#89

Rick Scott
GOVERNOR

FLORIDA DEPARTMENT of ECONOMIC OPPORTUNITY

Cynthia R. Lorenzo
INTERIN EXECUTIVE DIRECTOR

March 27, 2012

Ms. Nancy Y. Takemori
Assistant County Attorney
Hillsborough County
Post Office Box 1110
Tampa, Florida 33601

Re: BRANDON TOWN CENTER; File Number AGM-1998-034A

Dear Ms. Takemori:

Enclosed is a copy of the executed agreement for BRANDON TOWN CENTER. If you have any questions, please call Brenda Winningham in the Office of Comprehensive Planning at 850.717.8516.

Sincerely,

D Ray Eubanks

D. Ray Eubanks, Administrator
Plan and DRI Processing Unit

DRE/dh

Enclosure

cc: Mr. John Meyer, Tampa Bay RPC (with enclosure)
Mr. John Healey, Hillsborough County (with enclosure)

An equal opportunity employer/program. Auxiliary aids and services are available upon request to individuals with disabilities. All voice telephone numbers on this document may be reached by persons using TTY/TDD equipment via the Florida Relay Service at 711.

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

This First Amendment ("Amendment") is entered into by and between **BRANDON SHOPPING CENTER PARTNERS, LTD.**, a Florida limited partnership ("Brandon Partners") **HILLSBOROUGH COUNTY, FLORIDA** (the "County") and **STATE OF FLORIDA, DEPARTMENT OF ECONOMIC OPPORTUNITY** ("Department") subject to all other governmental approvals and solely at Brandon Partners' own risk.

WHEREAS, Brandon Partners is a Florida limited partnership, the successor to Urban Retail Properties Co., and is the developer of the Brandon Town Center development of regional impact ("DRI"); and

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

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

WHEREAS, pursuant to Subsection 380.032(3), F.S., the Department is authorized to enter into agreements as may be necessary to effectuate the provisions and purposes of Chapter 380, F.S.; and

WHEREAS, Brandon Partners, the County and the Department desire to enter into this Section 380.032(3), F. S., Amendment; and

WHEREAS, as part of the Metropolitan Urban Center for the Brandon Town Center Mall area, the County encourages a wider variety of land uses as well as a greater intensity of land uses at this location.

WHEREAS, on November 3, 1983, the Hillsborough County Board of County Commissioners issued Development Order #89 for the Brandon Town Center DRI and thereby approved a 306-acre multi-use development to be composed of 1,350,000 square feet ("s.f.") Gross Leasable Space ("G.L.A.") of retail development, 500,000 s.f. G.L.A. of office development and 129 multi-family dwelling units; and

WHEREAS, on May 26, 1987, the Board of County Commissioners amended the Brandon Town Center Development Order through Resolution #R87-0170 to extend the buildout date to 1992 and other additional amendments described therein; and

WHEREAS, on January 23, 1990, the Board of County Commissioners amended the Brandon Town Center Development Order through Resolution #R90-0021 to consolidate the entire project into a single phase with a buildout date of 1992; and

WHEREAS, on February 12, 1991, the Board of County Commissioners amended the Brandon Town Center Development Order through Resolution #R91-0033 extending the single phase buildout date to 1993 and providing for an "unavoidable delay" clause; and

WHEREAS, on September 24, 1991, the Board of County Commissioners amended the Brandon Town Center Development Order through Resolution #R91-0213, providing for a simultaneous increase and decrease in intensities of land uses, such that commercial/retail development was increased by 50,000 s.f. G.L.A. to 1,400,000 s.f. G.L.A., office development was decreased by 193,000 s.f. G.L.A. to 307,000 s.f. G.L.A., and the multi-family development was increased by 91 units to 220 units; and

WHEREAS, on June 9, 1992, the Board of County Commissioners amended the Brandon Town Center Development Order through Resolution #R92-0137, amending the development schedule and extending the buildout date for the entire project to 1995; and

WHEREAS, on April 13, 1993, the Board of County Commissioners amended the Brandon Town Center Development Order through Resolution #R93-008 1, authorizing a land use equivalency matrix which enables the exchange of retail and office uses, while keeping unchanged the impacts of development; and

WHEREAS, the Brandon Town Center DRI was approved for 1,400,000 s.f. G.L.A. of retail development, 307,000 s.f. G.L.A. of office development and 220 dwelling units; and

WHEREAS, a total of 1,245,291 s.f. G.L.A. of retail development has been constructed prior to October 1998; and

WHEREAS, the unconstructed portion of the Brandon Town Center DRI prior to October 1998 was composed of 154,709 s.f. G.L.A. of retail development, 307,000 s.f. G.L.A. of office development and 220 multi-family dwelling units; and

WHEREAS, using the Brandon Town Center DRI Development Order land use equivalency matrix, the unconstructed portion of the project equaled to 342,209 s.f. G.L.A. of retail development and 220 multi-family units.

WHEREAS, Brandon Partners' predecessor Urban Retail Properties Co. entered into the "Essentially Built-out Agreement Pursuant to §380.032(3), and §380.06(15)(g)(3), Florida Statutes" in 1998 the ("1998 Agreement"); and

WHEREAS, the 1998 Agreement provided for an additional 190,000 s.f. G.L.A. of retail development; and

WHEREAS, all the 190,000 s.f. G.L.A. of retail development has been fully utilized and all rights and obligations under the 1998 Agreement have been satisfied; and

WHEREAS, all Brandon Town Center DRI Development Order requirements for the contribution of funds, land, and public facilities expressly designated to mitigate impacts attributable to the development approved by the DRI have been satisfied; and

WHEREAS, the County acknowledges that the South Brandon Transportation Rail Corridor identified on Exhibit "A" of the 1998 Agreement is no longer a viable project, and the parties herein agree that the reference thereto shall be eliminated; and

WHEREAS, the parties herein agree that any additional development for the Brandon Town Center project shall not be subject to Ch. 380, F.S. but shall be subject to the Future of Hillsborough Comprehensive Plan and Land Development Code, including but not limited to the Adequate Public Facilities Regulations of the Land Development Code.

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

1. The 1998 Agreement is amended to the extent provided for herein. All references to "Urban" in the 1998 Agreement shall be replaced with "Brandon Partners."

2. Paragraph 3 of the 1998 Agreement is deleted in its entirety and any future additional development planned or approved shall be subject to the Future of Hillsborough Comprehensive Plan and Land Development Code, including but not limited to the Adequate Public Facilities Regulations of the Land Development Code (as may be modified by Chapter 2011-139, Laws of Florida), and any other provisions contained in the 1998 Agreement in conflict with this Amendment shall be deemed modified or deleted.

3. Paragraph 4 of the 1998 Agreement is deleted in its entirety.

4. The Revised General Development Plan attached as Exhibit "A" to the 1998 Agreement is amended to delete the reference to the South Brandon Transportation Rail Corridor and to delete the Development Schedule. The Brandon Town Center DRI Development Table attached as Exhibit "B" to the 1998 Agreement is also deleted in its entirety.

5. The effective date and date of execution of this Agreement shall be the date in which the last party signs and acknowledges this Agreement.

[Signature pages follow.]

ATTEST:
Clerk of Circuit Court

By: Beverly Anne Miller
Deputy Clerk

HILLSBOROUGH COUNTY, a political subdivision of the State of Florida

By: Ken Hagan
Chairman, Board of County Commissioners

MAR - 6 2012

DATE APPROVED

APPROVED BY COUNTY ATTORNEY

By:
Approved As To Form And
Legal Sufficiency

BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY FLORIDA
DOCUMENT NO. 12-0243

198939v7

ATTEST:

_____

Print Name_____

DEPARTMENT OF ECONOMIC OPPORTUNITY

By: J. Thomas Beck
3-26-12

Director, Div. of Community Development

Approved as to form and legal sufficiency:

David Jordan

Counsel
Department of Economic Opportunity

198939v7

BRANDON SHOPPING CENTER PARTNERS, LTD.,
a Florida limited partnership
By: Its general partner
WEA BRANDON I GP, LLC,
a Delaware limited liability company
By: Its sole member
WESTFIELD GROWTH LP,
a Delaware limited partnership
By: Its general partner
WESTFIELD GROWTH II LP,
a Delaware limited partnership,
By: Its general partner
WESTFIELD CENTERS LLC,
a Delaware limited liability company
By: Its sole member
WESTFIELD AMERICA LIMITED
PARTNERSHIP, a Delaware limited partnership
By: Its general partner
WESTFIELD U.S. HOLDINGS, LLC,
a Delaware limited liability company

By: _____
Rory A. Packer
Assistant Secretary

_____
Print Name: Verlisa Lewis

_____
Print Name: LINDA BELL

198939v6

NOTARY ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
) SS:
COUNTY OF LOS ANGELES)

On March 5, 2012, before me, Lisa M. Shelley a Notary Public in and for said County and State, personally appeared, RORY A. PACKER who proved to me on the basis of satisfactory evidence to be the person~~(s)~~ whose name(~~s)~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that he/s~~he/the~~y executed the same in his/~~her/the~~ir authorized capacity(~~ies~~), and that by his/~~her/the~~ir signature~~(s)~~ on the instrument the perso~~n(~~s), or the entity upon behalf of which the person~~(s)~~ acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

LISA M. SHELLEY
Commission # 1931433
Notary Public - California
Los Angeles County
My Comm. Expires Apr 30, 2015

Signature: Lisa M. Shelley
Lisa M. Shelley, Notary Public (Notary Seal)

198939v6

DRI #89

Rick Scott
GOVERNOR

FLORIDA DEPARTMENT of ECONOMIC OPPORTUNITY

Doug Darling
EXECUTIVE DIRECTOR

November 7, 2011

Mr. John Healy, AICP
Executive Planner, Hillsborough County
Department of Development Services
Post Office Box 1110
Tampa, Florida 33601

Re: First Amendment to the Brandon Town Center Essentially Built-Out Agreement, Hillsborough County

Dear ~~Mr. Healy~~ John:

The Department has completed its review of the proposed amendment to the Brandon Town Center Essentially Built-Out Agreement (Agreement) that was submitted by Hillsborough County on October 25, 2011. The amendment to the Agreement proposes the following changes: 1) future development will be subject to the Hillsborough County Comprehensive Plan and Land Development Code; 2) references to the developer/property owner will reflect the current property owner, Brandon Shopping Center Partners, Limited Partnership; 3) paragraphs 3 and 4 and Exhibit B in the existing Agreement will be deleted; and 4) Exhibit A (Development Map) will be modified to remove references to the light rail corridor. No new development entitlements are proposed in the amendment. Based on the information provided by Hillsborough County, the Department has identified no issues with the proposed amendment to the Agreement. Therefore, the County may move forward with consideration of its approval.

Thank you for the opportunity to review the proposed amendment to the Agreement. Once the Agreement has been executed by the applicant and County, please send the original executed Agreement to the Department for signature. If you have any questions, please feel free to contact Chris A. Wiglesworth, Senior Planner, at (850) 922-1826.

Sincerely,

Tom Beck

J. Thomas Beck, Director
Division of Community Development

JTB/caw

cc: Mr. John Meyer, DRI Coordinator, Tampa Bay Regional Planning Council
Mr. Daniel C. Santos, AICP, Growth Management Supervisor, Florida Department of Transportation

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89

STATE OF FLORIDA

DEPARTMENT OF COMMUNITY AFFAIRS

"Helping Floridians create safe, vibrant, sustainable communities"

LAWTON CHILES
Governor

JAMES F. MURLEY
Secretary

December 17, 1998

Ms. Kathy Castor
Broad and Cassell
Post Office Box 3310
Tampa, FL 33601-3310

Mr. Kevin Mineer
DRI Coordinator
Hillsborough County
Planning and Development Dept.
601 East Kennedy Blvd.
Tampa, FL 33602

Re: Brandon Town Center; File Number AGM-898-034

Dear Ms. Castor and Mr. Mineer:

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

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

Sincerely,

for Paul Cogger

D. Ray Eubanks
Community Program Administrator

DRE/dh
Enclosure
cc: Mr. Tim Butts, Tampa Bay RPC (with enclosure)

2555 SHUMARD OAK BOULEVARD • TALLAHASSEE, FLORIDA 32399-2100
Phone: 850.488.8466/Suncom 278.8466 FAX: 850.921.0781/Suncom 291.0781
Internet address: http://www.state.fl.us/comaff/dca.html

FLORIDA KEYS
Area of Critical State Concern Field Office
2796 Overseas Highway, Suite 212
Marathon, Florida 33050-2227

GREEN SWAMP
Area of Critical State Concern Field Office
155 East Summerlin
Bartow, Florida 33830-4641

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

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

This Agreement ("Agreement") is entered into by and between URBAN RETAIL PROPERTIES CO. ("Urban"), HILLSBOROUGH COUNTY, FLORIDA (the "County") and STATE OF FLORIDA, DEPARTMENT OF COMMUNITY AFFAIRS ("Department") subject to all other governmental approvals and solely at Urban's own risk.

WHEREAS, Urban is a duly incorporated and active Delaware corporation and is the developer of the Brandon Town Center development of regional impact ("DRI"); and

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

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

WHEREAS, pursuant to Subsection 380.032(3), F.S., the Department is authorized to enter into agreements as may be necessary to effectuate the provisions and purposes of Chapter 380, F.S.; and

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

WHEREAS, as part of the Metropolitan Urban Center for the Brandon Town Center Mall area, the County encourages a wider variety of land uses as well as a greater intensity of land uses at this location.

WHEREAS, on November 3, 1983, the Hillsborough County Board of County Commissioners issued Development Order #89 for the Brandon Town Center DRI and thereby approved a 306-acre multi-use development to be composed of 1,350,000 square feet ("s.f.") Gross Leasable Space ("G.L.A.") of retail development, 500,000 s.f. G.L.A. of office development and 129 multi-family dwelling units; and

WHEREAS, on May 26, 1987, the Board of County Commissioners amended the Brandon Town Center Development Order through Resolution #R87-0170 to extend the buildout date to 1992 and other additional amendments described therein; and

WHEREAS, on January 23, 1990, the Board of County Commissioners amended the Brandon Town Center Development Order through Resolution #R90-0021 to consolidate the entire project into a single phase with a buildout date of 1992; and

WHEREAS, on February 12, 1991, the Board of County Commissioners amended the Brandon Town Center Development Order through Resolution #R91-0033 extending the single phase buildout date to 1993 and providing for an "unavoidable delay" clause; and

WHEREAS, on September 24, 1991, the Board of County Commissioners amended the Brandon Town Center Development Order through Resolution #R91-0213, providing for a simultaneous increase and decrease in intensities of land uses, such that commercial/retail development was increased by 50,000 s.f. G.L.A. to 1,400,000 s.f. G.L.A., office development was decreased by 193,000 s.f. G.L.A. to 307,000 s.f. G.L.A., and the multi-family development was increased by 91 units to 220 units; and

WHEREAS, on June 9, 1992, the Board of County Commissioners amended the Brandon Town Center Development Order through Resolution #R92-0137, amending the development schedule and extending the buildout date for the entire project to 1995; and

WHEREAS, on April 13, 1993, the Board of County Commissioners amended the Brandon Town Center Development Order through Resolution #R93-0081, authorizing a land use equivalency matrix which enables the exchange of retail and office uses, while keeping unchanged the impacts of development; and

WHEREAS, the Brandon Town Center DRI currently is approved for 1,400,000 s.f. G.L.A. of retail development, 307,000 s.f. G.L.A. of office development and 220 dwelling units; and

WHEREAS, a total of 1,245,291 s.f. G.L.A. of retail development has been constructed to date; and

WHEREAS, the unconstructed portion of the Brandon Town Center DRI is composed of 154,709 s.f. G.L.A. of retail development, 307,000 s.f G.L.A. of office development and 220 multi-family dwelling units; and

WHEREAS, using the Brandon Town Center DRI Development Order land use equivalency matrix, the unconstructed portion of the project is equivalent to 342,209 s.f. G.L.A. of retail development and 220 multi-family units.

WHEREAS, Urban desires to construct 190,000 s.f. G.L.A. of retail development to complete the project.

WHEREAS, all Brandon Town Center DRI Development Order requirements for the contribution of funds, land, and public facilities expressly designated and used to mitigate impacts attributable to the approved development have been satisfied.

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

1. The parties agree that pursuant to Section 380.06(15)(g)(3), F.S., the Brandon Town Center DRI is "essentially built-out" because (a) the development is in compliance with all applicable terms and conditions of the Brandon Town Center DRI Development Order except the buildout date, and (b) the amount of development that remains to be built (190,000 s.f. G.L.A. of retail development) does not create the likelihood of any additional impacts not previously reviewed.

2. Notwithstanding the buildout date contained within the Brandon Town Center DRI Development Order and due to the essentially built out status of the DRI, 190,000 s.f. G.L.A. of retail development may proceed in accordance with the applicable terms and conditions of the Development Order without further DRI review including review under Section 380.06(19), F.S. A revised Map "H" is attached hereto and incorporated by reference as Exhibit A. The 190,000 s.f. G.L.A. shall not be required to undergo a concurrency or transportation analysis for a period of 10 (ten) years from the effective date of this Agreement. The development contemplated herein and any future changes to the DRI, which do not include development beyond 190,000 s.f. G.L.A. ("future development"), shall be subject to the Hillsborough County Comprehensive Plan and Land Development Code.

3. The parties agree that the Brandon Town Center DRI shall be bound by the development table attached hereto as Exhibit B and that a request for future development of the DRI which exceeds the 190,000 s.f. G.L.A. of retail development identified in Exhibit B is unlikely to occur. Nevertheless, in the unlikely event future development within the Brandon Town Center DRI beyond 190,000 s.f. G.L.A. of retail development is requested by Urban, such future development shall be subject to Section 380.06(19), F.S., and Urban shall be required to complete a cumulative analysis of the impacts for the proposed development and existing development within the Brandon Town Center DRI.

4. In a demonstration of good faith by Urban and in consideration for this Agreement, Urban shall ensure the fulfillment of the following, which the parties recognize is not a requirement of the Brandon Town Center DRI Development Order: Urban shall dedicate, at its sole cost and expense and with no monetary or other consideration from the County beyond the terms of this Agreement, unless negotiated by the parties, certain property generally depicted on Exhibit A to the Tampa Bay Commuter Rail Authority or other applicable entity for a light rail corridor and light rail passenger stop, which shall not operate as a park and ride lot. Prior to operation of the passenger

stop, Hillsborough County and Urban shall prepare and implement a plan to enforce parking prohibitions in the Brandon Town Center parking areas in the vicinity of the light rail passenger stop. The conveyance of title to said property shall occur at such time as the Hillsborough County Board of County Commissioners or other applicable entity commits funding for the construction of any portion of the South Brandon Transportation Rail Corridor generally described in the 1998 Mobility Enhancement Major Investment Study for Tampa/Hillsborough – Lakeland/Polk, unless an earlier conveyance is requested by said governmental entity in writing in order to obtain project financing. Urban shall reserve the applicable property until the time for conveyance. In the event the Board of County Commissioners or other applicable governmental entity takes definitive action not to fund the South Brandon Transportation Rail Corridor, Urban shall be entitled to a return or release of the property encumbered by this condition, at the sole cost and expense of Urban.

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

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

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

8. Nothing in this Agreement shall constitute a waiver by any party of the right to appeal any development order pursuant to Section 380.07, F.S., except as acknowledged herein.

9. This Agreement affects the rights and obligations of the parties under Chapter 380, F.S. It is not intended to determine or influence the authority or decisions of any other state or local government or agency in issuance of any other permits or approvals which might be required by state law or local ordinance for any development authorized by this Agreement. This Agreement shall not prohibit the regional planning agency from commenting on any regional issue. Any amendment to or modification of this Agreement shall not be effective unless contained in writing signed by the parties.

10. The terms and conditions of this Agreement shall inure to the benefit of and be binding upon the heirs, personal representatives, successors and assigns of the parties hereto. Urban shall ensure and provide that any successor in interest in and to any lands or parcels affected by this Agreement is bound by the terms of this Agreement. Urban shall record this Agreement in the Official Records of Hillsborough County, Florida, and shall provide the Department with a copy of the recorded notice in substantially the form attached hereto as Exhibit C, including Book and Page number within two (2) weeks of the date of execution of this Agreement.

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

ATTEST:
RICHARD AKE, Clerk of Circuit Court

By: _____
Deputy Clerk

APPROVED BY COUNTY ATTORNEY
BY _____
Approved As To Form And Legal Sufficiency.

HILLSBOROUGH COUNTY, a political subdivision of the State of Florida

By: _____
Chairman, Board of County Commissioners

ATTEST:

_____
Print Name FRAN MALATIA

_____
Print Name Gola Pippin

URBAN RETAIL PROPERTIES CO.

By: _____
Print Name W. WAYNE LITZAU

Title SR. VP

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledge before me this 12th day of October, 1998 by, W. WAYNE LITZAU of Urban Retail Properties Co. He/She is personally known to me (or) has produced _____ as identification and did (did not) take an oath.

Fran Malatia
MY COMMISSION EXPIRES APRIL 16, 2000
#CC 520992
Bonded Thru Fain-Insurance
NOTARY PUBLIC, STATE OF FLORIDA

_____
Print Name: FRAN MALATIA
Title: NOTARY PUBLIC

My Commission expires:

ATTEST:

DEPARTMENT OF COMMUNITY AFFAIRS

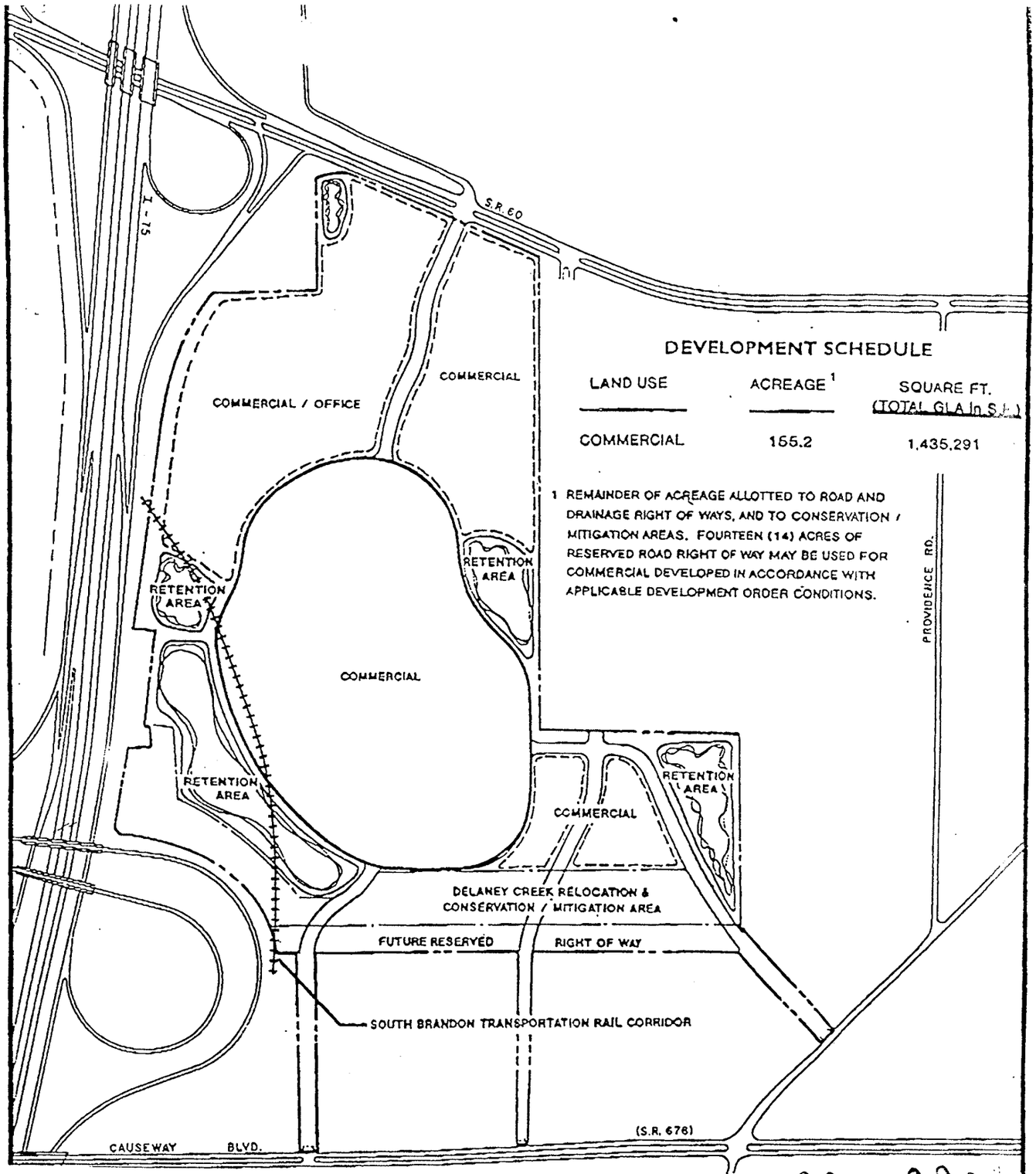
By: _____
James Murley, Secretary

Approved as to form and legal sufficiency:

_____
Counsel
Department of Community Affairs

99 006

BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY FLORIDA
DOCUMENT No. 98-1804



DEVELOPMENT SCHEDULE

LAND USE	ACREAGE [1]	SQUARE FT. (TOTAL GLA in S.F.)
COMMERCIAL	155.2	1,435,291

1 REMAINDER OF ACREAGE ALLOTTED TO ROAD AND DRAINAGE RIGHT OF WAYS, AND TO CONSERVATION / MITIGATION AREAS. FOURTEEN (14) ACRES OF RESERVED ROAD RIGHT OF WAY MAY BE USED FOR COMMERCIAL DEVELOPED IN ACCORDANCE WITH APPLICABLE DEVELOPMENT ORDER CONDITIONS.

99 006

N

0' 300' 600'

EXHIBIT A

BRANDON TOWN CENTER
Hillsborough County, Florida

REVISED GENERAL DEVELOPMENT PLAN

REVISED MAP H
JUNE 1998

EXHIBIT B

BRANDON TOWN CENTER DRI DEVELOPMENT TABLE

Land Use		Building Area
Office		0 s.f. G.L.A.
Multi-Family		0 dwelling units
Retail		1,435,000 s.f. G.L.A.
	(Existing Authorized	1,245,000 s.f. G.L.A. + 190,000 s.f. G.L.A.)

EXHIBIT C

Notice of "Essentially Built Out" DRI Agreement
Pursuant to Sections 380.032(3) and 380.06(15)(g)(3), Florida Statutes

PLEASE TAKE NOTICE that a Section 380.032(3), F.S. Agreement covering the property more particularly described on Exhibit A attached hereto was entered into (insert date of execution) pursuant to Sections 380.032(3) and 380.06(15)(g)(3), F.S., among the Florida Department of Community Affairs, Hillsborough County, Florida and Urban Retail Properties Co. The Agreement may be examined at the office of the Department of Community Affairs, Bureau of State Planning, 2555 Shumard Oak Boulevard, Tallahassee, Florida 32399, (850)488-4925.

WITNESSES

Urban Retail Properties Co.

_____ By:_____

Its:_____

_____

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this _____ day of _____, 199____ by, _____ _____ of Urban Retail Properties Co. He/She is personally known to me or has produced _____ as identification and did (did not) take an oath.

_____
Print Name:_____
Title:_____

My Commission expires:

99 0061

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

Clerk to Board of
County Commissioners
Room # 214-F
P.O. Box 1110
Tampa, Florida 33601
Telephone 272-5845

May 6, 1993

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

Re: Resolution No. R93-0081 - Amending the Development Order for Brandon Town Center (DRI #89)

Dear Ms. Cooper:

Attached is a certified copy of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on April 13, 1993.

We are providing this copy for your files.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

mailed 5/10/93
received 5/11/93

By: Linda Fryman /gr
Linda Fryman
Manager, BOCC Records

LF:ADF
Attachment
Certified Mail
cc: Board files (1 orig.)
J. Thomas Beck, Florida Department of Community Affairs
Theodore Taub, Esquire, Icard, Merrill, Cullis, Timm, Furen & Ginsberg
Vincent A. Marchetti, Assistant County Attorney
Gene Boles, Director, Planning and Development Management

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of Resolution No. R93-0081 Amending the Development Order for Brandon Town Center (DRI #89)

approved by the Board in its regular meeting of April 13, 1993, as the same appears of record in MINUTE BOOK 203 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 6th day of May, 1993.

RICHARD AKE, CLERK

By: Judith M. Nichols
Deputy Clerk

RESOLUTION # R93-0081

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY, FLORIDA
BRANDON TOWN CENTER

This motion by Commissioner **Joe Chillura, Jr.**, seconded by Commissioner **Lydia Miller**, the following Resolution was adopted by a vote of **6** to **0**, Commissioner(s) _____ voting "No".

WHEREAS, on November 3, 1983, the Board of County Commissioners issued Development Order #89 for the Brandon Town Center Development of Regional Impact hereinafter referred to as BRANDON TOWN CENTER, a copy of said Development Order being attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, On May 26, 1987, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R87-0170 to extend the build-out date to 1992 and other additional amendments described therein, a copy of said Resolution being attached hereto as Exhibit "B" and incorporated herein by reference; and

WHEREAS, on January 23, 1990, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R90-0021 to consolidate the entire project into a single phase with a build-out date of 1992, a copy of said Resolution being attached hereto and as Exhibit "C" and incorporated herein by reference; and

WHEREAS, on February 12, 1991, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R91-0033 extending the single phase build-out date to 1993 and providing for an "unavoidable delay clause," a copy of said Resolution being attached hereto as Exhibit "D" and incorporated herein by reference; and

WHEREAS, on September 24, 1991, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R91-0213, providing for a simultaneous increase and decrease in intensities of land uses, such that Commercial/Retail was increased by 50,000 square feet of gross leasable area and Office was decreased by 193,000 square feet of gross leasable area, and the Multi-family was increased by 91 units, a copy of said Resolution being attached hereto as Exhibit "E" and incorporated herein by reference; and

WHEREAS, on June 9, 1992, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R92-0137, extending the single phase build-out date to 1995, a copy of said Resolution being attached hereto as Exhibit "F" and incorporated herein by reference; and

WHEREAS, the Notification of Proposed Change to a Previously Approved Development of Regional Impact was filed with the Tampa Bay Regional Planning Council, Hillsborough County and the Department of Community Affairs; and

WHEREAS, the Notification of Proposed Change provides for an Amendment to the Development Schedule by including an equivalency matrix as part of Table 12.1; and

WHEREAS, the Notification of Proposed Change provides for an Amendment to Map H of the Application for Development Approval; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to 380.06, Florida Statutes, is authorized and empowered to consider proposed changes to a previously approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County on April 13, 1993, held a duly noticed public hearing on said Notification of Proposed Change and considered the record, including testimony and documentary evidence pertinent thereto; and

WHEREAS, the staffs of the Tampa Bay Regional Planning Council, Hillsborough County, and the Department of Community Affairs have reviewed this Notification of Proposed Change and determined that the proposed changes do not constitute a substantial deviation under applicable statutory law; and

WHEREAS, mitigation of all Transportation Impacts is provided for in the Development Order, as amended; and

WHEREAS, the Board of County Commissioners has determined that clear and convincing evidence has been presented to the Board of County Commissioners and that the proposed changes cumulatively with all previous changes do not constitute a substantial deviation requiring further Development of Regional Impact review in accordance with Section 380.06(19), Florida Statutes (Supp.1992).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 13th DAY OF April, 1993 AS FOLLOWS:

1. The foregoing recitation and findings of fact are hereby incorporated into and made a part of this Resolution.

2. The BRANDON TOWN CENTER Development Schedule as provided for in Section 2 of Resolution #R92-0137, is hereby amended by including an equivalency matrix as part of Table 12.1 of the Development Schedule:

Development Schedule

BUILD OUT	LAND USE	BUILDING AREA
1995	Office	307,000 s.f. G.L.A.[1]
1995	Commercial/Retail	1,400,000 s.f. G.L.A.
1995	Multi-Family	220 dwelling units

Equivalency Matrix[2]
Brandon Town Center

Change from: Change to:	Office	Retail
Office	N/A	1,275 sf/ksf (1.2746)[3]
Retail	785 sf/ksf[4] (0.7846)[3]	N/A

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[1] G.L.A. means Gross Leasable Space.

[2] Land use exchanges are based on net external p.m. peak hour peak direction project traffic. Use of this matrix shall be limited to the following minimums and maximums to ensure that approved impacts for transportation, water, wastewater, solid waste, and affordable housing are not exceeded.

Land Use	Minimum	Maximum
Office	0 s.f.	500,000 s.f.
Retail	1,200,000 s.f.	1,587,500 s.f.

[3] Actual equivalency factor for use in calculations

[4] Example exchange:

Add 25,000 sf Retail by reducing Office
25 ksf ÷ 0.7846 = 31,863; Reduce Office
by 31,863 s.f.

3. The BRANDON TOWN CENTER Application for Development Approval is hereby amended by including an Amendment to Map H attached hereto as Exhibit "G."

4. The changes described herein do not constitute a substantial deviation from the BRANDON TOWN CENTER Development of Regional Impact pursuant to the terms of Section 380.06(19), Florida Statutes (Supp. 1992).

5. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order, as amended, shall remain unchanged and in full force and effect.

6. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to The Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, to JMB/Urban Development Company and its designated representative.

7. That the Brandon Town Center's certification, Exhibit "H", affirming that copies of the Notice of Proposed Change have been delivered to all persons as required by law, is attached hereto and incorporated herein by reference.

8. That all statutory procedures have been adhered to.

9. That the Brandon Town Center shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes (1991).

10. That this Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes (1991).

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of April 13, 1993, as the same appears of record in Minute Book 203, of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 6th day of May, 1993.

RICHARD AKE

By: Judith M. Nichols
Deputy Clerk

APPROVED BY COUNTY ATTORNEY
BY _____
Approved As To Form And
Legal Sufficiency.

EXHIBIT "A"

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
OF HILLSBOROUGH COUNTY, FLORIDA
DRI # 89
DEVELOPMENT ORDER

Upon motion of Commissioner Faulk, seconded by Commissioner Colson, the following resolution was adopted this 3rd day of November, 1983:

WHEREAS, on September 8, 1982, Federated Department Stores, Inc., filed an application for development approval of a development of regional impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and,

WHEREAS, said application proposed construction of a regional mall/mixed use development located in eastern Hillsborough County; and,

WHEREAS, the Board of County Commissioners as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes, is authorized and empowered to consider applications for development approval for developments of regional impact; and,

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

WHEREAS, the Board of County Commissioners has on May 23 July 25; August 2, 29; September 19, 28; October 12, 19; and November 2, 3, 1983, held a duly noticed public hearing on said application for development approval and has heard and considered testimony and documents received thereon; and,

WHEREAS, the Board of County Commissioners has received and considered the report and recommendations of the Tampa Bay Regional Planning Council; and,

WHEREAS, Hillsborough County has solicited, received and considered reports, comments and recommendations from interested citizens, County and City agencies as well as the review and report of Hillsborough County Administration.

A

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA:

I. FINDINGS OF FACT

A. Federated Department Stores, Inc. submitted to Hillsborough County, Florida, an application for development approval and sufficiency response which are attached hereto and marked Composite Exhibit A and incorporated herein by reference. Hereinafter, the word "application" shall refer to the application for development approval, and the sufficiency response.

B. Subsequent to the filing of the application the property which is the subject of the described application was transferred to Brandon Town Center Associates, hereinafter referred to as "Developer".

C. The real property which is the subject of the application for development approval is legally described as set forth in Composite Exhibit A, attached hereto and made a part hereof by reference.

D. The proposed development is not an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes.

E. All development shall occur in accordance with this Development Order and Application.

F. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City-County Planning Commission, and the Tampa Bay Regional Planning Council.

II. CONCLUSIONS OF LAW

A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the application as set forth in Composite Exhibit A, the reports, recommendations and testimony heard and considered by the Board of County Commissioners, it is concluded that:

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

2. The development is consistent with local land development regulations.

3. The development is consistent with the report and recommendations of the Tampa Bay Regional Planning Council.

B. In considering whether the development should be approved subject to conditions, restrictions and limitations, Hillsborough County has considered the criteria stated in subsection 380.06 (13), Florida Statutes.

C. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Development Order and the application.

D. The application for development approval is approved subject to all terms and conditions of this Development Order.

III. GENERAL PROVISIONS

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

B. All provisions contained within the application for development approval marked "Composite Exhibit A" shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.

C. This Resolution shall constitute the Development Order of Hillsborough County in response to the application for development approval for the Brandon Town Center Development of Regional Impact.

D. The definitions contained in Chapter 380, Florida Statutes (1981), shall govern and apply to this Development Order.

E. This Development Order shall be binding upon the Developer and its heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of, any branch of government or governmental agency.

F. In the event that any portion or section of this 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 Development Order which shall remain in full force and effect.

G. Whenever this 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 development of regional impact applications as well as all governmental agencies and departments set forth under applicable laws and rules governing developments of regional impact.

H. In each instance in this Development Order where the Developer is responsible for ongoing maintenance of facilities at Brandon Town Center, the Developer may transfer any or all of its 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, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the Regional Planning Council shall result in further development of regional impact review pursuant to law and may result in Hillsborough County ordering a termination of development activity pending such review.

J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this 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 Development Order. The County Administrator shall issue a notice of such noncompliance to the Developer and if the deviation is not corrected within a reasonable amount of time shall recommend that the Board of County Commissioners establish a hearing to consider such deviations.

K. The Developer shall file an annual report in accordance with Section 380.06(18), Florida Statutes (1981), and appropriate rules and regulations. Such report shall be due on the anniversary of the effective date of this Development Order for each following year until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for receipt by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners hearing wherein such report is to be reviewed. Provided, however, that 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 Development Order. The report shall contain:

1. 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;

2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following submittal of the annual report;

3. A statement listing all applications for incremental review required pursuant to this Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the annual report;

K. A statement set[illegible] with the name [illegible] and address of any heir, assignee or successor in interest to this Development Order.

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

M. This Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes (1981).

N. Upon adoption, this Development Order shall be transmitted by the Ex Officio Clark to the Board of County Commissioners, by certified mail, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and the Developer.

IV. CONDITIONS

A. Air Quality

The Developer shall undertake the following mitigative measures to control soil erosion and air pollution during construction activities:

1. Designate haul routes on site, to channel main traffic over a path which can be stabilized; and

2. Undertake chemical stabilization over heavily travelled primary haul route sections; and

3. Undertake mid-weekly cleaning of dirt during construction off paved roads adjacent to the site or as required by grading permit; and

4. Wherever possible use selective clearing to allow natural seeding to stabilize the disturbed soil and berms to minimize wind erosion; and

5. Water all dirt roads as necessary; and

6. Develop asphalt roads as soon as practical; and

7. Stage clearing of land within development pods to reduce land opended and exposed to windy conditions (the above-referenced "pod" shall be defined as the area shown on the General Site Plan as being devoted to a specific use i.e. general commercial, office, regional mall or multi-family, and seperated from other "pods" by internal roadways, project boundaries and/or a broken boundary line); and

8. Undertake watering and spraying at all stages of clearing to insure dust control; and

9. Undertake mulching, seeding and sodding as soon as possible after final grading is completed; and

10. Undertake progressive development of roadways, landscaping and buildings for purposes of reducing fugitive dust emissions.

B. Geology

The Developer shall complete the final sub-soil testing referenced in the application to determine the best foundation type and soil bearing capacities within the project development area. Where appropriate, the results of these tests shall be utilized by staff during the construction permitting stages of the development.

C. Erosion Control

Developer shall utilize the following practices to prevent potential pollutants from leaving the construction site:

1. Straw filter barriers and/or filter fabric at discharge points including temporary discharge points; and

Temporary sediment basins and perimeter dike systems to be installed as a first step in the grading process and to be checked and cleaned out regularly; and

3. Complete grading activities and installation of erosion control measures in a timely manner to minimize erosion potential.

D. Drainage

1. It is the intention of the Developer to dedicate to Hillsborough County the drainage system identified as the relocated Delaney Creek. Upon dedication, maintenance responsibility for said area shall rest with Hillsborough County.

2. The Developer or his successors shall undertake parking lot sweeping as a routine maintenance function.

3. Those portions of the stormwater drainage system and retention and detention ponds not dedicated to Hillsborough County shall remain the responsibility of the Developer or his successor.

4. Parking lot underdrains shall be installed by the Developer if determined to be necessary by Hillsborough County Engineering Department during detailed site plan review. If underdrains are determined to be necessary, their retention capacity may be considered in sizing retention ponds.

E. Water Quantity

The elevations for all habitable structures shall be at or above the 100-year flood elevation, and shall meet the requirements of local flood elevation regulations.

F. Wetlands/Wildlife

1. The realignment of Delaney Creek must be completed in such a fashion as not to produce any "turbid discharges". The realignment of Delaney Creek shall not be considered complete until the following criteria are met:

a. The land area designated as recreated wetlands can maintain a soil moisture regime (frequency and duration), equal to or exceeding antecedent conditions as correlated to water year and rainfall event, without the manipulation of available water quantities; and,

b. All banks and slopes are stabilized with self-sustaining vegetation; and,

c. No evidence of excessive erosion exists; and,

d. No evidence of unplanned channel development exists; and,

e. Complete ground cover vegetation has been established that is healthy and self-sustaining; and,

f. The presence of healthy and self-propagating native wetland grasses and other herbs within the recreated wetland has been demonstrated;

2. The Developer is to replace on an acre-for-acre basis all areas determined to be "waters of Hillsborough County".

3. The areas to be replaced shall be restored in the fashion outlined in the plan submitted to the Hillsborough County Environmental Protection Commission on August 9, 1983. (A copy of which plans are attached hereto as Composite Exhibit D and incorporated herein by reference)

4. All restoration efforts must comply with the Rules and Regulations of the Hillsborough County Environmental Protection Commission.

5. There shall be a minimum of at least a ten foot (10') wide buffer strip of native transitional species preserved around wetland areas proposed for preservation or mitigation.

6. The Developer shall employ the following methods for purposes of enhancing fish and wildlife values in Delaney Creek and other wetland areas:

a. Shallow r[illegible] ponds with wide, gently sloping littoral zones; and,

b. Reconstruction of Delaney Creek as a wide, shallow meandering channel within the right-of-way shown on the General Site Plan; and,

c. Revegetation of constructed littoral zones, using native wetland species; and,

d. Relocation of top soil and shallow mulch deposits from disturbed areas to mitigation sites; and,

e. Provision of adequate water supply and water level controls; and,

f. Routing of filtered stormwater through preserved or relocated wetlands or bayheads.

7. a. The project's stormwater drainage system may incorporate wetlands on-site, but no direct discharge from any impervious surfaces shall be permitted into any wetland which is designated as a "conservation" area. The proje stormwater system shall be designed to maintain a hydro-perio acceptable to the Environmental Protection Commission for all "conservation areas" on-site, unless otherwise approved by th Hillsborough County Environmental Protection Commission. The total stormwater management system, including lakes, swales, and wetland areas shall be designed and maintained in conform with applicable law.

b. A surface water quality monitoring program shall be conducted by the applicant to monitor any poter impact of the project on Delaney Creek. Samples shall be collected on a monthly basis from all on-site discharge poin throughout the construction of the project. One sampling interval shall be scheduled prior to the commencement of any project construction. Samples shall be collected on the sam date each month, whenever possible. Daily rainfall data or daily stream flow data shall be provided to correlate stream flow with concentrations of specified parameters. Parameter to be measured at each sampling point during each sampling interval are: BOD_5, Dissolved Oxygen, Turbidity, Total Nit Nitrate, Total Phosphorus, Oil/Grease, Lead, Temperature, pH

The analysis of samples shall . performed by a State Certified Laboratory and reports submitted quarterly to the Hillsborough County Environmental Protection Commission, and Hillsborough County Department of Development Coordination. Approval of future development phases or proposed modifications will be contingent upon the condition that development of this project will not result in further degradation of water quality in the receiving bodies of water.

G. Historical/Archaeological

Any historical or archaeological resources discovered shall be reported to the Florida Division of Archives, History and Records Management and the disposition of such resources shall be determined in cooperation with the Division of Archives and Hillsborough County.

H. Open Space/Recreation

The Developer or his assigned agents or successors shall be responsible for the maintenance of all open space/recreational areas and landscaped areas within each phase of the development.

I. Public Facilities

1. Prior to issuance of the Detailed Site Plan Approval for each phase of the development, the Developer shall provide to Hillsborough County verification that adequate police, fire service and emergency medical service facilities are available to serve the described phase.

2. The collection, transportation and disposal of solid waste is controlled by County ordinance and shall take place in accordance with the terms of said ordinance.

3. No Detailed Site Plan Approval shall be granted without an approved, permitted wastewater collection system, and sufficient treatment and effluent disposal capacity for that portion of the building construction. Approvals shall be obtained from all appropriate local and State agencies. Documentation of these approvals shall be provided to the Department of Development Coordination prior to Detailed Site Plan Approval. Developer shall

participate in County programs designed to maximize : use of effluent for non-potable uses.

4. No building permits shall be issued wit an approved, permitted potable water distribution sys and available capacity for that portion of the buildi construction. Approvals shall be obtained from all appropriate local and State agencies.

J. Energy

Within the acknowledged constraints of oper. and construction budgets, the Developer shall encoura the following energy management/conservation measures

1. Use of energy conservation features and techniques for interior and exterior building design, cluding passive solar orientation of buildings; and,

2. High efficiency mechanical equipment; a

3. Automated climate control systems; and,

4. Interior/exterior lighting load managem systems; and,

5. Energy efficient landscaping.

Prior to detailed site plan approval for each phase o development, the applicant shall provide a detailed l scaping plan indicating the areas and quantities of l. scaped materials to be provided, which plan will meet exceed the then existing landscape ordinance of Hills County and shall comply with the requirements contained in the A copy of said plan shall also be submitted to staff of the Envi Protection Commission for its review and comment.

K. On-Site Wells/Irrigation Systems

The Developer or his successors shall be re for the operation and maintenance of all on-site well landscape irrigation systems.

L. Drainage Conditions

The development's stormwater management sys shall be designed in accordance with Hillsborough Cou

a. discharge and volume sens[illegible] [illegible]sin criteria Peak discharge for a 25-year 24-hour storm for the developed site shall not exceed the 10-year 24-hour peak discharge for the undeveloped site.

In addition, the runoff volume for the first 24 hours of a 25-year 24-hour storm on the post-developed site shall not exceed the runoff from an existing 25-year 24-hour storm.

(CONTINUED ON NEXT PAGE)

M.

I. Impact Analysis Methodology

The Brandon Town Center development will substantially impact several regionally significant transportation facilities within the project's impact area. Quantification of the project's impact on area transportation facilities is based on the following methodology. Existing traffic volumes on roadways in the impact area were determined by physically counting traffic on those roadways. Growth factors were then applied to determine the "existing background" traffic for each phase of the development. In addition to existing background traffic, allowances were made for traffic projected to be generated by approved developments which have not been built ("proposed background" traffic). The sum of existing background traffic and proposed background traffic was used as the basis against which traffic generated by each phase of the project was evaluated.

The conditions precedent to consideration of a roadway segment as an element of the total impact of the project are: (a) The project's traffic on the roadway segment must equal or exceed 5% of the daily LOS C or D peak hour capacity of the existing roadway, and (b) the Developer's traffic, plus the total background traffic on the roadway segment, must result in a reduction of the level of service on the segment to LOS D or worse. If traffic generated by the project phase on the specific road segment satisfies both of the above conditions, the Developer's proportional share of the cost of improving said roadway segment to an acceptable service level shall be considered part of the Developer's total fiscal impact on the transportation system. The proportionate share is calculated by multiplying the project's traffic as a percentage of the daily LOS C capacity of the improved roadway times the cost of the proposed improvement. Not considered as element of the total fiscal impact are improvements which are under construction or which have been assigned a funding commitment in an approved transportation improvements program. The commitments by the Developer or other responsible entities for those transportation system improvements necessary to accommodate each phase of the Brandon Town Center development are identified below. The improvements listed in this development order for both phases are predicated on the Tampa Bay Regional Planning Council's DRI Report dated May 9, 1981 and Hillsborough County's table of improvements dated October 7, 1983.

II. PHASE I

A. Prior to the issuance o[illegible] [illegible] permits for [illegible] identified in the applicatio[illegible] County shall have begun [illegible] development of a transportation improvement plan for the Brando[illegible] area in cooperation with the Florida Department of Transportati[illegible] and the Tampa Bay Regional Planning Council. The completion of this plan is scheduled to be accomplished prior to the issuance of building permits for Phase II, and may include but not be limited to:

1. Identification of the regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional roadways to be constructed within the study area.

2. The existing, approved and projected development to be included with the plan.

3. The manner by which the traffic impact of existing development will be documented and assessed.

4. The manner by which the traffic impact of approved and projected development will be documented and assessed.

5. Daily Level of Service C, D peak hour shall be the desi[illegible]nated goal of the plan.

6. A study of mass transit as a viable alternative to alleviate overburdening of the roadways.

7. Identification of specific construction implementation goals, such as right-of-way acquisition and implementation of additional north/south and east/west corridors designed to coincide with transportation improvement needs generated by each phase completion for projects approved within the study area.

8. Identify available funding commitments for the improvements.

B. Under current conditions, the following transportation improvements are necessary to mitigate the impact of Phase I of Brandon Town Center.

1. The improvements listed in this subparagraph are necessary to mitigate the projects Phase I transportation im[illegible]pacts however, said improvements were not considered a[illegible] elements of the Developer's total fiscal impact on the transportation system.

   (a) Improve Causeway Boulevard to six lanes divided fro[illegible] U.S. 301 to Providence Road. Brandon Town Center will contribute 11.1% of the existing daily LOS C

capacity and 8.7% of the improved daily LOS C capacity in Phase I. This improvement is under construction by Hillsborough County.

(b) Improve Lumsden Road to four lanes from Providence Road to Kings Avenue. Brandon Town Center will contribute 60.8% of the existing daily LOS C capacity and 25.7% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by Hillsborough County.

(c) Monitor traffic flows on Kingsway Road from S.R. 60 north to Windhorst Road and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 6.7% of the existing daily LOS C capacity.

(d) Monitor traffic flows on Providence Road from Lumsden Road to Bloomingdale Avenue and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 11.9% of the existing daily LOS C capacity.

(e) Monitor traffic flows on Causeway Boulevard from 78th Street to U.S. 301 and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 6.0% of the existing daily LOS C capacity.

(f) Improve S.R. 60 to six lanes divided from Orangeland Road to Lakewood Drive. Brandon Town Center will contribute 16.1% of the existing daily LOS C capacity and 10.5% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by the Florida Department of Transportation.

(g) Improve S.R. 60 to six lanes divided from Lakewood Drive to Kings Avenue. Brandon Town Center will contribute 23.7% of the existing daily LOS C capacity and 15.5% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by the Florida Department of Transportation.

(h) At the S.R. 60/Lakewood intersection, add two eastbound through lanes, two westbound through lanes, an

a northbound to we[illegible] left-turn lane. Brandon Town Center will contribute 15.3% of the existing peak hour LOS D capacity and 7.6% of the improved peak-hour LOS D capacity in Phase I. One additional through lane in each direction is included as a programmed improvement by the Florida Department of Transportation.

(i) At the Lumsden Road/Kings Avenue intersection, add a southbound to westbound right-turn lane and a northbound to eastbound right-turn lane. Brandon Town Center will contribute 11.0% of the existing peak hour LOS D capacity and 16.6% of the improved peak-hour LOS D capacity in Phase I. This is a programmed improvement by Hillsborough County.

