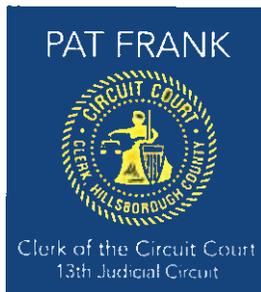


266



December 12, 2014

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

Re: Resolution No. R14-166 – Amending and Restating the Development Order of the Waterset Development of Regional Impact (DRI #266)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on December 9, 2014.

We are providing this original for your files.

Sincerely,



Kimberly Richards,
Associate Director, BOCC Records/VAB

md

Certified Mail Receipt # 7003 3110 0004 4684 4698

Attachment

cc: Board files (orig.)
Andrea E. Zelman, Esq., Buchanan, Ingersoll & Rooney (orig. ltr.)
Ray Eubanks, Florida Department of Economic Opportunity (orig. ltr.)
Nancy Y. Takemori, Senior Assistant County Attorney
John Healey, Senior Planner, Development Services
Christopher Weiss, Property Appraiser's Office
Tom Fesler, Director, Business and Support Services
Dawn Tuccillo, County Attorney's Office
Nancy Milam, County Attorney's Office

RESOLUTION NO. R14-166

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF
HILLSBOROUGH COUNTY, FLORIDA, AMENDING AND RESTATING
THE DEVELOPMENT ORDER OF THE WATERSET DEVELOPMENT OF
REGIONAL IMPACT (DRI #266)

Upon Motion by Commissioner Higginbotham, seconded by
Commissioner Hagan, the following Resolution was adopted by a
vote of 7 to 0, Commissioner(s) _____
_____ voting "No".

RECITALS

WHEREAS, on April 17, 1989, Magnolia Management Corporation, on behalf of the Corporation of the Presiding Bishop of the Church of Jesus Christ of Latter-day Saints, a Utah corporation, filed with the Hillsborough County Board of County Commissioners an Application for Development Approval of a Development of Regional Impact ("DRI/ADA"), pursuant to the provisions of Section 380.06, Florida Statutes, on land legally described in Exhibit "A" attached hereto and incorporated herein by reference. The DRI/ADA, together with the associated Sufficiency Responses and all exhibits attached thereto or incorporated therein, all of which is on file with the Hillsborough County Development Services Department and incorporated herein by reference, is referred to hereinafter as the "Application"; and

WHEREAS, said Application proposed construction of a RESIDENTIAL, COMMERCIAL and OFFICE PROJECT on approximately Six Hundred Twenty-Seven and Six-tenths (627.6) acres, located in South Hillsborough County, hereinafter referred to as "Wolf Creek Branch" or the "Project"; and

WHEREAS, on January 23, 1990, the Board of County Commissioners of Hillsborough County held a duly noticed public hearing on said Application and heard and considered testimony and other documents and evidence, received and considered the report and recommendation of the Tampa Bay Regional Planning Council, and solicited, received and considered reports, comments and recommendations from interested citizens, County agencies and the review and report of the Hillsborough County Administration; and

WHEREAS, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting on January 23, 1990, adopted Resolution Number R90-0031 that approved the Application with conditions, as set forth in the Wolf Creek Branch DRI Development Order (hereinafter referred to as the "Development Order"); and

WHEREAS, on March 15, 1990, the Tampa Bay Regional Planning Council ("TBRPC") filed an administrative appeal of the Wolf Creek Branch DRI Development Order pursuant to Section 380.07, Florida Statutes (1987); and

WHEREAS, on May 8, 1990, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution Number R90-0100 that approved a specific modification of Paragraph D.1.e of the Development Order to require commencement of

physical development of Wolf Creek Branch within two years of the effective date of the amendment to the Development Order (hereinafter referred to as the "First Amendment"); and

WHEREAS, Magnolia Management Corporation commenced physical development of the Project in compliance with the terms of the Development Order and filed a Notification of a Proposed Change to a Previously Approved Development of Regional Impact that requested an extension of the date of buildout under the Development Order by four (4) years and eleven (11) months, and an amendment to the Project's phasing schedule; and

WHEREAS, on August 25, 1992, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution R92-0210 (hereinafter referred to as the "Second Amendment") that approved an extension of the date of buildout by four (4) years and eleven (11) months, and an amendment to the Project's phasing schedule such that Phase I encompasses the dates of 1990 through November 30, 2001, Phase II encompasses dates ranging from 1997 through November 30, 2008, and Phase III encompasses dates ranging from 2004 through January 23, 2015; and

WHEREAS, Property Reserve, Inc., a Utah corporation and wholly owned subsidiary of the Church of Jesus Christ of Latter-day Saints acquired the Project by Special Warranty Deed dated November 14, 1991, and recorded November 26, 1991, at O.R. Book 6444, Page 1542 in the Public Records of Hillsborough County, Florida; and

WHEREAS, on December 10, 2002, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution R02-275 (hereinafter referred to as the "Third Amendment") that approved an extension of the buildout date for Phase I of the Project until November 30, 2007, revised the Map H Master Plan to reflect the extension of the timeframe in Phase I of the Project, extended the Development Order termination date to January 23, 2020, and extended the date by which Hillsborough County agrees not to downzone or reduce the intensity of the Project to January 24, 2020; and

WHEREAS, Corporation of the Presiding Bishop of the Church of Latterday Saints, a Utah corporation sole, acquired the northwest expansion area of the Project by Warranty Deed dated April 29, 1991, and recorded on April 30, 1991 at O.R. Book 6257, Pages 28-29 in the Public Records of Hillsborough County, Florida; and

WHEREAS, NNP-Southbend II, LLC ("the Developer"), a Delaware limited liability company, acquired the northeast expansion area of the Project, by Special Warranty Deed dated October 14, 2004, and recorded October 15, 2004, at O.R. Book 14315, Pages 0435-437 in the Public Records of Hillsborough County, Florida and by Special Warranty Deed dated October 15, 2004, and recorded October 15, 2004, at O.R. Book 14315, Pages 0602-605 in the Public Records of Hillsborough County, Florida; and

WHEREAS, on December 12, 2006, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution R06-276 (the "Fourth Amendment"; hereafter references to the "Development Order" shall include the original Development Order as amended by the First, Second, Third and Fourth Amendments) that approved a substantial deviation that expanded the project area from 627.6 acres to 1,618.2 acres; an increase in residential units from 3,347 units to 4,505 units; an increase in office use from 100,000 square feet ("SF") to 108,900 SF and commercial use from 250,000 SF to 348,480 SF; and an amendment to the project phasing, to be developed as a single phase with a buildout date of 2018; and revised the termination date to December 31, 2025; and

WHEREAS, as a result of the approval of the Fourth Amendment the Wolf Creek Branch DRI (# 146) was renumbered as # 266; and

WHEREAS, NNP-Southbend II, LLC ("the Developer"), a Delaware limited liability company, acquired an additional 162 acres immediately west of the Project boundary ("the Expansion Area"), by Special Warranty Deed dated June 15, 2007, and recorded June 15, 2007, at O.R. Book 17857, Pages 496 in the Public Records of Hillsborough County, Florida; and

WHEREAS, on May 13, 2008, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution R08-82 (the "Fifth Amendment"; hereafter references to the "Development Order" shall include the original Development Order as amended by the First, Second, Third, Fourth and Fifth Amendments) expanding the project area from 1,618.2 acres to 1,780.1 acres and increased the residential units from 4,505 units to 5,423 units (the "Proposed Changes"); and

WHEREAS, NNP-Southbend II, LLC ("the Developer"), a Delaware limited liability company, acquired an additional 22.39 acres adjacent to Apollo Beach Boulevard ("the Elsberry North Tract"), by Special Warranty Deed dated August 21, 2012, and recorded August 21, 2012, at O.R. Book 21320, Pages 457 in the Public Records of Hillsborough County, Florida; and

WHEREAS, on February 8, 2011, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution R11-016 (the "Sixth Amendment"; hereafter references to the "Development Order" shall include the original Development Order as amended by the First, Second, Third, Fourth, Fifth, and Sixth Amendments) expanding the project area from 1,780.1 acres to 2,352.30 acres, increasing residential units from 5,423 units to 6,428 units; granting a 5-year build-out extension for a portion of the project; and changing the name from Wolf Creek Branch to Waterset; and

WHEREAS, on January 28, 2014, the Developer filed a Notice of Proposed Change with Hillsborough County, the TBRPC, the Florida Department of Economic Opportunity and other review agencies proposing to incorporate additional 22.39 acreage from the adjacent Elsberry North tract, which will result in the expansion of the project area from 2,352.3 acres to 2,374.69 acres, increase Commercial/Retail square footage by 150,000 square feet and Office by 90,000 square feet, add a Town Center, identify the Village Centers as Mixed Use areas, adjust the locations of the proposed school sites and combine Waterset North and Waterset South into a single phase with a buildout date of December 31, 2025, extend the frequency of monitoring from annual to biennial; and

WHEREAS, on June 30, 2014, the Developer filed the Response to Comments on the NOPC (hereinafter referred to as the "Response to Comments") with reviewing agencies; and

WHEREAS, on August 11, 2014, the TBRPC found that the Developer had provided sufficient data to prepare an NOPC Summary Report for the project pursuant to Subsection 380.06(10)(b), Florida Statutes; and

WHEREAS, the Proposed Changes shall constitute the Seventh Amendment to the Development Order; and

WHEREAS, the Developer and the County agree that the Proposed Changes constitute a substantial deviation to the Development Order pursuant to Florida Statute 380.06(19)(b); and

WHEREAS, the Board of County Commissioners has reviewed and considered the Proposed Changes, as well as all related testimony and evidence submitted by the Developer concerning the Proposed Changes; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Chapter 380, Florida Statutes, is authorized and empowered to consider the Proposed Changes and to amend the Development Order; and

WHEREAS, the Board of County Commissioners has held a duly noticed public hearing on the Proposed Changes to the Development Order and has reviewed and considered the Substantial Deviation, as well as all testimony and evidence submitted by certain parties and members of the general public; and

WHEREAS, Section 380.06, Florida Statutes, requires that a development order be amended to reflect the Board of County Commissioners' approval of changes to the approved Development Order.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, duly assembled, this 9th day of December, 2014:

A. FINDINGS OF FACT

The Board of County Commissioners, having received the above-referenced documents, and having received all related comments, testimony and evidence submitted by all persons and members of the general public, and having considered the provisions of Chapter 380, Florida Statutes, concerning substantial deviations, finds that there is substantial, competent, clear and convincing evidence to support the following findings of fact:

1. The Board of County Commissioners of Hillsborough County, the local government body having jurisdiction over the review and approval of said DRI pursuant to Section 380.06, Florida Statutes, as amended, held a duly noticed public hearing on the Proposed Changes on, in accordance with the requirements of Chapter 380, Florida Statutes.
2. The authorized agent of the Developer for all purposes herein is Diane Chadwick, Stantec Consulting Services Inc., 2205 N. 20th Street, Tampa, Florida 33605.
3. All applicable statutory and regulatory procedures have been adhered to.
4. A comprehensive review of the impacts generated by the Proposed Changes has been conducted by Hillsborough County, the TBRPC, the Florida Department of Economic Opportunity ("DEO"), and other participating agencies.
5. The Development Order for the Waterset (formerly Wolf Creek Branch) Development of Regional Impact, including the First Amendment, the Second Amendment, the Third Amendment, the Fourth, the Fifth Amendment, and the Sixth Amendment thereto and the Proposed Changes do not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area and are consistent with the State Comprehensive Plan.
6. The Proposed Changes are consistent with all local land use development regulations and the local comprehensive plan.

7. The Proposed Changes are consistent with the report and recommendations of the TBRPC.

8. The Proposed Changes were determined to create certain additional regional impacts on transportation or other public facilities, and therefore those issues raised by the proposed change were subjected to additional development of regional impact review per Subsection 380.06 (19)(g), Florida Statutes.

B. CONCLUSIONS OF LAW

The Board of County Commissioners having made the above findings of fact, renders the following conclusions of law:

1. These proceedings have been duly conducted pursuant to the applicable law and regulations and, based upon the record of these proceedings, the Developer is authorized to conduct the Development as described herein, subject only to the terms and conditions of the Development Order, and the amendments, conditions, restrictions and limitations set forth herein ("the Amended and Restated Development Order").

2. The review by the County, TBRPC, DEO, and other participating agencies and interested citizens concludes that the impacts of the Substantial Deviation are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes.

C. GENERAL PROVISIONS

Based on the above findings of fact and conclusions of law, it is ordered that the Substantial Deviation is approved subject to all terms and conditions of this Amended and Restated Development Order, and the Waterset DRI Development Order and incorporating the Substantial Deviation, be amended and restated as set forth below:

1. This Resolution shall constitute the Amended and Restated Development Order of Hillsborough County for the Waterset Development of Regional Impact.

2. The legal description set forth in Exhibit "A" is hereby incorporated into and by reference made a part of this Amended and Restated Development Order.

3. All provisions contained within the DRI/ADA and subsequent notices of proposed change shall be considered conditions of this Amended and Restated Development Order unless inconsistent with the terms and conditions hereof, in which case the terms and conditions of this Amended and Restated Development Order shall control.

4. The requirements of and conditions imposed by this Amended and Restated Development Order shall constitute regulations or restrictions which restrict the development of the real property. Following the adoption of this Amended and Restated Development Order, all plans for development on the referenced property shall be consistent with the conditions and restrictions recited herein. Such regulations and restrictions shall be binding upon all successors in interest to any of the parties hereto, including any entity which may assume any of the responsibilities imposed on the Developer by this Amended and Restated Development Order. It is understood that any reference herein to any governmental agency shall be construed to include any future instrumentality which may be created or designated as successors in interest

to or which otherwise possesses any of the powers and duties of any branch of government or government agency.

5. If the Board of County Commissioners determines that any development on an individual tract or increment is not in substantial compliance with the Amended and Restated Development Order or any other provisions thereof are not complied with, all development on that increment or tract shall cease until the development activity in question is brought into compliance with the Amended and Restated Development Order.

6. The definitions contained in Chapter 380, Florida Statutes, shall govern and apply to this Amended and Restated Development Order.

7. In each instance in this Amended and Restated Development Order where the Developer is responsible for ongoing maintenance of facilities on the real property, the Developer may transfer any or all of his responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County and/or other agencies having jurisdiction, concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Amended and Restated Development Order, which approval shall not be unreasonably withheld.

8. In the event that any portion or section of this Amended and Restated Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Amended and Restated Development Order, which shall remain in full force and effect.

9. Whenever this Amended and Restated Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected government agencies and departments as are or may be designated by the Board of County Commissioners of Hillsborough County to review developments set forth under applicable laws and rules governing Developments of Regional Impact.

10. Development activity constituting a substantial deviation from the terms or conditions of this Amended and Restated Development Order as defined by the criteria of Subsection 380.06(19), Florida Statutes, or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other type of regional impact not previously reviewed by Hillsborough County and TBRPC, shall result in further development of regional impact review pursuant to Section 380.06, Florida Statutes.

11. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Amended and Restated Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Amended and Restated Development Order. In the event of a deviation, the County Administrator may issue a notice of such noncompliance to the Developer, or the County Administrator may immediately recommend that the Board of County Commissioners establish a hearing to consider such deviations.

12. The Developer shall file a biennial report in accordance with Subsection 380.06(18), Florida Statutes, and appropriate rules and regulations. The report shall be submitted on Florida Department of Economic Opportunity Form DEO-BCP-Biennial Report-1, as amended. The reporting year shall commence on April 1st of each even number year until and including such time as all terms and conditions of this Amended and Restated Development Order are satisfied. Such report shall be submitted to the Hillsborough County Development Services Department, which shall, after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Amended and Restated Development Order. The Developer shall be notified of any Board of County Commissioners' hearing wherein such report is to be reviewed. The receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Amended and Restated Development Order. This report shall contain:

a. The information required by the State Land Planning Agency to be included in the Biennial Report, which information is described in the Rules and Regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and

b. A description of all development activities proposed to be conducted under the terms of this Amended and Restated Development Order for the two years immediately following the submittal of the Biennial Report; and

c. A statement listing all Applications for Incremental Review required pursuant to this Amended and Restated Development Order or other applicable local regulations which the Developer proposes to submit during the two years immediately following submittal of the Biennial Report; and

d. A statement setting forth the name(s) and address(es) of any successors or assigns to this Amended and Restated Development Order; and

e. A statement describing how the Developer has complied with each term and condition of this Amended and Restated Development Order applicable when the Biennial Report was prepared.

13. The provisions of this Amended and Restated Development Order shall not be construed as a waiver of or exception to any rule, regulation or ordinance of Hillsborough County, its agencies and commissions, and, except as otherwise provided herein, to the extent that further review is provided for in this Amended and Restated Development Order or required by Hillsborough County, said review shall be subject to all applicable rules, laws, regulations and ordinances in effect at the time of the review.

14. This Amended and Restated Development Order shall become effective upon the date of transmittal to the parties specified in Subsection 380.07(2), Florida Statutes, as amended.

15. The Developer has elected, pursuant to Subsection 380.06(5)(c), Florida Statutes, to be bound by the provisions of Chapters 403 and 373 and each Chapter's respective implementing rules and regulations in effect as of the effective date of this Amended and Restated Development Order. Accordingly, to the extent that the provisions of Subsection 380.06(5)(c), Florida Statutes, affect the determination as to which laws, rules or regulations are

applicable to the Development, said determination shall apply, notwithstanding any condition in this Amended and Restated Development Order to the contrary.

D. SPECIFIC CONDITIONS

1. Development Schedule and Deadlines:

Development of Waterset shall proceed in accordance with the following development schedules, and as reflected on the revised Map H, dated October 2014, attached hereto as Exhibit "B". The Waterset development schedule reflects the entitlements and build-out dates associated with the lands within the former Wolf Creek Branch DRI and the lands formerly within the Southbend DRI #145. The various uses may be traded within Waterset based upon external trip generation allowing flexibility for the exact use mix as shown on the Land Use Equivalency Matrix attached as Exhibit "C". In order to track project development in accordance with the DRI Equivalency Matrix, a Tracking Table shall be submitted with each Preliminary Plan or Preliminary Plat submitted to Hillsborough County for each portion of project development. The Developer shall notify the County, TRBPC and DEO of any trade-offs. The transportation impacts of the proposed trade-offs will be subject to review and approval by Hillsborough County to ensure the number of external trips will not be exceeded in accordance with Exhibit "C". Any proposed Land Use Exchange which creates a reasonable likelihood of additional impacts for potable water, wastewater treatment, or solid waste disposal will require confirmation of utility service availability from Hillsborough County. The Developer will notify the Tampa Bay Regional Planning Council and the Florida Department of Economic Opportunity of any/all land use conversion requests a minimum of 14 days prior to approval by Hillsborough County.

**TABLE 1
WATERSET DRI
PROPOSED DEVELOPMENT SCHEDULE
(BUILDOUT 12/31/25)**

Land Use ⁽¹⁾	Acreage	Sq. Ft.	Units
Total Residential (outside Town Center & Mixed Use)⁽²⁾⁽⁵⁾	1599.89		4,269
Residential - Single-Family Detached ⁽³⁾			4,019
Residential - Single-Family Attached ⁽³⁾			250
Retail/Office (SLR)⁽⁴⁾	13		
Commercial/Retail		130,680	
Office		10,000	
Town Center ⁽²⁾⁽⁴⁾⁽⁵⁾	75		
Commercial/Retail		134,000	
Office		100,000	
Residential - Multi-Family Apartments			600
Residential - Single-Family Attached			100
Mixed Use - North ⁽²⁾⁽⁴⁾⁽⁵⁾	8		
Commercial/Retail		16,000	
Civic			
Mixed Use - Central ⁽²⁾⁽⁴⁾⁽⁵⁾	55		
Commercial/Retail		20,000	
Residential - Single-Family Attached			120
Civic			
Mixed Use - South ⁽²⁾⁽⁴⁾⁽⁵⁾	160		
Commercial/Retail		197,800	
Office		88,900	
Residential - Multi-Family Apartments			750
Residential - Single-Family Attached			589
School(s) ⁽⁶⁾	40		
Parks (Community) ⁽⁷⁾	27		
Regional Sports Complex ⁽⁸⁾	80		
Upland/Open Space	55.3		
Wetlands	104.5		
Major Roads	157.0		
Total	2,374.69	697,380	6,428

- (1) Land uses may be traded in accordance with the Land Use Equivalency Matrix provided in "Exhibit C" of the Waterset DRI #266 Development Order.
- (2) Single Family Detached and Single Family Attached may be located in RES, Mixed Use and Town Center tracts.
- (3) 400 of the detached units, and 100 of the attached units shall be restricted to senior adult (55+) housing, to be governed by Community Covenants & Restrictions (CC&Rs) as per Condition 19.b of the Development Order.
- (4) Commercial and office entitlements may be located within any Mixed Use and Town Center tracts provided it meets the intent of the approved transportation analysis.
- (5) Single Family or Multi Family may be allowed in RES, Mixed Use and Town Center tracts.

- (6) School site(s) will be provided within the RES tracts. If Hillsborough County School Board determines that any of the school sites are not required, or if less than 40 acres is required, residential use shall be allowed in accordance with the approved entitlements.
- (7) Community/Neighborhood Parks will be provided within the RES and Mixed Use tracts, and may be provided in any tract. A minimum of 27 acres will be provided.
- (8) If Hillsborough County determines that the Regional Sports Complex is not desired, residential use shall be allowed in accordance with the approved entitlements
- (9) No development shall occur within the cross hatched area (adjacent to I-75) until the alignment of Apollo Beach Boulevard Extension is determined by the Developer and Hillsborough County.
- (10) Internal roadway alignments are conceptual in nature and may be adjusted.

a. The physical development of that part of the project formerly referred to as Waterset South was required to begin within two years of the effective date of the First Amendment to the Development Order, Resolution R90-100; and **compliance with this section has been met pursuant to Findings of Fact in the "Second Amendment", Resolution R92-0210.**

b. This Development Order shall remain in effect for Waterset for a period up to and including April 30, 2036 [Date modified on December 12, 2006 pursuant to Hillsborough County Board of County Commissioners Resolution R06-276, the "Fourth Amendment"; modified on February 8, 2011 and extended by 5 years pursuant to Hillsborough County Board of County Commissioners Resolution R11-016, the "Sixth Amendment"; and further modified pursuant to statutory / Executive Order extensions and on 12/9/2014 pursuant to Hillsborough County Board of County Commissioners Resolution R14-166 "Seventh Amendment"]. No new construction shall commence after expiration of the Amended and Restated Development Order except as authorized pursuant to an amendment of this Amended and Restated Development Order. Any development activity for which plans have been submitted to the County for its review and approval prior to the buildout date of this Amended and Restated Development Order may be completed in accordance with the requirements of the Amended and Restated Development Order, if approved. This Amended and Restated Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County, TBRPC and the DEO a minimum of thirty (30) days prior to the expiration date of this Amended and Restated Development Order.

c. This Waterset Development shall not be subject to down-zoning or intensity reduction until April 30, 2036 unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Amended and Restated Development Order have occurred, or the Amended and Restated Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by the local government to be essential to the public health, safety or welfare.

2. Transportation:

a. Proportionate Share and Mitigation to be Provided. The Developer's proportionate-share mitigation dollar amount for the traffic impacts of the Waterset development, calculated using FDOT District 7 Roadway Costs per Centerline Mile (June 2012), has been determined to be eleven million two hundred thirteen thousand three hundred forty-one dollars (\$11,213,341) (the "Proportionate Share"). The Developer shall mitigate for the traffic impacts of the Development by providing the

transportation improvements listed herein, which improvements shall be conditions of approval, and which shall be provided regardless of cost.

b. Thoroughfare Roads. The roadways listed in Table 2 shall be constructed by the Developer commensurate with development of adjacent tracts within Waterset. The Waterset Boulevard Improvement, as set forth in Table 2 (or, at the option of the Developer, Waterset Boulevard to its point of intersection with 30th Street and 30th Street from Waterset Boulevard to the southern property boundary), shall in no event be constructed later than December 31, 2023, and the Apollo Beach Boulevard Extension Improvement, as also set forth in Table 2, shall in no event be constructed later than December 31, 2017. All other thoroughfare roads, as set forth in Table 2, shall be completed prior to April 28, 2025.

**TABLE 2
WATERSET
THOROUGHFARE ROAD IMPROVEMENTS**

Roadway	From	To	General Improvement	Urban/Rural Design
Waterset Boulevard	Big Bend Road	19 th Avenue @ 24 th Street	New 2 lane Road	Urban 4 lane divided
30th Street	Apollo Beach Boulevard Extension	Property Boundary (North)	New 2 lane Road	Urban 4 lane divided
30th Street	Property Boundary (South)	19 th Avenue	New 2 lane Road	Urban 4 lane divided
Apollo Beach Boulevard Extension	US 41	Covington Garden Drive	New 4 lane Road	Urban 4 lane divided
Covington Garden Drive	Big Bend Road	Road "A"	New 2 lane Road	Urban 2 lane undivided
Road "A"	West Property Boundary	30 th Street	New 2 lane Road	Urban 4 lane divided

c. Regional Network Improvements. The following regional network improvements in Table 3 shall be constructed and/or funded by the Developer:

**TABLE 3
REQUIRED REGIONAL IMPROVEMENTS AND CONTRIBUTIONS**

Location	Improvement/Contribution
Interstate 75 (I-75) Flyover	Design, permit and contribute funding, up to a combined total of twelve-million dollars (\$12,000,000.00), plus interest as set forth below, toward the construction of the Apollo Beach Boulevard Extension's I-75 overpass as a 4-lane facility, connecting the Apollo Beach Boulevard Extension west of I-75 to the western extension of County Road 672 (Balm Road) east of I-75 ("the Flyover Project"). No design, permitting or construction of the Flyover

Project shall commence until the parties enter into a separate agreement (the "Flyover Agreement") addressing their mutual responsibilities and obligations with regard to the funding, design, permitting and construction of the Flyover Project.

The County and the Developer shall enter into the Flyover Agreement by no later than May 31, 2015. The Flyover Agreement shall authorize the Developer to proceed with design and permitting of the Flyover Project, and shall at a minimum designate the design firm to be utilized by the Developer, the plan specifications, scope of services, and the design and permitting costs.

Design and permitting for the Flyover Project shall be completed within twenty-four (24) months of the execution of the Flyover Agreement.

By no later than December 31, 2016, the County shall provide written notice to the Developer of whether or not it elects to proceed with the further funding of the Flyover Project. If the County elects to proceed with the further funding of the Flyover Project, then the Developer shall provide a total financial contribution of twelve-million dollars (\$12,000,000.00) plus 2.6% interest compounded annually from the effective date of this Development Order, less any costs incurred for the design and permitting of the Flyover Project ("the Option 1 Adjusted Payment"), within sixty (60) days of the acceptance of completed Flyover Project design plans and permits by the County's Public Works Director.

In the event that the County determines that the Flyover Project cannot be constructed due to insufficient funding or otherwise, the Developer shall provide a total financial contribution of twelve-million dollars (\$12,000,000.00) plus 2.6% interest compounded annually from the effective date of this Development Order, less any costs incurred for design and permitting of the Flyover Project ("the Option 2 Adjusted Payment"). In such event, the Option 2 Adjusted Payment shall be paid to the County by no later than December 31, 2017. Within six (6) months of the County's written decision not to proceed with the construction of the Flyover Project, the Developer shall submit to the County, in the appropriate format, an application to amend the DRI Development Order to provide a substitute regional improvement(s) in the general vicinity of Waterset to replace the Flyover Project. In no event shall the Developer's contribution to the substitute regional improvement(s) be greater or less than the Option 2 Adjusted Payment.

	Notwithstanding anything herein to the contrary, the Developer's outstanding Option 1 Adjusted Payment or the Option 2 Adjusted Payment shall be reduced annually on May 31 st of each year, upon submission to the Public Works Director of proof of reasonable, actual costs and expenditures by the Developer for the design and permitting of the Flyover Project. The reduced outstanding contribution shall be used to calculate the interest on the remaining obligation.
Apollo Beach Boulevard and US 41 Intersection	Design, permit and construct improvements to the Apollo Beach Boulevard & US 41 Intersection, consisting of the addition of an east leg of the intersection (crossing the CSX railroad) and including the following additional lanes: Addition of 1st eastbound through lane Addition of 1st and 2nd westbound left turn lanes Addition of 1st westbound through lane Addition of 1st westbound right turn lane Addition of 1st northbound right turn lane Addition of 1st southbound left turn lane
Big Bend Road	Conduct a traffic analysis in order to develop and implement a time-based coordination plan along Big Bend Road between U.S. 41 and U.S. 301 for the purpose of improving traffic flow.

d. Intersection Improvements

(i). The following intersection improvements will be constructed by the Developer:

**TABLE 4
WATERSET
INTERSECTION IMPROVEMENTS**

Intersection	Improvement
19th Ave. and 24th Street	Signalize, EB & SB left turn lanes, WB & SB right turn lanes
19th Ave. and 30th Street	Signalize, Dual (2) EB left turn lanes & SB left turn lane, WB & SB right turn lanes, SB through lane
Big Bend and Waterset	2 nd WB Left Turn lane, 2 nd NB Left Turn lane
Apollo Beach Boulevard and US 41	EB exclusive through travel lane on Apollo Beach Boulevard at US Hwy 41; Dual WB left turn lanes, a through travel lane, and a right turn lane on the Apollo Beach Boulevard extension at US Hwy 41; SB left turn lane on US Hwy 41 at Apollo Beach Boulevard; and NB right turn lane on US Hwy 41 at Apollo Beach Boulevard.

(ii). Turn lane improvements as shown in Table 4 will be provided at time of construction of adjacent project access roads.

(iii). Traffic Signals as shown in Table 4 will be provided when warranted. Biennially, for inclusion in the Biennial Report, the Developer shall complete an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified. Should it be determined that a warrant study is required, the Developer shall provide same in the Biennial Report. Furthermore, if a traffic signal is warranted, and the results are approved by Hillsborough County and/or FDOT, then the Developer shall submit 100% signal design plans to Hillsborough County and/or FDOT within 180 days of Hillsborough County and/or FDOT approval. Construction of the traffic signal shall commence within 120 days of approval of the final signal plans by Hillsborough County and/or FDOT. If Hillsborough County and/or FDOT elects to conduct a traffic signal warrant and finds that a signal is warranted, then the developer shall comply with the timing schedule described above.

4. Transportation: General

a. Roadway alignments are conceptually depicted on Map H, dated October 2014, and attached hereto as Exhibit "B".

b. Right of Way for the I-75 Flyover Bridge

Option 1 – In the event that the design of the Flyover Project is completed, then within 60 days of the County's acceptance of final permits and designs for a 4-lane bridge extending Apollo Beach Boulevard over Interstate 75, ("the I-75 Flyover Bridge"), the Developer shall dedicate and convey, within the right-of-way preservation area as generally depicted on Map H, sufficient right-of-way of a width not less than 124 feet, or that necessary to accommodate the I-75 Flyover Bridge as designed, whichever is greater. Such dedication and conveyance shall also include land sufficient to accommodate drainage for the I-75 Flyover Bridge. The Developer shall be responsible for constructing the remaining 4-lane extension of Apollo Beach Boulevard from Covington Garden Drive to the I-75 Flyover Bridge approach, consistent with the designs and conditions set forth in the zoning.

Option 2 - In the event the County elects not to fund the completion of the design and permitting of the Flyover Project, then the Developer shall (at the time of Final Plat approval of property within 600 feet of the southernmost property boundary of the right-of-way preservation area, but in no event earlier than May 31, 2015 and in no event later than December 31, 2023), dedicate and convey sufficient right-of-way, of a width not less than 124 feet and in a location mutually agreeable to the Hillsborough County and the Developer, necessary to accommodate the I-75 Flyover Bridge. This dedication and conveyance shall also include land sufficient to accommodate drainage for the I-75 Flyover Bridge. The County shall be responsible for constructing the remaining 4-lane extension from Covington Garden Drive to the I-75 Flyover Bridge approach consistent with the zoning conditions. The Developer shall be required to dedicate and convey land necessary for the completion of the remaining 4-lane extension of the Apollo Beach Boulevard Extension from Covington Garden Drive to any future I-75 Flyover Bridge approach.

c. Impact Fee/Mobility Fee Offsets

Buildings within the Development shall be subject to the adopted Consolidated Impact Assessment Program Ordinance (the "Impact Fee Ordinance"), as it may be amended from time to time. The Developer shall be entitled to impact fee offsets recognized for eligible improvements and/or contributions in accordance with the Impact Fee Ordinance. In the event that Hillsborough County adopts a Mobility Fee ordinance that operates in lieu of its transportation impact fee program, the Developer shall be entitled to any available offsets against mobility fees that may be provided for in that ordinance, in accordance with the provisions thereof. Nothing herein shall be construed as a waiver of Developer's right to contest the validity of the Impact Fee or Mobility Fee Ordinance, the impact or mobility fees assessed thereunder, or the offsets to be provided.

d. Monitoring.

A biennial monitoring program will be started upon completion of 1,000 dwelling units. This biennial monitoring report will be reported as part of the biennial report referenced, and will continue until buildout. The biennial reports shall provide information for Waterset regarding the total development which has been permitted and its equivalent in trips, and shall project the development/trips anticipated for the next two years. Prior to commencing the biennial monitoring, the developer shall submit a monitoring methodology and plan showing the proposed locations of the counts to the County for review and approval. The monitoring program at a minimum shall consist of one 2-hour pm peak hour (4 pm to 6 pm) directional counts, with subtotals at 15-minute increments at all project entrance driveways with public roadways (including U.S. 41, 19th Avenue, Big Bend Road and Apollo Beach Boulevard). The sum of the project entrance trips will be totaled in 15-minute increments and the highest four consecutive 15 minute totals will be summed to determine the project's total PM peak hour traffic volume. This total will include net external trips, diverted trips, and pass-by trips of the Waterset DRI development. The biennial monitoring shall be conducted during the peak season (February to April) and a maximum of 60-90 days prior to the Biennial Report submittal date unless otherwise approved by the County. If the driveway volumes exceed those projected in the DRI/ADA approval by more than 15%, a new traffic analysis consistent with Section 380.06, F.S. may be required. The revised transportation analysis will be based on the agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

The required data for Waterset shall be included in each biennial report. If the monitoring results demonstrate that the project is generating more than fifteen (15) percent above the number of trips estimated in the original analysis or a biennial report is not submitted within 30 days of its due date, the County shall issue no further development permits and may conduct a substantial deviation determination pursuant to Subsection 380.06(19), F.S. The County may amend the Amended and Restated Development Order to change or require additional roadway improvements.

The project is proposed to be constructed in a single phase, with buildout in the year 2025. The development is expected to generate 3,933 inbound and 3,220 outbound trips in the p.m. peak hour at buildout. Internal capture is expected to reduce the total number of trips generated by 15.1% resulting in 3,394 inbound and 2,681 outbound trips. Pass-by capture is expected to further reduce the number of trips by 7.5% resulting in new net external trips of 3,127 inbound and 2,414 outbound trips. The number of trips passing through the project driveways would total 3,394 inbound and 2,681 outbound trips for a

total of 6,075 p.m. peak hour trips. The project has previously mitigated for 498 inbound and 287 outbound trips.

e. 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, strike, civil commotion, natural disaster or other event beyond Developer's control, then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Amended and Restated Development Order shall be interrupted or delayed in connection with the necessary governmental approvals from the construction of any Improvement referenced herein, and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof.

f. **Transit Amenities.** The Developer shall provide transit amenities which may include but shall not be limited to a park and ride location that can accommodate buses, bicycles, vanpools, and carpools to be specified in the approved zoning conditions. Within that part of Waterset (that was formerly within the Southbend DRI #145), the developer shall be required to conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed phase modal splits of 2.5%, 3.5% and 4.7% and shall monitor them with each annual report.

(i). Access and internal arterial and appropriate collector road geometrics shall accommodate a 96" wide by forty (40) feet long advance design coach.

(ii). The Developer shall provide shelters and pullout bays along the on-site transit route on the internal arterial or collector roads as and when deemed appropriate by HART Authority. Shelter locations shall be reasonably accessible via walkways/crosswalks for pedestrian movement to/from buildings. Sufficient area lighting shall be included at bus stops. Appropriate signage will be placed at shelter sites.

(iii). Transit schedule/information displays will be provided, at a minimum, at each on-site bus stop by the developer.

(iv). Maintenance of transit amenities such as shelters, benches, and schedule displays shall be the responsibility of HART Authority. Maintenance of landscaping adjacent to transit amenities shall be the responsibility of the developer.

(v). Details, standards and phasing of all transit amenity provisions must be approved by the HART Authority and shall be representative of those commonly in use by HART Authority.

5. Wetlands:

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

b. The portions of Waterset which meet the definition of preservation and/or conservation area as defined by Policies 10.1.2 and 10.3.1 of the Tampa Bay Regional Planning Council's Future of the Region (the "FRCRPP"), shall be so designated and their ultimate disposition indicated on the revised General Development Plan submitted to Hillsborough County for Planned Development approval. The Developer shall provide a buffer zone, in accordance with applicable local and state regulations, around all preservation and conservation areas to provide an upland transition into the wetland areas and to protect the natural systems from development impact. No dredging, filling or development activities shall be allowed within the preservation areas except to provide cross-access between the tracts within the development and between the development and property adjoining the development, as provided in the zoning conditions, and shall be subject to approval of the Environmental Protection Commission of Hillsborough County.

c. All modifications to on-site wetlands shall be carried out so as to substantially maintain existing natural hydroperiods, normal pool elevations and seasonal high water elevation pursuant to applicable local, State and Federal regulations, and as permitted by the Florida Department of Environmental Protection ("DEP") and the Southwest Florida Water Management District ("SWFWMD"). Documentation that the proposed modifications meet regulatory and permitting criteria shall be reported as part of each biennial report beginning with commencement of construction or site clearing activity and continuing for three years following build-out.

d. Existing conservation area wetlands which are permitted to be altered or eliminated should be used as donor material for re-vegetation of mitigation areas where feasible.

e. All mitigation areas and littoral shelves shall be monitored quarterly for a period of one year and semi-annually for the next three years. Monitoring shall include species diversity composition, spreading (regeneration) and exotic species encroachment. Additional planting shall be required to maintain an 85 percent survival of planted species at the end of the three-year monitoring period.

f. Monitoring of wetlands and wetlands hydroperiods shall be performed by the Developer and a report thereof, including any significant adverse alterations to wetlands hydroperiods, shall be part of the biennial report. If it is apparent to applicable regulatory agencies that preservation/conservation areas are being adversely affected beyond that predicted in the ADA, due to project development activities, Hillsborough County, and/or the applicable regulatory agency, shall notify the Developer and shall direct the development activity which is causing such adverse affects to cease until remedial measures have been taken to correct the hydroperiod imbalance. Documentation that required remedial measures have been implemented shall be provided in the biennial report, if applicable.

g. All wetland losses shall be mitigated in accordance with Chapter 62-345 F.A.C., Uniform Mitigation Assessment Method elsewhere on-site. Mitigation for wetland losses shall be implemented prior to or concurrent with any wetland disturbance.

h. In order to protect the natural values of preserved/conserved wetland areas, prior to development approval for each increment or phase, the Developer shall submit a wetland/lake management plan to TBRPC for review and to Hillsborough County, DEP and SWFWMD for approval. The plan shall address but not be limited to,

wetlands to be preserved, proposed wetland/lake alteration, control of exotic species, mitigation of lost wetlands, control of on-site water quality, and methods for wetlands restoration/enhancement.

i. To minimize further fragmentation of the wetland W2 system, con spans or large box culverts will be utilized for the roadway crossing.

6. Flood Plains and Disaster Preparedness:

a. The Developer shall, in conjunction with the applicable state and local agencies, establish a Comprehensive Emergency Management Plan (CEMP) for the safe evacuation and re-entry/recovery of residents and employees from the project upon issuance of all hurricane evacuation orders. The plan shall include a hazards analysis to identify the following: estimated population at risk (e.g. families, elderly); hurricane evacuation routes and shelter space; regulatory finished floor elevations and potential flood elevations; flood zone (some wave action may exist); number of structures by type of structure in the flood zone; minimum elevations with which the site will be built (the design flood elevation) including the differential between the design flood elevation and storm surge elevation; define how various evacuation orders will be met without causing confusion within the boundaries of the project; and shall include information regarding the Community Emergency Response Team (CERT) training available through the Citizen Corps Council which includes the following: Disaster Preparedness, Fire Safety, Disaster Medical Operations, Light Search and Rescue, Disaster Psychology, Terrorism, and provide all the flood zones for the development and the potential areas of wave action for category B, C, D, and E evacuation prior to or concurrent with construction plan approval which is to be used with construction plan and building plan approval. The plan shall be implemented by the property manager and/or the homeowners' association board of directors or their designees. Specific responsibilities within the plan may be assigned to individual committees or management entities at the discretion of the property manager or homeowners' association board of directors. The plan shall be provided to Hillsborough County and disaster preparedness officials for approval and TBRPC for review, prior to first construction plan approval.

b. There shall be no impervious surfaces constructed within the 25-year flood plain, except minimal, properly permitted and mitigated intrusions for necessary roadways or easements.

c. Base floor elevations for all roadway accesses to residential areas shall be at or above the 100-year floodplain elevation. Base floor elevations for all habitable structures shall be at or above design flood elevation.

d. The Developer shall promote awareness of hurricane/flooding hazard, preparedness and hazard mitigation through public information, community Intranet, neighborhood association newsletters, model homes, commercial/office buildings, etc. The hurricane shelter list shall be updated biennially.

e. The Developer shall provide mitigation for hurricane shelter space for the total shelter demand of 1,742 within Waterset at a cost of \$129.00 per space. The Developer shall pay the fee of \$224,718.00 prior to first construction plan approval within Waterset that is located south of Apollo Beach Boulevard Extension. The Developer shall also have the option to reduce the fee by providing private shelter space within the community, subject to approval of the Hillsborough County Office of Emergency

Management.

