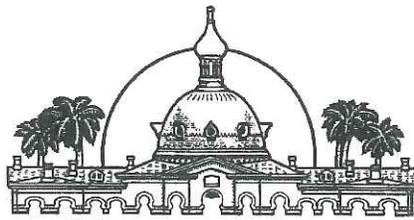


#249



Hillsborough County Florida

Office of the County Administrator
Michael S. Merrill

April 29, 2013

CHIEF ADMINISTRATIVE OFFICER
Helene Marks

CHIEF FINANCIAL ADMINISTRATOR
Bonnie M. Wise

DEPUTY COUNTY ADMINISTRATORS
Lucia E. Garsys
Sharon D. Subadan

BOARD OF COUNTY COMMISSIONERS
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Victor D. Crist
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Al Higginbotham
Lesley "Les" Miller, Jr.
Sandra L. Murman
Mark Sharpe

Andrea E. Zelman
Fowler White Boggs P.A.
501 East Kennedy Blvd, Suite 1700
Tampa, FL 33602-

RE: South Shore Corporate Park, Development of Regional Impact #249
Extension of Time Pursuant to Section 252.363, F.S and Executive Orders 12-140, 12-192, and 12-199

Dear Ms Zelman:

We have received your letter notifying the County that you intend to utilize the provisions of Section 252.363, F.S and Executive Orders 12-140, 12-192, and 12-199 to extend the build out date of the South Shore Corporate Park DRI.

The South Shore Corporate Park DRI is a two-phase project. Phase I is specifically approved and Phase II is conceptually approved. The required (pipeline) improvement is the design and construction of 24th Street as four-lanes from State Road (SR) 674 north 1/2 mile to Shell Point Road, including appropriate intersection improvements and traffic signals (when warranted) at the intersection of 24th Street and Shell Point Road and at the intersection of 24th Street and SR 674.

On November 21, 2011 the County acknowledged that, pursuant to HB 7202, the build out date of Phase I was extended by four (4) years to December 31, 2017, the DO's expiration date was extended by four (4) years to December 31, 2023 and the deadline to construct the required improvement was extended by four (4) years to May 5, 2014.

On March 20, 2012 the County acknowledged the following extensions pursuant to Section 252.363, Florida Statutes and Executive Order Numbers 11-128, 11-172 and 11-202:

- The build out date of Phase 1 was extended from December 31, 2017 to November 2, 2018.
- The build out date of Phase 2 was extended from December 31, 2021 to November 2, 2022.
- The development order's expiration date was extended from December 31, 2023 to November 1, 2024.
- The deadline to construct the required improvement was extended from May 5, 2014 to March 7, 2015.

Andrea E. Zelman
Page Two
April 29, 2013

The Florida Department of Economic Opportunity has indicated that the cumulative extension period associated with Executive Orders for both Tropical Storm Debby and Tropical Storm Isaac, is one year plus one hundred and twenty (120) days. Pursuant the present notification, the County acknowledges the additional extensions as shown below:

- The build out date of Phase 1 is extended from November 2, 2018 to February 29, 2020
- The build out date of Phase 2 is extended from November 2, 2022 to February 29, 2024
- The development order's expiration date is extended from November 1, 2024 to February 28, 2026.
- The deadline to construct the required improvement is extended from March 7, 2015 to July 6, 2016.

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

Sincerely,



John E. Healey, AICP

cc: John Meyer, Tampa Bay Regional Planning Council (via e-mail)
Nancy Takemori, County Attorney's Office (via e-mail)

DUNE FL LAND I SUB LLC

April 16, 2012

John Meyer
Tampa Bay Regional Planning Council
4000 Gateway Centre Blvd.
Suite 100
Pinellas Park, Florida 33782

Re: South Shore Corporate Park DRI (DRI #249)
Folio: 54985.0000

Dear John:

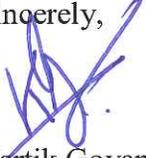
As the owner of the 24 acre parcel of land in Ruskin assigned Hillsborough County folio number 54985.0000 and pursuant to Section IV.A.5. of the Development Order for the above referenced Development of Regional Impact (DRI), we hereby request the following conversion:

- Convert 200 multi-family units to 102 single-family dwelling units

Attached is Exhibit D (Table 1) of the Development Order which reflects the formula set forth in the Equivalency Matrix.

Should you have questions or require additional information, do not hesitate to contact me via email at kgoyani@mdgflorida.com or phone at (813) 288-8078.

Sincerely,



Kartik Goyani
Project Manager

Enclosures

cc: Artesian Farms Inc., P.O. box 128, Ruskin, FL 33570

EXHIBIT D

Table 1
(Revised 10/05/06)
EQUIVALENCY MATRIX
South Shore Corporate Park

Change To: Change From :	Office	Commercial A ³	Commercial B ⁴	Industrial Park	Community College	Multi Family	Motel	Single Family
Office	N/A	473 sf/ksf (0.4727) ²	250 sf/ksf (0.2507) ²	4,459 sf/ksf (4.459) ²	16 students/ksf (16) ²	4.53 dus/ksf (4.533) ²	4.64 rooms/ksf (4.636) ^{1,2}	2.96 dus/ksf (2.9565) ²
Commercial A ³	2,115 sf/ksf (2.115) ²	N/A	N/A	9,433 sf/ksf (9.433) ²	33.8 students/ksf (33.8) ²	9.5 dus/ksf (9.5) ²	9.8 rooms/ksf (9.81) ²	6.25 dus/ksf (6.25) ²
Commercial B ⁴	3,989 sf/ksf (3.989) ²	N/A	N/A	17,787 sf/ksf (17.787) ²	63.8 students/ksf (63.82) ²	18.08 dus/ksf (18.08) ²	18.5 rooms/ksf (18.49) ²	11.79 dus/ksf (11.7935) ²
Industrial Park	224 sf/ksf (0.224) ²	106 sf/ksf (0.1060) ²	56 sf/ksf (0.0562) ²	N/A	3.6 students/ksf (3.588) ²	1.02 dus/ksf (1.016) ²	1.04 rooms/ksf (1.04) ²	0.69 dus/ksf (0.6848) ²
Multi-Family	221 sf/du (0.2206) ²	104 sf/du (0.1044) ²	55 sf/du (0.0553) ²	984 sf/du (0.9836) ²	3.5 students/du (3.53) ²	N/A	1.02 rooms/du (1.02) ²	0.51 dus/du (0.5109) ²
Motel	216 sf/room (0.2157) ²	102 sf/room (0.1020) ²	54 sf/room (0.0541) ²	962 sf/room (0.9617) ²	3.4 students/room (3.41) ²	1 dus/room (0.98) ²	N/A	0.64 dus/room (0.6413) ²
Single Family	338 sf/du (0.3382) ²	160 sf/du (0.16) ²	85 sf/du (0.8479)	1,460 sf/du (1.508)	5.3 students/du (5.4118) ²	1.96 dus/du (1.9574) ²	1.56 rooms/du (1.5593) ²	N/A

Land use exchanges are based on Phase 1 gross p.m. peak hour two-way project traffic as presented in Table 21-4 of the composite ADA, except for Single Family. See Table 2 for gross p.m. peak hour two-way project for Single Family.

- ¹ Example exchanges: Add 100 Motel rooms by reducing Office, 100 rooms - 4.636, office factor = 21.570; reduce Office by 21,570 s.f.
- ² Actual Equivalency factor for use in calculations
- ³ Commercial A - 130,000 s.f.
- ⁴ Commercial B - 20,000 s.f.

Notes: A. Phase 1 dwelling units have previously been increased in accordance with this table. No further residential trade offs shall be allowed in Phase 1.

B. Phase 1 Commercial entitlements have previously been decreased. Any further modifications shall be in accordance with the minimums and maximums specified below.

C. Phase 1 equivalency trade offs shall not exceed the minimums and maximums as follows:

<u>Land Use</u>	<u>Minimum</u>	<u>Maximum</u>
Commercial A	85,000 ⁽¹⁾	175,000 ⁽¹⁾
Commercial B	13,000 ⁽¹⁾	27,000 ⁽¹⁾
Office	32,500 ⁽¹⁾	433,223 ⁽²⁾
Hotel (rooms)	53 ⁽¹⁾	203 ⁽¹⁾
Light Industrial	1,020,220 ⁽³⁾	2,953,730 ⁽⁴⁾

⁽¹⁾ 35% of original Phase 1 entitlements

⁽²⁾ Maximum amount available trading 1,624,003 s.f. Light Industrial, remaining 2,000 s.f.

#249



BOARD OF COUNTY COMMISSIONERS

Kevin Beckner
Victor D. Crist
Ken Hagan
Al Higginbotham
Lesley "Les" Miller, Jr.
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Office of the County Administrator
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DEPUTY COUNTY ADMINISTRATORS
Lucia E. Garys
Sharon D. Subadan

March 20, 2012

Andrea E. Zelman
Fowler White Boggs P.A.
501 East Kennedy Blvd, Suite 1700
Tampa, FL 33602-

RE: South Shore Corporate Park, Development of Regional Impact #249
Notice of Tolling and Extensions Pursuant Section 252.363, Florida Statutes and Executive
Order Numbers 11-128, 11-172 and 11-202
Build Out Date Extension

Dear Ms. Zelman:

We have received your letter notifying the County that you intend to utilize the provisions of Section 252.363, Florida Statutes and Executive Order Numbers 11-128, 11-172 and 11-202 to extend the build out dates of Phase 1, Phase 2, the Expiration Date and the Deadlines for Associated Mitigation Requirements for the South Shore Corporate Park by 306 days.

The South Shore Corporate Park DRI is a two-phase project. Phase I is specifically approved and Phase II is conceptually approved. The required (pipeline) improvement is the design and construction of 24th Street as four-lanes from State Road (SR) 674 north ½ mile to Shell Point Road, including appropriate intersection improvements and traffic signals (when warranted) at the intersection of 24th Street and Shell Point Road and at the intersection of 24th Street and SR 674.

On November 21, 2011 the County acknowledged that, pursuant to HB 7202, the build out date of Phase I was extended by four (4) years to December 31, 2017, the DO's expiration date was extended by four (4) years to December 31, 2023 and the deadline to construct the required improvement was extended by four (4) years to May 5, 2014.

Andrea E. Zelman
Page Two.
March 20, 2012

Based upon the above cited Executive Orders, the County acknowledges the additional extensions below:

- The build out date of Phase 1 is extended from December 31, 2017 to November 2, 2018.
- The build out date of Phase 2 is extended from December 31, 2021 to November 2, 2022.
- The development order's expiration date is extended from December 31, 2023 to November 1, 2024.
- The deadline to construct the required improvement is extended from May 5, 2014 to March 7, 2015.

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

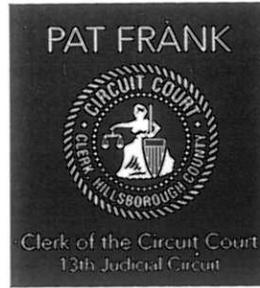
Sincerely,

A handwritten signature in black ink, appearing to read "John E. Healey". The signature is fluid and cursive, with a large initial "J" and "H".

John E. Healey, AICP

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

#249



February 6, 2007

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

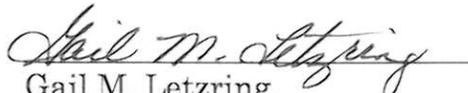
Re: Resolution No. R07-023 - Amended and Restated Development Order for South Shore Corporate Park (DRI #249)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on January 23, 2007.

We are providing this original for your files.

Sincerely,


Gail M. Letzring,
Manager, BOCC Records

md

Attachment

Certified Mail # 7002 2410 0001 4265 1867

cc: Board files (orig.)
Andrea Zelman, Esq, Fowler White Boggs Banker, P.A. (orig. ltr.)
Charles Gauthier, Chief, DCA Bureau of State Planning(orig. ltr.)
Nancy Y. Takemori, Assistant County Attorney
John Healey, Senior Planner, Planning & Growth Management
Sandra Davidson, County Attorney's Office
Christopher Weiss, Property Appraiser's Office
Mary Mahoney, Management & Budget

AMENDED AND RESTATED DEVELOPMENT ORDER
FOR DRI NO. 249
SOUTH SHORE CORPORATE PARK
RESOLUTION # R07-023

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF
HILLSBOROUGH COUNTY, FLORIDA; ADOPTING AN AMENDED AND RESTATED
DEVELOPMENT ORDER FOR THE SOUTH SHORE CORPORATE PARK
DEVELOPMENT OF REGIONAL IMPACT #249

Upon motion of Commissioner White, seconded by Commissioner Ferlita, the following Resolution was adopted on this 23rd day of January, 2007, by a vote of 6 to 0; Commissioner (s) _____ voting "no".

WHEREAS, on June 12, 2002, the Hillsborough County Board of County Commissioners approved a Development Order (Resolution No. R02-104) for the South Shore Corporate Park Development of Regional Impact (DRI #249) (the "Development") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on March 8, 2005, the Hillsborough County Board of County Commissioners approved a "Notification of Proposed Change to a Previously Approved Development of Regional Impact" for the South Shore Corporate Park DRI in accordance with Subsection 380.06(19), F.S., (NOPC # 1) to modify the alignment and widths 21st and 24th Street rights-of-way to facilitate a Hillsborough County Corridor Plan; to change land use acreages in response to the change in the roadway system, provide better compatibility amongst land uses by reducing the light industrial tracts west of the Wolf Creek, and provide for a potential park north of the community college site; to modify the Land Use Equivalency Matrix to recognize potential conversion(s) to single family residential uses and set a maximum number of residential units in Phase I to 1380 units; to modify the Master Development Plan to reflect the above-referenced changes; and

WHEREAS, on July 14, 2006, Ryan Companies US, Inc. (the Developer) filed a "Notification of Proposed Change to a Previously Approved Development of Regional Impact," for the South Shore Corporate Park DRI in accordance with Subsection 380.06(19), F.S., (NOPC # 2) to extend the Phase 1 and Phase 2 build out dates and the Development Order expiration date by 5 years, increase light industrial entitlements by 9.9%, revise Map H to update the phasing and land use schedules, and modify the equivalency matrix to allow additional office uses through a trade off with light industrial uses; and

WHEREAS, on October 10, 2006, the Applicant filed the First Response to Comments on NOPC #2 (hereinafter referred to as the "Response to Comments") with reviewing agencies; and

WHEREAS, on November 15, 2006, the Applicant filed the Second Response to Comments on the NOPC #2; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, is authorized and empowered to consider Proposed Changes to a Previously Approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County has on January 23, 2007 held a public hearing on said NOPC #2 and has heard and considered testimony and other documents and evidence; and

WHEREAS, the staffs of the Tampa Bay Regional Planning Council, Hillsborough County, and the Department of Community Affairs have reviewed this Notification of Proposed Change; and

WHEREAS, the Board of County Commissioners has determined that clear and convincing evidence has been presented to the Board of County Commissioners that the proposed changes do not constitute a substantial deviation requiring further development of regional impact review.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA, IN REGULAR MEETING ASSEMBLED THIS 23rd DAY OF JANUARY, 2007, THAT NOPC #2 FOR THE SOUTH SHORE CORPORATE PARK SUBMITTED BY THE DEVELOPER IS HEREBY APPROVED WITH CONDITIONS, SAID APPROVAL BEING BASED UPON THE FOLLOWING FINDINGS OF FACT AND CONCLUSIONS OF LAW:

I. FINDINGS OF FACT

- A. Ryan Companies US, Inc., submitted NOPC #2 to Hillsborough County which requested changes to the approved Development Order.
- B. A review of the impacts of NOPC #2 has been conducted by Hillsborough County, the Tampa Bay Regional Planning Council and the Florida Department of Community Affairs.
- C. The proposed changes approved herein do not result in any new or additional regional impacts.

II. CONCLUSIONS OF LAW

- A. The proposed amendments, together with all previous amendments, do not create a reasonable likelihood of additional impact, or any type of regional impact not previously reviewed by the regional planning agency, over those treated under the Development Order. The proposed amendments, therefore, do not constitute a "substantial deviation" from the South Shore Corporate Park Development Order, pursuant to Chapter 380.06, Florida Statutes.
- B. All applicable statutory and regulatory procedures have been adhered to.
- C. The South Shore Corporate Park Development Order, as amended hereby, is consistent with the Future of Hillsborough County Comprehensive Plan, and development in accordance with the Development Order, as amended (hereafter the Amended and Restated DRI Development Order), will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.
- D. Nothing contained in this Amended and Restated Development Order shall limit or modify the rights originally approved by the Development Order or the protection afforded under Subsection 163.3167(8), Florida Statutes.
- E. The Developer's Affidavit of Certification, attached hereto as **Exhibit A**, affirms that a copy of NOPC #2 has been delivered to all persons as required by law.
- F. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.
- G. Within thirty (30) days after adoption, a certified copy of this Resolution, together with all exhibits hereto, shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail or other delivery service for which a receipt as proof of service is required, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and other recipients in accordance with Section 380.06, Florida Statutes.

- H. Based on the above findings of fact, the Board of County Commissioners hereby approves the revised South Shore Corporate Park Development of Regional Impact Map H, dated December, 2006, attached as **Exhibit B** and incorporated herein by reference.

III. GENERAL PROVISIONS

- A. This Resolution shall constitute the Amended and Restated DRI Development Order of Hillsborough County adopted in response to the ADA for the Developer's South Shore Corporate Park DRI and all subsequent NOPCs.
- B. This Amended and Restated Development Order provides specific approval for Phase I of the Project and conceptual approval of Phase II, subject to the conditions cited herein. Specific Phase II approval shall be contingent upon further analyses of air quality, availability of affordable housing and water supply, and submittal of a new transportation analysis prepared in accordance with Section 380.06, F.S., under the NOPC process. The Amended and Restated Development Order shall be modified, as appropriate, to reflect the findings and/or additional requirements for these subject areas.
- C. The above stated recitals, findings of fact and conclusions of law are incorporated into and by this reference made a part of this Amended and Restated DRI Development Order.
- D. The legal description of the property set forth in **Exhibit C** is hereby incorporated into and by reference made a part of this Amended and Restated DRI Development Order.
- E. All provisions contained within the ADA and Sufficiency Responses are incorporated herein by this reference and shall be considered conditions of this Amended and Restated DRI Development Order, unless inconsistent with the terms and conditions hereof, in which case the terms and conditions of this

Amended and Restated DRI Development Order shall control.

- F. Unless otherwise provided for in this Amended and Restated DRI Development Order, the definitions contained in Chapter 380, F.S., shall govern and apply hereto.
- G. This Amended and Restated DRI Development Order shall be binding upon the Developer and its assignees or successors in interest, including any entity (i.e., including but not limited to Community Development Districts or Property Owner's Associations) which may assume any of the responsibilities imposed on the Developer by this Amended and Restated DRI Development Order or any subsequent owner(s) of the property.
- H. 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.
- I. In the event any portion of this Amended and Restated DRI Development Order shall be found to be unenforceable by a court of competent jurisdiction, and if the Developer and the 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 Amended and Restated DRI Development Order shall remain in full force and effect.
- J. In each instance in this Amended and Restated DRI Development Order where the Developer is responsible for ongoing maintenance obligations, the Developer may request the transfer any or all of its maintenance responsibilities to an appropriate private or public body authorized to perform such responsibilities. Nothing contained herein shall be construed as an obligation on the part of any such private or public body to accept said maintenance responsibilities.

- K. Proposed development activity that constitutes a substantial deviation from the terms or conditions of this Amended and Restated 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.
- L. The Administrator, or the Administrator's designee, shall be responsible for monitoring and assuring compliance with all terms and conditions of this Amended and Restated 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 substantial deviation from the terms and conditions of this Amended and Restated DRI Development Order. In the event of a deviation, the Administrator may recommend that the BOCC establish a hearing to consider such deviations and appropriate remedies. Any development activity constituting a change from the approved development plan shall also be reviewed, where appropriate, pursuant to the provisions of the Hillsborough County Land Development Code.
- M. The Developer shall file an annual report in accordance with Section 380.06(18), F.S., and Rule 91-2.025, 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 each and every year on the anniversary of the date of adoption of this Amended and Restated DRI Development Order until such time as all terms and conditions of this Amended and Restated DRI Development Order are satisfied. Such report shall be submitted to all statutorily required governmental agencies including, without limitation, the County, EPC, DCA, DEP, and TBRPC. The annual report shall be submitted to the BOCC for review. The BOCC shall review the report for compliance with the terms and

conditions of this Amended and Restated 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 Amended and Restated 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 Amended and Restated DRI Development Order;
 3. A statement indicating whether or not the Developer has utilized the Equivalency Matrix. The land use entitlements increased or decreased during the reporting year and cumulatively shall be reported as shall be the remaining development entitlements;
 4. Any other reporting specifically required in this Amended and Restated DRI Development Order.
- N. The buildout date for the Project is December 31, 2017, and this Amended and Restated DRI Development Order shall expire on December 31, 2019. (Physical development has commenced.) (*Modified R07- 023*).
- O. The Project approved hereby shall not be subject to down-zoning, or intensity reduction until December 31, 2019, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of this Amended and Restated DRI Development Order have occurred, or that this Amended and Restated 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. (*Modified R07-023*).
- P. Any headings contained in this Amended and Restated DRI Development Order are for informational purposes only and shall not be construed as limiting or defining any term or condition contained in this Amended and Restated DRI

Development Order.

- Q. All actions tied to the effective date of this Amended and Restated DRI Development Order shall be tolled during any period this Amended and Restated DRI Development Order may be on appeal pursuant to Section 380.07, F.S., or subject to any other judicial or administrative challenge.
- R. Within thirty (30) days after adoption, a certified copy of this Resolution, together with all exhibits hereto, shall be transmitted by the ex officio Clerk to the BOCC by certified mail to DCA, TBRPC, and the Developer.
- S. Notice of the adoption of this Amended and Restated DRI Development Order shall be recorded by the Developer in accordance with the provisions of Section 380.06(15)(f), F.S.
- T. The Developer has certified that full and complete copies of NOPC #2 have been delivered to all persons required by law pursuant to the "Developer's Affidavit," attached hereto as **Exhibit A** and incorporated herein by this reference.

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project shall proceed as follows:

TABLE 1

SOUTH SHORE CORPORATE PARK DEVELOPMENT PHASING			
DEVELOPMENT CATEGORY	PHASE I * 2002 - 2013** <u>Specifically Approved</u>	PHASE II 2009 - 2017** <u>Conceptually Approved</u>	TOTAL
COMMERCIAL	100,000 S.F.	99,000 S.F.	199,000 S.F.
OFFICE	50,000 S.F.	363,800 S.F.	413,800 S.F.
LIGHT INDUSTRIAL	2,644,220 S.F.	2,919,305 S.F.	5,563,525 S.F.
COMMUNITY COLLEGE	500 STUDENTS	500 STUDENTS	1000 STUDENTS
HIGH SCHOOL	50 AC.	0	50 AC.
ELEMENTARY SCHOOL	15 AC.	0	15 AC.
HOTEL/MOTEL	150 ROOMS	0	150 ROOMS
SINGLE-FAMILY	500 UNITS		500 UNITS
MULTIFAMILY	880 UNITS	1,486 UNITS	2,366 UNITS
PARKS	10.5 AC***.	0	10.5 AC.***

Where square footage totals are referred to in this Development Order, said term shall mean "gross square feet".

*** Phase I sub-phases:**

DEVELOPMENT CATEGORY	PHASE IA****	PHASE IB****	TOTAL
COMMERCIAL	100,000 S.F.	0 S.F.	100,000 S.F.
OFFICE	0	50,000 S.F.	50,000 S.F.
LIGHT INDUSTRIAL	0 S. F.	2,644,220 S.F.	2,644,220 S. F.
COMMUNITY COLLEGE	500 STUDENTS		500 STUDENTS
ELEMENTARY SCHOOL	0	15 AC.	15 AC.
HIGH SCHOOL	50 AC		50 AC
HOTEL/MOTEL	0	150 ROOMS	150 ROOMS
MULTIFAMILY	107 UNITS	773 UNITS	880 UNITS
SINGLE FAMILY	500 UNITS	0 UNITS	500 UNITS
PARKS	0	10.5 AC***	10.5 AC***

- ** Development Order dates shall commence and terminate on December 31 of the year specified.
- *** Upon execution of a Co-Location Agreement between the Hillsborough County School District and Hillsborough County Parks Department, the park acreage may be reduced as provided for in said agreement.
- **** The development mix for Phase 1A is an example and subject to modification pursuant to the Equivalency Matrix set forth in Exhibit D and the limitations of Paragraph B.1. hereof. Multi-family units may be shifted from Phase 1B to Phase 1A, provided the equivalent number of single-family units is shifted from Phase 1A to Phase 1B, and provided the total number of units within Phase 1A does not exceed 607 units.

(Modified R07-023)

TABLE 2
South Shore Corporate Park
Land Use Table

	Gross Acreage	Proposed		
		FAR/Density	Phase I Units/SF (specifically approved)	Phase II SF/ Units (conceptually approved)
Commercial	26.03	.18	100,000	99,000
Office	19.34	.49	50,000	363,800
Light Industrial	400.04	.28	2,644,220	2,919,305
Hotel/ Motel	4.0	N/A	150	0
Multi Family			880	1,486
Single Family			500	
Residential Total	308.78	9.23	1,380	1,486
Educational Facilities	118.5	N/A		
Parks and Recreation	10.5	N/A		
Wetlands	65	N/A		
ROW	55.41	N/A		
TOTAL	1007.6		1,380 Units	1,486 Units

Upon execution of a Co-Location Agreement between the Hillsborough County School

District and Hillsborough County Parks Department, the park acreage may be reduced as provided for in said agreement. The reduced acreage shall be assigned to the Residential category. (Modified R07-023).

2. For purposes of this Order, a phase shall be considered complete upon issuance of Certificates of Occupancy for 90% of development.
3. The Developer has elected to amend the phasing schedule to extend the project build out dates by 5 years, in accordance with Chapter 380.06, F.S. Any future departure in project build-out from the phasing schedule set forth in paragraph A.1. above shall be subject to a substantial deviation determination pursuant to Subsection 380.06(19), Florida Statutes, as amended. (Modified R07-023).
4. Excess infrastructure capacity constructed to serve Phase I that will potentially serve Phase II shall be at the Developer's risk and shall not operate to relieve Developer from conditions that must be complied with prior to commencement of Phase II.
5. At the time of selection of a land use trade-off under the Equivalency Matrix, attached hereto and incorporated herein as **Exhibit D**, the Developer shall notify the Department of Community Affairs of said selection and shall also provide the Department of Community Affairs, TBRPC and the County with cumulative land use totals and remaining allowable quantities. This condition shall not be construed as a requirement for an approval of a particular land-use trade-off so long as the desired trade-off is consistent with the conversions set forth in the Equivalency Matrix. Further, any such selection shall be reported in the Annual Report following said selection.

