



STATE OF FLORIDA
DEPARTMENT OF COMMUNITY AFFAIRS
"Dedicated to making Florida a better place to call home"

JEB BUSH
Governor

THADDEUS L. COHEN, AIA
Secretary

December 13, 2004

Mr. Randy Coen
WilsonMiller
1101 Channelside Drive, Suite 4
Tampa, Florida 33602

Re: FOUNTAIN SQUARE; File Number AGM-804-005

Dear Mr. Coen:

Enclosed is a copy of the executed agreement for FOUNTAIN SQUARE. If you have any questions, please call Anoch P. Lanh in the Bureau of Local Planning at (850) 488-4925.

Sincerely,

D. Ray Eubanks
Community Program Administrator

DRE/dh

Enclosure

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

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

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

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

EMERGENCY MANAGEMENT
2555 Shumard Oak Boulevard
Tallahassee, FL 32399-2100
(850) 413-9569

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

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

This Agreement ("Agreement") is entered into by and between FOUNTAIN SQUARE PROPERTY OWNERS ASSOCIATION ("FSPOA"), THE CITY OF TAMPA, FLORIDA (the "City") and STATE OF FLORIDA, DEPARTMENT OF COMMUNITY AFFAIRS ("Department") subject to all other governmental approvals and solely at FSPOA's own risk.

WHEREAS, FSPOA is a duly incorporated and active (state) corporation and is the developer of the Fountain Square Office Park Development of Regional Impact "DRI"; and

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

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

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

WHEREAS, FSPOA, the City and the Department desire to enter into this Section 380.032(3), F.S., Agreement; and

WHEREAS, on June 21, 1985, the City enacted, by Ordinance, a Development Order, Ordinance No. 8917-A for Fountain Square Office Park (formerly known as Colonial Penn Office Park), permitting development of 526,000 square feet of general office land use (the "Original Development Order"); and

WHEREAS, on April 7, 1989, the City enacted, by Ordinance, an amendment to the Development Order, Ordinance No.89-81, for the Fountain Square Office Park (formerly known as Colonial Penn Office Park) (the "First Amendment"), increasing the permitted development within the Colonial Penn Office Park (which became known as, and will hereinafter be referred to, as the "Fountain Square Office Park") by 50,000 square feet to 576,000 of general office land use; and

WHEREAS, on June 10,1991, the City enacted, by Ordinance, an Amendment to the Development Order, Ordinance No.91-90, for the Fountain Square Office Park (the "Second Amendment"), which Second Amendment increased the permitted development within the Fountain Square Office Park to include a school/training facility containing up to 150,000 square feet, and with a maximum population of 150 students; and

WHEREAS, on December 3, 1992, the City enacted by Ordinance, an Amendment to the Development Order, Ordinance No.92-188, for the Fountain Square Office Park (the "Third Amendment"), which Third Amendment extended the date of buildout of the development until December 15, 1994 and the termination date for the development approved by said Development Order Amendment until June 21, 1997; and

WHEREAS, on May 20, 1994, the City enacted, by ordinance, a Substantial Deviation to the Original Development Order, as amended, Ordinance No.94-85 (the "Substantial Deviation Development Order"), increasing the permitted development within the Fountain Square Office Park by 400,000 square feet to 976,000 square feet of general office land use, deleting the permitted 150,000 square foot school/training facility land use, and extending the date of buildout for the development until December 31, 1997; and

WHEREAS, on December 16, 1994, the City enacted, by ordinance, an amendment to the Development Order, Ordinance No. 94-277, for the Fountain Square Office Park ("First Amendment" to the Substantial Deviation Development Order), extending the buildout date and the effectiveness of the Substantial Deviation Development Order until December 25, 2002 and June 28, 2004, respectively; and

WHEREAS, the DRI is currently approved for 976,000 gross square feet of office uses and associated parking; and

WHEREAS, a total of 705,100 gross square feet of office uses and associated parking have been constructed; and

WHEREAS, a total of 270,900 gross square feet of office uses and associated parking remain undeveloped; and

WHEREAS, FSPOA desires to potentially develop no more than 150,000 gross square feet of the 270,900 gross square feet of office uses and associated parking entitlements that remain under the DRI's Substantial Deviation Development Order (referred to as the "Future Development"); and

WHEREAS, all Fountain Square Office Park Development Order requirements for the contribution of funds and public facilities expressly designated and used to mitigate impacts attributable to the approved development have been satisfied.

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

1. The parties agree that pursuant to Section 380.06(15)(g)(3), F.S., the DRI is "essentially built-out" because (a) the development is in compliance with all applicable terms and conditions of the Fountain Square Office Park DRI Development Order except the buildout date, and (b) the amount of development that remains to be built (150,000 gross square feet of office uses and associated parking) does not create the likelihood of

any additional impacts not previously reviewed and/or is less than the substantial deviation threshold specified in Section 380.06 (19) (b), F.S. for the office land use category.

2. Notwithstanding the buildout date contained within the Fountain Square Office Park DRI Development Order and due to the essentially built out status of the DRI, the Future Development defined as 150,000 gross square feet of office uses and associated parking may proceed in accordance with the applicable terms and conditions of the Substantial Deviation Development Order without further DRI review, including review under Section 380.06 (19) F.S. A revised Map "H" is attached hereto and incorporated by reference as Exhibit A. The DRI legal description is attached as Exhibit B. The 150,000 gross square feet of office and associated parking Future Development) shall not be required to undergo a concurrency or transportation analysis of a period of five (5) years from the effective date of the Agreement and then such analysis shall only be required if the Future Development is not constructed by that date. The legal description of the location of the Future Development is attached as Exhibit C and is shown on an aerial photograph attached as Exhibit D. Except as provided herein, the Future Development and any additional changes to the DRI shall be subject to the City of Tampa's Code of Ordinances and the City of Tampa's Comprehensive Plan, including payment of applicable transportation impact fees. In addition, certain property along Memorial Highway, as described in attached Exhibit E, shall be conveyed to the City of Tampa in fee or as a transportation easement when requested and shall be creditable against impact fees pursuant to the City of Tampa Transportation Impact Fee Ordinance.

3. The parties agree that the DRI shall be bound by the development table attached hereto as Exhibit E and that a request for development in excess of the Future Development is unlikely to occur. Nevertheless, in the unlikely event that development in excess of the Future Development is requested, such development shall be subject to Section 380.06 (19) (b), F.S. and FSPOA shall be required to complete a cumulative analysis of the impacts for the proposed additional development and existing development within the DRI.

4. After the effective date of this Agreement, FSPOA shall no longer be required to file annual reports pursuant to Section 380.06(18), F.S.

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

6. The current Transportation System Management (TSM) practices, or other similar practices achieving similar results, shall remain in effect from the duration of this Agreement.

7. The development shall connect to and utilize the City non-potable water system for irrigation purposes, if and when made available by the City adjacent to development.
8. In the event of a breach of this Agreement or failure to comply with any condition of this Agreement, or if this agreement is based upon materially inaccurate information, the Department or the City may terminate this Agreement or file suit to enforce this Agreement as provided in Sections 380.06 and 380.11, F.S.
9. Nothing in this Agreement shall constitute a waiver by any party of the right to appeal any development order pursuant to Section 380.07, F.S., except as acknowledged herein.
10. This Agreement affects the rights and obligations of the parties under Chapter 380, F.S. It is not intended to determine or influence the authority or decisions of any other state or local government or agency in issuance of any other permits or approvals which might be required by state law or local ordinance for any development authorized by this Agreement. This Agreement shall not prohibit the regional planning agency from commenting on any regional issue. Any amendment to or modification of this Agreement shall not be effective unless contained in writing signed by the parties.
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. FSPOA 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. FSPOA shall record this Agreement in the Official Records of Hillsborough County, Florida, and shall provide the Department with a copy of the recorded Agreement, including Book and Page number within two (2) weeks of the date of execution of the Agreement.
12. The effective date and date of execution of this Agreement shall be the date that the last party signs and acknowledges this Agreement.

(The remaining portion of this page has been intentionally left blank.)

