

Richard Ake  
Clerk of the Circuit Court  
Hillsborough County, Florida



#231

Clerk to Board of  
County Commissioners  
County Center, 12th Floor  
601 E. Kennedy Blvd.  
P.O. Box 1110  
Tampa, Florida 33601  
Telephone 276-8100, ext. 6730

December 18, 2001

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

Re: Resolution No. R01-265 - Amending the Development Order for  
the Phosphogypsum Stack Expansion Development of Regional  
Impact (DRI #231)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which  
was adopted by the Hillsborough County Board of County  
Commissioners on December 11, 2001.

We are providing this original for your files.

Sincerely,

Judith M. Grose,  
Manager, BOCC Records

jg

Attachment

Certified Mail #7000 0600 0029 5053 8803

cc: Board files (orig.)

Charles Gauthier, Chief, DCA Bureau of State Planning  
Hopping Boyd Green & Sams, Attorney at Law(orig.ltr.)  
Susan Fernandez, Assistant County Attorney  
John Healy, Senior Planner, Planning & Growth Management  
Beth Novak, County Attorney's Office  
Jim Glaros, Assistant Chief Deputy, Valuation, Property  
Appraiser's Office

**AMENDMENTS TO  
DEVELOPMENT ORDER  
PHOSPHOGYPSUM STACK EXPANSION DRI #231**

**RESOLUTION NO.     ~~R01-265~~**

**A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA, AMENDING THE DEVELOPMENT ORDER FOR THE PHOSPHOGYPSUM STACK EXPANSION DEVELOPMENT OF REGIONAL IMPACT NO. 231, ADOPTED BY HILLSBOROUGH COUNTY ON JUNE 19, 1996, TO REVISE THE FINAL DATE FOR DELIVERY OF PHOSPHOGYPSUM TO THE EXISTING STACK, PURSUANT TO CHAPTER 380, FLORIDA STATUTES; AND ESTABLISHING AN EFFECTIVE DATE.**

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

**WHEREAS**, on June 19, 1996, Hillsborough County approved a development order (Resolution No. R 96-161) for the Phosphogypsum Stack Expansion Development of Regional Impact (DRI) #231, pursuant to Chapter 380, Florida Statutes (F.S.); and

**WHEREAS**, on September 18, 2001, CF Industries, Inc. (CF Industries), the owner and developer of the DRI, filed a Notification of Proposed Change to revise the final date for hydraulic delivery of phosphogypsum on the existing phosphogypsum stack; and

**WHEREAS**, the Hillsborough County Board of County Commissioners gave notice and held a public hearing on December 11, 2001, on the Notification, as required by Section 380.06, F.S., and other regulations, and provided the public and other interested parties an opportunity to be heard and present evidence concerning the proposed Notification.

**NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA, IN REGULAR MEETING ASSEMBLED THIS 11th DAY OF December, 2001, THAT THE NOTIFICATION BE APPROVED WITH CONDITIONS, SUBJECT TO THE FOLLOWING:**

**Section 1.** The changes to Resolution No. R96-161 proposed by CF Industries do not constitute a substantial deviation to the Phosphogypsum Stack Expansion DRI pursuant to Section 380.06(19), F.S.

**Section 2.** The development order for the DRI #231 is amended as follows:

(New language is underlined; existing language is stricken through)

**Finding of Fact E is revised as follows:**

The Existing Stack has a remaining useful stacking life until ~~March 25, 2001~~ the date permitted by DEP rule requirements as limited by Chapter 62-673, F.A.C. (the "Phosphogypsum Management Rule"), with closure required by March 25, 2006. CFI has proposed to expedite closure by two (2) years pursuant to the terms and conditions of this DRI Development Order and will meet a March 25, 2004 closure date. The early closure of the Existing Stack will accelerate CFI's remediation of the groundwater contamination associated with the Existing Stack.

**Revise Specific Condition A.12.a. as follows:**

a. Prior to March 25, 1999, the Developer shall request authorization from the responsible regulatory authorities to begin placing phosphogypsum in the Construction Sequence I area. The Developer shall discontinue the hydraulic delivery of phosphogypsum to any unlined portion of the Existing Stack by the date permitted by DEP rule requirements ~~March 24, 1999, except as allowed by DEP to facilitate or expedite closure (but in no event later than March 25, 2001~~ January 31, 2004, except minimal amounts needed to complete leveling and stabilization for closure of the Existing Stack). However, if the Developer has timely sought and diligently pursued the appropriate authorization for the stacking of phosphogypsum in the Construction Sequence I area, but the responsible regulatory or approval agencies have not finally authorized the stacking of phosphogypsum in the Construction Sequence I area on or before March 25, 1999, then these deadlines shall automatically be extended for the additional period of time during which any such final authorizations have not been issued or are the subject of administrative or litigation proceedings commenced by parties other than the Developer, but in no event later than March 25, 2001.

**Section 3.** The provisions of Resolution No. R96-161 that are not amended by this Resolution shall remain in full force and effect.

**Section 4.** A certified copy of this Resolution, with all exhibits, shall be sent by Hillsborough County by certified mail, return receipt requested, to the Developer, the Florida Department of Community Affairs and Tampa Bay Regional Planning Council within thirty (30) days of its adoption by the Board.

**Section 5.** The Developer's Certification, attached hereto and incorporated herein by reference, affirms that copies of the Notification have been delivered to all persons by the developer as required by law.

**Section 6.** In the event that any portion or section of this Resolution is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this development order which shall remain in full force and effect.

**Section 7.** This Resolution shall become effective upon the date of transmittal to the parties specified in Section 380.07(2), F.S. CF Industries shall record a notice of the adoption of this Resolution in the Hillsborough County public records pursuant to the requirements set forth in Section 380.06(15)(F), F.S.

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk for the Circuit Court and Ex-officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of December 11, 2001 as same appears of record in Minute Book of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 18th day of December 2001.

ATTEST: RICHARD AKE, CLERK

By: Julene Gregory  
Deputy Clerk



APPROVED BY COUNTY ATTORNEY

BY: [Signature]

Approved As To Form And  
Legal Sufficiency.

**DEVELOPER'S CERTIFICATION**

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I hereby certify that on this day before me, the undersigned notary public authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared Tim Butts, as Representative for CF Industries, Inc., the applicant of the Notification of Proposed Change to a Previously Approved Development of Regional Impact (DRI) Subsection 380.06(19), Florida Statutes, for the Phosphogypsum Stack Expansion DRI #231 (NOPC), to me well known, who being by me first duly sworn, says upon oath as stated below:

1. Tim Butts, representing CF Industries, Inc., filed the NOPC on September 18, 2001.
2. The Notice of Change was filed with all persons as required by law.

Tim Butts  
Principal Planner  
Representative for CF Industries, Inc.

SWORN TO and SUBSCRIBED before me this 13 day of Dec., 2001, by Tim Butts, as Representative for CF Industries, Inc., and he is personally known to me.

Vivian B. Mathews  
Notary Public State of Florida  
Exp. Oct. 31, 2002  
CC 782068

Vivian B Mathews  
Notary Public  
Vivian B. Mathews  
Printed Name

My Commission Expires: 10-31-02

Richard Ake  
Clerk of the Circuit Court  
Hillsborough County, Florida



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

June 27, 1996

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

Re: Resolution No. R96-161 - Amending the Development Order for CF  
Industries (DRI #231)

Dear Mr. Butts:

Attached is a certified copy of referenced resolution, which was  
adopted by the Hillsborough County Board of County Commissioners on  
June 19, 1996.

We are providing this copy for your files.

Sincerely,

Linda Fryman  
Senior Manager, BOCC Records

LF:ADF

Attachment

Certified Mail

cc: Board files (orig.)

J. Thomas Beck, Florida Department of Community Affairs  
Kenneth E. Graves, Esq., Carlton, Fields, et al.

Vincent A. Marchetti, Senior Assistant County Attorney

Gene Boles, Director, Planning and Development Management

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of Resolution No. R96-161 Amending the Development Order for CF Industries (DRI #231) approved by the Board in its regular meeting of June 19, 1996, as the same appears of record in MINUTE BOOK 241 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 27th day of June, 1996.



RICHARD AKE, CLERK

By: *Harry M. ...*  
Deputy Clerk

Resolution No. R96-161

R E S O L U T I O N

A Resolution of the Board of County Commissioners of Hillsborough County, Florida, issuing a Development Order of approval with conditions for an Application for Development Approval of a Development of Regional Impact, known as the Phosphogypsum Stack System Expansion, submitted by CF Industries, Inc.; setting forth findings of fact, conclusions of law, and conditions of approval pursuant to Chapter 380, Florida Statutes; and establishing an Effective Date hereof.

Upon motion by Commissioner Berger, seconded by Commissioner Turanchik, the following Resolution was adopted by a vote of 6 to 0.

**WHEREAS**, it has been determined that the project described herein constitutes a Development of Regional Impact ("DRI") pursuant to the applicable thresholds set forth in Section 380.0561, Florida Statutes ("F.S."), and also pursuant to that certain Agreement dated December 5, 1995 by, between and among the Florida Department of Community Affairs ("DCA"), the Florida

Department of Environmental Protection ("DEP") and CF Industries, Inc. (sometimes referred to herein as "CFI", "Developer" or the "Applicant"); and

**WHEREAS**, in January, 1996, CFI filed an Application for Development Approval ("ADA") of a DRI with the Board of County Commissioners of Hillsborough County, Florida ("BOCC"), the Tampa Bay Regional Planning Council ("TBRPC"), and the Florida Department of Community Affairs ("DCA") pursuant to the provisions of Section 380.06, Florida Statutes ("F.S."); and

**WHEREAS**, the ADA proposed a phosphogypsum stack system expansion (as described herein) on approximately 576 acres, located in northeast Hillsborough County, east of State Road 39, approximately one (1) mile south of the Pasco County line, and contiguous with and immediately south of an existing chemical processing plant and an existing phosphogypsum stack system (as described herein) which are owned and operated by the Developer; and

**WHEREAS**, the proposed DRI project subject to the ADA lies wholly within the unincorporated area of Hillsborough County; and

**WHEREAS**, the BOCC as the governing body of the local government having jurisdiction pursuant to Section 380.06, F.S.,

is authorized and empowered to consider Applications for Development Approval for Developments of Regional Impact; and

**WHEREAS**, the public notice requirements of Section 380.06, F.S., have been satisfied; and

**WHEREAS**, the Zoning Hearing Master appointed pursuant to the Hillsborough County Land Development Code ("Code") has reviewed the ADA and has filed a recommendation on said ADA with the BOCC; and

**WHEREAS**, the BOCC on June 6, 1996 held a duly noticed public hearing on the ADA which hearing was continued until June 19, 1996 and has heard and considered testimony and other documents and evidence within the record made before the BOCC; and

**WHEREAS**, the BOCC has received and considered the report and recommendation of the TBRPC; and

**WHEREAS**, the BOCC has solicited, received and considered reports, comments and recommendations from interested citizens, the Hillsborough River Greenways Task Force, State, Regional and County agencies as well as the review and report of Hillsborough County Planning and Development Management ("HCPDM") Department.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA, IN REGULAR MEETING ASSEMBLED THIS 19TH DAY OF JUNE, 1996, THAT THE APPLICATION FOR DEVELOPMENT APPROVAL FOR THE PHOSPHOGYPSUM STACK SYSTEM EXPANSION SUBMITTED BY CFI IS HEREBY APPROVED WITH CONDITIONS, SAID APPROVAL BEING BASED UPON THE FOLLOWING FINDINGS OF FACT AND CONCLUSIONS OF LAW.

