

#226



CITY OF TAMPA

Pam Iorio, Mayor

Growth Management & Development Services

Land Development Coordination

September 29, 2010

Mr. John LaRocca
LaRocca, Murphy Consulting
101 E. Kennedy Blvd., Suite 3020
Tampa, Florida 33602

Re: **Busch Gardens Development of Regional Impact** – Extension of Build Out /Expiration Date
(Ordinance 99-66)

Dear John:

We are in receipt of your request to extend the build out/expiration date of the Development Order associated with the approval of the Busch Gardens Development of Regional Impact. The Florida Legislature recently enacted House Bill 1752 in recognition of 2010 real estate conditions, which extended certain permits issued by Florida Department of Environmental Protection and Water Management Districts. **This extension includes any local government issued development order or building permit that has an expiration date of September 1, 2008 through January 1, 2012**

Based upon the information you provided, we have determined that the project has met the provisions of HB 1752 and is extended for two years from the date of its build out/expiration. The new date is 12/31/12. Please be advised that the two year extension does not impair the authority of the City of Tampa to require the property subject to the extension to be secured and maintained in a safe and sanitary condition in compliance with applicable codes and regulations. In addition, the extension request is issued by the City of Tampa for permits and development orders solely under its jurisdiction. Outside agencies which may have extra jurisdictional authority should be contacted for permit extensions separately.

Regards,

Susan L. Johnson
Subdivision Coordination
City of Tampa, Florida

Cc: John Meyer, TBRPC



Notification of a Time Extension for an Approved Project or Development

Deadline to file this notification is prior to the current expiration date of approval or by December 31, 2010, 5:00 pm whichever date occurs first. Identify below by placing a checkmark in the specific box as to which this notification of a time extension is being requested and provide the issued permit number or file number originally associated with the approval.

Please submit this Notification of Time Extension to the Growth Management and Development Services Department

The project name is: Busch Gardens Development of Regional Impact (DRI #226)

- 1 Building Permit, Project #: _____
- 2 Zoning: Planned Development Ordinance # or Petition #: _____
- 3 Variance Authorization, Variance Petition #: _____
- 4 Construction Site Plan Approval Project # _____
(If no subdivision approval is required).
- 5 Subdivision, Preliminary Plat Approval, Project #: _____
- 6 Subdivision, Construction Plans Approval, Project #: _____
- 7 Subdivision, Final Plat Approval, Project #: _____
- 8 Special Use Permit, Petition #: _____
- 9 Development of Regional Impact Development Order
- 10 Architectural Review Commission/Barrio Latino Commission
Certificate of Appropriateness Petition # _____
- 11 _____ Date the permit/application/agreement was approved.
- 12 _____ Date the valid permit/application/agreement is set to expire (must be in the term September 1, 2008 and not later than January 1, 2012).
- 13 _____ Requested new expiration date for the permit/approval/agreement. Maximum time extension is 2 years from the date the permit would have expired.

Please identify below the entity processing the original permit/application/agreement:

- 14 Land Development Coordination Division
- 15 Construction Services Division
- 16 Historic Preservation and Urban Design

Disclaimer/Hold Harmless:

This extension would be granted only pursuant to Chapter 2010-147, Laws of Florida ("SB1752"), and the City of Tampa's good faith interpretation of Senate Bill 1752. By accepting the approved extension, the applicant (properly owner/permit holder) acknowledges that the legality of Senate Bill 1752 has been challenged. Accordingly, by accepting this extension, the applicant agrees to hold the City of Tampa harmless in the event a court of competent jurisdiction determines that the extension granted by the City of Tampa were not legally granted, or in the event that the extension is subsequently revoked based upon the legal challenge to Senate Bill 1752.

Acknowledgment:

I understand that any Development Order, permit or authorization determined to be in significant noncompliance with the conditions of the permit or authorization as established through the issuance of a warning letter or notice of violation, the initiation of formal enforcement, or other equivalent action shall not be eligible for an extension. Any Development Order, permit or authorization that would delay or prevent compliance with a court order shall not be eligible for an extension. Approval of the time extension shall in no way impair the authority of the City of Tampa to require the owner of the property to maintain and secure the property in a safe and sanitary condition, in compliance with applicable laws and ordinances.

I hereby certify that the subject permit/agreement is valid, current, and unexpired.

- I am the owner
- I am the legal representative of the owner and have provided a notarized Owner/Agent affidavit which is attached hereto.
- I am the holder of the permit.
- Pursuant to Resolution 09-800, I wish to receive written confirmation of the time extension approval. The required \$51.80 fee is attached.

Signature: *John LaRocca*

Date: 8/4/10

Print Name: John LaRocca, Murphy LaRocca
 Address: 101 E. Kennedy Blvd., Suite 3020
 City, State, Zip: Tampa, FL 33602
 Daytime Phone: 813-226-8970
 Email: john.larocca@murphylarocca.com

Official Use Only	
<input type="checkbox"/> Date Received: _____	_____
<input type="checkbox"/> Received by: _____	_____

OWNER/AGENT AFFIDAVIT

I, Sea World Parks and Entertainment, LLC
(Print Owner's name here)

am the owner of the property to which this Notification of a Time Extension for an Approved
Project or Development is being sought (in accordance with Busch Gardens DRI #226

_____ and Senate Bill 1752), and

hereby give authorization to John LaRocca, Murphy LaRocca Consulting Group, Inc.

to act in my behalf as my agent in this matter in accordance with the notification requirements.

Owner's Signature: *J. Dean*

Date: 8/9/10

Owner's Address: 3605 E. Bouganvillea Avenue
Tampa, FL 33612

NOTARIAL CERTIFICATE

COUNTY OF: Hillsborough STATE OF: Florida

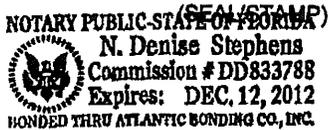
On this the 9th day of August, 2010, before me, the undersigned Notary Public

of the State of Florida, personally appeared Jim Dean
(Name (s) of individual(s) who appeared before notary)

a whose name(s) is/are subscribed to within this document and hereby acknowledged and executed same.

WITNESS my hand and official seal.

N. Denise Stephens
NOTARY PUBLIC



Personally known to me, or Produced Identification: _____
(Type of Identification Produced)

DID take an oath, or DID NOT take an oath.

CITY OF TAMPA



Pam Iorio, Mayor

Office of the City Clerk

Shirley Foxx-Knowles
City Clerk

October 8, 2003

Tampa Bay Regional Planning Council
Attention: John Meyer
9455 Koger Boulevard
St. Petersburg FL 33702

File No. DZ81-38 Busch Gardens DRI Amendment

Dear Sir:

The City Council of the City of Tampa met in regular session on October 2, 2003, at 9:00 A.M. During this session, the enclosed ordinance was adopted regarding the above-listed petition.

If you have any questions, please contact my office or the office of Land Development Coordination.

Sincerely,

Shirley Foxx-Knowles
City Clerk

SFK/gsg

Enclosure: Certified Copy of Ordinance 2003-253

00 - Certified
mail
(Tampa Bay Region
Planning Council)

ORDINANCE NO. 2003- 253

AN ORDINANCE OF THE CITY OF TAMPA, FLORIDA, AMENDING ORDINANCE NOS. 98-147 AND 99-66 AND APPROVING THE SECOND AMENDMENT TO THE SUBSTANTIAL DEVIATION DEVELOPMENT ORDER FOR BUSCH GARDENS/ADVENTURE ISLAND (ORDINANCE NO. 98-147), A DEVELOPMENT OF REGIONAL IMPACT PURSUANT TO CHAPTER 380, FLORIDA STATUTES, BASED ON A NOTIFICATION OF PROPOSED CHANGE FILED BY BUSCH ENTERTAINMENT CORPORATION; DELETING APPROXIMATELY ONE (1) ACRE OF LAND FROM THE DRI; AMENDING THOSE PRIOR ORDINANCES IN CONFLICT; PROVIDING AN EFFECTIVE DATE HEREOF.

WHEREAS, Busch Gardens/Adventure Island is an attraction and Recreation Facilities Development of Regional Impact pursuant to the provisions of Section 380.0651 (3)(b), Florida Statutes; and

WHEREAS, on September 23, 1981, the City of Tampa ("City") adopted, by Ordinance, a Development Order, Ordinance No. 7771-A for Busch Gardens/Adventure Island, providing for the continuation of the theme part/entertainment complex known as Busch Gardens/Adventure Island on approximately 366 acres (the "Original Development Order") a copy of which is on file with the City; and

WHEREAS, on August 12, 1987, the Developer filed a Notification of a Proposed Change to a Previously Approved DRI with the City and the other appropriate reviewing agencies, a copy of which is on file with the City; and

WHEREAS, on November 2, 1987, the City adopted, by Ordinance, an amendment to the Development Order, Ordinance No. 9799-A, for Busch Gardens/Adventure Island, a copy of which is on file with the City; and

WHEREAS, on June 14, 1991, the Developer filed a second Notification of Proposed Change to a Previously Approved DRI with the City and other reviewing agencies, a copy of which is on file with the City; and

WHEREAS, on September 12, 1991, the City adopted, by Ordinance, an Amendment to the Development Order, Ordinance No. 91-163, for Busch Gardens/Adventure Island, a copy of which is on file with the City; and

WHEREAS, on January 4, 1994, the Developer filed a third Notification of a Proposed

Certified as true
and correct copy.

Change to a Previously Approved DRI with the City and other reviewing agencies, a copy of which is on file with the City; and

WHEREAS, on June 20, 1994, the City adopted by Ordinance, an Amendment to the Development Order, Ordinance No. 94-107, for Busch Gardens/Adventure Island, a copy of which is on file with the City; and

WHEREAS, on October 24, 1994, the Developer filed a fourth Notification of a Proposed Change to a Previously Approved DRI with the City and other reviewing agencies, a copy of which is on file with the City; and

WHEREAS, ON December 20, 1994, the City adopted by Ordinance, an Amendment to the Development Order, Ordinance No. 94-278 for Busch Gardens/Adventure Island, a copy of which is on file with the City; and

WHEREAS, on July 14, 1997, the Developer filed an Application for Development Approval of a Substantial Deviation to a Previously Approved DRI, and Sufficiency Responses dated October 14, 1997 and December 2, 1997 (collectively, the " Substantial Deviation ADA") with the City, the Tampa Bay Regional Planning Council ("TBRPC"), the Florida Department of Community Affairs ("DCA") and other applicable reviewing agencies, pursuant to the provisions of Section 380.06, Florida Statutes (1997) ("Chapter 380"), and the City of Tampa Land Development Code, which was approved by Ordinance 98-0081 on April 16, 1998; and

WHEREAS, on June 25, 1998, the City adopted Ordinance 98-147, which was an Ordinance rescinding Ordinance No. 98-0081; incorporating appropriate provisions of the Original Development Order and amendments thereto and otherwise repealing those prior development order ordinances; and approving a substantial deviation to the Development Order (the "Substantial Deviation Development Order"); a copy of which is on file with the City; and

WHEREAS, on December 15, 1998, the Developer filed a Notification of Proposed Change to a previously approved DRI with the City and the other applicable reviewing agencies, a copy of which is on file with the City; and

WHEREAS, on March 25, 1999, the City adopted an Ordinance, an Amendment to the Substantial Deviation Development Order, Ordinance No. 99-66, for Busch Gardens/Adventure Island (the "First Amendment" to the Substantial Deviation Development Order), a copy of which is on file with the City; and

WHEREAS, on May 17, 2003, Busch Entertainment Corporation (the "Developer") filed a Notification of Proposed Change (hereinafter referred to as the "NOPC") to a previously approved DRI with the City and other applicable reviewing agencies, a copy of which is on file with the City and is attached hereto as Exhibit "C" and incorporated herein; and

WHEREAS, the NOPC proposes to amend the Development Order to:

- a) Remove approximately 1.0 acre of land from the project and revise the legal description for the DRI accordingly;
- b) Amend the DRI Master Plan (Map H) to reflect the deletion of this property (hereinafter collectively referred to as the "Proposed Change"); and

WHEREAS, the Proposed Change to the Development Order will constitute the Second Amendment to the Substantial Deviation Development Order; and

WHEREAS, the City Council has reviewed and considered the NOPC as well as all related testimony and evidence submitted by the Developer concerning the Proposed Change; and

WHEREAS, the City Council, as the governing body of the local government having jurisdiction pursuant to Chapter 380, Florida Statutes, requires that a development order be amended to reflect the City Council's approval of changes to an adopted development order.

NOW, THEREFORE BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF TAMPA, FLORIDA:

Section 1. Findings of Fact.

That the City Council, having received the Amendment, and having received all related comments, testimony, and evidence submitted by all persons and members of the general public, and having considered the provisions of Chapter 380, Florida Statutes, concerning substantial deviations, finds there is substantial, competent, clear and convincing evidence to support the following findings of fact:

- A. That the Developer submitted to the City of Tampa the NOPC attached hereto and incorporated by reference as Exhibit "C.". The NOPC includes a revised legal description for the entire DRI, attached hereto and incorporated by reference as Exhibit "A". The NOPC also includes a revised DRI Master Plan (Map H) attached hereto as Exhibit "B" and incorporated herein by reference;
- B. That a comprehensive review of the impacts generated by the Proposed Change has been conducted by the City's Departments and coordinated with other DRI reviewing agencies, including but not limited to the Tampa Bay Regional Planning Council ("TBRPC") and the Department of Community Affairs ("DCA");
- C. That the Proposed Change is consistent with all local land development regulations and the local comprehensive plan;
- D. That the Proposed Change is consistent with the State Comprehensive Plan;

- E. That the Proposed Change is consistent with the recommendations of the TBRPC;
- F. That the Proposed Change does not individually or cumulatively create additional regional impacts on transportation or other facilities, including water, wastewater, drainage, solid waste, recreation or mass transit, nor does it create impacts that were not previously reviewed, nor meet or exceed any of the criteria set forth in Section 380.06(19)(b), Florida Statutes, and as such no further development of regional impact review is necessary.

Section 2. Conclusions of Law.

That the City Council having made the above findings of fact, renders the following conclusions of law:

- A. That these proceedings have been duly conducted pursuant to applicable law and regulations, and based upon the record of these proceedings, the Developer is authorized to conduct development as described in the Development Order, subject to the conditions, restrictions and limitations set forth herein;
- B. That the review by the City, the TBRPC, DCA, and other participating agencies and interested citizens concludes that the impacts of the Proposed Change are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes.
- C. That the City has, at its proceedings, considered all of the previous changes and the Proposed Change and determined that such change does not individually or cumulatively constitute a substantial deviation requiring further review pursuant to Section 380.06, Florida Statutes;
- D. That this Ordinance does not constitute a substantial deviation from the Development Order, as defined in Chapter 380, Florida Statutes, and nothing herein shall limit or modify the protection provided under Section 163.3167(8), Florida Statutes.
- E. That the Proposed Change authorized by this Ordinance does not individually or cumulatively create additional impacts or any type of impact not previously reviewed.

Section 3. Order.

That having made the above findings of fact and conclusions of law, it is ordered that the Development Order be amended as set forth below:

- A. The Proposed Change is approved and the Development Order is hereby amended to incorporate the Proposed Change, as follows:
- (i) removal of approximately 1.0 acres from the DRI; provided, however, that the parcel removed from the DRI is subject to the City of Tampa Transportation Impact Fees in effect at the time of permitting;
 - (ii) revision of the legal description for the DRI to reflect removal of the 1.0-acre parcel (attached hereto as Exhibit "A" and incorporated by reference); and
 - (iii) amendment of the DRI master plan (Map H) to reflect removal of the 1.0-acre parcel (attached hereto as Exhibit "B" and incorporated by reference.

Section 4. Development Order, as Amended.

That this Ordinance shall constitute a Second Amendment to the Substantial Deviation Development Order, Ordinance No. 98-147, as previously amended by Ordinance No. 99-66, which shall constitute, collectively, the Development Order for the Busch Gardens/Adventure Island DRI as passed and ordained by the City Council. All provisions of the previously amended Substantial Deviation Development Order, except those provisions specifically modified herein, shall remain in full force and effect and shall be considered conditions of the Busch Gardens/Adventure Island DRI, unless inconsistent with the terms and conditions of this Ordinance, in which case, the terms and conditions of this Ordinance shall govern.

Section 5. Definitions. That the definitions contained in Chapter 380, Florida Statutes, shall control the interpretation and construction of any terms of this Ordinance.

Section 6. Binding Effect That this Ordinance shall be binding upon the Developer, its assigns and successors in interest.

Section 7. Governmental Agencies. That it is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successor-in-interest to, or which otherwise possesses any of the powers and duties of, any referenced governmental agency in existence on the effective date of this Ordinance.

Section 8.. Severance. That in the event any portion or section of this Ordinance is determined to be invalid, illegal, or unconstitutional by a court or agency of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Ordinance, which shall remain in full force and effect.

Section 9. Transmittals. That the City Clerk is hereby directed to render complete

copies of this Ordinance with all exhibits within five (5) days of its becoming law, to the TBRPC, the DCA, and the Developer/Owner, Busch Entertainment Corporation.

Section 10. Rendition. That this Ordinance shall be deemed rendered upon transmittal of copies of this Ordinance to the recipients specified in Chapter 380, Florida Statutes .

Section 11. Recordation. That the Developer shall record a notice of adoption of this Ordinance pursuant to Chapter 380, Florida Statutes.

Section 12. Effective Date. That this Ordinance shall become a law as provided in the City of Tampa Home Rule Charter, and shall take effect upon transmittal to the parties specified in Section 9 hereof.

PASSED AND ORDAINED BY THE CITY COUNCIL OF THE CITY OF TAMPA,
ON OCT 02 2003, 2003.

Beverly M. Miller
Chairperson, City Council **PRO-TEM**

Approved by me on OCT 02 2003

Shirley Fox-Knowles
CITY CLERK

R. Arnie
MAYOR

Approved as to form by:

Gina K. Grimes
Gina K. Grimes
Chief Assistant City Attorney

State of Florida
County of Hillsborough

This is to certify that the foregoing is a true and correct copy of Ordinance 2003-253 on file on my office

Witness my hand and official seal this 16th day of October, 20 03

Shirley Fox-Knowles
CITY CLERK / DEPUTY CITY CLERK

LIST OF EXHIBITS

Exhibit "A"	Legal Description (Attached)
Exhibit "B"	Master Plan (Map H) (Attached)
Exhibit "C"	DRI Notification of Proposed Change dated May 16, 2003



Busch Entertainment
Corporation
ONE OF THE ANHEUSER-BUSCH COMPANIES

Interoffice Correspondence

May 16, 2003

BY OVERNIGHT DELIVERY

John Meyer
DRI Review Coordinator
Tampa Bay Regional Planning Council
9455 Koger Blvd., Ste. 219
St. Petersburg, FL 33702

RE: Busch Gardens/Adventure Island DRI,
Notification of Proposed Change

Dear Mr. Meyer:

Enclosed please find a Notification of Proposed Change (NOPC) for the Busch Gardens/Adventure Island DRI in Hillsborough County. The application fee is enclosed with your copy of the package. The filing fee of \$2,500 is included with the Regional Planning Council's copy of this letter.

We are proposing minor changes to the DRI that would delete approximately 1 acre from the DRI.

Please feel free to call me if you have any questions.

Sincerely,

Mark D. Rose
Vice President-Design & Engineering

Enc;ls.

Cc: (w/encls.):
DRI reviewer, City of Tampa-Susan Lynn Johnson-Subdivision Coordinator
Charles Gauthier, Florida Department of Community Affairs
Vickie Kimbrough, Anheuser-Busch
Jerrie Plegge, Esq. Anheuser-Busch
Elizabeth C. Bowman, Esq., Hopping Green & Sam

**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 (1985), REQUIRES THAT SUBMITTAL OF A PROPOSED CHANGE TO A PREVIOUSLY APPROVED DRI BE MADE TO THE LOCAL GOVERNMENT, THE REGIONAL PLANNING COUNCIL, AND THE STATE LAND PLANNING AGENCY ACCORDING TO THIS FORM.

1. I, **Mark D. Rose** the undersigned representative of **Busch Entertainment Corporation** hereby give notice of 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 **Busch Gardens DRI** 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 **City of Tampa**, to the **Tampa Bay Regional Planning Council**, and to the **Bureau of State Planning, Department of Community Affairs**.

5/16/03
(Date)

Mark D. Rose
(Signature)

2. **APPLICANT (NAME, ADDRESS, PHONE)**

Busch Entertainment Corporation
3000 East Busch Boulevard
Tampa, Florida 33612
(813) 987-5650

3. **AUTHORIZED AGENT (NAME, ADDRESS, PHONE)**

Mark Rose
Vice President- Design & Engineering
Busch Entertainment Corporation
See above for address and phone number.