ATTEST:

By: Shirley Fox-Krowles
City Clerk/Deputy City Clerk

Approved as to form:

By: [Signature]
Assistant City Attorney

CITY OF TAMPA, FLORIDA

By: [Signature]
Pam Iorio, Mayor

The execution of this document was authorized
by Resolution No. 2004-1128
[Signature]
(signature)
 City Attorney
 Chief Assistant City Attorney

ATTEST:

By: [Signature]
Print Name: Steven Noe

FOUNTAIN SQUARE PROPERTY OWNERS ASSOCIATION

By: [Signature]
Print Name: Barry W. Fiesch
Its: President

ATTEST:

By: _____
Print Name: _____

STATE OF FLORIDA
DEPARTMENT OF
COMMUNITY AFFAIRS

By: [Signature]
VALERIE J. HUBBARD, AICP
12/11/04

Approved as to form:

[Signature]
Counsel
State of Florida Department of Community Affairs

Exhibit E

Memorial Highway Legal Description

DESCRIPTION

A PARCEL OF LAND LYING AND BEING IN LOT 1, BLOCK 1 OF FOUNTAIN SQUARE, ACCORDING TO A MAP OR PLAT THEREOF, AS RECORDED IN PLAT BOOK 74, PAGE 49 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA, SAID PARCEL BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHWEST CORNER OF SECTION 7, TOWNSHIP 29 SOUTH, RANGE 18 EAST, HILLSBOROUGH COUNTY, FLORIDA, AND RUN THENCE ALONG THE NORTHERLY BOUNDARY OF SAID SECTION 7, SOUTH 89°33'24" EAST, A DISTANCE OF 534.80 FEET; THENCE DEPARTING SAID NORTHERLY BOUNDARY, SOUTH 00°26'36" WEST, A DISTANCE OF 90.32 FEET TO A POINT OF INTERSECTION WITH THE SOUTHERLY RIGHT OF WAY LINE OF MEMORIAL HIGHWAY AND A NON-TANGENT CURVE, SAID NON-TANGENT CURVE BEING CONCAVE TO THE SOUTHWEST AND HAVING A RADIUS OF 43.00 FEET AND A CENTRAL ANGLE OF 39°49'09", SAID NON-TANGENT CURVE ALSO BEING THE WESTERLY RIGHT OF WAY LINE OF ANCHOR PLAZA PARKWAY, AS SHOWN UPON FOUNTAIN SQUARE, ACCORDING TO A MAP OR PLAT THEREOF, AS RECORDED IN PLAT BOOK 74, PAGE 49 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA, SAID POINT OF INTERSECTION ALSO BEING THE POINT OF BEGINNING OF THE HEREIN DESCRIBED PARCEL; THENCE ALONG THE ARC OF A NON-TANGENT CURVE AND THE WESTERLY RIGHT OF WAY LINE OF ANCHOR PLAZA PARKWAY, A DISTANCE OF 28.95 FEET, SAID NON-TANGENT CURVE BEING SUBTENDED BY A CHORD HAVING A BEARING OF SOUTH 23°55'49" EAST AND A LENGTH OF 29.25 FEET; THENCE DEPARTING SAID WESTERLY RIGHT OF WAY LINE OF ANCHOR PLAZA PARKWAY, NORTH 90°00'00" WEST, A DISTANCE OF 25.04 FEET; THENCE NORTH 25°10'12" WEST, A DISTANCE OF 18.21 FEET; THENCE NORTH 89°18'54" WEST, A DISTANCE OF 398.70 FEET; THENCE NORTH 77°38'58" WEST, A DISTANCE OF 51.12 FEET TO A POINT OF INTERSECTION WITH THE AFORESAID SOUTHERLY RIGHT OF WAY LINE OF MEMORIAL HIGHWAY; THENCE ALONG SAID SOUTHERLY RIGHT OF WAY LINE, SOUTH 89°59'16" EAST, A DISTANCE OF 222.45 FEET TO THE BEGINNING OF A CURVE, SAID CURVE BEING CONCAVE TO THE SOUTH AND HAVING A RADIUS OF 5682.58 FEET AND A CENTRAL ANGLE OF 02°29'31"; THENCE CONTINUE ALONG SAID SOUTHERLY RIGHT OF WAY LINE AND THE ARC OF SAID CURVE, A DISTANCE OF 247.15 FEET, SAID CURVE BEING SUBTENDED BY A CHORD HAVING A BEARING OF SOUTH 88°44'31" EAST AND A LENGTH OF 247.13 FEET, TO THE POINT OF BEGINNING,

CONTAINING 5,947.9 SQUARE FEET, MORE OR LESS.



CITY OF TAMPA

Janett S. Martin, City Clerk

Office of City Clerk

December 19, 1994

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

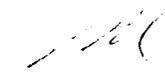
RE: Petition No. DZ84-77
Ordinance No. 94-227

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,
(813) 223-8405.

Sincerely,


Janett S. Martin
City Clerk

JM/gg

Enclosure: Certified Copy of Ordinance No. 94-277

CERTIFIED MAIL

cc: Land Development Coordination



315 E. Kennedy Blvd., City Hall • Tampa, Florida 33602 • 813/274-8396

Printed on Recycled Paper

Ordinance No. 94-277

AN ORDINANCE OF THE CITY OF TAMPA, FLORIDA; APPROVING THE FIRST AMENDMENT TO THE SUBSTANTIAL DEVIATION DEVELOPMENT ORDER FOR THE FOUNTAIN SQUARE OFFICE PARK DEVELOPMENT OF REGIONAL IMPACT IN RESPONSE TO A NOTICE OF PROPOSED CHANGE FILED BY FOUNTAIN SQUARE PROPERTY OWNERS ASSOCIATION; PROVIDING AN EFFECTIVE DATE.

WHEREAS, on June 29, 1984, Colonial Penn Insurance Company filed an Application for Development Approval of a Development of Regional Impact ("DRI") with the City of Tampa ("City"), pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on June 21, 1985, the City adopted, by Ordinance, a Development Order, Ordinance No. 8917-A for Colonial Penn Office Park, permitting development of 526,000 square feet of general office land use (the "Original Development Order"); and

WHEREAS, on January 17, 1989, The Wilson Company/Alandco, Inc. filed a Notification of a Proposed Change to a Previously Approved DRI with the appropriate reviewing agencies; and

WHEREAS, on March 23, 1989, the City adopted, by Ordinance, an amendment to the Development Order, Ordinance No. 89-81, for the Colonial Penn Office Park (the "First Amendment"), a copy of which has previously been filed with the City and all applicable agencies, increasing the permitted development within the Colonial Penn Office Park (which became known as, and will hereinafter be referred to, as the "Fountain Square Office Park") by 50,000 square feet to 576,000 of general office land use; and

WHEREAS, on April 1, 1991, The Wilson Company/Alandco, Inc. filed a second Notification of Proposed Change to a Previously Approved DRI with the appropriate reviewing agencies; and

WHEREAS, on June 10, 1991, the City adopted, by Ordinance, an Amendment to the Development Order, Ordinance No. 91-90, for the Fountain Square Office Park (the "Second Amendment"), a copy of which has been filed with the City and all applicable agencies, which Second Amendment increased the permitted development within the Fountain Square Office Park to include a school/training facility containing up to 150,000 square feet, and with a maximum population of 150 students; and

WHEREAS, on September 1, 1992, Alandco, Inc. filed a third Notification of a Proposed Change to a Previously Approved DRI with the appropriate reviewing agencies; and

WHEREAS, on December 3, 1992, the City adopted by Ordinance, an Amendment to the Development Order, Ordinance No. 92-188, for the Fountain Square Office Park (the "Third Amendment"), a copy of which has been filed with the City and all applicable agencies, which Third Amendment extended the date of buildout of the development until December 15, 1994; and

WHEREAS, the Original Development Order, as amended by the First Amendment, as amended by the Second Amendment, as amended by the Third Amendment, collectively constitute the "Original Development Order, as amended"; and

WHEREAS, on October 7, 1993, the Developer filed an Application for Development Approval of a Substantial Deviation to a Previously Approved DRI, and a Sufficiency Response dated December 9, 1993 (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 (1993) as amended ("Chapter 380"), and the City of Tampa Code, and

WHEREAS, on May 20, 1994, the City approved, by Ordinance, a Substantial Deviation to the Original Development Order, as amended, Ordinance No. 94-85 (the "Substantial Deviation Development Order"), a copy of which has previously been filed with the City and all applicable agencies, increasing the permitted development within the Fountain Square Office Park by 400,000 square feet to 976,000 square feet of general office land use, deleting the permitted 150,000 square foot school/training facility land use, and extending the date of buildout for the development until December 31, 1997 (hereinafter "proposed development"); and

WHEREAS, the Substantial Deviation Development Order fully incorporated the conditions for approval set forth in the Original Development Order, as amended; and

WHEREAS, the Original Development Order, as amended, had no further force or effect after the approval of the Substantial Deviation Development Order; and

WHEREAS, the Substantial Deviation Development Order became the sole document setting forth the conditions governing the remaining development and the proposed development of the Fountain Square Office Park; and

WHEREAS, on October 7, 1994, the Fountain Square Property Owners Association duly filed a Notice of Proposed Change to a Previously Approved Development of Regional Impact pursuant to subsection 380.06(19), *Florida Statutes*, a copy of which is attached hereto as Exhibit "A" ("NOPC"); and

WHEREAS, the Notice of Proposed Change proposed an extension of the buildout date and the effectiveness of the Substantial Deviation Development Order, by six (6) years, eleven (11) months and twenty-five (25) days each, as more particularly stated in the Notice of Change and the applicant subsequently reduced the requested extension to four (4) years, eleven (11) months and twenty-five (25) days; and