7. Soils:

a. The soil conservation measures referenced in the first SD (Fourth Amendment) on Pages 14.3, 15.4, and 15.5, at a minimum, shall be implemented.

b. The methods referenced in Pages 15.2 and 15.3 of the first SD (Fourth Amendment) to overcome problems associated with particular on-site soil types shall be implemented.

8. Air Quality:

a. Hillsborough County reserves the right to require mitigation measures or revision of the Master Plan to alleviate any potential impacts of the project on ambient air quality expected from any changes to the project which cause additional regional impact pursuant to Subsection 380.06(19), Florida Statutes.

b. The Developer shall, at minimum, implement the measures to reduce erosion, fugitive dust and air emissions referenced on First Sufficiency Response page 22.1 of the first SD (Fourth Amendment).

9. Natural Vegetation and Wildlife:

a. Should any species which are listed in Section 39-27.003-005, Florida Administrative Code, be observed frequenting the site for nesting, feeding or breeding, proper protection/mitigation measures as required by applicable law, shall be employed immediately by the Developer in cooperation with the Florida Fish and Wildlife Conservation Commission ("FWCC").

b. Representative tracts of the pine-mesic oak forest and live oak hammock communities, listed on pages 12-4 and 18-1 of the SD, shall be designated on the Master Site Plan and preserved on-site in a manner which will protect or enhance their continued natural function and value. These tracts should be located contiguously in order to maximize their natural value.

c. Prior to the issuance of detailed site plan approval or Land Alteration permits, the developer shall stipulate to the satisfaction of Hillsborough County the manner by which any onsite gopher tortoise colonies shall be preserved or relocated. Copies of any required permits relative to any on-site gopher tortoise population shall be provided to Hillsborough County and TBRPC. An acceptable plan detailing how the gopher tortoise population will be accommodated, protected and monitored shall be submitted to Hillsborough County, the FWCC and TBRPC. The plan shall be submitted prior to any clearing activities or building permits. If no suitable habitat is available for relocating the tortoises, the applicant will submit an application for approval of an Incidental Take Permit to the appropriate agencies prior to initiation of construction as required.

d. 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 seven boxes as shown on Exhibit 2 of the August 2005 Kestrel Survey, SD. The nest boxes shall be designed, constructed

and installed in accordance with FWCC Guidelines. The nest boxes shall be maintained by the Developer or its assigns during the life of this Development Order. [The boxes were installed in December, 2007.]

e. Within six months of approval of this Development Order, the Developer shall enter into an agreement with TECO for the ability to maintain the power line right-of-way through the community. A copy of said agreement shall be submitted to Hillsborough County. The right-of-way shall be maintained by the Developer or its assigns during the life of this Development Order. If an agreement between TECO cannot be reached within six months of approval of this Development Order, the Developer shall provide an alternative plan to provide kestrel preservation per the Land Development Code of Hillsborough County. This plan must be submitted and approved by Hillsborough County and the FWCC prior to any land alteration permit approval. If the maintenance agreement with TECO expires, the Developer, or the entity responsible for the management plan at that time, will submit an alternate method of compliance to the County. The alternative method shall be in accordance with the applicable provisions of the Land Development Code. [The maintenance agreement was submitted on March 22, 2007.]

f. Within 90-days of approval of this Amended and Restated Development Order, an Upland Management Plan shall be submitted to Hillsborough County for review and approval. The plan shall include provisions related to the timing and frequency of restoration and maintenance activities and provisions for monitoring of said activities. Implementation of the plan shall be initiated prior to commencement of construction. Status of implementation measures and monitoring of the plan shall be reported in the biennial report. [The plan was submitted and approved in August, 2007.]

g. Prior to initiation of construction, the Developer shall review the locations of nearby rookery locations and wood stork information as obtained from the "Florida Atlas of Breeding Sites for Herons and Their Allies" (1991) and recent monitoring reports by Audubon of Florida and coordinate with the USFWS. The information shall be submitted to FWCC for review and coordination prior to final site plan approval.

h. Pre-construction breeding season surveys for Florida sandhill cranes shall be conducted within all wetlands suitable for nesting to identify and avoid potential impacts. If nests are identified, the FWCC shall be contacted for consultation and review concerning conservation measures.

i. The required upland habitat protection for kestrels within the Elsberry expansion area was fully satisfied through off-site preservation in the form of a monetary contribution to the Hillsborough County Local Habitat Mitigation Bank.

10. Historical and Archaeological Sites:

The discovery of any significant historical or archaeological resources during development activities shall be reported immediately to the Florida Division of Historical Resources. The disposition of such resources shall be determined in cooperation with the Division of Historical Resources and the Hillsborough County Historic Resources Review Board. Any activity disturbing such resources shall cease until the disposition of such resources has been determined.

11. Utilities: Water Supply and Wastewater Treatment:

a. The Developer shall be responsible for maintenance of all on-site water and wastewater facilities unless dedicated to Hillsborough County.

b. The Developer shall be responsible for off-site expansion of the water distribution and wastewater collection systems, if any, including any oversizing that may be required for project hook-up as provided in the Future of Hillsborough Comprehensive Plan.

c. Disposal of hazardous waste, as defined by applicable regulations, into the sewer system is prohibited.

d. Hillsborough County will provide, operate and maintain water service for each phase of the development.

e. An acceptable water use plan (potable and non-potable) shall be submitted to Hillsborough County, SWFWMD and the TBRPC for their approval prior to issuance of any project construction permits. The plan shall include at minimum:

(i) A phased estimate of the potable and non-potable water demands of Wolf Creek Branch.

(ii) Monitoring requirements to protect surface and groundwater resources from project development such as an interim wastewater treatment plant and percolation ponds, the stormwater drainage system, wastewater reuse and / or irrigation wells.

(iii) Xeriscape provisions.

(iv) Well protection, pumping and abandonment requirements.

(v) Non-potable use and source provisions including discussion of any reuse program and a scheduled irrigation plan.

(vi) Hydrant installation, flow and testing requirements.

(vii) An implementation timetable.

(viii) On-site infrastructure to accommodate the entire project for reclaimed water use as it becomes available, to be provided by the developer.

[The plan was submitted on February 14, 2008.]

f. Until such a time as reclaimed water becomes available for any particular area within the project, Waterset shall utilize, to the maximum extent possible, the lowest quality water reasonably available and suitable for irrigation or other non-potable uses. [Reclaimed water is available for the entire project]

g. Fire flow and pressure appropriate for the development shall be maintained within the Waterset water supply system.

h. Developer shall be responsible for maintenance and operation of any on-site wells.

i. Water saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Section 553.14, Florida Statutes, 1985) and native vegetation shall be used in landscaping to the greatest extent feasible. The Developer shall use xeriscape techniques in areas where wastewater reuse is not feasible. Florida-friendly landscaping principles shall be used throughout development. Ecologically

viable portions of existing native vegetation shall be incorporated into the landscape design to the greatest extent practicable and shall not be irrigated. Water-saving irrigation systems shall be used throughout the development. Rainfall sensor devices shall be included on all irrigation systems.

j. Developer shall incorporate the Southern Tampa Bay Water Use Cautionary Measures to the extent feasible. Total water use for the development shall meet the compliance per capita use rate required in the Eastern Tampa Bay Water Use Caution Area, which is part of the SWUCA, of 150 gallons per capita per day.

k. The Developer shall provide conservation education for the residents and other users of the development.

12. Solid / Hazardous Waste:

a. The collection, transportation, and disposal of solid waste is controlled by county ordinance(s) and shall take place in accordance with the terms of said ordinance(s).

b. The Developer shall advise and encourage Waterset tenants, businesses, residents, etc. to:

(i) Avoid the generation of hazardous waste through proper usage of materials and good management practices.

(ii) Properly collect and separate hazardous waste from the normal solid waste stream and to properly dispose of said waste.

(iii) For generators to notify the Environmental Protection Commission of Hillsborough County that their operations generate hazardous waste in large quantities (over 1,000kg / month), small quantities (100-1,000 kg / month) or small quantities exempt (less than 100 kg / month) and to arrange for a verification inspection of their facilities.

13. Energy:

a. The Developer shall encourage all Waterset tenants, businesses, residents, etc. to:

(i) Use energy alternatives, such as solar energy, resource recovery, waste heat recovery and cogeneration, where economically feasible;

(ii) Obtain energy audits provided by energy companies or other qualified agencies;

(iii) Install water heater timers and set water heaters at 130 degrees Fahrenheit or lower;

(iv) Use landscaping and building orientation to reduce heat gain, where feasible, for all Waterset construction;

(v) Promote energy conservation by employees, buyers, suppliers and the public;

(vi) Reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours;

(vii) Institute and utilize recycling programs;

(viii) Utilize energy efficient packaging and/or recyclable materials; and

(ix) Install total energy systems on large facilities when cost effective.

b. The Developer shall implement the energy conservation measures referenced on Pages 25-3 to 25-5 of the DRI/ADA, including adherence to the Florida Energy Efficient Building Code, as appropriate.

c. Tampa Electric Company (TECO) has capability and will provide electricity for the development of Waterset.

d. Tampa Electric Company (TECO) has capability and will provide natural gas for the development of Waterset.

14. Stormwater Management and Water Quality:

a. All stormwater management system components shall comply with Chapters 17-25, 40D-4 and 17-3, Florida Administrative Code, as well as any other applicable local, state and federal rules and regulations. Treatment shall be provided by biological filtration, wherever feasible.

b. The Developer shall amend the Water Quality Monitoring Program established in 1992 to include the expanded land area added to the project. The amended program will be submitted to SWFWMD and DEP for review and approval prior to any site development in the expanded portion of the DRI. The Program shall continue to institute and implement ground and surface water monitoring to assure that there is no degradation of water quality by development of the project. Sampling locations shall be at two locations on Wolf Creek Branch, one where Wolf Creek enters the project site and a second where Wolf Creek exits the site. Samples will be taken twice – once at the end of the rainy season and again at the end of the dry season. The baseline sampling data and monitoring reports shall report the following: fecal coliform; dissolved oxygen; nutrients; pesticides; herbicides; pH; and heavy metals (including cadmium, copper, iron, lead and mercury). The baseline will be established before any site alteration. The monitoring program shall be initiated upon commencement of site alteration and shall continue through project buildout. SWFWMD and other appropriate agencies, pursuant to applicable law, will approve the parameters proposed to be tested, sampling location, methodologies, and frequencies, and shall review the monitoring results. All analytical methods and procedures used shall comply with the United States Environmental Protection Agency / Florida Department of Environmental Protection Quality Control Standards and Requirements (“EPA DEP Quality Control Standards”). If determined to be necessary by these agencies, the water quality monitoring program will be expanded concurrent with development of the project. Documentation that all required monitoring plans and mitigative measures have been implemented shall be provided to Hillsborough County as part of each biennial report. Should the monitoring indicate that because of development of the project applicable state water quality standards are not being met, the violation which is or may be contributing to or causing the non-compliance, shall be reported to Hillsborough County immediately and, if caused by on-site activities, such on-site activities identified as causing the violation shall cease until the violation is corrected. **[Waterset South amended plan was submitted on February 14, 2008; Waterset North Groundwater plan was submitted in June 2007; Waterset North Revised Surface Water plan was submitted 04/30/2007.]**

c. The Developer shall implement best management practices for reducing water quality impacts as recommended by currently adopted regulations of Hillsborough

County and SWFWMD including a street cleaning program for parking and roadway areas within the development.

d. In the event of on-site wastewater treatment and disposal, assurance of protection of groundwater quality through the development of a groundwater monitoring program with appropriate sampling frequencies in compliance with EPA DEP Quality Control Standards shall be required. This program must be instituted prior to on-site wastewater treatment and disposal and continued periodically throughout the life of the project.

e. Prior to construction plan approval and the subsequent issuance of site alteration/building permits, the Master Stormwater Management Plan for Waterset shall be submitted to DEP and TBRPC for review, and to Hillsborough County and SWFWMD for approval. The stormwater management system for the development shall be designed, constructed and maintained to meet or exceed the requirements contained in Hillsborough County's Stormwater Management Technical Manual. The appropriate design criteria to be used are that which is in effect at the time of Construction Plan submittal and review for a particular phase of the development. This condition shall not require the Developer to remove and replace or otherwise retrofit stormwater management structures and improvements that are in place pursuant to approved construction plans if stormwater management design requirements/criteria change prior to development of a later phase. [Submitted on 02/14/08].

f. All drainage and associated access easements necessary to accommodate any and all of the impacts of the Development shall be donated by the Developer to the County, as required, and in accordance with the appropriate County policy in effect at the time of the Construction Plan submittal and review. All easement documents associated with a particular parcel or phase must be fully executed and recorded prior to, or concurrent with, the issuance of Certificate(s) of Occupancy or plat approval, whichever is applicable, for the particular parcel or phase.

g. The Developer shall operate and maintain all on-site stormwater management facilities unless otherwise required or approved by the County. The Developer shall hire a licensed engineer to conduct annual inspections of the stormwater management systems on the project site to ensure that the system is being properly maintained in keeping with its design, and is capable of accomplishing the level of stormwater storage and treatment for which it was designed and intended. Inspection results shall be included in each biennial DRI report.

h. The Developer shall implement signage and resident education advocating surface water protection.

i. Low Impact Development techniques shall be used throughout the development. These techniques shall include, but not limited to, the following: retention of the maximum amount of existing native vegetation; shallow vegetated swales in all areas, including parking; appropriate Florida-friendly plant selections; small, recessed garden areas throughout landscaped areas; porous pavement and other pervious pavement technologies; stabilized grass areas for overflow parking.

15. Educational Facilities:

Upon request of the School Board, the Developer shall dedicate and convey at no cost to the Hillsborough County School Board, upland land of a total of up to 40 acres that is acceptable to the School Board to accommodate up to 2,300 student stations at the elementary and/or middle school level within Waterset. The Developer shall convey this acreage upon request by the School Board. The property shall be conveyed within six (6) months of the date of the request, but not conveyed prior to June 1, 2016 unless otherwise agreed upon by the Developer and the Hillsborough School District. If a particular school site(s) is not accepted by the Hillsborough County School Board, or if less than 40 acres are required, the site(s) may be used for single-family residential development only so long as the total number of dwelling units does not exceed the number of units shown in Table 1. If the Developer and School Board are in agreement, the school sites may be relocated within the DRI property without the necessity for amending this Development Order. The Developer shall (a) include the school and the Regional Sports Complex in its Master Drainage Plan so as to enable the County and the School District to avoid the expense of providing on-site stormwater retention and (b) shall provide the infrastructure for both potable water and central sewer service in conjunction with the construction of the roads that will provide access to the school and park sites. The Developer shall construct the roads that provide access to the school sites. The road(s) will be constructed and conveyed to the appropriate governmental entity no later than January 1, 2017, unless otherwise agreed upon by the Developer and the Hillsborough County School District. Prior to any such conveyance, the Developer shall provide for construction vehicle access, as may be necessary by the Hillsborough County School District.

16. Fire and Police Protection:

a. Prior to the issuance of building permits, the Developer shall provide documentation to Hillsborough County of adequate fire protection for the portions of the project then being developed, including functioning fire hydrants (in adequate numbers and locations), sprinkler systems and alarms in all non-residential buildings and appropriate fire flows and water pressure to serve each increment of the development for which approval is being sought.

b. Waterset shall be designed and constructed to meet or exceed state and local fire codes and regulations.

c. A community Fire Station shall be included within the development to be located on the east side of Waterset Boulevard (24th Street) and within one (1) mile north of 19th Avenue NW. It shall be a minimum of 1.2 acres in size or a site sufficient to accommodate the construction of a 10,000 s.f. one-story fire station facility. This acreage and/or site shall be sufficient to provide for all related site requirements and/or improvements (e.g. parking, circular drive, ingress and egress driveways) as determined by Hillsborough County. The Developer shall provide stormwater facilities off-site, within the master stormwater system. The site shall be located to have direct egress onto a collector or arterial roadway. The Developer shall dedicate and convey this site to the County at no cost to the County. Prior to any preliminary plat or preliminary site plan approval within the above mentioned area, the Developer shall coordinate with the Hillsborough County Fire Rescue office to determine the specific location and size of the community fire station. Within 90-days of a request by Hillsborough County Fire Rescue Department, the Developer shall dedicate and convey the property.

d. The Developer shall incorporate CPTED guidelines for all public and commercial buildings and comply with all CPTED evaluation processes as adopted and required by the Hillsborough County Sheriff's Office (HSCO) during the site plan design phase.

17. Economy:

a. Waterset shall encourage promotion of entrepreneurship and small and minority-owned business start-ups and provide for non-discriminatory employment opportunities.

b. Waterset development employers shall be encouraged to institute programs to provide child care facilities at the place of employment or as a cooperative effort with other businesses.

18. Recreation and Open Space:

a. The Waterset park(s) and recreational facilities shall be designated on the Master Site Plan and shall be accessible to the handicapped.

b. The Developer shall comply with the Hillsborough County Park Site Improvement Program (Ordinances 85-23 and 85-25E, as amended by 86-13 and 87-13) and land use, zoning and open space requirements.

c. There shall be a minimum of twenty-seven (27) acres of community and neighborhood park/recreation areas provided, which acreage shall include mini-parks and the South Coast Greenway corridor, throughout the project. Said parks shall be owned and maintained by a homeowner's association, community development district, or other similar entity. Should Hillsborough County request that the Developer convey any of these park sites to the County, the property shall be conveyed within six (6) months of the date of the request. The Developer shall be entitled to offsets against park impact assessments pursuant to the Hillsborough County Consolidated Impact Assessment Program Ordinance.

d. Except as provided below for the South Coast Greenway, Hillsborough County will be responsible for maintenance of all recreation and open space areas, which are accepted for dedication to Hillsborough County within the Waterset project. All recreation and open space not so dedicated will be maintained by the Developer.

The Developer will construct the South Coast Greenway depicted on Map H in accordance with the minimum paved trail standards in the Hillsborough County Paved Trail Design Manual or alternative standards as approved by the Hillsborough County Parks, Recreation and Conservation Department, Greenways Program. Construction of the South Coast Greenway will occur commensurate with development along its north-south route, and will be coordinated with road construction, installation of utilities and other underground infrastructure. The trail will be a minimum of 12 feet in width and will be constructed within an average 30-foot wide trail corridor. The trail will align appropriately to connect to the north and south segments of the South Coast Greenway offsite. The final alignment will be determined in conjunction with the Hillsborough County Parks, Recreation and Conservation Department, Greenways Program. The trail will remain open to the public and shall accommodate all types of recreational uses and

non-motorized transportation suitable for a paved trail. Maintenance of the trail will be provided through a homeowners association/CDD.

e. An 80-acre regional sports complex as shown on the revised Map H has been purchased by and conveyed to Hillsborough County for construction of a regional sports complex. Subject to separate conveyance, agreement and approval by the Developer and the County, the regional sports complex site may be relocated within the DRI property, without the necessity for amendment of this Development Order.

19. Housing:

a. Waterset shall encourage the development of some living units as accessible by the handicapped.

b. The units designated as Senior Adult Residential shall be governed by Community Covenants & Restrictions (CC&Rs) that restrict the units to housing for persons 55 years of age or older. All homes that are occupied must be occupied by at least one person who is at least fifty-five (55) years of age. No person under nineteen (19) years of age may be a permanent resident of a home, except that persons below the age of nineteen (19) years may be permitted to visit and temporarily reside for periods not exceeding thirty (30) days total in any calendar year period. The CC&Rs shall provide for hardship exceptions to permit individuals between the ages of nineteen (19) and fifty-five (55) years of age to permanently reside in a home even though there is not a permanent resident in the home who is fifty-five (55) years of age or over, providing that said exceptions shall not be permitted where the granting of the exceptions would result in less than 80% of the residential units in the Project having less than one resident 55 years of age or older, it being the intent that at least 80% of the units shall at all times have at least one resident fifty-five (55) years of age or older. The Developer shall provide data on hardship exceptions in each Biennial Report.

20. General Conditions:

a. Prior to issuance of building permits, the Developer shall verify to the satisfaction of Hillsborough County that adequate solid waste disposal, water, wastewater, electricity, fire, emergency medical services and police capabilities and facilities are available for the building(s) that are the subject of such building permits.

b. The Developer shall record a Notice of Adoption of this Resolution in the Public Records of Hillsborough County, Florida, in accordance with Subsection 380.06(15), Florida Statutes, as amended.

c. If any section, subsection, sentence, clause or provision of this Amended and Restated Development Order is held invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining sections, subsections, sentences, clauses or provisions of this Amended and Restated Development Order, which shall remain in full force and effect.

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 December 9th meeting of 2014 as same appears of record in Minute Book 463 of the Public Records of Hillsborough County, Florida.

Witness my hand and official seal this 12th day of December, 2014.

PAT FRANK, Clerk

By: Marianne O.K. Ditt
Deputy Clerk

APPROVED AS TO FORM AND LEGAL SUFFICIENCY

By: [Signature]
Assistant County Attorney



EXHIBIT A
Legal Description

Waterset DRI #266

WATERSET NORTH
(SOUTHBEND TO WOLF CREEK BRANCH DRI PARCEL)

DESCRIPTION: A parcel of land lying in Sections 14, 22 and 23, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

Commence at the Southwest corner of said Section 23, run thence along the West boundary of the Southwest 1/4 of said Section 23, N.00°06'47"W., 2653.71 feet to the Southeast corner of the Northeast 1/4 of the aforesaid Section 22, said point also being the POINT OF BEGINNING; thence along the South boundary of said Northeast 1/4 of Section 22, N.89°26'00"W., 1324.15 feet; thence N.00°36'03"E., 887.18 feet; thence N.28°37'40"E., 494.13 feet; thence S.89°22'16"E., 1090.37 feet to a point on the West boundary of the Northwest 1/4 of the aforesaid Section 23; thence along said West boundary of the Northwest 1/4 of Section 23, S.00°31'54"W., 420.96 feet; thence S.88°52'25"E., 375.02 feet; thence along a line lying 375.00 feet East of and parallel with said West boundary of the Northwest 1/4 of Section 23, N.00°31'54"E., 1743.88 feet to a point on the South boundary of the Southwest 1/4 of the aforesaid Section 14; thence along a line lying 375.00 feet East of and parallel with the West boundary of said Southwest 1/4 of Section 14, N.00°54'04"E., 1444.84 feet to a point on the Southeasterly line of C.S.X. TRANSPORTATION, INC. railroad right-of-way; thence along said Southeasterly line, N.28°37'48"E., 3645.67 feet; thence S.66°58'08"E., 1960.04 feet; thence S.74°21'32"E., 120.00 feet to a point on a curve, said point also being the Northwesterly corner of COVINGTON PARK PHASE 5A, according to the plat thereof as recorded in Plat Book 99, Pages 210 through 226, inclusive, of the Public Records of Hillsborough County, Florida; thence along the Westerly boundary of said COVINGTON PARK PHASE 5A, Southwesterly, 943.31 feet along the arc of a curve to the right having a radius of 1660.00 feet and a central angle of 32°33'32" (chord bearing S.31°55'14"W., 930.67 feet) to the Westerlymost corner of said COVINGTON PARK PHASE 5A, also being the Northerlymost corner of COVINGTON PARK PHASE 5C, according to the plat thereof as recorded in Plat Book 99, Pages 299 through 309, inclusive, of the Public Records of Hillsborough County, Florida; thence along the Westerly boundary of said COVINGTON PARK PHASE 5C, the following three (3) courses: 1) continue Southwesterly, 573.65 feet along the arc of said curve to the right having the same radius of 1660.00 feet and a central angle of 19°48'00" (chord bearing S.58°06'00"W., 570.80 feet) to a point of tangency; 2) S.68°00'00"W., 400.00 feet to a point of curvature; 3) Southwesterly, 1500.40 feet along the arc of a curve to the left having a radius of 1540.00 feet and a central angle of 55°49'21" (chord bearing S.40°05'19"W., 1441.76 feet) to the Southwesterly corner of said COVINGTON PARK PHASE 5C, also being the Northwesterly corner of COVINGTON PARK PHASE 5B, according to the plat thereof as recorded in Plat Book 99, Pages 227 through 235, inclusive, of the Public Records of Hillsborough County, Florida; thence along the Westerly boundary of said COVINGTON PARK PHASE 5B, the following three (3) courses: 1) continue Southerly, 327.31 feet along the arc of said curve to the left having the same radius of 1540.00 feet and a central angle of 12°10'39" (chord bearing S.06°05'19"W., 326.69 feet) to a point of tangency; 2) SOUTH, 400.00 feet to a point of curvature; 3) Southerly, 817.57 feet along the arc of a curve to the left having a radius of 2440.00 feet and a central angle of 19°11'53" (chord bearing S.09°35'57"E., 813.75 feet) to a point on the North boundary of the aforesaid Northwest 1/4 of Section 23; thence along the South boundary of said COVINGTON PARK PHASE 5B and said North boundary of the Northwest 1/4 of Section 23, S.89°00'26"E., 754.20 feet to the

Northeast corner of said Northwest 1/4 of Section 23; thence continue along said South boundary of said COVINGTON PARK PHASE 5B and the South boundary of COVINGTON PARK PHASE 4A, according to the plat thereof as recorded in Plat Book 96, Page 30, of the Public Records of Hillsborough County, Florida, also being the North boundary of the Northeast 1/4 of said Section 23, S.89°01'03"E., 2583.53 feet to a point on the Westerly right-of-way line of COVINGTON GARDEN DRIVE, as recorded in Official Records Book 9930, Page 1237, of the Public Records of Hillsborough County, Florida; thence along said Westerly right-of-way line, the following seven (7) courses: 1) S.00°16'06"W., 1869.07 feet to a point of curvature; 2) Southerly, 148.84 feet along the arc of a curve to the left having a radius of 330.00 feet and a central angle of 25°50'31" (chord bearing S.12°39'10"E., 147.58 feet) to a point of reverse curvature; 3) Southerly, 121.78 feet along the arc of a curve to the right having a radius of 270.00 feet and a central angle of 25°50'31" (chord bearing S.12°39'10"E., 120.75 feet) to a point of tangency on the East boundary of the aforesaid Northeast 1/4 of Section 23; 4) along said East boundary of the Northeast 1/4 of Section 23, S.00°16'06"W., 527.18 feet to the Northeast corner of the Southeast 1/4 of said Section 23; 5) along the East boundary of said Southeast 1/4 of Section 23, S.00°16'19"W., 2023.94 feet to a point of curvature; 6) Southerly, 158.36 feet along the arc of a curve to the right having a radius of 270.00 feet and a central angle of 33°36'17" (chord bearing S.17°04'28"W., 156.10 feet) to a point of tangency; 7) S.33°52'36"W., 574.64 feet to a point on the South boundary of said Southeast 1/4 of Section 23; thence along said South boundary of the Southeast 1/4 of Section 23, N.88°49'37"W., 726.16 feet; thence N.00°15'20"E., 2656.81 feet to a point on the South boundary of the aforesaid Northeast 1/4 of Section 23; thence along said South boundary of the Northeast 1/4 of Section 23 and the South boundary of the aforesaid Northwest 1/4 of Section 23, thence N.88°52'25"W., 4209.15 feet to the POINT OF BEGINNING.

Containing 576.024 acres, more or less.

LESS AND EXCEPT THE FOLLOWING DESCRIBED PARCEL:

DESCRIPTION: A parcel of land lying in the Northwest 1/4 of Section 23, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

Commence at the Southwest corner of said Section 23, run thence along the West boundary of the Southwest 1/4 of said Section 23, N.00°06'47"W., 2653.71 feet to the Southwest corner of said Northwest 1/4 of the Section 23; thence along the West boundary of said Northwest 1/4 of Section 23, the following two (2) courses: 1) N.00°31'54"E., 100.01 feet to the POINT OF BEGINNING; 2) continue, N.00°31'54"E., 701.08 feet; thence S.88°52'25"E., 375.02 feet; thence along a line lying 375.00 feet East of and parallel with said West boundary of the Northwest 1/4 of Section 23, S.00°31'54"W., 701.08 feet; thence N.88°52'25"W., 375.02 feet to the POINT OF BEGINNING.

Containing 6.035 acres, more or less.

ALTOGETHER containing 569.989 acres, more or less.

TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

(FOLIO NO. 51527-0200)

DESCRIPTION: Part of the West 375.00 feet of the Southwest 1/4 of Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

BEGINNING at the Southwest corner of said Section 14, run thence N.00°53'16"E., 121.06 feet along the West boundary of said Section 14; thence from a tangent bearing of S.85°00'36"E., Easterly 30.57 feet along the arc of a curve to the left (having a radius of 440.00 feet, a central angle of 03°58'50", and a chord bearing and distance of S.87°00'01"E., 30.56 feet) to the end of said curve; thence S.88°59'26"E., 344.46 feet to the East boundary of the West 375.00 feet of the Southwest 1/4 of the said Section 14; thence S.00°53'16"W., 120.00 feet along the said East boundary; thence N.88°59'26"W., 375.00 feet along the South boundary of said Section 14 to the POINT OF BEGINNING.

Containing 1.033 acres, more or less.

ALSO TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

(FOLIO No. 51537-0200)

DESCRIPTION: Part of the Southeast 1/4 of Section 15, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

BEGINNING at the Southeast corner of the said Section 15, run thence N.89°20'15"W., 384.90 feet along the South boundary of said Section 15 to the Southeasterly right-of-way line of the Seaboard System Railroad; thence N.28°37'32"E., 250.72 feet along said Southeasterly right-of-way line; thence S.61°22'28"E., 107.22 feet to the beginning of a curve to the left; thence Southeasterly, 181.51 feet along the arc of said curve (having a radius of 440.00 feet, a central angle of 23°38'08", and a chord bearing and distance of S.73°11'32"E., 180.22 feet) to the East boundary of said Section 15; thence S.00°53'16"W., 121.06 feet along said East boundary to the POINT OF BEGINNING.

Containing 1.280 acres, more or less.

ALTOGETHER containing 572.302 acres, more or less.

ALSO TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

WATERSSET SOUTH

ELSBERRY

(RESIDENTIAL PARCEL)

DESCRIPTION: A parcel of land lying in Sections 22 and 27, Township 31 South, Range 19 East, Hillsborough County, Florida, being more particularly described as follows:

BEGIN at the Southeast corner of said Section 22, run thence along the East boundary of the Northeast 1/4 of said Section 27, S.00°37'21"W., 210.17 feet; thence along the South boundary

of the North 209.64 feet of said Section 27, as found monumented, N.89°26'59"W., 3354.92 feet to the Southeasterly railroad right-of-way line of C.S.X. TRANSPORTATION, INC. Railroad (130' Right-of-Way, formerly Atlantic Coast Line Railroad), per Florida Department of Transportation Right-of-Way Map Section 10060-2211 for U.S. HIGHWAY No. 41 (State Road No. 45); thence along said Southeasterly railroad right-of-way line, N.28°37'40"E., 970.02 feet to the Southwesterly corner of Hillsborough County Parcel "WTP/33a712" as recorded in Official Records Book 4026, Page 1838, of the Public Records of Hillsborough County, Florida; thence along the Southwesterly boundary of said Hillsborough County Parcel "WTP/33a712", S.61°22'20"E., 300.00 feet to the Southeasterly corner thereof; thence along the Easterly boundary of said Hillsborough County Parcel "WTP/33a712", N.28°37'40"E., 726.00 feet to the Northeasterly corner thereof; thence along the Southeasterly prolongation of the Northeasterly boundary of said Hillsborough County Parcel "WTP/33a712", S.61°22'20"E., 222.54 feet; thence S.89°26'00"E., 120.64 feet; thence N.00°34'00"E., 302.00 feet; thence S.89°26'00"E., 432.77 feet; thence N.61°22'00"W., 868.83 feet to aforesaid Southeasterly railroad right-of-way line; thence along said Southeasterly railroad right-of-way line, N.28°37'40"E., 2028.70 feet to the East boundary of the Southwest 1/4 of the Northeast 1/4 of said Section 22; thence along said East boundary of the Southwest 1/4 of the Northeast 1/4 of Section 22, S.00°36'03"W., 887.18 feet to the Northwest corner of the Northeast 1/4 of said Southeast 1/4 of Section 22; thence along the North boundary of said Northeast 1/4 of the Southeast 1/4 of Section 22, S.89°26'00"E., 1324.15 feet to the Northeast corner thereof; thence along the East boundary of said Southeast 1/4 of Section 22, S.00°06'47"E., 2653.71 feet to the POINT OF BEGINNING.

Containing 161.913 acres, more or less.

ALSO TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

(PUMP STATION SITE)

DESCRIPTION: A parcel of land lying in the Southeast 1/4 of Section 22, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

Commence at the Southeast corner of said Section 22, run thence along the East boundary of the aforesaid Southeast 1/4 of Section 22, N.00°06'47"W., 971.59 feet; thence N.89°26'00"W., 455.25 feet to a point of curvature; thence Westerly, 489.86 feet along the arc of a curve to the left having a radius of 1000.00 feet and a central angle of 28°04'00" (chord bearing N.75°24'00"W., 484.97 feet) to a point of tangency; thence N.61°22'00"W., 905.11 feet; thence S.28°38'00"W., 62.00 feet; thence S.40°10'31"W., 114.27 feet; thence N.89°58'43"W., 137.57 feet; thence S.00°34'00"W., 220.21 feet to the POINT OF BEGINNING; thence continue S.00°34'00"W., 76.17 feet; thence N.89°26'00"W., 40.00 feet; thence N.00°34'00"E., 76.17 feet; thence S.89°26'00"E., 40.00 feet to the POINT OF BEGINNING.

Containing 3047 square feet, or 0.070 acres, more or less.

ALSO TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

PARCEL 3

DESCRIPTION: A parcel of land lying in Section 22, Township 31 South, Range 19 East, Hillsborough County, Florida and being more particularly described as follows:

COMMENCE at the Southeast corner of said Section 22, run thence along the South boundary of the Southeast 1/4 of said Section 22, N.89°34'44"W., 2684.59 feet to the Southwest corner thereof; thence along the West boundary of said Southeast 1/4 of Section 22, N.00°40'12"E., 1057.14 feet to the Southeasterly boundary of the 130 foot wide railroad right-of-way for C.S.X. TRANSPORTATION, INC., (formerly Atlantic Coast Line Railroad and also formerly Seaboard Coast Line Railroad), per Florida Department of Transportation Right-of-Way Map Section 10060-2211 for U.S. HIGHWAY No. 41 (State Road No. 45); thence along said Southeasterly boundary the following two (2) courses: 1) N.28°37'40"E., 266.53 feet to the Northwesterly corner of Hillsborough County Parcel "WTP/33A712" as recorded in Official Records Book 4026, Page 1838, of the Public Records of Hillsborough County, Florida, also being the Southwesterly corner of the property as described in Official Records Book 14508, Page 1609, of the Public Records of Hillsborough County, Florida; 2) continue, N.28°37'40"E., 526.91 feet to the Northwest corner of said property described in Official Records Book 14508, Page 1609, of the Public Records of Hillsborough County, Florida; thence along the Northerly boundary of said property described in Official Records Book 14508, Page 1609, the following two (2) courses: 1) S.61°22'00"E., 387.27 feet to the POINT OF BEGINNING; 2) continue S.61°22'00"E., 216.73 feet; thence S.28°38'00"W., 5.00 feet; thence N.61°22'00"W., 195.89 feet; thence N.47°52'15"W., 21.42 feet to the POINT OF BEGINNING.

Containing 1,032 square feet, or 0.024 acres, more or less.

TOGETHER WITH a non-exclusive perpetual utility easement and the right of ingress and egress as created by and set forth in that certain Perpetual Utility Easement by and between Coram Deo Commercial Properties, Inc. and Pulte Home Corporation recorded in Official Records Book 15370, Page 584, of the Public Records of Hillsborough County, Florida.

ALSO TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

WATERSET (N.O.P.C. PARCEL)

DESCRIPTION: A parcel of land lying in Sections 23 and 26, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

Commence at the Northeast corner of said Section 26, run thence along the North boundary of the Northeast 1/4 of said Section 26, N.89°49'37"W., 291.90 feet to a point on the Westerly limited access right-of-way line for INTERSTATE HIGHWAY No. 75 (State Road No. 93), per Florida Department of Transportation Right-of-way Map Section No. 10075-2403, said point also being the POINT OF BEGINNING; thence along said Westerly limited access right-of-way line, S.33°52'13"W., 1553.99 feet to a point on the Northwesterly boundary of that property recorded in Official Records Book 15934, Page 1368, of the Public Records of Hillsborough County, Florida; thence along said Northwesterly boundary, the following twelve (12) courses: 1) N.56°07'47"W., 91.76 feet to a point on a curve; 2) Southwesterly, 615.95 feet along the arc of a curve to the right having a radius of 782.00 feet and a central angle of 45°07'47" (chord bearing S.56°26'07"W., 600.15 feet) to a point of tangency; 3) S.79°00'00"W., 430.00 feet to a point of curvature; 4) Westerly, 12.53 feet along the arc of a curve to the left having a radius of 968.00 feet and a central angle of 00°44'29" (chord bearing

S.78°37'45"W., 12.53 feet); 5) S.12°20'00"E., 42.95 feet; 6) S.77°40'00"W., 20.00 feet; 7) N.12°20'00"W., 42.95 feet to a point on a curve; 8) Southwesterly, 964.27 feet along the arc of said curve to the left having a radius of 968.00 feet and a central angle of 57°04'29" (chord bearing S.48°32'15"W., 924.89 feet) to a point of tangency; 9) S.20°00'00"W., 285.00 feet to a point of curvature; 10) Southwesterly, 1483.86 feet along the arc of a curve to the right having a radius of 2882.00 feet and a central angle of 29°30'00" (chord bearing S.34°45'00"W., 1467.53 feet) to a point of compound curvature; 11) Southwesterly, 674.81 feet along the arc of a curve to the right having a radius of 1432.00 feet and a central angle of 27°00'00" (chord bearing S.63°00'00"W., 668.59 feet); 12) S.13°30'00"E., 1209.98 feet to a point on the South boundary of the aforesaid Section 26; thence along said South boundary of Section 26, N.89°33'02"W., 834.58 feet; thence along a line lying 375.00 feet East of and parallel with the West boundary of said Section 26, the following (2) courses: 1) N.00°36'55"E., 2628.80 feet; 2) N.00°37'29"E., 2691.26 feet; thence along a line lying 375.00 feet East of and parallel with the West boundary of the Southwest 1/4 of the aforesaid Section 23, N.00°06'47"W., 2648.01 feet to a point on the North boundary of the Southwest 1/4 of said Section 23; thence along said North boundary of the Southwest 1/4 of Section 23, S.88°52'25"E., 2281.90 feet to the Northwest corner of the Southeast 1/4 of said Section 23; thence along the North boundary of said Southeast 1/4 of Section 23, continue S.88°52'25"E., 1552.16 feet; thence along the East boundary of the West 231.00 feet of the East 1/2 of said Southeast 1/4 of Section 23, S.00°15'20"W., 2656.81 feet to a point on the aforesaid North boundary of the Northeast 1/4 of Section 26; thence along said North boundary of the Northeast 1/4 of Section 26, S.88°49'37"E., 797.46 feet to the POINT OF BEGINNING.

Containing 504.533 acres, more or less.

ALSO TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

WATERSET REGIONAL SPORTS PARK

DESCRIPTION: A parcel of land lying in Section 26, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

COMMENCE at the Northeast corner of said Section 26, run thence along the North boundary of said Section 26, N.88°49'37"W., 291.91 feet to a point on the Westerly Limited Access Right-Of-Way line of INTERSTATE HIGHWAY NO. 75, according to Florida Department of Transportation right-of-way Map Section 10075-2403; thence along said Westerly Limited Access Right-Of-Way line the following three (3) courses: 1) S.33°52'13"W., 1553.99 feet to the POINT OF BEGINNING; 2) continue, S.33°52'13"W., 4520.97 feet to a point of curvature; 3) Southwesterly, 220.00 feet along the arc of a curve to the left having a radius of 7813.44 feet and a central angle of 01°36'48" (chord bearing S.33°03'49"W., 220.00 feet) to a point on the South boundary of the Southwest 1/4 of said Section 26; thence along said South boundary, N.89°33'02"W., 330.88 feet; thence N.13°30'00"W., 1209.98 feet to a point on a curve; thence Northeasterly, 674.81 feet along the arc of a curve to the left having a radius of 1432.00 feet and a central angle of 27°00'00" (chord bearing N.63°00'00"E., 668.59 feet) to a point of compound curvature; thence Northeasterly, 1483.86 feet along the arc of a curve to the left having a radius of 2882.00 feet and a central angle of 29°30'00" (chord bearing N.34°45'00"E., 1467.53 feet) to a point of tangency; thence N.20°00'00"E., 285.00 feet to a point of curvature; thence Northeasterly, 944.56 feet along the arc of a curve to the right having a radius of 968.00 feet and a central angle of 55°54'29" (chord bearing N.47°57'15"E., 907.53 feet); thence

S.13°30'00"E., 42.95 feet; thence N.76°30'00"E., 20.00 feet; thence N.13°30'00"W., 42.95 feet to a point on a curve; thence Easterly, 32.24 feet along the arc of a curve to the right having a radius of 968.00 feet and a central angle of 01°54'29" (chord bearing N.78°02'45"E., 32.24 feet) to a point of tangency; thence N.79°00'00"E., 430.00 feet to a point of curvature; thence Northeasterly, 615.95 feet along the arc of a curve to the left having a radius of 782.00 feet and a central angle of 45°07'47" (chord bearing N.56°26'07"E., 600.15 feet); thence S.56°07'47"E., 91.76 feet to the POINT OF BEGINNING.