Attorney:

Elizabeth C. Bowman, Esq.
Hopping Green and Sams, P.A.
123 S. Calhoun St.
Post Office Box 6526
Tallahassee FL 32314
(850) 222-7500

4. **LOCATION (CITY, COUNTY, TOWNSHIP/RANGE/ SECTION) OF APPROVED DRI AND PROPOSED CHANGE.**

City of Tampa, Hillsborough County, Sections 20 and 21, Township 28 South, Range 19 East. Busch Gardens is generally located in the vicinity of Busch Boulevard, south of Bougainvillea Avenue, east of 30th street, and west of 46th Street.

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 OR THE APPLICATION FOR DEVELOPMENT APPROVAL (ADA).**

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 de minimis change would delete approximately 1.0 acre from the DRI that is contained in a single isolated parcel south of Busch Boulevard that is not contiguous to the remainder of the DRI. (The parcel is the easternmost parcel that is south of Busch Boulevard as shown on the **currently approved DRI master plan** attached hereto as **Exhibit 1.**) Historically, the parcel had been used for employee parking, but is no longer used for this purpose and will be sold to an unrelated third party for use as a restaurant. The currently approved DRI master plan designates this property for parking use. The parcel is paved asphalt and no natural resources will be affected by the proposed change. After sale to an unrelated third party, there will be no common owner, developer or manager; no common master plan; no sharing of infrastructure; and no common promotion between the parcel to be removed and this DRI. Therefore, the parcel to be removed is no longer an agreeable part of the DRI project. No other changes are proposed in previously approved plan of development or land uses for this DRI, and there will be no changes in impacts on public facilities. The revised master plan attached as

part of Exhibit 2 will better conform the DRI boundaries near the eastern parking facilities to the previously approved legal description. As authorized by amendments to the DRI statutes approved by the Florida Legislature in 2002, the proposed change also would provide for biennial, rather than annual, DRI reports.

6. **COMPLETE THE FOLLOWING TABLE FOR ALL LAND USE TYPES APPROVED IN THE DEVELOPMENT. IF NO CHANGE IS PROPOSED OR HAS OCCURRED, PLEASE INDICATE NO CHANGE.**

No change in DRI land use types or amounts is proposed. Therefore, the Substantial Deviation Chart is not included in the 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 DRI DEVELOPMENT ORDER FOR THE PROJECT? OF THE PREVIOUS CHANGES (I.E. ANY DEVIATION 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**

a. Ordinance 7771-A, September 23, 1981

The City Council of the City of Tampa granted a Development Order to Busch Entertainment Corporation for the Busch Gardens DRI (#71).

b. Ordinance 9799-A, November 2, 1987

The City Council of the City of Tampa adopted an amendment to the Development Order for Busch Gardens, authorizing the removal of 0.52 acres from the DRI and a revision to the Master Plan reflecting this change.

c. Ordinance 91-163, September 12, 1991

The City Council of the City of Tampa adopted an amendment to the Development Order for Busch Gardens, extending the build out date of development by two years, 11 months and 15 days to December 15, 1993; and extending the Development Order expiration date by two years, eleven months and 15 days to September 9, 1994.

d. Ordinance 94-107, June 20, 1994

The City Council of the City of Tampa adopted an amendment to the Development Order for Busch Gardens, extending the build out date of development to December 15, 1995; extending the Development Order expiration date by two years to September 9, 1996; authorizing the relocation of the entrance to Adventure Island from Bouganvillea Avenue to 40th Street; and requiring Busch Gardens to pay for the design and construction of modifications to 40th Street.

e. Ordinance 94-278, December 20, 1994

The City Council of the City of Tampa adopted an amendment the Development Order for Busch Gardens, extending the build out date of development to December 15, 1997; and extending the Development Order expiration date by 2 years to September 9, 1998.

f. Ordinance 98-147, June 25, 1998

The City Council of the City of Tampa adopted an amendment to the Development Order for Busch Gardens, authorizing the addition of 36.6 acres of land to the project; construction of up to 2,100 hotel rooms and related meeting facilities, restaurants, lounges, recreational amenities and parking for hotel guests; construction of additional visitor parking spaces; modifying the parking lot entrance drives; construction of a tunnel under 40th street to and from the parking lot for Busch Gardens; development of a 100 room hotel as part of the 2,100 hotel rooms or 25,500 square feet of general commercial on a 2.3 acre parcel south of Busch Boulevard and development of 5,500 square feet of general commercial on a 0.4 acre parcel south of Busch Boulevard; continuous replacement and/or renovation and addition of theme areas, rides, shows, exhibits, restaurants, retail areas, and support facilities within the existing development areas and the areas added to the project; and extending the approved development period to December 31, 2010

g. Ordinance No. 99-66, March 25, 1999

The City Council of the City of Tampa adopted an amendment to the Development Order for Busch Gardens authorizing the addition of 0.5 acres of land to the DRI for parking.

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 ½ MILE ON A PROJECT MASTER SITE PLAN OR OTHER MAP.

The Applicant is in the process of acquiring one or more additional minor land parcels and of confirming the completeness of the DRI legal description. Any additions or adjustments to the legal description will be addressed in a subsequent Notice of Proposed Change as soon as those processes are complete.

9. **INDICATE IF THE PROPOSED CHANGE IS LESS THAN 40% (CUMULATIVELY WITH OTHER PREVIOUS CHANGES) OF ANY OF THE CRITERIA LISTED IN PARAGRAPH**

The proposed change is not the type of change contemplated in Paragraph 380.06 (19)(b), Florida Statutes.

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?**

The proposed change will not result in a change to the build out date or any phasing date of the project.

11. **WILL THE PROPOSED CHANGE REQUIRE AN AMENDMENT TO THE LOCAL GOVERNMENT COMPREHENSIVE PLAN?**

The proposed change will not require an amendment to the City of Tampa Comprehensive Plan.

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:

12. **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.**

A revised DRI Master Plan is included with this request as part of Exhibit 2.

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 draft DRI amendment ordinance with a revised DRI master plan (Map H) and a revised legal description is attached as Exhibit 2.

- 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;

See Exhibit 2.

- 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;

An updated legal description of the property is included with Exhibit 2.

- 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 TO 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

No change is proposed.

- 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.**

The Developer proposes to provide for biennial DRI reports, as authorized by 2002 legislative changes to the Florida Statutes.

ORDINANCE NO. _____

AN ORDINANCE OF THE CITY OF TAMPA, FLORIDA AMENDING ORDINANCE NOS. 98-147 AND 99-66 AND APPROVING THE SECOND AMENDMENT TO THE SUBSTANTIAL DEVIATION DEVELOPMENT ORDER FOR BUSCH GARDENS/ADVENTURE ISLAND (ORDINANCE NO. 98-147), A DEVELOPMENT OF REGIONAL IMPACT PURSUANT TO CHAPTER 380, FLORIDA STATUTES, BASED ON A NOTIFICATION OF PROPOSED CHANGE FILED BY BUSCH ENTERTAINMENT CORPORATION; AMENDING THOSE PRIOR ORDINANCES IN CONFLICT; PROVIDING AN EFFECTIVE DATE HEREOF.

WHEREAS, Busch Gardens/Adventure Island is an attraction and Recreation Facilities Development of Regional Impact pursuant to the provisions of Section 380.0651 (3)(b), Florida Statutes (F.S.); and

WHEREAS, on September 23, 1981, the City of Tampa ("City") adopted, by Ordinance, a Development Order, Ordinance No. 7771-A for Busch Gardens/Adventure Island, providing for the continuation of the theme part/entertainment complex known as Busch Gardens/Adventure Island on approximately 366 acres (the "Original Development Order") a copy of which is on file with the City; and

WHEREAS, on August 12, 1987, the Developer filed a Notification of a Proposed Change to a Previously Approved DRI with the City and the other appropriate reviewing agencies, a copy of which is on file with the City; and

WHEREAS, on November 2, 1987, the City adopted, by Ordinance, an amendment to the Development Order, Ordinance No. 9799-A, for Busch Gardens/Adventure Island, a copy of which is on file with the City; and

WHEREAS, on June 14, 1991, the Developer filed a second Notification of Proposed

Change to a Previously Approved DRI with the City and other reviewing agencies, a copy of which is on file with the City; and

WHEREAS, on September 12, 1991, the City adopted, by Ordinance, an Amendment to the Development Order, Ordinance No. 91-163, for Busch Gardens/Adventure Island, a copy of which is on file with the City; and

WHEREAS, on January 4, 1994, the Developer filed a third Notification of a Proposed Change to a Previously Approved DRI with the City and other reviewing agencies, a copy of which is on file with the City; and

WHEREAS, on June 20, 1994, the City adopted by Ordinance, an Amendment to the Development Order, Ordinance No. 94-107, for Busch Gardens/Adventure Island, a copy of which is on file with the City; and

WHEREAS, on October 24, 1994, the Developer filed a fourth Notification of a Proposed Change to a Previously Approved DRI with the City and other reviewing agencies, a copy of which is on file with the City; and

WHEREAS, ON December 20, 1994, the City adopted by Ordinance, an Amendment to the Development Order, Ordinance No. 94-278 for Busch Gardens/Adventure Island, a copy of which is on file with the City; and

WHEREAS, on July 14, 1997, the Developer filed an Application for Development Approval of a Substantial Deviation to a Previously Approved DRI, and Sufficiency Responses dated October 14, 1997 and December 2, 1997 (collectively, the " Substantial Deviation ADA") with the City, the Tampa Bay Regional Planning Council ("TBRPC"), the Florida Department of Community Affairs ("DCA") and other applicable reviewing agencies, pursuant to the provisions of Section 380.06, F.S. (1997) ("Chapter 380"), and the City of Tampa Land Development Code, which was approved by Ordinance 98-0081 on April 16, 1998; and

WHEREAS, on June 25, 1998, the City adopted Ordinance 98-147, which was an Ordinance rescinding Ordinance No. 98-0081; incorporating appropriate provisions of the

Original Development Order and amendments thereto and otherwise repealing those prior development order ordinances; and approving a substantial deviation to the Development Order (the "Substantial Deviation Development Order"); a copy of which is on file with the City; and

WHEREAS, on December 15, 1998, the Developer filed a Notification of Proposed Change to a previously approved DRI with the City and the other applicable reviewing agencies, a copy of which is on file with the City; and

WHEREAS, on March 25, 1999, the City adopted an Ordinance, an Amendment to the Substantial Deviation Development Order, Ordinance No. 99-66, for Busch Gardens/Adventure Island (the "First Amendment" to the Substantial Deviation Development Order), a copy of which is on file with the City;

WHEREAS, on _____, 2003, Busch Entertainment Corporation (the "Developer") filed a Notification of Proposed Change to a previously approved DRI with the City and other applicable reviewing agencies, a copy of which is on file with the City; and

WHEREAS, the amendment proposes to remove approximately 1.0 acre of land from the project and make DRI reporting changes to conform with 2002 statutory amendments; and

WHEREAS, the City Council, as the governing body of the local government having jurisdiction pursuant to Chapter 380, is authorized and empowered to consider this proposed Second Amendment to the previously approved Substantial Deviation Development Order, as amended; and

WHEREAS, the public notice requirements of Chapter 380, and Section 27-418, City of Tampa Code have been satisfied; and

WHEREAS, the City Council, on _____, 2003, has held a duly noticed public hearing on the proposed Second Amendment to the Substantial Deviation Development Order and has heard and considered testimony and documents received thereon; and

WHEREAS, all interested parties and members of the public were afforded the opportunity to participate in the City Council application hearing on the subject DRI; and

WHEREAS, the City Council has reviewed the above-referenced documents, as well as all related testimony and evidence submitted by each party and members of the general public;

NOW, THEREFORE BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF TAMPA, FLORIDA

Section 1. Amendment to Prior Ordinance.

Ordinance Nos. 98-147 and 99-66 are hereby amended as provided herein.

Section 2. Amendment of the Development Order.

This Ordinance, issued in response to the Notification of Proposed Change filed by the Developer, shall constitute a Second Amendment to the Substantial Deviation Development Order.

Section 3. Findings of Fact.

The City Council, having received the Amendment, and having received all related comments, testimony, and evidence submitted by each party and members of the general public, finds there is substantial competent evidence to support the following findings of fact:

- A. The Recitals hereto are incorporated herein.
- B. The project is an Attraction and Recreation Facilities DRI pursuant to the provisions of Section 380.0651(3)(b), F.S..
- C. The Developer submitted to the City of Tampa a Notification of Proposed Change (NOPC) to the Previously Approved Development Order. A revised legal description for the entire DRI is attached hereto and incorporated by reference as Exhibit "A". A revised DRI Master Plan (Map H) is attached as Exhibit "B" and incorporated herein by reference.
- D. The real property that is the subject of the Amendment is part of the property legally described as set forth in attached Exhibit "A", incorporated herein by reference.
- E. The Amendment proposes to:
 - a) Remove approximately 1.0 acre of land from the project and revise the legal description for the DRI accordingly;
 - b) Amend the DRI Master Plan (Map H) to reflect the deletion of this property;
 - c) Amend Ordinance No. 98-147 as follows to provide for biennial, rather than annual, DRI and other related reports (deleted language stricken

through; new language underlined; ellipses and *** indicate unchanged language):

Section 5. C. ~~Annual~~ Biennial Reports:

In accord with Section 380.06(18), F.S., the Developer shall submit an ~~annual~~ biennial report on the progress of the DRI The ~~annual~~ biennial report shall contain the following information, for the project:

1. Changes in the plan of development, or representations contained in the ADA, for the reporting ~~year~~ period and for the next ~~year~~ reporting period;

6. A statement that ... all persons have been sent copies of the ~~annual~~ biennial report in conformance with Subsections 380.06(15) and 380.06(18), F.S. ~~(1977)~~, as amended (2002);
7. A copy of any notice of the adoption of a development order or the subsequent modification of an adopted development order that was recorded by the Developer pursuant to Subsection 380.06(15), Florida Statutes ~~(1997)~~ (2002);
8. A description of all development activity conducted pursuant to this Development Order during the ~~year~~ reporting period immediately preceding the submission of the ~~annual~~ biennial report;
9. A statement listing development of a new or expanded hotel or of a major new ride or attraction required pursuant to this Development Order or other applicable local regulations which the Developer proposes to submit during the ~~year~~ reporting period immediately following submittal of the ~~annual~~ biennial report;
10. A report on the form attached hereto as Exhibit "I" describing:

- a. Attendance characteristics for the most recent ~~calendar year~~ reporting period;
- b. An estimate of total annual attendance at the end of the two most current calendar years; and

* * *

D. Transportation:

1. ... The Developer shall report on the status of the 40th Street Project, including its schedule for construction and changes in the status of commitments for construction, if any, with each ~~annual~~ biennial report until construction of the 40th Street Project has commenced.
...
2. A monitoring program shall be instituted to verify that the afternoon (pm) peak hour trips generated by the project on an average July weekday do not exceed the 2,284 total pm peak hour project trips estimated in the ADA. ... Count methods and results shall be provided in the required ~~annual~~ biennial report. If the ~~annual~~ biennial report indicates that the total trips exceed projected counts by more than 15 percent, the City shall require a substantial deviation determination pursuant to Subsection 380.06(19), F.S., and if a substantial deviation is found to exist, 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 an ~~annual~~ biennial report is not submitted within 30 days of its due date, the City may refuse to issue additional permits until the report has been submitted.

* * *

G. Public Facilities

* * *

2. Demand Estimates. Estimates of cumulative project demands for potable water, wastewater treatment and solid waste disposal services shall be provided with each ~~annual~~ biennial report on the form attached hereto as Exhibit "I". Additionally, any submittal of plans for site plan review for a new or expanded hotel, or for a major new ride, theme area, or attraction, shall report the demand projections for the years in the current-year reporting period and shall provide a statement as to whether the new facility is expected to exceed those estimates. ...

- F. The proposed development is not located in an area of critical state concern as designated pursuant to Section 380.05, F.S. (2002).
- G. A comprehensive review of the impacts generated by the proposed development has been conducted by the DCA, the City, the TBRPC, and other participating agencies.
- H. The proposed development is consistent with the local land development regulations and with the City of Tampa Comprehensive Plan adopted pursuant to the Local Government Comprehensive Planning Act, Chapter 163, Part II, F.S., (2002).
- I. The proposed development is in accordance with the applicable zoning district regulations.
- J. The proposed development is consistent with the report and

recommendations of the City, and with TBRPC's adopted Comprehensive Regional Policy Plan.

- K. The proposed development is consistent with the State Comprehensive Plan.

Section 4. Conclusions of Law.

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

- A. These proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in this proceeding, the Developer is authorized to conduct the remaining development and the proposed development as described in this Amendment, subject to the conditions, restrictions and limitations set forth below.
- B. The review by the City, the TBRPC and other participating agencies and interested citizens reveals that the terms and conditions of this Second Amendment to the Substantial Deviation Development Order adequately address the impacts of the previously-approved and the proposed development in accordance with the requirements of Chapter 380.

Section 5. Order.

Having made the above findings of fact and having drawn the above conclusions of law, it is ordered by the City Council that the revised development plan as set forth in the Amendment, as shown in Exhibits A and B is hereby approved:

- A. Specific Approvals. Specific approval is hereby granted for the following: (i) removing approximately 1.0 acres from the DRI; (ii) revising the legal description for the DRI, as attached in Exhibit "A", (iii) amending the DRI master plan (Map H), as attached in Exhibit "B"; (iv) providing for biennial, rather than annual, DRI

reports.

- B. Revisions. Any revisions to the proposed development not contemplated or addressed within this Amendment Order shall be subject to review by the City of Tampa and other review agencies pursuant to Section 380.0(19), F.S.
- C. Definitions. Unless the context of this Second Amendment indicates otherwise, the definitions contained in Chapter 380, F.S. (2002), shall control the interpretation and construction of any terms of this Order.
- D. Binding Effect.
This Second Amendment to the Substantial Deviation Development Order shall be binding upon the Developer, its successors or assigns.
- E. Governmental Agencies. Any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successor-in-interest to, or which otherwise possesses any of the powers and duties of, any referenced governmental agency in existence on the effective date of this Second Amendment.
- F. Severability. That in the event any portion or section of this Second Amendment is deemed to be invalid, illegal, or unconstitutional by a court or agency of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections which shall remain in full force and effect.
- G. Rendition. The City Clerk is hereby directed to render complete copies of this Ordinance with all exhibits by certified mail, return receipt requested, within five (5) days of its becoming law, to the TBRPC, the DCA, and the Developer/Owner, Busch Entertainment Corporation. This Amendment shall be deemed rendered upon such transmittal.
- H. Recordation. The Developer shall record a notice of adoption of this Amendment in the public records of Hillsborough County pursuant to Chapter 380, F.S. (2002), and shall furnish the City Clerk a copy of the recorded notice.
- I. Effective Date. That this Ordinance shall become a law as provided in the City of Tampa Home Rule Charter, and shall take effect upon rendition as provided for above.

PASSED AND ORDAINED BY THE CITY COUNCIL OF THE CITY OF TAMPA, ON _____

, 2003.

Chairman, City Council

ATTEST:

Approved by me on _____

Mayor

Approved as to form by:

City Attorney

LIST OF EXHIBITS

Exhibit "A"	Legal Description (Attached)
Exhibit "B"	Master Plan (Map H) (Attached)

EXHIBIT "A"

Legal Description - Busch Gardens Development of Regional Impact

LOTS 1 to 8 inclusive, LOTS 1A to 8A inclusive, LOTS 25 to 32 inclusive, LOTS 25A to 32A inclusive in Section 20, Township 28 South Range 19 East, and the vacated streets lying within or abutting, TEMPLE TERRACES as recorded in Plat Book 25, Page 66, Public Records of Hillsborough County, Florida less right-of-way for SR 581 and SR 580.

AND

LOT 24 together with the vacated 100 foot railroad right-of-way adjoining the east boundary thereof and Lots 40, 41, 46 through 53 inclusive, Lot 52A, LOT 42 less the easterly 315.29 feet thereof, LOT 39-A less the north 370.10 feet thereof and LOT 39 less the north 370.10 feet of the east 78.47 feet thereof, the 20 foot wide electric power easement lying North of said Lot 46, the railroad easement lying east of the southerly prolongation of the west line of said Lot 39, the 105 foot wide railroad and utility easement lying west of said Lot 41 and the easement labeled "easement solely for electric power transformer station" located adjacent to said Lot 40, TAMPA INDUSTRIAL PARK as recorded in Plat Book 34, Page 79, Public Records of Hillsborough County, Florida less road right-of-way.

AND

That part of LOT 62 in Section 17, Township 28 South, Range 19 East, TEMPLE TERRACES as recorded in Plat Book 25, Page 64, Public Records of Hillsborough County, Florida lying south of Bougainvillea Avenue, east of LOT 39A, north and west of the railroad and utilities easement as shown on the plat of TAMPA INDUSTRIAL PARK as recorded in Plat Book 34, Page 79, Public Records of Hillsborough County, Florida.