B. Transportation

1. The Developer may construct, as Phase IA, a total trip generation of 1,392 trips, PM Peak, before triggering any roadway improvements. Prior to any Phase IA residential development beyond 607 units (through application of the Equivalency Matrix) the Developer shall elect one of the following

Options.

The Developer shall report the estimated ADT and the number of residential units, on an annual basis and shall include these calculations in the Annual Report. At such time as existing plus development projected for the next 12 months equals a total trip generation of 1,392, PM Peak, or residential development exceeds 607 units as described above, the Developer shall elect one of the following Options. (*Modified R07-023*).

2. Prior to the commencement of Phase IB, (development beyond Phase IA development as described in B.1 above), the Developer, at its option, shall elect one of the below described alternatives to mitigate the project's transportation impacts. (*Modified R07-023*).

a. Option 1

Obtain funding commitments from responsible entities for the roadway improvements indicated in Table 3 and Table 4. Without funding commitments for these improvements, building permits shall not be issued for Phase IB. Funding commitments shall include all projects included on the first three years of the FDOT Five-Year Work Program and within the current or the next two fiscal years of the Hillsborough County Capital Improvements Program.

TABLE 3

Roadway Improvements Needed for Phase IB (2002-2008)

Location	Project Traffic Impact (Percent)	Required Improvement
24 th Street from SR 674 to Shell Point Road	N/A	Widen to 4 Lanes
Boyette Road from US 301 to Balm Riverview Road	9.0	Widen to 6 Lanes
Boyette Road from Balm Riverview Road to McMullen Road	8.3	Widen to 4 Lanes
SR 674 from 24 th Street to 30 th Street	83.9	Widen to 6 Lanes

TABLE 4

Intersection Improvements Needed for Phase IB (2002 - 2008)

Location	Project Traffic Impact (Percent)	Required Improvement
US 301 at 19 th Avenue	10.2	Signalize when warranted by MUTCD.
19 th Avenue At 30 th Street	19.7	Signalize when warranted by MUTCD.
SR 674 at 24 th Street	83.9	Construct a SB LT and RT lane.
SR 674 at 27 th Street	83.9	Construct a SB LT lane. Signalize when warranted by MUTCD.
SR 674 at 30 th Street	102.1	Construct 2 SB LT lanes.
Boyette Road at US 301	9.0	Construct EB LT lane and 2 through lanes, WB LT & RT lanes, NB LT and through lanes and SB LT and through lanes.
Boyette road at Balm Riverview Road	9.0	Construct EB RT lane and through lane, WB through lane, NB RT lane, and SB RT lane.
Boyette Road at Bell Shoals Road	6.1	Construct EB RT lane.
SR 674 at Kings Boulevard	36.2	Restripe NB approach for LT lane, through lane and RT lane
Boyette Road at McMullen Road	8.3	Construct EB through lane and WB through lane

b. Option 2

The Developer may generate and submit a Notice of Proposed Change (NOPC), pursuant to the provisions of Section 380.06, Florida Statutes, as amended, providing a traffic analysis for the next portion of project development, beyond Phase IA, which the Developer is seeking to construct. An NOPC utilizing Option 2 shall be presumed not to be a Substantial Deviation. Each updated traffic analysis shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways referenced in Option 1 at the adopted peak hour Level of Service. Traffic analyses shall be prepared consistent with generally accepted traffic engineering practices and the methodology determined at a traffic methodology meeting of all appropriate agencies.

c. Option 3

- (1) In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out herein. The proportionate fair share calculation for

Phase I has been determined to be three million, two hundred thirty two thousand, one hundred thirty six dollars (\$3,232,136) ("Proportionate Fair Share Amount"). The Required Improvement for Option 3 is the construction of 24th Street as 4 lanes from SR 674 north 1/2 mile to Shell Point Road (including appropriate intersection improvements at SR 674 and Shell Point Road). As part of the design of the Required Improvement, the Developer shall be responsible for the design of the intersection improvements and traffic signal. Permitting, and construction of traffic signals at the intersections of 24th Street and Shell Point Road and at the intersection of 24th Street and SR 674, when warranted, shall be the responsibility of the Developer. The traffic signals shall be designed to FDOT and Hillsborough County standards, as applicable. The minimum right-of-way for 24th Street, between SR 674 and 19th Avenue will be 124 feet. For the pipeline option, if selected, the County will allow an exception on the minimum 124 feet of right-of-way if supported by a PD&E type corridor study, which shows that the full 124 feet cannot be justified due to cost, physical barriers or environmental concerns at the discretion of Hillsborough County. The total estimated cost of the Required Improvement is \$3,365,140 and the project has been determined to be an appropriate requirement to cure and mitigate the impacts of Phase IB on regionally significant transportation highway facilities within the primary impact area.

- (2) The Developer agrees to use due diligence to design and identify right-of-way needs, provide the right-of-way and construct the Required Improvement. If necessary, the County agrees to utilize its powers of eminent domain, to acquire any needed right of way for the Required Improvement upon the execution of a collateral agreement between the Developer and County specifying the duties of each party. All costs and expenses attributable to acquiring the right-of-way shall be paid

by the Developer, provided however, that such costs shall be credited against the Proportionate Share payment. Further, the Required Improvement shall receive impact fee offsets provided that it is included on the Hillsborough County Long Range Plan.

(3) Unless otherwise modified pursuant to a Notice of Proposed Change, the Required Improvement shall be constructed within 36 months following the sooner of the election of this Option 3 or the submittal of any building permits within Phase IB.

(4) The Developer shall design and construct the Required Improvement regardless of cost. If the cost of the Required Improvement is estimated at any time by the Developer to exceed three million, two hundred thirty two thousand, one hundred thirty six dollars (\$3,232,136) the Developer may request, by submission of an NOPC, a review and reconsideration by the County, TBRPC, FDOT and other reviewing agencies of the transportation assessment obligations of this Development Order or may request credit against Phase II development mitigation. Any change to the Required Improvement, schedule or transportation assessment obligations agreed to by the County and other review agencies shall be accomplished through an amendment to the Development Order.

d. In accordance with the Hillsborough County Consolidated Impact Assessment Program Ordinance (Impact Fee Ordinance), impact fees shall be due for all structures constructed in the South Shore Development. Eligible transportation improvements constructed and accepted in accordance with the Ordinance and which are shown on the adopted MPO Needs Assessment Map will be recognized as follows: on-site transportation improvement offsets will be granted on the percentage of eligible costs equal to the percentage of excess capacity provided by the improvement. Off-site transportation

improvement offsets will be granted equal to 100 percent of the eligible costs.

- e. The Developer agrees to provide additional required right-of-way (to 124') along 24th Street within project boundaries from 19th Avenue to Shell Point Road and shall be entitled to impact fee offsets upon dedication of the entire roadway connection to 19th Avenue and approval by Hillsborough County. It is understood that Developer shall be responsible for up to 100% of the right-of-way within the project boundaries. Should 19th Avenue, Shell Point Road or 30th Street become eligible for impact fee offsets, the County may require additional right-of-way for the eligible roadways so that the available minimum width is 124 feet.
- f. To promote interconnectivity and internal capacity for circulation: Each parcel adjacent to a roadway shown on Map H shall demonstrate the ability to provide cross access and internal circulation to adjacent parcels or tracts. The character and design of the cross access should be proportional to the proposed development for the site. Larger parcels (Large Residential parcel west of 30th Street and LI east of 30th Street) shall support traffic circulation with internal roadway connections to the roadways shown on Map H. Smaller parcels shall have efficient parking lot circulation designed to accomplish the goal of internal circulation by connecting to access points shown on Map H or other locations as approved by the County. School sites (elementary, high school and community college) and park tracts will accommodate cross access and internal circulation appropriate to their use.
- g. The Developer shall provide a 60-foot right-of-way for the connection of 21st Street to 19th Avenue. The connection will be for the existing 21st Street right-of-way from the south to the remaining right-of-way adjacent to the out parcel, as shown on Map H, to the north. The alignment of the right-of-way will be at the discretion of the Developer.

- h. Development within South Shore Corporate Park shall be subject to the Impact Fee Ordinance, as it may be amended from time to time, provided however, that the cost of the Required Improvement shall be applied toward and be an offset against impact fees imposed thereunder. Nothing herein shall be construed as a waiver of Developer's right to contest the validity of the Impact Fee Ordinance or the impact fees assessed thereunder.
- i. When any subphase of development within a development pod is submitted for preliminary commercial site plan approval or subdivision plat approval, the Developer shall provide to Hillsborough County and the Tampa Bay Regional Planning Council, a transportation analysis that demonstrates that 30th Street and the existing segment of 21st Street will operate at an acceptable Level of Service in both the AM and PM peak hour with the addition of the proposed development as well as at each proposed intersection or access point and is consistent with the traffic analysis designated in the ADA. In the event that these criteria cannot be met, a new 380.06 FS transportation analysis will be required to identify any additional required mitigation.
- j. The Developer(s) of parcels adjacent to 24th Street and Shell Point Road, prior to Certificates of Occupancy, shall design and construct to County standards Shell Point Road as a 2 lane roadway, and shall design 24th Street as a 4 lane roadway and construct the first two lanes. The minimum right-of-way width for 24th Street and Shell Point Road shall be 124 feet. Such improvements shall be for the total length of the subject development tract adjacent to such roadways except when adjacent to conservation/mitigation areas, ponds or other common areas in which case a road shall be completed to the middle of said area. Said improvements, including sidewalks, shall be dedicated to the County. For 24th Street Developer shall be responsible for providing 100% of the right-of-way. For Shell Point Road, the Developer shall be responsible for providing 100% of the right-of-way except in those areas abutting parcels outside Developer's ownership in which case

Developer shall provide up to 50% of the right-of-way on Project property.

- k. A traffic monitoring program shall be conducted to verify that the trips generated by South Shore Corporate Park do not exceed those assumed in the transportation analysis. The Developer shall provide traffic counts as part of the annual report to identify project trips. This monitoring program shall begin within one year following commencement of the development and continue on an annual basis until full project buildout.

The monitoring program will consist of PM peak hour two-way counts from 4:00 to 6:00 PM, with subtotals at 15-minute increments, at the project entrance driveways. Only turns to and from the project entrances need to be counted (through volumes will not be required). The sum of the project entrance trips will be totaled by 15-minute increments and the highest four consecutive 15-minute totals will be summed to determine the PM peak hour for project traffic. This total is assumed to include net external trips and pass-by trips. For the Phase I, the total PM peak hour project traffic at the driveways was estimated to be 3,482 net external and 152 pass-by, for a total of 3,634 trips.

If the monitoring results demonstrate that the project is generating more than fifteen percent above the estimated number of actual driveway trips stated above, Hillsborough County may conduct a substantial deviation determination pursuant to Subsection 380.06(19), F.S., and may amend the Amended and Restated Development Order to change or require additional roadway improvements. The revised Transportation Analysis shall be subject to review by all appropriate review entities.

- l. Specific approval of Phase II development shall be contingent upon transportation analysis prepared in accordance with Section 380.06, F.S. This information shall be submitted under the NOPC process. Following acceptance of the analysis and revised mitigation

requirements by all appropriate review agencies, the Development Order shall be appropriately modified to reflect any/all transportation mitigation requirements necessitated by Phase II development.

m. In the event that the performance by the Developer of the commitments set forth in this Amended and Restated Development Order shall be interrupted or delayed by war, riot, civil commotion or natural disaster then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof.

C. Air Quality/Wind and Water Erosion

1. Full ADA responses (Question #22) shall be provided prior to specific Phase II approval. This information shall be submitted through the NOPC process. The Amended and Restated Development Order shall be amended, as appropriate, to incorporate the findings and/or identify necessary air quality improvements based on this additional information.
2. Short-term (temporary construction) Phase I impacts on air quality will be mitigated by the contractor, developer and/or builder employing approved dust control measures to minimize wind erosion and particulate air pollution. Such measures include grassing watering, seeding, mulching and/or a combination of dust suppression methods for cleared areas that are awaiting building activities, installing wind screens, covering open-top haul trucks during transit, and maintaining internal haul roads.

D. Soils

1. Soil conservation measures may include staked hay bale barriers, siltation screens, water truck spraying, sedimentation ponds, berms and quick sodding. There shall be regular inspection of siltation screens or hay bales during construction to ensure correct functioning and good condition. The development will be constructed in incremental steps that will also reduce sand and rain induced erosion during construction.

2. Geotechnical studies and/or subsurface explorations shall be conducted during the design phase to verify the subsurface conditions in the project area.
3. Surface strippings containing organics, unsuitable for structural use, shall be temporarily stockpiled on an individual project basis and will be utilized for landscape topsoil and landscape berms as needed.
4. All surface strippings that are to be utilized for landscape topsoil and berms will be treated to reduce germination/growth of exotic or nuisance species.

E. Stormwater Management and Water Quality

1. In order to protect surface water quality, stormwater exiting the site shall meet or exceed all applicable State water quality standards.
2. Wetlands shall not be displaced by the installation of stormwater conveyance and treatment swales, unless otherwise approved by reviewing agencies. Compensatory treatment in adjacent uplands shall be provided.
3. An integrated pest management program shall be implemented to minimize the use of fertilizers and pesticides, and the design and construction techniques listed below shall be utilized to minimize groundwater contamination using shallow ponds; ensuring that ponds and swales are properly grassed; setting a maximum depth for stormwater storage; maintaining a minimum distance between pond bottoms and the top of the confining layer for the Floridan aquifer; and implementation of a site-specific groundwater quality monitoring system.
4. The Developer shall encourage the use of water conserving landscapes and the responsible use of water by occupants. The Developer shall participate in the Florida Yards & Neighborhoods Program and follow the guidelines for lawn and landscape maintenance set forth therein.

5. Prior to any site alteration activities associated with the project, the Developer shall implement a groundwater monitoring program approved by the DEP. The plan shall include appropriate provisions for the characterization of the pre-development baseline water quality and water level conditions of the site's groundwater. The groundwater monitoring program required pursuant to this condition shall include identification of well locations, sampling frequency, and sampling duration, as well as parameters to be monitored and applicable collection and analytical methods. (A groundwater monitoring program has been implemented. R07-023).
6. Upon completion of the pre-development groundwater program, a report of results will be submitted to the DEP for review and approval. In addition to the official laboratory results, the report shall include recommendations regarding monitoring during construction and post-construction. Any proposed construction and post-construction monitoring plans developed pursuant to this condition shall be submitted to the DEP for review and approval. After initial data is received, the necessity for further monitoring will be assessed.
7. Ecologically viable portions of existing native vegetation shall be incorporated into the landscape design to the greatest extent practicable and shall not be irrigated.

F. Open Space/Wetlands/Vegetation and Wildlife

1. Any activity interfering with the integrity of the wetlands, such as clearing, excavating, draining or filling, without written authorization from the Director of Environmental Protection Commission or his designated agent, pursuant to Section 17 of the Hillsborough County Environmental Protection Act and of Chapter 1-11, Rules of Environmental Protection Commission shall be prohibited.

2. In the event that any additional state or federally-listed species or nesting colonies of wading bird species not already identified are discovered on-site during project development, the Developer shall immediately notify the Florida Fish and Wildlife Conservation Commission ("FWC") and implement the recommended measures for species protection.
3. In order to maintain and enhance the breeding population of Southeastern American Kestrels on the site, within one year of approval of this Development Order, the Developer shall install four nest boxes equal distance apart within or immediately adjacent to the TECO right-of-way. The nest boxes shall be designed, constructed and installed in accordance with the recommendations found within *Ecology and Habitat Protection Need of the Southeastern American Kestrel (Falco sparverius paulus)* on large scale development sites in Florida. Florida Fish and Wildlife Conservation Commission Non-Game Wildlife Technical Report No.13, dated March 1993. The nest boxes shall be maintained by the Developer or its assigns during the life of this Development Order. (The four nest boxes were installed as specified in 2005, *R07-023*).
4. **Exhibit E** depicts the area that shall be preserved to provide habitat for the Southeastern American Kestrel. No development shall occur in this area. Any changes to, or proposed encroachments into, this habitat shall require the Developer to submit a Notice of Proposed Change pursuant to Chapter 380.06, F.S. This habitat will consist of Bahia grass with scattered native trees, especially slash pine and live oak, managed by periodic mowing.
5. The Developer shall follow procedures of the Florida Fish and Wildlife Conservation Commission to avoid the "taking" of the Southeastern American Kestrel.
6. The Developer or its assigns shall be responsible for maintaining all landscaped and open space areas within the project site other than those for which Hillsborough County has assumed maintenance responsibilities.

7. Nuisance and exotic plant species shall be removed from the upland areas of the project site during site development. A plan shall be developed to address how the project site will be maintained free of nuisance and exotic species in perpetuity. The Plan shall be submitted to Hillsborough County for approval and included in the first annual report submitted following commencement of development. (The Plan was submitted with the 2005-06 Annual Report, *R07-023*).
8. Maintenance of preserved wetlands and mitigation areas shall be assured through the incorporation of a Wetland Protection Plan. The Plan shall be submitted to Hillsborough County and the Environmental Protection Commission of Hillsborough County for approval and included in the first annual report submitted following commencement of development. (The Plan was submitted with the 2005-06 Annual Report, *R07-023*).
9. The natural hydroperiod shall be restored to the on-site wetlands to the greatest degree possible.
10. The project site may continue to be used for agricultural activities, but at no greater intensity than at present. No agricultural activities shall be initiated on land not previously under such use. Silvicultural activities shall be limited solely to upland areas and shall not be conducted within 30 feet of the EPC Wetland Line.
11. Wildlife undercrossings shall be provided at all road crossings of Wolf Branch Creek as determined through the permitting process.
12. Prior to the initiation of construction activities the Developer shall conduct one additional survey for Florida Sandhill Cranes (*Grus canadensis pratensis*) and Southeastern American Kestrels (*Flaco sparverius paulus*). The survey shall be conducted during the species respective breeding seasons, February through April and April through August, to ensure that nests of these listed species are not taken. The results of this survey shall be provided to Hillsborough County Planning and Growth Management

Department and to the Florida Fish and Wildlife Conservation Commission (FWC) and the Developer shall contact the FWC prior to initiating construction activities to ascertain appropriate guidelines addressing the presence of these two species.(The follow-up surveys were completed in the Spring of 2006 and provided to Hillsborough County and Florida Fish and Wildlife Conservation Commission, *R07-023*).

13. Prior to the initiation of construction activities the Developer shall contact the Hillsborough County Planning & Growth Management Department Natural Resources Division and arrange for a site visit to verify the presence or non-presence of habitat for gopher tortoises and burrowing owls.

G. Public Facilities

1. Water-saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Section 553.14, F.S.).
2. The Developer shall apply for reclaimed water service in accordance with the County's Reclaimed Water Waiting List Standard Operating Procedure 6.23 within 30 days of the approval of this Development Order. (The Developer has complied with this provision, *R07-023*)
3. In each Annual Report the Developer shall include an assessment of the availability of reclaimed water and the actions necessary to utilize reclaimed water for irrigation and other purposes within the development. The assessment shall include the costs of utilizing reclaimed water within the project.
4. The Developer shall notify the County at such time that the Water Use Permits for the development are modified. The Developer shall identify the previous permitted withdrawal rates as well as the new permitted withdrawal rates. This information shall be included in the next Annual Report following such modifications.

5. Prior to construction, the Developer shall investigate the technical, environmental and economic feasibility of using non-potable water from the surficial aquifer and stormwater for irrigation and other purposes within the development. The investigation shall include, at a minimum, the proximity of the non-potable source to the proposed development, the long-term availability of that source, the appropriateness of the source for intended use, and consideration of the installation of distribution lines during construction in anticipation of future availability of the non-potable source. Prior to construction, the Developer shall provide a report detailing this investigation to the County and the Southwest Florida Water Management District.
6. Development shall follow water conservation Best Management Practices for water conservation as set forth in **Exhibit F** as listed in the ADA.
7. The Developer shall use non-potable water, if available, for landscape and open space irrigation unless otherwise approved by Hillsborough County. The lowest quality water available shall be used for irrigation. Further, the Developer shall participate to the extent feasible in the County's adopted recovered water program and to comply with all applicable regulations governing the receiving of recovered water. Native vegetation shall be used in landscaping wherever feasible.
8. Acknowledging that water supply is a limited resource in the Tampa Bay Region, the developer shall provide full responses to the Water Supply questions contained in the ADA prior to Phase II Approval. This information shall be submitted through the Notice of Proposed Change (NOPC) process. The County may modify the Amended and Restated Development Order to incorporate the findings and/or identify conditions based on this additional information.
9. The use of existing on-site wells for any water supply purpose may require modification of the existing water use permit and approval by the Southwest Florida Water Management District.

10. Installation of high-efficiency (low volume) plumbing fixtures, appliances, and other water conserving devices shall be as required in the Standard Plumbing Codes (Southern Building Codes) and any other applicable regulation.
11. All abandoned and incomplete wells shall be plugged by a licensed water well contractor in accordance with Rule 40D-3.531, F.A.C.
12. The Developer shall design and install an irrigation system consistent with the requirements of the County's Dryline Standard Operating Procedure 6.2.4. If groundwater from existing wells is used for irrigation purposes, the irrigation system shall be a private system outside of any dedicated right-of-ways and shall be maintained by the Developer or his assignee.

H. Energy Conservation

The Developer shall encourage the incorporation of energy conservation measures into the site design, building construction and landscaping to the maximum extent feasible.

I. Historical or Archaeological Resources

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

J. Housing

1. Pursuant to Rule 9J-2.048(8)(c)1, FAC, when a residential unit is constructed on-site and is within the affordable cost range, as determined by that current year's annual median income provided by the Department of Housing and Urban Development and calculated pursuant to the ECFRPC's

June 1999 methodology, the Developer shall receive credit for one and one-half (1.5) affordable housing units toward the affordable housing supply.

2. Full ADA responses (Question #24) shall be provided prior to specific Phase II approval. This information shall be submitted through the NOPC process. The Amended and Restated Development Order shall be amended, as appropriate, to incorporate the findings and/or identify necessary affordable housing issues and/or mitigative measures.

K. Floodplains

1. All habitable structures and primary access roadways shall be constructed above the Federal Emergency Management and/or the latest Hillsborough County Stormwater Master Plan 100-year base flood elevation.
2. Compensation for the loss of 100-year flood storage capacity shall be provided.
3. Prior to any alterations to or relocation of Wolf Branch Creek, the Developer shall notify the County's Flood Damage Control Regulation Administrator and the State's National Flood Insurance Program Coordinating Officer. Background information shall be provided with notification that demonstrates that the flood carrying capacity within the altered or relocated portion of Wolf Branch Creek will not be adversely affected. The Federal National Flood Insurance Program Administrator's Office Regional designee shall be copied on the above correspondence.

L. Wastewater Management

1. Development shall be required to connect to County wastewater service in accordance with the Future of Hillsborough, Comprehensive Plan and Land Development Code.
2. The Developer shall prepare master plans for water, including consideration

of residential sub-metering, wastewater, and if applicable, reclaimed water. The master plans shall be submitted to the County Planning & Growth Management Department prior to, or not later than, the first preliminary site plan submission. (The Water Master plan was submitted and approved by Hillsborough County on May 8, 2006, *R07-023*).

M. Solid Waste/Hazardous Waste/Medical Waste

In the event that businesses using or producing hazardous materials or medical waste locate within the project, these materials shall be handled in a manner consistent with applicable Federal, State and Local regulations.

N. Hurricane Preparedness

1. The Developer shall promote awareness of hurricane/flooding hazard, preparedness and hazard mitigation through public information, neighborhood association newsletters, model homes, commercial/office buildings, etc.
2. The Developer shall develop a plan for evacuation and recovery to ensure the safe and orderly evacuation of vulnerable residents and employees after an official evacuation order is issued to include (1) ordering all buildings in the evacuated areas closed for the duration of a hurricane evacuation order; (2) informing all residents and employees of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation and re-entry/recovery plans. This plan shall be included in the first annual report submitted after occupancy of any portion of the project within the Hurricane Vulnerability Zone.
3. The Developer shall meet or exceed all appropriate federal, state and local construction codes, setback requirements, and flood plain management regulations recognizing the vulnerability of this site to flooding and severe

winds from tropical storms and hurricanes.

4. The Developer shall work with the Hillsborough County Office of Emergency Management and the Tampa Bay Chapter of the American Red Cross to identify measures to mitigate the development's impact on emergency public shelter. Provisions shall be consistent with Rule 9J-2.0256, FAC. Hurricane-resistant design criteria shall be utilized for the educational facilities planned for construction on-site, including the Community College Campus, the elementary school and/or the high school to the extent required by Florida Statutes. Provisions would include assurance of adequate emergency access, emergency power and enhanced hurricane protection areas (window protection) and emergency supplies.
5. The Developer shall comply with Rule 9J-2.0256, F.A.C., and with the Hillsborough County Shelter Fee Ordinance prior to construction.
6. All Phase I residential development beyond 607 units (multi-family or single-family) shall provide mitigation for hurricane shelter space through application of the following formula:
 - a. Number of dwelling units (x) 2.5 (occupancy factor) = the number of potential evacuees.
 - b. Number of potential evacuees (x) .25 (historical public shelter demand) = shelter space demand.
 - c. Number of shelter space demand (x) \$129.00 = offset cost/mitigation for shelter impact.
7. The Developer shall coordinate with the Institute for Business and Home Safety (IBHS) and the Hillsborough County Office of Emergency Management to determine the feasibility of incorporating fire and wind-resistant "fortified" design criteria and technologies and encourage the incorporation of these into facilities such as model homes or community centers.

O. Police and Fire Protection

1. The Developer shall coordinate with the Hillsborough County Sheriffs Office to optimize environmental building attributes prior to construction and to incorporate security improvements throughout the project.
2. The Developer shall review the concepts of "fire safe communities," as provided by the Florida Division of Forestry, and implement all appropriate measures.

