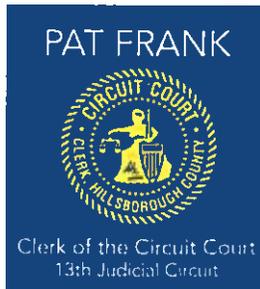


151



November 15, 2013

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

Re: Resolution No. R13-174 – Amended and Restated Development Order for  
Crosstown Center Development of Regional Impact DRI #151 (NOPC 13-0654)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the  
Hillsborough County Board of County Commissioners on November 12, 2013.

We are providing this original for your files.

Sincerely,

  
\_\_\_\_\_  
Kimberly Richards, Associate Director  
BOCC Records/VAB

md

Certified Mail Receipt # 7003 3110 0004 4684 4469

Attachment

cc: Board files (orig.)  
Katherine O'Donniley, Esq., Singer & O'Donniley (orig. ltr.)  
Ray Eubanks, Florida Department of Economic Opportunity (orig. ltr.)  
Nancy Y. Takemori, Assistant County Attorney  
Paige Ward, County Attorney's Office  
John Healey, Senior Planner, Development Services  
Christopher Weiss, Property Appraiser's Office  
Nancy Milam, County Attorney's Office  
Sharon Sweet, BOCC Records

# AMENDED AND RESTATED DEVELOPMENT ORDER

RESOLUTION NO. R13-174

RESOLUTION OF THE BOARD OF COUNTY  
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA  
ISSUING AN AMENDED AND RESTATED DEVELOPMENT ORDER FOR  
DRI #151 - CROSSTOWN CENTER  
(F/K/A THE GREAT MALL OF TAMPA BAY, F/K/A LAKE FAIR MALL)

[Original Development Order Resolution No. R87-0268, incorporating changes approved in Resolution No. R89-0083; Resolution No. R91-0087; Resolution No. R93-0088; Resolution No. R95-235; Resolution No. R97-218; Resolution No. R06-026; and Resolution No. R11-051]

Upon motion by Commissioner Murman, Seconded by Commissioner Sharpe, the following Resolution was adopted by a vote of 5 to 2; Commissioner(s) Higginbotham and Crist voting "No".

WHEREAS, on August 31, 1987, the Board of County Commissioners approved a Development Order for the LAKE FAIR MALL Development of Regional Impact ("DRI") #151 through Resolution No. R87-0268 (hereinafter referred to as the "Original Development Order"); and

WHEREAS, on April 11, 1989, the Board of County Commissioners adopted Resolution No. R89-0083 which amended the Original Development Order by, among other things, incorporating an additional 59.4 (+/-) acre parcel; approving a Revised Master Development Plan; decreasing the leasable regional mall area by 25,000 square feet; approving an additional access point on U.S. 301; and incorporating the letter from Kimley-Horn and Associates, dated March 23, 1989, attached hereto as Exhibit "A", which provides representations regarding site-related improvements to U.S. Highway 301 in conjunction with the two driveway access points which the Developer agrees to honor, unless those representations are changed by mutual agreement between Developer and the Florida Department of Transportation (hereinafter referred to as the "First Amendment"); and

WHEREAS, on May 7, 1991, the Board of County Commissioners adopted Resolution No. R91-0087, which amended the Original Development Order, as amended, by extending the Phase I buildout date of the development by two (2) years, eleven (11) months and fifteen (15) days to December 15, 1993 and the Phase II buildout date of the development by two (2) years, eleven (11) months and fifteen (15) days to December 15, 1996 (hereinafter referred to as the "Second Amendment"); and

WHEREAS, on July 19, 1991, the State of Florida Department of Community Affairs (“DCA”) appealed Resolution No. R91-0087 (the “Appeal”); and

WHEREAS, the Appeal by DCA was settled pursuant to the Settlement Agreement executed by DCA on April 22, 1993, and approved by the Board of County Commissioners, on May 11, 1993, and was formally dismissed by the State of Florida Land and Water Adjudicatory Commission on June 22, 1993; and

WHEREAS, on April 27, 1993, the Board of County Commissioners adopted Resolution No. R93-0088, which amended the Original Development Order, as amended, by extending the Phase I buildout date of the development by two (2) years to December 15, 1995 and the Phase II buildout date of the development by two (2) years to December 15, 1998; extending the expiration date of the Original Development Order, as amended, to September 1, 1998; extending the date before which the development shall not be subject to downzoning or intensity reduction to September 1, 1998; extending the design and permitting deadlines of the transportation improvements; and additional changes in order to settle the Appeal filed by the State of Florida Department of Community Affairs of R91-0087 (hereinafter referred to as the “Third Amendment”); and

WHEREAS, on October 24, 1995, the Board of County Commissioners adopted Resolution No. R95-235, which amended the Original Development Order, as amended, for THE GREAT MALL OF TAMPA BAY (f/k/a LAKE FAIR MALL) DRI #151, by extending the Phase I buildout date of the development by one (1) year and eleven (11) months to November 15, 1997 and the Phase II buildout date of the development by one (1) year and eleven (11) months to November 15, 2000; extending the expiration date of the Original Development Order, as amended, to August 1, 2002; extending the date before which the development shall not be subject to downzoning or intensity reduction to August 1, 2002; and extending the permitting and design deadlines for Falkenburg Road and U.S. Highway 301 by two (2) years (hereinafter referred to as the “Fourth Amendment”); and

WHEREAS, on September 9, 1997, the Board of County Commissioners adopted Resolution No. R97-218, which amended the Original Development Order, as amended, for the CROSSTOWN CENTER (f/k/a THE GREAT MALL OF TAMPA BAY, f/k/a LAKE FAIR MALL) DRI #151, by consolidating development phases; extending the construction completion date of the Falkenburg Road Improvement; incorporating a revised Equivalency Matrix; incorporating the Revised Master Plan/Revised Map H, dated June 1997; extending the buildout date of the development to December 31, 2004; extending the termination date of the Development Order, as amended, to December 31, 2009; extending the date before which the development shall not be subject to downzoning or intensity reduction to December 31, 2004; correcting referencing errors contained in the First Amendment and the Fourth Amendment; correcting a typographical

error in the First Amendment; and increasing retail leasable square footage (hereinafter referred to as the “Fifth Amendment”); and

WHEREAS, on February 7, 2006, the Board of County Commissioners adopted Resolution No. R06-026, which amended the Original Development Order, as amended, for the CROSSTOWN CENTER (f/k/a THE GREAT MALL OF TAMPA BAY, f/k/a LAKE FAIR MALL) DRI #151, by extending the buildout date of the development by ten (10) years to December 31, 2014; incorporating a revised phasing schedule, attached hereto as Exhibit “B,” to reflect the extension of the buildout date; extending the termination date of the Development Order by ten (10) years to December 31, 2019; extending the date before which the development shall not be subject to downzoning or intensity reduction by ten (10) years to December 31, 2014; increasing the residential maximum to 853 units; incorporating a revised Equivalency Matrix; and incorporating the Revised Master Plan/Revised Map H (hereinafter referred to as the “Sixth Amendment”); and

WHEREAS, on June 7, 2011, the Board of County Commissioners adopted Resolution No. 11-051, which increased the maximum number of dwelling units from 853 units to 1097 units with any increase beyond the currently approved 853 units requiring a corresponding reduction in hotel and office use, in accordance with Exhibit C (hereinafter referred to as the “Seventh Amendment”);

WHEREAS, on August 18, 2011, pursuant to HB 7207, the build out date of Phase 1 of the Crosstown Center DRI was extended by four (4) years to December 31, 2018 and the Development Order effective date was extended by four (4) years to December 31, 2023; and

WHEREAS, on June 19, 2013, Crosstown Owner LLC, the successor developer of the CROSSTOWN CENTER DRI (hereinafter referred to as the “Developer”), submitted a Notification of Proposed Change to a Previously Approved Development of Regional Impact (DRI) Section 380.06(19), Florida Statutes, for the CROSSTOWN CENTER DRI; and

WHEREAS, on August 14, 2013 and September 23, 2013, the Applicant filed a supplemental response to agency comments (the Notification of Proposed Change and supplemental responses are hereinafter collectively referred to as the “Notice of Change”); and

WHEREAS, the Notice of Change proposes (a) revisions to Exhibits B, C, and D of the Development Order to create two specifically approved sub-phases, 1A and 1B, in lieu of the existing specifically approved Phase 1 development, with Phase 1A consisting of the currently approved Phase 1 DRI entitlements and Phase 1B consisting of the additional 400,000 square feet of office and 50,000 square feet of retail that is the subject of this Notice of Proposed Change; (b) revisions to the buildout dates to reflect the 4-year statutory extension which the Developer previously received in writing from Hillsborough County for Phase 1 development; and (c) to revise Map H; and

WHEREAS, the Proposed Changes shall constitute the Eighth Amendment to the Original Development Order; and

WHEREAS, the Original Development Order, as amended by the First Amendment, Second Amendment, Third Amendment, Fourth Amendment, Fifth Amendment; Sixth Amendment; Seventh Amendment; and Eighth Amendment is restated in its entirety in this Amended and Restated Development Order (hereinafter referred to as the “Amended and Restated Development Order”); and

WHEREAS, the CROSSTOWN CENTER DRI 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 the Notice of Change and amend the Development Order; and

WHEREAS, the Board of County Commissioners has reviewed and considered the Notice of Change, as well as all related testimony and evidence submitted by the Developer concerning the Proposed Changes; and

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

WHEREAS, all interested parties and members of the public have been afforded an opportunity to be heard at the public hearing on the proposed Sixth Amendment before the Board of County Commissioners; and

WHEREAS, the Board of County Commissioners held a duly noticed public hearing on consideration of the Eighth Amendment to the Development Order and has reviewed and considered the Notice of Change, as well as all testimony and evidence submitted by the Developer, reviewing agencies, and members of the general public; and

WHEREAS, Section 380.06, Florida Statutes, requires that a development order be amended to reflect the Board of County Commissioners’ approval of changes to the approved development order.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA, IN REGULAR MEETING ASSEMBLED THIS 12TH DAY OF NOVEMBER, 2013, AS FOLLOWS:

#### I. FINDINGS OF FACT

- A. Crosstown Owner LLC (hereinafter referred to as the “Developer”) submitted the Notice of Change to Hillsborough County, which proposes to increase the maximum amount of specifically approved office entitlements from 949,302 square feet to 1,349,302 square feet and the maximum amount of specifically approved commercial/retail entitlements to 50,000 square feet which may be developed in two (2) sub-phases (Phase 1A and 1B) with a buildout date of December 31, 2018 (hereinafter all proposed modifications as set forth in the Notice of Change shall be referred to as the “Proposed Changes”).
- B. The real property which is the subject of the Application is legally described as set forth in Exhibit “E”.
- C. Hillsborough County, the Tampa Bay Regional Planning Council and the Florida Department of Economic Opportunity have conducted a review of the impacts of the Proposed Changes.
- D. The Proposed Changes approved herein do not result in any new or additional regional impacts.

#### II. CONCLUSIONS OF LAW

- A. Approval of the Proposed Changes, together with all previous amendments to the Original Development Order, does not create a reasonable likelihood of additional impacts, or any type of regional impacts not previously reviewed by the Tampa Bay Regional Planning Council. Therefore, the proposed Eighth Amendment to the Development Order does not constitute a “substantial deviation” from the Development Order, pursuant to Section 380.06, Florida Statutes.
- B. All applicable statutory and regulatory procedures have been adhered to.
- C. The Proposed Changes are consistent with the Future of Hillsborough County Comprehensive Plan, and the development approved in the Development Order, as amended herein, does not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.

- D. Nothing contained in this Amended and Restated Development Order shall limit or modify the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes.
- E. The Developer's Affidavit of Certification, attached hereto as Exhibit "F", affirms that a copy of the Notice of Change has been delivered to all persons as required by law.
- F. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.
- G. Within thirty (30) days after adoption, a certified copy of this Resolution, together with all exhibits hereto, 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 other recipients in accordance with Section 380.06, Florida Statutes.

### III. ORDER

That, having made the above findings of fact and conclusions of law, it is ordered that the Development Order, together with the First Amendment, Second Amendment, Third Amendment, Fourth Amendment; Fifth Amendment, Sixth Amendment; and Seventh Amendment, is hereby amended to increase the maximum amount of specifically approved office entitlements from 949,302 square feet to 1,349,302 square feet and the maximum amount of specifically approved commercial/retail entitlements to 50,000 square feet, and to amend Map H, and is restated in its entirety. Accordingly, the Development Order, together with the First Amendment, Second Amendment, Third Amendment, Fourth Amendment, Fifth Amendment, Sixth Amendment; and Seventh Amendment is further amended to incorporate the Revised Phasing Schedule, attached hereto as Exhibit "B" and the Revised Equivalency Matrix, attached hereto as Exhibit "C", and the Revised Map H, attached hereto as Exhibit "D". This Development Order amends, restates and replaces the prior amendments in their entirety.

### IV. GENERAL PROVISIONS

- A. This resolution shall constitute the Amended and Restated Development Order of Hillsborough County in response to the Notice of Change.
- B. The legal description set forth in Exhibit "E" is hereby incorporated into and by reference made a part of this Amended and Restated Development Order.

- C. All provisions contained within the Application for Development Approval for the CROSSTOWN CENTER (f/k/a The Great Mall of Tampa Bay f/k/a Lake Fair Mall) Development of Regional Impact and Sufficiency Responses (the “ADA”) 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.
- 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 his 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 include any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of government or governmental agency.
- 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 within the CROSSTOWN CENTER DRI, the Developer may transfer any or all of his 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, which approval shall not be unreasonably withheld, and, upon approval, will be responsible to provide maintenance as required in this Amended and Restated Development Order.

- I. Development activity constituting a substantial deviation from the terms or conditions of this Amended and Restated Development Order as defined by the criteria of Subsection 380.06(19)(b), Florida Statutes, 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 Hillsborough County and the Tampa Bay Regional Planning Council, shall result in further Development of Regional Impact review pursuant to Section 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, as amended, and appropriate rules and regulations. The report shall be submitted on Florida Department of Economic Opportunity Form BLWM-07-85, as amended. Such report shall be due on August 31 (the anniversary of the effective date of the Original Development Order) for each following 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 Department of Development Services which 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. 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(es) of any heir, assignee or successor in interest 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, regulations 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 in accordance with Section 380.06, Florida Statutes.

## V. SPECIFIC CONDITIONS

### A. Phasing Schedule and Deadlines

1. The Revised Phasing Schedule, attached as Exhibit “B”, is incorporated herein by reference and made a part hereof.

*(substituted: Resolution Nos. R89-0083, R91-0087, R93-0088, R95-235, R97-218, R06-026, R13-174)*

2. The Development has been divided into Phase 1A, 1B and Revised Phase 2. A phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase. At the time applications are filed with the Department of Development Services for commercial site plan approval and/or preliminary plat approval for new development, the applicant for such approvals shall simultaneously report from which Phase(s) the proposed square footage for such new development will be taken. Revised Phase 2 of the Development is subject to further DRI review pursuant to condition V.B. 11 of this Amended and Restated Development Order, and development under Revised Phase 2 shall require submission of a Notice of

Proposed Change and a transportation analysis pursuant to Section 380.06, Florida Statutes. Development of Revised Phases 1 and Revised Phases 2 may occur anywhere on the site.

*(amended: Resolution No. 06-02, R13-174. This Development originally contained two phases. Original Phases I and II were combined into a single phase by Resolution No. R97 218).*

3. If the Developer elects to amend the proposed phasing schedule, it shall submit said amendments to the Department of Development Services for review and approval, as required by law, which approval shall not be withheld for mere acceleration or deceleration of phases if the terms of this Amended and Restated Development Order are otherwise fully complied with. Any significant departure in project buildout from the phasing schedule set forth in the Revised Phasing Schedule, attached hereto as Exhibit B shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.
4. Excess infrastructure capacity constructed to serve Revised Phase 1A and 1B that will potentially serve Revised Phase 2 shall be at the Developer's risk and shall not vest later phase development rights.

*(amended: Resolution No. R06-026, R13- 174)*

5. The physical development of CROSSTOWN CENTER has commenced.

*(amended: Resolution No. R06-026)*

6. This Amended and Restated Development Order shall remain in effect for a period up to and including December 31, 2023. No development shall be approved after expiration of the Amended and Restated Development Order. 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 requirement 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 of this Amended and Restated Development Order.

*(amended: Resolution Nos. R93-0088, R95-235, R97-218, R06-026, R13-174)*

7. The development shall not be subject to downzoning, or intensity reduction until December 31, 2023, 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.

*(amended: Resolution Nos. R93-0088, R95-235, R97-218, R06-026, R13-174 )*

8. Thirty days prior to the selection of a land use trade-off under the Equivalency Matrix, the Developer shall notify the Department of Economic Opportunity (DEO) and the Tampa Bay Regional Planning Council (TBRPC) of said selection and shall also provide DEO, TBRPC and Hillsborough County with cumulative land use totals and remaining allowable quantities in the subsequent annual report for the Development. No additional approval of a particular land use trade-off is required pursuant to this provision, so long as the desired trade-off is consistent with the formula set for the in the Equivalency Matrix. The 30 day advance notice requirement shall not preclude the submission of construction plans or other permit applications for review by the County, provided that no approvals shall be issued until the desired trade-off has been verified as consistent with the formula set forth in the Equivalency Matrix.

*(added: Resolution No. R97-218; substituted: Resolution No. R06-026)*

B. Transportation

1. A transportation improvements plan and schedule for the Falkenburg Road, U.S. Highway 301 area, in cooperation with the Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC), the Tampa 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 commenced within one year of issuance of construction permits and be completed prior to issuance of building permits. In lieu thereof, issuance of a development order approving an areawide DRI including the project site shall satisfy this requirement. The parameters for this interim 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 roadways to be constructed within the study area.

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

The I-75 Corridor Study currently underway by the Hillsborough County City-County Planning Commission and the Brandon Area Transportation Study may fulfill part or all of these requirements.

*(amended: Resolution No. R06-026. This condition has been satisfied by the completion and adoption of the I-75 Corridor Study by the Hillsborough County Board of County Commissioners.)*

- 2. An annual monitoring program for the total CROSSTOWN CENTER DRI, which will record driveway volumes in the evening peak hour, shall be started when certificates of occupancy have been issued for the build-out of Phases 1A and 1B or equivalent trip generation (779 Inbound + 1,652 Outbound = 2,431 p.m. peak hour trips). The number of approved p.m. peak hour trips (2,431) is inclusive of those trips associated with specifically approved Phases 1A and 1B. If the driveway volumes exceed more than 15 percent of those projected for peak hour in the ADA, a substantial deviation determination shall be required. If the variance is determined to be a substantial deviation, a revised transportation analysis will be required 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.

*(amended: Resolution R06-026; R13-174)*

3. When any subphase of development within the Development is submitted for preliminary commercial site plan approval or subdivision plat approval, the Developer shall provide to Hillsborough County a transportation analysis based upon data, assumptions and methodology agreed to by Hillsborough County that demonstrates that the project's driveways at US Highway 301 at Delaney Creek Boulevard, Falkenburg Road at Delaney Creek Boulevard and Falkenburg Road at Delaney Lake Drive operate at an acceptable level of service in both the AM and PM peak hour with the addition of the proposed development. If the analysis demonstrates that the project's driveways are operating at an unacceptable level of service, the applicant will be responsible for construction of the necessary improvements to allow the driveways to operate at an acceptable level of service as a condition of the site plan approval or subdivision plat approval.

*(amended: Resolution R06-026)*

4. The Developer, at its option, shall select one of the following alternatives to mitigate the project's transportation.
  - a. Option 1
    - (1) Prior to approval of the development, acquire funding commitments from responsible entities for the roadway improvements indicated in Table 1 and Table 2. Without funding commitments for these improvements, construction permits shall not be issued. Where stipulated, the Developer shall provide the improvements.
    - (2) Prior to approval of Phase II of the development, acquire funding commitments from the responsible entities for the roadway improvements indicated in Table 3. Without funding commitments for these improvements, construction permits shall not be issued for Phase II.
    - (3) Alternatively, the Developer may sub-phase the project, whereby specific amounts of project development are approved on condition that specific regional roadway improvements are provided on conditions that the following conditions exist:
      - (a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically approved.

- (b) Funding commitments for roadway improvements shall be required when the regional roadway operates below an average daily LOS C, D at peak hour and the development contributes 5 percent or more of the average daily LOS C, D at peak hour capacity of the existing facility or such higher percentage as may be applicable upon designation of the project as an Activity Center pursuant to the Regional Planning Council's adopted growth policy, Future of the Region.
  - (c) A stop order shall be issued before development takes place which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments have not been assured. A new analysis and/or monitoring may also be required in this instance.
- (4) The Developer shall submit for approval by TBRPC, Hillsborough County, the Tampa Urban Area MPO, Florida Department of Transportation (FDOT), the Hillsborough Area Transit Authority (HART), a plan of transportation systems management (TSM) measures to be instituted and implemented for each project phase. The plan shall provide for sufficient TSM measures to divert a significant percentage of total peak hour trips away from the peak traffic hours projected in the ADA. The plan shall be submitted to the reviewing agencies within one year of issuance of the Amended and Restated Development Order and shall address the following at minimum:
1. Worker flex time.
  2. Worker ridesharing strategies.
  3. Provision of transit and service facilities and programs to increase transit ridership.
  4. High Occupancy Vehicle Options.

If Developer desires the opportunity to seek credit against transportation impact fees for any lowering of traffic impacts resulting from TSM measures, each annual report for this development after the issuance of certificates of occupancy ~~for Phase I~~ 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. The results of the TSM study may serve as a basis for the Developer to request Amended and Restated Development Order amendments.

Table 1. Intersection Improvements Needed for Phase I (1990)

Intersection	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
FALKENBURG ROAD at Broadway Avenue	F	8.6	Add one EB right-turn lane, one NB left-turn lane and one SB left-turn lane
BUFFALO AVENUE at Orient Road	F	6.9	Add one EB left-turn lane and one WB left-turn lane
PALM RIVER ROAD at 78 <sup>th</sup> Street	F	18.7	Add one EB left-turn lane, one WB left-turn lane, and one EB right-turn lane
S.R. 60 at Falkenburg Road F		37.6	Add one NB right-turn lane and one WB left-turn lane
S.R. 60 at I-75	F	100.00	Redesign southbound Right Turn

S.R. 60 at U.S. 301	F	10.5	Add one WB left-turn lane
U.S. 301 at Site Drive	N/A	100.0	Signalize and lengthen existing through lanes
FALKENBURG ROAD at North Site Drive	N/A	100.0	Signalization
FALKENBURG ROAD at South Site Drive	N/A	100.0	Signalization

Table 2. Link Improvements Needed for Phase I (1990)

Roadway Link	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
FALKENBURG ROAD S.R. 60 to Broadway	F	8.6	Add one NB and one SB through to existing two
Palm River Road to Crosstown Expressway	N/A	N/A	Construct new four-lane divided Arterial
S.R. 60			

I-75 to Lakewood Drive	F	10.6	Add one EB and one WB through to existing four
Lakewood Dr. to Kings Ave.	F	5.3	Add two EB and two WB through to existing four
U.S. 301 S.R. 60 to Site Entrance	F	10.5	Add one NB and one SB through to existing four
KINGS AVENUE Oakfield to S.R. 60	F	6.9	Add one NB and one SB through to existing two
LAKEWOOD DRIVE Oakfield Dr. to S.R. 60	F	9.7	Add one NB and one SB through to existing two

Table 3. Intersection Improvements Needed for Phase II (1993)

Intersection	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
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LUMSDEN ROAD

at Bryan Road right-turn lane	F	7.3	Signalization Add one EB
PALM RIVER ROAD at 50 <sup>th</sup> St.	F	5.5	Add one EB right-turn lane
S.R. 60 at 78 <sup>th</sup> St.	E	5.5	Add NB left- turn lane
S.R. 60 at 50 <sup>th</sup> St.	E	5.3	Convert SB right-turn lane to shared SB through and right-turn lane

b. Option 2

In the event that commitments for transportation improvements are only adequate to permit partial approval by Hillsborough County of the CROSSTOWN CENTER development, the capacity and loading of transportation facilities in the central Hillsborough County transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors in any subsequent approvals. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area Transportation Study (TUATS), MPO, and FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, 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 indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways and intersections at a satisfactory average daily Level of Service C, and a peak hour level of service D. Both the traffic counts and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices.

Prior to any specific approval beyond the initial partial approval, the County or its designee shall ensure in written findings of fact that the above roadways and intersections are operating at or above an average daily Level of Service C, and a peak hour level of service D, and that the expected trips to be generated by such approval would not cause the roadways to operate below an average daily Level of Service C, and D at peak hour.

c. Option 3

*(The Developer has elected Option 3 to mitigate transportation impacts.)*

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out herein. The requirements of Option 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of the projects on regionally significant transportation highway facilities within the primary impact area. The approval of this mitigation/curing mechanism is based upon the project's impact on transportation facilities, the substantial public benefit to be gained by accelerating the design, construction and use of a major public facility, and its consistency with the TBRPC and DCA policies regarding pipelining transportation impacts.

- (1) The Developer shall design and construct the extension of Falkenburg Road as a 4 lane divided roadway from its existing intersection with the Crosstown Expressway north to Palm River Road. Said design shall also include left turn lanes as required to meet County standards at the Falkenburg/Palm River Road intersection.

*(THIS CONDITION HAS BEEN SATISFIED. The extension of Falkenburg Road as a 4 lane divided roadway from its existing intersection with the Crosstown Expressway north to Palm River Road has been completed with left turn lanes which meet County standards at the Falkenburg/Palm River Road intersection.)*

- (2) The Developer shall design and construct the widening of U.S. 301 from the site entrance north to the intersection of U.S. 301 and State Road 60. U.S. 301 shall be widened from a 4 lane divided to a 6 lane divided roadway.

*(THE REQUIREMENTS OF OPTION 3 HAVE BEEN SATISFIED BY THE EXTENSION OF FALKENBURG ROAD AS SET FORTH IN PARAGRAPH B.4.c(1) ABOVE.)*

- (3) The design work required under paragraphs c.(1) and (2) above shall be referred to herein as the "Required Design" and the improvements required under paragraphs c.(1) and (2) above shall be referred to as the "Required Improvements". The "Required Design" for Falkenburg Road shall be completed and approved and all required governmental permits secured no later than October 7, 1996 (the "Completion Date"). The Developer shall submit to the Director of the Capital Projects Department quarterly status reports on the Developer's design and permitting activities. The first quarterly status report on the design and permitting activities on the Falkenburg Road shall be due no later than ninety (90) days after the effective date of this Resolution. The first quarterly status report shall include a detailed schedule of design and permitting milestones which, if met, will result in completion of the Required Design for Falkenburg Road and permitting activities by the date set forth above. Each subsequent quarterly report shall indicate whether the Required Design for Falkenburg Road and permitting activities are on schedule or behind schedule. Each quarterly report, after the initial report, shall be received by the County's Director of the Capital Projects Department within ninety (90) calendar days from the due date of the previously submitted report. If either the Required Design for Falkenburg Road or the permitting activities are behind schedule, the quarterly status report shall provide a thorough explanation of the reasons for falling behind schedule and the steps taken by the Developer to get back on the original schedule. If the required design for Falkenburg Road and permitting activities are more than six (6) months behind schedule, a Notice of Proposed Change shall be submitted by the Developer and the Amended and Restated Development Order shall be amended to reflect the changes.

No later than sixty (60) days prior to the Completion Date for the Required Design set forth above (or any extension thereto approved by the Board of County Commissioners of Hillsborough County in an amended order) the Developer shall provide written notification to the County Administrator of Hillsborough County, the Tampa Bay Regional Planning Council and the Department of Community Affairs of its intention to proceed with and complete the construction of the Required Improvements for Falkenburg Road in accordance

with the schedule provided for or the decision of the Developer to pay to the County the costs for the Required Improvements pursuant to Subsection B.3.c.(6) in lieu of constructing the Required Improvements itself, subject to County approval (the "Notification Date"). If on or before the Notification Date, the Developer chooses not to construct or pay the County for the construction of the Required Improvements for Falkenburg Road, then the Developer shall notify, in writing, the Board of County Commissioners, the Tampa Bay Regional Planning Council and Department of Community Affairs of its election of Option 1 or Option 2 to mitigate the project's transportation impacts.

If on or before the Notification Date the Developer notifies the County of its election to construct Falkenburg Road, but has not completed the Required Design and commenced construction of the Required Improvements on or before June 7, 1997, then the Developer shall be deemed to have forfeited all rights, duties, and obligations of the Developer pursuant to Option 3 of this Amended and Restated Development Order unless prior to June 7, 1997 the Developer pays to the County the costs of the Required Improvements pursuant to the terms hereof in lieu of constructing the Required Improvements.

While the development is proceeding under Option 3 with the Required Design of the Required Improvements, no permits shall be issued unless the Phase or sub-Phase meets the requirements of Option 1 or Option 2 of Subsection V.B.3 of the Amended and Restated Development Order. Once the Developer pays or begins construction of the Required Improvements in accordance with the schedule, the additional requirement of meeting Option 1 or Option 2 prior to obtaining further permits shall terminate.

The Developer's failure to comply with the conditions or time frames of this section or the Developer's decision not to construct the Required Improvements shall be deemed by Hillsborough County to be the Developer's election to forfeit all rights, duties and obligations of the Developer pursuant to Option 3 of this Amended and Restated Development Order.

In the event that either (a) the Developer has not completed the Required Design for Falkenburg Road and obtained the governmental permits necessary to construct the Required Improvements for Falkenburg Road on or before the Completion Date set forth above; or (b) has notified the Board of County Commissioners of Hillsborough County, the Tampa Bay Regional Planning Council and Department of Community Affairs of its decision not to construct the Required Improvements for Falkenburg Road, the Developer, at no cost or expense to Hillsborough County, shall deliver all documentation including, but not limited to, all plans, drawings, specifications, studies, surveys, permits, and reports related to the Required Design or permitting of Falkenburg Road and Required Improvements for Falkenburg Road to the County Engineer. This delivery shall take place on either: (i) the Notification Date if the Developer notifies the County of its decision not to construct the Required Improvements; or (ii) June 7, 1997, in the event that the Developer has been unable to complete the Required Design and to commence the Required Improvements on or before June 7, 1997.

Subject to the availability of funds as specified in Subsection 3.c.(4) of this Section V, the Required Design for U.S. 301 shall be completed on or before May 1, 1998 and shall be subject to the same conditions placed upon the Required Design for Falkenburg Road as set forth herein, with the exception of the time for submittal of the first quarterly report. The first quarterly report related to the design and permitting of U.S. 301 shall be submitted to the Florida Department of Transportation, Hillsborough County Director of Capital Projects, Department of Community Affairs, and Tampa Bay Regional Planning Council for review on or before February 1, 1996. The provisions of this Subsection shall take precedence over any other provision of this Amended and Restated Development Order.

*(THIS CONDITION HAS BEEN SATISFIED BY THE CONSTRUCTION OF THE FALKENBERG ROAD IMPROVEMENTS.)*

- (4) The Required Design shall be prepared in a manner normally used in Hillsborough County roadway projects and in accordance with Hillsborough County Standards and the Florida

Department of Transportation's Plans Preparation Manual and Standards for Construction. The design period shall include a fourteen (14) day review period by the County (for Falkenburg Road improvements) and FDOT (for U.S. 301 improvements) of all plans at 30%, 60%, 90% and 100% of completion. Upon receipt of FDOT's acceptance of 100% of U.S. 301 plans, the Developer shall notify FDOT of the proposed construction schedule and initiate the appropriate agreements acceptable to FDOT to construct the U.S. 301 improvements, to the extent funds are available. In addition, the Developer shall inform FDOT of the amount of money, if any, remaining from the Falkenburg Road improvements as soon as the amount can be determined. If sufficient funds are not available to complete a reasonable capacity improvement project on U.S. 301, then the Department and the Developer will determine the appropriate course of action to be taken to enable the Department to utilize the remaining funds.

*(amended: Resolution No. R89-0088. THIS CONDITION HAS BEEN SATISFIED BY THE CONSTRUCTION OF THE FALKENBURG ROAD IMPROVEMENTS)*

- (5) Subject to acts of God or other occurrences beyond Developer's control, unless extended by the County Engineer as a result of unavoidable permitting delay, the Developer shall expeditiously commence the construction of the Required Improvements upon approval of the Required Design by FDOT (for U.S. 301 improvements) and the Hillsborough County Engineering Department and shall complete such construction on or before 12 months after said approvals for U.S. 301 improvements and by October 31, 1998 for the Falkenburg Road Improvement. To ensure that the Required Improvements are completed at the earliest possible time, upon written request to the directors of the Real Estate and Development Services Departments, Hillsborough County shall, within a reasonable time after receipt of said request, assist the Developer when required in obtaining all necessary permits, approvals and utility relocations, off-site construction easements and rights-of-way necessary to complete said improvements, including the initiation and prosecution of eminent domain proceedings with usage of the supplemental proceedings under Chapter 74, Fla. Stat., to acquire land for drainage facilities. The Developer shall assist the County in obtaining all information necessary to file and pursue such

action. The Developer agrees to advance all costs and expenses necessary to file and pursue any action initiated by the County hereunder, including reasonable attorney's fees and expert witness fees, and to advance all funds needed to purchase the necessary land and property taken, including, but not limited to, severance damages, business damages, special damages, and costs to cure. The County agrees to file and pursue such action and purchase the necessary right-of-way with funds advanced by the Developer and only to the extent covered by such funds. Upon completion of the Required Improvements substantially in accordance with the Required Design, Hillsborough County shall accept the Required Improvements and shall assume full responsibility for their maintenance except for those under the jurisdiction of the FDOT. No Certificates of Occupancy in excess of 300,000 square feet of office space, or the equivalent thereof under the Equivalency Matrix, shall be issued until the Falkenburg Road Improvement is substantially complete.

*(amended: Resolution Nos. R89-0083, R97-218. THIS CONDITION HAS BEEN SATISFIED BY THE CONSTRUCTION OF THE FALKENBURG ROAD IMPROVEMENTS.)*

- (6) In lieu of the requirements under paragraphs B.3.c.(1 - 5) above, the Developer may elect to pay Hillsborough County, subject to the County's approval, the total costs for the aforesaid Required Design and the Required Improvements, which, for purposes of this Amended and Restated Development Order, shall be \$3,051,000 (the "Required Improvement Costs"), to be adjusted for cumulative inflation or deflation from August 1987 to the date of contribution of the Required Improvement Costs using the (composite) Price Trend Index for Florida Highway Construction (Composite Fiscal Year) published by the State of Florida Department of Transportation State Estimates Engineer (the "Price Trend Index"). If the Developer has made any reasonable and necessary expenditures in connection with design and/or construction of the Required Improvements, which are eligible for impact fee credits under applicable County ordinances, including, but not limited to, land acquisition costs, prior to payment of the Required Improvement Costs in accordance with this paragraph and provides the County Engineer with itemized proof of the expenditures, the Required Improvements Costs shall be reduced by allowance of a credit

for such expenditures, which credit shall be adjusted for increases in the Price Trend Index as follows: the credit for each expenditure shall be a sum equal to the product of the expenditure and the percentage increase, if any, in the Price Trend Index for the Fiscal Year in which the final payment of the Required Improvements Costs was paid over the Price Trend Index for the Fiscal Year in which the payment of the expenditure was paid. The determination as to whether expenditures made by the Developer in connection with the design, land acquisition, other pre-construction costs and construction costs for the Required Improvements are reasonable and necessary shall be determined jointly by the County Engineer and the Developer's transportation consultant (the "Transportation Consultant"). A traffic engineer employed by the State of Florida Department of Transportation ("DOT"), with experience in Florida road construction shall have the right to review any construction costs expended by the Developer in constructing the Required Improvements, and may make recommendations to the County Engineer as to whether such costs are reasonable and necessary. The intent of this paragraph is to enable the Developer to meet its obligations to fully mitigate the traffic impacts of the project under the law by paying the stated sums, which exceed Developer's fair share of the costs of the improvements identified in Tables 1, 2 and 3 of this Amended and Restated Development Order, in lieu of constructing the identified improvements if, for reasons beyond the Developer's control, it becomes impractical or impossible for the Developer to complete said improvements within the parameters defined herein.

*(substituted: Resolution Nos. R93-0088, R95-235. THIS CONDITION HAS BEEN SATISFIED BY THE CONSTRUCTION OF THE FALKENBURG ROAD IMPROVEMENTS.)*

- (7) If the County accepts payments under this section, it shall use such monies to design and construct the Required Improvements. If it is not practical to complete the Required Improvements, the County may elect to use such monies to construct one or more other improvements which meet the requirements of the Department of Community Affairs Transportation Policy Rule and Section 19.8.14, Future of the Region (1987), and this Amended and Restated Development

Order shall be amended to identify the improvements to be constructed. The County shall complete said improvements within the time frames established in paragraphs B.3.c.(3) and (5), subject to delay for conditions or occurrences beyond the County's control as referenced in paragraph B.3.c.(5).

*(THIS CONDITION HAS BEEN SATISFIED. The Required Improvements have been completed.)*

- (8) Should the Developer fail to substantially comply with the time frames listed herein, the County shall have the right to complete the Required Design or construction of the Required Improvements.

*(THIS CONDITION HAS BEEN SATISFIED. The Required Design and Required Improvements for Falkenburg Road have been completed.)*

- (9) Development activities and issuance of permits shall immediately cease if the Required Design and Required Improvements or the payment of the Required Improvements Costs as described herein are not provided by the Developer in accordance with the requirements of paragraphs B.3.c.(1) - (8), above.

*(THIS CONDITION HAS BEEN SATISFIED. The Required Design and Required Improvements for Falkenburg Road have been completed.)*

- (10) If the Developer determines that it will not be able to substantially complete the Required Design and the Required Improvements for the Required Improvements Costs, the Developer may satisfy its obligations under this Option 3 by constructing other improvements approved by Hillsborough County that are consistent with Section 19.8.14, Future of the Region (1987), and the Department of Community Affairs Transportation Policy Rule, that have a value equivalent to the Required Improvements Costs.

*(THIS CONDITION HAS BEEN SATISFIED. The Required Design and Required Improvements for Falkenburg Road have been completed.)*

- (11) If, as provided for herein, alternate improvements are substituted for those defined as the Required Improvements in this Option 3, this Amended and Restated Development Order shall be amended in accordance with applicable laws to identify said alternate improvements and to establish a schedule for their completion consistent with the requirements of this Amended and Restated Development Order.

*(THIS CONDITION HAS BEEN SATISFIED. The Required Improvements for Falkenburg Road have been completed.)*

5. The Developer shall receive credit against impact fees, pursuant to law. The application and payment of impact fees in itself will not constitute funding commitments for the required right-of-way dedications and transportation improvements. Any difference between the Required Improvements Costs and the sum of the costs of the Required Design and the Required Improvements (the "Difference") shall be paid in cash prior to the issuance of the final Certificate of Occupancy for the project, provided that the Developer may elect to make other improvements of a value equivalent to the Difference, subject to approval by the Hillsborough County Engineering Department. The Developer's completion of the Required Design and Required Improvements and payment of the Difference, or completion of other improvements in lieu of the Difference as provided for herein, shall be deemed to fully and completely satisfy any and all of its obligations under the law to mitigate the traffic impacts of the CROSSTOWN CENTER project.
6. Driveway radii onto U.S. 301 and Falkenburg Road shall be a minimum of 40 feet in size to accommodate single unit vehicles.

*(THIS CONDITION HAS BEEN SATISFIED. Driveway radii onto Falkenburg Road is minimum of 40 feet in size.)*

7. A pedestrian circulation system and a bicycle circulation system shall be provided within the project. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System into CROSSTOWN CENTER. No detailed site plans shall be approved which do not indicate these systems.

*(THIS CONDITION HAS BEEN SATISFIED. A pedestrian circulation system and a bicycle circulation system have been provided.)*

8. The platted right-of-way, Hallmark Avenue, which is maintained by the County for a length of 21 hundredth of a mile, shall not be vacated along this maintained length unless access via this right-of-way to U.S. 301 is secured for the land north of and abutting the right of way. The purpose of this condition is to avoid the need for an additional median opening on U.S. 301 north of the project.
9. Pending the completion of the special FDOT study of I-75, FDOT desires to maintain a level of service (LOS) C peak hour on the I-75 interchange ramps to avoid prejudicing the study's recommendations. No additional lanes, new interchanges, or modifications of existing interchanges (other than the installation of dual left turn receiving lanes or other minor geometric changes for the purpose of improving traffic service on intersecting roadways) to the I-75 system will be approved prior to the completion of this special study.

If, during the study period, the LOS C peak hour threshold will be exceeded on the ramps of the I-75/S.R. 60 interchange, the Developer may, at its expense, utilize ramp metering or other improvements acceptable to FDOT to preserve the LOS C peak hour service level. Building permits will not be issued if ramp metering or such other improvements (which can be demonstrated by means of a new traffic analysis to maintain level of service "C" peak hours) are not permitted by the Federal Highway Administration and said alternative improvements are not approved and funded prior to the commencement of construction.

If, after an evaluation of such an Operational Analysis, the review by the County and FDOT indicates that the LOS C peak hour threshold will be exceeded for any ramp of the I-75/S.R. 60 interchange as a result of the Development's traffic prior to the submission of the next Operational Analysis, and the Development's traffic contributes more than five percent (5%) to the traffic volume, the County will determine whether to continue issuing building permits and will notify the Developer of this determination in writing. If the LOS C peak hour threshold is projected to be exceeded for the ramps prior to submission of the next Operational Analysis, the Developer shall have the opportunity to submit evidence to both the County and FDOT to demonstrate that Development traffic, as identified in an Operational Analysis, does not contribute more than five percent to the ramps' traffic volume, or evidence as to improvements that will mitigate the project's impacts, under either of which conditions the County shall not, by reason of this Section cease the issuing of building permits for the Development.

This condition shall be in effect for the duration of the FDOT study period or for twenty four months from the date of issuance of this Amended and Restated Development Order, whichever is earlier.

*(amended: Resolution No. R89-0083; corrected: Resolution No. 97-218; amended: Resolution No. R06-026)*

*(THIS CONDITION HAS EXPIRED. This condition was only to remain in effect for 24 months from the issuance of the Original Development Order.)*

10. As a condition of this Amended and Restated Development Order, the Developer agrees to honor those representations contained in the letter attached hereto as Exhibit "A" and incorporated herein by reference. The representations contained in Exhibit "A" are associated with site-related improvements to U.S. 301 in conjunction with the two driveway access points. The Developer and the Florida Department of Transportation by mutual agreement may change the representations contained in Exhibit "A" without requiring an amendment to the Amended and Restated Development Order.

*(This condition was added by Resolution No. R89-0083, and was incorporated into the language of this Amended and Restated Development Order by Resolution No. R06-026)*

11. The Developer has satisfied the transportation mitigation requirements for Phase 1A of the Amended and Restated Development Order through the construction of the Required Improvements. In addition, the Developer has satisfied all regional transportation mitigation for Phase 1B through the construction of the Required Improvements. However, in order to satisfy local transportation mitigation requirements imposed by Hillsborough County relative to the Phase 1B development, and prior to issuance of the first building permit for vertical development in Phase 1B, the Developer has agreed to make a proportionate-share payment of \$34,000, which amount shall be due and payable within ninety (90) days of the approval of this Amended and Restated Development Order. Upon payment of the proportionate share amount of \$34,000.00 to Hillsborough County, the Developer shall be deemed to have satisfied the requirements of § 163.3180(5)(h)c, Fla. Stats. (2013), and the transportation mitigation requirements for all of Phase 1B. The transportation impacts associated with Revised Phase 2 will be evaluated as part of a Section 380.06, Florida Statutes analysis. Phases 1A and 1B mitigation credits shall not be considered in said Revised Phase 2 analysis or any future changes in development.

*(amended: Resolution No. R06-026; R13-174)*

C. Air Quality

1. If any proposed change is determined to be a substantial deviation, Hillsborough County shall determine whether the nature of the proposed change(s) is such that it

would require a re-analysis of the air quality impacts of this project or if such proposed change includes uses which are determined to be point sources of air pollution. If a re-analysis is warranted as determined by Hillsborough County, the Developer shall perform point source air quality analyses and the Developer shall take remedial measures as required by Hillsborough County, all in accordance with applicable law.

2. The measures to reduce erosion, fugitive dust and air emission stated on pages 13-4 and 14-6 of the ADA shall be required.

D. Stormwater Management and Water Quality

1. In order to protect water quality, there shall be no degradation of water quality standards from stormwater exiting the site. The Developers shall comply with all Department of Environmental Protection (DEP) and South West Florida Water Management District (SWFWMD) permitting requirements and specifically with Chapters 62-301, 62-302, and 62-520, F.A.C. Any violation of Chapters 62-301 or 62-520, Florida Administrative Code (F.A.C.) shall require corrective measures as set forth by DEP.

*(amended: Resolution No. R06-026)*

2. Prior to the issuance of any building permits the Final Drainage Plan and drainage calculations shall be submitted to TBRPC and DERP for review and to Hillsborough County and SWFWMD for approval. The drainage system shall be designed to meet all applicable Hillsborough County and SWFWMD regulations. The County drainage criteria in existence at the time of construction shall be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria is more restrictive.

*(amended: Resolution No. R06-026. THIS CONDITION HAS BEEN SATISFIED. A drainage plan and drainage calculations have been submitted to the appropriate agencies.)*

3. Due to the "volume sensitive" nature of Delaney Creek, the drainage design for CROSSTOWN CENTER must satisfy the following criteria from the 1986 Delaney Creek Stormwater Master Plan. E5-7 and E5-8 by Ghioto, Sinjhofen and Associates, Inc.:
  - a. Compensating storage must be provided for any encroachment into the 100-year flood plain.

- b. The peak rate of discharge resulting from the 100-year 24-hour storm under post-development conditions must not exceed the pre-development peak rate of runoff from the 10-year 24-hour storm.
    - c. The volume of runoff discharged from the 100-year 24-hour storm under post development conditions must not exceed that amount of runoff produced from the development 100-year 24-hour storm.
4. If reorientation of Delaney Creek is deemed necessary, excavation activity will include the creation of a littoral shelf on one side of Delaney Creek in accordance with the requirements of those agencies issuing permits for such activity.
5. Stormwater detention/retention pond design requirements for the development shall be as listed below unless otherwise approved by the Hillsborough County Environmental Protection Commission and the Hillsborough County Drainage Engineer:
  - a. The side slopes shall be no greater than 4:1.
  - b. The banks shall be completely vegetated to the design low water elevation.
  - c. The sides and the bottom of each pond shall not be constructed of impervious material.
6. The Developer shall give all necessary drainage easements or rights-of-way as required by the County's Stormwater Division of Public Works Department, in accordance with applicable regulations, prior to Master Drainage Plan approval.
7. In order to protect water quality the Developer shall implement a vacuum street cleaning program for the parking and roadway areas within the development.
8. No habitable structures shall be allowed in the designated 25-year floodplain unless provisions are made to compensate for reduction in natural storage area caused by the development.

E. Wetlands

1. In order to protect the natural values of preserved/conserved wetland areas, the following shall be required:
  - a. Except as otherwise permitted by agencies having jurisdiction:

- (1) No hydroperiod alteration shall be permitted in conservation or preservation areas identified on the Master Development Plan.
  - (2) No dredging, filling or development activities will be allowed within preservation areas. Activities within the conservation areas shall be limited to approved stormwater management outfall structures and boardwalks.
  - (3) The proposed retention/detention wetland systems shall be designed, constructed, and maintained pursuant to the guidelines of the Stormwater and Lake System Maintenance and Design Guidelines (TBRPC, 1978).
2. A mitigation plan for all displaced wetlands will be developed and implemented prior to or in conjunction with development in areas being disturbed. All mitigation areas and littoral shelves shall be monitored in accordance with the requirements of the agency or agencies issuing the permit for such mitigation.

*(THIS CONDITION HAS BEEN SATISFIED. A mitigation plan has been developed and implemented and monitoring continues.)*

3. All wetland losses shall require a minimum of 1:1 in-kind wetland replacement.
4. 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 mitigation measures shall be employed by the Developer in cooperation with the Florida Game and Fresh Water Fish Commission.
5. The land use designations for those portions of the CROSSTOWN CENTER site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region, Section 2.701 and 2.702 shall be as designated on the revised General Development Plan submitted to Hillsborough County.

*(THIS CONDITION HAS BEEN SATISFIED. Land use designations for those portions of the site which meet the definition of preservation and conservation areas have been designated on the revised General Development Plan.)*

F. Public Facilities

1. Prior to detailed site plan approval 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 water supply, supply lines, and facilities to service the project. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction.

2. Prior to detailed site plan approval of the development, the Developer shall ensure the provision of fire flows acceptable to Hillsborough County. The installation of a sprinkler system, fire hydrants or fire plan shall be options to ensure the provision of acceptable fire flows. No Zoning Compliance Permits shall be approved without verification from the Hillsborough County Fire Department that sufficient firefighting facilities/manpower/equipment required to serve the project are available.
3. Prior to issuance of detailed site plan approval of the development, the Developer shall provide documentation to the Department of Development Services a master plan for wastewater collection, treatment and effluent disposal facilities approved and permitted by the Utilities Department or other applicable entity. No Zoning Compliance Permits shall be issued without a commitment from Hillsborough County or other responsible entity to provide wastewater disposal capacity for the building(s) that are the subject of such application.
4. Any on-site wastewater treatment or disposal plant constructed to serve the project shall require a substantial deviation determination pursuant to F.S. 380.06(19), as amended.
5. Prior to issuance of detailed site plan approval of the development, the Developer shall verify to the satisfaction of Hillsborough County that adequate Emergency Management Services capabilities and facilities are available to service the development.
6. The Developer shall be required to provide for recovered wastewater disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water and Wastewater Utilities take-back policy in effect prior to detailed site plan approval.
7. The Developer shall use non-potable water for landscape and open space irrigation unless otherwise approved by Hillsborough County.
8. The collection, transportation and disposal of solid waste is controlled by Hillsborough County ordinance and shall take place in accordance with the terms of said ordinance.

*(amended: Resolution No. R06-026)*

G. Hazardous Waste

1. Prior to the issuance of Zoning Compliance Permits, the Developer shall, if not in conflict with Hillsborough County plans and policies, and only as required to accommodate hazardous waste generators in the project (if any) provide separate hazardous waste storage areas within the project. These areas shall be accessible to all businesses and shall be marked and/or colored so as to clearly distinguish the areas intended for hazardous wastes and materials. (Hazardous wastes are those substances and materials defined in F.S. 403.703(21), F.S., and listed in Title 40 CFR Part 261), as amended.
2. The Developer shall, notify in writing, all project businesses of the location of the specially-designated hazardous waste and materials containers.
3. Surface impoundments of hazardous waste, hazardous waste piles, land treatment of hazardous waste, landfills and underground storage of hazardous materials shall be prohibited.
4. Large quantity generators of hazardous substances as defined by applicable Federal and State regulations, shall implement a site-specific surficial aquifer monitoring program as required by Hillsborough County, Hillsborough County Environmental Protection Commission (EPC) and DEP. An emergency response and hazardous waste management operation plan shall be required for those facilities which generate/handle hazardous wastes, to minimize hazards to human health and the environment. The plans shall describe the procedures and actions required of facility personnel as well as the duties of local EMS/fire and police departments and hospitals. The plan shall be included in the first annual report following occupancy within the park.
5. All temporary hazardous waste storage facilities shall meet applicable federal, state and local laws, rules and regulations, and where appropriate the criteria set forth in Sections 3.913(a), (d) and (e), TBRPC's Future of the Region.
6. Small quantity generators as defined by applicable Federal and State regulations, should obtain United State Environmental Protection Agency (USEPA) identification numbers.
7. The Developer, through restrictive lease agreements or covenants, shall advise tenants and purchasers that any hazardous waste-must be transported and disposed of in a manner consistent with applicable laws and regulations.

H. Hurricane Evacuation

1. The Developer shall coordinate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, as to the feasibility of designating buildings within the CROSSTOWN CENTER development as public hurricane evacuation centers to shelter the residents of vulnerable areas. A report on the outcome of these discussions shall be submitted in the first annual report prior to issuances of Certificates of Occupancy for the project.

I. Energy Conservation

1. The energy conservation measures referenced in page 25-3 of the ADA shall be complied with by the Developer. The following energy conservation measures shall also be encouraged by the Developer or his assigns: for the office, service center, research and development and commercial components of CROSSTOWN CENTER:
  - a. The institution 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 system.
  - 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 the project's facilities.

J. Equal Opportunity

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

K. General

1. The discovery of any historical or archaeological resources shall be reported to Hillsborough County and the disposition of such resources shall be determined in cooperation with the Division of Historical Resources and Hillsborough County.
2. Any approval of the CROSSTOWN CENTER development shall at minimum, satisfy the provisions of F.S. 380.06(15), as amended.
3. All of the final Developer's commitments set forth in the ADA, and as summarized in Attachment 1 to the Original Development Order entitled "Developer Commitments" shall be honored, except as they may be superceded by specific terms of the Amended and Restated Development Order.
4. That portion of the property zoned R-3MH as shown on Figure 12-1, page 12-8 of the ADA, shall be restricted to use as open space until such time as it is rezoned. Rezoning of this parcel to an industrial or commercial district shall permit it to be used for detention/retention as shown on the Master Plan for the project (Map H). The property has been rezoned in accordance with the above condition.

*(amended: Resolution No. R97-218, R06-026)*

5. Within 45 days of the issuance of this Development Order the Developer shall enter into a construction contract with the County, which, at minimum, shall incorporate the following terms and conditions:
  1. The Developer shall cause its contractor to provide insurance of the types and in amounts reasonably acceptable to the County;
  2. The Developer will direct its Contractor's attention to the fact that all applicable Federal and applicable State laws, municipal and County ordinances apply and all applicable rules and regulations of all authorities having jurisdiction over any part of the project apply;
  3. Prior to final completion, Developer will promptly, without cost to County, and as specified by County, either correct any defective work or remove and replace it with non-defective work;
  4. If defective work is not corrected or replaced per County's instructions, the County may, after giving thirty (30) days notice to Developer, correct or replace the work itself and any direct or indirect costs shall be paid by Developer; provided that if, during the 30 day period, the Developer has

commenced and is proceeding with bona fide curative measures, then the County shall not correct or replace such defective work until the Developer's curative acts are completed;

5. If County decides to accept defective work, there shall be an appropriate reduction in the amount of impact fee off-sets awarded to Developer, or Developer will pay to compensate for the defect;
6. Developer shall require its contractor to warrant and guarantee for a period of two (2) years following final completion that all material and equipment shall be new, unless otherwise specified and that all work will be of good quality, free from faults and defects and in accordance with Contract Documents reviewed and approved by County;
7. The Developer shall require its contractor to include the County as a party that may enforce all warranties and guarantees;
8. Until the end of the two year warranty period, any work the County determines to be faulty, unsatisfactory or non-conforming to the Contract Documents shall be considered defective and the Developer must, within a reasonable time upon notice from the County, cure the defect and if it fails to do so, the County may either do it at the County's expense, and deduct the costs from off-sets due the Developer, or accept it as defective work, and deduct the costs from impact fee off-sets due the Developer. The County's remedies hereunder are supplemental to any remedy provided by the warranty bond. The construction contract shall provide procedures to allow the Developer to contest decisions of the County under the Contract;
9. The Developer shall require its contractor to provide a warranty bond which insures its performance of the above warranties;
10. Developer shall require its contractor to execute performance and payment bonds on forms provided by County as security for the contractor's faithful performance and payment of all its obligations. The bonds shall each be for one hundred percent (100%) of the contractor's contract price, as such price may be amended by change order and the County shall be a co-obligee of the bonds;
11. Developer shall indemnify and hold harmless the County, its employees, and agents from all liabilities arising from or resulting from the construction;

12. Developer shall provide an estimated cost of work prior to construction and will submit documentation for cost changes that shall be subject to review and approval by the County before impact fee off-sets are provided for additional costs;
13. Developer shall certify the availability of all land necessary for construction, including any and all easements, rights-of-way for access, and such other lands as are designated to be necessary for construction of the project. Any additional costs incurred because construction started before all land ownership and easement issues were resolved shall be borne by Developer and will not be considered for impact fee off-sets.

*(substituted: Resolution No. R97-218. THIS CONDITION HAS BEEN SATISFIED.)*

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 November 12, 2013, as same appears of record in Minute Book 450 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 13th day of November, 2013.

PAT FRANK, CLERK



By: Michelle O.K. Deil  
Deputy Clerk

APPROVED BY COUNTY ATTORNEY  
BY [Signature]  
Approved as to Form and Legal Sufficiency

CROSSTOWN CENTER DRI  
AMENDED AND RESTATED DEVELOPMENT ORDER  
LIST OF EXHIBITS

- Exhibit A Letter from Kimley-Horn
- Exhibit B Revised Phasing Schedule
- Exhibit C Equivalency Matrix
- Exhibit D Revised Map H, dated October 29, 2013
- Exhibit E Legal Description
- Exhibit F Developer's Certification
- Exhibit G Developer's Commitments from Original DO

**EXHIBIT A**

**Kimley-Horn and Associates, Inc.** 601 South Boulevard, Tampa, Florida 33606 • (813) 254-0919  
West Palm Beach, Tampa, Orlando, Ft. Lauderdale, Miami, Palm City,  
Raleigh, Durham, Charlotte, Nashville, Dallas, Austin, Phoenix

March 23, 1989  
6606.02

Mr. Rick Adair  
Florida Department of Transportation  
1300 N. Westshore  
Suite 201  
Tampa, Florida 33609

Re: Lake Fair Mall

Dear Mr. Adair:

This letter represents the final understanding between Florida Department of Transportation (FDOT) and L.J. Hooker Development Corp. regarding the driveway access points for Lake Fair Mall on US 301.

To summarize the major points of agreement:

- o The developer's proposed roadway/driveway geometry provides an acceptable level of service at project buildout in 1993 on US 301.
- o The developer's proposed roadway/driveway geometry is acceptable to the FDOT with the following provisions:
  1. At the main site entrance, the design is to include dual southbound left-turn lanes leading into the site.
  2. At the north site entrance, the design is to include a single southbound left-turn lane into the site. The median is to be of adequate width to accommodate a second southbound left-turn lane if dual left-turn lanes at this intersection are determined by the FDOT to be necessary in the future.
- o The eastbound Cross-town Expressway to northbound U.S. 301 improvement may require dual left-turn lanes in the future; however, this improvement is not a requirement of the Driveway/Roadway Alteration Permit.

Mr. Rick Adair  
Page 2

- o A traffic responsive signal system on US 301 from Palm River Road to Causeway Boulevard, inclusive, will be a FDOT condition of receiving a Driveway/Roadway Alteration Permit.

To enable FDOT to ascertain compliance with US 301 conditions for the two site access points, the developer shall submit to FDOT an annual LOS operational analysis.

