

#92



Gulf Coast Consulting, Inc.

Land Development Consulting • Engineering • Planning • Transportation • Permitting

ICOT Center
13825 ICOT Boulevard, Suite 605
Clearwater, FL 33760
Phone: (727) 524-1818
Fax: (727) 524-6090

October 4, 2011

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

Re: Park Place (DRI # 92) 2010/2011 Annual Report - Land Use Conversion Request

Dear Mr. Meyer:

Per our telephone discussion I am clarifying the aspects of the Land Use Trade-off being implemented for Parcel 6 of this DRI. Parcel 6 has entitlements for up to 100,000 square feet of office space. Per Note #5 of Map H, these may be converted to multi-family residential at a rate of 1000 sf = 2.40 multi-family units. (maximum of 240 units.)

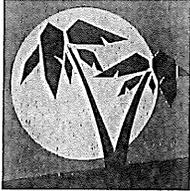
On July 19, 2011 the Clearwater CDB granted Preliminary Site Plan approval for 108 multi-family units. Final approval and Site permits are still pending. This letter is to notify TBRPC and DOE that the 108 multi-family units requires the conversion of 45,000 square feet of office space ($108/2.40 = 45$). Therefore, 55,000 square feet of office entitlements remain with Parcel 6 for possible use elsewhere in the DRI if necessary. Accordingly, the approved amount of multi-family residential should be increased by 108 units to 498 units, and the approved amount of office should be reduced by 45,000 square feet to 422,939 square feet.

Sincerely,

Robert Pergolizzi, AICP/PTP
Principal

Cc: Brenda Winningham, Florida Department of Economic Opportunity
Michael Delk, City of Clearwater
Steve Engelhardt, Mid-Pinellas Office Park, Inc.
Jayne Sears, Johnson, Pope, Bokor, Ruppel, & Burns, LLP
File 03-006

92



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August 27, 2010

Mr. Michael Delk, Director
City of Clearwater Planning Department
100 S. Myrtle Avenue, Second Floor
Clearwater, FL 33756

Re: Park Place DRI – Build-out date Extension per SB1752

Dear Mr. Delk:

I am currently preparing the 2009/2010 DRI Annual Report for the Park Place DRI (DRI # 92) and will submit during the month of September. An NOPC approved by the City Council on December 17, 2009 extended the build-out date to December 31, 2011 as authorized by SB 360.

Recently SB 1752 authorized an additional 2-year extension. As such, we are requesting an extension of the Development Order build-out date to December 31, 2013. This letter serves as our written request as required by SB1752.

Please contact me if you have any questions.

Sincerely,

Robert Pergolizzi, AICP/PTP
Principal

Cc: John Meyer, TBRPC
Steve Engelhardt, Mid-Pinellas Office Park/Hallmark Development
03-006



CITY OF CLEARWATER

POST OFFICE BOX 4748, CLEARWATER, FLORIDA 33758-4748
CITY HALL, 112 SOUTH OSCEOLA AVENUE, CLEARWATER, FLORIDA 33756
TELEPHONE (727) 562-4090 FAX (727) 562-4086

OFFICIAL RECORDS AND
LEGISLATIVE SERVICES

January 20, 2010

TBRPC
Tampa Bay Regional Planning Council
4000 Gateway Centre Suite 100
Pinellas Park, Florida 33782
Attn: John Meyer Principle Planner

Dear Mr. Meyer:

Enclosed is a copy of Ordinance No. 8128-10 which was adopted by the City Council of the City of Clearwater on January 14, 2010. Per Section 4. (I), a copy of this ordinance should be sent within five (5) days after passage of this ordinance on second reading to Glenborough LLC, DCA and TBRPC.

If you have any questions, please give me a call at 727-562-4093.

Sincerely,

Judith La Cosse
Judith LaCosse
Staff Assistant

Enclosure



ORDINANCE NO. 8128-10

AN ORDINANCE OF THE CITY OF CLEARWATER, FLORIDA, AMENDING ORDINANCE NO. 3205-83, AS AMENDED BY ORDINANCE NO. 3287-83, ORDINANCE NO. 5142-91, ORDINANCE NO. 5722-95, ORDINANCE NO. 6107-96, ORDINANCE NO. 6678-01, AND ORDINANCE NO. 7215-03, A DEVELOPMENT ORDER ISSUED PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR PARK PLACE, A DEVELOPMENT OF REGIONAL IMPACT; PROVIDING FINDINGS OF FACT; PROVIDING CONCLUSIONS OF LAW; INCORPORATING A REVISED MAP H/MASTER DEVELOPMENT PLAN; PROVIDING A CONVERSION FACTOR FOR RETAIL AND OFFICE DEVELOPMENT IN PARCEL 7; ALLOCATING RETAIL DEVELOPMENT TO PARCEL 7; ADDING RETAIL DEVELOPMENT TO PARCEL 9; EXTENDING THE BUILDOUT DATE AND TERMINATION DATE PURSUANT TO SECTION 380.06(19)(C), FLORIDA STATUTES; DETERMINING THAT SAID AMENDMENTS ARE CONSISTENT WITH THE ADOPTED COMPREHENSIVE PLAN; PROVIDING FOR PROPER NOTICE OF PROPOSED ENACTMENT; AND PROVIDING FOR THE EFFECTIVE DATE.

WHEREAS, on September 1, 1983, the City Commission adopted Ordinance No. 3205-83 (the "Development Order") which ordinance constitutes a development order for Park Place, a development of regional impact, affecting the property described on Exhibit "A" attached hereto and incorporated herein (the "Development"); and

WHEREAS, on October 20, 1983, the City Commission adopted Ordinance No. 3287-83, an amendment to the Development Order and readopted Ordinance No. 3287-83 on December 8, 1983; and

WHEREAS, on December 19, 1991, the City Commission adopted Ordinance No. 5142-91, an Amendment to the Development Order; and

WHEREAS, on January 19, 1995, the City Commission adopted Ordinance No. 5722-95, an Amendment to the Development Order; and

WHEREAS, on November 21, 1996, the City Commission adopted Ordinance No. 6107-96, an Amendment to the Development Order; and

WHEREAS, on February 1, 2001, the City Commission adopted Ordinance No. 6678-01, an Amendment to the Development Order; and

WHEREAS, on January 15, 2004, the City Commission adopted Ordinance 7215-03, an Amendment to the Development Order; and

WHEREAS, on March 25, 2009, Glenborough LLC, a Florida limited liability company, the owners of certain undeveloped areas of the Development, filed an application entitled "Notification of a Proposed Change to a Previously Approved Development of Regional Impact ("DRI") pursuant to Subsection 380.06(19), Florida Statutes" (the "NOPC") with the City of Clearwater (the "City"), with copies provided to the Tampa Bay Regional Planning Council (the "TBRPC") and the Florida Department of Community Affairs (the "DCA"); and

WHEREAS, the NOPC proposes to amend the Development Order to (i) incorporate a revised Map H/Master Development Plan as shown in Exhibit "B", attached hereto and incorporated herein; (ii) provide a land use conversion factor for Parcel 7 for the conversion of approved retail commercial development to office development; (iii) allocate 55,278 square feet of previously approved retail to Parcel 7; (iv) add 10,200 square feet of retail to Parcel 9; (v) recognize the extension of the buildout date to December 31, 2011, pursuant to Section 380.06(19)(c), Florida Statutes; and (vi) recognize the extension of the termination date for this Development Order to December 31, 2011 pursuant to Section 380.06(19)(c), Florida Statutes; and

WHEREAS, the Proposed Changes, combined with previous amendments to the Development Order, are presumed to create a substantial deviation, pursuant to Subsection 380.06(19), Florida Statutes; and

WHEREAS, the NOPC has satisfactorily addressed all regional issues related to the Development and the presumption of a substantial deviation has been rebutted; and

WHEREAS, the City Council, as the governing body of the local government having jurisdiction pursuant to Chapter 380, Florida Statutes, is authorized and empowered to consider applications for proposed changes to previously approved DRIs; and

WHEREAS, the public notice requirements of Chapter 380, Florida Statutes, and the City have been satisfied; and

WHEREAS, the City Council has reviewed the NOPC, as well as all related testimony and evidence submitted by each party and members of the general public.

BE IT ORDAINED BY THE CITY COUNCIL OF THE
CITY OF CLEARWATER, FLORIDA:

Section 1. Introduction – This Ordinance shall constitute an amendment to the Park Place Development Order as previously amended.

Section 2. Findings – The City Council, having received all related comments, testimony and evidence submitted by each party and members of the general public, finds that there is substantial competent evidence to support the following findings of fact:

A. The Park Place Development Order, as adopted by Ordinance No. 3205-83, and amended by Ordinances No. 3287-83, No. 5142-91, No. 5722-95, No. 6107-96, No. 6678-01 and No. 7215-03, is a valid final development order within the provisions of Section 163.3167(8), Florida Statutes, affecting the property described on Exhibit "A" attached hereto and incorporated herein.

B. Glenborough LLC, a Florida limited liability company, the owners of undeveloped portions of the DRI, have proposed the following amendments to the Development Order:

1. incorporating a revised Map H/Master Development Plan, as shown on Exhibit "B" attached hereto and incorporated herein; and

2. adding a land use conversion factor for Parcel 7 for the conversion of approved retail commercial development to office development; and

3. allocating 55,278 square feet of previously approved retail to Parcel 7; and

4. adding 10,200 square feet of retail to Parcel 9; and

5. recognizing the extension of the buildout date to December 31, 2011, pursuant to Section 380.06(19)(c), Florida Statutes; and

6. recognizing the extension of the termination date for this Development Order to December 31, 2011 pursuant to Section 380.06(19)(c), Florida Statutes; and

7. Modifying certain provisions of the Development Order to be consistent with changes described in the NOPC.

C. A comprehensive review of the impacts generated by the Proposed Changes, together with all previous amendments, has been conducted by the City's departments, the TBRPC and the DCA.

D. The Proposed Changes are not located in an area of critical state concern designated as such pursuant to Section 380.05, Florida Statutes (1993).

E. The Proposed Changes, together with all previous amendments, do not increase the external traffic impact of the development, nor do they create additional impacts on other public facilities, including water, wastewater, drainage, recreation and mass transit, from the original projections set forth in the Application for Development Approval ("ADA"), with the exception of solid waste which requires additional capacity to be available when required for development on Parcel 7 in excess of the equivalent of 79,010 square feet of office.

F. The Proposed Changes hereby approved are determined not to be a substantial deviation to the Development Order.

Section 3. Conclusions of Law - The City Council, having made the above findings of fact, reaches the following conclusions of law:

A. The Development, as built to date, is consistent with the local comprehensive plan and local land development regulations under which it was developed.

B. The Development, as modified herein, and as depicted on the revised Map H/Master Development Plan, attached hereto as Exhibit "B," will not unreasonably interfere with the achievement of the objectives of the adopted state land development plan applicable to the area.

C. The Proposed Changes are consistent with the local land development regulations currently in effect.

D. The Proposed Changes, together with all previous amendments, do not create a reasonable likelihood of additional impact or any type of regional impact not previously reviewed by the TBRPC and DCA, over those treated under the Development Order. The Proposed Changes, therefore, do not constitute a "substantial deviation" from the Development Order, pursuant to Chapter 380.06, Florida Statutes. The Proposed Changes are exempt from the provisions of Ordinance No. 4983-90, City of Clearwater and the Park Place DRI remains vested thereunder.

E. Nothing herein shall limit or modify the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes, except to the extent that specific rights and protections are limited or modified by the Proposed Changes to the Development Order as approved by this ordinance.

F. The Proposed Changes are within the threshold guidelines of Ordinance No. 4983-90 of the City, relating to determinations of vested development rights, and the Park Place DRI remains vested thereunder.

G. These proceedings have been duly conducted pursuant to applicable law and regulations, and based upon the record in these proceedings, the various departments of the City, Glenborough LLC, and other owners of the Development are authorized to approve/conduct development as described herein.

H. The review by the City, the TBRPC, and other participating agencies and interested citizens reveals that impacts are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes.

Section 4. Order - Having made the above findings of fact and drawn the above conclusions of law, it is ordered that the Development Order be amended as follows:

A. The Conceptual Plan described in Sections 4.A. and 4.J. of the Development Order is amended to be as shown on Exhibit "B" attached hereto and incorporated herein. All references to the Conceptual Plan set forth in the Development Order shall refer to the Map H/Master Development Plan attached hereto as Exhibit "B."

B. Subsection 4.C. of the Development Order is amended to read:

4.C. The Project is approved for 390 multi-family dwelling units and a total floor area of 659,259 square feet, comprised of 467,939 square feet of office use, 100,000 square feet of industrial use and 91,320 square feet of retail commercial use, subject to the conversion factors set forth in Subsection 4.A.A. The approved development rights are allocated among the parcels as shown on Map H/Master Development Plan, attached hereto as Exhibit "B." The owner of a parcel to which development rights are allocated may assign all or part of those development rights to another parcel or parcels so long as the land use designation of the parcel to which the assignment is made permits development of the rights assigned. The permitted maximum floor area is to be approved subject to the FAR limitations set forth below.

C. Subsection 4.C.2. of the Development Order is deleted in its entirety.

D. Subsection 4.A.A. of the Development Order is amended to add the following:

A conversion factor to permit 1,000 square feet of retail commercial development to be converted to 2,449 square feet of office development is hereby established for the retail commercial area shown as Parcel 7 on Exhibit "B." This conversion factor is set forth in the following table:

LAND USE TRADE-OFF RATES PARCEL 7	
EXISTING DEVELOPMENT	MAY BE CONVERTED TO:
1,000 sq. ft. Retail	2,449 sq. ft. Office

Notwithstanding the foregoing, development on Parcel 7 shall be limited as follows:

	MINIMUM	MAXIMUM
Office	0*	135,376*

square feet of floor area

Thirty (30) days prior to issuance of any permit which utilizes the conversion factors, DCA and TBRPC shall receive notice, from the Developer, of the proposed use of the conversion ratio. If the cumulative amount of any development on Parcel 7 exceeds the equivalent of 79,010 square feet of office, then the Developer shall provide documentation to the City and TBRPC that additional solid waste capacity is available to serve the additional solid waste demand generated by the development.

E. The build-out date is extended to December 31, 2011 pursuant to Section 380.06(19)(c), Florida Statutes.

F. The termination date is extended to December 31, 2011 pursuant to Section 380.06(19)(c), Florida Statutes.

G. The amendments stated herein, together with all previous amendments, do not constitute a substantial deviation, pursuant to Chapter 380.06, Florida Statutes.

H. Nothing herein shall limit or modify the rights originally approved by the Development Order or the protection afforded under

Section 163.3167(8), Florida Statutes, except to the extent that specific rights and protections are limited or modified by the proposed amendments to the Development Order as approved by this ordinance.

I. The City Clerk shall send copies of this ordinance, within five (5) days after passage of this ordinance on second reading to Glenborough LLC, DCA and TBRPC.

J. This ordinance shall be deemed rendered upon transmittal of copies hereof to TBRPC and DCA.

K. Notice of adoption of this ordinance shall be recorded by the Developer in the public records of Pinellas County, Florida, as provided in Section 380.06, Florida Statutes.

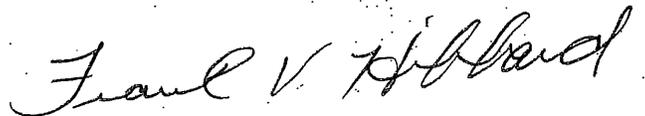
Section 5. Effective Date: This ordinance shall take effect when filed as provided by law, unless this ordinance is appealed, in which event this ordinance shall not take effect until such appeal has been decided.

PASSED ON FIRST READING

December 17, 2009

PASSED ON SECOND READING
FINAL READING AND ADOPTED

January 14, 2010



Frank V. Hibbard
Mayor

Approved as to form:

Attest:

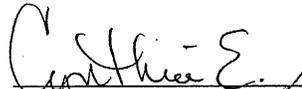

Leslie K. Dougall-Sides
Assistant City Attorney
Cynthia E. Goudeau
City Clerk

EXHIBIT "A"

TO ORDINANCE NO. 8128-10

LEGAL DESCRIPTION OF PARK PLACE

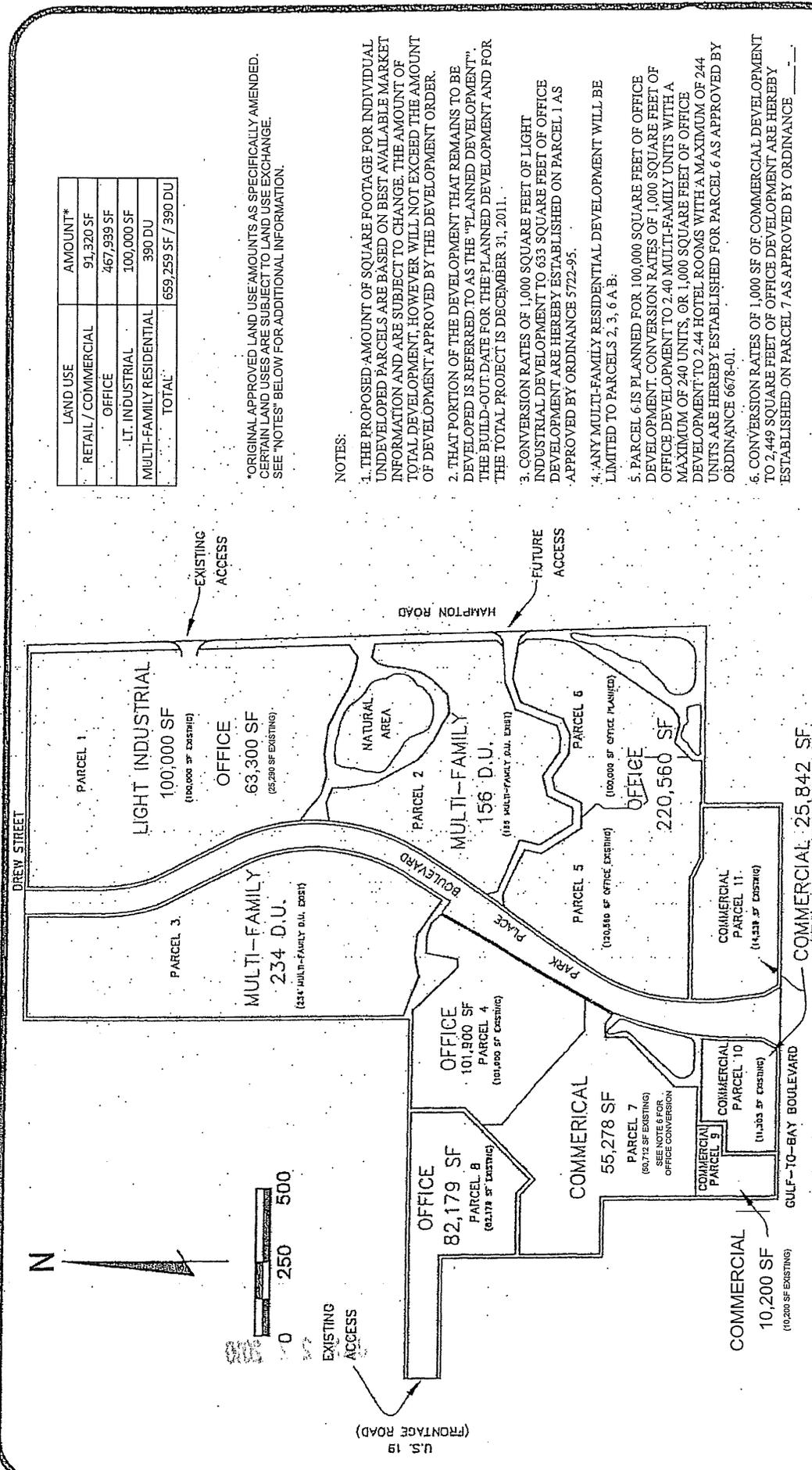
Commence at the center of Section 17, Township 29 South, Range 16 East, Pinellas County, Florida and go S 89°46'01" W, 660.00 feet, along the South boundary of the Northwest 1/4 of said Section 17 (the East-West centerline of said Section 17;) thence N 00°19'21" W, 50.00 feet, to a point on the North right-of-way line of Gulf-to-Bay Boulevard – State Road 60 for a POINT OF BEGINNING; thence, following said North right-of-way line, S 89°46'01" W, 58.49 feet; thence N 00°13'59" W, 10.00 feet; thence S 89°46'01" W, 1319.21 feet; thence, leaving said North right-of-way line, N 01°04'04" E, 599.99 feet; thence S 89°46'01" W, 198.43 feet; thence N 00°52'21" E, 554.70 feet; thence S 89°54'49" W, 400.06 feet, to a point on the East right-of-way line of U.S. Highway 19; thence, following said East right-of-way line, N 01°04'04" E, 28.15 feet; thence along a curve to the right that has a radius of 192.00 feet, an arc length of 72.82 feet, a chord length of 72.39 feet, a chord bearing of N 11°56'04" E, thence N 22°47'58" E, 11.93 feet; thence along a curve to the left that has a radius of 238.00 feet, an arc length of 16.13 feet, a chord length of 16.13 feet, a chord bearing of N 20°51'27" E, to a point on the North boundary of the Southwest 1/4 of the Northwest 1/4 of said Section 17; thence, leaving said East right-of-way line of U.S. Highway 19, N 89°54'49" E, 1222.19 feet, along the North boundary of the Southwest 1/4 of the Northwest 1/4 of said Section 17 to the Southwest corner of the Northeast 1/4 of the Northwest 1/4 of said Section 17; thence N 00°22'28" E, 1337.33 feet, along the West boundary of the Northeast 1/4 of the Northwest 1/4 of Section 17 to the Northwest corner of said Northeast 1/4 of the Northwest 1/4; thence S 89°56'11" E, 1312.06 feet, along the North boundary of said Northeast 1/4 of the Northwest 1/4 to a point on the West right-of-way line of Hampton Road – County Road 144; thence S 00°19'21" E, 2337.71 feet, along said West right-of-way line; thence S 89°46'01" W, 627.00 feet; thence S 00°10'21" E, 280.00 feet, to the POINT OF BEGINNING, containing 99.133 acres, more or less.

Subject to easements and rights-of-way of record.

Information taken from survey by Lloveras, Baur & Stevens, Consulting Engineers-Land Surveyors, Clearwater, Florida, February 23, 1982.

EXHIBIT "B"
TO ORDINANCE NO. 8128-10

Map H / Master Development Plan



LAND USE	AMOUNT*
RETAIL / COMMERCIAL	91,320 SF
OFFICE	467,939 SF
LT. INDUSTRIAL	100,000 SF
MULTI-FAMILY RESIDENTIAL	390 DU
TOTAL:	659,259 SF / 390 DU

* ORIGINAL APPROVED LAND USE AMOUNTS AS SPECIFICALLY AMENDED. CERTAIN LAND USES ARE SUBJECT TO LAND USE EXCHANGE. SEE "NOTES" BELOW FOR ADDITIONAL INFORMATION.

NOTES:

1. THE PROPOSED AMOUNT OF SQUARE FOOTAGE FOR INDIVIDUAL UNDEVELOPED PARCELS ARE BASED ON BEST AVAILABLE MARKET INFORMATION AND ARE SUBJECT TO CHANGE. THE AMOUNT OF TOTAL DEVELOPMENT, HOWEVER WILL NOT EXCEED THE AMOUNT OF DEVELOPMENT APPROVED BY THE DEVELOPMENT ORDER.
2. THAT PORTION OF THE DEVELOPMENT THAT REMAINS TO BE DEVELOPED IS REFERRED TO AS THE "PLANNED DEVELOPMENT". THE BUILD-OUT DATE FOR THE PLANNED DEVELOPMENT AND FOR THE TOTAL PROJECT IS DECEMBER 31, 2011.
3. CONVERSION RATES OF 1,000 SQUARE FEET OF LIGHT INDUSTRIAL DEVELOPMENT TO 633 SQUARE FEET OF OFFICE DEVELOPMENT ARE HEREBY ESTABLISHED ON PARCEL 1 AS APPROVED BY ORDINANCE 5722-95.
4. ANY MULTI-FAMILY RESIDENTIAL DEVELOPMENT WILL BE LIMITED TO PARCELS 2, 3, 6 & B.
5. PARCEL 6 IS PLANNED FOR 100,000 SQUARE FEET OF OFFICE DEVELOPMENT. CONVERSION RATES OF 1,000 SQUARE FEET OF OFFICE DEVELOPMENT TO 2.40 MULTI-FAMILY UNITS WITH A MAXIMUM OF 240 UNITS, OR 1,000 SQUARE FEET OF OFFICE DEVELOPMENT TO 2.44 HOTEL ROOMS WITH A MAXIMUM OF 244 UNITS ARE HEREBY ESTABLISHED FOR PARCEL 6 AS APPROVED BY ORDINANCE 6678-01.
6. CONVERSION RATES OF 1,000 SF OF COMMERCIAL DEVELOPMENT TO 2,449 SQUARE FEET OF OFFICE DEVELOPMENT ARE HEREBY ESTABLISHED ON PARCEL 7 AS APPROVED BY ORDINANCE _____.

PARK PLACE DRI - MASTER DEVELOPMENT PLAN

MAP H

Coen & Company
 Planning & Transportation Services
 P. O. Box 10658 Tampa, Florida 33679-0658
 Phone: 813.877.7989 Fax: 813.877.7609

DATE: **REVISED: Oct. 12, 2009**
 DRAWN BY: **MGC**

FIGURE: **1**

JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP
ATTORNEYS AND COUNSELLORS AT LAW

E. D. ARMSTRONG III
BRUCE H. BOKOR
JOHN R. BONNER, SR.*
GUY M. BURNS
JONATHAN S. COLEMAN
MICHAEL T. CRONIN
ELIZABETH J. DANIELS
BECKY FERRELL-ANTON
COLLEEN M. FLYNN
RYAN C. GRIFFIN

MARION HALE
SCOTT C. ILGENFRITZ
FRANK R. JAKES
TIMOTHY A. JOHNSON, JR.*
SHARON E. KRICK
ROGER A. LARSON
ANGELINA E. LIM
MICHAEL G. LITTLE
CHIH-PIN LU*
MICHAEL C. MARKHAM

ZACHARY D. MESSA
A. R. "CHARLIE" NEAL
BRETON H. PERMESLY
F. WALLACE POPE, JR.
ROBERT V. POTTER, JR.
JENNIFER A. REH
DARRYL R. RICHARDS
PETER A. RIVELLINI
DENNIS G. RUPPEL*
CHARLES A. SAMARKOS

KIMBERLY L. SHARPE
JOAN M. VECCHIOLI
STEVEN H. WEINBERGER
JOSEPH J. WEISSMAN
STEVEN A. WILLIAMSON

*OF COUNSEL

PLEASE REPLY TO CLEARWATER

FILE NO. 47801.112976

February 19, 2007

Via Email and Certified Mail/RRR

Tampa Bay Regional Planning Council
Attn: John Meyer, DRI Coordinator
4000 Gateway Centre Blvd., Suite 100
Pinellas Park, FL 33782

Florida Department of Community Affairs
Attn: Brenda Winningham, Regional Planning Administrator
Office of Comprehensive Planning
2555 Shumard Oak Boulevard
Tallahassee, FL 32399-2100

Re: Park Place DRI (DRI #92)
Notice of Conversion from Industrial to Office

Ladies and Gentlemen:

On behalf of Offices at Park Place, LLC, the owner of a portion of Parcel 1 of the Park Place DRI, we hereby notify you of the owner's use of the conversion ratio set forth in Subsection 4.A.A. of the development order. The owner intends to convert 100,000 square feet of approved (undeveloped) industrial use to 63,300 square feet of office that will be developed on a portion of Parcel 1. Subsection 4.A.A. of the development order sets forth a conversion factor to permit 1,000 square feet of industrial development to convert to 633 square feet of office development.

As indicated in the development order and the DRI annual report for 2005/2006, 100,000 square feet of the 200,000 square feet of industrial use approved for Parcel 1 has already been constructed, which satisfies the minimum Industrial development required by the development order.

CLEARWATER OFFICE
911 CHESTNUT ST.
POST OFFICE BOX 1368 (ZIP 33757-1368)
CLEARWATER, FLORIDA 33756
TELEPHONE: (727) 461-1818
TELECOPIER: (727) 462-0365
TELECOPIER: (727) 441-8617

TAMPA OFFICE
403 EAST MADISON ST.
SUITE 400
POST OFFICE BOX 1100 (ZIP 33601-1100)
TAMPA, FLORIDA 33602
TELEPHONE: (813) 225-2500
TELECOPIER: (813) 223-7118

JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP
ATTORNEYS AND COUNSELLORS AT LAW

Tampa Bay Regional Planning Council
Department of Community Affairs
February 19, 2007
Page 2

If you need any additional information, please contact my legal assistant, Jayne Sears (jaynes@jpfirm.com), or me immediately. Thank you.

Very truly yours,

JOHNSON, POPE, BOKOR,
RUPPEL & BURNS, LLP



E. D. Armstrong III

EDA/js

cc: Mr. Robert Tefft, Planner, City of Clearwater

#397663 v1-



Gulf Coast Consulting, Inc.

Land Development Consulting • Engineering • Planning • Transportation • Permitting

ICOT Center
13825 ICOT Boulevard, Suite 605
Clearwater, FL 33760
Phone: (727) 524-1818
Fax: (727) 524-6090

December 12, 2006

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

**Re: Park Place DRI (DRI # 92) 2005/2006 Annual Report
Responses to Questions**

Dear Mr. Meyer:

Per your e-mail dated December 8, 2006 and our subsequent telephone conversation, we are providing the following clarifications:

1. The new construction completed on Parcel 9 is a 10,200 s.f. building. It contains Mattress Firm, Chipotle Grill and Verizon.
2. The completion of this building as approved by the City of Clearwater results in a total retail / commercial area of 85,948 square feet for the entire DRI. This total includes the new building.
3. The 10,200 square foot retail building replaced the former Key West Grill restaurant (5,372 square feet). We recognize this is a 4,828 square foot increase above the 81,120 square foot approved amount on Map H. A land use trade-off mechanism between retail and office was established in 1996 (Ordinance 6107-96) as 1,000 s.f. retail = 2,875 s.f. office. Using this conversion ratio the 4,828 square feet of extra retail space would equate to 13,880 square feet of office space. The only parcels with remaining entitlements are the north portion of Parcel 1 (100,000 s.f. light industrial or 63,300 s.f. office per conversion factor) and Parcel 6 (100,000 s.f. office).

Please accept this information as clarification.

Sincerely,

Robert Pergolizzi, AICP
Principal

RP:al

Cc: Michael Delk, City of Clearwater
Nick Shackleton, Carmel Commercial Group
Steve Engelhardt, Hallmark Development of Florida, Inc.
Jayne Sears, Johnson, Pope, Bokor, Ruppel, & Burns, LLP
File 03-006

ORDINANCE NO. 7215-03

AN ORDINANCE OF THE CITY OF CLEARWATER, FLORIDA, AMENDING ORDINANCE NO. 3205-83, AS AMENDED BY ORDINANCE NO. 3287-83, ORDINANCE NO. 5142-91, ORDINANCE NO. 5722-95, ORDINANCE NO. 6107-96 AND ORDINANCE NO. 6678-01, A DEVELOPMENT ORDER ISSUED PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR PARK PLACE, A DEVELOPMENT OF REGIONAL IMPACT; PROVIDING FINDINGS OF FACT; PROVIDING CONCLUSIONS OF LAW; EXTENDING THE BUILDOUT DATE; DETERMINING THAT SAID AMENDMENT IS CONSISTENT WITH THE ADOPTED COMPREHENSIVE PLAN; PROVIDING FOR PROPER NOTICE OF PROPOSED ENACTMENT; AND PROVIDING FOR THE EFFECTIVE DATE.

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WHEREAS, on January 19, 1995, the City Commission adopted Ordinance No. 5722-95, an Amendment to the Development Order; and

WHEREAS, on November 21, 1996, the City Commission adopted Ordinance No. 6107-96, an Amendment to the Development Order; and

WHEREAS, on February 1, 2001, the City Commission adopted Ordinance No. 6678-01, an Amendment to the Development Order; and

WHEREAS, on September 10, 2003, Bausch and Lomb Incorporated and Park Place Land, Ltd., a Florida limited partnership, the owners of certain undeveloped areas of the Development, filed an application entitled "Notification of a Proposed Change to a Previously Approved Development of Regional Impact ("DRI") pursuant to Subsection 380.06(19), Florida Statutes" (the "NOPC") with the City of Clearwater (the "City"), with copies provided to the Tampa Bay Regional Planning Council (the "TBRPC") and the Florida Department of Community Affairs (the "DCA"); and

WHEREAS, the NOPC proposes to amend the Development Order to extend the build-out date by five years to December 31, 2008 (the "Proposed Change"); and

WHEREAS, the Proposed Change, combined with previous amendments to the Development Order, is presumed to create a substantial deviation, pursuant to Subsection 380.06(19), Florida Statutes; and

WHEREAS, the NOPC has satisfactorily addressed all regional issues related to the Development and the presumption of a substantial deviation has been rebutted; and

WHEREAS, the City Commission, as the governing body of the local government having jurisdiction pursuant to Chapter 380, Florida Statutes, is authorized and empowered to consider applications for proposed changes to previously approved DRIs; and

WHEREAS, the public notice requirements of Chapter 380, Florida Statutes, and the City have been satisfied; and

WHEREAS, the City Commission has reviewed the NOPC, as well as all related testimony and evidence submitted by each party and members of the general public.

BE IT ORDAINED BY THE CITY COMMISSION OF THE
CITY OF CLEARWATER, FLORIDA:

Section 1. Introduction - This Ordinance shall constitute an amendment to the Park Place Development Order as previously amended.

Section 2. Findings - The City Commission, having received all related comments, testimony and evidence submitted by each party and members of the general public, finds that there is substantial competent evidence to support the following findings of fact:

- A. The Park Place Development Order, as adopted by Ordinance No. 3205-83, and amended by Ordinances No. 3287-83, No. 5142-91, No. 5722-95, 6107-96 and 6678-01, is a valid final development order within the provisions of Section 163.3167(8), Florida Statutes, affecting the property described on Exhibit "A" attached hereto and incorporated herein.
- B. Bausch and Lomb Incorporated and Park Place Land, Ltd., a Florida limited partnership, the owners of undeveloped portions of the DRI, have proposed that the Development Order be amended to extend the build-out date by five years to December 31, 2008.

- C. A comprehensive review of the impacts generated by the Proposed Change, together with all previous amendments, has been conducted by the City's departments, the TBRPC and the DCA.
- D. The Proposed Change is not located in an area of critical state concern designated as such pursuant to Section 380.05, Florida Statutes (1993).
- E. The Proposed Change, together with all previous amendments, does not increase the external traffic impact of the development, nor does it create additional impacts on other public facilities, including water, wastewater, drainage, solid waste, recreation and mass transit, from the original projections set forth in the Application for Development Approval ("ADA").
- F. The Proposed Change hereby approved is determined not to be a substantial deviation to the Development Order.

Section 3. Conclusions of Law - The City Commission, having made the above findings of fact, reaches the following conclusions of law:

- A. The Development as built to date is consistent with the local comprehensive plan and local land development regulations under which it was developed.
- B. The Development as modified herein, and as depicted on the Revised Map H, Master Plan, attached hereto as Exhibit "B," will not unreasonably interfere with the achievement of the objectives of the adopted state land development plan applicable to the area.
- C. The Proposed Change is consistent with the local land development regulations currently in effect.
- D. The Proposed Change, together with all previous amendments, does not create a reasonable likelihood of additional impact or any type of regional impact not previously reviewed by the TBRPC and DCA, over those treated under the Development Order. The Proposed Change, therefore, does not constitute a "substantial deviation" from the Development Order, pursuant to Chapter 380.06, Florida Statutes. The Proposed Change is exempt from the provisions of Ordinance No. 4983-90, City of Clearwater and the Park Place DRI remains vested thereunder.
- E. Nothing herein shall limit or modify the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes, except to the extent that specific rights and protections are limited or modified by the Proposed Change to the Development Order as approved by this ordinance.

- F. The Proposed Change is within the threshold guidelines of Ordinance No. 4983-90 of the City, relating to determinations of vested development rights, and the Park Place DRI remains vested thereunder.
- G. These proceedings have been duly conducted pursuant to applicable law and regulations, and based upon the record in these proceedings, the various departments of the City, Bausch and Lomb Incorporated, Park Place Land, Ltd., and other owners of the Development are authorized to approve/conduct development as described herein.
- H. The review by the City, the TBRPC, and other participating agencies and interested citizens reveals that impacts are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes.

Section 4. Order - Having made the above findings of fact and drawn the above conclusions of law, it is ordered that the Development Order be amended as follows:

- A. The Conceptual Plan described in Sections 4.A. and 4.J. of the Development Order is amended to be as shown on Exhibit "B" attached hereto and incorporated herein. All references to the Conceptual Plan set forth in the Development Order shall refer to the Amended Conceptual Plan attached hereto as Exhibit "B."
- B. The build-out date is hereby extended to December 31, 2008.
- C. The amendments stated herein, together with all previous amendments, do not constitute a substantial deviation, pursuant to Chapter 380.06, Florida Statutes.
- D. Nothing herein shall limit or modify the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes, except to the extent that specific rights and protections are limited or modified by the proposed amendments to the Development Order as approved by this ordinance.
- E. The City Clerk shall send copies of this ordinance, within five (5) days after passage of this ordinance on second reading to Bausch and Lomb Incorporated, Park Place Land, Ltd., DCA and TBRPC.
- F. This ordinance shall be deemed rendered upon transmittal of copies hereof to the TBRPC and the DCA.
- G. Notice of adoption of this ordinance shall be recorded by the Developer in the public records of Pinellas County, Florida, as provided in Section 380.06, Florida Statutes.

Section 5. Effective Date. This ordinance shall take effect when filed as provided by law, unless this ordinance is appealed, in which event this ordinance shall not take effect until such appeal has been decided.