Containing 80.196 acres, more or less.

ALSO TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

WOLF CREEK BRANCH
(PARCEL 1)

All of Section 34, Township 31 South, Range 19 East, Hillsborough County, Florida, less and except right-of-way for 19th Avenue Northeast and Interstate 75.

Containing 627.497 acres, more or less.

AND ALSO TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

(PARCEL 2)

A fractional part of Section 27, Section 28, and Section 33, lying Easterly of the Atlantic Coast Line Railroad right of way Township 31 South, Range 19 East, Hillsborough County, Florida, more particularly described as follows:

Commence at the Northeast corner of Section 33, Township 31 South, Range 19 East, Hillsborough County, Florida, for a point of beginning; thence South 00°00'46" East, on an assumed bearing of the Easterly boundary of said Section 33, a distance of 2571.10 feet; thence North 89°41'38" West, along the East and West quarter line of said Section 33, a distance of 2082.27 feet to a point on the Easterly right of way boundary of the A.C.L. Railroad; thence North 27°58'48" East, along said Easterly right of way line of A. C. L. Railroad, a distance of 2893.41 feet to a point on the line dividing Section 33 and Section 28; thence North 27°58'08" East, continuing along stated A. C. L. Railroad right of way line through Section 28 and into Section 27, a distance of 2973.55 feet; thence South 89°55'48" East, a distance of 4667.41 feet to a point on the Easterly boundary of said Section 27; thence South 00°01'05" East, along stated Easterly boundary of Section 27, a distance of 2629.17 feet to the Southeast corner of said Section 27; thence North 89°51'23" West, along the Southerly boundary of Section 27, a distance of 5354.99 feet to the Northeast corner of aforementioned Section 33 and point of beginning.

Containing 405.903 acres, more or less.

AND ALSO TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

ELSBERRY NORTH

A parcel of land lying in Section 22, Township 31 South, Range 19 East, Hillsborough County, Florida, being more particularly described as follows: Commence at the Southeast corner of said Section 22, run thence along the East boundary of the Southeast $\frac{1}{4}$ of said Section 22, N.00°06'47"E., 2653.71 feet to the Southeast corner of the Northeast $\frac{1}{4}$ of said Section 22; thence along the East boundary of said Northeast $\frac{1}{4}$ of Section 22, N.00°31'54"E., 1322.05 feet to the Southeast corner of the Northeast $\frac{1}{4}$ of said Northeast $\frac{1}{4}$ of Section 22 for a point of beginning; thence along the South boundary of said Northeast $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of Section 22, N.89°22'16"W., 1090.37 feet to the Southeasterly railroad right-of-way line of C.S.X. Transportation, Inc. Railroad (130' right-of-way, formerly Atlantic Coast Line Railroad). Per Florida Department of Transportation Right-Of-Way Map Section 10060-2211 for U.S. Highway No. 41 (State Road No. 45); Thence along said Southeasterly railroad right-of-way line, N.28°37'40"E., 1497.77 feet to the North boundary of said Northeast of $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of Section 22; thence along said North boundary of the Northeast $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of Section 22, S. 89°18'31"E., 384.99 feet to the Northeast corner of said Section 22; thence along aforesaid East boundary of the Northeast $\frac{1}{4}$ of Section 22, S.00°31'54"W., 1322.05 feet to the point of the beginning.

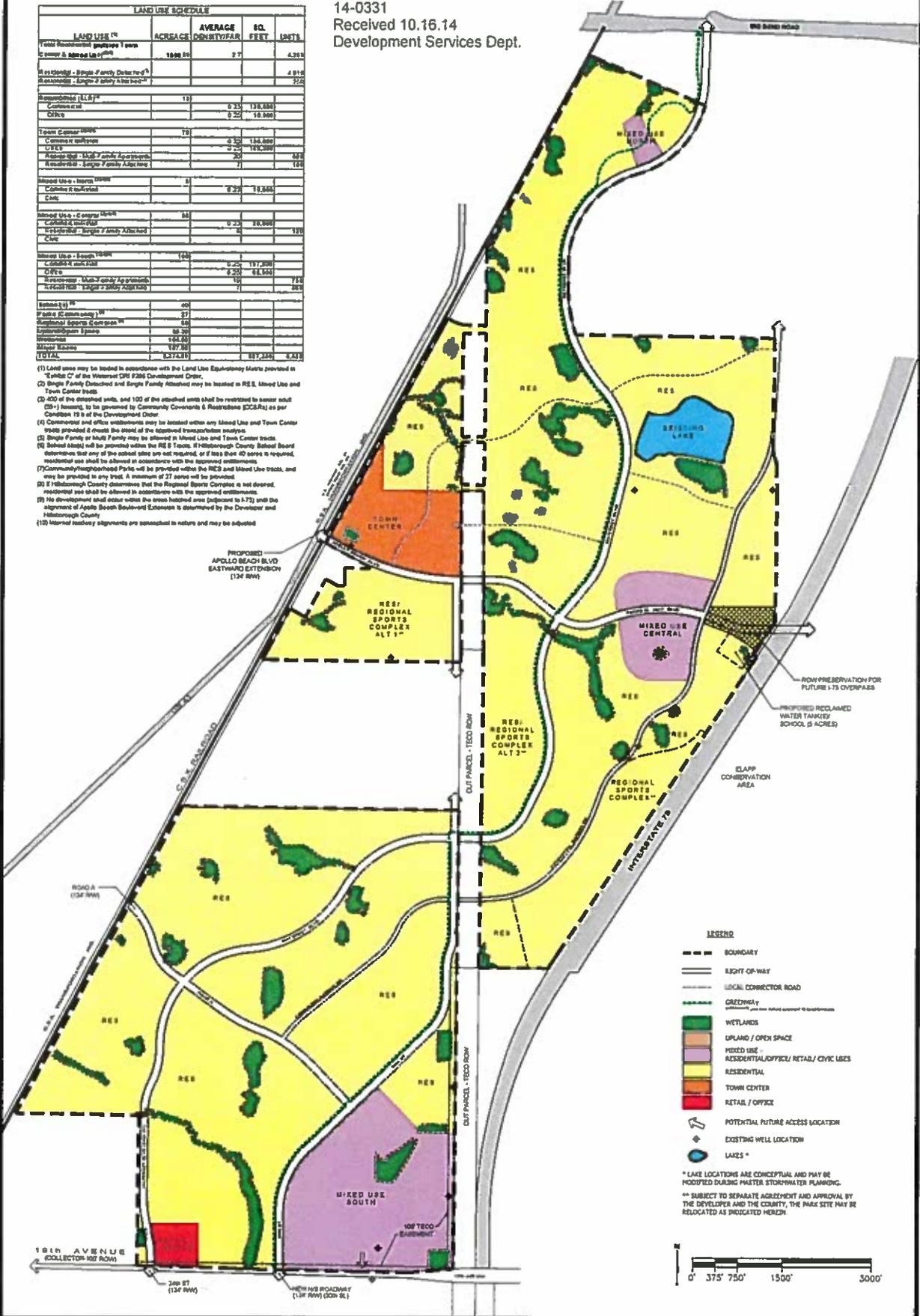
Containing 22.39 acres, more or less.

ALTOGETHER containing 2,374.69 acres, more or less.

14-0331
 Received 10.16.14
 Development Services Dept.

LAND USE SCHEDULE				
LAND USE (1)	ACRES	AVERAGE DENSITY/FAR	SQ. FEET	USABLE
Family Residential - Single Family Detached (1.5)	1800.00	2.7	4,914,000	4,914
Community - Single Family Detached (2)				352
Community (LLR) (3)	10	0.25	136,000	
Community (LLR) (4)		0.25	10,000	
Open Space (5)	10	0.25	136,000	
Community (LLR) (6)		0.25	136,000	
Community (LLR) (7)		0.25	136,000	
Community (LLR) (8)		0.25	136,000	
Community (LLR) (9)		0.25	136,000	
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Community (LLR) (96)		0.25	136,000	
Community (LLR) (97)		0.25	136,000	
Community (LLR) (98)		0.25	136,000	
Community (LLR) (99)		0.25	136,000	
Community (LLR) (100)		0.25	136,000	
TOTAL	6,374.00		187,200	6,374

- (1) Land uses may be located in accordance with the Land Use Equivalency Matrix provided in Exhibit C of the Master DRP 2014 Development Order.
- (2) Single Family Detached and Single Family Attached may be located in RES, Mixed Use and Town Center tracts.
- (3) 400 ft of the proposed units, and 100 ft of the proposed units shall be restricted to senior adult (55+) housing, to be governed by Community Covenants & Restrictions (CC&Rs) as per Condition 19 of the Development Order.
- (4) Commercial and office buildings may be located within any Mixed Use and Town Center tracts provided 6 months the start of the approved transportation analysis.
- (5) Single Family or Multi Family may be allowed in Mixed Use and Town Center tracts.
- (6) School sites will be provided within the RES & Towns. Hillsborough County School Board determines that any of the school sites are not required, or if less than 40 acres is required, residential use shall be allowed in accordance with the approved settlements.
- (7) Community/Neighborhood Parks will be provided within the RES and Mixed Use tracts, and may be provided in any tract. A minimum of 27 acres will be provided.
- (8) If Hillsborough County determines that the Regional Sports Complex is not desired, residential use shall be allowed in accordance with the approved settlements.
- (9) No development shall occur within the area hatched area (subject to 1.7) until the agreement of Apollo Beach Boulevard Extension is determined by the Developer and Hillsborough County.
- (10) Wetland boundary alignments are approximate in nature and may be adjusted.



Stantec
 Stantec Consulting Services Inc.
 2250 West 20th Street
 Tampa, Florida 33607
 Tel: 813.223.1300
 Fax: 813.223.0009
 www.stantec.com
 Certificate of Authorization #7013
 R Lic. # LC000170

WATERSET
 by
Newland COMMUNITIES
 Hillsborough County, Florida DRI #268

A Development of
 Regional Impact
 by
NEWLAND

MAP H
MASTER DEVELOPMENT PLAN
OCTOBER 2014

**EXHIBIT C
LAND USE EQUIVALENCY MATRIX**

**Waterset
September 2014**

Buildout	Change To									
	SF Detached dwelling unit (LUC 210)	SF Attached dwelling unit (LUC 230)	Apartment dwelling unit (LUC 220)	Senior Housing - Detached dwelling unit (LUC 251)	Senior Housing - Attached dwelling unit (LUC 252)	Office General 1,000 sq ft (LUC 710)	Retail - Shopping Center 1,000 sq ft (LUC 820)	Retail - Specialty 1,000 sq ft (LUC 826)	Office Medical/Dental 1,000 sq ft (LUC 720)	
Change From										
SF Detached (LUC 210)	NA	1.83	1.30	2.28	2.81	0.38	0.14	0.07	0.20	
SF Attached (LUC 230)	0.55	NA	0.71	1.25	1.54	0.21	0.08	0.04	0.11	
Apartments (LUC 220)	0.77	1.40	NA	1.75	2.15	0.29	0.11	0.05	0.16	
Senior Housing - Detached (LUC 251)	2.64	4.83	3.45	N/A	1.23	0.17	0.06	0.03	0.09	
Senior Housing - Attached (LUC 252)	7.01	12.80	9.14	0.81	N/A	0.13	0.05	0.02	0.07	
Office - General (LUC 710)	14.66	26.75	19.11	6.03	7.42	N/A	0.38	0.18	0.54	
Retail - Shopping Center (LUC 820)	4.89	8.93	6.38	16.00	19.69	2.65	N/A	0.48	1.43	
Retail - Specialty (LUC 826)	0.16	0.30	0.21	33.44	41.15	5.54	2.09	N/A	3.00	

Source: ITE's *Trip Generation*, 9th Edition and the Q21 Transportation Analysis for Waterset.

NOTE: The parks and schools are not included as part of the Land Use Equivalency Matrix.

Waterset DRI #266
Exhibit C
Land Use Equivalency Matrix

Buildout

<u>Land Use</u>	<u>Size</u>		<u>Gross PM Peak Hour Total</u>	<u>PM Peak Hour Rate (Trips/Unit)</u>
Single Family Detached (LUC 210)	3,619	du	2,656	0.73
Single Family Attached (LUC 230)	959	du	384	0.40
Apartments (LUC 220)	1350	du	760	0.56
Senior Adult Detached (LUC 251)	400	du	127	0.32
Senior Adult Attached (LUC 252)	100	du	26	0.26
Office - General (LUC 710)	198,900	ksf	383	1.93
Retail (LUC 820)	478,480	ksf	2449	5.12
Retail (LUC 826)	20,000	ksf	214	10.70
Office - Medical/Dental (LUC 720)	1	ksf	---	3.57

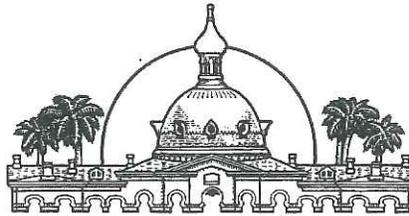
Minimum/Maximum Table

Land Use Type	ADA Program	Minimum Development	Maximum Development
		Min = 70%	Max = 130%

Buildout

<u>Land Use Type</u>	<u>ADA Program</u>		<u>Minimum Development</u>		<u>Maximum Development</u>	
Residential						
Single Family - Detached	3,619	DU	2,533	DU	4,705	DU
Single Family - Attached	959	DU	671	DU	1,247	DU
Apartments	1350	DU	945	DU	1,755	DU
Senior Adult - Detached	400	DU	280	DU	520	DU
Senior Adult - Attached	100	DU	70	DU	130	DU
Retail - Shopping Center	478,480	Sq.ft.	334,936	Sq.ft.	622,024	Sq.ft.
Retail - Specialty	20,000	Sq.ft.	14,000	Sq.ft.	26,000	Sq.ft.
Office - General	198,900	Sq.ft.	139,230	Sq.ft.	258,570	Sq.ft.

#266



Hillsborough County Florida

Office of the County Administrator
Michael S. Merrill

BOARD OF COUNTY COMMISSIONERS

Kevin Beckner
Victor D. Crist
Ken Hagan
Al Higginbotham
Lesley "Les" Miller, Jr.
Sandra L. Murman
Mark Sharpe

CHIEF ADMINISTRATIVE OFFICER
Helene Marks

CHIEF FINANCIAL ADMINISTRATOR
Bonnie M. Wise

DEPUTY COUNTY ADMINISTRATORS
Lucia E. Garsys
Sharon D. Subadan

August 14, 2013

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

RE: Waterset Development of Regional Impact – DRI #266
Build Out and Expiration Date Extensions 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 and development order (DO) expiration dates of the Waterset DRI (North and South). You have also notified the County of the extension to the deadlines for the Associated Mitigation Requirements, specifically the "Thoroughfare Road Improvements" identified in Section D.2.b and the Apollo Beach Boulevard Improvement in Section D.2.d.(iii).a.

Pursuant to the above, the following extensions are recognized¹:

- The build out date for Waterset North is extended from December 31, 2017 to April 30, 2019.
- The expiration date for Waterset North is extended from December 31, 2019 to April 28, 2021.
- The build out date for Waterset South is extended from December 31, 2027 to April 28, 2029.
- The expiration date for Waterset South is extended from December 31, 2034 to April 30, 2036.
- The construction dates for the "Thoroughfare Road Improvements" identified in Section D.2.b. are extended from December 31, 2023 to April 28, 2025. Please note that these roadways are still required to be constructed and completed (commensurate with development of adjacent tracts) by the issuance of building permits for 2,800 residential units or the equivalent thereof based on ITE PM peak hour traffic generation rates.

Andrea E. Zelman
August 14, 2013
Page Two

- The construction date for the Apollo Beach Boulevard Improvement identified in Section D.2.d.(iii).a. is extended December 31, 2023 to April 28, 2025. Please note that this improvement is still required to be constructed and completed by the issuance of building permits for 2,800 residential units or the equivalent thereof based on ITE PM peak hour traffic generation rates.

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

Sincerely,

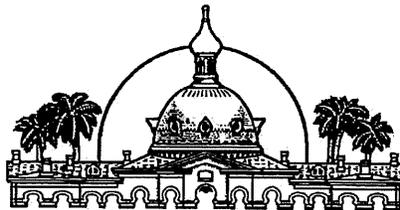


John E. Healey, AICP

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

¹In a letter dated April 4, 2012, a four-year extension pursuant to HB 7207 was recognized.

#266



BOARD OF COUNTY COMMISSIONERS

Kevin Beckner
Victor D. Crist
Ken Hagan
Al Higginbotham
Lesley "Les" Miller, Jr.
Sandra L. Murman
Mark Sharpe

Hillsborough County
Florida

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DEPUTY COUNTY ADMINISTRATORS
Lucia E. Garsys
Sharon D. Subadan

April 4, 2012

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

RE: Waterset Development of Regional Impact – DRI #266
Build Out Date Extension per HB 7207

Dear Ms. Zelman:

We have received your letter notifying the County that you intend to utilize the provisions of House Bill (HB) 7207 to extend the build out dates and Development Order (DO) expiration dates of Waterset North and Waterset South by four (4) years. You have also notified the County of the extension to the deadlines for the Associated Mitigation Requirements, specifically the "Thoroughfare Road Improvements" identified in Section D.2.b and the Apollo Beach Boulevard Improvement in Section D.2.d.(iii).a.

On February 8, 2011 the Board of County Commissioners adopted an Amended and Restated DO (R11-016) establishing the build out dates for Waterset North and Waterset South. The DO also established specific transportation mitigation requirements.

Pursuant to HB 7207, the following extensions are recognized:

- The build out date for Waterset North is extended from December 31, 2013 to December 31, 2017.
- The expiration date for Waterset North is extended from December 31, 2015 to December 31, 2019.
- The build out date for Waterset South is extended from December 31, 2023 to December 31, 2027.
- The expiration date for Waterset South is extended from December 31, 2030 to December 31, 2034.
- The construction dates for the "Thoroughfare Road Improvements" identified in Section D.2.b. are extended from December 31, 2019 to December 31, 2023. Please note that these roadways are still required to be constructed and completed (commensurate with development of adjacent tracts) by the issuance of building permits for 2,800 residential units or the equivalent thereof based on ITE PM peak hour traffic generation rates.

Andrea E. Zelman
April 4, 2012
Page Two

- The construction date for the Apollo Beach Boulevard Improvement identified in Section D.2.d.(iii).a. is extended from December 31, 2019 to December 31, 2023. Please note that this improvement is still required to be constructed and completed by the issuance of building permits for 2,800 residential units or the equivalent thereof based on ITE PM peak hour traffic generation rates.

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

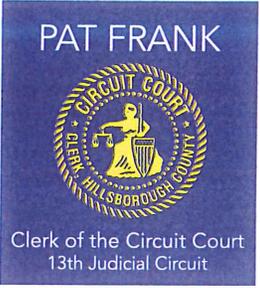
Sincerely,

A handwritten signature in black ink, appearing to read "John E. Healey". The signature is fluid and cursive, with a long horizontal stroke at the end.

John E. Healey, AICP

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

#266



February 11, 2011

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

Re: Resolution No. R11-016 – Amended and Restated Development Order and
Renaming the Wolf Creek Branch Development of Regional Impact (DRI #266) The
Waterset Development of Regional Impact (DRI #266) NOPC 10-0630

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the
Hillsborough County Board of County Commissioners on February 8, 2011.

We are providing this original for your files.

Sincerely,


Julia Peupart,
Director, BOCC Records/VAB

md

Certified Mail Receipt # 7003 3110 0004 4684 3745

Attachment

- cc: Board files (orig.)
- Charles Gauthier, Chief, DCA Bureau of State Planning (orig. ltr.)
- Andrea E. Zelman, Esq., Fowler White Boggs Bank, P.A. (orig. ltr.)
- Nancy Y. Takemori, Assistant County Attorney
- Paige Ward, County Attorney's Office
- John Healey, Senior Planner, Planning and Growth Management
- Christopher Weiss, Property Appraiser's Office
- Tracy Torres, Property Appraiser's Office
- Mary Mahoney, Business and Support Services
- Jacky Gasper, County Attorney's Office
- Sharon Sweet, BOCC Records

RESOLUTION NO. R11-016

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA, AMENDING AND RESTATING THE DEVELOPMENT ORDER AND RENAMING THE WOLF CREEK BRANCH DEVELOPMENT OF REGIONAL IMPACT (DRI #266) THE WATERSET DEVELOPMENT OF REGIONAL IMPACT (DRI #266)

Upon Motion by Commissioner Sharpe, seconded by Commissioner Murman, the following Resolution was adopted by a vote of 7 to 0, Commissioner(s) _____, _____ voting "No".

RECITALS

WHEREAS, on April 17, 1989, Magnolia Management Corporation, on behalf of the Corporation of the Presiding Bishop of the Church of Jesus Christ of Latterday Saints, a Utah corporation, filed with the Hillsborough County Board of County Commissioners an Application for Development Approval of a Development of Regional Impact ("DRI/ADA"), pursuant to the provisions of Section 380.06, Florida Statutes, on land legally described in Exhibit "A" attached hereto and incorporated herein by reference. The DRI/ADA, together with the associated Sufficiency Responses and all exhibits attached thereto or incorporated therein, all of which is on file with the Hillsborough County Planning and Growth Management Department and incorporated herein by reference, is referred to hereinafter as the "Application"; and

WHEREAS, said Application proposed construction of a RESIDENTIAL, COMMERCIAL and OFFICE PROJECT on approximately Six Hundred Twenty-Seven and Six-tenths (627.6) acres, located in South Hillsborough County, hereinafter referred to as "Wolf Creek Branch" or the "Project"; and

WHEREAS, on January 23, 1990, the Board of County Commissioners of Hillsborough County held a duly noticed public hearing on said Application and heard and considered testimony and other documents and evidence, received and considered the report and recommendation of the Tampa Bay Regional Planning Council, and solicited, received and considered reports, comments and recommendations from interested citizens, County agencies and the review and report of the Hillsborough County Administration; and

WHEREAS, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting on January 23, 1990, adopted Resolution Number R90-0031 that approved the Application with conditions, as set forth in the Wolf Creek Branch DRI Development Order (hereinafter referred to as the "Development Order"); and

WHEREAS, on March 15, 1990, the Tampa Bay Regional Planning Council ("TBRPC") filed an administrative appeal of the Wolf Creek Branch DRI Development Order pursuant to Section 380.07, Florida Statutes (1987); and

WHEREAS, on May 8, 1990, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution Number R90-0100 that approved a specific modification of Paragraph D.1.e of the Development Order to require commencement of

physical development of Wolf Creek Branch within two years of the effective date of the amendment to the Development Order (hereinafter referred to as the "First Amendment"); and

WHEREAS, Magnolia Management Corporation commenced physical development of the Project in compliance with the terms of the Development Order and filed a Notification of a Proposed Change to a Previously Approved Development of Regional Impact that requested an extension of the date of buildout under the Development Order by four (4) years and eleven (11) months, and an amendment to the Project's phasing schedule; and

WHEREAS, on August 25, 1992, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution R92-0210 (hereinafter referred to as the "Second Amendment") that approved an extension of the date of buildout by four (4) years and eleven (11) months, and an amendment to the Project's phasing schedule such that Phase I encompasses the dates of 1990 through November 30, 2001, Phase II encompasses dates ranging from 1997 through November 30, 2008, and Phase III encompasses dates ranging from 2004 through January 23, 2015; and

WHEREAS, Property Reserve, Inc., a Utah corporation and wholly owned subsidiary of the Church of Jesus Christ of Latterday Saints acquired the Project by Special Warranty Deed dated November 14, 1991, and recorded November 26, 1991, at O.R. Book 6444, Page 1542 in the Public Records of Hillsborough County, Florida; and

WHEREAS, on December 10, 2002, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution R02-275 (hereinafter referred to as the "Third Amendment") that approved an extension of the buildout date for Phase I of the Project until November 30, 2007, revised the Map H Master Plan to reflect the extension of the timeframe in Phase I of the Project, extended the Development Order termination date to January 23, 2020, and extended the date by which Hillsborough County agrees not to downzone or reduce the intensity of the Project to January 24, 2020; and

WHEREAS, Corporation of the Presiding Bishop of the Church of Latter Day Saints, a Utah corporation sole, acquired the northwest expansion area of the Project by Warranty Deed dated April 29, 1991, and recorded on April 30, 1991 at O.R. Book 6257, Pages 28-29 in the Public Records of Hillsborough County, Florida; and

WHEREAS, NNP-Southbend II, LLC ("the Developer"), a Delaware limited liability company, acquired the northeast expansion area of the Project, by Special Warranty Deed dated October 14, 2004, and recorded October 15, 2004, at O.R. Book 14315, Pages 0435-437 in the Public Records of Hillsborough County, Florida and by Special Warranty Deed dated October 15, 2004, and recorded October 15, 2004, at O.R. Book 14315, Pages 0602-605 in the Public Records of Hillsborough County, Florida; and

WHEREAS, on December 12, 2006, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution R06-276 (the "Fourth Amendment"; hereafter references to the "Development Order" shall include the original Development Order as amended by the First, Second, Third and Fourth Amendments) that approved a substantial deviation that expanded the project area from 627.6 acres to 1,618.2 acres; an increase in residential units from 3,347 units to 4,505 units; an increase in office use from 100,000 square feet ("SF") to 108,900 SF and commercial use from 250,000 SF to 348,480 SF; and an amendment to the project phasing, to be developed as a single phase with a buildout date of 2018; and revised the termination date to December 31, 2025; and

WHEREAS, as a result of the approval of the Fourth Amendment the Wolf Creek Branch DRI (# 146) was renumbered as # 266; and

WHEREAS, NNP-Southbend II, LLC (“the Developer”), a Delaware limited liability company, acquired an additional 162 acres immediately west of the Project boundary (“the Expansion Area”), by Special Warranty Deed dated June 15, 2007, and recorded June 15, 2007, at O.R. Book 17857, Pages 496 in the Public Records of Hillsborough County, Florida; and

WHEREAS, on May 13, 2008, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution R08-82 (the “Fifth Amendment”; hereafter references to the “Development Order” shall include the original Development Order as amended by the First, Second, Third, Fourth and Fifth Amendments) expanding the project area from 1,618.2 acres to 1,780.1 acres and increased the residential units from 4,505 units to 5,423 units (the “Proposed Changes”); and

WHEREAS, on April 30, 2010, the Developer filed a Notice of Proposed Change with Hillsborough County, the TBRPC, the Florida Department of Community Affairs and other review agencies proposing to incorporate land, entitlements and obligations from the adjacent Southbend DRI(#145), which will result in the expansion of the project area from 1,780.1 acres to 2,352.30 acres, and an increase in residential units from 5,423 units to 6,428 units; and requesting a 5-year build-out extension for a portion of the project (first extension request); and a name change from Wolf Creek Branch to Waterset (the “Proposed Changes”); and

WHEREAS, on August 25, 2010, the Developer filed the Response to Comments on the NOPC (hereinafter referred to as the “Response to Comments”) with reviewing agencies; and

WHEREAS, on October 11, 2010, the TBRPC found that the Developer had provided sufficient data to prepare a Final Report for the project pursuant to Subsection 380.06(10)(b), Florida Statutes; and

WHEREAS, the Proposed Changes shall constitute the Sixth Amendment to the Development Order; and

WHEREAS, the Board of County Commissioners has reviewed and considered the Proposed Changes, as well as all related testimony and evidence submitted by the Developer concerning the Proposed Changes; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Chapter 380, Florida Statutes, is authorized and empowered to consider the Proposed Changes and to amend the Development Order; and

WHEREAS, the Board of County Commissioners has held a duly noticed public hearing on the Proposed Changes to the Development Order and has reviewed and considered the Substantial Deviation, as well as all testimony and evidence submitted by certain parties and members of the general public; and

WHEREAS, Section 380.06, Florida Statutes, requires that a development order be amended to reflect the Board of County Commissioners' approval of changes to the approved Development Order.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, duly assembled, this 8th day of February, 2011:

A. FINDINGS OF FACT

The Board of County Commissioners, having received the above-referenced documents, and having received all related comments, testimony and evidence submitted by all persons and members of the general public, and having considered the provisions of Chapter 380, Florida Statutes, concerning substantial deviations, finds that there is substantial, competent, clear and convincing evidence to support the following findings of fact:

1. The Board of County Commissioners of Hillsborough County, the local government body having jurisdiction over the review and approval of said DRI pursuant to Section 380.06, Florida Statutes, as amended, held a duly noticed public hearing on the Proposed Changes on February 8, 2011, in accordance with the requirements of Chapter 380, Florida Statutes.

2. The authorized agent of the Developer for all purposes herein is Elizabeth Abernethy, WilsonMiller, Inc., 2205 N. 20th Street, Tampa, Florida 33605.

3. All applicable statutory and regulatory procedures have been adhered to.

4. A comprehensive review of the impacts generated by the Proposed Changes has been conducted by Hillsborough County, the TBRPC, the Florida Department of Community Affairs ("DCA"), and other participating agencies.

5. The Development Order for the Wolf Creek Branch Development of Regional Impact, including the First Amendment, the Second Amendment, the Third Amendment, the Fourth and the Fifth Amendment thereto and the Proposed Changes do not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area and are consistent with the State Comprehensive Plan.

6. The Proposed Changes are consistent with all local land use development regulations and the local comprehensive plan.

7. The Proposed Changes are consistent with the report and recommendations of the TBRPC.

8. The Proposed Changes were determined to create certain additional regional impacts on transportation or other public facilities, and therefore those issues raised by the proposed change were subjected to additional development of regional impact review per Subsection 380.06 (19)(g), Florida Statutes.

B. CONCLUSIONS OF LAW

The Board of County Commissioners having made the above findings of fact, renders the following conclusions of law:

1. These proceedings have been duly conducted pursuant to the applicable law and regulations and, based upon the record of these proceedings, the Developer is authorized to conduct the Development as described herein, subject only to the terms and conditions of the Development Order, and the amendments, conditions, restrictions and limitations set forth herein ("the Amended and Restated Development Order").

2. The review by the County, TBRPC, DCA, and other participating agencies and interested citizens concludes that the impacts of the Substantial Deviation are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes.

C. GENERAL PROVISIONS

Based on the above findings of fact and conclusions of law, it is ordered that the Notice of Proposed Change is approved subject to all terms and conditions of this Amended and Restated Development Order, and the Waterset DRI Development Order (FKA Wolf Creek Branch Development Order) and incorporating the NOPC, be amended and restated as set forth below:

1. This Resolution shall constitute the Amended and Restated Development Order of Hillsborough County for the Waterset Development of Regional Impact (FKA Wolf Creek Branch Development of Regional Impact).

2. The legal description set forth in Exhibit "A" is hereby incorporated into and by reference made a part of this Amended and Restated Development Order.

3. All provisions contained within the DRI/ADA and subsequent notices of proposed change shall be considered conditions of this Amended and Restated Development Order unless inconsistent with the terms and conditions hereof, in which case the terms and conditions of this Amended and Restated Development Order shall control.

4. The requirements of and conditions imposed by this Amended and Restated Development Order shall constitute regulations or restrictions which restrict the development of the real property. Following the adoption of this Amended and Restated Development Order, all plans for development on the referenced property shall be consistent with the conditions and restrictions recited herein. Such regulations and restrictions shall be binding upon all successors in interest to any of the parties hereto, including any entity which may assume any of the responsibilities imposed on the Developer by this Amended and Restated Development Order. It is understood that any reference herein to any governmental agency shall be construed to include any future instrumentality which may be created or designated as successors in interest to or which otherwise possesses any of the powers and duties of any branch of government or government agency.

5. If the Board of County Commissioners determines that any development on an individual tract or increment is not in substantial compliance with the Amended and Restated Development Order or any other provisions thereof are not complied with, all development on

that increment or tract shall cease until the development activity in question is brought into compliance with the Amended and Restated Development Order.

6. The definitions contained in Chapter 380, Florida Statutes, shall govern and apply to this Amended and Restated Development Order.

7. In each instance in this Amended and Restated Development Order where the Developer is responsible for ongoing maintenance of facilities on the real property, the Developer may transfer any or all of his responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County and/or other agencies having jurisdiction, concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Amended and Restated Development Order, which approval shall not be unreasonably withheld.

8. In the event that any portion or section of this Amended and Restated Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Amended and Restated Development Order, which shall remain in full force and effect.

9. Whenever this Amended and Restated Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected government agencies and departments as are or may be designated by the Board of County Commissioners of Hillsborough County to review developments set forth under applicable laws and rules governing Developments of Regional Impact.

10. Development activity constituting a substantial deviation from the terms or conditions of this Amended and Restated Development Order as defined by the criteria of Subsection 380.06(19), Florida Statutes, or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other type of regional impact not previously reviewed by Hillsborough County and TBRPC, shall result in further development of regional impact review pursuant to Section 380.06, Florida Statutes.

11. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Amended and Restated Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Amended and Restated Development Order. In the event of a deviation, the County Administrator may issue a notice of such noncompliance to the Developer, or the County Administrator may immediately recommend that the Board of County Commissioners establish a hearing to consider such deviations.

12. The Developer shall file an annual report in accordance with Subsection 380.06(18), Florida Statutes, and appropriate rules and regulations. The report shall be submitted on Florida Department of Community Affairs Form BLWM-07-85, as amended. The reporting year shall commence on April 1st of each year and end on March 31st of each year and such report shall be due on April 30th for each following year until and including such time

as all terms and conditions of this Amended and Restated Development Order are satisfied. Such report shall be submitted to the Hillsborough County Planning and Growth Management Department, which shall, after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Amended and Restated Development Order. The Developer shall be notified of any Board of County Commissioners' hearing wherein such report is to be reviewed. The receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Amended and Restated Development Order. This report shall contain:

a. The information required by the State Land Planning Agency to be included in the Annual Report, which information is described in the Rules and Regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and

b. A description of all development activities proposed to be conducted under the terms of this Amended and Restated Development Order for the year immediately following the submittal of the Annual Report; and

c. A statement listing all Applications for Incremental Review required pursuant to this Amended and Restated Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the Annual Report; and

d. A statement setting forth the name(s) and address(es) of any successors or assigns to this Amended and Restated Development Order; and

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

13. The provisions of this Amended and Restated Development Order shall not be construed as a waiver of or exception to any rule, regulation or ordinance of Hillsborough County, its agencies and commissions, and, except as otherwise provided herein, to the extent that further review is provided for in this Amended and Restated Development Order or required by Hillsborough County, said review shall be subject to all applicable rules, laws, regulations and ordinances in effect at the time of the review.

14. This Amended and Restated Development Order shall become effective upon the date of transmittal to the parties specified in Subsection 380.07(2), Florida Statutes, as amended.

15. The Developer has elected, pursuant to Subsection 380.06(5)(c), Florida Statutes, to be bound by the provisions of Chapters 403 and 373 and each Chapter's respective implementing rules and regulations in effect as of the effective date of this Amended and Restated Development Order. Accordingly, to the extent that the provisions of Subsection 380.06(5)(c), Florida Statutes, affect the determination as to which laws, rules or regulations are applicable to the Development, said determination shall apply, notwithstanding any condition in this Amended and Restated Development Order to the contrary.

D. SPECIFIC CONDITIONS

1. Development Schedule and Deadlines:

Development of Waterset shall proceed in accordance with the following development schedules. The project has been divided into two geographic areas, Waterset North and Waterset South, as reflected on the revised Map H, dated December 2010, attached hereto as Exhibit "B". The Waterset development schedule reflects the entitlements and build-out dates associated with the lands within the former Wolf Creek Branch DRI and the lands formerly within the Southbend DRI #145. The various uses in each geographic area can be traded within that area based upon external trip generation allowing flexibility for the exact use mix. That is, the mix of multi-family residential units, single-family residential units, office and commercial square footage may vary with the trade-off for such uses as provided in the DRI/ADA and summarized in the matrices attached as Exhibit "C". The transportation impacts of the proposed trade-offs will be subject to review and approval by Hillsborough County to ensure the number of external trips will not be exceeded. Any proposed Land Use Exchange which creates a reasonable likelihood of additional impacts for potable water, wastewater treatment, or solid waste disposal will require confirmation of utility service availability from Hillsborough County. The Developer will notify the Tampa Bay Regional Planning Council and the Florida Department of Community Affairs of any/all land use conversion requests a minimum of 14 days prior to approval by Hillsborough County. Commercial and office entitlements may be located within any Village Center Tract, provided that a transportation analysis is submitted for review and approval to Hillsborough County and TBRPC demonstrating that trip generation as estimated by the approved ADA transportation analysis is not exceeded by relocating the entitlements from the specified tract as shown on Map H, dated December 2010, and attached hereto as Exhibit "B".

**TABLE 1
WATERSET DRI
PROPOSED DEVELOPMENT SCHEDULE***

Land Use	Waterset North (Buildout 12/31/2013)	Waterset South (Buildout 12/31/2023)	Total
Residential (dwelling units)			
Single Family Detached	1,005	3,065	4,070
Single Family Attached		991	991
Multifamily		1,367	1,367
Total	1,005	5,423	6,428
Commercial/Office (sq. ft.)			
Commercial	0	348,480	348,480
Office	0	108,900	108,900
Total	0	457,380	457,380
Schools			
Elementary School	0	1	1
Middle School	0	1	1
Total	0	2	2
Recreation (acres)			
Regional Sports Complex	0	80	80
Parks	0	46	46
Total	0	126	126

* Land Uses may be modified based on the approved Waterset South or Waterset North Land Use Equivalency Matrices.

a. The physical development of Waterset South shall begin within two years of the effective date of the First Amendment to the Development Order, Resolution R90-100. **[Compliance with this section has been met pursuant to Findings of Fact in the "Second Amendment", Resolution R92-0210]**

b. This Development Order shall remain in effect for Waterset South for a period up to and including December 31, 2030 **[Date modified on December 12, 2006 pursuant to Hillsborough County Board of County Commissioners Resolution R06-276, the "Fourth Amendment" and further modified on February 8, 2011 and extended by 5-years pursuant to Hillsborough County Board of County Commissioners Resolution R 11-016, the "Sixth Amendment"]**. No new construction shall commence after expiration of the Amended and Restated Development Order except as authorized pursuant to an amendment of this Amended and Restated Development Order. Any development activity for which plans have been submitted to the County for its review and approval prior to the buildout date of this Amended and Restated Development Order may be completed in accordance with the requirements of the Amended and Restated Development Order, if approved. This Amended and Restated Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County, TBRPC and the DCA a minimum of thirty (30) days prior to the expiration date of this Amended and Restated Development Order.

c. This Waterset South Development shall not be subject to down-zoning or intensity reduction until December 31, 2030 unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Amended and Restated Development Order have occurred, or the Amended and Restated Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by the local government to be essential to the public health, safety or welfare.

d. The development of the Waterset North portion of the project (formerly within the Southbend DRI #145) in accordance with the proposed phasing schedule contained in Table 1, is an integral part of the Amended and Restated Development Order conditions. Therefore, if the Developer elects to amend the proposed phasing schedule, he shall submit said amendments to the County for review and approval, which approval shall not be withheld for mere acceleration of phases if the terms of this Order are otherwise fully complied with. It is the intent of this provision to insure that all prerequisites for each phase of the project are complied with. For purposes of this Order, a phase shall be considered complete upon issuance of the final certificate of occupancy for the phase. Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes.

e. This Amended and Restated Development Order for the Waterset North portion of the project shall remain in effect for a period up to and including December 31, 2015. Any development activity for which plans have been submitted to the County for its review and approval prior to the expiration date of this Amended and Restated Development Order may be completed in accordance with the requirements of the Amended and Restated Development Order, if approved. This Amended and Restated Development Order may be extended by the Board Of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty (30) days prior to the expiration date.

- f. Physical development on Waterset North has commenced.
- g. The Development within Waterset North portion of the project shall not be subject to down-zoning, unit density reduction, or intensity reduction until December 31, 2015 unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Amended and Restated Development Order have occurred or the Amended and Restated 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.

2. Transportation: Waterset South

a. Proportionate Share and Mitigation to be Provided. The Developer's proportionate-share mitigation dollar amount for the traffic impacts of the Waterset South portion of the Project, calculated using FDOT District 7 Roadway Costs per Centerline Mile (Revised November 2005), has been determined to be eighty-three million, fourteen thousand, seven hundred forty and 11/100 dollars (\$83,014,740.11) (the "Proportionate Share"). The Developer shall mitigate for the traffic impacts of the Development by providing the transportation improvements listed herein, which shall be conditions of approval, and which shall be provided regardless of cost.

b. Thoroughfare Roads. The roadways listed in Table 2 shall be constructed by the Developer commensurate with development of adjacent tracts within Waterset South, and shall be completed prior to the earlier of: (1) issuance of building permits for 2,800 residential units or the equivalent thereof based on ITE PM peak hour traffic generation rates within Waterset South; and (2) December 31, 2019.

c. Funding commitments for thoroughfare roadway improvements will be required commensurate with final plat submittal for adjacent development.