An analysis from the first signalized intersection south of the Crosstown Expressway on US 301 to Palm River Drive will be conducted. Intersections to be studied are:

- o US 301/Causeway (or first intersection south of Crosstown Expressway)
- o US 301/Crosstown Expressway, eastbound
- o US 301/Crosstown Expressway, westbound
- o US 301/Main Site Access Point
- o US 301/North Site Drive
- o US 301/Palm River Drive

The analysis shall be conducted once a year through full approved project buildout or expiration of the development order, whichever occurs first. Each annual monitoring report shall analyze the conditions existing at that time and conditions projected for the following year. The analysis shall be conducted using generally accepted traffic engineering principles. The analysis will:

- o Determine if safety deficiencies or capacity limitations are existing or are projected to occur prior to the submission date of the next monitoring report at any of the intersections in the study area which are caused by Lake Fair Mall traffic.
- o Determine the PM (AM) Peak Hour level-of-service for through traffic traveling on US 301 through the study area.

If a determination is made in the monitoring report that the US 301 through traffic is not or is projected within one year to not operate at a Level of Service "D" Peak hour or better, or that operational (safety) deficiencies exist, or are projected to occur within one year then the contribution of the Lake Fair Mall project to the inadequate conditions will be determined for the affected areas. If improvements are necessary due to other developments including the Lake Fair Mall DRI, then the monitoring report will identify what the improvements need to be and what the Lake Fair Mall DRI's proportionate share costs are to undertake the improvements. The Lake Fair Mall DRI will be responsible for paying its costs to the Department. If the identified improvements are necessary solely due to the Lake Fair Mall DRI, then the developer shall pay for the total costs required to undertake the improvements as reasonably determined by the Department.

The annual monitoring analysis will include:

1. Traffic counts at each intersection defined in the study limits. Traffic counts will be PM peak hour turning movement counts if the uses within the Lake Fair Mall site generate the highest peak hour demand during this time period. Otherwise, AM peak hour counts will be taken if counts taken at the US 301 entrances indicate that this is the highest traffic generation time period for the site. Included in the traffic counts will be observations of existing queues at the intersections for movements which present a safety problem or contribute to inadequate through capacity deficiencies.
2. The through traffic volumes existing at the time of the yearly monitoring shall be analyzed using the PASSER II progression analysis program or the TRANSYT-7F traffic simulation model.
3. Existing PM (AM) through and turning volumes are to be documented. Results of the computer simulations are to be part of the monitoring report. Any existing PM (AM) through movement deficiencies created by the Lake Fair Mall DRI's US 301 site entrances with recommendations to correct the deficiencies are to be included in the monitoring report.
4. Estimated growth of existing traffic volumes will include consideration of the most recent available FDOT data for US 301 in or near the study area. Background traffic volumes will be increased to reflect one year's traffic growth using acceptable projection techniques. Estimated increases in Lake Fair Mall DRI traffic will include land uses within the project which are anticipated to be occupied within one year. Traffic for new land uses within the project site will be estimated using the methodology contained in the most current edition of the Institute of Transportation Engineer's Trip Generation. New project traffic will be added to the background traffic to yield the traffic to be analyzed in the monitoring report.
5. The analysis conducted for existing traffic conditions in the monitoring report will also be conducted for the conditions projected in the following year. If capacity or safety improvement needs are projected to be necessary in the analysis, then the Lake Fair Mall DRI will undertake the same steps as previously discussed with respect to the correction of existing deficiencies.

**Kimley-Horn**

Mr. Rick Adair  
Page 4

6. The first monitoring report will be due one year following the date of approval of either or both US 301 driveway entrances as indicated on the permit application issued by the Department.

Very truly yours,

KIMLEY-HORN AND ASSOCIATES, INC.

*William T. Stone* for:  
William T. Stone, P.E.  
Office Manager

WTS/dba  
cc: Maurice Blakeman  
Tony Tramel  
Denny Richard  
Scott Steady

EXHIBIT B  
TO AMENDED AND RESTATED DEVELOPMENT ORDER

PHASING SCHEDULE

A. Phasing Schedule and Deadlines

Subject to conditions set forth within the Development Order, including, but not limited to, Subsection B.3.c.(e) of Section V, the development of the project shall proceed in accordance with the following table:\*

PHASE	USE	AMOUNT
Phase 1A (Buildout December 31, 2018)	Multi-Family (Apartment, Townhouse)	1,097 units
	Office	949,302 sq.ft.
	Hotel	200 rooms
Phase 1B (Buildout December 31, 2018)	Multi-Family	0 units
	Office	400,000 sq. ft.
	Retail	50,000 sq. ft.
Phase 2	Office	150,000 sq. ft.
	Retail	295,000 sq. ft.
Total Project	Multi-Family	1,097 units
	Office	1,499,302 sq. ft.
	Hotel	200 rooms
	Retail	345,000 sq. ft.

\*Land use totals may vary in accordance with the Equivalency Matrix attached hereto as Exhibit "C".

**EXHIBIT "C"**  
**Crosstown Center NOPC**  
*Revised Trip Equivalency Matrix (Updated: 7-24-13; Amended Resolution R13-174)*

		Convert From				
		Apartment	Townhouse	Hotel	Office	Retail
Convert To	Apartment		0.850	0.948	2.939	4.320
	Townhouse	1.176		1.115	3.457	5.080
	Hotel	1.055	0.897		3.100	4.556
	Office	0.340	0.289	0.323		1.470
	Retail	0.231	0.197	0.220	0.680	
	Light Industrial	0.495	0.421	0.469	1.455	2.138

- 1) The proposed trip generation matrix reflects the newly proposed land development program, and the corresponding updated trip generation. Trip generation rates are to be updated to the most current edition of the Trip Generation Handbook available at the time of conversion. Furthermore, the base land uses for the basis of conversion are now as follows:

<u>Land Use</u>	<u>Size</u>
Retail (Shopping Mall, General Retail)	50,000 sf
Office (Office Complex, General Office)	1,349,302 sf
Multi-Family (Apartment, Townhouse)*	1,097 DU's
Hotel	200 rooms

\* As of June 19, 2013, 1,097 apartment DUs have been constructed.

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

<u>Land Use</u>	<u>Minimum</u>	<u>Maximum</u>
Retail	50,000 sf	1,700,000 sf
Office	50,000 sf	1,700,000 sf
Hotel	150 rooms	500 rooms
Light Industrial	0 sf	1,700,000 sf
Multi-Family	0 DU's	1,097**DU's

\*\*By virtue of trade-offs made prior to June 19, 2013, the maximum number of multi-family DUs (1,097) have been achieved and no further land use exchanges are permitted to achieve additional multi-family DUs.

- 3) Example Exchanges:

Add 50,000 Sq. Ft. Office by reducing Retail  
 $50 \text{ ksf} \div 1.470 = 34.013$ ; reduce Retail by 34,013 sf  
 Add 100 DUs Multi-Family by reducing Office  
 $100 \text{ DU's} \div 2.939 = 34.025$ ; reduce office 34,025 sf

- 4) Notwithstanding the minimums and maximums set forth herein, this trip generation matrix may not be used beyond the specifically approved Revised Phase 1A and Phase 1B entitlements set forth in the Revised Phasing Schedule (Exhibit B to the Amended and Restated Development Order), until the transportation impacts associated with Phase 2 have been evaluated as part of a Section 380.06, *Florida Statutes*, analysis which satisfies Section V.B(11) of the Amended and Restated Development Order.



**EXHIBIT E**

**LEGAL DESCRIPTION**

Part of Section 69, Township 29 South, Range 20 East, Hillsborough County, Florida being described as follows:

From the Northwest corner of said section 30, run thence then N 89°42'58" W., 1197.05 feet, along the North boundary of said section 30 to the Westerly right-of-way line of Faulkner and the POINT OF BEGINNING; thence along said Westerly right-of-way line of Faulkner Road the following four (4) courses, (1) South, 771.62 feet; (2) thence S 63°45'51" W., 109.67 feet; (3) thence S 61°38'12" E., 706.10 feet; (4) thence South, 213.68 feet, to the intersection of said Westerly right-of-way line with the Westerly Limited Access right-of-way line of the South Orange Expressway (S.O. 73A) (I-75); thence along the Westerly, Southerly and Easterly Limited Access right-of-way line of the South Orange Expressway (S.O. 73A) (I-75) the following twelve (12) courses, (1) thence S 63°48'21" W., 366.26 feet to the beginning of a curve to the right; (2) thence Southwesterly, 206.37 feet, along the arc of said curve (having a radius of 107.39 feet, a central angle of 76°39'29", and a chord bearing and distance of S 42°06'29" W., 262.71 feet) to the end of said curve; (3) thence S 71°29'19" W., 147.82 feet to the beginning of a curve to the right; (4) thence Westerly, 463.62 feet, along the arc of said curve (having a radius of 1397.25 feet, a central angle of 14°42'00", and a chord bearing and distance of S 89°49'10" W., 462.18 feet) to the end of said curve; (5) thence N 82°49'50" E., 1200.26 feet; (6) thence N 81°47'27" W., 196.16 feet; (7) thence N 76°43'09" E., 1224.88 feet; (8) thence N 33°43'47" W., 227.64 feet to the beginning of a curve to the right; (9) thence Northwesterly, 211.41 feet, along the arc of said curve (having a radius of 207.21 feet, a central angle 36°39'17", and a chord bearing and distance of S 44°18'28" W., 161.11 feet) to the end of said curve; (10) thence N 24°48'49" W., 578.31 feet; (11) thence N 27°19'20" W., 139.30 feet to the end of said Limited Access right-of-way line, also being the intersection of the South right-of-way line of Mallinck Avenue as plotted by CLARK-DELL CITY, UNIT NO. 34, according to the plat or map thereof, recorded in Plat Book 17, Page 58, Public Records of Hillsborough County, Florida and the Easterly right-of-way line of U.S. Highway 301 (U.S. 43); thence N 12°27'23" E., 118.06 feet along said Easterly right-of-way line of U.S. Highway 301 (S.E. 43) to the most Northwesterly corner of said CLARK-DELL CITY, UNIT NO. 34; thence along the Northerly boundary of said CLARK-DELL CITY, UNIT NO. 34 the following two courses, (1) S 89°42'49" E., 368.74 feet; (2) S 89°44'48" E., 1006.31 feet to the Northeast corner of said CLARK-DELL CITY, UNIT NO. 34; thence S 89°44'48" E., 178.06 feet along the Easterly extension of the Northerly boundary of said CLARK-DELL CITY, UNIT NO. 34; thence S 89°42'58" E., 37.88 feet to a point; thence N 80°08'39" W., 1260.66 feet to the North boundary of the Northwest 1/4 of said section 30; thence S 89°44'13" E., 743.62 feet along the North boundary of the Northwest 1/4 of said section 30 to the Northwest corner of the Northeast 1/4 of said section 30; thence S 89°42'18" E., 1534.68 feet along the North boundary of the Northeast 1/4 of said section 30 to the POINT OF BEGINNING.

AND

Exhibit  
(1 of 2)

From the Northwest corner of the Northeast 1/4 of said Section 36, run thence N. 89°44'31"W., 943.83 feet along the North boundary of the Northwest 1/4 of said Section 36 to the POINT OF BEGINNING; thence S. 08°08'50"E., 12450.46 feet thence S7°42'28"W., 39.83 feet; thence N. 88°44'48"W., 178.88 feet to the new Northeast corner of CLARK-HILL CITY UNIT NO. 34, according to the map or plat thereof as recorded in Plat Book 37, Page 39, Public Records of Hillsborough County, Florida; thence continue S7°44'48"W., 1788.31 feet along the North boundary of said CLARK-HILL CITY UNIT NO. 34; thence N. 89°43'48"W., 393.36 feet along said North boundary to the Easterly right-of-way line of U.S. Highway 301 (S.R. 41); thence N. 22°30'05"W., 129.87 feet along said Easterly right-of-way line; thence N. 16°52'23"W., 329.36 feet along said Easterly right-of-way line; thence N. 11°30'03"W., 243.23 feet along said Easterly right-of-way line; thence N. 12°43'07", 474.84 feet along said Easterly right-of-way line to its intersection with the West boundary of said Section 39; thence N. 00°04'36"E., 143.39 feet along said West boundary to a point lying 40.30 feet South of the Northwest corner of said Section 36; thence N. 31°23'22"E., 65.12 feet to a point on the North boundary of said Section 36 lying 31.89 feet East of said Northwest corner of Section 39; thence S. 64°44'12"E., 1986.13 feet along the North boundary of said Section 36 to the POINT OF BEGINNING.

Containing a total of 238.272 acres, more or less.

Exhibit  
(2 of 2)

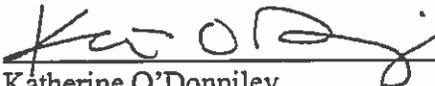
**EXHIBIT F**

**DEVELOPER'S CERTIFICATION**

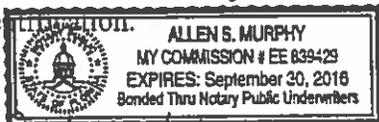
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

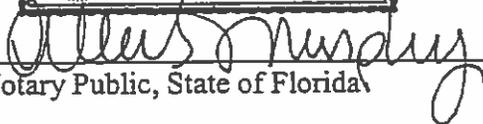
Before me, the undersigned authority, personally appeared Katherine O'Donniley, Singer & O'Donniley, P.A. to me well known, who being first duly sworn, says upon oath as follows:

1. She is the authorized agent for Crosstown Owners LLC, which has filed a Notice of a Proposed Change to a Previously Approved Development of Regional Impact ("Notification" for the Crosstown Center DRI).
2. The aforementioned Notification was filed with Hillsborough County, the Florida Department of Community Affairs, Florida Department of Transportation and the Tampa Bay Regional Planning Counsel as required by law.

  
Katherine O'Donniley

SWORN TO AND SUBSCRIBED BEFORE ME, this 19<sup>th</sup> day of JUNE, 2013 by Katherine O'Donniley, who is personally known to me or has produced a current driver's license, valid in the state of Florida, as



  
Notary Public, State of Florida

My Commission Expires:

## EXHIBIT G

### DEVELOPER COMMITMENTS

#### Air

Fugitive dust emissions will be minimized by limiting soil exposure and open burning, as well as treating exposed soils when necessary. (SR-2, 12-1)

Emissions will be reduced through fugitive dust controls, planting of green areas, and utilization of through streets and centralized parking. (SR-2, 12-1)

#### Land

The master drainage plan for Lake Fair Mall includes three retention lakes that will be designed to effectively treat stormwater and interact with the proposed freshwater marsh system and Delaney Creek in a sound environmental manner. (ADA, 12-7)

#### Soils

The design and construction of a surface water management system and the use of earth to increase building floor elevations will overcome the limitations noted for various soils on the Lake Fair Mall site. (ADA, 14-5)

As erosion control measures, vegetation buffers will be provided or retained along building site boundaries and land clearing and grading activities will be limited as much as possible in terms of land area and time period of soil exposed. (ADA, 14-6)

Soil limitations will be overcome by professional engineering procedures consistent with all local rules and regulations. All excavated materials will either be quickly stored in an adequate location quickly utilized for fill. (SR-2, 12-1)

Littoral shelves shall be utilized to stabilize retention lake shorelines. (SR-2, 12-1)

#### Water

The Lake Fair Mall will be designed and maintained to meet applicable Hillsborough County, FDER, and SWFWMD rules and regulations for surface water quantity and quality. (SR-2, 12-1)

Stormwater retention lakes, berms, grassed swales, sediment trap and basins, discharge structures and inlets with filters and other Best Management Practices will be employed to control surface water quality and quantity requirements. (ADA, 15-17)

#### Wetlands

Approximately 5.9 acres or 45.0% of the existing wetlands on-site will be conserved. (ADA, 16-4)

Wetlands A and M and portions of J and L as outlined on Figure 16-1 are to be conserved. These wetlands will be the nucleus of the proposed wetland system situated between the retention lake and relocated Delaney Creek. (ADA, 16-4) [Developer clarification: wetlands other than wetland A will be the nucleus of the proposed wetland system.]

"A mitigation plan will be developed to relocate wetland areas affected by Lake Fair Mall." (SR-1, 3-4)

#### Floodplains

Construction of Lake Fair Mall will be consistent with Hillsborough County flood control requirements and all building floor elevations will be constructed above the 100-year floodplain. (ADA, 17-3)

The developer will cooperate with local emergency management officials in regard to the possible use of buildings on the project site as public hurricane shelters. (SR-2, 12-1)

During hurricane evacuations or other disasters, the developer agrees to cooperate as to the possible use of areas surrounding the buildings for parking which may be needed by public officials. (SR-2, 12-1)

#### Vegetation and Wildlife

Open space and landscape plans will be consistent with local, state and federal rules and regulations and shall incorporate as much native vegetation as much as feasible. (SR-2, 12-1)

#### Archaeological/Historical

Disposition of archaeological/historical resources discovered on-site shall be conducted according to local and state guidelines. (SR-2, 12-1) [Developer clarification: Disposition of resources recovered on-site shall be conducted according to local and state guidelines.]

#### Wastewater

No septic tanks will be used to treat wastewater generated by the Lake Fair Mall. (ADA, 21-1)

#### Solid Waste

There will be no solid waste disposal on-site; a licensed hauling company will be utilized for proper off-site disposal. (SR-2, 12-1)

Hazardous waste and wastewater collection and treatment will comply with local, state and federal rules and regulations. (SR-2, 12-1) [Developer clarification: Lake Fair Mall will meet all applicable, local, State and Federal rules and regulations that pertain to hazardous waste and wastewater collection and treatment. (SR-1, 3-9)]

### Drainage

The proposed drainage system including the retention lakes will be designed to meet applicable FDER, SWFWMD and Hillsborough County requirements for retention of runoff from the first inch of rainfall. (ADA, 22-2)

The proposed drainage system will be maintained by the Lake Fair Mall owner or a designated organization responsible to the owner. (ADA, 22-7)  
(Developer clarification: Only SWFWMD and Hillsborough County requirements will be met. The proposed wetland system will be designed and constructed so as to maintain a suitable hydroperiod in the wetland system. (SR-2, 12-1)

### Water Supply

The internal water supply system will be maintained by the owners or a designated organization responsible to the owner. (ADA, 23-3)

Water-based uses for Retention Lake 3 will comply with local, state and federal rules and regulations. (SR-2, 12-1)

The irrigation system, including any wells or other water sources, will meet all local, state and federal rules and regulations. (SR-2, 12-1)

Water saving fixtures shall be utilized. (SR-2, 12-1)

### Energy

Energy conservation techniques that will be employed for the Lake Fair Mall project will involve passive and active mechanisms to minimize energy consumption. (ADA, 25-3)

### Recreation and Open Space

The recreation and open space areas associated with the Lake Fair Mall will be maintained by the owner, or a designated organization responsible to the owner. (SR-2, 12-1)

### Economic

The developer agrees to pay all appropriate impact fees generated by Lake Fair Mall, as well as costs for construction, maintenance and operation of on-site facilities. (SR-2, 12-1)

### Police/Fire

Security will be provided by a security police force with on-site headquarters. Cooperation with regular law enforcement officers is assured. (SR-2, 12-1)

Traffic

The developer shall encourage mass transit usage at the mall by working with HART. (SR-2, 12-1)

The developer or successors or assigns will build and maintain all internal roads. (SR-2, 12-1)

"The developers will provide traffic signals as required so that the site access drives will operate at levels of service consistent with Hillsborough County and Florida Department of Transportation requirements." (SR-2, 12-1)

---

ADA: Application for Development Approval

SR-1: Sufficiency Response, January 20, 1987

SR-2, 12-1: Sufficiency Response, Second Review, Appendix 12-1

#151



September 17, 2012

Ms. Sandy Godwin  
Senior Zoning Technician  
Hillsborough County Planning and Growth Management Department  
The County Center  
601 East Kennedy Boulevard  
Tampa, Florida 33602

Re: *Notification of Conversion of Approved Uses In Accordance With the Approved Equivalency Matrix Table for Crosstown Center, DRI #151*

Dear Ms. Godwin:

Please let this letter serve as notice to the regulatory agencies that Crosstown Owner, LLC as the successor developer of record for Crosstown Center, DRI #15 is proceeding with an increase in the maximum number of dwelling units from 853 units to 1097 units.

In accordance with the approved Amended and Restated Development Order for Crosstown Center DRI and NOPC11-0207 in June 2011, the increase beyond the previously approved 853 units requires a corresponding reduction in hotel and office use as stipulated in Exhibit C. Accordingly, in order to increase the number of dwelling units to 1,097 units (an increase of 244 units), 100 hotel rooms have been converted to 95 dwelling units and 50,698 square feet of office use have been converted to 149 dwelling units. Attached is a copy of Exhibit "C" (the "Trip Equivalency Matrix") to the Amended and Restated Development Order for your reference.

I have also attached a copy of the cumulative development of Crosstown Center DRI which shows the actual reductions in hotel rooms and office use in order to increase the total dwelling units to 1,097.

If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

A handwritten signature in blue ink that reads "Kyle S. Burd". The signature is written in a cursive, flowing style.

Kyle Burd

5405 CYPRESS CENTER DRIVE  
SUITE 240  
TAMPA, FL 33609

PHONE 813.289.2600  
FAX 813.289.2605  
www.pky.com

CC: Land Use Conversion Notification Sent to:

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

Ms. Brenda Winningham  
Florida Department of Economic Opportunity  
Division of Community Planning & Development  
Caldwell Building – MSC 160  
107 E Madison Street  
Tallahassee, Florida 32399

Katherine O'Donniley, Esq.  
Holland & Knight  
100 N. Tampa Street, Suite 4100  
Tampa, FL 33602

Barbara Deakin  
Deakin Property Services, LLC  
2909 W. Bay to Bay Blvd. #108  
Tampa, FL 33629

**EXHIBIT "C"**  
**Crosstown Center NOPC**  
*Proposed Trip Equivalency Matrix (Updated: \_\_\_\_\_ 2011; Amended Resolution \_\_\_\_\_)*

		Convert From				
		Apartment	Townhouse	Hotel	Office	Retail
Convert To	Apartment		0.850	0.948	2.939	4.320
	Townhouse	1.176		1.115	3.457	5.080
	Hotel	1.055	0.897		3.100	4.556
	Office	0.340	0.289	0.323		1.470
	Retail	0.231	0.197	0.220	0.680	
	Light Industrial	0.495	0.421	0.469	1.455	2.138

1) The proposed trip generation matrix reflects the newly proposed land development program, and the corresponding updated trip generation. Specifically, the trip generation rates have been updated from the 5<sup>th</sup> Edition of the Trip Generation Handbook to the most current 7<sup>th</sup> Edition. Furthermore, the base land uses for the basis of conversion are now as follows:

<u>Land Use</u>	<u>Size</u>
Retail (Shopping Mall, General Retail)	345,000 sf
Office (office Complex, General Office)	1,550,000 sf
Multi-Family (Apartment, Townhouse)*	853 DU's
Hotel	300 rooms

\*As of August 31, 2010, 753 apartment DU's have been constructed.

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

<u>Land Use</u>	<u>Minimum</u>	<u>Maximum</u>
Retail	50,000 sf	1,700,000 sf
Office	50,000 sf	1,700,000 sf
Hotel	150 rooms	500 rooms
Light Industrial	0 sf	1,700,000 sf
Multi-Family	0 DU's	1097**DU's

\*\*Any increase in DU's above 853 units requires a corresponding reduction in Hotel use and, after 100 Hotel rooms have been traded off for Multi-Family units, Office use may be reduced to reach the maximum allowable Multi-Family units. As of August 31, 2010, 0 hotel rooms have been constructed.

3) Example Exchanges:

Add 50,000 Sq. Ft. Office by reducing Retail  
 $50 \text{ ksf} \div 1.470 = 34.013$ ; reduce Retail by 34,013 sf  
 Add 100 DU's Multi-Family by reducing Office  
 $100 \text{ DU's} \div 2.939 = 34.025$ ; reduce Office 34,025 sf

4) Notwithstanding the minimums and maximums set forth herein, this trip generation matrix may not be used beyond the specifically approved Revised Phase 1 entitlements set forth in the Revised phasing Schedule (Exhibit B to the Amended and Restated Development Order), until the transportation impacts associated with Phase II have been evaluated as part of a Section 380.06, *Florida Statutes*, analysis which satisfies Section V.B(11) of the Amended and Restated Development Order.

Crosstown Center DRI Entitlements - Rev. 9/17/12

Office - Phase I							
Land Use	Land Owner	Entitlements Under Construction or Completed		Unused Entitlements Conveyed		Total	
<b>Office Phase I</b>	<b>Approved in D.O. - Office</b>					<b>1,000,000</b>	<b>SF</b>
	<b>Reduction of office space to allow for increase in residential dwelling units above 853 DU's</b>					<b>(50,698)</b>	<b>SF</b>
						<b>949,302</b>	<b>SF</b>
	Alcor, LLC		0 SF		25,000 SF		25,000 SF
	Grow Financial (formerly MacDill Federal CU)		140,000 SF		260,000 SF		400,000 SF
	Lifelink Foundation, Inc.		64,000 SF		56,000 SF		120,000 SF
		Sub-total	204,000 SF		341,000 SF		545,000 SF
<b>Remaining Allowable Quantities - Office</b>						<b>404,302</b>	<b>SF</b>

Residential - Phase I							
Land Use	Land Owner	Entitlements Under Construction or Completed		Unused Entitlements Conveyed		Total	
<b>Residential Phase I</b>	<b>Approved in D.O. - Residential Density Units</b>					<b>853</b>	<b>DU</b>
	<b>Increase of residential dwelling units from conversion of 100 hotel rooms</b>					<b>95</b>	<b>DU</b>
	<b>Increase of residential dwelling units from conversion of 43,791 sq. ft. office use</b>					<b>149</b>	<b>DU</b>
						<b>1,097</b>	
	Crosswynde Condominiums-MF Crosswynde LLC		453 DU		0 DU		453 DU
	Carlyle Apartments (F/K/A Circle Apts - Phase I)		300 DU		0 DU		300 DU
	Circle at Crosstown - Crescent Multi-Family - Phase II		344 DU		0 DU		344 DU
	Sub-total					<b>1,097</b>	
<b>Remaining Allowable Quantities - Residential Density Units</b>						<b>-</b>	<b>DU</b>

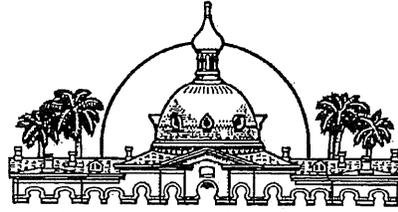
Effective June 2011, amendment adopted providing an increase in the maximum allowable multi-family residential units by 244 to 1,097 DU to be accommodated through a corresponding reduction of Hotel and/or Office Use(s).

Hotel - Phase I							
Land Use	Land Owner	Entitlements Under Construction or Completed		Unused Entitlements Conveyed		Total	
<b>Hotel Phase I</b>	<b>Approved in D.O. - Hotel Rooms</b>					<b>300</b>	<b>Rooms</b>
	<b>Reduction of 100 hotel rooms to allow for increase in residential dwelling units above 853 DU's</b>					<b>-100</b>	<b>Rooms</b>
						<b>200</b>	
	McKibbon Hotel Development		0 Room		98 Rooms		98 Rooms
	Chaps Hospitality LLC - Candlewood Suites		0 Room		102 Rooms		102 Rooms
	Sub-total	0 Room		200 Rooms		<b>200</b>	<b>Rooms</b>
<b>Remaining Allowable Quantities - Hotel</b>						<b>0</b>	<b>Rooms</b>

Office-Phase II							
Land Use	Land Owner	Entitlements Under Construction or Completed		Unused Entitlements Conveyed		Total	
<b>Office Phase II</b>	<b>Approved in D.O. - Office</b>					<b>550,000</b>	<b>sf</b>
		Sub-total	0 sf		0 sf	<b>-</b>	<b>sf</b>
	<b>Remaining Allowable Quantities - Office</b>						<b>550,000</b>

Retail-Phase II							
Land Use	Land Owner	Entitlements Under Construction or Completed		Unused Entitlements Conveyed		Total	
<b>Retail Phase II</b>	<b>Approved in D.O. - Retail</b>					<b>345,000</b>	<b>sf</b>
			0 sf		0 sf	<b>-</b>	<b>sf</b>
	<b>Remaining Allowable Quantities - Retail</b>						<b>345,000</b>

#151



Hillsborough County  
Florida

Office of the County Administrator  
Michael S. Merrill

BOARD OF COUNTY COMMISSIONERS

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

CHIEF ADMINISTRATIVE OFFICER  
Helene Marks

CHIEF FINANCIAL ADMINISTRATOR  
Bonnie M. Wise

DEPUTY COUNTY ADMINISTRATORS  
Lucia E. Garsys  
Sharon D. Subadan

August 18, 2011

Katherine A. O'Donniley  
Holland & Knight LLP  
100 N. Tampa Street, Suite 4100  
Tampa, FL 33602

RE: Crosstown Center Development of Regional Impact – DRI #151  
Build Out Date Extension per HB 7207

Dear Ms. O'Donniley:

We have received your letter notifying the County that you intend to utilize the provisions of House Bill (HB) 7207 to extend the build out dates of Phases I and II of Crosstown Center DRI and the expiration of the Development Order (DO) by four (4) years.

On June 7, 2011 the Board of County Commissioners issued an Amended and Restated Development Order for the Crosstown DRI by the adoption of Resolution No. R11-051 wherein the build out date for Phase I is December 31, 2014. Although Map H shows Phase II as also having a build out date of December 31, 2014, this phase is only conceptually approved and the Amended and Restated Development Order requires submission of a Notice of Proposed Change and transportation analysis in order to proceed with any Phase II development. The DO is effective up to and including December 31, 2019.

Pursuant to HB 7202, the build out date of Phase I of the Crosstown Center DRI is extended by four (4) years to December 31, 2018. The build out date for Phase II as provided on Map H, is also extended by four (4) years to December 31, 2018. However, Phase II development remains only conceptually approved and is subject to further DRI review requiring submission of a Notice of Proposed Change and transportation analysis in order to proceed with any Phase II development. The DO's effective date is extended by four (4) years to December 31, 2023.

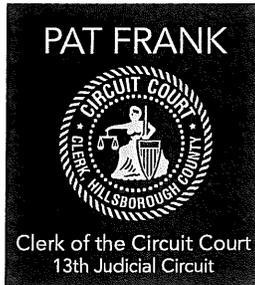
If you have any questions, please call me at 813.276.8393.

Sincerely,

John E. Healey, AICP

cc: John Meyer, Tampa Bay Regional Planning Council (via e-mail)

#151



June 17, 2011

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

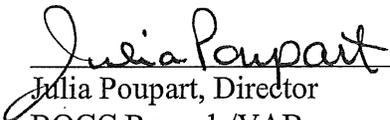
Re: Resolution No. R11-051 – Amended and Restated Development Order for  
Crosstown Center Development of Regional Impact (DRI #151) NOPC 11-0207

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on June 7, 2011.

We are providing this original for your files.

Sincerely,

  
\_\_\_\_\_  
Julia Poupart, Director  
BOCC Records/VAB

bam

Certified Mail Receipt # 7003 3110 0004 4684 3936

Attachment

cc: Board files (orig.)  
Charles Gauthier, Chief, DCA Bureau of State Planning (orig. ltr.)  
Katherine O'Donniley, Esq., Holland & Knight LLC (orig. ltr.)  
Nancy Y. Takemori, Assistant County Attorney  
Paige Ward, County Attorney's Office  
John Healey, Senior Planner, Development Services  
Christopher Weiss, Property Appraiser's Office  
Tracy Torres, Property Appraiser's Office  
Mary Mahoney, Business & Support, Management and Budget  
Jacqueline Gasper, County Attorney's Office  
Sharon Sweet, BOCC Records

PROPOSED  
AMENDED AND RESTATED DEVELOPMENT ORDER

RESOLUTION NO. R11-051

RESOLUTION OF THE BOARD OF COUNTY  
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA  
ISSUING AN AMENDED AND RESTATED DEVELOPMENT ORDER FOR  
DRI #151 - CROSSTOWN CENTER  
(F/K/A THE GREAT MALL OF TAMPA BAY, F/K/A LAKE FAIR MALL)

[Original Development Order Resolution No. R87-0268, incorporating changes approved in Resolution No. R89-0083; Resolution No. R91-0087; Resolution No. R93-0088; Resolution No. R95-235; Resolution No. R97-218; and Resolution No. R06-026]

Upon motion by Commissioner Sharpe, Seconded by Commissioner Beckner the following Resolution was adopted by a vote of 6 to 0; Commissioner(s) \_\_\_\_\_ voting "No".

WHEREAS, on August 31, 1987, the Board of County Commissioners approved a Development Order for the LAKE FAIR MALL Development of Regional Impact ("DRI") #151 through Resolution No. R87-0268 (hereinafter referred to as the "Original Development Order"); and

WHEREAS, on April 11, 1989, the Board of County Commissioners adopted Resolution No. R89-0083 which amended the Original Development Order by, among other things, incorporating an additional 59.4 (+/-) acre parcel; approving a Revised Master Development Plan; decreasing the leasable regional mall area by 25,000 square feet; approving an additional access point on U.S. 301; and incorporating the letter from Kimley-Horn and Associates, dated March 23, 1989, attached hereto as Exhibit "A", which provides representations regarding site-related improvements to U.S. Highway 301 in conjunction with the two driveway access points which the Developer agrees to honor, unless those representations are changed by mutual agreement between Developer and the Florida Department of Transportation (hereinafter referred to as the "First Amendment"); and

WHEREAS, on May 7, 1991, the Board of County Commissioners adopted Resolution No. R91-0087, which amended the Original Development Order, as amended, by extending the Phase I buildout date of the development by two (2) years, eleven (11) months and fifteen (15) days to December 15, 1993 and the Phase II buildout date of the development by two (2) years, eleven (11) months and fifteen (15) days to December 15, 1996 (hereinafter referred to as the "Second Amendment"); and

WHEREAS, on July 19, 1991, the State of Florida Department of Community Affairs ("DCA") appealed Resolution No. R91-0087 (the "Appeal"); and

WHEREAS, the Appeal by DCA was settled pursuant to the Settlement Agreement executed by DCA on April 22, 1993, and approved by the Board of County Commissioners, on

May 11, 1993, and was formally dismissed by the State of Florida Land and Water Adjudicatory Commission on June 22, 1993; and

WHEREAS, on April 27, 1993, the Board of County Commissioners adopted Resolution No. R93-0088, which amended the Original Development Order, as amended, by extending the Phase I buildout date of the development by two (2) years to December 15, 1995 and the Phase II buildout date of the development by two (2) years to December 15, 1998; extending the expiration date of the Original Development Order, as amended, to September 1, 1998; extending the date before which the development shall not be subject to downzoning or intensity reduction to September 1, 1998; extending the design and permitting deadlines of the transportation improvements; and additional changes in order to settle the Appeal filed by the State of Florida Department of Community Affairs of R91-0087 (hereinafter referred to as the "Third Amendment"); and

WHEREAS, on October 24, 1995, the Board of County Commissioners adopted Resolution No. R95-235, which amended the Original Development Order, as amended, for THE GREAT MALL OF TAMPA BAY (f/k/a LAKE FAIR MALL) DRI #151, by extending the Phase I buildout date of the development by one (1) year and eleven (11) months to November 15, 1997 and the Phase II buildout date of the development by one (1) year and eleven (11) months to November 15, 2000; extending the expiration date of the Original Development Order, as amended, to August 1, 2002; extending the date before which the development shall not be subject to downzoning or intensity reduction to August 1, 2002; and extending the permitting and design deadlines for Falkenburg Road and U.S. Highway 301 by two (2) years (hereinafter referred to as the "Fourth Amendment"); and

WHEREAS, on September 9, 1997, the Board of County Commissioners adopted Resolution No. R97-218, which amended the Original Development Order, as amended, for the CROSSTOWN CENTER (f/k/a THE GREAT MALL OF TAMPA BAY, f/k/a LAKE FAIR MALL) DRI #151, by consolidating development phases; extending the construction completion date of the Falkenburg Road Improvement; incorporating a revised Equivalency Matrix; incorporating the Revised Master Plan/Revised Map H, dated June 1997; extending the buildout date of the development to December 31, 2004; extending the termination date of the Development Order, as amended, to December 31, 2009; extending the date before which the development shall not be subject to downzoning or intensity reduction to December 31, 2004; correcting referencing errors contained in the First Amendment and the Fourth Amendment; correcting a typographical error in the First Amendment; and increasing retail leasable square footage (hereinafter referred to as the "Fifth Amendment "); and

WHEREAS, on February 7, 2006, the Board of County Commissioners adopted Resolution No. R06-026, which amended the Original Development Order, as amended, for the CROSSTOWN CENTER (f/k/a THE GREAT MALL OF TAMPA BAY, f/k/a LAKE FAIR MALL) DRI #151, by extending the buildout date of the development by ten (10) years to December 31, 2014; incorporating a revised phasing schedule, attached hereto as Exhibit "B," to reflect the extension of the buildout date; extending the termination date of the Development Order by ten (10) years to December 31, 2019; extending the date before which the development shall not be subject to downzoning or intensity reduction by ten (10) years to December 31, 2014; increasing the residential maximum to 853 units; incorporating a revised Equivalency Matrix; and

incorporating the Revised Master Plan/Revised Map H (hereinafter referred to as the "Sixth Amendment"); and

WHEREAS, on December 22, 2010, Crosstown Owner LLC, the successor developer of the CROSSTOWN CENTER DRI (hereinafter referred to as the "Developer"), submitted a Notification of Proposed Change to a Previously Approved Development of Regional Impact (DRI) Section 380.06(19), Florida Statutes, for the CROSSTOWN CENTER DRI; and

WHEREAS, on February 23, 2011, the Applicant filed a supplemental response to agency comments (the Notification of Proposed Change and supplemental responses are hereinafter collectively referred to as the "Notice of Change"); and

WHEREAS, the Notice of Change proposes revisions to Exhibit C of the Development Order to increase the maximum number of dwelling units from 853 units to 1097 units with any increase beyond the currently approved 853 units requiring a corresponding reduction in hotel and office use, in accordance with Exhibit C.

WHEREAS, the Proposed Changes shall constitute the Seventh Amendment to the Original Development Order; and

WHEREAS, the Original Development Order, as amended by the First Amendment, Second Amendment, Third Amendment, Fourth Amendment, Fifth Amendment, Sixth Amendment and Seventh Amendment is restated in its entirety in this Amended and Restated Development Order (hereinafter referred to as the "Amended and Restated Development Order"; and

WHEREAS, the CROSSTOWN CENTER DRI 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 the Notice of Change and amend the Development Order; and

WHEREAS, the Board of County Commissioners has reviewed and considered the Notice of Change, as well as all related testimony and evidence submitted by the Developer concerning the Proposed Changes; and

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

WHEREAS, all interested parties and members of the public have been afforded an opportunity to be heard at the public hearing on the proposed Seventh Amendment before the Board of County Commissioners; and

WHEREAS, the Board of County Commissioners held a duly noticed public hearing on consideration of the Seventh Amendment to the Development Order and has reviewed and considered the Notice of Change, as well as all testimony and evidence submitted by the Developer, reviewing agencies, and members of the general public; and

WHEREAS, Section 380.06, Florida Statutes, requires that a development order be amended to reflect the Board of County Commissioners' approval of changes to the approved development order.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA, IN REGULAR MEETING ASSEMBLED THIS 7th DAY OF June 2011, AS FOLLOWS:

#### I. FINDINGS OF FACT

- A. The "Developer" submitted the Notice of Change to Hillsborough County, which proposes to increase the maximum number of dwelling units from 853 units to 1097 units, with any increase beyond the currently approved 853 units requiring a corresponding reduction in hotel and office use in accordance with Exhibit C. (hereinafter all proposed modifications as set forth in the Notice of Change shall be referred to as the "Proposed Changes").
- B. The real property which is the subject of the Application is legally described as set forth in Exhibit "E".
- C. Hillsborough County, the Tampa Bay Regional Planning Council, the Florida Department of Transportation, and the Florida Department of Community Affairs have conducted a review of the impacts of the Proposed Changes.
- D. The Proposed Changes approved herein do not result in any new or additional regional impacts.

#### II. CONCLUSIONS OF LAW

- A. Approval of the Proposed Changes, together with all previous amendments to the Original Development Order, does not create a reasonable likelihood of additional impacts, or any type of regional impacts not previously reviewed by the Tampa Bay Regional Planning Council. Therefore, the proposed Seventh Amendment to the Development Order does not constitute a "substantial deviation" from the Development Order, pursuant to Section 380.06, Florida Statutes.
- B. All applicable statutory and regulatory procedures have been adhered to.
- C. The Proposed Changes are consistent with the Future of Hillsborough County Comprehensive Plan, and the development approved in the Development Order, as amended herein, does not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.
- D. Nothing contained in this Amended and Restated Development Order shall limit or modify the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes.
- E. The Developer's Affidavit of Certification, attached hereto as Exhibit "F", affirms that a copy of the Notice of Change has been delivered to all persons as required by law.

- F. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.
- G. Within thirty (30) days after adoption, a certified copy of this Resolution, together with all exhibits hereto, 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 other recipients in accordance with Section 380.06, Florida Statutes.

### III. ORDER

That, having made the above findings of fact and conclusions of law, it is ordered that the Development Order, together with the First Amendment, Second Amendment, Third Amendment, Fourth Amendment, Fifth Amendment and Sixth Amendment, is hereby amended to increase the maximum number of dwelling units from 853 units to 1097 units, with any increase beyond the currently approved 853 units requiring a corresponding reduction in hotel and office use in accordance with Exhibit C; and is restated in its entirety. Accordingly, the Development Order, together with the First Amendment, Second Amendment, Third Amendment, Fourth Amendment, Fifth Amendment, and Sixth Amendment is further amended to incorporate the Revised Equivalency Matrix, attached hereto as Exhibit "C".

### IV. GENERAL PROVISIONS

- A. This resolution shall constitute the Amended and Restated Development Order of Hillsborough County in response to the Notice of Change.
- B. The legal description set forth in Exhibit "E" is hereby incorporated into and by reference made a part of this Amended and Restated Development Order.
- C. All provisions contained within the Application for Development Approval for the CROSSTOWN CENTER (f/k/a The Great Mall of Tampa Bay f/k/a Lake Fair Mall) Development of Regional Impact and Sufficiency Responses (the "ADA") 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.
- 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 his 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 include any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of government or governmental agency.

- 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 within the CROSSTOWN CENTER DRI, the Developer may transfer any or all of his 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, which approval shall not be unreasonably withheld, and, upon approval, will be responsible to provide maintenance as required in this Amended and Restated Development Order.
- I. Development activity constituting a substantial deviation from the terms or conditions of this Amended and Restated Development Order as defined by the criteria of Subsection 380.06(19)(b), Florida Statutes, 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 Hillsborough County and the Tampa Bay Regional Planning Council, shall result in further Development of Regional Impact review pursuant to Section 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, as amended, and appropriate rules and regulations. The report shall be submitted on Florida Department of Community Affairs Form BLWM-07-85, as amended. Such report shall be due on August 31 (the anniversary of the effective date of the Original Development Order) for each following 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 Department of Planning and Growth Management which 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. 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(es) of any heir, assignee or successor in interest 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, regulations 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 in accordance with Section 380.06, Florida Statutes.

## V. SPECIFIC CONDITIONS

### A. Phasing Schedule and Deadlines

1. The Revised Phasing Schedule, attached as Exhibit "B", is incorporated herein by reference and made a part hereof.

*(substituted: Resolution Nos. R89-0083, R91-0087, R93-0088, R95-235, R97-218, R06-026)*

2. The Development has been divided into Revised Phase I and Revised Phase II. A phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase. Revised Phase II of the Development is subject to further DRI review pursuant to condition V.B. II of this Amended and Restated Development Order, and development under Revised Phase II shall require submission of a Notice of Proposed Change and a transportation analysis pursuant to Section 380.06, Florida Statutes. Development of Revised Phases I and Revised Phases II may occur anywhere on the site.

*(amended: Resolution No. R06-026 . This Development originally contained two phases. Original Phases I and II were combined into a single phase by Resolution No. R97-218).*

3. If the Developer elects to amend the proposed phasing schedule, it shall submit said amendments to the Department of Planning and Growth Management for review and approval, as required by law, which approval shall not be withheld for mere acceleration or deceleration of phases if the terms of this Amended and Restated Development Order are otherwise fully complied with. Any significant departure in project buildout from the phasing schedule set forth in the Revised Phasing Schedule, attached hereto as Exhibit B shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.
4. Excess infrastructure capacity constructed to serve Revised Phase I that will potentially serve Revised Phase II shall be at the Developer's risk and shall not vest later phase development rights.

*(amended: Resolution No. R06-026)*

5. The physical development of CROSSTOWN CENTER has commenced.

*(amended: Resolution No. R06-026)*

6. This Amended and Restated Development Order shall remain in effect for a period up to and including December 31, 2019. No development shall be approved after expiration of the Amended and Restated Development Order. Any development activity for which plans have been approved by the County prior to the expiration date of this Amended and Restated Development Order may be completed in accordance with the requirement of the Amended and Restated Development Order. 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 of this Amended and Restated Development Order.

*(amended: Resolution Nos. R93-0088, R95-235, R97-218, R06-026)*

7. The development shall not be subject to downzoning, or intensity reduction until December 31, 2014, 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.

*(amended: Resolution Nos. R93-0088, R95-235, R97-218, R06-026)*

8. Thirty days prior to the selection of a land use trade-off under the Equivalency Matrix, the Developer shall notify the Department of Community Affairs (DCA) and the Tampa Bay Regional Planning Council (TBRPC) of said selection and shall also provide DCA, TBRPC and Hillsborough County with cumulative land use totals and remaining allowable quantities in the subsequent annual report for the Development. No additional approval of a particular land use trade-off is required pursuant to this provision, so long as the desired trade-off is consistent with the formula set for the in the Equivalency Matrix. The 30 day advance notice requirement shall not preclude the submission of construction plans or other permit applications for review by the County, provided that no approvals shall be issued until the desired trade-off has been verified as consistent with the formula set forth in the Equivalency Matrix.

*(added: Resolution No. R97-218; substituted: Resolution No. R06-026)*

B. Transportation

1. A transportation improvements plan and schedule for the Falkenburg Road, U.S. Highway 301 area, in cooperation with the Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC), the Tampa 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 commenced within one year of issuance of construction permits and be completed prior to issuance of building permits. In lieu thereof, issuance of a development order approving an areawide DRI including the project site shall satisfy this requirement. The parameters for this interim 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 roadways to be constructed within the study area.
  - b. The existing, approved and projected development to be included within the plan.
  - c. The manner by which the traffic impact of existing development will be documented and assessed.

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

The 1-75 Corridor Study currently underway by the Hillsborough County City-County Planning Commission and the Brandon Area Transportation Study may fulfill part or all of these requirements.

*(amended: Resolution No. R06-026 . This condition has been satisfied by the completion and adoption of the 1-75 Corridor Study by the Hillsborough County Board of County Commissioners.)*

- 2. An annual monitoring program for the total CROSSTOWN CENTER DRI, which will record driveway volumes in the evening peak hour, shall be started when certificates of occupancy have been issued for 400,000 square feet of retail space, (or the equivalent thereof in terms of trip generation) and continue until build-out. If the driveway volumes exceed more than 15 percent of those projected for peak hour in each phase, a substantial deviation determination shall be required. If the variance is determined to be a substantial deviation, a revised transportation analysis, will be required 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.

*(amended: Resolution R06-026)*

- 3. When any subphase of development within the Development is submitted for preliminary commercial site plan approval or subdivision plat approval, the Developer shall provide to Hillsborough County a transportation analysis based upon data, assumptions and methodology agreed to by Hillsborough County that demonstrates that the project's driveways at US Highway 301 at Delaney Creek Boulevard, Falkenburg Road at Delaney Creek Boulevard and Falkenburg Road at Delaney Lake Drive operate at an acceptable level of service in both the AM and PM peak hour with the addition of the proposed development. If the analysis demonstrates that the project's driveways are operating at an unacceptable level of service, the applicant will be responsible for the construction of the necessary improvements to allow the driveways to operate at an acceptable level of service as a condition of site plan approval or subdivision plat approval.

The Developer shall be responsible for the cost associated with the design, right of way, drainage, permitting and construction of the improvements. The final design and construction plans shall be approved by the Planning and Growth Management Department.

*(amended: Resolution No. R06-026)*

4. The Developer, at its option, shall select one of the following alternatives to mitigate the project's transportation.

a. Option 1

(1) Prior to approval of Phase I of the development, acquire funding commitments from responsible entities for the roadway improvements indicated in Table 1 and Table 2. Without funding commitments for these improvements, construction permits shall not be issued. Where stipulated, the Developer shall provide the improvements.

(2) Prior to approval of Phase II of the development, acquire funding commitments from the responsible entities for the roadway improvements indicated in Table 3. Without funding commitments for these improvements, construction permits shall not be issued for Phase II.

(3) Alternatively, the Developer may sub-phase the project, whereby specific amounts of project development are approved on condition that specific regional roadway improvements are provided on conditions that the following conditions exist:

(a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically approved.

(b) Funding commitments for roadway improvements shall be required when the regional roadway operates below an average daily LOS C, D at peak hour and the development contributes 5 percent or more of the average daily LOS C, D at peak hour capacity of the existing facility or such higher percentage as may be applicable upon designation of the project as an Activity Center pursuant to the Regional Planning Council's adopted growth policy, Future of the Region.

(c) A stop order shall be issued before development takes place which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding

commitments have not been assured. A new analysis and/or monitoring may also be required in this instance.

- (4) The Developer shall submit for approval by TBRPC, Hillsborough County, the Tampa Urban Area MPO, Florida Department of Transportation (FDOT), the Hillsborough Area Transit Authority (HART), a plan of transportation systems management (TSM) measures to be instituted and implemented for each project phase. The plan shall provide for sufficient TSM measures to divert a significant percentage of total peak hour trips away from the peak traffic hours projected in the ADA. The plan shall be submitted to the reviewing agencies within one year of issuance of the Amended and Restated Development Order and shall address the following at minimum:
1. Worker flex time.
  2. Worker ridesharing strategies.
  3. Provision of transit and service facilities and programs to increase transit ridership.
  4. High Occupancy Vehicle Options.

If Developer desires the opportunity to seek credit against transportation impact fees for any lowering of traffic impacts resulting from TSM measures, each annual report for this development after the issuance of certificates of occupancy for Phase I 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. The results of the TSM study may serve as a basis for the Developer to request Amended and Restated Development Order amendments.

Table 1. Intersection Improvements Needed for Phase I (1990)

<b>Intersection</b>	<b>Level of Service with Project Prior to Improvement</b>	<b>Project Traffic as Percent of LOS D Peak-Hour Capacity</b>	<b>Required Improvement</b>
FALKENBURG ROAD at Broadway Avenue	F	8.6	Add one EB right-turn lane, one NB left-turn lane and one SB left-turn lane

BUFFALO AVENUE at Orient Road	F	6.9	Add one EB left-turn lane and one WB left-turn lane
PALM RIVER ROAD at 78 <sup>th</sup> Street	F	18.7	Add one EB left-turn lane, one WB left-turn lane, and one EB right-turn lane
S.R. 60 at Falkenburg Road	F	37.6	Add one NB right-turn lane and one WB left-turn lane
S.R. 60 at 1-75	F	100.00	Redesign southbound Right Turn
S.R. 60 at U.S. 301	F	10.5	Add one WB left-turn lane
U.S. 301 at Site Drive	N/A	100.0	Signalize and lengthen existing through lanes
FALKENBURG ROAD at North Site Drive	N/A	100.0	Signalization
FALKENBURG ROAD at South Site Drive	N/A	100.0	Signalization

Table 2. Link Improvements Needed for Phase I (1990)

Roadway Link	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
FALKENBURG ROAD S.R. 60 to Broadway	F	8.6	Add one NB and one SB through to existing two
Palm River Road to Crosstown Expressway	N/A	N/A	Construct new four-lane divided Arterial

S.R. 60 1-75 to Lakewood Drive	F	10.6	Add one EB and one WB through to existing four
Lakewood Dr. to Kings Ave.	F	5.3	Add two EB and two WB through to existing four
U.S. 301 S.R. 60 to Site Entrance	F	10.5	Add one NB and one SB through to existing four
KINGS AVENUE Oakfield Dr. to S.R. 60	F	6.9	Add one NB and one SB through to existing two
LAKEWOOD DRIVE Oakfield Dr. to S.R. 60	F	9.7	Add one NB and one SB through to existing two

Table 3. Intersection Improvements Needed for Phase II (1993)

Intersection	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
LUMSDEN ROAD at Bryan Road	F	7.3	Signalization Add one EB right-turn lane
PALM RIVER ROAD at 50 <sup>th</sup> St.	F	5.5	Add one EB right-turn lane
S.R. 60 at 78 <sup>th</sup> St.	E	5.5	Add NB left-turn lane

S.R. 60  
at 50<sup>th</sup> St.

E

5.3

Convert SB right-turn  
lane to shared SB  
through and right-turn  
lane

b. Option 2

In the event that commitments for transportation improvements are only adequate to permit partial approval by Hillsborough County of the CROSSTOWN CENTER development, the capacity and loading of transportation facilities in the central Hillsborough County transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors in any subsequent approvals. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area Transportation Study (TUATS), MPO, and FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, 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 indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways and intersections at a satisfactory average daily Level of Service C, and a peak hour level of service D. Both the traffic counts and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices. Prior to any specific approval beyond the initial partial approval, the County or its designee shall ensure in written findings of fact that the above roadways and intersections are operating at or above an average daily Level of Service C, and a peak hour level of service D, and that the expected trips to be generated by such approval would not cause the roadways to operate below an average daily Level of Service C, and D at peak hour.

c. Option 3

*(The Developer has elected Option 3 to mitigate transportation impacts.)*

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out herein. The requirements of Option 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of the projects on regionally significant transportation highway facilities within the primary impact area. The approval of this mitigation/curing mechanism is based upon the project's impact on

transportation facilities, the substantial public benefit to be gained by accelerating the design, construction and use of a major public facility, and its consistency with the TBRPC and DCA policies regarding pipelining transportation impacts.

- (1) The Developer shall design and construct the extension of Falkenburg Road as a 4 lane divided roadway from its existing intersection with the Crosstown Expressway north to Palm River Road. Said design shall also include left turn lanes as required to meet County standards at the Falkenburg/Palm River Road intersection.

*(THIS CONDITION HAS BEEN SATISFIED. The extension of Falkenburg Road as a 4 lane divided roadway from its existing intersection with the Crosstown Expressway north to Palm River Road has been completed with left turn lanes which meet County standards at the Falkenburg/Palm River Road intersection.)*

- (2) The Developer shall design and construct the widening of U.S. 301 from the site entrance north to the intersection of U.S. 301 and State Road 60. U.S. 301 shall be widened from a 4 lane divided to a 6 lane divided roadway.

*(THE REQUIREMENTS OF OPTION 3 HAVE BEEN SATISFIED BY THE EXTENSION OF FALKENBURG ROAD AS SET FORTH IN PARAGRAPH B.4.c(1) ABOVE.*

- (3) The design work required under paragraphs c.(1) and (2) above shall be referred to herein as the "Required Design" and the improvements required under paragraphs c.(1) and (2) above shall be referred to as the "Required Improvements". The "Required Design" for Falkenburg Road shall be completed and approved and all required governmental permits secured no later than October 7, 1996 (the "Completion Date"). The Developer shall submit to the Director of the Capital Projects Department quarterly status reports on the Developer's design and permitting activities. The first quarterly status report on the design and permitting activities on the Falkenburg Road shall be due no later than ninety (90) days after the effective date of this Resolution. The first quarterly status report shall include a detailed schedule of design and permitting milestones which, if met, will result in completion of the Required Design for Falkenburg Road and permitting activities by the date set forth above. Each subsequent quarterly report shall indicate whether the Required Design for Falkenburg Road and permitting activities are on schedule or behind schedule. Each quarterly report, after the initial report, shall be received by the County's Director of the Capital Projects Department within ninety (90) calendar days from

the due date of the previously submitted report. If either the Required Design for Falkenburg Road or the permitting activities are behind schedule, the quarterly status report shall provide a thorough explanation of the reasons for falling behind schedule and the steps taken by the Developer to get back on the original schedule. If the required design for Falkenburg Road and permitting activities are more than six (6) months behind schedule, a Notice of Proposed Change shall be submitted by the Developer and the Amended and Restated Development Order shall be amended to reflect the changes.

No later than sixty (60) days prior to the Completion Date for the Required Design set forth above (or any extension thereto approved by the Board of County Commissioners of Hillsborough County in an amended order) the Developer shall provide written notification to the County Administrator of Hillsborough County, the Tampa Bay Regional Planning Council and the Department of Community Affairs of its intention to proceed with and complete the construction of the Required Improvements for Falkenburg Road in accordance with the schedule provided for or the decision of the Developer to pay to the County the costs for the Required Improvements pursuant to Subsection B.3.c.(6) in lieu of constructing the Required Improvements itself, subject to County approval (the "Notification Date"). If on or before the Notification Date, the Developer chooses not to construct or pay the County for the construction of the Required Improvements for Falkenburg Road, then the Developer shall notify, in writing, the Board of County Commissioners, the Tampa Bay Regional Planning Council and Department of Community Affairs of its election of Option 1 or Option 2 to mitigate the project's transportation impacts.

If on or before the Notification Date the Developer notifies the County of its election to construct Falkenburg Road, but has not completed the Required Design and commenced construction of the Required Improvements on or before June 7, 1997, then the Developer shall be deemed to have forfeited all rights, duties, and obligations of the Developer pursuant to Option 3 of this Amended and Restated Development Order unless prior to June 7, 1997 the Developer pays to the County the costs of the Required Improvements pursuant to the terms hereof in lieu of constructing the Required Improvements.

While the development is proceeding under Option 3 with the Required Design of the Required Improvements, no permits shall be issued unless the Phase or sub-Phase meets the requirements of Option 1 or Option 2 of Subsection V.B.3 of the Amended and Restated Development Order. Once the Developer pays or begins

construction of the Required Improvements in accordance with the schedule, the additional requirement of meeting Option 1 or Option 2 prior to obtaining further permits shall terminate.

The Developer's failure to comply with the conditions or time frames of this section or the Developer's decision not to construct the Required Improvements shall be deemed by Hillsborough County to be the Developer's election to forfeit all rights, duties and obligations of the Developer pursuant to Option 3 of this Development Order.

In the event that either (a) the Developer has not completed the Required Design for Falkenburg Road and obtained the governmental permits necessary to construct the Required Improvements for Falkenburg Road on or before the Completion Date set forth above; or (b) has notified the Board of County Commissioners of Hillsborough County, the Tampa Bay Regional Planning Council and Department of Community Affairs of its decision not to construct the Required Improvements for Falkenburg Road, the Developer, at no cost or expense to Hillsborough County, shall deliver all documentation including, but not limited to, all plans, drawings, specifications, studies, surveys, permits, and reports related to the Required Design or permitting of Falkenburg Road and Required Improvements for Falkenburg Road to the County Engineer. This delivery shall take place on either: (i) the Notification Date if the Developer notifies the County of its decision not to construct the Required Improvements; or (ii) June 7, 1997, in the event that the Developer has been unable to complete the Required Design and to commence the Required Improvements on or before June 7, 1997.

Subject to the availability of funds as specified in Subsection 3.c.(4) of this Section V, the Required Design for U.S. 301 shall be completed on or before May 1, 1998 and shall be subject to the same conditions placed upon the Required Design for Falkenburg Road as set forth herein, with the exception of the time for submittal of the first quarterly report. The first quarterly report related to the design and permitting of U.S. 301 shall be submitted to the Florida Department of Transportation, Hillsborough County Director of Capital Projects, Department of Community Affairs, and Tampa Bay Regional Planning Council for review on or before February 1, 1996. The provisions of this Subsection shall take precedence over any other provision of this Amended and Restated Development Order.

