criteria set forth in Subsection 380.06(19) (b), F.S., shall constitute a substantial deviation.

2. Any approval of the Southbend development shall, at minimum, satisfy the provision of Subsection 380.06(15), F.S.

3. Any approval of this development shall require that all of the Developer's commitments set forth in the ADA be honored, except as they may be superseded by specific terms of the Amended and Restated Development Order.

4. The Covington Park Community Development District is hereby authorized to undertake the funding, construction, operation and/or maintenance of any of the projects, whether within or without the boundaries of the District, which are identified within this Amended and Restated Development Order.

APPROVED BY COUNTY ATTORNEY

BY _____
Approved As To Form And
Legal Sufficiency

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, Pat Frank, 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 meeting of September 27, 2005, as the same appears of record in Minute Book 352, of the Public Records of Hillsborough County Florida.

WITNESS my hand and official seal this 26th day of October 2005.

PAT FRANK, CLERK OF CIRCUIT COURT

By: _____
Deputy Clerk

BOARD OF COUNTY COMMISSIONERS HILLSBOROUGH COUNTY FLORIDA SEAL

TABLE 20-1

Phasing Schedule

Land Use	Revised Phase 1 12/31/2010	Revised Phase 2 12/31/2012	Total
Regional Commercial		1,000,000 sf	1,000,000 sf
Office	111,180 sf	542,820 sf	654,000 sf
Hotel		200,000 sf (500 rooms)	200,000 sf (500 rooms)
Neighborhood Commercial	110,000 sf		110,000 sf
Service Center	213,120 sf	426,880 sf	640,000 sf
Light Industrial	* 160,000 sf	1,440,000 sf	1,600,000 sf
Multi-Family Residential		300 du	300 du
Town House Residential		322 du	322 du
Single Family Residential	2,175 du		2,175 du
Totals	2,175 du 594,300 sf	622 du 3,609,700 sf	2,797 du 4,204,000 sf

* If light industrial development does not occur on the southern 30 acres of Tract 7 within two years following the construction of the roadway along its eastern border, then residential development shall be permitted.

EXHIBIT A

(Legal Description)

SOUTHBEND DRI

LEGAL DESCRIPTION

"Thompson Tract - Parcel 1"
DESCRIPTION: From the Southeast corner of Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.89°00'58"W., 60.00 feet, along the south boundary of said Section 14 to the westerly right-of-way line of Access Road No. 1 for State Road 93-A (Section 10075-2403) and the POINT OF BEGINNING; thence N.89°00'58"W., 2583.54 feet, along the South boundary of said Section 14 to the Southwest corner of the Southeast 1/4 of said Section 14; thence N.88°59'26"W., 2268.11 feet, along the South boundary of said Section 14 to the East boundary of the West 375.00 feet of said Section 14: thence N.00°53'16"E., 1444.37 feet, along said East boundary to the Southeasterly right-of-way of the Seaboard System Railroad (formerly Seaboard Coast Line Railroad); thence N.28°37'52"E., 4093.43 feet along the Southeasterly right-of-way line to the southerly right-of-way line of Big Bend Road (S.R. 672); thence along said Southerly right-of-way line the following six (6) courses, (1) S.87°37'25"E., 488.62 feet; (2) thence N.88°10'56"E., 300.81 feet; (3) thence N.84°24'25"E., 302.93 feet; (4) thence S.87°37'25"E., 1500.00 feet; (5) thence S.84°02'29"E., 233.08 feet; (6) thence S.88°36'40"E., 172.77 feet to a point on the East boundary of said Section 14; thence leaving said Section 14 and entering Section 13, Township 31 South, Range 19 East, S.88°37'40"E., 20.42 feet along said Southerly right-of-way line of Big Bend Road (S.R. 672) to the Westerly right-of-way line of Access Road No. 1; thence S.00°45'33"W., 2363.99 feet, along said Westerly right-of-way line to the beginning of a curve (having a radius of 267.13 feet, a central angle of 30°00'00", and a chord bearing and distance of S.15°45'33"W., 138.28 feet) along said Westerly right-of-way line, leaving said Section 13 and re-entering said Section 14, to a point of reverse curvature; thence Southerly, 172.79 feet, along the arc of a curve to the left (having a radius of 330.00 feet, a central angle of 30°00'00", and a chord bearing and distance of S.15°45'33"W., 170.82 feet) along said Westerly right-of-way line to the end of said curve; thence S.00°45'33"W., 2388.11 feet, along said Westerly right-of-way line to the POINT OF BEGINNING.

Containing 490.062 acres, more or less.

AND

"Thompson Tract - Parcel 2"
DESCRIPTION: BEGINNING at the southwest corner of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°45'33"E., 2388.35 feet, along the West boundary of said Section 13 and the Easterly right-of-way Line of Access Road No. 1 for State Road 93-A (Section 10075-2403) to the beginning of a curve to the right; thence Northerly 141.37 feet, along the arc of said curve (having a radius of 270.00 feet, a central angle of 30°00'00", and a chord bearing and distance of N.15°45'33"E., 139.76 feet) along said Easterly right-of-way line to a point of reverse curvature; thence Northerly, 171.28 feet, along the arc of a curve to the left (having a radius of 327.13 feet, a central angle of 30°00'00", and a chord bearing and distance of N. 15°45'33" E., 169.34 feet) along said Easterly right-of-way line to the end of

EXHIBIT "A"

said curve; thence N.00°45'33"E., 2363.35 feet, along said Easterly right-of-way line to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88°37'40"E., 1242.35 feet, along said Southerly right-of-way line to the East boundary of the West 1/4 of said Section 13; thence S.00°33'29"W., 5024.02 feet, to the Southeast corner of the West 1/4 of said Section 13; thence N.89°47'45"W., 1339.96 feet, along the South boundary of said Section 13 to the POINT OF BEGINNING.

Containing 149.310 acres, more or less.

AND

"Sumner Tract"
DESCRIPTION (as furnished): That part of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, lying west of the west right-of-way line of Interstate Highway 75 LESS right-of-way for Big Bend Road (C.R. 672), Hillsborough County, Florida. Less I-75 Limited Access Right-of-way as contained in that certain Order of Taking recorded November 22, 1978 in O.R. Book 3444, Page 1138 and contained in that certain Stipulated Final Judgment recorded June 29, 1981 in O.R. Book 3824, Page 164; and LESS that portion shown in that certain Order of Taking (Case #79-13223) recorded December 26, 1979 in O.R. Book 3605, Page 341, and contained in that certain Final Judgment recorded in O.R. Book 3642, Page 42 and re-recorded in O.R. Book 3659, Page 931. Corrected Final Judgment recorded in O.R. Book 3865, Page 1297 and re-recorded in O.R. Book 3878, Page 825, Public Records of Hillsborough County.

And being more particularly described as follows:

DESCRIPTION: BEGINNING at the Southwest corner of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°33'29"E., 5024.02 feet, along the West boundary of the East 1/2 of the West 1/2 of said Section 13 to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88°37'40"E., 196.17 feet, along said Southerly right-of-way line; thence S.79°49'13"E., 300.43 feet along the Southerly Limited Access right-of-way line for I-75 (S.R. 93-A); thence S. 84°48'50"W., 462.89 feet, along said- Limited Access right-of-way line; thence leaving said right-of-way S.14°03'11"W., 25.30 feet; thence S.21°38'02"E., 140.36 feet; thence S.12°04'42"E., 1498.28 feet, to the East boundary of the East 1/2 of the West 1/2 of said Section 13; thence S.00°22'09"W., 697.00 feet along said East boundary to the South-east corner of the Northwest 1/4 of said Section 13; thence S.00°22'17"W., 450.37 feet along the East boundary of the East 1/2 of the West 1/2 of said Section 13 to the Westerly limited Access right-of-way line of said I-75 (S.R. 93-A); thence S.14°53'03"W., 624.26 feet, along said Westerly Limited Access right-of-way line; thence S.16°01'48"W., 1618.97 feet, along said Limited Access right-of-way line to the South boundary of said Section 13; thence N.89°47'45"W., 746.05 feet, along said South boundary, to the POINT OF BEGINNING.

Containing 130.529 acres, more or less.

AND

"TECO Tract"
DESCRIPTION: Part of the West 375.00 feet of the Southwest 1/4 of Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

BEGINNING at the Southwest corner of said Section 14, run thence N.00°53'16"E., 121.06 feet along the West boundary of said Section 14; thence from a tangent bearing of S.85°00'36"E., Easterly 30.57 feet along the arc of a curve to the left (having a radius of 440.00 feet, a central angel of 03°58'50", and a chord bearing and distance of S.87°00'01"E., 30.56 feet) to the end of said curve; thence S.88°59'26"E., 344.46 feet to the East boundary of the West 375.00 feet of the Southwest 1/4 of said Section 14; thence S.00°53'16"W., 120.00 feet along said East boundary, thence N.88°59'26"W., 375.00 feet along the South boundary of said Section 14 to the POINT OF BEGINNING.

Containing 1.033 acres, more or less.

AND

"Paul B. Dickman Tract"
DESCRIPTION: Part of the Southeast 1/4 of Section 15, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:
BEGINNING at the Southeast corner of said Section 15, run thence N.89°20'15"W., 384.90 feet along the South boundary of said Section 15 to the Southeasterly right-of-way line of the Seaboard System Railroad; thence N. 28°37'32"E., 250.72 feet along said Southeasterly right-of-way line; thence S.61°22.28"E., 107.22 feet to the beginning of a curve to the left, thence Southeasterly, 181.51 feet along the arc of said curve (having a radius of 440.00 feet, a central angle of 23°38'08", and a chord bearing and distance of S.73°11'32"E., 180.22 feet to the East boundary of said Section 15; thence S.00°53'16"W, 121.06 feet along said East boundary to the POINT OF BEGINNING.

Containing 1.280 acres, more or less.

AND

"Expansion Area"
DESCRIPTION (As taken from Chicago Title Insurance Company, Commitment for Title Insurance, Agent's File Number 02F1776 dated August 27, 2002 and issued by Paramount Title Corporation):

That part of the Southeast ¼ of the Northeast ¼ of Section 22, Township 31 South, Range 19 East, lying South and East of existing railroad right-of-way, lying and being in Hillsborough County, Florida.

AND

The North ½ of Section 23, Township 31 South, Range 19 East, LESS the West 375 feet thereof, and LESS Interstate 75 Access Road and/or Bypass, said lands lying and being in Hillsborough County, Florida.

AND

The North 100 feet of the South 901.04 feet of the West 375 feet of the North ½ of Section 23, Township 31 South, Range 19 East, said lands lying and being in Hillsborough County, Florida.

AND

The South 100 feet of the West 375 feet of the North ½ of Section 23, Township 31 South, Range 19 East, said lands lying and being in Hillsborough County, Florida.

AND

The East ½ of the Southeast ¼ of Section 23, Township 31 South, Range 19 East, LESS the West 231 feet thereof and LESS Interstate 75 Bypass and/or Access Road, said lands lying and being in Hillsborough County, Florida.

Containing 402.8 acres, more or less.

EXHIBIT B

(Map H, dated June 28, 2005)

#1773834v1<TRANS1> - Final Development Order (October 25, 2005)

DRI #145

SOUTHBEND

Exhibit "B", Revised Map H
(October 2004)

Located in Original Development Order Book

#145

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

P.O. Box 1110
Tampa, Florida 33601
Telephone (813) 276-8100

March 22, 2004

JOHN MEYER DRI COORDINATOR
TAMPA BAY REGIONAL PLANNING COUNCIL
9455 KOGER BOULEVARD SUITE 219
ST PETERSBURG FL 33702

Re: Resolution No. R04-048 - Amending and Restating the Development Order for Southbend (DRI #145)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on February 24, 2004.

We are providing this original for your files.

Sincerely,

Gail M. Letzring

Gail M. Letzring,
Senior Manager, BOCC Records

md
Attachment
Federal Express AB# 8301 0852 0736
cc: Board files (orig.)
Charles Gauthier, Chief, DCA Bureau of State Planning
Erin McCormick Larrinaga, Attorney at Law
Susan Fernandez, Senior Assistant County Attorney
John Healy, Senior Planner, Planning & Growth Management
Beth Novak, County Attorney's Office
Jim Glaros, Assistant Chief Deputy, Valuation, Property Appraiser's Office

Resolution No.R04-048

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA,

AMENDING AND RESTATING THE DEVELOPMENT ORDER FOR SOUTHBEND DRI #145

Upon motion by Commissioner Frank, seconded by Commissioner Platt, the following Resolution was adopted by a vote of 7 to 0, Commissioner(s) _____ voting "No".

WHEREAS, in January, 1986, General Homes - Florida, Inc. filed an Application for Development Approval of a Development of Regional Impact (the "ADA") with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, said ADA proposed construction of a mixed-use development on approximately seven hundred and seventy seven (777) acres located in southwestern Hillsborough County, hereinafter referred to as "Southbend"; and

WHEREAS, the described project lies within the unincorporated area of Hillsborough County; and

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

WHEREAS, on November 25, 1986, the Hillsborough County Board of County Commissioners approved Resolution No. 86-260, the Development Order for the Southbend DRI

#145; and

WHEREAS, the Board of County Commissioners has adopted four amendments to the Development Order: (1) Resolution No. R92-0168, adopted on July 14, 1992 which extended the buildout date of development and all immediate phases thereof, and the expiration date of the Development Order, each by a period of four years, eleven months and fifteen days; acknowledged the acquisition of fee simple title to the 2.5 acre parcel of land in the southwest corner of the site, required to provide project access to U.S. Highway 41; and discontinued quarterly surface water sampling until such time as development commences; (2) Resolution No. R97-168, adopted on July 15, 1997 which combined a portion of Phase II development (Phase IIA) with Phase I for specific approval; extended the buildout dates and modified Map H accordingly; added a Land Use Trade Off Mechanism and geographic flexibility to the D.O.; revised or removed various conditions; and modified the annual reporting date from November 25 to June 30 of each year; (3) Resolution No. R99-074, adopted on April 13, 1999 which approved subphasing of the project (Phase IA) to recognize the immediate development of approximately 240 acres of the project for residential uses and the transportation mitigation required as a result thereof; extended the Phase IA buildout date to November 9, 2002; allowed flexibility in uses between single family, multi-family, and town home development; and modified the Development Order to conform language regarding approved phases, impact fee credits, and school and park dedications; and (4) Resolution No. R00-082 adopted on April 11, 2000 which amended the Development Order to provide that the Covington Park Community Development District is authorized to undertake the funding, construction, operation and/or maintenance of any of the projects whether within or without the boundaries of the District,

which are identified within the Development Order; and

WHEREAS, on March 11, 2003, Genstar Land Company, LLC (hereinafter the "Developer") filed a Notice of Proposed Change (NOPC) seeking to transfer the residential units from Phase IIB into Revised Phase I, and convert townhome and multi-family units to single family residential units; allow residential use instead of Light Industrial in Tract 8; convert 5.7 acres of Tract 3 to Residential (creating Tract 20) and convert Tract 15 to Office; change the location of the elementary school site as shown on Map H and approved by the Hillsborough County School Board; extend the buildout date for Revised Phase I to 2010 and the buildout date for Phase II to 2012; delete Specific Conditions IV.C.2., IV.C.3., and IV.C.4. to remove the requirements for the Transportation Systems Management program, as the transportation analysis accompanying the NOPC does not rely upon a TSM program; add an additional access point at the southern boundary of the Southbend Planned Development, PD 86-154; and identify the appropriate transportation mitigation for the development entitlements for Revised Phase I in excess of the 1214 single family and townhome units approved for former Phase IA; and

WHEREAS, on June 17, 2003, the Developer filed a First Sufficiency Response for the NOPC, and on September 26, 2003, the Developer filed a Second Sufficiency Response for the NOPC; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County has on February 24, 2004 held a duly noticed public hearing on said Notice of Proposed Change and has heard and considered testimony and other documents and evidence; and

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

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

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

I. FINDINGS OF FACT

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

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

C. All procedural requirements of Section 380.06, Florida Statutes, and the Hillsborough County Land Development Code have been complied with.

D. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City-County Planning Commission, and the Tampa Bay Regional Planning Council and other affected agencies.

II. CONCLUSIONS OF LAW

Based upon the compliance with the terms and conditions of this First Amended and Restated Development Order, the following Conclusions of Law are made:

A. The development will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.

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

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

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

E. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Amended and Restated Development Order.

F. The NOPC is approved subject to all terms and conditions of this First Amended and Restated Development Order, including the revised Map "H" dated January 8, 2004, attached hereto as Exhibit "B" and incorporated herein by reference.

G. The 2015 Future Land Use Map for Hillsborough County designates the area within which this land lies as a mix of Research Corporate Park, Regional Commercial, Light Industrial, Low Medium Density Residential and Low Density Residential.

III. GENERAL PROVISIONS

A. The legal description set forth in **Exhibit A** is hereby incorporated into and by reference made a part of this First Amended and Restated Development Order.

B. All provisions contained within the NOPC, First Sufficiency Response, and Second Sufficiency Response shall be considered conditions of this First Amended and Restated Development Order unless inconsistent with the terms and conditions of this First Amended and Restated Development Order, in which case the terms and conditions of this First Amended and Restated Development Order shall control.

C. This Resolution shall constitute the First Amended and Restated Development Order of Hillsborough County in response to the NOPC for the Southbend Development of Regional Impact.

D. The definitions contained in Chapter 380, Florida Statutes, shall govern and apply to this First Amended and Restated Development Order.

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

F. In the event that any portion or section of this First Amended and Restated Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this First Amended and Restated Development Order which shall remain in full force and effect.

G. Whenever this First Amended and Restated Development Order provides for or

otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected government agencies and departments as are or may be designated by the Board of County Commissioners of Hillsborough County to review developments set forth under applicable laws and rules governing developments of regional impact.

H. In each instance in this First Amended and Restated Development Order where the Developer is responsible for ongoing maintenance of facilities at Southbend, the Developer may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County and/or other agencies having jurisdiction, concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this First Amended and Restated Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation from the terms or conditions of this First Amended and Restated Development Order or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the Regional Planning Council shall result in further development of regional impact review pursuant to Chapter 380.06, Florida Statutes, and may result in Hillsborough County ordering a termination of development activity pending such review.

J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this First Amended and Restated Development Order. For

purposes of this condition, the County Administrator may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this First Amended and Restated Development Order. In the event of a deviation, the County Administrator may issue a notice of such noncompliance to the Developer or the County Administrator may immediately recommend that the Board of County Commissioners establish a hearing to consider such deviations.

K. The Developer shall file an annual report in accordance with Section 380.06(18), Florida Statutes, and appropriate rules and regulations. Such report shall be due on June 30th for each year until and including such time as all terms and conditions of this First Amended and Restated Development order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this First Amended and Restated Development Order. The Developer shall be notified of any Board of County Commissioner's hearing wherein such report is to be reviewed. Provided, however, that the receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this First Amended and Restated Development Order. This report shall contain:

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

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

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

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

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

M. This First Amended and Restated Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes, as amended.

N. Upon adoption, the First Amended and Restated Development Order shall be transmitted by the Ex-Officio Clerk to the Board of County Commissioners, by certified mail or other delivery service for which a receipt as proof of service is required, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and the Developer.

O. Revisions to the development not contemplated or addressed within this First Amended and Restated Development Order shall be subject to Tampa Bay Regional Planning Council's incremental review fee.

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project in accordance with the proposed phasing schedule contained in Table 20-1, attached hereto, is an integral part of the First Amended and Restated Development Order conditions. Therefore, if the Developer elects to amend the proposed phasing schedule, he shall submit said amendments to the County for review and approval, which approval shall not be withheld for mere acceleration of phases if the terms of this Order are otherwise fully complied with. It is the intent of this provision to insure that all prerequisites for each phase of the project are complied with. For purposes of this Order, a phase shall be considered complete upon issuance of the final certificate of occupancy for the phase. Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes.

2. This First Amended and Restated Development Order shall remain in effect for a period up to and including December 31, 2012. Any development activity for which plans have been submitted to the County for its review and approval prior to the expiration date of this First Amended and Restated Development Order may be completed in accordance with the requirements of the First Amended and Restated Development Order,

if approved. This First Amended and Restated 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.

3. Physical development on site has commenced.

4. The development shall not be subject to down-zoning, unit density reduction, or intensity reduction until December 31, 2012 unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the First Amended and Restated Development Order have occurred or the First Amended and Restated 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. Infrastructure

The developer acknowledges that any Revised Phase I excess infrastructure capacity constructed to potentially serve latter phases shall be at the developer's risk and shall not vest latter phase development rights.

C. Transportation

1. General Transportation Conditions

a. A transportation improvements plan for the Ruskin/Sun City area in cooperation with Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC), the Tampa Urban Area Metropolitan Planning Organization (MPO) and developers in the study area shall be developed. The plan

shall consider all approved developments in the area including previously approved DRI, and projected development. The plan shall be completed prior to any Revised Phase II approval. Ongoing or proposed studies such as the Big Bend Area Comprehensive Plan amendment or the Comprehensive Plan Update may serve to meet this requirement. If required by Hillsborough County the developer shall contribute to such study on a fair share basis and receive credits if any provided for in the Thoroughfare Plan and the Road Network Improvement Ordinances. In lieu thereof, issuance of a Development Order approving an area wide DRI including the project site shall satisfy this requirement. This transportation plan or area wide DRI traffic analysis shall include but not be limited to:

(1) The regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional major roadways to be constructed within the study area.

(2) The existing, approved, and projected development to be included within the plan.

(3) An assessment of the traffic impact of existing, approved and projected development.

(4) An evaluation and recommendation of mass transit alternatives to additional road improvements.

(5) A recommendation of specific implementation methods, strategies and programs.

b. To assure that the transportation impacts of this development have

been accurately projected by the ADA traffic analysis, the developer shall conduct field surveys and a report of findings to determine actual external vehicle and transit trips generated by Southbend every year after the initial certification of occupancy and issued through project build-out as part of the annual report. This survey and report shall be conducted by the applicant and shall be approved by Hillsborough County, the Tampa Urban Area MPO, and FDOT and the TBRPC. After review of the survey and report findings, the reviewing agencies or developer may require that the First Amended and Restated Development Order be revised accordingly.

c. An annual monitoring program will be started when fifty percent (50%) of Revised Phase I tripmaking, as calculated using standard ITE Trip Generation Rates, has been achieved. This annual monitoring report will be reported as part of the Annual report referenced in subsection 8 below, and will continue until buildout. The annual reports shall provide information regarding the total development which has been permitted an its equivalent in trips, and shall project the development/trips anticipated for the following year. The monitoring program will record driveway volumes in the evening peak hour and on a daily basis. If the driveway volumes exceed those projected in the DRI/ADA for Revised Phase I, and prior to commencement of Phase II, a new traffic analysis consistent with Section 380.06, F.S. will be required. The revised transportation analysis 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.

d. Annually, for inclusion in the annual report, the Developer shall complete

an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified below:

(1) Big Bend Road at the western driveway;

(2) Big Bend Road at Covington Garden Drive.