**TABLE 2
WATERSET SOUTH
THOROUGHFARE ROAD IMPROVEMENTS**

Roadway	From	To	General Improvement	Urban/Rural Design
Leisey Road/ Waterset Drive	US-41	Northern Waterset DRI Boundary (Southbend DRI)	New 2 lane Road	Urban
24th Street	19 th Avenue	Avenue A	New 2 lane Road	Urban
30th Street	19 th Avenue	Avenue A	New 2 lane Road	Urban
33rd Street/ Covington Garden Drive	19th Avenue	Northern Waterset DRI Boundary (Southbend DRI)	New 2 lane Road	Urban
Avenue A South	24 th Street	Northern Boundary of the southern section of the Waterset DRI	New 2 lane Road	Urban
Avenue A North	Southern Boundary of the northern section of the Waterset DRI	Northern Waterset DRI Boundary	New 2 lane Road	Urban

d. Regional Network Improvements. The following regional network improvements shall be constructed by the Developer:

(i). Big Bend Road Improvements:

a. The Developer shall be limited to building permits for up to 1,200 residential units within Waterset South, or the equivalent thereof based on ITE PM peak hour traffic generation rates, prior to commencement of design and permitting of the improvements for Big Bend Road from Waterset Drive to the I-75 northbound ramps. The scope of work for the project engineer responsible for the design of the Improvements shall be approved by the County and shall include the following: widen eastbound Big Bend Road from 2-lanes to 3-lanes from Waterset Drive to the I-75 northbound ramps; widen westbound from 2-lanes to 3-lanes from the new SB off-ramp (Project No. ii) at I-75 to Waterset Drive; and shall also include without limitation all access modifications, closings, traffic signalization changes, turn lanes, intersection improvements and modifications on Old Big Bend Road, Big Bend Road and/or Kings Lake Drive necessary to accommodate the required road widening improvement.

b. If it is determined that additional right-of-way is necessary for the Improvements, the Developer shall provide to the County, at the Developer's sole cost and expense, the documents necessary to enable the County to obtain a resolution allowing it to acquire the right-of-way and other property interests necessary for the construction of the Road Improvements, including: sixty percent (60%) project construction plans (or better); one-hundred percent (100%) right of way maps; legal descriptions and parcel sketches; a map of survey and location; one-hundred percent (100%) maintained right of way maps, if any; and a project design and environmental analysis which includes an analysis of alternative alignments, pond sites, environmental factors, safety considerations, costs and the long range area plan. The Developer and the County shall work cooperatively during this planning and mapping process with the intent of insuring that the documents to be produced will be satisfactory to the County. The Developer's obligation to provide such documents shall not be deemed satisfied until such documents have been approved by the County, which approval shall not be unreasonably withheld. Hillsborough County agrees to utilize its powers of eminent domain to acquire right-of-way, if necessary, upon the execution of a collateral agreement between the Developer and the County specifying the duties of each party. All costs and expenses attributable to acquiring the right of way, including without limitation legal, engineering and design costs and expenses, shall be paid by the Developer.

c. Construction will commence within 6-months following receipt of approval of all permits necessary for construction and completion of right-of-way acquisition. Construction shall be completed within 12-months of commencement of construction. The Developer shall be limited to building permits for up to 1,935 residential units within Waterset South, or

the equivalent thereof based on ITE PM peak hour traffic generation rates, prior to commencement of construction of said improvements.

(ii). I-75 Southbound Exit Ramp at Big Bend Road

a. The Developer shall design, permit and construct an exit ramp from southbound I-75 to westbound Big Bend Road, in accordance with the pending Interchange Modification Report ("IMR") and Project Development and Environment study ("PD&E") currently being prepared by FDOT. Final Design will commence within 24-months of approval of the IMR. Improvements will include: two-lane wide, asphalt paved, exit ramp and associated improvements; removal of the existing southbound I-75 exit ramp westbound movement to Big Bend Road and associated improvements; modifications to the existing traffic signal; removal and/or realignment of existing frontage road on north side of Big Bend Road from I-75 to the County Maintenance Facility.

b. If it is determined that additional right-of-way is necessary for the Improvements, the Developer shall provide to the County, at the Developer's sole cost and expense, the documents necessary to enable the County to obtain a resolution allowing it to acquire the right-of-way and other property interests necessary for the construction of the Road Improvements, including: sixty percent (60%) project construction plans (or better); one-hundred percent (100%) right of way maps; legal descriptions and parcel sketches; a map of survey and location; one-hundred percent (100%) maintained right of way maps, if any; and a project design and environmental analysis which includes an analysis of alternative alignments, pond sites, environmental factors, safety considerations, costs and the long range area plan. The Developer and the County shall work cooperatively during this planning and mapping process with the intent of insuring that the documents to be produced will be satisfactory to the County. The Developer's obligation to provide such documents shall not be deemed satisfied until such documents have been approved by the County, which approval shall not be unreasonably withheld. Hillsborough County agrees to utilize its powers of eminent domain to acquire right-of-way, if necessary, upon the execution of a collateral agreement between the Developer and the County specifying the duties of each party. All costs and expenses attributable to acquiring the right of way, including without limitation legal, engineering and design costs and expenses, shall be paid by the Developer.

c. Construction will commence within 6-months following receipt of approval of all permits necessary for construction and completion of right-of-way acquisition. Construction shall be completed within 24-months of commencement of construction. The Developer shall be limited to building permits for up to 3,200 residential units within Waterset South or the equivalent thereof based on ITE PM peak hour traffic generation rates, prior to commencement of construction of said improvements.

(iii). Apollo Beach Boulevard Improvements

a. The Developer shall design, permit and construct Apollo Beach Boulevard as a new 4-lane road or a new 2-lane one-way couplet utilizing an urban design standard. The Developer shall connect the extension of Apollo Beach Boulevard from US 41 to the I-75 overpass to be constructed by the Developer as set forth in the following paragraph. Construction of the improvements described in this paragraph shall be completed prior to the earlier of: (1) issuance of building permits for 2,800 residential units within Waterset South or the equivalent thereof based on ITE PM peak hour traffic generation rates; or (2) December 31, 2019.

b. The Developer shall design, permit and construct the Apollo Beach Boulevard I-75 overpass. The overpass shall be constructed as a 4-lane facility connecting the extension of Apollo Beach Boulevard to the west of I-75, as described in the preceding paragraph, with the western extension of CR 672 (Balm Road) located within the Belmont subdivision, which is to the east of I-75. The road constructed to the east of the overpass shall be a four lane urban road. The Developer shall commence construction of this improvement prior to earlier of: (1) the issuance of more than 2,800 residential building permits within Waterset South; or (2) the equivalent thereof based on ITE PM peak hour traffic generation rates. Construction shall be completed within 18-months of commencement of construction.

e. Intersection Improvements

(i). The following intersection improvements will be constructed by the Developer:

**TABLE 3
WATERSET SOUTH
INTERSECTION IMPROVEMENTS**

Intersection	Improvement
19th Ave. and 24th Street	Signalize, EB & SB left turn lane, WB & SB right turn lane
19th Ave. and 30th Street	Signalize, EB & SB left turn lane, WB & SB right turn lane
19th Ave. and 33rd Street	Signalize, EB & SB left turn lane, WB & SB right turn lane
US 41 and Leisey Road/ Waterset Drive	Signalize, EB left turn lane, SB left turn lane, NB right turn lane
Apollo Beach Boulevard and US 41	Additional turn lanes: (1) EB exclusive through travel lane on Apollo Beach Boulevard at US Hwy 41; (2) WB left turn lane (expandable to dual lefts), a through travel lane, and a right turn lane (with additional dedicated right-of-way for dual right turn lane) on the Apollo Beach Boulevard extension at US Hwy 41; (3) SB dual turn lanes on US Hwy 41 at Apollo Beach Boulevard; and (4) NB right turn lane on US Hwy 41 at Apollo Beach Boulevard.
US 41 and Big Bend Road	Either an additional westbound left turn lane (result in triple left) or increase in the storage of the existing northbound right turn lane storage on US Hwy 41 at Big Bend Road

(ii). Turn lane improvements as shown in Table 3 will be provided at time of construction of adjacent project access roads.

(iii). Traffic Signals as shown in Table 3 will be provided when warranted. Annually, for inclusion in the annual report, the Developer shall complete an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified. Should it be determined that a warrant study is required, the Developer shall provide same in the annual report. Furthermore, if a traffic signal is warranted, and the results are approved by Hillsborough County, then the Developer shall submit 100% signal design plans to Hillsborough County within 180 days of Hillsborough County approval. Construction of the traffic signal shall commence within 120 days of approval of the final signal plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is warranted, then the developer shall comply with the timing schedule described above.

3. Transportation: Waterset North (formerly within the Southbend DRI #145)

a. Waterset North Intersection Improvement: Big Bend Road at Waterset Drive: prior to development of greater than 22 units in Waterset North, the Developer shall construct an eastbound right turn lane, a westbound left turn lane, and a northbound left turn lane, through lane, right turn lane, and signalization when warranted. The design of the intersection and the traffic signal shall accommodate dual northbound and westbound turn lanes and dual northbound right turn lanes at the intersection of Big Bend Road.

b. Waterset North Pipeline Improvement: completion of Waterset Drive within the project boundary:

(i). The Developer will dedicate or convey the required right-of-way for the southern portion of the Pipeline Improvement prior to Final Plat approval for any development adjacent to Waterset Drive.

(ii). Developer will submit the 30% roadway plans for the Pipeline Improvements to the County for review and approval within 120 days of dedication of the roadway. Subsequent submittals of roadway plans for 60% design, 90% design and 100% design shall be submitted within 90 days of the County's approval of the previously submitted plans.

(iii). Construction of the Pipeline Improvements shall be completed within 3 years of final approval by the County of the 100% roadway plans.

(iv). 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, strike, civil commotion, natural disaster or other event beyond Developer's control, then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Development Order shall be interrupted or delayed in connection with the necessary governmental approvals from the construction of the Pipeline Improvement and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows that such event(s) have taken place,

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

4. Transportation: General

a. Roadway alignments are conceptually depicted on Map H, dated December 2010, and attached hereto as Exhibit B.

b. All roadway plans shall be submitted for review and approval by Hillsborough County at the 30%, 60%, 90% and 100% complete stage. If Hillsborough County does not complete its review within thirty (30) days after each submittal, the County's review time shall be added to the time allowed for completion of the Required Design as provided herein.

c. Buildings within the Development shall be subject to the adopted Consolidated Impact Assessment Program Ordinance (the "Impact Fee Ordinance"), as it may be amended from time to time. Any impact fee offsets recognized for eligible improvements and/or contributions will be determined in accordance with the Impact Fee Ordinance. Nothing herein shall be construed as a waiver of Developer's right to contest the validity of the Impact Fee Ordinance, the impact fees assessed thereunder, or the offsets to be provided.

d. Monitoring.

An annual monitoring program will be started upon completion of 1,000 dwelling units. This annual monitoring report will be reported as part of the annual report referenced, and will continue until buildout. The annual reports shall provide information for Waterset North and for Waterset South regarding the total development which has been permitted and its equivalent in trips, and shall project the development/trips anticipated for the next two years. Prior to commencing the annual monitoring, the developer shall submit a monitoring methodology and plan showing the proposed locations of the counts to the County for review and approval. The monitoring program at a minimum shall consist of 72 hour weekday bi-directional counts, with subtotals at 15-minute increments at all project entrance driveways with public roadways (including U.S. 41, 19th Avenue, Big Bend Road and Apollo Beach Boulevard east of I-75). One weekday PM peak hour turn movement at each project entrances shall also be counted. The sum of the project entrance trips will be totaled in 15-minute increments and the highest four consecutive 15 minute totals will be summed to determine the project's total PM peak hour traffic volume. This total will include net external trips, diverted trips, and pass-by trips of the Waterset DRI development. The monitoring program shall provide separate data for Waterset North and for Waterset South. The total PM peak hour project traffic is estimated to be: Waterset South: 5,534 net external, 708 pass-by and 306 internal trips for a total of 6,550 trips and Waterset North: 766 net external, 0 pass-by and 38 internal trips for a total of 804 trips. (See Exhibit "D" for Waterset North trip calculation tables). The annual monitoring shall be conducted during the peak season as identified in the current FDOT Florida Traffic Information publication, and a maximum of 60-90 days prior to the Annual Report anniversary date unless otherwise approved by the County. If the driveway volumes exceed those projected in the DRI/ADA for the Southbend DRI or the Wolf Creek Branch DRI Substantial Deviation approval by more than 15%, a new traffic analysis consistent with Section 380.06, F.S. will be required. The revised transportation analysis will be based on the agreements reached at another

transportation methodology meeting to be held prior to the preparation of the new analysis.

The required data for Waterset North and for Waterset South shall be included in each annual report. If the monitoring results demonstrate that the project is generating more than fifteen (15) percent above the number of trips estimated in the original analysis or an annual report is not submitted within 30 days of its due date, the County shall issue no further development permits and may conduct a substantial deviation determination pursuant to Subsection 380.06(19), F.S. The County may amend the Amended and Restated Development Order to change or require additional roadway improvements.

e. 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, strike, civil commotion, natural disaster or other event beyond Developer's control, then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Amended and Restated Development Order shall be interrupted or delayed in connection with the necessary governmental approvals from the construction of the Pipeline Improvement and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof.

f. Transit Amenities. The Developer shall provide transit amenities which may include but shall not be limited to a park and ride location that can accommodate buses, bicycles, vanpools, and carpools to be specified in the approved zoning conditions. Within Waterset North (formerly within the Southbend DRI #145), the developer shall be required to conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed phase modal splits of 2.5%, 3.5% and 4.7% and shall monitor them with each annual report.

(i). Access and internal arterial and appropriate collector road geometrics shall accommodate a 96" wide by forty (40) feet long advance design coach.

(ii). The Developer shall provide shelters and pullout bays along the on-site transit route on the internal arterial or collector roads as and when deemed appropriate by HART Authority. Shelter locations shall be reasonably accessible via walkways/crosswalks for pedestrian movement to/from buildings. Sufficient area lighting shall be included at bus stops. Appropriate signage will be placed at shelter sites.

(iii). Transit schedule/information displays will be provided, at a minimum, at each on-site bus stop by the developer.

(iv). Maintenance of transit amenities such as shelters, benches, and schedule displays shall be the responsibility of HART Authority. Maintenance of landscaping adjacent to transit amenities shall be the responsibility of the developer.

(v). Details, standards and phasing of all transit amenity provisions must be approved by the HART Authority and shall be representative of those commonly in use by HART Authority

5. Wetlands:

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

b. The portions of Waterset which meet the definition of preservation and/or conservation area as defined by Policies 10.1.2 and 10.3.1 of the Tampa Bay Regional Planning Council's Future of the Region (the "FRCRPP"), shall be so designated and their ultimate disposition indicated on the revised General Development Plan submitted to Hillsborough County for Planned Development approval. The Developer shall provide a buffer zone, in accordance with applicable local and state regulations, around all preservation and conservation areas to provide an upland transition into the wetland areas and to protect the natural systems from development impact. No dredging, filling or development activities shall be allowed within the preservation areas except to provide cross-access between the tracts within the development and between the development and property adjoining the development, as provided in the zoning conditions, and shall be subject to approval of the Environmental Protection Commission of Hillsborough County.

c. All modifications to on-site wetlands shall be carried out so as to substantially maintain existing natural hydroperiods, normal pool elevations and seasonal high water elevation pursuant to applicable local, State and Federal regulations, and as permitted by the Florida Department of Environmental Protection ("DEP") and the Southwest Florida Water Management District ("SWFWMD"). Documentation that the proposed modifications meet regulatory and permitting criteria shall be reported as part of each annual report beginning with commencement of construction or site clearing activity and continuing for three years following build-out.

d. Existing conservation area wetlands which are permitted to be altered or eliminated should be used as donor material for re-vegetation of mitigation areas where feasible.

e. All mitigation areas and littoral shelves shall be monitored quarterly for a period of one year and semi-annually for the next three years. Monitoring shall include species diversity composition, spreading (regeneration) and exotic species encroachment. Additional planting shall be required to maintain an 85 percent survival of planted species at the end of the three-year monitoring period.

f. Monitoring of wetlands and wetlands hydroperiods shall be performed by the Developer and a report thereof, including any significant adverse alterations to wetlands hydroperiods, shall be part of the annual report. If it is apparent to applicable regulatory agencies that preservation/conservation areas are being adversely affected beyond that predicted in the ADA, due to project development activities, Hillsborough County, and/or the applicable regulatory agency, shall notify the Developer and shall direct the development activity which is causing such adverse affects to cease until remedial measures have been taken to correct the hydroperiod imbalance. Documentation that required remedial measures have been implemented shall be provided in the annual report, if applicable.

g. All wetland losses shall be mitigated in accordance with Chapter 62-345 F.A.C., Uniform Mitigation Assessment Method elsewhere on-site. Mitigation for wetland losses shall be implemented prior to or concurrent with any wetland disturbance.

h. In order to protect the natural values of preserved/conserved wetland areas, prior to development approval for each increment or phase, the Developer shall submit a wetland/lake management plan to TBRPC for review and to Hillsborough County, DEP and SWFWMD for approval. The plan shall address but not be limited to, wetlands to be preserved, proposed wetland/lake alteration, control of exotic species, mitigation of lost wetlands, control of on-site water quality, and methods for wetlands restoration/enhancement.

i. To minimize further fragmentation of the wetland W2 system, con spans or large box culverts will be utilized for the roadway crossing.

6. Flood Plains and Disaster Preparedness:

a. The Developer shall, in conjunction with the applicable state and local agencies, establish a Comprehensive Emergency Management Plan (CEMP) for the safe evacuation and re-entry/recovery of residents and employees from the project upon issuance of all hurricane evacuation orders. The plan shall include a hazards analysis to identify the following: estimated population at risk (e.g. families, elderly); hurricane evacuation routes and shelter space; regulatory finished floor elevations and potential flood elevations; flood zone (some wave action may exist); number of structures by type of structure in the flood zone; minimum elevations with which the site will be built (the design flood elevation) including the differential between the design flood elevation and storm surge elevation; define how various evacuation orders will be met without causing confusion within the boundaries of the project; and shall include information regarding the Community Emergency Response Team (CERT) training available through the Citizen Corps Council which includes the following: Disaster Preparedness, Fire Safety, Disaster Medical Operations, Light Search and Rescue, Disaster Psychology, Terrorism, and provide all the flood zones for the development and the potential areas of wave action for category B, C, D, and E evacuation prior to or concurrent with construction plan approval which is to be used with construction plan and building plan approval. The plan shall be implemented by the property manager and/or the homeowners' association board of directors or their designees. Specific responsibilities within the plan may be assigned to individual committees or management entities at the discretion of the property manager or homeowners' association board of directors. The plan shall be provided to Hillsborough County, and disaster preparedness officials for approval and TBRPC for review, prior to first construction plan approval.

b. There shall be no impervious surfaces constructed within the 25-year flood plain, except minimal, properly permitted and mitigated intrusions for necessary roadways or easements.

c. Base floor elevations for all roadway accesses to residential areas shall be at or above the 100-year floodplain elevation. Base floor elevations for all habitable structures shall be at or above design flood elevation.

d. The Developer shall promote awareness of hurricane/flooding hazard, preparedness and hazard mitigation through public information, community Intranet,

neighborhood association newsletters, model homes, commercial/office buildings, etc. The hurricane shelter list shall be updated annually.

e. The Developer shall provide mitigation for hurricane shelter space for the total shelter demand of 1,742 within Waterset South as shown in revised Table 23-1 at a cost of \$129.00 per space. The Developer shall pay the fee of \$224,718.00 prior to first construction plan approval within Waterset South. The Developer shall also have the option to reduce the fee by providing private shelter space within the community, subject to approval of the Hillsborough County Office of Emergency Management.

7. Soils:

a. The soil conservation measures referenced in the first SD (Fourth Amendment) on Pages 14.3, 15.4, and 15.5, at a minimum, shall be implemented.

b. The methods referenced in Pages 15.2 and 15.3 of the first SD (Fourth Amendment) to overcome problems associated with particular on-site soil types shall be implemented.

8. Air Quality:

a. Hillsborough County reserves the right to require mitigation measures or revision of the Master Plan to alleviate any potential impacts of the project on ambient air quality expected from any changes to the project which cause additional regional impact pursuant to Subsection 380.06(19), Florida Statutes.

b. The Developer shall, at minimum, implement the measures to reduce erosion, fugitive dust and air emissions referenced on First Sufficiency Response page 22.1 of the first SD (Fourth Amendment).

9. Natural Vegetation and Wildlife:

a. Should any species which are listed in Section 39-27.003-005, Florida Administrative Code, be observed frequenting the site for nesting, feeding or breeding, proper protection/mitigation measures as required by applicable law, shall be employed immediately by the Developer in cooperation with the Florida Fish and Wildlife Conservation Commission ("FWCC").

b. Representative tracts of the pine-mesic oak forest and live oak hammock communities, listed on pages 12-4 and 18-1 of the SD, shall be designated on the Master Site Plan and preserved on-site in a manner which will protect or enhance their continued natural function and value. These tracts should be located contiguously in order to maximize their natural value.

c. Prior to the issuance of detailed site plan approval or Land Alteration permits, the developer shall stipulate to the satisfaction of Hillsborough County the manner by which any onsite gopher tortoise colonies shall be preserved or relocated. Copies of any required permits relative to any on-site gopher tortoise population shall be provided to Hillsborough County and TBRPC. An acceptable plan detailing how the gopher tortoise population will be accommodated, protected and monitored shall be submitted to Hillsborough County, the FWCC and TBRPC. The plan shall be submitted

prior to any clearing activities or building permits. If no suitable habitat is available for relocating the tortoises, the applicant will submit an application for approval of an Incidental Take Permit to the appropriate agencies prior to initiation of construction as required.

d. 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 seven boxes as shown on Exhibit 2 of the August 2005 Kestrel Survey, SD. The nest boxes shall be designed, constructed and installed in accordance with FWCC Guidelines. The nest boxes shall be maintained by the Developer or its assigns during the life of this Development Order. [The boxes were installed in December, 2007].

e. Within six months of approval of this Development Order, the Developer shall enter into an agreement with TECO for the ability to maintain the power line right-of-way through the community. A copy of said agreement shall be submitted to Hillsborough County. The right-of-way shall be maintained by the Developer or its assigns during the life of this Development Order. If an agreement between TECO cannot be reached within six months of approval of this Development Order, the Developer shall provide an alternative plan to provide kestrel preservation per the Land Development Code of Hillsborough County. This plan must be submitted and approved by Hillsborough County and the FWCC prior to any land alteration permit approval. If the maintenance agreement with TECO expires, the Developer, or the entity responsible for the management plan at that time, will submit an alternate method of compliance to the County. The alternative method shall be in accordance with the applicable provisions of the Land Development Code. [The maintenance agreement was submitted on March 22, 2007].

f. Within 90-days of approval of this Amended and Restated Development Order, an Upland Management Plan shall be submitted to Hillsborough County for review and approval. The plan shall include provisions related to the timing and frequency of restoration and maintenance activities and provisions for monitoring of said activities. Implementation of the plan shall be initiated prior to commencement of construction. Status of implementation measures and monitoring of the plan shall be reported in the annual report. [The plan was submitted and approved in August, 2007]

g. Prior to initiation of construction, the Developer shall review the locations of nearby rookery locations and wood stork information as obtained from the "Florida Atlas of Breeding Sites for Herons and Their Allies" (1991) and recent monitoring reports by Audubon of Florida and coordinate with the USFWS. The information shall be submitted to FWCC for review and coordination prior to final site plan approval.

h. Pre-construction breeding season surveys for Florida sandhill cranes shall be conducted within all wetlands suitable for nesting to identify and avoid potential impacts. If nests are identified, the FWCC shall be contacted for consultation and review concerning conservation measures.

i. The required upland habitat protection for kestrels within the Elsberry expansion area was fully satisfied through off-site preservation in the form of a monetary contribution to the Hillsborough County Local Habitat Mitigation Bank.

10. Historical and Archaeological Sites:

The discovery of any significant historical or archaeological resources during development activities shall be reported immediately to the Florida Division of Historical Resources. The disposition of such resources shall be determined in cooperation with the Division of Historical Resources and the Hillsborough County Historic Resources Review Board. Any activity disturbing such resources shall cease until the disposition of such resources has been determined.

11. Utilities: Water Supply and Wastewater Treatment:

a. The Developer shall be responsible for maintenance of all on-site water and wastewater facilities unless dedicated to Hillsborough County.

b. The Developer shall be responsible for off-site expansion of the water distribution and wastewater collection systems, if any, including any oversizing that may be required for project hook-up as provided in the Future of Hillsborough Comprehensive Plan.

c. Disposal of hazardous waste, as defined by applicable regulations, into the sewer system is prohibited.

d. The selection of spray irrigation sites for Waterset shall be based on a complete analysis of the treated effluent and a detailed hydrogeological analysis of the sites to determine the potential for groundwater contamination from any hazardous waste or other pollutants. A groundwater monitoring program may be required in the event of on-site wastewater treatment and disposal. [No spray irrigation will be utilized as wastewater treatment will be provided by Hillsborough County through regional wastewater facilities]

e. The Developer shall pursue with Hillsborough County private interest cost-sharing in the construction of any needed new or expanded wastewater treatment facilities to serve Waterset and future surrounding development prior to seeking approval of a project specific interim wastewater treatment plant. [No longer applicable as wastewater will be provided by Hillsborough County through regional wastewater facilities and no interim facility will be required]

f. Should an interim wastewater treatment plant be proposed, it shall be subject to review and approval under applicable regulations of Hillsborough County in effect at the time of such application. The interim wastewater treatment plant shall only be located where a detailed hydrogeological analysis of the site determines low potential for groundwater contamination. In addition, a timetable, plan and system of standards shall be developed whereby Waterset will connect to regional wastewater facilities and close down its interim wastewater treatment plant. [No longer applicable as wastewater treatment will be provided by Hillsborough County through regional wastewater facilities and no interim facility will be required.]

g. The Developer shall be required to take back effluent utilizing a functional recovered water system capable of taking back an amount of effluent appropriate to the development in accordance with any uniformly applicable Hillsborough County Ordinance or Policy in effect at the time of detailed site plan approval. [No longer applicable as wastewater will be provided by Hillsborough County through regional wastewater facilities]

h. Waterset sewer lines shall be monitored for leaks and ruptures once every three (3) years until such time as said lines are dedicated to Hillsborough County. The entity(ies) to carry out the monitoring shall be the Developer or its assigns. Faulty lines shall be replaced as quickly as possible. [No longer applicable as wastewater will be provided by Hillsborough County through regional wastewater facilities and lines shall be dedicated.]

i. Hillsborough County will provide, operate and maintain water service for each phase of the development.

j. An acceptable water use plan (potable and non-potable) shall be submitted to Hillsborough County, SWFWMD and the TBRPC for their approval prior to issuance of any project construction permits. The plan shall include at minimum:

(i) A phased estimate of the potable and non-potable water demands of Wolf Creek Branch.

(ii) Monitoring requirements to protect surface and groundwater resources from project development such as an interim wastewater treatment plant and percolation ponds, the stormwater drainage system, wastewater reuse and / or irrigation wells.

(iii) Xeriscape provisions.

(iv) Well protection, pumping and abandonment requirements.

(v) Non-potable use and source provisions including discussion of any reuse program and a scheduled irrigation plan.

(vi) Hydrant installation, flow and testing requirements.

(vii) An implementation timetable.

(viii) On-site infrastructure to accommodate the entire project for reclaimed water use as it becomes available, to be provided by the developer.

[The plan was submitted on February 14, 2008]

k. Until such a time as reclaimed water becomes available for any particular area within the project, Waterset shall utilize, to the maximum extent possible, the lowest quality water reasonably available and suitable for irrigation or other non-potable uses. [Reclaimed water is available for the entire project]

l. Fire flow and pressure appropriate for the development shall be maintained within the Waterset water supply system.

m. Developer shall be responsible for maintenance and operation of any on-site wells.

n. Water saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Section 553.14, Florida Statutes, 1985) and native vegetation shall be used in landscaping to the greatest extent feasible. The Developer shall use xeriscape techniques in areas where wastewater reuse is not feasible. Florida-friendly landscaping principles shall be used throughout development. Ecologically viable portions of existing native vegetation shall be incorporated into the landscape design to the greatest extent practicable and shall not be irrigated. Water-saving irrigation systems shall be used throughout the development. Rainfall sensor devices shall be included on all irrigation systems.

o. Developer shall incorporate the Southern Tampa Bay Water Use Cautionary Measures to the extent feasible. Total water use for the development shall meet the compliance per capita use rate required in the Eastern Tampa Bay Water Use Caution Area, which is part of the SWUCA, of 150 gallons per capita per day.

p. The Developer shall provide conservation education for the residents and other users of the development.

12. Solid / Hazardous Waste:

a. The collection, transportation, and disposal of solid waste is controlled by county ordinance(s) and shall take place in accordance with the terms of said ordinance(s).

b. The Developer shall advise and encourage Waterset tenants, businesses, residents, etc. to:

(i) Avoid the generation of hazardous waste through proper usage of materials and good management practices.

(ii) Properly collect and separate hazardous waste from the normal solid waste stream and to properly dispose of said waste.

(iii) For generators to notify the Environmental Protection Commission of Hillsborough County that their operations generate hazardous waste in large quantities (over 1,000kg / month), small quantities (100-1,000 kg / month) or small quantities exempt (less than 100 kg / month) and to arrange for a verification inspection of their facilities.

13. Energy:

a. The Developer shall encourage all Waterset tenants, businesses, residents, etc. to:

(i) Use energy alternatives, such as solar energy, resource recovery, waste heat recovery and cogeneration, where economically feasible;

(ii) Obtain energy audits provided by energy companies or other qualified agencies;

(iii) Install water heater timers and set water heaters at 130 degrees Fahrenheit or lower;

(iv) Use landscaping and building orientation to reduce heat gain, where feasible, for all Waterset construction;

(v) Promote energy conservation by employees, buyers, suppliers and the public;

(vi) Reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours;

(vii) Institute and utilize recycling programs;

(viii) Utilize energy efficient packaging and/or recyclable materials; and

(ix) Install total energy systems on large facilities when cost effective.

b. The Developer shall implement the energy conservation measures referenced on Pages 25-3 to 25-5 of the DRI/ADA, including adherence to the Florida Energy Efficient Building Code, as appropriate.

c. Tampa Electric Company (TECO) has capability and will provide electricity for the development of Waterset.

d. Tampa Electric Company (TECO) has capability and will provide natural gas for the development of Waterset.

14. Stormwater Management and Water Quality:

a. All stormwater management system components shall comply with Chapters 17-25, 40D-4 and 17-3, Florida Administrative Code, as well as any other applicable local, state and federal rules and regulations. Treatment shall be provided by biological filtration, wherever feasible.

b. The Developer shall amend the Water Quality Monitoring Program established in 1992 to include the expanded land area added to the project. The amended program will be submitted to SWFWMD and DEP for review and approval prior to any site development in the expanded portion of the DRI. The Program shall continue to institute and implement ground and surface water monitoring to assure that there is no degradation of water quality by development of the project. Sampling locations shall be at two locations on Wolf Creek Branch, one where Wolf Creek enters the project site and a second where Wolf Creek exits the site. Samples will be taken twice – once at the end of the rainy season and again at the end of the dry season. The baseline sampling data and monitoring reports shall report the following: fecal coliform; dissolved oxygen; nutrients; pesticides; herbicides; pH; and heavy metals (including cadmium, copper, iron, lead and mercury). The baseline will be established before any site alteration. The monitoring program shall be initiated upon commencement of site alteration and shall continue through project buildout. SWFWMD and other appropriate agencies, pursuant to applicable law, will approve the parameters proposed to be tested, sampling location, methodologies, and frequencies, and shall review the monitoring results. All analytical methods and procedures used shall comply with the United States Environmental Protection Agency / Florida Department of Environmental Protection Quality Control Standards and Requirements (“EPA DEP Quality Control Standards”). If determined to be necessary by these agencies, the water quality monitoring program will be expanded concurrent with development of the project. Documentation that all required monitoring plans and mitigative measures have been implemented shall be provided to Hillsborough County as part of each annual report. Should the monitoring indicate that because of development of the project applicable state water quality standards are not being met, the violation which is or may be contributing to or causing the non-compliance, shall be reported to Hillsborough County immediately and, if caused by on-site activities, such on-site activities identified as causing the violation shall cease until the violation is corrected. [Waterset South amended plan was submitted on February 14, 2008; Waterset North Groundwater plan was submitted in June 2007; Waterset North Revised Surface Water plan was submitted 04/30/2007]

c. The Developer shall implement best management practices for reducing water quality impacts as recommended by currently adopted regulations of Hillsborough County and SWFWMD including a street cleaning program for parking and roadway areas within the development.

d. In the event of on-site wastewater treatment and disposal, assurance of protection of groundwater quality through the development of a groundwater monitoring program with appropriate sampling frequencies in compliance with EPA DEP Quality

Control Standards shall be required. This program must be instituted prior to on-site wastewater treatment and disposal and continued periodically throughout the life of the project.

e. Prior to construction plan approval and the subsequent issuance of site alteration/building permits, the Master Stormwater Management Plan for Waterset shall be submitted to DEP and TBRPC for review, and to Hillsborough County and SWFWMD for approval. The stormwater management system for the development shall be designed, constructed and maintained to meet or exceed the requirements contained in Hillsborough County's Stormwater Management Technical Manual. The appropriate design criteria to be used is that which is in effect at the time of Construction Plan submittal and review for a particular phase of the development. This condition shall not require the Developer to remove and replace or otherwise retrofit stormwater management structures and improvements that are in place pursuant to approved construction plans if stormwater management design requirements/criteria change prior to development of a later phase. [Submitted for 02/14/08]

f. All drainage and associated access easements necessary to accommodate any and all of the impacts of the Development shall be donated by the Developer to the County, as required, and in accordance with the appropriate County policy in effect at the time of the Construction Plan submittal and review. All easement documents associated with a particular parcel or phase must be fully executed and recorded prior to, or concurrent with, the issuance of Certificate(s) of Occupancy or plat approval, whichever is applicable, for the particular parcel or phase.

g. The Developer shall operate and maintain all on-site stormwater management facilities unless otherwise required or approved by the County. The Developer shall hire a licensed engineer to conduct annual inspections of the stormwater management systems on the project site to ensure that the system is being properly maintained in keeping with its design, and is capable of accomplishing the level of stormwater storage and treatment for which it was designed and intended. Inspection results shall be included in each annual DRI report.

h. The Developer shall implement signage and resident education advocating surface water protection.

i. Low Impact Development techniques shall be used throughout the development. These techniques shall include, but not limited to, the following: retention of the maximum amount of existing native vegetation; shallow vegetated swales in all areas, including parking; appropriate Florida-friendly plant selections; small, recessed garden areas throughout landscaped areas; porous pavement and other pervious pavement technologies; stabilized grass areas for overflow parking.

15. Educational Facilities.

Upon request of the School Board, the Developer shall dedicate and convey at no cost to the Hillsborough County School Board, usable land for one 15 acre elementary school site and one 15 acre middle school site within Waterset South. If either school site is not accepted by the Hillsborough County School Board, the site may be used for single-family or multi-family residential development only so long as the total number of dwelling units does not exceed the number of units shown in Table 1. The Developer shall (a) include the school and park sites in its Master Drainage Plan so as to enable

the County and the School District to avoid the expense of providing on-site stormwater retention and (b) shall provide the infrastructure for both potable water and central sewer service in conjunction with the construction of the roads that will provide access to the school and park sites. [Waterset North: All mitigation for Educational Facilities has been completed, see Southbend DRI #145]

16. Fire and Police Protection:

a. Prior to the issuance of building permits, the Developer shall provide documentation to Hillsborough County of adequate fire protection for the portions of the project then being developed, including functioning fire hydrants (in adequate numbers and locations), sprinkler systems and alarms in all non-residential buildings and appropriate fire flows and water pressure to serve each increment of the development for which approval is being sought.

b. Waterset shall be designed and constructed to meet or exceed state and local fire codes and regulations.

c. A community Fire Station shall be included within Tracts VC-6, VC-7, VC-8 or VC-9, and shall be a minimum of 1.2 acres in size or a site sufficient to accommodate the construction of a 10,000 s.f. one-story fire station facility. This acreage and/or site shall be sufficient to provide for all related site requirements and/or improvements (e.g. parking, circular drive, ingress and egress driveways) as determined by Hillsborough County. The Developer shall provide stormwater facilities off-site, within the master stormwater system. The site shall be located to have direct egress onto a collector or arterial roadway. The Developer shall dedicate and convey this site to the County at no cost to the County. Prior to final site plan approval within any of the above mentioned tracts, the Developer shall coordinate with the Hillsborough County Fire Rescue office to determine the specific location and size during the site plan review phase. Within 90-days of a request by Hillsborough County Fire Rescue Department, the Developer shall dedicate and convey the property.

d. The Developer shall incorporate CPTED guidelines for all public and commercial buildings and comply with all CPTED evaluation processes as adopted and required by the Hillsborough County Sheriffs Office (HSCO) during the site plan design phase.

17. Economy:

a. Waterset shall encourage promotion of entrepreneurship and small and minority-owned business start-ups and provide for non-discriminatory employment opportunities.

b. Waterset development employers shall be encouraged to institute programs to provide child care facilities at the place of employment or as a cooperative effort with other businesses.

18. Recreation and Open Space:

a. The Waterset park(s) and recreational facilities shall be designated on the Master Site Plan and shall be accessible to the handicapped.

b. The Developer shall comply with the Hillsborough County Park Site Improvement Program (Ordinances 85-23 and 85-25E, as amended by 86-13 and 87-13) and land use, zoning and open space requirements.

c. Except as provided below for the South Coast Greenway, Hillsborough County will be responsible for maintenance of all recreation and open space areas, which are accepted for dedication to Hillsborough County within the Waterset project. All recreation and open space not so dedicated will be maintained by the Developer.

d. The Developer will construct the South Coast Greenway depicted on Map H in accordance with the minimum paved trail standards in the Hillsborough County Paved Trail Design Manual or alternative standards as approved by the Hillsborough County Parks, Recreation and Conservation Department, Greenways Program. The trail will be a minimum of 12 feet in width and will be constructed within a 30-foot wide trail corridor. The trail will align appropriately to connect to the north and south segments of the South Coast Greenway offsite. The final alignment will be determined in conjunction with the Hillsborough County Parks, Recreation and Conservation Department, Greenways Program. The trail will remain open to the public and shall accommodate all types of recreational uses and non-motorized transportation suitable for a paved trail. Maintenance of the trail will be provided through a homeowners association/CDD.

e. An 80-acre regional park as shown on the revised Map H has been conveyed to Hillsborough County for construction of a regional sports complex.

19. Housing. Waterset shall encourage the development of some living units as accessible by the handicapped.

20. General Conditions:

a. Prior to issuance of building permits, the Developer shall verify to the satisfaction of Hillsborough County that adequate solid waste disposal, water, wastewater, electricity, fire, emergency medical services and police capabilities and facilities are available for the building(s) that are the subject of such building permits.

b. The Developer shall record a Notice of Adoption of this Resolution in the Public Records of Hillsborough County, Florida, in accordance with Subsection 380.06(15), Florida Statutes, as amended.

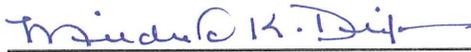
c. If any section, subsection, sentence, clause or provision of this Amended and Restated Development Order is held invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining sections, subsections, sentences, clauses or provisions of this Amended and Restated Development Order, which shall remain in full force and effect.

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 February 8th meeting of 2011 as same appears of record in Minute Book 417 of the Public Records of Hillsborough County, Florida.

Witness my hand and official seal this 11th day of February, 2011.