WHEREAS, subsection 380.06(19)(e)2., *Florida Statutes*, provides that a proposed extension of the date of buildout of a development or phase of a development by less than five years, is not a substantial deviation and is not subject to a public hearing or a substantial deviation determination; and

WHEREAS, the proposed changes to the Substantial Deviation Development Order shall constitute the First Amendment to the Substantial Deviation Development Order; and

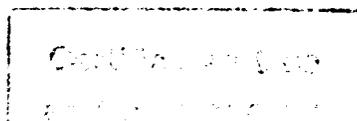
WHEREAS, the City Council has reviewed and considered the NOPC as well as all related testimony and evidence submitted by the Owner concerning the proposed changes; and

WHEREAS, the City Council, as the governing body of the local government having jurisdiction pursuant to Chapter 380, *Florida Statutes*, is authorized and empowered to consider the proposed changes and to amend the Substantial Deviation Development Order; and

WHEREAS, the public notice requirements have been fulfilled; and

WHEREAS, all interested parties and members of the public have been afforded an opportunity to be heard at the public hearing on the proposed changes before the City Council;

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



WHEREAS, Section 380.06, *Florida Statutes*, requires that the Substantial Deviation Development Order be amended to reflect the City Council's approval of changes to the adopted Substantial Deviation 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 above described documents, and having received all related comments, testimony and evidence submitted by each party and members of the general public, and having considered the provisions of Chapter 380, *Florida Statutes*, concerning substantial deviations, finds that there is substantial, competent, clear and convincing evidence to support the following findings of fact:

A. That the proposed changes are consistent with all City land development regulations and the City Comprehensive Plan.

B. That the proposed changes do not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area and are consistent with The State Comprehensive Plan.

C. That, pursuant to subsection 380.06(19)(e)(2)., *Florida Statutes*, the proposed changes in this Ordinance do not individually or cumulatively with prior changes constitute a substantial deviation and, therefore, 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. These proceedings have been duly conducted pursuant to applicable law and regulations and based upon the record of these proceedings the Fountain Square Property Owners Association is authorized to conduct the development as described in the Substantial Deviation Development Order, as amended herein, subject only to the amendments, conditions, restrictions and limitations as set forth in the Substantial Deviation Development Order, as amended herein.

B. The review by the City, TBRPC, DCA, and other participating agencies and interested citizens reveals that the impacts of the development are adequately addressed pursuant to the requirements of Chapter 380, *Florida Statutes*, within the terms and conditions of the Substantial Deviation Development Order, as amended herein. To the extent that the Substantial Deviation Development Order is inconsistent with the terms and conditions of this First Amendment, the terms and conditions of this First Amendment shall prevail.

C. The City has, at its proceedings, considered all previous changes and the changes approved herein and determined that such changes individually and cumulatively do not constitute a substantial deviation requiring further DRI review pursuant to Section 380.06, *Florida Statutes*.

D. The proposed changes authorized by this Ordinance do not individually or cumulatively create additional impacts or any type of impact not previously reviewed.

Section 3. Order. Having made the above findings of fact, and conclusions of law, it is ordered that the Substantial Deviation Development Order is amended, and the build-out date

for the Fountain Square Office Park is extended, all as set forth below:

A. That the proposed changes in the NOPC are approved and that the Substantial Deviation Development Order is hereby amended to incorporate the NOPC, except as specifically modified herein.

Section 4.A. of the Substantial Deviation Development Order shall be amended to read as follows:

B. Approved Development.

1. Proposed development. Specific approval is hereby accorded the proposed development, consisting of: (i) construction of an additional 400,000 square feet of general office land use, all of which has been exclusively assigned to the undeveloped parcels within Fountain Square owned by Chase Manhattan Mortgage Corporation; (ii) deletion of the 150,000 square foot school/training facility from the permitted land uses, and (iii) establishment of a buildout date of December 25, 2002. The proposed development is subject to the commitments made by the Developer as summarized in Exhibit "B".

2. Remaining development. Specific re-approval of the remaining development approved pursuant to the Original Development Order, as amended, but not yet constructed is hereby accorded, consisting of: (1) construction of 145,400 square feet of general office land use (which includes 50,000 square feet of general office land use previously added to the DRI by Ordinance No. 89-81); and extension of the buildout date for the remaining development until December 25, 2002.

Section 7 of the Substantial Deviation Development Order shall be amended to read as follows:

Section 7. Expiration of Substantial Deviation Development Order. This Substantial Deviation Development Order shall remain in effect for a period of nine (9) years, eleven (11) months and twenty-five (25) days from the date it became final and the appeal period has ended. 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 of the Substantial Deviation Development Order shall be amended to read as follows:

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 25, 2002. Such development shall be substantially completed (60%) within one (1) year of expiration of the buildout date.

Section 9 of the Substantial Deviation Development Order shall be amended to read as follows:

Section 9. Down-Zoning/Intensity Production. The City may not down-zone or reduce the intensity permitted by this Substantial Deviation Development Order, as amended, until expiration of the date of buildout for development pursuant to this Substantial Deviation Development Order, as amended, or until completion of

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

B. This Substantial Deviation Development Order, as amended, 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, as amended, 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, as amended, 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, as amended. 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, as amended, to comply with Section 380.06(15)(c)(3).

Section 10 of the Substantial Deviation Development Order shall be amended to read as follows:

Section 10. Concurrency Reservation of Capacity. For purposes of concurrency, the capacity necessary to permit the development approved by this Ordinance, shall be reserved by the City, through the buildout date, as amended, for the Fountain Square Office Park.

Section 4. Substantial Deviation Development Order, As Amended. This Ordinance shall constitute the First Amendment to the Substantial Deviation Development Order as passed and ordained by the City Council. All provisions of the Substantial Deviation Development Order, except those provisions specifically modified herein, shall remain in full force and effect and shall be considered conditions of the development, unless inconsistent with the terms and conditions of this Ordinance, in which case the terms and the conditions of this Ordinance shall govern.

Section 5. Binding Effect. That this Ordinance shall be binding upon the owner, its assigns and its successors in interest.

Section 6. Severance. That in the event that 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 not affect the remaining portions or sections of this Ordinance which shall remain in full force and effect.

Section 7. Transmittals. That the City Clerk is directed to send copies of this Ordinance, within five (5) days of its becoming law, to the Fountain Square Property Owners Association, DCA, and the TBRPC.

Section 8. 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 9. Recording. That the Fountain Square Property Owners Association shall record a notice of adoption of this Ordinance pursuant to Chapter 380, Florida Statutes.

Section 10. Effective Date. That this Ordinance shall become a law as provided in the City's Home Rule Charter and shall take effect immediately upon being rendered in accordance with the law.

PASSED AND ORDAINED BY THE CITY COUNCIL OF THE CITY OF TAMPA, FLORIDA, ON DEC 15 1994

Roune Mason

Chairman, City Council

Approved by me on DEC 16 1994

Attest:

Janett S. Martin
By: Janett S. Martin
City Clerk

Sandra W. Freeman
Sandra W. Freeman
Mayor

Approved as to form by:

Gina K. Grimes
Gina Grimes
Assistant City Attorney

1070-071-244032.01

State of Florida
County of Hillsborough

This is to certify that the foregoing is a true and correct copy of Ordinance 94-277 as file in my office.

Witness my hand and official seal this 19th day of Dec

JANETT S. MARTIN, CITY CLERK

Gail A. Anderson
BY: Gail A. Anderson
GAIL A. ANDERSON, DEPUTY CITY CLERK

FORM RPM-BSP-PROPCHANGE-1

EFFECTIVE DATE: 11/20/90

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

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

FOUNTAIN SQUARE (f/k/a COLONIAL PENN OFFICE PARK)

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

1. I, Steven M. Samaha, the authorized representative of Fountain Square Property Owners Association (the "Applicant"), 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 Fountain Square 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 the City of Tampa, to the Tampa Bay Regional Planning Council, and to the Bureau of State Planning, Department of Community Affairs.

11/21/91
(Date)


Steven M. Samaha, Esquire
Authorized Agent for Applicant

Call 904/488-4925
and contact 6024

2. Applicant (name, address, phone).

Fountain Square Property Owners Association
c/o Mr. Jack Napolitano
Chase Manhattan Mortgage
4925 Independence Parkway
Tampa, Florida 33634
Telephone: 813/881-2000

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

Steven M. Samaha, Esquire
Annis, Mitchell, Cockey, Edwards & Roehn, P.A.
Post Office Box 3433
Tampa, Florida 33601
Telephone: (813) 229-3321

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

City of Tampa, Hillsborough County, Township 29 South, Range 18 East, Section 7.

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 to the representations contained in either the development order or the Application for Development Approval.