I. FINDINGS OF FACT

- A. The Developer operates an existing chemical processing plant (herein the "Plant") and a phosphogypsum stack system, as that term is defined in Chapter 62-673, Florida Administrative Code ("F.A.C.") (herein the "Existing Stack"), consisting of, in part, a lined cooling pond, a lined emergency surge pond, an unlined phosphogypsum stack, an underdrained channel stacking area and an unlined channel area. The Plant and the Existing Stack are located on the east side of State Road 39 in unincorporated Hillsborough County, Florida. The Plant has been in continuous operation since its construction in 1965.
- B. Existing permitted operations at the Plant include the production of phosphoric acid and other phosphate-related fertilizer products. Phosphate rock is delivered to the Plant where it is first ground into a water slurry and then

combined with sulfuric acid to produce phosphoric acid. The production of phosphoric acid generates calcium sulfate as a by-product. Calcium sulfate is a solid granular substance more commonly known as gypsum or phosphogypsum.

- C. The gypsum is in slurry form when it leaves the Plant. From the Plant, it is hydraulically pumped to the Existing Stack where the phosphogypsum particles settle out and the water from the slurried gypsum is decanted into a perimeter channel and returned for use in Plant operations.
  
- D. Groundwater contamination has previously occurred in association with the operation of the Existing Stack. CFI will remediate these groundwater quality impacts in accordance with the Feasibility Study and Remedial Action Plan approved by DEP. The Remedial Action Plan was approved by DEP on March 19, 1996.
  
- E. The Existing Stack has a remaining useful stacking life until March 25, 2001 as limited by Chapter 62-673, F.A.C. (the "Phosphogypsum Management Rule"), with closure required by March 25, 2006. CFI has proposed to expedite closure by two (2) years pursuant to the terms and conditions of this DRI Development Order. The early closure of the Existing Stack will accelerate CFI's remediation of the groundwater contamination associated with the Existing Stack.

- F. In order to continue operating the Plant, CFI must have additional phosphogypsum storage capacity.
- G. To provide for such additional phosphogypsum storage capacity, the Developer has proposed a phosphogypsum stack system expansion (the "Stack Expansion") on 576 acres, more or less, located in Hillsborough County, Florida, immediately south of and adjacent to the Existing Stack. Pursuant to Section 380.0561, F.S., and that certain Agreement dated December 5, 1995, by, between and among DCA, DEP and CFI, the Stack Expansion is a DRI.
- H. On January 5, 1996, the Developer submitted an ADA to Hillsborough County, Florida, the TBRPC and the DCA proposing the Stack Expansion. On February 23, 1996, the Developer submitted to those same agencies a submittal regarding the Stack Expansion entitled, "Sufficiency Responses/Supplemental Information" ("SR/SI"). The Developer has certified that full and complete copies of the ADA and SR/SI have been delivered to DCA, TBRPC, Hillsborough County and the other reviewing agencies. Hereinafter, the acronym "ADA" shall refer to the ADA and the SR/SI. CFI's authorized agent for this Project is A.L. Holmes, Jr., P.O. Box 1480, 2501 Bonnie Mine Road, Bartow, Florida 33831.

- I. The real property which is the subject of the ADA is legally described as set forth in "Exhibit A" (the "Property"). The Property consists of 576 acres, more or less, and is located immediately south of and adjacent to the Existing Stack. Three (3) associated, proposed restoration areas, although not part of the Property, are legally described in "Composite Exhibit B" and are referred to collectively herein as the "Restoration Areas."
- J. The Stack Expansion is not within an Area of Critical State Concern as designated pursuant to Section 380.05, F.S.
- K. The Stack Expansion was included as part of the Hillsborough River and Bay Ecosystem Demonstration Project which was authorized by the Florida Legislature in Chapter 95-275, The Laws of Florida. In furtherance of this project, the DEP, DCA and CFI entered into a Tri-Party Agreement regarding the Stack Expansion on December 5, 1995. The ADA and this DRI Development Order conform with the terms and conditions of that Tri-Party Agreement.
- L. Pursuant to Chapter 95-275, The Laws of Florida, a comprehensive review of the impacts generated by the Project also has been conducted by the Hillsborough County Environmental Protection Commission ("HCEPC"), the Hillsborough County City-County Planning Commission

("HCCCPC"), TBRPC and other Federal, State and Regional agencies, including but not limited to the Army Corps of Engineers ("ACOE"), United States Environmental Protection Agency ("USEPA"), Florida Game and Fresh Water Fish Commission ("FGFWFC"), DCA, DEP, the West Coast Regional Water Supply Authority and the Southwest Florida Water Management District ("SWFWMD"). Together with the HCPDM department, these entities and agencies are collectively referred to as the "Team Permitting Agencies".

M. The Stack Expansion has also been reviewed by the Hillsborough River Greenways Task Force ("HRGTF"). The HRGTF is a coalition of public, private, regulatory, environmental and corporate organizations and bodies formed to seek and implement programs for the permanent protection of the natural resources of the upper Hillsborough River Basin. The HRGTF presented a report entitled An Ecosystem Protection Plan for the Upper Hillsborough River: Issue Analysis, Action Plans and Recommendations, dated February 1995 (the "Task Force Report"), to the BOCC which report, in part, favorably addressed the Stack Expansion and an adaptive restoration strategy. The Task Force Report was unanimously accepted by the BOCC.

N. The Stack Expansion is a single phase project that is anticipated to be built in three (3) construction sequences.

Attached as "Exhibit C" to this DRI Development Order is a map depicting the approximate location of the proposed construction sequences and other elements of the Stack Expansion. Further, as recommended in the Task Force Report, this DRI Development Order also addresses certain alternatives which include lining and stacking phosphogypsum within the footprint of the Existing Stack.

- O. CFI will install a double geomembrane composite liner system (the "Liner System") as described herein for the Stack Expansion. As a result, the Stack Expansion will be a fully lined system that exceeds the present regulatory and statutory requirements.
- P. The Stack Expansion has an estimated useful service life of approximately 30 years.
- Q. For purposes of DRI review, the Stack Expansion is an industrial land use pursuant to Section 380.0651, F.S., and Chapter 28-24, F.A.C.
- R. In conjunction with the Stack Expansion, CFI has proposed to create, enhance or restore (herein collectively "restore" or "restoration") natural vegetation and wildlife habitat within three (3) proposed Restoration Areas as depicted on the Map attached hereto as "Exhibit D", and/or other

restoration efforts in the upper Hillsborough River Basin that are deemed appropriate pursuant to the terms of this DRI Development Order, thereby: a) mitigating the impacts of the Stack Expansion on wetlands and uplands within the footprint of the Stack Expansion; b) restoring and enhancing a greenway connection from State Road 39 east along the Blackwater Creek floodplain and between the Blackwater Creek floodplain and the Alston Tract to the north; and c) providing a net ecosystem benefit. Pursuant to both the Task Force Report and the requirements of the DRI Review/Team Permitting Agencies, CFI's restoration plans (as more particularly described herein) for the Restoration Areas are adaptive in nature and are, therefore, subject to modification as described in this DRI Development Order.

- S. Any restoration/enhancement performed by the Developer within the Restoration Area lands owned by Hillsborough County shall be subject to a separate resolution authorizing same.
  
- T. The Stack Expansion will have positive economic impacts in the form of construction employment and expenses relating to the Stack Expansion project itself, as well as the significant direct and indirect economic benefits associated with the continued operation of the Plant in Hillsborough County.

- U. As determined (1) in that certain Tri-Party Agreement dated December 5, 1995, by, between and among, DCA, DEP and CFI, and (2) by TBRPC in its preapplication review of the ADA, the Stack Expansion will not increase the burden on the existing public facilities of the region, including transportation facilities.
- V. Subject to the conditions of this DRI Development Order, the Stack Expansion will not adversely affect the state and regional resources identified in the State Comprehensive Plan, the State Land Development Plan, the TBRPC Future of the Region: Comprehensive Regional Policy Plan, and the TBRPC Strategic Regional Policy Plan. Further, it will not adversely impact adjacent jurisdictions or the availability of affordable housing.
- W. TBRPC, at the conclusion of its May 13, 1996 public meeting on its staff's review and recommendation of the ADA, voted unanimously to recommend approval of the Stack Expansion, with conditions, to the BOCC.
- X. The information and data contained within the ADA were sufficient for the BOCC to review the Stack Expansion as required by Section 380.06, F.S.

- Y. Prior to the adoption of this DRI Development Order, the BOCC has considered and approved certain changes to the Comprehensive Plan for the Future of Hillsborough (the "Hillsborough County Comprehensive Plan") which address the Stack Expansion.
- Z. Prior to the adoption of this DRI Development Order, the BOCC has considered and approved a "Planned Development-Industrial" rezoning , which rezoning allows for the Stack Expansion.
- AA. On June 6, 1996 and June 19, 1996, the BOCC held the required public hearing on the ADA, heard all testimony offered and received evidence and documents pertaining to the Stack Expansion including the reports and recommendations of the TBRPC, the HCPDM Department, and the Zoning Hearing Master.

## II. CONCLUSIONS OF LAW

- A. Based upon compliance with the terms and conditions of this DRI Development Order, the ADA, the reports, recommendations and testimony heard and considered by the Zoning Hearing Master, together with the reports, recommendations and testimony heard and considered by the BOCC, it is concluded that:

1. The proposed Stack Expansion is consistent with the adopted State Comprehensive Plan, as a whole;
2. The proposed Stack Expansion will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area;
3. The proposed Stack Expansion is consistent with the TBRPC Future of the Region: Comprehensive Regional Policy Plan and the TBRPC Strategic Regional Policy Plan;
4. The proposed Stack Expansion is consistent with the report and recommendations of the TBRPC submitted pursuant to Subsection 380.06(12), F.S.;
5. The proposed Stack Expansion is consistent with the Hillsborough County Comprehensive Plan and the local land development regulations; and
6. The proposed Stack Expansion is consistent with the goals and recommendations of the HRGTF as set forth in the Task Force Report.

- B. In considering whether the Stack Expansion should be approved subject to various conditions, restrictions and limitations contained in this DRI Development Order, Hillsborough County has considered the criteria stated in Chapter 380, F.S., including those in subsection 380.06(14), F.S. and Chapter 9J-2, F.A.C.
- C. After review by the BOCC of the various written and oral reports, memoranda and letters of the DRI Review/Team Permitting Agencies, the HRGTF and interested citizens, the BOCC concludes that impacts are adequately addressed pursuant to the requirements of Section 380.06, F.S., within the terms and conditions of this DRI Development Order and the ADA.
- D. The Stack Expansion and restoration activities as described in the ADA shall be subject to the terms of this DRI Development Order and shall not be subject to future Development of Regional Impact review pursuant to Section 380.06, F.S., unless the BOCC determines that any proposed changes to the Stack Expansion or restoration activities constitute a substantial deviation pursuant to Section 380.06(19), F.S. and the conditions herein. Alternatives to the restoration activities described in the ADA or herein which benefit the upper Hillsborough River Basin and which have been reviewed and commented upon by the HRGTF and the

Restoration Reviewing Agencies (as defined herein) and approved by DEP through the "Environmental Resource Permit" process shall not be deemed a substantial deviation.

