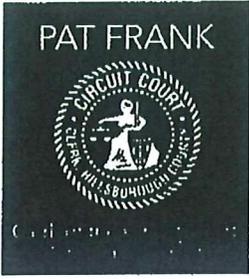


#196



MEMORANDUM

DATE: May 31, 2006

TO: Nancy Y. Takemori, Assistant County Attorney

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

SUBJECT: Essentially Built Out Agreement between Hillsborough County, Towermarc Properties, Inc., and Florida Department of Community Affairs - Towermarc Waters Avenue DRI#196

Attached is an executed original and a certified copy of subject agreement, document number 06-0276, approved by the Board on February 7, 2006.

We are providing the original and the certified copy to you for further handling.

md

Attachments

- cc: Board files (orig.)
- FDCA via County Attorney
- Towermarc Properties, Inc. via County Attorney
- John Healey, Planning and Growth Management

**ESSENTIALLY BUILT-OUT AGREEMENT FOR TOWERMARC WATERS AVENUE
DRI #196 PURSUANT TO SECTION 380.032(3), AND
SECTION 380.06(15)(g)(3), FLORIDA STATUTES**

This Essentially Built-Out Agreement ("Agreement") is entered into by and between TOWERMARC PROPERTIES, INC. ("Towermarc"), HILLSBOROUGH COUNTY, FLORIDA (the "County"), a political subdivision of the State of Florida and STATE OF FLORIDA, DEPARTMENT OF COMMUNITY AFFAIRS (the "Department") subject to all other governmental approvals.

WHEREAS, Towermarc is the successor in interest to Waters Avenue Land Partners, Ltd. ("Developer"), the developer of the Towermarc Waters Avenue Development of Regional Impact, DRI #196, which is more particularly described on the legal description attached hereto and incorporated herein as Exhibit A, (the "Property"); and

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

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

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

WHEREAS, Section 380.06(15)(g)(3), F.S., provides for an agreement pursuant to Section 380.032, F.S., to govern an essentially built-out DRI; and

WHEREAS, Towermarc, the County and the Department desire to enter into this agreement pursuant to Sections 380.032(3) and 380.06(15)(g)(3), F.S.; and

WHEREAS, on August 22, 1989, the Hillsborough County Board of County Commissioners (the "Board") approved a Development Order, Resolution No. R89-0203, for the Towermarc Waters Avenue Development of Regional Impact ("DRI") #196 (hereinafter, the "Development Order") pursuant to the provisions of Section 380.06, F.S.; and on December 20, 1989, the Board approved a first amendment to the Development Order, Resolution No. R89-0309 (hereinafter, the "First Amendment"), which restated and amended the original Development Order; and on March 9, 1993, the Board approved a second amendment to the Development Order, as amended by the First Amendment, Resolution No. R93-0057 (hereinafter, the "Second Amendment"); and on September 21, 1993, the Board approved a third amendment to the Development Order Resolution No. 93-0201 (hereinafter, the "Third Amendment"); and on March 21, 1995, the Board approved a fourth amendment to the Development Order, Resolution No.95-060 (hereinafter, the "Fourth Amendment"); and on October 10, 1995, the Board approved a fifth amendment to the Development Order, Resolution No. 95-232 (hereinafter, the "Fifth Amendment"). (Hereinafter, the 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, the Development Order allows for the development of the following land uses, all as more particularly set forth in the Development Order:

Land Use*	Phase I	Phase II	Total
Office Sq. Ft.	767,000	963,000	1,730,000
Commercial Sq. Ft.	30,000	40,000	70,000
Service Center	603,000	847,000	1,450,000
Hotel - Rooms	0	250	250

and

WHEREAS, pursuant to the approved Development Order, the trade off mechanism (equivalency matrix) approved as part of the Development Order allows for an "alternative development scenario" by converting 603,000 sq. ft. of service center space in Phase I and 155,194 sq. ft. of office space in Phase I to 370,000 sq. ft. of additional retail space in Phase I; and

WHEREAS, the actual development constructed in Phase I is 364,832 sq. ft. (GLA) of commercial/retail development, which has been constructed in part through previous utilization of the trade off mechanism (equivalency matrix), and 597,000 sq. ft. (GLA) of office development; and

WHEREAS, 35,168 sq. ft (GLA) of approved commercial/retail entitlements and 14,806 sq. ft. (GLA) of approved office entitlements, or the equivalent development program as allowed via the land-use table (Table 4) of the land use trade off mechanism (equivalency matrix) approved as part of the Development Order remains to be constructed in Phase I, as more particularly set forth in Exhibit B attached hereto and incorporated herein, ("Remaining Phase I Entitlements"); and

WHEREAS, the Development Order provides that retail use is limited to a maximum of 400,000 total square feet (GLA) and multi-family residential is limited to a maximum of 300 dwelling units; and

WHEREAS, no development has been constructed in Phase II; and

WHEREAS, the build-out date for development of Phase I has expired, and the termination date of the Development Order is July 31, 2007; and

WHEREAS, Towermarc desires to retain the right for development of the Remaining

The approved land use schedule is subject to the trade off mechanism (equivalency matrix) approved as part of the Development Order.

Phase I Entitlements and is willing to abandon development rights of Phase II as part of this Agreement; and

WHEREAS, all Towermarc Waters Avenue DRI #196 Development Order requirements to mitigate impacts attributable to the approved development have been satisfied, including but not limited to the design, construction and dedication of Henderson Road and contribution of funds stipulated under that certain Capital Contribution Agreement between Hillsborough County and Developer dated October 25, 1994; and

WHEREAS, development within the DRI is substantially in compliance with the Development Order as further described in the DRI Compliance Report attached hereto and incorporated herein as Exhibit C; and

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

1. Determination of Essentially Built-Out Status.

The parties agree that pursuant to Section 380.06(15)(g)(3), F.S., Phase I of the Towermarc Waters Avenue DRI #196 is "essentially built-out" because (a) the development is in compliance with all applicable terms and conditions of the Towermarc Waters Avenue DRI #196 Development Order except the build-out date; and (b) the amount of development that remains to be built in Phase I does not create the likelihood of any additional impacts not previously reviewed.

2. Authorized Development of DRI Property.

Towermarc has submitted a traffic justification to identify the impacts of the development of the Remaining Phase I Entitlements. The result of this justification establishes to the satisfaction of the County and the Department that the development of the Remaining Phase I Entitlements will not exceed the 1,913 PM peak hour trips fully mitigated as part of the Development Order approval. Based on this justification, notwithstanding the build-out dates contained within the Development Order, and due to the essentially built-out status of the DRI, Towermarc, its successors or assigns, shall possess and control the right to develop the Remaining Phase I Entitlements on the Property without further DRI review including review under Section 380.06(19), F.S. The right to develop the Remaining Phase I Entitlements shall include the right to utilize the Land Use Trade-Off Mechanism (equivalency matrix) approved as part of the Development Order and as set forth in Exhibit B, attached hereto and incorporated herein, and in such event, the County Planning and Growth Management Department shall be notified of any such election at least 14 days prior to submittal of construction plans, and such notification shall include cumulative land use totals and remaining allowable quantities of the Remaining Phase I Entitlements. The Remaining Phase I Entitlements authorized in this Agreement shall be the sole and exclusive possession of Towermarc and may only be transferred to others through a written transfer duly executed by

Towermarc and notice of such transfer given to Hillsborough County. The Remaining Phase I Entitlements shall not be required to undergo a concurrency or transportation analysis for a period of seven (7) years from the effective date of this Agreement. However, Hillsborough County may require site access management improvements under local Hillsborough County access management regulations which are directly related to site plan approval for the Remaining Phase I Entitlements.

3. Redevelopment of Developed Tracts.

The Department and the County agree that the redevelopment (including additional development) of any developed tracts within the Property in excess of (or apart from) the Remaining Phase I Entitlements approved in this Agreement may occur without further DRI review provided that the proposed redevelopment is below any applicable DRI threshold pursuant to Section 380.06, F.S., and Rule 28-24 of the Florida Administrative Code, but shall be subject to the Hillsborough County Comprehensive Plan and the Hillsborough County Land Development Code, including but not limited to concurrency. The appropriate methodology for any required traffic analysis shall be determined by the County.

4. Deletion of Phase II Entitlements.

All Phase II entitlements are hereby deleted from the Development in their entirety as of the effective date of this Agreement.

5. Annual Reports.

After the effective date of this Agreement, any annual reports which may be required for the DRI pursuant to Section 380.06(18), F.S., shall no longer be required.

6. Agreement Effectuates Chapter 380, Florida Statutes.

Towermarc, to the best of its knowledge, asserts and warrants that all of the representations and statements made as set forth in the Agreement are true, accurate and complete. Based upon such representations and statements, the Department concludes that this Agreement is in the best interest of the State, is necessary and beneficial to the Department in its role as the state agency with the responsibility for the administration and enforcement of Chapter 380, F.S., and reasonably applies and effectuates the provisions and purposes of Chapter 380, F.S.

7. Default.

In the event of a breach of this Agreement or failure to comply with any condition of this Agreement, the Department or the County may terminate this Agreement or file suit to enforce this Agreement as provided in Section 380.06 and 380.11, F.S.

8. No Waiver.

Nothing in this Agreement shall constitute a waiver by any party of the right to appeal any development order pursuant to Section 380.07, F.S. except as acknowledged herein.

9. Further DRI Review.

Other than the Remaining Phase I Entitlements recognized and approved hereunder, nothing contained herein shall exempt any proposed new development or redevelopment from complying with applicable state guidelines and standards used to determine whether a development must undergo DRI review pursuant to Section 380.06(2), F.S.

10. Effect of Agreement on Rights and Obligations of Parties.

This Agreement contains the entire agreement between the parties relating to the Towermarc Waters Avenue DRI #196, the Development Order. Any amendment to or modification of this Agreement shall not be effective unless contained in a writing signed by the parties.

11. Master Plan.

The Master Plan (Map "H") of development for the Towermarc Waters Avenue DRI #196 is attached hereto as Exhibit D and incorporated herein by reference.

12. Binding Effect of Agreement and Recording.

The terms and conditions of the Agreement shall inure to the benefit of and be binding upon the heirs, personal representatives, successors and assigns of the parties hereto. Towermarc shall provide notice or a copy of this Agreement to any successor in interest to Towermarc. Towermarc shall record a Notice of Adoption of this Agreement in the Official Records of Hillsborough County, Florida, and shall provide the Department with a copy of the recorded notice, which shall be in substantially the form attached hereto as Exhibit E and incorporated herein by reference, including Official Record Book and Page numbers, within two (2) weeks of the date of execution of this Agreement.

13. Effective Date.

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

ATTEST:

PAT FRANK, Clerk of Circuit Court



Judene Gregory
Deputy Clerk

HILLSBOROUGH COUNTY, a political subdivision of the State of Florida

By: Jim Nunn
Chairman, Board of County Commissioners

BOCC Approval: 2/7/2006

BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY FLORIDA

DOCUMENT NO. 06-0276

APPROVED BY COUNTY ATTORNEY

[Signature]
Approved As to Form and Legal Sufficiency

DEPARTMENT OF COMMUNITY AFFAIRS

By: [Signature]
As: DCP Division Director 03/31/06

ATTEST:

[Signature]
MIRIAM SNIPES

Approved as to Form and Legal Sufficiency

[Signature]
Counsel
Department of Community Affairs



ATTEST:

[Signature]
Print Name: ARNIV NIBOGHOSIAN

TOWERMARC PROPERTIES, INC.

By: [Signature]
Print Name: D. Scott Ross
As Its: President

[Signature]
Print Name: JAY CHALWA

STATE OF MASSACHUSETTS
COUNTY OF MIDDLESEX

The foregoing instrument was acknowledged before me this 3 day of February, 2006, by D. Scott Ross as President of Towermarc Properties, Inc., who is personally known to me or has produced a Massachusetts driver's license as identification.

[Signature]
Notary Public, State of Massachusetts

Print Name: K. Arakelov

My Commission Expires: 09-05-08



EXHIBIT A

LEGAL DESCRIPTION

EXHIBIT A

LEGAL DESCRIPTION

DESCRIPTION:

A tract of land lying in Section 19, Township 28 South, Range 18 East, Hillsborough County, Florida; being more particularly described as follows:

Commence at the southwest corner of said Section 19, run thence N. 00° 03' 24" W., along the West boundary line of said Section 19, a distance of 92.98 feet for a Point of Beginning; thence continue N. 00° 03' 24" W., a distance of 2585.57 feet; thence N. 00° 03' 06" W., a distance of 1247.97 feet to the southerly right of way of Northwest Hillsborough Expressway; thence along said southerly and westerly right of way the following thirteen (13) courses: (1) S. 74° 21' 41" E., a distance of 165.69 feet; (2) S. 62° 25' 36" E., a distance of 731.89 feet to the beginning of a curve; (3) 522.37 feet along the arc of a curve to the right, said curve having a radius of 1804.86 feet, a central angle of 16° 34' 58", and a chord of 820.55 feet which bears S. 42° 42' 19" E.; (4) S. 28° 29' 24" E., a distance of 335.07 feet; (5) S. 31° 13' 22" E., a distance of 323.42 feet to the beginning of a curve; (6) 481.20 feet along the arc of a curve to the right, said curve having a radius of 1674.86 feet, a central angle of 16° 27' 42", and a chord of 679.55 feet which bears S. 08° 34' 59" E.; (7) S. 00° 21' 08" E., a distance of 201.28 feet; (8) S. 15° 43' 43" E., a distance of 311.14 feet; (9) S. 04° 17' 07" E., a distance of 400.94 feet; (10) S. 10° 57' 27" W., a distance of 305.94 feet; (11) S. 00° 21' 08" E., a distance of 275.00 feet; (12) S. 89° 38' 52" W., a distance of 55.00 feet; (13) S. 00° 21' 08" E., a distance of 543.28 feet to the northerly right of way of Waters Avenue; thence along said northerly right of way line the following twelve courses: (1) 134.15 feet along the arc of a curve to the left, said curve having a radius of 7698.94 feet, a central angle of 00° 59' 54", and a chord of 134.15 feet which bears S. 89° 04' 28" W.; (2) N. 87° 43' 37" W., a distance of 210.00 feet; (3) 140.00 feet along the arc of a curve to the right, said curve having a radius of 7564.19 feet, a central angle of 01° 03' 38", and a chord of 140.00 feet which bears S. 89° 33' 16" W.; (4) S. 89° 42' 36" W., a distance of 135.04 feet; (5) S. 00° 17' 24" E., a distance of 12.00 feet; (6) S. 89° 42' 36" W., a distance of 169.46 feet; (7) S. 88° 26' 11" W., a distance of 107.24 feet; (8) N. 00° 42' 16" E., a distance of 13.40 feet; (9) 29.97 feet along the arc of a curve to the right, said curve having a radius of 77562.83 feet, a central angle of 00° 01' 20", and a chord of 29.97 feet which bears S. 89° 47' 43" W.; (10) S. 00° 41' 02" W., a distance of 13.00 feet; (11) N. 85° 02' 02" W., a distance of 143.13 feet; (12) N. 89° 24' 46" W., a distance of 233.82 feet to the Point of Beginning; containing 121.247 acres, more or less.

05-2250

EXHIBIT B
REMAINING PHASE I ENTITLEMENTS

1. The Remaining Phase I Entitlements consist of 35,168 square feet of commercial/retail and 14,806 square feet of office, or the equivalent development pursuant to the Land Use Trade-Off mechanism (equivalency matrix) approved as part of the Development Order, which is set forth below in Table 4 as follows:

Table 4
Land Use Trade-Off
Based on PM Peak Hour External
Vehicle Trips

		IN	OUT	TOTAL
Office (1000 sq ft) =	Service Center	0.87	1.18	2.05
	Commercial (Area 1)	0.07	0.43	0.50
	Commercial (Area 2)	0.49	3.18	3.67
	Residential	0.34	3.50	3.84
Service Center (1000 sq ft) =	Office	1.15	0.85	1.99
	Commercial (Area 1)	0.08	0.37	0.44
	Commercial (Area 2)	0.56	2.69	3.25
	Residential	0.39	2.96	3.35

The "TOTAL" set forth in Table 4 is the conversion factor to be utilized in implementing the Land Use Trade-Off mechanism (equivalency matrix). Approved land uses utilizing the Trade-Off mechanism may be developed anywhere on the Property.

2. An example of the application of the Land Use Trade-Off mechanism (equivalency matrix) approved as part of the Development Order to the Remaining Phase I Entitlements permitted pursuant to this Agreement is as follows:

(Remaining Phase I Entitlements)

Land Use	Location	Conversion to 100% Office (GLA)	Conversion to Maximum Retail (GLA)*
Retail	Area I	5,084 sq. ft.	10,168 sq. ft. Retail
	Area II	91,750 sq. ft.	25,000 sq. ft. Retail
	Area II	11,806 sq. ft.	11,806 sq. ft. Office
Office	Area II	3,000 sq. ft.	3,000 sq. ft. Office
		TOTAL 111,640 sq. ft. (GLA)	TOTAL 35,168 sq. ft. (GLA) Retail 14,806 sq. ft. (GLA) Office

*Retail use limited to a maximum of 400,000 total square feet and multi-family residential is limited to a maximum of 300 dwelling units.

EXHIBIT C

DRI COMPLIANCE REPORT

Pursuant to section 380.06(15)(g)(3),

The developer has complied with all conditions of approval contained in the DRI Development Order that are required to be met at this time.

The following information, as reported in the 2004-2005 DRI Annual Report, lists significant Development Order Conditions and provides a response indicating the status of compliance with that Condition's requirements. Section IV of the Development Order lists Conditions of Approval affecting various components of Towermarc's future design and development. Each Condition's general topic will be listed in the order appearing in the Development Order with a brief response regarding the status of compliance. A detailed response will be provided if appropriate.

A. Phasing Schedule and Deadlines.

Conditions relate to the timing of the project phases and development. The developer has been proceeding with the design, permitting and construction activities in accordance with applicable conditions.

B. Transportation.

The County has elected and agreed to be responsible for design, acquisition of right-of-way, permitting and construction of the Required Improvement, as outlined in the Development Order. There has been no development on the site during the past year, therefore the traffic monitoring report filed with the DRI Annual Report for 1999-2003 is still valid. No other conditions are required to be met at this time.

C. Air Quality.

The Development Order provides that air quality matters will be addressed at the time of site development approval for Phase II.

D. Soils/Wind and Water Erosion.

Erosion control practices shall be utilized during site construction.

E. Stormwater Management and Water Quality.

The Conceptual Stormwater Management Plan was prepared according to Hillsborough County, the Southwest Florida Water Management District (SWFWMD) and the Florida Department of Environmental Regulation's (FDER) requirements. The Conceptual Stormwater Management Plan for Phase I has been approved by the appropriate regulatory agencies. A semi-annual Surface Water Quality Monitoring Plan was submitted to and approved by the Hillsborough County Planning and Growth Management Department and monitoring has been conducted in accordance with the Plan.

F. Wetlands/Vegetation and Wildlife/Open Space.

All permitting matters affecting the issues addressed in the Development Order are addressed at the time of construction of portions of the project (also see Exhibit "F").

G. Public Facilities.

Conditions relate to actual site development and building construction. The developer has complied with these conditions.

H. Energy Conservation.

Energy management and conservation measures are addressed at the time of construction of portions of the project.

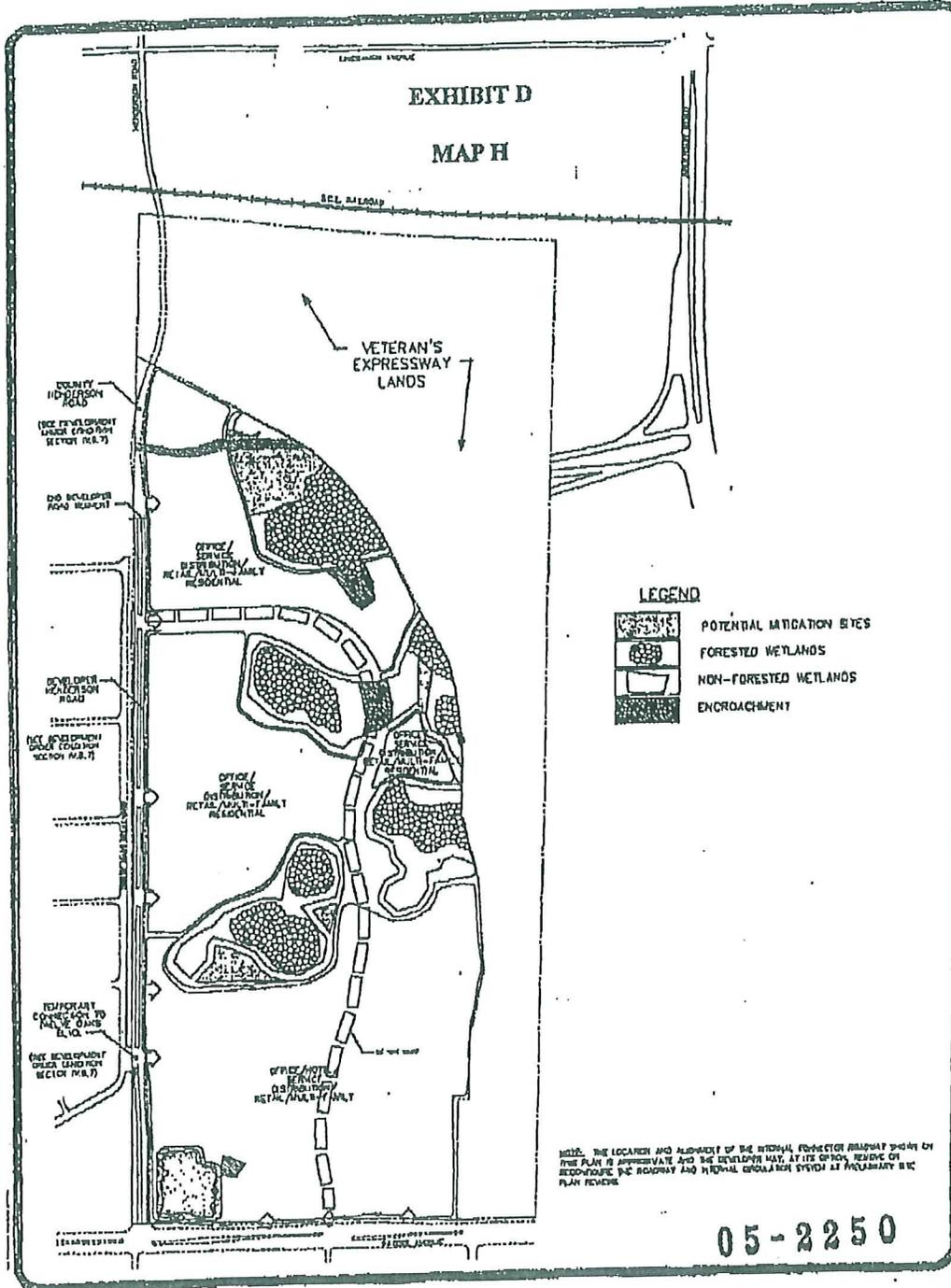
I. Historical or Archaeological Resources.

Any historical or archaeological resources found during construction shall be reported to the Florida Division of Archives, History and Record Management. The disposition of such resources will be determined in cooperation with the Division of Archives, History and Record Management and Hillsborough County. No such resources have been found during construction through the reporting period.

EXHIBIT D

MAP H

EXHIBIT D
MAP H



TowerMarc Corporation

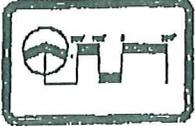
Waters Avenue

MASTER PLAN

DAMES & MOORE
MacFarlane Ausley
Ferguson & McMullen

REVISION 2/88
REVISED 1/79
BY: [unclear] A/F

REVISION 4/83
REVISION 12/84
BY: [unclear] [unclear]



MAP H

DATE: 12/84

BY: [unclear]

EXHIBIT E

NOTICE OF ADOPTION OF ESSENTIALLY BUILT-OUT DRI AGREEMENT
PURSUANT TO § 380.032(2) AND § 380.06(15)(g)(3), FLORIDA STATUTES

PLEASE TAKE NOTICE that a Section 380.032(3), F.S. agreement covering the property more particularly described on Exhibit "1" attached hereto was entered into on the _____ day of _____, 2006 pursuant to Sections 380.032(3) and 380.06(15)(g)(3), F.S., among the Florida Department of Community Affairs, Hillsborough County, Florida and Towermarc Properties, Inc. The Agreement may be examined at the office of the Department of Community Affairs, Bureau of State Planning, 2555 Shumard Oak Boulevard, Tallahassee, Florida 32399, (850) 488-4925.

WITNESSES

TOWERMARC PROPERTIES, INC.

Print Name: _____

By: _____

Print Name: _____

As Its: _____

Print Name: _____

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 2006, by _____ as _____ of Towermarc Properties, Inc., who is personally known to me or has produced _____ as identification.

Notary Public, State of Florida

Print Name

Exhibit "J"

DESCRIPTION:

A tract of land lying in Section 19, Township 28 South, Range 18 East, Hillsborough County, Florida; being more particularly described as follows:

Commence at the southwest corner of said Section 19, run thence N. 00° 03' 24" W., along the West boundary line of said Section 19, a distance of 92.98 feet for a Point of Beginning; thence continue N. 00° 03' 24" W., a distance of 2585.57 feet; thence N. 00° 03' 06" W., a distance of 3247.97 feet to the Southerly right of way of Northwest Hillsborough Expressway; thence along said Southerly and Westerly right of way the following thirteen (13) courses: (1) S. 74° 21' 41" E., a distance of 165.69 feet; (2) S. 62° 25' 36" E., a distance of 731.59 feet to the beginning of a curve; (3) 532.37 feet along the arc of a curve to the right, said curve having a radius of 1804.86 feet, a central angle of 16° 34' 58", and a chord of 520.55 feet which bears S. 42° 42' 19" E.; (4) S. 28° 29' 24" E., a distance of 335.87 feet; (5) S. 31° 13' 22" E., a distance of 323.42 feet to the beginning of a curve; (6) 451.28 feet along the arc of a curve to right, said curve having a radius of 1674.86 feet, a central angle of 16° 27' 42", and a chord of 475.55 feet which bears S. 08° 34' 59" E.; (7) S. 08° 21' 08" E., a distance of 201.78 feet; (8) S. 15° 43' 43" E., a distance of 311.14 feet; (9) S. 06° 17' 07" E., a distance of 400.94 feet; (10) S. 10° 57' 27" W., a distance of 305.94 feet; (11) S. 00° 21' 08" E., a distance of 275.00 feet; (12) S. 69° 38' 52" W., a distance of 55.00 feet; (13) S. 00° 21' 08" E., a distance of 541.28 feet to the Northerly right of way of Waters Avenue; thence along said Northerly right of way line the following twelve courses: (1) 134.15 feet along the arc of a curve to the left, said curve having a radius of 7698.94 feet, a central angle of 00° 59' 54", and a chord of 134.15 feet which bears S. 89° 04' 28" W.; (2) N. 87° 43' 37" W., a distance of 210.00 feet; (3) 140.00 feet along the arc of a curve to the right, said curve having a radius of 7564.19 feet, a central angle of 01° 03' 38", and a chord of 140.00 feet which bears S. 89° 33' 16" W.; (4) S. 89° 42' 36" W., a distance of 195.04 feet; (5) S. 00° 17' 24" E., a distance of 12.00 feet; (6) S. 89° 42' 36" W., a distance of 169.46 feet; (7) S. 88° 26' 11" W., a distance of 307.24 feet; (8) N. 00° 42' 16" E., a distance of 32.40 feet; (9) 29.97 feet along the arc of a curve to the right, said curve having a radius of 77562.83 feet, a central angle of 00° 01' 20", and a chord of 29.97 feet which bears S. 89° 47' 43" W.; (10) S. 00° 41' 02" W., a distance of 11.00 feet; (11) N. 85° 02' 02" W., a distance of 145.13 feet; (12) N. 89° 24' 46" W., a distance of 233.82 feet to the Point of Beginning; containing 121.247 acres, more or less.

05-2250



#196

STATE OF FLORIDA
DEPARTMENT OF COMMUNITY AFFAIRS

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

JEB BUSH
Governor

THADDEUS COHEN
Secretary

April 4, 2006

Mr. Gordon J. Schiff
Schiff Law Group
1211 N. Westshore Blvd., Suite 401
Tampa, FL 33607

Re: TOWERMARC/WATERS AVENUE; File Number AGM-08-2006-005

Dear Mr. Schiff:

Enclosed is a copy of the executed Essentially Builtout agreement for TOWERMARC/WATERS AVENUE. If you have any questions, please call Erin Dorn in the Bureau of Local Planning at (850) 488-4925.

Sincerely,

D. Ray Eubanks
Community Program Administrator

DRE/dh

Enclosure

cc: Mr. John Meyer, Tampa Bay RPC (with enclosure)

2555 SHUMARD OAK BOULEVARD • TALLAHASSEE, FLORIDA 32399-2100
Phone: (850) 488-8466/Suncom 278-8466 FAX: (850) 921-0781/Suncom 291-0781
Internet address: <http://www.dca.state.fl.us>

CRITICAL STATE CONCERN FIELD OFFICE
2796 Overseas Highway, Suite 212
Marathon, FL 33050-2227
(305) 289-2402

COMMUNITY PLANNING
2555 Shumard Oak Boulevard
Tallahassee, FL 32399-2100
(850) 488-2356

EMERGENCY MANAGEMENT
2555 Shumard Oak Boulevard
Tallahassee, FL 32399-2100
(850) 413-9969

HOUSING & COMMUNITY DEVELOPMENT
2555 Shumard Oak Boulevard
Tallahassee, FL 32399-2100
(850) 488-7956

**ESSENTIALLY BUILT-OUT AGREEMENT FOR TOWERMARC WATERS AVENUE
DRI #196 PURSUANT TO SECTION 380.032(3), AND
SECTION 380.06(15)(g)(3), FLORIDA STATUTES**

This Essentially Built-Out Agreement ("Agreement") is entered into by and between TOWERMARC PROPERTIES, INC. ("Towermarc"), HILLSBOROUGH COUNTY, FLORIDA (the "County"), a political subdivision of the State of Florida and STATE OF FLORIDA, DEPARTMENT OF COMMUNITY AFFAIRS (the "Department") subject to all other governmental approvals.

WHEREAS, Towermarc is the successor in interest to Waters Avenue Land Partners, Ltd. ("Developer"), the developer of the Towermarc Waters Avenue Development of Regional Impact, DRI #196, which is more particularly described on the legal description attached hereto and incorporated herein as Exhibit A, (the "Property"); and

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

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

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

WHEREAS, Section 380.06(15)(g)(3), F.S., provides for an agreement pursuant to Section 380.032, F.S., to govern an essentially built-out DRI; and

WHEREAS, Towermarc, the County and the Department desire to enter into this agreement pursuant to Sections 380.032(3) and 380.06(15)(g)(3), F.S.; and

WHEREAS, on August 22, 1989, the Hillsborough County Board of County Commissioners (the "Board") approved a Development Order, Resolution No. R89-0203, for the Towermarc Waters Avenue Development of Regional Impact ("DRI") #196 (hereinafter, the "Development Order") pursuant to the provisions of Section 380.06, F.S.; and on December 20, 1989, the Board approved a first amendment to the Development Order, Resolution No. R89-0309 (hereinafter, the "First Amendment"), which restated and amended the original Development Order; and on March 9, 1993, the Board approved a second amendment to the Development Order, as amended by the First Amendment, Resolution No. R93-0057 (hereinafter, the "Second Amendment"); and on September 21, 1993, the Board approved a third amendment to the Development Order Resolution No. 93-0201 (hereinafter, the "Third Amendment"); and on March 21, 1995, the Board approved a fourth amendment to the Development Order, Resolution No.95-060 (hereinafter, the "Fourth Amendment"); and on October 10, 1995, the Board approved a fifth amendment to the Development Order, Resolution No. 95-232 (hereinafter, the "Fifth Amendment"). (Hereinafter, the 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, the Development Order allows for the development of the following land uses, all as more particularly set forth in the Development Order:

Land Use*	Phase I	Phase II	Total
Office Sq. Ft.	767,000	963,000	1,730,000
Commercial Sq. Ft.	30,000	40,000	70,000
Service Center	603,000	847,000	1,450,000
Hotel – Rooms	0	250	250

and

WHEREAS, pursuant to the approved Development Order, the trade off mechanism (equivalency matrix) approved as part of the Development Order allows for an "alternative development scenario" by converting 603,000 sq. ft. of service center space in Phase I and 155,194 sq. ft. of office space in Phase I to 370,000 sq. ft. of additional retail space in Phase I; and

WHEREAS, the actual development constructed in Phase I is 364,832 sq. ft. (GLA) of commercial/retail development, which has been constructed in part through previous utilization of the trade off mechanism (equivalency matrix), and 597,000 sq. ft. (GLA) of office development; and

WHEREAS, 35,168 sq. ft (GLA) of approved commercial/retail entitlements and 14,806 sq. ft. (GLA) of approved office entitlements, or the equivalent development program as allowed via the land-use table (Table 4) of the land use trade off mechanism (equivalency matrix) approved as part of the Development Order remains to be constructed in Phase I, as more particularly set forth in Exhibit B attached hereto and incorporated herein, ("Remaining Phase I Entitlements"); and

WHEREAS, the Development Order provides that retail use is limited to a maximum of 400,000 total square feet (GLA) and multi-family residential is limited to a maximum of 300 dwelling units; and

WHEREAS, no development has been constructed in Phase II; and

WHEREAS, the build-out date for development of Phase I has expired, and the termination date of the Development Order is July 31, 2007; and

WHEREAS, Towermarc desires to retain the right for development of the Remaining

The approved land use schedule is subject to the trade off mechanism (equivalency matrix) approved as part of the Development Order.

Phase I Entitlements and is willing to abandon development rights of Phase II as part of this Agreement; and

WHEREAS, all Towermarc Waters Avenue DRI #196 Development Order requirements to mitigate impacts attributable to the approved development have been satisfied, including but not limited to the design, construction and dedication of Henderson Road and contribution of funds stipulated under that certain Capital Contribution Agreement between Hillsborough County and Developer dated October 25, 1994; and

WHEREAS, development within the DRI is substantially in compliance with the Development Order as further described in the DRI Compliance Report attached hereto and incorporated herein as Exhibit C; and

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

1. Determination of Essentially Built-Out Status.

The parties agree that pursuant to Section 380.06(15)(g)(3), F.S., Phase I of the Towermarc Waters Avenue DRI #196 is "essentially built-out" because (a) the development is in compliance with all applicable terms and conditions of the Towermarc Waters Avenue DRI #196 Development Order except the build-out date; and (b) the amount of development that remains to be built in Phase I does not create the likelihood of any additional impacts not previously reviewed.

2. Authorized Development of DRI Property.

Towermarc has submitted a traffic justification to identify the impacts of the development of the Remaining Phase I Entitlements. The result of this justification establishes to the satisfaction of the County and the Department that the development of the Remaining Phase I Entitlements will not exceed the 1,913 PM peak hour trips fully mitigated as part of the Development Order approval. Based on this justification, notwithstanding the build-out dates contained within the Development Order, and due to the essentially built-out status of the DRI, Towermarc, its successors or assigns, shall possess and control the right to develop the Remaining Phase I Entitlements on the Property without further DRI review including review under Section 380.06(19), F.S. The right to develop the Remaining Phase I Entitlements shall include the right to utilize the Land Use Trade-Off Mechanism (equivalency matrix) approved as part of the Development Order and as set forth in Exhibit B, attached hereto and incorporated herein, and in such event, the County Planning and Growth Management Department shall be notified of any such election at least 14 days prior to submittal of construction plans, and such notification shall include cumulative land use totals and remaining allowable quantities of the Remaining Phase I Entitlements. The Remaining Phase I Entitlements authorized in this Agreement shall be the sole and exclusive possession of Towermarc and may only be transferred to others through a written transfer duly executed by

Towermarc and notice of such transfer given to Hillsborough County. The Remaining Phase I Entitlements shall not be required to undergo a concurrency or transportation analysis for a period of seven (7) years from the effective date of this Agreement. However, Hillsborough County may require site access management improvements under local Hillsborough County access management regulations which are directly related to site plan approval for the Remaining Phase I Entitlements.

3. Redevelopment of Developed Tracts.

The Department and the County agree that the redevelopment (including additional development) of any developed tracts within the Property in excess of (or apart from) the Remaining Phase I Entitlements approved in this Agreement may occur without further DRI review provided that the proposed redevelopment is below any applicable DRI threshold pursuant to Section 380.06, F.S., and Rule 28-24 of the Florida Administrative Code, but shall be subject to the Hillsborough County Comprehensive Plan and the Hillsborough County Land Development Code, including but not limited to concurrency. The appropriate methodology for any required traffic analysis shall be determined by the County.

4. Deletion of Phase II Entitlements.

All Phase II entitlements are hereby deleted from the Development in their entirety as of the effective date of this Agreement.

5. Annual Reports.

After the effective date of this Agreement, any annual reports which may be required for the DRI pursuant to Section 380.06(18), F.S., shall no longer be required.

6. Agreement Effectuates Chapter 380, Florida Statutes.

Towermarc, to the best of its knowledge, asserts and warrants that all of the representations and statements made as set forth in the Agreement are true, accurate and complete. Based upon such representations and statements, the Department concludes that this Agreement is in the best interest of the State, is necessary and beneficial to the Department in its role as the state agency with the responsibility for the administration and enforcement of Chapter 380, F.S., and reasonably applies and effectuates the provisions and purposes of Chapter 380, F.S.

7. Default.

In the event of a breach of this Agreement or failure to comply with any condition of this Agreement, the Department or the County may terminate this Agreement or file suit to enforce this Agreement as provided in Section 380.06 and 380.11, F.S.

8. No Waiver.

Nothing in this Agreement shall constitute a waiver by any party of the right to appeal any development order pursuant to Section 380.07, F.S. except as acknowledged herein.

9. Further DRI Review.

Other than the Remaining Phase I Entitlements recognized and approved hereunder, nothing contained herein shall exempt any proposed new development or redevelopment from complying with applicable state guidelines and standards used to determine whether a development must undergo DRI review pursuant to Section 380.06(2), F.S.

10. Effect of Agreement on Rights and Obligations of Parties.

This Agreement contains the entire agreement between the parties relating to the Towermarc Waters Avenue DRI #196, the Development Order. Any amendment to or modification of this Agreement shall not be effective unless contained in a writing signed by the parties.

11. Master Plan.

The Master Plan (Map "H") of development for the Towermarc Waters Avenue DRI #196 is attached hereto as Exhibit D and incorporated herein by reference.

12. Binding Effect of Agreement and Recording.

The terms and conditions of the Agreement shall inure to the benefit of and be binding upon the heirs, personal representatives, successors and assigns of the parties hereto. Towermarc shall provide notice or a copy of this Agreement to any successor in interest to Towermarc. Towermarc shall record a Notice of Adoption of this Agreement in the Official Records of Hillsborough County, Florida, and shall provide the Department with a copy of the recorded notice, which shall be in substantially the form attached hereto as Exhibit E and incorporated herein by reference, including Official Record Book and Page numbers, within two (2) weeks of the date of execution of this Agreement.

13. Effective Date.

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

ATTEST:
PAT FRANK, Clerk of Circuit Court



HILLSBOROUGH COUNTY, a political
subdivision of the State of Florida

Juelene W. Gregory
Deputy Clerk

By: Jim Puma
Chairman, Board of County Commissioners
BOCC Approval: 2/7/2006

APPROVED BY COUNTY ATTORNEY

[Signature]
Approved As to Form and Legal Sufficiency

BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY FLORIDA
DOCUMENT NO. 06-0276

ATTEST:

[Signature]
MIRIAM SNIPES

DEPARTMENT OF COMMUNITY AFFAIRS

By: [Signature]
As: DCP Division Director 03/31/06

Approved as to Form and Legal Sufficiency

[Signature]
Counsel
Department of Community Affairs



ATTEST:

[Signature]
Print Name: ARNIK NIBOGHOSIAN
[Signature]
Print Name: INDU CHAWLA

TOWERMARC PROPERTIES, INC.

By: [Signature]
Print Name: D. Scott Ross
As Its: President

STATE OF MASSACHUSETTS
COUNTY OF MIDDLESEX

The foregoing instrument was acknowledged before me this 3 day of February, 2006,
by D. Scott Ross as President of Towermarc Properties, Inc., who is personally known to me or
has produced a Massachusetts driver's license as identification.

[Signature]
Notary Public, State of Massachusetts

Print Name: K. Arakelov
My Commission Expires: Sept 5-08

EXHIBIT A

LEGAL DESCRIPTION

EXHIBIT A

LEGAL DESCRIPTION

DESCRIPTION:

A tract of land lying in Section 19, Township 28 South, Range 18 East, Hillsborough County, Florida; being more particularly described as follows:

Commence at the Southwest corner of said Section 19, run thence N. 00° 03' 24" W., along the West boundary line of said Section 19, a distance of 92.98 feet for a Point of Beginning; thence continue N. 00° 03' 24" W., a distance of 2585.57 feet; thence N. 00° 03' 06" W., a distance of 1247.97 feet to the Southerly right of way of Northwest Hillsborough Expressway; thence along said Southerly and Westerly right of way the following thirteen (13) courses: (1) S. 74° 21' 41" E., a distance of 165.69 feet; (2) S. 62° 25' 36" E., a distance of 731.59 feet to the beginning of a curve; (3) 522.37 feet along the arc of a curve to the right, said curve having a radius of 1804.86 feet, a central angle of 16° 34' 58", and a chord of 520.55 feet which bears S. 42° 42' 19" E.; (4) S. 28° 29' 24" E., a distance of 335.07 feet; (5) S. 31° 13' 22" E., a distance of 323.42 feet to the beginning of a curve; (6) 481.28 feet along the arc of a curve to right, said curve having a radius of 1674.86 feet, a central angle of 16° 27' 42", and a chord of 479.55 feet which bears S. 00° 34' 59" E.; (7) S. 00° 21' 08" E., a distance of 201.28 feet; (8) S. 15° 43' 43" E., a distance of 311.14 feet; (9) S. 04° 17' 07" E., a distance of 400.94 feet; (10) S. 10° 57' 27" W., a distance of 305.94 feet; (11) S. 00° 21' 08" E., a distance of 279.00 feet; (12) S. 89° 38' 52" W., a distance of 55.00 feet; (13) S. 00° 21' 08" E., a distance of 543.38 feet to the Northerly right of way of Waters Avenue; thence along said Northerly right of way line the following twelve courses: (1) 134.15 feet along the arc of a curve to the left, said curve having a radius of 7698.94 feet, a central angle of 00° 59' 54", and a chord of 134.15 feet which bears S. 89° 04' 28" W.; (2) N. 87° 43' 37" W., a distance of 210.00 feet; (3) 140.00 feet along the arc of a curve to the right, said curve having a radius of 7564.19 feet, a central angle of 01° 03' 38", and a chord of 140.00 feet which bears S. 89° 33' 16" W.; (4) S. 89° 42' 36" W., a distance of 195.04 feet; (5) S. 00° 17' 24" E., a distance of 12.00 feet; (6) S. 89° 42' 36" W., a distance of 169.46 feet; (7) S. 88° 26' 11" W., a distance of 307.24 feet; (8) N. 00° 42' 16" E., a distance of 12.40 feet; (9) 29.97 feet along the arc of a curve to the right, said curve having a radius of 77562.83 feet, a central angle of 00° 01' 20", and a chord of 29.97 feet which bears S. 89° 47' 43" W.; (10) S. 00° 41' 02" W., a distance of 13.00 feet; (11) N. 85° 02' 07" W., a distance of 145.13 feet; (12) N. 89° 24' 46" W., a distance of 233.02 feet to the Point of Beginning; containing 121.247 acres, more or less.

05-2250

EXHIBIT B
REMAINING PHASE I ENTITLEMENTS

1. The Remaining Phase I Entitlements consist of 35,168 square feet of commercial/retail and 14,806 square feet of office, or the equivalent development pursuant to the Land Use Trade-Off mechanism (equivalency matrix) approved as part of the Development Order, which is set forth below in Table 4 as follows:

Table 4
Land Use Trade-Off
Based on PM Peak Hour External
Vehicle Trips

		IN	OUT	TOTAL
Office (1000 sq ft) =	Service Center	0.87	1.18	2.05
	Commercial (Area 1)	0.07	0.43	0.50
	Commercial (Area 2)	0.49	3.18	3.67
	Residential	0.34	3.50	3.84
Service Center (1000 sq ft) =	Office	1.15	0.85	1.99
	Commercial (Area 1)	0.08	0.37	0.44
	Commercial (Area 2)	0.56	2.69	3.25
	Residential	0.39	2.96	3.35

The "TOTAL" set forth in Table 4 is the conversion factor to be utilized in implementing the Land Use Trade-Off mechanism (equivalency matrix). Approved land uses utilizing the Trade-Off mechanism may be developed anywhere on the Property.

2. An example of the application of the Land Use Trade-Off mechanism (equivalency matrix) approved as part of the Development Order to the Remaining Phase I Entitlements permitted pursuant to this Agreement is as follows:

(Remaining Phase I Entitlements)

Land Use	Location	Conversion to 100% Office (GLA)	Conversion to Maximum Retail (GLA)*
Retail	Area I	5,084 sq. ft.	10,168 sq. ft. Retail
	Area II	91,750 sq. ft.	25,000 sq. ft. Retail
	Area II	11,806 sq. ft.	11,806 sq. ft. Office
Office	Area II	3,000 sq. ft.	3,000 sq. ft. Office
		TOTAL 111,640 sq. ft. (GLA)	TOTAL 35,168 sq. ft. (GLA) Retail 14,806 sq. ft. (GLA) Office

*Retail use limited to a maximum of 400,000 total square feet and multi-family residential is limited to a maximum of 300 dwelling units.

EXHIBIT C

DRI COMPLIANCE REPORT

Pursuant to section 380.06(15)(g)(3),

The developer has complied with all conditions of approval contained in the DRI Development Order that are required to be met at this time.

The following information, as reported in the 2004-2005 DRI Annual Report, lists significant Development Order Conditions and provides a response indicating the status of compliance with that Condition's requirements. Section IV of the Development Order lists Conditions of Approval affecting various components of Towermarc's future design and development. Each Condition's general topic will be listed in the order appearing in the Development Order with a brief response regarding the status of compliance. A detailed response will be provided if appropriate.

A. Phasing Schedule and Deadlines.

Conditions relate to the timing of the project phases and development. The developer has been proceeding with the design, permitting and construction activities in accordance with applicable conditions.

B. Transportation.

The County has elected and agreed to be responsible for design, acquisition of right-of-way, permitting and construction of the Required Improvement, as outlined in the Development Order. There has been no development on the site during the past year, therefore the traffic monitoring report filed with the DRI Annual Report for 1999-2003 is still valid. No other conditions are required to be met at this time.