*(THIS CONDITION HAS BEEN SATISFIED BY THE CONSTRUCTION OF THE FALKENBERG ROAD IMPROVEMENTS.)*

- (4) The Required Design shall be prepared in a manner normally used in Hillsborough County roadway projects and in accordance with Hillsborough County Standards and the Florida Department of Transportation's Plans Preparation Manual and Standards for Construction. The design period shall include a fourteen (14) day review period by the County (for Falkenburg Road improvements) and FDOT (for U.S. 301 improvements) of all plans at 30%, 60%, 90% and 100% of completion. Upon receipt of FDOT's acceptance of 100% of U.S. 301 plans, the Developer shall notify FDOT of the proposed construction schedule and initiate the appropriate agreements acceptable to FDOT to construct the U.S. 301 improvements, to the extent funds are available. In addition, the Developer shall inform FDOT of the amount of money, if any, remaining from the Falkenburg Road improvements as soon as the amount can be determined. If sufficient funds are not available to complete a reasonable capacity improvement project on U.S. 301, then the Department and the Developer will determine the appropriate course of action to be taken to enable the Department to utilize the remaining funds.

*(amended: Resolution No. R89-0088. THIS CONDITION HAS BEEN SATISFIED BY THE CONSTRUCTION OF THE FALKENBURG ROAD IMPROVEMENTS.)*

- (5) Subject to acts of God or other occurrences beyond Developer's control, unless extended by the County Engineer as a result of unavoidable permitting delay, the Developer shall expeditiously commence the construction of the Required Improvements upon approval of the Required Design by FDOT (for U.S. 301 improvements) and the Hillsborough County Engineering Department and shall complete such construction on or before 12 months after said approvals for U.S. 301 improvements and by October 31, 1998 for the Falkenburg Road Improvement. To ensure that the Required Improvements are completed at the earliest possible time, upon written request to the directors of the Real Estate and Planning and Growth Management Departments, Hillsborough County shall, within a reasonable time after receipt of said request, assist the Developer when required in obtaining all necessary permits, approvals and utility relocations, off-site construction easements and rights-of-way necessary to complete said improvements, including the initiation and prosecution of eminent domain proceedings with usage of the supplemental proceedings under Chapter 74, Fla. Stat., to acquire land for drainage facilities. The Developer shall assist the County in obtaining all information necessary to file and pursue such action. The Developer agrees to advance all costs and expenses necessary to file and pursue any action initiated by the County hereunder, including reasonable attorney's fees and expert witness fees, and to

advance all funds needed to purchase the necessary land and property taken, including, but not limited to, severance damages, business damages, special damages, and costs to cure. The County agrees to file and pursue such action and purchase the necessary right-of-way with funds advanced by the Developer and only to the extent covered by such funds. Upon completion of the Required Improvements substantially in accordance with the Required Design, Hillsborough County shall accept the Required Improvements and shall assume full responsibility for their maintenance except for those under the jurisdiction of the FDOT. No Certificates of Occupancy in excess of 300,000 square feet of office space, or the equivalent thereof under the Equivalency Matrix, shall be issued until the Falkenburg Road Improvement is substantially complete.

*(amended: Resolution Nos. R89-0083, R97-218. THIS CONDITION HAS BEEN SATISFIED BY THE CONSTRUCTION OF THE FALKENBURG ROAD IMPROVEMENTS.)*

- (6) In lieu of the requirements under paragraphs B.3.c.(1 - 5) above, the Developer may elect to pay Hillsborough County, subject to the County's approval, the total costs for the aforesaid Required Design and the Required Improvements, which, for purposes of this Amended and Restated Development Order, shall be \$3,051,000 (the "Required Improvement Costs"), to be adjusted for cumulative inflation or deflation from August 1987 to the date of contribution of the Required Improvement Costs using the (composite) Price Trend Index for Florida Highway Construction (Composite Fiscal Year) published by the State of Florida Department of Transportation State Estimates Engineer (the "Price Trend Index"). If the Developer has made any reasonable and necessary expenditures in connection with design and/or construction of the Required Improvements, which are eligible for impact fee credits under applicable County ordinances, including, but not limited to, land acquisition costs, prior to payment of the Required Improvement Costs in accordance with this paragraph and provides the County Engineer with itemized proof of the expenditures, the Required Improvements Costs shall be reduced by allowance of a credit for such expenditures, which credit shall be adjusted for increases in the Price Trend Index as follows: the credit for each expenditure shall be a sum equal to the product of the expenditure and the percentage increase, if any, in the Price Trend Index for the Fiscal Year in which the final payment of the Required Improvements Costs was paid over the Price Trend Index for the Fiscal Year in which the payment of the expenditure was paid. The determination as to whether expenditures made by the Developer in connection with the design, land acquisition, other pre-construction

costs and construction costs for the Required Improvements are reasonable and necessary shall be determined jointly by the County Engineer and the Developer's transportation consultant (the "Transportation Consultant"). A traffic engineer employed by the State of Florida Department of Transportation ("DOT"), with experience in Florida road construction shall have the right to review any construction costs expended by the Developer in constructing the Required Improvements, and may make recommendations to the County Engineer as to whether such costs are reasonable and necessary. The intent of this paragraph is to enable the Developer to meet its obligations to fully mitigate the traffic impacts of the project under the law by paying the stated sums, which exceed Developer's fair share of the costs of the improvements identified in Tables 1, 2 and 3 of this Amended and Restated Development Order, in lieu of constructing the identified improvements if, for reasons beyond the Developer's control, it becomes impractical or impossible for the Developer to complete said improvements within the parameters defined herein.

*(substituted: Resolution Nos. R93-0088, R95-235. THIS CONDITION HAS BEEN SATISFIED BY THE CONSTRUCTION OF THE FALKENBURG ROAD IMPROVEMENTS.)*

- (7) If the County accepts payments under this section, it shall use such monies to design and construct the Required Improvements. If it is not practical to complete the Required Improvements, the County may elect to use such monies to construct one or more other improvements which meet the requirements of the Department of Community Affairs Transportation Policy Rule and Section 19.8.14, Future of the Region (1987), and this Amended and Restated Development Order shall be amended to identify the improvements to be constructed. The County shall complete said improvements within the time frames established in paragraphs B.3.c.(3) and (5), subject to delay for conditions or occurrences beyond the County's control as referenced in paragraph B.3.c.(5).

*(THIS CONDITION HAS BEEN SATISFIED. The Required Improvements have been completed.)*

- (8) Should the Developer fail to substantially comply with the time frames listed herein, the County shall have the right to complete the Required Design or construction of the Required Improvements.

*(THIS CONDITION HAS BEEN SATISFIED. The Required Design and Required Improvements for Falkenburg Road have been completed.)*

- (9) Development activities and issuance of permits shall immediately cease if the Required Design and Required Improvements or the payment of the Required Improvements Costs as described herein are not provided by the Developer in accordance with the requirements of paragraphs B.3.c.(1) - (8), above.

*(THIS CONDITION HAS BEEN SATISFIED. The Required Design and Required Improvements for Falkenburg Road have been completed.)*

- (10) If the Developer determines that it will not be able to substantially complete the Required Design and the Required Improvements for the Required Improvements Costs, the Developer may satisfy its obligations under this Option 3 by constructing other improvements approved by Hillsborough County that are consistent with Section 19.8.14, Future of the Region (1987), and the Department of Community Affairs Transportation Policy Rule, that have a value equivalent to the Required Improvements Costs.

*(THIS CONDITION HAS BEEN SATISFIED. The Required Design and Required Improvements for Falkenburg Road have been completed.)*

- (11) If, as provided for herein, alternate improvements are substituted for those defined as the Required Improvements in this Option 3, this Amended and Restated Development Order shall be amended in accordance with applicable laws to identify said alternate improvements and to establish a schedule for their completion consistent with the requirements of this Amended and Restated Development Order.

*(THIS CONDITION HAS BEEN SATISFIED. The Required Improvements for Falkenburg Road have been completed.)*

5. The Developer shall receive credit against impact fees, pursuant to law. The application and payment of impact fees in itself will not constitute funding commitments for the required right-of-way dedications and transportation improvements. Any difference between the Required Improvements Costs and the sum of the costs of the Required Design and the Required Improvements (the "Difference") shall be paid in cash prior to the issuance of the final Certificate of Occupancy for the project, provided that the Developer may elect to make other improvements of a value equivalent to the Difference, subject to approval by the Hillsborough County Engineering Department. The Developer's completion of the Required Design and Required Improvements and payment of the Difference, or completion of other improvements in lieu of the Difference as provided for herein, shall be deemed to fully and completely satisfy any and all of its obligations under the law to mitigate the traffic impacts of the CROSSTOWN CENTER project.

6. Driveway radii onto U.S. 301 and Falkenburg Road shall be a minimum of 40 feet in size to accommodate single unit vehicles.

*(THIS CONDITION HAS BEEN SATISFIED. Driveway radii onto Falkenburg Road is a minimum of 40 feet in size.)*

7. A pedestrian circulation system and a bicycle circulation system shall be provided within the project. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System into CROSSTOWN CENTER. No detailed site plans shall be approved which do not indicate these systems.

*(THIS CONDITION HAS BEEN SATISFIED. A pedestrian circulation system and a bicycle circulation system have been provided.)*

8. The platted right-of-way, Hallmark Avenue, which is maintained by the County for a length of 21 hundredth of a mile, shall not be vacated along this maintained length unless access via this right-of-way to U.S. 301 is secured for the land north of and abutting the right of way. The purpose of this condition is to avoid the need for an additional median opening on U.S. 301 north of the project.
9. Pending the completion of the special FDOT study of I-75, FDOT desires to maintain a level of service (LOS) C peak hour on the I-75 interchange ramps to avoid prejudicing the study's recommendations. No additional lanes, new interchanges, or modifications of existing interchanges (other than the installation of dual left turn receiving lanes or other minor geometric changes for the purpose of improving traffic service on intersecting roadways) to the I-75 system will be approved prior to the completion of this special study.

If, during the study period, the LOS C peak hour threshold will exceeded on the ramps of the I-75/S.R. 60 interchange, the Developer may, at its expense, utilize ramp metering or other improvements acceptable to FDOT to preserve the LOS C peak hour service level. Building permits will not be issued if ramp metering or such other improvements (which can be demonstrated by means of a new traffic analysis to maintain level of service "C" peak hours) are not permitted by the Federal Highway Administration and said alternative improvements are not approved and funded prior to the commencement of construction.

If, after an evaluation of such an Operational Analysis, the review by the County and FDOT indicates that the LOS C peak hour threshold will be exceeded for any ramp of the I-75/S.R. 60 interchange as a result of the Development's traffic prior to the submission of the next Operational Analysis, and the Development's traffic contributes more than five percent (5%) to the traffic volume, the County will determine whether to continue issuing building permits and will notify the Developer of this determination in writing. If the LOS C peak hour threshold is projected to be exceeded for the ramps prior to submission of the next Operational Analysis, the Developer shall have the opportunity to submit evidence to both the

County and FDOT to demonstrate that Development traffic, as identified in an Operational Analysis, does not contribute more than five percent to the ramps' traffic volume, or evidence as to improvements that will mitigate the project's impacts, under either of which conditions the County shall not, by reason of this Section cease the issuing of building permits for the Development.

This condition shall be in effect for the duration of the FDOT study period or for twenty four months from the date of issuance of this Amended and Restated Development Order, whichever is earlier.

*(amended: Resolution No. R89-0083; corrected: Resolution No. 97-218; amended: Resolution No. R06-026)*

*(THIS CONDITION HAS EXPIRED. This condition was only to remain in effect for 24 months from the issuance of the Original Development Order.)*

10. As a condition of this Amended and Restated Development Order, the Developer agrees to honor those representations contained in the letter attached hereto as Exhibit "A" and incorporated herein by reference. The representations contained in Exhibit "A" are associated with site-related improvements to U.S. 301 in conjunction with the two driveway access points. The Developer and the Florida Department of Transportation by mutual agreement may change the representations contained in Exhibit "A" without requiring an amendment to the Amended and Restated Development Order.

*(This condition was added by Resolution No. R89-0083, and was incorporated into the language of this Amended and Restated Development Order by Resolution No. R06-026)*

11. The Developer has satisfied the transportation mitigation requirements for Revised Phase I of the Amended and Restated Development Order through the construction of the Required Improvements. The transportation impacts associated with Revised Phase II will be evaluated as part of a Section 380.06, Florida Statutes analysis. Revised Phase I mitigation credits shall not be considered in said Revised Phase II analysis or any future changes in development.

*(amended: Resolution No. R06 -026)*

### C. Air Quality

1. If any proposed change is determined to be a substantial deviation, Hillsborough County shall determine whether the nature of the proposed change(s) is such that it would require a re-analysis of the air quality impacts of this project or if such proposed change includes uses which are determined to be point sources of air pollution. If a re-analysis is warranted as determined by Hillsborough County, the Developer shall perform point source air quality analyses and the Developer shall take remedial measures as required by Hillsborough County, all in accordance with applicable law.

2. The measures to reduce erosion, fugitive dust and air emission stated on pages 13-4 and 14-6 of the ADA shall be required.

D. Stormwater Management and Water Quality

1. In order to protect water quality, there shall be no degradation of water quality standards from stormwater exiting the site. The Developers shall comply with all Department of Environmental Protection (DEP) and South West Florida Water Management District (SWFWMD) permitting requirements and specifically with Chapters 62-301, 62-302, and 62-520, F.A.C. Any violation of Chapters 62-301 or 62-520, Florida Administrative Code (F.A.C.) shall require corrective measures as set forth by DEP.

*(amended: Resolution No. R06-026)*

2. Prior to the issuance of any building permits the Final Drainage Plan and drainage calculations shall be submitted to TBRPC and DEP for review and to Hillsborough County and SWFWMD for approval. The drainage system shall be designed to meet all applicable Hillsborough County and SWFWMD regulations. The County drainage criteria in existence at the time of construction shall be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria is more restrictive.

*(amended: Resolution No. R06-026. THIS CONDITION HAS BEEN SATISFIED. A drainage plan and drainage calculations have been submitted to the appropriate agencies.)*

3. Due to the "volume sensitive" nature of Delaney Creek, the drainage design for CROSSTOWN CENTER must satisfy the following criteria from the 1986 Delaney Creek Stormwater Master Plan. E5-7 and E5-8 by Ghioto, Sinjhofen and Associates, Inc.:
  - a. Compensating storage must be provided for any encroachment into the 100-year flood plain.
  - b. The peak rate of discharge resulting from the 100-year 24-hour storm under post-development conditions must not exceed the pre-development peak rate of runoff from the 10-year 24-hour storm.
  - c. The volume of runoff discharged from the 100-year 24-hour storm under post development conditions must not exceed that amount of runoff produced from the development 100-year 24-hour storm.
4. If reorientation of Delaney Creek is deemed necessary, excavation activity will include the creation of a littoral shelf on one side of Delaney Creek in accordance with the requirements of those agencies issuing permits for such activity.

5. Stormwater detention/retention pond design requirements for the development shall be as listed below unless otherwise approved by the Hillsborough County Environmental Protection Commission and the Hillsborough County Drainage Engineer:
  - a. The side slopes shall be no greater than 4:1.
  - b. The banks shall be completely vegetated to the design low water elevation.
  - c. The sides and the bottom of each pond shall not be constructed of impervious material.
6. The Developer shall give all necessary drainage easements or rights-of-way as required by the County's Stormwater Division of Public Works Department, in accordance with applicable regulations, prior to Master Drainage Plan approval.
7. In order to protect water quality the Developer shall implement a vacuum street cleaning program for the parking and roadway areas within the development.
8. No habitable structures shall be allowed in the designated 25-year floodplain unless provisions are made to compensate for reduction in natural storage area caused by the development.

E. Wetlands

1. In order to protect the natural values of preserved/conserved wetland areas, the following shall be required:
  - a. Except as otherwise permitted by agencies having jurisdiction:
    - (1) No hydroperiod alteration shall be permitted in conservation or preservation areas identified on the Master Development Plan.
    - (2) No dredging, filling or development activities will be allowed within preservation areas. Activities within the conservation areas shall be limited to approved stormwater management outfall structures and boardwalks.
    - (3) The proposed retention/detention wetland systems shall be designed, constructed, and maintained pursuant to the guidelines of the Stormwater and Lake System Maintenance and Design Guidelines (TBRPC, 1978).
2. A mitigation plan for all displaced wetlands will be developed and implemented prior to or in conjunction with development in areas being disturbed. All mitigation areas and littoral shelves shall be monitored in accordance with the requirements of the agency or agencies issuing the permit for such mitigation.

*(THIS CONDITION HAS BEEN SATISFIED. A mitigation plan has been developed and implemented and monitoring continues.)*

3. All wetland losses shall require a minimum of 1:1 in-kind wetland replacement.
4. 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 mitigation measures shall be employed by the Developer in cooperation with the Florida Game and Fresh Water Fish Commission.
5. The land use designations for those portions of the CROSSTOWN CENTER site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region, Section 2.701 and 2.702 shall be as designated on the revised General Development Plan submitted to Hillsborough County.

*(THIS CONDITION HAS BEEN SATISFIED. Land use designations for those portions of the site which meet the definition of preservation and conservation areas have been designated on the revised General Development Plan.)*

F. Public Facilities

1. Prior to detailed site plan approval 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 water supply, supply lines, and facilities to service the project. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction.
2. Prior to detailed site plan approval of the development, the Developer shall ensure the provision of fire flows acceptable to Hillsborough County. The installation of a sprinkler system, fire hydrants or fire plan shall be options to ensure the provision of acceptable fire flows. No Zoning Compliance Permits shall be approved without verification from the Hillsborough County Fire Department that sufficient firefighting facilities/manpower/equipment required to serve the project are available.
3. Prior to issuance of detailed site plan approval of the development, the Developer shall provide documentation to the Department of Planning and Growth Management a master plan for wastewater collection, treatment and effluent disposal facilities approved and permitted by the Utilities Department or other applicable entity. No Zoning Compliance Permits shall be issued without a commitment from Hillsborough County or other responsible entity to provide wastewater disposal capacity for the building(s) that are the subject of such application.

4. Any on-site wastewater treatment or disposal plant constructed to serve the project shall require a substantial deviation determination pursuant to F.S. 380.06(19), as amended.
5. Prior to issuance of detailed site plan approval of the development, the Developer shall verify to the satisfaction of Hillsborough County that adequate Emergency Management Services capabilities and facilities, are available to service the development.
6. The Developer shall be required to provide for recovered wastewater disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water and Wastewater Utilities take-back policy in effect prior to detailed site plan approval.
7. The Developer shall use non-potable water for landscape and open space irrigation unless otherwise approved by Hillsborough County.
8. The collection, transportation and disposal of solid waste is controlled by Hillsborough County ordinance and shall take place in accordance with the terms of said ordinance.

*(amended: Resolution No. R06-026)*

G. Hazardous Waste

1. Prior to the issuance of Zoning Compliance Permits, the Developer shall, if not in conflict with Hillsborough County plans and policies, and only as required to accommodate hazardous waste generators in the project (if any) provide separate hazardous waste storage areas within the project. These areas shall be accessible to all businesses and shall be marked and/or colored so as to clearly distinguish the areas intended for hazardous wastes and materials. (Hazardous wastes are those substances and materials defined in F.S. 403.703(21), F.S., and listed in Title 40 CFR Part 261), as amended.
2. The Developer shall, notify in writing, all project businesses of the location of the specially-designated hazardous waste and materials containers.
3. Surface impoundments of hazardous waste, hazardous waste piles, land treatment of hazardous waste, landfills and underground storage of hazardous materials shall be prohibited.
4. Large quantity generators of hazardous substances as defined by applicable Federal and State regulations, shall implement a site-specific surficial aquifer monitoring program as required by Hillsborough County, Hillsborough County Environmental Protection Commission (EPC) and DEP. An emergency response and hazardous waste management operation plan shall be required for those facilities which generate/handle hazardous wastes, to minimize hazards to human health and the environment. The plans shall describe the procedures and actions required of

facility personnel as well as the duties of local EMS/fire and police departments and hospitals. The plan shall be included in the first annual report following occupancy within the park.

5. All temporary hazardous waste storage facilities shall meet applicable federal, state and local laws, rules and regulations, and where appropriate the criteria set forth in Sections 3.913(a), (d) and (e), TBRPC's Future of the Region.
6. Small quantity generators as defined by applicable Federal and State regulations, should obtain United State Environmental Protection Agency (USEPA) identification numbers.
7. The Developer, through restrictive lease agreements or covenants, shall advise tenants and purchasers that any hazardous waste-must be transported and disposed of in a manner consistent with applicable laws and regulations.

#### H. Hurricane Evacuation

1. The Developer shall coordinate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, as to the feasibility of designating buildings within the CROSSTOWN CENTER development as public hurricane evacuation centers to shelter the residents of vulnerable areas. A report on the outcome of these discussions shall be submitted in the first annual report prior to issuances of Certificates of Occupancy for the project.

#### I. Energy Conservation

1. The energy conservation measures referenced in page 25-3 of the ADA shall be complied with by the Developer. The following energy conservation measures shall also be encouraged by the Developer or his assigns: for the office, service center, research and development and commercial components of CROSSTOWN CENTER:
  - a. The institution 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 system.
  - 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 the project's facilities.

J. Equal Opportunity

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

K. General

1. The discovery of any historical or archaeological resources shall be reported to Hillsborough County and the disposition of such resources shall be determined in cooperation with the Division of Historical Resources and Hillsborough County.
2. Any approval of the CROSSTOWN CENTER development shall at minimum, satisfy the provisions of F.S. 380.06(15), as amended.
3. All of the final Developer's commitments set forth in the ADA, and as summarized in Attachment 1 to the Original Development Order entitled "Developer Commitments" shall be honored, except as they may be superceded by specific terms of the Amended and Restated Development Order.
4. That portion of the property zoned R-3MH as shown on Figure 12-1, page 12-8 of the ADA, shall be restricted to use as open space until such time as it is rezoned. Rezoning of this parcel to an industrial or commercial district shall permit it to be used for detention/retention as shown on the Master Plan for the project (Map H). The property has been rezoned in accordance with the above condition.

*(amended: Resolution No. R97-218, R06- 026)*

5. Within 45 days of the issuance of this Development Order the Developer shall enter into a construction contract with the County, which, at minimum, shall incorporate the following terms and conditions:
  1. The Developer shall cause its contractor to provide insurance of the types and in amounts reasonably acceptable to the County;
  2. The Developer will direct its Contractor's attention to the fact that all applicable Federal and applicable State laws, municipal and County ordinances apply and all applicable rules and regulations of all authorities having jurisdiction over any part of the project apply;
  3. Prior to final completion, Developer will promptly, without cost to County, and as specified by County, either correct any defective work or remove and replace it with non-defective work;

4. If defective work is not corrected or replaced per County's instructions, the County may, after giving thirty (30) days notice to Developer, correct or replace the work itself and any direct or indirect costs shall be paid by Developer; provided that if, during the 30 day period, the Developer has commenced and is proceeding with bona fide curative measures, then the County shall not correct or replace such defective work until the Developer's curative acts are completed.
5. If County decides to accept defective work, there shall be an appropriate reduction in the amount of impact fee off-sets awarded to Developer, or Developer will pay to compensate for the defect;
6. Developer shall require its contractor to warrant and guarantee for a period of two (2) years following final completion that all material and equipment shall be new, unless otherwise specified and that all work will be of good quality, free from faults and defects and in accordance with Contract Documents reviewed and approved by County;
7. The Developer shall require its contractor to include the County as a party that may enforce all warranties and guarantees;
8. Until the end of the two year warranty period, any work the County determines to be faulty, unsatisfactory or non-conforming to the Contract Documents shall be considered defective and the Developer must, within a reasonable time upon notice from the County, cure the defect and if it fails to do so, the County may either do it at the County's expense, and deduct the costs from off-sets due the Developer, or accept it as defective work, and deduct the costs from impact fee off-sets due the Developer. The County's remedies hereunder are supplemental to any remedy provided by the warranty bond. The construction contract shall provide procedures to allow the Developer to contest decisions of the County under the Contract.
9. The Developer shall require its contractor to provide a warranty bond which insures its performance of the above warranties.
10. Developer shall require its contractor to execute performance and payment bonds on forms provided by County as security for the contractor's faithful performance and payment of all its obligations. The bonds shall each be for one hundred percent (100%) of the contractor's contract price, as such price may be amended by change order and the County shall be a co-obligee of the bonds;
11. Developer shall indemnify and hold harmless the County, its employees, and agents from all liabilities arising from or resulting from the construction;
12. Developer shall provide an estimated cost of work prior to construction and will submit documentation for cost changes that shall be subject to review

- k. Developer shall indemnify and hold harmless the County, its employees, and agents from all liabilities arising from or resulting from the construction;
- l. Developer shall provide an estimated cost of work prior to construction and will submit documentation for cost changes that shall be subject to review and approval by the County before impact fee off-sets are provided for additional costs;
- m. Developer shall certify the availability of all land necessary for construction, including any and all easements, rights-of-way for access, and such other lands as are designated to be necessary for construction of the project. Any additional costs incurred because construction started before all land ownership and easement issues were resolved shall be borne by Developer and will not be considered for impact fee off-sets.

*(substituted: Resolution No. R97--218. THIS CONDITION HAS BEEN SATISFIED.)*

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 6/7/2011, as same appears of record in Minute Book 421 of the Public Records of Hillsborough County, Florida.

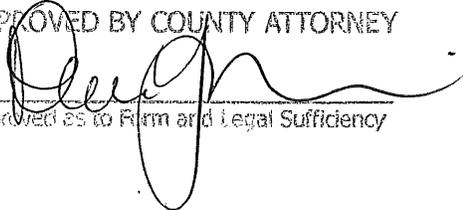
WITNESS my hand and official seal this 17th day of June, 2011.

PAT FRANK, CLERK

By:   
Deputy Clerk



APPROVED BY COUNTY ATTORNEY

BY   
Approved as to Form and Legal Sufficiency

CROSTOWN CENTER DRI  
AMENDED AND RESTATED DEVELOPMENT ORDER  
LIST OF EXHIBITS

- Exhibit A Letter from Kimley-Horn
- Exhibit B Revised Phasing Schedule
- Exhibit C Equivalency Matrix
- Exhibit D Revised Map H, Dated November 2004
- Exhibit E Legal Description
- Exhibit F Developer's Certification
- Exhibit G Developer's Commitments from Original DO

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**EXHIBIT A**

**Kimley-Horn and Associates, Inc.** 601 South Boulevard, Tampa, Florida 33606 • (813) 254-0915  
West Palm Beach, Tampa, Orlando, FL, Lauderdale, Miami, Palm City,  
Raleigh, Durham, Charlotte, Nashville, Dallas, Austin, Phoenix

March 23, 1989  
6606,02

Mr. Rick Adair  
Florida Department of Transportation  
1300 N. Westshore  
Suite 201  
Tampa, Florida 33609

Re: Lake Fair Mall

Dear Mr. Adair:

This letter represents the final understanding between Florida Department of Transportation (FDOT) and L.J. Hooker Development Corp. regarding the driveway access points for Lake Fair Mall on US 301.

To summarize the major points of agreement:

- o The developer's proposed roadway/driveway geometry provides an acceptable level of service at project buildout in 1993 on US 301.
- o The developer's proposed roadway/driveway geometry is acceptable to the FDOT with the following provisions:
  1. At the main site entrance, the design is to include dual southbound left-turn lanes leading into the site.
  2. At the north site entrance, the design is to include a single southbound left-turn lane into the site. The median is to be of adequate width to accommodate a second southbound left-turn lane if dual left-turn lanes at this intersection are determined by the FDOT to be necessary in the future.
- o The eastbound Crosstown Expressway to northbound U.S. 301 movement may require dual left-turn lanes in the future; however, this improvement is not a requirement of the Driveway/Roadway Alteration Permit.

ATTENTION

Mr. Rick Adair  
Page 2

- o A traffic responsive signal system on US 301 from Palm River Road to Causeway Boulevard, inclusive, will be a FDOT condition of receiving a Driveway/Roadway Alteration Permit.

To enable FDOT to ascertain compliance with US 301 conditions for the two site access points, the developer shall submit to FDOT an annual LOS operational analysis.

An analysis from the first signalized intersection south of the Crosstown Expressway on US 301 to Palm River Drive will be conducted. Intersections to be studied are:

- o US 301/Causeway (or first intersection south of Crosstown Expressway)
- o US 301/Crosstown Expressway, eastbound
- o US 301/Crosstown Expressway, westbound
- o US 301/Main Site Access Point
- o US 301/North Site Drive
- o US 301/Palm River Drive

The analysis shall be conducted once a year through full approved project buildout or expiration of the development order, whichever occurs first. Each annual monitoring report shall analyze the conditions existing at that time and conditions projected for the following year. The analysis shall be conducted using generally accepted traffic engineering principles. The analysis will:

- o Determine if safety deficiencies or capacity limitations are existing or are projected to occur prior to the submission date of the next monitoring report at any of the intersections in the study area which are caused by Lake Fair Mall traffic.
- o Determine the PM (AM) Peak Hour level-of-service for through traffic traveling on US 301 through the study area.

If a determination is made in the monitoring report that the US 301 through traffic is not or is projected within one year to not operate at a Level of Service "D" Peak hour or better, or that operational (safety) deficiencies exist or are projected to occur within one year then the contribution of the Lake Fair Mall project to the inadequate conditions will be determined for the affected areas. If improvements are necessary due to other developments including the Lake Fair Mall DRI, then the monitoring report will identify what the improvements need to be and what the Lake Fair Mall DRI's proportionate share costs are to undertake the improvements. The Lake Fair Mall DRI will be responsible for paying its costs to the Department. If the identified improvements are necessary solely due to the Lake Fair Mall DRI, then the developer shall pay for the total costs required to undertake the improvements as reasonably determined by the Department.

*Shirley Horn*

Mr. Rick Adair  
Page 3

The annual monitoring analysis will include:

1. Traffic counts at each intersection defined in the study limits. Traffic counts will be PM peak hours turning movement counts if the uses within the Lake Fair Mall site generate the highest peak hour demand during this time period. Otherwise, AM peak hour counts will be taken if counts taken at the US 301 entrances indicate that this is the highest traffic generation time period for the site. Included in the traffic counts will be observations of existing queues at the intersections, for movements which present a safety problem or contribute to inadequate through capacity deficiencies.
2. The through traffic volumes existing at the time of the yearly monitoring shall be analyzed using the PASSER II progression analysis program or the TRANSYT-7F traffic simulation model.
3. Existing PM (AM) through and turning volumes are to be documented. Results of the computer simulations are to be part of the monitoring report. Any existing PM (AM) through movement deficiencies created by the Lake Fair Mall DRI's US 301 site entrances with recommendations to correct the deficiencies are to be included in the monitoring report.
4. Estimated growth of existing traffic volumes will include consideration of the most recent available FDOT data for US 301 in or near the study area. Background traffic volumes will be increased to reflect one year's traffic growth using acceptable projection techniques. Estimated increases in Lake Fair Mall DRI traffic will include land uses within the project which are anticipated to be occupied within one year. Traffic for new land uses within the project site will be estimated using the methodology contained in the most current edition of the Institute of Transportation Engineer's Trip Generation. New project traffic will be added to the background traffic to yield the traffic to be analyzed in the monitoring report.
5. The analysis conducted for existing traffic conditions in the monitoring report will also be conducted for the conditions projected in the following year. If capacity or safety improvement needs are projected to be necessary in the analysis, then the Lake Fair Mall DRI will undertake the same steps as previously discussed with respect to the correction of existing deficiencies.

*Kimley-Horn*

Mr. Rick Adsir  
Page 4

6. The first monitoring report will be due one year following the date of approval of either or both US 301 driveway entrances as indicated on the permit application issued by the Department.

Very truly yours,

KIMLEY-HORN AND ASSOCIATES, INC.

*Wm. T. Stone* for:  
William T. Stone, P.E.  
Office Manager

WTS/dba

cc: Maurice Blakeman  
Tony Tramel  
Denny Richard  
Scott Steady

**EXHIBIT B  
TO AMENDED AND RESTATED DEVELOPMENT ORDER**

**REVISED PHASING SCHEDULE**

**A. Phasing Schedule and Deadlines**

1. Subject to the conditions set forth within the Development Order, including, but not limited to, Subsection B.3.c.(3) of Section V, the development of the project shall proceed in accordance with the following table:\*

Years	Use	Amount
Revised Phase I (Buildout December 31, 2014)	Multi-Family (Apartment, Townhouse)	853 density units
	Office (gross sq. ft.)	1,000,000
	Hotel	300 rooms
Revised Phase II	Office (gross sq. ft.)	550,000
	Retail (gross sq. ft.)	345,000
Total Project		853 density units 1,550,000 gross sq. ft. office 300 hotel rooms 345,000 gross sq. ft. retail

\* Land use totals may vary in accordance with the Equivalency Matrix attached hereto as Exhibit "C."

**EXHIBIT "C"**  
**Crosstown Center NOPC**  
*Proposed Trip Equivalency Matrix (Updated: \_\_\_\_\_ 2011; Amended Resolution \_\_\_\_)*

		Convert From				
		Apartment	Townhouse	Hotel	Office	Retail
Convert To	Apartment		0.850	0.948	2.939	4.320
	Townhouse	1.176		1.115	3.457	5.080
	Hotel	1.055	0.897		3.100	4.556
	Office	0.340	0.289	0.323		1.470
	Retail	0.231	0.197	0.220	0.680	
	Light Industrial	0.495	0.421	0.469	1.455	2.138

1) The proposed trip generation matrix reflects the newly proposed land development program, and the corresponding updated trip generation. Specifically, the trip generation rates have been updated from the 5<sup>th</sup> Edition of the Trip Generation Handbook to the most current 7<sup>th</sup> Edition. Furthermore, the base land uses for the basis of conversion are now as follows:

<u>Land Use</u>	<u>Size</u>
Retail (Shopping Mall, General Retail)	345,000 sf
Office (office Complex, General Office)	1,550,000 sf
Multi-Family (Apartment, Townhouse)*	853 DU's
Hotel	300 rooms

\*As of August 31, 2010, 753 apartment DU's have been constructed.

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

<u>Land Use</u>	<u>Minimum</u>	<u>Maximum</u>
Retail	50,000 sf	1,700,000 sf
Office	50,000 sf	1,700,000 sf
Hotel	150 rooms	500 rooms
Light Industrial	0 sf	1,700,000 sf
Multi-Family	0 DU's	1097**DU's

\*\*Any increase in DU's above 853 units requires a corresponding reduction in Hotel use and, after 100 Hotel rooms have been traded off for Multi-Family units, Office use may be reduced to reach the maximum allowable Multi-Family units. As of August 31, 2010, 0 hotel rooms have been constructed.

3) Example Exchanges:

Add 50,000 Sq. Ft. Office by reducing Retail  
 $50 \text{ ksf} \div 1.470 = 34.013$ ; reduce Retail by 34,013 sf  
 Add 100 DU's Multi-Family by reducing Office  
 $100 \text{ DU's} \div 2.939 = 34.025$ ; reduce Office 34,025 sf

4) Notwithstanding the minimums and maximums set forth herein, this trip generation matrix may not be used beyond the specifically approved Revised Phase I entitlements set forth in the Revised phasing Schedule (Exhibit B to the Amended and Restated Development Order), until the transportation impacts associated with Phase II have been evaluated as part of a Section 380.06, *Florida Statutes*, analysis which satisfies Section V.B(11) of the Amended and Restated Development Order.



# EXHIBIT E

## LEGAL DESCRIPTION

Part of Section 30, Township 28 South, Range 20 East, Hillsborough County, Florida being described as follows:

From the Northwest corner of said section 30, run thence then N 89°42'18" W., 1109.05 feet, along the North boundary of said section 30 to the Westerly right-of-way line of Faulkenburg and the POINT OF BEGINNING; thence along said Westerly right-of-way line of Faulkenburg Road the following four (4) courses, (1) South, 791.62 feet; (2) thence S 63°48'51" W., 106.67 feet; (3) thence S 61°38'12" E., 700.19 feet; (4) thence South, 245.64 feet, to the intersection of said Westerly right-of-way line with the Westerly Limited Access right-of-way line of the South Cross-town Expressway (S.R. 93A) (I-75); thence along the Westerly, Southerly and Easterly Limited Access right-of-way line of the South Cross-town Expressway (S.R. 93A) (I-75) the following twelve (12) courses, (1) West, 19.82 feet; (2) thence S 63°48'51" W., 366.28 feet to the beginning of a curve to the right; (3) thence Southwesterly, 286.57 feet, along the arc of said curve (having a radius of 207.29 feet, a central angle of 78°39'19", and a chord bearing and distance of S 43°06'30" W., 261.74 feet) to the end of said curve; (4) thence S 82°28'10" W., 247.83 feet to the beginning of a curve to the right; (5) thence Westerly, 493.65 feet, along the arc of said curve (having a radius of 1807.15 feet, a central angle of 24°42'00", and a chord bearing and distance of S 89°49'10" W., 462.38 feet) to the end of said curve; (6) thence N 82°49'50" W., 1200.24 feet; (7) thence N 81°47'27" W., 198.78 feet; (8) thence N 74°43'09" W., 1324.88 feet; (9) thence N 73°43'57" W., 217.64 feet to the beginning of a curve to the right; (10) thence Northwesterly, 211.41 feet, along the arc of said curve (having a radius of 207.29 feet, a central angle 58°59'17", and a chord bearing and distance of N 44°16'18" W., 104.11 feet) to the end of said curve; (11) thence N 14°48'40" W., 610.51 feet; (12) thence N 27°38'20" W., 139.50 feet to the end of said Limited Access right-of-way line, also being the intersection of the South right-of-way line of Mallmark Avenue as placed by CLAIR-HEL CITY, UNIT NO. 34, according to the plat or map thereof, recorded in Plat Book 17, Page 30, Public Records of Hillsborough County, Florida, and the Easterly right-of-way line of U.S. Highway 301 (S.R. 43); thence N 12°27'51" W., 118.96 feet along said Easterly right-of-way line of U.S. Highway 301 (S.R. 43) to the west Northwesterly corner of said CLAIR-HEL CITY, UNIT NO. 34; thence along the Northerly boundary of said CLAIR-HEL CITY, UNIT NO. 34 the following two courses: (1) S 89°41'40" E., 368.74 feet; (2) S 82°44'48" E., 1008.31 feet to the Northeast corner of said CLAIR-HEL CITY, UNIT NO. 34; thence S 89°44'48" E., 170.90 feet along the Easterly extension of the Northerly boundary of said CLAIR-HEL CITY, UNIT NO. 34; thence S 89°42'18" E., 37.82 feet to a point; thence N 00°08'30" W., 1348.66 feet to the North boundary of the Northwest 1/4 of said Section 30; thence S 89°44'13" E., 949.83 feet along the North boundary of the Northwest 1/4 of said Section 30 to the Northwest corner of the Northeast 1/4 of said Section 30; thence S 83°42'18" E., 1334.60 feet along the North boundary of the Northeast 1/4 of said Section 30 to the POINT OF BEGINNING.

AND

Exhibit  
(1 of 2)

From the Northwest corner of the Northeast 1/4 of said Section 30, run thence N. 89°44'13"W., 943.83 feet along the North boundary of the Northwest 1/4 of said Section 30 to the POINT OF BEGINNING; thence S. 00°00'50"E., 13458.46 feet; thence S 89°42'38"W., 39.83 feet; thence N. 89°44'48"W., 170.80 feet to the next Northeast corner of CLAIR-MEL CITY UNIT NO. 34, according to the map or plat thereof as recorded in Plat Book 37, Page 30, Public Records of Hillsborough County, Florida; thence continue S 89°44'48"W., 1008.31 feet along the North boundary of said CLAIR-MEL CITY UNIT NO. 34; thence N. 89°41'40"W., 353.35 feet along said North boundary to the Easterly right-of-way line of U.S. Highway 301 (S.R. 43); thence N. 22°30'03"W., 229.07 feet along said Easterly right-of-way line; thence N. 16°47'23"W., 100.56 feet along said Easterly right-of-way line; thence N. 11°30'03"W., 283.23 feet along said Easterly right-of-way line; thence N. 12°45'0"W., 474.64 feet along said Easterly right-of-way line to its intersection with the West boundary of said Section 30; thence N. 00°04'56"E., 145.39 feet along said West boundary to a point lying 40.30 feet South of the Northwest corner of said Section 30; thence N. 52°13'22"E., 63.72 feet to a point on the North boundary of said Section 30 lying 51.89 feet East of said Northwest corner of Section 30; thence S. 69°44'13"E., 1088.25 feet along the North boundary of said Section 30 to the POINT OF BEGINNING.

Containing a total of 254.272 acres, more or less.

**EXHIBIT F**

**DEVELOPER'S CERTIFICATION**

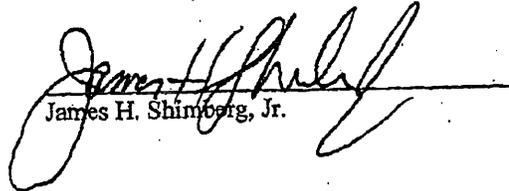
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared James H. Shimberg, Jr., Holland & Knight LLP to me well known, who being first duly sworn, says upon oath as follows:

1. He is the authorized agent for Crosstown Owners LLC, which has filed a Notice of a Proposed Change to a Previously Approved Development of Regional Impact ("Notification" for the Crosstown Center DRI).

2. The aforementioned Notification was filed with Hillsborough County, the Florida Department of Community Affairs, Florida Department of Transportation, and the Tampa Bay Regional Planning Council, as required by law.

  
James H. Shimberg, Jr.

SWORN TO AND SUBSCRIBED BEFORE ME, this 22<sup>nd</sup> day of December, 2010 by James H. Shimberg, Jr., who is personally known to me and did take an oath.

  
Notary Public, State of Florida

My Commission Expires:



## EXHIBIT G

### DEVELOPER COMMITMENTS

#### Air

Fugitive dust emissions will be minimized by limiting soil exposure and open burning, as well as treating exposed soils when necessary. (SR-2, 12-1)

Emissions will be reduced through fugitive dust controls, planting of green areas, and utilization of through streets and centralized parking. (SR-2, 12-1)

#### Land

The master drainage plan for Lake Fair Mall includes three retention lakes that will be designed to effectively treat stormwater and interact with the proposed freshwater marsh system and Delaney Creek in a sound environmental manner. (ADA, 12-7)

#### Soils

The design and construction of a surface water management system and the use of earth to increase building floor elevations will overcome the limitations noted for various soils on the Lake Fair Mall site. (ADA, 14-5)

As erosion control measures, vegetation buffers will be provided or retained along building site boundaries and land clearing and grading activities will be limited as much as possible in terms of land area and time period of soil exposed. (ADA, 14-6)

Soil limitations will be overcome by professional engineering procedures consistent with all local rules and regulations. All excavated materials will either be quickly stored in an adequate location quickly utilized for fill. (SR-2, 12-1)

Littoral shelves shall be utilized to stabilize retention lake shorelines. (SR-2, 12-1)

#### Water

The Lake Fair Mall will be designed and maintained to meet applicable Hillsborough County, FWER, and SWFWMD rules and regulations for surface water quantity and quality. (SR-2, 12-1)

Stormwater retention lakes, berms, grassed swales, sediment trap and basins, discharge structures and inlets with filters and other Best Management Practices will be employed to control surface water quality and quantity requirements. (ADA, 15-17)

#### Wetlands

Approximately 5.9 acres or 45.0% of the existing wetlands on-site will be conserved. (ADA, 16-4)

Wetlands A and H and portions of J and L as outlined on Figure Y6-1 are to be conserved. These wetlands will be the nucleus of the proposed wetland system situated between the retention lake and relocated Delaney Creek. (ADA, 15-4) [Developer clarification: Wetlands other than wetland A will be the nucleus of the proposed wetland system.]

"A mitigation plan will be developed to relocate wetland areas affected by Lake Fair Mall." (SR-1, 3-4)

#### Floodplains

Construction of Lake Fair Mall will be consistent with Hillsborough County flood control requirements and all building floor elevations will be constructed above the 100-year floodplain. (ADA, 17-3)

The developer will cooperate with local emergency management officials in regard to the possible use of buildings on the project site as public hurricane shelters. (SR-2, 12-7)

During hurricane evacuations or other disasters, the developer agrees to cooperate as to the possible use of areas surrounding the buildings for parking which may be needed by public officials. (SR-2, 12-1)

#### Vegetation and Wildlife

Open space and landscape plans will be consistent with local, state and federal rules and regulations and shall incorporate as much native vegetation as such as feasible. (SR-2, 12-1)

#### Archaeological/Historical

Disposition of archaeological/historical resources discovered on-site shall be conducted according to local and state guidelines. (SR-2, 13-1) [Developer clarification: Disposition of resources recovered on-site shall be conducted according to local and state guidelines.]

#### Wastewater

No septic tanks will be used to treat wastewater generated by the Lake Fair Mall. (ADA, 21-1)

#### Solid Waste

There will be no solid waste disposal on-site; a licensed hauling company will be utilized for proper off-site disposal. (SR-2, 12-1)

Hazardous waste and wastewater collection and treatment will comply with local, state and federal rules and regulations. (SR-2, 12-1) [Developer clarification: Lake Fair Mall will meet all applicable, local, state and federal rules and regulations that pertain to hazardous waste and wastewater collection and treatment. (SR-1, 3-7)]

#### Drainage

The proposed drainage system including the retention lakes will be designed to meet applicable FDEP, SWFWMD and Hillsborough County requirements for retention of runoff from the first inch of rainfall. (ADR, 22-2)

The proposed drainage system will be maintained by the Lake Fair Mall owner or a designated organization responsible to the owner. (ADR, 22-7)  
[Developer clarification: Only SWFWMD and Hillsborough County requirements will be met. The proposed wetland system will be designed and constructed so as to maintain a suitable hydroperiod in the wetland system. (SR-2, 12-1)]

#### Water Supply

The internal water supply system will be maintained by the owners or a designated organization responsible to the owner. (ADR, 23-3)

Water-based uses for Retention Lake 3 will comply with local, state and Federal rules and regulations. (SR-2, 12-1)

The irrigation system, including any wells or other water sources, will meet all local, state and Federal rules and regulations. (SR-2, 12-1)

Water saving fixtures shall be utilized. (SR-2, 12-1)

#### ENERGY

Energy conservation techniques that will be employed for the Lake Fair Mall project will involve passive and active mechanisms to minimize energy consumption. (ADR, 25-3)

#### Recreation and Open Space

The recreation and open space areas associated with the Lake Fair Mall will be maintained by the owner, or a designated organization responsible to the owner. (SR-2, 12-1)

#### Economic

The developer agrees to pay all appropriate impact fees generated by Lake Fair Mall, as well as costs for construction, maintenance and operation of on-site facilities. (SR-2, 12-1)

#### Police/Fire

Security will be provided by a security police force with on-site headquarters. Cooperation with regular law enforcement officers is assured. (SR-2, 12-1)



#151  
SENT 7/24/08  
@ 2:03 PM

Chair  
Vice-Mayor Deborah Kynes

Vice-Chair  
Commissioner Bill Dodson

Secretary/Treasurer  
Commissioner Jack Mariano

Executive Director  
Manny Pumariega

July 24, 2008

David Mechanik, Esq.  
Mechanik, Nuccio et al  
305 South Boulevard  
Tampa, FL 33606

**Subject: DRI #151 - Crosstown Center, Three-Year Extension, Hillsborough County**

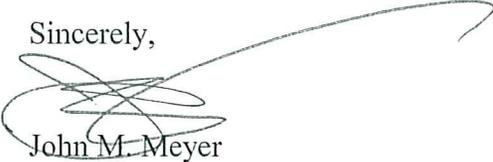
Dear Mr. Mechanik:

The Council previously received your July 23, 2008 correspondence requesting three-year extensions of the buildout and Development Order expiration dates associated with the Crosstown Center DRI made in accordance with changes to Section 380.06(19)(c), F.S.

You have provided sufficient documentation for Tampa Bay Regional Planning Council purposes to substantiate that construction activities were occurring on the Crosstown Center DRI site on July 1, 2007, a pre-requisite for such extension requests. Based on this fact, Council records are being updated to reflect the newly-established buildout and Development Order expiration dates (i.e. December 31, 2017 and December 31, 2022 respectively). **However, please note that this update is for substantial deviation and regional DRI review purposes only.** A formal determination regarding the appropriateness of such extensions must be made by Hillsborough County.

If you should have any questions, please do not hesitate to contact me. Thank you.

Sincerely,



John M. Meyer  
DRI Coordinator

cc: Mr. Whit Duncan, Crescent Resources  
Mr. John Healey, HCP&GM  
Mr. Kent Fast, FDOT  
Mr. Bernard Piawah, FDCA

# MECHANIK NUCCIO HEARNE & WESTER

A PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS AT LAW

305 S. BOULEVARD  
TAMPA, FLORIDA 33606-2150

INTERNET ADDRESS: <http://www.floridalandlaw.com>

WENDOLYN S. BUSCH\*  
ALFRED A. COLBY  
PAMELA JO HATLEY  
FRANK L. HEARNE  
CAROLE T. KIRKWOOD  
DAVID M. MECHANIK  
JOHN B. NEUKAMM  
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\*NORTH TAMPA OFFICE: 18560 N. DALE MABRY HWY.  
LUTZ, FLORIDA 33548-7900  
TEL: (813) 968-1002  
FAX: (813) 968-1502

REPLY TO:  TAMPA  
 NORTH TAMPA

OF COUNSEL:  
RICHARD W. CANDELORA\*

July 23, 2008

**VIA – EMAIL: [healeyj@hillsboroughcounty.org](mailto:healeyj@hillsboroughcounty.org)**

Mr. John Healey  
DRI Coordinator  
Hillsborough County Planning & Growth Management  
601 E. Kennedy Blvd., 20th Floor  
Tampa, FL 33602

**RE: Crosstown Center Development of Regional Impact (#151): Three (3) Year Extension of Phase, Buildout and Expiration Dates Pursuant to Florida House Bill 7203**

Dear John:

House Bill 7203 (Ch. 2007-204), provides that "all phase, buildout, and expiration dates for projects that are developments of regional impact and under active construction on July 1, 2007, are extended for 3 years regardless of any prior extension. The 3-year extension is not a substantial deviation, is not subject to further development-of-regional impact review, and may not be considered when determining whether a subsequent extension is a substantial deviation under this subsection."

This letter constitutes notice pursuant to HB 7203. Development activities within Crosstown Center are ongoing (as of July 1, 2007) and include onsite construction at the Grow Financial Federal Credit Union building within Parcel A. I have attached a copy of Hillsborough County Receipt Nos. R001132320 and R00113231 for payment for sign permits for the site and a site plan with photo and rendering depicting the construction made pursuant to the sign permits.

As such, the phase, buildout and expiration dates for the above referenced DRI have been extended by 3 years, according to the following schedule:

Mr. John Healey  
July 23, 2008  
Page 2 of 2

---

	<b>APPLICABLE DATES PRIOR TO HB 7203</b>	<b>APPLICABLE DATES PURSUANT TO HB 7203</b>
<b>BUILDOUT</b>	December 31, 2014	December 31, 2017
<b>EXPIRATION</b>	December 31, 2019	December 31, 2022

Please add this letter to your file for the Crosstown Center DRI and provide us with written confirmation of the applicability of the three (3) year extension.

Sincerely yours,



David M. Mechanik

/aqp

Enclosures

cc: John Meyer, Tampa Bay Regional Planning Council – via email: johnm@tbrpc.org  
Lud Hodges – via email: glhodges@crescent-resources.com  
Whit Duncan – via email: rwduncan@crescent-resources.com

\*\* PLEASE KEEP THIS RECEIPT FOR YOUR RECORDS OR REFUNDS \*\*



**BUILDING SERVICES DIVISION**

**WARNING TO OWNER:** Your failure to record a Notice of Commencement may result in your paying twice for improvements to your property. If you intend to obtain financing, consult with your lender or an attorney before recording your Notice of Commencement.

In consideration of the granting of the above permit, I do hereby agree that all work performed shall be in accordance with all plans and other information submitted herewith, and said work shall conform with all requirements of applicable Federal, State, and Hillsborough County Codes and Regulations. This permit will be revoked if any misrepresentation or false statement is made on the application or plans on which approval of the permit has been based. Permit shall be void if work is not commenced within six (6) months of permit issuance. Permit is void if structure or use is prohibited by deed restriction, zoning regulation, County ordinance, or general laws of the State of Florida. The mere issuance of this permit creates no vested right in the permittee.

NOTICE: In addition to the requirements of this permit, there may be additional restrictions applicable to this property that may be found in the public records of this county, and there may be additional permits required from other governmental entities such as water management districts, state agencies, or federal agencies.

Signature of Owner/Agent: \_\_\_\_\_ Date: \_\_\_\_\_

Project Number: NSG09939  
 Job Site Address: 9927 DELANEY LAKE DR HBCO  
 Permit Type: NSG  
 Tax Folio No: 072210.0110  
 Owner Name: CRESCENT RESOURCES INC  
 Permit Use: BLDG SIGN/GROW FINANCIAL FCU/SOUTH ELEVATION

Cashier ID: TORRESJ / JTDT  
 Date: 01/31/2007 / 08:52 AM  
 Rcpt No: R001132321  
 SIGN PERMIT  
 Valuation: \$0.00  
 Unit No: 0

Zoning PD  
 Illumination (Y/N) Y  
 Qtr(2)Sec(2)Twp(2)Rge(2) 302920  
 Subdivision Name CROSTOWN CTR  
 Census Tract/Zone 13306 PD  
 Setback 0  
 On Site (Y/N) Y  
 Off Site(Y/N) N  
 Face1/Face2 153  
 Face 3/Face 4 0  
 Total Sq. Ft. 153  
 Decal # 003291  
 Location

TECO Layout Number: N/A

		DESCRIPTION	PAYMENT
		Sign Permits	70.00
		Sign-Electric	35.00
Type	Method	Description	Amount
Payment	Check	4611	105.00

CONTRACTOR: POWELL DANIEL V

ES0000087

R001132320

\*\* PLEASE KEEP THIS RECEIPT FOR YOUR RECORDS OR REFUNDS \*\*



Customer Copy

BUILDING SERVICES DIVISION

WARNING TO OWNER: Your failure to record a Notice of Commencement may result in your paying twice for improvements to your property. If you intend to obtain financing, consult with your lender or an attorney before recording your Notice of Commencement.

In consideration of the granting of the above permit, I do hereby agree that all work performed shall be in accordance with all plans and other information submitted herewith, and said work shall conform with all requirements of applicable Federal, State, and Hillsborough County Codes and Regulations. This permit will be revoked if any misrepresentation or false statement is made on the application or plans on which approval of the permit has been based. Permit shall be void if work is not commenced within six (6) months of permit issuance. Permit is void if structure or use is prohibited by deed restriction, zoning regulation, County ordinance, or general laws of the State of Florida. The mere issuance of this permit creates no vested right in the permittee.

NOTICE: In addition to the requirements of this permit, there may be additional restrictions applicable to this property that may be found in the public records of this county, and there may be additional permits required from other governmental entities such as water management districts, state agencies, or federal agencies.

Signature of Owner/Agent: \_\_\_\_\_ Date: \_\_\_\_\_

Cashier ID: TORRESJ / JTDT  
Date: 01/31/2007 / 08:50 AM  
Rcpt No: R001132320  
SIGN PERMIT  
Valuation: \$0.00

Project Number: NSG09917  
Job Site Address: 9927 DELANEY LAKE DR HBCO  
Permit Type: NSG  
Tax Folio No: 072210.0000  
Owner Name: MACDILL FEDERAL CREDIT UNION  
Permit Use: BLDG SIGN/GROW FINANCIAL FCU/NORTH ELEVATION

Unit No: 0

Zoning PD  
Illumination (Y/N) Y  
Qtr(2)Sec(2)Twp(2)Rge(2) 302920  
Subdivision Name CROSTOWN CTR  
Census Tract/Zone 13306 PD  
Setback 0  
On Site (Y/N) Y  
Off Site(Y/N) N  
Face1/Face2 153  
Face 3/Face 4 0  
Total Sq. Ft. 153  
Decal # 003290  
Location

TECO Layout Number: N/A

		DESCRIPTION	PAYMENT
		Sign Permits	70.00
		Sign-Electric	35.00
Type	Method	Description	Amount
Payment	Check	4611	105.00

CONTRACTOR: POWELL DANIEL V

ES0000087



**SIGN A1: NEW PAN/CHANNEL LETTERS**

Scale: 1/4" = 1' - 0"

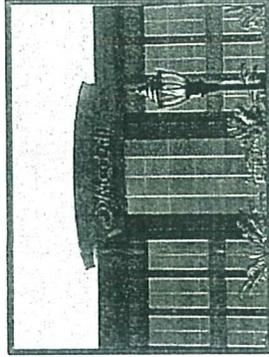
Two sets required, for North and South elevations.

Non-standard size: "grow financial" is same as GR-CL-SLW200 (Linear with enlarged copy)  
 "federal credit union" is custom copy (expanded and re-spaced)

Face-III illuminated channel letters of standard aluminum construction.

- Faces are white plex with white trincap.
- Returns are painted to match PMS 423C Gray.
- White LED illumination. All electrical is UL approved.
- Bridges connecting "do's" to lowercase letters "t", are painted to match building wall color (unfinished concrete).
- Hardware and installation as necessary.

LOGO COLORS:  
 "grow financial" Green: PMS 369c  
 "grow financial" Gray: PMS 423c



Existing Sign - As Is



Conceptual View Of New Faces

Project: Grow Financial  
 Address: 9927 Delany Lake Blvd, Tampa, FL 33618  
 Dwg#: 000006.1 R1  
 Date: 11-21-06  
 By: JDE

Rev. date / notes  
 R1 01-17-07 Changes per TAR. Correct typos/les. Sg

CLIENT APPROVAL:  
 This permit must be signed, dated, and returned to SIGNSTAR  
 Note: Structural changes may require resubmittal to third party and/or  
 state agencies and only after section analysis.  
 APPROVED  APPROVED AS NOTED   
 SIGNATURE: [Signature] DATE: 01/22/07

This drawing is the property of SIGNSTAR  
 and is loaned to you for your use only.  
 SIGNSTAR  
 7720 U.S. Hwy 301 N., Tampa, FL 33637  
 PH: (813) 980 6763 FAX: (813) 980 6657  
 FL State ChL REG00000037



#151

**PAT FRANK**

Clerk of the Circuit Court  
Hillsborough County, Florida



P.O. Box 1110  
Tampa, Florida 33601  
Telephone (813) 276-8100

February 14, 2006

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

Re: Resolution No. R06-026 - Amending the Development Order for Crosstown Center (DRI #151)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on February 7, 2006.

We are providing this original for your files.

Sincerely,

Handwritten signature of Gail M. Letzring in cursive script.