P. Recreation and Open Space

1. On-site open space shall be maintained by the Developer until assigned or transferred to an appropriate maintenance entity, such as a Community Development District or property owners association.
2. The Developer shall participate in the implementation of the Hillsborough Greenways Master Plan by providing Hillsborough County with a minimum 30-foot wide trail corridor easement, along the west side of Wolf Branch Creek between 19th Avenue and the Tampa Electric Company easement south of 19th Avenue for use by the County as part of the South Coast Greenway. The trail easement interest shall be conveyed at such time that the County identifies funding for design and construction of the trail through South Shore Corporate Park. The County shall be responsible for trail design, and for construction and maintenance of the trail.
3. The County shall coordinate with the Developer regarding the design and construction of the South Coast Greenway through South Shore Corporate Park. The Developer shall design and construct an internal bicycle/pedestrian trail network that is compatible with and will connect to the South Coast Greenway.

Q. General

1. Prior to utilization of the approved Equivalency Matrix, the Developer shall submit:
 - a. A traffic study denoting any change in trip generation, distribution, average queue length at intersections, and any mitigation necessary as a result of the tradeoff of approved land uses through use of the Equivalency Matrix; and,
 - b. The Developer shall give the Hillsborough County Planning and Growth Management Department, the Department of Community Affairs (DCA) and the Tampa Bay Regional Planning Council notice of its intent to tradeoff approved land uses at least 15 days prior to exercising the provisions of the Equivalency Matrix. The DRI Annual Report shall include information identifying the cumulative amounts of development that have occurred through the use of the Equivalency Matrix and resulting tradeoffs of approved land uses as of the annual report date. Tradeoffs between approved land uses shall be limited to the minimums and maximums identified.
 - c. Construction of the High School has been initiated prior to the approval of Phase 2 through a land use tradeoff request that was submitted which included an analysis demonstrating that impacts on traffic, affordable housing, water and wastewater will not be increased beyond those approved for Phase 1 development. (*Modified R07-023*).
2. Any reference to Developer herein shall include subsequent assignees.
3. All of the Developer's final commitments as set forth in the ADA shall be binding as conditions of this Amended and Restated Development Order, except as said commitments may be superceded by specific terms of the Amended and Restated Development Order.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, PAT FRANK, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of January 23, 2007 as the same appears of record in Minute Book of 368 the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 6th day of February, 2007.

PAT FRANK, CLERK

By: Marcia K. Daik
Deputy Clerk



APPROVED BY COUNTY ATTORNEY

By: Doug Turner Approved as to form and legal sufficiency

EXHIBITS

- A. Developer's Affidavit
- B. Map H (Revised 12-06)
- C. Legal Description
- D. Land Use Equivalency Matrix (Revised 10-06)
- E. Kestrel Habitat Area
- F. Water Conservation Best Management Practices Plan

**Incorporated by reference.*

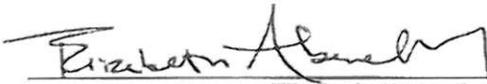
EXHIBIT A

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

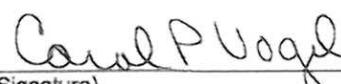
I hereby certify that on this day before me, the undersigned notary public authorized in this State and County named above to administer oaths and take acknowledgments, personally appeared Elizabeth Abernethy, as representative for Ryan Companies US, Inc., the applicant for the South Shore Corporate Park Notice of Proposed Change, who being by me first duly sworn, says upon oath as stated below:

1. Ryan Companies US, Inc., filed its Notice of Proposed Change for the South Shore Corporate Park DRI on July 14, 2006.
2. The aforementioned application was filed with Hillsborough County, the State of Florida Department of Community Affairs ("DCA"), and the Tampa Bay Regional Planning Council ("TBRPC") as required by law.


Elizabeth Abernethy, AICP
Representative for Ryan Companies US, Inc.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledge before me this 20th day of Dec., 2006, by Elizabeth Abernethy, as representative for Ryan Companies US, Inc., who is personally known to me and who did not take an oath.


(Signature)

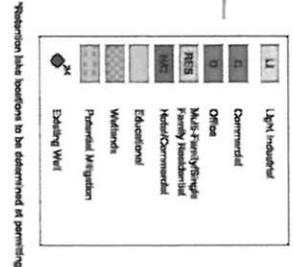
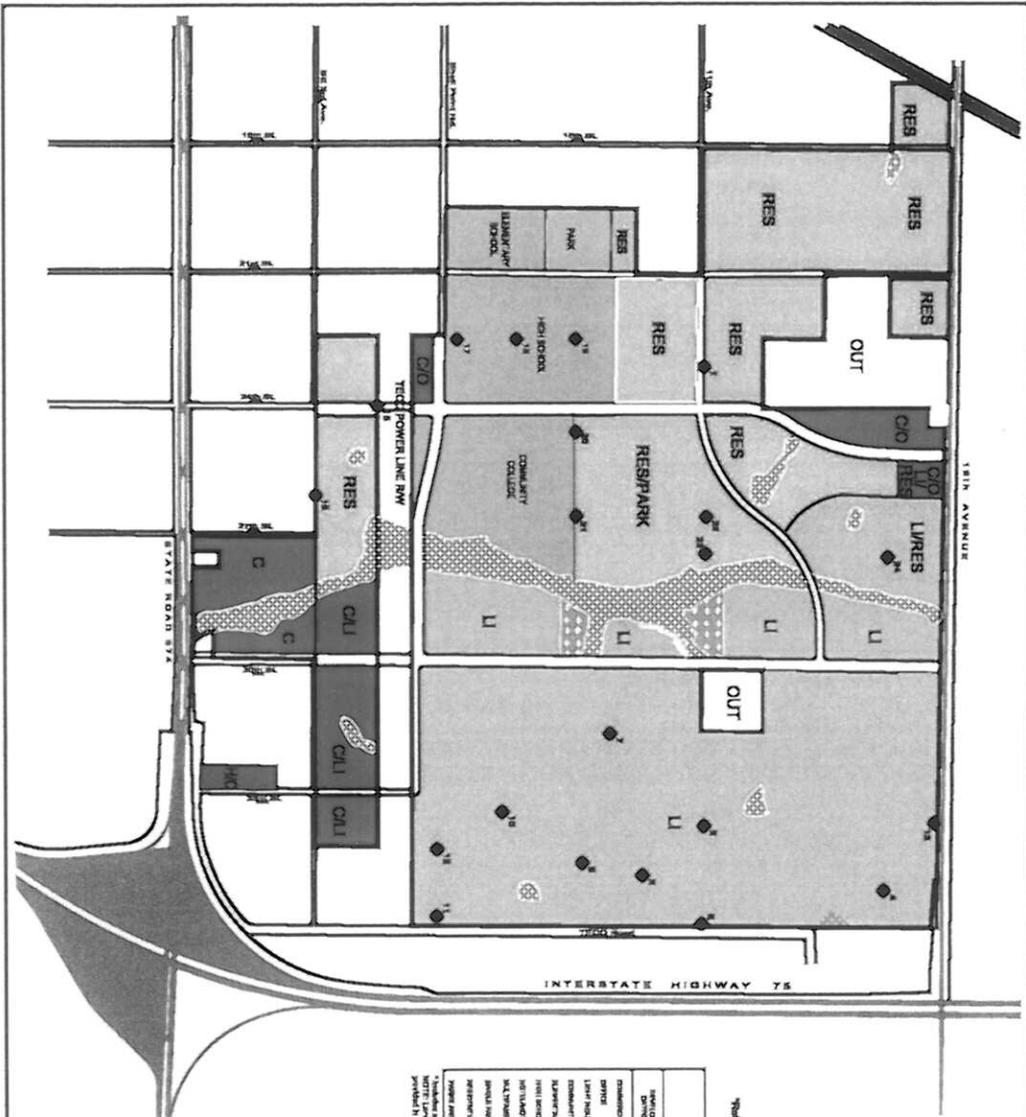
Carol P. Vogel
MY COMMISSION # DD244474 EXPIRES
November 17, 2007
(Print, Type or Stamp Name of Signatory) THRU TROY FAIR INSURANCE, INC.

(Title or Rank of Signatory)

My Commission Expires: 11/17/07

(Serial Number, if any)

EXHIBIT "B"



SOUTH SHORE CORPORATE PARK DEVELOPMENT FINANCING			
Investment	Phase 1	Phase 2	Total
Construction	1,000,000	1,000,000	2,000,000
Land	1,000,000	1,000,000	2,000,000
Professional Fees	100,000	100,000	200,000
Contingency	100,000	100,000	200,000
Working Capital	100,000	100,000	200,000
Other	100,000	100,000	200,000
Total	3,400,000	3,400,000	6,800,000

SOUTH SHORE CORPORATE PARK LAND USE TABLE			
Designation	Area (Acres)	Phase	Notes
Commercial	26.25	Phase 1	
Office	19.24	Phase 1	
Light Industrial	400.24	Phase 1	
Multi-Family/Single Family Residential	4.8	Phase 1	
Retail/Commercial	28.78	Phase 1	
Educational	119.8	Phase 1	
Wetlands	12.4	Phase 1	
Wetlands	8.41	Phase 1	
Total	679.8		



MAP H
MASTER DEVELOPMENT PLAN

May 1, 2002
December 2008

SOUTH SHORE CORPORATE PARK

A Development of Regional Impact by:
Artesian Farms, Inc.

Wilson Miller, Inc.
Project Coordinator, Planning

Scaris Associates, Inc.
Engineering

Lincks & Associates, Inc.
Thompsonville

Fowler, White, Gilliam, Boggs, et al.
Legal Counsel

Biological Research Associates, Ltd.
Environmental

Fishkind & Associates, Inc.
Ecologist

EXHIBIT C
LEGAL DESCRIPTION

DESCRIPTION:

Lots 383 through 410 inclusive; Lots 412 through 446 inclusive; Lots 447 through 461 inclusive; Lots 465 through 468 inclusive; and Lots 473 through 476 inclusive, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida.

AND TOGETHER WITH

Lots 202, 203, 204, 205, 213, 214, 218, 219, 220, 229, 230, 231, 232, 233, 234, 246, 247, 248, 249, 250, 251, 262, 263, 264, 265 and 280, RUSKIN COLONY FARMS, according to the map or plat thereof as recorded in O.R. Book 5, Page 63, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

That part of Lot 383, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, deeded to Tampa Electric Company and recorded in O.R. book 3377, Page 1873, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The North 200 feet of the West 200 feet of Lot 390, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, deeded to Tampa Electric Company and recorded in O.R. Book 1433, Page 582, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

That part of Lot 419 RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, deeded to Hillsborough County and recorded in O.R. Book 5785, Page 474, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The South 355 feet of Lots 447 through 454 inclusive, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The East 160 feet of Lot 461, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough

County, Florida.

LESS AND EXCEPT

The East 160 feet of the West ½ of the South 315 feet of Lot 473, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

That part of Lot 474, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, recorded in O.R. Book 4683, Page 437, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

That part of Lots 465, 466, 475 and 476, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, recorded in O.R. Book 4727, Page 964 or O.R. Book 7161, Page 1469, all of the Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The East 10.0 feet of Lots 465 and 476, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida for road right-of-way as recorded in O.R. Book 1966, Page 475, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

A portion of Lots 467 and 474, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida for road right-of-way as recorded in O.R. Book 4678, Page 1736, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The East 20.0 feet of Lots 387, 394, 403, 410, 419, 426, 435, 442, 451, 458, 467 and 474, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida for road right-of-way as recorded in O.R. Book 1435, Page 941 and O.R. Book 1435, Page 938, all of the Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

Additional right-of-way for 19th Avenue, 1-75 Frontage Road and College Avenue (State Road 674).

LESS AND EXCEPT

That part of Lots 465 and 466, RUSKIN COLONY FARMS FIRST EXTENSION, according to

the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, recorded in O.R. Book 9661, Page 43, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The West 10 feet of Lots 213, 220 and 229, RUSKIN COLONY FARMS, according to the map or plat thereof as recorded in O.R. Book 5, Page 63, Public Records of Hillsborough County, Florida, as taken for right-of-way.

LESS AND EXCEPT

The West one (1) foot of the East 200 feet of Lot 214, RUSKIN COLONY FARMS, according to the map or plat thereof as recorded in O.R. Book 5, Page 63, Public Records of Hillsborough County, Florida.

EXHIBIT D

**Table 1
(Revised 10/05/06)
EQUIVALENCY MATRIX
South Shore Corporate Park**

Change To: Change From :	Office	Commercial A ³	Commercial B ⁴	Industrial Park	Community College	Multi Family	Motel	Single Family
Office	N/A	473 sf/ksf (0.4727) ²	250 sf/ksf (0.2507) ²	4,459 sf/ksf (4.459) ²	16 students/ksf (16) ²	4.53 dus/ksf (4.533) ²	4.64 rooms/ksf (4.636) ^{1,2}	2.96 dus/ksf (2.9565) ²
Commercial A ³	2,115 sf/ksf (2.115) ²	N/A	N/A	9,433 sf/ksf (9.433) ²	33.8 students/ksf (33.8) ²	9.5 dus/ksf (9.5) ²	9.8 rooms/ksf (9.81) ²	6.25 dus/ksf (6.25) ²
Commercial B ⁴	3,989 sf/ksf (3.989) ²	N/A	N/A	17,787 sf/ksf (17.787) ²	63.8 students/ksf (63.82) ²	18.08 dus/ksf (18.08) ²	18.5 rooms/ksf (18.49) ²	11.79 dus/ksf (11.7935) ²
Industrial Park	224 sf/ksf (0.224) ²	106 sf/ksf (0.1060) ²	56 sf/ksf (0.0562) ²	N/A	3.6 students/ksf (3.588) ²	1.02 dus/ksf (1.016) ²	1.04 rooms/ksf (1.04) ²	0.69 dus/ksf (0.6848) ²
Multi-Family	221 sf/du (0.2206) ²	104 sf/du (0.1044) ²	55 sf/du (0.0553) ²	984 sf/du (0.9836) ²	3.5 students/du (3.53) ²	N/A	1.02 rooms/du (1.02) ²	0.51 dus/du (0.5109) ²
Motel	216 sf/room (0.2157) ²	102 sf/room (0.1020) ²	54 sf/room (0.0541) ²	962 sf/room (0.9617) ²	3.4 students/room (3.41) ²	1 dus/room (0.98) ²	N/A	0.64 dus/room (0.6413) ²
Single Family	338 sf/du (0.3382) ²	160 sf/du (0.16) ²	85 sf/du (0.8479)	1,460 sf/du (1.508)	5.3 students/du (5.4118) ²	1.96 dus/du (1.9574) ²	1.56 rooms/du (1.5593) ²	N/A

Land use exchanges are based on Phase 1 gross p.m. peak hour two-way project traffic as presented in Table 21-4 of the composite ADA, except for Single Family. See Table 2 for gross p.m. peak hour two-way project for Single Family.

- ¹ Example exchanges: Add 100 Motel rooms by reducing Office, 100 rooms - 4.636, office factor = 21.570; reduce Office by 21,570 s.f.
- ² Actual Equivalency factor for use in calculations
- ³ Commercial A - 130,000 s.f.
- ⁴ Commercial B - 20,000 s.f.

Notes: A. Phase 1 dwelling units have previously been increased in accordance with this table. No further residential trade offs shall be allowed in Phase 1.
 B. Phase 1 Commercial entitlements have previously been decreased. Any further modifications shall be in accordance with the minimums and maximums specified below.
 C. Phase 1 equivalency trade offs shall not exceed the minimums and maximums as follows:

<u>Land Use</u>	<u>Minimum</u>	<u>Maximum</u>
Commercial A	85,000 ⁽¹⁾	175,000 ⁽¹⁾
Commercial B	13,000 ⁽¹⁾	27,000 ⁽¹⁾
Office	32,500 ⁽¹⁾	433,223 ⁽²⁾
Hotel (rooms)	53 ⁽¹⁾	203 ⁽¹⁾
Light Industrial	1,020,220 ⁽³⁾	2,953,730 ⁽⁴⁾

- ⁽¹⁾ 35% of original Phase 1 entitlements
- ⁽²⁾ Maximum amount available trading 1,624,003 s.f. Light Industrial, remaining 2,000 s.f.

- (3) Commercial B and 53 Hotel rooms to Office
Remaining Light Industrial if 1,624,003 s.f. is traded to Office
- (4) Maximum amount available by trading Office, remaining 2,000 s.f. Commercial B and 53 Hotel rooms to Light Industrial

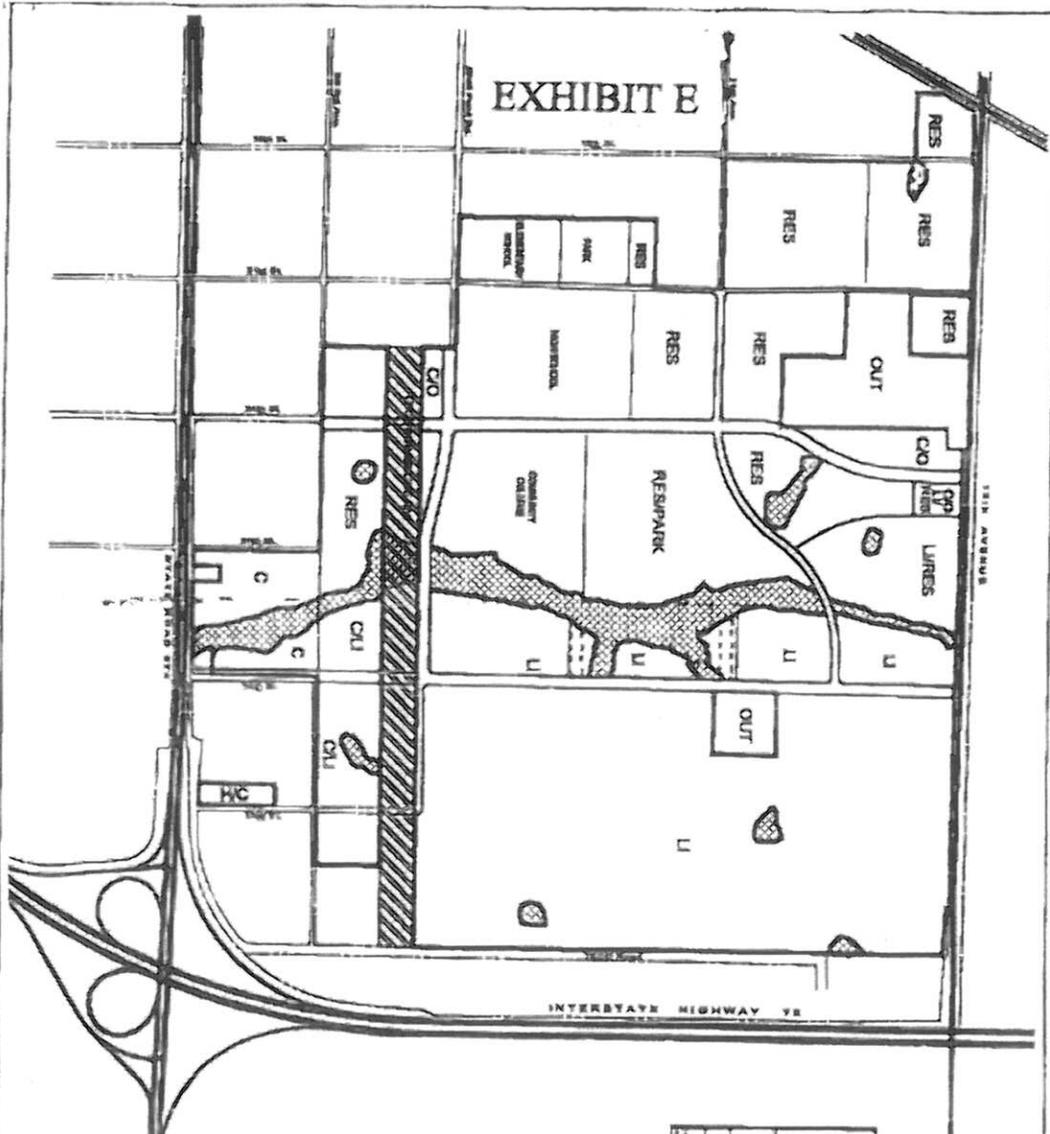


EXHIBIT E



LI	Light Industrial
C	Community Office
CO	Community Office
RES	Residential
H	Heavy Industrial
HC	Heavy Commercial
U	Unimproved
RES/PARK	Residential/Park
OUT	Office
C/O	Community Office
LINES	Utilities

Utility Lines
 Proposed Right-of-Way
 Proposed Street
 Proposed Utility
 Proposed Right-of-Way
 Proposed Street
 Proposed Utility



<p>May 1, 2002 Revised 01/02/02</p>	<p>EXHIBIT E KESTER HABITAT</p>	<p>SOUTH SHORE CORPORATE PARK</p> <p>A Development of Regional Impact by Artailan Farms, Inc.</p>	<p>WilsonMiller, Inc. Project Coordinator, Planning</p> <p>Scaris Associates, Inc. Signatory</p> <p>Litch & Associates, Inc. Transportation</p>	<p>Pearl, White, O'Neil, Boggs, et al. Legal Counsel</p> <p>Biological Research Associates, Ltd. Environmental</p> <p>Fletcher & Associates, Inc. Landscape</p>
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EXHIBIT F

BEST MANAGEMENT PRACTICES - Water Conservation

1. Landscape and Irrigation

- Install main tap lines for reclaimed water in common areas so that it may be utilized when available
- Use drought-tolerant, natural vegetation and plants
- Use xeriscape principals throughout the project
- Use low-volume irrigation such as drip systems
- Apply water, fertilizer, or pesticides to landscape only when needed. Look for signs of wilt before watering established plants.
- Water early in the morning or in the evening when wind and evaporation are lowest Install automatic rain shut-off devices on any sprinkler systems
- Minimize and where possible avoid runoff from occurring. Make sure sprinklers are directing water to landscape areas, and not to parking areas, sidewalks, or other paved areas.
- Adjust irrigation schedules for seasonal changes. Sprinklers generally do not have to be run as often in cooler weather, or during the rainy season.
- Use mulch around landscape plants to reduce evaporation and weed growth.

Plumbing Considerations

- Use only low volume plumbing fixtures. Accordingly, builders within the project will be required to use low-volume flushing tanks on all toilets and low volume shower heads, sink valves and other such fixtures on all construction within the DRI.
- Repair Leaks! A leaking toilet can waste more than 50 gallons of water each day, and a dripping faucet or showerhead can waste up to 1,000 gallons per week!
- Installing toilet tank water displacement devices, such as toilet dams, bags, or weighted bottles

Commercial Users

- Cooling accounts for about 26%, on average, of the water use in a hotel/motel.
- Reduce excessive blowdown! Many cooling towers operate below the suggested levels of total dissolved solids (TDS) unnecessarily. Adjust boiler and cooling tower blowdown rate to maintain TDS at levels recommended by manufacturers' specifications.
- Consider using ozone as a cooling tower treatment to reduce water use for make-up.
- Shut off water-cooled air conditioning units when not needed, or replace water-cooled equipment with air-cooled systems.
- Consider using water-efficient ice machines
- Watering procedures will be employed as necessary to minimize fugitive dust.

ARTESIAN FARMS, INC.

305 US 41 N., Ruskin, FL 33570
Phone 813-645-3211

P.O. Box 128, Ruskin, FL 33575
Fax 813-645-7506

May 3, 2006

Mr. John Meyer
Tampa Bay Regional Planning Council
4000 Gateway Centre Boulevard, Suite 100
Pinellas Park, FL 33782

Re: South Shore Corporate Park Development of Regional Impact No. 249
Revised Third Land Use Tradeoff Request

Dear Mr. Meyer:

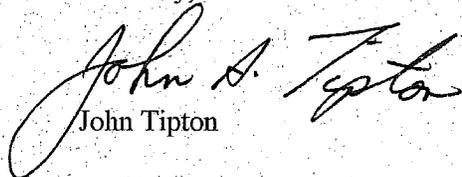
In response to comments from John Healey, Hillsborough County, I am hereby revising my October 27, 2005 land use tradeoff request.

I am requesting to convert 80,315 square feet of industrial, 45,000 square feet of Commercial A and 5,000 square feet of Commercial B to 600 multi family units in accordance with the approved Equivalency Matrix (Development Order, Exhibit D).

Please find attached a cumulative equivalency matrix land use trade off table which includes the two previous requests, as well as the revised current request. The equivalency Matrix limits the change in industrial and commercial use to a maximum of 35% and limits single-family to a maximum 500 units and multi-family to a maximum of 880 units. As shown on the attached table, the cumulative request to allow 500 single-family and 880 multi-family units, a 35% reduction in industrial use, a 35% reduction in Commercial A, and a 25% reduction in Commercial B is in compliance with these conditions.

If you have any questions, please feel free to contact me at (813) 645-3211 or Elizabeth Abernethy at (813) 223-9500.