C. Air Quality.

The Development Order provides that air quality matters will be addressed at the time of site development approval for Phase II.

D. Soils/Wind and Water Erosion.

Erosion control practices shall be utilized during site construction.

E. Stormwater Management and Water Quality.

The Conceptual Stormwater Management Plan was prepared according to Hillsborough County, the Southwest Florida Water Management District (SWFWMD) and the Florida Department of Environmental Regulation's (FDER) requirements. The Conceptual Stormwater Management Plan for Phase I has been approved by the appropriate regulatory agencies. A semi-annual Surface Water Quality Monitoring Plan was submitted to and approved by the Hillsborough County Planning and Growth Management Department and monitoring has been conducted in accordance with the Plan.

F. Wetlands/Vegetation and Wildlife/Open Space.

All permitting matters affecting the issues addressed in the Development Order are addressed at the time of construction of portions of the project (also see Exhibit "F").

G. Public Facilities.

Conditions relate to actual site development and building construction. The developer has complied with these conditions.

H. Energy Conservation.

Energy management and conservation measures are addressed at the time of construction of portions of the project.

I. Historical or Archaeological Resources.

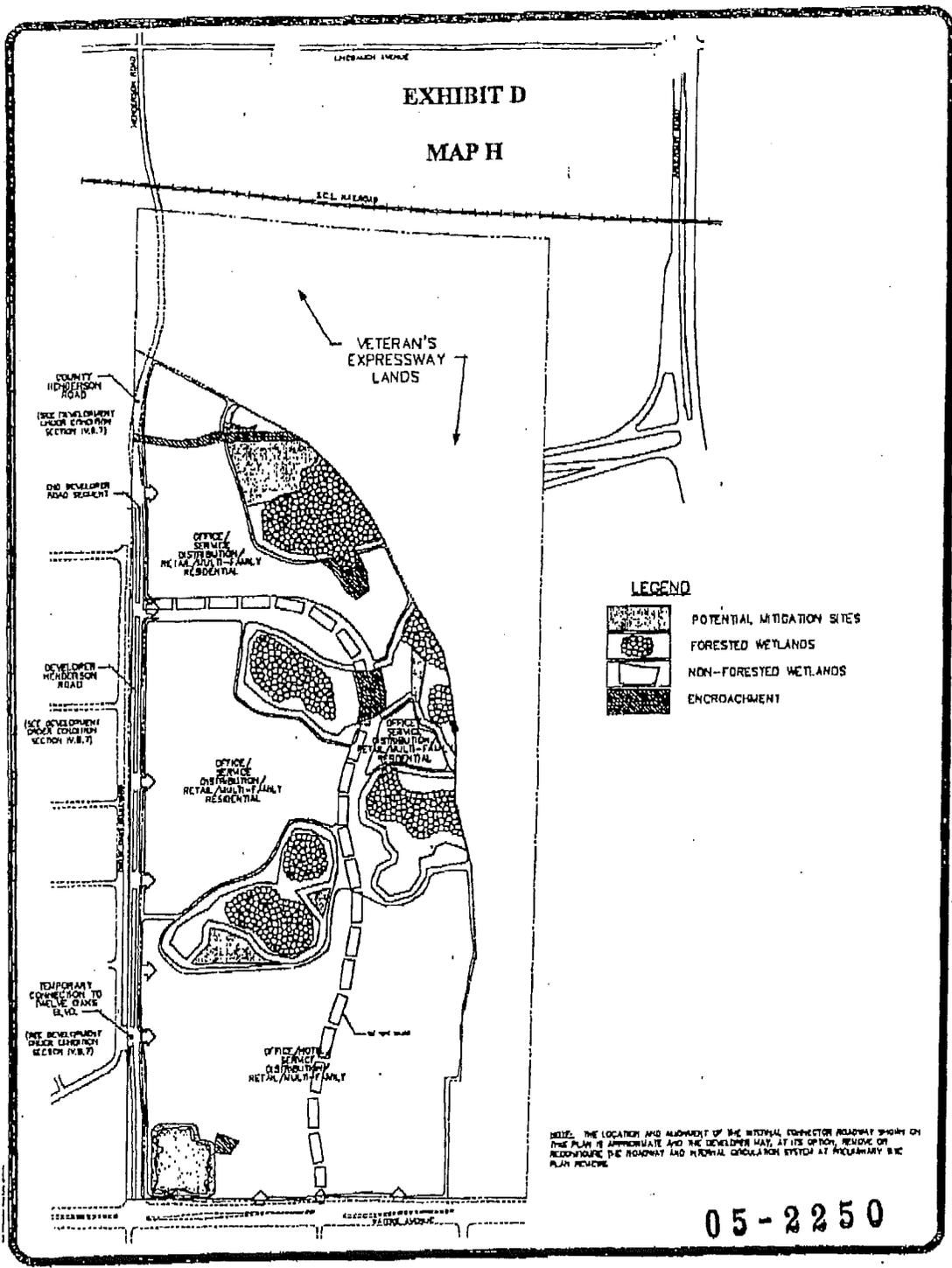
Any historical or archaeological resources found during construction shall be reported to the Florida Division of Archives, History and Record Management. The disposition of such resources will be determined in cooperation with the Division of Archives, History and Record Management and Hillsborough County. No such resources have been found during construction through the reporting period.

EXHIBIT D

MAP H

EXHIBIT D

MAP H

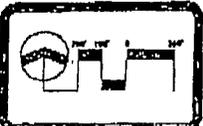


TowerMarc Corporation

Waters Avenue

MASTER PLAN

DAMES & MOORE
MacFarlane Ausley
Ferguson & McMullen



MAP H
DATE: 11/94
BY: [signature]

REVISED 2/88
REVISED 7/88
REVISED 4/93
REVISED 12/94
REVISED 11/94

EXHIBIT E

**NOTICE OF ADOPTION OF ESSENTIALLY BUILT-OUT DRI AGREEMENT
PURSUANT TO § 380.032(2) AND § 380.06(15)(g)(3), FLORIDA STATUTES**

PLEASE TAKE NOTICE that a Section 380.032(3), F.S. agreement covering the property more particularly described on Exhibit "1" attached hereto was entered into on the _____ day of _____, 2006 pursuant to Sections 380.032(3) and 380.06(15)(g)(3), F.S., among the Florida Department of Community Affairs, Hillsborough County, Florida and Towermarc Properties, Inc. The Agreement may be examined at the office of the Department of Community Affairs, Bureau of State Planning, 2555 Shumard Oak Boulevard, Tallahassee, Florida 32399, (850) 488-4925.

WITNESSES

TOWERMARC PROPERTIES, INC.

Print Name: _____

By: _____

Print Name: _____

As Its: _____

Print Name: _____

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 2006, by _____ as _____ of Towermarc Properties, Inc., who is personally known to me or has produced _____ as identification.

Notary Public, State of Florida

Print Name

Exhibit "1"

DESCRIPTION:

A tract of land lying in Section 19, Township 28 South, Range 18 East, Hillsborough County, Florida; being more particularly described as follows:

Commence at the Southwest corner of said Section 19, run thence N. 00° 03' 24" W., along the West boundary line of said Section 19, a distance of 92.98 feet for a Point of Beginning; thence continue N. 00° 03' 24" W., a distance of 2585.57 feet; thence N. 00° 03' 06" W., a distance of 1247.97 feet to the Southerly right of way of Northwest Hillsborough Expressway; thence along said Southerly and Westerly right of way the following thirteen (13) courses: (1) S. 74° 21' 41" E., a distance of 165.69 feet; (2) S. 62° 25' 36" E., a distance of 731.59 feet to the beginning of a curve; (3) 522.37 feet along the arc of a curve to the right, said curve having a radius of 1804.86 feet, a central angle of 16° 34' 58", and a chord of 520.55 feet which bears S. 42° 42' 19" E.; (4) S. 28° 29' 24" E., a distance of 335.07 feet; (5) S. 31° 13' 22" E., a distance of 323.42 feet to the beginning of a curve; (6) 481.20 feet along the arc of a curve to right, said curve having a radius of 1674.86 feet, a central angle of 16° 27' 42", and a chord of 479.55 feet which bears S. 08° 34' 59" E.; (7) S. 00° 21' 08" E., a distance of 201.28 feet; (8) S. 15° 43' 43" E., a distance of 311.14 feet; (9) S. 04° 17' 07" E., a distance of 400.94 feet; (10) S. 10° 57' 27" W., a distance of 305.94 feet; (11) S. 00° 21' 08" E., a distance of 275.00 feet; (12) S. 89° 38' 52" W., a distance of 55.00 feet; (13) S. 00° 21' 08" E., a distance of 543.28 feet to the Northerly right of way of Waters Avenue; thence along said Northerly right of way line the following twelve courses: (1) 134.15 feet along the arc of a curve to the left, said curve having a radius of 7698.94 feet, a central angle of 00° 59' 54", and a chord of 134.15 feet which bears S. 89° 04' 28" W.; (2) N. 87° 43' 37" W., a distance of 210.00 feet; (3) 140.00 feet along the arc of a curve to the right, said curve having a radius of 7564.19 feet, a central angle of 01° 03' 38", and a chord of 140.00 feet which bears S. 89° 33' 16" W.; (4) S. 89° 42' 36" W., a distance of 195.04 feet; (5) S. 00° 17' 24" E., a distance of 12.00 feet; (6) S. 89° 42' 36" W., a distance of 169.46 feet; (7) S. 88° 26' 11" W., a distance of 307.24 feet; (8) N. 00° 42' 16" E., a distance of 12.40 feet; (9) 29.97 feet along the arc of a curve to the right, said curve having a radius of 77562.83 feet, a central angle of 00° 01' 20", and a chord of 29.97 feet which bears S. 89° 47' 43" W.; (10) S. 00° 41' 02" W., a distance of 13.00 feet; (11) N. 85° 02' 02" W., a distance of 145.13 feet; (12) N. 89° 24' 46" W., a distance of 233.82 feet to the Point of Beginning; containing 121.247 acres, more or less.

05-2250

MACFARLANE FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

900 HIGHPOINT CENTER
106 EAST COLLEGE AVENUE
TALLAHASSEE, FLORIDA 32301
(850) 681-7381 FAX (850) 681-0281

400 NORTH TAMPA STREET, SUITE 2300
P.O. BOX 1531 (ZIP 33601)
TAMPA, FLORIDA 33602
(813) 273-4200 FAX (813) 273-4396

625 COURT STREET
P. O. BOX 1669 (ZIP 33757)
CLEARWATER, FLORIDA 33756
(727) 441-8966 FAX (727) 442-8470

IN REPLY REFER TO:

Tampa

July 16, 2003

Via Hand Delivery

John M. Meyer
DRI Coordinator
Tampa Bay Regional Planning Council
9455 Koger Boulevard, Suite 219
St. Petersburg, FL 33702-2491

Re: DRI #196 – Towermarc/Waters Avenue

Dear John:

Thank you for your letter of June 3, 2003 regarding the 2003 DRI Annual Report. I have investigated your questions and am providing the following responses:

1. Please provide either of the following:

- a land use equivalency conversion to, at minimum, establish that the 364,832 sq. ft. of general retail space (identified as completed); or
- a description of the development activities authorized within the “Commercial Service Center” designation approved within the Development Order.

Response: Pursuant to the approved Development Order, the trade off mechanism (also referred to as an equivalency matrix) allows an “alternative development scenario” of 375,000 square feet of commercial uses in Area 1 and 600,000 square feet of office uses and 28,216 square feet of retail uses in Area 2. I have attached an analysis prepared by J. Hoster Mobility which demonstrates that this mix of land uses is permitted under and consistent with the approved Development Order. As provided in the Annual Report, 364,832 square feet of commercial development has been constructed in Area 1 (leaving 10,168 square feet of retail uses in Area 1 remaining). In Area 2, 597,000 square feet of office uses have been constructed (leaving 3,000 square feet of office uses and 28,216 square feet of retail uses in Area 2 remaining). As development occurred, the totals as permitted under the equivalency matrix were monitored and confirmed. See, for example, the attached letter dated February 24, 1997 from Hillsborough County to the developer’s consultant providing project approvals, committed development, and

July 16, 2003

Page 2

remaining development as well as the letter dated January 17, 1997, from Hillsborough County to the developer's consultant, and the letter dated February 5, 1997, from the developer to Hillsborough County, which are also attached. The cumulative land use totals are set forth in the Annual Report and in the materials provided by J. Hoster Mobility. Accordingly, development has occurred in accordance with the approved Development Order.

2. Please confirm that the developer is knowledgeable of the DRI/Notice of Proposed Change process. It appears that an amendment to the Development Order will be required to, at minimum, extend the Phases I and II buildout dates which have subsequently lapsed in 2000 and 2002 respectively. No unauthorized development activities should be permitted following expiration of these buildout dates.

Response: The comment is noted. The development is, and has been, essentially built out. The developer is contemplating pursuing an essentially built out agreement, or other available process, to wrap up the DRI, as all material and applicable DRI conditions have been complied with or satisfied.

Thank you for your patience in this matter. If you have any further questions, please do not hesitate to contact me.

Sincerely,

Blair C Kurland
for Gordon J. Schiff

Encl.

cc w/ encl: Mr. J. Michael Callahan, Hillsborough County (via hand delivery)
Mr. Charles Gauthier, Florida Dept. of Community Affairs (via federal express)
Mr. John Healey, Hillsborough County (via hand delivery)
Mr. Roger Tucker, Esq. (via hand delivery)



J. HOSTER MOBILITY

3209 W. Woodlawn Ave.
Tampa, Florida 33607
Phone/Fax (813) 637-8252

4912 Sunset Blvd.
Port Richey, Florida 34668
Phone/Fax (727) 848-7660

July 15, 2003

Gordon J. Schiff
Macfarlane Ferguson & McMullen
400 North Tampa Street, Suite 2300
Tampa, FL 33602

RE: Towermarc Waters Avenue DRI # 196

Dear Gordon:

The Waters Avenue DRI Development Order was originally approved for (Phase I) included: 767,000 square feet of office, 30,000 square feet of retail and 603,000 square feet of service center. An NOPC was approved in 1995 providing an Equivalency Matrix that allowed for the trade-off of approved land uses with limitations. The application of the trade-off was limited to 1913 PM peak hour new external trips. A copy of the Equivalency Matrix is attached. The following table documents the application of the Equivalency Matrix.

Land Use	Approved	Convert	Amount	Factor	Square Feet
Office	767,000	Office to Retail (1)	167,000	.50	83,500
Service Ctr.	603,000	Service Ctr to Retail (1)	594,318	.44	261,500
		Service Ctr to Retail (2)	8,682	3.25	28,216
Retail	30,000	Not Applied			

Note: See Equivalency Matrix Table 4 for conversion factors

Revised Land Use

Land Use	Square Feet
Office	600,000
Service Ctr.	0
Retail (1)	375,000
Retail (2)	28,216

Note: (1 or 2) denotes retail location

The following table summarizes the development as constructed and that approval with application of the Equivalency Matrix.

Area I

Land Use	Square Footage	D.O. Approval	Remainder
AmSouth Bank	3,481		
Chick-Fil-A Restaurant	4,062		
Radiant Gas / Convenience Store	4,950		
Don Pablos Restaurant	7,716		
Target Retail	127,400		
Lowes Retail	167,620		
Waccamaw Retail	49,603		
Total Area I	364,832	375,000	10,168

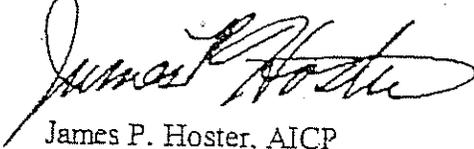
Area II

Land Use	Square Footage	D. O. Approved	Remainder
Capital One Office	597,000	600,000	3,000
Retail	0	28,217	28,217

To date 99.5 percent of the office entitlements have been constructed and 90.5 percent of the commercial development has been constructed. The approved trade-off mechanism was not required to make this computation.

If you have any questions please contact me.

Sincerely,



James P. Hoster, AICP

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida



Clerk to Board of
County Commissioners
County Center, 12th Floor
601 E. Kennedy Blvd.
PO. Box 1110
Tampa, Florida 33601
Telephone 276-2029, ext. 6730

October 30, 1995

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

Re: Resolution No. R95-232 - Amending the Development Order for
Towermarc Waters Avenue Project (DRI #196)

Dear Mr. Butts:

Attached is a certified copy of referenced resolution, which was
adopted by the Hillsborough County Board of County Commissioners on
October 10, 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.)

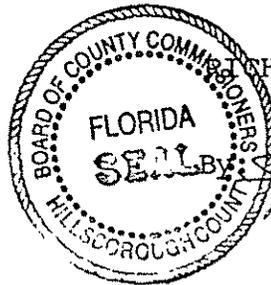
J. Thomas Beck, Florida Department of Community Affairs
David Mechanic, Esquire, Macfarlane, Ausley, et al
Vincent A. Marchetti, Senior Assistant County Attorney
Gene Boles, Director, Planning and Development Management

*not been
mis. rel'd.
T.B.*

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. R95-232 Amending the Development Order for Towermarc Waters Avenue Project (DRI #196) approved by the Board in its regular meeting of October 10, 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 30th day of October, 1995.



RICHARD AKE, CLERK

Gary M. [Signature]
Deputy Clerk



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

February 24, 1998

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

Re: Resolution No. R95-232 - Amending the Development Order for
Towermarc Waters Avenue Project (DRI #196)

Dear Mr. Butts:

During a conversation with Stephen Beachy of our Planning and Growth Management Department, he stated that you had not received a copy of the above referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on October 10, 1995.

Enclosed is a certified copy of the referenced resolution, and a copy of the cover letter (dated October 30, 1995) that we forwarded to you. As you can observe on the letter, it was sent certified mail.

Sincerely,



Gary J. Klunk
Deputy Clerk, BOCC Records

GJK:SAB

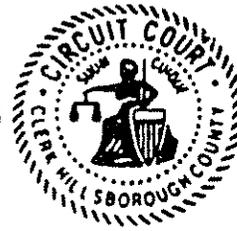
Attachment

Certified Mail

cc: Board files (orig.)

Gene Boles, Director, Planning & Growth Management

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida



DRI #196

Clerk to Board of
County Commissioners
County Center, 12th Floor
601 E. Kennedy Blvd
PO. Box 1110
Tampa, Florida 33601
Telephone 276-2029, ext. 6730

October 30, 1995

J THOMAS BECK CHIEF
STATE OF FLORIDA DEPARTMENT
OF COMMUNITY AFFAIRS
BUREAU OF STATE PLANNING
2740 CENTERVIEW DRIVE
TALLAHASSEE FL 32399-2100

Re: Resolution No. R95-232 - Amending the Development Order for
Towermarc Waters Avenue Project (DRI #196)

Dear Mr. Beck:

Attached is a certified copy of referenced resolution, which was
adopted by the Hillsborough County Board of County Commissioners on
October 10, 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.)
Tim Butts, Tampa Bay Regional Planning Council (orig. ltr.)
David Mechanic, Esq., Macfarlane, Ausley, et al (orig. ltr.)
Vincent A. Marchetti, Senior Assistant County Attorney
Gene Boles, Director, Planning and Development Management

FINAL
10/26/95
VAM

RESOLUTION NO. R95-232

A RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA
AMENDING DRI #196 DEVELOPMENT ORDER
FOR TOWERMARC WATERS AVENUE PROJECT
SUBJECT TO CERTAIN CONDITIONS PRECEDENT

Upon motion of Commissioner Chillura, seconded by
Commissioner Hart, the following Resolution was
adopted on this 10th day of October, 1995, by a vote of 6 to
1 Commissioner(~~X~~) Busansky
voting "No".

WHEREAS on August 22, 1989, the Board of County Commissioners (the "Board") approved a Development Order, Resolution No. R89-0203, for the Towermarc Waters Avenue Project Development of Regional Impact ("DRI") #196 (hereinafter the Development Order) pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on December 20, 1989, the Board approved a first amendment to the Development Order, Resolution No. R89-0309 (hereinafter the "First Amendment"), which restated and amended the Development Order by revising the transportation mitigation provisions in the Development Order; and

WHEREAS, on March 9, 1993, the Board approved a second amendment to the Development Order, as amended by the First Amendment, Resolution No. R93-0057 (hereinafter the "Second Amendment") which extended the Phase I buildout date and Phase I commencement of development date by four (4) years, eleven (11) months and fifteen (15) days; and

WHEREAS, on September 21, 1993, the Board approved a third amendment to the Development Order (hereinafter the "Third Amendment") which modified the land use trade-off mechanism to allow for conversion of up to 295,000 square feet of commercial uses, incorporated a revised master site plan showing the deletion of land that was taken for the Veteran's Expressway and depicting certain refinements to the layout of the development site, and incorporated a revised legal description ; and

WHEREAS, on March 21, 1995, the Board approved a fourth amendment to the Development Order (hereinafter the "Fourth Amendment") which incorporated a revised master site plan, Revised Map H dated March 1995, to depict certain refinements to the layout of the development site, including identifying the location of certain potential land uses within the project, allowing the Developer, at its option, to remove or reconfigure the internal connector roadway and the internal roadway circulation system, and other minor refinements to the master site plan, and to incorporate the Equivalency Matrix, in lieu of the approved Land Use Trade-Off

Mechanism, which Equivalency Matrix allows for conversion of up to 400,000 square feet of commercial uses, and up to 300 multi-family residential density units (hereinafter the Development Order, as amended by the First Amendment, Second Amendment, Third Amendment, and Fourth Amendment shall collectively be referred to as the "Development Order"); and

WHEREAS, on June 8, 1995, Towermarc Corporation, a Delaware corporation (the "Developer"), filed a Notification of Proposed Change to a Previously Approved Development of Regional Impact Subsection 380.06(19), Florida Statutes, for the Towermarc Waters Avenue Project DRI (hereinafter the "Development") in accordance with Subsection 380.06(19), Florida Statutes, (hereinafter the "Notification of Change") attached hereto and incorporated herein as Composite Exhibit "1"; and

WHEREAS, on August 23, 1995, the Developer filed a supplemental response (the "Supplemental Response"), attached hereto and incorporated herein as Composite Exhibit "1", responding to written comments of the Florida Department of Community Affairs and written comments of the Tampa Bay Regional Planning Council (hereinafter the Notification of Change and Supplemental Response shall collectively be referred to as the "Notice of Change"); and

WHEREAS, the Notice of Change proposed to amend the Development Order, to incorporate the revised Equivalency Matrix contained in Composite Exhibit "2", attached hereto and incorporated herein, in lieu of the Equivalency Matrix currently approved for the Development, which revised Equivalency Matrix identifies the minimum and maximum development thresholds for each of the approved land uses, and which allows for conversion of up to 815 multi-family residential density units (hereinafter said changes shall be referred to as the "Proposed Changes"); and

WHEREAS, the Board has, on September 26, 1995 and October 10, 1995, held duly noticed public hearing on the Notice of Change in accordance with the requirements of Subsection 380.06, Florida Statutes, and applicable local ordinances, and has heard and considered testimony and evidence at such hearing; and

WHEREAS, the Proposed Changes to the Development Order, with the terms and conditions precedent set forth herein, shall constitute the Fifth Amendment to the Development Order.

WHEREAS, all interested parties and members of the public were afforded an opportunity to participate in the hearings on the subject DRI before the Zoning Hearing Master and the Board.

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING ASSEMBLED THIS 10TH DAY OF OCTOBER, 1995, AS FOLLOWS:

SECTION I. FINDINGS OF FACT AND CONCLUSIONS OF LAW

The following findings of fact and conclusions of law are made:

- A. The recitals set forth in the "Whereas" paragraphs described above are true, accurate and correct and are incorporated herein by reference.
- B. Towermarc Corporation (the "Developer") submitted to Hillsborough County the Notice of Change, a copy of which is attached hereto as Composite Exhibit "1" and incorporated herein (hereinafter all proposed modifications as set forth in the Notice of Change shall be referred to as the "Proposed Changes").
- C. The Proposed Changes are consistent with the State Comprehensive Plan.
- D. The Proposed Changes are consistent with the County's Comprehensive Plan.
- E. The Proposed Changes will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.
- F. The Proposed Changes are presumed to create a substantial deviation under Subsection 380.06(19), Florida Statutes.
- G. The review by Hillsborough County and other participating agencies and interested citizens establishes that the regional impacts of the Proposed Changes are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes.
- H. That based upon the analyses which are part of Composite Exhibit "1" and the record of the proceedings, 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.
- I. The Proposed Changes do not create additional regional impacts to the previously approved Development, nor do they create any type of regional impact not previously reviewed, and therefore do not constitute a substantial deviation pursuant to Subsection 380.06(19), Florida Statutes.
- J. All statutory procedures have been adhered to.
- K. In considering whether the Proposed Changes should be approved, denied, or approved subject to conditions, restrictions, and limitations, the County has considered

the criteria stated in Section 380.06 and more specifically, in subsection 380.06(14), Florida Statutes.

- L. The Proposed Changes are inconsistent with certain local land development regulations (i.e. the Proposed Changes do not satisfy local zoning issues). Therefore, approval of the Proposed Changes shall be subject to the conditions precedent set forth in Section II below.
- M. The Developer's Proposed Changes are hereby approved subject to the terms of this Development Order, including the conditions precedent.
- N. The findings of fact and conclusions of law made in the Development Order are hereby reaffirmed and are incorporated herein by reference, provided, however, that to the extent that a finding of fact or conclusion of law in the original Development Order, or any amendments thereto, conflicts with another finding or conclusion in a different amendment, the more recent in time shall control.

SECTION II. APPROVAL OF PROPOSED CHANGES
SUBJECT TO CERTAIN CONDITIONS PRECEDENT

- A. Subject to the conditions precedent set forth below, the Development Order is hereby amended to incorporate the revised Equivalency Matrix contained in Composite Exhibit "2", attached hereto and incorporated herein, in lieu of the Equivalency Matrix currently approved for the Development, which Equivalency Matrix identifies the maximum and minimum development thresholds for each of the approved land uses, and which allows for conversion of up to 815 multi-family residential density units. Accordingly, the Notice of Change is hereby approved, subject to the terms and conditions herein, and the Development Order is amended to incorporate the Notice of Change as follows:

Subject to the conditions precedent set forth below, Section IV.L.6. of the Development Order is hereby amended to refer to and incorporate the Equivalency Matrix contained in Composite Exhibit "2", attached hereto and incorporated herein (hereinafter the "Equivalency Matrix"), in lieu of the Equivalency Matrix set forth in Exhibit "C" of the Development Order, approved as part of the Fourth Amendment.

- B. As a condition precedent to the approval of the Proposed Changes, within nine months from the date this Resolution is rendered, the Developer must file a major modification application to adequately address all outstanding local zoning issues and provide a more detailed general development plan for the proposed development to the Board for its review and approval. The Developer shall have satisfied this Condition Precedent if the Board

approves a major modification application to permit up to 815 multi-family residential units on site.

- B. In the event the Developer fails to satisfy the terms and conditions of this Resolution within two years from the date this Resolution is rendered, the Proposed Changes contemplated herein shall be void and of no legal force and effect.

SECTION III. MISCELLANEOUS

- A. The Development Order is hereby reaffirmed in its entirety except as amended by this Resolution.
- B. The Developer's Certification, attached hereto as Exhibit "3", affirms that a copy of the Notice of Change has been delivered to all persons as required by law.
- C. The Developer shall record a Notice of Adoption of this Resolution in accordance with Subsection 380.06(15)(f), Florida Statutes.
- D. This Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes.
- E. 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 rule.

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk to 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 October 10, 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 30th day of October, 1995.

APPROVED BY COUNTY ATTORNEY:

BY: [Signature]

Approved As To Form And
Legal Sufficiency.



RICHARD AKE, CLERK

[Signature]
Deputy Clerk

EXHIBIT "1"
TO THE AMENDED DEVELOPMENT ORDER

[NOPC]

Effective Date
11/20/90

STATE OF FLORIDA
DEPARTMENT OF COMMUNITY AFFAIRS
DIVISION OF RESOURCE PLANNING AND MANAGEMENT
BUREAU OF STATE PLANNING
2740 Centerview Drive
Tallahassee, FL 32399
904/488-4925

NOTIFICATION OF A PROPOSED CHANGE TO A PREVIOUSLY APPROVED
DEVELOPMENT OF REGIONAL IMPACT (DRI)
SUBSECTION 380.06(19), FLORIDA STATUTES

Subsection 380.06(19), Florida Statutes, requires that submittal of a proposed change to a previously approved DRI be made to the local government, the regional planning agency, and the state land planning agency according to this form.

1. I, Gordon J. Schiff, the undersigned authorized representative of Towermarc Corporation, a Delaware corporation, hereby give notice of a proposed
(developer)

change to a previously approved Development of Regional Impact in accordance with Subsection 380.06(19), Florida Statutes. In support thereof, I submit the following information concerning the Waters Avenue Project development, which
(original & current project names)

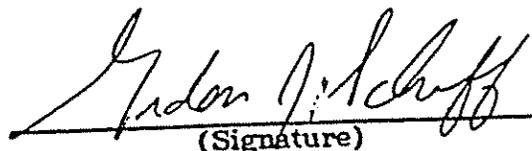
information is true and correct to the best of my knowledge. I have submitted today, under separate cover, copies of this completed notification to

Hillsborough County, to the Tampa Bay Regional Planning Council, and to
(local government)

the Bureau of Resource Management, Department of Community Affairs.

6-8-95

(Date)


(Signature)

Gordon J. Schiff, Authorized Agent
for Towermarc Corporation

2. Applicant (name, address, phone).

Towermarc Corporation
c/o Scott I. Peek, Vice President
1511 N. Westshore Boulevard
Suite 150
Tampa, Florida 33607
(813) 287-8855

3. Authorized Agent (name, address, phone).

Macfarlane Ausley Ferguson & McMullen
Attention: David M. Mechanik, Esq.
and Gordon J. Schiff, Esq.
2300 First Florida Tower
111 Madison Street
Tampa, FL 33602
(813) 273-4200

4. Location (City, County, Township/Range/Section) of approved DRI and proposed change.

Part of Section 19, Township 28 South, Range 18 East, Hillsborough County, Florida.

5. Provide a complete description of the proposed change. Include any proposed changes to the plan of development, phasing, additional lands, commencement date, build-out date, development order conditions and requirements, or in the representations contained in either the development order of the application for development approval.

Indicate such changes on the project master site plan, supplementing with other detailed maps, as appropriate. Additional information may be requested by the Department or any reviewing agency to clarify the nature of the change or the resulting impacts.

The proposed change is to modify the Equivalency Matrix, as contained in Exhibit "C" to the Development Order, as amended, to modify the multi-family residential component of the currently approved Equivalency matrix to allow for conversion of up to 815 multi-family residential units. Please see the Technical Analysis for Equivalency Matrix contained in Appendix "I", attached hereto, which analyzes this proposed change to the currently approved Equivalency Matrix.

6. Complete the attached Substantial Deviation Determination Chart for all land use types approved in the development. If no change is proposed or has occurred, please indicate no change.

No change in land use types or amounts is proposed except as provided in the Equivalency Matrix described in the response to question 1, above.

Accordingly, the chart has been omitted as an attachment hereto. Please also see response to question 13.a., below.

7. List all the dates and resolution numbers (or other appropriate identification numbers) of all modifications or amendments to the originally approved DRI development order that have been adopted by the local government, and provide a brief description of the previous changes (i.e., any information not already addressed in the Substantial Deviation Determination Chart). Has there been a change in local government jurisdiction for any portion of the development since the last approval or development order was issued? If so, has the annexing local government adopted a new DRI development order for the project?

On August 22, 1989, the Hillsborough County Board of County Commissioners ("BOCC") adopted the Development Order for the Waters Avenue Project DRI, (Resolution No. R89-0203). On October 11, 1989, the Tampa Bay Regional Planning Council ("TBRPC") filed an appeal of the Development Order, and on October 26, 1989, Towermarc Corporation filed a Notification of a Proposed Change which proposed a modification to the transportation mitigation provisions in the Development Order and included a revised transportation analysis for the development. Pursuant thereto, on December 20, 1989, the BOCC adopted a first amendment to the Development Order, (Resolution No. R89-0309), restating and amending the original Development Order, by revising the transportation mitigation provisions. On March 9, 1993, the BOCC adopted a second amendment to the Development Order, (Resolution No. R93-0057), which extended the Phase I build-out date by four (4) years, eleven (11) months and fifteen (15) days and extended the Phase I commencement of development deadline by four (4) years, eleven (11) months and fifteen (15) days. On September 21, 1993, the BOCC adopted a third amendment to the Development Order, (Resolution No. R93-0201) which modified the land use trade-off mechanism to allow for conversion of up to 295,000 square feet of retail uses, incorporated a revised master site plan showing the deletion of land that was taken for the Veteran's Expressway and depicted certain refinements to the layout of the development site, and incorporated a revised legal description.

On March 21, 1995, the BOCC adopted a fourth amendment to the Development Order, (Resolution R95-60), which incorporated a revised master plan, Revised Map H dated March 1995, to depict certain refinements to the layout of the development site, including identifying the location of certain potential land uses within the Development, allowing the Developer, at its option, to remove or reconfigure the internal connector roadway and the internal roadway circulation system, and other minor refinements to the master plan, and to incorporate an Equivalency Matrix in lieu of the approved Land Use Trade-off Mechanism, which Equivalency Matrix identifies the minimum and maximum development thresholds for each of the approved land uses, and which allows for conversion of up to 400,000 square feet of commercial uses, and up to 300 multi-family residential density units.

There has been no change in local government jurisdiction for any portion of the development since the last approval or development order was issued.

8. Describe any lands purchased or optioned within 1/4 mile of the original DRI site subsequent to the original approval or issuance of the DRI development order. Identify such land, its size, intended use, and adjacent non-project land uses within 1/2 mile on a project master site plan or other map.

The Applicant has not purchased or optioned any lands within 1/4 mile of the original DRI site.

9. Indicate if the proposed change is less than 40% (cumulatively with other previous changes) of any of the criteria listed in Paragraph 380.06(19)(b), Florida Statutes.

The proposed changes are less than 40% (cumulatively with other previous changes) of any of the criteria listed in Subsection 380.06(19)(b), F.S.

Do you believe this notification of change proposes a change which meets the criteria of Subparagraph 380.06(19)(c)2., F.S.

YES _____

NO _____

X _____

10. Does the proposed change result in a change to the buildout date or any phasing date of the project? If so, indicate the proposed new buildout or phasing dates.

No, the proposed change will not result in a change to the development buildout date or any phasing date of the project.

11. Will the proposed change require an amendment to the local government comprehensive plan?

No amendment to the Future of Hillsborough Comprehensive Plan for Unincorporated Hillsborough County will be required by the proposed change.

12. Provide the following for incorporation into such an amended development order, pursuant to Subsections 380.06(15), F.S., and 9J-2.025, Florida Administrative Code:

An updated master site plan or other map of the development portraying and distinguishing the proposed changes to the previously approved DRI or development order conditions.

No changes are proposed which would necessitate a change to Revised Map H dated March 1995, which was approved as part of the fourth amendment to the Development Order.

13. Pursuant to Subsection 380.06(19)(f), F.S., include the precise language that is being proposed to be deleted or added as an amendment to the development order. This language should address and quantify:

a. All proposed specific changes to the nature, phasing, and build-out date of the development; to development order conditions and requirements; to commitments and representations in the Application for Development Approval; to the acreage attributable to each described proposed change of land use, open space, areas for preservation, green belts; to structures or to other improvements including locations, square footage, number of units; and other major characteristics or components of the proposed change;

The specific language is included in the proposed Amended Development Order for the Waters Avenue Project, contained in Appendix "II", attached hereto.

b. An updated legal description of the property, if any project acreage is/has been added or deleted to the previously approved plan of development;

Not applicable.

c. A proposed amended development order deadline for commencing physical development of the proposed changes, if applicable;

Not applicable.

d. A proposed amended development order termination date that reasonably reflects the time required to complete the development;

Not applicable.

e. A proposed amended development order date until which the local government agrees that the changes to the DRI shall not be subject to down-zoning, unit density reduction, or intensity reduction, if applicable; and

Not applicable.

f. Proposed amended development order specifications for the annual report, including the date of submission, contents, and parties to whom the report is submitted as specified in Subsection 9J-2.025(7), F.A.C.

Not applicable.

Towermarc Waters Avenue
Notice of Proposed Change Number Five
Technical Analysis
for Equivalency Matrix

Prepared by
Dames & Moore, Inc.
June 1995

ESTIMATED WASTEWATER FLOW		
1. First NOPC		
Land Use	Phase I	
	Square Feet	Flow GPD
Service Center	603,000	57,888
Office	767,000	78,234
Retail	30,000	3,360
Total	1,400,000	139,482

ESTIMATED WASTEWATER FLOW		
2. Alternative Development Scenario		
Land Use	Phase I	
	Square Feet	Flow GPD
Service Center	0	0
Office	0	0
Retail	400,000	44,800
Multi-family Residential	815 Units	163,000
Total		207,800

Estimated demands are based on the following criteria:

Land Use	Flow
Office	.12 GPD/Leasable Sq. Ft. (.85 of gross square feet)
Service Center	.12 GPD/Leasable Sq. Ft. (.80 of gross square feet)
Retail	.14 GPD/Leasable Sq. Ft. (.80 of gross square feet)
Multi-family Residential	200 GPD/Unit

- 7 -

ESTIMATED POTABLE WATER DEMAND		
1. First NOPC		
Land Use	Phase I	
	Square Feet	Flow GPD
Service Center	603,000	77,184
Office	767,000	104,312
Retail	30,000	4,320
Total	1,400,000	185,816

ESTIMATED POTABLE WATER DEMAND		
2. Alternative Development Scenario		
Land Use	Phase I	
	Square Feet	Flow GPD
Service Center	0	0
Office	0	0
Hotel	0	0
Retail	400,000	57,600
Multi-family Residential	815 Units	176,855
Total		234,455

Estimated demands are based on the following criteria:

Land Use	Flow
Office	.16 GPD/Leasable Sq. Ft. (.85 of gross square feet)
Service Center	.16 GPD/Leasable Sq. Ft. (.80 of gross square feet)
Retail	.18 GPD/Leasable Sq. Ft. (.80 of gross square feet)
Multi-family Residential	270 GPD/Unit

- 1/

ESTIMATED SOLID WASTE GENERATION			
1. First NOPC			
Land Use	Phase I		
	Square Feet	Tons ¹	Cubic Yards ²
Service Center	603,000	3.02	12.08
Office	767,000	5.75	23.00
Retail	30,000	0.23	0.92
Total	1,400,000	9.00	36.00

ESTIMATED SOLID WASTE GENERATION			
2. Alternative Development Scenario			
Land Use	Phase I		
	Square Feet	Tons ¹	Cubic Yards ²
Service Center	0	0	0
Office	0	0	0
Retail	400,000	3.00	12.00
Multi-family Residential	815 Units	3.26 ³	13.04
Total	400,000/815 Units	6.26	25.04

NOTES:

- ¹ Based on generation rates of:
Office and Retail: 1.5/lbs/day/100 sf
Service Center: 1.0lb/day/100 sf
- ² Based on 4.0 cubic yards/ton (compacted)
- ³ Based on 8 lbs/day/unit

- 4

TRANSPORTATION ANALYSIS

TOWERMARC WATERS AVENUE
DEVELOPMENT OF REGIONAL IMPACT
NOTICE OF PROPOSED CHANGE
AMENDED LAND USE TRADE-OFF
MECHANISM

Prepared for
TOWERMARC CORPORATION

Prepared By:

M

J. HOSTER MOBILITY

TRAFFIC ANALYSIS FOR TOWERMARC WATERS AVENUE
 DRI NOTICE OF PROPOSED CHANGE
 TO AMEND THE LAND USE TRADE-OFF MECHANISM

The Notice of Proposed Change, NOPC, provides for a change to the land use trade-off mechanism to allow for an increase in multi-family residential up to 815 units. A traffic analysis has been prepared which demonstrates that the increase in residential units will not cause an adverse impact on the public road system. IN NO EVENT WILL THE APPLICATION OF THE TRADE-OFF MECHANISM ALLOW FOR MORE THAN 1,913 APPROVED PM PEAK HOUR TRIPS ENTERING AND EXITING THE PROJECT.

As noted in the previous traffic analyses for earlier NOPCs, due to the land use patterns in the area, the traffic distribution for the residential trip productions is quite similar to the nonresidential trip attractions for the mix of predominately office and service center land uses in the original traffic analysis. A summary of the parameters of the approved trade-off mechanism with the proposed increase in the maximum allowable residential threshold to 815 dwelling units is as follows:

The trade-off option for certain land uses is limited by maximum and/or minimum amounts, Table 1 documents these limits.

Table 1

Land Use Trade-off Limits

Land Use	Minimum	Maximum
Office	N/A	N/A
Service Center	N/A	N/A
Commercial (Area 1)	N/A	375,000 Sq Ft*
Commercial (Area 2)	25,000 Sq Ft	75,000 Sq Ft*
Residential Multi Fl	N/A	815 DUs

Note: * Total commercial square feet not to exceed 400,000

The maximum allowable trip generation for the AM and PM peak hour of adjacent street traffic based on the Institute of Transportation Engineers, ITE, Trip Generation, Fifth Edition is provided in Tables 2A and 2B. ITE Trip generation equations are provided in Appendix A.

TRANSPORTATION ANALYSIS

TOWERMARC WATERS AVENUE
DEVELOPMENT OF REGIONAL IMPACT
NOTICE OF PROPOSED CHANGE
AMENDED LAND USE TRADE-OFF
MECHANISM

Prepared for
TOWERMARC CORPORATION

Prepared By:



J. HOSTER MOBILITY

TRAFFIC ANALYSIS FOR TOWERMARC WATERS AVENUE
 DRI NOTICE OF PROPOSED CHANGE
 TO AMEND THE LAND USE TRADE-OFF MECHANISM

The Notice of Proposed Change, NOPC, provides for a change to the land use trade-off mechanism to allow for an increase in multi-family residential up to 815 units. A traffic analysis has been prepared which demonstrates that the increase in residential units will not cause an adverse impact on the public road system. IN NO EVENT WILL THE APPLICATION OF THE TRADE-OFF MECHANISM ALLOW FOR MORE THAN 1,913 APPROVED PM PEAK HOUR TRIPS ENTERING AND EXITING THE PROJECT.

As noted in the previous traffic analyses for earlier NOPCs, due to the land use patterns in the area, the traffic distribution for the residential trip productions is quite similar to the nonresidential trip attractions for the mix of predominately office and service center land uses in the original traffic analysis. A summary of the parameters of the approved trade-off mechanism with the proposed increase in the maximum allowable residential threshold to 815 dwelling units is as follows:

The trade-off option for certain land uses is limited by maximum and/or minimum amounts, Table 1 documents these limits.

Table 1

Land Use Trade-off Limits

Land Use	Minimum	Maximum
Office	N/A	N/A
Service Center	N/A	N/A
Commercial (Area 1)	N/A	375,000 Sq Ft*
Commercial (Area 2)	25,000 Sq Ft	75,000 Sq Ft*
Residential Multi Fl	N/A	815 DUs

Note: * Total commercial square feet not to exceed 400,000

The maximum allowable trip generation for the AM and PM peak hour of adjacent street traffic based on the Institute of Transportation Engineers, ITE, Trip Generation, Fifth Edition is provided in Tables 2A and 2B. ITE Trip generation equations are provided in Appendix A:

TABLE 2A
Trip Generation AM Peak Hour of Adjacent Street Traffic

Land Use	Size	Units	ITE L.U. AM Peak Hour		Total	
			Code	Enter		
Commercial (area I)	375,000	Sq. Ft.	820	223	131	354
Commercial (area II)	25,000	Sq. Ft.	820	45	27	72
Residential						
Multi Family	815	DOs	220	97	307	404
Office	767,000	Sq. Ft.	710	828	102	930
Service Center	703,000	Sq. Ft.		606	106	712
Office	391,950	Sq. Ft.	710	491	61	552
Warehouse	211,050	Sq. Ft.	150	115	45	160

Source: Institute of Transportation Engineers Trip Generation Report 5th Edition

TABLE 2B
Trip Generation PM Peak Hour of Adjacent Street Traffic

Land Use	Size	Units	ITE L.U. PM Peak Hour		Total	
			Code	Enter		
Commercial (area I)	375,000	Sq. Ft.	820	762	762	1,524
Commercial (area II)	25,000	Sq. Ft.	820	136	136	272
Residential						
Multi Family	815	DOs	220	420	198	618
Office	767,000	Sq. Ft.	710	142	692	834
Service Center	703,000	Sq. Ft.		149	538	687
Office	391,950	Sq. Ft.	710	86	422	508
Warehouse	211,050	Sq. Ft.	150	62	116	178

Source: Institute of Transportation Engineers Trip Generation Report 5th Edition

The mix of land uses provides the opportunity for trip interaction within the project. The commercial land uses will provide an opportunity to intercept existing passer-by commercial trips. Also, mass transit is contemplated to serve the site. The internal capture, commercial passer-by capture and transit usage have been previously approved for all land uses with the exception of the additional residential use. Transit usage and internal capture percentages for the additional residential use were carried forward from the previously approved traffic analyses. This information is summarized by land use for the AM and PM peak hour on Tables 3.

A "worse case" application of the trade-off mechanism was conducted to insure that the trade-off relationship worked properly and that no additional adverse impacts on the roadway system would be created. The analysis of 815 units of multi-family residential with 375,000 square feet of commercial in Area 1 and 25,000 square feet of commercial in Area 2 was considered to be the "worse case". This tests the increased residential threshold and the commercial mix with the highest combined trip generation. It also represents the greatest shift in entering and exiting trip movements from that analyzed in the original development approval. Tables 4A and 4B summarize the external trip impact for the AM and PM peak hours. Since the PM peak hour remains the "worse case" period the trade-off mechanism will continue to be based on the PM peak hour. Intersection analysis was also conducted at Henderson Road and Waters Avenue since the main entrance onto Waters Avenue only serves the commercial Area 1 which has not changed from the previous NOPC traffic analysis. The findings from the Henderson Road / Waters Avenue intersection analysis are provided in Table 5 and documented in detail in Appendix B.

This analysis demonstrates that a worse case application of the trade-off mechanism with the increase in residential use to 815 units will not cause adverse impacts on the road system.

Based on the preceding information the trade-off matrix documented in Table 6 will provide a trade of land uses without causing adverse transportation impact. It must be noted that the application of the land use trade-off can not exceed 1,913 approved PM peak hour external vehicle trips.