The proposed amendment to the Fountain Square DRI Development Order is solely to extend the buildout date and the effectiveness of the Substantial Deviation Development Order. The buildout date shall be extended six (6) years, eleven (11) months and twenty-five (25) days to December 25, 2004. The effectiveness of the Substantial Deviation Development Order shall be extended by six (6) years, eleven (11) months and twenty-five (25) days to June 28, 2006.

Pursuant to Florida Statutes, Section 380.06(19), the extension is presumed not to be a substantial deviation.

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 master site plan will not change as a result of the proposed change described in this notification.



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

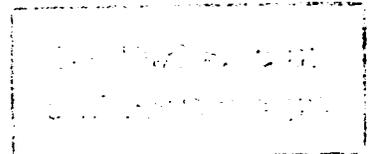
See attached Substantial Deviation Determination Chart. Please note that only the Office category is provided.

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

The proposed change will be the first amendment to the Substantial Deviation Development Order adopted by Ordinance No. 94-85 (May 20, 1994). Ordinance No. 94-85 amended and restated the Original Development Order (Ordinance No. 8917-A, June 21, 1985), as well as the First Amendment to the Original Development Order (Ordinance No. 89-81, March 23, 1989), the Second Amendment to the Original Development Order (Ordinance No. 91-90, June 10, 1991), and the Third Amendment to the Original Development Order (Ordinance No. 92-188, December 3, 1992). The Original Development Order and Amendments have no force or effect after the approval of Ordinance No. 94-85, which made the Substantial Deviation Development Order the sole document governing the development of the Fountain Square DRI.

The Original Development Order permitted development of 526,000 square feet of general office land use. The First Amendment to the Original Development Order increased the permitted development by 50,000 square feet to 576,000 square feet of general office land use. The Second Amendment to the Original Development Order increased the permitted development to include a school/training facility containing up to 150,000 square feet, with a maximum population of 150 students. The Second Amendment also established a buildout date for the development of December 30, 1992. The Third Amendment to the Original Development Order extended the date of buildout of the development until December 15, 1994.

The Substantial Deviation Development Order (i) confirms the approval of the remaining approximately 145,400 square feet of general office land use that was approved pursuant to the Original Development Order and First Amendment, but not yet constructed; (ii) established a buildout date for all



remaining development of December 31, 1997; (iii) the construction of an additional 400,000 square feet of general office land use; and (iv) deleted the 150,000 square foot school/training facility from the permitted land uses.

There has been no change in local government jurisdiction for any portion of the development since the Fountain Square Original and Substantial Deviation Development Orders were issued.

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

No property has been purchased or optioned by the Applicant within 1/4 mile of the original DRI site subsequent to the approval and issuance of the Original and Substantial Deviation Development Orders.

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

The proposed change is merely to extend the buildout date and effectiveness of the Fountain Square DRI development. There is no change proposed to any of the criteria listed in Florida Statutes, Section 380.06(19)(b).

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

YES

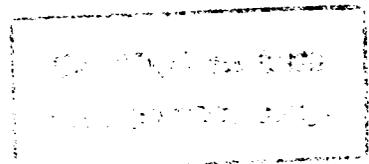
NO

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 does result in a change in the buildout date of the project by (6) six years, (11) eleven months and (25) twenty-five days. The new buildout date of the project is proposed to be extended from December 31, 1997, to December 25, 2004.

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.

The proposed change will not require an updated master site plan.

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

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

density
 customary
 plan

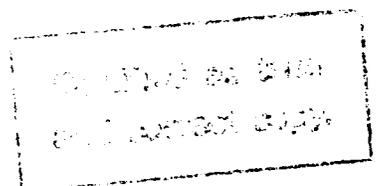
See Exhibit "A" attached hereto

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

The Applicant proposes no addition or deletion of acreage to the presently approved DRI project site.

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

Physical development of the project has previously commenced, and the Substantial Deviation Development Order does not impose a deadline for commencing physical development of the remainder of the project.



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

The proposed termination date of the Substantial Deviation Development Order is eleven years, eleven months and twenty-five days from the date the Substantial Deviation Development Order became final and the appeal period ended.

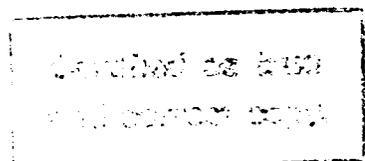
- e. A proposed amended development order date until which the local government agrees that the changes to the DRI shall not be subject to down-zoning, unit density reduction, or intensity reduction, if applicable; and

The Applicant proposes that the development not be subject to down-zoning, unit density reduction or intensity reduction through the extended build-out date of December 25, 2004, or until completion of any development activity authorized by Section 8 of the Substantial Deviation Development Order, whichever is later.

- 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 Applicant shall file an annual report in accordance with the existing Substantial Deviation Development Order.

228050235033



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EXHIBIT "A"

Section 4.A. of the Substantial Deviation Development Order shall be amended to read as follows:

A. Approved Development.

1. Proposed development. Specific approval is hereby accorded the proposed development, consisting of: (i) construction of an additional 400,000 square feet of general office land use; (ii) deletion of the 150,000 square foot school/training facility from the permitted land uses, and (iii) establishment of a buildout date of December ~~31, 1997~~ **25, 2004**. The proposed development is subject to the commitments made by the Developer as summarized in Exhibit "B".

2. Remaining development. Specific re-approval of the remaining development approved pursuant to the Original Development Order, as amended, but not yet constructed is hereby accorded, consisting of: (1) construction of 145,400 square feet of general office land use (which includes 50,000 square feet of general office land use previously added to the DRI by Ordinance No. 89-81); and extension of the buildout date for the remaining development until December ~~31, 1997~~ **25, 2004**.

Section 7 of the Substantial Deviation Development Order shall be amended to read as follows:

Section 7. Expiration of Substantial Deviation Development Order. This Substantial Deviation Development Order shall remain in effect for a period of ~~five (5)~~ **(11)** years, ~~eleven (11) months and twenty-five (25)~~ **(11) months and twenty-five (25)** from the date it became final and the appeal period has ended. 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 of the Substantial Deviation Development Order shall be amended to read as follows:

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, 1997~~ **December 25, 2004**. Such development shall be substantially completed (60%) within one (1) year of expiration of the buildout date.

Certified as TRUE
and CORRECT COPY

Section 9 of the Substantial Deviation Development Order shall be amended to read as follows:

Section 9. Down-Zoning/Intensity Production. The City may not down-zone or reduce the intensity permitted by this Substantial Deviation Development Order, ~~as amended~~, until expiration of the date of buildout for development pursuant to this Substantial Deviation Development Order, ~~as amended~~, 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, ~~as amended~~, have occurred; or

B. This Substantial Deviation Development Order, ~~as amended~~, 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.

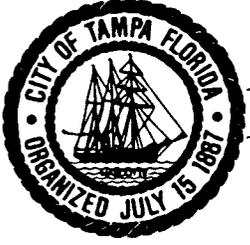
Any down-zoning or reduction of intensity shall be effected only through the usual and customary procedures required by statute and/or ordinance for changes in local land development regulations.

For purposes of this Substantial Deviation Development Order, ~~as amended~~, 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, ~~as amended~~, 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, ~~as amended~~. 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, ~~as amended~~, to comply with Section 380.06(15)(c)(3).

Controlled as shown
and correct copy

Section 10 of the Substantial Deviation Development Order shall be amended to read as follows:

Section 10. Concurrency Reservation of Capacity. For purposes of concurrency, the capacity necessary to permit the development approved by this Ordinance, shall be reserved by the City, through the buildout date, ~~as amended~~, for the Fountain Square Office Park.



CITY OF TAMPA

Janett S. Martin, City Clerk

Office of City Clerk

May 23, 1994

Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg FL 32702

RE: Petition No. DZ84-75
Ordinance No. 94-85

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,
(813) 223-8405.

Sincerely,

Janett S. Martin
City Clerk

JM/gg

Enclosure: Ordinance No. 94-85
CERTIFIED MAIL

cc: Land Development Coordination



315 E. Kennedy Blvd., City Hall • Tampa, Florida 33602 • 813/223-8396

Printed on Recycled Paper

227

ORDINANCE NO. 94-85

CC-C.1
TBRPC

AN ORDINANCE OF THE CITY OF TAMPA, FLORIDA, APPROVING A SUBSTANTIAL DEVIATION TO THE DEVELOPMENT ORDER (ORDINANCE NO. 8917-A) FOR THE FOUNTAIN SQUARE OFFICE PARK, A DEVELOPMENT OF REGIONAL IMPACT (ALSO KNOWN AS THE COLONIAL PENN OFFICE PARK); PURSUANT TO CHAPTER 380, FLORIDA STATUTES, BASED ON AN APPLICATION FOR DEVELOPMENT APPROVAL FILED BY ALANDCO, INC.; RESTATING AND INCORPORATING THE CONDITIONS OF APPROVAL SET FORTH IN ORDINANCE NO. 8917-A, AS AMENDED; IMPOSING ADDITIONAL CONDITIONS TO MITIGATE FOR PROPOSED DEVELOPMENT; REPEALING ORDINANCE NO. 8917-A, ORDINANCE NO. 89-81, ORDINANCE NO. 91-90, AND ORDINANCE NO. 92-188; PROVIDING AN EFFECTIVE DATE HEREOF.