2. The improvements described in Exhibit B and C (dated October 7, 1983) are projected to be required to mitigate the project's Phase I transportation impacts combined with proposed and existing background traffic and represent the basis for the computation of the Developer's proportionate share described in Paragraph II. C., below.

16 B

C. As a condition of approval of Phase I of the project the Developer shall assume financial responsibility as set forth below for a proportionate share of the cost of construction of improvements to the facilities identified in Exhibits B and C. The Developers proportionate share as determined pursuant to the methodology described herein is $1,582,141.00. To discharge its responsibility for this proportionate share, the Developer shall make the following contributions to Hillsborough County:

1. Prior to the issuance of any building permits for Phase I, provide right-of-way for the intersection improvements of the main entrance to Brandon Town Center and S.R. 60, in accordance with the requirements which have been established by the Florida Department of Transportation, which improvements are valued at $70,000.00.

2. a. Prior to issuance of the final certificate of occupancy for the first 1,200,000 square feet of the project, dedicate the right-of-way and construct the portion of the new north/south corridor from Lumsden Road to the access road B, as identified on the General Site Plan, which contributions are valued at $362,727.00.

b. In the event the County, at a point earlier than issuance of the final certificate of occupancy described above has:

(1) Awarded or caused to be awarded construction contracts for that portion of the new North/South road from S.R. 60 to the point of beginning of the Developer's responsibility described herein, and

(2) Scheduled completion of that portion prior to issuance of the final certificate of occupancy,

then the Developer shall dedicate the right-of-way and complete construction of the road identified on the General Site plan contemporaneous with completion of construction of the other portion described herein.

c. Provided, however, that dedication of the right-of-way and completion of construction by the Developer shall in any event occur no later than the issuance of the final certificate of occupancy described herein. Also, in no event shall the Developer be expected to dedicate the right-of-way and complete construction prior to issuance of certificates of occupancy for 600,000 square feet of the project. If the County has performed the conditions precedent described above prior to issuance of the certificate of occupancy for 600,000 square feet, then the Developer shall upon issuance of said certificate of occupancy immediately undertake its responsibility to dedicate said right-of-way and construct the road segment.

d. The required right-of-way shall be 80 feet wide so as to accommodate construction of a four-lane divided urban section. All construction shall be undertaken in accordance with County standards relating to roadway construction.

e. Certificate of Occupancy shall be construed to mean those certificates of occupancy issued by the County to the Developer for shell construction of buildings and shall not refer to those certificates of occupancy issued to individual businesses that may lease or otherwise acquire space within said facility.

f. Responsibility for construction of traffic control devices at the intersection of the new North/South road and Lumsden shall be borne by the Developer, provided, however, that the Developer shall be entitled to a credit for the cost thereof at such time as the North/South road is extended to S.R. 60.

3. Prior to the issuance of any building permits for Phase of the development, dedicate right-of-way for the new north/south corridor which runs from access road B to the northerly boundary of the project north of Parcel J as identified on the General Site Plan, which contribution is valued at $75,000.00. This contribution is subject to the conditions set out in paragraph II. E. below.

4. Prior to the issuance of any building permits for Phase of the development, dedicate 18 acres for right-of-way for the new east/west road connecting with the Crosstown Expressway which right-of-way is identified on the approved general site plan, which contribution is valued a $1,050,000.00. The described 18 acres is comprised of a corridor approximately 200' feet wide beginning at the western boundary of the project aligned with the crosstown expressway interchange east to the eastern most boundary of the Brandon Town Center project site. This contribution is subject to the condition set out in paragraph II. E. below.

5. A cash contribution of $300,000.00 payable as follows:

   a. A payment of $100,000.00 upon final approval of this development order, which payment will be used to begin development of the Brandon Area Transportation Improvements Plan.

   b. A payment of $200,000.00 to be used for the improvements to Lakewood Road above, which payment will be made at the earlier of (1) the time contracts are awarded to construct said improvements, or (2) the time building permits are issued for Phase I.

The contributions identified in this paragraph are at present value and shall constitute the final and complete satisfaction by the Developer of all obligations for all off-site transportation improvements related to Phase I of Brandon Town Center.

D. The County agrees to utilize the Developer's contributions for the specific purposes stated above. The County shall award contracts for implementation of transportation improvement projects identified in Exhibit B and C upon receipt of contributions or impact assessment fees from development projects in this impact area which equal the cost of these improvements when coupled with funds received from other sources and funds allocated in the County's transportation improvement program; provided, however, that the above-referenced list of improvements may be modified based on subsequent transportation system management measures and transportation studies under Florida Statutes

§380.06. In the event Tampa Bay Regional Planning Council revises its threshold criteria for level of service or for the development's traffic as a percentage of a facility's capacity, and the County concurs with said revision, then improvements identified in this development order which exceed these thresholds will be added as conditions of this development order and those improvements which do not exceed these thresholds shall be eliminated. In the event that the above-described revision necessitates a modification to the Developer's proportionate share said modification shall take place during calculation of the total fiscal impact for Phase II.

E. The Developer has agreed to dedicate the right-of-way identified in paragraphs II.C.3. and II.C.4. based on the County's proposal to develop and implement a transportaton plan for the Brandon area which will result in the construction of new east/west and north/south roadways. Construction of the portions of the roadways which would fall in the above referenced rights-of-way is not yet an approved County project. By dedicating these rights-of-way, the Developer is effectively precluded from developing the parcels identified on the approved General Site Plan as parcels K, L, J, M, N and O until a decision is made whether these roadways will be built, and if so, where they will be located. If the County has either awarded or caused to be awarded construction contracts for construction of these roadways as hereinafter defined, within the earlier of (a) seven years from the completion of construction for Phase I development as identified in the application, or (b) ten years from the date the County approves of this Development Order, the Developer shall be allowed to redesign the area encompassed by the parcels identified above, to accommodate the new roadways, subject to approval as otherwise contemplated herein by the County Department of Development Coordination which approval shall not be unreasonably withheld. For purposes of this paragraph, "these roadways" is defined to mean (1) as to the east/west road: a four-lane road which runs from the Crosstown Expressway to Kings Avenue; and (2) as to the north/south road: a two-lane road which runs either (a) from S.R. 60 to Bloomingdale, or (b) from S.R. 60 to a point of intersection with the southern east/west corridor, provided that the County has awarded or caused to be awarded construction contracts for construction of that portion of the southern east/west corridor which runs from said intersection to Providence Road. These roadway links are identified on Exhibit "F" attached hereto and made a part hereof. Such redesign, under the terms of this paragraph, shall not be deemed a conceptual modification" under the County's C-U ordinance or a "substantial deviation" under Chapter 380, Florida Statutes or other applicable rules and regulations. If the County has not awarded construction contracts for the east/west road as described above within the time

frame set out above, the County shall forthwith return the property dedicated for the east/west road to the Developer, at no additional cost to the Developer, and make no further claims within the context of the zoning or development of Regional Impact Process against said property. If the County has not awarded or caused to be awarded construction contracts for either of the north/south road alternatives as described above within the time frame set out above, then the County shall forthwith return the property dedicated for the north/south road to the Developer, at no additional cost to the Developer, and make no further claims within the context of the zoning or Development of Regional Impact process against said property. The redesign referenced in this paragraph may result in reallocation of density or intensity of uses to other parcels of like uses on a pro-rata basis, or in the conversion of multi-family uses to office or commercial uses if the Developer determines that the introduction of the roadways precludes a viable multi-family development. The conversion shall be based on a balancing of the density and intensity of uses and impacts such that the total density and intensity of uses and impacts of the revised development plan do not exceed the total density and intensity of uses and impacts of the approved plan. Intensity, in the conversion of uses in the current multi-family areas (Areas J, M, and O), shall not exceed 8,712 square feet per acre for general commercial or 15,625 square feet per acre for office. Total project square footage shall not exceed the total square footage approved at the time of rezoning. Office and general commercial shall be the only conversion uses permitted in these areas. A conversion of uses or reallocation of densities must meet all requirements of the conditions in the CU zoning and the Development Order for this project except as provided for herein relating to approval of waivers. If the conversion or reallocations becomes necessary as a direct result of the location and construction of the County's north/south and east/west roads, the Zoning Administrator shall review and approve waivers of the setback and height limitations in the affected areas up to 50 percent to accommodate the conversion or reallocation successfully, which review and approval shall not be unreasonably withheld. Said conversions or reallocation of densities must be designated on a revised General Site Plan as well as any necessary revised Detailed Site Plans. The revised General Site Plan submitted by the Developer for certification shall reflect the potential uses in Areas J, M, and O (i.e., General Commercial, Office, and/or Multi-Family).

F. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsible for construction of access points and installation of traffic control devices necessitated by the project at those locations where project

roads intersect County Roads, however, this shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the County construction that ties the North/South road or East/West road to project roads. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

G. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

III. PHASE II.

A. The development of Phase II as identified in the application will substantially impact several regionally significant transportation facilities in the project's impact area. Two alternatives to mitigate these impacts are presented. If the Developer selects Alternative 1 and thereafter desires to be governed by the terms of Alternative 2, said Developer shall be allowed said option but only in strict accordance with the terms contained herein.

B. Alternative One.

1. Under current conditions, the following transportation improvements are necessary to mitigate the impact of Phase II of Brandon Town Center.

A. The improvements listed in this subparagraph are necessary to mitigate the Projects Phase II transportation impacts; however, said improvements were not considered as elements of the Developer's total fiscal impact on the transportation system.

(1) In lieu of additional lanes on S.R. 60 from Bryan Road to I-75, intersection improvements satisfactory to provide level of Service D peak hour conditions shall be constructed. The need for and extent of these improvements shall be based on a study of pertinent intersections. This study

will include the [illegible] of trips to the [illegible] roadway links in the [illegible] area.

(2) Monitor traffic flows on Bloomingdale Road from John Moore Road to Kings Avenue and from Kings Avenue to Providence Road and ensure implementation of access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D peak-hour conditions. Brandon Town Center will contribute 7.0% of the existing daily LOS C capacity on each of these roadway links.

B. The improvements described in Exhibits "__B__" and "__C__" are projected to be required to mitigate the Project's Phase II transportation impacts and also represent the basis for the computation of the Developer's proportionate share referenced below.

C. As a condition of approval, of any development beyond that included as part of Phase I of the project as identified in the Application, the Developer shall assume financial responsibility as set forth below for a proportionate share of the cost of construction of improvements to any of the facilities identified in Exhibit "__B__" and "__C__". The Developer's proportionate share as determined pursuant to the methodology described herein is $2,264,579.00. The Developer agrees to make contributions to Hillsborough County including but not limited to contributions of the type identified for Phase I, the value of which will at least equal the above stated proportionate share.

Prior to issuance of building permits for Phase II of the project, as identified in the application, the County Administrator and the Developer shall agree upon the nature and timing of the Developer's contributions. Said agreement shall ensure that the Developer's contributions are utilized in such a manner as to provide a reasonable benefit to the Developer and shall take into account the provisions contained below.

(1) Credit against the proportionate share contribution for Phase II transportation impacts will be allowed for right-of-way desired by the County and dedicated by the Developer, which right-of-way will be valued at its fair market value as of the date of dedication, or as otherwise agreed. For purpose of this paragraph right-of-way shall

be construed to mean right-of-way desired for construction of roads intended to implement area transportation plans and does not include right-of-way dedicated for any other County purpose

(2) Roadway construction performed by the Developer at the request of the County in mitigation of Phase II transportation impacts shall be valued in accordance with industry standards and generally accepted accounting principles.

(3) a. The Developer shall have the option to redesign Roadway E as identified on the general site plan in an effort to relocate said roadway in the corridor for the new East/West Roadway. The developer shall provide its proposal to the County for its review and concurrence, which concurrence shall not be unreasonably withheld. If the Developer constructs this roadway as part of the new East/West Roadway, it shall do so in compliance with County standards, and the Developer shall be entitled to full credit against his proportionate share assessments for the project for the engineering and construction costs of such construction. The above-referenced redesign shall not be deemed a "conceptual modification" under the County's C-U ordinance or a "substantial deviation" under Chapter 380, Florida Statutes or other applicable rules and regulations.

b. If the developer does not relocate Roadway E as described above, and (a) the County has constructed the North/South road from State Road 60 to Lumsden's, intersection with Roadway E, but (b) the County has not constructed the East/West corridor from the Crosstown Expressway to Kings Avenue, then the Developer shall be entitled to a credit against its proportionate share assessments for the project of 72.8% of the sum of the then fair market value of the right-of-way for Roadway E plus the actual engineering and construction costs of said road, and the Developer shall thereupon dedicate Roadway E to the County and the County shall accept the dedication.

(4) Credit against the proportionate share contribution for Phase II transportation impacts will be allowed for all contributions made in Phase I which exceed the total proportionate share contribution for Phase I.

(5) a. The Developer, at its option, may develop and participate in a Transportation System Management (TSM) Program. The TSM Program may include procedures to encourage and facilitate the use of car pooling, van pooling, flex time, transit ridership and provision of bus stop shelters, and shall be developed through the coordinated efforts of the Developer, Hillsborough County, Florida Department of Transportation, the Hillsborough County Metropolitan Planning Organization Hillsborough Area Regional Transit Authority and the Tampa Bay Regional Planning Council. If the Developer can demonstrate to the County, in accordance with generally accepted traffic engineering methodology and practices, that the implementation of TSM measures over and above those identified in the application can reduce the development's share of existing capacities for roadway links or intersections (at acceptable levels of service), below the 5% threshhold which triggers the requirement for an improvement to be made (or such other threshold as is then in effect), then, if such TSM measures are committed to by the Developer or other responsible agencies, those particular improvements will be deleted from the list of required improvements for which the Developer is assessed a proportionate share contribution and the assessments against Phase II will be reduced accordingly, subject to further adjustment as described herein.

The "further adjustments" referred to in this provision shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits and shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the Developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

b. If the Developer can demonstrate to the County that the implementation of TSM measures over and above those identified in the application can reduce the development's share (expressed as a percentage) of the improved capacity of a roadway link or intersection, which percentage is the basis for calculating the Developer's contribution to an improvement, then the Developer's contribution to that improvement shall be adjusted accordingly, subject to further adjustment as described herein.

The "further adjustments" referred to in this provision shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits B and C shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the developer's maximum Phase II contribution of $2,264,579.

(6) a. Prior to the issuance of building permits for Phase II, as identified in the application the Developer may, at his expense and at his option, conduct, in accordance with the provisions of Florida Statutes 380.06, a new transportation study of the Brandon Town center transportation impact area as established by the County, the Tampa Bay Regional Planning Council and the Developer during the initial review of the Application. This new traffic study shall be prepared in a manner consistent with that contained in the application and shall be in accordance with generally accepted traffic engineering practices. The new study shall analyze the transportation system in the impact area based on existing and approved development, plus the projected impact of Phase II of the project or that portion of Phase II for which approvals are being sought. The new study shall serve to verify the findings of the original Development of Regional Impact and to indicate whether or not there are alternative transportation improvements or mechanisms, which, if implemented, will maintain the facilities identified in Exhibit B and C at a satisfactory level of service.

b. If the new transportation study establishes that certain of the improvements referred to in Exhibit B and C should no longer be considered as a factor in the determination of the Developer's proportionate contribution, because the specific roadway link or intersection does not satisfy both of the conditions precedent to the requirement for an improvement to be made, as set out above, or such other less strigent conditions precedent which have been established by the County and which are in effect, at the time of the transportation study, then the Developers proportionate share contribution for Phase II of the project shall be altered accordingly, subject to further adjustment as described herein.

c. If the new study establishes that the development's share, expressed as a percentage, of the improved capacity of a roadway link or intersection changes, then the Developer's contribution to that improvement shall be adjusted accordingly, subject to further adjustment as described herein.

d. The "further adjustments" referred to in Paragraph b and c, above, shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibit B and C shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the Developer's "Revised Proportionate Share"). The sum of the individual Revised Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

e. Credit against proportionate share contributions for Phase II transportation impacts will be allowed for contributions made for Phase I improvements to be extent that the new study shows the project's traffic on particular roadways identified in Phase I no longer results in the requirement for improvements on said roadways under the conditions precedent which were applied during Phase I analysis.

(7) In no event shall the Developer be required to make contributions exceeding $2,264,579.00 for transportation impacts attributable to Phase II of the project. Except as otherwise provided for herein, credits against the proportionate share for Phase II shall be formulated based on applicable County credit criteria prevailing when application is made for Phase II development permits.

(8) a. In the event that the Florida Department of Transportation or other governmental entity, excluding the County, (subject to the provisions below), should allocate funds in an approved Transportation Improvement Program to cover all of the cost of any of the road improvements identified in Exhibit B and C then said improvement shall be deleted from the list of required improvements and the Developer's total proportionate share contribution shall be reduced accordingly, subject to further adjustment as described herein. To the extent that the County should receive road construction funds from sources other than: a) gasoline taxes, b) ad valorem taxes, c) impact fees, or d) special assessments and shall

allocate said funds in an approved Transportation Improvement Program to cover all of the costs of any of the road improvements identified in Exhibit B and C then said improvement shall be deleted from the list of required improvements and the Developer's total proportionate share contribution shall be reduced accordingly subject to further adjustment as described herein.

b. In the event that the Florida Department of Transportation or other governmental entity, excluding the County(subject to the provisions below), should allocate funds in an approved Transportation Improvement Program to cover a portion of the cost of construction of a road improvement identified in Exhibit B and C, then the Developer's contribution, shall be calculated by applying the development's share of the traffic, expressed as a percentage of the improved capacity of the road segment or intersection, against the remaining cost of construction of the road improvement which must be borne by the County. As a result of the above described process; the total proportionate share contribution of the Developer shall be reduced accordingly, subject to further adjustment as described herein. To the extent that the County should receive road construction funds from sources other than: a) gasoline taxes, b) ad valorem taxes, c) impact fees, or d) special assessments and shall allocate said funds in an approved Transportation Improvement Program to cover a portion of the costs of any of the road improvements identified in Exhibit B and C, then Developer's total proportionate share contribution shall be revised in accordance with the terms of this paragraph, subject to further adjustment as described herein.

c. 1) The "further adjustment" referred to in Paragraph a. and b., above, shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits ___ and ___ shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be calculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the

Developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

2. The County agrees to utilize the Developer's contributions for the purposes set out in the contribution plan agreed to by the County and the Developer pursuant to the terms contained herein. The County shall award contracts for construction of theimprovements identified in Exhibits B and C upon receipt of contributions or impact assessment fees from development projects in this impact area which equal, in the aggregate, when coupled with funds received from other sources and funds allocated in the County's Transportation Improvement Program, the cost of those improvement; provided, however, that the above referenced list of improvements may be modified based on subsequent transportation studies, transportation system management measures, or similar mitigation programs.

3. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsible for construction of access points and installation of traffic control devices necessitated by the project at those locations where project roads intersect County Roads, however, this shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the County construction that ties the North/South road or East/West road to project roads. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

4. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

Alternative Two.

1. Upon the adoption of a County transportation impact fee ordinance, the Developer may, at its option, elect to be governed exclusively by the provisions of this Alternative Two for satisfying its obligation to contribute a proportionate share for Phase II of the project. If the Developer elects this Alternative, the Developer shall complete all contractual obligations undertaken at that point in constructing any improvements agreed to as satisfying a portion of the proportionate contribution against Phase II, and thereafter, pay impact fees as imposed by ordinance or resolution to the extent and in the same manner as such fees are imposed on other developers subject to such fees; provided, however, that: (a) the Developer shall be given credits against those impact fees imposed by ordinance or resolution, for all costs expended in engineering and constructing improvements under the contractual obligations referenced in this paragraph, (b) The Developer shall be given credit against those impact fees imposed by ordinance or resolution for other contributions made for Phase II, pursuant to the terms of the contribution plan described herein, and (c) in the event that the Florida Department of Transportation or other governmental entities should allocate funds (excluding County funds) in an approved Transportation Improvement Program to cover costs of construction of one or more of the improvements identified in Exhibits 3 and C and the cost of these programmed improvements was included in the calculation of the Developer's impact fee, then the Developer's impact fee shall be reduced by an amount representing the proportionate amount of the fee attributable to said improvements.

2. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsibility for construction of access points and installation of traffic control devices necessitated by the project at those locations where project roads intersect County roads. This shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the constructon that ties the North/South road or East/West road to project roads. This obligation is in addition to fees paid pursuant to ordinance or resolution.

3. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. This obligation is in addition to fees paid pursuant to ordinance or resolution.

4. Nothing contained in this development order shall be construed to limit or modify any legal rights or remedies the Developer may have or prohibit the Developer from contesting the validity of a County impact fee ordinance or resolution.

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

I, JAMES F. TAYLOR, JR., 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 the resolution adopted by the Board of County Commissioners of Hillsborough County, Florida, at its regular meeting of November 1, 1983, as the same appears of record in Minute Book 91 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 7th day of November, 1983.

JAMES F. TAYLOR, JR., CLERK

By: Edna L. Fitzpatrick
Deputy Clerk

APPROVED BY COUNTY ATTORNEY
BY _____
Approved As To Form And
Legal Sufficiency.

RESOLUTION # R87-0170

Upon motion by Commissioner Colson, seconded by missioner Tailey, the following resolution was pted by a 6-0 vote, Commissioner(s) None ing no.

WHEREAS, on November 3, 1983, the Board of County missioners adopted Resolution 83-0132 the Development Order (DRI) for the Brandon Town Center Development of Regional Impact, einafter referred to as Brandon Town Center, a copy of said elopment Order is attached hereto as Exhibit A and incorporated ein by reference; and

WHEREAS, on November 3, 1983, the Board of County missioners approved Petition 82-141 which action rezoned certain perties to the C-U zoning classification as described in the ing Code of Hillsborough County; and

WHEREAS, the Development Order adopted the development edule referenced in the Application for Development Approval ch allowed development of the project in two phases. Phase I, be completed in 1985, consists of 1,200,000 square feet of tail commercial space. Phase II, to be completed in 1991, nsists of 500,000 square feet of office space, 150,000 square et of retail commercial space and 200 multifamily dwelling units; d

WHEREAS, the developer submitted a revised General Site velopment Plan on March 2, 1987, which was certified April 8, 1987, a copy of which is attached hereto as Exhibit "; and

WHEREAS, the developer has requested that the development edule be revised. Phase I will be completed in 1989 and will sist of 100,000 square feet of office space and 1,100,000 square t of retail commercial space. Phase II will be completed in 2 and will consist of 400,000 square feet of office space, ,000 square feet of retail commercial space and 129 multifamily ts; and

WHEREAS, the developer has requested other minor amendments to Development Order as described in Exhibit "C" attached hereto;

WHEREAS, staffs of the Traffic Operations section of the nty Engineering Department, the Department of Development rdination, and the Tampa Bay Regional Planning Council reviewed developer's requests; and

WHEREAS, the Department of Development Coordination has uested a substantial deviation determination from the Board of nty Commissioners; and

WHEREAS, the Board of County Commissioners having reviewed the uest, declares the concepts of interchanging 100,000 square feet office space from Phase II with 100,000 square feet of retail mercial space from Phase I; extending the Phase I completion e from 1985 to 1989; and extending the Phase II completion date m 1991 to 1992 do not constitute a substantial deviation from terms of Development Order #83-0132 (DRI #89).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR SESSION THIS 26th DAY OF May, 1987:

1. The foregoing recitation of findings of fact is hereby incorporated into this Resolution.

2. The following development schedule is hereby substitued for that referenced in the Development Order.

PHASE	LAND USE	BUILDING AREA
Phase I (1989)[2]	Office	100,000 s.f. G.L.A.[1]
	Regional Commercial	1,100,000 s.f. G.L.A.
Phase II (1992)	Office	400,000 s.f. G.L.A.
	General Commercial	250,000 s.f. G.L.A.
	Multifamily	129 dwelling units

1. G.L.A. means Gross Leasable Space
2. Completion date of phase.

3. The changes described herein do not constitute a substantial deviation from the Brandon Town Center Development of Regional Impact pursuant to the terms of Florida Statutes 380.06 (19), nor do they constitute a conceptual modification of Zoning Petition 82-421 pursuant to the C-U zoning regulations.

4. Construction of the project shall proceed in strict accordance with the Revised General Site Plan attached hereto as Exhibit "B" and shall be subject to all the conditions in the Development Order for Brandon Town Center (DRI #89), and Zoning Petition 82-421, including but not limited to specific condition described herein.

5. Nothing contained herein shall be construed to constitute waiver of applicable land developeent regulations. Except as erwise provided herein, the Developeent Order shall remain hanged and in full force and effect.

6. Upon adoption, this Resolution shall be transmitted by Ex Officio Clerk to the Board of County Commissioners by tified mail to the State Land Planning Agency, the Tampa Bay ional Planning Council, to JMB Federated Realty and its ignated representative.

TE OF FLORIDA

NTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio rk of the Board of County Commissioners of Hillsborough County, rida, do hereby certify that the above and foregoing is a true correct copy of a Resolution adopted by the Board at its ular meeting of May 26, 1987, as the same appears of ord in Minute Book 132 of the Public Records of lsborough County, Florida.

NESS My hand and official seal this 1st day July, 1987.

RICHARD AKE, CLERK

By: Edna L. Fitzpatrick
Deputy Clerk

EVED BY COUNTY ATTORNEY

ed As To Form And
ficiency.

EXHIBIT "C"

R90-0

ORIG. IN BRANDON TOWN CENTER DRI FILE

RESOLUTION # R 90-0021

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY, FLORIDA
BRANDON TOWN CENTER

Upon motion by Commissioner padgett, seconded by Commissioner Platt, the following Resolution was adopted by a vote of 4 to 2, Commissioner(s) Platt and Busansky voting "No".

WHEREAS, on November 3, 1983, the Board of County Commissioners issued Development Order #89 for the Brandon Town Center Development of Regional Impact hereinafter referred to as BRANDON TOWN CENTER, a copy of said Development Order is attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, on May 26, 1987, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R87-0170 to extend the build-out date to 1992 and other additional amendments described therein, a copy of said Resolution is attached hereto as Exhibit "B" and incorporated herein by reference; and

WHEREAS, a Notification of Proposed Change to a Previously Approved Development of Regional Impact has been filed with the Tampa Bay Regional Planning Council, Hillsborough County and the Department of Community Affairs; and

WHEREAS, the Notification of Proposed Change provides for an amendment to the Development Schedule such that the build-out date for the entire BRANDON TOWN CENTER shall be 1992; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to 380.06, Florida Statutes is authorized and empowered to consider proposed changes to a previously approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County has on January 23, 1990 held a duly noticed public hearing on said Notification of Proposed Change and has heard and considered testimony and other documents and evidence; and

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

WHEREAS, the BRANDON TOWN CENTER Development Order #89 as amended, provided for full development approval with a build-out date of 1992; and

WHEREAS, mitigation of all Regional Impacts were provided for in the Development Order, as amended; therefore, the consolidation of the project into a single phase does not create a substantial deviation; and

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

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 23rd DAY OF January, 1990, AS FOLLOWS:

1. The foregoing recitation and findings of act are hereby incorporated into and made a part of this Resolution.

2. The BRANDON TOWN CENTER Development Schedule provided for in Section 2 of Resolution #87-0170, is hereby amended to provide the following unified single phase program of development:

BUILD-OUT	LAND USE	BUILDING AREA
1992	Office	500,000 s.f. G.L.A.[1]
1992	Commercial/Retail	1,350,000 s.f. G.L.A.
1992	Multi-Family	129 dwelling unit

[1] G.L.A. means Gross Leasable Space

3. The Impact Analysis Methodology found in Section IV. CONDITIONS, M. TRANSPORTATION, Subsection I, in the BRANDON TOWN CENTER Development Order, as amended, recognizes that all transportation impacts of the entire project were evaluated and conditions were set forth for the total mitigation of the project's transportation impacts. In those instances were specific phasing is discussed, those statements shall be construed to reflect the unified single phase program of development approved in this Resolution.

4. Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, Phase I and Subsection III, Phase II of the BRANDON TOWN CENTER Development Order, as amended, shall be consolidated to address the mitigation of transportation impacts for the unified single phase program of development. In all instances where the term "Phase I" is utilized, "Phase I" shall be defined to mean a specific amount of development consisting of 1,100,000 s.f. of commercial/retail and 100,000 s.f. of office. In all instances where the term "Phase II" is utilized, "Phase II" shall be defined to mean a specific amount of development consisting of more than 1,100,000 s.f. of commercial/retail, and more than 100,000 s.f. of office, or any multi-family. Subsection II and Subsection III shall hereinafter be construed to implement the unified single phase program of development approved in this Resolution.

5. The BRANDON TOWN CENTER Development Order, as amended, under Section IV. CONDITIONS, M. TRANSPORTATION, Subsection III, provides for two alternatives for the Developer to mitigate the impacts of development. Pursuant to the BRANDON TOWN CENTER Development Order, as amended, the Developer has selected Alternative Two, and the Board of County Commissioners hereby finds that the Developer shall be governed by the terms of Alternative Two. Any commercial/retail development in excess of 1,100,000 s.f. of commercial/retail or any office development in excess of 100,000 s.f. of office or any multi-family development shall be governed by the Hillsborough County Transportation Impact Fee Ordinance.

6. BRANDON TOWN CENTER Development Order No. 89 is amended as follows:

a) Section IV. CONDITIONS, I. Public Facilities, paragraph 1, is amended to read as follows:

"Prior to issuance of approval for each Detailed Site Plan, the Developer shall provide to Hillsborough County verification that the adequate police, fire service and

emergency medical service facilities are available to serve the building."

b) Section IV. CONDITIONS, J. Energy, paragraph 5. Energy efficient landscaping, is amended to read as follows:

"Prior to approval for each commercial site plan, the applicant shall provide a detailed landscaping plan indicating the areas and quantities of landscape materials provided, which plan will meet or exceed the then existing landscape ordinance of Hillsborough County and shall comply with the requirements contained in the C-U zoning approval. A copy of said plan shall be submitted to staff of the Environmental Protection Commission for its review and comment."

c) Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, paragraph C(1-5), is hereby amended to the extent that where right-of-way is required to be dedicated the Developer shall prior to the issuance of the first building permit, dedicate all right-of-way specified in paragraph C(1-5). Contributions made under paragraph C(1-5) which exceed the total proportionate share contribution of $1,582,141.00 shall be credited against payments made under Subsection III, paragraph C. Alternate Two of the BRANDON TOWN CENTER Development Order, as amended.

d) Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, paragraph C(5)(b), is amended to read as follows:

"A payment of $200,000.00 to be used for the improvements to Lakewood Road above, which payment shall occur within thirty (30) days of the approval of Resolution #R90-0021."

e) Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, paragraph E, is amended to the extent that beginning on line 14, the portion of the sentence which reads "within the earlier of (a) seven years from the completion of construction for Phase I development as identified in the application, or (b) ten years from the date the County approves of this Development Order" shall be deleted and replaced with "within fifteen (15) years from the date the County approves this Development Order (November 3, 1983)".

7. The changes described herein do not constitute a substantial deviation from the BRANDON TOWN CENTER Development of Regional Impact pursuant to the terms of Florida Statues 380.06(19).

8. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order shall remain unchanged and in full force and effect.

9. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, to JMB/Urban Development Company and its designated representative.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County,

Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of January 23, 19 90, as the same appears of record in Minute Book 164 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 29th day of January, 19 90.

RICHARD AKE, CLERK

APPROVED BY COUNTY ATTORNEY
BY
Approved As To Form And
Legal Sufficiency.

BY: Judith M. Nickles
(Deputy Clerk

EXHIBIT "D"

RESOLUTION # R91-0033

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY, FLORIDA
BRANDON TOWN CENTER

Upon motion by Commissioner Joe Chillura, seconded by Commissioner James D. Selvey, the following Resolution was adopted by a vote of 7 to 0, Commissioner(s) _____ voting "No".

WHEREAS, on November 3, 1983, the Board of County Commissioners issued Development Order #89 for the Brandon Town Center Development of Regional Impact hereinafter referred to as BRANDON TOWN CENTER, a copy of said Development Order being attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, on May 26, 1987, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R87-0170 to extend the build-out date to 1992 and other additional amendments described therein, a copy of said Resolution being attached hereto as Exhibit "B" and incorporated herein by reference; and

WHEREAS, on January 23, 1990, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R90-0021 to consolidate the entire project into a single phase with a build-out date of 1992, a copy of said Resolution being attached hereto as Exhibit "C" and incorporated herein by reference; and

WHEREAS, a Notification of Proposed Change to a Previously Approved Development of Regional Impact was filed with the Tampa Bay Regional Planning Council, Hillsborough County and the Department of Community Affairs; and

WHEREAS, the Notification of Proposed Change provides for an amendment to the Development Schedule such that the build-out date for the entire project shall be 1993 and also provides an "unavoidable delay" clause; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to 380.06, Florida Statutes, is authorized and empowered to consider proposed changes to a previously approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County on February 12, 1991 held a duly noticed public hearing on said Notification of Proposed Change and considered the record, including testimony and documentary evidence pertinent thereto; and

WHEREAS, the staffs of the Tampa Bay Regional Planning Council, Hillsborough County, and the Department of Community Affairs have reviewed this Notification of Proposed Change and determined that the proposed changes do not constitute a substantial deviation under applicable statutory law; and

WHEREAS, mitigation of all Transportation Impacts is provided for in the Development Order, as amended; and

WHEREAS, the Board of County Commissioners has determined that the proposed changes do not constitute a substantial deviation requiring further Development of Regional Impact review.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 12th DAY OF February, 1991, AS FOLLOWS:

1. The foregoing recitation and findings of fact are hereby incorporated into and made a part of this Resolution.

2. The BRANDON TOWN CENTER Development Schedule as provided for in Section 2 of Resolution #R90-0021, is hereby amended to provide the following unified single phase program of development:

BUILD-OUT	LAND USE	BUILDING AREA
1993	Office	500,000 s.f. G.L.A.
1993	Commercial/Retail	1,350,000 s.f. G.L.A
1993	Multi-Family	129 dwelling units

[1]G.L.A. means Gross Leasable Space

2. The BRANDON TOWN CENTER Development Order No. 89, Section III. GENERAL PROVISIONS, is amended to include a new paragraph O which shall read as follows:

> "O. The build-out time for this project may be interrupted or extended by delays attributable to acts of God or natural disasters which directly affect the completion of the Brandon Town Center DRI. In such event, the developer may be allowed to extend such build-out of the project for a period of time as is reasonably necessary to compensate for such delays in order to remedy the effects thereof, provided, however, in no event shall such extension exceed a total of twelve (12) months. Any requested build-out extension or cumulation of extensions beyond twelve (12) months may only be accomplished by an amendment to this Development Order in accordance with the notification and approval provisions of Subsection 380.06(19), Florida Statutes."

3. The changes described herein do not constitute a substantial deviation from the BRANDON TOWN CENTER Development of Regional Impact pursuant to the terms of Section 380.06(19), Florida Statutes.

4. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order, as amended, shall remain unchanged and in full force and effect.

5. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, to JMB/Urban Development Company and its designated representative.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its

regular meeting of February 12, 1991, as the same appears of record in Minute Book 177 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 18th day of February, 1991.

RICHARD AKE, CLERK

By: Judith M. Neidel
(Deputy Clerk)

ALR01838

APPROVED BY COUNTY ATTORNEY
BY [illegible]
Approved As To Form And
Legal Sufficiency.

EXHIBIT "E"

date 09-23-91

RESOLUTION # R91-0213

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY, FLORIDA
BRANDON TOWN CENTER

Upon motion by Commissioner James Selvey, seconded by Commissioner Sylvia Kimbell, the following Resolution was adopted by a vote of 6 to 0, Commissioner(s) _____ voting "No".

WHEREAS, on November 3, 1983, the Board of County Commissioners issued Development Order #89 for the Brandon Town Center Development of Regional Impact hereinafter referred to as BRANDON TOWN CENTER a copy of said Development Order being attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, on May 26, 1987, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R87-0170 to extend the build-out date to 1992 and other additional amendments described therein, a copy of said Resolution being attached hereto as Exhibit "B" and incorporated herein by reference; and

WHEREAS, on January 23, 1990, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through resolution #R90-0021 to consolidate the entire project into a single phase with a build-out date of 1992, a copy of said Resolution being attached hereto as Exhibit "C" and incorporated herein by reference; and

WHEREAS, February 12, 1991, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R91-0033 extending the single phase build-out date to 1993 and providing for an"unavoidable delay clause" a copy of said Resolution being attached hereto as Exhibit "D" and incorporated herein by reference; and

WHEREAS, a Notification of Proposed Change to a Previously Approved Development of Regional Impact was filed with the Tampa Bay Regional Planning Council, Hillsborough County and the Department of Community Affairs; and

WHEREAS, a Notification of Proposed Change provides for simultaneous increases and decreases in the intensities of the land uses, such that Commercial/Retail is proposed to be increased by 50,000 square feet of gross leasable area and Office is proposed to be decreased by 193,000 square feet of gross leasable area, and the Multi-family land use is proposed to be increased by 91 dwelling units to the 220 dwelling units originally approved in Development Order #89, as shown on the amended General Site Plan, attached hereto as Exhibit "E"; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to 380.06, Florida Statutes, is authorized and empowered to consider proposed changes to a previously approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County on September 24, 1991, held a duly noticed public hearing on said Notification of Proposed Change and considered the record, including testimony and documentary evidence pertinent thereto; and

WHEREAS, the staffs of the Tampa Bay Regional Planning Council, Hillsborough County, and the Department of Community Affairs have reviewed this Notification of Proposed Change cumulatively with all previous changes and determined that the proposed changes do not constitute a substantial deviation under applicable statutory law; and

WHEREAS, mitigation of all Transportation Impacts is provided for in the Development Order, as amended; and

WHEREAS, the Board of County Commissioners has determined that clear and convincing evidence has been presented to the Board of County Commissioners and that the proposed changes cumulatively with all previous changes do not constitute a substantial deviation requiring further Development of Regional Impact review.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA, IN A REGULAR MEETING ASSEMBLED THIS 24th DAY OF September, 1991, AS FOLLOWS;

1. The foregoing recitation and findings of fact are hereby incorporated into and made a part of this Resolution.

2. The BRANDON TOWN CENTER Development Schedule as provided for in Section 2 of Resolution #R91-0033, is hereby amended to provide the following unified single phase program of development:

BUILD-OUT	LAND USE	BUILDING AREA
1993	Office	307,000 s.f. G.L.A.*
1993	Commercial/Retail	1,400,000 s.f. G.L.A.
1993	Multi-family	220 dwelling units

* G.L.A means Gross Leasable Space. Gross Buildable Area is defined as G.L.A. square footage multiplied by 1.15".

3. The changes described herein do not constitute a substantial deviation from the BRANDON TOWN CENTER Development of Regional Impact pursuant to the terms of Section 380.06(19), Florida Statutes.

4. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order, as amended, shall remain unchanged and in full force and effect.

5. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, to JMB/Urban Development Company and its designated representative.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court of 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 September 24, 1991, as the same appears of record in Minute Book 184 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 7th day of October, 1991.

RICHARD AKE, CLERK

Linda Fyman

Deputy Clerk

APPROVED BY COUNTY ATTORNEY
BY
Approved As To Form And
Legal Sufficiency.

RESOLUTION # R92-0137

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY, FLORIDA
BRANDON TOWN CENTER

Upon motion by Commissioner James Selvey, seconded by Commissioner Pam Iorio, the following Resolution was adopted by a vote of 4 to 0, Commissioner(s) _____ voting "No".

WHEREAS, on November 3, 1983, the Board of County Commissioners issued Development Order #89 for the Brandon Town Center Development of Regional Impact hereinafter referred to as BRANDON TOWN CENTER, a copy of said Development Order being attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, on May 26, 1987, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R87-0170 to extend the build-out date to 1992 and other additional amendments described therein, a copy of said Resolution being attached hereto as Exhibit "B" and incorporated herein by reference; and

WHEREAS, on January 23, 1990, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R90-0021 to consolidate the entire project into a single phase with a build-out date of 1992, a copy of said Resolution being attached hereto as Exhibit "C" and incorporated herein by reference; and

WHEREAS, on February 12, 1991, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R91-0033 extending the single phase build-out date to 1993 and providing for an "unavoidable delay clause" a copy of said Resolution being attached hereto as Exhibit "D" and incorporated herein by reference; and

WHEREAS, on September 24, 1991, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R91-0213, providing for a simultaneous increase and decrease in intensities of land uses, such that Commercial/Retail was increased by 50,000 square feet of gross leasable area and Office was decreased by 193,000 square feet of gross leasable area, and the Multi-family was increased by 91 units, a copy of said Resolution being attached hereto as Exhibit "E" and incorporated herein by reference; and

WHEREAS, a Notification of Proposed Change to a Previously Approved Development of Regional Impact was filed with the Tampa Bay Regional Planning Council, Hillsborough County and the Department of Community Affairs; and

WHEREAS, the Notification of Proposed Change provides for an Amendment to the Development Schedule such that the build-out date for the entire project shall be 1995; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to 380.06, Florida Statutes, is authorized and empowered to consider proposed changes to a previously approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County on June 9, 1992 held a duly noticed public hearing on said Notification of Proposed Change and considered the record, including testimony and documentary evidence pertinent thereto; and

WHEREAS, the staffs of the Tampa Bay Regional Planning Council, Hillsborough County, and the Department of Community Affairs have reviewed this Notification of Proposed Change and determined that the proposed changes do not constitute a substantial deviation under applicable statutory law; and

WHEREAS, mitigation of all Transportation Impacts is provided for in the Development Order, as amended; and

WHEREAS, the Board of County Commissioners has determined that clear and convincing evidence has been presented to the Board of County Commissioners and that the proposed changes cumulatively with all previous changes do not constitute a substantial deviation requiring further Development of Regional Impact review, in accordance with Section 380.06(19), Florida Statutes (Supp. 1992).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 9th DAY OF June, 1992 AS FOLLOWS:

1. The foregoing recitation and findings of fact are hereby incorporated into and made a part of this Resolution.

2. The BRANDON TOWN CENTER Development Schedule as provided for in Section 2 of Resolution #R91-0213, is hereby amended to provide the following unified single phase program of development:

BUILD-OUT	LAND USE	BUILDING AREA
1995	Office	307,000 s.f. G.L.A.
1995	Commercial/Retail	1,400,000 s.f. G.L.A.
1995	Multi-Family	220 dwelling units

G.L.A. means Gross Leasable Space

3. The changes described herein do not constitute a substantial deviation from the BRANDON TOWN CENTER Development of Regional Impact pursuant to the terms of Section 380.06(19), Florida Statutes (Supp. 1992).

4. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order, as amended, shall remain unchanged and in full force and effect.

5. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to The Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, to JMB/Urban Development Company and its designated representative.

6. That the Brandon Town Center's Certification, Exhibit "F," affirming that copies of the Notice of Proposed Change have been delivered to all persons as required by law, is attached hereto and incorporated herein by reference.

7. That all statutory procedures have been adhered to.

8. That the Brandon Town Center shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes (1991).

9. That this Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes (1991).

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

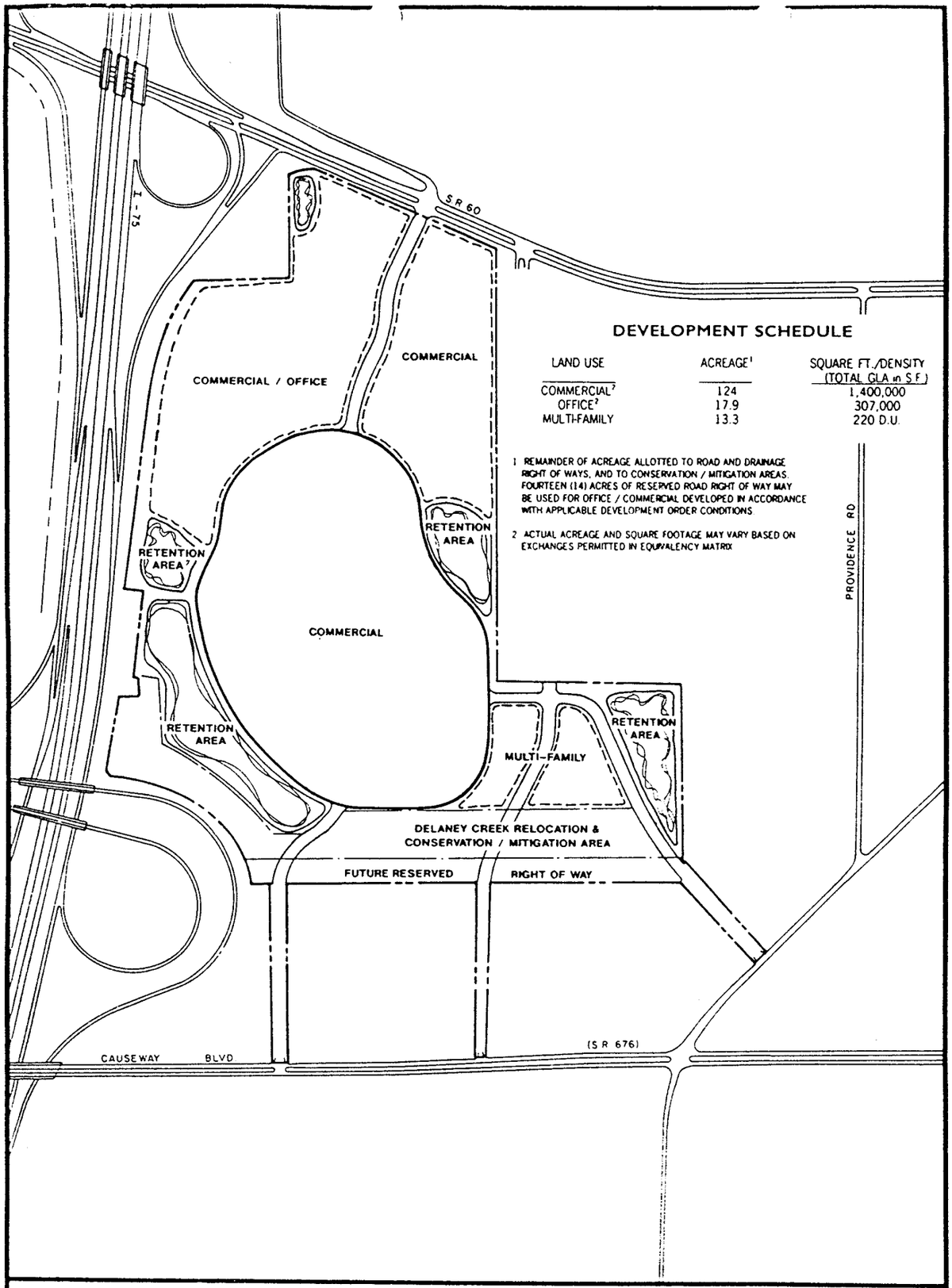
I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of June 9, 1992 as the same appears of record in Minute Book 193 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 26th day of June, 1992

RICHARD AKE, CLERK

BY: Linda Tyman
Deputy Clerk

APPROVED BY COUNTY ATTORNEY
BY
Approved As To Form And
Legal Sufficiency.



DEVELOPMENT SCHEDULE

LAND USE	ACREAGE[1]	SQUARE FT./DENSITY (TOTAL GLA in S.F.)
COMMERCIAL[2]	124	1,400,000
OFFICE[2]	17.9	307,000
MULTI-FAMILY	13.3	220 D.U.

1 REMAINDER OF ACREAGE ALLOTTED TO ROAD AND DRAINAGE RIGHT OF WAYS, AND TO CONSERVATION / MITIGATION AREAS. FOURTEEN (14) ACRES OF RESERVED ROAD RIGHT OF WAY MAY BE USED FOR OFFICE / COMMERCIAL DEVELOPED IN ACCORDANCE WITH APPLICABLE DEVELOPMENT ORDER CONDITIONS.

2 ACTUAL ACREAGE AND SQUARE FOOTAGE MAY VARY BASED ON EXCHANGES PERMITTED IN EQUIVALENCY MATRIX

N

0' 300' 600'

BRANDON TOWN CENTER
Hillsborough County, Florida

REVISED GENERAL DEVELOPMENT PLAN

EXHIBIT "G"

REVISED MAP H
MARCH 1993

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, the undersigned notary public authorized in this State and County named above to administer oaths and take acknowledgements, personally appeared THEODORE C. TAUB, as attorney for JMB RETAIL PROPERTIES COMPANY, the applicant for the Brandon Town Center DRI Notice of Proposed Change No. 7, to me well known, who being by me first duly sworn, says upon oath as stated below:

1. JMB Retail Properties Company filed its Notice of Proposed Change No. 7 for the Brandon Town Center DRI on February 3, 1993.

2. The aforementioned application was filed with Hillsborough County, the State of Florida Department of Community Affairs ("DCA"), and the Tampa Bay Regional Planning Council ("TBRPC") as required by law.

Theodore C. Taub

Sworn to and subscribed before me this 26th day of April, 1993.

Krista Simon
Printed Name: Krista Simon
Notary Public
State of Florida at Large
My Commission Expires:

RECEIVED
Development
Department
APR 28 1993

EXHIBIT "H"

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

Clerk to Board of
County Commissioners
Room # 214-F
P.O. Box 1110
Tampa, Florida 33601
Telephone 272-5845

June 26, 1992

Suzanne Cooper, DRI Coordinator
Tampa Bay Regional Planning Council
9455 Koger Boulevard
Suite 219
St. Petersburg, FL 33702

Re: Resolution No. R92-0137 - Amending the Development Order for Brandon Town Center (DRI #89)

Dear Ms. Cooper:

Attached is a certified copy of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on June 9, 1992.

We are providing this copy for your files.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

mailed 6/29/92
received 7/1/92

By: Linda Fryman
Linda Fryman
Manager, BOCC Records

LF:ADF
Attachment
Certified Mail
cc: Board files (1 orig.)
J. Thomas Beck, Florida Department of Community Affairs
Theodore C. Taub, Esquire
Vincent A. Marchetti, Assistant County Attorney
Steve Luce, Senior Planner, Planning and Development Management Department

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of Resolution No. R92-0137 Amending the Development Order for Brandon Town Center (DRI #89)

approved by the Board in its regular meeting of June 9, 19 92, as the same appears of record in MINUTE BOOK 193 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 26th day of June, 19 92.

RICHARD AKE, CLERK

By: Linda Tupman
Deputy Clerk

RESOLUTION # R92-0137

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY, FLORIDA
BRANDON TOWN CENTER

Upon motion by Commissioner James Selvey, seconded by Commissioner Pam Iorio, the following Resolution was adopted by a vote of 4 to 0, Commissioner(s) _____ voting "No".

