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MANATEE COUNTY
FLORIDA

Certified Mail #7000 0600 0024 5577 4362

December 21, 2011

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

Re: Development Order for Cooper Creek DRI – Ordinance 11-38

Dear Mr. Meyer:

Enclosed is a certified copy of Ordinance 11-38, the DRI Development Order for Development Order for Cooper Creek DRI, as adopted in open session by the Manatee County Board of County Commissioners on December 1, 2011, as required by Rule 9J-2.025(5), Florida Administrative Code.

If I can be of further assistance, please contact me at (941)748-4501, extension 6878.

Sincerely,

Bobbi Roy
Planning Coordinator

/br
Enclosure

Building and Development Services Department
Mailing Address: P. O. Box 1000 1112 Manatee Avenue West, 2nd Floor, Bradenton, FL 34206-1000
WEB: *www.mymanatee.org* * PHONE: 941.748-4501 x6878 * FAX: 941.749-3071

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District 1 *District 2* *District 3* *District 4* *District 5* *District 6* *District 7*

ORDINANCE 11-38

AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA REGARDING LAND DEVELOPMENT, RENDERING AN AMENDED AND RESTATED DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR COOPER CREEK CENTER (RESOLUTION 85-236, AS AMENDED BY RESOLUTIONS 86-323, 87-58, 90-39, 93-300, 95-135, AND ORDINANCES 97-23, 99-40, 02-31, 05-54, AND 11-07), ALSO KNOWN AS TBRPC DRI #103; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

FILED
2011 DEC -9 PM 1:23
CLERK OF CIRCUIT COURT
MANATEE COUNTY, FLORIDA

WHEREAS, on January 9, 1986, the Board of County Commissioners (BOCC) approved R-85-236, a Development Order* for the Cooper Creek Center DRI for a planned residential, commercial, office, and industrial development on approximately 604.68 acres; and

WHEREAS, on December 23, 1986, February 10, 1987, March 29, 1990, April 5, 1993, June 22, 1995, November 4, 1997, September 7, 1999, May 28, 2002, December 1, 2005, and February 3, 2011, The Board of County Commissioner approved Resolutions R-86-323, R-87-58, R-90-39, R-93-100, R-95-135, Ordinance 97-23, Ordinance 99-40, 02-31, 05-54, 11-07 and 11-16 respectively, approving amendments to the Development Order for Cooper Creek Center, which amendments were not found to be a substantial deviation to the originally approved Development Order; and

WHEREAS, County Line Road Associates, LTD. has been succeeded by Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-I Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, as the Developer of Cooper Creek Center; and

WHEREAS, said Cooper Creek Center is a MULTI-USE PROJECT, as defined in Section 380.0651(3)(i), Florida Statutes, on approximately 604.68 acres, located in south Manatee County, the legal description of which is attached as "Exhibit A"; and

WHEREAS, the buildout date, pursuant to this amendment, for Cooper Creek Center expires on December 30,2019; and

WHEREAS, the expiration date of the Development Order, pursuant to this amendment, is December 30, 2020; and

WHEREAS, the Developer has requested that further amendments to the Cooper Creek Center Development Order, as previously amended ("prior DO"), be approved to provide for the following changes to the project:

1. Update the build out date to December 30, 2019 and expiration date to December 30, 2020 pursuant to extensions granted with House Bill 7207.
2. Extend the CLOS expiration date to December 30, 2019, consistent with the updated Transportation Analysis.
3. Modify Project Summary Table 1 to provide for an additional 20,000 sq. ft. of commercial use and 83,000 sq. ft. office use.
4. Revise Project Summary Table 1 to allow an additional 20,000 sq. ft. of school use permitted with a corresponding reduction of commercial and/or office sq. ft. at a one to one ratio.
5. Amend General Condition A.(4) to revise tradeoffs between land uses set forth in Project Summary Table 1 to reflect the changes to allowable square footage for office and commercial uses as proposed, and allow conversion of residential to an Assisted Living Facility(ALF) use.
6. Amend Map H to permit additional access points from Cooper Creek Boulevard and add Commercial and Assisted Living Facility (ALF) as permitted uses in Parcel K and ALF in Parcel G.
7. Modify the Definition of Conservation Area to mean areas under a Conservation Easement to Manatee County or as shown on Exhibit "C" and delete the reference to TBRPC.
8. Update Exhibit "C" to include post development areas under a Conservation Easement.
9. Amend General Conditions, Section D.(6), to eliminate the reference to Table 3, and change the requirement for mitigation of impacts to wetlands to reference State requirements or Manatee County Comprehensive Plan requirements if mitigation is not required by the state.
10. Delete Table 3 which provides minimum wetland preservation and conservation area ratios.
11. Any other revisions deemed necessary or appropriate during the public hearing process.
12. Various other changes to the Development Order, including recodification of the existing development order; terminology; formatting; departmental references; clarification changes; and to denote stipulations that have been complied with or requirements that have been completed. The Ordinance amends, replaces, and supersedes Ordinance 11-16, DRI #14, as amended; and provides for severability and an effective date.

WHEREAS, while the development of Cooper Creek Center has commenced and is underway in accordance with the Prior DO*, this Development Order shall be, hence forth, considered the approved Cooper Creek Center Development of Regional Impact Development Order; and

WHEREAS, the above described changes in conjunction with all previous changes, do not constitute a Substantial Deviation to the Development Order, as amended, for Cooper Creek Center, pursuant to Chapter 380, Florida Statutes; and

WHEREAS, this Development Order shall be considered an amended Development Order; and

WHEREAS, all future development shall comply with the requirements of the Comprehensive Plan (Ordinance 89-01, as amended) and Land Development Code (Ordinance 90-01, as amended), except where specifically approved by the BOCC in this Development Order.

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, has the statutory authority to consider and approve Notices of Proposed Changes (NOPC) for an amendment to an approved Development of Regional Impact; and

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

WHEREAS, the Planning Commission of Manatee County as the Local Planning Agency of Manatee County has held a duly noticed public hearing on November 10, 2011, to consider the NOPC application, has found said NOPC application consistent with the Manatee County Comprehensive Plan and has recommended approval of this ordinance, subject to the conditions specified herein; and,

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

WHEREAS, the Board of County Commissioners of Manatee County on December 1, 2011, held a duly noticed public hearings on said NOPC and has solicited, received and considered all testimony, reports, comments, evidence, and recommendations from interested citizens, County and City agencies, and the applicant, as well as the review and report of the Manatee County Planning Department;

WHEREAS, said Board of County Commissioners has considered all of the foregoing in the adoption of this Ordinance.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 1st DAY OF DECEMBER 2011 AS FOLLOWS:

SECTION 1. AMENDMENT AND RESTATEMENT OF DEVELOPMENT ORDER FOR DRI #14, ORDINANCE 11-16.

Ordinance 11-16 is hereby amended and restated in its entirety below. This Ordinance shall constitute the amended and restated Development Order for the Cooper Creek Development of Regional Impact. All prior Development Orders shall be superceded by this Ordinance. Provided this amendment shall not be construed to terminate the rights of the Developer, if any, granted under Section 163.3167(8), Florida Statutes, to the extent such rights have been previously granted and are not specifically herein or otherwise modified or amended.

SECTION 2. FINDINGS OF FACT

The Board of County Commissioners of Manatee County, after considering the testimony, evidence, documentation, application for amendment of the Zoning Ordinance, NOPC for an amended Development Order*, the recommendation and findings of the Planning Commission of Manatee County, as well as all other matters presented to said Board at the public hearing hereinafter referenced, hereby makes the following findings of fact:

A. All recitals preceding Section 1 of this Ordinance are adopted as findings of fact.

B. The real property involved in this development and owned by Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-I Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, is located in Manatee County, Florida, and is described on "Exhibit A" attached hereto and made a part hereof.

C. The Developer* has received County approvals for and has completed certain development consistent with the prior DO.

D. Development of the Cooper Creek Center site to date has proceeded in accordance and in compliance with the prior Development Order, as amended, and the Land Development Regulations of Manatee County.

1. The Developer has submitted the information requested in the County environmental consultant's Summary Report dated September 1985.

2. The Developer has instituted and shall continue to conduct the required water quality monitoring program.

3. The Developer has submitted a Master Drainage Plan which has been approved by Manatee County and TBRPC.

4. The County and Developer have entered into a Fee Agreement dated February 10, 1987, regarding the advance payment of Transportation Component Impact Fees, with which the Developer is in full compliance and which shall remain in full force and effect, and is attached hereto and make a part hereof by reference as "Exhibit D". The Developer* has obtained all impact fee credits due under this agreement.

5. The required improvements set forth in Exhibit C of R-86-323 have been constructed (Construct a second northbound to westbound left turn lane on Interstate 75 exit ramp to University Parkway).

6. The required transportation improvements set forth in Section 4, Development Conditions B(6) a., b., c., and d. of this Development Order, have been constructed by the Developer and accepted by Manatee County.

E. An application has been submitted to Manatee County and is being processed concurrently with this NOPC to revise the General Development Plan for the 604.68 acre project.

F. A notice of Public Hearing in these proceedings was duly published in The Herald and Herald Tribune, newspapers of general circulation in Manatee County, Florida, pursuant to Section 380.06(11), Florida Statutes, and Section 502.5, Manatee County Land Development Code, and proof of such publication has been duly filed in these proceedings.

G. The Board of County Commissioners of said County has received and considered the recommendation of the Manatee County Planning Commission concerning this NOPC to a Development Order pursuant to Section 380.06, Florida Statutes.

H. The Board of County Commissioners held a public hearing on December 1, 2011, regarding the said NOPC described herein, in accordance with the requirements of The Manatee County Land Development Code (Ordinance 90-01, as amended) and the 2020 Manatee County Comprehensive Plan (Ordinance 89-01, as amended) and has further considered the testimony, comments, and information received at the Public Hearing.

I. Manatee County has adopted the Manatee County Comprehensive Plan which is in compliance with applicable state laws.

J. The Comprehensive Plan requires Certificates of Level of Service be issued for Water, Wastewater, Solid Waste, Parks and Recreation, Transit, Transportation, and Drainage in compliance with state requirements.

K. This Development Order is issued based on information provided by the Developer* in the ADA*, as amended, and information provided in the sufficiency responses, NOPC's, and ensures compliance with the Manatee County Comprehensive Plan. Subject to the Development Order conditions listed in Section 4, the County has determined that, with the required transportation improvements listed in Conditions B. (2) and (7) of this Development Order, adequate Levels of Service exist until December 30, 2019, for this project in each of these areas referenced in subsection 1.J above, except potable water which will shall be addressed in accordance with the requirements of the Comprehensive Plan.

L. The build-out date is approved for December 30, 2019.

M. The proposed Development of Regional Impact regarding the property described in Section 6 herein is found to be consistent with the requirements of the previously adopted Development Orders and The Manatee County Comprehensive Plan.

N. The "Developer*" submitted to Manatee County, Florida an ADA* and NOPC, and sufficiency responses identified in Section 1 which are incorporated herein by reference.

O. This amended Development Order is consistent with all prior Manatee County Development Approvals* granted pursuant thereto.

P. The real property which is the subject of this Application* is legally described as set forth in "Exhibit A" of this Development Order.

Q. The proposed development is not in an Area of Critical State Concern, as designated pursuant to Section 380.05, Florida Statutes.

R. The authorized agents for the Developer* are Elizabeth Benac and Todd Mathes of Benderson Development Company, LLC.

S. The Owners* of the property are Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-I Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and the Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest.

T. A comprehensive review of the impact generated by the development has been conducted by the departments of Manatee County, the Planning Commission, Tampa Bay Regional Planning Council (TBRPC), and the State Land Planning Agency in conjunction with the original Development Order, as amended, and all notices of proposed change.

U. The Developer will be issued a Level of Service Certificate which will expire on December 30, 2019.

V. The Developer has prepared and submitted and the County has approved Construction Drawings and issued construction permits for the transportation improvements listed in Transportation Condition B.(7).

SECTION 3. CONCLUSIONS OF LAW

A. Based upon the previous findings of fact and the following conditions of Development Approval*, the Board of County Commissioners of Manatee County concluded that:

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

2. The Development remains consistent with the report and recommendations of Tampa Bay Regional Planning Council issued on July 8, 1985, regarding DRI #103, and on October 10, 2011, regarding this NOPC.

3. This Development remains consistent with the State Comprehensive Plan.

4. This Development remains consistent with the Manatee County Comprehensive Plan and Land Development Code.

B. That these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in these proceedings, the Developer* is authorized to conduct development as described herein, subject to the conditions, restrictions, and limitations set forth below.

C. That the review by the County, the TBRPC, and other participating agencies and interested citizens reveals that impacts of the development are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Development Order and the ADA*. To the extent that the ADA* is inconsistent with the terms and conditions of this Order, the terms and conditions of this Order shall prevail. A summary of the development covered by this development order is included as Table 1.

D. Pursuant to Section 380.06(19), Florida Statutes, the Developer has submitted clear and convincing evidence to rebut the presumption that the changes proposed by this NOPC and approved pursuant to Ordinance 11-38 are a Substantial Deviation.

SECTION 4. DEFINITIONS

The definitions contained in Chapter 380, Florida Statutes, and in the Manatee County Land Development Code and Comprehensive Plan shall apply to this Development Order in addition to those listed herein. The following capitalized terms used herein shall have the following meanings:

A. "Acceptable Level of Service*" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in the Land Development Code. Level of Service "D" shall be measured on a peak hour basis as determined by the most recent Highway Capacity Manual, TRB Special Report 209 or the most current manual and computer software version in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour Level of Service "D" capacity, or if actual data is available to determine the "K" factor (please refer to the Florida Department of Transportation Planning and Statistics Department), then on the basis of the "K" factor. Acceptable Level of Service for links and intersections in Sarasota County, Florida, shall mean Level of Service "C" on an average daily basis ("D" on a peak hour basis), which shall be measured as provided in this paragraph. Where a link or intersection in Sarasota County is operating at Level of Service "D" on an average daily basis ("E" on a peak hour basis) on the effective date of this Ordinance, then the Acceptable Level of Service in Sarasota County for that link or intersection shall mean Level of Service "D" on an average daily basis ("E" on a peak hour basis).

B. "Application*" and "Application for Development Approval*" or "ADA" shall mean Cooper Creek Center's Development of Regional Impact Application for Development Approval*, and the NOPC submitted on July 26, 1996, and revised on March 31, 1997 and August 19, 1997, the NOPC, submitted on January 27, 1999, the NOPC submitted on January 9, 2002, the NOPC submitted on May 17, 2005, the NOPC submitted on March 26, 2009, the NOPC submitted on March 16, 2011 and the NOPC submitted on August 24, 2011(included as "Exhibit G").

C. "Best Management Practices*" shall mean the practices which are technologically and economically feasible in abating pollution generated by point and non-point sources, to a level compatible with water quality and quantity objectives of the Land Development Code (BMP list of approved practices by Board resolution for Special Overlay Districts-Evers Reservoir and Lake Manatee Watershed Areas).

D. "Conceptual Master Plan*" shall mean a graphic depiction of the development shown on Revised "Map H", last revised September 2011, for the Cooper Creek Center, and attached hereto as "Exhibit B".

E. "Conservation Area*" shall mean areas under a Conservation Easement to Manatee County and those areas shown on revised "Exhibit C", last revised on September, 2011.

F. "County Transportation Authority*" shall be defined as the Planning Department in cooperation with Manatee County's Transportation Department, or whatever County entity is responsible for roadway approvals.

G. "Developer*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-II Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993,

known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest.

H. "Development Approval*" shall mean any approval for development granted through the Preliminary and Final Site Plan*, Preliminary and Final Subdivision Plat process, and construction drawing approval where site plans are not required, and all its conditions of approval.

I. "Development Order" shall mean the Ordinance Granting a Development Order for Cooper Creek Center, Ordinance11- 38.

J. "Fee Agreement*" shall mean the Transportation Component Impact Fee agreement by and between the County and the developer's predecessors in interest which was adopted on February 10, 1987, and is attached hereto as "Exhibit D".

K. "Funding Commitments*" shall mean to assure the completion of any improvement required by this Development Order, or any combination of the following:

1. Binding commitments for the actual construction with a posting of a cash bond or irrevocable letter of credit in a form satisfactory to the County; or

2. Actual construction; or

3. The placement of the improvements in the capital improvements work plan of a responsible entity for construction during the fiscal year when the improvement is required as long as said improvement is within the first two years of the Manatee County Capital Improvement Plan or the first two years of the FDOT Work Plan at the time of Preliminary Site Plan approval of a subphase or phase; or

4. A local development agreement as defined by Florida Statutes or the Land Development Code. The funding commitment shall guarantee that the improvement will be in place when needed or concurrent with the expected impacts of the development, whichever is sooner.

L. "Horizontal Development*" shall mean and shall be deemed to include the construction of any and all improvements required to serve Vertical Development* (e.g., roadway, drainage, water, sewer, communication, utilities, etc).

M. "Master Development Plan*" shall be defined as Revised Map H, last revised September 2011, incorporated as "Exhibit B" and made a part hereof. Development on Map H shall be limited to the total number of dwelling units and non-residential development on Table 1.

N. "Owner*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-I Associates, LTD., a Florida limited partnership, RB-3 Associates, a

New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest as to the Cooper Creek Center DRI and all its stipulations.

O. "Post Development Wetland*" shall mean any Wetland* area, which upon completion of the subphase, that will be a jurisdictional Wetland* under the regulations of the Southwest Florida Water Management District or the Florida Department of Environmental Protection. This definition shall not apply to stormwater ponds or littoral shelves not required for mitigation.

P. "Preliminary Site Plan*" (PSP*) shall mean a Preliminary Master Development Plan* or a Preliminary Site Plan* for a Phase or Sub-Phase as defined in The Manatee County Land Development Code, (Ordinance 90-01, as amended), for a Phase or Sub-Phase.

Q. "Preservation Areas*" shall mean areas as defined by TBRPC and shown on revised "Exhibit C", revised on September 2011.

R. "Site Development Plan*" shall be defined as any preliminary plat, final plat, Preliminary Site Plan*, or final site plan to be submitted for consideration of approval pursuant to the LDC.

S. "Traffic Study*" shall mean a report presented by the Developer*, pursuant to the provisions of *Section 380.06, F.S.* and *Rule 9J-2.045 F.A.C.*, using a methodology acceptable to the County Transportation Authority*, the Tampa Bay Regional Planning Council, the Florida Department of Community Affairs, and the Florida Department of Transportation. Such study will be designed to determine if the proposed development will reduce daily or peak hour Level of Service* on any of the roadway segments or intersections within the Transportation Impact Area*, to below an Acceptable Level of Service*. Any such Traffic Study* shall include traffic to be generated by the proposed Phase or Sub-Phase, existing traffic, and traffic anticipated from prior Development Approvals* cumulatively.

T. "Transportation Impact Area*" shall be defined as the roadway segments and intersections receiving transportation impacts where the cumulative traffic generated by a proposed PSP* in combination with prior approvals of this project will be five percent (5%) or more of the Acceptable Level of Service*. This area will be determined in conjunction with any traffic study required for Development Approval after December 30, 2007. This area is generally depicted on Map J which was submitted with the ADA. This area will be revised as appropriate, based on a new Traffic Study*.

U. "Vertical Development*" shall mean and shall be deemed to include the construction of new residential units and non-residential units or the reconstruction or addition to any structure.

V. "Warranted*" shall mean a determination by the County based on generally accepted transportation engineering practices that the Acceptable Level of

Service* cannot be maintained on a roadway segment or intersection without the construction of a transportation improvement required by this Development Order.

W. "Wetland*" shall mean any wetland under the jurisdictional limits defined by *Chapter 40D-4.021, Florida Administrative Code*, and implemented by the Florida Department of Environmental Protection, or as defined within *Chapter 40D-4, F.A.C.*, and implemented by the Southwest Florida Water Management District.

X. The definitions contained in Chapter 380, Florida Statutes, shall apply to this Development Order.

SECTION 5. DEVELOPMENT CONDITIONS

A.(1) Approved Development Totals and development authorized for construction pursuant to this D.O. are as set forth in Table 1. Building Permits for non-residential development and Final Plats (or Building Permits if platting is not required) for residential shall be obtained prior to December 30, 2020.

A.(2) Development may occur anywhere on site provided all conditions of this Development Order are adhered to and it is concurrent with all necessary infrastructure improvements.

A.(3) The Developer* has demonstrated the availability of adequate infrastructure, including roads, parks, transit, waste water service, solid waste service, fire, police, and other emergency services and will be issued a revised Level of Service Certificate which will expire December 30, 2019. Concurrency for potable waterwill be addressed at the Final Site Plan approval, pursuant to the Manatee County Comprehensive Plan Policies 2.4.1.2. and 2.4.1.5.

A.(4) Tradeoffs between the land uses set forth in Table 1 may be granted by the the Building and Development Services Director with an amendment to the General Development Plan approved by staff along with a traffic study addressing any changes in trip generation, distribution, average queue length at intersections, and any mitigation necessary as a result of the tradeoff (Note: If the trip generation estimates as a result of the tradeoff are less than or equal to what was previously approved, a traffic study shall still be required to address the change in entering and exiting percentages, and consequently other measures of effectiveness). The staff has not reviewed any such "trade-off" and has not determined whether any "tradeoff" is appropriate. Any proposal for a "trade-off" shall be reviewed for compliance with the provisions of this Development Order, the Manatee County Land Development Code, and the Manatee County Comprehensive Plan. The developer shall also be required to demonstrate that 1) the quantities of solid waste generated, potable water consumed, and wastewater, and 2) the impacts to the County Parks, Transit Services, EMS, and Sheriff, in the event of any tradeoffs, are less or meet County standards in effect at the time of tradeoff. The Developer* shall give the State Land Planning Agency and the Tampa Bay Regional Planning Council notice of its intent to trade off land uses at least 15 days prior to the County's approval of any such trade off. The Notice shall identify the resulting impacts of the trade off in terms of land use, traffic generation, potable water, wastewater, solid waste, and

affordable housing. In addition, the DRI biennial report shall include information indicating cumulative amounts of development which have been approved by the County as of the biennial report date and the resulting impacts on traffic generation, potable water, wastewater, solid waste, and affordable housing. Following the County's approval of any such trade off, the County shall provide to the State Land Planning Agency and TBRPC a copy of said approval. An amendment to applicable provisions of this Development Order pursuant to an NOPC or Substantial Deviation proceeding shall not be necessary or required to approve a "trade off" pursuant to this condition.

The following limitations shall apply to any trade-off:

1. Residential uses shall not be increased nor decreased by more than 200 dwelling units. 680 to 1,080 Dwelling Units. An ALF may be permitted in lieu of dwelling units.

2. The mix of approved uses shall not be increased nor decreased by more than 50,000 square feet of General Commercial or Office, 744.000 to 844,000 square feet for General Commercial and 173,000 to 273,000 Square Feet for Office.

3. Hotel uses shall not be increased or decreased by more than 75 motel rooms 175 to 325 Rooms.

TABLE 1
COOPER CREEK CENTER
PROJECT SUMMARY

TYPE OF DEVELOPMENT:	Multi-use
LOCATION:	Northwest quadrant of I-75 and University Parkway, in southeastern Manatee County

TOTAL DEVELOPMENT AREA:	**604 Acres**
Residential	317.2 Acres
Commercial/Hotel/School[1]	131.5 Acres
Office/School	30 Acres
Open Space (Roads, Right-of-Way, Conservation, Preservation, Floodway, etc.)	124.98 Acres

	Development Totals	
Residential	767 d.u.	

Commercial [1], [2], [3]	794,000Sq. Ft.(1)	
Office[1] [3]	223,000 Sq. Ft.	
Motel	250 Rooms	
School[3]	20,000 Sq. Ft.	
P.M. Peak Trips (net external)	3,058 Trips	
BUILD-OUT DATE	December 30, 2019	

[1] May include communication antenna structures as allowed by the approved General Development Plan and applicable regulations.

[2] Includes one existing communication antennae structure.

[3] May include up to an additional 26,000 sq. ft. of School upon corresponding decrease of office and/or commercial use at a 1:1 ratio. All School space may revert to office and/or commercial space.

A.(5) Existing agricultural uses on the property, in whole or in part, as an approved secondary use are hereby granted until development commences on the applicable section or portion of the site.

A.(6) Any excess infrastructure capacity constructed to potentially serve development beyond that described in Condition A.(1) shall be at the developer's risk and shall not be construed to vest additional Vertical Development* construction rights.

TRANSPORTATION CONDITIONS

B.(1) All residential development which does not have a Final Plat approval (or building permit if platting is not required) and all non-residential development which does not have a building permit prior to December 30, 2019, shall be subject to review and approval of a transportation analysis pursuant to Section 380.06, Florida Statutes and issuance of a transportation level of service certificate pursuant to the Manatee County Land Development Code. Completed.

B.(2) Maintenance of Acceptable Level of Service* on intersections or in the Study Area to be determined consistent with methodologies in accordance with Section 380.06, Florida Statutes shall be verified by the developer to the satisfaction of the County Transportation Authority* as part of each biennial report as required by Subsection 380.06(18), Florida Statutes.

B.(3) There shall be no approvals granted as to development beyond that specified in Table 1 unless a tradeoff is approved, consistent with the limitations of condition A(4) and the transportation improvements required have been completed or such improvements are determined as not warranted under the required transportation analysis.

B.(4) The Developer* shall continue to demonstrate continuous progress towards building permit applications for the development totals set forth in Table 1. Continuous progress shall mean Final Plat approval (or the issuance of building permits if a Final Plat is not required) for 200 residential lots or dwelling units and the issuance of building permits for at least 50,000 square feet of non-residential use. Failure to demonstrate such progress may require a revised and updated Traffic Study* to demonstrate that Acceptable Levels of Service* are still projected to exist at the time building permits are issued. The determination that a revised and updated Traffic Study* is required shall be made by the Board of County Commissioners at a public hearing with notice to the developer, upon recommendation by the Planning Director.

B.(5) The Developer* shall provide for a bus bay area acceptable to Manatee County at one location within each commercial land use area and at one location on University Parkway near the project entrance at time of Development. (This condition provides the Transportation Management System required by TBRPC).

B.(6) The Developer* shall implement, at their expense, the following specified safety transportation improvements.

a. Signalize the intersection of University Parkway and Cooper Creek Boulevard. The signal shall be of the mast arms type. Completed.

b. Provide a westbound right-turn deceleration lane on University Parkway, at the intersection with Cooper Creek Boulevard. The turning lane length shall be 500 feet. Completed.

c. Provide an additional southbound left-turn lane on Cooper Creek Boulevard at the intersection with University Parkway. The resulting dual left-turn lanes shall have a queue length component of 225 feet each. The Southbound right-turn lane queue length should be 150 feet. The dual left-turn lanes shall be supplemented by guiding pavement markings to provide turning lane separation (2-ft long dashed lines with 4-ft gaps to channelize turning traffic). Completed.

d. Add one right hand, northbound to eastbound turn lane from Honore Avenue to Cooper Creek Boulevard, approximately 400 feet in length. Completed.

e. Add one eastbound to northbound left turn lane from University Parkway to Cooper Creek Boulevard adjacent to the existing left turn lane prior to the issuance of the Certificate of Occupancy for the second office building in Parcel K. Completed.

B.(7) The Developer* shall evaluate the need for traffic safety and circulation improvements with each PSP*. Manatee County shall review and evaluate the information submitted by the Developer* and reserve the right to require additional safety and circulation improvements such as turn lanes, signals, signal timing, and pavement markings.

ENVIRONMENT

Air Quality

C.(1) Manatee County shall reserve the right to require mitigation measures or a revision of the site plan to alleviate potential negative impacts of the project on ambient air quality.

WATER QUALITY, WETLANDS* AND DRAINAGE

D.(1) In order to protect water quality in the Braden River watershed and the Evers Reservoir Watershed, there shall be no degradation of water quality by stormwater exiting the site. All stormwater discharges to the Braden River shall be required to meet all state water standards and criteria as defined in Chapters 62-302, and 62-25, F.A.C., as well as Manatee County requirements.

D.(2) The Developer* shall continue to conduct the approved comprehensive surface water quality and quantity monitoring program approved by the County. The program shall continue through one year beyond project buildout. The County may require that the program may be extended beyond buildout if conditions are observed that would require additional monitoring. All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by the appropriate authority. All monitoring reports shall be submitted to Manatee County and to the TBRPC with each biennial report.

Any changes to the Surface Water Quality Monitoring Program Criteria shall be submitted to the City of Bradenton and TBRPC for review and comment, and approval by Manatee County.

Should Manatee County adopt a Comprehensive Evers Reservoir Watershed Surface Water Quality Monitoring Program and the Developer* participates in this Comprehensive Surface Water Quality Monitoring Program, then the Developer*, with the approval by Manatee County and TBRPC, may terminate the required Surface Water Quality Monitoring Program contained in this Development Order.

D.(3) The Developer* shall continue to conduct the comprehensive ground water quality and quantity monitoring program as previously approved by Building and Development Services Department. The program shall continue through one year beyond project buildout. All monitoring reports shall be submitted to Manatee County and to the TBRPC with each biennial report.

Any changes to the Groundwater Quality Monitoring Program Criteria shall be submitted to the City of Bradenton and TBRPC for review and comment, and approval by Manatee County.

All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by that approved authority.

D.(4) The Developer* shall be responsible for Operation and Maintenance for all portions of the Surface Water Management System, except for those portions which are dedicated to and accepted by the County.