Should it be determined that a warrant study is required, the Developer shall provide same in the annual report. Furthermore, if a traffic signal is warranted, and the results are approved by Hillsborough County, then the developer shall submit 100 % signal design plans to Hillsborough County within 120 days of Hillsborough County approval. In addition, the developer shall also submit 100 % design plans for the construction of a second left turn lane on Big Bend Rd at the approved signalized intersection. Construction of the traffic signal and second left turn lane shall commence within 120 days of approval of the final signal and roadway design plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is warranted, then the developer shall comply with the timing schedule described above.

e. Annually, for inclusion in the annual report, if the developer elects to choose Mitigation Alternative 1, then the Developer shall complete an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the

roadway intersections identified in Alternative 1. Should it be determined that a warrant study is required, the Developer shall provide same in the annual report. Furthermore, if a traffic signal is warranted, and the results are approved by Hillsborough County, then the developer shall submit 100% signal design plans to Hillsborough County within 120 days of Hillsborough County approval. In addition, the developer shall also submit 100 % design plans for the construction of a second left turn lane on Big Bend Road at the approved signalized intersection. Construction of the traffic signal and second left turn lane shall commence within 120 days of approval of the final signal and roadway design plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is warranted, then the developer shall comply with the timing schedule described above.

Revised Phase 2: Conceptual approval of this phase is accorded. A transportation analysis must be submitted and approved in accordance with Section 380.06, F.S. prior to initiation of Revised Phase 2 development. Any resulting transportation improvements necessitated by the addition of Phase II development will be specified and incorporated into the Development Order.

f. The Developer previously received approval for former Subphase IA, consisting of 1,214 dwelling units. No access on US 41 is permitted in conjunction with the development of 1,214 dwelling units. The following improvements were

previously required and completed for former Subphase IA:

(i) At the intersection of Big Bend Road and the east project entrance, construct a westbound left-turn lane, eastbound right-turn lane, northbound right-turn land and left turn lanes, and provide signalization when warranted by the MUTCD. These improvements are of total benefit to the project. (NOTE: The turn lane improvements have been completed. The signalization will be provided when warranted.)

(ii) At the intersection of Big Bend Road and I-75 east ramps, provide signalization when warranted.

2. Mitigation Alternatives. The developer at its option, may select one of the following alternatives to mitigate the project's transportation impact:

a. Alternative 1

Revised Phase I: No building permits shall be issued for Revised Phase I, in excess of the 1,214 units approved as former Phase IA, until funding commitments are secured from responsible entities for the following roadway improvements:

- Roadways
  - Four (4) lane US 301 from Balm Road to Big Bend Road
  - Add eastbound lane on Big Bend Road from US 41 to I-75
- Off Site Intersections
  - Add eastbound right turn lane on Big Bend Road at US 41
  - Add northbound left turn on I-75 West Ramp at Big Bend

Road

- Add dual eastbound and northbound left turn lane on Big Bend Road at US 301
- Extend NB through lanes a ¼ mile on US 301 at Big Bend
- Signalize US 301 at 19th Avenue when warranted
- Signalize US 301 at Balm Road when warranted
- Signalize Big Bend Road at I-75 East Ramp when warranted

- Driveway Improvements
  - Big Bend Road western driveway requires a northbound left, through and right turn lane, eastbound right turn lane and westbound dual left turn lane with signalization when warranted
  - Big Bend Road at Covington Garden Drive requires a northbound left, through and right turn lane, eastbound right turn lane and dual westbound left turn lanes with signalization when warranted

b. Alternative 2: 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. Such subphasing shall be acceptable under the following conditions.

(i) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

(ii) Funding commitments for roadway improvements will be required when the regional roadway operates below daily LOS C and LOS D at peak hour and the development contributes 5% or more of the existing daily LOS C and LOS D at peak hour existing capacity of the facility.

c. Alternative 3

In lieu of funding all of the transportation improvements identified in Alternative 1 or Alternative 2, the Developer may elect Alternative 3 to proceed with the development of greater than 1,214 dwelling units. The requirements of Alternative 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of Revised Phase 1 of the Development on the regionally significant transportation highway facilities within the primary impact area. Any approval of this mitigation/curing mechanism is based on the Development'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 Hillsborough County, TBRPC and DCA policies regarding pipelining transportation impacts.

(1) This pipeline option may be elected as full and complete satisfaction of the Developer's obligation to mitigate Revised Phase I transportation impacts of the Development.

(2) The Required Pipeline Improvement (the "Required Improvement") under this Alternative 3, which includes the "Required Design", the "Required Right-of-Way Acquisition" and the "Required

Construction" as defined below, shall be as follows:

(3) The construction of two lanes of the Western North/South Roadway shown on Map H, from Big Bend Road to the southern Development Boundary of the Southbend Planned Development (PD 86-154, as amended). The Developer shall provide 124 feet of right-of-way to allow for the ultimate construction of a four lane divided facility, including, but not limited to, sidewalks, carriage way, landscaping, signalization when warranted, and wetland mitigation, plus sufficient right-of-way for drainage for the Western North/South roadway segment (the foregoing collectively referred to as the "Required Improvements"). The Developer shall construct, at the intersection of Big Bend Rd and the Western North/South roadway, an eastbound right turn lane, a westbound left turn lane, and a northbound left turn lane, through lane, and right turn lane.

(4) All roadway plans shall be submitted for review and approval by Hillsborough County at the 30%, 60%, 90% and 100% complete stage. If Hillsborough County does not complete its review within thirty (30) days after each submittal, the County's review time shall be added to the time allowed for completion of the Required Design as provided herein.

(5) Buildings within the Development shall be subject to the adopted Consolidated Impact Assessment Program Ordinance (the "Impact Fee Ordinance"), as it may be amended from time to time. All eligible transportation contributions, costs and expenses borne by the Developer

pursuant to this Development Order, including but not limited to costs for right-of-way, design, construction and construction inspection of the Required Improvement may be considered for transportation impact fee offsets pursuant to the Impact Fee Ordinance. Nothing herein shall be construed as a waiver of Developer's right to contest the validity of, or to apply for offsets under, the Impact Fee Ordinance or the impact fees assessed thereunder.

(6) The Developer will comply with the following time schedule for construction of the Required Improvements:

(a) The Developer will dedicate or convey the required right-of-way prior to Final Plat approval for any development within Tract 8.

(b) Developer will submit the 30% roadway plans for the Required Improvements to the County for review and approval within 120 days of dedication of the roadway. Subsequent submittals of roadway plans for 60% design, 90% design and 100% design shall be submitted within 90 days of the County's approval of the previously submitted plans.

(c) Construction of the Required Improvements shall be completed within 3 years of final approval by the County of the 100% roadway plans.

(d) In the event that the performance by the Developer of

the commitments set forth in this Development Order shall be interrupted or delayed by war, riot, strike, civil commotion, natural disaster or other event beyond Developer's control, then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Development Order shall be interrupted or delayed in connection with the necessary governmental approvals from the construction of the Required Improvement and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof.

(7) Upon request of the Developer, prior to development beyond Phase I, a determination shall be made by Hillsborough County and coordinated by the County in writing with the other appropriate agencies whether or not a pipeline option for mitigation for the next Phase or Phases of the Development is permitted by then existing rules and regulations. If so, the Development Order may be amended to identify a pipeline project(s) and

proportionate share amount which will mitigate the next Phase of the Development with due consideration given for all improvements and contributions made by the Developer to mitigate traffic impacts. If Hillsborough County determines that a pipeline option is not appropriate, transportation mitigation for the next Phase of the Development shall be determined in accordance with other then applicable rules of Hillsborough County, TBRPC and DCA.

3. Developer is entitled to relocate various uses geographically within the project and trade off land uses in accordance with the following table without additional approvals from the Department of Community Affairs and the Tampa Bay Regional Planning Council. The geographic relocation of land uses shall not be permitted within any area designated as preservation or conservation areas. In seeking approval of a specific Land Use Exchange, the Developer shall prepare and submit to the County a request which demonstrates that the impacts generated by the proposed land use mix will not exceed the impacts for transportation, potable water, wastewater treatment, solid waste disposal, drainage and parks and recreation which are authorized in this First Amended and Restated Development Order. Additionally, the Developer shall demonstrate that the proposed land use mix will not generate additional demand for affordable housing beyond the amount for which the supply of affordable housing has been demonstrated to be available. The application of the LUTM will be limited so that the total approved development for each approved land use category will not be exceeded.

Upon submission of a request to the County to implement this section of the First

Amended and Restated Development Order, all application materials and information necessary to support approval of such a request shall be provided to the Department of Community Affairs and the TBRPC by the Developer. The Developer shall provide written notification to the Department and TBRPC of the approval or denial of any land use exchange requested by the Developer. Further, the approval of any land use exchange request shall be included in the Annual Report which covers the reporting period in which the land use exchange was approved. With the submittal of any Notice of Proposed Change requiring changes to this First Amended and Restated Development Order, the Revised Master Development Plan and Phasing Schedule shall be amended to reflect any Land Use Exchange(s) that have been approved since the issuance of the First Amended and Restated Development Order or last amendment to the First Amended and Restated Development Order. Such change considered by itself shall not constitute a substantial deviation. Changes to the Phasing Schedule under this paragraph do not include extensions to the buildout date.

The land use exchange request shall contain information sufficient to enable the County to determine that the impacts of the revised land use mix do not exceed the impacts of the land use mix being replaced. The quantifiable impacts will be measured based upon the relevant factors then currently used by the County (e.g. ITE trip generation rates, EDU tables solid waste generation factors, etc.). The Developer shall verify the appropriate factors with County staff prior to the submittal of any such land use exchange request.

The traffic impacts of the revised land use mix shall be deemed by the County not to exceed the approved traffic impacts of the land use mix being replaced so long as the changes does not increase the p.m. peak hour total traffic and the relative proportions of trips

produced by attractors and the trips produced by generators remains substantially the same for the phase or subphase. In the event that the attractor/generator proportions are not substantially the same, as determined by the County, additional information may be required to assess trip distribution, intersection(s) performance and/or particular roadway segments designated by the County.

Table 5 which follows includes conversion factors for equating traffic impacts of exchanges of land uses with similar travel characteristics. The incorporation of this land use exchange mechanism shall not operate to permit the Developer to develop any land use which will generate peak hour trips in excess of the total number of p.m. peak hour trips for which it has obtained specific development order approval.

TABLE 5
Land Use Trade-off Matrix

To From	Single Family	Multi Family	Office	Service Center	Light Industrial	Commercial
Single Family	1	1.15	N/A	N/A	N/A	N/A
Multi Family	0.87	1	N/A	N/A	N/A	N/A
Office	N/A	N/A	1	1.14	1.61	N/A
Service Center	N/A	N/A	0.88	1	1.41	N/A
Light Industrial	N/A	N/A	0.62	0.71	1	N/A
Commercial.	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

N/A= Not Applicable

The following maximum and minimum development thresholds are incorporated for Revised Phase I:

	Maximum	Minimum
Single Family	2,072 units	1,347 units
Multi-Family	833 units	0 units
Office	176,820 sq. ft.	45,540 sq. ft.
Service Center	287,712 sq. ft.	138,528 sq. ft.
Light Industrial	160,000 sq. ft.	0

1. Single Family and multi family trade-off calculated based upon dwelling units.

2. Office, Service Center and Light Industrial trade-off calculated based upon gross square feet.

3. The Land Use Exchange may be applied to alter the mix of land uses specifically approved for Revised Phase I, in accordance with the Land Use Trade-Off Matrix. Changes between land use categories designated N/A will require submittal of a Notice of Proposed Change application by the Developer.

4. Any proposed Land Use Exchange which results in an increase which creates a reasonable likelihood of additional impacts for potable water, wastewater treatment, or solid waste disposal in approved Revised Phase I, will require confirmation of utility service availability from Hillsborough County. The approved impacts for Revised Phase I are 737,930 gallons per day of potable water usage, 619,989 gallons per day of wastewater treatment demand, and 12.26 tons per day of solid waste disposal demand.

5. All studies, monitoring programs and reports required in Section C, Paragraph 7 hereof (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.

6. The developer shall be required to conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed phase modal splits of 2.5%, 3.5% and 4.7% and shall monitor them with each annual report.

(1) Access and internal arterial and appropriate collector road geometrics shall accommodate a 96" wide by forty (40) feet long advance design coach.

(2) The Developer shall provide shelters and pullout bays along the on-site transit route on the internal arterial or collector roads as and when deemed appropriate by HART Authority. Shelter locations shall be reasonably 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.

(3) Transit schedule/information displays will be provided, at a minimum, at each on-site bus stop by the developer.

(4) Maintenance of transit amenities such as shelters, benches, and schedule displays shall be the responsibility of HART Authority. Maintenance of landscaping adjacent to transit amenities shall be the responsibility of the developer.

(5) 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 HART Authority.

7. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right-of-way and transportation improvements although their payment will be credited towards any required improvements if consistent with the provisions of the impact fee regulations.

D. ENVIRONMENTAL

1. Hillsborough County shall reserve the right to require that the developer undertake mitigative measures or a revision of the master General Development Plan to alleviate any potential impacts of the project on ambient air quality.

2. To reduce fugitive dust and other adverse air emissions the developer shall undertake the measures referenced on pages 13-6 and 13-7 of the ADA to reduce fugitive dust and other adverse air emissions. Specifically the developer shall ensure that:

(a) The cleared and disturbed areas shall be sodded, seeded, mulched, or planted with landscape material as soon as practicable.

(b) The side slopes of detention ponds will be sodded or natural vegetation will be encouraged to grow.

(c) Wind erosion will be controlled through sprinkling or other appropriate means.

3. The developer agrees that representative stands of each upland vegetative community type listed on page 18-1 of the ADA shall be set aside in their natural state in order to maintain natural diversity on the site. These areas shall be designated on the General Development Plan to serve as conservation areas and shall be of sufficient size so as to maintain their natural function. To the extent possible these areas should be located contiguous to other habitats, conserved so as to enhance their value. The Developer may create oversized lots by platting within the Oak Hammock Preserve, provided that the minimum lot size requirements for each such lot shall be met using land located outside the preserve. In the event oversized lots are platted into the preserve, the Developer shall prepare and record a conservation easement in favor of Hillsborough County in accordance with the requirements of 704.06, Florida Statutes (1997), prior to final plat approval. The conservation easement shall encompass the entire area of the Oak Hammock shown on Map "H" dated April 13, 1999.

4. The portions of the Southbend site which meet the definition of preservation and conservation areas, as defined in the Council's adopted growth policy, Future of the Region, Sections 2.701 and 2.702 shall be so designated on the revised General Development Plan submitted to Hillsborough County for Planned Unit Development approval.

5. Prior to the issuance of any permits a Final Drainage Plan for the Project or any subphase thereof shall be submitted to Hillsborough County, DEP, SWFWMD and TBRPC for review and to Hillsborough County for approval.

6. In order to protect water quality, the following parameters shall be included in the Project drainage plan(s):

a. The drainage system shall be designed to provide retention, or detention with filtration/assimilation treatment for the first "flush" of runoff generated from the site as required by 17-25 FAC and 40D-4 Rules of the SWFWMD.

b. Best Management Practices recommended by Hillsborough County shall be adhered to.

7. In the event that any species listed in Sections 39-27.03-.05, F.A.C. are observed frequenting the site for nesting, feeding, or breeding, proper protection and mitigation measures shall be employed in cooperation with the Florida Fish and Wildlife Conservation Commission.

8. Prior to the issuance of detailed site plan approval or Land Alteration permits, the developer shall stipulate to the satisfaction of Hillsborough County the manner by which any onsite gopher tortoise colonies shall be preserved or relocated. Copies of any required

permits relative to any on-site gopher tortoise population shall be provided to Hillsborough County and TBRPC. An acceptable plan detailing how the gopher tortoise population will be accommodated, protected and monitored shall be submitted to Hillsborough County, the Florida Fish and Wildlife Conservation Commission and TBRPC. The plan shall be submitted prior to any clearing activities or building permits for Revised Phase I.

9. Prior to any site alteration the developer shall institute a quarterly monitoring program to establish background conditions and the quality of surface water exiting the site. Quarterly monitoring shall begin at least thirty (30) days prior to the actual development commencement and shall continue through buildout. The monitoring results shall be submitted to the DEP, SWFWMD, the Hillsborough County EPC, and TBRPC quarterly. Any violation of Chapter 17-3 F.A.C. shall require corrective measures as set forth by DEP.

10. The developer, his assigned agents or successors or assigns shall be responsible for the maintenance of all open space/recreation areas and landscaped areas within each phase of the development. This does not include water retention/detention ponds in platted subdivisions with public streets or the dedicated 4.0 acre park.

11. The developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for landscape and open space irrigation prior to the issuance of Certificates of Zoning Compliance.

12. The developer shall designate a private management entity responsible for maintenance and operation of any on-site wells, prior to the issuance of any detailed site plan approval.

13. Water-saving methods and fixtures shall be incorporated into Southbend

design and construction.

E. PUBLIC FACILITIES

1. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the developer will participate in the provision or expansion of internal and external water supply, supply lines, and facilities to service Southbend. This shall include the capping or use of current onsite wells and/or any drilling of new wells for potable or non-potable water. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction. Hillsborough County shall provide water service to this development.

2. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall ensure provision of fire flows acceptable to Hillsborough County and of any additional fire fighting facilities/manpower/equipment required to serve the project beyond that budgeted by Hillsborough County. Prior to the issuance of building permits for a structure of 4 or more stories, a career ladder company shall be provided by the developer, unless otherwise determined by Hillsborough County.

3. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision of wastewater treatment facilities that will serve the Southbend development.

4. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall provide documentation to Hillsborough County of an

approved master plan for wastewater collection, treatment and effluent disposal facilities.

5. Prior to issuance of detailed site plan approval for each phase of the development, 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 development.

6. Prior to specific approval of Phase II, the Developer will obtain verification from the appropriate County utility departments of service for the anticipated public facility volumes (i.e. potable water, wastewater, and solid waste).

F. HAZARDOUS WASTE

1. The Developer or its assigns shall implement a site specific groundwater monitoring program for all activities which require the handling of hazardous or toxic substances as required by Hillsborough County, the Environmental Protection Commission and the Florida Department of Environmental Protection.

2. The Developer shall ensure that those individual tenants who use, handle, store, or process hazardous wastes provide an emergency response and hazardous waste management operation plan to minimize hazards to human health and the environment. The plan will describe the procedures and actions required of facility personnel as well as describe the arrangements agreed to by local police and fire departments, emergency services and hospitals. Individual tenant plans will be included in the annual report following their adoption.

3. All temporary storage facilities for hazardous or toxic materials or wastes will be designed at a minimum to meet the criteria set forth in the Future of the Region, to the

extent that there is no conflict with Hillsborough County hazardous waste management plans.

4. In accordance with local government policy and appropriate environmental regulations, the Developer shall ensure through restrictive covenants that producers of hazardous waste shall handle and store such waste on site in properly designed areas and prepare those products for shipment to hazardous waste transfer facilities designated by Hillsborough County.

G. HISTORICAL OR ARCHAEOLOGICAL

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

H. ENERGY MANAGEMENT AND FLOOD CONTROL

1. The Developer shall hold discussions and cooperate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, concerning the feasibility of designating the Southbend Regional Mall and/or hotels as public hurricane evacuation shelters. A report on the final outcome of these discussions shall be submitted in the annual reports immediately following issuances of certificates of occupancy for the hotel(s) and mall.

2. The developer or its assigns shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The developer shall prepare a plan to ensure the safe and orderly evacuation of hotel guests, residents and those employees who, for security or administrative reasons, are in buildings

after an evacuation order is issued. Cooperative measures include (1) ordering all buildings closed for the duration of a hurricane evacuation order; (2) informing all employees and residents of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report submitted after occupancy of any portion of the project.

3. Elevations for all habitable structures shall be at or above the base flood elevation.

I. ENERGY CONSERVATION

The energy conservation measures referenced on page 25-4 of the ADA 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:

1. The initiation of programs to promote energy conservation by employees, buyers, suppliers and the public.

2. Reduction in levels of operation of all air conditioning, heating and lighting systems during non-business hours.

3. Recycling programs.

4. The use of energy-efficient cooling, heating and lighting systems.

5. Installation of innovative energy conservation features such as waste heat recovery or solar power where feasible in project development.

6. Use of the most energy efficient technology economically feasible in the construction and operation of commercial facilities and life-cycle costing (to include operation and maintenance costs) in evaluating energy conservation effectiveness.

J. SCHOOLS AND PARKS

1. The developer shall dedicate a 4.0 acre parcel of Southbend for use as a park site which shall be owned and maintained by Hillsborough County. If the park site is not accepted by Hillsborough County, the site may be used for single-family or townhome residential development only so long as the total number of dwelling units on site does not exceed 2,810. (**Note:** The park site and adjacent upland preserve have been deeded to Hillsborough County pursuant to that certain deed recorded at OR Book 11752, Page 1285.)

2. The developer shall dedicate to the School Board upon request of the School Board, usable land for one 15.5 acre elementary school site of which 3.5 acres may be shared with the adjacent park site. If the school site is not accepted by the Hillsborough County School Board, the site may be used for single-family or townhome residential development only so long as the total number of dwelling units on site does not exceed 2,810. (**Note:** The school site has been deeded to the Hillsborough County School Board pursuant to that certain deed recorded at OR Book 13274, Page 0570.)

K. BUFFERS

Non-residential 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.

L. EQUAL OPPORTUNITY

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

M. GENERAL

1. Any change to the project which meets the criteria set forth in Subsection 380.06(19) (b), F.S., shall constitute a substantial deviation.

2. Any approval of the Southbend development shall, at minimum, satisfy the provision of Subsection 380.06(15), F.S.

3. Any approval of this development shall require that all of the Developer's commitments set forth in the ADA be honored, except as they may be superseded by specific terms of the Amended and Restated Development Order.

4. The Covington Park Community Development District is hereby authorized to undertake the funding, construction, operation and/or maintenance of any of the projects, whether within or without the boundaries of the District, which are identified within this Amended and Restated Development Order.

APPROVED BY COUNTY ATTORNEY

BY _____
Approved As To Form And
Legal Sufficiency

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 meeting of February 24, 2004, as the same appears of record in Minute Book 333, of the Public Records of Hillsborough County Florida.

WITNESS my hand and official seal this 22nd day of March 2004.

RICHARD AKE, CLERK OF CIRCUIT COURT

By: Mildred K. Dixon
Deputy Clerk

BOARD OF COUNTY COMMISSIONERS HILLSBOROUGH CO. FLORIDA SEAL

TABLE 20-1

Phasing Schedule

Land Use	Revised Phase 1 12/31/2010	Revised Phase 2 12/31/2012	Total
Regional Commercial		1,000,000 sf	1,000,000 sf
Office	111,180 sf	542,820 sf	654,000 sf
Hotel		200,000 sf (500 rooms)	200,000 sf (500 rooms)
Neighborhood Commercial	110,000 sf		110,000 sf
Service Center	213,120 sf	426,880 sf	640,000 sf
Light Industrial	* 160,000 sf	1,440,000 sf	1,600,000 sf
Multi-Family Residential		300 du	300 du
Town House Residential		322 du	322 du
Single Family Residential	2,072 du		2,072 du
Totals	2,072 du 594,300 sf	622 du 3,609,700 sf	2,694 du 4,204,000 sf

* If light industrial development does not occur on the southern 30 acres of Tract 7 within two years following the construction of the roadway along its eastern border, then residential development shall be permitted.