WHEREAS, on November 3, 1983, the Board of County Commissioners issued Development Order #89 for the Brandon Town Center Development of Regional Impact hereinafter referred to as BRANDON TOWN CENTER, a copy of said Development Order being attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, on May 26, 1987, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R87-0170 to extend the build-out date to 1992 and other additional amendments described therein, a copy of said Resolution being attached hereto as Exhibit "B" and incorporated herein by reference; and

WHEREAS, on January 23, 1990, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R90-0021 to consolidate the entire project into a single phase with a build-out date of 1992, a copy of said Resolution being attached hereto as Exhibit "C" and incorporated herein by reference; and

WHEREAS, on February 12, 1991, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R91-0033 extending the single phase build-out date to 1993 and providing for an "unavoidable delay clause" a copy of said Resolution being attached hereto as Exhibit "D" and incorporated herein by reference; and

WHEREAS, on September 24, 1991, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R91-0213, providing for a simultaneous increase and decrease in intensities of land uses, such that Commercial/Retail was increased by 50,000 square feet of gross leasable area and Office was decreased by 193,000 square feet of gross leasable area, and the Multi-family was increased by 91 units, a copy of said Resolution being attached hereto as Exhibit "E" and incorporated herein by reference; and

WHEREAS, a Notification of Proposed Change to a Previously Approved Development of Regional Impact was filed with the Tampa Bay Regional Planning Council, Hillsborough County and the Department of Community Affairs; and

WHEREAS, the Notification of Proposed Change provides for an Amendment to the Development Schedule such that the build-out date for the entire project shall be 1995; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to 380.06, Florida Statutes, is authorized and empowered to consider proposed changes to a previously approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County on June 9, 1992 held a duly noticed public hearing on said Notification of Proposed Change and considered the record, including testimony and documentary evidence pertinent thereto; and

WHEREAS, the staffs of the Tampa Bay Regional Planning Council, Hillsborough County, and the Department of Community Affairs have reviewed this Notification of Proposed Change and determined that the proposed changes do not constitute a substantial deviation under applicable statutory law; and

WHEREAS, mitigation of all Transportation Impacts is provided for in the Development Order, as amended; and

WHEREAS, the Board of County Commissioners has determined that clear and convincing evidence has been presented to the Board of County Commissioners and that the proposed changes cumulatively with all previous changes do not constitute a substantial deviation requiring further Development of Regional Impact review, in accordance with Section 380.06(19), Florida Statutes (Supp. 1992).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 9th DAY OF June, 1992 AS FOLLOWS:

1. The foregoing recitation and findings of fact are hereby incorporated into and made a part of this Resolution.

2. The BRANDON TOWN CENTER Development Schedule as provided for in Section 2 of Resolution #R91-0213, is hereby amended to provide the following unified single phase program of development:

BUILD-OUT	LAND USE	BUILDING AREA
1995	Office	307,000 s.f. G.L.A.
1995	Commercial/Retail	1,400,000 s.f. G.L.A.
1995	Multi-Family	220 dwelling units

G.L.A. means Gross Leasable Space

3. The changes described herein do not constitute a substantial deviation from the BRANDON TOWN CENTER Development of Regional Impact pursuant to the terms of Section 380.06(19), Florida Statutes (Supp. 1992).

4. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order, as amended, shall remain unchanged and in full force and effect.

5. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to The Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, to JMB/Urban Development Company and its designated representative.

6. That the Brandon Town Center's Certification, Exhibit "F," affirming that copies of the Notice of Proposed Change have been delivered to all persons as required by law, is attached hereto and incorporated herein by reference.

7. That all statutory procedures have been adhered to

8. That the Brandon Town Center shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes (1991).

9. That this Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes (1991).

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of June 9, 19 92, as the same appears of record in Minute Book 193 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 26th day of June, 19 92.

RICHARD AKE, CLERK

BY: Linda Lyman
Deputy Clerk

APPROVED BY COUNTY ATTORNEY
BY
Approved As To Form And
Legal Sufficiency.

EXHIBIT "A"

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
OF HILLSBOROUGH COUNTY, FLORIDA
DRI # 89
DEVELOPMENT ORDER

Upon motion of Commissioner Paulk, seconded by Commissioner Colson, the following resolution was adopted this 3rd day of November, 1983:

WHEREAS, on September 8, 1982, Federated Department Stores, Inc., filed an application for development approval of a development of regional impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and,

WHEREAS, said application proposed construction of a regional mall/mixed use development located in eastern Hillsborough County; and,

WHEREAS, the Board of County Commissioners as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes, is authorized and empowered to consider applications for development approval for developments of regional impact; and,

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

WHEREAS, the Board of County Commissioners has on May 23; July 25; August 2, 29; September 19, 28; October 12, 19; and November 2, 3, 1983, held a duly noticed public hearing on said application for development approval and has heard and considered testimony and documents received thereon; and,

WHEREAS, the Board of County Commissioners has received and considered the report and recommendations of the Tampa Bay Regional Planning Council; and,

WHEREAS, Hillsborough County has solicited, received and considered reports, comments and recommendations from interested citizens, County and City agencies as well as the review and report of Hillsborough County Administration.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA:

I. FINDINGS OF FACT

A. Federated Department Stores, Inc. submitted to Hillsborough County, Florida, an application for development approval and sufficiency response which are attached hereto and marked Composite Exhibit A and incorporated herein by reference. Hereinafter, the word "application" shall refer to the application for development approval, and the sufficiency response.

B. Subsequent to the filing of the application the property which is the subject of the described application was transferred to Brandon Town Center Associates, hereinafter referred to as "Developer".

C. The real property which is the subject of the application for development approval is legally described as set forth in Composite Exhibit A, attached hereto and made a part hereof by reference.

D. The proposed development is not an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes.

E. All development shall occur in accordance with this Development Order and Application.

F. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City-County Planning Commission, and the Tampa Bay Regional Planning Council.

II. CONCLUSIONS OF LAW

A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the application as set forth in Composite Exhibit A, the reports, recommendations and testimony heard and considered by the Board of County Commissioners, it is concluded that:

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

2. The development is consistent with local land development regulations.

3. The development is consistent with the report and recommendations of the Tampa Bay Regional Planning Council.

B. In considering whether the development should be approved subject to conditions, restrictions and limitations, Hillsborough County has considered the criteria stated in subsection 380.06 (13), Florida Statutes.

C. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Development Order and the application.

D. The application for development approval is approved subject to all terms and conditions of this Development Order.

III. GENERAL PROVISIONS

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

B. All provisions contained within the application for development approval marked "Composite Exhibit A" shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.

C. This Resolution shall constitute the Development Order of Hillsborough County in response to the application for development approval for the Brandon Town Center Development of Regional Impact.

D. The definitions contained in Chapter 380, Florida Statutes (1981), shall govern and apply to this Development Order.

E. This Development Order shall be binding upon the Developer and its heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of, any branch of government or governmental agency.

F. In the event that any portion or section of this 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 Development Order which shall remain in full force and effect.

G. Whenever this 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 development of regional impact applications as well as all governmental agencies and departments set forth under applicable laws and rules governing developments of regional impact.

H. In each instance in this Development Order where the Developer is responsible for ongoing maintenance of facilities at Brandon Town Center, the Developer may transfer any or all of its 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, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the Regional Planning Council shall result in further development of regional impact review pursuant to law and may result in Hillsborough County ordering a termination of development activity pending such review.

J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this 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 Development Order. The County Administrator shall issue a notice of such noncompliance to the Developer and if the deviation is not corrected within a reasonable amount of time shall recommend that the Board of County Commissioners establish a hearing to consider such deviations.

K. The Developer shall file an annual report in accordance with Section 380.06(16), Florida Statutes (1981), and appropriate rules and regulations. Such report shall be due on the anniversary of the effective date of this Development Order for each following year until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for receipt by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners hearing wherein such report is to be reviewed. Provided, however, that 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 Development Order. The report shall contain:

1. 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;

2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following submittal of the annual report;

3. A statement listing all applications for incremental review required pursuant to this Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the annual report;

K. A statement set forth the name(s) and address of any heir, assignee or successor in interest to this Development Order.

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

M. This Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes (1981).

N. Upon adoption, this Development Order shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners, by certified mail, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and the Developer.

IV. CONDITIONS

A. Air Quality

The Developer shall undertake the following mitigative measures to control soil erosion and air pollutant during construction activities:

1. Designate haul routes on site, to channel main traffic over a path which can be stabilized; and

2. Undertake chemical stabilization over heavily travelled primary haul route sections; and

3. Undertake mid-weekly cleaning of dirt during construction off paved roads adjacent to the site or as required by grading permit; and

4. Wherever possible use selective clearing to allow natural seeding to stabilize the disturbed soil and berms to minimize wind erosion; and

5. Water all dirt roads as necessary; and

6. Develop asphalt roads as soon as practical; and

7. Stage clearing of land within development pods to reduce land opended and exposed to windy conditions (the above-referenced "pod" shall be defined as the area shown on the General Site Plan as being devoted to a specific use i.e. general commercial, office, regional mall or multi-family, and separated from other "pods" by internal roadways, project boundaries and/or a broken boundary line); and

8. Undertake watering and spraying at all stages of clearing to insure dust control; and

9. Undertake mulching, seeding and sodding as soon as possible after final grading is completed; and

10. Undertake progressive development of roadways, landscaping and buildings for purposes of reducing fugitive dust emissions.

B. Geology

The Developer shall complete the final sub-soil testing referenced in the application to determine the best foundation type and soil bearing capacities within the project development area. Where appropriate, the results of these tests shall be utilized by staff during the construction permitting stages of the development.

C. Erosion Control

Developer shall utilize the following practices to prevent potential pollutants from leaving the construction site:

1. Straw filter barriers and/or filter fabric at discharge points including temporary discharge points; and

Temporary sediment basins and perimeter dike systems to be installed as a first step in the grading process and to be checked and cleaned out regularly; and

3. Complete grading activities and installation of erosion control measures in a timely manner to minimize erosion potential.

D. Drainage

1. It is the intention of the Developer to dedicate to Hillsborough County the drainage system identified as the relocated Delaney Creek. Upon dedication, maintenance responsibility for said area shall rest with Hillsborough County.

2. The Developer or his successors shall undertake parking lot sweeping as a routine maintenance function.

3. Those portions of the stormwater drainage system and retention and detention ponds not dedicated to Hillsborough County shall remain the responsibility of the Developer or his successor.

4. Parking lot underdrains shall be installed by the Developer if determined to be necessary by Hillsborough County Engineering Department during detailed site plan review. If underdrains are determined to be necessary, their retention capacity may be considered in sizing retention ponds.

E. Water Quantity

The elevations for all habitable structures shall be at or above the 100-year flood elevation, and shall meet the requirements of local flood elevation regulations.

F. Wetlands/Wildlife

1. The realignment of Delaney Creek must be completed in such a fashion as not to produce any "turbid discharges". The realignment of Delaney Creek shall not be considered complete until the following criteria are met:

a. The land area designated as recreated wetlands can maintain a soil moisture regime (frequency and duration), equal to or exceeding antecedant conditions as correlated to water year and rainfall event, without the manipulation of available water quantities; and,

b. All banks and slopes are stabilized with self-sustaining vegetation; and,

c. No evidence of excessive erosion exists; and,

d. No evidence of unplanned channel development exists; and,

e. Complete ground cover vegetation has been established that is healthy and self-sustaining; and,

f. The presence of healthy and self-propagating native wetland grasses and other herbs within the recreated wetland has been demonstrated;

2. The Developer is to replace on an acre-for-acre basis all areas determined to be "waters of Hillsborough County".

3. The areas to be replaced shall be restored in the fashion outlined in the plan submitted to the Hillsborough County Environmental Protection Commission on August 9, 1983. (A copy of which plans are attached hereto as Composite Exhibit D and incorporated herein by reference)

4. All restoration efforts must comply with the Rules and Regulations of the Hillsborough County Environmental Protection Commission.

5. There shall be a minimum of at least a ten foot (10') wide buffer strip of native transitional species preserved around wetland areas proposed for preservation or mitigation.

6. The Developer shall employ the following methods for purposes of enhancing fish and wildlife values in Delaney Creek and other wetland areas:

a. Shallow r[illegible] ponds with wide, gently sloping littoral zones; and,

b. Reconstruction of Delaney Creek as a wide, shallow meandering channel within the right-of-way shown on the General Site Plan; and,

c. Revegetation of constructed littoral zones, using native wetland species; and,

d. Relocation of top soil and shallow mulch deposits from disturbed areas to mitigation sites; and,

e. Provision of adequate water supply and water level controls; and,

f. Routing of filtered stormwater through preserved or relocated wetlands or bayheads.

7. a. The project's stormwater drainage system may incorporate wetlands on-site, but no direct discharge from any impervious surfaces shall be permitted into any wetland which is designated as a "conservation" area. The project stormwater system shall be designed to maintain a hydro-period acceptable to the Environmental Protection Commission for all "conservation areas" on-site, unless otherwise approved by the Hillsborough County Environmental Protection Commission. The total stormwater management system, including lakes, swales, and wetland areas shall be designed and maintained in conformity with applicable law.

b. A surface water quality monitoring program shall be conducted by the applicant to monitor any potent impact of the project on Delaney Creek. Samples shall be collected on a monthly basis from all on-site discharge points throughout the construction of the project. One sampling interval shall be scheduled prior to the commencement of any project construction. Samples shall be collected on the same date each month, whenever possible. Daily rainfall data or daily stream flow data shall be provided to correlate stream flow with concentrations of specified parameters. Parameters to be measured at each sampling point during each sampling interval are: BOD_5, Dissolved Oxygen, Turbidity, Total Nitro Nitrate, Total Phosphorus, Oil/Grease, Lead, Temperature, pH.

The analysis of samples shall be performed by a State Certified Laboratory and reports submitted quarterly to the Hillsborough County Environmental Protection Commission, and Hillsborough County Department of Development Coordination. Approval of future development phases or proposed modifications will be contingent upon the condition that development of this project will not result in further degradation of water quality in the receiving bodies of water.

G. Historical/Archaeological

Any historical or archaeological resources discovered shall be reported to the Florida Division of Archives, History and Records Management and the disposition of such resources shall be determined in cooperation with the Division of Archives and Hillsborough County.

H. Open Space/Recreation

The Developer or his assigned agents or successors shall be responsible for the maintenance of all open space/recreational areas and landscaped areas within each phase of the development.

I. Public Facilities

1. Prior to issuance of the Detailed Site Plan Approval for each phase of the development, the Developer shall provide to Hillsborough County verification that adequate police, fire service and emergency medical service facilities are available to serve the described phase.

2. The collection, transportation and disposal of solid waste is controlled by County ordinance and shall take place in accordance with the terms of said ordinance.

3. No Detailed Site Plan Approval shall be granted without an approved, permitted wastewater collection system, and sufficient treatment and effluent disposal capacity for that portion of the building construction. Approvals shall be obtained from all appropriate local and State agencies. Documentation of these approvals shall be provided to the Department of Development Coordination prior to Detailed Site Plan Approval. Developer shall

participate in County programs designed to maximize the use of effluent for non-potable uses.

4. No building permits shall be issued withou an approved, permitted potable water distribution system and available capacity for that portion of the building construction. Approvals shall be obtained from all appropriate local and State agencies.

J. Energy

Within the acknowledged constraints of operati and construction budgets, the Developer shall encourage the following energy management/conservation measures:

1. Use of energy conservation features and techniques for interior and exterior building design, in cluding passive solar orientation of buildings; and,

2. High efficiency mechanical equipment; and,

3. Automated climate control systems; and,

4. Interior/exterior lighting load management systems; and,

5. Energy efficient landscaping.

Prior to detailed site plan approval for each phase of t development, the applicant shall provide a detailed land scaping plan indicating the areas and quantities of land scaped materials to be provided, which plan will meet or exceed the then existing landscape ordinance of Hillsbor County and shall comply with the requirements contained in the C A copy of said plan shall also be submitted to staff of the Environ Protection Commission for its review and comment.

K. On-Site Wells/Irrigation Systems

The Developer or his successors shall be respo for the operation and maintenance of all on-site wells a landscape irrigation systems.

L. Drainage Conditions

The development's stormwater management syste shall be designed in accordance with Hillsborough Count

a. discharge and volume [illegible] criteria. Peak discharge for a 25-year 24-hour storm for the developed site shall not exceed the 10-year 24-hour peak discharge for the undeveloped site.

In addition, the runoff volume for the first 24 hours of a 25-year 24-hour storm on the post-developed site shall not exceed the runoff from an existing 25-year 24-hour storm.

(CONTINUED ON NEXT PAGE)

TRANSPORTATION

M.

I. Impact Analysis Methodology

The Brandon Town Center development will substantially impact several regionally significant transportation facilities within the project's impact area. Quantification of the project's impact on area transportation facilities is based on the following methodology. Existing traffic volumes on roadways in the impact area were determined by physically counting traffic on those roadways. Growth factors were then applied to determine the "existing background" traffic for each phase of the development. In addition to existing background traffic, allowances were made for traffic projected to be generated by approved developments which have not been built ("proposed background" traffic). The sum of existing background traffic and proposed background traffic was used as the basis against which traffic generated by each phase of the project was evaluated.

The conditions precedent to consideration of a roadway segment as an element of the total impact of the project are: (a) The project's traffic on the roadway segment must equal or exceed 5% of the daily LOS C or D peak hour capacity of the existing roadway, and (b) the Developer's traffic, plus the total background traffic on the roadway segment, must result in a reduction of the level of service on the segment to LOS D or worse. If traffic generated by the project phase on the specific road segment satisfies both of the above conditions, the Developer's proportional share of the cost of improving said roadway segment to an acceptable service level shall be considered part of the Developer's total fiscal impact on the transportation system. The proportionate share is calculated by multiplying the project's traffic as a percentage of the daily LOS C capacity of the improved roadway times the cost of the proposed improvement. Not considered as element of the total fiscal impact are improvements which are under construction or which have been assigned a funding commitment in an approved transportation improvements program. The commitments by the Developer or other responsible entities for those transportation system improvements necessary to accommodate each phase of the Brandon Town Center development are identified below. The improvements listed in this development order for both phases are predicated on the Tampa Bay Regional Planning Council's DRI Report dated May 9, 1983 and Hillsborough County's table of improvements dated October 7, 1983.

II. PHASE I

A. Prior to the issuance of [illegible] permits for [illegible] identified in the applicati[illegible] County shall have begun the development of a transportation improvement plan for the Brandon area in cooperation with the Florida Department of Transportation and the Tampa Bay Regional Planning Council. The completion of this plan is scheduled to be accomplished prior to the issuance of building permits for Phase II, and may include but not be limited to:

1. Identification of the regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional roadways to be constructed within the study area.

2. The existing, approved and projected development to be included with the plan.

3. The manner by which the traffic impact of existing development will be documented and assessed.

4. The manner by which the traffic impact of approved and projected development will be documented and assessed.

5. Daily Level of Service C, D peak hour shall be the designated goal of the plan.

6. A study of mass transit as a viable alternative to alleviate overburdening of the roadways.

7. Identification of specific construction implementation goals, such as right-of-way acquisition and implementation of additional north/south and east/west corridors designed to coincide with transportation improvement needs generated by each phase completion for projects approved within the study area.

8. Identify available funding commitments for the improvements.

B. Under current conditions, the following transportation improvements are necessary to mitigate the impact of Phase I of Brandon Town Center.

1. The improvements listed in this subparagraph are necessary to mitigate the projects Phase I transportation impacts however, said improvements were not considered as elements of the Developer's total fiscal impact on the transportation system.

(a) Improve Causeway Boulevard to six lanes divided from U.S. 301 to Providence Road. Brandon Town Center will contribute 11.1% of the existing daily LOS C

capacity and 4.7% of [illegible] improved daily LOS C capacity in Phase I. This improvement is under construction by Hillsborough County.

(b) Improve Lumsden Road to four lanes from Providence Road to Kings Avenue. Brandon Town Center will contribute 60.8% of the existing daily LOS C capacity and 25.7% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by Hillsborough County.

(c) Monitor traffic flows on Kingsway Road from S.R. 60 north to Windhorst Road and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 6.7% of the existing daily LOS C capacity.

(d) Monitor traffic flows on Providence Road from Lumsden Road to Bloomingdale Avenue and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 11.9% of the existing daily LOS C capacity.

(e) Monitor traffic flows on Causeway Boulevard from 78th Street to U.S. 301 and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 6.0% of the existing daily LOS C capacity.

(f) Improve S.R. 60 to six lanes divided from Orangeland Road to Lakewood Drive. Brandon Town Center will contribute 16.1% of the existing daily LOS C capacity and 10.5% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by the Florida Department of Transportation.

(g) Improve S.R. 60 to six lanes divided from Lakewood Drive to Kings Avenue. Brandon Town Center will contribute 23.7% of the existing daily LOS C capacity and 15.5% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by the Florida Department of Transportation.

(h) At the S.R. 60/Lakewood intersection, add two eastbound through lanes, two westbound through lanes, an

a northbound to we[illegible] left-turn lane. Brandon Town Center will contribute 15.3% of the existing peak hour LOS D capacity and 7.6% of the improved peak-hour LOS D capacity in Phase I. One additional through lane in each direction is included as a programmed improvement by the Florida Department of Transportation.

(i) At the Lumsden Road/Kings Avenue intersection, add a southbound to westbound right-turn lane and a northbound to eastbound right-turn lane. Brandon Town Center will contribute 11.0% of the existing peak hour LOS D capacity and 16.6% of the improved peak-hour LOS D capacity in Phase I. This is a programmed improvement by Hillsborough County.

2. The improvements described in Exhibit B and C (dated October 7, 1983) are projected to be required to mitigate the project's Phase I transportation impacts combined with proposed and existing background traffic and represent the basis for the computation of the Developer's proportionate share described in Paragraph II. C., below.

16 B

C. As a condition of approval of Phase I of the project the Developer shall assume financial responsibility as set forth below for a proportionate share of the cost of construction of improvements to the facilities identified in Exhibits B and C. The Developers proportionate share as determined pursuant to the methodology described herein is $1,582,141.00. To discharge its responsibility for this proportionate share, the Developer shall make the following contributions to Hillsborough County:

1. Prior to the issuance of any building permits for Phase I, provide right-of-way for the intersection improvements of the main entrance to Brandon Town Center and S.R. 60, in accordance with the requirements which have been established by the Florida Department of Transportation, which improvements are valued at $70,000.00.

2. a. Prior to issuance of the final certificate of occupancy for the first 1,200,000 square feet of the project, dedicate the right-of-way and construct the portion of the new north/south corridor from Lumsden Road to the access road B, as identified on the General Site Plan, which contributions are valued at $362,727.00.

b. In the event the County, at a point earlier than issuance of the final certificate of occupancy described above has:

(1) Awarded or caused to be awarded construction contracts for that portion of the new North/South road from S.R. 60 to the point of beginning of the Developer's responsibility described herein, and

(2) Scheduled completion of that portion prior to issuance of the final certificate of occupancy,

then the Developer shall dedicate the right-of-way and complete construction of the road identified on the General Site plan contemporaneous with completion of construction of the other portion described herein.

c. Provided, however, that dedication of the right-of-way and completion of construction by the Developer shall in any event occur no later than the issuance of the final certificate of occupancy described herein. Also, in no event shall the Developer be expected to dedicate the right-of-way and complete construction prior to issuance of certificates of occupancy for 600,000 square feet of the project. If the County has performed the conditions precedent described above prior to issuance of the certificate of occupancy for 600,000 square feet, then the Developer shall upon issuance of said certificate of occupancy immediately undertake its responsibility to dedicate said right-of-way and construct the road segment.

d. The required right-of-way shall be 80 feet wide so as to accommodate construction of a four-lane divided urban section. All construction shall be undertaken in accordance with County standards relating to roadway construction.

e. Certificate of Occupancy shall be construed to mean those certificates of occupancy issued by the County to the Developer for shell construction of buildings and shall not refer to those certificates of occupancy issued to individual businesses that may lease or otherwise acquire space within said faculty.

f. Responsibility for construction of traffic control devices at the intersection of the new North/South road and Lumsden shall be borne by the Developer, provided, however, that the Developer shall be entitled to a credit for the cost thereof at such time as the North/South road is extended to S.R. 60.

3. Prior to the issuance of any building permits for Phase I of the development, dedicate right-of-way for the new north/south corridor which runs from access road B to the northerly boundary of the project north of Parcel J as identified on the General Site Plan, which contribution is valued at $75,000.00. This contribution is subject to the conditions set out in paragraph II. E. below.

4. Prior to the issuance of any building permits for Phase I of the development, dedicate 14 acres for right-of-way for the new east/west road connecting with the Crosstown Expressway which right-of-way is identified on the approved general site plan, which contribution is valued at $1,050,000.00. The described 14 acres is comprised of a corridor approximately 200' feet wide beginning at the western boundary of the project aligned with the crosstown expressway interchange east to the eastern most boundary of the Brandon Town Center project site. This contribution is subject to the condition set out in paragraph II. E. below.

5. A cash contribution of $300,000.00 payable as follows:

   a. A payment of $100,000.00 upon final approval of this development order, which payment will be used to begin development of the Brandon Area Transportation Improvements Plan.

   b. A payment of $200,000.00 to be used for the improvements to Lakewood Road above, which payment will be made at the earlier of (1) the time contracts are awarded to construct said improvements, or (2) the time building permits are issued for Phase I.

The contributions identified in this paragraph are at present value and shall constitute the final and complete satisfaction by the Developer of all obligations for all off-site transportation improvements related to Phase I of Brandon Town Center.

D. The County agrees to utilize the Developer's contributions for the specific purposes stated above. The County shall award contracts for implementation of transportation improvements projects identified in Exhibit B and C upon receipt of contributions or impact assessment fees from development projects in this impact area which equal the cost of these improvements when coupled with funds received from other sources and funds allocated in the County's transportation improvement program; provided, however, that the above-referenced list of improvements may be modified based on subsequent transportation system management measures and transportation studies under Florida Statutes

5380.06. In the event Tampa Bay Regional Planning Council revises its threshold criteria for level of service or for the development's traffic as a percentage of a facility's capacity, and the County concurs with said revision, then improvements identified in this development order which exceed these thresholds will be added as conditions of this development order and those improvements which do not exceed these thresholds shall be eliminated. In the event that the above-described revision necessitates a modification to the Developer's proportionate share said modification shall take place during calculation of the total fiscal impact for Phase II.

E. The Developer has agreed to dedicate the right-of-way identified in paragraphs II.C.3. and II.C.4. based on the County's proposal to develop and implement a transportaton plan for the Brandon area which will result in the construction of new east/west and north/south roadways. Construction of the portions of the roadways which would fall in the above referenced rights-of-way is not yet an approved County project. By dedicating these rights-of-way, the Developer is effectively precluded from developing the parcels identified on the approved General Site Plan as parcels K, L, J, M, N and O until a decision is made whether these roadways will be built, and if so, where they will be located. If the County has either awarded or caused to be awarded construction contracts for construction of these roadways as hereinafter defined, within the earlier of (a) seven years from the completion of construction for Phase I development as identified in the application, or (b) ten years from the date the County approves of this Development Order, the Developer shall be allowed to redesign the area encompassed by the parcels identified above, to accommodate the new roadways, subject to approval as otherwise contemplated herein by the County Department of Development Coordination which approval shall not be unreasonably withheld. For purposes of this paragraph, "these roadways" is defined to mean (1) as to the east/west road: a four-lane road which runs from the Crosstown Expressway to Kings Avenue; and (2) as to the north/south road: a two-lane road which runs either (a) from S.R. 60 to Bloomingdale, or (b) from S.R. 60 to a point of intersection with the southern east/west corridor, provided that the County has awarded or caused to be awarded construction contracts for construction of that portion of the southern east/west corridor which runs from said intersection to Providence Road. These roadway links are identified on Exhibit "F" attached hereto and made a part hereof. Such redesign, under the terms of this paragraph, shall not be deemed a conceptual modification" under the County's C-U ordinance or a "substantial deviation" under Chapter 380, Florida Statutes or other applicable rules and regulations. If the County has not awarded construction contracts for the east/west road as described above within the time

frame set out above, the County shall forthwith return the property dedicated for the east/west road to the Developer, at no additional cost to the Developer, and make no further claims within the context of the zoning or development of Regional Impact Process against said property. If the County has not awarded or caused to be awarded construction contracts for either of the north/south road alternatives as described above within the time frame set out above, then the County shall forthwith return the property dedicated for the north/south road to the Developer, at no additional cost to the Developer, and make no further claims within the context of the zoning or Development of Regional Impact process against said property. The redesign referenced in this paragraph may result in reallocation of density or intensity of uses to other parcels of like uses on a prorata basis, or in the conversion of multi-family uses to office or commercial uses if the Developer determines that the introduction of the roadways precludes a viable multi-family development. The conversion shall be based on a balancing of the density and intensity of uses and impacts such that the total density and intensity of uses and impacts of the revised development plan do not exceed the total density and intensity of uses and impacts of the approved plan. Intensity, in the conversion of uses in the current multi-family areas (Areas J, M, and O), shall not exceed 8,712 square feet per acre for general commercial or 15,625 square feet per acre for office. Total project square footage shall not exceed the total square footage approved at the time of rezoning. Office and general commercial shall be the only conversion uses permitted in these areas. A conversion of uses or reallocation of densities must meet all requirements of the conditions in the CU zoning and the Development Order for this project except as provided for herein relating to approval of waivers. If the conversion or reallocations becomes necessary as a direct result of the location and construction of the County's north/south and east/west roads, the Zoning Administrator shall review and approve waivers of the setback and height limitations in the affected areas up to 50 percent to accommodate the conversion or reallocation successfully, which review and approval shall not be unreasonably withheld. Said conversions or reallocation of densities must be designated on a revised General Site Plan as well as any necessary revised Detailed Site Plans. The revised General Site Plan submitted by the Developer for certification shall reflect the potential uses in Areas J, M, and O (i.e., General Commercial, Office, and/or Multi-Family).

F. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsible for construction of access points and installation of traffic control devices necessitated by the project at those locations where project

road intersect County Roads, however, this shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the County construction that ties the North/South road or East/West road to project roads. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

C. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

III. PHASE II.

A. The development of Phase II as identified in the application will substantially impact several regionally significant transportation facilities in the project's impact area. Two alternatives to mitigate these impacts are presented. If the Developer selects Alternative 1 and thereafter desires to be governed by the terms of Alternative 2, said Developer shall be allowed said option but only in strict accordance with the terms contained herein.

B. Alternative One.

1. Under current conditions, the following transportation improvements are necessary to mitigate the impact of Phase II of Brandon Town Center.

A. The improvements listed in this subparagraph are necessary to mitigate the Projects Phase II transportation impacts; however, said improvements were not considered as elements of the Developer's total fiscal impact on the transportation system.

(1) In lieu of additional lanes on S.R. 60 from Bryan Road to I-75, intersection improvements satisfactory to provide level of Service D peak hour conditions shall be constructed. The need for and extent of these improvements shall be based on a study of pertinent intersections. This study

will include the [illegible] of trips to the [illegible] roadway links in the [illegible] area.

(2) Monitor traffic flows on Bloomingdale Road from John Moore Road to Kings Avenue and from Kings Avenue to Providence Road and ensure implementation of access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D peak-hour conditions. Brandon Town Center will contribute 7.0% of the existing daily LOS C capacity on each of these roadway links.

B. The improvements described in Exhibits "__B__" and "__C__" are projected to be required to mitigate the Project's Phase II transportation impacts and also represent the basis for the computation of the Developer's proportionate share referenced below.

C. As a condition of approval, of any development beyond that included as part of Phase I of the project as identified in the Application, the Developer shall assume financial responsibility as set forth below for a proportionate share of the cost of construction of improvements to any of the facilities identified in Exhibit "__B__" and "__C__". The Developer's proportionate share as determined pursuant to the methodology described herein is $2,264,579.00. The Developer agrees to make contributions to Hillsborough County including but not limited to contributions of the type identified for Phase I, the value of which will at least equal the above stated proportionate share.

Prior to issuance of building permits for Phase II of the project, as identified in the application, the County Administrator and the Developer shall agree upon the nature and timing of the Developer's contributions. Said agreement shall ensure that the Developer's contributions are utilized in such a manner as to provide a reasonable benefit to the Developer and shall take into account the provisions contained below.

(1) Credit against the proportionate share contribution for Phase II transportation impacts will be allowed for right-of-way desired by the County and dedicated by the Developer, which right-of-way will be valued at its fair market value as of the date of dedication, or as otherwise agreed. For purpose of this paragraph right-of-way shall

be construed to mean right-of-way desired for construction of roads intended to implement area transportation plans and does not include right-of-way dedicated for any other County purpose

(2) Roadway construction performed by the Developer at the request of the County in mitigation of Phase II transportation impacts shall be valued in accordance with industry standards and generally accepted accounting principles.

(3) a. The Developer shall have the option to redesign Roadway E as identified on the general site plan in an effort to relocate said roadway in the corridor for the new East/West Roadway. The developer shall provide its proposal to the County for its review and concurrence, which concurrence shall not be unreasonably withheld. If the Developer constructs this roadway as part of the new East/West Roadway, it shall do so in compliance with County standards, and the Developer shall be entitled to full credit against his proportionate share assessments for the project for the engineering and construction costs of such construction. The above-referenced redesign shall not be deemed a "conceptual modification" under the County's C-U ordinance or a "substantial deviation" under Chapter 380, Florida Statutes or other applicable rules and regulations.

b. If the developer does not relocate Roadway E as described above, and (a) the County has constructed the North/South road from State Road 60 to Lumsden's, intersection with Roadway E, but (b) the County has not constructed the East/West corridor from the Crosstown Expressway to Kings Avenue, then the Developer shall be entitled to a credit against its proportionate share assessments for the project of 72.8% of the sum of the then fair market value of the right-of-way for Roadway E plus the actual engineering and construction costs of said road, and the Developer shall thereupon dedicate Roadway E to the County and the County shall accept the dedication.

(4) Credit against the proportionate share contribution for Phase II transportation impacts will be allowed for all contributions made in Phase I which exceed the total proportionate share contribution for Phase I.

(5) a. The Developer, at its option, may develop and participate in a Transportation System Management (TSM) Program. The TSM Program may include procedures to encourage and facilitate the use of car pooling, van pooling, flex time, transit ridership and provision of bus stop shelters, and shall be developed through the coordinated efforts of the Developer, Hillsborough County, Florida Department of Transportation, the Hillsborough County Metropolitan Planning Organization Hillsborough Area Regional Transit Authority and the Tampa Bay Regional Planning Council. If the Developer can demonstrate to the County, in accordance with generally accepted traffic engineering methodology and practices, that the implementation of TSM measures over and above those identified in the application can reduce the development's share of existing capacities for roadway links or intersections (at acceptable levels of service), below the 5% threshhold which triggers the requirement for an improvement to be made (or such other threshold as is then in effect), then, if such TSM measures are committed to by the Developer or other responsible agencies, those particular improvements will be deleted from the list of required improvements for which the Developer is assessed a proportionate share contribution and the assessments against Phase II will be reduced accordingly, subject to further adjustment as described herein.

The "further adjustments" referred to in this provision shall be calculated as follows:

(1) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits and shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's [illegible]tionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the Developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

b. If the Developer can demonstrate to the County that the implementation of TSM measures over and above those identified in the application can reduce the development's share (expressed as a percentage) of the improved capacity of a roadway link or intersection, which percentage is the basis for calculating the Developer's contribution to an improvement, then the Developer's contribution to that improvement shall be adjusted accordingly, subject to further adjustment as described herein.

The "further adjustments" referred to in this provision shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits B and C shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the developer's maximum Phase II contribution of $2,264,579.

(6) a. Prior to the issuance of building permits for Phase II, as identified in the application the Developer may, at his expense and at his option, conduct, in accordance with the provisions of Florida Statutes §380.06, a new transportation study of the Brandon Town center transportation impact area as established by the County, the Tampa Bay Regional Planning Council and the Developer during the initial review of the Application. This new traffic study shall be prepared in a manner consistent with that contained in the application and shall be in accordance with generally accepted traffic engineering practices. The new study shall analyze the transportation system in the impact area based on existing and approved development, plus the projected impact of Phase II of the project or that portion of Phase II for which approvals are being sought. The new study shall serve to verify the findings of the original Development of Regional Impact and to indicate whether or not there are alternative transportation improvements or mechanisms, which, if implemented, will maintain the facilities identified in Exhibit B and C at a satisfactory level of service.

b. If the new transportation study establishes that certain of the improvements referred to in Exhibit B and C should no longer be considered as a factor in the determination of the Developer's proportionate contribution, because the specific roadway link or intersection does not satisfy both of the conditions precedent to the requirement for an improvement to be made, as set out above, or such other less strigent conditions precedent which have been established by the County and which are in effect, at the time of the transportation study, then the Developers proportionate share contribution for Phase II of the project shall be altered accordingly, subject to further adjustment as described herein.

c. If the new study establishes that the development's share, expressed as a percentage, of the improved capacity of a roadway link or intersection changes, then the Developer's contribution to that improvement shall be adjusted accordingly, subject to further adjustment as described herein.

d. The "further adjustments" referred to in Paragraph b and c, above, shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibit B and C shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the Developer's "Revised Proportionate Share"). The sum of the individual Revised Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

e. Credit against proportionate share contributions for Phase II transportation impacts will be allowed for contributions made for Phase I improvements to be extent that the new study shows the project's traffic on particular roadways identified in Phase I no longer results in the requirement for improvements on said roadways under the conditions precedent which were applied during Phase I analysis.

(7) In no event shall the Developer be required to make contributions exceeding $2,264,579.00 for transportation impacts attributable to Phase II of the project. Except as otherwise provided for herein, credits against the proportionate share for Phase II shall be formulated based on applicable County credit criteria prevailing when application is made for Phase II development permits.

(8) a. In the event that the Florida Department of Transportation or other governmental entity, excluding the County, (subject to the provisions below), should allocate funds in an approved Transportation Improvement Program to cover all of the cost of any of the road improvements identified in Exhibit B and C then said improvement shall be deleted from the list of required improvements and the Developer's total proportionate share contribution shall be reduced accordingly, subject to further adjustment as described herein. To the extent that the County should receive road construction funds from sources other than: a) gasoline taxes, b) ad valorem taxes, c) impact fees, or d) special assessments and shall

allocate said funds in an approved Transportation Improvement Program to cover all of the costs of any of the road improvements identified in Exhibit B and C then said improvement shall be deleted from the list of required improvements and the Developer's total proportionate share contribution shall be reduced accordingly subject to further adjustment as described herein.

b. In the event that the Florida Department of Transportation or other governmental entity, excluding the County(subject to the provisions below), should allocate funds in an approved Transportation Improvement Program to cover a portion of the cost of construction of a road improvement identified in Exhibit B and C, then the Developer's contribution, shall be calculated by applying the development's share of the traffic, expressed as a percentage of the improved capacity of the road segment or intersection, against the remaining cost of construction of the road improvement which must be borne by the County. As a result of the above described process; the total proportionate share contribution of the Developer shall be reduced accordingly, subject to further adjustment as described herein. To the extent that the County should receive road construction funds from sources other than: a) gasoline taxes, b) ad valorem taxes, c) impact fees, or d) special assessments and shall allocate said funds in an approved Transportation Improvement Program to cover a portion of the costs of any of the road improvements identified in Exhibit B and C, then Developer's total proportionate share contribution shall be revised in accordance with the terms of this paragraph, subject to further adjustment as described herein.

c. 1) The "further adjustment" referred to in Paragraph a. and b., above, shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits ___ and ___ shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be calculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the

Developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

2. The County agrees to utilize the Developer's contributions for the purposes set out in the contribution plan agreed to by the County and the Developer pursuant to the terms contained herein. The County shall award contracts for construction of theimprovements identified in Exhibits B and C upon receipt of contributions or impact assessment fees from development projects in this impact area which equal, in the aggregate, when coupled with funds received from other sources and funds allocated in the County's Transportation Improvement Program, the cost of those improvement; provided, however, that the above referenced list of improvements may be modified based on subsequent transportation studies, transportation system management measures, or similar mitigation programs.

3. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsible for construction of access points and installation of traffic control devices necessitated by the project at those locations where project roads intersect County Roads, however, this shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the County construction that ties the North/South road or East/West road to project roads. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

4. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

ternative Two.

1. Upon the adoption of a County transportation impact fee ordinance, the Developer may, at its option, elect to be governed exclusively by the provisions of this Alternative Two for satisfying its obligation to contribute a proportionate share for Phase II of the project. If the Developer elects this Alternative, the Developer shall complete all contractual obligations undertaken at that point in constructing any improvements agreed to as satisfying a portion of the proportionate contribution against Phase II, and thereafter, pay impact fees as imposed by ordinance or resolution to the extent and in the same manner as such fees are imposed on other developers subject to such fees; provided, however, that: (a) the Developer shall be given credits against those impact fees imposed by ordinance or resolution, for all costs expended in engineering and constructing improvements under the contractual obligations referenced in this paragraph, (b) The Developer shall be given credit against those impact fees imposed by ordinance or resolution for other contributions made for Phase II, pursuant to the terms of the contribution plan described herein, and (c) in the event that the Florida Department of Transportation or other governmental entities should allocate funds (excluding County funds) in an approved Transportation Improvement Program to cover costs of construction of one or more of the improvements identified in Exhibits B and C and the cost of these programmed improvements was included in the calculation of the Developer's impact fee, then the Developer's impact fee shall be reduced by an amount representing the proportionate amount of the fee attributable to said improvements.

2. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsibility for construction of access points and installation of traffic control devices necessitated by the project at those locations where project roads intersect County roads. This shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the constructon that ties the North/South road or East/West road to project roads. This obligation is in addition to fees paid pursuant to ordinance or resolution.

3. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. This obligation is in addition to fees paid pursuant to ordinance or resolution.

4. Nothing contained in this development order shall be construed to limit or modify any legal rights or remedies the Developer may have or prohibit the Developer from contesting the validity of a County impact fee ordinance or resolution.

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

I, JAMES F. TAYLOR, JR., 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 the resolution adopted by the Board of County Commissioners of Hillsborough County, Florida, at its regular meeting of November 1, 1983, as the same appears of record in Minute Book 91 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 7th day of November, 1983.

JAMES F. TAYLOR, JR., CLERK

By: Edna L. Fitzpatrick
Deputy Clerk

APPROVED BY COUNTY ATTORNEY
BY
Approved As To Form And
Legal Sufficiency.

RESOLUTION # R87-0170

Upon motion by Commissioner Colson, seconded by Commissioner Tailey, the following resolution was adopted by a 6-0 vote, Commissioner(s) None voting no.

WHEREAS, on November 3, 1983, the Board of County Commissioners adopted Resolution 83-0132 the Development Order (DRI #89) for the Brandon Town Center Development of Regional Impact, hereinafter referred to as Brandon Town Center, a copy of said Development Order is attached hereto as Exhibit A and incorporated herein by reference; and

WHEREAS, on November 3, 1983, the Board of County Commissioners approved Petition 82-141 which action rezoned certain properties to the C-U zoning classification as described in the Zoning Code of Hillsborough County; and

WHEREAS, the Development Order adopted the development schedule referenced in the Application for Development Approval which allowed development of the project in two phases. Phase I, to be completed in 1985, consists of 1,200,000 square feet of retail commercial space. Phase II, to be completed in 1991, consists of 500,000 square feet of office space, 150,000 square feet of retail commercial space and 200 multifamily dwelling units; and

WHEREAS, the developer submitted a revised General Site Development Plan on March 2, 1987, which was certified on April 8, 1987, a copy of which is attached hereto as Exhibit "B"; and

WHEREAS, the developer has requested that the development chedule be revised. Phase I will be completed in 1989 and will onsist of 100,000 square feet of office space and 1,100,000 square eet of retail commercial space. Phase II will be completed in 992 and will consist of 400,000 square feet of office space, 50,000 square feet of retail commercial space and 129 multifamily nits; and

WHEREAS, the developer has requested other minor amendments to he Development Order as described in Exhibit "C" attached hereto; nd

WHEREAS, staffs of the Traffic Operations section of the ounty Engineering Department, the Department of Development oordination, and the Tampa Bay Regional Planning Council reviewed he developer's requests; and

WHEREAS, the Department of Development Coordination has equested a substantial deviation determination from the Board of ounty Commissioners; and

WHEREAS, the Board of County Commissioners having reviewed the equest, declares the concepts of interchanging 100,000 square feet f office space from Phase II with 100,000 square feet of retail ommercial space from Phase I; extending the Phase I completion ate from 1985 to 1989; and extending the Phase II completiion date rom 1991 to 1992 do not constitute a substantial deviation from he terms of Development Order #83-0132 (DRI #89).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR SESSION THIS 26th DAY OF May, 1987:

1. The foregoing recitation of findings of fact is hereby incorporated into this Resolution.

2. The following development schedule is hereby substitued for that referenced in the Development Order.

PHASE	LAND USE	BUILDING AREA
Phase I (1989)[2]	Office	100,000 s.f. G.L.A.[1]
	Regional Commercial	1,100,000 s.f. G.L.A.
Phase II (1992)	Office	400,000 s.f. G.L.A.
	General Commercial	250,000 s.f. G.L.A.
	Multifamily	129 dwelling units

1. G.L.A. means Gross Leasable Space
2. Completion date of phase.

3. The changes described herein do not constitute a substantial deviation from the Brandon Town Center Development of Regional Impact pursuant to the terms of Florida Statutes 380.06 (19), nor do they constitute a conceptual modification of Zoning Petition 82-421 pursuant to the C-U zoning regulations.

4. Construction of the project shall proceed in strict accordance with the Revised General Site Plan attached hereto as Exhibit "B" and shall be subject to all the conditions in the Development Order for Brandon Town Center (DRI #89), and Zoning Petition 82-421, including but not limited to specific conditions described herein.

5. Nothing contained herein shall be construed to constitute waiver of applicable land development regulations. Except as :herwise provided herein, the Development Order shall remain ıchanged and in full force and effect.

6. Upon adoption, this Resolution shall be transmitted by ıe Ex Officio Clerk to the Board of County Commissioners by ertified mail to the State Land Planning Agency, the Tampa Bay egional Planning Council, to JMB Federated Realty and its esignated representative.

TATE OF FLORIDA

OUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio lerk of the Board of County Commissioners of Hillsborough County, lorida, do hereby certify that the above and foregoing is a true nd correct copy of a Resolution adopted by the Board at its egular meeting of May 26, 1987, as the same appears of ecord in Minute Book 132 of the Public Records of illsborough County, Florida.

ITNESS My hand and official seal this 1st day of July, 1987.

RICHARD AKE, CLERK

By: Edna L. Fitzpatrick
Deputy Clerk

PROVED BY COUNTY ATTORNEY

roved As To Form And al Sufficiency.

EXHIBIT "C"

R90-00

ORIG. IN BRANDON TOWN CENTER DRI FILE

RESOLUTION # R 90-0021

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY, FLORIDA
BRANDON TOWN CENTER

Upon motion by Commissioner padgett, seconded by Commissioner Platt, the following Resolution was adopted by a vote of 4 to 2, Commissioner(s) Platt and Busansky voting "No".

WHEREAS, on November 3, 1983, the Board of County Commissioners issued Development Order #89 for the Brandon Town Center Development of Regional Impact hereinafter referred to as BRANDON TOWN CENTER, a copy of said Development Order is attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, on May 26, 1987, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R87-0170 to extend the build-out date to 1992 and other additional amendments described therein, a copy of said Resolution is attached hereto as Exhibit "B" and incorporated herein by reference; and

WHEREAS, a Notification of Proposed Change to a Previously Approved Development of Regional Impact has been filed with the Tampa Bay Regional Planning Council, Hillsborough County and the Department of Community Affairs; and

WHEREAS, the Notification of Proposed Change provides for an amendment to the Development Schedule such that the build-out date for the entire BRANDON TOWN CENTER shall be 1992; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to 380.06, Florida Statutes is authorized and empowered to consider proposed changes to a previously approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County has on January 23, 1990 held a duly noticed public hearing on said Notification of Proposed Change and has heard and considered testimony and other documents and evidence; and

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

WHEREAS, the BRANDON TOWN CENTER Development Order #89 as amended, provided for full development approval with a build-out date of 1992; and

WHEREAS, mitigation of all Regional Impacts were provided for in the Development Order, as amended; therefore, the consolidation of the [illegible] deviation; and

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

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 23rd DAY OF January, 1990, AS FOLLOWS:

1. The foregoing recitation and findings of act are hereby incorporated into and made a part of this Resolution.

2. The BRANDON TOWN CENTER Development Schedule provided for in Section 2 of Resolution #87-0170, is hereby amended to provide the following unified single phase program of development:

BUILD-OUT	LAND USE	BUILDING AREA
1992	Office	500,000 s.f. G.L.A. [1]
1992	Commercial/Retail	1,350,000 s.f. G.L.A.
1992	Multi-Family	129 dwelling unit

[1] G.L.A. means Gross Leasable Space

3. The Impact Analysis Methodology found in Section IV. CONDITIONS, M. TRANSPORTATION, Subsection I, in the BRANDON TOWN CENTER Development Order, as amended, recognizes that all transportation impacts of the entire project were evaluated and conditions were set forth for the total mitigation of the project's transportation impacts. In those instances were specific phasing is discussed, those statements shall be construed to reflect the unified single phase program of development approved in this Resolution.

4. Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, Phase I and Subsection III, Phase II of the BRANDON TOWN CENTER Development Order, as amended, shall be consolidated to address the mitigation of transportation impacts for the unified single phase program of development. In all instances where the term "Phase I" is utilized, "Phase I" shall be defined to mean a specific amount of development consisting of 1,100,000 s.f. of commercial/retail and 100,000 s.f. of office. In all instances where the term "Phase II" is utilized, "Phase II" shall be defined to mean a specific amount of development consisting of more than 1,100,000 s.f. of commercial/retail, and more than 100,000 s.f. of office, or any multi-family. Subsection II and Subsection III shall hereinafter be construed to implement the unified single phase program of development approved in this Resolution.

5. The BRANDON TOWN CENTER Development Order, as amended, under Section IV. CONDITIONS, M. TRANSPORTATION, Subsection III, provides for two alternatives for the Developer to mitigate the impacts of development. Pursuant to the BRANDON TOWN CENTER Development Order, as amended, the Developer has selected Alternative Two, and the Board of County Commissioners hereby finds that the Developer shall be governed by the terms of Alternative Two. Any commercial/retail development in excess of 1,100,000 s.f. of commercial/retail or any office development in excess of 100,000 s.f. of office or any multi-family development shall be governed by the Hillsborough County Transportation Impact Fee Ordinance.

6. BRANDON TOWN CENTER Development Order No. 89 is amended as follows:

a) Section IV. CONDITIONS, I. Public Facilities, paragraph 1, is amended to read as follows:

"Prior to issuance of approval for each Detailed Site Plan, the Developer shall provide to Hillsborough County verification that the adequate police, fire service and

emergency medical service facilities are available to serve the building."

b) Section IV. CONDITIONS, J. Energy, paragraph 5. Energy efficient landscaping, is amended to read as follows:

"Prior to approval for each commercial site plan, the applicant shall provide a detailed landscaping plan indicating the areas and quantities of landscape materials provided, which plan will meet or exceed the then existing landscape ordinance of Hillsborough County and shall comply with the requirements contained in the C-U zoning approval. A copy of said plan shall be submitted to staff of the Environmental Protection Commission for its review and comment."

c) Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, paragraph C(1-5), is hereby amended to the extent that where right-of-way is required to be dedicated the Developer shall prior to the issuance of the first building permit, dedicate all right-of-way specified in paragraph C(1-5). Contributions made under paragraph C(1-5) which exceed the total proportionate share contribution of $1,582,141.00 shall be credited against payments made under Subsection III, paragraph C. Alternate Two of the BRANDON TOWN CENTER Development Order, as amended.

d) Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, paragraph C(5)(b), is amended to read as follows:

"A payment of $200,000.00 to be used for the improvements to Lakewood Road above, which payment shall occur within thirty (30) days of the approval of Resolution #R90-0021."

e) Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, paragraph E, is amended to the extent that beginning on line 14, the portion of the sentence which reads "within the earlier of (a) seven years from the completion of construction for Phase I development as identified in the application, or (b) ten years from the date the County approves of this Development Order" shall be deleted and replaced with "within fifteen (15) years from the date the County approves this Development Order (November 3, 1983)".