- E. Based on amendments to the Hillsborough County Comprehensive Plan, Future Land Use Element and Map, which have been adopted prior to this DRI Development Order, the Stack Expansion is situated on land having both a Heavy Industrial and a Light Industrial Planned land use classification.

### III. GENERAL PROVISIONS

- A. This resolution shall constitute the DRI Development Order of Hillsborough County adopted in response to the ADA for the CFI Phosphogypsum Stack System Expansion DRI.
- B. The above stated recitals, findings of fact and conclusions of law are incorporated into and by this reference made a part of this DRI Development Order.
- C. The legal description of the Property set forth in "Exhibit A" is hereby incorporated into and by reference made a part of this DRI Development Order.
- D. All provisions contained within the ADA are hereby incorporated herein by this reference and shall be

considered conditions of this DRI Development Order unless inconsistent with the terms and conditions of this DRI Development Order, in which case the terms and conditions of this DRI Development Order shall control.

- E. Unless otherwise provided for in this DRI Development Order, the definitions contained in Chapter 380, F.S. shall govern and apply to this DRI Development Order.
- F. This DRI Development Order shall be binding upon the Developer and its assignees or successors in interest, including any entity which may assume any of the responsibilities imposed on the Developer by this DRI Development Order or any subsequent owner(s) of the Property. This DRI Development Order establishes conditions which are to be effected on tracts of land located outside of the Property. The tracts of land outside of the Property shall not be used by the Developer in contravention of the terms and conditions of this DRI Development Order; provided, however, the restoration obligations identified in this DRI Development Order as obligations of the Developer shall be binding on the Developer's successors in interest or assigns. Notwithstanding the foregoing provision, any restoration activities on tracts of land owned by Hillsborough County shall be specifically subject to and controlled by a separate resolution adopted by the BOCC

addressing restoration of County owned land consistent with the terms of this DRI Development Order.

- G. It is understood that any reference herein to any specific individual or governmental agency shall be construed to include 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 such individual, branch of government or governmental agency.
- H. For the purposes of this DRI Development Order, it is understood that any reference to the HRGTF herein shall be construed to include any future successor entity which: (i) includes a broad coalition of representatives from the public sector, private sector, corporate sector, together with regulatory, governmental and environmental organizations; (ii) which is a consensus building group; (iii) which, at this time, is without legislative mandate, corporate structure or ability to enforce any of its recommendations [these characteristics are taken from the definition of HRGTF in the Task Force Report at pg. iv and the Chairman's Introduction]; and (iv) which is designated by the HRGTF as its successor. If any successor to HRGTF does not meet the characteristics stated above, then, in that event, any DRI Development Order condition which requires action by HRGTF, is deemed to be satisfied upon

action by the Hillsborough County Administrator or the Administrator's designee.

- I. In the event any portion of this DRI Development Order shall be found to be unenforceable by a court of competent jurisdiction, and if the Developer and Hillsborough County mutually agree that the deletion of such provision(s) does not affect the overall intent (nor materially impair the benefits negotiated by each party hereunder), then, in that event, the remainder of this DRI Development Order shall remain in full force and effect.
  
- J. Whenever this DRI Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review, unless specifically provided otherwise, shall include all directly affected local governmental agencies and departments as are or may be designated by the BOCC to review developments as set forth under applicable laws and rules governing Developments of Regional Impact.
  
- K. In each instance in this DRI Development Order where the Developer is responsible for ongoing maintenance obligations, the Developer may, upon prior written consent of the Hillsborough County Administrator, which consent shall not be unreasonably withheld or denied, transfer any

or all of its maintenance responsibilities to an appropriate private or public body authorized to perform such responsibilities.

- L. Proposed development activity that constitutes a substantial deviation from the terms or conditions of this DRI Development Order under the terms of Section 380.06(19)(b), F.S., as it may be subsequently amended or superseded, or other proposed changes to the approved DRI which are determined to be substantial deviations pursuant to the criteria and procedure of Section 380.06(19), F.S., as it may be subsequently amended or superseded, shall result in further DRI review pursuant to Chapter 380.06, F.S., as it may be subsequently amended or superseded.
  
- M. The County Administrator of Hillsborough County (the "Administrator") or the Administrator's designee shall be responsible for monitoring and assuring compliance with all terms and conditions of this DRI Development Order. For purposes of this condition, the Administrator may rely upon or utilize information supplied by any Hillsborough County department or any of the applicable federal, state or local agencies having particular responsibility over the area or subject involved. The Administrator shall report to the BOCC any findings of deviation from the terms and conditions of this DRI Development Order. In the event of a deviation,

the Administrator may recommend that the BOCC establish a hearing to consider such deviations.

N. The Developer shall file an annual report in accordance with Section 380.06(18), F.S., and Rule 9J-2.025, F.A.C., (1995). The report shall be submitted on the DCA DRI Annual Report Form adopted for such purposes. Such report shall be due on the anniversary of the date of adoption of this DRI Development Order until such time as all terms and conditions of this DRI Development Order are satisfied. Such report shall be submitted to all statutorily required governmental agencies (including, without limitation, DCA, DEP, TBRPC and the HCPDM Department), the West Coast Regional Water Supply Authority, as well as the Administrator. The Administrator shall, after appropriate review, submit the report for review by the BOCC. The BOCC shall review the report for compliance with the terms and conditions of this DRI Development Order. The Developer shall be notified of any BOCC hearing wherein such report is to be reviewed. The receipt and review of such annual report by the BOCC shall not be considered a substitute or a waiver of any terms or conditions of this DRI Development Order. This report shall contain:

1. The information required by DCA to be included in the annual report, which information is described in Rule 9J-2.025, F.A.C. (1995);
  2. A statement setting forth the name(s) and address(es) of any assignee or successor in interest to the Developer in this DRI Development Order;
  3. Copy of the most recent proof or evidence of financial responsibility supplied by the Developer to DEP in accordance with Chapter 62-673, F.A.C.; and
  4. Any other reporting specifically required in this DRI Development Order.
0. The buildout date for the Stack Expansion is December 31, 2026 and this DRI Development Order shall expire on December 31, 2031. The Developer shall commence development of the Stack Expansion no later than March 25, 1997, provided that the Developer has timely received all necessary, final and nonappealable permits to do so. In the event that the Developer has not timely received all necessary, final and nonappealable permits to commence development of the Stack Expansion on or before March 27, 1997, for any reason beyond the Developer's control, then the development of the Stack Expansion shall commence within sixty (60) days after

receipt of all necessary, final and nonappealable permits to do so.

- P. The Stack Expansion approved hereby shall not be subject to down-zoning, or intensity reduction until December 31, 2026, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of this DRI Development Order have occurred, or that this DRI Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.
- Q. Any headings contained in this DRI Development Order are for informational purposes only and shall not be construed as limiting or defining any term or condition contained in this DRI Development Order.
- R. The Effective Date of this DRI Development Order shall be the date that the related Hillsborough County Comprehensive Plan Amendments (DCA No. 96-D1/Hillsborough County CPA No. 96-04 and CPA No. 96-06) become effective pursuant to the provisions of Chapter 163, Part II, F.S. (the "Effective Date"). The effectiveness of this DRI Development Order is contingent upon those comprehensive plan amendments taking effect. In addition, all actions tied to the Effective Date

of this DRI Development Order shall be tolled during any period this DRI Development Order may be on appeal pursuant to Section 380.07, F.S., or subject to any other judicial or administrative challenge, and during the pendency of administrative or judicial proceedings related to all permits necessary or required for the Stack Expansion.

- S. Within ten (10) days after adoption, a certified copy of this Resolution together with all exhibits hereto shall be transmitted by the ex officio Clerk to the BOCC by certified mail to DCA, TBRPC, the Developer and the Developer's designated representatives.
  
- T. Notice of the adoption of this DRI Development Order shall be recorded by the Developer in accordance with the provisions of Section 380.06(15)(f), F.S.
  
- U. In connection with all regulatory permits required in the future for the Stack Expansion, the Developer shall be required to comply with all laws, rules and regulations in effect at the time the Developer submits complete and sufficient permit application(s). However, except as expressly otherwise provided for herein, the laws, rules and regulations in effect as of the Effective Date of this DRI Development Order shall be deemed to be the applicable laws, rules and regulations for the purpose of interpreting all

other terms contained in this DRI Development Order, and the Developer shall retain its rights under Section 163.3167(8), F.S. (1995).

- V. Nothing in this DRI Development Order shall be interpreted as an implication or requirement for any governmental agency to issue any or all permits required by the Developer in connection with the Stack Expansion or the restoration activities identified herein.
- W. The Developer has certified that full and complete copies of the ADA have been delivered to all persons required by law pursuant to the "Developer's Affidavit" which is attached hereto as Exhibit E and is incorporated herein by this reference.

#### IV. Specific Conditions

##### A. Construction and Operation of the Stack Expansion

###### 1. Construction Sequences

The Stack Expansion is a single phase project that is anticipated to be built in three (3) separate construction sequences (the "Construction Sequences"). Each Construction Sequence shall consist of 160 acres, more or less. Construction Sequence I, Construction

Sequence II and Construction Sequence III of the Stack Expansion shall be located as shown on a map attached as "Exhibit C" hereto. The separate Construction Sequences of the Stack Expansion identified herein are not and shall not be considered phases for purposes of Chapter 380, F.S., and this DRI Development Order.

2. Subsurface Testing

In conjunction with the permitting of each Construction Sequence of the Stack Expansion and prior to commencing work on any of the Construction Sequences of the Stack Expansion, the Developer shall conduct a subsurface exploration for that proposed Construction Sequence consisting of, at a minimum, Ground Penetrating Radar Surveys and Standard Penetration Test ("SPT") borings, or the then best available technology, to locate and define subsurface features, if any, that may affect the integrity of the liner system. If any such subsurface features are discovered within the area of the Construction Sequence, then the Developer shall implement corrective actions in connection with these features to provide reasonable assurance, as determined by those governmental agencies with permit approval authority in the appropriate permitting process, that differential settlement under that construction sequence of the Stack Expansion will not adversely

affect the integrity of the Liner System. If reasonable assurance, as determined by those governmental agencies with permit approval authority in the appropriate permit process, cannot be given that an area where a subsurface feature was identified has been or can be stabilized, then the Stack Expansion shall either be redesigned to exclude the area from the footprint of the Stack Expansion or no further construction shall be permitted.