TABLE 3
Capture, Mode Split and External Traffic

Land Use	Size	Units	AM Peak Hour			PM Peak Hour		
			Enter	Exit	Total	Enter	Exit	Total
Commercial (area I)	375,000	Sq. Ft.	223	131	354	762	762	1,524
Transit Trips			12	7	20	43	43	85
Internal Capture			0	0	0	0	0	0
Passerby Capture			13	13	26	14	14	28
External Trips			198	111	308	705	705	1,411
Commercial (area II)	25,000	Sq. Ft.	45	27	72	136	136	272
Transit Trips			3	2	4	8	8	15
Internal Capture			28	12	40	70	71	141
Passerby Capture			0	0	0	36	36	72
External Trips			14	13	28	22	21	44
Residential								
Multi Family	815	DUs	97	307	404	420	198	618
Transit Trips			3	10	13	13	6	19
Internal Capture			17	12	40	70	71	141
External Trips			77	285	351	337	121	458
Office	767,000	Sq. Ft.	828	102	930	142	692	834
Transit Trips			26	3	29	4	21	26
Internal Capture			42	48	90	42	48	90
External Trips			760	51	811	96	623	718
Service Center	703,000	Sq. Ft.	606	106	712	149	538	687
Transit Trips			19	3	22	5	17	21
Internal Capture			44	38	82	44	38	82
External Trips			543	65	608	100	483	584

Note:

- Transit mode split from ADA, residential 3.1% same as office and service center
- Internal capture from ADA
- Passerby capture from JTE 5th Ed. with check of adjacent road

TABLE 4A
Application of Maximum Trade-Off
Scenario AM Peak Hour

	SIZE	AM PEAK HOUR				TOTAL
		IN BOUND		OUT BOUND		
		RATE	TRIPS	RATE	TRIPS	
Office	0	0.00	0	0.00	0	0
Service Center	0	0.00	0	38.00	0	0
Residential	815	0.41	337	0.15	121	458
Commercial (Area I)	375,000	0.53	198	0.30	111	308
Commercial (Area II)	25,000	0.58	14	0.54	13	28
Total			549		245	794
Approved Trips			360		1,553	1,913

Note: Based on PM peak hour external vehicle trips using Table 4 trade-off

TABLE 4B
Application of Maximum Trade-Off
Scenario PM Peak Hour

	SIZE	PM PEAK HOUR				TOTAL
		IN BOUND		OUT BOUND		
		RATE	TRIPS	RATE	TRIPS	
Office	0	0.12	0	0.81	0	0
Service Center	0	0.14	0	0.69	0	0
Residential	815	0.41	337	0.15	121	458
Commercial (Area I)	375,000	1.88	705	1.88	705	1,411
Commercial (Area II)	25,000	0.90	22	0.86	21	44
Total			1,065		848	1,913
Approved Trips			360		1,553	1,913

Note: Based on PM peak hour external vehicle trips using Table 4 trade-off

TABLE 5
Intersection Analysis

Location	Improvement	Level of Service
Henderson Rd./ Waters Avenue	Signalization WB- Left SB- Left SB- Right	C

Source: J. Hoster Mobility, Inc. see Appendix B for detailed Analysis

Note: Intersection improvements are the same as prior approvals

TABLE 6
Land Use Trade-Off Matrix

Approved Land Use	Trade-off Land Use	Size	Units
Office (1000 Sq Ft) =	Service Center	2,053.47	Square Feet
	Commercial (Area I)	497.80	Square Feet
	Commercial (Area II)	1,088.12	Square Feet
	Residential	5.77	Dwelling Units
Service Center(1000 Sq Ft) =	Office	1,992.67	Square Feet
	Commercial (Area I)	441.45	Square Feet
	Commercial (Area II)	963.25	Square Feet
	Residential	4.98	Dwelling Units

APPENDIX A

INSTITUTE OF TRANSPORTATION ENGINEERS
TRIP GENERATION FIFTH EDITION
EQUATIONS

APPENDIX A
Trip Generation and Site Capture

ITE FIFTH EDITION TRIP GENERATION
PM PEAK HOUR OF ADJACENT STREET TRAFFIC CALCULATIONS:

COMMERCIAL - ITE LU CODE 820:
 $\ln(T) = 0.637 \ln(x) + 3.553$
 $T = 1,523$
 ENTER= 762
 EXIT= 762

	<u>x 1000 SF</u>	
0.637	375.00	3.553
0.50		
0.50		

COMMERCIAL - ITE LU CODE 820:
 $\ln(T) = 0.637 \ln(x) + 3.553$
 $T = 271$
 ENTER= 136
 EXIT= 136

	<u>x 1000 SF</u>	
0.637	25.00	3.553
0.50		
0.50		

MULTI-FAMILY DUS - ITE LU CODE 220:
 $\ln(T) = 0.935 \ln(x) + 1.159$
 $T = 618$
 ENTER= 420
 EXIT= 198

	<u>/ OF DCS</u>	
0.935	815	0.159
0.68		
0.32		

OFFICE - ITE LU CODE 710:
 $\ln(T) = 0.737 \ln(x) + 1.831$
 $T = 834$
 ENTER= 142
 EXIT= 692

	<u>x 1000 SF</u>	
0.737	767.00	1.831
0.17		
0.83		

SERVICE CENTER:
 WAREHOUSE - ITE LU CODE 150:
 $T = .488 (x) + 74.974$
 $T = 178$
 ENTER= 62
 EXIT= 116

	<u>x 1000 SF</u>	
0.488	211.05	74.974
0.35		
0.65		

OFFICE - ITE LU CODE 710:
 $\ln(T) = 0.737 \ln(x) + 1.831$
 $T = 509$
 ENTER= 86
 EXIT= 422

	<u>x 1000 SF</u>	
0.737	391.95	1.831
0.17		
0.83		

SERVICE CENTER:
 ENTER= 149
 EXIT= 538

APPENDIX A-1
Trip Generation and Site Capture

ITE FIFTH EDITION TRIP GENERATION
AM PEAK HOUR OF ADJACENT STREET TRAFFIC CALCULATIONS:

COMMERCIAL - ITE LU CODE 820:
 $\ln(T) = 0.589 \ln(x) + 2.378$
 $T = 354$
 ENTER= 223
 EXIT= 131

x 1000 SF		
0.589	375.00	2.378
0.63		
0.37		

COMMERCIAL - ITE LU CODE 820:
 $\ln(T) = 0.589 \ln(x) + 2.378$
 $T = 72$
 ENTER= 45
 EXIT= 27

x 1000 SF		
0.589	25.00	2.378
0.63		
0.37		

MULTI-FAMILY DUS - ITE LU CODE 220:
 $T = 0.491(X) + 3.391$
 $T = 404$
 ENTER= 97
 EXIT= 307

/ OF DUS		
0.491	815	3.391
0.24		
0.76		

OFFICE - ITE LU CODE 710:
 $\ln(T) = 0.777 \ln(x) + 1.674$
 $T = 930$
 ENTER= 828
 EXIT= 102

x 1000 SF		
0.777	767.00	1.674
0.89		
0.11		

SERVICE CENTER:
 WAREHOUSE - ITE LU CODE 150:
 $T = .382 (x) + 79.314$
 $T = 160$
 ENTER= 115
 EXIT= 45

x 1000 SF		
0.382	211.05	79.314
0.72		
0.28		

OFFICE - ITE LU CODE 710:
 $\ln(T) = 0.777 \ln(x) + 1.674$
 $T = 552$
 ENTER= 491
 EXIT= 61

x 1000 SF		
0.777	391.95	1.674
0.89		
0.11		

SERVICE CENTER:
 ENTER= 606
 EXIT= 106

APPENDIX B
HIGHWAY CAPACITY MANUAL
INTERSECTION CAPACITY ANALYSIS

HCM: SIGNALIZED INTERSECTION SUMMARY Version 2.4
 J. Hoster Mobility, Inc.

06-07-1995

Streets: (N-S) Henderson (E-W) Waters Ave
 Analyst: Hoster File Name: HCMSC1A.HC9
 Area Type: Other 6-5-95 PM PK
 Comment: Towermarc Waters Ave DRI NOPC-5

	Northbound			Southbound			Eastbound			Westbound		
	L	T	R	L	T	R	L	T	R	L	T	R
No. Lanes	1	1	<	1		1	1	2	1	1	3	1
Volumes	11	1	23	25		89	281	1753	34	64	2369	465
Lane Width	12.0	12.0		12.0		12.0	12.0	12.0	12.0	12.0	12.0	12.0
RTOR Vols			0			0			0			0
Lost Time	3.00	3.00	3.00	3.00		3.00	3.00	3.00	3.00	3.00	3.00	3.00

Signal Operations

Phase Combination	1	2	3	4	5	6	7	8
NB Left	*	*			EB Left	*	*	
Thru		*			Thru		*	
Right		*			Right		*	
Peds					Peds			
SB Left	*	*			WB Left	*	*	
Thru		*			Thru		*	
Right		*			Right		*	
Peds					Peds			
EB Right		*			NB Right			
WB Right		*			SB Right			
Green	4.0P	7.0A			Green	10.0P	40.0A	
Yellow/AR	3.0	3.0			Yellow/AR	3.0	3.0	
Cycle Length:	73 secs Phase combination order: #1 #2 #5.#6							

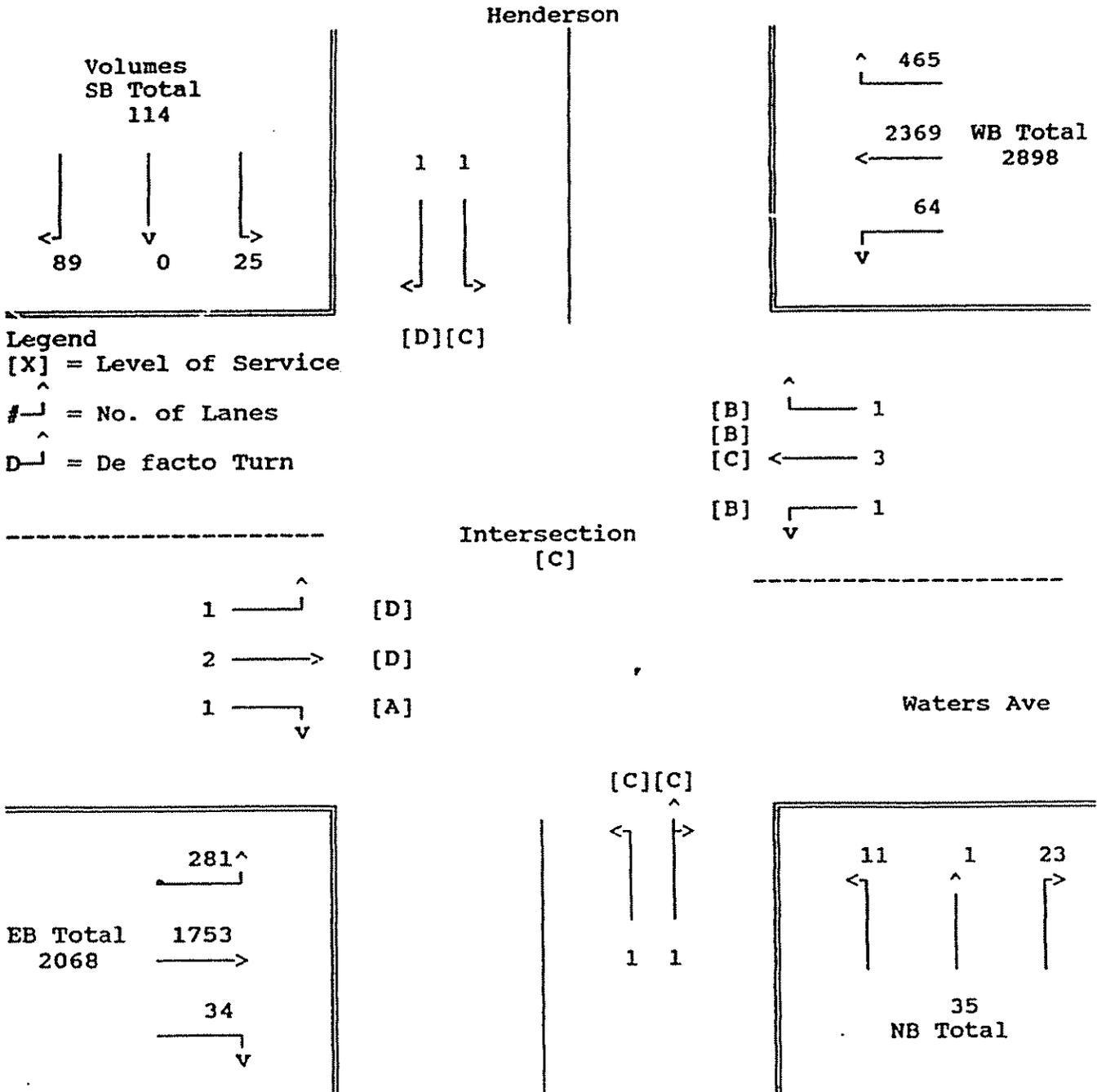
Intersection Performance Summary

	Lane Mvmts	Group: Cap	Adj Sat Flow	v/c Ratio	g/c Ratio	Delay	LOS	Approach:	
								Delay	LOS
NB	L	340	1770	0.035	0.151	18.2	C	21.6	C
	TR	153	1595	0.177	0.096	23.1	C		
SB	L	319	1770	0.088	0.151	18.4	C	27.9	D
	R	152	1583	0.652	0.096	30.6	D	28.8	D
EB	L	344	1770	0.907	0.315	35.6	D		
	T	2041	3725	1.002	0.548	28.3	D		
WB	R	1019	1583	0.037	0.644	3.6	A		
	L	344	1770	0.206	0.315	10.4	B	15.2	C
	T	3062	5588	0.945	0.548	17.1	C		
	R	1019	1583	0.507	0.644	5.6	B		

Intersection Delay = 20.9 sec/veh Intersection LOS = C
 Lost Time/Cycle, L = 12.0 sec Critical v/c(x) = 0.914

INTERSECTION DIAGRAM

Intersection: Henderson and Waters Ave
 Time period: PM PK



APPENDIX A - AFFORDABLE HOUSING

The Notice of Proposed Change submitted for the third Development Order amendment approved on September 21, 1993 included an analysis of affordable housing. Because the Development Order requires an affordable housing analysis to be prepared prior to the commencement of Phase II of the project, this previous analysis was performed for the Phase I portion of the project only. The analysis conducted was for the purpose of determining the changes in affordable housing demand that would result from the then proposed modification to the land use trade-off mechanism. In particular, the 1993 analysis evaluated, as a worst case, the affordable housing demand change resulting from increasing the commercial entitlement to 380,000 square feet, while reducing the office entitlement pursuant to the trade-off mechanism. That analysis concluded that the proposed change would substantially decrease the Phase I demand for affordable housing in all income levels.

This Proposed Change seeks to utilize the trade-off mechanism to increase the commercial entitlement to 400,000 square feet, add 300 units of multi-family residential and decrease the office and office/service entitlements respectively. The 1993 analysis demonstrated that the trip-based trade-off of office for commercial entitlement reduced the demand for affordable housing. This Proposed Change will have the same impact. Also, this change involves the inclusion of 300 multi-family residential units via the trade-off mechanism, which further reduces the office entitlement and substitutes it with a non-employment use. Consequently, it is concluded that the proposed modification to the trade-off mechanism will reduced the demand for affordable housing.

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. R95-232 - Amending the Development Order for Towermarc Waters Avenue Project (DRI #196), approved by the Board in its regular meeting of October 10, 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 24th day of February, 1998.



RICHARD AKE CLERK

BY: *Gary Melton*
Deputy Clerk

RECEIVED

FEB 26 1998

Tampa Bay Area
Planning Council

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

March 31, 1995

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

Re: Resolution No. R95-060 - Amending the Development Order for
TowerMark Waters Avenue Project (DRI #196)

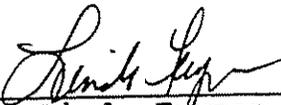
Dear Mr. Butts:

Attached is a certified copy of referenced resolution, which was
adopted by the Hillsborough County Board of County Commissioners on
March 21, 1995.

We are providing this copy for your files.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

By: 
Linda Fryman
Manager, BOCC Records

LF:ADF

Attachment

Certified Mail

cc: Board files (orig.)

J. Thomas Beck, Florida Department of Community Affairs
Gordon J. Schiff, Esq. -

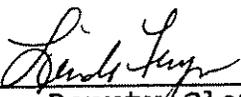
MacFarlane, Ausley, Feguson, and McMullen
Jeanie E. Hanna, Senior Assistant County Attorney
Gene Boles, Director, Planning and Development Management

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. R95-060, Amending the Development Order for TowerMarc Waters Avenue Project (DRI #196) approved by the Board in its regular meeting of March 21, 1995, as the same appears of record in MINUTE BOOK 226 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 31st day of March, 1995.

RICHARD AKE, CLERK

By: 
Deputy Clerk

RESOLUTION NO. R95-060

RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA
AMENDING DRI #196 DEVELOPMENT ORDER
FOR TOWERMARC WATERS AVENUE PROJECT

Upon motion of Commissioner Busansky, seconded by Commissioner Wilson, the following Resolution was adopted on this 21st day of March, 1995, by a vote of 6 to 0 Commissioner(s) _____ voting "No".

WHEREAS on August 22, 1989, the Board of County Commissioners approved a Development Order, Resolution No. R89-0203, for the Towermarc Waters Avenue Project Development of Regional Impact ("DRI") #196 (hereinafter the Development Order") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on December 20, 1989, the Board of County Commissioners approved a first amendment to the Development Order, Resolution No. R89-0309 (hereinafter the "First Amendment"), which restated and amended the Development Order by revising the transportation mitigation provisions in the Development Order; and

WHEREAS, on March 9, 1993, the Board of County Commissioners approved a second amendment to the Development Order, as amended by the First Amendment, Resolution No. R93-0057 (hereinafter the "Second Amendment") which extended the Phase I buildout date and Phase I commencement of development date by four (4) years, eleven (11) months and fifteen (15) days; and

WHEREAS, on September 21, 1993, the Board of County Commissioners approved a third amendment to the Development Order (hereinafter the "Third Amendment") which modified the land use trade-off mechanism to allow for conversion of up to 295,000 square feet of commercial uses, incorporated a revised master site plan showing the deletion of land that was taken for the Veteran's Expressway and depicting certain refinements to the layout of the development site, and incorporated a revised legal description (hereinafter the Development Order, as amended by the First Amendment, Second Amendment and Third Amendment, shall collectively be referred to as the "Development Order"); and

WHEREAS, on January 9, 1995, Towermarc Corporation, a Delaware corporation (the "Developer"), filed a Notification of Proposed Change to a Previously Approved Development of Regional Impact Subsection 380.06(19), Florida Statutes, for the Towermarc Waters Avenue Project DRI (hereinafter the "Development") in accordance with Subsection 380.06(19), Florida Statutes, (hereinafter the "Notification of Change") attached hereto and incorporated herein as Composite Exhibit "1"; and

WHEREAS, on March 6, 1995, March 8, 1995 and March 10, 1995, the Developer filed supplemental responses to comments of the Florida Department of Community Affairs, the Tampa Bay Regional Planning Council, and Hillsborough County, (hereinafter the "Supplemental Responses"), also attached hereto and incorporated herein as Composite Exhibit "1" (the Notification of Change and the Supplemental Responses shall hereinafter be referred to as the "Notice of Change"); and

WHEREAS, the Notice of Change proposed to amend the Development Order, to incorporate a revised master site plan, Revised Map H dated March 1995, attached hereto and incorporated herein as Exhibit "2", to depict certain refinements to the layout of the development site, including identifying the location of certain potential land uses within the Development, allowing the Developer, at its option, to remove or reconfigure the internal connector roadway and the internal roadway circulation system, and other minor refinements to the master site plan, and to incorporate the Equivalency Matrix, attached hereto and incorporated herein as Exhibit "3", in lieu of the Land Use Trade-off Mechanism currently approved for the Development, which Equivalency Matrix identifies the minimum and maximum development thresholds for each of the approved land uses, and which allows for conversion of up to 400,000 square feet of commercial uses, and up to 300 multi-family residential density units (hereinafter said changes shall be referred to as the "Proposed Changes"); and

WHEREAS, the Board of County Commissioners has on March 21, 1995, held a duly noticed public hearing on the Notice of Change in accordance with the requirements of Subsection 380.06, Florida Statutes, and applicable local ordinances, and has heard and considered testimony and evidence at such hearing; and

WHEREAS, the Proposed Changes to the Development Order shall constitute the Fourth Amendment to the Development Order.

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

1. The following findings of fact and conclusions of law are made:
 - a. Towermarc Corporation (the "Developer") submitted to Hillsborough County the Notice of Change, a copy of which is attached hereto as Composite Exhibit "1" and incorporated herein (hereinafter all proposed modifications as set forth in the Notice of Change shall be referred to as the "Proposed Changes").
 - b. The Proposed Changes are consistent with the State Comprehensive Plan.
 - c. The Proposed Changes are consistent with all local land development regulations and the local comprehensive plan.
 - d. The Proposed Changes will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.
 - e. The Proposed Changes do not create additional impacts to the previously approved Development, nor do they create any type of regional impact not previously reviewed, and therefore do not constitute a substantial deviation pursuant to Subsection 380.06(19), Florida Statutes.
 - f. All statutory procedures have been adhered to.
 - g. The findings of fact and conclusions of law made in the Development

Order are hereby reaffirmed and are incorporated herein by reference, provided, however, that to the extent that a finding of fact or conclusion of law in the original Development Order, or any amendments thereto, conflicts with another finding or conclusion in a different amendment, the more recent in time shall control.

2. The Development Order is hereby amended to incorporate the revised master site plan, Revised Map H dated March 1995, attached hereto and incorporated herein as Exhibit "2", to depict certain refinements to the layout of the development site, including identifying the location of certain potential land uses within the project, allowing the Developer, at its option, to remove or reconfigure the internal connector roadway and the internal roadway circulation system and other minor refinements to the master site plan, and to incorporate the Equivalency Matrix, attached hereto and incorporated herein as Exhibit "3", in lieu of the Land Use Trade-Off Mechanism currently approved for the Development, which Equivalency Matrix identifies the maximum and minimum development thresholds for each of the approved land uses, and which allows for conversion of up to 400,000 square feet of commercial uses, and up to 300 multi-family residential density units. Accordingly, the Notice of Change is hereby approved, subject to the terms and conditions herein, and the Development Order is amended to incorporate the Notice of Change as follows:
- a. Section I.A of the Development Order is hereby amended to refer to and incorporate a revised master site plan, Revised Map H dated March 1995, attached hereto and incorporated herein as Exhibit "2", in lieu of Revised Map H dated April 1993, approved as part of the Third Amendment.
 - b. Section IV.B.3. of the Development Order is hereby amended to refer to and incorporate a revised master site plan, Revised Map H dated March 1995, attached hereto and incorporated herein as Exhibit "2", in lieu of Revised Map H dated April 1993, approved as part of the Third Amendment.
 - c. Section IV.L.6. of the Development Order is hereby amended to refer to and incorporate Revised Exhibit "C", the Equivalency Matrix, attached hereto and incorporated herein as Exhibit "3" ((hereinafter the "Equivalency Matrix")), in lieu of the Land Use Trade-Off Mechanism set forth in Exhibit "C" of the Development Order, approved as part of the Third Amendment.
 - d. Section IV.L.6. of the Development Order is hereby further amended to provide that at the time of selection of a land use trade-off under the Equivalency Matrix approved under Subsection 2.c., above, 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. This condition shall not be construed as a requirement for an approval of a particular land use trade-off so long as the desired trade-off is consistent with the formula set forth in the Equivalency Matrix approved under Subsection 2.c., above.

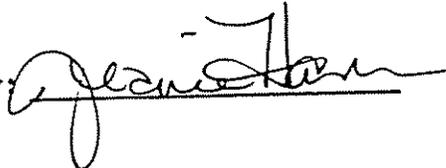
3. The Development Order is hereby reaffirmed in its entirety except as amended by this Resolution.
4. The Developer's Certification, attached hereto as Exhibit "4", affirms that a copy of the Notice of Change has been delivered to all persons as required by law.
5. The Developer shall record a Notice of Adoption of this Resolution in accordance with Subsection 380.06(15)(f), Florida Statutes.
6. This Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes.
7. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and other recipients specified by statute or rule.

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk to 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 March 21, 1995, as the same appears of record in Minute Book 226 of the Public Records of Hillsborough County, Florida.

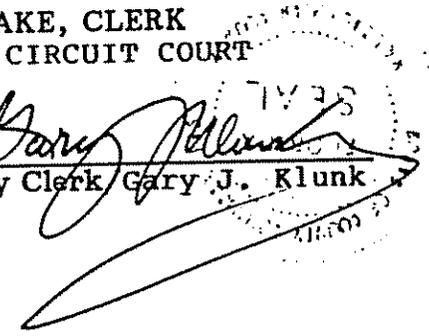
WITNESS my hand and official seal this 30th day of March, 1995.

APPROVED BY COUNTY ATTORNEY:

By: 

RICHARD AKE, CLERK
CLERK OF CIRCUIT COURT

By: 
Deputy Clerk Gary J. Klunk



Effective Date
11/20/90

STATE OF FLORIDA
DEPARTMENT OF COMMUNITY AFFAIRS
DIVISION OF RESOURCE PLANNING AND MANAGEMENT
BUREAU OF STATE PLANNING
2740 Centerview Drive
Tallahassee, FL 32399
904/488-4925

NOTIFICATION OF A PROPOSED CHANGE TO A PREVIOUSLY APPROVED
DEVELOPMENT OF REGIONAL IMPACT (DRI)
SUBSECTION 380.06(19), FLORIDA STATUTES

Subsection 380.06(19), Florida Statutes, requires that submittal of a proposed change to a previously approved DRI be made to the local government, the regional planning agency, and the state land planning agency according to this form.

1. I, Gordon J. Schiff, the undersigned authorized representative of Towermarc Corporation, a Delaware corporation, hereby give notice of a proposed
(developer)

change to a previously approved Development of Regional Impact in accordance with Subsection 380.06(19), Florida Statutes. In support thereof, I submit the following information concerning the Waters Avenue Project development, which
(original & current project names)

information is true and correct to the best of my knowledge. I have submitted today, under separate cover, copies of this completed notification to

Hillsborough County, to the Tampa Bay Regional Planning Council, and to
(local government)

the Bureau of Resource Management, Department of Community Affairs.

1-9-95
(Date)

Gordon J. Schiff
(Signature)
Gordon J. Schiff, Authorized Agent
for Towermarc Corporation

2. Applicant (name, address, phone).

Towermarc Corporation
c/o Scott I. Peek
1511 N. Westshore Boulevard
Suite 150
Tampa, Florida 33607
(813) 287-8855

3. Authorized Agent (name, address, phone).

Macfarlane Ausley Ferguson & McMullen
Attention: David M. Mechanik, Esq.
and Gordon J. Schiff, Esq.
2300 First Florida Tower
111 Madison Street
Tampa, FL 33602
(813) 273-4200

4. Location (City, County, Township/Range/Section) of approved DRI and proposed change.

Part of Section 19, Township 28 South, Range 18 East, Hillsborough County, Florida.

5. Provide a complete description of the proposed change. Include any proposed changes to the plan of development, phasing, additional lands, commencement date, build-out date, development order conditions and requirements, or in the representations contained in either the development order of the application for development approval.

Indicate such changes on the project master site plan, supplementing with other detailed maps, as appropriate. Additional information may be requested by the Department or any reviewing agency to clarify the nature of the change or the resulting impacts.

1. The first proposed change involves revisions to the master site plan, Revised Map H of the Development Order, as amended, to depict certain refinements to the layout of the development site, including identifying the potential location of certain land uses within the project, removing the internal connector roadway and other minor refinements to the master site plan. (See response to question 12, below, for more specific information.) The refinements represent improvements to the master site plan based upon current market demands. The requested modifications to the master site plan are consistent with the current Development Order conditions. Revised Map H dated December, 1994, containing the requested modifications, is contained in Appendix "I", attached hereto.

2. The second proposed change is to modify the Land Use Trade-off Mechanism, as depicted on Exhibit "C" to the Development Order, as amended, to allow for conversion of up to 400,000 square feet of retail uses, and up to 300 multi-family residential units. Please see the Technical Analysis for Equivalency Matrix contained in Appendix "I", attached hereto, which analyzes this proposed change to the trade-off mechanism and which demonstrates that no additional impacts will be created as a result of the proposed change.

6. Complete the attached Substantial Deviation Determination Chart for all land use types approved in the development. If no change is proposed or has occurred, please indicate no change.

No change in land use types or amounts is proposed except as provided in the Equivalency Matrix described in the response to question 1, above. Accordingly, the chart has been omitted as an attachment hereto. Please also see response to question 13.a., below.

7. List all the dates and resolution numbers (or other appropriate identification numbers) of all modifications or amendments to the originally approved DRI development order that have been adopted by the local government, and provide a brief description of the previous changes (i.e., any information not already addressed in the Substantial Deviation Determination Chart). Has there been a change in local government jurisdiction for any portion of the development since the last approval or development order was issued? If so, has the annexing local government adopted a new DRI development order for the project?

On August 22, 1989, the Hillsborough County Board of County Commissioners ("BOCC") adopted the Development Order for the Waters Avenue Project DRI, (Resolution No. R89-0203). On October 11, 1989, the Tampa Bay Regional Planning Council ("TBRPC") filed an appeal of the Development Order, and on October 26, 1989, Towermarc Corporation filed a Notification of a Proposed Change which proposed a modification to the transportation mitigation provisions in the Development Order and included a revised transportation analysis for the development. Pursuant thereto, on December 20, 1989, the BOCC adopted a first amendment to the Development Order, (Resolution No. R89-0309), restating and amending the original Development Order, by revising the transportation mitigation provisions. On March 9, 1993, the BOCC adopted a second amendment to the Development Order, (Resolution No. R93-0057), which extended the Phase I build-out date by four (4) years, eleven (11) months and fifteen (15) days and extended the Phase I commencement of development deadline by four (4) years, eleven (11) months and fifteen (15) days. On September 21, 1993, the BOCC adopted a third amendment to the Development Order, (Resolution No. R93-0201) which modified the land use trade-off mechanism to allow for conversion of up to 295,000 square feet of retail uses, incorporated a revised master site plan showing the deletion of land that was taken for the Veteran's Expressway and depicted certain refinements to the layout of the development site, and incorporated a revised legal description.

There has been no change in local government jurisdiction for any portion of the development since the last approval or development order was issued.

8. Describe any lands purchased or optioned within 1/4 mile of the original DRI site subsequent to the original approval or issuance of the DRI development order. Identify such land, its size, intended use, and adjacent non-project land uses within 1/2 mile on a project master site plan or other map.

The Applicant has not purchased or optioned any lands within 1/4 mile of the original DRI site.

9. Indicate if the proposed change is less than 40% (cumulatively with other previous changes) of any of the criteria listed in Paragraph 380.06(19)(b), Florida Statutes.

The proposed changes are less than 40% (cumulatively with other previous changes) of any of the criteria listed in Subsection 380.06(19)(b), F.S.

Do you believe this notification of change proposes a change which meets the criteria of Subparagraph 380.06(19)(e)2., F.S.

YES _____

NO _____

X _____

10. Does the proposed change result in a change to the buildout date or any phasing date of the project? If so, indicate the proposed new buildout or phasing dates.

No, the proposed change will not result in a change to the development buildout date or any phasing date of the project.

11. Will the proposed change require an amendment to the local government comprehensive plan?

No amendment to the Future of Hillsborough Comprehensive Plan for Unincorporated Hillsborough County will be required by the proposed change.

12. Provide the following for incorporation into such an amended development order, pursuant to Subsections 380.06(15), F.S., and 9J-2.025, Florida Administrative Code:

An updated master site plan or other map of the development portraying and distinguishing the proposed changes to the previously approved DRI or development order conditions.

Revised Map H dated December, 1994 is contained in Appendix "I", attached hereto, which reflects the requested changes described in the response to question 5, above.

13. Pursuant to Subsection 380.06(19)(f), F.S., include the precise language that is being proposed to be deleted or added as an amendment to the development order. This language should address and quantify:

a. All proposed specific changes to the nature, phasing, and build-out date of the development; to development order conditions and requirements; to commitments and representations in the Application for Development Approval; to the acreage attributable to each described proposed change of land use, open space, areas for preservation, green belts; to structures or to other improvements including locations, square footage, number of units; and other major characteristics or components of the proposed change;

The specific language is included in the proposed Amended Development Order for the Waters Avenue Project, contained in Appendix "II", attached hereto.

b. An updated legal description of the property, if any project acreage is/has been added or deleted to the previously approved plan of development;

Not applicable.

c. A proposed amended development order deadline for commencing physical development of the proposed changes, if applicable;

Not applicable.

d. A proposed amended development order termination date that reasonably reflects the time required to complete the development;

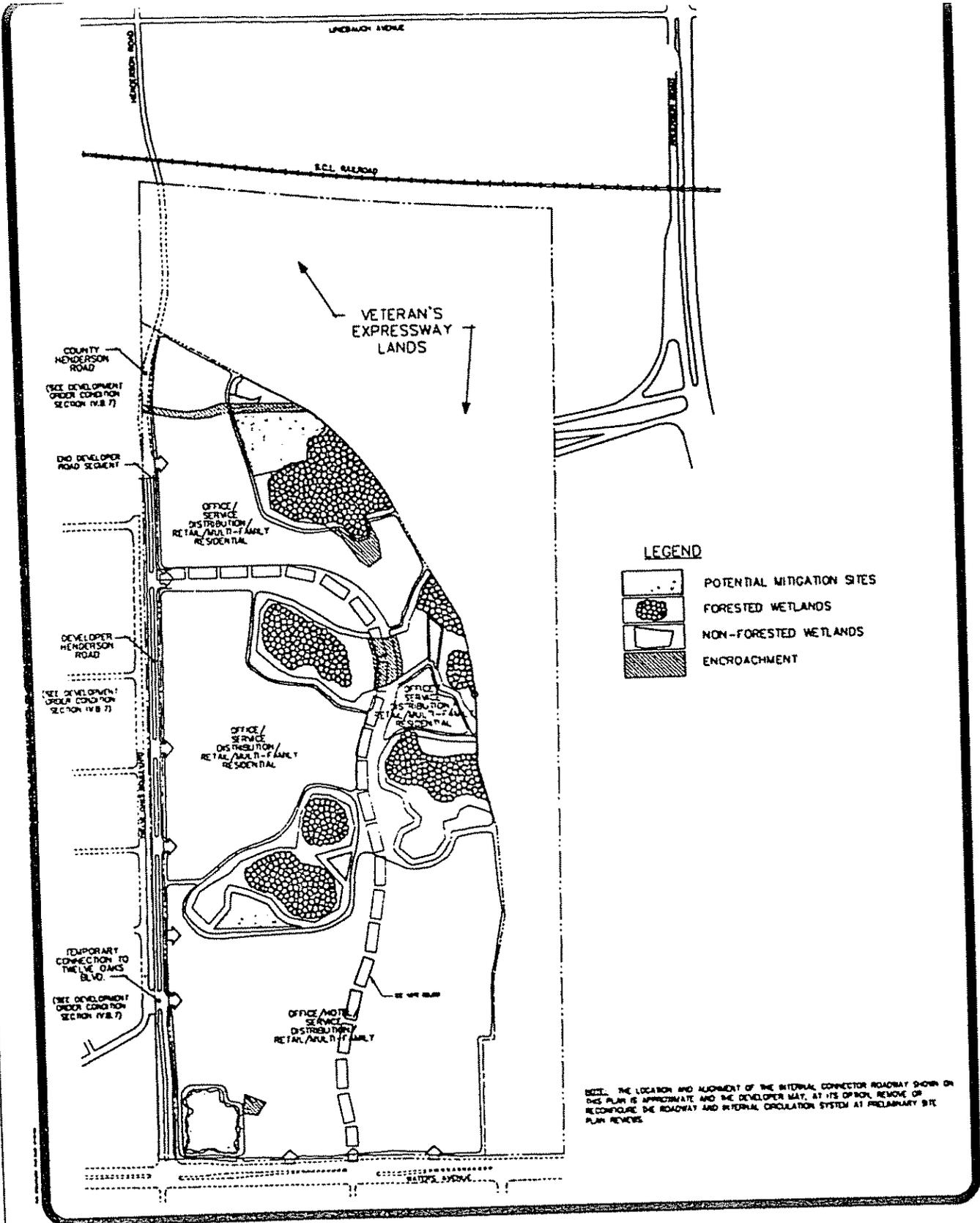
Not applicable.

e. A proposed amended development order date until which the local government agrees that the changes to the DRI shall not be subject to down-zoning, unit density reduction, or intensity reduction, if applicable; and

Not applicable.

f. Proposed amended development order specifications for the annual report, including the date of submission, contents, and parties to whom the report is submitted as specified in Subsection 9J-2.025(7), F.A.C.

Not applicable.



TowerMarc Corporation

DAMES & MOORE
MacFarlane Ausley
Ferguson & McMullen

Waters Avenue

REVISED: 2/89 REVISED: 4/93
REVISED: 7/89 REVISED: 12/94
REVISED: 5/90 REVISED: MARCH 1995

MASTER PLAN



MAP H

DATE: 12/98
JOB NO. 98011
BY: JMM

See NO PC file for
complete Exhibits "1" → "4".

Timothy
4/20/95

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

November 5, 1993

Suzanne Cooper, DRI Coordinator
Tampa Bay Regional Planning Council
9455 Koger Boulevard - Suite 219
St. Petersburg, Florida 33702

Re: Corrected Resolution No. R93-0201 (Including Exhibit 2,
Map H) Amending the Development Order for the
TowerMarc/Waters Avenue Project (DRI #196)

Dear Ms. Cooper:

Attached is a certified copy of referenced corrected resolution,
approved by the Hillsborough County Board of County Commissioners
on September 21, 1993.

Kindly substitute the attached for the resolution sent to you with
our letter of September 30, 1993.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

By: *Linda Fryman*
Linda Fryman
Manager, BOCC Records

LF:ADF

Attachment

Certified Mail

cc: Board files (orig.)

J. Thomas Beck, Florida Department of Community Affairs

David Mechanik, Esquire - MacFarlane Ferguson

John Dixon Wall, Chief 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 _____
Corrected Resolution No. R93-0201 (Including Exhibit 2, Map H)
Amending the Development Order for Tower Marc/Waters Avenue Project
(DRI 196)

approved by the Board in its _____ regular meeting
of _____ September 21 _____, 19 93 _____, as the same
appears of record in MINUTE BOOK _____ 208 _____ of the
Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 5th
day of _____ November _____, 19 93 _____.

RICHARD AKE, CLERK

By: *Richard Ake*
Deputy Clerk

RESOLUTION NO. R93-0201

RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA
AMENDING DRI #196 DEVELOPMENT ORDER
FOR TOWERMARC WATERS AVENUE PROJECT

Upon motion of Commissioner Jim Norman, seconded by Commissioners Lydia Miller, the following Resolution was adopted on this 21st day of Sept., 1993, by a vote of 7 to 0 Commissioner(s) _____ voting "No".

WHEREAS on August 22, 1989, the Board of County Commissioners approved a Development Order, Resolution No. R89-203, for the TowerMarc Waters Avenue Project Development of Regional Impact ("DRI") #196 (hereinafter referred to as the "Original Development Order") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on December 20, 1989, the Board of County Commissioners approved an amendment to the Original Development Order, Resolution No. R89-0309 (hereinafter referred to as the "First Amendment"), which restated and amended the Original Development Order by revising the transportation mitigation provisions in the Original Development Order; and

WHEREAS, on March 9, 1993, the Board of County Commissioners approved an amendment to the Original Development Order, as amended by the First Amendment, Resolution No. R93-0057 (hereinafter referred to as the "Second Amendment") (hereinafter the Original Development Order, First Amendment, and Second Amendment are collectively referred to as the "Development Order"), which extended the Phase I build-out and Phase I commencement of development dates by four (4) years, eleven (11) months and fifteen (15) days; and

WHEREAS, on May 3, 1993, TowerMarc Corporation, a Delaware corporation, filed a Notification of Proposed Change to a Previously Approved Development of Regional Impact ("DRI") Subsection 380.06(19), Florida Statutes, for the TowerMarc Waters Avenue Project DRI ("Notice of Change") in accordance with Subsection 380.06(19), Florida Statutes; and

WHEREAS, the Notice of Change proposed a modification to the Land Use Trade-Off Mechanism set forth on Exhibit "C" to the Development Order to allow for conversion of up to 380,000 square feet of retail uses (which proposed modification was reduced to allow for a conversion of up to 295,000 square feet of retail uses), to incorporate a revised master site plan to show the deletion of land that was taken for the Veterans Expressway f/k/a the Northwest Expressway and to depict certain refinements to the layout of the development site, and to incorporate a revised legal description; and

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

1. The following findings of fact are made:

a. TowerMarc Corporation (the "Developer") submitted the Notice of Change to Hillsborough County, the Tampa Bay Regional Planning Council, and all affected agencies, which Notice of Change is attached hereto as Exhibit 1 and incorporated herein, which proposes a modification to the Land Use Trade-Off Mechanism set forth on Exhibit "C" to the Development Order to allow for conversion of up to 380,000 square feet of retail uses (which proposed modification was reduced to allow for a conversion of up to 295,000 square feet of retail uses), revises the master site plan as depicted on Revised Map H dated April 1993 to show the deletion of land that was taken for the Northwest Expressway and to depict certain refinements to the layout of the development site, and to incorporate a revised legal description for the project, all as more particularly described in the Notice of Change (the "Proposed Changes"); and

b. The Proposed Changes do not create additional impacts to the previously approved Development nor do they create any type of regional impact not previously reviewed by the regional planning agency and are therefore not a substantial deviation pursuant to Section 380.06(19), Florida Statutes.

c. All statutory procedures have been adhered to.

d. The findings of fact and conclusions of law made in the Development Order are incorporated herein by reference.

2. The Development Order is hereby amended to allow for conversion of up to 295,000 square feet of retail uses, to incorporate a revised master site plan showing the deletion of land that was taken for the Northwest Expressway and depicting certain refinements to the layout of the development site, and to incorporate a revised legal description. Accordingly, the Development Order is amended to incorporate the Notice of Change and as follows:

a. Section I.A of the Development Order is hereby amended to refer to Revised Map H dated April 1993 attached hereto as Exhibit 2, in lieu of Revised Map H and Revised Map H dated October 16, 1989.

b. Section I.B. of the Development Order is hereby amended to refer to the legal description attached hereto as Exhibit 3, in lieu of the legal description set forth in Composite Exhibit "A", to the Development Order.

c. Section III.B. of the Development Order is hereby amended to refer to the legal description attached hereto as Exhibit 3, in lieu of the legal description set forth in Composite Exhibit "A" to the Development Order.

d. Section IV.B.3. of the Development Order is hereby amended to refer to Revised Map H dated April 1993 attached hereto as Exhibit 2, in lieu of Revised Map H dated October 16, 1989.

e. Section IV.L.6. of the Development Order is hereby amended to refer to the Revised Exhibit "C", Land Use Trade-Off Mechanism, attached

hereto as Exhibit 4, in lieu of the Land Use Trade-Off Mechanism for Phase I set forth in Exhibit "C" of the Development Order.

f. Section IV.L.6. of the Development Order is further amended to provide that at the time of selection of a land use trade-off under the Land Use Trade-Off Mechanism approved under Subsection 2.e., above, the Developer shall notify the Department of Community Affairs and TBRPC of said selection and shall also provide the DCA, TBRPC and Hillsborough County with cumulative land use totals and remaining allowable quantities. This condition shall not be construed as a requirement for an approval of a particular land use trade-off so long as the desired trade-off is consistent with the formula set forth in the Land Use Trade-Off Mechanism approved under Subsection 2.e., above.

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

4. The Developer's Certification, attached hereto as Exhibit 5, affirms that a copy of the Notice of Change has been delivered to all persons as required by law.

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

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

7. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and other recipients specified by statute or rule.

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk to 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 September 21, 1993, as the same appears of record in Minute Book 208 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 30th day of September, 1993.

RICHARD AKE, CLERK

APPROVED BY COUNTY ATTORNEY:

By: John P. [Signature]

By: [Signature]
Deputy Clerk

EXHIBIT 1
TO AMENDED DEVELOPMENT ORDER

FORM RPM-BSP-PROPCHANGE-1

Effective Date
11/20/90

STATE OF FLORIDA
DEPARTMENT OF COMMUNITY AFFAIRS
DIVISION OF RESOURCE PLANNING AND MANAGEMENT
BUREAU OF STATE PLANNING
2740 Centerview Drive
Tallahassee, FL 32399
904/488-4925

NOTIFICATION OF A PROPOSED CHANGE TO A PREVIOUSLY APPROVED
DEVELOPMENT OF REGIONAL IMPACT (DRI)
SUBSECTION 380.06(19), FLORIDA STATUTES

Subsection 380.06(19), Florida Statutes, requires that submittal of a proposed change to a previously approved DRI be made to the local government, the regional planning agency, and the state land planning agency according to this form.

1. I, David M. Mechanik, the undersigned authorized representative of TowerMarc Corporation, a Delaware corporation, hereby give notice of a proposed
(developer)

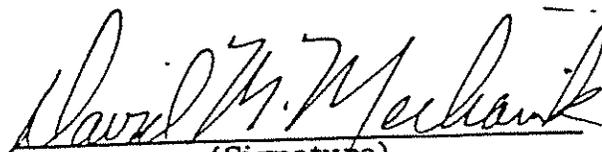
change to a previously approved Development of Regional Impact in accordance with Subsection 380.06(19), Florida Statutes. In support thereof, I submit the following information concerning the Waters Avenue Project development, which
(original & current project names)

information is true and correct to the best of my knowledge. I have submitted today, under separate cover, copies of this completed notification to

Hillsborough County, to the Tampa Bay Regional Planning Council, and to
(local government)

the Bureau of Resource Management, Department of Community Affairs.

APRIL 29 1993
(Date)


(Signature)
David M. Mechanik, Authorized Agent
for TowerMarc Corporation

2. Applicant (name, address, phone).

TowerMarc Corporation
c/o Eric Muller
1511 N. Westshore Boulevard
Suite 150
Tampa, Florida 33607
(813) 287-8855

3. Authorized Agent (name, address, phone).

David M. Mechanik, Esquire
Macfarlane Ferguson
2300 First Florida Tower
111 Madison Street
Tampa, FL 33602
(813) 273-4345

4. Location (City, County, Township/Range/Section) of approved DRI and proposed change.

Part of Section 19, Township 28 South, Range 18 East, Hillsborough County, Florida.

5. Provide a complete description of the proposed change. Include any proposed changes to the plan of development, phasing, additional lands, commencement date, build-out date, development order conditions and requirements, or in the representations contained in either the development order of the application for development approval.

Indicate such changes on the project master site plan, supplementing with other detailed maps, as appropriate. Additional information may be requested by the Department or any reviewing agency to clarify the nature of the change or the resulting impacts.