SOUTHBEND DRI #145
FIRST AMENDED AND RESTATED DEVELOPMENT ORDER

LIST OF EXHIBITS

Exhibit "A": Legal Description of Property

Exhibit "B": Approved Map H, dated January 8, 2004

EXHIBIT "A"

"Thompson Tract - Parcel 1"

DESCRIPTION: From the southeast corner of Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.89°00'58"W., 60.00 feet, along the South boundary of said Section 14 to the Westerly right-of-way line of Access Road No. 1 for State Road 93-A (Section 10075-2403) and the POINT OF BEGINNING; thence N.89°00'58"W., 2583.54 feet, along the South boundary of said Section 14 to the Southwest corner of the Southeast 1/4 of said Section 14; thence N.88°59'26"W., 2268.11 feet, along the South boundary of said Section 14 to the East boundary of the West 375.00 feet of said Section 14; thence N.00°53'16"E., 1444.37 feet, along said East boundary to the Southeasterly right-of-way of the Seaboard System Railroad (formerly Seaboard Coast Line Railroad); thence N.28°37'52"E., 4093.43 feet along said Southeasterly right-of-way line to the South- erly right-of-way line of Big Bend Road (S.R. 672); thence along said Southerly right-of-way line the following six (6) courses, (1) S.87°37'25"E., 488.62 feet; (2) thence N.88°10'56"E., 300.81 feet; (3) thence N.84°24'25"E., 302.93 feet; (4) thence S.87°37'25"E., 1500.00 feet; (5) thence S.84°02'29"E., 233.08 feet; (6) thence S.88°36'40"E., 172.77 feet to a point on the East boundary of said Section 14; thence leaving said Section 14 and entering Section 13, Township 31 South, Range 19 East, S.88°37'40"E., 20.42 feet along said Southerly right-of-way line of Big Bend Road (S.R. 672) to the Westerly right-of-way line of Access Road No. 1; thence S.00°45'33"W., 2363.99 feet, along said Westerly right-of-way line to the beginning of a curve to the right; , thence Southerly, 139.87 feet, along the arc of said curve (having a radius of 267.13 feet, a central angle of 30°00'00", and a chord bearing and distance of S.15'45'33"W., 138.28 feet) along said Westerly right-of-way line, leaving said Section 13 and re-entering said Section 14, to a point of reverse curvature; thence Southerly, 172.79 feet, along the arc of a curve to the left (having a radius of 330.00 feet, a central angle of 30°00'00", and a chord bearing and distance of S.15°45'33"W., 170.82 feet) along said Westerly right-of-way line to the end of said curve; thence S.00°45'33"W., 2388.11 feet, along said Westerly right-of-way line to the POINT OF BEGINNING.

Containing 490.062 acres more or less.

"Thompson Tract - Parcel 2"

DESCRIPTION: BEGINNING at the Southwest corner of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°45'33"E., 2388.35 feet, along the West boundary of said Section 13 and the Easterly right-of-way line of Access Road No. 1 for State Road 93-A (Section 10075-2403) to the beginning of a curve to the right; thence Northerly, 141.37 feet, along the arc of said curve (having a radius of 270.00 feet, a central angle of 30°00'00", and a chord bearing and distance of N.15°45'33"E., 139.76 feet) along said Easterly right-of-way line to a point of reverse curvature; thence Northerly, 171.28 feet, along the arc of a curve to the left (having a radius of 327.13 feet, a central angle of 30°00'00", and a chord bearing and distance of N.15°45'33"E., 169.34 feet) along said Easterly right-of-way line to the end of said curve; thence N.00°45'33"E., 2363.35 feet, along said Easterly right-of-way line to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88°37'40"E., 1242.35 feet, along said Southerly right-of-way line to the East boundary of the West 1/4 of said Section 13; thence S.00°33'29"W., 5024.02 feet, to the Southeast corner of the West 1/4 of said Section 13; thence N.89°47'45"W., 1339.96 feet, along the South boundary of said Section 13 to the POINT OF BEGINNING.

Containing 149.310 acres, more or less.

"SUMNER TRACT"

DESCRIPTION (as furnished): That part of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, lying west of the west right-of-way line of Interstate Highway 75 LESS right-of-way for Big Bend Road (C.R. 672), Hillsborough County, Florida.

LESS 1-75 Limited Access Right-of-way as contained in that certain Order of Taking recorded November 22, 1978 in O.R. Book 3444, Page 1138 and contained in that certain Stipulated Final Judgement recorded June 29, 1981 in O.R. Book 3824, Page 164; and LESS that portion shown in that certain Order of Taking (Case #79-13223) recorded December 26,1979 in O.R. Book 3605, Page 341, and contained in that certain Final Judgment recorded in O.R. book 3642, Page 42 and re-recorded in O.R. Book 3659, Page 931, Corrected Final Judgment recorded in O.R. Book 3865, Page 1297 and re-recorded in O.R. Book 3878, Page 825, Public Records of Hillsborough County, Florida.

And being more particularly described as follows:

DESCRIPTION: BEGINNING at the Southwest corner of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°33'29"E., 5024.02 feet, along the West boundary of the East 1/2 of the West 1/2 of said Section 13 to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88° 37'40"E., 196.17 feet, along said Southerly right-of-way line; thence S.79°49'13"E., 300.43 feet along the Southerly Limited Access right-of-way line for 1-75 (S.R. 93-A); thence S.84°48'50"E., 462.89 feet, along said Limited Access right-of-way line; thence leaving said right-of-way S.14°03'11"W., 25.30 feet; thence S.21°38'02"E., 140.36 feet; thence S.12°04'42"E., 1498.28 feet, to the East boundary of the East 1/2 of the West 1/2 of said Section 131 thence S.00°22'09"W., 697.00 feet along said East boundary to the Southeast corner of the Northwest 1/4 of said Section 13; thence S.00°22'17"W., 450.37 feet along the East boundary of the East 1/2 of the West 1/2 of said Section 13 to the Westerly Limited Access right-of-way line of said 1-75 (S.R. 93-A); thence S.14°53'03"W., 624.26 feet, along said Westerly Limited Access right-of-way line; thence S.16°01'48"W., 1618.97 feet, along said Limited Access right-of-way line to the South boundary of said Section 13; thence N.89°47'45"W., 746.05 feet, along said South boundary to the POINT OF BEGINNING.

Containing 130.529 acres, more or less.

"TECO TRACT"

DESCRIPTION: Part of the West 375.00 feet of the Southwest 1/4 of Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

BEGINNING at the Southwest corner of said Section 14, run thence N.00°53'16"E., 121.06 feet along the West boundary of said Section 14, thence from a tangent bearing of S.85°00'3"E.,

Easterly30.57 feet along the arc of a curve to the left (having a radius of 440.00 feet, a central angle of 03°58'50", and a chord bearing and distance of S.87°00'01"E., 30.56 feet) to the end of said curve; thence S.88°59'26"E., 344.46 feet to the East boundary of the West 375.00 feet of the Southwest 1/4 of said Section 14; thence S.00°53'16:W., 120.00 feet along said East boundary; thence N.88°59'26"W., 375.00 feet along the South boundary of said Section 14 to the POINT OF BEGINNING. Containing 1.033 acres, more or less.

"DICKMAN TRACT"

DESCRIPTION: Part of the Southeast 1/4 of Section 15, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

BEGINNING at the Southeast corner of said Section 15, run thence N.89°20'15"W., 384.90 feet along the South boundary of said Section 15 to the Southeasterly right-of-way line of the Seaboard System Railroad; thence N.28°37'32"E., 250.72 feet along said Southeasterly right-of-way line; thence S.61°22'28"E., 107.22 feet to the beginning of a curve to the left; thence Southeasterly, 181.51 feet along the arc of said curve (having a radius of 440.00 feet, a central angle of 23°38'08", and a chord bearing and distance of S.73°11'32"E., 180.22 feet to the East boundary of said Section 15; thence S.00°53'16"W., 121.06 feet along said East boundary to the POINT OF BEGINNING. Containing 1.280 acres, more or less.

EXHIBIT "B"

REVISED MAP H

Located in Original Development Order Book

#145

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

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

May 5, 2000

JOHN MEYER DRI COORDINATOR
TAMPA BAY REGIONAL PLANNING COUNCIL
9455 KOGER BOULEVARD SUITE 219
ST PETERSBURG FL 33702

Re: Resolution No. R00-082 - Amending the Development Order for Southbend (DRI #145)

Dear Mr. Beck:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on April 11, 2000.

We are providing this original for your files.

Sincerely,

Susan Boleman,
Deputy Clerk, BOCC Records

md
Attachment
Certified Mail #P 220 536 076
cc: Board files (orig.)
J. Thomas Beck, Florida Department of Community Affairs
Erin McCormick Larrinaga, Attorney at Law
Susan Fernandez, Senior Assistant County Attorney
John Healy, Senior Planner, Planning & Growth Management
Beth Novak, County Attorney's Office

RESOLUTION NO. R00-082

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA DRI #145 DEVELOPMENT ORDER SOUTHBEND

Upon motion by Commissioner Norman, seconded by Commissioner Wacksman, the following Resolution was adopted by a vote of five to zero.

WHEREAS, in January, 1986, General Homes - Florida, Inc., filed an application for development approval of a development of regional impact with the Hillsborough County Board of County Commissioners (the "Board") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, said application proposed construction of a mixed-use development on approximately seven hundred and seventy-seven acres, located in southeastern Hillsborough County, hereinafter referred to as Southbend; and

WHEREAS, the described project lies within the unincorporated area of Hillsborough County; and

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

WHEREAS, the Board on November 25, 1986, held a duly noticed public hearing on said application for development approval and has heard and considered testimony and other documents and evidence; and

WHEREAS, on November 25, 1986, the Board approved a Development Order (Resolution No. R86-0260) (the "Development Order") for the Southbend Development of Regional Impact (DRI #145) (the "Development") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on April 21, 1992, a Notification of a Proposed Change to a previously approved Development of Regional Impact pursuant to Subsection 380.06(19), Florida Statutes ("Notice of Proposed Change"), was filed for Southbend; and

WHEREAS, the Board on July 14, 1992, held a duly noticed public hearing on said Notice of Proposed Change and heard and considered testimony and other documents and evidence; and

WHEREAS, the Board on July 14, 1992, approved a Development Order (Resolution No. R92-0168), amending the Development Order for the Southbend DRI #145, pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on January 27, 1997, a second Notice of Proposed Change was filed for Southbend; and

WHEREAS, the Board on July 15, 1997, held a duly noticed public hearing on said Notice of Proposed Change, and heard and considered testimony and other evidence and comments; and

WHEREAS, on July 15, 1997, the Board approved a Development Order (Resolution No. R97-168), amending the Development Order for the Southbend DRI # 145, pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on January 28, 1999, a third Notice of Proposed Change was filed for Southbend; and

WHEREAS, the Board on April 13, 1999, held a duly noticed public hearing on said Notice of Proposed Change, and heard and considered testimony and other evidence and comments; and

WHEREAS, on April 13, 1999, the Board approved a Development Order (Resolution No. R99-074), amending the Development Order for the Southbend DRI #145, pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on February 16, 2000, a fourth Notice of Proposed Change was filed for Southbend; and

WHEREAS, the Notice of Proposed Change addresses the following change: providing that the Covington Park Community Development District is authorized to undertake the funding, construction, operation and/or maintenance of any of the projects, whether within or without the boundaries of the District, which are identified within the Development Order.

NOW THEREFORE, be it resolved by the Board of County Commissioners of Hillsborough County, Florida, in regular meeting assembled this 11th day of April, 2000, as follows:

FINDINGS OF FACT

1. The recitals set forth above are incorporated herein, as if restated in their entirety.

2. That the Board finds that there is substantial competent evidence to support the following finding of fact: the amendment of the Development Order to provide that the Covington Park Community Development District is authorized to undertake any of the projects identified in the Development Order is a change which the state land planning agency has agreed does not create the likelihood of additional regional impacts, and is not a substantial deviation pursuant to Subsection 380.06(19)(e)2.i., Florida Statutes.

CONCLUSIONS OF LAW

3. That the Board having made the above finding of fact, reaches the following conclusion of law: amending the Development Order to provide that the Covington Park Community Development District is authorized to undertake the funding, construction, operation and/or maintenance of any of the projects, whether within or without the boundaries of the District, which are identified within the Development Order, does not constitute a substantial deviation requiring further development of regional impact review.

4. That having made the above finding of fact and drawing the above conclusion of law it is hereby ordered that the Notice of Proposed Change be approved and is incorporated herein by reference; it is hereby further ordered that the Southbend (DRI #145) Development Order be amended as set forth in Attachment "A" attached hereto, and incorporated herein.

5. The Southbend (DRI #145) Development Order, as amended herein, is hereby reaffirmed in its entirety.

6. The Developer shall record a notice of adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.

7. This Resolution shall become effective upon rendition by the Board in accordance with Section 380.06, Florida Statutes (1987, as amended).

8. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and other recipients specified by statute or rules.

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 regular meeting of April 11, 2000, as the same appears of record in Minute Book 287 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 5th day of May, 2000.

RICHARD AKE, CLERK

By: Mildred K. Dixon
Deputy Clerk

BOARD OF COUNTY COMMISSIONERS HILLSBOROUGH COUNTY FLORIDA SEAL

APPROVED BY COUNTY ATTORNEY

BY
Approved As To Form and Legal Sufficiency

EML\Genstar\NOPC Resolution.wpd

ATTACHMENT "A"
Modified Development Order

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project in accordance with the proposed phasing schedule contained in Table 20-1, as amended by Resolution # 's R92-0168, R97-168, and R99-074 is an integral part of the Development Order conditions. Therefore, if the Developer elects to amend the proposed phasing schedule, he shall submit said amendments to the County for review and approval, which approval shall not be withheld for mere acceleration of phases if the terms of this Order are otherwise fully complied with. It is the intent of this provision to insure that all prerequisites for each phase of the project are complied with. For purposes of this Order, a phase shall be considered complete upon issuance of the final certificate of occupancy for the phase. Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes .

2. This Development Order shall remain in effect for a period up to and including June 14, 2006. 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.

3. Physical development on site shall begin within 3 years of the effective date of this Development Order.

4. The development shall not be subject to down-zoning, unit density reduction, or intensity reduction until June 14, 2006 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. Infrastructure

The developer acknowledges that any Phase I and IIA or excess infrastructure capacity constructed to potentially serve latter phases shall be at the developer's risk and shall not vest latter phase development rights.

C. Transportation

1. A transportation improvements plan for the Ruskin/Sun City area in cooperation with Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC),

the Tampa Urban Area Metropolitan Planning Organization (MPO) and developers in the study area shall be developed. The plan shall consider all approved developments in the area including previously approved DRI, and projected development. The plan shall be completed prior to any Phase II approval. Ongoing or proposed studies such as the Big Bend Area Comprehensive Plan amendment or the Comprehensive Plan Update may serve to meet this requirement. If required by Hillsborough County the developer shall contribute to such study on a fair share basis and receive credits if any provided for in the Thoroughfare Plan and the Road Network Improvement Ordinances. In lieu, thereof, issuance of a Development Order approving an area wide DRI including the project site shall satisfy this requirement. This transportation plan or area wide DRI traffic analysis shall include but not be limited to:

a. The regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional major roadways to be constructed within the study area.

b. The existing, approved, and projected development to be included within the plan.

c. An assessment of the traffic impact of existing, approved and projected development.

d. An evaluation and recommendation of mass transit alternatives to additional road improvements.

e. A recommendation of specific implementation methods, strategies and programs.

2. The applicant, his successors, or 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, the Hillsborough Area Regional Transit Authority, the TBRPC and the FDOT.

3. Each annual report for this development after the issuance of certificates of occupancy for 300,000 square feet of office space, or the equivalent thereof, 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.

4. If an annual report is not submitted within 30 days of its due date, or if the annual report indicates that the total trip diversions, as claimed in the application are not being met, Hillsborough County shall conduct a substantial deviation determination pursuant to Subsection 380.06(19), F.S. if required, and amend the Development Order to change TSM objectives and/or required 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.

5. To assure that the transportation impacts of this development have been accurately projected by the ADA traffic analysis, the developer shall conduct field surveys and a report of findings to determine actual external vehicle and transit trips generated by Southbend every year after the initial certification of occupancy and issued through project build-out as part of the annual report. This survey and report shall be conducted by the applicant and shall be approved by Hillsborough County, the Tampa Urban Area MPO, and FDOT and the TBRPC. After review of the survey and report findings, the reviewing agencies or developer may require that the Development Order be revised accordingly.

6. The developer, his successors, or assigns will perform a traffic study after certificates of occupancy have been granted to 600,000 square feet of office use, or the tripmaking equivalent thereof. The study shall serve to affirm the findings of the original ADA. The traffic study shall report the success of the diversion of vehicle trips from the PM peak hour as well as the achieved mode split percentage. This report shall be included every two years as part of the annual report.

7. The developer at its option, may select one of the following alternatives to mitigate the project's transportation impact:

a. Alternative 1

(1) Phases I and IIA: No building permits shall be issued for Phases I and IIA until funding commitments are secured from responsible entities for the following roadway improvements:

(i) At the intersection of Big Bend Road and the west project entrance, construct a westbound left-turn lane, eastbound right-turn lane, northbound right-turn and left-turn lanes, and provide signalization when warranted by the Manual of Uniform Traffic Control Devices (MUTCD). These improvements are of total benefit to the project.

(ii) At the intersection of Big Bend Road and the east project entrance, construct a westbound left-turn lane, eastbound right-turn lane, northbound right-turn and left-turn lanes, and provide signalization when warranted by the MUTCD. These improvements are of total benefit to the project.

(iii) At the intersection of U.S. 41 and Big Bend Road, add a second left-turn lane for westbound traffic. Southbend will contribute 45.1 percent of the existing LOS D peak-hour capacity at the end of Phases I and IIA.

(iv) At the intersection of Big Bend Road and I-75 east ramps, add a second left-turn lane for westbound traffic. Southbend will contribute 10.1 percent of the existing LOS D peak-hour capacity at the end of Phases I and IIA, or as otherwise required by a traffic analysis.

(v) An annual monitoring program will be started when fifty (50) percent of Phases I and IIA tripmaking, as calculated using standard ITE Trip Generation Rates, has been achieved. This annual monitoring report will be reported as part of the annual report referenced in

subsection 8 below, and will continue until buildout. The annual reports shall provide information regarding the total development which has been permitted and its equivalent in trips, and shall project the development/trips anticipated for the following year. The monitoring program will record driveway volumes in the evening peak hour and on a daily basis. If the driveway volumes exceed those projected in the DRI/ADA for Phases I and IIA and prior to commencement of subsequent phases a new traffic analysis consistent with Section 380.06, F.S. will be required. The revised transportation analysis 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) 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. Such subphasing shall be acceptable under the following conditions.

TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

Funding commitments for roadway improvements will be required when the regional roadway operates below daily LOS C and LOS D at peak hour and the development contributes 5% or more of the existing daily LOS C and LOS D at peak hour existing capacity of the facility.

(i) The Developer has chosen to subphase (SubPhase IA) to allow 1,214 dwelling units and shall be responsible for providing the following improvements:

(a) Prior to issuance of SubPhase IA Certificates of Occupancy the developer shall be responsible for providing the following improvements:

Subphase IA (2002) - (with no access on US 41)

At the intersection of Big Bend Road and the east project entrance, construct a westbound left-turn lane, eastbound right-turn lane, northbound right-turn and left-turn lanes, and provide signalization when warranted by the MUTCD. These improvements are of total benefit to the project.

At the intersection of Big Bend Road and I-75 east ramps, provide signalization when warranted. Southbend will contribute 10.1 percent of the existing LOS D peak-hour capacity at the end of Phases I and IIA, or as otherwise required by a traffic analysis.

(b) Annually, for inclusion in the annual report, and (b) after receiving Certificates of Occupancy for 500 residences, the Developer shall complete a preliminary evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization referenced in this subparagraph. Should it be determined that a warrant study is required, the Developer shall provide same in the annual report.

Phases 2B and 3: Conceptual approval of these phases is accorded. Final approval shall be based on further review, pursuant to Section 380.06 F.S.

b. Alternative 2

(1) In the event that commitments for transportation improvements are only adequate to permit approval of a portion of the development, the capacity and loading of impacted transportation facilities in the Sun City/Ruskin transportation area, including but not limited to the regional roadways and intersections referenced in Alternative 1, shall be limiting factors in any subsequent approvals.

(2) The developer shall generate and provide Hillsborough County, the Tampa Urban Area MPO, the FDOT and the TBRPC pursuant to the provisions of Section 380.06, F.S., with updated current traffic counts on the above roadways and projections 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 as Alternative 1) or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways referenced in Alternative 1 at a satisfactory Level of Service, daily Level of Service C or Level of Service D at peak hours. 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 Phases I and IIA approval, the County or its designee shall ensure in written findings of fact that the above roadways are operating at or above an average daily Level of Service C or Level of Service D at peak hours, 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 or Level of Service D at peak hours.

c. Transportation improvements and/or right-of-way dedications required by these conditions shall be recognized through Transportation and Right-of-way impact fee offsets in accordance with the provisions of the Hillsborough County Consolidated Impact Fee Ordinance #96-29, as amended by #96-32 and subsequent revisions thereto if such dedications and improvements are determined to be eligible.

8. Developer is entitled to relocate various uses geographically within the project and trade off land uses in accordance with the following table without additional approvals from the Department of Community Affairs and the Tampa Bay Regional Planning Council. The geographic relocation of land uses shall not be permitted within any area designated as preservation or conservation areas. In seeking approval of a specific Land Use Exchange, the Developer shall prepare and submit to the County a request which demonstrates that the impacts generated by the proposed land use mix will not exceed the impacts for transportation, potable water, wastewater treatment, solid waste disposal, drainage and parks and recreation which are authorized in this Development Order. Additionally, the Developer shall demonstrate that the proposed land use mix will not generate additional demand for affordable housing beyond the amount for which the supply of affordable housing has been demonstrated to be available. The application of the LUTM will be

limited so that the total approved development for each approved land use category will not be exceeded.

Upon submission of a request to the County to implement this section of the Development Order, all application materials and information necessary to support approval of such a request shall be provided to the Department of Community Affairs and the TBRPC by the Developer. The Developer shall provide written notification to the Department and TBRPC of the approval or denial of any land use exchange requested by the Developer. Further, the approval of any land use exchange request shall be included in the Annual Report which covers the reporting period in which the land use exchange was approved. With the submittal of any Notice of Proposed Change requiring changes to this Development Order, the Revised Master Development Plan and Phasing Schedule shall be amended to reflect any Land Use Exchange(s) that have been approved since the issuance of the Development Order or last amendment to the Development Order. Such change considered by itself shall not constitute a substantial deviation. Changes to the Phasing Schedule under this paragraph do not include extensions to the buildout date.

The land use exchange request shall contain information sufficient to enable the County to determine that the impacts of the revised land use mix do not exceed the impacts of the land use mix being replaced. The quantifiable impacts will be measured based upon the relevant factors then currently used by the County (e.g. ITE trip generation rates, EDU tables solid waste generation factors, etc.). The Developer shall verify the appropriate factors with County staff prior to the submittal of any such land use exchange request.