D.(5) All development shall be subject to the requirements of Chapter 40D-4, F.A.C. All Wetlands* in the entire 604.68 acre development shall be subject to the requirements of Section 719 of the Manatee County Land Development Code or as otherwise approved by Manatee County.

D.(6) Impacts to Wetlands*, Preservation Areas*, and Conservation Areas* shall be mitigated in accordance with SWFWMD. In the event mitigation is not required by the applicable State agency, then impacts to wetlands, preservation areas and conservation areas shall be mitigated in accordance with the requirements of the Manatee County Comprehensive Plan and the Land Development Code. . Mitigation shall be required prior to the completion of the parcel in which the impact occurs.

a. **Preservation and Conservation Areas***

Conservation Area* shall comprise of all SWFWMD jurisdictional wetlands, in addition to other areas as delineated on Exhibit C.

The Conservation Areas* on site encompass approximately 88 acres as indicated on the attached Revised Preservation/Conservation Map dated September 2011, Exhibit C. All Conservation Areas* shall remain undisturbed or mitigated.

There shall be no impact to those Wetlands* encompassing approximately 16.41 acres, indicated as Preservation Areas* on the attached Revised Preservation/Conservation Map, dated September 2011, Exhibit C. Impacts authorized pursuant to state and federal permits approved prior to the effective date of this development order and impacts for necessary infrastructure (such as roads, utility lines, recreational trails, and paths, per Manatee County Comprehensive Plan policy) may be allowed.

b. **Wetland Areas***

Wetlands created as a result of flood storage compensation shall be credited as mitigation lands if acceptable to the Building and Development Services Department and other permitting agencies.

As required by Manatee County Comprehensive Plan, the Developer* shall provide buffers around all Post-Development Wetlands*.

Mitigation security for impacts to wetlands, preservation, and conservation areas shall be required in accordance with applicable County Ordinances.

All herbaceous mitigation areas and littoral shelves used for mitigation shall be monitored annually after planting for a period of three years. Forested mitigation areas shall be monitored annually for at least five years. Monitoring shall include survival rates, species diversity composition, spreading, and exotic species encroachment. Additional planting may be required to maintain an 85 percent survival of planted species at the end of three years.

All Post Development Wetlands*, Conservation and Preservation Areas*, and their buffers shall be protected by a recorded conservation easement to Manatee County, as a separate easement document acceptable to Manatee County, and shall be shown on any Preliminary and Final Site Plans and Subdivision Plats. Deed restrictions shall be included that prohibit development activity and removal of native vegetation in the conservation easement unless approved by the County and any permitting agency or agencies with jurisdiction. Any replanting within the buffer shall be with flora native to the Braden River area of Manatee County.

Each biennial report shall include the results of the mitigation monitoring. The report shall also include information on what Conservation Areas* and Preservation Areas* have been impacted and the steps taken to mitigate the impacts and the results of the mitigation monitoring.

D.(7) The stormwater management systems shall be designed, constructed, and maintained to meet or exceed applicable requirements of the adopted Manatee County Comprehensive Plan and Chapter 62-4, 62-25, 40D-4, 40D-40, 40D-400 F.A.C. The stormwater management system within the Evers Reservoir watershed shall treat stormwater to Outstanding Florida Waters standard. Stormwater treatment shall be provided by biological filtration where required by the Master Drainage Plan as referenced as "Exhibit I".

D.(8) The Developer* shall not seek permits for, or otherwise implement, any point source discharges of pollutants into the Braden River or its tributaries. Stormwater is not point source discharge as defined today, and no re-definition of point source discharges shall create a requirement that existing storm water discharges be prohibited under this section.

FLOODPLAINS

E.(1) All habitable portions of structures shall be constructed above the 100-year floodplain, and in accordance with local, state, and federal requirements.

E.(2) Any encroachment of the 100-year floodplain or floodway shall be mitigated in accordance with FEMA and Manatee County standards.

E.(3) No discharges to groundwater shall be permitted on-site.

ECONOMICS

F.(1) The Cooper Creek Center development shall promote entrepreneurship and small and minority-owned business start-up, and encourage non-discriminatory employment opportunities, pursuant to Policies 21.2, State Comprehensive Plan and 2.7.2, FRSRPP, respectively.

WILDLIFE HABITAT AND VEGETATION

G.(1) In the event that any species listed in Rule 68A-27.003 through 68A-27.005, F.A.C., are observed frequenting the site for nesting, feeding, or breeding, proper protection or mitigation measures shall be employed immediately in cooperation with the Florida Fish and Wildlife Conservation Commission (FFWCC), the Manatee County Building and Development Services Department, and the Florida Department of Community Affairs. This shall include, at a minimum, a wildlife management plan which contains information on impacts to listed species, site maintenance, fire frequency, Wetland* management, and boundary protection. Any such plan not adopted as part of the original Development Order shall require an amendment to the Development Order.

ARCHAEOLOGICAL AND HISTORICAL RESOURCES

H.(1) Any historical or archaeological resources discovered during development activities shall be immediately reported to the Florida Department of State Division of Historical Resources (DHR) and treatment of such resources shall be determined in cooperation with the DHR, and Manatee County. Treatment of such resources must be completed before resource-disturbing activities are allowed to continue. A description of the project's compliance with these conditions shall be included in the subsequent biennial reports, to be submitted for review to DHR, in addition to TBRPC and Manatee County.

WASTEWATER

I.(1) Sanitary sewer facilities including lift stations (pump stations) shall be designed, installed/constructed and equipped in accordance with the version of Manatee County Public Works Utility Standards that is in affect at the time of final site plan submittal.

I.(2) Wastewater services to be provided by Manatee County. The quantity reserved shall be pursuant to the CLOS.

I.(3) The disposal of waste into the sewer system shall comply with the Manatee County Sewer Use Ordinance (91-39).

I.(4) The Developer* shall not utilize on-site wastewater treatment.

WATER

J.(1) The Developer* shall require the installation of water conservation fixtures. Water saving devices shall be installed in accordance with the Florida Water

Conservation Act (Section 553.14, Florida Statutes). The Developer* shall require the use of native vegetation and Xeriscape techniques, to be used in landscaping to the greatest extent possible.

J.(2) The Developer* shall use only non-potable water to meet non-potable demands. For purposes of this Development Order, "non-potable" water is defined as water emanating from any source other than a public water utility. No reclaimed water shall be used within the Evers Reservoir watershed provided that if spray effluent is permitted by Manatee County and other agencies having jurisdiction, no amendment to the Development Order shall be required to allow the Developer* to use spray effluent.

J.(3) The Developer* shall comply with the rules and recommendations of the SWFWMD in regard to protection of the groundwater resources.

SOLID/HAZARDOUS WASTE

K.(1) The Developer* shall provide to all Cooper Creek Center businesses information that:

a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in the specially-designated containers or areas;

b. Concerns the availability of existing companies that will accept wastes for recycle, reuse, exchange, and treatment; and

c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

K.(2) The Developer* shall notify all commercial tenants of their responsibility to comply with all the applicable sections of Title III (Community Right-to-Know Law) of the Superfund Amendment and Reauthorization Act (SARA).

ENERGY

L.(1) All Cooper Creek Center tenants, business, residents, etc., shall be notified in writing by the Developer* upon occupancy, that the following related practices are encouraged:

a. Use energy alternatives, such as solar energy, resource recovery, waste heat recovery, and co-generation, where economically feasible;

b. Obtain energy audits provided by energy companies or other qualified agencies;

c. Install water heater timers and set water heaters at 130 degrees Fahrenheit or lower;

d. Use landscaping and building orientation to reduce heat gain, where feasible, for all Cooper Creek Center construction;

e. Promote energy conservation by employees, buyers, suppliers, and the public, as appropriate;

f. Reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours, as appropriate;

g. Institute and utilize recycling programs; and

h. Utilize energy efficient packaging or recyclable materials.

L.(2) The Developer* should designate an energy officer to establish energy policies, monitor energy use, and encourage conservation for project businesses. This information shall be included in the first annual report. Completed.

RECREATION AND OPEN SPACE

M.(1) All recreation and open space areas not dedicated to the County or other state agencies shall be maintained by the Developer*.

M.(2) A decrease in open space acreage shall require a substantial deviation determination conducted pursuant to Subsection 380.06(19), Florida Statutes.

PUBLIC SAFETY

N.(1) Sheriff and emergency medical services will be provided by Manatee County. The Developer* shall be responsible for contributing a pro-rata share of the cost of land acquisition, construction, and equipping of emergency service facilities for police and emergency medical services or any combination thereof. The Developer* may, with the concurrence of the County, satisfy this obligation in whole or in part by conveyance of land deemed suitable for the intended use by the County or payment of impact fees, as allowed by the Land Development Code, if applicable. An agreement shall be approved prior to the next Final Site Plan approval. Provided, however, no approval shall be delayed if the applicant submits an agreement, and it is withheld because of the County's inability or failure to determine needs or pro-rata share determination for a period exceeding 2 months after its submittal. In no event, shall the developer's payment or pro-rata share exceed impact fee amount.

N.(2) The Cooper Creek Center development shall be designed and constructed to meet or exceed specifications of the State Fire Code - Rule 4A-3.012, FAC or be in compliance with Manatee County Comprehensive Plan and Land Development Code Requirements.

GENERAL CONDITIONS

O.(1) The Developer* shall be required to adhere to any and all commitments made in Section 6 incorporated herein, unless that commitment is superseded by a Development Order Condition in which case the Development Order Condition shall prevail.

O.(2) The Developer* shall submit biennial DRI reports in accordance with Section 380.06(18), Florida Statutes, to Manatee County, the Tampa Bay Regional Planning Council, the State Land Planning Agency, and other agencies, as may be appropriate, on or before the 9th of January of all even-numbered years starting in 2012, until such time as all terms and conditions of this Development Order are satisfied. Six (6) copies of this report shall be submitted to the Director of Manatee County Building and Development Services Department or the Director's designee, who shall review the report for compliance with the terms and conditions of this Development Order and who may submit an appropriate report to the County Commission should the Director decide that further orders and conditions are necessary. The Developer* shall be notified of any Board of County Commissioners hearing wherein such report is to be considered or reviewed; provided, however, that receipt and review of any such report by the Board of County Commissioners shall not be considered as a substitute, waiver, or change of any conditions, or any terms or conditions of this Development Order. The biennial report shall contain the following:

a. Any changes in the plan of development, or in the representation contained in the ADA*, or in the phasing for the reporting period and for the next period;

b. A summary comparison of development activity proposed and actually conducted for the 2 years;

c. Undeveloped tracts of land, other than individual single-family lots, that have been sold to a separate entity or Developer*;

d. Identification and intended use of lands purchased, leased, or optioned by the Developer* adjacent to this DRI site since the amended Development Order was issued;

e. An assessment of the Developer*'s and the local government's compliance with the conditions of approval contained in the DRI development order and the commitments that are contained in the Application for Development Approval* and which have been identified by the County, the TBRPC, or the Department of Community Affairs as being significant;

f. Any known incremental DRI Applications for Development Approval* or requests for a substantial deviation determination that were filed in the reporting year and to be filed during the reporting period;

g. An indication of a change, if any, in local government jurisdiction for any portion of the development since the development order was issued;

h. A list of significant local, state, and federal permits which have been obtained or which are pending by agency, type of permit, permit number, and purpose of each;

i. A statement that all persons have been sent copies of the biennial report in conformance with Subsections 380.06(15) and (18), Florida Statutes; and

j. A copy of any recorded notice of the adoption of a development order or the subsequent modification of an adopted development order that was recorded by the Developer* pursuant to Subsection 380.06(15)(f), Florida Statutes.

k. Reports or information pursuant to stipulations D(2), D(3), D(6), F(1), H(1),and L.(2) .

O.(3) Any changes in the Development from the parameters set forth in the Application* and this Development Order shall be governed by Subsection 380.06(19), Florida Statutes.

O.(4) The Manatee County Building and Development Services Director or the Director's authorized designee shall be responsible for monitoring the Development and ensuring its compliance with this Development Order. The data necessary for monitoring the Development shall be generated by building permits, certificates of occupancy, approval of plats and offering statements, the Biennial Report, and on-site observations. The enforcement of the Terms and conditions of this Development Order shall be through such means as are authorized by Chapter 380, Florida Statutes, and through the Manatee County Land Development Code.

O.(5) The Developer* has elected, pursuant to Section 380.06(5)(c), Florida Statutes, to be bound by the rules adopted pursuant to Chapters 403 and 373, Florida Statutes, in effect at the time the Development Order was issued on September 30, 1997. Accordingly, to the extent the provisions of Section 380.06(5)(c), Florida Statutes, affect the determination as to which rules are applicable to the Development, said election shall apply, notwithstanding any provision in this Development Order to the contrary.

O.(6) This Development Order shall expire December 30, 2020. Buildout shall be completed by December 30, 2019. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

O.(7) This Ordinance shall constitute a Development Order issued in accordance with Chapter 380, Florida Statutes.

O.(8) In the event of a Development Order appeal or other legal challenge of the Development Order by the DCA or TBRPC, the Developer shall pay all costs and fees of County Staff and attorneys the County is required to expend related to said appeal or legal challenge at the rate of the processing fee for the

Development Order under the current Building and Development Services Department fee schedules. Payment of all billings by the Developer related to such fees and costs shall be made within 45 days of the submittal of an invoice. Payment to County staff and County attorneys shall be at the rate of the processing fee for the Development Order under the current Building and Development Services Department fee schedule, and payment shall be remitted within forty-five days of submittal of an invoice.

SECTION 6. DEVELOPER* COMMITMENTS

Developer* commitments set forth in the attached "Exhibit F" shall be honored by the Developer*, except as they may be superseded by specific terms of this Development Order.

SECTION 7. LEGAL DESCRIPTION

Development of Cooper Creek Center shall be restricted to the 604.68 acre tract of land described by the legal description included as "Exhibit A" attached to and made a part of this Development Order.

SECTION 8. COMMENCEMENT OF DEVELOPMENT

Physical development of the project not previously permitted shall commence within three (3) years of approval of this Development Order unless the time period for commencement is extended by the Board of County Commissioners; however, no Development Approval* shall occur until the expiration of the appropriate appeal for this Development Order. If any five year period shall expire without significant development activity on the site, the Board of County Commissioners may conduct a public hearing in accordance with the Land Development Code and may, at its option, based on testimony presented at that hearing, rescind or suspend or take other appropriate action on any and all approvals granted herein except where the failure to carry out development is attributable to factors beyond the control of the Developer* (such as the unavailability of permits because of inadequate public facilities, or for any other similar reason). For the purpose of this provision, "significant development" shall be the actual construction of Vertical Development* as part of an ongoing effort to prepare improved land or buildings for sale, lease, or use. Physical development has been initiated.

SECTION 9. RESTRICTIONS ON DOWN-ZONING

Prior to December 30, 2019, the County may not down-zone or reduce the intensity or unit density permitted by this order, unless the County can demonstrate that:

A. Substantial changes in the conditions underlying the approval of the order have occurred; or

B. The order was based upon substantially inaccurate information provided by the Developer*; or

C. The change is clearly established by the County to be essential for the public health, safety, or welfare.

Any down-zoning or reduction in intensity shall be affected only through the usual and customary procedures required by statute or ordinance for change in local land development regulations.

For the purposes of this order, the term "down-zone" shall refer only to changes in zoning, land use, or development regulations that decrease the development rights approved by this order, and nothing in this paragraph shall be construed to prohibit legally enacted changes in zoning regulations which do not decrease the development rights granted to the Developer* by this order. The inclusion of this section is not to be construed as evidencing any present or foreseeable intent on the part of the County to down-zone or alter the density of the development, but is included herein to comply with Paragraph 380.06(15)(c)3, Florida Statutes.

SECTION 10. BINDING ORDER UPON DEVELOPER*

This order shall be binding upon the Developer* and Owners*.

SECTION 11. COMPLIANCE WITH CODES, ORDINANCES

All development undertaken pursuant to this order shall be in accordance with all applicable local codes and ordinances in effect at the time of permitting, and other laws, except as specifically provided herein.

SECTION 12. RENDITION

The Building and Development Services Department is hereby directed to send certified copies of this Development Order within thirty (30) days of the Board of County Commissioners approval of this Development Order to the Developer*, theState Land Planning Agency, and the TBRPC.

SECTION 13. NOTICE OF RECORDING

The Developer* shall record a notice of adoption of this order as required pursuant to Chapter 380, Florida Statutes, and shall furnish the Building and Development Services Department a copy of the recorded notice.

SECTION 14. SEVERABILITY

It is the intent of this development order to comply with the requirements of all applicable law and constitutional requirements. If any provision or portion of this development order is declared by any court of competent jurisdiction to be void, unconstitutional, or unenforceable, then such provisions or portions shall be deemed null and void but all remaining provisions and portions of this development order shall remain in full force and effect.

SECTION 15. EFFECTIVE DATE

This Ordinance shall become effective upon filing of a certified copy with the Department of State and rendered to the parties specified in Section 380.07(2), Florida Statutes, whichever occurs later; provided, however, that the filing of a notice of Appeal

pursuant to Section 380.07, Florida Statutes shall suspend development authorization granted by this Development Order, until the resolution of said appeal. However, this is not intended to suspend development previously authorized pursuant to Ordinance 11-38 during the pendency of any appeal.

SECTION 16. RECONCILE INTO ONE DOCUMENT

This Development Order represents a codification of the existing approvals for the project integrating those changes proposed in this Notice of Proposed Change and approved by the Board of County Commissioners into a single Development Order for administrative convenience and is not intended to provide a new point of entry for current conditions and requirements of this project that are not related to this Notice of Proposed Change.

SECTION 17. REPEAL OF PRIOR ORDINANCE

Ordinance 11-16 adopted by the Board of County Commissioners on May 24, 2011, is hereby repealed and of no further force or effect.

ADOPTED AND APPROVED with a quorum present and voting by the Board of County Commissioners of Manatee County, Florida this the1st day of December, 2011.

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

BY: _____
Carol Whitmore, Chairman

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO. FLA.

ATTEST: R.B. SHORE
Clerk of the Circuit Court

BY: _____
Deputy Clerk

EXHIBITS A, B, C F, and G, ARE ATTACHED

EXHIBITS D AND I ARE NOT ATTACHED BUT ARE ON FILE AT THE CLERK'S OFFICE AS ATTACHMENTS TO THE PREVIOUSLY APPROVED ORDINANCE 97-23, APPROVED ON NOVEMBER 4, 1997.

"EXHIBIT A"

LEGAL DESCRIPTION COOPER CREEK CENTER

FROM THE S.W. CORNER OF SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, BEING ON THE NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD, RUN S 89°24'05" E (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLAN COORDINATE SYSTEM), ALONG THE SAID NORTH RIGHT OF WAY LINE, A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING; THENCE N 00°20'30" W, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 36, A DISTANCE OF 5343.35 FEET; THENCE N 02°45'45" E, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 26, TOWNSHIP 35 SOUTH, RANGE 18 EAST, A DISTANCE OF 2674.17 FEET TO THE NORTH LINE OF THE S.W. 1/4 OF SAID SECTION 25; THENCE S 89°10'54" E, ALONG SAID NORTH LINE, A DISTANCE OF 2335.77 FEET TO THE WESTERLY RIGHT OF WAY LINE OF S.R. 93 (I-75, SECTION 13075-2402); THENCE ALONG SAID WESTERLY RIGHT OF WAY LINE (AND INTERSECTION RIGHT OF WAY) THE FOLLOWING EIGHT COURSES: VIZ: S 13°40'31" E, A DISTANCE OF 6145.63 FEET; AND S 09°40'31" E, A DISTANCE OF 518.74 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 3180.04 FEET; AND SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 11°30'18", A DISTANCE OF 638.55 FEET; AND S 04°37'06" W, A DISTANCE OF 450.00 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 216.0 FEET; AND SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 83°40'21", A DISTANCE OF 315.44 FEET, TO THE P.T. OF SAID CURVE; AND S 88°17'27" W, A DISTANCE OF 628.42 FEET; AND N 89°25'07" W, A DISTANCE OF 298.24 FEET ; AND S 00°34'53" W, A DISTANCE OF 2.00 FEET, TO THE ABOVE DESCRIBED NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD; THENCE ALONG SAID NORTH RIGHT OF WAY LINE THE FOLLOWING EIGHT COURSES: VIZ: N 89°25'07" W, A DISTANCE OF 440.34 FEET; AND N 89°24'06" W, A DISTANCE OF 7.33 FEET, TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 5865.58 FEET; AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 828.89 FEET, TO THE P.T. OF SAID CURVE; AND S 82°30'06" W, A DISTANCE OF 549.31 FEET; AND S 00°35'54" W, A DISTANCE OF 33.33 FEET; AND S 82°30'06" W, A DISTANCE OF 12.41 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 5626.58 FEET, AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 795.11 FEET, TO THE P.T. OF SAID CURVE; AND N 89°24'05" W, A DISTANCE OF 220.21 FEET TO THE POINT OF BEGINNING. LYING AND BEING IN SECTIONS 25 & 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY, AND RESTRICTIONS OF RECORD.

CONTAINING 604.68 ACRES, MORE OR LESS.

"EXHIBIT F"

DEVELOPER COMMITMENTS

1. The home sites shall be clustered around the sites/ natural features. (ADA Pg 12-1)

2. Infrastructure including water, sewer and electricity, along with roadway paving, shall be in place prior to certificate of occupancy. (ADA, Pg 32-2)

3. There shall be a minimum of three percent of the original coniferous remaining after development. (Pg 12-4, S.R.)

4. Standard fugitive particulate abatement procedures shall be used to control dust prior to construction of the various phases of Cooper Creek Center. (Pg. 13-5, S.R.)

5. Manatee County Air Pollution Rules take effect at the time of construction approval and shall apply throughout the balance of construction of Cooper Creek Center. (Pg. 13-5, S.R.)

6. Temporary erosion control measures shall be employed during project construction to minimize wind and water erosion. Temporary measures may include hay bales, silt screens, grassing, mulching, floating or staked silt barriers, sandbagging, or other appropriate methods described in the FDOT Standard Specifications for Road and Bridge Construction. Dust control measures such as watering, or the use of calcium chloride shall be employed as needed. (ADA, 14-2; SRII, pg A1-10)

7. Flood elevations shall generally not be altered by the development; however, the acreages within the flood hazard zones will shall change due to dredge and fill activities which shall occur as part of the construction of the stormwater management system and site grading plan. (Pg. 17-1, S.R.)

8. The 25-year flood elevations of Cooper Creek shall be shifted approximately 0.5 feet higher within the project by the construction of a new bridge across Cooper Creek and encroachment down to the 10-year floodplain of Cooper Creek. (Pg. 17-1, S.R.)

9. The 100-year flood elevation shall not be increased off-site due to the additional flow capacity provided by the new auxiliary floodway to be constructed in the uplands along the northwest side of Cooper Creek. (Pg. 17-1, S.R.)

10. There shall be no significant net change in surface and groundwater at buildout. The stormwater treatment ponds shall be instrumental in replenishing the groundwater storage. (SR, pg. C1-8)

11. Clearing of existing vegetation shall be selective, emphasizing conservation of valuable existing plant materials and wetlands. (ADA, pg 12-5)

12. The applicant agrees to cooperate with the Division of Archives and Manatee County in deciding the ultimate disposition of any archaeological or historical resources found during construction. (Pg. 19-1, S.R.)

13. The project shall comply with the requirement of Chapter 62.4, 62.25, 40D-4, 41D-40, and 40D-400, FAC, concerning water quality of stormwater discharge. (SRIII, pg. 6)

14. The wastewater collection system outside the public rights-of-way shall be maintained by the owner of the property. (Pg. 21-1, S.R.)

15. Water users in the industrial park shall have individual meters in order to encourage water conservation. (Pg. 21-2, S.R.)

16. The detention areas of the proposed drainage system shall be designed to contain the runoff from a 25-year, 24-hour storm event for post-development conditions. (ADA, Pg. 22-1)

17. The project design shall consider various methods of energy efficiency and incorporate energy-conserving materials, lighting and equipment. (ADA, 25-3)

18. The proposed facilities and open space shall be owned, operated, and maintained by the Developer, its successors and assigns. (SRIV, pg. 17)

19. Permanent erosion control features, such as permanent landscaping, shall be incorporated into the project at the earliest practical time. (ADA, Pg. 14-2)

20. When practical, conveyance within the drainage system shall incorporate isolated Wetland systems and shallow grassy swales to provide for additional treatment assimilation of nutrients, and additional percolation and evaporation; and utilize shallow grassy swales for conveyance. (ADA, 15-10)

21. Alterations to the floodplain and floodway of Cooper Creek shall allow portions of the floodplain and floodway to be utilized for development or stormwater management without reducing the conveyance of Cooper Creek or causing an increase in the 100-year flood stage. (Pg. 17-6, ADA)

22. A new crossing between powerline bridge and I-75 bridge may be constructed having a flow cross section at stage 18.0 feet msl at least equal to the existing box culvert crossing under University parkway. This crossing shall be either a bridge or a triple box culvert with the center barrel 2.0 feet lower than the outer barrels to provide for passage of animals along the Cooper Creek corridor. (Pg. 22-14, ADA)

23. Natural trail or other passive recreational elements may be constructed in Subbasin A outside the banks of the creek but within the floodway. These elements shall be design not to reduce the conveyance of Cooper Creek and its floodway. (Pg. 22-14, ADA)

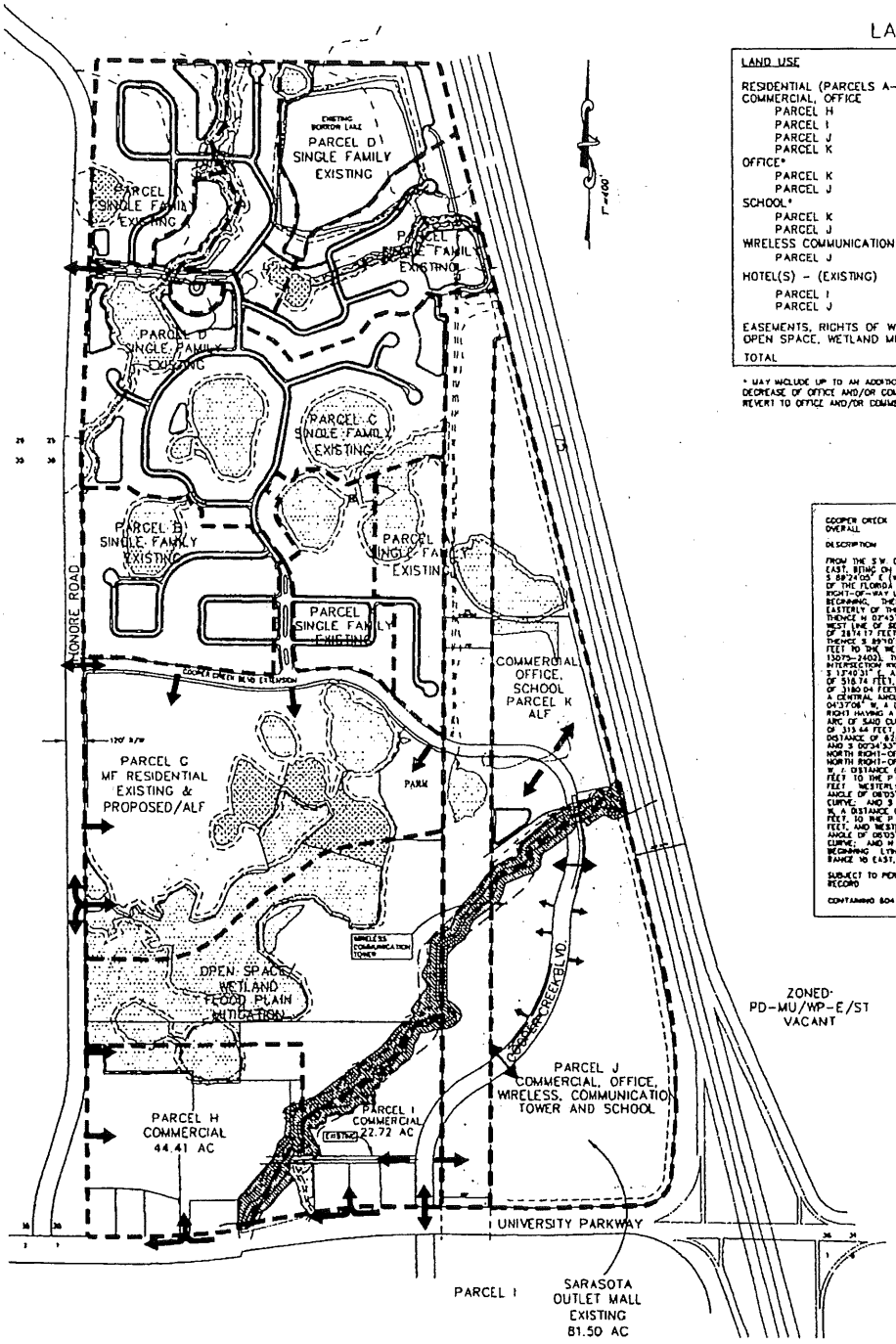
24. The fire flow required shall be based upon the proposed type of construction at the current recommendation of the National Board of Fire Underwriters at the time of construction. (Pg. 23-4, ADA)

25. The developer shall satisfy county and SWFWMD regulations regarding encroachments on the floodplain of Cooper Creek. (PBS&J/TBRPC meeting June 25, 1985)

26. No upland development is planned within the 25-year floodplain of the Braden River, Sub basins D, E, F and G. (Pg. 17-8, S.R.)