PAT FRANK, Clerk

By: 
Deputy Clerk

APPROVED AS TO FORM AND LEGAL SUFFICIENCY

By: 
Assistant County Attorney



EXHIBIT A
Legal Description

Waterset/Wolf Creek Branch DRI #266

WATERSET NORTH
(SOUTHBEND TO WOLF CREEK BRANCH DRI PARCEL)

DESCRIPTION: A parcel of land lying in Sections 14, 22 and 23, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

Commence at the Southwest corner of said Section 23, run thence along the West boundary of the Southwest 1/4 of said Section 23, N.00°06'47"W., 2653.71 feet to the Southeast corner of the Northeast 1/4 of the aforesaid Section 22, said point also being the POINT OF BEGINNING; thence along the South boundary of said Northeast 1/4 of Section 22, N.89°26'00"W., 1324.15 feet; thence N.00°36'03"E., 887.18 feet; thence N.28°37'40"E., 494.13 feet; thence S.89°22'16"E., 1090.37 feet to a point on the West boundary of the Northwest 1/4 of the aforesaid Section 23; thence along said West boundary of the Northwest 1/4 of Section 23, S.00°31'54"W., 420.96 feet; thence S.88°52'25"E., 375.02 feet; thence along a line lying 375.00 feet East of and parallel with said West boundary of the Northwest 1/4 of Section 23, N.00°31'54"E., 1743.88 feet to a point on the South boundary of the Southwest 1/4 of the aforesaid Section 14; thence along a line lying 375.00 feet East of and parallel with the West boundary of said Southwest 1/4 of Section 14, N.00°54'04"E., 1444.84 feet to a point on the Southeasterly line of C.S.X. TRANSPORTATION, INC. railroad right-of-way; thence along said Southeasterly line, N.28°37'48"E., 3645.67 feet; thence S.66°58'08"E., 1960.04 feet; thence S.74°21'32"E., 120.00 feet to a point on a curve, said point also being the Northwesterly corner of COVINGTON PARK PHASE 5A, according to the plat thereof as recorded in Plat Book 99, Pages 210 through 226, inclusive, of the Public Records of Hillsborough County, Florida; thence along the Westerly boundary of said COVINGTON PARK PHASE 5A, Southwesterly, 943.31 feet along the arc of a curve to the right having a radius of 1660.00 feet and a central angle of 32°33'32" (chord bearing S.31°55'14"W., 930.67 feet) to the Westerlymost corner of said COVINGTON PARK PHASE 5A, also being the Northerlymost corner of COVINGTON PARK PHASE 5C, according to the plat thereof as recorded in Plat Book 99, Pages 299 through 309, inclusive, of the Public Records of Hillsborough County, Florida; thence along the Westerly boundary of said COVINGTON PARK PHASE 5C, the following three (3) courses: 1) continue Southwesterly, 573.65 feet along the arc of said curve to the right having the same radius of 1660.00 feet and a central angle of 19°48'00" (chord bearing S.58°06'00"W., 570.80 feet) to a point of tangency; 2) S.68°00'00"W., 400.00 feet to a point of curvature; 3) Southwesterly, 1500.40 feet along the arc of a curve to the left having a radius of 1540.00 feet and a central angle of 55°49'21" (chord bearing S.40°05'19"W., 1441.76 feet) to the Southwesterly corner of said COVINGTON PARK PHASE 5C, also being the Northwesterly corner of COVINGTON PARK PHASE 5B, according to the plat thereof as recorded in Plat Book 99, Pages 227 through 235, inclusive, of the Public Records of Hillsborough County, Florida; thence along the Westerly boundary of said COVINGTON PARK PHASE 5B, the following three (3) courses: 1) continue Southerly, 327.31 feet along the arc of said curve to the left having the same radius of 1540.00 feet and a central angle of 12°10'39" (chord bearing S.06°05'19"W., 326.69 feet) to a point of tangency; 2) SOUTH, 400.00 feet to a point of curvature; 3) Southerly, 817.57 feet along the arc of a curve to the left having a radius of 2440.00 feet and a central angle of 19°11'53" (chord bearing S.09°35'57"E., 813.75 feet) to a point on the North boundary of the aforesaid Northwest 1/4 of Section 23; thence along the South boundary of said COVINGTON PARK PHASE 5B and said North boundary of the Northwest 1/4 of Section 23, S.89°00'26"E., 754.20 feet to the

Northeast corner of said Northwest 1/4 of Section 23; thence continue along said South boundary of said COVINGTON PARK PHASE 5B and the South boundary of COVINGTON PARK PHASE 4A, according to the plat thereof as recorded in Plat Book 96, Page 30, of the Public Records of Hillsborough County, Florida, also being the North boundary of the Northeast 1/4 of said Section 23, S.89°01'03"E., 2583.53 feet to a point on the Westerly right-of-way line of COVINGTON GARDEN BOULEVARD, as recorded in Official Records Book 9930, Page 1237, of the Public Records of Hillsborough County, Florida; thence along said Westerly right-of-way line, the following seven (7) courses: 1) S.00°16'06"W., 1869.07 feet to a point of curvature; 2) Southerly, 148.84 feet along the arc of a curve to the left having a radius of 330.00 feet and a central angle of 25°50'31" (chord bearing S.12°39'10"E., 147.58 feet) to a point of reverse curvature; 3) Southerly, 121.78 feet along the arc of a curve to the right having a radius of 270.00 feet and a central angle of 25°50'31" (chord bearing S.12°39'10"E., 120.75 feet) to a point of tangency on the East boundary of the aforesaid Northeast 1/4 of Section 23; 4) along said East boundary of the Northeast 1/4 of Section 23, S.00°16'06"W., 527.18 feet to the Northeast corner of the Southeast 1/4 of said Section 23; 5) along the East boundary of said Southeast 1/4 of Section 23, S.00°16'19"W., 2023.94 feet to a point of curvature; 6) Southerly, 158.36 feet along the arc of a curve to the right having a radius of 270.00 feet and a central angle of 33°36'17" (chord bearing S.17°04'28"W., 156.10 feet) to a point of tangency; 7) S.33°52'36"W., 574.64 feet to a point on the South boundary of said Southeast 1/4 of Section 23; thence along said South boundary of the Southeast 1/4 of Section 23, N.88°49'37"W., 726.16 feet; thence N.00°15'20"E., 2656.81 feet to a point on the South boundary of the aforesaid Northeast 1/4 of Section 23; thence along said South boundary of the Northeast 1/4 of Section 23 and the South boundary of the aforesaid Northwest 1/4 of Section 23, thence N.88°52'25"W., 4209.15 feet to the POINT OF BEGINNING.

Containing 576.024 acres, more or less.

LESS AND EXCEPT THE FOLLOWING DESCRIBED PARCEL:

DESCRIPTION: A parcel of land lying in the Northwest 1/4 of Section 23, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

Commence at the Southwest corner of said Section 23, run thence along the West boundary of the Southwest 1/4 of said Section 23, N.00°06'47"W., 2653.71 feet to the Southwest corner of said Northwest 1/4 of the Section 23; thence along the West boundary of said Northwest 1/4 of Section 23, the following two (2) courses: 1) N.00°31'54"E., 100.01 feet to the POINT OF BEGINNING; 2) continue, N.00°31'54"E., 701.08 feet; thence S.88°52'25"E., 375.02 feet; thence along a line lying 375.00 feet East of and parallel with said West boundary of the Northwest 1/4 of Section 23, S.00°31'54"W., 701.08 feet; thence N.88°52'25"W., 375.02 feet to the POINT OF BEGINNING.

Containing 6.035 acres, more or less.

ALTOGETHER containing 569.989 acres, more or less.

TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

(FOLIO NO. 51527-0200)

DESCRIPTION: Part of the West 375.00 feet of the Southwest 1/4 of Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

BEGINNING at the Southwest corner of said Section 14, run thence N.00°53'16"E., 121.06 feet along the West boundary of said Section 14; thence from a tangent bearing of S.85°00'36"E., Easterly 30.57 feet along the arc of a curve to the left (having a radius of 440.00 feet, a central angle of 03°58'50", and a chord bearing and distance of S.87°00'01"E., 30.56 feet) to the end of said curve; thence S.88°59'26"E., 344.46 feet to the East boundary of the West 375.00 feet of the Southwest 1/4 of the said Section 14; thence S.00°53'16"W., 120.00 feet along the said East boundary; thence N.88°59'26"W., 375.00 feet along the South boundary of said Section 14 to the POINT OF BEGINNING.

Containing 1.033 acres, more or less.

ALSO TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

(FOLIO No. 51537-0200)

DESCRIPTION: Part of the Southeast 1/4 of Section 15, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

BEGINNING at the Southeast corner of the said Section 15, run thence N.89°20'15"W., 384.90 feet along the South boundary of said Section 15 to the Southeasterly right-of-way line of the Seaboard System Railroad; thence N.28°37'32"E., 250.72 feet along said Southeasterly right-of-way line; thence S.61°22'28"E., 107.22 feet to the beginning of a curve to the left; thence Southeasterly, 181.51 feet along the arc of said curve (having a radius of 440.00 feet, a central angle of 23°38'08", and a chord bearing and distance of S.73°11'32"E., 180.22 feet) to the East boundary of said Section 15; thence S.00°53'16"W., 121.06 feet along said East boundary to the POINT OF BEGINNING.

Containing 1.280 acres, more or less.

ALTOGETHER containing 572.302 acres, more or less.

ALSO TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

WATERSET SOUTH

ELSBERRY

(RESIDENTIAL PARCEL)

DESCRIPTION: A parcel of land lying in Sections 22 and 27, Township 31 South, Range 19 East, Hillsborough County, Florida, being more particularly described as follows:

BEGIN at the Southeast corner of said Section 22, run thence along the East boundary of the Northeast 1/4 of said Section 27, S.00°37'21"W., 210.17 feet; thence along the South boundary

of the North 209.64 feet of said Section 27, as found monumented, N.89°26'59"W., 3354.92 feet to the Southeasterly railroad right-of-way line of C.S.X. TRANSPORTATION, INC. Railroad (130' Right-of-Way, formerly Atlantic Coast Line Railroad), per Florida Department of Transportation Right-of-Way Map Section 10060-2211 for U.S. HIGHWAY No. 41 (State Road No. 45); thence along said Southeasterly railroad right-of-way line, N.28°37'40"E., 970.02 feet to the Southwesterly corner of Hillsborough County Parcel "WTP/33a712" as recorded in Official Records Book 4026, Page 1838, of the Public Records of Hillsborough County, Florida; thence along the Southwesterly boundary of said Hillsborough County Parcel "WTP/33a712", S.61°22'20"E., 300.00 feet to the Southeasterly corner thereof; thence along the Easterly boundary of said Hillsborough County Parcel "WTP/33a712", N.28°37'40"E., 726.00 feet to the Northeasterly corner thereof; thence along the Southeasterly prolongation of the Northeasterly boundary of said Hillsborough County Parcel "WTP/33a712", S.61°22'20"E., 222.54 feet; thence S.89°26'00"E., 120.64 feet; thence N.00°34'00"E., 302.00 feet; thence S.89°26'00"E., 432.77 feet; thence N.61°22'00"W., 868.83 feet to aforesaid Southeasterly railroad right-of-way line; thence along said Southeasterly railroad right-of-way line, N.28°37'40"E., 2028.70 feet to the East boundary of the Southwest 1/4 of the Northeast 1/4 of said Section 22; thence along said East boundary of the Southwest 1/4 of the Northeast 1/4 of Section 22, S.00°36'03"W., 887.18 feet to the Northwest corner of the Northeast 1/4 of said Southeast 1/4 of Section 22; thence along the North boundary of said Northeast 1/4 of the Southeast 1/4 of Section 22, S.89°26'00"E., 1324.15 feet to the Northeast corner thereof; thence along the East boundary of said Southeast 1/4 of Section 22, S.00°06'47"E., 2653.71 feet to the POINT OF BEGINNING.

Containing 161.913 acres, more or less.

ALSO TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

(PUMP STATION SITE)

DESCRIPTION: A parcel of land lying in the Southeast 1/4 of Section 22, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

Commence at the Southeast corner of said Section 22, run thence along the East boundary of the aforesaid Southeast 1/4 of Section 22, N.00°06'47"W., 971.59 feet; thence N.89°26'00"W., 455.25 feet to a point of curvature; thence Westerly, 489.86 feet along the arc of a curve to the left having a radius of 1000.00 feet and a central angle of 28°04'00" (chord bearing N.75°24'00"W., 484.97 feet) to a point of tangency; thence N.61°22'00"W., 905.11 feet; thence S.28°38'00"W., 62.00 feet; thence S.40°10'31"W., 114.27 feet; thence N.89°58'43"W., 137.57 feet; thence S.00°34'00"W., 220.21 feet to the POINT OF BEGINNING; thence continue S.00°34'00"W., 76.17 feet; thence N.89°26'00"W., 40.00 feet; thence N.00°34'00"E., 76.17 feet; thence S.89°26'00"E., 40.00 feet to the POINT OF BEGINNING.

Containing 3047 square feet, or 0.070 acres, more or less.

ALSO TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

PARCEL 3

DESCRIPTION: A parcel of land lying in Section 22, Township 31 South, Range 19 East, Hillsborough County, Florida and being more particularly described as follows:

COMMENCE at the Southeast corner of said Section 22, run thence along the South boundary of the Southeast 1/4 of said Section 22, N.89°34'44"W., 2684.59 feet to the Southwest corner thereof; thence along the West boundary of said Southeast 1/4 of Section 22, N.00°40'12"E., 1057.14 feet to the Southeasterly boundary of the 130 foot wide railroad right-of-way for C.S.X. TRANSPORTATION, INC., (formerly Atlantic Coast Line Railroad and also formerly Seaboard Coast Line Railroad), per Florida Department of Transportation Right-of-Way Map Section 10060-2211 for U.S. HIGHWAY No. 41 (State Road No. 45); thence along said Southeasterly boundary the following two (2) courses: 1) N.28°37'40"E., 266.53 feet to the Northwesterly corner of Hillsborough County Parcel "WTP/33A712" as recorded in Official Records Book 4026, Page 1838, of the Public Records of Hillsborough County, Florida, also being the Southwesterly corner of the property as described in Official Records Book 14508, Page 1609, of the Public Records of Hillsborough County, Florida; 2) continue, N.28°37'40"E., 526.91 feet to the Northwest corner of said property described in Official Records Book 14508, Page 1609, of the Public Records of Hillsborough County, Florida; thence along the Northerly boundary of said property described in Official Records Book 14508, Page 1609, the following two (2) courses: 1) S.61°22'00"E., 387.27 feet to the POINT OF BEGINNING; 2) continue S.61°22'00"E., 216.73 feet; thence S.28°38'00"W., 5.00 feet; thence N.61°22'00"W., 195.89 feet; thence N.47°52'15"W., 21.42 feet to the POINT OF BEGINNING.

Containing 1,032 square feet, or 0.024 acres, more or less.

TOGETHER WITH a non-exclusive perpetual utility easement and the right of ingress and egress as created by and set forth in that certain Perpetual Utility Easement by and between Coram Deo Commercial Properties, Inc. and Pulte Home Corporation recorded in Official Records Book 15370, Page 584, of the Public Records of Hillsborough County, Florida.

ALSO TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

WATERSET (N.O.P.C. PARCEL)

DESCRIPTION: A parcel of land lying in Sections 23 and 26, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

Commence at the Northeast corner of said Section 26, run thence along the North boundary of the Northeast 1/4 of said Section 26, N.89°49'37"W., 291.90 feet to a point on the Westerly limited access right-of-way line for INTERSTATE HIGHWAY No. 75 (State Road No. 93), per Florida Department of Transportation Right-of-way Map Section No. 10075-2403, said point also being the POINT OF BEGINNING; thence along said Westerly limited access right-of-way line, S.33°52'13"W., 1553.99 feet to a point on the Northwesterly boundary of that property recorded in Official Records Book 15934, Page 1368, of the Public Records of Hillsborough County, Florida; thence along said Northwesterly boundary, the following twelve (12) courses: 1) N.56°07'47"W., 91.76 feet to a point on a curve; 2) Southwesterly, 615.95 feet along the arc of a curve to the right having a radius of 782.00 feet and a central angle of 45°07'47" (chord bearing S.56°26'07"W., 600.15 feet) to a point of tangency; 3) S.79°00'00"W., 430.00 feet to a point of curvature; 4) Westerly, 12.53 feet along the arc of a curve to the left having a radius of 968.00 feet and a central angle of 00°44'29" (chord bearing

S.78°37'45"W., 12.53 feet); 5) S.12°20'00"E., 42.95 feet; 6) S.77°40'00"W., 20.00 feet; 7) N.12°20'00"W., 42.95 feet to a point on a curve; 8) Southwesterly, 964.27 feet along the arc of said curve to the left having a radius of 968.00 feet and a central angle of 57°04'29" (chord bearing S.48°32'15"W., 924.89 feet) to a point of tangency; 9) S.20°00'00"W., 285.00 feet to a point of curvature; 10) Southwesterly, 1483.86 feet along the arc of a curve to the right having a radius of 2882.00 feet and a central angle of 29°30'00" (chord bearing S.34°45'00"W., 1467.53 feet) to a point of compound curvature; 11) Southwesterly, 674.81 feet along the arc of a curve to the right having a radius of 1432.00 feet and a central angle of 27°00'00" (chord bearing S.63°00'00"W., 668.59 feet); 12) S.13°30'00"E., 1209.98 feet to a point on the South boundary of the aforesaid Section 26; thence along said South boundary of Section 26, N.89°33'02"W., 834.58 feet; thence along a line lying 375.00 feet East of and parallel with the West boundary of said Section 26, the following (2) courses: 1) N.00°36'55"E., 2628.80 feet; 2) N.00°37'29"E., 2691.26 feet; thence along a line lying 375.00 feet East of and parallel with the West boundary of the Southwest 1/4 of the aforesaid Section 23, N.00°06'47"W., 2648.01 feet to a point on the North boundary of the Southwest 1/4 of said Section 23; thence along said North boundary of the Southwest 1/4 of Section 23, S.88°52'25"E., 2281.90 feet to the Northwest corner of the Southeast 1/4 of said Section 23; thence along the North boundary of said Southeast 1/4 of Section 23, continue S.88°52'25"E., 1552.16 feet; thence along the East boundary of the West 231.00 feet of the East 1/2 of said Southeast 1/4 of Section 23, S.00°15'20"W., 2656.81 feet to a point on the aforesaid North boundary of the Northeast 1/4 of Section 26; thence along said North boundary of the Northeast 1/4 of Section 26, S.88°49'37"E., 797.46 feet to the POINT OF BEGINNING.

Containing 504.533 acres, more or less.

ALSO TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

WATERSET REGIONAL SPORTS PARK

DESCRIPTION: A parcel of land lying in Section 26, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

COMMENCE at the Northeast corner of said Section 26, run thence along the North boundary of said Section 26, N.88°49'37"W., 291.91 feet to a point on the Westerly Limited Access Right-Of-Way line of INTERSTATE HIGHWAY NO. 75, according to Florida Department of Transportation right-of-way Map Section 10075-2403; thence along said Westerly Limited Access Right-Of-Way line the following three (3) courses: 1) S.33°52'13"W., 1553.99 feet to the POINT OF BEGINNING; 2) continue, S.33°52'13"W., 4520.97 feet to a point of curvature; 3) Southwesterly, 220.00 feet along the arc of a curve to the left having a radius of 7813.44 feet and a central angle of 01°36'48" (chord bearing S.33°03'49"W., 220.00 feet) to a point on the South boundary of the Southwest 1/4 of said Section 26; thence along said South boundary, N.89°33'02"W., 330.88 feet; thence N.13°30'00"W., 1209.98 feet to a point on a curve; thence Northeasterly, 674.81 feet along the arc of a curve to the left having a radius of 1432.00 feet and a central angle of 27°00'00" (chord bearing N.63°00'00"E., 668.59 feet) to a point of compound curvature; thence Northeasterly, 1483.86 feet along the arc of a curve to the left having a radius of 2882.00 feet and a central angle of 29°30'00" (chord bearing N.34°45'00"E., 1467.53 feet) to a point of tangency; thence N.20°00'00"E., 285.00 feet to a point of curvature; thence Northeasterly, 944.56 feet along the arc of a curve to the right having a radius of 968.00

feet and a central angle of 55°54'29" (chord bearing N.47°57'15"E., 907.53 feet); thence S.13°30'00"E., 42.95 feet; thence N.76°30'00"E., 20.00 feet; thence N.13°30'00"W., 42.95 feet to a point on a curve; thence Easterly, 32.24 feet along the arc of a curve to the right having a radius of 968.00 feet and a central angle of 01°54'29" (chord bearing N.78°02'45"E., 32.24 feet) to a point of tangency; thence N.79°00'00"E., 430.00 feet to a point of curvature; thence Northeasterly, 615.95 feet along the arc of a curve to the left having a radius of 782.00 feet and a central angle of 45°07'47" (chord bearing N.56°26'07"E., 600.15 feet); thence S.56°07'47"E., 91.76 feet to the POINT OF BEGINNING.

Containing 80.196 acres, more or less.

ALSO TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

WOLF CREEK BRANCH
(PARCEL 1)

All of Section 34, Township 31 South, Range 19 East, Hillsborough County, Florida, less and except right-of-way for 19th Avenue Northeast and Interstate 75.

Containing 627.497 acres, more or less.

AND ALSO TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL:

(PARCEL 2)

A fractional part of Section 27, Section 28, and Section 33, lying Easterly of the Atlantic Coast Line Railroad right of way Township 31 South, Range 19 East, Hillsborough County, Florida, more particularly described as follows:

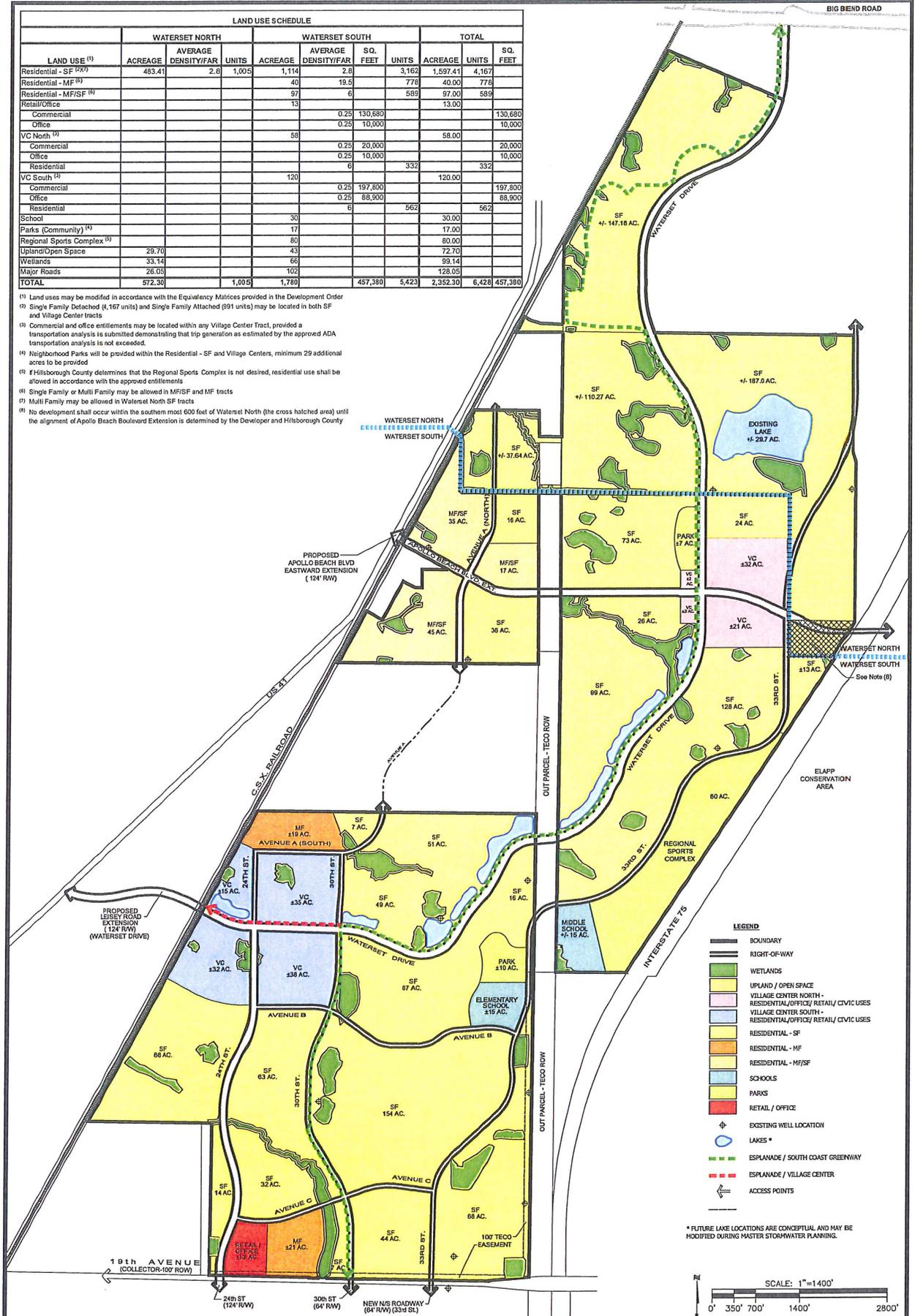
Commence at the Northeast corner of Section 33, Township 31 South, Range 19 East, Hillsborough County, Florida, for a point of beginning; thence South 00°00'46" East, on an assumed bearing of the Easterly boundary of said Section 33, a distance of 2571.10 feet; thence North 89°41'38" West, along the East and West quarter line of said Section 33, a distance of 2082.27 feet to a point on the Easterly right of way boundary of the A.C.L. Railroad; thence North 27°58'48" East, along said Easterly right of way line of A. C. L. Railroad, a distance of 2893.41 feet to a point on the line dividing Section 33 and Section 28; thence North 27°58'08" East, continuing along stated A. C. L. Railroad right of way line through Section 28 and into Section 27, a distance of 2973.55 feet; thence South 89°55'48" East, a distance of 4667.41 feet to a point on the Easterly boundary of said Section 27; thence South 00°01'05" East, along stated Easterly boundary of Section 27, a distance of 2629.17 feet to the Southeast corner of said Section 27; thence North 89°51'23" West, along the Southerly boundary of Section 27, a distance of 5354.99 feet to the Northeast corner of aforementioned Section 33 and point of beginning.

Containing 405.903 acres, more or less.

ALTOGETHER containing 2,353.438 acres, more or less.

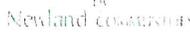
LAND USE SCHEDULE										
LAND USE (1)	WATERSET NORTH			WATERSET SOUTH			TOTAL			
	ACREAGE	AVERAGE DENSITY/FAR	UNITS	ACREAGE	AVERAGE DENSITY/FAR	SQ. FEET	UNITS	ACREAGE	UNITS	SQ. FEET
Residential - SF (RW)	483.41	2.8	1,005	1,114	2.8	3,162	1,597.41	4,167		
Residential - MF (R)				40	19.5	778	40.00	778		
Residential - MF/SF (R)				97	6	589	97.00	589		
Retail/Office				13			13.00			
Commercial					0.25	130,680				130,680
Office					0.25	10,000				10,000
VC North (2)				58			58.00			
Commercial					0.25	20,000				20,000
Office					0.25	10,000				10,000
Residential					6	332				332
VC South (2)				120			120.00			
Commercial					0.25	197,800				197,800
Office					0.25	88,900				88,900
Residential					6	562				562
School				30			30.00			
Parks (Community) (2)				17			17.00			
Regional Sports Complex (2)				80			80.00			
Upland/Open Space	29.70			43			72.70			
Wetlands	33.14			66			99.14			
Major Roads	26.03			102			126.03			
TOTAL	572.30		1,005	1,780		457,380	5,423	2,352.30	6,428	457,380

- (1) Land uses may be modified in accordance with the Equivalency Matrices provided in the Development Order
- (2) Single Family Detached (4,167 units) and Single Family Attached (91 units) may be located in both SF and Village Center tracts
- (3) Commercial and office entitlements may be located within any Village Center Tract, provided a transportation analysis is submitted demonstrating that trip generation as estimated by the approved ADA transportation analysis is not exceeded.
- (4) Neighborhood Parks will be provided within the Residential - SF and Village Centers, minimum 29 additional acres to be provided
- (5) If Hillsborough County determines that the Regional Sports Complex is not desired, residential use shall be allowed in accordance with the approved entitlements
- (6) Single Family or Multi Family may be allowed in MF/SF and MF tracts
- (7) Multi Family may be allowed in Waterset North SF tracts
- (8) No development shall occur within the southern most 600 feet of Waterset North (the cross hatched area) until the alignment of Apollo Beach Boulevard Extension is determined by the Developer and Hillsborough County



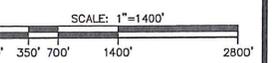
Dec 01, 2010 - 16:13:36 cadutil V:\2157\caddwa\215700038\Planning\04609_Waterset\000\REV12\04609-000-MPH_LSP12007.mxd

NOPC Consultant Team
 WilsonMiller, Inc.
 DPW/Planning
 Fowler, White, Boggs, PA
 Legal


 by

 Hillsborough County, Florida DRI #266

MAP H
MASTER DEVELOPMENT PLAN
 DECEMBER 2010

A Development of Regional Impact by

* FUTURE LAKE LOCATIONS ARE CONCEPTUAL AND MAY BE MODIFIED DURING MASTER STORMWATER PLANNING.

**EXHIBIT C
LAND USE EQUIVALENCY MATRIX**

**Waterset South
December 2010**

"A"	"B"				
	EQUIVALENT USES				
LAND USES THAT ARE TO BE TRADED	# OF SINGLE-FAMILY DETACHED DWELLING UNITS	# OF SINGLE-FAMILY ATTACHED DWELLING UNITS	# OF MULTI-FAMILY APARTMENTS	# OF SQ. FT. COMMERCIAL	# OF SQ. FT. OFFICE
ONE SINGLE-FAMILY DETACHED DWELLING UNIT	(1.00)	(1.80)	(1.40)	(182.00)	(118.00)
ONE SINGLE-FAMILY ATTACHED DWELLING UNIT	(0.48)	(1.00)	(0.74)	(87.00)	(56.00)
ONE MULTI-FAMILY APARTMENT	(0.67)	(1.31)	(1.00)	(121.00)	(78.00)
1000 SQ. FT. OF COMMERCIAL	(3.04)	(5.45)	(4.24)	(1.00)	(651.00)
1000 SQ. FT. OF OFFICE	(1.04)	(1.87)	(1.45)	(344.00)	(1.00)

* The calculations must always start in Column "A" and end in Column "B." Start in Column "A" at appropriate row; proceed horizontally, then vertically to the equivalent use in Column "B." The equivalent Column "B" land use is noted in the () at the intersection of the "traded land use" horizontal row, and the "equivalent uses" vertical column. For example, one Single Family Attached unit (Column "A", second row) can be traded into 87 sq. feet of Commercial. The intersection of the Single Family Attached unit row, and the Commercial column is 87 Sq. Feet.

There shall be no land use trade offs between the Waterset South and the Waterset North areas, as shown on Map H. In order to preserve the multi-use nature of this development, land use exchanges will be limited so that the following 35% minimum and maximum for each land use will be observed:

Use	Minimum	Approved	Maximum
Single-Family Detached Residential (du's)	1,992	3,065	4,138
Single-Family Attached Residential (du's)	644	991	1,338
Multi-Family Apartment (du's)	889	1,367	1,845
Commercial (sf)	226,512	348,480	470,448
Office (sf)	70,785	108,900	147,015

This matrix is based upon ITE Trip Generation, 7th Edition (2003).

**EXHIBIT C
LAND USE EQUIVALENCY MATRIX
Waterset North
December 2010**

"A" Equivalent Uses	"B" Land Uses to be traded	
Change From:	Single Family	Duplex, Single- Family Attached
Single Family	1	1.15
Duplex, Single- Family Attached	0.87	1

There shall be no land use trade offs between the Waterset South and the Waterset North areas, as shown on Map H. and Land use exchanges shall be limited to the following maximum and minimum development thresholds:

	Maximum	Minimum
Single Family	1,005 units	657 units
Duplex, Single- Family Attached	400 units	0 units

Additional Notes Relating to the LUTM:

1. Single family and Duplex, Single-Family Attached trade-off calculated based upon dwelling units.
2. Any proposed Land Use Exchange which results in an increase which creates a reasonable likelihood of additional impacts for potable water, wastewater treatment, or solid waste disposal in approved Revised Phase I, will require confirmation of utility service availability from Hillsborough County.

**EXHIBIT D
WATERSET NORTH TRIP CALCULATION TABLES**

Waterset North Trip Calculation Summary Table

Development Parcel	Total PM Peak Hour Trips	Internal Capture	Passerby Capture	Net External PM Peak Hour Trips
Waterset South	6,548	306	708	5,534
Waterset North	804	38	0	766
Total	7,352	344	708	6,300

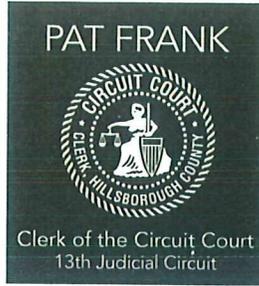
**Waterset North Residential Trips
per Southbend DRI #145 ADA Traffic Analysis**

	Projected Trips	Number of Units	Per Unit Rate	Units removed from Southbend	Trips
Projected Daily Trips ⁽¹⁾	16,845	2,072	8.13	1,005	8170.48
PM Peak In bound ⁽²⁾	1,057	2,072	0.51	1,005	512.69
PM Peak Out bound ⁽²⁾	601	2,072	0.29	1,005	291.51
Total PM Peak Trips ⁽²⁾	1,658	2,072	0.80	1,005	804.19
PM Peak Internal ⁽³⁾	79	2,072	0.04	1,005	38.32
PM Peak External ⁽³⁾	1,579	2,072	0.76	1,005	765.88
Total PM Peak Trips ⁽³⁾					804.19

⁽¹⁾ Southbend DRI #145 ADA Table 4

⁽²⁾ Southbend DRI #145 ADA Table 6

⁽³⁾ Southbend DRI #145 ADA Table 7



June 2, 2008

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

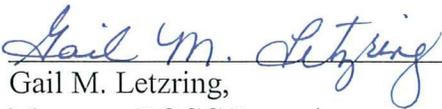
Re: Resolution No. R08-082 – Amended and Restated Development Order for the Wolf Creek Branch (DRI #266)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on May 13, 2008.

We are providing this original for your files.

Sincerely,

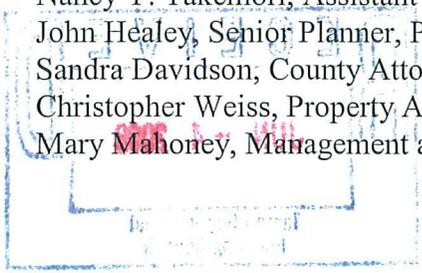

Gail M. Letzring,
Manager, BOCC Records

md

Certified Mail Receipt # 7003 3110 0004 4684 6654

Attachment

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



RESOLUTION NO. R08-082

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF
HILLSBOROUGH COUNTY, FLORIDA, AMENDING AND RESTATING
THE DEVELOPMENT ORDER FOR THE WOLF CREEK BRANCH
DEVELOPMENT OF REGIONAL IMPACT (DRI #266)

Upon Motion by Commissioner Norman, seconded by
Commissioner Sharpe, the following Resolution was adopted by a
vote of 6 to 0, Commissioner(s) _____,
_____ voting "No".

RECITALS

WHEREAS, on April 17, 1989, Magnolia Management Corporation, on behalf of the Corporation of the Presiding Bishop of the Church of Jesus Christ of Latterday Saints, a Utah corporation, filed with the Hillsborough County Board of County Commissioners an Application for Development Approval of a Development of Regional Impact ("DRI/ADA"), pursuant to the provisions of Section 380.06, Florida Statutes, on land legally described in Exhibit "A" attached hereto and incorporated herein by reference. The DRI/ADA, together with the associated Sufficiency Responses and all exhibits attached thereto or incorporated therein, all of which is on file with the Hillsborough County Planning and Growth Management Department and incorporated herein by reference, is referred to hereinafter as the "Application"; and

WHEREAS, said Application proposed construction of a RESIDENTIAL, COMMERCIAL and OFFICE PROJECT on approximately Six Hundred Twenty-Seven and Six-tenths (627.6) acres, located in South Hillsborough County, hereinafter referred to as "Wolf Creek Branch" or the "Project"; and

WHEREAS, on January 23, 1990, the Board of County Commissioners of Hillsborough County held a duly noticed public hearing on said Application and heard and considered testimony and other documents and evidence, received and considered the report and recommendation of the Tampa Bay Regional Planning Council, and solicited, received and considered reports, comments and recommendations from interested citizens, County agencies and the review and report of the Hillsborough County Administration; and

WHEREAS, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting on January 23, 1990, adopted Resolution Number R90-0031 that approved the Application with conditions, as set forth in the Wolf Creek Branch DRI Development Order (hereinafter referred to as the "Development Order"); and

WHEREAS, on March 15, 1990, the Tampa Bay Regional Planning Council ("TBRPC") filed an administrative appeal of the Wolf Creek Branch DRI Development Order pursuant to Section 380.07, Florida Statutes (1987); and

WHEREAS, on May 8, 1990, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution Number R90-0100 that approved a specific modification of Paragraph D.1.e of the Development Order to require commencement of physical development of Wolf Creek Branch within two years of the effective date of the amendment to the Development Order (hereinafter referred to as the "First Amendment"); and

WHEREAS, Magnolia Management Corporation commenced physical development of the Project in compliance with the terms of the Development Order and filed a Notification of a Proposed Change to a Previously Approved Development of Regional Impact that requested an extension of the date of buildout under the Development Order by four (4) years and eleven (11) months, and an amendment to the Project's phasing schedule; and

WHEREAS, on August 25, 1992, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution R92-0210 (hereinafter referred to as the "Second Amendment") that approved an extension of the date of buildout by four (4) years and eleven (11) months, and an amendment to the Project's phasing schedule such that Phase I encompasses the dates of 1990 through November 30, 2001, Phase II encompasses dates ranging from 1997 through November 30, 2008, and Phase III encompasses dates ranging from 2004 through January 23, 2015; and

WHEREAS, Property Reserve, Inc., a Utah corporation and wholly owned subsidiary of the Church of Jesus Christ of Latterday Saints acquired the Project by Special Warranty Deed dated November 14, 1991, and recorded November 26, 1991, at O.R. Book 6444, Page 1542 in the Public Records of Hillsborough County, Florida; and

WHEREAS, on December 10, 2002, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution R02-275 (hereinafter referred to as the "Third Amendment") that approved an extension of the buildout date for Phase I of the Project until November 30, 2007, revised the Map H Master Plan to reflect the extension of the timeframe in Phase I of the Project, extended the Development Order termination date to January 23, 2020, and extended the date by which Hillsborough County agrees not to downzone or reduce the intensity of the Project to January 24, 2020; and

WHEREAS, Corporation of the Presiding Bishop of the Church of Latter Day Saints, a Utah corporation sole, acquired the northwest expansion area of the Project by Warranty Deed dated April 29, 1991, and recorded on April 30, 1991 at O.R. Book 6257, Pages 28-29 in the Public Records of Hillsborough County, Florida; and

WHEREAS, NNP-Southbend II, LLC ("the Developer"), a Delaware limited liability company, acquired the northeast expansion area of the Project, by Special Warranty Deed dated October 14, 2004, and recorded October 15, 2004, at O.R. Book 14315, Pages 0435-437 in the Public Records of Hillsborough County, Florida and by Special Warranty Deed dated October 15, 2004, and recorded October 15, 2004, at O.R. Book 14315, Pages 0602-605 in the Public Records of Hillsborough County, Florida; and

WHEREAS, on December 12, 2006, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution R06-276 (the "Fourth Amendment"; hereafter references to the "Development Order" shall include the original Development Order as amended by the First, Second, Third and Fourth Amendments) that approved a substantial deviation that expanded the project area from 627.6 acres to 1,618.2 acres; an increase in residential units from 3,347 units to 4,505 units; an increase in office use from 100,000 square feet ("SF") to 108,900 SF and commercial use from 250,000 SF to 348,480 SF; and an amendment to the project phasing, to be developed as a single phase with a buildout date of 2018; and revised the termination date to December 31, 2025; and

WHEREAS, as a result of the approval of the Fourth Amendment the Wolf Creek Branch DRI (# 207) was renumbered as # 266; and

WHEREAS, NNP-Southbend II, LLC ("the Developer"), a Delaware limited liability company, acquired an additional 162 acres immediately west of the Project boundary ("the Expansion Area"), by Special Warranty Deed dated June 15, 2007, and recorded June 15, 2007, at O.R. Book 17857, Pages 496 in the Public Records of Hillsborough County, Florida; and

WHEREAS, on July 2, 2007, the Developer filed a second Substantial Deviation (hereafter "SD" or the "Substantial Deviation") with Hillsborough County, the TBRPC, the Florida Department of Community Affairs and other review agencies proposing the expansion of the project area from 1,618.2 acres to 1,780.1 acres and requesting an increase in residential units from 4,505 units to 5,423 units (the "Proposed Changes").

WHEREAS, on October 12, 2007, the Developer filed the Response to Comments on the SD (hereinafter referred to as the "Response to Comments") with reviewing agencies; and

WHEREAS, on December 21, 2007 the Developer filed a Second Response to Comments on the SD; and

WHEREAS, on February 11, 2008, the TBRPC found that the Developer had provided sufficient data to prepare a Final Report for the project pursuant to Subsection 380.06(10)(b), Florida Statutes; and

WHEREAS, the Proposed Changes shall constitute the fifth amendment to the Development Order; and

WHEREAS, the Board of County Commissioners has reviewed and considered the Proposed Changes, as well as all related testimony and evidence submitted by the Developer concerning the Proposed Changes; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Chapter 380, Florida Statutes, is authorized and empowered to consider the Proposed Changes and to amend the Development Order; and

WHEREAS, the Board of County Commissioners has held a duly noticed public hearing on the Proposed Changes to the Development Order and has reviewed and considered the Substantial Deviation, as well as all testimony and evidence submitted by certain parties and members of the general public; and

WHEREAS, Section 380.06, Florida Statutes, requires that a development order be amended to reflect the Board of County Commissioners' approval of changes to the approved Development Order.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, duly assembled, this 13th day of May, 2008:

A. FINDINGS OF FACT

The Board of County Commissioners, having received the above-referenced documents, and having received all related comments, testimony and evidence submitted by all persons and members of the general public, and having considered the provisions of Chapter 380, Florida Statutes, concerning substantial deviations, finds that there is substantial, competent, clear and convincing evidence to support the following findings of fact:

1. The Board of County Commissioners of Hillsborough County, the local government body having jurisdiction over the review and approval of said DRI pursuant to Section 380.06, Florida Statutes, as amended, held a duly noticed public hearing on the Proposed Changes on May 13, 2008, in accordance with the requirements of Chapter 380, Florida Statutes.

2. The authorized agent of the Developer for all purposes herein is Elizabeth Abernethy, WilsonMiller, Inc., 2205 N. 20th Street, Tampa, Florida 33605.