Sincerely,



John Tipton

Enclosures

cc: Brenda Winningham, Department of Community Affairs
John Healey, Hillsborough County Planing and Growth Management Department
Andrea Zelman, Esq., Fowler, White et al
Elizabeth Abernethy, AICP, WilsonMiller

SOUTH SHORE CORPORATE PARK DRI #249
Equivalency Matrix
Land Use Trade Off Tracking Table

Land Use	Specifically Approved* Phase 1	35% max Allowable Trade-off**	Requested ^(1,2,3) Phase 1 Modification	Revised** Phase 1 Total	% Change**
COMMERCIAL A	130,000 S.F.	45,500	- 45,000 S.F. ⁽³⁾	85,000 S.F.	35%
COMMERCIAL B	20,000	7,000	- 5,000 S.F. ⁽³⁾	15,000 S.F.	25%
OFFICE	50,000 S.F.	17,500	0	50,000 S.F.	0
LIGHT INDUSTRIAL**	3,701,575 S.F.	1,295,551 S.F.	- 1,295,551 ^(1,2,3) S.F.	2,406,024 S.F.	35%
COMMUNITY COLLEGE	500 STUDENTS	NA	0	500 STUDENTS	0
ELEMENTARY SCHOOL	15 AC	NA	0	15 AC	0
HIGH SCHOOL	0	NA	+ 50 AC ⁽²⁾	50 AC	NA
HOTEL/MOTEL	150 ROOMS	53	0	150 ROOMS	0
MULTIFAMILY/ SINGLE-FAMILY**	450 UNITS	NA	+ 930 UNITS ^(1,3) 500 SF 880 MF	1,380 UNITS 500 SF 880 MF	NA
PARKS AND RECREATION	10.5 AC	NA	0	10.5 AC	0

* Pursuant to amended Development Order dated 03/08/05

** Equivalency Matrix limits change to max. 35%, and Phase 1 maximum 500 single-family units and 880 multi-family units

⁽¹⁾ First request dated 05/23/05, converting 170 multi-family units to 86 single-family and converting 604,556 square feet of industrial to 414 single family units

⁽²⁾ Second request dated 7/12/05 request to convert 610,680 square feet of industrial for the high school

⁽³⁾ Third request dated 10/27/05, and revised 05/03/06, converting 80,315 square feet of industrial, 45,000 square feet of Commercial A and 5,000 square feet of Commercial B to 600 multi family units

October 27, 2005

Mr. John Meyer
Tampa Bay Regional Planning Council
4000 Gateway Centre Boulevard, Suite 100
Pinellas Park, FL 33782

Re: South Shore Corporate Park Development of Regional Impact No. 249
Land Use Tradeoff Request

Dear Mr. Meyer:

Pursuant to the provisions of the South Shore Corporate Park Development Order, I am hereby notifying you of my intent to utilize the Equivalency Matrix. I am requesting to convert 590,551 square feet of industrial use to 600 multi-family units. Utilizing the 1.016 dus/ksf rate, 600 units divided by 1.016, multiplied by 1,000, equals 590,551 square feet.

Please find attached a cumulative land use tracking table which includes the two previous requests, as well as the current request. The Equivalency Matrix limits the change in industrial use to a maximum of 35%. With the previously requested modifications, the overall reduction is 20%. Further, the Matrix limits the Phase 1 single-family to a maximum 500 units and multi-family to a maximum of 880 units. The cumulative request is to allow 500 single-family and 880 multi-family units in Phase 1.

If you have any questions, please feel free to contact me.

Sincerely,


John Tipton

Enclosures

cc: Brenda Winningham, Department of Community Affairs
John Healey, Hillsborough County Planning and Growth Management Department
Andrea Zelman, Esq., Fowler, White et al
Elizabeth Abernethy, AICP, WilsonMiller

SOUTH SHORE CORPORATE PARK DRI #249 Land Use Tracking Table

Land Use	Approved* Phase 1	Requested ^(1,2,3) Phase 1 Modification	Revised** Phase 1 Total	Approved Phase 2	Requested ⁽²⁾ Phase 2 Modification	Revised Phase 2 Total	Approved Total	Revised Total	Difference**	% Change**
COMMERCIAL	150,000 S.F.	0	150,000 S.F.	99,000 S.F.	0	99,000 S.F.	249,000 S.F.	249,000 S.F.	0	0
OFFICE	50,000 S.F.	0	50,000 S.F.	363,800 S.F.	0	363,800 S.F.	413,800 S.F.	413,800 S.F.	0	0
LIGHT INDUSTRIAL**	3,701,575 S.F.	-1,805,787 ^(1,2,3) S.F.	1,895,788 S.F.	2,308,625 S.F.	+ 610,680 ⁽²⁾ S.F.	2,919,305 S.F.	6,010,200 S.F.	4,815,093 S.F.	-1,195,107 S.F.	-19.88 %
COMMUNITY COLLEGE	500 STUDENTS	0	500 STUDENTS	500 STUDENTS	0	500 STUDENTS	1000 STUDENTS	1000 STUDENTS	0	0
ELEMENTARY SCHOOL	15 AC	0	15 AC	0	0	0	15 AC.	15 AC.	0	0
HIGH SCHOOL	0	+ 50 AC ⁽²⁾	50 AC	50 AC	- 50 AC ⁽²⁾	0	50 AC	50 AC	0	0
HOTEL/MOTEL	150 ROOMS	0	150 ROOMS	0	0	0	150 ROOMS	150 ROOMS	0	0
MULTIFAMILY/ SINGLE- FAMILY**	450 UNITS	+ 930 UNITS ^(1,3) 500 SF 880 MF	1,380 UNITS 500 SF 880 MF	1,486 UNITS	0	1,486 UNITS	1,936 UNITS	2,866 UNITS	+ 930 UNITS 500 SF 880 MF	NA
PARKS AND RECREATION	10.5 AC	0	10.5 AC	0	0	0	10.5 AC	10.5 AC	0	0

* Pursuant to amended Development Order dated 03/08/05

** Equivalency Matrix limits change to max. 35%, and Phase 1 maximum 500 single-family units and 880 multi-family units

(1) Requested trade off dated 05/23/05, converting 170 multi-family units to 86 single-family units and converting 604,556 square feet of industrial to 414 single family units

(2) 07/12/05 request to shift the high school from Phase 2 to Phase 1, and 610,680 square feet of industrial from Phase 1 to Phase 2

(3) Requested trade off dated 10/27/05, converting 590,551 square feet of industrial to 600 multi family units

SOUTH SHORE CORPORATE PARK DRI #249
Land Use Tracking Table

Land Use	Approved* Phase 1	Previously Approved Preliminary Plat	Submitted for Preliminary Plat Review	Total
COMMERCIAL	150,000 S.F.	0	0	0
OFFICE	50,000 S.F.	0	0	0
LIGHT INDUSTRIAL	1,895,788 S.F.	0	0	0
COMMUNITY COLLEGE	500 STUDENTS	NA	NA	0
ELEMENTARY SCHOOL	15 AC	NA	NA	0
HIGH SCHOOL	50 AC	NA	NA	50 AC
HOTEL/MOTEL	150 ROOMS	0	0	0
MULTIFAMILY/ SINGLE- FAMILY	880 MF <u>500 SF</u> 1,380 Total*	0	Hawks Point (Centex): 256 single-family units 340 townhouse units (596 total) Future – 239 SF 340 MF South Shore Pointe Town Homes -200 townhomes units	796 UNITS
PARKS AND RECREATION	10.5 AC	0	0	0

* Pursuant to amended Development Order dated 03/08/05 and the requested trade off dated 05/23/05, converting 176 multi-family units to 86 single-family and converting 604,556 square feet of industrial to 414 single family units, the 07/12/05 request to shift the high school from Phase 2 to Phase 1; and the 10/27/05 request to convert 590,551 square feet of industrial to 600 multi-family units

NOV - 1 2005
 Planning Commission
 10/27/2005

July 12, 2005

Mr. John Meyer
Tampa Bay Regional Planning Council
4000 Gateway Centre Boulevard, Suite 100
Pinellas Park, FL 33782

Re: South Shore Corporate Park Development of Regional Impact No. 249
South Shore High School Land Use Tradeoff Request

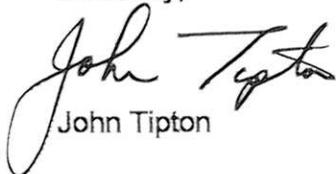
Dear Mr. Meyer:

The unexpectedly high growth rate in southeastern Hillsborough County has driven the need to construct the South Shore High School earlier than anticipated during the DRI process. I am hereby requesting a land use tradeoff to move the High School from Phase 2 to Phase 1. In exchange, 610, 680 square feet of industrial will be shifted from Phase 1 to Phase 2.

The South Shore Corporate Park DRI Development Order (DO) Condition Q.1.c. allows for construction of the High School prior to approval of Phase 2 provided that a land use tradeoff request is submitted which includes an analysis of impacts for traffic, affordable housing, water and wastewater. The attached analysis demonstrates that there will be no increase to impacts on traffic, affordable housing, water and wastewater.

If you have any questions, please feel free to contact me.

Sincerely,



John Tipton

Enclosures

cc: John Bowers, Hillsborough County School Board
Valerie Hubbard, Department of Community Affairs
John Healey, Hillsborough County Planning and Growth Management Department
Andrea Zelman, Esq., Fowler, White et al

SOUTH SHORE CORPORATE PARK High School Land Use Tradeoff Request

Due to an acceleration in the need for the High School, the applicant is requesting a land use tradeoff to move the High School from Phase 2 to Phase 1. In exchange, 610, 680 square feet of industrial will be shifted from Phase 1 to Phase 2.

The South Shore Corporate Park DRI Development Order (DO) Condition Q.1.c. allows for construction of the High School prior to approval of Phase 2 provided that a land use tradeoff request is submitted which includes an analysis of impacts for traffic, affordable housing, water and wastewater. The following analysis demonstrates that there will be no increase to impacts on traffic, affordable housing, water and wastewater. The requested exchange is shown in the following Table 10-1 in strike-out/underline format.

**REVISED
TABLE 10-1***

SOUTH SHORE CORPORATE PARK DEVELOPMENT PHASING			
DEVELOPMENT CATEGORY	PHASE 1 2001-2008	PHASE 2 2009-2012	TOTAL
HIGHWAY COMMERCIAL	150,000 S.F.	99,000 S.F.	249,000 S.F.
NEIGHBORHOOD COMMERCIAL	50,000 S.F.	363,800 S.F.	413,800 S.F.
LIGHT INDUSTRIAL	3,097,019 S.F. <u>2,486,339 S.F.</u>	2,308,625 S.F. <u>2,919,305 S.F.</u>	5,405,644 S.F.
COMMUNITY COLLEGE	60 AC.	0	60 AC.
ELEMENTARY SCHOOL	15 AC.	0	15 AC.
HIGH SCHOOL	0 <u>50 AC.</u>	50 AC. <u>0</u>	50 AC
HOTEL/MOTEL	150 ROOMS	0	150 ROOMS
MULTIFAMILY	280 UNITS	1,586 UNITS	1,936 UNITS
SINGLE-FAMILY	500 UNITS	0	0
PARKS AND RECREATION	5 AC.	0	5 AC.

*Based on May 16, 2005 land use trade-off pursuant to the Equivalency Matrix

Transportation

An analysis was performed to assess the trip generation equivalency of the proposed exchange of land uses. The assessment was based on the procedures provided in the South Shore Corporate Park DRI DO for a land use exchange. The Equivalency Matrix did not include the High School use, therefore the assessment is based on the ITE Trip Generation Manual, 6th Edition.

As reflected in Table 2, 610,680 square feet of industrial use has same traffic impact as a 2,500 student High School. It is estimated that the proposed exchange of land uses will not cause any change in the PM peak hour trips generated and, therefore, will not change the assumptions included in the original Phase 1 traffic study.

TABLE 1
PM Peak Hour Trips

Land Use	Amount	Rate	Trip Ends Generated
High School	2,500 students	.15 / Student	375
Light Industrial	610,680 s.f.	.614063/1,000 s.f.	375

*ITE Trip Generation Manual 6th Edition, 1997

Affordable Housing

Based on the South Shore Corporate Park ADA housing analysis, the number of employees generated for 610,680 s.f. of industrial use is 1,099. The projected number of employees for the high school is 220. The decrease of 879 employees in Phase 1 will result in a decrease in demand for affordable housing.

TABLE 2
Estimated Employment Impacts

Land Use	Employment
High School	+220*
Light Industrial	-1,099*
TOTAL	-879

*Provided in Table-20 of the Second Sufficiency Response, October 2001

Potable Water / Non-Potable Water / Wastewater

The generation factors in Table 3 provided in the South Shore Corporate Park ADA and Sufficiency Responses were utilized to measure the impacts of the two land uses in question. All of the following calculations assume 2500 students and 220 employees for the High School as established in the Second Sufficiency Response.

**TABLE 3
 Public Facility Generation Factors**

Land Use	Unit	Wastewater (GPD)	Potable Water (GPD)	Non-Potable Water
High School	Student	18*	18*	14.463*
High School	Employee	15*	15*	13.056*
Light Industrial	Sq. Ft.	.12312*	.12312*	1.06238*

*Hillsborough County Resolution R99-044

Tables 4, 5 and 6 compare the impacts of the two land uses for potable water, non-potable water and wastewater. Potable water impacts will decrease an estimated 26,887 GPD. Non-Potable water impacts will decrease an estimated 609,744 GPD. Wastewater impacts will decrease 26,887 GPD.

**TABLE 4
 Estimated Potable Water Impacts**

Land Use	Gallons Per Day
High School	+48,300
Light Industrial	-75,187
TOTAL	-26,887

**TABLE 5
 Estimated Non-Potable Water Impacts**

Land Use	Gallons Per Day
High School	+39,030
Light Industrial	-648,774
TOTAL	-609,744

**TABLE 6
 Estimated Wastewater Treatment Impacts**

Land Use	Gallons Per Day
High School	+48,300
Light Industrial	-75,187
TOTAL	-26,887

Conclusion

The unexpectedly high growth rate in southeast Hillsborough County has pushed the need for the school facility into Phase 1. Shifting 610, 680 square feet of light industrial use from Phase 1 to Phase 2 and moving the High School from Phase 2 to Phase 1 will not increase the impacts on traffic, affordable housing, water and wastewater as previously approved for Phase 1.

**LINCKS & ASSOCIATES, INC.**

May 23, 2005

Mr. John M. Meyer
Tampa Bay Regional Planning Council
4000 Gateway Centre Blvd.
Pinellas Park, FL 33782

Re: Southshore DRI Tradeoff
Lincks Project No. L05064

Dear Mr. Meyer:

At your request, we have reviewed the tradeoff matrix for Industrial Park, multifamily and single family and agree that a different answer can be obtained with different approaches to the tradeoff equations. It appears the difference could be caused by rounding since the Industrial Park is based on 1,000 square foot increments.

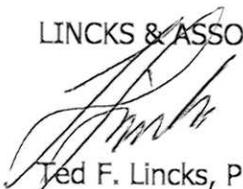
We did check your math and agree that the tradeoff matrix can give you the following:

Maintain 280 multifamily units.
Convert 170 multifamily units to 86 single family units.
Convert 604,556 square feet of industrial park to 414 single family units.

We respectfully request the above conversion be approved. Please call if you have any questions.

Very truly yours,

LINCKS & ASSOCIATES, INC.



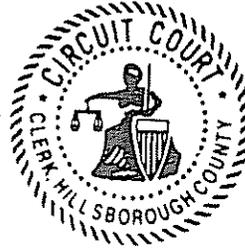
Ted F. Lincks, P.E.
President

TFL/cvc

Enclosures

Cc: John Healey
Andrea Zelman
John Tipton

Pat Frank
Clerk of the Circuit Court
Hillsborough County, Florida



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

March 25, 2005

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

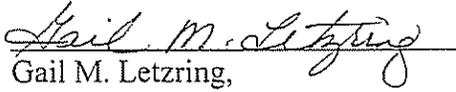
Re: Resolution No. R05-060 - Amending and Restating the Development Order for South Shore Corporate Park (DRI #249)

Dear Mr. Myer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on March 8, 2005.

We are providing this original for your files.

Sincerely,


Gail M. Letzring,
Manager, BOCC Records

jg
Attachment
7002 2410 0001 4265 1287

- cc: Board files (orig.)
- Charles Gauthier, Chief, DCA Bureau of State Planning (orig.ltr.)
- Andrea Zelman, Attorney at Law (orig.ltr.)
- Susan Fernandez, Assistant County Attorney
- John Healy, Senior Planner, Planning & Growth Management
- Barbara Hutcheson, County Attorney's Office
- Jim Glaros, Assistant Chief Deputy, Valuation, Property Appraiser's Office
- Mary Mahoney, Management & Budget
- ~~Mike Callahan, Senior Planner, Planning & Growth Management~~

**DEVELOPMENT ORDER
FOR DRI NO. 249
SOUTH SHORE CORPORATE PARK**

RESOLUTION # R05-060

**RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF
HILLSBOROUGH COUNTY, FLORIDA; ADOPTING AN AMENDED AND RESTATED
DEVELOPMENT ORDER FOR THE SOUTH SHORE CORPORATE PARK
DEVELOPMENT OF REGIONAL IMPACT #249**

Upon motion of Commissioner Castor, seconded by Commissioner Sharpe, the following Resolution was adopted on this 8th day of March, 2005, by a vote of six(6) to zero(0); Commissioner Storms being absent.

WHEREAS, on June 12, 2002, the Hillsborough County Board of County Commissioners approved a Development Order (Resolution No. R02-104) for the South Shore Corporate Park Development of Regional Impact (DRI #249) (the "Development") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on July 28, 2004, Artesian Farms, Inc., filed a "Notification of Proposed Change to a Previously Approved Development of Regional Impact," for the South Shore Corporate Park DRI in accordance with Subsection 380.06(19), F.S., (NOPC # 1) to modify the alignment and widths 21st and 24th Street rights-of-way to facilitate a Hillsborough County corridor Plan; to change land use acreages in response to the change in the roadway system, provide better compatibility amongst land uses by reducing the light industrial tracts west of the Wolf Creek, and provide for a potential park north of the community college site; to modify the Land Use Equivalency Matrix to recognize potential conversion(s) to single family residential uses and set a maximum number of residential units in Phase I to 1380 units; to modify the Master Development Plan to reflect the above-referenced changes; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, is authorized and empowered to consider Proposed Changes to a Previously Approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County has on February 8, 2005 and March 8, 2005, held public hearings on said Notification of Proposed Change and has heard and considered testimony and other documents and evidence; and

WHEREAS, the staffs of the Tampa Bay Regional Planning Council, Hillsborough County, and the Department of Community Affairs have reviewed this Notification of Proposed Change; and

WHEREAS, the Board of County Commissioners has determined that clear and convincing evidence has been presented to the Board of County Commissioners that the proposed changes do not constitute a substantial deviation requiring further development of regional impact review.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA, IN REGULAR MEETING ASSEMBLED THIS 8th DAY OF MARCH, 2005, THAT THE APPLICATION FOR DEVELOPMENT APPROVAL FOR THE SOUTH SHORE CORPORATE PARK SUBMITTED BY THE DEVELOPER IS HEREBY APPROVED WITH CONDITIONS, SAID APPROVAL BEING BASED UPON THE FOLLOWING FINDINGS OF FACT AND CONCLUSIONS OF LAW:

I. FINDINGS OF FACT

- A. Artesian Farms, Inc., submitted an NOPC to Hillsborough County which requested changes to the approved Development Order.
- B. A review of the impacts of this NOPC has been conducted by Hillsborough County, the Tampa Bay Regional Planning Council and the Florida Department of Community Affairs.
- C. The proposed changes approved herein do not result in any new or additional regional impacts.

II. CONCLUSIONS OF LAW

- A. The proposed amendments, together with all previous amendments, do not create a reasonable likelihood of additional impact, or any type of regional impact not previously reviewed by the regional planning agency, over those treated under the Development Order. The proposed amendments, therefore, do not constitute a "substantial deviation" from the South Shore Corporate Park Development Order, pursuant to Chapter 380.06, Florida Statutes.
- B. All applicable statutory and regulatory procedures have been adhered to.
- C. The South Shore Corporate Park Development Order, as amended hereby,

is consistent with the Future of Hillsborough County Comprehensive Plan, and development in accordance with the Development Order, as amended, will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.

- D. Nothing contained in this Amended and Restated Development Order shall limit or modify the rights originally approved by the Development Order or the protection afforded under Subsection 163.3167(8), Florida Statutes.
- E. The Developer's Affidavit of Certification, attached hereto as Exhibit A, affirms that a copy of the Notice of Change has been delivered to all persons as required by law.
- F. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.
- G. Within thirty (30) days after adoption, a certified copy of this Resolution, together with all exhibits hereto, shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail or other delivery service for which a receipt as proof of service is required, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and other recipients in accordance with Section 380.06, Florida Statutes.
- H. Based on the above findings of fact, the Board of County Commissioners hereby approves the revised South Shore Corporate Park Development of Regional Impact Map H, dated January 27, 2005 attached as Exhibit B and incorporated herein by reference.

III. GENERAL PROVISIONS

- A. This Resolution shall constitute the DRI Development Order of Hillsborough County adopted in response to the ADA for the Developer's South Shore Corporate Park DRI.

- B. This Development Order provides specific approval for Phase I of the Project and conceptual approval of Phase II, subject to the conditions cited herein. Specific Phase II approval shall be contingent upon further analyses of air quality, availability of affordable housing and water supply, and submittal of a new transportation analysis prepared in accordance with Section 380.06, F.S., under the NOPC process. The Development Order shall be modified, as appropriate, to reflect the findings and/or additional requirements for these subject areas.
- C. 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.
- D. The legal description of the property set forth in Exhibit C is hereby incorporated into and by reference made a part of this DRI Development Order.
- E. All provisions contained within the ADA and Sufficiency Responses are incorporated herein by this reference and shall be considered conditions of this DRI Development Order, unless inconsistent with the terms and conditions hereof, in which case the terms and conditions of this DRI Development Order shall control.
- F. Unless otherwise provided for in this DRI Development Order, the definitions contained in Chapter 380, F.S., shall govern and apply hereto.
- G. This DRI Development Order shall be binding upon the Developer and its assignees or successors in interest, including any entity (i.e., including but not limited to Community Development Districts or Property Owner's Association) which may assume any of the responsibilities imposed on the Developer by this DRI Development Order or any subsequent owner(s) of the property.
- H. 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.

- 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 the 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. In each instance in this DRI Development Order where the Developer is responsible for ongoing maintenance obligations, the Developer may request the transfer any or all of its maintenance responsibilities to an appropriate private or public body authorized to perform such responsibilities. Nothing contained herein shall be construed as an obligation on the part of any such private or public body to accept said maintenance responsibilities.
- K. 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.
- L. 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 substantial 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 and appropriate remedies. Any development activity constituting a change from the approved development plan shall also be reviewed, where appropriate, pursuant to the provisions of the Hillsborough County Land Development Code.

M. The Developer shall file an annual report in accordance with Section 380.06(18), F.S., and Rule 91-2.025, 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 each and every year 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, the County, EPC, DCA, DEP, and TBRPC. The annual report shall be submitted to the BOCC for review. 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. A statement indicating whether or not the Developer has utilized the Equivalency Matrix. The land use entitlements increased or decreased during the reporting year and cumulatively shall be reported as shall be the remaining development entitlements;
4. Any other reporting specifically required in this DRI Development

Order.

- N. The buildout date for the Project is December 31, 2012, and this DRI Development Order shall expire on December 31, 2014. The Developer shall commence development of the Project no later than December 31, 2006, 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 Project on or before December 31, 2006, for any reason beyond the Developer's control, then the development of the Project shall commence within sixty (60) days after receipt of all necessary, final and nonappealable permits to do so.
- O. The Project approved hereby shall not be subject to down-zoning, or intensity reduction until December 31, 2014, 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.
- P. 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.
- Q. 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.
- R. Within thirty (30) days after adoption, a certified copy of this Resolution, together with all exhibits hereto, shall be transmitted by the ex officio Clerk to the BOCC by certified mail to DCA, TBRPC, and the Developer.

- S. 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.
- T. 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," attached hereto as Exhibit A and incorporated herein by this reference.

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project shall proceed as follows:

TABLE 1

SOUTH SHORE CORPORATE PARK DEVELOPMENT PHASING			
DEVELOPMENT CATEGORY	PHASE I* 2002 - 2008** <u>Specifically Approved</u>	PHASE II 2009 - 2012** <u>Conceptually Approved</u>	TOTAL
COMMERCIAL	150,000 S.F.	99,000 S.F.	249,000 S.F.
OFFICE	50,000 S.F.	363,800 S.F.	413,800 S.F.
LIGHT INDUSTRIAL	3,701,575 S.F.	2,308,625 S.F.	6,010,200 S.F.
COMMUNITY COLLEGE	500 STUDENTS	500 STUDENTS	1000 STUDENTS
HIGH SCHOOL		50 AC.	50 AC.
ELEMENTARY SCHOOL	15 AC.	0	15 AC.
HOTEL/MOTEL	150 ROOMS	0	150 ROOMS
MULTIFAMILY/SINGLE-FAMILY	450 UNITS	1,486 UNITS	1,936 UNITS
PARKS	10.5 AC***.	0	10.5 AC.***

Where square footage totals are referred to in this Development Order, said term shall mean "gross square feet".

* Phase I sub-phases:			
DEVELOPMENT CATEGORY	PHASE IA****	PHASE IB	TOTAL
COMMERCIAL	100,000 S.F.	50,000 S.F.	150,000 S.F.
OFFICE	0	50,000 S.F.	50,000 S.F.
LIGHT INDUSTRIAL	667,715 S.F.	3,033,860 S.F.	3,701,575 S.F.
COMMUNITY COLLEGE	500 STUDENT		500 STUDENTS
ELEMENTARY SCHOOL	0	15 AC.	15 AC.
HOTEL/MOTEL	0	150 ROOMS	150 ROOMS
MULTIFAMILY/SINGLE FAMILY	0	450 UNITS	450 UNITS
PARKS	0	10.5 AC***	10.5 AC***

- ** *Development Order dates shall commence and terminate on December 31 of the year specified.*
- *** *Upon execution of a Co-Location Agreement between the Hillsborough County School District and Hillsborough County Parks Department, the park acreage may be reduced as provided for in said agreement.*
- **** *The development mix for Phase 1A is an example and subject to modification pursuant to the Equivalency Matrix set forth in Exhibit D and the limitations of Paragraph B.1. hereof.*

TABLE 2

SOUTH SHORE CORPORATE PARK LAND USE TABLE				
	Gross Acreage	Proposed		
		FAR/Density	SF	Units
Commercial	24.89	.23	249,000	
Office	33.09	.29	413,800	
Light Industrial	434.06	.32	6,010,200	
Hotel/Motel	4.0	N/A		150/rms
Multi-Family/Single-family	262.15	7.39		1,936
Educational Facilities	118.5	N/A		
Parks & Recreation	10.5	N/A		
Wetlands	65	N/A		
R/W	55.41	N/A		
TOTAL	1007.6			1,936

Upon execution of a Co-Location Agreement between the Hillsborough County School District and Hillsborough County Parks Department, the park acreage may be reduced as provided for in said agreement. The reduced acreage shall be assigned to the Residential category.

2. For purposes of this Order, a phase shall be considered complete upon issuance of Certificates of Occupancy for 90% of development.
3. If the Developer elects to amend the phasing schedule, he shall submit said amendments to the County for review and approval, as required by Chapter 380.06, F.S., which approval shall not be withheld for mere acceleration or deceleration of phases if the terms of this Order are otherwise fully complied with. Any significant

departure in project build-out from the phasing schedule set forth in paragraph A.1. above shall be subject to a substantial deviation determination pursuant to Subsection 380.06(19), Florida Statutes, as amended.