WHEREAS, on June 29, 1984, Colonial Penn Insurance Company filed an Application for Development Approval, of a Development of Regional Impact ("DRI") with the City of Tampa ("City"), pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on June 21, 1985, the City adopted, by Ordinance, a Development Order, Ordinance No. 8917-A for Colonial Penn Office Park, permitting development of 526,000 square feet of general office land use (the "Original Development Order"); and

WHEREAS, on January 17, 1989, The Wilson Company/Alandco, Inc. filed a Notification of a Proposed Change to a Previously Approved DRI with the appropriate reviewing agencies; and

WHEREAS, on March 23, 1989, the City adopted, by Ordinance, an amendment to the Development Order, Ordinance No. 89-81, for the Colonial Penn Office Park (the "First Amendment"), a copy of which has previously been filed with the City and all applicable agencies, increasing the permitted development within the Colonial Penn Office Park (which became known as, and will hereinafter be referred to, as the "Fountain Square Office Park") by 50,000 square feet to 576,000 of general office land use; and

Certified as true
and correct copy.

WHEREAS, on April 1, 1991, The Wilson Company/Alandco, Inc. filed a second Notification of Proposed Change to a Previously Approved DRI with the appropriate reviewing agencies; and

WHEREAS, on June 10, 1991, the City adopted, by Ordinance, an Amendment to the Development Order, Ordinance No. 91-90, for the Fountain Square Office Park (the "Second Amendment"), a copy of which has been filed with the City and all applicable agencies, which Second Amendment increased the permitted development within the Fountain Square Office Park to include a school/training facility containing up to 150,000 square feet, and with a maximum population of 150 students; and

WHEREAS, on September 1, 1992, Alandco, Inc. the owner, authorized agent, and developer of the Fountain Square Office Park ("Developer") filed a third Notification of a Proposed Change to a Previously Approved DRI with the appropriate reviewing agencies; and

WHEREAS, on December 3, 1992, the City adopted by Ordinance, an Amendment to the Development Order, Ordinance No. 92-188, for the Fountain Square Office Park (the "Third Amendment"), a copy of which has been filed with the City and all applicable agencies, which Third Amendment extended the date of buildout of the development until December 15, 1994; and

WHEREAS, the Original Development Order, as amended by the First Amendment, as amended by the Second Amendment, as amended by the Third Amendment, collectively constitute the "Original Development Order, as amended"; and

WHEREAS, on October 7, 1993, the Developer filed an Application for Development Approval of a Substantial Deviation to a Previously Approved DRI, and a Sufficiency Response dated December 9, 1993 (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 (1993), as amended ("Chapter 380"), and the City of Tampa 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 increase the permitted development within the Fountain Square Office Park by 400,000 square feet to 976,000 square feet of general office land use, to delete the permitted 150,000 square foot school/training facility land use, and to extend the date of buildout for the development until December 31, 1997 (hereinafter "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, approximately 145,400 square feet of the general office land use (including the 50,000 square feet of general office land use previously added pursuant to Ordinance No. 89-81) pursuant to the Original Development Order, as amended (hereinafter the "remaining development") has not yet been constructed; 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 Fountain Square Office Park; 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 21, 1994, 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, the City Council has received and considered the report and recommendations of the TBRPC; 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".

The conditions governing the remaining development have been fully restated and incorporated herein, and said remaining development shall be controlled by and in accordance with said conditions as set forth herein. Additionally, the proposed development, as described in the ADA, shall also be controlled by and in accordance with the conditions set forth herein. As such, this Substantial Deviation Development Order shall be the sole document governing the remaining development, as well as the proposed development.

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

- C. With respect to the development, approved pursuant to Ordinance No. 8917-A, Colonial Penn Insurance Company submitted to the City of Tampa, an Application for Development Approval, dated July 25, 1984, a Sufficiency Response dated September 26, 1984, a Supplemental Sufficiency Response dated November 14, 1984, and a letter dated May 28, 1985 (which letter modified the original scope of the development to delete Phase II from the subject Application), 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.
- D. With respect to the amendment to the development, approved pursuant to Ordinance No. 89-81, The Wilson Company/ Alandco, Inc. filed a document with the City of Tampa on January 17, 1989, 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.
- E. With respect to the amendment to the development approved pursuant to Ordinance No. 91-90, on April 1, 1991, The Wilson Company/Alandco, Inc. 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.
- F. With respect to the amendment to the development approved pursuant to Ordinance No. 92-188, on September 1, 1992, 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.

- G. The real property that is the subject of the ADA is legally described as set forth in attached Exhibit "G", incorporated herein by reference.
- H. The proposed development in the ADA proposes to increase the permitted development by an additional 400,000 square feet of general office land use, to delete the permitted 150,000 square feet school/training facility land use, and to extend the date of buildout for the development until December 31, 1997.
- I. The proposed development is not located in an area of critical state concern as designated pursuant to Section 380.05 Florida Statutes (1983), as amended.
- J. 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.
- K. 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., (1993), as amended.
- L. The proposed development is in accordance with the applicable zoning district regulations.
- M. The proposed development will not unreasonably interfere with the achievement or objectives of the adopted State Land Development Plan applicable to the area.
- N. The proposed development is consistent with the report and recommendations of the TBRPC, and with the adopted Comprehensive Regional Policy Plan.
- O. 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, reaches the following conclusions of law:

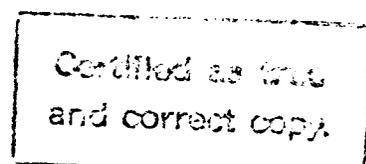
- A. These proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in this proceeding, the Developer is authorized to conduct the remaining development and the proposed development as described in this Substantial Deviation Development Order, subject 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 remaining development, and the proposed development as set forth in the ADA (except to the extent inconsistent herewith), as defined in Section 4.A. below, is hereby approved, subject to the following conditions, restrictions and limitations:

A. Approved Development.

1. Proposed development. Specific approval is hereby accorded the proposed development, consisting of: (i) construction of an additional 400,000 square feet of general office land use; (ii) deletion of the 150,000 square foot school/training facility from the permitted land uses, and (iii) establishment of a build-out date of December 31, 1997. The proposed development is subject



to the commitments made by the Developer as summarized in Exhibit "B".

2. Remaining development. Specific re-approval of the remaining development, approved pursuant to the Original Development Order, as amended, but not yet constructed is hereby accorded, consisting of: (1) construction of 145,400 square feet of general office land use (which includes 50,000 square feet of general office land use previously added to the DRI by Ordinance No. 89-81); and extension of the buildout date for the remaining development until December 31, 1997.

B. Substantial Deviations:

Further review pursuant to Chapter 380 shall be required if a substantial deviation, as defined in Section 380.06(19), Florida Statutes, occurs. 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. A proposed change which involves an extension of the buildout date by less than five (5) years (if the extension of the buildout date is proposed by December 31, 1994), or by three (3) years (if the extension of the buildout date is proposed after December 31, 1994), or such longer period statutorily provided for, shall not be subject to a public hearing or substantial deviation determination.

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 such other agencies as may be appropriate, on July 1, 1995, and on July 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. (1993), as amended. 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 both the remaining development, and for the proposed development:

1. Changes in the plan of development, or representations contained in the ADA, for the reporting year and for the next year;
2. A summary comparison of development activity proposed and actually conducted for the reporting year;
3. Identification of undeveloped tracts of land that have been sold to a separate entity or developer;
4. 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;
5. 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.
6. Any known incremental DRI applications for development approval or requests for a substantial deviation determination that were filed in the

reporting year and to be filed during the next year;

7. An indication of a change, if any, in local government jurisdiction for any portion of the development since the Substantial Deviation Development Order was issued;
8. 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. (1993), as amended;
9. 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 (1993).
10. A p.m. peak hour traffic count taken at all established access points from public right-of-way to the development site.
11. The information required pursuant to Section 4.D.11., below.
12. A copy of the stormwater system operation and maintenance schedule.