1. The first proposed change is to modify the Land Use Trade-off Mechanism, as depicted on Exhibit "C" to the Development Order, to allow for conversion of up to 380,000 square feet of retail uses. Please see the analysis attached hereto as Exhibit "A", which analyses the proposed change to the trade-off mechanism and which demonstrates that no additional impacts will be created as a result of the proposed change.
2. The second proposed change involves a revision to the master site plan to show the deletion of land that was taken for the Northwest Expressway and to depict certain refinements to the layout of the development site. (See responses to questions 12 and 13.b., below for more specific information.)

6. Complete the attached Substantial Deviation Determination Chart for all land use types approved in the development. If no change is proposed or has occurred, please indicate no change.

No change in land use types or amounts is proposed except in connection with the previously approved Land Use Trade-off Mechanism, as depicted on Exhibit "C" to the Development Order. Please see Exhibit 4, which is an attachment to the proposed Amended Development Order attached hereto in response to question 13.a., below.

7. List all the dates and resolution numbers (or other appropriate identification numbers) of all modifications or amendments to the originally approved DRI development order that have been adopted by the local government, and provide a brief description of the previous changes (i.e., any information not already addressed in the Substantial Deviation Determination Chart). Has there been a change in local government jurisdiction for any portion of the development since the last approval or development order was issued? If so, has the annexing local government adopted a new DRI development order for the project?

The original DRI Development Order for the Waters Avenue Project DRI, Resolution No. R89-0203, was adopted by the Board of County Commissioners of Hillsborough County ("BOCC") on August 22, 1989. On October 11, 1989, the Tampa Bay Regional Planning Council ("TBRPC") filed an appeal of the Development Order, and on October 26, 1989, TowerMarc Corporation filed a Notification of a Proposed Change ("NOPC") which proposed a modification to the transportation mitigation provisions in the Development Order and included a revised transportation analysis for the development. Pursuant thereto, the BOCC adopted an amendment to the Development Order, Resolution No. R89-0309, on December 20, 1989, and it became effective on January 8, 1990. The amendment revised the terms of the transportation mitigation provisions. Pursuant thereto, the BOCC adopted an amendment to the Development Order, Resolution No. R93-0057, on March 9, 1993, and it became effective on March 26, 1993. The amendment extended the Phase I build-out date by four (4) years, eleven (11) months and fifteen (15) days and extended the Phase I commencement of development deadline by four (4) years, eleven (11) months and fifteen (15) days.

There has been no change in local government jurisdiction for any portion of the development since the last approval or development order was issued.

8. Describe any lands purchased or optioned within 1/4 mile of the original DRI site subsequent to the original approval or issuance of the DRI development order. Identify such land, its size, intended use, and adjacent non-project land uses within 1/2 mile on a project master site plan or other map.

The Applicant has not purchased or optioned any lands within 1/4 mile of the original DRI site.

9. Indicate if the proposed change is less than 40% (cumulatively with other previous changes) of any of the criteria listed in Paragraph 380.06(19)(b), Florida Statutes.

The proposed changes are less than 40% (cumulatively with other previous changes) of any of the criteria listed in Subsection 380.06(19)(b), F.S.

Do you believe this notification of change proposes a change which meets the criteria of Subparagraph 380.06(19)(e)2., F.S.

YES _____ NO _____ X _____

10. Does the proposed change result in a change to the buildout date or any phasing date of the project? If so, indicate the proposed new buildout or phasing dates.

No, the proposed change will not result in a new development buildout date or any phasing date of the project.

11. Will the proposed change require an amendment to the local government comprehensive plan?

No amendment to the Future of Hillsborough Comprehensive Plan for Unincorporated Hillsborough County will be required by the proposed change.

12. Provide the following for incorporation into such an amended development order, pursuant to Subsections 380.06(15), F.S., and 9J-2.025, Florida Administrative Code:

An updated master site plan or other map of the development portraying and distinguishing the proposed changes to the previously approved DRI or development order conditions.

Revised Map H dated April 1993 is attached hereto as Exhibit "B" and has been amended to accommodate the requested changes outlined in response to questions 5, above.

13. Pursuant to Subsection 380.06(19)(f), F.S., include the precise language that is being proposed to be deleted or added as an amendment to the development order. This language should address and quantify:

- a. All proposed specific changes to the nature, phasing, and build-out date of the development; to development order conditions and requirements; to

commitments and representations in the Application for Development Approval; to the acreage attributable to each described proposed change of land use, open space, areas for preservation, green belts; to structures or to other improvements including locations, square footage, number of units; and other major characteristics or components of the proposed change;

The specific language is included in the proposed Amended Development Order for the Waters Avenue Project, attached as Exhibit "C" to this NOPC.

- b. An updated legal description of the property, if any project acreage is/has been added or deleted to the previously approved plan of development;

The updated legal description recognizes those lands which have been taken for the Northwest Expressway and is attached hereto as Exhibit "D".

- c. A proposed amended development order deadline for commencing physical development of the proposed changes, if applicable;

Not applicable.

- d. A proposed amended development order termination date that reasonably reflects the time required to complete the development;

Not applicable.

- e. A proposed amended development order date until which the local government agrees that the changes to the DRI shall not be subject to down-zoning, unit density reduction, or intensity reduction, if applicable; and

Not applicable.

- f. Proposed amended development order specifications for the annual report, including the date of submission, contents, and parties to whom the report is submitted as specified in Subsection 9J-2.025(7), F.A.C.

Not applicable.

EXHIBIT A
TO THE NOTICE OF PROPOSED CHANGE

The following provides an analysis of; transportation, affordable housing, water, sewer and solid waste impacts that could be associated with the application of the land use trade-off mechanism.

TRANSPORTATION ANALYSIS - TOWERMARC WATERS AVENUE NOPC

A transportation analysis was prepared to support Towermarc Waters Avenue DRI Notification of Proposed Change (NOPC) requesting a change in the trade-off mechanism to allow an increase of commercial land use totals. Currently the trade-off procedure allows a maximum of 70,000 square feet of commercial. The NOPC revises this to allow for a maximum of 380,000 square feet of commercial. The following transportation analysis identifies the amount of office land use that can be traded for a maximum 380,000 square feet of commercial without creating additional peak hour traffic beyond the volumes approved. The transportation analysis is consistent with the methodology in the Waters Avenue DRI Application of Development Approval (ADA) and the first NOPC Revised Phase I Transportation Analysis (NOPC-1).

The FSUTMS travel demand forecasting model used in the ADA and NOPC-1 traffic analyses distributes the office/service center and commercial land uses trips predominantly on home based work and home based shopping purposes. Results of the FSUTMS distribution for the two home based trip purposes produces the same travel patterns. In addition, the average trip length for the office/service center (work trip) is over 60 percent longer than the commercial (shopping trip) (recent surveys for the FDOT Regional Transportation Analysis established a median trip length for home based work and shopping of 21 and 13 minutes, respectively). Therefore, the use of the travel distribution in the original ADA and NOPC-1 analysis for office/service center (home based work) land uses results in overestimation of the impacts of the commercial land use and provides a conservative analysis.

The only significant difference between the office/service center and the commercial land uses is the external trips generated by the respective land uses being traded off. For purposes of this analysis, the maximum allowable amount of commercial land use was considered. Trade offs between other land uses involving differing square footages, as allowed in the trade-off mechanism (per Revised Exhibit C to Amended Development Order) will require verification that total external p.m. peak hour traffic will not exceed 1,913 trips by use of the formula described below. The proposed Revised Exhibit C relies on the total number of p.m. peak hour trips to measure the equivalency of impacts rather than by the number of inbound and outbound p.m. peak hour trips. This approach was used due to the fact that the approved land use schedule for Phase I creates a far greater number of outbound p.m. peak hour trips than would be generated under any scenario where commercial uses are increased. Since the NOPC analysis assumed and mitigated

for this greater number of outbound trips, use of total p.m. trips will provide a simple, yet conservative approach to the conversion. Project external traffic is a function of the following factors: trip generation, internal capture, passer-by capture and transit mode split which factors are addressed in the following equation:

$$\text{External p.m. peak hour project traffic} \geq (\text{p.m. peak hour trip generation}^1) - (\text{internal capture}^2) - (\text{passer-by capture}^3) - (\text{transit mode split}^4)$$

- 1 P.M. peak hour trip generation - based on the most current edition of the Institute of Transportation Engineers Trip Generation Report for the appropriate size and land use categories.
- 2 Internal capture - based on trip capture between office/service center and commercial land uses. The capture amount shall be 10.0 percent of the office/service center trip generation or 85.0 percent of the commercial trip generation which ever is the lesser.
- 3 Passer-by capture - for commercial trip generation shall be 15.0 percent of the trips not captured on site.
- 4 Transit mode split shall be 5.6 percent of the commercial trips and 3.1 percent of the office/service center trips.

	TRIP GENERATION		INTERNAL CAPTURE
	①		②
1913 PM PK HR TRIPS \geq	(ITE TRIP GENERATION FOR PM PK HR BY LU.)	-	(THE LESSER OF OFFICE/SERVICE CTR. PM PK HR TRIPS X .10 OR COMMERCIAL PM PK HR TRIPS X .85)
	PASSER-BY CAPTURE		MODE SPLIT
	③		④
	(COMMERCIAL PM PK HR TRIPS - 2 X .15)	-	(OFFICE/SERVICE CTR. P.M. PK HR TRIPS * 0.31 + COMMERCIAL P.M. PK HR TRIPS - (②+③) * 0.65)

If the proposed land use trip generation less internal capture, less passer-by capture, less mode split is equal to or less than 1913 PM peak hour trips the proposed trade-off will not create additional transportation impacts.

Based on this formula, the following is an analysis of the trade-off of office for commercial land use.

Project traffic generations were performed to identify the office trade-off required to allow for 380,000 square feet of commercial. The original project traffic estimates as currently approved are provided below in Tables 1 and 2.

TABLE 1 TOWERMARC/WATERS AVENUE DEI PHASE I VEHICLE TRIP GENERATION				
LAND USE	SIZE	P.M. PEAK HOUR TRIP ENDS		TOTAL
		IN	OUT	
OFFICE	767,000 s.f.	171	897	1,068
SERVICE CENTER Office Warehouse	603,000 s.f.	98	514	612
	391,950 s.f.	122	207	329
COMMERCIAL	30,000 s.f.	163	170	333
TOTAL	1,400,000 s.f.	554	1,788	2,342
Source: Towermarc Waters Avenue DRI NOPC-1 Transportation Analysis, September 21, 1989.				

TABLE 2 TOWERMARC/WATERS AVENUE DEI PHASE I INTERNAL/EXTERNAL PROJECT VEHICLE TRIPS			
	P.M. PEAK HOUR		TOTAL
	IN	OUT	
TOTAL VEHICLE TRIPS GENERATED	554	1,788	2,342
LESS INTERNAL CAPTURE	172	172	344
LESS PASSERBY CAPTURE	2	10	12
SUBTOTAL EXTERNAL TRIPS	373	1,606	1,979
LESS TRANSIT TRIPS	13	53	66
TOTAL EXTERNAL TRIPS	360	1,553	1,913
Source: Towermarc Waters Avenue DRI NOPC-1 Transportation Analysis, September 21, 1989.			

The addition of 380,000 square feet of commercial uses will require a trade-off of 702,000 square feet of office uses yielding 65,000 total square feet of office. Trip generation for this new mix of land uses was prepared following procedures documented in the Institute of Transportation Engineers (ITE) Trip Generation, 5th Edition, 1991. Table 3 reports the project trip generation assuming the maximum amount of commercial is constructed.

TABLE 3 TRIP GENERATION TOWERMARC/WATERS AVENUE NOPC				
LAND USE	SIZE	P.M. PEAK HOUR		TOTAL
		ENTER	EXIT	
COMMERCIAL	380,000 s.f.	768	768	1,536
SERVICE CENTER Office Warehouse	391,950 s.f.	87	422	509
	211,050 s.f.	55	101	156
OFFICE	65,000 s.f.	23	112	135
		933	1,403	2,336
Source: ITE Trip Generation, 5th Edition, 1991.				

Internal capture of project trips, commercial passer-by capture and modal split estimates were performed following procedures as approved in the DRI NOPC-1 analysis. Tables 4, 5, and 6 report these estimates.

TABLE 4 TRIP INTERCHANGE TOWERMARC/WATERS AVENUE NOPC			
P.M. PEAK HOUR ENTER	P.M. PEAK HOUR EXIT		
	SERVICE CENTER	COMMERCIAL	TOTAL
SERVICE CENTER/OFFICE	—	17	17
COMMERCIAL	63	—	63
TOTAL	63	17	80
Note: Values reported in this matrix are trip ends between each land use remaining internally.			

TABLE 5 COMMERCIAL PASSER-BY CAPTURE ESTIMATES TOWERMARC/WATERS AVENUE NOPC			
	P.M. PEAK HOUR		TOTAL
	ENTER	EXIT	
COMMERCIAL TRIPS (LESS INTERNAL TRIPS)	705	751	1,456
PASSER-BY CAPTURE TRIP (15%)	106	113	219
	599	638	1,237

TABLE 6 MODAL SPLIT ESTIMATES TOWERMARC/WATERS AVENUE NOPC			
	P.M. PEAK HOUR		TOTAL
	ENTER	EXIT	
COMMERCIAL TRIPS (LESS CAPTURE)	599	638	1,237
MODAL SPLIT ESTIMATE (5.6%)	34	36	70
	565	602	1,167
SERVICE CENTER/OFFICE (LESS CAPTURE)	148	572	720
MODAL SPLIT ESTIMATE (3.1%)	5	18	23
	143	554	697

Reported in Table 7 are the estimated external project trips generated by the land use mix consisting of 380,000 square feet of commercial, 603,000 square feet of service center and 65,000 square feet of office. The total external project trips of 1,864 is less than the approved 1,913 approved external project trips reported in Table 2.

**TABLE 7
EXTERNAL VEHICLE TRIPS
TOWERMARC/WATERS AVENUE NOPC**

	P.M. PEAK HOUR		TOTAL
	ENTER	EXIT	
TOTAL VEHICLE TRIPS GENERATED	933	1,403	2,336
LESS INTERNAL CAPTURE	80	80	160
LESS PASSER-BY CAPTURE	106	113	219
	747	1,210	1,957
LESS TRANSIT TRIPS	39	54	93
TOTAL EXTERNAL TRIPS	708	1,156	1,864

In conclusion, this transportation analysis demonstrates that an increase of commercial land use to 380,000 square feet with a corresponding decrease of 702,000 square feet of office will create less peak hour traffic than that approved in the Amended Development Order.

AFFORDABLE HOUSING

This analysis regarding the incremental impact of the Proposed Change on affordable housing was prepared using the methodology contained in "Draft, Housing Demand, Supply and Need Methodology" (East Central Florida Regional Planning Council) May 1992, a copy of which is attached. These housing demand calculations are based on readily available data which are from the same sources as the above or other reliable sources. Appropriate additions to the methodology were made to address the proposed trade-off of Phase I land uses.

Condition of approval IV. K. Housing, of the Development Order as amended, provides that an affordable housing analysis shall be conducted..."prior to the commencement of Phase II," of the project. This Notice of Proposed Change is associated with Phase I entitlement only. Therefore, the purpose of this exhibit is to demonstrate that the Proposed Change to the Land Use Trade-off Mechanism will not increase the demand for affordable housing. This issue is addressed by examining the approved and worst case employment profiles of the land use types involved in the change, thereby analyzing the most extreme change which could be made under the proposed change to the equivalency matrix. The analysis stratifies each employment type by income ranges and comparatively evaluating the number of on-site employees potentially falling within the range of needing affordable housing.

The current and worst case Phase I Land Use Schedules are as follows:

PHASE	OFFICE (sq ft)	COMMERCIAL (sq ft)	SERVICE CENTER (sq ft)		HOTEL rooms
			OFFICE	WAREHOUSE	
Current Ph I	767,000	30,000	391,950	211,050	0
Worst Case Ph I	65,000	380,000	391,950	211,050	0

Income data required by Step 1 of the methodology for affordable housing demand calculations was taken from the U. S. Department of Housing and Urban Development, Circular Letter No. 92-28. The data for the Tampa-St. Petersburg-Clearwater, Metropolitan Statistical Area for Fiscal Year 1992 is as follows:

Median Family Income:	\$33,800
Very Low Income:	\$16,900
Low Income:	\$16,900 - \$27,040
Moderate Income:	\$27,040 - \$40,560

To estimate the present day employment opportunities (Step 2) created by each land use listed above, the methodology utilized in the DRI/ADA was used, except updated to use the current ITE employment rates. (Note: Current and worst case scenarios were compared using the same ITE factors.) Employment rates by land use from the Institute of Traffic Engineers (ITE) Trip Generation (5th edition) were applied as follows:

OFFICE- 2.88 employees per 1,000 square foot
 COMMERCIAL- 1.82 employees per 1,000 square foot
 WAREHOUSE- 1.28 employees per 1,000 square foot

After combining the two office components into one category, the above rates were applied to develop employment (permanent, non-construction jobs) profiles for the current and worst case Phase I projects.

PHASE I EMPLOYMENT

PHASE	OFFICE	COMMERCIAL	WAREHOUSE	TOTALS
Current Ph I	3,338	54	270	3,662
Worst Case Ph I	1,316	692	270	2,278

This comparison of employment by land use type indicates that:

1. Total employment on-site would decrease by 1,384 persons.
2. Office derived employment would decrease by 2,022 persons.
3. Commercial (retail) derived employment would increase by 638 persons.

To determine how many of the jobs involved in the proposed trade-off have salaries that fall into the very low, low and moderate income ranges (Step 3) the following annual income data was obtained for the relevant occupation types.

AVERAGE ANNUAL PAY- FLORIDA, 1990

Retail Trade-	\$12,773	(very low income)
Finance, Insurance and Real Estate	\$25,431	(low income)
Services	\$20,906	(low income)

Source: Florida Statistical Abstract, 1992- U.S. Dept. of Labor, Bureau of Labor Statistics, Employment and Wages: Annual Averages, Metropolitan Areas, 1990.

Therefore, both land use types will have wage earners falling within the range of needing affordable housing.

To assess the income-based change related to affordable housing, created by the employment profile change, income stratification data by occupation type was obtained.

PERCENTAGE OF EMPLOYEES BY OCCUPATION AND INCOME RANGE

INCOME RANGE (annual)	MANAGERIAL AND PROFESSIONAL SPECIALTY	SALES
\$1 TO \$2,499	0.6	2.2
\$2,500 TO \$4,999	0.4	1.1
\$5,000 TO \$9,999	2.0	7.3
\$10,000 TO \$19,999	11.9	25.4
\$20,000 TO \$34,999	33.7	31.7
\$35,000 TO \$49,999	24.8	15.4
\$50,000 TO \$74,999	16.5	11.2
\$75,000 AND OVER	10.1	5.7
TOTAL	100	100

Source: (calculated from) U.S. Department of Commerce, Economics and Statistics Administration, Bureau of the Census. Current Population Reports- Consumer Income. Money Income of Households, Families and Persons in the United States: 1991. Table 32- Occupation of Longest Job in 1991- Persons 15 Years Old and Over by Total Money Earnings in 1991, Work Experience in 1991 and Sex.

The above income stratification percentages by occupation type were then applied to the land uses being traded off in this Proposed Change. In other words, the number of employees by income range for the office decrease was compared to the number of employees for the potential, worst case commercial/retail increase.

NUMBER OF EMPLOYEES BY LAND USE

INCOME RANGE (Annual)	OFFICE		COMMERCIAL	
	Total	Cum Total	Total	Cum Total
\$1 TO \$2,499	12	12	14	14
\$2,500 TO \$4,999	8	20	7	21
\$5,000 TO \$9,999	40	60	47	68
\$10,000 TO \$19,999	241	301	162	230
\$20,000 TO \$34,999	681	982	202	432
\$35,000 TO \$49,999	501	1483	98	530
\$50,000 TO \$74,999	334	1817	72	602
\$75,000 AND OVER	205	2022	36	638
TOTALS	2022		638	

Using 1980 Census data, the percentage of wage earners in each income category who are the head of a household (householder) was determined (Step 4). Census data income ranges were approximated to the very low, low and moderate incomes ranges defined by HUD. This analysis determined that for the metropolitan area employed population, the breakdown of householders by income range is as follows:

PERCENT HOUSEHOLDERS BY INCOME RANGE

Very Low Income 32.3 percent

Low Income 70 percent

Moderate Income 79.6 percent

These percentages were then applied (Step 5) to the above table depicting employees by land use type. First, the number of employees by annual salary above was re-calculated to fit the HUD affordable housing income ranges. These calculations were done on a pro-rata basis.

HOUSEHOLDERS BY INCOME RANGE

<u>Income Range</u>	<u>Office</u>	<u>Commercial</u>
Very Low Income	72	57
Low Income	273	118
Moderate Income	456	96

To separate single-worker from multi-worker households the following percentages were calculated from the 1980 Census.

SINGLE AND MULTI-WORKER HOUSEHOLDS

Single Worker Households 40.5 percent

Multi-Worker Households 59.5 percent

These percentages were applied to the number of householders by income range to yield the following:

HOUSEHOLDERS BY INCOME RANGE AND NUMBER OF WORKERS

INCOME RANGE	OFFICE		COMMERCIAL		DIFFERENCE	
	Single	Multi	Single	Multi	Single	Multi
Very Low Income	29	43	23	34	-6	-9
Low Income	111	162	48	70	-63	-92
Moderate Income	185	271	39	57	-146	-214
TOTALS	325	476	110	161	-215	-315

Because this Proposed Change creates a significant reduction in affordable housing demand for Phase I of the project, Steps 7 and 8 of the methodology were not addressed.

Conclusion: The Proposed Change will substantially decrease the Phase I demand for affordable housing in all income levels. At least 215 fewer single wage earner homes and less than 315 (after application of the multi-salary impact) multi-worker homes would be needed as a result of the land use trade-off.

PUBLIC FACILITIES

The purpose of this exhibit is to demonstrate that the Proposed Change to the land use tradeoff mechanism for the Waters Avenue Development will not cause an increase in the demand for public facilities (i.e. water, wastewater and solid waste). This issue is addressed by examining the rates per square foot for each of the three land uses. The rates utilized for this comparison are those that were presented in the Application for Development Approval. These rates were then applied to the square footage approved in the Development Order for Phase I of the project, to develop a baseline for comparison.

The demands for each of these three facilities were then analyzed assuming that the developer elects to utilize the trade off mechanism to maximize the retail square footage on the project. As depicted in the transportation exhibit, the amount of office square footage that would have to be traded off for each square foot of retail is approximately 2:1. With each square foot of retail added, two square feet of office is deleted. Consequently, each of the three public facilities is at its maximum impact at the currently approved land use distribution. Therefore, the impact on public facilities is reduced with each square foot of retail added. The tables on the following three pages present the results of this analysis.

The Proposed Change for the Waters Avenue Development will therefore have no adverse impact on public facilities for the Phase I entitlement.

**TABLE 1
ESTIMATED WASTEWATER FLOW**

Land Use	Phase I	
SQUARE FOOTAGE FOR PHASE I AS APPROVED IN D.O.		
	S.F.	Flow GPD ⁽¹⁾
Service Center	603,000	57,888
Office	767,000	78,234
Retail	30,000	3,360
TOTAL	1,400,000	139,482
SQUARE FOOTAGE CHANGES PER NOPC⁽²⁾		
	S.F.	Flow GPD ⁽¹⁾
Service Center	603,000	57,888
Office	65,000	6,630
Retail	380,000	42,560
TOTAL	1,048,000	107,078

NOTES:

(1) Estimated demands are based on the following criteria:

Land Use	Flow
Office	.12 GPD/Leasable Sq. Ft. (.85 of gross square feet)
Service Center	.12 GPD/Leasable Sq. Ft. (.80 of gross square feet)
Retail	.14 GPD/Leasable Sq. Ft. (.80 of gross square feet)

(2) Square footages shown are based on maximum use of the trade-off mechanism to achieve the highest permissible retail square footage.

TABLE 2
ESTIMATED POTABLE WATER DEMAND

Land Use	Phase I	
SQUARE FOOTAGE FOR PHASE I AS APPROVED IN D.O.		
	S.F.	Flow GPD ⁽¹⁾
Service Center	603,000	77,184
Office	767,000	104,312
Retail	30,000	4,320
TOTAL	1,400,000	185,816
SQUARE FOOTAGE CHANGES PER NOPC⁽²⁾		
	S.F.	Flow GPD ⁽¹⁾
Service Center	603,000	77,184
Office	65,000	8,840
Retail	380,000	54,720
TOTAL	1,048,000	140,744

NOTES:

(1) Estimated demands are based on the following criteria:

Land Use	Flow
Office	.16 GPD/Leasable Sq. Ft. (.85 of gross square feet)
Service Center	.16 GPD/Leasable Sq. Ft. (.80 of gross square feet)
Retail	.18 GPD/Leasable Sq. Ft. (.80 of gross square feet)

(2) Square footages shown are based on maximum use of the trade-off mechanism to achieve the highest permissible retail square footage.

**TABLE 3
ESTIMATED SOLID WASTE GENERATION**

WATERS AVENUE PROPERTY

LAND USE	Phase I (sf)	Tons (1)	C.Y. (2)
SQUARE FOOTAGE FOR PHASE I AS APPROVED IN D.O.			
Service Center	603,000	3.02	12.08
Office	767,000	3.75	23.00
Retail	30,000	0.23	0.92
TOTAL	1,400,000	9.0	36.00
SQUARE FOOTAGE CHANGES PER NOPC(3)			
Service Center	603,000	3.02	12.08
Office	65,000	0.49	1.96
Retail	380,000	2.85	11.40
TOTAL	1,048,000	6.36	25.44

NOTES:

- (1) Based on generation rates of:
Office and Retail: 1.5 lbs/day/100 sf
Service Center: 1.0 lb/day/100 sf
- (2) Based on 4.0 cubic yards/ton (compacted)
- (3) Square footages shown are based on maximum use of the trade-off mechanism to achieve the highest permissible retail square footage.

DRAFT

HOUSING DEMAND, SUPPLY AND NEED METHODOLOGY

Prepared by

The East Central Florida Regional Planning Council

May 1992

ECFRPC Methodology

Following is a methodology for calculating the demand for affordable housing based on the employees of a DRI and the supply of affordable housing proximate to the development site. In lieu of this methodology, a survey-based methodology may be used for determining housing demand and supply, provided the methodologies used and the basis for departing from this methodology are accepted by the RPC.

DEMAND CALCULATIONS:

1. Determine the median household income and the income thresholds for very low, low and moderate income households for the appropriate county or Metropolitan Statistical Area (MSA). (Table 1)
2. Determine how many permanent, non-construction jobs will be created as a result of the development (including part-time employees).
3. Determine how many of these jobs will have salaries that are considered to be very low, low or moderate income. Use the average salaries given by SIC code or other reliable source.
4. Determine the percentage of wage earners in each income category who are the head of a household for the appropriate county or MSA. (Table 2)
5. Calculate the number of employee households represented by the number of employees, by income group, estimated in step 4.
6. Using the percentages of single-worker and multiple-worker households from the attached table (for the Orlando MSA), separate the households into single and multi-worker households. (Table 3)
7. The income of the single-worker households is the same as the income per SIC code determined in step 3. Use the percentages in the attached table to determine the additional income of multi-worker households. (Table 4)
8. Identify the affordability thresholds for each of the households in step 7. Affordability shall be determined as defined in Appendix A.

SUPPLY CALCULATIONS

When to calculate housing supply:

- o If the DRI consists of phases, the supply calculations for the first phase must be completed at the time the DRI is brought before the Planning Council. Supply calculations for each subsequent phase must be completed prior to the beginning of that phase, and commitments for mitigating the housing impacts for each phase must be made prior to the beginning of that phase.
- o For one-phase DRIs, the supply calculations must be completed at the time the DRI is brought before the Planning Council. Housing impacts must be mitigated prior to permits being issued.

How to calculate housing supply:

1. Determine the extent of the housing supply area using the ten-mile/twenty minute (whichever is less) boundary. Determine which if any DRIs have housing supply areas that overlap this one. See Appendix B for more information.
2. Determine the existing housing supply within the supply area. The following parameters shall be used when determining housing supply:
 - o In general: The use of public sector published materials on the availability and cost of reasonably accessible housing units and the projected updating of such data using accepted methods for such projections is acceptable. This may include census materials, local governments surveys or reports, or other government-sponsored housing survey data. The use of private sector data on the availability and cost of reasonably accessible housing units and the projected updating of such data is acceptable where appropriate and verifiable as to accuracy.
 - o (The method most commonly employed by applicants to determine the availability of owner-occupied housing involves searching the Multiple Listing Service (MLS) listings for all housing for sale within the supply area that meets the affordability criteria for the employees of the project.)
 - o (To identify the existing supply of renter-occupied housing, the method most commonly used involves compiling a list of apartment units in the supply area. This list is generally comprised of large apartment complexes, because the firms that supply the data collect it for complexes of over fifty units.

Once the list is generated, information regarding price ranges and vacancies is obtained from the management offices of these apartment complexes.)

- o Units permitted or under construction cannot be counted toward the existing housing supply (with the exception of units contained within the DRI in question or units toward which the applicant has donated funds for construction).
 - * o Vacancies can be counted for single family units; for multi-family units, the first five percent of vacancies are to be considered transitional vacancies and should not be counted toward the existing supply.
 - o Substandard units should also be excluded from the count of existing housing. If vacant substandard units are present in the housing supply area, it is possible that rehabilitation of these units could count toward mitigation of the housing need generated by the DRI.
 - o The analysis of housing supply should eliminate all double-counting of housing units. For more information concerning this step, please see Appendix D.
 - o Maximum caps by unit size: For more information please see Appendix E.
3. Compare final inventory figures for owner-occupied and renter-occupied housing with the determination of housing demand. If there is not an adequate supply of affordable housing to meet the projected demand, the DRI must mitigate this impact.

MITIGATION

The affordable housing demand and supply calculations quantify the need for affordable housing created by the employees of a DRI. The DRI developer is required to mitigate that housing need as a condition of the development order. Following are options for mitigating the impact of a DRI on the availability of affordable housing.

I. Criteria for all DRIs

A. The applicant must do one or more of the following in order to mitigate the housing impact of the DRI:

1. build an affordable housing unit
2. buy down an unaffordable unit to make it affordable
3. rehabilitate a vacant substandard affordable housing unit

B. Timing of housing construction, buydown or rehabilitation:

The applicant must complete a housing supply inventory prior to the beginning of each phase, and must make any necessary mitigation commitments at that time. In order to tie housing construction as closely as possible to housing need, the applicant must, at the time a certificate of occupancy application is made for a particular building, show that the housing has been made available for the number of employees (as determined by the formula) expected to be employed in that building.

C. Resale and rent controls - guarantee of continued affordability:

The housing provided by an applicant to mitigate the affordable housing impacts of a DRI must remain affordable to those income groups for which it was constructed. To accomplish this, deed restrictions can be used for owner-occupied property and management contracts used for rental property.

II. Options for DRI developers to meet these criteria:

1. Build housing on-site
2. Build housing off-site (within ten miles/twenty minutes)
3. Contract with housing developers to have housing built on the DRI site
4. Contract with housing developers to have housing built proximate to the DRI site
5. Rehabilitate vacant substandard housing within the housing supply area
6. Any combination of the above mitigation options

APPENDICES AND
TABLES

Appendix A
Calculating Affordability

- o For owner-occupied housing, monthly costs shall include principal, interest, taxes and insurance (PITI) [note: for owner-occupied, utilities need not be included]. Taxes and insurance should be estimated based on local information. Mandatory association fees (e.g., for condominiums), if applicable, shall be deducted from the gross monthly income. The employees' income shall be used to calculate the maximum affordable monthly payment. The formula for calculating an affordable mortgage is as follows:

$$\text{Income} \times 0.3 / 12 = \text{affordable monthly payment}$$

$$\text{Monthly payment} - \text{tax/insurance estimate} = \text{mortgage amount}$$

Table 5 shows mortgage payments based on home price and interest rates can be used with the attached current interest rate table or any accepted source of current interest rates. Allowing for a 5% down payment, the "affordable" mortgage just calculated would be divided by .95 to arrive at a house price.

- o For renter-occupied housing, the employees' income is used to calculate the monthly payments they can afford. Costs for utilities should be added using HUD standards for utility allowances. Per unit utility allowances are adjusted for residence size and shall be no less than that used by local housing authorities in the administration of state and federal housing programs. Table 6 shows the HUD utility allowances for dwelling units of various sizes. The formula for calculating affordable rental housing costs is as follows:

$$\text{Income} \times 0.3 / 12 = \text{affordable monthly payment}$$

$$\text{Affordable monthly payment} - \text{utility allowance} = \text{affordable rent}$$

Appendix B
Commute Time/Distance

The DRI subcommittee concluded that the ten mile/twenty minute housing supply area currently in use is adequate. The issues raised by the subcommittee were travel time and cost. These issues are addressed below.

Travel Time: According to FDOT and the MPO, the average commute for the O-S-O MSA is 19.48 minutes. The commutes for the other MSAs and counties in the region are comparable to this figure. The travel time of 20 minutes used for the housing supply area seems reasonable given this average for the MSAs and counties in the region.

Travel Cost: Department of Community Affairs (DCA) staff conducted research using IRS data to estimate an average commuting cost of \$10 per month per mile. Therefore, an employee who has a ten mile trip to work would spend \$100.00 per month on work-related travel costs.

According to a sample budget from the U.S. Department of Labor, transportation costs including a car payment, auto insurance and travel costs average less than 20% of a typical household's budget. If a car payment is estimated to be \$150 per month and auto insurance costs estimated at \$50 per month, the total transportation costs (taking into account only work-related trips, which are just a percentage of total trips for the average household) would be \$300.

Of all the counties and MSAs in the region, the O-S-O MSA has the highest median income, estimated at \$38,900 for 1991. The median for very low income households is \$19,450. Twenty percent of \$19,450 is \$3,890, or \$324 per month. Thus, the most a very low income household in the region should pay for transportation costs is \$324 per month. Therefore, a commute of ten miles is reasonable from a cost standpoint.

Reasonably accessible distance and commute times are calculated on the present roadway network and the roadway network projected to be in place at the time of the impacts of development. Where possible, estimated commute times should be calculated using the Traffic Analysis Zones (TAZs) commute times in the applicable Metropolitan Planning Organization transportation model. These times will represent the commute time from the TAZ in which the development is located to all other TAZs for which the commute time is twenty minutes or less.

In cases where the TAZ commute times are unavailable, the commute times may be calculated and plotted as isopleths on the maps of the present roadway network. Commute times should be calculated for peak hour traffic; however, allowances may be made for employee

peak driving times in relation to the regional roadway network and peak hour traffic patterns, provided that the modification is adequately justified.

Driving distance should be calculated as actual driving distance from the boundary of the development to the housing unit and projected actual driving distance and not as a straight radius from the center of the project or its boundaries.

Appendix C
Double Counting of Housing Units

Double counting of housing units: If the DRI has a housing supply area that overlaps the housing supply area of another DRI so that more than 30% of the housing in the two housing areas combined is contained in the overlapping area, then the applicant should not count any housing units for sale that have been counted in a housing supply study conducted previously by the other DRI (i.e., housing units in the area of overlap). The Planning Council will provide a list of DRIs that have counted housing units within the ten mile/twenty minute commute of the DRI in question. The applicant conducting the housing supply study should determine the number of housing units contained within any such areas and subtract them from their housing supply calculations.

Housing units counted by a DRI to meet the demand for affordable housing generated by that DRI shall be eliminated from any further counting for a period not to exceed five years from the issuance of a development order for that DRI.

Appendix D
Maximum Caps for Housing Types

Because smaller housing units tend to be less expensive, it is possible that housing supply inventories will contain disproportionate numbers of smaller housing units (such as efficiencies) because they meet the affordability criteria. In order to ascertain that the housing available within the supply area is adequate to meet the needs of households of various sizes, maximum caps have been identified according to the size of housing units. These caps were based on persons per household for each county as identified in the 1990 Census. According to the Census, the definition of overcrowded is more than one person per room (excluding kitchens and bathrooms). Therefore, efficiencies can house a maximum of one person, and one-bedroom apartments a maximum of three persons. The caps are identified below for each County.

County	Eff.	1 BR.	Combined Total*
Brevard	24%	57%	81%
Lake	24%	59%	83%
Orange	24%	53%	77%
Osceola	19%	55%	74%
Seminole	21%	53%	74%
Volusia	26%	56%	82%

- * In the combined total, the percentage of efficiencies cannot be exceeded.

Table 1
Median Incomes and Income Limits of Households

MSA or County	Median Income*	Very Low (<50%)	Low (50-80%)	Moderate (80-120%)
O-S-O**	\$38,900	< \$19,450	\$19,450 - \$31,100	\$31,100 - \$46,680
DB***	\$31,000	< \$15,500	\$15,500 - \$24,800	\$24,800 - \$37,200
M-T-PB ****	\$38,000	< \$19,000	\$19,000 - \$30,400	\$30,400 - \$45,600
Lake Co.	\$29,100	< \$14,550	\$14,550 - \$23,300	\$23,300 - \$34,920

- * 1991 dollars.
- ** Orange - Seminole - Osceola counties
- *** Daytona Beach MSA
- **** Melbourne - Titusville - Palm Bay MSA

Table 2
Percent of Heads of Household by Income Level

	Very Low	Low	Moderate
Brevard	35.6%	67.5%	85.2%
O-S-O	21.7%	59.5%	81.5%
Volusia	40.5%	66.7%	76.2%
Lake			

Table 3
Percentage of Single and Multi-worker Families

	% Single Worker	% Multi Worker
Brevard	39.6	60.4
O-S-O	36.6	63.4
Volusia	42.5	57.5
Lake		

Table 4
Percent Additional Income for Multi-worker Families

Brevard	42.7%
O-S-O	58.3%
Volusia	51.9%
Lake	

The source for all of these tables is the 1980 Census. The 1990 Census numbers are due out at any time, and these tables will be updated at that time.

Table 5
HUD Utility Allowances

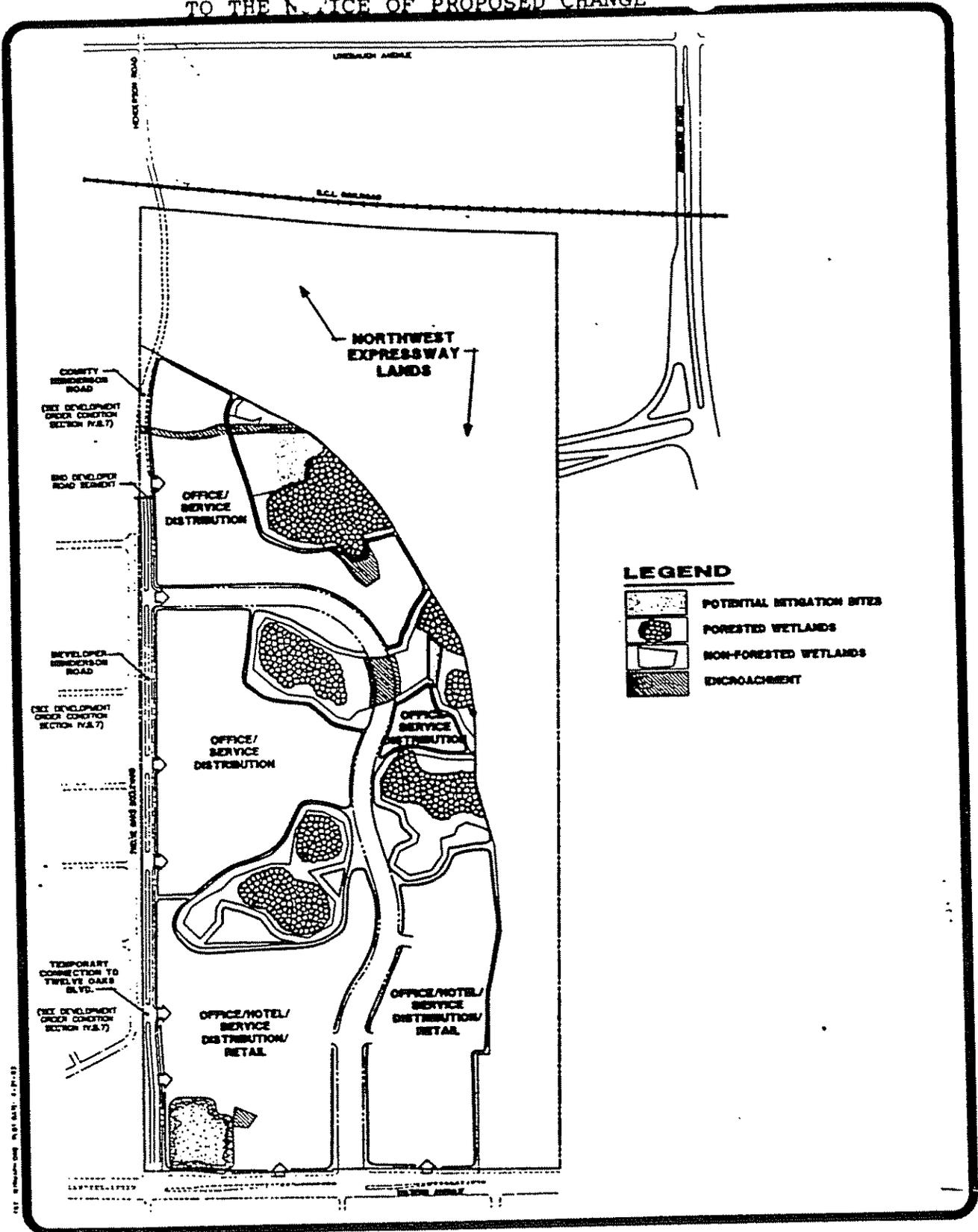
HUD utility allowances are as follows:

These allowances assume all-electric dwelling units that do not pay water, sewer or trash collection charges. The sheet handed out at the January 7 meeting has allowances for gas and oil costs, as well as sewer, water and trash collection.

	<u>Eff.</u>	<u>1 BR</u>	<u>2 BR</u>	<u>3 BR</u>	<u>4 BR</u>
Heating	\$ 6.50	\$ 9.10	\$11.70	\$14.30	\$18.20
Air Cond.	7.55	10.55	13.60	16.60	21.15
Cooking	4.25	6.00	7.70	9.40	11.95
Water Heating	12.80	17.90	23.05	28.15	35.80
Other Electric	12.85	17.30	22.25	27.20	34.65
	-----	-----	-----	-----	-----
TOTAL (Heat)	\$36.40	\$50.30	\$64.70	\$79.05	\$100.60
TOTAL (A/C)	\$37.45	\$51.75	\$66.60	\$81.35	\$103.55
TOTAL (averaged and rounded)	\$37.00	\$51.00	\$66.00	\$80.00	\$102.00

Source: HUD.

EXHIBIT "B"
TO THE NOTICE OF PROPOSED CHANGE



TowerMarc Corporation

Waters Avenue

MASTER PLAN

DAMES & MOORE
MacFarlane Ferguson

MAP H

EXHIBIT "C"
TO THE NOTICE OF PROPOSED CHANGE

RESOLUTION NO. _____

RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA
AMENDING DRI #196 DEVELOPMENT ORDER
FOR TOWERMARC WATERS AVENUE PROJECT

Upon motion of Commissioner _____, seconded by Commissioners _____, the following Resolution was adopted on this _____ day of _____, 1993, by a vote of _____ to _____ Commissioner(s) _____ voting "No".

WHEREAS on August 22, 1989, the Board of County Commissioners approved a Development Order, Resolution No. R89-203, for the TowerMarc Waters Avenue Project Development of Regional Impact ("DRI") #196 (hereinafter referred to as the "Original Development Order") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on December 20, 1989, the Board of County Commissioners approved an amendment to the Original Development Order, Resolution No. R89-0309 (hereinafter referred to as the "First Amendment"), which restated and amended the Original Development Order by revising the transportation mitigation provisions in the Original Development Order; and

WHEREAS, on March 9, 1993, the Board of County Commissioners approved an amendment to the Original Development Order, as amended by the First Amendment, Resolution No. R93-0057 (hereinafter referred to as the "Second Amendment") (hereinafter the Original Development Order, First Amendment, and Second Amendment are collectively referred to as the "Development Order"), which extended the Phase I build-out and Phase I commencement of development dates by four (4) years, eleven (11) months and fifteen (15) days; and

WHEREAS, on May 3, 1993, TowerMarc Corporation, a Delaware corporation, filed a Notification of Proposed Change to a Previously Approved Development of Regional Impact ("DRI") Subsection 380.06(19), Florida Statutes, for the TowerMarc Waters Avenue Project DRI ("Notice of Change") in accordance with Subsection 380.06(19), Florida Statutes; and

WHEREAS, the Notice of Change proposed a modification to the Land Use Trade-Off Mechanism set forth on Exhibit "C" to the Development Order to allow for conversion of up to 380,000 square feet of retail uses, to incorporate a revised master site plan to show the deletion of land that was taken for the Northwest Expressway and to depict certain refinements to the layout of the development site, and to incorporate a revised legal description; and

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

1. The following findings of fact are made:

a. TowerMarc Corporation (the "Developer") submitted the Notice of Change to Hillsborough County, the Tampa Bay Regional Planning Council, and all affected agencies, which Notice of Change is attached hereto as Exhibit 1 and incorporated herein, which proposes a modification to the Land Use Trade-Off Mechanism set forth on Exhibit "C" to the Development Order to allow for conversion of up to 380,000 square feet of retail uses, revises the master site plan as depicted on Revised Map H dated April 1993 to show the deletion of land that was taken for the Northwest Expressway and to depict certain refinements to the layout of the development site, and to incorporate a revised legal description for the project, all as more particularly described in the Notice of Change (the "Proposed Changes"); and

b. The Proposed Changes do not create additional impacts to the previously approved Development nor do they create any type of regional impact not previously reviewed by the regional planning agency and are therefore not a substantial deviation pursuant to Section 380.06(19), Florida Statutes.

c. All statutory procedures have been adhered to.

d. The findings of fact and conclusions of law made in the Development Order are incorporated herein by reference.

2. The Development Order is hereby amended to allow for conversion of up to 380,000 square feet of retail uses, to incorporate a revised master site plan showing the deletion of land that was taken for the Northwest Expressway and depicting certain refinements to the layout of the development site, and to incorporate a revised legal description. Accordingly, the Development Order is amended to incorporate the Notice of Change and as follows:

a. Section I.A of the Development Order is hereby amended to refer to Revised Map H dated April 1993 attached hereto as Exhibit 2, in lieu of Revised Map H and Revised Map H dated October 16, 1989.

b. Section I.B. of the Development Order is hereby amended to refer to the legal description attached hereto as Exhibit 3, in lieu of the legal description set forth in Composite Exhibit "A" to the Development Order.

c. Section III.B. of the Development Order is hereby amended to refer to the legal description attached hereto as Exhibit 3, in lieu of the legal description set forth in Composite Exhibit "A" to the Development Order.