4. Excess infrastructure capacity constructed to serve Phase I that will potentially serve Phase II shall be at the Developer's risk and shall not operate to relieve Developer from conditions that must be complied with prior to commencement of Phase II.
5. At the time of selection of a land use trade-off under the Equivalency Matrix, attached hereto and incorporated herein as Exhibit D, the Developer shall notify the Department of Community Affairs of said selection and shall also provide the Department of Community Affairs, TBRPC and the County with cumulative land use totals and remaining allowable quantities. This condition shall not be construed as a requirement for an approval of a particular land-use trade-off so long as the desired trade-off is consistent with the conversions set forth in the Equivalency Matrix. Further, any such selection shall be reported in the Annual Report following said selection.

B. Transportation

1. The Developer may construct, as Phase IA, up to either 1,750,000 Square Feet of light industrial, as calculated under the Industrial Park ITE Land Use Classification, ITE Code 130, or the equivalent amount of trip generation through application of the Equivalency Matrix, (a total trip generation of 1,392 trips, PM Peak) before triggering any roadway improvements. Prior to any Phase 1A residential development beyond 607 units (through application of the Equivalency Matrix) the Developer shall elect one of the following Options.

The Developer shall report the estimated ADT and the number of residential units, on an annual basis and shall include these calculations in the Annual Report. At such time as existing plus development projected for the next 12 months equals a total trip generation of 1,392, PM Peak, or residential development exceeds 607 units as described above, the Developer shall elect one of the following Options.

2. Prior to the commencement of Phase IB, (development beyond Phase IA development of 1,750,000 Square Feet of light industrial as described in B.1 above), the Developer, at its option, shall elect one of the below described alternatives to mitigate the project's transportation impacts.

- a. Option 1

Obtain funding commitments from responsible entities for the roadway improvements indicated in Table 3 and Table 4. Without funding commitments for these improvements, building permits shall not be issued for Phase IB. Funding commitments shall include all projects included on the first three years of the FDOT Five-Year Work Program and within the current or the next two fiscal years of the Hillsborough County Capital Improvements Program.

TABLE 3

Roadway Improvements Needed for Phase IB (2002-2008)

Location	Project Traffic Impact (Percent)	Required Improvement
24 th Street from SR 674 to Shell Point Road	N/A	Widen to 4 Lanes
Boyette Road from US 301 to Balm Riverview Road	9.0	Widen to 6 Lanes
Boyette Road from Balm Riverview Road to McMullen Road	8.3	Widen to 4 Lanes
SR 674 from 24 th Street to 30 th Street	83.9	Widen to 6 Lanes

TABLE 4

Intersection Improvements Needed for Phase IB (2002 - 2008)

Location	Project Traffic Impact (Percent)	Required Improvement
US 301 at 19 th Avenue	10.2	Signalize when warranted by MUTCD.
19 th Avenue At 30 th Street	19.7	Signalize when warranted by MUTCD.
SR 674 at 24 th Street	83.9	Construct a SB LT and RT lane.
SR 674 at 27 th Street	83.9	Construct a SB LT lane. Signalize when warranted by MUTCD.
SR 674 at 30 th Street	102.1	Construct 2 SB LT lanes.
Boyette Road at US 301	9.0	Construct EB LT lane and 2 through lanes, WB LT & RT lanes, NB LT and through lanes and SB LT and through lanes.
Boyette road at Balm Riverview Road	9.0	Construct EB RT lane and through lane, WB through lane, NB RT lane, and SB RT lane.
Boyette Road at Bell Shoals Road	6.1	Construct EB RT lane.
SR 674 at Kings Boulevard	36.2	Restripe NB approach for LT lane, through lane and RT lane
Boyette Road at McMullen Road	8.3	Construct EB through lane and WB through lane

b. Option 2

The Developer may generate and submit a Notice of Proposed Change (NOPC), pursuant to the provisions of Section 380.06, Florida Statutes, as amended, providing a traffic analysis for the next portion of project development, beyond Phase IA, which the Developer is seeking to construct. An NOPC utilizing Option 2 shall be presumed not to be a Substantial Deviation. Each updated traffic analysis shall indicate alternate transportation improvements or mechanisms which, when

implemented, will maintain the roadways referenced in Option 1 at the adopted peak hour Level of Service. Traffic analyses shall be prepared consistent with generally accepted traffic engineering practices and the methodology determined at a traffic methodology meeting of all appropriate agencies.

c. Option 3

(1) In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out herein. The proportionate fair share calculation for Phase I has been determined to be three million, two hundred thirty two thousand, one hundred thirty six dollars (\$3,232,136) ("Proportionate Fair Share Amount"). The Required Improvement for Option 3 is the construction of 24th Street as 4 lanes from SR 674 north ½ mile to Shell Point Road (including appropriate intersection improvements at SR 674 and Shell Point Road). As part of the design of the Required Improvement, the Developer shall be responsible for the design of the intersection improvements and traffic signal. Permitting, and construction of traffic signals at the intersections of 24th Street and Shell Point Road and at the intersection of 24th Street and SR 674, when warranted, shall be the responsibility of the Developer. The traffic signals shall be designed to FDOT and Hillsborough County standards, as applicable. The minimum right-of-way for 24th Street, between SR 674 and 19th Avenue will be 124 feet. For the pipeline option, if selected, the County will allow an exception on the minimum 124 feet of right-of-way if supported by a PD&E type corridor study, which shows that the full 124 feet cannot be justified due to cost, physical barriers or

environmental concerns at the discretion of Hillsborough County. The total estimated cost of the Required Improvement is \$3,365,140 and the project has been determined to be an appropriate requirement to cure and mitigate the impacts of Phase IB on regionally significant transportation highway facilities within the primary impact area.

- (2) The Developer agrees to use due diligence to design and identify right-of-way needs, provide the right-of-way and construct the Required Improvement. If necessary, the County agrees to utilize its powers of eminent domain, to acquire any needed right of way for the Required Improvement upon the execution of a collateral agreement between the Developer and County specifying the duties of each party. All costs and expenses attributable to acquiring the right-of-way shall be paid by the Developer, provided however, that such costs shall be credited against the Proportionate Share payment. Further, the Required Improvement shall receive impact fee offsets provided that it is included on the Hillsborough County Long Range Plan.
- (3) Unless otherwise modified pursuant to a Notice of Proposed Change, the Required Improvement shall be constructed within 36 months following the sooner of the election of this Option 3 or the submittal of any building permits within Phase IB.
- (4) The Developer shall design and construct the Required Improvement regardless of cost. If the cost of the

Required Improvement is estimated at any time by the Developer to exceed three million, two hundred thirty two thousand, one hundred thirty six dollars (\$3,232,136) the Developer may request, by submission of an NOPC, a review and reconsideration by the County, TBRPC, FDOT and other reviewing agencies of the transportation assessment obligations of this Development Order or may request credit against Phase II development mitigation. Any change to the Required Improvement, schedule or transportation assessment obligations agreed to by the County and other review agencies shall be accomplished through an amendment to the Development Order.

- d. In accordance with the Hillsborough County Consolidated Impact Assessment Program Ordinance (Impact Fee Ordinance), impact fees shall be due for all structures constructed in the South Shore Development. Eligible transportation improvements constructed and accepted in accordance with the Ordinance and which are shown on the adopted MPO Needs Assessment Map will be recognized as follows: on-site transportation improvement offsets will be granted on the percentage of eligible costs equal to the percentage of excess capacity provided by the improvement. Off-site transportation improvement offsets will be granted equal to 100 percent of the eligible costs.
- e. The Developer agrees to provide additional required right-of-way (to 124') along 24th Street within project boundaries from 19th Avenue to Shell Point Road and shall be entitled to impact fee offsets upon dedication of the entire roadway connection to

19th Avenue and approval by Hillsborough County. It is understood that Developer shall be responsible for up to 100% of the right-of-way within the project boundaries. Should 19th Avenue, Shell Point Road or 30th Street become eligible for impact fee offsets, the County may require additional right-of-way for the eligible roadways so that the available minimum width is 124 feet.

- f. To promote interconnectivity and internal capacity for circulation: Each parcel adjacent to a roadway shown on Map H shall demonstrate the ability to provide cross access and internal circulation to adjacent parcels or tracts. The character and design of the cross access should be proportional to the proposed development for the site. Larger parcels (Large Residential parcel west of 30th Street and LI east of 30th Street) shall support traffic circulation with internal roadway connections to the roadways shown on Map H. Smaller parcels shall have efficient parking lot circulation designed to accomplish the goal of internal circulation by connecting to access points shown on Map H or other locations as approved by the County. School sites (elementary, high school and community college) and park tracts will accommodate cross access and internal circulation appropriate to their use.
- g. The developer shall provide a 60-foot right-of-way for the connection of 21st Street to 19th Avenue. The connection will be for the existing 21st Street right-of-way from the south to the remaining right-of-way adjacent to the out parcel, as shown on Map H, to the north. The alignment of the right-of-way will be at the discretion of the developer.
- h. Development within South Shore Corporate Park shall be

subject to the Impact Fee Ordinance, as it may be amended from time to time, provided however, that the cost of the Required Improvement shall be applied toward and be an offset against impact fees imposed thereunder. Nothing herein shall be construed as a waiver of Developer's right to contest the validity of the Impact Fee Ordinance or the impact fees assessed thereunder.

- i. When any subphase of development within a development pod is submitted for preliminary commercial site plan approval or subdivision plat approval, the Developer shall provide to Hillsborough County and the Tampa Bay Regional Planning Council, a transportation analysis that demonstrates that 30th Street and the existing segment of 21st Street will operate at an acceptable Level of Service in both the AM and PM peak hour with the addition of the proposed development as well as at each proposed intersection or access point and is consistent with the traffic analysis designated in the ADA. In the event that these criteria cannot be met, a new 380.06 FS transportation analysis will be required to identify any additional required mitigation.

- j. The Developer(s) of parcels adjacent to 24th Street and Shell Point Road, prior to Certificates of Occupancy, shall design and construct to County standards Shell Point Road as a 2 lane roadway, and shall design 24th Street as a 4 lane roadway and construct the first two lanes. The minimum right-of-way width for 24th Street and Shell Point Road shall be 124 feet. Such improvements shall be for the total length of the subject development tract adjacent to such roadways except when adjacent to conservation/mitigation

areas, ponds or other common areas in which case a road shall be completed to the middle of said area. Said improvements, including sidewalks, shall be dedicated to the County. For 24th Street Developer shall be responsible for providing 100% of the right-of-way. For Shell Point Road, the Developer shall be responsible for providing 100% of the right-of-way except in those areas abutting parcels outside Developer's ownership in which case Developer shall provide up to 50% of the right-of-way on Project property.

- k. A traffic monitoring program shall be conducted to verify that the trips generated by South Shore Corporate Park do not exceed those assumed in the transportation analysis. The developer shall provide traffic counts as part of the annual report to identify project trips. This monitoring program shall begin within one year following commencement of the development and continue on an annual basis until full project buildout.

The monitoring program will consist of PM peak hour two-way counts from 4:00 to 6:00 PM, with subtotals at 15-minute increments, at the project entrance driveways. Only turns to and from the project entrances need to be counted (through volumes will not be required). The sum of the project entrance trips will be totaled by 15-minute increments and the highest four consecutive 15-minute totals will be summed to determine the PM peak hour for project traffic. This total is assumed to include net external trips and pass-by trips. For the Phase I, the total PM peak hour project traffic at the driveways was estimated to be 3,482 net external and 152 pass-by, for a total of 3,634 trips.

If the monitoring results demonstrate that the project is generating more than fifteen percent above the estimated number of actual driveway trips stated above, Hillsborough County may conduct a substantial deviation determination pursuant to Subsection 380.06(19), F.S., and may amend the Development Order to change or require additional roadway improvements. The revised Transportation Analysis shall be subject to review by all appropriate review entities.

- I. Specific approval of Phase II development shall be contingent upon transportation analysis prepared in accordance with Section 380.06, F.S. This information shall be submitted under the NOPC process. Following acceptance of the analysis and revised mitigation requirements by all appropriate review agencies, the Development Order shall be appropriately modified to reflect any/all transportation mitigation requirements necessitated by Phase II development.

- m. In the event that the performance by the Developer of the commitments set forth in this Development Order shall be interrupted or delayed by war, riot, civil commotion or natural disaster then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof.

C. Air Quality/Wind and Water Erosion

- 1. Full ADA responses (Question #22) shall be provided prior to specific Phase II approval. This information shall be submitted through the NOPC process. The Development Order shall be amended, as

appropriate, to incorporate the findings and/or identify necessary air quality improvements based on this additional information.

2. Short-term (temporary construction) Phase I impacts on air quality will be mitigated by the contractor, developer and/or builder employing approved dust control measures to minimize wind erosion and particulate air pollution. Such measures include grassing watering, seeding, mulching and/or a combination of dust suppression methods for cleared areas that are awaiting building activities, installing wind screens, covering open-top haul trucks during transit, and maintaining internal haul roads.

D. Soils

1. Soil conservation measures may include staked hay bale barriers, siltation screens, water truck spraying, sedimentation ponds, berms and quick sodding. There shall be regular inspection of siltation screens or hay bales during construction to ensure correct functioning and good condition. The development will be constructed in incremental steps that will also reduce sand and rain induced erosion during construction.
2. Geotechnical studies and/or subsurface explorations shall be conducted during the design phase to verify the subsurface conditions in the project area.
3. Surface strippings containing organics, unsuitable for structural use, shall be temporarily stockpiled on an individual project basis and will be utilized for landscape topsoil and landscape berms as needed.
4. All surface strippings that are to be utilized for landscape topsoil and berms will be treated to reduce germination/growth of exotic or nuisance species.

E. Stormwater Management and Water Quality

1. In order to protect surface water quality, stormwater exiting the site shall meet or exceed all applicable State water quality standards.
2. Wetlands shall not be displaced by the installation of stormwater conveyance and treatment swales, unless otherwise approved by reviewing agencies. Compensatory treatment in adjacent uplands shall be provided.
3. An integrated pest management program shall be implemented to minimize the use of fertilizers and pesticides, and the design and construction techniques listed below shall be utilized to minimize groundwater contamination
 - using shallow ponds;
 - ensuring that ponds and swales are properly grassed;
 - setting a maximum depth for stormwater storage;
 - maintaining a minimum distance between pond bottoms and the top of the confining layer for the Floridan aquifer; and
 - implementation of a site-specific groundwater quality monitoring system.
4. The Developer shall encourage the use of water conserving landscapes and the responsible use of water by occupants. The Developer shall participate in the Florida Yards & Neighborhoods Program and follow the guidelines for lawn and landscape maintenance set forth therein.
5. Prior to any site alteration activities associated with the project, the Developer shall implement a groundwater monitoring program approved by the DEP. The plan shall include appropriate provisions for the characterization of the pre-development baseline water quality and water level conditions of the site's groundwater. The groundwater

monitoring program required pursuant to this condition shall include identification of well locations, sampling frequency, and sampling duration, as well as parameters to be monitored and applicable collection and analytical methods.

6. Upon completion of the pre-development groundwater program, a report of results will be submitted to the DEP for review and approval. In addition to the official laboratory results, the report shall include recommendations regarding monitoring during construction and post-construction. Any proposed construction and post-construction monitoring plans developed pursuant to this condition shall be submitted to the DEP for review and approval. After initial data is received, the necessity for further monitoring will be assessed.
7. Ecologically viable portions of existing native vegetation shall be incorporated into the landscape design to the greatest extent practicable and shall not be irrigated.

F. Open Space/Wetlands/Vegetation and Wildlife

1. Any activity interfering with the integrity of the wetlands, such as clearing, excavating, draining or filling, without written authorization from the Director of Environmental Protection Commission or his designated agent, pursuant to Section 17 of the Hillsborough County Environmental Protection Act and of Chapter 1-11, Rules of Environmental Protection Commission shall be prohibited.
2. In the event that any additional state- or federally-listed species or nesting colonies of wading bird species not already identified are discovered on-site during project development, the Developer shall immediately notify the Florida Fish and Wildlife Conservation Commission ("FWC") and implement the recommended measures for species protection.

3. In order to maintain and enhance the breeding population of Southeastern American Kestrels on the site, within one year of approval of this Development Order, the Developer shall install four nest boxes equal distance apart within or immediately adjacent to the TECO right-of-way. The nest boxes shall be designed, constructed and installed in accordance with the recommendations found within *Ecology and Habitat Protection Need of the Southeastern American Kestrel (Falco sparverius paulus)* on large scale development sites in Florida. Florida Fish and Wildlife Conservation Commission Non-Game Wildlife Technical Report No.13, dated March 1993. The nest boxes shall be maintained by the Developer or its assigns during the life of this Development Order.
4. Exhibit E depicts the area that shall be preserved to provide habitat for the Southeastern American Kestrel. No development shall occur in this area. Any changes to, or proposed encroachments into, this habitat shall require the Developer to submit a Notice of Proposed Change pursuant to Chapter 380.06, F.S. This habitat will consist of Bahia grass with scattered native trees, especially slash pine and live oak, managed by periodic mowing.
5. The Developer shall follow procedures of the Florida Fish and Wildlife Conservation Commission to avoid the "taking" of the Southeastern American Kestrel.
6. The Developer or its assigns shall be responsible for maintaining all landscaped and open space areas within the project site other than those for which Hillsborough County has assumed maintenance responsibilities.

7. Nuisance and exotic plant species shall be removed from the upland areas of the project site during site development. A plan shall be developed to address how the project site will be maintained free of nuisance and exotic species in perpetuity. The Plan shall be submitted to Hillsborough County for approval and included in the first annual report submitted following commencement of development.
8. Maintenance of preserved wetlands and mitigation areas shall be assured through the incorporation of a Wetland Protection Plan. The Plan shall be submitted to Hillsborough County and the Environmental Protection Commission of Hillsborough County for approval and included in the first annual report submitted following commencement of development.
9. The natural hydroperiod shall be restored to the on-site wetlands to the greatest degree possible.
10. The project site may continue to be used for agricultural activities, but at no greater intensity than at present. No agricultural activities shall be initiated on land not previously under such use. Silvicultural activities shall be limited solely to upland areas and shall not be conducted within 30 feet of the EPC Wetland Line.
11. Wildlife undercrossings shall be provided at all road crossings of Wolf Branch Creek as determined through the permitting process.
12. Prior to the initiation of construction activities the Developer shall conduct one additional survey for Florida Sandhill Cranes (*Grus canadensis pratensis*) and Southeastern American Kestrels (*Flaco sparverius paulus*). The survey shall be conducted during the species respective breeding seasons, February through April and April through August, to ensure that nests of these listed species are not taken. The results of this survey shall be provided to Hillsborough County

Planning and Growth Management Department and to the Florida Fish and Wildlife Conservation Commission (FWC) and the Developer shall contact the FWC prior to initiating construction activities to ascertain appropriate guidelines addressing the presence of these two species.

13. Prior to the initiation of construction activities the Developer shall contact the Hillsborough County Planning & Growth Management Department Natural Resources Division and arrange for a site visit to verify the presence or non-presence of habitat for gopher tortoises and burrowing owls.

G. Public Facilities

1. Water-saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Section 553.14, F.S.).
2. The Developer shall apply for reclaimed water service in accordance with the County's Reclaimed Water Waiting List Standard Operating Procedure 6.23 within 30 days of the approval of this Development Order.
3. In each Annual Report the Developer shall include an assessment of the availability of reclaimed water and the actions necessary to utilize reclaimed water for irrigation and other purposes within the development. The assessment shall include the costs of utilizing reclaimed water within the project.
4. The Developer shall notify the County at such time that the Water Use Permits for the development are modified. The Developer shall identify the previous permitted withdrawal rates as well as the new permitted withdrawal rates. This information shall be included in the next Annual Report following such modifications.

5. Prior to construction, the Developer shall investigate the technical, environmental and economic feasibility of using non-potable water from the surficial aquifer and stormwater for irrigation and other purposes within the development. The investigation shall include, at a minimum, the proximity of the non-potable source to the proposed development, the long-term availability of that source, the appropriateness of the source for intended use, and consideration of the installation of distribution lines during construction in anticipation of future availability of the non-potable source. Prior to construction, the Developer shall provide a report detailing this investigation to the County and the Southwest Florida Water Management District.
6. Development shall follow water conservation Best Management Practices for water conservation as set forth in Exhibit F as listed in the ADA.
7. The Developer shall use non-potable water, if available, for landscape and open space irrigation unless otherwise approved by Hillsborough County. The lowest quality water available shall be used for irrigation. Further, the Developer shall participate to the extent feasible in the County's adopted recovered water program and to comply with all applicable regulations governing the receiving of recovered water. Native vegetation shall be used in landscaping wherever feasible.
8. Acknowledging that water supply is a limited resource in the Tampa Bay Region, the developer shall provide full responses to the Water Supply questions contained in the ADA prior to Phase II Approval. This information shall be submitted through the Notice of Proposed Change (NOPC) process. The County may modify the Development Order to incorporate the findings and/or identify conditions based on this additional information.

9. The use of existing on-site wells for any water supply purpose may require modification of the existing water use permit and approval by the Southwest Florida Water Management District.
10. Installation of high-efficiency (low volume) plumbing fixtures, appliances, and other water conserving devices shall be as required in the Standard Plumbing Codes (Southern Building Codes) and any other applicable regulation.
11. All abandoned and incomplete wells shall be plugged by a licensed water well contractor in accordance with Rule 40D-3.531, F.A.C.
12. The Developer shall design and install an irrigation system consistent with the requirements of the County's Dryline Standard Operating Procedure 6.2.4. If groundwater from existing wells is used for irrigation purposes, the irrigation system shall be a private system outside of any dedicated right-of-ways and shall be maintained by the Developer or his assignee.

H. Energy Conservation

The Developer shall encourage the incorporation of energy conservation measures into the site design, building construction and landscaping to the maximum extent feasible.

I. Historical or Archaeological Resources

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

J. Housing

1. Pursuant to Rule 9J-2.048(8)(c)1, FAC, when a residential unit is constructed on-site and is within the affordable cost range, as determined by that current year's annual median income provided by the Department of Housing and Urban Development and calculated pursuant to the ECFRPC's June 1999 methodology, the Developer shall receive credit for one and one-half (1.5) affordable housing units toward the affordable housing supply.
2. Full ADA responses (Question #24) shall be provided prior to specific Phase II approval. This information shall be submitted through the NOPC process. The Development Order shall be amended, as appropriate, to incorporate the findings and/or identify necessary affordable housing issues and/or mitigative measures.

K. Floodplains

1. All habitable structures and primary access roadways shall be constructed above the Federal Emergency Management and/or the latest Hillsborough County Stormwater Master Plan 100-year base flood elevation.
2. Compensation for the loss of 100-year flood storage capacity shall be provided.
3. Prior to any alterations to or relocation of Wolf Branch Creek, the Developer shall notify the County's Flood Damage Control Regulation Administrator and the State's National Flood Insurance Program Coordinating Officer. Background information shall be provided with notification that demonstrates that the flood carrying capacity within the altered or relocated portion of Wolf Branch Creek will not be adversely affected. The Federal National Flood Insurance Program Administrator's Office Regional designee shall be copied on the above

correspondence.

L. Wastewater Management

1. Development shall be required to connect to County wastewater service in accordance with the Future of Hillsborough, Comprehensive Plan and Land Development Code.
2. The Developer shall prepare master plans for water, including consideration of residential sub-metering, wastewater, and if applicable, reclaimed water. The master plans shall be submitted to the County Planning & Growth Management Department prior to, or not later than, the first preliminary site plan submission.

M. Solid Waste/Hazardous Waste/Medical Waste

In the event that businesses using or producing hazardous materials or medical waste locate within the project, these materials shall be handled in a manner consistent with applicable Federal, State and Local regulations.

N. Hurricane Preparedness

1. The Developer shall promote awareness of hurricane/flooding hazard, preparedness and hazard mitigation through public information, neighborhood association newsletters, model homes, commercial/office buildings, etc.
2. The Developer shall develop a plan for evacuation and recovery to ensure the safe and orderly evacuation of vulnerable residents and employees after an official evacuation order is issued to include (1) ordering all buildings in the evacuated areas closed for the duration of a hurricane evacuation order; (2) informing all residents and employees of evacuation routes out of the flood prone area and

measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation and re-entry/recovery plans. This plan shall be included in the first annual report submitted after occupancy of any portion of the project within the Hurricane Vulnerability Zone.

3. The Developer shall meet or exceed all appropriate federal, state and local construction codes, setback requirements, and flood plain management regulations recognizing the vulnerability of this site to flooding and severe winds from tropical storms and hurricanes.
4. The Developer shall work with the Hillsborough County Office of Emergency Management and the Tampa Bay Chapter of the American Red Cross to identify measures to mitigate the development's impact on emergency public shelter. Provisions shall be consistent with Rule 9J-2.0256, FAC. Hurricane-resistant design criteria shall be utilized for the educational facilities planned for construction on-site, including the Community College Campus, the elementary school and/or the high school to the extent required by Florida Statutes. Provisions would include assurance of adequate emergency access, emergency power and enhanced hurricane protection areas (window protection) and emergency supplies.
5. The Developer shall comply with Rule 9J-2.0256, F.A.C., and with the Hillsborough County Shelter Fee Ordinance prior to construction.
6. All Phase I residential development beyond 607 units (multi-family or single-family) shall provide mitigation for hurricane shelter space through application of the following formula:
 - a. Number of dwelling units (x) 2.5 (occupancy factor) = the number

of potential evacuees.

b. Number of potential evacuees (x) .25 (historical public shelter demand) = shelter space demand.

c. Number of shelter space demand (x) \$129.00 = offset cost/mitigation for shelter impact.

7. The Developer shall coordinate with the Institute for Business and Home Safety (IBHS) and the Hillsborough County Office of Emergency Management to determine the feasibility of incorporating fire and wind-resistant "fortified" design criteria and technologies and encourage the incorporation of these into facilities such as model homes or community centers.

O. Police and Fire Protection

1. The Developer shall coordinate with the Hillsborough County Sheriff's Office to optimize environmental building attributes prior to construction and to incorporate security improvements throughout the project.
2. The Developer shall review the concepts of "fire safe communities," as provided by the Florida Division of Forestry, and implement all appropriate measures.