The traffic impacts of the revised land use mix shall be deemed by the County not to exceed the approved traffic impacts of the land use mix being replaced so long as the changes does not increase the p.m. peak hour total traffic and the relative proportions of trips produced by attractors and the trips produced by generators remains substantially the same for the phase or subphase. In the event that the attractor/generator proportions are not substantially the same, as determined by the County, additional information may be required to assess trip distribution, intersection(s) performance and/or particular roadway segments designated by the County.

Table 5 which follows includes conversion factors for equating traffic impacts of exchanges of land uses with similar travel characteristics. The incorporation of this land use exchange mechanism shall not operate to permit the Developer to develop any land use which will generate peak hour trips in excess of the total number of p.m. peak hour trips for which it has obtained specific development order approval.

TABLE 5
Land Use Trade-off Matrix

To From	Single Family	Multi Family	Office	Service Center	Light Industrial	Commer-cial
Single Family	1	1.15	N/A	N/A	N/A	N/A
Multi Family	0.87	1	N/A	N/A	N/A	N/A
Office	N/A	N/A	1	1.14	1.61	N/A
Service Center	N/A	N/A	0.88	1	1.41	N/A
Light Industrial	N/A	N/A	0.62	0.71	1	N/A
Commer-cial.	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

N/A= Not Applicable

1. Single Family and multi family trade-off calculated based upon dwelling units.

2. Office, Service Center and Light Industrial trade-off calculated based upon gross square feet.

3. The Land Use Exchange may be applied to alter the mix of land uses specifically approved for Phase I and Phase IIA, in accordance with the Land Use Trade-Off Matrix. Changes between land use categories designated N/A will require submittal of a Notice of Proposed Change application by the Developer.

4. Any proposed Land Use Exchange which results in an increase which creates a reasonable likelihood of additional impacts for potable water, wastewater treatment, or solid waste disposal in approved Phase I and Phase IIA, will require an analysis pursuant to Florida Statutes, Section 380.06(19) to determine whether the change constitutes a substantial deviation. The approved impacts for Phase I and Phase IIA are 545,394 gallons per day of potable water usage, 451,172 gallons per day of wastewater treatment demand, and 11.46 tons per day of solid waste disposal demand.

9. All studies, monitoring programs and reports required in Section C, Paragraph 7 hereof (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 or Occupancy shall be issued until the required information has been submitted to and accepted by Hillsborough County.

10. The developer shall be required to conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed phase modal splits of 2.5%, 3.5% and 4.7% and shall monitor them with each annual report.

(1) Access and internal arterial and appropriate collector road geometrics shall accommodate a 96" wide by forty (40) feet long advance design coach.

(2) The Developer shall provide shelters and pullout bays along the on-site transit route on the internal arterial or collector roads as and when deemed appropriate by HART Authority. Shelter locations shall be reasonably 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.

(3) Transit schedule/information displays will be provided, at a minimum, at each on-site bus stop by the developer.

(4) Maintenance of transit amenities such as shelters, benches, and schedule displays shall be the responsibility of HART Authority. Maintenance of landscaping adjacent to transit amenities shall be the responsibility of the developer.

(5) 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 HART Authority.

11. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right-of-way and transportation improvements although their payment will be credited towards any required improvements if consistent with the provisions of the impact fee regulations.

D. <u>ENVIRONMENTAL</u>

1. Hillsborough County shall reserve the right to require that the developer undertake mitigative measures or a revision of the master General Development Plan to alleviate any potential impacts of the project on ambient air quality.

2. To reduce fugitive dust and other adverse air emissions the developer shall undertake the measures referenced on pages 13-6 and 13-7 of the ADA to reduce fugitive dust and other adverse air emissions. Specifically the developer shall ensure that:

(a) The cleared and disturbed areas shall be sodded, seeded, mulched, or planted with landscape material as soon as practicable.

(b) The side slopes of detention ponds will be sodded or natural vegetation will be encouraged to grow.

(c) Wind erosion will be controlled through sprinkling or other appropriate means.

3. The developer agrees that representative stands of each upland vegetative community type listed on page 18-1 of the ADA shall be set aside in their natural state in order to maintain natural diversity on the site. These areas shall be designated on the General Development Plan to serve as conservation areas and shall be of sufficient size so as to maintain their natural function. To the extent possible these areas should be located contiguous to other habitats, conserved so as to enhance their value. The Developer may create oversized lots by platting within the Oak Hammock Preserve, provided that the minimum lot size requirements for each such lot shall be met using land located outside the preserve. In the event oversized lots are platted into the preserve, the Developer shall prepare and record a conservation easement in favor of Hillsborough County in accordance with the requirements of 704.06, Florida Statutes (1997), prior to final plat approval. The conservation easement shall encompass the entire area of the Oak Hammock shown on Map "H" dated April 13, 1999.

4. The portions of the Southbend site which meet the definition of preservation and conservation areas, as defined in the Council's adopted growth policy, Future of the Region, Sections 2.701 and 2.702 shall be so designated on the revised General Development Plan submitted to Hillsborough County for Planned Unit Development approval.

5. Prior to the issuance of any permits a Final Drainage Plan for the Project or any subphase thereof shall be submitted to Hillsborough County, DEP, SWFWMD and TBRPC for review and to Hillsborough County for approval.

6. In order to protect water quality, the following parameters shall be included in the Project drainage plan(s):

a. The drainage system shall be designed to provide retention, or detention with filtration/assimilation treatment for the first "flush" of runoff generated from the site as required by 17-25 FAC and 40D-4 Rules of the SWFWMD.

b. Best Management Practices recommended by Hillsborough County shall be adhered to.

7. In the event that any species listed in Sections 39-27.03-.05, F.A.C. are observed frequenting the site for nesting, feeding, or breeding, proper protection and mitigation measures shall be employed in cooperation with the Florida Game and Fresh Water Fish Commission.

8. Prior to the issuance of detailed site plan approval or Land Alteration permits, the developer shall stipulate to the satisfaction of Hillsborough County the manner by which any onsite gopher tortoise colonies shall be preserved or relocated. Copies of any required permits relative to any on-site gopher tortoise population shall be provided to Hillsborough County and TBRPC. An acceptable plan detailing how the gopher tortoise population will be accommodated, protected and monitored shall be submitted to Hillsborough County, the Florida Game and Fresh Water Fish Commission and TBRPC. The plan shall be submitted prior to any clearing activities or building permits for Phases I and IIA.

9. The Prior to any site alteration the developer shall institute a quarterly monitoring program to establish background conditions and the quality of surface water exiting the site. Quarterly monitoring shall begin at least thirty (30) days prior to the actual development commencement and shall continue through buildout. The monitoring results shall be submitted to the DEP, SWFWMD, the Hillsborough County EPC, and TBRPC quarterly. Any violation of Chapter 17-3 F.A.C. shall require corrective measures as set forth by DEP.

10. The developer, his assigned agents or successors or assigns shall be responsible for the maintenance of all open space/recreation areas and landscaped areas within each phase of the development. This does not include water retention/detention ponds in platted subdivisions with public streets or the dedicated 4.0 acre park.

11. The developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for landscape and open space irrigation prior to the issuance of Certificates of Zoning Compliance.

12. The developer shall designate a private management entity responsible for maintenance and operation of any on-site wells, prior to the issuance of any detailed site plan approval.

13. Water-saving methods and fixtures shall be incorporated into Southbend design and construction.

E. PUBLIC FACILITIES

1. Prior to issuance of detailed site plan approval for each phase or subphase of the development, the developer shall stipulate to the satisfaction of Hillsborough County the manner by which the developer will participate in the provision or expansion of internal and external water supply, supply lines, and facilities to service Southbend. This shall include the capping or use of current onsite wells and/or any drilling of new wells for potable or non-potable water. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction. Hillsborough County shall provide water service to this development.

2. Prior to issuance of detailed site plan approval for each phase or subphase of the development, the developer shall ensure provision of fire flows acceptable to Hillsborough County and of any additional fire fighting facilities/manpower/equipment required to serve the project beyond that budgeted by Hillsborough County. Prior to the issuance of building permits for a structure of 4 or more stories, a career ladder company shall be provided by the developer, unless otherwise determined by Hillsborough County.

3. Prior to issuance of detailed site plan approval for each phase or subphase of the development, the developer shall stipulate to the satisfaction of Hillsborough County the manner by which the developer will participate in the provision of wastewater treatment facilities that will serve the Southbend development.

4. Prior to issuance of detailed site plan approval for each phase or subphase of the development, the developer shall provide documentation to the Hillsborough County of an approved master plan for wastewater collection, treatment and effluent disposal facilities.

5. Prior to issuance of detailed site plan approval for each phase or subphase of the development, 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 development.

F. HAZARDOUS WASTE

1. The developer or its assigns shall implement a site specific groundwater monitoring program for all activities which require the handling of hazardous or toxic substances as required by Hillsborough County, the Environmental Protection Commission and the Florida Department of Environmental Protection.

2. The developer shall ensure that those individual tenants who use, handle, store, or process hazardous wastes provide an emergency response and hazardous waste management operation plan to minimize hazards to human health and the environment. The plan will describe the procedures and actions required of facility personnel as well as describe the arrangements agreed to by local police and fire departments, emergency services and hospitals. Individual tenant plans will be included in the annual report following their adoption.

3. All temporary storage facilities for hazardous or toxic materials or wastes will be designed at a minimum to meet the criteria set forth in the Future of the Region, to the extent that there is no conflict with Hillsborough County hazardous waste management plans.

4. In accordance with local government policy and appropriate environmental regulations, the developer shall ensure through restrictive covenants that producers of hazardous waste shall handle and store such waste on site in properly designed areas and prepare those products for shipment to hazardous waste transfer facilities designated by Hillsborough County.

G. HISTORICAL OR ARCHAEOLOGICAL

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

H. ENERGY MANAGEMENT AND FLOOD CONTROL

1. The developer shall hold discussions and cooperate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, concerning the feasibility of designating the Southbend Regional Mall and/or hotels as public hurricane evacuation shelters. A report on the final outcome of these discussions shall be submitted in the annual reports immediately following issuances of certificates of occupancy for the hotel(s) and mall.

2. The developer or its assigns shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The developer shall prepare a plan to ensure the safe and orderly evacuation of hotel guests, residents and those employees who, for security or administrative reasons, are in buildings after an evacuation order is issued. Cooperative measures include (1) ordering all buildings closed for the duration of a hurricane evacuation order; (2) informing all employees and residents of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report submitted after occupancy of any portion of the project.

3. Elevations for all habitable structures shall be at or above the base flood elevation.

I. ENERGY CONSERVATION

The energy conservation measures referenced on page 25-4 of the ADA 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 and life-cycle costing (to include operation and maintenance costs) in evaluating energy conservation effectiveness.

J. SCHOOLS AND PARKS

1. The developer shall dedicate a 4.0 acre parcel of Southbend for use as a park site which shall be owned and maintained by Hillsborough County. If the park site is not accepted by Hillsborough County, the site may be used for single-family or townhome residential development only so long as the total number of dwelling units on site does not exceed 2,810.

2. The developer shall dedicate to the School Board upon request of the School Board, usable land for one 15.5-acre elementary school site of which 3.5 acres may be shared with the adjacent park site. If the school site is not accepted by the Hillsborough County School Board, the site may be used for single-family or townhome residential development only so long as the total number of dwelling units on site does not exceed 2,810.

K. BUFFERS

Non-residential 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.

L. EQUAL OPPORTUNITY

The developer shall comply with all requirements of the Civil Rights Act, and the Hillsborough County Fair Housing Ordinance. The developer shall seek, and urge and encourage all contractors and subcontractors to involve minority groups in the development of the project. All housing, and commercial establishment areas shall be available to all, on a fair and impartial basis.

M. GENERAL

1. Any change to the project which meets the criteria set forth in Subsection 380.06(19)(b), F.S. shall constitute a substantial deviation.

2. Any approval of the Southbend development shall at minimum, satisfy the provision of Subsection 380.06(15), F.S.

3. Any approval of this development shall require that all of the developer's commitments set forth in the ADA, and as summarized as Attachment 1, be honored, except as they may be superseded by specific terms of the Development Order.

4. The Covington Park Community Development District is hereby authorized to undertake the funding, construction, operation and/or maintenance of any of the projects, whether within or without the boundaries of the District, which are identified within this Development Order.

TABLE 20-1

Phasing Schedule

Land Use	Phase IA 11/9/2002	Phase I/IIA 11/9/1999	Phase IIB 11/9/1999	Phase III 11/9/2002	Total 6/14/2006
Regional Commercial				1,000,000 sf	1,000,000 sf
Office		111,180 sf	215,820 sf	327,000 sf	654,000 sf
Hotel			100,000 sf	100,000 sf	200,000 sf (500 rooms)
Neighborhood Commercial		110,000 sf			110,000 sf
Service Center		213,120 sf	213,120 sf	213,760 sf	640,000 sf
Light Industrial		532,800 sf	532,800 sf	534,400 sf	1,600,000 sf
Multi-Family Residential			360 du	356 du	716 du
Town House Residential	266 du		266 du	266 du	798 du
Single Family Residential	948 du		348 du		1,296 du
Totals	1,214 du	967,100 sf	974 du 1,061,740 sf	622 du 2,175,160 sf	2,810 du 4,204,000 sf

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 acknowledgments, personally appeared *Erin McCormick Larrinaga*, as attorney for *Genstar Land Company*, the applicant of the Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI) Subsection 380.06(19), Florida Statutes for the Southbend DRI#145 ("Notice of Proposed Change"), to me well known, who being by me first duly sworn, says upon oath as stated below:

1. Genstar Land Company filed the Notice of Proposed Change on February 16, 2000.

2. The Notice of Proposed Change was filed with all persons as required by law.

Erin McCormick Larrinaga, Esquire
Attorney for Genstar Land Company

Sworn to and subscribed before me this 3rd day of ~~April,~~ May 2000.

Notary Public

(Notarial Seal)

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
Jacqueline A. Gustafson
Commission # CC 734730
Expires April 16, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

EML\Genstar\2000 NOPC Affidavit

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

#145

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

May 5, 1999

JOHN MEYER DRI COORDINATOR
TAMPA BAY REGIONAL PLANNING COUNCIL
9455 KOGER BOULEVARD SUITE 219
ST PETERSBURG FL 33702

Re: Resolution No. R99-074 - Amending the Development Order for Southbend (DRI #145)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on April 13, 1999.

We are providing this original for your files.

Sincerely,

Judith M. Grose

Judith M. Grose
Senior Manager, BOCC Records

jg
Attachment
Certified Mail
cc: Board files (orig.)
Rhea Law, Atty., Fowler, White, P.A.
J. Thomas Beck, Florida Department of Community Affairs
Susan Fernandez, Senior Assistant County Attorney
Kevin Mineer, Principal Planner, Planning & Growth Management
Beth Novak, County Attorney's Office

RESOLUTION NO. R99-074

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA DRI #145 DEVELOPMENT ORDER SOUTHBEND

Upon motion by Commissioner Norman, seconded by Commissioner Wacksman, the following Resolution was adopted by a vote of seven to zero.

WHEREAS, in January, 1986, General Homes - Florida, Inc., filed an application for development approval of a development of regional impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, said application proposed construction of a mixed-use development on approximately seven hundred and seventy-seven acres, located in southeastern Hillsborough County, hereinafter referred to as Southbend; and

WHEREAS, the described project lies within the unincorporated area of Hillsborough County; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County on November 25, 1986, held a duly noticed public hearing on said application for development approval and has heard and considered testimony and other documents and evidence; and

WHEREAS, on November 25, 1986, the Board of County Commissioners approved a Development Order (Resolution No. R86-0260) (the "Development Order") for the Southbend Development of Regional Impact (DRI #145) (the "Development") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on April 21, 1992, a Notification of a Proposed Change to a previously approved Development of Regional Impact pursuant to Subsection 380.06(19), Florida Statutes, was filed for Southbend ("Notice of Proposed Change"); and

WHEREAS, the Board of County Commissioners of Hillsborough County on July 14, 1992, held a duly noticed public hearing on said application for development approval and heard and considered testimony and other documents and evidence; and

WHEREAS, the Board of County Commissioners of Hillsborough County on July 14, 1992, approved a Development Order (Resolution No. R92-0168), amending the Development Order for the Southbend DRI #145, pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on January 27, 1997, a second Notice of Proposed Change to a previously approved Development Order of Regional Impact pursuant to Subsection 380.06(19), Florida Statutes, was filed for Southbend; and

WHEREAS, the Board of County Commissioners of Hillsborough County on July 15, 1997, held a duly noticed public hearing on said Notice of Proposed Change, and heard and considered testimony and other evidence and comments; and

WHEREAS, on July 15, 1997, the Board of County Commissioners approved a Development Order (Resolution No. R97-168), amending the Development Order for the Southbend DRI # 145, pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on January 28, 1999, a third Notice of Proposed Change to a previously approved Development of Regional Impact pursuant to Subsection 380.06(19), Florida Statutes was filed for Southbend; and

WHEREAS, the Notice of Proposed Change addresses the following changes:

(A) Sub-phasing of the project (Phase IA) to recognize the immediate development of approximately 240 acres of the project for residential uses and the transportation mitigation required as a result thereof. In addition, the buildout dates of Phase 1A were extended to November 9, 2002.

(B) Flexibility in uses between Single Family, Multi-family and Townhome development.

(C) Modifications to the Development Order relating to conforming language on approved phases, impact fee credits, school and park dedications.

NOW THEREFORE, be it resolved by the Board of County Commissioners of Hillsborough County, Florida, in regular meeting assembled this 13th day of April, 1999, as follows:

FINDINGS OF FACT

1. The recital set forth above are incorporated herein, as if restated in their entirety.

2. That the Hillsborough County Board of County Commissioners finds that there is substantial competent evidence to support the following findings of fact:

   (A) The extension of the buildout date for Phase IA is a cumulative extension of 12 years, 11 months and 15 days and thus, is presumed to create a substantial deviation pursuant to Subsection 380.06(19)(e)(3), F.S. Further, the revisions of the traffic mitigation is presumed to create a substantial deviation. However, the applicant has submitted a transportation analysis to demonstrate that the proposed changes will not create additional regional impacts.

   (B) The changes to the Map H relative to flexibility in residential uses and the alternate uses for the school and park property is presumed to create a substantial deviation; however, the applicant has provided adequate documentation to demonstrate that the proposed changes will not create additional regional impacts.

   (C) The applicant has submitted documentation and evidence related to the other proposed changes to demonstrate that these changes will not create additional impacts, and such documentation and evidence has been reviewed by Hillsborough County, the Tampa Bay Regional Planning Council, and the Florida Department of Community Affairs.

CONCLUSIONS OF LAW

3. That the Hillsborough County Board of County Commissioners having made the above findings of fact, reaches the following conclusions of law:

   (A) Sub-phasing of the project (Phase IA) to recognize the immediate development of approximately 240 acres of the project for residential uses and the transportation mitigation required as a result thereof and extension of the buildout date to November 9, 2002, does not constitute a substantial deviation requiring further development of regional impact review.

   (B) Flexibility in uses between Single Family, Multi-family and Townhome development does not constitute a substantial deviation requiring further development of regional impact review.

(C) Modifications to the Development Order as stated in Attachment "A", relating generally to conforming language on approved phases, impact fee credits, school and park dedications does not constitute a substantial deviation requiring further development of regional impact review.

(D) All statutory procedures have been adhered to in the submittal and review of the Notice of Proposed Change.

(E) Based upon compliance with the terms and conditions of the Southbend Development Order, as hereby amended, the reports, recommendations, and testimony heard and considered by the Hillsborough County Board of County Commissioners, it is further concluded that:

(1) The changes described herein will not unreasonably interfere with the achievement of objectives of the adopted State Land Development Plan; and

(2) The development is consistent with the State Comprehensive Plan; and

(3) The development, as amended herein, is consistent with the local Land Development Regulations and the Future of Hillsborough Comprehensive Plan; and

(4) The development, as amended herein, is consistent with the report and recommendation of the Tampa Bay Regional Planning Council.

4. That having made the above findings of fact and drawing the above conclusions of law it is hereby ordered that the Notice of Proposed Change be approved and is incorporated herein by reference; it is hereby further ordered that the Southbend (DRI #145) Development Order be amended as set forth in Attachment "A" attached hereto, and incorporated herein. The revised General Site Development Plan attached hereto as Attachment "B" replaces adopted General Site Development Plan.

5. The Southbend (DRI #145) Development Order, as amended herein, is hereby reaffirmed in its entirety.

6. The Developer shall record a notice of adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.

7. This Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes (1987).

8. 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, and other recipients specified by statute or rules.

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 regular meeting of April 13, 1999, as the same appears of record in Minute Book 275 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 5th day of May, 1999.

RICHARD AKE, CLERK

By: _____
Deputy Clerk

APPROVED BY COUNTY ATTORNEY

BY _____
Approved As To Form and Legal Sufficiency

ri/thompson/99resord.doc

Attachment A

Modified Development Order

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project in accordance with the proposed phasing schedule contained in Table 20-1, as amended by Resolution # 's R92-0168, R97-168, and _____ is an integral part of the Development Order conditions. Therefore, if the Developer elects to amend the proposed phasing schedule, he shall submit said amendments to the County for review and approval, which approval shall not be withheld for mere acceleration of phases if the terms of this Order are otherwise fully complied with. It is the intent of this provision to insure that all prerequisites for each phase of the project are complied with. For purposes of this Order, a phase shall be considered complete upon issuance of the final certificate of occupancy for the phase. Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes .

2. This Development Order shall remain in effect for a period up to and including June 14, 2006. 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.

3. Physical development on site shall begin within 3 years of the effective date of this Development Order.

4. The development shall not be subject to down-zoning, unit density reduction, or intensity reduction until June 14, 2006 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. Infrastructure

The developer acknowledges that any Phase I and IIA or excess infrastructure capacity constructed to potentially serve latter phases shall be at the developer's risk and shall not vest latter phase development rights.

C. Transportation

1. A transportation improvements plan for the Ruskin/Sun City area in cooperation with Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC),

the Tampa Urban Area Metropolitan Planning Organization (MPO) and developers in the study area shall be developed. The plan shall consider all approved developments in the area including previously approved DRI, and projected development. The plan shall be completed prior to any Phase II approval. Ongoing or proposed studies such as the Big Bend Area Comprehensive Plan amendment or the Comprehensive Plan Update may serve to meet this requirement. If required by Hillsborough County the developer shall contribute to such study on a fair share basis and receive credits if any provided for in the Thoroughfare Plan and the Road Network Improvement Ordinances. In lieu, thereof, issuance of a Development Order approving an area wide DRI including the project site shall satisfy this requirement. This transportation plan or area wide DRI traffic analysis shall include but not be limited to:

a. The regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional major roadways to be constructed within the study area.

b. The existing, approved, and projected development to be included within the plan.

c. An assessment of the traffic impact of existing, approved and projected development.

d. An evaluation and recommendation of mass transit alternatives to additional road improvements.

e. A recommendation of specific implementation methods, strategies and programs.