7. The changes described herein do not constitute a substantial deviation from the BRANDON TOWN CENTER Development of Regional Impact pursuant to the terms of Florida Statues 380.06(19).

8. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order shall remain unchanged and in full force and effect.

9. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, the [illegible]/Urban Development Company and its designated representative.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County,

Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of January 23, 19 90, as the same appears of record in Minute Book 164 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 29th day of January, 19 90.

RICHARD AKE, CLERK

APPROVED BY COUNTY ATTORNEY
BY
Approved As To Form And
Legal Sufficiency.

BY: Judith M. Nickles
(Deputy Clerk

EXHIBIT "D"

RESOLUTION # R91-0033

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY, FLORIDA
BRANDON TOWN CENTER

Upon motion by Commissioner Joe Chillura, seconded by Commissioner James D. Selvey, the following Resolution was adopted by a vote of 7 to 0, Commissioner(s) _____ voting "No".

WHEREAS, on November 3, 1983, the Board of County Commissioners issued Development Order #89 for the Brandon Town Center Development of Regional Impact hereinafter referred to as BRANDON TOWN CENTER, a copy of said Development Order being attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, on May 26, 1987, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R87-0170 to extend the build-out date to 1992 and other additional amendments described therein, a copy of said Resolution being attached hereto as Exhibit "B" and incorporated herein by reference; and

WHEREAS, on January 23, 1990, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R90-0021 to consolidate the entire project into a single phase with a build-out date of 1992, a copy of said Resolution being attached hereto as Exhibit "C" and incorporated herein by reference; and

WHEREAS, a Notification of Proposed Change to a Previously Approved Development of Regional Impact was filed with the Tampa Bay Regional Planning Council, Hillsborough County and the Department of Community Affairs; and

WHEREAS, the Notification of Proposed Change provides for an amendment to the Development Schedule such that the build-out date for the entire project shall be 1993 and also provides an "unavoidable delay" clause; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to 380.06, Florida Statutes, is authorized and empowered to consider proposed changes to a previously approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County on February 12, 1991 held a duly noticed public hearing on said Notification of Proposed Change and considered the record, including testimony and documentary evidence pertinent thereto; and

WHEREAS, the staffs of the Tampa Bay Regional Planning Council, Hillsborough County, and the Department of Community Affairs have reviewed this Notification of Proposed Change and determined that the proposed changes do not constitute a substantial deviation under applicable statutory law; and

WHEREAS, mitigation of all Transportation Impacts is provided for in the Development Order, as amended; and

WHEREAS, the Board of County Commissioners has determined that the proposed changes do not constitute a substantial deviation requiring further Development of Regional Impact review.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 12th DAY OF February, 1991, AS FOLLOWS;

1. The foregoing recitation and findings of fact are hereby incorporated into and made a part of this Resolution.

2. The BRANDON TOWN CENTER Development Schedule as provided for in Section 2 of Resolution #R90-0021, is hereby amended to provide the following unified single phase program of development:

BUILD-OUT	LAND USE	BUILDING AREA
1993	Office	500,000 s.f. G.L.A.
1993	Commercial/Retail	1,350,000 s.f. G.L.A.
1993	Multi-Family	129 dwelling units

[1]G.L.A. means Gross Leasable Space

2. The BRANDON TOWN CENTER Development Order No. 89, Section III. GENERAL PROVISIONS, is amended to include a new paragraph O which shall read as follows:

> "O. The build-out time for this project may be interrupted or extended by delays attributable to acts of God or natural disasters which directly affect the completion of the Brandon Town Center DRI. In such event, the developer may be allowed to extend such build-out of the project for a period of time as is reasonably necessary to compensate for such delays in order to remedy the effects thereof, provided, however, in no event shall such extension exceed a total of twelve (12) months. Any requested build-out extension or cumulation of extensions beyond twelve (12) months may only be accomplished by an amendment to this Development Order in accordance with the notification and approval provisions of Subsection 380.06(19), Florida Statutes."

3. The changes described herein do not constitute a substantial deviation from the BRANDON TOWN CENTER Development of Regional Impact pursuant to the terms of Section 380.06(19), Florida Statutes.

4. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order, as amended, shall remain unchanged and in full force and effect.

5. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, to JMB/Urban Development Company and its designated representative.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its

regular meeting of February 12, 1991, as the same appears of record in Minute Book 177 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 18th day of February, 1991.

RICHARD AKE, CLERK

By: Judith M. Nickels
(Deputy Clerk)

ALR01838

APPROVED BY COUNTY ATTORNEY
BY [signature]
Approved As To Form And
Legal Sufficiency.

EXHIBIT "E"

date 09-23-91

RESOLUTION # R91-0213

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY, FLORIDA
BRANDON TOWN CENTER

Upon motion by Commissioner James Selvey, seconded by Commissioner Sylvia Kimbell, the following Resolution was adopted by a vote of 6 to 0, Commissioner(s) _____ voting "No".

WHEREAS, on November 3, 1983, the Board of County Commissioners issued Development Order #89 for the Brandon Town Center Development of Regional Impact hereinafter referred to as BRANDON TOWN CENTER a copy of said Development Order being attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, on May 26, 1987, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R87-0170 to extend the build-out date to 1992 and other additional amendments described therein, a copy of said Resolution being attached hereto as Exhibit "B" and incorporated herein by reference; and

WHEREAS, on January 23, 1990, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through resolution #R90-0021 to consolidate the entire project into a single phase with a build-out date of 1992, a copy of said Resolution being attached hereto as Exhibit "C" and incorporated herein by reference; and

WHEREAS, February 12, 1991, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R91-0033 extending the single phase build-out date to 1993 and providing for an"unavoidable delay clause" a copy of said Resolution being attached hereto as Exhibit "D" and incorporated herein by reference; and

WHEREAS, a Notification of Proposed Change to a Previously Approved Development of Regional Impact was filed with the Tampa Bay Regional Planning Council, Hillsborough County and the Department of Community Affairs; and

WHEREAS, a Notification of Proposed Change provides for simultaneous increases and decreases in the intensities of the land uses, such that Commercial/Retail is proposed to be increased by 50,000 square feet of gross leasable area and Office is proposed to be decreased by 193,000 square feet of gross leasable area, and the Multi-family land use is proposed to be increased by 91 dwelling units to the 220 dwelling units originally approved in Development Order #89, as shown on the amended General Site Plan, attached hereto as Exhibit "E"; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to 380.06, Florida Statutes, is authorized and empowered to consider proposed changes to a previously approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County on September 24, 1991, held a duly noticed public hearing on said Notification of Proposed Change and considered the record, including testimony and documentary evidence pertinent thereto; and

WHEREAS, the staffs of the Tampa Bay Regional Planning Council, Hillsborough County, and the Department of Community Affairs have reviewed this Notification of Proposed Change cumulatively with all previous changes and determined that the proposed changes do not constitute a substantial deviation under applicable statutory law; and

date 09-23-91

WHEREAS, mitigation of all Transportation Impacts is provided for in the Development Order, as amended; and

WHEREAS, the Board of County Commissioners has determined that clear and convincing evidence has been presented to the Board of County Commissioners and that the proposed changes cumulatively with all previous changes do not constitute a substantial deviation requiring further Development of Regional Impact review.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA, IN A REGULAR MEETING ASSEMBLED THIS 24th DAY OF September, 19 91, AS FOLLOWS;

1. The foregoing recitation and findings of fact are hereby incorporated into and made a part of this Resolution.

2. The BRANDON TOWN CENTER Development Schedule as provided for in Section 2 of Resolution #R91-0033, is hereby amended to provide the following unified single phase program of development:

BUILD-OUT	LAND USE	BUILDING AREA
1993	Office	307,000 s.f. G.L.A.*
1993	Commercial/Retail	1,400,000 s.f. G.L.A.
1993	Multi-family	220 dwelling units

* G.L.A means Gross Leasable Space. Gross Buildable Area is defined as G.L.A. square footage multiplied by 1.15".

3. The changes described herein do not constitute a substantial deviation from the BRANDON TOWN CENTER Development of Regional Impact pursuant to the terms of Section 380.06(19), Florida Statutes.

4. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order, as amended, shall remain unchanged and in full force and effect.

5. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, to JMB/Urban Development Company and its designated representative.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court of 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 September 24, 19 91, as the same appears of record in Minute Book 184 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 7th day of October 1991

RICHARD AKE, CLERK

Linda Tyman

Deputy Clerk

APPROVED BY COUNTY ATTORNEY

BY [signature]

Approved As To Form And Legal Sufficiency.

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that on this day before me, the undersigned notary public authorized in this State and County named above to administer oaths and take acknowledgments, personally appeared Theodore C. Taub, as attorney for JMB Retail Property Company, the applicant for the Brandon Town Center DRI Notice of Proposed Change, to me well known, who being by me first duly sworn, says upon oath as stated below:

1. JMB Retail Property Company filed its Notice of Proposed Change for the Brandon Town Center DRI on April 7, 1992.

2. The aforementioned application was filed with Hillsborough County, the State of Florida Department of Community Affairs ("DCA"), and the Tampa Bay Regional Planning Council ("TBRPC") as required by law.

Theodore C. Taub

Theodore C. Taub, Attorney for
JMB Retail Property Company

Sworn to and subscribed before me this 18th day of June, 1992.

Nuota Simon

Notary Public
My Commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. OCT. 15,1995
BONDED THRU GENERAL INS. UND.

EXHIBIT "F"

RECEIVED
Planning & Development
Department
JUN 1 9 1992
P.M.
1 2 3 4 5 6

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

Clerk to Board of
County Commissioners
Room # 214-F
P.O. Box 1110
Tampa, Florida 33601
Telephone 272-5845

October 7, 1991

Suzanne Cooper, DRI Coordinator
Tampa Bay Regional Planning Council
9455 Koger Boulevard - Suite 219
St. Petersburg, Florida 33702

Re: Resolution No. R91-0213 - Amending the Development Order for Brandon Town Center (DRI #89)

Dear Ms. Cooper:

Attached is a certified executed copy of referenced resolution, including exhibits A, B, C, D, and E, which was adopted by the Hillsborough County Board of County Commissioners on September 24, 1991.

We are providing the copies for your files.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

RECEIVED
OCT 14 1991
Tampa Bay Regional Planning Council

By: Linda Fryman
Linda Fryman
Manager, BOCC Records

mailed 10/9/91

LF:ADF
Attachment
Certified Mail
cc: Board files (1 orig.)
J. Thomas Beck, State Department of Community Affairs
Scott Steady, Esquire, Taub and Williams
John Dixon Wall, Chief Assistant County Attorney
Daniel Santos, Community Planner II, Planning and Zoning

An Affirmative Action - Equal Opportunity Employer

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of Resolution R91-0213 and Exhibits A, B, C, D, and E, Amending the Development Order for Brandon Town Center (DRI #89)

adopted by the Board in its regular meeting of September 24, 19 91, as the same appears of record in MINUTE BOOK 184 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 7th day of October, 19 91.

RICHARD AKE, CLERK

BY: Linda Lyman
Deputy Clerk

date 09-23-91

RESOLUTION # R91-0213

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY, FLORIDA
BRANDON TOWN CENTER

Upon motion by Commissioner James Selvey, seconded by Commissioner Sylvia Kimbell, the following Resolution was adopted by a vote of 6 to 0, Commissioner(s) _____ voting "No".

WHEREAS, on November 3, 1983, the Board of County Commissioners issued Development Order #89 for the Brandon Town Center Development of Regional Impact hereinafter referred to as BRANDON TOWN CENTER a copy of said Development Order being attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, on May 26, 1987, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R87-0170 to extend the build-out date to 1992 and other additional amendments described therein, a copy of said Resolution being attached hereto as Exhibit "B" and incorporated herein by reference; and

WHEREAS, on January 23, 1990, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through resolution #R90-0021 to consolidate the entire project into a single phase with a build-out date of 1992, a copy of said Resolution being attached hereto as Exhibit "C" and incorporated herein by reference; and

WHEREAS, February 12, 1991, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R91-0033 extending the single phase build-out date to 1993 and providing for an"unavoidable delay clause" a copy of said Resolution being attached hereto as Exhibit "D" and incorporated herein by reference; and

WHEREAS, a Notification of Proposed Change to a Previously Approved Development of Regional Impact was filed with the Tampa Bay Regional Planning Council, Hillsborough County and the Department of Community Affairs; and

WHEREAS, a Notification of Proposed Change provides for simultaneous increases and decreases in the intensities of the land uses, such that Commercial/Retail is proposed to be increased by 50,000 square feet of gross leasable area and Office is proposed to be decreased by 193,000 square feet of gross leasable area, and the Multi-family land use is proposed to be increased by 91 dwelling units to the 220 dwelling units originally approved in Development Order #89, as shown on the amended General Site Plan, attached hereto as Exhibit "E"; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to 380.06, Florida Statutes, is authorized and empowered to consider proposed changes to a previously approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County on September 24, 1991, held a duly noticed public hearing on said Notification of Proposed Change and considered the record, including testimony and documentary evidence pertinent thereto; and

WHEREAS, the staffs of the Tampa Bay Regional Planning Council, Hillsborough County, and the Department of Community Affairs have reviewed this Notification of Proposed Change cumulatively with all previous changes and determined that the proposed changes do not constitute a substantial deviation under applicable statutory law; and

WHEREAS, mitigation of all Transportation Impacts is provided for in the Development Order, as amended; and

WHEREAS, the Board of County Commissioners has determined that clear and convincing evidence has been presented to the Board of County Commissioners and that the proposed changes cumulatively with all previous changes do not constitute a substantial deviation requiring further Development of Regional Impact review.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA, IN A REGULAR MEETING ASSEMBLED THIS 24th DAY OF September, 1991, AS FOLLOWS;

1. The foregoing recitation and findings of fact are hereby incorporated into and made a part of this Resolution.

2. The BRANDON TOWN CENTER Development Schedule as provided for in Section 2 of Resolution #R91-0033, is hereby amended to provide the following unified single phase program of development:

BUILD-OUT	LAND USE	BUILDING AREA
1993	Office	307,000 s.f. G.L.A.*
1993	Commercial/Retail	1,400,000 s.f. G.L.A.
1993	Multi-family	220 dwelling units

* G.L.A means Gross Leasable Space. Gross Buildable Area is defined as G.L.A. square footage multiplied by 1.15".

3. The changes described herein do not constitute a substantial deviation from the BRANDON TOWN CENTER Development of Regional Impact pursuant to the terms of Section 380.06(19), Florida Statutes.

4. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order, as amended, shall remain unchanged and in full force and effect.

5. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, to JMB/Urban Development Company and its designated representative.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court of 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 September 24, 1991, as the same appears of record in Minute Book 184 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 7th day of October, 1991.

RICHARD AKE, CLERK

Linda Fyman

Deputy Clerk

APPROVED BY COUNTY ATTORNEY

BY [signature]

Approved As To Form And Legal Sufficiency.

EXHIBIT "A"

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
OF HILLSBOROUGH COUNTY, FLORIDA
DRI # 89
DEVELOPMENT ORDER

Upon motion of Commissioner Faulk, seconded by Commissioner Colson, the following resolution was adopted this 3rd day of November, 1983:

WHEREAS, on September 8, 1982, Federated Department Stores, Inc., filed an application for development approval of a development of regional impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and,

WHEREAS, said application proposed construction of a regional mall/mixed use development located in eastern Hillsborough County; and,

WHEREAS, the Board of County Commissioners as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes, is authorized and empowered to consider applications for development approval for developments of regional impact; and,

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

WHEREAS, the Board of County Commissioners has on May 23; July 25; August 2, 29; September 19, 28; October 12, 19; and November 2, 3, 1983, held a duly noticed public hearing on said application for development approval and has heard and considered testimony and documents received thereon; and,

WHEREAS, the Board of County Commissioners has received and considered the report and recommendations of the Tampa Bay Regional Planning Council; and,

WHEREAS, Hillsborough County has solicited, received and considered reports, comments and recommendations from interested citizens, County and City agencies as well as the review and report of Hillsborough County Administration.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA:

I. FINDINGS OF FACT

A. Federated Department Stores, Inc. submitted to Hillsborough County, Florida, an application for development approval and sufficiency response which are attached hereto and marked Composite Exhibit A and incorporated herein by reference. Hereinafter, the word "application" shall refer to the application for development approval, and the sufficiency response.

B. Subsequent to the filing of the application the property which is the subject of the described application was transferred to Brandon Town Center Associates, hereinafter referred to as "Developer".

C. The real property which is the subject of the application for development approval is legally described as set forth in Composite Exhibit A, attached hereto and made a part hereof by reference.

D. The proposed development is not an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes.

E. All development shall occur in accordance with this Development Order and Application.

F. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City-County Planning Commission, and the Tampa Bay Regional Planning Council.

II. CONCLUSIONS OF LAW

A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the application as set forth in Composite Exhibit A, the reports, recommendations and testimony heard and considered by the Board of County Commissioners, it is concluded that:

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

2. The development is consistent with local land development regulations.

3. The development is consistent with the report and recommendations of the Tampa Bay Regional Planning Council.

B. In considering whether the development should be approved subject to conditions, restrictions and limitations, Hillsborough County has considered the criteria stated in subsection 380.06 (13), Florida Statutes.

C. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Development Order and the application.

D. The application for development approval is approved subject to all terms and conditions of this Development Order.

III. GENERAL PROVISIONS

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

B. All provisions contained within the application for development approval marked "Composite Exhibit A" shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.

C. This Resolution shall constitute the Development Order of Hillsborough County in response to the application for development approval for the Brandon Town Center Development of Regional Impact.

D. The definitions contained in Chapter 380, Florida Statutes (1981), shall govern and apply to this Development Order.

E. This Development Order shall be binding upon the Developer and its heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of, any branch of government or governmental agency.

F. In the event that any portion or section of this 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 Development Order which shall remain in full force and effect.

G. Whenever this 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 development of regional impact applications as well as all governmental agencies and departments set forth under applicable laws and rules governing developments of regional impact.

H. In each instance in this Development Order where the Developer is responsible for ongoing maintenance of facilities at Brandon Town Center, the Developer may transfer any or all of its 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, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the Regional Planning Council shall result in further development of regional impact review pursuant to law and may result in Hillsborough County ordering a termination of development activity pending such review.

J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this 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 Development Order. The County Administrator shall issue a notice of such noncompliance to the Developer and if the deviation is not corrected within a reasonable amount of time shall recommend that the Board of County Commissioners establish a hearing to consider such deviations.

K. The Developer shall file an annual report in accordance with Section 380.06(16), Florida Statutes (1981), and appropriate rules and regulations. Such report shall be due on the anniversary of the effective date of this Development Order for each following year until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for receipt by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners hearing wherein such report is to be reviewed. Provided, however, that 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 Development Order. The report shall contain:

1. 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;

2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following submittal of the annual report;

3. A statement listing all applications for incremental review required pursuant to this Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the annual report;

K. A statement setting forth the name(s) and address of any heir, assignee or successor in interest to this Development Order.

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

M. This Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes (1981).

N. Upon adoption, this Development Order shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners, by certified mail, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and the Developer.

IV. CONDITIONS

A. <u>Air Quality</u>

The Developer shall undertake the following mitigative measures to control soil erosion and air pollutants during construction activities:

1. Designate haul routes on site, to channel main traffic over a path which can be stabilized; and

2. Undertake chemical stabilization over heavily travelled primary haul route sections; and

3. Undertake mid-weekly cleaning of dirt during construction off paved roads adjacent to the site or as required by grading permit; and

4. Wherever possible use selective clearing to allow natural seeding to stabilize the disturbed soil and berms to minimize wind erosion; and

5. Water all dirt roads as necessary; and

6. Develop asphalt roads as soon as practical; and

7. Stage clearing of land within development pods to reduce land opended and exposed to windy conditions (the above-referenced "pod" shall be defined as the area shown on the General Site Plan as being devoted to a specific use i.e. general commercial, office, regional mall or multi-family, and separated from other "pods" by internal roadways, project boundaries and/or a broken boundary line); and

8. Undertake watering and spraying at all stages of clearing to insure dust control; and

9. Undertake mulching, seeding and sodding as soon as possible after final grading is completed; and

10. Undertake progressive development of roadways, landscaping and buildings for purposes of reducing fugitive dust emissions.

B. Geology

The Developer shall complete the final sub-soil testing referenced in the application to determine the best foundation type and soil bearing capacities within the project development area. Where appropriate, the results of these tests shall be utilized by staff during the construction permitting stages of the development.

C. Erosion Control

Developer shall utilize the following practices to prevent potential pollutants from leaving the construction site:

1. Straw filter barriers and/or filter fabric at discharge points including temporary discharge points; and

Temporary sediment basins and perimeter dike systems to be installed as a first step in the grading process and to be checked and cleaned out regularly; and

3. Complete grading activities and installation of erosion control measures in a timely manner to minimize erosion potential.

D. Drainage

1. It is the intention of the Developer to dedicate to Hillsborough County the drainage system identified as the relocated Delaney Creek. Upon dedication, maintenance responsibility for said area shall rest with Hillsborough County.

2. The Developer or his successors shall undertake parking lot sweeping as a routine maintenance function.

3. Those portions of the stormwater drainage system and retention and detention ponds not dedicated to Hillsborough County shall remain the responsibility of the Developer or his successor.

4. Parking lot underdrains shall be installed by the Developer if determined to be necessary by Hillsborough County Engineering Department during detailed site plan review. If underdrains are determined to be necessary, their retention capacity may be considered in sizing retention ponds.

E. Water Quantity

The elevations for all habitable structures shall be at or above the 100-year flood elevation, and shall meet the requirements of local flood elevation regulations.

F. Wetlands/Wildlife

1. The realignment of Delaney Creek must be completed in such a fashion as not to produce any "turbid discharges". The realignment of Delaney Creek shall not be considered complete until the following criteria are met:

a. The land area designated as recreated wetlands can maintain a soil moisture regime (frequency and duration), equal to or exceeding antecedent conditions as correlated to water year and rainfall event, without the manipulation of available water quantities; and,

b. All banks and slopes are stabilized with self-sustaining vegetation; and,

c. No evidence of excessive erosion exists; and,

d. No evidence of unplanned channel development exists; and,

e. Complete ground cover vegetation has been established that is healthy and self-sustaining; and,

f. The presence of healthy and self-propagating native wetland grasses and other herbs within the recreated wetland has been demonstrated;

2. The Developer is to replace on an acre-for-acre basis all areas determined to be "waters of Hillsborough County".

3. The areas to be replaced shall be restored in the fashion outlined in the plan submitted to the Hillsborough County Environmental Protection Commission on August 9, 1983. (A copy of which plans are attached hereto as Composite Exhibit D and incorporated herein by reference)

4. All restoration efforts must comply with the Rules and Regulations of the Hillsborough County Environmental Protection Commission.

5. There shall be a minimum of at least a ten foot (10') wide buffer strip of native transitional species preserved around wetland areas proposed for preservation or mitigation.

6. The Developer shall employ the following methods for purposes of enhancing fish and wildlife values in Delaney Creek and other wetland areas:

a. Shallow ra[illegible] ponds with wide, gently sloping littoral zones; and,

b. Reconstruction of Delaney Creek as a wide, shallow meandering channel within the right-of-way shown on the General Site Plan; and,

c. Revegetation of constructed littoral zones, using native wetland species; and,

d. Relocation of top soil and shallow mulch deposits from disturbed areas to mitigation sites; and,

e. Provision of adequate water supply and water level controls; and,

f. Routing of filtered stormwater through preserved or relocated wetlands or bayheads.

7. a. The project's stormwater drainage system may incorporate wetlands on-site, but no direct discharge from any impervious surfaces shall be permitted into any wetland which is designated as a "conservation" area. The project' stormwater system shall be designed to maintain a hydro-period acceptable to the Environmental Protection Commission for all "conservation areas" on-site, unless otherwise approved by the Hillsborough County Environmental Protection Commission. The total stormwater management system, including lakes, swales, and wetland areas shall be designed and maintained in conformance with applicable law.

b. A surface water quality monitoring program shall be conducted by the applicant to monitor any potenti impact of the project on Delaney Creek. Samples shall be collected on a monthly basis from all on-site discharge points throughout the construction of the project. One sampling interval shall be scheduled prior to the commencement of any project construction. Samples shall be collected on the same date each month, whenever possible. Daily rainfall data or daily stream flow data shall be provided to correlate stream flow with concentrations of specified parameters. Parameters to be measured at each sampling point during each sampling interval are: BOD_5, Dissolved Oxygen, Turbidity, Total Nitrog Nitrate, Total Phosphorus, Oil/Grease, Lead, Temperature, pH.

The analysis of samples shall be performed by a State Certified Laboratory and reports submitted quarterly to the Hillsborough County Environmental Protection Commission, and Hillsborough County Department of Development Coordination. Approval of future development phases or proposed modifications will be contingent upon the condition that development of this project will not result in further degradation of water quality in the receiving bodies of water.

G. Historical/Archaeological

Any historical or archaeological resources discovered shall be reported to the Florida Division of Archives, History and Records Management and the disposition of such resources shall be determined in cooperation with the Division of Archives and Hillsborough County.

H. Open Space/Recreation

The Developer or his assigned agents or successors shall be responsible for the maintenance of all open space/recreational areas and landscaped areas within each phase of the development.

I. Public Facilities

1. Prior to issuance of the Detailed Site Plan Approval for each phase of the development, the Developer shall provide to Hillsborough County verification that adequate police, fire service and emergency medical service facilities are available to serve the described phase.

2. The collection, transportation and disposal of solid waste is controlled by County ordinance and shall take place in accordance with the terms of said ordinance.

3. No Detailed Site Plan Approval shall be granted without an approved, permitted wastewater collection system, and sufficient treatment and effluent disposal capacity for that portion of the building construction. Approvals shall be obtained from all appropriate local and State agencies. Documentation of these approvals shall be provided to the Department of Development Coordination prior to Detailed Site Plan Approval. Developer shall

participate in County programs designed to maximize the use of effluent for non-potable uses.

4. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction. Approvals shall be obtained from all appropriate local and State agencies.

J. Energy

Within the acknowledged constraints of operating and construction budgets, the Developer shall encourage the following energy management/conservation measures:

1. Use of energy conservation features and techniques for interior and exterior building design, including passive solar orientation of buildings; and,

2. High efficiency mechanical equipment; and,

3. Automated climate control systems; and,

4. Interior/exterior lighting load management systems; and,

5. Energy efficient landscaping.

Prior to detailed site plan approval for each phase of th development, the applicant shall provide a detailed landscaping plan indicating the areas and quantities of landscaped materials to be provided, which plan will meet or exceed the then existing landscape ordinance of Hillsboro County and shall comply with the requirements contained in the C-U I A copy of said plan shall also be submitted to staff of the Environm Protection Commission for its review and comment.

K. On-Site Wells/Irrigation Systems

The Developer or his successors shall be respor for the operation and maintenance of all on-site wells an landscape irrigation systems.

L. Drainage Conditions

The development's stormwater management system shall be designed in accordance with Hillsborough County'

A. discharge and volume-sensit[illegible] [illegible]ain criteria. Peak discharge for a 25-year 24-hour storm for the developed site shall not exceed the 10-year 24-hour peak discharge for the undeveloped site.

In addition, the runoff volume for the first 24 hours of a 25-year 24-hour storm on the post-developed site shall not exceed the runoff from an existing 25-year 24-hour storm.

(CONTINUED ON NEXT PAGE)

M.

I. Impact Analysis Methodology

The Brandon Town Center development will substantially impact several regionally significant transportation facilities within the project's impact area. Quantification of the project's impact on area transportation facilities is based on the following methodology. Existing traffic volumes on roadways in the impact area were determined by physically counting traffic on those roadways. Growth factors were then applied to determine the "existing background" traffic for each phase of the development. In addition to existing background traffic, allowances were made for traffic projected to be generated by approved developments which have not been built ("proposed background" traffic). The sum of existing background traffic and proposed background traffic was used as the basis against which traffic generated by each phase of the project was evaluated.

The conditions precedent to consideration of a roadway segment as an element of the total impact of the project are: (a) The project's traffic on the roadway segment must equal or exceed 5% of the daily LOS C or D peak hour capacity of the existing roadway, and (b) the Developer's traffic, plus the total background traffic on the roadway segment, must result in a reduction of the level of service on the segment to LOS D or worse. If traffic generated by the project phase on the specific road segment satisfies both of the above conditions, the Developer's proportional share of the cost of improving said roadway segment to an acceptable service level shall be considered part of the Developer's total fiscal impact on the transportation system. The proportionate share is calculated by multiplying the project's traffic as a percentage of the daily LOS C capacity of the improved roadway times the cost of the proposed improvement. Not considered as element of the total fiscal impact are improvements which are under construction or which have been assigned a funding commitment in an approved transportation improvements program. The commitments by the Developer or other responsible entities for those transportation system improvements necessary to accommodate each phase of the Brandon Town Center development are identified below. The improvements listed in this development order for both phases are predicated on the Tampa Bay Regional Planning Council's DRI Report dated May 9, 1981 and Hillsborough County's table of improvements dated October 7, 1983.

II. PHASE I

A. Prior to the issuance of [illegible] building permits for [illegible] identified in the application [illegible] County shall have begun the development of a transportation improvement plan for the Brandon area in cooperation with the Florida Department of Transportation and the Tampa Bay Regional Planning Council. The completion of this plan is scheduled to be accomplished prior to the issuance of building permits for Phase II, and may include but not be limited to:

1. Identification of the regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional roadways to be constructed within the study area.

2. The existing, approved and projected development to be included with the plan.

3. The manner by which the traffic impact of existing development will be documented and assessed.

4. The manner by which the traffic impact of approved and projected development will be documented and assessed.

5. Daily Level of Service C, D peak hour shall be the designated goal of the plan.

6. A study of mass transit as a viable alternative to alleviate overburdening of the roadways.

7. Identification of specific construction implementation goals, such as right-of-way acquisition and implementation of additional north/south and east/west corridors designed to coincide with transportation improvement needs generated by each phase completion for projects approved within the study area.

8. Identify available funding commitments for the improvements.

B. Under current conditions, the following transportation improvements are necessary to mitigate the impact of Phase I of Brandon Town Center.

1. The improvements listed in this subparagraph are necessary to mitigate the projects Phase I transportation impacts however, said improvements were not considered as elements of the Developer's total fiscal impact on the transportation system.

(a) Improve Causeway Boulevard to six lanes divided from U.S. 301 to Providence Road. Brandon Town Center will contribute 11.1% of the existing daily LOS C

capacity and 4.7% of the improved daily LOS C capacity in Phase I. This improvement is under construction by Hillsborough County.

(b) Improve Lumsden Road to four lanes from Providence Road to Kings Avenue. Brandon Town Center will contribute 60.8% of the existing daily LOS C capacity and 25.7% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by Hillsborough County.

(c) Monitor traffic flows on Kingsway Road from S.R. 60 north to Windhorst Road and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 6.7% of the existing daily LOS C capacity.

(d) Monitor traffic flows on Providence Road from Lumsden Road to Bloomingdale Avenue and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 11.9% of the existing daily LOS C capacity.

(e) Monitor traffic flows on Causeway Boulevard from 78th Street to U.S. 301 and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 6.0% of the existing daily LOS C capacity.

(f) Improve S.R. 60 to six lanes divided from Orangeland Road to Lakewood Drive. Brandon Town Center will contribute 16.1% of the existing daily LOS C capacity and 10.5% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by the Florida Department of Transportation.

(g) Improve S.R. 60 to six lanes divided from Lakewood Drive to Kings Avenue. Brandon Town Center will contribute 23.7% of the existing daily LOS C capacity and 15.5% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by the Florida Department of Transportation.

(h) At the S.R. 60/Lakewood intersection, add two eastbound through lanes, two westbound through lanes, and

a northbound to west ... left-turn lane. Brandon Town Center will contribute 15.3% of the existing peak hour LOS D capacity and 7.6% of the improved peak-hour LOS D capacity in Phase I. One additional through lane in each direction is included as a programmed improvement by the Florida Department of Transportation.

(i) At the Lumsden Road/Kings Avenue intersection, add a southbound to westbound right-turn lane and a northbound to eastbound right-turn lane. Brandon Town Center will contribute 11.0% of the existing peak hour LOS D capacity and 16.6% of the improved peak-hour LOS D capacity in Phase I. This is a programmed improvement by Hillsborough County.

2. The improvements described in Exhibit B and C (dated October 7, 1983) are projected to be required to mitigate the project's Phase I transportation impacts combined with proposed and existing background traffic and represent the basis for the computation of the Developer's proportionate share described in Paragraph II. C., below.

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C. As a condition of approval of Phase I of the project the Developer shall assume financial responsibility as set forth below for a proportionate share of the cost of construction of improvements to the facilities identified in Exhibits B and C. The Developers proportionate share as determined pursuant to the methodology described herein is $1,582,181.00. To discharge its responsibility for this proportionate share, the Developer shall make the following contributions to Hillsborough County:

1. Prior to the issuance of any building permits for Phase I, provide right-of-way for the intersection improvements of the main entrance to Brandon Town Center and S.R. 60, in accordance with the requirements which have been established by the Florida Department of Transportation, which improvements are valued at $70,000.00.

2. a. Prior to issuance of the final certificate of occupancy for the first 1,200,000 square feet of the project, dedicate the right-of-way and construct the portion of the new north/south corridor from Lumsden Road to the access road B, as identified on the General Site Plan, which contributions are valued at $362,727.00.

b. In the event the County, at a point earlier than issuance of the final certificate of occupancy described above has:

(1) Awarded or caused to be awarded construction contracts for that portion of the new North/South road from S.R. 60 to the point of beginning of the Developer's responsibility described herein, and

(2) Scheduled completion of that portion prior to issuance of the final certificate of occupancy,

then the Developer shall dedicate the right-of-way and complete construction of the road identified on the General Site plan contemporaneous with completion of construction of the other portion described herein.

c. Provided, however, that dedication of the right-of-way and completion of construction by the Developer shall in any event occur no later than the issuance of the final certificate of occupancy described herein. Also, in no event shall the Developer be expected to dedicate the right-of-way and complete construction prior to issuance of certificates of occupancy for 600,000 square feet of the project. If the County has performed the conditions precedent described above prior to issuance of the certificate of occupancy for 600,000 square feet, then the Developer shall upon issuance of said certificate of occupancy immediately undertake its responsibility to dedicate said right-of-way and construct the road segment.

d. The required right-of-way shall be 80 feet wide so as to accommodate construction of a four-lane divided urban section. All construction shall be undertaken in accordance with County standards relating to roadway construction.

e. Certificate of Occupancy shall be construed to mean those certificates of occupancy issued by the County to the Developer for shell construction of buildings and shall not refer to those certificates of occupancy issued to individual businesses that may lease or otherwise acquire space within said faculty.

f. Responsibility for construction of traffic control devices at the intersection of the new North/South road and Lumsden shall be borne by the Developer, provided, however, that the Developer shall be entitled to a credit for the cost thereof at such time as the North/South road is extended to S.R. 60.

3. Prior to the issuance of any building permits for Phase I of the development, dedicate right-of-way for the new north/south corridor which runs from access road B to the northerly boundary of the project north of Parcel J as identified on the General Site Plan, which contribution is valued at $75,000.00. This contribution is subject to the conditions set out in paragraph II. E. below.

4. Prior to the issuance of any building permits for Phase I of the development, dedicate 14 acres for right-of-way for the new east/west road connecting with the Crosstown Expressway which right-of-way is identified on the approved general site plan, which contribution is valued at $1,050,000.00. The described 14 acres is comprised of a corridor approximately 200' feet wide beginning at the western boundary of the project aligned with the crosstown expressway interchange east to the eastern most boundary of the Brandon Town Center project site. This contribution is subject to the condition set out in paragraph II. E. below.

5. A cash contribution of $300,000.00 payable as follows:

   a. A payment of $100,000.00 upon final approval of this development order, which payment will be used to begin development of the Brandon Area Transportation Improvements Plan.

   b. A payment of $200,000.00 to be used for the improvements to Lakewood Road above, which payment will be made at the earlier of (1) the time contracts are awarded to construct said improvements, or (2) the time building permits are issued for Phase I.

The contributions identified in this paragraph are at present value and shall constitute the final and complete satisfaction by the Developer of all obligations for all off-site transportation improvements related to Phase I of Brandon Town Center.

D. The County agrees to utilize the Developer's contributions for the specific purposes stated above. The County shall award contracts for implementation of transportation improvements projects identified in Exhibit B and C upon receipt of contributions or impact assessment fees from development projects in this impact area which equal the cost of these improvements when coupled with funds received from other sources and funds allocated in the County's transportation improvement program; provided, however, that the above-referenced list of improvements may be modified based on subsequent transportation system management measures and transportation studies under Florida Statutes

3380.00. In the event Tampa Bay Regional Planning Council revises its threshold criteria for level of service or for the development's traffic as a percentage of a facility's capacity, and the County concurs with said revision, then improvements identified in this development order which exceed these thresholds will be added as conditions of this development order and those improvements which do not exceed these thresholds shall be eliminated. In the event that the above-described revision necessitates a modification to the Developer's proportionate share said modification shall take place during calculation of the total fiscal impact for Phase II.

E. The Developer has agreed to dedicate the right-of-way identified in paragraphs II.C.3. and II.C.4. based on the County's proposal to develop and implement a transportaton plan for the Brandon area which will result in the construction of new east/west and north/south roadways. Construction of the portions of the roadways which would fall in the above referenced rights-of-way is not yet an approved County project. By dedicating these rights-of-way, the Developer is effectively precluded from developing the parcels identified on the approved General Site Plan as parcels K, L, J, M, N and O until a decision is made whether these roadways will be built, and if so, where they will be located. If the County has either awarded or caused to be awarded construction contracts for construction of these roadways as hereinafter defined, within the earlier of (a) seven years from the completion of construction for Phase I development as identified in the application, or (b) ten years from the date the County approves of this Development Order, the Developer shall be allowed to redesign the area encompassed by the parcels identified above, to accommodate the new roadways, subject to approval as otherwise contemplated herein by the County Department of Development Coordination which approval shall not be unreasonably withheld. For purposes of this paragraph, "these roadways" is defined to mean (1) as to the east/west road: a four-lane road which runs from the Crosstown Expressway to Kings Avenue; and (2) as to the north/south road: a two-lane road which runs either (a) from S.R. 60 to Bloomingdale, or (b) from S.R. 60 to a point of intersection with the southern east/west corridor, provided that the County has awarded or caused to be awarded construction contracts for construction of that portion of the southern east/west corridor which runs from said intersection to Providence Road. These roadway links are identified on Exhibit "F" attached hereto and made a part hereof. Such redesign, under the terms of this paragraph, shall not be deemed a conceptual modification" under the County's C-U ordinance or a "substantial deviation" under Chapter 380, Florida Statutes or other applicable rules and regulations. If the County has not awarded construction contracts for the east/west road as described above within the time

frame set out above, the County shall forthwith return the property dedicated for the east/west road to the Developer, at no additional cost to the Developer, and make no further claims within the context of the zoning or development of Regional Impact Process against said property. If the County has not awarded or caused to be awarded construction contracts for either of the north/south road alternatives as described above within the time frame set out above, then the County shall forthwith return the property dedicated for the north/south road to the Developer, at no additional cost to the Developer, and make no further claims within the context of the zoning or Development of Regional Impact process against said property. The redesign referenced in this paragraph may result in reallocation of density or intensity of uses to other parcels of like uses on a prorata basis, or in the conversion of multi-family uses to office or commercial uses if the Developer determines that the introduction of the roadways precludes a viable multi-family development. The conversion shall be based on a balancing of the density and intensity of uses and impacts such that the total density and intensity of uses and impacts of the revised development plan do not exceed the total density and intensity of uses and impacts of the approved plan. Intensity, in the conversion of uses in the current multi-family areas (Areas J, M, and O), shall not exceed 8,712 square feet per acre for general commercial or 15,625 square feet per acre for office. Total project square footage shall not exceed the total square footage approved at the time of rezoning. Office and general commercial shall be the only conversion uses permitted in these areas. A conversion of uses or reallocation of densities must meet all requirements of the conditions in the CU zoning and the Development Order for this project except as provided for herein relating to approval of waivers. If the conversion or reallocations becomes necessary as a direct result of the location and construction of the County's north/south and east/west roads, the Zoning Administrator shall review and approve waivers of the setback and height limitations in the affected areas up to 50 percent to accommodate the conversion or reallocation successfully, which review and approval shall not be unreasonably withheld. Said conversions or reallocation of densities must be designated on a revised General Site Plan as well as any necessary revised Detailed Site Plans. The revised General Site Plan submitted by the Developer for certification shall reflect the potential uses in Areas J, M, and O (i.e., General Commercial, Office, and/or Multi-Family).

F. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsible for construction of access points and installation of traffic control devices necessitated by the project at those locations where project

road. Intersect County Roads, however, this shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the County construction that ties the North/South road or East/West road to project roads. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

C. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

III. PHASE II.

A. The development of Phase II as identified in the application will substantially impact several regionally significant transportation facilities in the project's impact area. Two alternatives to mitigate these impacts are presented. If the Developer selects Alternative 1 and thereafter desires to be governed by the terms of Alternative 2, said Developer shall be allowed said option but only in strict accordance with the terms contained herein.

B. Alternative One.

1. Under current conditions, the following transportation improvements are necessary to mitigate the impact of Phase II of Brandon Town Center.

A. The improvements listed in this subparagraph are necessary to mitigate the Projects Phase II transportation impacts; however, said improvements were not considered as elements of the Developer's total fiscal impact on the transportation system.

(1) In lieu of additional lanes on S.R. 60 from Bryan Road to I-75, intersection improvements satisfactory to provide level of Service D peak hour conditions shall be constructed. The need for and extent of these improvements shall be based on a study of pertinent intersections. This study

will include the [illegible] of trips to the [illegible] roadway links in the [illegible] area.

(2) Monitor traffic flows on Bloomingdale Road from John Moore Road to Kings Avenue and from Kings Avenue to Providence Road and ensure implementation of access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D peak-hour conditions. Brandon Town Center will contribute 7.0% of the existing daily LOS C capacity on each of these roadway links.

B. The improvements described in Exhibits "__B__" and "__C__" are projected to be required to mitigate the Project's Phase II transportation impacts and also represent the basis for the computation of the Developer's proportionate share referenced below.

C. As a condition of approval, of any development beyond that included as part of Phase I of the project as identified in the Application, the Developer shall assume financial responsibility as set forth below for a proportionate share of the cost of construction of improvements to any of the facilities identified in Exhibit "__B__" and "__C__". The Developer's proportionate share as determined pursuant to the methodology described herein is $2,264,579.00. The Developer agrees to make contributions to Hillsborough County including but not limited to contributions of the type identified for Phase I, the value of which will at least equal the above stated proportionate share.

Prior to issuance of building permits for Phase II of the project, as identified in the application, the County Administrator and the Developer shall agree upon the nature and timing of the Developer's contributions. Said agreement shall ensure that the Developer's contributions are utilized in such a manner as to provide a reasonable benefit to the Developer and shall take into account the provisions contained below.

(1) Credit against the proportionate share contribution for Phase II transportation impacts will be allowed for right-of-way desired by the County and dedicated by the Developer, which right-of-way will be valued at its fair market value as of the date of dedication, or as otherwise agreed. For purpose of this paragraph right-of-way shall

be construed to mean right-of-way desired for construction of roads intended to implement area transportation plans and does not include right-of-way dedicated for any other County purpose

(2) Roadway construction performed by the Developer at the request of the County in mitigation of Phase II transportation impacts shall be valued in accordance with industry standards and generally accepted accounting principles.

(3) a. The Developer shall have the option to redesign Roadway E as identified on the general site plan in an effort to relocate said roadway in the corridor for the new East/West Roadway. The developer shall provide its proposal to the County for its review and concurrence, which concurrence shall not be unreasonably withheld. If the Developer constructs this roadway as part of the new East/West Roadway, it shall do so in compliance with County standards, and the Developer shall be entitled to full credit against his proportionate share assessments for the project for the engineering and construction costs of such construction. The above-referenced redesign shall not be deemed a "conceptual modification" under the County's C-U ordinance or a "substantial deviation" under Chapter 380, Florida Statutes or other applicable rules and regulations.

b. If the developer does not relocate Roadway E as described above, and (a) the County has constructed the North/South road from State Road 60 to Lumsden's, intersection with Roadway E, but (b) the County has not constructed the East/West corridor from the Crosstown Expressway to Kings Avenue, then the Developer shall be entitled to a credit against its proportionate share assessments for the project of 72.8% of the sum of the then fair market value of the right-of-way for Roadway E plus the actual engineering and construction costs of said road, and the Developer shall thereupon dedicate Roadway E to the County and the County shall accept the dedication.

(4) Credit against the proportionate share contribution for Phase II transportation impacts will be allowed for all contributions made in Phase I which exceed the total proportionate share contribution for Phase I.

(5) a. The Developer, at its option, may develop and participate in a Transportation System Management (TSM) Program. The TSM Program may include procedures to encourage and facilitate the use of car pooling, van pooling, flex time, transit ridership and provision of bus stop shelters, and shall be developed through the coordinated efforts of the Developer, Hillsborough County, Florida Department of Transportation, the Hillsborough County Metropolitan Planning Organization Hillsborough Area Regional Transit Authority and the Tampa Bay Regional Planning Council. If the Developer can demonstrate to the County, in accordance with generally accepted traffic engineering methodology and practices, that the implementation of TSM measures over and above those identified in the application can reduce the development's share of existing capacities for roadway links or intersections (at acceptable levels of service), below the 5% threshhold which triggers the requirement for an improvement to be made (or such other threshold as is then in effect), then, if such TSM measures are committed to by the Developer or other responsible agencies, those particular improvements will be deleted from the list of required improvements for which the Developer is assessed a proportionate share contribution and the assessments against Phase II will be reduced accordingly, subject to further adjustment as described herein.

The "further adjustments" referred to in this provision shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits and shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's [illegible] share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the Developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

b. If the Developer can demonstrate to the County that the implementation of TSM measures over and above those identified in the application can reduce the development's share (expressed as a percentage) of the improved capacity of a roadway link or intersection, which percentage is the basis for calculating the Developer's contribution to an improvement, then the Developer's contribution to that improvement shall be adjusted accordingly, subject to further adjustment as described herein.

The "further adjustments" referred to in this provision shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits B and C shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the developer's maximum Phase II contribution of $2,264.579.

(6) a. Prior to the issuance of building permits for Phase II, as identified in the application the Developer may, at his expense and at his option, conduct, in accordance with the provisions of Florida Statutes 5380.06, a new transportation study of the Brandon Town center transportation impact area as established by the County, the Tampa Bay Regional Planning Council and the Developer during the initial review of the Application. This new traffic study shall be prepared in a manner consistent with that contained in the application and shall be in accordance with generally accepted traffic engineering practices. The new study shall analyze the transportation system in the impact area based on existing and approved development, plus the projected impact of Phase II of the project or that portion of Phase II for which approvals are being sought. The new study shall serve to verify the findings of the original Development of Regional Impact and to indicate whether or not there are alternative transportation improvements or mechanisms, which, if implemented, will maintain the facilities identified in Exhibit B and C at a satisfactory level of service.

b. If the new transportation study establishes that certain of the improvements referred to in Exhibit B and C should no longer be considered as a factor in the determination of the Developer's proportionate contribution, because the specific roadway link or intersection does not satisfy both of the conditions precedent to the requirement for an improvement to be made, as set out above, or such other less strigent conditions precedent which have been established by the County and which are in effect, at the time of the transportation study, then the Developers proportionate share contribution for Phase II of the project shall be altered accordingly, subject to further adjustment as described herein.

c. If the new study establishes that the development's share, expressed as a percentage, of the improved capacity of a roadway link or intersection changes, then the Developer's contribution to that improvement shall be adjusted accordingly, subject to further adjustment as described herein.

d. The "further adjustments" referred to in Paragraph b and c, above, shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibit B and C shall be recalculated based on then-projected constructon costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the Developer's "Revised Proportionate Share"). The sum of the individual Revised Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

e. Credit against proportionate share contributions for Phase II transportation impacts will be allowed for contributions made for Phase I improvements to be extent that the new study shows the project's traffic on particular roadways identified in Phase I no longer results in the requirement for improvements on said roadways under the conditions precedent which were applied during Phase I analysis.

(7) In no event shall the Developer be required to make contributions exceeding $2,264,579.00 for transportation impacts attributable to Phase II of the project. Except as otherwise provided for herein, credits against the proportionate share for Phase II shall be formulated based on applicable County credit criteria prevailing when application is made for Phase II development permits.

(8) a. In the event that the Florida Department of Transportation or other governmental entity, excluding the County, (subject to the provisions below), should allocate funds in an approved Transportation Improvement Program to cover all of the cost of any of the road improvements identified in Exhibit B and C then said improvement shall be deleted from the list of required improvements and the Developer's total proportionate share contribution shall be reduced accordingly, subject to further adjustment as described herein. To the extent that the County should receive road construction funds from sources other than: a) gasoline taxes, b) ad valorem taxes, c) impact fees, or d) special assessments and shall

allocate said funds in an approved Transportation Improvement Program to cover all of the costs of any of the road improvements identified in Exhibit B and C then said improvement shall be deleted from the list of required improvements and the Developer's total proportionate share contribution shall be reduced accordingly subject to further adjustment as described herein.

b. In the event that the Florida Department of Transportation or other governmental entity, excluding the County(subject to the provisions below), should allocate funds in an approved Transportation Improvement Program to cover a portion of the cost of construction of a road improvement identified in Exhibit B and C, then the Developer's contribution, shall be calculated by applying the development's share of the traffic, expressed as a percentage of the improved capacity of the road segment or intersection, against the remaining cost of construction of the road improvement which must be borne by the County. As a result of the above described process; the total proportionate share contribution of the Developer shall be reduced accordingly, subject to further adjustment as described herein. To the extent that the County should receive road construction funds from sources other than: a) gasoline taxes, b) ad valorem taxes, c) impact fees, or d) special assessments and shall allocate said funds in an approved Transportation Improvement Program to cover a portion of the costs of any of the road improvements identified in Exhibit B and C, then Developer's total proportionate share contribution shall be revised in accordance with the terms of this paragraph, subject to further adjustment as described herein.

c. 1) The "further adjustment" referred to in Paragraph a. and b., above, shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits ___ and ___ shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be calculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the

Developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

2. The County agrees to utilize the Developer's contributions for the purposes set out in the contribution plan agreed to by the County and the Developer pursuant to the terms contained herein. The County shall award contracts for construction of theimprovements identified in Exhibits B and C upon receipt of contributions or impact assessment fees from development projects in this impact area which equal, in the aggregate, when coupled with funds received from other sources and funds allocated in the County's Transportation Improvement Program, the cost of those improvement; provided, however, that the above referenced list of improvements may be modified based on subsequent transportation studies, transportation system management measures, or similar mitigation programs.

3. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsible for construction of access points and installation of traffic control devices necessitated by the project at those locations where project roads intersect County Roads, however, this shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the County construction that ties the North/South road or East/West road to project roads. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

4. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

ternative Two.