P. Recreation and Open Space

1. On-site open space shall be maintained by the Developer until assigned or transferred to an appropriate maintenance entity, such as a Community Development District or property owners association.
2. The Developer shall participate in the implementation of the Hillsborough Greenways Master Plan by providing Hillsborough County with a minimum 30-foot wide trail corridor easement, along the west side of Wolf Branch Creek between 19th Avenue and the Tampa

Electric Company easement south of 19th Avenue for use by the County as part of the South Coast Greenway. The trail easement interest shall be conveyed at such time that the County identifies funding for design and construction of the trail through South Shore Corporate Park. The County shall be responsible for trail design, and for construction and maintenance of the trail.

3. The County shall coordinate with the Developer regarding the design and construction of the South Coast Greenway through South Shore Corporate Park. The Developer shall design and construct an internal bicycle/ pedestrian trail network that is compatible with and will connect to the South Coast Greenway.

Q. General

1. Prior to utilization of the approved Equivalency Matrix, the Developer shall submit:
 - a. A traffic study denoting any change in trip generation, distribution, average queue length at intersections, and any mitigation necessary as a result of the tradeoff of approved land uses through use of the Equivalency Matrix; and,
 - b. The Developer shall give the Hillsborough County Planning and Growth Management Department, the Department of Community Affairs (DCA) and the Tampa Bay Regional Planning Council notice of its intent to tradeoff approved land uses at least 15 days prior to exercising the provisions of the Equivalency Matrix. The DRI Annual Report shall include information identifying the cumulative amounts of development that have occurred through the use of the Equivalency Matrix and resulting tradeoffs of approved land uses as of the annual report date. Tradeoffs between approved land uses shall be limited to the minimums and maximums identified.

- c. Construction of the High School may be initiated prior to the approval of Phase 2 provided that a land use tradeoff request is submitted which includes an analysis demonstrating that impacts on traffic, affordable housing, water and wastewater will not be increased beyond those approved for Phase 1 development.
2. Any reference to Developer herein, shall include subsequent assignees.
3. All of the Developer's final commitments as set forth in the ADA shall be binding as conditions of this Development Order, except as said commitments may be superceded by specific terms of the Development Order.

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

I, PAT FRANK, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of March 8, 2005 as the same appears of record in Minute Book 346 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 25th day of March 2005.

PAT FRANK, CLERK

By: Mildred K. Dehn
Deputy Clerk



APPROVED BY COUNTY ATTORNEY

By: [Signature] Approved as to form and legal sufficiency

EXHIBITS

- A. Developer's Affidavit
- B. Map H (Revised)
- C. Legal Description
- D. Land Use Equivalency Matrix (Revised)
- E. Kestrel Habitat Area (Revised)
- F. Water Conservation Best Management Practices Plan

**Incorporated by reference.*

EXHIBIT A

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that on this day before me, the undersigned notary public authorized in this State and County named above to administer oaths and take acknowledgments, personally appeared John Bowers, as representative for Artesian Farms, Inc., the applicant for the South Shore Corporate Park Notice of Proposed Change, who being by me first duly sworn, says upon oath as stated below:

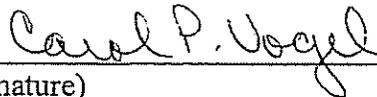
1. Artesian Farms, Inc., filed its Notice of Proposed Change for the South Shore Corporate Park DRI on July 28, 2004.
2. The aforementioned application was filed with Hillsborough County, the State of Florida Department of Community Affairs ("DCA"), and the Tampa Bay Regional Planning Council ("TBRPC") as required by law.



John Bowers, AICP
Representative for Artesian Farms, Inc.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28th day of July, 2004, by John Bowers, as representative for Artesian Farms, Inc., who is personally known to me and who did not take an oath.



(Signature)



Carol P. Vogel
MY COMMISSION # DD244474 EXPIRES
November 17, 2007

(Print, Type or Stamp Name of Signatory)

Notary Public

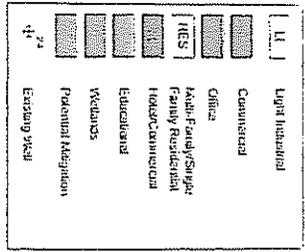
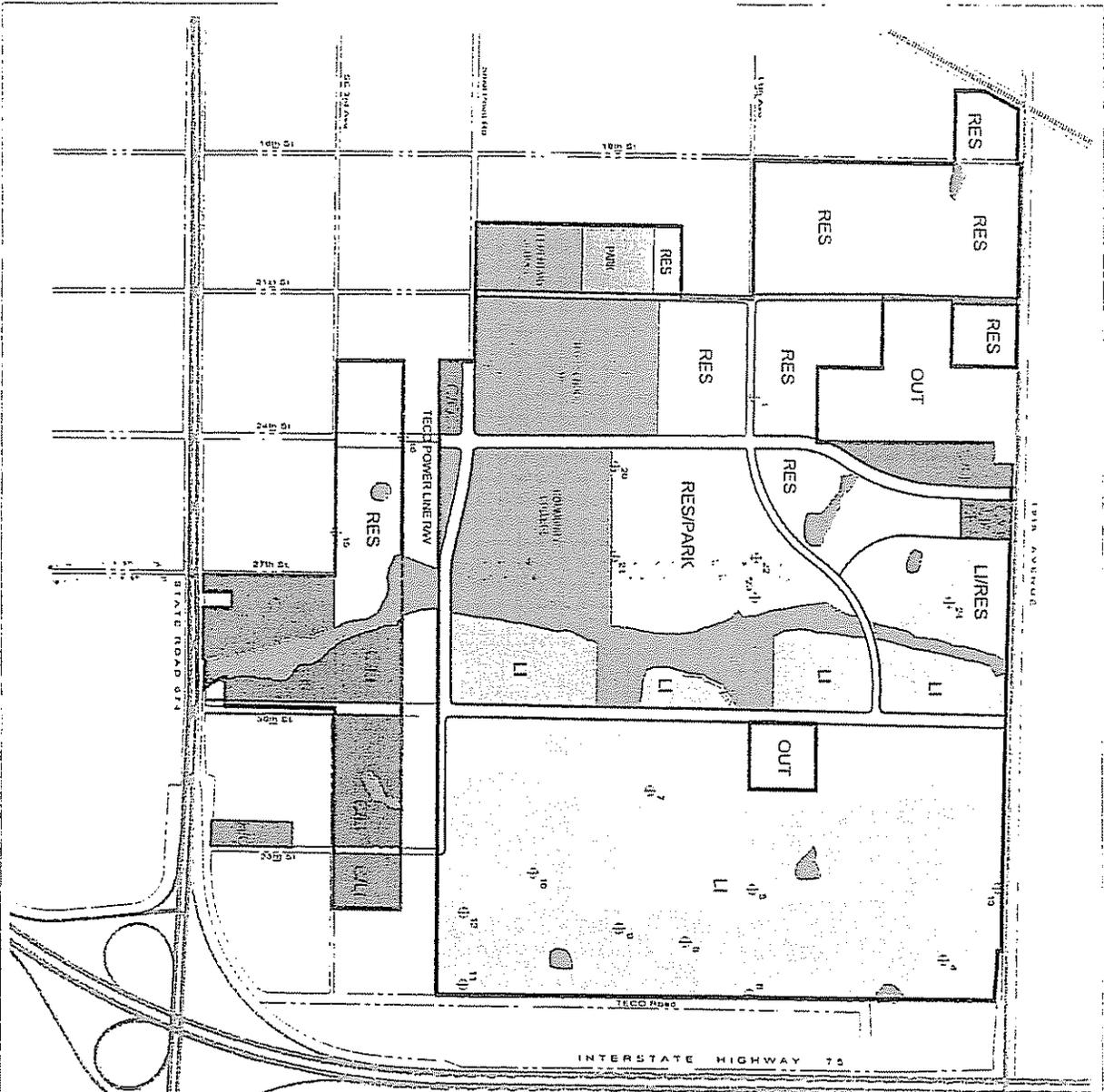
(Title or Rank of Signatory)

My Commission Expires:

11/17/07

(Serial Number, if any)

EXHIBIT B



*Retention lake locations to be determined after permitting

SOUTH SHORE CORPORATE PARK DEVELOPMENT PHASING			
Estimated Construction	Phase 1	Phase 2	Total
Commercial	1,000,000	1,000,000	2,000,000
Office	1,000,000	1,000,000	2,000,000
Multi-Family/Single Family Residential	1,000,000	1,000,000	2,000,000
Educational	1,000,000	1,000,000	2,000,000
Wetlands	1,000,000	1,000,000	2,000,000
Potential Mitigation	1,000,000	1,000,000	2,000,000
Existing Wetland	1,000,000	1,000,000	2,000,000

SOUTH SHORE CORPORATE PARK LAND USE TABLE

Use	Area (Acres)	Phase	Notes
Commercial	24.89	249,000	
Office	33.09	413,000	
Legal Industrial	428.00	6,000,000	
Multi-Family/Single Family	4.01	10,000	
Educational/Residential	185.5	1,000	
Wetlands	65		
Wetlands	55.41		
Wetlands	1,007.8	7,500	

*Open to the public for use as a park or recreation area. The use of the area for other purposes is not permitted. The use of the area for other purposes is not permitted. The use of the area for other purposes is not permitted.



Wilson Miller, Inc.
Project Coordination, Planning

Scarla Associates, Inc.
Engineering

Lincks & Associates, Inc.
Transportation

SOUTH SHORE CORPORATE PARK

A Development of Regional Impact by:

Artesian Farms, Inc.

Fowler, White, Gillen, Boeggs, et al.
Legal Counsel

Biological Research Associates, Ltd.
Environmental

Fishkind & Associates, Inc.
Economic

MAP H

MASTER DEVELOPMENT PLAN

May 1, 2002

Revised 01/27/03

EXHIBIT C

LEGAL DESCRIPTION

DESCRIPTION:

Lots 383 through 410 inclusive; Lots 412 through 446 inclusive; Lots 447 through 461 inclusive; Lots 465 through 468 inclusive; and Lots 473 through 476 inclusive, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida.

AND TOGETHER WITH

Lots 202, 203, 204, 205, 213, 214, 218, 219, 220, 229, 230, 231, 232, 233, 234, 246, 247, 248, 249, 250, 251, 262, 263, 264, 265 and 280, RUSKIN COLONY FARMS, according to the map or plat thereof as recorded in O.R. Book 5, Page 63, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

That part of Lot 383, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, deeded to Tampa Electric Company and recorded in O.R. book 3377, Page 1873, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The North 200 feet of the West 200 feet of Lot 390, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, deeded to Tampa Electric Company and recorded in O.R. Book 1433, Page 582, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

That part of Lot 419 RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, deeded to Hillsborough County and recorded in O.R. Book 5785, Page 474, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The South 355 feet of Lots 447 through 454 inclusive, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The East 160 feet of Lot 461, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough

County, Florida.

LESS AND EXCEPT

The East 160 feet of the West ½ of the South 315 feet of Lot 473, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

That part of Lot 474, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, recorded in O.R. Book 4683, Page 437, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

That part of Lots 465, 466, 475 and 476, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, recorded in O.R. Book 4727, Page 964 or O.R. Book 7161, Page 1469, all of the Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The East 10.0 feet of Lots 465 and 476, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida for road right-of-way as recorded in O.R. Book 1966, Page 475, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

A portion of Lots 467 and 474, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida for road right-of-way as recorded in O.R. Book 4678, Page 1736, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The East 20.0 feet of Lots 387, 394, 403, 410, 419, 426, 435, 442, 451, 458, 467 and 474, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida for road right-of-way as recorded in O.R. Book 1435, Page 941 and O.R. Book 1435, Page 938, all of the Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

Additional right-of-way for 19th Avenue, 1-75 Frontage Road and College Avenue (State Road 674).

LESS AND EXCEPT

That part of Lots 465 and 466, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, recorded in O.R. Book 9661, Page 43, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The West 10 feet of Lots 213, 220 and 229, RUSKIN COLONY FARMS, according to the map or plat thereof as recorded in O.R. Book 5, Page 63, Public Records of Hillsborough County, Florida, as taken for right-of-way.

LESS AND EXCEPT

The West one (1) foot of the East 200 feet of Lot 214, RUSKIN COLONY FARMS, according to the map or plat thereof as recorded in O.R. Book 5, Page 63, Public Records of Hillsborough County, Florida.

EXHIBIT D

Table 1
(Revised 1/10/05)
EQUIVALENCY MATRIX
South Shore Corporate Park

Change To: Change From:	Office	Commercial A ³	Commercial B ⁴	Industrial Park	Community College	Multi- Family	Motel	Single Family
Office	N/A	473 sf/ksf (0.4727) ²	250 sf/ksf (0.2507) ²	4,459 sf/ksf (4.459) ²	16 students/ksf (16) ²	4.53 dus/ksf (4.533) ²	4.64 rooms/kst (4.636) ^{1,2}	2.96 dus/ksf (2.9565) ²
Commercial A ³	2,115 sf/ksf (2.115) ²	N/A	N/A	9,433 sf/ksf (9.433) ²	33.8 students/ksf (33.8) ²	9.5 dus/ksf (9.5) ²	9.8 rooms/ksf (9.81) ²	6.25 dus/ksf (6.25) ²
Commercial B ⁴	3,989 sf/ksf (3.989) ²	N/A	N/A	17,787 sf/ksf (17.787) ²	63.8 students/ksf (63.82) ²	18.08 dus/ksf (18.08) ²	18.5 rooms/ksf (18.49) ²	11.79 dus/ksf (11.7935) ²
Industrial Park	224 sf/ksf (0.224) ²	106 sf/ksf (0.1060) ²	56 sf/ksf (0.0562) ²	N/A	3.6 students/ksf (3.588) ²	1.02 dus/ksf (1.016) ²	1.04 rooms/ksf (1.04) ²	0.69 dus/ksf (0.6848) ²
Multi-Family	221 sf/du (0.2206) ²	104 sf/du (0.1044) ²	55 sf/du (0.0553) ²	984 sf/du (0.9836) ²	3.5 students/du (3.53) ²	N/A	1.02 rooms/du (1.02) ²	0.51 dus/du (0.5109) ²
Motel	216 sf/room (0.2157) ²	102 sf/room (0.1020) ²	54 sf/room (0.0541) ²	962 sf/room (0.9617) ²	3.4 students/room (3.41) ²	1 dus/room (0.98) ²	N/A	0.64 dus/room (0.6413) ²
Single Family	338 sf/du (0.3382) ²	160 sf/du (0.16) ²	85 sf/du (0.8479)	1,460 sf/du (1.508)	5.3 students/du (5.4118) ²	1.96 dus/du (1.9574) ²	1.56 rooms/du (1.5593) ²	N/A

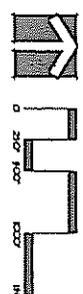
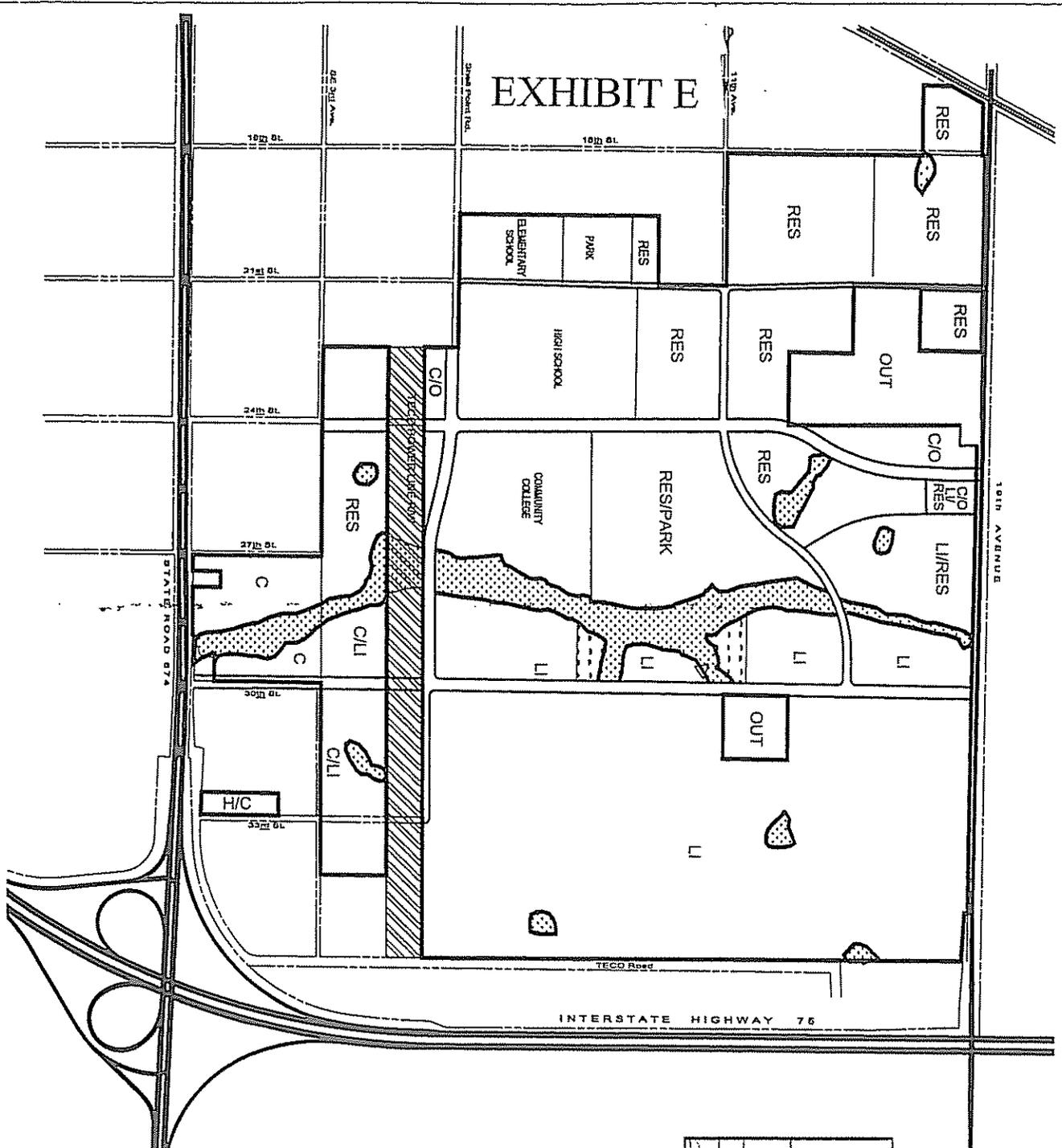
Land use exchanges are based on Phase 1 gross p.m. peak hour two-way project traffic as presented in Table 21-4 of the composite ADA, except for Single Family. See Table 2 for gross p.m. peak hour two-way project for Single Family.

- ¹ Example exchanges:
 Add 100 Motel rooms by reducing Office, 100 rooms ÷ 4.636, office factor = 21,570; reduce Office by 21,570 sf
- ² Actual Equivalency factor for use in calculations
- ³ Commercial A – 130,000 s.f.
- ⁴ Commercial B – 20,000 s.f.

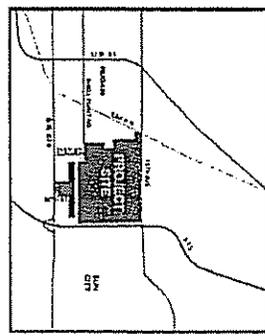
Note: Phase 1 dwelling units shall not be decreased below 450 units shown in the Development Phasing schedule. Phase 1 dwelling units shall be limited to a maximum of 500 single-family units and 880 multi-family units, for a total not to exceed 1380 units.

The remaining land uses shall not be increased or decreased by more than 35%.

EXHIBIT E



	Light Industrial
	Commercial
	Office
	Residential
	Retail
	Potential Mitigation
	Kestrel Foraging Habitat (TECO Right-of-Way)
	Kestrel Foraging Habitat (Walden Burrows)



SOUTH SHORE CORPORATE PARK

A Development of Regional Impact by:
Artesian Farms, Inc.

EXHIBIT 1 KESTREL HABITAT

May 1, 2002
Revised
01/10/2005

WilsonMiller, Inc.
Project Coordination, Planning

Scarola Associates, Inc.
Engineering

Lincks & Associates, Inc.
Transportation

Fowler, White, Gillen,
Boggs, et al.
Legal Counsel

Biological Research
Associates, Ltd.
Environmental

Fishkind & Associates, Inc.
Economic

EXHIBIT F

BEST MANAGEMENT PRACTICES – Water Conservation

1. Landscape and Irrigation

- Install main tap lines for reclaimed water in common areas so that it may be utilized when available
- Use drought-tolerant, natural vegetation and plants
- Use xeriscape principals throughout the project
- Use low-volume irrigation such as drip systems
- Apply water, fertilizer, or pesticides to landscape only when needed. Look for signs of wilt before watering established plants.
- Water early in the morning or in the evening when wind and evaporation are lowest
- Install automatic rain shut-off devices on any sprinkler systems
- Minimize and where possible avoid runoff from occurring. Make sure sprinklers are directing water to landscape areas, and not to parking areas, sidewalks, or other paved areas.
- Adjust irrigation schedules for seasonal changes. Sprinklers generally do not have to be run as often in cooler weather, or during the rainy season.
- Use mulch around landscape plants to reduce evaporation and weed growth.

Plumbing Considerations

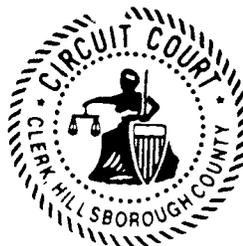
- Use only low volume plumbing fixtures. Accordingly, builders within the project will be required to use low-volume flushing tanks on all toilets and low volume shower heads, sink valves and other such fixtures on all construction within the DRI.
- Repair Leaks! A leaking toilet can waste more than 50 gallons of water each day, and a dripping faucet or showerhead can waste up to 1,000 gallons per week!
- Installing toilet tank water displacement devices, such as toilet dams, bags, or weighted bottles

Commercial Users

- Cooling accounts for about 26%, on average, of the water use in a hotel/motel.
- Reduce excessive blowdown! Many cooling towers operate below the suggested levels of total dissolved solids (TDS) unnecessarily. Adjust boiler and cooling tower blowdown rate to maintain TDS at levels recommended by manufacturers' specifications.
- Consider using ozone as a cooling tower treatment to reduce water use for make-up.
- Shut off water-cooled air conditioning units when not needed, or replace water-cooled equipment with air-cooled systems.
- Consider using water-efficient ice machines
- Watering procedures will be employed as necessary to minimize fugitive dust.

#249

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida



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

June 27, 2002

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

Re: Resolution No. R02-104 - Amending the Development Order for
South Shore Corporate Park (DRI #249)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which
was adopted by the Hillsborough County Board of County
Commissioners on June 12, 2002.

We are providing this original for your files.

Sincerely,

Gail M. Letzring
Gail M. Letzring, BOCC Records

md

Attachment

Certified Mail #70000600002950538957

cc: Board files (orig.)

- Charles Gauthier, Florida Department of Community Affairs
- Rhea Law, Attorney at Law, Fowler White
- Susan Fernandez, Senior 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

DEVELOPMENT ORDER
FOR DRI NO. 249
SOUTH SHORE CORPORATE PARK

RESOLUTION # R02-104

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA, ISSUING DEVELOPMENT ORDER OF APPROVAL WITH CONDITIONS FOR AN APPLICATION FOR DEVELOPMENT APPROVAL OF A DEVELOPMENT OF REGIONAL IMPACT, KNOWN AS THE SOUTH SHORE CORPORATE PARK; SETTING FORTH FINDINGS OF FACT, CONCLUSIONS OF LAW, AND CONDITIONS OF APPROVAL PURSUANT TO CHAPTER 380, FLORIDA STATUTES; AND ESTABLISHING AN EFFECTIVE DATE.

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

WHEREAS, in February, 2001, Artesian Farms, Inc. submitted an Application for Development Approval for a Development of Regional Impact and subsequently provided additional information in a Sufficiency Response on July 3, 2001, Second Sufficiency Response on October 26, 2001; Third Sufficiency Response on November 28, 2001 and Fourth Sufficiency Response on December 26, 2001.

WHEREAS, on December 27, 2001, the Tampa Bay Regional Planning Council found the South Shore Corporate Park ADA and Sufficiency Responses had provided sufficient data to prepare and adopt a Final Report for the project pursuant to Subsection 380.06(10)(b), Florida Statutes; and

WHEREAS, a comprehensive review of the impacts generated by the project has been conducted by the Tampa Bay Regional Planning Council (TBRPC), the Florida Department of Transportation (FDOT), the Florida Department of Environmental Protection (FDEP), the Florida Department of Community Affairs, the Florida Department of State, Division of Historical Resources, the United States Fish and Wildlife Commission, the Hillsborough County Environmental Protection Commission (HCEPC), the Hillsborough County Planning and Growth Management Department, the Florida Department of Transportation, the Hillsborough County City-County Planning Commission ("HCCCPC"), Southwest Florida Water Management District (SWFWMD), Florida Fish and Wildlife Conservation Commission, hereinafter collectively the "Reviewing Agencies"; and

WHEREAS, the Board of County Commissioners (the "BOCC"), as the governing body of Hillsborough County, is authorized and empowered pursuant to Section 380.06, F.S., 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 filed a recommendation with the BOCC; and

WHEREAS, the BOCC on June 12, 2002, held a duly-noticed public hearing on the ADA 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 TBRPC dated February 11, 2002; and

WHEREAS, the BOCC has solicited, received and considered the reports, comments and recommendations of interested citizens and the Reviewers.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA, IN REGULAR MEETING ASSEMBLED THIS 12th DAY OF June, 2002, THAT THE APPLICATION FOR DEVELOPMENT APPROVAL FOR THE SOUTH SHORE CORPORATE PARK SUBMITTED BY THE DEVELOPER 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 owns 1,007.6 acres located in the northwest quadrant of the intersection of SR 674 and I-75 in south Hillsborough County.
- B. The Developer's authorized agent for this project is Rhea F. Law, President, Fowler White Boggs Banker, P.A., 501 East Kennedy Boulevard, Suite 1700, Tampa, FL 33602.
- C. The subject of this ADA is the approval of a mixed use corporate park with major emphasis on light industrial uses. Specific development entitlements include commercial, office, light industrial, community college, high school and elementary school, hotel/motel, multi-family residential and parks and recreation. (the "Project").