3. All applicable statutory and regulatory procedures have been adhered to.

4. A comprehensive review of the impacts generated by the Proposed Changes has been conducted by Hillsborough County, the TBRPC, the Florida Department of Community Affairs ("DCA"), and other participating agencies.

5. The Development Order for the Wolf Creek Branch Development of Regional Impact, including the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment thereto and the Proposed Changes do not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area and are consistent with the State Comprehensive Plan.

6. The Proposed Changes are consistent with all local land use development regulations and the local comprehensive plan.

7. The Proposed Changes are consistent with the report and recommendations of the TBRPC.

8. The Proposed Changes were determined to create certain additional regional impacts on transportation or other public facilities, and therefore those issues raised by the proposed change were subjected to additional development of regional impact review per Subsection 380.06 (19)(g), Florida Statutes.

B. CONCLUSIONS OF LAW

The Board of County Commissioners having made the above findings of fact, renders the following conclusions of law:

1. These proceedings have been duly conducted pursuant to the applicable law and regulations and, based upon the record of these proceedings, the Developer is authorized to conduct the Development as described herein, subject only to the terms and conditions of the Development Order, and the amendments, conditions, restrictions and limitations set forth herein (the Amended and Restated Development Order").

2. The review by the County, TBRPC, DCA, and other participating agencies and interested citizens concludes that the impacts of the Substantial Deviation are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes.

C. GENERAL PROVISIONS

Based on the above findings of fact and conclusions of law, it is ordered that the Substantial Deviation is approved subject to all terms and conditions of this Amended and Restated Development Order, and the Wolf Creek Branch DRI Development Order and incorporating the Substantial Deviation, be amended and restated as set forth below:

1. This Resolution shall constitute the Amended and Restated Development Order of Hillsborough County for the Wolf Creek Branch Development of Regional Impact.

2. The legal description set forth in Exhibit "A" is hereby incorporated into and by reference made a part of this Amended and Restated Development Order.

3. All provisions contained within the DRI/ADA and subsequent notices of proposed change shall be considered conditions of this Amended and Restated Development Order unless inconsistent with the terms and conditions hereof, in which case the terms and conditions of this Amended and Restated Development Order shall control.

4. The requirements of and conditions imposed by this Amended and Restated Development Order shall constitute regulations or restrictions which restrict the development of the real property. Following the adoption of this Amended and Restated Development Order, all plans for development on the referenced property shall be consistent with the conditions and restrictions recited herein. Such regulations and restrictions shall be binding upon all successors in interest to any of the parties hereto, including any entity which may assume any of the responsibilities imposed on the Developer by this Amended and Restated Development Order. It is understood that any reference herein to any governmental agency shall be construed to include any future instrumentality which may be created or designated as successors in interest to or which otherwise possesses any of the powers and duties of any branch of government or government agency.

5. If the Board of County Commissioners determines that any development on an individual tract or increment is not in substantial compliance with the Amended and Restated Development Order or any other provisions thereof are not complied with, all development on that increment or tract shall cease until the development activity in question is brought into compliance with the Amended and Restated Development Order.

6. The definitions contained in Chapter 380, Florida Statutes, shall govern and apply to this Amended and Restated Development Order.

7. In each instance in this Amended and Restated Development Order where the Developer is responsible for ongoing maintenance of facilities on the real property, the Developer may transfer any or all of his responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County and/or other agencies having jurisdiction, concurrent or otherwise, now or later, upon determination that the entity in question can and will

be responsible to provide maintenance as required in this Amended and Restated Development Order, which approval shall not be unreasonably withheld.

8. In the event that any portion or section of this Amended and Restated Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Amended and Restated Development Order, which shall remain in full force and effect.

9. Whenever this Amended and Restated Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected government agencies and departments as are or may be designated by the Board of County Commissioners of Hillsborough County to review developments set forth under applicable laws and rules governing Developments of Regional Impact.

10. Development activity constituting a substantial deviation from the terms or conditions of this Amended and Restated Development Order as defined by the criteria of Subsection 380.06(19), Florida Statutes, or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other type of regional impact not previously reviewed by Hillsborough County and TBRPC, shall result in further development of regional impact review pursuant to Section 380.06, Florida Statutes.

11. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Amended and Restated Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Amended and Restated Development Order. In the event of a deviation, the County Administrator may issue a notice of such noncompliance to the Developer, or the County Administrator may immediately recommend that the Board of County Commissioners establish a hearing to consider such deviations.

12. The Developer shall file an annual report in accordance with Subsection 380.06(18), Florida Statutes, and appropriate rules and regulations. The report shall be submitted on Florida Department of Community Affairs Form BLWM-07-85, as amended. Such report shall be due on the anniversary of the date of adoption by the Board of County Commissioners of this Amended and Restated Development Order for each following year until and including such time as all terms and conditions of this Amended and Restated Development Order are satisfied. Such report shall be submitted to the Hillsborough County Planning and Growth Management Department, which shall, after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Amended and Restated Development Order. The Developer shall be notified of any Board of County Commissioners' hearing wherein such report is to be reviewed. The receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Amended and Restated Development Order. This report shall contain:

a. The information required by the State Land Planning Agency to be included in the Annual Report, which information is described in the Rules and

Regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and

b. A description of all development activities proposed to be conducted under the terms of this Amended and Restated Development Order for the year immediately following the submittal of the Annual Report; and

c. A statement listing all Applications for Incremental Review required pursuant to this Amended and Restated Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the Annual Report; and

d. A statement setting forth the name(s) and address(es) of any successors or assigns to this Amended and Restated Development Order; and

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

13. The provisions of this Amended and Restated Development Order shall not be construed as a waiver of or exception to any rule, regulation or ordinance of Hillsborough County, its agencies and commissions; and, except as otherwise provided herein, to the extent that further review is provided for in this Amended and Restated Development Order or required by Hillsborough County, said review shall be subject to all applicable rules, laws, regulations and ordinances in effect at the time of the review.

14. This Amended and Restated Development Order shall become effective upon the date of transmittal to the parties specified in Subsection 380.07(2), Florida Statutes, as amended.

15. The Developer has elected, pursuant to Subsection 380.06(5)(c), Florida Statutes, to be bound by the provisions of Chapters 403 and 373 and each Chapter's respective implementing rules and regulations in effect as of the effective date of this Amended and Restated Development Order. Accordingly, to the extent that the provisions of Subsection 380.06(5)(c), Florida Statutes, affect the determination as to which laws, rules or regulations are applicable to the Development, said determination shall apply, notwithstanding any condition in this Amended and Restated Development Order to the contrary.

D. SPECIFIC CONDITIONS

1. Development Schedule and Deadlines:

Development of Wolf Creek Branch shall proceed in accordance with the following development schedule. The various uses can be traded based upon external trip generation allowing flexibility for the exact use mix. That is, the mix of multi-family residential units, single-family residential units, office and commercial square footage may vary with the trade-off for such uses as provided in the DRI/ADA and summarized in the matrix attached as Exhibit "C". The transportation impacts of the proposed trade-offs will be subject to review and approval by Hillsborough County to ensure the number of external trips will not be exceeded. Any proposed Land Use Exchange which creates a reasonable likelihood of additional impacts for potable water, wastewater treatment, or solid waste disposal will require confirmation of

utility service availability from Hillsborough County. The Developer will notify the Tampa Bay Regional Planning Council and the Florida Department of Community Affairs of any/all land use conversion requests a minimum of 14 days prior to approval by Hillsborough County. Commercial and office entitlements may be located within any Village Center Tract, provided that a transportation analysis is submitted for review and approval to Hillsborough County and TBRPC demonstrating that trip generation as estimated by the approved ADA transportation analysis is not exceeded by relocating the entitlements from the specified tract as shown on Map H, dated September 2007, and attached hereto as Exhibit "B".

**TABLE 1
WOLF CREEK BRANCH DRI
PROPOSED DEVELOPMENT SCHEDULE***

Land Use	Total (One Phase 2006-2018)
Residential (dwelling units)	
Single Family Detached	3,065
Single Family Attached	991
Multifamily	1,367
Total	5,423
Commercial/Office (sq. ft.)	
Commercial	348,480
Office	108,900
Total	457,380
Schools	
Elementary School	1
Middle School	1
Total	2
Recreation (acres)	
Regional Sports Complex	80
Parks	46
Total	126

* Land Uses may be modified based on the approved Land Use Equivalency Matrix.

a. The physical development of Wolf Creek Branch shall begin within two years of the effective date of the First Amendment to the Development Order, Resolution R90-100. **[Compliance with this section has been met pursuant to Findings of Fact in the "Second Amendment", Resolution R92-0210]**

b. This Development Order shall remain in effect for a period up to and including December 31, 2025 **[Date modified on December 12, 2006 pursuant to Hillsborough County Board of County Commissioners Resolution R06-276, the "Fourth Amendment"]**. No new construction shall commence after expiration of the Amended and Restated Development Order except as authorized pursuant to an amendment of this Amended and Restated Development Order. Any development activity for which plans have been submitted to the County for its review and approval prior to the buildout date of this Amended and Restated Development Order may be completed in accordance with the requirements of the Amended and Restated Development Order, if approved. This Amended and Restated Development Order may be extended by the Board of County Commissioners of Hillsborough County on the

finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County, TBRPC and the DCA a minimum of thirty (30) days prior to the expiration date of this Amended and Restated Development Order.

c. This Development shall not be subject to downzoning or intensity reduction until December 31, 2025 [Date modified on December 12, 2006 pursuant to Hillsborough County Board of County Commissioners Resolution R06-276, the "Fourth Amendment"], unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Amended and Restated Development Order have occurred, or the Amended and Restated Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by the local government to be essential to the public health, safety or welfare.

2. Transportation:

a. Proportionate Share and Mitigation to be Provided. The Developer's proportionate-share mitigation dollar amount for the traffic impacts of this Project, calculated using FDOT District 7 Roadway Costs per Centerline Mile (Revised November 2005), has been determined to be eighty-three million, fourteen thousand, seven hundred forty and 11/100 dollars (\$83,014,740.11) (the "Proportionate Share"). The Developer shall mitigate for the traffic impacts of the Development by providing the transportation improvements listed herein, which shall be conditions of approval, and which shall be provided regardless of cost.

b. Thoroughfare Roads. The roadways listed in Table 2 shall be constructed by the Developer commensurate with development of adjacent tracts, and shall be completed prior to the earlier of: (1) issuance of building permits for 2,800 residential units or the equivalent thereof based on ITE PM peak hour traffic generation rates; and (2) December 31, 2014.

c. Funding commitments for thoroughfare roadway improvements will be required commensurate with final plat submittal for adjacent development.

**TABLE 2
WOLF CREEK BRANCH DRI
THOROUGHFARE ROAD IMPROVEMENTS**

Roadway	From	To	General Improvement	Urban/Rural Design
Leisey Road/ Waterset Drive	US-41	Northern Wolf Creek DRI Boundary (Southbend DRI)	New 2 lane Road	Urban
24th Street	19 th Avenue	Avenue A	New 2 lane Road	Urban
30th Street	19 th Avenue	Avenue A	New 2 lane Road	Urban
33rd Street/ Covington Garden Drive	19th Avenue	Northern Wolf Creek DRI Boundary (Southbend DRI)	New 2 lane Road	Urban

Avenue A South	24 th Street	Northern Boundary of the southern section of the Wolf Creek DRI	New 2 lane Road	Urban
Avenue A North	Southern Boundary of the northern section of the Wolf Creek DRI	Northern Wolf Creek DRI Boundary	New 2 lane Road	Urban

d. Regional Network Improvements. The following regional network improvements shall be constructed by the Developer:

(i). Big Bend Road Improvements:

a. The Developer shall begin design and permitting of the improvements for Big Bend Road from Waterset Drive to the I-75 northbound ramps within 24-months of the effective date of this Development Order. The scope of work for the project engineer responsible for the design of the improvements shall be approved by the County and shall include the following: widen eastbound Big Bend Road from 2-lanes to 3-lanes from Waterset Drive to the I-75 northbound ramps; widen westbound from 2-lanes to 3-lanes from the new SB off-ramp (Project No. ii) at I-75 to Waterset Drive; and shall also include without limitation all access modifications, closings, traffic signalization changes, turn lanes, intersection improvements and modifications on Old Big Bend Road, Big Bend Road and/or Kings Lake Drive necessary to accommodate the required road widening improvement.

b. If it is determined that additional right-of-way is necessary for the Improvements, the Developer shall provide to the County, at the Developer's sole cost and expense, the documents necessary to enable the County to obtain a resolution allowing it to acquire the right-of-way and other property interests necessary for the construction of the Road Improvements, including: sixty percent (60%) project construction plans (or better); one-hundred percent (100%) right of way maps; legal descriptions and parcel sketches; a map of survey and location; one-hundred percent (100%) maintained right of way maps, if any; and a project design and environmental analysis which includes an analysis of alternative alignments, pond sites, environmental factors, safety considerations, costs and the long range area plan. The Developer and the County shall work cooperatively during this planning and mapping process with the intent of insuring that the documents to be produced will be satisfactory to the County. The Developer's obligation to provide such documents shall not be deemed satisfied until such documents have been approved by the County, which approval shall not be unreasonably withheld. Hillsborough County agrees to utilize its powers of eminent domain to acquire right-of-way, if necessary, upon the execution of a collateral agreement between the Developer and the County specifying

the duties of each party. All costs and expenses attributable to acquiring the right of way, including without limitation legal, engineering and design costs and expenses, shall be paid by the Developer.

c. Construction will commence within 6-months following receipt of approval of all permits necessary for construction and completion of right-of-way acquisition. Construction shall be completed within 12-months of commencement of construction. The Developer shall be limited to building permits for up to 1,935 residential units, or the equivalent thereof based on ITE PM peak hour traffic generation rates, prior to commencement of construction of said improvements.

(ii). I-75 Southbound Exit Ramp at Big Bend Road

a. The Developer shall design, permit and construct an exit ramp from southbound I-75 to westbound Big Bend Road, in accordance with pending Interchange Modification Report ("IMR") and Project Development and Environment study ("PD&E") currently being prepared by FDOT. Final Design will commence within 24-months of approval of the IMR. Improvements will include: two-lane wide, asphalt paved, exit ramp and associated improvements; removal of the existing southbound I-75 exit ramp westbound movement to Big Bend Road and associated improvements; modifications to the existing traffic signal; removal and/or realignment of existing frontage road on north side of Big Bend Road from I-75 to the County Maintenance Facility.

b. If it is determined that additional right-of-way is necessary for the Improvements, the Developer shall provide to the County, at the Developer's sole cost and expense, the documents necessary to enable the County to obtain a resolution allowing it to acquire the right-of-way and other property interests necessary for the construction of the Road Improvements, including: sixty percent (60%) project construction plans (or better); one-hundred percent (100%) right of way maps; legal descriptions and parcel sketches; a map of survey and location; one-hundred percent (100%) maintained right of way maps, if any; and a project design and environmental analysis which includes an analysis of alternative alignments, pond sites, environmental factors, safety considerations, costs and the long range area plan. The Developer and the County shall work cooperatively during this planning and mapping process with the intent of insuring that the documents to be produced will be satisfactory to the County. The Developer's obligation to provide such documents shall not be deemed satisfied until such documents have been approved by the County, which approval shall not be unreasonably withheld. Hillsborough County agrees to utilize its powers of eminent domain to acquire right-of-way, if necessary, upon the execution of a collateral agreement between the Developer and the County specifying the duties of each party. All costs and expenses attributable to acquiring the right of way, including without limitation legal, engineering and design costs and expenses, shall be paid by the Developer.

c. Construction will commence within 6-months following receipt of approval of all permits necessary for construction and completion of right-of-way acquisition. Construction shall be completed within 24-months of commencement of construction. The Developer shall be limited to building permits for up to 3,200 residential units or the equivalent thereof based on ITE PM peak hour traffic generation rates, prior to commencement of construction of said improvements.

(iii). Apollo Beach Boulevard Improvements

a. The Developer shall design, permit and construct Apollo Beach Boulevard as a new 4-lane road or a new 2-lane one-way couplet utilizing an urban design standard. The Developer shall connect the extension of Apollo Beach Boulevard from US 41 to the I-75 overpass to be constructed by the Developer as set forth in the following paragraph. Construction of the improvements described in this paragraph shall be completed prior to the earlier of: (1) issuance of building permits for 2,800 residential units or the equivalent thereof based on ITE PM peak hour traffic generation rates; or (2) December 31, 2014.

b. The Developer shall design, permit and construct the Apollo Beach Boulevard I-75 overpass. The overpass shall be constructed as a 4-lane facility connecting the extension of Apollo Beach Boulevard to the west of I-75, as described in the preceding paragraph, with the western extension of CR 672 (Balm Road) located within the Belmont subdivision, which is to the east of I-75. The road constructed to the east of the overpass shall be a four lane urban road. The Developer shall commence construction of this improvement prior to earlier of: (1) the issuance of more than 2,800 residential building permits; or (2) the equivalent thereof based on ITE PM peak hour traffic generation rates. Construction shall be completed within 18-months of commencement of construction.

e. Intersection Improvements

(i). The following intersection improvements will be constructed by the Developer:

**TABLE 3
WOLF CREEK BRANCH DRI
INTERSECTION IMPROVEMENTS**

Intersection	Improvement
19th Ave. and 24th Street	Signalize, EB & SB left turn lane, WB & SB right turn lane
19th Ave. and 30th Street	Signalize, EB & SB left turn lane, WB & SB right turn lane
19th Ave. and 33rd Street	Signalize, EB & SB left turn lane, WB & SB right turn lane
US 41 and Leisey Road/ Waterset Drive	Signalize, EB left turn lane, SB left turn lane, NB right turn lane

Apollo Beach Boulevard and US 41	Additional turn lanes: (1) EB exclusive through travel lane on Apollo Beach Boulevard at US Hwy 41; (2) WB left turn lane (expandable to dual lefts), a through travel lane, and a right turn lane (with additional dedicated right-of-way for dual right turn lane) on the Apollo Beach Boulevard extension at US Hwy 41; (3) SB dual turn lanes on US Hwy 41 at Apollo Beach Boulevard; and (4) NB right turn lane on US Hwy 41 at Apollo Beach Boulevard.
US 41 and Big Bend Road	Either an additional westbound left turn lane (result in triple left) or increase in the storage of the existing northbound right turn lane storage on US Hwy 41 at Big Bend Road

(ii). Turn lane improvements as shown in Table 3 will be provided at time of construction of adjacent project access roads.

(iii). Traffic Signals as shown in Table 3 will be provided when warranted. Annually, for inclusion in the annual report, the Developer shall complete an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified. Should it be determined that a warrant study is required; the Developer shall provide same in the annual report. Furthermore; if a traffic signal is warranted, and the results are approved by Hillsborough County, then the Developer shall submit 100% signal design plans to Hillsborough County within 180 days of Hillsborough County approval. Construction of the traffic signal shall commence within 120 days of approval of the final signal plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is warranted, then the developer shall comply with the timing schedule described above.

f. Roadway alignments are conceptually depicted on Map H, dated September 2007, and attached hereto as Exhibit B.

g. All roadway plans shall be submitted for review and approval by Hillsborough County at the 30%, 60%, 90% and 100% complete stage. If Hillsborough County does not complete its review within thirty (30) days after each submittal, the County's review time shall be added to the time allowed for completion of the Required Design as provided herein.

h. Buildings within the Development shall be subject to the adopted Consolidated Impact Assessment Program Ordinance (the "Impact Fee Ordinance"), as it may be amended from time to time. Any impact fee offsets recognized for eligible improvements and/or contributions will be determined in accordance with the Impact Fee Ordinance. Nothing herein shall be construed as a waiver of Developer's right to contest the validity of the Impact Fee Ordinance, the impact fees assessed thereunder, or the offsets to be provided.

i. Monitoring. An annual monitoring program will be started upon completion of 1,000 dwelling units. This annual monitoring report will be reported as part of the annual report referenced, and will continue until buildout. The annual reports shall provide information regarding the total development which has been permitted and its

equivalent in trips, and shall project the development/trips anticipated for the next two years. The monitoring program will record driveway volumes in the evening peak hour and on a daily basis. If the driveway volumes exceed those projected in the DRI/ADA by more than 15%, a new traffic analysis consistent with Section 380.06, F.S. will be required. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis. The monitoring program shall consist of weekday PM peak hour directional counts from 4:00 to 6:00 PM, with subtotals at 15-minute increments at all project entrance driveways with public roadways (including U.S. 41, 19th Avenue, Big Bend Road and Apollo Beach Boulevard east of I-75). Turns to and from the project entrances shall be counted. The sum of the project entrance trips will be totaled in 15-minute increments and the highest four consecutive 15 minute totals will be summed to determine the project's total PM peak hour traffic volume. This total will include net external trips, diverted trips, and pass-by trips of the Wolf Creek Branch DRI development. The total PM peak hour project traffic is estimated to be 5,534 net external, 708 pass-by and 306 internal trips for a total of 6,550 trips.

The required monitoring data shall be included in each annual report. If the monitoring results demonstrate that the project is generating more than fifteen (15) percent above the number of trips estimated in the original analysis or an annual report is not submitted within 30 days of its due date, the County shall issue no further development permits and may conduct a substantial deviation determination pursuant to Subsection 380.06(19), F.S. The County may amend the Amended and Restated Development Order to change or require additional roadway improvements.

j. 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, strike, civil commotion, natural disaster or other event beyond Developer's control, then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Amended and Restated Development Order shall be interrupted or delayed in connection with the necessary governmental approvals from the construction of the Pipeline Improvement and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof.

k. Transit Amenities. The Developer shall provide transit amenities which may include but shall not be limited to a park and ride location that can accommodate buses, bicycles, vanpools, and carpools to be specified in the approved zoning conditions.

3. Wetlands:

a. Any activity interfering with the integrity of wetlands, such as clearing, excavating, draining or filling, without written authorization from the Director of the Environmental Protection Commission or his designated agent, pursuant to Section 17

of the Hillsborough County Environmental Protection Act and of Chapter 1-11, Rules of the Environmental Protection Commission shall be prohibited.

b. The portions of Wolf Creek Branch which meet the definition of preservation and/or conservation area as defined by Policies 10.1.2 and 10.3.1 of the Tampa Bay Regional Planning Council's Future of the Region (the "FRCRPP"), shall be so designated and their ultimate disposition indicated on the revised General Development Plan submitted to Hillsborough County for Planned Development approval. The Developer shall provide a buffer zone, in accordance with applicable local and state regulations, around all preservation and conservation areas to provide an upland transition into the wetland areas and to protect the natural systems from development impact. No dredging, filling or development activities shall be allowed within the preservation areas except to provide cross-access between the tracts within the development and between the development and property adjoining the development, as provided in the zoning conditions, and shall be subject to approval of the Environmental Protection Commission of Hillsborough County.

c. All modifications to on-site wetlands shall be carried out so as to substantially maintain existing natural hydroperiods, normal pool elevations and seasonal high water elevation pursuant to applicable local, State and Federal regulations, and as permitted by the Florida Department of Environmental Protection ("DEP") and the Southwest Florida Water Management District ("SWFWMD"). Documentation that the proposed modifications meet regulatory and permitting criteria shall be reported as part of each annual report beginning with commencement of construction or site clearing activity and continuing for three years following build-out.

d. Existing conservation area wetlands which are permitted to be altered or eliminated should be used as donor material for re-vegetation of mitigation areas where feasible.

e. All mitigation areas and littoral shelves shall be monitored quarterly for a period of one year and semi-annually for the next three years. Monitoring shall include species diversity composition, spreading (regeneration) and exotic species encroachment. Additional planting shall be required to maintain an 85 percent survival of planted species at the end of the three-year monitoring period.

f. Monitoring of wetlands and wetlands hydroperiods shall be performed by the Developer and a report thereof, including any significant adverse alterations to wetlands hydroperiods, shall be part of the annual report. If it is apparent to applicable regulatory agencies that preservation/conservation areas are being adversely affected beyond that predicted in the ADA, due to project development activities, Hillsborough County, and/or the applicable regulatory agency, shall notify the Developer and shall direct the development activity which is causing such adverse affects to cease until remedial measures have been taken to correct the hydroperiod imbalance. Documentation that required remedial measures have been implemented shall be provided in the annual report, if applicable.

g. All wetland losses shall be mitigated in accordance with Chapter 62-345 F.A.C., Uniform Mitigation Assessment Method elsewhere on-site. Mitigation for wetland losses shall be implemented prior to or concurrent with any wetland disturbance.

h. In order to protect the natural values of preserved/conserved wetland areas, prior to development approval for each increment or phase, the Developer shall submit a wetland/lake management plan to TBRPC for review and to Hillsborough County, DEP and SWFWMD for approval. The plan shall address but not be limited to, wetlands to be preserved, proposed wetland/lake alteration, control of exotic species, mitigation of lost wetlands, control of on-site water quality, and methods for wetlands restoration/enhancement.

i. To minimize further fragmentation of the wetland W2 system, con spans or large box culverts will be utilized for the roadway crossing.

4. Flood Plains and Disaster Preparedness:

a. The Developer shall, in conjunction with the applicable state and local agencies, establish a Comprehensive Emergency Management Plan (CEMP) for the safe evacuation and re-entry/recovery of residents and employees from the project upon issuance of all hurricane evacuation orders. The plan shall include a hazards analysis to identify the following: estimated population at risk (e.g. families, elderly); hurricane evacuation routes and shelter space; regulatory finished floor elevations and potential flood elevations; flood zone (some wave action may exist); number of structures by type of structure in the flood zone; minimum elevations with which the site will be built (the design flood elevation) including the differential between the design flood elevation and storm surge elevation; define how various evacuation orders will be met without causing confusion within the boundaries of the project; and shall include information regarding the Community Emergency Response Team (CERT) training available through the Citizen Corps Council which includes the following: Disaster Preparedness, Fire Safety, Disaster Medical Operations, Light Search and Rescue, Disaster Psychology, Terrorism, and provide all the flood zones for the development and the potential areas of wave action for category B, C, D, and E evacuation prior to or concurrent with construction plan approval which is to be used with construction plan and building plan approval. The plan shall be implemented by the property manager and/or the homeowners' association board of directors or their designees. Specific responsibilities within the plan may be assigned to individual committees or management entities at the discretion of the property manager or homeowners' association board of directors. The plan shall be provided to Hillsborough County, and disaster preparedness officials for approval and TBRPC for review, prior to first construction plan approval.

b. There shall be no impervious surfaces constructed within the 25-year flood plain, except minimal, properly permitted and mitigated intrusions for necessary roadways or easements.

c. Base floor elevations for all roadway accesses to residential areas shall be at or above the 100-year floodplain elevation. Base floor elevations for all habitable structures shall be at or above design flood elevation.

d. The Developer shall promote awareness of hurricane/flooding hazard, preparedness and hazard mitigation through public information, community Intranet, neighborhood association newsletters, model homes, commercial/office buildings, etc. The hurricane shelter list shall be updated annually.

e. The Developer shall provide mitigation for hurricane shelter space for the total shelter demand of 1,742 as shown in revised Table 23-1 at a cost of \$129.00 per space. The Developer shall pay the fee of \$224,718.00 prior to first construction plan approval. The Developer shall also have the option to reduce the fee by providing private shelter space within the community, subject to approval of the Hillsborough County Office of Emergency Management.

5. Soils:

a. The soil conservation measures referenced in the first SD (Fourth Amendment) on Pages 14.3, 15.4, and 15.5, at a minimum, shall be implemented.

b. The methods referenced in Pages 15.2 and 15.3 of the first SD (Fourth Amendment) to overcome problems associated with particular on-site soil types shall be implemented.

6. Air Quality:

a. Hillsborough County reserves the right to require mitigation measures or revision of the Master Plan to alleviate any potential impacts of the project on ambient air quality expected from any changes to the project which cause additional regional impact pursuant to Subsection 380.06(19), Florida Statutes.

b. The Developer shall, at minimum, implement the measures to reduce erosion, fugitive dust and air emissions referenced on First Sufficiency Response page 22.1 of the first SD (Fourth Amendment).

7. Natural Vegetation and Wildlife:

a. Should any species which are listed in Section 39-27.003-005, Florida Administrative Code, be observed frequenting the site for nesting, feeding or breeding, proper protection/mitigation measures as required by applicable law, shall be employed immediately by the Developer in cooperation with the Florida Fish and Wildlife Conservation Commission ("FWCC").

b. Representative tracts of the pine-mesic oak forest and live oak hammock communities, listed on pages 12-4 and 18-1 of the SD, shall be designated on the Master Site Plan and preserved on-site in a manner which will protect or enhance their continued natural function and value. These tracts should be located contiguously in order to maximize their natural value.

c. Prior to the issuance of detailed site plan approval or Land Alteration permits, the developer shall stipulate to the satisfaction of Hillsborough County the manner by which any onsite gopher tortoise colonies shall be preserved or relocated. Copies of any required permits relative to any on-site gopher tortoise population shall be provided to Hillsborough County and TBRPC. An acceptable plan detailing how the gopher tortoise population will be accommodated, protected and monitored shall be submitted to Hillsborough County, the FWCC and TBRPC. The plan shall be submitted prior to any clearing activities or building permits. If no suitable habitat is available for relocating the tortoises, the applicant will submit an application for approval of an

Incidental Take Permit to the appropriate agencies prior to initiation of construction as required.

d. 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 seven boxes as shown on Exhibit 2 of the August 2005 Kestrel Survey, SD. The nest boxes shall be designed, constructed and installed in accordance with FWCC Guidelines. The nest boxes shall be maintained by the Developer or its assigns during the life of this Development Order. [*The boxes were installed in December, 2007*].

e. Within six months of approval of this Development Order, the Developer shall enter into an agreement with TECO for the ability to maintain the power line right-of-way through the community. A copy of said agreement shall be submitted to Hillsborough County. The right-of-way shall be maintained by the Developer or its assigns during the life of this Development Order. If an agreement between TECO cannot be reached within six months of approval of this Development Order, the Developer shall provide an alternative plan to provide kestrel preservation per the Land Development Code of Hillsborough County. This plan must be submitted and approved by Hillsborough County and the FWCC prior to any land alteration permit approval. If the maintenance agreement with TECO expires, the Developer, or the entity responsible for the management plan at that time, will submit an alternate method of compliance to the County. The alternative method shall be in accordance with the applicable provisions of the Land Development Code. [*The maintenance agreement was submitted on March 22, 2007*].

f. Within 90-days of approval of this Amended and Restated Development Order, an Upland Management Plan shall be submitted to Hillsborough County for review and approval. The plan shall include provisions related to the timing and frequency of restoration and maintenance activities and provisions for monitoring of said activities. Implementation of the plan shall be initiated prior to commencement of construction. Status of implementation measures and monitoring of the plan shall be reported in the annual report. [*The plan was submitted and approved in August, 2007*].

g. Prior to initiation of construction, the Developer shall review the locations of nearby rookery locations and wood stork information as obtained from the "Florida Atlas of Breeding Sites for Herons and Their Allies" (1991) and recent monitoring reports by Audubon of Florida and coordinate with the USFWS. The information shall be submitted to FWCC for review and coordination prior to final site plan approval.

h. Pre-construction breeding season surveys for Florida sandhill cranes shall be conducted within all wetlands suitable for nesting to identify and avoid potential impacts. If nests are identified, the FWCC shall be contacted for consultation and review concerning conservation measures.

i. The required upland habitat protection for kestrels within the Elsberry expansion area was fully satisfied through off-site preservation in the form of a monetary contribution to the Hillsborough County Local Habitat Mitigation Bank.

8. Historical and Archaeological Sites:

The discovery of any significant historical or archaeological resources during development activities shall be reported immediately to the Florida Division of Historical Resources. The disposition of such resources shall be determined in cooperation with the Division of Historical Resources and the Hillsborough County Historic Resources Review Board. Any activity disturbing such resources shall cease until the disposition of such resources has been determined.

9. Utilities: Water Supply and Wastewater Treatment:

a. The Developer shall be responsible for maintenance of all on-site water and wastewater facilities unless dedicated to Hillsborough County.

b. The Developer shall be responsible for off-site expansion of the water distribution and wastewater collection systems, if any, including any oversizing that may be required for project hook-up as provided in the Future of Hillsborough Comprehensive Plan.

c. Disposal of hazardous waste, as defined by applicable regulations, into the sewer system is prohibited.

d. The selection of spray irrigation sites for Wolf Creek Branch shall be based on a complete analysis of the treated effluent and a detailed hydrogeological analysis of the sites to determine the potential for groundwater contamination from any hazardous waste or other pollutants. A groundwater monitoring program may be required in the event of on-site wastewater treatment and disposal.

e. The Developer shall pursue with Hillsborough County private interest cost-sharing in the construction of any needed new or expanded wastewater treatment facilities to serve Wolf Creek Branch and future surrounding development prior to seeking approval of a project specific interim wastewater treatment plant.

f. Should an interim wastewater treatment plant be proposed, it shall be subject to review and approval under applicable regulations of Hillsborough County in effect at the time of such application. The interim wastewater treatment plant shall only be located where a detailed hydrogeological analysis of the site determines low potential for groundwater contamination. In addition, a timetable, plan and system of standards shall be developed whereby Wolf Creek Branch will connect to regional wastewater facilities and close down its interim wastewater treatment plant.

g. The Developer shall be required to take back effluent utilizing a functional recovered water system capable of taking back an amount of effluent appropriate to the development in accordance with any uniformly applicable Hillsborough County Ordinance or Policy in effect at the time of detailed site plan approval.

h. Wolf Creek Branch sewer lines shall be monitored for leaks and ruptures once every three (3) years until such time as said lines are dedicated to Hillsborough County. The entity(ies) to carry out the monitoring shall be the Developer or its assigns. Faulty lines shall be replaced as quickly as possible.

i. Hillsborough County will provide, operate and maintain water service for each phase of the development.

j. An acceptable water use plan (potable and non-potable) shall be submitted to Hillsborough County, SWFWMD and the TBRPC for their approval prior to issuance of any project construction permits. The plan shall include at minimum:

(i) A phased estimate of the potable and non-potable water demands of Wolf Creek Branch.

(ii) Monitoring requirements to protect surface and groundwater resources from project development such as an interim wastewater treatment plant and percolation ponds, the stormwater drainage system, wastewater reuse and / or irrigation wells.

(iii) Xeriscape provisions.

(iv) Well protection, pumping and abandonment requirements.

(v) Non-potable use and source provisions including discussion of any reuse program and a scheduled irrigation plan.

(vi) Hydrant installation, flow and testing requirements.

(vii) An implementation timetable.

(viii) On-site infrastructure to accommodate the entire project for reclaimed water use as it becomes available, to be provided by the developer.

[The plan was submitted on February 14, 2008]

k. Until such a time as reclaimed water becomes available for any particular area within the project, Wolf Creek Branch shall utilize, to the maximum extent possible, the lowest quality water reasonably available and suitable for irrigation or other non-potable uses.

l. Fire flow and pressure appropriate for the development shall be maintained within the Wolf Creek Branch water supply system.

m. Developer shall be responsible for maintenance and operation of any on-site wells.

n. Water saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Section 553.14, Florida Statutes, 1985) and native vegetation shall be used in landscaping to the greatest extent feasible. The Developer shall use xeriscape techniques in areas where wastewater reuse is not feasible. Florida-friendly landscaping principles shall be used throughout development. Ecologically viable portions of existing native vegetation shall be incorporated into the landscape design to the greatest extent practicable and shall not be irrigated. Water-saving irrigation systems shall be used throughout the development. Rainfall sensor devices shall be included on all irrigation systems.

o. Developer shall incorporate the Southern Tampa Bay Water Use Cautionary Measures to the extent feasible. Total water use for the development shall meet the compliance per capita use rate required in the Eastern Tampa Bay Water Use Caution Area, which is part of the SWUCA, of 150 gallons per capita per day.

p. The Developer shall provide conservation education for the residents and other users of the development.

10. Solid / Hazardous Waste:

a. The collection, transportation, and disposal of solid waste is controlled by county ordinance(s) and shall take place in accordance with the terms of said ordinance(s).

b. The Developer shall advise and encourage Wolf Creek Branch tenants, businesses, residents, etc. to:

(i) Avoid the generation of hazardous waste through proper usage of materials and good management practices.

(ii) Properly collect and separate hazardous waste from the normal solid waste stream and to properly dispose of said waste.

(iii) For generators to notify the Environmental Protection Commission of Hillsborough County that their operations generate hazardous waste in large quantities (over 1,000kg / month), small quantities (100-1,000 kg / month) or small quantities exempt (less than 100 kg / month) and to arrange for a verification inspection of their facilities.

11. Energy:

a. The Developer shall encourage all Wolf Creek Branch tenants, businesses, residents, etc. to:

(i) Use energy alternatives, such as solar energy, resource recovery, waste heat recovery and cogeneration, where economically feasible;

(ii) Obtain energy audits provided by energy companies or other qualified agencies;

(iii) Install water heater timers and set water heaters at 130 degrees Fahrenheit or lower;

(iv) Use landscaping and building orientation to reduce heat gain, where feasible, for all Wolf Creek Branch construction;

(v) Promote energy conservation by employees, buyers, suppliers and the public;

(vi) Reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours;

- (vii) Institute and utilize recycling programs;
- (viii) Utilize energy efficient packaging and/or recyclable materials; and
- (ix) Install total energy systems on large facilities when cost effective.

b. The Developer shall implement the energy conservation measures referenced on Pages 25-3 to 25-5 of the DRI/ADA, including adherence to the Florida Energy Efficient Building Code, as appropriate.

c. Tampa Electric Company (TECO) has capability and will provide electricity for the development of Wolf Creek Branch.

d. Tampa Electric Company (TECO) has capability and will provide natural gas for the development of Wolf Creek Branch.

12. Stormwater Management and Water Quality:

a. All stormwater management system components shall comply with Chapters 17-25, 40D-4 and 17-3, Florida Administrative Code, as well as any other applicable local, state and federal rules and regulations. Treatment shall be provided by biological filtration, wherever feasible.

b. The Developer shall amend the Water Quality Monitoring Program established in 1992 to include the expanded land area added to the project. The amended program will be submitted to SWFWMD and DEP for review and approval prior to any site development in the expanded portion of the DRI. The Program shall continue to institute and implement ground and surface water monitoring to assure that there is no degradation of water quality by development of the project. Sampling locations shall be at two locations on Wolf Creek Branch, one where Wolf Creek enters the project site and a second where Wolf Creek exits the site. Samples will be taken twice – once at the end of the rainy season and again at the end of the dry season. The baseline sampling data and monitoring reports shall report the following: fecal coliform; dissolved oxygen; nutrients; pesticides; herbicides; pH; and heavy metals (including cadmium, copper, iron, lead and mercury). The baseline will be established before any site alteration. The monitoring program shall be initiated upon commencement of site alteration and shall continue through project buildout. SWFWMD and other appropriate agencies, pursuant to applicable law, will approve the parameters proposed to be tested, sampling location, methodologies, and frequencies, and shall review the monitoring results. All analytical methods and procedures used shall comply with the United States Environmental Protection Agency / Florida Department of Environmental Protection Quality Control Standards and Requirements (“EPA DEP Quality Control Standards”). If determined to be necessary by these agencies, the water quality monitoring program will be expanded concurrent with development of the project. Documentation that all required monitoring plans and mitigative measures have been implemented shall be provided to Hillsborough County as part of each annual report. Should the monitoring indicate that because of development of the project applicable state water quality standards are not being met, the violation which is or may be contributing to or causing the non-compliance, shall be reported to Hillsborough County immediately and, if caused by on-site activities, such

on-site activities identified as causing the violation shall cease until the violation is corrected. *[The amended plan was submitted on February 14, 2008]*

c. The Developer shall implement best management practices for reducing water quality impacts as recommended by currently adopted regulations of Hillsborough County and SWFWMD including a street cleaning program for parking and roadway areas within the development.

d. In the event of on-site wastewater treatment and disposal, assurance of protection of groundwater quality through the development of a groundwater monitoring program with appropriate sampling frequencies in compliance with EPA DEP Quality Control Standards shall be required. This program must be instituted prior to on-site wastewater treatment and disposal and continued periodically throughout the life of the project.

e. Prior to construction plan approval and the subsequent issuance of site alteration/building permits, the Master Stormwater Management Plan for Wolf Creek Branch shall be submitted to DEP and TBRPC for review, and to Hillsborough County and SWFWMD for approval. The stormwater management system for the development shall be designed, constructed and maintained to meet or exceed the requirements contained in Hillsborough County's Stormwater Management Technical Manual. The appropriate design criteria to be used is that which is in effect at the time of Construction Plan submittal and review for a particular phase of the development. This condition shall not require the Developer to remove and replace or otherwise retrofit stormwater management structures and improvements that are in place pursuant to approved construction plans if stormwater management design requirements/criteria change prior to development of a later phase.

f. All drainage and associated access easements necessary to accommodate any and all of the impacts of the Development shall be donated by the Developer to the County, as required, and in accordance with the appropriate County policy in effect at the time of the Construction Plan submittal and review. All easement documents associated with a particular parcel or phase must be fully executed and recorded prior to, or concurrent with, the issuance of Certificate(s) of Occupancy or plat approval, whichever is applicable, for the particular parcel or phase.

g. The Developer shall operate and maintain all on-site stormwater management facilities unless otherwise required or approved by the County. The Developer shall hire a licensed engineer to conduct annual inspections of the stormwater management systems on the project site to ensure that the system is being properly maintained in keeping with its design, and is capable of accomplishing the level of stormwater storage and treatment for which it was designed and intended. Inspection results shall be included in each annual DRI report.

h. The Developer shall implement signage and resident education advocating surface water protection.

i. Low Impact Development techniques shall be used throughout the development. These techniques shall include, but not limited to, the following: retention of the maximum amount of existing native vegetation; shallow vegetated swales in all areas, including parking; appropriate Florida-friendly plant selections; small, recessed

garden areas throughout landscaped areas; porous pavement and other pervious pavement technologies; stabilized grass areas for overflow parking.