27. Four wildlife corridor areas located along the tributaries within the project shall be protected from any future development other than recreation and stormwater retention, through the use of easements and restrictive covenants. (P. 18-1, S.R. and Pg. 18-5, ADA)

Exhibit "B"



LAND USE SUMMARY

LAND USE	UNITS/SF	ACRES
RESIDENTIAL (PARCELS A-G)	767 UNITS	240.2±
COMMERCIAL, OFFICE	794,000 SF	238.5±
PARCEL H		
PARCEL I		
PARCEL J		
PARCEL K		
OFFICE*	223,000 SF	
PARCEL K		
PARCEL J		
SCHOOL*	20,000 SF	
PARCEL K		
PARCEL J		
WIRELESS COMMUNICATION TOWER		1.0±
PARCEL J		
HOTEL(S) - (EXISTING)	250 ROOMS	6.0±
PARCEL I		
PARCEL J		
EASEMENTS, RIGHTS OF WAY, WETLANDS, OPEN SPACE, WETLAND MITIGATION		124.98±
TOTAL		604.68

* MAY INCLUDE UP TO AN ADDITIONAL 26,000 SQ. FT. OF SCHOOL UPON CORRESPONDING DECREASE OF OFFICE AND/OR COMMERCIAL USE AT A 1:1 RATIO. ALL SCHOOL SPACE MAY REVERT TO OFFICE AND/OR COMMERCIAL SPACE.

COOPER CREEK
OVERALL

DESCRIPTION

FROM THE S.W. CORNER OF THE SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, BEING ON THE NORTH RIGHT-OF-WAY LINE OF COUNTY LINE ROAD, RUN S 89°57'00" E (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLANE COORDINATE SYSTEM), ALONG THE SAID NORTH RIGHT-OF-WAY LINE, A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING; THENCE N 00°20'30" W, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 36, A DISTANCE OF 5343.55 FEET; THENCE N 07°45'15" E, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 25, TOWNSHIP 35 SOUTH, RANGE 18 EAST, A DISTANCE OF 2874.17 FEET TO THE NORTH LINE OF THE S.W. 1/4 OF SAID SECTION 25; THENCE S 89°10'54" E, ALONG SAID NORTH LINE, A DISTANCE OF 2232.77 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF S.R. 93 (I-75, SECTION 13075-2402); THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE (AND INTERSECTION RIGHT-OF-WAY) THE FOLLOWING EIGHT COURSES, VIZ: S 17°40'31" E, A DISTANCE OF 8159.33 FEET, AND S 09°40'20" E, A DISTANCE OF 518.74 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 3180.04 FEET, AND SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 11°30'18", A DISTANCE OF 638.55 FEET, AND S 04°37'08" W, A DISTANCE OF 450.00 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 216.00 FEET, AND SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 83°40'27", A DISTANCE OF 315.44 FEET, TO THE P.T. OF SAID CURVE; AND S 88°17'37" W, A DISTANCE OF 828.42 FEET, AND N 89°23'07" W, A DISTANCE OF 290.24 FEET, AND S 00°34'53" W, A DISTANCE OF 2.00 FEET; TO THE ABOVE DESCRIBED NORTH RIGHT-OF-WAY LINE OF COUNTY LINE ROAD; THENCE ALONG SAID NORTH RIGHT-OF-WAY LINE THE FOLLOWING EIGHT COURSES; VIZ: N 89°23'07" W, A DISTANCE OF 440.34 FEET; S 40° M 89°24'06" W, A DISTANCE OF 1.33 FEET TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 5845.58 FEET; WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 828.98 FEET, TO THE P.T. OF SAID CURVE; AND S 82°30'05" W, A DISTANCE OF 349.31 FEET; AND S 00°33'54" W, A DISTANCE OF 33.33 FEET; AND S 82°07'06" W, A DISTANCE OF 12.41 FEET TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 5828.58 FEET, AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°03'48", A DISTANCE OF 793.11 FEET, TO THE P.T. OF SAID CURVE; AND N 89°24'05" W, A DISTANCE OF 220.21 FEET TO THE POINT OF BEGINNING. LYING AND BEING IN SECTION 25 & 26, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY, AND RESTRICTIONS OF RECORD

CONTAINING 604.68 ACRES, MORE OR LESS

LEGEND

PRESERVATION AREA - 16.49± AC
CONSERVATION AREA - 88.98± AC
OTHER WETLAND AREA
PARCEL LINE
EXISTING ALIGNED ACCESS DRIVES
EXISTING ACCESS DRIVES
EXISTING INTERSECTION ACCESS
EXISTING RIGHT IN/OUT ACCESS
PROPOSED ACCESS
PROPOSED INTERSECTION ACCESS

DESIGNED DSL/DBC
DRAWN ADR
DATE 09.01.11
JOB NO. 2400
SCALE 1"=400'
SHEET

MAP H - REVISED
FOR
COOPER CREEK
LOCATED IN
SECTION 25 & 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST
MANATEE COUNTY, FLORIDA

THE SOLE PURPOSE OF THIS DRAWING IS TO ILLUSTRATE THE APPROXIMATE DIMENSIONS AND LAYOUT OF THE DEPICTED PREMISES. NO OTHER WARRANTY OR REPRESENTATION EXPRESSED OR IMPLIED IS MADE WITH RESPECT TO THE ILLUSTRATION

REVISIONS
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BENDERSON DEVELOPMENT COMPANY, LLC
8401 COOPER CREEK BLVD, UNIVERSITY PARK, FL 34201
Phone (941) 359-8383 Fax (941) 359-8384
www.bendersondev.com

BENDERSON DEVELOPMENT COMPANY, LLC

8441 Cooper Creek Blvd.
University Park, FL 34201
Phone: (941) 359-8303
Fax: (941) 359-1478

Date:	08/24/11	Job Number:	2400
Project:	**Cooper Creek DRI #14 NOPC**		

TO: ***Ms. Lisa Barrett, Planning Manager***
Manatee County Building and Development Services

We are sending you the following items:

COPIES	DATE	NUMBER	DESCRIPTION
20	08/24/11		Completed Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI) Subsection 380.06(19) , Florida Statutes
20	08/24/11		Ordinance 11-16 revised in add/delete format for NOPC
1	08/24/11		Check in the amount of $12,300 for Application Fee (Includes $7500 for NOPC and $4800 for GDP amendment)
20	08/24/11		Revised Map H
20	08/24/11		Revised Exhibit "C"
20	08/24/11		Letter explaining proposed changes
20	08/24/11		Land Development Application, including Agent Authorization Form (original submitted with General Development Plan modification)

REMARKS: Attached is the application for the NOPC as discussed.
If you have any questions, please contact me at (941) 360-7264. Thanks.

Sincerely,

Betsy Benac, AICP, LEED AP
Senior Project Planner

Exhibit "G"

MANATEE COUNTY GOVERNMENT
PLANNING DEPARTMENT
LAND DEVELOPMENT APPLICATION

FOR STAFF USE ONLY

Date: _____ File Number: _____

File Name: _____

This application shall be used for all land development
rezone or comprehensive plan amendment request.
Please attach appropriate standards or supplementary information, as applicable.

NAME OF THE PROJECT: Cooper Creek Center DRI #14

TYPE OF APPROVAL DESIRED: Notice of Approved Change to DRI (NOPC)

LIST CASE NUMBERS OF PREVIOUS APPROVALS: Ordinance 11-16 Cooper Creek Center

A. Property Information

1. Legal Description: See Attached
2. D. P. Number(s): 2054711059
3. Section: 25 and 36 Township: 35S Range: 18E
4. Subdivision Name (if Platted): N/A
5. Lot: NA 6. Block: NA
7. Address or Location of Property (See Address Coordinator, if physical address is needed):
   North of University Parkway and West of I-75
8. Present Zoning Classification: PD-MU/WP-E/ST
9. (If Rezone) Proposed Zoning Classification: NA
10. (If Comprehensive Plan Map Amendment) Proposed Future Land Use Category: NA
11. Future Land Use Category: MU
12. Flood Zone Category: X and AE Map/Panel Numbers: 120153 0365C
13. Property Size (to the nearest tenth of acre or sq. ft.: 604.68
14. Existing Use(s) of Subject Property (i.e.: vacant, residence, commercial, etc.):
    Residential, Commercial, Office, School, Cell Tower, Park, and Hotel
15. Surrounding Land Use(s) (i.e.: vacant, residence, commercial, etc.):
    a. North: Residential
    b. South: University Parkway/Commercial
    c. East: I-75/Commercial
    d. West: Commercial/Residential
16. Description of Proposed Activity or Use (Attach separate Sheet if Necessary):
    Increase the allowable commercial retail SF to 794,000 SF; Increase the allowable office to 243,000 SF of which 26,000 SF may be traded for School of Special Education use. Add additional access points to Cooper Creek Blvd. to accommodate future development; modify GDP to reflect updated conservation and preservation (wetlands) areas; Add Commercial and ALF to allowable uses in Parcel K.

Exhibit "G"

B. Names/Addresses

List all person(s)having ownership in subject property

1. Name of Property Owner: **Dick Road-Blend-All Hotel Development, Inc., ET,Al**
   Address: **8441 Cooper Creek Boulevard, University Park, Florida**
   Zip: **34201** Telephone: **941-359-8303** Fax: **941-359-1478**
   Email Address: **betsybenac@benderson.com**

2. Name of Agent: **Elizabeth Benac, Benderson Development Company, LLC**
   Contact Person: **Elizabeth Benac**
   Address: **8441 Cooper Creek Boulevard, University Park, Florida**
   Zip: **34201** Telephone: **941-359-8303** Fax: **941-359-1836**
   Email Address: **betsybenac@benderson.com**

4. Name of Engineer: **N/A**
   Contact Person: _____
   Address: _____
   Zip: ___ Telephone: _____ Fax: _____
   Email Address: _____

5. Name of Architect: **NA**
   Contact Person: _____
   Address: _____
   Zip: _____ Telephone: _____ Fax: _____
   Email Address: _____

6. Name of Landscape Architect: _____
   Contact Person: _____
   Address: _____
   Zip: _____ Telephone: Fax: _____
   Email Address: _____

NOTE: UNLESS OTHERWISE NOTED, ALL WRITTEN CORRESPONDENCE WILL BE MAILED TO THE AGENT. IF THERE IS NO AGENT, COMMENTS WILL BE SENT TO THE PROPERTY OWNER.

C. Signature

I hereby certify that the information in this application is true and correct. I have read this application and understand that other review processes and fees may be required prior to applying for and receiving Building Permits and/or Final Development Approval.

By executing this application, I acknowledge that I am familiar with the Rules of Procedure which apply to the boards or commissions which will act on my application and that I have read and understand such Rules of Procedures.

_____

(Signature of Property Owner or Agent)
Elizabeth Benac, Benderson ~~Dev.~~ Co, LLC

Additional Information

CONTACT:

Planning Department
1112 Manatee Avenue West, Bradenton, FL 34205
P. O. Box 1000, Bradenton, FL 34206

Telephone: (941) 749-3070
Fax Number: (941) 749-3071

MANATEE COUNTY PLANNING DEPARTMENT WEB PAGE
http://www.mymanatee.org

Rev. 12/1/07
B-1

BENDERSON DEVELOPMENT COMPANY, LLC. • 8441 Cooper Creek Blvd., University Park, FL 34201 • 941/359-8303• FAX 941/359-1836 •

August 24, 2011

Ms. Lisa Barrett, Planning Manager
Manatee County Building and Development Services

RE: Request for Notice of Proposed Change to the Cooper Creek DRI #14

Dear Lisa:

In response to the recently adopted modifications to Chapter 380.06 (19), and in order to allow for future infill development opportunities at the existing development, we are submitting the enclosed applications for a Notice of Proposed Change (NOPC) to a previously approved DRI. The changes proposed to the DRI include:

1. Provide an increase in the allowable area/square feet (SF) for retail commercial development of 20,000 SF, bringing the maximum allowable SF for Commercial Uses to 794,000 SF.
2. Provide an increase in the allowable area for office commercial development of 83,000 SF, with the ability to have an additional 20,000 SF of school of special education as a trade-off for the office.
3. Add Commercial and Assisted Living (ALF) as an allowable use in Parcel K.
4. Modify Map H to reflect the above referenced increases to the office and commercial uses, as well as to modify the Conservation Area to reflect areas that are under a conservation easement with Manatee County, in addition to existing wetlands in the developed portion of the site that may not be under a conservation easement. This change results in an increase in the amount of Conservation Area shown on the map.
5. Reflect new access points along Cooper Creek Blvd. to accommodate future development.
6. Update Exhibit "C" to reflect areas that are in a conservation easement or other wetlands existing in the developed portion of the site. Modify the definition of "Conservation Area" to reflect the existing conservation areas under easement to Manatee County as well as the other wetland areas shown on Exhibit "C". The reference to "TBRPC Conservation Areas" is being deleted.
7. Modify Development Condition A.(4) to change the limitations for tradeoffs to reflect the changes to the maximum allowable SF for office and commercial uses, to eliminate the restrictions on hotel uses, and to increase the amount of school that may be allowed as a tradeoff for office or commercial uses.
8. Eliminate Table 3, and change the requirement for wetland mitigation to be consistent with State requirements or the Manatee County Comprehensive Plan

when mitigation is not required by the State and modify Condition D(6) to reflect this change.

9. Recognize additional four year extensions of the buildout date (to December 30, 2019) and the Development Order expiration date (December 30, 2020) in accordance with HB 7207.

It is our position that these changes do not constitute a substantial deviation, under the recently amended Chapter 380.06. The calculations for the additional SF as a percentage of the 110% threshold as allowed in Chapter 360.09(19) e as amended are detailed below:

20,000 retail /77,400 SF (10% of the approved commercial SF)	=26%
83,000 office /100,000 SF	=83%
Total	=109%

Our application will include a traffic study prepared by Kimley Horn and Associates (to be provided under separate cover) which demonstrates that the total number of trips to be generated from the proposed additional SF do not exceed 15% of the trips approved with the original development order for the shopping center, and that the new access points along Cooper Creek Boulevard do not have a negative impact on the surrounding transportation network.

The changes proposed to Map H include the proposed increase in SF, and also a change to the area shown as Conservation Land. This change includes an updated Exhibit "C", which does not appear to have been modified since 1999. However, with construction of the development, changes have been made to the Conservation areas, and these changes have resulted in the recording of conservation easements to Manatee County. In some cases, areas shown as Conservation have been or are proposed to be mitigated (as anticipated by the Development Order). This change will correct the map to reflect only those wetland areas that exist or are proposed to be placed in a Conservation easement. The definition of conservation area is proposed to be changed to reflect the use of conservation easements provided to Manatee County to protect these areas. The reference to "TBRPC Conservation Areas" is being deleted, as there does not appear to be an existing definition of such areas in the current Regional Policy Plan. No changes are proposed to any Preservation Areas.

The development order is proposed to be modified to eliminate Table 3, which provides for minimum wetland, preservation and conservation area mitigation ratios. This table makes reference to TBRPC Conservation Areas, which are not defined in the Development Order, Chapter 360 FS or in the Manatee County Comprehensive Plan. The Development Order in Table 3 provides for mitigation ratios that do not

BENDERSON DEVELOPMENT COMPANY, LLC. • 8441 Cooper Creek Blvd., University Park, FL 34201 • 941/359-8303• FAX 941/359-1836 •

meet the standards for mitigation currently utilized by the SWFWMD, FDEP and Manatee County, as the Manatee County Comprehensive Plan has been amended to include UMAM standards for classification and mitigation of wetlands.

Please let us know if you have any questions regarding the proposed changes, and we look forward toward working with you on adoption of the NOPC and the GDP amendment.

Sincerely,

Betsy Benac, AICP, LEED AP

Benderson Development Company, LLC

FORM RPM-BSP-PROPCHANGE-1

STATE OF FLORIDA
DEPARTMENT OF COMMUNITY AFFAIRS
DIVISION OF COMMUNITY PLANNING
BUREAU OF LOCAL PLANNING
2555 Shumard Oak Blvd.
Tallahassee, Florida 32399
850/488-4925

NOTIFICATION OF A PROPOSED CHANGE TO A PREVIOUSLY APPROVED DEVELOPMENT OF REGIONAL IMPACT (DRI) SUBSECTION 380.06(19), FLORIDA STATUTES

Subsection 380.06(19), Florida Statutes, requires that submittal of a proposed change to a previously approved DRI be made to the local government, the regional planning agency, and the state land planning agency according to this form.

1. I, **Elizabeth J Benac**, the undersigned owner/authorized representative of **Dick Road-Blend-All Hotel Development, Inc. (developer/owner)**, hereby give notice of a proposed change to a previously approved Development of Regional Impact in accordance with Subsection 380.06(19), Florida Statutes. In support thereof, I submit the following information concerning the **Cooper Creek Center** development, which information is true and correct to the best of my knowledge. I have submitted today, under separate cover, copies of this completed notification to **Manatee County,** to the **Tampa Bay** Regional Planning Council, and to the Bureau of Local Planning, Department of Community Affairs.

_____ _____
Date Signature

2. Applicant (name, address, phone)

Dick Road-Blend-All Hotel Development, Inc. 8441 Cooper Creek Blvd., University Park, FL 34201 (941) 359-8303

3. Authorized Agent (name, address, phone).

Elizabeth J. Benac, Benderson Development Company, LLC 8441 Cooper Creek Blvd. University Park, FL 34201 (941) 359-8303

4. Location (City, County, Township/Range/Section) of approved DRI and proposed change.

Manatee County, Florida-Sections 25 and 36, Township 35S, Township 35S, Range 18 E

5. Provide a complete description of the proposed change. Include any proposed changes to the plan of development, phasing, additional lands, commencement date, build-out date, development order conditions and requirements, or to the representations contained in either the development order or the Application for Development Approval.

Indicate such changes on the project master site plan, supplementing with other detailed maps, as appropriate. Additional information may be requested by the Department or any reviewing agency to clarify the nature of the change or the resulting impacts.

The Proposed Changes include:

1. **Modification to the approved Land Uses in Project Summary Table 1 to include:**
   a. **An additional 20,000 SF of Commercial for a total of 794,000 SF (26% of max. allowable 77,400 SF)**
   b. **An additional 83,000 SF of Office and/or school Use for a total of 243,000 SF (83% of max. allowable 100,000 SF)**
   c. **Modified the Office Use to note that up to 26,000 SF of School may be permitted in lieu of Office SF .**
2. **Modifications to Map H to include:**
   a. **Additional Access points to Cooper Creek Blvd, a thoroughfare roadway internal to the project**
   b. **Added Commercial and Assisted Living Facility as an allowable land use in parcel K**
   c. **Land Use Changes listed above in #1 reflected in the Land Use Sumary Table**
3. **Modification to the Conservation Areas consistent with the proposed definition to include areas under a Conservation Easement to Manatee County and those areas shown on revised "Exhibit C" (as updated with this NOPC). The result is that the Conservation Area is much larger than on the current Map H and Exhibit "C".**
4. **Extend the build-out date and expiration dates in compliance with HB 7207; to 2019 and 2020 respectively**
5. **Amend the Definition of Conservation Area to delete the reference to TBRPC and substitute the language to "mean areas under a Conservation Easement to Manatee County and those areas shown on revised "Exhibit C".**
6. **Update "Exhibit C" to show Conservation Areas based on recorded Conservation Easements and conservation areas (both wetlands and uplands) existing (but not in an easement) within the developed portions of the project.**
7. **Amend General Condition D(6) to eliminate reference to Table 3, and change the requirement for mitigation of impacts to reference SWFWMD requirements, or the Manatee County Comprehensive Plan if mitigation is not required by the State. Update the acreage amount of the Conservation Areas and the date of the Exhibit C.**
8. **Delete Table 3 providing for Mitigation Ratios.**

9. **Modify Development Condition A.(4) to change the limitations for tradeoffs to reflect the changes to the maximum allowable SF for office and commercial uses, to eliminate the restrictions on hotel uses, and to increase the amount of school that may be allowed as a tradeoff for office or commercial uses.**

6. Complete the attached Substantial Deviation Determination Chart for all land use types approved in the development. If no change is proposed or has occurred, indicate no change. **(Please see attached)**

7. List all the dates and resolution numbers (or other appropriate identification numbers) of all modifications or amendments to the originally approved DRI development order that have been adopted by the local government, and provide a brief description of the previous changes (i.e., any information not already addressed in the Substantial Deviation Determination Chart). Has there been a change in local government jurisdiction for any portion of the development since the last approval or development order was issued? If so, has the annexing local government adopted a new DRI development order for the project? **The Development Order for Cooper Creek Center was originally approved on January 9, 1986 and became effective on January 13, 1986 (Resolution 85-236). Since then the DO has been amended 11 times. The most recent NOPC was approved to allow extensions of time consistent with SB 1752, and a new right-in/right-out access drive on University Parkway. The NOPC was found not to be a Substantial Deviation and approved on May 24, 2011 (Ordinance 11-16). There has not been any change to the local government jurisdicition (Manatee County) since the original DO approval in 1986.**

8. Describe any lands purchased or optioned within 1/4 mile of the original DRI site subsequent to the original approval or issuance of the DRI development order. Identify such land, its size, intended use, and adjacent non-project land uses within ½ mile on a project master site plan or other map. **No lands have been purchased by the Owner within ¼ mile of the original DRI site subsequent to the original approval or issuance of the DRI development order.**

9. Indicate if the proposed change is less than 40% (cumulatively with other previous changes) of any of the criteria listed in Paragraph 380.06(19)(b), Florida Statutes.

Do you believe this notification of change proposes a change which meets the criteria of Subparagraph 380.06(19)(e)2., F.S.
YES **X** NO _____

10. Does the proposed change result in a change to the buildout date or any phasing date of the project? If so, indicate the proposed new buildout or phasing dates. **Yes-the new buildout date will be December 30, 2019 and the Expiration date will be December 30, 2020, consistent with the recently approved 4-year allowable extension granted with HB 7207**

11. Will the proposed change require an amendment to the local government comprehensive plan? **No**

Provide the following for incorporation into such an amended development order, pursuant to Subsections 380.06 (15), F.S., and 9J-2.025, Florida Administrative Code:

12. An updated master site plan or other map of the development portraying and distinguishing the proposed changes to the previously approved DRI or development order conditions. **An updated master site pl. (Map H) has been provided**

13. Pursuant to Subsection 380.06(19)(f), F.S., include the precise language that is being proposed to be deleted or added as an amendment to the development order. This language should address and quantify:

a. All proposed specific changes to the nature, phasing, and build-out date of the development; to development order conditions and requirements; to commitments and representations in the Application for Development Approval; to the acreage attributable to each described proposed change of land use, open space, areas for preservation, green belts; to structures or to other improvements including locations, square footage, number of units; and other major characteristics or components of the proposed change; The proposed changes include:

Modification to the approved Land Uses in Project Summary Table 1 to include:

i. **An additional 20,000 SF of Commercial for a total of 794,000 SF (26% of max. allowable 77,400 SF)**

ii. **An additional 83,000 SF of Office and/or school Use for a total of 243,000 SF (83% of max. allowable 100,000 SF)**

iii. **Modified the Office Use to note that up to 26,000 SF of School may be permitted in lieu of Office SF .**

Modifications to Map H to include:

- **Additional Access points to Cooper Creek Blvd, a thoroughfare roadway internal to the project**
- **Added Commercial and Assisted Living Facility as an allowable land use in parcel K**

Land Use Changes listed above in #1 reflected in the Land Use Sumary Table

Modification to the Conservation Areas consistent with the proposed definition to include areas under a Conservation Easement to Manatee County and those areas shown on revised "Exhibit C" (as updated with this NOPC). The result is that the Conservation Area is much larger than on the current Map H and Exhibit "C".

Extend the build-out date and expiration dates in compliance with HB 7207; to 2019 and 2020 respectively

Amend the Definition of Conservation Area to delete the reference to TBRPC and substitute the language to "mean areas under a Conservation Easement to Manatee County and those areas shown on revised "Exhibit C".

Update "Exhibit C" to show Conservation Areas based on recorded Conservation Easements and conservation areas (both wetlands and uplands) existing (but not in an easement) within the developed portions of the project.

Amend General Condition D(6) to eliminate reference to Table 3, and change the requirement for mitigation of impacts to reference SWFWMD requirements, or the Manatee County Comprehensive Plan if mitigation is not required by the State. Update the acreage amount of the Conservation Areas and the date of the Exhibit C.

Delete Table 3 providing for Mitigation Ratios.

Modify Development Condition A.(4) to change the limitations for tradeoffs to reflect the changes to the maximum allowable SF for office and commercial uses, to eliminate the restrictions on hotel uses, and to increase the amount of school that may be allowed as a tradeoff for office or commercial uses.

b. An updated legal description of the property, if any project acreage is/has been added or deleted to the previously approved plan of development; **No Additions or changes to the legal description**

c. A proposed amended development order deadline for commencing physical development of the proposed changes, if applicable; N/A

d. A proposed amended development order termination date that reasonably reflects the time required to complete the development; **December 31, 2020**

e. A proposed amended development order date until which the local government agrees that the changes to the DRI shall not be subject to down-zoning, unit density reduction, or intensity reduction, if applicable; and

f. Proposed amended development order specifications for the annual report, including the date of submission, contents, and parties to whom the report is submitted as specified in Subsection 9J-2.025 (7), F.A.C.
See attached proposed Development Order in add/delete format

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE & DATE OF CHANGE
Attraction/Recreation	# Parking Spaces			
	# Spectators			
	# Seats			
	Site locational changes			
	Acreage, including drainage, ROW, easements, etc.			
	External Vehicle Trips			
	D.O. Conditions			
	ADA Representations			
Airports	Runway (length)			
	Runway (strength)			
	Terminal (gross square feet)			
	# Parking Spaces			
	# Gates			
	Apron Area (gross square feet)			

Note: If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent.

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE & DATE OF CHANGE
	Site locational changes			
	Airport Acreage, including drainage, ROW, easements, etc.			
Airports (cont.)	# External Vehicle Trips			
	D.O. Conditions			
	ADA representations			
Hospitals	# Beds			
	# Parking Spaces			
	Building (gross square feet)			
	Site locational changes			
	Acreage, including drainage, ROW, easements, etc.			
	External Vehicle Trips			
	D.O. conditions			
	ADA representations			
Industrial	Acreage, including drainage, ROW, easements, etc.			
	# Parking spaces			
	Building (gross square feet)			

Note: If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent.

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE & DATE OF CHANGE
	# Employees			
	chemical storage (barrels and pounds)			
	Site locational changes			
Industrial (cont.)	# External vehicle trips			
	D.O. Conditions			
	ADA representations			
Mining Operations	Acreage mined (year)			
	Water withdrawal (gal/day)			
	Size of mine (acres), including drainage, ROW, easements, etc.			
	Site locational changes			
	# External vehicle trips			
	D.O. Conditions			
	ADA representations			
Office	Acreage, including drainage, ROW, easements, etc.	No Change	30+/- acres	
	Building (gross square feet)	243,000	160,000	Ordinance 11-16 clarified amount of office and school tradeoff adopted 5/24/11

Note: If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent.

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE & DATE OF CHANGE
	# Parking Spaces	972	640	
	# Employees			
	Site locational changes			
	# External vehicle trips	See Traffic study	See Traffic Study	
	D.O. Conditions			
Office (cont.)	ADA representations			
Petroleum/Chemical Storage	Storage Capacity (barrels and/or pounds)			
	Distance to Navigable Waters (feet)			
	Site locations changes			
	Facility Acreage, including drainage, ROW, easements, ect.			
	# External vehicle trips			
	D.O. Conditions			
	ADA representations			
Ports (Marinas)	# Boats, wet storage			
	# Boats, dry storage			
	Dredge and fill (cu. yds.)			
	Petroleum storage (gals.)			

Note: If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent.

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE & DATE OF CHANGE
	Site locational changes			
	Port Acreage, including drainage, ROW, easements, etc.			
	# External vehicle trips			
	D.O. Conditions			
	ADA representations			
Residential	# Dwelling units	Tradeoff will allow range from 691 to 843 units.	Current limitations allow range from 680 units to 1080 units. Currently, 767 units are approved.	Tradeoff was exercised in 2009 to exchange 113 residential units for 20,000 SF of office/Vo-tech School and 29,000 SF of retail. Approved with Ordinance 11-07(Corrected Ordinance) 2/3/11.
	Type of dwelling units			
	# of lots			
	Acreage, including drainage, ROW, easements, etc.			
	Site locational changes	Allow residential uses (Manatee County considers Assisted Living Facility a residential		

Note: If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent.

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE & DATE OF CHANGE
		use) in Parcel K		
	# External vehicle trips			
	D.O. Conditions			
Wholesale, Retail, Service	Acreage, including drainage, ROW, easements, etc.	Allow Commercial in Parcel K -30+/- acres	Currently Commercial is allowed in Parcels H,I & J-150 +/- acres.	
	Floor Space (gross square feet)	794,000 SF	774,000 SF	Additional 29,000 SF allowed with a tradeoff of 113 residential units approved with Ordinance 11-07 (Corrective) adopted 2/3/11
	# Parking Spaces	3,176	3,096	
	# Employees			
	Site locational changes	Added Retail commercial uses to Parcel K to allow for mix within the existing office park		
	# External vehicle trips	See traffic study	See traffic study	
	D.O. Conditions			

Note: If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent.