3. Response Plan

In conjunction with the permitting of each construction sequence of the Stack Expansion, the Developer shall submit a response plan which addresses measures which will be taken, (a) in the event of a sinkhole or any other breach of the liner system, and (b) in the event of a release of process water outside the stack containment system, to prevent, minimize or remediate environmental impacts. The plan shall be subject to review and approval by those governmental agencies with permit approval authority in the appropriate permitting process.

4. Water Quality

- a. The construction and subsequent operation of the Stack Expansion shall adhere to all applicable

regulatory and permitting requirements as to water quality; provided, however, any exceedances of applicable water quality standards that existed prior to the Stack Expansion shall not be construed as a violation of this DRI Development Order.

- b. In conjunction with the permitting of each Construction Sequence of the Stack Expansion, the Developer shall design and implement a groundwater monitoring program which shall be subject to review and approval by those governmental agencies with permit approval authority in the appropriate permitting process.
- c. The Developer shall implement a remedial action plan in the event contamination, (i) not existing prior to commencement of the Stack Expansion, (ii) resulting from the Stack Expansion, and (iii) in excess of applicable water quality standards, is detected and confirmed in the surface water or in the groundwater outside a permitted zone of discharge.
- d. The Developer shall coordinate with DEP and SWFWMD (within the scope of their permitting

review/approval authority) to ensure that the Stack Expansion does not cause any violation of the water quality standards applicable to Blackwater Creek, a designated Outstanding Florida Water body (OFW).

5. Installation of Liner System for the Stack Expansion

- a. The Liner system for the Stack Expansion shall consist of a double geomembrane composite liner as described in the ADA or an alternative system as described below that provides, at a minimum, equivalent protection.
- b. The Developer shall design and construct the Liner System (as described in the ADA) in Construction Sequences I, II and III in accordance with Chapter 62-673, F.A.C., and in a manner such that a continuous Liner System shall be maintained under the Stack Expansion..
- c. A minimum of 30 days prior to the initial installation of the liner, DEP and HCEPC shall be advised of the dates on which the Liner System installation for each Construction Sequence will begin so that DEP and the HCEPC may perform site inspections if desired.

d. The Developer shall retain the right to propose alternatives to the Liner System for Construction Sequence II or Construction Sequence III or both. The proposed alternative(s) to the Liner System must: (a) afford protection to the environment which is at least equivalent to that provided by the double geomembrane composite liner described in the ADA; (b) be consistent with all applicable permitting requirements; and (c) be approved by those governmental agencies with permit approval authority in the appropriate permitting process.

6. Abandonment of Wells in Footprint of Stack Expansion

The method employed for abandonment of wells located in the footprint of the Stack Expansion shall be reviewed and permitted by SWFWMD to ensure that those wells do not become hydraulic connectors to groundwater after abandonment. In conjunction with the permitting of each construction sequence where wells are located and must be abandoned, the Developer must provide reasonable assurance(s) to SWFWMD that the method used for abandonment will be sufficient to withstand the conditions and activities associated with the Stack Expansion. Notwithstanding the above, DEP may impose (staying within their review/approval purview)

additional requirements through the Stack Expansion permitting process.

7. Dewatering

In conjunction with the permitting of each Construction Sequence of the Stack Expansion, the Developer shall identify the locations of all dewatering activities. A final plan for disposition of groundwater withdrawals during dewatering and a water quality monitoring program shall be developed for all dewatering activities. If off-site discharge from dewatering activities is necessary, the discharge water quality shall meet applicable Ch. 62-302, F.A.C., surface water quality standards. Additionally, appropriate measures shall be taken to ensure that wetlands outside of the applicable construction sequence footprint are not adversely impacted by dewatering operations, unless authorized by those governmental agencies with permit approval authority in the appropriate permitting process.

8. Floodplain Mitigation

Floodplain mitigation to offset floodplain impacts for each Construction Sequence shall be provided prior to each expansion into the floodplain area. Adequate floodplain mitigation or other corrective measures

shall be provided so that no adverse impacts to off-site areas from flows and levels will result from storm events up to and including a 100-year, 24-hour design storm event. This condition shall not be deemed to prohibit the Developer from seeking to provide floodplain mitigation to offset floodplain impacts for Construction Sequence I and Construction Sequence II of the Stack Expansion simultaneously. In the event Developer provides floodplain mitigation to offset floodplain impacts for Construction Sequence I and Construction Sequence II simultaneously, then no further review of floodplain impacts shall be required until Developer seeks the regulatory approvals necessary for Construction Sequence III of the Stack Expansion. Such authorizations shall include a coordinated review of any construction impacts on the 100-year floodplain by those governmental agencies with permit approval authority during the appropriate permitting process.

9. Air Monitoring

- a. In conjunction with the permitting of the Construction Sequences I, II and III of the Stack Expansion, the Developer shall develop an air monitoring program, which shall be reviewed and approved by those governmental agencies with

permit approval authority during the appropriate permitting process, and which measures: (a) fluoride in vegetation samples, and (b) ambient air radon concentrations, to ensure compliance with applicable federal and state air emission standards. If ambient air quality monitoring demonstrates that emissions from the Stack Expansion cause a violation of applicable standards adopted by the U.S. Environmental Protection Agency, DEP, or HCEPC, the Developer shall take such actions as may be required by the above-named agencies to mitigate the situation.

- b. The Developer shall use best management practices during construction to control sediment and erosion from all disturbed areas until those areas are stabilized.

10. Footprint Minimization

a. Alternative Uses of Gypsum

As a part of the submittal of the application for the construction permit required by the Phosphogypsum Management Rule (Chapter 62-673, F.A.C.) for Construction Sequences II & III, the Developer shall file a comprehensive review with

DEP, HCEPC and the HCPDM Department of alternative disposal techniques and technologies and/or economically viable uses that may reduce or defer the stack expansion footprint (the "Alternatives Review"). This Alternatives Review shall include all pertinent, scientifically-based information solicited and received by the Developer from other various entities with recognized expertise in this regard. DEP, HCEPC and the HCPDM Department shall have the same timeframe to review the Alternatives Review as is provided to DEP to process phosphogypsum stack system construction permits in Chapter 62-673, F.A.C. If DEP, HCEPC, and/or the HCPDM Department are/is aware of proven and legal technologies or disposal methods that have not been considered in the Alternatives Review, DEP, HCEPC and/or the HCPDM Department shall advise the Developer and the Developer shall have 90 days to incorporate into its Alternatives Review the latest legal and proven gypsum technology information, as it relates to the Stack Expansion. This Alternatives Review shall consider sociological, environmental and economic factors. The Developer shall request that DEP incorporate or reference the Alternatives Review as a condition in the construction permit required by

the Phosphogypsum Management Rule for Construction Sequence II and Construction Sequence III.

b. Alternative Stacking Locations

Pursuant to the Task Force Report, the Developer shall evaluate, and pursue if appropriate and feasible, the stacking of phosphogypsum in alternative contiguous locations so as to potentially minimize the footprint of the Stack Expansion or defer the timing of future Construction Sequences. All technical aspects relating to the stack design and liner requirements for these alternative contiguous locations shall be subject to the review and approval of DEP through the permitting process required in Chapter 62-673, F.A.C.

c. No Amendment to DRI Development Order

Any reduction in the use of the maximum authorized footprint of the Stack Expansion shall not require an amendment to the DRI Development Order.

11. Water Use/Reuse

The Developer shall continue on an ongoing basis to evaluate ways to (a) maximize the reuse of wastewater from the City of Plant City or other sources,

(b) implement other innovative approaches to reduce consumptive water use that may become feasible over the life of the project, and (c) limit groundwater pumping for its operations at its Plant City Phosphate Complex, all in a manner consistent with any applicable environmental/water use permitting, remediation and other groundwater protection requirements.

12. Closure of Existing Stack

- a. Prior to March 25, 1999, the Developer shall request authorization from the responsible regulatory authorities to begin placing phosphogypsum in the Construction Sequence I area. The Developer shall discontinue the hydraulic delivery of phosphogypsum to any unlined portion of the Existing Stack by March 24, 1999, except as allowed by DEP to facilitate or expedite closure (but in no event later than March 25, 2001). However, if the Developer has timely sought and diligently pursued the appropriate authorization for the stacking of phosphogypsum in the Construction Sequence I area, but the responsible regulatory or approval agencies have not finally authorized the stacking of phosphogypsum in the Construction Sequence I area on or before March 25, 1999, then these deadlines shall automatically

be extended for the additional period of time during which any such final authorizations have not been issued or are the subject of administrative or litigation proceedings commenced by parties other than the Developer, but in no event later than March 25, 2001.

- b. Within 120 days after obtaining all necessary final permits to commence construction of Construction Sequence I of the Stack Expansion, the Developer shall submit to DEP a permit application which addresses the closure of the Existing Stack. Developer shall also provide HCEPC a complete copy of this permit application and this permit application shall be subject to review and comment by HCEPC.
  
- c. Provided that the Developer has received the necessary final, non-appealable permits and authorizations to begin placing phosphogypsum in the Construction Sequence I area of the Stack Expansion on or before March 25, 1999, the Developer shall have closed the existing unlined phosphogypsum stack in accordance with Chapter 62-673, F.A.C., by March 25, 2004. However, if the Developer has timely sought and diligently pursued

the appropriate authorization for the stacking of phosphogypsum in the Construction Sequence I area, but the responsible regulatory or approval agencies have not finally authorized the stacking of phosphogypsum in the Construction Sequence I area on or before March 25, 1999, then the Developer shall be required to close the existing unlined phosphogypsum stack within five (5) years after the date that the Developer has received the necessary final, non-appealable permits and authorizations to begin placing phosphogypsum in the Construction Sequence I area of the Stack Expansion, but in no event later than March 25, 2006. Developer shall use its best efforts to comply with the dates set forth above; provided, however, if the Developer believes it will be unable to close the Existing Stack on or before March 25, 2006, for any reason beyond the Developer's control, then the Developer shall notify the Administrator and DEP of this fact on or before September 25, 2005. Within sixty (60) days thereafter, the Developer shall request an amendment to this DRI Development Order to extend the date of closure for the Existing Stack. Provided that the delay in closure is in fact beyond the Developer's control, as found at the

public hearing before the BOCC to amend this DRI Development Order, then such an amendment shall not constitute a substantial deviation.

13. Closure of Stack Expansion

The Developer shall submit to those governmental agencies with permit approval authority during the appropriate permitting process a detailed closure plan for the Stack Expansion in accordance with Chapter 62-673, F.A.C. The plan shall be subject to approval by those governmental agencies with permit approval authority in the appropriate permitting process.

B. Restoration Areas

1. General Description

A Conceptual Restoration Plan ("CRP") was included in the ADA which described, in general terms, the proposed restoration of three (3) tracts of land located adjacent to or near the Property, but outside of the DRI boundary. These three (3) tracts of land are referred to herein as "Restoration Area A", "Restoration Area B", and "Restoration Area C" (Restoration Area A, Restoration Area B and Restoration Area C are collectively referred to herein as the "Restoration Areas"). The locations of the three (3)

Restoration Areas are depicted on a map attached hereto as "Exhibit D" and are legally described in "Composite Exhibit B" hereto.