13. Educational Facilities. Upon request of the School Board, the Developer shall dedicate and convey at no cost to the Hillsborough County School Board, usable land for one 15 acre elementary school site and one 15 acre middle school site. If either school site is not accepted by the Hillsborough County School Board, the site may be used for single-family or multi-family residential development only so long as the total number of dwelling units does not exceed the number of units shown in Table 1. The Developer shall (a) include the school and park sites in its Master Drainage Plan so as to enable the County and the School District to avoid the expense of providing on-site stormwater retention and (b) shall provide the infrastructure for both potable water and central sewer service in conjunction with the construction of the roads that will provide access to the school and park sites.

14. Fire and Police Protection:

a. Prior to the issuance of building permits, the Developer shall provide documentation to Hillsborough County of adequate fire protection for the portions of the project then being developed, including functioning fire hydrants (in adequate numbers and locations), sprinkler systems and alarms in all non-residential buildings and appropriate fire flows and water pressure to serve each increment of the development for which approval is being sought.

b. Wolf Creek Branch shall be designed and constructed to meet or exceed state and local fire codes and regulations.

c. A community Fire Station shall be included within Tracts VC-6, VC-7, VC-8 or VC-9, and shall be a minimum of 1.2 acres in size or a site sufficient to accommodate the construction of a 10,000 s.f. one-story fire station facility. This acreage and/or site shall be sufficient to provide for all related site requirements and/or improvements (e.g. parking, circular drive, ingress and egress driveways) as determined by Hillsborough County. The Developer shall provide stormwater facilities off-site, within the master stormwater system. The site shall be located to have direct egress onto a collector or arterial roadway. The Developer shall dedicate and convey this site to the County at no cost to the County. Prior to final site plan approval within any of the above mentioned tracts, the Developer shall coordinate with the Hillsborough County Fire Rescue office to determine the specific location and size during the site plan review phase. Within 90-days of a request by Hillsborough County Fire Rescue Department, the Developer shall dedicate and convey the property.

d. The Developer shall incorporate CPTED guidelines for all public and commercial buildings and comply with all CPTED evaluation processes as adopted and required by the Hillsborough County Sheriffs Office (HSCO) during the site plan design phase.

15. Economy:

a. Wolf Creek Branch shall encourage promotion of entrepreneurship and small and minority-owned business start-ups and provide for non-discriminatory employment opportunities.

b. Wolf Creek Branch development employers shall be encouraged to institute programs to provide child care facilities at the place of employment or as a cooperative effort with other businesses.

16. Recreation and Open Space:

a. The Wolf Creek Branch park(s) and recreational facilities shall be designated on the Master Site Plan and shall be accessible to the handicapped.

b. The Developer shall comply with the Hillsborough County Park Site Improvement Program (Ordinances 85-23 and 85-25E, as amended by 86-13 and 87-13) and land use, zoning and open space requirements.

c. Except as provided below for the South Coast Greenway, Hillsborough County will be responsible for maintenance of all recreation and open space areas, which are accepted for dedication to Hillsborough County within the Wolf Creek Branch project. All recreation and open space not so dedicated will be maintained by the Developer.

d. The Developer will construct the South Coast Greenway depicted on Map H in accordance with the minimum paved trail standards in the Hillsborough County Paved Trail Design Manual or alternative standards as approved by the Hillsborough County Parks, Recreation and Conservation Department, Greenways Program. The trail will be a minimum of 12 feet in width and will be constructed within a 30-foot wide trail corridor. The trail will align appropriately to connect to the north and south segments of the South Coast Greenway offsite. The final alignment will be determined in conjunction with the Hillsborough County Parks, Recreation and Conservation Department, Greenways Program. The trail will remain open to the public and shall accommodate all types of recreational uses and non-motorized transportation suitable for a paved trail. Maintenance of the trail will be provided through a homeowners association/CDD.

e. An 80-acre regional park as shown on the revised Map H has been conveyed to Hillsborough County for construction of a regional sports complex.

17. Housing. Wolf Creek Branch shall encourage the development of some living units as accessible by the handicapped.

18. General Conditions:

a. Prior to issuance of building permits, the Developer shall verify to the satisfaction of Hillsborough County that adequate solid waste disposal, water, wastewater, electricity, fire, emergency medical services and police capabilities and facilities are available for the building(s) that are the subject of such building permits.

b. The Developer shall record a Notice of Adoption of this Resolution in the Public Records of Hillsborough County, Florida, in accordance with Subsection 380.06(15), Florida Statutes, as amended.

c. If any section, subsection, sentence, clause or provision of this Amended and Restated Development Order is held invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining sections, subsections, sentences, clauses or provisions of this Amended and Restated Development Order, which shall remain in full force and effect.

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 May 13, 2008 as same appears of record in Minute Book 384 of the Public Records of Hillsborough County, Florida.

Witness my hand and official seal this 30th day of May, 2008.

PAT FRANK, Clerk

By: Michael K. Ditt
Deputy Clerk

APPROVED AS TO FORM AND LEGAL SUFFICIENCY

By: [Signature]
Assistant County Attorney

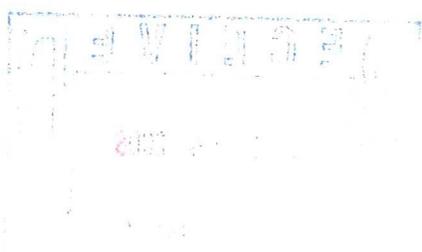


EXHIBIT A
Legal Description

Expansion Area

Owner: **NNP Southbend II, LLC**
Folio #053966.0000

Begin at the Southeast corner of said Section 22, run thence along the East boundary of the Northeast 1/4 of said Section 27, S.00°37'21"W., 210.17 feet; thence along the South boundary of the North 209.64 feet of said Section 27, as found monumented, N.89°26'59"W., 3354.92 feet to the Southeasterly railroad right-of-way line of C.S.X. TRANSPORTATION, INC. Railroad (130' Right-of-Way, formerly Atlantic Coast Line Railroad), per Florida Department of Transportation Right-of-Way Map Section 10060-2211 for U.S. HIGHWAY No. 41 (State Road No. 45); thence along said Southeasterly railroad right-of-way line, N.28°37'40"E., 970.02 feet to the Southwesterly corner of Hillsborough County Parcel "WTP/33a712" as recorded in Official Records Book 4026, Page 1838, of the Public Records of Hillsborough County, Florida; thence along the Southwesterly boundary of said Hillsborough County Parcel "WTP/33a712", S.61°22'20"E., 300.00 feet to the Southeasterly corner thereof; thence along the Easterly boundary of said Hillsborough County Parcel "WTP/33a712", N.28°37'40"E., 726.00 feet to the Northeasterly corner thereof; thence along the Southeasterly prolongation of the Northeasterly boundary of said Hillsborough County Parcel "WTP/33a712", S.61°22'20"E., 222.54 feet; thence S.89°26'00"E., 120.64 feet; thence N.00°34'00"E., 302.00 feet; thence S.89°26'00"E., 432.77 feet; thence N.61°22'00"W., 868.83 feet to aforesaid Southeasterly railroad right-of-way line; thence along said Southeasterly railroad right-of-way line, N.28°37'40"E., 2028.70 feet to the East boundary of the Southwest 1/4 of the Northeast 1/4 of said Section 22; thence along said East boundary of the Southwest 1/4 of the Northeast 1/4 of Section 22, S.00°36'03"W., 887.18 feet to the Northwest corner of the Northeast 1/4 of said Southeast 1/4 of Section 22; thence along the North boundary of said Northeast 1/4 of the Southeast 1/4 of Section 22, S.89°26'00"E., 1324.15 feet to the Northeast corner thereof; thence along the East boundary of said Southeast 1/4 of Section 22, S.00°06'47"E., 2653.71 feet to the POINT OF BEGINNING.

Containing 161.913 acres, more or less.

UTILITY EASEMENT

DESCRIPTION: A parcel of land lying in the Southeast 1/4 of Section 22, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

Commence at the Southeast corner of said Section 22, run thence along the East boundary of the aforesaid Southeast 1/4 of Section 22, N.00°06'47"W., 971.59 feet; thence N.89°26'00"W., 455.25 feet to a point of curvature; thence Westerly, 489.86 feet along the arc of a curve to the left having a radius of 1000.00 feet and a central angle of 28°04'00" (chord bearing N.75°24'00"W., 484.97 feet) to a point of tangency; thence N.61°22'00"W., 905.11 feet; thence S.28°38'00"W., 62.00 feet to the **POINT OF BEGINNING**; thence S.40°10'31"W., 114.27 feet; thence N.89°58'43"W., 137.57 feet; thence S.00°34'00"W., 220.21 feet; thence N.89°26'00"W., 40.00 feet; thence N.00°34'00"E., 267.90 feet; thence S.89°58'43"E., 145.05 feet; thence N.45°00'00"E., 23.16 feet; thence N.28°38'00"E., 57.89 feet; thence S.61°22'00"E., 54.65 feet;

thence N.28°38'00"E., 5.00 feet; thence S.61°22'00"E., 12.86 feet to the **POINT OF BEGINNING**.

Containing 0.508 acres, more or less.

Existing Wolf Creek DRI - #266

Owner: **Property Reserve, Inc.**
Folio #054244.0000

All of Section 34, Township 31S, Range 19E, Less I-75 By-Pass and Less R-O-W for 19th Avenue N.E. Extension

Containing 627.6 acres more or less.

Owner: **Corporation of the Presiding Bishop of The Church of Jesus Christ of Latter Day Saints**

Folio #054190.0000, #054172.0000, #054235.0000

A fractional part of Section 27, Section 28, and Section 33, lying Easterly of the Atlantic Coast Line Railroad right of way Township 31 South, Range 19 East, Hillsborough County, Florida, more particularly described as follows:

Commence at the Northeast corner of Section 33, Township 31 South, Range 19 East, Hillsborough County, Florida, for a point of beginning; thence South 00°00'46" East, on an assumed bearing of the Easterly boundary of said Section 33, a distance of 2571.10 feet; thence North 89°41'38" West, along the East and West quarter line of said Section 33, a distance of 2082.27 feet to a point on the Easterly right of way boundary of the A.C.L. Railroad; thence North 27°58'48" East, along said Easterly right of way line of A. C. L. Railroad, a distance of 2893.41 feet to a point on the line dividing Section 33 and Section 28; thence North 27°58'08" East, continuing along stated A. C. L. Railroad right of way line through Section 28 and into Section 27, a distance of 2973.55 feet; thence South 89°55'48" East, a distance of 4667.41 feet to a point on the Easterly boundary of said Section 27; thence South 00°01'05" East, along stated Easterly boundary of Section 27, a distance of 2629.17 feet to the Southeast corner of said Section 27; thence North 89°51'23" West, along the Southerly boundary of Section 27, a distance of 5354.99 feet to the Northeast corner of aforementioned Section 33 and point of beginning.

Containing 405.903 acres, more or less.

Owner: **NNP Southbend II, LLC**
Folio #054165.0000

All of Section 26, LESS the West 375 feet thereof in Township 31 South, Range 19 East, lying and being in Hillsborough County, Florida.

LESS:

That part of the North 3000 feet of Section 26, Township 31 South, Range 19 East, Hillsborough County, Florida lying Easterly of Interstate 75.

LESS:

That part of Section 26, Township 31 South, Range 19 East, Hillsborough County, Florida, lying Easterly of Interstate 75, Less the North 3000 feet of said Section 26.

LESS:

Road right-of-way for Interstate 75, lying in Section 26, Township 31 South, Range 19 East, Hillsborough County, Florida

Containing 351.566 acres, more or less.

Folio #054156.0000

The SW 1/4 LESS the West 375 feet; the W 1/2 of the SE 1/4 and the West 231 feet of the E 1/2 of the SE 1/4 of Section 23, Township 31 South, Range 19 East, lying and being in Hillsborough County, Florida.

Containing 233.164 acres, more or less:

Owner: **Hillsborough County**
Folio # 054165.0010

DESCRIPTION: A parcel of land lying in Section 26, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

COMMENCE at the Northeast corner of said Section 26, run thence along the North boundary of said Section 26, N.88°49'37"W., 291.91 feet to a point on the Westerly Limited Access Right-Of-Way line of INTERSTATE HIGHWAY NO. 75, according to Florida Department of Transportation right-of-way Map Section 10075-2403; thence along said Westerly Limited Access Right-Of-Way line the following three (3) courses: 1) S.33°52'13"W., 1553.99 feet to the **POINT OF BEGINNING**; 2) continue, S.33°52'13"W., 4520.97 feet to a point of curvature; 3) Southwesterly, 220.00 feet along the arc of a curve to the left having a radius of 7813.44 feet and a central angle of 01°36'48" (chord bearing S.33°03'49"W., 220.00 feet) to a point on the South boundary of the Southwest 1/4 of said Section 26; thence along said South boundary, N.89°33'02"W., 330.88 feet; thence N.13°30'00"W., 1209.98 feet to a point on a curve; thence Northeasterly, 674.81 feet along the arc of a curve to the left having a radius of 1432.00 feet and a central angle of 27°00'00" (chord bearing N.63°00'00"E., 668.59 feet) to a point of compound curvature; thence Northeasterly, 1483.86 feet along the arc of a curve to the left having a radius of 2882.00 feet and a central angle of 29°30'00" (chord bearing N.34°45'00"E., 1467.53 feet) to a point of tangency; thence N.20°00'00"E., 285.00 feet to a point of curvature; thence Northeasterly, 944.56 feet along the arc of a curve to the right having a radius of 968.00 feet and a central angle of 55°54'29" (chord bearing N.47°57'15"E., 907.53 feet); thence S.13°30'00"E., 42.95 feet; thence N.76°30'00"E., 20.00 feet; thence N.13°30'00"W., 42.95 feet to a point on a curve; thence Easterly, 32.24 feet along the arc of a curve to the right having a radius of 968.00 feet and a central angle of 01°54'29" (chord bearing N.78°02'45"E., 32.24 feet) to a point of tangency; thence N.79°00'00"E., 430.00 feet to a point of curvature; thence Northeasterly, 615.95 feet along the arc of a curve to the left having a radius of 782.00 feet and

a central angle of 45°07'47" (chord bearing N.56°26'07"E., 600.15 feet); thence S.56°07'47"E., 91.76 feet to the **POINT OF BEGINNING**.

Containing 80.196 acres, more or less.

**REGIONAL SPORTS PARK
ACCESS EASEMENT**

DESCRIPTION: A parcel of land lying in Section 26, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

COMMENCE at the Northeast corner of said Section 26, run thence along the North boundary of said Section 26, N.88°49'37"W., 291.91 feet to a point on the Westerly Limited Access Right-Of-Way line of INTERSTATE HIGHWAY NO. 75, according to Florida Department of Transportation right-of-way Map Section 10075-2403, said point also being the Southeast corner of COVINGTON GARDEN BOULEVARD (Access Road) according to said Florida Department of Transportation right-of-way Map Section 10075-2403 and said point also being the **POINT OF BEGINNING**; thence along said Westerly Limited Access Right-Of-Way line, S.33°52'13"W., 1553.99 feet; thence N.56°07'47"W., 60.00 feet; thence along a line lying 60.00 feet Westerly of and parallel with said Westerly Limited Access Right-Of-Way line, N.33°52'13"E., 1515.48 feet to a point on the aforesaid North boundary of Section 26, said point also being the Southwest corner of the aforesaid COVINGTON GARDEN BOULEVARD (Access Road); thence along said North boundary of Section 26, also being the South boundary said COVINGTON GARDEN BOULEVARD (Access Road), S.88°49'37"E., 71.30 feet to the **POINT OF BEGINNING**.

Containing 2.114 acres, more or less.

**EXHIBIT C
LAND USE EQUIVALENCY MATRIX
WOLF CREEK BRANCH DRI #266**

May 2008

"A" LAND USES THAT ARE TO BE TRADED	"B" EQUIVALENT USES					
	# OF SINGLE-FAMILY DETACHED DWELLING UNITS	# OF SINGLE-FAMILY ATTACHED DWELLING UNITS	# OF MULTI-FAMILY APARTMENTS	# OF SQ. FT. COMMERCIAL	# OF SQ. FT. OFFICE	
ONE SINGLE-FAMILY DETACHED DWELLING UNIT	(1.00)	(1.80)	(1.40)	(182.00)	(118.00)	
ONE SINGLE-FAMILY ATTACHED DWELLING UNIT	(0.48)	(1.00)	(0.74)	(87.00)	(56.00)	
ONE MULTI-FAMILY APARTMENT	(0.67)	(1.31)	(1.00)	(121.00)	(78.00)	
1000 SQ. FT. OF COMMERCIAL	(3.04)	(5.45)	(4.24)	(1.00)	(651.00)	
1000 SQ. FT. OF OFFICE	(1.04)	(1.87)	(1.45)	(344.00)	(1.00)	

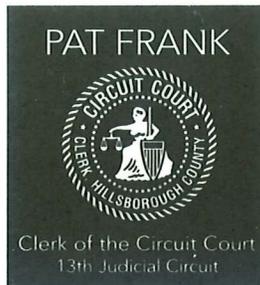
* The calculations must always start in Column "A" and end in Column "B." Start in Column "A" at appropriate row; proceed horizontally, then vertically to the equivalent use in Column "B." The equivalent Column "B" land use is noted in the () at the intersection of the "traded land use" horizontal row, and the "equivalent uses" vertical column. For example, one Single Family Attached unit (Column "A", second row) can be traded into 87 sq. feet of Commercial. The intersection of the Single Family Attached unit row, and the Commercial column is 87 Sq. Feet.

In order to preserve the multi-use nature of this development, land use exchanges will be limited so that the following 35% minimum and maximum for each land use will be observed:

Use	Minimum	Approved	Maximum
Single-Family Detached Residential (du's)	1,992	3,065	4,138
Single-Family Attached Residential (du's)	644	991	1,338
Multi-Family Apartment (du's)	889	1,367	1,845
Commercial (sf)	226,512	348,480	470,448
Office (sf)	70,785	108,900	147,015

This matrix is based upon ITE Trip Generation, 7th Edition (2003).

#266



December 19, 2006

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

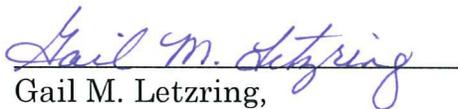
Re: Resolution No. R06-276 - Amending and Restating the Development Order for
the Wolf Creek Branch Development (DRI #266)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the
Hillsborough County Board of County Commissioners on December 12, 2006.

We are providing this original for your files.

Sincerely,


Gail M. Letzring,
Manager, BOCC Records

bam

Attachment

Certified Mail Receipt # 7002 2410 0001 4265 1782

cc: Board files (orig.)
Andrea E. Zelman, Attorney at Law (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

RESOLUTION NO. R06-276

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF
HILLSBOROUGH COUNTY, FLORIDA, AMENDING AND RESTATING
THE DEVELOPMENT ORDER FOR THE WOLF CREEK BRANCH
DEVELOPMENT OF REGIONAL IMPACT (DRI #266)

Upon Motion by Commissioner Sharpe, seconded by
Commissioner Ferlita, the following Resolution was adopted by a
vote of 6 to 0, Commissioner(s) _____,
_____ voting "No".

RECITALS

WHEREAS, on April 17, 1989, Magnolia Management Corporation, on behalf of the Corporation of the Presiding Bishop of the Church of Jesus Christ of Latterday Saints, a Utah corporation, filed with the Hillsborough County Board of County Commissioners an Application for Development Approval of a Development of Regional Impact ("DRI/ADA"), pursuant to the provisions of Section 380.06, Florida Statutes, on land legally described in Exhibit "A" attached hereto and incorporated herein by reference. The DRI/ADA, together with the associated Sufficiency Responses and all exhibits attached thereto or incorporated therein, all of which is on file with the Hillsborough County Planning and Growth Management Department and incorporated herein by reference, is referred to hereinafter as the "Application"; and

WHEREAS, said Application proposed construction of a RESIDENTIAL, COMMERCIAL and OFFICE PROJECT on approximately Six Hundred Twenty-Seven and Six-tenths (627.6) acres, located in South Hillsborough County, hereinafter referred to as "Wolf Creek Branch" or the "Project"; and

WHEREAS, on January 23, 1990, the Board of County Commissioners of Hillsborough County held a duly noticed public hearing on said Application and heard and considered testimony and other documents and evidence, received and considered the report and recommendation of the Tampa Bay Regional Planning Council, and solicited, received and considered reports, comments and recommendations from interested citizens, County agencies and the review and report of the Hillsborough County Administration; and

WHEREAS, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting on January 23, 1990, adopted Resolution Number R90-0031 that approved the Application with conditions, as set forth in the Wolf Creek Branch DRI Development Order (hereinafter referred to as the "Development Order"); and

WHEREAS, on March 15, 1990, the Tampa Bay Regional Planning Council ("TBRPC") filed an administrative appeal of the Wolf Creek Branch DRI Development Order pursuant to Section 380.07, Florida Statutes (1987); and

WHEREAS, on May 8, 1990, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution Number R90-0100 that approved a specific modification of Paragraph D.1.e of the Development Order to require commencement of physical development of Wolf Creek Branch within two years of the effective date of the amendment to the Development Order (hereinafter referred to as the "First Amendment"); and

WHEREAS, Magnolia Management Corporation commenced physical development of the Project in compliance with the terms of the Development Order and filed a Notification of a Proposed Change to a Previously Approved Development of Regional Impact that requested an extension of the date of buildout under the Development Order by four (4) years and eleven (11) months, and an amendment to the Project's phasing schedule; and

WHEREAS, on August 25, 1992, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution R92-0210 (hereinafter referred to as the "Second Amendment") that approved an extension of the date of buildout by four (4) years and eleven (11) months, and an amendment to the Project's phasing schedule such that Phase I encompasses the dates of 1990 through November 30, 2001, Phase II encompasses dates ranging from 1997 through November 30, 2008, and Phase III encompasses dates ranging from 2004 through January 23, 2015; and

WHEREAS, Property Reserve, Inc., a Utah corporation and wholly owned subsidiary of the Church of Jesus Christ of Latterday Saints acquired the Project by Special Warranty Deed dated November 14, 1991, and recorded November 26, 1991, at O.R. Book 6444, Page 1542 in the Public Records of Hillsborough County, Florida; and

WHEREAS, on December 10, 2002, the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, adopted Resolution R02-275 (hereinafter referred to as the "Third Amendment") that approved an extension of the buildout date for Phase I of the Project until November 30, 2007, revised the Map H Master Plan to reflect the extension of the timeframe in Phase I of the Project, extended the Development Order termination date to January 23, 2020, and extended the date by which Hillsborough County agrees not to downzone or reduce the intensity of the Project to January 24, 2020 (hereinafter references to the Development Order shall include the original Development Order as amended by the First Amendment, the Second Amendment, and the Third Amendment); and

WHEREAS, Corporation of the Presiding Bishop of the Church of Latter Day Saints, a Utah corporation sole, acquired the northwest expansion area of the Project by Warranty Deed dated April 29, 1991, and recorded on April 30, 1991 at O.R. Book 6257, Pages 28-29 in the Public Records of Hillsborough County, Florida; and

WHEREAS, NNP-Southbend II, LLC ("the Developer"), a Delaware limited liability company, acquired the northeast expansion area of the Project, by Special Warranty Deed dated October 14, 2004, and recorded October 15, 2004, at O.R. Book 14315, Pages 0435-437 in the Public Records of Hillsborough County, Florida and by Special Warranty Deed dated October 15, 2004, and recorded October 15, 2004, at O.R. Book 14315, Pages 0602-605 in the Public Records of Hillsborough County, Florida; and

WHEREAS, on September 6, 2005, the Developer filed a Substantial Deviation ("SD") with Hillsborough County, the Tampa Bay Regional Planning Council ("TBRPC"), the Florida Department of Community Affairs and other review agencies proposing the expansion of the project area from 627.6 acres to 1,618.2 acres; requesting an increase in residential units from 3,347 units to 4,505 units; requesting an increase in office use from 100,000 square feet ("SF") to 108,900 SF and commercial use from 250,000 SF to 348,480 SF; and requesting an amendment to the project phasing, to be developed as a single phase with a buildout date of 2018; with a revised termination date to December 31, 2025 (hereinafter the above changes shall together be referred to as the "Proposed Changes"); and

WHEREAS, upon submission of the SD the TBRPC assigned the project a new DRI number (DRI #266); and

WHEREAS, on December 12, 2005, the Developer filed the Response to Comments on the SD (hereinafter referred to as the "Response to Comments") with reviewing agencies; and

WHEREAS, on March 6, 2006, the Developer filed a Second Response to Comments on the SD; and

WHEREAS, on May 2, 2006, the Developer filed a Third Response to Comments on the SD; and

WHEREAS, on June 2, 2006, the TBRPC found that the Developer had provided sufficient data to prepare a Final Report for the project pursuant to Subsection 380.06(10)(b), Florida Statutes; and

WHEREAS, the Proposed Changes shall constitute a fourth amendment to the Development Order; and

WHEREAS, the Board of County Commissioners has reviewed and considered the Proposed Changes, as well as all related testimony and evidence submitted by the Developer concerning the Proposed Changes; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Chapter 380, Florida Statutes, is authorized and empowered to consider the Proposed Changes and to amend the Development Order; and

WHEREAS, the Board of County Commissioners has held a duly noticed public hearing on the Proposed Changes to the Development Order and has reviewed and considered the Substantial Deviation, as well as all testimony and evidence submitted by certain parties and members of the general public; and

WHEREAS, Section 380.06, Florida Statutes, requires that a development order be amended to reflect the Board of County Commissioners' approval of changes to the approved Development Order.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Hillsborough County, Florida, in regular meeting, duly assembled, this 12th day of December, 2006:

A. FINDINGS OF FACT

The Board of County Commissioners, having received the above-referenced documents, and having received all related comments, testimony and evidence submitted by all persons and members of the general public, and having considered the provisions of Chapter 380, Florida Statutes, concerning substantial deviations, finds that there is substantial, competent, clear and convincing evidence to support the following findings of fact:

1. The Board of County Commissioners of Hillsborough County, the local government body having jurisdiction over the review and approval of said DRI pursuant to Section 380.06, Florida Statutes, as amended, held a duly noticed public hearing on the Proposed Changes on December 12 2006, in accordance with the requirements of Chapter 380, Florida Statutes.

2. The authorized agent of the Developer for all purposes herein is Georgianne Ratliff, Wilson Miller, Inc., 2205 N. 20th Street, Tampa, Florida 33605.

3. All applicable statutory and regulatory procedures have been adhered to.

4. A comprehensive review of the impacts generated by the Proposed Changes has been conducted by Hillsborough County, the TBRPC, the Florida Department of Community Affairs ("DCA"), and other participating agencies.

5. The Development Order for the Wolf Creek Branch Development of Regional Impact, including the First Amendment, the Second Amendment and the Third Amendment thereto and the Proposed Changes do not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area and are consistent with the State Comprehensive Plan.

6. The Proposed Changes are consistent with all local land use development regulations and the local comprehensive plan.

7. The Proposed Changes are consistent with the report and recommendations of the TBRPC.

8. The Proposed Changes were determined to create certain additional regional impacts on transportation or other public facilities, and therefore those issues raised by the proposed change were subjected to additional development of regional impact review per Subsection 380.06 (19)(g), Florida Statutes.

B. CONCLUSIONS OF LAW

The Board of County Commissioners having made the above findings of fact, renders the following conclusions of law:

1. These proceedings have been duly conducted pursuant to the applicable law and regulations and, based upon the record of these proceedings, the Developer is authorized to conduct the Development as described herein, subject only to the terms and conditions of the Development Order, First Amendment, Second Amendment, Third Amendment and the amendments, conditions, restrictions and limitations set forth herein (the "Fourth Amendment").

2. The review by the County, TBRPC, DCA, and other participating agencies and interested citizens concludes that the impacts of the Fourth Amendment are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes.

C. GENERAL PROVISIONS

Based on the above findings of fact and conclusions of law, it is ordered that the Fourth Amendment is approved subject to all terms and conditions of this Development Order, and the Wolf Creek Branch DRI Development Order, together with the First Amendment, the Second Amendment, the Third Amendment and incorporating the Fourth Amendment, be amended and restated as set forth below:

1. This Resolution shall constitute the Amended and Restated Development Order of Hillsborough County for the Wolf Creek Branch Development of Regional Impact.

2. The legal description set forth in Exhibit "A" is hereby incorporated into and by reference made a part of this Amended and Restated Development Order.

3. All provisions contained within the DRI/ADA and subsequent notices of proposed change shall be considered conditions of this Amended and Restated Development Order unless inconsistent with the terms and conditions hereof, in which case the terms and conditions of this Amended and Restated Development Order shall control.

4. The requirements of and conditions imposed by this Amended and Restated Development Order shall constitute regulations or restrictions which restrict the development of the real property. Following the adoption of this Amended and Restated Development Order, all plans for development on the referenced property shall be consistent with the conditions and restrictions recited herein. Such regulations and restrictions shall be binding upon all successors in interest to any of the parties hereto, including any entity which may assume any of the responsibilities imposed on the Developer by this Amended and Restated Development Order. It is understood that any reference herein to any governmental agency shall be construed to include any future instrumentality which may be created or designated as successors in interest to or which otherwise possesses any of the powers and duties of any branch of government or government agency.

5. If the Board of County Commissioners determines that any development on an individual tract or increment is not in substantial compliance with the Amended and Restated Development Order or any other provisions thereof are not complied with, all development on that increment or tract shall cease until the development activity in question is brought into compliance with the Amended and Restated Development Order.

6. The definitions contained in Chapter 380, Florida Statutes, shall govern and apply to this Amended and Restated Development Order.

7. In each instance in this Amended and Restated Development Order where the Developer is responsible for ongoing maintenance of facilities on the real property, the Developer may transfer any or all of his responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County and/or other agencies having jurisdiction, concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Amended and Restated Development Order, which approval shall not be unreasonably withheld.

8. In the event that any portion or section of this Amended and Restated Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Amended and Restated Development Order, which shall remain in full force and effect.

9. Whenever this Amended and Restated Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected government agencies and departments as are or may be designated by the Board of County Commissioners of Hillsborough County to review developments set forth under applicable laws and rules governing Developments of Regional Impact.

10. Development activity constituting a substantial deviation from the terms or conditions of this Amended and Restated Development Order as defined by the criteria of Subsection 380.06(19), Florida Statutes, or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other type of regional impact not previously reviewed by Hillsborough County and TBRPC, shall result in further development of regional impact review pursuant to Section 380.06, Florida Statutes.

11. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Amended and Restated Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Amended and Restated Development Order. In the event of a deviation, the County Administrator may issue a notice of such noncompliance to the Developer, or the County Administrator may immediately recommend that the Board of County Commissioners establish a hearing to consider such deviations.

12. The Developer shall file an annual report in accordance with Subsection 380.06(18), Florida Statutes, and appropriate rules and regulations. The report shall be submitted on Florida Department of Community Affairs Form BLWM-07-85, as amended. Such report shall be due on the anniversary of the date of adoption by the Board of County Commissioners of this Amended and Restated Development Order for each following year until and including such time as all terms and conditions of this Amended and Restated Development Order are satisfied. Such report shall be submitted to the Hillsborough County Planning and Growth Management Department, which shall, after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Amended and Restated Development Order. The Developer shall be notified of any Board of County Commissioners' hearing wherein such report is to be reviewed. The receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Amended and Restated Development Order. This report shall contain:

- a. The information required by the State Land Planning Agency to be included in the Annual Report, which information is described in the Rules and Regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and

b. A description of all development activities proposed to be conducted under the terms of this Amended and Restated Development Order for the year immediately following the submittal of the Annual Report; and

c. A statement listing all Applications for Incremental Review required pursuant to this Amended and Restated Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the Annual Report; and

d. A statement setting forth the name(s) and address(es) of any successors or assigns to this Amended and Restated Development Order; and

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

13. The provisions of this Amended and Restated Development Order shall not be construed as a waiver of or exception to any rule, regulation or ordinance of Hillsborough County, its agencies and commissions, and, except as otherwise provided herein, to the extent that further review is provided for in this Amended and Restated Development Order or required by Hillsborough County, said review shall be subject to all applicable rules, laws, regulations and ordinances in effect at the time of the review.

14. This Amended and Restated Development Order shall become effective upon the date of transmittal to the parties specified in Subsection 380.07(2), Florida Statutes, as amended.

15. The Developer has elected, pursuant to Subsection 380.06(5)(c), Florida Statutes, to be bound by the provisions of Chapters 403 and 373 and each Chapter's respective implementing rules and regulations in effect as of the effective date of this Amended and Restated Development Order. Accordingly, to the extent that the provisions of Subsection 380.06(5)(c), Florida Statutes, affect the determination as to which laws, rules or regulations are applicable to the Development, said determination shall apply, notwithstanding any condition in this Amended and Restated Development Order to the contrary.

D. SPECIFIC CONDITIONS

1. Development Schedule and Deadlines:

Development of Wolf Creek Branch shall proceed in accordance with the following development schedule. The various uses can be traded based upon external trip generation allowing flexibility for the exact use mix. That is, the mix of multi-family residential units, single-family residential units, office and commercial square footage may vary with the trade-off for such uses as provided in the DRI/ADA and summarized in the matrix attached as Exhibit "C". The transportation impacts of the proposed trade-offs will be subject to review and approval by Hillsborough County to ensure the number of external trips will not be exceeded. Any proposed Land Use Exchange which creates a reasonable likelihood of additional impacts for potable water, wastewater treatment, or solid waste disposal will require confirmation of utility service availability from Hillsborough County. Commercial and office entitlements may be located within any Village Center Tract, provided that a transportation analysis is submitted for

review and approval to Hillsborough County and TBRPC demonstrating that trip generation as estimated by the approved ADA transportation analysis is not exceeded by relocating the entitlements from the specified tract as shown on Map H, dated December 2006, and attached hereto as Exhibit B.

**TABLE 1
WOLF CREEK BRANCH DRI
PROPOSED DEVELOPMENT SCHEDULE***

Land Use	Total (One Phase 2006-2018)
Residential (dwelling units)	
Single Family Detached	2,735
Single Family Attached	991
Multifamily	779
Total	4,505
Commercial/Office (sq. ft.)	
Commercial	348,480
Office	108,900
Total	457,380
Schools	
Elementary School	1
Middle School	1
Total	2
Recreation (acres)	
Regional Sports Complex **	80
Parks	38
Total	121

* Land Uses may be modified based on the approved Land Use Equivalency Matrix.

a. The physical development of Wolf Creek Branch shall begin within two years of the effective date of the First Amendment to the Development Order, Resolution R90-100. **[Compliance with this section has been met pursuant to Findings of Fact in the "Second Amendment", Resolution R92-0210]**

b. This Development Order shall remain in effect for a period up to and including December 31, 2025 **[Date modified on December 12, 2006 pursuant to Hillsborough County Board of County Commissioners Resolution R06-276, the "Fourth Amendment"]**. No new construction shall commence after expiration of the Amended and Restated Development Order except as authorized pursuant to an amendment of this Amended and Restated Development Order. Any development activity for which plans have been submitted to the County for its review and approval prior to the buildout date of this Amended and Restated Development Order may be completed in accordance with the requirements of the Amended and Restated Development Order, if approved. This Amended and Restated Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County, TBRPC and the DCA a

minimum of thirty (30) days prior to the expiration date of this Amended and Restated Development Order.

c. This Development shall not be subject to downzoning or intensity reduction until December 31, 2025 **[Date modified on December 12, 2006 pursuant to Hillsborough County Board of County Commissioners Resolution R06-276, the "Fourth Amendment"]**, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Amended and Restated Development Order have occurred, or the Amended and Restated Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by the local government to be essential to the public health, safety or welfare.

2. Transportation:

a. Proportionate Share and Mitigation to be Provided. The Developer's proportionate-share mitigation dollar amount for the traffic impacts of this Project, calculated using FDOT District 7 Roadway Costs per Centerline Mile (Revised November 2005), has been determined to be eighty-three million, fourteen thousand, seven hundred forty and 11/100 dollars (\$83,014,740.11) (the "Proportionate Share"). The Developer shall mitigate for the traffic impacts of the Development by providing the transportation improvements listed herein, which shall be conditions of approval, and which shall be provided regardless of cost.

b. Thoroughfare Roads. The roadways listed in Table 2 shall be constructed by the Developer commensurate with development of adjacent tracts, and shall be completed prior to the earlier of: (1) issuance of building permits for 2,800 residential units or the equivalent thereof based on ITE PM peak hour traffic generation rates; and (2) December 31, 2014,

c. Funding commitments for thoroughfare roadway improvements will be required commensurate with final plat submittal for adjacent development.

**TABLE 2
WOLF CREEK BRANCH DRI
THOROUGHFARE ROAD IMPROVEMENTS**

Roadway	From	To	General Improvement	Urban/Rural Design
Leisey Road/ Waterset Drive	US-41	Northern Wolf Creek DRI Boundary (Southbend DRI)	New 2 lane Road	Urban
24th Street	19th Avenue	Avenue A	New 2 lane Road	Urban
30th Street	19th Avenue	Avenue A	New 2 lane Road	Urban
33rd Street/ Covington Garden Drive	19th Avenue	Northern Wolf Creek DRI Boundary (Southbend DRI)	New 2 lane Road	Urban
Avenue A	24 th Street	Northern Wolf Creek DRI Boundary	New 2 lane Road	Urban

d. Regional Network Improvements. The following regional network improvements shall be constructed by the Developer:

(i). Big Bend Road Improvements:

a. The Developer shall begin design and permitting of the improvements for Big Bend Road from Waterset Drive to the I-75 northbound ramps within 24-months of the effective date of this Development Order. The scope of work for the project engineer responsible for the design of the Improvements shall be approved by the County and shall include the following: widen eastbound Big Bend Road from 2-lanes to 3-lanes from Waterset Drive to the I-75 northbound ramps; widen westbound from 2-lanes to 3-lanes from the new SB off-ramp (Project No. ii) at I-75 to Waterset Drive; and shall also include without limitation all access modifications, closings, traffic signalization changes, turn lanes, intersection improvements and modifications on Old Big Bend Road, Big Bend Road and/or Kings Lake Drive necessary to accommodate the required road widening improvement.

b. If it is determined that additional right-of-way is necessary for the Improvements, the Developer shall provide to the County, at the Developer's sole cost and expense, the documents necessary to enable the County to obtain a resolution allowing it to acquire the right-of-way and other property interests necessary for the construction of the Road Improvements, including: sixty percent (60%) project construction plans (or better); one-hundred percent (100%) right of way maps; legal descriptions and parcel sketches; a map of survey and location; one-hundred percent (100%) maintained right of way maps, if any; and a project design and environmental analysis which includes an analysis of alternative alignments, pond sites, environmental factors, safety considerations, costs and the long range area plan. The Developer and the County shall work cooperatively during this planning and mapping process with the intent of insuring that the documents to be produced will be satisfactory to the County. The Developer's obligation to provide such documents shall not be deemed satisfied until such documents have been approved by the County, which approval shall not be unreasonably withheld. Hillsborough County agrees to utilize its powers of eminent domain to acquire right-of-way, if necessary, upon the execution of a collateral agreement between the Developer and the County specifying the duties of each party. All costs and expenses attributable to acquiring the right of way, including without limitation legal, engineering and design costs and expenses, shall be paid by the Developer.

c. Construction will commence within 6-months following receipt of approval of all permits necessary for construction and completion of right-of-way acquisition. Construction shall be completed within 12-months of commencement of construction. The Developer shall be limited to building permits for up to 1,935 residential units, or the equivalent thereof

based on ITE PM peak hour traffic generation rates, prior to commencement of construction of said improvements.

(ii). I-75 Southbound Exit Ramp at Big Bend Road

a. The Developer shall design, permit and construct an exit ramp from southbound I-75 to westbound Big Bend Road, in accordance with pending Interchange Modification Report ("IMR") and Project Development and Environment study ("PD&E") currently being prepared by FDOT. Final Design will commence within 24-months of approval of the IMR. Improvements will include: two-lane wide, asphalt paved, exit ramp and associated improvements; removal of the existing southbound I-75 exit ramp westbound movement to Big Bend Road and associated improvements; modifications to the existing traffic signal; removal and/or realignment of existing frontage road on north side of Big Bend Road from I-75 to the County Maintenance Facility.

b. If it is determined that additional right-of-way is necessary for the Improvements, the Developer shall provide to the County, at the Developer's sole cost and expense, the documents necessary to enable the County to obtain a resolution allowing it to acquire the right-of-way and other property interests necessary for the construction of the Road Improvements, including: sixty percent (60%) project construction plans (or better); one-hundred percent (100%) right of way maps; legal descriptions and parcel sketches; a map of survey and location; one-hundred percent (100%) maintained right of way maps, if any; and a project design and environmental analysis which includes an analysis of alternative alignments, pond sites, environmental factors, safety considerations, costs and the long range area plan. The Developer and the County shall work cooperatively during this planning and mapping process with the intent of insuring that the documents to be produced will be satisfactory to the County. The Developer's obligation to provide such documents shall not be deemed satisfied until such documents have been approved by the County, which approval shall not be unreasonably withheld. Hillsborough County agrees to utilize its powers of eminent domain to acquire right-of-way, if necessary, upon the execution of a collateral agreement between the Developer and the County specifying the duties of each party. All costs and expenses attributable to acquiring the right of way, including without limitation legal, engineering and design costs and expenses, shall be paid by the Developer.

c. Construction will commence within 6-months following receipt of approval of all permits necessary for construction and completion of right-of-way acquisition. Construction shall be completed within 24-months of commencement of construction. The Developer shall be limited to building permits for up to 3,200 residential units or the equivalent thereof based on ITE PM peak hour traffic generation rates, prior to commencement of construction of said improvements.