D. Transportation:

To mitigate the transportation impacts of the proposed development approved pursuant to this Substantial Deviation Development Order, the Developer shall be entitled to utilize the methodology set forth in Rule 9J-2.045(7)(a)3. F.A.C. because the significantly impacted state and regional roadways within the City of Tampa are not addressed for concurrency by the City of Tampa Concurrency Management System. As required thereunder, Developer shall:

1. Pay its Proportionate Share Contribution of the needed roadway improvements. Specifically, Developer's proportionate share of transportation impact was determined pursuant to the DCA Transportation Uniform Standard Rule, 9J-2.045,

F.A.C.. As required by the TBRPC, the transportation analysis to identify significantly impacted state and regional roadways for this Substantial Deviation Development Order included a cumulative review of all impacts for the Substantial Deviation, plus the Original DRI, and has been calculated as set forth below:

DEVELOPER'S PROPORTIONATE SHARE CALCULATIONS

Improvement	Maintaining Agency	Improvement Cost	Proportionate Share
1. Widening of Independence Parkway, from 4-lane, divided, to 6-lane, divided, from George Road to Veteran's Expressway.	City of Tampa	\$975,000	\$98,838
2. Second left-turn lane for southbound George Road, approaching Independence Parkway.	City of Tampa	\$125,000	\$12,672
3. Widening of George Road from Independence Parkway to Memorial Highway from 2-lane, to 4-lane, divided	City of Tampa	\$1,056,666	\$92,300
4. Right turn lane for the northbound approach to George Road and Memorial Highway intersection.	City of Tampa	\$83,334	\$7,279
Totals		\$2,240,000	\$211,089

2. The Proportionate Share Contribution shall be paid by Developer within twelve months of the effective date of this Substantial Deviation Development Order. No permits shall be issued for the proposed development, if the Proportionate Share Contribution is not paid as provided in this Substantial Deviation Development Order. The calculated Proportionate Share Contribution is based on Florida Department of Transportation (FDOT) 1992 Construction Cost Estimates and is valid for a period of twelve months from the effective date of this Substantial Deviation Development Order. Any requested extension of the payment schedule cited herein shall result in the recalculation of the project's Proportionate Share Contribution, which recalculation shall be based upon the most up to date FDOT construction cost estimates available.

Certified as true,
and correct copy.

3. The City of Tampa agrees, as a condition of accepting the Proportionate Share Contribution payment from the Developer, that the payment shall be applied as provided in Exhibit "H", attached hereto and incorporated herein. An agreement between the Developer and the City shall be executed in substantiality the same form as that attached as Exhibit "H". The City shall apply the Proportionate Share Contribution to one or more of the identified improvements set forth in Section 4.D.1. hereof, prior to or by the buildout date for the proposed development.

4. Development activities for the proposed development shall cease if the Proportionate Share Contribution is not paid as provided in this Substantial Deviation Development Order.

5. If the City applies the Proportionate Share Contribution to the construction of Improvement No. 4, identified in Section 4.D.1., hereof, Developer, its heirs, assigns, or successors-in-interest shall dedicate the necessary right-of-way. The right-of-way dedication from Developer shall not exceed twenty feet in width. Furthermore, the right-of-way dedication shall extend no further south than a point defined by the intersection of the east George Road right-of-way line with the south boundary of the Fountain Square Tree Preservation Area as determined by the Boundary Survey Update drawing and legal description, revised October 27, 1993, by FLD&E Surveying, Inc.

6. The Developer shall pay the Transportation Impact Fees specified in the City of Tampa Transportation Impact Fee Ordinance for the proposed development, and for the 50,000 square feet of remaining development previously added to the DRI by Development Order No. 89-81. At the time of adoption of this Substantial Deviation Development Order, the Proportionate Share Contribution to be paid by the Developer is not creditable against the Developer's obligations under the City of Tampa Transportation Impact Fee Ordinance. However, if any of the listed improvements identified in Section 4.D.1. hereof are included within the City of Tampa Transportation Impact Fee Network prior to application by the City of the Proportionate Share Contribution, that portion of the Proportionate Share Contribution applied by the City to said listed

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and correct copy

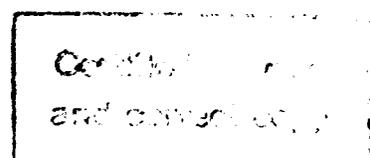
improvement(s) included in the City of Tampa Transportation Impact Fee Network shall be credited toward transportation impact fees for the proposed development.

7. The approved access points for the Fountain Square Office Park are: (a) one existing access onto Independence Parkway at the midpoint between Eisenhower Blvd. and George Road; (b) one existing access onto Memorial Highway at the midpoint between Eisenhower Blvd. and George Road; and (c) two access points onto George Road between Memorial Highway and Independence Parkway, one of which is currently existing.

8. The approval, design and installation of traffic signals at the project accesses must meet the applicable criteria of the maintaining agency. If prior to the buildout date for the remaining and proposed development, the project access point onto Memorial Highway meets the warrant requirements for signalization, the Developer, its heirs, assigns, or successors-in-interest, shall contact the Hillsborough County Traffic Engineering Division to review requirements for future signalization at the Memorial Highway access point. Developer, its heirs, assigns, or successors-in-interest shall be responsible for obtaining funding commitments for said signalization, if approved by Hillsborough County.

9. The Developer, its heirs, assigns, or successors-in-interest, shall coordinate with the Hillsborough Area Regional Transit Authority ("HART") concerning improvements to transit service, and shall provide tenants with information on transit service to the site.

10. When Certificates of Occupancy have been issued for Fountain Square, beyond the 576,000 square feet previously approved, an annual monitoring program to provide p.m. peak hour traffic counts at the project entrance shall be instituted to verify that the projected number of external trips for the development are not exceeded. Counts will continue on an annual basis through build-out. This information shall be supplied in the required annual report. If an annual report is not submitted within 30 days of its due date, or if the annual report indicates that the total p.m. peak hour external trips exceed projected trip volumes by more than 15 percent, the Developer shall submit an



application for a substantial deviation determination pursuant to Subsection 380.06(19), F.S., and may propose to amend the Substantial Deviation 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 a development order amendment.

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.

11. Developer shall review and update the Assessment of Transportation Systems Management ("TSM") measures that may be instituted and implemented, which was required under the Original Development Order. Each TSM measure shall be assessed to determine the potential for diverting a substantial percentage of total peak hour trips away from the peak traffic hours. The revised and updated assessment shall be submitted to the reviewing agencies with the first annual report prepared following approval of this Substantial Deviation Development Order, and shall address the following issues:

- (a) worker flex time;
- (b) worker ride sharing strategies;
- (c) provision of transit and service facilities and programs to increase transit ridership, carpooling, van pooling, etc.;
- (d) I-275 High Occupancy Vehicle Study;
- (e) participation in the Westshore Transportation Management Organization.

The Developer may request amendments to this Substantial Deviation Development Order to incorporate findings of the updated assessment as Conditions of Approval in lieu of conditions of this Substantial Deviation Development Order. The annual report shall include a yearly assessment of the actual achievement of vehicle trips diverted from the peak hour as a result of the TSM measures. This assessment shall also include sufficient and appropriate documentation of all diversions claimed as a result of implementation of each TSM measure. If an annual

report is not submitted, the City shall conduct a substantial deviation determination pursuant to Chapter 380.06(19), F.S. (1993). The results of the revised and updated TSM study may serve as a basis for the Developer to request a development order amendment.

12. In the event the Veteran's Expressway, to which traffic from this project has been assigned, is not built as assumed in the methodology used for this analysis, a new analysis and traffic reassignment shall be required.

13. The City shall insure that funding commitments from responsible entities, including the Developer's fair share payments, for improvements listed in Exhibit C of the Original Development Order are secured. The improvements referred to above may include, but are not limited to, geometric improvements, signalization modifications and new signal installations. The design for these improvements shall be reviewed and approved, as appropriate, by FDOT, Hillsborough County and the City, with, in all cases, a final review and approval by the City, prior to the construction of such improvements. The improvements may, after detailed review by the appropriate governmental agency and the City, be modified in a manner intended to accomplish the same result, utilizing generally recognized professional traffic engineering standards and practices.

14. The City agrees to segregate all such transportation fair share contributions received from the Developer in account number: 306-201-349-046. The City agrees that, as appropriate, it will pay to appropriate governmental entities (including itself, where appropriate), some or all of those amounts contributed by the Developer, to construct improvements set forth on Exhibit C of the Original Development Order, upon being furnished with evidence, satisfactory to the City that such governmental entity has committed to construct one or more of those improvements set forth on Exhibit C of the Original Development Order. Further, the City agrees to expend the amounts contributed by the Developer to construct those improvements set forth on Exhibit C of the Original Development Order. The City or appropriate governmental entity shall award contracts for construction of the improvements identified above and referenced in Exhibit C of the Original Development Order,

upon receipt of contributions or impact fees from the Developer and from other development projects in the area which equal, in the aggregate, when coupled with funds received from other sources and funds allocated in the appropriate transportation improvement programs, the cost of those improvements. On the joint stipulation of the City, the Developer, and TBRPC, the City may modify, through the Notification of a Proposed Change Procedure, the above-referenced list of improvements, based on subsequent TSM measures and transportation studies referred to herein.