1. Upon the adoption of a County transportation impact fee ordinance, the Developer may, at its option, elect to be governed exclusively by the provisions of this Alternative Two for satisfying its obligation to contribute a proportionate share for Phase II of the project. If the Developer elects this Alternative, the Developer shall complete all contractual obligations undertaken at that point in constructing any improvements agreed to as satisfying a portion of the proportionate contribution against Phase II, and thereafter, pay impact fees as imposed by ordinance or resolution to the extent and in the same manner as such fees are imposed on other developers subject to such fees; provided, however, that: (a) the Developer shall be given credits against those impact fees imposed by ordinance or resolution, for all costs expended in engineering and constructing improvements under the contractual obligations referenced in this paragraph, (b) The Developer shall be given credit against those impact fees imposed by ordinance or resolution for other contributions made for Phase II, pursuant to the terms of the contribution plan described herein, and (c) in the event that the Florida Department of Transportation or other governmental entities should allocate funds (excluding County funds) in an approved Transportation Improvement Program to cover costs of construction of one or more of the improvements identified in Exhibits 3 and C and the cost of these programmed improvements was included in the calculation of the Developer's impact fee, then the Developer's impact fee shall be reduced by an amount representing the proportionate amount of the fee attributable to said improvements.

2. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsibility for construction of access points and installation of traffic control devices necessitated by the project at those locations where project roads intersect County roads. This shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the constructon that ties the North/South road or East/West road to project roads. This obligation is in addition to fees paid pursuant to ordinance or resolution.

3. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. This obligation is in addition to fees paid pursuant to ordinance or resolution.

4. Nothing contained in this development order shall be construed to limit or modify any legal rights or remedies the Developer may have or prohibit the Developer from contesting the validity of a County impact fee ordinance or resolution.

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

I, JAMES F. TAYLOR, JR., 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 the resolution adopted by the Board of County Commissioners of Hillsborough County, Florida, at its regular meeting of November 1, 1983, as the same appears of record in Minute Book 93 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 7th day of November, 1983.

JAMES F. TAYLOR, JR., CLERK

By: Edna L. Fitzpatrick
Deputy Clerk

APPROVED BY COUNTY ATTORNEY
BY
Approved As To Form And
Legal Sufficiency.

RESOLUTION # R87-0170

Upon motion by Commissioner Colson, seconded by Commissioner Talley, the following resolution was adopted by a 6-0 vote, Commissioner(s) None voting no.

WHEREAS, on November 3, 1983, the Board of County Commissioners adopted Resolution 83-0132 the Development Order (DRI #89) for the Brandon Town Center Development of Regional Impact, hereinafter referred to as Brandon Town Center, a copy of said Development Order is attached hereto as Exhibit A and incorporated herein by reference; and

WHEREAS, on November 3, 1983, the Board of County Commissioners approved Petition 82-141 which action rezoned certain properties to the C-U zoning classification as described in the Zoning Code of Hillsborough County; and

WHEREAS, the Development Order adopted the development schedule referenced in the Application for Development Approval which allowed development of the project in two phases. Phase I, to be completed in 1985, consists of 1,200,000 square feet of retail commercial space. Phase II, to be completed in 1991, consists of 500,000 square feet of office space, 150,000 square feet of retail commercial space and 200 multifamily dwelling units; and

WHEREAS, the developer submitted a revised General Site Development Plan on March 2, 1987, which was certified on April 8, 1987, a copy of which is attached hereto as Exhibit "B"; and

WHEREAS, the developer has requested that the development schedule be revised. Phase I will be completed in 1989 and will consist of 100,000 square feet of office space and 1,100,000 square feet of retail commercial space. Phase II will be completed in 1992 and will consist of 400,000 square feet of office space, 250,000 square feet of retail commercial space and 129 multifamily units; and

WHEREAS, the developer has requested other minor amendments to the Development Order as described in Exhibit "C" attached hereto; and

WHEREAS, staffs of the Traffic Operations section of the County Engineering Department, the Department of Development Coordination, and the Tampa Bay Regional Planning Council reviewed the developer's requests; and

WHEREAS, the Department of Development Coordination has requested a substantial deviation determination from the Board of County Commissioners; and

WHEREAS, the Board of County Commissioners having reviewed the request, declares the concepts of interchanging 100,000 square feet of office space from Phase II with 100,000 square feet of retail commercial space from Phase I; extending the Phase I completion date from 1985 to 1989; and extending the Phase II completiion date from 1991 to 1992 do not constitute a substantial deviation from the terms of Development Order #83-0132 (DRI #89).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR SESSION THIS 26th DAY OF May, 1987:

1. The foregoing recitation of findings of fact is hereby incorporated into this Resolution.

2. The following development schedule is hereby substitued for that referenced in the Development Order.

PHASE	LAND USE	BUILDING AREA
Phase I (1989)[2]	Office	100,000 s.f. G.L.A.[1]
	Regional Commercial	1,100,000 s.f. G.L.A.
Phase II (1992)	Office	400,000 s.f. G.L.A.
	General Commercial	250,000 s.f. G.L.A.
	Multifamily	129 dwelling units

1. G.L.A. means Gross Leasable Space
2. Completion date of phase.

3. The changes described herein do not constitute a substantial deviation from the Brandon Town Center Development of Regional Impact pursuant to the terms of Florida Statutes 380.06 (19), nor do they constitute a conceptual modification of Zoning Petition 82-421 pursuant to the C-U zoning regulations.

4. Construction of the project shall proceed in strict accordance with the Revised General Site Plan attached hereto as Exhibit "B" and shall be subject to all the conditions in the Development Order for Brandon Town Center (DRI #89), and Zoning Petition 82-421, including but not limited to specific conditions described herein.

5. Nothing contained herein shall be construed to constitute waiver of applicable land development regulations. Except as :herwise provided herein, the Development Order shall remain ıchanged and in full force and effect.

6. Upon adoption, this Resolution shall be transmitted by ıe Ex Officio Clerk to the Board of County Commissioners by ertified mail to the State Land Planning Agency, the Tampa Bay egional Planning Council, to JMB Federated Realty and its esignated representative.

:TATE OF FLORIDA

:OUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio :lerk 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 26, 1987, as the same appears of record in Minute Book 132 of the Public Records of Hillsborough County, Florida.

WITNESS My hand and official seal this 1st day of July, 1987.

RICHARD AKE, CLERK

By: Edna L. Fitzpatrick
Deputy Clerk

PPROVED BY COUNTY ATTORNEY

proved As To Form And
gal Sufficiency.

EXHIBIT "C"

R90-0021

ORIG. IN BRANDON TOWN CENTER DRI FILE

RESOLUTION # R 90-0021

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY, FLORIDA
BRANDON TOWN CENTER

Upon motion by Commissioner padgett, seconded by Commissioner Platt, the following Resolution was adopted by a vote of 4 to 2, Commissioner(s) Platt and Busansky voting "No".

WHEREAS, on November 3, 1983, the Board of County Commissioners issued Development Order #89 for the Brandon Town Center Development of Regional Impact hereinafter referred to as BRANDON TOWN CENTER, a copy of said Development Order is attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, on May 26, 1987, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R87-0170 to extend the build-out date to 1992 and other additional amendments described therein, a copy of said Resolution is attached hereto as Exhibit "B" and incorporated herein by reference; and

WHEREAS, a Notification of Proposed Change to a Previously Approved Development of Regional Impact has been filed with the Tampa Bay Regional Planning Council, Hillsborough County and the Department of Community Affairs; and

WHEREAS, the Notification of Proposed Change provides for an amendment to the Development Schedule such that the build-out date for the entire BRANDON TOWN CENTER shall be 1992; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to 380.06, Florida Statutes is authorized and empowered to consider proposed changes to a previously approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County has on January 23, 1990 held a duly noticed public hearing on said Notification of Proposed Change and has heard and considered testimony and other documents and evidence; and

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

WHEREAS, the BRANDON TOWN CENTER Development Order #89 as amended, provided for full development approval with a build-out date of 1992; and

WHEREAS, mitigation of all Regional Impacts were provided for in the Development Order, as amended; therefore, the consolidation of the project into a single phase does not create a substantial deviation; and

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

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 23rd DAY OF January, 1990, AS FOLLOWS:

1. The foregoing recitation and findings of act are hereby incorporated into and made a part of this Resolution.

2. The BRANDON TOWN CENTER Development Schedule as provided for in Section 2 of Resolution #87-0170, is hereby amended to provide the following unified single phase program of development:

BUILD-OUT	LAND USE	BUILDING AREA
1992	Office	500,000 s.f. G.L.A. [1]
1992	Commercial/Retail	1,350,000 s.f. G. A.
1992	Multi-Family	129 dwelling units

[1] G.L.A. means Gross Leasable Space

3. The Impact Analysis Methodology found in Section IV. CONDITIONS, M. TRANSPORTATION, Subsection I, in the BRANDON TOWN CENTER Development Order, as amended, recognizes that all transportation impacts of the entire project were evaluated and conditions were set forth for the total mitigation of the project's transportation impacts. In those instances were specific phasing is discussed, those statements shall be construed to reflect the unified single phase program of development approved in this Resolution.

4. Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, Phase I and Subsection III, Phase II of the BRANDON TOWN CENTER Development Order, as amended, shall be consolidated to address the mitigation of transportation impacts for the unified single phase program of development. In all instances where the term "Phase I" is utilized, "Phase I" shall be defined to mean a specific amount of development consisting of 1,100,000 s.f. of commercial/retail and 100,000 s.f. of office. In all instances where the term "Phase II" is utilized, "Phase II" shall be defined to mean a specific amount of development consisting of more than 1,100,000 s.f. of commercial/retail, and more than 100,000 s.f. of office, or any multi-family. Subsection II and Subsection III shall hereinafter be construed to implement the unified single phase program of development approved in this Resolution.

5. The BRANDON TOWN CENTER Development Order, as amended, under Section IV. CONDITIONS, M. TRANSPORTATION, Subsection III, provides for two alternatives for the Developer to mitigate the impacts of development. Pursuant to the BRANDON TOWN CENTER Development Order, as amended, the Developer has selected Alternative Two, and the Board of County Commissioners hereby finds that the Developer shall be governed by the terms of Alternative Two. Any commercial/retail development in excess of 1,100,000 s.f. of commercial/retail or any office development in excess of 100,000 s.f. of office or any multi-family development shall be governed by the Hillsborough County Transportation Impact Fee Ordinance.

6. BRANDON TOWN CENTER Development Order No. 89 is amended as follows:

a) Section IV. CONDITIONS, I. Public Facilities, paragraph 1, is amended to read as follows:

"Prior to issuance of approval for each Detailed Site Plan, the Developer shall provide to Hillsborough County verification that the adequate police, fire service and

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

Clerk to Board of
County Commissioners
Room # 214-H
P.O. Box 1110
Tampa, Florida 33601
Telephone 272-5845

January 30, 1990

RECEIVED
FEB 2 1990
Tampa Bay Regional
Planning Council

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

Attn: Suzanne Cooper
DRI Coordinator

Re: Resolution No. R90-0021 Amending DRI #89 Development Order - Brandon Town Center

Dear Ms. Cooper:

Enclosed please find an executed certified copy of the referenced resolution, adopted by the Hillsborough County Board of County Commissioners on January 23, 1990.

We are providing this certified copy for your official files.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

mailed 1/31/90

By: Edna L. Fitzpatrick /jn
Edna L. Fitzpatrick
Director, BOCC Records

ELF:LT

cc: Board files (orig.)
Ed Lehman, State of Florida, Department of Community Affairs
Jeff Miller, Director, Planning & Zoning
Scott Steady, Attorney for Brandon Town Center
John Dixon Wall, Assistant County Attorney

Enclosure

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of Resolution No. R90-0021 Amending DRI #89 Development Order for Brandon Town Center

adopted by the Board in its regular meeting of January 23, 1990, as the same appears of record in MINUTE BOOK 164 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 30th day of January, 1990.

RICHARD AKE, CLERK

By: Merle Iris Bishop
Deputy Clerk

emergency medical service facilities are available to serve the building."

b) Section IV. CONDITIONS, J. Energy, paragraph 5. Energy efficient landscaping, is amended to read as follows:

"Prior to approval for each commercial site plan, the applicant shall provide a detailed landscaping plan indicating the areas and quantities of landscape materials provided, which plan will meet or exceed the then existing landscape ordinance of Hillsborough County and shall comply with the requirements contained in the C-U zoning approval. A copy of said plan shall be submitted to staff of the Environmental Protection Commission for its review and comment."

c) Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, paragraph C(1-5), is hereby amended to the extent that where right-of-way is required to be dedicated the Developer shall prior to the issuance of the first building permit, dedicate all right-of-way specified in paragraph C(1-5). Contributions made under paragraph C(1-5) which exceed the total proportionate share contribution of $1,582,141.00 shall be credited against payments made under Subsection III, paragraph C. Alternate Two of the BRANDON TOWN CENTER Development Order, as amended.

d) Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, paragraph C(5)(b), is amended to read as follows:

"A payment of $200,000.00 to be used for the improvements to Lakewood Road above, which payment shall occur within thirty (30) days of the approval of Resolution #R90-0021."

e) Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, paragraph E, is amended to the extent that beginning on line 14, the portion of the sentence which reads "within the earlier of (a) seven years from the completion of construction for Phase I development as identified in the application, or (b) ten years from the date the County approves of this Development Order" shall be deleted and replaced with "within fifteen (15) years from the date the County approves this Development Order (November 3, 1983)".

7. The changes described herein do not constitute a substantial deviation from the BRANDON TOWN CENTER Development of Regional Impact pursuant to the terms of Florida Statues 380.06(19).

8. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order shall remain unchanged and in full force and effect.

9. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, to JMB/Urban Development Company and its designated representative.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County,

Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of January 23, 1990, as the same appears of record in Minute Book 164 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 29t day of January, 1990.

RICHARD AKE, CLERK

APPROVED BY COUNTY ATTORNEY
BY
Approved As To Form And
Legal Sufficiency.

BY: Judith M. Nichols
(Deputy Clerk)

EXHIBIT "D"

RESOLUTION # R91-0033

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY, FLORIDA
BRANDON TOWN CENTER

Upon motion by Commissioner Joe Chillura, seconded by Commissioner James D. Selvey, the following Resolution was adopted by a vote of 7 to 0, Commissioner(s) _____ voting "No".

WHEREAS, on November 3, 1983, the Board of County Commissioners issued Development Order #89 for the Brandon Town Center Development of Regional Impact hereinafter referred to as BRANDON TOWN CENTER, a copy of said Development Order being attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, on May 26, 1987, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R87-0170 to extend the build-out date to 1992 and other additional amendments described therein, a copy of said Resolution being attached hereto as Exhibit "B" and incorporated herein by reference; and

WHEREAS, on January 23, 1990, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R90-0021 to consolidate the entire project into a single phase with a build-out date of 1992, a copy of said Resolution being attached hereto as Exhibit "C" and incorporated herein by reference; and

WHEREAS, a Notification of Proposed Change to a Previously Approved Development of Regional Impact was filed with the Tampa Bay Regional Planning Council, Hillsborough County and the Department of Community Affairs; and

WHEREAS, the Notification of Proposed Change provides for an amendment to the Development Schedule such that the build-out date for the entire project shall be 1993 and also provides an "unavoidable delay" clause; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to 380.06, Florida Statutes, is authorized and empowered to consider proposed changes to a previously approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County on February 12, 1991 held a duly noticed public hearing on said Notification of Proposed Change and considered the record, including testimony and documentary evidence pertinent thereto; and

WHEREAS, the staffs of the Tampa Bay Regional Planning Council, Hillsborough County, and the Department of Community Affairs have reviewed this Notification of Proposed Change and determined that the proposed changes do not constitute a substantial deviation under applicable statutory law; and

WHEREAS, mitigation of all Transportation Impacts is provided for in the Development Order, as amended; and

WHEREAS, the Board of County Commissioners has determined that the proposed changes do not constitute a substantial deviation requiring further Development of Regional Impact review.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 12th DAY OF February, 1991, AS FOLLOWS;

1. The foregoing recitation and findings of fact are hereby incorporated into and made a part of this Resolution.

2. The BRANDON TOWN CENTER Development Schedule as provided for in Section 2 of Resolution #R90-0021, is hereby amended to provide the following unified single phase program of development:

BUILD-OUT	LAND USE	BUILDING AREA
1993	Office	500,000 s.f. G.L.A.
1993	Commercial/Retail	1,350,000 s.f. G.L.A.
1993	Multi-Family	129 dwelling units

[1]G.L.A. means Gross Leasable Space

2. The BRANDON TOWN CENTER Development Order No. 89, Section III. GENERAL PROVISIONS, is amended to include a new paragraph O which shall read as follows:

> "O. The build-out time for this project may be interrupted or extended by delays attributable to acts of God or natural disasters which directly affect the completion of the Brandon Town Center DRI. In such event, the developer may be allowed to extend such build-out of the project for a period of time as is reasonably necessary to compensate for such delays in order to remedy the effects thereof, provided, however, in no event shall such extension exceed a total of twelve (12) months. Any requested build-out extension or cumulation of extensions beyond twelve (12) months may only be accomplished by an amendment to this Development Order in accordance with the notification and approval provisions of Subsection 380.06(19), Florida Statutes."

3. The changes described herein do not constitute a substantial deviation from the BRANDON TOWN CENTER Development of Regional Impact pursuant to the terms of Section 380.06(19), Florida Statutes.

4. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order, as amended, shall remain unchanged and in full force and effect.

5. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, to JMB/Urban Development Company and its designated representative.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its

regular meeting of February 12, 1991, as the same appears of record in Minute Book 177 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 18th day of February, 1991.

RICHARD AKE, CLERK

By: Judith M. Tedder
(Deputy Clerk)

ALR01B38

APPROVED BY COUNTY ATTORNEY
BY John Dalton Hall
Approved As To Form And
Legal Sufficiency.

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

Clerk to Board of
County Commissioners
Room # 214-H
P.O. Box 1110
Tampa, Florida 33601
Telephone 272-5845

February 18, 1991

Suzanne Cooper, DRI Coordinator
Tampa Bay Regional Planning Council
9455 Koger Boulevard, Suite 219
St. Petersburg, Florida 33702

Re: Resolution No. R91-0033 - Brandon Town Center - DRI #89

Dear Ms. Cooper:

Attached is a certified executed copy of referenced resolution, which was approved by the Hillsborough County Board of County Commissioners on February 12, 1991.

We are providing this copy for your official files.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

By: Judith M. Nichols
Judith M. Nichols
Manager, BOCC Records

JMN:CS
Attachment
cc: Board files (1 orig.)
Ed Lehman, State of Florida, Department of Community Affairs
Scott Steady, Esquire, Taub & Williams
Jeff Miller, Director, Planning and Zoning Department
John D. Wall, Chief Assistant County Attorney

mailed 2/19/91

RECEIVED
FEB 21 1991
Tampa Bay Regional
Planning Council

An Affirmative Action - Equal Opportunity Employer

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of _____

H.C. Resolution No. R91-0033 - Brandon Town Center - DRI #89

_____

_____

adopted by the Board in its regular meeting of February 12, 1991, as the same appears of record in MINUTE BOOK 177 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 18th day of February, 1991.

RICHARD AKE, CLERK

By: Judith M. Nichols
Deputy Clerk

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibit B and C shall be recalculated based on then-projected constructon costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the Developer's "Revised Proportionate Share"). The sum of the individual Revised Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

e. Credit against proportionate share contributions for Phase II transportation impacts will be allowed for contributions made for Phase I improvements to be extent that the new study shows the project's traffic on particular roadways identified in Phase I no longer results in the requirement for improvements on said roadways under the conditions precedent which were applied during Phase I analysis.

(7) In no event shall the Developer be required to make contributions exceeding $2,264,579.00 for transportation impacts attributable to Phase II of the project. Except as otherwise provided for herein, credits against the proportionate share for Phase II shall be formulated based on applicable County credit criteria prevailing when application is made for Phase II development permits.

(8) a. In the event that the Florida Department of Transportation or other governmental entity, excluding the County, (subject to the provisions below), should allocate funds in an approved Transportation Improvement Program to cover all of the cost of any of the road improvements identified in Exhibit B and C then said improvement shall be deleted from the list of required improvements and the Developer's total proportionate share contribution shall be reduced accordingly, subject to further adjustment as described herein. To the extent that the County should receive road construction funds from sources other than: a) gasoline taxes, b) ad valorem taxes, c) impact fees, or d) special assessments and shall

allocate said funds in an approved Transportation Improvement Program to cover all of the costs of any of the road improvements identified in Exhibit B and C then said improvement shall be deleted from the list of required improvements and the Developer's total proportionate share contribution shall be reduced accordingly subject to further adjustment as described herein.

b. In the event that the Florida Department of Transportation or other governmental entity, excluding the County(subject to the provisions below), should allocate funds in an approved Transportation Improvement Program to cover a portion of the cost of construction of a road improvement identified in Exhibit B and C, then the Developer's contribution, shall be calculated by applying the development's share of the traffic, expressed as a percentage of the improved capacity of the road segment or intersection, against the remaining cost of construction of the road improvement which must be borne by the County. As a result of the above described process; the total proportionate share contribution of the Developer shall be reduced accordingly, subject to further adjustment as described herein. To the extent that the County should receive road construction funds from sources other than: a) gasoline taxes, b) ad valorem taxes, c) impact fees, or d) special assessments and shall allocate said funds in an approved Transportation Improvement Program to cover a portion of the costs of any of the road improvements identified in Exhibit B and C, then Developer's total proportionate share contribution shall be revised in accordance with the terms of this paragraph, subject to further adjustment as described herein.

c. 1) The "further adjustment" referred to in Paragraph a. and b., above, shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits ___ and ___ shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be calculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the

Developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

2. The County agrees to utilize the Developer's contributions for the purposes set out in the contribution plan agreed to by the County and the Developer pursuant to the terms contained herein. The County shall award contracts for construction of theimprovements identified in Exhibits B and C upon receipt of contributions or impact assessment fees from development projects in this impact area which equal, in the aggregate, when coupled with funds received from other sources and funds allocated in the County's Transportation Improvement Program, the cost of those improvement; provided, however, that the above referenced list of improvements may be modified based on subsequent transportation studies, transportation system management measures, or similar mitigation programs.

3. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsible for construction of access points and installation of traffic control devices necessitated by the project at those locations where project roads intersect County Roads, however, this shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the County construction that ties the North/South road or East/West road to project roads. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

4. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

ternative Two.

1. Upon the adoption of a County transportation impact fee ordinance, the Developer may, at its option, elect to be governed exclusively by the provisions of this Alternative Two for satisfying its obligation to contribute a proportionate share for Phase II of the project. If the Developer elects this Alternative, the Developer shall complete all contractual obligations undertaken at that point in constructing any improvements agreed to as satisfying a portion of the proportionate contribution against Phase II, and thereafter, pay impact fees as imposed by ordinance or resolution to the extent and in the same manner as such fees are imposed on other developers subject to such fees; provided, however, that: (a) the Developer shall be given credits against those impact fees imposed by ordinance or resolution, for all costs expended in engineering and constructing improvements under the contractual obligations referenced in this paragraph, (b) The Developer shall be given credit against those impact fees imposed by ordinance or resolution for other contributions made for Phase II, pursuant to the terms of the contribution plan described herein, and (c) in the event that the Florida Department of Transportation or other governmental entities should allocate funds (excluding County funds) in an approved Transportation Improvement Program to cover costs of construction of one or more of the improvements identified in Exhibits 3 and C and the cost of these programmed improvements was included in the calculation of the Developer's impact fee, then the Developer's impact fee shall be reduced by an amount representing the proportionate amount of the fee attributable to said improvements.

2. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsibility for construction of access points and installation of traffic control devices necessitated by the project at those locations where project roads intersect County roads. This shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the constructon that ties the North/South road or East/West road to project roads. This obligation is in addition to fees paid pursuant to ordinance or resolution.

3. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. This obligation is in addition to fees paid pursuant to ordinance or resolution.

4. Nothing contained in this development order shall be construed to limit or modify any legal rights or remedies the Developer may have or prohibit the Developer from contesting the validity of a County impact fee ordinance or resolution.

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

I, JAMES F. TAYLOR, JR., 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 the resolution adopted by the Board of County Commissioners of Hillsborough County, Florida, at its regular meeting of November 3, 1983, as the same appears of record in Minute Book 93 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 7th day of November, 1983.

JAMES F. TAYLOR, JR., CLERK

By: Edna A. Fitzpatrick
Deputy Clerk

APPROVED BY COUNTY ATTORNEY
BY
Approved As To Form And
Legal Sufficiency.

RESOLUTION # R87-0170

Upon motion by Commissioner Colson, seconded by Commissioner Talley, the following resolution was adopted by a 6-0 vote, Commissioner(s) None voting no.

WHEREAS, on November 3, 1983, the Board of County Commissioners adopted Resolution 83-0132 the Development Order (DRI #89) for the Brandon Town Center Development of Regional Impact, hereinafter referred to as Brandon Town Center, a copy of said Development Order is attached hereto as Exhibit A and incorporated herein by reference; and

WHEREAS, on November 3, 1983, the Board of County Commissioners approved Petition 82-141 which action rezoned certain properties to the C-U zoning classification as described in the Zoning Code of Hillsborough County; and

WHEREAS, the Development Order adopted the development schedule referenced in the Application for Development Approval which allowed development of the project in two phases. Phase I, to be completed in 1985, consists of 1,200,000 square feet of retail commercial space. Phase II, to be completed in 1991, consists of 500,000 square feet of office space, 150,000 square feet of retail commercial space and 200 multifamily dwelling units; and

WHEREAS, the developer submitted a revised General Site Development Plan on March 2, 1987, which was certified on April 8, 1987, a copy of which is attached hereto as Exhibit "B"; and

WHEREAS, the developer has requested that the development schedule be revised. Phase I will be completed in 1989 and will consist of 100,000 square feet of office space and 1,100,000 square feet of retail commercial space. Phase II will be completed in 1992 and will consist of 400,000 square feet of office space, 250,000 square feet of retail commercial space and 129 multifamily units; and

WHEREAS, the developer has requested other minor amendments to the Development Order as described in Exhibit "C" attached hereto; and

WHEREAS, staffs of the Traffic Operations section of the County Engineering Department, the Department of Development Coordination, and the Tampa Bay Regional Planning Council reviewed the developer's requests; and

WHEREAS, the Department of Development Coordination has requested a substantial deviation determination from the Board of County Commissioners; and

WHEREAS, the Board of County Commissioners having reviewed the request, declares the concepts of interchanging 100,000 square feet of office space from Phase II with 100,000 square feet of retail commercial space from Phase I; extending the Phase I completion date from 1985 to 1989; and extending the Phase II completiion date from 1991 to 1992 do not constitute a substantial deviation from the terms of Development Order #83-0132 (DRI #89).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR SESSION THIS 26th DAY OF May, 1987:

1. The foregoing recitation of findings of fact is hereby incorporated into this Resolution.

2. The following development schedule is hereby substitued for that referenced in the Development Order.

PHASE	LAND USE	BUILDING AREA
Phase I (1989)[2]	Office	100,000 s.f. G.L.A.[1]
	Regional Commercial	1,100,000 s.f. G.L.A.
Phase II (1992)	Office	400,000 s.f. G.L.A.
	General Commercial	250,000 s.f. G.L.A.
	Multifamily	129 dwelling units

1. G.L.A. means Gross Leasable Space
2. Completion date of phase.

3. The changes described herein do not constitute a substantial deviation from the Brandon Town Center Development of Regional Impact pursuant to the terms of Florida Statutes 380.06 (19), nor do they constitute a conceptual modification of Zoning Petition 82-421 pursuant to the C-U zoning regulations.

4. Construction of the project shall proceed in strict accordance with the Revised General Site Plan attached hereto as Exhibit "B" and shall be subject to all the conditions in the Development Order for Brandon Town Center (DRI #89), and Zoning Petition 82-421, including but not limited to specific conditions described herein.

5. Nothing contained herein shall be construed to constitute waiver of applicable land development regulations. Except as therwise provided herein, the Development Order shall remain nchanged and in full force and effect.

6. Upon adoption, this Resolution shall be transmitted by he Ex Officio Clerk to the Board of County Commissioners by ertified mail to the State Land Planning Agency, the Tampa Bay egional Planning Council, to JMB Federated Realty and its esignated representative.

TATE OF FLORIDA

OUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio lerk of the Board of County Commissioners of Hillsborough County, lorida, do hereby certify that the above and foregoing is a true nd correct copy of a Resolution adopted by the Board at its egular meeting of May 26, 1987, as the same appears of ecord in Minute Book 132 of the Public Records of illsborough County, Florida.

WITNESS My hand and official seal this 1st day of July, 1987.

RICHARD AKE, CLERK

By: Edna L. Fitzpatrick
Deputy Clerk

PROVED BY COUNTY ATTORNEY

proved As To Form And al Sufficiency.

Exhibit "C"

RESOLUTION # R 90-0021

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY, FLORIDA
BRANDON TOWN CENTER

Upon motion by Commissioner padgett, seconded by Commissioner Platt, the following Resolution was adopted by a vote of 4 to 2, Commissioner(s) Platt and Busansky voting "No".

WHEREAS, on November 3, 1983, the Board of County Commissioners issued Development Order #89 for the Brandon Town Center Development of Regional Impact hereinafter referred to as BRANDON TOWN CENTER, a copy of said Development Order is attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, on May 26, 1987, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R87-0170 to extend the build-out date to 1992 and other additional amendments described therein, a copy of said Resolution is attached hereto as Exhibit "B" and incorporated herein by reference; and

WHEREAS, a Notification of Proposed Change to a Previously Approved Development of Regional Impact has been filed with the Tampa Bay Regional Planning Council, Hillsborough County and the Department of Community Affairs; and

WHEREAS, the Notification of Proposed Change provides for an amendment to the Development Schedule such that the build-out date for the entire BRANDON TOWN CENTER shall be 1992; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to 380.06, Florida Statutes is authorized and empowered to consider proposed changes to a previously approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County has on January 23, 1990 held a duly noticed public hearing on said Notification of Proposed Change and has heard and considered testimony and other documents and evidence; and

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

WHEREAS, the BRANDON TOWN CENTER Development Order #89 as amended, provided for full development approval with a build-out date of 1992; and

WHEREAS, mitigation of all Regional Impacts were provided for in the Development Order, as amended; therefore, the consolidation

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 23rd DAY OF January, 1990, AS FOLLOWS:

1. The foregoing recitation and findings of act are hereby incorporated into and made a part of this Resolution.

2. The BRANDON TOWN CENTER Development Schedule as provided for in Section 2 of Resolution #87-0170, is hereby amended to provide the following unified single phase program of development:

BUILD-OUT	LAND USE	BUILDING AREA
1992	Office	500,000 s.f. G.L.A. [1]
1992	Commercial/Retail	1,350,000 s.f. G.L.A.
1992	Multi-Family	129 dwelling units

[1] G.L.A. means Gross Leasable Space

3. The Impact Analysis Methodology found in Section IV. CONDITIONS, M. TRANSPORTATION, Subsection I, in the BRANDON TOWN CENTER Development Order, as amended, recognizes that all transportation impacts of the entire project were evaluated and conditions were set forth for the total mitigation of the project's transportation impacts. In those instances were specific phasing is discussed, those statements shall be construed to reflect the unified single phase program of development approved in this Resolution.

4. Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, Phase I and Subsection III, Phase II of the BRANDON TOWN CENTER Development Order, as amended, shall be consolidated to address the mitigation of transportation impacts for the unified single phase program of development. In all instances where the term "Phase I" is utilized, "Phase I" shall be defined to mean a specific amount of development consisting of 1,100,000 s.f. of commercial/retail and 100,000 s.f. of office. In all instances where the term "Phase II" is utilized, "Phase II" shall be defined to mean a specific amount of development consisting of more than 1,100,000 s.f. of commercial/retail, and more than 100,000 s.f. of office, or any multi-family. Subsection II and Subsection III shall hereinafter be construed to implement the unified single phase program of development approved in this Resolution.

5. The BRANDON TOWN CENTER Development Order, as amended, under Section IV. CONDITIONS, M. TRANSPORTATION, Subsection III, provides for two alternatives for the Developer to mitigate the impacts of development. Pursuant to the BRANDON TOWN CENTER Development Order, as amended, the Developer has selected Alternative Two, and the Board of County Commissioners hereby finds that the Developer shall be governed by the terms of Alternative Two. Any commercial/retail development in excess of 1,100,000 s.f. of commercial/retail or any office development in excess of 100,000 s.f. of office or any multi-family development shall be governed by the Hillsborough County Transportation Impact Fee Ordinance.

emergency medical service facilities are available to serve the building."

b) Section IV. CONDITIONS, J. Energy, paragraph 5. Energy efficient landscaping, is amended to read as follows:

"Prior to approval for each commercial site plan, the applicant shall provide a detailed landscaping plan indicating the areas and quantities of landscape materials provided, which plan will meet or exceed the then existing landscape ordinance of Hillsborough County and shall comply with the requirements contained in the C-U zoning approval. A copy of said plan shall be submitted to staff of the Environmental Protection Commission for its review and comment."

c) Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, paragraph C(1-5), is hereby amended to the extent that where right-of-way is required to be dedicated, the Developer shall prior to the issuance of the first building permit, dedicate all right-of-way specified in paragraph C(1-5). Contributions made under paragraph C(1-5) which exceed the total proportionate share contribution of $1,582,141.00 shall be credited against payments made under Subsection III, paragraph C. Alternate Two of the BRANDON TOWN CENTER Development Order, as amended.

d) Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, paragraph C(5)(b), is amended to read as follows:

"A payment of $200,000.00 to be used for the improvements to Lakewood Road above, which payment shall occur within thirty (30) days of the approval of Resolution #R90-0021."

e) Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, paragraph E, is amended to the extent that beginning on line 14, the portion of the sentence which reads "within the earlier of (a) seven years from the completion of construction for Phase I development as identified in the application, or (b) ten years from the date the County approves of this Development Order" shall be deleted and replaced with "within fifteen (15) years from the date the County approves this Development Order (November 3, 1983)".

7. The changes described herein do not constitute a substantial deviation from the BRANDON TOWN CENTER Development of Regional Impact pursuant to the terms of Florida Statues 380.06(19).

8. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order shall remain unchanged and in full force and effect.

9. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay

Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of January 23, 1990, as the same appears of record in Minute Book 164 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 29th day of January, 1990.

RICHARD AKE, CLERK

APPROVED BY COUNTY ATTORNEY
BY
Approved As To Form And
Legal Sufficiency.

BY: Judith M. Nichols
(Deputy Clerk)

RESOLUTION # R91-0033

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY, FLORIDA
BRANDON TOWN CENTER

Upon motion by Commissioner Joe Chillura, seconded by Commissioner James D. Selvey, the following Resolution was adopted by a vote of 7 to 0, Commissioner(s) _____ voting "No".

WHEREAS, on November 3, 1983, the Board of County Commissioners issued Development Order #89 for the Brandon Town Center Development of Regional Impact hereinafter referred to as BRANDON TOWN CENTER, a copy of said Development Order being attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, on May 26, 1987, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R87-0170 to extend the build-out date to 1992 and other additional amendments described therein, a copy of said Resolution being attached hereto as Exhibit "B" and incorporated herein by reference; and

WHEREAS, on January 23, 1990, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R90-0021 to consolidate the entire project into a single phase with a build-out date of 1992, a copy of said Resolution being attached hereto as Exhibit "C" and incorporated herein by reference; and

WHEREAS, a Notification of Proposed Change to a Previously Approved Development of Regional Impact was filed with the Tampa Bay Regional Planning Council, Hillsborough County and the Department of Community Affairs; and

WHEREAS, the Notification of Proposed Change provides for an amendment to the Development Schedule such that the build-out date for the entire project shall be 1993 and also provides an "unavoidable delay" clause; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to 380.06, Florida Statutes, is authorized and empowered to consider proposed changes to a previously approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County on February 12, 1991 held a duly noticed public hearing on said Notification of Proposed Change and considered the record, including testimony and documentary evidence pertinent thereto; and

WHEREAS, the staffs of the Tampa Bay Regional Planning Council, Hillsborough County, and the Department of Community Affairs have reviewed this Notification of Proposed Change and determined that the proposed changes do not constitute a substantial deviation under applicable statutory law; and

WHEREAS, mitigation of all Transportation Impacts is provided for in the Development Order, as amended; and

WHEREAS, the Board of County Commissioners has determined that the proposed changes do not constitute a substantial deviation requiring further Development of Regional Impact review.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 12th DAY OF February, 1991, AS FOLLOWS;

1. The foregoing recitation and findings of fact are hereby incorporated into and made a part of this Resolution.

2. The BRANDON TOWN CENTER Development Schedule as provided for in Section 2 of Resolution #R90-0021, is hereby amended to provide the following unified single phase program of development:

BUILD-OUT	LAND USE	BUILDING AREA
1993	Office	500,000 s.f. G.L.A.[1]
1993	Commercial/Retail	1,350,000 s.f. G.L.A.
1993	Multi-Family	129 dwelling units

[1]G.L.A. means Gross Leasable Space

2. The BRANDON TOWN CENTER Development Order No. 89, Section III. GENERAL PROVISIONS, is amended to include a new paragraph O which shall read as follows:

> "O. The build-out time for this project may be interrupted or extended by delays attributable to acts of God or natural disasters which directly affect the completion of the Brandon Town Center DRI. In such event, the developer may be allowed to extend such build-out of the project for a period of time as is reasonably necessary to compensate for such delays in order to remedy the effects thereof, provided, however, in no event shall such extension exceed a total of twelve (12) months. Any requested build-out extension or cumulation of extensions beyond twelve (12) months may only be accomplished by an amendment to this Development Order in accordance with the notification and approval provisions of Subsection 380.06(19), Florida Statutes."

3. The changes described herein do not constitute a substantial deviation from the BRANDON TOWN CENTER Development of Regional Impact pursuant to the terms of Section 380.06(19), Florida Statutes.

4. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order, as amended, shall remain unchanged and in full force and effect.

5. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, to JMB/Urban Development Company and its designated representative.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its

regular meeting of February 12, 1991, as the same appears of record in Minute Book 177 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 18th day of February, 1991.

RICHARD AKE, CLERK

By: Judith M. Nichols
(Deputy Clerk)

ALR01B38

APPROVED BY COUNTY ATTORNEY
BY John Robert Wall
Approved As To Form And
Legal Sufficiency.

EXHIBIT "A"

DRAFT
FINAL

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
OF HILLSBOROUGH COUNTY, FLORIDA
DRI # 89
DEVELOPMENT ORDER

Upon motion of Commissioner Paulk, seconded by Commissioner Colson, the following resolution was adopted this 3rd day of November, 1983:

WHEREAS, on September 8, 1982, Federated Department Stores, Inc., filed an application for development approval of a development of regional impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and,

WHEREAS, said application proposed construction of a regional mall/mixed use development located in eastern Hillsborough County; and,

WHEREAS, the Board of County Commissioners as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes, is authorized and empowered to consider applications for development approval for developments of regional impact; and,

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

WHEREAS, the Board of County Commissioners has on May 23; July 25; August 2, 29; September 19, 28; October 12, 19; and November 2, 3, 1983, held a duly noticed public hearing on said application for development approval and has heard and considered testimony and documents received thereon; and,

WHEREAS, the Board of County Commissioners has received and considered the report and recommendations of the Tampa Bay Regional Planning Council; and,

WHEREAS, Hillsborough County has solicited, received and considered reports, comments and recommendations from interested citizens, County and City agencies as well as the review and report of Hillsborough County Administration.

NOW THEREFORE, BE IT RESOLVED THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA:

I. FINDINGS OF FACT

A. Federated Department Stores, Inc. submitted to Hillsborough County, Florida, an application for development approval and sufficiency response which are attached hereto and marked Composite Exhibit A and incorporated herein by reference. Hereinafter, the word "application" shall refer to the application for development approval, and the sufficiency response.

B. Subsequent to the filing of the application the property which is the subject of the described application was transferred to Brandon Town Center Associates, hereinafter referred to as "Developer".

C. The real property which is the subject of the application for development approval is legally described as set forth in Composite Exhibit A, attached hereto and made a part hereof by reference.

D. The proposed development is not an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes.

E. All development shall occur in accordance with this Development Order and Application.

F. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City-County Planning Commission, and the Tampa Bay Regional Planning Council.

II. CONCLUSIONS OF LAW

A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the application as set forth in Composite Exhibit A, the reports, recommendations and testimony heard and considered by the Board of County Commissioners, it is concluded that:

1. The development is not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.

2. The development is consistent with local land development regulations.

3. The development is consistent with the report and recommendations of the Tampa Bay Regional Planning Council.

B. In considering whether the development should be approved subject to conditions, restrictions and limitations, Hillsborough County has considered the criteria stated in subsection 380.06 (13), Florida Statutes.

C. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Development Order and the application.

D. The application for development approval is approved subject to all terms and conditions of this Development Order.

III. GENERAL PROVISIONS

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

B. All provisions contained within the application for development approval marked "Composite Exhibit A" shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.

C. This Resolution shall constitute the Development Order of Hillsborough County in response to the application for development approval for the Brandon Town Center Development of Regional Impact.

D. The definitions contained in Chapter 380, Florida Statutes (1981), shall govern and apply to this Development Order.

E. This Development Order shall be binding upon the Developer and its heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of, any branch of government or governmental agency.

F. In the event that any portion or section of this 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 Development Order which shall remain in full force and effect.

G. Whenever this 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 development of regional impact applications as well as all governmental agencies and departments set forth under applicable laws and rules governing developments of regional impact.

H. In each instance in this Development Order where the Developer is responsible for ongoing maintenance of facilities at Brandon Town Center, the Developer may transfer any or all of its 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, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the Regional Planning Council shall result in further development of regional impact review pursuant to law and may result in Hillsborough County ordering a termination of development activity pending such review.

J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this 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 Development Order. The County Administrator shall issue a notice of such non-compliance to the Developer and if the deviation is not corrected within a reasonable amount of time shall recommend that the Board of County Commissioners establish a hearing to consider such deviations.

K. The Developer shall file an annual report in accordance with Section 380.06(16), Florida Statutes (1981), and appropriate rules and regulations. Such report shall be due on the anniversary of the effective date of this Development Order for each following year until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for receipt by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners hearing wherein such report is to be reviewed. Provided, however, that 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 Development Order. The report shall contain:

1. 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;

2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following submittal of the annual report;

3. A statement listing all applications for incremental review required pursuant to this Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the annual report;

4. A statement setting forth the name(s) and address of any heir, assignee or successor in interest to this Development Order.

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

M. This Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes (1981).

N. Upon adoption, this Development Order shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners, by certified mail, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and the Developer.

IV. CONDITIONS

A. <u>Air Quality</u>

The Developer shall undertake the following mitigative measures to control soil erosion and air pollutants during construction activities:

1. Designate haul routes on site, to channel main traffic over a path which can be stabilized; and

2. Undertake chemical stabilization over heavily travelled primary haul route sections; and

3. Undertake mid-weekly cleaning of dirt during construction off paved roads adjacent to the site or as required by grading permit; and

4. Wherever possible use selective clearing to allow natural seeding to stabilize the disturbed soil and berms to minimize wind erosion; and

5. Water all dirt roads as necessary; and

6. Develop asphalt roads as soon as practical; and

7. Stage clearing of land within development pods to reduce land opended and exposed to windy conditions (the above-referenced "pod" shall be defined as the area shown on the General Site Plan as being devoted to a specific use i.e. general commercial, office, regional mall or multi-family, and separated from other "pods" by internal roadways, project boundaries and/or a broken boundary line); and

8. Undertake watering and spraying at all stages of clearing to insure dust control; and

9. Undertake mulching, seeding and sodding as soon as possible after final grading is completed; and

10. Undertake progressive development of roadways, landscaping and buildings for purposes of reducing fugitive dust emissions.

B. Geology

The Developer shall complete the final sub-soil testing referenced in the application to determine the best foundation type and soil bearing capacities within the project development area. Where appropriate, the results of these tests shall be utilized by staff during the construction permitting stages of the development.

C. Erosion Control

Developer shall utilize the following practices to prevent potential pollutants from leaving the construction site:

1. Straw filter barriers and/or filter fabric at discharge points including temporary discharge points; and

Temporary sediment basins and perimeter dike systems to be installed as a first step in the grading process and to be checked and cleaned out regularly; and

3. Complete grading activities and installation of erosion control measures in a timely manner to minimize erosion potential.

D. Drainage

1. It is the intention of the Developer to dedicate to Hillsborough County the drainage system identified as the relocated Delaney Creek. Upon dedication, maintenance responsibility for said area shall rest with Hillsborough County.

2. The Developer or his successors shall undertake parking lot sweeping as a routine maintenance function.

3. Those portions of the stormwater drainage system and retention and detention ponds not dedicated to Hillsborough County shall remain the responsibility of the Developer or his successor.

4. Parking lot underdrains shall be installed by the Developer if determined to be necessary by Hillsborough County Engineering Department during detailed site plan review. If underdrains are determined to be necessary, their retention capacity may be considered in sizing retention ponds.

E. Water Quantity

The elevations for all habitable structures shall be at or above the 100-year flood elevation, and shall meet the requirements of local flood elevation regulations.

F. Wetlands/Wildlife

1. The realignment of Delaney Creek must be completed in such a fashion as not to produce any "turbid discharges". The realignment of Delaney Creek shall not be considered complete until the following criteria are met:

a. The land area designated as recreated wetlands can maintain a soil moisture regime (frequency and duration), equal to or exceeding antecedent conditions as correlated to water year and rainfall event, without the manipulation of available water quantities; and,

b. All banks and slopes are stabilized with self-sustaining vegetation; and,

c. No evidence of excessive erosion exists; and,

d. No evidence of unplanned channel development exists; and,

e. Complete ground cover vegetation has been established that is healthy and self-sustaining; and,

f. The presence of healthy and self-propagating native wetland grasses and other herbs within the recreated wetland has been demonstrated;

2. The Developer is to replace on an acre-for-acre basis all areas determined to be "waters of Hillsborough County".

3. The areas to be replaced shall be restored in the fashion outlined in the plan submitted to the Hillsborough County Environmental Protection Commission on August 9, 1983. (A copy of which plans are attached hereto as Composite Exhibit D and incorporated herein by reference)

4. All restoration efforts must comply with the Rules and Regulations of the Hillsborough County Environmental Protection Commission.

5. There shall be a minimum of at least a ten foot (10') wide buffer strip of native transitional species preserved around wetland areas proposed for preservation or mitigation.

6. The Developer shall employ the following methods for purposes of enhancing fish and wildlife values in Delaney Creek and other wetland areas:

a. Shallow re[illegible]on ponds with wide, gently sloping littoral zones; and,

b. Reconstruction of Delaney Creek as a wide, shallow meandering channel within the right-of-way shown on the General Site Plan; and,

c. Revegetation of constructed littoral zones, using native wetland species; and,

d. Relocation of top soil and shallow mulch deposits from disturbed areas to mitigation sites; and,

e. Provision of adequate water supply and water level controls; and,

f. Routing of filtered stormwater through preserved or relocated wetlands or bayheads.

7. a. The project's stormwater drainage system may incorporate wetlands on-site, but no direct discharge from any impervious surfaces shall be permitted into any wetland which is designated as a "conservation" area. The project' stormwater system shall be designed to maintain a hydro-period acceptable to the Environmental Protection Commission for all "conservation areas" on-site, unless otherwise approved by the Hillsborough County Environmental Protection Commission. The total stormwater management system, including lakes, swales, and wetland areas shall be designed and maintained in conformanc with applicable law.

b. A surface water quality monitoring program shall be conducted by the applicant to monitor any potentia impact of the project on Delaney Creek. Samples shall be collected on a monthly basis from all on-site discharge points throughout the construction of the project. One sampling interval shall be scheduled prior to the commencement of any project construction. Samples shall be collected on the same date each month, whenever possible. Daily rainfall data or daily stream flow data shall be provided to correlate stream flow with concentrations of specified parameters. Parameters to be measured at each sampling point during each sampling interval are: BOD_5, Dissolved Oxygen, Turbidity, Total Nitroge Nitrate, Total Phosphorus, Oil/Grease, Lead, Temperature, pH.

participate in County pro ms designed to maximize the use of effluent for non-potable uses.

4. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction. Approvals shall be obtained from all appropriate local and State agencies.

J. Energy

Within the acknowledged constraints of operating and construction budgets, the Developer shall encourage the following energy management/conservation measures:

1. Use of energy conservation features and techniques for interior and exterior building design, including passive solar orientation of buildings; and,

2. High efficiency mechanical equipment; and,

3. Automated climate control systems; and,

4. Interior/exterior lighting load management systems; and,

5. Energy efficient landscaping.

Prior to detailed site plan approval for each phase of the development, the applicant shall provide a detailed landscaping plan indicating the areas and quantities of landscaped materials to be provided, which plan will meet or exceed the then existing landscape ordinance of Hillsborou County and shall comply with the requirements contained in the C-U I A copy of said plan shall also be submitted to staff of the Environmen Protection Commission for its review and comment.

K. On-Site Wells/Irrigation Systems

The Developer or his successors shall be respons for the operation and maintenance of all on-site wells and landscape irrigation systems.

L. Drainage Conditions

The development's stormwater management system shall be designed in accordance with Hillsborough County's

discharge and volume-sensiti[illegible]in criteria. Peak discharge for a 25-year 24-hour storm for the developed site shall not exceed the 10-year 24-hour peak discharge for the undeveloped site.

In addition, the runoff volume for the first 24 hours of a 25-year 24-hour storm on the post-developed site shall not exceed the runoff from an existing 25-year 24-hour storm.

(CONTINUED ON NEXT PAGE)

TRANSPORTATION

M.

I. Impact Analysis Methodology

The Brandon Town Center development will substantially impact several regionally significant transportation facilities within the project's impact area. Quantification of the project's impact on area transportation facilities is based on the following methodology. Existing traffic volumes on roadways in the impact area were determined by physically counting traffic on those roadways. Growth factors were then applied to determine the "existing background" traffic for each phase of the development. In addition to existing background traffic, allowances were made for traffic projected to be generated by approved developments which have not been built ("proposed background" traffic). The sum of existing background traffic and proposed background traffic was used as the basis against which traffic generated by each phase of the project was evaluated.

The conditions precedent to consideration of a roadway segment as an element of the total impact of the project are: (a) The project's traffic on the roadway segment must equal or exceed 5% of the daily LOS C or D peak hour capacity of the existing roadway, and (b) the Developer's traffic, plus the total background traffic on the roadway segment, must result in a reduction of the level of service on the segment to LOS D or worse. If traffic generated by the project phase on the specific road segment satisfies both of the above conditions, the Developer's proportional share of the cost of improving said roadway segment to an acceptable service level shall be considered part of the Developer's total fiscal impact on the transportation system. The proportionate share is calculated by multiplying the project's traffic as a percentage of the daily LOS C capacity of the improved roadway times the cost of the proposed improvement. Not considered as element of the total fiscal impact are improvements which are under construction or which have been assigned a funding commitment in an approved transportation improvements program. The commitments by the Developer or other responsible entities for those transportation system improvements necessary to accommodate each phase of the Brandon Town Center development are identified below. The improvements listed in this development order for both phases are predicated on the Tampa Bay Regional Planning Council's DRI Report dated May 9, 1983 and Hillsborough County's table of improvements dated October 7, 1983.

II. PHASE I

A. Prior to the issuance of [illegible] building permits for Phase [illegible] identified in the application, [illegible] County shall have begun the development of a transportation improvement plan for the Brandon area in cooperation with the Florida Department of Transportation and the Tampa Bay Regional Planning Council. The completion of this plan is scheduled to be accomplished prior to the issuance of building permits for Phase II, and may include but not be limited to:

1. Identification of the regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional roadways to be constructed within the study area.