AND

LOTS 1, 2, 3 and 4, THE COLBY RESUBDIVISION and the vacated streets lying within or abutting, as recorded in Plat Book 56, Page 46, Public Records of Hillsborough County, Florida.

AND

LOTS 1 to 20 inclusive, LOTS 25 to 40 inclusive, BLOCK 109, all of BLOCK 110, LOTS 3 and 4, and LOTS 37, 38, 39 AND 40, BLOCK 111, LOTS 1, 2, 3 and LOTS 38, 39, and 40, BLOCK 112, LOTS 1,2,3,4,5,6 and LOTS 35, 36, 37, 38, 39 and 40, BLOCK 113, TERRACE PARK SUBDIVISION UNIT NO. 3 as

recorded in Plat Book 14, Page 16, Public Records of Hillsborough County, Florida. Together with those portions of closed streets lying between and/or abutting these blocks, also together with any existing right-of-way to be vacated lying north of and abutting LOTS 1, 2, 3 and 4, BLOCK 110, LOTS 1, 2 and 3, BLOCK 112 and LOTS 1, 2, 3, 4, 5 and 6, BLOCK 113.

AND

A strip of land lying between BLOCKS 109, 110, 111, 112 and 113, TERRACE PARK SUBDIVISION UNIT NO. 3 as recorded in Plat Book 14, Page 16, Public Records of Hillsborough County, Florida and LOTS 51, 52 and 53, TAMPA INDUSTRIAL PARK as recorded in Plat Book 34, Page 79, Public Records of Hillsborough County, Florida less road right-of-way.

AND

The east 18 feet of LOT 3, and LOTS 4 and 5, BLOCK B, LOTS 1 through 9 inclusive, the north ½ of LOT 10 and LOTS 46, 47, 48, 49 and 50, BLOCK C, ELIZABETH COURT as recorded in Plat Book 17, Page 23, Public Records of Hillsborough County, Florida.

AND

LOTS 17, 17A, 18, 18A, 19, 19A, 20, 20A, and 21 less the east 24 feet, all in Block 5 CORRECTED MAP OF TEMPLE KNOLL REVISED, as recorded in Plat Boos 24, Page 15, Public Records of Hillsborough County, Florida. Together with any right-of-way to be vacated abutting these lots.

ADVENTURE ISLAND

BLOCKS 74, 75, 76, 77 and 78, TERRACE PARK UNIT 4 as recorded in Plat Book 16, Page 54, Public Records of Hillsborough County, Florida. Together with those portions of closed streets between these blocks.

AND

TRACTS 55 and 55A in Section 16, Township 28 South, Range 19 East, TEMPLE TERRACES, as recorded in Plat Book 25, Page 63, Public Records of Hillsborough County, Florida less road right-of-way.

AND

The easterly 315.29 feet of LOT 42 and LOTS 43, 44 and 45, TAMPA INDUSTRIAL PARK as recorded in Plat Book 34, Page 79, Public Records of Hillsborough County, Florida together with the 100 foot vacated railroad right-of-

way lying between LOTS 42, 43, 44 and 45.

Together with all streets and rights-of-way to be vacated, inclusive.

Containing 363.3 acres, more or less.

TOGETHER WITH;

LOT 21A, BLOCK 5 TOGETHER WITH THE EAST 24.00 FEET OF LOT 21, BLOCK 5, TOGETHER WITH THE WEST 2.00 FEET OF LOT 22, BLOCK 6, OF THE CORRECTED MAP OF TEMPLE KNOLL REVISED, AS RECORDED IN PLAT BOOK 24, PAGE 15, PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.

AND

LOTS 4, 5, 6 AND 7, BLOCK 112, OF TERRACE PARK SUBDIVISION, UNIT NO. 3, AS RECORDED IN PLAT BOOK 14, PAGE 16, PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA, TOGETHER WITH ANY EXISTING RIGHT-OF-WAY TO BE VACATED LYING NORTH OF AND ABUTTING LOTS 4, 5, 6 AND 7, BLOCK 112, OR TERRACE PARK SUBDIVISION, UNIT NO. 3.

Map H Master Plan

LAND USE CLASSES

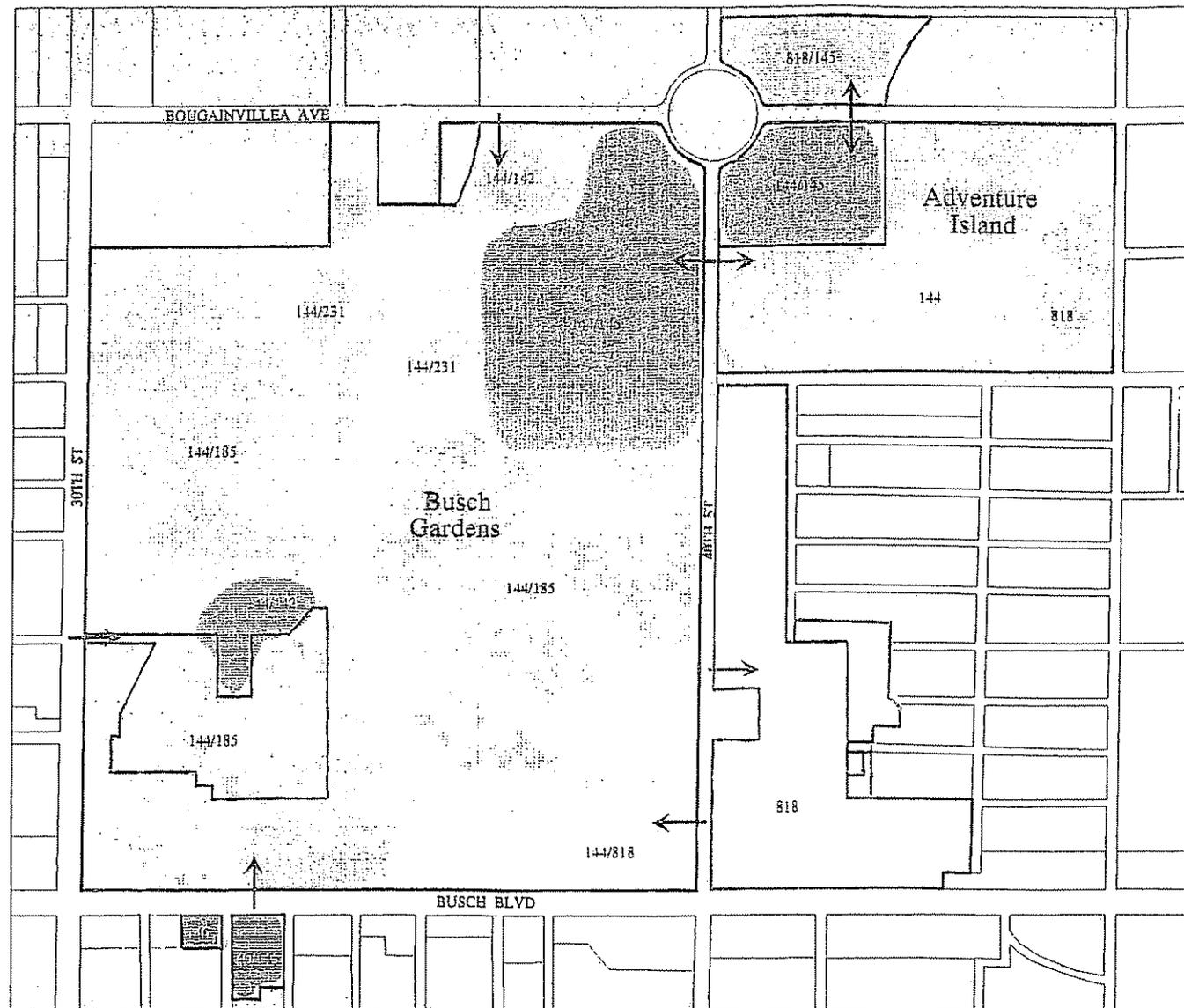
-  110 Residential
-  140 Commercial
-  142 Office, Warehousing, Maintenance, Employee Parking Facilities
-  144 Theme Park/Entertainment Complex
-  145 Hotel
-  180 Recreational
-  185 Parks & Zoos
-  190 Urban Open Land
-  231 Animal Holding Areas
-  240 Nursery
-  818 Parking Facilities
-  Access Points

 DRI Boundaries


Map Scale = 1:6,600



Date: May 2, 2003



CC-TCHK

ORDINANCE NO. 98-147

AN ORDINANCE OF THE CITY OF TAMPA, FLORIDA, RESCINDING ORDINANCE NO. 98-0081 AND APPROVING A SUBSTANTIAL DEVIATION TO THE DEVELOPMENT ORDER (ORDINANCE NO. 7771-A, AS AMENDED) FOR BUSCH GARDENS/ADVENTURE ISLAND, A DEVELOPMENT OF REGIONAL IMPACT PURSUANT TO CHAPTER 380, FLORIDA STATUTES, BASED ON AN APPLICATION FOR DEVELOPMENT APPROVAL FILED BY BUSCH ENTERTAINMENT CORPORATION; REPEALING THOSE PRIOR ORDINANCES IN CONFLICT; AND IMPOSING CONDITIONS TO MITIGATE FOR THE PROPOSED DEVELOPMENT; PROVIDING AN EFFECTIVE DATE HEREOF.

WHEREAS, Busch Gardens/Adventure Island is an Attraction and Recreation Facilities Development of Regional Impact pursuant to the provisions of Section 380.0651 (3)(b), Florida Statutes; and

WHEREAS, on April 1, 1981, Busch Entertainment Corporation (the "Developer") filed an Application for Development Approval, of a Development of Regional Impact ("DRI") with the City of Tampa ("City") and the other applicable reviewing agencies, pursuant to the provisions of Section 380.06, Florida Statutes, a copy of which is on file with the City; and

WHEREAS, on September 23, 1981, the City adopted, by Ordinance, a Development Order, Ordinance No. 7771-A for Busch Gardens/Adventure Island, providing for the continuation of the theme park/entertainment complex known as Busch Gardens/Adventure

**Certified as true
and correct copy**

Island on approximately 366 acres (the "Original Development Order") a copy of which is on file with the City; and

WHEREAS, on August 12, 1987, the Developer filed a Notification of a Proposed Change to a Previously Approved DRI with the City and the other appropriate reviewing agencies, a copy of which is on file with the City; and

WHEREAS, on November 2, 1987, the City adopted, by Ordinance, an amendment to the Development Order, Ordinance No. 9799-A, for Busch Gardens/Adventure Island (the "First Amendment"), a copy of which is on file with the City; and

WHEREAS, on June 14, 1991, the Developer filed a second Notification of Proposed Change to a Previously Approved DRI with the City and other reviewing agencies, a copy of which is on file with the City; and

WHEREAS, on September 12, 1991, the City adopted, by Ordinance, an Amendment to the Development Order, Ordinance No. 91-163, for Busch Gardens/Adventure Island (the "Second Amendment"), a copy of which is on file with the City; and

WHEREAS, on January 4, 1994, the Developer filed a third Notification of a Proposed Change to a Previously Approved DRI with the City and other reviewing agencies, a copy of which is on file with the City; and

WHEREAS, on June 20, 1994, the City adopted by Ordinance, an Amendment to the Development Order, Ordinance No. 94-107, for Busch Gardens/Adventure Island (the "Third Amendment"), a copy of which is on file with the City; and

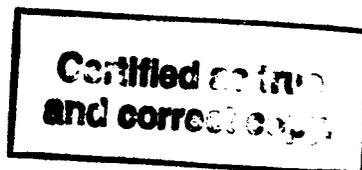
WHEREAS, on October 24, 1994, the Developer filed a fourth Notification of a Proposed Change to a Previously Approved DRI with the City and other reviewing agencies, a copy of which is on file with the City; and

WHEREAS, on December 20, 1994, the City adopted by Ordinance, an Amendment to the Development Order, Ordinance No. 94-278 for Busch Gardens/Adventure Island (the "Fourth Amendment"), a copy of which is on file with the City; and

WHEREAS, the Original Development Order, as amended by the First, Second, Third, and Fourth Amendments, collectively constitutes the "Original Development Order, as amended"; and

WHEREAS, on July 14, 1997, the Developer filed an Application for Development Approval of a Substantial Deviation to a Previously Approved DRI, and Sufficiency Responses dated October 14, 1997 and December 2, 1997 (collectively, the "ADA") with the City, the Tampa Bay Regional Planning Council ("TBRPC"), the Florida Department of Community Affairs ("DCA") and other applicable reviewing agencies, pursuant to the provisions of Section 380.06, Florida Statutes (1997), as amended ("Chapter 380"), and the City of Tampa Land Development Code, which ADA shall constitute the Developer's application for a Substantial Deviation to the Development Order and is attached hereto as Composite Exhibit "A"; and

WHEREAS, the ADA proposes to add 36.6 acres of land to the project, including the 13.41 acre site formerly occupied by the Anheuser Busch Tampa Brewery; to allow development of up to 2,100



hotel rooms and related meeting facilities, restaurants, lounges, recreational amenities, and parking for hotel guests (400 rooms were approved in the original DRI Development Order); development of additional visitor parking spaces to bring the total number of visitor parking spaces to approximately 9,200; to allow modifications to the parking lot entrance drives to increase parking efficiency and decrease traffic congestion at the 40th Street and Busch Boulevard intersection; to allow construction of a tunnel under 40th Street to facilitate access from the parking lot to the Busch Gardens entrance without conflicts to traffic movement on 40th Street; to develop a 100 room hotel (includes within the 2,100 hotel rooms) or 25,500 square feet of general commercial on the 2.3 acre parcel south of Busch Boulevard and to develop 5,500 square feet of general commercial on the 0.4 acre parcel south of Busch Boulevard; to allow continuous replacement or renovation and addition of theme areas, rides, shows, exhibits, restaurants, retail areas, and support facilities within the existing development areas; and to extend the approval development period until December 31, 2010 (hereinafter the "proposed development"); and

WHEREAS, the City Council, as the governing body of the local government having jurisdiction pursuant to Chapter 380, is authorized and empowered to consider this proposed Substantial Deviation Development Order, which fully incorporates the conditions for approval set forth in the Original Development Order, as amended; and

WHEREAS, upon approval of this proposed Substantial Deviation Development Order, the Original Development Order, as amended, shall have no further force or effect; and

WHEREAS; this proposed Substantial Deviation Development Order will, upon approval, act as a stand-alone document setting forth the conditions governing the remaining development and the proposed development, of the Busch Gardens/Adventure Island project; and

WHEREAS, the public notice requirements of Chapter 380, and Section 27-418, City of Tampa Code have been satisfied; and

WHEREAS, the City Council has, on June 11, 1998, held a duly noticed public hearing on the proposed Substantial Deviation Development Order and has heard and considered testimony and documents received thereon; and

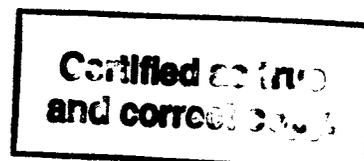
WHEREAS, all interested parties and members of the public were afforded the opportunity to participate in the City Council application hearing on the subject DRI; and

WHEREAS, the City Council has reviewed the above-referenced documents, as well as all related testimony and evidence submitted by each party and members of the general public;

NOW, THEREFORE BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF TAMPA, FLORIDA

Section 1. Rescind Prior Ordinance.

Ordinance No. 98-0081 is hereby rescinded.



Section 2. Substantial Deviation Development Order.

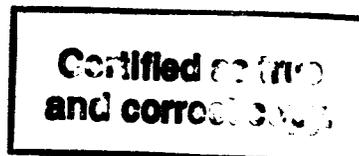
This Ordinance, issued in response to the ADA filed by the Developer, shall constitute a Substantial Deviation to the Original Development Order, as amended, and shall hereinafter be referred to as the "Substantial Deviation Development Order".

All development in the project shall be controlled by and in accordance with said conditions as set forth herein. As such, this Substantial Deviation Development Order along with the approved rezoning site plan shall together govern the development of the project.

Section 2. Findings of Fact.

City Council, having received the ADA, and having received all related comments, testimony, and evidence submitted by each party and members of the general public, finds there is substantial competent evidence to support the following findings of fact:

- A. The Recitals hereto are incorporated herein.
- B. The project is an Attraction and Recreation Facilities DRI pursuant to the provisions of Section 380.0651 (3) (b), Florida Statutes.
- C. The Developer submitted to the City of Tampa an ADA, attached hereto as Composite Exhibit "A", and incorporated herein by reference, to the extent not inconsistent with the terms and conditions hereof, including, but not limited to, commitments made by the



Developer as summarized in attached Exhibit "B", incorporated herein by reference.

- D. With respect to the development, approved pursuant to Ordinance No. 7771-A, Busch Entertainment Corporation submitted to the City of Tampa, an Application for Development Approval, dated April 1, 1981, and a Sufficiency Response dated June 17, 1981, which documents are collectively referred to as the "Original ADA", and which are attached hereto as Composite Exhibit "C" and incorporated herein by reference, to the extent not inconsistent with the terms and conditions hereof.
- E. With respect to the amendment to the development, approved pursuant to Ordinance No. 9799-A, the Developer filed a document with the City of Tampa on August 12, 1987, entitled "Notification of a Proposed Change to a Previously Approved Development of Regional Impact" attached hereto as Exhibit "D", and incorporated herein by reference, to the extent not inconsistent with the terms and conditions hereof.
- F. With respect to the amendment to the development approved pursuant to Ordinance No. 91-163, on September 12, 1991, the Developer filed with the City of Tampa a second "Notification of a Proposed Change to a Previously Approved Development of Regional Impact" attached hereto as Exhibit "E", and incorporated herein

by reference, to the extent not inconsistent with the terms and conditions hereof.

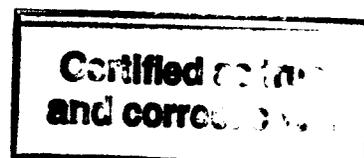
G. With respect to the amendment to the development approved pursuant to Ordinance No. 94-107, on January 4, 1994, the Developer filed with the City a third "Notification of a Proposed Change to a Previously-Approved Development of Regional Impact" attached hereto as Exhibit "F", and incorporated herein by reference, to the extent not inconsistent with the terms and conditions hereof.

H. With respect to the amendment to the development approved pursuant to Ordinance No. 94-279, on December 20, 1994, the Developer filed with the City a fourth "Notification of a Proposed Change to a Previously-Approved Development of Regional Impact" attached hereto as Exhibit "G", and incorporated herein by reference, to the extent not inconsistent with the terms and conditions hereof.

I. The real property that is the subject of the ADA is legally described as set forth in attached Exhibit "H", incorporated herein by reference.

J. The ADA proposes to:

- a) Add 36.6 acres of land to the project, including the 13.41 acre site formerly occupied by the Anheuser Busch Tampa Brewery;



- b) Construct up to 2,100 hotel rooms and related meeting facilities, restaurants, lounges, recreational amenities and parking for hotel guests (400 rooms were approved in the original DRI Development Order);
- c) Construct additional visitor parking spaces to bring the total number of visitor parking spaces to approximately 9,200;
- d) Modify the parking lot entrance drives to increase parking efficiency and improve levels of service on identified critical links including relocation of entrances and adjusting accessways;
- e) Allow for the construction of a tunnel under 40th Street to facilitate access to and from the parking lot for Busch Gardens entrances without conflicts to traffic movement on 40th Street, minimizing other conflicts, and facilitating the efficient movement of traffic;
- f) Develop a 100 room hotel (part of the 2,100 hotel rooms) or 25,500 square feet of general commercial on the 2.3 acre parcel south of Busch Boulevard and develop 5,500 square feet of general commercial on the 0.4 acre parcel south of Busch Boulevard;
- g) Continuous replacement and/or renovation and addition of theme areas, rides, shows, exhibits,

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- restaurants, retail areas, and support facilities within the existing development areas and the areas which are being added to the project; and
- h) Extend the approved development period until December 31, 2010.
- K. The proposed development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes (1997), as amended.
- L. A comprehensive review of the impacts generated by the proposed development has been conducted by the Department of Community Affairs, the City, the TBRPC, and other participating agencies.
- M. The proposed development is consistent with the local land development regulations and with the City of Tampa Comprehensive Plan adopted pursuant to the Local Government Comprehensive Planning Act, Chapter 163, F.S., (1997), as amended.
- N. The proposed development is in accordance with the applicable zoning district regulations.
- O. The proposed development will not unreasonably interfere with the achievement or objectives of the adopted State Land Development Plan applicable to the area.
- P. The proposed development is consistent with the report and recommendations of the City, and with TBRPC's adopted Comprehensive Regional Policy Plan.

Q. The proposed development is consistent with the State Comprehensive Plan.

Section 4. Conclusions of Law.