- d. Section IV.B.3. of the Development Order is hereby amended to refer to Revised Map H dated April 1993 attached hereto as Exhibit 2, in lieu of Revised Map H dated October 16, 1989.
- e. Section IV.L.6. of the Development Order is hereby amended to refer to the Revised Exhibit "C", Land Use Trade-Off Mechanism, attached hereto as Exhibit 4, in lieu of the Land Use Trade-Off Mechanism for Phase I set forth in Exhibit "C" of the Development Order.

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

6. The Developer's Certification, attached hereto as Exhibit 5, affirms that a copy of the Notice of Change has been delivered to all persons as required by law.

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

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

9. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and other recipients specified by statute or rule.

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk to 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 _____, as the same appears of record in Minute Book _____ of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this _____ day of _____, 1993.

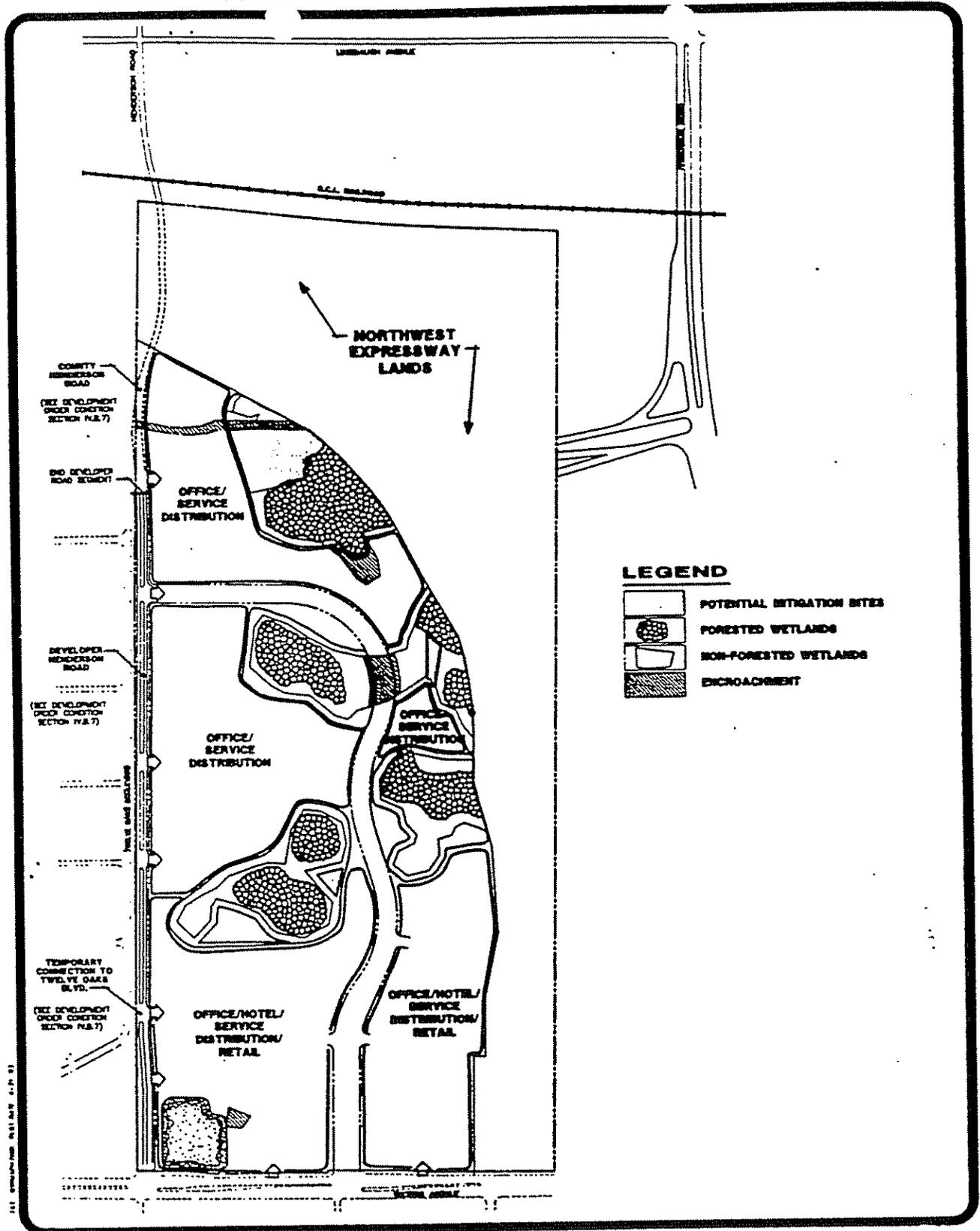
RICHARD AKE, CLERK

APPROVED BY COUNTY ATTORNEY:

By: _____

By: _____
Deputy Clerk

EXHIBIT 2
TO THE AMENDED DEVELOPMENT ORDER



TowerMarc Corporation

DAMES & MOORE
MacFarlane Ferguson

Waters Avenue

MASTER PLAN



MAP H

DATE: 08/11/00
BY: JLF

1/2" = 1'

DESCRIPTION:

A tract of land lying in Section 19, Township 28 South, Range 18 East, Hillsborough County, Florida; being more particularly described as follows:

Commence at the Southwest corner of said Section 19, run thence N.00°03'24"W., along the West boundary line of said Section 19, a distance of 92.98 feet for a Point of Beginning; thence continue N.00°03'24"W., a distance of 2585.57 feet; thence N.00°03'06"W., a distance of 1247.97 feet to the Southerly right of way of Northwest Hillsborough Expressway; thence along said Southerly and Westerly right of way the following thirteen (13) courses: (1) S.74°21'41"E., a distance of 165.69 feet; (2) S.62°25'36"E., a distance of 731.59 feet to the beginning of a curve; (3) 522.37 feet along the arc of a curve to the right, said curve having a radius of 1804.86 feet, a central angle of 16°34'58", and a chord of 520.55 feet which bears S.42°42'19"E.; (4) S.28°29'24"E., a distance of 335.07 feet; (5) S.31°13'22"E., a distance of 323.42 feet to the beginning of a curve; (6) 481.20 feet along the arc of a curve to right, said curve having a radius of 1674.86 feet, a central angle of 16°27'42", and a chord of 479.55 feet which bears S.08°34'59"E.; (7) S.00°21'08"E., a distance of 201.28 feet; (8) S.15°43'43"E., a distance of 311.14 feet; (9) S.04°17'07"E., a distance of 400.94 feet; (10) S.10°57'27"W., a distance of 305.94 feet; (11) S.00°21'08"E., a distance of 275.00 feet; (12) S.89°38'52"W., a distance of 55.00 feet; (13) S.00°21'08"E., a distance of 543.28 feet to the Northerly right of way of Waters Avenue; thence along said Northerly right of way line the following twelve courses: (1) 134.15 feet along the arc of a curve to the left, said curve having a radius of 7698.94 feet, a central angle of 00°59'54", and a chord of 134.15 feet which bears S.89°04'28"W.; (2) N.87°43'37"W., a distance of 210.00 feet; (3) 140.00 feet along the arc of a curve to the right, said curve having a radius of 7564.19 feet, a central angle of 01°03'38", and a chord of 140.00 feet which bears S.89°33'16"W.; (4) S.89°42'36"W., a distance of 195.04 feet; (5) S.00°17'24"E., a distance of 12.00 feet; (6) S.89°42'36"W., a distance of 169.46 feet; (7) S.88°26'11"W., a distance of 307.24 feet; (8) N.00°42'16"E., a distance of 12.40 feet; (9) 29.97 feet along the arc of a curve to the right, said curve having a radius of 77562.83 feet, a central angle of 00°01'20", and a chord of 29.97 feet which bears S.89°47'43"W.; (10) S.00°41'02"W., a distance of 13.00 feet; (11) N.85°02'02"W., a distance of 145.13 feet; (12) N.89°24'46"W., a distance of 233.82 feet to the Point of Beginning; containing 121.247 acres, more or less.



EXHIBIT 4
TO THE AMENDED DEVELOPMENT ORDER
REVISED EXHIBIT "C"

LAND USE TRADE-OFF MECHANISM

The Developer shall be permitted to trade-off a portion of two or more of the approved land uses for this Development where the change does not increase the external P.M. peak hour traffic for Phase I of the development. The Developer shall complete the formula set forth below and submit same to the County. The formula will demonstrate whether or not the change in the relative amounts of approved land uses will create additional external P.M. peak hour traffic beyond that approved for Phase I. If the formula establishes that a proposed conversion will result in the same or fewer external P.M. peak hour trips, then the Developer shall be permitted to implement said conversion. In no event shall the trade-off mechanism be used to yield less than 12,000 or more than 380,000 square feet of GLA of Commercial land use or less than 100 or more than 400 Hotel rooms.

	TRIP GENERATION ①	INTERNAL CAPTURE ②
1913 PM PK HR TRIPS ≥	(ITE TRIP GENERATION FOR PM PK HR BY L.U.)	(THE LESSER OF OFFICE/SERVICE CTR. PM PK HR TRIPS X .10 OR COMMERCIAL PM PK HR TRIPS X .85)
	PASSER-BY CAPTURE ③	MODE SPLIT ④
	(COMMERCIAL PM PK HR TRIPS - 2 X .15)	(OFFICE/SERVICE CTR. P.M. PK HR TRIPS * 0.31 + COMMERCIAL P.M. PK HR TRIPS - (②+③) * 0.65)

External p.m. peak hour project traffic ≥ (p.m. peak hour trip generation¹) - (Internal capture²) - (passer-by capture³) - (transit mode split⁴)

- 1 P.M. peak hour trip generation - based on the most current edition of the Institute of Transportation Engineers Trip Generation Report for the appropriate size and land use categories.
- 2 Internal capture - based on trip capture between office/service center and commercial land uses. The capture amount shall be 10.0 percent of the office/service center trip generation or 85.0 percent of the commercial trip generation which ever is the lesser.
- 3 Passer-by capture - for commercial trip generation shall be 15.0 percent of the trips not captured on site.
- 4 Transit mode split shall be 5.6 percent of the commercial trips and 3.1 percent of the office/service center trips.

EXHIBIT 5
TO THE 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 acknowledgements, personally appeared David M. Mechanik, authorized agent for TowerMarc Corporation, the applicant of the Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI) Subsection 380.06(19), Florida Statutes, for the Waters Avenue Project DRI #196 ("Notice of Change"), to me well known, who being by me first duly sworn, says upon oath as stated below:

1. TowerMarc Corporation filed the Notice of Change on May 3, 1993.
2. The Notice of Change was filed with all persons as required by law.

David M. Mechanik
Authorized Agent for
TowerMarc Corporation

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this ___ day of _____, 1993, by David M. Mechanik, Authorized Agent for TowerMarc Corporation, a Delaware corporation, on behalf of the corporation. He is personally known to me or has produced a Florida Driver License as identification and did take an oath.

Notary Public

Notary Stamp:

DESCRIPTION:

A tract of land lying in Section 19, Township 28 South, Range 18 East, Hillsborough County, Florida; being more particularly described as follows:

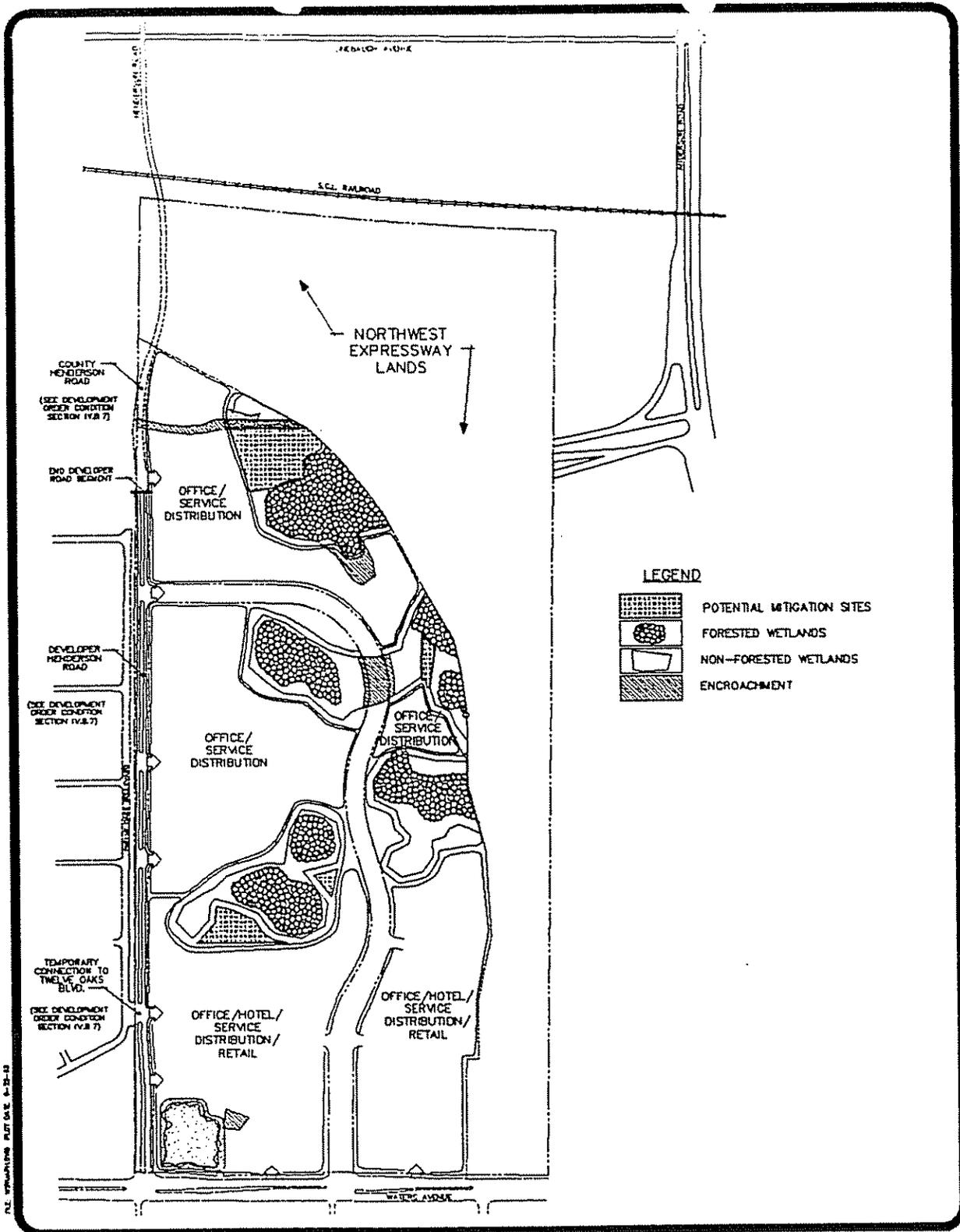
Commence at the Southwest corner of said Section 19, run thence N.00°03'24"W., along the West boundary line of said Section 19, a distance of 92.98 feet for a Point of Beginning; thence continue N.00°03'24"W., a distance of 2585.57 feet; thence N.00°03'06"W., a distance of 1247.97 feet to the Southerly right of way of Northwest Hillsborough Expressway; thence along said Southerly and Westerly right of way the following thirteen (13) courses: (1) S.74°21'41"E., a distance of 165.69 feet; (2) S.62°25'36"E., a distance of 731.59 feet to the beginning of a curve; (3) 522.37 feet along the arc of a curve to the right, said curve having a radius of 1804.86 feet, a central angle of 16°34'58", and a chord of 520.55 feet which bears S.42°42'19"E.; (4) S.28°29'24"E., a distance of 335.07 feet; (5) S.31°13'22"E., a distance of 323.42 feet to the beginning of a curve; (6) 481.20 feet along the arc of a curve to right, said curve having a radius of 1674.86 feet, a central angle of 16°27'42", and a chord of 479.55 feet which bears S.08°34'59"E.; (7) S.00°21'08"E., a distance of 201.28 feet; (8) S.15°43'43"E., a distance of 311.14 feet; (9) S.04°17'07"E., a distance of 400.94 feet; (10) S.10°57'27"W., a distance of 305.94 feet; (11) S.00°21'08"E., a distance of 275.00 feet; (12) S.89°38'52"W., a distance of 55.00 feet; (13) S.00°21'08"E., a distance of 543.28 feet to the Northerly right of way of Waters Avenue; thence along said Northerly right of way line the following twelve courses: (1) 134.15 feet along the arc of a curve to the left, said curve having a radius of 7698.94 feet, a central angle of 00°59'54", and a chord of 134.15 feet which bears S.89°04'28"W.; (2) N.87°43'37"W., a distance of 210.00 feet; (3) 140.00 feet along the arc of a curve to the right, said curve having a radius of 7564.19 feet, a central angle of 01°03'38", and a chord of 140.00 feet which bears S.89°33'16"W.; (4) S.89°42'36"W., a distance of 195.04 feet; (5) S.00°17'24"E., a distance of 12.00 feet; (6) S.89°42'36"W., a distance of 169.46 feet; (7) S.88°26'11"W., a distance of 307.24 feet; (8) N.00°42'16"E., a distance of 12.40 feet; (9) 29.97 feet along the arc of a curve to the right, said curve having a radius of 77562.83 feet, a central angle of 00°01'20", and a chord of 29.97 feet which bears S.89°47'43"W.; (10) S.00°41'02"W., a distance of 13.00 feet; (11) N.85°02'02"W., a distance of 145.13 feet; (12) N.89°24'46"W., a distance of 233.82 feet to the Point of Beginning; containing 121.247 acres, more or less.



DAMES & MOORE

CIVIL ENGINEERING/WATER RESOURCES/WASTE MANAGEMENT
ENVIRONMENTAL SERVICES/GEOTECHNICAL ENGINEERING/
PLANNING/LANDSCAPE ARCHITECTURE

APRIL 1993



TowerMarc Corporation

DAMES & MOORE
MacFarlane Ferguson

Waters Avenue

MASTER PLAN



MAP H

DATE: 11/16/03
 REVISION: 1/28/04
 REVISION: 4/26/04
 REVISION: 2/23/05

DESCRIPTION:

A tract of land lying in Section 19, Township 28 South, Range 18 East, Hillsborough County, Florida; being more particularly described as follows:

Commence at the Southwest corner of said Section 19, run thence N.00°03'24"W., along the West boundary line of said Section 19, a distance of 92.98 feet for a Point of Beginning; thence continue N.00°03'24"W., a distance of 2585.57 feet; thence N.00°03'06"W., a distance of 1247.97 feet to the Southerly right of way of Northwest Hillsborough Expressway; thence along said Southerly and Westerly right of way the following thirteen (13) courses: (1) S.74°21'41"E., a distance of 165.69 feet; (2) S.62°25'36"E., a distance of 731.59 feet to the beginning of a curve; (3) 522.37 feet along the arc of a curve to the right, said curve having a radius of 1804.86 feet, a central angle of 16°34'58", and a chord of 520.55 feet which bears S.42°42'19"E.; (4) S.28°29'24"E., a distance of 335.07 feet; (5) S.31°13'22"E., a distance of 323.42 feet to the beginning of a curve; (6) 481.20 feet along the arc of a curve to right, said curve having a radius of 1674.86 feet, a central angle of 16°27'42", and a chord of 479.55 feet which bears S.08°34'59"E.; (7) S.00°21'08"E., a distance of 201.28 feet; (8) S.15°43'43"E., a distance of 311.14 feet; (9) S.04°17'07"E., a distance of 400.94 feet; (10) S.10°57'27"W., a distance of 305.94 feet; (11) S.00°21'08"E., a distance of 275.00 feet; (12) S.89°38'52"W., a distance of 55.00 feet; (13) S.00°21'08"E., a distance of 543.28 feet to the Northerly right of way of Waters Avenue; thence along said Northerly right of way line the following twelve courses: (1) 134.15 feet along the arc of a curve to the left, said curve having a radius of 7698.94 feet, a central angle of 00°59'54", and a chord of 134.15 feet which bears S.89°04'28"W.; (2) N.87°43'37"W., a distance of 210.00 feet; (3) 140.00 feet along the arc of a curve to the right, said curve having a radius of 7564.19 feet, a central angle of 01°03'38", and a chord of 140.00 feet which bears S.89°33'16"W.; (4) S.89°42'36"W., a distance of 195.04 feet; (5) S.00°17'24"E., a distance of 12.00 feet; (6) S.89°42'36"W., a distance of 169.46 feet; (7) S.88°26'11"W., a distance of 307.24 feet; (8) N.00°42'16"E., a distance of 12.40 feet; (9) 29.97 feet along the arc of a curve to the right, said curve having a radius of 77562.83 feet, a central angle of 00°01'20", and a chord of 29.97 feet which bears S.89°47'43"W.; (10) S.00°41'02"W., a distance of 13.00 feet; (11) N.85°02'02"W., a distance of 145.13 feet; (12) N.89°24'46"W., a distance of 233.82 feet to the Point of Beginning; containing 121.247 acres, more or less.



DAMES & MOORE

CIVIL ENGINEERING/WATER RESOURCES/WASTE MANAGEMENT
 ENVIRONMENTAL SERVICES/GEOTECHNICAL ENGINEERING/
 PLANNING/LANDSCAPE ARCHITECTURE
 ONE NORTH DALE MABRY - SUITE 200

APRIL 1993

EXHIBIT 4
TO THE AMENDED DEVELOPMENT ORDER

REVISED EXHIBIT "C"

LAND USE TRADE-OFF MECHANISM

The Developer shall be permitted to trade-off a portion of two or more of the approved land uses for this Development where the change does not increase the external P.M. peak hour traffic for Phase I of the development. The Developer shall complete the formula set forth below and submit same to the County. The formula will demonstrate whether or not the change in the relative amounts of approved land uses will create additional external P.M. peak hour traffic beyond that approved for Phase I. If the formula establishes that a proposed conversion will result in the same or fewer external P.M. peak hour trips, then the Developer shall be permitted to implement said conversion. In no event shall the trade-off mechanism be used to yield less than 12,000 or more than 295,000 square feet of GLA of Commercial land use or more than 400 Hotel rooms.

	TRIP GENERATION ①	INTERNAL CAPTURE ②
EXTERNAL PM PK HR TRIPS FOR APPROVED LAND USE MIX*	≥ (ITE TRIP GENERATION FOR PM PK HR BY L.U.)	- OFFICE/SERVICE CTR. PM PK HR TRIPS X .10
	PASSER-BY CAPTURE ③	MODE SPLIT ④
	- (COMMERCIAL PM PK HR TRIPS - ② X .15)	- ((OFFICE/SERVICE CTR. P.M. PK HR TRIPS - ②) * .031 + (COMMERCIAL P.M. PK HR TRIPS - (②+③)) * .056)

External p.m. peak hour project traffic of approved land use mix ≥ (p.m. peak hour trip generation of proposed land use mix') - (internal capture') - (passer-by capture') - (transit mode split')

- ① P.M. peak hour trip generation of proposed land use mix based on the most current edition of the Institute of Transportation Engineers Trip Generation Report for the appropriate size and land use categories.
- ② Internal capture - based on trip capture between office/service center and commercial land uses. The capture amount shall be 10.0 percent of the office/service center trip generation.
- ③ Passer-by capture - for commercial trip generation shall be 15.0 percent of the trips not captured on site.
- ④ Transit mode split shall be 5.6 percent of the noncaptured commercial trips and 3.1 percent of the office/service center noncaptured trips.

*Based on the most current edition of the ITE Trip Generation Report for applicable land use mix.

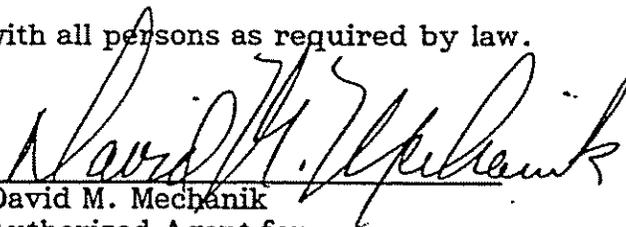
EXHIBIT 5
TO THE AMENDED DEVELOPMENT ORDER

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 acknowledgements, personally appeared David M. Mechanik, authorized agent for TowerMarc Corporation, the applicant of the Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI) Subsection 380.06(19), Florida Statutes, for the Waters Avenue Project DRI #196 ("Notice of Change"), to me well known, who being by me first duly sworn, says upon oath as stated below:

1. TowerMarc Corporation filed the Notice of Change on May 3, 1993.
2. The Notice of Change was filed with all persons as required by law.


David M. Mechanik
Authorized Agent for
TowerMarc Corporation

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23RD day of SEPTEMBER 1993, by David M. Mechanik, Authorized Agent for TowerMarc Corporation, a Delaware corporation, on behalf of the corporation. He is personally known to me or has produced a Florida Driver License as identification and did take an oath.

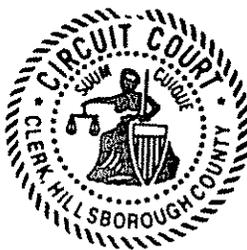

Notary Public

Notary Stamp:



"OFFICIAL SEAL"
Aileen A. Zuker
My Commission Expires 2/17/97
Commission #CC 260276

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

March 26, 1993

SUZANNE COOPER DRI COORDINATOR
TAMPA BAY REGIONAL PLANNING COUNCIL
9455 KOGER BOULEVARD
SUITE 219
ST PETERSBURG FL 33702

Re: Resolution No. R93-0057 - Amending the Development Order for TowerMarc
Waters Avenue Project (DRI #196)

Dear Ms. Cooper:

Attached is a certified copy of referenced resolution, which was adopted
by the Hillsborough County Board of County Commissioners on March 9, 1993.

We are providing this copy for your files.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

*mailed(rendered) 3/29/93
received 3/31/93*

By: *Linda Fryman*
Linda Fryman
Manager, BOCC Records

LF:ADF
Attachment
Certified Mail

cc: Board files (1 orig.)
J. Thomas Beck, Florida Department of Community Affairs
Gordon Schiff, Esquire, MacFarlane Ferguson
John D. Wall, Chief 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. R93-0057 Amending the Development Order for
TowerMarc Waters Avenue Project (DRI #196)

approved by the Board in its _____ regular meeting
of _____ March 9 _____, 1993, as the same
appears of record in MINUTE BOOK _____ 202 _____ of the
Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 26th
day of _____ March _____, 1993.

RICHARD AKE, CLERK

By: Richard Lyman
Deputy Clerk

RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA
AMENDING DRI #196 DEVELOPMENT ORDER
FOR TOWERMARC WATERS AVENUE PROJECT

Upon motion of Commissioner Joe Chillura, Jr., seconded by Commissioner Phyllis Busansky, the following Resolution was adopted on this 9th day of March, 1993, by a vote of 6 to 0 Commissioner(s) _____ voting "No".

WHEREAS, on August 22, 1989, the Board of County Commissioners approved a Development Order, Resolution No. R89-203, for the TowerMarc Waters Avenue Project Development of Regional Impact (DRI) #196 pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on December 20, 1989, the Board of County Commissioners approved an amendment to the Development Order, Resolution No. R89-0309, which restated and amended the original Development Order by revising the transportation mitigation provisions in the Development Order (hereinafter referred to as the "Development Order"); and

WHEREAS, on December 2, 1992, TowerMarc Corporation, a Florida corporation, filed a Notification of a Proposed Change to a Previously Approved Development of Regional Impact ("DRI") Subsection 380.06(19), Florida Statutes, for the TowerMarc Waters Avenue Project DRI ("Notice of Change") in accordance with Subsection 380.06(19), Florida Statutes; and

WHEREAS, the Notice of Change proposed to extend the date of buildout of Phase I of the TowerMarc Waters Avenue Project DRI by four (4) years, eleven (11) months and fifteen (15) days, and to extend the deadline for commencement of development of Phase I by four (4) years, eleven (11) months and fifteen (15) days; and

WHEREAS, Subsection 380.06(19)(e)2., Florida Statutes, provides that a proposed change which involves an extension of the dates of commencement and buildout of a development, or any phase thereof, by less than five (5) years is not a substantial deviation and is not subject to a public hearing pursuant to Subsection 380.06(19)(f)3., Florida Statutes, or a determination pursuant to Subsection 380.06(19)(f)5., Florida Statutes; and

WHEREAS, the State of Florida Department of Community Affairs and the Tampa Bay Regional Planning Council have required that this amendment to the Development Order reflect that the County has elected to proceed with the design and construction of the Required Improvement pursuant to Section IV.B.3 of the Development Order, and to reflect that the County wishes to extend the schedule for the Required Improvement because the design and construction of the Required Improvement is part of the design and construction of additional segment(s) of Linebaugh Avenue also in accordance with that section; and

WHEREAS, on January 26, 1993 and February 5, 1993, information was submitted by the Developer to demonstrate that there will be no adverse impact resulting from the extension of the schedule for design and construction of the Required Improvement, copies of which submittals are attached hereto as Composite

Exhibit 4.

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

1. The following findings of fact are made:

a. TowerMarc Corporation (the "Developer") submitted to Hillsborough County the Notice of Change, which is attached hereto as Exhibit 1 and incorporated herein, which requested an extension of the date of buildout of Phase I of the TowerMarc Waters Avenue Project DRI by four (4) years, eleven (11) months and fifteen (15) days, and an extension of the deadline for commencement of development of Phase I, as set forth in Subsection IV.A.5. of the Development Order, by four (4) years, eleven (11) months and fifteen (15) days (the "Proposed Change").

b. The information submitted by the Developer as set forth on Composite Exhibit 4 establishes that no adverse impact will occur from the extension of the schedule for design and construction of the Required Improvement, i.e., LOS D peak hour will be maintained.

c. The proposed changes are not a substantial deviation pursuant to Section 380.06(19).

d. All statutory procedures have been adhered to.

e. The findings of fact and conclusions of law made in the Development Order are incorporated herein by reference.

2. The Development Order is hereby amended to extend the date of buildout of Phase I of the TowerMarc Waters Avenue Project DRI by four (4) years, eleven (11) months and fifteen (15) days, to December 16, 2000, and to extend the deadline for commencement of development of Phase I by a period of four (4) years, eleven (11) months and fifteen (15) days, to December 24, 1997. Accordingly, the Development Order is amended to incorporate the Revised Phasing Schedule, attached hereto as Exhibit 2, which reflects the extension of the date of buildout of Phase I of the TowerMarc Waters Avenue Project DRI.

3. Section IV.A.5. of the Development Order is hereby amended to extend the deadline for commencement of development of Phase I of the TowerMarc Waters Avenue Project DRI by a period of four (4) years, eleven (11) months and fifteen (15) days from the deadline for commencing physical development as defined in Section IV.A.5. of the Development Order, to December 24, 1997.

4. Section IV.B.3 of the Development Order is hereby amended to reflect that the County has elected to design and construct the Required Improvement and Section IV.B.6 is amended to reflect that the schedule for construction of the Required Improvement is modified so that the Required Improvement shall be completed by December 31, 1995, as contemplated in the Hillsborough County Capital Improvement Program (CIP).

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

6. The Developer's Certification, attached hereto as Exhibit 3, affirms that a copy of the Notice of Change has been delivered to all persons as required by law.

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

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

9. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and other recipients specified by statute or rule.

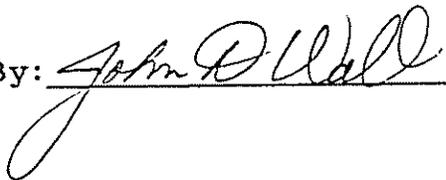
STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

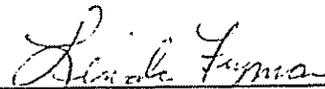
I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk to the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of March 9, 1993, as the same appears of record in Minute Book 202 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 26th day of March, 1993.

RICHARD AKE, CLERK

APPROVED BY COUNTY ATTORNEY:

By: 

By: 
Deputy Clerk

FORM RPM-BSP-PROPCHANGE-1

Effective Date
11/20/90

STATE OF FLORIDA
DEPARTMENT OF COMMUNITY AFFAIRS
DIVISION OF RESOURCE PLANNING AND MANAGEMENT
BUREAU OF STATE PLANNING
2740 Centerview Drive
Tallahassee, FL 32399
904/488-4925

NOTIFICATION OF A PROPOSED CHANGE TO A PREVIOUSLY APPROVED
DEVELOPMENT OF REGIONAL IMPACT (DRI)
SUBSECTION 380.06(19), FLORIDA STATUTES

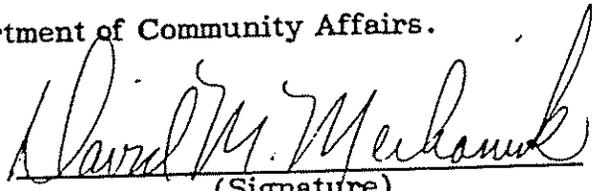
Subsection 380.06(19), Florida Statutes, requires that submittal of a proposed change to a previously approved DRI be made to the local government, the regional planning agency, and the state land planning agency according to this form.

1. I, David M. Mechanik, the undersigned authorized representative of TowerMarc Corporation, a Florida corporation, hereby give notice of (developer)

a proposed change to a previously approved Development of Regional Impact in accordance with Subsection 380.06(19), Florida Statutes. In support thereof, I submit the following information concerning the Waters Avenue Project (original & current project names) development, which information is true and correct to the best of my knowledge. I have submitted today, under separate cover, copies of this completed notification to Hillsborough County, to the Tampa Bay Regional Planning Council, and to (local government)

the Bureau of Resource Management, Department of Community Affairs.

December 2, 1992
(Date)


(Signature)
David M. Mechanik, Authorized Agent
for TowerMarc Corporation

2. Applicant (name, address, phone).

TowerMarc Corporation
c/o Eric Muller
1511 N. Westshore Boulevard
Suite 150
Tampa, Florida 33607
(813) 287-8855

3. Authorized Agent (name, address, phone).

David M. Mechanik, Esquire
Macfarlane Ferguson
2300 First Florida Tower
111 Madison Street
Tampa, FL 33602
(813) 273-4200

4. Location (City, County, Township/Range/Section) of approved DRI and proposed change.

Part of Section 19, Township 28 South, Range 18 East, Hillsborough County, Florida.

5. Provide a complete description of the proposed change. Include any proposed changes to the plan of development, phasing, additional lands, commencement date, build-out date, development order conditions and requirements, or in the representations contained in either the development order of the application for development approval.

Indicate such changes on the project master site plan, supplementing with other detailed maps, as appropriate. Additional information may be requested by the Department or any reviewing agency to clarify the nature of the change or the resulting impacts.

Pursuant to Subsection 380.06(19)(e)2., F.S., as amended by Chapter 92-129, Laws of Florida, the proposed change is to extend the date of buildout of Phase I of the Waters Avenue Project DRI by four (4) years, eleven (11) months and fifteen (15) days, and to extend the deadline for commencement of development of Phase I by four (4) years, eleven (11) months and fifteen (15) days. This Notice of Proposed Change does not propose a change to the pipeline mitigation procedure set forth in the adopted Development Order.

Subsection 380.06(19)(e)2., F.S., as amended, conclusively deems an extension(s) of the dates of commencement and buildout of a development or phase of a development by less than five (5) years not to be a substantial deviation or subject to a public hearing.

This Notice of Proposed Change does not propose a change which involves the project's master site plan.

6. Complete the attached Substantial Deviation Determination Chart for all land use types approved in the development. If no change is proposed or has occurred, please indicate no change.

No change in land use types or amounts is proposed. Accordingly, the Chart has been omitted as an attachment to this Notice of Proposed Change.

7. List all the dates and resolution numbers (or other appropriate identification numbers) of all modifications or amendments to the originally approved DRI development order that have been adopted by the local government, and provide a brief description of the previous changes (i.e., any information not already addressed in the Substantial Deviation Determination Chart). Has there been a change in local government jurisdiction for any portion of the development since the last approval or development order was issued? If so, has the annexing local government adopted a new DRI development order for the project?

The original DRI Development Order for the Waters Avenue Project DRI, Resolution No. R89-0203, was adopted by the Board of County Commissioners of Hillsborough County ("BOCC") on August 22, 1989. On October 11, 1989, the Tampa Bay Regional Planning Council ("TBRPC") filed an appeal of the Development Order, and on October 26, 1989, TowerMarc Corporation filed a Notification of a Proposed Change ("NOPC") which proposed a modification to the transportation mitigation provisions in the Development Order and included a revised transportation analysis for the development. Pursuant thereto, the BOCC adopted an amendment to the Development Order, Resolution No. R89-0309, on December 20, 1989, and it became effective on January 8, 1990. The amendment revised the terms of the transportation mitigation provisions.

There has been no change in local government jurisdiction for any portion of the development since the last approval or development order was issued.

8. Describe any lands purchased or optioned within 1/4 mile of the original DRI site subsequent to the original approval or issuance of the DRI development order. Identify such land, its size, intended use, and adjacent non-project land uses within 1/2 mile on a project master site plan or other map.

The Applicant has not purchased or optioned any lands within 1/4 mile of the original DRI site.

9. Indicate if the proposed change is less than 40% (cumulatively with other previous changes) of any of the criteria listed in Paragraph 380.06(19)(b), Florida Statutes.

The proposed changes are less than 40% (cumulatively with other previous changes) of any of the criteria listed in Subsection 380.06(19)(b), F.S.

- b. An updated legal description of the property, if any project acreage is/has been added or deleted to the previously approved plan of development;

Not applicable.

- c. A proposed amended development order deadline for commencing physical development of the proposed changes, if applicable;

The proposed amended development order deadline for commencing physical development of Phase I is December 24, 1997.

- d. A proposed amended development order termination date that reasonably reflects the time required to complete the development;

Not applicable.

- e. A proposed amended development order date until which the local government agrees that the changes to the DRI shall not be subject to down-zoning, unit density reduction, or intensity reduction, if applicable; and

Not applicable.

- f. Proposed amended development order specifications for the annual report, including the date of submission, contents, and parties to whom the report is submitted as specified in Subsection 9J-2.025(7), F.A.C.

Not applicable.

EXHIBIT "A"

RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA
AMENDING DRI #196 DEVELOPMENT ORDER
FOR TOWERMARC WATERS AVENUE PROJECT

Upon motion of Commissioner _____, seconded by
Commissioner _____, the following Resolution was
adopted on this _____ day of _____, 199__.

WHEREAS, on August 22, 1989, the Board of County Commissioners
approved a Development Order, Resolution No. R89-203, for the
TowerMarc Waters Avenue Project Development of Regional Impact
(DRI) #196 pursuant to the provisions of Section 380.06, Florida
Statutes; and

WHEREAS, on December 20, 1989, the Board of County
Commissioners approved an amendment to the Development Order,
Resolution No. R89-0309, which restated and amended the original
Development Order by revising the transportation mitigation
provisions in the Development Order (hereinafter referred to as the
"Development Order"); and

WHEREAS, on _____, TowerMarc Corporation, a
Florida corporation, filed a Notification of a Proposed Change to
a Previously Approved Development of Regional Impact ("DRI")
Subsection 380.06(19), Florida Statutes, for the TowerMarc Waters
Avenue Project DRI ("Notice of Change") in accordance with
Subsection 380.06(19), Florida Statutes; and

WHEREAS, the Notice of Change proposed to extend the date of
buildout of Phase I of the TowerMarc Waters Avenue Project DRI by
four (4) years, eleven (11) months and fifteen (15) days, and to
extend the deadline for commencement of development of Phase I by
four (4) years, eleven (11) months and fifteen (15) days; and

WHEREAS, Subsection 380.06(19)(e)2., Florida Statutes,
provides that a proposed change which involves an extension of the
dates of commencement and buildout of a development, or any phase
thereof, by less than five (5) years is not a substantial deviation
and is not subject to a public hearing pursuant to
Subsection 380.06(19)(f)3., Florida Statutes, or a determination
pursuant to Subsection 380.06(19)(f)5., Florida Statutes.

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

1. The following findings of fact are made:

a. TowerMarc Corporation (the "Developer") submitted to
Hillsborough County the Notice of Change, which is

attached hereto as Exhibit 1 and incorporated herein, which requested an extension of the date of buildout of Phase I of the TowerMarc Waters Avenue Project DRI by four (4) years, eleven (11) months and fifteen (15) days, and an extension of the deadline for commencement of development of Phase I, as set forth in Subsection IV.A.5. of the Development Order, by four (4) years, eleven (11) months and fifteen (15) days (the "Proposed Change").

b. In accordance with Subsection 380.06(19)(e)2., Florida Statutes, the Proposed Change is not a substantial deviation under the provisions of Subsection 380.06(19), Florida Statutes, and is not subject to a public hearing pursuant to Subparagraph 380.06(19)(f)3., Florida Statutes, or a determination pursuant to Subparagraph 380.06(19)(f)5., Florida Statutes.

c. All statutory procedures have been adhered to.

d. The findings of fact and conclusions of law made in the Development Order are incorporated herein by reference.

2. The Development Order is hereby amended to extend the date of buildout of Phase I of the TowerMarc Waters Avenue Project DRI by four (4) years, eleven (11) months and fifteen (15) days, and to extend the deadline for commencement of development of Phase I by a period of four (4) years, eleven (11) months and fifteen (15) days. Accordingly, the Development Order is amended to incorporate the Revised Phasing Schedule, attached hereto as Exhibit 2, which reflects the extension of the date of buildout of Phase I of the TowerMarc Waters Avenue Project DRI.

3. Section IV.A.5. of the Development Order is hereby amended to extend the deadline for commencement of development of Phase I of the TowerMarc Waters Avenue Project DRI by a period of four (4) years, eleven (11) months and fifteen (15) days from the deadline for commencing physical development as defined in Section IV.A.5. of the Development Order.

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

5. The Developer's Certification, attached hereto as Exhibit 3, affirms that a copy of the Notice of Change has been delivered to all persons as required by law.

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

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

8. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and other recipients specified by statute or rule.

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk to 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 _____, as the same appears of record in Minute Book _____ of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this _____ day of _____, 1992.

RICHARD AKE, CLERK

APPROVED BY COUNTY ATTORNEY:

By: _____

By: _____
Deputy Clerk

Exhibit 2

REVISED PHASING SCHEDULE

<u>Years</u>	<u>Office (sq.ft.)*</u>	<u>Commercial (sq.ft.)</u>	<u>Service Center</u>		<u>Hotel Rooms</u>
			<u>Office (Sq. Ft.)</u>	<u>Warehouse (Sq. Ft.)</u>	
Phase I (1989-2000)	767,000	30,000	391,950	211,050	--
Phase II (1996-2002)	963,000	40,000	550,550	296,450	250
TOTALS	1,730,000	70,000	942,500	507,500	250

* When square footage totals are referred to in this Development Order, said term shall mean "square feet of gross leaseable area." (Calculations for impacts of non-residential uses were based upon amount of gross leaseable area. Gross floor area of non-residential uses approved in this Development Order shall not exceed 1,816,500 sq. ft. for Office uses; 73,500 sq. ft. for Commercial uses; 989,125 sq. ft. for Service Center (Office) uses and 530,875 sq. ft. for Service Center (Warehouse) uses).

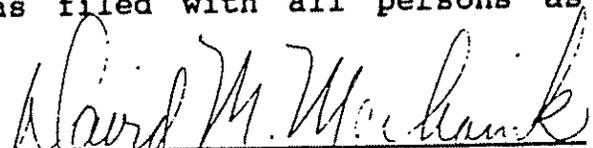
Exhibit 3

AFFIDAVIT

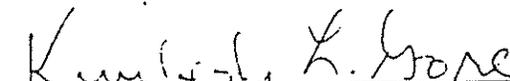
STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

I hereby certify that on this day before me, the undersigned notary public authorized in this State and County named above to administer oaths and take acknowledgements, personally appeared David M. Mechanik, authorized agent for TowerMarc Corporation, the applicant of the Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI) Subsection 380.06(19), Florida Statutes, for the Waters Avenue Project DRI #196 ("Notice of Change"), to me well known, who being by me first duly sworn, says upon oath as stated below:

1. TowerMarc Corporation filed the Notice of Change on December 2, 1992.
2. The Notice of Change was filed with all persons as required by law.


 David M. Mechanik
 Authorized Agent for
 TowerMarc Corporation

SWORN TO and subscribed before me
this 2 day of December, 1992.