2. The applicant, his successors, or 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, the Hillsborough Area Regional Transit Authority, the TBRPC and the FDOT.

3. Each annual report for this development after the issuance of certificates of occupancy for 300,000 square feet of office space, or the equivalent thereof, 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.

4. If an annual report is not submitted within 30 days of its due date, or if the annual report indicates that the total trip diversions, as claimed in the application are not being met, Hillsborough County shall conduct a substantial deviation determination pursuant to Subsection 380.06(19), F.S. if required, and amend the Development Order to change TSM objectives and/or required 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.

5. To assure that the transportation impacts of this development have been accurately projected by the ADA traffic analysis, the developer shall conduct field surveys and a report of findings to determine actual external vehicle and transit trips generated by Southbend every year after the initial certification of occupancy and issued through project build-out as part of the annual report. This survey and report shall be conducted by the applicant and shall be approved by Hillsborough County, the Tampa Urban Area MPO, and FDOT and the TBRPC. After review of the survey and report findings, the reviewing agencies or developer may require that the Development Order be revised accordingly.

6. The developer, his successors, or assigns will perform a traffic study after certificates of occupancy have been granted to 600,000 square feet of office use, or the tripmaking equivalent thereof. The study shall serve to affirm the findings of the original ADA. The traffic study shall report the success of the diversion of vehicle trips from the PM peak hour as well as the achieved mode split percentage. This report shall be included every two years as part of the annual report.

7. The developer at its option, may select one of the following alternatives to mitigate the project's transportation impact:

a. Alternative 1

(1) Phases I and IIA: No building permits shall be issued for Phases I and IIA until funding commitments are secured from responsible entities for the following roadway improvements:

(i) At the intersection of Big Bend Road and the west project entrance, construct a westbound left-turn lane, eastbound right-turn lane, northbound right-turn and left-turn lanes, and provide signalization when warranted by the Manual of Uniform Traffic Control Devices (MUTCD). These improvements are of total benefit to the project.

(ii) At the intersection of Big Bend Road and the east project entrance, construct a westbound left-turn lane, eastbound right-turn lane, northbound right-turn and left-turn lanes, and provide signalization when warranted by the MUTCD. These improvements are of total benefit to the project.

(iii) At the intersection of U.S. 41 and Big Bend Road, add a second left-turn lane for westbound traffic. Southbend will contribute 45.1 percent of the existing LOS D peak-hour capacity at the end of Phases I and IIA.

(iv) At the intersection of Big Bend Road and I-75 east ramps, add a second left-turn lane for westbound traffic. Southbend will contribute 10.1 percent of the existing LOS D peak-hour capacity at the end of Phases I and IIA, or as otherwise required by a traffic analysis.

(v) An annual monitoring program will be started when fifty (50) percent of Phases I and IIA tripmaking, as calculated using standard ITE Trip Generation Rates, has been

achieved. This annual monitoring report will be reported as part of the annual report referenced in subsection 8 below, and will continue until buildout. The annual reports shall provide information regarding the total development which has been permitted and its equivalent in trips, and shall project the development/trips anticipated for the following year. The monitoring program will record driveway volumes in the evening peak hour and on a daily basis. If the driveway volumes exceed those projected in the DRI/ADA for Phases I and IIA and prior to commencement of subsequent phases a new traffic analysis consistent with Section 380.06, F.S. will be required. The revised transportation analysis 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) 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. Such subphasing shall be acceptable under the following conditions.

TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

Funding commitments for roadway improvements will be required when the regional roadway operates below daily LOS C and LOS D at peak hour and the development contributes 5% or more of the existing daily LOS C and LOS D at peak hour existing capacity of the facility.

(i) The Developer has chosen to subphase (SubPhase IA) to allow 1,214 dwelling units and shall be responsible for providing the following improvements:

(a) Prior to issuance of SubPhase IA Certificates of Occupancy the developer shall be responsible for providing the following improvements:

Subphase IA (2002) - (with no access on US 41)

At the intersection of Big Bend Road and the east project entrance, construct a westbound left-turn lane, eastbound right-turn lane, northbound right-turn and left-turn lanes, and provide signalization when warranted by the MUTCD. These improvements are of total benefit to the project.

At the intersection of Big Bend Road and I-75 east ramps, provide signalization when warranted. Southbend will contribute 10.1 percent of the existing LOS D peak-hour capacity at the end of Phases I and IIA, or as otherwise required by a traffic analysis.

(b) Annually, for inclusion in the annual report, and (b) after receiving Certificates of Occupancy for 500 residences, the Developer shall complete a preliminary evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization referenced in this subparagraph. Should it be determined that a warrant study is required, the Developer shall provide same in the annual report.

Phases 2B and 3: Conceptual approval of these phases is accorded. Final approval shall be based on further review, pursuant to Section 380.06 F.S.

b. Alternative 2

(1) In the event that commitments for transportation improvements are only adequate to permit approval of a portion of the development, the capacity and loading of impacted transportation facilities in the Sun City/Ruskin transportation area, including but not limited to the regional roadways and intersections referenced in Alternative 1, shall be limiting factors in any subsequent approvals.

(2) The developer shall generate and provide Hillsborough County, the Tampa Urban Area MPO, the FDOT and the TBRPC pursuant to the provisions of Section 380.06, F.S., with updated current traffic counts on the above roadways and projections 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 as Alternative 1) or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways referenced in Alternative 1 at a satisfactory Level of Service, daily Level of Service C or Level of Service D at peak hours. 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 Phases I and IIA approval, the County or its designee shall ensure in written findings of fact that the above roadways are operating at or above an average daily Level of Service C or Level of Service D at peak hours, 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 or Level of Service D at peak hours.

c. Transportation improvements and/or right-of-way dedications required by these conditions shall be recognized through Transportation and Right-of-way impact fee offsets in accordance with the provisions of the Hillsborough County Consolidated Impact Fee Ordinance #96-29, as amended by #96-32 and subsequent revisions thereto if such dedications and improvements are determined to be eligible.

8. Developer is entitled to relocate various uses geographically within the project and trade off land uses in accordance with the following table without additional approvals from the Department of Community Affairs and the Tampa Bay Regional Planning Council. The geographic relocation of land uses shall not be permitted within any area designated as preservation or conservation areas. In seeking approval of a specific Land Use Exchange, the Developer shall prepare and submit to the County a request which demonstrates that the impacts generated by the proposed land use mix will not exceed the impacts for transportation, potable water, wastewater treatment, solid waste disposal, drainage and parks and recreation which are authorized in this Development Order. Additionally, the Developer shall demonstrate that the proposed land use mix will not generate additional demand for affordable housing beyond the amount for which the supply of affordable housing has been demonstrated to be available. The application of the LUTM will be

limited so that the total approved development for each approved land use category will not be exceeded.

Upon submission of a request to the County to implement this section of the Development Order, all application materials and information necessary to support approval of such a request shall be provided to the Department of Community Affairs and the TBRPC by the Developer. The Developer shall provide written notification to the Department and TBRPC of the approval or denial of any land use exchange requested by the Developer. Further, the approval of any land use exchange request shall be included in the Annual Report which covers the reporting period in which the land use exchange was approved. With the submittal of any Notice of Proposed Change requiring changes to this Development Order, the Revised Master Development Plan and Phasing Schedule shall be amended to reflect any Land Use Exchange(s) that have been approved since the issuance of the Development Order or last amendment to the Development Order. Such change considered by itself shall not constitute a substantial deviation. Changes to the Phasing Schedule under this paragraph do not include extensions to the buildout date.

The land use exchange request shall contain information sufficient to enable the County to determine that the impacts of the revised land use mix do not exceed the impacts of the land use mix being replaced. The quantifiable impacts will be measured based upon the relevant factors then currently used by the County (e.g. ITE trip generation rates, EDU tables solid waste generation factors, etc.). The Developer shall verify the appropriate factors with County staff prior to the submittal of any such land use exchange request.

The traffic impacts of the revised land use mix shall be deemed by the County not to exceed the approved traffic impacts of the land use mix being replaced so long as the changes does not increase the p.m. peak hour total traffic and the relative proportions of trips produced by attractors and the trips produced by generators remains substantially the same for the phase or subphase. In the event that the attractor/generator proportions are not substantially the same, as determined by the County, additional information may be required to assess trip distribution, intersection(s) performance and/or particular roadway segments designated by the County.

Table 5 which follows includes conversion factors for equating traffic impacts of exchanges of land uses with similar travel characteristics. The incorporation of this land use exchange mechanism shall not operate to permit the Developer to develop any land use which will generate peak hour trips in excess of the total number of p.m. peak hour trips for which it has obtained specific development order approval.

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 Resolution No. R97-168 Amending the Development Order for Southbend (DRI #145), approved by the Board in its regular meeting of July 15, 1997, as the same appears of record in MINUTE BOOK 254 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 31st day of July, 1997.

RICHARD AKE, CLERK

BOARD COUNTY COMMISSIONERS FLORIDA SEAL HILLSBOROUGH COUNTY

BY: Deputy Clerk

RESOLUTION NO. R97-168

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA DRI #145 DEVELOPMENT ORDER SOUTHBEND

Upon motion by Commissioner Hart, seconded by Commissioner Scott, the following Resolution was adopted by a vote of four to zero.

WHEREAS, in January, 1986, General Homes - Florida, Inc., filed an application for development approval of a development of regional impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, said application proposed construction of a mixed-use development on approximately seven hundred and seventy-seven acres, located in southeastern Hillsborough County, hereinafter referred to as Southbend; and

WHEREAS, the described project lies within the unincorporated area of Hillsborough County; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County on November 25, 1986, held a duly noticed public hearing on said application for development approval and heard and considered testimony and other documents and evidence; and

WHEREAS, on November 25, 1986, the Board of County Commissioners approved a Development Order (Resolution No. R86-0260) (the "Development Order") for the Southbend Development of Regional Impact (DRI #145) (the "Development") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on April 21, 1992, a Notification of a Proposed Change to a previously approved Development of Regional Impact pursuant to Subsection 380.06(19), Florida Statutes, was filed for Southbend ("Notice of Proposed Change"); and

WHEREAS, the Board of County Commissioners of Hillsborough County on July 14, 1992, held a duly noticed public hearing on said Notice of Proposed Change, and heard and considered testimony and other evidence and comments; and

WHEREAS, on July 14, 1992, the Board of County Commissioners approved a Development Order (Resolution No. R92-0168), amending the Development Order for the Southbend DRI #145, pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on January 27, 1997, a second Notice of Proposed Change to a previously approved Development of Regional Impact pursuant to Subsection 380.06(19), Florida Statutes, was filed for Southbend; and

WHEREAS, the Notice of Proposed Change addresses the following changes:

(a) Combine a portion of the Phase II development (300 single family units) with Phase I, to be specifically approved as Phase IIA.

(b) Extend the buildout dates for Phase I and IIA to November 9, 1999, for Phase IIB to November 9, 1999, and for Phase III to November 9, 2002, and revise the General Site Development Plan, attached hereto as Exhibit "A", to indicate the new buildout and phasing dates;

(c) Add a Land Use Trade Off Mechanism to the Development Order and permit the geographic relocation of various land uses;

(d) Revise or remove conditions in the Development Order relating to drainage, surface water quality monitoring, public facilities, noise impacts, hazardous waste storage and generation and transportation improvements; and

(e) Revise the annual reporting date from November 25 to June 30.

NOW THEREFORE, be it resolved by the Board of County Commissioners of Hillsborough County, Florida, in regular meeting assembled this 15th day of July, 1997, as follows:

FINDINGS OF FACT

1. The recitals set forth above are incorporated herein, as if restated in their entirety.

2. That the Hillsborough County Board of County Commissioners finds that there is substantial competent evidence to support the following findings of fact:

   (a) The combination of 300 units of Phase II development with specifically approved Phase I development, to create Phase IIA, is presumed to create a substantial deviation pursuant to Subsection 380.06(19)(e)(3), F.S. However,

the applicant has submitted a transportation analysis to demonstrate that the proposed change will not create additional regional impacts.

(b) The extension of the buildout dates for Phase IIA, Phase IIB and Phase III is for a period less than seven years, and is presumed not to create a substantial deviation pursuant to Subsection 380.06(19)(c), F.S. The Phase I extension, when combined with Phase IIA, is for a period greater than seven years, and is presumed to create a substantial deviation, however the applicant has submitted a transportation analysis to demonstrate that the proposed change will not create additional regional impacts.

(c) The applicant has submitted documentation and evidence related to the other proposed changes to demonstrate the these changes will not create additional impacts, and such documentation and evidence has been reviewed by Hillsborough County, the Tampa Bay Regional Planning Council, and the Florida Department of Community Affairs.

3. That Condition IV C.1. of the Development Order which requires that a transportation improvements plan for the Ruskin/Sun City Area has been fulfilled, and the Developer is under no further obligation with respect to this condition.

CONCLUSIONS OF LAW

4. That the Hillsborough County Board of County Commissioners having made the above findings of fact, reaches the following conclusions of law:

(a) The combination of a portion of the Phase II development (300 single family units) with Phase I as Phase IIA does not constitute a substantial deviation requiring further development of regional impact review.

(b) The extension of the buildout dates for the Phases of development, and the revision of the General Site Development Plan, attached hereto as Exhibit "A" to indicate the new buildout and phasing dates does not constitute a substantial deviation requiring further development of regional impact review.

(c) The addition of a Land Use Trade Off Mechanism to the Development Order, and the permitting of geographic relocation of various land uses does not constitute a substantial deviation requiring further development of regional impact review.

(d) The revision or removal of conditions of the Development Order relating to drainage, surface water quality monitoring, public facilities, sound abatement

construction standards, hazardous waste generation and storage and transportation improvements does not constitute a substantial deviation requiring further development of regional impact review.

(e) All statutory procedures have been adhered to in the submittal and review of the Notice of Proposed Change.

(f) Based upon compliance with the terms and conditions of the Southbend Development Order, as hereby amended, the reports, recommendations, and testimony heard and considered by the Hillsborough County Board of County Commissioners, it is further concluded that:

(1) The changes described herein will not unreasonably interfere with the achievement of objectives of the adopted State Land Development Plan; and

(2) The development is consistent with the State Comprehensive Plan; and

(3) The development, as amended herein, is consistent with the local Land Development Regulations and the Future of Hillsborough Comprehensive Plan; and

(4) The development, as amended herein, is consistent with the report and recommendation of the Tampa Bay Regional Planning Council.

5. That having made the above findings of fact and drawing the above conclusions of law it is hereby ordered that the Notice of Proposed Change be approved and is incorporated herein by reference; it is hereby further ordered that the Southbend (DRI #145) Development Order be amended as set forth in Exhibit "B" attached hereto, and incorporated herein. The revised General Site Development Plan attached hereto as "Exhibit "A" replaces the previously adopted General Site Development Plan.

6. The Southbend (DRI #145) Development Order, as amended herein, is hereby reaffirmed in its entirety.

7. The Developer shall record a notice of adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.

8. This Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes (1987).

9. 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, and other recipients specified by statute or rules.

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 regular meeting of July 15, 19 97 as the same appears of record in Minute Book 254 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 28th day of July, 1997.

RICHARD AKE, CLERK

BOARD OF COUNTY COMMISSIONERS FLORIDA SEAL HILLSBOROUGH COUNTY

By: Gary J. Klunk
Deputy Clerk Gary J. Klunk

DOCS\850

APPROVED BY COUNTY ATTORNEY
BY _____
Approved As To Form And
Legal Sufficiency.

ATTACHMENT NO. 4
Modified Development Order

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project in accordance with the proposed phasing schedule contained in Table 20-1, as amended by Resolution # R92-0168, is an integral part of the Development Order conditions. Therefore, if the Developer elects to amend the proposed phasing schedule, he shall submit said amendments to the County for review and approval, which approval shall not be withheld for mere acceleration of phases if the terms of this Order are otherwise fully complied with. It is the intent of this provision to insure that all prerequisites for each phase of the project are complied with. For purposes of this Order, a phase shall be considered complete upon issuance of the final certificate of occupancy for the phase. Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes .

2. This Development Order shall remain in effect for a period up to and including June 14, 2006. 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.

3. Physical development on site shall begin within 3 years of the effective date of this Development Order.

4. The development shall not be subject to down-zoning, unit density reduction, or intensity reduction until June 14, 2006 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. Infrastructure

The developer acknowledges that any Phase I or excess infrastructure capacity constructed to potentially serve latter phases shall be at the developer's risk and shall not vest latter phase development rights.

C. Transportation

1. A transportation improvements plan for the Ruskin/Sun City area in cooperation with Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC),

the Tampa Urban Area Metropolitan Planning Organization (MPO) and developers in the study area shall be developed. The plan shall consider all approved developments in the area including previously approved DRI, and projected development. The plan shall be completed prior to any Phase II approval. Ongoing or proposed studies such as the Big Bend Area Comprehensive Plan amendment or the Comprehensive Plan Update may serve to meet this requirement. If required by Hillsborough County the developer shall contribute to such study on a fair share basis and receive credits if any provided for in the Thoroughfare Plan and the Road Network Improvement Ordinances. In lieu, thereof, issuance of a Development Order approving an area wide DRI including the project site shall satisfy this requirement. This transportation plan or area wide DRI traffic analysis shall include but not be limited to:

a. The regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional major roadways to be constructed within the study area.

b. The existing, approved, and projected development to be included within the plan.

c. An assessment of the traffic impact of existing, approved and projected development.

d. An evaluation and recommendation of mass transit alternatives to additional road improvements.

e. A recommendation of specific implementation methods, strategies and programs.

2. The applicant, his successors, or 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, the Hillsborough Area Regional Transit Authority, the TBRPC and the FDOT.

3. Each annual report for this development after the issuance of certificates of occupancy for 300,000 square feet of office space, or the equivalent thereof, 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.

4. If an annual report is not submitted within 30 days of its due date, or if the annual report indicates that the total trip diversions, as claimed in the application are not being met, Hillsborough County shall conduct a substantial deviation determination pursuant to Subsection 380.06(19), F.S. and amend the Development Order to change TSM objectives and/or required 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.

5. To assure that the transportation impacts of this development have been accurately projected by the ADA traffic analysis, the developer shall conduct field surveys and a report of findings to determine actual external vehicle and transit trips generated by Southbend every year after the initial certification of occupancy and issued through project build-out as part of the annual report. This survey and report shall be conducted by the applicant and shall be approved by Hillsborough County, the Tampa Urban Area MPO, and FDOT and the TBRPC. After review of the survey and report findings, the reviewing agencies or developer may require that the Development Order be revised accordingly.

6. The developer, his successors, or assigns will perform a traffic study after certificates of occupancy have been granted to 600,000 square feet of office use, or the tripmaking equivalent thereof. The study shall serve to affirm the findings of the original ADA. The traffic study shall report the success of the diversion of vehicle trips from the PM peak hour as well as the achieved mode split percentage. This report shall be included every two years as part of the annual report.

7. The developer at its option, may select one of the following alternatives to mitigate the project's transportation impact:

a. Alternative 1

Phase I: No building permits shall be issued for Phase I until funding commitments are secured from responsible entities for the following roadway improvements:

(1) At the intersection of Big Bend Road and the west project entrance, construct a westbound left-turn lane, eastbound right-turn lane, northbound right-turn and left-turn lanes, and provide signalization when warranted by the Manual of Uniform Traffic Control Devices (MUTCD). These improvements are of total benefit to the project.

(2) At the intersection of Big Bend Road and the east project entrance, construct a westbound left-turn lane, eastbound right-turn lane, northbound right-turn and left-turn lanes, and provide signalization when warranted by the MUTCD. These improvements are of total benefit to the project.

(3) At the intersection of U.S. 41 and Big Bend Road, add a second left-turn lane for westbound traffic. Southbend will contribute 45.1 percent of the existing LOS D peak-hour capacity at the end of Phase I.

(4) At the intersection of Big Bend Road and I-75 east ramps, add a second left-turn lane for westbound traffic. Southbend will contribute 10.1 percent of the existing LOS D peak-hour capacity at the end of Phase I.

(5) An annual monitoring program will be started when fifty (50) percent of Phase I tripmaking, as calculated using standard ITE Trip Generation Rates, has been achieved. This annual monitoring report will be reported as part of the annual report referenced in subsection 8 below, and will continue until buildout. The annual reports shall provide information regarding

the total development which has been permitted and its equivalent in trips, and shall project the development/trips anticipated for the following year. The monitoring program will record driveway volumes in the evening peak hour and on a daily basis. If the driveway volumes exceed those projected in the DRI/ADA for Phase I and prior to commencement of subsequent phases a new traffic analysis consistent with Section 380.06, F.S. will be required. The revised transportation analysis 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.

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. Such subphasing shall be acceptable under the following conditions.

TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

Funding commitments for roadway improvements will be required when the regional roadway operates below daily LOS C <u>and LOS</u> D at peak hour and the development contributes 5% or more of the existing daily LOS C <u>and LOS</u> D at peak hour existing capacity of the facility.

Phases 2 and 3: Conceptual approval of these phases is accorded. Final approval shall be based on further review, pursuant to Section 380.06 F.S.

b. Alternative 2

(1) In the event that commitments for transportation improvements are only adequate to permit approval of a portion of the development, the capacity and loading of impacted transportation facilities in the Sun City/Ruskin transportation area, including but not limited to the regional roadways and intersections referenced in Alternative 1, shall be limiting factors in any subsequent approvals.

(2) The developer shall generate and provide Hillsborough County, the Tampa Urban Area MPO, the FDOT and the TBRPC pursuant to the provisions of Section 380.06, F.S., with updated current traffic counts on the above roadways and projections 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 as Alternative 1) or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways referenced in Alternative 1 at a satisfactory Level of Service, daily Level of Service C <u>or Level of Service</u> D at peak hours. 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 Phase I approval, the County or its designee shall ensure in written findings of fact that the above roadways are operating at or above an average daily Level of Service C <u>or Level of Service</u> D at peak hours, 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 or Level of Service D at peak hours.

(3) The developer shall stipulate the location on the Southbend site of the western parallel arterial roadway to I-75 on the Master Plan. The developer shall preserve this right-of-way within the project site. The exact location of the right-of-way shall be determined prior to approval of detailed site plans.

8. Developer is entitled to relocate various uses geographically within the project and trade off land uses in accordance with the following table without additional approvals from the Department of Community Affairs and the Tampa Bay Regional Planning Council. The geographic relocation of land uses shall not be permitted within any area designated as preservation or conservation areas. In seeking approval of a specific Land Use Exchange, the Developer shall prepare and submit to the County a request which demonstrates that the impacts generated by the proposed land use mix will not exceed the impacts for transportation, potable water, wastewater treatment, solid waste disposal, drainage and parks and recreation which are authorized in this Development Order. Additionally, the Developer shall demonstrate that the proposed land use mix will not generate additional demand for affordable housing beyond the amount for which the supply of affordable housing has been demonstrated to be available. The application of the LUTM will be limited so that the total approved development for each approved land use category will not be exceeded.