Additional restoration activities (if any) in the upper Hillsborough River Basin that are reviewed and commented upon by the HRGTF and the Restoration Reviewing Agencies (as identified herein) and approved by those governmental agencies with permit approval authority in the Environmental Resource Permit process, shall not be deemed a substantial deviation to this DRI Development Order, nor shall this DRI Development Order need to be changed (except for such additional restoration activities addressed in Section IV.B.3.c. below).

2. Restoration Area A

Restoration Area A consists of 961 acres, more or less, and is located on land owned by the Developer adjacent to and contiguous with the eastern and southern boundaries of the Stack Expansion. Restoration Area A is subject to the Declaration of Restrictions ("Restoration Area A Declaration") dated September 21, 1995, as recorded in Official Records Book 7897, Page 1945 of the Public Records of Hillsborough County. This Restoration Area A Declaration is attached hereto

as "Exhibit F" and incorporated herein by reference. Pursuant to and as a condition to the adoption of this DRI Development Order, DCA and DEP shall have the same enforcement and other rights as were granted to Hillsborough County under the Restoration Area A Declaration. Within thirty (30) days of the Effective Date of this DRI Development Order, the Developer and Hillsborough County shall execute and record an amendment to the Restoration Area A Declaration in the Public Records of Hillsborough County, Florida which amendment shall provide DCA and DEP with the same enforcement and other rights as were granted to Hillsborough County in the Restoration Area A Declaration.

3. Restoration Area B

- a. Restoration Area B consists of 651 acres, more or less, and is located on land owned by Hillsborough County adjacent to and contiguous with the eastern boundary of Restoration Area A. By a separate Resolution, the BOCC may approve and consent to the use of Restoration Area B for restoration purposes pursuant to the CRP and the Task Force Report. In addition, the BOCC may, but shall not be obligated to, adopt, execute and record a Declaration of Restrictions on Restoration Area B

("Restoration Area B Declaration"). The Restoration Area B Declaration, if approved by the BOCC, shall: (i) be substantially similar to the Restoration Area A Declaration; (ii) provide DCA, DEP, the County and the Developer with such reasonable enforcement rights on Restoration Area B as may be agreed upon by those agencies or entities; and (iii) provide the Developer with the legal right to enter Restoration Area B to restore Restoration Area B in accordance with the CRP, the Detailed Restoration Plan and the Land Management Plan (as described herein). In the event that the BOCC fails to adopt, execute and record the Restoration Area B Declaration, then Restoration Area B may be protected by the BOCC for restoration consistent with this DRI Development Order by another mechanism deemed acceptable to the BOCC, DCA, DEP and the Developer, which mechanism shall be subject to review and comment by the HRGTF and the other Restoration Reviewing Agencies, as identified herein. After restoration by the Developer in accordance with the Detailed Restoration Plan, Hillsborough County shall maintain Restoration Area B in accordance with the Restoration Area B Declaration or the alternative mechanism adopted by the BOCC for the protection

of Restoration Area B as provided above, and the applicable provisions of the CRP, the Detailed Restoration Plan and the Land Management Plan.

- b. Any delay in the approval of a Resolution consistent with the forgoing provision pertaining to Restoration Area B or a failure to pass such a resolution shall not affect the rights and obligations of the Developer as set forth in this DRI Development Order, except as they relate specifically to Restoration Area B.
  
- c. In the event that the BOCC fails to enact a resolution allowing the Developer to restore Restoration Area B as contemplated in the ADA and this DRI Development Order within ninety (90) days after the date of adoption of this DRI Development Order (unless this time frame is extended by the BOCC with the consent of the Developer, the HRGTF and the Restoration Reviewing Agencies, as defined herein), then in lieu of restoring Restoration Area B, the Developer shall perform alternative and/or additional restoration activities. Such alternative and/or additional restoration activities shall: (a) be in the upper Hillsborough River Basin; (b) be of an equivalent

net ecosystem benefit as Restoration Area B; (c) be performed by the Developer at its sole cost and expense, but within and as part of the overall \$5.0 million budget for the proposed restoration activities described herein; (d) be reviewed and commented upon by the HRGTF and the Restoration Reviewing Agencies (as defined herein); (e) be approved by those governmental agencies with permit approval authority in the Environmental Resource Permitting process; (f) be subject to FGFWFC's letter approval as to the wild animal and fresh water aquatic species and habitat aspects of the DRP/LMP pursuant to the authority granted to the FGFWFC in Article IV, Section 9, Florida Constitution; and (g) require an amendment to this DRI Development Order, but such amendment shall not be deemed a substantial deviation. The Developer, HRGTF, and the Restoration Reviewing Agencies shall meet regarding alternative and/or additional activities in lieu of Restoration Area B activities, within sixty (60) days after receiving notice from Hillsborough County that the County is unable to allow the Developer to restore Restoration Area B, which notice shall be issued immediately after the expiration of the ninety (90) day period described above (unless extended

as provided above). The commencement of Construction Sequence I of the Stack Expansion shall not be delayed in the event alternative and/or additional restoration activities in lieu of restoring Restoration Area B has not been approved through the procedure set forth above. However, the Developer shall not be entitled to commence either Construction Sequence II or Construction Sequence III of the Stack Expansion until alternative and/or additional restoration activities have been approved in lieu of Restoration Area B.

4. Restoration Area C

Restoration Area C consists of 248 acres, more or less, and is located on land owned by the Developer adjacent to and contiguous with the western boundary of the Stack Expansion/DRI boundary. Prior to the approval of this DRI Development Order, Restoration Area C has been classified as an "Agricultural" land use pursuant to the Hillsborough County Comprehensive Plan Future Land Use Element and Map. Upon completion of: (1) all restoration activities in Restoration Area C, pursuant to the criteria set forth in the Detailed Restoration Plan and Land Management Plan described elsewhere in this DRI Development Order, and (2) the gypsum stacking

within the Construction Sequence II area, the Developer shall apply for a Comprehensive Plan Future Land Use Map Amendment to reclassify Area C into the "Natural Preservation" Future Land Use Map category or the corresponding land use category that may exist at that time. In the event that: (a) all restoration activities have been completed in Restoration Area C; (b) all gypsum stacking in Construction Sequence II has been completed; and (c) the comprehensive plan amendment has not been adopted by the BOCC and/or approved by DCA, then Restoration Area C shall remain in a perpetual natural state as if it were subject to the "Natural Preservation" land use classification through a Declaration of Restrictions recorded in the Public Records of Hillsborough County, Florida, which grants reasonable enforcement rights to Hillsborough County, DCA and DEP.

5. Detailed Restoration Plan and Land Management Plan

At least thirty (30) days prior to submission of the Environmental Resource Permit ("ERP") application, the Developer shall submit an adaptive Detailed Restoration Plan ("DRP") consistent with: (a) the CRP, and (b) the goals and objectives of the HRGTF as set forth in the Task Force Report. The DRP shall be provided to DCA, TBRPC, DEP, FGFWFC, HCEPC, ACOE, SWFWMD and the HCPDM

Department (the "Restoration Reviewing Agencies") for review and comment. The DRP shall also be provided to the HRGTF for review and comment as to whether the DRP is consistent with the Task Force Report. Any comments from the above-named agencies and entities shall be provided to the Developer and DEP in accordance with the ERP approval time frames and the DRP shall be reviewed and approved concurrently with and as a part of the ERP. Pursuant to the authority granted to the FGFWFC in Article IV, Section 9, Florida Constitution, the initial DRP/LMP shall be subject to FGFWFC's letter approval as to the wild animal and fresh water aquatic species and habitat aspects of the DRP/LMP. As part of the DRP, the Developer shall include an adaptive Land Management Plan ("LMP") for the Restoration Areas. The Developer shall submit the ERP to DEP within 90 days of the Effective Date of this DRI Development Order.

The DRP/LMP shall include a commitment of the Developer to spend \$5.0 million over an approximate ten (10) year period on restoration activities in the Restoration Areas described above or such alternative and/or additional restoration activities in the upper Hillsborough River Basin as may be (1) reviewed and commented upon by the HRGTF and the Restoration Reviewing Agencies, and (2) approved by FGFWFC (as

described above) and those governmental agencies with ERP approval authority. The \$5.0 million shall be used for the actual expenditures by the Developer on restoration activities described in the DRP/LMP and shall not include attorneys' fees, the Developer's allocated overhead in connection with the implementation of an approved DRP/LMP, or the initial cost of developing and receiving initial approval of the DRP/LMP.

The DRP/LMP shall detail restoration activities to advance the technology of upland and wetland restoration by setting in place those natural conditions conducive to the establishment of a long-term successional pattern. The Developer shall design and implement a process that should ultimately result in a pyrogenic community dominated by native species. The process, at a minimum, shall include: (1) the elimination of cattle from Restoration Areas A, B & C, (2) the elimination of pasture grass existing on the uplands in Restoration Areas A, B & C, (3) the planting and/or seeding of native vegetation for upland and wetland communities, and (4) the improvement of the site hydrology by the blocking of existing drainage ditches from site wetlands.

The failure of the Developer to comply with these commitments and requirements as described above in this Section IV.B.5 of the DRI Development Order regarding the DRP/LMP shall subject the Stack Expansion to a substantial deviation determination pursuant to Section 380.06, Florida Statutes.

6. Compensation Requirements

The DRP shall provide that the ERP compensation and/or mitigation requirements resulting from the Stack Expansion shall be such that a net ecosystem benefit is achieved.

7. Water Quality Monitoring in the Restoration Areas

As part of the DRP, the Developer shall develop a surface water quality sampling program within 90 days of the Effective Date of this DRI Development Order, for the purpose of monitoring any potential changes to water quality in the Restoration Areas. The Developer shall monitor five percent (5%) of the existing wetlands located in Sections 4, 7, 8 and 9, (the "Monitored Wetlands"). The Monitored Wetlands shall include at least one (1) representative wetland located in each of the three (3) Restoration Areas. Samples shall be collected and analyzed semiannually (dry season/wet season) for the first five (5) years of

restoration activities. The results of the sampling program shall be summarized in the DRI Annual Report and the full analyses of the sampling results shall be made available to any of the Restoration Reviewing Agencies, and the HRGTF, upon request to the Developer.

8. Wildlife

The DRP shall include a program for inventorying target wildlife, as such wildlife is defined by those governmental agencies with permit approval authority in the appropriate permitting process.

9. Upland Creation, Preservation and Enhancement

As part of the Developer's efforts to achieve a net ecosystem benefit, the restoration activities addressed in the DRP shall include upland creation, preservation or enhancement utilizing a holistic approach that compensates for wetlands and/or significant upland habitat displaced by the Stack Expansion.