 Notary Public, State at Large

Print Name: _____

My Commission Expires: _____

KIMBERLY L. GORE
 Notary Public, State of Florida
 My comm. expires Feb. 23, 1995
 No. CC079452

 **DAMES & MOORE**

ONE NORTH DALE MABRY HIGHWAY, SUITE 700, TAMPA, FLORIDA 33609
(813) 875-1115 FAX: (813) 874-7424

February 5, 1993

Mr. David Mechanik
Macfarlane Ferguson
111 E. Madison Street, Suite 2300
Tampa, Florida 33602

RE: TOWERMARC WATERS AVENUE LINERAUGH AVENUE
PIPELINE PROJECT

Dear Dave:

Pursuant to the referenced project, it is my understanding the DCA wants to know the current traffic volume on the Linebaugh Avenue pipeline project and if the updated background volume would cause a negative impact the pipeline project. In order to resolve this concern, the most recent available traffic count from Hillsborough County for 1991 was converted from daily traffic to PM peak hour directional traffic using K and D factors used in the 1989 NOPC. The 1991 peak hour directional volumes were used to adjust 1995 forecasted background traffic as documented on the attached table. The forecasted background volumes are reduced in both directions with the use of the updated counts. This confirms that the traffic analysis required for the NOPC was conservative and projected greater traffic volumes than have occurred. Therefore with updated traffic counts, the Linebaugh Avenue pipeline project is projected to operate at acceptable levels of service upon completion in 1995.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

DAMES & MOORE



James P. Hoster, AICP
Associate

Attachment

JH\MDC\MANILLTR\DDA\2-93

LINEBAUGH AVENUE
FROM
HENDERSON TO ANDERSON

1991 AADT = 13571
K = .09
D = .56

PH PEAK HOUR DIRECTION	1989 NOPC TRAFFIC ANALYSIS			I	1991 VOLUME	1995	
	1989 EVOL	1995 BVOL	ANNUAL GROWTH			ADJUSTED BVOL	DIFFERENCE
EASTBOUND	506	1,168	110	I	537	978	-190
WESTBOUND	691	1,613	154	I	684	1,299	-314

Note:

- * 1991 traffic count provided by Hillsborough County
- * NOPC tables for 1989 EVOL and 1995 BVOL are attached

TABLE 10-5. WS
09/13/89

TABLE 1 -5
TOWERHARC/WATERS AVE. ORI
PHASE I
BACKGROUND ROADWAY CONDITIONS

ROADWAY SEGMENTS			1995 BACKGROUND CONDITIONS					
ROADWAY	FROM	TO	BVOL	PK HR	PK HR	PK HR	PK HR	BVOL
			DAILY	NO/EB	SB/WB	LOS	LOS	TRIP ENOS
WATERS AVE	HARLEY	12 OAKS	32,700	1,236	1,707	C	C	43,810
	12 OAKS	SITE	46,700	1,765	2,438	D	E	62,570
	SITE	BENJAMIN	46,700	1,765	2,438	D	E	62,570
	BENJAMIN	ANDERSON	47,500	1,796	2,400	C	D	63,650
	ANDERSON	MANHATTAN	41,000	1,550	2,100	C	C	54,900
	MANHATTAN	DALE HARRY	46,000	1,739	2,401	C	D	61,600
	DALE HARRY	HINES	39,500	1,004	1,671	F	F	52,930
	HINES	ARRENIA	40,000	1,908	1,692	F	F	53,600
LINEBAUGH	SHELDON	WILSKY	12,700	400	663	C	C	17,010
	WILSKY	MENDERSON	20,000	1,050	1,462	F	F	37,520
	MENDERSON	ANDERSON	30,900	1,160	1,613	F	F	41,406
	ANDERSON	SUGARHILL	30,000	1,164	1,600	F	F	41,272
	SUGARHILL	GUNN	33,100	1,251	1,720	F	F	44,354
	GUNN	DALE HARRY	12,000	404	660	C	C	17,152
GUNN HWY	RACE TRACK	S. HOBLEY	17,000	807	643	E	C	22,700
	S. HOBLEY	EHRLICH	25,000	1,050	1,193	F	F	33,500
	EHRLICH	SHELDON	27,000	1,409	1,021	F	F	36,100
	SHELDON	MENDERSON	25,000	945	1,305	F	F	33,500
EHRLICH	ANDERSON	CASEY	24,000	907	1,253	D	F	32,160
HILLSBOROUGH	EISENHOWER	BENJAMIN	60,000	2,570	3,550	F	F	91,120
	ANDERSON	DALE HARRY	60,500	2,559	2,806	F	F	81,070
	DALE HARRY	HINES	53,000	2,520	2,242	F	F	71,020
	HINES	ARRENIA	42,100	1,970	1,819	F	F	56,414
MENDERSON	GUNN HWY	LINEBAUGH	9,900	517	374	D	D	13,266
	LINEBAUGH	SITE	11,400	595	431	F	D	15,276
	SITE	WATERS	11,400	595	431	F	D	15,276
ANDERSON	EHRLICH	GUNN	19,000	1,034	740	F	C	26,532
	GUNN	LINEBAUGH	20,000	1,044	756	C	C	26,000
	WATERS	SLIGH	25,000	1,305	945	C	C	33,500
	SLIGH	HILLSBOROUGH	25,000	1,347	975	C	C	34,572
SHELDON	WATERS	MEMORIAL	25,000	1,305	945	F	F	33,500
SLIGH AVE.	ANDERSON	MANHATTAN	29,500	1,500	1,115	F	F	39,530
HARLEY	WATERS	CHANNEL "G"	19,400	1,013	733	D	D	25,996
	CHANNEL "G"	HILLSBOROUGH	19,400	1,013	733	F	F	25,996

ROADWAY SEGMENTS			PROPORTIONATE SHARE CONTRIBUTION ANALYSIS										
ROADWAY	FROM	TO	EXISTING TRIPS				OVI TRIPS				PROPORTIONATE SHARE		
			PE NR EVOL NR/EA	PE NR EVOL SR/MB	EX SV - EX TRIPS (AVAILABLE SV) NR/EA	EX SV - EX TRIPS (AVAILABLE SV) SR/MB	PE NR OVOL NR/EA	PE NR OVOL SR/MB	OVI TRIPS - AVAIL SV		PERCENTAGE		
WATERS AVE	HAWLEY	EZ OAKS	-	-	-	-	-	-	-	-	-	-	-
	EZ OAKS	SITE	572	1,274	1,644	1,839	98	388	0	0	0.00%	0.00%	
	SITE	BENJAMIN ANDERSON	572	1,274	1,644	1,839	881	186	0	0	0.00%	0.00%	
	BENJAMIN ANDERSON	BARKHATTAN	789	1,138	1,675	1,427	635	147	0	0	0.00%	0.00%	
	BARKHATTAN	DALE HARRY	-	-	-	-	-	-	-	-	-	-	
	DALE HARRY	HINES	1,148	994	386	468	134	31	0	0	0.00%	0.00%	
	HINES	ARRENZA	1,159	1,148	367	314	118	27	0	0	0.00%	0.00%	
LINEBAUGH	SHELDON	WELSEY	-	-	-	-	-	-	-	-	-	-	
	WELSEY	HENDERSON	872	881	0	26	17	75	17	49	2.00%	5.20%	
	HENDERSON	ANDERSON	586	691	321	136	259	68	0	0	0.00%	0.00%	
	ANDERSON	SUGARHILL	658	727	169	188	175	41	6	6	0.71%	0.00%	
	SUGARHILL	GUNN	888	1,005	27	0	158	36	127	36	14.90%	4.25%	
GUNN	DALE HARRY	-	-	-	-	-	-	-	-	-	-		
GUNN HWY	RACE TRACK	S. HOBLEY	679	465	188	362	87	11	0	0	0.00%	0.00%	
	S. HOBLEY	ENGLICH	819	864	0	0	53	12	45	12	5.71%	1.42%	
	ENGLICH	SHELDON	758	475	77	352	93	22	16	0	1.89%	0.00%	
	SHELDON	HENDERSON	485	492	342	335	29	124	0	0	0.00%	0.00%	
ENGLICH	ANDERSON	CASEY	913	925	167	155	14	62	0	0	0.00%	0.00%	
HILLSBOROUGH	EISENHOWER	BENJAMIN	-	-	-	-	-	-	-	-	-		
	ANDERSON	DALE HARRY	1,893	2,873	0	0	175	41	175	41	10.31%	2.17%	
	DALE HARRY	HINES	1,729	1,536	46	168	181	23	55	0	3.24%	0.00%	
	HINES	ARRENZA	-	-	-	-	-	-	-	-	-		
HENDERSON	GUNN HWY	LINEBAUGH	444	239	76	281	135	31	59	0	10.54%	0.00%	
	LINEBAUGH	SITE	N/A	N/A	520	520	488	111	0	0	0.00%	0.00%	
	SITE	WATERS	195	161	325	359	54	233	0	0	0.00%	0.00%	
ANDERSON	ENGLICH	GUNN	845	418	0	182	87	28	87	0	7.53%	0.00%	
	GUNN	LINEBAUGH	-	-	-	-	-	-	-	-	-		
	WATERS	SLIGH	-	-	-	-	-	-	-	-	-		
	SLIGH	HILLSBOROUGH	-	-	-	-	-	-	-	-	-		
SHELDON	WATERS	MEMORIAL	878	588	0	239	11	47	11	0	1.30%	0.00%	
SLIGH AVE.	ANDERSON	BARKHATTAN	743	355	84	472	78	18	0	0	0.00%	0.00%	
HAWLEY	WATERS	CHANNEL "6"	-	-	-	-	-	-	-	-	-		
	CHANNEL "6"	HILLSBOROUGH	848	697	0	0	14	62	14	62	2.50%	11.07%	

Resolution No. R89-0309

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
OF HILLSBOROUGH COUNTY, FLORIDA
AMENDING DRI #196 DEVELOPMENT ORDER FOR
TOWERMARC WATERS AVENUE PROJECT

Upon motion of Commissioner Poe, seconded by Commissioner Padgett, the following Resolution was adopted on this 20th day of December, 1989.

WHEREAS, on August 22, 1989, the Board of County Commissioners approved a Development Order, Resolution No. R89-0203, for the TowerMarc Waters Avenue Project Development of Regional Impact (DRI) #196 (the "Development Order") pursuant to the provisions of Section 380.06, Florida Statutes (1987); and

WHEREAS, on August 28, 1989, Hillsborough County rendered the Development Order to the Department of Community Affairs ("DCA") and the Tampa Bay Regional Planning Council ("TBRPC"); and

WHEREAS, on October 11, 1989 TBRPC filed an appeal of the Development Order with the Florida Land and Water Adjudicatory Commission ("FLWAC"), FLWAC Case No. 89-40, based upon their objections to the transportation mitigation provisions set forth in the Development Order; and

WHEREAS, on October 26, 1989, TowerMarc Corporation filed a Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI) under Subsection 380.06(19), Florida Statutes, and Revised Phase I Transportation Analysis for the TowerMarc Waters Avenue Project DRI ("Notice of Change") in accordance with Section 380.06(19), Florida Statutes (1987); and

WHEREAS, the Notice of Change proposed a modification to the transportation mitigation provisions in the Development Order and included a revised transportation analysis for the Development; and

WHEREAS, TBRPC, DCA, the Developer, and the County Staff negotiated and reached agreement on revisions of the terms of said transportation mitigation provisions which were considered by the Board of County Commissioners at a public hearing held on December 20, 1989 pursuant to Subsection 380.06(19), Florida Statutes (1987); and

WHEREAS, Section 380.06(19), Florida Statutes, (1987) requires that the Development Order be amended to reflect said revisions;

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

1. That the following findings of fact are made:
 - a. The amendments to the Development Order, attached hereto as Exhibit "1", do not create a change to a previously approved DRI constituting a substantial deviation under the provisions of Subsection 380.06(19), Florida Statutes (1987).
 - b. The Developer filed the Notice of Change as evidenced by the Developer's certification attached hereto as Exhibit "2".
 - c. All statutory procedures have been adhered to.
 - d. The findings of fact and conclusions of law made in the Development Order are incorporated herein by reference.

54

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. R89-0309 amending DRI #196 Development Order
for Towermarc Waters Avenue Project

_____ adopted by the Board in _____ its regular meeting _____ of
December 20, 1989, as the same appears of
record in MINUTE BOOK 163 of the Public Records of
Hillsborough County, Florida.

WITNESS my hand and official seal this 5th
day of January, 1990.

RICHARD AKE, CLERK

By: Edna J. Fitzpatrick
Deputy Clerk

196
Transmitted 1-18-90?

2. That the Development Order is hereby amended as shown in Exhibit "1" attached hereto and made a part hereof.
3. The Development Order is hereby reaffirmed in its entirety except as amended by this Resolution.
4. The Developer shall record a notice of adoption of this Resolution in accordance with Subsection 380.06(15), Florida Statutes (1987).
5. This Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes (1987).
6. 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 December 20, 1989, as the same appears of record in Minute Book 163 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 29th day of December, 1989.

RICHARD AKE, CLERK

BY: Edna A. Fitzpatrick
Deputy Clerk

COUNTY ATTORNEY
John D. Wall
Deputy Clerk

EXHIBIT "1" TO AMENDED DEVELOPMENT ORDER

Resolution No. R89-0203
RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA
DRI #196 DEVELOPMENT ORDER FOR
TOWERMARC WATERS AVENUE PROJECT

Upon motion by Commissioner Busansky, seconded
by Commissioner Colson, the following Resolution was
adopted by a vote of 5 to 1 Commissioner(s)
Platt voting "No".

WHEREAS, on December 22, 1988, TowerMarc Corporation 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 MULTI-USE PROJECT on approximately ONE HUNDRED NINETY NINE (199) ACRES, located in NORTHWEST Hillsborough County, hereinafter referred to as the "Development" or the "Project", 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 the 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 22, 1989, 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 recommendations of the Tampa Bay Regional Planning Council; and

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

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING ASSEMBLED THIS 22nd DAY OF August, 1989, AS FOLLOWS:

I. FINDINGS OF FACT

A. TowerMarc Corporation, hereinafter referred to as "Developer", submitted to Hillsborough County, Florida, an Application for Development Approval ("ADA"), Sufficiency Response and Revised Map H, 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 Response and Revised Map H dated October 16, 1989. Revised Map H is attached hereto.

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 in 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 City-County Planning Commission ("HCCCPC"), and the Tampa Bay Regional Planning Council ("TBRPC") and other affected agencies.

F. The authorized agent of the Development is Louis J. Varsames, TowerMarc Corporation, 1511 N. Westshore Boulevard, Suite 1000, Tampa, Florida 33607.

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 and is consistent with the local government comprehensive plan adopted pursuant to the Hillsborough County Local Government Comprehensive Planning Act, Chapter 75-390, Laws of Florida, as amended, and state and regional comprehensive plans.

3. This Development Order is consistent with the report and recommendations of TBRPC.

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

C. The review by Hillsborough County, the HCCCPC, the TBRPC, 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 is approved subject to all terms and conditions of this Development Order.

E. The Future of Hillsborough 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 TOWERMARC WATERS AVENUE PROJECT 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 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 its heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to 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 the Development, the Developer may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, and/or other agencies having jurisdiction, concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this 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 Subsection 380.06(19)(b), Florida Statutes, or this Development Order or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other type of regional impact not previously reviewed by Hillsborough County and the TBRPC shall result in further Development of Regional Impact ("DRI") review pursuant to Section 380.06, Florida Statutes.

J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Development Order. In the event of a deviation, the County Administrator may issue a notice of such 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 Subsection 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 Planning and Zoning Department 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 Commissioners' 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; and

5. A statement describing how the Developer has complied with each term and condition of this Development Order applicable when the Annual Report was prepared.

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, 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 the date of transmittal to the parties specified in Subsection 380.07(2) Florida Statutes, as amended.

N. The Developer has elected, pursuant to Subsection 380.06(5)(c), Florida Statutes, to be bound by the provisions of Chapters 403 and 373 in effect at the time that this Development Order is issued. Accordingly, to the extent that the provisions of Subsection 380.06(5)(c), Florida Statutes, affect the determination as to which laws, rules or regulations are applicable to the Development, said determination shall apply, notwithstanding any condition in this Development Order to the contrary.

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project shall proceed in accordance with the following proposed phasing schedule:

Years	Office (Sq.Ft.) *	Commercial (Sq.Ft)	Service Center		Hotel Rooms
			Office (Sq.Ft.)	Warehouse (Sq.Ft.)	
Phase IA (1989-1993)	567,000	30,000	261,950	141,050	
Phase I (1989-1995)	767,000 930,000	30,000 70,000	391,950 422,500	211,050 227,500	- 250
Phase II (1996-2002)	963,000 800,000	40,000	550,550 520,000	296,450 280,000	250
TOTALS	1,730,000	70,000	942,500	507,500	250

2. For purposes of this Development Order, a phase shall be considered complete upon issuance of the last Certificate of Occupancy for the phase. Development of phases may occur anywhere on the site, provided on-site infrastructure is available to serve the portion(s) of the site being developed.

3. Phase II is hereby conceptually approved. Specific approval of Phase II shall be subject to further Chapter 380, F.S., review of Phase II transportation and air quality impacts. The Development Order shall be amended to specifically incorporate conditions to minimize or mitigate the impacts of Phase II.

4. Excess infrastructure capacity constructed to serve Phase IA that will potentially serve the balance of Phase I and/or Phase II shall be at the Developer's risk and shall not operate to relieve the Developer from conditions which must be complied with prior to commencement of the balance of Phase I and/or Phase II.

5. The physical development of the Project shall begin within three (3) years of the effective date of this Development Order.

6. This Development Order shall remain in effect for a period up to and including July 31, 2007. Inasmuch as only Phase I is specifically approved in this Development Order, extension of

* When square footage totals are referred to in this Development Order, said term shall mean "square feet of gross leaseable area." (Calculations for impacts of non-residential uses were based upon amount of gross leaseable area. Gross floor area of non-residential uses approved in this Development Order shall not exceed 1,816,500 sq. ft. for Office uses; 73,500 sq. ft. for Commercial uses; 989,125 sq. ft. for Service Center (Office) uses and 530,875 sq. ft. for Service Center (Warehouse) uses).

the buildout period of Phase I by more than three (3) years may trigger a substantial deviation pursuant to Section 380.06(19) Florida Statutes.

7. The Development shall not be subject to down-zoning, or intensity reduction until July 31, 2007, 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. Specific development approval is accorded to Phase I, subject to the conditions contained herein.

2. The pipeline mitigation procedure shall be pursued to accommodate Phase I transportation impacts. The pipeline proportionate share calculation for Phase IA and Phase I, in accordance with current adopted methods, procedures and policies of Hillsborough County, TBRPC, Florida Department of Community Affairs ("DCA") and FDOT, has been determined to be ~~One Two Million Five Two Hundred and Five Forty Seven Thousand Two Nine Hundred Fifty Five Six Dollars and No Cents (\$1,505,255.00)~~ ~~2,247,906.00~~ and ~~One Million Three Hundred Eighty Thousand Eight Hundred Eight Dollars and No Cents (\$1,380,808.00)~~, respectively, (Phase IA proportionate share calculations were based upon an analysis wherein the Northwest Expressway was not included and Phase I proportionate share calculations were based upon an analysis wherein the Northwest Expressway was included. The completion of Phase I beyond the development totals authorized for Phase IA is contingent upon bonding for a portion of the Northwest Expressway, which requirement is more specifically set forth in paragraph IV.B.8., below. Since the proportionate share amount for Phase IA is greater than the proportionate share amount for Phase I, and this Development Order authorizes development of Phase IA without the requirement for bonding of the applicable portion of the Northwest Expressway, the mitigation for the impacts of Phase I under this Development Order shall be pursuant to the greater proportionate share amount calculated under the Phase IA scenario. Hereinafter, the proportionate share amount associated with Phase IA shall be referred to as the "Pipeline Proportionate Share Amount"). Prior to development beyond Phase I, the developer shall request that a determination shall be made by Hillsborough County and coordinated by the County in writing with the other appropriate agencies whether or not a pipeline procedure for mitigation for subsequent phases of the project is appropriate and permissible under the laws and regulations applicable at that time. If so, the Development Order shall be amended to identify a pipeline project(s) and proportionate share amount which will mitigate Phase II of the Development or a subphase thereof, for which specific development approval is sought. If a pipeline procedure is not determined to be appropriate, transportation mitigation for the remainder of the Development shall be determined in accordance with other applicable rules of Hillsborough County, TBRPC and DCA. The requirements of this Development Order have been determined to be the appropriate requirements to cure and mitigate the impacts of Phase I on regionally significant transportation highway facilities within the primary impact area, contingent upon bonding of a portion of the Northwest Expressway which requirement is more specifically set forth in paragraph IV.B.8., below. 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 major public facilities, and its consistency with Hillsborough County, TBRPC and DCA policies regarding pipelining transportation impacts.

3. The Developer shall design and construct the following improvement: a four-lane divided urban section roadway on Linebaugh Avenue from Henderson Road to a point which is three-tenths (.3) of a mile east of the intersection of Linebaugh Avenue and Anderson Road to Henderson Road (the "Linebaugh Project") and a two-lane undivided rural section roadway extending Henderson Road from Linebaugh Avenue south to the northern-most access point south of the currently reserved Northwest Expressway alignment on the Westerly boundary of the Development, as depicted on Revised Map H dated October 16, 1989 (the "Henderson Project"). (the "Required Improvement"). The design of the Required Improvement ~~Linebaugh Project~~ would take into account the possible future expansion of this facility to a six-lane divided urban section roadway. ~~Prior to design of the Henderson Project, the County shall hold a public hearing to determine if connection(s) shall also be provided to Twelve Oaks Drive. The public hearing shall be held on an evening before the Board of County Commissioners. Prior to the hearing, the applicant shall submit sketches of the proposed connections and projected traffic volumes on Twelve Oaks Drive and at the connections to Hillsborough County staff for review. (Hereinafter the Linebaugh Project and the Henderson Project shall be together referred to as the "Required Improvement").~~ The Required Improvement shall be designed to adopted Hillsborough County standards. The Required Improvement shall be designed and constructed in conjunction with Hillsborough County to facilitate coordination of these projects with other County improvements in the area. Prior to commencing design of the Required Improvement, the Developer shall enter into a design and construction agreement with the Hillsborough County Capital Projects Department, for the Required Improvement. Said agreement shall be based upon the applicable sections of the standard Hillsborough County Design and Construct Agreement which is entered into with contractors. The agreement shall not modify the terms and conditions of this Development Order. The County at its option, may elect to design and/or construct the Required Improvement with the Developer being responsible for the payment of the Pipeline Proportionate Share Amount less all costs incurred by the ~~County~~ Developer in connection with the design and/or construction of the Required Improvement to the date of payment. In the event the County elects to proceed with the design and/or construction of the Required Improvement, it shall inform the Developer of its intent to do so no later than ten (10) days prior to the date upon which the Developer must commence design or forty-five (45) days prior to the date upon which the Developer must commence construction of the Required Improvement, as applicable, and shall maintain the schedule for such design and construction as is imposed on the Developer under paragraph IV.B.(67), below; provided, however, if the County elects to proceed with the design and/or construction of the Required Improvement as part of the design and/or construction of additional segment(s) of Linebaugh Avenue and such design and/or construction warrants modification of the schedule herein, then the County, with the concurrence of TBRPC and DCA, may modify the schedule for the Required Improvement. ~~(The Henderson Project is a requirement of Hillsborough County and is not provided to comply with requirements of TBRPC or the State of Florida Department of Community Affairs.) Hillsborough County shall use such funds as it would have spent on the Linebaugh Project Required Improvement, but for the Developer's Commitment herein, towards another regionally significant roadway(s) within the Transportation Impact Fee Ordinances (defined below) Zone in which the Development is located.~~

Hillsborough County shall provide the necessary right-of-way for the Required Improvement, where said right-of-way is owned by Hillsborough County. The Developer shall provide any additional right of way needed for the Required Improvement, provided that the County shall within applicable legal limitations and at no cost to the County, assist the Developer in acquiring additional right-of-way needed for the Required Improvement, including providing assistance through its powers of eminent domain. In addition, Hillsborough County shall provide non-

financial assistance to the Developer when required in obtaining all necessary permits, approvals, utility relocations and off-site construction easements necessary to complete the Required Improvement.

4. The Hillsborough County Road Network impact fee in accordance with Ordinances 86-4 as amended by 87-19 and as amended by 89-4 and as amended by 89-6, (Roadway Improvements) and 85-24E as amended by 86-5 and 87-17 and as amended by 89-3, (Right-of-Way) is approximately ~~Two One Million Three Nine Hundred Fifty Nine Sixty Thousand Nine Seven Hundred Fifty Nine Thirty Four Dollars and No Cents (\$2,359,959.00)~~ Two Million Three Hundred Fifty Nine Thousand Three Hundred Sixty Four Dollars and No Cents (\$2,359,959.00) for Phase I of the Development, based on external daily trips. (Hereinafter said Ordinances shall be together referred to as the "Transportation Impact Fee Ordinances".)

5. ~~The cost of the Required Improvement Linebaugh Project is estimated to be approximately Two Million Two Hundred Fifty Thousand Dollars and No Cents (\$2,250,000.00) One Million Six Hundred Thirteen Thousand Eight Hundred Fifty Two Dollars and No Cents (\$1,613,852.00),~~ which amount includes design, right-of-way acquisition, construction and construction inspection; which sum provides for a total payment by the Developer in an amount which exceeds the Pipeline Proportionate Share Amount.

~~6. Buildings within the Development shall be subject to the Transportation Impact Fee Ordinances, as they may be amended from time to time, provided however that all applicable costs and expenses borne by the Developer for right of way, design, construction and construction inspection of the Required Improvement (the "Developer Pipeline Expenses") shall be applied toward and be a credit against applicable impact fees imposed thereunder. Nothing herein shall be construed as a waiver of Developer's right to contest the validity of, or to apply for credits under, the Transportation Impact Fee Ordinances or the impact fees assessed thereunder. In the event that Developer Pipeline Expenses exceed applicable impact fees under this condition, such excess shall be applied toward and be a credit against then applicable transportation impact assessments (including impact fees) for the balance of Phase I and Phase II, as applicable.~~

~~7. The Developer shall commence design of the Required Improvement no later than three (3) months from the date of final approval of the Development Order subject to no appeals and shall complete same within twelvemine (129) months after commencement of design. Upon completion of design, the Developer shall commence acquisition of necessary right-of-way and permits for the Required Improvement and shall complete same within twelve (12) months of commencement of said right-of-way and permit acquisition. Upon acquisition of necessary right-of-way and permits, the Developer shall commence construction of the Required Improvement and shall complete same within eightenfifteen (1815) months of commencement of construction. The Developer shall submit to Hillsborough County, TBRPC and the State of Florida Department of Community Affairs quarterly status reports with respect to its progress in meeting the above time frames.~~

~~7. The following requirements in this paragraph IV. B.7. are requirements of Hillsborough County and are not provided to comply with the requirements of TBRPC or the State of Florida Department of Community Affairs. The Developer, at its own expense, shall provide necessary right-of-way, design, construct and obtain construction inspections for a two lane undivided rural section roadway lying within the project boundaries between the western property boundary of the Project and Waters Avenue with an alignment parallel to Twelve Oaks Drive as generally depicted on Revised Map H dated October 16, 1989 (the "Developer Henderson Road Segment"). The Developer shall complete construction of the Developer Henderson Road Segment by December 31, 1995. Hillsborough County, at its own expense, shall obtain and provide necessary right-of-way for, design, construct and obtain~~

construction inspections for a two lane undivided rural section roadway between Linebaugh Avenue and the western boundary of the Project, as generally depicted on Revised Map H dated October 16, 1989 (the "County Henderson Road Segment"). The County shall complete construction of the County Henderson Road Segment by December 31, 1995. The Developer Henderson Road Segment and the County Henderson Road Segment shall be designed to adopted Hillsborough County Standards. The Developer Henderson Road Segment shall be designed in cooperation with Hillsborough County to provide for an appropriate interconnection between the Developer Henderson Road Segment and the County Henderson Road Segment. Until such time that the entire Henderson Road Segment between Waters Avenue and Linebaugh Avenue as generally depicted on Revised Map H dated October 16, 1989, is completed and operational the Development shall have access from the Developer Henderson Road Segment to Twelve Oaks Drive as generally depicted on Revised Map H dated October 16, 1989. Nothing herein shall preclude the Developer or the County from completing their respective segments sooner than the deadlines as set forth in this condition.

8. Buildings within the Development shall be subject to the Transportation Impact Fee Ordinances, as they may be amended from time to time, provided however that all applicable costs and expenses borne by the Developer for right of way, design, construction and construction inspection of the Required Improvement (the "Developer Pipeline Expenses") shall be applied toward and be a credit against applicable impact fees imposed thereunder; and provided further that to the extent that the capacity provided by the Developer Henderson Road Segment is not being consumed by Phase I traffic, all costs and expenses borne by the Developer for right-of-way, design, construction and construction inspection for the Developer Henderson Road Segment (the "Developer Henderson Road Segment Expenses") which are attributable to such excess capacity shall be applied toward and be a credit against applicable impact fees imposed under the Transportation Impact Fee Ordinances. Nothing herein shall be construed as a waiver of Developer's right to contest the validity of, or to apply for other credits under, the Transportation Impact Fee Ordinances or the impact fees assessed thereunder. In the event that Developer Pipeline Expenses and/or Developer Henderson Road Expenses (which are creditable as described above) exceed applicable impact fees under this condition, such excess shall be applied toward and be a credit against then applicable transportation impact assessments (including impact fees) for Phase II.

~~98.~~ Upon approval of this Development Order, and subject to the conditions imposed herein, the Developer may construct and occupy Phase I., provided however that no building permits shall be issued beyond building permits for Phase IA (or the equivalent thereof in terms of trip generation) until the Hillsborough County Expressway Authority (or such agency as is empowered to fund and/or construct the Northwest Expressway) issues bonds for the segment of the Northwest Expressway from Courtney Campbell Causeway to Hutchinson Road, with such time frames to assure operation of this segment prior to the completion of Phase I. If such bonding does not occur, the portion of Phase I beyond Phase IA shall be subject to additional 380.06, F.S. review to determine the impacts of this amount of development, to determine the improvements necessary to accommodate this development, and to establish the mitigation measures required. The Developer shall as part of the Annual Report required to be submitted under paragraph III.K., above, provide information as to the status of bonding, right of way acquisition and construction of the above described segment of the Northwest Expressway.

910. The Developer agrees to use due diligence, within the time frames set forth above, to design and construct the Required Improvement.

1011. If the Required Improvement is not proceeding as set forth in paragraph IV.B.6.(7), above, no further building permits or certificates of occupancy shall be issued. After concurrence from TBRPC, the County shall either require the Developer to immediately complete the Required Improvement or may require the Developer to provide the County a bond or letter of credit in the full amount of the cost of the uncompleted portion of the Required Improvement. The County shall determine the reasonable amount of the letter of credit required from the Developer. The County shall draw down on the bond or on the letter of credit for completion of the Required Improvement and shall complete the Required Improvement as expeditiously as possible, but in any event within three (3) years after the posting of the above stated bond or letter of credit. Upon the Developer providing the County such a bond or letter of credit and the establishment of a revised schedule for the Required Improvement, construction of the Project may resume and further building permits and certificates of occupancy shall be issued.

1012. In the event that the performance by the Developer or the County, if applicable, of the commitments set forth in this Development Order shall be interrupted or delayed by war, riot, civil commotion or natural disaster, then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Development Order shall be interrupted or delayed in connection with acquisition of necessary right-of-way or governmental approvals for the construction of the Required Improvement and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County and TBRPC for their review and concurrence. If such documentation shows that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof, provided, however, in no event shall such extension exceed three (3) months. Any requested extensions beyond such three (3) month period may only be accomplished by an amendment to this Development Order in accordance with the provisions of Section 380.06 (19), Florida Statutes.

1013. At any time after a date which is sixty (60) days after final approval of this Development Order, subject to no appeals, and upon the request of the County, the Developer shall dedicate to Hillsborough County the land described on Exhibit "B" for right-of-way for Waters Avenue. However, it is understood that the Developer and the County are currently in discussions with respect to the earlier dedication of such lands. In the event an agreement is reached with respect thereto, it shall satisfy this requirement. The Developer shall be entitled to receive credits against Transportation Impact Fees in accordance with the Transportation Impact Fee Ordinances upon such dedication.

1014. Specific approval of Phase II of this Development shall require further Chapter 380, F.S., transportation review. A list of necessary roadway improvements shall be derived from this review, for which funding commitments from responsible entities must be obtained prior to the issuance of construction permits for Phase II. This list of improvements shall be included as an amendment to the original Development Order for the Project prior to any approval of the affected phases or subphases of the Development.

1015. When Certificates of Occupancy have been issued for Phase IA 750,000 square feet of office uses (or the equivalent thereof in terms of trip generation), an annual monitoring program to provide peak-hour traffic counts at the project entrances shall be instituted to verify that the projected number of external trips for the Development are not exceeded. Counts shall continue on an annual basis through build-out of the

Development. This information shall be supplied in the required Annual Report. If an annual report is not submitted within 30 days of its due date, or if the Annual Report indicates that the total trips exceed the projected number of external trips for the Development by more than fifteen percent (15%), Hillsborough County shall conduct a substantial deviation determination pursuant to Subsection 380.06(19), Florida Statutes, and may amend the Development Order to change or require additional roadway improvements. The results of the study may also serve as a basis for the Developer or reviewing agencies to request Development Order amendments.

If the variance is determined to be a substantial deviation, the revised transportation analysis required pursuant to Subsection 380.06(19), Florida Statutes, shall be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

±516. When Certificates of Occupancy have been issued for Phase ~~IA~~ 750,000 square feet of office uses (or the equivalent thereof in terms of trip generation), the Developer, or its assigns, shall prepare and implement a Transportation Systems Management (TSM) program which will divert a number of vehicle trips from the PM peak hour which is consistent with the assumptions used to prepare the Application. The plan shall be reviewed by Hillsborough County, Hillsborough Area Regional Transit ("HART"), the Tampa Urban Area Metropolitan Planning Organization ("Tampa Urban Area MPO"), Florida Department of Transportation ("FDOT") and TBRPC.

The TSM program shall include a yearly assessment of the actual achievement of vehicle trips diverted from the peak hour as a result of the TSM measures. This assessment shall also include sufficient and appropriate documentation for all diversions claimed as a result of implementation of each TSM measure. Results of the TSM program shall be included in the Annual Report.

If the Annual Report indicates that the total peak hour trips are being exceeded by more than fifteen percent (15%), Hillsborough County shall conduct a substantial deviation determination pursuant to Subsection 380.06(19), Florida Statutes, and amend the Development Order to change TSM objectives and/or require additional roadway improvements. The results of the TSM study may serve as a basis for the Developer or reviewing agencies to request Development Order amendments.

In addition, this TSM program shall be developed in cooperation with Hillsborough County, FDOT, the Hillsborough County Urban Area MPO, HART and TBRPC. This program shall seek to implement and will be measured by the TSM objectives and policies set forth in the Florida Transportation Plan and shall include, but not be limited to:

"Policy: Promote ridesharing by public and private-sector employees.

OBJECTIVES:

- Increase urban area peak automobile occupancy rates by 10 percent by 1995 through expanded ridesharing efforts.
- Increase peak hour occupancy rates for transit and other high occupancy vehicles by 20 percent by 1995."

±617. All internal roads shall be designed in accordance with Hillsborough County standards, where applicable.

1718. The Developer shall, immediately upon commencement of construction of the Development, notify the County, TBRPC and DCA of the date of such commencement.

1819. The Developer shall cooperate with Hillsborough County to identify and reserve right-of-way, within the project site, for future mass transit and roadway improvement needs.

1920. The Developer shall design major roadways within the project to accommodate bus service.

C. Air Quality

1. Specific approval of Phase II of the Project shall be subject to further Chapter 380, F.S. review of air quality impacts.

2. If it is available and the Developer proposes to utilize the pipeline option for Phase II traffic impact mitigation, air quality modeling shall be based upon parameters consistent with that option. Air quality modeling shall not be based on the improved road network set forth in response to Question 31 of the ADA, unless funding commitments by a responsible entity are confirmed.

3. In the event that changes are proposed which create the likelihood of regional impact on air quality pursuant to Subsection 380.06(19), F.S., Hillsborough County shall reserve the right to require mitigation measures to alleviate any potential impacts of the Project on ambient air quality.

D. Soils/Wind and Water Erosion

1. The soil conservation measures referenced in the Application (ADA pages 14-3 and 14-4) and the measures to reduce erosion, fugitive dust and air emissions referenced in the Application (ADA pages 13-6 and 13-7), at minimum, shall be implemented. Erosion and sediment control best management practices shall be used as necessary during construction to retain sediment on-site, as per Subsection 17-25.025, Florida Administrative Code.

E. Stormwater Management and Water Quality

1. Prior to construction plan approval, the Master Stormwater Management (drainage) Plan shall be submitted to DER and TBRPC for review and to Hillsborough County and SWFWMD for approval in accordance with all applicable rules and regulations. The following parameters shall be addressed in such Master Stormwater Management Plan:

a. The stormwater management system shall be designed, constructed, and maintained to meet or exceed the requirements of Hillsborough County's Subdivision or Site Development Regulations, whichever is applicable. The appropriate Hillsborough County design criteria to be used are those criteria approved in the Development's Master Stormwater Management Plan unless an evaluation of the approved design under then current criteria will result in on-site flooding of roads or structures, in which event the design criteria to be used are those which are in effect at the time of construction plan submittal and review for a particular phase of the Project.

b. The stormwater management system(s) shall be designed, constructed, and maintained to meet or exceed Chapter 17-25, F.A.C., and 40D-4, Rules of SWFWMD. Treatment shall be provided by biological filtration, wherever feasible.

c. Best Management Practices for reducing water quality impacts, as recommended by Hillsborough County and SWFWMD in accordance with the applicable regulations of these agencies, shall be implemented, including a street cleaning program for parking and roadway areas within the Development.

2. In order to protect water quality in the Rocky Creek and Sweetwater Creek watersheds, there shall be no degradation of adopted water quality standards by the Development's stormwater and groundwater exiting the site. The Developer shall implement a semiannual surface water quality monitoring program, to be instituted before any construction activity takes place in each sub-basin of the project and to continue through build out, at minimum. If more stringent water quality monitoring is required by SWFWMD or Florida Department of Environmental Regulation ("DER") in applicable permits, the conditions of the permit shall supercede this requirement. Any violation of Chapter 17-3, F.A.C., determined to be caused by the Development shall require corrective measures as set forth by DER. The following shall apply:

a. Sampling locations shall be determined in cooperation with Hillsborough County, DER, SWFWMD and TBRPC.

b. All water quality analytical methods and procedures shall be thoroughly documented and shall comply with EPA/DER Quality Control Standards and Requirements.

c. The monitoring results shall be submitted to Hillsborough County, DER and SWFWMD. Should the monitoring indicate that applicable state water quality standards are not being met by the Development, the violation shall be reported to Hillsborough County immediately and all construction within the sub-basin(s) where the violation is noted shall cease until the violation is corrected; or if specific construction activities can be identified as causing the violation, all such activity shall cease until the violation is corrected.

3. The Developer shall operate and maintain all on-site stormwater management facilities unless otherwise required or approved by the County.

4. All drainage and associated access easements necessary to accommodate any and all of the impacts of the Development shall be donated by the Developer to the County, as required, and in accordance with the appropriate County policy in effect at the time of construction plan submittal and review. All easement documents associated with a particular parcel or phase must be fully executed and recorded prior to, or concurrent with, the issuance of Certificates of Occupancy for the particular parcel or phase or plat approved, whichever is applicable.

5. Elevations for all habitable structures shall be at or above the applicable base (100-year) flood elevation.

6. The proposed retention/detention wetland systems shall be designed, constructed and maintained pursuant to the Stormwater and Lake Systems Maintenance and Design Guidelines, (TBRPC, 1978), where applicable.

7. Incorporation of isolated wetlands within the stormwater management facilities shall be in compliance with DER (Chapter 17-25, FAC) and SWFWMD (Chapter 40D-4, FAC) requirements.

F. Wetlands/Vegetation and Wildlife/Open Space

1. All wetlands on-site defined as conservation areas by TBRPC Rule shall be conserved, or mitigated by in-kind replacement with no net loss of wetland acreage.

2. Any activity interfering with the integrity of the wetlands, such as clearing, excavating, draining or filling, without written authorization from the Director of the Environmental Protection Commission or his designated agent, pursuant to Section 17 of the Hillsborough County Environmental Protection Act and of Chapter 1-11, Rules of the Environmental Protection Commission shall be prohibited.

3. The portions of the Project which meet the definition of preservation and conservation areas, as defined in the Council's adopted growth policy, Future of the Region, Sections 10.1.2 and 10.3.1, are designated in the Application.

4. In order to protect the natural values of conserved wetland areas, the following shall be required unless more stringently permitted by the applicable environmental agencies:

a. No adverse hydroperiod alteration shall be permitted in conservation areas designated in the Application, including wetlands created for mitigation purposes.

b. All losses of conservation areas shall require 1:1 in-kind wetland replacement. Mitigation for wetland losses shall be implemented prior to, or concurrent with, the wetlands being disturbed.

c. All mitigation areas and littoral shelves shall be monitored semiannually for a period of four (4) years beginning immediately in selected mitigation areas. Monitoring shall include measurement of species diversity and composition and efforts to control nuisance species encroachment. Additional planting may be required to maintain an eighty percent (80%) survival of planted species at the end of four (4) years. If it is apparent that conservation areas are being stressed due to project development activities, development activity shall cease until remedial measures have been taken to correct the hydroperiod imbalance. Such measures could include limitations on impervious surface, enlargement of natural buffer areas and increased upland retention of stormwater. The results of the monitoring shall be provided in each annual report.

5. The Developer shall provide a natural buffer zone around all conservation areas to provide an upland transition into the wetland areas and to protect the natural systems from development impact in accordance with Hillsborough County's Land Alteration and Landscape Ordinance. Alterations to buffer areas are permissible, if in accordance with the Hillsborough County Landscape Ordinance.

6. Existing wetlands which are permitted to be altered or eliminated should be used as donor material for re-vegetation of mitigation areas, where feasible.

7. In order to allow time for the Hillsborough County Expressway Authority to reserve additional lands that it may require for the Northwest Expressway, no building permits shall be issued until March 1, 1990, for that portion of the Development site which lies to the north of the land which is currently reserved for the Northwest Expressway, provided that the Developer may, during this period and upon receiving the appropriate permits therefor, conduct such site alteration, land clearing and other activities on said land so long as no permanent structures are placed thereon. In the event that during this period, retention facilities are constructed on such land which, upon acquisition by the Hillsborough County Expressway Authority may no longer be used by the Developer to serve the portion of the Development site lying south of the land currently reserved for the Northwest Expressway, then the Developer shall be required to relocate any such retention facilities required to serve such southerly portion of the Development site, at its own expense. This condition shall expire at 12:01 a.m., March 2, 1990.

8. In the event that any species listed in Sections 39-27.003-.005, F.A.C., are observed frequenting the site for nesting, feeding, or breeding, proper protection/mitigation measures shall be employed immediately in cooperation with the Florida Game and Fresh Water Fish Commission ("FGFWFC").

9. A sufficient amount of pine flatwoods/palmetto prairie habitat adjacent to conserved wetlands shall be preserved in its natural state and maintained so as to provide natural habitat as pine flatwoods.

10. Adequate provisions shall be made to ensure protection of those listed species known to occur on-site. A report on those provisions shall be included in the first annual report.

11. The Developer shall be responsible for maintaining all common recreation and open space areas within the project site other than those for which Hillsborough County has assumed maintenance responsibilities.

12. The TowerMarc/Waters Avenue Development open space areas, (approximately 39.6 acres) and recreational areas conceptually shown in the Application shall be accessible to the elderly and handicapped, as required by applicable state and local ordinances.

G. Public Facilities

1. Prior to or simultaneous with construction plan or site plan approval for all or a portion of the Development, the Developer shall stipulate to the satisfaction of Hillsborough County, in accordance with applicable regulations, the manner by which the Developer will participate in the provision or expansion of internal water supply (if applicable), supply lines, and facilities to service the portion of the Development being submitted for construction plan or site plan approval. This requirement shall include a determination of adequate water pressure and flows to meet firefighting requirements for the portion of the Development being submitted for construction plan or site plan approval. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for the building construction which is the subject of the building permit.

2. Hillsborough County shall provide water and sanitary sewer service to the Project. The Developer, or its assigns, shall be responsible for maintenance of all on-site water and wastewater facilities, unless dedicated to Hillsborough County.

3. Prior to issuance of building permits, the Developer shall verify to the satisfaction of Hillsborough County that adequate solid waste disposal, water, wastewater, electricity, fire, emergency medical services and police capabilities and facilities are available for the building(s) that are the subject of such building permits.

4. Concurrent with issuance of the first Certificate of Occupancy, the Developer shall use non-potable water, if available, for landscape and open space irrigation unless otherwise approved by Hillsborough County. The Developer shall submit a plan to Hillsborough County and TBRPC for using non-potable water for irrigation in the first Annual Report following issuance of the first Certificate of Occupancy. Applicable Hillsborough County regulations and procedures may be adequate to meet this requirement. The Development shall utilize, to the maximum extent possible, the lowest quality water reasonably available and suitable for irrigation or similar nonpotable uses.

5. Water-saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Subsection 553.14, Florida Statutes, (1987).
6. The Developer shall implement a wastewater reuse system, in accordance with uniformly applicable rules and regulations of Hillsborough County.
7. The Developer shall pursue with Hillsborough County private interest cost-sharing in the construction of any needed new or expanded wastewater treatment facilities to serve the Development and future surrounding development prior to seeking approval of a project specific interim wastewater treatment plant; provided, however, the foregoing requirement to pursue private interest cost-sharing shall not obligate Hillsborough County to enter into any contractual relationship with the Developer nor shall Hillsborough County be thereby restricted in any way from seeking bids or proposals from other entities. Should an interim wastewater treatment plant be utilized, it shall be subject to review and approval under applicable regulations of Hillsborough County in effect at the time of such application. The interim wastewater treatment plant shall only be located where a detailed hydrogeological analysis of the site determines low potential for groundwater contamination. In addition, a timetable, plan and system of standards shall be developed whereby the Development will connect to regional wastewater facilities and close down its interim wastewater treatment plant.
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.
9. The Developer shall be responsible for maintenance and operation of any on-site wells.
10. Project sewer lines shall be monitored for leaks and ruptures once every three (3) years until such time as said lines are dedicated to Hillsborough County. The entity(ies) to carry out the monitoring shall be the Developer, or its assigns. Faulty lines shall be replaced as quickly as possible.
11. Disposal of non-domestic or hazardous waste into the sewer system shall be prohibited.
12. Final irrigation system design plans for each development parcel of the TowerMarc/Waters Avenue Project for which approval is being sought, including locations, construction details and pumping rates for irrigation wells, shall be provided to SWFWMD and Hillsborough County for approval, and to TBRPC for review, prior to the issuance of any building permits within each applicable development parcel. In the event that there are no adopted regulations with respect to approval of private irrigation systems, then the Developer shall submit such plans for informational purposes to the above agencies.
13. Any TowerMarc/Waters Avenue Project owners and tenants that generate hazardous waste shall be encouraged to utilize waste exchanges. A report of such use shall be included in each annual report.
14. Any TowerMarc/Waters Avenue Project tenants which produce waste which is not suitable for recycle, exchange or reuse shall be encouraged to develop permittable on-site hazardous waste treatment capabilities to ensure public safety prior to transport.
15. There shall be no underground storage of hazardous materials on-site unless properly permitted by Hillsborough County and other applicable agencies.
16. The Developer shall provide to all Project businesses information that:

a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in the specially-designated containers/areas; and

b. Describes construction requirements for hazardous waste holding areas; and

c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

A description of compliance with this condition shall be required in each annual report.

17. The Developer shall inform all tenants and occupants of the Project about their responsibility to comply with Florida's Right-to-Know Law. Insofar as the Developer is an employer and is located within the Project, it shall comply with Florida's Right-to-Know Law.

18. The Developer shall inform tenants and occupants of the Project of their responsibilities under the Resource Conservation and Recovery Act. Insofar as the Developer is an employer and is located within the Project, it shall comply with the Resource Conservation and Recovery Act, as applicable.

19. The Developer shall inform any tenants and occupants within the Project of their responsibilities pursuant to Title III of the Superfund Amendments and Reauthorization Act (SARA) of 1986. Insofar as the Developer is an employer and is located within the Project, it shall comply, as applicable, with SARA Title III.

H. Energy Conservation

1. The Developer shall encourage all Project tenants and businesses to do the following:

a. The establishment of energy policies, energy use monitoring and energy conservation, using a qualified energy use analyst;

b. The institution of programs to reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours and the use of energy efficient cooling, heating and lighting systems;

c. The institution and utilization of recycling programs;

d. The employment of energy alternatives such as solar energy, resource recovery, waste heat recovery and cogeneration;

e. The installation of total energy systems on large facilities, when cost effective;

f. Use of the most energy efficient technology economically feasible in the construction and operation of the Project's facilities;

g. Use of landscaping and retention of existing vegetation as a means for energy conservation;

h. Obtain energy audits provided by energy companies or other qualified agencies;

i. Install water heater timers and set water heaters at 130 degrees Fahrenheit or lower;

j. Use landscaping and building orientation to reduce heat gain, where feasible, for all Project construction.

k. Promote energy conservation by employees, buyers, suppliers and the public, as appropriate; and

1. Utilize energy efficient packaging and/or recyclable materials.

2. A report on the implementation of and participation in these and other energy programs, as well as the energy conservation measures referenced in the Application (pages 25-3 and 25-4 of the ADA), shall be included in each annual report after the issuance of certificates of occupancy for the TowerMarc/Waters Avenue Project. The Developer may utilize a survey of Project occupants, or other effective means, to comply with this condition.