15. If the p.m. peak hour traffic count referenced in Section 4.C.10. reflects that the total actual development traffic exceeds the total trips estimated in the ADA for the development at full buildout by more than 15%, then the City may require an additional traffic study. Such study shall assess the adverse impact, if any, of this increase.

16. Notwithstanding this Substantial Deviation Development Order, the Developer, at its option, may request approval for this Project under any area-wide application for Substantial Deviation Development Order, pursuant to Florida Statutes, Subsection 380.06(25)(1993), as amended. Any impacts assessed and satisfied pursuant to the Original Development Order and this Substantial Deviation Development Order shall be considered and credited in any such area-wide development order.

17. To promote immediate increases in transit use by project employees, customers, etc., transit amenities shall be incorporated on all site development plans for the Fountain Square Office Park, and shall include:

- * Bus information, schedules
- * Bus shelters
- * Pull-out bays
- * Bus priority treatment

The design of the above referenced transit amenities shall be subject to approval of the Hillsborough Area Regional Transit Authority.

3. All on-site internal water supply systems shall be operated and maintained by Developer, or its heirs, assigns, or successors-in-interest.

4. Developer, its heirs, assigns, or successors-in-interest shall utilize xeriscaping techniques when appropriate to minimize irrigation requirements.

5. The total daily water requirements from the commencement of construction through the buildout of the project will be supplied by the City of Tampa at the standard charges for water service.

6. Non-potable water (such as pumping from retention areas) shall be used for landscape and open space irrigation where economically feasible.

H. Wastewater Management

1. Offsite wastewater treatment for the development, as referred in the ADA, will be provided by the City.

2. Any required improvements to the internal wastewater collection system shall be provided by the Developer, its heirs, assigns, or successors-in-interest.

3. If wastewater treatment service becomes unavailable, the Developer, its heirs, assigns, or successors-in-interest will not proceed with construction until adequate wastewater capacity is available.

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

5. A wastewater re-use system shall be implemented when feasible.

6. The lowest quality water available to meet non-potable water demands of the expansion shall be used. The Developer, its heirs, assigns, or successors-in-interest shall continue to work with the City and the TBRPC to develop and implement a plan for using non-potable water for irrigation. The plan shall include investigation of the feasibility of using treated wastewater for irrigation purposes.

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

E. Air

1. Cleared areas will be sodded, seeded, mulched or landscaped as quickly as possible.
2. Wind erosion will be controlled through periodic sprinkling or other appropriate means.
3. The City reserves the right, if necessary and reasonable, to require mitigation measures or a revision of the master plan to alleviate any material and adverse impacts of the project on ambient air quality.

F. Stormwater

1. The proposed development approved by this Substantial Deviation Development Order will not significantly increase the impervious surface area beyond that contemplated by the ADA for the Original DRI.
2. Fountain Square Property Owners Association, Inc., its heirs, assigns, or successors-in-interest shall be the responsible entity for the operation and maintenance of all on-site stormwater management systems.
3. The existing stormwater retention system for the Fountain Square Office Park will adequately accommodate the additional development approved pursuant to this Substantial Deviation Development Order, and will continue to be operated in accordance with applicable City of Tampa and Southwest Florida Water Management District regulations, including Chapter 17-25, F.A.C., and 40D-4, Rules of the Southwest Florida Water Management District. Treatment shall be provided by biological filtration, whenever feasible.
4. Best Management Practices for reducing water quality impacts, as recommended by the City and by the Southwest Florida Water Management District shall be implemented, including a street cleaning program for parking and roadway areas within the development.

G. Water Supply

1. No irrigation or potable water wells shall be constructed within the Fountain Square Office Park.
2. The Developer, its heir, assigns or successors-in-interest shall utilize water conservation fixtures in all structures.

8. In areas not suitable for wastewater reuse, landscaping shall utilize xeriscape techniques.

9. Planning and development of this expansion shall conform to, and further, the rules and guidelines adopted by the Southwest Florida Water Management District for the Northern Tampa Bay Water Use Caution Area.

10. The water conservation fixtures and measures referenced in the ADA shall be required.

I. Construction

1. All elevations for habitable structures shall be at or above the base flood elevation.

2. Should archeological or historical resources be located during construction, ultimate disposition of such resources shall be determined in cooperation with the State Division of Archives.

3. Sound-attenuating construction in a manner consistent with the Hillsborough County Aviation Authority ("HCAA") noise study for Tampa International Airport is required for all construction proposed within the 65 or greater Ldn contour.

4. All development pursuant to this Substantial Deviation Development Order shall be in accordance with applicable local building codes, except as otherwise permitted herein.

J. Solid Waste/Hazardous Waste

1. The total daily generation of solid waste will be accepted by the City unless otherwise directed by the City.

2. No solid waste shall be permanently stored or disposed of on-site.

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

4. The Developer, its heirs, assigns, or successors-in-interest shall not burn debris and construction-related wastes without approval by the Federal Aviation Administration and Hillsborough County Environmental Protection Commission.

5. The Developer, its heirs, assigns, or successors-in-interest shall provide separate hazardous waste storage containers/areas within the project. These containers/areas shall be accessible to all project businesses and shall be clearly marked and/or colored so as to clearly distinguish the containers/areas intended for hazardous wastes and materials.

a. The Developer, its heirs, assigns, or successors-in-interest, shall provide to all Development businesses information that:

(1) Indicates types of waste and materials that are considered to be hazardous and are to be stored or disposed of only in the specially-designated containers;

(2) Indicates the location of the specially-designated hazardous waste and materials containers; and

(3) Advises of applicable statutes and regulations regarding hazardous wastes and materials.

2. The Developer, its heirs, assigns, or successors-in-interest shall ensure that any hazardous waste will be transported and disposed of in a manner consistent with applicable regulations.

K. Fire

1. The Developer, and its heirs, assigns or successors-in-interest shall comply with all State of Florida and City of Tampa fire codes.

2. Assurance that water flow pressures are adequate to meet City of Tampa fire fighting requirements shall be required prior to the issuance of construction permits for each building.

L. Energy

1. The Developer, or its heirs, assigns, or successors-in-interest shall continue to incorporate economically feasible energy conservation features in its building design, as referenced in the ADA.

2. The following energy conservation measures shall be utilized as economically feasible.

a. Energy policies, energy use monitoring and energy conservation shall be established for Fountain Square Office Park using a qualified energy use analysis.

- b. Programs shall be instituted to promote energy conservation by employees, buyers, suppliers and the public.
- c. Programs shall be instituted to reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours.
- d. Recycling programs shall be instituted.
- e. The elimination of advertising requiring lighting after business hours shall be encouraged.
- f. Innovative energy alternatives such as solar energy, resource recovery, waste heat recovery and cogeneration shall be employed.
- g. Building orientations to minimize heat loading on east-west facing walls;
- h. Separation and/or buffering of buildings from heat-absorbing paved surfaces;
- i. Use of landscaping materials, including natural vegetation, to provide shading for building walls;
- j. Use of computerized climate-control systems (when cost-effective);
- k. Use of energy-efficient designs, building materials and high efficiency lighting.

M. FAA and HCAA Approval.

Federal Aviation Administration (FAA) and HCAA approval shall be required as part of any approval for each building.

N. Evacuations.

The Developer, its heirs, assigns, or successors-in-interest shall take measures to ensure the safe and orderly evacuation of those employees who are in the building after an evacuation order for Hillsborough and/or Pinellas County is issued by (1) ordering all buildings closed for the duration of a hurricane evacuation order; (2) informing all employees of evacuation routes out of the flood prone area and measures to be followed in event of same; (3) making all efforts to

coordinate with and inform appropriate public authorities of building closing, security and safety measures, and evacuation plans.

O. Open Space.

1. Based on the survey approved by the TBRPC and the City, 1.0 acre of the prime (core) of the mesic hardwood community shall be maintained as permanent open green space. Trees six inches D.B.H. or greater identified on the survey and removed beyond the extent of the 1.0 acre green space shall be successfully replaced elsewhere on the property in a manner to achieve a 1:1 removal/replacement ratio.

2. The Developer, its heirs, assigns, or successors-in-interest shall be responsible for maintaining all recreation and open space areas and landscaped buffering.

P. Service Commitments.

1. The City shall provide water, wastewater treatment, and solid waste disposal to this Development. Assurance of availability and commitments for electricity, water, wastewater, and solid waste service shall be required prior to the issuance of construction permits for each building for which such service(s) are required.

2. The City shall ensure the adequacy and availability of the following public services for the Development: police, emergency medical and fire. Further, the Developer, its heirs, assigns, or successors-in-interest shall be responsible for the cost of any water distribution capital improvements necessitated by this development to ensure adequate fire protection.

Q. Phasing Schedule/Master Plan Design. Any significant departure from the phasing schedule or master plan design shall be subject to a substantial deviation determination pursuant to Chapter 380.06, F.S.