Gail M. Letzring,  
Manager, BOCC Records

md

Attachment

Certified Mail #7002 2410 0001 4265 0747

- cc: Board files (orig.)
- Anne Q. Pollack, Esq., Attorney at Law(orig.ltr.)
- Charles Gauthier, Chief, DCA Bureau of State Planning(orig. ltr.)
- Nancy 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

**PROPOSED  
AMENDED AND RESTATED DEVELOPMENT ORDER**

RESOLUTION NO. R06-026

RESOLUTION OF THE BOARD OF COUNTY  
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA  
ISSUING AN AMENDED AND RESTATED DEVELOPMENT ORDER FOR  
DRI #151 - CROSSTOWN CENTER  
(F/K/A THE GREAT MALL OF TAMPA BAY, F/K/A LAKE FAIR MALL)

[Original Development Order Resolution No. R87-0268, incorporating changes approved in  
Resolution No. R89-0083; Resolution No. R91-0087; Resolution No. R93-0088;  
Resolution No. R95-235; and Resolution No. R97-218]

Upon motion by Commissioner Scott, seconded by Commissioner \_\_\_\_\_  
Hagan, the following Resolution was adopted by a vote of 5 to 2; Commissioner(s)  
Blair and Storms voting "No".

WHEREAS, on August 31, 1987, the Board of County Commissioners approved a Development Order for the LAKE FAIR MALL Development of Regional Impact ("DRI") #151 through Resolution No. R87-0268 (hereinafter referred to as the "Original Development Order"); and

WHEREAS, on April 11, 1989, the Board of County Commissioners adopted Resolution No. R89-0083 which amended the Original Development Order by, among other things, incorporating an additional 59.4 (+/-) acre parcel; approving a Revised Master Development Plan; decreasing the leasable regional mall area by 25,000 square feet; approving an additional access point on U.S. 301; and incorporating the letter from Kimley-Horn and Associates, dated March 23, 1989, attached hereto as Exhibit "A", which provides representations regarding site-related improvements to U.S. Highway 301 in conjunction with the two driveway access points which the Developer agrees to honor, unless those representations are changed by mutual agreement between Developer and the Florida Department of Transportation (hereinafter referred to as the "First Amendment"); and

WHEREAS, on May 7, 1991, the Board of County Commissioners adopted Resolution No. R91-0087, which amended the Original Development Order, as amended, by extending the Phase I buildout date of the development by two (2) years, eleven (11) months and fifteen (15) days to December 15, 1993 and the Phase II buildout date of the development by two (2) years, eleven (11) months and fifteen (15) days to December 15, 1996 (hereinafter referred to as the "Second Amendment"); and

WHEREAS, on July 19, 1991, the State of Florida Department of Community Affairs ("DCA") appealed Resolution No. R91-0087 (the "Appeal"); and

WHEREAS, the Appeal by DCA was settled pursuant to the Settlement Agreement executed by DCA on April 22, 1993, and approved by the Board of County Commissioners, on May 11, 1993, and was formally dismissed by the State of Florida Land and Water Adjudicatory Commission on June 22, 1993; and

WHEREAS, on April 27, 1993, the Board of County Commissioners adopted Resolution No. R93-0088, which amended the Original Development Order, as amended, by extending the Phase I buildout date of the development by two (2) years to December 15, 1995 and the Phase II buildout date of the development by two (2) years to December 15, 1998; extending the expiration date of the Original Development Order, as amended, to September 1, 1998; extending the date before which the development shall not be subject to downzoning or intensity reduction to September 1, 1998; extending the design and permitting deadlines of the transportation improvements; and additional changes in order to settle the Appeal filed by the State of Florida Department of Community Affairs of R91-0087 (hereinafter referred to as the "Third Amendment"); and

WHEREAS, on October 24, 1995, the Board of County Commissioners adopted Resolution No. R95-235, which amended the Original Development Order, as amended, for THE GREAT MALL OF TAMPA BAY (f/k/a LAKE FAIR MALL) DRI #151, by extending the Phase I buildout date of the development by one (1) year and eleven (11) months to November 15, 1997 and the Phase II buildout date of the development by one (1) year and eleven (11) months to November 15, 2000; extending the expiration date of the Original Development Order, as amended, to August 1, 2002; extending the date before which the development shall not be subject to downzoning or intensity reduction to August 1, 2002; and extending the permitting and design deadlines for Falkenburg Road and U.S. Highway 301 by two (2) years (hereinafter referred to as the "Fourth Amendment"); and

WHEREAS, on September 9, 1997, the Board of County Commissioners adopted Resolution No. R97-218, which amended the Original Development Order, as amended, for the CROSSTOWN CENTER (f/k/a THE GREAT MALL OF TAMPA BAY, f/k/a LAKE FAIR MALL) DRI #151, by consolidating development phases; extending the construction completion date of the Falkenburg Road Improvement; incorporating a revised Equivalency Matrix; incorporating the Revised Master Plan/Revised Map H, dated June 1997; extending the buildout date of the development to December 31, 2004; extending the termination date of the Development Order, as amended, to December 31, 2009; extending the date before which the development shall not be subject to downzoning or intensity reduction to December 31, 2004; correcting referencing errors contained in the First Amendment and the Fourth Amendment; correcting a typographical error in the First Amendment; and increasing retail leasable square footage (hereinafter referred to as the Fifth Amendment) (hereinafter the Original Development Order, as amended by the First Amendment, Second Amendment, Third Amendment, Fourth Amendment and Fifth Amendment shall collectively be referred to as the "Development Order"); and

WHEREAS, on April 26, 2004, Crescent Resources LLC, the successor developer of the CROSSTOWN CENTER DRI (hereinafter referred to as the "Developer"), submitted a Notification of Proposed Change to a Previously Approved Development of Regional Impact (DRI) Section 380.06(19), Florida Statutes, for the CROSSTOWN CENTER DRI; and

WHEREAS, on September 17, 2004, the Applicant filed a supplemental response to agency comments (the Notification of Proposed Change and supplemental responses are hereinafter collectively referred to as the "Notice of Change"); and

WHEREAS, the Notice of Change proposed to extend the buildout date of the development by ten (10) years to December 31, 2014; incorporate a revised phasing schedule, attached hereto as Exhibit "B"; extend the termination date of the Development Order by ten (10) years to December 31, 2019; extend the date before which the development shall not be subject to downzoning or intensity reduction by ten (10) years to December 31, 2014; increase the residential maximum to 853 units; incorporate a revised Equivalency Matrix, attached hereto as Exhibit "C"; and incorporate the Revised Master Plan/Revised Map H, dated November 2004, attached hereto as Exhibit "D" (hereinafter all proposed modifications to the Development Order, as set forth in the Notice of Change, shall be referred to as the "Proposed Changes"); and

WHEREAS, the Proposed Changes shall constitute the Sixth Amendment to the Original Development Order; and

WHEREAS, the Original Development Order, as amended by the First Amendment, Second Amendment, Third Amendment, Fourth Amendment, Fifth Amendment and Sixth Amendment is restated in its entirety in this Amended and Restated Development Order (hereinafter referred to as the "Amended and Restated Development Order"); and

WHEREAS, the CROSSTOWN CENTER DRI lies within the unincorporated area of Hillsborough County; and

WHEREAS, the Hillsborough County 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 the Notice of Change and amend the Development Order; and

WHEREAS, the Board of County Commissioners has reviewed and considered the Notice of Change, as well as all related testimony and evidence submitted by the Developer concerning the Proposed Changes; and

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

WHEREAS, all interested parties and members of the public have been afforded an opportunity to be heard at the public hearing on the proposed Sixth Amendment before the Board of County Commissioners; and

WHEREAS, the Board of County Commissioners held a duly noticed public hearing on consideration of the Sixth Amendment to the Development Order and has reviewed and considered the Notice of Change, as well as all testimony and evidence submitted by the Developer, reviewing agencies, and members of the general public; and

WHEREAS, Section 380.06, Florida Statutes, requires that a development order be amended to reflect the Board of County Commissioners' approval of changes to the approved development order.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA, IN REGULAR MEETING ASSEMBLED THIS 7TH DAY OF FEBRUARY, 2006, AS FOLLOWS:

#### I. FINDINGS OF FACT

- A. Crescent Resources LLC (hereinafter referred to as the "Developer") submitted the Notice of Change to Hillsborough County, which proposed to extend the buildout date of the development by ten (10) years to December 31, 2014; incorporate a revised phasing schedule, attached hereto as Exhibit "B"; extend the termination date of the Development Order by ten (10) years to December 31, 2019; extend the date before which the development shall not be subject to downzoning or intensity reduction by ten (10) years to December 31, 2014; increase the residential maximum to 853 units; incorporate a revised Equivalency Matrix, attached hereto as Exhibit "C"; and incorporate the Revised Master Plan/Revised Map H, dated November 2004, attached hereto as Exhibit "D" (hereinafter all proposed modifications as set forth in the Notice of Change shall be referred to as the "Proposed Changes").
- B. The real property which is the subject of the Application is legally described as set forth in Exhibit "E".
- C. Hillsborough County, the Tampa Bay Regional Planning Council and the Florida Department of Community Affairs have conducted a review of the impacts of the Proposed Changes.
- D. The Proposed Changes approved herein do not result in any new or additional regional impacts.

## II. CONCLUSIONS OF LAW

- A. Approval of the Proposed Changes, together with all previous amendments to the Original Development Order, does not create a reasonable likelihood of additional impacts, or any type of regional impacts not previously reviewed by the Tampa Bay Regional Planning Council. Therefore, the proposed Sixth Amendment to the Development Order does not constitute a “substantial deviation” from the Development Order, pursuant to Section 380.06, Florida Statutes.
- B. All applicable statutory and regulatory procedures have been adhered to.
- C. The Proposed Changes are consistent with the Future of Hillsborough County Comprehensive Plan, and the development approved in the Development Order, as amended herein, does not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.
- D. Nothing contained in this Amended and Restated Development Order shall limit or modify the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes.
- E. The Developer’s Affidavit of Certification, attached hereto as Exhibit “F”, affirms that a copy of the Notice of Change has been delivered to all persons as required by law.
- F. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.
- G. Within thirty (30) days after adoption, a certified copy of this Resolution, together with all exhibits hereto, 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 other recipients in accordance with Section 380.06, Florida Statutes.

## III. ORDER

That, having made the above findings of fact and conclusions of law, it is ordered that the Development Order, together with the First Amendment, Second Amendment, Third Amendment, Fourth Amendment and Fifth Amendment, is hereby amended to extend the buildout date of the development by ten (10) years to December 31, 2014; incorporate a revised phasing schedule, attached hereto as Exhibit “B”; extend the termination date of the Development Order by ten (10) years to December 31, 2019; extend the date before which the development shall not be subject to downzoning or intensity reduction by ten (10) years to December 31, 2014; increase the residential maximum to 853 units; incorporate a revised Equivalency Matrix, attached hereto as Exhibit “C”; and incorporate the Revised Master

Plan/Revised Map H, dated November 2004, attached hereto as Exhibit "D"; and is restated in its entirety. Accordingly, the Development Order, together with the First Amendment, Second Amendment, Third Amendment, Fourth Amendment and Fifth Amendment, is further amended to incorporate the Revised Phasing Schedule, attached hereto as Exhibit "B," the Revised Equivalency Matrix, attached hereto as Exhibit "C", and the Revised Master Plan/Revised Map H, dated November 2004, attached hereto as Exhibit "D".

#### IV. GENERAL PROVISIONS

- A. This resolution shall constitute the Amended and Restated Development Order of Hillsborough County in response to the Notice of Change.
- B. The legal description set forth in Exhibit "E" is hereby incorporated into and by reference made a part of this Amended and Restated Development Order.
- C. All provisions contained within the Application for Development Approval for the CROSSTOWN CENTER (f/k/a The Great Mall of Tampa Bay f/k/a Lake Fair Mall) Development of Regional Impact and Sufficiency Responses (the "ADA") 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.
- 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 his 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 include any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of government or governmental agency.
- 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 Section 380.06, Florida Statutes, or this Amended and Restated Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to the issuance of this Amended and Restated Development Order, 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 within the CROSSTOWN CENTER DRI, the Developer may transfer any or all of his 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, which approval shall not be unreasonably withheld, and, upon approval, will be responsible to provide maintenance as required in this Amended and Restated Development Order.
- I. Development activity constituting a substantial deviation from the terms or conditions of this Amended and Restated Development Order as defined by the criteria of Subsection 380.06(19)(b), Florida Statutes, 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 Hillsborough County and the Tampa Bay Regional Planning Council, shall result in further Development of Regional Impact review pursuant to Section 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, as amended, and appropriate rules and regulations. The report shall be submitted on Florida Department of Community Affairs Form BLWM-07-85, as amended. Such report shall be due on August 31 (the anniversary of the effective date of the Original Development Order) for each following 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 Department of Planning and Growth Management which 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. 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(es) of any heir, assignee or successor in interest 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, regulations 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 in accordance with Section 380.06, Florida Statutes.

## V. SPECIFIC CONDITIONS

### A. Phasing Schedule and Deadlines

1. The Revised Phasing Schedule, attached as Exhibit "B", is incorporated herein by reference and made a part hereof.

*(substituted: Resolution Nos. R89-0083, R91-0087, R93-0088, R95-235, R97-218, R06-026)*

2. The Development has been divided into Revised Phase I and Revised Phase II. A phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase. Revised Phase II of the Development is subject to further DRI review pursuant to condition V.B.11 of this Amended and Restated Development Order, and development under Revised Phase II shall require submission of a Notice of Proposed Change and a transportation analysis pursuant to Section 380.06, Florida Statutes. Development of Revised Phases I and Revised Phases II may occur anywhere on the site.

*(amended: Resolution No. R06- 026 . This Development originally contained two phases. Original Phases I and II were combined into a single phase by Resolution No. R97-218).*

3. If the Developer elects to amend the proposed phasing schedule, it shall submit said amendments to the Department of Planning and Growth Management for review and approval, as required by law, which approval shall not be withheld for mere acceleration or deceleration of phases if the terms of this Amended and Restated Development Order are otherwise fully complied with. Any significant departure in project buildout from the phasing schedule set forth in the Revised Phasing Schedule, attached hereto as Exhibit B shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.
4. Excess infrastructure capacity constructed to serve Revised Phase I that will potentially serve Revised Phase II shall be at the Developer's risk and shall not vest later phase development rights.

*(amended: Resolution No. R06- 026)*

5. The physical development of CROSSTOWN CENTER has commenced.

*(amended: Resolution No. R06- 026)*

6. This Amended and Restated Development Order shall remain in effect for a period up to and including December 31, 2019. No development shall be approved after expiration of the Amended and Restated Development Order. Any development activity for which plans have been approved by the County prior to the expiration date of this Amended and Restated Development Order may be completed in accordance with the requirement of the Amended and Restated Development Order. 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 of this Amended and Restated Development Order.

*(amended: Resolution Nos. R93-0088, R95-235, R97-218, R06-026)*

7. The development shall not be subject to downzoning, or intensity reduction until December 31, 2014, 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.

*(amended: Resolution Nos. R93-0088, R95-235, R97-218, R06-~~026~~*

8. Thirty days prior to the selection of a land use trade-off under the Equivalency Matrix, the Developer shall notify the Department of Community Affairs (DCA) and the Tampa Bay Regional Planning Council (TBRPC) of said selection and shall also provide DCA, TBRPC and Hillsborough County with cumulative land use totals and remaining allowable quantities in the subsequent annual report for the Development. No additional approval of a particular land use trade-off is required pursuant to this provision, so long as the desired trade-off is consistent with the formula set for the in the Equivalency Matrix. The 30 day advance notice requirement shall not preclude the submission of construction plans or other permit applications for review by the County, provided that no approvals shall be issued until the desired trade-off has been verified as consistent with the formula set forth in the Equivalency Matrix.

*(added: Resolution No. R97-218; substituted: Resolution No. R06- 026 )*

B. Transportation

1. A transportation improvements plan and schedule for the Falkenburg Road, U.S. Highway 301 area, in cooperation with the Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC), the Tampa 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 commenced within one year of issuance of construction permits and be completed prior to issuance of building permits. In lieu thereof, issuance of a development order approving an areawide DRI including the project site shall satisfy this requirement. The parameters for this interim 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 roadways to be constructed within the study area.

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

The I-75 Corridor Study currently underway by the Hillsborough County City-County Planning Commission and the Brandon Area Transportation Study may fulfill part or all of these requirements.

*(amended: Resolution No. R06- 026 . This condition has been satisfied by the completion and adoption of the I-75 Corridor Study by the Hillsborough County Board of County Commissioners.)*

- 2. An annual monitoring program for the total CROSSTOWN CENTER DRI, which will record driveway volumes in the evening peak hour, shall be started when certificates of occupancy have been issued for 400,000 square feet of retail space, (or the equivalent thereof in terms of trip generation) and continue until build-out. If the driveway volumes exceed more than 15 percent of those projected for peak hour in each phase , a substantial deviation determination shall be required. If the variance is determined to be a substantial deviation, a revised transportation analysis, will be required 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.

*(amended: Resolution R06- 026 )*

- 3. When any subphase of development within the Development is submitted for preliminary commercial site plan approval or subdivision plat approval, the

Developer shall provide to Hillsborough County a transportation analysis based upon data, assumptions and methodology agreed to by Hillsborough County that demonstrates that the project's driveways at US Highway 301 at Delaney Creek Boulevard, Falkenburg Road at Delaney Creek Boulevard and Falkenburg Road at Delaney Lake Drive operate at an acceptable level of service in both the AM and PM peak hour with the addition of the proposed development. If the analysis demonstrates that the project's driveways are operating at an unacceptable level of service, the applicant will be responsible for the construction of the necessary improvements to allow the driveways to operate at an acceptable level of service as a condition of site plan approval or subdivision plat approval.

The Developer shall be responsible for the cost associated with the design, right of way, drainage, permitting and construction of the improvements. The final design and construction plans shall be approved by the Planning and Growth Management Department.

*(amended: Resolution No. R06 - 026)*

4. The Developer, at its option, shall select one of the following alternatives to mitigate the project's transportation.
  - a. Option 1
    - (1) Prior to approval of Phase I of the development, acquire funding commitments from responsible entities for the roadway improvements indicated in Table 1 and Table 2. Without funding commitments for these improvements, construction permits shall not be issued. Where stipulated, the Developer shall provide the improvements.
    - (2) Prior to approval of Phase II of the development, acquire funding commitments from the responsible entities for the roadway improvements indicated in Table 3. Without funding commitments for these improvements, construction permits shall not be issued for Phase II.
    - (3) Alternatively, the Developer may sub-phase the project, whereby specific amounts of project development are approved on condition that specific regional roadway improvements are provided on conditions that the following conditions exist:

- (a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically approved.
  - (b) Funding commitments for roadway improvements shall be required when the regional roadway operates below an average daily LOS C, D at peak hour and the development contributes 5 percent or more of the average daily LOS C, D at peak hour capacity of the existing facility or such higher percentage as may be applicable upon designation of the project are as an Activity Center pursuant to the Regional Planning Council's adopted growth policy, Future of the Region.
  - (c) A stop order shall be issued before development takes place which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments have not been assured. A new analysis and/or monitoring may also be required in this instance.
- (4) The Developer shall submit for approval by TBRPC, Hillsborough County, the Tampa Urban Area MPO, Florida Department of Transportation (FDOT), the Hillsborough Area Transit Authority (HART), a plan of transportation systems management (TSM) measures to be instituted and implemented for each project phase. The plan shall provide for sufficient TSM measures to divert a significant percentage of total peak hour trips away from the peak traffic hours projected in the ADA. The plan shall be submitted to the reviewing agencies within one year of issuance of the Development Order and shall address the following at minimum:
1. Worker flex time.
  2. Worker ridesharing strategies.
  3. Provision of transit and service facilities and programs to increase transit ridership.
  4. High Occupancy Vehicle Options.

If Developer desires the opportunity to seek credit against transportation impact fees for any lowering of traffic impacts resulting from TSM measures, each annual report for this development after the issuance of certificates of occupancy for Phase I 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. The results of the TSM study may serve as a basis for the Developer to request Development Order amendments.

Table 1. Intersection Improvements Needed for Phase I (1990)

Intersection	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
FALKENBURG ROAD at Broadway Avenue	F	8.6	Add one EB right-turn lane, one NB left-turn lane and one SB left-turn lane
BUFFALO AVENUE at Orient Road	F	6.9	Add one EB left-turn lane and one WB left-turn lane
PALM RIVER ROAD at 78 <sup>th</sup> Street	F	18.7	Add one EB left-turn lane, one WB left-turn lane, and one EB right-turn lane
S.R. 60 at Falkenburg Road	F	37.6	Add one NB right-turn lane and one WB left-turn lane
S.R. 60 at I-75	F	100.00	Redesign southbound Right Turn

S.R. 60 at U.S. 301	F	10.5	Add one WB left-turn lane
U.S. 301 at Site Drive	N/A	100.0	Signalize and lengthen existing through lanes
FALKENBURG ROAD at North Site Drive	N/A	100.0	Signalization
FALKENBURG ROAD at South Site Drive	N/A	100.0	Signalization

Table 2. Link Improvements Needed for Phase I (1990)

Roadway Link	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
FALKENBURG ROAD S.R. 60 to Broadway	F	8.6	Add one NB and one SB through to existing two
Palm River Road to Crosstown Expressway	N/A	N/A	Construct new four-lane divided Arterial
S.R. 60 I-75 to Lakewood Drive	F	10.6	Add one EB and one WB through to existing four
Lakewood Dr. to Kings Ave.	F	5.3	Add two EB and two WB through to existing four

U.S. 301 S.R. 60 to Site Entrance	F	10.5	Add one NB and one SB through to existing four
KINGS AVENUE Oakfield to S.R. 60	F	6.9	Add one NB and one SB through to existing two
LAKWOOD DRIVE Oakfield Dr. to S.R. 60	F	9.7	Add one NB and one SB through to existing two

Table 3. Intersection Improvements Needed for Phase II (1993)

Intersection	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
LUMSDEN ROAD at Bryan Road  turn lane	F	7.3	Signalization Add one EB right-
PALM RIVER ROAD at 50 <sup>th</sup> St.	F	5.5	Add one EB right-turn lane
S.R. 60 at 78 <sup>th</sup> St.	E	5.5	Add NB left-turn lane

S.R. 60  
at 50<sup>th</sup> St.

E

5.3

Convert SB  
right-turn lane  
to shared SB  
through and  
right-turn lane

b. Option 2

In the event that commitments for transportation improvements are only adequate to permit partial approval by Hillsborough County of the CROSSTOWN CENTER development, the capacity and loading of transportation facilities in the central Hillsborough County transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors in any subsequent approvals. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area Transportation Study (TUATS), MPO, and FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, 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 indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways and intersections at a satisfactory average daily Level of Service C, and a peak hour level of service D. Both the traffic counts and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices. Prior to any specific approval beyond the initial partial approval, the County or its designee shall ensure in written findings of fact that the above roadways and intersections are operating at or above an average daily Level of Service C, and a peak hour level of service D, and that the expected trips to be generated by such approval would not cause the roadways to operate below an average daily Level of Service C, and D at peak hour.

c. Option 3

*(The Developer has elected Option 3 to mitigate transportation impacts.)*

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out herein. The requirements of Option 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of the projects on regionally significant transportation highway facilities within the primary impact area. The approval of this mitigation/curing mechanism is based upon the project's impact on transportation facilities, the substantial public

benefit to be gained by accelerating the design, construction and use of a major public facility, and its consistency with the TBRPC and DCA policies regarding pipelining transportation impacts.

- (1) The Developer shall design and construct the extension of Falkenburg Road as a 4 lane divided roadway from its existing intersection with the Crosstown Expressway north to Palm River Road. Said design shall also include left turn lanes as required to meet County standards at the Falkenburg/Palm River Road intersection.

*(THIS CONDITION HAS BEEN SATISFIED. The extension of Falkenburg Road as a 4 lane divided roadway from its existing intersection with the Crosstown Expressway north to Palm River Road has been completed with left turn lanes which meet Hillsborough County standards at the Falkenburg/Palm River Road intersection.)*

- (2) The Developer shall design and construct the widening of U.S. 301 from the site entrance north to the intersection of U.S. 301 and State Road 60. U.S. 301 shall be widened from a 4 lane divided to a 6 lane divided roadway.

*(THIS CONDITION HAS BEEN SATISFIED. The widening of U.S. 301 from the site entrance north to the intersection of U.S. 301 and State Road 60 from a 4 lane divided to a 6 lane divided roadway has been completed.)*

- (3) The design work required under paragraphs c.(1) and (2) above shall be referred to herein as the "Required Design" and the improvements required under paragraphs c.(1) and (2) above shall be referred to as the "Required Improvements". The "Required Design" for Falkenburg Road shall be completed and approved and all required governmental permits secured no later than October 7, 1996 (the "Completion Date"). The Developer shall submit to the Director of the Capital Projects Department quarterly status reports on the Developer's design and permitting activities. The first quarterly status report on the design and permitting activities on the Falkenburg Road shall be due no later than ninety (90) days after the effective date of this Resolution. The first quarterly status report shall include a detailed schedule of design and permitting milestones which, if met, will result in completion of the Required Design for Falkenburg Road and permitting activities by the date set forth above. Each subsequent quarterly report shall indicate whether the Required Design for Falkenburg Road and permitting activities are on schedule or

behind schedule. Each quarterly report, after the initial report, shall be received by the County's Director of the Capital Projects Department within ninety (90) calendar days from the due date of the previously submitted report. If either the Required Design for Falkenburg Road or the permitting activities are behind schedule, the quarterly status report shall provide a thorough explanation of the reasons for falling behind schedule and the steps taken by the Developer to get back on the original schedule. If the required design for Falkenburg Road and permitting activities are more than six (6) months behind schedule, a Notice of Proposed Change shall be submitted by the Developer and the Development Order shall be amended to reflect the changes.

No later than sixty (60) days prior to the Completion Date for the Required Design set forth above (or any extension thereto approved by the Board of County Commissioners of Hillsborough County in an amended order) the Developer shall provide written notification to the County Administrator of Hillsborough County, the Tampa Bay Regional Planning Council and the Department of Community Affairs of its intention to proceed with and complete the construction of the Required Improvements for Falkenburg Road in accordance with the schedule provided for or the decision of the Developer to pay to the County the costs for the Required Improvements pursuant to Subsection B.3.c.(6) in lieu of constructing the Required Improvements itself, subject to County approval (the "Notification Date"). If on or before the Notification Date, the Developer chooses not to construct or pay the County for the construction of the Required Improvements for Falkenburg Road, then the Developer shall notify, in writing, the Board of County Commissioners, the Tampa Bay Regional Planning Council and Department of Community Affairs of its election of Option 1 or Option 2 to mitigate the project's transportation impacts.

If on or before the Notification Date the Developer notifies the County of its election to construct Falkenburg Road, but has not completed the Required Design and commenced construction of the Required Improvements on or before June 7, 1997, then the Developer shall be deemed to have forfeited all rights, duties, and obligations of the Developer pursuant to Option 3 of this Development Order unless prior to June 7, 1997 the Developer pays to the County the costs of the Required Improvements pursuant to the terms hereof in lieu of constructing the Required Improvements.

While the development is proceeding under Option 3 with the Required Design of the Required Improvements, no permits shall be issued unless the Phase or sub-Phase meets the requirements of Option 1 or Option 2 of Subsection V.B.3 of the Development Order. Once the Developer pays or begins construction of the Required Improvements in accordance with the schedule, the additional requirement of meeting Option 1 or Option 2 prior to obtaining further permits shall terminate.

The Developer's failure to comply with the conditions or time frames of this section or the Developer's decision not to construct the Required Improvements shall be deemed by Hillsborough County to be the Developer's election to forfeit all rights, duties and obligations of the Developer pursuant to Option 3 of this Development Order.

In the event that either (a) the Developer has not completed the Required Design for Falkenburg Road and obtained the governmental permits necessary to construct the Required Improvements for Falkenburg Road on or before the Completion Date set forth above; or (b) has notified the Board of County Commissioners of Hillsborough County, the Tampa Bay Regional Planning Council and Department of Community Affairs of its decision not to construct the Required Improvements for Falkenburg Road, the Developer, at no cost or expense to Hillsborough County, shall deliver all documentation including, but not limited to, all plans, drawings, specifications, studies, surveys, permits, and reports related to the Required Design or permitting of Falkenburg Road and Required Improvements for Falkenburg Road to the County Engineer. This delivery shall take place on either: (i) the Notification Date if the Developer notifies the County of its decision not to construct the Required Improvements; or (ii) June 7, 1997, in the event that the Developer has been unable to complete the Required Design and to commence the Required Improvements on or before June 7, 1997.

Subject to the availability of funds as specified in Subsection 3.c.(4) of this Section V, the Required Design for U.S. 301 shall be completed on or before May 1, 1998 and shall be subject to the same conditions placed upon the Required Design for Falkenburg Road as set forth herein, with the exception of the time for submittal of the first quarterly report. The first quarterly

report related to the design and permitting of U.S. 301 shall be submitted to the Florida Department of Transportation, Hillsborough County Director of Capital Projects, Department of Community Affairs, and Tampa Bay Regional Planning Council for review on or before February 1, 1996. The provisions of this Subsection shall take precedence over any other provision of this Development Order.

*(THIS CONDITION HAS BEEN SATISFIED. The Required Design for Falkenberg Road and U.S. 301 has been completed and the Required Improvements have been completed.)*

- (4) The Required Design shall be prepared in a manner normally used in Hillsborough County roadway projects and in accordance with Hillsborough County Standards and the Florida Department of Transportation's Plans Preparation Manual and Standards for Construction. The design period shall include a fourteen (14) day review period by the County (for Falkenburg Road improvements) and FDOT (for U.S. 301 improvements) of all plans at 30%, 60%, 90% and 100% of completion. Upon receipt of FDOT's acceptance of 100% of U.S. 301 plans, the Developer shall notify FDOT of the proposed construction schedule and initiate the appropriate agreements acceptable to FDOT to construct the U.S. 301 improvements, to the extent funds are available. In addition, the Developer shall inform FDOT of the amount of money, if any, remaining from the Falkenburg Road improvements as soon as the amount can be determined. If sufficient funds are not available to complete a reasonable capacity improvement project on U.S. 301, then the Department and the Developer will determine the appropriate course of action to be taken to enable the Department to utilize the remaining funds.

*(amended: Resolution No. R89-0088. THIS CONDITION HAS BEEN SATISFIED. The Required Design and Required Improvements have been completed.)*

- (5) Subject to acts of God or other occurrences beyond Developer's control, unless extended by the County Engineer as a result of unavoidable permitting delay, the Developer shall expeditiously commence the construction of the Required Improvements upon approval of the Required Design by FDOT (for U.S. 301 improvements) and the Hillsborough County Engineering Department and shall complete such construction on or before 12

months after said approvals for U.S. 301 improvements and by October 31, 1998 for the Falkenburg Road Improvement. To ensure that the Required Improvements are completed at the earliest possible time, upon written request to the directors of the Real Estate and Planning and Growth Management Departments, Hillsborough County shall, within a reasonable time after receipt of said request, assist the Developer when required in obtaining all necessary permits, approvals and utility relocations, off-site construction easements and rights-of-way necessary to complete said improvements, including the initiation and prosecution of eminent domain proceedings with usage of the supplemental proceedings under Chapter 74, Fla. Stat., to acquire land for drainage facilities. The Developer shall assist the County in obtaining all information necessary to file and pursue such action. The Developer agrees to advance all costs and expenses necessary to file and pursue any action initiated by the County hereunder, including reasonable attorney's fees and expert witness fees, and to advance all funds needed to purchase the necessary land and property taken, including, but not limited to, severance damages, business damages, special damages, and costs to cure. The County agrees to file and pursue such action and purchase the necessary right-of-way with funds advanced by the Developer and only to the extent covered by such funds. Upon completion of the Required Improvements substantially in accordance with the Required Design, Hillsborough County shall accept the Required Improvements and shall assume full responsibility for their maintenance except for those under the jurisdiction of the FDOT. No Certificates of Occupancy in excess of 300,000 square feet of office space, or the equivalent thereof under the Equivalency Matrix, shall be issued until the Falkenburg Road Improvement is substantially complete.

*(amended: Resolution Nos. R89-0083, R97-218. THIS CONDITION HAS BEEN SATISFIED. The Required Improvements for Falkenberg Road and U.S. 301 have been completed.)*

- (6) In lieu of the requirements under paragraphs B.3.c.(1 - 5) above, the Developer may elect to pay Hillsborough County, subject to the County's approval, the total costs for the aforesaid Required Design and the Required Improvements, which, for purposes of this Development Order, shall be \$3,051,000 (the "Required Improvement Costs"), to be adjusted for cumulative inflation or deflation from August 1987 to the date of contribution of the Required Improvement Costs using the (composite) Price Trend

Index for Florida Highway Construction (Composite Fiscal Year) published by the State of Florida Department of Transportation State Estimates Engineer (the "Price Trend Index"). If the Developer has made any reasonable and necessary expenditures in connection with design and/or construction of the Required Improvements, which are eligible for impact fee credits under applicable County ordinances, including, but not limited to, land acquisition costs, prior to payment of the Required Improvement Costs in accordance with this paragraph and provides the County Engineer with itemized proof of the expenditures, the Required Improvements Costs shall be reduced by allowance of a credit for such expenditures, which credit shall be adjusted for increases in the Price Trend Index as follows: the credit for each expenditure shall be a sum equal to the product of the expenditure and the percentage increase, if any, in the Price Trend Index for the Fiscal Year in which the final payment of the Required Improvements Costs was paid over the Price Trend Index for the Fiscal Year in which the payment of the expenditure was paid. The determination as to whether expenditures made by the Developer in connection with the design, land acquisition, other pre-construction costs and construction costs for the Required Improvements are reasonable and necessary shall be determined jointly by the County Engineer and the Developer's transportation consultant (the "Transportation Consultant"). A traffic engineer employed by the State of Florida Department of Transportation ("DOT"), with experience in Florida road construction shall have the right to review any construction costs expended by the Developer in constructing the Required Improvements, and may make recommendations to the County Engineer as to whether such costs are reasonable and necessary. The intent of this paragraph is to enable the Developer to meet its obligations to fully mitigate the traffic impacts of the project under the law by paying the stated sums, which exceed Developer's fair share of the costs of the improvements identified in Tables 1, 2 and 3 of this Development Order, in lieu of constructing the identified improvements if, for reasons beyond the Developer's control, it becomes impractical or impossible for the Developer to complete said improvements within the parameters defined herein.

*(substituted: Resolution Nos. R93-0088, R95-235. THIS CONDITION HAS BEEN SATISFIED. The Required Improvements for Falkenberg Road and U.S. 301 have been completed.)*

- (7) If the County accepts payments under this section, it shall use such monies to design and construct the Required Improvements. If it is not practical to complete the Required Improvements, the County may elect to use such monies to construct one or more other improvements which meet the requirements of the Department of Community Affairs Transportation Policy Rule and Section 19.8.14, Future of the Region (1987), and this Development Order shall be amended to identify the improvements to be constructed. The County shall complete said improvements within the time frames established in paragraphs B.3.c.(3) and (5), subject to delay for conditions or occurrences beyond the County's control as referenced in paragraph B.3.c.(5).

*(THIS CONDITION HAS BEEN SATISFIED. The Required Improvements have been completed.)*

- (8) Should the Developer fail to substantially comply with the time frames listed herein, the County shall have the right to complete the Required Design or construction of the Required Improvements.

*(THIS CONDITION HAS BEEN SATISFIED. The Required Design and Required Improvements have been completed.)*

- (9) Development activities and issuance of permits shall immediately cease if the Required Design and Required Improvements or the payment of the Required Improvements Costs as described herein are not provided by the Developer in accordance with the requirements of paragraphs B.3.c.(1) - (8), above.

*(THIS CONDITION HAS BEEN SATISFIED. The Required Design and Required Improvements have been completed.)*

- (10) If the Developer determines that it will not be able to substantially complete the Required Design and the Required Improvements for the Required Improvements Costs, the Developer may satisfy its obligations under this Option 3 by constructing other improvements approved by Hillsborough County that are consistent with Section 19.8.14, Future of the Region (1987), and the Department of Community Affairs

Transportation Policy Rule, that have a value equivalent to the Required Improvements Costs.

*(THIS CONDITION HAS BEEN SATISFIED. The Required Design and Required Improvements have been completed.)*

- (11) If, as provided for herein, alternate improvements are substituted for those defined as the Required Improvements in this Option 3, this Development Order shall be amended in accordance with applicable laws to identify said alternate improvements and to establish a schedule for their completion consistent with the requirements of this Development Order.

*(THIS CONDITION HAS BEEN SATISFIED. The Required Improvements have been completed.)*

5. The Developer shall receive credit against impact fees, pursuant to law. The application and payment of impact fees in itself will not constitute funding commitments for the required right-of-way dedications and transportation improvements. Any difference between the Required Improvements Costs and the sum of the costs of the Required Design and the Required Improvements (the "Difference") shall be paid in cash prior to the issuance of the final Certificate of Occupancy for the project, provided that the Developer may elect to make other improvements of a value equivalent to the Difference, subject to approval by the Hillsborough County Engineering Department. The Developer's completion of the Required Design and Required Improvements and payment of the Difference, or completion of other improvements in lieu of the Difference as provided for herein, shall be deemed to fully and completely satisfy any and all of its obligations under the law to mitigate the traffic impacts of the CROSSTOWN CENTER project.

6. Driveway radii onto U.S. 301 and Falkenburg Road shall be a minimum of 40 feet in size to accommodate single unit vehicles.

*(THIS CONDITION HAS BEEN SATISFIED. Driveway radii onto U.S. 301 and Falkenburg Road are a minimum of 40 feet in size.)*

7. A pedestrian circulation system and a bicycle circulation system shall be provided within the project. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System

into CROSSTOWN CENTER. No detailed site plans shall be approved which do not indicate these systems.

*(THIS CONDITION HAS BEEN SATISFIED. A pedestrian circulation system and a bicycle circulation system have been provided.)*

8. The platted right-of-way, Hallmark Avenue, which is maintained by the County for a length of 21 hundredth of a mile, shall not be vacated along this maintained length unless access via this right-of-way to U.S. 301 is secured for the land north of and abutting the right of way. The purpose of this condition is to avoid the need for an additional median opening on U.S. 301 north of the project.
9. Pending the completion of the special FDOT study of I-75, FDOT desires to maintain a level of service (LOS) C peak hour on the I-75 interchange ramps to avoid prejudicing the study's recommendations. No additional lanes, new interchanges, or modifications of existing interchanges (other than the installation of dual left turn receiving lanes or other minor geometric changes for the purpose of improving traffic service on intersecting roadways) to the I-75 system will be approved prior to the completion of this special study.

If, during the study period, the LOS C peak hour threshold will be exceeded on the ramps of the I-75/S.R. 60 interchange, the Developer may, at its expense, utilize ramp metering or other improvements acceptable to FDOT to preserve the LOS C peak hour service level. Building permits will not be issued if ramp metering or such other improvements (which can be demonstrated by means of a new traffic analysis to maintain level of service "C" peak hours) are not permitted by the Federal Highway Administration and said alternative improvements are not approved and funded prior to the commencement of construction.

If, after an evaluation of such an Operational Analysis, the review by the County and FDOT indicates that the LOS C peak hour threshold will be exceeded for any ramp of the I-75/S.R. 60 interchange as a result of the Development's traffic prior to the submission of the next Operational Analysis, and the Development's traffic contributes more than five percent (5%) to the traffic volume, the County will determine whether to continue issuing building permits and will notify the Developer of this determination in writing. If the LOS C peak hour threshold is projected to be exceeded for the ramps prior to submission of the next Operational Analysis, the Developer shall have the opportunity to submit evidence to both the County and FDOT to demonstrate that Development traffic, as identified in an Operational Analysis, does not contribute more than five percent to the ramps' traffic volume, or evidence as to improvements that will mitigate the project's impacts, under either of which conditions the County shall not, by reason of this Section cease the issuing of building permits for the Development.

This condition shall be in effect for the duration of the FDOT study period or for twenty four months from the date of issuance of this Amended and Restated Development Order, whichever is earlier.

*(amended: Resolution No. R89-0083; corrected: Resolution No. 97-218; amended: Resolution No. R06- 026 )*

*(THIS CONDITION HAS EXPIRED. This condition was only to remain in effect for 24 months from the issuance of the Original Development Order.)*

10. As a condition of this Amended and Restated Development Order, the Developer agrees to honor those representations contained in the letter attached hereto as Exhibit "A" and incorporated herein by reference. The representations contained in Exhibit "A" are associated with site-related improvements to U.S. 301 in conjunction with the two driveway access points. The Developer and the Florida Department of Transportation by mutual agreement may change the representations contained in Exhibit "A" without requiring an amendment to the Amended and Restated Development Order.

*(This condition was added by Resolution No. R89-0083, and was incorporated into the language of this Amended and Restated Development Order by Resolution No. R06- 026 )*

11. The Developer has satisfied the transportation mitigation requirements for Revised Phase I of the Amended and Restated Development Order through the construction of the Required Improvements. The transportation impacts associated with Revised Phase II will be evaluated as part of a Section 380.06, *Florida Statutes* analysis. Revised Phase I mitigation credits shall not be considered in said Revised Phase II analysis or any future changes in development.

*(amended: Resolution No. R06 - 026 )*

C. Air Quality

1. If any proposed change is determined to be a substantial deviation, Hillsborough County shall determine whether the nature of the proposed change(s) is such that it would require a re-analysis of the air quality impacts of this project or if such proposed change includes uses which are determined to be point sources of air pollution. If a re-analysis is warranted as determined by Hillsborough County, the Developer shall perform point source air quality analyses and the Developer shall take remedial measures as required by Hillsborough County, all in accordance with applicable law.

2. The measures to reduce erosion, fugitive dust and air emission stated on pages 13-4 and 14-6 of the ADA shall be required.

D. Stormwater Management and Water Quality

1. In order to protect water quality, there shall be no degradation of water quality standards from stormwater exiting the site. The Developers shall comply with all Department of Environmental Protection (DEP) and South West Florida Water Management District (SWFWMD) permitting requirements and specifically with Chapters 62-301, 62-302, and 62-520, F.A.C. Any violation of Chapters 62-301 or 62-520, Florida Administrative Code (F.A.C.) shall require corrective measures as set forth by DEP.

*(amended: Resolution No. R06-~~026~~)*

2. Prior to the issuance of any building permits the Final Drainage Plan and drainage calculations shall be submitted to TBRPC and DEP for review and to Hillsborough County and SWFWMD for approval. The drainage system shall be designed to meet all applicable Hillsborough County and SWFWMD regulations. The County drainage criteria in existence at the time of construction shall be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria is more restrictive.

*(amended: Resolution No. R06-~~026~~. THIS CONDITION HAS BEEN SATISFIED. A drainage plan and drainage calculations have been submitted to the appropriate agencies.)*

3. Due to the "volume sensitive" nature of Delaney Creek, the drainage design for CROSSTOWN CENTER must satisfy the following criteria from the 1986 Delaney Creek Stormwater Master Plan. E5-7 and E5-8 by Ghioto, Sinjhofen and Associates, Inc.:
  - a. Compensating storage must be provided for any encroachment into the 100-year flood plain.
  - b. The peak rate of discharge resulting from the 100-year 24-hour storm under post-development conditions must not exceed the pre-development peak rate of runoff from the 10-year 24-hour storm.
  - c. The volume of runoff discharged from the 100-year 24-hour storm under post development conditions must not exceed that amount of runoff produced from the development 100-year 24-hour storm.

4. If reorientation of Delaney Creek is deemed necessary, excavation activity will include the creation of a littoral shelf on one side of Delaney Creek in accordance with the requirements of those agencies issuing permits for such activity.
5. Stormwater detention/retention pond design requirements for the development shall be as listed below unless otherwise approved by the Hillsborough County Environmental Protection Commission and the Hillsborough County Drainage Engineer:
  - a. The side slopes shall be no greater than 4:1.
  - b. The banks shall be completely vegetated to the design low water elevation.
  - c. The sides and the bottom of each pond shall not be constructed of impervious material.
6. The Developer shall give all necessary drainage easements or rights-of-way as required by the County's Stormwater Division of Public Works Department, in accordance with applicable regulations, prior to Master Drainage Plan approval.
7. In order to protect water quality the Developer shall implement a vacuum street cleaning program for the parking and roadway areas within the development.
8. No habitable structures shall be allowed in the designated 25-year floodplain unless provisions are made to compensate for reduction in natural storage area caused by the development.

E. Wetlands

1. In order to protect the natural values of preserved/conserved wetland areas, the following shall be required:
  - a. Except as otherwise permitted by agencies having jurisdiction:
    - (1) No hydroperiod alteration shall be permitted in conservation or preservation areas identified on the Master Development Plan.
    - (2) No dredging, filling or development activities will be allowed within preservation areas. Activities within the conservation areas shall be limited to approved stormwater management outfall structures and boardwalks.
    - (3) The proposed retention/detention wetland systems shall be designed, constructed, and maintained pursuant to the guidelines of the

Stormwater and Lake System Maintenance and Design Guidelines  
(TBRPC, 1978).

2. A mitigation plan for all displaced wetlands will be developed and implemented prior to or in conjunction with development in areas being disturbed. All mitigation areas and littoral shelves shall be monitored in accordance with the requirements of the agency or agencies issuing the permit for such mitigation.

*(THIS CONDITION HAS BEEN SATISFIED. A mitigation plan has been developed and implemented and monitoring continues.)*

3. All wetland losses shall require a minimum of 1:1 in-kind wetland replacement.
4. 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 mitigation measures shall be employed by the Developer in cooperation with the Florida Game and Fresh Water Fish Commission.
5. The land use designations for those portions of the CROSSTOWN CENTER site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region, Section 2.701 and 2.702 shall be as designated on the revised General Development Plan submitted to Hillsborough County.

*(THIS CONDITION HAS BEEN SATISFIED. Land use designations for those portions of the site which meet the definition of preservation and conservation areas have been designated on the revised General Development Plan.)*

F. Public Facilities

1. Prior to detailed site plan approval 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 water supply, supply lines, and facilities to service the project. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction.
2. Prior to detailed site plan approval of the development, the Developer shall ensure the provision of fire flows acceptable to Hillsborough County. The installation of a sprinkler system, fire hydrants or fire plan shall be options to ensure the provision of acceptable fire flows. No Zoning Compliance Permits shall be approved without verification from the Hillsborough County Fire Department that sufficient

firefighting facilities/manpower/equipment required to serve the project are available.

3. Prior to issuance of detailed site plan approval of the development, the Developer shall provide documentation to the Department of Planning and Growth Management a master plan for wastewater collection, treatment and effluent disposal facilities approved and permitted by the Utilities Department or other applicable entity. No Zoning Compliance Permits shall be issued without a commitment from Hillsborough County or other responsible entity to provide wastewater disposal capacity for the building(s) that are the subject of such application.
4. Any on-site wastewater treatment or disposal plant constructed to serve the project shall require a substantial deviation determination pursuant to F.S. 380.06(19), as amended.
5. Prior to issuance of detailed site plan approval of the development, the Developer shall verify to the satisfaction of Hillsborough County that adequate Emergency Management Services capabilities and facilities are available to service the development.
6. The Developer shall be required to provide for recovered wastewater disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water and Wastewater Utilities take-back policy in effect prior to detailed site plan approval.
7. The Developer shall use non-potable water for landscape and open space irrigation unless otherwise approved by Hillsborough County.
8. The collection, transportation and disposal of solid waste is controlled by Hillsborough County ordinance and shall take place in accordance with the terms of said ordinance.

(amended: Resolution No. R06- 026 )

G. Hazardous Waste

1. Prior to the issuance of Zoning Compliance Permits, the Developer shall, if not in conflict with Hillsborough County plans and policies, and only as required to accommodate hazardous waste generators in the project (if any) provide separate hazardous waste storage areas within the project. These areas shall be accessible to all businesses and shall be marked and/or colored so as to clearly distinguish the areas intended for hazardous wastes and materials. (Hazardous wastes are those substances and materials defined in F.S. 403.703(21), F.S., and listed in Title 40 CFR Part 261), as amended.

2. The Developer shall, notify in writing, all project businesses of the location of the specially-designated hazardous waste and materials containers.
3. Surface impoundments of hazardous waste, hazardous waste piles, land treatment of hazardous waste, landfills and underground storage of hazardous materials shall be prohibited.
4. Large quantity generators of hazardous substances as defined by applicable Federal and State regulations, shall implement a site-specific surficial aquifer monitoring program as required by Hillsborough County, Hillsborough County Environmental Protection Commission (EPC) and DEP. An emergency response and hazardous waste management operation plan shall be required for those facilities which generate/handle hazardous wastes, to minimize hazards to human health and the environment. The plans shall describe the procedures and actions required of facility personnel as well as the duties of local EMS/fire and police departments and hospitals. The plan shall be included in the first annual report following occupancy within the park.
5. All temporary hazardous waste storage facilities shall meet applicable federal, state and local laws, rules and regulations, and where appropriate the criteria set forth in Sections 3.913(a), (d) and (e), TBRPC's Future of the Region.
6. Small quantity generators as defined by applicable Federal and State regulations, should obtain United State Environmental Protection Agency (USEPA) identification numbers.
7. The Developer, through restrictive lease agreements or covenants, shall advise tenants and purchasers that any hazardous waste-must be transported and disposed of in a manner consistent with applicable laws and regulations.

#### H. Hurricane Evacuation

1. The Developer shall coordinate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, as to the feasibility of designating buildings within the CROSSTOWN CENTER development as public hurricane evacuation centers to shelter the residents of vulnerable areas. A report on the outcome of these discussions shall be submitted in the first annual report prior to issuances of Certificates of Occupancy for the project.

#### I. Energy Conservation

1. The energy conservation measures referenced in page 25-3 of the ADA shall be complied with by the Developer. The following energy conservation measures shall

also be encouraged by the Developer or his assigns: for the office, service center, research and development and commercial components of CROSSTOWN CENTER:

- a. The institution 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 system.
- 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 the project's facilities.

J. Equal Opportunity

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

K. General

1. The discovery of any historical or archaeological resources shall be reported to Hillsborough County and the disposition of such resources shall be determined in cooperation with the Division of Historical Resources and Hillsborough County.
2. Any approval of the CROSSTOWN CENTER development shall at minimum, satisfy the provisions of F.S. 380.06(15), as amended.
3. All of the final Developer's commitments set forth in the ADA, and as summarized in Attachment 1 to the Original Development Order entitled "Developer Commitments" shall be honored, except as they may be superceded by specific terms of the Amended and Restated Development Order.
4. That portion of the property zoned R-3MH as shown on Figure 12-1, page 12-8 of the ADA, shall be restricted to use as open space until such time as it is rezoned. Rezoning of this parcel to an industrial or commercial district shall permit it to be

used for detention/retention as shown on the Master Plan for the project (Map H). The property has been rezoned in accordance with the above condition.

*(amended: Resolution No. R97-218, R06-026)*

5. Within 45 days of the issuance of this Development Order the Developer shall enter into a construction contract with the County, which, at minimum, shall incorporate the following terms and conditions:
  1. The Developer shall cause its contractor to provide insurance of the types and in amounts reasonably acceptable to the County;
  2. The Developer will direct its Contractor's attention to the fact that all applicable Federal and applicable State laws, municipal and County ordinances apply and all applicable rules and regulations of all authorities having jurisdiction over any part of the project apply;
  3. Prior to final completion, Developer will promptly, without cost to County, and as specified by County, either correct any defective work or remove and replace it with non-defective work;
  4. If defective work is not corrected or replaced per County's instructions, the County may, after giving thirty (30) days notice to Developer, correct or replace the work itself and any direct or indirect costs shall be paid by Developer; provided that if, during the 30 day period, the Developer has commenced and is proceeding with bona fide curative measures, then the County shall not correct or replace such defective work until the Developer's curative acts are completed.
  5. If County decides to accept defective work, there shall be an appropriate reduction in the amount of impact fee off-sets awarded to Developer, or Developer will pay to compensate for the defect;
  6. Developer shall require its contractor to warrant and guarantee for a period of two (2) years following final completion that all material and equipment shall be new, unless otherwise specified and that all work will be of good quality, free from faults and defects and in accordance with Contract Documents reviewed and approved by County;
  7. The Developer shall require its contractor to include the County as a party that may enforce all warranties and guarantees;
  8. Until the end of the two year warranty period, any work the County determines to be faulty, unsatisfactory or non-conforming to the Contract

Documents shall be considered defective and the Developer must, within a reasonable time upon notice from the County, cure the defect and if it fails to do so, the County may either do it at the County's expense, and deduct the costs from off-sets due the Developer, or accept it as defective work, and deduct the costs from impact fee off-sets due the Developer. The County's remedies hereunder are supplemental to any remedy provided by the warranty bond. The construction contract shall provide procedures to allow the Developer to contest decisions of the County under the Contract.

9. The Developer shall require its contractor to provide a warranty bond which insures its performance of the above warranties.
10. Developer shall require its contractor to execute performance and payment bonds on forms provided by County as security for the contractor's faithful performance and payment of all its obligations. The bonds shall each be for one hundred percent (100%) of the contractor's contract price, as such price may be amended by change order and the County shall be a co-obligee of the bonds;
11. Developer shall indemnify and hold harmless the County, its employees, and agents from all liabilities arising from or resulting from the construction;
12. Developer shall provide an estimated cost of work prior to construction and will submit documentation for cost changes that shall be subject to review and approval by the County before impact fee off-sets are provided for additional costs;
13. Developer shall certify the availability of all land necessary for construction, including any and all easements, rights-of-way for access, and such other lands as are designated to be necessary for construction of the project. Any additional costs incurred because construction started before all land ownership and easement issues were resolved shall be borne by Developer and will not be considered for impact fee off-sets.

*(substituted: Resolution No. R97-218. THIS CONDITION HAS BEEN SATISFIED.)*

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 7, 2006, as same appears of record in Minute Book 357 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 14th day of February, 2006.

PAT FRANK, CLERK



By: Meredith K. Drip  
Deputy Clerk

APPROVED BY COUNTY ATTORNEY  
BY: [Signature]  
Approved as to Form and Legal Sufficiency

CROSSTOWN CENTER DRI  
AMENDED AND RESTATED DEVELOPMENT ORDER  
LIST OF EXHIBITS

- Exhibit A Letter from Kimley-Horn
- Exhibit B Revised Phasing Schedule
- Exhibit C Equivalency Matrix
- Exhibit D Revised Map H, Dated November 2004
- Exhibit E Legal Description
- Exhibit F Developer's Certification
- Exhibit G Developer's Commitments from Original Development Order

## EXHIBIT A

**Kimley-Horn and Associates, Inc.** 601 South Boulevard, Tampa, Florida 33606 • (813) 254-0915  
West Palm Beach, Tampa, Orlando, Ft. Lauderdale, Miami, Palm City,  
Raleigh, Durham, Charlotte, Nashville, Dallas, Austin, Phoenix

March 23, 1989  
6606.02

Mr. Rick Adair  
Florida Department of Transportation  
1300 N. Westshore  
Suite 201  
Tampa, Florida 33609

Re: Lake Fair Mall

Dear Mr. Adair:

This letter represents the final understanding between Florida Department of Transportation (FDOT) and L.J. Hooker Development Corp. regarding the driveway access points for Lake Fair Mall on US 301.

To summarize the major points of agreement:

- o The developer's proposed roadway/driveway geometry provides an acceptable level of service at project buildout in 1993 on US 301.
- o The developer's proposed roadway/driveway geometry is acceptable to the FDOT with the following provisions:
  1. At the main site entrance, the design is to include dual southbound left-turn lanes leading into the site.
  2. At the north site entrance, the design is to include a single southbound left-turn lane into the site. The median is to be of adequate width to accommodate a second southbound left-turn lane if dual left-turn lanes at this intersection are determined by the FDOT to be necessary in the future.
- o The eastbound Crosstown Expressway to northbound U.S. 301 movement may require dual left-turn lanes in the future; however, this improvement is not a requirement of the Driveway/Roadway Alteration Permit.

Mr. Rick Adair

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- o A traffic responsive signal system on U.S. 301 from Palm River Road to Causeway Boulevard, inclusive, will be a FDOT condition of receiving a Driveway/Roadway Alteration Permit.

To enable FDOT to ascertain compliance with US 301 conditions for the two site access points, the developer shall submit to FDOT an annual LOS operational analysis.

An analysis from the first signalized intersection south of the Crosstown Expressway on US 301 to Palm River Drive will be conducted. Intersections to be studied are:

- o US 301/Causeway (or first intersection south of Crosstown Expressway)
- o US 301/Crosstown Expressway, eastbound
- o US 301/Crosstown Expressway, westbound
- o US 301/Main Site Access Point
- o US 301/North Site Drive
- o US 301/Palm River Drive

The analysis shall be conducted once a year through full approved project buildout or expiration of the development order, whichever occurs first. Each annual monitoring report shall analyze the conditions existing at that time and conditions projected for the following year. The analysis shall be conducted using generally accepted traffic engineering principles. The analysis will:

- o Determine if safety deficiencies or capacity limitations are existing or are projected to occur prior to the submission date of the next monitoring report at any of the intersections in the study area which are caused by Lake Fair Mall traffic.
- o Determine the PM (AM) Peak Hour level-of-service for through traffic traveling on US 301 through the study area.

If a determination is made in the monitoring report that the US 301 through traffic is not or is projected within one year to not operate at a Level of Service "D" Peak hour or better, or that operational (safety) deficiencies exist, or are projected to occur within one year then the contribution of the Lake Fair Mall project to the inadequate conditions will be determined for the affected areas. If improvements are necessary due to other developments including the Lake Fair Mall DRI, then the monitoring report will identify what the improvements need to be and what the Lake Fair Mall DRI's proportionate share costs are to undertake the improvements. The Lake Fair Mall DRI will be responsible for paying its costs to the Department. If the identified improvements are necessary solely due to the Lake Fair Mall DRI, then the developer shall pay for the total costs required to undertake the improvements as reasonably determined by the Department.

Mr. Rick Adair

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The annual monitoring analysis will include:

1. Traffic counts at each intersection defined in the study limits. Traffic counts will be PM peak hours turning movement counts if the uses within the Lake Fair Mall site generate the highest peak hour demand during this time period. Otherwise, AM peak hour counts will be taken if counts taken at the US 301 entrances indicate that this is the highest traffic generation time period for the site. Included in the traffic counts will be observations of existing queues at the intersections, for movements which present a safety problem or contribute to inadequate through capacity deficiencies.
2. The through traffic volumes existing at the time of the yearly monitoring shall be analyzed using the PASSER II progression analysis program or the TRANSYT-7F traffic simulation model.
3. Existing PM (AM) through and turning volumes are to be documented. Results of the computer simulations are to be part of the monitoring report. Any existing PM (AM) through movement deficiencies created by the Lake Fair Mall DRI's US 301 site entrances with recommendations to correct the deficiencies are to be included in the monitoring report.
4. Estimated growth of existing traffic volumes will include consideration of the most recent available FDOT data for US 301 in or near the study area. Background traffic volumes will be increased to reflect one year's traffic growth using acceptable projection techniques. Estimated increases in Lake Fair Mall DRI traffic will include land uses within the project which are anticipated to be occupied within one year. Traffic for new land uses within the project site will be estimated using the methodology contained in the most current edition of the Institute of Transportation Engineer's Trip Generation. New project traffic will be added to the background traffic to yield the traffic to be analyzed in the monitoring report.
5. The analysis conducted for existing traffic conditions in the monitoring report will also be conducted for the conditions projected in the following year. If capacity or safety improvement needs are projected to be necessary in the analysis, then the Lake Fair Mall DRI will undertake the same steps as previously discussed with respect to the correction of existing deficiencies.