That the City Council having made the above findings of fact, reached the following conclusions of law:

- A. These proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in this proceeding, the Developer is authorized to conduct the remaining development and the proposed development as described in this Substantial Deviation Development Order, subject to the conditions, restrictions and limitations set forth below.
- B. The review by the City, the TBRPC and other participating agencies and interested citizens reveals that the terms and conditions of this Substantial Deviation Development Order and the ADA adequately address the impacts of the previously-approved and the proposed development in accordance with the requirements of Chapter 380. To the extent that the ADA is inconsistent with the terms and conditions of this Substantial Deviation Development Order, the terms and conditions of this Substantial Deviation Development Order shall prevail.

Section 5. Order.

That, having made the above findings of fact and having drawn the above conclusions of law, it is ordered that the

development as set forth in the ADA, and as defined in Section 5.A. below, is hereby approved, subject to the following conditions, restrictions and limitations:

A. Approved Development.

Specific Development Approved. Specific approval is hereby granted for the following development: (i) construction of up to 2,100 hotel rooms and related meeting facilities, restaurants, lounges, recreational amenities and parking for hotel guests; (ii) expand parking spaces for theme park visitors to a total of approximately 9,200 parking spaces; (iii) continuous replacement and/or renovation and addition of theme areas, rides, shows, exhibits, restaurants, retail areas, and support facilities within the project; (iv) commercial development on the south side of Busch Boulevard limited to the following development thresholds: a) 100 room hotel (included within the 2,100 approved hotel rooms) or 25,500 square feet of commercial on the 2.3 acre parcel; and b) 5,500 square feet of commercial on the 0.4 acre parcel; and (v) extension of the approved development period to December 31, 2010. The proposed development is subject to the commitments made by the Developer as summarized in Exhibit "B".

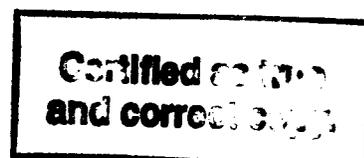
B. Substantial Deviations:

Further review pursuant to Chapter 380, Florida Statutes, may be required if a substantial deviation, as defined in Chapter 380.06(19), Florida Statutes, occurs. Further, a substantial deviation may occur by failure to comply with the

conditions herein, failure to follow the plans and specifications submitted in the ADA and supplementary information, or by activities which are not commenced until after the expiration of the period of effectiveness of this order. The Developer shall be given due notice of, and an opportunity to be heard at any hearing to determine whether or not a proposed change to the development is a substantial deviation.

C. Annual Reports:

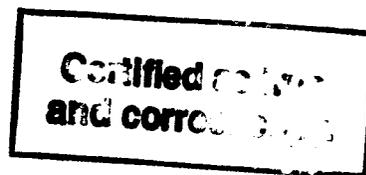
In accord with Section 380.06 (18), F.S., the Developer shall submit an annual report on the progress of the DRI to the City, the TBRPC, the DCA, and other agencies as directed by the City or this order, on April 1, 1999, and on April 1 of each year thereafter, until such time as all terms and conditions of this Substantial Deviation Development Order are fulfilled. The City Council shall review the report for compliance with the terms and conditions of the Substantial Deviation Development Order, and may issue further orders to ensure compliance with the terms and conditions of this Substantial Deviation Development Order. The City Council is the local government body responsible for ensuring such compliance, pursuant to 380.06(15)(c)1., F.S. (1997), as amended. The Developer shall be notified of any City Council hearing wherein such report is to be reviewed; provided, however, that receipt and review by the City Council shall not be considered a substitute or a waiver of any terms or conditions of this Substantial Deviation Development Order. The annual report shall contain the following information, for the project:



1. Changes in the plan of development, or representations contained in the ADA, for the reporting year and for the next year;
2. Identification of undeveloped tracts of land that have been sold to a separate entity or developer;
3. Identification and intended use of lands purchased, leased or optioned by the Developer adjacent to the original DRI site since the Substantial Deviation Development Order was issued;
4. An assessment of the Developer's and local government's compliance with the conditions of approval contained in the Substantial Deviation Development Order, which have been identified by the City, the TBRPC or the DCA as being significant.
5. An indication of a change, if any, in local governmental jurisdiction for any portion of the development since the Substantial Deviation Development Order was issued;
6. A statement that all persons have been sent copies of the annual report in conformance with Subsections 380.06(15) and 380.06(18), F.S. (1997), as amended;
7. A copy of any notice of the adoption of a development order or the subsequent modification

of an adopted development order that was recorded by the Developer pursuant to Subsection 380.06(15), Florida Statutes (1997).

8. A description of all development activity conducted pursuant to this Development Order during the year immediately preceding the submission of the annual report;
9. A statement listing development of a new or expanded hotel or of a major new ride or attraction 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;
10. A report on the form attached hereto as Exhibit "I" describing:
 - a. Attendance characteristics for the most recent calendar year;
 - b. An estimate of total annual attendance at the end of the current calendar year; and
 - c. An estimate of cumulative demands for water, wastewater and solid waste demand for the most recent calendar year and for the current calendar year.
11. A report on the status of the "40th Street Project" described in Section 5.D below, including

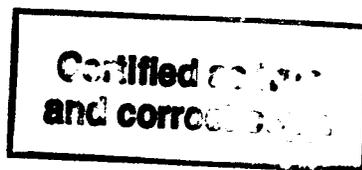


its schedule for construction and changes in the status of commitments for construction, if any.

12. A statement setting forth the name(s) and address of any assignee or successor in interest to the Developer.

D. Transportation:

1. The project will have a substantial impact on several regionally significant highway facilities within the primary impact area. Transportation system improvements required to mitigate the negative impact of this proposed development have been identified in the ADA. To approve this development, the significant transportation system deficiencies at Malcolm McKinley Drive (also known as 40th Street and hereafter referred to as 40th Street in this order) between and including its intersections with Busch Boulevard and Fowler Avenue must be mitigated. The transportation improvements at 40th Street between Busch Boulevard and Fowler Avenue and at the 40th Street intersection with Busch Boulevard will be performed by the City (the "40th Street Project"). The City shall also provide signalization at project entrances (including relocated visitor parking exit and hotel entrance/exit at 40th Street consistent with State of Florida design standards. The 40th Street Project will include a two-lane tunnel to be constructed by the City to facilitate



movement of trams to and from the main parking lot. An additional tunnel to be used for handicapped parking and certain preferred parking may be added to the 40th Street Project and constructed by the Developer, at the Developer's expense. The 40th Street Project is currently included within the City's three year T.I.P. Construction of the 40th Street Project shall commence by December 31, 2003. The Developer shall report on the status of the 40th Street Project, including its schedule for construction and changes in the status of commitments for construction, if any, with each annual report until construction of the 40th Street Project has commenced. No more than 800 hotel rooms may be constructed until the 40th Street Project has commenced construction. The table below shows other needed improvements.

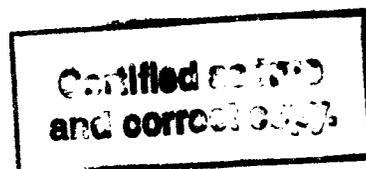
Table 1

Required Intersection Improvements

Intersection	Required Improvement
Busch Blvd. at 40th Street	Dedicate R.O.W. for intersection improvements
Southern most Busch Gardens Entrance ● 40th Street	Relocate entrance to the north
Traffic Circle at Bougainvillea and 40th Street	Dedicate Right of way for traffic circle

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2. A monitoring program shall be instituted to verify that the afternoon (pm) peak hour trips generated by the project on an average July weekday do not exceed the 2,284 total pm peak hour project trips estimated in the ADA. The program shall be initiated when average July weekday attendance as reported on Exhibit "I" exceeds 80 percent of the maximum set forth on Exhibit "I" in the most recent calendar year. The program shall continue every other year through the end of the approved development period, or until average July weekday attendance falls below 80 percent of the maximum for two (2) consecutive reporting years. The program shall consist of mechanical counts taken for three (3) consecutive weekdays in the third week of July at the following locations: 1) main Busch Gardens visitor parking entrance and exit, 2) Adventure Island entrance and exit, and 3) hotel entrances and exits. Count methods and results shall be provided in the required annual report. If the annual report indicates that the total trips exceed projected counts by more than 15 percent, the City shall require a substantial deviation determination pursuant to Subsection 380.06(19), F.S., and if a substantial deviation is found to exist, may amend the Development Order to change or require additional roadway improvements. The

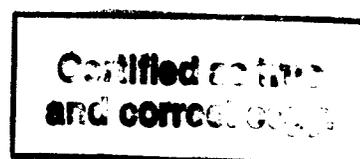


results of the study may also serve as a basis for the Developer or reviewing agencies to request Development Order amendments. If an annual report is not submitted within 30 days of its due date, the City may refuse to issue additional permits until the report has been submitted.

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

3. The Developer will be required to pay Transportation impact fees in accordance with the City's Transportation Impact Fee Ordinance for hotel development in excess of 400 rooms and for development on the parcels south of Busch Boulevard in excess of current development on those parcels as provided for in the City's Transportation Impact Fee Ordinance. Transportation impact fees shall not be required for development of theme areas, rides, shows, exhibits, restaurants, retail areas, and support facilities within Busch Gardens/Adventure Island, or for the construction of visitor or employee parking spaces. Pursuant to the provision of the City's Transportation

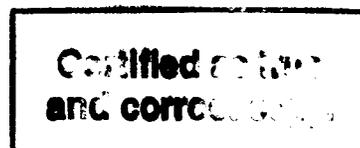
Impact Fee Ordinance, the Developer may submit a transportation analysis to the City to attempt to establish that the transportation impact fees charged by the City for a hotel project should be reduced in terms of the type of hotel or commercial development being built, trip characteristics, the use of internal capture, or other relevant factors. The payment of transportation impact fees may also be offset by any transportation impact fee credits held by the Developer at the time a payment is due. A Transportation Impact Fee Credit Account shall be established for the Developer based upon a request to the City if acceptable back-up documentation is presented by the Developer establishing the entitlement to the credit pursuant to the provisions of the City's Transportation Impact Fee Ordinance. Allowable credit items shall include, but not be limited to, dedication of right of way, dedication of land to the extent such dedication is consistent with the 40th Street Project and the City's Transportation Impact Fee Ordinance, construction of the stormwater management facilities for public transportation improvements (including any necessary right-of-way), access improvements, limited to those which increase capacity, to alleviate traffic congestion or improve levels of service at the 40th Street/Busch Boulevard intersection, construction of



improvements which are a part of the 40th Street Project, and dedication of necessary right-of-way required by the City along Busch Boulevard.

4. During the initial design phase (after surveying) of the 40th Street Project, site access points along 40th Street shall be evaluated, and if required, measures to correct potential access problems either by combining driveways or by restrictions on their usage shall be implemented.
5. In order to improve pedestrian circulation along Busch Boulevard, the Developer shall dedicate any required right of way necessary to allow the City, at the City's expense, to install a sidewalk along the north side of Busch Boulevard, between 30th Street and 40th Street. The right-of-way dedication shall be made within ninety (90) days of the City's written request.
6. The Developer shall dedicate right-of-way along 40th Street and along Busch Boulevard at the following locations:
 - 1- Right-of-way for the roundabout (traffic circle) at 40th Street & Bougainvillea; and
 - 2- Right-of-way adjacent to Busch Boulevard east and west of 40th Street.
 - 3- Right-of-way necessary for drainage vault.

The limits of the right-of-way to be dedicated shall be determined by the City and Developer at the time the



plans for the 40th Street Project or Busch Boulevard project are finalized. The right-of-way shall be dedicated to the City within ninety (90) days of the City's written request.

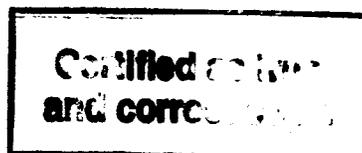
7. The Developer shall provide capacity to accommodate stormwater run-off from the portion of 40th Street and its associated drainage basin between Busch Boulevard and Bougainvillea within a drainage vault to be constructed by the Developer, at Developer's expense, east of 40th Street and south of Linebaugh Avenue. If the cost of the drainage vault, inclusive of land and all other related costs, is estimated by the Developer to exceed \$1,000,000.00, the Developer may request the City to consider alternate arrangements to accommodate stormwater run-off from the 40th Street Project.

E. Air Quality

The Developer and its successors or assigns shall be required at a minimum, to employ the fugitive dust emission control procedures referenced on page 22-1 in the ADA.

F. Water Quality and Stormwater Management

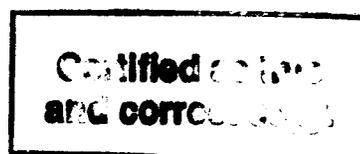
1. All stormwater management systems within the project shall be designed, constructed, and maintained to meet or exceed applicable provisions of Chapter 62-25, F.A.C., and 40D-4, Rules of SWFWMD. Treatment shall be provided by biological filtration, wherever feasible.



2. The soil erosion control measures referenced on pages 15-1 of the ADA shall be incorporated into construction plans for new development.
3. The Developer and its successors or assigns shall be the responsible entity for the operation and maintenance of all on-site stormwater management systems.
4. The Developer shall conduct inspections of the surface water management system on the project site as required by applicable rules and permits of the Southwest Florida Water Management District.

G. Public Facilities

1. Service Commitments. The City shall provide water, wastewater treatment, and solid waste disposal to the project up to the following amounts: water: 1,061,000 gallons per day, wastewater: 975,450 gallons per day, and solid waste: 11.79 tons per day.
2. Demand Estimates. Estimates of cumulative project demands for potable water, wastewater treatment and solid waste disposal services shall be provided with each annual report on the form attached hereto as Exhibit "I". Additionally, any submittal of plans for site plan review for a new or expanded hotel, or for a major new ride, theme area, or attraction, shall report the demand projections for the current year and shall provide a statement as to whether the new facility is



expected to exceed those estimates. When the demand for one of the above services is projected to exceed the maximum service demand indicated in Exhibit "I" in a calendar year, the developer shall provide a revised estimate of demand in the final year of the development period and shall request a letter from the affected service provider indicating its ability to accommodate the revised demand. The revised demand estimate shall be incorporated as an amendment to the development order through the provision set forth in Section 380.06(19)(8), Florida Statutes.

3. Water Supply

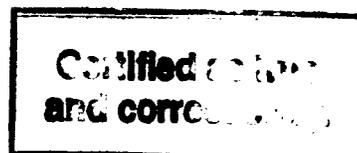
A. The Developer is encouraged to use xeriscape techniques where suited to the character of theme areas. Irrigation systems shall incorporate water-conserving features where practicable.

B. Water-saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Section 553.15, F.S.)

C. The Developer shall be responsible for maintenance of on-site water service facilities.

4. Wastewater Management

A. Any required improvements to the internal wastewater collection system shall be provided by the Developer, its successors or assigns.



B. No non-domestic waste disposal to the sewer system shall be permitted.

C. A non-potable re-use system shall be implemented when feasible.

D. Water-saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Section 553.14, F.S.).

E. Planning and development shall conform to the rules and guidelines adopted by the Southwest Florida Water Management District for the Northern Tampa Bay Water Use Caution Area.

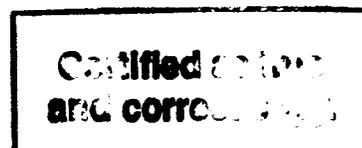
5. Solid Waste/Hazardous Waste

A. The Developer, its successors, or assigns shall comply with all federal and state hazardous waste requirements relating to the storage, transportation and disposal of hazardous wastes.

B. The Developer, its successors or assigns shall not conduct open burning of debris and construction-related wastes without approval by the Federal Aviation Administration and Hillsborough County Environmental Protection Commission.

H. Fire

The Developer, and its successors or assigns shall comply with all State of Florida and City of Tampa fire codes except as otherwise specified.



I. Energy

1. The Developer, or its successors or assigns shall continue to incorporate economically feasible energy conservation features in the project, as referenced in the ADA, including continuation of a qualified energy analysis.

J. Hurricane Preparedness

1. The Developer shall cooperate with state and local authorities having jurisdiction to issue evacuation orders including the Hillsborough County Emergency Management Agency. Closures of Busch Gardens, Adventure Island, and any hotels shall be communicated to the Hillsborough County Emergency Management Agency.
2. Elevations for all habitable structures shall be at or above the base flood elevation for areas within designated 100 year floodplain areas as designated by F.E.M.A.

K. Recreation and Open Space.

The Developer, its successors or assigns shall be responsible for maintaining all recreation and open space areas and landscaped buffering within the Project.

L. Archaeological and Historical Resources

The discovery of any significant historical or archaeological 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 the City of Tampa. Any necessary action will be consistent with the requirements of Rule 9J-2.043, F.A.C.

M. Vegetation and Wildlife

In the event that any species listed in Rule 9J-2.041 and Sections 39-27.003-005, F.A.C., are observed frequenting the site for nesting, feeding, or breeding, proper mitigation measures shall be employed in accordance with applicable state and federal law.

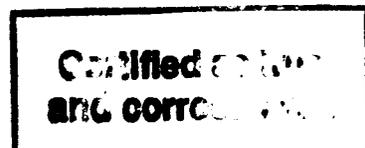
N. Revisions.

Any revisions to the proposed development not contemplated or addressed within this Substantial Deviation Development Order shall be subject to review by the City of Tampa.

Section 6. Repeal of Original Development Order and Amendments Thereto. The relevant conditions set forth in the Original Development Order, and the amendments thereto have been incorporated herein. As such, Ordinance No. 7771-A, as amended by Ordinance No. 9799-A, Ordinance No. 91-163, Ordinance No. 94-107, and Ordinance No. 94-279, are hereby repealed.

Section 7. Definitions. Unless the context of this Substantial Deviation Development Order indicates otherwise, the definitions contained in Chapter 380, Florida Statutes, (1997), as amended, shall control the interpretation and construction of any terms of this Substantial Deviation Development Order.

Section 8. Expiration of Substantial Deviation Development Order. Construction of the project has already commenced. Hotel development shall have a build out date of December 31, 2010 with



this Substantial Deviation Development Order remaining in effect until December 31, 2011. The City Council may, by Ordinance at a duly noticed public hearing utilizing the process set forth in Chapter 380.06(19), F.S., extend this Substantial Deviation Development Order.

Section 9. Expiration of Development Activity. If approved, any development activity for which plans have been submitted to the City of Tampa for its review and approval, may be completed, if such plans are submitted before the buildout date of December 31, 2010. Such development shall be substantially completed (60%) within one (1) year of expiration of the buildout date.

Section 10. Down-zoning/Intensity Reduction. The City may not down-zone or reduce the intensity permitted by this Substantial Deviation Development Order until expiration of the date of buildout for development pursuant to this Substantial Deviation Development Order, or until completion of any development activity authorized by Section 8 hereof, whichever is later, unless the City can demonstrate that:

A. Substantial changes in the conditions underlying the approval of this Substantial Deviation Development Order have occurred; or

B. This Substantial Deviation Development Order was based upon substantially inaccurate information provided by the Developer; or

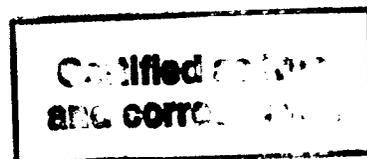
C. The change is clearly established by the City of Tampa to be essential to the public health, safety, or welfare.

Any down-zoning or reduction of intensity shall be effected only through the usual and customary procedures required by statute and/or ordinance for changes in local land development regulations.

For purposes of this Substantial Deviation Development Order, the terms "down-zone" shall refer only to changes in zoning or development regulations that decrease the development rights approved by this Substantial Deviation Development Order, and nothing in this paragraph shall be construed to prohibit legally enacted changes in zoning regulations which do not decrease the development rights granted to the Developer, its heirs, assigns, or successors-in-interest pursuant to this Substantial Deviation Development Order. The inclusion of this Section 11 is not to be construed as evidencing any present foreseeable intent on the part of the City of Tampa to down-zone or alter intensity or density of the subject DRI, but is included in this Substantial Deviation Development Order to comply with Section 380.06(15)(c)(3).

Section 11. Concurrency Reservation of Capacity.

For purposes of concurrency, the capacity necessary to permit the development approved pursuant to this Ordinance, shall be reserved by the City, through the buildout date for Busch Gardens/Adventure Islands.



Section 12. Binding Effect.

This Substantial Deviation Development Order shall be binding upon the Developer, its successors or assigns.

Section 13. Compliance with Law. That except to the extent that the requirements set forth in this Substantial Deviation Development Order are more stringent than the requirements otherwise provided by applicable law, all development undertaken pursuant to this Substantial Deviation Development Order shall be in accordance with applicable state laws, local codes, and ordinances in effect at the time of permitting.

Section 14. Governmental Agencies. Any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successor-in-interest to, or which otherwise possesses any of the powers and duties of, any referenced governmental agency in existence on the effective date of this Substantial Deviation Development Order.