10. Modification to Plans

The DRP and LMP shall be "adaptive" plans, and, therefore, subject to modification with: (1) the consent of the Developer; (2) review and comment by the HRGTF and the Restoration Reviewing Agencies; and (3) approval by those governmental agencies with ERP

approval authority. At least sixty (60) days prior to the due date of the first DRI Annual Report after the approval of the ERP, the Developer shall submit to the HRGTF and the Restoration Reviewing Agencies a report summarizing the restoration activities, restoration expenses and expenditures, and the results of monitoring over the prior year. This report shall also include proposed restoration activities for the following year. At least thirty (30) days prior to the due date of such DRI Annual Report, the Developer, the HRGTF and the Restoration Reviewing Agencies shall meet to consider the Developer's draft report on restoration activities. After this meeting, the Developer shall finalize its "Annual Restoration Report." The Annual Restoration Report shall be included in the DRI Annual Report. If the Annual Restoration Report includes any proposed restoration activities requiring modification(s) to the DRP/LMP, which are: (1) consented to by the Developer; and (2) reviewed and commented upon by the HRGTF and the Restoration Reviewing Agencies, then the Developer shall propose such modification(s) to the ERP for the Stack Expansion. The Developer shall be required to provide these draft reports to and meet with the HRGTF and the Restoration Reviewing Agencies on an annual basis in formulating the Annual Restoration Report for a period

of ten (10) years from the date of approval of the  
DRP/LMP.

11. Acts of God and Others

The Developer shall not be responsible for any failure to achieve the goals and objectives set forth in the CRP, DRP or LMP resulting from events or actions outside of the control of Developer including, without limitation, fires, hurricanes, tornadoes or other natural disasters or Acts of God, or acts of third parties or persons (excluding any action or omissions of the Developer, but including any actions or omissions of any governmental or quasi-governmental agencies or instrumentalities) on land outside of the Property.

C. Archaeological & Historical Resources

The discovery of any historical or archaeological resources shall be reported to the Florida Division of Historical Resources and the disposition of such resources shall be determined in cooperation with the Division of Historical Resources and Hillsborough County.

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of June 19, 1996, as the same appeared of record in Minute Book 241 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 27th day of June, 1996.



RICHARD AKE, CLERK

*Harry Melton*  
Deputy Clerk

*[Faint, illegible text and signature]*

EXHIBIT "A"

DESCRIPTION: (WRITTEN)

BEING A PART OF SECTIONS 5, 6, 7 AND 8 OF TOWNSHIP 27 SOUTH, RANGE 22 EAST, HILLSBOROUGH COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF BEGINNING COMMENCE AT THE SOUTHEAST CORNER OF SECTION 5, TOWNSHIP 27 SOUTH, RANGE 22 EAST, THENCE PROCEED NORTH 00 DEGREES 40 MINUTES 52 SECONDS WEST ALONG THE EAST BOUNDARY OF SAID SECTION 5, FOR A DISTANCE OF 634.38 FEET, THENCE SOUTH 89 DEGREES 19 MINUTES 08 SECONDS WEST FOR A DISTANCE OF 38.04 FEET, THENCE SOUTH 56 DEGREES 04 MINUTES 58 SECONDS WEST FOR A DISTANCE OF 1042.23 FEET, THENCE NORTH 77 DEGREES 56 MINUTES 54 SECONDS WEST FOR A DISTANCE OF 765.27 FEET, THENCE NORTH 78 DEGREES 36 MINUTES 45 SECONDS WEST FOR A DISTANCE OF 117.85 FEET, THENCE NORTH 83 DEGREES 07 MINUTES 26 SECONDS WEST FOR A DISTANCE OF 90.06 FEET, THENCE SOUTH 89 DEGREES 44 MINUTES 15 SECONDS WEST FOR A DISTANCE OF 142.58 FEET, THENCE SOUTH 77 DEGREES 21 MINUTES 31 SECONDS WEST FOR A DISTANCE OF 103.66 FEET, THENCE SOUTH 70 DEGREES 58 MINUTES 02 SECONDS WEST FOR A DISTANCE OF 206.70 FEET, THENCE SOUTH 72 DEGREES 51 MINUTES 45 SECONDS WEST FOR A DISTANCE OF 133.10 FEET, THENCE SOUTH 86 DEGREES 01 MINUTES 35 SECONDS WEST FOR A DISTANCE OF 816.70 FEET, THENCE NORTH 89 DEGREES 25 MINUTES 48 SECONDS WEST FOR A DISTANCE OF 279.13 FEET, THENCE NORTH 84 DEGREES 11 MINUTES 13 SECONDS WEST FOR A DISTANCE OF 199.57 FEET, THENCE NORTH 89 DEGREES 16 MINUTES 40 SECONDS WEST FOR A DISTANCE OF 229.45 FEET, THENCE SOUTH 89 DEGREES 51 MINUTES 43 SECONDS WEST FOR A DISTANCE OF 1699.02 FEET, THENCE NORTH 00 DEGREES 36 MINUTES 35 SECONDS EAST FOR A DISTANCE OF 512.23 FEET, THENCE NORTH 82 DEGREES 46 MINUTES 45 SECONDS WEST FOR A DISTANCE OF 29.05 FEET, THENCE SOUTH 72 DEGREES 10 MINUTES 32 SECONDS WEST FOR A DISTANCE OF 216.73 FEET, THENCE NORTH 89 DEGREES 09 MINUTES 55 SECONDS WEST FOR A DISTANCE OF 769.31 FEET, THENCE NORTH 47 DEGREES 33 MINUTES 50 SECONDS WEST FOR A DISTANCE OF 267.08 FEET, THENCE NORTH 31 DEGREES 32 MINUTES 59 SECONDS WEST FOR A DISTANCE OF 202.24 FEET, THENCE SOUTH 87 DEGREES 33 MINUTES 17 SECONDS WEST FOR A DISTANCE OF 415.38 FEET, THENCE SOUTH 75 DEGREES 34 MINUTES 47 SECONDS WEST FOR A DISTANCE OF 225.88 FEET, THENCE SOUTH 73 DEGREES 53 MINUTES 00 SECONDS WEST FOR A DISTANCE OF 139.02 FEET, THENCE SOUTH 01 DEGREES 30 MINUTES 26 SECONDS WEST FOR A DISTANCE OF 880.65 FEET TO A POINT ON A LINE BEING 100.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH BOUNDARY OF THE NORTHEAST 1/4 OF AFORESAID SECTION 7, THENCE SOUTH 89 DEGREES 24 MINUTES 51 SECONDS EAST ALONG SAID LINE, FOR A DISTANCE OF 1724.14 FEET TO A POINT ON A LINE BEING 675.00 FEET WEST OF AND PARALLEL WITH THE EAST BOUNDARY OF AFORESAID SECTION 7, THENCE SOUTH 00 DEGREES 05 MINUTES 55 SECONDS WEST ALONG SAID LINE, FOR A DISTANCE OF 510.00 FEET, THENCE SOUTH 89 DEGREES 24 MINUTES 51 SECONDS EAST FOR A DISTANCE OF 425.00 FEET TO A POINT ON A LINE BEING 250.00 FEET WEST OF AND PARALLEL WITH THE EAST BOUNDARY OF SAID SECTION 7, THENCE SOUTH 00 DEGREES 05 MINUTES 55 SECONDS WEST ALONG SAID LINE, FOR A DISTANCE OF 3407.54 FEET TO A POINT ON A LINE BEING 1320.00 FEET NORTH OF AND PARALLEL WITH THE SOUTH BOUNDARY OF THE SOUTHEAST 1/4 OF SAID SECTION 7, THENCE SOUTH 89 DEGREES 50 MINUTES 23 SECONDS EAST ALONG SAID LINE, FOR A DISTANCE OF 250.00 FEET TO THE EAST BOUNDARY OF SAID SECTION 7, THENCE NORTH 89 DEGREES 17 MINUTES 05 SECONDS EAST ALONG A LINE BEING 1320.00 FEET NORTH OF AND PARALLEL WITH THE SOUTH BOUNDARY OF AFORESAID SECTION 8, FOR A DISTANCE OF 5319.49 FEET TO THE EAST BOUNDARY OF SAID SECTION 8, THENCE NORTH 00 DEGREES 27 MINUTES 40 SECONDS EAST ALONG SAID EAST BOUNDARY, FOR A DISTANCE OF 3972.17 FEET TO THE POINT OF BEGINNING.

N.00°40'52"W. 634.38'

EAST BOUNDARY OF SECTION 8, TOWNSHIP 27 SOUTH, RANGE 22 EAST.

COMPOSITE EXHIBIT "B"

PAGE 2 OF 3

RESTORATION AREA "B"

THE EAST 1/2 OF SECTION 4 AND THE EAST 1/2 OF SECTION 9, TOWNSHIP  
27 SOUTH, RANGE 22 EAST, HILLSBOROUGH COUNTY, FLORIDA.

COMPOSITE EXHIBIT "B"

Page 1 of 3

RESTORATION AREA "A"

DESCRIPTION: (WRITTEN) FOR "BUFFER ZONE"  
THE WEST 1/2 OF SECTION 4, TOWNSHIP 27 SOUTH, RANGE 22  
EAST, LESS THE WEST 200.00 FEET THEREOF,  
AND THE WEST 1/2 OF SECTION 9, TOWNSHIP 27 SOUTH, RANGE 22  
EAST, LESS THAT PART THEREOF DESCRIBED AS FOLLOWS: FOR A  
POINT OF BEGINNING COMMENCE AT THE NORTHWEST CORNER OF  
SAID SECTION 9, THENCE PROCEED N.89°58'27" E. ALONG THE  
NORTH BOUNDARY OF SAID SECTION 9, FOR A DISTANCE OF 200.00  
FEET, THENCE S.00°40'52" E. FOR A DISTANCE OF 959.59 FEET,  
THENCE S.89°45'21" W. FOR A DISTANCE OF 219.14 FEET TO THE  
WEST BOUNDARY OF AFORESAID SECTION 9, THENCE N.00°27'40"  
E. ALONG SAID WEST BOUNDARY, FOR A DISTANCE OF 960.40 FEET  
TO THE POINT OF BEGINNING.  
AND THE SOUTH 1320.00 FEET OF SECTION 8, TOWNSHIP 27  
SOUTH, RANGE 22 EAST,  
AND THAT PART OF SECTION 7, TOWNSHIP 27 SOUTH, RANGE 22  
EAST DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE  
COMMENCE AT A 4" BY 4" CONCRETE MONUMENT STAMPED "PLS  
1006", REFERENCED BY CERTIFIED CORNER RECORD DOCUMENT  
NO.0025384, OCCUPYING THE NORTH 1/4 CORNER OF SAID SECTION  
7, THENCE PROCEED S. 00°05'42" W. FOR A DISTANCE OF 653.55  
FEET TO A 4" BY 4" CONCRETE MONUMENT, THENCE N.89°54'16"  
W. FOR A DISTANCE OF 1747.45 FEET TO A 4" BY 4" CONCRETE  
MONUMENT ON THE EASTERLY RIGHT OF WAY LINE OF THE CSX  
TRANSPORTATION, INC. RAILROAD (SAID LINE BEING 100.00 FEET  
MEASURED AT RIGHT ANGLES OFF THE CENTERLINE OF MAIN  
TRACK), THENCE S.09°31'17" E. ALONG SAID EASTERLY RIGHT OF  
WAY LINE, FOR A DISTANCE OF 141.72 FEET TO THE POINT OF  
BEGINNING, THENCE CONTINUE S.09°31'17" E. ALONG SAID  
EASTERLY RIGHT OF WAY LINE, FOR A DISTANCE OF 4626.19 FEET  
TO THE SOUTH BOUNDARY OF SAID SECTION 7, THENCE DEPARTING  
SAID EASTERLY RIGHT OF WAY LINE, S.89°51'13" E. ALONG SAID  
SOUTH BOUNDARY FOR A DISTANCE OF 951.48 FEET TO A 4" BY 4"  
CONCRETE MONUMENT, STAMPED "PLS 1006", OCCUPYING THE SOUTH  
1/4 CORNER OF SAID SECTION 7, THENCE S.89°50'23" E. FOR A  
DISTANCE OF 2640.12 FEET TO THE SOUTHEAST CORNER OF SAID  
SECTION 7, THENCE N.00°05'54" E. ALONG THE EAST BOUNDARY  
OF SAID SECTION 7, FOR A DISTANCE OF 1320.00 FEET, THENCE  
N.89°50'23" W. FOR A DISTANCE OF 2476.34 FEET TO A POINT  
ON A LINE WHICH IS 1320.00 FEET EASTERLY OF, MEASURED AT  
RIGHT ANGLES OFF THE AFORESAID EASTERLY RIGHT-OF-WAY LINE OF  
THE CSX TRANSPORTATION, INC. RAILROAD, THENCE N.09°31'17" W.  
ALONG SAID LINE, FOR A DISTANCE OF 3279.26 FEET, THENCE  
N.79°52'49" W. FOR A DISTANCE OF 164.81 FEET, THENCE N.83°  
15'23" W. FOR A DISTANCE OF 540.72 FEET, THENCE S.83°  
54'08" W. FOR A DISTANCE OF 405.67 FEET, THENCE S.80°  
18'09" W. FOR A DISTANCE OF 220.74 FEET, THENCE S.87°  
24'09" W. FOR A DISTANCE OF 20.16 FEET TO THE POINT OF  
BEGINNING, ALL LYING AND BEING IN HILLSBOROUGH COUNTY,  
FLORIDA.