PASSED ON FIRST READING

December 18, 2003

PASSED ON SECOND AND
FINAL READING AND ADOPTED

January 15, 2004



Brian J. Aungst
Mayor-Commissioner

Approved as to form:

Attest:



Leslie K. Dougall-Sides
Assistant City Attorney



Cynthia E. Goudeau
City Clerk

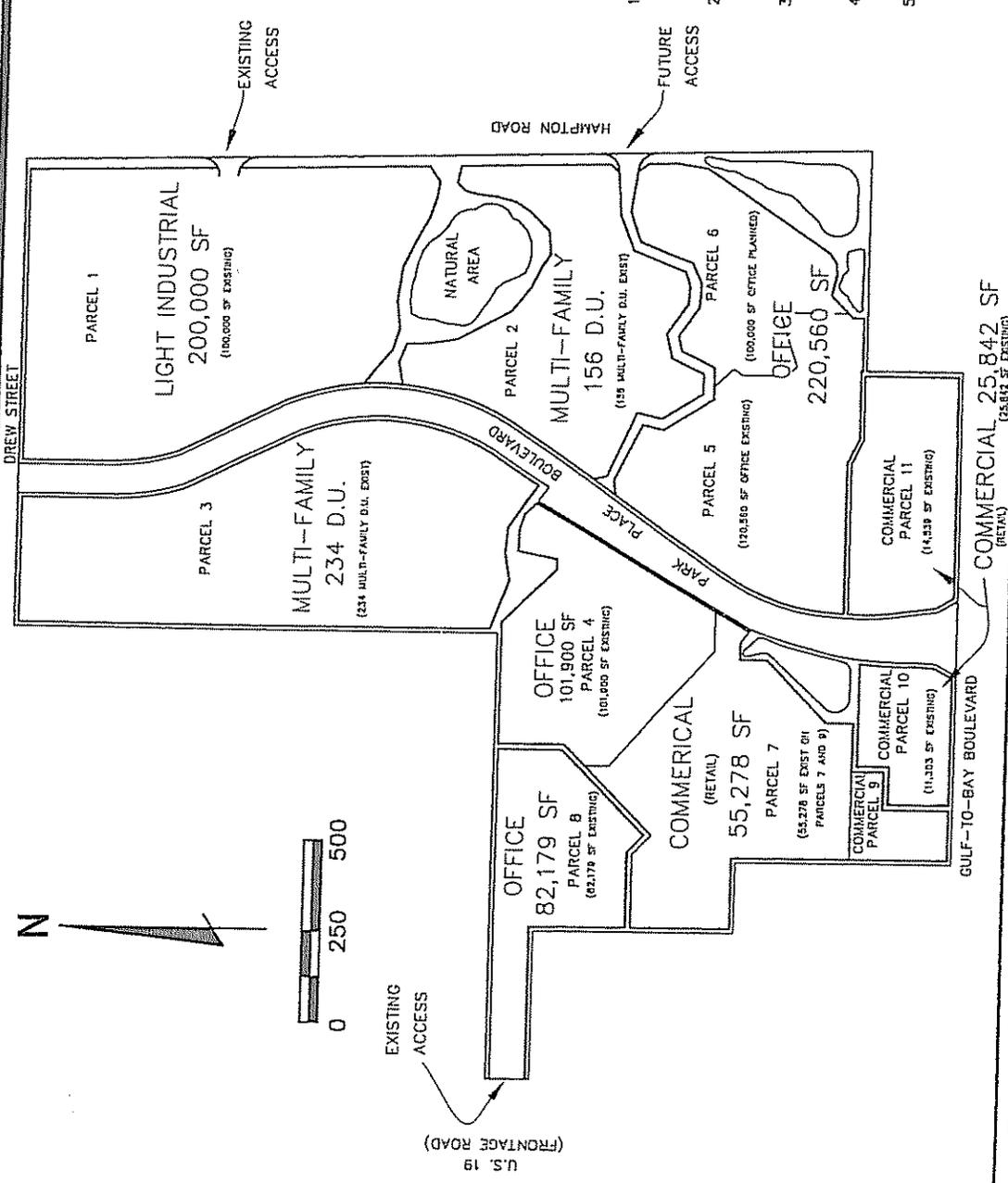
EXHIBIT "A"
TO ORDINANCE NO. 7215-03

LEGAL DESCRIPTION OF PARK PLACE

Commence at the center of Section 17, Township 29 South, Range 16 East, Pinellas County, Florida and go S 89°46'01" W, 660.00 feet, along the South boundary of the Northwest 1/4 of said Section 17 (the East-West centerline of said Section 17;) thence N 00°19'21" W, 50.00 feet, to a point on the North right-of-way line of Gulf-to-Bay Boulevard – State Road 60 for a POINT OF BEGINNING; thence, following said North right-of-way line, S 89°46'01" W, 58.49 feet; thence N 00°13'59" W, 10.00 feet; thence S 29°46'01" W, 1319.21 feet; thence, leaving said North right-of-way line, N 01°04'04" E, 599.99 feet; thence S 89°46'01" W, 198.43 feet; thence N 00°52'21" E, 554.70 feet; thence S 89°54'49" W, 400.06 feet, to a point on the East right-of-way line of U.S. Highway 19; thence, following said East right-of-way line, N 01°04'04" E, 28.15 feet; thence along a curve to the right that has a radius of 192.00 feet, an arc length of 72.82 feet, a chord length of 72.39 feet, a chord bearing of N 11°56'04" E, thence N 22°47'58" E, 11.93 feet; thence along a curve to the left that has a radius of 238.00 feet, an arc length of 16.13 feet, a chord length of 16.13 feet, a chord bearing of N 20°51'27" E, to a point on the North boundary of the Southwest 1/4 of the Northwest 1/4 of said Section 17; thence, leaving said East right-of-way line of U.S. Highway 19, N 89°54'49" E, 1222.19 feet, along the North boundary of the Southwest 1/4 of the Northwest 1/4 of said Section 17 to the Southwest corner of the Northeast 1/4 of the Northwest 1/4 of said Section 17; thence N 00°22'28" E, 1337.33 feet, along the West boundary of the Northeast 1/4 of the Northwest 1/4 of Section 17 to the Northwest corner of said Northeast 1/4 of the Northwest 1/4; thence S 89°56'11" E, 1312.06 feet, along the North boundary of said Northeast 1/4 of the Northwest 1/4 to a point on the West right-of-way line of Hampton Road – County Road 144; thence S 00°19'21" E, 2337.71 feet, along said West right-of-way line; thence S 89°46'01" W, 627.00 feet; thence S 00°10'21" E, 280.00 feet, to the POINT OF BEGINNING, containing 99.133 acres, more or less.

Subject to easements and rights-of-way of record.

Information taken from survey by Lloveras, Baur & Stevens, Consulting Engineers-Land Surveyors, Clearwater, Florida, February 23, 1982.



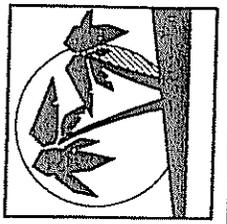
LAND USE	EXISTING	PLANNED	TOTAL
RETAIL/COMMERCIAL	81,120 SF	0	81,120 SF
OFFICE	304,639 SF	100,000 SF	404,639 SF
L.T. INDUSTRIAL	100,000 SF	100,000 SF	200,000 SF
MULTI-FAMILY RESIDENTIAL	390 DU	0 DU	390 DU
TOTAL	485,759 SF 390 DU	200,000 SF 0 DU	685,759 SF 390 DU

NOTES:

1. THE PROPOSED AMOUNT OF SQUARE FOOTAGE FOR INDIVIDUAL UNDEVELOPED PARCELS ARE BASED ON BEST AVAILABLE MARKET INFORMATION AND ARE SUBJECT TO CHANGE. THE AMOUNT OF TOTAL DEVELOPMENT, HOWEVER WILL NOT EXCEED THE AMOUNT OF DEVELOPMENT APPROVED BY THE DEVELOPMENT ORDER.
2. THAT PORTION OF THE DEVELOPMENT THAT REMAINS TO BE DEVELOPED IS REFERRED TO AS THE "PLANNED DEVELOPMENT". THE BUILD-OUT DATE FOR THE PLANNED DEVELOPMENT AND FOR THE TOTAL PROJECT IS DECEMBER 31, 2008.
3. CONVERSION RATES OF 1,000 SQUARE FEET OF LIGHT INDUSTRIAL DEVELOPMENT TO 633 SQUARE FEET OF OFFICE DEVELOPMENT ARE HEREBY ESTABLISHED FOR PARCEL 1 AS APPROVED BY ORDINANCE #5722-95
4. ANY MULTI-FAMILY RESIDENTIAL DEVELOPMENT WILL BE LIMITED TO PARCELS 2, 3, 6 & 6.
5. PARCEL 6 IS PLANNED FOR 100,000 SF OF OFFICE DEVELOPMENT. CONVERSION RATES OF 1,000 SF OF OFFICE DEVELOPMENT TO 240 MULTI-FAMILY UNITS WITH A MAXIMUM OF 240 UNITS, OR 1,000 SF OF OFFICE DEVELOPMENT TO 2.44 HOTEL ROOMS WITH A MAXIMUM OF 244 UNITS ARE HEREBY ESTABLISHED FOR PARCEL 6 AS APPROVED BY ORDINANCE 6678-01.

PARK PLACE DRI - MASTER DEVELOPMENT PLAN

MAP H



Gulf Coast Consultants, Inc.
Land Development Consulting

DATE:	REVISED: AUGUST 22, 2003	FIGURE: 1
DRAWN BY:	RAW	



CITY OF CLEARWATER

POST OFFICE BOX 4748, CLEARWATER, FLORIDA 33758-4748
CITY HALL, 112 SOUTH OSCEOLA AVENUE, CLEARWATER, FLORIDA 33756
TELEPHONE (727) 562-4090 FAX (727) 562-4086

February 7, 2001

DEPARTMENT OF THE
CITY CLERK

Mr. Timothy A. Johnson, Jr., Esquire
911 Chestnut Street
Clearwater, Florida 33756
Attention: Jane

Dear Jane:

Enclosed is a copy of City of Clearwater Ordinance 6678-01, adopted February 1, 2001, amending the Development Order for Park Place, a Development of Regional Impact. In accordance with distribution instructions on page 5 of the ordinance, I have mailed copies to Park Place Land, Ltd., Florida Department of Community Affairs, and Tampa Bay Regional Planning Council.

If I may be of further assistance, please feel free to call me at (727) 562-4095.

Sincerely,

Gwen Legters
Legislative Staff Assistant

gjl

Enclosure

cc: Park Place Land, Ltd., 3225 Aviation Ave, Ste. 700, Coconut Grove, FL 33133
State of Florida DCA, 2555 Shumard Oak Blvd., Tallahassee, FL 32399-2100
✓ John M. Meyer, DRI Coord., TBRPC

BRIAN J. AUNGST, MAYOR-COMMISSIONER

J.B. JOHNSON, VICE MAYOR-COMMISSIONER
ED HART, COMMISSIONER

BOB CLARK, COMMISSIONER
F. DAVID HEMERICK, COMMISSIONER



ORDINANCE NO. 6678-01

AN ORDINANCE OF THE CITY OF CLEARWATER, FLORIDA, AMENDING ORDINANCE NO. 3205-83, AS AMENDED BY ORDINANCE NO. 3287-83, ORDINANCE NO. 5142-91, ORDINANCE NO. 5722-95, AND ORDINANCE NO. 6107-96, A DEVELOPMENT ORDER ISSUED PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR PARK PLACE, A DEVELOPMENT OF REGIONAL IMPACT; PROVIDING FINDINGS OF FACT; PROVIDING CONCLUSIONS OF LAW; REDUCING APPROVED OFFICE AND RETAIL SPACE; PROVIDING A CONVERSION FACTOR FOR MULTI-FAMILY AND HOTEL DEVELOPMENT; EXTENDING THE BUILDOUT DATE; DETERMINING THAT SAID AMENDMENTS ARE CONSISTENT WITH THE ADOPTED COMPREHENSIVE PLAN; PROVIDING FOR PROPER NOTICE OF PROPOSED ENACTMENT; AND PROVIDING FOR THE EFFECTIVE DATE OF THIS ORDINANCE.

WHEREAS, on September 1, 1983, the City Commission adopted Ordinance No. 3205-83 (the "Development Order") which ordinance constitutes a development order for Park Place, a development of regional impact, affecting the property described on Exhibit "A" attached hereto and incorporated herein (the "Development"); and

WHEREAS, on October 20, 1983, the City Commission adopted Ordinance No. 3287-83, an amendment to the Development Order and readopted Ordinance No. 3287-83 on December 8, 1983; and

WHEREAS, on December 19, 1991, the City Commission adopted Ordinance No. 5142-91, an Amendment to the Development Order; and

WHEREAS, on January 19, 1995, the City Commission adopted Ordinance No. 5722-95, an Amendment to the Development Order; and

WHEREAS, on November 21, 1996, the City Commission adopted Ordinance No. 6107-96, an Amendment to the Development Order; and

WHEREAS, on October 11, 2000, Park Place Land, Ltd., a Florida limited partnership, the owner of certain undeveloped areas of the Development, filed an application entitled "Notification of a Proposed Change to a Previously Approved Development of Regional Impact ("DRI") pursuant to Subsection 380.06(19), Florida Statutes" (the "NOPC") with the City of Clearwater (the "City"), with copies provided to the Tampa Bay Regional Planning Council (the "TBRPC") and the Florida Department of Community Affairs (the "DCA"); and

WHEREAS, the NOPC proposes to amend the Development Order to (i) provide a land use conversion factor for Parcel 6 shown on Exhibit "B" attached hereto and incorporated herein for the conversion of approved office development to multi-family and/or hotel development and (ii) extend the buildout date by three years to December 31, 2003 (collectively, the "Proposed Changes"); and

WHEREAS, portions of the Development are individually referred to herein by the Parcel Numbers shown on Exhibit "B" attached hereto and incorporated herein; and

WHEREAS, certain of the Proposed Changes, combined with previous amendments to the Development Order, are presumed to create a substantial deviation, pursuant to Subsection 380.06(19), Florida Statutes; and

WHEREAS, the NOPC has satisfactorily addressed all regional issues related to the Development and the presumption of a substantial deviation has been rebutted; and

WHEREAS, the City Commission, as the governing body of the local government having jurisdiction pursuant to Chapter 380, Florida Statutes, is authorized and empowered to consider applications for proposed changes to previously approved DRIs; and

WHEREAS, the public notice requirements of Chapter 380, Florida Statutes, and the City have been satisfied; and

WHEREAS, the City Commission has reviewed the NOPC, as well as all related testimony and evidence submitted by each party and members of the general public.

BE IT ORDAINED BY THE CITY COMMISSION OF THE
CITY OF CLEARWATER, FLORIDA:

Section 1. Introduction - This Ordinance shall constitute an amendment to the Park Place Development Order as previously amended.

Section 2. Findings - The City Commission, having received all related comments, testimony and evidence submitted by each party and members of the general public, finds that there is substantial competent evidence to support the following findings of fact:

- A. The Park Place Development Order, as adopted by Ordinance No. 3205-83, and amended by Ordinances No. 3287-83, No. 5142-91, No. 5722-95, and 6107-96, is a valid final development order within the provisions of Section 163.3167(8), Florida Statutes, affecting the property described on Exhibit "A" attached hereto and incorporated herein.

- B. Park Place Land, Ltd., a Florida limited partnership, the owner of Parcel 6 of the Development as shown on Exhibit "B," has proposed the following amendments to the Development Order:
1. Reducing approved office and retail space;
 2. Adding a land use conversion factor for Parcel 6 for the conversion of approved office development to multi-family and/or hotel development; and
 3. Extending the buildout date by three years to December 31, 2003.
- C. A comprehensive review of the impacts generated by the Proposed Changes, together with all previous amendments, has been conducted by the City's departments, the TBRPC and the DCA.
- D. The Proposed Changes are not located in an area of critical state concern designated as such pursuant to Section 380.05, Florida Statutes (1993).
- E. The Proposed Changes, together with all previous amendments, do not increase the external traffic impact of the development, nor do they create additional impacts on other public facilities, including water, wastewater, drainage, solid waste, recreation and mass transit, from the original projections set forth in the Application for Development Approval ("ADA").
- F. The Proposed Changes heretofore approved are determined not to be a substantial deviation to the Development Order.

Section 3. Conclusions of Law - The City Commission, having made the above findings of fact, reaches the following conclusions of law:

- A. The Development as built to date is consistent with the local comprehensive plan and local land development regulations under which it was developed.
- B. The Development as modified herein, and as depicted on the Revised Map H, Master Plan, attached hereto as Exhibit "B," will not unreasonably interfere with the achievement of the objectives of the adopted state land development plan applicable to the area.
- C. The Proposed Changes are consistent with the local land development regulations currently in effect.
- D. The Proposed Changes, together with all previous amendments, do not create a reasonable likelihood of additional impact or any type of regional

impact not previously reviewed by the TBRPC and DCA, over those treated under the Development Order. The Proposed Changes, therefore, do not constitute a "substantial deviation" from the Development Order, pursuant to Chapter 380.06, Florida Statutes. The Proposed Changes are exempt from the provisions of Ordinance No. 4983-90, City of Clearwater and the Park Place DRI remains vested thereunder.

- E. Nothing herein shall limit or modify the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes, except to the extent that specific rights and protections are limited or modified by the Proposed Changes to the Development Order as approved by this ordinance.
- F. The Proposed Changes are within the threshold guidelines of Ordinance No. 4983-90 of the City, relating to determinations of vested development rights, and the Park Place DRI remains vested thereunder.
- G. These proceedings have been duly conducted pursuant to applicable law and regulations, and based upon the record in these proceedings, the various departments of the City, Park Place Land, Ltd., and other owners of the Development are authorized to approve/conduct development as described herein.
- H. The review by the City, the TBRPC, and other participating agencies and interested citizens reveals that impacts are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes.

Section 4. Order - Having made the above findings of fact and drawn the above conclusions of law, it is ordered that the Development Order be amended as follows:

- A. The Conceptual Plan described in Sections 4.A. and 4.J. of the Development Order is amended to be as shown on Exhibit "B" attached hereto and incorporated herein. All references to the Conceptual Plan set forth in the Development Order shall refer to the Amended Conceptual Plan attached hereto as Exhibit "B."
- B. Section 4.C. of the Development Order is amended to read:
 - 4.C. The Project is approved for 390 multi-family dwelling units and a total maximum floor area of 1,145,520 685,759 square feet, comprised of a maximum 795,520 404,639 square feet of office use, a maximum 200,000 square feet of industrial use and a maximum 450,000 81,120 square feet of retail commercial use, subject to the conversion factors set forth in Subsection 4.A.A. The permitted maximum floor area is to be approved subject to the FAR limitations set forth below.

- C. Subsection 4.A.A. of the Development Order is amended to add the following:

Conversion factors to permit 1,000 square feet of office development to convert to either (i) 2.4 multi-family units or (ii) 2.44 hotel rooms are hereby established for the office area shown as Parcel 6 on Exhibit "B." These conversion factors are set forth in the following table:

LAND USE TRADE-OFF RATES PARCEL 6	
EXISTING DEVELOPMENT	MAY BE CONVERTED TO:
1,000 sq. ft. Office	2.4 Multi-Family Units
1,000 sq. ft. Office	2.44 Hotel Rooms

Notwithstanding the foregoing, development on Parcel 6 shall be limited as follows:

	MINIMUM	MAXIMUM
Office	0*	100,000*
Multi-Family	0**	111**
Hotel	0**	185***

- * square feet of floor area
 ** units
 *** rooms

- D. The buildout date is hereby extended to December 31, 2003.
- E. The amendments stated herein, together with all previous amendments, do not constitute a substantial deviation, pursuant to Chapter 380.06, Florida Statutes.
- F. Nothing herein shall limit or modify the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes, except to the extent that specific rights and protections are limited or modified by the proposed amendments to the Development Order as approved by this ordinance.
- G. The City Clerk shall send copies of this ordinance, within five (5) days after passage of this ordinance on second reading to Park Place Land, Ltd., DCA and TBRPC.

- H. This ordinance shall be deemed rendered upon transmittal of copies hereof to the TBRPC and the DCA.
- I. Notice of adoption of this ordinance shall be recorded by the Developer in the public records of Pinellas County, Florida, as provided in Section 380.06, Florida Statutes.

Section 5. Effective Date. This ordinance shall take effect when filed as provided by law, unless this ordinance is appealed, in which event this ordinance shall not take effect until such appeal has been decided.

PASSED ON FIRST READING

January 18, 2001

PASSED ON SECOND AND
FINAL READING AND ADOPTED

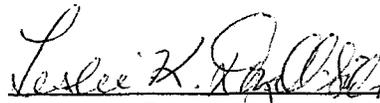
February 1, 2001



Brian Aungst
Mayor - Commissioner

Approved as to form:

Attest:



Leslie K. Dougall-Sides
Assistant City Attorney



Cynthia E. Goudeau
City Clerk

EXHIBIT "A"
TO ORDINANCE NO. 6678-01

LEGAL DESCRIPTION OF PARK PLACE

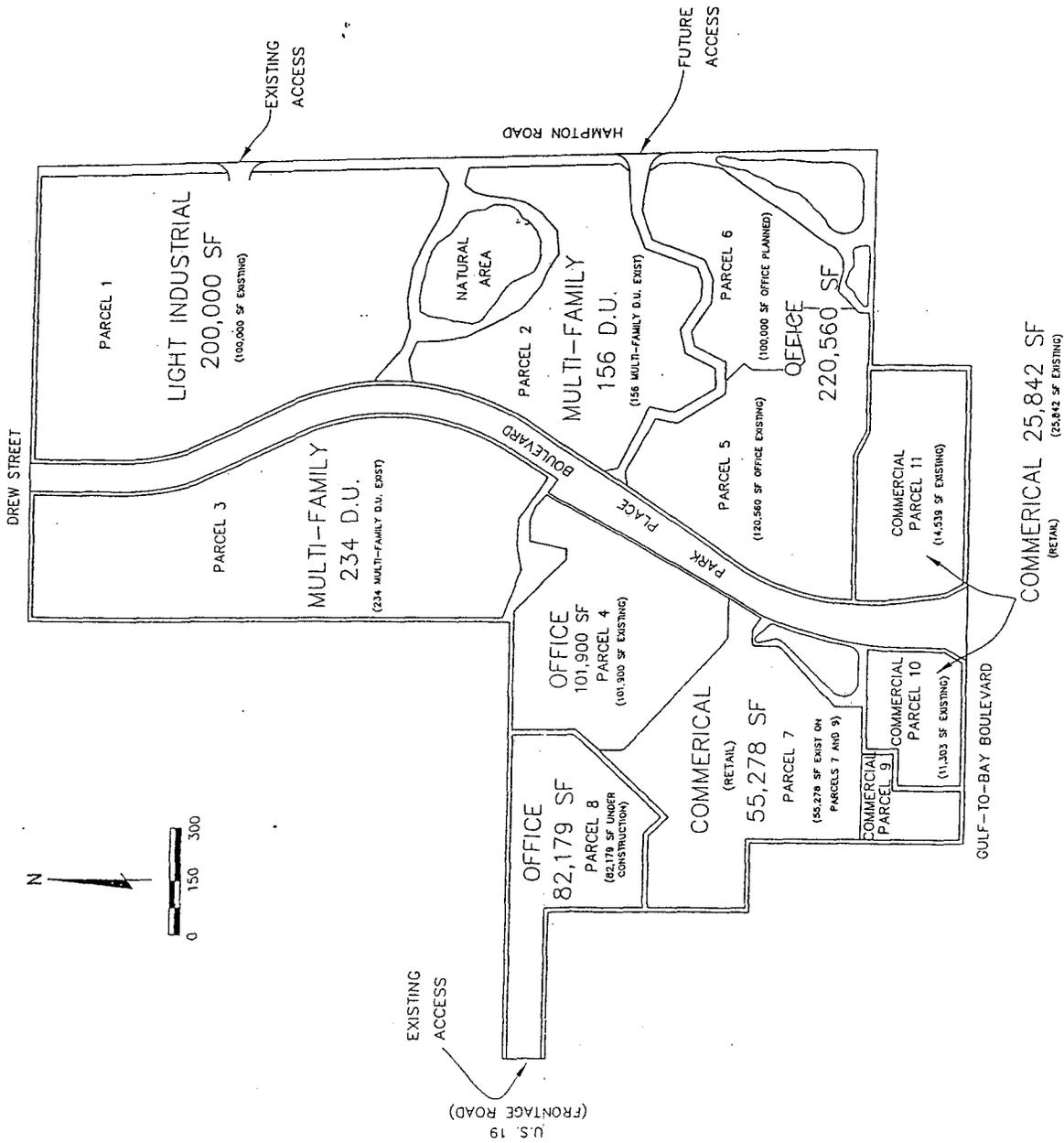
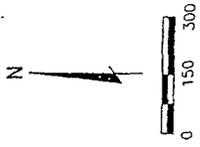
Commence at the center of Section 17, Township 29 South, Range 16 East, Pinellas County, Florida and go S 89°46'01" W, 660.00 feet, along the South boundary of the Northwest 1/4 of said Section 17 (the East-West centerline of said Section 17;) thence N 00°19'21" W, 50.00 feet, to a point on the North right-of-way line of Gulf-to-Bay Boulevard – State Road 60 for a POINT OF BEGINNING; thence, following said North right-of-way line, S 89°46'01" W, 58.49 feet; thence N 00°13'59" W, 10.00 feet; thence S 29°46'01" W, 1319.21 feet; thence, leaving said North right-of-way line, N 01°04'04" E, 599.99 feet; thence S 89°46'01" W, 198.43 feet; thence N 00°52'21" E, 554.70 feet; thence S 89°54'49" W, 400.06 feet, to a point on the East right-of-way line of U.S. Highway 19; thence, following said East right-of-way line, N 01°04'04" E, 28.15 feet; thence along a curve to the right that has a radius of 192.00 feet, an arc length of 72.82 feet, a chord length of 72.39 feet, a chord bearing of N 11°56'04" E, thence N 22°47'58" E, 11.93 feet; thence along a curve to the left that has a radius of 238.00 feet, an arc length of 16.13 feet, a chord length of 16.13 feet, a chord bearing of N 20°51'27" E, to a point on the North boundary of the Southwest 1/4 of the Northwest 1/4 of said Section 17; thence, leaving said East right-of-way line of U.S. Highway 19, N 89°54'49" E, 1222.19 feet, along the North boundary of the Southwest 1/4 of the Northwest 1/4 of said Section 17 to the Southwest corner of the Northeast 1/4 of the Northwest 1/4 of said Section 17; thence N 00°22'28" E, 1337.33 feet, along the West boundary of the Northeast 1/4 of the Northwest 1/4 of Section 17 to the Northwest corner of said Northeast 1/4 of the Northwest 1/4; thence S 89°56'11" E, 1312.06 feet, along the North boundary of said Northeast 1/4 of the Northwest 1/4 to a point on the West right-of-way line of Hampton Road – County Road 144; thence S 00°19'21" E, 2337.71 feet, along said West right-of-way line; thence S 89°46'01" W, 627.00 feet; thence S 00°10'21" E, 280.00 feet, to the POINT OF BEGINNING, containing 99.133 acres, more or less.

Subject to easements and rights-of-way of record.

Information taken from survey by Lloveras, Baur & Stevens, Consulting Engineers-Land Surveyors, Clearwater, Florida, February 23, 1982.

EXHIBIT "B"
TO ORDINANCE NO. 6678-01

PARK PLACE DRI – MASTER DEVELOPMENT PLAN, MAP H
REVISED SEPTEMBER 18, 2000



LAND USE	EXISTING	PLANNED	TOTAL
RETAIL/ COMMERCIAL	81,120 SF	0	81,120 SF
OFFICE	222,460 SF	182,179 SF	404,639 SF
LT. INDUSTRIAL	100,000 SF	100,000 SF	200,000 SF
MULTI-FAMILY RESIDENTIAL	390 DU	0 DU	390 DU
TOTAL	403,580 SF 390 DU	282,179 SF 0 DU	685,759 SF 390 DU

- NOTES:**
- THE PROPOSED AMOUNT OF SQUARE FOOTAGE FOR INDIVIDUAL UNDEVELOPED PARCELS HAS BEEN BASED ON AVAILABLE MARKET INFORMATION AND ARE SUBJECT TO CHANGE. THE AMOUNT OF DEVELOPMENT SHALL NOT EXCEED THE AMOUNT OF DEVELOPMENT APPROVED BY THE DEVELOPMENT ORDER.
 - THAT PORTION OF THE DEVELOPMENT THAT REMAINS TO BE DEVELOPED IS REFERRED TO AS THE "PLANNED DEVELOPMENT". THE BUILD-OUT DATE FOR THE "PLANNED DEVELOPMENT AND FOR THE TOTAL PROJECT IS DECEMBER 31, 2003.
 - CONVERSION RATES OF 1,000 SQUARE FEET OF LIGHT INDUSTRIAL DEVELOPMENT TO 633 OFFICE DEVELOPMENT ARE HEREBY ESTABLISHED ON PARCEL 1 AS APPROVED BY ORDINANCE #9722-95
 - ANY MULTI-FAMILY RESIDENTIAL DEVELOPMENT WILL BE LIMITED TO PARCELS 2, 3, 6 AND 8.
 - PARCELS 6 IS PLANNED FOR 100,000 SF OF OFFICE DEVELOPMENT. CONVERSION RATES OF 1,000 SF OF DEVELOPMENT TO 2.40 MULTI-FAMILY UNITS WITH A MAXIMUM OF 240 UNITS, OR 1,000 SF OF DEVELOPMENT TO 2.44 HOTEL ROOMS WITH A MAXIMUM OF 244 UNITS ARE HEREBY ESTABLISHED FOR PARCEL 6.

FLORIDA DESIGN CONSULTANTS, INC.
 ENGINEERS, ARCHITECTS, SURVEYORS & PLANNERS
 13717 TITUS AVENUE, SUITE 100
 TAMPA, FLORIDA 33613
 TEL: 813-973-7224
 FAX: 813-973-7225

EXHIBIT 'B' TO
 PARK PLACE DRI/NOIC

PARK PLACE DRI - MASTER DEVELOPMENT PLAN

MAP H
 REVISED: SEPTEMBER 18, 2000

ORDINANCE NO. 6107-96

AN ORDINANCE OF THE CITY OF CLEARWATER, FLORIDA, AMENDING ORDINANCE NO. 3205-83, AS AMENDED BY ORDINANCE NO. 3287-83, ORDINANCE NO. 5142-91 AND ORDINANCE NO. 5722-95, A DEVELOPMENT ORDER ISSUED PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR PARK PLACE, A DEVELOPMENT OF REGIONAL IMPACT; PROVIDING FINDINGS OF FACT; PROVIDING CONCLUSIONS OF LAW; PROVIDING A CONVERSION FACTOR FOR RETAIL COMMERCIAL, OFFICE AND HOTEL DEVELOPMENT; REFLECTING THE CURRENT OWNERSHIP AND CONFIGURATION OF THE PARCELS OF THE DEVELOPMENT; DETERMINING THAT SAID AMENDMENTS ARE CONSISTENT WITH THE ADOPTED COMPREHENSIVE PLAN; PROVIDING FOR PROPER NOTICE OF PROPOSED ENACTMENT; AND PROVIDING FOR THE EFFECTIVE DATE OF THIS ORDINANCE.

WHEREAS, on September 1, 1983, the City Commission adopted Ordinance No. 3205-83 (the "Development Order") which ordinance constitutes a development order for Park Place, a development of regional impact, affecting the property described on Exhibit "A" attached hereto and incorporated herein (the "Development"); and

WHEREAS, on October 20, 1983, the City Commission adopted Ordinance No. 3287-83, an amendment to the Development Order and readopted Ordinance No. 3287-83 on December 8, 1983; and

WHEREAS, on December 19, 1991, the City Commission adopted Ordinance No. 5142-91, an Amendment to the Development Order; and

WHEREAS, on January 19, 1995, the City Commission adopted Ordinance No. 5722-95, an Amendment to the Development Order; and

WHEREAS, on August 8, 1996, Park Place Land, Ltd., a Florida limited partnership, the owner of certain undeveloped areas of the Development, filed an application entitled "Notification of a Proposed Change to a Previously Approved Development of Regional Impact ("DRI") pursuant to Subsection 380.06(19), Florida Statutes" (the "NOPC") with the City of Clearwater (the "City"), with copies provided to the Tampa Bay Regional Planning Council (the "TBRPC") and the Florida Department of Community Affairs (the "DCA"); and

WHEREAS, the NOPC proposes to amend the Development Order to (i) provide a land use conversion factor for Parcel 4 shown on Exhibit "B" attached hereto and incorporated herein for the conversion of approved retail commercial development to office and/or hotel development and (ii) reflect changes in the ownership and configuration of the parcels of property within the Development (collectively, the "Proposed Changes"); and

WHEREAS, the ownership of the Development is as shown on Exhibit "B" attached hereto and incorporated herein; and

WHEREAS, portions of the Development are individually referred to herein by the Parcel Numbers shown on Exhibit "B" attached hereto and incorporated herein; and

WHEREAS, certain of the Proposed Changes, combined with previous amendments to the Development Order, are presumed to create a substantial deviation, pursuant to Subsection 380.06(19), Florida Statutes; and

WHEREAS, the NOPC has satisfactorily addressed all regional issues related to the Development and the presumption of a substantial deviation has been rebutted; and

WHEREAS, the City Commission, as the governing body of the local government having jurisdiction pursuant to Chapter 380, Florida Statutes, is authorized and empowered to consider applications for proposed changes to previously approved DRIs; and

WHEREAS, the public notice requirements of Chapter 380, Florida Statutes, and the City have been satisfied; and

WHEREAS, the City Commission has reviewed the NOPC, as well as all related testimony and evidence submitted by each party and members of the general public.

**BE IT ORDAINED BY THE CITY COMMISSION OF THE
CITY OF CLEARWATER, FLORIDA:**

Section 1. Introduction - This Ordinance shall constitute an amendment to the Park Place Development Order as previously amended.

Section 2. Findings - The City Commission, having received all related comments, testimony and evidence submitted by each party and members of the general public, finds that there is substantial competent evidence to support the following findings of fact:

- A. The Park Place Development Order, as adopted by Ordinance No. 3205-83, and amended by Ordinances No. 3287-83, No. 5142-91, and No. 5722-95, is a valid final development order within the provisions of Section

163.3167(8), Florida Statutes, affecting the property described on Exhibit "A" attached hereto and incorporated herein.

- B. Park Place Land, Ltd., a Florida limited partnership, the owner of Parcel 4 of the Development as shown on Exhibit "B," has proposed the following amendments to the Development Order:
1. Adding a land use conversion factor for Parcel 4 for the conversion of approved retail commercial development to office and/or hotel development; and
 2. Reflecting changes in the ownership and configuration of the parcels of property within the Development; and
 3. Modifying certain provisions of the Development Order to be consistent with changes described in the NOPC.
- C. A comprehensive review of the impacts generated by the Proposed Changes, together with all previous amendments, has been conducted by the City's departments, the TBRPC and the DCA.
- D. The Proposed Changes are not located in an area of critical state concern designated as such pursuant to Section 380.05, Florida Statutes (1993).
- E. The Proposed Changes, together with all previous amendments, do not increase the external traffic impact of the development, nor do they create additional impacts on other public facilities, including water, wastewater, drainage, solid waste, recreation and mass transit, from the original projections set forth in the Application for Development Approval ("ADA").
- F. The Proposed Changes heretofore approved are determined not to be a substantial deviation to the Development Order.

Section 3. Conclusions of Law - The City Commission, having made the above findings of fact, reaches the following conclusions of law:

- A. The Development as built to date is consistent with the local comprehensive plan and local land development regulations under which it was developed.
- B. The Development as modified herein, and as depicted on the Revised Map H, Master Plan, attached hereto as Exhibit "C," will not unreasonably interfere with the achievement of the objectives of the adopted state land development plan applicable to the area.

- C. The Proposed Changes are consistent with the local land development regulations currently in effect.
- D. The Proposed Changes, together with all previous amendments, do not create a reasonable likelihood of additional impact or any type of regional impact not previously reviewed by the TBRPC and DCA, over those treated under the Development Order. The Proposed Changes, therefore, do not constitute a "substantial deviation" from the Development Order, pursuant to Chapter 380.06, Florida Statutes. The Proposed Changes are exempt from the provisions of Ordinance No. 4983-90, City of Clearwater and the Park Place DRI remains vested thereunder.
- E. Nothing herein shall limit or modify the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes, except to the extent that specific rights and protections are limited or modified by the Proposed Changes to the Development Order as approved by this ordinance.
- F. The Proposed Changes are within the threshold guidelines of Ordinance No. 4983-90 of the City, relating to determinations of vested development rights, and the Park Place DRI remains vested thereunder.
- G. These proceedings have been duly conducted pursuant to applicable law and regulations, and based upon the record in these proceedings, the various departments of the City, Park Place Land, Ltd., and other owners of the Development are authorized to approve/conduct development as described herein.
- H. The review by the City, the TBRPC, and other participating agencies and interested citizens reveals that impacts are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes.

Section 4. Order - Having made the above findings of fact and drawn the above conclusions of law, it is ordered that the Development Order be amended as follows:

- A. The Conceptual Plan described in Sections 4.A. and 4.J. of the Development Order is amended to be as shown on Exhibit "C" attached hereto and incorporated herein. All references to the Conceptual Plan set forth in the Development Order shall refer to the Amended Conceptual Plan attached hereto as Exhibit "C."

B. Section 4.C. of the Development Order is amended to read:

4.C. The Project is approved for a total maximum floor area of 1,145,520 square feet, comprised of a maximum 795,520 square feet of office use, a maximum 200,000 square feet of industrial use and a maximum 150,000 square feet of retail commercial use, subject to the conversion factor set forth in Subsection 4.A.A. The permitted maximum floor area is to be approved subject to the FAR limitations set forth below.

C. Subsection 4.A.A. of the Development Order is amended to add the following:

Conversion factors to permit (i) 1,000 square feet of retail commercial development to convert to either (x) 2,875 square feet of office development or (y) 11.96 hotel rooms and/or (ii) 1,000 square feet of office development to convert to 4.16 hotel rooms are hereby established for the retail commercial area shown as Parcel 4 on Exhibit "B." These conversion factors are set forth in the following table:

LAND USE TRADE-OFF RATES PARCEL 4	
EXISTING DEVELOPMENT	MAY BE CONVERTED TO:
1,000 sq. ft. Retail	2,875 sq. ft. Office
1,000 sq. ft. Retail	11.96 Hotel Rooms
1,000 sq. ft. Office	4.16 Hotel Rooms

Notwithstanding the foregoing, development on Parcel 4 shall be limited as follows:

	MINIMUM	MAXIMUM
Office	0*	130,505*
Hotel	0**	224**

*square feet of floor area
**rooms

Thirty (30) days prior to issuance of any permit which utilizes the conversion factors, DCA and TBRPC shall receive notice, from the Developer, of the proposed use of the conversion ratio.

- D. The following subsection is added to the Development Order as Subsection 4.E.E.:
- E.E. Prior to the issuance of any development permit for any portion of Parcel 4, the owner of Parcel 4 shall grant to the City a perpetual non-exclusive easement for pedestrian ingress and egress and construction and maintenance of a sidewalk at the City's cost. Such easement shall be ten feet (10') in width along the southerly boundary of Parcel 4 and shall extend from the westerly boundary of Parcel 4 to the easterly boundary of Parcel 4 ("Sidewalk Easement"). The City agrees that the Sidewalk Easement may be located within any setback areas on Parcel 4 and shall not have the effect of enlarging any Parcel 4 setbacks or otherwise reducing the development rights for Parcel 4.
- E. The following subsection is added to the Development Order as Subsection 4.F.F.:
- F.F. The owner of Parcel 4 shall be entitled to curb cuts for the purpose of access to and from Parcel 4 and Park Place Boulevard.
- F. The amendments stated herein, together with all previous amendments, do not constitute a substantial deviation, pursuant to Chapter 380.06, Florida Statutes.
- G. Nothing herein shall limit or modify the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes, except to the extent that specific rights and protections are limited or modified by the proposed amendments to the Development Order as approved by this ordinance.
- H. The City Clerk shall send copies of this ordinance, within five (5) days after passage of this ordinance on second reading to Park Place Land, Ltd., DCA and TBRPC.
- I. This ordinance shall be deemed rendered upon transmittal of copies hereof to the TBRPC and the DCA.
- J. Notice of adoption of this ordinance shall be recorded by the Developer in the public records of Pinellas County, Florida, as provided in Section 380.06, Florida Statutes.

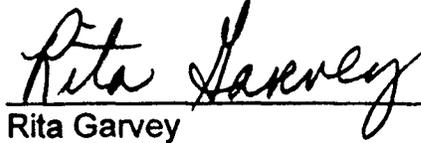
Section 5. Effective Date. This ordinance shall take effect when filed as provided by law, unless this ordinance is appealed, in which event this ordinance shall not take effect until such appeal has been decided.

PASSED ON FIRST READING

November 7, 1996

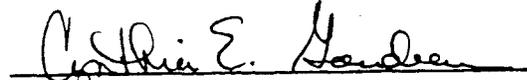
PASSED ON SECOND AND
FINAL READING AND ADOPTED

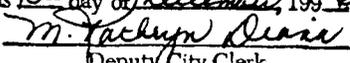
November 21, 1996



Rita Garvey
Mayor - Commissioner

Attest:


Cynthia E. Goudeau
City Clerk

I hereby certify that this is a true and correct copy of the original as it appears in the files of the City of Clearwater. Witness my hand and official seal of the City of Clearwater. This 10th day of December, 1996

Deputy City Clerk

Approved as to form and legal sufficiency:


Pamela K. Akin
City Attorney

EXHIBIT "A"
TO ORDINANCE NO. 6107-96

LEGAL DESCRIPTION OF PARK PLACE

Commence at the center of Section 17, Township 29 South, Range 16 East, Pinellas County, Florida and go S 89°46'01" W, 660.00 feet, along the South boundary of the Northwest 1/4 of said Section 17 (the East-West centerline of said Section 17;) thence N 00°19'21" W, 50.00 feet, to a point on the North right-of-way line of Gulf-to-Bay Boulevard – State Road 60 for a POINT OF BEGINNING; thence, following said North right-of-way line, S 89°46'01" W, 58.49 feet; thence N 00°13'59" W, 10.00 feet; thence S 29°46'01" W, 1319.21 feet; thence, leaving said North right-of-way line, N 01°04'04" E, 599.99 feet; thence S 89°46'01" W, 198.43 feet; thence N 00°52'21" E, 554.70 feet; thence S 89°54'49" W, 400.06 feet, to a point on the East right-of-way line of U.S. Highway 19; thence, following said East right-of-way line, N 01°04'04" E, 28.15 feet; thence along a curve to the right that has a radius of 192.00 feet, an arc length of 72.82 feet, a chord length of 72.39 feet, a chord bearing of N 11°56'04" E, thence N 22°47'58" E, 11.93 feet; thence along a curve to the left that has a radius of 238.00 feet, an arc length of 16.13 feet, a chord length of 16.13 feet, a chord bearing of N 20°51'27" E, to a point on the North boundary of the Southwest 1/4 of the Northwest 1/4 of said Section 17; thence, leaving said East right-of-way line of U.S. Highway 19, N 89°54'49" E, 1222.19 feet, along the North boundary of the Southwest 1/4 of the Northwest 1/4 of said Section 17 to the Southwest corner of the Northeast 1/4 of the Northwest 1/4 of said Section 17; thence N 00°22'28" E, 1337.33 feet, along the West boundary of the Northeast 1/4 of the Northwest 1/4 of Section 17 to the Northwest corner of said Northeast 1/4 of the Northwest 1/4; thence S 89°56'11" E, 1312.06 feet, along the North boundary of said Northeast 1/4 of the Northwest 1/4 to a point on the West right-of-way line of Hampton Road – County Road 144; thence S 00°19'21" E, 2337.71 feet, along said West right-of-way line; thence S 89°46'01" W, 627.00 feet; thence S 00°10'21" E, 280.00 feet, to the POINT OF BEGINNING, containing 99.133 acres, more or less.