Upon submission of a request to the County to implement this section of the Development Order, all application materials and information necessary to support approval of such a request shall be provided to the Department of Community Affairs and the TBRPC by the Developer. The Developer shall provide written notification to the Department and TBRPC of the approval or denial of any land use exchange requested by the Developer. Further, the approval of any land use exchange request shall be included in the Annual Report which covers the reporting period in which the land use exchange was approved. With the submittal of any Notice of Proposed Change requiring changes to this Development Order, the Revised Master Development Plan and Phasing Schedule shall be amended to reflect any Land Use Exchange(s) that have been approved since the issuance of the Development Order or last amendment to the Development Order. Such change considered by itself shall not constitute a substantial deviation. Changes to the Phasing Schedule under this paragraph do not include extensions to the buildout date.

The land use exchange request shall contain information sufficient to enable the County to determine that the impacts of the revised land use mix do not exceed the impacts of the land use mix being replaced. The quantifiable impacts will be measured based upon the relevant factors then currently used by the County (e.g. ITE trip generation rates, EDU tables solid waste generation factors, etc.). The Developer shall verify the appropriate factors with County staff prior to the submittal of any such land use exchange request.

The traffic impacts of the revised land use mix shall be deemed by the County not to exceed the approved traffic impacts of the land use mix being replaced so long as the changes does not increase the p.m. peak hour total traffic and the relative proportions of trips produced by attractors

and the trips produced by generators remains substantially the same for the phase or subphase. In the event that the attractor/generator proportions are not substantially the same, as determined by the County, additional information may be required to assess trip distribution, intersection(s) performance and/or particular roadway segments designated by the County.

Table 5 which follows includes conversion factors for equating traffic impacts of exchanges of land uses with similar travel characteristics. The incorporation of this land use exchange mechanism shall not operate to permit the Developer to develop any land use which will generate peak hour trips in excess of the total number of p.m. peak hour trips for which it has obtained specific development order approval.

TABLE 5
Land Use Trade-off Matrix

To / From	Single Family	Multi Family	Office	Service Center	Light Industrial	Commer-cial
Single Family	1	1.15	N/A	N/A	N/A	N/A
Multi Family	0.87	1	N/A	N/A	N/A	N/A
Office	N/A	N/A	1	1.14	1.61	N/A
Service Center	N/A	N/A	0.88	1	1.41	N/A
Light Industrial	N/A	N/A	0.62	0.71	1	N/A
Commer-cial.	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

N/A= Not Applicable

1. Single Family and multi family trade-off calculated based upon dwelling units.

2. Office, Service Center and Light Industrial trade-off calculated based upon gross square feet.

3. The Land Use Exchange may be applied to alter the mix of land uses specifically approved for Phase I and Phase II.A., in accordance with the Land Use Trade-Off Matrix. Changes between land use categories designated N/A will require submittal of a Notice of Proposed Change application by the Developer.

4. Any proposed Land Use Exchange which results in an increase which creates a reasonable likelihood of additional impacts for potable water, wastewater treatment, or solid waste disposal in approved Phase I and Phase IIA, will require an analysis pursuant to Florida Statutes, Section 380.06(19) to determine whether the change constitutes a substantial deviation. The approved impacts for Phase I and Phase II.A. are 545,394 gallons per day of potable water usage, 451,172 gallons per day of wastewater treatment demand, and 11.46 tons per day of solid waste disposal demand.

9. All studies, monitoring programs and reports required in Section B (Transportation), subsections B3, B5, B6 and B7a(5) 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 or Occupancy shall be issued until the required information has been submitted to and accepted by Hillsborough County.

10. The developer shall be required to conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed phase modal splits of 2.5%, 3.5% and 4.7% and shall monitor them with each annual report.

(1) Access and internal arterial and appropriate collector road geometrics shall accommodate a 96" wide by forty (40) feet long advance design coach.

(2) The Developer shall provide shelters and pullout bays along the on-site transit route on the internal arterial or collector roads as and when deemed appropriate by HART Authority. Shelter locations shall be reasonably 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.

(3) Transit schedule/information displays will be provided, at a minimum, at each on-site bus stop by the developer.

(4) Maintenance of transit amenities such as shelters, benches, and schedule displays shall be the responsibility of HART Authority. Maintenance of landscaping adjacent to transit amenities shall be the responsibility of the developer.

(5) 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 HART Authority.

11. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right-of-way and transportation improvements although their payment will be credited towards any required improvements if consistent with the provisions of the impact fee regulations.

D. ENVIRONMENTAL

1. Hillsborough County shall reserve the right to require that the developer undertake mitigative measures or a revision of the master General Development Plan to alleviate any potential impacts of the project on ambient air quality.

2. To reduce fugitive dust and other adverse air emissions the developer shall undertake the measures referenced on pages 13-6 and 13-7 of the ADA to reduce fugitive dust and other adverse air emissions. Specifically the developer shall ensure that:

(a) The cleared and disturbed areas shall be sodded, seeded, mulched, or planted with landscape material as soon as practicable.

(b) The side slopes of detention ponds will be sodded or natural vegetation will be encouraged to grow.

(c) Wind erosion will be controlled through sprinkling or other appropriate means.

3. The developer agrees that representative stands of each upland vegetative community type listed on page 18-1 of the ADA shall be set aside in their natural state in order to maintain natural diversity on the site. These areas shall be designated on the General Development Plan to serve as conservation areas and shall be of sufficient size so as to maintain their natural function. To the extent possible these areas should be located contiguous to other habitats, conserved so as to enhance their value.

4. The portions of the Southbend site which meet the definition of preservation and conservation areas, as defined in the Council's adopted growth policy, Future of the Region, Sections 2.701 and 2.702 shall be so designated on the revised General Development Plan submitted to Hillsborough County for Planned Unit Development approval.

5. Prior to the issuance of any permits ~~the~~ **a** Final Drainage Plan for ~~Southbend~~ **the Project or any subphase thereof** shall be submitted to Hillsborough County, DEP, SWFWMD and TBRPC for review and to Hillsborough County ~~and SWFWMD~~ for approval.

6. In order to protect water quality, the following parameters shall be included in the ~~Southbend~~ **the Project** drainage plan**(s)**:

~~a. The developer or his assigns shall implement a vacuum street cleaning program for the private parking and private roadway areas within the development.~~

~~b~~ **b.a.** The drainage system shall be designed to provide retention, or detention with filtration/assimilation treatment for the first "flush" of runoff generated from the site as required by 17-25 FAC **and 40D-4 Rules of the SWFWMD**.

~~c. The proposed retention/detention wetland systems shall be designed, constructed, and maintained pursuant to the guidelines of the Stormwater and Lake Systems Maintenance and Design Guidelines (TBRPC, 1978).~~

~~d~~ **db**. Best Management Practices recommended by Hillsborough County shall be adhered to.

7. In the event that any species listed in Sections 39-27.03-.05, F.A.C. are observed frequenting the site for nesting, feeding, or breeding, proper protection and mitigation measures shall be employed in cooperation with the Florida Game and Fresh Water Fish Commission.

8. Prior to the issuance of detailed site plan approval or Land Alteration permits, the developer shall stipulate to the satisfaction of Hillsborough County the manner by which any onsite gopher tortoise colonies shall be preserved or relocated. Copies of any required permits relative to any on-site gopher tortoise population shall be provided to Hillsborough County and TBRPC. An acceptable plan detailing how the gopher tortoise population will be accommodated, protected and monitored shall be submitted to Hillsborough County, the Florida Game and Fresh Water Fish Commission and TBRPC. The plan shall be submitted prior to any clearing activities or building permits for Phase I.

9. ~~The~~ **Prior to any site alteration** ~~Tthe~~ developer shall institute a quarterly monitoring program ~~within six months of issuance of this Development Order~~ to establish background conditions and the quality of surface water exiting the site. Quarterly monitoring shall begin at least thirty (30) days prior to the actual development commencement and shall continue through buildout. The monitoring results shall be submitted to the DEP, SWFWMD, the Hillsborough County EPC, and TBRPC quarterly. Any violation of Chapter 17-3 F.A.C. shall require corrective measures as set forth by ~~DER~~ **DEP**.

10. The developer, his assigned agents or successors or assigns shall be responsible for the maintenance of all open space/recreation areas and landscaped areas within each phase of the development. This does not include water retention/detention ponds in platted subdivisions with public streets or the dedicated 4.0 acre park.

11. The developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for landscape and open space irrigation prior to the issuance of Certificates of Zoning Compliance.

12. The developer shall designate a private management entity responsible for maintenance and operation of any on-site wells, prior to the issuance of any detailed site plan approval.

13. Water-saving methods and fixtures shall be incorporated into Southbend design and construction.

~~14. The developer shall adhere to all FHA and VA sound abatement construction standards and buyer notification requirements regardless of whether FHA or VA financing is utilized.~~

E. PUBLIC FACILITIES

1. Prior to issuance of detailed site plan approval for each phase **or subphase** of the development, the developer shall stipulate to the satisfaction of Hillsborough County the manner by

which the developer will participate in the provision or expansion of internal and external water supply, supply lines, and facilities to service Southbend. This shall include the capping or use of current onsite wells and/or any drilling of new wells for potable or non-potable water. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction. Hillsborough County shall provide water service to this development.

2. Prior to issuance of detailed site plan approval for each phase **or subphase** of the development, the developer shall ensure provision of fire flows acceptable to Hillsborough County and of any additional fire fighting facilities/manpower/equipment required to serve the project beyond that budgeted by Hillsborough County. Prior to the issuance of building permits for a structure of 4 or more stories, a career ladder company shall be provided by the developer, unless otherwise determined by Hillsborough County.

3. Prior to issuance of detailed site plan approval for each phase **or subphase** of the development, the developer shall stipulate to the satisfaction of Hillsborough County the manner by which the developer will participate in the provision of wastewater treatment facilities that will serve the Southbend development.

4. Prior to issuance of detailed site plan approval for each phase **or subphase** of the development, the developer shall provide documentation to ~~the Department of Development Coordination~~ **Hillsborough County** of an approved master plan for wastewater collection, treatment and effluent disposal facilities.

5. Prior to issuance of detailed site plan approval for each phase **or subphase** of the development, 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 development.

F. HAZARDOUS WASTE

1. The developer or its assigns shall implement a site specific groundwater monitoring program for all activities which require the handling of hazardous or toxic substances as required by Hillsborough County, the Environmental Protection Commission and the Florida Department of Environmental **Protection** ~~Regulation.~~

2. The developer shall ensure that those individual tenants who use, handle, store, or process hazardous wastes provide an emergency response and hazardous waste management operation plan to minimize hazards to human health and the environment. The plan will describe the procedures and actions required of facility personnel as well as describe the arrangements agreed to by local police and fire departments, emergency services and hospitals. Individual tenant plans will be included in the annual report following their adoption.

3. All temporary storage facilities for hazardous or toxic materials or wastes will be designed at a minimum to meet the criteria set forth in ~~Sections 3.913(a), (d) and (e) of~~ the Future

of the Region, to the extent that there is no conflict with Hillsborough County hazardous waste management plans.

4. In accordance with local government policy and appropriate environmental regulations, the developer shall ensure through restrictive covenants that producers of hazardous waste shall handle and store such waste on site in properly designed areas and prepare those products for shipment to hazardous waste transfer facilities designated by Hillsborough County.

~~5. The Developer shall encourage large quantity (as defined in applicable federal regulations, as from time to time amended) hazardous waste generators to install pretreatment operations, if economically feasible, to reduce the amounts and toxicity of the hazardous waste stream.~~

~~6. Hazardous waste generators of Southbend shall list wastes that have a potential for reuse with waste exchanges for at least 30 days prior to transporting the waste off-site for treatment or disposal. This period may be reduced if it is practical for generators to remove such wastes in less than 30 days.~~

G. HISTORICAL OR ARCHAEOLOGICAL

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

H. ENERGY MANAGEMENT AND FLOOD CONTROL

1. The developer shall hold discussions and cooperate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, concerning the feasibility of designating the Southbend Regional Mall and/or hotels as public hurricane evacuation shelters. A report on the final outcome of these discussions shall be submitted in the annual reports immediately following issuances of certificates of occupancy for the hotel(s) and mall.

2. The developer or its assigns shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The developer shall prepare a plan to ensure the safe and orderly evacuation of hotel guests, residents and those employees who, for security or administrative reasons, are in buildings after an evacuation order is issued. Cooperative measures include (1) ordering all buildings closed for the duration of a hurricane evacuation order; (2) informing all employees and residents of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report submitted after occupancy of any portion of the project.

3. Elevations for all habitable structures shall be at or above the base flood elevation.

I. ENERGY CONSERVATION

The energy conservation measures referenced on page 25-4 of the ADA 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 and life-cycle costing (to include operation and maintenance costs) in evaluating energy conservation effectiveness.

J. SCHOOLS AND PARKS

1. The developer shall designate a 4.0 acre parcel of Southbend for use as a park site which shall be dedicated to Hillsborough County for ownership and maintenance.

2. The developer shall designate and dedicate an acceptable 15.5 acre elementary school site to the Hillsborough County School System. The Developer shall contribute to the Hillsborough County School System for its junior high school site needs according to the adopted school site ordinance.

K. BUFFERS

Non-residential 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.

L. EQUAL OPPORTUNITY

The developer shall comply with all requirements of the Civil Rights Act, and the Hillsborough County Fair Housing Ordinance. The developer shall seek, and urge and encourage

all contractors and subcontractors to involve minority groups in the development of the project. All housing, and commercial establishment areas shall be available to all, on a fair and impartial basis.

M. GENERAL

1. Any change to the project which meets the criteria set forth in Subsection 380.06(19)(b), F.S. shall constitute a substantial deviation.

2. Any approval of the Southbend development shall at minimum, satisfy the provision of Subsection 380.06(15), F.S.

3. Any approval of this development shall require that all of the developer's commitments set forth in the ADA, and as summarized as Attachment 1, be honored, except as they may be superseded by specific terms of the Development Order.

APPROVED BY COUNTY ATTORNEY

BY_____
Approved As To Form And
Legal Sufficiency.

DOCS\795

RECEIVED
AUG 05 1997
Tampa Bay Regional
Planning Council

ANNUAL REPORT SUMMARY

DRI #145 - SOUTHBEND

HILLSBOROUGH COUNTY

On November 25, 1986, the Hillsborough County Board of County Commissioners granted a Development Order to General Homes Corporation for this 777-acre, multi-use development located in the southwest quadrant of the Interstate 75/Big Bend Road (C.R. 672) interchange in south central Hillsborough County. The Development Order granted specific approval of Phase I and conceptual approval of Phases II and III. Phases II and III are subject to further Section 380.06, Florida Statutes (F.S.), review in the area of transportation.

The Development Order for Southbend was amended by Hillsborough County on July 14, 1992 (Resolution No. R92-0168) to: extend the build-out of each of the three phases by four years, 11 months and 15 days to November 9, 1994, 1997 and 2000, respectively; extend the expiration date of the Development Order to June 14, 2006; add a 2.5-acre parcel (providing access to U.S. Highway 41); revise the site development plan accordingly; and add a provision that requires the surface water quality monitoring program to be discontinued until 30 days prior to recommencement of development activity.

Land Use	Units	Phase I (1987-1994)	Phase II (1990-1997)	Phase III (1993-2000)	Total (1987-2000)
Commercial	Sq. Ft.	110,000	0	1,000,000	1,100,000
Office	Sq. Ft.	111,180	215,820	327,000	654,000
Service Center	Sq. Ft.	213,120	213,120	213,760	640,000
Light Industrial	Sq. Ft.	532,800	532,800	534,400	1,600,000
Hotel	Rooms	0	250	250	500
Residential	Units	914	1,274	622	2,810

In accordance with Subsection 380.06(18), F.S., the FY 1994-95 annual report has been submitted by the developer and reviewed by Council staff for consistency with the Development Order.

1. No development activities were conducted during the reporting year. The only development on site to date consists of the demolition of agricultural buildings and installation of new fencing.

2. The developer has not identified any development activity proposed for the next reporting year.

3. General Homes filed for bankruptcy on July 10, 1990. Subsequently, as part of the bankruptcy settlement, the parcels of land (250 acres) purchased by General Homes within the Southbend DRI #145, were conveyed to Charles M. Lusk, III as trustee of the General Homes Liquidating Trust. On December 11, 1991, General Homes released its options to purchase the remaining tracts of land (approximately 526.6 acres) within Southbend from the Thompson and Sumner Trusts.

4. Compliance with the Development Order:

   A. As identified under Item #1, the developer has initiated the required physical development in 1991 by the demolition agricultural buildings on-site and the installation of new fencing. The developer has indicated that the Florida Department of Community Affairs and TBRPC previously acknowledged that the permitted demolition on-site and the installation of fencing constituted the start of physical development. The Phase I buildout has expired.

   B. The developer has indicated compliance with the following site preparation activity conditions of the Development Order: rezoning, stormwater, sanitary sewer and water system master plan approval; subdivision master plan approval; and demolition of agricultural buildings.

   C. The gopher tortoise colonies identified on-site were relocated, in accordance with an accepted plan (Condition IV.D.8.).

   D. Consistent with Condition IV.D.9., water quality background conditions were established through quarterly monitoring reports. Resolution #R92-0168, discussed above, approved the discontinuance of water quality monitoring until 30 days prior to recommencement of development activity on site.

   E. Compliance with all remaining conditions are contingent upon the progress of Phase I development.

5. The following property owners of the Southbend DRI parcel remain responsible for adherence to the conditions of the Development Order: James R. Thompson Revocable Trust, Eleanor S. Thompson Revocable Trust and Emma S. Sumner Trust Fund, Post Office Box 3950, Apollo Beach, FL 33570; and Charles M. Lusk III, Trustee of the General Homes Liquidating Trust, Realty Advisory Group Inc., One West Loop South, Suite 690, Houston, TX 77027.

The project generally appears to be proceeding in a manner consistent with its Development Order with the exception of the expiration of the Phase I buildout period, as noted in 4.A. The developer has identified that a Notice of Proposed Change is currently being prepared to extend the project's timeframes. Hillsborough County is responsible for ensuring compliance with the Development Order.

Annual Report Date: 11/25/1995
Date Received: 3/11/1996
Development Order Expires: 6/14/2006

Richard Ake
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Hillsborough County, Florida

Clerk to Board of
County Commissioners
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August 11, 1992

Suzanne Cooper, DRI Coordinator
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Suite 219
St. Petersburg, FL 33702

Re: Resolution No. R92-0168 - Amending the Development Order for Southbend (DRI #145)

Dear Ms. Cooper:

Attached is a certified copy of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on July 14, 1992.

We are providing this copy for your files.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

mailed 8/12/92
received 8/14/92

By: Linda Fryman
Linda Fryman
Manager, BOCC Records

LF:ADF
Attachment
Certified Mail
cc: Board files (1 orig.)
J. Thomas Beck, Florida Department of Community Affairs
Rhea F. Law, Esquire - Fowler, White, Gillen, Boggs, Villareal and Banker, P.A. (excluding exhibits)
Kevin Kuenzel, Assistant County Attorney (excluding exhibits)
Gene Boles, Director, Planning and Develoment Management (excluding exhibits)
Joe Egozcue, County Attorney's Office (excluding exhibits)

large scale map with original D.O. Amendment - portions copied and attached to duplicate

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 Resolution No. R92-0168 Amending the Development Order for Southbend (DRI #145)

adopted by the Board in its regular meeting of July 14, 1992, as the same appears of record in MINUTE BOOK 194 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 11th day of August, 1992.

RICHARD AKE, CLERK

BY: Linda Lyons
Deputy Clerk

RESOLUTION NO. R92-0168

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA DRI #145 DEVELOPMENT ORDER SOUTHBEND

Upon motion by Commissioner Joe Chillura, Jr., seconded by Commissioner James Selvey, the following Resolution was adopted by a vote of 5 to 0 Commissioner Sylvia Kimbell being absent.

WHEREAS, in January, 1986, General Homes - Florida, Inc., filed an application for development approval of a development of regional impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, said application proposed construction of a mixed-use development on approximately seven hundred and seventy-seven acres, located in southeastern Hillsborough County, hereinafter referred to as Southbend; and

WHEREAS, the described project lies within the unincorporated area of Hillsborough County; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County on November 25, 1986, held a duly noticed public hearing on said application for development approval and has heard and considered testimony and other documents and evidence; and

WHEREAS, on November 25, 1986, the Board of County Commissioners approved a Development Order (Resolution No. R86-0260) (the "Development Order") for the Southbend Development of Regional Impact (DRI #145) (the "Development") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, General Homes Corporation filed for bankruptcy on January 10, 1990 and, as part of the bankruptcy settlement, conveyed the parcels of land it had purchased within the Development to Charles M. Lusk, III, trustee of General Homes Liquidating Trust in November, 1991.

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Planning & Development Management
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WHEREAS, on December 11, 1991, General Homes released its options to purchase the remaining property encompassing the Development from owners James R. Thompson Revocable Trust, Eleanor S. Thompson Revocable Trust and Emma S. Sumner Trust Fund (the "Trusts").

WHEREAS, the Trusts and Charles M. Lusk have stepped forward, as successors in interest to the Development, in accordance with Paragraph III.E. of the Development Order, to assume the responsibilities of Developer thereunder.

WHEREAS, on April 21, 1992, a Notification of a Proposed Change to a previously approved Development of Regional Impact pursuant to Subsection 380.06(19), Florida Statutes, was filed for Southbend ("Notice of Proposed Change"); and

WHEREAS, the Notice of Proposed Change addressed the following changes:

(a) Extend the date of buildout of development and all immediate phases thereof, and the expiration date of the Development Order, each by a period of four years, eleven months and fifteen days;

(b) Acknowledge acquisition of fee simple title to 2.5 acre parcel of land in the southwest corner of the site, to provide project access to U.S. Highway 41; and

(c) Discontinue quarterly surface water sampling until such time as development commences.

NOW THEREFORE, be it resolved by the Board of County Commissioners of Hillsborough County, Florida, in regular meeting assembled this 14th day of July, 1992, as follows:

FINDINGS OF FACT

1. That the Hillsborough County Board of County Commissioners finds that there is substantial competent evidence to support the following findings of fact:

   (a) The Recitals hereto are incorporated by reference herein and made a part hereof, as if fully restated.

   (b) Pursuant to Subsection 380.06(19)(c), Florida Statutes, as amended by Pub.L.No. 92-129(1992) the extension of the date of buildout, and any phases thereof, for a period of less than five (5) years, is presumed not to create a substantial deviation requiring further development of regional impact review. No clear and convincing evidence was presented to rebut the presumption.

(c) The acquisition of fee simple title to the 2.5 acre access parcel onto U.S. Highway 41 was contemplated and required in the Application for Development Approval, included in the legal description for the project and approved in the adopted general site plan.

(d) The intent of the requirements for quarterly surface water quality monitoring was to establish background data. Since sufficient data has been collected to date, the suspension of the quarterly surface water monitoring until re-commencement of development is appropriate.

CONCLUSIONS OF LAW

2. That the Hillsborough County Board of County Commissioners having made the above findings of fact, reaches the following conclusions of law:

(a) The extension of the date of buildout, and any phases thereof, does not constitute a substantial deviation requiring further development of regional impact review.

(b) The acknowledgment of the required acquisition of the 2.5 acre access parcel does not constitute a substantial deviation requiring further development of regional impact review.

(c) The suspension of the quarterly water quality monitoring until re-commencement of development activities does not constitute a substantial deviation requiring further development of regional impact review.