- D. The real property, which is the subject of the ADA, is legally described in Exhibit B, attached hereto and incorporated herein by reference. The area includes, more or less, 1,007.6 acres. All lands affected by this ADA are under the ownership and control of the Developer.

- E. The South Shore Corporate Park site falls within two land use categories on the County's Future Land Use Map: approximately 969.6 acres within the Suburban Mixed Use-6 category and approximately 38 acres within Community Mixed Use-12. All areas are within the County's Urban Service Area.

- F. Subject to the conditions of this DRI Development Order, the Project will not adversely affect the state and regional resources identified in the State Comprehensive Plan, the State Land Development Plan, and the TBRPC Strategic Regional Policy Plan ("Future of the Region: A Strategic Regional Policy Plan"). Further, it will not adversely impact adjacent jurisdictions or the availability of affordable housing.

- G. TBRPC, at the conclusion of its February 11, 2002, public meeting on its staff's review and recommendation of the ADA, voted to recommend approval of the Project with conditions, to the BOCC.

- H. The information and data contained within the ADA are sufficient for the BOCC to review the Project as required by Section 380.06, F.S.

- I. Concurrently with the adoption of this DRI Development Order, the BOCC has considered and approved a "Planned Development " rezoning, which rezoning allows development of the Project.

- J. The BOCC reviewed the Affordable Housing Analysis provided by the Developer

for the non-residential component of South Shore Corporate Park using the "ECFRPC Housing Methodology" dated June 1999, and determined that the existing housing supply is adequate to meet the anticipated demand for very low-, low- and moderate-income housing units for the development of all planned non-residential land uses for all of Phase I.

- K. On June 12, 2002, the BOCC held the required public hearing on the ADA, heard all testimony offered, and received evidence and documents pertaining to the Project including the reports and recommendations of TBRPC, the County's Planning and Growth Management Department (PGMD), 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 Project is consistent with the adopted State Comprehensive Plan as a whole;
2. The Project will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area;
3. The Project is consistent with the TBRPC Future of the Region: A Strategic Regional Policy Plan;
4. The Project is consistent with the report and recommendations of TBRPC

submitted pursuant to Subsection 380.06(12), F.S.; and,

5. The Project is consistent with the Hillsborough County Comprehensive Plan and the local land development regulations.
-
- B. In considering whether the Project should be approved subject to various conditions, restrictions and limitations contained in this DRI Development Order, the BOCC has considered the criteria stated in Chapter 380, F.S., including those in Subsection 380.06(14), F.S., and Chapter 9J-2, FAC.
 - C. After review by the BOCC of the various written and oral reports and the testimony of interested citizens, the BOCC concludes that the impacts of the Project 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 Project as described in the ADA and Sufficiency Responses, shall be subject to the terms of this DRI Development Order and shall not be subject to further DRI review pursuant to Section 380.06, F.S., unless the BOCC determines that any proposed changes to the Project constitute a substantial deviation pursuant to Section 380.06(19), F.S., and the conditions contained herein.

III. GENERAL PROVISIONS

- A. This Resolution shall constitute the DRI Development Order of Hillsborough County adopted in response to the ADA for the Developer's South Shore Corporate Park DRI.
- B. This Development Order provides specific approval for Phase I of the Project and conceptual approval of Phase II, subject to the conditions cited herein. Specific Phase II approval shall be contingent upon further analyses of air quality, availability of affordable housing and water supply, and submittal of a new transportation analysis prepared in accordance with Section 380.06, F.S., under the NOPC process. The Development Order shall be modified, as appropriate, to reflect the findings and/or additional requirements for these subject areas.
- C. 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.
- D. The legal description of the property set forth in Exhibit B is hereby incorporated into and by reference made a part of this DRI Development Order.
- E. All provisions contained within the ADA and Sufficiency Responses are incorporated herein by this reference and shall be considered conditions of this DRI Development Order, unless inconsistent with the terms and conditions hereof, in which case the terms and conditions of this DRI Development Order shall control.
- F. Unless otherwise provided for in this DRI Development Order, the definitions contained in Chapter 380, F.S., shall govern and apply hereto.
- G. This DRI Development Order shall be binding upon the Developer and its assignees

or successors in interest, including any entity (i.e., including but not limited to Community Development Districts or Property Owner's Association) which may assume any of the responsibilities imposed on the Developer by this DRI Development Order or any subsequent owner(s) of the property.

- H. 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.

- 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 the 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. In each instance in this DRI Development Order where the Developer is responsible for ongoing maintenance obligations, the Developer may request the transfer any or all of its maintenance responsibilities to an appropriate private or public body authorized to perform such responsibilities. Nothing contained herein shall be construed as an obligation on the part of any such private or public body to accept said maintenance responsibilities.

- K. 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.

- L. 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 substantial 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 and appropriate remedies. Any development activity constituting a change from the approved development plan shall also be reviewed, where appropriate, pursuant to the provisions of the Hillsborough County Land Development Code.

- M. The Developer shall file an annual report in accordance with Section 380.06(18), F.S., and Rule 91-2.025, 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 each and every year 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, the County, EPC, DCA, DEP, and TBRPC. The annual report shall be submitted to the BOCC for review. 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. A statement indicating whether or not the Developer has utilized the Equivalency Matrix. The land use entitlements increased or decreased during the reporting year and cumulatively shall be reported as shall be the remaining development entitlements;
 4. Any other reporting specifically required in this DRI Development Order.
- N. The buildout date for the Project is December 31, 2012, and this DRI Development Order shall expire on December 31, 2014. The Developer shall commence development of the Project no later than December 31, 2006, 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 Project on or before December 31, 2006, for any reason beyond the Developer's control, then the development of the Project shall commence within sixty (60) days after receipt of all necessary, final and nonappealable permits to do so.
- O. The Project approved hereby shall not be subject to down-zoning, or intensity reduction until December 31, 2014, 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.

- P. 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.
- Q. 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.
- R. Within thirty (30) days after adoption, a certified copy of this Resolution, together with all exhibits hereto, shall be transmitted by the ex officio Clerk to the BOCC by certified mail to DCA, TBRPC, and the Developer.
- S. 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.
- T. 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," attached hereto as Exhibit C and incorporated herein by this reference.

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project shall proceed as follows:

TABLE 1

SOUTH SHORE CORPORATE PARK DEVELOPMENT PHASING			
DEVELOPMENT CATEGORY	PHASE I* 2002 - 2008** <u>Specifically Approved</u>	PHASE II 2009 - 2012** <u>Conceptually Approved</u>	TOTAL
COMMERCIAL	150,000 S.F.	99,000 S.F.	249,000 S.F.
OFFICE	50,000 S.F.	363,800 S.F.	413,800 S.F.
LIGHT INDUSTRIAL	3,701,575 S.F.	2,308,625 S.F.	6,010,200 S.F.
COMMUNITY COLLEGE	500 STUDENTS	500 STUDENTS	1000 STUDENTS
HIGH SCHOOL		50 AC.	50 AC.
ELEMENTARY SCHOOL	15 AC.	0	15 AC.
HOTEL/MOTEL	150 ROOMS	0	150 ROOMS
MULTIFAMILY	450 UNITS	1,486 UNITS	1,936 UNITS
PARKS	10.5 AC***.	0	10.5 AC.***

Where square footage totals are referred to in this Development Order, said term shall mean "gross square feet".

* Phase I sub-phases:			
DEVELOPMENT CATEGORY	PHASE IA****	PHASE IB	TOTAL
COMMERCIAL	100,000 S.F.	50,000 S.F.	150,000 S.F.
OFFICE	0	50,000 S.F.	50,000 S.F.
LIGHT INDUSTRIAL	667,715 S.F.	3,033,860 S.F.	3,701,575 S.F.
COMMUNITY COLLEGE	500 STUDENT		500 STUDENTS
ELEMENTARY SCHOOL	0	15 AC.	15 AC.
HOTEL/MOTEL	0	150 ROOMS	150 ROOMS
MULTIFAMILY	0	450 UNITS	450 UNITS
PARKS	0	10.5 AC***	10.5 AC***

** *Development Order dates shall commence and terminate on December 31 of the year specified.*

*** *Upon execution of a Co-Location Agreement between the Hillsborough County School District and Hillsborough County Parks Department, the park acreage may be reduced as provided for in said agreement.*

**** *The development mix for Phase 1A is an example and subject to modification pursuant to the Equivalency Matrix set forth in Exhibit D and the limitations of Paragraph B.1. hereof.*

TABLE 2

SOUTH SHORE CORPORATE PARK
LAND USE TABLE

	Gross Acreage	Proposed		
		FAR/Density	SF	Units
Commercial	26.0	.22	249,000	
Office	45.6	.21	413,800	
Light Industrial	547.4	.25	6,010,200	
Hotel/Motel	4.0	N/A		150/rms
Multi-Family	137.8	14.1		1,936
Educational Facilities	118.5	N/A		
Parks & Recreation	10.5	N/A		
Wetlands	66.3	N/A		
R/W	51.5	N/A		—
TOTAL	1,007.6			1,936

Upon execution of a Co-Location Agreement between the Hillsborough County School District and Hillsborough County Parks Department, the park acreage may be reduced as provided for in said agreement.

2. For purposes of this Order, a phase shall be considered complete upon issuance of Certificates of Occupancy for 90% of development.
3. If the Developer elects to amend the phasing schedule, he shall submit said amendments to the County for review and approval, as required by Chapter 380.06, F.S., which approval shall not be withheld for mere acceleration or

deceleration of phases if the terms of this Order are otherwise fully complied with. Any significant departure in project build-out from the phasing schedule set forth in paragraph A.1. above shall be subject to a substantial deviation determination pursuant to Subsection 380.06(19), Florida Statutes, as amended.

4. Excess infrastructure capacity constructed to serve Phase I that will potentially serve Phase II shall be at the Developer's risk and shall not operate to relieve Developer from conditions that must be complied with prior to commencement of Phase II.
5. At the time of selection of a land use trade-off under the Equivalency Matrix, attached hereto and incorporated herein as Exhibit D, the Developer shall notify the Department of Community Affairs of said selection and shall also provide the Department of Community Affairs, TBRPC and the County with cumulative land use totals and remaining allowable quantities. This condition shall not be construed as a requirement for an approval of a particular land-use trade-off so long as the desired trade-off is consistent with the conversions set forth in the Equivalency Matrix. Further, any such selection shall be reported in the Annual Report following said selection.

B. Transportation

1. The Developer may construct, as Phase IA, up to 1,750,000 Square Feet of light industrial, as calculated under the Industrial Park ITE Land Use Classification, ITE Code 130, or the equivalent amount of trip generation, (426 inbound, 966 outbound, PM Peak) before triggering any roadway improvements. Developer shall report the estimated ADT on an annual basis and shall include these calculations in the Annual Report. At such time as existing plus development projected for the next 12 months equals 426 inbound, 966 outbound, PM Peak, the Developer shall elect one of the following Options.

2. Prior to the commencement of Phase IB, (development beyond Phase IA development of 1,750,000 Square Feet of light industrial as described in B.1 above), the Developer, at its option, shall elect one of the below described alternatives to mitigate the project's transportation impacts.

a. Option 1

Obtain funding commitments from responsible entities for the roadway improvements indicated in Table 3 and Table 4. Without funding commitments for these improvements, building permits shall not be issued for Phase IB. Funding commitments shall include all projects included on the first three years of the FDOT Five-Year Work Program and within the current or the next two fiscal years of the Hillsborough County Capital Improvements Program.

TABLE 3

Roadway Improvements Needed for Phase IB (2002-2008)

Location	Project Traffic Impact (Percent)	Required Improvement
21 st Street from SR 674 to Shell Point Road	N/A	Widen to 4 Lanes
Boyette Road from US 301 to Balm Riverview Road	9.0	Widen to 6 Lanes
Boyette Road from Balm Riverview Road to McMullen Road	8.3	Widen to 4 Lanes
SR 674 from 21 st Street to 30 th Street	83.9	Widen to 6 Lanes

TABLE 4

Intersection Improvements Needed for Phase IB (2002 - 2008)

Location	Project Traffic Impact (Percent)	Required Improvement
US 301 at 19 th Avenue	10.2	Signalize when warranted by MUTCD.
19 th Avenue At 30 th Street	19.7	Signalize when warranted by MUTCD.
SR 674 at 21 st Street	83.9	Construct a SB LT and RT lane.
SR 674 at 27 th Street	83.9	Construct a SB LT lane. Signalize when warranted by MUTCD.
SR 674 at 30 th Street	102.1	Construct 2 SB LT lanes.
Boyette Road at US 301	9.0	Construct EB LT lane and 2 through lanes, WB LT & RT lanes, NB LT and through lanes and SB LT and through lanes.
Boyette road at Balm Riverview Road	9.0	Construct EB RT lane and through lane, WB through lane, NB RT lane, and SB RT lane.
Boyette Road at Bell Shoals Road	6.1	Construct EB RT lane.
SR 674 at Kings Boulevard	36.2	Restripe NB approach for LT lane, through lane and RT lane
Boyette Road at McMullen Road	8.3	Construct EB through lane and WB through lane

b. Option 2

The Developer may generate and submit a Notice of Proposed Change (NOPC), pursuant to the provisions of Section 380.06, Florida Statutes, as amended, providing a traffic analysis for the next portion of project development, beyond Phase IA, which the Developer is seeking to construct. An NOPC utilizing Option 2 shall be presumed not to be a Substantial Deviation. Each updated traffic analysis shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways referenced in Option 1 at the adopted peak hour Level

of Service. Traffic analyses shall be prepared consistent with generally accepted traffic engineering practices and the methodology determined at a traffic methodology meeting of all appropriate agencies.

c. Option 3

- (1) In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out herein. The proportionate fair share calculation for Phase I has been determined to be three million, two hundred thirty two thousand, one hundred thirty six dollars (\$3,232,136) ("Proportionate Fair Share Amount"). The Required Improvement for Option 3 is the construction of 21st Street as 4 lanes from SR 674 north ½ mile to Shell Point Road (including appropriate intersection improvements at SR 674 and Shell Point Road). The minimum right-of-way for 21st Street, between SR 674 and 19th Avenue will be 124 feet. For the pipeline option, if selected, the County will allow an exception on the minimum 124 feet of right-of-way if supported by a PD&E type corridor study, which shows that the full 124 feet cannot be justified due to cost, physical barriers or environmental concerns at the discretion of Hillsborough County. The total estimated cost of the Required improvement is \$3,365,140 and the project has been determined to be an appropriate requirement to cure and mitigate the impacts of

Phase IB on regionally significant transportation highway facilities within the primary impact area.

- (2) The Developer agrees to use due diligence to design and identify right-of-way needs, provide the right-of-way and construct the Required Improvement. If necessary, the County agrees to utilize its powers of eminent domain, to acquire any needed right of way for the Required Improvement upon the execution of a collateral agreement between the Developer and County specifying the duties of each party. All costs and expenses attributable to acquiring the right-of-way shall be paid by the Developer, provided however, that such costs shall be credited against the Proportionate Share payment. Further, the Required Improvement shall receive impact fee offsets provided that it is included on the Hillsborough County Long Range Plan.
- (3) Unless otherwise modified pursuant to a Notice of Proposed Change, the Required Improvement shall be constructed within 36 months following the sooner of the election of this Option 3 or the submittal of any building permits within Phase IB.
- (4) The Developer shall design and construct the Required Improvement regardless of cost. If the cost of the Required Improvement is estimated at any time by the Developer to exceed three million, two hundred thirty two thousand, one hundred thirty six dollars (\$3,232,136) the Developer may request, by submission of an NOPC, a review and reconsideration by the County, TBRPC, FDOT and other reviewing agencies of the transportation assessment obligations of this Development Order or may request credit against Phase II

development mitigation. Any change to the Required Improvement, schedule or transportation assessment obligations agreed to by the County and other review agencies shall be accomplished through an amendment to the Development Order.

- d. In accordance with the Hillsborough County Consolidated Impact Assessment Program Ordinance (Impact Fee Ordinance), impact fees shall be due for all structures constructed in the South Shore Development. Eligible transportation improvements constructed and accepted in accordance with the Ordinance and which are shown on the adopted MPO Needs Assessment Map will be recognized as follows: on-site transportation improvement offsets will be granted on the percentage of eligible costs equal to the percentage of excess capacity provided by the improvement. Off-site transportation improvement offsets will be granted equal to 100 percent of the eligible costs.

- e. The Developer agrees to provide additional required right-of-way (to 124') along 21st Street within project boundaries from 19th Avenue to Shell Point Road and shall be entitled to impact fee offsets upon dedication of the entire roadway connection to 19th Avenue and approval by Hillsborough County. It is understood that Developer shall be responsible for up to 50% of the right-of-way in those areas where the project boundaries do not include the entire right-of-way alignment. Should 19th Avenue, Shell Point Road or 30th Street become eligible for impact fee offsets, the County may require additional right-of-way for the eligible roadways so that the available minimum width is 124 feet.

- f. To promote interconnectivity and internal capacity for circulation: Each parcel adjacent to a roadway shown on Map H shall demonstrate the ability to provide cross access and internal circulation to adjacent parcels

or tracts. The character and design of the cross access should be proportional to the proposed development for the site. Larger parcels (Large Multi-Family parcel west of 30th Street and LI east of 30th Street) shall support traffic circulation with internal roadway connections to the roadways shown on Map H. Smaller parcels shall have efficient parking lot circulation designed to accomplish the goal of internal circulation by connecting to access points shown on Map H or other locations as approved by the County. School sites (elementary, high school and community college) and park tracts will accommodate cross access and internal circulation appropriate to their use.

- g. The developer shall provide a 60-foot right-of-way for the connection of 24th Street to 19th Avenue. The connection will be for the existing 24th Street right-of-way from the south to the remaining right-of-way adjacent to the out parcel, as shown on Map H, to the north. The alignment of the right-of-way will be at the discretion of the developer.
- h. Development within South Shore Corporate Park shall be subject to the Impact Fee Ordinance, as it may be amended from time to time, provided however, that the cost of the Required Improvement shall be applied toward and be an offset against impact fees imposed thereunder. Nothing herein shall be construed as a waiver of Developer's right to contest the validity of the Impact Fee Ordinance or the impact fees assessed thereunder.
- i. When any subphase of development within a development pod is submitted

for preliminary commercial site plan approval or subdivision plat approval, the Developer shall provide to Hillsborough County and the Tampa Bay Regional Planning Council, a transportation analysis that demonstrates that 30th Street and the existing segment of 21st Street will operate at an acceptable Level of Service in both the AM and PM peak hour with the addition of the proposed development as well as at each proposed intersection or access point and is consistent with the traffic analysis designated in the ADA. In the event that these criteria cannot be met, a new 380.06 FS transportation analysis will be required to identify any additional required mitigation.

- j. The Developer(s) of parcels adjacent to 21st Street and Shell Point Road, prior to Certificates of Occupancy, shall design and construct to County standards Shell Point Road as a 2 lane roadway, and shall design 21st Street as a 4 lane roadway and construct the first two lanes. The minimum right-of-way width for 21st Street and Shell Point Road shall be 124 feet. Such improvements shall be for the total length of the subject development tract adjacent to such roadways except when adjacent to conservation/mitigation areas, ponds or other common areas in which case a road shall be completed to the middle of said area. Said improvements, including sidewalks, shall be dedicated to the County. Developer shall be responsible for providing 100% of the right-of-way except in those areas abutting parcels outside Developer's ownership in which case Developer shall provide up to 50% of the right-of-way on Project property.
- k. A traffic monitoring program shall be conducted to verify that the trips generated by South Shore Corporate Park do not exceed those assumed in the transportation analysis. The developer shall provide traffic counts as part of the annual report to identify project trips. This monitoring program shall begin within one year following commencement of the development and continue on an annual basis until full project buildout.

The monitoring program will consist of PM peak hour two-way counts from 4:00 to 6:00 PM, with subtotals at 15-minute increments, at the project entrance driveways. Only turns to and from the project entrances need to be counted (through volumes will not be required). The sum of the project entrance trips will be totaled by 15-minute increments and the highest four consecutive 15-minute totals will be summed to determine the PM peak hour for project traffic. This total is assumed to include net external trips and pass-by trips. For the Phase I, the total PM peak hour project traffic at the driveways was estimated to be 3,482 net external and 152 pass-by, for a total of 3,634 trips.

If the monitoring results demonstrate that the project is generating more than fifteen percent above the estimated number of actual driveway trips stated above, Hillsborough County may conduct a substantial deviation determination pursuant to Subsection 380.06(19), F.S., and may amend the Development Order to change or require additional roadway improvements. The revised Transportation Analysis shall be subject to review by all appropriate review entities.

1. Specific approval of Phase II development shall be contingent upon transportation analysis prepared in accordance with Section 380.06, F.S. This information shall be submitted under the NOPC process. Following acceptance of the analysis and revised mitigation requirements by all appropriate review agencies, the Development Order shall be appropriately modified to reflect any/all transportation mitigation requirements necessitated by Phase II development.

- m. In the event that the performance by the Developer of the commitments set forth in this Development Order shall be interrupted or delayed by war, riot,

civil commotion or natural disaster then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof.

C. Air Quality/Wind and Water Erosion

1. Full ADA responses (Question #22) shall be provided prior to specific Phase II approval. This information shall be submitted through the NOPC process. The Development Order shall be amended, as appropriate, to incorporate the findings and/or identify necessary air quality improvements based on this additional information.
2. Short-term (temporary construction) Phase I impacts on air quality will be mitigated by the contractor, developer and/or builder employing approved dust control measures to minimize wind erosion and particulate air pollution. Such measures include grassing watering, seeding, mulching and/or a combination of dust suppression methods for cleared areas that are awaiting building activities, installing wind screens, covering open-top haul trucks during transit, and maintaining internal haul roads.

D. Soils

1. Soil conservation measures may include staked hay bale barriers, siltation screens, water truck spraying, sedimentation ponds, berms and quick sodding. There shall be regular inspection of siltation screens or hay bales during construction to ensure correct functioning and good condition. The development will be constructed in incremental steps that will also reduce sand and rain induced erosion during construction.
2. Geotechnical studies and/or subsurface explorations shall be conducted during the design phase to verify the subsurface conditions in the project area.

3. Surface strippings containing organics, unsuitable for structural use, shall be temporarily stockpiled on an individual project basis and will be utilized for landscape topsoil and landscape berms as needed.
4. All surface strippings that are to be utilized for landscape topsoil and berms will be treated to reduce germination/growth of exotic or nuisance species.

E. Stormwater Management and Water Quality

1. In order to protect surface water quality, stormwater exiting the site shall meet or exceed all applicable State water quality standards.
2. Wetlands shall not be displaced by the installation of stormwater conveyance and treatment swales, unless otherwise approved by reviewing agencies. Compensatory treatment in adjacent uplands shall be provided.
3. An integrated pest management program shall be implemented to minimize the use of fertilizers and pesticides, and the design and construction techniques listed below shall be utilized to minimize groundwater contamination:
 - using shallow ponds;
 - ensuring that ponds and swales are properly grassed;
 - setting a maximum depth for stormwater storage;
 - maintaining a minimum distance between pond bottoms and the top of the confining layer for the Floridan aquifer; and
 - implementation of a site-specific groundwater quality monitoring system.
4. The Developer shall encourage the use of water conserving landscapes and the responsible use of water by occupants. The Developer shall participate in the Florida Yards & Neighborhoods Program and follow the guidelines for lawn and landscape maintenance set forth therein.
5. Ecologically viable portions of existing native vegetation shall be incorporated into the landscape design to the greatest extent practicable and shall not be irrigated.

F. Open Space/Wetlands/Vegetation and Wildlife

1. Any activity interfering with the integrity of the wetlands, such as clearing, excavating, draining or filing, without written authorization from the Director of Environmental Protection Commission or his designated agent, pursuant to Section 17 of the Hillsborough County Environmental Protection Act and of Chapter 1-11, Rules of Environmental Protection Commission shall be prohibited.
2. In the event that any additional state- or federally-listed species or nesting colonies of wading bird species not already identified are discovered on-site during project development, the Developer shall immediately notify the Florida Fish and Wildlife Conservation Commission ("FWC") and implement the recommended measures for species protection.
3. In order to maintain and enhance the breeding population of Southeastern American Kestrels on the site, within one year of approval of this Development Order, the Developer shall install four nest boxes equal distance apart within or immediately adjacent to the TECO right-of-way. The nest boxes shall be designed, constructed and installed in accordance with the recommendations found within *Ecology and Habitat Protection Need of the Southeastern American Kestrel (Falco sparverius paulus)* on large scale development sites in Florida. Florida Fish and Wildlife Conservation Commission Non-Game Wildlife Technical Report No.13, dated March 1993. The nest boxes shall be maintained by the Developer or its assigns during the life of this Development Order.
4. Exhibit F depicts the area that shall be preserved to provide habitat for the Southeastern American Kestrel. No development shall occur in this area. Any changes to, or proposed encroachments into, this habitat shall require the

Developer to submit a Notice of Proposed Change pursuant to Chapter 380.06, F.S. This habitat will consist of Bahia grass with scattered native trees, especially slash pine and live oak, managed by periodic mowing.

5. The Developer shall follow procedures of the Florida Fish and Wildlife Conservation Commission to avoid the “taking” of the Southeastern American Kestrel.
6. The Developer or its assigns shall be responsible for maintaining all landscaped and open space areas within the project site other than those for which Hillsborough County has assumed maintenance responsibilities.
7. Nuisance and exotic plant species shall be removed from the upland areas of the project site during site development. A plan shall be developed to address how the project site will be maintained free of nuisance and exotic species in perpetuity. The Plan shall be submitted to Hillsborough County for approval and included in the first annual report submitted following commencement of development.
8. Maintenance of preserved wetlands and mitigation areas shall be assured through the incorporation of a Wetland Protection Plan. The Plan shall be submitted to Hillsborough County and the Environmental Protection Commission of Hillsborough County for approval and included in the first annual report submitted following commencement of development.
9. The natural hydroperiod shall be restored to the on-site wetlands to the greatest degree possible.
10. The project site may continue to be used for agricultural activities, but at no greater intensity than at present. No agricultural activities shall be initiated

on land not previously under such use. Silvicultural activities shall be limited solely to upland areas and shall not be conducted within 30 feet of the EPC Wetland Line.