3. The Developer should work with or designate an energy officer to establish energy policies, monitor energy use and encourage conservation for Project businesses.

I. Equal Opportunity/Economy

1. The Developer shall encourage the promotion of entrepreneurship and small and minority-owned business start-ups and non-discriminatory employment opportunities within the Development. A report on equal opportunity employment programs utilized by Project business and the program's effect should be incorporated into the Annual Reports following issuance of the first certificates of occupancy for project businesses.

2. The Developer shall encourage employers in the Project to institute programs to provide child care facilities at the place of employment or as a cooperative effort with other businesses. A report on child care programs utilized by Project business employees should be incorporated into the Annual Report following issuance of the first certificates of occupancy for Project businesses.

J. Historical or Archaeological Resources

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

K. Housing

In order to ensure adequate housing opportunities reasonably proximate to places of work and to address the housing policies of the state land development plan, prior to the commencement of Phase II, the Developer shall conduct an analysis of the affordable housing needs to be generated by the Development, including the need for affordable housing for Phase I, (using a methodology approved by DCA). If the analysis shows that the Development will generate significant affordable housing needs which will not be met by such housing in the northwest Hillsborough County area, the Developer shall prepare a Housing Affordability Plan ("HAP") and shall adopt the HAP as an amendment to this Development Order. The HAP shall be consistent with applicable rules of DCA, TBRPC, the County comprehensive plan, and County land development regulations.

At a minimum, the HAP shall contain:

1. Specific standards or amounts for needed housing delivery, including housing delivery alternatives.
2. Specific mechanism for HAP implementation.
3. Monitoring.
4. Location and placement of affordable units.

5. An assessment of the HAP and its relationship to the local comprehensive plan in regard to the need for affordable housing.

6. Provisions for crediting the Developer for activities that address affordable housing.

L. General

1. All of the Developer's commitments set forth in the Application, 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.

2. Any change to the Project which departs significantly from the parameters set forth in the phasing schedule set forth in this Development Order shall require a substantial deviation determination, pursuant to Subsection 380.06(19), Florida Statutes.

3. All outstanding amounts for initial review by TBRPC shall be paid within 15 days of billing.

4. Payment for any future activities of the TBRPC with regard to this Development including, but not limited to monitoring or enforcement actions, shall be paid to TBRPC by the Developer in accordance with the DRI Fee Schedule.

5. The Developer shall record a notice of adoption of this Development Order pursuant to Section 380.06(15), Florida Statutes.

6. The land use trade-off implemented by the Developer shall be in accordance with the Land Use Trade-off Mechanism for Phase I set forth in Exhibit "C", attached hereto.

7. Any lands within the TowerMarc/Waters Avenue Project site which are contemplated for use for the Northwest Expressway and for wetland mitigation for the Northwest Expressway which are not so used, may be developed, provided that all terms and conditions of this Development Order are adhered to, including, without limitation, Development Order conditions relating to Development totals, uses and Project phasing. Any proposed development or other form of occupation of lands reserved for the Northwest Expressway right-of-way traversing the TowerMarc/Waters Avenue Project site shall require a substantial deviation determination, pursuant to Subsection 380.06(19), Florida Statutes, provided that activities that create impacts which were reviewed in the Application and/or the established uses contemplated for the Northwest Expressway shall not be subject to this requirement. The use of portions of the TowerMarc/Waters Avenue Project site for the Northwest Expressway and for wetland mitigation for the Northwest Expressway is specifically authorized under this Development Order and in lieu of the conditions set forth herein, such uses shall be subject to all applicable laws, ordinances and regulations governing the establishment of such uses.

8. The Developer shall cooperate with Hillsborough County in connection with its Hurricane Contingency Plan for utilization of the site as a parking area for dispatch and/or storage of public agency vehicles and mobile equipment in the event of a hurricane or similar emergency situation.

9. Tenants and occupants of the TowerMarc/Waters Avenue Project shall be informed that Waters Avenue, from Wilsky Boulevard to Dale Mabry Highway, has been designated as a major evacuation route for Hillsborough County residents. Employees of TowerMarc/Waters Avenue Project businesses should be requested to refrain from leaving the TowerMarc/Waters Avenue Project site during an evacuation, except as necessary for health and safety considerations. Employees should also be requested to avoid using

Waters Avenue while leaving the TowerMarc/Waters Avenue Project site, as well as other designated major evacuation routes, to the extent possible, if it becomes necessary to leave the site during an evacuation.

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 August 22, 1989 as same appears of record in Minute Book 159 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 25th day of August, 1989.

RICHARD AKE, CLERK

By: Judith M. Nichols
Deputy Clerk

APPROVED BY COUNTY ATTORNEY

John D. [Signature]
[Illegible text]
Legal Secretary

COMPOSITE EXHIBIT "A"
TO TOWERMARC DEVELOPMENT ORDER

APPLICATION FOR DEVELOPMENT APPROVAL,
SUFFICIENCY RESPONSE
AND REVISED MAP H-1

AFFIDAVIT

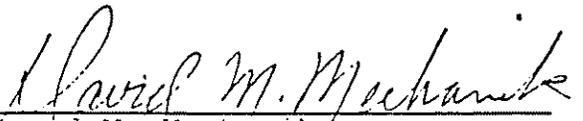
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that on this day before me, the undersigned notary public authorized in this State and County named above to administer oaths and take acknowledgements, personally appeared David M. Mechanik, as attorney for TowerMarc Corporation, the applicant/owner of the TowerMarc/Waters Avenue Project DRI, to me well known, who being by me first duly sworn, says upon oath as stated below:

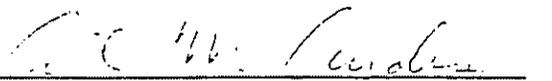
1. TowerMarc Corporation filed its application for development approval for TowerMarc/Waters Avenue Project on December 22, 1988. The sufficiency response was filed on March 16, 1989.

2. The aforementioned documents were filed with Hillsborough County, the State of Florida Department of Community Affairs ("DCA"), the Tampa Bay Regional Planning Council ("TBRPC") and those other governmental agencies described in the distribution list attached to this Affidavit as Exhibit 1.

3. Revised Map H-1, referred to in the Development Order as Revised Map H and attached to this Affidavit as Exhibit 2, was filed with Hillsborough County, TBRPC and DCA.


David M. Mechanik
Attorney for TowerMarc
Corporation

Sworn to and subscribed before me this 22nd day of AUGUST,
1989.


Notary Public

(Notarial Seal)

My commissioner expires:

NOTARY PUBLIC, State of Florida
My Commission Expires 7, 1991

EXHIBIT 1 TO COMPOSITE EXHIBIT "A"

DRI APPLICATION TRANSMITTAL LIST

Ms. Shirley Gersholowitz
Northwest Area Planning Manager
Hillsborough County Department of
Planning and Zoning
Post Office Box 1110
Tampa, Florida 33601

Ms. Suzanne Cooper, DRI Coordinator
Tampa Bay Regional Planning Council
9455 Koger Boulevard, Suite 219
St. Petersburg, Florida 33702

Mr. Richard Adair
Florida Department of Transportation
4950 W. Kennedy Boulevard, Suite 500
Tampa, Florida 33609

Ms. Terry Porter, DRI Coordinator
Mr. Louis Fernandez
Department of Environmental Regulation
4520 Oak Fair Boulevard
Tampa, Florida 33610-7347

Mr. George W. Percy
State Preservation Officer
State Historic Preservation Officer and
Chief Bureau of Historic Site and Properties
Division of Archives,
History and Records Management
Department of State, The Capitol
Tallahassee, Florida 32399

Mr. Rich Gooch
Office of Environmental Service
Florida Game and Fresh Water Fish Commission
29200 Tucker's Grade
Punta Gorda, Florida 33955

Mr. Dave Slonena,
Senior Environmental Scientist
Resource Regulation Department
Southwest Florida Water Management District
2379 Broad Street
Brooksville, Florida 33512-9712

Mr. Bill Howell
Bureau of Biological &
Interpretive Services
Department of natural Resources
3900 Commonwealth Boulevard, Room 508
Tallahassee, Florida 32303

Mr. Dennis Harmon, Chief
Bureau of Economic Analysis
Florida Department of Commerce
406 Fletcher Building
Tallahassee, Florida 32303

Mr. Tom Beck, Chief
Department of Community Affairs
Bureau of State Planning
Rhyne Building
2740 Centerview Drive
Tallahassee, Florida 32399

Mr. A. J. Salem
Planning Division
U.S. Army Corps of Engineers
Post Office Box 4970
Jacksonville, Florida 32232-0019

Mr. Connor Davis
Marine Fisheries Commission
2562 Executive Center Circle East
Suite 211
Tallahassee, Florida 32301

Mr. Gene Heath, General Manager
West Coast Regional Water Supply Authority
2535 Landmark Drive, Suite 211
Clearwater, Florida 33519

Mr. William Saalman, III
U.S. Department of Agriculture
Soil Conservation Service
5118 North 56th Street, Suite 250
Tampa, Florida 33610

Mr. Jim Muller
Florida Natural Area Inventory
254 East Sixth Avenue
Tampa, Florida 32303

Mr. Joseph D. Carroll, Jr.
Field Supervisor
U.S. Fish & Wildlife Service
Post Office Box 2676
Vero Beach, Florida 32960
1360 U.S. #1
Vero Beach, Florida 32961-2676

Mr. Craig Heugel
IFAS
12175 125th Street North
Largo, Florida 34644

Mr. Jim Jeansonne
Hillsborough County Environmental
Protection Commission
1900 Ninth Avenue
Tampa, Florida 33605

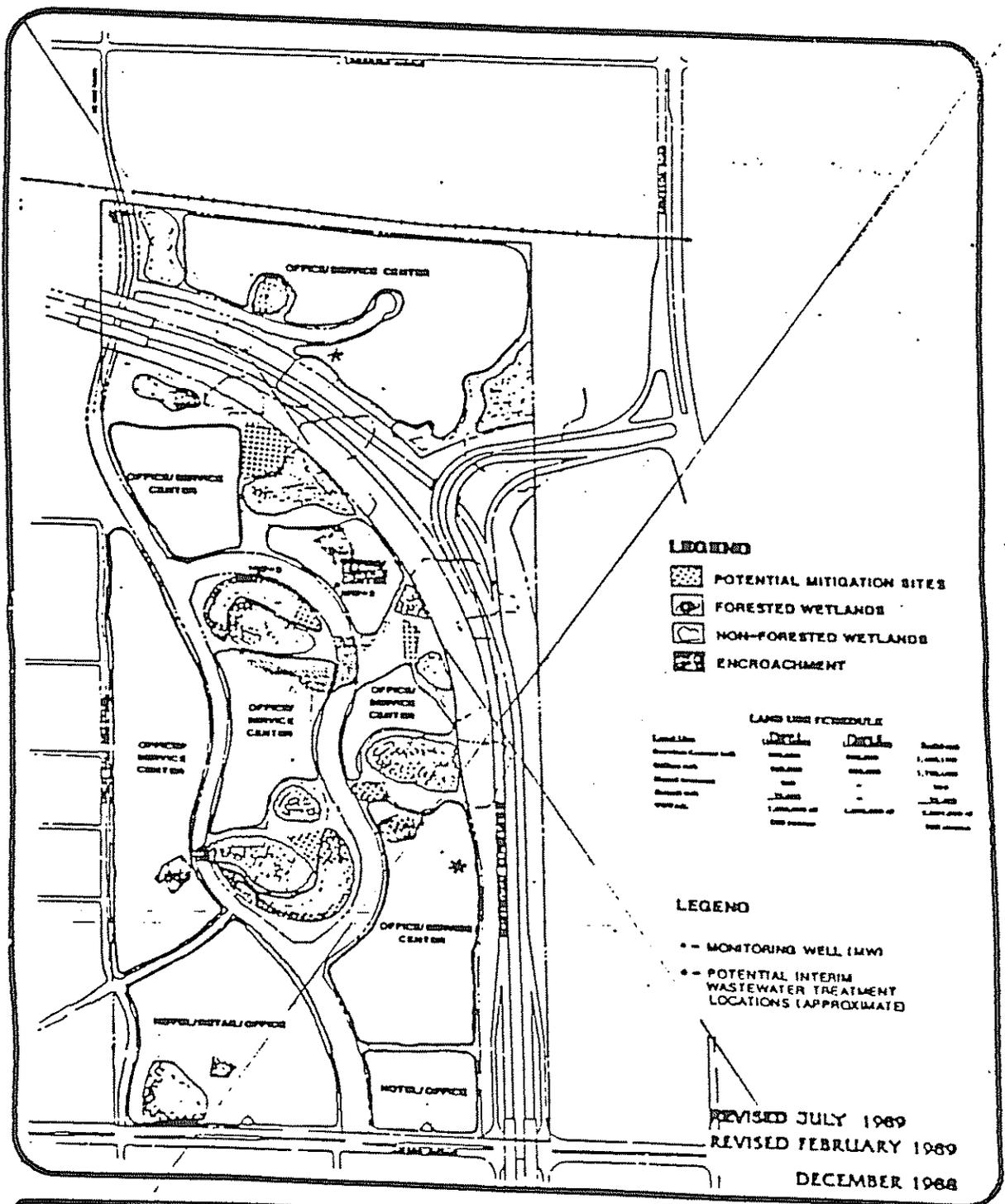
Mr. Joe Costa
HART
4305 East 21st Avenue
Tampa, Florida 33605

Mr. Phil Steinmiller
Metropolitan Planning Organization
440 Court Street
Clearwater, Florida 33516

Mr. Robert Hunter
Executive Director
Hillsborough County City-County
Planning Commission
201 E. Kennedy Boulevard, Suite 600
Tampa, Florida 33602

[This map adopted as part of the original Development Order has been superseded by Revised Map H dated October 16, 1989 (see next page)]

EXHIBIT 2 TO COMPOSITE EXHIBIT "A"



TowerMarc Corporation

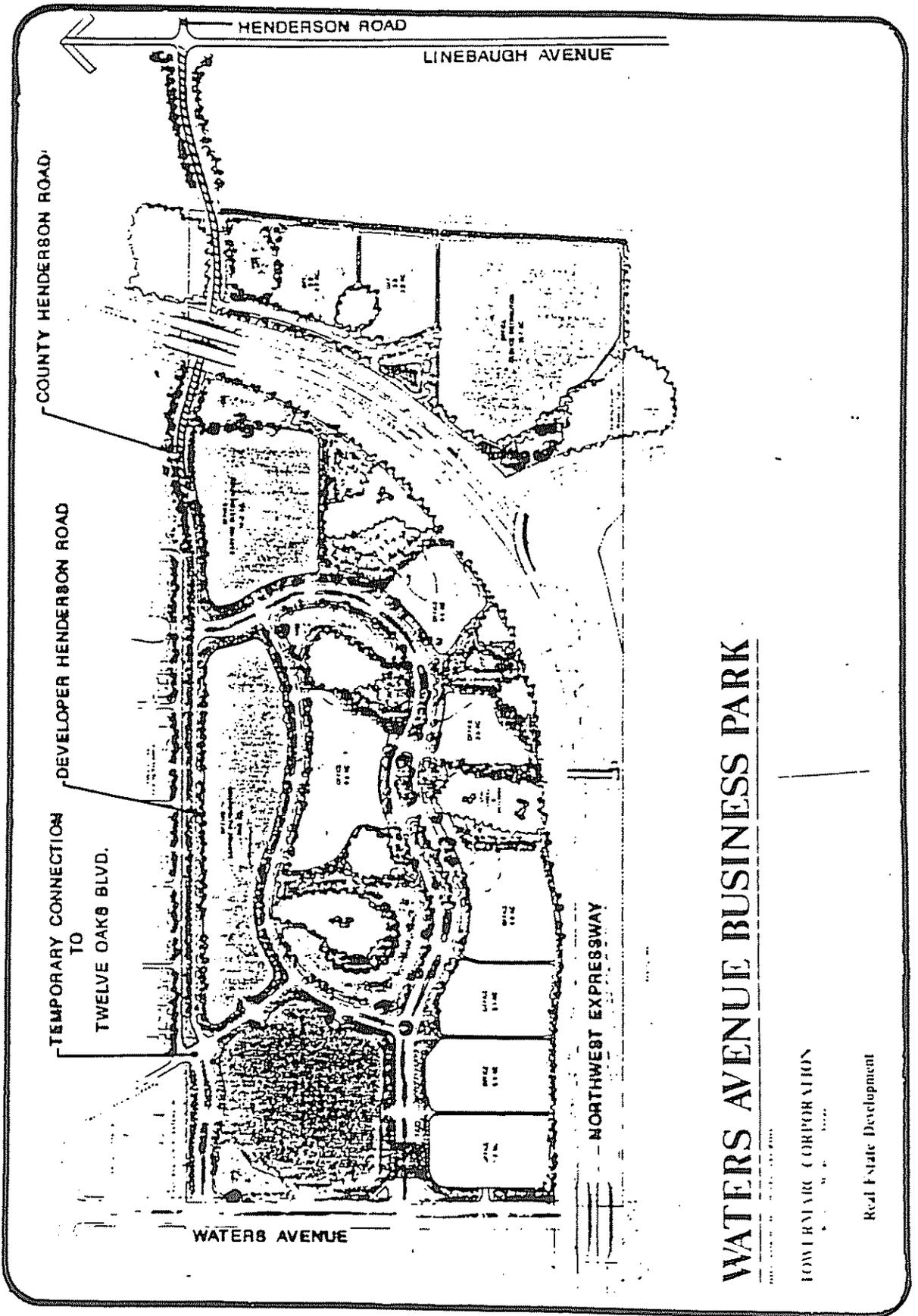
Florida Land Group & Engineering, Inc.
Mechanics, Ferguson, Allen & Kelly
Design Associates
Deerwood Village, A/C/P

Waters Avenue

MASTER PLAN

SCALE: 1" = 700'

MAP H-1



WATERS AVENUE BUSINESS PARK

TOWERMARC CORPORATION

Real Estate Development

TowerMarc Corporation

Waters Avenue

MASTER PLAN

Florida Land Design & Engineering, Inc.
 Victoriana, Ferguson, Allison & Kelly
 Biological Resources Associates



REVISED
 MAP
 H

NW
1/4
Parcel

EXHIBIT "B"

LEGAL DESCRIPTION
RIGHT-OF-WAY

PROJECT A3B-249
WATERS AVENUE
PARCEL 225

THAT PART OF:

The West 1937.68 feet of Section 19, Township 28 South, Range 18 East Hillsborough County, Florida, lying South of the South right-of-way line of the Seaboard Airline Railroad less the South 30.00 feet for right-of-way for Waters Avenue.

BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

Commence at the Southwest corner of Section 19, Township 28 South, Range 18 East; thence South $89^{\circ}20'42''$ East, along the South boundary of said Section 19, a distance of 1304.06 feet; thence North $00^{\circ}35'14''$ East, a distance of 77.52 feet to the North right-of-way line of Waters Avenue (County Project No. 85-33-R, Phase 1); also being the POINT OF BEGINNING; thence continue North $00^{\circ}35'14''$ East, a distance of 16.14 feet; thence South $86^{\circ}50'59''$ East, a distance of 126.48 feet to the beginning of a non-tangent curve concave to the South; thence along the arc of said curve having a radius of 7698.94 feet, a central angle of $01^{\circ}08'00''$, an arc distance of 152.28 feet; the chord which bears South $89^{\circ}58'51''$ East, chord distance of 152.28 feet to the end of said curve; thence South $89^{\circ}24'46''$ East, a distance of 355.55 feet; thence South $00^{\circ}57'12''$ West, a distance of 12.00 feet to the North right-of-way line of Waters Avenue; thence North $89^{\circ}24'46''$ West, along said right-of-way line, a distance of 126.97 feet; thence North $00^{\circ}35'14''$ East, a distance of 3.00 feet; thence North $89^{\circ}24'46''$ West, a distance of 15.00 feet; thence South $00^{\circ}35'14''$ West, a distance of 3.00 feet; thence North $89^{\circ}24'46''$ West along said right-of-way line, a distance of 492.13 feet to the POINT OF BEGINNING.

Less existing rights-of-way.

Containing 7,578 square feet, more or less.

EXHIBIT "C"

Land Use Trade-Off Mechanism for Phase I

The Developer shall be permitted to trade-off a portion of two or more of the approved land uses for this Development where the change does not increase the P.M. peak hour traffic for Phase I (470 entering; 1,807 exiting) or IA (366 entering; 1,567 exiting) of the development, as applicable. The Developer shall prepare a traffic analysis, for review and approval by the County, which demonstrates that the change in the relative amounts of approved land uses will not create additional P.M. peak hour traffic beyond that approved for Phase I or IA as applicable. In no event shall the trade-off mechanism be used to yield less than 12,000 or more than 70,000 square feet of GLA of Commercial land use or less than 100 or more than 400 Hotel rooms.

ATTACHMENT 1

DRI # 196 - TOWERMARC/WATERS AVENUE

DEVELOPER COMMITMENTS

The following are developer commitments set forth in the Application for Development Approval and Sufficiency Response which shall be honored by the developer, except as they may be superceded by specific terms of the Development Order.

General Project Description

The TowerMarc/Waters Avenue project will utilize a master landscape plan to effect a comprehensive design for the site. (ADA*, page 27-1)

ENVIRONMENTAL AND NATURAL RESOURCES

Air

The contractor will be required to sod, seed, mulch or plant with landscape material the cleared and disturbed areas as soon as possible after clearing. The side slopes of detention ponds will be sodded or natural vegetation will be encouraged to grow. The contractor will also be required to control wind erosion through sprinkling or other appropriate means. (ADA, page 13-6)

Land

Detention areas will be incorporated into the existing wetlands to reduce the need for pond embankments. Side banks will be of an appropriate slope and will be promptly stabilized with vegetation. (ADA, page 14-3)

To alleviate the erosive effects of wind and water, the following steps will be implemented during construction:

1. Only those portions of the site ready for construction will be cleared.
2. Sediment basins will be constructed at the start of each drainage system phase.
3. Areas to be cleared and disturbed by construction will be sodded, mulched with hay, straw and other suitable materials as soon after the construction as possible. Areas adjacent to the roadways or where slopes are 3:1, or greater, will be sodded or landscaped.
4. Construction areas will have interim water quality control features, such as hay bales, as needed to reduce turbidity.
5. Embankment areas of stormwater filtration ponds will be seeded, sodded or planted to help stabilize shorelines and to filter runoff.
6. If wind erosion becomes significant during construction, the contractor will sprinkle the problem area with water. Following construction, the planted ground cover and the drainage system vegetation and configuration will effectively control wind and water erosion.
7. Landscaping will be initiated before development work is completed to ensure that bare soil is not unnecessarily exposed to wind and water erosion. (ADA, pages 14-3 and 14-4)

Any fill obtained from off-site will be from properly permitted sources. (SR, page 54)

The soil conservation measures referenced on page 14-3 of the ADA or similar measures to effect similar results shall be implemented. (SR, page 119)

Site specific geotechnical explorations for future building sites will identify the most preferable method of surface compaction. The developer will perform necessary site preparation to support the proposed buildings which may include those measures listed in the ADA. (SR, page 120)

Water

The stormwater management system . . . has been closely coordinated with the Master Plan to treat stormwater runoff prior to discharge into the site's surface waters. Specific site characteristics such as wetlands, soil types and hydrogeology will be utilized in an effort to avoid potential adverse effects on both surface and groundwater quality. The system design will incorporate the best available techniques for management and treatment of stormwater runoff, including the following:

1. maintaining, wherever appropriate, existing drainage basins and flow patterns;
2. incorporation of natural wetlands where possible into the drainage system as secondary stormwater treatment and for stormwater storage [Developer clarification];
3. use of grassed roadside and side yard swales wherever possible to promote infiltration and filtration of surface runoff;
4. use of rear lot line filtration berms to provide filtration of runoff from minor areas where practicable;
5. integration of pond areas within the drainage system to decrease discharge, promote infiltration, and provide volume for detention of first flush waters, and
6. where applicable, use of littoral shelves of detention areas to provide additional filtration and treatment of stormwater runoff. (ADA, page 15-11)

Hay bales and any other water quality control features, will be effectively maintained throughout their use. The applicant will periodically inspect such features and repair and/or replace as necessary to ensure proper protection of water quality. (SR, page 56)

Wetlands

Although the applicant is not responsible for wetland alterations associated with the [Northwest] Expressway's construction, the applicant will consult with the Expressway Authority to determine how these wetland losses might be compensated by the Authority. (ADA, page 16-6)

Approximately 85.6% of all existing wetland area outside the Northwest Expressway right-of-way will be left in their natural state. (ADA, page 16-6; SR**, page 61)

Wetlands used for stormwater treatment will be protected by providing sediment traps, grease baffles, and trash racks at [appropriate] points of [inflow] to each wetland. During construction, best management practices will be used to prevent erosion of soil from adjacent uplands into wetland areas. (ADA, page 16-7)

Buffer areas will be preserved adjacent to existing wetlands on the site. (ADA, page 18-11)

Most of the wetlands on the site will be preserved in their natural state or enhanced by restoring their historical water levels. Compensation will be provided for those wetlands removed for roadway construction, or for increasing parcel size, by creating similar wetland habitats elsewhere on the site and by creating littoral shelves in stormwater treatment ponds. (ADA, page 18-18)

Representative upland areas will be located within the natural vegetation associated with the wetland setbacks. (SR, page 6)

Those areas stated as conservation areas . . . will be protected during construction using Best Management Practices that include the use of staked hay bales, windrows, and/or silt screen fences placed at the outside edge of the buffer area. (SR, page 60)

Areas proposed as mitigation will be vegetated and will not include open water. Open water bodies may be contiguous to proposed mitigation areas. (SR, page 66)

Vegetation and Wildlife

Any expansion of the cypress systems on the Waters Avenue site is restricted to wetland limits as depicted on the wetland jurisdictional survey. No efforts will be made to prevent this expansion within wetlands during construction or in the post-construction phase of the proposed project. (SR, page 70)

Historical and Archaeological Sites

The discovery of any archaeological or historical resources shall be reported to the Florida Division of Historical Resources and the disposition of such resources shall be determined in cooperation with the Division of Historical Resources and Hillsborough County. (SR, page 70)

PUBLIC FACILITIES

Wastewater Management

Sludge produced at the IWWTP [interim wastewater treatment plant] would be removed and transported to an approved County disposal site. (ADA, page 21-30)

Any interim facility will not be incorporated into regional facilities planning and it is expected the facility would be taken out of service permanently as soon as County service becomes available. (ADA, page 21-4)

It is anticipated that no capital improvement costs in excess of developer contributions for wastewater facilities will be borne by Hillsborough County as a result of the development of the Waters Avenue project. (SR, page 75) [Developer clarification]

The developer agrees to a condition that wastewater capacity shall be available for each building as it is constructed. (SR, page 124)

The TowerMarc/Waters Avenue project sewer lines shall be monitored for leaks and ruptures once every three (3) years until such time as said lines are dedicated to Hillsborough County. The entity(ies) to carry out the monitoring shall be the developer, or its assigns. Faulty lines shall be replaced as quickly as possible. (SR, page 125)

The interim [wastewater treatment] plant is an option to be utilized only in the event that public sewer is not available at the time of the need for service. The plant would be phased out as public facilities became available. (SR, page 126)

Drainage

The proposed drainage system for the TowerMarc/Waters Avenue site will be designed to maintain the water quality of the downstream receiving waterways and to maintain the pre-development runoff characteristics of the watersheds. (ADA, page 22-1)

The controlled water levels of the proposed detention system will be designed to coincide with the existing topography. (ADA, page 22-7)

Control elevations for the ponds, which utilize wetlands, will be set according to the existing wetland's hydroperiod. Control elevations for ponds utilizing man-made littoral shelves will be set according to the seasonal high groundwater table. (ADA, page 22-8)

Unless dedicated to Hillsborough County, the drainage system will be operated and maintained by the TowerMarc Corporation or its successors or assigns. (ADA, page 22-8)

Water quality treatment of surface water runoff will be accomplished through the use of the existing and manmade wetlands. The water quality treatment volume will be stored between the normal pool and seasonal high pool of the existing wetlands, thus, maintaining their hydroperiods. (SR, page 82)

Water Supply

It is anticipated that no capital improvement costs in excess of developer contributions for water facilities will be borne by Hillsborough County as a result of development of the Waters Avenue project. (SR, page 75) [Developer clarification]

It is anticipated that the internal roadways and internal water facilities will be dedicated to Hillsborough County, but, if not, the developer, its successors or assigns will have maintenance and operation responsibilities. (SR, page 84)

To the extent feasible, the developer shall utilize water conservation practices, including the use of xeriscape techniques and seasonal irrigation scheduling. (SR, page 87)

The developer will evaluate the use of reclaimed water and/or stormwater ponds to meet non-potable demands. (SR, page 88)

Water capacity shall be available for each building as it is constructed. The developer or its assigns shall maintain on-site water supply systems. (SR, page 127)

Xerophytic plant material will be used in landscape planting where feasible. (SR, page 128)

The applicant will use its best efforts to utilize reclaimed wastewater and/or stormwater retention ponds for irrigation purposes. (SR, page 128)

Solid Waste

It is anticipated that no capital improvement costs in excess of developer contributions for solid waste facilities will be borne by Hillsborough County as a result of development of the Waters Avenue project. (SR, page 76) [Developer clarification]

The developer will encourage project occupants to utilize the County's recycling facilities, as feasible. (SR, page 93)

The applicant will clean up the site during development and will have all solid waste materials removed and disposed of in a County-approved solid waste disposal facility. (SR, page 5 of the Hillsborough County Environmental Protection Commission section)

Energy

Alternative energy sources will be considered for the TowerMarc/Waters Avenue project. (ADA, page 25-4)

Adequate electrical service shall be available to each building as it is constructed. (SR, page 129)

The energy conservation measures as described on page 25-3 of the ADA will be incorporated into the project as feasible. (SR, page 130)

Energy alternatives will be seriously considered for the Waters Avenue project. (SR, page 130)

Recreation and Open Space

The common open space areas will be maintained by the applicant or its assigns. (ADA, page 27-2)

On-site [common] recreational facilities will be available for use by the project employees and guests, including hotel patrons. (SR, page 93)

Police

Adequate police protection shall be available for each building as it is constructed. (SR, page 132)

Fire

It is anticipated that no capital improvement costs in excess of developer contributions for fire protection facilities will be borne by Hillsborough County as a result of development of the Waters Avenue project. (SR, page 76) [Developer clarification]

The developer will coordinate with the Hillsborough County Fire Department to provide adequate fire flow to the site. The developer will require the installation of sprinkler systems in all buildings and national fire protection standards will be required for each building. (SR, page 97)

The applicant will encourage tenants and occupants to coordinate with the Hazardous Material Response Committee. (SR, page 97)

Adequate fire protection shall be available for each building as it is constructed. (SR, page 132)

Transportation

Coordination of transit opportunities with the Hillsborough Area Regional Transit Authority will take place as the project develops. (ADA, page 13-7)

A trade-off mechanism between office and service center land uses is proposed in which the total transportation impact[s] do not exceed that which is described in this analysis. The total estimated p.m. peak hour trips generated by the TowerMarc/Waters Avenue project is 2,943. Should the applicant elect to reduce the office square footages and to increase the service center square footages (or vice-versa), these established control totals shall not be exceeded. In order to monitor compliance with this trade-off mechanism, calculations will be submitted to Hillsborough County, if such a trade-off mechanism is utilized. (ADA, page 31-26)

The applicant will continue to work with the HART Authority to accommodate transit usage by the project employees. Consideration will be given, as appropriate, to such items as lane widths, curve radii, pull-out bays, shelters, and information kiosks. The applicant will also work with the Hillsborough County MPO in supporting its car and van pooling programs. (ADA, page 31-41)

At build-out, the Waters Avenue access off the main roadway will be signalized with dual left turns into and out of the project. (SR, page 19)

The applicant will coordinate with Hillsborough County to assure that all proposed project driveways onto Twelve Oaks Boulevard (Henderson Road) will be aligned and constructed to have minimum impacts on the Twelve Oaks residential subdivision west of the project site. (SR, page 15 of the Hillsborough County Planning and Zoning section)

*ADA - Application for Development Approval

**SR - Sufficiency Response; unless stated otherwise, all pages referenced were included in the "Tampa Bay Regional Planning Council" response section.

EXHIBIT "2" TO AMENDED DEVELOPMENT ORDER

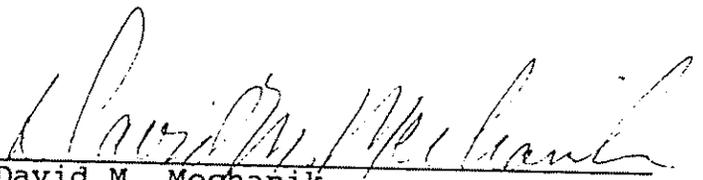
AFFIDAVIT

STATE OF FLORIDA

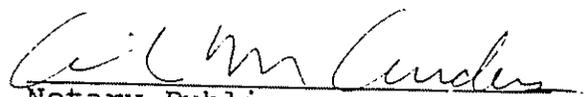
COUNTY OF HILLSBOROUGH

I hereby certify that on this day before me, the undersigned notary public authorized in this State and County named above to administer oaths, and take acknowledgments, personally appeared David M. Mechanik, as attorney for TowerMarc Corporation, the applicant of the Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI) Subsection 380.06(19), Florida Statutes and Revised Phase I Transportation Analysis for the TowerMarc Waters Avenue Project DRI #196 ("Notice of Change"), to me well known, who being by me first duly sworn, says upon oath as stated below:

1. TowerMarc Corporation filed the Notice of Change on October 26, 1989.
2. The Notice of Change was filed with all persons as required by law.


David M. Mechanik
Attorney for TowerMarc Corporation

Sworn to and subscribed before me this 5th day of DECEMBER, 1989.

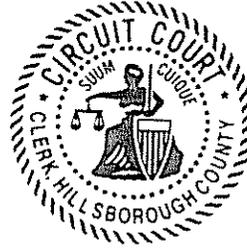

Notary Public

(Notarial Seal)

My Commission Expires:

NOTARY PUBLIC, State of Florida
My Commission Expires Feb. 7, 1993

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

August 25, 1989

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

Attn: Suzanne Cooper
DRI Coordinator

Re: Resolution No. R89-0203 - DRI #196 Development Order -
TowerMarc Waters Avenue Project

Dear Ms. Cooper:

Enclosed please find an executed copy of the subject
Resolution for DRI #196, which was adopted by the
Hillsborough County Board of County Commissioners on
August 22, 1989.

We are providing this copy for your official files.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

By: Edna L. Fitzpatrick
Edna L. Fitzpatrick
Director, BOCC Records

*mailed by Hillsborough
County 8/28/89*

received TRPPC 8/29/89

ELF/lc

cc: Board files (orig.)
Florida Department of Community Affairs, Bureau of
State Planning
Attorney David M. Mechanik, Attorney for TowerMarc
Corporation
John Dixon Wall, Assistant County Attorney
Shirley Gersholowitz, Northwest Planning Area Manager,
Planning & Zoning

Enclosure

Resolution No. R89-0203
RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA
DRI #196 DEVELOPMENT ORDER FOR
TOWERMARC WATERS AVENUE PROJECT

Upon motion by Commissioner Busansky , seconded
by Commissioner Colson , the following Resolution was
adopted by a vote of 5 to 1 Commissioner(s)
 Platt voting "No".

WHEREAS, on December 22, 1988, TowerMarc Corporation 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 MULTI-USE PROJECT on approximately ONE HUNDRED NINETY NINE (199) ACRES, located in NORTHWEST Hillsborough County, hereinafter referred to as the "Development" or the "Project", 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 the 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 22 , 1989, 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 recommendations of the Tampa Bay Regional Planning Council; and

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

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING ASSEMBLED THIS 22nd DAY OF August , 1989, AS FOLLOWS:

I. FINDINGS OF FACT

A. TowerMarc Corporation, hereinafter referred to as "Developer", submitted to Hillsborough County, Florida, an Application for Development Approval ("ADA"), Sufficiency Response and Revised Map H, 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 Response and Revised Map H.

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 in 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 City-County Planning Commission ("HCCCPC"), and the Tampa Bay Regional Planning Council ("TBRPC") and other affected agencies.

F. The authorized agent of the Development is Louis J. Varsames, TowerMarc Corporation, 1511 N. Westshore Boulevard, Suite 1000, Tampa, Florida 33607.

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 and is consistent with the local government comprehensive plan adopted pursuant to the Hillsborough County Local Government Comprehensive Planning Act, Chapter 75-390, Laws of Florida, as amended, and state and regional comprehensive plans.

3. This Development Order is consistent with the report and recommendations of TBRPC.

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

C. The review by Hillsborough County, the HCCCPC, the TBRPC, 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 is approved subject to all terms and conditions of this Development Order.

E. The Future of Hillsborough 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 TOWERMARC WATERS AVENUE PROJECT 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 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 its heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to 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 the Development, the Developer may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, and/or other agencies having jurisdiction, concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this 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 Subsection 380.06(19)(b), Florida Statutes, or this Development Order or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other type of regional impact not previously reviewed by Hillsborough County and the TBRPC shall result in further Development of Regional Impact ("DRI") review pursuant to Section 380.06, Florida Statutes.

J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Development Order. In the event of a deviation, the County Administrator may issue a notice of such 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 Subsection 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 Planning and Zoning Department 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 Commissioners' 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; and

5. A statement describing how the Developer has complied with each term and condition of this Development Order applicable when the Annual Report was prepared.

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, 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 the date of transmittal to the parties specified in Subsection 380.07(2) Florida Statutes, as amended.

the buildout period of Phase I by more than three (3) years may trigger a substantial deviation pursuant to Section 380.06(19) Florida Statutes.

7. The Development shall not be subject to down-zoning, or intensity reduction until July 31, 2007, 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. Specific development approval is accorded to Phase I, subject to the conditions contained herein.

2. The pipeline mitigation procedure shall be pursued to accommodate Phase I transportation impacts. The pipeline proportionate share calculation for Phase IA and Phase I, in accordance with current adopted methods, procedures and policies of Hillsborough County, TBRPC, Florida Department of Community Affairs ("DCA") and FDOT, has been determined to be One Million Five Hundred and Five Thousand Two Hundred Fifty Five Dollars and No Cents (\$1,505,255.00) and One Million Three Hundred Eighty Thousand Eight Hundred Eight Dollars and No Cents (\$1,380,808.00), respectively, (Phase IA proportionate share calculations were based upon an analysis wherein the Northwest Expressway was not included and Phase I proportionate share calculations were based upon an analysis wherein the Northwest Expressway was included. The completion of Phase I beyond the development totals authorized for Phase IA is contingent upon bonding for a portion of the Northwest Expressway, which requirement is more specifically set forth in paragraph IV.B.8., below. Since the proportionate share amount for Phase IA is greater than the proportionate share amount for Phase I, and this Development Order authorizes development of Phase IA without the requirement for bonding of the applicable portion of the Northwest Expressway, the mitigation for the impacts of Phase I under this Development Order shall be pursuant to the greater proportionate share amount calculated under the Phase IA scenario. Hereinafter, the proportionate share amount associated with Phase IA shall be referred to as the "Pipeline Proportionate Share Amount"). Prior to development beyond Phase I, the developer shall request that a determination shall be made by Hillsborough County and coordinated by the County in writing with the other appropriate agencies whether or not a pipeline procedure for mitigation for subsequent phases of the project is appropriate and permissible under the laws and regulations applicable at that time. If so, the Development Order shall be amended to identify a pipeline project(s) and proportionate share amount which will mitigate Phase II of the Development or a subphase thereof, for which specific development approval is sought. If a pipeline procedure is not determined to be appropriate, transportation mitigation for the remainder of the Development shall be determined in accordance with other applicable rules of Hillsborough County, TBRPC and DCA. The requirements of this Development Order have been determined to be the appropriate requirements to cure and mitigate the impacts of Phase I on regionally significant transportation highway facilities within the primary impact area, contingent upon bonding of a portion of the Northwest Expressway which requirement is more specifically set forth in paragraph IV.B.8, below. 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 major public facilities, and its consistency with Hillsborough County, TBRPC and DCA policies regarding pipelining transportation impacts.

3. The Developer shall design and construct the following improvement: a four-lane divided urban section roadway on Linebaugh Avenue from Anderson Road to Henderson Road (the "Linebaugh Project") and a two lane undivided rural section roadway extending Henderson Road from Linebaugh Avenue south to the northern most access point south of the currently reserved Northwest Expressway alignment on the Westerly boundary of the Development, as depicted on Revised Map H (the "Henderson Project"). The design of the Linebaugh Project would take into account the possible future expansion of this facility to a six-lane divided urban section roadway. Prior to design of the Henderson Project, the County shall hold a public hearing to determine if connection(s) shall also be provided to Twelve Oaks Drive. The public hearing shall be held on an evening before the Board of County Commissioners. Prior to the hearing, the applicant shall submit sketches of the proposed connections and projected traffic volumes on Twelve Oaks Drive and at the connections to Hillsborough County staff for review. (Hereinafter the Linebaugh Project and the Henderson Project shall be together referred to as the "Required Improvement"). The Required Improvement shall be designed to adopted Hillsborough County standards. The Required Improvement shall be designed and constructed in conjunction with Hillsborough County to facilitate coordination of these projects with other County improvements in the area. Prior to commencing design of the Required Improvement, the Developer shall enter into a design and construction agreement with the Hillsborough County Capital Projects Department, for the Required Improvement. Said agreement shall be based upon the applicable sections of the standard Hillsborough County Design and Construct Agreement which is entered into with contractors. The agreement shall not modify the terms and conditions of this Development Order. The County at its option, may elect to design and/or construct the Required Improvement with the Developer being responsible for the payment of the costs incurred by the County in connection with the design and/or construction of the Required Improvement. In the event the County elects to proceed with the design and/or construction of the Required Improvement, it shall inform the Developer of its intent to do so no later than ten (10) days prior to the date upon which the Developer must commence design or forty-five (45) days prior to the date upon which the Developer must commence construction of the Required Improvement, as applicable, and shall maintain the schedule for such design and construction as is imposed on the Developer under paragraph IV.B.(7), below; provided, however, if the County elects to proceed with the design and/or construction of the Required Improvement as part of the design and/or construction of additional segment(s) of Linebaugh Avenue and such design and/or construction warrants modification of the schedule herein, then the County, with the concurrence of TBRPC and DCA, may modify the schedule for the Required Improvement. (The Henderson Project is a requirement of Hillsborough County and is not provided to comply with requirements of TBRPC or the State of Florida Department of Community Affairs.) Hillsborough County shall use such funds as it would have spent on the Linebaugh Project, but for the Developer's Commitment herein, towards another regionally significant roadway(s) within the Transportation Impact Fee Ordinances (defined below) Zone in which the Development is located.

Hillsborough County shall provide the necessary right-of-way for the Required Improvement, where said right-of-way is owned by Hillsborough County. The Developer shall provide any additional right of way needed for the Required Improvement, provided that the County shall within applicable legal limitations and at no cost to the County, assist the Developer in acquiring additional right-of-way needed for the Required Improvement, including providing assistance through its powers of eminent domain. In addition, Hillsborough County shall provide non-financial assistance to the Developer when required in obtaining all necessary permits, approvals, utility relocations and off-site construction easements necessary to complete the Required Improvement.

4. The Hillsborough County Road Network impact fee in accordance with Ordinances 86-4 as amended by 87-19 and as amended by 89-4 and as amended by 89-6, (Roadway Improvements) and 85-24E as amended by 86-5 and 87-17 and as amended by 89-3, (Right-of-Way) is approximately Two Million Three Hundred Fifty Nine Thousand Nine Hundred Fifty Nine Dollars and No Cents (\$2,359,959.00) for Phase I of the Development, based on external daily trips. (Hereinafter said Ordinances shall be together referred to as the "Transportation Impact Fee Ordinances".)

5. The cost of the Linebaugh Project is approximately One Million Six Hundred Thirteen Thousand Eight Hundred Fifty Two Dollars and No Cents (\$1,613,852.00), which amount includes design, right-of-way acquisition, construction and construction inspection; which sum provides for a total payment by the Developer in an amount which exceeds the Pipeline Proportionate Share Amount.

6. Buildings within the Development shall be subject to the Transportation Impact Fee Ordinances, as they may be amended from time to time, provided however that all applicable costs and expenses borne by the Developer for right of way, design, construction and construction inspection of the Required Improvement (the "Developer Pipeline Expenses") shall be applied toward and be a credit against applicable impact fees imposed thereunder. Nothing herein shall be construed as a waiver of Developer's right to contest the validity of, or to apply for credits under, the Transportation Impact Fee Ordinances or the impact fees assessed thereunder. In the event that Developer Pipeline Expenses exceed applicable impact fees under this condition, such excess shall be applied toward and be a credit against then applicable transportation impact assessments (including impact fees) for the balance of Phase I and Phase II, as applicable.

7. The Developer shall commence design of the Required Improvement no later than three (3) months from the date of final approval of the Development Order subject to no appeals and shall complete same within nine (9) months after commencement of design. Upon completion of design, the Developer shall commence acquisition of necessary right-of-way and permits for the Required Improvement and shall complete same within twelve (12) months of commencement of said right-of-way and permit acquisition. Upon acquisition of necessary right-of-way and permits, the Developer shall commence construction of the Required Improvement and shall complete same within fifteen (15) months of commencement of construction. The Developer shall submit to Hillsborough County, TBRPC and the State of Florida Department of Community Affairs quarterly status reports with respect to its progress in meeting the above time frames.

8. Upon approval of this Development Order, the Developer may construct and occupy Phase I, provided however that no building permits shall be issued beyond building permits for Phase IA (or the equivalent thereof in terms of trip generation) until the Hillsborough County Expressway Authority (or such agency as is empowered to fund and/or construct the Northwest Expressway) issues bonds for the segment of the Northwest Expressway from Courtney Campbell Causeway to Hutchinson Road, with such time frames to assure operation of this segment prior to the completion of Phase I. If such bonding does not occur, the portion of Phase I beyond Phase IA shall be subject to additional 380.06, F.S. review to determine the impacts of this amount of development, to determine the improvements necessary to accommodate this development, and to establish the mitigation measures required. The Developer shall as part of the Annual Report required to be submitted under paragraph III.K., above, provide information as to the status of bonding, right-of-way acquisition and construction of the above described segment of the Northwest Expressway.

9. The Developer agrees to use due diligence, within the time frames set forth above, to design and construct the Required Improvement.