(d) All statutory procedures have been adhered to in the submittal and review of the Notice of Proposed Change.

(e) Based upon compliance with the terms and conditions of the Southbend Development Order, as hereby amended, the reports, recommendations, and testimony heard and considered by the Hillsborough County Board of County Commissioners, it is further concluded that:

(1) The changes described herein will not unreasonably interfere with the achievement of objectives of the adopted State Land Development Plan; and

(2) The development is consistent with the State Comprehensive Plan; and

(3) The development, as amended herein, is consistent with the local Land Development Regulations and the Future of Hillsborough Comprehensive Plan; and

(4) The development, as amended herein, is consistent with the report and recommendation of the Tampa Bay Regional Planning Council.

3. That having made the above findings of fact and drawing the above conclusions of law it is hereby ordered that the Notice of Proposed Change be approved and is incorporated herein by reference; it is hereby further ordered that the Southbend (DRI #145) Development Order be amended as follows:

(a) In accordance with Specific Condition IV.A.1., an amendment to the proposed phasing schedule, Table 20-1 of the Application for Development Approval, is attached hereto as Exhibit "A" and replaces the previous Table 20-1.

(b) The first sentence of Specific Condition IV.A.2. is amended to read as follows: This Development Order shall remain in effect for a period up to and including ~~July 1, 2001~~ June 14, 2006.

(c) Specific Condition IV.A.4. is amended to read as follows: The development shall not be subject to down-zoning, unit density reduction, or intensity reduction until ~~July 1, 2001~~ June 14, 2006 unless the local governmental 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.

(d) Specific Condition IV.D.9. is amended to read as follows: The developer shall institute a quarterly monitoring program within six months of issuance of this development order to ~~monitor~~ establish background conditions and quality of surface water exiting the site. ~~This monitoring, done quarterly,~~ Quarterly monitoring shall begin at least thirty days prior to actual development commencement and continue through build-out. The monitoring results shall be submitted to DER, SWFWMD, the Hillsborough County Environmental Protection Commission and TBRPC quarterly. Any violation of Chapter 17-3, F.A.C. shall require corrective measures as set forth by DER.

(e) A revised project master site plan is attached hereto as Exhibit "B" and hereby replaces the previously adopted general site plan.

4. The Southbend (DRI #145) Development Order, as amended herein, is hereby reaffirmed in its entirety.

5. The Developer shall record a notice of adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.

6. This Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes (1987).

7. 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, and other recipients specified by statute or rules.

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 regular meeting of July 14, 1992, as the same appears of record in Minute Book 194 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 11th day of August, 1992.

RICHARD AKE, CLERK

By: Linda Tyman
Deputy Clerk

ri/thomson/resorend.doc

APPROVED BY COUNTY ATTORNEY
BY
Approved As To Form And
Legal Sufficiency.

EXHIBIT "A"

TABLE 20-1

PROJECT SUMMARY: DEVELOPMENT SCHEDULE

	PHASE I 11/25/86 - 11/9/94	PHASE II 11/9/95 - 11/9/97	PHASE III 11/9/1998 - 11/9/2000	TOTAL
RESIDENTIAL CONSTRUCTION:				
(Units)				
Single Family - Detached	684	648		1,296
Townhouses	266	266	266	798
Rental Apartments		360	356	716
Total Housing Units	914	1,274	622	2,810
COMMERCIAL CONSTRUCTION:				
(Square Feet)				
Regional Commercial			1,000,000	1,000,000
Neighborhood Commercial	110,000			100,000
Office	111,180	215,820	327,000	654,000
Service Center	213,120	213,120	213,120	640,000
Light Industrial	532,800	532,800	534,400	1,600,000
Hotel*		100,000	100,000	200,000
Total Commercial (SF)	967,100	1,061,740	2,175,160	4,204,000

*500 Rooms

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that on this date before me, the undersigned notary public authorized in this State and County named above to administer oaths and take acknowledgements, personally appeared Rhea F. Law, as attorney for James R. Thompson Revocable Trust, Eleanor S. Thompson Revocable Trust and Emma S. Sumner Trust (the "Trusts"), the applicant for the Southbend Notice of Proposed Change, who being by me first duly sworn, says upon oath as stated below:

1. The Trusts filed their Notice of Proposed Change for the Southbend DRI on April 21, 1992.

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.

Rhea F. Law

Rhea F. Law, Attorney for
James R. Thompson Revocable Trust,
Eleanor S. Thompson Revocable Trust
and Emma S. Sumner Trust

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this ___ day of July, 1992, by Rhea F. Law, Attorney for James R. Thompson Revocable Trust, Eleanor S. Thompson Revocable Trust and Emma S. Sumner Trust. She is personally known to me and did take an oath.

(Signature)

NOTARY PUBLIC; STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MARCH 04, 1995
BONDED THRU AGENT'S NOTARY BROKERAGE

WENDY S. HEAGEY
Print, Type or Stamp Name of Signatory)

Notary Public
(Title or Rank of Signatory)

(Serial Number, if any)

h:\ri\thomson\affidavit

145c

Richard L. Ake
Clerk of the Circuit Court
Hillsborough County, Florida

P.O. Box 1110
Tampa, Florida 33601
Telephone 223-7811

December 21, 1986

State of Florida
Land Planning Agency
2571 Executive Center Circle, East
Tallahassee, Florida 32301

Attn: Diana Sawaya-Crane

Re: Resolution No. R86-0260 - Southbend Development Order - DRI #145

Dear Ms. Sawaya-Crane:

Enclosed please find an executed copy of the referenced Resolution No. R86-0260 which was adopted by the Hillsborough County Board of County Commissioners on November 25, 1986.

Sincerely,

RICHARD AKE, CLERK
BOARD OF COUNTY COMMISSIONERS

By: Merle Iris Bishop
for Edna L. Fitzpatrick
Deputy Clerk

ELF/lt

cc: Board files
A.G. Spicola, Attorney
Tampa Bay Regional Planning Council
Liz Eginton, H.C. Dept. of Development Coordination
Elliott Dunn, Chief Asst. County Attorney, Zoning & Land Use
Enclosure

[illegible] RESOLUTION TO MARY LOU

145
Master D-O-

An Affirmative Action - Equal Opportunity Employer

Resolution No. R86-0260

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA DRI #145 DEVELOPMENT ORDER

WHEREAS, in January, 1986, General Homes - Florida, Inc. filed an application for development approval of a development of regional impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, said application proposed construction of a mixed-use development on approximately seven hundred and seventy seven (777) acres located in southwestern Hillsborough County, hereinafter refered to as Southbend; and

WHEREAS, the described project lies within the unincorporated area of Hillsborough County; and

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

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

WHEREAS, the Zoning Hearing Master appointed pursuant to Chapter 83-416, Laws of Florida (1983), has reviewed the application for development approval and has filed a recommendation on said application with the Board of County Commissioners; and

WHEREAS, the Board of County Commissioners of Hillsborough County has on November 25, 1986 held a duly noticed public hearing on said application for development approval and has heard and considered testimony and other documents and evidence; and

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

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

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

I. FINDINGS OF FACT

A. General Homes - Florida, Inc., hereinafter referred to as "Developer", submitted to Hillsborough County, Florida, and application for development approval and sufficiency response which are attached hereto and marked Composite Exhibit A and incorporated herein by reference. Hereinafter, the word "application" shall refer to the application for development approval, and sufficiency response and other exhibits duly submitted and recorded.

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

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

D. All development will occur in accordance with this Development Order and Application.

E. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City-County Planning Commission, and the Tampa Bay Regional Planning council and other affected agencies.

II. CONCLUSIONS OF LAW

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

1. The development will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.

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

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

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

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

D. The application for development approval is approved subject to all terms and conditions of this Development Order

E. The Horizon 2000 Land Use Plan Map for Hillsborough County designates the area within which this land lies as a mix of Research Corporate Park, Regional Commercial, Light Industrial, Low Medium Density Residential and Low Density Residential.

III. GENERAL PROVISIONS

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

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

C. This Resolution shall constitute the Development Order of Hillsborough County in response to the application for development approval for the Southbend Development of Regional Impact.

D. The definitions contained in Chapter 380, Florida Statutes shall govern and apply to this Development Order.

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

F. In the event that any portion or section of this Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision ahll in no manner affect the remaining portions or sections of this Development Order which shall remain in full force and effect.

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

H. In each instance in this Development Order where the Developer is responsibile for ongoing maintenance of facilities at Southbend, the Developer may transfer any or all of its responsbilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, and/or other agencies having jurisdiction, concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.

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

J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Development Order. In the event of a deviation, the County Administrator may issue a notice of such non-compliance to the Developer or the County Administrator may immediately recommend that the Board of County Commissioners establish a hearing to consider such deviations.

K. Developer shall file an annual report in accorance with Section 380.06(18), Florida Statutes (1985), and appropriate rules and regulations. Such report shall be due on the anniversary of the effective date of this Development Order for each following year until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioner's hearing wherein such report is to be reviewed. Provided, however, that the receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Development Order. This report shall contain:

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

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

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

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

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

M. This Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes (1985).

N. Upon adoption, the Development Order 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, and the Developer.

O. Revisions to the development not contemplated or addressed within this Development Order shall be subject to Tampa Bay Regional Planning Council's incremental review fee.

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project in accordance with the proposed phasing schedule contained in the Application is an integral part of the Development Order conditions. Therefore, if the Developer elects to amend the proposed phasing schedule, he shall submit said amendments to the County for review and approval, which approval shall not be withheld for mere acceleration of phases if the terms of this Order are otherwise fully complied with. It is the intent of this provision to insure that all prerequisites for each phase of the project are complied with. For purposes of this Order, a phase shall be considered complete upon issuance of the final certificate of occupancy for the phase. Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes (1985).

2. This Development Order shall remain in effect for a period up to and including July 1, 2001. 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.

3. Physical development on site shall begin within 3 years of the effective date of this Development Order.

4. The development shall not be subject to down-zoning, unit density reduction, or intensity reduction until July 1, 2001 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. Infrastructure

The developer acknowledges that any Phase I or excess infrastructure capacity constructed to potentially serve latter phases shall be at the developer's risk and shall not vest latter phase development rights.

C. Transportation

1. A transportation improvements plan for the Ruskin/Sun City area in cooperation with Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC), the Tampa Urban Area Metropolitan Planning Organization (MPO) and developers in the study area shall be developed. The plan shall consider all approved developments in the area including previously approved DRI, and projected development. The plan shall be completed prior to any Phase II approval. Ongoing or proposed studies such as the Big Bend Area Comprehensive Plan amendment or the Comprehensive Plan Update may serve to meet this requirement. If required by Hillsborough County the developer shall contribute to such study on a fair share basis and receive credits if any provided for in the Thoroughfare Plan and the Road Network Improvement Ordinances. In lieu, thereof, issuance of a Development Order approving an areawide DRI including the project site shall satisfy this requirement. This transportation plan or areawide DRI traffic analysis shall include but not be limited to:

a. The regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional major roadways to be constructed within the study area.

b. The existing, approved, and projected development to be included within the plan.

c. An assessment of the traffic impact of existing, approved and projected development.

d. An evaluation and recommendation of mass transit alternatives to additional road improvements.

e. A recommendation of specific implementation methods, strategies and programs.

2. The applicant, his successors, or 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, the Hillsborough Area Regional Transit Authority, the TBRPC and the FDOT.

3. Each annual report for this development after the issuance of certificates of occupancy for 300,000 square feet of office space, or the equivalent thereof, 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.

4. If an annual report is not submitted within 30 days of its due date, or if the annual report indicates that the total trip diversions as claimed in the application are not being met, Hillsborough County shall conduct a substantial deviation determination pursuant to Subsection 380.06(19), F.S. and amend the Development Order to change TSM objectives and/or required 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.

5. To assure that the transportation impacts of this development have been accurately projected by the ADA traffic analysis, the developer shall conduct field surveys and a report of findings to determine actual external vehicle and transit trips generated by Southbend every year after the initial certification of occupancy and issued through project build-out as part of the annual report. This survey and report shall be conducted by the applicant and shall be approved by Hillsborough County, the Tampa Urban Area MPO, and FDOT and the TBRPC. After review of the survey and report findings, the reviewing agencies or developer may require that the Development Order be revised accordingly.

6. The developer, his successors, or assigns will perform a traffic study after certificates of occupancy have been granted to 600,000 square feet of office use, or the tripmaking equivalent thereof. The study shall serve to affirm the findings of the original ADA. The traffic study shall report the success of the diversion of vehicle trips from the PM peak hour as well as the achieved mode split percentage. This report shall be included every two years as part of the annual report.

7. The developer at its option, may select one of the following alternatives to mitigate the project's transportation impact:

a. Alternative 1

Phase 1: No building permits shall be issued for Phase 1 until funding commitments are secured from responsible entities for the following roadway improvements:

(1) At the intersection of Big Bend Road and the west project entrance, construct a westbound left-turn lane, eastbound right-turn lane, northbound right-turn and left-turn lanes, and provide signalization when warrented by the Manual of Uniform Traffic Control Devices (MUTCD). These improvements are of total benefit to the project.

(2) At the intersection of Big Bend Road and the east project entrance, construct a westbound left-turn lane, eastbound right-turn lane, northbound right-turn and left-turn lanes, and provide signalization when warrented by the MUTCD. These improvements are of total benefit to the project.

(3) At the intersection of U.S. 41 and Big Bend Road, add a second left-turn lane for westbound traffic. Southbend will contribute 45.1 percent of the existing LOS D peak-hour capacity at the end of Phase I.

(4) At the intersection of Big Bend Road and I-75 east ramps, add a second left-turn lane for westbound traffic. Southbend will contribute 10.1 percent of the existing LOS D peak-hour capacity at the end of Phase I.

(5) An annnual monitoring program will be started when fifty (50) percent of Phase I tripmaking, as calculated using standard ITE Trip Generation Rates, has been achieved. This annual monitoring report will be reported as part of the annual report referenced in subsection 8 below, and will continue until buildout. The annual reports shall provide information regarding the total development which has been permitted and its equivalent in trips, and shall project the development/trips anticipated for the following year. The monitoring program will record driveway volumes in the evening peak hour and on a

daily basis. If the driveway volumes exceed those projected in the DRI/ADA for Phase I and prior to commencement of subsequent phases a new traffic analysis consistent with Section 380.06, F.S. will be required. The revised transportation analysis 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.

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. Such subphasing shall be acceptable under the following conditions.

°TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

°Funding commitments for roadway improvements will be required when the regional roadway operates below daily LOS C, D at peak hour and the development contributes 5% or more of the existing daily LOS C, D at peak hour existing capacity of the facility.

Phases 2 and 3: Conceptual approval of these phases is accorded. Final approval shall be based on further review, pursuant to Section 380.06 F.S.

b. Alternative 2

(1) In the event that commitments for transportation improvements are only adequate to permit approval of a portion of the development, the capacity and loading of impacted transportation facilities in the Sun City/Ruskin transportation area, including but not limited to the regional roadways and intersections referenced in Alternative 1, shall be limiting factors in any subsequent approvals.

(2) The developer shall generate and provide Hillsborough County, the Tampa Urban Area MPO, the FDOT and the TBRPC pursuant to the provisions of Section 380.06, F.S., with updated current traffic counts on the above roadways and projections of traffic volumes that will result from the completion of the currently approved project contruction 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 as Alternative 1) or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways referenced in Alternative 1 at a satisfactory Level of Service, daily Level of Service C, D at peak hours. 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 Phase 1 approval, the County or its designee shall ensure in written findings of fact that the above roadways are operating at or above an average daily Level of Service C, D at peak hours, 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, D at peak hours.

(3) The developer shall stipulate the location on the Southbend site of the western parallel arterial roadway to I-75 on the Master Plan. The developer shall preserve this right-of-way within the project site. The exact location of the right-of-way shall be determined prior to approval of detailed site plans.

8. All studies, monitoring programs and reports required in Section B (Transportation), subsections B3, B5, B6 and B7a(5) 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 or Occupancy shall be issued until the required information has been submitted to and accepted by Hillsborough County.

9. The developer shall be required to conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed phase modal splits of 2.5%, 3.5% and 4.7% and shall monitor them with each annual report.

(1) Access and internal arterial and appropriate collector road geometrics shall accommodate a 96" wide by forty (40) feet long advance design coach.

(2) The Developer shall provide shelters and pullout bays along the on-site transit route on the internal arterial or collector roads as and when deemed appropriate by HART Authority. Shelter locations shall be reasonably 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.

(3) Transit schedule/information displays will be provided, at a minimum, at each on-site bus stop by the developer.

(4) Maintenance of transit amenities such as shelters, benches, and schedule displays shall be the responsibility of HART Authority. Maintenance of landscaping adjacent to transit amenties shall be the responsibility of the developer.

(5) 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 HART Authority.

10. The application and payment of Impact Fees in itself will not constitute funding commmitments for the required right-of-way and transportation improvements although their payment will be credited towards any required improvements if consistent with the provisions of the impact fee regulations.

D. ENVIRONMENTAL

1. Hillsborough County shall reserve the right to require that the developer undertake mitigative measures or a revision of the master General Development Plan to alleviate any potential impacts of the project on ambient air quaility.

2. To reduce fugitive dust and other adverse air emmissions the developer shall undertake the measures referenced on pages 13-6 and 13-7 of the ADA to reduce fugitive dust and other adverse air emissions. Specifically the developer shall ensure that:

(a) The cleared and disturbed areas shall be sodded, seeded, mulched, or planted with landscape material as soon as practicable.

(b) The side slopes of detention ponds will be sodded or natural vegetation will be encouraged to grow.

(c) Wind erosion will be controlled through sprinkling or other appropriate means.

3. The developer agrees that representative stands of each upland vegetative community type listed on page 18-1 of the ADA shall be set aside in their natural state in order to maintain natural diversity on the site. These areas shall be designated on the General Development Plan to serve as conservation areas and shall be of sufficient size so as to maintain their natural function. To the extent possible these areas should be located contiguous to other habitats, conserved so as to enhance their value.

4. The portions of the Southbend site which meet the definition of preservation and conservation areas, as defined in the Council's adopted growth policy, Future of the Region, Sections 2.701 and 2.702 shall be so designated on the revised General Development Plan submitted to Hillsborough County for Planned Unit Development approval.

5. Prior to the issuance of any permits the Final Drainage Plan for Southbend shall be submitted to Hillsborough County, DER, SWFWMD and TBRPC for review and to Hillsborough County and SWFWMD for approval.

6. In order to protect water quality, the following parameters shall be included in the Southbend drainage plan:

a. The developer or his assigns shall implement a vacuum street cleaning program for the private parking and private roadway areas within the development.

b. The drainage system shall be designed to provide retention, or detention with filtration/assimilation treatment for the first "flush" of runoff generated from the site as required by 17-25 FAC.

c. The proposed retention/detention wetland systems shall be designed, constructed, and maintained pursuant to the guidelines of the Stormwater and Lake Systems Maintenance and Design Guidelines (TBRPC, 1978).

d. Best Management Practices recommended by Hillsborough County shall be adhered to.

7. In the event that any species listed in Sections 39-27.03-.05, F.A.C. are observed frequenting the site for nesting, feeding, or breeding, proper protection and mitigation measures shall be employed in cooperation with the Florida Game and Fresh Water Fish Commission.

8. Prior to the issuance of detailed site plan approval or Land Alteration permits, the developer shall stipulate to the satisfaction of Hillsborough County the manner by which any onsite gopher tortoise colonies shall be preserved or relocated. Copies of any required permits relative to any on-site gopher tortoise population shall be provided to Hillsborough County and TBRPC. An acceptable plan detailing how the gopher tortoise population will be accomodated, protected and monitored shall be submitted to Hillsborough county, the Florida Game and Fresh Water Fish Commission and TBRPC. The plan shall be submitted prior to any clearing activities or building permits for Phase I.

9. The developer shall institute a program within six months of issuance of this development order to monitor background conditions and quality of surface water exiting the site. This monitoring, done quarterly, shall continue through build-out. The monitoring results shall be submitted to DER, SWFWMD, the Hillsborough County Envirnomental Protection Commission and TBRPC quarterly. any violation of Chapter 17-3, F.A.C. shall require corrective measures as set forth by DER.

10. The developer, his assigned agents or successors or assigns shall be responsible for the maintenance of all open space/recreation areas and landscaped areas within each phase of the development. This does not include water retention/detention ponds in platted subdivisions with public streets or the dedicated 4.0 acre park.

11. The developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for landscape and open space irrigation, prior to the issuance of Certificates of Zoning Compliance.

12. The developer shall designate a private management entity responsible for maintenance and operation of any on-site wells, prior to the issuance of any detailed site plan approval.

13. Water-saving methods and fixtures shall be incorporated into Southbend design and construction.

14. The developer shall adhere to all FHA and VA sound abatement construction standards and buyer notification requirements regardless of whether FHA or VA financing is utilized.

E. PUBLIC FACILITIES

1. Prior to issuance of detailed site plan approval for each phase of the development, the developer shall stipulate to the the satisfaction of Hillsborough County the manner by which the developer will participate in the provision or expansion of internal and external water supply, supply lines, and facilities to service Southbend. This shall include the capping or use of current on-site wells and/or any drilling of new wells for potable or non-potable water. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction. Hillsborough County shall provide water service to this development.

2. Prior to issuance of detailed site plan approval for each phase of the development, the developer shall ensure provision of fire flows acceptable to Hillsborough County and of any additional fire fighting facilities/manpower/equipment required to serve the project beyond that budgeted by Hillsborough County. Prior to the issuance of building permits for a structure of 4 or more stories, a career ladder company shall be provided by the developer, unless otherwise determined by Hillsborough County.

3. Prior to issuance of detailed site plan approval for each phase of the development, the developer shall stipulate to the satisfaction of Hillsborough County the manner by which the developer will participate in the provision of wastewater treatment facilities that will serve the Southbend development.

4. Prior to issuance of detailed site plan approval for each phase of the development, the developer shall provide documentation to the Department of Development Coordination of an approved master plan for wastewater collection, treatment and effluent disposal facilities.

5. Prior to issuance of detailed site plan approval for each phase of the development, 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 development.

F. HAZARDOUS WASTE

1. The developer or its assigns shall implement a site specific groundwater monitoring program for all activities which require the handling of hazardous or toxic substances as required by Hillsborough County, the Environmental Protection Commission and the Florida Department of Environmental Regulation.

2. The developer shall ensure that those individual tenants who use, handle, store, or process hazardous wastes provide an emergency response and hazardous waste management operation plan to minimize hazards to human health and the environment. The plan will describe the procedures and actions required of facility personnel as well as describe the arrangements agreed to by local police and fire departments, emergency services and hospitals. Individual tenant plans will be included in the annual report following their adoption.

3. All temporary storage facilities for hazardous or toxic materials or wastes will be designed at minimum to meet the criteria as set forth in Sections 3.913 (a) (d) and (e) of the Future of the Region, to the extent that there is no conflict with Hillsborough County hazardous waste management plans.

4. In accordance with local government policy and appropriate environmental regulations, the developer shall ensure through restrictive covenants that producers of hazardous waste shall handle and store such waste on site in properly designed areas and prepare those products for shipment to hazardous waste transfer facilities designated by Hillsborough County.