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE & DATE OF CHANGE
	ADA representations			
Hotel/Motel	# Rental Units	No Change		
	Floor space (gross square feet)			
	# Parking Places			
	# Employees			
	Site locational changes			
	Acreage, including drainage, ROW, easements, etc.			
	# External vehicle trips			
	D.O. Conditions			
	ADA representations			
R.V. Park	Acreage, including drainage, ROW, easements, etc.			
	# Parking Spaces			
	Buildings (gross square feet)			
	# Employees			
	Site locational changes			
	# External vehicle trips			

Note: If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent.

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE & DATE OF CHANGE
	D.O. conditions			
	ADA representations			
Open Space (All natural and vegetated non-impervious surfaces)	Acreage	No Change		
	Site locational changes			
	Type of open space			
	D.O. Conditions			
	ADA representations			
Preservation, Buffer or Special Protection Areas Preservation (cont.)	Acreage	Increase in Conservation Area-from 51.96 AC to over 70 acres. No Change in Preservation Area.	51.96 AC	
	Site locational changes	Consistent with surveyed Conservation Easements and existing wetlands	Based on general mapping criteria	
	Development of site proposed			
	D.O. Conditions	Modify definition of Conservation Area to match State (SWFWMD)and	Conservation Areas as defined by TBRPC	

Note: If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent.

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE & DATE OF CHANGE
		Local Comp Plan requirements		
	ADA representations			

Note: If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent.

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO., FLA.

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.

Witness my hand and official seal this 30th day of December ,20 11

R.B. SHORE
Clerk of Circuit Court

By: D.C.

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO., FLA.

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.

Witness my hand and official seal this 5th day of December ,20 11

R.B. SHORE
Clerk of Circuit Court

By: D.C.

103

MANATEE COUNTY
FLORIDA

Certified Mail # 7000 0520 0015 6095 8884

December 3, 2009

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

Re: Development Order for the Cooper Creek Center

Dear Mr. Meyer:

Enclosed is a certified copy of Ordinance 09-35, the DRI Development Order for the Cooper Creek Center, as adopted in open session by the Manatee County Board of County Commissioners on May 19, 2009, as required by Rule 9J-2.025(5), Florida Administrative Code.

If I can be of further assistance, please contact me at (941)748-4501, extension 6878.

Sincerely,

Bobbi Roy
Planning Coordinator

/br
Enclosure

HOLD
WAIT FOR
RESCINDING
CORRESPONDENCE

Planning Department
Mailing Address: P.O. Box 1000 * Street Address: 1112 Manatee Ave. W. 4th Floor, Bradenton, FL 34205
PHONE: 941.749.3070 * FAX: 941.749.3071
www.mymanatee.org

LARRY BUSTLE * DR. GWENDOLYN Y. BROWN * JOHN R. CHAPPIE * RON GETMAN * DONNA G. HAYES * CAROL WHITMORE * JOE MCCLASH
District 1 *District 2* *District 3* *District 4* *District 5* *District 6* *District 7*

ORDINANCE 09-35

FILED FOR RECORD
R. B. SHORE
2009 JAN -4 AM 7:33
CLERK OF THE CIRCUIT COURT
MANATEE CO. FLORIDA

AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA REGARDING LAND DEVELOPMENT, RENDERING AN AMENDED AND RESTATED DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR COOPER CREEK CENTER (RESOLUTION 85-236, AS AMENDED BY RESOLUTIONS 86-323, 87-58, 90-39, 93-300, 95-135, AND ORDINANCES 97-23, 99-40, 02-31, AND 05-54), ALSO KNOWN AS TBRPC DRI #103; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on January 9, 1986, the Board of County Commissioners (BOCC) approved R-85-236, a Development Order* for the Cooper Creek Center DRI for a planned residential, commercial, office, and industrial development on approximately 604.68 acres; and

WHEREAS, on December 23, 1986, February 10, 1987, March 29, 1990, April 5, 1993, June 22, 1995, November 4, 1997, September 7, 1999, May 28, 2002, and December 1, 2005, The Board of County Commissioner approved Resolutions R-86-323, R-87-58, R-90-39, R-93-100, R-95-135, Ordinance 97-23, Ordinance 99-40, 02-31, and 05-54 respectively, approving amendments to the Development Order for Cooper Creek Center, which amendments were not found to be a substantial deviation to the originally approved Development Order; and

WHEREAS, County Line Road Associates, LTD. has been succeeded by Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, as the Developer of Cooper Creek Center; and

WHEREAS, said Cooper Creek Center is a MULTI-USE PROJECT, as defined in Section 380.0651(3)(i), Florida Statutes, on approximately six hundred and four and 68/100 acres, located in south Manatee County, the legal description of which is attached as "Exhibit A"; and

WHEREAS, the buildout date for Cooper Creek Center expires on December 30, 2011; and

WHEREAS, the current expiration date of the Development Order is December 30, 2012; and

WHEREAS, the Developer has requested that further amendments to the Cooper Creek Center Development Order, as previously amended ("prior DO") be approved to provide for and approve the following changes to the project:

1. Amend Condition A.(4) to include schools as a permitted trade-off use in the DRI; and

2. Amend the Development Order to update terminology and departmental references; and other changes for internal consistency.

WHEREAS, while the development of Cooper Creek Center has commenced and is underway in accordance with the Prior DO*, this Development Order shall be, hence forth, considered the approved Cooper Creek Center Development of Regional Impact Development Order; and

WHEREAS, the above described changes in conjunction with all previous changes, do not constitute a Substantial Deviation to the Development Order, as amended, for Cooper Creek Center, pursuant to Chapter 380, Florida Statutes; and

WHEREAS, this Development Order shall be considered an amended Development Order; and

WHEREAS, all future development will shall comply with the requirements of the Comprehensive Plan (Ordinance 89-01, as amended) and Land Development Code (Ordinance 90-01, as amended), except where specifically approved by the BOCC in this Development Order.

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, has the statutory authority to consider and approve Notices of Proposed Changes (NOPC) for an amendment to an approved Development of Regional Impact; and

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

WHEREAS, the Planning Commission of Manatee County has reviewed the NOPC and has filed a recommendation on said NOPC with the Board of County Commissioners; and

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

WHEREAS, the Board of County Commissioners of Manatee County on May 19, 2009 held a duly noticed public hearings on said NOPC and has solicited, received and considered all testimony, reports, comments, evidence, and recommendations from interested citizens, County and City agencies, and the applicant, as well as the review and report of the Manatee County Planning Department; and

WHEREAS, said Board of County Commissioners has considered all of the foregoing in the adoption of this Ordinance.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 19th DAY OF MAY, 2009 AS FOLLOWS:

SECTION 1. AMENDMENT AND RESTATEMENT OF DEVELOPMENT ORDER FOR DRI #14, ORDINANCE 05-54.

Ordinance 05-54 is hereby amended and restated in its entirety below. This Ordinance shall constitute the amended and restated Development Order for the Cooper Creek Development of Regional Impact. All prior Development Orders shall be superceded by this Ordinance. Provided this amendment shall not be construed to terminate the rights of the Developer, if any, granted under Section 163.3167(8), Florida Statutes, to the extent such rights have been previously granted and are not specifically herein or otherwise modified or amended.

SECTION 2. FINDINGS OF FACT

The Board of County Commissioners of Manatee County, after considering the testimony, evidence, documentation, application for amendment of the Zoning Ordinance, NOPC for an amended Development Order*, the recommendation and findings of the Planning Commission of Manatee County, as well as all other matters presented to said Board at the public hearing hereinafter referenced, hereby makes the following findings of fact:

A. All recitals preceding Section 1 of this Ordinance are adopted as findings of fact.

B. The real property involved in this development and owned by Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, is located in Manatee County, Florida, and is described on "Exhibit A" attached hereto and made a part hereof.

C. The Developer* has received County approvals for and has completed certain development consistent with the prior DO.

D. Development of the Cooper Creek Center site to date has proceeded in accordance and in compliance with the prior Development Order, as amended, and the Land Development Regulations of Manatee County. Specifically the Board also finds that:

1. The Developer has submitted the information requested in the County environmental consultant's Summary Report dated September, 1985.

2. The Developer has instituted and conducted the required water quality monitoring program.

3. The Developer has submitted a Master Drainage Plan which has been approved by Manatee County and TBRPC.

4. The County and Developer have entered into a Fee Agreement dated February 10, 1987 regarding the advance payment of Transportation Component Impact Fees, with which the Developer is in full

compliance and which shall remain in full force and effect, and is attached hereto and make a part hereof by reference as "Exhibit D". The Developer* has obtained all impact fee credits due under this agreement.

5. The required improvements set forth in Exhibit C of R-86-323 have been constructed (Construct a second northbound to westbound left turn lane on Interstate 75 exit ramp to University Parkway).

6. The required transportation improvements set forth in Section 4, Development Conditions B(6) a., b., c., and d. of this Development Order, have been constructed by the Developer and accepted by Manatee County.

E. An application has been submitted to Manatee County and is being processed concurrently with this NOPC to revise the General Development Plan for the 604.68 acre project.

F. A notice of Public Hearing in these proceedings was duly published in The Herald and Herald Tribune, newspapers of general circulation in Manatee County, Florida, pursuant to Section 380.06(11), Florida Statutes, and Section 502.5, Manatee County Land Development Code, and proof of such publication has been duly filed in these proceedings.

G. The Board of County Commissioners of said County has received and considered the recommendation of the Manatee County Planning Commission concerning this NOPC to a Development Order pursuant to Section 380.06, Florida Statutes.

H. The Board of County Commissioners held a public hearing on May 19, 2009 regarding the said NOPC described herein, in accordance with the requirements of The Manatee County Land Development Code (Ordinance 90-01, as amended) and the 2020 Manatee County Comprehensive Plan (Ordinance No. 89-01, as amended) and has further considered the testimony, comments, and information received at the Public Hearing.

I. Manatee County has adopted the Manatee County Comprehensive Plan which is in compliance with applicable state laws.

J. The Comprehensive Plan requires Certificates of Level of Service be issued for Water, Wastewater, Solid Waste, Parks and Recreation, Transit, Transportation, and Drainage in compliance with state requirements.

K. This Development Order is issued based on information provided by the Developer* in the ADA*, as amended, and information provided in the sufficiency responses, NOPC's, and ensures compliance with the Manatee County Comprehensive Plan. Subject to the Development Order conditions listed in Section 4, the County has determined that, with the required transportation improvements listed in Conditions B. (2) and (7) of this Development Order, adequate Levels of Service exist until December 30, ~~2007~~ 2010 for this project in each of these areas referenced in subsection 1.J above, except potable water which will shall be addressed in accordance with the requirements of the Comprehensive Plan.

L. The build-out date is approved for December 30, 2011.

M. The proposed Development of Regional Impact regarding the property described in Section 6 herein is found to be consistent with the requirements of the previously adopted Development Orders and The Manatee County Comprehensive Plan.

N. The "Developer*" submitted to Manatee County, Florida an ADA* and NOPC, and sufficiency responses identified in Section 1 which are incorporated herein by reference.

O. This amended Development Order is consistent with all prior Manatee County Development Approvals* granted pursuant thereto.

P. The real property which is the subject of this Application* is legally described as set forth in "Exhibit A" of this Development Order.

Q. The proposed development is not in an Area of Critical State Concern, as designated pursuant to Section 380.05, Florida Statutes.

R. The authorized agent for the Developer* is William A. Ockunzzi, 2707 First Street, Suite 1 , Indian Rocks Beach, Florida 33785.

S. The Owners* of the property are Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and the Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest.

T. A comprehensive review of the impact generated by the development has been conducted by the departments of Manatee County, the Planning Commission, Tampa Bay Regional Planning Council (TBRPC), and the Florida Department of Community Affairs in conjunction with the original Development Order, as amended, and all notices of proposed change.

U. The Developer will be issued a Level of Service Certificate which will expire on December 30, 2010.

V. The Developer has prepared and submitted and the County has approved Construction Drawings and issued construction permits for the transportation improvements listed in Transportation Condition B.(7).

W. The Board of County Commissioners finds that the changes as proposed do not constitute a substantial deviation.

SECTION 3. CONCLUSIONS OF LAW

A. Based upon the previous findings of fact and the following conditions of Development Approval*, the Board of County Commissioners of Manatee County concluded that:

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

2. The Development remains consistent with the report and recommendations of Tampa Bay Regional Planning Council issued on July 8, 1985, regarding DRI #103, and on May, 11, 2009 regarding this NOPC.

3. This Development remains consistent with the State Comprehensive Plan.

4. This Development remains consistent with the Comprehensive Plan and Land Development Code.

B. That these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in these proceedings, the Developer* is authorized to conduct development as described herein, subject to the conditions, restrictions, and limitations set forth below.

C. That the review by the County, the TBRPC, and other participating agencies and interested citizens reveals that impacts of the development are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Development Order and the ADA*. To the extent that the ADA* is inconsistent with the terms and conditions of this Order, the terms and conditions of this Order shall prevail. A summary of the development covered by this development order is included as Table 1.

D. Pursuant to Section 380.06(19), Florida Statutes, the changes proposed pursuant to the NOPC submitted on March 27, 2009 and approved with conditions pursuant to Ordinance 09-35 are presumed to be a substantial deviation however have been rebutted and determined to not constitute a Substantial Deviation requiring further Development of Regional Impact Review.

SECTION 4. DEFINITIONS

The definitions contained in Chapter 380, Florida Statutes and in the Manatee County Land Development Code and Comprehensive Plan shall apply to this Development Order in addition to those listed herein. The following capitalized terms used herein shall have the following meanings:

A. "Acceptable Level of Service*" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in the Land Development Code. Level of Service "D" shall be measured on a peak hour basis as determined by the most recent Highway Capacity Manual, TRB Special Report 209 or the most current manual and computer software version in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour Level of Service "D" capacity, or if actual data is available to determine the "K" factor (please refer to the Florida Department of Transportation Planning and Statistics Department), then on the basis of the "K" factor. Acceptable Level of Service for links and intersections in Sarasota County, Florida, shall mean Level of Service "C" on an average daily basis ("D" on a peak hour basis), which shall be measured as provided in this paragraph. Where a link or intersection in Sarasota County is operating at Level of Service "D" on an average daily basis ("E" on a peak hour basis) on the effective date of this Ordinance, then the Acceptable Level of Service in Sarasota County for that link or intersection shall mean Level of Service "D" on an average daily basis ("E" on a peak hour basis).

B. "Application*" and "Application for Development Approval*" or "ADA" shall mean Cooper Creek Center's Development of Regional Impact Application for Development Approval*, and the NOPC submitted on July 26, 1996, and revised on March 31, 1997 and August 19, 1997, the NOPC, submitted on January 27, 1999, the NOPC submitted on January 9, 2002, the NOPC submitted on May 17, 2005, and the NOPC submitted on March 26, 2009 (included as "Exhibit G").

C. "Best Management Practices*" shall mean the practices which are technologically and economically feasible in abating pollution generated by point and non-point sources, to a level compatible with water quality and quantity objectives of the Land Development Code (BMP list of approved practices by Board resolution for Special Overlay Districts-Evers Reservoir and Lake Manatee Watershed Areas).

D. "Conceptual Master Plan*" shall mean a graphic depiction of the development shown on Revised "Map H", last revised on July 27 2005, for the Cooper Creek Center, and attached hereto as "Exhibit B".

E. "Conservation Area*" shall mean areas as defined by TBRPC and shown on revised "Exhibit C", last revised on July 28, 1999.

F. "County Transportation Authority*" shall be defined as the Planning Department in cooperation with Manatee County's Transportation Department, or whatever County entity is responsible for roadway approvals.

G. "Developer*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest.

H. "Development Approval*" shall mean any approval for development granted through the Preliminary and Final Site Plan*, Preliminary and Final Subdivision Plat process, and construction drawing approval where site plans are not required, and all its conditions of approval.

I. "Development Order" shall mean the Ordinance Granting a Development Order for Cooper Creek Center, Ordinance 09-35.

J. "Fee Agreement*" shall mean the Transportation Component Impact Fee agreement by and between the County and the developer's predecessors in interest which was adopted on February 10, 1987 and is attached hereto as "Exhibit D".

K. "Funding Commitments*" shall mean to assure the completion of any improvement required by this Development Order, or any combination of the following:

1. Binding commitments for the actual construction with a posting of a cash bond or irrevocable letter of credit in a form satisfactory to the County; or

2. Actual construction; or

3. The placement of the improvements in the capital improvements work plan of a responsible entity for construction during the fiscal year when the improvement is required as long as said improvement is within the first two years of the Manatee County Capital Improvement Plan or the first two years of the FDOT Work Plan at the time of Preliminary Site Plan approval of a subphase or phase; or

4. A local development agreement as defined by Florida Statutes or the Land Development Code. The funding commitment shall guarantee that the improvement will be in place when needed or concurrent with the expected impacts of the development, whichever is sooner.

L. "Horizontal Development*" shall mean and shall be deemed to include the construction of any and all improvements required to serve Vertical Development* (e.g., roadway, drainage, water, sewer, communication, utilities, etc).

M. "Master Development Plan*" shall be defined as Revised Map H, last revised on July 27 2005, incorporated as part of "Exhibit B" and made a part hereof. Development on Map H shall be limited to the total number of dwelling units and non-residential development on Table 1.

N. "Owner*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest as to the Cooper Creek Center DRI and all its stipulations.

O. "Post Development Wetland*" shall mean any Wetland* area, which upon completion of the subphase, that will be a jurisdictional Wetland* under the regulations of the Southwest Florida Water Management District or the Florida Department of Environmental Protection. This definition shall not apply to stormwater ponds or littoral shelves not required for mitigation.

P. "Preliminary Site Plan*" (PSP*) shall mean a Preliminary Master Development Plan* or a Preliminary Site Plan* for a Phase or Sub-Phase as defined in The Manatee County Land Development Code, (Ordinance 90-01, as amended), for a Phase or Sub-Phase.

Q. "Preservation Areas*" shall mean areas as defined by TBRPC and shown on revised "Exhibit C", last revised on July 28, 1999.

R. "Site Development Plan*" shall be defined as any preliminary plat, final plat, Preliminary Site Plan*, or final site plan to be submitted for consideration of approval pursuant to the LDC.

S. "Traffic Study*" shall mean a report presented by the Developer*, pursuant to the provisions of Section 380.06, F.S. and Rule 9J-2.045 F.A.C., using a methodology acceptable to the County Transportation Authority*, the Tampa Bay Regional Planning Council, the Florida Department of Community Affairs, and the Florida Department of Transportation. Such study will be designed to determine if the proposed development will reduce daily or peak hour Level of Service* on any of the roadway segments or intersections within the Transportation Impact Area*, to below an Acceptable Level of Service*. Any such Traffic Study* shall include traffic to be generated by the proposed Phase or Sub-Phase, existing traffic, and traffic anticipated from prior Development Approvals* cumulatively.

T. "Transportation Impact Area*" shall be defined as the roadway segments and intersections receiving transportation impacts where the cumulative traffic generated by a proposed PSP* in combination with prior approvals of this project will be five percent (5%) or more of the Acceptable Level of Service*. This area will be determined in conjunction with any traffic study required for Development Approval after December 30, 2007. This area is generally depicted on Map J which was submitted with the ADA. This area will be revised as appropriate, based on a new Traffic Study*.

U. "Vertical Development*" shall mean and shall be deemed to include the construction of new residential units and non-residential units or the reconstruction or addition to any structure.

V. "Warranted*" shall mean a determination by the County based on generally accepted transportation engineering practices that the Acceptable Level of Service* cannot be maintained on a roadway segment or intersection without the construction of a transportation improvement required by this Development Order.

W. "Wetland*" shall mean any wetland under the jurisdictional limits defined by Chapter 40D-4.021, Florida Administrative Code, and implemented by the Florida

Department of Environmental Protection, or as defined within Chapter 40D-4, F.A.C., and implemented by the Southwest Florida Water Management District.

X. The definitions contained in Chapter 380, Florida Statutes, shall apply to this Development Order.

SECTION 5. DEVELOPMENT CONDITIONS

A.(1) Approved Development Totals and development authorized for construction pursuant to this D.O. are as set forth in Table 1. Building Permits for non-residential development and Final Plats (or Building Permits if platting is not required) for residential shall be obtained prior to December 30, 2010.

A.(2) Development may occur anywhere on site provided all conditions of this Development Order are adhered to and it is concurrent with all necessary infrastructure improvements.

A.(3) The Developer* has demonstrated the availability of adequate infrastructure, including roads, parks, transit, waste water service, solid waste service, fire, police, and other emergency services and will be issued a revised Level of Service Certificate which will expire December 30, 2010. Concurrency for potable water will be addressed at the Final Site Plan approval, pursuant to the Manatee County Comprehensive Plan Policies 2.4.1.2. and 2.4.1.5.

A.(4) Tradeoffs between the land uses set forth in Table 1 may be granted by the Board of County Commissioners with an amendment to the General Development Plan approved by the Board along with a traffic study addressing any changes in trip generation, distribution, average queue length at intersections, and any mitigation necessary as a result of the tradeoff (Note: If the trip generation estimates as a result of the tradeoff are less than or equal to what was previously approved, a traffic study shall still be required to address the change in entering and exiting percentages, and consequently other measures of effectiveness). The Board and staff have not reviewed any such "tradeoff" and have not determined whether any "tradeoff" is appropriate. Any proposal for a "tradeoff" shall be reviewed for compliance with the provisions of this Development Order, the Manatee County Land Development Code, and the Manatee County Comprehensive Plan. The developer shall also be required to demonstrate that 1) the quantities of solid waste generated, potable water consumed, and wastewater, and 2) the impacts to the County Parks, Transit Services, EMS, and Sheriff, in the event of any tradeoffs, are less or meet County standards in effect at the time of tradeoff. The Developer* shall give DCA and the Tampa Bay Regional Planning Council notice of its intent to trade off land uses at least 15 days prior to the County's approval of any such trade off. The Notice shall identify the resulting impacts of the trade off in terms of land use, traffic generation, potable water, wastewater, solid waste, and affordable housing. In addition, the DRI annual report shall include information indicating cumulative amounts of development which have been approved by the County as of the annual report date and the resulting impacts on traffic generation, potable water, wastewater, solid waste, and affordable housing. Following the County's approval of any such trade off, the County shall provide to the Department of Community Affairs and TBRPC a copy of said approval. An amendment to applicable

provisions of this Development Order pursuant to an NOPC or Substantial Deviation proceeding shall not be necessary or required to approve a "trade off" pursuant to this condition.

The following limitations shall apply to any tradeoff:

1. The mix of approved uses shall not be increased nor decreased by more than 200 dwelling units.

2. The mix of approved uses shall not be increased nor decreased by more than 49,000 square feet of General Commercial or Office.

3. The mix of approved uses shall not be increased or decreased by more than 75 motel rooms.

4. The mix of approved uses shall not be increased or decreased by more than 20,000 square feet for a school.

TABLE 1
COOPER CREEK CENTER
PROJECT SUMMARY

TYPE OF DEVELOPMENT:	Multi-use	
LOCATION:	Northwest quadrant of I-75 and University Parkway, in southeastern Manatee County	
TOTAL DEVELOPMENT AREA:		**604 Acres**
Residential		317.2 Acres
Commercial/Hotel/School♦		131.5 Acres
Office/School		30 Acres
Open Space (Roads, Right-of-Way, Conservation, Preservation, Floodway, etc.)		124.98 Acres
	Development Totals	
Residential	880 d.u.	
Commercial♦ (1)(2)	886,000 Sq. Ft.(1)(2)(3)	
Office♦	140,000 Sq. Ft.(3)	

Motel	250 Rooms	
School	6,000 sq. Ft.	
P.M. Peak Trips (net external)	2832 Trips	
BUILD-OUT DATE	December 30, 2011	

- may include communication antenna structures as allowed by the approved General Development Plan and applicable regulations.

(1) Includes gross floor area for motel and school.
(2) Includes one existing communication antennae structure.
(3) Includes up to 6,000 square feet for a school.

A.(5) Existing agricultural uses on the property, in whole or in part, as an approved secondary use are hereby granted until development commences on the applicable section or portion of the site.

A.(6) Any excess infrastructure capacity constructed to potentially serve development beyond that described in Condition A.(1) shall be at the developer's risk and shall not be construed to vest additional Vertical Development* construction rights.

TRANSPORTATION CONDITIONS

B.(1) All residential development which does not have a Final Plat approval (or building permit if platting is not required) and all non-residential development which does not have a building permit prior to December 30, 2002 shall be subject to review and approval of a transportation analysis pursuant to Section 380.06 Florida Statutes and issuance of a transportation level of service certificate pursuant to the Manatee County Land Development Code. Completed.

B.(2) Maintenance of Acceptable Level of Service* on intersections or in the Study Area to be determined consistent with methodologies in accordance with Section 380.06, Florida Statutes shall be verified by the developer to the satisfaction of the County Transportation Authority* as part of each annual report as required by Subsection 380.06(18), Florida Statutes.

B.(3) There shall be no approvals granted as to development beyond that specified in Table 1 unless the transportation improvements required have been completed or such improvements are determined as not warranted under the Traffic studies*.

B.(4) The Developer* shall continue to demonstrate continuous progress towards building permit applications for the development totals set forth in Table 1. Continuous progress shall mean Final Plat approval (or the issuance of building permits if a Final Plat is not required) for 200 residential lots or dwelling units and the issuance of building permits for at least 50,000 square feet of non-residential use. Failure to demonstrate such progress may require a revised and updated Traffic Study* to demonstrate that Acceptable Levels of Service* are still projected to exist at the

time building permits are issued. The determination that a revised and updated Traffic Study* is required shall be made by the Board of County Commissioners at a public hearing with notice to the developer, upon recommendation by the Planning Director.

B.(5) The Developer* shall provide for a bus bay area acceptable to Manatee County at one location within each commercial land use area and at one location on University Parkway near the project entrance at time of Development. (This condition provides the Transportation Management System required by TBRPC).

B.(6) The Developer* shall implement, at their expense, the following specified safety transportation improvements.

a. Signalize the intersection of University Parkway and Cooper Creek Boulevard. The signal shall be of the mast arms type. Completed.

b. Provide a westbound right-turn deceleration lane on University Parkway, at the intersection with Cooper Creek Boulevard. The turning lane length shall be 500 feet. Completed.

c. Provide an additional southbound left-turn lane on Cooper Creek Boulevard at the intersection with University Parkway. The resulting dual left-turn lanes shall have a queue length component of 225 feet each. The Southbound right-turn lane queue length should be 150 feet. The dual left-turn lanes shall be supplemented by guiding pavement markings to provide turning lane separation (2-ft long dashed lines with 4-ft gaps to channelize turning traffic). Completed.

d. Add one right hand, northbound to eastbound turn lane from Honore Avenue to Cooper Creek Boulevard, approximately 400 feet in length. Completed

e. Add one eastbound to northbound left turn lane from University Parkway to Cooper Creek Boulevard adjacent to the existing left turn lane prior to the issuance of the Certificate of Occupancy for the second office building in Parcel K. Completed.

B.(7) The Developer* shall evaluate the need for traffic safety and circulation improvements with each PSP*. Manatee County shall review and evaluate the information submitted by the Developer* and reserve the right to require additional safety and circulation improvements such as turn lanes, signals, signal timing, and pavement markings.

ENVIRONMENT

Air Quality

C.(1) Manatee County shall reserve the right to require mitigation measures or a revision of the site plan to alleviate potential negative impacts of the project on ambient air quality.

Water Quality, Wetlands* and Drainage

D.(1) In order to protect water quality in the Braden River watershed and the Evers Reservoir Watershed, there shall be no degradation of water quality by stormwater exiting the site. All stormwater discharges to the Braden River shall be required to meet all state water standards and criteria as defined in Chapters 62-302, and 62-25, F.A.C., as well as Manatee County requirements.

D.(2) The Developer* shall continue to conduct the approved comprehensive surface water quality and quantity monitoring program approved by the County and the Planning Department in accordance with Exhibit H. The program shall continue through one year beyond project buildout. The County may require that the program may be extended beyond buildout if conditions are observed that would require additional monitoring. All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by the appropriate authority.

Any changes to the Surface Water Quality Monitoring Program Criteria, as outlined in "Exhibit H", shall be submitted to the City of Bradenton and TBRPC for review and comment, and approval by Manatee County.

Should Manatee County adopt a Comprehensive Evers Reservoir Watershed Surface Water Quality Monitoring Program and the Developer* participates in this Comprehensive Surface Water Quality Monitoring Program, then the Developer*, with the approval by Manatee County and TBRPC, may terminate the required Surface Water Quality Monitoring Program contained in this Development Order.

D.(3) The Developer* shall continue to conduct the comprehensive ground water quality and quantity monitoring program as previously approved by PLANNING DEPARTMENT and attached as Exhibit H. The program shall continue through one year beyond project buildout.

All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by that approved authority.

D.(4) The Developer* shall be responsible for Operation and Maintenance for all portions of the Surface Water Management System, except for those portions which are dedicated to and accepted by the County.

D.(5) All development shall be subject to the requirements of Chapter 40D-4, F.A.C. All Wetlands* in the entire 604.68 acre development shall be subject to the requirements of Section 719 of the Manatee County Land Development Code or as otherwise approved by Manatee County.

D.(6) Impacts to Wetlands*, Preservation Areas*, and Conservation Areas* shall be mitigated in accordance with Table 3. Mitigation shall be required prior to the completion of the parcel in which the impact occurs.

a. **Preservation and Conservation Areas***

Preservation and Conservation Area* shall comprise of all SWFWMD jurisdictional wetlands, in addition to other areas as delineated on Exhibit C.