**Kimley-Horn**

Mr. Rick Adair  
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6. The first monitoring report will be due one year following the date of approval of either or both US 301 driveway entrances as indicated on the permit application issued by the Department.

Very truly yours,

**KIMLEY-HORN AND ASSOCIATES, INC.**

*William T. Stone for:*

William T. Stone, P.E.  
Office Manager

WTS/dba

cc: Maurice Blakeman  
Tony Tramel  
Denny Richard  
Scott Steady

**EXHIBIT B  
TO AMENDED AND RESTATED DEVELOPMENT ORDER**

**REVISED PHASING SCHEDULE**

A. Phasing Schedule and Deadlines

1. Subject to the conditions set forth within the Development Order, including, but not limited to, Subsection B.3.c.(3) of Section V, the development of the project shall proceed in accordance with the following table:\*

Years	Use	Amount
Revised Phase I (Buildout December 31, 2014)	Multi-Family (Apartment, Townhouse)	853 density units
	Office (gross sq. ft.)	1,000,000
	Hotel	300 rooms
Revised Phase II	Office (gross sq. ft.)	550,000
	Retail (gross sq. ft)	345,000
Total Project		853 density units 1,550,000 gross sq. ft. office 300 hotel rooms 345,000 gross sq. ft. retail

\* Land use totals may vary in accordance with the Equivalency Matrix attached hereto as Exhibit "C."

**EXHIBIT " C "**  
**Crosstown Center NOPC**  
*Proposed Trip Equivalency Matrix (Updated: January 2006)*

		Convert From				
		Apartment	Townhouse	Hotel	Office	Retail
Convert To	Apartment		0.850	0.948	2.939	4.320
	Townhouse	1.176		1.115	3.457	5.080
	Hotel	1.055	0.897		3.100	4.556
	Office	0.340	0.289	0.323		1.470
	Retail	0.231	0.197	0.220	0.680	
	Light Industrial	0.495	0.421	0.469	1.455	2.138

1) The proposed trip generation matrix reflects the newly proposed land development program, and the corresponding updated trip generation. Specifically, the trip generation rates have been updated from the 5<sup>th</sup> Edition of the Trip Generation Handbook to the most current 7<sup>th</sup> Edition. Furthermore, the base land uses for the basis of conversion are now as follows:

<u>Land Use</u>	<u>Size</u>
Retail (Shopping Mall, General Retail)	345,000 sf
Office (Office Complex, General Office)	1,550,000 sf
Multi-Family (Apartment, Townhouse)*	853 DU's
Hotel	300 rooms

\* As of year 2004, 453 apartment DU's have been constructed.

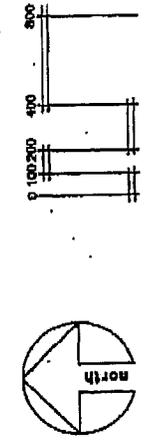
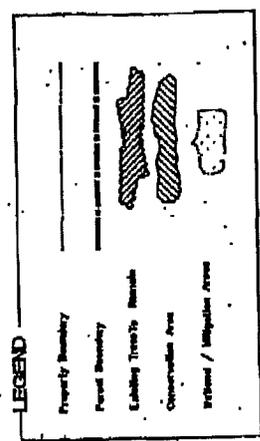
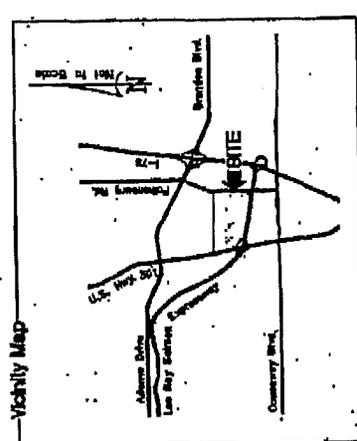
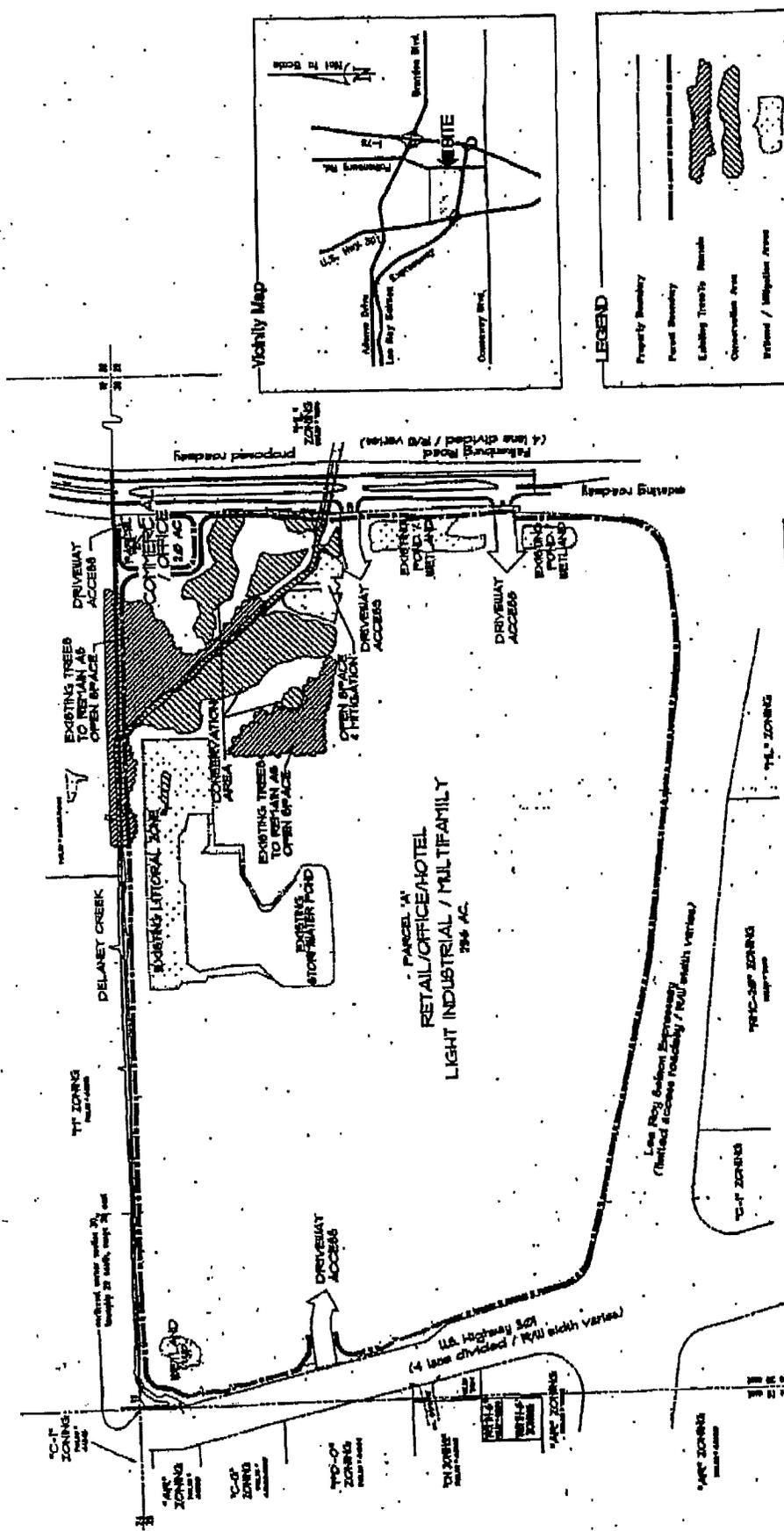
2) Land use exchanges are based on net external two-way p.m. peak hour project traffic. Use of this matrix shall be limited to the following minimums and maximums to ensure that impacts for transportation, water, wastewater, solid waste, and affordable housing are not exceeded.

<u>Land Use</u>	<u>Minimum</u>	<u>Maximum</u>
Retail	50,000 sf	1,700,000 sf
Office	50,000 sf	1,700,000 sf
Hotel	150 rooms	500 rooms
Light Industrial	0 sf	1,700,000 sf
Multi-Family	0 DU's	853 DU's

3) Example Exchanges:

Add 50,000 Sq. Ft. Office by reducing Retail  
 $50 \text{ ksf} \div 1.470 = 34.013$ ; reduce Retail by 34,013 sf  
 Add 100 DU's Multi-Family by reducing Office  
 $100 \text{ DU's} \div 2.939 = 34.025$ ; reduce Office by 34,025 sf

4) Notwithstanding the minimums and maximums set forth herein, this trip generation matrix may not be used beyond the specifically approved Revised Phase 1 entitlements set forth in the Revised Phasing Schedule (Exhibit B to the Amended and Restated Development Order), until the transportation impacts associated with Phase II have been evaluated as part of a Section 380.06, *Florida Statutes*, analysis which satisfies Section V.B(11) of the Amended and Restated Development Order.



PROJECT BUILDOUT**	REGIONAL MALL (\$4.50)	RETAIL (\$4.50)	OFFICE (US\$ 10)	HOTEL (Rooms)	RESIDENTIAL (R/F units)
Revised Phase I (Buildout December 31, 2013) PROPOSED	0	0	1,000,000	300 rooms	833.00
Revised Phase II (Buildout December 31, 2013) PROPOSED	0	345,000	250,000	0	0
TOTAL PROPOSED	0	345,000	1,550,000	300 rooms	833.00

REVISED MAP H

RECEIVED

DEC 02 2005

PLANNING & DEVELOPMENT

revised master development plan

date: november 2004

\* PHASE II IS CONCEPTUALLY APPROVED. SPECIFIC APPROVAL REQUIRES A NOTICE OF PROPOSED CHANGE AND A TRANSPORTATION ANALYSIS PURSUANT TO SECTION 161.06, FLORIDA STATUTES.

\*\* LAND USES, SIZES AND ADDITIONAL LAND USES MAY BE DEVELOPED IN ACCORDANCE WITH THE EQUIVALENCY MATRIX SET FORTH IN THE DEVELOPMENT ORDER.

04 1006

EXHIBIT "D"

# EXHIBIT E

## LEGAL DESCRIPTION

Part of Section 30, Township 29 South, Range 20 East, Hillsborough County, Florida being described as follows:

From the Northeast corner of said Section 30, run thence then N 89°42'38" W., 1109.06 feet, along the North boundary of said Section 30 to the Westerly right-of-way line of Faulkenburg and the POINT OF BEGINNING; thence along said Westerly right-of-way line of Faulkenburg Road the following four (4) courses, (1) South, 791.62 feet; (2) thence S 03°48'51" W., 300.67 feet; (3) thence S 01°38'12" E., 700.29 feet; (4) thence South, 265.68 feet, to the intersection of said Westerly right-of-way line with the Westerly Limited Access right-of-way line of the South Crosstown Expressway (S.R. 93A) (I-75); thence along the Westerly, Southerly and Easterly Limited Access right-of-way line of the South Crosstown Expressway (S.R. 93A) (I-75) the following twelve (12) courses, (1) West, 29.82 feet; (2) thence S 03°48'51" W., 566.26 feet to the beginning of a curve to the right; (3) thence Southwesterly, 284.57 feet, along the arc of said curve (having a radius of 207.29 feet, a central angle of 78°39'19", and a chord bearing and distance of S 43°08'30" W., 262.74 feet) to the end of said curve; (4) thence S 82°28'10" W., 247.93 feet to the beginning of a curve to the right; (5) thence Westerly, 463.65 feet, along the arc of said curve (having a radius of 1807.15 feet, a central angle of 14°42'00", and a chord bearing and distance of S 89°49'10" W., 462.38 feet) to the end of said curve; (6) thence N 82°49'50" W., 1200.24 feet; (7) thence N 81°47'27" W., 196.78 feet; (8) thence N 76°45'09" W., 1324.88 feet; (9) thence N 73°45'57" W., 227.64 feet to the beginning of a curve to the right; (10) thence Northwesterly, 213.41 feet, along the arc of said curve (having a radius of 207.29 feet, a central angle 58°59'17", and a chord bearing and distance of N 44°16'18" W., 204.11 feet) to the end of said curve; (11) thence N 14°46'40" W., 630.51 feet; (12) thence N 37°18'20" W., 139.50 feet to the end of said Limited Access right-of-way line, also being the intersection of the South right-of-way line of Hallmark Avenue as platted by CLAIR-MEL CITY, UNIT NO. 54, according to the plat or map thereof, recorded in Plat Book 37, Page 50, Public Records of Hillsborough County, Florida and the Easterly right-of-way line of U.S. Highway 301 (S.R. 43); thence N 12°27'51" W., 118.96 feet along said Easterly right-of-way line of U.S. Highway 301 (S.R. 43) to the most Northwesterly corner of said CLAIR-MEL CITY, UNIT NO. 54; thence along the Northerly boundary of said CLAIR-MEL CITY, UNIT NO. 54 the following two courses: (1) S 89°41'40" E., 568.74 feet; (2) S 89°44'48" E., 1008.31 feet to the Northeast corner of said CLAIR-MEL CITY, UNIT NO. 54; thence S 89°44'48" E., 170.80 feet along the Easterly extension of the Northerly boundary of said CLAIR-MEL CITY, UNIT NO. 54; thence S 89°42'38" E., 39.85 feet to a point; thence N 00°08'50" W., 1340.46 feet to the North boundary of the Northwest 1/4 of said Section 30; thence S 89°44'13" E., 943.83 feet along the North boundary of the Northwest 1/4 of said Section 30 to the Northwest corner of the Northeast 1/4 of said Section 30; thence S 89°42'38" E., 1534.60 feet along the North boundary of the Northeast 1/4 of said Section 30 to the POINT OF BEGINNING.

AND

Exhibit  
(1 of 2)

From the Northwest corner of the Northeast 1/4 of said Section 30, run thence N. 89°44'13"W., 943.83 feet along the North boundary of the Northwest 1/4 of said Section 30 to the POINT OF BEGINNING; thence S. 00°08'50"E., 13450.46 feet; thence 89°42'38"W., 39.85 feet; thence N.89°44'48"W., 170.80 feet to the most Northeast corner of CLAIR-MEL CITY UNIT NO. 54, according to the map or plat thereof as recorded in Plat Book 37, Page 50, Public Records of Hillsborough County, Florida; thence continue 89°44'48"W., 1008.31 feet along the North boundary of said CLAIRE-MEL CITY UNIT NO. 54; thence N.89°41'40"W., 553.36 feet along said North boundary to the Easterly right-of-way line of U.S. Highway 301 (S.R. 43); thence N.12°30'05"W., 229.07 feet along said Easterly right-of-way line; thence N.16°47'23"W., 200.56 feet along said Easterly right-of-way line; thence N.12°30'05"W., 283.23 feet along said Easterly right-of-way line; thence N.12°45"W., 474.64 feet along said Easterly right-of-way line to its intersection with the West boundary of said Section 309; thence N.00°04'56"E., 145.39 feet along said West boundary to a point lying 40.50 feet South of the Northwest corner of said Section 30; thence N.52°13'22"E., 65.72 feet to a point on the North boundary of said Section 30 lying 51.89 feet East of said Northwest corner of Section 30; thence S.89°44'13"E., 1986.25 feet along the North boundary of said Section 30 to the POINT OF BEGINNING.

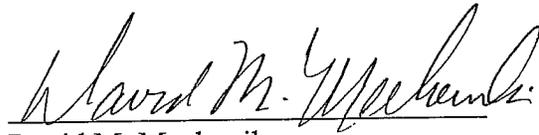
Containing a total of 258.272 acres, more or less.

**EXHIBIT "F"**  
**TO RESTATED AND AMENDED DEVELOPMENT ORDER**  
**DEVELOPER'S CERTIFICATION**

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

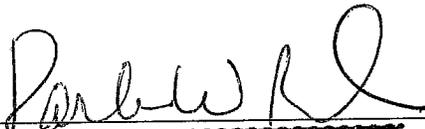
I hereby certify that on this day before me, the undersigned notary public authorized in this State and County named above to administer oaths and take acknowledgments, personally appeared David M. Mechanik, attorney for Crescent Resources LLC, the applicant of the Notification of Proposed Change to a Previously Approved Development of Regional Impact (DRI Subsection 380.06(19), Florida Statutes, for the Crosstown Center DRI (f/k/a The Great Mall of Tampa Bay, f/k/a Lake Fair Mall) (the "NOPC"), to me well known, who being by me first duly sworn, says upon oath as stated below:

1. Crescent Resources LLC filed the NOPC on April 26, 2004 with Hillsborough County, the State of Florida Department of Community Affairs ("DCA") and the Tampa Bay Regional Planning Council ("TBRPC") as required by law.



David M. Mechanik  
Attorney for Crescent Resources LLC

The foregoing was acknowledged before me this 9<sup>th</sup> day of February, 2006, by David M. Mechanik, who is personally known to me.

  
\_\_\_\_\_  
Signature of Notary

Notary Public  
KARLA W. REED  
MY COMMISSION # DD 139105  
EXPIRES: October 17, 2006  
Bonded Thru Notary Public Underwriters

Notary Public-  
State of Florida Seal:

## EXHIBIT G

### DEVELOPER COMMITMENTS

#### Air

Fugitive dust emissions will be minimized by limiting soil exposure and open burning, as well as treating exposed soils when necessary. (SR-2, 12-1)

Emissions will be reduced through fugitive dust controls, planting of green areas, and utilization of through streets and centralized parking.  
(SR-2, 12-1)

#### Land

The master drainage plan for Lake Fair Mall includes three retention lakes that will be designed to effectively treat stormwater and interact with the proposed freshwater marsh system and Delaney Creek in a sound environmental manner. (ADA, 12-7)

#### Soils

The design and construction of a surface water management system and the use of earth to increase building floor elevations will overcome the limitations noted for various soils on the Lake Fair Mall site. (ADA, 14-5)

As erosion control measures, vegetation buffers will be provided or retained along building site boundaries and land clearing and grading activities will be limited as much as possible in terms of land area and time period of soil exposed. (ADA, 14-6)

Soil limitations will be overcome by professional engineering procedures consistent with all local rules and regulations. All excavated materials will either be quickly stored in an adequate location quickly utilized for fill. (SR-2, 12-1)

Littoral shelves shall be utilized to stabilize retention lake shorelines.  
(SR-2, 12-1)

#### Water

The Lake Fair Mall will be designed and maintained to meet applicable Hillsborough County, FDER, and SWFWMD rules and regulations for surface water quantity and quality. (SR-2, 12-1)

Stormwater retention lakes, berms, grassed swales, sediment trap and basins, discharge structures and inlets with filters and other Best Management Practices will be employed to control surface water quality and quantity requirements. (ADA, 15-17)

#### Wetlands

Approximately 5.9 acres or 45.0% of the existing wetlands on-site will be conserved. (ADA, 16-4)

Wetlands A and M and portions of J and L as outlined on Figure 16-1 are to be conserved. These wetlands will be the nucleus of the proposed wetland system situated between the retention lake and relocated Delaney Creek. (ADA, 16-4) [Developer clarification: wetlands other than wetland A will be the nucleus of the proposed wetland system.]

"A mitigation plan will be developed to relocate wetland areas affected by Lake Fair Mall." (SR-1, 3-4)

#### Floodplains

Construction of Lake Fair Mall will be consistent with Hillsborough County flood control requirements and all building floor elevations will be constructed above the 100-year floodplain. (ADA, 17-3)

The developer will cooperate with local emergency management officials in regard to the possible use of buildings on the project site as public hurricane shelters. (SR-2, 12-1)

During hurricane evacuations or other disasters, the developer agrees to cooperate as to the possible use of areas surrounding the buildings for parking which may be needed by public officials. (SR-2, 12-1)

#### Vegetation and Wildlife

Open space and landscape plans will be consistent with local, state and federal rules and regulations and shall incorporate as much native vegetation as much as feasible. (SR-2, 12-1)

#### Archaeological/Historical

Disposition of archaeological/historical resources discovered on-site shall be conducted according to local and state guidelines. (SR-2, 12-1) [Developer clarification: Disposition of resources recovered on-site shall be conducted according to local and state guidelines.]

#### Wastewater

No septic tanks will be used to treat wastewater generated by the Lake Fair Mall. (ADA, 21-1)

#### Solid Waste

There will be no solid waste disposal on-site; a licensed hauling company will be utilized for proper off-site disposal. (SR-2, 12-1)

Hazardous waste and wastewater collection and treatment will comply with local, state and federal rules and regulations. (SR-2, 12-1) [Developer clarification: Lake Fair Mall will meet all applicable, local, State and Federal rules and regulations that pertain to hazardous waste and wastewater collection and treatment. (SR-1, 1-9)]

### Drainage

The proposed drainage system including the retention lakes will be designed to meet applicable FDER, SWFWMD and Hillsborough County requirements for retention of runoff from the first inch of rainfall. (ADA, 22-2)

The proposed drainage system will be maintained by the Lake Fair Mall owner or a designated organization responsible to the owner. (ADA, 22-7)  
(Developer clarification: Only SWFWMD and Hillsborough County requirements will be met. The proposed wetland system will be designed and constructed so as to maintain a suitable hydroperiod in the wetland system. (SR-2, 12-1)

### Water Supply

The internal water supply system will be maintained by the owners or a designated organization responsible to the owner. (ADA, 23-3)

Water-based uses for Retention Lake 3 will comply with local, state and federal rules and regulations. (SR-2, 12-1)

The irrigation system, including any wells or other water sources, will meet all local, state and federal rules and regulations. (SR-2, 12-1)

Water saving fixtures shall be utilized. (SR-2, 12-1)

### Energy

Energy conservation techniques that will be employed for the Lake Fair Mall project will involve passive and active mechanisms to minimize energy consumption. (ADA, 25-3)

### Recreation and Open Space

The recreation and open space areas associated with the Lake Fair Mall will be maintained by the owner, or a designated organization responsible to the owner. (SR-2, 12-1)

### Economic

The developer agrees to pay all appropriate impact fees generated by Lake Fair Mall, as well as costs for construction, maintenance and operation of on-site facilities. (SR-2, 12-1)

### Police/Fire

Security will be provided by a security police force with on-site headquarters. Cooperation with regular law enforcement officers is assured. (SR-2, 12-1)

Traffic

The developer shall encourage mass transit usage at the mall by working with HART. (SR-2, 12-1)

The developer or successors or assigns will build and maintain all internal roads. (SR-2, 12-1)

"The developers will provide traffic signals as required so that the site access drives will operate at levels of service consistent with Hillsborough County and Florida Department of Transportation requirements." (SR-2, 12-1)

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ADA: Application for Development Approval

SR-1: Sufficiency Response, January 20, 1987

SR-2, 12-1: Sufficiency Response, Second Review, Appendix 12-1

#151

**CRESCENT RESOURCES, LLC**

300 Primera Blvd., Suite 140  
Lake Mary, Florida 32746  
Telephone No. (407) 804-1200

December 29, 2003

Mr. John Healey, DRI Coordinator  
Hillsborough County Planning &  
Growth Management  
601 E. Kennedy Boulevard, 20<sup>th</sup> Floor  
Tampa, Florida 33602

**RE: CROSSTOWN CENTER DRI #151 (f/k/a Lake Fair Mall)**

Dear Mr. Healey:

Pursuant to Section IV.A.8. of the Development Order for the above referenced Development of Regional Impact ("DRI"), which section was added to the Development Order by Resolution No.R97-218, Crescent Resources LLC hereby provides notice of a selection of land use trade-off under the Equivalency Matrix approved by Resolution R97-218, as follows:

- Trade 167,434 gross square feet of Regional Mall entitlements for 400,000 gross square feet of Office entitlements.

Also pursuant to Section IV.A.8., attached as Exhibit "A" is a table reflecting the cumulative land use totals and remaining allowable quantities as of this date.

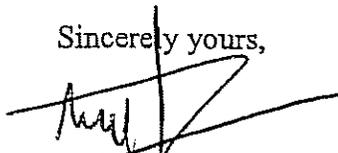
Received Time Dec.30. 2:39PM

Mr. John Healey  
December 29, 2003  
Page 2

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Pursuant to the attached transmittal list, we are simultaneously providing this information to the Florida Department of Community Affairs and the Tampa Bay Regional Planning Council. Thank you for your attention in this matter and please do not hesitate to contact me should you have any questions regarding this information.

Sincerely yours,



Whit Duncan  
Vice President, Florida Region

aaz  
Enclosure

cc: Jeffrey D. Butt, Esquire (w/enclosure)(via facsimile)  
John Simpson, Esquire (w/enclosure)(via facsimile)  
Mr. Rick McLaughlin (w/enclosure)(via facsimile)  
David M. Mechanik, Esquire (w/enclosure)(via facsimile)

Mr. John Healey  
December 29, 2003  
Page 3

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TRANSMITTAL LIST

VIA FACSIMILE

Ms. Marina Pennington  
Community Program Administrator  
Florida Department of Community Affairs  
Bureau of Local Planning  
2555 Shumard Oak Blvd.  
Tallahassee, FL 32399-2100

VIA FACSIMILE

Mr. John Meyer  
Tampa Bay Regional Planning Council  
9455 Koger Boulevard, Suite 219  
St. Petersburg, Florida 33702

## EXHIBIT "A"

**CROSTOWN CENTER DRI #151**  
**CUMULATIVE LAND USE TOTALS AND REMAINING ALLOWABLE QUANTITIES**  
 (As of December 29, 2003)

ALLOWED USES (Shading indicates base uses)	APPROVED SQUARE FEET/UNITS	TRADED	OBTAINED BY TRADING FROM A BASE USE	BUILT	REMAINING
Regional Retail/Mall	1,693,000 gsf (1,475,000 leaseable sq.ft.)	116,154 gsf (for 453 mf dus)  167,434 gsf (for 400,000 sf Office)	-0-	-0-	1,409,412 gsf (1,226,188 leaseable sq.ft.)
Other Commercial/ Retail	185,000 gsf	-0-	-0-	-0-	185,000 gsf
Office	200,000 gsf	-0-	400,000 gsf	-0-	600,000 gsf
Hotel	150,000 gsf (300 rooms)	-0-	-0-	-0-	150,000 gsf (300 rooms)
Light Industrial (Not a base use, must trade base use square footage to obtain)	n/a	n/a	-0-	-0-	n/a
Multi-family Residential (Not a base use, must trade base use square footage to obtain)	n/a	n/a	453 dus	453 dus	n/a

#151

**MECHANIK NUCCIO WILLIAMS HEARNE & WESTER**

A PROFESSIONAL ASSOCIATION  
 ATTORNEYS AND COUNSELORS AT LAW  
 BANK OF AMERICA PLAZA, SUITE 3140  
 101 EAST KENNEDY BOULEVARD  
 TAMPA, FLORIDA 33602-5151  
 INTERNET ADDRESS: <http://www.floridalandlaw.com>

M. SCOTT ALLISON\*  
 WENDOLYN S. BUSCH\*  
 ANGELA CARTER CABASSA\*  
 ALFRED A. COLBY  
 FRANK L. HEARNE  
 CAROLE T. KIRKWOOD  
 DAVID M. MECHANIK  
 JOHN B. NEUKAMM  
 VINCENT L. NUCCIO, JR.  
 ANNE Q. POLLACK  
 J. MEREDITH WESTER\*  
 GREGORY L. WILLIAMS

TEL: 813 / 276-1920  
 FAX: 813 / 276-1560  
 E-MAIL ADDRESS: [dmm@floridalandlaw.com](mailto:dmm@floridalandlaw.com)

\*NORTH TAMPA OFFICE: 18560 N. DALE MABRY HWY,  
 LUTZ, FLORIDA 33548  
 TEL: 813 / 968-1002  
 FAX: 813 / 968-1502

REPLY TO:  TAMPA  
 NORTH TAMPA

November 21, 2003

**VIA - FACSIMILE**

Mr. John Healey, DRI Coordinator  
 Hillsborough County Planning &  
 Growth Management  
 601 E. Kennedy Boulevard, 20<sup>th</sup> Floor  
 Tampa, Florida 33602

**RE: CROSTOWN CENTER DRI #151 (f/k/a Lake Fair Mall)**

Dear Mr. Healey:

Pursuant to Section IV.A.8. of the Development Order for the above referenced Development of Regional Impact ("DRI"), which section was added to the Development Order by Resolution No.R97-218, on behalf of our client, Crescent Resources, Inc., we hereby provide notice of a selection of land use trade-off under the approved Equivalency Matrix, attached hereto as Exhibit "A," as follows:

- Traded 116,154 gross square feet of Regional Mall uses for 453 multi-family residential units.

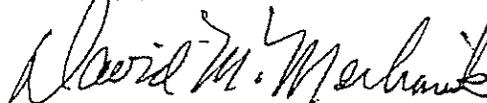
Also pursuant to Section IV.A.8., attached as Exhibit "B" is a table reflecting the cumulative land use totals and remaining allowable quantities as of this date.

Mr. John Healey  
November 21, 2003  
Page 2

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Pursuant to the attached transmittal list, we are simultaneously providing this information to the Florida Department of Community Affairs and the Tampa Bay Regional Planning Council. Thank you for your attention in this matter and please do not hesitate to contact me should you have any questions regarding this information.

Sincerely yours,



David M. Mechanik

DMM/aaz  
Enclosures

cc: Mr. Whit Duncan (w/enclosures)(via facsimile)  
Mr. Rick McLaughlin (w/enclosures)(via facsimile)

Mr. John Healey  
November 21, 2003  
Page 3

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TRANSMITTAL LIST

VIA FACSIMILE

Ms. Marina Pennington  
Community Program Administrator  
Florida Department of Community Affairs  
Bureau of Local Planning  
2555 Shumard Oak Blvd.  
Tallahassee, FL 32399-2100

VIA FACSIMILE

Mr. John Meyer  
Tampa Bay Regional Planning Council  
9455 Koger Boulevard, Suite 219  
St. Petersburg, Florida 33702

## EXHIBIT "A"

EQUIVALENCY MATRIX<sup>1</sup>  
Crosstown Center NOPC

Change From: Change To:	Regional Retail	Other Retail	Office	Hotel
Regional Retail	N/A	1.086 sf/ksf (1.0863) <sup>2</sup>	683 sf/ksf (0.6829) <sup>2</sup>	289 sf/room (0.2878) <sup>2</sup>
Other Retail	921 sf/ksf (0.9205) <sup>2</sup>	N/A	629 sf/ksf (0.6286) <sup>2</sup>	285 sf/room (0.2649) <sup>2</sup>
Office	2,389 sf/ksf <sup>2</sup> (2.5889) <sup>2</sup>	2,595 sf/ksf (2.5950) <sup>2</sup>	N/A	688 sf/room (0.6875) <sup>2</sup>
Hotel	3.47 rooms/ksf (3.4745) <sup>2</sup>	3.77 rooms/ksf (3.7745) <sup>2</sup>	2.37 rooms/ksf (2.3727) <sup>2</sup>	N/A
Light Industrial	1,649 sf/ksf (1.6488) <sup>2</sup>	1,791 sf/ksf (1.7912) <sup>2</sup>	1,126 sf/ksf (1.1260) <sup>2</sup>	475 sf/room (0.4745) <sup>2</sup>
Multi-Family	3.90 dus/ksf (3.9000) <sup>2</sup>	4.24 dus/ksf (4.2367) <sup>2</sup>	2.66 dus/ksf <sup>2</sup> (2.6633) <sup>2</sup>	1.12 dus/room (1.1224) <sup>2</sup>

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

Land Use	Minimum	Maximum
Retail	50,000 sf	1,700,000 sf
Office	50,000 sf	1,700,000 sf
Hotel	150 rooms	500 rooms
Light Industrial	0 sf	1,700,000 sf
Multi-Family	0 dus	500 dus

<sup>2</sup> A. Retail may include Regional, Other or a combination thereof. Maximum does not include additional Retail square footage requested in NOPC.

<sup>3</sup> Example exchanges:

Add 50,000 Sq. Ft. Office by reducing Regional Retail  
 $50 \text{ ksf} \div 2.3889 = 20,930$ ; reduce Regional Retail by 20,930 sf.  
 Add 100 dus. Multi-Family by reducing Office  
 $100 \text{ dus} \div 2.6633 = 37,547$ ; reduce Office by 37,547 sf

<sup>4</sup> Actual equivalency factor for use in calculations

## EXHIBIT "B"

**CROSTOWN CENTER DRI #151**  
**CUMULATIVE LAND USE TOTALS AND REMAINING ALLOWABLE QUANTITIES**  
 (As of November 20, 2003)

ALLOWED USES (Shading indicates base uses)	APPROVED SQUARE FEET/UNITS	BUILT	TRADED	REMAINING
<b>Regional Retail/Mall</b>	1,693,000 gsf (1,475,000 leasable sq.ft.)	-0-	116,154 gsf (453 mf dus)	1,576,846 gsf
<b>Other Commercial/ Retail</b>	185,000 gsf	-0-	-0-	185,000 gsf
<b>Office</b>	200,000 gsf	-0-	-0-	200,000 gsf
<b>Hotel</b>	150,000 gsf (300 rooms)	-0-	-0-	150,000 gsf (300 rooms)
<b>Light Industrial</b> (Not a base use, must trade base use square footage to obtain)	n/a	-0-	n/a	n/a
<b>Multi-family Residential</b> (Not a base use, must trade base use square footage to obtain)	n/a	453 dus	n/a	n/a

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

September 17, 1997

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

Re: Resolution No. R97-218 - Amending the Development Order for  
Crosstown Center (f/k/a The Great Mall of Tampa Bay, f/k/a  
Lake Fair Mall (DRI #151)

Dear Mr. Butts:

Attached is a original of referenced resolution, which was adopted  
by the Hillsborough County Board of County Commissioners on  
September 9, 1997.

We are providing this original for your files.

Sincerely,



\_\_\_\_\_  
Linda Fryman  
Senior Manager, BOCC Records

LF:SAB  
Attachment  
Certified Mail

cc: Board files (orig.)  
David Mechanic, Atty. for Crescent Resources, Inc.  
J. Thomas Beck, Florida Department of Community Affairs  
Susan Fernandez, Assistant County Attorney  
Gene Boles, Director, Planning & Growth Management  
Joe Egozcue, County Attorney's Office

AMENDED DEVELOPMENT ORDER

RESOLUTION NO. R97-218

RESOLUTION OF THE BOARD OF COUNTY  
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA  
AMENDING THE DEVELOPMENT ORDER FOR  
CROSTOWN CENTER DRI #151  
(f/k/a THE GREAT MALL OF TAMPA BAY,  
f/k/a LAKE FAIR MALL)

Upon motion of Commissioner Norman, seconded by Commissioner Bart, the following Resolution was adopted by a vote of 7 to 0, with Commissioner(s) \_\_\_\_\_ voting "No."

WHEREAS, on August 31, 1987, the Board of County Commissioners approved a Development Order (Resolution No. R87-0268) for the LAKE FAIR MALL Development of Regional Impact ("DRI") #151 (the "Original Development Order") pursuant to provisions of Section 380.06, Florida Statutes; and

WHEREAS, on April 11, 1989, the Board of County Commissioners approved an Amended Development Order (Resolution No. R89-0083) for the LAKE FAIR MALL DRI #151 (the "First Amendment") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on May 7, 1991, the Board of County Commissioners approved an Amended Development Order (Resolution No. R91-0087) for the LAKE FAIR MALL DRI #151 (the "Second Amendment") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on July 19, 1991, the State of Florida Department of Community Affairs ("DCA") appealed Resolution No. R91-0087 (the "Appeal"); and

WHEREAS, the Appeal by DCA was settled pursuant to the Settlement Agreement executed by DCA on April 22, 1993, and approved by the Board of County Commissioners of Hillsborough County, Florida, on May 11, 1993, and was formally dismissed by the State of Florida Land and Water Adjudicatory Commission on June 22, 1993; and

WHEREAS, on April 27, 1993, the Board of County Commissioners approved an Amended Development Order (Resolution No. R93-0088) for the LAKE FAIR MALL DRI #151, as a condition of settlement (the "Third Amendment"); and

WHEREAS, on October 24, 1995, the Board of County Commissioners approved an Amended Development Order (Resolution No. R95-235) for THE GREAT MALL OF TAMPA BAY (f/k/a Lake Fair Mall) DRI #151, (the "Fourth Amendment") (hereinafter, the Development Order, First Amendment, Second Amendment, Third Amendment and Fourth Amendment shall collectively be referred to as the "Development Order"); and

WHEREAS, on June 6, 1997, Crescent Resources, Inc., the successor developer of the CROSSTOWN CENTER (f/k/a The Great Mall of Tampa Bay, f/k/a Lake Fair Mall) DRI, (the "Developer") filed a Notification of Proposed Change to a Previously Approved Development of Regional Impact (DRI) Subsection 380.06(19), Florida Statutes for the CROSSTOWN CENTER DRI and submitted a Sufficiency Response on August 22, 1997 (which documents are collectively referred to as the "Notice of Change" and incorporated herein by reference as Composite Exhibit "A") in accordance with Section 380.06(19), Florida Statutes; and

WHEREAS, the Notice of Change proposed to consolidate development phases; extend the construction completion date of the Falkenburg Road Improvement; include an Equivalency Matrix; include the Revised Master Plan, Revised Map H; extend the buildout date of the development; extend the termination date of the Development Order; extend the downzoning date of the Development Order; correct referencing errors contained in the First Amendment and the Fourth Amendment; correct a typographical error in the First Amendment; and increase retail leasable square footage, all as defined in the Notice of Change; (hereinafter all proposed modifications as set forth in the Notice of Change shall be referred to as the "Proposed Changes"); and

WHEREAS, the Proposed Changes shall constitute the Fifth Amendment to the Development Order; and

WHEREAS, the Board of County Commissioners has reviewed and considered the Notice of Change, as well as all related testimony and evidence submitted by the Developer concerning the Proposed Changes; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Chapter 380, Florida Statutes, is authorized and empowered to consider the Proposed Changes and to amend the Development Order; and

WHEREAS, the public notice requirements of Chapter 380, Florida Statutes, have been fulfilled; and

WHEREAS, all interested parties and members of the public have been afforded an opportunity to be heard at the public hearing on the proposed Fifth Amendment before the Board of County Commissioners; and

WHEREAS, the Board of County Commissioners has held a duly noticed public hearing on the consideration of the proposed Fifth Amendment to the Development Order and has reviewed and considered the Notice of Change, as well as all testimony and evidence submitted by the Developer, reviewing agencies, and members of the general public; and

WHEREAS, Section 380.06, Florida Statutes, requires that a development order be amended to reflect the Board of County Commissioners' approval of changes to the approved development order.

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

Section 1. Findings of Fact. That the Board of County Commissioners, having received the Notice of Change, and having received all related comments, testimony and evidence submitted by all persons and members of the general public, finds that there is substantial, competent evidence to support the following findings of fact:

- A. Crescent Resources, Inc., hereinafter referred to as "Developer", submitted to Hillsborough County, Florida, the Notice of Change incorporated herein by reference, proposed to consolidate development phases; extend the construction completion date of the Falkenburg Road Improvement; include an Equivalency Matrix;

include the Revised Master Plan, Revised Map H; extend the buildout date of the development; extend the termination date of the Development Order; extend the downzoning date of the Development Order; correct referencing errors contained in the First Amendment and the Fourth Amendment; correct a typographical error in the First Amendment; and increase retail leasable square footage, all as defined in the Notice of Change.

- B. All statutory procedures have been adhered to.
- C. The findings of fact and conclusions of law made in the Development Order, together with the First Amendment, Second Amendment, Third Amendment and Fourth Amendment are incorporated herein by reference.
- D. That the Proposed Changes are consistent with all local land use development regulations and the local comprehensive plan.
- E. That the Proposed Changes do not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable the area.
- F. That the Proposed Changes are consistent with the report and recommendations of the Tampa Bay Regional Planning Council.
- G. That a comprehensive review of the impacts generated by the Proposed Changes has been conducted by the County and the Tampa Bay Regional Planning Council.
- H. That the Proposed Changes do not create additional regional impacts or impacts that were not previously reviewed nor meet or exceed any of the criteria set forth in Subsection 380.06(19)(b), Florida Statutes (1997).

Section 2. Conclusions of Law. That the Board of County Commissioners having made the above findings of fact, renders the following conclusions of law:

- A. That these proceedings have been duly conducted pursuant to applicable law and regulations and, based upon the record of these proceedings, the Developer is authorized to conduct the Development as described herein, subject to the terms and conditions of the

Development Order, First Amendment, Second Amendment, Third Amendment, Fourth Amendment and the amendments, conditions, restrictions, and limitations set forth herein.

- B. The review by the County, the Tampa Bay Regional Planning Council and other participating agencies and interested citizens concludes that the impacts of the Proposed Changes are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Resolution.
- C. That the Proposed Changes are presumed to create a substantial deviation under Subsection 380.06(19), Florida Statutes.
- D. That based upon analyses which are part of the Notice of Change, the record of the proceedings and the aforementioned reviews, and the conditions contained herein, the Developer has submitted clear and convincing evidence to rebut the presumption created under Subsection 380.06(19), Florida Statutes.
- E. That based on the foregoing and pursuant to Section 380.06(19), Florida Statutes (1997), the Proposed Changes are found not to be a substantial deviation to the previously approved Development Order.

Section 3. Order. That, having made the above findings of fact and conclusions of law, it is ordered that the Development Order, together with the First Amendment, Second Amendment, Third Amendment and Fourth Amendment is hereby amended to consolidate development phases; extend the construction completion date of the Falkenburg Road Improvement; include an Equivalency Matrix; include the Revised Master Plan, Revised Map H; extend the buildout date of the development; extend the termination date of the Development Order; extend the downzoning date of the Development Order; correct referencing errors contained in the First Amendment and the Fourth Amendment; and correct a typographical error in the First Amendment, all as defined in the Notice of Change. The Developer has, however, withdrawn the request for an increase in the retail leasable square footage and therefore, the retail leasable square footage has not been increased. Accordingly, the Development Order, together with the First Amendment, Second Amendment, Third Amendment and Fourth Amendment is further amended to incorporate the Revised Phasing Schedule, attached hereto as Exhibit "B."

Section 4. Based on the above findings of fact and conclusions of law the CROSSTOWN CENTER Development Order is hereby specifically amended as follows:

- A. Section IV.A.1. is amended to substitute the Revised Phasing Schedule set forth on attached Exhibit "B" in lieu of the phasing schedule set forth in the Fourth Amendment. This Revised Phasing Schedule reflects the consolidation of the project phases into a single phase and extends the buildout date of the development. Section IV.A.1 is hereby amended to read:
  - 1. The Revised Phasing Schedule, attached as Exhibit "B" is incorporated herein by reference and made a part hereof.
  
- B. Section IV.A.6. is hereby amended to extend the termination date of the Development Order to December 31, 2009.
  
- C. Section IV.A.7. is hereby amended to extend the date that no downzoning of the Development may occur until December 31, 2004.
  
- D. Section IV.A.8. of the Development Order is hereby created to read:

At the time of selection of a land use trade-off under the Equivalency Matrix, attached hereto as Exhibit "C" and incorporated herein by referenced, the Developer shall notify the Department of Community Affairs and TBRPC of said selection and shall also provide the Department of Community Affairs, TBRPC and the County with cumulative land use totals and remaining allowable quantities. It is acknowledged that the foregoing submittals shall be made solely for the limited purpose of confirming that the desired trade-off is consistent with the requirements of the Equivalency Matrix and to maintain an appropriate record of such trade-offs. Selection of a land use trade-off under the Equivalency Matrix shall also be reported in the Annual Report following said selection.
  
- E. The first sentence of Section IV.B.3.c.(5) of the Development Order is hereby amended to read:

Subject to acts of God or other occurrences beyond Developer's control, unless extended by the County Engineer as a result of unavoidable permitting delay, developer shall

expeditiously commence the construction of the Required Improvements upon approval of the Required Design by FDOT (for U.S. 301 improvements) and the Hillsborough County Engineering Department and shall complete such construction on or before 12 months after said approvals for U.S. 301 improvements and by October 31, 1998 for the Falkenburg Road Improvement.

- F. Section IV.B.3.c.(5), the second sentence, is hereby amended to read:

—To ensure that the Required Improvements are completed at the earliest possible time, upon written request to the directors of the Real Estate and Planning and Growth Management Departments, Hillsborough County shall, within a reasonable time after receipt of said request, assist the Developer when required in obtaining all necessary permits, approvals and utility relocations, off-site construction easements and rights-of-way necessary to complete said improvements, including the initiation and prosecution of eminent domain proceedings with usage of the supplemental proceedings under Chapter 74, Fla. Stat., to acquire land for drainage facilities. The Developer shall assist the County in obtaining all information necessary to file and pursue such action. The Developer agrees to advance all costs and expenses necessary to file and pursue any action initiated by the County hereunder, including reasonable attorney's fees and expert witness fees, and to advance all funds needed to purchase the necessary land and property taken, including, but not limited to, severance damages, business damages, special damages, and costs to cure. The County agrees to file and pursue such action and purchase the necessary right-of-way with funds advanced by the Developer and only to the extent covered by such funds.

- G. A new sentence is hereby added at the end of Section IV.B.3.c.(5) to read:

No Certificates of Occupancy in excess of 300,000 square feet of office space, or the equivalent thereof under the Equivalency Matrix, shall be issued until the Falkenburg Road Improvement is substantially complete.

- H. The Development Order is hereby amended to incorporate the Equivalency Matrix, attached hereto as Exhibit "C."

I. Section. IV.K.4. is hereby amended to read:

That portion of the property zoned R-3MH as shown on Figure 12-1, page 12-8 of the ADA, shall be restricted to use as open space until such time as it is rezoned. Rezoning of this parcel to an industrial or commercial district shall permit it to be used for detention/retention as shown on the Master Plan for the project (Map H). [The property has been rezoned in accordance with the above condition.]

J. The Development Order is hereby amended to incorporate the Revised Master Plan, Revised Map H, attached hereto as Exhibit "D."

K. To correct two referencing errors in the First Amendment and the Fourth Amendment, the following clarifications are made:

1. Section 4.d) of the First Amendment deleted Section IV.B.8., paragraph 3, of the Development Order, in its entirety, however, the recitation of the last sentence of the language being deleted was recited incorrectly. This will clarify that Section IV.B.8., paragraph 3, is deleted in its entirety.
2. Section 2.E. of the Fourth Amendment revised Subsection IV.B.3.c.(3) of the Development Order which referred to Subsection 3.c.(4) by omitting the parenthesis enclosing the number 4. The first sentence of the seventh paragraph of this revised language is corrected to read:

Subject to the availability of funds as specified in Subsection 3.c.(4) of this Section IV, the Required Design for U.S. 301 shall be completed on or before May 1, 1998 and shall be subject to the same conditions placed upon the Required Design for Falkenburg Road as set forth herein, with the exception of the time for submittal of the first quarterly report.

L. Section IV.K.5. of the Development Order is hereby deleted in its entirety and a new Section IV.K.5 is added as follows:

Within 45 days of the issuance of this Amended Development Order the Developer shall enter into a construction contract with the County, which, at minimum, shall incorporate the following terms and conditions:

1. The Developer shall cause its contractor to provide insurance of the types and in amounts reasonably acceptable to the County;
2. The Developer will direct its Contractor's attention to the fact that all applicable Federal and applicable State laws, municipal and County ordinances apply and all applicable rules and regulations of all authorities having jurisdiction over any part of the project apply;
3. Prior to final completion, Developer will promptly, without cost to County, and as specified by County, either correct any defective work or remove and replace it with non-defective work;
4. If defective work is not corrected or replaced per County's instructions, the County may, after giving thirty (30) days notice to Developer, correct or replace the work itself and any direct or indirect costs shall be paid by Developer; provided that if, during the 30 day period, the Developer has commenced and is proceeding with bona fide curative measures, then the County shall not correct or replace such defective work until the Developer's curative acts are completed.
5. If County decides to accept defective work, there shall be an appropriate reduction in the amount of impact fee off-sets awarded to Developer, or Developer will pay to compensate for the defect;
6. Developer shall require its contractor to warrant and guarantee for a period of two (2) years following final completion that all material and equipment shall be new, unless otherwise specified and that all work will be of good quality, free from faults and defects and in accordance with Contract Documents reviewed and approved by County;
7. The Developer shall require its contractor to include the County as a party that may enforce all warranties and guarantees;
8. Until the end of the two year warranty period, any work the County determines to be faulty, unsatisfactory or non-conforming to the Contract Documents shall be considered defective and the Developer must, within a reasonable time upon notice from the County, cure the defect and if he fails to do so, the County may either do it at the County's expense, and deduct the costs from off-sets due the Developer, or accept it as defective work, and deduct the costs from impact fee off-sets due the Developer. The County's remedies hereunder are supplemental to any remedy provided by the warranty

bond. The construction contract shall provide procedures to allow the Developer to contest decisions of the County under the Contract.

9. The Developer shall require its contractor to provide a warranty bond which insures its performance of the above warranties.
10. Developer shall require its contractor to execute performance and payment bonds on forms provided by County as security for the contractor's faithful performance and payment of all its obligations. The bonds shall each be for one hundred percent (100%) of the contractor's contract price, as such price may be amended by change order and the County shall be a co-obligee of the bonds;
11. Developer shall indemnify and hold harmless the County, its employees, and agents from all liabilities arising from or resulting from the construction;
12. Developer shall provide an estimated cost of work prior to construction and will submit documentation for cost changes that shall be subject to review and approval by the County before impact fee off-sets are provided for additional costs;
13. Developer shall certify the availability of all land necessary for construction, including any and all easements, rights-of-way for access, and such other lands as are designated to be necessary for construction of the project. Any additional costs incurred because construction started before all land ownership and easement issues were resolved shall be borne by Developer and will not be considered for impact fee off-sets.

Section 5. Development Order, As Amended. The Development Order, together with the First Amendment, Second Amendment, Third Amendment and Fourth Amendment is hereby reaffirmed in its entirety except as amended by this Resolution.

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

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

Section 8. Rendition. This Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes.

Section 9. Transmittals. 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 Sept. 9, 1997 as the same appears of record book 256 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 17th day of Sept., 1997.

RICHARD AKE CLERK

By:   
Deputy Clerk

Exhibit A in NRPC  
file 151-9197

**EXHIBIT "B"**  
**TO AMENDED DEVELOPMENT ORDER**  
**REVISED PHASING SCHEDULE**

A. Phasing Schedule and Deadlines

1. Subject to the conditions set forth within the Development Order, including, but not limited to, Subsection B.3.c.(3) of Section IV, the development of the project shall proceed in accordance with the following table.\*

Years	Use	Amount (gross sq. ft.)
Combined Phases I & II (Build-cut December 31, 2004)	Regional Mall	1,693,000 1,475,000 (leasable sq. ft.)
	Other Commercial	185,000
	Office	200,000
	Hotel (300 rooms)	150,000
		2,228,000
Total Project		<u>2,228,000</u>

\* Land use totals may vary in accordance with the Equivalency Matrix attached hereto as Exhibit "C."

**EXHIBIT "C"**  
**TO AMENDED DEVELOPMENT ORDER**  
**TABLE 1**

**EQUIVALENCY MATRIX<sup>1</sup>**  
**Crosstown Center NOPC**

Change From: Change To:	Regional Retail	Other Retail	Office	Hotel
Regional Retail	N/A	1.086 sf/ksf (1.0863) <sup>3</sup>	683 sf/ksf (0.6829) <sup>3</sup>	289 sf/room (0.2878) <sup>3</sup>
Other Retail	921 sf/ksf (0.9205) <sup>3</sup>	N/A	629 sf/ksf (0.6286) <sup>3</sup>	285 sf/room (0.2649) <sup>3</sup>
Office	2,389 sf/ksf <sup>2</sup> (2.3889) <sup>3</sup>	2,595 sf/ksf (2.5950) <sup>3</sup>	N/A	688 sf/room (0.6875) <sup>3</sup>
Hotel	3.47 rooms/ksf (3.4745) <sup>1</sup>	3.77 rooms/ksf (3.7745) <sup>3</sup>	2.37 rooms/ksf (2.3727) <sup>3</sup>	N/A
Light Industrial	1,649 sf/ksf (1.6488) <sup>3</sup>	1,791 sf/ksf (1.7912) <sup>3</sup>	1,126 sf/ksf (1.1260) <sup>3</sup>	475 sf/room (0.4745) <sup>3</sup>
Multi-Family	3.90 dus/ksf (3.9000) <sup>1</sup>	4.24 dus/ksf (4.2367) <sup>3</sup>	2.66 dus/ksf <sup>2</sup> (2.6633) <sup>3</sup>	1.12 dus/room (1.1224) <sup>3</sup>

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

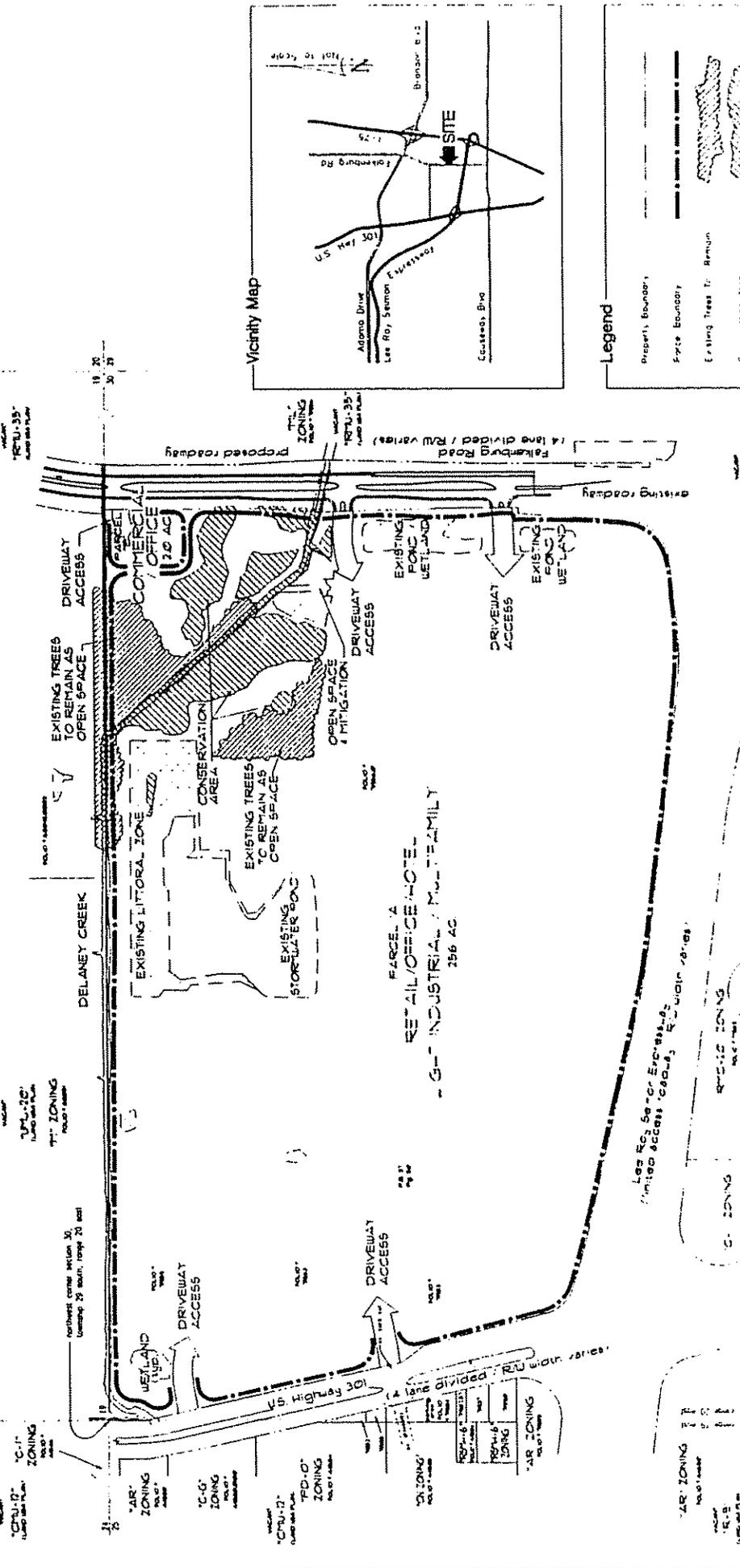
<u>Land Use</u>	<u>Minimum</u>	<u>Maximum</u>
Retail	50,000 sf	1,700,000 sf
Office	50,000 sf	1,700,000 sf
Hotel	150 rooms	500 rooms
Light Industrial	0 sf	1,700,000 sf
Multi-Family	0 dus	500 dus

A. Retail may include Regional, Other or a combination thereof. Maximum does not include additional Retail square footage requested in NOPC.

<sup>2</sup> Example exchanges:

Add 50,000 Sq. Ft. Office by reducing Regional Retail  
 $50 \text{ ksf} - 2.3889 = 20.930$ ; reduce Regional Retail by 20,930 sf.  
 Add 100 dus. Multi-Family by reducing Office  
 $100 \text{ dus} - 2.6633 = 37.547$ ; reduce Office by 37,547 sf

<sup>3</sup> Actual equivalency factor for use in calculations



# revised master development plan

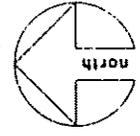
date: june 1997

DEVELOPMENT SUMMARY

USE	SIZE (S.F.)
REGIONAL MALL	1,693,000
COMMERCIAL OFFICE	1,475,000
HOTEL	185,000
	200,000
	360,000 GMS.

LAND USES, SIZES AND ADDITIONAL LAND USES MAY BE DEVELOPED IN ACCORDANCE WITH THE EQUIVALENCY MATRIX SET FORTH IN THE SITE DEVELOPMENT GUIDE.

November 31, 1987  
 April 11, 1988  
 May 7, 1991  
 April 23, 1992  
 October 24, 1993



## REVISED MAP H

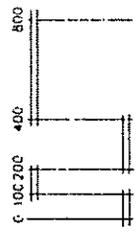


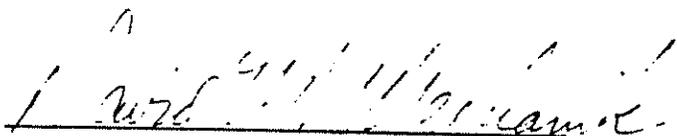
EXHIBIT "E"  
TO AMENDED DEVELOPMENT ORDER

DEVELOPER'S CERTIFICATION

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

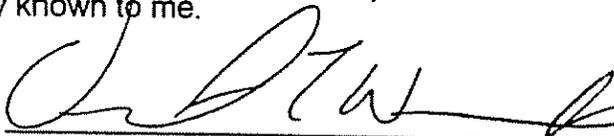
I hereby certify that on this day before me, the undersigned notary public authorized in this State and County named above to administer oaths and take acknowledgments, personally appeared David M. Mechanik, attorney for Crescent Resources, Inc., the applicant of the Notification of Proposed Change to a Previously Approved Development of Regional Impact (DRI Subsection 380.06(19), Florida Statutes, for the Crosstown Center DRI (f/k/a The Great Mall of Tampa Bay, f/k/a Lake Fair Mall) (the "NOPC"), to me well known, who being by me first duly sworn, says upon oath as stated below:

1. Crescent Resources, Inc. filed the NOPC on June 6, 1997, and Sufficiency Response on August 22, 1997.
2. The NOPC and Sufficiency Response were filed with Hillsborough County, the State of Florida Department of Community Affairs ("DCA") and the Tampa Bay Regional Planning Council ("TBRPC") as required by law.