Subject to easements and rights-of-way of record.

Information taken from survey by Lloveras, Baur & Stevens, Consulting Engineers-Land Surveyors, Clearwater, Florida, February 23, 1982.

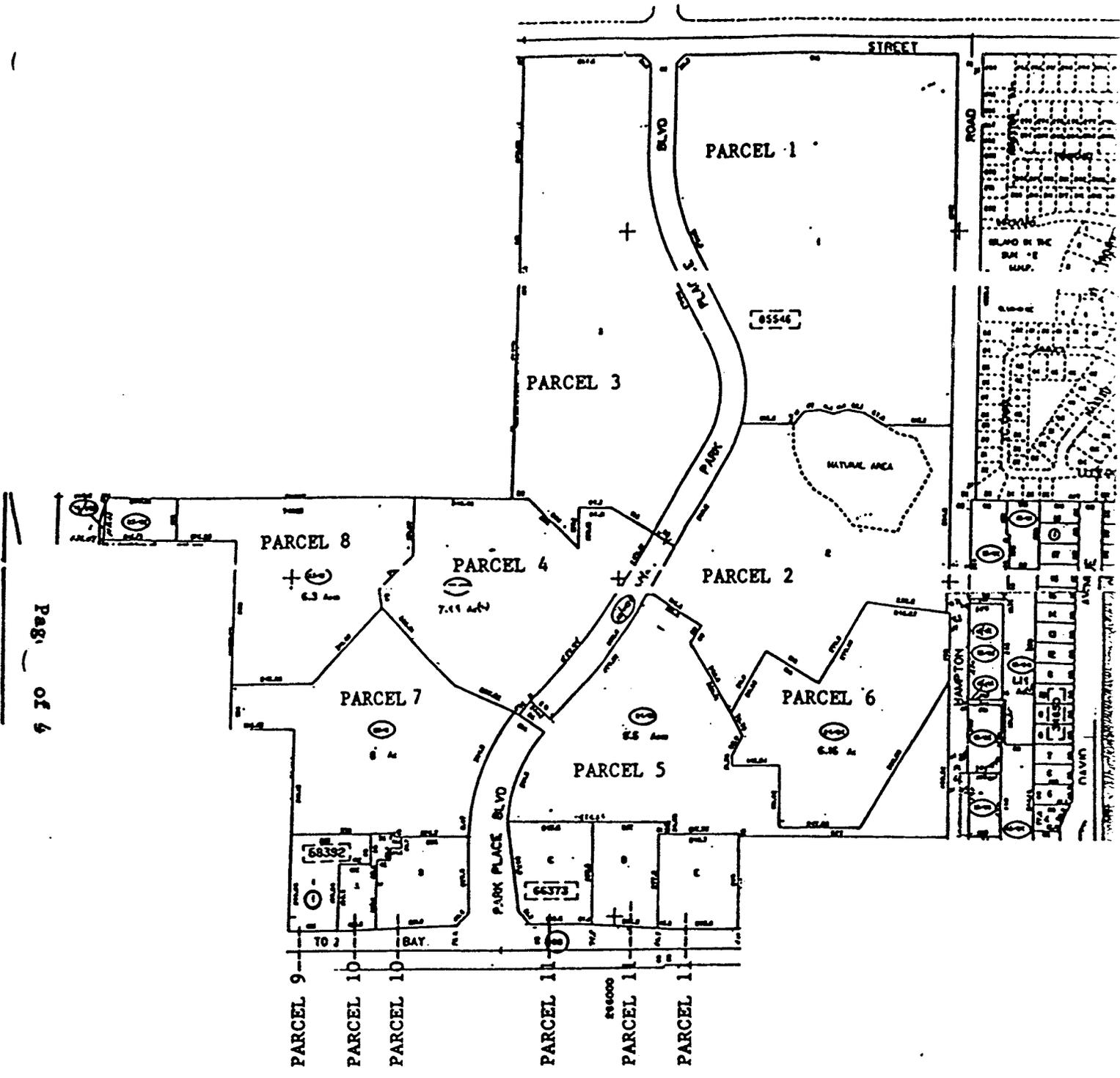
EXHIBIT "B"
to Notice of Proposed Change Application

PARK PLACE OWNERS

<u>No.</u>	<u>Parcel I.D. No.</u>	<u>Owner</u>
1	17-29-16-85546-000-0010	Storz Ophthalmics, Inc. 21 Park Place Blvd. N. Clearwater, FL 34619
2	17-29-16-85546-000-0020	Storz Ophthalmics, Inc. 21 Park Place Blvd N. Clearwater, FL 34619
3	17-29-16-85546-000-0030	Storz Ophthalmics, Inc. 21 Park Place Blvd. N. Clearwater, FL 34619
4	17-29-16-00000-230-0130	Park Place Land, Ltd. c/o Clinton International Penthouse Suite 2121 Ponce de Leon Blvd. Coral Gables, FL 33134
5	17-29-16-00000-240-0600	Park Place Building, Ltd. c/o Real Estate Tax Service 201 E. Kennedy Blvd., Suite 700 Tampa, FL 33602

14

<u>No</u>	<u>Parcel I.D. No.</u>	<u>Owner</u>
6	17-29-16-00000-240-0400	Park Place Building, Ltd. c/o Clinton International Penthouse Suite 2121 Ponce de Leon Blvd. Coral Gables, FL 33134
7	17-29-16-00000-230-1100	Park Place Bldg., Ltd. c/o 3550 Buschwood Park Drive Suite 190 Tampa, FL 33618-4435
8	17-29-16-00000-230-0100 17-29-16-00000-230-0200	Building Operation Holding Co. Ernst & Young LLP Attn: Cindy Trexler One Ford Center Pittsburgh, PA 15219
9	17-29-16-59392-001-0010	MRL #C-III Ltd. Suite X215 2800 Routh Street Dallas, TX 75201-1448
10	(10-A) 17-29-16-66373-000-0010 (10-B) 17-29-16-66373-000-0020	Clant, Inc. P. O. Box 916464 Longwood, FL 32791-6464 Clant, Inc. c/o Tilas, Inc. 4721 Morrison Dr. Mobile, AL 36609



ORDINANCE NO. 5722-95

AN ORDINANCE OF THE CITY OF CLEARWATER, FLORIDA, AMENDING ORDINANCE NO. 3205-83, AS AMENDED BY ORDINANCE NO. 3287-83 AND ORDINANCE NO. 5142-91, A DEVELOPMENT ORDER ISSUED PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR PARK PLACE, A DEVELOPMENT OF REGIONAL IMPACT; PROVIDING FINDINGS OF FACT; PROVIDING CONCLUSIONS OF LAW; PROVIDING FOR AMENDMENT OF THE DEVELOPMENT ORDER TO CHANGE THE PHASING OF THE DEVELOPMENT, DECREASE OFFICE DEVELOPMENT, CLARIFY THE DEVELOPMENT ENTITLEMENTS ALLOCATED TO EACH PARCEL OF THE DEVELOPMENT, EXTEND THE BUILD-OUT DATE, ADD A CONVERSION FACTOR FOR OFFICE, INDUSTRIAL AND MULTI-FAMILY RESIDENTIAL DEVELOPMENT, REVISE CERTAIN CONDITIONS OF THE DEVELOPMENT ORDER CONCERNING TRANSPORTATION MITIGATION AND OTHER PROVISIONS OF THE DEVELOPMENT ORDER, AND RESTATE ALL REMAINING TRANSPORTATION IMPROVEMENT OBLIGATIONS OF THE DEVELOPER, INCLUDING THE OBLIGATION TO DEDICATE AND CONSTRUCT PARK PLACE BOULEVARD; DETERMINING THAT SAID AMENDMENTS ARE CONSISTENT WITH THE ADOPTED COMPREHENSIVE PLAN; PROVIDING FOR PROPER NOTICE OF PROPOSED ENACTMENT; AND PROVIDING FOR THE EFFECTIVE DATE OF THIS ORDINANCE.

WHEREAS, on September 1, 1983, the City Commission adopted Ordinance No. 3205-83 (the "Development Order") which ordinance constitutes a development order for Park Place, a development of regional impact, affecting the property described on Exhibit "A" attached hereto and incorporated herein (the "Development"); and

WHEREAS, on October 20, 1983, the City Commission adopted Ordinance No. 3287-83, an amendment to the Development Order and readopted Ordinance 3287-83 on December 8, 1983; and

WHEREAS, on December 19, 1991, the City Commission adopted Ordinance No. 5142-91, an Amendment to the Development Order; and

5722-95

WHEREAS, on August 29, 1994, Storz Ophthalmics, Inc. and Building Operation Holding Company, the owners of certain undeveloped areas of the Development, filed an application entitled "Notification of a Proposed Change to a Previously Approved Development of Regional Impact ("DRI") pursuant to Subsection 380.06(19), Florida Statutes" (the "NOPC") with the City of Clearwater (the "City"), with copies provided to the Tampa Bay Regional Planning Council ("TBRPC") and the Florida Department of Community Affairs (the "DCA"); and

WHEREAS, the NOPC proposes to amend the Development Order to (i) amend the phasing of the development from one phase with three subphases to one phase with no subphases; (ii) decrease office development by 7,480 square feet; (iii) clarify the development entitlements allocated to each parcel of the Development; (iv) extend the build-out date by four (4) years; (v) add a conversion factor for the conversion of approved office development to multi-family residential development and the conversion of approved industrial development to either office development or multi-family residential development; (vi) amend certain Development Order conditions to reflect changes in the transportation network affected by the Development; (vii) restate all remaining transportation improvement obligations of the Developer, including the obligation to dedicate and construct Park Place Boulevard; and (viii) amend certain provisions of the Development Order to be consistent with changes described in the NOPC (collectively, the "Proposed Changes"); and

WHEREAS, the ownership of the Development is as shown on Exhibit "B" attached hereto and incorporated herein; and

WHEREAS, portions of the Development are individually referred to herein by the Parcel Numbers shown on Exhibit "B" attached hereto and incorporated herein; and

WHEREAS, certain of the Proposed Changes, combined with previous amendments to the Development Order, are presumed to create a substantial deviation, pursuant to Subsection 380.06(19), Florida Statutes; and

WHEREAS, the NOPC has satisfactorily addressed all regional issues related to the Development and the presumption of a substantial deviation has been rebutted; and

WHEREAS, the City Commission, as the governing body of the local government having jurisdiction pursuant to Chapter 380, Florida Statutes, is authorized and empowered to consider applications for proposed changes to previously approved DRIs; and

WHEREAS, the public notice requirements of Chapter 380, Florida Statutes, and the City have been satisfied; and

WHEREAS, the City Commission has reviewed the N^o. 3, as well as all related testimony and evidence submitted by each party and members of the general public.

BE IT ORDAINED BY THE CITY COMMISSION OF THE
CITY OF CLEARWATER, FLORIDA:

Section 1. Introduction - This Ordinance shall constitute an amendment to the Park Place Development Order as previously amended.

Section 2. Findings - The City Commission, having received all related comments, testimony and evidence submitted by each party and members of the general public, finds that there is substantial competent evidence to support the following findings of fact:

- A. The Park Place Development Order, as adopted by Ordinance No. 3205-83, and amended by Ordinances No. 3287-83 and No. 5142-91, is a valid final development order within the provisions of Section 163.3167(8), Florida Statutes, affecting the property described on Exhibit "A" attached hereto and incorporated herein.
- B. Storz Ophthalmics, Inc., and Building Operation Holding Company, the owners of certain undeveloped areas of the Development as shown on Exhibit "B," have proposed the following amendments to the Development Order:
 1. Modifying the phasing of the development to one phase with no subphases from one phase with three subphases; and
 2. Decreasing office development by 7,480 square feet; and
 3. Clarifying the development entitlements allocated to each parcel of the Development; and
 4. Extending the build-out date by four (4) years, a cumulative extension of nine (9) years; and
 5. Adding a conversion factor for the conversion of certain approved office development to multi-family residential development and the conversion of approved industrial development to either office development or multi-family residential development; and
 6. Deleting or modifying certain Development Order conditions to reflect changes in the transportation network affected by the Development; and

7. Restating remaining transportation improvement obligations of the Developer, including the obligation to dedicate and construct Park Place Boulevard; and
 8. Modifying certain provisions of the Development Order to be consistent with changes described in the NOPC.
- C. A comprehensive review of the impacts generated by the Proposed Changes, together with all previous amendments, has been conducted by the City's departments, the TBRPC and the DCA.
 - D. The Proposed Changes are not located in an area of critical state concern designated as such pursuant to Section 380.05, Florida Statutes (1993).
 - E. The Proposed Changes, together with all previous amendments, do not increase the external traffic impact of the development, nor do they create additional impacts on other public facilities, including water, wastewater, drainage, solid waste, recreation and mass transit, from the original projections set forth in the Application for Development Approval ("ADA").
 - F. The Proposed Changes heretofore approved are determined not to be a substantial deviation to the Development Order.

Section 3. Conclusions of Law - The City Commission, having made the above findings of fact, reaches the following conclusions of law:

- A. The Development as built to date is consistent with the local comprehensive plan and local land development regulations under which it was developed.
- B. The Development as modified herein, and as depicted on the Revised Map H, Master Plan, attached hereto as Exhibit "C," will not unreasonably interfere with the achievement of the objectives of the adopted state land development plan applicable to the area.
- C. The Proposed Changes are consistent with the local land development regulations currently in effect.
- D. The Proposed Changes, together with all previous amendments, do not create a reasonable likelihood of additional impact or any type of regional impact not previously reviewed by the TBRPC and DCA, over those treated under the Development Order. The Proposed Changes, therefore, do not constitute a "substantial deviation" from the Development Order, pursuant to Chapter 380.06, Florida Statutes. The Proposed Changes are exempt

from the provisions of Ordinance No. 4983-90 City of Clearwater and the Park Place DRI remains vested thereunder.

- E. Nothing herein shall limit or modify the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes, except to the extent that specific rights and protections are limited or modified by the Proposed Changes to the Development Order as approved by this ordinance.
- F. The Proposed Changes are within the threshold guidelines of Ordinance 4983-90 of the City, relating to determinations of vested development rights, and the Park Place DRI remains vested thereunder.
- G. These proceedings have been duly conducted pursuant to applicable law and regulations, and based upon the record in these proceedings, the various departments of the City, Storz Ophthalmics, Inc., Building Operation Holding Company and other owners of the Development are authorized to approve/conduct development as described herein.
- H. The review by the City, the TBRPC, and other participating agencies and interested citizens reveals that impacts are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes.

Section 4. Order - Having made the above findings of fact and drawn the above conclusions of law, it is ordered that the Development Order be amended as follows:

- A. The Conceptual Plan described in Sections 4.A. and 4.J. of the Development Order is amended as shown on Exhibit "C" attached hereto and incorporated herein. All references to the Conceptual Plan set forth in the Development Order shall refer to the Amended Conceptual Plan attached hereto as Exhibit "C."
- B. Section 4.C. of the Development Order is amended to read:
 - 4.C. The Project is approved for a total maximum floor area of 1,145,520 square feet, comprised of a maximum 795,520 square feet of office use, a maximum 200,000 square feet of industrial use and a maximum 150,000 square feet of retail commercial use, subject to the conversion factor set forth in Subsection Q. The permitted maximum floor area is to be approved subject to the FAR limitations set forth below.
- C. Section 4.C.1. of the Development Order is amended to add the following sentence: No FAR is applicable to multi-family residential use.

D. Section 4.C.2. of the Development Order is amended to read:

The Project shall consist of one phase as follows:

Maximum Floor Area in Square Feet				Completion Year
RETAIL COMMERCIAL	OFFICE	INDUSTRIAL	TOTAL	
150,000*	795,520**	200,000***	1,145,520	2000

*Includes 55,278 square feet existing as of 8/1/94.

**Includes 120,560 square feet existing as of 8/1/94.

***Includes 100,000 square feet existing as of 8/1/94.

The above development is allocated among the parcels described on Exhibit "B" attached hereto and incorporated herein as follows:

MAXIMUM FLOOR AREA IN SQUARE FEET

PARCEL NO.	RETAIL COMMERCIAL	OFFICE	INDUSTRIAL
1			200,000
2		171,400	
3		258,700	
4	60,000		
5		120,560	
6		120,000	
7	60,000		
8		124,860	
9	5,000		
10	10,000		
11	15,000		
TOTALS	150,000	795,520	200,000

The owner of a parcel to which development rights are allocated may assign all or part of those development rights to another parcel or parcels so long as the land use designation of the parcel to which the assignment is made permits development of the rights assigned.

E. Section 4.E. of the Development Order is amended to read:

Prior to the approval of the first initial final site plan for the Development after the effective date of this Ordinance Subphase—A1, funding commitments for construction from the governmental entities responsible for construction of the following transportation improvements shall be made or, in the alternative, the Developer shall assume the financial

responsible for its proportionate share of the cost of construction of the transportation improvements.

- ~~1. At the U.S. 19/Drew Street intersection construct a grade-separated interchange. This improvement has been committed to in the current Florida Department of Transportation Adopted Five-Year Work Program and is scheduled for Fiscal Year '95/'96. In lieu of the funding commitment or the proportionate share of the construction cost, the following commitments may be made:~~
 - ~~a. Extend Druid Road between Belcher Road and Edenville Road. The completion of this improvement will provide a parallel reliever access for State Road 60 and Drew Street. [This improvement has been completed.]~~
 - ~~b. Extend and widen Drew Street as a four-lane divided link (four through lanes and turn lanes as are appropriate) between U.S. 19 and McMullen Booth Road. [This improvement has been completed.]~~
 - ~~c. Prior to the issuance of the first certificate of occupancy after the development generates 525 p.m. peak hour net external vehicle trips, the Developer shall provide up to \$125,000 to the Florida Department of Transportation for the construction plans of the U.S. 19/Drew Street grade-separated interchange. As of 12/19/91, the development generates 296 p.m. peak hour net external vehicle trips. These funds shall be provided in order to obtain a commitment for the construction of the U.S. 19/Drew Street grade-separated interchange during Subphase A2.~~
12. Construct access points to Park Place on Hampton Road as needed. Exclusive turn lanes and a traffic signal(s) may be needed. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer has paid shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements.
23. ~~At the S.R. 60/Clearwater Mall Drive II intersection construct two eastbound to northbound exclusive left turn lanes. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements. [This improvement has been completed.]~~

- ~~4.~~ Install or renovate, as appropriate, traffic signals at the south project entrance and S.R. 60 and at Hampton Road and S.R. 60. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer has paid~~shall pay~~ the total cost of these improvements and the City shall assume the responsibility for constructing these improvements. [This improvement has been completed.]
35. Construct an exclusive left turn lane on S.R. 60 approach and an additional through lane in each direction on S.R. 60 at its intersection with Hampton Road. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer has paid~~shall pay~~ the total cost of these improvements and the City shall assume the responsibility for constructing these improvements. [These improvements have been completed~~are under construction~~.]
46. Construct additional lanes on State Road 60 from U.S. 19 to McMullen-Booth Road. [This improvement has been completed~~is under construction~~.]
57. At the Belcher Road/S.R. 60 intersection, construct an additional eastbound and westbound through lanes, and additional exclusive left and right turn lanes on all approaches, and an additional right turn lane on the northbound and southbound approaches. The through lanes shall be continued to the next intersection or some logical terminus in accordance with proper design practice. Pursuant to subsection 4.Z., the Developer has paid~~shall pay~~ its proportionate share of the cost for construction of these improvements.
- ~~8.~~ At the U.S. 19/S.R. 60 intersection, ~~construct an eastbound to southbound exclusive right turn lane and in the westbound direction construct one additional exclusive left turn lane.~~ Pursuant to subsection 4.Z., ~~the Developer shall pay its proportionate share of the cost for construction of this improvement.~~
69. Improve Drew Street to a four-lane divided arterial from U.S. 19 to N.E. Coachman Road, and add turn lanes at all signalized intersections in between. A funding commitment has been made for this improvement which is programmed for construction committed to in the Metropolitan Planning Organization Transportation Improvement Program for as being constructed in fiscal year 1995/1996'92/'93.

- F. Subsection 4.F. of the Development Order is hereby deleted.
- G. Subsection 4.G.1. is hereby deleted.
- H. Subsection 4.G.2. of the Development Order is amended to read:
2. Install and/or relocate additional traffic signals in the project area at Drew Street and the north project entrance, Drew Street and Hampton Road, the two south project entrances and State Road 60, and State Road 60 and Hampton Road. ~~These improvements are to be made in phases as is appropriate, but in their entirety by Subphase A3.~~ The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer has paid~~shall pay~~ the total cost of these improvements and the City shall assume the responsibility for constructing these improvements. [These improvements are completed ~~except for Drew Street and the north project entrance and Drew Street and Hampton Road.~~]
- I. Subsection 4.G.3 is amended to read as follows:
3. Expand Hampton Road to a two-lane divided link (two through lanes with turning lanes as appropriate) from State Road 60 to Drew Street in phases related to points of access on Hampton Road, but in its entirety by Subphase A3. The cost of this improvement shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer has paid~~shall pay~~ the total cost of these improvements and the City shall assume the responsibility of constructing the improvement. A funding commitment has been made for this improvement which is scheduled by the City of Clearwater for its 1994/1995 '92/93 Fiscal Year.
- J. Subsection 4.G.4. is hereby deleted.
- K. The Developer has paid its proportionate share of transportation improvements in accordance with revised Subsections 4.E.1 through 4.E.3, 4.E.5, 4.G.2., 4.G.3. and 4.Z. of the Development Order. The only remaining obligation of the Developer concerning the transportation improvements is contained in Subsection 4.B.B. of the Development Order, as set forth in Section 4.N. of this Ordinance.
- L. The build-out year is hereby extended by a cumulative period of nine (9) years through 2000.

M. The following subsection is added to the Development Order as Subsection 4.A.A.:

A.A. Conversion factors to permit 1,000 square feet of office development to convert to 2.44 units of multi-family residential development and/or 1,000 square feet of industrial development to convert to either (i) 633 square feet of office development or (ii) 1.54 units of multi-family residential development are hereby established for the office and industrial areas shown as Parcels 1, 2, 3 and/or 8 on Exhibit "B." Notwithstanding the foregoing, (i) multi-family residential development shall be permitted on Parcels 2, 3 and/or 8 only; (ii) reference to Parcel 2 herein specifically excludes the portion of Parcel 2 which is designated as "Preservation"; and (iii) development shall be limited as follows;

	MINIMUM	MAXIMUM
Industrial	100,000*	200,000*
Office	240,560*	858,820*
Multi-family Residential	0**	510**

*square feet of floor area
**units

Thirty (30) days prior to issuance of any permit which utilizes the conversion factors, DCA and TBRPC shall receive notice, from the Developer, of the proposed use of the conversion ratio.

N. The following subsection is added to the Development Order as Subsection 4.B.B.:

1. The portion of Park Place Boulevard shown as Parcel A on Exhibit "B" shall be dedicated to and accepted by the City prior to issuance of any development permit for any portion of Parcels 4, 5, 6 and 7 shown on Exhibit "B," but in no event later than ninety (90) days after the effective date of this Ordinance. The City will cease to issue any and all building permits and development approvals for Parcels 4, 5, 6 and 7 upon failure to comply with this Subsection B.B.1.
2. The portion of Park Place Boulevard shown as Parcel A on Exhibit "B" shall be completely constructed in accordance with the City's specifications on or before the earlier of the following:

- (i) issuance of a certificate of occupancy for any portion of the parcels designated Parcels 4 or 6 on Exhibit "B"; or
- (ii) December 31, 1998.

The City will cease to issue any building permits or development approvals for Parcels 4, 5, 6, or 7, upon failure to comply with this Subsection B.B.2.

- 3. The portions of Park Place Boulevard adjoining Parcels 1, 2 and 3 shown on Exhibit "B" which have been dedicated shall be completely constructed in accordance with the City's specifications on or before the earlier of the following:

- (i) issuance of a certificate of occupancy for any portion of the parcels designated Parcels 2 or 3 shown on Exhibit "B"; or
- (ii) December 31, 1998.

The City will cease to issue any building permits or development approvals for Parcels 1, 2, or 3 upon failure to comply with this Subsection B.B.3.

- O. The following subsection is added to the Development Order as Subsection 4.C.C.:

C.C. In order to facilitate mass transit service to the Park Place development, the Developer will work with the Pinellas Suncoast Transit Authority ("PSTA") as follows:

- 1. PSTA is allowed to run buses through the development in order to serve Park Place from both Drew Street and Gulf-to-Bay Boulevard.
- 2. The Developer grants permission to PSTA for the on-site installation of bus stops, benches, and shelters along the main roadway connecting Drew Street and Gulf-to-Bay Boulevard.
- 3. The Developer shall endeavor to notify PSTA at least two (2) months in advance of build-out, in order for PSTA to revise the necessary routes and schedules, install bus stops, passenger benches, and passenger shelters.

- P. The following subsection is added to the Development Order as Subsection 4.D.D.:
- D.D. The City may not adjust the green time for State Road 60 at the Bennigan's driveway to account for Development traffic if such adjustment would result in an unacceptable level of service on State Road 60.
- Q. The following is added to Subsection 5.A. of the Development Order, as an additional item to be contained in the annual report:
6. A cumulative report of trade-offs made pursuant to Subsection 4.A.A. hereof during the reporting year.
- R. The amendments stated herein, together with all previous amendments, do not constitute a substantial deviation, pursuant to Chapter 380.06, Florida Statutes.
- S. Nothing herein shall limit or modify the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes, except to the extent that specific rights and protections are limited or modified by the proposed amendments to the Development Order as approved by this ordinance.
- T. The City Clerk shall send copies of this ordinance, within five (5) days after passage of this ordinance on second reading to Storz Ophthalmics, Inc., Building Operation Holding Company, DCA and TBRPC.
- U. This ordinance shall be deemed rendered upon transmittal of copies hereof to the TBRPC and the DCA.
- V. Notice of adoption of this ordinance shall be recorded by the Developer in the public records of Pinellas County, Florida, as provided in Section 380.06, Florida Statutes.

Section 5. Effective Date. This ordinance shall take effect 45 days after copies have been transmitted to the Tampa Bay Regional Planning Council and the Florida

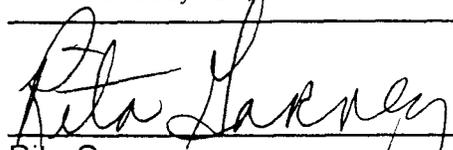
Department of Community Affairs unless this ordinance is appealed, in which event this ordinance shall not take effect until such appeal has been decided.

PASSED ON FIRST READING

January 5, 1995

PASSED ON SECOND AND
FINAL READING AND ADOPTED

January 19, 1995


Rita Garvey
Mayor - Commissioner

Attest:


Cynthia E. Goudeau
City Clerk

Approved as to form and correctness:

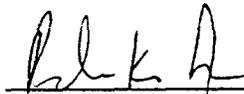
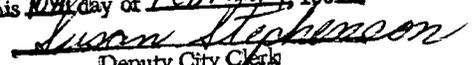

Pamela K. Akin
City Attorney

Exhibit "A" - Legal Description
Exhibit "B" - Ownership
Exhibit "C" - Revised Map H

I hereby certify that this is a true and correct copy of the original as it appears in the files of the City of Clearwater. Witness my hand and official seal of the City of Clearwater.
This ~~10th~~ day of ~~February~~, 1995


Deputy City Clerk

#0022230.01 d-11
32112.91761
#0022230.01

EXHIBIT "A"
TO ORDINANCE NO. 5722-95

LEGAL DESCRIPTION OF PARK PLACE

Commence at the center of Section 17, Township 29 South, Range 16 East, Pinellas County, Florida and go S 89°46'01" W, 660.00 feet, along the South boundary of the Northwest 1/4 of said Section 17 (the East-West centerline of said Section 17;) thence N 00°19'21" W, 50.00 feet, to a point on the North right-of-way line of Gulf-to-Bay Boulevard – State Road 60 for a POINT OF BEGINNING; thence, following said North right-of-way line, S 89°46'01" W, 58.49 feet; thence N 00°13'59" W, 10.00 feet; thence S 29°46'01" W, 1319.21 feet; thence, leaving said North right-of-way line, N 01°04'04" E, 599.99 feet; thence S 89°46'01" W, 198.43 feet; thence N 00°52'21" E, 554.70 feet; thence S 89°54'49" W, 400.06 feet, to a point on the East right-of-way line of U.S. Highway 19; thence, following said East right-of-way line, N 01°04'04" E, 28.15 feet; thence along a curve to the right that has a radius of 192.00 feet, an arc length of 72.82 feet, a chord length of 72.39 feet, a chord bearing of N 11°56'04" E, thence N 22°47'58" E, 11.93 feet; thence along a curve to the left that has a radius of 238.00 feet, an arc length of 16.13 feet, a chord length of 16.13 feet, a chord bearing of N 20°51'27" E, to a point on the North boundary of the Southwest 1/4 of the Northwest 1/4 of said Section 17; thence, leaving said East right-of-way line of U.S. Highway 19, N 89°54'49" E, 1222.19 feet, along the North boundary of the Southwest 1/4 of the Northwest 1/4 of said Section 17 to the Southwest corner of the Northeast 1/4 of the Northwest 1/4 of said Section 17; thence N 00°22'28" E, 1337.33 feet, along the West boundary of the Northeast 1/4 of the Northwest 1/4 of Section 17 to the Northwest corner of said Northeast 1/4 of the Northwest 1/4; thence S 89°56'11" E, 1312.06 feet, along the North boundary of said Northeast 1/4 of the Northwest 1/4 to a point on the West right-of-way line of Hampton Road – County Road 144; thence S 00°19'21" E, 2337.71 feet, along said West right-of-way line; thence S 89°46'01" W, 627.00 feet; thence S 00°10'21" E, 280.00 feet, to the POINT OF BEGINNING, containing 99.133 acres, more or less.

Subject to easements and rights-of-way of record.

Information taken from survey by Lloveras, Baur & Stevens, Consulting Engineers-Land Surveyors, Clearwater, Florida, February 23, 1982.

5722-95

No

Parcel I.D. No.

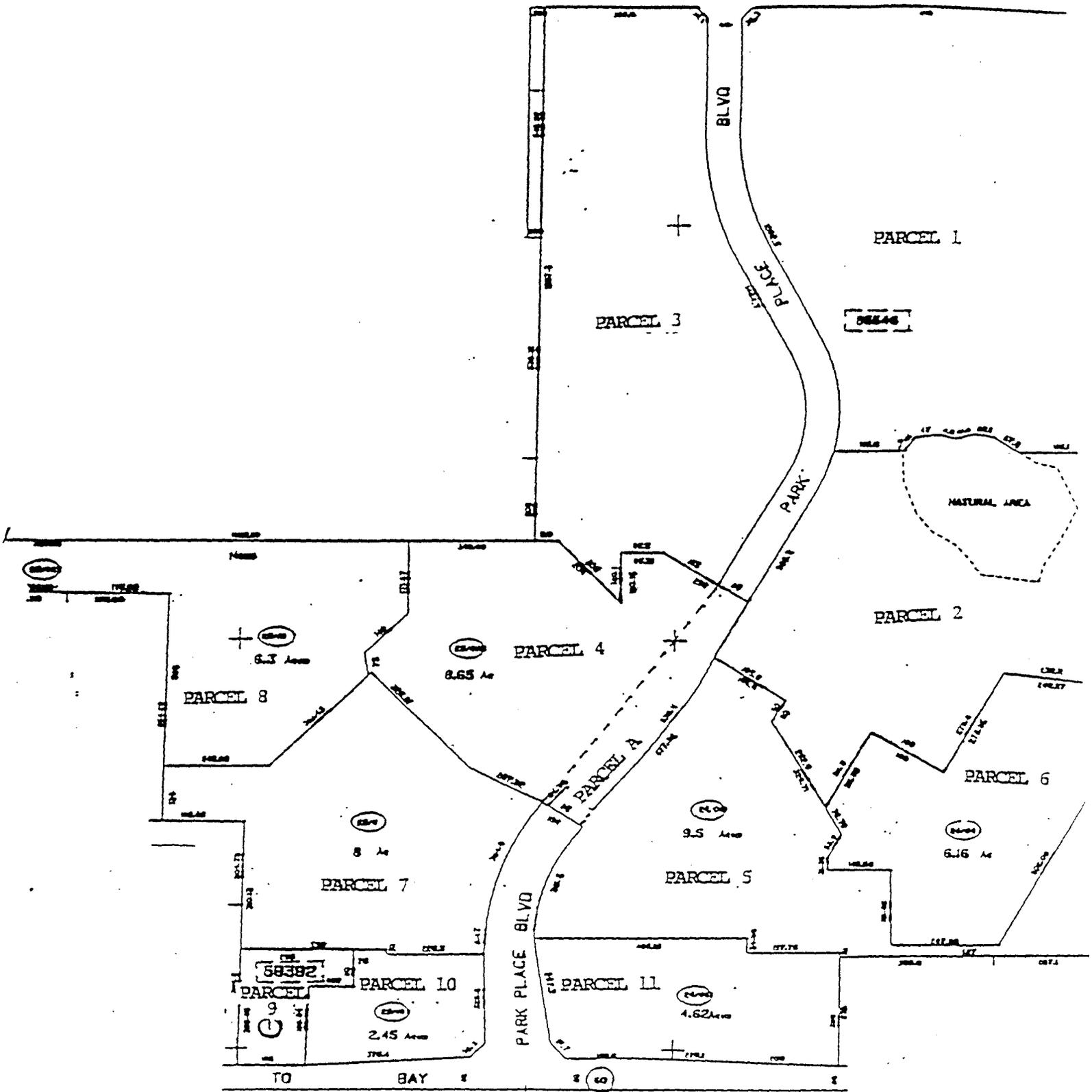
Owner

11

17-29-16-00000-240-0500

MDC Associates 81-A Ltd.
c/o Provident National Bank
Attn: Marvin F. Poer & Co.
111 North Orange Avenue
Suite 1000
Orlando, FL 32801

0048845.01/mme

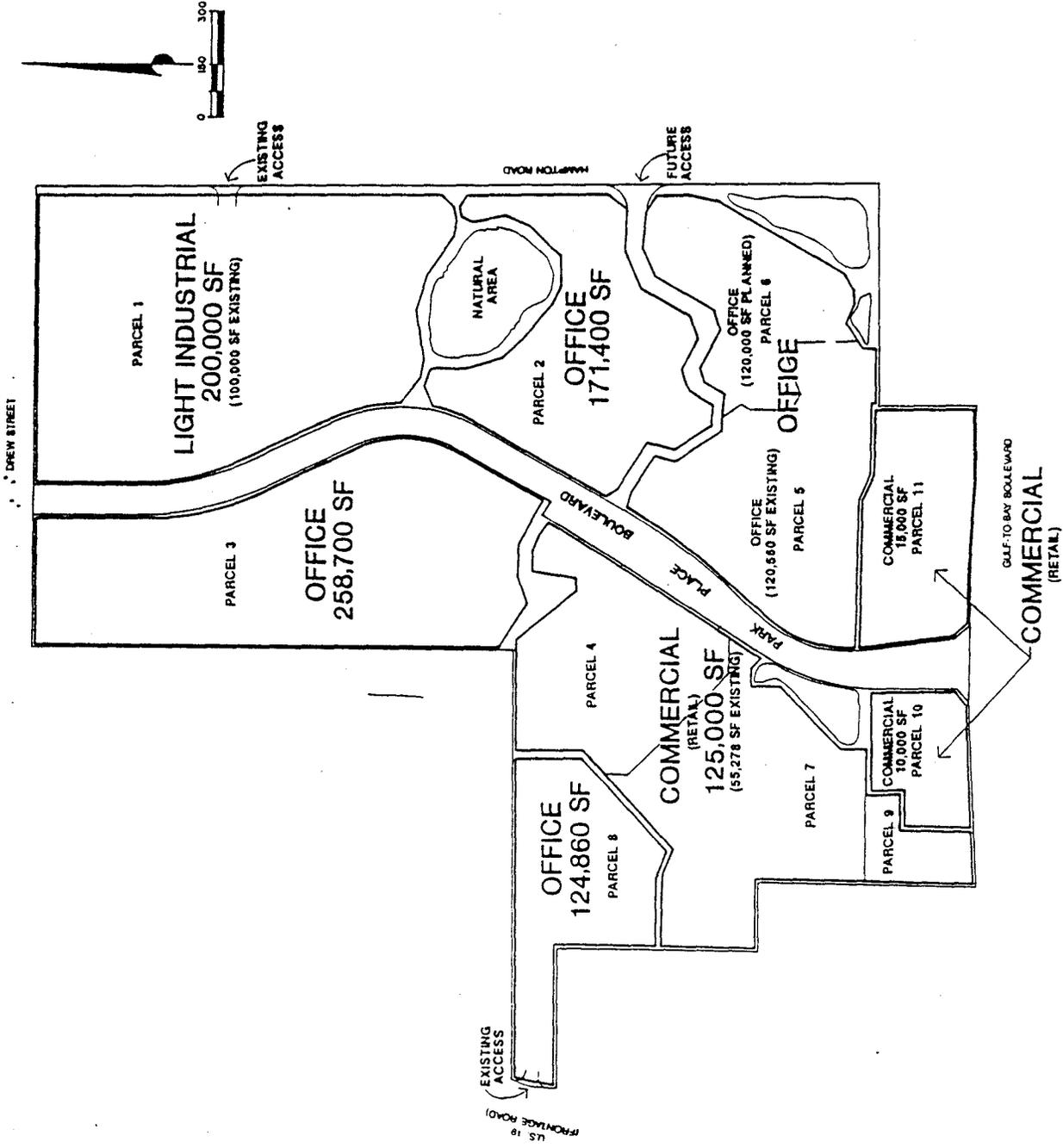


LAND USE SCHEDULE

LAND USE	EXISTING	PLANNED	TOTAL
RETAIL/ COMMERCIAL	55,278 SF	94,722 SF	150,000 SF
OFFICE	120,560 SF	674,960 SF	795,520 SF
LT. INDUSTRIAL	100,000 SF	100,000 SF	200,000 SF
TOTAL	275,838 SF	869,682 SF	1,145,520 SF

NOTES:

1. THE PROPOSED AMOUNT OF SQUARE FOOTAGE FOR INDIVIDUAL UNDEVELOPED PARCELS ARE BASED ON BEST AVAILABLE MARKET INFORMATION AND ARE SUBJECT TO CHANGE. THE AMOUNT OF TOTAL DEVELOPMENT, HOWEVER, WILL NOT EXCEED THE AMOUNT OF DEVELOPMENT APPROVED BY THE DEVELOPMENT ORDER.
2. THAT PORTION OF THE DEVELOPMENT THAT REMAINS TO BE DEVELOPED IS REFERRED TO AS THE PLANNED DEVELOPMENT. THE BUILD-OUT DATE FOR THE PLANNED DEVELOPMENT AND FOR THE TOTAL PROJECT IS DECEMBER 2000.
3. CONVERSION RATES OF 1000 SQUARE FEET OF LIGHT INDUSTRIAL DEVELOPMENT TO 633 SQUARE FEET OF OFFICE DEVELOPMENT, OR 1000 SQUARE FEET OF OFFICE DEVELOPMENT TO 2.44 MULTI-FAMILY UNITS, OR 1000 SQUARE FEET OF LIGHT INDUSTRIAL DEVELOPMENT TO 1.94 MULTI-FAMILY UNITS, ARE HEREBY ESTABLISHED.
4. ANY MULTI-FAMILY RESIDENTIAL DEVELOPMENT WILL BE LIMITED TO PARCELS 2, 3 & 8



PARK PLACE DRI - REVISED MASTER DEVELOPMENT PLAN

KING ENGINEERING ASSOCIATES, INC.
Planners, Engineers, Surveyors





CITY OF CLEARWATER

POST OFFICE BOX 4748
CLEARWATER, FLORIDA 34618-4748

DEPARTMENT OF THE CITY CLERK

January 2, 1992

RECEIVED

JAN 3 1992

Tampa Bay Regional
Planning Council

American Cyanamid
c/o Timothy A. Johnson, Jr., Esquire
Johnson Blakely
911 Chestnut Street
Clearwater, FL 34616

Dear Mr. Johnson:

Enclosed please find a certified copy of Ordinance 5142-91 along with Exhibit A (the legal description of the property) and Exhibit B (the amended master development plan) adopted by the City Commission of the City of Clearwater on December 19, 1991. This ordinance relates to Park Place, a Development of Regional Impact.