R. Revisions. Any revisions to the proposed development not contemplated or addressed within this Substantial Deviation Development Order shall be subject to TBRPC's incremental review fee.

S. Responsible Entities.

That, for the purposes of this Substantial Deviation Development Order, the Developer is considered one of a number of possible responsible entities.

Section 5. Repeal of Original Development Order and Amendments Thereto. The conditions set forth in the Original Development Order, and the amendments thereto have been incorporated herein, except that Sections 4.C., 4.E.1. and 4.E.3. have been satisfied and are therefore deleted. As such, Ordinance No. 8917-A, as amended by Ordinance No. 89-81, as amended by ordinance No. 91-90, as amended by Ordinance No. 92-188, are hereby repealed, except Exhibit C to Ordinance No. 8917-A, which is referenced herein, and is not repealed and shall survive.

Section 6. Definitions. Unless the context of this Substantial Deviation Development Order indicates otherwise, the definitions contained in Chapter 380, Florida Statutes, (1993), 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. This Substantial Deviation Development Order shall remain in effect for a period of five (5) years from the date it became final and the appeal period has ended. 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, 1997. 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

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 the Fountain Square Office Park.

Section 11. Binding Effect.

This Substantial Deviation Development Order shall be binding upon the Developer, or its heirs, assigns or successor-in-interests.

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, Alandco, Inc. (c/o Rhea F. Law, 501 E. Kennedy Blvd., Suite 1700, Tampa, FL 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. (1993), as amended.

Section 17. Recordation. Developer shall record a notice of adoption of this Substantial Deviation Development Order pursuant to Chapter 380, F.S. (1993), as amended, and shall furnish the City Clerk a copy of the recorded notice.

Certified as true
and correct copy.

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 MAY 19 1994

ATTEST:
Janett S. Martini

Joe Greco
Chairman, City Council

Approved by me on MAY 20 1994

Landra W. Friedman
Mayor

Prepared and Approved By:

[Signature]
City Attorney

docs\309.K

State of Florida
County of Hillsborough

This is to certify that the foregoing is a true and correct copy of Ordinance No 94-85 on file in my office.

Witness my hand and official seal this 20th day of May, 19 94.

Janett S. Martini
CITY CLERK

LIST OF EXHIBITS

- Composite Exhibit "A" Application for Development Approval of a Substantial Deviation to a Previously Approved DRI dated October 7, 1993, and Sufficiency Response dated December 9, 1993.
- Exhibit "B" Developer Commitments
- Composite Exhibit "C" Application for Development Approval dated July 25, 1984, Sufficiency Response dated September 26, 1984, Supplemental Sufficiency Response dated November 14, 1984, and letter dated May 28, 1985 (which letter modified the original scope of the development to delete Phase II from the subject Application), all submitted for development approved pursuant to Ordinance No. 8917-A.
- Exhibit "D" Notification of a Proposed Change to a Previously Approved Development of Regional Impact dated January 17, 1989, submitted for development approved pursuant to Ordinance No. 89-81.
- Exhibit "E" Second Notification of a Proposed Change to a Previously Approved Development of Regional Impact dated April 1, 1991, submitted for development approved pursuant to Ordinance No. 91-90.
- Exhibit "F" Third Notification of a Proposed Change to a Previously Approved Development of Regional Impact dated September 1, 1992, submitted for development approved pursuant to Ordinance No. 92-188.
- Exhibit "G" Legal Description of Property Governed by this Substantial Deviation Development Order.
- Exhibit "H" Agreement is substantially the same form as that to be executed between the City of Tampa and Alandco, Inc.

Certified as true
and correct copy.

AGREEMENT

This Agreement is made and entered into this 5th day of May, 1994, by and between ALANDCO, INC., a Florida corporation, hereinafter referred to as "Developer", and THE CITY OF TAMPA, a political subdivision of the State of Florida, hereinafter referred to as "City", the Developer and the City being collectively referred to as the "parties",

WHEREAS, the Developer is the owner and authorized agent of the other land owners, owning land located in the City of Tampa, Hillsborough County, Florida, and described in Exhibit "A", attached hereto and made a part hereof, hereinafter referred to as the "Fountain Square Office Park"; and

WHEREAS, the Fountain Square Office Park contains 576,000 square feet of approved general office land use, and the Developer is seeking approval to develop an additional 450,000 (which includes the 50,000 square feet previously approved pursuant to Ordinance No. 89-81) square feet of general office land use in the Fountain Square Office Park, pursuant to a proposed Ordinance to be considered by the City Council (hereinafter referred to as the "Substantial Deviation Development Order"), approving a Substantial Deviation Amendment to a Previously Approved Development of Regional Impact, in accord with 380.06, F.S. (1993); and

WHEREAS, the Developer has performed a transportation analysis, and has identified the significantly impacted state and regional roadways, which analysis includes a cumulative review of all transportation impacts of the approved development, as required under Section 380.06, F.S. (1993), and the adopted Comprehensive Regional Policy Plan; and

WHEREAS, based upon this traffic analysis, which has been reviewed by and found to be consistent with the transportation methodology approved by the Tampa Bay Regional Planning Council, the following improvements set forth in Schedule "1," attached hereto and incorporated herein, have been identified as necessary to maintain an LOS "D", the adopted level of service for these roadways; and

WHEREAS, the Developer has submitted an Application for Development Approval of a Substantial Deviation to a Previously Approved Development of Regional Impact, hereinafter referred to as the "ADA", the approval of which will require mitigation of the Developer's transportation impacts by payment of the Developer's Proportionate Share Contribution of the needed roadway improvements, as determined by utilizing the methodology set forth in the Department of Community Affairs Transportation Uniform Standard Rule, 9J-2.045, F.A.C..; and

WHEREAS, pursuant to this methodology, the Developer's Proportionate Share Contribution is set forth in Schedule "1"; and

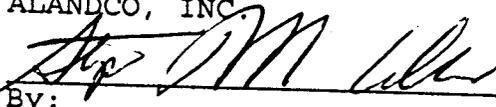
WHEREAS, the Proportionate Share Contribution of \$211,089.00 constitutes the entire amount payable by the Developer for the cumulative impacts pursuant to the proposed Substantial Deviation Development Order; and

WHEREAS, the parties desire to enter into a binding commitment concerning the application of the Proportionate Share Contribution to be paid by the Developer, pursuant to the proposed Substantial Deviation Development Order;

NOW THEREFORE, for and in consideration of the premises, the mutual undertakings and agreements herein contained and assumed, Developer and City hereby covenant and agree as follows:

1. The Recitals hereto are incorporated herein.
2. The City shall only apply the Proportionate Share Contribution paid by the Developer toward the construction of one or more of the improvements identified in Schedule "1", prior to or by the buildout date for the Fountain Square Office Park.
3. If the Proportionate Share Contribution paid by Developer is not sufficient to fully construct one or more of the improvements identified in Schedule "1" at the time the payment of Developer's Proportionate Share Contribution is made, then these funds shall be retained by the City until such time that the funds for construction of one of the identified improvements are available.
4. This Agreement shall be binding upon and shall inure to the benefit of the Developer, its heirs, assigns, or successors-in-interest, and the City, its assigns or successors-in-interest, by merger, consolidation, annexation or otherwise.
5. No agreement shall be effective to add to, change, modify, waive or discharge this Agreement, in whole or in part, unless such agreement is in writing and signed by the parties hereto, their heirs, assigns, or successors-in-interest.
6. The promises and covenants of this Agreement are contingent upon the Developer's obtaining approval of an Ordinance adopted by the City Council, permitting the development set forth in the ADA.

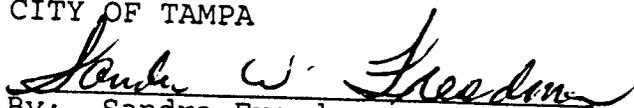
ALANDCO, INC


By: _____

As Its: Vice - President

Attest: Constana Brahm

CITY OF TAMPA


By: Sandra Freedman

As Its Mayor

Attest: Janett S. Martin

DEVELOPER'S PROPORTIONATE SHARE CALCULATIONS

Improvement	Maintaining Agency	Improvement Cost	Proportionate Share
1. Widening of Independence Parkway, from 4-lane, divided, to 6-lane, divided, from George Road to Veteran's Expressway.	City of Tampa	\$975,000	\$98,838
2. Second left-turn lane for southbound George Road, approaching Independence Parkway.	City of Tampa	\$125,000	\$12,672
3. Widening of George Road from Independence Parkway to Memorial Highway from 2-lane, to 4-lane, divided	City of Tampa	\$1,056,666	\$92,300
4. Right turn lane for the northbound approach to George Road and Memorial Highway intersection.	City of Tampa	\$83,334	\$7,279
Totals		\$2,240,000	\$211,089