  
David M. Mechanik  
Attorney for Crescent Resources, Inc.

The foregoing was acknowledged before me this 4<sup>th</sup> day of September, 1997, by David M. Mechanik, who is personally known to me.

(SEAL)

  
Signature of Notary

Printed name of notary:

VINCENT L. NUCCIO JR

Notary Public-State of Florida

Commission Number: CC471725

My Commission Expires: July 21, 1999

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 276-2029, ext. 6730

November 17, 1995

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

Re: Resolution No. R95-235 - Amending the Development Order for  
The Great Mall of Tampa Bay (Formerly Known as Lake Fair Mall)  
(DRI #151)

Dear Mr. Butts:

Attached is a certified copy of referenced resolution, which was  
adopted by the Hillsborough County Board of County Commissioners on  
October 24, 1995.

We are providing this copy for your files.

Sincerely,

\_\_\_\_\_  
Linda Fryman  
Senior Manager, BOCC Records

LF:ADF

Attachment

Certified Mail

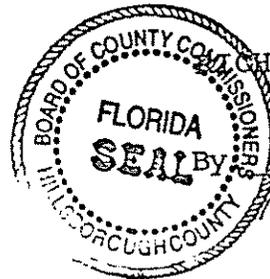
cc: Board files (orig.)

J. Thomas Beck, Florida Department of Community Affairs  
Morris C. Massey, Esquire - Carlton, Fields, Ward, Emmanuel,  
Smith & Cutler, PA  
Jeanie E. Hanna, Senior Assistant County Attorney  
Gene Boles, Director, Planning and Development Management

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. R95-235 Amending the Development Order for The Great Mall of Tampa Bay (DRI #151) approved by the Board in its regular meeting of October 24, 1995, as the same appears of record in MINUTE BOOK 233 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 17th day of November, 1995.



RICHARD AKE, CLERK

*Gary M. M...*  
Deputy Clerk

RESOLUTION NUMBER R95-235

RESOLUTION OF THE BOARD OF COUNTY  
COMMISSIONERS OF HILLSBOROUGH COUNTY,  
FLORIDA AMENDING THE DEVELOPMENT ORDER  
FOR THE GREAT MALL OF TAMPA BAY  
(FORMERLY KNOWN AS LAKE FAIR MALL)  
DRI NUMBER 151.

Upon motion of Commissioner Chillura, seconded by  
Commissioner Hart, the following Resolution was  
adopted by a vote of 7 to 0 with the Commissioner(s) \_\_\_\_\_  
\_\_\_\_\_ voting "No".

WHEREAS, on August 31, 1987 the Board of County  
Commissioners approved the Development Order, Resolution Number  
R87-0268, for the Lake Fair Development of Regional Impact (the  
"Original Development Order"); and

WHEREAS, the Original Development Order was amended on April  
11, 1989, pursuant to Resolution Number R89-0083 of the Board of  
County Commissioners, Hillsborough County, Florida, and on May 7,  
1991, pursuant to Resolution Number R91-0087 of the Board of  
County Commissioners, Hillsborough County, Florida (collectively  
referred to herein as the "Amendments"); and

WHEREAS, the State of Florida Department of Community  
Affairs ("DCA") appealed Resolution Number 91-0087 (the  
"Appeal"); and

WHEREAS, the Appeal by DCA was settled pursuant to a  
"Settlement Agreement" executed by DCA on April 22, 1993, and  
approved by the Board of County Commissioners of Hillsborough  
County, Florida on May 11, 1993, and was formally dismissed by  
the State of Florida Land and Water Adjudicatory Commission on  
June 22, 1993 (the Original Development Order as amended by the  
foregoing Amendments and Settlement Agreement is referred to  
herein as the "Development Order"); and

WHEREAS, Lake Fair Associates Limited Partnership, the  
successor developer of the Lake Fair Development of Regional  
Impact, (the "Developer") has filed a "Notice of Proposed Change"  
to extend the build-out dates for Phase One and Phase Two  
development and the final build-out date for development by one  
(1) year and eleven (11) months and the permitting and design  
deadlines for Falkenburg Road and US 301 by two (2) years; and

WHEREAS, the development subject to the Development Order as  
amended hereby is not in an Area of Critical State Concern as  
designated in Section 380.05, Florida Statutes; and

WHEREAS, the development subject to the Development Order as amended hereby does not unreasonably interfere with the achievement of the objectives of any adopted state land development plan applicable to the area; and

WHEREAS, the Development Order as amended hereby has been reviewed by Hillsborough County staff and has been determined to be consistent with the comprehensive plan and land development regulations of Hillsborough County; and

WHEREAS, the Development Order as amended hereby has been reviewed by the Tampa Bay Regional Planning Council and the Florida Department of Community Affairs; and

WHEREAS, the development subject to the Development Order as amended hereby is consistent with the State Comprehensive Plan; and

WHEREAS, it is in the best interest of the County and the Developer for the County to adopt this Resolution amending the Development Order; and

WHEREAS, public notice was duly given that a public hearing would be held by the Board of County Commissioners on October 24, 1995 to consider adoption of this Resolution.

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING DULY ASSEMBLED THIS 24TH DAY OF OCTOBER, 1995 AS FOLLOWS:

1. The foregoing recitation and findings of fact are hereby incorporated into and made a part of this Resolution.

2. The Development Order is hereby amended as follows:

A. The name of the Development of Regional Impact as set forth in Subsection A of Section III of the Development Order is hereby amended so that hereafter this Development of Regional Impact shall be referred to as "The Great Mall of Tampa Bay."

B. Subsection A.1. of Section IV entitled "SPECIFIC CONDITIONS" is deleted and replaced with the following:

1. Phasing Schedule and Deadlines

a. Subject to the conditions set forth within this Development Order, including, but not limited to, Subsection B.3.c.(3) of this Section IV, the development of the project shall proceed in accordance with the following phase schedules:

<u>Years</u>	<u>Use</u>	<u>Amount</u> (gross sq. ft.)
Phase I (1987 - November 15, 1997)	Regional Mall	1,693,000
		1,475,000 (leasable sq. ft.)
	Other Commercial	185,000
Phase II (1991 - November 15, 2000)	Office	200,000
	Hotel (300 Rooms)	<u>150,000</u>
Total Project		<u>2,228,000</u>

C. The date "September 1, 2000" set forth in Subsection A.6 of Section IV entitled "SPECIFIC CONDITIONS" is deleted and replaced with the date of "August 1, 2002" (which is the expiration date of the Development Order).

D. The date "September 1, 2000" set forth in Subsection A.7 of Section IV entitled "SPECIFIC CONDITIONS" is deleted and replaced with the date "August 1, 2002" (prior to this date the Development subject to the Development Order shall not be subject to down-zoning, or intensity reduction except as otherwise provided in Subsection A.7 of Section IV of the Development Order).

E. Subsection B.3.c.(3) of Section IV, pertaining to "Option 3," is deleted in its entirety and replaced with the following:

"(3) The design work required under paragraphs c.(1) and (2) above shall be referred to herein as the "Required Design" and the improvements required under paragraphs c.(1) and (2) above shall be referred to as the "Required Improvements." The "Required Design" for Falkenburg Road shall be completed and approved and all required governmental permits secured no later than October 7, 1996 (the "Completion Date"). The Developer shall submit to the Director of the Capital Projects Department quarterly status reports on the Developer's design and permitting activities. The first quarterly status report on the design and permitting activities on the Falkenburg Road shall be due no later than ninety (90) days after the effective date of this Resolution. The first quarterly status report shall include a detailed schedule of design and permitting milestones which, if met, will result in completion of

the Required Design for Falkenburg Road and permitting activities by the date set forth above. Each subsequent quarterly report shall indicate whether the Required Design for Falkenburg Road and permitting activities are on schedule or behind schedule. Each quarterly report, after the initial report, shall be received by the County's Director of the Capital Projects Department within (90) calendar days from the due date of the previously submitted report. If either the Required Design for Falkenburg Road or the permitting activities are behind schedule, the quarterly status report shall provide a thorough explanation of the reasons for falling behind schedule and the steps taken by the Developer to get back on the original schedule. If the Required Design for Falkenburg Road and permitting activities are more than six (6) months behind schedule, a Notice of Proposed Change shall be submitted by the Developer and the Development Order shall be amended to reflect the changes.

No later than sixty (60) days prior to the Completion Date for the Required Design set forth above, the Developer shall provide written notification to the County Administrator of Hillsborough County, the Tampa Bay Regional Planning Council and the Department of Community Affairs of its intention to proceed with and complete the construction of the Required Improvements for Falkenburg Road in accordance with the schedule provided for or the decision of the Developer to pay to the County the costs for the Required Improvements pursuant to Subsection B.3.c.(6) in lieu of constructing the Required Improvements itself, subject to County approval (the "Notification Date"). If on or before the Notification Date, the Developer chooses not to construct or pay the County for the construction of the Required Improvements for Falkenburg Road, then the Developer shall notify, in writing, the Board of County Commissioners, the Tampa Bay Regional Planning Council and Department of Community Affairs of its election of Option 1 or Option 2 to mitigate the project's transportation impacts.

If on or before the Notification Date the Developer notifies the County of its election to construct Falkenburg Road, but has not completed the Required Design and commenced construction of the Required Improvements on or before June 7, 1997, then the Developer shall be deemed to have forfeited all rights, duties, and obligations of the Developer pursuant to Option 3 of this Development Order unless prior to June 7, 1997 the

Developer pays to the County the costs of the Required Improvements pursuant to the terms hereof in lieu of constructing the Required Improvements.

While the development is proceeding under Option 3 with the Required Design of the Required Improvements, no permits shall be issued unless the Phase or sub-Phase meets the requirements of Option 1 or Option 2 of Subsection IV B.3 of the Development Order. Once the Developer pays or begins construction of the Required Improvements in accordance with the schedule, the additional requirement of meeting Option 1 or Option 2 prior to obtaining further permits shall terminate.

The Developer's failure to comply with the conditions or time frames of this section or the Developer's decision not to construct the Required Improvements shall be deemed by Hillsborough County to be the Developer's election to forfeit all rights, duties and obligations of the Developer pursuant to Option 3 of this Development Order.

In the event that either (a) the Developer has not completed the Required Design for Falkenburg Road and obtained the governmental permits necessary to construct the Required Improvements for Falkenburg Road on or before the Completion Date set forth above; or (b) has notified the Board of County Commissioners of Hillsborough County, the Tampa Bay Regional Planning Council and Department of Community Affairs of its decision not to construct the Required Improvements for Falkenburg Road, the Developer, at no cost or expense to Hillsborough County, shall deliver all documentation including, but not limited to, all plans, drawings, specifications, studies, surveys, permits, and reports related to the Required Design or permitting of Falkenburg Road and Required Improvements for Falkenburg Road to the Director of the Capital Projects Department. This delivery shall take place on either: (i) the Notification Date if the Developer notifies the County of its decision not to construct the Required Improvements; or (ii) June 7, 1997, in the event that the Developer has been unable to complete the Required Design and to commence the Required Improvements on or before June 7, 1997.

Subject to the availability of funds as specified in Subsection 3.c.4. of this Section IV, the Required Design for U.S. 301 shall be completed on

or before May 1, 1998 and shall be subject to the same conditions placed upon the Required Design for Falkenburg Road as set forth herein, with the exception of the time for submittal of the first quarterly report. The first quarterly report related to the design and permitting of U.S. 301 shall be submitted to the Florida Department of Transportation, Hillsborough County Director of Capital Projects, Department of Community Affairs, and Tampa Bay Regional Planning Council for review on or before February 1, 1996. The provisions of this Subsection shall take precedence over any other provision of this Development Order."

F. Subsection B.3.c.(6) of Section IV, pertaining to "Option 3", is deleted in its entirety and replaced with the following:

"(6) In lieu of the requirements under paragraphs B.3.c.(1-5) above, the Developer may elect to pay Hillsborough County, subject to the County's approval, the total costs for the aforesaid Required Design and Required Improvements, which, for purposes of this Development Order, shall be \$3,051,000.00 (the "Required Improvement Costs"), to be adjusted for cumulative inflation or deflation from August 1987 to the date of contribution of the Required Improvement Costs using the (composite) Price Trend Index for Florida Highway Construction (Composite Fiscal Year) published by the State of Florida Department of Transportation State Estimates Engineer (the "Price Trend Index"). If the Developer has made any reasonable and necessary expenditures in connection with design and/or construction of the Required Improvements, which are eligible for impact fee credits under applicable County ordinances, including, but not limited to, land acquisition costs, prior to payment of the Required Improvement Costs in accordance with this paragraph and provides the County Engineer with itemized proof of the expenditures, the Required Improvement Costs shall be reduced by allowance of a credit for such expenditures, which credit shall be adjusted for increases in the Price Trend Index as follows: the credit for each expenditure shall be a sum equal to the product of the expenditure and the percentage increase, if any, in the Price Trend Index for the Fiscal Year in which the final payment of the Required Improvements Costs was paid over the Price Trend Index for the Fiscal Year in which the payment of the expenditure was paid. The determination as to whether expenditures made by the Developer in

connection with the design, land acquisition, other pre-construction costs and construction costs for the Required Improvements are reasonable and necessary shall be determined jointly by the County Engineer and the Developer's transportation consultant (the "Transportation Consultant"). A traffic engineer employed by the State of Florida Department of Transportation ("DOT"), with experience in Florida road construction shall have the right to review any construction costs expended by the Developer in constructing the Required Improvements, and may make recommendations to the County Engineer as to whether such costs are reasonable and necessary. The intent of this paragraph is to enable the Developer to meet its obligations to fully mitigate the traffic impacts of the project under the law by paying the stated sums, which exceed Developer's fair share of the costs of the improvements identified in Tables 1, 2 and 3 of this Development Order, in lieu of constructing the identified improvements if, for reasons beyond the Developer's control, it becomes impractical or impossible for the Developer to complete said improvements within the parameters defined herein."

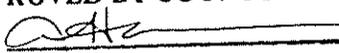
3. The Development Order is hereby affirmed in its entirety except as amended by this Resolution.

4. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations and, except as otherwise provided herein, the Development Order shall remain unchanged in full force and effect.

5. Upon adoption, this Resolution shall be transmitted by the Ex Officio's Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council and to the Developer and its designated representatives.

6. This Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County, Florida.

**APPROVED BY COUNTY ATTORNEY**

BY 

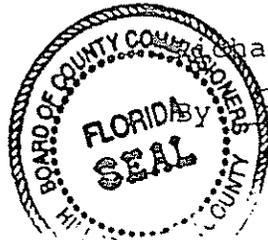
Approved As To Form And  
Legal Sufficiency.

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 the Resolution adopted by the Board of County Commissioners of Hillsborough County, Florida at its regular meeting of October 24, 1995, as the same appears of record in Minute Book 233 of the Public Records of Hillsborough County, Florida.

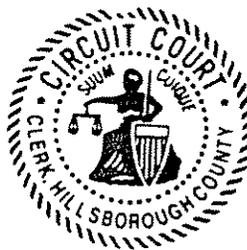
Witness my hand and official seal this 17th day of November, 1995.



Richard Ake, Clerk

*Gary Munk*  
Deputy Clerk

Richard Ake  
Clerk of the Circuit Court  
Hillsborough County, Florida



Clerk to Board of  
County Commissioners  
Room # 214-F  
P.O. Box 1110  
Tampa, Florida 33601  
Telephone 272-5845

May 27, 1993

SUZANNE COOPER DRI COORDINATOR  
TAMPA BAY REGIONAL PLANNING COUNCIL  
9455 KOGER BOULEVARD  
SUITE 219  
ST PETERSBURG FL 33702

Re: Resolution No. R93-0088 - Amending the Development Order for Lake  
Fair Mall (DRI #151)

Dear Ms. Cooper:

Attached is a certified copy of referenced resolution, which was adopted  
by the Hillsborough County Board of County Commissioners on April 27, 1993.

We are providing this copy for your files.

Sincerely,

RICHARD AKE  
CLERK OF CIRCUIT COURT

By: *Linda Fryman*  
Linda Fryman  
Manager, BOCC Records

*Mailed 5/28/93  
received 6/1/93*

LF:ADF  
Attachment  
Certified Mail

cc: Board files (1 orig.)  
J. Thomas Beck, Florida Department of Community Affairs  
Jeanette M. Flores, Esquire  
Carlton, Fields, Ward, Emmanuel, Smith, Cutler, P.A.  
Jeanie Hanna, Assistant County Attorney  
Gene Boles, Director, Planning and Development Management

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. 93-0088 Amending the Development Order for Lake  
Fair Mall (DRI #151)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

approved by the Board in its \_\_\_\_\_ regular meeting  
of \_\_\_\_\_ April 27 \_\_\_\_\_, 1993, as the same  
appears of record in MINUTE BOOK \_\_\_\_\_ 203 \_\_\_\_\_ of the  
Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 27th  
day of \_\_\_\_\_ May \_\_\_\_\_, 1993.

RICHARD AKE, CLERK

By: *Suzanne Lynn*  
Deputy Clerk

RESOLUTION NUMBER  R93-0088

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA AMENDING THE DEVELOPMENT ORDER FOR LAKE FAIR MALL, DRI #151.

Upon Motion of Commissioner  Lydia Miller, seconded by Commissioner  Joe Chillura, Jr., the following Resolution was adopted by vote of  Six (6) to  Zero (0), with Commissioner(s) \_\_\_\_\_ voting "No".

WHEREAS, on August 31, 1987, the Board of County Commissioners approved a Development Order, Resolution No. R87-0268, for the Lake Fair Mall Development of Regional Impact (the "Development Order");

WHEREAS, the Development Order was amended on April 11, 1989 pursuant to Resolution No. R89-0083 of the Board of County Commissioners, Hillsborough County, Florida and again amended May 7, 1991 pursuant to Resolution No. R91-0087 of the Board of County Commissioners, Hillsborough, Florida;

WHEREAS, the State of Florida Department of Community Affairs ("DCA") appealed Resolution No. 91-0087 (the "Appeal");

WHEREAS, DCA has agreed to dismiss its appeal provided that the Board of County Commissioners adopts an amendment to the Development Order in the form attached hereto as Schedule "I" (the "Amendment");

WHEREAS, the Amendment proposes an extension of the Phase I and Phase II buildout dates; an extension of the expiration date of the Development Order; an extension of the design and permitting deadlines of the transportation improvements; and additional changes to the Development Order in order to settle the Appeal;

WHEREAS, it is in the best interest of the County and Developer for the County to adopt the Amendment in order to settle the Appeal; and

WHEREAS, public notice was given that a public hearing would be held by Board of County Commissioners on April 27, 1993 to consider adoption of the Amendment;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING, DULY ASSEMBLED THIS  27TH DAY OF  APRIL, 1993 AS FOLLOWS:

1. The following findings of fact are made:
  - a. The Amendment of the Development Order, attached hereto as Schedule "I" and incorporated herein by reference, does not involve a change to a previously approved DRI constituting a substantial deviation under Section 380.06(19), Florida Statutes.
  - b. All statutory procedures have been adhered to.
  - c. The findings of fact and conclusions of law made in the original Development Order, as amended, are herein incorporated by reference.
  - d. All recitals and findings set forth herein are incorporated herein by reference.
2. Subsections A.1, A.6 and A.7 of Section IV of the Development Order, and Subsections B.3.c.(3) and B.3.c.(6) of Section IV of the Development Order are hereby amended in accordance with the language set forth Schedule "I" attached hereto and incorporated herein by reference.
3. The extension of the Phase I and Phase II buildout dates, expiration date of the Development Order and design and permit deadlines of the transportation improvements are each construed to be an extension of two (2) years.
4. The Development Order is hereby reaffirmed in its entirety except as amended by this Resolution.
5. This Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County.
6. Upon adoption, this Resolution shall be transmitted by the Ex-Officio Clerk of the Board of County Commissioners by certified mail to the Department of Community Affairs, the Tampa Bay Regional Planning Council and other recipients specified by statute or rules.

STATE OF FLORIDA )

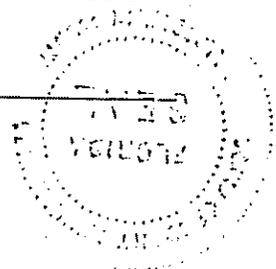
COUNTY OF HILLSBOROUGH )

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 27, 1993, as the same appears of record in Minute Book 203 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 27th day of May, 1993.

RICHARD AKE, CLERK OF CIRCUIT COURT

By: Linda Lyman  
Deputy Clerk



Approved by County Attorney

Jeanie Hanna  
Approved as to Form and Legal Sufficiency

**SCHEDULE "I"**  
**LANGUAGE AMENDING RESOLUTION NO. R. \_\_\_\_\_**  
**LAKE FAIR MALL DEVELOPMENT ORDER**  
**(DRI NO. 151)**

I. Subsection A.1. of Section IV entitled "SPECIFIC CONDITIONS" is deleted and replaced with the following:

A. Phasing Schedule and Deadlines

1. Subject to the conditions set forth within this Development Order, including, but not limited to, Subsection B.3.c.(3) of this Section IV, the development of the project shall proceed in accordance with the following phase schedules:

<u>Years</u>	<u>Use</u>	<u>Amount</u> (gross sq. ft.)
Phase I (1987 - December 15, 1995)	Regional Mall	1,693,000
		1,475,000 (leasable sq. ft.)
	Other Commercial	185,000
Phase II (1991 - December 15, 1998)	Office	200,000
	Hotel (300 Rooms)	<u>150,000</u>
Total Project		<u>2,228,000</u>

II. The date "September 1, 1998" set forth in Subsection A.6 of Section IV entitled "SPECIFIC CONDITIONS" is deleted and replaced with the date of "September 1, 2000".

III. The date "September 1, 1998" set forth in Subsection A.7 of Section IV entitled "SPECIFIC CONDITIONS" is deleted and replaced with the date "September 1, 2000".

IV. Subsection B.3.c.(3) of Section IV, pertaining to "Option 3," is deleted in its entirety and replaced with the following:

(3) The design work required under paragraphs c.(1) and (2) above shall be referred to herein as the "Required Design" and the improvements required under paragraphs c.(1) and (2) above shall be referred to as the "Required Improvements." The "Required Design" for Falkenburg Road shall be completed and approved and all required governmental permits secured no later than October 7, 1994 (the "Completion Date"). The Developer shall submit to the Director of the Capital Projects

Department quarterly status reports on the Developer's design and permitting activities. The first quarterly status report on the design and permitting activities on the Falkenburg Road shall be due no later than ninety (90) days after the effective date of this Resolution. The first quarterly status report shall include a detailed schedule of design and permitting milestones which, if met, will result in completion of the Required Design for Falkenburg Road and permitting activities by the date set forth above. Each subsequent quarterly report shall indicate whether the Required Design for Falkenburg Road and permitting activities are on schedule or behind schedule. Each quarterly report, after the initial report, shall be received by the County's Director of the Capital Projects Department within (90) calendar days from the due date of the previously submitted report. If either the Required Design for Falkenburg Road or the permitting activities are behind schedule, the quarterly status report shall provide a thorough explanation of the reasons for falling behind schedule and the steps taken by the Developer to get back on the original schedule. If the required design for Falkenburg Road and permitting activities are more than six (6) months behind schedule, a Notice of Proposed Change shall be submitted by the Developer and the Development Order shall be amended to reflect the changes.

No later than sixty (60) days prior to the Completion Date for the Required Design set forth above (or any extension thereto approved by the Board of County Commissioners of Hillsborough County in an amended order), the Developer shall provide written notification to the County Administrator of Hillsborough County, the Tampa Bay Regional Planning Council and the Department of Community Affairs of its intention to proceed with and complete the construction of the Required Improvements for Falkenburg Road in accordance with the schedule provided for or the decision of the Developer to pay to the County the costs for the Required Improvements pursuant to Subsection B.3.c.(6) in lieu of constructing the required improvements itself, subject to County approval. The Developer may also choose not to construct the Required Improvements for Falkenburg Road. In the event that the Developer chooses not to construct or pay the County for the construction of the Required Improvements for Falkenburg Road, then the Developer shall notify, in writing, the Board of County Commissioners, the Tampa Bay Regional Planning Council and Department of Community Affairs of its election of Option 1 or Option 2 to mitigate the project's transportation impacts.

While the development is proceeding under Option 3 with the Required Design of the Required Improvements, no permits shall be issued unless the Phase or sub-Phase meets the requirements of Option 1 or Option 2 of Sub-

section IV B.3 of the Development Order. Once the Developer pays or begins construction of the Required Improvements in accordance with the schedule, the additional requirement of meeting Option 1 or Option 2 prior to obtaining further permits shall terminate.

The Developer's failure to comply with the conditions or time frames of this section (unless extended by the Board of County Commissioners in an amended Development Order) or the Developer's decision not to construct the Required Improvements shall be deemed by Hillsborough County to be the Developer's election to forfeit all rights, duties and obligations of the Developer pursuant to Option 3 of this Development Order.

In the event that either (a) the Developer has not completed the Required Design for Falkenburg Road and obtained the governmental permits necessary to construct the Required Improvements for Falkenburg Road on or before the Completion Date set forth above (or extension thereto approved by the Board of County Commissioners in an amended Development Order); or (b) has notified the Board of County Commissioners of Hillsborough County, the Tampa Bay Regional Planning Council and Department of Community Affairs of its decision not to construct the Required Improvements for Falkenburg Road, the Developer, at no cost or expense to Hillsborough County, shall deliver all documentation including, but not limited to, all plans, drawings, specifications, studies, surveys, permits, and reports related to the Required Design or permitting of Falkenburg Road and Required Improvements for Falkenburg Road to the Director of the Capital Projects Department.

The Developer may petition the Board of County Commissioners of Hillsborough County to extend the date of the Deadline for completion of the Required Design and Permitting as set forth herein. The Board of County Commissioners of Hillsborough County shall consider the Developer's request to extend the date of the Deadline, but the granting of any such extension shall be within the discretion of the Board of County Commissioners of Hillsborough County and be rendered through an amendment to the Development Order. Any request for extension shall be filed in accordance with applicable law.

Subject to the availability of funds as specified in Subsection 3.c.4. of this Section IV, the Required Design for U.S. 301 shall be completed on or before May 1, 1996 and shall be subject to the same conditions placed upon the Required Design for Falkenburg Road as set forth herein, with the exception of the time for submittal of

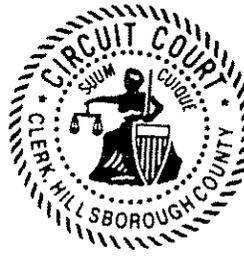
the first quarterly report. The first quarterly report related to the design and permitting of U.S. 301 shall be submitted to the Florida Department of Transportation, Hillsborough County Director of Capital Projects, Department of Community Affairs, and Tampa Bay Regional Planning Council for review on or before February 1, 1995. The provisions of this Subsection shall take precedence over any other provision of this Development Order.

V. Subsection B.3.c.(6) of Section IV, pertaining to "Option 3", is deleted in its entirety and replaced with the following:

(6) In lieu of the requirements under paragraphs B.3.c.(1-5) above, the Developer may elect to pay Hillsborough County, subject to the County's approval, the total costs for the aforesaid Required Design and Required Improvements, which, for purposes of this Development Order, shall be \$3,051,000.00 (the "Required Improvement Costs"), to be adjusted for cumulative inflation or deflation from August 1987 to the date of contribution of the Required Improvement Costs using the (composite) Price Trend Index for Florida Highway Construction (Composite Fiscal Year) published by the State of Florida Department of Transportation State Estimates Engineer (the "Price Trend Index"). If the Developer has made any reasonable and necessary expenditures in connection with design and/or construction of the Required Improvements, which are eligible for impact fee credits under applicable County ordinances, including, but not limited to, land acquisition costs, prior to payment of the Required Improvement Costs in accordance with this paragraph and provides the County Engineer with itemized proof of the expenditures, the Required Improvement Costs shall be reduced by allowance of a credit for such expenditures, which credit shall be adjusted for increases in the Price Trend Index as follows: the credit for each expenditure shall be a sum equal to the product of the expenditure and the percentage increase, if any, in the Price Trend Index for the Fiscal Year in which the final payment of the Required Improvements Costs was paid over the Price Trend Index for the Fiscal Year in which the payment of the expenditure was paid. The determination as to whether expenditures made by the Developer in connection with the design, land acquisition, other pre-construction costs and construction costs for the Required Improvements are reasonable and necessary shall be determined jointly by the County Engineer and the Developer's transportation consultant (the "Transportation Consultant"). A traffic engineer employed by the State of Florida Department of Transportation ("DOT"), with experience in Florida road construction shall have the right to review any construction costs expended by the Developer in constructing the Required Improvements, and may make recommendations to the County Engineer as to whether

such costs are reasonable and necessary. The intent of this paragraph is to enable the Developer to meet its obligations to fully mitigate the traffic impacts of the project under the law by paying the stated sums, which exceed Developer's fair share of the costs of the improvements identified in Tables 1, 2 and 3 of this Development Order, in lieu of constructing the identified improvements if, for reasons beyond the Developer's control, it becomes impractical or impossible for the Developer to complete said improvements within the parameters defined herein.

Richard Ake  
Clerk of the Circuit Court  
Hillsborough County, Florida



Clerk to Board of  
County Commissioners  
Room # 214-F  
P.O. Box 1110  
Tampa, Florida 33601  
Telephone 272-5845

June 4, 1991

Suzanne Cooper, DRI Coordinator  
Tampa Bay Regional Planning Council  
9455 Koger Boulevard  
Suite 219  
St. Petersburg, Florida 33702

Re: Resolution No. R91-0087 - Amendment to Development Order  
for Lake Fair Mall (DRI #151)

Dear Ms. Cooper:

Attached is a certified executed copy of the referenced  
resolution, which was adopted by the Hillsborough County Board  
of County Commissioners on May 7, 1991.

We are providing this copy for your official files.

Sincerely,

RICHARD AKE  
CLERK OF CIRCUIT COURT

By: Judith M. Nichols  
Judith M. Nichols  
Manager, BOCC Records

JMN:CS

Attachment

Certified Mail

cc: Board files (1 orig.)

Jeanette Flores, Esquire

J. Thomas Beck, State Department of Community Affairs

Joe Moreda, Senior Planner, Planning and Zoning

Paula Harvey, Acting Director, Planning and Zoning

John Dixon Wall, Chief Assistant County Attorney

**RECEIVED**

JUN 7 1991

Tampa Bay Regional  
Planning Council

mailed June 5, 1991

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 \_\_\_\_\_

H.C. Resolution No. R91-0087 - Lake Fair Mall  
Development Order Amendment

adopted by the Board in its regular meeting of  
May 7, 1991, as the same appears of  
record in MINUTE BOOK 180 of the Public Records of  
Hillsborough County, Florida.

WITNESS my hand and official seal this 31st day  
of May, 1991.

RICHARD AKE, CLERK

BY: Judith M. Nichols  
Deputy Clerk

RESOLUTION NO. R91-0087

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS  
OF HILLSBOROUGH COUNTY, FLORIDA  
AMENDING THE DEVELOPMENT ORDER  
FOR LAKE FAIR MALL, DRI #151

Upon motion of Commissioner Pam Iorio, seconded by  
Commissioner Sylvia Kimbell, the following Resolution was  
adopted by a vote of 6 to 0, with Commissioner(s) \_\_\_\_\_  
\_\_\_\_\_ voting "No."

WHEREAS, on August 31, 1987, the Board of County  
Commissioners approved a Development Order, Resolution No.  
R87-0268, for the Lake Fair Mall Development of Regional Impact  
(the "Development Order"); and,

WHEREAS, L.J. Hooker Developments, on February 8, 1989,  
filed a Notification of Proposed Change to a Previously Approved  
Development of Regional Impact to amend the Development Order;  
and,

WHEREAS, the Development Order was amended on April 11, 1989  
pursuant to Resolution No. R89-0083 of the Board of County  
Commissioners, Hillsborough County, Florida; and,

WHEREAS, it has proven impossible to date to complete the  
transportation pipeline improvements (Option 3, Section IV B. 3.  
c., Resolution No. R87-0268) due to insufficiency of available  
County right-of-way after, final determination of applicable  
drainage criteria, and the financial difficulties of the  
Developer. Therefore, it is in the best interests of the public  
to clarify the timeframes for the ongoing process of design,  
permitting and construction of these transportation pipeline  
improvements; and,

WHEREAS, on December 27, 1990, L.J. Hooker Developments, by  
its authorized agent, G. Maurice Blakeman, filed a Notification  
of a Proposed Change to a Previously Approved Development of  
Regional Impact for the LAKE FAIR MALL DRI ("Notice of Change")  
in accordance with Section 380.06(19), Florida Statutes (Supp.  
1990), which Notice of Change was amended on or about February 7,  
1991; and,

WHEREAS, the Notice of Change proposed an extension of the  
date of buildout of the Development by two (2) years, eleven (11)  
months and fifteen (15) days, as more particularly stated in the  
Notice of Change; and,

WHEREAS, Section 380.06(19), Florida Statutes (Supp. 1990) requires that the Development Order be amended to reflect the revisions proposed in the Notice of Change; and,

WHEREAS, pursuant to the provisions of Section 380.06(19), Florida Statutes (Supp. 1990), public notice was given that a public hearing would be held by the Board of County Commissioners on May 7, 1991 to consider a request to amend the Development Order.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING, DULY ASSEMBLED THIS 7th DAY OF May, 1991 AS FOLLOWS:

1. That the following findings of fact are made:
  - a. The amendment of the Development Order, attached hereto as Exhibit "A" and incorporated herein by reference, does not involve a change to a previously approved DRI constituting a substantial deviation under Section 380.06(19), Florida Statutes (Supp. 1990).
  - b. All statutory procedures have been adhered to.
  - c. The findings of fact and conclusions of law made in the original Development Order, as amended, are incorporated herein by reference.
  - d. All recitations and findings set forth herein are incorporated herein by reference.
2. That Subsections A.1 and B.3.c.(3) of Section IV. of the Development Order approved by Resolution No. 87-0268 and amended by Resolution No. 89-083 are hereby deleted in their entirety and replaced with the language set forth within Exhibit "A," attached hereto and incorporated herein by reference.
3. That the extension of the project buildout dates granted hereby and set forth in Exhibit A shall be construed to extend the project buildout dates for Phase I and Phase II of the development by a period of two (2) years, eleven (11) months and fifteen (15) days.
4. That the Developer's Certification, Exhibit "B", affirming that copies of the Notice of Change have been delivered to all persons as required by law, is attached hereto and incorporated herein by reference.
5. That the Developer's Certification, Exhibit "C", affirming that a complete copy of the Application for Development Approval, as modified or amended, has been delivered to all persons as required by law, is attached hereto and incorporated herein by reference.

6. That Resolution No.'s R-87-0268, and R-89-083, attached hereto and incorporated herein as Exhibits "D" and "E" are hereby reaffirmed in their entirety except as amended herein.
7. That the Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes (Supp. 1990).
8. That this Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes (Supp. 1990).
9. That upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk of the Board of County Commissioners by certified mail to the Department of Community Affairs, 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 May 7, 1991, as the same appears of record in Minute Book 180 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 31st day of May, 1991.

RICHARD AKE, CLERK

BY: Judith M. Nichols  
Deputy Clerk

APPROVED BY COUNTY ATTORNEY

BY: [Signature]  
Approved as to Form and  
Legal Sufficiency

Exhibit "A"  
of

RESOLUTION NO. R. \_\_\_\_\_  
LAKE FAIR MALL DEVELOPMENT ORDER  
(DRI NO. 151) AMENDMENT

I. Subsection A.1. of Section IV entitled "SPECIFIC CONDITIONS" shall be deleted and replaced with the following:

A. Phasing Schedule and Deadlines

1. Subject to the conditions set forth within this Development Order, including, but not limited to, Subsection B.3.c.(3) of this Section IV, the development of the project shall proceed in accordance with the following phasing schedules:

<u>Years</u>	<u>Use</u>	<u>Amount</u> (gross sq. ft.)
Phase I (1987 - December 15, 1993)	Regional Mall	1,693,000 1,475,000 (leasable sq. ft.)
	Other Commercial	185,000
Phase II (1991 - December 15, 1996)	Office	200,000
	Hotel (300 Rooms)	150,000
Total Project		<u>2,228,000</u>

II. Subsection B.3.c.(3) of Section IV. pertaining to "Option 3," shall be deleted in its entirety and replaced with the following:

(3) The design work required under paragraphs c.(1) and (2) above shall be referred to herein as the "Required Design", and the improvements required under paragraphs c.(1) and (2) above shall be referred to as the "Required Improvements". The "Required Design" for Falkenburg Road shall be completed and approved and all required governmental permits secured no later than October 7, 1992 (the "Completion Date"). The Developer shall submit to the Director of the Capital Projects Department quarterly status reports on the developer's design and permitting activities. The first quarterly status report shall include a detailed schedule of design and permitting milestones which, if met, will result in completion of the Required Design for Falkenburg Road and permitting activities by the date set forth above. The

first quarterly report shall be received by the County no later than ninety (90) calendar days after approval of this Resolution. Each subsequent quarterly report shall indicate whether the Required Design for Falkenburg Road and permitting activities are on schedule or behind schedule. Each quarterly report, after the initial report, shall be received by the County's Director of the Capital Projects Department within ninety (90) calendar days from the due date of the previously submitted report. If either the Required Design for Falkenburg Road or the permitting activities are behind schedule, the quarterly status report shall provide a thorough explanation of the reasons for falling behind schedule and the steps taken by the Developer to get back on the original schedule.

No later than sixty (60) days prior to the Completion Date set forth above (or any extension thereto approved by the Board of County Commissioners) the Developer shall provide written notification to the Board of County Commissioners of Hillsborough County, with a copy to the Manager of the Central area, Planning and Zoning Department, of its intention to proceed with and complete the construction of the Required Improvements for Falkenburg Road in accordance with the schedule provided for or its decision not to construct the Required Improvements for Falkenburg Road or the decision of the developer to pay to the County the costs for the Required Improvements pursuant to Subsection B.3.c.(6) in lieu of constructing the required improvements, subject to County approval.

The Developer's failure to comply with the conditions or time frames of this section (unless extended by the Board of County Commissioners) or the Developer's decision not to construct the Required Improvements shall be deemed by Hillsborough County to be the Developer's election to forfeit all rights, duties and obligations of the Developer pursuant to Option 3 of this Development Order. Provided, however, that if the Developer has complied with the conditions and time frames of this section, the Developer may exercise its right and obligation under Subsection B.3.c.(6) of this Section IV to pay to the County the costs for the Required Improvements in lieu of constructing the Required Improvements, subject to the conditions set forth therein and County approval.

In the event that either (a) the Developer has not completed the Required Design for Falkenburg Road and obtained the governmental permits necessary to construct the Required Improvements for Falkenburg Road on or before the Completion Date set forth above (or extension thereto approved by the Board of County Commissioners); or (b) has notified the Board of County Commissioners of Hillsborough County of its decision not to construct the Required Improvements for Falkenburg Road, the Developer, at no cost or expense to Hillsborough County, shall deliver all documentation including, but not limited to all plans, drawings,

specifications, studies, surveys, permits, and reports related to the Required Design or permitting of Falkenburg Road and Required Improvements for Falkenburg Road to the Director of the Capital Projects Department.

The Developer may petition the Board of County Commissioners of Hillsborough County to extend the date of the Deadline for completion of the Required Design and Permitting as set forth herein. The Board of County Commissioners of Hillsborough County shall consider the Developer's request to extend the date of the Deadline, but the granting of any such extension shall be within the discretion of the Board of County Commissioners of Hillsborough County. Any request for extension shall be filed in accordance with applicable law.

Subject to the availability of funds as specified in Subsection 3.c.(4) of this Section IV, the Required Design for U.S. 301 shall be completed on or before May, 1994 and shall be subject to the same conditions placed upon the Required Design for Falkenburg Road as set forth herein, with the exception of the time for submittal of the first quarterly report. The first quarterly report related to the design and permitting of US 301 shall be due February, 1993. All reports for US 301 shall be submitted to the Florida Department of Transportation for review.

The provisions of this Subsection shall take precedence over any other provision of this Development Order.

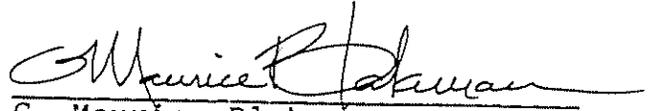
EXHIBIT "B"

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, the undersigned notary public authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared G. MAURICE BLAKEMAN as agent for Lake Fair Associates L.P., the applicant of the Notification of a Proposed Change to a Previously Approved Development of Regional Impact ("DRI"), pursuant to Subsection 380.06(19), Florida Statutes ("Notice of Change"), to me well known, who being by me first duly sworn, says upon oath as stated below:

1. On behalf of L.J. Hooker Developments, the previous owner of Lake Fair Mall, I filed the Notice of Change on December 27, 1990 and an amended Notice of Change on February 7, 1991.

2. The Notice of Change was filed with all persons as required by law.

  
G. Maurice Blakeman,  
Authorized Agent for  
Lake Fair Associates L.P.

SWORN TO AND SUBSCRIBED before me this 1<sup>st</sup> day of May, 1991.

  
Notary Public  
My Commission Expires:  
(SEAL)

Notary Public, State of Florida at Large  
My Commission Expires Sept. 8, 1993

EXHIBIT "C"

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, the undersigned notary public authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared G. MAURICE BLAKEMAN as authorized representative of Lake Fair Associates L.P., the applicant/owner of Lake Fair Mall DRI No. 151, to me well known, who being by me first duly sworn, says upon oath as stated below:

1. L.J. Hooker Development filed its Application for Development Approval for Lake Fair Mall in September, 1986. In addition, L.J. Hooker Development submitted its sufficiency response as required by law.

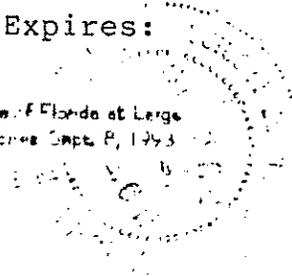
2. The aforementioned documents were filed with Hillsborough County, the State of Florida Department of Community Affairs, the Tampa Bay Regional Planning Council and those other governmental agencies and persons as required by law.

  
G. Maurice Blakeman,  
Authorized Agent for  
Lake Fair Associates L.P.

SWORN TO AND SUBSCRIBED before me this 1<sup>st</sup> day of May, 1991.

  
Notary Public  
My Commission Expires:  
(SEAL)

Notary Public, State of Florida at Large  
My Commission Expires Sept. 8, 1993



Resolution No. RS7-0268

RESOLUTION OF THE BOARD OF COUNTY  
 COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA  
 DRI #151 DEVELOPMENT ORDER  
 LAKE FAIR MALL

Upon motion by Commissioner Selvey, seconded by  
 Commissioner Padgett, the following Resolution was adopted by a vote of  
6 to 1 Commissioner(s) Platt voting  
 "No."

WHEREAS, in September, 1986, Hooker/Barnes (7), a Georgia Joint Venture  
 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 COMMERCIAL AND  
 OFFICE DEVELOPMENT approximately ONE HUNDRED AND NINETY NINE ACRES, located in  
 CENTRAL Hillsborough County, hereinafter referred to as LAKE FAIR MALL; 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 Zoning Code of  
 Hillsborough County (Ordinance 85-10), 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  
 AUGUST 31, 1987 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 IN REGULAR MEETING ASSEMBLED THIS 31st DAY  
 OF August, 1987, AS FOLLOWS:

I. FINDINGS OF FACT

- A. Hooker/Barnes, hereinafter referred to as "Developer", submitted to  
 Hillsborough County, Florida, an Application for Development Approval and  
 Sufficiency Responses 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,  
 Sufficiency Responses and other exhibits duly submitted and recorded.
- B. The real property which is the subject of the Application is legally  
 described as set forth in Composite Exhibit A.
- 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 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 recommendation of the Tampa Bay Regional Planning Council.
- B. 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.
- 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 LIGHT INDUSTRIAL.

## III. GENERAL PROVISIONS

- A. This resolution shall constitute the Development Order of Hillsborough County in response to the Application for Development Approval for the LAKE FAIR MALL Development of Regional Impact.
- B. The legal description set forth in Composite Exhibit A is hereby incorporated into and by reference made a part of this Development Order.
- C. All provisions contained within the Application and Sufficiency Responses 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.
- 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 his 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 include any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of government or governmental agency.
- 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 shall 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 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 Development Order where the Developer is responsible for ongoing maintenance of facilities at LAKE FAIR MALL, the Developer may transfer any or all of his 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 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 as defined by the criteria of Ch. 380.06(19)(b) 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 Hillsborough County and the Tampa Bay 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 Department of Development Coordination of Hillsborough County shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the Department of Development Coordination may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The Department of Development Coordination 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 Department of Development Coordination may issue a notice of such noncompliance to the Developer, or the Department of Development Coordination 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 as amended, and appropriate rules and regulations. The report shall be submitted on Florida Department of Community Affairs Form BLWM-07-85 as amended. 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 Department of Development Coordination which 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. 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(es) of any heir, assignee or successor in interest to this Development 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 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 (1986).

#### IV. SPECIFIC CONDITIONS

##### A. Phasing Schedule and Deadlines

1. The development of the project shall proceed in accordance with the following proposed phasing schedule:

<u>Years</u>	<u>Use</u>	<u>Amount</u> (gross sq. ft.)
Phase I (1987-90)	Regional Mall	1,693,000
		1,500,000 (leasable sq. ft.)
	Other Commercial	185,000
Phase II (1991-93)	Office	200,000
	Hotel (300 rooms)	<u>150,000</u>
Total Project		<u>2,228,000</u>

2. For purposes of this Order, a phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase. Development of Phases I and II may occur anywhere on the site.
3. If the Developer elects to amend the proposed phasing schedule, he shall submit said amendments to the Department of Development Coordination for review and approval, as required by law, which approval shall not be withheld for mere acceleration or deceleration of phases if the terms of this Order are otherwise fully complied with. 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 as amended.
4. Excess infrastructure capacity constructed to serve Phase I that will potentially serve Phase II shall be at the developer's risk and shall not vest latter phase development rights.
5. The physical development of LAKE FAIR MALL shall begin within three years of the effective date of this Development Order.
6. This Development Order shall remain in effect for a period up to and including September 1, 1998. No development shall be approved after expiration of the Development Order. Any development activity for which plans have been submitted to the County for its review and approval prior to the expiration date of this Development Order may be

completed in accordance with the requirements of the Development Order, if approved. This Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty (30) days prior to the expiration date of this Order.

7. The development shall not be subject to down-zoning, or intensity reduction until September 1, 1998, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the development order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

## B. Transportation

1. A transportation improvements plan and schedule for the Faulkenburg Road, U.S. 301 area, in cooperation with the Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC), the Tampa 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 commenced within one year of issuance of Phase I construction permits and be completed prior to issuance of building permits for Phase II. In lieu thereof, issuance of a Development Order approving an areawide DRI including the project site shall satisfy this requirement. The parameters for this interim 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 roadways to be constructed within the study area.
  - b. The existing, approved and projected development to be included within the plan.
  - c. The manner by which the traffic impact of existing development will be documented and assessed.
  - d. The manner by which the traffic impact of approved and projected development will be documented and assessed.
  - e. The procedure by which mass transit shall be studied as a viable alternative to alleviate overburdening of the roadways.
  - f. Identification of specific construction implementation goals, such as right-of-way acquisition and implementation of additional north/south and east/west corridors designed to coincide with transportation improvement needs generated by each phase completion for projects approved within the study area.
  - g. Identification of sources of funding commitments for the improvements identified.

The I-75 Corridor Study currently underway by the Hillsborough County City-County Planning Commission and the Brandon Area Transportation Study may fulfill part or all of these requirements.

2. An annual monitoring program for the total LAKE FAIR MALL project which will record driveway volumes in the evening peak hour shall be started when Certificates of Occupancy have been issued for 400,000 square feet of retail space, (or the equivalent thereof in terms of trip generation) and continue until build-out. If the driveway volumes exceed more than 15 percent of those projected for peak hour in the Application for each phase, a substantial deviation determination shall be required. If the variance is determined to be a substantial deviation, a revised transportation analysis, will be

required 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.

3. The developer at its option, shall select one of the following alternatives to mitigate the project's transportation.

a. Option 1

- (1) Prior to approval of Phase I of the development, acquire funding commitments from responsible entities for the roadway improvements indicated in Table 1 and Table 2. Without funding commitments for these improvements, construction permits shall not be issued. Where stipulated the Developer shall provide the improvements.
- (2) Prior to approval of Phase II of the development, acquire funding commitments from the responsible entities for the roadway improvements indicated in Table 3. Without funding commitments for these improvements, construction permits shall not be issued for Phase II.
- (3) Alternatively, the Developer may sub-phase the project, whereby specific amounts of project development are approved on condition that specific regional roadway improvements are provided on conditions that the following conditions exist:
  - (a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically approved.
  - (b) Funding commitments for roadway improvements shall be required when the regional roadway operates below an average daily LOS C, D at peak hour and the development contributes 5 percent or more of the average daily LOS C, D at peak hour capacity of the existing facility or such higher percentage as may be applicable upon designation of the project area as an Activity Center pursuant to the Regional Planning Council's adopted growth policy, Future of the Region.
  - (c) A stop order shall be issued before development takes place which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments have not been assured. A new analysis and/or monitoring may also be required in this instance.
- (4) The Developer shall submit for approval by TBRPC, Hillsborough County, the Tampa Urban Area MPO, Florida Department of Transportation (FDOT), the Hillsborough Area Transit Authority (HART), a plan of transportation systems management (TSM) measures to be instituted and implemented for each project phase. The plan shall provide for sufficient TSM measures to divert a significant percentage of total peak hour trips away from the peak traffic hours projected in the ADA. The plan shall be submitted to the reviewing agencies within one year of issuance of the Development Order and shall address the following at minimum:
  1. Worker flex time.
  2. Worker ridesharing strategies.
  3. Provision of transit and service facilities and programs to increase transit ridership.
  4. High Occupancy Vehicle Options.

If Developer desires the opportunity to seek credit against transportation impact fees for any lowering of traffic impacts resulting from TSM measures, each annual report for

this development after the issuance of certificates of occupancy for Phase I 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. The results of the TSM study may serve as a basis for the Developer to request Development Order amendments.

Table 1. Intersection Improvements Needed for Phase I (1990)

Intersection	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
FAULKENBURG ROAD at Broadway Avenue	F	8.6	Add one EB right-turn lane, one NB left-turn lane and one SB left-turn lane
BUFFALO AVENUE at Orient Road	F	6.9	Add one EB left-turn lane and one WB left-turn lane
PALM RIVER ROAD at 78th Street	F	18.7	Add one EB left-turn lane, one WB left-turn lane, and one EB right-turn lane
S.R. 60 at Faulkenburg Road	F	37.6	Add one NB right-turn lane and one WB left-turn lane
S.R. 60 at I-75	F	100.0	Redesign southbound Right Turn
S.R. 60 at U.S. 301	F	10.5	Add one WB left-turn lane
U.S. 301 at Site Drive	N/A	100.0	Signalize and lengthen existing through lanes
FAULKENBURG ROAD at North Site Drive	N/A	100.0	Signalization
FAULKENBURG ROAD at South Site Drive	N/A	100.0	Signalization

Table 2. Link Improvements Needed for Phase I (1990)

Roadway Link	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
<b>FAULKENBURG ROAD</b>			
S.R. 60 to Broadway	F	10.5	Add one NB and one SB through 1 to existing two
Palm River Road to Crosstown Expressway	N/A	N/A	Construct new four-lane divided Arterial
<b>S.R. 60</b>			
I-75 to Lakewood Drive	F	10.6	Add one EB and one WB through 1 to existing four
Lakewood Dr. to Kings Ave.	F	5.3	Add two EB and two WB through 1a to existing four
<b>U.S. 301</b>			
S.R. 60 to Site Entrance	F	10.5	Add one NB and one SB through 1 to existing four
<b>KINGS AVENUE</b>			
Oakfield to S.R. 60	F	6.9	Add one NB and one SB through 1 to existing two
<b>LAKWOOD DRIVE</b>			
Oakfield Dr. to S.R. 60	F	9.7	Add one NB and one SB through 1a to existing two

Table J. Intersection Improvements Needed for Phase II (1993)

Intersection	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
LUMSDEN ROAD at Bryan Road	F	7.3	Signalization Add one EB right-turn lane
PALM RIVER ROAD at 50th St.	F	5.5	Add one EB right-turn lane
S.R. 60 at 7th St.	E	5.5	Add NB left-turn lane
R. 60 at 50th St.	E	5.3	Convert SB right-turn lane to shared SB through and right turn lane

b. Option 2

In the event that commitments for transportation improvements are only adequate to permit partial approval by Hillsborough County of the LAKE FAIR MALL development, the capacity and loading of transportation facilities in the central Hillsborough County transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors in any subsequent approvals. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area Transportation Study (TUATS), MPO, the FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, 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 indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways and intersections at a satisfactory average daily Level of Service C, and a peak hour level of service D. Both the traffic counts and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices. Prior to any specific approval beyond the initial partial approval, the County or its designee shall ensure in written findings of fact that the above roadways and intersections are operating at or above an average daily Level of Service C, and a peak hour level of service D, and that the expected trips to be generated by such approval would not cause the roadways to operate below an average daily Level of Service C, and D at peak hour.

c. Option 3

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out herein. The requirements of Option 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of the project on regionally significant transportation highway facilities within the primary impact area. The approval of this mitigation/curing mechanism is based upon the project's impact on transportation facilities, the substantial public benefit to be gained by accelerating the design, construction and use of a major public facility, and its consistency with the TBRPC and DCA policies regarding pipelining transportation impacts.

- (1) The Developer shall design and construct the extension of Faulkenburg Road as a 4 lane divided roadway from its existing intersection with the Crosstown Expressway north to Palm River Road. Said design shall also include left turn lanes as required to meet County standards at the Faulkenburg/Palm River Road intersection.
- (2) The developer shall design and construct the widening of U.S. 301 from the site entrance north to the intersection of U.S. 301 and State Road 60. U.S. 301 shall be widened from a 4 lane divided to a 6 lane divided roadway.
- (3) The design work required under paragraphs c.(1) & (2) above shall be referred to herein as the "Required Design", and the improvements required under paragraph c.(1) & (2) above shall be referred to herein as the "Required Improvements". Unless extended pursuant to approval of the Hillsborough County Engineering Department, the Required Design shall be completed on or before the number of months stated below after the final adoption of this Development Order and the resolution of any appeal thereof or the expiration of the time period for such appeals without such an appeal having been filed: 12 months for Faulkenburg Road, 18 months for U.S. 301.

- (4) The Required Design shall be prepared in a manner normally used in Hillsborough County roadway projects and in accordance with Hillsborough County Standards and the Florida Department of Transportation's Plans Preparation Manual and Standards for Construction. The design period shall include a fourteen (14) day review period by the County and FDOT (for U.S. 301 improvements) of all plans at 30Z, 60Z and 90Z of completion.
- (5) Subject to acts of God or other occurrences beyond Developer's control unless extended by the County Engineer as a result of unavoidable permitting delay developer shall expeditiously commence the construction of the Required Improvements upon approval of the Required Design by FDOT (for U.S. 301 improvements) and the Hillsborough County Engineering Department and shall complete such construction on or before 18 months after said approvals for U.S. 301 improvements and on or before 12 months after said approvals for Faulkenburg Road improvements.-- To ensure that the Required Improvements are completed at the earliest possible time, Hillsborough County shall assist the Developer when required in obtaining all necessary permits, approvals and utility relocations, off-site construction easements and rights-of-way necessary to complete said improvements. The County agrees to purchase the necessary rights-of-way with funds advanced by the developer and only to the extent covered by such funds. Upon completion of the Required Improvements substantially in accordance with the Required Design, Hillsborough County shall accept the Required Improvements and shall assume full responsibility for their maintenance except for those under the jurisdiction of the FDOT.
- (6) In lieu of the requirements under paragraphs B.3.c.(1) - (5) above, the Developer may elect to pay to Hillsborough County, subject to the County's approval, the total costs for the aforesaid Required Design and the Required Improvements, which, for purposes of this development order shall be deemed to be \$3,051,000 in 1987 dollars (the "Required Improvements Costs"). If the Developer has completed any of the Required Improvements prior to payment of costs in accordance with this paragraph, the Required Improvements Costs shall be reduced by the reasonable cost of the design and/or improvements completed. The intent of this paragraph is to enable the Developer to meet its obligations to fully mitigate the traffic impacts of the project under the law by paying the stated sums, which exceed Developer's fair share of the costs of the improvements identified in Tables 1, 2 and 3 of this development order, in lieu of constructing the identified improvements if, for reasons beyond the developer's control, it becomes impractical or impossible for the Developer to complete said improvements within the parameters defined herein.
- (7) If the County accepts payments under this section, it shall use such monies to design and construct the Required Improvements. If it is not practical to complete the Required Improvements, the County may elect to use such monies to construct one or more other improvements which meet the requirements of the Department of Community Affairs Transportation Policy Rule and Section 19.8.14, Future of the Region (1987), and this Development Order shall be amended to identify the improvements to be constructed. The County shall complete said improvements within the time frames established in paragraphs B.3.c.(3) and (5), subject to delay for conditions or occurrences beyond the County's control as referenced in paragraph B.3.c.(5).

- (8) Should the Developer fail to substantially comply with the time frames listed herein, the County shall have the right to complete the Required Design or construction of the Required Improvements.
  - (9) Development activities and issuance of permits shall immediately cease if the Required Design and Required Improvements or the payment of the Required Improvements Costs as described herein are not provided by the Developer in accordance with the requirements of paragraphs B.3.c.(1) - (8), above.
  - (10) If the Developer determines that it will not be able to substantially complete the Required Design and the Required Improvements for the Required Improvements Costs, the Developer may satisfy its obligations under this Option 3 by constructing other improvements approved by Hillsborough County that are consistent with Section 19.8.14, Future of the Region (1987), and the Department of Community Affairs Transportation Policy Rule, that have a value equivalent to the Required Improvements Costs.
  - (11) If, as provided for herein, alternate improvements are substituted for those defined as the Required Improvements in this Option 3, this Development Order shall be amended in accordance with applicable laws to identify said alternate improvements and to establish a schedule for their completion consistent with the requirements of this Development Order.
4. The developer shall receive credit against impact fees, pursuant to law. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right-of-way dedications and transportation improvements. Any difference between the Required Improvements Costs and the sum of the costs of the Required Design and the Required Improvements (the "Difference") shall be paid in cash prior to the issuance of the final Certificate of Occupancy for the project, provided that the developer may elect to make other improvements of a value equivalent to the Difference, subject to approval by the Hillsborough County Engineering Department. The Developer's completion of the Required Design and Required Improvements and payment of the Difference, or completion of other improvements in lieu of the Difference as provided for herein, shall be deemed to fully and completely satisfy any and all of its obligations under the law to mitigate the traffic impacts of the LAKE FAIR MALL project.
  5. Driveway radii onto U.S. 301 and Faulkenburg Road shall be a minimum of 40 feet in size to accommodate single unit vehicles.
  6. A pedestrian circulation system and a bicycle circulation system shall be provided within the project. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System into LAKE FAIR MALL. No detailed site plans shall be approved which do not indicate these systems.
  7. The platted right-of-way, Hallmark Avenue, which is maintained by the County for a length of 21 hundredths of a mile, shall not be vacated along this maintained length unless access via this right-of-way to U.S. 301 is secured for the land north of and abutting the right of way. The purpose of this conditions is to avoid the need for an additional median opening on U.S. 301 north of the project.
  8. Pending the completion of the special FDOT study of I-75, FDOT desires to maintain a level of service (LOS) C peak hour on the I-75 interchange ramps to avoid prejudicing the study's recommendations. No additional lanes, new interchanges, or modifications of existing interchanges (other than the installation of dual left turn receiving

lanes or other minor geometric changes for the purpose of improving traffic service on intersecting roadways) to the I-75 system will be approved prior to the completion of this special study.