10. If the Required Improvement is not proceeding as set forth in (7) above, no further building permits or certificates of occupancy shall be issued. After concurrence from TBRPC, the County shall either require the Developer to immediately complete the Required Improvement or may require the Developer to provide the County a bond or letter of credit in the full amount of the cost of the uncompleted portion of the Required Improvement. The County shall determine the reasonable amount of the letter of credit required from the Developer. The County shall draw down on the bond or on the letter of credit for completion of the Required Improvement and shall complete the Required Improvement as expeditiously as possible, but in any event within three (3) years after the posting of the above stated bond or letter of credit. Upon the Developer providing the County such a bond or letter of credit and the establishment of a revised schedule for the Required Improvement, construction of the Project may resume and further building permits and certificates of occupancy shall be issued.

11. In the event that the performance by the Developer or the County, if applicable, of the commitments set forth in this Development Order shall be interrupted or delayed by war, riot, civil commotion or natural disaster, then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Development Order shall be interrupted or delayed in connection with acquisition of necessary right-of-way or governmental approvals for the construction of the Required Improvement and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County and TBRPC for their review and concurrence. If such documentation shows that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof, provided, however, in no event shall such extension exceed three (3) months. Any requested extensions beyond such three (3) month period may only be accomplished by an amendment to this Development Order in accordance with the provisions of Section 380.06 (19), Florida Statutes.

12. At any time after a date which is sixty (60) days after final approval of this Development Order, subject to no appeals, and upon the request of the County, the Developer shall dedicate to Hillsborough County the land described on Exhibit "B" for right-of-way for Waters Avenue. However, it is understood that the Developer and the County are currently in discussions with respect to the earlier dedication of such lands. In the event an agreement is reached with respect thereto, it shall satisfy this requirement. The Developer shall be entitled to receive credits against Transportation Impact Fees in accordance with the Transportation Impact Fee Ordinances upon such dedication.

13. Specific approval of Phase II of this Development shall require further Chapter 380, F.S., transportation review. A list of necessary roadway improvements shall be derived from this review, for which funding commitments from responsible entities must be obtained prior to the issuance of construction permits for Phase II. This list of improvements shall be included as an amendment to the original Development Order for the Project prior to any approval of the affected phases or subphases of the Development.

14. When Certificates of Occupancy have been issued for Phase IA (or the equivalent thereof in terms of trip generation), an annual monitoring program to provide peak-hour traffic counts

at the project entrances shall be instituted to verify that the projected number of external trips for the Development are not exceeded. Counts shall continue on an annual basis through build-out of the Development. This information shall be supplied in the required Annual Report. If an annual report is not submitted within 30 days of its due date, or if the Annual Report indicates that the total trips exceed the projected number of external trips for the Development by more than fifteen percent (15%), Hillsborough County shall conduct a substantial deviation determination pursuant to Subsection 380.06(19), Florida Statutes, and may amend the Development Order to change or require additional roadway improvements. The results of the study may also serve as a basis for the Developer or reviewing agencies to request Development Order amendments.

If the variance is determined to be a substantial deviation, the revised transportation analysis required pursuant to Subsection 380.06(19), Florida Statutes, shall be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

15. When Certificates of Occupancy have been issued for Phase IA (or the equivalent thereof in terms of trip generation), the Developer, or its assigns, shall prepare and implement a Transportation Systems Management (TSM) program which will divert a number of vehicle trips from the PM peak hour which is consistent with the assumptions used to prepare the Application. The plan shall be reviewed by Hillsborough County, Hillsborough Area Regional Transit ("HART"), the Tampa Urban Area Metropolitan Planning Organization ("Tampa Urban Area MPO"), Florida Department of Transportation ("FDOT") and TBRPC.

The TSM program shall include a yearly assessment of the actual achievement of vehicle trips diverted from the peak hour as a result of the TSM measures. This assessment shall also include sufficient and appropriate documentation for all diversions claimed as a result of implementation of each TSM measure. Results of the TSM program shall be included in the Annual Report.

If the Annual Report indicates that the total peak hour trips are being exceeded by more than fifteen percent (15%), Hillsborough County shall conduct a substantial deviation determination pursuant to Subsection 380.06(19), Florida Statutes, and amend the Development Order to change TSM objectives and/or require additional roadway improvements. The results of the TSM study may serve as a basis for the Developer or reviewing agencies to request Development Order amendments.

In addition, this TSM program shall be developed in cooperation with Hillsborough County, FDOT, the Hillsborough County Urban Area MPO, HART and TBRPC. This program shall seek to implement and will be measured by the TSM objectives and policies set forth in the Florida Transportation Plan and shall include, but not be limited to:

"Policy: Promote ridesharing by public and private sector employees.

OBJECTIVES:

- Increase urban area peak automobile occupancy rates by 10 percent by 1995 through expanded ridesharing efforts.
- Increase peak hour occupancy rates for transit and other high occupancy vehicles by 20 percent by 1995."

16. All internal roads shall be designed in accordance with Hillsborough County standards, where applicable.

17. The Developer shall, immediately upon commencement of construction of the Development, notify the County, TBRPC and DCA of the date of such commencement.

18. The Developer shall cooperate with Hillsborough County to identify and reserve right-of-way, within the project site, for future mass transit and roadway improvement needs.

19. The Developer shall design major roadways within the project to accommodate bus service.

C. Air Quality

1. Specific approval of Phase II of the Project shall be subject to further Chapter 380, F.S. review of air quality impacts.

2. If it is available and the Developer proposes to utilize the pipeline option for Phase II traffic impact mitigation, air quality modeling shall be based upon parameters consistent with that option. Air quality modeling shall not be based on the improved road network set forth in response to Question 31 of the ADA, unless funding commitments by a responsible entity are confirmed.

3. In the event that changes are proposed which create the likelihood of regional impact on air quality pursuant to Subsection 380.06(19), F.S., Hillsborough County shall reserve the right to require mitigation measures to alleviate any potential impacts of the Project on ambient air quality.

D. Soils/Wind and Water Erosion

1. The soil conservation measures referenced in the Application (ADA pages 14-3 and 14-4) and the measures to reduce erosion, fugitive dust and air emissions referenced in the Application (ADA pages 13-6 and 13-7), at minimum, shall be implemented. Erosion and sediment control best management practices shall be used as necessary during construction to retain sediment on-site, as per Subsection 17-25.025, Florida Administrative Code.

E. Stormwater Management and Water Quality

1. Prior to construction plan approval, the Master Stormwater Management (drainage) Plan shall be submitted to DER and TBRPC for review and to Hillsborough County and SWFWMD for approval in accordance with all applicable rules and regulations. The following parameters shall be addressed in such Master Stormwater Management Plan:

a. The stormwater management system shall be designed, constructed, and maintained to meet or exceed the requirements of Hillsborough County's Subdivision or Site Development Regulations, whichever is applicable. The appropriate Hillsborough County design criteria to be used are those criteria approved in the Development's Master Stormwater Management Plan unless an evaluation of the approved design under then current criteria will result in on-site flooding of roads or structures, in which event the design criteria to be used are those which are in effect at the time of construction plan submittal and review for a particular phase of the Project.

b. The stormwater management system(s) shall be designed, constructed, and maintained to meet or exceed Chapter 17-25, F.A.C., and 40D-4, Rules of SWFWMD. Treatment shall be provided by biological filtration, wherever feasible.

c. Best Management Practices for reducing water quality impacts, as recommended by Hillsborough County and SWFWMD in accordance with the applicable regulations of these agencies, shall be implemented, including a street cleaning program for parking and roadway areas within the Development.

2. In order to protect water quality in the Rocky Creek and Sweetwater Creek watersheds, there shall be no degradation of adopted water quality standards by the Development's stormwater and groundwater exiting the site. The Developer shall implement a semiannual surface water quality monitoring program, to be instituted before any construction activity takes place in each sub-basin of the project and to continue through build out, at minimum. If more stringent water quality monitoring is required by SWFWMD or Florida Department of Environmental Regulation ("DER") in applicable permits, the conditions of the permit shall supercede this requirement. Any violation of Chapter 17-3, F.A.C., determined to be caused by the Development shall require corrective measures as set forth by DER. The following shall apply:

a. Sampling locations shall be determined in cooperation with Hillsborough County, DER, SWFWMD and TBRPC.

b. All water quality analytical methods and procedures shall be thoroughly documented and shall comply with EPA/DER Quality Control Standards and Requirements.

c. The monitoring results shall be submitted to Hillsborough County, DER and SWFWMD. Should the monitoring indicate that applicable state water quality standards are not being met by the Development, the violation shall be reported to Hillsborough County immediately and all construction within the sub-basin(s) where the violation is noted shall cease until the violation is corrected; or if specific construction activities can be identified as causing the violation, all such activity shall cease until the violation is corrected.

3. The Developer shall operate and maintain all on-site stormwater management facilities unless otherwise required or approved by the County.

4. All drainage and associated access easements necessary to accommodate any and all of the impacts of the Development shall be donated by the Developer to the County, as required, and in accordance with the appropriate County policy in effect at the time of construction plan submittal and review. All easement documents associated with a particular parcel or phase must be fully executed and recorded prior to, or concurrent with, the issuance of Certificates of Occupancy for the particular parcel or phase or plat approved, whichever is applicable.

5. Elevations for all habitable structures shall be at or above the applicable base (100-year) flood elevation.

6. The proposed retention/detention wetland systems shall be designed, constructed and maintained pursuant to the Stormwater and Lake Systems Maintenance and Design Guidelines, (TBRPC, 1978), where applicable.

7. Incorporation of isolated wetlands within the stormwater management facilities shall be in compliance with DER (Chapter 17-25, FAC) and SWFWMD (Chapter 40D-4, FAC) requirements.

F. Wetlands/Vegetation and Wildlife/Open Space

1. All wetlands on-site defined as conservation areas by TBRPC Rule shall be conserved, or mitigated by in-kind replacement with no net loss of wetland acreage.

2. Any activity interfering with the integrity of the wetlands, such as clearing, excavating, draining or filling, without written authorization from the Director of the Environmental Protection Commission or his designated agent, pursuant to Section 17 of the Hillsborough County Environmental Protection Act and of Chapter 1-11, Rules of the Environmental Protection Commission shall be prohibited.

3. The portions of the Project which meet the definition of preservation and conservation areas, as defined in the Council's adopted growth policy, Future of the Region, Sections 10.1.2 and 10.3.1, are designated in the Application.

4. In order to protect the natural values of conserved wetland areas, the following shall be required unless more stringently permitted by the applicable environmental agencies:

a. No adverse hydroperiod alteration shall be permitted in conservation areas designated in the Application, including wetlands created for mitigation purposes.

b. All losses of conservation areas shall require 1:1 in-kind wetland replacement. Mitigation for wetland losses shall be implemented prior to, or concurrent with, the wetlands being disturbed.

c. All mitigation areas and littoral shelves shall be monitored semiannually for a period of four (4) years beginning immediately in selected mitigation areas. Monitoring shall include measurement of species diversity and composition and efforts to control nuisance species encroachment. Additional planting may be required to maintain an eighty percent (80%) survival of planted species at the end of four (4) years. If it is apparent that conservation areas are being stressed due to project development activities, development activity shall cease until remedial measures have been taken to correct the hydroperiod imbalance. Such measures could include limitations on impervious surface, enlargement of natural buffer areas and increased upland retention of stormwater. The results of the monitoring shall be provided in each annual report.

5. The Developer shall provide a natural buffer zone around all conservation areas to provide an upland transition into the wetland areas and to protect the natural systems from development impact in accordance with Hillsborough County's Land Alteration and Landscape Ordinance. Alterations to buffer areas are permissible, if in accordance with the Hillsborough County Landscape Ordinance.

6. Existing wetlands which are permitted to be altered or eliminated should be used as donor material for re-vegetation of mitigation areas, where feasible.

7. In order to allow time for the Hillsborough County Expressway Authority to reserve additional lands that it may require for the Northwest Expressway, no building permits shall be issued until March 1, 1990, for that portion of the Development site which lies to the north of the land which is currently reserved for the Northwest Expressway, provided that the Developer may, during this period and upon receiving the appropriate permits therefor, conduct such site alteration, land clearing and other activities on said land so long as no permanent structures are placed thereon. In the event that during this period, retention facilities are constructed on such land which, upon acquisition by the Hillsborough County Expressway Authority may no longer be used by the Developer to serve the portion of the Development site lying south of the land currently reserved for the Northwest Expressway, then the Developer shall be required to relocate any such retention facilities required to serve such southerly portion of the Development site, at its own expense. This condition shall expire at 12:01 a.m., March 2, 1990.

8. In the event that any species listed in Sections 39-27.003-.005, F.A.C., are observed frequenting the site for nesting, feeding, or breeding, proper protection/mitigation measures shall be employed immediately in cooperation with the Florida Game and Fresh Water Fish Commission ("FGFWFC").

9. A sufficient amount of pine flatwoods/palmetto prairie habitat adjacent to conserved wetlands shall be preserved in its natural state and maintained so as to provide natural habitat as pine flatwoods.

10. Adequate provisions shall be made to ensure protection of those listed species known to occur on-site. A report on those provisions shall be included in the first annual report.

11. The Developer shall be responsible for maintaining all common recreation and open space areas within the project site other than those for which Hillsborough County has assumed maintenance responsibilities.

12. The TowerMarc/Waters Avenue Development open space areas, (approximately 39.6 acres) and recreational areas conceptually shown in the Application shall be accessible to the elderly and handicapped, as required by applicable state and local ordinances.

G. Public Facilities

1. Prior to or simultaneous with construction plan or site plan approval for all or a portion of the Development, the Developer shall stipulate to the satisfaction of Hillsborough County, in accordance with applicable regulations, the manner by which the Developer will participate in the provision or expansion of internal water supply (if applicable), supply lines, and facilities to service the portion of the Development being submitted for construction plan or site plan approval. This requirement shall include a determination of adequate water pressure and flows to meet firefighting requirements for the portion of the Development being submitted for construction plan or site plan approval. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for the building construction which is the subject of the building permit.

2. Hillsborough County shall provide water and sanitary sewer service to the Project. The Developer, or its assigns, shall be responsible for maintenance of all on-site water and wastewater facilities unless dedicated to Hillsborough County.

3. Prior to issuance of building permits, the Developer shall verify to the satisfaction of Hillsborough County that adequate solid waste disposal, water, wastewater, electricity, fire, emergency medical services and police capabilities and facilities are available for the building(s) that are the subject of such building permits.

4. Concurrent with issuance of the first Certificate of Occupancy, the Developer shall use non-potable water, if available, for landscape and open space irrigation unless otherwise approved by Hillsborough County. The Developer shall submit a plan to Hillsborough County and TBRPC for using non-potable water for irrigation in the first Annual Report following issuance of the first Certificate of Occupancy. Applicable Hillsborough County regulations and procedures may be adequate to meet this requirement. The Development shall utilize, to the maximum extent possible, the lowest quality water reasonably available and suitable for irrigation or similar nonpotable uses.

5. Water-saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Subsection 553.14, Florida Statutes, (1987)).
6. The Developer shall implement a wastewater reuse system, in accordance with uniformly applicable rules and regulations of Hillsborough County.
7. The Developer shall pursue with Hillsborough County private interest cost-sharing in the construction of any needed new or expanded wastewater treatment facilities to serve the Development and future surrounding development prior to seeking approval of a project specific interim wastewater treatment plant; provided, however, the foregoing requirement to pursue private interest cost-sharing shall not obligate Hillsborough County to enter into any contractual relationship with the Developer nor shall Hillsborough County be thereby restricted in any way from seeking bids or proposals from other entities. Should an interim wastewater treatment plant be utilized, it shall be subject to review and approval under applicable regulations of Hillsborough County in effect at the time of such application. The interim wastewater treatment plant shall only be located where a detailed hydrogeological analysis of the site determines low potential for groundwater contamination. In addition, a timetable, plan and system of standards shall be developed whereby the Development will connect to regional wastewater facilities and close down its interim wastewater treatment plant.
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.
9. The Developer shall be responsible for maintenance and operation of any on-site wells.
10. Project sewer lines shall be monitored for leaks and ruptures once every three (3) years until such time as said lines are dedicated to Hillsborough County. The entity(ies) to carry out the monitoring shall be the Developer, or its assigns. Faulty lines shall be replaced as quickly as possible.
11. Disposal of non-domestic or hazardous waste into the sewer system shall be prohibited.
12. Final irrigation system design plans for each development parcel of the TowerMarc/Waters Avenue Project for which approval is being sought, including locations, construction details and pumping rates for irrigation wells, shall be provided to SWFWMD and Hillsborough County for approval, and to TBRPC for review, prior to the issuance of any building permits within each applicable development parcel. In the event that there are no adopted regulations with respect to approval of private irrigation systems, then the Developer shall submit such plans for informational purposes to the above agencies.
13. Any TowerMarc/Waters Avenue Project owners and tenants that generate hazardous waste shall be encouraged to utilize waste exchanges. A report of such use shall be included in each annual report.
14. Any TowerMarc/Waters Avenue Project tenants which produce waste which is not suitable for recycle, exchange or reuse shall be encouraged to develop permissible on-site hazardous waste treatment capabilities to ensure public safety prior to transport.
15. There shall be no underground storage of hazardous materials on-site unless properly permitted by Hillsborough County and other applicable agencies.
16. The Developer shall provide to all Project businesses information that:

a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in the specially-designated containers/areas; and

b. Describes construction requirements for hazardous waste holding areas; and

c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

A description of compliance with this condition shall be required in each annual report.

17. The Developer shall inform all tenants and occupants of the Project about their responsibility to comply with Florida's Right-to-Know Law. Insofar as the Developer is an employer and is located within the Project, it shall comply with Florida's Right-to-Know Law.

18. The Developer shall inform tenants and occupants of the Project of their responsibilities under the Resource Conservation and Recovery Act. Insofar as the Developer is an employer and is located within the Project, it shall comply with the Resource Conservation and Recovery Act, as applicable.

19. The Developer shall inform any tenants and occupants within the Project of their responsibilities pursuant to Title III of the Superfund Amendments and Reauthorization Act (SARA) of 1986. Insofar as the Developer is an employer and is located within the Project, it shall comply, as applicable, with SARA Title III.

H. Energy Conservation

1. The Developer shall encourage all Project tenants and businesses to do the following:

a. The establishment of energy policies, energy use monitoring and energy conservation, using a qualified energy use analyst;

b. The institution of programs to reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours and the use of energy efficient cooling, heating and lighting systems;

c. The institution and utilization of recycling programs;

d. The employment of energy alternatives such as solar energy, resource recovery, waste heat recovery and cogeneration;

e. The installation of total energy systems on large facilities, when cost effective;

f. Use of the most energy efficient technology economically feasible in the construction and operation of the Project's facilities;

g. Use of landscaping and retention of existing vegetation as a means for energy conservation;

h. Obtain energy audits provided by energy companies or other qualified agencies;

i. Install water heater timers and set water heaters at 130 degrees Fahrenheit or lower;

j. Use landscaping and building orientation to reduce heat gain, where feasible, for all Project construction.

k. Promote energy conservation by employees, buyers, suppliers and the public, as appropriate; and

1. Utilize energy efficient packaging and/or recyclable materials.

2. A report on the implementation of and participation in these and other energy programs, as well as the energy conservation measures referenced in the Application (pages 25-3 and 25-4 of the ADA), shall be included in each annual report after the issuance of certificates of occupancy for the TowerMarc/Waters Avenue Project. The Developer may utilize a survey of Project occupants, or other effective means, to comply with this condition.

3. The Developer should work with or designate an energy officer to establish energy policies, monitor energy use and encourage conservation for Project businesses.

I. Equal Opportunity/Economy

1. The Developer shall encourage the promotion of entrepreneurship and small and minority-owned business start-ups and non-discriminatory employment opportunities within the Development. A report on equal opportunity employment programs utilized by Project business and the program's effect should be incorporated into the Annual Reports following issuance of the first certificates of occupancy for project businesses.

2. The Developer shall encourage employers in the Project to institute programs to provide child care facilities at the place of employment or as a cooperative effort with other businesses. A report on child care programs utilized by Project business employees should be incorporated into the Annual Report following issuance of the first certificates of occupancy for Project businesses.

J. Historical or Archaeological Resources

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

K. Housing

In order to ensure adequate housing opportunities reasonably proximate to places of work and to address the housing policies of the state land development plan, prior to the commencement of Phase II, the Developer shall conduct an analysis of the affordable housing needs to be generated by the Development, including the need for affordable housing for Phase I, (using a methodology approved by DCA). If the analysis shows that the Development will generate significant affordable housing needs which will not be met by such housing in the northwest Hillsborough County area, the Developer shall prepare a Housing Affordability Plan ("HAP") and shall adopt the HAP as an amendment to this Development Order. The HAP shall be consistent with applicable rules of DCA, TBRPC, the County comprehensive plan, and County land development regulations.

At a minimum, the HAP shall contain:

1. Specific standards or amounts for needed housing delivery, including housing delivery alternatives.
2. Specific mechanism for HAP implementation.
3. Monitoring.
4. Location and placement of affordable units.

5. An assessment of the HAP and its relationship to the local comprehensive plan in regard to the need for affordable housing.

6. Provisions for crediting the Developer for activities that address affordable housing.

L. General

1. All of the Developer's commitments set forth in the Application, 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.

2. Any change to the Project which departs significantly from the parameters set forth in the phasing schedule set forth in this Development Order shall require a substantial deviation determination, pursuant to Subsection 380.06(19), Florida Statutes.

3. All outstanding amounts for initial review by TBRPC shall be paid within 15 days of billing.

4. Payment for any future activities of the TBRPC with regard to this Development including, but not limited to monitoring or enforcement actions, shall be paid to TBRPC by the Developer in accordance with the DRI Fee Schedule.

5. The Developer shall record a notice of adoption of this Development Order pursuant to Section 380.06(15), Florida Statutes.

6. The land use trade-off implemented by the Developer shall be in accordance with the Land Use Trade-off Mechanism for Phase I set forth in Exhibit "C", attached hereto.

7. Any lands within the TowerMarc/Waters Avenue Project site which are contemplated for use for the Northwest Expressway and for wetland mitigation for the Northwest Expressway which are not so used, may be developed, provided that all terms and conditions of this Development Order are adhered to, including, without limitation, Development Order conditions relating to Development totals, uses and Project phasing. Any proposed development or other form of occupation of lands reserved for the Northwest Expressway right-of-way traversing the TowerMarc/Waters Avenue Project site shall require a substantial deviation determination, pursuant to Subsection 380.06(19), Florida Statutes, provided that activities that create impacts which were reviewed in the Application and/or the established uses contemplated for the Northwest Expressway shall not be subject to this requirement. The use of portions of the TowerMarc/Waters Avenue Project site for the Northwest Expressway and for wetland mitigation for the Northwest Expressway is specifically authorized under this Development Order and in lieu of the conditions set forth herein, such uses shall be subject to all applicable laws, ordinances and regulations governing the establishment of such uses.

8. The Developer shall cooperate with Hillsborough County in connection with its Hurricane Contingency Plan for utilization of the site as a parking area for dispatch and/or storage of public agency vehicles and mobile equipment in the event of a hurricane or similar emergency situation.

9. Tenants and occupants of the TowerMarc/Waters Avenue Project shall be informed that Waters Avenue, from Wilsky Boulevard to Dale Mabry Highway, has been designated as a major evacuation route for Hillsborough County residents. Employees of TowerMarc/Waters Avenue Project businesses should be requested to refrain from leaving the TowerMarc/Waters Avenue Project site during an evacuation, except as necessary for health and safety considerations. Employees should also be requested to avoid using

Waters Avenue while leaving the TowerMarc/Waters Avenue Project site, as well as other designated major evacuation routes, to the extent possible, if it becomes necessary to leave the site during an evacuation.

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 August 22, 1989 as same appears of record in Minute Book 159 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 25th day of August, 1989.

RICHARD AKE, CLERK

By: Judith M. Nichols
Deputy Clerk

APPROVED BY COUNTY ATTORNEY
John D. ...
County Attorney

COMPOSITE EXHIBIT "A"
TO TOWERMARC DEVELOPMENT ORDER

APPLICATION FOR DEVELOPMENT APPROVAL,
SUFFICIENCY RESPONSE
AND REVISED MAP H-1

AFFIDAVIT

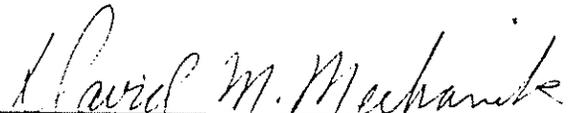
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that on this day before me, the undersigned notary public authorized in this State and County named above to administer oaths and take acknowledgements, personally appeared David M. Mechanik, as attorney for TowerMarc Corporation, the applicant/owner of the TowerMarc/Waters Avenue Project DRI, to me well known, who being by me first duly sworn, says upon oath as stated below:

1. TowerMarc Corporation filed its application for development approval for TowerMarc/Waters Avenue Project on December 22, 1988. The sufficiency response was filed on March 16, 1989.

2. The aforementioned documents were filed with Hillsborough County, the State of Florida Department of Community Affairs ("DCA"), the Tampa Bay Regional Planning Council ("TBRPC") and those other governmental agencies described in the distribution list attached to this Affidavit as Exhibit 1.

3. Revised Map H-1, referred to in the Development Order as Revised Map H and attached to this Affidavit as Exhibit 2, was filed with Hillsborough County, TBRPC and DCA.



David M. Mechanik
Attorney for TowerMarc
Corporation

Sworn to and subscribed before me this 22nd day of August, 1989.



Notary Public

(Notarial Seal)

My commissioner expires:

Notary Public, State of Florida
My Commission Expires 7, 1991

DRI APPLICATION TRANSMITTAL LIST

Ms. Shirley Gersholowitz
Northwest Area Planning Manager
Hillsborough County Department of
Planning and Zoning
Post Office Box 1110
Tampa, Florida 33601

Ms. Suzanne Cooper, DRI Coordinator
Tampa Bay Regional Planning Council
9455 Koger Boulevard, Suite 219
St. Petersburg, Florida 33702

Mr. Richard Adair
Florida Department of Transportation
4950 W. Kennedy Boulevard, Suite 500
Tampa, Florida 33609

Ms. Terry Porter, DRI Coordinator
Mr. Louis Fernandez
Department of Environmental Regulation
4520 Oak Fair Boulevard
Tampa, Florida 33610-7347

Mr. George W. Percy
State Preservation Officer
State Historic Preservation Officer and
Chief Bureau of Historic Site and Properties
Division of Archives,
History and Records Management
Department of State, The Capitol
Tallahassee, Florida 32399

Mr. Rich Gooch
Office of Environmental Service
Florida Game and Fresh Water Fish Commission
29200 Tucker's Grade
Punta Gorda, Florida 33955

Mr. Dave Slonena,
Senior Environmental Scientist
Resource Regulation Department
Southwest Florida Water Management District
2379 Broad Street
Brooksville, Florida 33512-9712

Mr. Bill Howell
Bureau of Biological &
Interpretive Services
Department of natural Resources
3900 Commonwealth Boulevard, Room 508
Tallahassee, Florida 32303

Mr. Dennis Harmon, Chief
Bureau of Economic Analysis
Florida Department of Commerce
406 Fletcher Building
Tallahassee, Florida 32303

Mr. Tom Beck, Chief
Department of Community Affairs
Bureau of State Planning
Rhyne Building
2740 Centerview Drive
Tallahassee, Florida 32399

Mr. A. J. Salem
Planning Division
U.S. Army Corps of Engineers
Post Office Box 4970
Jacksonville, Florida 32232-0019

Mr. Connor Davis
Marine Fisheries Commission
2562 Executive Center Circle East
Suite 211
Tallahassee, Florida 32301

Mr. Gene Heath, General Manager
West Coast Regional Water Supply Authority
2535 Landmark Drive, Suite 211
Clearwater, Florida 33519

Mr. William Saalman, III
U.S. Department of Agriculture
Soil Conservation Service
5118 North 56th Street, Suite 250
Tampa, Florida 33610

Mr. Jim Muller
Florida Natural Area Inventory
254 East Sixth Avenue
Tampa, Florida 32303

Mr. Joseph D. Carroll, Jr.
Field Supervisor
U.S. Fish & Wildlife Service
Post Office Box 2676
Vero Beach, Florida 32960
1360 U.S. #1
Vero Beach, Florida 32961-2676

Mr. Craig Heugel
IFAS
12175 125th Street North
Largo, Florida 34644

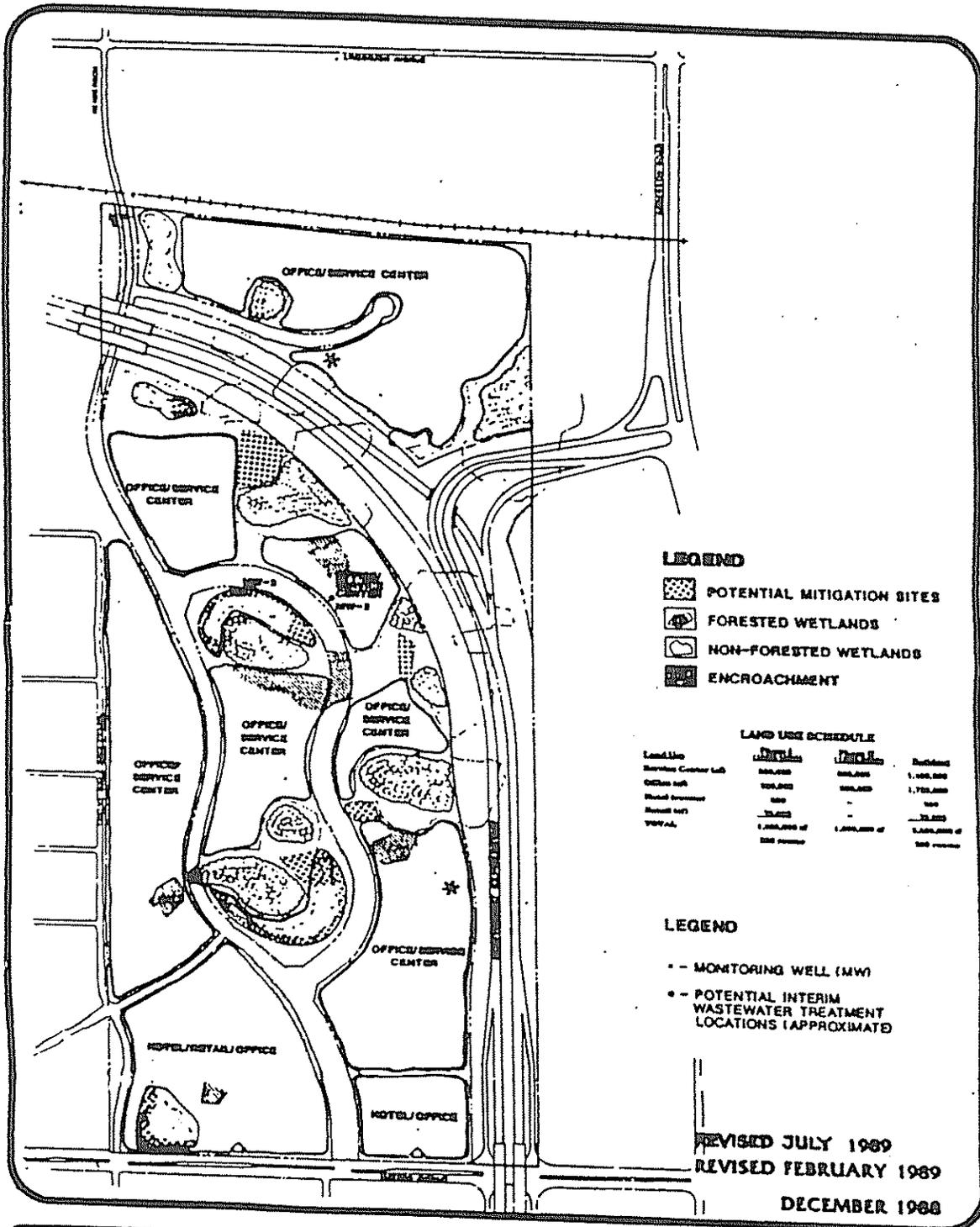
Mr. Jim Jeansonne
Hillsborough County Environmental
Protection Commission
1900 Ninth Avenue
Tampa, Florida 33605

Mr. Joe Costa
HART
4305 East 21st Avenue
Tampa, Florida 33605

Mr. Phil Steinmiller
Metropolitan Planning Organization
440 Court Street
Clearwater, Florida 33516

Mr. Robert Hunter
Executive Director
Hillsborough County City-County
Planning Commission
201 E. Kennedy Boulevard, Suite 600
Tampa, Florida 33602

EXHIBIT 2 TO COMPOSITE EXHIBIT "A"



TowerMarc Corporation

Waters Avenue

MASTER PLAN

Florida Land Design & Engineering, Inc.
 MacArthur, Ferguson, Allison & Kelly
 Skidmore, Peckham, Associates
 Benjamin Wilkins, AICP

SCALE: 1" = 700'

MAP H-1

NW
X-way
Parcel

EXHIBIT "B"

LEGAL DESCRIPTION
RIGHT-OF-WAY

PROJECT A3B-249
WATERS AVENUE
PARCEL 225

THAT PART OF:

The West 1937.68 feet of Section 19, Township 28 South, Range 18 East Hillsborough County, Florida, lying South of the South right-of-way line of the Seaboard Airline Railroad less the South 30.00 feet for right-of-way for Waters Avenue.

BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

Commence at the Southwest corner of Section 19, Township 28 South, Range 18 East; thence South $89^{\circ}20'42''$ East, along the South boundary of said Section 19, a distance of 1304.06 feet; thence North $00^{\circ}35'14''$ East, a distance of 77.52 feet to the North right-of-way line of Waters Avenue (County Project No. 85-33-R, Phase 1); also being the POINT OF BEGINNING; thence continue North $00^{\circ}35'14''$ East, a distance of 16.14 feet; thence South $86^{\circ}50'59''$ East, a distance of 126.48 feet to the beginning of a non-tangent curve concave to the South; thence along the arc of said curve having a radius of 7698.94 feet, a central angle of $01^{\circ}08'00''$, an arc distance of 152.28 feet; the chord which bears South $89^{\circ}58'51''$ East, chord distance of 152.28 feet to the end of said curve; thence South $89^{\circ}24'46''$ East, a distance of 355.55 feet; thence South $00^{\circ}57'12''$ West, a distance of 12.00 feet to the North right-of-way line of Waters Avenue; thence North $89^{\circ}24'46''$ West, along said right-of-way line, a distance of 126.97 feet; thence North $00^{\circ}35'14''$ East, a distance of 3.00 feet; thence North $89^{\circ}24'46''$ West, a distance of 15.00 feet; thence South $00^{\circ}35'14''$ West, a distance of 3.00 feet; thence North $89^{\circ}24'46''$ West along said right-of-way line, a distance of 492.13 feet to the POINT OF BEGINNING.

Less existing rights-of-way.

Containing 7,578 square feet, more or less.

EXHIBIT "C"

Land Use Trade-Off Mechanism for Phase I

The Developer shall be permitted to trade-off a portion of two or more of the approved land uses for this Development where the change does not increase the P.M. peak hour traffic for Phase I (470 entering; 1,807 exiting) or IA (366 entering; 1,567 exiting) of the development, as applicable. The Developer shall prepare a traffic analysis, for review and approval by the County, which demonstrates that the change in the relative amounts of approved land uses will not create additional P.M. peak hour traffic beyond that approved for Phase I or IA as applicable. In no event shall the trade-off mechanism be used to yield less than 12,000 or more than 70,000 square feet of GLA of Commercial land use or less than 100 or more than 400 Hotel rooms.

ATTACHMENT 1

DRI # 196 - TOWERMARC/WATERS AVENUE

DEVELOPER COMMITMENTS

The following are developer commitments set forth in the Application for Development Approval and Sufficiency Response which shall be honored by the developer, except as they may be superceded by specific terms of the Development Order.

General Project Description

The TowerMarc/Waters Avenue project will utilize a master landscape plan to effect a comprehensive design for the site. (ADA*, page 27-1)

ENVIRONMENTAL AND NATURAL RESOURCES

Air

The contractor will be required to sod, seed, mulch or plant with landscape material the cleared and disturbed areas as soon as possible after clearing. The side slopes of detention ponds will be sodded or natural vegetation will be encouraged to grow. The contractor will also be required to control wind erosion through sprinkling or other appropriate means. (ADA, page 13-6)

Land

Detention areas will be incorporated into the existing wetlands to reduce the need for pond embankments. Side banks will be of an appropriate slope and will be promptly stabilized with vegetation. (ADA, page 14-3)

To alleviate the erosive effects of wind and water, the following steps will be implemented during construction:

1. Only those portions of the site ready for construction will be cleared.
2. Sediment basins will be constructed at the start of each drainage system phase.
3. Areas to be cleared and disturbed by construction will be sodded, mulched with hay, straw and other suitable materials as soon after the construction as possible. Areas adjacent to the roadways or where slopes are 3:1, or greater, will be sodded or landscaped.
4. Construction areas will have interim water quality control features, such as hay bales, as needed to reduce turbidity.
5. Embankment areas of stormwater filtration ponds will be seeded, sodded or planted to help stabilize shorelines and to filter runoff.
6. If wind erosion becomes significant during construction, the contractor will sprinkle the problem area with water. Following construction, the planted ground cover and the drainage system vegetation and configuration will effectively control wind and water erosion.
7. Landscaping will be initiated before development work is completed to ensure that bare soil is not unnecessarily exposed to wind and water erosion. (ADA, pages 14-3 and 14-4)

Any fill obtained from off-site will be from properly permitted sources. (SR, page 54)

The soil conservation measures referenced on page 14-3 of the ADA or similar measures to effect similar results shall be implemented. (SR, page 119)

Site specific geotechnical explorations for future building sites will identify the most preferable method of surface compaction. The developer will perform necessary site preparation to support the proposed buildings which may include those measures listed in the ADA. (SR, page 120)

Water

The stormwater management system . . . has been closely coordinated with the Master Plan to treat stormwater runoff prior to discharge into the site's surface waters. Specific site characteristics such as wetlands, soil types and hydrogeology will be utilized in an effort to avoid potential adverse effects on both surface and groundwater quality. The system design will incorporate the best available techniques for management and treatment of stormwater runoff, including the following:

1. maintaining, wherever appropriate, existing drainage basins and flow patterns;
2. incorporation of natural wetlands where possible into the drainage system as secondary stormwater treatment and for stormwater storage [Developer clarification];
3. use of grassed roadside and side yard swales wherever possible to promote infiltration and filtration of surface runoff;
4. use of rear lot line filtration berms to provide filtration of runoff from minor areas where practicable;
5. integration of pond areas within the drainage system to decrease discharge, promote infiltration, and provide volume for detention of first flush waters, and
6. where applicable, use of littoral shelves of detention areas to provide additional filtration and treatment of stormwater runoff. (ADA, page 15-11)

Hay bales and any other water quality control features, will be effectively maintained throughout their use. The applicant will periodically inspect such features and repair and/or replace as necessary to ensure proper protection of water quality. (SR, page 56)

Wetlands

Although the applicant is not responsible for wetland alterations associated with the [Northwest] Expressway's construction, the applicant will consult with the Expressway Authority to determine how these wetland losses might be compensated by the Authority. (ADA, page 16-6)

Approximately 85.6% of all existing wetland area outside the Northwest Expressway right-of-way will be left in their natural state. (ADA, page 16-6; SR**, page 61)

Wetlands used for stormwater treatment will be protected by providing sediment traps, grease baffles, and trash racks at [appropriate] points of [inflow] to each wetland. During construction, best management practices will be used to prevent erosion of soil from adjacent uplands into wetland areas. (ADA, page 16-7)

Buffer areas will be preserved adjacent to existing wetlands on the site. (ADA, page 18-11)

Most of the wetlands on the site will be preserved in their natural state or enhanced by restoring their historical water levels. Compensation will be provided for those wetlands removed for roadway construction, or for increasing parcel size, by creating similar wetland habitats elsewhere on the site and by creating littoral shelves in stormwater treatment ponds. (ADA, page 18-18)

Representative upland areas will be located within the natural vegetation associated with the wetland setbacks. (SR, page 6)

Those areas stated as conservation areas . . . will be protected during construction using Best Management Practices that include the use of staked hay bales, windrows, and/or silt screen fences placed at the outside edge of the buffer area. (SR, page 60)

Areas proposed as mitigation will be vegetated and will not include open water. Open water bodies may be contiguous to proposed mitigation areas. (SR, page 66)

Vegetation and Wildlife

Any expansion of the cypress systems on the Waters Avenue site is restricted to wetland limits as depicted on the wetland jurisdictional survey. No efforts will be made to prevent this expansion within wetlands during construction or in the post-construction phase of the proposed project. (SR, page 70)

Historical and Archaeological Sites

The discovery of any archaeological or historical resources shall be reported to the Florida Division of Historical Resources and the disposition of such resources shall be determined in cooperation with the Division of Historical Resources and Hillsborough County. (SR, page 70)

PUBLIC FACILITIES

Wastewater Management

Sludge produced at the IWWTP [interim wastewater treatment plant] would be removed and transported to an approved County disposal site. (ADA, page 21-30)

Any interim facility will not be incorporated into regional facilities planning and it is expected the facility would be taken out of service permanently as soon as County service becomes available. (ADA, page 21-4)

It is anticipated that no capital improvement costs in excess of developer contributions for wastewater facilities will be borne by Hillsborough County as a result of the development of the Waters Avenue project. (SR, page 75) [Developer clarification]

The developer agrees to a condition that wastewater capacity shall be available for each building as it is constructed. (SR, page 124)

The TowerMarc/Waters Avenue project sewer lines shall be monitored for leaks and ruptures once every three (3) years until such time as said lines are dedicated to Hillsborough County. The entity(ies) to carry out the monitoring shall be the developer, or its assigns. Faulty lines shall be replaced as quickly as possible. (SR, page 125)

The interim [wastewater treatment] plant is an option to be utilized only in the event that public sewer is not available at the time of the need for service. The plant would be phased out as public facilities became available. (SR, page 126)

Drainage

The proposed drainage system for the TowerMarc/Waters Avenue site will be designed to maintain the water quality of the downstream receiving waterways and to maintain the pre-development runoff characteristics of the watersheds. (ADA, page 22-1)

The controlled water levels of the proposed detention system will be designed to coincide with the existing topography. (ADA, page 22-7)

Control elevations for the ponds, which utilize wetlands, will be set according to the existing wetland's hydroperiod. Control elevations for ponds utilizing man-made littoral shelves will be set according to the seasonal high groundwater table. (ADA, page 22-8)

Unless dedicated to Hillsborough County, the drainage system will be operated and maintained by the TowerMarc Corporation or its successors or assigns. (ADA, page 22-8)

Water quality treatment of surface water runoff will be accomplished through the use of the existing and manmade wetlands. The water quality treatment volume will be stored between the normal pool and seasonal high pool of the existing wetlands, thus, maintaining their hydroperiods. (SR, page 82)

Water Supply

It is anticipated that no capital improvement costs in excess of developer contributions for water facilities will be borne by Hillsborough County as a result of development of the Waters Avenue project. (SR, page 75) [Developer clarification]

It is anticipated that the internal roadways and internal water facilities will be dedicated to Hillsborough County, but, if not, the developer, its successors or assigns will have maintenance and operation responsibilities. (SR, page 84)

To the extent feasible, the developer shall utilize water conservation practices including the use of xeriscape techniques and seasonal irrigation scheduling. (SR, page 87)

The developer will evaluate the use of reclaimed water and/or stormwater ponds to meet non-potable demands. (SR, page 88)

Water capacity shall be available for each building as it is constructed. The developer or its assigns shall maintain on-site water supply systems. (SR, page 127)

Xerophytic plant material will be used in landscape planting where feasible. (SR, page 128)

The applicant will use its best efforts to utilize reclaimed wastewater and/or stormwater retention ponds for irrigation purposes. (SR, page 128)

Solid Waste

It is anticipated that no capital improvement costs in excess of developer contributions for solid waste facilities will be borne by Hillsborough County as a result of development of the Waters Avenue project. (SR, page 76) [Developer clarification]

The developer will encourage project occupants to utilize the County's recycling facilities, as feasible. (SR, page 93)

The applicant will clean up the site during development and will have all solid waste materials removed and disposed of in a County-approved solid waste disposal facility. (SR, page 5 of the Hillsborough County Environmental Protection Commission section)

Energy

Alternative energy sources will be considered for the TowerMarc/Waters Avenue project. (ADA, page 25-4)

Adequate electrical service shall be available to each building as it is constructed. (SR, page 129)

The energy conservation measures as described on page 25-3 of the ADA will be incorporated into the project as feasible. (SR, page 130)

Energy alternatives will be seriously considered for the Waters Avenue project. (SR, page 130)

Recreation and Open Space

The common open space areas will be maintained by the applicant or its assigns. (ADA, page 27-2)

On-site [common] recreational facilities will be available for use by the project employees and guests, including hotel patrons. (SR, page 93)

Police

Adequate police protection shall be available for each building as it is constructed. (SR, page 132)

Fire

It is anticipated that no capital improvement costs in excess of developer contributions for fire protection facilities will be borne by Hillsborough County as a result of development of the Waters Avenue project. (SR, page 76) [Developer clarification]

The developer will coordinate with the Hillsborough County Fire Department to provide adequate fire flow to the site. The developer will require the installation of sprinkler systems in all buildings and national fire protection standards will be required for each building. (SR, page 97)

The applicant will encourage tenants and occupants to coordinate with the Hazardous Material Response Committee. (SR, page 97)

Adequate fire protection shall be available for each building as it is constructed. (SR, page 132)

Transportation

Coordination of transit opportunities with the Hillsborough Area Regional Transit Authority will take place as the project develops. (ADA, page 13-7)

A trade-off mechanism between office and service center land uses is proposed in which the total transportation impact[s] do not exceed that which is described in this analysis. The total estimated p.m. peak hour trips generated by the TowerMarc/Waters Avenue project is 2,943. Should the applicant elect to reduce the office square footages and to increase the service center square footages (or vice-versa), these established control totals shall not be exceeded. In order to monitor compliance with this trade-off mechanism, calculations will be submitted to Hillsborough County, if such a trade-off mechanism is utilized. (ADA, page 31-26)

The applicant will continue to work with the HART Authority to accommodate transit usage by the project employees. Consideration will be given, as appropriate, to such items as lane widths, curve radii, pull-out bays, shelters, and information kiosks. The applicant will also work with the Hillsborough County MPO in supporting its car and van pooling programs. (ADA, page 31-41)

At build-out, the Waters Avenue access off the main roadway will be signalized with dual left turns into and out of the project. (SR, page 19)

The applicant will coordinate with Hillsborough County to assure that all proposed project driveways onto Twelve Oaks Boulevard (Henderson Road) will be aligned and constructed to have minimum impacts on the Twelve Oaks residential subdivision west of the project site. (SR, page 15 of the Hillsborough County Planning and Zoning section)

*ADA - Application for Development Approval

**SR - Sufficiency Response; unless stated otherwise, all pages referenced were included in the "Tampa Bay Regional Planning Council" response section.