Sincerely,

Sue Diana
Assistant City Clerk

mailed 1/2/92
received 1/3/92

Enclosure



ORDINANCE NO. 5142-91

AN ORDINANCE OF THE CITY OF CLEARWATER, FLORIDA, RELATING TO PARK PLACE, A DEVELOPMENT OF REGIONAL IMPACT; AMENDING ORDINANCE 3205-83, THE DEVELOPMENT ORDER FOR PARK PLACE, AS AMENDED BY ORDINANCE 3287-83; PROVIDING FINDINGS OF FACT AND CONCLUSIONS OF LAW; PROVIDING FOR AMENDMENTS TO THE CONCEPTUAL PLAN AND PHASING OF THE DEVELOPMENT; DETERMINING THAT THE AMENDMENTS ARE NOT A "SUBSTANTIAL DEVIATION" FROM THE APPROVED DEVELOPMENT ORDER; DETERMINING THAT THE AMENDMENTS ARE CONSISTENT WITH THE COMPREHENSIVE PLAN OF THE CITY; PROVIDING AN EFFECTIVE DATE.

WHEREAS, on September 1, 1983, the City Commission adopted Ordinance 3205-83 (the "Development Order"), which ordinance constitutes a development order for Park Place, a development of regional impact, affecting the property described on Exhibit "A" attached hereto and incorporated herein; and

WHEREAS, on October 20, 1983, the City Commission adopted Ordinance 3287-83, an amendment to the Development Order, and readopted Ordinance 3287-83 on December 8, 1983; and

WHEREAS, on August 19, 1991, Building Operation Holding Company, the owner of certain undeveloped areas of Park Place, filed an application entitled "Notification of a Proposed Change to a Previously Approved Development of Regional Impact ("DRI"), pursuant to Subsection 380.06(19), Florida Statutes (the "NOPC"), proposing to (i) amend the Conceptual Plan for Park Place to provide for 200,000 square feet of floor area for industrial use and a reduction of the approved floor area for office use by 300,000 square feet; (ii) provide a maximum floor area ratio ("F.A.R.") for industrial use; (iii) amend the phasing of the development; (iv) amend all Development Order conditions based on phasing; (v) change the time of payment of the Developer's proportionate share of road improvement costs; and (vi) extend the build-out date by five (5) years; and

WHEREAS, on December 19, 1991, the City Commission adopted Ordinance 5114-91, rezoning a portion of the property from "General Office" to "Research, Development and Office Park," and Ordinance 5113-91, amending the land use plan designation for the same portion of the property from "Residential/ Office" to "Industrial," consistent with the proposed revised Conceptual Plan for Park Place; and

WHEREAS, the City Commission, as the governing body of the local government having jurisdiction pursuant to Chapter 380, Florida Statutes, is authorized and empowered to consider amendments to DRI's; and

WHEREAS, the City Commission has revised the NOPC, as well as all related testimony and evidence submitted by each party and members of the general public; now, therefore,

BE IT ORDAINED BY THE CITY COMMISSION OF THE CITY OF
CLEARWATER, FLORIDA:

Section 1. Introduction. This ordinance shall constitute an amendment to the Park Place Development Order as previously amended.

Section 2. Findings. The City Commission, having received all related comments, testimony and evidence submitted by each party and members of the general public, finds that there is substantial competent evidence to support the following findings of fact:

A. The Park Place Development Order, as adopted by Ordinance 3205-83, and amended by Ordinance 3287-83, is a valid final development order within the provisions of Section 163.3167(8), Florida Statutes, affecting the property described on Exhibit "A" attached hereto and incorporated herein.

B. Building Operating Holding Company has proposed the following amendments to the Park Place Development Order:

1. Revising the Conceptual Plan for Park Place to provide for 200,000 square feet of floor area for industrial use and a reduction of the approved floor area for office use by 300,000 square feet to 803,000 square feet;

2. Adding a condition that the maximum F.A.R. for industrial use is 0.4;

3. Amending the phasing of the development;

4. Amending all Development Order conditions based on phasing;

5. Changing the time of payment of the Developer's proportionate share of the cost of road improvements which would have been paid concurrently with Phases II and III to a date 90 days after the effective date of this ordinance;

6. Eliminating the requirement for a transportation management plan; and

7. Extending the build-out date by five (5) years.

C. A comprehensive review of the impacts generated by the proposed amendments, together with all previous amendments, has been conducted by the City's departments, the Tampa Bay Regional Planning Council ("TBRPC") and the Department of Community Affairs, State of Florida ("DCA").

D. The proposed amendments, together with all previous amendments, do not increase the external traffic impact of the development, nor do they create additional impacts on other public facilities, including water, wastewater, drainage, solid waste, recreation and mass transit, from the original projections set forth in the Amended Application for Development Approval.

E. The City Commission has adopted Ordinance 5113-91, amending the land use plan designation, and Ordinance 5114-91, rezoning a portion of the property consistent with the revised Conceptual Plan.

Section 3. Conclusions of Law. The City Commission, having made the above findings of fact, reaches the following conclusions of law:

A. Development in accordance with the proposed amendments, including the revised Conceptual Plan, will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.

B. The proposed amendments are consistent with the land development regulations and the comprehensive plan of the City.

C. The proposed amendments, together with all previous amendments, do not create a reasonable likelihood of additional impact, or any type of regional impact not previously reviewed by the regional planning agency, over those treated under the Development Order. The proposed amendments, therefore, do not constitute a "substantial deviation" from the Park Place Development Order, pursuant to Chapter 380.06, Florida Statutes.

D. Nothing herein shall limit or modify the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes, except to the extent that specific rights and protections are limited or modified by the proposed amendments to the Development Order as approved by this ordinance.

E. The amendments are within the threshold guidelines of Ordinance 4983-90 of the City, relating to determinations of vested development rights, and the Park Place DRI remains vested thereunder.

F. These proceedings have been duly conducted pursuant to applicable law and regulations, and based upon the record in these proceedings, the various departments of the City and Building Operation Holding Company are authorized to approved/conduct development as described herein.

G. The review by the City, the TBRPC, and other participating agencies and interested citizens reveals that impacts are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes.

Section 4. Order. Having made the above findings of fact and drawn the above conclusions of law, it is ordered that the Development Order be amended as follows:

A. The Conceptual Plan described in Sections 4(A) and 4(J) of the Development Order is amended as shown on Exhibit "B" attached hereto and incorporated herein. All references to the Conceptual Plan set forth in the Development Order shall refer to the Amended Conceptual Plan attached hereto as Exhibit "B."

B. Section 4(C) of the Development Order is amended to provide that the Project is approved for a total maximum floor area of 1,153,000 square feet,

comprised of a maximum 803,000 square feet of office use, a maximum 150,000 square feet of retail commercial use and a maximum 200,000 square feet of industrial use.

C. Section 4(C)(1) of the Development Order is amended to provide that industrial use shall have a maximum F.A.R. of 0.4.

D. Section 4(C)(2) of the Development Order is amended to read as follows:

The Project shall consist of one phase as follows:

<u>Phase</u>	<u>Maximum Floor Area In Square Feet</u>			
	<u>Retail Commercial</u>	<u>Office</u>	<u>Industrial</u>	<u>Total</u>
Phase A	150,000	803,000	200,000	1,153,000

Phase A shall be divided into three subphases as follows:

<u>Subphase</u>	<u>Maximum Floor Area In Square Feet</u>			
	<u>Retail Commercial</u>	<u>Office</u>	<u>Industrial</u>	<u>Total</u>
A1	150,000*	480,000**	200,000	830,000
A2		198,000		198,000
A3		125,000		125,000
Total	150,000	803,000	200,000	1,153,000

*Includes 55,278 square feet existing as of 12-19-91.

**Includes 120,560 square feet existing as of 12-19-91.

E. Section 4.D. of the Development Order is amended to read as follows:

The Developer agrees to acquire land, or to pay the City for land required to be acquired by the City, to provide ingress and egress to the west of the Project. Specifically, access to the west shall interconnect with the existing easement at the north end of M & B 19-1, 20, 20-1 and 20-1A (Bennigan's, Chi Chi's and Perkins) to the U.S. 19 frontage road and through the Bennigan's site to the existing traffic light at State Road 60. ~~Access shall be provided to the south through M&B 21, 21-1, and 22-1 (McMullen Property) to State Road 60, with the exact location to be determined at time of preliminary site plan approval for Phase I.~~ Said ingress and egress shall be secured by fee simple acquisition, right-of-way easement, or other appropriate mechanism by either the Developer or the City. ~~If acquisition cannot be accomplished by the Developer on terms acceptable to the Developer, then upon written request of the Developer, the City agrees to the utilization of its eminent domain~~

~~powers under Chapter 73, Florida Statutes to acquire such right of way. The City agrees to exercise such eminent domain powers solely under Chapter 73, Florida Statutes, if necessary, within twelve (12) months after the effective date of this Order, consistent with the applicable provisions of law, in recognition that it is in the public interest that such ingress and egress be obtained. In the event that the City so exercises its power of eminent domain to acquire rights in any of the above referenced property for ingress and egress, the Developer shall compensate the City in the amount of the condemnation judgment; except where such judgment exceeds the appraised value or average of appraised values entered into evidence in the condemnation proceeding by the City, the City and the Developer shall, subject to the mutual consent of the City and the Developer as to the reasonableness of the judgment, share equally (50 percent each) the amount of the judgment awarded in excess of such appraised value or average values. The cost of constructing such connection to the adjoining property to the west, in addition to any other contributions for on-site or off-site road improvements, will be the responsibility of the Developer according to a schedule to be established with the preliminary site plan approval of Subphase A1 Phase I. [This access has been acquired and constructed.]~~

F. Section 4.E. of the Development Order is amended to read as follows:

Prior to the approval of the initial final site plan for Subphase A1 Phase I, funding commitments for construction from the governmental entities responsible for construction of the following transportation improvements shall be made or, in the alternative, the Developer shall assume the financial responsibility for its proportionate share of the cost of construction of the transportation improvements.

[Substantial revision; see Ordinance 3287-83 for present text:]

1. At the U.S. 19/Drew Street intersection construct a grade-separated interchange. This improvement has been committed to in the current Florida Department of Transportation Adopted Five-Year Work Program and is scheduled for Fiscal Year '95/'96. In lieu of the funding commitment or the proportionate share of the construction cost, the following commitments may be made:

a. Extend Druid Road between Belcher Road and Edenville Road. The completion of this improvement will provide a parallel reliever access for State Road 60 and Drew Street. [This improvement has been completed.]

b. Extend and widen Drew Street as a four-lane divided link (four through lanes and turn lanes as are appropriate) between U.S. 19 and McMullen-Booth Road. [This improvement has been completed.]

c. Prior to the issuance of the first certificate of occupancy after the development generates 525 p.m. peak hour net external vehicle trips, the Developer shall provide up to \$125,000 to the Florida Department of Transportation for the construction plans of the U.S. 19/Drew Street grade-separated interchange. [As of 12-19-91, the development generates 296 p.m. peak hour net external vehicle trips.] These funds shall be provided in order to obtain a commitment for the construction of the U.S. 19/Drew Street grade-separated interchange during Subphase A2.

2. Construct access points to Park Place on Hampton Road as needed. Exclusive turn lanes and a traffic signal(s) may be needed. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements.

3. At the S.R. 60/Clearwater Mall Drive II intersection construct two eastbound to northbound exclusive left turn lanes. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements. [This improvement has been completed.]

4. Install or renovate, as appropriate, traffic signals at the south project entrance and S.R. 60 and at Hampton Road and S.R. 60. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements. [This improvement has been completed.]

5. Construct an exclusive left turn lane on S.R. 60 approach and an additional through lane in each direction on S.R. 60 at its intersection with Hampton Road. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements. [These improvements are under construction.]

6. Construct additional lanes on State Road 60 from U.S. 19 to McMullen-Booth Road. [This improvement is under construction.]

7. At the Belcher Road/S.R. 60 intersection, construct an additional through lane and additional exclusive left and right turn lanes on all approaches. The through lanes shall be continued to the next intersection or some logical terminus in accordance with proper design practice. Pursuant to subsection 4.Z., the Developer shall pay its proportionate share of the cost for construction of these improvements.

8. At the U.S. 19/S.R. 60 intersection, construct an eastbound to southbound exclusive right turn lane and in the westbound direction construct one additional exclusive left turn lane. Pursuant to subsection 4.Z., the Developer shall pay its proportionate share of the cost for construction of this improvement.

9. Improve Drew Street to a four-lane divided arterial from U.S. 19 to N.E. Coachman Road, and add turn lanes at all signalized intersections in between. This improvement is committed to in the Metropolitan Planning Organization Transportation Improvement Program as being constructed in Fiscal Year 1992-93.

G. Section 4.F. of the Development Order is amended to read as follows:

Prior to the approval of the initial final site plan for Subphase A2 Phase II, funding commitments for construction from the governmental entities responsible for construction of the following transportation improvements shall be made or, in the alternative, the Developer shall assume the financial responsibility for its proportionate share of the construction of the transportation improvements:

[Substantial revision; see Ordinance 3287-83 for present text:]

At the U.S. 19/N.E. Coachman Road (S.R. 590) intersection construct a grade separated interchange, provided, however, such facility shall not remain a condition of approval if TBRPC's transportation policies are amended or the Developer, at the initiation of Subphase A2, agrees to prepare and submit traffic condition information documenting that the improvements are no longer necessary to mitigate regional impacts.

H. Section 4.G. of the Development Order is amended to read as follows:

Prior to the approval of the initial final site plan for Subphase A3 Phase III, funding commitments for construction from the governmental entities responsible for construction of the following transportation improvements shall be made or, in the alternative, the Developer shall assume the financial responsibility for its proportionate share of the cost of construction of the transportation improvements.

[Substantial revision; see Ordinance 3287-83 for present text:]

1. Construct additional access to Park Place on Hampton Road as needed. Exclusive turn lanes and a traffic signal(s) may be needed. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the

City shall assume the responsibility for constructing these improvements.

2. Install and/or relocate additional traffic signals in the project area at Drew Street and the north project entrance, Drew Street and Hampton Road, the two south project entrances and State Road 60, and State Road 60 and Hampton Road. These improvements are to be made in phases as is appropriate, but in their entirety by Subphase A3. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements. [These improvements are completed except for Drew Street and the north project entrance, and Drew Street and Hampton Road.]

3. Expand Hampton Road to a two-lane divided link (two through lanes with turning lanes as appropriate) from State Road 60 to Drew Street in phases related to points of access on Hampton Road, but in its entirety by Subphase A3. The cost of this improvement shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility of constructing the improvement. This improvement is scheduled by the City of Clearwater for its '92/'93 Fiscal Year.

4. At the U.S. 19/Sunset Point Road intersection construct a grade separated interchange, provided, however, such facility shall not remain a condition of approval if TBRPC's transportation policies are amended or the Developer, at the initiation of Subphase A3 agrees to prepare and submit traffic condition information documenting that the improvements are no longer necessary to mitigate regional impacts.

I. Not later than 90 days after the effective date of this ordinance, Developer shall pay to the City the sum of \$383,393.00, together with interest at the rate of ten percent per annum from December 8, 1983. This payment, together with the previous transportation mitigation payment made pursuant to the Development Order, is in full satisfaction of Developer's obligations under Sections 4.E.2 through 4.E.5, 4.E.7, 4.E.8, 4.G.1 through 4.G.3, and 4.Z of the Development Order as amended by this ordinance.

J. The build-out year is hereby extended by five (5) years through 1996. This results in an extension of the build-out of Phase I by 11 years, from 1985 to 1996; an extension of the build-out of Phase II by 8 years, from 1988 to 1996; and an extension of the build-out of Phase III by 5 years, from 1991 to 1996.

K. Section 4.I. is hereby repealed.

L. The amendments stated herein, together with all previous amendments, do not constitute a substantial deviation, pursuant to Chapter 380.06, Florida Statutes.

M. Nothing herein shall limit or modify the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes, except to the extent that specific rights and protections are limited or modified by the proposed amendments to the Development Order as approved by this ordinance.

N. The City Clerk shall send copies of this ordinance, within five (5) days following the effective date hereof, to Building Operating Holding Company, DCA and TBRPC.

O. This ordinance shall be deemed rendered upon transmittal of copies hereof to the Department of Community Affairs and the Tampa Bay Regional Planning Council.

P. Notice of adoption of this ordinance shall be recorded by the Developer in the public records of Pinellas County, Florida, as provided in Section 380.06, Florida Statutes.

Section 5. Effective Date. This ordinance shall take effect 45 days after copies have been transmitted to the Tampa Bay Regional Planning Council and the Florida Department of Community Affairs, unless this ordinance is appealed, in which event this ordinance shall not take effect until such appeal has been decided.

PASSED ON FIRST READING

November 4, 1991

PASSED ON SECOND AND FINAL READING
AND ADOPTED AS AMENDED

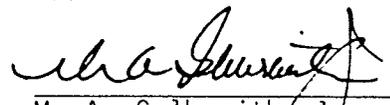
December 19, 1991


Rita Garvey
Mayor-Commissioner

Attest:

for 
Cynthia E. Goudeau
City Clerk

Approved as to form and correctness:


M. A. Galbraith, Jr.
City Attorney

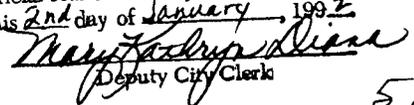
I hereby certify that this is a true and correct copy of the original as it appears in the files of the City of Clearwater. Witness my hand and official seal of the City of Clearwater.
This 2nd day of January, 1992

Deputy City Clerk

EXHIBIT "A"

LEGAL DESCRIPTION OF PARK PLACE

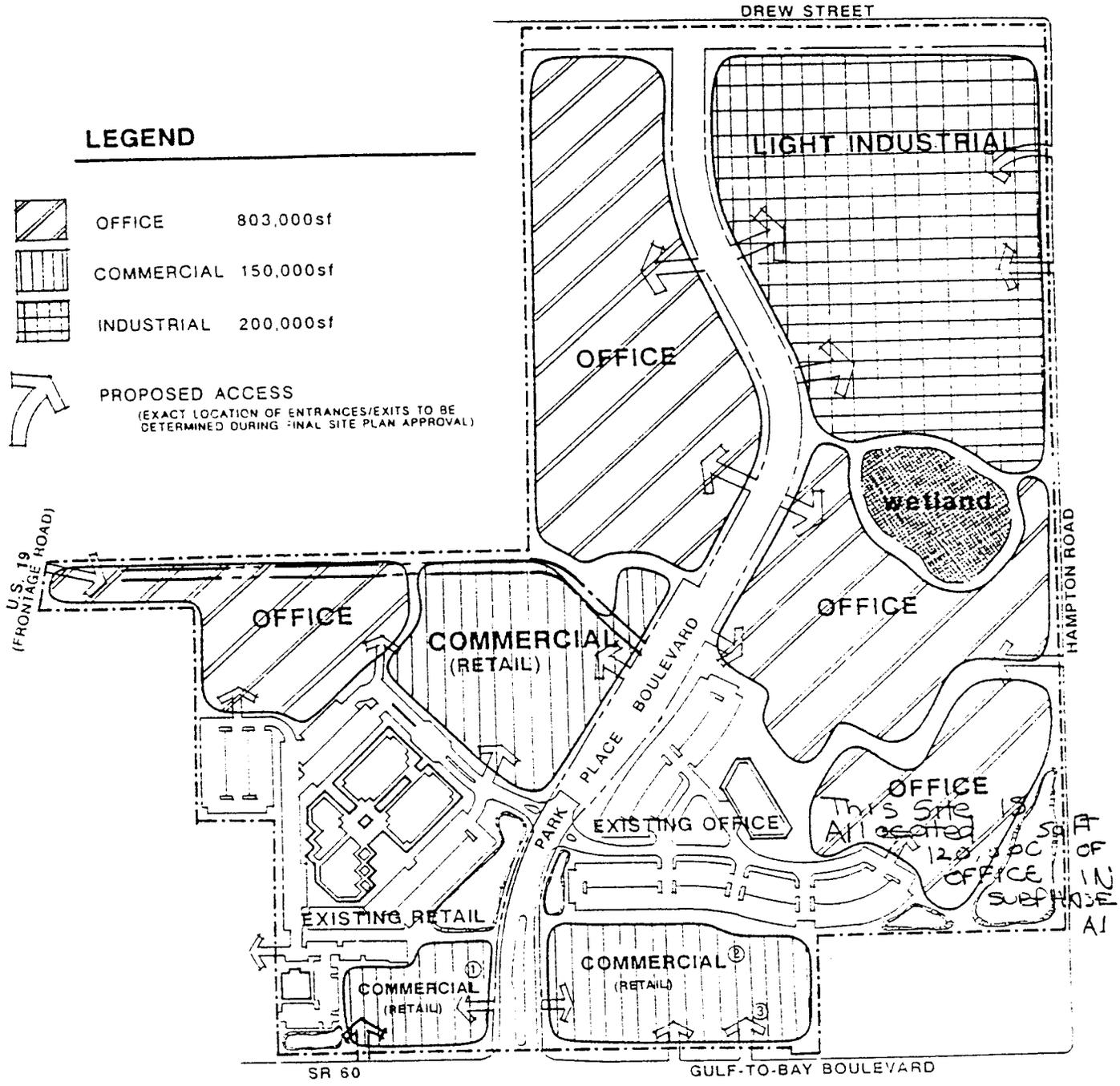
Commence at the center of Section 17, Township 29 South, Range 16 East, Pinellas County, Florida and go S 29°46'01" W, 660.00 feet, along the South boundary of the Northwest 1/4 of said Section 17 (the East-West centerline of said Section 17;) thence N 00°19'21" W, 50.00 feet, to a point on the North right-of-way line of Gulf-to-Bay Boulevard - State Road 60 for a POINT OF BEGINNING; thence, following said North right-of-way line, S 29°46'01" W, 58.49 feet; thence N 00°13'59" W, 10.00 feet; thence S 29°46'01" W, 1319.21 feet; thence, leaving said North right-of-way line, N 01°04'04" E, 599.99 feet; thence S 29°46'01" W, 198.43 feet; thence N 00°52'21" E, 554.70 feet; thence S 29°54'49" W, 400.06 feet, to a point on the East right-of-way line of U.S. Highway 19; thence, following said East right-of-way line, N 01°04'04" E, 28.15 feet; thence along a curve to the right that has a radius of 192.00 feet, an arc length of 72.32 feet, a chord length of 72.39 feet, a chord bearing of N 11°56'04" E, thence N 22°47'58" E, 11.63 feet; thence along a curve to the left that has a radius of 238.00 feet, an arc length of 15.13 feet, a chord length of 15.13 feet, a chord bearing of N 20°51'27" E, to a point on the North boundary of the Southwest 1/4 of the Northwest 1/4 of said Section 17; thence, leaving said East right-of-way line of U.S. Highway 19, N 29°54'49" E, 1222.19 feet, along the North boundary of the Southwest 1/4 of the Northwest 1/4 of said Section 17 to the Southwest corner of the Northeast 1/4 of the Northwest 1/4 of said Section 17; thence N 00°22'28" E, 1337.33 feet, along the West boundary of the Northeast 1/4 of the Northwest 1/4 of Section 17 to the Northwest corner of said Northeast 1/4 of the Northwest 1/4; thence S 29°55'11" E, 1312.05 feet, along the North boundary of said Northeast 1/4 of the Northwest 1/4 to a point on the West right-of-way line of Hampton Road - County Road 144; thence S 00°16'21" E, 2337.71 feet, along said West right-of-way line; thence S 29°46'01" W, 627.00 feet; thence S 00°10'21" E, 280.00 feet, to the POINT OF BEGINNING, containing 99.133 acres, more or less.

Subject to easements and rights-of-way of record.

Information taken from survey by Lloveras, Baur & Stavens, Consulting Engineers-Land Surveyors, Clearwater, Florida, February 23, 1982.

LEGEND

-  OFFICE 803,000sf
-  COMMERCIAL 150,000sf
-  INDUSTRIAL 200,000sf
-  PROPOSED ACCESS
(EXACT LOCATION OF ENTRANCES/EXITS TO BE DETERMINED DURING FINAL SITE PLAN APPROVAL)



NOTES:

- ① MAXIMUM OF 2 OUTPARCELS
- ② MAXIMUM OF 3 OUTPARCELS
- ③ ACCESS FROM SR 60 SUBJECT TO FOOT APPROVAL

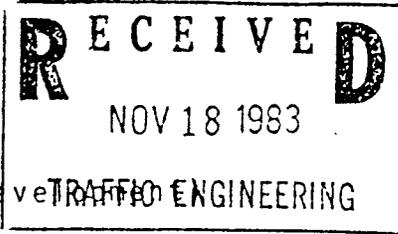
KEA
King Engineering Associates, Inc.
July 30, 1991

0 125 250 500'

PARK PLACE

AMENDED MASTER DEVELOPMENT PLAN
(REV. 12/19/91) EXHIBIT "B"

TO: City Manager Johnny L. Shoemaker
FROM: David P. Healey, Planning Director
COPIES: As Listed Below
SUBJECT: Development Order for Park Place (Metro Development)
DATE: November 14, 1983



We have consolidated Ordinance No. 3205-83, the Development Order for Park Place as originally approved by the City Commission on September 1, 1983, and Ordinance No. 3287-83 which amended the original ordinance effective October 20, 1983. While technically there remain two ordinances, Nos. 3205-83 and 3287-83 respectively, their consolidation into one document was necessary for efficient reference and ease of utilization.

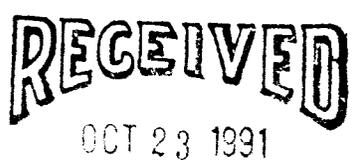
The amended ordinance was accepted by the Tampa Bay Regional Planning Council today in satisfaction of their earlier objections. Pending expected approval by both the State and the developer, or the expiration of the forty-five day appeal period on December 5, 1983, the Development Order is considered rendered and effective.

I am providing copies to all of the departments potentially affected in order that they may have a current copy of same to which to refer in the review of subsequent site plans for the project and as it relates to specific commitments the City has made regarding transportation improvements. In particular, I call your attention to the provisions of Section 4, paragraphs "E", "F.", and "G". as they relate to future commitments through our capital improvement program and monitoring efforts in the Transportation Improvement Plan of the Metropolitan Planning Organization.

I appreciate all of the assistance and cooperation that every one of the departments gave in bringing this Development of Regional Impact process to a successful conclusion.

DPH/dw
Attachment

- Copies: Betty Haeseker, Assistant City Manager
- Max Battle, Public Works Director
- ✓ Keith Crawford, Traffic Engineering Director
- Bill Tripp, Acting Building Director
- Ream Wilson, Parks and Recreation Director
- Cecil Henderson, Utilities Director
- Joe Molnar, Fire Marshal
- Betty Deptula, Budget Director



Tampa Bay Regional
Planning Council

ORDINANCE NO. 3205-83

AS AMENDED BY ORDINANCE NO. 3287-83

AN ORDINANCE OF THE CITY OF CLEARWATER, FLORIDA, RENDERING A DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, ON AN APPLICATION FOR DEVELOPMENT APPROVAL FILED BY METRO DEVELOPMENT CORPORATION FOR PARK PLACE, A DEVELOPMENT OF REGIONAL IMPACT; PROVIDING FINDINGS OF FACT; PROVIDING CONCLUSIONS OF LAW; ENUMERATING THE CONDITIONS OF THE DEVELOPMENT ORDER; PROVIDING FOR ADMINISTRATION OF THE DEVELOPMENT ORDER; PROVIDING FOR REPEAL OF ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HERewith TO THE EXTENT OF SUCH CONFLICT; PROVIDING FOR THE SEPARABILITY OF THE PROVISIONS HEREOF; PROVIDING FOR PROPER NOTICE OF PROPOSED ENACTMENT; AND PROVIDING FOR THE EFFECTIVE DATE OF THIS ORDINANCE.

WHEREAS, on July 16, 1982, Metro Development Corporation ("Developer") filed an Application for Development Approval of a Development of Regional Impact ("DRI") with the City of Clearwater ("City"), the Tampa Bay Regional Planning Council ("TBRPC"), the Florida Department of Community Affairs ("DCA") and other state, regional and local agencies, pursuant to the provisions of Section 380.06, Florida Statutes (1981); and

WHEREAS, on October 11, 1982, the Developer filed with the City an Amendment to the Application for Development Approval and submitted copies of the Amendment to all appropriate agencies; and

WHEREAS, the Application for Development Approval, as amended ("ADA"), proposes the development of Park Place, a 99 acre planned retail and office complex in the City of Clearwater near the intersection of U.S. Highway 19 and State Road 60 (herein sometimes referred to as "Park Place" or "Project"); and

WHEREAS, the City Commission, as the governing body of the 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 complied with; and

WHEREAS, the City Commission has received and considered the report and recommendation of the TBRPC; and

WHEREAS, the City Commission has on August 18, 1983, held a duly noticed public hearing on the ADA and has heard and considered testimony and documents received thereon; and

WHEREAS, this Development Order, when adopted will constitute a land development regulation applicable to the property; and

WHEREAS, the Local Government Comprehensive Planning Act ("LGCPA") requires that all development regulations and amendments thereto related to an adopted comprehensive plan or element thereof be reviewed by the Local Planning Agency ("LPA") for conformance with plans adopted pursuant to the LGCPA; and

WHEREAS, the Pinellas County Planning Council (PCPC) has been designated the Local Planning Agency for Pinellas County and the PCPC has adopted guidelines with reference to such required referral process; and

WHEREAS, this Ordinance has been referred to and will be duly considered by the PCPC under said process; and

WHEREAS, the City Commission has reviewed and considered the above referenced documents, as well as all related testimony and evidence submitted by each party and members of the general public, now, therefore,

BE IT ORDAINED BY THE CITY COMMISSION OF THE CITY OF CLEARWATER, FLORIDA:

Section 1. Introduction - That this Ordinance shall constitute the Development Order ("this Order") of the City Commission issued in response to the ADA filed by the Developer for development of Park Place, a development of regional impact. The scope of development to be permitted pursuant to this Order shall be as hereinafter set forth.

Section 2. Findings of Fact - That the City

Commission, having received the above-referenced documents, and having received all related comments, testimony and evidence submitted by each party and members of the general public, finds there is substantial competent evidence to support the following findings of fact:

- A. The Developer proposes the development of Park Place, a 99-acre retail and office complex in the City near the intersection of U.S. Highway 19 and State Road 60.
- B. The real property which is the subject of the ADA (the "real property") is legally described as set forth in Exhibit "A", attached hereto and by reference made a part hereof.
- C. A major portion of the real property was the subject of a request for annexation to the City according to the terms and conditions of an Annexation Agreement approved at public hearing on July 15, 1982, and recorded in O.R. Book 5397, pages 2022 through 2031, inclusive, of the Public Records of Pinellas County, Florida. Said Annexation Agreement is amended and restated in its entirety in the First Amended and Restated Annexation Agreement, as set forth in Exhibit "B", attached hereto and by reference made a part hereof. Said annexation and First Amended and Restated Annexation Agreement are effective immediately prior to the adoption by the City of this Order.
- D. The City Commission in approving the Developer's original Annexation Agreement on July 15, 1982, imposed the following conditions on Park Place, which will be satisfied in the process of site plan approval consistent with this Order:

1. The following maximum floor area ratios ("FAR") be established:
 - (a) Maximum FAR of .25 for retail commercial use.
 - (b) Maximum FAR of .30 for low-rise office use.
 - (c) Maximum FAR of .40 for mid-rise office use.
 2. Conveyance by deed(s) for the following additional rights-of-way:
 - (a) Along the southern boundary of the Project fronting on State Road 60, ten (10) feet of right-of-way, as may be required to establish a full sixty (60) foot one-half right-of-way.
 - (b) Along the northern boundary of the Project fronting on Drew Street, fifty (50) feet of right-of-way, to establish a full fifty (50) foot one-half right-of-way.
- E. The Developer submitted to the City an ADA, supplemental documentation on traffic systems management ("TSM") and a sufficiency response, which are attached hereto as composite Exhibit "C", and by reference made a part hereof.
- F. This Project will yield positive economic impacts to the City and Pinellas County, in the form of construction expenditures, (approximately \$41.1 million), employment opportunities, (approximately 4,000 permanent jobs) and ad valorem taxes, (approximately \$1.3 million annually).
- G. This Project will yield substantial negative impacts on the existing road system established and maintained by the City, Pinellas County and the State of Florida; which road system does not at present operate in all cases at a desirable level of service ("LOS").
- H. The Project development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes (1981).

- I. The Project will not unreasonably interfere with the achievement of the objectives of any adopted state land development plan(s) applicable to the area.
- J. A comprehensive review of the impacts generated by the Project has been conducted by the City and the TBRPC.
- K. This Order is consistent with the report and recommendations of the TBRPC.
- L. The City has established land development regulations, including zoning, approval of building permits, site plan review and subdivision regulations, and pursuant to these land development regulations, has the necessary and adequate authority to monitor, administer, and enforce the provisions of this Order.

Section 3. Conclusions of Law - That the City

Commission, having made the above findings of fact, reaches the following conclusions of law:

- A. That these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in this proceeding, the Developer is authorized to conduct development as described herein, subject to the review procedures, requirements, conditions, restrictions and limitations set forth herein.
- B. That review by the City reveals that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Order.

Section 4. Order - That, having made the above findings of fact and drawn the above conclusions of law, it is ordered that the ADA is hereby approved, subject to the following review procedures, requirements, conditions, restrictions and limitations:

- A. Development shall be approved consistent with the Conceptual Plan included as Exhibit "D", attached hereto and by reference made a part hereof, and according to the site plan review procedures and criteria, as well as all other applicable provisions of the City Code of Ordinances. In particular, a preliminary site plan shall be submitted for each phase, and individual final site plans within the respective phases shall be consistent therewith. Development of out-parcels indicated on the Conceptual Plan shall be consistent with said plan and all out-parcel development will be subject to site plan approval procedures and shall be coordinated with the overall Park Place development. Permitted maximum floor areas for Park Place are considered to be inclusive of out-parcels both as to total project floor area and floor area by phase.
- B. All development pursuant to this Order shall be consistent with applicable land development and building regulations, codes, ordinances and policies in effect at the time of application for final site plan approval for the respective components of the Project. No amendment of any such regulation, code, ordinance or policy adopted subsequent to the effective date of this Order, however, shall preclude, or require any material revision of, the type of use or amount of floor area as set forth in the Conceptual Plan.
- C. The Project is approved for a total maximum floor area of 1,253,000 square feet, comprised of a maximum 1,103,000 square feet of office use and a maximum 150,000 square feet of retail commercial use. The permitted maximum floor area is to be approved subject to the FAR and phasing limitations set forth below:

1. The maximum permitted floor area by category of use shall be approved only to the extent that such floor areas are consistent with the following FAR's and at no time during the approval of individual final site plans shall the cumulative FAR exceed those set forth below:

Retail Commercial - maximum FAR of 0.25

Low-Rise Office (3 stories or less) - maximum FAR of 0.30

Mid-Rise Office (4 through 8 stories) - maximum FAR of 0.40

2. The Project phases shall be defined as follows:

Phase	Maximum Floor Area - In Sq. Ft.		
	Retail Commercial	Office	Total
Phase I	150,000	480,000	630,000
Phase II (Phase I and II cumulative)	---- (150,000)	323,000 (803,000)	323,000 (953,000)
Phase III (Phase I, II and III cumulative)	---- (150,000)	300,000 (1,103,000)	300,000 (1,253,000)
Total	150,000	1,103,000	1,253,000

D. The Developer agrees to acquire land, or to pay the City for land required to be acquired by the City, to provide ingress and egress to the west and to the south of the Project. Specifically, access to the west shall interconnect with the existing easement at the north end of M&B 19-1, 20, 20-1, and 20-1A (Bennigan's, Chi Chi's and Perkin's) to the U.S. 19 frontage road and through the Bennigan's site to the existing traffic light at State Road 60. Access shall be provided to the south through M&B 21, 21-1, and 22-1 (McMullen Property) to State Road 60, with the exact location to be determined at time of preliminary site plan approval for Phase I. Said ingress and egress shall be secured by fee simple acquisition, right-of-way easement, or other appropriate mechanism by either the Developer or the City. If

acquisition cannot be accomplished by the Developer on terms acceptable to the Developer, then upon written request of the Developer, the City agrees to the utilization of its eminent domain powers under Chapter 73, Florida Statutes to acquire such right-of-way. The City agrees to exercise such eminent domain powers solely under Chapter 73, Florida Statutes, if necessary, within twelve (12) months after the effective date of this Order, consistent with the applicable provisions of law, in recognition that it is in the public interest that such ingress and egress be obtained. In the event that the City so exercises its power of eminent domain to acquire rights in any of the above referenced property for ingress and egress, the Developer shall compensate the City in the amount of the condemnation judgment; except where such judgment exceeds the appraised value or average of appraised values entered into evidence in the condemnation proceeding by the City, the City and the Developer shall, subject to the mutual consent of the City and the Developer as to the reasonableness of the judgment, share equally (50 percent each) the amount of the judgment awarded in excess of such appraised value or average values. The cost of constructing such connections to the adjoining property to the west and to State Road 60 to the south, in addition to any other contributions for on-site or off-site road improvements, will be the responsibility of the Developer according to a schedule to be established with the preliminary site plan approval of Phase I.

E. Prior to the approval of the initial final site plan for Phase I, funding commitments for construction from the governmental entities responsible for construction of the following transportation improvements shall be made or, in the alternative, the Developer shall assume the financial responsibility for its proportionate share of the cost of construction of the transportation improvements.

1. At the U.S. 19/S.R. 580 and U.S. 19/Countryside Boulevard intersections construct a grade-separated interchange. This improvement is currently programmed in the Pinellas County MPO Transportation Improvement Program (construction to start in FY 1986-87).
2. At the U.S. 19/Drew Street intersection, reassess the existing green time signal phasing. This reassessment is to be done by the City within the 1983-84 work program of the Traffic Engineering Department of the City.
3. At the U.S. 19/Roosevelt Boulevard intersection, construct a grade-separated interchange. This improvement is currently programmed in the Pinellas County MPO Transportation Improvement Program (construction to start in FY 1985-86).
4. Construct access points to Park Place on Hampton Road as needed. Exclusive turn lanes and a traffic signal(s) may be needed. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements.

5. At the S.R. 60/Clearwater Mall Drive II intersection construct two eastbound to northbound exclusive left turn lanes. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements. The City commits that it will let for bid these improvements no later than twelve (12) months from the effective date of this Order with a scheduled construction completion date no later than twenty-four (24) months from the effective date of this Order.
6. Install or renovate, as appropriate, traffic signals at the south project entrance and S.R. 60 and at Hampton Road and S.R. 60. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements.
7. Construct an exclusive left turn lane on S.R. 60 approach and an additional through lane in each direction on S.R. 60 at its intersection with Hampton Road. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements.
8. Construct additional lanes on State Road 60 from U.S. 19 to McMullen-Booth Road. This improvement is currently programmed in the Florida Department of Transportation Five-Year Work Program with construction scheduled to start in 1986-87.

9. Construct additional lanes on Sunset Point Road from Keene Road to U.S. 19. This improvement is currently programmed in the Pinellas County MPO Transportation Improvement Program with construction scheduled to start in 1986-87.

F. Prior to the approval of the initial final site plan for Phase II, funding commitments for construction from the governmental entities responsible for construction of the following transportation improvements shall be made or, in the alternative, the Developer shall assume the financial responsibility for its proportionate share of the construction of the transportation improvements.

1. At the U.S. 19/Drew Street intersection construct a grade-separated interchange. In lieu of the funding commitment or the proportionate share of the construction cost, the following commitments may be made:

a. Extend Druid Road between Belcher Road and Edenville Road. The completion of this improvement will provide a parallel reliever access for State Road 60 and Drew Street. The City is committed to this improvement in its 1983-84 work program.

b. Extend and widen Drew Street as a four-lane divided link (four through lanes and turn lanes as are appropriate) between U.S. 19 and McMullen-Booth Road. Construction of Drew Street from Hampton Road east to McMullen-Booth Road as a two-lane road is currently programmed in the Pinellas County MPO Transportation Improvement Program with construction scheduled to start in 1983-84. It is acknowledged that the

foregoing extension of Drew Street that is programmed by Pinellas County MPO will not satisfy the need for a four-lane divided link between U.S. 19 and McMullen-Booth Road. The City has assumed the responsibility for those improvements beyond those committed and programmed in the Pinellas County MPO Transportation Improvement Program.

- c. Pursuant to subsection 4.D. the Developer shall be responsible for the cost of the right-of-way and construction of the ingress and egress to and from the south through M&B 21, 21-1 and 22-1. This ingress and egress will be located so as to maximize the use of Druid Road via Sky Harbor Drive and Seville Boulevard (around the perimeter of the Clearwater Mall).
 - d. Prior to the issuance of the first certificate of occupancy for Phase II, the Developer shall provide up to \$125,000 to the Florida Department of Transportation for the construction plans of the U.S. 19/Drew Street grade-separated interchange. These funds shall be provided in order to obtain a commitment for the construction of the U.S. 19/Drew Street grade-separated interchange during Phase III.
2. At the U.S. 19/S.R. 60 intersection, construct an eastbound to southbound exclusive right turn lane and in the eastbound and westbound directions construct one additional exclusive left turn lane. Pursuant to subsection 4.Z., the Developer shall pay its proportionate share of the cost for construction of this improvement.