If, during the study period, the LOS C peak hour threshold will exceeded on the ramps of the I-75/S.R. 60 interchange, the Developer may, at its expense, utilize ramp metering or other improvements acceptable to FDOT to preserve the LOS C peak hour service level. Building permits will not be issued if ramp metering or such other improvements (which can be demonstrated by means of a new traffic analysis to maintain level of service "C" peak hours) are not permitted by the Federal Highway Administration and said alternative improvements are not approved and funded prior to the commencement of construction within any phase in which impacts require mitigation.

To enable the County and FDOT to ascertain compliance with this Condition, the Developer shall submit to the County and FDOT a semi-annual LOS Operational Analysis of all ramps at the I-75/S.R. 60 interchange. The LOS Operational Analysis shall contain a p.m. peak hour analysis of the level of service of the merge/diverge point, mid-ramp section and ramp junction at the arterial street for existing conditions and conditions projected 6 months from the submission date of the analysis. The technical analysis shall be conducted using generally accepted traffic engineering standards and procedures. The first Operational Analysis will be prepared within six (6) months after the issuance of the first certificate of occupancy for the project.

If, after an evaluation of such an Operational Analysis, the review by the County and FDOT indicates that the LOS C peak hour threshold will be exceeded for any ramp of the I-75/S.R. 60 interchange as a result of the Development's traffic prior to the submission of the next Operational Analysis, and the Development's traffic contributes more than five percent (5%) to the traffic volume, the County will determine whether to continue issuing building permits and will notify the Developer of this determination in writing. If the LOS C peak hour threshold is projected to be exceeded for the ramps prior to submission of the next Operational Analysis, the Developer shall have the opportunity to submit evidence to both the County and FDOT to demonstrate that Development traffic, as identified in an Operational Analysis, does not contribute more than five percent to the ramps' traffic volume, or evidence as to improvements that will mitigate the project's impacts, under either of which conditions the County shall not, by reason of this Section cease the issuing of building permits for the Development.

This condition shall be in effect for the duration of the FDOT study period or for twenty four months from the date of issuance of this Development Order, whichever is earlier.

#### C. Air Quality

1. If any proposed change is determined to be a substantial deviation, Hillsborough County shall determine whether the nature of the proposed change(s) is such that it would require a re-analysis of the air quality impacts of this project or if such proposed change includes uses which are determined to be point sources of air pollution. If a re-analysis is warranted as determined by Hillsborough County, the Developer shall perform point source air quality analyses and the Developer shall take remedial measures as required by Hillsborough County, all in accordance with applicable law.
2. The measures to reduce erosion, fugitive dust and air emission stated on pages 13-4 and 14-6 of the ADA shall be required.

#### D. Stormwater Management and Water Quality

1. In order to protect water quality, there shall be no degradation of water quality standards from stormwater exiting the site. The Developers shall comply with all Department of Environmental

Regulation (DER) and South West Florida Water Management District (SWFWMD) permitting requirements and specifically with Chapter 17-3, F.A.C. Any violation of Chapter 17-3, Florida Administrative Code (F.A.C.) shall require corrective measures as set forth by DER.

2. Prior to the issuance of any building permits the Final Drainage Plan and drainage calculations shall be submitted to TBRPC and DER for review and to Hillsborough County and SWFWMD for approval. The drainage system shall be designed to meet all applicable Hillsborough County and SWFWMD regulations. The County drainage criteria in existence at the time of construction of the respective project phases shall be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria is more restrictive.
3. Due to the "volume sensitive" nature of Delaney Creek, the drainage design for LAKE FAIR MALL must satisfy the following criteria from the 1986 Delaney Creek Stormwater Master Plan, E5-7 and E5-8 by Ghioto, Sinjhofen and Associates, Inc.:
  - a. Compensating storage must be provided for any encroachment into the 100-year flood plain.
  - b. The peak rate of discharge resulting from the 100-year 24-hour storm under post-development conditions must not exceed the pre-development peak rate of runoff from the 10-year 24-hour storm.
  - c. The volume of runoff discharged from the 100-year 24-hour storm under post development conditions must not exceed that amount of runoff produced from the development 100-year 24-hour storm.
4. If reorientation of Delaney Creek is deemed necessary, excavation activity will include the creation of a littoral shelf on one side of Delaney Creek in accordance with the requirements of those agencies issuing permits for such activity.
5. Stormwater detention/retention pond design requirements for the development shall be as listed below unless otherwise approved by the Hillsborough County Environmental Protection Commission and the Hillsborough County Drainage Engineer:
  - a. The side slopes shall be no greater than 4:1.
  - b. The banks shall be completely vegetated to the design low water elevation.
  - c. The sides and the bottom of each pond shall not be constructed of impervious material.
6. The Developer shall give all necessary drainage easements or rights-of-way as required by the County's Stormwater Management Department, in accordance with applicable regulations, prior to Master Drainage Plan approval.
7. In order to protect water quality the developer shall implement a vacuum street cleaning program for the parking and roadway areas within the development.
8. No habitable structures shall be allowed in the designated 25-year floodplain unless provisions are made to compensate for reduction in natural storage area caused by the development.

#### E. Wetlands

1. In order to protect the natural values of preserved/ conserved wetland areas, the following shall be required:
  - a. Except as otherwise permitted by agencies having jurisdiction:
    - (1) No hydroperiod alteration shall be permitted in conservation or preservation areas identified on the Master Development

Plan.

- (2) No dredging, filling or development activities will be allowed within preservation areas. Activities within the conservation areas shall be limited to approved stormwater management outfall structures and boardwalks.
  - (3) The proposed retention/detention wetland systems shall be designed, constructed, and maintained pursuant to the guidelines of the Stormwater and Lake System Maintenance and Design Guidelines (TBRPC, 1978).
2. A mitigation plan for all displaced wetlands will be developed and implemented prior to or in conjunction with development in areas being disturbed. All mitigation areas and littoral shelves shall be monitored in accordance with the requirements of the agency or agencies issuing the permit for such mitigation.
  3. All wetland losses shall require a minimum of 1:1 in-kind wetland replacement.
  4. 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 mitigation measures shall be employed by the developer in cooperation with the Florida Game and Fresh Water Fish Commission.
  5. The land use designations for those portions of the LAKE FAIR MALL site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region, Section 2.701 and 2.702 shall be as designated on the revised General Development Plan submitted to Hillsborough County.

F. Public Facilities

1. Prior to 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 water supply, supply lines, and facilities to service the project. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction.
2. Prior to detailed site plan approval for each phase of the development, the Developer shall ensure the provision of fire flows acceptable to Hillsborough County. The installation of a sprinkler system, fire hydrants or fire plan shall be options to ensure the provision of acceptable fire flows. No Zoning Compliance Permits shall be approved without verification from the Hillsborough County Fire Department that sufficient firefighting facilities/manpower/equipment required to serve the project are available.
3. 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 a master plan for wastewater collection, treatment and effluent disposal facilities approved and permitted by the Utilities Department or other applicable entity. No Zoning Compliance Permits shall be issued without a commitment from Hillsborough County or other responsible entity to provide wastewater disposal capacity for the building(s) that are the subject of such application.
4. Any on-site wastewater treatment or disposal plant constructed to serve the project shall require a substantial deviation determination pursuant to F.S 380.06(19), as amended.
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 Emergency Management Services

capabilities and facilities are available to service the development.

6. The Developer shall be required to provide for recovered wastewater disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water and Wastewater Utilities take-back policy in effect prior to detailed site plan approval.
7. The Developer shall use non-potable water for landscape and open space irrigation unless otherwise approved by Hillsborough County.
8. The collection, transportation and disposal of solid waste is controlled by Hillsborough County ordinance and shall take place in accordance with the terms of said ordinance.

#### G. Hazardous Waste

1. Prior to the issuance of Zoning Compliance Permits, the developer shall, if not in conflict with Hillsborough County plans and policies, and only as required to accommodate hazardous waste generators in the project (if any) provide separate hazardous waste storage areas within the project. These areas shall be accessible to all businesses and shall be marked and/or colored so as to clearly distinguish the areas intended for hazardous wastes and materials. (Hazardous wastes are those substances and materials defined in F.S. 403.703(21), F.S., and listed in Title 40 CFR Part 261), as amended.
2. The developer shall, notify in writing, all project businesses of the location of the specially-designated hazardous waste and materials containers.
3. Surface impoundments of hazardous waste, hazardous waste piles, land treatment of hazardous waste, landfills and underground storage of hazardous materials shall be prohibited.
4. Large quantity generators of hazardous substances as defined by applicable Federal and State regulations, shall implement a site-specific surficial aquifer monitoring program as required by Hillsborough County, Hillsborough County Environmental Protection Commission (EPC) and DER. An emergency response and hazardous waste management operation plan shall be required for those facilities which generate/handle hazardous wastes, to minimize hazards to human health and the environment. The plans shall describe the procedures and actions required of facility personnel as well as the duties of local EMS/fire and police departments and hospitals. The plan shall be included in the first annual report following occupancy within the park.
5. All temporary hazardous waste storage facilities shall meet applicable federal, state and local laws, rules and regulations, and where appropriate the criteria set forth in Sections 3.913(a), (d) and (e), TBRPC's, Future of the Region.
6. Small quantity generators as defined by applicable Federal and State regulations, should obtain United State Environmental Protection Agency (USEPA) identification numbers.
7. The developer, through restrictive lease agreements or covenants, shall advise tenants and purchasers that any hazardous waste must be transported and disposed of in a manner consistent with applicable laws and regulations.

#### H. Hurricane Evacuation

1. The developer shall coordinate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, as to the feasibility of designating buildings within the LAKE FAIR MALL development as public hurricane evacuation centers to shelter the residents of vulnerable areas. A report on the outcome of these discussions shall be submitted in the first annual report prior to issuances of Certificates of Occupancy for the project.

## I. Energy Conservation

1. The energy conservation measures referenced on page 25-3 of the ADA shall be complied with by the developer. The following energy conservation measures shall also be encouraged by the Developer or his assigns: for the office, service center, research and development and commercial components of LAKE FAIR MALL:
  - a. The institution 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 system.
  - 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 the project's facilities.

## J. Equal Opportunity

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

## K. General

1. The discovery of any historical or archaeological resources shall be reported to Hillsborough County and the disposition of such resources shall be determined in cooperation with the Division of Historical Resources and Hillsborough County.
2. Any approval of the LAKE FAIR MALL development shall at minimum, satisfy the provisions of F.S. 380.06(15), as amended.
3. All of the final Developer's commitments set forth in the ADA, and as summarized in Attachment 1 entitled "Developer Commitments" shall be honored, except as they may be superseded by specific terms of the Development Order.
4. That portion of the property zoned R-3MH as shown on Figure 12-1, page 12-8 of the ADA, shall be restricted to use as open space until such time as it is rezoned. Rezoning of this parcel to an industrial or commercial district shall permit it to be used for detention/retention as shown on the Master Plan for the project (Map H).

5. The 7 acre parcel designated for retail commercial uses on Map H in the ADA, and located in the northeastern corner of the site on Faulkenburg Road, shall be restricted to the service uses permitted by the Zoning Code in the CN zoning district.

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 August 31, 1987, as same appears of record in Minute Book 135 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 21st day of October, 1987.

RICHARD AKE, CLERK

By: Edna G. Fitzpatrick  
Deputy Clerk

APPROVED BY [Signature] ATTORNEY  
BY [Signature]  
REC'D AS TO PUBLIC USE  
[Illegible]

RESOLUTION #R89-0083

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS  
HILLSBOROUGH COUNTY, FLORIDA  
LAKE FAIR MALL

Upon motion by Commissioner Selvey, seconded by  
Commissioner Padgett, the following Resolution was  
adopted by a vote of 6 to 0, Commissioner(s)  
none voting "No".

WHEREAS, on August 31, 1987, the Board of County  
Commissioners issued Development Order #151 for the Lake Fair  
Mall Development of Regional Impact through Resolution #R87-0268,  
hereinafter referred to as LAKE FAIR MALL, a copy of said  
Development Order is attached hereto as Exhibit "A" and  
incorporated herein by reference; and

WHEREAS, LJ Hooker Developments on February 8, 1989 filed a  
Notification of Proposed Change to a Previously Approved  
Development of Regional Impact (DRI); and

WHEREAS, the Notification of Proposed Change provides for an  
additional 59.4 + acre parcel, a Revised Master Development Plan,  
a decrease in the leasable regional mall area by 25,000 sq. ft.,  
an additional access point to U.S. 301, and additional amendments  
described herein; and

WHEREAS, the Board of County Commissioners as the governing  
body of the local government having jurisdiction pursuant to  
380.06, Florida Statutes is authorized and empowered to consider  
Proposed Changes to a Previously Approved Development of Regional  
Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough  
County has on April 11, 1989 held a duly noticed public hearing  
on said Notification of Proposed Change and has heard and  
considered testimony and other documents and evidence; and

WHEREAS, the staff of the Tampa Bay Regional Planning  
Council, Hillsborough County, and the Department of Community  
Affairs has reviewed this Notification of Proposed Change; and

WHEREAS, the Board of County Commissioners has determined  
that clear and convincing evidence has been presented to the  
Board of County Commissioners and that the proposed changes do  
not constitute a substantial deviation requiring further  
development of regional impact review.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY  
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING  
ASSEMBLED THIS 11th DAY OF April, 1989, AS FOLLOWS:

1. The foregoing recitation and findings of fact are hereby incorporated into and made a part of this Resolution.
2. The real property which is the subject of this amended Development Order totals approximately 258.3 + acres, said real property being more particularly described in Exhibit "B" attached hereto and incorporated herein by reference.



3. Construction of LAKE FAIR MALL shall proceed in accordance with the Revised Master Development Plan attached hereto as Exhibit "C" and shall be subject to all the conditions in the Development Order for Lake Fair Mall, (DRI #151, approved pursuant to Resolution #R87-0268), all applicable zoning conditions and/or restrictions, and all conditions described herein.

4. Lake Fair Mall Development Order #151, approved pursuant to Resolution #R87-0268 is amended as follows:

a) Section IV. SPECIFIC CONDITIONS, A. Phasing Schedule and Deadlines is hereby amended to provide the following:

" 1. The Development of the project shall proceed in accordance with the following proposed phasing schedule:

<u>Years</u>	<u>Use</u>	<u>Amount</u> (gross sq.ft.)
Phase I (1987-90)	Regional Mall	1,693,000
		1,475,000
		(leasable sq.ft.)
	Other Commercial	185,000
Phase II (1991-93)	Office	200,000
	Hotel (300 Rooms)	<u>150,000</u>
Total Project		<u>2,228,000</u>

"

b) Section IV. SPECIFIC CONDITIONS, B. Transportation, 3.c.(4) is amended to read as follows:

"The Required Design shall be prepared in a manner normally used in Hillsborough County roadway projects and in accordance with Hillsborough County Standards and the Florida Department of Transportation's Plans Preparation Manual and Standards for Construction. The design period shall include a fourteen (14) day review period by the County (for Faulkenburg Road improvements) and FDOT (for U.S. 301 improvements) of all plans at 30%, 60%, 90% and 100% of completion. Upon receipt of FDOT's acceptance of 100% of U.S. 301 plans, the developer shall notify FDOT of the proposed construction schedule and initiate the appropriate agreements acceptable to FDOT to construct the U.S. 301 improvements, to the extent funds are available. In addition, the developer shall inform FDOT of the amount of money, if any, remaining from the Faulkenburg Road improvements as soon as the amount can be determined. If sufficient funds are not available to complete a reasonable capacity improvement project on U.S. 301, then the Department and the developer will determine the appropriate course of action to be taken to enable the Department to utilize the remaining funds."

c) Section IV. SPECIFIC CONDITIONS, B. Transportation, 3.c.(5) is amended to read as follows:

"Subject to acts of God or other occurrences beyond Developer's control unless extended by the County Engineer as a result of unavoidable permitting delay developer shall expeditiously commence the construction of the Required Improvements upon approval of the

Required Design by FDOT for (U.S. 301 improvements) and the Hillsborough County Engineering Department and shall complete such construction on or before 12 months after said approvals for U.S. 301 improvements and on or before 12 months after said approvals for Faulkenburg Road improvements. -- To ensure that the Regional Improvements are completed at the earliest possible time, Hillsborough County shall assist the Developer when required in obtaining all necessary permits, approvals and utility relocations, off-site construction easements and right-of-way necessary to complete said improvements. The County agrees to purchase the necessary rights-of-way with funds advanced by the developer and only to the extent covered by such funds. Upon completion of the Required Improvements substantially in accordance with the Required Design, Hillsborough County shall accept the Required Improvements and shall assume full responsibility for their maintenance except for those under the jurisdiction of the FDOT."

d) Section IV. SPECIFIC CONDITIONS, B. Transportation, 8. paragraph 3, as set forth below, is hereby deleted:

"To enable the County and FDOT to ascertain compliance with this Condition, the Developer shall submit to the County and FDOT a semi-annual LOS Operational Analysis of all ramps at the I-75/S.R. 60 interchange. The LOS Operational Analysis shall contain a p.m. peak hour analysis of the level of service of the merge/diverge point, mid-ramp section and ramp junction at the arterial street for existing conditions and conditions projected 6 months from the submission date of the analysis. The technical analysis shall be conducted using generally accepted traffic engineering standards and procedures. The submission dates, scope and content of this Operational Analysis will be approved by the County and FDOT prior to the issuance of the first Certificate of Occupancy."

5. As a condition of this Amended Development Order, the Developer agrees to honor those representations contained in the letter attached hereto as Exhibit "D" and incorporated herein by reference. The representations contained in Exhibit "D" are associated with site-related improvements to U.S. 301 in conjunction with the two driveway access points. The Developer and the Florida Department of Transportation by mutual agreement may change the representations contained in Exhibit "D" without requiring an amendment to the Development Order.

6. The changes described herein do not constitute a substantial deviation from the Lake Fair Mall Development of Regional Impact pursuant to the terms of Florida Statutes 380.06(19).

7. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order shall remain unchanged and in full force and effect.

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, to LJ Hooker Developments and its designated representative.

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, 1989, as the same appears of record in Minute Book 155 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 1st day of May, 1989.

RICHARD AKE, CLERK

By: Edna J. Fitzpatrick  
(Deputy Clerk)

JOHN P. DUNN, ATTORNEY  
John P. Dunn  
Notary Public and  
Legal Secretary

### LEGAL DESCRIPTION

Part of Section 30, Township 29 South, Range 20 East, Hillsborough County, Florida being described as follows:

From the Northeast corner of said Section 30, run thence then N 89°42'38" W., 1109.06 feet, along the North boundary of Said Section 30 to the Westerly right-of-way line of Faulkenburg and the POINT OF BEGINNING; thence along said Westerly right-of-way line of Faulkenburg Road the following four (4) courses, (1) South, 791.62 feet; (2) thence S 03°48'51" W., 300.67 feet; (3) thence S 01°38'12" E., 700.29 feet; (4) thence South, 265.68 feet, to the intersection of said Westerly right-of-way line with the Westerly Limited Access right-of-way line of the South Crosstown Expressway (S.R. 93A) (I-75); thence along the Westerly, Southerly and Easterly Limited Access right-of-way line of the South Crosstown Expressway (S.R. 93A) (I-75) the following twelve (12) courses, (1) West, 29.82 feet; (2) thence S 03°48'51" W., 566.26 feet to the beginning of a curve to the right; (3) thence Southwesterly, 284.57 feet, along the arc of said curve (having a radius 207.29 feet, a central angle of 78°39'19", and a chord bearing and distance of S 43°08'30" W., 262.74 feet) to the end of said curve; (4) thence S 82°28'10" W., 247.93 feet to the beginning of a curve to the right; (5) thence Westerly, 463.65 feet, along the arc of said curve (having a radius of 1807.15 feet, a central angle of 14°42'00", and a chord bearing and distance of S 89°49'10" W., 462.38 feet) to the end of said curve; (6) thence N 82°49'50" W., 1200.24 feet; (7) thence N 81°47'27" W., 196.78 feet; (8) thence N 76°45'09" W., 1324.88 feet; (9) thence N 73°45'57" W., 227.64 feet to the beginning of a curve to the right; (10) thence Northwesterly, 213.41 feet, along the arc of said curve (having a radius of 207.29 feet, a central angle 58°59'17", and a chord bearing and distance of N 44°16'18" W., 204.11 feet) to the end of said curve; (11) thence N 14°46'40" W., 630.51 feet; (12) thence N 37°18'20" W., 139.50 feet to the end of said Limited Access right-of-way line, also being the intersection of the South right-of-way line of Hallmark Avenue as platted by CLAIR-MEL CITY, UNIT NO. 54, according to the plat or map thereof, recorded in Plat Book 37, Page 50, Public Records of Hillsborough County, Florida and the Easterly right-of-way line of U.S. Highway 301 (S.R. 43); thence N 12°27'51" W., 118.96 feet along said Easterly right-of-way line of U.S. Highway 301 (S.R. 43) to the most Northwesterly corner of said CLAIR-MEL CITY, UNIT NO. 54; thence along the Northerly boundary of said CLAIR-MEL CITY, UNIT NO. 54 the following two courses: (1) S 89°41'40" E., 568.74 feet; (2) S 89°44'48" E., 1008.31 feet to the Northeast corner of said CLAIR-MEL CITY, UNIT NO. 54; thence S 89°44'48" E., 170.80 feet along the Easterly extension of the Northerly boundary of said CLAIR-MEL CITY, UNIT NO. 54; thence S 89°42'38" E., 39.85 feet to a point; thence N 00°08'50" W., 1340.46 feet to the North boundary of the Northwest 1/4 of said Section 30; thence S 89°44'13" E., 943.83 feet along the North boundary of the Northwest 1/4 of said Section 30 to the Northwest corner of the Northeast 1/4 of said Section 30; thence S 89°42'38" E., 1534.60 feet along the North boundary of the Northeast 1/4 of said Section 30 to the POINT OF BEGINNING.

AND

Exhibit B  
(1 of 2)

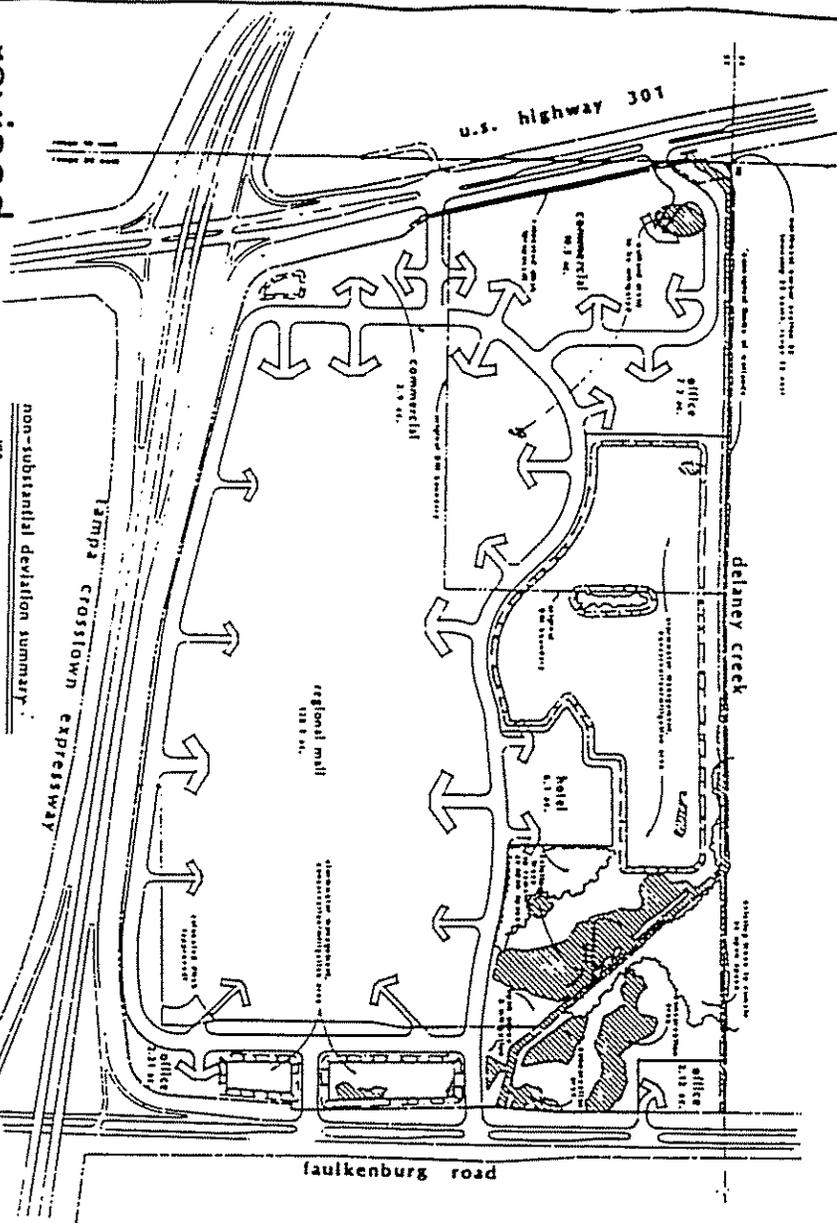
From the Northwest corner of the Northeast 1/4 of said Section 30, run thence N. 89°44'13"W., 943.83 feet along the North boundary of the Northwest 1/4 of said Section 30 to the POINT OF BEGINNING; thence S. 00°08'50"E., 13450.46 feet; thence 89°42'38"W., 39.85 feet; thence N.89°44'48"W., 170.80 feet to the most Northeast corner of CLAIR-MEL CITY UNIT NO. 54, according to the map or plat thereof as recorded in Plat Book 37, Page 50, Public Records of Hillsborough County, Florida; thence continue 89°44'48"W., 1008.31 feet along the North boundary of said CLAIRE-MEL CITY UNIT NO. 54; thence N.89°41'40"W., 553.36 feet along said North boundary to the Easterly right-of-way line of U.S. Highway 301 (S.R. 43); thence N.12°30'05"W., 229.07 feet along said Easterly right-of-way line; thence N.16°47'23"W., 200.56 feet along said Easterly right-of-way line; thence N.12°30'05"W., 283.23 feet along said Easterly right-of-way line; thence N.12°45"W., 474.64 feet along said Easterly right-of-way line to its intersection with the West boundary of said Section 309; thence N.00°04'56"E., 145.39 feet along said West boundary to a point lying 40.50 feet South of the Northwest corner of said Section 30; thence N.52°13'22"E., 65.72 feet to a point on the North boundary of said Section 30 lying 51.89 feet East of said Northwest corner of Section 30; thence S.89°44'13"E., 1988.25 feet along the North boundary of said Section 30 to the POINT OF BEGINNING.

Containing a total of 258.272 acres, more or less.

revised  
master  
development  
plan

date: august 1988

LAKE FAIR MALL  
TAMPA, FLORIDA



non-substantial deviation summary:

use	approved 4/1/87	proposed non-sub. v.l.	change	% of change
regional mall	1,533,000	1,692,000	0	0
commercial	15,200,000	16,075,000	0	-8.22
office	185,000	185,000	0	0
hotel	200,000	200,000	0	-5.4
roadways	200 rooms	200 rooms	0	0

L. J. Hooper Developments  
1873 century boulevard, suite 200  
atlanta, georgia 30343

section 24,  
landmark 19 north, group 18, 19, 20,  
highway 30 north, florida

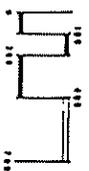
land use summary

use	area	% of site 177.41 ac.
regional mall	128.41	72.4
commercial	21.4	12.1
office	9.3	5.2
hotel	118.3	66.7
roadways	21.19	11.9
miscellaneous open space	23.23	13.1
total	238.40	100.0

development mix

use	development
regional mall	1,692,000 s.f.
commercial (other)	185,000 s.f.
office	200,000 s.f.
hotel	200 rooms

grossed area:  
1. regional mall & hotel development project  
2. office & commercial use  
3. not yet provided by construction contracts and  
4. completed portion of projects provided by  
development contract and



March 23, 1989  
6606.02

Mr. Rick Adair  
Florida Department of Transportation  
1300 N. Westshore  
Suite 201  
Tampa, Florida 33609

Re: Lake Fair Mall

Dear Mr. Adair:

This letter represents the final understanding between Florida Department of Transportation (FDOT) and L.J. Hooker Development Corp. regarding the driveway access points for Lake Fair Mall on US 301.

To summarize the major points of agreement:

- o The developer's proposed roadway/driveway geometry provides an acceptable level of service at project buildout in 1993 on US 301.
- o The developer's proposed roadway/driveway geometry is acceptable to the FDOT with the following provisions:
  1. At the main site entrance, the design is to include dual southbound left-turn lanes leading into the site.
  2. At the north site entrance, the design is to include a single southbound left-turn lane into the site. The median is to be of adequate width to accommodate a second southbound left-turn lane if dual left-turn lanes at this intersection are determined by the FDOT to be necessary in the future.
- o The eastbound Crosstown Expressway to northbound U.S. 301 movement may require dual left-turn lanes in the future; however, this improvement is not a requirement of the Driveway/Roadway Alteration Permit.

- o A traffic responsive signal system on U.S. 301 from Palm River Road to Causeway Boulevard, inclusive, will be a FDOT condition of receiving a Driveway/Roadway Alteration Permit.

To enable FDOT to ascertain compliance with US 301 conditions for the two site access points, the developer shall submit to FDOT an annual LOS operational analysis.

An analysis from the first signalized intersection south of the Crosstown Expressway on US 301 to Palm River Drive will be conducted. Intersections to be studied are:

- o US 301/Causeway (or first intersection south of Crosstown Expressway)
- o US 301/Crosstown Expressway, eastbound
- o US 301/Crosstown Expressway, westbound
- o US 301/Main Site Access Point
- o US 301/North Site Drive
- o US 301/Palm River Drive

The analysis shall be conducted once a year through full approved project buildout or expiration of the development order, whichever occurs first. Each annual monitoring report shall analyze the conditions existing at that time and conditions projected for the following year. The analysis shall be conducted using generally accepted traffic engineering principles. The analysis will:

- o Determine if safety deficiencies or capacity limitations are existing or are projected to occur prior to the submission date of the next monitoring report at any of the intersections in the study area which are caused by Lake Fair Mall traffic.
- o Determine the PM (AM) Peak Hour level-of-service for through traffic traveling on US 301 through the study area.

If a determination is made in the monitoring report that the US 301 through traffic is not or is projected within one year to not operate at a Level of Service "D" Peak hour or better, or that operational (safety) deficiencies exist or are projected to occur within one year then the contribution of the Lake Fair Mall project to the inadequate conditions will be determined for the affected areas. If improvements are necessary due to other developments including the Lake Fair Mall DRI, then the monitoring report will identify what the improvements need to be and what the Lake Fair Mall DRI's proportionate share costs are to undertake the improvements. The Lake Fair Mall DRI will be responsible for paying its costs to the Department. If the identified improvements are necessary solely due to the Lake Fair Mall DRI, then the developer shall pay for the total costs required to undertake the improvements as reasonably determined by the Department.

The annual monitoring analysis will include:

1. Traffic counts at each intersection defined in the study limits. Traffic counts will be PM peak hours turning movement counts if the uses within the Lake Fair Mall site generate the highest peak hour demand during this time period. Otherwise, AM peak hour counts will be taken if counts taken at the US 301 entrances indicate that this is the highest traffic generation time period for the site. Included in the traffic counts will be observations of existing queues at the intersections for movements which present a safety problem or contribute to inadequate through capacity deficiencies.
2. The through traffic volumes existing at the time of the yearly monitoring shall be analyzed using the PASSER II progression analysis program or the TRANSYT-7F traffic simulation model.
3. Existing PM (AM) through and turning volumes are to be documented. Results of the computer simulations are to be part of the monitoring report. Any existing PM (AM) through movement deficiencies created by the Lake Fair Mall DRI's US 301 site entrances with recommendations to correct the deficiencies are to be included in the monitoring report.
4. Estimated growth of existing traffic volumes will include consideration of the most recent available FDOT data for US 301 in or near the study area. Background traffic volumes will be increased to reflect one year's traffic growth using acceptable projection techniques. Estimated increases in Lake Fair Mall DRI traffic will include land uses within the project which are anticipated to be occupied within one year. Traffic for new land uses within the project site will be estimated using the methodology contained in the most current edition of the Institute of Transportation Engineer's Trip Generation. New project traffic will be added to the background traffic to yield the traffic to be analyzed in the monitoring report.
5. The analysis conducted for existing traffic conditions in the monitoring report will also be conducted for the conditions projected in the following year. If capacity or safety improvement needs are projected to be necessary in the analysis, then the Lake Fair Mall DRI will undertake the same steps as previously discussed with respect to the correction of existing deficiencies.

Mr. Rick Adair  
Page 4

6. The first monitoring report will be due one year following the date of approval of either or both US 301 driveway entrances as indicated on the permit application issued by the Department.

Very truly yours,

KIMLEY-HORN AND ASSOCIATES, INC.

*Wm. Stone* for:

William T. Stone, P.E.  
Office Manager

WTS/dba

cc: Maurice Blakeman  
Tony Tramel  
Denny Richard  
Scott Steady

Exhibit "D"  
(4 of 4)

RESOLUTION # R89-0083

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS  
HILLSBOROUGH COUNTY, FLORIDA  
LAKE FAIR MALL

Upon motion by Commissioner Selvey, seconded by Commissioner Padgett, the following Resolution was adopted by a vote of 6 to 0, Commissioner(s) none voting "No".

WHEREAS, on August 31, 1987, the Board of County Commissioners issued Development Order #151 for the Lake Fair Mall Development of Regional Impact through Resolution #R87-0268, hereinafter referred to as LAKE FAIR MALL, a copy of said Development Order is attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, LJ Hooker Developments on February 8, 1989 filed a Notification of Proposed Change to a Previously Approved Development of Regional Impact (DRI); and

WHEREAS, the Notification of Proposed Change provides for an additional 59.4 + acre parcel, a Revised Master Development Plan, a decrease in the leasable regional mall area by 25,000 sq. ft., an additional access point to U.S. 301, and additional amendments described herein; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to 380.06, Florida Statutes is authorized and empowered to consider Proposed Changes to a Previously Approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County has on April 11, 1989 held a duly noticed public hearing on said Notification of Proposed Change and has heard and considered testimony and other documents and evidence; and

WHEREAS, the staff of the Tampa Bay Regional Planning Council, Hillsborough County, and the Department of Community Affairs has reviewed this Notification of Proposed Change; and

WHEREAS, the Board of County Commissioners has determined that clear and convincing evidence has been presented to the Board of County Commissioners and that the proposed changes do not constitute a substantial deviation requiring further development of regional impact review.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING ASSEMBLED THIS 11th DAY OF April, 1989, AS FOLLOWS:

1. The foregoing recitation and findings of fact are hereby incorporated into and made a part of this Resolution.
2. The real property which is the subject of this amended Development Order totals approximately 258.3 + acres, said real property being more particularly described in Exhibit "B" attached hereto and incorporated herein by reference.



3. Construction of LAKE FAIR MALL shall proceed in accordance with the Revised Master Development Plan attached hereto as Exhibit "C" and shall be subject to all the conditions in the Development Order for Lake Fair Mall, (DRI #151, approved pursuant to Resolution #R87-0268), all applicable zoning conditions and/or restrictions, and all conditions described herein.

4. Lake Fair Mall Development Order #151, approved pursuant to Resolution #R87-0268 is amended as follows:

a) Section IV. SPECIFIC CONDITIONS, A. Phasing Schedule and Deadlines is hereby amended to provide the following:

" 1. The Development of the project shall proceed in accordance with the following proposed phasing schedule:

<u>Years</u>	<u>Use</u>	<u>Amount</u> (gross sq.ft.)
Phase I (1987-90)	Regional Mall	1,693,000
		1,475,000
		(leasable sq.ft.)
	Other Commercial	185,000
Phase II (1991-93)	Office	200,000
	Hotel (300 Rooms)	<u>150,000</u>
Total Project		<u>2,228,000</u>

b) Section IV. SPECIFIC CONDITIONS, B. Transportation, 3.c.(4) is amended to read as follows:

"The Required Design shall be prepared in a manner normally used in Hillsborough County roadway projects and in accordance with Hillsborough County Standards and the Florida Department of Transportation's Plans Preparation Manual and Standards for Construction. The design period shall include a fourteen (14) day review period by the County (for Faulkenburg Road improvements) and FDOT (for U.S. 301 improvements) of all plans at 30%, 60%, 90% and 100% of completion. Upon receipt of FDOT's acceptance of 100% of U.S. 301 plans, the developer shall notify FDOT of the proposed construction schedule and initiate the appropriate agreements acceptable to FDOT to construct the U.S. 301 improvements, to the extent funds are available. In addition, the developer shall inform FDOT of the amount of money, if any, remaining from the Faulkenburg Road improvements as soon as the amount can be determined. If sufficient funds are not available to complete a reasonable capacity improvement project on U.S. 301, then the Department and the developer will determine the appropriate course of action to be taken to enable the Department to utilize the remaining funds."

c) Section IV. SPECIFIC CONDITIONS, B. Transportation, 3.c.(5) is amended to read as follows:

"Subject to acts of God or other occurrences beyond Developer's control unless extended by the County Engineer as a result of unavoidable permitting delay developer shall expeditiously commence the construction of the Required Improvements upon approval of the

Required Design by FDOT for (U.S. 301 improvements) and the Hillsborough County Engineering Department and shall complete such construction on or before 12 months after said approvals for U.S. 301 improvements and on or before 12 months after said approvals for Faulkenburg Road improvements. -- To ensure that the Regional Improvements are completed at the earliest possible time, Hillsborough County shall assist the Developer when required in obtaining all necessary permits, approvals and utility relocations, off-site construction easements and right-of-way necessary to complete said improvements. The County agrees to purchase the necessary rights-of-way with funds advanced by the developer and only to the extent covered by such funds. Upon completion of the Required Improvements substantially in accordance with the Required Design, Hillsborough County shall accept the Required Improvements and shall assume full responsibility for their maintenance except for those under the jurisdiction of the FDOT."

d) Section IV. SPECIFIC CONDITIONS, B. Transportation, 8. paragraph 3, as set forth below, is hereby deleted:

"To enable the County and FDOT to ascertain compliance with this Condition, the Developer shall submit to the County and FDOT a semi-annual LOS Operational Analysis of all ramps at the I-75/S.R. 60 interchange. The LOS Operational Analysis shall contain a p.m. peak hour analysis of the level of service of the merge/diverge point, mid-ramp section and ramp junction at the arterial street for existing conditions and conditions projected 6 months from the submission date of the analysis. The technical analysis shall be conducted using generally accepted traffic engineering standards and procedures. The submission dates, scope and content of this Operational Analysis will be approved by the County and FDOT prior to the issuance of the first Certificate of Occupancy."

5. As a condition of this Amended Development Order, the Developer agrees to honor those representations contained in the letter attached hereto as Exhibit "D" and incorporated herein by reference. The representations contained in Exhibit "D" are associated with site-related improvements to U.S. 301 in conjunction with the two driveway access points. The Developer and the Florida Department of Transportation by mutual agreement may change the representations contained in Exhibit "D" without requiring an amendment to the Development Order.

6. The changes described herein do not constitute a substantial deviation from the Lake Fair Mall Development of Regional Impact pursuant to the terms of Florida Statutes 380.06(19).

7. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order shall remain unchanged and in full force and effect.

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, to LJ Hooker Developments and its designated representative.

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, 1989, as the same appears of record in Minute Book 155 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 1st day of May, 1989.

RICHARD AKE, CLERK

By: Edna A. Fitzpatrick  
(Deputy Clerk)

APPROVED BY COUNTY ATTORNEY  
BY John P. Hall  
Approved As To Form And  
Legal Sufficiency.

RESOLUTION OF THE BOARD OF COUNTY  
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA  
DRI #151 DEVELOPMENT ORDER  
LAKE FAIR MALL

Upon motion by Commissioner Selvey, seconded by  
Commissioner Padgett, the following Resolution was adopted by a vote of  
6 to 1 Commissioner(s) Platt voting  
"No."

WHEREAS, in September, 1986, Hooker/Barnes (7), a Georgia Joint Venture 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 COMMERCIAL AND OFFICE DEVELOPMENT approximately ONE HUNDRED AND NINETY NINE ACRES, located in CENTRAL Hillsborough County, hereinafter referred to as LAKE FAIR MALL; 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 Zoning Code of Hillsborough County (Ordinance 85-10), 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 AUGUST 31, 1987 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 IN REGULAR MEETING ASSEMBLED THIS 31st DAY OF August, 1987, AS FOLLOWS:

I. FINDINGS OF FACT

- A. Hooker/Barnes, hereinafter referred to as "Developer", submitted to Hillsborough County, Florida, an Application for Development Approval and Sufficiency Responses 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, Sufficiency Responses and other exhibits duly submitted and recorded.
- B. The real property which is the subject of the Application is legally described as set forth in Composite Exhibit A.
- 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 the 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 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 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 recommendation of the Tampa Bay Regional Planning Council.
- B. 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.
- 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 LIGHT INDUSTRIAL.

## III. GENERAL PROVISIONS

- A. This resolution shall constitute the Development Order of Hillsborough County in response to the Application for Development Approval for the LAKE FAIR MALL Development of Regional Impact.
- B. The legal description set forth in Composite Exhibit A is hereby incorporated into and by reference made a part of this Development Order.
- C. All provisions contained within the Application and Sufficiency Responses 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.
- 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 his 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 include any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of government or governmental agency.
- 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 shall 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 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 Development Order where the Developer is responsible for ongoing maintenance of facilities at LAKE FAIR MALL, the Developer may transfer any or all of his 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 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 as defined by the criteria of Ch. 380.06(19)(b) 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 Hillsborough County and the Tampa Bay 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 Department of Development Coordination of Hillsborough County shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the Department of Development Coordination may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The Department of Development Coordination 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 Department of Development Coordination may issue a notice of such noncompliance to the Developer, or the Department of Development Coordination 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 as amended, and appropriate rules and regulations. The report shall be submitted on Florida Department of Community Affairs Form BLWM-07-85 as amended. 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 Department of Development Coordination which 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. 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(es) of any heir, assignee or successor in interest to this Development 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 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 (1986).

#### IV. SPECIFIC CONDITIONS

##### A. Phasing Schedule and Deadlines

1. The development of the project shall proceed in accordance with the following proposed phasing schedule:

<u>Years</u>	<u>Use</u>	<u>Amount</u> (gross sq. ft.)
Phase I (1987-90)	Regional Mall	1,693,000
		1,500,000 (leasable sq. ft.)
	Other Commercial	185,000
Phase II (1991-93)	Office	200,000
	Hotel (300 rooms)	<u>150,000</u>
Total Project		<u>2,228,000</u>

2. For purposes of this Order, a phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase. Development of Phases I and II may occur anywhere on the site.
3. If the Developer elects to amend the proposed phasing schedule, he shall submit said amendments to the Department of Development Coordination for review and approval, as required by law, which approval shall not be withheld for mere acceleration or deceleration of phases if the terms of this Order are otherwise fully complied with. 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 as amended.
4. Excess infrastructure capacity constructed to serve Phase I that will potentially serve Phase II shall be at the developer's risk and shall not vest latter phase development rights.
5. The physical development of LAKE FAIR MALL shall begin within three years of the effective date of this Development Order.
6. This Development Order shall remain in effect for a period up to and including September 1, 1998. No development shall be approved after expiration of the Development Order. Any development activity for which plans have been submitted to the County for its review and approval prior to the expiration date of this Development Order may be

completed in accordance with the requirements of the Development Order, if approved. This Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty (30) days prior to the expiration date of this Order.

7. The development shall not be subject to down-zoning, or intensity reduction until September 1, 1998, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the development order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

#### B. Transportation

1. A transportation improvements plan and schedule for the Faulkenburg Road, U.S. 301 area, in cooperation with the Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC), the Tampa 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 commenced within one year of issuance of Phase I construction permits and be completed prior to issuance of building permits for Phase II. In lieu thereof, issuance of a Development Order approving an areawide DRI including the project site shall satisfy this requirement. The parameters for this interim 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 roadways to be constructed within the study area.
  - b. The existing, approved and projected development to be included within the plan.
  - c. The manner by which the traffic impact of existing development will be documented and assessed.
  - d. The manner by which the traffic impact of approved and projected development will be documented and assessed.
  - e. The procedure by which mass transit shall be studied as a viable alternative to alleviate overburdening of the roadways.
  - f. Identification of specific construction implementation goals, such as right-of-way acquisition and implementation of additional north/south and east/west corridors designed to coincide with transportation improvement needs generated by each phase completion for projects approved within the study area.
  - g. Identification of sources of funding commitments for the improvements identified.

The I-75 Corridor Study currently underway by the Hillsborough County City-County Planning Commission and the Brandon Area Transportation Study may fulfill part or all of these requirements.

2. An annual monitoring program for the total LAKE FAIR MALL project which will record driveway volumes in the evening peak hour shall be started when Certificates of Occupancy have been issued for 400,000 square feet of retail space, (or the equivalent thereof in terms of trip generation) and continue until build-out. If the driveway volumes exceed more than 15 percent of those projected for peak hour in the Application for each phase, a substantial deviation determination shall be required. If the variance is determined to be a substantial deviation, a revised transportation analysis, will be

required based on results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

3. The developer at its option, shall select one of the following alternatives to mitigate the project's transportation.

a. Option 1

- (1) Prior to approval of Phase I of the development, acquire funding commitments from responsible entities for the roadway improvements indicated in Table 1 and Table 2. Without funding commitments for these improvements, construction permits shall not be issued. Where stipulated the Developer shall provide the improvements.
- (2) Prior to approval of Phase II of the development, acquire funding commitments from the responsible entities for the roadway improvements indicated in Table 3. Without funding commitments for these improvements, construction permits shall not be issued for Phase II.
- (3) Alternatively, the Developer may sub-phase the project, whereby specific amounts of project development are approved on condition that specific regional roadway improvements are provided on conditions that the following conditions exist:
  - (a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically approved.
  - (b) Funding commitments for roadway improvements shall be required when the regional roadway operates below an average daily LOS C, D at peak hour and the development contributes 5 percent or more of the average daily LOS C, D at peak hour capacity of the existing facility or such higher percentage as may be applicable upon designation of the project area as an Activity Center pursuant to the Regional Planning Council's adopted growth policy, Future of the Region.
  - (c) A stop order shall be issued before development takes place which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments have not been assured. A new analysis and/or monitoring may also be required in this instance.
- (4) The Developer shall submit for approval by TBRPC, Hillsborough County, the Tampa Urban Area MPO, Florida Department of Transportation (FDOT), the Hillsborough Area Transit Authority (HART), a plan of transportation systems management (TSM) measures to be instituted and implemented for each project phase. The plan shall provide for sufficient TSM measures to divert a significant percentage of total peak hour trips away from the peak traffic hours projected in the ADA. The plan shall be submitted to the reviewing agencies within one year of issuance of the Development Order and shall address the following at minimum:
  1. Worker flex time.
  2. Worker ridesharing strategies.
  3. Provision of transit and service facilities and programs to increase transit ridership.
  4. High Occupancy Vehicle Options.

If Developer desires the opportunity to seek credit against transportation impact fees for any lowering of traffic impacts resulting from TSM measures, each annual report for

this development after the issuance of certificates of occupancy for Phase I 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. The results of the TSM study may serve as a basis for the Developer to request Development Order amendments.

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Table 1. Intersection Improvements Needed for Phase I (1990)

Intersection	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
FAULKENBURG ROAD at Broadway Avenue	P	8.6	Add one EB right-turn lane, one NB left-turn lane and one SB left-turn lane
BUFFALO AVENUE at Orient Road	P	6.9	Add one EB left-turn lane and one WB left-turn lane
PALM RIVER ROAD at 78th Street	P	10.7	Add one EB left-turn lane, one WB left-turn lane, and one EB right-turn lane
S.R. 60 at Faulkenburg Road	P	37.6	Add one NB right-turn lane and one WB left-turn lane
S.R. 60 at I-75	P	100.0	Redesign southbound Right Turn
S.R. 60 at U.S. 301	P	10.5	Add one WB left-turn lane
U.S. 301 at Site Drive	N/A	100.0	Signalize and lengthen existing through lanes
FAULKENBURG ROAD at North Site Drive	N/A	100.0	Signalization
FAULKENBURG ROAD at South Site Drive	N/A	100.0	Signalization

Table 2. Link Improvements Needed for Phase I (1990)

Roadway Link	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
<b>FAULKENBURG ROAD</b>			
S.R. 60 to Broadway	P	10.9	Add one NB and one SB thru to existing two
Palm River Road to Crosstown Expressway	N/A	N/A	Construct new four-lane divided Arterial
<b>S.R. 60</b>			
I-75 to Lakewood Drive	P	10.6	Add one EB and one WB thru to existing four
Lakewood Dr. to Kings Ave.	P	9.3	Add two EB and two WB thru to existing four
<b>U.S. 301</b>			
S.R. 60 to Site Entrance	P	10.9	Add one NB and one SB thru to existing four
<b>KINGS AVENUE</b>			
Oakfield to S.R. 60	P	6.9	Add one NB and one SB thru to existing two
<b>LAKWOOD DRIVE</b>			
Oakfield Dr. to S.R. 60	P	9.7	Add one NB and one SB thru to existing two

Table J. Intersection Improvements Needed for Phase II (1999)

Intersection	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
LUMSDEN ROAD at Bryan Road	F	7.3	Signalization Add one EB right-turn lane
PALM RIVER ROAD at 50th St.	F	5.5	Add one EB right-turn lane
S.R. 60 at 70th St.	E	5.5	Add NB left-turn lane
R. 60 at 50th St.	E	5.3	Convert SB right-turn lane to shared SB through and right turn lane

b. Option 2

In the event that commitments for transportation improvements are only adequate to permit partial approval by Hillsborough County of the LAKE FAIR MALL development, the capacity and loading of transportation facilities in the central Hillsborough County transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors in any subsequent approvals. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area Transportation Study (TUATS), MPO, the FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, 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 indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways and intersections at a satisfactory average daily Level of Service C, and a peak hour level of service D. Both the traffic counts and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices. Prior to any specific approval beyond the initial partial approval, the County or its designee shall ensure in written findings of fact that the above roadways and intersections are operating at or above an average daily Level of Service C, and a peak hour level of service D, and that the expected trips to be generated by such approval would not cause the roadways to operate below an average daily Level of Service C, and D at peak hour.

c. Option 3

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out herein. The requirements of Option 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of the project on regionally significant transportation highway facilities within the primary impact area. The approval of this mitigation/curing mechanism is based upon the project's impact on transportation facilities, the substantial public benefit to be gained by accelerating the design, construction and use of a major public facility, and its consistency with the TBRPC and DCA policies regarding pipelining transportation impacts.

- (1) The Developer shall design and construct the extension of Faulkenburg Road as a 4 lane divided roadway from its existing intersection with the Crosstown Expressway north to Palm River Road. Said design shall also include left turn lanes as required to meet County standards at the Faulkenburg/Palm River Road intersection.
- (2) The developer shall design and construct the widening of U.S. 301 from the site entrance north to the intersection of U.S. 301 and State Road 60. U.S. 301 shall be widened from a 4 lane divided to a 6 lane divided roadway.
- (3) The design work required under paragraphs c.(1) & (2) above shall be referred to herein as the "Required Design", and the improvements required under paragraph c.(1) & (2) above shall be referred to herein as the "Required Improvements". Unless extended pursuant to approval of the Hillsborough County Engineering Department, the Required Design shall be completed on or before the number of months stated below after the final adoption of this Development Order and the resolution of any appeal thereof or the expiration of the time period for such appeals without such an appeal having been filed: 12 months for Faulkenburg Road, 18 months for U.S. 301.

- (4) The Required Design shall be prepared in a manner normally used in Hillsborough County roadway projects and in accordance with Hillsborough County Standards and the Florida Department of Transportation's Plans Preparation Manual and Standards for Construction. The design period shall include a fourteen (14) day review period by the County and FDOT (for U.S. 301 improvements) of all plans at 30%, 60% and 90% of completion.
- (5) Subject to acts of God or other occurrences beyond Developer's control unless extended by the County Engineer as a result of unavoidable permitting delay developer shall expeditiously commence the construction of the Required Improvements upon approval of the Required Design by FDOT (for U.S. 301 improvements) and the Hillsborough County Engineering Department and shall complete such construction on or before 18 months after said approvals for U.S. 301 improvements and on or before 12 months after said approvals for Paulkenburg Road improvements.-- To ensure that the Required Improvements are completed at the earliest possible time, Hillsborough County shall assist the Developer when required in obtaining all necessary permits, approvals and utility relocations, off-site construction easements and rights-of-way necessary to complete said improvements. The County agrees to purchase the necessary rights-of-way with funds advanced by the developer and only to the extent covered by such funds. Upon completion of the Required Improvements substantially in accordance with the Required Design, Hillsborough County shall accept the Required Improvements and shall assume full responsibility for their maintenance except for those under the jurisdiction of the FDOT.
- (6) In lieu of the requirements under paragraphs B.3.c.(1) - (5) above, the Developer may elect to pay to Hillsborough County, subject to the County's approval, the total costs for the aforesaid Required Design and the Required Improvements, which, for purposes of this development order shall be deemed to be \$3,051,000 in 1987 dollars (the "Required Improvements Costs"). If the Developer has completed any of the Required Improvements prior to payment of costs in accordance with this paragraph, the Required Improvements Costs shall be reduced by the reasonable cost of the design and/or improvements completed. The intent of this paragraph is to enable the Developer to meet its obligations to fully mitigate the traffic impacts of the project under the law by paying the stated sums, which exceed Developer's fair share of the costs of the improvements identified in Tables 1, 2 and 3 of this development order, in lieu of constructing the identified improvements if, for reasons beyond the developer's control, it becomes impractical or impossible for the Developer to complete said improvements within the parameters defined herein.
- (7) If the County accepts payments under this section, it shall use such monies to design and construct the Required Improvements. If it is not practical to complete the Required Improvements, the County may elect to use such monies to construct one or more other improvements which meet the requirements of the Department of Community Affairs Transportation Policy Rule and Section 19.8.14, Future of the Region (1987), and this Development Order shall be amended to identify the improvements to be constructed. The County shall complete said improvements within the time frames established in paragraphs B.3.c.(3) and (5), subject to delay for conditions or occurrences beyond the County's control as referenced in paragraph B.3.c.(5).

- (8) Should the Developer fail to substantially comply with the time frames listed herein, the County shall have the right to complete the Required Design or construction of the Required Improvements.
- (9) Development activities and issuance of permits shall immediately cease if the Required Design and Required Improvements or the payment of the Required Improvements Costs as described herein are not provided by the Developer in accordance with the requirements of paragraphs B.3.c.(1) - (8), above.
- (10) If the Developer determines that it will not be able to substantially complete the Required Design and the Required Improvements for the Required Improvements Costs, the Developer may satisfy its obligations under this Option 3 by constructing other improvements approved by Hillsborough County that are consistent with Section 19.8.14, Future of the Region (1987), and the Department of Community Affairs Transportation Policy Rule, that have a value equivalent to the Required Improvements Costs.
- (11) If, as provided for herein, alternate improvements are substituted for those defined as the Required Improvements in this Option 3, this Development Order shall be amended in accordance with applicable laws to identify said alternate improvements and to establish a schedule for their completion consistent with the requirements of this Development Order.
4. The developer shall receive credit against impact fees, pursuant to law. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right-of-way dedications and transportation improvements. Any difference between the Required Improvements Costs and the sum of the costs of the Required Design and the Required Improvements (the "Difference") shall be paid in cash prior to the issuance of the final Certificate of Occupancy for the project, provided that the developer may elect to make other improvements of a value equivalent to the Difference, subject to approval by the Hillsborough County Engineering Department. The Developer's completion of the Required Design and Required Improvements and payment of the Difference, or completion of other improvements in lieu of the Difference as provided for herein, shall be deemed to fully and completely satisfy any and all of its obligations under the law to mitigate the traffic impacts of the LAKE FAIR MALL project.
5. Driveway radii onto U.S. 301 and Faulkenburg Road shall be a minimum of 40 feet in size to accommodate single unit vehicles.
6. A pedestrian circulation system and a bicycle circulation system shall be provided within the project. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System into LAKE FAIR MALL. No detailed site plans shall be approved which do not indicate these systems.
7. The platted right-of-way, Hallmark Avenue, which is maintained by the County for a length of 21 hundredths of a mile, shall not be vacated along this maintained length unless access via this right-of-way to U.S. 301 is secured for the land north of and abutting the right of way. The purpose of this conditions is to avoid the need for an additional median opening on U.S. 301 north of the project.
8. Pending the completion of the special FDOT study of I-75, FDOT desires to maintain a level of service (LOS) C peak hour on the I-75 interchange ramps to avoid prejudicing the study's recommendations. No additional lanes, new interchanges, or modifications of existing interchanges (other than the installation of dual left turn receiving

lanes or other minor geometric changes for the purpose of improving traffic service on intersecting roadways) to the I-75 system will be approved prior to the completion of this special study.

If, during the study period, the LOS C peak hour threshold will be exceeded on the ramps of the I-75/S.R. 60 interchange, the Developer may, at its expense, utilize ramp metering or other improvements acceptable to FDOT to preserve the LOS C peak hour service level. Building permits will not be issued if ramp metering or such other improvements (which can be demonstrated by means of a new traffic analysis to maintain level of service "C" peak hours) are not permitted by the Federal Highway Administration and said alternative improvements are not approved and funded prior to the commencement of construction within any phase in which impacts require mitigation.

To enable the County and FDOT to ascertain compliance with this Condition, the Developer shall submit to the County and FDOT a semi-annual LOS Operational Analysis of all ramps at the I-75/S.R. 60 interchange. The LOS Operational Analysis shall contain a p.m. peak hour analysis of the level of service of the merge/diverge point, mid-ramp section and ramp junction at the arterial street for existing conditions and conditions projected 6 months from the submission date of the analysis. The technical analysis shall be conducted using generally accepted traffic engineering standards and procedures. The first Operational Analysis will be prepared within six (6) months after the issuance of the first certificate of occupancy for the project.

If, after an evaluation of such an Operational Analysis, the review by the County and FDOT indicates that the LOS C peak hour threshold will be exceeded for any ramp of the I-75/S.R. 60 interchange as a result of the Development's traffic prior to the submission of the next Operational Analysis, and the Development's traffic contributes more than five percent (5%) to the traffic volume, the County will determine whether to continue issuing building permits and will notify the Developer of this determination in writing. If the LOS C peak hour threshold is projected to be exceeded for the ramps prior to submission of the next Operational Analysis, the Developer shall have the opportunity to submit evidence to both the County and FDOT to demonstrate that Development traffic, as identified in an Operational Analysis, does not contribute more than five percent to the ramps' traffic volume, or evidence as to improvements that will mitigate the project's impacts, under either of which conditions the County shall not, by reason of this Section cease the issuing of building permits for the Development.