**COMPOSITE EXHIBIT "B"**

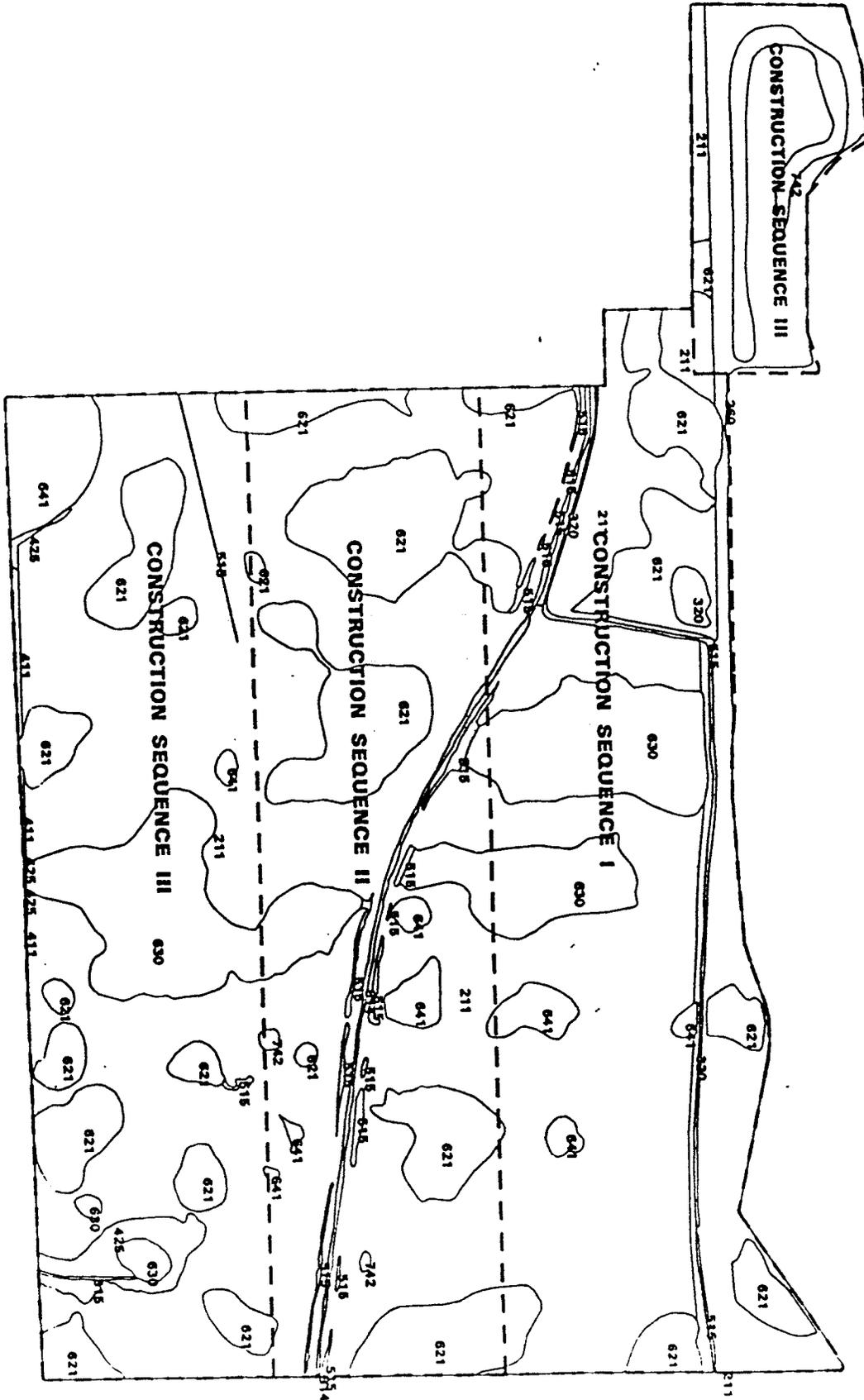
PAGE 3 OF 3

**RESTORATION AREA "C"**

ALL OF SECTION 7, TOWNSHIP 27 SOUTH, RANGE 22 EAST, LESS AND EXCEPT THAT PORTION OF SECTION 7 LEGALLY DESCRIBED IN EXHIBIT "A" TO THIS DRI DEVELOPMENT ORDER, AND THAT PORTION OF SECTION 7 LEGALLY DESCRIBED ON PAGE 1 OF THIS COMPOSITE EXHIBIT "B" WHICH CONSTITUTES "RESTORATION AREA A".

EXHIBIT "C"

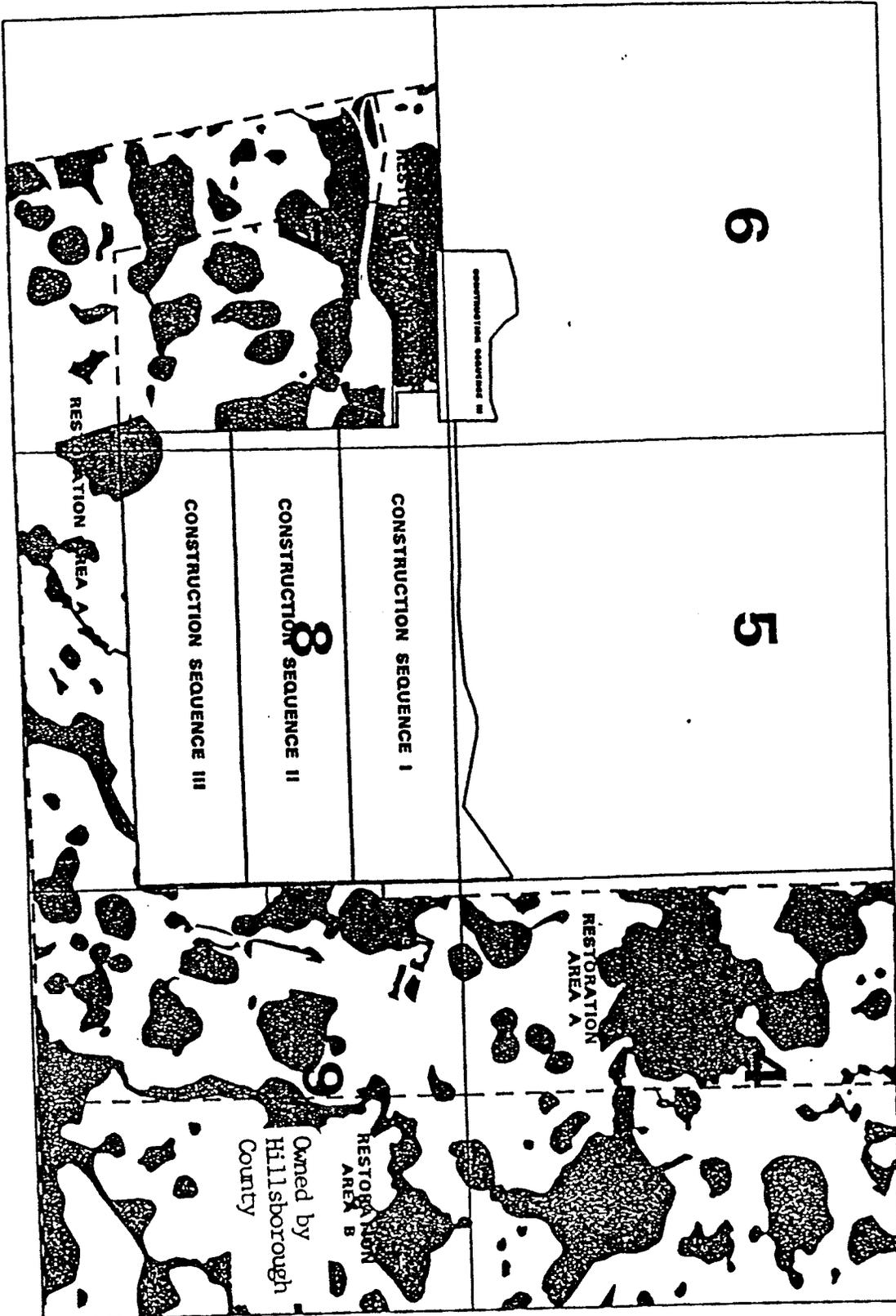
\\sr\local\gis\files\0878\018\448\cod\_bra\map\_11.map



SOURCE: BRA FIELD VERIFIED/AERIAL INTERPRETED GIS DATA SET

EXHIBIT "D"

user/reco/gisfiles/0676/016/646/road\_bra/enhance\_map



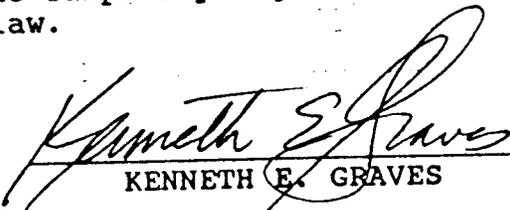
**EXHIBIT "E"**

**A F F I D A V I T**

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I hereby certify that on this day, before me, the undersigned officer, authorized in the State and County named above to administer oaths and take acknowledgements, personally appeared Kenneth E. Graves, attorney for CF Industries, Inc., the applicant/owner for an Application of Development Approval of a Development of Regional Impact ("DRI") for a Phosphogypsum Stack System Expansion (the "Stack Expansion DRI"), to me well known, who, being first duly sworn, says upon oath the following:

1. CF Industries, Inc. filed its Application for Development Approval and Team Permitting Package ("ADA") for the Stack Expansion DRI on January 5, 1996.
2. CF Industries filed its Sufficiency Response and Supplemental Information ("SR/SI") for the Stack Expansion DRI on February 23, 1996 (the ADA and the SR/SI are collectively referred to herein as the "Application").
3. The aforementioned Application was filed with Hillsborough County, the State of Florida Department of Community Affairs and the Tampa Bay Regional Planning Council as required by law.