The Conservation Areas* on site encompass approximately 51.96 acres as indicated on the attached Revised Preservation/Conservation Map dated July 28, 1999, Exhibit C. All Conservation Areas* shall remain undisturbed or mitigated.

There shall be no impact to those Wetlands* encompassing approximately 16.41 acres, indicated as Preservation Areas* on the attached Revised Preservation/Conservation Map, dated July 28, 1999, Exhibit C. Impacts authorized pursuant to state and federal permits approved prior to the effective date of this development order and impacts for necessary infrastructure (such as roads, utility lines, recreational trails, and paths, as provided by TBRPC policy) may be allowed.

b. **Wetland Areas***

Wetlands created as a result of flood storage compensation shall be credited as mitigation lands if acceptable to the Planning Department and other permitting agencies.

As required by Manatee County Comprehensive Plan Policy 3.3.1.5, the Developer* shall provide buffers around all Post-Development Wetlands*. Variable width buffers may be approved in accordance with Section 719.11.1 of the Land Development Code.

Mitigation security for impacts to wetlands, preservation, and conservation areas shall be required in accordance with applicable County Ordinances.

All herbaceous mitigation areas and littoral shelves used for mitigation shall be monitored annually after planting for a period of three years. Forested mitigation areas shall be monitored annually for at least five years. Monitoring shall include survival rates, species diversity composition, spreading, and exotic species encroachment. Additional planting may be required to maintain an 85 percent survival of planted species at the end of three years.

All Post Development Wetlands*, Conservation and Preservation Areas*, and their buffers shall be protected by a recorded conservation easement to Manatee County, as a separate easement document acceptable to Manatee County, and shall be shown on any Preliminary and Final Site Plans and Subdivision Plats. Deed restrictions shall be included that prohibit development activity and removal of native vegetation in the conservation easement unless approved by the County and any permitting agency or agencies with jurisdiction. Any replanting within the buffer shall be with flora native to the Braden River area of Manatee County.

Each annual report shall include the results of the mitigation monitoring. The report shall also include information on what Conservation Areas* and Preservation Areas* have been impacted and the steps taken to mitigate the impacts and the results of the mitigation monitoring.

TABLE 3

COOPER CREEK CENTER
MINIMUM WETLAND*, PRESERVATION, AND CONSERVATION AREA* MITIGATION RATIOS

	MITIGATION RATIOS•	
AREAS	**HERBACEOUS**	**FORESTED**
TBRPC Preservation & Conservation Area*	2:1	3:1
Wetlands*	2:1♦	4:1♦

If an area falls under two categories, then the most restrictive mitigation ratio shall apply.

♦ May be reduced in accordance with the Manatee County Land Development Code and Comprehensive Plan.

• Ratio is Mitigated Wetland*: Disturbed Wetlands*. Transplantation may be used for mitigation, if approved by the PLANNING DEPARTMENT and SWFWMD. Mitigation ratios shall be as approved by those agencies. For the purposes of this section, transplantation shall be considered creation, not enhancement.

✖ Mitigation ratios for Wetland* and Conservation Areas* may include enhancement as mitigation technique. Enhancement for impacts to TBRPC Conservation Areas* shall be provided at a minimum ratio of 6:1.

D.(7) The stormwater management systems shall be designed, constructed, and maintained to meet or exceed applicable requirements of the adopted Manatee County Comprehensive Plan and Chapter 62-4, 62-25, 40D-4, 40D-40, 40D-400 F.A.C. The stormwater management system within the Evers Reservoir watershed shall treat stormwater to Outstanding Florida Waters standard. Stormwater treatment shall be provided by biological filtration where required by the Master Drainage Plan as referenced as "Exhibit I".

D.(8) The Developer* shall not seek permits for, or otherwise implement, any point source discharges of pollutants into the Braden River or its tributaries. Stormwater is not point source discharge as defined today, and no re-definition of point source discharges shall create a requirement that existing storm water discharges be prohibited under this section.

FLOODPLAINS

E.(1) All habitable portions of structures shall be constructed above the 100-year floodplain, and in accordance with local, state, and federal requirements.

E.(2) Any encroachment of the 100-year floodplain or floodway shall be mitigated in accordance with FEMA and Manatee County standards.

E.(3) No discharges to groundwater shall be permitted on-site.

ECONOMICS

F.(1) The Cooper Creek Center development shall promote entrepreneurship and small and minority-owned business start-up, and encourage non-discriminatory employment opportunities, pursuant to Policies 21.2, State Comprehensive Plan and 2.7.2, FRSRPP, respectively.

WILDLIFE HABITAT AND VEGETATION

G.(1) In the event that any species listed in Rule 68A-27.003 through 68A-27.005, FAC, are observed frequenting the site for nesting, feeding, or breeding, proper protection or mitigation measures shall be employed immediately in cooperation with the Florida Fish and Wildlife Conservation Commission (FFWCC), the Manatee County Planning Department, and the Florida Department of Community Affairs. This shall include, at a minimum, a wildlife management plan which contains information on impacts to listed species, site maintenance, fire frequency, Wetland* management, and boundary protection. Any such plan not adopted as part of the original Development Order shall require an amendment to the Development Order.

ARCHAEOLOGICAL AND HISTORICAL RESOURCES

H.(1) Any historical or archaeological resources discovered during development activities shall be immediately reported to the Florida Department of State Division of Historical Resources (DHR) and treatment of such resources shall be determined in cooperation with the DHR, and Manatee County. Treatment of such resources must be completed before resource-disturbing activities are allowed to continue. A description of the project's compliance with these conditions shall be included in the subsequent annual reports, to be submitted for review to DHR, in addition to TBRPC and Manatee County.

WASTEWATER

I.(1) Sewer lift stations shall be designed and equipped in accordance with Manatee County's Public Works Department guidelines with several means of back-up, to provide assurance against equipment failure and discharge to the environment. These shall include:

a. Lift stations with 35HP (or less) motors shall have an auxiliary generator receptacle on the panel box.

b. Stations with greater than 35HP motors shall include an on-site stationary generator set with remote transfer capability.

c. Wet wells to contain sewage line surcharges or overflows.

d. Emergency by-pass pumpouts for tank trucks.

e. 100 percent redundancy in lift station pumping equipment.

I.(1) Wastewater services to be provided by Manatee County. The quantity reserved shall be pursuant to the CLOS.

I.(2) The disposal of waste into the sewer system shall comply with the Manatee County Sewer Use Ordinance (91-39).

I.(3) The Developer* shall not utilize on-site wastewater treatment.

WATER

J.(1) The Developer* shall require the installation of water conservation fixtures. Water saving devices shall be installed in accordance with the Florida Water Conservation Act (Section 553.14, Florida Statutes). The Developer* shall require the use of native vegetation and xeriscape techniques, to be used in landscaping to the greatest extent possible.

J.(2) The Developer* shall use only non-potable water to meet non-potable demands. For purposes of this Development Order, "non-potable" water is defined as water emanating from any source other than a public water utility. No reclaimed water shall be used within the Evers Reservoir watershed provided that if spray effluent is permitted by Manatee County and other agencies having jurisdiction, no amendment to the Development Order shall be required to allow the Developer* to use spray effluent.

J.(3) The Developer* shall comply with the rules and recommendations of the SWFWMD in regard to protection of the groundwater resources.

SOLID/HAZARDOUS WASTE

K.(1) The Developer* shall provide to all Cooper Creek Center businesses information that:

a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in the specially-designated containers or areas;

b. Concerns the availability of existing companies that will accept wastes for recycle, reuse, exchange, and treatment; and

c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

K.(2) The Developer* shall notify all commercial tenants of their responsibility to comply with all the applicable sections of Title III (Community Right-to-Know Law) of the Superfund Amendment and Reauthorization Act (SARA).

ENERGY

L.(1) All Cooper Creek Center tenants, business, residents, etc., shall be notified in writing by the Developer* upon occupancy, that the following related practices are encouraged:

a. Use energy alternatives, such as solar energy, resource recovery, waste heat recovery, and co-generation, where economically feasible;

b. Obtain energy audits provided by energy companies or other qualified agencies;

c. Install water heater timers and set water heaters at 130 degrees Fahrenheit or lower;

d. Use landscaping and building orientation to reduce heat gain, where feasible, for all Cooper Creek Center construction;

e. Promote energy conservation by employees, buyers, suppliers, and the public, as appropriate;

f. Reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours, as appropriate;

g. Institute and utilize recycling programs; and

h. Utilize energy efficient packaging or recyclable materials.

L.(2) The Developer* should designate an energy officer to establish energy policies, monitor energy use, and encourage conservation for project businesses. This information shall be included in the first annual report.

RECREATION AND OPEN SPACE

M.(1) All recreation and open space areas not dedicated to the County or other state agencies shall be maintained by the Developer*.

M.(2) A decrease in open space acreage shall require a substantial deviation determination conducted pursuant to Subsection 380.06(19), Florida Statutes.

PUBLIC SAFETY

N.(1) Sheriff and emergency medical services will be provided by Manatee County. The Developer* shall be responsible for contributing a pro-rata share of the cost of land acquisition, construction, and equipping of emergency service facilities for police and emergency medical services or any combination thereof. The Developer* may, with the concurrence of the County, satisfy this obligation in whole or in part by conveyance of land deemed suitable for the intended use by the County or payment of impact fees, as allowed by the Land Development Code, if applicable. An agreement shall be approved prior to the next Final Site Plan approval. Provided, however, no approval shall be delayed if the applicant submits an agreement, and it is withheld because of the County's inability or failure to determine needs or pro-rata share determination for a period exceeding 2 months after its submittal. In no event, shall the developer's payment or pro-rata share exceed impact fee amount.

N.(2) The Cooper Creek Center development shall be designed and constructed to meet or exceed specifications of the State Fire Code - Rule 4A-3.012, FAC or be in compliance with Manatee County Comprehensive Plan and Land Development Code Requirements.

GENERAL CONDITIONS

O.(1) The Developer* shall be required to adhere to any and all commitments made in Section 5 incorporated herein, unless that commitment is superseded by a Development Order Condition in which case the Development Order Condition shall prevail.

O.(2) The Developer* shall submit annual DRI reports in accordance with Section 380.06(18), Florida Statutes, to Manatee County, the Tampa Bay Regional Planning Council, the State Land Planning Agency, and other agencies, as may be appropriate, on or before the 9th of January and each year thereafter until such time as all terms and conditions of this Development Order are satisfied. Six (6) copies of this report shall be submitted to the Director of Manatee County Planning Department or the Director's designee, who shall review the report for compliance with the terms and conditions of this Development Order and who may submit an appropriate report to the County Commission should the Director decide that further orders and conditions are necessary. The Developer* shall be notified of any Board of County Commissioners hearing wherein such report is to be considered or reviewed; provided, however, that receipt and review of any such report by the Board of County Commissioners shall not be considered as a substitute, waiver, or change of any conditions, or any terms or conditions of this Development Order. The annual report shall contain the following:

a. Any changes in the plan of development, or in the representation contained in the ADA*, or in the phasing for the reporting year and for the next year;

b. A summary comparison of development activity proposed and actually conducted for the year;

c. Undeveloped tracts of land, other than individual single-family lots, that have been sold to a separate entity or Developer*;

d. Identification and intended use of lands purchased, leased, or optioned by the Developer* adjacent to this DRI site since the amended Development Order was issued;

e. An assessment of the Developer*'s and the local government's compliance with the conditions of approval contained in the DRI development order and the commitments that are contained in the Application for Development Approval* and which have been identified by the County, the TBRPC, or the Department of Community Affairs as being significant;

f. Any known incremental DRI Applications for Development Approval* or requests for a substantial deviation determination that were filed in the reporting year and to be filed during the next year;

g. An indication of a change, if any, in local government jurisdiction for any portion of the development since the development order was issued;

h. A list of significant local, state, and federal permits which have been obtained or which are pending by agency, type of permit, permit number, and purpose of each;

i. A statement that all persons have been sent copies of the annual report in conformance with Subsections 380.06(15) and (18), Florida Statutes; and

j. A copy of any recorded notice of the adoption of a development order or the subsequent modification of an adopted development order that was recorded by the Developer* pursuant to Subsection 380.06(15)(f), Florida Statutes.

k. Reports or information pursuant to stipulations B(3), D(2), D(3), D(6), D(8), F(1), H(1), I(2), and L(2).

O.(3) Any changes in the Development from the parameters set forth in the Application* and this Development Order shall be governed by Subsection 380.06(19), Florida Statutes.

O.(4) The Manatee County Planning Director or the Director's authorized designee shall be responsible for monitoring the Development and ensuring its compliance with this Development Order. The data necessary for monitoring the Development shall be generated by building permits, certificates of occupancy, approval of plats and offering statements, the Annual Report, and on-site observations. The enforcement of the Terms and conditions of this Development Order shall be through such means as are authorized by Chapter 380, Florida Statutes, and through the Manatee County Land Development Code.

O.(5) The Developer* has elected, pursuant to Section 380.06(5)(c), Florida Statutes, to be bound by the rules adopted pursuant to Chapters 403 and 373, Florida Statutes, in effect at the time the Development Order was issued on September 30, 1997. Accordingly, to the extent the provisions of Section 380.06(5)(c), Florida Statutes, affect the determination as to which rules are applicable to the Development, said election shall apply, notwithstanding any provision in this Development Order to the contrary.

O.(6) This Development Order shall expire December 30, 2012. Buildout shall be completed by December 30, 2011. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

O.(7) This Ordinance shall constitute a Development Order issued in accordance with Chapter 380, Florida Statutes.

O.(8) In the event of a Development Order appeal or other legal challenge of the Development Order by the DCA or TBRPC, the Developer shall pay all costs and fees of County Staff and attorneys the County is required to expend related to said appeal or legal challenge at the rate of the processing fee for the Development Order under the current Planning fee schedules. Payment of all billings by the Developer related to such fees and costs shall be made within 45 days of the submittal of an invoice. Payment to County staff and County attorneys shall be at the rate of the processing fee for the Development Order under the current Planning fee schedule, and payment shall be remitted within forty-five days of submittal of an invoice.

SECTION 6. DEVELOPER* COMMITMENTS

Developer* commitments set forth in the attached "Exhibit F" shall be honored by the Developer*, except as they may be superseded by specific terms of this Development Order.

SECTION 7. LEGAL DESCRIPTION

Development of Cooper Creek Center shall be restricted to the 604.68 acre tract of land described by the legal description included as "Exhibit A" attached to and made a part of this Development Order.

SECTION 8. COMMENCEMENT OF DEVELOPMENT

Physical development of the project not previously permitted shall commence within three (3) years of approval of this Development Order unless the time period for commencement is extended by the Board of County Commissioners; however, no Development Approval* shall occur until the expiration of the appropriate appeal for this Development Order. If any five year period shall expire without significant development activity on the site, the Board of County Commissioners may conduct a public hearing in accordance with the Land Development Code and may, at its option, based on testimony presented at that hearing, rescind or suspend or take other appropriate action on any and all approvals granted herein except where the failure to carry out development is attributable to factors beyond the control of the Developer* (such as the unavailability of permits because of inadequate

public facilities, or for any other similar reason). For the purpose of this provision, "significant development" shall be the actual construction of Vertical Development* as part of an ongoing effort to prepare improved land or buildings for sale, lease, or use.

SECTION 9. RESTRICTIONS ON DOWN-ZONING

Prior to December 30, 2011, the County may not down-zone or reduce the intensity or unit density permitted by this order, unless the County can demonstrate that:

A. Substantial changes in the conditions underlying the approval of the order have occurred; or

B. The order was based upon substantially inaccurate information provided by the Developer*; or

C. The change is clearly established by the County to be essential for the public health, safety, or welfare.

Any down-zoning or reduction in intensity shall be effected only through the usual and customary procedures required by statute or ordinance for change in local land development regulations.

For the purposes of this order, the term "down-zone" shall refer only to changes in zoning, land use, or development regulations that decrease the development rights approved by this order, and nothing in this paragraph shall be construed to prohibit legally enacted changes in zoning regulations which do not decrease the development rights granted to the Developer* by this order. The inclusion of this section is not to be construed as evidencing any present or foreseeable intent on the part of the County to down-zone or alter the density of the development, but is included herein to comply with Paragraph 380.06(15)(c)3, Florida Statutes.

SECTION 10. BINDING ORDER UPON DEVELOPER*

This order shall be binding upon the Developer* and Owners*.

SECTION 11. COMPLIANCE WITH CODES, ORDINANCES

All development undertaken pursuant to this order shall be in accordance with all applicable local codes and ordinances in effect at the time of permitting, and other laws, except as specifically provided herein.

SECTION 12. RENDITION

The Planning Department is hereby directed to send certified copies of this Development Order within thirty (30) days of the Board of County Commissioners approval of this Development Order to the Developer*, the DCA, and the TBRPC.

SECTION 13. NOTICE OF RECORDING

The Developer* shall record a notice of adoption of this order as required pursuant to Chapter 380, Florida Statutes, and shall furnish the Planning Department a copy of the recorded notice.

SECTION 14. SEVERABILITY

It is the intent of this development order to comply with the requirements of all applicable law and constitutional requirements. If any provision or portion of this development order is declared by any court of competent jurisdiction to be void, unconstitutional, or unenforceable, then such provisions or portions shall be deemed null and void but all remaining provisions and portions of this development order shall remain in full force and effect.

SECTION 15. EFFECTIVE DATE

This Ordinance shall become effective upon filing of a certified copy with the Department of State and rendered to the parties specified in Section 380.07(2), Florida Statutes, which ever occurs later; provided, however, that the filing of a notice of Appeal pursuant to Section 380.07, Florida Statutes shall suspend development authorization granted by this Development Order, until the resolution of said appeal. However, this is not intended to suspend development previously authorized pursuant to Ordinance 05-54 during the pendency of any appeal.

SECTION 16. RECONCILE INTO ONE DOCUMENT

This Development Order represents a codification of the existing approval for the project integrating those changes proposed in this Substantial Deviation Determination and approved by the Board of County Commissioners into a single Development Order for administrative convenience and is not intended to provide a new point of entry for current conditions and requirements of this project that are not related to this Notice of Proposed Change.

ADOPTED AND APPROVED with a quorum present and voting by the Board of County Commissioners of Manatee County, Florida this the 19th day of May, 2009.

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

BY: _____
Chairman

ATTEST: R.B. SHORE
Clerk of the Circuit Court

BY: _____
Deputy Clerk

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO., FLA.

EXHIBITS A, F, G, AND H ARE ATTACHED

EXHIBIT C IS NOT ATTACHED BUTIS ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 99-40, APPROVED ON SEPTEMBER 7, 1999

EXHIBITS D AND I ARE NOT ATTACHED BUT ARE ON FILE AT THE CLERK'S OFFICE AS ATTACHMENTS TO THE PREVIOUSLY APPROVED ORDINANCE 97-23, APPROVED ON NOVEMBER 4, 1997.

EXHIBIT B IS NOT ATTACHED BUT IS ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 05-54, APPROVED DECEMBER 1, 2005.

"EXHIBIT A"

LEGAL DESCRIPTION COOPER CREEK CENTER

FROM THE S.W. CORNER OF SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, BEING ON THE NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD, RUN S 89°24'05" E (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLAN COORDINATE SYSTEM), ALONG THE SAID NORTH RIGHT OF WAY LINE, A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING; THENCE N 00°20'30" W, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 36, A DISTANCE OF 5343.35 FEET; THENCE N 02°45'45" E, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 26, TOWNSHIP 35 SOUTH, RANGE 18 EAST, A DISTANCE OF 2674.17 FEET TO THE NORTH LINE OF THE S.W. 1/4 OF SAID SECTION 25; THENCE S 89°10'54" E, ALONG SAID NORTH LINE, A DISTANCE OF 2335.77 FEET TO THE WESTERLY RIGHT OF WAY LINE OF S.R. 93 (I-75, SECTION 13075-2402); THENCE ALONG SAID WESTERLY RIGHT OF WAY LINE (AND INTERSECTION RIGHT OF WAY) THE FOLLOWING EIGHT COURSES: VIZ: S 13°40'31" E, A DISTANCE OF 6145.63 FEET; AND S 09°40'31" E, A DISTANCE OF 518.74 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 3180.04 FEET; AND SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 11°30'18", A DISTANCE OF 638.55 FEET; AND S 04°37'06" W, A DISTANCE OF 450.00 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 216.0 FEET; AND SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 83°40'21", A DISTANCE OF 315.44 FEET, TO THE P.T. OF SAID CURVE; AND S 88°17'27" W, A DISTANCE OF 628.42 FEET; AND N 89°25'07" W, A DISTANCE OF 298.24 FEET ; AND S 00°34'53" W, A DISTANCE OF 2.00 FEET, TO THE ABOVE DESCRIBED NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD; THENCE ALONG SAID NORTH RIGHT OF WAY LINE THE FOLLOWING EIGHT COURSES: VIZ: N 89°25'07" W, A DISTANCE OF 440.34 FEET; AND N 89°24'06" W, A DISTANCE OF 7.33 FEET, TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 5865.58 FEET; AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 828.89 FEET, TO THE P.T. OF SAID CURVE; AND S 82°30'06" W, A DISTANCE OF 549.31 FEET; AND S 00°35'54" W, A DISTANCE OF 33.33 FEET; AND S 82°30'06" W, A DISTANCE OF 12.41 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 5626.58 FEET, AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 795.11 FEET, TO THE P.T. OF SAID CURVE; AND N 89°24'05" W, A DISTANCE OF 220.21 FEET TO THE POINT OF BEGINNING. LYING AND BEING IN SECTIONS 25 & 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY, AND RESTRICTIONS OF RECORD.

CONTAINING 604.68 ACRES, MORE OR LESS.

"EXHIBIT F"

DEVELOPER COMMITMENTS

1. The home sites shall be clustered around the sites/ natural features. (ADA Pg 12-1)

2. Infrastructure including water, sewer and electricity, along with roadway paving, shall be in place prior to certificate of occupancy. (ADA, Pg 32-2)

3. There shall be a minimum of three percent of the original coniferous remaining after development. (Pg 12-4, S.R.)

4. Standard fugitive particulate abatement procedures shall be used to control dust prior to construction of the various phases of Cooper Creek Center. (Pg. 13-5, S.R.)

5. Manatee County Air Pollution Rules take effect at the time of construction approval and shall apply throughout the balance of construction of Cooper Creek Center. (Pg. 13-5, S.R.)

6. Temporary erosion control measures shall be employed during project construction to minimize wind and water erosion. Temporary measures may include hay bales, silt screens, grassing, mulching, floating or staked silt barriers, sandbagging, or other appropriate methods described in the FDOT Standard Specifications for Road and Bridge Construction. Dust control measures such as watering, or the use of calcium chloride shall be employed as needed. (ADA, 14-2; SRII, pg A1-10)

7. Flood elevations shall generally not be altered by the development; however, the acreages within the flood hazard zones will shall change due to dredge and fill activities which shall occur as part of the construction of the stormwater management system and site grading plan. (Pg. 17-1, S.R.)

8. The 25-year flood elevations of Cooper Creek shall be shifted approximately 0.5 feet higher within the project by the construction of a new bridge across Cooper Creek and encroachment down to the 10-year floodplain of Cooper Creek. (Pg. 17-1, S.R.)

9. The 100-year flood elevation shall not be increased off-site due to the additional flow capacity provided by the new auxiliary floodway to be constructed in the uplands along the northwest side of Cooper Creek. (Pg. 17-1, S.R.)

10. There shall be no significant net change in surface and groundwater at buildout. The stormwater treatment ponds shall be instrumental in replenishing the groundwater storage. (SR, pg. C1-8)

11. Clearing of existing vegetation shall be selective, emphasizing conservation of valuable existing plant materials and wetlands. (ADA, pg 12-5)

12. The applicant agrees to cooperate with the Division of Archives and Manatee County in deciding the ultimate disposition of any archaeological or historical resources found during construction. (Pg. 19-1, S.R.)

13. The project shall comply with the requirement of Chapter 62.4, 62.25, 40D-4, 41D-40,and 40D-400, FAC, concerning water quality of stormwater discharge. (SRIII, pg. 6)

14. The wastewater collection system outside the public rights-of-way shall be maintained by the owner of the property. (Pg. 21-1, S.R.)

15. Water users in the industrial park shall have individual meters in order to encourage water conservation. (Pg. 21-2, S.R.)

16. The detention areas of the proposed drainage system shall be designed to contain the runoff from a 25-year, 24-hour storm event for post-development conditions. (ADA, Pg. 22-1)

17. The project design shall consider various methods of energy efficiency and incorporate energy-conserving materials, lighting and equipment. (ADA, 25-3)

18. The proposed facilities and open space shall be owned, operated, and maintained by the Developer, its successors and assigns. (SRIV, pg. 17)

19. Permanent erosion control features, such as permanent landscaping, shall be incorporated into the project at the earliest practical time. (ADA, Pg. 14-2)

20. When practical, conveyance within the drainage system shall incorporate isolated Wetland systems and shallow grassy swales to provide for additional treatment assimilation of nutrients, and additional percolation and evaporation; and utilize shallow grassy swales for conveyance. (ADA, 15-10)

21. Alterations to the floodplain and floodway of Cooper Creek shall allow portions of the floodplain and floodway to be utilized for development or stormwater management without reducing the conveyance of Cooper Creek or causing an increase in the 100-year flood stage. (Pg. 17-6, ADA)

22. A new crossing between powerline bridge and I-75 bridge may be constructed having a flow cross section at stage 18.0 feet msl at least equal to the existing box culvert crossing under University parkway. This crossing shall be either a bridge or a triple box culvert with the center barrel 2.0 feet lower than the outer barrels to provide for passage of animals along the Cooper Creek corridor. (Pg. 22-14, ADA)

23. Natural trail or other passive recreational elements may be constructed in Subbasin A outside the banks of the creek but within the floodway. These elements shall be design not to reduce the conveyance of Cooper Creek and its floodway. (Pg. 22-14, ADA)

24. The fire flow required shall be based upon the proposed type of construction at the current recommendation of the National Board of Fire Underwriters at the time of construction. (Pg. 23-4, ADA

25. The developer shall satisfy county and SWFWMD regulations regarding encroachments on the floodplain of Cooper Creek. (PBS&J/TBRPC meeting June 25, 1985)

26. No upland development is planned within the 25-year floodplain of the Braden River, Subbasins D, E, F and G. (Pg. 17-8, S.R.)

27. Four wildlife corridor areas located along the tributaries within the project shall be protected from any future development other than recreation and stormwater retention, through the use of easements and restrictive covenants. (P. 18-1, S.R. and Pg. 18-5, ADA)

Exhibit G

Tampa Bay Regional Planning Council

Chair
Commissioner Bill Dodson

Vice-Chair
Commissioner Jack Mariano

Secretary/Treasurer
Jill Collins

Executive Director
Manny Pumariega

April 24, 2009

Mr. Tom McCollum
ZNS Engineering, LLC
Post Office Box 9448
Bradenton, FL 34206

Subject: ***DRI #103 - Cooper Creek, Notice of Proposed Change, Manatee County***

Dear Mr. McCollum:

The staff of the Tampa Bay Regional Planning Council has completed our review of the above-referenced NOPC application submitted in accordance with Section 380.06(19), F.S. Enclosed you will find the draft *NOPC Report* regarding your proposal. Please note that this Report will appear on the Consent Agenda for the May 11, 2009 Council meeting.

Comments received from the Florida Department of Transportation (FDOT) are attached. No additional agency comments have been received. I have taken the liberty of forwarding Mr. Robert Agrusa's April 20, 2009 e-mail, containing the revised trip estimates associated with each of the project uses being traded, to Mr. Crawley on April 23, 2009.

If you should have any questions about the Report, please do not hesitate to contact me at extension 29.

Sincerely,

John M. Meyer
DRI Coordinator

cc: Mr. Tim Kluver, Benderson Dev't Company
Mr. John Osborne, Manatee County
Mr. Bob Crawley, FDOT District 1
Mr. Mike Maholtz, Sarasota-Manatee MPO
Mr. Bernard Piawah, FDCA

4000 Gateway Centre Boulevard, Suite 100 · Pinellas Park, FL 33782
Phone: 727-570-5151 · Fax: 727-570-5118 · State Number: 513-5066 · www.tbrpc.org



NOPC

Notice of Proposed Change Report

4000 Gateway Centre Boulevard, Suite 100, Pinellas Park, FL 33782
Phone (727) 570-5151 / FAX (727) 570-5118
www.tbrpc.org

DRI #103 - COOPER CREEK
MANATEE COUNTY

On March 27, 2009 (dated March 24, 2009), the Applicant submitted a Notice of Proposed Change application requesting modifications to the Development Order. Supplemental transportation and utility impact analyses were received on April 17, 2009. Other than e-mails dated April 17 & 20, 2009 (recognized below) providing proposal clarification, no further information was requested or received. The following provides a summary of project entitlements and history, a description of the proposal, and the Council recommendation.

PROJECT DESCRIPTION

On January 9, 1986, Manatee County granted a Development Order (Resolution R-85-236) to the Wilbur Boyd Corporation for the above-referenced DRI, a 605-acre, mixed-use development located northwest of the University Parkway and I-75 intersection in Manatee County.