3. At the U.S. 19/Belleair Road intersection, construct an eastbound to southbound exclusive right turn lane. Pursuant to subsection 4.Z., the Developer shall pay its proportionate share of the cost for construction of this improvement.
- G. Prior to the approval of the initial final site plan for Phase III, funding commitments for construction from the governmental entities responsible for construction of the following transportation improvements shall be made or, in the alternative, the Developer shall assume the financial responsibility for its proportionate share of the cost of construction of the transportation improvements.
1. At the U.S. 19/Belleair Road intersection, convert the exclusive right turn lane into a combination through and right turn lane in each direction on U.S. 19, and construct an exclusive eastbound to southbound right turn lane on Belleair Road. The through lanes shall continue to the next intersection or some logical terminus in accordance with proper design practice. Pursuant to subsection 4.Z., the Developer shall pay its proportionate share of the cost for construction of these improvements.
 2. At the Belcher Road/Sunset Point intersection, construct exclusive right turn lanes on all approaches, and construct additional through lanes in each direction on Sunset Point Road. The through lanes shall continue to the next intersection or some logical terminus in accordance with proper design practice. Pursuant to subsection 4.Z., the Developer shall pay its proportionate share of the cost for construction of these improvements.

3. At the Belcher Road/S.R. 60 intersection, construct an additional through lane and additional exclusive left and right turn lanes on all approaches. The through lanes shall be continued to the next intersection or some logical terminus in accordance with proper design practice. Pursuant to subsection 4.Z., the Developer shall pay its proportionate share of the cost for construction of these improvements.
4. Construct additional access to Park Place on Hampton Road as needed. Exclusive turn lanes and a traffic signal(s) may be needed. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements.
5. On McMullen-Booth Road, construct additional lanes from S.R. 60 to Sunset Point Road as is currently programmed in the Pinellas County MPO Transportation Improvement Program (construction to start in FY 1984-85).
6. Install and/or relocate additional traffic signals in the project area at Drew Street and the north project entrance, Drew Street and Hampton Road, the two south project entrances and State Road 60, and State Road 60 and Hampton Road. These improvements are to be made in phases as is appropriate, but in their entirety by Phase III. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements.

7. Expand Hampton Road to a two-lane divided link (two through lanes with turning lanes as appropriate) from State Road 60 to Drew Street in phases related to points of access on Hampton Road, but in its entirety by Phase III. The cost of this improvement shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility of constructing the improvement.
 8. At the U.S. 19/Sunset Point Road and U.S. 19/Coachman Road intersections construct grade separated interchanges, provided, however, such facilities shall not remain a condition of approval if TBRPC's transportation policies are amended or the Developer, at the initiation of Phase III, agrees to prepare and submit traffic condition information documenting that the improvements are no longer necessary to mitigate regional impacts.
- H. The City further agrees to the following:
1. In the interest of recognizing the commitments toward road improvements made by the Developer and to provide for the treatment of other developments in a comparable fashion, the City will review and evaluate potential appropriate legislation dealing with local transportation impact fees;
 2. The City will cooperate with and expedite, where possible, the design of all FDOT improvements which are necessitated in part by Park Place, in particular the U.S. 19/Drew Street grade-separated interchange;
 3. The City will support as a high priority the early scheduling and construction of a grade-separated U.S. 19/Drew Street interchange; and

7. Expand Hampton Road to a two-lane divided link (two through lanes with turning lanes as appropriate) from State Road 60 to Drew Street in phases related to points of access on Hampton Road, but in its entirety by Phase III. The cost of this improvement shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility of constructing the improvement.

8. At the U.S. 19/Sunset Point Road and U.S. 19/Coachman Road intersections construct grade separated interchanges, provided, however, such facilities shall not remain a condition of approval if TBRPC's transportation policies are amended or the Developer, at the initiation of Phase III, agrees to prepare and submit traffic condition information documenting that the improvements are no longer necessary to mitigate regional impacts.

H. The City further agrees to the following:

1. In the interest of recognizing the commitments toward road improvements made by the Developer and to provide for the treatment of other developments in a comparable fashion, the City will review and evaluate potential appropriate legislation dealing with local transportation impact fees;
2. The City will cooperate with and expedite, where possible, the design of all FDOT improvements which are necessitated in part by Park Place, in particular the U.S. 19/Drew Street grade-separated interchange;
3. The City will support as a high priority the early scheduling and construction of a grade-separated U.S. 19/Drew Street interchange; and

4. The City will review and recommend as is appropriate the redesignation of the U.S. 19/S.R. 60 area, including Park Place, as a regional activity center under the TBRPC Regional Plan.
- I. The developer shall, during construction of Phase I of the Project, prepare a Transportation System Management (TSM) Plan, which shall be submitted for approval coincident with the submittal of the preliminary site plan for Phase II of Park Place. The TSM Plan shall be submitted to the City, the TBRPC, the Pinellas County MPO, FDOT and the Pinellas Suncoast Transit Authority, as appropriate. The plan of TSM measures as approved by the City shall be instituted during Phase II of the Project and implemented for the duration of the life of the Project, according to the following:
 1. Assure implementation, by a responsible entity, of Park Place worker flex time of sufficient magnitude to divert 11.9 percent of total peak hour vehicle trips projected in the ADA away from the peak hour traffic. Measures to achieve this diversion may include transit incentives and/or lease agreement stipulations, and others as appropriate.
 2. Assure implementation, by a responsible entity, of a TSM program of Park Place worker ridesharing, of sufficient magnitude to divert 2.8 percent of total peak hour vehicle trips projected in the ADA away from the peak hour traffic. Incentive measures to achieve this diversion may include preferential parking, and/or coordinating service, as appropriate.

3. Assure implementation of a bus incentive program in cooperation with the Pinellas Suncoast Transit Authority that will result in provision of sufficient transit service facilities and ridership to assure a diversion of 5.6 percent of total peak hour vehicle trips as projected in the ADA away from the peak hour traffic. Measures to achieve this diversion may include adequate headways, bus stops and shelters, employee bus passes, and developer subsidies, as appropriate.
4. Assure implementation of express bus service of sufficient magnitude to effect a diversion of 1.8 percent of the total peak hour vehicle trips away from the peak traffic hour, provided, however, implementation of express bus service shall not be required until final site plan approval is requested for the initial portion of Phase III of Park Place. Measures to achieve this diversion shall include adequate headways, bus stops and shelters, employee bus passes, developer subsidies of park and ride lots and capital improvements, as appropriate.
5. Actual experience in implementation of the TSM Plan may indicate that the individual rates of reduction vary from those described above. Any such variances shall be considered consistent with this Order, provided that the overall cumulative reduction in vehicle trips is at least 20.3 percent by the end of Phase II and 22.3 percent in Phase III.
6. Monitoring of the effectiveness of TSM programs shall be conducted biennially starting with submission of a report concurrent with the first annual report following preliminary site plan approval for Phase II. The monitoring methodology shall be based on generally accepted traffic engineering practice reasonably acceptable to the City and consistent

with the methodology in the ADA. If monitoring indicates that target reduction levels are not being achieved, the City may withhold authorization of final site plan approvals requested subsequent to submission of the TSM report for Phase II and preliminary or final site plan approval for Phase III, until acceptable mitigation methods are implemented. The City has the right at its expense to require verification from a source other than Developer's consultant, of methods as may be appropriate to assure that an accurate representation of TSM effectiveness has been submitted and may hold a public hearing consistent with the provisions of subsection 5.C. of this Order prior to final site plan approvals requested subsequent to submission of the TSM report for Phase II or prior to preliminary site plan approval for Phase III to evaluate the TSM Plan and performance thereunder.

- J. The Developer shall be responsible for all improvements made on the Park Place site, and for construction and maintenance of all open space, drainage retention, street medians, street lighting (including the cost of supplying electricity thereto), and access drives and roadways to and through the Project, including access drives across designated land or easements yet to be acquired. The Developer shall be responsible for proper maintenance of all on-site development approved consistent with the Conceptual Plan included as Exhibit "D". The foregoing, however, shall not preclude the Developer from offering, and the City from accepting, dedication of any street proposed to be a public street, in which case the City will assume responsibility for maintaining said public street consistent with the provisions set forth in Exhibit "B".

- K. Wetlands on the site, designated as Aquatic Lands (AL) by the City and as identified in the ADA, shall remain undisturbed by development activities, except as approved by the City consistent with provisions of the AL zoning district and City drainage and retention policies.
- L. The following measures to control water quality and erosion referenced in the ADA, shall be implemented to the satisfaction of the City consistent with established policy including controlled phasing so that large areas are not left exposed for long periods of time, minimal grading, maximum use of existing vegetation, seeding, mulching, sodding and safe disposal of runoff.
- M. The Developer shall institute a program to be developed in conjunction with the City to monitor the on-site water quality in the project drainage system, so that a determination by the City of this project's impact on nearby receiving waters can be made and adjusted as may be required.
- N. Paved parking surfaces shall be cleaned/vacuumed periodically as part of a water quality maintenance program designed to be consistent with the Source Control Practice section (page 6-10) of the TBRPC approved Stormwater and Lake Systems Maintenance and Design Guidelines. The entity responsible for implementation shall be subject to reasonable approval by the City.
- O. All drainage plans shall be prepared in accordance with the TBRPC approved Stormwater and Lake Systems Maintenance and Design Guidelines and shall be submitted to the City and the TBRPC for review prior to any final site plan approval. All drainage plans will be subject to City approval consistent with City requirements therefor at time of final site plan approval.

- P. The final drainage system shall include the following recommendations of the Florida Game and Fresh Water Fish Commission:
1. A stormwater management system with shallow detention ponds with wide, gently sloping littoral zones (1V:6H vertical:horizontal minimum);
 2. Revegetation of constructed littoral zones with native wetland species;
 3. Routing stormwater, whenever practical, via open vegetated swales as opposed to pipes and culverts.
- Q. Bicycle and pedestrian pathways shall be incorporated into the development as measures to decrease vehicular pollution/emissions, as referenced in the ADA, and shall be a condition of approval of site plans within Park Place.
- R. Appropriate corrective measures shall be taken to mitigate soil limitations and additional soils testing as is required to accommodate final building construction design as required by the City.
- S. The Developer shall phase construction so that trees with active osprey nests shall remain in place through the nesting season. If an active nest is removed, with approval of the Florida Game and Fresh Water Fish Commission, it shall be replaced with a suitable nest stand.
- T. A capture-release program be established for any Gopher Tortoise, Florida Mouse and Eastern Indigo Snake observed on-site during construction, as referenced in the ADA. The release site shall be determined in cooperation with the Florida Game and Fresh Water Fish Commission.

- U. Any historical or archaeological resources discovered during construction will be reported to the Florida Division of Archives, History and Records Management and that the disposition of such resources be determined in cooperation with the Division of Archives and the local government with jurisdiction, as referenced in the ADA.
- V. Site plans shall include provision for preservation and transplanting of as many tree clusters or individual trees as is feasible and tree preservation measures shall be included as a consideration in site plan approval.
- W. The Developer shall encourage that energy conservation measures such as building orientation and shading, overhangs, sun angles, and use of renewable energy sources, be incorporated into the Park Place development. The extent to which cost-effective energy conservation measures are included shall be a consideration in site plan approval.
- X. The Developer, its successors or assigns, shall be the entity responsible for maintenance of on-site wells.
- Y. The City alone, and where appropriate in conjunction with Pinellas County, shall provide fire, police, EMS, sewerage, refuse disposal, potable water, and other general government services to Park Place.
- Z. Under subsections 4.E., 4.F., and 4.G. the Developer shall contribute to the City its proportionate share of the cost of construction of certain traffic improvements. Concurrently with the certification of the initial final site plan for each phase, the Developer shall pay to the City the following listed principal amounts plus interest for each of the listed phases:

Phase I:	\$247,383
Phase II:	\$222,451
Phase III:	\$160,942

Said payments are calculated to be adequate to cover the Developer's proportionate share of the future cost of the designated road improvements, including inflation. Interest on the principal sum for each phase shall accrue from the effective date of this Order and interest shall be computed at a rate of ten (10) percent per annum beginning with the effective date of this Order. Payment of the foregoing monies shall constitute the final and complete payment of the Developer's proportionate share for any and all off-site transportation improvements related to the Project, except as otherwise provided herein. The City agrees that it will utilize all of the funds paid by the Developer pursuant to this subsection for traffic improvements in the Project's impact area with emphasis on those improvements identified by the TBRPC's report.

Section 5. Administration - That the following procedures and requirement will apply to the on-going administration of this Development Order:

- A. The Developer shall submit an annual report on the DRI to the City, the TBRPC, the Southwest Florida Water Management District, and the State Land Planning Agency 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 Order are satisfied or same has expired by its term, whichever is earlier. Such report shall be submitted for review by the City Commission to insure compliance

with the terms and conditions of this Order. The Developer and TBRPC shall be notified of any City Commission meeting wherein such report is to be reviewed, provided, however, that receipt and review by the City Commission shall not be considered a substitute or a waiver of any terms and conditions of the Development Order. Each report shall contain:

1. A description of all development activity conducted pursuant to this Order during the year immediately preceding the submission of the annual report;
2. A description of all development activities proposed to be conducted under the terms of this Order for the year immediately subsequent to the submission of the annual report;
3. A statement listing anticipated applications for development approvals or permits required pursuant to applicable 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 assignee or successor in interest to the Developer in its capacity as developer of Park Place or any portion thereof; and
5. A statement that all persons have received copies of the annual report, as required under Section 380.06(16), Florida Statutes (1981).

It is the intent of this requirement that the submittal of the annual report shall be in addition to and not in lieu of any submittal requirements for an annual report as promulgated by the State Land Planning Agency.

- B. Further review pursuant to Chapter 380, Florida Statutes may be required if a substantial deviation, as defined in Chapter 380, Florida Statutes, occurs. The Developer shall be given due notice of, and an opportunity to be heard at, any hearing to determine whether a proposed change to the development is a substantial deviation. Substantial deviation may occur by failure to comply with the conditions of this Order, other than a failure by the City, failure to follow the plans and specifications submitted in the ADA and supplementary information, or by activities which are not commenced, other than by the City, until after the expiration of the period of effectiveness of this Order.
- C. Pursuant to the terms and conditions of this Development Order adopted pursuant to Section 380.06, Florida Statutes, the City will issue numerous permits and approvals for the various phases of this Project. It is acknowledged that under Section 380.07, Florida Statutes, the Tampa Bay Regional Planning Council has the right to appeal to the Florida Land and Water Adjudicatory Commission any deviation from or amendment to this Ordinance.
- D. The definitions contained in Chapter 380, Florida Statutes (1981), shall control the interpretation and construction of any terms of this Order. As used herein the term "commitment" or "funding commitment" shall mean the inclusion of the improvement in any governmental agency's capital improvement program, including but not limited to the FDOT Five Year Work Program and the Pinellas County MPO Transportation Improvement Program or a written representation by the Developer acknowledging its assumption of the responsibility for funding and constructing the improvement.

- E. This Order shall remain in effect for a period of twenty (20) years from the effective date of this Ordinance; providing however that a preliminary site plan for Phase I is submitted and approved within one (1) year from said effective date and reasonable continuous progress is made toward the completion of this Project during the duration of this Order. If the Project is discontinued for any consecutive period of two (2) years, this Order shall expire and no further development shall occur prior to the reinstatement of this Order by specific action of the City Commission. The Project shall not be deemed to have been discontinued so long as the Developer is actively involved in Project leasing activities, managing the Project, or operating under an approved site plan of the Project. Nothing herein contained shall be construed as requiring that construction activity be engaged in by the Developer within any two (2) year period. Any development activity, wherein plans have been submitted to the City for its review and approval prior to the expiration date of this Order, may be completed, if approved. This Order may be extended by the City upon the finding of just cause. Nothing in this Ordinance shall deny the Developer, its successors or assigns the right to petition for an amendment to this Ordinance, if the review requirements of the TBRPC are amended significantly in regard to traffic or other regional impacts, if background or site-generated traffic volumes differ significantly from those projected in the ADA, or if there is evidence of other changes in conditions revealed during the monitoring process.
- F. This Order shall be binding upon the Developer, and its assigns, or successors in interest.

- G. Any reference herein to any governmental agencies shall be construed to mean any future instrumentality which may be created or designated as successor in interest to, or which otherwise possesses any of the powers and duties of any referenced governmental agency in existence on the effective date of this Order.
- H. The City Clerk is directed to send copies of this Order, within five (5) days of the effective date of this Ordinance, to the Developer, the DCA and the TBRPC.
- I. The Developer shall record a notice of adoption of this Order as required pursuant to Section 380.06(14)(d), Florida Statutes (1981), and shall furnish the City Clerk a copy of the recorded notice.
- J. This Order shall be deemed rendered upon transmittal of copies hereof to the recipients specified in Chapter 380, Florida Statutes.

Section 6. Plan Conformity - The City does hereby certify that the measures contained in this Ordinance are consistent and in conformance with the City's Comprehensive Plan and individual elements thereof adopted pursuant to the LGCPA and directs that same be forwarded to the LPA for their receipt and appropriate action.

Section 7. Interpretation - Completion of scheduled or actual improvements delayed or prevented by extraordinary circumstances outside of the City's control, such as acts of God, shall not be considered a breach of this Order. In the event of any such delay the City shall notify the Developer and TBRPC. Acceptance by the City of funding contributions specified in this Order shall not relieve the Developer of meeting and satisfying the other applicable terms of this Order. Said acceptance by the City shall not preclude the City from amending its land development or building regulations applicable to this Project so long as said amendments are not administered in a manner inconsistent with this Order.

Section 8. Repealer - All ordinances or parts of ordinances in conflict herewith are to the extent of such conflict hereby repealed.

Section 9. Separability - Should any part or provision of this Ordinance be declared by a court of competent jurisdiction to be invalid, the same shall not affect the validity of the Ordinance as a whole, or any part thereof other than the part declared to be invalid; provided however that any such finding of invalidity shall automatically authorize the City, the TBRPC, the DCA or the Developer to request a determination under the provisions of Chapter 380, Florida Statutes relative to substantial deviation.

Section 10. Notice - Notice of the proposed enactment of this Ordinance has been properly advertised in a newspaper of general circulation in accordance with Section 166.041, Florida Statutes.

Section 11. Effective Date - The provisions of this Ordinance shall take effect as provided in Chapter 380, Florida Statutes.

PASSED ON FIRST READING
PASSED ON SECOND AND FINAL
READING AND ADOPTED
AS AMENDED

August 18, 1983

September 1, 1983

/s/ Kathleen F. Kelly
Mayor-Commissioner

Attest:

/s/ Lucille Williams
City Clerk

Ordinance #3287-83

PASSED ON FIRST READING
AS AMENDED
PASSED ON SECOND AND FINAL
READING AND ADOPTED

October 20, 1983

October 20, 1983

/s/ Kathleen F. Kelly
Mayor-Commissioner

Attest:

City Clerk

LIST OF EXHIBITS

- EXHIBIT "A" - Legal Description of Park Place
- EXHIBIT "B" - First Amended and Restated Annexation Agreement
- EXHIBIT "C" - Application for Development Approval, As Amended, and Traffic Supplement
- EXHIBIT "D" - Conceptual Master Plan for Park Place
- EXHIBIT "E" - Road Improvements, to be Wholly or Partially Financed by Park Place

LEGAL DESCRIPTION OF PARK PLACE

Commence at the center of Section 17, Township 29 South, Range 16 East, Pinellas County, Florida and go S 89°46'01" W, 660.00 feet, along the South boundary of the Northwest 1/4 of said Section 17 (the East-West centerline of said Section 17;) thence N 00°19'21" W, 50.00 feet, to a point on the North right-of-way line of Gulf-to-Bay Boulevard - State Road 60 for a POINT OF BEGINNING; thence, following said North right-of-way line, S 89°46'01" W, 58.49 feet; thence N 00°13'59" W, 10.00 feet; thence S 89°46'01" W, 1319.21 feet; thence, leaving said North right-of-way line, N 01°04'04" E, 599.99 feet; thence S 89°46'01" W, 198.43 feet; thence N 00°52'21" E, 554.70 feet; thence S 89°54'49" W, 400.06 feet, to a point on the East right-of-way line of U.S. Highway 19; thence, following said East right-of-way line, N 01°04'04" E, 28.15 feet; thence along a curve to the right that has a radius of 192.00 feet, an arc length of 72.82 feet, a chord length of 72.39 feet, a chord bearing of N 11°56'04" E, thence N 22°47'58" E, 11.93 feet; thence along a curve to the left that has a radius of 238.00 feet, an arc length of 16.13 feet, a chord length of 16.13 feet, a chord bearing of N 20°51'27" E, to a point on the North boundary of the Southwest 1/4 of the Northwest 1/4 of said Section 17; thence, leaving said East right-of-way line of U.S. Highway 19, N 89°54'49" E, 1222.19 feet, along the North boundary of the Southwest 1/4 of the Northwest 1/4 of said Section 17 to the Southwest corner of the Northeast 1/4 of the Northwest 1/4 of said Section 17; thence N 00°22'28" E, 1337.33 feet; along the West boundary of the Northeast 1/4 of the Northwest 1/4 of Section 17 to the Northwest corner of said Northeast 1/4 of the Northwest 1/4; thence S 89°56'11" E, 1312.06 feet, along the North boundary of said Northeast 1/4 of the Northwest 1/4 to a point on the West right-of-way line of Hampton Road - County Road 144; thence S 00°19'21" E, 2337.71 feet, along said West right-of-way line; thence S 89°46'01" W, 627.00 feet; thence S 00°10'21" E, 280.00 feet, to the POINT OF BEGINNING, containing 99.133 acres, more or less.

Subject to easements and rights-of-way of record.

Information taken from survey by Lloveras, Baur & Stevens, Consulting Engineers-Land Surveyors, Clearwater, Florida, February 23, 1982.

EXHIBIT 3
FIRST AMENDED AND RESTATED
ANNEXATION AGREEMENT

THIS FIRST AMENDED AND RESTATED ANNEXATION AGREEMENT is made this 9th day of September, 1983, among the CITY OF CLEARWATER, FLORIDA ("City"), MDC ASSOCIATES 81-A, LTD., a Georgia limited partnership, METRO DEVELOPMENT CORPORATION, a Georgia corporation, OR ASSIGNS ("Developer").

W I T N E S S E T H:

WHEREAS, Sidney Colen ("Colen") owns the real property described on Attachment 1. attached hereto ("the Annex Property") and the real property described on Attachment 2. attached hereto (which real property together with the Annex Property is sometimes hereinafter collectively referred to as the "Project Property") which he has agreed under certain circumstances to convey to Developer; and

WHEREAS, Developer wishes for the Annex Property to be annexed into the City provided that the City agrees to certain conditions relative to the Project Property; and

WHEREAS, the City wishes to annex the Annex Property to be annexed into the City provided that the Developer agrees to certain conditions relative to the Project Property; and

WHEREAS, Colen has heretofore filed with the City a Petition for Annexation and Zoning and an Application to Amend Land Use Plan relative to the Annex Property; and

WHEREAS, on August 18, 1982, the City and Developer entered into an Annexation Agreement whereby the Project Property may be annexed into the City, which Annexation Agreement is recorded in O.R. Book 5397, pages 2022 through 2031, inclusive, of the Public Records of Pinellas County, Florida; and

WHEREAS, on July 16, 1982, the Developer filed an Application for Development Approval of a Development of Regional Impact ("DRI") with the City and other appropriate agencies; and

WHEREAS, on October 11, 1982, the Developer filed with the City an Amendment to the Application for Development Approval and submitted copies of the Amendment to all appropriate agencies; and

WHEREAS, the Developer has made substantial changes to the original Conceptual Development Plan (the "Plan"), attached as Exhibit C to the Annexation Agreement; and

WHEREAS, the City and Developer have agreed to other changes in the Annexation Agreement; and

WHEREAS, the parties wish to amend the Annexation Agreement relative to the Project Property;

NOW, THEREFORE, in consideration of the mutual promises herein contained, the parties amend and restate the Annexation Agreement in its entirety as follows:

1. Recitals. The foregoing recitals are true and correct.
2. Annexation. Simultaneously with the approval of this Agreement by the City, the City shall conclude annexation of the Annex Property.
3. Conceptual Development Plan. Immediately following the effectuation of the annexation of the Annexed Property, the City shall issue its Development Order relative to the Project Property. The Conceptual Development Plan attached to the Development Order as Exhibit "D" shows the general parameters for development of the Project Property. Any development of the Project Property by Developer shall be in substantial compliance with these parameters. All site and engineering plans, building plans, DRI Studies, or amendments or addenda thereto, or other similar documents or applications relative thereto, that are submitted by Developer to the City and are consistent with the proposed development as shown on the Plan and as are consistent with the Development Order adopted by the City as Ordinance No. 3205-83 of which this amended agreement is a part, shall be expeditiously processed by the City.

4. Parkland Dedication. The City's parkland dedication requirement shall be satisfied in full upon the payment by the Developer to an independent trustee designated by the City of the sum of \$600,000.00, such payment to be made within five (5) days following the effective date of the Development Order. This sum shall be invested in an interest bearing account as directed by the City with the interest to accrue to the benefit of the City. The developer shall exercise its best efforts for a period of twelve (12) months from the effective date of the Development Order, to locate and acquire, upon terms mutually acceptable to the Developer and the City, a recreational facility acceptable to the City in the City's sole discretion. In the event that Developer is successful in contracting for the acquisition of such a facility, then the City shall authorize the trustee to disburse so much of the funds held by it as may be necessary to close the acquisition contracted for by the Developer for conveyance to the City. The balance of the funds held by the trustee, if any, shall be paid over to the City. The City may, in its sole discretion, choose to assume any mortgages that may encumber such a facility, or contribute toward the purchase price of such a facility, or both.

At any time prior to the Developer contracting for acquisition of such a facility upon written notification by the City to the Developer and the trustee, the trustee shall promptly pay over to the City the funds, including interest, held by it.

Upon the earlier of (i) twelve (12) months from the effective date of the Development Order, (ii) the consummation of the acquisition of such a facility or (iii) the payment to the City of the funds held by the trustee, the Developer shall be relieved of any further obligation under this paragraph.

In the event that the Developer is not successful in contracting for the acquisition of an acceptable recreation facility within 12 months, the sum of \$600,000 plus interest shall be paid over by the Trustee to the City. Prior to approval of the preliminary site plans for Phases II and III of Park Place, the City shall prepare a report describing the recreation lands and facilities or open space lands which have been acquired with the funds provided by the Developer, as well as any unexpended balance of the funds or interest that has accrued. In consideration of transportation needs in the Project area, the City Commission may elect to use any unexpended parkland monies to support improvements to the transportation system provided that a minimum of \$240,000 (which equates to four (4) percent of the purchase price of the Project Property) be expended for public parkland/open space purposes.

5. Land Use Designation and Zoning. Upon annexation of the Annex Property into the City, the Land Use Plan designation and Zoning Atlas category for each phase thereof shall be as set forth in the annexation, land use plan and zoning ordinances respectively. The portion of the Project Property already within the City's limits shall continue with the same Land Use Plan designation and Zoning Atlas category as in effect on July 15, 1982. Nothing herein shall preclude the subsequent amendment of the Land Use Plan or Zoning Atlas categories or the applicable requirements thereunder, except that development shall be entitled to proceed in accordance and consistent with the specific authorization of the Development Order and the City Code of Ordinances in effect at the time of application for final site plan approval.

6. Utilities Service.

(a) Sewer. According to Developer's proposed phasing schedule for the proposed development, average daily sewer service requirements, by Phase and cumulatively, will be as follows:

<u>PHASE</u>	<u>RETAIL (MGD)</u>	<u>OFFICE (MGD)</u>	<u>TOTAL (MGD)</u>
I	.023	.037	.060
II	0	.024	.024
III	<u>0</u>	<u>.022</u>	<u>.022</u>
TOTAL	.023	.083	.106

Because of the magnitude of the proposed development and the length of the term over which it will be in process, City and Developer recognize the need for maximum certainty regarding the availability of sewer service for the proposed development. The City at its cost shall provide sewer service along U.S. Highway 19, Gulf-to-Bay Boulevard, Drew Street, and Hampton Avenue adequate and available for use to serve the Project Property.

(b) Water. Water service is available to the Project Property from water lines along U.S. Highway 19, Gulf-to-Bay Boulevard, Drew Street, and Hampton Avenue. The projections of average daily water demand, by Phase and cumulatively, based on the Developer's proposed phasing schedule for the project are as follows:

<u>PHASE</u>	<u>RETAIL (MGD)</u>	<u>OFFICE (MGD)</u>	<u>TOTAL (MGD)</u>
I	.023	.037	.060
II	0	.024	.024
III	<u>0</u>	<u>.022</u>	<u>.022</u>
TOTAL	.023	.083	.106

The sizes of the water lines presently in place are sufficient to service the above described estimated water needs of the proposed project.

(c) Natural Gas. The City shall at its expense install a natural gas distribution system serving the Project Property where such installation expense can be recovered within a reasonable time based upon projected revenues to be generated by such system. Where gas mains are not located within dedicated rights-of-way or easements, easements shall be provided by Developer for said mains at no expense to City.

7. Roads and Signs. If Developer constructs roads on the Project Property in general conformance with the design shown on Exhibit "D" of the Development Order and in locations and to specifications acceptable to the City, then City shall accept any such road dedicated by Developer to the public or the City. Developer agrees that if such roads are dedicated, it will agree to maintain all median areas and shall provide reasonable liability insurance to City with respect to such medians. City recognizes the unique nature of the proposed development and agrees that business identification signs otherwise consistent with City sign regulations and subject to site plan review requirements, including sign size, design, and location, may be placed and maintained within publicly dedicated right-of-way so long as no danger to vehicular or pedestrian traffic is imposed thereby.

8. Access Easement. Upon annexation of the Annex Property, the City shall by separate instrument reasonably satisfactory to Developer, grant to Developer, its successors, assigns, guests and invitees, a right-of-way easement in a location and of a design reasonably acceptable to City for ingress, egress, and utilities over and under the real property described on Attachment 3. attached hereto. The term of such easement shall be the maximum permitted by law. The relocation and adjustment of existing facilities within said easement shall be at Developer's expense.

9. Access to Out Parcels. The City agrees not to prevent the right of ingress and egress to the out parcels fronting on State Road 60 provided that a maximum of two (2) points of ingress and egress to State Road 60 shall be permitted east of the main project entryway and a maximum of two (2) points of ingress and egress to State Road 60 shall be permitted west of the main project entry.

10. Development of Regional Impact. Development of the Project Property constitutes a DRI as defined in Florida Statutes, Chapter 380. The City agrees that compliance by the Developer with the provisions of Chapter 380 is in addition to and complimentary to the initial Community Impact Statement ("CIS") prepared for the Project Property by the Developer. The DRI process, constituting a more comprehensive and complete evaluation of project impacts, supplants and supersedes the CIS wherever the two may be inconsistent and precludes the necessity of submitting any additional CIS for each phase or tract of the project.

11. Remedies. The parties recognize that damages for a breach by either party of the terms of this Agreement or the Development Order may be difficult or impossible to ascertain. The parties further recognize that there may be no adequate remedy at law for any such breach. Accordingly, the parties agree that either mandamus, specific performance, or injunctive relief (either prohibitory or mandatory, both temporary and permanent) is an appropriate remedy in the event of breach, whether actual or anticipatory, of this Agreement or the Development Order. In the event of any litigation arising out of this Agreement or the Development Order, the prevailing party shall be entitled to recover its costs, including reasonable attorney's fees.

12. Effective Date and Term. This Agreement shall be effective upon its execution by the City and the Developer. This Agreement shall be in effect for twenty (20) years following the effective date of the Development Order.

13. Binding Agreement. This Agreement shall be binding on and inure to the benefit of the parties and their respective successors and assigns.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed the day and year first above written.

CITY OF CLEARWATER, FLORIDA

Attest: Mary Sue Lambie
Deputy City Clerk

By: [Signature]
City Manager

Counter-signature Kathleen F. Kelly
Mayor-Commissioner

Approved as to form and correctness.

[Signature]
City Attorney

"CITY"

Witnesses:

MDC ASSOCIATES 81-A. LTD., a Georgia limited partnership

Jayne E. Gentry
Melissa M. Wheeler

By: [Signature]
General Partner

"DEVELOPER"

RE31.27

NORTH PARCEL

DESCRIPTION:

Begin at the northwest corner of the N.E. 1/4 of the N.W. 1/4 of Section 17, Township 29 South, Range 16 East, Pinellas County, Florida and go S. $89^{\circ}-56'-11''$ E., 1312.06 feet; along the north boundary of said N.E. 1/4 of the N.W. 1/4 of Section 17, to a point on the west right-of-way line of Hampton road - County Road No. 144; thence S. $00^{\circ}-19'-21''$ E., 1333.85 feet, along said west right-of-way line to a point on the south boundary of the N.E. 1/4 of the N.W. 1/4 of said Section 17; thence S. $89^{\circ}-54'-49''$ W., 1328.31 feet, along the south boundary of the N.E. 1/4 of the N.W. 1/4 of said Section 17; thence N. $00^{\circ}-22'-28''$ E., 1337.33 feet, along the west boundary of the N.E. 1/4 of the N.W. 1/4 of said Section 17, to the Point of Beginning. Containing 40.477 acres, more or less.

SOUTH PARCEL

DESCRIPTION:

Commence at the southeast corner of the N.W. 1/4 of Section 17, Township 29 South, Range 16 East, Pinellas County, Florida and go N. $00^{\circ}-19'-21''$ W., 330.00 feet; along the east boundary of said N.W. 1/4; thence S. $89^{\circ}-46'-41''$ W., 33.00 feet, to a point on the west right-of-way line of Hampton Road-County Road No. 144 for a Point of Beginning; thence S. $89^{\circ}-46'-01''$ W., 1998.14 feet, along a line 330.00 feet north of and parallel to the south boundary of said N.W. 1/4 of Section 17; thence N. $01^{\circ}-04'-04''$ E., 229.92 feet; thence S. $89^{\circ}-46'-01''$ W., 198.43 feet; thence N. $00^{\circ}-52'-21''$ E., 554.70 feet; thence S. $89^{\circ}-84'-49''$ W., 174.94 feet; thence N. $00^{\circ}-53'-42''$ E., 125.02 feet, to a point on the north boundary of the S.W. 1/4 of the N.W. 1/4 of said Section 17; thence N. $89^{\circ}-54'-49''$ E., 2349.30 feet, along the north boundaries of the S.W. 1/4 and S.E. 1/4 of said N.W. 1/4 of Section 17, to a point on the west right-of-way line of Hampton Road-County Road No. 144; thence S. $00^{\circ}-19'-21''$ E., 1003.86 feet, along said west right-of-way line, to the Point of Beginning. Containing 49.496 acres, more or less.

DESCRIPTION:

Commence at the southeast corner of the N.W. 1/4 of Section 17, Township 29 South, Range 16 East, Pinellas County, Florida and go S. $89^{\circ}-46'-01''$ W., 660.00 feet, along the south boundary of said N.W. 1/4 (centerline of Gulf-to-Bay Boulevard - State Road No. 60); thence N. $00^{\circ}-19'-21''$ W., 50.00 feet, to a point on the north right-of-way line of Gulf-to-Bay Boulevard; for a Point of Beginning; thence, following said north right-of-way line, S. $89^{\circ}-46'-01''$ W., 58.49 feet; thence N. $00^{\circ}-13'-59''$ W., 10.00 feet; thence S. $89^{\circ}-46'-01''$ W., 1319.21 feet; thence, leaving said north right-of-way line, n. $01^{\circ}-04'-04''$ E., 270.07 feet; thence N. $89^{\circ}-46'-01''$ E., 1371.13 feet, along a line 330.00 feet north of and parallel to, the south boundary of said N.W. 1/4 of Section 17; thence S. $00^{\circ}-19'-21''$ E., 280.00 feet, to the Point of Beginning. Containing 8.533 acres, more or less

This property is the City well site property fronting on U.S. Highway 19 service road north of State Road 60. An accurate legal description mutually acceptable to City and Developer shall be prepared and substituted for this Attachment 3.

EXHIBIT "C"

APPLICATION FOR DEVELOPMENT APPROVAL,
AS AMENDED, AND TRAFFIC SUPPLEMENT

EXHIBIT "D"

CONCEPTUAL MASTER PLAN FOR PARK PLACE

NOTES

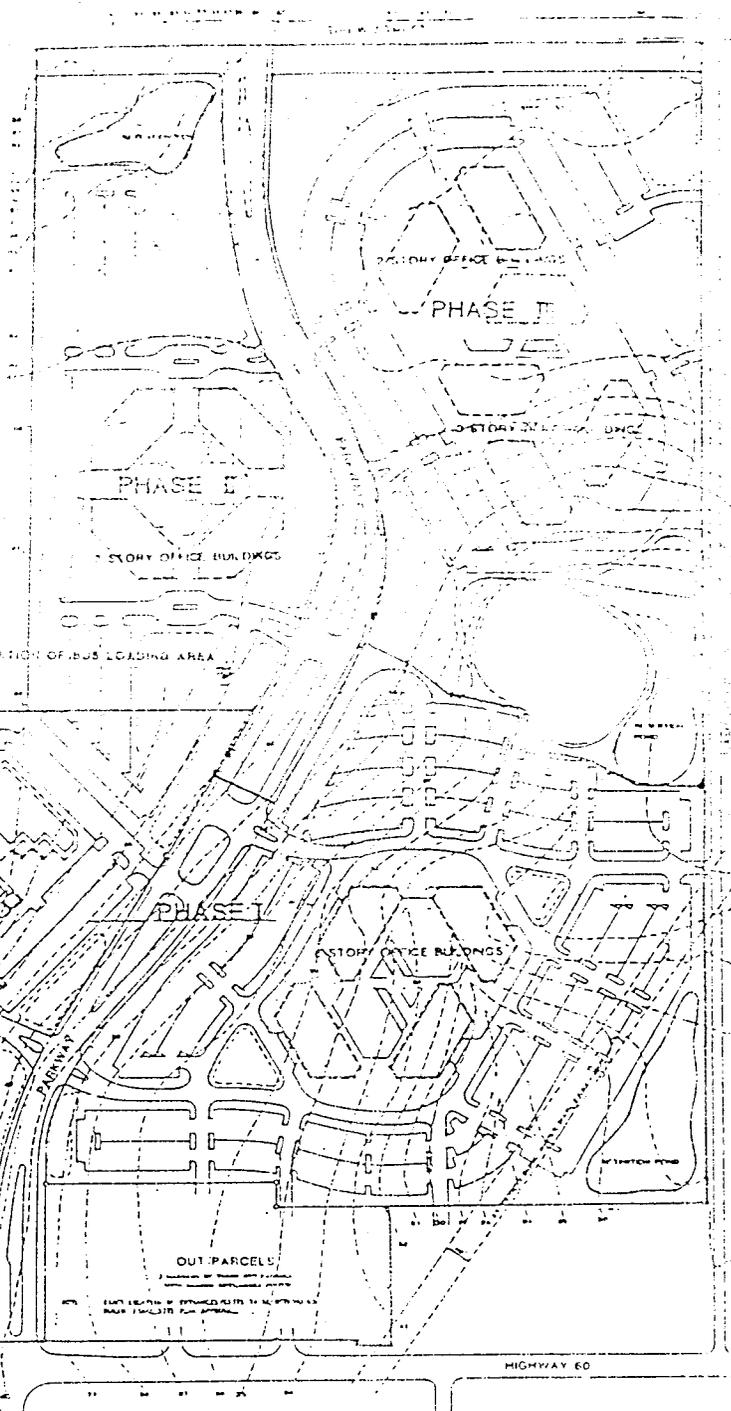
1. THIS IS A CONCEPTUAL PLAN AND IS NOT TO BE USED FOR CONSTRUCTION.
2. LOCATIONS OF BUILDINGS ARE SUBJECT TO CHANGE.
3. PREFERRED PARKING AND BUS SERVICE PROGRAMS WILL BE FURTHER DELINEATED AS T.S.M. PLANS ARE PREPARED.
4. PROJECT WILL CONSIST OF THREE PHASES PER THE A.E.P. PHASES ARE SUBJECT TO CHANGE.

2 1983

APPROXIMATE LOCATION OF BUS LOADING AREA

PERCENTAGE COVER

PHASE	AREA (SQ. FT.)	PERCENTAGE COVER	PERCENTAGE COVER
1	1,000,000	10.0	10.0
2	2,000,000	20.0	20.0
3	3,000,000	30.0	30.0
TOTAL	6,000,000	60.0	60.0



CONCEPTUAL MASTER PLAN

Park Place

Metro Development Corporation



Post, Buckley, Schuh & Jernigan, Inc.