5. The Developer shall encourage large quantity (as defined in applicable federal regulations, as from time to time amended) hazardous waste generators to install pretreatment operations, if economically feasible, to reduce the amounts and toxicity of the hazardous waste stream.

6. Hazardous waste generators of Southbend shall list wastes that have a potential for reuse with waste exchanges for at least 30 days prior to transporting the waste off-site for treatment or disposal. This period may be reduced if it is practical for generators to remove such wastes in less than 30 days.

G. HISTORICAL OR ARCHAEOLOGICAL

The discovery of any historical or archaeological resources shall be reported to the Florida Division of Archieves, History and Records Management and the disposition of such resources shall be determined in cooperation with the Division of Archives and Hillsborough County.

H. ENERGY MANAGEMENT AND FLOOD CONTROL

1. The developer shall hold discussions and cooperate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the Americal Red Cross, concerning the feasibility of designating the Southbend Regional Mall and/or hotels as public hurricane evacuation shelters. A report on the final outcome of these discussions shall be submitted in the annual reports immediately following issuances of certificates of occupancy for the hotel(s) and mall.

2. The developer or its assigns shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The developer shall prepare a plan to ensure the safe and orderly evacuation of hotel guests, residents and those

employees who, for security or administrative reasons, are in buildings after an evacuation order is issued. Cooperative measures include (1) ordering all buildings closed for the duration of a hurricane evacuation order; (2) informing all employees and residents of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report submitted after occupancy of any portion of the project.

3. Elevations for all habitable structures shall be at or above the base flood elevation.

I. ENERGY CONSERVATION

The energy conservation measures referenced on page 25-4 of the ADA 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 and life-cycle costing (to include operation and maintenance costs) in evaluating energy conservation effectiveness.

J. SCHOOLS AND PARKS

1. The developer shall designate a 4.0 acre parcel of Southbend for use as a park site which shall be dedicated to Hillsborough County for ownership and maintenance.

2. The developer shall designate and dedicate an acceptable 15.5 acre elementary school site to the Hillsborough County School System. The Developer shall contribute to the Hillsborough County School System for its junior high school site needs according to the adopted school site ordinance.

K. BUFFERS

Non-residential 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.

L. EQUAL OPPORTUNITY

The developer shall comply with all requirements of the Civil Rights Act, and the Hillsborough County Fair Housing Ordinance. The developer shall seek, and urge and encourage all contractors and subcontractors to involve minority groups in the development of the project. All housing, and commercial establishment areas shall be available to all, on a fair and impartial basis.

M. GENERAL

1. Any change to the project which meets the criteria set forth in Subsection 380.06(19) (b), F.S. shall constitute a substantial deviation.

2. Any approval of the Southbend development shall at minimum, satisfy the provision of Subsection 380.06(15), F.S.

3. Any approval of this development shall require that all of the developer's commitments set forth in the ADA, and as summarized as Attachment 1, be honored, except as they may be superceded by specific terms of the Development Order.

APPROVED BY COUNTY ATTORNEY
BY _____
Approved As To Form And
Legal Sufficiency.

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 meeting of November 25, 1986 as same appears of record in Minute Book 126 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 18th day of December, 1986.

RICHARD AKE

By: Edna L. Fitzpatrick
Deputy Clerk

DEVELOPER COMMITMENTS

The following are developer commitments set forth in the ADA and Sufficiency Responses which shall be honored by the developer, except as they may be superceded by specific terms of the Development Order.

General Project

1. Site design will meet or exceed the minimum requirements established through Hillsborough County's Planned Development zoning regulations. (ADA pg. 12-1)

Air

2. During construction fugitive dust will be the major source of air emissions. The contractor will be required to sod, seed, mulch, or plant with landscape material the cleared and disturbed area as soon as practicable. The side slopes of detention ponds will be sodded or natural vegetation will be encouraged to grow. The contractor will also be required to control wind erosion through sprinkling or other appropriate means. (ADA pg. 13-6)

Land

3. Detention areas will have sides of 4:1 or greater slopes and will be sodded or otherwise stabilized as soon after construction as possible so as to overcome the limitations for embankments. (ADA pg. 14-1)

4. To alleviate the erosive effects of wind and water, the following steps will be implemented during construction:

    1. Only those portions of the site ready for construction will be cleared.
    2. Sediment basins will be constructed at the start of each drainage system phase.
    3. Areas to be cleared and disturbed by construction will be seeded, mulched with hay, straw and other suitable materials, sodded, or planted with other landscape material as soon after the construction as possible. Areas adjacent to the roadways or where slopes are 3:1, or greater, will be sodded.
    4. Construction areas will have interim water quality control features as needed to reduce turbidity.
    5. Embankment areas of retention ponds will be sodded or will be designed to encourage wetland vegetation or, in some cases, may be planted with specific wetland species. These activities will help stabilize shorelines and will serve to filter runoff.
    6. If wind erosion does become significant during construction, the contractor will sprinkle the problem area with water. Following construction, the planted groundcover and the drainage system vegetation and configuration will effectively control wind and water erosion.

ATTACHMENT ONE

7. Landscaping will be initiated before development work is completed to ensure that bare soil is not exposed to wind and water erosion.
8. The maximum amount of work possible will be performed during the dry season. (ADA pg. 14-4 & 14-5)

5. It is the intent of the applicant to implement the steps listed on pages 14-4 and 14-5 of the ADA to control wind and water caused soil erosion. This is an appropriate Development Order condition. (SR DOC-2)

Water

6. To the extent and degree achievable, the retention/detention facilities will be designed in accordance with the Stormwater and Lake Systems Maintenance and Design Guidelines (TBRPC, 1978). (SR pg. 15-1)

7. ...The proposed stormwater management system will treat stormwater in accordance with Chapter 17-25 F.A.C. (SR pg. 15-2)

Wetlands

8. Mitigation requests and designs will be reviewed individually by all environmental regulatory agencies. Mitigated wetlands will be relocated in proximity to other wetland systems and each mitigation will be designed to recreate the type of existing wetland which will be displaced. All mitigation projects on the property will have a standard monitoring program of adequate duration following completion of the wetland relocation. (ADA pg. 16-2)

9. Approximately 7.7 acres of 621 Freshwater Swamp and 7.6 acres of 641 Freshwater Marsh will be preserved. The six areas of Freshwater Swamp to be preserved include the two larger systems located in the north-central and southwestern portion of the property as well as a tributary of Bullfrog Creek which extends onto the southeast property corner. In addition, two freshwater marshes, centrally and north-centrally located, will be preserved in their natural state. Upland buffers and setbacks from these wetlands will ensure their integrity on-site. Site designs and drainage engineering will maintain existing wetland hydroperiods. (ADA pg. 16-3)

10. Acre for acre mitigation of those wetland systems which must be displaced and relocated will ensure that the total original coverage of wetlands on the property will be maintained. (ADA pg. 16-3)

11. During the construction phase, efforts will be taken to protect the integrity of all wetland systems, primarily by preventing the erosion of uplands. Hay bale barriers will be placed adjacent to wetlands to provide further erosion protection. As needed,

physical barriers will be located around wetlands to prevent access by vehicular equipment which may result in disturbance to the wetland. (ADA pg. 16-3)

12. In addition to regulations associated with permits required by these environmental agencies, (USCOE, FDER, SWFWMD, HCEPC) construction methods which fully protect existing water quality conditions both during and after the wetland displacement will be utilized. (SR pg. 16-6)

13. Efforts will be made during construction to protect existing water quality conditions both during and after wetland alterations. Staked haybales, sedimentation barriers, and visual barriers will be utilized where necessary to protect environmentally sensitive areas during construction. (SR pg. 16-8)

14. Prior to final design, the 25-year flood elevation will be established. (SR pg. 16-8)

15. (It is appropriate that, as a Development Order condition, Master Plan designation for areas of the project site which meet the preservation/conservation definition as set forth in 2.7 and 2.702 of the Council's adopted Future of the Region be consistent with that designation.)

    If Hillsborough County considers this an appropriate Development Order condition, the applicant will concur. (ADA DOC-3)

Floodplains

16. The minimum floor elevations of all buildings within these areas (100-year flood zone) will be above the 100-year flood plain elevation as determined from the HUD Federal Insurance Administration, Flood Insurance Rate Map for Hillsborough County. (ADA pg. 17-1) (also SR DOC-4)

17. The applicant will cooperate with local emergency management officials to determine the feasibility of designating the Southbend regional mall and/or hotels as hurricane evacuation centers. (SR pg. 17-1)

Vegetation and Wildlife

18. Should a relocation effort become necessary for the gopher tortoise, a species listed as endangered, threatened or of special concern that may potentially be affected by development of the site, appropriate permits will be sought through the Florida Game and Freshwater Fish Commission. (SR pg. 18-4)

Historical and Archaeological Sites

19. According to a review by the Florida Department of State, Division of Archives, no archaeological or historical sites are recorded, or likely to exist, within the project area. However, should any such sites be located during development the applicant will make all reasonable efforts to preserve or protect those sites. (SR pg. 19-1)

Economy

20. The applicant will pay a proportionate share of the costs of road, sewer, water and other improvements needed to serve the project as required by applicable ordinances of Hillsborough County. (SR pg. 20-14)

Wastewater Management

21. If on-site or near on-site, effluent disposal is required, groundwater monitoring would be provided in accordance with applicable FDER regulations to assure that no adverse impacts were realized at the development site. (ADA pg. 21-5)

22. Permanent septic tanks will not be used for wastewater disposal. (ADA pg. 21-6)

23. The developer is willing to take back treated effluent generated on-site for disposal following off-site treatment. However, quantities of treated effluent taken back for disposal on-site would be limited to the capacity of open space and landscaped areas, excluding areas of single family residences. (SR pg. 21-3)

Drainage

24. The applicant agrees that a groundwater monitoring plan should be developed in accordance with requirements of the selected effluent disposal alternative. (SR DOC 7 & 8)

25. All treatment of stormwater runoff will be provided on-site. (ADA pg. 22-1)

26. Water control structures will be designed to limit the 25-year peak rate of discharge from the post-development site to the 10-year predevelopment rate. They will also be designed with the capability to safely discharge the peak runoff from the 100-year storm event. (ADA pg. 22-1)

27. In order to enhance the quality of stormwater discharging from the site, a filtration system will be utilized in conjunction with the water control structures. This system will function to intercept and retain the runoff from the first inch of rainfall in accordance with the requirements of Chapter 17-25 of the Florida Administrative Code. This volume of water will then be filtered prior to being discharged to downstream waters. The filtration system will likely be comprised of synthetic filter material, sod,

clean sand and gravel, and will be designed in accordance with accepted engineering standards and regulatory requirements. (ADA pg. 22-2)

28. Scattered throughout the site are approximately 28.0 acres of existing wetlands. Disturbance of these wetlands will be minimized and mitigation will be provided where the preservation of existing small wetland areas is not feasible. These mitigated and natural wetland areas will be conserved and incorporated into the project's proposed stormwater management system. A portion of these wetlands may be utilized to provide temporary storage and additional water quality treatment of stormwater runoff. Controlled water levels within these areas will be carefully maintained to provide a desirable hydroperiod. (ADA pg. 22-2)

29. Swale sections will be utilized to convey stormwater runoff wherever feasible. (ADA pg. 22-2)

30. The proposed drainage detention system will generally follow the existing drainage patterns of the site and the existing points of discharge will be maintained. Undersized outfalls will be improved as necessary to match the conveyance capacities of existing channels. (ADA pg. 22-3 & 22-4)

31. The detention areas will be designed to treat stormwater runoff from the site as required by the provisions of Chapter 17-25 FAC. A total of 37 acre-feet of storage (in addition to detention storage) will be provided for water quality treatment. Water quality treatment will be provided by filtration through a porous filter media prior to discharging to the downstream receiving waters. The runoff from approximately 90% of all rainfall events will be totally retained and treated by this type of system. The stormwater management system will meet SWFWMD and Hillsborough County requirements at the time of permitting and construction. (ADA pg. 22-6)

32. The major points of discharge from the site will be maintained or improved. (ADA pg. 22-6)

33. The proposed development plan will maintain natural and mitigated wetlands as conservation areas and incorporate them into the project's stormwater management system. (ADA pg. 22-7)

34. The controlled water levels of the proposed lake system will be maintained to coincide with the natural hydrology and will not significantly alter the water table levels on adjacent property. The lake system will be hydraulically designed to allow for settlement of particulate matter and maximize the processes of mixing and aeration. The lakes will be shaped to minimize the potential for areas of stagnation to occur and to allow for extended detention times. (ADA pg. 22-7)

35. Prior to finalizing the detailed master drainage plan, each wetland will be surveyed to determine normal pool and ordinary high water elevations. This information will then be used to adjust drainage structure elevations and capacities to accomodate these natural water surface elevations. (SR pg. 22-1)

Water Supply

36. In addition to potable water demands, the water distribution system will be designed to provide the following fire flows:

Residential Single Family	500 GPM
Residential MultiFamily (under 4 stories)	500 GPM
Residential MultiFamily (4 stories & higher)	1000 GPM
Non-Residential	1000 GPM

(ADA pg. 23-1)

37. The water distribution system, including fire hydrant locations, will be designed to provide fire protection in accordance with Hillsborough County standards. Hydrant flow testing and pressure surveys will be completed after the system is installed to verify performance of the system. Testing will be conducted periodically to insure that the system is operating at the required pressure and flows. (ADA pgs. 23-4 & 23-7)

38. Impacts to local groundwater table from on-site effluent disposal and the potential for runoff to nearby farms or to Bullfrog Creek will be evaluated during the study and selection of wastewater treatment alternatives. (SR pg. 23-5)

Solid Waste

39. Individual users who handle hazardous or toxic materials will be required to provide temporary storage facilities that are designed at minimum to meet the criteria as set forth in Sections 3.913 (d) and (e) of Future of the Region. (SR DOC-14)

Energy

40. Alternative energy sources will be considered for the project and implemented wherever practical. (ADA pg. 25-4)

Recreation and Open Space

41. Southbend will incorporate a master landscape plan to effect a comprehensive design for the general site. The plan will address the landscaping of open space along rights-of-way, ingress egress points, building grounds, and common areas. This plan will include the use of greenspace and water areas as buffer devices, and visual amenities, where residential and nonresidential uses might be contiguous, or where applicable to the site.

42. The applicant is currently in contact with the Hillsborough County Fire Department and is willing to make a contribution towards remedying the (fire protection) deficiency. (SR II-pg. 27)

43. The open space and recreation area not dedicated to the county, or other governmental entities, will be maintained by the individual tenants or an owners association. This is an appropriate Development Order condition. (SR DOC-17)

Transportation

44. The developer will work with HART to support bus accessability in the final site design and implementation. This will include such features as bus pull-in bays, scheduling information displays and roadway designs that consider bus maneuverability. (ADA pg. 31-5) (also SR 31-26 and SR DOC-16)

45. The developer will also work with the Hillsborough County MPO in supporting their car and van pooling programs. (ADA pg. 31-33)

46. At such time as an alignment for the proposed western I-75 parallel roadway is identified, the developer will work with Hillsborough County to locate the roadway on Southbend property and to provide right-of-way as required. (SR II, pg.18)

47. The applicant will follow FHA and VA sound abatement and buyer notification requirements. (SR II, pg. 27)

48. It is the applicants intent to fulfill all commitments made in the ADA and expressly included in the Development Order. (SR DOC-1)

EXHIBIT "A"
LEGAL DESCRIPTION

"Thompson Tract - Parcel 1"

DESCRIPTION: From the Southeast corner of Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.89°00'58"W., 60.00 feet, along the south boundary of said Section 14 to the westerly right-of-way line of Access Road No. 1 for State Road 93-A (Section 10075-2403) and the POINT OF BEGINNING; thence N.89°00'58"W., 2583.54 feet, along the South boundary of said Section 14 to the Southwest corner of the Southeast 1/4 of said Section 14; thence N.88°59'26"W., 2268.11 feet, along the South boundary of said Section 14 to the East boundary of the West 375.00 feet of said Section 14: thence N.00°53'16"E., 1444.37 feet, along said East boundary to the Southeasterly right-of-way of the Seaboard System Railroad (formerly Seaboard Coast Line Railroad); thence N.28°37'52"E., 4093.43 feet along the Southeasterly right-of-way line to the southerly right-of-way line of Big Bend Road (S.R. 672); thence along said Southerly right-of-way line the following six (6) courses, (1) S.87°37'25"E., 488.62 feet; (2) thence N.88°10'56"E., 300.81 feet; (3) thence N.84°24'25"E., 302.93 feet; (4) thence S.87°37'25"E., 1500.00 feet; (5) thence S.84°02'29"E., 233.08 feet; (6) thence S.88°36'40"E., 172.77 feet to a point on the East boundary of said Section 14; thence leaving said Section 14 and entering Section 13, Township 31 South, Range 19 East, S.88°37'40"E., 20.42 feet along said Southerly right-of-way line of Big Bend Road (S.R. 672) to the Westerly right-of-way line of Access Road No. 1; thence S.00°45'33"W., 2363.99 feet, along said Westerly right-of-way line to the beginning of a curve (having a radius of 267.13 feet, a central angle of 30°00'00", and a chord bearing and distance of S.15°45'33"W., 138.28 feet) along said Westerly right-of-way line, leaving said Section 13 and re-entering said Section 14, to a point of reverse curvature; thence Southerly, 172.79 feet, along the arc of a curve to the left (having a radius of 330.00 feet, a central angle of 30°00'00", and a chord bearing and distance of S.15°45'33"W., 170.82 feet) along said Westerly right-of-way line to the end of said curve; thence S.00°45'33"W., 2388.11 feet, along said Westerly right-of-way line to the POINT OF BEGINNING.

Containing 490.062 acres, more or less.

RECEIVED
JUN 27 1986
Dept. of
Development
Coordination

"Thompson Tract - Parcel 2"

DESCRIPTION: BEGINNING at the southwest corner of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°45'33"E., 2388.35 feet, along the West boundary of said Section 13 and the Easterly right-of-way Line of Access Road No. 1 for State Road 93-A (Section 10075-2403) to the beginning of a curve to the right; thence Northerly 141.37 feet, along the arc of said curve (having a radius of 270.00 feet, a central angle of 30°00'00", and a chord bearing and distance of N.15°45'33"E., 139.76 feet) along said Easterly right-of-way line to a point of reverse curvature; thence Northerly, 171.28 feet, along the arc of a curve to the left (having a radius of 327.13 feet, a central angle of 30°00'00", and a chord bearing and distance of N. 15°45'33" E., 169.34 feet) along said Easterly right-of-way line to the end of said curve; thence N.00°45'33"E., 2363.35 feet, along said Easterly right-of-way line to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88°37'40"E., 1242.35 feet, along said Southerly right-of-way line to the East boundary of the West 1/4 of said Section 13; thence S.00°33'29"W., 5024.02 feet, to the Southeast corner of the West 1/4 of said Section 13; thence N.89°47'45"W., 1339.96 feet, along the South boundary of said Section 13 to the POINT OF BEGINNING.

Containing 149.310 acres, more or less.

"Sumner Tract"

DESCRIPTION (as furnished): That part of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, lying west of the west right-of-way line of Interstate Highway 75 LESS right-of-way for Big Bend Road (C.R. 672), Hillsborough County, Florida.

Less I-75 Limited Access Right-of-way as contained in that certain Order of Taking recorded November 22, 1978 in O.R. Book 3444, Page 1138 and contained in that certain Stipulated Final Judgement recorded June 29, 1981 in O.R. Book 3824, Page 164; and LESS that portion shown in that certain Order of Taking (Case #79-13223) recorded December 26, 1979 in O.R. Book 3605, Page 341, and contained in that certain Final Judgement recorded in O.R. Book 3642, Page 42 and re-recorded in O.R. Book 3659, Page 931. Corrected Final Judgement recorded in O.R. Book 3865, Page 1297 and re-recorded in O.R. Book 3878, Page 825, Public Records of Hillsborough County.

And being more particularly described as follows:

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DESCRIPTION: BEGINNING at the Southwest corner of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°33'29"E., 5024.02 feet, along the West boundary of the East 1/2 of the West 1/2 of said Section 13 to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88°37'40"E., 196.17 feet, along said Southerly right-of-way line; thence S.79°49'13"E., 300.43 feet along the Southerly Limited Access right-of-way line for I-75 (S.R. 93-A); thence S. 84°48'50"W., 462.89 feet, along said Limited Access right-of-way line; thence leaving said right-of-way S.14°03'11"W., 25.30 feet; thence S.21°38'02"E., 140.36 feet; thence S.12°04'42"E., 1498.28 feet, to the East boundary of the East 1/2 of the West 1/2 of said Section 13; thence S.00°22'09"W., 697.00 feet along said East boundary to the Southeast corner of the Northwest 1/4 of said Section 13; thence S.00°22'17"W., 450.37 feet along the East boundary of the East 1/2 of the West 1/2 of said Section 13 to the Westerly limited Access right-of-way line of said I-75 (S.R. 93-A); thence S.14°53'03"W., 624.26 feet, along said Westerly Limited Access right-of-way line; thence S.16°01'48"W., 1618.97 feet, along said Limited Access right-of-way line to the South boundary of said Section 13; thence N.89°47'45"W., 746.05 feet, along said South boundary to the POINT OF BEGINNING.

Containing 130.529 acres, more or less.

"Teco Tract"

DESCRIPTION: Part of the West 375.00 feet of the Southwest 1/4 of Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

BEGINNING at the Southwest corner of said Section 14, run thence N.00°53'16"E., 121.06 feet along the West boundary of said Sectin 14; thence from a tangent bearing of S.85°00'36"E., Easterly 30.57 feet along the arc of a curve to the left (having a raduis of 440.00 feet, a central angel of 03°58'50", and a chord bearing and distance of S.87°00'01"E., 30.56 feet) to the end of said curve; thence S.88°59'26"E., 344.46 feet to the East boundary of the West 375.00 feet of the Southwest 1/4 of said Section 14; thence S.00°53'16"W., 120.00 feet along said East boundary, thence N.88°59'26"W., 375.00 feet along the South boundary of said Section 14 to the POINT OF BEGINNING.

Containing 1.033 acres, more or less.

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"Paul B. Dickman Tract"

DESCRIPTION: Part of the Southeast 1/4 of Section 15, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

BEGINNING at the Southeast corner of said Section 15, run thence N.89°20'15"W., 384.90 feet along the South boundary of said Section 15 to the Southeasterly right-of-way line of the Seaboard System Railroad; thence N. 28°37'32"E., 250.72 feet along said Southeasterly right-of-way line; thence S.61°22'28"E., 107.22 feet to the beginning of a curve to the left, thence Southeasterly, 181.51 feet along the arc of said curve (having a radius of 440.00 feet, a central angle of 23°38'08", and a chord bearing and distance of S.73°11'32"E., 180.22 feet to the East boundary of said Section 15; thence S.00°53'16"W, 121.06 feet along said East boundary to the POINT OF BEGINNING.

Containing 1.280 acres, more or less.

NOTE:

Parcels contained within legal descriptions total to 772.21 acres. This does not include 4.5 acres MOL of FDOT right-of-way for which General Homes is requesting vacation.

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