Section 15. Severability. That in the event any portion or section of this Substantial Deviation Development Order is deemed to be invalid, illegal, or unconstitutional by a court or agency of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections which shall remain in full force and effect.

Section 16. Transmittals. That the City Clerk is hereby directed to send copies of this Ordinance, within five (5) days of its becoming law, to the TBRPC, the DCA, and the

Developer/owner, Busch Entertainment Corporation, (c/o James H. Shimberg, Jr., Holland & Knight LLP, 400 North Ashley Drive, Suite 2300, Tampa, Florida 33602).

Section 17. Rendition. That this Substantial Deviation Development Order shall be deemed rendered upon transmittal of copies of this Ordinance to the entities specified in Chapter 380, F.S. (1997), as amended.

Section 18. Recordation. The Developer shall record a notice of adoption of this Substantial Deviation Development Order in the public records of Hillsborough County pursuant to Chapter 380, F.S. (1997), as amended, and shall furnish the City Clerk a copy of the recorded notice.

Section 19. Effective Date. That this Ordinance shall become a law as provided in the City of Tampa Home Rule Charter, and shall take effect upon transmittal to the parties specified in Section 16 hereof.

PASSED AND ORDAINED BY THE CITY COUNCIL OF THE CITY OF TAMPA, ON JUN 25 1998, 1998.

ATTEST:

Janett S. Martin

Prepared and Approved By:

City Attorney

Chairman, City Council

Approved by me on JUL 1 1998

Mayor

State of Florida
County of Hillsborough

This is to certify that the foregoing is a true and correct copy of ordinance no. 98-147 on file in my office
Witness my hand and official seal this 6th day of July 19 98

City Clerk

LIST OF EXHIBITS

- Composite Exhibit "A" Applications for Development Approval of a Substantial Deviation to a Previously Approved DRI dated July 14, 1997, and Sufficiency Responses dated October 14, 1997 and December 2, 1997.
- Exhibit "B": Developer Commitments
- Composite Exhibit "C" Application for Development Approval dated April 1, 1981, Sufficiency Response dated July 17, 1981, all submitted for development approved pursuant to Ordinance No. 7771-A.
- Exhibit "D" Ordinance No. 9799-A which approved a Notification of a Proposed Change to a Previously Approved Development of Regional Impact dated August 12, 1987.
- Exhibit "E" Ordinance No. 91-163 which approved a Second Notification of a Proposed Change to a Previously Approved Development of Regional Impact dated June 24, 1991.
- Exhibit "F" Ordinance No. 94-107 which approved a Third Notification of a Proposed Change to a Previously Approved Development of Regional Impact dated January 4, 1994.
- Exhibit "G" Ordinance No. 94-279 which approved a Fourth Notification of a Proposed Change to a Previously Approved Development of Regional Impact dated October 24, 1991.
- Exhibit "H" Legal Description of Property Governed by this Substantial Deviation Development Order.
- Exhibit "I" Attendance, Hotel Development and Utility Demand Report

EXHIBIT "B"

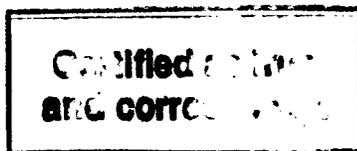
THE DEVELOPERS COMMITMENTS

1. Access improvements between the parking lots and the Busch Gardens entrance to transport park visitors to and from Busch Gardens as efficiently and safely as possible. ADA page 10-7
2. Busch Entertainment has implemented a stringent water conservation and water reuse program within the development. ADA page 10-6
3. Standard sediment controls will be employed during construction activities to prevent sedimentation from surrounding drainageways. ADA page 13-2
4. The renovation of the Veldt area and any other zoological exhibits will be designed in accordance with contemporary zoological criteria. ADA page 15-3
5. Groundwater is monitored in accordance with SWFWMD permits. ADA page 14-2
6. Water conservation efforts include an extensive surface water reuse system that pumps stormwater and water from rides to treatment ponds prior to reuse. ADA page 17-7
7. Low-volume plumbing facilities will be utilized throughout the park. ADA page 17-8
8. Fugitive dust program detailed on ADA page 22-1 will be implemented.
9. Busch Entertainment Corporation has initiated energy conservation programs at the park. The Central component of this program is a computerized network of energy controls that regulate all phases of energy consumption. ADA page 29-3.

10.

An internal connection (i.e. a train station) will be constructed in association with the hotel to provide hotel guests with a convenient transport system to access theme areas within Busch Gardens. ADA page 32-3.

TPA3-548105.1:074



Rescinded by
98-147



CITY OF TAMPA

Janett S. Martin, City Clerk

Office of City Clerk

April 21, 1998

Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg FL 33702

RE: Petition No. DZ81-38 Busch Gardens/Adventure Island
Ordinance 98-0081

Dear Sir:

The enclosed document is being transmitted for your information and record keeping process. If further information is needed, please contact the office of Land Development Coordination, at (813) 274-8405.

Sincerely,

Janett S. Martin
City Clerk

JM/gg

Enclosure: Certified Copy of ORD 98-0081

Certified Mail

OK

ORDINANCE NO. 98-0071

AN ORDINANCE OF THE CITY OF TAMPA, FLORIDA, APPROVING A SUBSTANTIAL DEVIATION TO THE DEVELOPMENT ORDER (ORDINANCE NO. 7771-A, AS AMENDED) FOR BUSCH GARDENS/ADVENTURE ISLAND, A DEVELOPMENT OF REGIONAL IMPACT PURSUANT TO CHAPTER 380, FLORIDA STATUTES, BASED ON AN APPLICATION FOR DEVELOPMENT APPROVAL FILED BY BUSCH ENTERTAINMENT CORPORATION; REPEALING THOSE PRIOR ORDINANCES IN CONFLICT; AND IMPOSING CONDITIONS TO MITIGATE FOR THE PROPOSED DEVELOPMENT; PROVIDING AN EFFECTIVE DATE HEREOF.

WHEREAS, Busch Gardens/Adventure Island is an Attraction and Recreation Facilities Development of Regional Impact pursuant to the provisions of Section 380.0651 (3) (b), Florida Statutes; and

WHEREAS, on April 1, 1981, Busch Entertainment Corporation (the "Developer") filed an Application for Development Approval, of a Development of Regional Impact ("DRI") with the City of Tampa ("City") and the other applicable reviewing agencies, pursuant to the provisions of Section 380.06, Florida Statutes, a copy of which is on file with the City; and

WHEREAS, on September 23, 1981, the City adopted, by Ordinance, a Development Order, Ordinance No. 7771-A for Busch Gardens/Adventure Island, providing for the continuation of the theme park/entertainment complex known as Busch Gardens/Adventure Island on approximately 366 acres (the "Original Development Order") a copy of which is on file with the City; and

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WHEREAS, on August 12, 1987, the Developer filed a Notification of a Proposed Change to a Previously Approved DRI with the City and the other appropriate reviewing agencies, a copy of which is on file with the City; and

WHEREAS, on November 2, 1987, the City adopted, by Ordinance, an amendment to the Development Order, Ordinance No. 9799-A, for Busch Gardens/Adventure Island (the "First Amendment"), a copy of which is on file with the City; and

WHEREAS, on June 14, 1991, the Developer filed a second Notification of Proposed Change to a Previously Approved DRI with the City and other reviewing agencies, a copy of which is on file with the City; and

WHEREAS, on September 12, 1991, the City adopted, by Ordinance, an Amendment to the Development Order, Ordinance No. 91-163, for Busch Gardens/Adventure Island (the "Second Amendment"), a copy of which is on file with the City; and

WHEREAS, on January 4, 1994, the Developer filed a third Notification of a Proposed Change to a Previously Approved DRI with the City and other reviewing agencies, a copy of which is on file with the City; and

WHEREAS, on June 20, 1994, the City adopted by Ordinance, an Amendment to the Development Order, Ordinance No. 94-107, for Busch Gardens/Adventure Island (the "Third Amendment"), a copy of which is on file with the City; and

WHEREAS, on October 24, 1994, the Developer filed a fourth Notification of a Proposed Change to a Previously Approved DRI

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with the City and other reviewing agencies, a copy of which is on file with the City; and

WHEREAS, on December 20, 1994, the City adopted by Ordinance, an Amendment to the Development Order, Ordinance No. 94-278 for Busch Gardens/Adventure Island (the "Fourth Amendment"), a copy of which is on file with the City; and

WHEREAS, the Original Development Order, as amended by the First, Second, Third, and Fourth Amendments, collectively constitutes the "Original Development Order, as amended"; and

WHEREAS, on July 14, 1997, the Developer filed an Application for Development Approval of a Substantial Deviation to a Previously Approved DRI, and Sufficiency Responses dated October 14, 1997 and December 2, 1997 (collectively, the "ADA") with the City, the Tampa Bay Regional Planning Council ("TBRPC"), the Florida Department of Community Affairs ("DCA") and other applicable reviewing agencies, pursuant to the provisions of Section 380.06, Florida Statutes (1997), as amended ("Chapter 380"), and the City of Tampa Land Development Code, which ADA shall constitute the Developer's application for a Substantial Deviation to the Development Order and is attached hereto as Composite Exhibit "A"; and

WHEREAS, the ADA proposes to add 36.6 acres of land to the project, including the 13.41 acre site formerly occupied by the Anheuser Busch Tampa Brewery; to allow development of up to 2,100 hotel rooms and related meeting facilities, restaurants, lounges, recreational amenities, and parking for hotel guests (400 rooms

were approved in the original DRI Development Order); development of additional visitor parking spaces to bring the total number of visitor parking spaces to approximately 9,200; to allow modifications to the parking lot entrance drives to increase parking efficiency and decrease traffic congestion at the 40th Street and Busch Boulevard intersection; to allow construction of a tunnel under 40th Street to facilitate access from the parking lot to the Busch Gardens entrance without conflicts to traffic movement on 40th Street; to develop a 100 room hotel (includes within the 2,100 hotel rooms) or 25,500 square feet of general commercial on the 2.3 acre parcel south of Busch Boulevard and to develop 5,500 square feet of general commercial on the 0.4 acre parcel south of Busch Boulevard; to allow continuous replacement or renovation and addition of theme areas, rides, shows, exhibits, restaurants, retail areas, and support facilities within the existing development areas; and to extend the approval development period until December 31, 2010 (hereinafter the "proposed development"); and

WHEREAS, the City Council, as the governing body of the local government having jurisdiction pursuant to Chapter 380, is authorized and empowered to consider this proposed Substantial Deviation Development Order, which fully incorporates the conditions for approval set forth in the Original Development Order, as amended; and

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and correct copy.**

WHEREAS, upon approval of this proposed Substantial Deviation Development Order, the Original Development Order, as amended, shall have no further force or effect; and

WHEREAS; this proposed Substantial Deviation Development Order will, upon approval, act as a stand-alone document setting forth the conditions governing the remaining development and the proposed development, of the Busch Gardens/Adventure Island project; and

WHEREAS, the public notice requirements of Chapter 380, and Section 27-418, City of Tampa Code have been satisfied; and

WHEREAS, the City Council has, on April 2, 1998, held a duly noticed public hearing on the proposed Substantial Deviation Development Order and has heard and considered testimony and documents received thereon: and

WHEREAS, all interested parties and members of the public were afforded the opportunity to participate in the City Council application hearing on the subject DRI; and

WHEREAS, the City Council has reviewed the above-referenced documents, as well as all related testimony and evidence submitted by each party and members of the general public;

NOW, THEREFORE BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF TAMPA, FLORIDA

Section 1. Substantial Deviation Development Order.

This Ordinance, issued in response to the ADA filed by the Developer, shall constitute a Substantial Deviation to the Original Development Order, as amended, and shall hereinafter be referred to as the "Substantial Deviation Development Order".

All development in the project shall be controlled by and in accordance with said conditions as set forth herein. As such, this Substantial Deviation Development Order along with the approved rezoning site plan shall together govern the development of the project.

Section 2. Findings of Fact.

City Council, having received the ADA, and having received all related comments, testimony, and evidence submitted by each party and members of the general public, finds there is substantial competent evidence to support the following findings of fact:

- A. The Recitals hereto are incorporated herein.
- B. The project is an Attraction and Recreation Facilities DRI pursuant to the provisions of Section 380.0651 (3) (b), Florida Statutes.
- C. The Developer submitted to the City of Tampa an ADA, attached hereto as Composite Exhibit "A", and incorporated herein by reference, to the extent not inconsistent with the terms and conditions hereof, including, but not limited to, commitments made by the

Developer as summarized in attached Exhibit "B", incorporated herein by reference.

- D. With respect to the development, approved pursuant to Ordinance No. 7771-A, Busch Entertainment Corporation submitted to the City of Tampa, an Application for Development Approval, dated April 1, 1981, and a Sufficiency Response dated June 17, 1981, which documents are collectively referred to as the "Original ADA", and which are attached hereto as Composite Exhibit "C" and incorporated herein by reference, to the extent not inconsistent with the terms and conditions hereof.
- E. With respect to the amendment to the development, approved pursuant to Ordinance No. 9799-A, the Developer filed a document with the City of Tampa on August 12, 1987, entitled "Notification of a Proposed Change to a Previously Approved Development of Regional Impact" attached hereto as Exhibit "D", and incorporated herein by reference, to the extent not inconsistent with the terms and conditions hereof.
- F. With respect to the amendment to the development approved pursuant to Ordinance No. 91-163, on September 12, 1991, the Developer filed with the City of Tampa a second "Notification of a Proposed Change to a Previously Approved Development of Regional Impact" attached hereto as Exhibit "E", and incorporated herein

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by reference, to the extent not inconsistent with the terms and conditions hereof.

G. With respect to the amendment to the development approved pursuant to Ordinance No. 94-107, on January 4, 1994, the Developer filed with the City a third "Notification of a Proposed Change to a Previously-Approved Development of Regional Impact" attached hereto as Exhibit "F", and incorporated herein by reference, to the extent not inconsistent with the terms and conditions hereof.

H. With respect to the amendment to the development approved pursuant to Ordinance No. 94-279, on December 20, 1994, the Developer filed with the City a fourth "Notification of a Proposed Change to a Previously-Approved Development of Regional Impact" attached hereto as Exhibit "G", and incorporated herein by reference, to the extent not inconsistent with the terms and conditions hereof.

I. The real property that is the subject of the ADA is legally described as set forth in attached Exhibit "H", incorporated herein by reference.

J. The ADA proposes to:

- a) Add 36.6 acres of land to the project, including the 13.41 acre site formerly occupied by the Anheuser Busch Tampa Brewery;

- b) Construct up to 2,100 hotel rooms and related meeting facilities, restaurants, lounges, recreational amenities and parking for hotel guests (400 rooms were approved in the original DRI Development Order);
- c) Construct additional visitor parking spaces to bring the total number of visitor parking spaces to approximately 9,200;
- d) Modify the parking lot entrance drives to increase parking efficiency and improve levels of service on identified critical links including relocation of entrances and adjusting accessways;
- e) Allow for the construction of a tunnel under 40th Street to facilitate access to and from the parking lot for Busch Gardens entrances without conflicts to traffic movement on 40th Street, minimizing other conflicts, and facilitating the efficient movement of traffic;
- f) Develop a 100 room hotel (part of the 2,100 hotel rooms) or 25,500 square feet of general commercial on the 2.3 acre parcel south of Busch Boulevard and develop 5,500 square feet of general commercial on the 0.4 acre parcel south of Busch Boulevard;
- g) Continuous replacement and/or renovation and addition of theme areas, rides, shows, exhibits,

restaurants, retail areas, and support facilities within the existing development areas and the areas which are being added to the project; and

h) Extend the approved development period until December 31, 2010.

K. The proposed development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes (1997), as amended.

L. A comprehensive review of the impacts generated by the proposed development has been conducted by the Department of Community Affairs, the City, the TBRPC, and other participating agencies.

M. The proposed development is consistent with the local land development regulations and with the City of Tampa Comprehensive Plan adopted pursuant to the Local Government Comprehensive Planning Act, Chapter 163, F.S., (1997), as amended.

N. The proposed development is in accordance with the applicable zoning district regulations.

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

P. The proposed development is consistent with the report and recommendations of the City, and with TBRPC's adopted Comprehensive Regional Policy Plan.

Q. The proposed development is consistent with the State Comprehensive Plan.

Section 3. Conclusions of Law.

That the City Council having made the above findings of fact, reached the following conclusions of law:

A. These proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in this proceeding, the Developer is authorized to conduct the remaining development and the proposed development as described in this Substantial Deviation Development Order, subject to the conditions, restrictions and limitations set forth below.

B. The review by the City, the TBRPC and other participating agencies and interested citizens reveals that the terms and conditions of this Substantial Deviation Development Order and the ADA adequately address the impacts of the previously-approved and the proposed development in accordance with the requirements of Chapter 380. To the extent that the ADA is inconsistent with the terms and conditions of this Substantial Deviation Development Order, the terms and conditions of this Substantial Deviation Development Order shall prevail.

Section 4. Order.

That, having made the above findings of fact and having drawn the above conclusions of law, it is ordered that the

development as set forth in the ADA, and as defined in Section 4.A. below, is hereby approved, subject to the following conditions, restrictions and limitations:

A. Approved Development.

Specific Development Approved. Specific approval is hereby granted for the following development: (i) construction of up to 2,100 hotel rooms and related meeting facilities, restaurants, lounges, recreational amenities and parking for hotel guests; (ii) expand parking spaces for theme park visitors to a total of approximately 9,200 parking spaces; (iii) continuous replacement and/or renovation and addition of theme areas, rides, shows, exhibits, restaurants, retail areas, and support facilities within the project; (iv) commercial development on the south side of Busch Boulevard limited to the following development thresholds: a) 100 room hotel (included within the 2,100 approved hotel rooms) or 25,500 square feet of commercial on the 2.3 acre parcel; and b) 5,500 square feet of commercial on the 0.4 acre parcel; and (v) extension of the approved development period to December 31, 2010. The proposed development is subject to the commitments made by the Developer as summarized in Exhibit "B".

B. Substantial Deviations:

Further review pursuant to Chapter 380, Florida Statutes, may be required if a substantial deviation, as defined in Chapter 380.06(19), Florida Statutes, occurs. Further, a substantial deviation may occur by failure to comply with the

conditions herein, failure to follow the plans and specifications submitted in the ADA and supplementary information, or by activities which are not commenced until after the expiration of the period of effectiveness of this order. The Developer shall be given due notice of, and an opportunity to be heard at any hearing to determine whether or not a proposed change to the development is a substantial deviation.

C. Annual Reports:

In accord with Section 380.06 (18), F.S., the Developer shall submit an annual report on the progress of the DRI to the City, the TBRPC, the DCA, and other agencies as directed by the City or this order, on April 1, 1999, and on April 1 of each year thereafter, until such time as all terms and conditions of this Substantial Deviation Development Order are fulfilled. The City Council shall review the report for compliance with the terms and conditions of the Substantial Deviation Development Order, and may issue further orders to ensure compliance with the terms and conditions of this Substantial Deviation Development Order. The City Council is the local government body responsible for ensuring such compliance, pursuant to 380.06(15)(c)1., F.S. (1997), as amended. The Developer shall be notified of any City Council hearing wherein such report is to be reviewed; provided, however, that receipt and review by the City Council shall not be considered a substitute or a waiver of any terms or conditions of this Substantial Deviation Development Order. The annual report shall contain the following information, for the project:

1. Changes in the plan of development, or representations contained in the ADA, for the reporting year and for the next year;
2. Identification of undeveloped tracts of land that have been sold to a separate entity or developer;
3. Identification and intended use of lands purchased, leased or optioned by the Developer adjacent to the original DRI site since the Substantial Deviation Development Order was issued;
4. An assessment of the Developer's and local government's compliance with the conditions of approval contained in the Substantial Deviation Development Order, which have been identified by the City, the TBRPC or the DCA as being significant.
5. An indication of a change, if any, in local governmental jurisdiction for any portion of the development since the Substantial Deviation Development Order was issued;
6. A statement that all persons have been sent copies of the annual report in conformance with Subsections 380.06(15) and 380.06(18), F.S. (1997), as amended;
7. A copy of any notice of the adoption of a development order or the subsequent modification

of an adopted development order that was recorded by the Developer pursuant to Subsection 380.06(15), Florida Statutes (1997).

8. A description of all development activity conducted pursuant to this Development Order during the year immediately preceding the submission of the annual report;
9. A statement listing development of a new or expanded hotel or of a major new ride or attraction 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;
10. A report on the form attached hereto as Exhibit "I" describing:
 - a. Attendance characteristics for the most recent calendar year;
 - b. An estimate of total annual attendance at the end of the current calendar year; and
 - c. An estimate of cumulative demands for water, wastewater and solid waste demand for the most recent calendar year and for the current calendar year.
11. A report on the status of the "40th Street Project" described in Section 4.D below, including

its schedule for construction and changes in the status of commitments for construction, if any.