The Development Order has been amended a total of nine times, the latest occurring on December 1, 2005 (Ordinance No. 05-54). The amendments have cumulatively:

- consolidated the formerly approved two phase project into a single phase;
- extended each of the formerly approved phases and the Development Order expiration date to December 30, 2009. The Development Order has been extended by a period of 13 years and 351 days;
- authorized any combination of approved land uses if the p.m. peak hour external vehicle trips anticipated are less than 2,832 trips;
- modified the trade-off mechanism and significantly modified the plan of development;
- modified list of transportation improvements including two "safety" improvements;
- recognized new owners/Master Developers;
- allowed potential conversion of commercial (Parcel J) OR professional office (Parcel K) to vocational/technical school (maximum of 6,000 sq. ft.); and
- authorized commercial or office development within Parcel J.

The following represents the current plan of development:

RESIDENTIAL (Units)	COMMERCIAL (Gross Sq. Ft.)	OFFICE (Gross Sq. Ft.)	MOTEL (Rooms)
880	745,000*	140,000	250

* - The Development Order identifies 886,000 gross sq. ft. of commercial development. This amount was reduced by 141,000 sq. ft. (in the above Table) to account for a "double counting" experienced by the addition of the anticipated square footage of Motel development.

PROPOSED CHANGES UNDER THIS NOPC

The applicant has requested the following modifications to the Development Order:

- exchange 113 residential units (various residential parcels) for 20,000 sq. ft. Vo-Tech/School space (Parcel K) and increase Commercial by 29,000 sq. ft. (in Parcels H, I and/or J);
- additional Honore Avenue access point; and
- corresponding changes to the Master Development Plan and corresponding Land Use Table.

CONSISTENCY WITH SUBSECTION 380.06(19), FLORIDA STATUTES

Subsections 380.06(19)(e)2.d. and 380.06(19)(e)3., F.S. identify the provisions applicable to this proposal. These citations respectively read as follows:

> *"changes in the configuration of internal roads that do not affect external access points"* are not substantial deviation. However, by contrast, the addition of access point(s) would be presumed to create a Substantial Deviation.
>
> *"Except for the change authorized by subsubparagraph 2.f., any addition of land not previously reviewed or any change not specified in paragraph (b) or paragraph (c) shall be presumed to create a substantial deviation. This presumption may be rebutted by clear and convincing evidence."* [underlined to express emphasis]

DISCUSSION

The following statements serve as representations made by, or on behalf of, the applicant or are statements or recommendations made by Tampa Bay Regional Planning Council staff. These references/recommendations were relied upon by the Tampa Bay Regional Planning Council to determine that no further information would be required in conjunction with the current proposal:

1. The Developer has provided a utility impact analysis to project that conversion of 113 single-family residential units to 20,000 sq. ft. of Vo-Tech/School and 29,000 sq. ft. of additional Retail space would result in reductions of potable water demand by 13,755 gallons per day (gpd), wastewater generation by 15,135 gpd and solid waste generation by more than 2,406 cubic yards per day. (Transmitted via April 17, 2009 E-Mail)

2. The Developer has provided a trip generation comparative analysis which projects that the proposed conversion will result in an additional 21 ***Gross P.M. Peak Hour Trips*** based on trip generation rates identified in the latest edition of the Institute for Transportation Engineers Manual. The Manual further defines ***Net New External P.M. Peak Hour Trips*** as Gross Trips less "Pass-By Capture" and/or "Internal Capture" trips, as may be applicable. For the purpose of the proposed conversion, as appropriate, no Pass-By or Internal Capture trips were assumed for the existing Residential or proposed Vo-Tech/School uses. However, the Manual projected a conservative estimate of 36 Pass-By Capture trips during the P.M. Peak Hour associated with the proposed 29,000 sq. ft. Retail expansion. Subtracting these trips from the Gross P.M. Peak Hour comparison would actually yield 15 fewer trips following the proposed conversion. (Transmitted via April 20, 2009 E-Mail)

3. The requested (additional) Honore Road access road will provide entry to a 74-unit multi-family residential parcel previously approved by Manatee County and already under construction.

4. If approved, the revised plan of development is as follows:

RESIDENTIAL (Units)	COMMERCIAL (Gross Sq. Ft.)	OFFICE (Gross Sq. Ft.)	VO-TECH/ SCHOOL (Gross Sq. Ft.)	MOTEL (Rooms)
767	774,000*	140,000	20,000	250

* - The Development Order will identify 915,000 gross sq. ft. of commercial development. This amount was reduced by 141,000 sq. ft. (in the above Table) to account for a "double counting" experienced by the addition of the anticipated square footage of Motel development.

RECOMMENDED ACTION

Indicate to Manatee County and the Florida Department of Community Affairs that the proposal is presumed to create a Substantial Deviation, as defined above. However, it is the opinion of this agency that no unmitigated regional impacts would result from the requested modifications.

"EXHIBIT H"

SURFACE AND GROUND WATER MONITORING PLANS
COOPER CREEK CENTER
DEVELOPMENT OF REGIONAL IMPACT

This exhibit details the Surface and Ground Water Monitoring Plans required under Sections D.(2) and D.(3) of the Cooper Creek Center Development Order. The Developer* shall develop a monitoring plan addressing the criteria listed below within six months of approval of this Development Order.

a. All points of measurable surface water discharge from the property boundaries, within the Braden River Watershed, shall be monitored on a semiannual basis (wet and dry season). At each station, during each sampling event, three grab samples shall be collected, composited, and transported to an FDEP approved laboratory for chemical analysis. In addition, in-situ field parameters should be measured from the composite sample using appropriately calibrated field meters. The three grab samples encompassing the composition sample shall be collected at least twenty minutes apart.

b. Parametric coverage of the monitoring plan should include the following:

- specific conductance (field)
- temperature (field)
- dissolved oxygen (field)
- pH (field)
- flow rates (field)
- chlorides
- sulfates
- fluoride
- total dissolved solids
- total suspended solids
- ammonia
- nitrate
- nitrite
- total Kjeldahl nitrogen
- total nitrogen
- orthophosphate
- total phosphorous
- copper
- lead
- zinc
- mercury
- nickel
- arsenic
- cadmium
- chromium

- silver
- total coliform
- fecal coliform
- BOD-5
- primary organics (pesticides and herbicides)

c. Sampling events should be performed following storm events of sufficient intensity to create runoff. All points of measurable surface water inflow and discharge from the site should be sampled following a ½ inch or greater storm event using methodology approved by the U. S. Environmental Protection Agency for stormwater sampling associated with the NPDES permitting process. Storm event sampling should be performed twice annually, during wet (June-September) and dry (October-May) seasons, respectively.

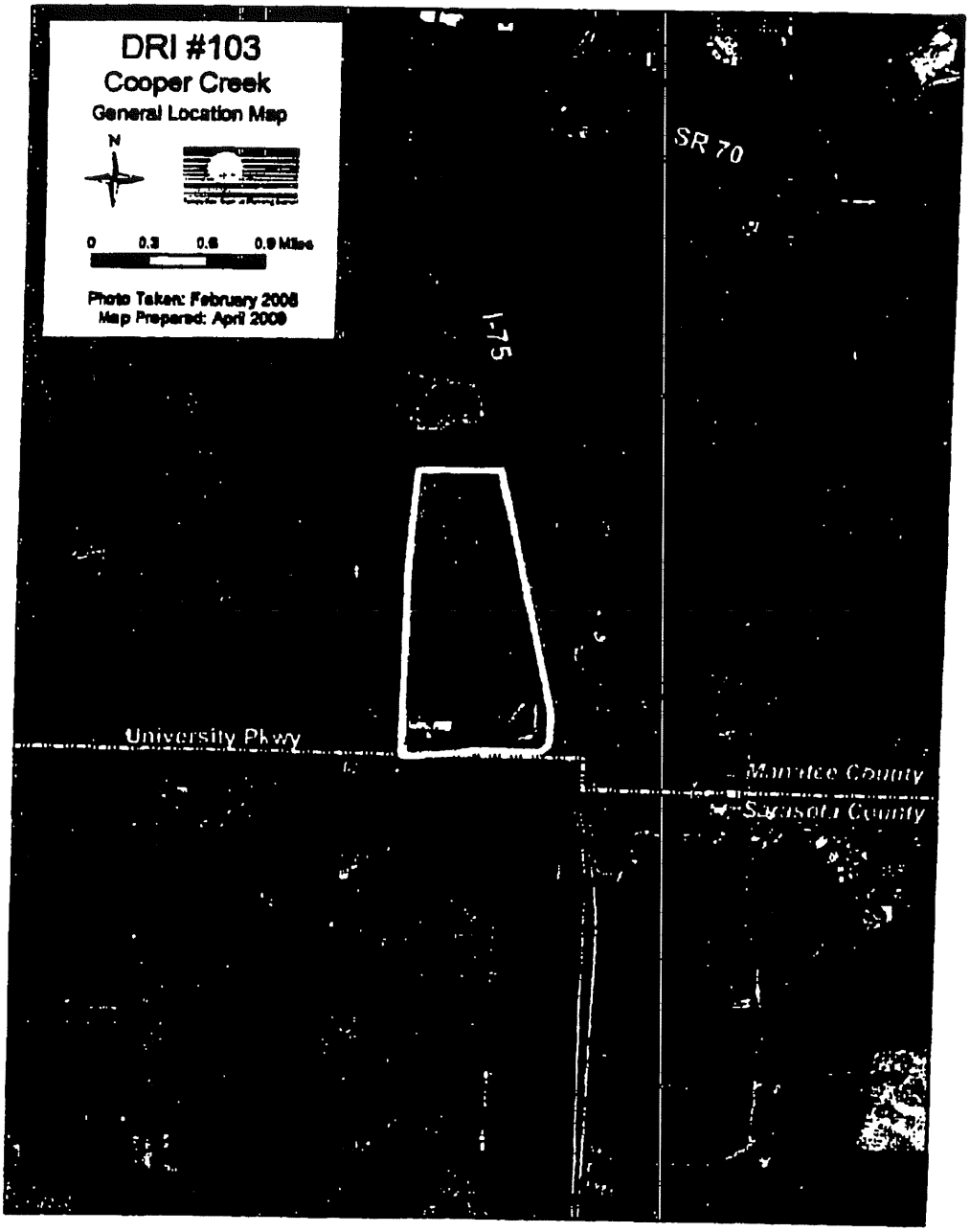
d. The Developer* shall place a staff gauge in the Cedar Creek tributary and all other applicable sampling stations, for the purpose of obtaining volumetric flow measurements.

e. The results of the monitoring program, and any modifications to the program, shall be subject to reviewed by the County, City of Bradenton, and any other agency requesting review privileges, and for approval by Manatee County and the PLANNING DEPARTMENT.

f. All monitoring reports shall be submitted to TBRPC with each annual report and to Manatee County, the City of Bradenton, and any other agency requesting a copy.

Any modifications to the above listed criteria shall be subject to review by the Manatee County Planning Department, the City of Bradenton, and any other agency requesting review privileges, and shall be approved by the Manatee County Board of County Commissioners.

EXHIBIT 1


DRI #103
Cooper Creek
General Location Map
N
0 0.3 0.6 0.9 Miles
Photo Taken: February 2008
Map Prepared: April 2009
SR 70
I-75
University Pkwy
Manatee County
Sarasota County

Florida Department of Transportation

CHARLIE CRIST
GOVERNOR

801 NORTH BROADWAY AVENUE
BARTOW, FLORIDA 33830

STEPHANIE KOPELOUSOS
SECRETARY

April 8, 2009

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

RE: Cooper Creek Center DRI NOPC

Dear Mr. Meyer:

The Florida Department of Transportation, District One, has reviewed the proposed changes for the Cooper Creek Center DRI as part of the Notice of Proposed Change (NOPC) dated March 27, 2009 and offers the following comments:

The site is generally located north of University Parkway and west of I-75 in Manatee County. The DRI was originally approved for 880 dwelling units, 886,000 square feet of commercial, 140,000 square feet of office, 250 motel rooms, and a 6,000 square feet school. Based on the NOPC application for the Cooper Creek DRI, the NOPC requests to decrease the dwelling units by 113 units, increase the school by 20,000 square feet, and increase the commercial by 29,000 square feet.

No support or explanation was provided showing the determination of the PM peak hour trips generated by the proposed conditions and shown in Substantial Deviation Determination Chart. Trip generation for the proposed conditions should be estimated using the latest edition of Trip Generation Manual, published by the Institute of Transportation Engineers (ITE). **A traffic analysis should be provided showing the trip generation of the proposed conditions compared to the original conditions. The traffic study should clearly demonstrate that the NOPC does not trigger a substantial deviation and will not cause any additional failures than those caused by the original land use plan.**

If you have any questions please free to contact me at (863) 519-2395 or bob.crawley@dot.state.fl.us.

Sincerely,

Bob Crawley
Growth Management Coordinator
FDOT District One

www.dot.state.fl.us

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO., FLA.

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.
Witness my hand and official seal this 20th day of May, 2009
R.B. SHORE
Clerk of Circuit Court
By: D.C.

MANATEE COUNTY
FLORIDA

Certified Mail #7000 0600 0024 5577 4416

July 6, 2011

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

Re: Development Order for Cooper Creek DRI – Ordinance 11-16

Dear Mr. Meyer:

Enclosed is a certified copy of Ordinance 11-16, the DRI Development Order for Development Order for Cooper Creek DRI, as adopted in open session by the Manatee County Board of County Commissioners on May 24, 2011, as required by Rule 9J-2.025(5), Florida Administrative Code.

This is in replacement for the General Development Plan approval document accidentally sent to you in the last correspondence.

If I can be of further assistance, please contact me at (941)748-4501, extension 6878.

Sincerely,

Bobbi Roy
Planning Coordinator

/br
Enclosure

FILED FOR RECORD
R. B. SHORE

2011 JUN -9 PM 4:17

CLERK OF THE CIRCUIT COURT
MANATEE CO. FLORIDA

ORDINANCE 11-16

AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA REGARDING LAND DEVELOPMENT, RENDERING AN AMENDED AND RESTATED DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR COOPER CREEK CENTER (RESOLUTION 85-236, AS AMENDED BY RESOLUTIONS 86-323, 87-58, 90-39, 93-300, 95-135, AND ORDINANCES 97-23, 99-40, 02-31, 05-54, AND 11-07), ALSO KNOWN AS TBRPC DRI #103; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on January 9, 1986, the Board of County Commissioners (BOCC) approved R-85-236, a Development Order* for the Cooper Creek Center DRI for a planned residential, commercial, office, and industrial development on approximately 604.68 acres; and

WHEREAS, on December 23, 1986, February 10, 1987, March 29, 1990, April 5, 1993, June 22, 1995, November 4, 1997, September 7, 1999, May 28, 2002, December 1, 2005, and February 3, 2011, The Board of County Commissioner approved Resolutions R-86-323, R-87-58, R-90-39, R-93-100, R-95-135, Ordinance 97-23, Ordinance 99-40, 02-31, 05-54, and 11-07 respectively, approving amendments to the Development Order for Cooper Creek Center, which amendments were not found to be a substantial deviation to the originally approved Development Order; and

WHEREAS, County Line Road Associates, LTD. has been succeeded by Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-I Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, as the Developer of Cooper Creek Center; and

WHEREAS, said Cooper Creek Center is a MULTI-USE PROJECT, as defined in Section 380.0651(3)(i), Florida Statutes, on approximately 604.68 acres, located in south Manatee County, the legal description of which is attached as "Exhibit A"; and

WHEREAS, the buildout date, pursuant to this amendment, for Cooper Creek Center expires on December 30,2015; and

WHEREAS, the expiration date of the Development Order, pursuant to this amendment, is December 302016; and

FILED
2011 JUN -6 AM 10:16
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Developer has requested that further amendments to the Cooper Creek Center Development Order, as previously amended ("prior DO") be approved to provide for and approve the following changes to the project:

1. Update the build out date to December 30, 2015 and expiration date to December 30, 2016 pursuant to previously approved extensions granted with Senate Bill 1752.
2. Modify Project Summary Table to clarify previously approved 6,000 sq. ft. of school use is permitted with a corresponding reduction of commercial or office square feet.
3. Amend Map H to permit an additional right in/right out access from University Parkway.
4. Amend General Conditions, Section O.(2), to allow Biennial DRI Reports in conformance with Section 380.06(18), Florida Statutes (as amended).
5. Any other revisions deemed necessary or appropriate during the public hearing process.
6. Various other changes to the Development Order, including recodification of the existing development order; terminology; formatting; departmental references; clarification changes; and to denote stipulations that have been complied with or requirements that have been completed. The Ordinance amends, replaces, and supersedes Ordinance 11-07, DRI #14, as amended; and provides for severability and an effective date.

WHEREAS, while the development of Cooper Creek Center has commenced and is underway in accordance with the Prior DO*, this Development Order shall be, hence forth, considered the approved Cooper Creek Center Development of Regional Impact Development Order; and

WHEREAS, the above described changes in conjunction with all previous changes, do not constitute a Substantial Deviation to the Development Order, as amended, for Cooper Creek Center, pursuant to Chapter 380, Florida Statutes; and

WHEREAS, this Development Order shall be considered an amended Development Order; and

WHEREAS, all future development shall comply with the requirements of the Comprehensive Plan (Ordinance 89-01, as amended) and Land Development Code (Ordinance 90-01, as amended), except where specifically approved by the BOCC in this Development Order.

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, has the statutory authority to consider and approve Notices of Proposed Changes (NOPC) for an amendment to an approved Development of Regional Impact; and

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

WHEREAS, the Planning Commission of Manatee County as the Local Planning Agency of Manatee County has held a duly noticed public hearing on May 12, 2011 to

consider the NOPC application, has found said NOPC application consistent with the Manatee County Comprehensive Plan and has recommended approval of this ordinance, subject to the conditions specified herein; and,

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

WHEREAS, the Board of County Commissioners of Manatee County on , May 24, 2011 held a duly noticed public hearings on said NOPC and has solicited, received and considered all testimony, reports, comments, evidence, and recommendations from interested citizens, County and City agencies, and the applicant, as well as the review and report of the Manatee County Planning Department;

WHEREAS, said Board of County Commissioners has considered all of the foregoing in the adoption of this Ordinance.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 24th DAY OF MAY, 2011 AS FOLLOWS:

SECTION 1. AMENDMENT AND RESTATEMENT OF DEVELOPMENT ORDER FOR DRI #14, ORDINANCE 11-07.

Ordinance 11-07 is hereby amended and restated in its entirety below. This Ordinance shall constitute the amended and restated Development Order for the Cooper Creek Development of Regional Impact. All prior Development Orders shall be superceded by this Ordinance. Provided this amendment shall not be construed to terminate the rights of the Developer, if any, granted under Section 163.3167(8), Florida Statutes, to the extent such rights have been previously granted and are not specifically herein or otherwise modified or amended.

SECTION 2. FINDINGS OF FACT

The Board of County Commissioners of Manatee County, after considering the testimony, evidence, documentation, application for amendment of the Zoning Ordinance, NOPC for an amended Development Order*, the recommendation and findings of the Planning Commission of Manatee County, as well as all other matters presented to said Board at the public hearing hereinafter referenced, hereby makes the following findings of fact:

A. All recitals preceding Section 1 of this Ordinance are adopted as findings of fact.

B. The real property involved in this development and owned by Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-I Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust,

and Wilmington Land Company, a Florida Corporation, is located in Manatee County, Florida, and is described on "Exhibit A" attached hereto and made a part hereof.

C. The Developer* has received County approvals for and has completed certain development consistent with the prior DO.

D. Development of the Cooper Creek Center site to date has proceeded in accordance and in compliance with the prior Development Order, as amended, and the Land Development Regulations of Manatee County.

1. The Developer has submitted the information requested in the County environmental consultant's Summary Report dated September, 1985.

2. The Developer has instituted and conducted the required water quality monitoring program.

3. The Developer has submitted a Master Drainage Plan which has been approved by Manatee County and TBRPC.

4. The County and Developer have entered into a Fee Agreement dated February 10, 1987 regarding the advance payment of Transportation Component Impact Fees, with which the Developer is in full compliance and which shall remain in full force and effect, and is attached hereto and make a part hereof by reference as "Exhibit D". The Developer* has obtained all impact fee credits due under this agreement.

5. The required improvements set forth in Exhibit C of R-86-323 have been constructed (Construct a second northbound to westbound left turn lane on Interstate 75 exit ramp to University Parkway).

6. The required transportation improvements set forth in Section 4, Development Conditions B(6) a., b., c., and d. of this Development Order, have been constructed by the Developer and accepted by Manatee County.

E. An application has been submitted to Manatee County and is being processed concurrently with this NOPC to revise the General Development Plan for the 604.68 acre project.

F. A notice of Public Hearing in these proceedings was duly published in The Herald and Herald Tribune, newspapers of general circulation in Manatee County, Florida, pursuant to Section 380.06(11), Florida Statutes, and Section 502.5, Manatee County Land Development Code, and proof of such publication has been duly filed in these proceedings.

G. The Board of County Commissioners of said County has received and considered the recommendation of the Manatee County Planning Commission concerning this NOPC to a Development Order pursuant to Section 380.06, Florida Statutes.

H. The Board of County Commissioners held a public hearing on May 24, 2011 regarding the said NOPC described herein, in accordance with the requirements of The Manatee County Land Development Code (Ordinance 90-01, as amended) and the 2020 Manatee County Comprehensive Plan (Ordinance No. 89-01, as amended) and has further considered the testimony, comments, and information received at the Public Hearing.

I. Manatee County has adopted the Manatee County Comprehensive Plan which is in compliance with applicable state laws.

J. The Comprehensive Plan requires Certificates of Level of Service be issued for Water, Wastewater, Solid Waste, Parks and Recreation, Transit, Transportation, and Drainage in compliance with state requirements.

K. This Development Order is issued based on information provided by the Developer* in the ADA*, as amended, and information provided in the sufficiency responses, NOPC's, and ensures compliance with the Manatee County Comprehensive Plan. Subject to the Development Order conditions listed in Section 4, the County has determined that, with the required transportation improvements listed in Conditions B. (2) and (7) of this Development Order, adequate Levels of Service exist until December 30, 2012for this project in each of these areas referenced in subsection 1.J above, except potable water which will shall be addressed in accordance with the requirements of the Comprehensive Plan.

L. The build-out date is approved for December 30, 2015.

M. The proposed Development of Regional Impact regarding the property described in Section 6 herein is found to be consistent with the requirements of the previously adopted Development Orders and The Manatee County Comprehensive Plan.

N. The "Developer*" submitted to Manatee County, Florida an ADA* and NOPC, and sufficiency responses identified in Section 1 which are incorporated herein by reference.

O. This amended Development Order is consistent with all prior Manatee County Development Approvals* granted pursuant thereto.

P. The real property which is the subject of this Application* is legally described as set forth in "Exhibit A" of this Development Order.

Q. The proposed development is not in an Area of Critical State Concern, as designated pursuant to Section 380.05, Florida Statutes.

R. The authorized agent for the Developer* is Elizabeth Benac and Todd Mathes of Benderson Development Company, LLC.

S. The Owners* of the property are Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-I Associates, LTD., a Florida limited partnership, RB-3

Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and the Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest.

T. A comprehensive review of the impact generated by the development has been conducted by the departments of Manatee County, the Planning Commission, Tampa Bay Regional Planning Council (TBRPC), and the Florida Department of Community Affairs in conjunction with the original Development Order, as amended, and all notices of proposed change.

U. The Developer will be issued a Level of Service Certificate which will expire on December 30, 2012.

V. The Developer has prepared and submitted and the County has approved Construction Drawings and issued construction permits for the transportation improvements listed in Transportation Condition B.(7).

SECTION 3. CONCLUSIONS OF LAW

A. Based upon the previous findings of fact and the following conditions of Development Approval*, the Board of County Commissioners of Manatee County concluded that:

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

2. The Development remains consistent with the report and recommendations of Tampa Bay Regional Planning Council issued on July 8, 1985, regarding DRI #103, and on May 9, 2011regarding this NOPC.

3. This Development remains consistent with the State Comprehensive Plan.

4. This Development remains consistent with the Manatee County Comprehensive Plan and Land Development Code.

B. That these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in these proceedings, the Developer* is authorized to conduct development as described herein, subject to the conditions, restrictions, and limitations set forth below.

C. That the review by the County, the TBRPC, and other participating agencies and interested citizens reveals that impacts of the development are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Development Order and the ADA*. To the extent that the ADA* is inconsistent with the terms and conditions of this Order, the terms and

conditions of this Order shall prevail. A summary of the development covered by this development order is included as Table 1.

D. The Board of County Commissioners finds that the changes do create a Substantial Deviation. However, Pursuant to Section 380.06(19), Florida Statutes, the Developer has submitted clear and convincing evidence to rebut the presumption that the changes proposed by this NOPC and approved pursuant to Ordinance 11-16 are a Substantial Deviation.

SECTION 4. DEFINITIONS

The definitions contained in Chapter 380, Florida Statutes and in the Manatee County Land Development Code and Comprehensive Plan shall apply to this Development Order in addition to those listed herein. The following capitalized terms used herein shall have the following meanings:

A. "Acceptable Level of Service*" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in the Land Development Code. Level of Service "D" shall be measured on a peak hour basis as determined by the most recent Highway Capacity Manual, TRB Special Report 209 or the most current manual and computer software version in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour Level of Service "D" capacity, or if actual data is available to determine the "K" factor (please refer to the Florida Department of Transportation Planning and Statistics Department), then on the basis of the "K" factor. Acceptable Level of Service for links and intersections in Sarasota County, Florida, shall mean Level of Service "C" on an average daily basis ("D" on a peak hour basis), which shall be measured as provided in this paragraph. Where a link or intersection in Sarasota County is operating at Level of Service "D" on an average daily basis ("E" on a peak hour basis) on the effective date of this Ordinance, then the Acceptable Level of Service in Sarasota County for that link or intersection shall mean Level of Service "D" on an average daily basis ("E" on a peak hour basis).

B. "Application*" and "Application for Development Approval*" or "ADA" shall mean Cooper Creek Center's Development of Regional Impact Application for Development Approval*, and the NOPC submitted on July 26, 1996, and revised on March 31, 1997 and August 19, 1997, the NOPC, submitted on January 27, 1999, the NOPC submitted on January 9, 2002, the NOPC submitted on May 17, 2005, the NOPC submitted on March 26, 2009, and the NOPC submitted on March 16, 2011(included as "Exhibit G").

C. "Best Management Practices*" shall mean the practices which are technologically and economically feasible in abating pollution generated by point and non-point sources, to a level compatible with water quality and quantity objectives of the Land Development Code (BMP list of approved practices by Board resolution for Special Overlay Districts-Evers Reservoir and Lake Manatee Watershed Areas).

D. "Conceptual Master Plan*" shall mean a graphic depiction of the development shown on Revised "Map H", last revised April, 2011, for the Cooper Creek Center, and attached hereto as "Exhibit B".

E. "Conservation Area*" shall mean areas as defined by TBRPC and shown on revised "Exhibit C", last revised on July 28, 1999.

F. "County Transportation Authority*" shall be defined as the Planning Department in cooperation with Manatee County's Transportation Department, or whatever County entity is responsible for roadway approvals.

G. "Developer*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-41 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest.

H. "Development Approval*" shall mean any approval for development granted through the Preliminary and Final Site Plan*, Preliminary and Final Subdivision Plat process, and construction drawing approval where site plans are not required, and all its conditions of approval.

I. "Development Order" shall mean the Ordinance Granting a Development Order for Cooper Creek Center, Ordinance11-16.

J. "Fee Agreement*" shall mean the Transportation Component Impact Fee agreement by and between the County and the developer's predecessors in interest which was adopted on February 10, 1987 and is attached hereto as "Exhibit D".

K. "Funding Commitments*" shall mean to assure the completion of any improvement required by this Development Order, or any combination of the following:

1. Binding commitments for the actual construction with a posting of a cash bond or irrevocable letter of credit in a form satisfactory to the County; or

2. Actual construction; or

3. The placement of the improvements in the capital improvements work plan of a responsible entity for construction during the fiscal year when the improvement is required as long as said improvement is within the first two years of the Manatee County Capital Improvement Plan or the first two years of the FDOT Work Plan at the time of Preliminary Site Plan approval of a subphase or phase; or

4. A local development agreement as defined by Florida Statutes or the Land Development Code. The funding commitment shall

guarantee that the improvement will be in place when needed or concurrent with the expected impacts of the development, whichever is sooner.

L. "Horizontal Development*" shall mean and shall be deemed to include the construction of any and all improvements required to serve Vertical Development* (e.g., roadway, drainage, water, sewer, communication, utilities, etc).

M. "Master Development Plan*" shall be defined as Revised Map H, last revised April, 2011, incorporated as "Exhibit B" and made a part hereof. Development on Map H shall be limited to the total number of dwelling units and non-residential development on Table 1.

N. "Owner*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-I Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest as to the Cooper Creek Center DRI and all its stipulations.

O. "Post Development Wetland*" shall mean any Wetland* area, which upon completion of the subphase, that will be a jurisdictional Wetland* under the regulations of the Southwest Florida Water Management District or the Florida Department of Environmental Protection. This definition shall not apply to stormwater ponds or littoral shelves not required for mitigation.

P. "Preliminary Site Plan*" (PSP*) shall mean a Preliminary Master Development Plan* or a Preliminary Site Plan* for a Phase or Sub-Phase as defined in The Manatee County Land Development Code, (Ordinance 90-01, as amended), for a Phase or Sub-Phase.

Q. "Preservation Areas*" shall mean areas as defined by TBRPC and shown on revised "Exhibit C", last revised on July 28, 1999.