2. The existing, approved and projected development to be included with the plan.

3. The manner by which the traffic impact of existing development will be documented and assessed.

4. The manner by which the traffic impact of approved and projected development will be documented and assessed.

5. Daily Level of Service C, D peak hour shall be the designated goal of the plan.

6. A study of mass transit as a viable alternative to alleviate overburdening of the roadways.

7. Identification of specific construction implementation goals, such as right-of-way acquisition and implementation of additional north/south and east/west corridors designed to coincide with transportation improvement needs generated by each phase completion for projects approved within the study area.

8. Identify available funding commitments for the improvements.

B. Under current conditions, the following transportation improvements are necessary to mitigate the impact of Phase I of Brandon Town Center.

1. The improvements listed in this subparagraph are necessary to mitigate the projects Phase I transportation impacts however, said improvements were not considered as elements of the Developer's total fiscal impact on the transportation system.

   (a) Improve Causeway Boulevard to six lanes divided from U.S. 301 to Providence Road. Brandon Town Center will contribute 11.1% of the existing daily LOS C

capacity and 4.7% of improved daily LOS C capacity in Phase I. This improvement is under construction by Hillsborough County.

(b) Improve Lumsden Road to four lanes from Providence Road to Kings Avenue. Brandon Town Center will contribute 60.8% of the existing daily LOS C capacity and 25.7% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by Hillsborough County.

(c) Monitor traffic flows on Kingsway Road from S.R. 60 north to Windhorst Road and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 6.7% of the existing daily LOS C capacity.

(d) Monitor traffic flows on Providence Road from Lumsden Road to Bloomingdale Avenue and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 11.9% of the existing daily LOS C capacity.

(e) Monitor traffic flows on Causeway Boulevard from 78th Street to U.S. 301 and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 6.0% of the existing daily LOS C capacity.

(f) Improve S.R. 60 to six lanes divided from Orangeland Road to Lakewood Drive. Brandon Town Center will contribute 16.1% of the existing daily LOS C capacity and 10.5% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by the Florida Department of Transportation.

(g) Improve S.R. 60 to six lanes divided from Lakewood Drive to Kings Avenue. Brandon Town Center will contribute 23.7% of the existing daily LOS C capacity and 15.5% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by the Florida Department of Transportation.

(h) At the S.R. 60/Lakewood intersection, add two eastbound through lanes, two westbound through lanes, and

a northbound to west a left-turn lane. Brandon Town Center will contribute 15.3% of the existing peak hour LOS D capacity and 7.6% of the improved peak-hour LOS D capacity in Phase I. One additional through lane in each direction is included as a programmed improvement by the Florida Department of Transportation.

(i) At the Lumsden Road/Kings Avenue intersection, add a southbound to westbound right-turn lane and a northbound to eastbound right-turn lane. Brandon Town Center will contribute 11.0% of the existing peak hour LOS D capacity and 16.6% of the improved peak-hour LOS D capacity in Phase I. This is a programmed improvement by Hillsborough County.

2. The improvements described in Exhibit B and C (dated October 7, 1983) are projected to be required to mitigate the project's Phase I transportation impacts combined with proposed and existing background traffic and represent the basis for the computation of the Developer's proportionate share described in Paragraph II. C., below.

16 B

C. As a condition of approval of Phase I of the project the Developer shall assume financial responsibility as set forth below for a proportionate share of the cost of construction of improvements to the facilities identified in Exhibits B and C. The Developers proportionate share as determined pursuant to the methodology described herein is $1,582,141.00. To discharge its responsibility for this proportionate share, the Developer shall make the following contributions to Hillsborough County:

1. Prior to the issuance of any building permits for Phase I, provide right-of-way for the intersection improvements of the main entrance to Brandon Town Center and S.R. 60, in accordance with the requirements which have been established by the Florida Department of Transportation, which improvements are valued at $70,000.00.

2. a. Prior to issuance of the final certificate of occupancy for the first 1,200,000 square feet of the project, dedicate the right-of-way and construct the portion of the new north/south corridor from Lumsden Road to the access road B, as identified on the General Site Plan, which contributions are valued at $362,727.00.

b. In the event the County, at a point earlier than issuance of the final certificate of occupancy described above has:

(1) Awarded or caused to be awarded construction contracts for that portion of the new North/South road from S.R. 60 to the point of beginning of the Developer's responsibility described herein, and

(2) Scheduled completion of that portion prior to issuance of the final certificate of occupancy,

then the Developer shall dedicate the right-of-way and complete construction of the road identified on the General Site plan contemporaneous with completion of construction of the other portion described herein.

c. Provided, however, that dedication of the right-of-way and completion of construction by the Developer shall in any event occur no later than the issuance of the final certificate of occupancy described herein. Also, in no event shall the Developer be expected to dedicate the right-of-way and complete construction prior to issuance of certificates of occupancy for 600,000 square feet of the project. If the County has performed the conditions precedent described above prior to issuance of the certificate of occupancy for 600,000 square feet, then the Developer shall upon issuance of said certificate of occupancy immediately undertake its responsibility to dedicate said right-of-way and construct the road segment.

d. The required right-of-way shall be 80 feet wide so as to accommodate construction of a four-lane divided urban section. All construction shall be undertaken in accordance with County standards relating to roadway construction.

e. Certificate of Occupancy shall be construed to mean those certificates of occupancy issued by the County to the Developer for shell construction of buildings and shall not refer to those certificates of occupancy issued to individual businesses that may lease or otherwise acquire space within said faculty.

f. Responsibility for construction of traffic control devices at the intersection of the new North/South road and Lumsden shall be borne by the Developer, provided, however, that the Developer shall be entitled to a credit for the cost thereof at such time as the North/South road is extended to S.R. 60.

Prior to the issuance of any building permits for Phase I of the development, dedicate right-of-way for the new north/south corridor which runs from access road B to the northerly boundary of the project north of Parcel J as identified on the General Site Plan, which contribution is valued at $75,000.00. This contribution is subject to the conditions set out in paragraph II. E. below.

4. Prior to the issuance of any building permits for Phase I of the development, dedicate 14 acres for right-of-way for the new east/west road connecting with the Crosstown Expressway which right-of-way is identified on the approved general site plan, which contribution is valued at $1,050,000.00. The described 14 acres is comprised of a corridor approximately 200' feet wide beginning at the western boundary of the project aligned with the crosstown expressway interchange east to the eastern most boundary of the Brandon Town Center project site. This contribution is subject to the condition set out in paragraph II. E. below.

5. A cash contribution of $300,000.00 payable as follows:

   a. A payment of $100,000.00 upon final approval of this development order, which payment will be used to begin development of the Brandon Area Transportation Improvements Plan.

   b. A payment of $200,000.00 to be used for the improvements to Lakewood Road above, which payment will be made at the earlier of (1) the time contracts are awarded to construct said improvements, or (2) the time building permits are issued for Phase I.

The contributions identified in this paragraph are at present value and shall constitute the final and complete satisfaction by the Developer of all obligations for all off-site transportation improvements related to Phase I of Brandon Town Center.

D. The County agrees to utilize the Developer's contributions for the specific purposes stated above. The County shall award contracts for implementation of transportation improvements projects identified in Exhibit B and C upon receipt of contributions or impact assessment fees from development projects in this impact area which equal the cost of these improvements when coupled with funds received from other sources and funds allocated in the County's transportation improvement program; provided, however, that the above-referenced list of improvements may be modified based on subsequent transportation system management measures and transportation studies under Florida Statutes

§380.06. In the event Tampa Bay Regional Planning Council revises its threshold criteria for level of service or for the development's traffic as a percentage of a facility's capacity, and the County concurs with said revision, then improvements identified in this development order which exceed these thresholds will be added as conditions of this development order and those improvements which do not exceed these thresholds shall be eliminated. In the event that the above-described revision necessitates a modification to the Developer's proportionate share said modification shall take place during calculation of the total fiscal impact for Phase II.

E. The Developer has agreed to dedicate the right-of-way identified in paragraphs II.C.3. and II.C.4. based on the County's proposal to develop and implement a transportaton plan for the Brandon area which will result in the construction of new east/west and north/south roadways. Construction of the portions of the roadways which would fall in the above referenced rights-of-way is not yet an approved County project. By dedicating these rights-of-way, the Developer is effectively precluded from developing the parcels identified on the approved General Site Plan as parcels K, L, J, M, N and O until a decision is made whether these roadways will be built, and if so, where they will be located. If the County has either awarded or caused to be awarded construction contracts for construction of these roadways as hereinafter defined, within the earlier of (a) seven years from the completion of construction for Phase I development as identified in the application, or (b) ten years from the date the County approves of this Development Order, the Developer shall be allowed to redesign the area encompassed by the parcels identified above, to accommodate the new roadways, subject to approval as otherwise contemplated herein by the County Department of Development Coordination which approval shall not be unreasonably withheld. For purposes of this paragraph, "these roadways" is defined to mean (1) as to the east/west road: a four-lane road which runs from the Crosstown Expressway to Kings Avenue; and (2) as to the north/south road: a two-lane road which runs either (a) from S.R. 60 to Bloomingdale, or (b) from S.R. 60 to a point of intersection with the southern east/west corridor, provided that the County has awarded or caused to be awarded construction contracts for construction of that portion of the southern east/west corridor which runs from said intersection to Providence Road. These roadway links are identified on Exhibit "E" attached hereto and made a part hereof. Such redesign, under the terms of this paragraph, shall not be deemed a conceptual modification" under the County's C-U ordinance or a "substantial deviation" under Chapter 380, Florida Statutes or other applicable rules and regulations. If the County has not awarded construction contracts for the east/west road as described above within the time

frame [illegible] out above, the County shall forthwith return the property dedicated for the east/west road to the Developer, at no additional cost to the Developer, and make no further claims within the context of the zoning or development of Regional Impact Process against said property. If the County has not awarded or caused to be awarded construction contracts for either of the north/south road alternatives as described above within the time frame set out above, then the County shall forthwith return the property dedicated for the north/south road to the Developer, at no additional cost to the Developer, and make no further claims within the context of the zoning or Development of Regional Impact process against said property. The redesign referenced in this paragraph may result in reallocation of density or intensity of uses to other parcels of like uses on a prorata basis, or in the conversion of multi-family uses to office or commercial uses if the Developer determines that the introduction of the roadways precludes a viable multi-family development. The conversion shall be based on a balancing of the density and intensity of uses and impacts such that the total density and intensity of uses and impacts of the revised development plan do not exceed the total density and intensity of uses and impacts of the approved plan. Intensity, in the conversion of uses in the current multi-family areas (Areas J, M, and O), shall not exceed 8,712 square feet per acre for general commercial or 15,625 square feet per acre for office. Total project square footage shall not exceed the total square footage approved at the time of rezoning. Office and general commercial shall be the only conversion uses permitted in these areas. A conversion of uses or reallocation of densities must meet all requirements of the conditions in the CU zoning and the Development Order for this project except as provided for herein relating to approval of waivers. If the conversion or reallocations becomes necessary as a direct result of the location and construction of the County's north/south and east/west roads, the Zoning Administrator shall review and approve waivers of the setback and height limitations in the affected areas up to 50 percent to accommodate the conversion or reallocation successfully, which review and approval shall not be unreasonably withheld. Said conversions or reallocation of densities must be designated on a revised General Site Plan as well as any necessary revised Detailed Site Plans. The revised General Site Plan submitted by the Developer for certification shall reflect the potential uses in Areas J, M, and O (i.e., General Commercial, Office, and/or Multi-Family).

F. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsible for construction of access points and installation of traffic control devices necessitated by the project at those locations where project

be construed to mean [illegible] -of-way desired for construction of roads intended to implement area transportation plans and does not include right-of-way dedicated for any other County purpose

(2) Roadway construction performed by the Developer at the request of the County in mitigation of Phase II transportation impacts shall be valued in accordance with industry standards and generally accepted accounting principles.

(3) a. The Developer shall have the option to re-design Roadway E as identified on the general site plan in an effort to relocate said roadway in the corridor for the new East/West Roadway. The developer shall provide its proposal to the County for its review and concurrence, which concurrence shall not be unreasonably withheld. If the Developer constructs this roadway as part of the new East/West Roadway, it shall do so in compliance with County standards, and the Developer shall be entitled to full credit against his proportionate share assessments for the project for the engineering and construction costs of such construction. The above-referenced redesign shall not be deemed a "conceptual modification" under the County's C-U ordinance or a "substantial deviation" under Chapter 380, Florida Statutes or other applicable rules and regulations.

b. If the developer does not relocate Roadway E as described above, and (a) the County has constructed the North/South road from State Road 60 to Lumsden's, intersection with Roadway E, but (b) the County has not constructed the East/West corridor from the Crosstown Expressway to Kings Avenue, then the Developer shall be entitled to a credit against its proportionate share assessments for the project of 72.8% of the sum of the then fair market value of the right-of-way for Roadway E plus the actual engineering and construction costs of said road, and the Developer shall thereupon dedicate Roadway E to the County and the County shall accept the dedication.

(4) Credit against the pr. rtionate share contribution for Phase II transportation impacts will be allowed for all contributions made in Phase I which exceed the total proportionate share contribution for Phase I.

(5) a. The Developer, at its option, may develop and participate in a Transportation System Management (TSM) Program. The TSM Program may include procedures to encourage and facilitate the use of car pooling, van pooling, flex time, transit ridership and provision of bus stop shelters, and shall be developed through the coordinated efforts of the Developer, Hillsborough County, Florida Department of Transportation, the Hillsborough County Metropolitan Planning Organization Hillsborough Area Regional Transit Authority and the Tampa Bay Regional Planning Council. If the Developer can demonstrate to the County, in accordance with generally accepted traffic engineering methodology and practices, that the implementation of TSM measures over and above those identified in the application can reduce the development's share of existing capacities for roadway links or intersections (at acceptable levels of service), below the 5% threshhold which triggers the requirement for an improvement to be made (or such other threshold as is then in effect), then, if such TSM measures are committed to by the Developer or other responsible agencies, those particular improvements will be deleted from the list of required improvements for which the Developer is assessed a proportionate share contribution and the assessments against Phase II will be reduced accordingly, subject to further adjustment as described herein.

The "further adjustments" referred to in this provision shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits and shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's [illegible] share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the Developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

b. If the Developer can demonstrate to the County that the implementation of TSM measures over and above those identified in the application can reduce the development's share (expressed as a percentage) of the improved capacity of a roadway link or intersection, which percentage is the basis for calculating the Developer's contribution to an improvement, then the Developer's contribution to that improvement shall be adjusted accordingly, subject to further adjustment as described herein.

The "further adjustments" referred to in this provision shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits B and C shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the developer's maximum Phase II contribution of $2,264,579.

(6) a. Prior to the issuance of building permits for Phase II, as identified in the application the Developer may, at his expense and at his option, conduct, in accordance with the provisions of Florida Statutes 5380.06, a new transportation study of the Brandon Town center transportation impact area as established by the County, the Tampa Bay Regional Planning Council and the Developer during the initial review of the Application. This new traffic study shall be prepared in a manner consistent with that contained in the application and shall be in accordance with generally accepted traffic engineering practices. The new study shall analyze the transportation system in the impact area based on existing and approved development, plus the projected impact of Phase II of the project or that portion of Phase II for which approvals are being sought. The new study shall serve to verify the findings of the original Development of Regional Impact and to indicate whether or not there are alternative transportation improvements or mechanisms, which, if implemented, will maintain the facilities identified in Exhibit B and C at a satisfactory level of service.

b. If the new transportation study establishes that certain of the improvements referred to in Exhibit B and C should no longer be considered as a factor in the determination of the Developer's proportionate contribution, because the specific roadway link or intersection does not satisfy both of the conditions precedent to the requirement for an improvement to be made, as set out above, or such other less strigent conditions precedent which have been established by the County and which are in effect, at the time of the transportation study, then the Developers proportionate share contribution for Phase II of the project shall be altered accordingly, subject to further adjustment as described herein.

c. If the new study establishes that the development's share, expressed as a percentage, of the improved capacity of a roadway link or intersection changes, then the Developer's contribution to that improvement shall be adjusted accordingly, subject to further adjustment as described herein.

d. The "further adjustments" referred to in Paragraph b and c, above, shall be calculated as follows:

RESOLUTION # R 90-0021

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
HILLSBOROUGH COUNTY, FLORIDA
BRANDON TOWN CENTER

Upon motion by Commissioner padgett, seconded by Commissioner Platt, the following Resolution was adopted by a vote of 4 to 2, Commissioner(s) Platt and Busansky voting "No".

WHEREAS, on November 3, 1983, the Board of County Commissioners issued Development Order #89 for the Brandon Town Center Development of Regional Impact hereinafter referred to as BRANDON TOWN CENTER, a copy of said Development Order is attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, on May 26, 1987, the Board of County Commissioners amended the BRANDON TOWN CENTER Development Order through Resolution #R87-0170 to extend the build-out date to 1992 and other additional amendments described therein, a copy of said Resolution is attached hereto as Exhibit "B" and incorporated herein by reference; and

WHEREAS, a Notification of Proposed Change to a Previously Approved Development of Regional Impact has been filed with the Tampa Bay Regional Planning Council, Hillsborough County and the Department of Community Affairs; and

WHEREAS, the Notification of Proposed Change provides for an amendment to the Development Schedule such that the build-out date for the entire BRANDON TOWN CENTER shall be 1992; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to 380.06, Florida Statutes is authorized and empowered to consider proposed changes to a previously approved Development of Regional Impact; and

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

WHEREAS, the Board of County Commissioners of Hillsborough County has on January 23, 1990 held a duly noticed public hearing on said Notification of Proposed Change and has heard and considered testimony and other documents and evidence; and

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

WHEREAS, the BRANDON TOWN CENTER Development Order #89 as amended, provided for full development approval with a build-out date of 1992; and

WHEREAS, mitigation of all Regional Impacts were provided for in the Development Order, as amended; therefore, the consolidation of the project into a single phase does not create a substantial deviation; and

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

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 23rd DAY OF January, 1990, AS FOLLOWS:

1. The foregoing recitation and findings of act are hereby incorporated into and made a part of this Resolution.

2. The BRANDON TOWN CENTER Development Schedule as provided for in Section 2 of Resolution #87-0170, is hereby amended to provide the following unified single phase program of development:

BUILD-OUT	LAND USE	BUILDING AREA
1992	Office	500,000 s.f. G.L.A. [1]
1992	Commercial/Retail	1,350,000 s.f. G.L.A.
1992	Multi-Family	129 dwelling units

[1] G.L.A. means Gross Leasable Space

3. The Impact Analysis Methodology found in Section IV. CONDITIONS, M. TRANSPORTATION, Subsection I, in the BRANDON TOWN CENTER Development Order, as amended, recognizes that all transportation impacts of the entire project were evaluated and conditions were set forth for the total mitigation of the project's transportation impacts. In those instances were specific phasing is discussed, those statements shall be construed to reflect the unified single phase program of development approved in this Resolution.

4. Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, Phase I and Subsection III, Phase II of the BRANDON TOWN CENTER Development Order, as amended, shall be consolidated to address the mitigation of transportation impacts for the unified single phase program of development. In all instances where the term "Phase I" is utilized, "Phase I" shall be defined to mean a specific amount of development consisting of 1,100,000 s.f. of commercial/retail and 100,000 s.f. of office. In all instances where the term "Phase II" is utilized, "Phase II" shall be defined to mean a specific amount of development consisting of more than 1,100,000 s.f. of commercial/retail, and more than 100,000 s.f. of office, or any multi-family. Subsection II and Subsection III shall hereinafter be construed to implement the unified single phase program of development approved in this Resolution.

5. The BRANDON TOWN CENTER Development Order, as amended, under Section IV. CONDITIONS, M. TRANSPORTATION, Subsection III, provides for two alternatives for the Developer to mitigate the impacts of development. Pursuant to the BRANDON TOWN CENTER Development Order, as amended, the Developer has selected Alternative Two, and the Board of County Commissioners hereby finds that the Developer shall be governed by the terms of Alternative Two. Any commercial/retail development in excess of 1,100,000 s.f. of commercial/retail or any office development in excess of 100,000 s.f. of office or any multi-family development shall be governed by the Hillsborough County Transportation Impact Fee Ordinance.

6. BRANDON TOWN CENTER Development Order No. 89 is amended as follows:

a) Section IV. CONDITIONS, I. Public Facilities, paragraph 1, is amended to read as follows:

"Prior to issuance of approval for each Detailed Site Plan, the Developer shall provide to Hillsborough County verification that the adequate police, fire service and

emergency medical service facilities are available to serve the building."

b) Section IV. CONDITIONS, J. Energy, paragraph 5. Energy efficient landscaping, is amended to read as follows:

"Prior to approval for each commercial site plan, the applicant shall provide a detailed landscaping plan indicating the areas and quantities of landscape materials provided, which plan will meet or exceed the then existing landscape ordinance of Hillsborough County and shall comply with the requirements contained in the C-U zoning approval. A copy of said plan shall be submitted to staff of the Environmental Protection Commission for its review and comment."

c) Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, paragraph C(1-5), is hereby amended to the extent that where right-of-way is required to be dedicated, the Developer shall prior to the issuance of the first building permit, dedicate all right-of-way specified in paragraph C(1-5). Contributions made under paragraph C(1-5) which exceed the total proportionate share contribution of $1,582,141.00 shall be credited against payments made under Subsection III, paragraph C. Alternate Two of the BRANDON TOWN CENTER Development Order, as amended.

d) Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, paragraph C(5)(b), is amended to read as follows:

"A payment of $200,000.00 to be used for the improvements to Lakewood Road above, which payment shall occur within thirty (30) days of the approval of Resolution #R90-0021."

e) Section IV. CONDITIONS, M. TRANSPORTATION, Subsection II, paragraph E, is amended to the extent that beginning on line 14, the portion of the sentence which reads "within the earlier of (a) seven years from the completion of construction for Phase I development as identified in the application, or (b) ten years from the date the County approves of this Development Order" shall be deleted and replaced with "within fifteen (15) years from the date the County approves this Development Order (November 3, 1983)".

7. The changes described herein do not constitute a substantial deviation from the BRANDON TOWN CENTER Development of Regional Impact pursuant to the terms of Florida Statues 380.06(19).

8. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order shall remain unchanged and in full force and effect.

9. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, to JMB/Urban Development Company and its designated representative.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County,

Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of January 23, 19 90, as the same appears of record in Minute Book 164 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 29th day of January, 19 90.

RICHARD AKE, CLERK

APPROVED BY COUNTY ATTORNEY
BY
Approved As To Form And
Legal Sufficiency.

BY: Judith M. Nichols
(Deputy Clerk)

EXHIBIT "A"

Draft #2
FINAL 11/3/83

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
OF HILLSBOROUGH COUNTY, FLORIDA
DRI # 89
DEVELOPMENT ORDER

Upon motion of Commissioner Paulk, seconded by Commissioner Colson, the following resolution was adopted this 3rd day of November, 1983:

WHEREAS, on September 8, 1982, Federated Department Stores, Inc., filed an application for development approval of a development of regional impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and,

WHEREAS, said application proposed construction of a regional mall/mixed use development located in eastern Hillsborough County; and,

WHEREAS, the Board of County Commissioners as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes, is authorized and empowered to consider applications for development approval for developments of regional impact; and,

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

WHEREAS, the Board of County Commissioners has on May 23; July 25; August 2, 29; September 19, 28; October 12, 19; and November 2, 3, 1983, held a duly noticed public hearing on said application for development approval and has heard and considered testimony and documents received thereon; and,

WHEREAS, the Board of County Commissioners has received and considered the report and recommendations of the Tampa Bay Regional Planning Council; and,

WHEREAS, Hillsborough County has solicited, received and considered reports, comments and recommendations from interested citizens, County and City agencies as well as the review and report of Hillsborough County Administration.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA:

I. FINDINGS OF FACT

A. Federated Department Stores, Inc. submitted to Hillsborough County, Florida, an application for development approval and sufficiency response which are attached hereto and marked Composite Exhibit A and incorporated herein by reference. Hereinafter, the word "application" shall refer to the application for development approval, and the sufficiency response.

B. Subsequent to the filing of the application the property which is the subject of the described application was transferred to Brandon Town Center Associates, hereinafter referred to as "Developer".

C. The real property which is the subject of the application for development approval is legally described as set forth in Composite Exhibit A, attached hereto and made a part hereof by reference.

D. The proposed development is not an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes.

E. All development shall occur in accordance with this Development Order and Application.

F. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City-County Planning Commission, and the Tampa Bay Regional Planning Council.

II. CONCLUSIONS OF LAW

A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the application as set forth in Composite Exhibit A, the reports, recommendations and testimony heard and considered by the Board of County Commissioners, it is concluded that:

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

2. The development is consistent with local land development regulations.

3. The development is consistent with the report and recommendations of the Tampa Bay Regional Planning Council.

B. In considering whether the development should be approved subject to conditions, restrictions and limitations, Hillsborough County has considered the criteria stated in subsection 380.06 (13), Florida Statutes.

C. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Development Order and the application.

D. The application for development approval is approved subject to all terms and conditions of this Development Order.

III. GENERAL PROVISIONS

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

B. All provisions contained within the application for development approval marked "Composite Exhibit A" shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.

C. This Resolution shall constitute the Development Order of Hillsborough County in response to the application for development approval for the Brandon Town Center Development of Regional Impact.

D. The definitions contained in Chapter 380, Florida Statutes (1981), shall govern and apply to this Development Order.

E. This Development Order shall be binding upon the Developer and its heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of, any branch of government or governmental agency.

F. In the event that any portion or section of this 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 Development Order which shall remain in full force and effect.

G. Whenever this 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 development of regional impact applications as well as all governmental agencies and departments set forth under applicable laws and rules governing developments of regional impact.

H. In each instance in this Development Order where the Developer is responsible for ongoing maintenance of facilities at Brandon Town Center, the Developer may transfer any or all of its 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, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the Regional Planning Council shall result in further development of regional impact review pursuant to law and may result in Hillsborough County ordering a termination of development activity pending such review.

J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this 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 Development Order. The County Administrator shall issue a notice of such noncompliance to the Developer and if the deviation is not corrected within a reasonable amount of time shall recommend that the Board of County Commissioners establish a hearing to consider such deviations.

K. The Developer shall file an annual report in accordance with Section 380.06(16), Florida Statutes (1981), and appropriate rules and regulations. Such report shall be due on the anniversary of the effective date of this Development Order for each following year until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for receipt by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners hearing wherein such report is to be reviewed. Provided, however, that 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 Development Order. The report shall contain:

1. 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;

2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following submittal of the annual report;

3. A statement listing all applications for incremental review required pursuant to this Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the annual report;

4. A statement set[illegible] forth the name(s) and address of any heir, assignee or successor in interest to this Development Order.

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

M. This Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes (1981).

N. Upon adoption, this Development Order shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners, by certified mail, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and the Developer.

IV. CONDITIONS

A. <u>Air Quality</u>

The Developer shall undertake the following mitigative measures to control soil erosion and air pollutants during construction activities:

1. Designate haul routes on site, to channel main traffic over a path which can be stabilized; and

2. Undertake chemical stabilization over heavily travelled primary haul route sections; and

3. Undertake mid-weekly cleaning of dirt during construction off paved roads adjacent to the site or as required by grading permit; and

4. Wherever possible use selective clearing to allow natural seeding to stabilize the disturbed soil and berms to minimize wind erosion; and

5. Water all dirt roads as necessary; and

6. Develop asphalt roads as soon as practical; and

7. Stage clearing of land within development pods to reduce land opended and exposed to windy conditions (the above-referenced "pod" shall be defined as the area shown on the General Site Plan as being devoted to a specific use i.e. general commercial, office, regional mall or multi-family, and separated from other "pods" by internal roadways, project boundaries and/or a broken boundary line); and

8. Undertake watering and spraying at all stages of clearing to insure dust control; and

9. Undertake mulching, seeding and sodding as soon as possible after final grading is completed; and

10. Undertake progressive development of roadways, landscaping and buildings for purposes of reducing fugitive dust emissions.

B. Geology

The Developer shall complete the final sub-soil testing referenced in the application to determine the best foundation type and soil bearing capacities within the project development area. Where appropriate, the results of these tests shall be utilized by staff during the construction permitting stages of the development.

C. Erosion Control

Developer shall utilize the following practices to prevent potential pollutants from leaving the construction site:

1. Straw filter barriers and/or filter fabric at discharge points including temporary discharge points; and

Temporary sediment basins and perimeter dike systems to be installed as a first step in the grading process and to be checked and cleaned out regularly; and

3. Complete grading activities and installation of erosion control measures in a timely manner to minimize erosion potential.

D. Drainage

1. It is the intention of the Developer to dedicate to Hillsborough County the drainage system identified as the relocated Delaney Creek. Upon dedication, maintenance responsibility for said area shall rest with Hillsborough County.

2. The Developer or his successors shall undertake parking lot sweeping as a routine maintenance function.

3. Those portions of the stormwater drainage system and retention and detention ponds not dedicated to Hillsborough County shall remain the responsibility of the Developer or his successor.

4. Parking lot underdrains shall be installed by the Developer if determined to be necessary by Hillsborough County Engineering Department during detailed site plan review. If underdrains are determined to be necessary, their retention capacity may be considered in sizing retention ponds.

E. Water Quantity

The elevations for all habitable structures shall be at or above the 100-year flood elevation, and shall meet the requirements of local flood elevation regulations.

F. Wetlands/Wildlife

1. The realignment of Delaney Creek must be completed in such a fashion as not to produce any "turbid discharges". The realignment of Delaney Creek shall not be considered complete until the following criteria are met:

a. The land area designated as recreated wetlands can maintain a soil moisture regime (frequency and duration), equal to or exceeding antecedent conditions as correlated to water year and rainfall event, without the manipulation of available water quantities; and,

b. All banks and slopes are stabilized with self-sustaining vegetation; and,

c. No evidence of excessive erosion exists; and,

d. No evidence of unplanned channel development exists; and,

e. Complete ground cover vegetation has been established that is healthy and self-sustaining; and,

f. The presence of healthy and self-propagating native wetland grasses and other herbs within the recreated wetland has been demonstrated.

2. The Developer is to replace on an acre-for-acre basis all areas determined to be "waters of Hillsborough County".

3. The areas to be replaced shall be restored in the fashion outlined in the plan submitted to the Hillsborough County Environmental Protection Commission on August 9, 1983. (A copy of which plans are attached hereto as Composite Exhibit D and incorporated herein by reference)

4. All restoration efforts must comply with the Rules and Regulations of the Hillsborough County Environmental Protection Commission.

5. There shall be a minimum of at least a ten foot (10') wide buffer strip of native transitional species preserved around wetland areas proposed for preservation or mitigation.

6. The Developer shall employ the following methods for purposes of enhancing fish and wildlife values in Delaney Creek and other wetland areas:

a. Shallow r tion ponds with wide, gently sloping littoral zones; and,

b. Reconstruction of Delaney Creek as a wide, shallow meandering channel within the right-of-way shown on the General Site Plan; and,

c. Revegetation of constructed littoral zones, using native wetland species; and,

d. Relocation of top soil and shallow mulch deposits from disturbed areas to mitigation sites; and,

e. Provision of adequate water supply and water level controls; and,

f. Routing of filtered stormwater through preserved or relocated wetlands or bayheads.

7. a. The project's stormwater drainage system may incorporate wetlands on-site, but no direct discharge from any impervious surfaces shall be permitted into any wetland which is designated as a "conservation" area. The project' stormwater system shall be designed to maintain a hydro-period acceptable to the Environmental Protection Commission for all "conservation areas" on-site, unless otherwise approved by the Hillsborough County Environmental Protection Commission. The total stormwater management system, including lakes, swales, and wetland areas shall be designed and maintained in conformanc with applicable law.

b. A surface water quality monitoring program shall be conducted by the applicant to monitor any potentia impact of the project on Delaney Creek. Samples shall be collected on a monthly basis from all on-site discharge points throughout the construction of the project. One sampling interval shall be scheduled prior to the commencement of any project construction. Samples shall be collected on the same date each month, whenever possible. Daily rainfall data or daily stream flow data shall be provided to correlate stream flow with concentrations of specified parameters. Parameters to be measured at each sampling point during each sampling interval are: BOD_5, Dissolved Oxygen, Turbidity, Total Nitrogen Nitrate, Total Phosphorus, Oil/Grease, Lead, Temperature, pH.

The analysis of samples shall be performed by a State Certified Laboratory and reports submitted quarterly to the Hillsborough County Environmental Protection Commission, and Hillsborough County Department of Development Coordination. Approval of future development phases or proposed modifications will be contingent upon the condition that development of this project will not result in further degradation of water quality in the receiving bodies of water.

G. Historical/Archaeological

Any historical or archaeological resources discovered shall be reported to the Florida Division of Archives, History and Records Management and the disposition of such resources shall be determined in cooperation with the Division of Archives and Hillsborough County.

H. Open Space/Recreation

The Developer or his assigned agents or successors shall be responsible for the maintenance of all open space/recreational areas and landscaped areas within each phase of the development.

I. Public Facilities

1. Prior to issuance of the Detailed Site Plan Approval for each phase of the development, the Developer shall provide to Hillsborough County verification that adequate police, fire service and emergency medical service facilities are available to serve the described phase.

2. The collection, transportation and disposal of solid waste is controlled by County ordinance and shall take place in accordance with the terms of said ordinance.

3. No Detailed Site Plan Approval shall be granted without an approved, permitted wastewater collection system, and sufficient treatment and effluent disposal capacity for that portion of the building construction. Approvals shall be obtained from all appropriate local and State agencies. Documentation of these approvals shall be provided to the Department of Development Coordination prior to Detailed Site Plan Approval. Developer shall

participate in County programs designed to maximize the use of effluent for non-potable uses.

4. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction. Approvals shall be obtained from all appropriate local and State agencies.

J. Energy

Within the acknowledged constraints of operating and construction budgets, the Developer shall encourage the following energy management/conservation measures:

1. Use of energy conservation features and techniques for interior and exterior building design, including passive solar orientation of buildings; and,

2. High efficiency mechanical equipment; and,

3. Automated climate control systems; and,

4. Interior/exterior lighting load management systems; and,

5. Energy efficient landscaping.

Prior to detailed site plan approval for each phase of the development, the applicant shall provide a detailed landscaping plan indicating the areas and quantities of landscaped materials to be provided, which plan will meet or exceed the then existing landscape ordinance of Hillsborou County and shall comply with the requirements contained in the C-U Z A copy of said plan shall also be submitted to staff of the Environmen Protection Commission for its review and comment.

K. On-Site Wells/Irrigation Systems

The Developer or his successors shall be respons for the operation and maintenance of all on-site wells and landscape irrigation systems.

L. Drainage Conditions

The development's stormwater management system shall be designed in accordance with Hillsborough County's

ak discharge and volume sensiti basin criteria. Peak discharge for a 25-year 24-hour storm for the developed site shall not exceed the 10-year 24-hour peak discharge for the undeveloped site.

In addition, the runoff volume for the first 24 hours of a 25-year 24-hour storm on the post-developed site shall not exceed the runoff from an existing 25-year 24-hour storm.

(CONTINUED ON NEXT PAGE)

TRANSPORTATION

M.

I. Impact Analysis Methodology

The Brandon Town Center development will substantially impact several regionally significant transportation facilities within the project's impact area. Quantification of the project's impact on area transportation facilities is based on the following methodology. Existing traffic volumes on roadways in the impact area were determined by physically counting traffic on those roadways. Growth factors were then applied to determine the "existing background" traffic for each phase of the development. In addition to existing background traffic, allowances were made for traffic projected to be generated by approved developments which have not been built ("proposed background" traffic). The sum of existing background traffic and proposed background traffic was used as the basis against which traffic generated by each phase of the project was evaluated.

The conditions precedent to consideration of a roadway segment as an element of the total impact of the project are: (a) The project's traffic on the roadway segment must equal or exceed 5% of the daily LOS C or D peak hour capacity of the existing roadway, and (b) the Developer's traffic, plus the total background traffic on the roadway segment, must result in a reduction of the level of service on the segment to LOS D or worse. If traffic generated by the project phase on the specific road segment satisfies both of the above conditions, the Developer's proportional share of the cost of improving said roadway segment to an acceptable service level shall be considered part of the Developer's total fiscal impact on the transportation system. The proportionate share is calculated by multiplying the project's traffic as a percentage of the daily LOS C capacity of the improved roadway times the cost of the proposed improvement. Not considered as element of the total fiscal impact are improvements which are under construction or which have been assigned a funding commitment in an approved transportation improvements program. The commitments by the Developer or other responsible entities for those transportation system improvements necessary to accommodate each phase of the Brandon Town Center development are identified below. The improvements listed in this development order for both phases are predicated on the Tampa Bay Regional Planning Council's DRI Report dated May 9, 1983 and Hillsborough County's table of improvements dated October 7, 1983.

II. PHASE I

A. Prior to the issuance of building permits for Phase I as identified in the application, the County shall have begun the development of a transportation improvement plan for the Brandon area in cooperation with the Florida Department of Transportation and the Tampa Bay Regional Planning Council. The completion of this plan is scheduled to be accomplished prior to the issuance of building permits for Phase II, and may include but not be limited to:

1. Identification of the regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional roadways to be constructed within the study area.

2. The existing, approved and projected development to be included with the plan.

3. The manner by which the traffic impact of existing development will be documented and assessed.

4. The manner by which the traffic impact of approved and projected development will be documented and assessed.

5. Daily Level of Service C, D peak hour shall be the designated goal of the plan.

6. A study of mass transit as a viable alternative to alleviate overburdening of the roadways.

7. Identification of specific construction implementation goals, such as right-of-way acquisition and implementation of additional north/south and east/west corridors designed to coincide with transportation improvement needs generated by each phase completion for projects approved within the study area.

8. Identify available funding commitments for the improvements.

B. Under current conditions, the following transportation improvements are necessary to mitigate the impact of Phase I of Brandon Town Center.

1. The improvements listed in this subparagraph are necessary to mitigate the projects Phase I transportation impacts however, said improvements were not considered as elements of the Developer's total fiscal impact on the transportation system.

(a) Improve Causeway Boulevard to six lanes divided from U.S. 301 to Providence Road. Brandon Town Center will contribute 11.1% of the existing daily LOS C

capacity and 4.7% of improved daily LOS C capacity in Phase I. This improvement is under construction by Hillsborough County.

(b) Improve Lumsden Road to four lanes from Providence Road to Kings Avenue. Brandon Town Center will contribute 60.8% of the existing daily LOS C capacity and 25.7% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by Hillsborough County.

(c) Monitor traffic flows on Kingsway Road from S.R. 60 north to Windhorst Road and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 6.7% of the existing daily LOS C capacity.

(d) Monitor traffic flows on Providence Road from Lumsden Road to Bloomingdale Avenue and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 11.9% of the existing daily LOS C capacity.

(e) Monitor traffic flows on Causeway Boulevard from 78th Street to U.S. 301 and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 6.0% of the existing daily LOS C capacity.

(f) Improve S.R. 60 to six lanes divided from Orangeland Road to Lakewood Drive. Brandon Town Center will contribute 16.1% of the existing daily LOS C capacity and 10.5% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by the Florida Department of Transportation.

(g) Improve S.R. 60 to six lanes divided from Lakewood Drive to Kings Avenue. Brandon Town Center will contribute 23.7% of the existing daily LOS C capacity and 15.5% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by the Florida Department of Transportation.

(h) At the S.R. 60/Lakewood intersection, add two eastbound through lanes, two westbound through lanes, and

a northbound to wes und left-turn lane. Brandon Town Center will contribute 15.3% of the existing peak hour LOS D capacity and 7.6% of the improved peak-hour LOS D capacity in Phase I. One additional through lane in each direction is included as a programmed improvement by the Florida Department of Transportation.

(i) At the Lumsden Road/Kings Avenue intersection, add a southbound to westbound right-turn lane and a northbound to eastbound right-turn lane. Brandon Town Center will contribute 11.0% of the existing peak hour LOS D capacity and 16.6% of the improved peak-hour LOS D capacity in Phase I. This is a programmed improvement by Hillsborough County.

2. The improvements described in Exhibit B and C (dated October 7, 1983) are projected to be required to mitigate the project's Phase I transportation impacts combined with proposed and existing background traffic and represent the basis for the computation of the Developer's proportionate share described in Paragraph II. C., below.

C. As a condition of approval of Phase I of the project the Developer shall assume financial responsibility as set forth below for a proportionate share of the cost of construction of improvements to the facilities identified in Exhibits B and C. The Developers proportionate share as determined pursuant to the methodology described herein is $1,582,141.00. To discharge its responsibility for this proportionate share, the Developer shall make the following contributions to Hillsborough County:

1. Prior to the issuance of any building permits for Phase I, provide right-of-way for the intersection improvements of the main entrance to Brandon Town Center and S.R. 60, in accordance with the requirements which have been established by the Florida Department of Transportation, which improvements are valued at $70,000.00.

2. a. Prior to issuance of the final certificate of occupancy for the first 1,200,000 square feet of the project, dedicate the right-of-way and construct the portion of the new north/south corridor from Lumsden Road to the access road B, as identified on the General Site Plan, which contributions are valued at $362,727.00.

b. In the event the County, at a point earlier than issuance of the final certificate of occupancy described above has:

(1) Awarded or caused to be awarded construction contracts for that portion of the new North/South road from S.R. 60 to the point of beginning of the Developer's responsibility described herein, and

(2) Scheduled completion of that portion prior to issuance of the final certificate of occupancy,

then the Developer shall dedicate the right-of-way and complete construction of the road identified on the General Site plan contemporaneous with completion of construction of the other portion described herein.

c. Provided, however, that dedication of the right-of-way and completion of construction by the Developer shall in any event occur no later than the issuance of the final certificate of occupancy described herein. Also, in no event shall the Developer be expected to dedicate the right-of-way and complete construction prior to issuance of certificates of occupancy for 600,000 square feet of the project. If the County has performed the conditions precedent described above prior to issuance of the certificate of occupancy for 600,000 square feet, then the Developer shall upon issuance of said certificate of occupancy immediately undertake its responsibility to dedicate said right-of-way and construct the road segment.

d. The required right-of-way shall be 80 feet wide so as to accommodate construction of a four-lane divided urban section. All construction shall be undertaken in accordance with County standards relating to roadway construction.

e. Certificate of Occupancy shall be construed to mean those certificates of occupancy issued by the County to the Developer for shell construction of buildings and shall not refer to those certificates of occupancy issued to individual businesses that may lease or otherwise acquire space within said faculty.

f. Responsibility for construction of traffic control devices at the intersection of the new North/South road and Lumsden shall be borne by the Developer, provided, however, that the Developer shall be entitled to a credit for the cost thereof at such time as the North/South road is extended to S.R. 60.

3. Prior to the issuance of any building permits for Phase I of the development, dedicate right-of-way for the new north/south corridor which runs from access road B to the northerly boundary of the project north of Parcel J as identified on the General Site Plan, which contribution is valued at $75,000.00. This contribution is subject to the conditions set out in paragraph II. E. below.

4. Prior to the issuance of any building permits for Phase I of the development, dedicate 14 acres for right-of-way for the new east/west road connecting with the Crosstown Expressway which right-of-way is identified on the approved general site plan, which contribution is valued at $1,050.000.00. The described 14 acres is comprised of a corridor approximately 200' feet wide beginning at the western boundary of the project aligned with the crosstown expressway interchange east to the eastern most boundary of the Brandon Town Center project site. This contribution is subject to the condition set out in paragraph II. E. below.

5. A cash contribution of $300,000.00 payable as follows:

   a. A payment of $100,000.00 upon final approval of this development order, which payment will be used to begin development of the Brandon Area Transportation Improvements Plan.

   b. A payment of $200,000.00 to be used for the improvements to Lakewood Road above, which payment will be made at the earlier of (1) the time contracts are awarded to construct said improvements, or (2) the time building permits are issued for Phase I.

The contributions identified in this paragraph are at present value and shall constitute the final and complete satisfaction by the Developer of all obligations for all off-site transportation improvements related to Phase I of Brandon Town Center.

D. The County agrees to utilize the Developer's contributions for the specific purposes stated above. The County shall award contracts for implementation of transportation improvements projects identified in Exhibit B and C upon receipt of contributions or impact assessment fees from development projects in this impact area which equal the cost of those improvements when coupled with funds received from other sources and funds allocated in the County's transportation improvement program; provided, however, that the above-referenced list of improvements may be modified based on subsequent transportation system management measures and transportation studies under Florida Statutes

S380.06. In the event Tampa Bay Regional Planning Council revises its threshold criteria for level of service or for the development's traffic as a percentage of a facility's capacity, and the County concurs with said revision, then improvements identified in this development order which exceed these thresholds will be added as conditions of this development order and those improvements which do not exceed these thresholds shall be eliminated. In the event that the above-described revision necessitates a modification to the Developer's proportionate share said modification shall take place during calculation of the total fiscal impact for Phase II.

E. The Developer has agreed to dedicate the right-of-way identified in paragraphs II.C.3. and II.C.4. based on the County's proposal to develop and implement a transportaton plan for the Brandon area which will result in the construction of new east/west and north/south roadways. Construction of the portions of the roadways which would fall in the above referenced rights-of-way is not yet an approved County project. By dedicating these rights-of-way, the Developer is effectively precluded from developing the parcels identified on the approved General Site Plan as parcels K, L, J, M, N and O until a decision is made whether these roadways will be built, and if so, where they will be located. If the County has either awarded or caused to be awarded construction contracts for construction of these roadways as hereinafter defined, within the earlier of (a) seven years from the completion of construction for Phase I development as identified in the application, or (b) ten years from the date the County approves of this Development Order, the Developer shall be allowed to redesign the area encompassed by the parcels identified above, to accommodate the new roadways, subject to approval as otherwise contemplated herein by the County Department of Development Coordination which approval shall not be unreasonably withheld. For purposes of this paragraph, "these roadways" is defined to mean (1) as to the east/west road: a four-lane road which runs from the Crosstown Expressway to Kings Avenue; and (2) as to the north/south road: a two-lane road which runs either (a) from S.R. 60 to Bloomingdale, or (b) from S.R. 60 to a point of intersection with the southern east/west corridor, provided that the County has awarded or caused to be awarded construction contracts for construction of that portion of the southern east/west corridor which runs from said intersection to Providence Road. These roadway links are identified on Exhibit "E" attached hereto and made a part hereof. Such redesign, under the terms of this paragraph, shall not be deemed a conceptual modification" under the County's C-U ordinance or a "substantial deviation" under Chapter 380, Florida Statutes or other applicable rules and regulations. If the County has not awarded construction contracts for the east/west road as described above within the time

frame set out above, the County shall forthwith return the property dedicated for the east/west road to the Developer, at no additional cost to the Developer, and make no further claims within the context of the zoning or development of Regional Impact Process against said property. If the County has not awarded or caused to be awarded construction contracts for either of the north/south road alternatives as described above within the time frame set out above, then the County shall forthwith return the property dedicated for the north/south road to the Developer, at no additional cost to the Developer, and make no further claims within the context of the zoning or Development of Regional Impact process against said property. The redesign referenced in this paragraph may result in reallocation of density or intensity of uses to other parcels of like uses on a prorata basis, or in the conversion of multi-family uses to office or commercial uses if the Developer determines that the introduction of the roadways precludes a viable multi-family development. The conversion shall be based on a balancing of the density and intensity of uses and impacts such that the total density and intensity of uses and impacts of the revised development plan do not exceed the total density and intensity of uses and impacts of the approved plan. Intensity, in the conversion of uses in the current multi-family areas (Areas J, N, and O), shall not exceed 8,712 square feet per acre for general commercial or 15,625 square feet per acre for office. Total project square footage shall not exceed the total square footage approved at the time of rezoning. Office and general commercial shall be the only conversion uses permitted in these areas. A conversion of uses or reallocation of densities must meet all requirements of the conditions in the CU zoning and the Development Order for this project except as provided for herein relating to approval of waivers. If the conversion or reallocations becomes necessary as a direct result of the location and construction of the County's north/south and east/west roads, the Zoning Administrator shall review and approve waivers of the setback and height limitations in the affected areas up to 50 percent to accommodate the conversion or reallocation successfully, which review and approval shall not be unreasonably withheld. Said conversions or reallocation of densities must be designated on a revised General Site Plan as well as any necessary revised Detailed Site Plans. The revised General Site Plan submitted by the Developer for certification shall reflect the potential uses in Areas J, N, and O (i.e., General Commercial, Office, and/or Multi-Family).

F. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsible for construction of access points and installation of traffic control devices necessitated by the project at those locations where project

roads intersect County Roads, however, this shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the County construction that ties the North/South road or East/West road to project roads. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

G. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

III. PHASE II.

A. The development of Phase II as identified in the application will substantially impact several regionally significant transportation facilities in the project's impact area. Two alternatives to mitigate these impacts are presented. If the Developer selects Alternative 1 and thereafter desires to be governed by the terms of Alternative 2, said Developer shall be allowed said option but only in strict accordance with the terms contained herein.

B. Alternative One.

1. Under current conditions, the following transportation improvements are necessary to mitigate the impact of Phase II of Brandon Town Center.

A. The improvements listed in this subparagraph are necessary to mitigate the Projects Phase II transportation impacts; however, said improvements were not considered as elements of the Developer's total fiscal impact on the transportation system.

(1) In lieu of additional lanes on S.R. 60 from Bryan Road to I-75, intersection improvements satisfactory to provide level of Service D peak hour conditions shall be constructed. The need for and extent of these improvements shall be based on a study of pertinent intersections. This study

will include the div[illegible] of trips to the new roadway links in the [illegible]dy area.

(2) Monitor traffic flows on Bloomingdale Road from John Moore Road to Kings Avenue and from Kings Avenue to Providence Road and ensure implementation of access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D peak-hour conditions. Brandon Town Center will contribute 7.0% of the existing daily LOS C capacity on each of these roadway links.

B. The improvements described in Exhibits "__B__" and "__C__" are projected to be required to mitigate the Project's Phase II transportation impacts and also represent the basis for the computation of the Developer's proportionate share referenced below.

C. As a condition of approval, of any development beyond that included as part of Phase I of the project as identified in the Application, the Developer shall assume financial responsibility as set forth below for a proportionate share of the cost of construction of improvements to any of the facilities identified in Exhibit "__B__" and "__C__". The Developer's proportionate share as determined pursuant to the methodology described herein is $2,264,579.00. The Developer agrees to make contributions to Hillsborough County including but not limited to contributions of the type identified for Phase I, the value of which will at least equal the above stated proportionate share.

Prior to issuance of building permits for Phase II of the project, as identified in the application, the County Administrator and the Developer shall agree upon the nature and timing of the Developer's contributions. Said agreement shall ensure that the Developer's contributions are utilized in such a manner as to provide a reasonable benefit to the Developer and shall take into account the provisions contained below.

(1) Credit against the proportionate share contribution for Phase II transportation impacts will be allowed for right-of-way desired by the County and dedicated by the Developer, which right-of-way will be valued at its fair market value as of the date of dedication, or as otherwise agreed. For purpose of this paragraph right-of-way shall

be construed to mean r ght-of-way desired for construction of roads intended to implement area transportation plans and does not include right-of-way dedicated for any other County purpose

(2) Roadway construction performed by the Developer at the request of the County in mitigation of Phase II transportation impacts shall be valued in accordance with industry standards and generally accepted accounting principles.