12. A statement setting forth the name(s) and address of any assignee or successor in interest to the Developer.

D. Transportation:

1. The project will have a substantial impact on several regionally significant highway facilities within the primary impact area. Transportation system improvements required to mitigate the negative impact of this proposed development have been identified in the ADA. To approve this development, the significant transportation system deficiencies at Malcolm McKinley Drive (also known as 40th Street and hereafter referred to as 40th Street in this order) between and including its intersections with Busch Boulevard and Fowler Avenue must be mitigated. The transportation improvements at 40th Street between Busch Boulevard and Fowler Avenue and at the 40th Street intersection with Busch Boulevard will be performed by the City (the "40th Street Project"). The City shall also provide signalization at project entrances (including relocated visitor parking exit and hotel entrance/exit at 40th Street consistent with State of Florida design standards. The 40th Street Project will include a two-lane tunnel to be constructed by the City to facilitate

movement of trams to and from the main parking lot. An additional tunnel to be used for handicapped parking and certain preferred parking may be added to the 40th Street Project and constructed by the Developer, at the Developer's expense. The 40th Street Project is currently included within the City's three year T.I.P. Construction of the 40th Street Project shall commence by December 31, 2003. The Developer shall report on the status of the 40th Street Project, including its schedule for construction and changes in the status of commitments for construction, if any, with each annual report until construction of the 40th Street Project has commenced. No more than 800 hotel rooms may be constructed until the 40th Street Project has commenced construction. The table below shows other needed improvements.

Table 1

Required Intersection Improvements

Intersection	Required Improvement
Busch Blvd. at 40th Street	Dedicate R.O.W. for intersection improvements
Southern most Busch Gardens Entrance ● 40th Street	Relocate entrance to the north
Traffic Circle at Bougainvillea and 40th Street	Dedicate Right of way for traffic circle

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2. A monitoring program shall be instituted to verify that the afternoon (pm) peak hour trips generated by the project on an average July weekday do not exceed the 2,284 total pm peak hour project trips estimated in the ADA. The program shall be initiated when average July weekday attendance as reported on Exhibit "I" exceeds 80 percent of the maximum set forth on Exhibit "I" in the most recent calendar year. The program shall continue every other year through the end of the approved development period, or until average July weekday attendance falls below 80 percent of the maximum for two (2) consecutive reporting years. The program shall consist of mechanical counts taken for three (3) consecutive weekdays in the third week of July at the following locations: 1) main Busch Gardens visitor parking entrance and exit, 2) Adventure Island entrance and exit, and 3) hotel entrances and exits. Count methods and results shall be provided in the required annual report. If the annual report indicates that the total trips exceed projected counts by more than 15 percent, the City shall require a substantial deviation determination pursuant to Subsection 380.06(19), F.S., and if a substantial deviation is found to exist, 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 an annual report is not submitted within 30 days of its due date, the City may refuse to issue additional permits until the report has been submitted.

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

3. The Developer will be required to pay Transportation impact fees in accordance with the City's Transportation Impact Fee Ordinance for hotel development in excess of 400 rooms and for development on the parcels south of Busch Boulevard in excess of current development on those parcels as provided for in the City's Transportation Impact Fee Ordinance. Transportation impact fees shall not be required for development of theme areas, rides, shows, exhibits, restaurants, retail areas, and support facilities within Busch Gardens/Adventure Island, or for the construction of visitor or employee parking spaces. Pursuant to the provision of the City's Transportation

Impact Fee Ordinance, the Developer may submit a transportation analysis to the City to attempt to establish that the transportation impact fees charged by the City for a hotel project should be reduced in terms of the type of hotel or commercial development being built, trip characteristics, the use of internal capture, or other relevant factors. The payment of transportation impact fees may also be offset by any transportation impact fee credits held by the Developer at the time a payment is due. A Transportation Impact Fee Credit Account shall be established for the Developer based upon a request to the City if acceptable back-up documentation is presented by the Developer establishing the entitlement to the credit pursuant to the provisions of the City's Transportation Impact Fee Ordinance. Allowable credit items shall include, but not be limited to, dedication of right of way, dedication of land to the extent such dedication is consistent with the 40th Street Project and the City's Transportation Impact Fee Ordinance, construction of the stormwater management facilities for public transportation improvements (including any necessary right-of-way), access improvements, limited to those which increase capacity, to alleviate traffic congestion or improve levels of service at the 40th Street/Busch Boulevard intersection, construction of

improvements which are a part of the 40th Street Project, and dedication of necessary right-of-way required by the City along Busch Boulevard.

4. During the initial design phase (after surveying) of the 40th Street Project, site access points along 40th Street shall be evaluated, and if required, measures to correct potential access problems either by combining driveways or by restrictions on their usage shall be implemented.
5. In order to improve pedestrian circulation along Busch Boulevard, the Developer shall dedicate any required right of way necessary to allow the City, at the City's expense, to install a sidewalk along the north side of Busch Boulevard, between 30th Street and 40th Street. The right-of-way dedication shall be made within ninety (90) days of the City's written request.
6. The Developer shall dedicate right-of-way along 40th Street and along Busch Boulevard at the following locations:
 - 1- Right-of-way for the roundabout (traffic circle) at 40th Street & Bougainvillea; and
 - 2- Right-of-way adjacent to Busch Boulevard east and west of 40th Street.
 - 3- Right-of-way necessary for drainage vault.

The limits of the right-of-way to be dedicated shall be determined by the City and Developer at the time the

plans for the 40th Street Project or Busch Boulevard project are finalized. The right-of-way shall be dedicated to the City within ninety (90) days of the City's written request.

7. The Developer shall provide capacity to accommodate stormwater run-off from the portion of 40th Street and its associated drainage basin between Busch Boulevard and Bougainvillea within a drainage vault to be constructed by the Developer, at Developer's expense, east of 40th Street and south of Linebaugh Avenue. If the cost of the drainage vault, inclusive of land and all other related costs, is estimated by the Developer to exceed \$1,000,000.00, the Developer may request the City to consider alternate arrangements to accommodate stormwater run-off from the 40th Street Project.

E. Air Quality

The Developer and its successors or assigns shall be required at a minimum, to employ the fugitive dust emission control procedures referenced on page 22-1 in the ADA.

F. Water Quality and Stormwater Management

1. All stormwater management systems within the project shall be designed, constructed, and maintained to meet or exceed applicable provisions of Chapter 62-25, F.A.C., and 40D-4, Rules of SWFWMD. Treatment shall be provided by biological filtration, wherever feasible.

2. The soil erosion control measures referenced on pages 15-1 of the ADA shall be incorporated into construction plans for new development.
3. The Developer and its successors or assigns shall be the responsible entity for the operation and maintenance of all on-site stormwater management systems.
4. The Developer shall conduct inspections of the surface water management system on the project site as required by applicable rules and permits of the Southwest Florida Water Management District.

G. Public Facilities

1. Service Commitments. The City shall provide water, wastewater treatment, and solid waste disposal to the project up to the following amounts: water: 1,061,000 gallons per day, wastewater: 975,450 gallons per day, and solid waste: 11.79 tons per day.

2. Demand Estimates. Estimates of cumulative project demands for potable water, wastewater treatment and solid waste disposal services shall be provided with each annual report on the form attached hereto as Exhibit "I". Additionally, any submittal of plans for site plan review for a new or expanded hotel, or for a major new ride, theme area, or attraction, shall report the demand projections for the current year and shall provide a statement as to whether the new facility is

expected to exceed those estimates. When the demand for one of the above services is projected to exceed the maximum service demand indicated in Exhibit "I" in a calendar year, the developer shall provide a revised estimate of demand in the final year of the development period and shall request a letter from the affected service provider indicating its ability to accommodate the revised demand. The revised demand estimate shall be incorporated as an amendment to the development order through the provision set forth in Section 380.06(19)(8), Florida Statutes.

3. Water Supply

A. The Developer is encouraged to use xeriscape techniques where suited to the character of theme areas. Irrigation systems shall incorporate water-conserving features where practicable.

B. Water-saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Section 553.15, F.S.)

C. The Developer shall be responsible for maintenance of on-site water service facilities.

4. Wastewater Management

A. Any required improvements to the internal wastewater collection system shall be provided by the Developer, its successors or assigns.

B. No non-domestic waste disposal to the sewer system shall be permitted.

C. A non-potable re-use system shall be implemented when feasible.

D. Water-saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Section 553.14, F.S.).

E. Planning and development shall conform to the rules and guidelines adopted by the Southwest Florida Water Management District for the Northern Tampa Bay Water Use Caution Area.

5. Solid Waste/Hazardous Waste

A. The Developer, its successors, or assigns shall comply with all federal and state hazardous waste requirements relating to the storage, transportation and disposal of hazardous wastes.

B. The Developer, its successors or assigns shall not conduct open burning of debris and construction-related wastes without approval by the Federal Aviation Administration and Hillsborough County Environmental Protection Commission.

H. Fire

The Developer, and its successors or assigns shall comply with all State of Florida and City of Tampa fire codes except as otherwise specified.

I. Energy

1. The Developer, or its successors or assigns shall continue to incorporate economically feasible energy conservation features in the project, as referenced in the ADA, including continuation of a qualified energy analysis.

J. Hurricane Preparedness

1. The Developer shall cooperate with state and local authorities having jurisdiction to issue evacuation orders including the Hillsborough County Emergency Management Agency. Closures of Busch Gardens, Adventure Island, and any hotels shall be communicated to the Hillsborough County Emergency Management Agency.
2. Elevations for all habitable structures shall be at or above the base flood elevation for areas within designated 100 year floodplain areas as designated by F.E.M.A.

K. Recreation and Open Space.

The Developer, its successors or assigns shall be responsible for maintaining all recreation and open space areas and landscaped buffering within the Project.

L. Archaeological and Historical Resources

The discovery of any significant historical or archaeological 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 the City of Tampa. Any necessary action will be consistent with the requirements of Rule 9J-2.043, F.A.C.

M. Vegetation and Wildlife

In the event that any species listed in Rule 9J-2.041 and Sections 39-27.003-005, F.A.C., are observed frequenting the site for nesting, feeding, or breeding, proper mitigation measures shall be employed in accordance with applicable state and federal law.

N. Revisions.

Any revisions to the proposed development not contemplated or addressed within this Substantial Deviation Development Order shall be subject to review by the City of Tampa.

Section 5. Repeal of Original Development Order and Amendments Thereto. The relevant conditions set forth in the Original Development Order, and the amendments thereto have been incorporated herein. As such, Ordinance No. 7771-A, as amended by Ordinance No. 9799-A, Ordinance No. 91-163, Ordinance No. 94-107, and Ordinance No. 94-279, are hereby repealed.

Section 6. Definitions. Unless the context of this Substantial Deviation Development Order indicates otherwise, the definitions contained in Chapter 380, Florida Statutes, (1997), as amended, shall control the interpretation and construction of any terms of this Substantial Deviation Development Order.

Section 7. Expiration of Substantial Deviation Development Order. Construction of the project has already commenced. Hotel development shall have a build out date of December 31, 2010 with

this Substantial Deviation Development Order remaining in effect until December 31, 2011. The City Council may, by Ordinance at a duly noticed public hearing utilizing the process set forth in Chapter 380.06(19), F.S., extend this Substantial Deviation Development Order.

Section 8. Expiration of Development Activity. If approved, any development activity for which plans have been submitted to the City of Tampa for its review and approval, may be completed, if such plans are submitted before the buildout date of December 31, 2010. Such development shall be substantially completed (60%) within one (1) year of expiration of the buildout date.

Section 9. Down-zoning/Intensity Reduction. The City may not down-zone or reduce the intensity permitted by this Substantial Deviation Development Order until expiration of the date of buildout for development pursuant to this Substantial Deviation Development Order, or until completion of any development activity authorized by Section 8 hereof, whichever is later, unless the City can demonstrate that:

A. Substantial changes in the conditions underlying the approval of this Substantial Deviation Development Order have occurred; or

B. This Substantial Deviation Development Order was based upon substantially inaccurate information provided by the Developer; or

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C. The change is clearly established by the City of Tampa to be essential to the public health, safety, or welfare.

Any down-zoning or reduction of intensity shall be effected only through the usual and customary procedures required by statute and/or ordinance for changes in local land development regulations.

For purposes of this Substantial Deviation Development Order, the terms "down-zone" shall refer only to changes in zoning or development regulations that decrease the development rights approved by this Substantial Deviation Development Order, and nothing in this paragraph shall be construed to prohibit legally enacted changes in zoning regulations which do not decrease the development rights granted to the Developer, its heirs, assigns, or successors-in-interest pursuant to this Substantial Deviation Development Order. The inclusion of this Section 9 is not to be construed as evidencing any present foreseeable intent on the part of the City of Tampa to down-zone or alter intensity or density of the subject DRI, but is included in this Substantial Deviation Development Order to comply with Section 380.06(15)(c)(3).

Section 10. Concurrency Reservation of Capacity.

For purposes of concurrency, the capacity necessary to permit the development approved pursuant to this Ordinance, shall be reserved by the City, through the buildout date for Busch Gardens/Adventure Islands.

Section 11. Binding Effect.

This Substantial Deviation Development Order shall be binding upon the Developer, its successors or assigns.

Section 12. Compliance with Law. That except to the extent that the requirements set forth in this Substantial Deviation Development Order are more stringent than the requirements otherwise provided by applicable law, all development undertaken pursuant to this Substantial Deviation Development Order shall be in accordance with applicable state laws, local codes, and ordinances in effect at the time of permitting.

Section 13. Governmental Agencies. Any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successor-in-interest to, or which otherwise possesses any of the powers and duties of, any referenced governmental agency in existence on the effective date of this Substantial Deviation Development Order.

Section 14. Severability. That in the event any portion or section of this Substantial Deviation Development Order is deemed to be invalid, illegal, or unconstitutional by a court or agency of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections which shall remain in full force and effect.

Section 15. Transmittals. That the City Clerk is hereby directed to send copies of this Ordinance, within five (5) days of its becoming law, to the TBRPC, the DCA, and the

Developer/owner, Busch Entertainment Corporation, (c/o James H. Shimberg, Jr., Holland & Knight LLP, 400 North Ashley Drive, Suite 2300, Tampa, Florida 33602).

Section 16. Rendition. That this Substantial Deviation Development Order shall be deemed rendered upon transmittal of copies of this Ordinance to the entities specified in Chapter 380, F.S. (1997), as amended.

Section 17. Recordation. The Developer shall record a notice of adoption of this Substantial Deviation Development Order in the public records of Hillsborough County pursuant to Chapter 380, F.S. (1997), as amended, and shall furnish the City Clerk a copy of the recorded notice.

Section 18. Effective Date. That this Ordinance shall become a law as provided in the City of Tampa Home Rule Charter, and shall take effect upon transmittal to the parties specified in Section 15 hereof.

PASSED AND ORDAINED BY THE CITY COUNCIL OF THE CITY OF TAMPA, ON _____, 1998.

APR 16 1998

ATTEST:

Janett S. Martini

Prepared and Approved By:

Andelle Green
City Attorney

Quinn Kinnel

Chairman, City Council

Approved by me on APR 20 1998

Rich A. Green
Mayor

State of Florida
County of Hillsborough

This is to certify that the foregoing is a true and correct copy of Ordinance 98-0081 or file in my office. Witness my hand and official seal this 21st day of Apr 19 98

31

Janett S. Martini
CITY CLERK

LIST OF EXHIBITS

- Composite Exhibit "A" Applications for Development Approval of a Substantial Deviation to a Previously Approved DRI dated July 14, 1997, and Sufficiency Responses dated October 14, 1997 and December 2, 1997.
- Exhibit "B": Developer Commitments
- Composite Exhibit "C" Application for Development Approval dated April 1, 1981, Sufficiency Response dated July 17, 1981, all submitted for development approved pursuant to Ordinance No. 7771-A.
- Exhibit "D" Ordinance No. 9799-A which approved a Notification of a Proposed Change to a Previously Approved Development of Regional Impact dated August 12, 1987.
- Exhibit "E" Ordinance No. 91-163 which approved a Second Notification of a Proposed Change to a Previously Approved Development of Regional Impact dated June 24, 1991.
- Exhibit "F" Ordinance No. 94-107 which approved a Third Notification of a Proposed Change to a Previously Approved Development of Regional Impact dated January 4, 1994.
- Exhibit "G" Ordinance No. 94-279 which approved a Fourth Notification of a Proposed Change to a Previously Approved Development of Regional Impact dated October 24, 1991.
- Exhibit "H" Legal Description of Property Governed by this Substantial Deviation Development Order.
- Exhibit "I" Attendance, Hotel Development and Utility Demand Report

**Certified as true
and correct copy.**

EXHIBIT "B"

THE DEVELOPERS COMMITMENTS

1. Access improvements between the parking lots and the Busch Gardens entrance to transport park visitors to and from Busch Gardens as efficiently and safely as possible. ADA page 10-7
2. Busch Entertainment has implemented a stringent water conservation and water reuse program within the development. ADA page 10-6
3. Standard sediment controls will be employed during construction activities to prevent sedimentation from surrounding drainageways. ADA page 13-2
4. The renovation of the Veldt area and any other zoological exhibits will be designed in accordance with contemporary zoological criteria. ADA page 15-3
5. Groundwater is monitored in accordance with SWFWMD permits. ADA page 14-2
6. Water conservation efforts include an extensive surface water reuse system that pumps stormwater and water from rides to treatment ponds prior to reuse. ADA page 17-7
7. Low-volume plumbing facilities will be utilized throughout the park. ADA page 17-8
8. Fugitive dust program detailed on ADA page 22-1 will be implemented.
9. Busch Entertainment Corporation has initiated energy conservation programs at the park. The Central component of this program is a computerized network of energy controls that regulate all phases of energy consumption. ADA page 29-3.

10.

An internal connection (i.e. a train station) will be constructed in association with the hotel to provide hotel guests with a convenient transport system to access theme areas within Busch Gardens. ADA page 32-3.

TPA3-513936.5

**EXHIBIT H
BUSCH GARDENS DRI PROPERTY
LEGAL DESCRIPTION**

BUSCH GARDENS

LOTS 1 to 8 inclusive, LOTS 1A to 8A inclusive, LOTS 25 to 32 inclusive, LOTS 25A to 32A inclusive in Section 20, Township 28 South, Range 19 East, and the vacated streets lying within or abutting, TEMPLE TERRACES as recorded in Plat Book 25, Page 66, Public Records of Hillsborough County, Florida less right-of-way for SR 581 and SR 580.

AND

LOT 24 together with the vacated 100 foot railroad right -of-way adjoining the east boundary thereof and Lots 40, 41, 46 through 53 inclusive, Lot 52A, LOT 42 less the easterly 315.29 feet thereof, LOT 39-A less the north 370.10 feet thereof and LOT 39 less the north 370.10 feet of the east 78.47 feet thereof, the 20 foot wide electric power easement lying North of said Lot 46, the railroad easement lying east of the southerly prolongation of the west line of said Lot 39, the 105 foot wide railroad and utility easement lying west of said Lot 41 and the easement labeled "easement solely for electric power transformer station" located adjacent to said Lot 40, TAMPA INDUSTRIAL PARK as recorded in Plat Book 34, Page 79, Public Records of Hillsborough County, Florida less road right-of-way.

AND

That part of LOT 62 in Section 17, Township 28 South, Range 19 East, TEMPLE TERRACES as recorded in Plat Book 25, Page 64, Public Records of Hillsborough County, Florida lying south of Bougainvillea Avenue, east of LOT 39A, north and west of the railroad and utilities easement as shown on the plat of TAMPA INDUSTRIAL PARK as recorded in Plat Book 34, Page 79, Public Records of Hillsborough County, Florida.

AND

LOTS 1, 2, 3 and 4, THE COLBY RESUBDIVISION and the vacated streets lying within or abutting, as recorded in Plat Book 56, Page 46, Public Records of Hillsborough County, Florida.

AND

LOTS 1 to 20 inclusive, LOTS 25 to 40 inclusive, BLOCK 109, all of BLOCK 110, LOTS 3 and 4, and LOTS 37, 38, 39 and 40, BLOCK 111, LOTS 1, 2, 3 and LOTS 38, 39, and 40, BLOCK 112, LOTS 1, 2, 3, 4, 5, 6 and LOTS 35, 36, 37, 38, 39 and 40, BLOCK 113, TERRACE PARK SUBDIVISION UNIT NO. 3 as recorded in Plat Book 14, Page 16, Public Records of Hillsborough County, Florida. Together with those portions of closed streets lying between and/or abutting these blocks, also together with any existing right-of-way to be vacated lying north of and abutting LOTS 1, 2, 3 and 4, BLOCK 110, LOTS 1, 2 and 3, BLOCK 112 and LOTS 1, 2, 3, 4, 5 and 6, BLOCK 113.