11. Wildlife undercrossings shall be provided at all road crossings of Wolf Branch Creek as determined through the permitting process.
12. Prior to the initiation of construction activities the Developer shall conduct one additional survey for Florida Sandhill Cranes (*Grus canadensis pratensis*) and Southeastern American Kestrels (*Flaco sparverius paulus*). The survey shall be conducted during the species respective breeding seasons, February through April and April through August, to ensure that nests of these listed species are not taken. The results of this survey shall be provided to Hillsborough County Planning and Growth Management Department and to the Florida Fish and Wildlife Conservation Commission (FWC) and the Developer shall contact the FWC prior to initiating construction activities to ascertain appropriate guidelines addressing the presence of these two species.
13. Prior to the initiation of construction activities the Developer shall contact the Hillsborough County Planning & Growth Management Department Natural Resources Division and arrange for a site visit to verify the presence or non-presence of habitat for gopher tortoises and burrowing owls.

G. Public Facilities

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

2. The Developer shall apply for reclaimed water service in accordance with the County's Reclaimed Water Waiting List Standard Operating Procedure 6.23 within 30 days of the approval of this Development Order.
3. In each Annual Report the Developer shall include an assessment of the availability of reclaimed water and the actions necessary to utilize reclaimed water for irrigation and other purposes within the development. The assessment shall include the costs of utilizing reclaimed water within the project.
4. The Developer shall notify the County at such time that the Water Use Permits for the development are modified. The Developer shall identify the previous permitted withdrawal rates as well as the new permitted withdrawal rates. This information shall be included in the next Annual Report following such modifications.
5. Prior to construction, the Developer shall investigate the technical, environmental and economic feasibility of using non-potable water from the surficial aquifer and stormwater for irrigation and other purposes within the development. The investigation shall include, at a minimum, the proximity of the non-potable source to the proposed development, the long-term availability of that source, the appropriateness of the source for intended use, and consideration of the installation of distribution lines during construction in anticipation of future availability of the non-potable source. Prior to construction, the Developer shall provide a report detailing this investigation to the County and the Southwest Florida Water Management District.
6. Development shall follow water conservation Best Management Practices for water conservation as set forth in Exhibit G as listed in the ADA.

7. The Developer shall use non-potable water, if available, for landscape and open space irrigation unless otherwise approved by Hillsborough County. The lowest quality water available shall be used for irrigation. Further, the Developer shall participate to the extent feasible in the County's adopted recovered water program and to comply with all applicable regulations governing the receiving of recovered water. Native vegetation shall be used in landscaping wherever feasible.
8. Acknowledging that water supply is a limited resource in the Tampa Bay Region, the developer shall provide full responses to the Water Supply questions contained in the ADA prior to Phase II Approval. This information shall be submitted through the Notice of Proposed Change (NOPC) process. The County may modify the Development Order to incorporate the findings and/or identify conditions based on this additional information.
9. The use of existing on-site wells for any water supply purpose may require modification of the existing water use permit and approval by the Southwest Florida Water Management District.
10. Installation of high-efficiency (low volume) plumbing fixtures, appliances, and other water conserving devices shall be as required in the Standard Plumbing Codes (Southern Building Codes) and any other applicable regulation.
11. All abandoned and incomplete wells shall be plugged by a licensed water well contractor in accordance with Rule 40D-3.531, F.A.C.
12. The Developer shall design and install an irrigation system consistent with the requirements of the County's Dryline Standard Operating Procedure 6.2.4. If groundwater from existing wells is used for irrigation purposes, the irrigation system shall be built to County standards pursuant to a right-of-way use permit, and shall be maintained by the developer or designee until reclaimed

water becomes available and the system is accepted by Hillsborough County for maintenance.

H. Energy Conservation

The Developer shall encourage the incorporation of energy conservation measures into the site design, building construction and landscaping to the maximum extent feasible.

I. Historical or Archaeological Resources

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

J. Housing

1. Pursuant to Rule 9J-2.048(8)(c)1, FAC, when a residential unit is constructed on-site and is within the affordable cost range, as determined by that current year's annual median income provided by the Department of Housing and Urban Development and calculated pursuant to the ECFRPC's June 1999 methodology, the Developer shall receive credit for one and one-half (1.5) affordable housing units toward the affordable housing supply.
2. Full ADA responses (Question #24) shall be provided prior to specific Phase II approval. This information shall be submitted through the NOPC process. The Development Order shall be amended, as appropriate, to incorporate the findings and/or identify necessary affordable housing issues and/or mitigative measures.

K. Floodplains

1. All habitable structures and primary access roadways shall be constructed above the Federal Emergency Management and/or the latest Hillsborough County Stormwater Master Plan 100-year base flood elevation.
2. Compensation for the loss of 100-year flood storage capacity shall be provided.
3. Prior to any alterations to or relocation of Wolf Branch Creek, the Developer shall notify the County's Flood Damage Control Regulation Administrator and the State's National Flood Insurance Program Coordinating Officer. Background information shall be provided with notification that demonstrates that the flood carrying capacity within the altered or relocated portion of Wolf Branch Creek will not be adversely affected. The Federal National Flood Insurance Program Administrator's Office Regional designee shall be copied on the above correspondence.

L. Wastewater Management

1. Development shall be required to connect to County wastewater service in accordance with the Future of Hillsborough, Comprehensive Plan and Land Development Code.
2. The Developer shall prepare master plans for water, including consideration of residential sub-metering, wastewater, and if applicable, reclaimed water. The master plans shall be submitted to the County Planning & Growth Management Department prior to, or not later than, the first preliminary site plan submission.

M. Solid Waste/Hazardous Waste/Medical Waste

In the event that businesses using or producing hazardous materials or medical waste locate within the project, these materials shall be handled in a manner consistent with applicable Federal, State and Local regulations.

N. Hurricane Preparedness

1. The Developer shall promote awareness of hurricane/flooding hazard, preparedness and hazard mitigation through public information, neighborhood association newsletters, model homes, commercial/office buildings, etc.
2. The Developer shall develop a plan for evacuation and recovery to ensure the safe and orderly evacuation of vulnerable residents and employees after an official evacuation order is issued to include (1) ordering all buildings in the evacuated areas closed for the duration of a hurricane evacuation order; (2) informing all residents and employees of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation and re-entry/recovery plans. This plan shall be included in the first annual report submitted after occupancy of any portion of the project within the Hurricane Vulnerability Zone.
3. The Developer shall meet or exceed all appropriate federal, state and local construction codes, setback requirements, and flood plain management regulations recognizing the vulnerability of this site to flooding and severe winds from tropical storms and hurricanes.
4. The Developer shall work with the Hillsborough County Office of Emergency Management and the Tampa Bay Chapter of the American Red Cross to identify measures to mitigate the development's impact on emergency public shelter. Provisions shall be consistent with Rule 9J-2.0256, FAC. Hurricane-resistant design criteria shall be utilized for the educational facilities planned for construction on-site, including the Community College Campus, the elementary school and/or the high school to the extent required by Florida

Statutes. Provisions would include assurance of adequate emergency access, emergency power and enhanced hurricane protection areas (window protection) and emergency supplies.

5. As proposed and identified in the ADA, no residential units shall be constructed within the Hurricane Evacuation Zone B during Phase I of development. The Developer shall comply with Rule 9J-2.0256, F.A.C., and with the Hillsborough County Shelter Fee Ordinance prior to construction.
6. The Developer shall coordinate with the Institute for Business and Home Safety (IBHS) and the Hillsborough County Office of Emergency Management to determine the feasibility of incorporating fire and wind-resistant "fortified" design criteria and technologies and encourage the incorporation of these into facilities such as model homes or community centers.

O. Police and Fire Protection

1. The Developer shall coordinate with the Hillsborough County Sheriff's Office to optimize environmental building attributes prior to construction and to incorporate security improvements throughout the project.
2. The Developer shall review the concepts of "fire safe communities," as provided by the Florida Division of Forestry, and implement all appropriate measures.

P. Recreation and Open Space

1. On-site open space shall be maintained by the Developer until assigned or transferred to an appropriate maintenance entity, such as a Community Development District or property owners association.
2. The Developer shall participate in the implementation of the Hillsborough Greenways Master Plan by providing Hillsborough County with a minimum 30-foot wide trail corridor easement, along the west side of Wolf Branch Creek between 19th Avenue and the Tampa Electric Company easement south of 19th Avenue for use by the County as part of the South Coast Greenway. The trail easement interest shall be conveyed at such time that the County identifies funding for design and construction of the trail through South Shore Corporate Park. The County shall be responsible for trail design, and for construction and maintenance of the trail.
3. The County shall coordinate with the Developer regarding the design and construction of the South Coast Greenway through South Shore Corporate Park. The Developer shall design and construct an internal bicycle/ pedestrian trail network that is compatible with and will connect to the South Coast Greenway.

Q. General

1. Prior to utilization of the approved Equivalency Matrix, the Developer shall submit:
 - a. A traffic study denoting any change in trip generation, distribution, average queue length at intersections, and any mitigation necessary as a result of the tradeoff of approved land uses through use of the Equivalency Matrix; and,

- b. The Developer shall give the Hillsborough County Planning and Growth Management Department, the Department of Community Affairs (DCA) and the Tampa Bay Regional Planning Council notice of its intent to tradeoff approved land uses at least 15 days prior to exercising the provisions of the Equivalency Matrix. The DRI Annual Report shall include information identifying the cumulative amounts of development that have occurred through the use of the Equivalency Matrix and resulting tradeoffs of approved land uses as of the annual report date. Tradeoffs between approved land uses shall be limited to the minimums and maximums identified.
 - c. Construction of the High School may be initiated prior to the approval of Phase 2 provided that a land use tradeoff request is submitted which includes an analysis demonstrating that impacts on traffic, affordable housing, water and wastewater will not be increased beyond those approved for Phase 1 development.
2. Any reference to Developer herein, shall include subsequent assignees.
3. All of the Developer's final commitments as set forth in the ADA shall be binding as conditions of this Development Order, except as said commitments may be superceded by specific terms of the Development Order.

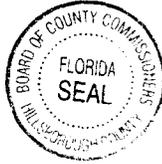
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

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 12, 2002 as the same appears of record in Minute Book 313 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 27th day of June 2002.

RICHARD AKE, CLERK

By: Mildred K. Dyer
Deputy Clerk



APPROVED BY COUNTY ATTORNEY

By: [Signature] approved as to form and legal sufficiency

EXHIBITS

- A. ADA*, Sufficiency Response*
- B. Legal Description
- C. Developer's Affidavit
- D. Land Use Equivalency Matrix
- E. Map H
- F. Kestrel Habitat Area
- G. Water Conservation Best Management Practices Plan

**Incorporated by reference.*

EXHIBIT A
ADA and Sufficiency Responses

(Incorporated by Reference)

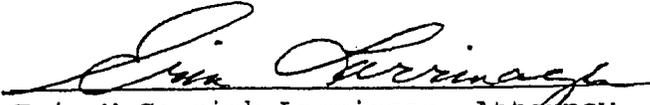
AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that on this date before me, the undersigned notary public authorized in this State and County named above to administer oaths and take acknowledgements, personally appeared Erin McCormick Larrinaga, as attorney for Artesian Farms, Inc., the applicant for the South Shore Corporate Park Application for a Development of Regional Impact, who being by me first duly sworn, says upon oath as stated below:

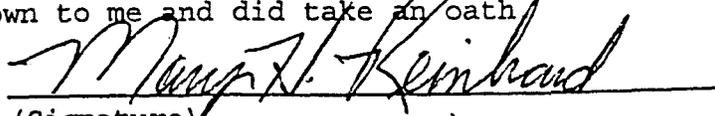
1. The Applicant filed its Application for Development Approval for the South Shore Corporate Park DRI in February 2001, its Sufficiency Response on July 3, 2001, its Second Sufficiency Response on October 26, 2001, its Third Sufficiency Response on November 28, 2001, and its Fourth Sufficiency Response on December 26, 2001.

2. The aforementioned application was filed with Hillsborough County, the State of Florida Department of Community Affairs ("DCA"), the Tampa Bay Regional Planning Council ("TBRPC"), the Florida Department of Transportation (FDOT), the Florida Department of Environmental Protection (FDEP), the Florida Department of State, Division of Historical Resources, the United States Fish and Wildlife Commission, the Hillsborough County Environmental Protection Commission (HCEPC), the Hillsborough County City-County Planning Commission (HCCCPC), Tampa Bay Water, the Southwest Florida Water Management District (SWFWMD), and the Florida Fish and Wildlife Conservation Commission, as required by law.


Erin McCormick Larrinaga, Attorney
for Artesian Farms, Inc.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6th day of May, 2002, by Erin McCormick Larrinaga, Attorney for Artesian Farms, Inc. She is personally known to me and did take an oath


(Signature)

Mary H. Reinhard
Print, Type or Stamp Name of Signatory)

 Mary H. Reinhard
Commission # CG 900850
Expires Feb. 25, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

(Title or Rank of Signatory)

(Serial Number, if any)

RECEIVED

MAY 07 2002
PLANNING & GROWTH
MANAGEMENT DEPARTMENT

EXHIBIT B

EXHIBIT C

SOUTH SHORE CORPORATE PARK- DRI #249
LEGAL DESCRIPTION

DESCRIPTION:

Lots 383 through 410 inclusive; Lots 412 through 446 inclusive; Lots 447 through 461 inclusive; Lots 465 through 468 inclusive; and Lots 473 through 476 inclusive, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida.

AND TOGETHER WITH

Lots 202, 203, 204, 205, 213, 214, 218, 219, 220, 229, 230, 231, 232, 233, 234, 246, 247, 248, 249, 250, 251, 262, 263, 264, 265 and 280, RUSKIN COLONY FARMS, according to the map or plat thereof as recorded in O.R. Book 5, Page 63, Public Records of Hillsborough County, Florida.

AND INCLUDING THEIR PORTION OF THE RIGHTS-OF-WAY ADJACENT TO AND ABUTTING THE FOLLOWING TRACTS:

Tracts 231, 232, 233 and 234 of the Map of Ruskin Colony Farms, according to the map or plat thereof recorded in Plat Book 5, Page 63 of the Public Records of Hillsborough County, Florida; Tracts 383, 388, 389, 391, 392, 393, 394, Tracts 399, 400, 401, 402, less the West 20 feet for road right-of-way of Tracts 402, Tracts 403, 404, 405, 406, 407, 408, 409, 410, Tracts 421, 422, 427, 428, 433, 434, less the West 20 feet for road right-of-way of Tract 434, Tract 443, less the West 20 feet for road right-of-way of Tract 443, Tracts 444, 449, less the South 355 feet of Tract 449, Tract 450, less the South 335 feet of Tract 450; Tracts 459 and 460 of the Map of the First Extension of the Ruskin Colony Farms, according to the map or plat thereof recorded in Plat Book 6, Page 24, of the Public Records of Hillsborough County, Florida; Tracts 246, 247, 248, 249, 250, 251 and 265, less the South 355 feet of Tract 265 of the Map of Ruskin Colony Farms, according to the map or plat thereof recorded in Plat Book 5, Page 63, of the Public Records of Hillsborough County, Florida; Tracts 423, 424, 425, 426, 435, 436, 437, 438, 439, 440, 441, 442, Tracts 451, 452, 453 and 454, less the South 355 feet, Tracts 456, 457 and 458 of the Map of the First Extension to the Ruskin Colony Farms, according to the map or plat thereof recorded in Plat Book 6, Page 24, of the Public Records of Hillsborough County, Florida; Tract 264 of the Map of Ruskin Colony Farms, according to the map or plat thereof recorded in Plat Book 5, Page 63, of the Public Records of Hillsborough County, Florida; Tract 395 less the West 20 feet for road right-of-way of Tract 395, Tracts 396, 397, 398, 412, 413, 414, 415, 416, 417, 418, less the West 20 feet for road right-of-way of Tract 418, Tracts 419, 420, 429, 430, 431, 432, 445, 446, 447 and 448, less the South 355 feet of Tracts 447 and 448, which is the Tampa Electric Company right-of-way located in the Map of the First Extension to Ruskin Colony Farms, according to the map or plat thereof recorded in Plat Book 6, Page 24 of the Public Records of Hillsborough County, Florida. Tract 465, less the East 10 feet for road right-of-way of Tract 465, Tract 466, less the West 20 feet for road right-of-way of Tract 466 and Tract 468 of the Map of the First Extension of the Ruskin Colony Farms, according to the map or plat thereof recorded in Plat Book 6, Page 24 of the Public Records of Hillsborough County, Florida. Tracts 213 and 214, less the West 10 feet for road right-of-way of Tract

213, according to the map or plat thereof recorded in Plat Book 5, Page 63, of the Public Records of Hillsborough County, Florida; and less a strip of land one foot in width, running from the North boundary of Tract 214 to the South boundary of Tract 214 and constituting the West one foot of the East 200 feet of said Tract 214; Tracts 219 and 220, less the West 10 feet for road right-of-way of Tract 220, according to the map or plat thereof of the Map of Ruskin Colony Farms, recorded in Plat Book 5, Page 63, of the Public Records of Hillsborough County, Florida. Tracts 384, 385, 411 and 467, according to the map or plat thereof as recorded in Plat Book 6, Page 24, for the Map of the First Extension of the Ruskin Colony Farms, as recorded in the Public Records for Hillsborough County, Florida.

LESS AND EXCEPT

That part of Lot 383, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, deeded to Tampa Electric Company and recorded in O.R. book 3377, Page 1873, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The North 200 feet of the West 200 feet of Lot 390, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, deeded to Tampa Electric Company and recorded in O.R. Book 1433, Page 582, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

That part of Lot 419 RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, deeded to Hillsborough County and recorded in O.R. Book 5785, Page 474, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The South 355 feet of Lots 447 through 454 inclusive, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The East 160 feet of Lot 461, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The East 160 feet of the West ½ of the South 315 feet of Lot 473, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

That part of Lot 474, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, recorded in O.R. Book 4683, Page 437, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

That part of Lots 465, 466, 475 and 476, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, recorded in O.R. Book 4727, Page 964, or O.R. Book 7161, Page 1469, all of the Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The East 10.0 feet of Lots 465 and 476, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida for road right-of-way as recorded in O.R. Book 1966, Page 475, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

A portion of Lots 467 and 474, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida for road right-of-way as recorded in O.R. Book 4678, Page 1736, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The East 20.0 feet of Lots 387, 394, 403, 410, 419, 426, 435, 442, 451, 458, 467 and 474, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida for road right-of-way as recorded in O.R. Book 1435, Page 941 and O.R. Book 1435, Page 938, all of the Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

Additional right-of-way for 19th Avenue, 1-75 Frontage Road and College Avenue (State Road 674).

LESS AND EXCEPT

That part of Lots 465 and 466, RUSKIN COLONY FARMS FIRST EXTENSION, according to the map or plat thereof as recorded in O.R. Book 6, Page 24, Public Records of Hillsborough County, Florida, recorded in O.R. Book 9661, Page 43, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

The West 10 feet of Lots 213, 220 and 229, RUSKIN COLONY FARMS, according to the map or plat thereof as recorded in O.R. Book 5, Page 63, Public Records of Hillsborough County, Florida, as taken for right-of-way.

LESS AND EXCEPT

The West one (1) foot of the East 200 feet of Lot 214, RUSKIN COLONY FARMS, according to the map or plat thereof as recorded in O.R. Book 5, Page 63, Public Records of Hillsborough County, Florida.

LESS AND EXCEPTING THEREFROM:

That portion of the 30th Street right-of-way adjacent to and abutting Tracts 394, 395, 402, 403, 410, 418, 419, 426, 427, 434, 435, 442, 443, 450, 451, 458, 459, 466 and 467, as shown on the map or plat thereof for the Map of the First Extension of the Ruskin Colony Farms as found on Plat Book 6, Page 24 of the Public Records of Hillsborough County, Florida.

ALSO LESS

That portion of the 21st Street right-of-way adjacent to and abutting Tracts 214, 219, 231, 234, 246, 247, 250 and 251, as shown on the map or plat thereof for the Map of Ruskin Colony Farms as found on Plat Book 5, Page 63 of the Public Records of Hillsborough County, Florida.

ALSO LESS

That portion of the 24th Street right-of-way adjacent to and abutting Tracts 391 and 406, as shown on the map or plat thereof for the Map of First Extension of Ruskin Colony Farms as found on Plat Book 6, Page 24, of the Public Records of Hillsborough County, Florida.

ALSO LESS

That portion of the 33rd Street right-of-way adjacent to and abutting Tracts 460 and 465 as shown on the map or plat thereof for the Map of the First Extension of Ruskin Colony Farms as found on Plat Book 6, Page 24, of the Public Records of Hillsborough County, Florida.

ALSO LESS

That portion of the 27th Street right-of-way adjacent to and abutting Tract 468 as shown on the map or plat thereof for the Map of the First Extension of Ruskin Colony Farms as found on Plat Book 6, Page 24, of the Public Records of Hillsborough County, Florida.

ALSO LESS

That portion of the Shell Point Road right-of-way adjacent to and abutting Tracts 264 and 265, as shown on the map or plat thereof for the Map of Ruskin Colony Farms as found on Plat Book 5, Page 63, of the Public Records of Hillsborough County, Florida.

ALSO LESS

That portion of the Third Avenue right-of-way adjacent to and abutting Tracts 459 and 460, and Tracts 465 and 466, as shown on the map or plat thereof for the Map of First Extension of the Ruskin Colony Farms as found on Plat Book 6, Page 24, of the Public Records of Hillsborough County, Florida.

ALSO LESS

As more particularly described in O.R. Book 4095, Page 380, and O.R. Book 1435, Page 940, and O.R. Book 1435, Page 938, and O.R. Book 4678, Page 173,6 of the Public Records of Hillsborough County, Florida.

EXHIBIT D

Exhibit D
(revised 5/06/02)
EQUIVALENCY MATRIX
South Shore Corporate Park

Change To: Change From:	Office	Commercial A ³	Commercial B ⁴	Industrial Park	Community College	Multi-Family	Motel
Office	N/A	473 sf/ksf (0.4727) ²	250 sf/ksf (0.2507) ²	4,459 sf/ksf (4.459) ²	16 students/ksf (16) ²	4.53 dus/ksf (4.533) ²	4.64 rooms/kst (4.636) ^{1,2}
Commercial A ³	2,115 sf/ksf (2.115) ²	N/A	N/A	9,433 sf/ksf (9.433) ²	33.8 students/ksf (33.8) ²	9.5 dus/ksf (9.5) ²	9.8 rooms/ksf (9.81) ²
Commercial B ⁴	3,989 sf/ksf (3.989) ²	N/A	N/A	17,787 sf/ksf (17.787) ²	63.8 students/ksf (63.82) ²	18.08 dus/ksf (18.08) ²	18.5 rooms/ksf (18.49) ²
Industrial Park	224 sf/ksf (0.224) ²	106 sf/ksf (0.1060) ²	56 sf/ksf (0.0562) ²	N/A	3.6 students/ksf (3.588) ²	1.02 dus/ksf (1.016) ²	1.04 rooms/ksf (1.04) ²
Multi-Family	221 sf/du (0.2206) ²	104 sf/du (0.1044) ²	55 sf/du (0.0553) ²	984 sf/du (0.9836) ²	3.5 students/du (3.53) ²	N/A	1.02 rooms/du (1.02) ²
Motel	216 sf/room (0.2157) ²	102 sf/room (0.1020) ²	54 sf/room (0.0541) ²	962 sf/room (0.9617) ²	3.4 students/room (3.41) ²	1 du/room (0.98) ²	N/A

Land use exchanges are based on Phase 1 gross p.m. peak hour two-way project traffic as presented in Table 21-5 of the composite ADA.

- ¹ Example exchanges:
Add 100 Motel rooms by reducing Office, 100 rooms ÷ 4.636, office factor = 21.570; reduce Office by 21,570 sf
- ² Actual Equivalency factor for use in calculations
- ³ Commercial A – 130,000 s.f.
- ⁴ Commercial B – 20,000 s.f.

Note: Phase 1 multi-family dwelling units shall not be decreased below the 450 units shown in the Development Phasing schedule (but may be increased by 35%). The remaining land uses shall not be increased or decreased by more than 35%.

EXHIBIT E

**MAP H
MASTER DEVELOPMENT PLAN**

Located in Original Development Order Book

EXHIBIT F

KESTREL HABITAT

Located in Original Development Order Book

EXHIBIT G

BEST MANAGEMENT PRACTICES – Water Conservation

1. Landscape and Irrigation

- Install main tap lines for reclaimed water in common areas so that it may be utilized when available
- Use drought-tolerant, natural vegetation and plants
- Use xeriscape principals throughout the project
- Use low-volume irrigation such as drip systems
- Apply water, fertilizer, or pesticides to landscape only when needed. Look for signs of wilt before watering established plants.
- Water early in the morning or in the evening when wind and evaporation are lowest
- Install automatic rain shut-off devices on any sprinkler systems
- Minimize and where possible avoid runoff from occurring. Make sure sprinklers are directing water to landscape areas, and not to parking areas, sidewalks, or other paved areas.
- Adjust irrigation schedules for seasonal changes. Sprinklers generally do not have to be run as often in cooler weather, or during the rainy season.
- Use mulch around landscape plants to reduce evaporation and weed growth.

Plumbing Considerations

- Use only low volume plumbing fixtures. Accordingly, builders within the project will be required to use low-volume flushing tanks on all toilets and low volume shower heads, sink valves and other such fixtures on all construction within the DRI.
- Repair Leaks! A leaking toilet can waste more than 50 gallons of water each day, and a dripping faucet or showerhead can waste up to 1,000 gallons per week!
- Installing toilet tank water displacement devices, such as toilet dams, bags, or weighted bottles

Commercial Users

- Cooling accounts for about 26%, on average, of the water use in a hotel/motel.
 - Reduce excessive blowdown! Many cooling towers operate below the suggested levels of total dissolved solids (TDS) unnecessarily. Adjust boiler and cooling tower blowdown rate to maintain TDS at levels recommended by manufacturers' specifications.
 - Consider using ozone as a cooling tower treatment to reduce water use for make-up.
 - Shut off water-cooled air conditioning units when not needed, or replace water-cooled equipment with air-cooled systems.
 - Consider using water-efficient ice machines
2. Watering procedures will be employed as necessary to minimize fugitive dust.