  
 \_\_\_\_\_  
 KENNETH E. GRAVES

SWORN AND SUBSCRIBED to before me this 19th day of June, 1996.

My Commission Expires:

(AFFIX NOTARY SEAL)

  
 \_\_\_\_\_  
 (Signature)  
 Name: Susan M. Peterson  
 (Legibly Printed)

Notary Public  
State of Florida at Large



SUSAN M. PETERSON  
 MY COMMISSION # CC267311 EXPIRES (Serial Number, if any)  
 March 18, 1997  
 BONDED THRU TROY F.A.N. INSURANCE, INC.

4/18/95

EXHIBIT "F"

This document prepared by  
~~and to be returned to:~~  
Ruth Barnes Himes  
Carlton, Fields, Ward, Emmanuel,  
Smith, & Cutler, P.A.  
P.O. Box 3239  
Tampa, Florida 33601

RICHARD AKE  
CLERK OF CIRCUIT COURT  
HILLSBOROUGH COUNTY

Return To:  
CHICAGO TITLE INSURANCE CO. ✓  
4650 W. Kennedy Blvd., Ste. 239  
Tampa, FL 33609

JS/95-0556

DECLARATION OF RESTRICTIONS

CF Industries, Inc., a Delaware corporation, the owner of the land more particularly described in Schedule A annexed hereto and made a part hereof by reference (the "Property"), hereby imposes permanent restrictions on the uses permitted on the Property and declares that from and after the date that exclusive possession of the Property is delivered to CF Industries (the "Effective Date"), the Property shall be used only as a Conservation Corridor to promote the conservation of biological diversity and renewable natural resources in a manner solely or primarily designed to protect, maintain or restore nature landscapes and ecosystems and associated native biological diversity of the Hillsborough River Basin consistent with the findings and recommendations contained in a report dated February, 1995 prepared by The Hillsborough River Greenways Task Force entitled "An Ecosystem Protection Plan for the Upper Hillsborough River: Issue Analyses, Action Plans and Recommendations" (herein the "February 1995 Greenways Task Force Plan").

In connection therewith, CF Industries, Inc. hereby agrees and declares that only the following uses shall be permitted upon the Property:

1. Protection, restoration or enhancement of Wetlands to facilitate the improvement of water quality and quantity of water flow into the Hillsborough River and to attempt to assure ecologically sustainable water supply options for Hillsborough County and restoration and/or enhancement of uplands in a manner so as to improve the overall function of the corridor hereby created consistent with the findings and recommendations contained in the February 1995 Greenways Task Force Plan;

1995 SEP 22 AM 11 26

90641000

2. Wildlife Corridor enhancement to integrate the Property, and to preserve and enhance use of the Property, as a Conservation Corridor of natural and semi-natural habitat to facilitate the movement of wildlife via inclusion of the Property as a portion of integrated upland and wetland habitations in a manner consistent with the findings and recommendations contained in the February 1995 Greenways Task Force Plan;
3. Mitigation and remediation of impacts of inconsistent uses of adjoining lands owned by CF Industries, Inc.;
4. Access by the owner of the Property and its duly authorized agents, contractors and representatives to perform the work necessary to effect and protect such uses of the Property; and
5. Access by Hillsborough County, a political subdivision of the State of Florida, and its duly authorized agents, for the sole purpose of verifying that the Property is being used in a manner consistent with this Declaration of Restrictions; provided, however, such access shall be granted only after prior written notice to the owner of the Property, and only if the duly authorized agent or representative of Hillsborough County is also accompanied by an employee or representative of the owner of the Property. The owner of the property agrees to make a representative available to accompany the County's designated agent. No such access shall be permitted that interferes unreasonably with authorized uses of adjacent properties.

The foregoing restrictions are intended to create a perpetual conservation corridor upon the Property to enhance management and protection of the ecosystem of the Hillsborough River Basin and to benefit, preserve, and promote the conservation and restoration of the Hillsborough River Basin in accordance with the findings and recommendations contained in the February 1995 Greenways Task Force Plan.

The covenants and restrictions contained in this Declaration of Restrictions are made in satisfaction of certain requirements contained in the Agreement for Exchange of Property by and between CF Industries, Inc. and Hillsborough County, a political subdivision of the State of Florida (the "Agreement"), which Agreement was approved by the Board of County Commissioners of Hillsborough County, Florida pursuant to Hillsborough County Board of County Commissioners Resolution No. R95-173 (the "Resolution"). A true and complete copy of the Resolution, the

Agreement and all exhibits thereto containing the terms and conditions of the land exchange is attached hereto as Schedule "B" and is incorporated herein by this reference.

The covenants and restrictions contained in this Declaration of Restrictions shall be binding upon all successive owners of the Property and shall run with the title to the Property. Hillsborough County, a political subdivision of the State of Florida, shall have the authority to enforce the terms hereof and the sole remedy for enforcement of the terms hereof shall be injunctive relief to enjoin a use or uses of the Property prohibited by this Declaration of Restrictions.

In witness whereof, the foregoing Declaration of Restrictions has been executed this 21st day of September, 1995, by the duly authorized representative of CF Industries, Inc., a Delaware corporation, as owner of the Property described in Schedule A.

WITNESSES:

CF INDUSTRIES, INC.

[Signature]  
Name: MERRIS C. MASSEY  
(Print or Type)

By: A. L. Holmes, Jr.  
A.L. Holmes, Jr.  
Title: Vice President

[Signature]  
Name: KATH BERNIS HOLMES  
(Print or Type)

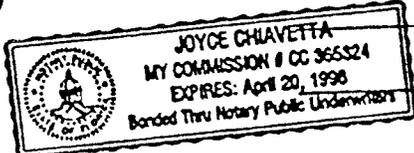
STATE OF FLORIDA  
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 21 day of September, 1995, by A.L. Holmes, Jr., as Vice President of CF Industries, Inc., a Delaware corporation, on behalf of the corporation. A.L. Holmes, Jr., ~~is personally known to me, or has produced~~ his driver's license no. H452-012-37-341-0 or \_\_\_\_\_ as identification.

Joyce Chiavetta  
(Signature)  
Joyce Chiavetta  
(Printed Name)

(NOTARIAL SEAL)

NOTARY PUBLIC, STATE OF Florida



\_\_\_\_\_  
(Commission Expiration Date)

\_\_\_\_\_  
(Serial Number, If Any)

DESCRIPTION: (WRITTEN) FOR "BUFFER ZONE"  
THE WEST 1/2 OF SECTION 4, TOWNSHIP 27 SOUTH, RANGE 22  
EAST, LESS THE WEST 200.00 FEET THEREOF,  
AND THE WEST 1/2 OF SECTION 9, TOWNSHIP 27 SOUTH, RANGE 22  
EAST, LESS THAT PART THEREOF DESCRIBED AS FOLLOWS: FOR A  
POINT OF BEGINNING COMMENCE AT THE NORTHWEST CORNER OF  
SAID SECTION 9, THENCE PROCEED N.89°58'27" E. ALONG THE  
NORTH BOUNDARY OF SAID SECTION 9, FOR A DISTANCE OF 200.00  
FEET, THENCE S.00°40'52" E. FOR A DISTANCE OF 959.59 FEET,  
THENCE S.89°45'21" W. FOR A DISTANCE OF 219.14 FEET TO THE  
WEST BOUNDARY OF AFORESAID SECTION 9, THENCE N.00°27'40"  
E. ALONG SAID WEST BOUNDARY, FOR A DISTANCE OF 960.40 FEET  
TO THE POINT OF BEGINNING.

AND THE SOUTH 1320.00 FEET OF SECTION 8, TOWNSHIP 27  
SOUTH, RANGE 22 EAST,

AND THAT PART OF SECTION 7, TOWNSHIP 27 SOUTH, RANGE 22  
EAST DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE  
COMMENCE AT A 4" BY 4" CONCRETE MONUMENT STAMPED "PLS  
1006", REFERENCED BY CERTIFIED CORNER RECORD DOCUMENT  
NO.0025384, OCCUPYING THE NORTH 1/4 CORNER OF SAID SECTION  
7, THENCE PROCEED S. 00°05'42" W. FOR A DISTANCE OF 653.55  
FEET TO A 4" BY 4" CONCRETE MONUMENT, THENCE N.89°54'16"  
W. FOR A DISTANCE OF 1747.45 FEET TO A 4" BY 4" CONCRETE  
MONUMENT ON THE EASTERLY RIGHT OF WAY LINE OF THE CSX

TRANSPORTATION, INC. RAILROAD (SAID LINE BEING 100.00 FEET  
MEASURED AT RIGHT ANGLES OFF THE CENTERLINE OF MAIN  
TRACK), THENCE S.09°31'17" E. ALONG SAID EASTERLY RIGHT OF  
WAY LINE, FOR A DISTANCE OF 141.72 FEET TO THE POINT OF  
BEGINNING, THENCE CONTINUE S.09°31'17" E. ALONG SAID  
EASTERLY RIGHT OF WAY LINE, FOR A DISTANCE OF 4626.19 FEET  
TO THE SOUTH BOUNDARY OF SAID SECTION 7, THENCE DEPARTING  
SAID EASTERLY RIGHT OF WAY LINE, S.89°51'13" E. ALONG SAID  
SOUTH BOUNDARY FOR A DISTANCE OF 951.48 FEET TO A 4" BY 4"  
CONCRETE MONUMENT, STAMPED "PLS 1006", OCCUPYING THE SOUTH  
1/4 CORNER OF SAID SECTION 7, THENCE S.89°50'23" E. FOR A  
DISTANCE OF 2640.12 FEET TO THE SOUTHEAST CORNER OF SAID  
SECTION 7, THENCE N.00°05'54" E. ALONG THE EAST BOUNDARY  
OF SAID SECTION 7, FOR A DISTANCE OF 1320.00 FEET, THENCE  
N.89°50'23" W. FOR A DISTANCE OF 2476.34 FEET TO A POINT  
ON A LINE WHICH IS 1320.00 FEET EASTERLY OF, MEASURED AT  
RIGHT ANGLES OFF THE AFORESAID EASTERLY RIGHT-OF-WAY LINE OF  
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ALONG SAID LINE, FOR A DISTANCE OF 3279.26 FEET, THENCE  
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18'09" W. FOR A DISTANCE OF 220.74 FEET, THENCE S.87'  
24'09" W. FOR A DISTANCE OF 20.16 FEET TO THE POINT OF  
BEGINNING, ALL LYING AND BEING IN HILLSBOROUGH COUNTY,  
FLORIDA.