AND

A strip of land lying between BLOCKS 109, 110, 111, 112 and 113, TERRACE PARK SUBDIVISION UNIT NO. 3 as recorded in Plat Book 14, Page 16, Public Records of Hillsborough County, Florida and LOTS 51, 52 and 53, TAMPA INDUSTRIAL PARK as recorded in Plat Book 34, Page 79, Public Records of Hillsborough County, Florida less road right-of-way.

AND

The east 18 feet of LOT 3, and LOTS 4 and 5, BLOCK B, LOTS 1 through 9 inclusive, the north 1/2 of LOT 10 and LOTS 46, 47, 48, 49 and 50, BLOCK C, LOTS 1 through 6 inclusive and the north 1/2 of LOT 7, BLOCK E, ELIZABETH COURT as recorded in Plat Book 17, Page 23, Public Records of Hillsborough County, Florida

**EXHIBIT I
ATTENDANCE, HOTEL DEVELOPMENT AND UTILITY DEMAND REPORT
BUSCH GARDENS/ADVENTURE ISLAND DRI**

MOST RECENT CALENDAR YEAR	ATTENDANCE [Combined Busch Gardens/Adventure Island]			HOTEL DEVELOPMENT* Cumulative Rooms Built	ESTIMATED AVERAGE DAILY UTILITY DEMANDS*		
	Year Total	Average Day (Total/365)	Average July Weekday No. % of Max		Possible Water gpd % of Max	Wastewater Treatment gpd % of Max	Solid Waste Disposal Tons/Day % of Max
1998	0	0	0.0%		0	0.0%	0.00
1999	0	0	0.0%		0	0.0%	0.00
2000	0	0	0.0%		0	0.0%	0.00
2001	0	0	0.0%		0	0.0%	0.00
2002	0	0	0.0%		0	0.0%	0.00
2003	0	0	0.0%		0	0.0%	0.00
2004	0	0	0.0%		0	0.0%	0.00
2005	0	0	0.0%		0	0.0%	0.00
2006	0	0	0.0%		0	0.0%	0.00
2007	0	0	0.0%		0	0.0%	0.00
2008	0	0	0.0%		0	0.0%	0.00
2009	0	0	0.0%		0	0.0%	0.00
2010	0	0	0.0%		0	0.0%	0.00
Maximums	Average July Weekday Attendance: 1998-2003 Max = 25,186 + (800.5)(9.18) = 32539 Easter hotel rooms built: 52058 2004-10 Max = 31,618 + (2,000.5)(10.22) = 52058 Easter hotel rooms built: 52058 * = Hotel Rooms Built			2,000	1,061,000 gpd	975,450 gpd	11.79 tons/day

***Utility Demand Estimates:**

Possible Water: 135 gpd per hotel room + 44.4 gpd per attendee, average day;
 Wastewater Treatment: 128 gpd per hotel room + 40.4 gpd per attendee, average day;
 Solid Waste: 4.0 lb/day per hotel room + .875 lb/day per attendee, average day, converted to tons.

**Does not include hotel on property south of Busch Boulevard.

Certified to be true and correct copy.

**EXPLANATION OF DEVELOPMENT ORDER EXHIBIT "I"
ATTENDANCE, HOTEL DEVELOPMENT AND UTILITY DEMAND REPORT
Busch Gardens/Adventure Island DRI Substantial Deviation**

Exhibit "I" of the Busch Gardens/Adventure Island DRI Substantial Deviation Development Order is designed to monitor attendance and hotel development in order to identify the potential for impacts on public transportation facilities and utilities to exceed the levels estimated in the DRI Application for Development Approval (ADA). Exhibit "I" will be updated and submitted with the DRI Annual Status Report for each reporting year.

A. ATTENDANCE

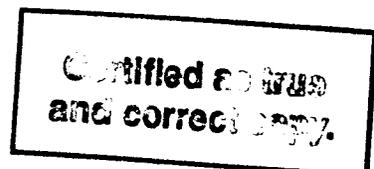
The combined visitor attendance for Busch Gardens and Adventure Island will be reported as follows:

1. **Year Total** -- Total attendees for Busch Gardens and Adventure Island in the most recent calendar year.
2. **Average Day** -- Total attendees divided by days in the year (365). The average daily attendance is used in calculating utility demand estimates as explained later.
3. **Average July Weekday** -- Total July weekday attendance divided by the number of weekdays in July for the most recent calendar year. Average July weekday attendance provides a useful check on the project's transportation impacts since the ADA's estimates of theme park trip generation, including trips by theme park visitors, employees and service providers, were based on estimated attendance levels for an average July weekday in the two analysis years, 2003 and 2010.
4. **Maximum Average July Weekday Attendance** -- Equations beneath the Attendance columns are designed to identify July weekday attendances levels that, based on the ADA's methods and assumptions for estimating attendance-related traffic impacts, would indicate that the project is approaching a 15 percent increase in trips generated over the ADA's trip estimates. The equations are derived from the trip estimating methods presented in ADA Tables 21-B1 through 21-B5 (copies attached) and identify maximums for 2003 and 2010 that represent the following:
 - The ADA's combined attendance projections for Busch Gardens and Adventure Island for the analysis year (21,877 in 2003 and 27,494 in 2010); plus
 - An additional 15 percent increase in those estimates, representing the potential for attendance-related traffic to have also increased to the 15 percent substantial deviation threshold if the ADA's trip generation assumptions are borne out. Note

that this increase isn't applied to hotel-generated traffic, thus creating less likelihood that total project traffic is near the substantial deviation threshold when the attendance maximum is reached; plus

- Additional attendance representing an amount of visitors that is the equivalent in terms of PM peak hour exiting trip generation to hotel rooms that were approved for the analysis year but haven't been built. The attendee:hotel room equivalencies were developed from the PM peak hour exiting trip estimates in Table 21-B5:

Analysis Year	2003	2010
<u>Hotel Trips:Room Ratio</u>		
Trips	258	637
Rooms	800	2,000
Trips per Room	.323	.319
<u>Theme Park Trips:Visitor Ratio</u>		
Trips		
By Busch Gardens Visitors	404	426
By Busch Gardens Employees	188	210
By Adventure Island Visitors	132	177
By Adventure Island Employees	32	47
Total Trips	756	860
Visitor Attendance	21,877	27,494
Trips per Visitor	.035	.031
Visitor:Hotel Ratio based on trips	9.23	10.29



- These ratios represent the visitor equivalency to a hotel room without an adjustment to remove the assumed hotel capture of visitor trips for the unbuilt hotel rooms. The hotel capture of visitor trips is derived by applying estimates from Tables 21-B1 for Busch Gardens and from Table 21-B2 for Adventure Island to the following equation:

<u>Hotel Patrons Visiting Park</u>	X	<u>PM Peak Exiting Trips</u>	
Non-Hotel Visitors ÷ Non-Hotel Visitors		Total Daily Trips	
2003--			
Busch Gardens = 1120 ÷ (15757 ÷ 3339)	X	(404 ÷ 3339)	= 29 trips
Adventure Island = 448 ÷ (4552 ÷ 811)	X	(132 ÷ 811)	= 13 trips
			42 trips
Per hotel room (800 rooms)			= .053 Trips
2010--			
Busch Gardens = 3300 ÷ (16610 ÷ 3520)	X	(426 ÷ 3520)	= 84 trips
Adventure Island = 1500 ÷ (6084 ÷ 1085)	X	(177 ÷ 1085)	= 48 trips
Per Hotel Room (2,000 rooms)			= .066 trips

These trip capture rates are multiplied by the number of hotel rooms that are not built (where "h" equals hotel rooms built as reported on Exhibit "T", unbuilt rooms through 2003 is 800-h, and after 2003 is 2,000-h), and then subtracted to remove the assumed capture associated with unbuilt hotel rooms.

The equations for determining maximum attendance shown on Exhibit "T" are developed by expressing the factors described above in equation form, as follows:

$$\begin{aligned}
 \text{Maximum Attendance through 2003} &= (21,877)(1.15) + 9.23(800-h) - .053(800-h) \\
 &= 25,186 + (800-h)(9.23-.053) \\
 &= 25,186 + (800-h)(9.18)
 \end{aligned}$$

$$\begin{aligned} \text{Maximum Attendance after 2003} &= (27,494)(1.15) + 10.29(2000-h) - .066(2000-h) \\ &= 31,618 + (2000-h)(10.29 - .066) \\ &= 31,618 + (2000-h)(10.22) \end{aligned}$$

Examples:

1. Cases where all of the hotel rooms proposed for the period are built:

- 2003 or earlier (800 hotel rooms)--

$$\begin{aligned} &= 25,186 + (800-800)(9.18) \\ &= 25,186 + (0)(9.18) \\ &= 25,186 \end{aligned}$$
- After 2003 (2,000 hotel rooms)--

$$\begin{aligned} &= 31,618 + (2000-2000)(10.22) \\ &= 31,618 \end{aligned}$$

For these cases, the attendance maximum is only the 15 percent increase over the period's attendance projection, with no attendance added for unbuilt hotel rooms.

2. Cases where only a portion of the hotel rooms Proposed for the period are built:

- 2003 or earlier, 600 of 800 built --

$$\begin{aligned} &= 25,186 + (800-600)(9.18) \\ &= 25,186 + (200)(9.18) \\ &= 25,186 + 1,836 \\ &= 27,022 \end{aligned}$$
- After 2003, 1,600 of 2,000 built --

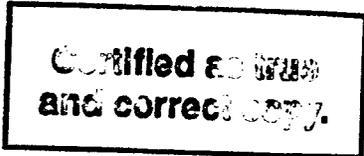
$$\begin{aligned} &= 31,618 + (2000-1600)(10.22) \\ &= 31,618 + (400)(10.22) \\ &= 31,618 + 4,088 \\ &= 35,706 \end{aligned}$$

For these cases, attendance representing the trip generating equivalent of unbuilt hotel rooms is added.

B. HOTEL DEVELOPMENT

This column is used to report the total number of hotel rooms built to-date. Rooms built on property on the south side of Busch Boulevard are not included in this total since those represent an alternative to commercial use based on equivalency of trips generated.

C. ESTIMATED AVERAGE DAILY UTILITY DEMANDS



Potable water, wastewater treatment and solid waste disposal demands for the project were estimated in the ADA using the demand generation rates per hotel room and per attendee shown in the footnote at the bottom of Exhibit "I". The demand estimate is updated each year by applying the attendee and hotel demand rates for each utility to the actual average daily attendance and hotel development reported for the most recent calendar year, and then recording the total of these in the "gpd" (gallons per day) column under each utility.

Maximums listed at the bottom of each utility group are the ADA's total demand estimate for that utility at the end of the approved development period. Columns are provided to express each year's updated estimates as a percent of these maximums. This enables potential for exceedances of those estimates to be detected and addressed before they occur.

1st Amendment



CITY OF TAMPA

Janett S. Martin, City Clerk

Office of City Clerk

December 23, 1997

Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg FL 33702

RE: Petition No. DZ81-38 First Amendment to Preliminary Agreement
For Busch Gardens Hotel Project
Resolution No. 97-1781

Dear Sir:

The enclosed document is being transmitted for your information and record keeping process. If further information is needed, please contact the office of Land Development Coordination, at (813) 274-8405.

Sincerely,

Janett S. Martin
City Clerk

JM/gg

Enclosure: Certified Copy of Resolution 97-1781

Certified Mail

TBRPC - Cent Meet

RESOLUTION NO. 97- 1781

A RESOLUTION APPROVING A FIRST AMENDMENT TO PRELIMINARY DEVELOPMENT AGREEMENT FOR BUSCH GARDENS HOTEL PROJECT BETWEEN BUSCH ENTERTAINMENT CORPORATION AND THE CITY OF TAMPA, FLORIDA, PROVIDING FOR THE DEVELOPMENT OF LANDS KNOWN AS BUSCH GARDENS, WITHIN THE CITY OF TAMPA, WHICH DEVELOPMENT WILL USE CITY FACILITIES AND SERVICES; AUTHORIZING EXECUTION THEREOF BY THE MAYOR OF THE CITY OF TAMPA; PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF TAMPA, FLORIDA:

Section 1. That the First Amendment to Preliminary Development Agreement for Busch Gardens Hotel Project between Busch Entertainment Corporation and the City of Tampa, Florida, providing for the development of lands known as Busch Gardens within the City of Tampa, which development will use City facilities and services, under the terms and conditions set out in the copy of said First Amendment to Agreement attached hereto and by reference made a part hereof, is hereby approved in its entirety.

Section 2. That the Mayor of the City of Tampa is authorized and empowered to execute and the City Clerk to attest and affix the Official Seal of the City of Tampa to the First Amendment to Preliminary Development Agreement for Busch Gardens Hotel Project on behalf of the City.

Section 3. That the proper officers of the City of Tampa, Florida, be and they are hereby authorized and empowered to do all things necessary and proper to carry out and make effective the provisions of this resolution.

Section 4. That this resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED BY THE CITY COUNCIL OF THE CITY OF TAMPA, FLORIDA, ON DEC 18 1997

ATTEST:

Janett S. Martini
CITY CLERK

Ronnie Mason
CHAIRMAN, CITY COUNCIL

Approved as to Form:

Andrea E. Zelman
ANDREA E. ZELMAN
ASSISTANT CITY ATTORNEY

State of Florida
County of Hillsborough

This is to certify that the foregoing is a true and correct copy of Resolution 97-1781 on file in my office
Witness my hand and official seal this 23rd day of JANUARY 1997
Gail A. Anderson
BY GAIL A. ANDERSON, DEPUTY CITY CLERK

This Instrument prepared by
and after recording return to:
James H. Shimberg, Jr.
Holland & Knight
Post Office Box 1288
Tampa, Florida 33601

FOR RECORDER'S USE ONLY

FIRST AMENDMENT TO PRELIMINARY DEVELOPMENT AGREEMENT
FOR BUSCH GARDENS HOTEL PROJECT

THIS FIRST AMENDMENT is entered into by and between BUSCH ENTERTAINMENT CORPORATION, a Delaware corporation ("Developer"), and the CITY OF TAMPA, FLORIDA, a municipal corporation organized and existing under the State of Florida ("City"), subject to all other governmental approvals and solely at the risk of the Developer.

WHEREAS, the City, along with Hillsborough County, has been designated a Sustainable Community, pursuant to Section 163.3244, Florida Statutes under the terms of a Sustainable Communities Designation Agreement between the Florida Department of Community Affairs ("Department"), the City, and Hillsborough County; and

WHEREAS, the Sustainable Communities Designation Agreement exempts new developments of regional impact ("DRIs") within a designated area, from the Department's exercise of general supervision of the administration and enforcement of Chapter 380, Florida Statutes, which includes provisions relating to DRIs; and

WHEREAS, the Sustainable Communities Designation Agreement authorizes the City to enter into preliminary development agreements (pursuant to Subsection 380.06(8), Florida Statutes and Rule 9J-2.0185, Florida Administrative Code ("FAC")); and

WHEREAS, the State of Florida, Department of Community Affairs ("Department"), the agency formerly with the authority to enter into preliminary development agreements, and the Developer entered into a Preliminary Development Agreement, dated as of March 21, 1997, (the "Agreement") which agreement was recorded in the public records of Hillsborough County, Florida at Official Records Book 8504, page 0405; and

WHEREAS, Developer has complied with the terms of the Agreement by filing its Application for Development Approval within the timeframe outlined in the Agreement; and

**Certified as true
and correct copy**

WHEREAS, the Agreement permits the development of a hotel consisting of up to 680 rooms (the 400 rooms approved pursuant to the Phase I Development Order and 280 rooms pursuant to the PDA) and related meeting facilities, restaurants, lounges, recreational amenities and parking for hotel guests; and

WHEREAS, the Developer now intends to build an initial hotel consisting of up to 800 rooms and has requested that the Agreement be amended to add an additional 120 rooms; and

WHEREAS, the impacts of the additional 120 rooms have been reviewed by the City; and

WHEREAS, except as modified herein, all other terms and conditions of the Agreement shall remain in full force and effect.

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

1. Paragraph 4 of the Agreement is hereby amended and revised to allow development of up to 800 rooms prior to the approval of the Phase II Development Order.

2. Unless alternative mitigation measures are approved as part of the substantial deviation process, mitigation for hotel rooms not approved as a part of the Phase I Development Order (400 rooms) will be pursuant to payment of City transportation impact fees.

3. Should the substantial deviation application not be approved or should it be withdrawn by the Developer within twelve (12) months of the execution of this First Amendment, the Developer, within forty-five (45) days of such denial or withdrawal, shall file a DRI Amendment addressing the impacts of the hotel project only. The DRI Amendment shall include a transportation analysis addressing the hotel impacts including but not limited to site access, acceleration/deceleration lanes, and drop-off areas. The Developer shall also make provisions for right-of-way and/or stormwater improvements on 40th Street as mutually agreed upon with City transportation staff.

4. Except as modified herein, all other terms and conditions of the Agreement shall remain in full force and effect.

**Certified as true
and correct copy.**

[signature page]

"DEVELOPER"

Signed in the presence of
two witnesses:

BUSCH ENTERTAINMENT CORPORATION,
a Delaware Corporation

(sign) _____
(print) _____

By: _____
Print Name: Robin D. Carson
Its: Executive Vice President and
General Manager

(sign) _____
(print) _____

Date: _____

"CITY"

CITY OF TAMPA, FLORIDA

By: _____
Print Name: Dick Greco
Its: Mayor
Date: _____

Approved as to form and legal
sufficiency:



City Attorney

**Certified as true
and correct copy.**

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this ____ day of _____, 1997, by Robin Carson as Vice President and General Manager of BUSCH ENTERTAINMENT CORPORATION, a Delaware corporation, on behalf of the corporation. He is personally known to me/has produced _____ as identification.

Notary Public, State of _____
My commission expires: _____

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this ____ day of _____, 1997, by Mayor Dick Greco. He is personally known to me/has produced _____ as identification.

Notary Public, State of _____
My commission expires: _____

TPA2-450658.2
25771-19

**Certified as true
and correct copy.**



STATE OF FLORIDA
DEPARTMENT OF COMMUNITY AFFAIRS
EMERGENCY MANAGEMENT • HOUSING AND COMMUNITY DEVELOPMENT • RESOURCE PLANNING AND MANAGEMENT

LAWTON CHILES
Governor

March 24, 1997

JAMES F. MURLEY
Secretary

Mr. James H. Shimberg
Holland & Knight
Post Office Box 1288
Tampa, FL 33601-1288

Re: Busch Gardens/Adventure Island; File No. AGM-897-030

Dear Mr. Shimberg:

Enclosed is a copy of the executed agreement for Busch Gardens/Adventure Island. Please record this agreement or a notice of preliminary development agreement with the clerk of the circuit court pursuant to subparagraph 380.06(8)(a)10., Florida Statutes, and provide the Department with a copy of the recorded agreement within two weeks.

If you have any questions, please call Darrin Taylor in the Bureau of Local Planning at (904) 488-4925.

Sincerely,

D. Ray Eubanks
Planning Manager

DRE/dh

Enclosure

cc: Mr. Tim Butts, Tampa Bay RPC (with enclosure)
City of Tampa (with enclosure)

2555 SHUMARD OAK BOULEVARD • TALLAHASSEE, FLORIDA 32399-2100

FLORIDA KEYS AREA OF CRITICAL STATE CONCERN
FIELD OFFICE
2796 Overseas Highway, Suite 212
Marathon, Florida 33050-2227

SOUTH FLORIDA RECOVERY OFFICE
P.O. Box 4022
8600 N.W. 36th Street
Miami, Florida 33159-4022

GREEN SWAMP AREA OF CRITICAL STATE CONCERN
FIELD OFFICE
155 East Summerlin
Bartow, Florida 33830-4641

PRELIMINARY DEVELOPMENT AGREEMENT
FOR BUSCH GARDENS HOTEL PROJECT

THIS AGREEMENT is entered into by and between BUSCH ENTERTAINMENT CORPORATION, a Delaware corporation ("Developer"), and the STATE OF FLORIDA, DEPARTMENT OF COMMUNITY AFFAIRS ("Department"), subject to all other governmental approvals and solely at the risk of the Owner.

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, which includes provisions relating to developments of regional impact ("DRI"); and

WHEREAS, the Department is authorized to enter into preliminary development agreements pursuant to Subsection 380.06(8), Florida Statutes and Rule 9J-2.0185, Florida Administrative Code ("FAC"); and

WHEREAS, the Developer represents and states that:

A. The Developer, and the following Anheuser-Busch affiliates represented by Developer: Anheuser Busch Inc., Anheuser-Busch Companies, Inc., Bannon Corporation, and Civic Center Corporation, are the current record owners of fee simple title to approximately 361 acres located in the City of Tampa, Hillsborough County, Florida more particularly described in Exhibit "A" attached hereto and by this reference made a part hereof (hereinafter referred to as the "Subject Property"). The Subject Property contains the Busch Gardens/Adventure Island theme park complex. Approximately 16.63 acres within the Subject Property owned by Anheuser-Busch, Inc. was the site of the Anheuser-Busch Tampa Brewery which received a Binding Letter of Vested Rights (BLIVR-887-010) and Binding Letter of Interpretation for Development of Regional Impact Status (BLID-887-039) in August, 1982. The brewery was closed in 1995 and the brewery property will be incorporated into the Busch Gardens theme park. No other person or legal entity has any interest in the Subject Property, including but not limited to, rights arising out of a contract for sale for any portion of the Subject Property.