- REV. 28 AUG 1982
- REV. 24 AUG 1982
- REV. 18 AUG 1982
- REV. 12 AUG 1982
- REV. 6 AUG 1982

22 AUG 1983

*For Rose
DO* *to file*



CITY OF CLEARWATER

POST OFFICE BOX 4748

CLEARWATER, FLORIDA 33518

OFFICE OF
PLANNING DEPARTMENT

October 25, 1983

Mr. William A. Ockunzzi, Executive Director
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, Florida 33702

Re: Park Place (Metro Development Corporation)
Development of Regional Impact

Dear Bill:

Please find enclosed for your information and records one (1) executed copy of Ordinance No. 3287-83 constituting an amendment to the previously approved Development Order (Ordinance No. 3205-83) issued by the City of Clearwater for the above-referenced DRI project. Attached to Ordinance No. 3287-83, for your ease of reference, is Exhibit AA-1, which is Ordinance No. 3205-83 marked up to show the applicable additions and deletions embodied in Ordinance No. 3287-83.

The amendments to the previously approved Development Order are in response to concerns raised by the Tampa Bay Regional Planning Council. It is our understanding that the amendments satisfactorily address the concerns of TBRPC staff and that staff recommendation to the Council will be to approve the Development Order as amended.

Also attached for your information are the corresponding letters of transmittal forwarding copies to the State of Florida, Department of Community Affairs, and Attorney Timothy Johnson.

*Carol
P.O. #1000*

Mr. William A. Ockunzzi
October 25, 1983
Page 2

If there are any additional requirements with respect to the proper filing of the Development Order with your agency, please advise. I would also appreciate hearing from you at the earliest possible date with respect to any concerns you may have and the formal position and timetable for action contemplated by your agency relative to the applicable appeal period.

Sincerely,



David P. Healey, AICP
Planning Director

DPH:bd
Att.



OFFICE OF
PLANNING DEPARTMENT

CITY OF CLEARWATER

POST OFFICE BOX 4748
CLEARWATER, FLORIDA 33518

October 25, 1983

Dr. John DeGrove, Secretary
State of Florida
Department of Community Affairs
2571 Executive DCenter Circle, East
Tallahassee, Florida 32301

Re: Park Place (Metro Development Corporation)
Development of Regional Impact

Dear Dr. DeGrove:

Please find enclosed for your information and records one (1) executed copy of Ordinance No. 3287-83 constituting an amendment to the previously approved Development Order (Ordinance No. 3205-83) issued by the City of Clearwater for the above-referenced DRI project. Attached to Ordinance No. 3287-83, for your ease of reference, is Exhibit AA-1, which is Ordinance No. 3205-83 marked up to show the applicable additions and deletions embodied in Ordinance No. 3287-83.

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Also attached for your information are the corresponding letters of transmittal forwarding copies to the Tampa Bay Regional Planning Council and Attorney Timothy Johnson.

Dr. John DeGrove
October 25, 1983
Page 2

If there are any additional requirements with respect to the proper filing of the Development Order with your agency, please advise. I would also appreciate hearing from you at the earliest possible date with respect to any concerns you may have and the formal position and timetable for action contemplated by your agency relative to the applicable appeal period.

Sincerely,

David P. Healey, AICP
Planning Director

DPH:bd
Att.



CITY OF CLEARWATER

POST OFFICE BOX 4748

CLEARWATER, FLORIDA 33518

OFFICE OF
PLANNING DEPARTMENT

October 25, 1983

Attorney Timothy Johnson
Johnson Blakely, Pope,
Bokor & Ruppel, P.A.
911 Chestnut Street
Clearwater, Florida 33516

Re: Park Place (Metro Development Corporation)
Development of Regional Impact

Dear Tim:

Please find enclosed for your information and records one (1) executed copy of Ordinance No. 3287-83 constituting an amendment to the previously approved Development Order (Ordinance No. 3205-83) issued by the City of Clearwater for the above-referenced DRI project. Attached to Ordinance No. 3287-83, for your ease of reference, is Exhibit AA-1, which is Ordinance No. 3205-83 marked up to show the applicable additions and deletions embodied in Ordinance No. 3287-83.

The amendments to the previously approved Development Order are in response to concerns raised by the Tampa Bay Regional Planning Council. It is our understanding that the amendments satisfactorily address the concerns of TBRPC staff and that staff recommendation to the Council will be to approve the Development Order as amended.

Also attached for your information are the corresponding letters of transmittal forwarding copies to the State of Florida, Department of Community Affairs, and the Tampa Bay Regional Planning Council.

Mr. Timothy Johnson
October 25, 1983
Page 2

Further, I would remind you of the requirement to record a Notice of Adoption of a Development Order for this amendment with the Circuit Court and request that you provide the City with a copy of that notice.

Sincerely,

David P. Healey, AICP
Planning Director

DPH:bd
Att.



CITY OF CLEARWATER

POST OFFICE BOX 4748
CLEARWATER, FLORIDA 33518

OFFICE OF
PLANNING DEPARTMENT

September 12, 1983

Mr. William A. Ockunzzi
Executive Director
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, FL 33702

Re: Park Place (Metro Development
Corporation) Development of
Regional Impact

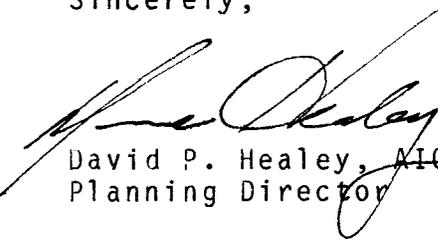
Dear Bill:

Please find enclosed for your information and records, one executed copy of the Development Order issued by the City of Clearwater for the above referenced Development of Regional Impact project pursuant to Chapter 380.06, Florida Statutes. Also attached for your information, are the corresponding letters of transmittal forwarding copies to the State of Florida, Department of Community Affairs and the Developer.

We appreciate the considerable assistance which you provided in the course of reviewing this project and preparing the Development Order. I remain willing to meet with you and your staff to review any concerns you may have on the content or format of the Development Order as it relates to the TBRPC report and recommendation.

If you have any questions or if any additional information or follow-up is necessary with respect to the filing of the Development Order, please contact me.

Sincerely,


David P. Healey, AICP
Planning Director

DPH/dw
Attachments

cc: Mr. John DeGrove, State of Florida, Department of Community Affairs
Mr. Tim Johnson, Metro Development Corporation

"Equal Employment and Affirmative Action Employer"

file

*Exhibits are
in the file.*

ORDINANCE NO. 3205-83

AN ORDINANCE OF THE CITY OF CLEARWATER, FLORIDA, RENDERING A DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, ON AN APPLICATION FOR DEVELOPMENT APPROVAL FILED BY METRO DEVELOPMENT CORPORATION FOR PARK PLACE, A DEVELOPMENT OF REGIONAL IMPACT; PROVIDING FINDINGS OF FACT; PROVIDING CONCLUSIONS OF LAW; ENUMERATING THE CONDITIONS OF THE DEVELOPMENT ORDER; PROVIDING FOR ADMINISTRATION OF THE DEVELOPMENT ORDER; PROVIDING FOR REPEAL OF ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HEREWITH TO THE EXTENT OF SUCH CONFLICT; PROVIDING FOR THE SEPARABILITY OF THE PROVISIONS HEREOF; PROVIDING FOR PROPER NOTICE OF PROPOSED ENACTMENT; AND PROVIDING FOR THE EFFECTIVE DATE OF THIS ORDINANCE.

WHEREAS, on July 16, 1982, Metro Development Corporation ("Developer") filed an Application for Development Approval of a Development of Regional Impact ("DRI") with the City of Clearwater ("City"), the Tampa Bay Regional Planning Council ("TBRPC"), the Florida Department of Community Affairs ("DCA") and other state, regional and local agencies, pursuant to the provisions of Section 380.06, Florida Statutes (1981); and

WHEREAS, on October 11, 1982, the Developer filed with the City an Amendment to the Application for Development Approval and submitted copies of the Amendment to all appropriate agencies; and

WHEREAS, the Application for Development Approval, as amended ("ADA"), proposes the development of Park Place, a 99 acre planned retail and office complex in the City of Clearwater near the intersection of U.S. Highway 19 and State Road 60 (herein sometimes referred to as "Park Place" or "Project"); and

WHEREAS, the City Commission, as the governing body of the 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 complied with; and

WHEREAS, the City Commission has received and considered the report and recommendation of the TBRPC; and

WHEREAS, the City Commission has on August 18, 1983, held a duly noticed public hearing on the ADA and has heard and considered testimony and documents received thereon; and

WHEREAS, this Development Order, when adopted will constitute a land development regulation applicable to the property; and

WHEREAS, the Local Government Comprehensive Planning Act ("LGCPA") requires that all development regulations and amendments thereto related to an adopted comprehensive plan or element thereof be reviewed by the Local Planning Agency ("LPA") for conformance with plans adopted pursuant to the LGCPA; and

WHEREAS, the Pinellas County Planning Council (PCPC) has been designated the Local Planning Agency for Pinellas County and the PCPC has adopted guidelines with reference to such required referral process; and

WHEREAS, this Ordinance has been referred to and will be duly considered by the PCPC under said process; and

WHEREAS, the City Commission has reviewed and considered the above referenced documents, as well as all related testimony and evidence submitted by each party and members of the general public, now, therefore,

BE IT ORDAINED BY THE CITY COMMISSION OF THE CITY OF CLEARWATER, FLORIDA:

Section 1. Introduction - That this Ordinance shall constitute the Development Order ("this Order") of the City Commission issued in response to the ADA filed by the Developer for development of Park Place, a development of regional impact. The scope of development to be permitted pursuant to this Order shall be as hereinafter set forth.

Section 2. Findings of Fact - That the City

Commission, having received the above-referenced documents, and having received all related comments, testimony and evidence submitted by each party and members of the general public, finds there is substantial competent evidence to support the following findings of fact:

- A. The Developer proposes the development of Park Place, a 99-acre retail and office complex in the City near the intersection of U.S. Highway 19 and State Road 60.
- B. The real property which is the subject of the ADA (the "real property") is legally described as set forth in Exhibit "A", attached hereto and by reference made a part hereof.
- C. A major portion of the real property was the subject of a request for annexation to the City according to the terms and conditions of an Annexation Agreement approved at public hearing on July 15, 1982, and recorded in O.R. Book 5397, pages 2022 through 2031, inclusive, of the Public Records of Pinellas County, Florida. Said Annexation Agreement is amended and restated in its entirety in the First Amended and Restated Annexation Agreement, as set forth in Exhibit "B", attached hereto and by reference made a part hereof. Said annexation and First Amended and Restated Annexation Agreement are effective immediately prior to the adoption by the City of this Order.
- D. The City Commission in approving the Developer's original Annexation Agreement on July 15, 1982, imposed the following conditions on Park Place, which will be satisfied in the process of site plan approval consistent with this Order:

1. The following maximum floor area ratios ("FAR") be established:
 - (a) Maximum FAR of .25 for retail commercial use.
 - (b) Maximum FAR of .30 for low-rise office use.
 - (c) Maximum FAR of .40 for mid-rise office use.
 2. Conveyance by deed(s) for the following additional rights-of-way:
 - (a) Along the southern boundary of the Project fronting on State Road 60, ten (10) feet of right-of-way, as may be required to establish a full sixty (60) foot one-half right-of-way.
 - (b) Along the northern boundary of the Project fronting on Drew Street, fifty (50) feet of right-of-way, to establish a full fifty (50) foot one-half right-of-way.
- E. The Developer submitted to the City an ADA, supplemental documentation on traffic systems management ("TSM") and a sufficiency response, which are attached hereto as composite Exhibit "C", and by reference made a part hereof.
- F. This Project will yield positive economic impacts to the City and Pinellas County, in the form of construction expenditures, (approximately \$41.1 million), employment opportunities, (approximately 4,000 permanent jobs) and ad valorem taxes, (approximately \$1.3 million annually).
- G. This Project will yield negative impacts on the existing road system established and maintained by the City, Pinellas County and the State of Florida; which road system does not at present operate in all cases at a desirable level of service ("LOS").

H. The projected impacts of this Project on the existing road system notwithstanding, the following intersections are projected to have the respective LOS at peak hour traffic in 1989 as noted below:

1. U.S. 19/Sunset Point Road - LOS F
2. U.S. 19/N.E. Coachman Rd. - LOS F
3. U.S. 19/Drew St. - LOS F
4. U.S. 19/S.R. 60 - LOS E
5. U.S. 19/Belleair Rd. - LOS E
6. Belcher Rd./Sunset Point Rd. - LOS F

I. While the list of recommended road system improvements suggested by the TBRPC includes a grade-separated intersection at U.S. 19/Drew Street, the City finds that neither the City nor the Developer, individually or in combination, has the jurisdiction or financial capability to commit to the funding of a grade-separated intersection at U.S. Highway 19 and Drew Street. The City finds it can and will commit to make every effort to mitigate the Project's impact on the U.S. 19/Drew Street intersection and to encourage the expeditious scheduling and construction of this improvement by the appropriate jurisdiction(s).

J. Funding commitments have been made by the City, Pinellas County and the State of Florida, respectively for the following transportation system improvements located within the vicinity of and impacted by the Project:

1. Construction of grade-separated interchanges at the U.S. 19/SR 580 and U.S. 19/Countryside Boulevard intersections. This improvement is currently programmed in the Pinellas County Metropolitan Planning Organization ("MPO")

Transportation Improvement Program, with construction scheduled to start in 1986-87, consistent with needs identified as a result of Phase I construction.

2. Construction of a grade-separated interchange at the U.S. 19/Roosevelt Boulevard intersection. This improvement is currently programmed in the Pinellas County MPO Transportation Improvement Program, with construction scheduled to start in 1985-86, consistent with needs identified as a result of Phase I construction.
3. Reassessment of the existing green time signal phasing and lane assignments at the U.S. 19/Drew Street intersection. This improvement is to be accommodated within the 1983/84 work program of the Traffic Engineering Department of the City, consistent with needs identified as a result of Phase I construction.
4. Construction of Drew Street from Hampton Road east to McMullen-Booth Road. This improvement is currently programmed in the Pinellas County MPO Transportation Improvement Program with construction scheduled to start in 1983-84, consistent with needs identified as a result of Phase II construction.
5. Construction of additional lanes on McMullen-Booth Road from S.R. 60 to Sunset Point Road. This improvement is currently programmed in the Pinellas County MPO Transportation Improvement Program, with construction scheduled to start in 1984-85, consistent with needs identified as a result of Phase III construction.

6. Construction of additional lanes on State Road 60 from U.S. 19 to McMullen-Booth Road. This improvement is currently programmed in the Florida Department of Transportation ("FDOT") Five Year Work Program with construction scheduled to start in 1986-87.
 7. Construction of additional lanes on Sunset Point Road from Keene Road to U.S. 19. This improvement is currently programmed in the Pinellas County MPO Transportation Improvements Program with construction scheduled to start in 1986-87.
 8. Completion of Druid Road by the City, between Belcher Road and Edenville Road with construction scheduled to start in 1983-84, consistent with needs identified in the City's Thoroughfare Plan to provide parallel reliever access for State Road 60 and Drew Street.
- K. The City has consistently required the provision of a forty (40) foot right-of-way easement along the U.S. Highway 19 corridor in connection with annexation, site plan and subdivision plat approval, the purpose of such additional right-of-way being to assure the availability of the necessary right-of-way for ultimate improvement of the U.S. Highway 19 corridor consistent with the standards of FDOT.
- L. The Project development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes (1981).
- M. The Project will not unreasonably interfere with the achievement of the objectives of any adopted state land development plan(s) applicable to the area.

- N. A comprehensive review of the impacts generated by the Project has been conducted by the City and the TBRPC.
- O. This Order is consistent with the report and recommendations of the TBRPC.
- P. The City has established land development regulations, including zoning, site plan review and subdivision regulations and, pursuant to these land development regulations, has the necessary and adequate authority to monitor, administer, and enforce the provisions of this Order.

Section 3. Conclusions of Law - That the City Commission, having made the above findings of fact, reaches the following conclusions of law:

- A. That these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in this proceeding, the Developer is authorized to conduct development as described herein, subject to the review procedures, requirements, conditions, restrictions and limitations set forth herein.
- B. That review by the City reveals that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Order.

Section 4. Order - That, having made the above findings of fact and drawn the above conclusions of law, it is ordered that the ADA is hereby approved, subject to the following review procedures, requirements, conditions, restrictions and limitations:

- A. Development shall be approved consistent with the Conceptual Plan included as Exhibit "D", attached hereto and by reference made a part hereof, and according to the site plan review procedures and criteria, as well as all other applicable

provisions of the City Code of Ordinances. In particular, a preliminary site plan shall be submitted for each phase, and individual final site plans within the respective phases shall be consistent therewith. Development of out-parcels indicated on the Conceptual Plan shall be consistent with said plan and all out-parcel development will be subject to site plan approval procedures and shall be coordinated with the overall Park Place development. Permitted maximum floor areas for Park Place are considered to be inclusive of out-parcels both as to total project floor area and floor area by phase.

- B. All development pursuant to this Order shall be consistent with applicable land development and building regulations, codes, ordinances and policies in effect at the time of application for final site plan approval for the respective components of the Project. No amendment of any such regulation, code, ordinance or policy adopted subsequent to the effective date of this Order, however, shall preclude, or require any material revision of, the type of use or amount of floor area as set forth in the Conceptual Plan.
- C. The Project is approved for a total maximum floor area of 1,253,000 square feet, comprised of a maximum 1,103,000 square feet of office use and a maximum 150,000 square feet of retail commercial use. The permitted maximum floor area is to be approved subject to the FAR and phasing limitations set forth below:

1. The maximum permitted floor area by category of use shall be approved only to the extent that such floor areas are consistent with the following FAR's and at no time during the approval of individual final site plans shall the cumulative FAR exceed those set forth below:

Retail Commercial - maximum FAR of 0.25

Low-Rise Office (3 stories or less) - maximum FAR of 0.30

Mid-Rise Office (4 through 8 stories) - maximum FAR of 0.40

2. The Project will be phased according to the following:

Phase	Maximum Floor Area - In Sq. Ft.		
	Retail Commercial	Office	Total
Phase I	150,000	480,000	630,000
Phase II (Phase I and II cumulative)	---- (150,000)	323,000 (803,000)	323,000 (953,000)
Phase III (Phase I, II and III cumulative)	---- (150,000)	300,000 (1,103,000)	300,000 (1,253,000)
<u>Total</u>	<u>150,000</u>	<u>1,103,000</u>	<u>1,253,000</u>

D. The Developer agrees to acquire land, or to pay the City for land required to be acquired by the City, to provide ingress and egress to the west and to the south of the Project. Specifically, access to the west shall interconnect with the existing easement at the north end of M&B 19-1, 20, 20-1, and 20-1A (Bennigan's, Chi Chi's and Perkin's) to the U.S. 19 frontage road and through the Bennigan's site to the existing traffic light at State Road 60. Access shall be provided to the south through M&B 21, 21-1, and 22-1 (McMullen Property) to State Road 60, with the exact location to be determined at time of preliminary site plan approval for Phase I. Said ingress and egress shall

be secured by fee simple acquisition, right-of-way easement, or other appropriate mechanism by either the Developer or the City. If acquisition cannot be accomplished by the Developer on terms acceptable to the Developer, then upon written request of the Developer, the City agrees to the utilization of its eminent domain powers under Chapter 73, Florida Statutes to acquire such right-of-way. The City agrees to exercise such eminent domain powers solely under Chapter 73, Florida Statutes, if necessary, within twelve (12) months after the effective date of this Order, consistent with the applicable provisions of law, in recognition that it is in the public interest that such ingress and egress be obtained. In the event that the City so exercises its power of eminent domain to acquire rights in any of the above referenced property for ingress and egress, the Developer shall compensate the City in the amount of the condemnation judgment; except where such judgment exceeds the appraised value or average of appraised values entered into evidence in the condemnation proceeding by the City, the City and the Developer shall, subject to the mutual consent of the City and the Developer as to the reasonableness of the judgment, share equally (50 percent each) the amount of the judgment awarded in excess of such appraised value or average values. The cost of constructing such connections to the adjoining property to the west and to State Road 60 to the south, in addition to any other contributions for on-site or off-site road improvements, will be the responsibility of the Developer according to a schedule to be established with the preliminary site plan approval of Phase I.

E. The Developer shall contribute to the City a sum of money to defray, in full or in part, the cost of road and related traffic improvements necessary reasonably to accommodate the additional traffic expected to be generated by Park Place. The amount of money shall be consistent with the Project's proportionate share of those improvements set forth in Exhibit "E", attached hereto and by reference made a part hereof. In no event shall this sum be less than the amount shown below applicable to each phase. Payment of the listed principal amounts, plus interest, are to be made concurrently with certification of the initial final site plan for each of the following phases of Park Place in accordance with the following schedule:

Phase I: \$247,383

Phase II: \$222,451

Phase III: \$160,942

Interest on the principal sum for each phase shall accrue from the effective date of this Order and the interest shall be computed at a rate of ten (10) percent per annum beginning with the effective date of this Order. In lieu of phased payments, the Developer may make a single payment of \$646,303 to the City prior to certification of any final site plan for Phase I. Said payment is calculated to be adequate to address the future cost, including inflation, of road improvements, in recognition of the investment income which will accrue to the City prior to utilization of these funds. Payments of the foregoing monies shall constitute the final and complete payment by the Developer for any and all off-site transportation improvements related to the Project.

F. Roadway improvement funds contributed under subsection 4. E. above shall be placed in a trust fund administered by the City for the benefit of its citizens and the Developer to provide solely for the following transportation system improvements, committed hereby to be constructed by the City unless constructed by another government entity consistent with the phasing of Park Place as noted below:

1. Phase I - (a) At the S.R. 60/Clearwater Mall Drive II intersection, construct two eastbound to northbound exclusive left turn lanes.
(b) Install or renovate, as appropriate, traffic signals at the south project entrance and S.R. 60, and at Hampton Road at S.R. 60.
(c) Construct an exclusive left turn lane on S.R. 60 approach and an additional through lane in each direction on S.R. 60 at the S.R. 60/Hampton Road intersection, with the through lanes to continue to the next intersection or some logical terminus in accordance with proper design practice.
2. Phase II - (a) Extend and widen Drew Street as a four-lane divided link (4 through lanes and turn lanes as are appropriate) between U.S. 19 and McMullen-Booth Road.

3. Phase III-(a) Installation and/or relocation of additional traffic signals in the project area at Drew Street and the north project entrance, Drew Street and Hampton Road, the two south project entrances and State Road 60, and State Road 60 and Hampton Road; in phases as is appropriate but in their entirety by Phase III.

(b) Expansion of Hampton Road to a two-lane divided link (2 through lanes with turning lanes as appropriate) from State Road 60 to Drew Street in phases related to points of access on Hampton Road, but in its entirety by Phase III.

The City agrees to initiate the road and related improvements identified above prior to completion of the phase to which they relate; except that the City commits that the improvements identified under subsection 4.F.1.(a) will be let for bid no later than twelve (12) months from the effective date of this Order with a scheduled construction completion date no later than twenty-four (24) months from the effective date of this Order. The City's agreement to the timely initiation and completion of those projects identified in subsections 4.F.1. through 3. above is subject only to the requisite authorization of the governing jurisdiction and any other factors which are not within the City's control.

G. In consideration of the sum(s) of money contributed by the Developer for the road improvements outlined under Section 4. F., the needs of the public transportation system and the funding constraints of the State and Pinellas County, the City agrees to assist in the furtherance of other necessary transportation system improvements consistent with jurisdictional authority and available funding to achieve implementation of the following, according to the priorities, correlation between improvements and timing determined most advantageous and workable:

1. Phase I - During Phase I and ongoing for the duration of the Project, commitment to:

(a) Secure dedication of right-of-way easements at time of annexation, site plan, subdivision plat or other relevant approvals, for thoroughfare system improvements, consistent with applicable State, County and City roadway design standards.

2. Phase II -Prior to the initiation of Phase II, commitment to:

(a) Convert the existing exclusive right turn lanes into combination through and right turn lanes on U.S. 19 at the intersection with Northeast Coachman Road, with the new through lanes on U.S. 19 to continue to the next intersection, or some logical terminus in accordance with proper design practice.

- (b) Construct additional through lanes on U.S. 19, and convert the existing exclusive right turn lanes into combination through and right turn lanes on Sunset Point Road at the U.S. 19/Sunset Point Road intersection, with the new through lanes to be continued to the next intersection or some logical terminus in accordance with proper design practice.
- (c) Construct an exclusive right turn lane on both U.S. 19 approaches at the U.S. 19/Northeast Coachman Road intersection. On the eastbound Northeast Coachman approach, add a through lane and convert the exclusive right turn lane into a combination through and right turn lane. On the westbound Northeast Coachman approach, one existing exclusive left turn lane will be deleted, and the exclusive right turn lane will be converted to a combination through and right turn lane. The additional through lanes on Northeast Coachman Road shall continue to the next intersection or some logical terminus in accordance with proper design practice.
- (d) Construct a grade separated interchange at the U.S. 19/Drew Street intersection.

- (e) Construct one additional exclusive left turn lane in the eastbound and westbound direction at the U.S. 19/S.R. 60 intersection.
- (f) Construct an eastbound to southbound exclusive right turn lane at the U.S. 19/Belleair Road intersection.
- (g) Construct an additional eastbound to northbound exclusive left turn at the Belcher Road/Sunset Point Road intersection. Construct a through lane on the northbound Belcher Road approach and on the eastbound Sunset Point Road approach. Convert the existing exclusive right turn lanes into a combination through and right turn lane on both Sunset Point Road approaches and on the southbound Belcher Road approach. The through lanes shall continue to the next intersection or some logical terminus in accordance with proper design practice.

3.Phase III -Prior to the initiation of Phase III, commitment to:

- (a) Construct a grade separated interchange at the U.S. 19/Sunset Point intersection.
- (b) Construct a grade separated interchange at the U.S. 19/Northeast Coachman Road intersection.

- (c) Convert the exclusive right turn lanes into a combination through and right turn lane in each direction at the U.S. 19/Belleair Road intersection, with the through lanes to continue to the next intersection or some logical terminus in accordance with proper design practice.
- (d) Construct exclusive right turn lanes on all approaches except for the eastbound Sunset Point Road approach, and construct additional through lanes in each direction on Sunset Point Road at the Belcher Road/Sunset Point intersection, with the through lanes to continue to the next intersection or some logical terminus in accordance with proper design practice.
- (e) Construct an additional through lane and additional exclusive left and right turn lanes on all approaches, with the through lanes to be continued to the next intersection or some logical terminus in accordance with proper design practice at the Belcher Road/S.R. 60 intersection.
- (f) Construct an exclusive right turn lane on the westbound Sunset Point Road approach at the Sunset Point Road/Old Coachman Road intersection.

Based in part on the biennial traffic monitoring report prepared by the Developer and on the criteria and procedure set forth in subsection 5-C. of this Order, the City reserves the right to determine whether preliminary site plan approval for subsequent phases of Park Place shall be approved, withheld or delayed provided however, that if the standard established in subsection 5.C.(2) of this Order is met, then the Developer shall be entitled to proceed with the next phase of the project according to the otherwise applicable provisions of this Order.

- H. The City further agrees to the following:
1. In the interest of recognizing the commitments toward road improvements made by the Developer and to provide for the treatment of other developments in a comparable fashion, the City will review and evaluate potential appropriate legislation dealing with local transportation impact fees;
 2. The City will cooperate with and expedite, where possible, the design of all FDOT improvements which are necessitated in part by Park Place, in particular the U.S. 19/Drew Street grade-separated interchange;
 3. The City will support as a high priority the early scheduling and construction of a grade-separated U.S. 19/Drew Street interchange; and
 4. The City will review and recommend as is appropriate the redesignation of the U.S. 19/S.R. 60 area, including Park Place, as a regional activity center under the TBRPC Regional Plan.

- I. The developer shall, during construction of Phase I of the Project, prepare a Transportation System Management (TSM) Plan, which shall be submitted for approval coincident with the submittal of the preliminary site plan for Phase II of Park Place. The TSM Plan shall be submitted to the City, the TBRPC, the Pinellas County MPO, FDOT and the Pinellas Suncoast Transit Authority, as appropriate. The plan of TSM measures as approved by the City shall be instituted during Phase II of the Project and implemented for the duration of the life of the Project, according to the following:
 1. Assure implementation, by a responsible entity, of Park Place worker flex time of sufficient magnitude to divert 11.9 percent of total peak hour vehicle trips projected in the ADA away from the peak hour traffic. Measures to achieve this diversion may include transit incentives and/or lease agreement stipulations, and others as appropriate.
 2. Assure implementation, by a responsible entity, of a TSM program of Park Place worker ride-sharing, of sufficient magnitude to divert 2.8 percent of total peak hour vehicle trips projected in the ADA away from the peak hour traffic. Incentive measures to achieve this diversion may include preferential parking, and/or coordinating service, as appropriate.
 3. Assure implementation of a bus incentive program in cooperation with the Pinellas Suncoast Transit Authority that will result in provision of sufficient transit service facilities and ridership to assure a diversion of 5.6 percent of total peak hour vehicle trips

as projected in the ADA away from the peak hour traffic. Measures to achieve this diversion may include adequate headways, bus stops and shelters, employee bus passes, and developer subsidies, as appropriate.

4. Assure implementation of express bus service of sufficient magnitude to effect a diversion of 1.8 percent of the total peak hour vehicle trips away from the peak traffic hour, provided, however, implementation of express bus service shall not be required until final site plan approval is requested for the initial portion of Phase III of Park Place. Measures to achieve this diversion shall include adequate headways, bus stops and shelters, employee bus passes, developer subsidies of park and ride lots and capital improvements, as appropriate.
5. Actual experience in implementation of the TSM Plan may indicate that the individual rates of reduction vary from those described above. Any such variances shall be considered consistent with this Order, provided that the overall cumulative reduction in vehicle trips is at least 20.3 percent by the end of Phase II and 22.3 percent in Phase III.
6. Monitoring of the effectiveness of TSM programs shall be conducted biennially starting with submission of a report concurrent with the first annual report following preliminary site plan approval for Phase II. The monitoring methodology shall be based on generally accepted traffic engineering practice reasonably acceptable to the City. If monitoring indicates that target reduction levels are not

being achieved, the City may withhold authorization of final site plan approvals requested subsequent to submission of the TSM report for Phase II and preliminary or final site plan approval for Phase III, until acceptable mitigation methods are implemented. The City has the right at its expense to require verification from a source other than Developer's consultant, of methods as may be appropriate to assure that an accurate representation of TSM effectiveness has been submitted and may hold a public hearing consistent with the provisions of subsection 5.C. of this Order prior to final site plan approvals requested subsequent to submission of the TSM report for Phase II or prior to preliminary site plan approval for Phase III to evaluate the TSM Plan and performance thereunder.

- J. The Developer shall be responsible for all improvements made on the Park Place site, and for construction and maintenance of all open space, drainage retention, street medians, street lighting (including the cost of supplying electricity thereto), and access drives and roadways to and through the Project, including access drives across designated land or easements yet to be acquired. The Developer shall be responsible for proper maintenance of all on-site development approved consistent with the Conceptual Plan included as Exhibit "D". The foregoing, however, shall not

preclude the Developer from offering, and the City from accepting, dedication of any street proposed to be a public street, in which case the City will assume responsibility for maintaining said public street consistent with the provisions set forth in Exhibit "B".

- K. Wetlands on the site, designated as Aquatic Lands (AL) by the City and as identified in the ADA, shall remain undisturbed by development activities, except as approved by the City consistent with provisions of the AL zoning district and City drainage and retention policies.
- L. The following measures to control water quality and erosion referenced in the ADA, shall be implemented to the satisfaction of the City consistent with established policy including controlled phasing so that large areas are not left exposed for long periods of time, minimal grading, maximum use of existing vegetation, seeding, mulching, sodding and safe disposal of runoff.
- M. The Developer shall institute a program to be developed in conjunction with the City to monitor the on-site water quality in the project drainage system, so that a determination by the City of this project's impact on nearby receiving waters can be made and adjusted as may be required.
- N. Paved parking surfaces shall be cleaned/vacuumed periodically as part of a water quality maintenance program designed to be consistent with the Source Control Practice section (page 6-10) of the TBRPC approved Stormwater and Lake Systems Maintenance and Design Guidelines. The entity responsible for implementation shall be subject to reasonable approval by the City.

- O. All drainage plans shall be prepared in accordance with the TBRPC approved Stormwater and Lake Systems Maintenance and Design Guidelines and shall be submitted to the City and the TBRPC for review prior to any final site plan approval. All drainage plans will be subject to City approval consistent with City requirements therefor at time of final site plan approval.
- P. The final drainage system shall include the following recommendations of the Florida Game and Fresh Water Fish Commission:
1. A stormwater management system with shallow detention ponds with wide, gently sloping littoral zones (1V:6H vertical:horizontal minimum);
 2. Revegetation of constructed littoral zones with native wetland species;
 3. Routing stormwater, whenever practical, via open vegetated swales as opposed to pipes and culverts.
- Q. Bicycle and pedestrian pathways shall be incorporated into the development as measures to decrease vehicular pollution/emissions, as referenced in the ADA, and shall be a condition of approval of site plans within Park Place.
- R. Appropriate corrective measures shall be taken to mitigate soil limitations and additional soils testing as is required to accommodate final building construction design as required by the City.

- S. The Developer shall phase construction so that trees with active osprey nests shall remain in place through the nesting season. If an active nest is removed, with approval of the Florida Game and Fresh Water Fish Commission, it shall be replaced with a suitable nest stand.
- T. A capture-release program be established for any Gopher Tortoise, Florida Mouse and Eastern Indigo Snake observed on-site during construction, as referenced in the ADA. The release site shall be determined in cooperation with the Florida Game and Fresh Water Fish Commission.
- U. Any historical or archaeological resources discovered during construction will be reported to the Florida Division of Archives, History and Records Management and that the disposition of such resources be determined in cooperation with the Division of Archives and the local government with jurisdiction, as referenced in the ADA.
- V. Site plans shall include provision for preservation and transplanting of as many tree clusters or individual trees as is feasible and tree preservation measures shall be included as a consideration in site plan approval.
- W. The Developer shall encourage that energy conservation measures such as building orientation and shading, overhangs, sun angles, and use of renewable energy sources, be incorporated into the Park Place development. The extent to which cost-effective energy conservation measures are included shall be a consideration in site plan approval.
- X. The Developer, its successors or assigns, shall be the entity responsible for maintenance of on-site wells.

- Y. The City alone, and where appropriate in conjunction with Pinellas County, shall provide fire, police, EMS, sewerage, refuse disposal, potable water, and other general government services to Park Place.

Section 5. Administration - That the following procedures and requirement will apply to the on-going administration of this Development Order:

- A. The Developer shall submit an annual report on the DRI to the City, the TBRPC, the Southwest Florida Water Management District, and the State Land Planning Agency 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 Order are satisfied or same has expired by its term, whichever is earlier. Such report shall be submitted for review by the City Commission to insure compliance with the terms and conditions of this Order. The Developer shall be notified of any City Commission hearing wherein such report is to be reviewed, provided, however, that receipt and review by the City Commission shall not be considered a substitute or a waiver of any terms or conditions of the Development Order. Each report shall contain:
1. A description of all development activity conducted pursuant to this Order during the year immediately preceding the submission of the annual report;
 2. A description of all development activities proposed to be conducted under the terms of this Order for the year immediately subsequent to the submission of the annual report;

3. A statement listing anticipated applications for development approvals or permits required pursuant to applicable 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 assignee or successor in interest to the Developer in its capacity as developer of Park Place or any portion thereof; and
5. A statement that all persons have received copies of the annual report, as required under Section 380.06(16), Florida Statutes (1981).

It is the intent of this requirement that the submittal of the annual report shall be in addition to and not in lieu of any submittal requirements for an annual report as promulgated by the State Land Planning Agency.

- B. Further review pursuant to Chapter 380, Florida Statutes may be required if a substantial deviation, as defined in Chapter 380, Florida Statutes, occurs. The Developer shall be given due notice of, and an opportunity to be heard at, any hearing to determine whether a proposed change to the development is a substantial deviation. Substantial deviation may occur by failure to comply with the conditions of this Order, other than a failure by the City, failure to follow the plans and specifications submitted in the ADA and supplementary information, or by activities which are not commenced, other than by the City, until after the expiration of the period of effectiveness of this Order.

C. Approval of preliminary site plans for Phases II and III of Park Place shall comply with the following provisions, which shall be instituted in addition to the otherwise applicable procedures contained in the City Code of Ordinances and this Order.

1. At the time of submittal of preliminary site plans for Phases II and III, the City shall evaluate the status of improvements and commitments to improve the transportation system in the project area. Said evaluation shall be based on the road improvements outlined in Exhibit "F", attached hereto and by reference made a part hereof, which summarizes the findings and recommendations of the TBRPC. Each transportation improvement included in these findings and recommendations has been assigned a point value equal to the percentage of peak hour traffic which was expected to be generated by Park Place. Points shall be granted, in the amounts indicated, for construction or commitments to fund improvements consistent with the phasing recommended by TBRPC. Exhibit "F" of this Ordinance provides a detailed summary of improvements and point totals.
2. Traffic impacts of Park Place shall be considered acceptable when construction or funding commitments generate a point total equal to seventy-five (75) percent of the total number of points for the corresponding phase, provided however, that the total possible number of points for any phase is inclusive of any carried-over for uncommitted projects not accomplished in prior phases. Additional points may be applied to the score if the effectiveness

of TSM measures exceeds the levels indicated in Section 4.1.5. of this Ordinance, as determined by monitoring reports provided by the Developer. Additional points for transit effectiveness, if earned, will be added at the rate of five (5) points per one (1) percent increase in overall transit effectiveness. The addition of any points accruing from transit effectiveness shall constitute a bonus and be added only to the point score otherwise granted by a tally of transportation improvements or commitments and shall not be reflected in the sum of total possible points. For purposes of point calculation, those projects which have benefitted from a contribution by the Developer, as set forth in Exhibit "E" shall be considered to be committed. Further, it is acknowledged that the list of projects included as Exhibit "F" shall be amended under the following conditions:

- (a) If the TBRPC amends its rule governing recommendations for transportation impact mitigation responsibilities in such a manner as to increase the threshold, which is currently set at five (5) percent of road or intersection capacity based on peak hour LOS D, those locations at which Park Place no longer contributes in excess of the adjusted threshold and for which no funding commitment has been made may be deleted from the listing included as Exhibit "F", and the possible point total for the phase indicated shall be reduced accordingly.

(b) Regardless of whether the TBRPC threshold is revised or amended subsequent to the issuance of this Order, the projects included in Exhibit "F" may remain eligible for credit toward the possible point total if a funding commitment has been made to the project.

3. If it is determined according to the point schedule set forth in subsection 5.C.2. above that the traffic impacts of Park Place are acceptable, approval of the preliminary site plan shall be as otherwise provided by the City Code of Ordinances and this Order.

4. If the traffic improvements fail to meet the standards set forth in subsection 5.C.2., the City shall hold a public hearing to consider mitigation methods and conditions for the approval of subsequent phase(s). Prior notice of said public hearing shall be provided to the Developer, his successors or assigns, the State Land Planning Agency, the TBRPC and the Metropolitan Planning Organization, all of whom shall have an opportunity to provide evidence. The City Commission in making its evaluation at any such public hearing shall consider the following types of information:

- (a) The schedule and timing of Project construction to date;
- (b) Other development in the vicinity of the Project area;
- (c) Road improvements completed to date and those future improvements scheduled and anticipated to be scheduled;

- (d) Funding opportunities and constraints of the respective State, County and City jurisdictions;
- (e) The extent and effectiveness of TSM measures implemented according to the TSM Plan;
- (f) The current applicable formula and criteria established by the TBRPC for review of DRI's; ;
- (g) Actual versus projected growth rates of background traffic;
- (h) Ability of the City, the Developer or other responsible entity to undertake or contribute toward necessary improvements; and
- (i) The extent to which traffic generated by Park Place is expected to cause deterioration of traffic conditions.

Upon consideration of the information and testimony received at public hearing, the City Commission shall approve, approve with conditions, or deny preliminary site plan approval for Phase II and Phase III respectively. The determination with respect to transportation impacts shall be made based upon the above-identified factors and the findings of fact that necessary improvements have been or will be committed to. The City shall neither unreasonably withhold approval nor have any obligation to grant approval as a result of the previous phases of the Development.

D. The definitions contained in Chapter 380, Florida Statutes (1981), shall control the interpretation and construction of any terms of this Order. As used herein the term "commitment" or "funding commitment" shall mean the inclusion of the improvement in any governmental

agency's capital improvement program, including but not limited to the FDOT Five Year Work Program and the Pinellas County MPO Transportation Improvement Program or a written representation by the Developer acknowledging its assumption of the responsibility for funding and constructing the improvement.