R. "Site Development Plan*" shall be defined as any preliminary plat, final plat, Preliminary Site Plan*, or final site plan to be submitted for consideration of approval pursuant to the LDC.

S. "Traffic Study*" shall mean a report presented by the Developer*, pursuant to the provisions of Section 380.06, F.S. and Rule 9J-2.045 F.A.C., using a methodology acceptable to the County Transportation Authority*, the Tampa Bay Regional Planning Council, the Florida Department of Community Affairs, and the Florida Department of Transportation. Such study will be designed to determine if the proposed development will reduce daily or peak hour Level of Service* on any of the roadway segments or intersections within the Transportation Impact Area*, to below an Acceptable Level of Service*. Any such Traffic Study* shall include traffic to be generated by the proposed Phase or Sub-Phase, existing traffic, and traffic anticipated from prior Development Approvals* cumulatively.

T. "Transportation Impact Area*" shall be defined as the roadway segments and intersections receiving transportation impacts where the cumulative traffic generated by a proposed PSP* in combination with prior approvals of this project will be five percent (5%) or more of the Acceptable Level of Service*. This area will be determined in conjunction with any traffic study required for Development Approval after December 30, 2007. This area is generally depicted on Map J which was submitted with the ADA. This area will be revised as appropriate, based on a new Traffic Study*.

U. "Vertical Development*" shall mean and shall be deemed to include the construction of new residential units and non-residential units or the reconstruction or addition to any structure.

V. "Warranted*" shall mean a determination by the County based on generally accepted transportation engineering practices that the Acceptable Level of Service* cannot be maintained on a roadway segment or intersection without the construction of a transportation improvement required by this Development Order.

W. "Wetland*" shall mean any wetland under the jurisdictional limits defined by Chapter 40D-4.021, Florida Administrative Code, and implemented by the Florida Department of Environmental Protection, or as defined within Chapter 40D-4, F.A.C., and implemented by the Southwest Florida Water Management District.

X. The definitions contained in Chapter 380, Florida Statutes, shall apply to this Development Order.

SECTION 5. DEVELOPMENT CONDITIONS

A.(1) Approved Development Totals and development authorized for construction pursuant to this D.O. are as set forth in Table 1. Building Permits for non-residential development and Final Plats (or Building Permits if platting is not required) for residential shall be obtained prior to December 30, 2015.

A.(2) Development may occur anywhere on site provided all conditions of this Development Order are adhered to and it is concurrent with all necessary infrastructure improvements.

A.(3) The Developer* has demonstrated the availability of adequate infrastructure, including roads, parks, transit, waste water service, solid waste service, fire, police, and other emergency services and will be issued a revised Level of Service Certificate which will expire December 30, 2012. Concurrency for potable water will be addressed at the Final Site Plan approval, pursuant to the Manatee County Comprehensive Plan Policies 2.4.1.2. and 2.4.1.5.

A.(4) Tradeoffs between the land uses set forth in Table 1 may be granted by the Board of County Commissioners with an amendment to the General Development Plan approved by the Board along with a traffic study addressing any changes in trip generation, distribution, average queue length at intersections, and any mitigation necessary as a result of the tradeoff (Note: If the trip generation estimates as a result of the tradeoff are less than or equal to what

was previously approved, a traffic study shall still be required to address the change in entering and exiting percentages, and consequently other measures of effectiveness). The Board and staff have not reviewed any such "tradeoff" and have not determined whether any "tradeoff" is appropriate. Any proposal for a "tradeoff" shall be reviewed for compliance with the provisions of this Development Order, the Manatee County Land Development Code, and the Manatee County Comprehensive Plan. The developer shall also be required to demonstrate that 1) the quantities of solid waste generated, potable water consumed, and wastewater, and 2) the impacts to the County Parks, Transit Services, EMS, and Sheriff, in the event of any tradeoffs, are less or meet County standards in effect at the time of tradeoff. The Developer* shall give DCA and the Tampa Bay Regional Planning Council notice of its intent to trade off land uses at least 15 days prior to the County's approval of any such trade off. The Notice shall identify the resulting impacts of the trade off in terms of land use, traffic generation, potable water, wastewater, solid waste, and affordable housing. In addition, the DRI biennial report shall include information indicating cumulative amounts of development which have been approved by the County as of the biennial report date and the resulting impacts on traffic generation, potable water, wastewater, solid waste, and affordable housing. Following the County's approval of any such trade off, the County shall provide to the Department of Community Affairs and TBRPC a copy of said approval. An amendment to applicable provisions of this Development Order pursuant to an NOPC or Substantial Deviation proceeding shall not be necessary or required to approve a "trade off" pursuant to this condition.

The following limitations shall apply to any tradeoff:

1. Residential uses shall not be increased nor decreased by more than 200 dwelling units. 680 to 1,080 Dwelling Units

2. The mix of approved uses shall not be increased nor decreased by more than 49,000 square feet of General Commercial or Office. 725,000 to 823,000 square feet for General Commercial and 91,000 to 189,000 Square Feet for Office

3. Hotel uses shall not be increased or decreased by more than 75 motel rooms. 175 to 325 Rooms.

4. School uses shall not be increased by more than 6,000 square feet (20,000 to 26,000 Square Feet). A decrease of school use may result in a corresponding increase in office use.

TABLE 1
COOPER CREEK CENTER
PROJECT SUMMARY

TYPE OF DEVELOPMENT:	Multi-use
LOCATION:	Northwest quadrant of I-75 and University Parkway, in southeastern Manatee County

TOTAL DEVELOPMENT AREA:	**604 Acres**
Residential	317.2 Acres
Commercial/Hotel/School[1]	131.5 Acres
Office/School	30 Acres
Open Space (Roads, Right-of-Way, Conservation, Preservation, Floodway, etc.)	124.98 Acres

	Development Totals	
Residential	767 d.u.	
Commercial [1, 2, 3]	774,000 Sq. Ft.(1)	
Office[1, 3]	140,000 Sq. Ft.	
Motel	250 Rooms	
School[3]	0 to 20,000 Sq. Ft.	
P.M. Peak Trips (net external)	2,817 Trips	
BUILD-OUT DATE	December 30, 2015	

[1] May include communication antenna structures as allowed by the approved General Development Plan and applicable regulations.
[2] Includes one existing communication antennae structure.
[3] May include up to an additional 6,000 sq. ft. of school upon corresponding decrease of office and/or commercial uses.

A.(5) Existing agricultural uses on the property, in whole or in part, as an approved secondary use are hereby granted until development commences on the applicable section or portion of the site.

A.(6) Any excess infrastructure capacity constructed to potentially serve development beyond that described in Condition A.(1) shall be at the developer's risk and shall not be construed to vest additional Vertical Development* construction rights.

TRANSPORTATION CONDITIONS

B.(1) All residential development which does not have a Final Plat approval (or building permit if platting is not required) and all non-residential development which does not have a building permit prior to December 30, 2015 shall be subject to review and approval of a transportation analysis pursuant to Section 380.06 Florida Statutes and issuance of a transportation level of service certificate pursuant to the Manatee County Land Development Code. Completed.

B.(2) Maintenance of Acceptable Level of Service* on intersections or in the Study Area to be determined consistent with methodologies in accordance with Section 380.06, Florida Statutes shall be verified by the developer to the satisfaction of the County Transportation Authority* as part of each biennial report as required by Subsection 380.06(18), Florida Statutes.

B.(3) There shall be no approvals granted as to development beyond that specified in Table 1 unless the transportation improvements required have been completed or such improvements are determined as not warranted under the Traffic studies*.

B.(4) The Developer* shall continue to demonstrate continuous progress towards building permit applications for the development totals set forth in Table 1. Continuous progress shall mean Final Plat approval (or the issuance of building permits if a Final Plat is not required) for 200 residential lots or dwelling units and the issuance of building permits for at least 50,000 square feet of non-residential use. Failure to demonstrate such progress may require a revised and updated Traffic Study* to demonstrate that Acceptable Levels of Service* are still projected to exist at the time building permits are issued. The determination that a revised and updated Traffic Study* is required shall be made by the Board of County Commissioners at a public hearing with notice to the developer, upon recommendation by the Planning Director.

B.(5) The Developer* shall provide for a bus bay area acceptable to Manatee County at one location within each commercial land use area and at one location on University Parkway near the project entrance at time of Development. (This condition provides the Transportation Management System required by TBRPC).

B.(6) The Developer* shall implement, at their expense, the following specified safety transportation improvements.

a. Signalize the intersection of University Parkway and Cooper Creek Boulevard. The signal shall be of the mast arms type. Completed.

b. Provide a westbound right-turn deceleration lane on University Parkway, at the intersection with Cooper Creek Boulevard. The turning lane length shall be 500 feet. Completed.

c. Provide an additional southbound left-turn lane on Cooper Creek Boulevard at the intersection with University Parkway. The resulting dual left-turn lanes shall have a queue length component of 225 feet each. The Southbound right-turn lane queue length should be 150 feet. The dual left-turn lanes shall be supplemented by guiding pavement markings to provide turning lane separation (2-ft long dashed lines with 4-ft gaps to channelize turning traffic). Completed.

d. Add one right hand, northbound to eastbound turn lane from Honore Avenue to Cooper Creek Boulevard, approximately 400 feet in length. Completed

e. Add one eastbound to northbound left turn lane from University Parkway to Cooper Creek Boulevard adjacent to the existing left turn lane prior to the issuance of the Certificate of Occupancy for the second office building in Parcel K. Completed.

B.(7) The Developer* shall evaluate the need for traffic safety and circulation improvements with each PSP*. Manatee County shall review and evaluate the information submitted by the Developer* and reserve the right to require additional safety and circulation improvements such as turn lanes, signals, signal timing, and pavement markings.

ENVIRONMENT

Air Quality

C.(1) Manatee County shall reserve the right to require mitigation measures or a revision of the site plan to alleviate potential negative impacts of the project on ambient air quality.

Water Quality, Wetlands* and Drainage

D.(1) In order to protect water quality in the Braden River watershed and the Evers Reservoir Watershed, there shall be no degradation of water quality by stormwater exiting the site. All stormwater discharges to the Braden River shall be required to meet all state water standards and criteria as defined in Chapters 62-302, and 62-25, F.A.C., as well as Manatee County requirements.

D.(2) The Developer* shall continue to conduct the approved comprehensive surface water quality and quantity monitoring program approved by the County. The program shall continue through one year beyond project buildout. The County may require that the program may be extended beyond buildout if conditions are observed that would require additional monitoring. All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved

comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by the appropriate authority. All monitoring reports shall be submitted to Manatee County and to the TBRPC with each biennial report.

Any changes to the Surface Water Quality Monitoring Program Criteria, ", shall be submitted to the City of Bradenton and TBRPC for review and comment, and approval by Manatee County.

Should Manatee County adopt a Comprehensive Evers Reservoir Watershed Surface Water Quality Monitoring Program and the Developer* participates in this Comprehensive Surface Water Quality Monitoring Program, then the Developer*, with the approval by Manatee County and TBRPC, may terminate the required Surface Water Quality Monitoring Program contained in this Development Order.

D.(3) The Developer* shall continue to conduct the comprehensive ground water quality and quantity monitoring program as previously approved by Building and Development Services Department .The program shall continue through one year beyond project buildout. All monitoring reports shall be submitted to Manatee County and to the TBRPC with each biennial report.

Any changes to the Groundwater Quality Monitoring Program Criteria shall be submitted to the City of Bradenton and TBRPC for review and comment, and approval by Manatee County.

All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by that approved authority.

D.() The Developer* shall be responsible for Operation and Maintenance for all portions of the Surface Water Management System, except for those portions which are dedicated to and accepted by the County.

D.(5) All development shall be subject to the requirements of Chapter 40D-4, F.A.C. All Wetlands* in the entire 604.68 acre development shall be subject to the requirements of Section 719 of the Manatee County Land Development Code or as otherwise approved by Manatee County.

D.(6) Impacts to Wetlands*, Preservation Areas*, and Conservation Areas* shall be mitigated in accordance with Table 3. Mitigation shall be required prior to the completion of the parcel in which the impact occurs.

a. **Preservation and Conservation Areas***

Preservation and Conservation Area* shall comprise of all SWFWMD jurisdictional wetlands, In addition to other areas as delineated on Exhibit C.

The Conservation Areas* on site encompass approximately 51.96 acres as indicated on the attached Revised Preservation/Conservation Map dated July 28, 1999, Exhibit C. All Conservation Areas* shall remain undisturbed or mitigated.

There shall be no impact to those Wetlands* encompassing approximately 16.41 acres, indicated as Preservation Areas* on the attached Revised Preservation/Conservation Map, dated July 28, 1999, Exhibit C. Impacts authorized pursuant to state and federal permits approved prior to the effective date of this development order and impacts for necessary infrastructure (such as roads, utility lines, recreational trails, and paths, as provided by TBRPC policy) may be allowed.

b. **Wetland Areas***

Wetlands created as a result of flood storage compensation shall be credited as mitigation lands if acceptable to the Building and Development Services Department and other permitting agencies.

As required by Manatee County Comprehensive Plan Policy 3.3.1.5, the Developer* shall provide buffers around all Post-Development Wetlands*. Variable width buffers may be approved in accordance with Section 719.11.1 of the Land Development Code.

Mitigation security for impacts to wetlands, preservation, and conservation areas shall be required in accordance with applicable County Ordinances.

All herbaceous mitigation areas and littoral shelves used for mitigation shall be monitored annually after planting for a period of three years. Forested mitigation areas shall be monitored annually for at least five years. Monitoring shall include survival rates, species diversity composition, spreading, and exotic species encroachment. Additional planting may be required to maintain an 85 percent survival of planted species at the end of three years.

All Post Development Wetlands*, Conservation and Preservation Areas*, and their buffers shall be protected by a recorded conservation easement to Manatee County, as a separate easement document acceptable to Manatee County, and shall be shown on any Preliminary and Final Site Plans and Subdivision Plats. Deed restrictions shall be included that prohibit development activity and removal of native vegetation in the conservation easement unless approved by the County and any permitting agency or agencies with jurisdiction. Any replanting within the buffer shall be with flora native to the Braden River area of Manatee County.

Each biennial report shall include the results of the mitigation monitoring. The report shall also include information on what Conservation Areas* and Preservation Areas* have been impacted and the steps taken to mitigate the impacts and the results of the mitigation monitoring.

TABLE 3

COOPER CREEK CENTER
MINIMUM WETLAND*, PRESERVATION, AND CONSERVATION AREA* MITIGATION RATIOS

	MITIGATION RATIOS•	
AREAS	**HERBACEOUS**	**FORESTED**
TBRPC Preservation & Conservation Area*	2:1	3:1
Wetlands*	2:1♦	4:1♦

If an area falls under two categories, then the most restrictive mitigation ratio shall apply.

♦ May be reduced in accordance with the Manatee County Land Development Code and Comprehensive Plan.

• Ratio is Mitigated Wetland*: Disturbed Wetlands*. Transplantation may be used for mitigation, if approved by the BUILDING AND DEVELOPMENT SERVICES DEPARTMENT and SWFWMD. Mitigation ratios shall be as approved by those agencies. For the purposes of this section, transplantation shall be considered creation, not enhancement.

✖ Mitigation ratios for Wetland* and Conservation Areas* may include enhancement as mitigation technique. Enhancement for impacts to TBRPC Conservation Areas* shall be provided at a minimum ratio of 6:1.

D.(7) The stormwater management systems shall be designed, constructed, and maintained to meet or exceed applicable requirements of the adopted Manatee County Comprehensive Plan and Chapter 62-4, 62-25, 40D-4, 40D-40, 40D-400 F.A.C. The stormwater management system within the Evers Reservoir watershed shall treat stormwater to Outstanding Florida Waters standard. Stormwater treatment shall be provided by biological filtration where required by the Master Drainage Plan as referenced as "Exhibit I".

D.(8) The Developer* shall not seek permits for, or otherwise implement, any point source discharges of pollutants into the Braden River or its tributaries. Stormwater is not point source discharge as defined today, and no re-definition of point source discharges shall create a requirement that existing storm water discharges be prohibited under this section.

FLOODPLAINS

E.(1) All habitable portions of structures shall be constructed above the 100-year floodplain, and in accordance with local, state, and federal requirements.

E.(2) Any encroachment of the 100-year floodplain or floodway shall be mitigated in accordance with FEMA and Manatee County standards.

E.(3) No discharges to groundwater shall be permitted on-site.

ECONOMICS

F.(1) The Cooper Creek Center development shall promote entrepreneurship and small and minority-owned business start-up, and encourage non-discriminatory employment opportunities, pursuant to Policies 21.2, State Comprehensive Plan and 2.7.2, FRSRPP, respectively.

WILDLIFE HABITAT AND VEGETATION

G.(1) In the event that any species listed in Rule 68A-27.003 through 68A-27.005, FAC, are observed frequenting the site for nesting, feeding, or breeding, proper protection or mitigation measures shall be employed immediately in cooperation with the Florida Fish and Wildlife Conservation Commission (FFWCC), the Manatee County Building and Development Services Department, and the Florida Department of Community Affairs. This shall include, at a minimum, a wildlife management plan which contains information on impacts to listed species, site maintenance, fire frequency, Wetland* management, and boundary protection. Any such plan not adopted as part of the original Development Order shall require an amendment to the Development Order.

ARCHAEOLOGICAL AND HISTORICAL RESOURCES

H.(1) Any historical or archaeological resources discovered during development activities shall be immediately reported to the Florida Department of State Division of Historical Resources (DHR) and treatment of such resources shall be determined in cooperation with the DHR, and Manatee County. Treatment of such resources must be completed before resource-disturbing activities are allowed to continue. A description of the project's compliance with these conditions shall be included in the subsequent biennial reports, to be submitted for review to DHR, in addition to TBRPC and Manatee County.

WASTEWATER

I.(1) Sewer lift stations shall be designed and equipped in accordance with Manatee County's Public Works Department guidelines with several means of back-up, to provide assurance against equipment failure and discharge to the environment. These shall include:

a. Lift stations with 35HP (or less) motors shall have an auxiliary generator receptacle on the panel box.

b. Stations with greater than 35HP motors shall include an on-site stationary generator set with remote transfer capability.

c. Wet wells to contain sewage line surcharges or overflows.

d. Emergency by-pass pumpouts for tank trucks.

e. 100 percent redundancy in lift station pumping equipment.

I.(2) Wastewater services to be provided by Manatee County. The quantity reserved shall be pursuant to the CLOS.

I.(3) The disposal of waste into the sewer system shall comply with the Manatee County Sewer Use Ordinance (91-39).

I.(4) The Developer* shall not utilize on-site wastewater treatment.

WATER

J.(1) The Developer* shall require the installation of water conservation fixtures. Water saving devices shall be installed in accordance with the Florida Water Conservation Act (Section 553.14, Florida Statutes). The Developer* shall require the use of native vegetation and Xeriscape techniques, to be used in landscaping to the greatest extent possible.

J.(2) The Developer* shall use only non-potable water to meet non-potable demands. For purposes of this Development Order, "non-potable" water is defined as water emanating from any source other than a public water utility. No reclaimed water shall be used within the Evers Reservoir watershed provided that if spray effluent is permitted by Manatee County and other agencies having jurisdiction, no amendment to the Development Order shall be required to allow the Developer* to use spray effluent.

J.(3) The Developer* shall comply with the rules and recommendations of the SWFWMD in regard to protection of the groundwater resources.

SOLID/HAZARDOUS WASTE

K.(1) The Developer* shall provide to all Cooper Creek Center businesses information that:

a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in the specially-designated containers or areas;

b. Concerns the availability of existing companies that will accept wastes for recycle, reuse, exchange, and treatment; and

c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

K.(2) The Developer* shall notify all commercial tenants of their responsibility to comply with all the applicable sections of Title III (Community Right-to-Know Law) of the Superfund Amendment and Reauthorization Act (SARA).

ENERGY

L.(1) All Cooper Creek Center tenants, business, residents, etc., shall be notified in writing by the Developer* upon occupancy, that the following related practices are encouraged:

a. Use energy alternatives, such as solar energy, resource recovery, waste heat recovery, and co-generation, where economically feasible;

b. Obtain energy audits provided by energy companies or other qualified agencies;

c. Install water heater timers and set water heaters at 130 degrees Fahrenheit or lower;

d. Use landscaping and building orientation to reduce heat gain, where feasible, for all Cooper Creek Center construction;

e. Promote energy conservation by employees, buyers, suppliers, and the public, as appropriate;

f. Reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours, as appropriate;

g. Institute and utilize recycling programs; and

h. Utilize energy efficient packaging or recyclable materials.

L.(2) The Developer* should designate an energy officer to establish energy policies, monitor energy use, and encourage conservation for project businesses. This information shall be included in the first annual report. Completed.

RECREATION AND OPEN SPACE

M.(1) All recreation and open space areas not dedicated to the County or other state agencies shall be maintained by the Developer*.

M.(2) A decrease in open space acreage shall require a substantial deviation determination conducted pursuant to Subsection 380.06(19), Florida Statutes.

PUBLIC SAFETY

N.(1) Sheriff and emergency medical services will be provided by Manatee County. The Developer* shall be responsible for contributing a pro-rata share of the cost of land acquisition, construction, and equipping of emergency service facilities for police and emergency medical services or any combination thereof. The Developer* may, with the concurrence of the County, satisfy this obligation in whole or in part by conveyance of land deemed suitable for the intended use by the County or payment of impact fees, as allowed by the Land Development Code, if applicable. An agreement shall be approved prior to the next Final Site Plan approval. Provided, however, no approval shall be delayed if the applicant submits an agreement, and it is withheld because of the County's inability or failure to determine needs or pro-rata share determination for a period exceeding 2 months after its submittal. In no event, shall the developer's payment or pro-rata share exceed impact fee amount.

N.(2) The Cooper Creek Center development shall be designed and constructed to meet or exceed specifications of the State Fire Code - Rule 4A-3.012, FAC or be in compliance with Manatee County Comprehensive Plan and Land Development Code Requirements.

GENERAL CONDITIONS

O.(1) The Developer* shall be required to adhere to any and all commitments made in Section 6 incorporated herein, unless that commitment is superseded by a Development Order Condition in which case the Development Order Condition shall prevail.

O.(2) The Developer* shall submit biennial DRI reports in accordance with Section 380.06(18), Florida Statutes, to Manatee County, the Tampa Bay Regional Planning Council, the State Land Planning Agency, and other agencies, as may be appropriate, on or before the 9th of January of all even-numbered years starting in 2012, until such time as all terms and conditions of this Development Order are satisfied. Six (6) copies of this report shall be submitted to the Director of Manatee County Building and Development Services Department or the Director's designee, who shall review the report for compliance with the terms and conditions of this Development Order and who may submit an appropriate report to the County Commission should the Director decide that further orders and conditions are necessary. The Developer* shall be notified of any Board of County Commissioners hearing wherein such report is to be considered or reviewed; provided, however, that receipt and review of any such report by the Board of County Commissioners shall not be considered as a substitute, waiver, or change of any conditions, or any terms or conditions of this Development Order. The annual report shall contain the following:

a. Any changes in the plan of development, or in the representation contained in the ADA*, or in the phasing for the reporting period and for the next period;

b. A summary comparison of development activity proposed and actually conducted for the 2 years;

c. Undeveloped tracts of land, other than individual single-family lots, that have been sold to a separate entity or Developer*;

d. Identification and intended use of lands purchased, leased, or optioned by the Developer* adjacent to this DRI site since the amended Development Order was issued;

e. An assessment of the Developer*'s and the local government's compliance with the conditions of approval contained in the DRI development order and the commitments that are contained in the Application for Development Approval* and which have been identified by the County, the TBRPC, or the Department of Community Affairs as being significant;

f. Any known incremental DRI Applications for Development Approval* or requests for a substantial deviation determination that were filed in the reporting year and to be filed during the reporting period;

g. An indication of a change, if any, in local government jurisdiction for any portion of the development since the development order was issued;

h. A list of significant local, state, and federal permits which have been obtained or which are pending by agency, type of permit, permit number, and purpose of each;

i. A statement that all persons have been sent copies of the biennial report in conformance with Subsections 380.06(15) and (18), Florida Statutes; and

j. A copy of any recorded notice of the adoption of a development order or the subsequent modification of an adopted development order that was recorded by the Developer* pursuant to Subsection 380.06(15)(f), Florida Statutes.

k. Reports or information pursuant to stipulations D(2), D(3), D(6), F(1), H(1),and L.(2) .

O.(3) Any changes in the Development from the parameters set forth in the Application* and this Development Order shall be governed by Subsection 380.06(19), Florida Statutes.

O.(4) The Manatee County Building and Development Services Director or the Director's authorized designee shall be responsible for monitoring the Development and ensuring its compliance with this Development Order. The data necessary for monitoring the Development shall be generated by building permits, certificates of occupancy, approval of plats and offering statements, the Biennial Report, and on-site observations. The enforcement of the Terms and conditions of this Development Order shall be through such means as are authorized by Chapter 380, Florida Statutes, and through the Manatee County Land Development Code.

O.(5) The Developer* has elected, pursuant to Section 380.06(5)(c), Florida Statutes, to be bound by the rules adopted pursuant to Chapters 403 and 373, Florida Statutes, in effect at the time the Development Order was issued on September 30, 1997. Accordingly, to the extent the provisions of Section 380.06(5)(c), Florida Statutes, affect the determination as to which rules are applicable to the Development, said election shall apply, notwithstanding any provision in this Development Order to the contrary.

O.(6) This Development Order shall expire December 30,2016. Buildout shall be completed by December 30,2015. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

O.(7) This Ordinance shall constitute a Development Order issued in accordance with Chapter 380, Florida Statutes.

O.(8) In the event of a Development Order appeal or other legal challenge of the Development Order by the DCA or TBRPC, the Developer shall pay all costs and fees of County Staff and attorneys the County is required to expend related to said appeal or legal challenge at the rate of the processing fee for the Development Order under the current Building and Development Services Department fee schedules. Payment of all billings by the Developer related to such fees and costs shall be made within 45 days of the submittal of an invoice. Payment to County staff and County attorneys shall be at the rate of the processing fee for the Development Order under the current Building and Development Services Department fee schedule, and payment shall be remitted within forty-five days of submittal of an invoice.

SECTION 6. DEVELOPER* COMMITMENTS

Developer* commitments set forth in the attached "Exhibit F" shall be honored by the Developer*, except as they may be superseded by specific terms of this Development Order.

SECTION 7. LEGAL DESCRIPTION

Development of Cooper Creek Center shall be restricted to the 604.68 acre tract of land described by the legal description included as "Exhibit A" attached to and made a part of this Development Order.

SECTION 8. COMMENCEMENT OF DEVELOPMENT

Physical development of the project not previously permitted shall commence within three (3) years of approval of this Development Order unless the time period for commencement is extended by the Board of County Commissioners; however, no Development Approval* shall occur until the expiration of the appropriate appeal for this Development Order. If any five year period shall expire without significant development activity on the site, the Board of County Commissioners may conduct a public hearing in accordance with the Land Development Code and may, at its option, based on testimony presented at that hearing, rescind or suspend or take other appropriate action

on any and all approvals granted herein except where the failure to carry out development is attributable to factors beyond the control of the Developer* (such as the unavailability of permits because of inadequate public facilities, or for any other similar reason). For the purpose of this provision, "significant development" shall be the actual construction of Vertical Development* as part of an ongoing effort to prepare improved land or buildings for sale, lease, or use. Physical development has been initiated.

SECTION 9. RESTRICTIONS ON DOWN-ZONING

Prior to December 30, 2015, the County may not down-zone or reduce the intensity or unit density permitted by this order, unless the County can demonstrate that:

A. Substantial changes in the conditions underlying the approval of the order have occurred; or

B. The order was based upon substantially inaccurate information provided by the Developer*; or

C. The change is clearly established by the County to be essential for the public health, safety, or welfare.

Any down-zoning or reduction in intensity shall be affected only through the usual and customary procedures required by statute or ordinance for change in local land development regulations.

For the purposes of this order, the term "down-zone" shall refer only to changes in zoning, land use, or development regulations that decrease the development rights approved by this order, and nothing in this paragraph shall be construed to prohibit legally enacted changes in zoning regulations which do not decrease the development rights granted to the Developer* by this order. The inclusion of this section is not to be construed as evidencing any present or foreseeable intent on the part of the County to down-zone or alter the density of the development, but is included herein to comply with Paragraph 380.06(15)(c)3, Florida Statutes.

SECTION 10. BINDING ORDER UPON DEVELOPER*

This order shall be binding upon the Developer* and Owners*.

SECTION 11. COMPLIANCE WITH CODES, ORDINANCES

All development undertaken pursuant to this order shall be in accordance with all applicable local codes and ordinances in effect at the time of permitting, and other laws, except as specifically provided herein.

SECTION 12. RENDITION

The Building and Development Services Department is hereby directed to send certified copies of this Development Order within thirty (30) days of the Board of County Commissioners approval of this Development Order to the Developer*, the DCA, and the TBRPC.

SECTION 13. NOTICE OF RECORDING

The Developer* shall record a notice of adoption of this order as required pursuant to Chapter 380, Florida Statutes, and shall furnish the Building and Development Services Department a copy of the recorded notice.

SECTION 14. SEVERABILITY

It is the intent of this development order to comply with the requirements of all applicable law and constitutional requirements. If any provision or portion of this development order is declared by any court of competent jurisdiction to be void, unconstitutional, or unenforceable, then such provisions or portions shall be deemed null and void but all remaining provisions and portions of this development order shall remain in full force and effect.