B. The Developer is the developer and owner of the Busch Gardens/Adventure Island DRI project located on the Subject Property (hereinafter referred to as the "Phase I Development"). The Phase I Development has been developed pursuant to that certain DRI Development Order for Busch Gardens approved by the City of Tampa, dated September 23, 1981, as amended by that certain First Amendment to Development Order dated November 2, 1987, and amended by that certain Second Amendment to Development Order dated September 12, 1991, and as amended by that certain Third Amendment to Development Order dated June 16, 1994, and as

further amended by that certain Fourth Amendment to Development Order dated December 20, 1994, Florida (hereinafter together referred to as the "Phase I Development Order"). The Phase I Development Order allows development based on certain thresholds of infrastructure use. The original Application for Development Approval analysis included the impacts of a 400 room hotel as well as certain attendance thresholds which have not yet been attained; and

C. The Developer intends to amend the Phase I Development Order to include the following items: (i) extend the original development period to 2010; (ii) incorporate five (5) additional tracts of land, totaling approximately 34 acres into the DRI; (iii) expand the existing DRI approval of 400 hotel rooms to include two hotels with a maximum of 2,000 rooms, along with related meeting facilities, restaurants, lounges, recreational amenities, and parking for hotel guests and meeting attendees; (iv) changes to parking and related visitor transport systems to maintain safe and efficient vehicle flow and movement of visitors to and from park entries; and (v) designate appropriate land uses to the DRI master plan for the properties to be added to the DRI, plus certain changes to lands interior to the existing DRI; (hereinafter together referred to as the "Phase II Project"). Exhibit "B" attached hereto and by reference made a part hereof is a map showing the original DRI boundaries, the 34 acres to be added to the DRI, and the proposed boundaries of the first hotel site;

D. The Developer proposes to: begin a hotel project of up to 680 rooms (400 of which were already approved pursuant to the Phase I Development Order) and related meeting facilities and amenities, prior to issuance of an amended development order for the Phase II Project; and

E. The Phase II Project will be a substantial deviation to the DRI, and the Developer will fully comply with Chapter 380, Florida Statutes, by filing an Application for Development Approval, to be filed in the form of a substantial deviation to the Phase I Development Order under Section 380.06(19), Florida Statutes; and

F. The preliminary development authorized by this Agreement is limited to lands which are within the boundaries of the original development order and which are suitable for development; and

G. The existing public infrastructure will accommodate the uses planned for the preliminary development authorized by this Agreement, when such development will utilize public infrastructure; and

H. The preliminary development authorized by this Agreement will not result in material adverse impacts to existing or planned facilities.

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

1. The Developer asserts and warrants that all the representations and statements concerning the Phase II Project made to the Department and contained in this Agreement are true, accurate and complete. Based upon said representations and statements, the Department concludes that this Agreement is in the best interest of the State, is beneficial to the Department in its role as the state agency with the responsibility for the administration and enforcement of Chapter 380, Florida Statutes, and reasonably applies and effectuates the provisions and purposes of Chapter 380, Florida Statutes.

2. The Phase II Project is a substantial deviation to the DRI as defined by Section 380.06(19), Florida Statutes. On August 26, 1996, the Developer met with the Tampa Bay Regional Planning Council (hereinafter referred to as the "TBRPC") for the pre-application conference required by Subsection 380.06(7), Florida Statutes. Within four (4) months from the date of execution of this Agreement, the Developer shall file an Application for Development Approval (hereinafter referred to as the "ADA") for the Phase II Project. The ADA for the Phase II Project will be filed in the form of a substantial deviation to the Phase I Development Order, pursuant to Section 380.06(19), Florida Statutes. The ADA shall assess all the cumulative impacts associated with the entire development, including the preliminary development authorized by this Agreement and shall include a comprehensive transportation analysis identifying the cumulative impacts of development and appropriate mitigation of impacts pursuant to Rule 9J-2.045, F.A.C..

3. Time is of the essence. Failure to timely file the ADA, or to otherwise diligently proceed in good faith to obtain a final development order, shall constitute a breach of this Agreement. In the event of such a breach, the Developer shall immediately cease all development which is not authorized by the Phase I Development Order.

4. The Developer may undertake the following preliminary development after the date of execution of this Agreement and prior to issuance of an amended development order covering the Phase II Project:

- (A) The Developer shall be permitted to develop a hotel consisting of up to 680 rooms (the 400 rooms approved pursuant to the Phase I Development Order and 280 rooms

pursuant to this Agreement) and related meeting facilities, restaurants, lounges, recreational amenities and parking for hotel guests on the hotel site depicted on Exhibit "B". No other development, as defined by Subsection 380.04, Florida Statutes, not approved by either the Phase I development order, this Agreement, or otherwise approved by the City of Tampa, shall occur until such time as a final development order is approved for the Phase II Project. The preliminary development authorized by this paragraph shall be subject to the terms and conditions of the final development order.

5. The preliminary development authorized by this Agreement is 80% of any applicable numerical DRI thresholds and standards for the Phase II Project.

6. The Developer shall not claim vested rights, or assert equitable estoppel, arising from this Agreement or any expenditures or actions taken in reliance on this Agreement to continue with the total proposed development beyond the preliminary development. This Agreement shall not entitle the Developer to a final DRI development order approving the total proposed development nor to particular conditions in a final development order.

7. In the event of a breach of this Agreement or failure to comply with any condition of this Agreement, or if this Agreement is based upon materially inaccurate information, the Department may terminate this Agreement or file suit to enforce this Agreement as provided in Sections 380.06 and 380.11, Florida Statutes, including a suit to enjoin all development.

8. Nothing in this Agreement shall constitute a waiver by any party of the right to appeal any development order pursuant to Section 380.07, Florida Statutes.

9. The restrictions and conditions of the final development order issued pursuant to Chapter 380, Florida Statutes, shall supersede the restrictions and conditions upon development of the Phase II Project as set forth in this Agreement.

10. This Agreement affects the rights and obligations of the parties under Chapter 380, Florida Statutes. It is not intended to determine or influence the authority or decisions of any other state or local government or agency in the issuance of any other permits or approvals which might be required by state law or local ordinance for any development authorized by this agreement. This Agreement shall not prohibit the TBRPC from reviewing or commenting on any regional issue that the TBRPC determines should be included in the TBRPC's report on the ADA submitted for the Phase II Project.

11. The terms and conditions of this Agreement shall inure to the benefit of and be binding upon the heirs, personal representatives, successors and assigns of the parties hereto. The Developer shall ensure and provide that any successor in interest in and to any lands or parcels affected by this Agreement is bound by the terms of this Agreement. The Developer shall record a Notice of this Agreement which complies with Section 380.06(8)(a)10., Florida Statutes, in the Official Records of Hillsborough County, Florida, and shall provide the Department with a copy of the recorded Notice (including book and page number) within two (2) weeks of the date of execution of this Agreement.

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

Signed in the presence of
two witnesses:

(sign) Mark O. Rose
(print) MARK O. ROSE
(sign) Ward A. Greene
(print) WARD A. GREENE

BUSCH ENTERTAINMENT CORPORATION,
a Delaware Corporation

By: Robin D. Carson
Print Name: Robin D. Carson
Its: Exec VP + GM
Date: 3/14/97

"DEVELOPER"

Signed in the presence of
two witnesses:

(sign) Darrin F. Taylor
(print) DARRIN F. TAYLOR
(sign) Jan Branch
(print) Jan Branch

DEPARTMENT OF COMMUNITY AFFAIRS

By: J. Thomas Beck
Print Name: J. Thomas Beck
Its: Chief, Bureau of Local Planning
Date: 3-21-97

"DEPARTMENT"

Approved as to form and legal
sufficiency:

Sherry A. Spiers
Attorney Department of
Community Affairs

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 14th
day of March, 1997, by Robin Carson as Exec VP + Gen. Mgr.
of BUSCH ENTERTAINMENT CORPORATION, a Delaware corporation, on
behalf of the corporation.



PEGGY ANN DOWNUM
COMMISSION # CC 490439
EXPIRES OCT 10, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Peggy Ann Downum
Notary Public, State of Florida
My commission expires: 10-10-99

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 21st
day of March, 1997, by J. Thomas Beck
of the DEPARTMENT OF COMMUNITY AFFAIRS, an agency of the State of
Florida, on behalf of the Department.



TPA2-373708.4
25771-19

Lavoise Whittington
Notary Public, State of Florida
My commission expires: 8/12/97

EXHIBIT A

BUSCH GARDENS LEGAL DESCRIPTION

(SHEET 1 OF 2)

LOTS 1 to 8 inclusive, LOTS 1A to 8A inclusive, LOTS 25 to 32 inclusive, LOTS 25A to 32A inclusive in Section 20, Township 28 South, Range 19 East, and the vacated streets lying within or abutting, TEMPLE TERRACES as recorded in Plat Book 25, Page 66, Public Records of Hillsborough County, Florida less right-of-way for SR 583 and SR 580.

AND

LOTS 24, 40, 41, 46 through 53 inclusive, LOT 42 less the easterly 315.29 feet thereof, LOT 39-A less the north 370.10 feet thereof and LOT 39 less the north 370.10 feet of the east 78.47 feet thereof, TAMPA INDUSTRIAL PARK as recorded in Plat Book 34, Page 79, Public Records of Hillsborough County, Florida less road right-of-way.

AND

That part of LOT 62 in Section 17, Township 28 South, Range 19 East, TEMPLE TERRACES as recorded in Plat Book 25, Page 64, Public Records of Hillsborough County, Florida lying south of Bougainvillea Avenue, east of LOT 39A, north and west of the railroad and utilities easement as shown on the plat of TAMPA INDUSTRIAL PARK as recorded in Plat Book 34, Page 79, Public Records of Hillsborough County, Florida.

AND

LOTS 1, 2, 3 and 4, COLBY RESUBDIVISION as recorded in Plat Book 56, Page 46, Public Records of Hillsborough County, Florida.

AND

LOTS 1 to 20 inclusive, LOTS 25 to 40 inclusive, BLOCK 109, all of BLOCK 110, LOTS 3, 38, 39 AND 40, BLOCK 111, LOTS 1, 2, 3, 38, 39 and 40, BLOCK 112, LOTS 1, 2, 3, 4 and LOTS 37, 38, 39 and 40, BLOCK 113, TERRACE PARK SUBDIVISION as recorded in Plat Book 14, Page 16, Public Records of Hillsborough County, Florida. Together with those portions of closed streets between these blocks.

AND

A strip of land lying between BLOCKS 109, 110, 111, 112 and 113, TERRACE PARK SUBDIVISION as recorded in Plat Book 14, Page 16, Public Records of Hillsborough County, Florida and LOTS 51, 52 and 53, TAMPA INDUSTRIAL PARK as recorded in Plat Book 34, Page 79, Public Records of Hillsborough County, Florida less road right-of-way.

AND

The east 18 feet of LOT 3, and LOTS 4 and 5, BLOCK B, LOTS 1 through 9 inclusive, the north 1/2 of LOT 10 and LOTS 46, 47, 48, 49 and 50, BLOCK C, LOTS 1 through 6 inclusive and the north 1/2 of LOT 7, BLOCK E, ELIZABETH COURT as recorded in Plat Book 17, Page 23, Public Records of Hillsborough County, Florida

ADVENTURE ISLAND

BLOCKS 74, 75, 76, 77 and 78, TERRACE PARK UNIT 4 as recorded in Plat Book 16, Page 54, Public Records of Hillsborough County, Florida. Together with those portions of closed streets between these blocks.

AND

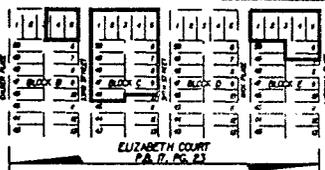
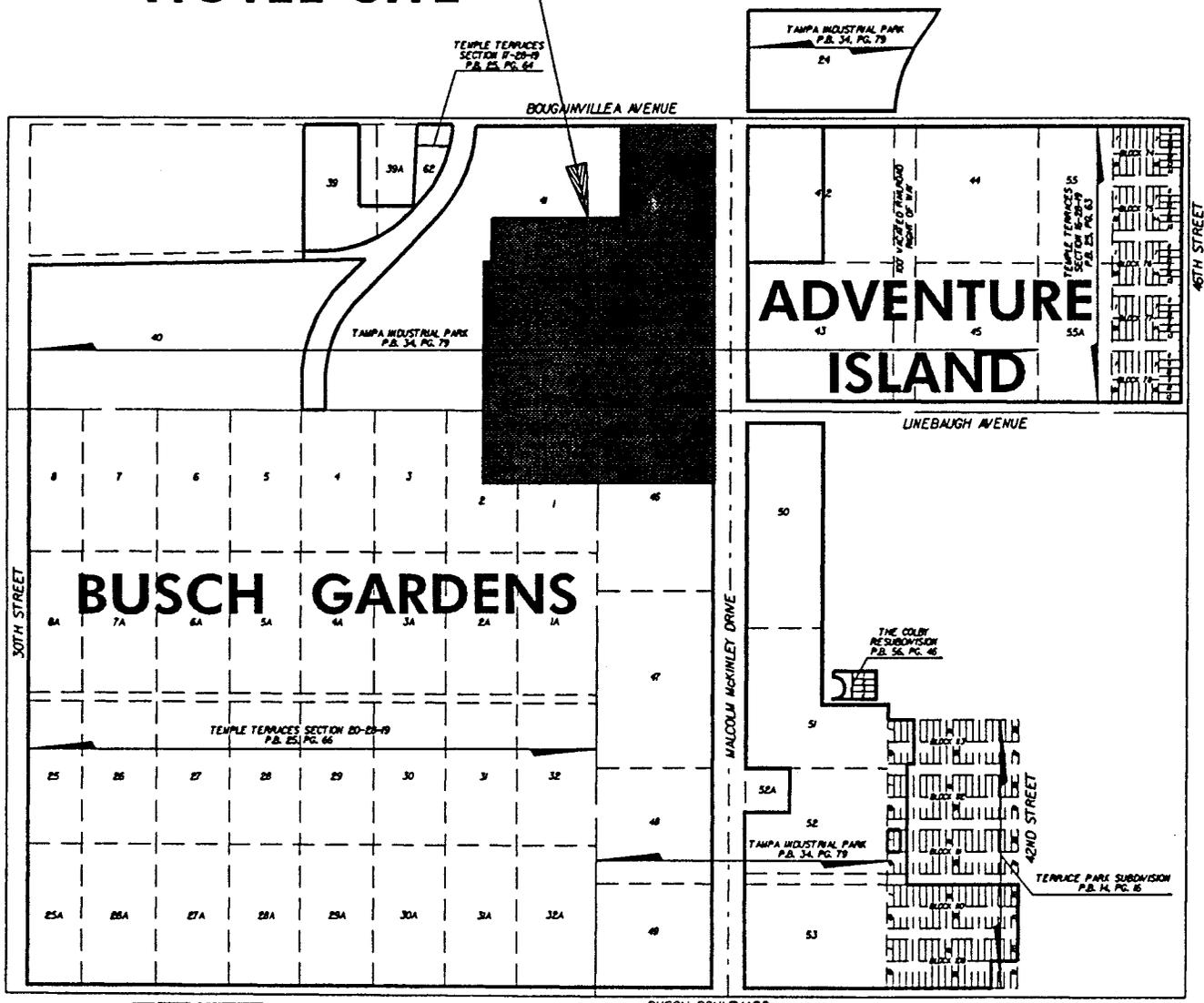
TRACTS 55 and 55A in Section 16, Township 28 South, Range 19 East, TEMPLE TERRACES, as recorded in Plat Book 16, Page 54, Public Records of Hillsborough County, Florida as recorded in Plat Book 25, Page 66, Public Records of Hillsborough County, Florida less road right-of-way.

AND

The easterly 315.29 feet of LOT 42 and LOTS 43, 44 and 45, TAMPA INDUSTRIAL PARK as recorded in Plat Book 34, Page 79, Public Records of Hillsborough County, Florida together with the 100 foot vacated railroad right-of-way lying between LOTS 42, 43, 44 and 45.

SECTIONS 16, 17, 20 & 21
TOWNSHIP 28 SOUTH, RANGE 19 EAST
CITY OF TAMPA

**PROPOSED
HOTEL SITE**



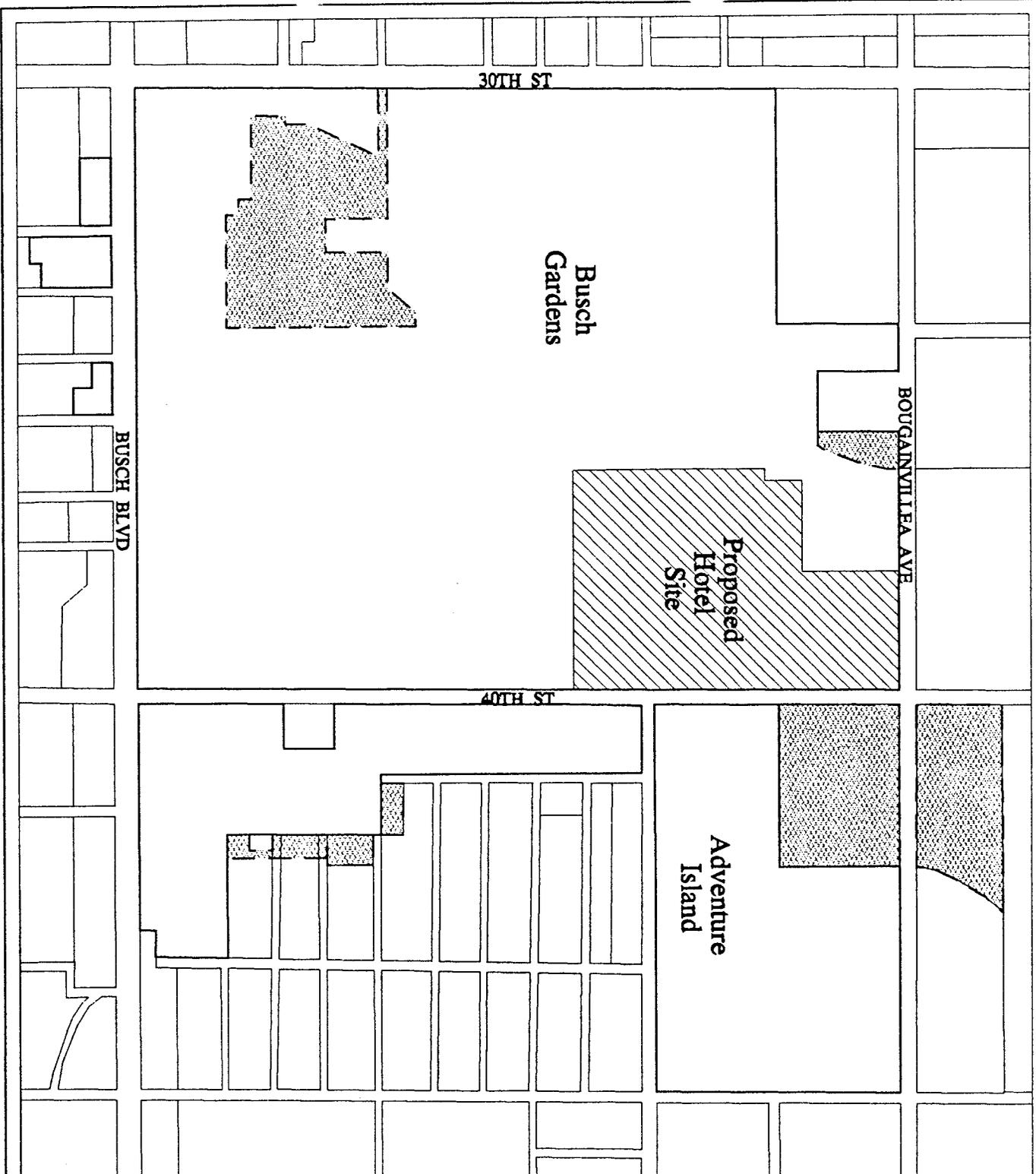


Exhibit B
Busch Gardens
and
Adventure Island

- Original DRI Boundaries
- - DRI Substantial Deviation
- ▨ Proposed Hotel Site
- ▤ New Properties to be Added to the DRI

Map Scale = 1:9,000

BUSCH GARDENS
 Date: April 1, 1997

Coastal Environmental, Inc
 Map Publication No. S9795801