(3) a. The Developer shall have the option to redesign Roadway E as identified on the general site plan in an effort to relocate said roadway in the corridor for the new East/West Roadway. The developer shall provide its proposal to the County for its review and concurrence, which concurence shall not be unreasonably withheld. If the Developer constructs this roadway as part of the new East/West Roadway, it shall do so in compliance with County standards, and the Developer shall be entitled to full credit against his proportionate share assessments for the project for the engineering and construction costs of such construction. The above-referenced redesign shall not be deemed a "conceptual modification" under the County's C-U ordinance or a "substantial deviation" under Chapter 380, Florida Statutes or other applicable rules and regulations.

b. If the developer does not relocate Roadway E as described above, and (a) the County has constructed the North/South road from State Road 60 to Lumsden's, intersection with Roadway E, but (b) the County has not constructed the East/West corridor from the Crosstown Expressway to Kings Avenue, then the Developer shall be entitled to a credit against its proportionate share assessments for the project of 72.8% of the sum of the then fair market value of the right-of-way for Roadway E plus the actual engineering and construction costs of said road, and the Developer shall thereupon dedicate Roadway E to the County and the County shall accept the dedication.

(4) Credit against the proportionate share contribution for Phase II transportation impacts will be allowed for all contributions made in Phase I which exceed the total proportionate share contribution for Phase I.

(5) a. The Developer, at its option, may develop and participate in a Transportation System Management (TSM) Program. The TSM Program may include procedures to encourage and facilitate the use of car pooling, van pooling, flex time, transit ridership and provision of bus stop shelters, and shall be developed through the coordinated efforts of the Developer, Hillsborough County, Florida Department of Transportation, the Hillsborough County Metropolitan Planning Organization Hillsborough Area Regional Transit Authority and the Tampa Bay Regional Planning Council. If the Developer can demonstrate to the County, in accordance with generally accepted traffic engineering methodology and practices, that the implementation of TSM measures over and above those identified in the application can reduce the development's share of existing capacities for roadway links or intersections (at acceptable levels of service), below the 5% threshhold which triggers the requirement for an improvement to be made (or such other threshold as is then in effect), then, if such TSM measures are committed to by the Developer or other responsible agencies, these particular improvements will be deleted from the list of required improvements for which the Developer is assessed a proportionate share contribution and the assessments against Phase II will be reduced accordingly, subject to further adjustment as described herein.

The "further adjustments" referred to in this provision shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits and shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the Developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

b. If the Developer can demonstrate to the County that the implementation of TSM measures over and above those identified in the application can reduce the development's share (expressed as a percentage) of the improved capacity of a roadway link or intersection, which percentage is the basis for calculating the Developer's contribution to an improvement, then the Developer's contribution to that improvement shall be adjusted accordingly, subject to further adjustment as described herein.

The "further adjustments" referred to in this provision shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits B and C shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the developer's maximum Phase II contribution of $2,264.579.

(6) a. Prior to the issuance of building permits for Phase II, as identified in the application the Developer may, at his expense and at his option, conduct, in accordance with the provisions of Florida Statutes §380.06, a new transportation study of the Brandon Town center transportation impact area as established by the County, the Tampa Bay Regional Planning Council and the Developer during the initial review of the Application. This new traffic study shall be prepared in a manner consistent with that contained in the application and shall be in accordance with generally accepted traffic engineering practices. The new study shall analyze the transportation system in the impact area based on existing and approved development, plus the projected impact of Phase II of the project or that portion of Phase II for which approvals are being sought. The new study shall serve to verify the findings of the original Development of Regional Impact and to indicate whether or not there are alternative transportation improvements or mechanisms, which, if implemented, will maintain the facilities identified in Exhibit B and C at a satisfactory level of service.

b. If the new transportation study establishes that certain of the improvements referred to in Exhibit B and C should no longer be considered as a factor in the determination of the Developer's proportionate contribution, because the specific roadway link or intersection does not satisfy both of the conditions precedent to the requirement for an improvement to be made, as set out above, or such other less strigent conditions precedent which have been established by the County and which are in effect, at the time of the transportation study, then the Developers proportionate share contribution for Phase II of the project shall be altered accordingly, subject to further adjustment as described herein.

c. If the new study establishes that the development's share, expressed as a percentage, of the improved capacity of a roadway link or intersection changes, then the Developer's contribution to that improvement shall be adjusted accordingly, subject to further adjustment as described herein.

d. The "further adjustments" referred to in Paragraph b and c, above, shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibit B and C shall be recalculated based on then-projected constructon costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the Developer's "Revised Proportionate Share"). The sum of the individual Revised Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

e. Credit against proportionate share contributions for Phase II transportation impacts will be allowed for contributions made for Phase I improvements to be extent that the new study shows the project's traffic on particular roadways identified in Phase I no longer results in the requirement for improvements on said roadways under the conditions precedent which were applied during Phase I analysis.

(7) In no event shall the Developer be required to make contributions exceeding $2,264,579.00 for transportation impacts attributable to Phase II of the project. Except as otherwise provided for herein, credits against the proportionate share for Phase II shall be formulated based on applicable County credit criteria prevailing when application is made for Phase II development permits.

(8) a. In the event that the Florida Department of Transportation or other governmental entity, excluding the County, (subject to the provisions below), should allocate funds in an approved Transportation Improvement Program to cover all of the cost of any of the road improvements identified in Exhibit B and C then said improvement shall be deleted from the list of required improvements and the Developer's total proportionate share contribution shall be reduced accordingly, subject to further adjustment as described herein. To the extent that the County should receive road construction funds from sources other than: a) gasoline taxes, b) ad valorem taxes, c) impact fees, or d) special assessments and shall

allocate said funds in an approved Transportation Improvement Program to cover all of the costs of any of the road improvements identified in Exhibit B and C then said improvement shall be deleted from the list of required improvements and the Developer's total proportionate share contribution shall be reduced accordingly subject to further adjustment as described herein.

b. In the event that the Florida Department of Transportation or other governmental entity, excluding the County(subject to the provisions below), should allocate funds in an approved Transportation Improvement Program to cover a portion of the cost of construction of a road improvement identified in Exhibit B and C, then the Developer's contribution, shall be calculated by applying the development's share of the traffic, expressed as a percentage of the improved capacity of the road segment or intersection, against the remaining cost of construction of the road improvement which must be borne by the County. As a result of the above described process; the total proportionate share contribution of the Developer shall be reduced accordingly, subject to further adjustment as described herein. To the extent that the County should receive road construction funds from sources other than: a) gasoline taxes, b) ad valorem taxes, c) impact fees, or d) special assessments and shall allocate said funds in an approved Transportation Improvement Program to cover a portion of the costs of any of the road improvements identified in Exhibit B and C, then Developer's total proportionate share contribution shall be revised in accordance with the terms of this paragraph, subject to further adjustment as described herein.

c. 1) The "further adjustment" referred to in Paragraph a. and b., above, shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits ___ and ___ shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be calculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the

Developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

2. The County agrees to utilize the Developer's contributions for the purposes set out in the contribution plan agreed to by the County and the Developer pursuant to the terms contained herein. The County shall award contracts for construction of theimprovements identified in Exhibits B and C upon receipt of contributions or impact assessment fees from development projects in this impact area which equal, in the aggregate, when coupled with funds received from other sources and funds allocated in the County's Transportation Improvement Program, the cost of those improvement; provided, however, that the above referenced list of improvements may be modified based on subsequent transportation studies, transportation system management measures, or similar mitigation programs.

3. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsible for construction of access points and installation of traffic control devices necessitated by the project at those locations where project roads intersect County Roads, however, this shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the County construction that ties the North/South road or East/West road to project roads. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

4. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

Alternative Two.

1. Upon the adoption of a County transportation impact fee ordinance, the Developer may, at its option, elect to be governed exclusively by the provisions of this Alternative Two for satisfying its obligation to contribute a proportionate share for Phase II of the project. If the Developer elects this Alternative, the Developer shall complete all contractual obligations undertaken at that point in constructing any improvements agreed to as satisfying a portion of the proportionate contribution against Phase II, and thereafter, pay impact fees as imposed by ordinance or resolution to the extent and in the same manner as such fees are imposed on other developers subject to such fees; provided, however, that: (a) the Developer shall be given credits against those impact fees imposed by ordinance or resolution, for all costs expended in engineering and constructing improvements under the contractual obligations referenced in this paragraph, (b) The Developer shall be given credit against those impact fees imposed by ordinance or resolution for other contributions made for Phase II, pursuant to the terms of the contribution plan described herein, and (c) in the event that the Florida Department of Transportation or other governmental entities should allocate funds (excluding County funds) in an approved Transportation Improvement Program to cover costs of construction of one or more of the improvements identified in Exhibits 3 and C and the cost of these programmed improvements was included in the calculation of the Developer's impact fee, then the Developer's impact fee shall be reduced by an amount representing the proportionate amount of the fee attributable to said improvements.

2. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsibility for construction of access points and installation of traffic control devices necessitated by the project at those locations where project roads intersect County roads. This shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the constructon that ties the North/South road or East/West road to project roads. This obligation is in addition to fees paid pursuant to ordinance or resolution.

3. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. This obligation is in addition to fees paid pursuant to ordinance or resolution.

8. Nothing contained in this development order shall be construed to limit or modify any legal rights or remedies the Developer may have or prohibit the Developer from contesting the validity of a County impact fee ordinance or resolution.

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

I, JAMES F. TAYLOR, JR., 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 the resolution adopted by the Board of County Commissioners of Hillsborough County, Florida, at its regular meeting of November 3, 1983, as the same appears of record in Minute Book 93 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 7th day of November, 1983.

JAMES F. TAYLOR, JR., CLERK

By: Edna L. Fitzpatrick
Deputy Clerk

APPROVED BY COUNTY ATTORNEY
BY _____
Approved As To Form And
Legal Sufficiency.

EXHIBIT "B"

RESOLUTION # R87-0170

Upon motion by Commissioner Colson, seconded by Commissioner Talley, the following resolution was adopted by a 6-0 vote, Commissioner(s) None voting no.

WHEREAS, on November 3, 1983, the Board of County Commissioners adopted Resolution 83-0132 the Development Order (DRI #89) for the Brandon Town Center Development of Regional Impact, hereinafter referred to as Brandon Town Center, a copy of said Development Order is attached hereto as Exhibit A and incorporated herein by reference; and

WHEREAS, on November 3, 1983, the Board of County Commissioners approved Petition 82-141 which action rezoned certain properties to the C-U zoning classification as described in the Zoning Code of Hillsborough County; and

WHEREAS, the Development Order adopted the development schedule referenced in the Application for Development Approval which allowed development of the project in two phases. Phase I, to be completed in 1985, consists of 1,200,000 square feet of retail commercial space. Phase II, to be completed in 1991, consists of 500,000 square feet of office space, 150,000 square feet of retail commercial space and 200 multifamily dwelling units; and

WHEREAS, the developer submitted a revised General Site Development Plan on March 2, 1987, which was certified on April 8, 1987, a copy of which is attached hereto as Exhibit "B"; and

WHEREAS, the developer has requested that the development schedule be revised. Phase I will be completed in 1989 and will consist of 100,000 square feet of office space and 1,100,000 square feet of retail commercial space. Phase II will be completed in 1992 and will consist of 400,000 square feet of office space, 250,000 square feet of retail commercial space and 129 multifamily units; and

WHEREAS, the developer has requested other minor amendments to the Development Order as described in Exhibit "C" attached hereto; and

WHEREAS, staffs of the Traffic Operations section of the County Engineering Department, the Department of Development Coordination, and the Tampa Bay Regional Planning Council reviewed the developer's requests; and

WHEREAS, the Department of Development Coordination has requested a substantial deviation determination from the Board of County Commissioners; and

WHEREAS, the Board of County Commissioners having reviewed the request, declares the concepts of interchanging 100,000 square feet of office space from Phase II with 100,000 square feet of retail commercial space from Phase I; extending the Phase I completion date from 1985 to 1989; and extending the Phase II completiion date from 1991 to 1992 do not constitute a substantial deviation from the terms of Development Order #83-0132 (DRI #89).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR SESSION THIS 26th DAY OF May, 1987:

1. The foregoing recitation of findings of fact is hereby incorporated into this Resolution.

2. The following development schedule is hereby substitued for that referenced in the Development Order.

PHASE	LAND USE	BUILDING AREA
Phase I (1989)[2]	Office	100,000 s.f. G.L.A.[1]
	Regional Commercial	1,100,000 s.f. G.L.A.
Phase II (1992)	Office	400,000 s.f. G.L.A.
	General Commercial	250,000 s.f. G.L.A.
	Multifamily	129 dwelling units

1. G.L.A. means Gross Leasable Space
2. Completion date of phase.

3. The changes described herein do not constitute a substantial deviation from the Brandon Town Center Development of Regional Impact pursuant to the terms of Florida Statutes 380.06 (19), nor do they constitute a conceptual modification of Zoning Petition 82-421 pursuant to the C-U zoning regulations.

4. Construction of the project shall proceed in strict accordance with the Revised General Site Plan attached hereto as Exhibit "B" and shall be subject to all the conditions in the Development Order for Brandon Town Center (DRI #89), and Zoning Petition 82-421, including but not limited to specific conditions described herein.

5. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order shall remain unchanged and in full force and effect.

6. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, to JMB Federated Realty and its designated representative.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of May 26, 1987, as the same appears of record in Minute Book 132 of the Public Records of Hillsborough County, Florida.

WITNESS My hand and official seal this 1st day of July, 1987.

RICHARD AKE, CLERK

By: Edna L. Fitzpatrick
Deputy Clerk

APPROVED BY COUNTY ATTORNEY
BY
Approved As To Form And
Legal Sufficiency.

Richard L. Ake
Clerk of the Circuit Court
Hillsborough County, Florida

Brandon Town Center

P.O. Box 1110
Tampa, Florida 33601
Telephone 223-7811

CERTIFIED MAIL

July 1, 1987

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

Attn: Julia Greene
Executive Director

Re: Resolution - Brandon Town Center Development Order Amendment (DRI #89) - H.C. Document No. R87-0170

Dear Ms. Greene:

Enclosed please find a certified copy of the subject Resolution which was adopted by the Hillsborough County Board of County Commissioners on May 26, 1987.

This copy is being provided for your official files.

Sincerely,

RICHARD AKE, CLERK
BOARD OF COUNTY COMMISSIONERS

By: Edna L. Fitzpatrick
Edna L. Fitzpatrick
Deputy Clerk

ELF/lt

cc: Board files (1 orig.)
State Land Planning Agency (by certified mail)
Elliott Dunn, Asst. County Attorney
Liz Eginton, Community Planner II, Dept. Development Coordination
(Copy provided JMB Federated Realty via Brian Forbes, Attorney, c/o Taub and Williams)

Enclosure

RESOLUTION # R87-0170

Upon motion by Commissioner Colson, seconded by Commissioner Talley, the following resolution was adopted by a 6-0 vote, Commissioner(s) None voting no.

WHEREAS, on November 3, 1983, the Board of County Commissioners adopted Resolution 83-0132 the Development Order (DRI #89) for the Brandon Town Center Development of Regional Impact, hereinafter referred to as Brandon Town Center, a copy of said Development Order is attached hereto as Exhibit A and incorporated herein by reference; and

WHEREAS, on November 3, 1983, the Board of County Commissioners approved Petition 82-141 which action rezoned certain properties to the C-U zoning classification as described in the Zoning Code of Hillsborough County; and

WHEREAS, the Development Order adopted the development schedule referenced in the Application for Development Approval which allowed development of the project in two phases. Phase I, to be completed in 1985, consists of 1,200,000 square feet of retail commercial space. Phase II, to be completed in 1991, consists of 500,000 square feet of office space, 150,000 square feet of retail commercial space and 200 multifamily dwelling units; and

WHEREAS, the developer submitted a revised General Site Development Plan on March 2, 1987, which was certified on April 8, 1987, a copy of which is attached hereto as Exhibit "B"; and

WHEREAS, the developer has requested that the development schedule be revised. Phase I will be completed in 1989 and will consist of 100,000 square feet of office space and 1,100,000 square feet of retail commercial space. Phase II will be completed in 1992 and will consist of 400,000 square feet of office space, 250,000 square feet of retail commercial space and 129 multifamily units; and

WHEREAS, the developer has requested other minor amendments to the Development Order as described in Exhibit "C" attached hereto; and

WHEREAS, staffs of the Traffic Operations section of the County Engineering Department, the Department of Development Coordination, and the Tampa Bay Regional Planning Council reviewed the developer's requests; and

WHEREAS, the Department of Development Coordination has requested a substantial deviation determination from the Board of County Commissioners; and

WHEREAS, the Board of County Commissioners having reviewed the request, declares the concepts of interchanging 100,000 square feet of office space from Phase II with 100,000 square feet of retail commercial space from Phase I; extending the Phase I completion date from 1985 to 1989; and extending the Phase II completiion date from 1991 to 1992 do not constitute a substantial deviation from the terms of Development Order #83-0132 (DRI #89).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR SEESION THIS 26th DAY OF May, 1987:

1. The foregoing recitation of findings of fact is hereby incorporated into this Resolution.

2. The following development schedule is hereby substitued for that referenced in the Development Order.

PHASE	LAND USE	BUILDING AREA
Phase I (1989)[2]	Office	100,000 s.f. G.L.A.[1]
	Regional Commercial	1,100,000 s.f. G.L.A.
Phase II (1992)	Office	400,000 s.f. G.L.A.
	General Commercial	250,000 s.f. G.L.A.
	Multifamily	129 dwelling units

1. G.L.A. means Gross Leasable Space
2. Completion date of phase.

3. The changes described herein do not constitute a substantial deviation from the Brandon Town Center Development of Regional Impact pursuant to the terms of Florida Statutes 380.06 (19), nor do they constitute a conceptual modification of Zoning Petition 82-421 pursuant to the C-U zoning regulations.

4. Construction of the project shall proceed in strict accordance with the Revised General Site Plan attached hereto as Exhibit "B" and shall be subject to all the conditions in the Development Order for Brandon Town Center (DRI #89), and Zoning Petition 82-421, including but not limited to specific conditions described herein.

5. Nothing contained herein shall be construed to constitute a waiver of applicable land development regulations. Except as otherwise provided herein, the Development Order shall remain unchanged and in full force and effect.

6. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, to JMB Federated Realty and its designated representative.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of May 26, 1987, as the same appears of record in Minute Book 132 of the Public Records of Hillsborough County, Florida.

WITNESS My hand and official seal this 1st day of July, 1987.

RICHARD AKE, CLERK

By: Edna L. Fitzpatrick
Deputy Clerk

APPROVED BY COUNTY ATTORNEY
BY [illegible]
Approved As To Form And
Legal Sufficiency.

Exhibit A

Brandon Town Center Development Order

RED:9/27/83
Draft #2
FINAL:11/3/83

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
OF HILLSBOROUGH COUNTY, FLORIDA
DRI # 89
DEVELOPMENT ORDER

Upon motion of Commissioner Paulk, seconded by Commissioner Colson, the following resolution was adopted this 3rd day of November, 1983:

WHEREAS, on September 8, 1982, Federated Department Stores, Inc., filed an application for development approval of a development of regional impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and,

WHEREAS, said application proposed construction of a regional mall/mixed use development located in eastern Hillsborough County; and,

WHEREAS, the Board of County Commissioners as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes, is authorized and empowered to consider applications for development approval for developments of regional impact; and,

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

WHEREAS, the Board of County Commissioners has on May 23; July 25; August 2, 29; September 19, 28; October 12, 19; and November 2, 3, 1983, held a duly noticed public hearing on said application for development approval and has heard and considered testimony and documents received thereon; and,

WHEREAS, the Board of County Commissioners has received and considered the report and recommendations of the Tampa Bay Regional Planning Council; and,

WHEREAS, Hillsborough County has solicited, received and considered reports, comments and recommendations from interested citizens, County and City agencies as well as the review and report of Hillsborough County Administration.

COMPOSITE EXHIBIT B

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA:

I. FINDINGS OF FACT

A. Federated Department Stores, Inc. submitted to Hillsborough County, Florida, an application for development approval and sufficiency response which are attached hereto and marked Composite Exhibit A and incorporated herein by reference. Hereinafter, the word "application" shall refer to the application for development approval, and the sufficiency response.

B. Subsequent to the filing of the application the property which is the subject of the described application was transferred to Brandon Town Center Associates, hereinafter referred to as "Developer".

C. The real property which is the subject of the application for development approval is legally described as set forth in Composite Exhibit A, attached hereto and made a part hereof by reference.

D. The proposed development is not an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes.

E. All development shall occur in accordance with this Development Order and Application.

F. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City-County Planning Commission, and the Tampa Bay Regional Planning Council.

II. CONCLUSIONS OF LAW

A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the application as set forth in Composite Exhibit A, the reports, recommendations and testimony heard and considered by the Board of County Commissioners, it is concluded that:

1. The devel ent will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.

2. The development is consistent with local land development regulations.

3. The development is consistent with the report and recommendations of the Tampa Bay Regional Planning Council.

B. In considering whether the development should be approved subject to conditions, restrictions and limitations, Hillsborough County has considered the criteria stated in subsection 380.06 (13), Florida Statutes.

C. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Development Order and the application.

D. The application for development approval is approved subject to all terms and conditions of this Development Order.

III. GENERAL PROVISIONS

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

B. All provisions contained within the application for development approval marked "Composite Exhibit A" shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.

C. This Resolution shall constitute the Development Order of Hillsborough County in response to the application for development approval for the Brandon Town Center Development of Regional Impact.

D. The definitions contained in Chapter 380, Florida Statutes (1981), shall govern and apply to this Development Order.

E. This Development Order shall be binding upon the Developer and its heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of, any branch of government or governmental agency.

F. In the event that any portion or section of this 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 Development Order which shall remain in full force and effect.

G. Whenever this 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 development of regional impact applications as well as all governmental agencies and departments set forth under applicable laws and rules governing developments of regional impact.

H. In each instance this Development Order where the Developer is responsible for ongoing maintenance of facilities at Brandon Town Center, the Developer may transfer any or all of its 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, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the Regional Planning Council shall result in further development of regional impact review pursuant to law and may result in Hillsborough County ordering a termination of development activity pending such review.

J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this 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 Development Order. The County Administrator shall issue a notice of such non-compliance to the Developer and if the deviation is not corrected within a reasonable amount of time shall recommend that the Board of County Commissioners establish a hearing to consider such deviations.

K. The Developer sh. . file an annual report in accordance with Section 380.06(16), Florida Statutes (1981), and appropriate rules and regulations. Such report shall be due on the anniversary of the effective date of this Development Order for each following year until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for receipt by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners hearing wherein such report is to be reviewed. Provided, however, that 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 Development Order. The report shall contain:

1. 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;

2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following submittal of the annual report;

3. A statement listing all applications for incremental review required pursuant to this Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the annual report;

4. A statemer setting forth the name(s) and address of any heir, assignee or successor in interest to this Development Order.

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

M. This Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes (1981).

N. Upon adoption, this Development Order shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners, by certified mail, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and the Developer.

IV. CONDITIONS

A. Air Quality

The Developer shall undertake the following mitigative measures to control soil erosion and air pollutants during construction activities:

1. Designate haul routes on site, to channel main traffic over a path which can be stabilized; and

2. Undertake chemical stabilization over heavily travelled primary haul route sections; and

3. Undertake mid-weekly cleaning of dirt during construction off paved roads adjacent to the site or as required by grading permit; and

4. Wherever ı ıible use selective clearing to allow natural seeding to stabilize the disturbed soil and berms to minimize wind erosion; and

5. Water all dirt roads as necessary; and

6. Develop asphalt roads as soon as practical; and

7. Stage clearing of land within development pods to reduce land opended and exposed to windy conditions (the above-referenced "pod" shall be defined as the area shown on the General Site Plan as being devoted to a specific use i.e. general commercial, office, regional mall or multi-family, and separated from other "pods" by internal roadways, project boundaries and/or a broken boundary line); and

8. Undertake watering and spraying at all stages of clearing to insure dust control; and

9. Undertake mulching, seeding and sodding as soon as possible after final grading is completed; and

10. Undertake progressive development of roadways, landscaping and buildings for purposes of reducing fugitive dust emissions.

B. Geology

The Developer shall complete the final sub-soil testing referenced in the application to determine the best foundation type and soil bearing capacities within the project development area. Where appropriate, the results of these tests shall be utilized by staff during the construction permitting stages of the development.

C. Erosion Control

Developer shall utilize the following practices to prevent potential pollutants from leaving the construction site:

1. Straw filter barriers and/or filter fabric at discharge points including temporary discharge points; and

Temporary sediment basins and perimeter dike systems to be installed as a first step in the grading process and to be checked and cleaned out regularly; and

3. Complete grading activities and installation of erosion control measures in a timely manner to minimize erosion potential.

D. Drainage

1. It is the intention of the Developer to dedicate to Hillsborough County the drainage system identified as the relocated Delaney Creek. Upon dedication, maintenance responsibility for said area shall rest with Hillsborough County.

2. The Developer or his successors shall undertake parking lot sweeping as a routine maintenance function.

3. Those portions of the stormwater drainage system and retention and detention ponds not dedicated to Hillsborough County shall remain the responsibility of the Developer or his successor.

4. Parking lot underdrains shall be installed by the Developer if determined to be necessary by Hillsborough County Engineering Department during detailed site plan review. If underdrains are determined to be necessary, their retention capacity may be considered in sizing retention ponds.

E. Water Quantity

The elevations for all habitable structures shall be at or above the 100-year flood elevation, and shall meet the requirements of local flood elevation regulations.

F. Wetlands/Wildlife

1. The realignment of Delaney Creek must be completed in such a fashion as not to produce any "turbid discharges". The realignment of Delaney Creek shall not be considered complete until the following criteria are met:

a. The land area designated as recreated wetlands can maintain a soil moisture regime (frequency and duration), equal to or exceeding antecedent conditions as correlated to water year and rainfall event, without the manipulation of available water quantities; and,

b. All banks and slopes are stabilized with self-sustaining vegetation; and,

c. No evidence of excessive erosion exists; and,

d. No evidence of unplanned channel development exists; and,

e. Complete ground cover vegetation has been established that is healthy and self-sustaining; and,

f. The presence of healthy and self-propagating native wetland grasses and other herbs within the recreated wetland has been demonstrated.

2. The Developer is to replace on an acre-for-acre basis all areas determined to be "waters of Hillsborough County".

3. The areas to be replaced shall be restored in the fashion outlined in the plan submitted to the Hillsborough County Environmental Protection Commission on August 9, 1983. (A copy of which plans are attached hereto as Composite Exhibit D and incorporated herein by reference)

4. All restoration efforts must comply with the Rules and Regulations of the Hillsborough County Environmental Protection Commission.

5. There shall be a minimum of at least a ten foot (10') wide buffer strip of native transitional species preserved around wetland areas proposed for preservation or mitigation.

6. The Developer shall employ the following methods for purposes of enhancing fish and wildlife values in Delaney Creek and other wetland areas:

a. Shall retention ponds with wide, gently sloping littoral zones; and,

b. Reconstruction of Delaney Creek as a wide, shallow meandering channel within the right-of-way shown on the General Site Plan; and,

c. Revegetation of constructed littoral zones, using native wetland species; and,

d. Relocation of top soil and shallow mulch deposits from disturbed areas to mitigation sites; and,

e. Provision of adequate water supply and water level controls; and,

f. Routing of filtered stormwater through preserved or relocated wetlands or bayheads.

7. a. The project's stormwater drainage system may incorporate wetlands on-site, but no direct discharge from any impervious surfaces shall be permitted into any wetland which is designated as a "conservation" area. The project's stormwater system shall be designed to maintain a hydro-period acceptable to the Environmental Protection Commission for all "conservation areas" on-site, unless otherwise approved by the Hillsborough County Environmental Protection Commission. The total stormwater management system, including lakes, swales, and wetland areas shall be designed and maintained in conformance with applicable law.

b. A surface water quality monitoring program shall be conducted by the applicant to monitor any potential impact of the project on Delaney Creek. Samples shall be collected on a monthly basis from all on-site discharge points throughout the construction of the project. One sampling interval shall be scheduled prior to the commencement of any project construction. Samples shall be collected on the same date each month, whenever possible. Daily rainfall data or daily stream flow data shall be provided to correlate stream flow with concentrations of specified parameters. Parameters to be measured at each sampling point during each sampling interval are: BOD_5, Dissolved Oxygen, Turbidity, Total Nitrogen, Nitrate, Total Phosphorus, Oil/Grease, Lead, Temperature, pH.

The analysis of samples will be performed by a State Certified Laboratory and reports submitted quarterly to the Hillsborough County Environmental Protection Commission, and Hillsborough County Department of Development Coordination. Approval of future development phases or proposed modifications will be contingent upon the condition that development of this project will not result in further degradation of water quality in the receiving bodies of water.

G. Historical/Archaeological

Any historical or archaeological resources discovered shall be reported to the Florida Division of Archives, History and Records Management and the disposition of such resources shall be determined in cooperation with the Division of Archives and Hillsborough County.

H. Open Space/Recreation

The Developer or his assigned agents or successors shall be responsible for the maintenance of all open space/recreational areas and landscaped areas within each phase of the development.

I. Public Facilities

1. Prior to issuance of the Detailed Site Plan Approval for each phase of the development, the Developer shall provide to Hillsborough County verification that adequate police, fire service and emergency medical service facilities are available to serve the described phase.

2. The collection, transportation and disposal of solid waste is controlled by County ordinance and shall take place in accordance with the terms of said ordinance.

3. No Detailed Site Plan Approval shall be granted without an approved, permitted wastewater collection system, and sufficient treatment and effluent disposal capacity for that portion of the building construction. Approvals shall be obtained from all appropriate local and State agencies. Documentation of these approvals shall be provided to the Department of Development Coordination prior to Detailed Site Plan Approval. Developer shall

participate in Count, programs designed to maximize the use of effluent for non-potable uses.

4. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction. Approvals shall be obtained from all appropriate local and State agencies.

J. Energy

Within the acknowledged constraints of operating and construction budgets, the Developer shall encourage the following energy management/conservation measures:

1. Use of energy conservation features and techniques for interior and exterior building design, including passive solar orientation of buildings; and,

2. High efficiency mechanical equipment; and,

3. Automated climate control systems; and,

4. Interior/exterior lighting load management systems; and,

5. Energy efficient landscaping.

Prior to detailed site plan approval for each phase of the development, the applicant shall provide a detailed landscaping plan indicating the areas and quantities of landscaped materials to be provided, which plan will meet or exceed the then existing landscape ordinance of Hillsborou County and shall comply with the requirements contained in the C-U Zo. A copy of said plan shall also be submitted to staff of the Environmen Protection Commission for its review and comment.

K. On-Site Wells/Irrigation Systems

The Developer or his successors shall be responsi for the operation and maintenance of all on-site wells and landscape irrigation systems.

L. Drainage Conditions

The development's stormwater management system shall be designed in accordance with Hillsborough County's

peak discharge and volume sensitive basin criteria. Peak discharge for a 25-year 24-hour storm for the developed site shall not exceed the 10-year 24-hour peak discharge for the undeveloped site.

In addition, the runoff volume for the first 24 hours of a 25-year 24-hour storm on the post-developed site shall not exceed the runoff from an existing 25-year 24-hour storm.

(CONTINUED ON NEXT PAGE)

TRANSPORTATION

M.

I. Impact Analysis Methodology

The Brandon Town Center development will substantially impact several regionally significant transportation facilities within the project's impact area. Quantification of the project's impact on area transportation facilities is based on the following methodology. Existing traffic volumes on roadways in the impact area were determined by physically counting traffic on those roadways. Growth factors were then applied to determine the "existing background" traffic for each phase of the development. In addition to existing background traffic, allowances were made for traffic projected to be generated by approved developments which have not been built ("proposed background" traffic). The sum of existing background traffic and proposed background traffic was used as the basis against which traffic generated by each phase of the project was evaluated.

The conditions precedent to consideration of a roadway segment as an element of the total impact of the project are: (a) The project's traffic on the roadway segment must equal or exceed 5% of the daily LOS C or D peak hour capacity of the existing roadway, and (b) the Developer's traffic, plus the total background traffic on the roadway segment, must result in a reduction of the level of service on the segment to LOS D or worse. If traffic generated by the project phase on the specific road segment satisfies both of the above conditions, the Developer's proportional share of the cost of improving said roadway segment to an acceptable service level shall be considered part of the Developer's total fiscal impact on the transportation system. The proportionate share is calculated by multiplying the project's traffic as a percentage of the daily LOS C capacity of the improved roadway times the cost of the proposed improvement. Not considered as element of the total fiscal impact are improvements which are under construction or which have been assigned a funding commitment in an approved transportation improvements program. The commitments by the Developer or other responsible entities for those transportation system improvements necessary to accommodate each phase of the Brandon Town Center development are identified below. The improvements listed in this development order for both phases are predicated on the Tampa Bay Regional Planning Council's DRI Report dated May 9, 1983 and Hillsborough County's table of improvements dated October 7, 1983.

II. PHASE I

A. Prior to the issuance of any building permits for Phase I as identified in the applica n, the County shall have begun the development of a transportation improvement plan for the Brandon area in cooperation with the Florida Department of Transportation and the Tampa Bay Regional Planning Council. The completion of this plan is scheduled to be accomplished prior to the issuance of building permits for Phase II, and may include but not be limited to:

1. Identification of the regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional roadways to be constructed within the study area.

2. The existing, approved and projected development to be included with the plan.

3. The manner by which the traffic impact of existing development will be documented and assessed.

4. The manner by which the traffic impact of approved and projected development will be documented and assessed.

5. Daily Level of Service C, D peak hour shall be the designated goal of the plan.

6. A study of mass transit as a viable alternative to alleviate overburdening of the roadways.

7. Identification of specific construction implementation goals, such as right-of-way acquisition and implementation of additional north/south and east/west corridors designed to coincide with transportation improvement needs generated by each phase completion for projects approved within the study area.

8. Identify available funding commitments for the improvements.

B. Under current conditions, the following transportation improvements are necessary to mitigate the impact of Phase I of Brandon Town Center.

1. The improvements listed in this subparagraph are necessary to mitigate the projects Phase I transportation impacts however, said improvements were not considered as elements of the Developer's total fiscal impact on the transportation system.

   (a) Improve Causeway Boulevard to six lanes divided from U.S. 301 to Providence Road. Brandon Town Center will contribute 11.1% of the existing daily LOS C

capacity and 4.7% [illegible]ne improved daily LOS C capacity in Phase I. This improvement is under construction by Hillsborough County.

(b) Improve Lumsden Road to four lanes from Providence Road to Kings Avenue. Brandon Town Center will contribute 60.8% of the existing daily LOS C capacity and 25.7% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by Hillsborough County.

(c) Monitor traffic flows on Kingsway Road from S.R. 60 north to Windhorst Road and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 6.7% of the existing daily LOS C capacity.

(d) Monitor traffic flows on Providence Road from Lumsden Road to Bloomingdale Avenue and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 11.9% of the existing daily LOS C capacity.

(e) Monitor traffic flows on Causeway Boulevard from 78th Street to U.S. 301 and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 6.0% of the existing daily LOS C capacity.

(f) Improve S.R. 60 to six lanes divided from Orangeland Road to Lakewood Drive. Brandon Town Center will contribute 16.1% of the existing daily LOS C capacity and 10.5% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by the Florida Department of Transportation.

(g) Improve S.R. 60 to six lanes divided from Lakewood Drive to Kings Avenue. Brandon Town Center will contribute 23.7% of the existing daily LOS C capacity and 15.5% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by the Florida Department of Transportation.

(h) At the S.R. 60/Lakewood intersection, add two eastbound through lanes, two westbound through lanes, and

a northbound stbound left-turn lane. Brandon Town Center will contribute 15.3% of the existing peak hour LOS D capacity and 7.6% of the improved peak-hour LOS D capacity in Phase I. One additional through lane in each direction is included as a programmed improvement by the Florida Department of Transportation.

(i) At the Lumsden Road/Kings Avenue intersection, add a southbound to westbound right-turn lane and a northbound to eastbound right-turn lane. Brandon Town Center will contribute 11.0% of the existing peak hour LOS D capacity and 16.6% of the improved peak-hour LOS D capacity in Phase I. This is a programmed improvement by Hillsborough County.

2. The improvements described in Exhibit B and C (dated October 7, 1983) are projected to be required to mitigate the project's Phase I transportation impacts combined with proposed and existing background traffic and represent the basis for the computation of the Developer's proportionate share described in Paragraph II. C., below.

C. As a condition of approval of Phase I of the project the Developer shall assume financial responsibility as set forth below for a proportionate share of the cost of construction of improvements to the facilities identified in Exhibits B and C. The Developers proportionate share as determined pursuant to the methodology described herein is $1,582,141.00. To discharge its responsibility for this proportionate share, the Developer shall make the following contributions to Hillsborough County:

1. Prior to the issuance of any building permits for Phase I, provide right-of-way for the intersection improvements of the main entrance to Brandon Town Center and S.R. 60, in accordance with the requirements which have been established by the Florida Department of Transportation, which improvements are valued at $70,000.00.

2. a. Prior to issuance of the final certificate of occupancy for the first 1,200,000 square feet of the project, dedicate the right-of-way and construct the portion of the new north/south corridor from Lumsden Road to the access road B, as identified on the General Site Plan, which contributions are valued at $362,727.00.

b. In the event the County, at a point earlier than issuance of the final certificate of occupancy described above has:

(1) Awarded or caused to be awarded construction contracts for that portion of the new North/South road from S.R. 60 to the point of beginning of the Developer's responsibility described herein, and

(2) Scheduled completion of that portion prior to issuance of the final certificate of occupancy,

then the Developer shall dedicate the right-of-way and complete construction of the road identified on the General Site plan contemporaneous with completion of construction of the other portion described herein.

c. Provided, however, that dedication of the right-of-way and completion of construction by the Developer shall in any event occur no later than the issuance of the final certificate of occupancy described herein. Also, in no event shall the Developer be expected to dedicate the right-of-way and complete construction prior to issuance of certificates of occupancy for 600,000 square feet of the project. If the County has performed the conditions precedent described above prior to issuance of the certificate of occupancy for 600,000 square feet, then the Developer shall upon issuance of said certificate of occupancy immediately undertake its responsibility to dedicate said right-of-way and construct the road segment.

d. The required right-of-way shall be 80 feet wide so as to accommodate construction of a four-lane divided urban section. All construction shall be undertaken in accordance with County standards relating to roadway construction.

e. Certificate of Occupancy shall be construed to mean those certificates of occupancy issued by the County to the Developer for shell construction of buildings and shall not refer to those certificates of occupancy issued to individual businesses that may lease or otherwise acquire space within said faculty.

f. Responsibility for construction of traffic control devices at the intersection of the new North/South road and Lumsden shall be borne by the Developer, provided, however, that the Developer shall be entitled to a credit for the cost thereof at such time as the North/South road is extended to S.R. 60.

3. Prior to the issuance of any building permits for Phase I of the development, dedicate right-of-way for the new north/south corridor which runs from access road B to the northerly boundary of the project north of Parcel J as identified on the General Site Plan,which contribution is valued at $75,000.00. This contribution is subject to the conditions set out in paragraph II. E. below.

4. Prior to the issuance of any building permits for Phase I of the development, dedicate 14 acres for right-of-way for the new east/west road connecting with the Crosstown Expressway which right-of-way is identified on the approved general site plan, which contribution is valued at $1,050.000.00. The described 14 acres is comprised of a corridor approximately 200' feet wide beginning at the western boundary of the project aligned with the crosstown expressway interchange east to the eastern most boundary of the Brandon Town Center project site. This contribution is subject to the condition set out in paragraph II. E. below.

5. A cash contribution of $300,000.00 payable as follows:

   a. A payment of $100,000.00 upon final approval of this development order, which payment will be used to begin development of the Brandon Area Transportation Improvements Plan.

   b. A payment of $200,000.00 to be used for the improvements to Lakewood Road above, which payment will be made at the earlier of (1) the time contracts are awarded to construct said improvements, or (2) the time building permits are issued for Phase I.

The contributions identified in this paragraph are at present value and shall constitute the final and complete satisfaction by the Developer of all obligations for all off-site transportation improvements related to Phase I of Brandon Town Center.

D. The County agrees to utilize the Developer's contributions for the specific purposes stated above. The County shall award contracts for implementation of transportation improvements projects identified in Exhibit B and C upon receipt of contributions or impact assessment fees from development projects in this impact area which equal the cost of those improvements when coupled with funds received from other sources and funds allocated in the County's transportation improvement program; provided, however, that the above-referenced list of improvements may be modified based on subsequent transportation system management measures and transportation studies under Florida Statutes

§380.06. In the event Tampa Bay Regional Planning Council revises its threshold criteria for level of service or for the development's traffic as a percentage of a facility's capacity, and the County concurs with said revision, then improvements identified in this development order which exceed these thresholds will be added as conditions of this development order and those improvements which do not exceed these thresholds shall be eliminated. In the event that the above-described revision necessitates a modification to the Developer's proportionate share said modification shall take place during calculation of the total fiscal impact for Phase II.

E. The Developer has agreed to dedicate the right-of-way identified in paragraphs II.C.3. and II.C.4. based on the County's proposal to develop and implement a transportaton plan for the Brandon area which will result in the construction of new east/west and north/south roadways. Construction of the portions of the roadways which would fall in the above referenced rights-of-way is not yet an approved County project. By dedicating these rights-of-way, the Developer is effectively precluded from developing the parcels identified on the approved General Site Plan as parcels K, L, J, M, N and O until a decision is made whether these roadways will be built, and if so, where they will be located. If the County has either awarded or caused to be awarded construction contracts for construction of these roadways as hereinafter defined, within the earlier of (a) seven years from the completion of construction for Phase I development as identified in the application, or (b) ten years from the date the County approves of this Development Order, the Developer shall be allowed to redesign the area encompassed by the parcels identified above, to accommodate the new roadways, subject to approval as otherwise contemplated herein by the County Department of Development Coordination which approval shall not be unreasonably withheld. For purposes of this paragraph, "these roadways" is defined to mean (1) as to the east/west road: a four-lane road which runs from the Crosstown Expressway to Kings Avenue; and (2) as to the north/south road: a two-lane road which runs either (a) from S.R. 60 to Bloomingdale, or (b) from S.R. 60 to a point of intersection with the southern east/west corridor, provided that the County has awarded or caused to be awarded construction contracts for construction of that portion of the southern east/west corridor which runs from said intersection to Providence Road. These roadway links are identified on Exhibit "E" attached hereto and made a part hereof. Such redesign, under the terms of this paragraph, shall not be deemed a conceptual modification" under the County's C-U ordinance or a "substantial deviation" under Chapter 380, Florida Statutes or other applicable rules and regulations. If the County has not awarded construction contracts for the east/west road as described above within the time

frame set out above, the County shall forthwith return the property dedicated for the east/west road to the Developer, at no additional cost to the Developer, and make no further claims within the context of the zoning or development of Regional Impact Process against said property. If the County has not awarded or caused to be awarded construction contracts for either of the north/south road alternatives as described above within the time frame set out above, then the County shall forthwith return the property dedicated for the north/south road to the Developer, at no additional cost to the Developer, and make no further claims within the context of the zoning or Development of Regional Impact process against said property. The redesign referenced in this paragraph may result in reallocation of density or intensity of uses to other parcels of like uses on a prorata basis, or in the conversion of multi-family uses to office or commercial uses if the Developer determines that the introduction of the roadways precludes a viable multi-family development. The conversion shall be based on a balancing of the density and intensity of uses and impacts such that the total density and intensity of uses and impacts of the revised development plan do not exceed the total density and intensity of uses and impacts of the approved plan. Intensity, in the conversion of uses in the current multi-family areas (Areas J, N, and O), shall not exceed 8,712 square feet per acre for general commercial or 15,625 square feet per acre for office. Total project square footage shall not exceed the total square footage approved at the time of rezoning. Office and general commercial shall be the only conversion uses permitted in these areas. A conversion of uses or reallocation of densities must meet all requirements of the conditions in the CU zoning and the Development Order for this project except as provided for herein relating to approval of waivers. If the conversion or reallocations becomes necessary as a direct result of the location and construction of the County's north/south and east/west roads, the Zoning Administrator shall review and approve waivers of the setback and height limitations in the affected areas up to 50 percent to accommodate the conversion or reallocation successfully, which review and approval shall not be unreasonably withheld. Said conversions or reallocation of densities must be designated on a revised General Site Plan as well as any necessary revised Detailed Site Plans. The revised General Site Plan submitted by the Developer for certification shall reflect the potential uses in Areas J, N, and O (i.e., General Commercial, Office, and/or Multi-Family).

F. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsible for construction of access points and installation of traffic control devices necessitated by the project at those locations where project

roads intersect County Roads, however, this shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the County construction that ties the North/South road or East/West road to project roads. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

G. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

III. PHASE II.

A. The development of Phase II as identified in the application will substantially impact several regionally significant transportation facilities in the project's impact area. Two alternatives to mitigate these impacts are presented. If the Developer selects Alternative 1 and thereafter desires to be governed by the terms of Alternative 2, said Developer shall be allowed said option but only in strict accordance with the terms contained herein.

B. Alternative One.

1. Under current conditions, the following transportation improvements are necessary to mitigate the impact of Phase II of Brandon Town Center.

A. The improvements listed in this subparagraph are necessary to mitigate the Projects Phase II transportation impacts; however, said improvements were not considered as elements of the Developer's total fiscal impact on the transportation system.

(1) In lieu of additional lanes on S.R. 60 from Bryan Road to I-75, intersection improvements satisfactory to provide level of Service D peak hour conditions shall be constructed. The need for and extent of these improvements shall be based on a study of pertinent intersections. This study

will include [illegible] 'ersion of trips to the new roadway links in the study area.

(2) Monitor traffic flows on Bloomingdale Road from John Moore Road to Kings Avenue and from Kings Avenue to Providence Road and ensure implementation of access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D peak-hour conditions. Brandon Town Center will contribute 7.0% of the existing daily LOS C capacity on each of these roadway links.

B. The improvements described in Exhibits "__B__" and "__C__" are projected to be required to mitigate the Project's Phase II transportation impacts and also represent the basis for the computation of the Developer's proportionate share referenced below.

C. As a condition of approval, of any development beyond that included as part of Phase I of the project as identified in the Application, the Developer shall assume financial responsibility as set forth below for a proportionate share of the cost of construction of improvements to any of the facilities identified in Exhibit "__B__" and "__C__". The Developer's proportionate share as determined pursuant to the methodology described herein is $2,264,579.00. The Developer agrees to make contributions to Hillsborough County including but not limited to contributions of the type identified for Phase I, the value of which will at least equal the above stated proportionate share.

Prior to issuance of building permits for Phase II of the project, as identified in the application, the County Administrator and the Developer shall agree upon the nature and timing of the Developer's contributions. Said agreement shall ensure that the Developer's contributions are utilized in such a manner as to provide a reasonable benefit to the Developer and shall take into account the provisions contained below.

(1) Credit against the proportionate share contribution for Phase II transportation impacts will be allowed for right-of-way desired by the County and dedicated by the Developer, which right-of-way will be valued at its fair market value as of the date of dedication, or as otherwise agreed. For purpose of this paragraph right-of-way shall

be construed [illegible] right-of-way desired for construction of roads intended to implement area transportation plans and does not include right-of-way dedicated for any other County purpose

(2) Roadway construction performed by the Developer at the request of the County in mitigation of Phase II transportation impacts shall be valued in accordance with industry standards and generally accepted accounting principles.

(3) a. The Developer shall have the option to re-design Roadway E as identified on the general site plan in an effort to relocate said roadway in the corridor for the new East/West Roadway. The developer shall provide its proposal to the County for its review and concurrence, which concurence shall not be unreasonably withheld. If the Developer constructs this roadway as part of the new East/West Roadway, it shall do so in compliance with County standards, and the Developer shall be entitled to full credit against his proportionate share assessments for the project for the engineering and construction costs of such construction. The above-referenced redesign shall not be deemed a "conceptual modification" under the County's C-U ordinance or a "substantial deviation" under Chapter 380, Florida Statutes or other applicable rules and regulations.

b. If the developer does not relocate Roadway E as described above, and (a) the County has constructed the North/South road from State Road 60 to Lumsden's, intersection with Roadway E, but (b) the County has not constructed the East/West corridor from the Crosstown Expressway to Kings Avenue, then the Developer shall be entitled to a credit against its proportionate share assessments for the project of 72.8% of the sum of the then fair market value of the right-of-way for Roadway E plus the actual engineering and construction costs of said road, and the Developer shall thereupon dedicate Roadway E to the County and the County shall accept the dedication.

(4) Credit against the proportionate share contribution for Phase II transportation impacts will be allowed for all contributions made in Phase I which exceed the total proportionate share contribution for Phase I.

(5) a. The Developer, at its option, may develop and participate in a Transportation System Management (TSM) Program. The TSM Program may include procedures to encourage and facilitate the use of car pooling, van pooling, flex time, transit ridership and provision of bus stop shelters, and shall be developed through the coordinated efforts of the Developer, Hillsborough County, Florida Department of Transportation, the Hillsborough County Metropolitan Planning Organization Hillsborough Area Regional Transit Authority and the Tampa Bay Regional Planning Council. If the Developer can demonstrate to the County, in accordance with generally accepted traffic engineering methodology and practices, that the implementation of TSM measures over and above those identified in the application can reduce the development's share of existing capacities for roadway links or intersections (at acceptable levels of service), below the 5% threshhold which triggers the requirement for an improvement to be made (or such other threshold as is then in effect), then, if such TSM measures are committed to by the Developer or other responsible agencies, those particular improvements will be deleted from the list of required improvements for which the Developer is assessed a proportionate share contribution and the assessments against Phase II will be reduced accordingly, subject to further adjustment as described herein.

The "further adjustments" referred to in this provision shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits and shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the Developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

b. If the Developer can demonstrate to the County that the implementation of TSM measures over and above those identified in the application can reduce the development's share (expressed as a percentage) of the improved capacity of a roadway link or intersection, which percentage is the basis for calculating the Developer's contribution to an improvement, then the Developer's contribution to that improvement shall be adjusted accordingly, subject to further adjustment as described herein.

The "further adjustments" referred to in this provision shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits B and C shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the developer's maximum Phase II contribution of $2,264.579.

(6) a. Prior to the issuance of building permits for Phase II, as identified in the application the Developer may, at his expense and at his option, conduct, in accordance with the provisions of Florida Statutes S380.06, a new transportation study of the Brandon Town center transportation impact area as established by the County, the Tampa Bay Regional Planning Council and the Developer during the initial review of the Application. This new traffic study shall be prepared in a manner consistent with that contained in the application and shall be in accordance with generally accepted traffic engineering practices. The new study shall analyze the transportation system in the impact area based on existing and approved development, plus the projected impact of Phase II of the project or that portion of Phase II for which approvals are being sought. The new study shall serve to verify the findings of the original Development of Regional Impact and to indicate whether or not there are alternative transportation improvements or mechanisms, which, if implemented, will maintain the facilities identified in Exhibit B and C at a satisfactory level of service.

b. If the new transportation study establishes that certain of the improvements referred to in Exhibit B and C should no longer be considered as a factor in the determination of the Developer's proportionate contribution, because the specific roadway link or intersection does not satisfy both of the conditions precedent to the requirement for an improvement to be made, as set out above, or such other less strigent conditions precedent which have been established by the County and which are in effect, at the time of the transportation study, then the Developers proportionate share contribution for Phase II of the project shall be altered accordingly, subject to further adjustment as described herein.

c. If the new study establishes that the development's share, expressed as a percentage, of the improved capacity of a roadway link or intersection changes, then the Developer's contribution to that improvement shall be adjusted accordingly, subject to further adjustment as described herein.

d. The "further adjustments" referred to in Paragraph b and c, above, shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibit B and C shall be recalculated based on then-projected constructon costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the Developer's "Revised Proportionate Share"). The sum of the individual Revised Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

e. Credit against proportionate share contributions for Phase II transportation impacts will be allowed for contributions made for Phase I improvements to be extent that the new study shows the project's traffic on particular roadways identified in Phase I no longer results in the requirement for improvements on said roadways under the conditions precedent which were applied during Phase I analysis.