- E. This Order shall remain in effect for a period of twenty (20) years from the effective date of this Ordinance; providing however that a preliminary site plan for Phase I is submitted and approved within one (1) year from said effective date and reasonable continuous progress is made toward the completion of this Project during the duration of this Order. If the Project is discontinued for any consecutive period of two (2) years, this Order shall expire and no further development shall occur prior to the reinstatement of this Order by specific action of the City Commission. The Project shall not be deemed to have been discontinued so long as the Developer is actively involved in Project leasing activities, managing the Project, or operating under an approved site plan of the Project. Nothing herein contained shall be construed as requiring that construction activity be engaged in by the Developer within any two (2) year period. Any development activity, wherein plans have been submitted to the City for its review and approval prior to the expiration date of this Order, may be completed, if approved. This Order may be extended by the City upon the finding of just cause. Nothing in this Ordinance shall deny the Developer, its successors or assigns the right to petition for an amendment to this Ordinance, if the review requirements

of the TBRPC are amended significantly in regard to traffic or other regional impacts, if background or site-generated traffic volumes differ significantly from those projected in the ADA, or if there is evidence of other changes in conditions revealed during the monitoring process.

- F. This Order shall be binding upon the Developer, and its assigns, or successors in interest.
- G. Any reference herein to any governmental agencies shall be construed to mean any future instrumentality which may be created or designated as successor in interest to, or which otherwise possesses any of the powers and duties of any referenced governmental agency in existence on the effective date of this Order.
- H. The City Clerk is directed to send copies of this Order, within five (5) days of the effective date of this Ordinance, to the Developer, the DCA and the TBRPC.
- I. The Developer shall record a notice of adoption of this Order as required pursuant to Section 380.06(14)(d), Florida Statutes (1981), and shall furnish the City Clerk a copy of the recorded notice.
- J. This Order shall be deemed rendered upon transmittal of copies hereof to the recipients specified in Chapter 380, Florida Statutes.

Section 6. Plan Conformity - The City does hereby certify that the measures contained in this Ordinance are consistent and in conformance with the City's Comprehensive Plan and individual elements thereof adopted pursuant to the LGCPA and directs that same be forwarded to the LPA for their receipt and appropriate action.

Section 7. Interpretation - Approval of this Order shall be construed to obligate the City to make a good faith effort to undertake the specified improvements and provision of services which would normally accrue to its jurisdiction, and to consider approval of any site plan, building permit or certificate of occupancy for Park Place which is otherwise consistent with the terms of this Order and the otherwise applicable laws, requirements and fees. Completion of scheduled or actual improvements delayed or prevented by extraordinary or unforeseen circumstances outside the City's control shall not be considered a breach of the Order. Acceptance by the City of funding contributions specified in this Order shall not be construed to obligate the City to perform in conflict with or derogation of any applicable provisions of this Order, or in conflict with any such applicable land development and building regulations as may be applicable at such time as plans are submitted for approval during the build-out of Park Place.

Section 8. Repealer - All ordinances or parts of ordinances in conflict herewith are to the extent of such conflict hereby repealed.

Section 9. Separability - Should any part or provision of this Ordinance be declared by a court of competent jurisdiction to be invalid, the same shall not affect the validity of the Ordinance as a whole, or any part thereof other than the part declared to be invalid; provided however that any such finding of invalidity shall automatically authorize the City, the TBRPC, the DCA or the Developer to request a determination under the provisions of Chapter 380, Florida Statutes relative to substantial deviation.

Section 10. Notice - Notice of the proposed enactment of this Ordinance has been properly advertised in a newspaper of general circulation in accordance with Section 166.041, Florida Statutes.

Section 11. Effective Date - The provisions of this Ordinance shall take effect as provided in Chapter 380, Florida Statutes.

PASSED ON FIRST READING August 18, 1983

PASSED ON SECOND AND FINAL
READING AND ADOPTED September 1, 1983
AS AMENDED

/s/ Kathleen F. Kelly
Mayor-Commissioner

Attest:

/s/ Lucille Williams
City Clerk

LIST OF EXHIBITS

- EXHIBIT "A" - Legal Description of Park Place
- EXHIBIT "B" - First Amended and Restated Annexation Agreement
- EXHIBIT "C" - Application for Development Approval, As Amended, and Traffic Supplement
- EXHIBIT "D" - Conceptual Master Plan for Park Place
- EXHIBIT "E" - Road Improvements, to be Wholly or Partially Financed by Park Place
- EXHIBIT "F" - Summary Findings and Recommendation of TBRPC, with Percentages Attributable to Park Place

EXHIBIT "A"

LEGAL DESCRIPTION OF PARK PLACE

Commence at the center of Section 17, Township 29 South, Range 16 East, Pinellas County, Florida and go S 89°46'01" W, 660.00 feet, along the South boundary of the Northwest 1/4 of said Section 17 (the East-West centerline of said Section 17;) thence N 00°19'21" W, 50.00 feet, to a point on the North right-of-way line of Gulf-to-Bay Boulevard - State Road 60 for a POINT OF BEGINNING; thence, following said North right-of-way line, S 89°46'01" W, 58.49 feet; thence N 00°13'59" W, 10.00 feet; thence S 89°46'01" W, 1319.21 feet; thence, leaving said North right-of-way line, N 01°04'04" E, 599.99 feet; thence S 89°46'01" W, 198.43 feet; thence N 00°52'21" E, 554.70 feet; thence S 89°54'49" W, 400.06 feet, to a point on the East right-of-way line of U.S. Highway 19; thence, following said East right-of-way line, N 01°04'04" E, 28.15 feet; thence along a curve to the right that has a radius of 192.00 feet, an arc length of 72.82 feet, a chord length of 72.39 feet, a chord bearing of N 11°56'04" E, thence N 22°47'58" E, 11.93 feet; thence along a curve to the left that has a radius of 238.00 feet, an arc length of 16.13 feet, a chord length of 16.13 feet, a chord bearing of N 20°51'27" E, to a point on the North boundary of the Southwest 1/4 of the Northwest 1/4 of said Section 17; thence, leaving said East right-of-way line of U.S. Highway 19, N 89°54'49" E, 1222.19 feet, along the North boundary of the Southwest 1/4 of the Northwest 1/4 of said Section 17 to the Southwest corner of the Northeast 1/4 of the Northwest 1/4 of said Section 17; thence N 00°22'28" E, 1337.33 feet, along the West boundary of the Northeast 1/4 of the Northwest 1/4 of Section 17 to the Northwest corner of said Northeast 1/4 of the Northwest 1/4; thence S 89°56'11" E, 1312.06 feet, along the North boundary of said Northeast 1/4 of the Northwest 1/4 to a point on the West right-of-way line of Hampton Road - County Road 144; thence S 00°19'21" E, 2337.71 feet, along said West right-of-way line; thence S 89°46'01" W, 627.00 feet; thence S 00°10'21" E, 280.00 feet, to the POINT OF BEGINNING, containing 99.133 acres, more or less.

Subject to easements and rights-of-way of record.

Information taken from survey by Lloveras, Baur & Stevens, Consulting Engineers-Land Surveyors, Clearwater, Florida, February 23, 1982.

FIRST AMENDED AND RESTATED
ANNEXATION AGREEMENT

THIS FIRST AMENDED AND RESTATED ANNEXATION AGREEMENT is made this 9th day of September, 1983, among the CITY OF CLEARWATER, FLORIDA ("City"), MDC ASSOCIATES 81-A, LTD., a Georgia limited partnership, METRO DEVELOPMENT CORPORATION, a Georgia corporation, OR ASSIGNS ("Developer").

W I T N E S S E T H:

WHEREAS, Sidney Colen ("Colen") owns the real property described on Attachment 1. attached hereto ("the Annex Property") and the real property described on Attachment 2. attached hereto (which real property together with the Annex Property is sometimes hereinafter collectively referred to as the "Project Property") which he has agreed under certain circumstances to convey to Developer; and

WHEREAS, Developer wishes for the Annex Property to be annexed into the City provided that the City agrees to certain conditions relative to the Project Property; and

WHEREAS, the City wishes to annex the Annex Property to be annexed into the City provided that the Developer agrees to certain conditions relative to the Project Property; and

WHEREAS, Colen has heretofore filed with the City a Petition for Annexation and Zoning and an Application to Amend Land Use Plan relative to the Annex Property; and

WHEREAS, on August 18, 1982, the City and Developer entered into an Annexation Agreement whereby the Project Property may be annexed into the City, which Annexation Agreement is recorded in O.R. Book 5397, pages 2022 through 2031, inclusive, of the Public Records of Pinellas County, Florida; and

WHEREAS, on July 16, 1982, the Developer filed an Application for Development Approval of a Development of Regional Impact ("DRI") with the City and other appropriate agencies; and

WHEREAS, on October 11, 1982, the Developer filed with the City an Amendment to the Application for Development Approval and submitted copies of the Amendment to all appropriate agencies; and

WHEREAS, the Developer has made substantial changes to the original Conceptual Development Plan (the "Plan"), attached as Exhibit C to the Annexation Agreement; and

WHEREAS, the City and Developer have agreed to other changes in the Annexation Agreement; and

WHEREAS, the parties wish to amend the Annexation Agreement relative to the Project Property;

NOW, THEREFORE, in consideration of the mutual promises herein contained, the parties amend and restate the Annexation Agreement in its entirety as follows:

1. Recitals. The foregoing recitals are true and correct.
2. Annexation. Simultaneously with the approval of this Agreement by the City, the City shall conclude annexation of the Annex Property.
3. Conceptual Development Plan. Immediately following the effectuation of the annexation of the Annexed Property, the City shall issue its Development Order relative to the Project Property. The Conceptual Development Plan attached to the Development Order as Exhibit "D" shows the general parameters for development of the Project Property. Any development of the Project Property by Developer shall be in substantial compliance with these parameters. All site and engineering plans, building plans, DRI Studies, or amendments or addenda thereto, or other similar documents or applications relative thereto, that are submitted by Developer to the City and are consistent with the proposed development as shown on the Plan and as are consistent with the Development Order adopted by the City as Ordinance No. 3205-83 of which this amended agreement is a part, shall be expeditiously processed by the City.

4. Parkland Dedication. The City's parkland dedication requirement shall be satisfied in full upon the payment by the Developer to an independent trustee designated by the City of the sum of \$600,000.00, such payment to be made within five (5) days following the effective date of the Development Order. This sum shall be invested in an interest bearing account as directed by the City with the interest to accrue to the benefit of the City. The developer shall exercise its best efforts for a period of twelve (12) months from the effective date of the Development Order, to locate and acquire, upon terms mutually acceptable to the Developer and the City, a recreational facility acceptable to the City in the City's sole discretion. In the event that Developer is successful in contracting for the acquisition of such a facility, then the City shall authorize the trustee to disburse so much of the funds held by it as may be necessary to close the acquisition contracted for by the Developer for conveyance to the City. The balance of the funds held by the trustee, if any, shall be paid over to the City. The City may, in its sole discretion, choose to assume any mortgages that may encumber such a facility, or contribute toward the purchase price of such a facility, or both.

At any time prior to the Developer contracting for acquisition of such a facility upon written notification by the City to the Developer and the trustee, the trustee shall promptly pay over to the City the funds, including interest, held by it.

Upon the earlier of (i) twelve (12) months from the effective date of the Development Order, (ii) the consummation of the acquisition of such a facility or (iii) the payment to the City of the funds held by the trustee, the Developer shall be relieved of any further obligation under this paragraph.

In the event that the Developer is not successful in contracting for the acquisition of an acceptable recreation facility within 12 months, the sum of \$600,000 plus interest shall be paid over by the Trustee to the City. Prior to approval of the preliminary site plans for Phases II and III of Park Place, the City shall prepare a report describing the recreation lands and facilities or open space lands which have been acquired with the funds provided by the Developer, as well as any unexpended balance of the funds or interest that has accrued. In consideration of transportation needs in the Project area, the City Commission may elect to use any unexpended parkland monies to support improvements to the transportation system provided that a minimum of \$240,000 (which equates to four (4) percent of the purchase price of the Project Property) be expended for public parkland/open space purposes.

5. Land Use Designation and Zoning. Upon annexation of the Annex Property into the City, the Land Use Plan designation and Zoning Atlas category for each phase thereof shall be as set forth in the annexation, land use plan and zoning ordinances respectively. The portion of the Project Property already within the City's limits shall continue with the same Land Use Plan designation and Zoning Atlas category as in effect on July 15, 1982. Nothing herein shall preclude the subsequent amendment of the Land Use Plan or Zoning Atlas categories or the applicable requirements thereunder, except that development shall be entitled to proceed in accordance and consistent with the specific authorization of the Development Order and the City Code of Ordinances in effect at the time of application for final site plan approval.

6. Utilities Service.

(a) Sewer. According to Developer's proposed phasing schedule for the proposed development, average daily sewer service requirements, by Phase and cumulatively, will be as follows:

<u>PHASE</u>	<u>RETAIL (MGD)</u>	<u>OFFICE (MGD)</u>	<u>TOTAL (MGD)</u>
I	.023	.037	.060
II	0	.024	.024
III	<u>0</u>	<u>.022</u>	<u>.022</u>
TOTAL	.023	.083	.106

Because of the magnitude of the proposed development and the length of the term over which it will be in process, City and Developer recognize the need for maximum certainty regarding the availability of sewer service for the proposed development. The City at its cost shall provide sewer service along U.S. Highway 19, Gulf-to-Bay Boulevard, Drew Street, and Hampton Avenue adequate and available for use to serve the Project Property.

(b) Water. Water service is available to the Project Property from water lines along U.S. Highway 19, Gulf-to-Bay Boulevard, Drew Street, and Hampton Avenue. The projections of average daily water demand, by Phase and cumulatively, based on the Developer's proposed phasing schedule for the project are as follows:

<u>PHASE</u>	<u>RETAIL (MGD)</u>	<u>OFFICE (MGD)</u>	<u>TOTAL (MGD)</u>
I	.023	.037	.060
II	0	.024	.024
III	<u>0</u>	<u>.022</u>	<u>.022</u>
TOTAL	.023	.083	.106

The sizes of the water lines presently in place are sufficient to service the above described estimated water needs of the proposed project.

(c) Natural Gas. The City shall at its expense install a natural gas distribution system serving the Project Property where such installation expense can be recovered within a reasonable time based upon projected revenues to be generated by such system. Where gas mains are not located within dedicated rights-of-way or easements, easements shall be provided by Developer for said mains at no expense to City.

7. Roads and Signs. If Developer constructs roads on the Project Property in general conformance with the design shown on Exhibit "D" of the Development Order and in locations and to specifications acceptable to the City, then City shall accept any such road dedicated by Developer to the public or the City. Developer agrees that if such roads are dedicated, it will agree to maintain all median areas and shall provide reasonable liability insurance to City with respect to such medians. City recognizes the unique nature of the proposed development and agrees that business identification signs otherwise consistent with City sign regulations and subject to site plan review requirements, including sign size, design, and location, may be placed and maintained within publicly dedicated right-of-way so long as no danger to vehicular or pedestrian traffic is imposed thereby.

8. Access Easement. Upon annexation of the Annex Property, the City shall by separate instrument reasonably satisfactory to Developer, grant to Developer, its successors, assigns, guests and invitees, a right-of-way easement in a location and of a design reasonably acceptable to City for ingress, egress, and utilities over and under the real property described on Attachment 3. attached hereto. The term of such easement shall be the maximum permitted by law. The relocation and adjustment of existing facilities within said easement shall be at Developer's expense.

9. Access to Out Parcels. The City agrees not to prevent the right of ingress and egress to the out parcels fronting on State Road 60 provided that a maximum of two (2) points of ingress and egress to State Road 60 shall be permitted east of the main project entryway and a maximum of two (2) points of ingress and egress to State Road 60 shall be permitted west of the main project entry.

10. Development of Regional Impact. Development of the Project Property constitutes a DRI as defined in Florida Statutes, Chapter 380. The City agrees that compliance by the Developer with the provisions of Chapter 380 is in addition to and complimentary to the initial Community Impact Statement ("CIS") prepared for the Project Property by the Developer. The DRI process, constituting a more comprehensive and complete evaluation of project impacts, supplants and supersedes the CIS wherever the two may be inconsistent and precludes the necessity of submitting any additional CIS for each phase or tract of the project.

11. Remedies. The parties recognize that damages for a breach by either party of the terms of this Agreement or the Development Order may be difficult or impossible to ascertain. The parties further recognize that there may be no adequate remedy at law for any such breach. Accordingly, the parties agree that either mandamus, specific performance, or injunctive relief (either prohibitory or mandatory, both temporary and permanent) is an appropriate remedy in the event of breach, whether actual or anticipatory, of this Agreement or the Development Order. In the event of any litigation arising out of this Agreement or the Development Order, the prevailing party shall be entitled to recover its costs, including reasonable attorney's fees.

12. Effective Date and Term. This Agreement shall be effective upon its execution by the City and the Developer. This Agreement shall be in effect for twenty (20) years following the effective date of the Development Order.

13. Binding Agreement. This Agreement shall be binding on and inure to the benefit of the parties and their respective successors and assigns.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed the day and year first above written.

CITY OF CLEARWATER, FLORIDA

Attest: Mary Sue Lambie
Deputy City Clerk

By: [Signature]
City Manager

Counter-signature Kathleen F. Kelly
Mayor-Commissioner

Approved as to form and correctness.

[Signature]
City Attorney

"CITY"

Witnesses:

MDC ASSOCIATES 81-A. LTD., a Georgia limited partnership

Jayne E. Gentry
Melissa M. Woods

By: [Signature]
General Partner

"DEVELOPER"

RE31.27

NORTH PARCEL

DESCRIPTION:

Begin at the northwest corner of the N.E. 1/4 of the N.W. 1/4 of Section 17, Township 29 South, Range 16 East, Pinellas County, Florida and go S. 89°-56'-11" E., 1312.06 feet; along the north boundary of said N.E. 1/4 of the N.W. 1/4 of Section 17, to a point on the west right-of-way line of Hampton road - County Road No. 144; thence S. 00°-19'-21" E., 1333.85 feet, along said west right-of-way line to a point on the south boundary of the N.E. 1/4 of the N.W. 1/4 of said Section 17; thence S. 89°-54'-49" W., 1328.31 feet, along the south boundary of the N.E. 1/4 of the N.W. 1/4 of said Section 17; thence N. 00°-22'-28" E., 1337.33 feet, along the west boundary of the N.E. 1/4 of the N.W. 1/4 of said Section 17, to the Point of Beginning. Containing 40.477 acres, more or less.

SOUTH PARCEL

DESCRIPTION:

Commence at the southeast corner of the N.W. 1/4 of Section 17, Township 29 South, Range 16 East, Pinellas County, Florida and go N. 00°-19'-21" W., 330.00 feet, along the east boundary of said N.W. 1/4; thence S. 89°-46'-41" W., 33.00 feet, to a point on the west right-of-way line of Hampton Road-County Road No. 144 for a Point of Beginning; thence S. 89°-46'-01" W., 1998.14 feet, along a line 330.00 feet north of and parallel to the south boundary of said N.W. 1/4 of Section 17; thence N. 01°-04'-04" E., 229.92 feet; thence S. 89°-46'-01" W., 198.43 feet; thence N. 00°-52'-21" E., 554.70 feet; thence S. 89°-84'-49" W., 174.94 feet; thence N. 00°-53'-42" E., 125.02 feet, to a point on the north boundary of the S.W. 1/4 of the N.W. 1/4 of said Section 17; thence N. 89°-54'-49" E., 2349.30 feet, along the north boundaries of the S.W. 1/4 and S.E. 1/4 of said N.W. 1/4 of Section 17, to a point on the west right-of-way line of Hampton Road-County Road No. 144; thence S. 00°-19'-21" E., 1003.86 feet, along said west right-of-way line, to the Point of Beginning. Containing 49.496 acres, more or less.

- ATTACHMENT 1

DESCRIPTION:

Commence at the southeast corner of the N.W. 1/4 of Section 17, Township 29 South, Range 16 East, Pinellas County, Florida and go S. $89^{\circ}-46'-01''$ W., 660.00 feet, along the south boundary of said N.W. 1/4 (centerline of Gulf-to-Bay Boulevard - State Road No. 60); thence N. $00^{\circ}-19'-21''$ W., 50.00 feet, to a point on the north right-of-way line of Gulf-to-Bay Boulevard; for a Point of Beginning; thence, following said north right-of-way line, S. $89^{\circ}-46'-01''$ W., 58.49 feet; thence N. $00^{\circ}-13'-59''$ W., 10.00 feet; thence S. $89^{\circ}-46'-01''$ W., 1319.21 feet; thence, leaving said north right-of-way line, n. $01^{\circ}-04'-04''$ E., 270.07 feet; thence N. $89^{\circ}-46'-01''$ E., 1371.13 feet, along a line 330.00 feet north of and parallel to, the south boundary of said N.W. 1/4 of Section 17; thence S. $00^{\circ}-19'-21''$ E., 280.00 feet, to the Point of Beginning. Containing 8.533 acres, more or less

- ATTACHMENT 2 -

This property is the City well site property fronting on U.S. Highway 19 service road north of State Road 60. An accurate legal description mutually acceptable to City and Developer shall be prepared and substituted for this Attachment 3.

- ATTACHMENT 3 -

EXHIBIT "C"

APPLICATION FOR DEVELOPMENT APPROVAL,
AS AMENDED, AND TRAFFIC SUPPLEMENT



CITY OF CLEARWATER

POST OFFICE BOX 4748

CLEARWATER, FLORIDA 33518

OFFICE OF
PLANNING DEPARTMENT

September 12, 1983

Mr. John DeGrove, Secretary
State of Florida
Dept. of Community Affairs
2571 Executive Center Circle, East
Tallahassee, FL 32301

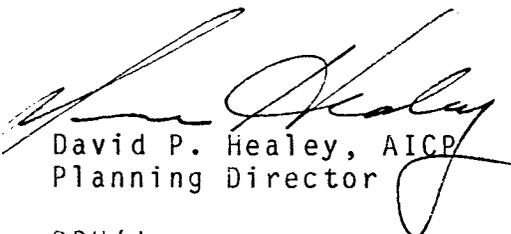
Re: Park Place (Metro Development
Corporation) Development of
Regional Impact

Dear Mr. DeGrove:

Please find enclosed for your information and records one executed copy of the Development Order issued by the City of Clearwater for the above referenced Development of Regional Impact project pursuant to Chapter 380.06, Florida Statutes. Also attached for your information, are the corresponding letters of transmittal forwarding copies to the Tampa Bay Regional Planning Council and the Developer.

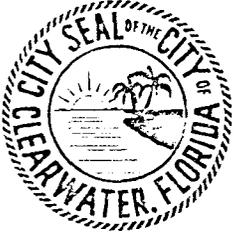
If you have any questions or if any additional information or follow-up is necessary with respect to the filing of the Development Order, please contact me.

Sincerely,


David P. Healey, AICP
Planning Director

DPH/dw
Attachments

cc: Mr. William Ockunzzi, Tampa Bay Regional Planning Council
Mr. Tim Johnson, Metro Development Corporation



CITY OF CLEARWATER

POST OFFICE BOX 4748
CLEARWATER, FLORIDA 33518

OFFICE OF
PLANNING DEPARTMENT

September 12, 1983

Mr. Tim Johnson
Johnson Blakely, Pope,
Bokor & Ruppel, P.A.
911 Chestnut
Clearwater, FL 33516

Re: Park Place (Metro Development
Corporation) Development of
Regional Impact

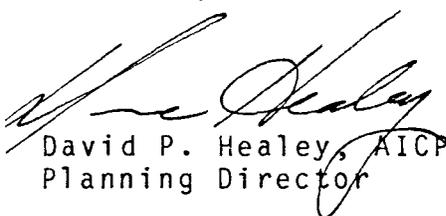
Dear Tim:

Please find enclosed for your information and records, one executed copy of the Development Order issued by the City of Clearwater for the above referenced Development of Regional Impact project pursuant to Chapter 380.06, Florida Statutes. Also attached for your information, are the corresponding letters of transmittal forwarding copies of same to the State of Florida, Department of Community Affairs and the Tampa Bay Regional Planning Council.

It is your responsibility to record a Notice of Adoption of a Development Order in the Circuit Court pursuant to Section 380.06 (c) (5) (d), Florida Statutes. Please provide the City of Clearwater with a copy of that Notice.

If you have any questions or if any additional information or follow-up is necessary with respect to the filing of the Development Order, please contact me.

Sincerely,


David P. Healey, AICP
Planning Director

DPH/dw
Attachments

cc: Mr. John DeGrove, State of Florida, Department of Community Affairs
Mr. William Ockunzzi, Tampa Bay Regional Planning Council

"Equal Employment and Affirmative Action Employer"

ORDINANCE NO. 3287-83

AN ORDINANCE OF THE CITY OF CLEAR WATER, FLORIDA, AMENDING ORDINANCE NO. 3205-83 TO CLARIFY AND REVISE COMMITMENTS RELATIVE TO TRAFFIC IMPROVEMENTS AND TO CLARIFY THE RIGHTS OF THE TAMPA BAY REGIONAL PLANNING COUNCIL TO APPEAL, RENDERING A DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, ON AN APPLICATION FOR DEVELOPMENT APPROVAL FILED BY METRO DEVELOPMENT CORPORATION FOR PARK PLACE, A DEVELOPMENT OF REGIONAL IMPACT; PROVIDING FINDINGS OF FACT; PROVIDING CONCLUSIONS OF LAW; ENUMERATING THE CONDITIONS OF THE DEVELOPMENT ORDER; PROVIDING FOR ADMINISTRATION OF THE DEVELOPMENT ORDER; PROVIDING FOR REPEAL OF ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HERewith TO THE EXTENT OF SUCH CONFLICT; PROVIDING FOR THE SEPARABILITY OF THE PROVISIONS HEREOF; DECLARING THAT A PUBLIC EMERGENCY AFFECTING THE WELFARE OF THE CITIZENS OF THE CITY OF CLEARWATER EXISTS; AND PROVIDING FOR THE EFFECTIVE DATE OF THIS ORDINANCE.

WHEREAS, on September 1, 1983, the City Commission passed on second and final reading and adopted as amended Ordinance No. 3205-83 (a copy of the Ordinance less exhibits is attached hereto as Exhibit AA-1); and

WHEREAS, under the provisions of Section 380.06, Florida Statutes, said Ordinance was deemed rendered on September 13, 1983; and

WHEREAS, the Tampa Bay Regional Planning Council has expressed concerns over certain provisions in said Ordinance; and

WHEREAS, the purpose of this Ordinance is to address the concerns of the Tampa Bay Regional Planning Council by amending Ordinance No. 3205-83; and

WHEREAS, the City Commission has reviewed and considered the testimony and evidence of each party and members of the general public at a duly noticed public hearing; and

WHEREAS, the project encompassed by this amended order will have an ascertainable impact on the economy of the City of Clearwater, increasing its tax base and producing additional jobs; and

WHEREAS, an emergency exists within the City of Clearwater in that it is necessary to implement this order without further delay, thereby promoting the welfare of the citizens of the City of Clearwater;

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COMMISSION OF THE CITY OF CLEARWATER, FLORIDA:

Section 1. The following amendments to Ordinance No. 3205-83 are hereby made:

Section 1. Introduction - No changes.

Section 2. Findings of Fact -

A. Subsection 4. G. is amended to read as follows:

"G. This project will yield substantial negative impacts on the existing road system established and maintained by the City, Pinellas County and the State of Florida; which road system does not at present operate in all cases at a desirable level of service ("LOS").

B. All of subsections 2. H., 2. I., 2. J. and 2. K. on pages 5, 6 and 7 shall be deleted in their entirety. Subsections 2. L., 2. M., 2. N., 2. O. and 2. P. shall be redesignated as subsections 2. H., 2. I., 2. J., 2. K. and 2. L., respectively. In addition, new subsection 2. L. (old subsection 2. P.) is amended to read as follows:

"L. The City has established land development regulations, including zoning, approval of building permits, site plan review and subdivision regulations, and pursuant to these land development regulations, has the necessary and adequate authority to monitor, administer, and enforce the provisions of this Order."

Section 3. Conclusions of Law - No changes.

Section 4. Order -

A. The first line of subsection 4. C. 2 on page 10 is amended to read as follows:

"2. The Project phases shall be defined as follows:"

B. Subsections 4. E, 4. F. and 4. G. on pages 12, 13, 14, 15, 16, 17, 18 and 19 are deleted in their entirety.

C. New subsection 4. E. as set out below is inserted:

"E. Prior to the approval of the initial final site plan for Phase I, funding commitments for construction from the governmental entities responsible for construction of the following transportation improvements shall be made or, in the alternative, the Developer shall assume the financial responsibility for its proportionate share of the cost of

construction of the transportation improvements.

1. At the U. S. 19/S. R. 580 and U. S. 19/Countryside Boulevard intersections construct a grade-separated interchange. This improvement is currently programmed in the Pinellas County MPO Transportation Improvement Program (construction to start in FY 1986-87).
2. At the U. S. 19/Drew Street intersection, reassess the existing green time signal phasing. This reassessment is to be done by the City within the 1983-84 work program of the Traffic Engineering Department of the City.
3. At the U. S. 19/Roosevelt Boulevard intersection, construct a grade-separated interchange. This improvement is currently programmed in the Pinellas County MPO Transportation Improvement Program (construction to start in FY 1985-86).
4. Construct access points to Park Place on Hampton Road as needed. Exclusive turn lanes and a traffic signal(s) may be needed. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4. Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements.
5. At the S. R. 60/Clearwater Mall Drive II intersection construct two eastbound to northbound exclusive left turn lanes. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4. Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements. The City commits that it will let for bid these improvements no later than twelve (12) months from the effective date of this Order with a scheduled construction completion date no

later than twenty-four (24) months from the effective date of this Order.

6. Install or renovate, as appropriate, traffic signals at the south project entrance and S.R. 60 and at Hampton Road and S.R. 60. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements.
7. Construct an exclusive left turn lane on S.R. 60 approach and an additional through lane in each direction on S.R. 60 at its intersection with Hampton Road. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements.
8. Construct additional lanes on State Road 60 from U.S. 19 to McMullen-Booth Road. This improvement is currently programmed in the Florida Department of Transportation Five-Year Work Program with construction scheduled to start in 1986-87.
9. Construct additional lanes on Sunset Point Road from Keene Road to U.S. 19. This improvement is currently programmed in the Pinellas County MPO Transportation Improvement Program with construction scheduled to start in 1986-87.

D. New subsection 4.F. as set out below is inserted.

"F. Prior to the approval of the initial final site plan for Phase II, funding commitments for

construction from the governmental entities responsible for construction of the following transportation improvements shall be made or, in the alternative, the Developer shall assume the financial responsibility for its proportionate share of the construction of the transportation improvements.

1. At the U.S. 19/Drew Street intersection construct a grade-separated interchange. In lieu of the funding commitment or the proportionate share of the construction cost, the following commitments may be made:
 - a. Extend Druid Road between Belcher Road and Edenville Road. The completion of this improvement will provide a parallel reliever access for State Road 60 and Drew Street. The City is committed to this improvement in its 1983-84 work program.
 - b. Extend and widen Drew Street as a four-lane divided link (four through lanes and turn lanes as are appropriate) between U.S. 19 and McMullen-Booth Road. Construction of Drew Street from Hampton Road east to McMullen-Booth Road as a two-lane road is currently programmed in the Pinellas County MPO Transportation Improvement Program with construction scheduled to start in 1983-84. It is acknowledged that the foregoing extension of Drew Street that is programmed by Pinellas County MPO will not satisfy the need for a four-lane divided link between U.S. 19 and McMullen-Booth Road. The City has assumed the responsibility for those

improvements beyond those committed and programmed in the Pinellas County MPO Transportation Improvement Program.

- c. Pursuant to subsection 4.D. the Developer shall be responsible for the cost of the right-of-way and construction of the ingress and egress to and from the south through M&B 21, 21-1 and 22-1. This ingress and egress will be located so as to maximize the use of Druid Road via Sky Harbor Drive and Seville Boulevard (around the perimeter of the Clearwater Mall).
 - d. Prior to the issuance of the first certificate of occupancy for Phase II, the Developer shall provide up to \$125,000 to the Florida Department of Transportation for the construction plans of the U.S. 19/Drew Street grade-separated interchange. These funds shall be provided in order to obtain a commitment for the construction of the U.S. 19/Drew Street grade-separated interchange during Phase III.
2. At the U.S. 19/S.R. 60 intersection, construct an eastbound to southbound exclusive right turn lane and in the eastbound and westbound directions construct one additional exclusive left turn lane. Pursuant to subsection 4.Z., the Developer shall pay its proportionate share of the cost for construction of this improvement.
 3. At the U.S. 19/Belleair Road intersection, construct an eastbound to southbound exclusive right turn lane. Pursuant to

subsection 4.Z., the Developer shall pay its proportionate share of the cost for construction of this improvement.

E. New subsection 4.G. as set out below is inserted.

"G. Prior to the approval of the initial final site plan for Phase III, funding commitments for construction from the governmental entities responsible for construction of the following transportation improvements shall be made or, in the alternative, the Developer shall assume the financial responsibility for its proportionate share of the cost of construction of the transportation improvements.

1. At the U.S. 19/Belleair Road intersection, convert the exclusive right turn lane into a combination through and right turn lane in each direction on U.S. 19, and construct an exclusive eastbound to southbound right turn lane on Belleair Road. The through lanes shall continue to the next intersection or some logical terminus in accordance with proper design practice. Pursuant to subsection 4.Z., the Developer shall pay its proportionate share of the cost for construction of these improvements.
2. At the Belcher Road/Sunset Point intersection, construct exclusive right turn lanes on all approaches, and construct additional through lanes in each direction on Sunset Point Road. The through lanes shall continue to the next intersection or some logical terminus in accordance with proper design practice. Pursuant to subsection 4.Z., the Developer shall pay its proportionate share of the cost for construction of these improvements.

3. At the Belcher Road/S.R. 60 intersection, construct an additional through lane and additional exclusive left and right turn lanes on all approaches. The through lanes shall be continued to the next intersection or some logical terminus in accordance with proper design practice. Pursuant to subsection 4.Z., the Developer shall pay its proportionate share of the cost for construction of these improvements.
4. Construct additional access to Park Place on Hampton Road as needed. Exclusive turn lanes and a traffic signal(s) may be needed. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility for constructing these improvements.
5. On McMullen-Booth Road, construct additional lanes from S.R. 60 to Sunset Point Road as is currently programmed in the Pinellas County MPO Transportation Improvement Program (construction to start in FY 1984-85).
6. Install and/or relocate additional traffic signals in the project area at Drew Street and the north project entrance, Drew Street and Hampton Road, the two south project entrances and State Road 60, and State Road 60 and Hampton Road. These improvements are to be made in phases as is appropriate, but in their entirety by Phase III. The cost of these improvements shall be the sole responsibility of the Developer. Pursuant to subsection 4.Z., the Developer shall pay the total cost of these improvements and the City

shall assume the responsibility for constructing these improvements.

7. Expand Hampton Road to a two-lane divided link (two through lanes with turning lanes as appropriate) from State Road 60 to Drew Street in phases related to points of access on Hampton Road, but in its entirety by Phase III. The cost of this improvement shall be the sole responsibility of the Developer. Pursuant to subsection 4. Z., the Developer shall pay the total cost of these improvements and the City shall assume the responsibility of constructing the improvement.
8. At the U. S. 19/Sunset Point Road and U. S. 19/Coachman Road intersections construct grade separated interchanges, provided, however, such facilities shall not remain a condition of approval if TBRPC's transportation policies are amended or the Developer, at the initiation of Phase III, agrees to prepare and submit traffic condition information documenting that the improvements are no longer necessary to mitigate regional impacts.

F. The second sentence of subsection 4. I. 6. on page 21 is amended to read as follows: "The monitoring methodology shall be based on generally accepted traffic engineering practice reasonably acceptable to the City and consistent with the methodology in the ADA. "

G. New subsection 4. Z. as set out below is inserted.

"Z. Under subsections 4. E., 4. F., and 4. G. the Developer shall contribute to the City its proportionate share of the cost of construction of certain traffic improvements. Concurrently with the certification of the initial final site plan for each phase, the Developer shall pay to the City the following listed principal amounts plus interest for each of the listed phases:

Phase I:	\$247, 383
Phase II:	\$222, 451
Phase III:	\$160, 942

Said payments are calculated to be adequate to cover the Developer's proportionate share of the future cost of the designated road improvements, including inflation.

Interest on the principal

sum for each phase shall accrue from the effective date of this Order and interest shall be computed at a rate of ten (10) percent per annum beginning with the effective date of this Order. Payment of the foregoing monies shall constitute the final and complete payment of the Developer's proportionate share for any and all off-site transportation improvements related to the Project, except as otherwise provided herein. The City agrees that it will utilize all of the funds paid by the Developer pursuant to this subsection for traffic improvements in the Project's impact area with emphasis on those improvements identified by the TBRPC's report.

- H. The original Exhibit "E", which lists the projects wholly or partially funded by the Developer, is deleted in its entirety and is replaced by the new Exhibit "E" attached hereto as Exhibit AA-2.

Section 5. Administration -

- A. Subsection 5.A. on page 26 is amended to read as follows:

"The Developer shall submit an annual report on the DRI to the City, the TBRPC, the Southwest Florida Water Management District, and the State Land Planning Agency 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 Order are satisfied or same has expired by its term, whichever is earlier. Such report shall be submitted for review by the City Commission to insure compliance with the terms and conditions of this Order. The Developer and TBRPC shall be notified of any City Commission meeting wherein such report is to be reviewed, provided, however, that receipt and review by the City Commission

shall not be considered a substitute or a waiver of any terms and conditions of the Development Order. Each report shall contain:"

B. Subsection 5.C on pages 28, 29, 30 and 31 is deleted in its entirety. As a result of deleting subsection 5.C, Exhibit F is also deleted.

C. New subsection 5.C. as set out below is inserted.

"C. Pursuant to the terms and conditions of this Development Order adopted pursuant to Section 380.06, Florida Statutes, the City will issue numerous permits and approvals for the various phases of this Project. It is acknowledged that under Section 380.07, Florida Statutes, the Tampa Bay Regional Planning Council has the right to appeal to the Florida Land and Water Adjudicatory Commission any deviation from or amendment to this Ordinance.

Section 6. Plan Conformity - No changes.

Section 7. Interpretation - Section 7 on page 34 is amended to read as follows:

"Section 7. Interpretation - Completion of scheduled or actual improvements delayed or prevented by extraordinary circumstances outside of the City's control, such as acts of God, shall not be considered a breach of this Order. In the event of any such delay the City shall notify the Developer and TBRPC. Acceptance by the City of funding contributions specified in this Order shall not relieve the Developer of meeting and satisfying the other applicable terms of this Order. Said acceptance by the City shall not preclude the City from amending its land development or building regulations applicable to this Project so long as said amendments are not administered in a manner inconsistent with this Order."

Section 8. Repealer - No changes.

Section 9. Separability - No changes.

Section 10. Notice - No changes.

Section 11. Effective Date - No changes.

Section 2. This ordinance is adopted as an emergency ordinance pursuant to Section 166.041, Florida Statutes, and the Clearwater City Charter.

Section 3. It is hereby found, determined and declared that this ordinance is necessary and needed for the welfare of the citizens and inhabitants of the City of Clearwater, Florida, in that passage of this ordinance is necessary in order to provide implementation of this order without further delay thereby furthering the economic well being of the City of Clearwater and by reason of such fact an emergency is hereby declared; and that this ordinance shall be in full force and effect immediately upon its passage. This ordinance shall automatically expire ninety (90) days from the date of its passage unless the ordinance is submitted during such time for consideration as a non-emergency ordinance.