This condition shall be in effect for the duration of the FDOT study period or for twenty four months from the date of issuance of this Development Order, whichever is earlier.

#### C. Air Quality

1. If any proposed change is determined to be a substantial deviation, Hillsborough County shall determine whether the nature of the proposed change(s) is such that it would require a re-analysis of the air quality impacts of this project or if such proposed change includes uses which are determined to be point sources of air pollution. If a re-analysis is warranted as determined by Hillsborough County, the Developer shall perform point source air quality analyses and the Developer shall take remedial measures as required by Hillsborough County, all in accordance with applicable law.
2. The measures to reduce erosion, fugitive dust and air emission stated on pages 13-4 and 14-6 of the ADA shall be required.

#### D. Stormwater Management and Water Quality

1. In order to protect water quality, there shall be no degradation of water quality standards from stormwater exiting the site. The Developers shall comply with all Department of Environmental

Regulation (DER) and South West Florida Water Management District (SWFWMD) permitting requirements and specifically with Chapter 17-3, F.A.C. Any violation of Chapter 17-3, Florida Administrative Code (F.A.C.) shall require corrective measures as set forth by DER.

2. Prior to the issuance of any building permits the Final Drainage Plan and drainage calculations shall be submitted to TBRPC and DER for review and to Hillsborough County and SWFWMD for approval. The drainage system shall be designed to meet all applicable Hillsborough County and SWFWMD regulations. The County drainage criteria in existence at the time of construction of the respective project phases shall be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria is more restrictive.
3. Due to the "volume sensitive" nature of Delaney Creek, the drainage design for LAKE PAIR MALL must satisfy the following criteria from the 1986 Delaney Creek Stormwater Master Plan, E5-7 and E5-8 by Ghioto, Sinjhofen and Associates, Inc.:
  - a. Compensating storage must be provided for any encroachment into the 100-year flood plain.
  - b. The peak rate of discharge resulting from the 100-year 24-hour storm under post-development conditions must not exceed the pre-development peak rate of runoff from the 10-year 24-hour storm.
  - c. The volume of runoff discharged from the 100-year 24-hour storm under post development conditions must not exceed that amount of runoff produced from the development 100-year 24-hour storm.
4. If reorientation of Delaney Creek is deemed necessary, excavation activity will include the creation of a littoral shelf on one side of Delaney Creek in accordance with the requirements of those agencies issuing permits for such activity.
5. Stormwater detention/retention pond design requirements for the development shall be as listed below unless otherwise approved by the Hillsborough County Environmental Protection Commission and the Hillsborough County Drainage Engineer:
  - a. The side slopes shall be no greater than 4:1.
  - b. The banks shall be completely vegetated to the design low water elevation.
  - c. The sides and the bottom of each pond shall not be constructed of impervious material.
6. The Developer shall give all necessary drainage easements or rights-of-way as required by the County's Stormwater Management Department, in accordance with applicable regulations, prior to Master Drainage Plan approval.
7. In order to protect water quality the developer shall implement a vacuum street cleaning program for the parking and roadway areas within the development.
8. No habitable structures shall be allowed in the designated 25-year floodplain unless provisions are made to compensate for reduction in natural storage area caused by the development.

#### E. Wetlands

1. In order to protect the natural values of preserved/ conserved wetland areas, the following shall be required:
  - a. Except as otherwise permitted by agencies having jurisdiction:
    - (1) No hydroperiod alteration shall be permitted in conservation or preservation areas identified on the Master Development

**Plan.**

- (2) No dredging, filling or development activities will be allowed within preservation areas. Activities within the conservation areas shall be limited to approved stormwater management outfall structures and boardwalks.
  - (3) The proposed retention/detention wetland systems shall be designed, constructed, and maintained pursuant to the guidelines of the Stormwater and Lake System Maintenance and Design Guidelines (TBRPC, 1978).
2. A mitigation plan for all displaced wetlands will be developed and implemented prior to or in conjunction with development in areas being disturbed. All mitigation areas and littoral shelves shall be monitored in accordance with the requirements of the agency or agencies issuing the permit for such mitigation.
  3. All wetland losses shall require a minimum of 1:1 in-kind wetland replacement.
  4. 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 mitigation measures shall be employed by the developer in cooperation with the Florida Game and Fresh Water Fish Commission.
  5. The land use designations for those portions of the LAKE FAIR MALL site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region, Section 2.701 and 2.702 shall be as designated on the revised General Development Plan submitted to Hillsborough County.

**F. Public Facilities**

1. Prior to 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 water supply, supply lines, and facilities to service the project. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction.
2. Prior to detailed site plan approval for each phase of the development, the Developer shall ensure the provision of fire flows acceptable to Hillsborough County. The installation of a sprinkler system, fire hydrants or fire plan shall be options to ensure the provision of acceptable fire flows. No Zoning Compliance Permits shall be approved without verification from the Hillsborough County Fire Department that sufficient firefighting facilities/manpower/equipment required to serve the project are available.
3. 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 a master plan for wastewater collection, treatment and effluent disposal facilities approved and permitted by the Utilities Department or other applicable entity. No Zoning Compliance Permits shall be issued without a commitment from Hillsborough County or other responsible entity to provide wastewater disposal capacity for the building(s) that are the subject of such application.
4. Any on-site wastewater treatment or disposal plant constructed to serve the project shall require a substantial deviation determination pursuant to F.S 380.06(19), as amended.
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 Emergency Management Services

capabilities and facilities are available to serve the development.

6. The Developer shall be required to provide for recovered wastewater disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water and Wastewater Utilities take-back policy in effect prior to detailed site plan approval.
7. The Developer shall use non-potable water for landscape and open space irrigation unless otherwise approved by Hillsborough County.
8. The collection, transportation and disposal of solid waste is controlled by Hillsborough County ordinance and shall take place in accordance with the terms of said ordinance.

#### G. Hazardous Waste

1. Prior to the issuance of Zoning Compliance Permits, the developer shall, if not in conflict with Hillsborough County plans and policies, and only as required to accommodate hazardous waste generators in the project (if any) provide separate hazardous waste storage areas within the project. These areas shall be accessible to all businesses and shall be marked and/or colored so as to clearly distinguish the areas intended for hazardous wastes and materials. (Hazardous wastes are those substances and materials defined in F.S. 403.703(21), F.S., and listed in Title 40 CFR Part 261), as amended.
2. The developer shall, notify in writing, all project businesses of the location of the specially-designated hazardous waste and materials containers.
3. Surface impoundments of hazardous waste, hazardous waste piles, land treatment of hazardous waste, landfills and underground storage of hazardous materials shall be prohibited.
4. Large quantity generators of hazardous substances as defined by applicable Federal and State regulations, shall implement a site-specific surficial aquifer monitoring program as required by Hillsborough County, Hillsborough County Environmental Protection Commission (EPC) and DER. An emergency response and hazardous waste management operation plan shall be required for those facilities which generate/handle hazardous wastes, to minimize hazards to human health and the environment. The plans shall describe the procedures and actions required of facility personnel as well as the duties of local EMS/fire and police departments and hospitals. The plan shall be included in the first annual report following occupancy within the park.
5. All temporary hazardous waste storage facilities shall meet applicable federal, state and local laws, rules and regulations, and where appropriate the criteria set forth in Sections 3.913(a), (d) and (e), TBRPC's, Future of the Region.
6. Small quantity generators as defined by applicable Federal and State regulations, should obtain United State Environmental Protection Agency (USEPA) identification numbers.
7. The developer, through restrictive lease agreements or covenants, shall advise tenants and purchasers that any hazardous waste must be transported and disposed of in a manner consistent with applicable laws and regulations.

#### H. Hurricane Evacuation

1. The developer shall coordinate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, as to the feasibility of designating buildings within the LAKE FAIR MALL development as public hurricane evacuation centers to shelter the residents of vulnerable areas. A report on the outcome of these discussions shall be submitted in the first annual report prior to issuances of Certificates of Occupancy for the project.

**I. Energy Conservation**

1. The energy conservation measures referenced on page 25-3 of the ADA shall be complied with by the developer. The following energy conservation measures shall also be encouraged by the Developer or his assigns: for the office, service center, research and development and commercial components of LAKE FAIR MALL:
  - a. The institution 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 system.
  - 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 the project's facilities.

**J. Equal Opportunity**

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

**K. General**

1. The discovery of any historical or archaeological resources shall be reported to Hillsborough County and the disposition of such resources shall be determined in cooperation with the Division of Historical Resources and Hillsborough County.
2. Any approval of the LAKE FAIR MALL development shall at minimum, satisfy the provisions of P.S. 380.06(15), as amended.
3. All of the final Developer's commitments set forth in the ADA, and as summarized in Attachment 1 entitled "Developer Commitments" shall be honored, except as they may be superseded by specific terms of the Development Order.
4. That portion of the property zoned R-3MH as shown on Figure 12-1, page 12-8 of the ADA, shall be restricted to use as open space until such time as it is rezoned. Rezoning of this parcel to an industrial or commercial district shall permit it to be used for detention/retention as shown on the Master Plan for the project (Map H).



LEGAL DESCRIPTION

Part of Section 30, Township 29 South, Range 20 East, Hillsborough County, Florida being described as follows:

From the Northeast corner of said Section 30, run thence then N 89°42'38" W., 1109.06 feet, along the North boundary of Said Section 30 to the Westerly right-of-way line of Faulkenburg and the POINT OF BEGINNING; thence along said Westerly right-of-way line of Faulkenburg Road the following four (4) courses, (1) South, 791.62 feet; (2) thence S 03°48'51" W., 300.67 feet; (3) thence S 01°38'12" E., 700.29 feet; (4) thence South, 265.68 feet, to the intersection of said Westerly right-of-way line with the Westerly Limited Access right-of-way line of the South Crosstown Expressway (S.R. 93A) (I-75); thence along the Westerly, Southerly and Easterly Limited Access right-of-way line of the South Crosstown Expressway (S.R. 93A) (I-75) the following twelve (12) courses, (1) West, 29.82 feet; (2) thence S 03°48'51" W., 566.26 feet to the beginning of a curve to the right; (3) thence Southwesterly, 284.57 feet, along the arc of said curve (having a radius 207.29 feet, a central angle of 78°39'19", and a chord bearing and distance of S 43°08'30" W., 262.74 feet) to the end of said curve; (4) thence S 82°28'10" W., 247.93 feet to the beginning of a curve to the right; (5) thence Westerly, 463.65 feet, along the arc of said curve (having a radius of 1807.15 feet, a central angle of 14°42'00", and a chord bearing and distance of S 89°49'10" W., 462.38 feet) to the end of said curve; (6) thence N 82°49'50" W., 1200.24 feet; (7) thence N 81°47'27" W., 196.78 feet; (8) thence N 76°45'09" W., 1324.88 feet; (9) thence N 73°45'57" W., 227.64 feet to the beginning of a curve to the right; (10) thence Northwesterly, 213.41 feet, along the arc of said curve (having a radius of 207.29 feet, a central angle 58°59'17", and a chord bearing and distance of N 44°16'18" W., 204.11 feet) to the end of said curve; (11) thence N 14°46'40" W., 630.51 feet; (12) thence N 37°18'20" W., 139.50 feet to the end of said Limited Access right-of-way line, also being the intersection of the South right-of-way line of Hallmark Avenue as platted by CLAIR-MEL CITY, UNIT NO. 54, according to the plat or map thereof, recorded in Plat Book 37, Page 50, Public Records of Hillsborough County, Florida and the Easterly right-of-way line of U.S. Highway 301 (S.R. 43); thence N 12°27'51" W., 118.96 feet along said Easterly right-of-way line of U.S. Highway 301 (S.R. 43) to the most Northwesterly corner of said CLAIR-MEL CITY, UNIT NO. 54; thence along the Northerly boundary of said CLAIR-MEL CITY, UNIT NO. 54 the following two courses: (1) S 89°41'40" E., 568.74 feet; (2) S 89°44'48" E., 1008.31 feet to the Northeast corner of said CLAIR-MEL CITY, UNIT NO. 54; thence S 89°44'48" E., 170.80 feet along the Easterly extension of the Northerly boundary of said CLAIR-MEL CITY, UNIT NO. 54; thence S 89°42'38" E., 39.85 feet to a point; thence N 00°08'50" W., 1340.46 feet to the North boundary of the Northwest 1/4 of said Section 30; thence S 89°44'13" E., 943.83 feet along the North boundary of the Northwest 1/4 of said Section 30 to the Northwest corner of the Northeast 1/4 of said Section 30; thence S 89°42'38" E., 1534.60 feet along the North boundary of the Northeast 1/4 of said Section 30 to the POINT OF BEGINNING.

AND

Exhibit B  
(1 of 2)

From the Northwest corner of the Northeast 1/4 of said Section 30, run thence N. 89°44'13"W., 943.83 feet along the North boundary of the Northwest 1/4 of said Section 30 to the POINT OF BEGINNING; thence S. 00°08'50"E., 13450.46 feet; thence 89°42'38"W., 39.85 feet; thence N.89°44'48"W., 170.80 feet to the most Northeast corner of CLAIR-MEL CITY UNIT NO. 54, according to the map or plat thereof as recorded in Plat Book 37, Page 50, Public Records of Hillsborough County, Florida; thence continue 89°44'48"W., 1008.31 feet along the North boundary of said CLAIRE-MEL CITY UNIT NO. 54; thence N.89°41'40"W., 553.36 feet along said North boundary to the Easterly right-of-way line of U.S. Highway 301 (S.R. 43); thence N.12°30'05"W., 229.07 feet along said Easterly right-of-way line; thence N.16°47'23"W., 200.56 feet along said Easterly right-of-way line; thence N.12°30'05"W. 283.23 feet along said Easterly right-of-way line; thence N.12°45"W., 474.64 feet along said Easterly right-of-way line to its intersection with the West boundary of said Section 309; thence N.00°04;56"E., 145.39 feet along said West boundary to a point lying 40.50 feet South of the Northwest corner of said Section 30; thence N.52°13'22"E., 65.72 feet to a point on the North boundary of said Section 30 lying 51.89 feet East of said Northwest corner of Section 30; thence S.89°44'13"E., 1988.25 feet along the North boundary of said Section 30 to the POINT OF BEGINNING.

Containing a total of 258.272 acres, more or less.

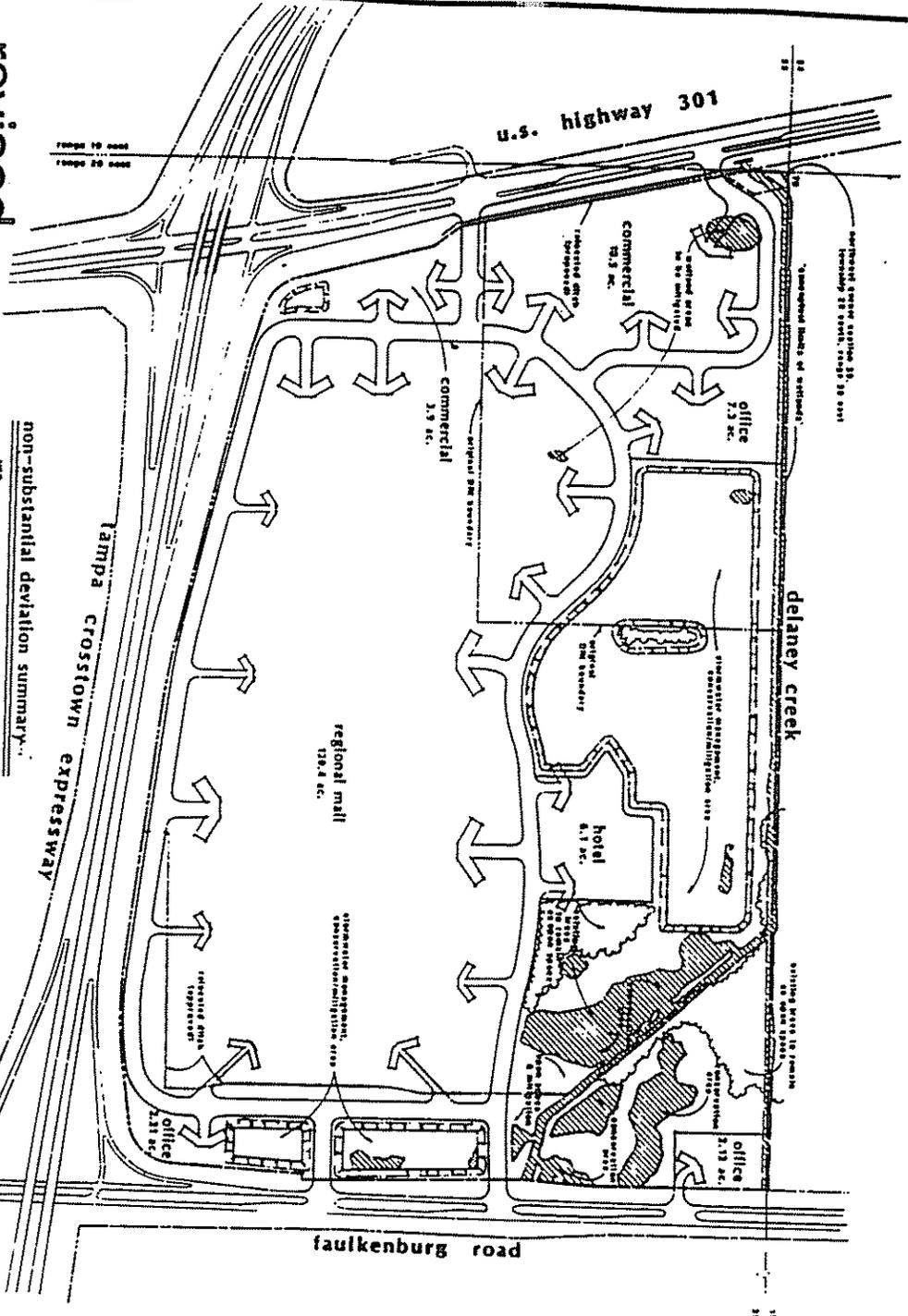
Exhibit B  
(2 of 2)

revised  
master  
development  
plan

date: august 1988

non-substantial deviation summary...

use	approved d.t. s.f.	proposed non-subs. s.f.	change	% of change
regional mall	1,693,000 (1,500,000 Gross leasable)	1,693,000 (1,475,000 Gross leasable)	0	0
commercial	185,000	185,000	0	-0.02
office	200,000	200,000	0	+5.0
hotel	300 rooms	300 rooms	0	0



LAKE FAIR MALL  
TAMPA, FLORIDA

L. J. Hooker Developments  
1875 century boulevard, suite 300  
atlanta, georgia 30345

Section 28  
Township 28 South, Range 28 East,  
Hillsborough County, Florida

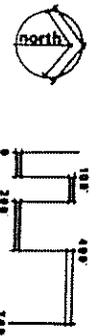
land use summary

use	acres	% of site by area
regional mall	130.41	46.6
commercial	23.40	8.7
office	11.63	4.4
hotel	6.10	2.4
subtotal - net developable	160.54	62.1
conservation/miligation	24.43	9.4
stormwater management	27.01	10.5
miscellaneous open space	25.23	9.8
roadways	21.19	8.2
total	258.40	100.0

development mix

site	development
regional mall	1,693,000 s.f. (1,475,000 gross leasable)
commercial (other)	185,000 s.f.
office	200,000 s.f.
hotel	300 rooms

- General notes
1. Surveying party & legal description provided by John S. Association, Inc.
  2. Site plan provided by Architecture Masters, Inc.
  3. Development limits or setbacks provided by: Surveyors Systems, Inc.



March 23, 1989  
6606.02

Mr. Rick Adair  
Florida Department of Transportation  
1300 N. Westshore  
Suite 201  
Tampa, Florida 33609

Re: Lake Fair Mall

Dear Mr. Adair:

This letter represents the final understanding between Florida Department of Transportation (FDOT) and L.J. Hooker Development Corp. regarding the driveway access points for Lake Fair Mall on US 301.

To summarize the major points of agreement:

- o The developer's proposed roadway/driveway geometry provides an acceptable level of service at project buildout in 1993 on US 301.
- o The developer's proposed roadway/driveway geometry is acceptable to the FDOT with the following provisions:
  1. At the main site entrance, the design is to include dual southbound left-turn lanes leading into the site.
  2. At the north site entrance, the design is to include a single southbound left-turn lane into the site. The median is to be of adequate width to accommodate a second southbound left-turn lane if dual left-turn lanes at this intersection are determined by the FDOT to be necessary in the future.
- o The eastbound Crosstown Expressway to northbound U.S. 301 movement may require dual left-turn lanes in the future; however, this improvement is not a requirement of the Driveway/Roadway Alteration Permit.

Mr. Rick Adair  
Page 2

- o A traffic responsive signal system on U.S. 301 from Palm River Road to Causeway Boulevard, inclusive, will be a FDOT condition of receiving a Driveway/Roadway Alteration Permit.

To enable FDOT to ascertain compliance with US 301 conditions for the two site access points, the developer shall submit to FDOT an annual LOS operational analysis.

An analysis from the first signalized intersection south of the Crosstown Expressway on US 301 to Palm River Drive will be conducted. Intersections to be studied are:

- o US 301/Causeway (or first intersection south of Crosstown Expressway)
- o US 301/Crosstown Expressway, eastbound
- o US 301/Crosstown Expressway, westbound
- o US 301/Main Site Access Point
- o US 301/North Site Drive
- o US 301/Palm River Drive

The analysis shall be conducted once a year through full approved project buildout or expiration of the development order, whichever occurs first. Each annual monitoring report shall analyze the conditions existing at that time and conditions projected for the following year. The analysis shall be conducted using generally accepted traffic engineering principles. The analysis will:

- o Determine if safety deficiencies or capacity limitations are existing or are projected to occur prior to the submission date of the next monitoring report at any of the intersections in the study area which are caused by Lake Fair Mall traffic.
- o Determine the PM (AM) Peak Hour level-of-service for through traffic traveling on US 301 through the study area.

If a determination is made in the monitoring report that the US 301 through traffic is not or is projected within one year to not operate at a Level of Service "D" Peak hour or better, or that operational (safety) deficiencies exist or are projected to occur within one year then the contribution of the Lake Fair Mall project to the inadequate conditions will be determined for the affected areas. If improvements are necessary due to other developments including the Lake Fair Mall DRI, then the monitoring report will identify what the improvements need to be and what the Lake Fair Mall DRI's proportionate share costs are to undertake the improvements. The Lake Fair Mall DRI will be responsible for paying its costs to the Department. If the identified improvements are necessary solely due to the Lake Fair Mall DRI, then the developer shall pay for the total costs required to undertake the improvements as reasonably determined by the Department.

Mr. Rick Adair  
Page 3

The annual monitoring analysis will include:

1. Traffic counts at each intersection defined in the study limits. Traffic counts will be PM peak hours turning movement counts if the uses within the Lake Fair Mall site generate the highest peak hour demand during this time period. Otherwise, AM peak hour counts will be taken if counts taken at the US 301 entrances indicate that this is the highest traffic generation time period for the site. Included in the traffic counts will be observations of existing queues at the intersections for movements which present a safety problem or contribute to inadequate through capacity deficiencies.
2. The through traffic volumes existing at the time of the yearly monitoring shall be analyzed using the PASSER II progression analysis program or the TRANSYT-7F traffic simulation model.
3. Existing PM (AM) through and turning volumes are to be documented. Results of the computer simulations are to be part of the monitoring report. Any existing PM (AM) through movement deficiencies created by the Lake Fair Mall DRI's US 301 site entrances with recommendations to correct the deficiencies are to be included in the monitoring report.
4. Estimated growth of existing traffic volumes will include consideration of the most recent available FDOT data for US 301 in or near the study area. Background traffic volumes will be increased to reflect one year's traffic growth using acceptable projection techniques. Estimated increases in Lake Fair Mall DRI traffic will include land uses within the project which are anticipated to be occupied within one year. Traffic for new land uses within the project site will be estimated using the methodology contained in the most current edition of the Institute of Transportation Engineer's Trip Generation. New project traffic will be added to the background traffic to yield the traffic to be analyzed in the monitoring report.
5. The analysis conducted for existing traffic conditions in the monitoring report will also be conducted for the conditions projected in the following year. If capacity or safety improvement needs are projected to be necessary in the analysis, then the Lake Fair Mall DRI will undertake the same steps as previously discussed with respect to the correction of existing deficiencies.

Mr. Rick Adair  
Page 4

6. The first monitoring report will be due one year following the date of approval of either or both US 301 driveway entrances as indicated on the permit application issued by the Department.

Very truly yours,

KIMLEY-HORN AND ASSOCIATES, INC.

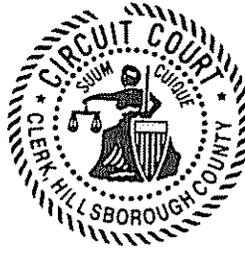
*W. T. Stone* for:  
William T. Stone, P.E.  
Office Manager

WTS/dba  
cc: Maurice Blakeman  
Tony Tramel  
Denny Richard  
Scott Steady

Exhibit "D"  
(4 of 4)

*[Faint, illegible text]*

Richard Ake  
Clerk of the Circuit Court  
Hillsborough County, Florida



Clerk to Board of  
County Commissioners  
Room # 214-H  
P. O. Box 1110  
Tampa, Florida 33601  
Telephone 272-5845

CERTIFIED MAIL

May 2, 1989

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

Attn: Julia Greene  
Executive Director

Re: Lake Fair Mall DRI #151 - Amended Development Order  
H.C. Document No. R89-0083

Dear Ms. Greene:

Enclosed please find an executed original copy of the subject resolution and exhibits which we are providing for your official files.

This resolution was adopted by the Hillsborough County Board of County Commissioners on April 11, 1989.

Sincerely,

RICHARD AKE  
CLERK OF CIRCUIT COURT

By: Edna L. Fitzpatrick /s/.  
Edna L. Fitzpatrick  
Director, BOCC Records

cc: Board files (1 orig.)  
State of Florida Land Planning Agency  
L.J. Hooker Developments via Chris Snow, H. C. Community  
Planner II  
John Wall, Assistant County Attorney

Enclosure

ELF/lt

An Affirmative Action - Equal Opportunity Employer

*D.V. Files*

Richard Ake  
Clerk of the Circuit Court  
Hillsborough County, Florida



CERTIFIED MAIL

P.O. Box 1110  
Tampa, Florida 33601  
Telephone 223-7811

October 21, 1987

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

Attn: Julia Greene  
Executive Director

Re: Lake Fair Mall Development Order - Resolution No. R87-0268

Dear Ms. Greene:

Enclosed please find an executed copy of the referenced Resolution which we are providing for your official files.

This Development Order was approved by the Hillsborough County Board of County Commissioners on August 31, 1987.

Sincerely,

RICHARD AKE  
CLERK OF CIRCUIT COURT

By: Edna L. Fitzpatrick  
Edna L. Fitzpatrick  
Deputy Clerk

ELF/lt

cc: Board files (1 orig.)  
Dot Hagin, Sr. Zoning Technician, Dept. of Development Coordination  
Anita Bing, Assistant County Attorney  
State of Florida Land Planning Agency  
Keith Bricklemeyer, Attorney, Taub & Williams  
Enclosure

RESOLUTION OF THE BOARD OF COUNTY  
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA  
DRI #151 DEVELOPMENT ORDER  
LAKE FAIR MALL

Upon motion by Commissioner Selvey, seconded by  
Commissioner Padgett, the following Resolution was adopted by a vote of  
6 to 1 Commissioner(s) Platt voting  
"No."

WHEREAS, in September, 1986, Hooker/Barnes (7), a Georgia Joint Venture 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 COMMERCIAL AND OFFICE DEVELOPMENT approximately ONE HUNDRED AND NINETY NINE ACRES, located in CENTRAL Hillsborough County, hereinafter referred to as LAKE FAIR MALL; 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 Zoning Code of Hillsborough County (Ordinance 85-10), 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 AUGUST 31, 1987 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 IN REGULAR MEETING ASSEMBLED THIS 31st DAY OF August, 1987, AS FOLLOWS:

I. FINDINGS OF FACT

- A. Hooker/Barnes, hereinafter referred to as "Developer", submitted to Hillsborough County, Florida, an Application for Development Approval and Sufficiency Responses 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, Sufficiency Responses and other exhibits duly submitted and recorded.
- B. The real property which is the subject of the Application is legally described as set forth in Composite Exhibit A.
- 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 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 recommendation of the Tampa Bay Regional Planning Council.
- B. 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.
- 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 LIGHT INDUSTRIAL.

## III. GENERAL PROVISIONS

- A. This resolution shall constitute the Development Order of Hillsborough County in response to the Application for Development Approval for the LAKE FAIR MALL Development of Regional Impact.
- B. The legal description set forth in Composite Exhibit A is hereby incorporated into and by reference made a part of this Development Order.
- C. All provisions contained within the Application and Sufficiency Responses 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.
- 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 his 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 include any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of government or governmental agency.
- 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 shall 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 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 Development Order where the Developer is responsible for ongoing maintenance of facilities at LAKE FAIR MALL, the Developer may transfer any or all of his 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 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 as defined by the criteria of Ch. 380.06(19)(b) 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 Hillsborough County and the Tampa Bay 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 Department of Development Coordination of Hillsborough County shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the Department of Development Coordination may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The Department of Development Coordination 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 Department of Development Coordination may issue a notice of such noncompliance to the Developer, or the Department of Development Coordination 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 as amended, and appropriate rules and regulations. The report shall be submitted on Florida Department of Community Affairs Form BLWM-07-85 as amended. 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 Department of Development Coordination which 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. 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(es) of any heir, assignee or successor in interest to this Development 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 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 (1986).

#### IV. SPECIFIC CONDITIONS

##### A. Phasing Schedule and Deadlines

1. The development of the project shall proceed in accordance with the following proposed phasing schedule:

<u>Years</u>	<u>Use</u>	<u>Amount</u> (gross sq. ft.)
Phase I (1987-90)	Regional Mall	1,693,000
		1,500,000 (leasable sq. ft.)
	Other Commercial	185,000
Phase II (1991-93)	Office	200,000
	Hotel (300 rooms)	<u>150,000</u>
Total Project		<u>2,228,000</u>

2. For purposes of this Order, a phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase. Development of Phases I and II may occur anywhere on the site.
3. If the Developer elects to amend the proposed phasing schedule, he shall submit said amendments to the Department of Development Coordination for review and approval, as required by law, which approval shall not be withheld for mere acceleration or deceleration of phases if the terms of this Order are otherwise fully complied with. 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 as amended.
4. Excess infrastructure capacity constructed to serve Phase I that will potentially serve Phase II shall be at the developer's risk and shall not vest latter phase development rights.
5. The physical development of LAKE FAIR MALL shall begin within three years of the effective date of this Development Order.
6. This Development Order shall remain in effect for a period up to and including September 1, 1998. No development shall be approved after expiration of the Development Order. Any development activity for which plans have been submitted to the County for its review and approval prior to the expiration date of this Development Order may be

completed in accordance with the requirements of the Development Order, if approved. This Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty (30) days prior to the expiration date of this Order.

7. The development shall not be subject to down-zoning, or intensity reduction until September 1, 1998, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the development order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

B. Transportation

1. A transportation improvements plan and schedule for the Faulkenburg Road, U.S. 301 area, in cooperation with the Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC), the Tampa 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 commenced within one year of issuance of Phase I construction permits and be completed prior to issuance of building permits for Phase II. In lieu thereof, issuance of a Development Order approving an areawide DRI including the project site shall satisfy this requirement. The parameters for this interim 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 roadways to be constructed within the study area.
- b. The existing, approved and projected development to be included within the plan.
- c. The manner by which the traffic impact of existing development will be documented and assessed.
- d. The manner by which the traffic impact of approved and projected development will be documented and assessed.
- e. The procedure by which mass transit shall be studied as a viable alternative to alleviate overburdening of the roadways.
- f. Identification of specific construction implementation goals, such as right-of-way acquisition and implementation of additional north/south and east/west corridors designed to coincide with transportation improvement needs generated by each phase completion for projects approved within the study area.
- g. Identification of sources of funding commitments for the improvements identified.

The I-75 Corridor Study currently underway by the Hillsborough County City-County Planning Commission and the Brandon Area Transportation Study may fulfill part or all of these requirements.

2. An annual monitoring program for the total LAKE FAIR MALL project which will record driveway volumes in the evening peak hour shall be started when Certificates of Occupancy have been issued for 400,000 square feet of retail space, (or the equivalent thereof in terms of trip generation) and continue until build-out. If the driveway volumes exceed more than 15 percent of those projected for peak hour in the Application for each phase, a substantial deviation determination shall be required. If the variance is determined to be a substantial deviation, a revised transportation analysis, will be

required 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.

3. The developer at its option, shall select one of the following alternatives to mitigate the project's transportation.

a. Option 1

- (1) Prior to approval of Phase I of the development, acquire funding commitments from responsible entities for the roadway improvements indicated in Table 1 and Table 2. Without funding commitments for these improvements, construction permits shall not be issued. Where stipulated the Developer shall provide the improvements.
- (2) Prior to approval of Phase II of the development, acquire funding commitments from the responsible entities for the roadway improvements indicated in Table 3. Without funding commitments for these improvements, construction permits shall not be issued for Phase II.
- (3) Alternatively, the Developer may sub-phase the project, whereby specific amounts of project development are approved on condition that specific regional roadway improvements are provided on conditions that the following conditions exist:
  - (a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically approved.
  - (b) Funding commitments for roadway improvements shall be required when the regional roadway operates below an average daily LOS C, D at peak hour and the development contributes 5 percent or more of the average daily LOS C, D at peak hour capacity of the existing facility or such higher percentage as may be applicable upon designation of the project area as an Activity Center pursuant to the Regional Planning Council's adopted growth policy, Future of the Region.
  - (c) A stop order shall be issued before development takes place which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments have not been assured. A new analysis and/or monitoring may also be required in this instance.
- (4) The Developer shall submit for approval by TBRPC, Hillsborough County, the Tampa Urban Area MPO, Florida Department of Transportation (FDOT), the Hillsborough Area Transit Authority (HART), a plan of transportation systems management (TSM) measures to be instituted and implemented for each project phase. The plan shall provide for sufficient TSM measures to divert a significant percentage of total peak hour trips away from the peak traffic hours projected in the ADA. The plan shall be submitted to the reviewing agencies within one year of issuance of the Development Order and shall address the following at minimum:
  1. Worker flex time.
  2. Worker ridesharing strategies.
  3. Provision of transit and service facilities and programs to increase transit ridership.
  4. High Occupancy Vehicle Options.

If Developer desires the opportunity to seek credit against transportation impact fees for any lowering of traffic impacts resulting from TSM measures, each annual report for

development after the issuance of certificates of occupancy for Phase I 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. The results of the TSM study may serve as a basis for the Developer to request Development Order amendments.

Table 1. Intersection Improvements Needed for Phase I (1990)

Intersection	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
FAULKENBURG ROAD at Broadway Avenue	F	8.6	Add one EB right-turn lane, one NB left-turn lane and one SB left-turn lane
BUFFALO AVENUE at Orient Road	F	6.9	Add one EB left-turn lane and one WB left-turn lane
PALM RIVER ROAD at 78th Street	F	18.7	Add one EB left-turn lane, one WB left-turn lane, and one EB right-turn lane
S.R. 60 at Faulkenburg Road	F	37.6	Add one NB right-turn lane and one WB left-turn lane
S.R. 60 at I-75	F	100.0	Redesign southbound Right Turn
S.R. 60 at U.S. 301	F	10.5	Add one WB left-turn lane
U.S. 301 at Site Drive	N/A	100.0	Signalize and lengthen existing through lanes
FAULKENBURG ROAD at North Site Drive	N/A	100.0	Signalization
FAULKENBURG ROAD at South Site Drive	N/A	100.0	Signalization

Table 2. Link Improvements Needed for Phase I (1990)

Roadway Link	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
<b>PAULKENBURG ROAD</b>			
S.R. 60 to Broadway	P	10.5	Add one NB and one SB through to existing two
Palm River Road to Crosstown Expressway	N/A	N/A	Construct new four-lane divided Arterial
<b>S.R. 60</b>			
I-75 to Lakewood Drive	P	10.6	Add one EB and one WB through to existing four
Lakewood Dr. to Kings Ave.	P	5.3	Add two EB and two WB through to existing four
<b>U.S. 301</b>			
S.R. 60 to Site Entrance	P	10.5	Add one NB and one SB through to existing four
<b>KINGS AVENUE</b>			
Oakfield to S.R. 60	P	6.9	Add one NB and one SB through to existing two
<b>LAKWOOD DRIVE</b>			
Oakfield Dr. to S.R. 60	P	9.7	Add one NB and one SB through to existing two

Table 3. Intersection Improvements Needed for Phase II (1993)

Intersection	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
LUMSDEN ROAD at Bryan Road	F	7.3	Signalization Add one EB right-turn lane
PALM RIVER ROAD at 50th St.	F	5.5	Add one EB right-turn lane
S.R. 60 at 78th St.	E	5.5	Add NB left-turn lane
R. 60 at 50th St.	E	5.3	Convert SB right-turn lane to shared SB through and right turn lane

b. Option 2

In the event that commitments for transportation improvements are only adequate to permit partial approval by Hillsborough County of the LAKE FAIR MALL development, the capacity and loading of transportation facilities in the central Hillsborough County transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors in any subsequent approvals. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area Transportation Study (TUATS), MPO, the FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, 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 indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways and intersections at a satisfactory average daily Level of Service C, and a peak hour level of service D. Both the traffic counts and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices. Prior to any specific approval beyond the initial partial approval, the County or its designee shall ensure in written findings of fact that the above roadways and intersections are operating at or above an average daily Level of Service C, and a peak hour level of service D, and that the expected trips to be generated by such approval would not cause the roadways to operate below an average daily Level of Service C, and D at peak hour.

c. Option 3

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out herein. The requirements of Option 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of the project on regionally significant transportation highway facilities within the primary impact area. The approval of this mitigation/curing mechanism is based upon the project's impact on transportation facilities, the substantial public benefit to be gained by accelerating the design, construction and use of a major public facility, and its consistency with the TBRPC and DCA policies regarding pipelining transportation impacts.

- (1) The Developer shall design and construct the extension of Faulkenburg Road as a 4 lane divided roadway from its existing intersection with the Crosstown Expressway north to Palm River Road. Said design shall also include left turn lanes as required to meet County standards at the Faulkenburg/Palm River Road intersection.
- (2) The developer shall design and construct the widening of U.S. 301 from the site entrance north to the intersection of U.S. 301 and State Road 60. U.S. 301 shall be widened from a 4 lane divided to a 6 lane divided roadway.
- (3) The design work required under paragraphs c.(1) & (2) above shall be referred to herein as the "Required Design", and the improvements required under paragraph c.(1) & (2) above shall be referred to herein as the "Required Improvements". Unless extended pursuant to approval of the Hillsborough County Engineering Department, the Required Design shall be completed on or before the number of months stated below after the final adoption of this Development Order and the resolution of any appeal thereof or the expiration of the time period for such appeals without such an appeal having been filed: 12 months for Faulkenburg Road, 18 months for U.S. 301.

- (4) The Required Design shall be prepared in a manner normally used in Hillsborough County roadway projects and in accordance with Hillsborough County Standards and the Florida Department of Transportation's Plans Preparation Manual and Standards for Construction. The design period shall include a fourteen (14) day review period by the County and FDOT (for U.S. 301 improvements) of all plans at 30%, 60% and 90% of completion.
- (5) Subject to acts of God or other occurrences beyond Developer's control unless extended by the County Engineer as a result of unavoidable permitting delay developer shall expeditiously commence the construction of the Required Improvements upon approval of the Required Design by FDOT (for U.S. 301 improvements) and the Hillsborough County Engineering Department and shall complete such construction on or before 18 months after said approvals for U.S. 301 improvements and on or before 12 months after said approvals for Faulkenburg Road improvements.-- To ensure that the Required Improvements are completed at the earliest possible time, Hillsborough County shall assist the Developer when required in obtaining all necessary permits, approvals and utility relocations, off-site construction easements and rights-of-way necessary to complete said improvements. The County agrees to purchase the necessary rights-of-way with funds advanced by the developer and only to the extent covered by such funds. Upon completion of the Required Improvements substantially in accordance with the Required Design, Hillsborough County shall accept the Required Improvements and shall assume full responsibility for their maintenance except for those under the jurisdiction of the FDOT.
- (6) In lieu of the requirements under paragraphs B.3.c.(1) - (5) above, the Developer may elect to pay to Hillsborough County, subject to the County's approval, the total costs for the aforesaid Required Design and the Required Improvements, which, for purposes of this development order shall be deemed to be \$3,051,000 in 1987 dollars (the "Required Improvements Costs"). If the Developer has completed any of the Required Improvements prior to payment of costs in accordance with this paragraph, the Required Improvements Costs shall be reduced by the reasonable cost of the design and/or improvements completed. The intent of this paragraph is to enable the Developer to meet its obligations to fully mitigate the traffic impacts of the project under the law by paying the stated sums, which exceed Developer's fair share of the costs of the improvements identified in Tables 1, 2 and 3 of this development order, in lieu of constructing the identified improvements if, for reasons beyond the developer's control, it becomes impractical or impossible for the Developer to complete said improvements within the parameters defined herein.
- (7) If the County accepts payments under this section, it shall use such monies to design and construct the Required Improvements. If it is not practical to complete the Required Improvements, the County may elect to use such monies to construct one or more other improvements which meet the requirements of the Department of Community Affairs Transportation Policy Rule and Section 19.8.14, Future of the Region (1987), and this Development Order shall be amended to identify the improvements to be constructed. The County shall complete said improvements within the time frames established in paragraphs B.3.c.(3) and (5), subject to delay for conditions or occurrences beyond the County's control as referenced in paragraph B.3.c.(5).

- (8) Should the Developer fail to substantially comply with the time frames listed herein, the County shall have the right to complete the Required Design or construction of the Required Improvements.
- (9) Development activities and issuance of permits shall immediately cease if the Required Design and Required Improvements or the payment of the Required Improvements Costs as described herein are not provided by the Developer in accordance with the requirements of paragraphs B.3.c.(1) - (8), above.
- (10) If the Developer determines that it will not be able to substantially complete the Required Design and the Required Improvements for the Required Improvements Costs, the Developer may satisfy its obligations under this Option 3 by constructing other improvements approved by Hillsborough County that are consistent with Section 19.8.14, Future of the Region (1987), and the Department of Community Affairs Transportation Policy Rule, that have a value equivalent to the Required Improvements Costs.
- (11) If, as provided for herein, alternate improvements are substituted for those defined as the Required Improvements in this Option 3, this Development Order shall be amended in accordance with applicable laws to identify said alternate improvements and to establish a schedule for their completion consistent with the requirements of this Development Order.
4. The developer shall receive credit against impact fees, pursuant to law. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right-of-way dedications and transportation improvements. Any difference between the Required Improvements Costs and the sum of the costs of the Required Design and the Required Improvements (the "Difference") shall be paid in cash prior to the issuance of the final Certificate of Occupancy for the project, provided that the developer may elect to make other improvements of a value equivalent to the Difference, subject to approval by the Hillsborough County Engineering Department. The Developer's completion of the Required Design and Required Improvements and payment of the Difference, or completion of other improvements in lieu of the Difference as provided for herein, shall be deemed to fully and completely satisfy any and all of its obligations under the law to mitigate the traffic impacts of the LAKE FAIR MALL project.
5. Driveway radii onto U.S. 301 and Faulkenburg Road shall be a minimum of 40 feet in size to accommodate single unit vehicles.
6. A pedestrian circulation system and a bicycle circulation system shall be provided within the project. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System into LAKE FAIR MALL. No detailed site plans shall be approved which do not indicate these systems.
7. The platted right-of-way, Hallmark Avenue, which is maintained by the County for a length of 21 hundredths of a mile, shall not be vacated along this maintained length unless access via this right-of-way to U.S. 301 is secured for the land north of and abutting the right of way. The purpose of this conditions is to avoid the need for an additional median opening on U.S. 301 north of the project.
8. Pending the completion of the special FDOT study of I-75, FDOT desires to maintain a level of service (LOS) C peak hour on the I-75 interchange ramps to avoid prejudicing the study's recommendations. No additional lanes, new interchanges, or modifications of existing interchanges (other than the installation of dual left turn receiving

lanes or other minor geometric changes for the purpose of improving traffic service on intersecting roadways) to the I-75 system will be approved prior to the completion of this special study.

If, during the study period, the LOS C peak hour threshold will exceeded on the ramps of the I-75/S.R. 60 interchange, the Developer may, at its expense, utilize ramp metering or other improvements acceptable to FDOT to preserve the LOS C peak hour service level. Building permits will not be issued if ramp metering or such other improvements (which can be demonstrated by means of a new traffic analysis to maintain level of service "C" peak hours) are not permitted by the Federal Highway Administration and said alternative improvements are not approved and funded prior to the commencement of construction within any phase in which impacts require mitigation.

To enable the County and FDOT to ascertain compliance with this Condition, the Developer shall submit to the County and FDOT a semi-annual LOS Operational Analysis of all ramps at the I-75/S.R. 60 interchange. The LOS Operational Analysis shall contain a p.m. peak hour analysis of the level of service of the merge/diverge point, mid-ramp section and ramp junction at the arterial street for existing conditions and conditions projected 6 months from the submission date of the analysis. The technical analysis shall be conducted using generally accepted traffic engineering standards and procedures. The first Operational Analysis will be prepared within six (6) months after the issuance of the first certificate of occupancy for the project.

If, after an evaluation of such an Operational Analysis, the review by the County and FDOT indicates that the LOS C peak hour threshold will be exceeded for any ramp of the I-75/S.R. 60 interchange as a result of the Development's traffic prior to the submission of the next Operational Analysis, and the Development's traffic contributes more than five percent (5%) to the traffic volume, the County will determine whether to continue issuing building permits and will notify the Developer of this determination in writing. If the LOS C peak hour threshold is projected to be exceeded for the ramps prior to submission of the next Operational Analysis, the Developer shall have the opportunity to submit evidence to both the County and FDOT to demonstrate that Development traffic, as identified in an Operational Analysis, does not contribute more than five percent to the ramps' traffic volume, or evidence as to improvements that will mitigate the project's impacts, under either of which conditions the County shall not, by reason of this Section cease the issuing of building permits for the Development.

This condition shall be in effect for the duration of the FDOT study period or for twenty four months from the date of issuance of this Development Order, whichever is earlier.

#### C. Air Quality

1. If any proposed change is determined to be a substantial deviation, Hillsborough County shall determine whether the nature of the proposed change(s) is such that it would require a re-analysis of the air quality impacts of this project or if such proposed change includes uses which are determined to be point sources of air pollution. If a re-analysis is warranted as determined by Hillsborough County, the Developer shall perform point source air quality analyses and the Developer shall take remedial measures as required by Hillsborough County, all in accordance with applicable law.
2. The measures to reduce erosion, fugitive dust and air emission stated on pages 13-4 and 14-6 of the ADA shall be required.

#### D. Stormwater Management and Water Quality

1. In order to protect water quality, there shall be no degradation of water quality standards from stormwater exiting the site. The Developers shall comply with all Department of Environmental

Regulation (DER) and South West Florida Water Management District (SWFWMD) permitting requirements and specifically with Chapter 17-3, F.A.C. Any violation of Chapter 17-3, Florida Administrative Code (F.A.C.) shall require corrective measures as set forth by DER.

2. Prior to the issuance of any building permits the Final Drainage Plan and drainage calculations shall be submitted to TBRPC and DER for review and to Hillsborough County and SWFWMD for approval. The drainage system shall be designed to meet all applicable Hillsborough County and SWFWMD regulations. The County drainage criteria in existence at the time of construction of the respective project phases shall be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria is more restrictive.
3. Due to the "volume sensitive" nature of Delaney Creek, the drainage design for LAKE FAIR MALL must satisfy the following criteria from the 1986 Delaney Creek Stormwater Master Plan, E5-7 and E5-8 by Ghioto, Sinjhofen and Associates, Inc.:
  - a. Compensating storage must be provided for any encroachment into the 100-year flood plain.
  - b. The peak rate of discharge resulting from the 100-year 24-hour storm under post-development conditions must not exceed the pre-development peak rate of runoff from the 10-year 24-hour storm.
  - c. The volume of runoff discharged from the 100-year 24-hour storm under post development conditions must not exceed that amount of runoff produced from the development 100-year 24-hour storm.
4. If reorientation of Delaney Creek is deemed necessary, excavation activity will include the creation of a littoral shelf on one side of Delaney Creek in accordance with the requirements of those agencies issuing permits for such activity.
5. Stormwater detention/retention pond design requirements for the development shall be as listed below unless otherwise approved by the Hillsborough County Environmental Protection Commission and the Hillsborough County Drainage Engineer:
  - a. The side slopes shall be no greater than 4:1.
  - b. The banks shall be completely vegetated to the design low water elevation.
  - c. The sides and the bottom of each pond shall not be constructed of impervious material.
6. The Developer shall give all necessary drainage easements or rights-of-way as required by the County's Stormwater Management Department, in accordance with applicable regulations, prior to Master Drainage Plan approval.
7. In order to protect water quality the developer shall implement a vacuum street cleaning program for the parking and roadway areas within the development.
8. No habitable structures shall be allowed in the designated 25-year floodplain unless provisions are made to compensate for reduction in natural storage area caused by the development.

#### E. Wetlands

1. In order to protect the natural values of preserved/ conserved wetland areas, the following shall be required:
  - a. Except as otherwise permitted by agencies having jurisdiction:
    - (1) No hydroperiod alteration shall be permitted in conservation or preservation areas identified on the Master Development

Plan.

- (2) No dredging, filling or development activities will be allowed within preservation areas. Activities within the conservation areas shall be limited to approved stormwater management outfall structures and boardwalks.
  - (3) The proposed retention/detention wetland systems shall be designed, constructed, and maintained pursuant to the guidelines of the Stormwater and Lake System Maintenance and Design Guidelines (TBRPC, 1978).
2. A mitigation plan for all displaced wetlands will be developed and implemented prior to or in conjunction with development in areas being disturbed. All mitigation areas and littoral shelves shall be monitored in accordance with the requirements of the agency or agencies issuing the permit for such mitigation.
  3. All wetland losses shall require a minimum of 1:1 in-kind wetland replacement.
  4. 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 mitigation measures shall be employed by the developer in cooperation with the Florida Game and Fresh Water Fish Commission.
  5. The land use designations for those portions of the LAKE FAIR MALL site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region, Section 2.701 and 2.702 shall be as designated on the revised General Development Plan submitted to Hillsborough County.

F. Public Facilities

1. Prior to 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 water supply, supply lines, and facilities to service the project. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction.
2. Prior to detailed site plan approval for each phase of the development, the Developer shall ensure the provision of fire flows acceptable to Hillsborough County. The installation of a sprinkler system, fire hydrants or fire plan shall be options to ensure the provision of acceptable fire flows. No Zoning Compliance Permits shall be approved without verification from the Hillsborough County Fire Department that sufficient firefighting facilities/manpower/equipment required to serve the project are available.
3. 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 a master plan for wastewater collection, treatment and effluent disposal facilities approved and permitted by the Utilities Department or other applicable entity. No Zoning Compliance Permits shall be issued without a commitment from Hillsborough County or other responsible entity to provide wastewater disposal capacity for the building(s) that are the subject of such application.
4. Any on-site wastewater treatment or disposal plant constructed to serve the project shall require a substantial deviation determination pursuant to F.S 380.06(19), as amended.
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 Emergency Management Services

capabilities and facilities are available to service the development.

6. The Developer shall be required to provide for recovered wastewater disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water and Wastewater Utilities take-back policy in effect prior to detailed site plan approval.
7. The Developer shall use non-potable water for landscape and open space irrigation unless otherwise approved by Hillsborough County.
8. The collection, transportation and disposal of solid waste is controlled by Hillsborough County ordinance and shall take place in accordance with the terms of said ordinance.

#### G. Hazardous Waste

1. Prior to the issuance of Zoning Compliance Permits, the developer shall, if not in conflict with Hillsborough County plans and policies, and only as required to accommodate hazardous waste generators in the project (if any) provide separate hazardous waste storage areas within the project. These areas shall be accessible to all businesses and shall be marked and/or colored so as to clearly distinguish the areas intended for hazardous wastes and materials. (Hazardous wastes are those substances and materials defined in F.S. 403.703(21), F.S., and listed in Title 40 CFR Part 261), as amended.
2. The developer shall, notify in writing, all project businesses of the location of the specially-designated hazardous waste and materials containers.
3. Surface impoundments of hazardous waste, hazardous waste piles, land treatment of hazardous waste, landfills and underground storage of hazardous materials shall be prohibited.
4. Large quantity generators of hazardous substances as defined by applicable Federal and State regulations, shall implement a site-specific surficial aquifer monitoring program as required by Hillsborough County, Hillsborough County Environmental Protection Commission (EPC) and DER. An emergency response and hazardous waste management operation plan shall be required for those facilities which generate/handle hazardous wastes, to minimize hazards to human health and the environment. The plans shall describe the procedures and actions required of facility personnel as well as the duties of local EMS/fire and police departments and hospitals. The plan shall be included in the first annual report following occupancy within the park.
5. All temporary hazardous waste storage facilities shall meet applicable federal, state and local laws, rules and regulations, and where appropriate the criteria set forth in Sections 3.913(a), (d) and (e), TBRPC's, Future of the Region.
6. Small quantity generators as defined by applicable Federal and State regulations, should obtain United State Environmental Protection Agency (USEPA) identification numbers.
7. The developer, through restrictive lease agreements or covenants, shall advise tenants and purchasers that any hazardous waste-must be transported and disposed of in a manner consistent with applicable laws and regulations.

#### H. Hurricane Evacuation

1. The developer shall coordinate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, as to the feasibility of designating buildings within the LAKE FAIR MALL development as public hurricane evacuation centers to shelter the residents of vulnerable areas. A report on the outcome of these discussions shall be submitted in the first annual report prior to issuances of Certificates of Occupancy for the project.

I. Energy Conservation

1. The energy conservation measures referenced on page 25-3 of the ADA shall be complied with by the developer. The following energy conservation measures shall also be encouraged by the Developer or his assigns: for the office, service center, research and development and commercial components of LAKE FAIR MALL:
  - a. The institution 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 system.
  - 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 the project's facilities.

J. Equal Opportunity

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

K. General

1. The discovery of any historical or archaeological resources shall be reported to Hillsborough County and the disposition of such resources shall be determined in cooperation with the Division of Historical Resources and Hillsborough County.
2. Any approval of the LAKE FAIR MALL development shall at minimum, satisfy the provisions of F.S. 380.06(15), as amended.
3. All of the final Developer's commitments set forth in the ADA, and as summarized in Attachment 1 entitled "Developer Commitments" shall be honored, except as they may be superceded by specific terms of the Development Order.
4. That portion of the property zoned R-3MH as shown on Figure 12-1, page 12-8 of the ADA, shall be restricted to use as open space until such time as it is rezoned. Rezoning of this parcel to an industrial or commercial district shall permit it to be used for detention/retention as shown on the Master Plan for the project (Map H).

5. The 7 acre parcel designated for retail commercial uses on Map H in the ADA, and located in the northeastern corner of the site on Faulkenburg Road, shall be restricted to the service uses permitted by the Zoning Code in the CN zoning district.

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 August 31, 1987, as same appears of record in Minute Book 135 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 21st day of October, 1987.

RICHARD AKE, CLERK

By: Edna A. Fitzpatrick  
Deputy Clerk

APPROVED BY COUNTY ATTORNEY  
BY [Signature]

#151

**CRESCENT RESOURCES, LLC**

300 Primera Blvd., Suite 140  
Lake Mary, Florida 32746  
Telephone No. (407) 804-1200

December 29, 2003

Mr. John Healey, DRI Coordinator  
Hillsborough County Planning &  
Growth Management  
601 E. Kennedy Boulevard, 20<sup>th</sup> Floor  
Tampa, Florida 33602

**RE: CROSSTOWN CENTER DRI #151 (f/k/a Lake Fair Mall)**

Dear Mr. Healey:

Pursuant to Section IV.A.8. of the Development Order for the above referenced Development of Regional Impact ("DRI"), which section was added to the Development Order by Resolution No.R97-218, Crescent Resources LLC hereby provides notice of a selection of land use trade-off under the Equivalency Matrix approved by Resolution R97-218, as follows:

- Trade 167,434 gross square feet of Regional Mall entitlements for 400,000 gross square feet of Office entitlements.

Also pursuant to Section IV.A.8., attached as Exhibit "A" is a table reflecting the cumulative land use totals and remaining allowable quantities as of this date.

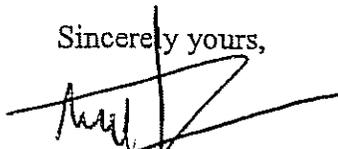
Received Time Dec.30. 2:39PM

Mr. John Healey  
December 29, 2003  
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Pursuant to the attached transmittal list, we are simultaneously providing this information to the Florida Department of Community Affairs and the Tampa Bay Regional Planning Council. Thank you for your attention in this matter and please do not hesitate to contact me should you have any questions regarding this information.

Sincerely yours,



Whit Duncan  
Vice President, Florida Region

aaz  
Enclosure

cc: Jeffrey D. Butt, Esquire (w/enclosure)(via facsimile)  
John Simpson, Esquire (w/enclosure)(via facsimile)  
Mr. Rick McLaughlin (w/enclosure)(via facsimile)  
David M. Mechanik, Esquire (w/enclosure)(via facsimile)

Mr. John Healey  
December 29, 2003  
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TRANSMITTAL LIST

VIA FACSIMILE

Ms. Marina Pennington  
Community Program Administrator  
Florida Department of Community Affairs  
Bureau of Local Planning  
2555 Shumard Oak Blvd.  
Tallahassee, FL 32399-2100

VIA FACSIMILE

Mr. John Meyer  
Tampa Bay Regional Planning Council  
9455 Koger Boulevard, Suite 219  
St. Petersburg, Florida 33702

## EXHIBIT "A"

**CROSTOWN CENTER DRI #151**  
**CUMULATIVE LAND USE TOTALS AND REMAINING ALLOWABLE QUANTITIES**  
 (As of December 29, 2003)

ALLOWED USES (Shading indicates base uses)	APPROVED SQUARE FEET/UNITS	TRADED	OBTAINED BY TRADING FROM A BASE USE	BUILT	REMAINING
Regional Retail/Mall	1,693,000 gsf (1,475,000 leaseable sq.ft.)	116,154 gsf (for 453 mf dus)  167,434 gsf (for 400,000 sf Office)	-0-	-0-	1,409,412 gsf (1,226,188 leaseable sq.ft.)
Other Commercial/ Retail	185,000 gsf	-0-	-0-	-0-	185,000 gsf
Office	200,000 gsf	-0-	400,000 gsf	-0-	600,000 gsf
Hotel	150,000 gsf (300 rooms)	-0-	-0-	-0-	150,000 gsf (300 rooms)
Light Industrial (Not a base use, must trade base use square footage to obtain)	n/a	n/a	-0-	-0-	n/a
Multi-family Residential (Not a base use, must trade base use square footage to obtain)	n/a	n/a	453 dus	453 dus	n/a