(iii). Apollo Beach Boulevard Improvements

a. The Developer shall design, permit and construct Apollo Beach Boulevard as a new 4-lane road or a new 2-lane one-way couplet utilizing an urban design standard. The Developer shall connect the western extension of Apollo Beach Boulevard to the road on the western side of the TECO Right of Way Corridor. The Developer shall connect the eastern extension of Apollo Beach Boulevard to the I-75 overpass to be constructed by the Developer as set forth in the following paragraph. Construction of the improvements described in this paragraph shall be completed prior to the earlier of: (1) issuance of building permits for 2,800 residential units or the equivalent thereof based on ITE PM peak hour traffic generation rates; and (2) December 31, 2014,

b. The Developer shall design, permit and construct the Apollo Beach Boulevard I-75 overpass. The overpass shall be constructed as a 4-lane facility connecting the extension of Apollo Beach Boulevard to the west of I-75, as described in the preceding paragraph, with the western extension of CR 672 (Balm Road) located within the Belmont subdivision, which is to the east of I-75. The road constructed to the east of the overpass shall be a four lane urban road. The Developer shall commence construction of this improvement prior to earlier of the issuance of more than 2,800 residential building permits, or the equivalent thereof based on ITE PM peak hour traffic generation rates. Construction shall be completed within 18-months of commencement of construction.

e. Intersection Improvements

(i). The following intersection improvements will be constructed by the Developer:

**TABLE 3
WOLF CREEK BRANCH DRI
INTERSECTION IMPROVEMENTS**

Intersection	Improvement
19th Ave. and 24th Street	Signalize, EB & SB left turn lane, WB & SB right turn lane
19th Ave. and 30th Street	Signalize, EB & SB left turn lane, WB & SB right turn lane
19th Ave. and 33rd Street	Signalize, EB & SB left turn lane, WB & SB right turn lane
US 41 and Leisey Road/ Waterset Drive	Signalize, EB left turn lane, SB left turn lane, NB right turn lane

(ii). Turn lane improvements as shown in Table 3 will be provided at time of construction of adjacent project access roads.

(iii). Traffic Signals as shown in Table 3 will be provided when warranted. Annually, for inclusion in the annual report, the Developer shall complete an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified. Should it be determined that a warrant study is required, the Developer shall provide same in the annual report. Furthermore, if a traffic signal is warranted, and the results are approved by Hillsborough County, then the Developer shall submit 100% signal design plans to Hillsborough County within 180 days of Hillsborough County approval. Construction of the traffic signal shall commence within 120 days of approval of the final signal plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is warranted, then the developer shall comply with the timing schedule described above.

f. Roadway alignments are conceptually depicted on Map H, dated December, 2006, and attached hereto as Exhibit B.

g. All roadway plans shall be submitted for review and approval by Hillsborough County at the 30%, 60%, 90% and 100% complete stage. If Hillsborough County does not complete its review within thirty (30) days after each submittal, the County's review time shall be added to the time allowed for completion of the Required Design as provided herein.

h. Buildings within the Development shall be subject to the adopted Consolidated Impact Assessment Program Ordinance (the "Impact Fee Ordinance"), as it may be amended from time to time. Any impact fee offsets recognized for eligible improvements and/or contributions will be determined in accordance with the Impact Fee Ordinance. Nothing herein shall be construed as a waiver of Developer's right to contest the validity of the Impact Fee Ordinance, the impact fees assessed thereunder, or the offsets to be provided.

i. Monitoring. An annual monitoring program will be started upon completion of 1,000 dwelling units. This annual monitoring report will be reported as part of the annual report referenced, and will continue until buildout. The annual reports shall provide information regarding the total development which has been permitted and its equivalent in trips, and shall project the development/trips anticipated for the next two years. The monitoring program will record driveway volumes in the evening peak hour and on a daily basis. If the driveway volumes exceed those projected in the DRI/ADA by more than 15%, a new traffic analysis consistent with Section 380.06, F.S. will be required. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

The monitoring program shall consist of weekday PM peak hour directional counts from 4:00 to 6:00 PM, with subtotals at 15-minute increments at all project entrance driveways with public roadways (including U.S. 41, 19th Avenue, Big Bend Road and Apollo Beach Boulevard east of I-75). Turns to and from the project entrances shall be counted. The sum of the project entrance trips will be totaled in 15-minute increments and the highest four consecutive 15 minute totals will be summed to determine the project's total PM peak hour traffic volume. This total will include net external trips, diverted trips, and pass-by trips of the Wolf Creek Branch DRI development. The total

PM peak hour project traffic was estimated to be 4,622 net external, 716 pass-by and 760 internal trips for a total of 6,098 trips.

The required monitoring data shall be included in each annual report. If the monitoring results demonstrate that the project is generating more than fifteen (15) percent above the number of trips estimated in the original analysis or an annual report is not submitted within 30 days of its due date, the County shall issue no further development permits and may conduct a substantial deviation determination pursuant to Subsection 380.06(19), F.S. The County may amend the Development Order to change or require additional roadway improvements.

j. 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, strike, civil commotion, natural disaster or other event beyond Developer's control, then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Development Order shall be interrupted or delayed in connection with the necessary governmental approvals from the construction of the Pipeline Improvement and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof.

k. Transit Amenities. The Developer shall provide transit amenities which may include but shall not be limited to a park and ride location that can accommodate buses, bicycles, vanpools, and carpools to be specified in the approved zoning conditions.

3. Wetlands:

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

b. The portions of Wolf Creek Branch which meet the definition of preservation and/or conservation area as defined by Policies 10.1.2 and 10.3.1 of the Tampa Bay Regional Planning Council's Future of the Region (the "FRCRPP"), shall be so designated and their ultimate disposition indicated on the revised General Development Plan submitted to Hillsborough County for Planned Development approval. The Developer shall provide a buffer zone, in accordance with applicable local and state regulations, around all preservation and conservation areas to provide an upland transition into the wetland areas and to protect the natural systems from development impact. No dredging, filling or development activities shall be allowed within the preservation areas except to provide cross-access between the tracts within the development and between the development and property adjoining the development, as

provided in the zoning conditions, and shall be subject to approval of the Environmental Protection Commission of Hillsborough County.

c. All modifications to on-site wetlands shall be carried out so as to substantially maintain existing natural hydroperiods, normal pool elevations and seasonal high water elevation pursuant to applicable local, State and Federal regulations, and as permitted by the Florida Department of Environmental Protection ("DEP") and the Southwest Florida Water Management District ("SWFWMD"). Documentation that the proposed modifications meet regulatory and permitting criteria shall be reported as part of each annual report beginning with commencement of construction or site clearing activity and continuing for three years following build-out.

d. Existing conservation area wetlands which are permitted to be altered or eliminated should be used as donor material for re-vegetation of mitigation areas where feasible.

e. All mitigation areas and littoral shelves shall be monitored quarterly for a period of one year and semi-annually for the next three years. Monitoring shall include species diversity composition, spreading (regeneration) and exotic species encroachment. Additional planting shall be required to maintain an 85 percent survival of planted species at the end of the three-year monitoring period.

f. Monitoring of wetlands and wetlands hydroperiods shall be performed by the Developer and a report thereof, including any significant adverse alterations to wetlands hydroperiods, shall be part of the annual report. If it is apparent to applicable regulatory agencies that preservation/conservation areas are being adversely affected beyond that predicted in the ADA, due to project development activities, Hillsborough County, and/or the applicable regulatory agency, shall notify the Developer and shall direct the development activity which is causing such adverse affects to cease until remedial measures have been taken to correct the hydroperiod imbalance. Documentation that required remedial measures have been implemented shall be provided in the annual report, if applicable.

g. All wetland losses shall be mitigated in accordance with Chapter 62-345 F.A.C., Uniform Mitigation Assessment Method elsewhere on-site. Mitigation for wetland losses shall be implemented prior to or concurrent with any wetland disturbance.

h. In order to protect the natural values of preserved/conserved wetland areas, prior to development approval for each increment or phase, the Developer shall submit a wetland/lake management plan to TBRPC for review and to Hillsborough County, DEP and SWFWMD for approval. The plan shall address but not be limited to, wetlands to be preserved, proposed wetland/lake alteration, control of exotic species, mitigation of lost wetlands, control of on-site water quality, and methods for wetlands restoration/enhancement.

i. To minimize further fragmentation of the wetland W2 system, con spans or large box culverts will be utilized for the roadway crossing.

4. Flood Plains and Disaster Preparedness:

a. The Developer shall, in conjunction with the applicable state and local agencies, establish a Comprehensive Emergency Management Plan (CEMP) for the safe evacuation and re-entry/recovery of residents and employees from the project upon issuance of all hurricane evacuation orders. The plan shall include a hazards analysis to identify the following: estimated population at risk (e.g. families, elderly); hurricane evacuation routes and shelter space; regulatory finished floor elevations and potential flood elevations; flood zone (some wave action may exist); number of structures by type of structure in the flood zone; minimum elevations with which the site will be built (the design flood elevation) including the differential between the design flood elevation and storm surge elevation; define how various evacuation orders will be met without causing confusion within the boundaries of the project; and shall include information regarding the Community Emergency Response Team (CERT) training available through the Citizen Corps Council which includes the following: Disaster Preparedness, Fire Safety, Disaster Medical Operations, Light Search and Rescue, Disaster Psychology, Terrorism, and provide all the flood zones for the development and the potential areas of wave action for category B, C, D, and E evacuation prior to or concurrent with construction plan approval which is to be used with construction plan and building plan approval. The plan shall be implemented by the property manager and/or the homeowners' association board of directors or their designees. Specific responsibilities within the plan may be assigned to individual committees or management entities at the discretion of the property manager or homeowners' association board of directors. The plan shall be provided to Hillsborough County, and disaster preparedness officials for approval and TBRPC for review, prior to first construction plan approval.

b. There shall be no impervious surfaces constructed within the 25-year flood plain, except minimal, properly permitted and mitigated intrusions for necessary roadways or easements.

c. Base floor elevations for all roadway accesses to residential areas shall be at or above the 100-year floodplain elevation. Base floor elevations for all habitable structures shall be at or above design flood elevation.

d. The Developer shall promote awareness of hurricane/flooding hazard, preparedness and hazard mitigation through public information, community Intranet, neighborhood association newsletters, model homes, commercial/office buildings, etc. The hurricane shelter list shall be updated annually.

e. The Developer shall provide mitigation for hurricane shelter space for the total shelter demand of 1,186 as shown in revised Table 23-1 at a cost of \$129.00 per space. The Developer shall pay the fee of \$152,994.00 prior to first construction plan approval. The Developer shall also have the option to reduce the fee by providing private shelter space within the community, subject to approval of the Hillsborough County Office of Emergency Management.

5. Soils:

a. The soil conservation measures referenced in the SD on Pages 14.3, 15.4, and 15.5, at a minimum, shall be implemented.

b. The methods referenced in Pages 15.2 and 15.3 of the SD to overcome problems associated with particular on-site soil types shall be implemented.

6. Air Quality:

a. Hillsborough County reserves the right to require mitigation measures or revision of the Master Plan to alleviate any potential impacts of the project on ambient air quality expected from any changes to the project which cause additional regional impact pursuant to Subsection 380.06(19), Florida Statutes.

b. The Developer shall, at minimum, implement the measures to reduce erosion, fugitive dust and air emissions referenced on First Sufficiency Response page 22.1 of the SD.

7. Natural Vegetation and Wildlife:

a. Should any species which are listed in Section 39-27.003-005, Florida Administrative Code, be observed frequenting the site for nesting, feeding or breeding, proper protection/mitigation measures as required by applicable law, shall be employed immediately by the Developer in cooperation with the Florida Fish and Wildlife Conservation Commission ("FWCC").

b. Representative tracts of the pine-mesic oak forest and live oak hammock communities, listed on pages 12-4 and 18-1 of the SD, shall be designated on the Master Site Plan and preserved on-site in a manner which will protect or enhance their continued natural function and value. These tracts should be located contiguously in order to maximize their natural value.

c. Prior to the issuance of detailed site plan approval or Land Alteration permits, the developer shall stipulate to the satisfaction of Hillsborough County the manner by which any onsite gopher tortoise colonies shall be preserved or relocated. Copies of any required permits relative to any on-site gopher tortoise population shall be provided to Hillsborough County and TBRPC. An acceptable plan detailing how the gopher tortoise population will be accommodated, protected and monitored shall be submitted to Hillsborough County, the FWCC and TBRPC. The plan shall be submitted prior to any clearing activities or building permits. If no suitable habitat is available for relocating the tortoises, the applicant will submit an application for approval of an Incidental Take Permit to the appropriate agencies prior to initiation of construction as required.

d. 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 seven boxes as shown on Exhibit 2 of the August 2005 Kestrel Survey, SD. The nest boxes shall be designed, constructed and installed in accordance with FWCC Guidelines. The nest boxes shall be maintained by the Developer or its assigns during the life of this Development Order.

e. Within six months of approval of this Development Order, the Developer shall enter into an agreement with TECO for the ability to maintain the power line right-of-way through the community. A copy of said agreement shall be submitted to Hillsborough County. The right-of-way shall be maintained by the Developer or its

assigns during the life of this Development Order. If an agreement between TECO cannot be reached within six months of approval of this Development Order, the Developer shall provide an alternative plan to provide kestrel preservation per the Land Development Code of Hillsborough County. This plan must be submitted and approved by Hillsborough County and the FWCC prior to any land alteration permit approval.

f. Within 90-days of approval of this Amended and Restated Development Order, an Upland Management Plan shall be submitted to Hillsborough County for review and approval. The plan shall include provisions related to the timing and frequency of restoration and maintenance activities and provisions for monitoring of said activities. Implementation of the plan shall be initiated prior to commencement of construction. Status of implementation measures and monitoring of the plan shall be reported in the annual report.

g. Prior to initiation of construction, the Developer shall review the locations of nearby rookery locations and wood stork information as obtained from the "Florida Atlas of Breeding Sites for Herons and Their Allies" (1991) and recent monitoring reports by Audubon of Florida and coordinate with the USFWS. The information shall be submitted to FWCC for review and coordination prior to final site plan approval.

h. Pre-construction breeding season surveys for Florida sandhill cranes shall be conducted within all wetlands suitable for nesting to identify and avoid potential impacts. If nests are identified, the FWCC shall be contacted for consultation and review concerning conservation measures.

8. Historical and Archaeological Sites:

The discovery of any significant historical or archaeological resources during development activities shall be reported immediately to the Florida Division of Historical Resources. The disposition of such resources shall be determined in cooperation with the Division of Historical Resources and the Hillsborough County Historic Resources Review Board. Any activity disturbing such resources shall cease until the disposition of such resources has been determined.

9. Utilities: Water Supply and Wastewater Treatment:

a. The Developer shall be responsible for maintenance of all on-site water and wastewater facilities unless dedicated to Hillsborough County.

b. The Developer shall be responsible for off-site expansion of the water distribution and wastewater collection systems, if any, including any oversizing that may be required for project hook-up as provided in the Future of Hillsborough Comprehensive Plan.

c. Disposal of hazardous waste, as defined by applicable regulations, into the sewer system is prohibited.

d. The selection of spray irrigation sites for Wolf Creek Branch shall be based on a complete analysis of the treated effluent and a detailed hydrogeological analysis of the sites to determine the potential for groundwater contamination from any

hazardous waste or other pollutants. A groundwater monitoring program may be required in the event of on-site wastewater treatment and disposal.

e. The Developer shall pursue with Hillsborough County private interest cost-sharing in the construction of any needed new or expanded wastewater treatment facilities to serve Wolf Creek Branch and future surrounding development prior to seeking approval of a project specific interim wastewater treatment plant.

f. Should an interim wastewater treatment plant be proposed, it shall be subject to review and approval under applicable regulations of Hillsborough County in effect at the time of such application. The interim wastewater treatment plant shall only be located where a detailed hydrogeological analysis of the site determines low potential for groundwater contamination. In addition, a timetable, plan and system of standards shall be developed whereby Wolf Creek Branch will connect to regional wastewater facilities and close down its interim wastewater treatment plant.

g. The Developer shall be required to take back effluent utilizing a functional recovered water system capable of taking back an amount of effluent appropriate to the development in accordance with any uniformly applicable Hillsborough County Ordinance or Policy in effect at the time of detailed site plan approval.

h. Wolf Creek Branch sewer lines shall be monitored for leaks and ruptures once every three (3) years until such time as said lines are dedicated to Hillsborough County. The entity(ies) to carry out the monitoring shall be the Developer or its assigns. Faulty lines shall be replaced as quickly as possible.

i. Hillsborough County will provide, operate and maintain water service for each phase of the development.

j. An acceptable water use plan (potable and non-potable) shall be submitted to Hillsborough County, SWFWMD and the TBRPC for their approval prior to issuance of any project construction permits. The plan shall include at minimum:

(i) A phased estimate of the potable and non-potable water demands of Wolf Creek Branch.

(ii) Monitoring requirements to protect surface and groundwater resources from project development such as an interim wastewater treatment plant and percolation ponds, the stormwater drainage system, wastewater reuse and / or irrigation wells.

(iii) Xeriscape provisions.

(iv) Well protection, pumping and abandonment requirements.

(v) Non-potable use and source provisions including discussion of any reuse program and a scheduled irrigation plan.

(vi) Hydrant installation, flow and testing requirements.

(vii) An implementation timetable.

(viii) On-site infrastructure to accommodate the entire project for reclaimed water use as it becomes available, to be provided by the developer.

k. Until such a time as reclaimed water becomes available for any particular area within the project, Wolf Creek Branch shall utilize, to the maximum extent possible, the lowest quality water reasonably available and suitable for irrigation or other non-potable uses.

l. Fire flow and pressure appropriate for the development shall be maintained within the Wolf Creek Branch water supply system.

m. Developer shall be responsible for maintenance and operation of any on-site wells.

n. Water saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Section 553.14, Florida Statutes, 1985) and native vegetation shall be used in landscaping to the greatest extent feasible. The Developer shall use xeriscape techniques in areas where wastewater reuse is not feasible. Florida-friendly landscaping principles shall be used throughout development. Ecologically viable portions of existing native vegetation shall be incorporated into the landscape design to the greatest extent practicable and shall not be irrigated. Water-saving irrigation systems shall be used throughout the development. Rainfall sensor devices shall be included on all irrigation systems.

o. Developer shall incorporate the Southern Tampa Bay Water Use Cautionary Measures to the extent feasible. Total water use for the development shall meet the compliance per capita use rate required in the Eastern Tampa Bay Water Use Caution Area, which is part of the SWUCA, of 150 gallons per capita per day.

p. The Developer shall provide conservation education for the residents and other users of the development.

10. Solid / Hazardous Waste:

a. The collection, transportation, and disposal of solid waste is controlled by county ordinance(s) and shall take place in accordance with the terms of said ordinance(s).

b. The Developer shall advise and encourage Wolf Creek Branch tenants, businesses, residents, etc. to:

(i) Avoid the generation of hazardous waste through proper usage of materials and good management practices.

(ii) Properly collect and separate hazardous waste from the normal solid waste stream and to properly dispose of said waste.

(iii) For generators to notify the Environmental Protection Commission of Hillsborough County that their operations generate hazardous waste in large

quantities (over 1,000kg / month), small quantities (100-1,000 kg / month) or small quantities exempt (less than 100 kg / month) and to arrange for a verification inspection of their facilities.

11. Energy:

a. The Developer shall encourage all Wolf Creek Branch tenants, businesses, residents, etc. to:

(i) Use energy alternatives, such as solar energy, resource recovery, waste heat recovery and cogeneration, where economically feasible;

(ii) Obtain energy audits provided by energy companies or other qualified agencies;

(iii) Install water heater timers and set water heaters at 130 degrees Fahrenheit or lower;

(iv) Use landscaping and building orientation to reduce heat gain, where feasible, for all Wolf Creek Branch construction;

(v) Promote energy conservation by employees, buyers, suppliers and the public;

(vi) Reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours;

(vii) Institute and utilize recycling programs;

(viii) Utilize energy efficient packaging and/or recyclable materials; and

(ix) Install total energy systems on large facilities when cost effective.

b. The Developer shall implement the energy conservation measures referenced on Pages 25-3 to 25-5 of the DRI/ADA, including adherence to the Florida Energy Efficient Building Code, as appropriate.

c. Tampa Electric Company (TECO) has capability and will provide electricity for the development of Wolf Creek Branch.

d. Tampa Electric Company (TECO) has capability and will provide natural gas for the development of Wolf Creek Branch.

12. Stormwater Management and Water Quality:

a. All stormwater management system components shall comply with Chapters 17-25, 40D-4 and 17-3, Florida Administrative Code, as well as any other applicable local, state and federal rules and regulations. Treatment shall be provided by biological filtration, wherever feasible.

b. The Developer shall amend the Water Quality Monitoring Program established in 1992 to include the expanded land area added to the project under the

proposed SD. The amended program will be submitted to SWFWMD and DEP for review and approval prior to any site development in the expanded portion of the DRI. The Program shall continue to institute and implement ground and surface water monitoring to assure that there is no degradation of water quality by development of the project. Sampling locations shall be at two locations on Wolf Creek Branch, one where Wolf Creek enters the project site and a second where Wolf Creek exits the site. Samples will be taken twice – once at the end of the rainy season and again at the end of the dry season. The baseline sampling data and monitoring reports shall report the following: fecal coliform; dissolved oxygen; nutrients; pesticides; herbicides; pH; and heavy metals (including cadmium, copper, iron, lead and mercury). The baseline will be established before any site alteration. The monitoring program shall be initiated upon commencement of site alteration and shall continue through project buildout. SWFWMD and other appropriate agencies, pursuant to applicable law, will approve the parameters proposed to be tested, sampling location, methodologies, and frequencies, and shall review the monitoring results. All analytical methods and procedures used shall comply with the United States Environmental Protection Agency / Florida Department of Environmental Protection Quality Control Standards and Requirements (“EPA DEP Quality Control Standards”). If determined to be necessary by these agencies, the water quality monitoring program will be expanded concurrent with development of the project. Documentation that all required monitoring plans and mitigative measures have been implemented shall be provided to Hillsborough County as part of each annual report. Should the monitoring indicate that because of development of the project applicable state water quality standards are not being met, the violation which is or may be contributing to or causing the non-compliance, shall be reported to Hillsborough County immediately and, if caused by on-site activities, such on-site activities identified as causing the violation shall cease until the violation is corrected.

c. The Developer shall implement best management practices for reducing water quality impacts as recommended by currently adopted regulations of Hillsborough County and SWFWMD including a street cleaning program for parking and roadway areas within the development.

d. In the event of on-site wastewater treatment and disposal, assurance of protection of groundwater quality through the development of a groundwater monitoring program with appropriate sampling frequencies in compliance with EPA DEP Quality Control Standards shall be required. This program must be instituted prior to on-site wastewater treatment and disposal and continued periodically throughout the life of the project.

e. Prior to construction plan approval and the subsequent issuance of site alteration/building permits, the Master Stormwater Management Plan for Wolf Creek Branch shall be submitted to DEP and TBRPC for review, and to Hillsborough County and SWFWMD for approval. The stormwater management system for the development shall be designed, constructed and maintained to meet or exceed the requirements contained in Hillsborough County’s Stormwater Management Technical Manual. The appropriate design criteria to be used is that which is in effect at the time of Construction Plan submittal and review for a particular phase of the development. This condition shall not require the Developer to remove and replace or otherwise retrofit stormwater management structures and improvements that are in place pursuant to approved construction plans if stormwater management design requirements/criteria change prior to development of a later phase.

f. All drainage and associated access easements necessary to accommodate any and all of the impacts of the Development shall be donated by the Developer to the County, as required, and in accordance with the appropriate County policy in effect at the time of the Construction Plan submittal and review. All easement documents associated with a particular parcel or phase must be fully executed and recorded prior to, or concurrent with, the issuance of Certificate(s) of Occupancy or plat approval, whichever is applicable, for the particular parcel or phase.

g. The Developer shall operate and maintain all on-site stormwater management facilities unless otherwise required or approved by the County. The Developer shall hire a licensed engineer to conduct annual inspections of the stormwater management systems on the project site to ensure that the system is being properly maintained in keeping with its design, and is capable of accomplishing the level of stormwater storage and treatment for which it was designed and intended. Inspection results shall be included in each annual DRI report.

h. The Developer shall implement signage and resident education advocating surface water protection.

i. Low Impact Development techniques shall be used throughout the development. These techniques shall include, but not limited to, the following: retention of the maximum amount of existing native vegetation; shallow vegetated swales in all areas, including parking; appropriate Florida-friendly plant selections; small, recessed garden areas throughout landscaped areas; porous pavement and other pervious pavement technologies; stabilized grass areas for overflow parking.

13. Educational Facilities. Upon request of the School Board, the Developer shall dedicate and convey at no cost to the Hillsborough County School Board, usable land for one 15 acre elementary school site and one 15 acre middle school site. If either school site is not accepted by the Hillsborough County School Board, the site may be used for single-family or multi-family residential development only so long as the total number of dwelling units does not exceed the number of units shown in Table 1. The Developer shall (a) include the school and park sites in its Master Drainage Plan so as to enable the County and the School District to avoid the expense of providing on-site stormwater retention and (b) shall provide the infrastructure for both potable water and central sewer service in conjunction with the construction of the roads that will provide access to the school and park sites.

14. Fire and Police Protection:

a. Prior to the issuance of building permits, the Developer shall provide documentation to Hillsborough County of adequate fire protection for the portions of the project then being developed, including functioning fire hydrants (in adequate numbers and locations), sprinkler systems and alarms in all non-residential buildings and appropriate fire flows and water pressure to serve each increment of the development for which approval is being sought.

b. Wolf Creek Branch shall be designed and constructed to meet or exceed state and local fire codes and regulations.

c. A community Fire Station shall be included within Tracts VC-6, VC-7, VC-8 or VC-9, and shall be a minimum of 1.2 acres in size or a site sufficient to accommodate the construction of a 10,000 s.f. one-story fire station facility. This acreage and/or site shall be sufficient to provide for all related site requirements and/or improvements (e.g. parking, circular drive, ingress and egress driveways) as determined by Hillsborough County. The Developer shall provide stormwater facilities off-site, within the master stormwater system. The site shall be located to have direct egress onto a collector or arterial roadway. The Developer shall dedicate and convey this site to the County at no cost to the County. Prior to final site plan approval within any of the above mentioned tracts, the Developer shall coordinate with the Hillsborough County Fire Rescue office to determine the specific location and size during the site plan review phase. Within 90-days of a request by Hillsborough County Fire Rescue Department, the Developer shall dedicate and convey the property.

d. The Developer shall incorporate CPTED guidelines for all public and commercial buildings and comply with all CPTED evaluation processes as adopted and required by the Hillsborough County Sheriffs Office (HSCO) during the site plan design phase.

15. Economy:

a. Wolf Creek Branch shall encourage promotion of entrepreneurship and small and minority-owned business start-ups and provide for non-discriminatory employment opportunities.

b. Wolf Creek Branch development employers shall be encouraged to institute programs to provide child care facilities at the place of employment or as a cooperative effort with other businesses.

16. Recreation and Open Space:

a. The Wolf Creek Branch park(s) and recreational facilities shall be designated on the Master Site Plan and shall be accessible to the handicapped.

b. The Developer shall comply with the Hillsborough County Park Site Improvement Program (Ordinances 85-23 and 85-25E, as amended by 86-13 and 87-13) and land use, zoning and open space requirements.

c. Except as provided below for the South Coast Greenway, Hillsborough County will be responsible for maintenance of all recreation and open space areas, which are accepted for dedication to Hillsborough County within the Wolf Creek Branch project. All recreation and open space not so dedicated will be maintained by the Developer.

d. The Developer will construct the South Coast Greenway depicted on Map H in accordance with the minimum paved trail standards in the Hillsborough County Paved Trail Design Manual or alternative standards as approved by the Hillsborough County Parks, Recreation and Conservation Department, Greenways Program. The trail will be a minimum of 12 feet in width and will be constructed within a 30-foot wide trail

corridor. The trail will align appropriately to connect to the north and south segments of the South Coast Greenway offsite. The final alignment will be determined in conjunction with the Hillsborough County Parks, Recreation and Conservation Department, Greenways Program. The trail will remain open to the public and shall accommodate all types of recreational uses and non-motorized transportation suitable for a paved trail. Maintenance of the trail will be provided through a homeowners association/CDD.

e. An 80-acre regional park as shown on the revised Map H has been conveyed to Hillsborough County for construction of a regional sports complex.

17. Housing. Wolf Creek Branch shall encourage the development of some living units as accessible by the handicapped.

18. General Conditions:

a. Prior to issuance of building permits, the Developer shall verify to the satisfaction of Hillsborough County that adequate solid waste disposal, water, wastewater, electricity, fire, emergency medical services and police capabilities and facilities are available for the building(s) that are the subject of such building permits.

b. The Developer shall record a Notice of Adoption of this Resolution in the Public Records of Hillsborough County, Florida, in accordance with Subsection 380.06(15), Florida Statutes, as amended.

c. If any section, subsection, sentence, clause or provision of this Amended and Restated Development Order is held invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining sections, subsections, sentences, clauses or provisions of this Amended and Restated Development Order, which shall remain in full force and effect.

**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 December 12, 2006 as same appears of record in Minute Book 367 of the Public Records of Hillsborough County, Florida.

Witness my hand and official seal this 18th day of December, 2006.

PAT FRANK, Clerk

By: *Maria K. Dill*
Deputy Clerk

APPROVED AS TO FORM AND LEGAL SUFFICIENCY

By: *Doug Gallemari*
Assistant County Attorney



EXHIBIT A
Legal Description

ORIGINAL DRI

Folio #054244.0000

All of Section 34, Township 31S, Range 19E, Less I-75 By-Pass and Less R-O-W for 19th Avenue N.E. Extension

Containing 627.6 acres, more or less.

NORTH EAST EXPANSION AREA

Folio #'s: 054165.0000 and 054156.0000

DESCRIPTION: A parcel of land lying in Sections 23 and 26, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

Commence at the Northeast corner of said Section 26, run thence along the North boundary of the Northeast 1/4 of said Section 26, N.89°49'37"W., 291.90 feet to a point on the Westerly limited access right-of-way line for INTERSTATE HIGHWAY No. 75 (State Road No. 93), per Florida Department of Transportation Right-of-way Map Section No. 10075-2403, said point also being the **POINT OF BEGINNING**; thence along said Westerly limited access right-of-way line, S.33°52'13"W., 1553.99 feet to a point on the Northwesterly boundary of that property recorded in Official Records Book 15934, Page 1368, of the Public Records of Hillsborough County, Florida; thence along said Northwesterly boundary, the following twelve (12) courses: 1) N.56°07'47"W., 91.76 feet to a point on a curve; 2) Southwesterly, 615.95 feet along the arc of a curve to the right having a radius of 782.00 feet and a central angle of 45°07'47" (chord bearing S.56°26'07"W., 600.15 feet) to a point of tangency; 3) S.79°00'00"W., 430.00 feet to a point of curvature; 4) Westerly, 12.53 feet along the arc of a curve to the left having a radius of 968.00 feet and a central angle of 00°44'29" (chord bearing S.78°37'45"W., 12.53 feet); 5) S.12°20'00"E., 42.95 feet; 6) S.77°40'00"W., 20.00 feet; 7) N.12°20'00"W., 42.95 feet to a point on a curve; 8) Southwesterly, 964.27 feet along the arc of said curve to the left having a radius of 968.00 feet and a central angle of 57°04'29" (chord bearing S.48°32'15"W., 924.89 feet) to a point of tangency; 9) S.20°00'00"W., 285.00 feet to a point of curvature; 10) Southwesterly, 1483.86 feet along the arc of a curve to the right having a radius of 2882.00 feet and a central angle of 29°30'00" (chord bearing S.34°45'00"W., 1467.53 feet) to a point of compound curvature; 11) Southwesterly, 674.81 feet along the arc of a curve to the right having a radius of 1432.00 feet and a central angle of 27°00'00" (chord bearing S.63°00'00"W., 668.59 feet); 12) S.13°30'00"E., 1209.98 feet to a point on the South boundary of the aforesaid Section 26; thence along said South boundary of Section 26, N.89°33'02"W., 834.58 feet; thence along a line lying 375.00 feet East of and parallel with the West boundary of said Section 26, the following (2) courses: 1) N.00°36'55"E., 2628.80 feet; 2) N.00°37'29"E., 2691.26 feet; thence along a line lying 375.00 feet East of and parallel with the West boundary of the Southwest 1/4 of the aforesaid Section 23, N.00°06'47"W., 2648.01 feet to a point on the North boundary of the Southwest 1/4 of said Section 23; thence along said North boundary of the Southwest 1/4 of Section 23, S.88°52'25"E., 2281.90 feet to the Northwest corner of the Southeast 1/4 of said Section 23; thence along the North boundary of said Southeast 1/4 of Section 23, continue S.88°52'25"E., 1552.16 feet; thence along the East boundary of the West 231.00 feet of the East 1/2 of said Southeast 1/4 of Section 23,

S.00°15'20"W., 2656.81 feet to a point on the aforesaid North boundary of the Northeast 1/4 of Section 26; thence along said North boundary of the Northeast 1/4 of Section 26, S.88°49'37"E., 797.46 feet to the **POINT OF BEGINNING**.

Containing 504.533 acres, more or less.

NORTHWEST EXPANSION AREA

Folio #054190.0000, #054172.0000, and #054235.0000

A fractional part of Section 27, Section 28, and Section 33, lying Easterly of the Atlantic Coast Line Railroad right of way Township 31 South, Range 19 East, Hillsborough County, Florida, more particularly described as follows:

Commence at the Northeast corner of Section 33, Township 31 South, Range 19 East, Hillsborough County, Florida, for a point of beginning; thence South 00°00'46" East, on an assumed bearing of the Easterly boundary of said Section 33, a distance of 2571.10 feet; thence North 89°41'38" West, along the East and West quarter line of said Section 33, a distance of 2082.27 feet to a point on the Easterly right of way boundary of the A.C.L. Railroad; thence North 27°58'48" East, along said Easterly right of way line of A. C. L. Railroad, a distance of 2893.41 feet to a point on the line dividing Section 33 and Section 28; thence North 27°58'08" East, continuing along stated A. C. L. Railroad right of way line through Section 28 and into Section 27, a distance of 2973.55 feet; thence South 89°55'48" East, a distance of 4667.41 feet to a point on the Easterly boundary of said Section 27; thence South 00°01'05" East, along stated Easterly boundary of Section 27, a distance of 2629.17 feet to the Southeast corner of said Section 27; thence North 89°51'23" West, along the Southerly boundary of Section 27, a distance of 5354.99 feet to the Northeast corner of aforementioned Section 33 and point of beginning.

Containing 405.903 acres, more or less.

REGIONAL SPORTS PARK – HILLSBOROUGH COUNTY

Folio # 054165.0010

DESCRIPTION: A parcel of land lying in Section 26, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

COMMENCE at the Northeast corner of said Section 26, run thence along the North boundary of said Section 26, N.88°49'37"W., 291.91 feet to a point on the Westerly Limited Access Right-Of-Way line of INTERSTATE HIGHWAY NO. 75, according to Florida Department of Transportation right-of-way Map Section 10075-2403; thence along said Westerly Limited Access Right-Of-Way line the following three (3) courses: 1) S.33°52'13"W., 1553.99 feet to the **POINT OF BEGINNING**; 2) continue, S.33°52'13"W., 4520.97 feet to a point of curvature; 3) Southwesterly, 220.00 feet along the arc of a curve to the left having a radius of 7813.44 feet and a central angle of 01°36'48" (chord bearing S.33°03'49"W., 220.00 feet) to a point on the South boundary of the Southwest 1/4 of said Section 26; thence along said South boundary, N.89°33'02"W., 330.88 feet; thence N.13°30'00"W., 1209.98 feet to a point on a curve; thence Northeasterly, 674.81 feet along the arc of a curve to the left having a radius of 1432.00 feet and a central angle of 27°00'00" (chord bearing N.63°00'00"E., 668.59 feet) to a point of compound curvature; thence Northeasterly, 1483.86 feet along the arc of a curve to the left

having a radius of 2882.00 feet and a central angle of 29°30'00" (chord bearing N.34°45'00"E., 1467.53 feet) to a point of tangency; thence N.20°00'00"E., 285.00 feet to a point of curvature; thence Northeasterly, 944.56 feet along the arc of a curve to the right having a radius of 968.00 feet and a central angle of 55°54'29" (chord bearing N.47°57'15"E., 907.53 feet); thence S.13°30'00"E., 42.95 feet; thence N.76°30'00"E., 20.00 feet; thence N.13°30'00"W., 42.95 feet to a point on a curve; thence Easterly, 32.24 feet along the arc of a curve to the right having a radius of 968.00 feet and a central angle of 01°54'29" (chord bearing N.78°02'45"E., 32.24 feet) to a point of tangency; thence N.79°00'00"E., 430.00 feet to a point of curvature; thence Northeasterly, 615.95 feet along the arc of a curve to the left having a radius of 782.00 feet and a central angle of 45°07'47" (chord bearing N.56°26'07"E., 600.15 feet); thence S.56°07'47"E., 91.76 feet to the **POINT OF BEGINNING**.

Containing 80.196 acres, more or less.

REGIONAL SPORTS PARK ACCESS EASEMENT

DESCRIPTION: A parcel of land lying in Section 26, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

COMMENCE at the Northeast corner of said Section 26, run thence along the North boundary of said Section 26, N.88°49'37"W., 291.91 feet to a point on the Westerly Limited Access Right-Of-Way line of INTERSTATE HIGHWAY NO. 75, according to Florida Department of Transportation right-of-way Map Section 10075-2403, said point also being the Southeast corner of COVINGTON GARDEN BOULEVARD (Access Road) according to said Florida Department of Transportation right-of-way Map Section 10075-2403 and said point also being the **POINT OF BEGINNING**; thence along said Westerly Limited Access Right-Of-Way line, S.33°52'13"W., 1553.99 feet; thence N.56°07'47"W., 60.00 feet; thence along a line lying 60.00 feet Westerly of and parallel with said Westerly Limited Access Right-Of-Way line, N.33°52'13"E., 1515.48 feet to a point on the aforesaid North boundary of Section 26, said point also being the Southwest corner of the aforesaid COVINGTON GARDEN BOULEVARD (Access Road); thence along said North boundary of Section 26, also being the South boundary said COVINGTON GARDEN BOULEVARD (Access Road), S.88°49'37"E., 71.30 feet to the **POINT OF BEGINNING**.

Containing 2.114 acres, more or less.

EXHIBIT B

Map H (Revised December 2006)

EXHIBIT C
LAND USE EQUIVALENCY MATRIX
WOLF CREEK BRANCH DRI

"A"	"B"				
	EQUIVALENT USES				
LAND USES THAT ARE TO BE TRADED	# OF SINGLE-FAMILY DETACHED DWELLING UNITS	# OF SINGLE-FAMILY ATTACHED DWELLING UNITS	# OF MULTI-FAMILY APARTMENTS	# OF SQ. FT. COMMERCIAL	# OF SQ. FT. OFFICE
ONE SINGLE-FAMILY DETACHED DWELLING UNIT	(1.00)	(1.80)	(1.40)	(182.00)	(118.00)
ONE SINGLE-FAMILY ATTACHED DWELLING UNIT	(0.48)	(1.00)	(0.74)	(87.00)	(56.00)
ONE MULTI-FAMILY APARTMENT	(0.67)	(1.31)	(1.00)	(121.00)	(78.00)
1000 SQ. FT. OF COMMERCIAL	(3.04)	(5.45)	(4.24)	(1.00)	(651.00)
1000 SQ. FT. OF OFFICE	(1.04)	(1.87)	(1.45)	(344.00)	(1.00)

* The calculations must always start in Column "A" and end in Column "B." Start in Column "A" at appropriate row; proceed horizontally, then vertically to the equivalent use in Column "B." The equivalent Column "B" land use is noted in the () at the intersection of the "traded land use" horizontal row, and the "equivalent uses" vertical column. For example, one Single Family Attached unit (Column "A", second row) can be traded into 87 sq. feet of Commercial. The intersection of the Single Family Attached unit row, and the Commercial column is 87 Sq. Feet.

In order to preserve the multi-use nature of this development, land use exchanges will be limited so that the following 35% minimum and maximum for each land use will be observed:

Use	Minimum	Approved	Maximum
Single-Family Detached Residential (du's)	1,778	2,735	3,692
Single-Family Attached Residential (du's)	644	991	1,338
Multi-Family Apartment (du's)	506	779	1,052
Commercial (sf)	226,512	348,480	470,448
Office (sf)	70,785	108,900	147,015

This matrix is based upon ITE Trip Generation, 7th Edition (2003).