(7) In no event shall the Developer be required to make contributions exceeding $2,264,579.00 for transportation impacts attributable to Phase II of the project. Except as otherwise provided for herein, credits against the proportionate share for Phase II shall be formulated based on applicable County credit criteria prevailing when application is made for Phase II development permits.

(8) a. In the event that the Florida Department of Transportation or other governmental entity, excluding the County, (subject to the provisions below), should allocate funds in an approved Transportation Improvement Program to cover all of the cost of any of the road improvements identified in Exhibit B and C then said improvement shall be deleted from the list of required improvements and the Developer's total proportionate share contribution shall be reduced accordingly, subject to further adjustment as described herein. To the extent that the County should receive road construction funds from sources other than: a) gasoline taxes, b) ad valorem taxes, c) impact fees, or d) special assessments and shall

allocate said funds in an approved Transportation Improvement Program to cover all of the costs of any of the road improvements identified in Exhibit B and C then said improvement shall be deleted from the list of required improvements and the Developer's total proportionate share contribution shall be reduced accordingly subject to further adjustment as described herein.

b. In the event that the Florida Department of Transportation or other governmental entity, excluding the County(subject to the provisions below), should allocate funds in an approved Transportation Improvement Program to cover a portion of the cost of construction of a road improvement identified in Exhibit B and C, then the Developer's contribution, shall be calculated by applying the development's share of the traffic, expressed as a percentage of the improved capacity of the road segment or intersection, against the remaining cost of construction of the road improvement which must be borne by the County. As a result of the above described process; the total proportionate share contribution of the Developer shall be reduced accordingly, subject to further adjustment as described herein. To the extent that the County should receive road construction funds from sources other than: a) gasoline taxes, b) ad valorem taxes, c) impact fees, or d) special assessments and shall allocate said funds in an approved Transportation Improvement Program to cover a portion of the costs of any of the road improvements identified in Exhibit B and C, then Developer's total proportionate share contribution shall be revised in accordance with the terms of this paragraph, subject to further adjustment as described herein.

c. 1) The "further adjustment" referred to in Paragraph a. and b., above, shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits ___ and ___ shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be calculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the

Developer's "Revis Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

2. The County agrees to utilize the Developer's contributions for the purposes set out in the contribution plan agreed to by the County and the Developer pursuant to the terms contained herein. The County shall award contracts for construction of theimprovements identified in Exhibits B and C upon receipt of contributions or impact assessment fees from development projects in this impact area which equal, in the aggregate, when coupled with funds received from other sources and funds allocated in the County's Transportation Improvement Program, the cost of those improvement; provided, however, that the above referenced list of improvements may be modified based on subsequent transportation studies, transportation system management measures, or similar mitigation programs.

3. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsible for construction of access points and installation of traffic control devices necessitated by the project at those locations where project roads intersect County Roads, however, this shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the County construction that ties the North/South road or East/West road to project roads. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

4. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

C. Alternative Two.

1. Upon the adoption of a County transportation impact fee ordinance, the Developer may, at its option, elect to be governed exclusively by the provisions of this Alternative Two for satisfying its obligation to contribute a proportionate share for Phase II of the project. If the Developer elects this Alternative, the Developer shall complete all contractual obligations undertaken at that point in constructing any improvements agreed to as satisfying a portion of the proportionate contribution against Phase II, and thereafter, pay impact fees as imposed by ordinance or resolution to the extent and in the same manner as such fees are imposed on other developers subject to such fees; provided, however, that: (a) the Developer shall be given credits against those impact fees imposed by ordinance or resolution, for all costs expended in engineering and constructing improvements under the contractual obligations referenced in this paragraph, (b) The Developer shall be given credit against those impact fees imposed by ordinance or resolution for other contributions made for Phase II, pursuant to the terms of the contribution plan described herein, and (c) in the event that the Florida Department of Transportation or other governmental entities should allocate funds (excluding County funds) in an approved Transportation Improvement Program to cover costs of construction of one or more of the improvements identified in Exhibits B and C and the cost of these programmed improvements was included in the calculation of the Developer's impact fee, then the Developer's impact fee shall be reduced by an amount representing the proportionate amount of the fee attributable to said improvements.

2. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsibility for construction of access points and installation of traffic control devices necessitated by the project at those locations where project roads intersect County roads. This shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the constructon that ties the North/South road or East/West road to project roads. This obligation is in addition to fees paid pursuant to ordinance or resolution.

3. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. This obligation is in addition to fees paid pursuant to ordinance or resolution.

4. Nothing contained in this development order shall be construed to limit or modify any legal rights or remedies the Developer may have or prohibit the Developer from contesting the validity of a County impact fee ordinance or resolution.

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

I, JAMES F. TAYLOR, JR., 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 the resolution adopted by the Board of County Commissioners of Hillsborough County, Florida, at its regular meeting of November 3, 1983, as the same appears of record in Minute Book 93 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 7th day of November, 1983.

JAMES F. TAYLOR, JR., CLERK

By: Edna L. Fitzpatrick
Deputy Clerk

APPROVED BY COUNTY ATTORNEY
BY
Approved As To Form And
Legal Sufficiency.

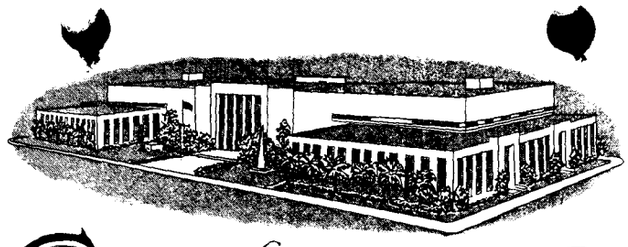
Development Order Amendment

Exhibit C

PHASE	LAND USE	BUILDING AREA
Phase I (1989)[2]	Office	100,000 s.f. G.L.A.[1]
	Regional Commercial	1,100,000 s.f. G.L.A.
Phase II (1992)	Office	400,000 s.f. G.L.A.
	General Commercial	250,000 s.f. G.L.A.
	Multifamily	129 dwelling units

1. G.L.A. means Gross Leasable Space
2. Completion date of phase.

OFFICE OF
MES F. TAYLOR, JR.
RK OF CIRCUIT COURT
RK OF COUNTY COURT
P. O. BOX 1110
MPA, FLORIDA 33601
ELEPHONE 223-7811



COUNTY of HILLSBOROUGH
Tampa, Florida 33601

CLERK BOARD OF COUNTY COMMISSIONERS
COUNTY AUDITOR
COUNTY RECORDER
CUSTODIAN OF COUNTY FUNDS
DEPENDENT'S SUPPORT COLLECTION
TAX DEED SALES

IN RESPONSE REFER TO:

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

April 3, 1984

Mr. William Ockunzzi, Director
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, Florida 33702

Re: Brandon Town Center DRI/Substantial Deviation Determination

Dear Mr. Ockunzzi:

Enclosed please find a resolution which corrected a numerical error in the original development order for the referenced project. I have not attached a copy of the original development order since you already have same.

Should you have any further questions, please feel free to contact Richard E. Davis, Assistant County Attorney, at (813) 272-5670.

Sincerely,

J. Ed Smith
Chief Deputy Clerk

JES:RED:dm

Enclosure

An Affirmative Action - Equal Opportunity Employer

:3/5/84:Draft #1
FI. AL:3/21/84

RESOLUTION #R84-0050

Upon motion by Commissioner Jetton seconded by Commissioner Paulk the following resolution was adopted by a 5-0 vote:

WHEREAS, on November 3, 1983, the Board of County Commissioners issued Development Order 89 for Brandon Town Center Associates Development of Regional Impact hereinafter referred to as Brandon Town Center, a copy of said Development Order is attached hereto as Composite Exhibit A and incorporated herein by reference; and,

WHEREAS, subsequent to its passage, a review of the Development Order revealed that an inaccurate monetary amount had been included in the Transportation condition contained within said Development Order; and,

WHEREAS, the inaccuracy related to the total cost of construction and dedication of right-of-way attributed to a specific road improvement which the Developer was going to make as an element of the development; and,

WHEREAS, staff of the Hillsborough County Division of Public Works described the inaccuracy in a memorandum provided to the Board dated February 22, 1984, a copy of which memorandum is attached hereto as Composite Exhibit B and incorporated herein by reference; and,

WHEREAS, staff of the Hillsborough County Division of Public Works have requested the Board of County Commissioners to formally correct the inaccuracy in the Development Order; and,

WHEREAS, the Board of County Commissioners after reviewing the documents submitted and hearing the testimony of appropriate staff concludes that the proposed correction in the numerical amounts contained in the Transportation condition in the Development Order would not create a reasonable likelihood of additional adverse regional impact.

NOW THEREFORE BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING ASSEMBLED THIS 21st DAY OF March, 1984:

1. The foregoing recitation and findings of fact are hereby incorporated into this Resolution.

2. It is the determination of the Board of County Commissioners that the described correction in the Transportation condition of the Development Order does not constitute a substantial deviation from the Brandon Town Center Development of Regional Impact, pursuant to the terms of Florida Statutes 380.06(17).

3. The Development Order 89 issued in the Brandon Town Center Development of Regional Impact review process is hereby corrected as follows:

a. The reference to $362,727.00 contained in paragraph C-2A on page 18 of the Development Order is hereby corrected to read $1,079,545.00.

4. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and Brandon Town Center Associates.

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

I, JAMES F. TAYLOR, JR., 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 the resolution adopted by the Board of County Commissioners of Hillsborough County, Florida, at its regular meeting of March 21, 1984 as the same appears of record in Minute Book 96 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 3rd day of April, 1984.

JAMES F. TAYLOR, JR., CLERK

By: Edna L. Fitzpatrick

APPROVED BY COUNTY ATTORNEY
BY _____
Approved As To Form And
Legal Sufficiency.

Richard L. Ake
Clerk of the Circuit Court
Hillsborough County, Florida

P.O. Box 1110
Tampa, Florida 33601
Telephone 223-7811

CERTIFIED MAIL

July 1, 1987

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

Attn: Julia Greene
Executive Director

Re: Resolution - Brandon Town Center Development Order Amendment (DRI #89) - H.C. Document No. R87-0170

Dear Ms. Greene:

Enclosed please find a certified copy of the subject Resolution which was adopted by the Hillsborough County Board of County Commissioners on May 26, 1987.

This copy is being provided for your official files.

Sincerely,

RICHARD AKE, CLERK
BOARD OF COUNTY COMMISSIONERS

By: Edna L. Fitzpatrick
Edna L. Fitzpatrick
Deputy Clerk

ELF/lt

cc: Board files (1 orig.)
State Land Planning Agency (by certified mail)
Elliott Dunn, Asst. County Attorney
Liz Eginton, Community Planner II, Dept. Development Coordination
(Copy provided JMB Federated Realty via Brian Forbes, Attorney, c/o Taub and Williams)

Enclosure

SC file

COUNTY OF HILLSBOROUGH

An Affirmative Action
Equal Opportunity Employer

POST OFFICE BOX 1110 TAMPA, FLORIDA 33601

BOARD OF COUNTY COMMISSIONERS

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

November 7, 1983

rec'd Nov 8

Mr. William Ockunzzi, Director
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, Florida 33702

Re: Brandon Town Center Development of Regional Impact

Dear Mr. Ockunzzi:

Enclosed please find the Development Order for the Brandon Town Center Development of Regional Impact. Accompanying the Development Order are certain exhibits. I have not included the Application for Development Approval since your office has a copy of same.

Should you require any further information concerning this Development Order, please feel free to contact Richard E. Davis, Assistant County Attorney, at (813)272-5670.

Sincerely,

J. Ed Smith
Chief Deputy Clerk

JES:RED:dm

Enclosures

RED:9/27/83
Draft #2
FINAL:11/3/83

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
OF HILLSBOROUGH COUNTY, FLORIDA
DRI # 89
DEVELOPMENT ORDER

Upon motion of Commissioner Paulk, seconded by Commissioner Colson, the following resolution was adopted this 3rd day of November, 1983:

WHEREAS, on September 8, 1982, Federated Department Stores, Inc., filed an application for development approval of a development of regional impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and,

WHEREAS, said application proposed construction of a regional mall/mixed use development located in eastern Hillsborough County; and,

WHEREAS, the Board of County Commissioners as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes, is authorized and empowered to consider applications for development approval for developments of regional impact; and,

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

WHEREAS, the Board of County Commissioners has on May 23; July 25; August 2, 29; September 19, 28; October 12, 19; and November 2, 3, 1983, held a duly noticed public hearing on said application for development approval and has heard and considered testimony and documents received thereon; and,

WHEREAS, the Board of County Commissioners has received and considered the report and recommendations of the Tampa Bay Regional Planning Council; and,

WHEREAS, Hillsborough County has solicited, received and considered reports, comments and recommendations from interested citizens, County and City agencies as well as the review and report of Hillsborough County Administration.

COMPOSITE EXHIBIT B

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA:

I. FINDINGS OF FACT

A. Federated Department Stores, Inc. submitted to Hillsborough County, Florida, an application for development approval and sufficiency response which are attached hereto and marked Composite Exhibit A and incorporated herein by reference. Hereinafter, the word "application" shall refer to the application for development approval, and the sufficiency response.

B. Subsequent to the filing of the application the property which is the subject of the described application was transferred to Brandon Town Center Associates, hereinafter referred to as "Developer".

C. The real property which is the subject of the application for development approval is legally described as set forth in Composite Exhibit A, attached hereto and made a part hereof by reference.

D. The proposed development is not an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes.

E. All development shall occur in accordance with this Development Order and Application.

F. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City-County Planning Commission, and the Tampa Bay Regional Planning Council.

II. CONCLUSIONS OF LAW

A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the application as set forth in Composite Exhibit A, the reports, recommendations and testimony heard and considered by the Board of County Commissioners, it is concluded that:

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

2. The development is consistent with local land development regulations.

3. The development is consistent with the report and recommendations of the Tampa Bay Regional Planning Council.

B. In considering whether the development should be approved subject to conditions, restrictions and limitations, Hillsborough County has considered the criteria stated in subsection 380.06 (13), Florida Statutes.

C. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Development Order and the application.

D. The application for development approval is approved subject to all terms and conditions of this Development Order.

III. GENERAL PROVISIONS

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

B. All provisions contained within the application for development approval marked "Composite Exhibit A" shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.

C. This Resolution shall constitute the Development Order of Hillsborough County in response to the application for development approval for the Brandon Town Center Development of Regional Impact.

D. The definitions contained in Chapter 380, Florida Statutes (1981), shall govern and apply to this Development Order.

E. This Development Order shall be binding upon the Developer and its heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of, any branch of government or governmental agency.

F. In the event that any portion or section of this 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 Development Order which shall remain in full force and effect.

G. Whenever this 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 development of regional impact applications as well as all governmental agencies and departments set forth under applicable laws and rules governing developments of regional impact.

H. In each instance in this Development Order where the Developer is responsible for ongoing maintenance of facilities at Brandon Town Center, the Developer may transfer any or all of its 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, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.

I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the Regional Planning Council shall result in further development of regional impact review pursuant to law and may result in Hillsborough County ordering a termination of development activity pending such review.

J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this 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 Development Order. The County Administrator shall issue a notice of such noncompliance to the Developer and if the deviation is not corrected within a reasonable amount of time shall recommend that the Board of County Commissioners establish a hearing to consider such deviations.

K. The Developer shall file an annual report in accordance with Section 380.06(16), Florida Statutes (1981), and appropriate rules and regulations. Such report shall be due on the anniversary of the effective date of this Development Order for each following year until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the County Administrator who shall after appropriate review, submit it for receipt by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners hearing wherein such report is to be reviewed. Provided, however, that 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 Development Order. The report shall contain:

1. 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;

2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following submittal of the annual report;

3. A statement listing all applications for incremental review required pursuant to this Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the annual report;

4. A statement setting forth the name(s) and address of any heir, assignee or successor in interest to this Development Order.

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

M. This Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes (1981).

N. Upon adoption, this Development Order shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners, by certified mail, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and the Developer.

IV. CONDITIONS

A. Air Quality

The Developer shall undertake the following mitigative measures to control soil erosion and air pollutants during construction activities:

1. Designate haul routes on site, to channel main traffic over a path which can be stabilized; and

2. Undertake chemical stabilization over heavily travelled primary haul route sections; and

3. Undertake mid-weekly cleaning of dirt during construction off paved roads adjacent to the site or as required by grading permit; and

4. Wherever possible use selective clearing to allow natural seeding to stabilize the disturbed soil and berms to minimize wind erosion; and

5. Water all dirt roads as necessary; and

6. Develop asphalt roads as soon as practical; and

7. Stage clearing of land within development pods to reduce land opended and exposed to windy conditions (the above-referenced "pod" shall be defined as the area shown on the General Site Plan as being devoted to a specific use i.e. general commercial, office, regional mall or multi-family, and separated from other "pods" by internal roadways, project boundaries and/or a broken boundary line); and

8. Undertake watering and spraying at all stages of clearing to insure dust control; and

9. Undertake mulching, seeding and sodding as soon as possible after final grading is completed; and

10. Undertake progressive development of roadways, landscaping and buildings for purposes of reducing fugitive dust emissions.

B. Geology

The Developer shall complete the final sub-soil testing referenced in the application to determine the best foundation type and soil bearing capacities within the project development area. Where appropriate, the results of these tests shall be utilized by staff during the construction permitting stages of the development.

C. Erosion Control

Developer shall utilize the following practices to prevent potential pollutants from leaving the construction site:

1. Straw filter barriers and/or filter fabric at discharge points including temporary discharge points; and

Temporary sediment basins and perimeter dike systems to be installed as a first step in the grading process and to be checked and cleaned out regularly; and

3. Complete grading activities and installation of erosion control measures in a timely manner to minimize erosion potential.

D. Drainage

1. It is the intention of the Developer to dedicate to Hillsborough County the drainage system identified as the relocated Delaney Creek. Upon dedication, maintenance responsibility for said area shall rest with Hillsborough County.

2. The Developer or his successors shall undertake parking lot sweeping as a routine maintenance function.

3. Those portions of the stormwater drainage system and retention and detention ponds not dedicated to Hillsborough County shall remain the responsibility of the Developer or his successor.

4. Parking lot underdrains shall be installed by the Developer if determined to be necessary by Hillsborough County Engineering Department during detailed site plan review. If underdrains are determined to be necessary, their retention capacity may be considered in sizing retention ponds.

E. Water Quantity

The elevations for all habitable structures shall be at or above the 100-year flood elevation, and shall meet the requirements of local flood elevation regulations.

F. Wetlands/Wildlife

1. The realignment of Delaney Creek must be completed in such a fashion as not to produce any "turbid discharges". The realignment of Delaney Creek shall not be considered complete until the following criteria are met:

a. The land area designated as recreated wetlands can maintain a soil moisture regime (frequency and duration), equal to or exceeding antecedent conditions as correlated to water year and rainfall event, without the manipulation of available water quantities; and,

b. All banks and slopes are stabilized with self-sustaining vegetation; and,

c. No evidence of excessive erosion exists; and,

d. No evidence of unplanned channel development exists; and,

e. Complete ground cover vegetation has been established that is healthy and self-sustaining; and,

f. The presence of healthy and self-propagating native wetland grasses and other herbs within the recreated wetland has been demonstrated.

2. The Developer is to replace on an acre-for-acre basis all areas determined to be "waters of Hillsborough County".

3. The areas to be replaced shall be restored in the fashion outlined in the plan submitted to the Hillsborough County Environmental Protection Commission on August 9, 1983. (A copy of which plans are attached hereto as Composite Exhibit D and incorporated herein by reference)

4. All restoration efforts must comply with the Rules and Regulations of the Hillsborough County Environmental Protection Commission.

5. There shall be a minimum of at least a ten foot (10') wide buffer strip of native transitional species preserved around wetland areas proposed for preservation or mitigation.

6. The Developer shall employ the following methods for purposes of enhancing fish and wildlife values in Delaney Creek and other wetland areas:

a. Shallow retention ponds with wide, gently sloping littoral zones; and,

b. Reconstruction of Delaney Creek as a wide, shallow meandering channel within the right-of-way shown on the General Site Plan; and,

c. Revegetation of constructed littoral zones, using native wetland species; and,

d. Relocation of top soil and shallow mulch deposits from disturbed areas to mitigation sites; and,

e. Provision of adequate water supply and water level controls; and,

f. Routing of filtered stormwater through preserved or relocated wetlands or bayheads.

7. a. The project's stormwater drainage system may incorporate wetlands on-site, but no direct discharge from any impervious surfaces shall be permitted into any wetland which is designated as a "conservation" area. The project's stormwater system shall be designed to maintain a hydro-period acceptable to the Environmental Protection Commission for all "conservation areas" on-site, unless otherwise approved by the Hillsborough County Environmental Protection Commission. The total stormwater management system, including lakes, swales, and wetland areas shall be designed and maintained in conformance with applicable law.

b. A surface water quality monitoring program shall be conducted by the applicant to monitor any potential impact of the project on Delaney Creek. Samples shall be collected on a monthly basis from all on-site discharge points throughout the construction of the project. One sampling interval shall be scheduled prior to the commencement of any project construction. Samples shall be collected on the same date each month, whenever possible. Daily rainfall data or daily stream flow data shall be provided to correlate stream flow with concentrations of specified parameters. Parameters to be measured at each sampling point during each sampling interval are: BOD_5, Dissolved Oxygen, Turbidity, Total Nitrogen, Nitrate, Total Phosphorus, Oil/Grease, Lead, Temperature, pH.

The analysis of samples shall be performed by a State Certified Laboratory and reports submitted quarterly to the Hillsborough County Environmental Protection Commission, and Hillsborough County Department of Development Coordination. Approval of future development phases or proposed modifications will be contingent upon the condition that development of this project will not result in further degradation of water quality in the receiving bodies of water.

G. Historical/Archaeological

Any historical or archaeological resources discovered shall be reported to the Florida Division of Archives, History and Records Management and the disposition of such resources shall be determined in cooperation with the Division of Archives and Hillsborough County.

H. Open Space/Recreation

The Developer or his assigned agents or successors shall be responsible for the maintenance of all open space/ recreational areas and landscaped areas within each phase of the development.

I. Public Facilities

1. Prior to issuance of the Detailed Site Plan Approval for each phase of the development, the Developer shall provide to Hillsborough County verification that adequate police, fire service and emergency medical service facilities are available to serve the described phase.

2. The collection, transportation and disposal of solid waste is controlled by County ordinance and shall take place in accordance with the terms of said ordinance.

3. No Detailed Site Plan Approval shall be granted without an approved, permitted wastewater collection system, and sufficient treatment and effluent disposal capacity for that portion of the building construction. Approvals shall be obtained from all appropriate local and State agencies. Documentation of these approvals shall be provided to the Department of Development Coordination prior to Detailed Site Plan Approval. Developer shall

participate in County programs designed to maximize the use of effluent for non-potable uses.

4. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction. Approvals shall be obtained from all appropriate local and State agencies.

J. Energy

Within the acknowledged constraints of operating and construction budgets, the Developer shall encourage the following energy management/conservation measures:

1. Use of energy conservation features and techniques for interior and exterior building design, including passive solar orientation of buildings; and,

2. High efficiency mechanical equipment; and,

3. Automated climate control systems; and,

4. Interior/exterior lighting load management systems; and,

5. Energy efficient landscaping.

Prior to detailed site plan approval for each phase of the development, the applicant shall provide a detailed landscaping plan indicating the areas and quantities of landscaped materials to be provided, which plan will meet or exceed the then existing landscape ordinance of Hillsborough County and shall comply with the requirements contained in the C-U Zoning approval. A copy of said plan shall also be submitted to staff of the Environmental Protection Commission for its review and comment.

K. On-Site Wells/Irrigation Systems

The Developer or his successors shall be responsible for the operation and maintenance of all on-site wells and landscape irrigation systems.

L. Drainage Conditions

The development's stormwater management system shall be designed in accordance with Hillsborough County's

peak discharge and volume sensitive basin criteria. Peak discharge for a 25-year 24-hour storm for the developed site shall not exceed the 10-year 24-hour peak discharge for the undeveloped site.

In addition, the runoff volume for the first 24 hours of a 25-year 24-hour storm on the post-developed site shall not exceed the runoff from an existing 25-year 24-hour storm.

(CONTINUED ON NEXT PAGE)

TRANSPORTATION

M.

I. Impact Analysis Methodology

The Brandon Town Center development will substantially impact several regionally significant transportation facilities within the project's impact area. Quantification of the project's impact on area transportation facilities is based on the following methodology. Existing traffic volumes on roadways in the impact area were determined by physically counting traffic on those roadways. Growth factors were then applied to determine the "existing background" traffic for each phase of the development. In addition to existing background traffic, allowances were made for traffic projected to be generated by approved developments which have not been built ("proposed background" traffic). The sum of existing background traffic and proposed background traffic was used as the basis against which traffic generated by each phase of the project was evaluated.

The conditions precedent to consideration of a roadway segment as an element of the total impact of the project are: (a) The project's traffic on the roadway segment must equal or exceed 5% of the daily LOS C or D peak hour capacity of the existing roadway, and (b) the Developer's traffic, plus the total background traffic on the roadway segment, must result in a reduction of the level of service on the segment to LOS D or worse. If traffic generated by the project phase on the specific road segment satisfies both of the above conditions, the Developer's proportional share of the cost of improving said roadway segment to an acceptable service level shall be considered part of the Developer's total fiscal impact on the transportation system. The proportionate share is calculated by multiplying the project's traffic as a percentage of the daily LOS C capacity of the improved roadway times the cost of the proposed improvement. Not considered as element of the total fiscal impact are improvements which are under construction or which have been assigned a funding commitment in an approved transportation improvements program. The commitments by the Developer or other responsible entities for those transportation system improvements necessary to accommodate each phase of the Brandon Town Center development are identified below. The improvements listed in this development order for both phases are predicated on the Tampa Bay Regional Planning Council's DRI Report dated May 9, 1983 and Hillsborough County's table of improvements dated October 7, 1983.

II. PHASE I

A. Prior to the issuance of any building permits for Phase I as identified in the application, the County shall have begun the development of a transportation improvement plan for the Brandon area in cooperation with the Florida Department of Transportation and the Tampa Bay Regional Planning Council. The completion of this plan is scheduled to be accomplished prior to the issuance of building permits for Phase II, and may include but not be limited to:

1. Identification of the regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional roadways to be constructed within the study area.

2. The existing, approved and projected development to be included with the plan.

3. The manner by which the traffic impact of existing development will be documented and assessed.

4. The manner by which the traffic impact of approved and projected development will be documented and assessed.

5. Daily Level of Service C, D peak hour shall be the designated goal of the plan.

6. A study of mass transit as a viable alternative to alleviate overburdening of the roadways.

7. Identification of specific construction implementation goals, such as right-of-way acquisition and implementation of additional north/south and east/west corridors designed to coincide with transportation improvement needs generated by each phase completion for projects approved within the study area.

8. Identify available funding commitments for the improvements.

B. Under current conditions, the following transportation improvements are necessary to mitigate the impact of Phase I of Brandon Town Center.

1. The improvements listed in this subparagraph are necessary to mitigate the projects Phase I transportation impacts however, said improvements were not considered as elements of the Developer's total fiscal impact on the transportation system.

   (a) Improve Causeway Boulevard to six lanes divided from U.S. 301 to Providence Road. Brandon Town Center will contribute 11.1% of the existing daily LOS C

capacity and 4.7% of the improved daily LOS C capacity in Phase I. This improvement is under construction by Hillsborough County.

(b) Improve Lumsden Road to four lanes from Providence Road to Kings Avenue. Brandon Town Center will contribute 60.8% of the existing daily LOS C capacity and 25.7% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by Hillsborough County.

(c) Monitor traffic flows on Kingsway Road from S.R. 60 north to Windhorst Road and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 6.7% of the existing daily LOS C capacity.

(d) Monitor traffic flows on Providence Road from Lumsden Road to Bloomingdale Avenue and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 11.9% of the existing daily LOS C capacity.

(e) Monitor traffic flows on Causeway Boulevard from 78th Street to U.S. 301 and ensure implementation of appropriate access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D at peak hour. Brandon Town Center will contribute 6.0% of the existing daily LOS C capacity.

(f) Improve S.R. 60 to six lanes divided from Orangeland Road to Lakewood Drive. Brandon Town Center will contribute 16.1% of the existing daily LOS C capacity and 10.5% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by the Florida Department of Transportation.

(g) Improve S.R. 60 to six lanes divided from Lakewood Drive to Kings Avenue. Brandon Town Center will contribute 23.7% of the existing daily LOS C capacity and 15.5% of the improved daily LOS C capacity in Phase I. This is a programmed improvement by the Florida Department of Transportation.

(h) At the S.R. 60/Lakewood intersection, add two eastbound through lanes, two westbound through lanes, and

a northbound to westbound left-turn lane. Brandon Town Center will contribute 15.3% of the existing peak hour LOS D capacity and 7.6% of the improved peak-hour LOS D capacity in Phase I. One additional through lane in each direction is included as a programmed improvement by the Florida Department of Transportation.

(i) At the Lumsden Road/Kings Avenue intersection, add a southbound to westbound right-turn lane and a northbound to eastbound right-turn lane. Brandon Town Center will contribute 11.0% of the existing peak hour LOS D capacity and 16.6% of the improved peak-hour LOS D capacity in Phase I. This is a programmed improvement by Hillsborough County.

2. The improvements described in Exhibit B and C (dated October 7, 1983) are projected to be required to mitigate the project's Phase I transportation impacts combined with proposed and existing background traffic and represent the basis for the computation of the Developer's proportionate share described in Paragraph II. C., below.

C. As a condition of approval of Phase I of the project the Developer shall assume financial responsibility as set forth below for a proportionate share of the cost of construction of improvements to the facilities identified in Exhibits B and C. The Developers proportionate share as determined pursuant to the methodology described herein is $1,582,141.00. To discharge its responsibility for this proportionate share, the Developer shall make the following contributions to Hillsborough County:

1. Prior to the issuance of any building permits for Phase I, provide right-of-way for the intersection improvements of the main entrance to Brandon Town Center and S.R. 60, in accordance with the requirements which have been established by the Florida Department of Transportation, which improvements are valued at $70,000.00.

2. a. Prior to issuance of the final certificate of occupancy for the first 1,200,000 square feet of the project, dedicate the right-of-way and construct the portion of the new north/south corridor from Lumsden Road to the access road B, as identified on the General Site Plan, which contributions are valued at $362,727.00.

b. In the event the County, at a point earlier than issuance of the final certificate of occupancy described above has:

(1) Awarded or caused to be awarded construction contracts for that portion of the new North/South road from S.R. 60 to the point of beginning of the Developer's responsibility described herein, and

(2) Scheduled completion of that portion prior to issuance of the final certificate of occupancy,

then the Developer shall dedicate the right-of-way and complete construction of the road identified on the General Site plan contemporaneous with completion of construction of the other portion described herein.

c. Provided, however, that dedication of the right-of-way and completion of construction by the Developer shall in any event occur no later than the issuance of the final certificate of occupancy described herein. Also, in no event shall the Developer be expected to dedicate the right-of-way and complete construction prior to issuance of certificates of occupancy for 600,000 square feet of the project. If the County has performed the conditions precedent described above prior to issuance of the certificate of occupancy for 600,000 square feet, then the Developer shall upon issuance of said certificate of occupancy immediately undertake its responsibility to dedicate said right-of-way and construct the road segment.

d. The required right-of-way shall be 80 feet wide so as to accommodate construction of a four-lane divided urban section. All construction shall be undertaken in accordance with County standards relating to roadway construction.

e. Certificate of Occupancy shall be construed to mean those certificates of occupancy issued by the County to the Developer for shell construction of buildings and shall not refer to those certificates of occupancy issued to individual businesses that may lease or otherwise acquire space within said faculty.

f. Responsibility for construction of traffic control devices at the intersection of the new North/South road and Lumsden shall be borne by the Developer, provided, however, that the Developer shall be entitled to a credit for the cost thereof at such time as the North/South road is extended to S.R. 60.

3. Prior to the issuance of any building permits for Phase I of the development, dedicate right-of-way for the new north/south corridor which runs from access road B to the northerly boundary of the project north of Parcel J as identified on the General Site Plan,which contribution is valued at $75,000.00. This contribution is subject to the conditions set out in paragraph II. E. below.

4. Prior to the issuance of any building permits for Phase I of the development, dedicate 14 acres for right-of-way for the new east/west road connecting with the Crosstown Expressway which right-of-way is identified on the approved general site plan, which contribution is valued at $1,050.000.00. The described 14 acres is comprised of a corridor approximately 200' feet wide beginning at the western boundary of the project aligned with the crosstown expressway interchange east to the eastern most boundary of the Brandon Town Center project site. This contribution is subject to the condition set out in paragraph II. E. below.

5. A cash contribution of $300,000.00 payable as follows:

   a. A payment of $100,000.00 upon final approval of this development order, which payment will be used to begin development of the Brandon Area Transportation Improvements Plan.

   b. A payment of $200,000.00 to be used for the improvements to Lakewood Road above, which payment will be made at the earlier of (1) the time contracts are awarded to construct said improvements, or (2) the time building permits are issued for Phase I.

The contributions identified in this paragraph are at present value and shall constitute the final and complete satisfaction by the Developer of all obligations for all off-site transportation improvements related to Phase I of Brandon Town Center.

D. The County agrees to utilize the Developer's contributions for the specific purposes stated above. The County shall award contracts for implementation of transportation improvements projects identified in Exhibit B and C upon receipt of contributions or impact assessment fees from development projects in this impact area which equal the cost of those improvements when coupled with funds received from other sources and funds allocated in the County's transportation improvement program; provided, however, that the above-referenced list of improvements may be modified based on subsequent transportation system management measures and transportation studies under Florida Statutes

S380.06. In the event Tampa Bay Regional Planning Council revises its threshold criteria for level of service or for the development's traffic as a percentage of a facility's capacity, and the County concurs with said revision, then improvements identified in this development order which exceed these thresholds will be added as conditions of this development order and those improvements which do not exceed these thresholds shall be eliminated. In the event that the above-described revision necessitates a modification to the Developer's proportionate share said modification shall take place during calculation of the total fiscal impact for Phase II.

E. The Developer has agreed to dedicate the right-of-way identified in paragraphs II.C.3. and II.C.4. based on the County's proposal to develop and implement a transportaton plan for the Brandon area which will result in the construction of new east/west and north/south roadways. Construction of the portions of the roadways which would fall in the above referenced rights-of-way is not yet an approved County project. By dedicating these rights-of-way, the Developer is effectively precluded from developing the parcels identified on the approved General Site Plan as parcels K, L, J, M, N and O until a decision is made whether these roadways will be built, and if so, where they will be located. If the County has either awarded or caused to be awarded construction contracts for construction of these roadways as hereinafter defined, within the earlier of (a) seven years from the completion of construction for Phase I development as identified in the application, or (b) ten years from the date the County approves of this Development Order, the Developer shall be allowed to redesign the area encompassed by the parcels identified above, to accommodate the new roadways, subject to approval as otherwise contemplated herein by the County Department of Development Coordination which approval shall not be unreasonably withheld. For purposes of this paragraph, "these roadways" is defined to mean (1) as to the east/west road: a four-lane road which runs from the Crosstown Expressway to Kings Avenue; and (2) as to the north/south road: a two-lane road which runs either (a) from S.R. 60 to Bloomingdale, or (b) from S.R. 60 to a point of intersection with the southern east/west corridor, provided that the County has awarded or caused to be awarded construction contracts for construction of that portion of the southern east/west corridor which runs from said intersection to Providence Road. These roadway links are identified on Exhibit "_E_" attached hereto and made a part hereof. Such redesign, under the terms of this paragraph, shall not be deemed a conceptual modification" under the County's C-U ordinance or a "substantial deviation" under Chapter 380, Florida Statutes or other applicable rules and regulations. If the County has not awarded construction contracts for the east/west road as described above within the time

frame set out above, the County shall forthwith return the property dedicated for the east/west road to the Developer, at no additional cost to the Developer, and make no further claims within the context of the zoning or development of Regional Impact Process against said property. If the County has not awarded or caused to be awarded construction contracts for either of the north/south road alternatives as described above within the time frame set out above, then the County shall forthwith return the property dedicated for the north/south road to the Developer, at no additional cost to the Developer, and make no further claims within the context of the zoning or Development of Regional Impact process against said property. The redesign referenced in this paragraph may result in reallocation of density or intensity of uses to other parcels of like uses on a prorata basis, or in the conversion of multi-family uses to office or commercial uses if the Developer determines that the introduction of the roadways precludes a viable multi-family development. The conversion shall be based on a balancing of the density and intensity of uses and impacts such that the total density and intensity of uses and impacts of the revised development plan do not exceed the total density and intensity of uses and impacts of the approved plan. Intensity, in the conversion of uses in the current multi-family areas (Areas J, N, and O), shall not exceed 8,712 square feet per acre for general commercial or 15,625 square feet per acre for office. Total project square footage shall not exceed the total square footage approved at the time of rezoning. Office and general commercial shall be the only conversion uses permitted in these areas. A conversion of uses or reallocation of densities must meet all requirements of the conditions in the CU zoning and the Development Order for this project except as provided for herein relating to approval of waivers. If the conversion or reallocations becomes necessary as a direct result of the location and construction of the County's north/south and east/west roads, the Zoning Administrator shall review and approve waivers of the setback and height limitations in the affected areas up to 50 percent to accommodate the conversion or reallocation successfully, which review and approval shall not be unreasonably withheld. Said conversions or reallocation of densities must be designated on a revised General Site Plan as well as any necessary revised Detailed Site Plans. The revised General Site Plan submitted by the Developer for certification shall reflect the potential uses in Areas J, N, and O (i.e., General Commercial, Office, and/or Multi-Family).

F. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsible for construction of access points and installation of traffic control devices necessitated by the project at those locations where project

roads intersect County Roads, however, this shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the County construction that ties the North/South road or East/West road to project roads. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

G. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

III. PHASE II.

A. The development of Phase II as identified in the application will substantially impact several regionally significant transportation facilities in the project's impact area. Two alternatives to mitigate these impacts are presented. If the Developer selects Alternative 1 and thereafter desires to be governed by the terms of Alternative 2, said Developer shall be allowed said option but only in strict accordance with the terms contained herein.

B. Alternative One.

1. Under current conditions, the following transportation improvements are necessary to mitigate the impact of Phase II of Brandon Town Center.

A. The improvements listed in this subparagraph are necessary to mitigate the Projects Phase II transportation impacts; however, said improvements were not considered as elements of the Developer's total fiscal impact on the transportation system.

(1) In lieu of additional lanes on S.R. 60 from Bryan Road to I-75, intersection improvements satisfactory to provide level of Service D peak hour conditions shall be constructed. The need for and extent of these improvements shall be based on a study of pertinent intersections. This study

will include the diversion of trips to the new roadway links in the study area.

(2) Monitor traffic flows on Bloomingdale Road from John Moore Road to Kings Avenue and from Kings Avenue to Providence Road and ensure implementation of access controls and turn lanes at significant development locations along the roadway to maintain daily LOS C, D peak-hour conditions. Brandon Town Center will contribute 7.0% of the existing daily LOS C capacity on each of these roadway links.

B. The improvements described in Exhibits "___B___" and "___C___" are projected to be required to mitigate the Project's Phase II transportation impacts and also represent the basis for the computation of the Developer's proportionate share referenced below.

C. As a condition of approval, of any development beyond that included as part of Phase I of the project as identified in the Application, the Developer shall assume financial responsibility as set forth below for a proportionate share of the cost of construction of improvements to any of the facilities identified in Exhibit "___B___" and "___C___". The Developer's proportionate share as determined pursuant to the methodology described herein is $2,264,579.00. The Developer agrees to make contributions to Hillsborough County including but not limited to contributions of the type identified for Phase I, the value of which will at least equal the above stated proportionate share.

Prior to issuance of building permits for Phase II of the project, as identified in the application, the County Administrator and the Developer shall agree upon the nature and timing of the Developer's contributions. Said agreement shall ensure that the Developer's contributions are utilized in such a manner as to provide a reasonable benefit to the Developer and shall take into account the provisions contained below.

(1) Credit against the proportionate share contribution for Phase II transportation impacts will be allowed for right-of-way desired by the County and dedicated by the Developer, which right-of-way will be valued at its fair market value as of the date of dedication, or as otherwise agreed. For purpose of this paragraph right-of-way shall

be construed to mean right-of-way desired for construction of roads intended to implement area transportation plans and does not include right-of-way dedicated for any other County purpose

(2) Roadway construction performed by the Developer at the request of the County in mitigation of Phase II transportation impacts shall be valued in accordance with industry standards and generally accepted accounting principles.

(3) a. The Developer shall have the option to redesign Roadway E as identified on the general site plan in an effort to relocate said roadway in the corridor for the new East/West Roadway. The developer shall provide its proposal to the County for its review and concurrence, which concurence shall not be unreasonably withheld. If the Developer constructs this roadway as part of the new East/West Roadway, it shall do so in compliance with County standards, and the Developer shall be entitled to full credit against his proportionate share assessments for the project for the engineering and construction costs of such construction. The above-referenced redesign shall not be deemed a "conceptual modification" under the County's C-U ordinance or a "substantial deviation" under Chapter 380, Florida Statutes or other applicable rules and regulations.

b. If the developer does not relocate Roadway E as described above, and (a) the County has constructed the North/South road from State Road 60 to Lumsden's, intersection with Roadway E, but (b) the County has not constructed the East/West corridor from the Crosstown Expressway to Kings Avenue, then the Developer shall be entitled to a credit against its proportionate share assessments for the project of 72.8% of the sum of the then fair market value of the right-of-way for Roadway E plus the actual engineering and construction costs of said road, and the Developer shall thereupon dedicate Roadway E to the County and the County shall accept the dedication.

(4) Credit against the proportionate share contribution for Phase II transportation impacts will be allowed for all contributions made in Phase I which exceed the total proportionate share contribution for Phase I.

(5) a. The Developer, at its option, may develop and participate in a Transportation System Management (TSM) Program. The TSM Program may include procedures to encourage and facilitate the use of car pooling, van pooling, flex time, transit ridership and provision of bus stop shelters, and shall be developed through the coordinated efforts of the Developer, Hillsborough County, Florida Department of Transportation, the Hillsborough County Metropolitan Planning Organization Hillsborough Area Regional Transit Authority and the Tampa Bay Regional Planning Council. If the Developer can demonstrate to the County, in accordance with generally accepted traffic engineering methodology and practices, that the implementation of TSM measures over and above those identified in the application can reduce the development's share of existing capacities for roadway links or intersections (at acceptable levels of service), below the 5% threshhold which triggers the requirement for an improvement to be made (or such other threshold as is then in effect), then, if such TSM measures are committed to by the Developer or other responsible agencies, those particular improvements will be deleted from the list of required improvements for which the Developer is assessed a proportionate share contribution and the assessments against Phase II will be reduced accordingly, subject to further adjustment as described herein.

The "further adjustments" referred to in this provision shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits and shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the Developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

b. If the Developer can demonstrate to the County that the implementation of TSM measures over and above those identified in the application can reduce the development's share (expressed as a percentage) of the improved capacity of a roadway link or intersection, which percentage is the basis for calculating the Developer's contribution to an improvement, then the Developer's contribution to that improvement shall be adjusted accordingly, subject to further adjustment as described herein.

The "further adjustments" referred to in this provision shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits B and C shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the developer's maximum Phase II contribution of $2,264.579.

(6) a. Prior to the issuance of building permits for Phase II, as identified in the application the Developer may, at his expense and at his option, conduct, in accordance with the provisions of Florida Statutes S380.06, a new transportation study of the Brandon Town center transportation impact area as established by the County, the Tampa Bay Regional Planning Council and the Developer during the initial review of the Application. This new traffic study shall be prepared in a manner consistent with that contained in the application and shall be in accordance with generally accepted traffic engineering practices. The new study shall analyze the transportation system in the impact area based on existing and approved development, plus the projected impact of Phase II of the project or that portion of Phase II for which approvals are being sought. The new study shall serve to verify the findings of the original Development of Regional Impact and to indicate whether or not there are alternative transportation improvements or mechanisms, which, if implemented, will maintain the facilities identified in Exhibit B and C at a satisfactory level of service.

b. If the new transportation study establishes that certain of the improvements referred to in Exhibit B and C should no longer be considered as a factor in the determination of the Developer's proportionate contribution, because the specific roadway link or intersection does not satisfy both of the conditions precedent to the requirement for an improvement to be made, as set out above, or such other less strigent conditions precedent which have been established by the County and which are in effect, at the time of the transportation study, then the Developers proportionate share contribution for Phase II of the project shall be altered accordingly, subject to further adjustment as described herein.

c. If the new study establishes that the development's share, expressed as a percentage, of the improved capacity of a roadway link or intersection changes, then the Developer's contribution to that improvement shall be adjusted accordingly, subject to further adjustment as described herein.

d. The "further adjustments" referred to in Paragraph b and c, above, shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibit B and C shall be recalculated based on then-projected constructon costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be recalculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the Developer's "Revised Proportionate Share"). The sum of the individual Revised Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

e. Credit against proportionate share contributions for Phase II transportation impacts will be allowed for contributions made for Phase I improvements to be extent that the new study shows the project's traffic on particular roadways identified in Phase I no longer results in the requirement for improvements on said roadways under the conditions precedent which were applied during Phase I analysis.

(7) In no event shall the Developer be required to make contributions exceeding $2,264,579.00 for transportation impacts attributable to Phase II of the project. Except as otherwise provided for herein, credits against the proportionate share for Phase II shall be formulated based on applicable County credit criteria prevailing when application is made for Phase II development permits.

(8) a. In the event that the Florida Department of Transportation or other governmental entity, excluding the County, (subject to the provisions below), should allocate funds in an approved Transportation Improvement Program to cover all of the cost of any of the road improvements identified in Exhibit B and C then said improvement shall be deleted from the list of required improvements and the Developer's total proportionate share contribution shall be reduced accordingly, subject to further adjustment as described herein. To the extent that the County should receive road construction funds from sources other than: a) gasoline taxes, b) ad valorem taxes, c) impact fees, or d) special assessments and shall

allocate said funds in an approved Transportation Improvement Program to cover all of the costs of any of the road improvements identified in Exhibit B and C then said improvement shall be deleted from the list of required improvements and the Developer's total proportionate share contribution shall be reduced accordingly subject to further adjustment as described herein.

b. In the event that the Florida Department of Transportation or other governmental entity, excluding the County(subject to the provisions below), should allocate funds in an approved Transportation Improvement Program to cover a portion of the cost of construction of a road improvement identified in Exhibit B and C, then the Developer's contribution, shall be calculated by applying the development's share of the traffic, expressed as a percentage of the improved capacity of the road segment or intersection, against the remaining cost of construction of the road improvement which must be borne by the County. As a result of the above described process; the total proportionate share contribution of the Developer shall be reduced accordingly, subject to further adjustment as described herein. To the extent that the County should receive road construction funds from sources other than: a) gasoline taxes, b) ad valorem taxes, c) impact fees, or d) special assessments and shall allocate said funds in an approved Transportation Improvement Program to cover a portion of the costs of any of the road improvements identified in Exhibit B and C, then Developer's total proportionate share contribution shall be revised in accordance with the terms of this paragraph, subject to further adjustment as described herein.

c. 1) The "further adjustment" referred to in Paragraph a. and b., above, shall be calculated as follows:

(i) At the time an adjustment is requested, the cost of construction of the improvements in Exhibits ___ and ___ shall be recalculated based on then-projected construction costs (the "Revised Construction Costs").

(ii) The Developer's proportionate share of the Revised Construction Costs for each improvement shall be calculated applying the then-applicable criteria for determining required improvements and proportionate share contributions (the

Developer's "Revised Proportionate Share"). The sum of the individual Revised Proportionate Shares as calculated above shall be the Developer's adjusted contribution provided that in no event shall such adjusted contribution exceed the Developer's maximum Phase II contribution of $2,264,579.

2. The County agrees to utilize the Developer's contributions for the purposes set out in the contribution plan agreed to by the County and the Developer pursuant to the terms contained herein. The County shall award contracts for construction of theimprovements identified in Exhibits B and C upon receipt of contributions or impact assessment fees from development projects in this impact area which equal, in the aggregate, when coupled with funds received from other sources and funds allocated in the County's Transportation Improvement Program, the cost of those improvement; provided, however, that the above referenced list of improvements may be modified based on subsequent transportation studies, transportation system management measures, or similar mitigation programs.

3. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsible for construction of access points and installation of traffic control devices necessitated by the project at those locations where project roads intersect County Roads, however, this shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the County construction that ties the North/South road or East/West road to project roads. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

4. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. The responsibilities contained in this paragraph are to be assumed by the Developer at his expense and are not intended to be considered part of the Developers proportionate share contribution for off-site transportation improvements as described herein, but shall be in addition thereto.

C. Alternative Two.

1. Upon the adoption of a County transportation impact fee ordinance, the Developer may, at its option, elect to be governed exclusively by the provisions of this Alternative Two for satisfying its obligation to contribute a proportionate share for Phase II of the project. If the Developer elects this Alternative, the Developer shall complete all contractual obligations undertaken at that point in constructing any improvements agreed to as satisfying a portion of the proportionate contribution against Phase II, and thereafter, pay impact fees as imposed by ordinance or resolution to the extent and in the same manner as such fees are imposed on other developers subject to such fees; provided, however, that: (a) the Developer shall be given credits against those impact fees imposed by ordinance or resolution, for all costs expended in engineering and constructing improvements under the contractual obligations referenced in this paragraph, (b) The Developer shall be given credit against those impact fees imposed by ordinance or resolution for other contributions made for Phase II, pursuant to the terms of the contribution plan described herein, and (c) in the event that the Florida Department of Transportation or other governmental entities should allocate funds (excluding County funds) in an approved Transportation Improvement Program to cover costs of construction of one or more of the improvements identified in Exhibits B and C and the cost of these programmed improvements was included in the calculation of the Developer's impact fee, then the Developer's impact fee shall be reduced by an amount representing the proportionate amount of the fee attributable to said improvements.

2. Signage and traffic control devices located on private roads within the project shall be the responsibility of the Developer. The Developer shall also be responsibility for construction of access points and installation of traffic control devices necessitated by the project at those locations where project roads intersect County roads. This shall not be construed to require the Developer to construct any intersection improvements or traffic control devices necessitated as a result of the constructon that ties the North/South road or East/West road to project roads. This obligation is in addition to fees paid pursuant to ordinance or resolution.

3. The Developer shall provide bus shelters, bus turnouts and information signs on or adjacent to the site when transit service becomes available to the area of a scope consistent with usage goals for this development as identified in the application. This obligation is in addition to fees paid pursuant to ordinance or resolution.

4. Nothing contained in this development order shall be construed to limit or modify any legal rights or remedies the Developer may have or prohibit the Developer from contesting the validity of a County impact fee ordinance or resolution.

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

I, JAMES F. TAYLOR, JR., 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 the resolution adopted by the Board of County Commissioners of Hillsborough County, Florida, at its regular meeting of November 3, 1983, as the same appears of record in Minute Book 93 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 7th day of November, 1983.

JAMES F. TAYLOR, JR., CLERK

By: Edna L. Fitzpatrick
Deputy Clerk

APPROVED BY COUNTY ATTORNEY
BY _____
Approved As To Form And
Legal Sufficiency.