PASSED ON FIRST READING
AS AMENDED

October 20, 1983

PASSED ON SECOND AND FINAL
READING AND ADOPTED

October 20, 1983

/s/ Kathleen F. Kelly

Mayor-Commissioner

Attest:

/s/ Mary Sue Lamkin

Deputy City Clerk

EXHIBIT "E"

Road Improvements, To Be Wholly Or Partially Financed by Park Place

PHASE	IMPROVEMENT	TOTAL (T) OR PARTIAL (P) FUNDING
I	S.R. 60/Mall Drive, turn lanes	T
I	Traffic Signal, S. project entry	T
I	Traffic Signal, Gulf-to-Bay at Hampton	T
I	Gulf-to-Bay at Hampton, turn lanes	T
II	Extend and widen Drew Street, U.S. 19 to McMullen-Booth Road as provided in subsection 4.F.1.b.	P
II	U.S. 19/S.R. 60, subsection 4.F.2. improvements	P
II	U.S. 19/Belleair Road, subsection 4.F.3., improvements	P
II	Belcher/Sunset Point Road, subsection 4.G.2. improvements	P
III	Widen Hampton, from S.R. 60 to Drew	T
III	Traffic signal, Drew and Hampton	T
III	Belcher Road at S.R. 60, subsection 4.G.3. improvements	P
III	U.S. 19/Belleair Road, subsection 4.G.1., improvements	P

Amount of Park Place Contribution, By Phase:

PHASE I	= \$247,383
PHASE II	= 222,451
PHASE III	= <u>160,942</u>
TOTAL	= <u>\$630,776</u> (plus interest)

ORDINANCE NO. 3205-83

*-Exhibit
AA
to 3207-83
See 3287-83:
Final Version
passed 11-14-83
Commission
of Clearwater
is sending
a copy*

AN ORDINANCE OF THE CITY OF CLEARWATER, FLORIDA, RENDERING A DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, ON AN APPLICATION FOR DEVELOPMENT APPROVAL FILED BY METRO DEVELOPMENT CORPORATION FOR PARK PLACE, A DEVELOPMENT OF REGIONAL IMPACT; PROVIDING FINDINGS OF FACT; PROVIDING CONCLUSIONS OF LAW; ENUMERATING THE CONDITIONS OF THE DEVELOPMENT ORDER; PROVIDING FOR ADMINISTRATION OF THE DEVELOPMENT ORDER; PROVIDING FOR REPEAL OF ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HERewith TO THE EXTENT OF SUCH CONFLICT; PROVIDING FOR THE SEPARABILITY OF THE PROVISIONS HEREOF; PROVIDING FOR PROPER NOTICE OF PROPOSED ENACTMENT; AND PROVIDING FOR THE EFFECTIVE DATE OF THIS ORDINANCE.

WHEREAS, on July 16, 1982, Metro Development Corporation ("Developer") filed an Application for Development Approval of a Development of Regional Impact ("DRI") with the City of Clearwater ("City"), the Tampa Bay Regional Planning Council ("TBRPC"), the Florida Department of Community Affairs ("DCA") and other state, regional and local agencies; pursuant to the provisions of Section 380.06, Florida Statutes (1981); and

WHEREAS, on October 11, 1982, the Developer filed with the City an Amendment to the Application for Development Approval and submitted copies of the Amendment to all appropriate agencies; and

WHEREAS, the Application for Development Approval, as amended ("ADA"), proposes the development of Park Place, a 99 acre planned retail and office complex in the City of Clearwater near the intersection of U.S. Highway 19 and State Road 60 (herein sometimes referred to as "Park Place" or "Project"); and

WHEREAS, the City Commission, as the governing body of the 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 complied with; and

WHEREAS, the City Commission has received and considered the report and recommendation of the TBRPC; and

WHEREAS, the City Commission has on August 18, 1983, held a duly noticed public hearing on the ADA and has heard and considered testimony and documents received thereon; and

WHEREAS, this Development Order, when adopted will constitute a land development regulation applicable to the property; and

WHEREAS, the Local Government Comprehensive Planning Act ("LGCPA") requires that all development regulations and amendments thereto related to an adopted comprehensive plan or element thereof be reviewed by the Local Planning Agency ("LPA") for conformance with plans adopted pursuant to the LGCPA; and

WHEREAS, the Pinellas County Planning Council (PCPC) has been designated the Local Planning Agency for Pinellas County and the PCPC has adopted guidelines with reference to such required referral process; and

WHEREAS, this Ordinance has been referred to and will be duly considered by the PCPC under said process; and

WHEREAS, the City Commission has reviewed and considered the above referenced documents, as well as all related testimony and evidence submitted by each party and members of the general public, now, therefore,

~~WHEREAS, the City Commission has reviewed and considered the above referenced documents, as well as all related testimony and evidence submitted by each party and members of the general public, now, therefore,~~
BE IT ORDAINED BY THE CITY COMMISSION OF THE CITY OF CLEARWATER, FLORIDA:

Section 1. Introduction - That this Ordinance shall constitute the Development Order ("this Order") of the City Commission issued in response to the ADA filed by the Developer for development of Park Place, a development of regional impact. The scope of development to be permitted pursuant to this Order shall be as hereinafter set forth.

Section 2. Findings of Fact - That the City

Commission, having received the above-referenced documents, and having received all related comments, testimony and evidence submitted by each party and members of the general public, finds there is substantial competent evidence to support the following findings of fact:

- A. The Developer proposes the development of Park Place, a 99-acre retail and office complex in the City near the intersection of U.S. Highway 19 and State Road 60.
- B. The real property which is the subject of the ADA (the "real property") is legally described as set forth in Exhibit "A", attached hereto and by reference made a part hereof.
- C. A major portion of the real property was the subject of a request for annexation to the City according to the terms and conditions of an Annexation Agreement approved at public hearing on July 15, 1982, and recorded in O.R. Book 5397, pages 2022 through 2031, inclusive, of the Public Records of Pinellas County, Florida. Said Annexation Agreement is amended and restated in its entirety in the First Amended and Restated Annexation Agreement, as set forth in Exhibit "B", attached hereto and by reference made a part hereof. Said annexation and First Amended and Restated Annexation Agreement are effective immediately prior to the adoption by the City of this Order.
- D. The City Commission in approving the Developer's original Annexation Agreement on July 15, 1982, imposed the following conditions on Park Place, which will be satisfied in the process of site plan approval consistent with this Order:

1. The following maximum floor area ratios ("FAR") be established:
 - (a) Maximum FAR of .25 for retail commercial use.
 - (b) Maximum FAR of .30 for low-rise office use.
 - (c) Maximum FAR of .40 for mid-rise office use.
 2. Conveyance by deed(s) for the following additional rights-of-way:
 - (a) Along the southern boundary of the Project fronting on State Road 60, ten (10) feet of right-of-way, as may be required to establish a full sixty (60) foot one-half right-of-way.
 - (b) Along the northern boundary of the Project fronting on Drew Street, fifty (50) feet of right-of-way, to establish a full fifty (50) foot one-half right-of-way.
- E. The Developer submitted to the City an ADA, supplemental documentation on traffic systems management ("TSM") and a sufficiency response, which are attached hereto as composite Exhibit "C", and by reference made a part hereof.
- F. This Project will yield positive economic impacts to the City and Pinellas County, in the form of construction expenditures, (approximately \$41.1 million), employment opportunities, (approximately 4,000 permanent jobs) and ad valorem taxes, (approximately \$1.3 million annually).
- G. This Project will yield ~~negative~~ negative impacts on the existing road system established and maintained by the City, Pinellas County and the State of Florida; which road system does not at present operate in all cases at a desirable level of service ("LOS").

~~H. The projected impacts of this Project on the existing road system notwithstanding, the following intersections are projected to have the respective LOS at peak hour traffic in 1989 as noted below:~~

- ~~1. U.S. 19/Sunset Point Road - LOS F~~
- ~~2. U.S. 19/N.E. Coachman Rd. - LOS F~~
- ~~3. U.S. 19/Drew St. - LOS F~~
- ~~4. U.S. 19/S.R. 60 - LOS E~~
- ~~5. U.S. 19/Belleair Rd. - LOS E~~

~~6. Belcher Rd./Sunset Point Rd. - LOS F~~

~~I. While the list of recommended road system improvements suggested by the TBRPC includes a grade-separated intersection at U.S. 19/Drew Street, the City finds that neither the City nor the Developer, individually or in combination, has the jurisdiction or financial capability to commit to the funding of a grade-separated intersection at U.S. Highway 19 and Drew Street. The City finds it can and will commit to make every effort to mitigate the Project's impact on the U.S. 19/Drew Street intersection and to encourage the expeditious scheduling and construction of this improvement by the appropriate jurisdiction(s).~~

~~J. Funding commitments have been made by the City, Pinellas County and the State of Florida, respectively for the following transportation system improvements located within the vicinity of and impacted by the Project:~~

- ~~1. Construction of grade separated interchanges at the U.S. 19/SR 580 and U.S. 19/Countryside Boulevard intersections. This improvement is currently programmed in the Pinellas County Metropolitan Planning Organization ("MPO").~~

~~Transportation Improvement Program, with construction scheduled to start in 1986-87, consistent with needs identified as a result of Phase I construction.~~

~~2. Construction of a grade separated interchange at the U.S. 19/Roosevelt Boulevard intersection. This improvement is currently programmed in the Pinellas County MPO Transportation Improvement Program, with construction scheduled to start in 1985-86, consistent with needs identified as a result of Phase I construction.~~

~~3. Reassessment of the existing green time signal phasing and lane assignments at the U.S. 19/Drew Street intersection. This improvement is to be accommodated within the 1983/84 work program of the Traffic Engineering Department of the City, consistent with needs identified as a result of Phase I construction.~~

~~4. Construction of Drew Street from Hampton Road east to McMullen-Booth Road. This improvement is currently programmed in the Pinellas County MPO Transportation Improvement Program with construction scheduled to start in 1983-84, consistent with needs identified as a result of Phase II construction.~~

~~5. Construction of additional lanes on McMullen Booth Road from S.R. 60 to Sunset Point Road. This improvement is currently programmed in the Pinellas County MPO Transportation Improvement Program, with construction scheduled to start in 1984-85, consistent with needs identified as a result of Phase III construction.~~

~~6. Construction of additional lanes on State Road 60 from U.S. 19 to McMullen-Booth Road. This improvement is currently programmed in the Florida Department of Transportation ("FDOT") Five Year Work Program with construction scheduled to start in 1986-87.~~

~~7. Construction of additional lanes on Sunset Point Road from Keene Road to U.S. 19. This improvement is currently programmed in the Pinellas County MPO Transportation Improvements Program with construction scheduled to start in 1986-87.~~

~~8. Completion of Druid Road by the City, between Belcher Road and Edenville Road with construction scheduled to start in 1983-84, consistent with needs identified in the City's Thoroughfare Plan to provide parallel reliever access for State Road 60 and Drew Street.~~

~~K. The City has consistently required the provision of a forty (40) foot right-of-way easement along the U.S. Highway 19 corridor in connection with annexation, site plan and subdivision plat approval, the purpose of such additional right-of-way being to assure the availability of the necessary right-of-way for ultimate improvement of the U.S. Highway 19 corridor consistent with the standards of FDOT.~~

~~L. The Project development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes (1981).~~

~~M. The Project will not unreasonably interfere with the achievement of the objectives of any adopted state land development plan(s) applicable to the area.~~

- ✓ A comprehensive review of the impacts generated by the Project has been conducted by the City and the TBRPC.
- ✓ This Order is consistent with the report and recommendations of the TBRPC.
- ✓ The City has established land development regulations, including zoning, ~~site plan review and~~ site plan review and subdivision regulations and, pursuant to these land development regulations, has the necessary and adequate authority to monitor, administer, and enforce the provisions of this Order.

Section 3. Conclusions of Law - That the City Commission, having made the above findings of fact, reaches the following conclusions of law:

- A. That these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in this proceeding, the Developer is authorized to conduct development as described herein, subject to the review procedures, requirements, conditions, restrictions and limitations set forth herein.
- B. That review by the City reveals that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Order.

Section 4. Order - That, having made the above findings of fact and drawn the above conclusions of law, it is ordered that the ADA is hereby approved, subject to the following review procedures, requirements, conditions, restrictions and limitations:

- A. Development shall be approved consistent with the Conceptual Plan included as Exhibit "D", attached hereto and by reference made a part hereof, and according to the site plan review procedures and criteria, as well as all other applicable

provisions of the City Code of Ordinances. In particular, a preliminary site plan shall be submitted for each phase, and individual final site plans within the respective phases shall be consistent therewith. Development of out-parcels indicated on the Conceptual Plan shall be consistent with said plan and all out-parcel development will be subject to site plan approval procedures and shall be coordinated with the overall Park Place development. Permitted maximum floor areas for Park Place are considered to be inclusive of out-parcels both as to total project floor area and floor area by phase.

- B. All development pursuant to this Order shall be consistent with applicable land development and building regulations, codes, ordinances and policies in effect at the time of application for final site plan approval for the respective components of the Project. No amendment of any such regulation, code, ordinance or policy adopted subsequent to the effective date of this Order, however, shall preclude, or require any material revision of, the type of use or amount of floor area as set forth in the Conceptual Plan.
- C. The Project is approved for a total maximum floor area of 1,253,000 square feet, comprised of a maximum 1,103,000 square feet of office use and a maximum 150,000 square feet of retail commercial use. The permitted maximum floor area is to be approved subject to the FAR and phasing limitations set forth below:

1. The maximum permitted floor area by category of use shall be approved only to the extent that such floor areas are consistent with the following FAR's and at no time during the approval of individual final site plans shall the cumulative FAR exceed those set forth below:

Retail Commercial - maximum FAR of 0.25

Low-Rise Office (3 stories or less) - maximum FAR of 0.30

Mid-Rise Office (4 through 8 stories) - maximum FAR of 0.40

~~2. The Project shall be phased according to the following:~~
 2. The Project will be phased according to the following:
which shall be depicted as follows

Phase	Maximum Floor Area - In Sq. Ft.		
	<u>Retail Commercial</u>	<u>Office</u>	<u>Total</u>
Phase I	150,000	480,000	630,000
Phase II (Phase I and II cumulative)	---- (150,000)	323,000 (803,000)	323,000 (953,000)
Phase III (Phase I, II and III cumulative)	---- (150,000)	300,000 (1,103,000)	300,000 (1,253,000)
<u>Total</u>	<u>150,000</u>	<u>1,103,000</u>	<u>1,253,000</u>

D. The Developer agrees to acquire land, or to pay the City for land required to be acquired by the City, to provide ingress and egress to the west and to the south of the Project. Specifically, access to the west shall interconnect with the existing easement at the north end of M&B 19-1, 20, 20-1, and 20-1A (Bennigan's, Chi Chi's and Perkin's) to the U.S. 19 frontage road and through the Bennigan's site to the existing traffic light at State Road 60. Access shall be provided to the south through M&B 21, 21-1, and 22-1 (McMullen Property) to State Road 60, with the exact location to be determined at time of preliminary site plan approval for Phase I. Said ingress and egress shall

be secured by fee simple acquisition, right-of-way easement, or other appropriate mechanism by either the Developer or the City. If acquisition cannot be accomplished by the Developer on terms acceptable to the Developer, then upon written request of the Developer, the City agrees to the utilization of its eminent domain powers under Chapter 73, Florida Statutes to acquire such right-of-way. The City agrees to exercise such eminent domain powers solely under Chapter 73, Florida Statutes, if necessary, within twelve (12) months after the effective date of this Order, consistent with the applicable provisions of law, in recognition that it is in the public interest that such ingress and egress be obtained. In the event that the City so exercises its power of eminent domain to acquire rights in any of the above referenced property for ingress and egress, the Developer shall compensate the City in the amount of the condemnation judgment; except where such judgment exceeds the appraised value or average of appraised values entered into evidence in the condemnation proceeding by the City, the City and the Developer shall, subject to the mutual consent of the City and the Developer as to the reasonableness of the judgment, share equally (50 percent each) the amount of the judgment awarded in excess of such appraised value or average values. The cost of constructing such connections to the adjoining property to the west and to State Road 60 to the south, in addition to any other contributions for on-site or off-site road improvements, will be the responsibility of the Developer according to a schedule to be established with the preliminary site plan approval of Phase I.

~~E. The Developer shall contribute to the City a sum of money to defray, in full or in part, the cost of road and related traffic improvements necessary reasonably to accommodate the additional traffic expected to be generated by Park Place. The amount of money shall be consistent with the Project's proportionate share of those improvements set forth in Exhibit "E", attached hereto and by reference made a part hereof. In no event shall this sum be less than the amount shown below applicable to each phase. Payment of the listed principal amounts, plus interest, are to be made concurrently with certification of the initial final site plan for each of the following phases of Park Place in accordance with the following schedule:~~

~~Phase I: \$247,383~~

~~Phase II: \$222,451~~

~~Phase III: \$160,242~~

~~Interest on the principal sum for each phase shall accrue from the effective date of this Order and the interest shall be computed at a rate of ten (10) percent per annum beginning with the effective date of this Order. In lieu of phased payments, the Developer may make a single payment of \$646,303 to the City prior to certification of any final site plan for Phase I. Said payment is calculated to be adequate to address the future cost, including inflation, of road improvements, in recognition of the investment income which will accrue to the City prior to utilization of these funds. Payments of the foregoing monies shall constitute the final and complete payment by the Developer for any and all off-site transportation improvements related to the Project.~~

~~F. Roadway improvement funds contributed under~~
subsection 4. E. above shall be placed in a trust fund administered by the City for the benefit of its citizens and the Developer to provide solely for the following transportation system improvements, committed hereby to be constructed by the City unless constructed by another government entity consistent with the phasing of Park Place as noted below:

~~1. Phase I (a) At the S.R. 60/Clearwater Mall~~

Drive II intersection, construct two eastbound to northbound ~~exclusive left turn lanes.~~

~~(b) Install or renovate, as appropriate, traffic signals at the south project entrance and S.R. 60, and at Hampton Road at S.R. 60.~~

~~(c) Construct an exclusive left turn lane on S.R. 60 approach and an additional through lane in each direction on S.R. 60 at the S.R. 60/Hampton Road intersection, with the through lanes to continue to the next intersection or some logical terminus in accordance with proper design practice.~~

~~2. Phase II (a) Extend and widen Drew Street as a four-lane divided link (4 through lanes and turn lanes as are appropriate) between U.S. 19 and McMullen Booth Road.~~

~~3. Phase III - (a) Installation and/or relocation of additional traffic signals in the project area at Drew Street and the north project entrance, Drew Street and Hampton Road, the two south project entrances and State Road 60, and State Road 60 and Hampton Road; in phases as is appropriate but in their entirety by Phase III.~~

~~(b) Expansion of Hampton Road to a two-lane divided link (2 through lanes with turning lanes as appropriate) from State Road 60 to Drew Street in phases related to points of access on Hampton Road, but in its entirety by Phase III.~~

~~The City agrees to initiate the road and related improvements identified above prior to completion of the phase to which they relate; except that the City commits that the improvements identified under subsection 4.F.1.(a) will be let for bid no later than twelve (12) months from the effective date of this Order with a scheduled construction completion date no later than twenty-four (24) months from the effective date of this Order. The City's agreement to the timely initiation and completion of those projects identified in subsections 4.F.1. through 3. above is subject only to the requisite authorization of the governing jurisdiction and any other factors which are not within the City's control.~~

ADD NEW SUBSECTION 4.6. ON PAGES 7, 8 AND 9 OF NEW ORDINANCES

~~6. In consideration of the sum(s) of money contributed by the Developer for the road improvements outlined under Section 4. F., the needs of the public transportation system and the funding constraints of the State and Pinellas County, the City agrees to assist in the furtherance of other necessary transportation system improvements consistent with jurisdictional authority and available funding to achieve implementation of the following, according to the priorities, correlation between improvements and timing determined most advantageous and workable:~~

~~1. Phase I During Phase I and ongoing for the duration of the Project, commitment to:~~

~~(a) Secure dedication of right of way easements at time of annexation, site plan, subdivision plat or other relevant approvals, for thoroughfare system improvements, consistent with applicable State, County and City roadway design standards.~~

~~2. Phase II Prior to the initiation of Phase II, commitment to:~~

~~(a) Convert the existing exclusive right turn lanes into combination through and right turn lanes on U.S. 19 at the intersection with Northeast Coachman Road, with the new through lanes on U.S. 19 to continue to the next intersection, or some logical terminus in accordance with proper design practice.~~

~~(b) Construct additional through lanes on U.S. 19, and convert the existing exclusive right turn lanes into combination through and right turn lanes on Sunset Point Road at the U.S. 19/Sunset Point Road intersection, with the new through lanes to be continued to the next intersection or some logical terminus in accordance with proper design practice.~~

~~(c) Construct an exclusive right turn lane on both U.S. 19 approaches at the U.S. 19/Northeast Coachman Road intersection. On the eastbound Northeast Coachman approach, add a through lane and convert the exclusive right turn lane into a combination through and right turn lane. On the westbound Northeast Coachman approach, one existing exclusive left turn lane will be deleted, and the exclusive right turn lane will be converted to a combination through and right turn lane. The additional through lanes on Northeast Coachman Road shall continue to the next intersection or some logical terminus in accordance with proper design practice.~~

~~(d) Construct a grade separated interchange at the U.S. 19/Drew Street intersection.~~

~~(e) Construct one additional exclusive left turn lane in the eastbound and westbound direction at the U.S. 19/S.R. 60 intersection.~~

~~(f) Construct an eastbound to southbound exclusive right turn lane at the U.S. 19/Belleair Road intersection.~~

~~(g) Construct an additional eastbound to northbound exclusive left turn at the Belcher Road/Sunset Point Road intersection. Construct a through lane on the northbound Belcher Road approach and on the eastbound Sunset Point Road approach. Convert the existing exclusive right turn lanes into a combination through and right turn lane on both Sunset Point Road approaches and on the southbound Belcher Road approach. The through lanes shall continue to the next intersection or some logical terminus in accordance with proper design practice.~~

~~3. Phase III Prior to the initiation of Phase III, commitment to:~~

~~(a) Construct a grade separated interchange at the U.S. 19/Sunset Point intersection.~~

~~(b) Construct a grade separated interchange at the U.S. 19/Northeast Coachman Road intersection.~~

~~(c) Convert the exclusive right turn lanes into a combination through and right turn lane in each direction at the U.S. 19/Belleair Road intersection, with the through lanes to continue to the next intersection or some logical terminus in accordance with proper design practice.~~

~~(d) Construct exclusive right turn lanes on all approaches except for the eastbound Sunset Point Road approach, and construct additional through lanes in each direction on Sunset Point Road at the Belcher Road/Sunset Point intersection, with the through lanes to continue to the next intersection or some logical terminus in accordance with proper design practice.~~

~~(e) Construct an additional through lane and additional exclusive left and right turn lanes on all approaches, with the through lanes to be continued to the next intersection or some logical terminus in accordance with proper design practice at the Belcher Road/S.R. 60 intersection.~~

~~(f) Construct an exclusive right turn lane on the westbound Sunset Point Road approach at the Sunset Point Road/Old Coachman Road intersection.~~

~~Based in part on the biennial traffic monitoring report prepared by the Developer and on the criteria and procedure set forth in subsection 5-C. of this Order, the City reserves the right to determine whether preliminary site plan approval for subsequent phases of Park Place shall be approved, withheld or delayed provided however, that if the standard established in subsection 5.C.(2) of this Order is met, then the Developer shall be entitled to proceed with the next phase of the project according to the otherwise applicable provisions of this Order.~~

- H. The City further agrees to the following:
1. In the interest of recognizing the commitments toward road improvements made by the Developer and to provide for the treatment of other developments in a comparable fashion, the City will review and evaluate potential appropriate legislation dealing with local transportation impact fees;
 2. The City will cooperate with and expedite, where possible, the design of all FDOT improvements which are necessitated in part by Park Place, in particular the U.S. 19/Drew Street grade-separated interchange;
 3. The City will support as a high priority the early scheduling and construction of a grade-separated U.S. 19/Drew Street interchange; and
 4. The City will review and recommend as is appropriate the redesignation of the U.S. 19/S.R. 60 area, including Park Place, as a regional activity center under the TBRPC Regional Plan.

- I. The developer shall, during construction of Phase I of the Project, prepare a Transportation System Management (TSM) Plan, which shall be submitted for approval coincident with the submittal of the preliminary site plan for Phase II of Park Place. The TSM Plan shall be submitted to the City, the TBRPC, the Pinellas County MPO, FDOT and the Pinellas Suncoast Transit Authority, as appropriate. The plan of TSM measures as approved by the City shall be instituted during Phase II of the Project and implemented for the duration of the life of the Project, according to the following:
 1. Assure implementation, by a responsible entity, of Park Place worker flex time of sufficient magnitude to divert 11.9 percent of total peak hour vehicle trips projected in the ADA away from the peak hour traffic. Measures to achieve this diversion may include transit incentives and/or lease agreement stipulations, and others as appropriate.
 2. Assure implementation, by a responsible entity, of a TSM program of Park Place worker ride-sharing, of sufficient magnitude to divert 2.8 percent of total peak hour vehicle trips projected in the ADA away from the peak hour traffic. Incentive measures to achieve this diversion may include preferential parking, and/or coordinating service, as appropriate.
 3. Assure implementation of a bus incentive program in cooperation with the Pinellas Suncoast Transit Authority that will result in provision of sufficient transit service facilities and ridership to assure a diversion of 5.6 percent of total peak hour vehicle trips

as projected in the ADA away from the peak hour traffic. Measures to achieve this diversion may include adequate headways, bus stops and shelters, employee bus passes, and developer subsidies, as appropriate.

4. Assure implementation of express bus service of sufficient magnitude to effect a diversion of 1.8 percent of the total peak hour vehicle trips away from the peak traffic hour, provided, however, implementation of express bus service shall not be required until final site plan approval is requested for the initial portion of Phase III of Park Place. Measures to achieve this diversion shall include adequate headways, bus stops and shelters, employee bus passes, developer subsidies of park and ride lots and capital improvements, as appropriate.
5. Actual experience in implementation of the TSM Plan may indicate that the individual rates of reduction vary from those described above. Any such variances shall be considered consistent with this Order, provided that the overall cumulative reduction in vehicle trips is at least 20.3 percent by the end of Phase II and 22.3 percent in Phase III.
6. Monitoring of the effectiveness of TSM programs shall be conducted biennially starting with submission of a report concurrent with the first annual report following preliminary site plan approval for Phase II. The monitoring methodology shall be based on generally accepted traffic engineering practice reasonably acceptable to the City and consistent with the methodology in the ADA. If monitoring indicates that target reduction levels are not

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being achieved, the City may withhold authorization of final site plan approvals requested subsequent to submission of the TSM report for Phase II and preliminary or final site plan approval for Phase III, until acceptable mitigation methods are implemented. The City has the right at its expense to require verification from a source other than Developer's consultant, of methods as may be appropriate to assure that an accurate representation of TSM effectiveness has been submitted and may hold a public hearing consistent with the provisions of subsection 5.C. of this Order prior to final site plan approvals requested subsequent to submission of the TSM report for Phase II or prior to preliminary site plan approval for Phase III to evaluate the TSM Plan and performance thereunder.

- J. The Developer shall be responsible for all improvements made on the Park Place site, and for construction and maintenance of all open space, drainage retention, street medians, street lighting (including the cost of supplying electricity thereto), and access drives and roadways to and through the Project, including access drives across designated land or easements yet to be acquired. The Developer shall be responsible for proper maintenance of all on-site development approved consistent with the Conceptual Plan included as Exhibit "D". The foregoing, however, shall not

preclude the Developer from offering, and the City from accepting, dedication of any street proposed to be a public street, in which case the City will assume responsibility for maintaining said public street consistent with the provisions set forth in Exhibit "B".

- K. Wetlands on the site, designated as Aquatic Lands (AL) by the City and as identified in the ADA, shall remain undisturbed by development activities, except as approved by the City consistent with provisions of the AL zoning district and City drainage and retention policies.
- L. The following measures to control water quality and erosion referenced in the ADA, shall be implemented to the satisfaction of the City consistent with established policy including controlled phasing so that large areas are not left exposed for long periods of time, minimal grading, maximum use of existing vegetation, seeding, mulching, sodding and safe disposal of runoff.
- M. The Developer shall institute a program to be developed in conjunction with the City to monitor the on-site water quality in the project drainage system, so that a determination by the City of this project's impact on nearby receiving waters can be made and adjusted as may be required.
- N. Paved parking surfaces shall be cleaned/vacuumed periodically as part of a water quality maintenance program designed to be consistent with the Source Control Practice section (page 6-10) of the TBRPC approved Stormwater and Lake Systems Maintenance and Design Guidelines. The entity responsible for implementation shall be subject to reasonable approval by the City.

- O. All drainage plans shall be prepared in accordance with the TBRPC approved Stormwater and Lake Systems Maintenance and Design Guidelines and shall be submitted to the City and the TBRPC for review prior to any final site plan approval. All drainage plans will be subject to City approval consistent with City requirements therefor at time of final site plan approval.
- P. The final drainage system shall include the following recommendations of the Florida Game and Fresh Water Fish Commission:
1. A stormwater management system with shallow detention ponds with wide, gently sloping littoral zones (1V:6H vertical:horizontal minimum);
 2. Revegetation of constructed littoral zones with native wetland species;
 3. Routing stormwater, whenever practical, via open vegetated swales as opposed to pipes and culverts.
- Q. Bicycle and pedestrian pathways shall be incorporated into the development as measures to decrease vehicular pollution/emissions, as referenced in the ADA, and shall be a condition of approval of site plans within Park Place.
- R. Appropriate corrective measures shall be taken to mitigate soil limitations and additional soils testing as is required to accommodate final building construction design as required by the City.

- S. The Developer shall phase construction so that trees with active osprey nests shall remain in place through the nesting season. If an active nest is removed, with approval of the Florida Game and Fresh Water Fish Commission, it shall be replaced with a suitable nest stand.
- T. A capture-release program be established for any Gopher Tortoise, Florida Mouse and Eastern Indigo Snake observed on-site during construction, as referenced in the ADA. The release site shall be determined in cooperation with the Florida Game and Fresh Water Fish Commission.
- U. Any historical or archaeological resources discovered during construction will be reported to the Florida Division of Archives, History and Records Management and that the disposition of such resources be determined in cooperation with the Division of Archives and the local government with jurisdiction, as referenced in the ADA.
- V. Site plans shall include provision for preservation and transplanting of as many tree clusters or individual trees as is feasible and tree preservation measures shall be included as a consideration in site plan approval.
- W. The Developer shall encourage that energy conservation measures such as building orientation and shading, overhangs, sun angles, and use of renewable energy sources, be incorporated into the Park Place development. The extent to which cost-effective energy conservation measures are included shall be a consideration in site plan approval.
- X. The Developer, its successors or assigns, shall be the entity responsible for maintenance of on-site wells.

Y. The City alone, and where appropriate in conjunction with Pinellas County, shall provide fire, police, EMS, sewerage, refuse disposal, potable water, and other general government services to Park Place.

INSERT NEW SUBSECTION 4.2. (ON PAGE 9 AND 10 OF NEW ORDINANCE)

Section 5. Administration - That the following

procedures and requirement will apply to the on-going administration of this Development Order:

A. The Developer shall submit an annual report on the DRI to the City, the TBRPC, the Southwest Florida Water Management District, and the State Land Planning Agency 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 Order are satisfied or same has expired by its term, whichever is earlier. Such report shall be submitted for review by the City Commission to insure compliance with the terms and conditions of this Order. The Developer shall be notified of any City Commission ~~hearing~~ ^{meeting} wherein such report is to be reviewed, provided, however, that receipt and review by the City Commission shall not be considered a substitute or a waiver of any terms or conditions of the Development Order. Each report shall contain:

and TBRPC

1. A description of all development activity conducted pursuant to this Order during the year immediately preceding the submission of the annual report;
2. A description of all development activities proposed to be conducted under the terms of this Order for the year immediately subsequent to the submission of the annual report;

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3. A statement listing anticipated applications for development approvals or permits required pursuant to applicable 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 assignee or successor in interest to the Developer in its capacity as developer of Park Place or any portion thereof; and

5. A statement that all persons have received copies of the annual report, as required under Section 380.06(16), Florida Statutes (1981).

It is the intent of this requirement that the submittal of the annual report shall be in addition to and not in lieu of any submittal requirements for an annual report as promulgated by the State Land Planning Agency.

B. Further review pursuant to Chapter 380, Florida Statutes may be required if a substantial deviation, as defined in Chapter 380, Florida Statutes, occurs. The Developer shall be given due notice of, and an opportunity to be heard at, any hearing to determine whether a proposed change to the development is a substantial deviation. Substantial deviation may occur by failure to comply with the conditions of this Order, other than a failure by the City, failure to follow the plans and specifications submitted in the ADA and supplementary information, or by activities which are not commenced, other than by the City, until after the expiration of the period of effectiveness of this Order.

INSERT NEW SUBSECTION S.C. ON PAGE 11 OF NEW ORDINANCE

~~C. Approval of preliminary site plans for Phases II~~

~~and III of Park Place shall comply with the following provisions, which shall be instituted in addition to the otherwise applicable procedures contained in the City Code of Ordinances and this Order.~~

~~1. At the time of submittal of preliminary site~~

~~plans for Phases II and III, the City shall evaluate the status of improvements and commitments to improve the transportation system in the project area. Said evaluation shall be based on the road improvements outlined in Exhibit "F", attached hereto and by reference made a part hereof, which summarizes the findings and recommendations of the TBRPC. Each transportation improvement included in these findings and recommendations has been assigned a point value equal to the percentage of peak hour traffic which was expected to be generated by Park Place. Points shall be granted, in the amounts indicated, for construction or commitments to fund improvements consistent with the phasing recommended by TBRPC. Exhibit "F" of this Ordinance provides a detailed summary of improvements and point totals.~~

~~2. Traffic impacts of Park Place shall be con-~~

~~sidered acceptable when construction or funding commitments generate a point total equal to seventy-five (75) percent of the total number of points for the corresponding phase, provided however, that the total possible number of points for any phase is inclusive of any carried-over for uncommitted projects not accomplished in prior phases. Additional points may be applied to the score if the effectiveness~~

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~~of TSM measures exceeds the levels indicated in Section 4.I.5. of this Ordinance, as determined by monitoring reports provided by the Developer. Additional points for transit effectiveness, if earned, will be added at the rate of five (5) points per one (1) percent increase in overall transit effectiveness. The addition of any points accruing from transit effectiveness shall constitute a bonus and be added only to the point score otherwise granted by a tally of transportation improvements or commitments and shall not be reflected in the sum of total possible points. For purposes of point calculation, those projects which have benefitted from a contribution by the Developer, as set forth in Exhibit "E" shall be considered to be committed. Further, it is acknowledged that the list of projects included as Exhibit "F" shall be amended under the following conditions:~~

~~(a) If the TBRPC amends its rule governing recommendations for transportation impact mitigation responsibilities in such a manner as to increase the threshold, which is currently set at five (5) percent of road or intersection capacity based on peak hour LOS D, those locations at which Park Place no longer contributes in excess of the adjusted threshold and for which no funding commitment has been made may be deleted from the listing included as Exhibit "F", and the possible point total for the phase indicated shall be reduced accordingly.~~

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~~(b) Regardless of whether the TBRPC threshold is revised or amended subsequent to the issuance of this Order, the projects included in Exhibit "F" may remain eligible for credit toward the possible point total if a funding commitment has been made to the project.~~

~~3. If it is determined according to the point schedule set forth in subsection 5.C.2. above that the traffic impacts of Park Place are acceptable, approval of the preliminary site plan shall be as otherwise provided by the City Code of Ordinances and this Order.~~

~~4. If the traffic improvements fail to meet the standards set forth in subsection 5.C.2., the City shall hold a public hearing to consider mitigation methods and conditions for the approval of subsequent phase(s). Prior notice of said public hearing shall be provided to the Developer, his successors or assigns, the State Land Planning Agency, the TBRPC and the Metropolitan Planning Organization, all of whom shall have an opportunity to provide evidence. The City Commission in making its evaluation at any such public hearing shall consider the following types of information:~~

~~(a) The schedule and timing of Project construction to date;~~

~~(b) Other development in the vicinity of the Project area;~~

~~(c) Road improvements completed to date and those future improvements scheduled and anticipated to be scheduled;~~

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- ~~(d) Funding opportunities and constraints of the respective State, County and City jurisdictions;~~
- (e) The extent and effectiveness of TSM measures implemented according to the TSM Plan;
- (f) The current applicable formula and criteria established by the TBRPC for review of DRI's; ;
- (g) Actual versus projected growth rates of background traffic;
- (h) Ability of the City, the Developer or other responsible entity to undertake or contribute toward necessary improvements; and
- (i) The extent to which traffic generated by Park Place is expected to cause deterioration of traffic conditions.

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~~Upon consideration of the information and testimony received at public hearing, the City Commission shall approve, approve with conditions, or deny preliminary site plan approval for Phase II and Phase III respectively. The determination with respect to transportation impacts shall be made based upon the above-identified factors and the findings of fact that necessary improvements have been or will be committed to. The City shall neither unreasonably withhold approval nor have any obligation to grant approval as a result of the previous phases of the Development.~~

D. The definitions contained in Chapter 380, Florida Statutes (1981), shall control the interpretation and construction of any terms of this Order. As used herein the term "commitment" or "funding commitment" shall mean the inclusion of the improvement in any governmental

agency's capital improvement program, including but not limited to the FDOT Five Year Work Program and the Pinellas County MPO Transportation Improvement Program or a written representation by the Developer acknowledging its assumption of the responsibility for funding and constructing the improvement.

E. This Order shall remain in effect for a period of twenty (20) years from the effective date of this Ordinance; providing however that a preliminary site plan for Phase I is submitted and approved within one (1) year from said effective date and reasonable continuous progress is made toward the completion of this Project during the duration of this Order. If the Project is discontinued for any consecutive period of two (2) years, this Order shall expire and no further development shall occur prior to the reinstatement of this Order by specific action of the City Commission. The Project shall not be deemed to have been discontinued so long as the Developer is actively involved in Project leasing activities, managing the Project, or operating under an approved site plan of the Project. Nothing herein contained shall be construed as requiring that construction activity be engaged in by the Developer within any two (2) year period. Any development activity, wherein plans have been submitted to the City for its review and approval prior to the expiration date of this Order, may be completed, if approved. This Order may be extended by the City upon the finding of just cause. Nothing in this Ordinance shall deny the Developer, its successors or assigns the right to petition for an amendment to this Ordinance, if the review requirements

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Section 7. Interpretation - Approval of this Order
~~shall be construed to obligate the City to make a good faith effort to undertake the specified improvements and provision of services which would normally accrue to its jurisdiction, and to consider approval of any site plan, building permit or certificate of occupancy for Park Place which is otherwise consistent with the terms of this Order and the otherwise applicable laws, requirements and fees.~~ Completion of scheduled or actual improvements delayed or prevented by extraordinary or unforeseen, such as acts of God, circumstances outside the City's control shall not be considered in the event of any such delay the City shall notify the Developer and TBRPC. a breach of the Order. Acceptance by the City of funding contributions specified in this Order shall not be construed to ^{relieve the Developer} of meeting and satisfying the other applicable terms of this Order. ~~obligate the City to perform in conflict with or derogation of~~ Said acceptance by the City shall not preclude the City from amending any applicable provisions of this Order, or in conflict with any ^{its} such applicable land development ^{or} and building regulations ^{as may} applicable to this Project so long as said amendments are not inconsistent with this Order during the build-out of Park Place.

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Section 8. Repealer - All ordinances or parts of ordinances in conflict herewith are to the extent of such conflict hereby repealed.

Section 9. Separability - Should any part or provision of this Ordinance be declared by a court of competent jurisdiction to be invalid, the same shall not affect the validity of the Ordinance as a whole, or any part thereof other than the part declared to be invalid; provided however that any such finding of invalidity shall automatically authorize the City, the TBRPC, the DCA or the Developer to request a determination under the provisions of Chapter 380, Florida Statutes relative to substantial deviation.

Section 10. Notice - Notice of the proposed enactment of this Ordinance has been properly advertised in a newspaper of general circulation in accordance with Section 166.041, Florida Statutes.

Section 11. Effective Date - The provisions of this Ordinance shall take effect as provided in Chapter 380, Florida Statutes.

PASSED ON FIRST READING August 18, 1983

PASSED ON SECOND AND FINAL
READING AND ADOPTED September 1, 1983
AS AMENDED

/s/ Kathleen F. Kelly
Mayor-Commissioner

Attest:

/s/ Lucille Williams
City Clerk

EXHIBIT "E"

Road Improvements, To Be Wholly Or Partially Financed By Park Place

ASE	IMPROVEMENT	TOTAL (T) Or PARTIAL (P) FUNDING
I	S.R. 60/Mall Drive, turn lanes	T
I	Traffic Signal, S. project entry	T
I	Traffic Signal, Gulf-to-Bay at Hampton	T
I	Gulf-to-Bay at Hampton, turn lanes	T
II	Extend and widen Drew Street, U.S. 19 to McMullen-Booth Road as provided in subsection 4.F.1.b.	P
II	U.S. 19/S.R. 60, add left turn lanes eastbound and southbound subsection 4.F.2. improvements	P
II	U.S. 19/Belleair Road, add east to southbound right turn lanes subsection 4.F.3. improvements	P
II	Belcher/Sunset Point Road, add east to northbound left turn lane, plus a through lane on northbound Belcher Road, and eastbound Sunset Point Road plus convert right turn lanes into through and right turn lanes subsection 4.G.2 improvements	P
III	Widen Hampton, from S.R. 60 to Drew	T
III	Traffic signal, Drew and Hampton	T
III	Belcher Road at S.R. 60, add through lane and left and right turn lanes on all approaches subsection 4.G.3. improvements	P
III	U.S. 19/Belleair Road, subsection 4.G.1. improvements	P

ount of Park Place Contribution, By Phase:

ASE I	= \$247,383
ASE II	= 222,451
ASE III	= <u>160,942</u>
TOTAL	= <u>630,776</u> (plus interest)