SECTION 15. EFFECTIVE DATE

This Ordinance shall become effective upon filing of a certified copy with the Department of State and rendered to the parties specified in Section 380.07(2), Florida Statutes, which ever occurs later; provided, however, that the filing of a notice of Appeal pursuant to Section 380.07, Florida Statutes shall suspend development authorization granted by this Development Order, until the resolution of said appeal. However, this is not intended to suspend development previously authorized pursuant to Ordinance 11-16during the pendency of any appeal.

SECTION 16. RECONCILE INTO ONE DOCUMENT

This Development Order represents a codification of the existing approvals for the project integrating those changes proposed in this Notice of Proposed Change and approved by the Board of County Commissioners into a single Development Order for administrative convenience and is not intended to provide a new point of entry for current conditions and requirements of this project that are not related to this Notice of Proposed Change.

SECTION 17. REPEAL OF PRIOR ORDINANCE
Ordinance No. 09-35 adopted by the Board of County Commissioners on May 19, 2009 and corrected as Ordinance 11-07 February 10, 2011 is hereby repealed and of no further force or effect.

ADOPTED AND APPROVED with a quorum present and voting by the Board of County Commissioners of Manatee County, Florida this the 24th day of May, 2011.

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO., FLA.

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

BY: _____
Carol Whitmore, Chairman

ATTEST: R.B. SHORE
Clerk of the Circuit Court

BY: _____
Deputy Clerk

EXHIBITS A, B, F, and G, ARE ATTACHED

EXHIBIT C IS NOT ATTACHED BUT IS ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 99-40, APPROVED ON SEPTEMBER 7, 1999

EXHIBITS D AND I ARE NOT ATTACHED BUT ARE ON FILE AT THE CLERK'S OFFICE AS ATTACHMENTS TO THE PREVIOUSLY APPROVED ORDINANCE 97-23, APPROVED ON NOVEMBER 4, 1997.

"EXHIBIT A"

LEGAL DESCRIPTION COOPER CREEK CENTER

FROM THE S.W. CORNER OF SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, BEING ON THE NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD, RUN S 89°24'05" E (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLAN COORDINATE SYSTEM), ALONG THE SAID NORTH RIGHT OF WAY LINE, A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING; THENCE N 00°20'30" W, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 36, A DISTANCE OF 5343.35 FEET; THENCE N 02°45'45" E, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 26, TOWNSHIP 35 SOUTH, RANGE 18 EAST, A DISTANCE OF 2674.17 FEET TO THE NORTH LINE OF THE S.W. 1/4 OF SAID SECTION 25; THENCE S 89°10'54" E, ALONG SAID NORTH LINE, A DISTANCE OF 2335.77 FEET TO THE WESTERLY RIGHT OF WAY LINE OF S.R. 93 (I-75, SECTION 13075-2402); THENCE ALONG SAID WESTERLY RIGHT OF WAY LINE (AND INTERSECTION RIGHT OF WAY) THE FOLLOWING EIGHT COURSES: VIZ: S 13°40'31" E, A DISTANCE OF 6145.63 FEET; AND S 09°40'31" E, A DISTANCE OF 518.74 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 3180.04 FEET; AND SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 11°30'18", A DISTANCE OF 638.55 FEET; AND S 04°37'06" W, A DISTANCE OF 450.00 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 216.0 FEET; AND SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 83°40'21", A DISTANCE OF 315.44 FEET, TO THE P.T. OF SAID CURVE; AND S 88°17'27" W, A DISTANCE OF 628.42 FEET; AND N 89°25'07" W, A DISTANCE OF 298.24 FEET ; AND S 00°34'53" W, A DISTANCE OF 2.00 FEET, TO THE ABOVE DESCRIBED NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD; THENCE ALONG SAID NORTH RIGHT OF WAY LINE THE FOLLOWING EIGHT COURSES: VIZ: N 89°25'07" W, A DISTANCE OF 440.34 FEET; AND N 89°24'06" W, A DISTANCE OF 7.33 FEET, TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 5865.58 FEET; AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 828.89 FEET, TO THE P.T. OF SAID CURVE; AND S 82°30'06" W, A DISTANCE OF 549.31 FEET; AND S 00°35'54" W, A DISTANCE OF 33.33 FEET; AND S 82°30'06" W, A DISTANCE OF 12.41 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 5626.58 FEET, AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 795.11 FEET, TO THE P.T. OF SAID CURVE; AND N 89°24'05" W, A DISTANCE OF 220.21 FEET TO THE POINT OF BEGINNING. LYING AND BEING IN SECTIONS 25 & 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY, AND RESTRICTIONS OF RECORD.

CONTAINING 604.68 ACRES, MORE OR LESS.

"EXHIBIT F"

DEVELOPER COMMITMENTS

1. The home sites shall be clustered around the sites/ natural features. (ADA Pg 12-1)

2. Infrastructure including water, sewer and electricity, along with roadway paving, shall be in place prior to certificate of occupancy. (ADA, Pg 32-2)

3. There shall be a minimum of three percent of the original coniferous remaining after development. (Pg 12-4, S.R.)

4. Standard fugitive particulate abatement procedures shall be used to control dust prior to construction of the various phases of Cooper Creek Center. (Pg. 13-5, S.R.)

5. Manatee County Air Pollution Rules take effect at the time of construction approval and shall apply throughout the balance of construction of Cooper Creek Center. (Pg. 13-5, S.R.)

6. Temporary erosion control measures shall be employed during project construction to minimize wind and water erosion. Temporary measures may include hay bales, silt screens, grassing, mulching, floating or staked silt barriers, sandbagging, or other appropriate methods described in the FDOT Standard Specifications for Road and Bridge Construction. Dust control measures such as watering, or the use of calcium chloride shall be employed as needed. (ADA, 14-2; SRII, pg A1-10)

7. Flood elevations shall generally not be altered by the development; however, the acreages within the flood hazard zones will shall change due to dredge and fill activities which shall occur as part of the construction of the stormwater management system and site grading plan. (Pg. 17-1, S.R.)

8. The 25-year flood elevations of Cooper Creek shall be shifted approximately 0.5 feet higher within the project by the construction of a new bridge across Cooper Creek and encroachment down to the 10-year floodplain of Cooper Creek. (Pg. 17-1, S.R.)

9. The 100-year flood elevation shall not be increased off-site due to the additional flow capacity provided by the new auxiliary floodway to be constructed in the uplands along the northwest side of Cooper Creek. (Pg. 17-1, S.R.)

10. There shall be no significant net change in surface and groundwater at buildout. The stormwater treatment ponds shall be instrumental in replenishing the groundwater storage. (SR, pg. C1-8)

11. Clearing of existing vegetation shall be selective, emphasizing conservation of valuable existing plant materials and wetlands. (ADA, pg 12-5)

12. The applicant agrees to cooperate with the Division of Archives and Manatee County in deciding the ultimate disposition of any archaeological or historical resources found during construction. (Pg. 19-1, S.R.)

13. The project shall comply with the requirement of Chapter 62.4, 62.25, 40D-4, 41D-40, and 40D-400, FAC, concerning water quality of stormwater discharge. (SRIII, pg. 6)

14. The wastewater collection system outside the public rights-of-way shall be maintained by the owner of the property. (Pg. 21-1, S.R.)

15. Water users in the industrial park shall have individual meters in order to encourage water conservation. (Pg. 21-2, S.R.)

16. The detention areas of the proposed drainage system shall be designed to contain the runoff from a 25-year, 24-hour storm event for post-development conditions. (ADA, Pg. 22-1)

17. The project design shall consider various methods of energy efficiency and incorporate energy-conserving materials, lighting and equipment. (ADA, 25-3)

18. The proposed facilities and open space shall be owned, operated, and maintained by the Developer, its successors and assigns. (SRIV, pg. 17)

19. Permanent erosion control features, such as permanent landscaping, shall be incorporated into the project at the earliest practical time. (ADA, Pg. 14-2)

20. When practical, conveyance within the drainage system shall incorporate isolated Wetland systems and shallow grassy swales to provide for additional treatment assimilation of nutrients, and additional percolation and evaporation; and utilize shallow grassy swales for conveyance. (ADA, 15-10)

21. Alterations to the floodplain and floodway of Cooper Creek shall allow portions of the floodplain and floodway to be utilized for development or stormwater management without reducing the conveyance of Cooper Creek or causing an increase in the 100-year flood stage. (Pg. 17-6, ADA)

22. A new crossing between powerline bridge and I-75 bridge may be constructed having a flow cross section at stage 18.0 feet msl at least equal to the existing box culvert crossing under University parkway. This crossing shall be either a bridge or a triple box culvert with the center barrel 2.0 feet lower than the outer barrels to provide for passage of animals along the Cooper Creek corridor. (Pg. 22-14, ADA)

23. Natural trail or other passive recreational elements may be constructed in Subbasin A outside the banks of the creek but within the floodway. These elements shall be design not to reduce the conveyance of Cooper Creek and its floodway. (Pg. 22-14, ADA)

24. The fire flow required shall be based upon the proposed type of construction at the current recommendation of the National Board of Fire Underwriters at the time of construction. (Pg. 23-4, ADA

25. The developer shall satisfy county and SWFWMD regulations regarding encroachments on the floodplain of Cooper Creek. (PBS&J/TBRPC meeting June 25, 1985)

26. No upland development is planned within the 25-year floodplain of the Braden River, Sub basins D, E, F and G. (Pg. 17-8, S.R.)

27. Four wildlife corridor areas located along the tributaries within the project shall be protected from any future development other than recreation and stormwater retention, through the use of easements and restrictive covenants. (P. 18-1, S.R. and Pg. 18-5, ADA)

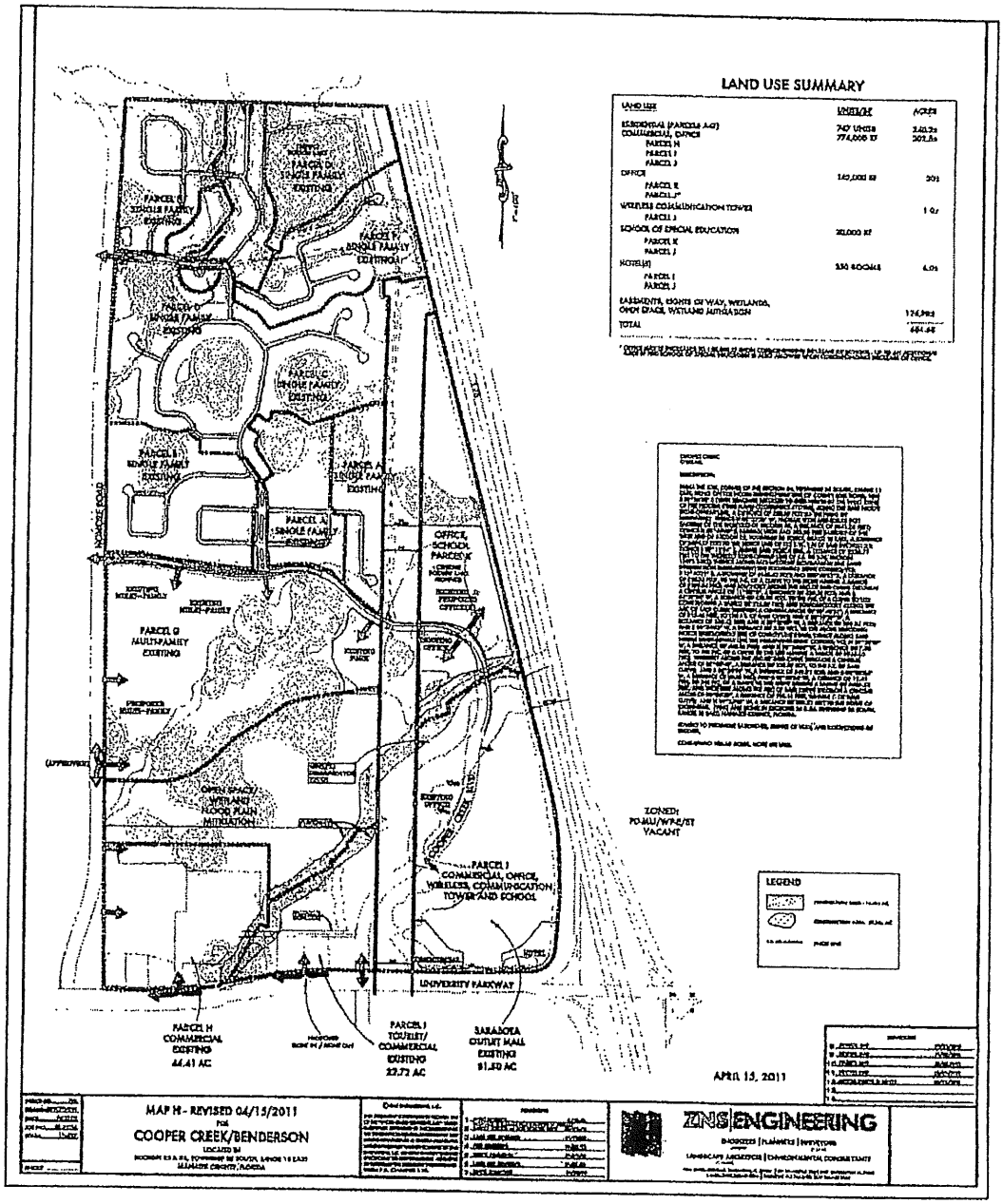

LAND USE SUMMARY
LAND USE
UNITS/SF
ACRES
RESIDENTIAL (PARCELS A-G)
740 UNITS
240.2±
COMMERCIAL, OFFICE
774,000 SF
202.8±
PARCEL H
PARCEL I
PARCEL J
OFFICE
160,000 SF
20±
PARCEL E
PARCEL F*
WIRELESS COMMUNICATION TOWER
1 Ea
PARCEL J
SCHOOL OF SPECIAL EDUCATION
90,000 SF
PARCEL K
PARCEL J
HOTEL(S)
350 ROOMS±
6.0±
PARCEL I
PARCEL J
EASEMENTS, RIGHTS OF WAY, WETLANDS, OPEN SPACE, WETLAND MITIGATION
174.9±
TOTAL
484.4±
PARCEL A SINGLE FAMILY EXISTING
PARCEL B SINGLE FAMILY EXISTING
PARCEL C SINGLE FAMILY EXISTING
PARCEL D SINGLE FAMILY EXISTING
PARCEL E SINGLE FAMILY EXISTING
PARCEL F SINGLE FAMILY EXISTING
PARCEL G MULTIFAMILY EXISTING
PARCEL K OFFICE, SCHOOL
PARCEL I COMMERCIAL, OFFICE, WIRELESS, COMMUNICATION TOWER AND SCHOOL
PARCEL H COMMERCIAL EXISTING 44.41 AC
PARCEL J TOWER/ COMMERCIAL EXISTING 22.73 AC
SARASOTA OUTLET MALL EXISTING 81.50 AC
UNIVERSITY PARKWAY
NOKOMIS ROAD
ZONED: PD-MU/WPO/ST VACANT
LEGEND
APRIL 15, 2011
MAP H - REVISED 04/15/2011
FOR
COOPER CREEK/BENDERSON
ZNS ENGINEERING

Exhibit "B"

Tampa Bay Regional Planning Council

Chair
Vice Mayor William D. Dodson

Vice-Chair
Commissioner Larry Bustle

Secretary/Treasurer
Mayor Robert Minning

Executive Director
Manny Pumariega

April 15, 2011

Mr. Tom McCollum
ZNS Engineering
Post Office Box 9448
Bradenton, FL 34206

Subject: ***DRI #103 - Cooper Creek/Access Point, Notice of Proposed Change, Manatee County***

Dear Mr. McCollum:

The staff of the Tampa Bay Regional Planning Council has completed our review of the above-referenced NOPC application submitted in accordance with Section 380.06(19), F.S. Enclosed is a copy of the draft *Cooper Creek NOPC Report*. This Report will appear on the Agenda for the May 9, 2011 Council meeting.

Additionally attached are the comments received from the Florida Department of Transportation.

If you should have any questions about the Report, please do not hesitate to contact me at extension 29.

Sincerely,

John M. Meyer
DRI Coordinator

cc: Mr. Paul Blackketter, Benderson Dev't Co.
Mr. Tim Kluver, Benderson Dev't Co.
Ms. Betsy Benac, Benderson Dev't Co.
Mr. John Osborne, Manatee County
Ms. Lisa Barrett, Manatee County
Mr. Rax Jung, FDOT District 1
Mr. Mike Maholtz, Sarasota-Manatee MPO
Mr. Ed Wolfe, Sarasota County Planning
Mr. Bernard Piawah, FDCA

Exhibit G

4000 Gateway Centre Boulevard, Suite 100 · Pinellas Park, FL 33782
Phone: 727-570-5151 · Fax: 727-570-5118 · www.tbrpc.org

Tampa Bay Regional Planning Council

NOPC

Notice of Proposed Change Report

4000 Gateway Centre Boulevard, Suite 100, Pinellas Park, FL 33782
Phone (727) 570-5151 / FAX (727) 570-5118
www.tbrpc.org

DRI #103 - COOPER CREEK
MANATEE COUNTY

On March 16, 2011 (dated March 15, 2011), the Applicant submitted a Notice of Proposed Change application requesting modifications to the Development Order. Supplemental information was received on March 23rd (e-mail from Mr. Tom McCollum/ZNS Engineering) and April 13th (Correspondences from Mr. Adam Gibson/Kimley-Horn & Associates to Mr. John Meyer/TBRPC staff & from Mr. Adam Gibson to Mr. Bob Agrusa/Manatee County staff, each dated April 13, 2011). The following provides a summary of project entitlements and history, a description of the proposal, and the Council recommendation.

PROJECT DESCRIPTION

On January 9, 1986, Manatee County granted a Development Order (Resolution R-85-236) to the Wilbur Boyd Corporation for the above-referenced DRI, a 605-acre, mixed-use development located northwest of the University Parkway and I-75 intersection in Manatee County.

The Development Order had been amended ten times, most recently on February 3, 2011 (Ordinance No. 11-07). The amendments have cumulatively: consolidated the formerly approved two phase project into a single phase; extended the buildout date and the Development Order expiration date to December 30, 2013 and December 30, 2014 respectively [inclusive of prior extensions granted by Manatee County in association with revisions to Subsection 380.06(19)(c), F.S. and SB 360]; modified the trade-off mechanism and plan of development; modified list of transportation improvements including two "safety" improvements; recognized new owners/Master Developers; recognized a conversion of 113 residential units for 20,000 sq. ft. Vo-Tech/School space (Parcel K); authorized a potential conversion for 6,000 sq. ft. of additional Vo-Tech/School space (to 26,000 sq. ft.) with corresponding reductions of Commercial (Parcel J) OR Office (Parcel K) uses; increased Commercial space by 29,000 sq. ft.; recognized potential alternative uses for Parcel J; added an Honore Avenue access point; and corresponding changes to the Master Development Plan and corresponding Land Use Table.

The approved plan of development is as follows:

BUILDOUT DATE	RESIDENTIAL (Units)	COMMERCIAL (Sq. Ft.)	OFFICE (Sq. Ft.)	VO-TECH/ SCHOOL (Sq. Ft.)	MOTEL (Rooms)
Dec. 30, 2013	767	774,000	140,000	20,000*	250

* - an additional 6,000 sq. ft. of Vo-Tech/School can be attained with a simultaneous reduction of Commercial (Parcel J) or Office (Parcel K) at a 1:1 ratio..

Exhibit G

PROPOSED CHANGES UNDER THIS NOPC

The Applicant has requested the following modifications to the Development Order:

- establish an additional "right-in/right-out" only access point along University Parkway;
- modify the Project Summary (i.e. Table 1 of the Development Order) to appropriately reflect that only 20,000 sq. ft. of Vo-Tech/School space is/was specifically approved. An additional 6,000 sq. ft. of this use (to 26,000 sq. ft. total) can be obtained through conversion of Commercial and/or Office space; and
- extend the frequency of future monitoring to Biennial (future reports shall be due on January 9th of all even-numbered years).

CONSISTENCY WITH SUBSECTION 380.06(19), FLORIDA STATUTES

Subsections 380.06(18) and 380.06(19)(2)2.d., F.S. identify the provisions applicable to this proposal. These citations read as follows respectively:

> *"Development orders that require annual reports may be amended to require biennial reports at the option of the local government."*

> *"changes in the configuration of internal roads that do not affect external access points"* is not a Substantial Deviation. However, by contrast, the additionally proposed external access point is presumed to create a Substantial Deviation.

> *"Except for the change authorized by subsubparagraph 2.f., any addition of land not previously reviewed or any change not specified in paragraph (b) or paragraph (c) shall be presumed to create a substantial deviation. This presumption may be rebutted by clear and convincing evidence."* [underlined to express emphasis]

DISCUSSION

The following statements serve as representations made by, or on behalf of, the applicant or are statements or recommendations made by Tampa Bay Regional Planning Council staff. These references/recommendations were relied upon by the Tampa Bay Regional Planning Council to determine that no further information would be required in conjunction with the current proposal:

1. The Applicant has acknowledged that the Table 1 of the Development Order shall be modified *"to clarify that the 6,000 sq. ft. of the 26,000 sq. ft. of School is included within the approved total land use category and is not in addition to the totals provided in the Commercial and Office categories."* In summary, Table 1 shall be revised to reflect 20,000 sq. ft. of Vo-Tech/School use, as expressed above, with the ability to convert for an additional 6,000 sq. ft. thereof in exchange for Commercial and/or Office uses. (March 15, 2011 correspondence/Page 2/NOPC Response #5)

2. The proposed/revised Map H, attached to this Report as ***Exhibit 2***, *"clearly notes that the additional access (requested) is Right In/Right Out only."* (March 23, 2011 e-mail from Tom McCollum)

3. *The* (proposed) *right-turn in/right-turn out only driveway will provide access to the commercial/retail and hotel establishments located along Tourist Center Drive* (internal to the project) *and be located laong University Parkway, approximately 450' west of the Cooper Creek Boulevard/University Parkway intersection. The driveway will also include a deceleration lane entering the site and an acceleration lane existing the site onto University Parkway. The right-turn in/right-turn out only driveway* (would) *provide several benefits to the surrounding roadway network, which are described below:* (April 13, 2011 correspondence from Mr. Adam Gibson to Mr. John Meyer)

   - *reduce the amount of traffic through the University Parkway/Cooper Creek Boulevard intersection. Patrons exiting the commercial/retail and hotel establishments along Tourist Center Drive who travel west along University Parkway* (would) *no longer have to make a southbound right-turn from Cooper Creek Boulevard to University Parkway;*

   - *reduce the amount of traffic through the Cooper Creek Boulevard/Tourist Center Drive intersection. Patrons exiting the commercial/retail and hotel establishments along Tourist Center Drive who travel west along University Parkway* (would) *no longer have to make a eastbound right-turn from Tourist Center Drive to Cooper Creek Boulevard. In addition, patrons entering the commercial/retail and hotel establishments along Tourist Center Drive from University Parkway* (would) *no longer have to make a northbound left-turn from Cooper Creek Boulevard to Tourist Center Drive;*

   - *reduce queuing of traffic and improve safety at the Tourist Center Drive/Cooper Creek Boulevard intersection. During the heaviest intervals of traffic during the day, the southbound left-turn vehicle queues at the University Parkway/Cooper Creek Boulevard intersection sometimes spill back into the Cooper Creek Boulevard/Tourist Center Drive intersection. This causes congestion and queues to occur for the eastbound right-turn vehicles and the northbound left-turn vehicles;*

   - *delivery trucks* (would) *have an alternate route to access the commercial/retail and hotel establishments, which* (would) *reduce congestion at the Cooper Creek Boulevard/Tourist Center Drive intersection;* and

   - (would) *extend the "life expectancy" of the existing lane geometry at the University Parkway/Cooper Creek Boulevard and Cooper Creek Boulevard/Tourist Center Drive intersections.*

4. *The estimated volume redistribution shown on Figure 1 has the potential to reduce the southbound right-turn volume at the University Parkway/Cooper Creek Boulevard intersection* [external project driveway] *by approximately 20% of the existing p.m. peak-hour traffic volume. Based upon the existing traffic count data, the southbound right-turn volume is expected to decrease from 240 vehicles to approximately 195 vehicles... The volume redistribution shown on Figure 1 also shows the potential to reduce the amount of existing entering (northbound left) and exiting (eastbound right) volume at the Cooper Creek Boulevard/Tourist Center Drive intersection* [internal to the project] *between 45% - 50% during the p.m. peak hour.* (April 13, 2011 correspondence from Mr. Adam Gibson to Mr. Bob Agrusa)

5. Council staff routinely evaluates timeliness of Annual Report submittals and regular findings of consistency with the Development Order when determining whether to support a potential extension in the frequency of monitoring from Annual to Biennial. In this particular instance, the Developer has provided relatively timely Annual Report submittals and has always been determined to be compliant with the Development Order Conditions. With the prior knowledge of this NOPC application and in particular this request to extend the frequency of monitoring, the RY 2010-11 Cooper Creek Annual Report has not been submitted. It is therefore appropriate that the first installment of the Cooper Creek Biennial Report (for RYs 2010-12) be submitted on (or before) January 9, 2012 and each even-numbered year thereafter.

RECOMMENDED ACTION

Indicate to Manatee County and the Florida Department of Community Affairs that the proposal is presumed to create a Substantial Deviation, as defined above. However, it is the opinion of this agency that no unmitigated regional impacts would be expected upon inclusion of the recommendations/representations stated in the Discussion above within the amendatory language, as may be appropriate.

EXHIBIT I

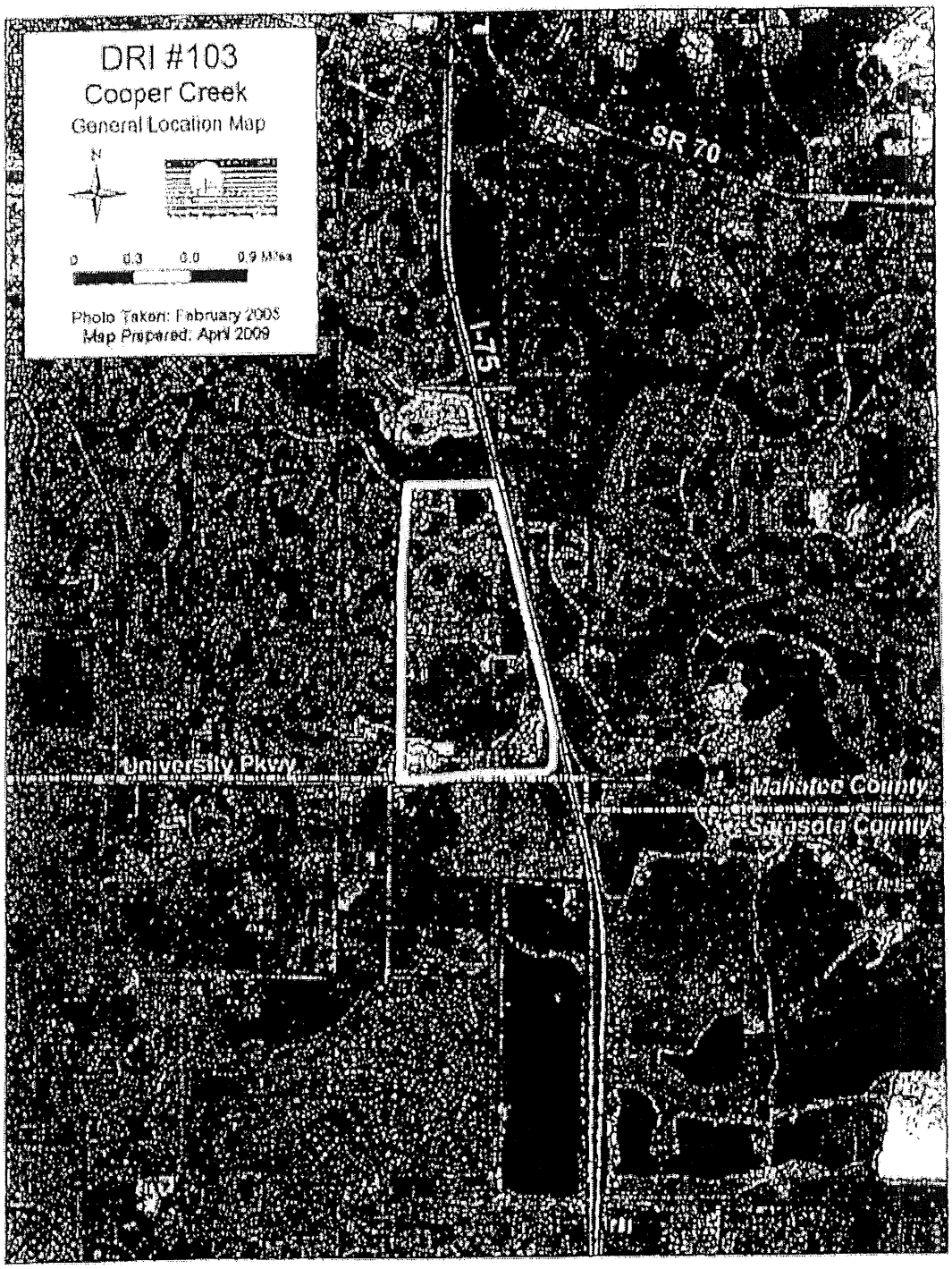


Exhibit G

EXHIBIT 2

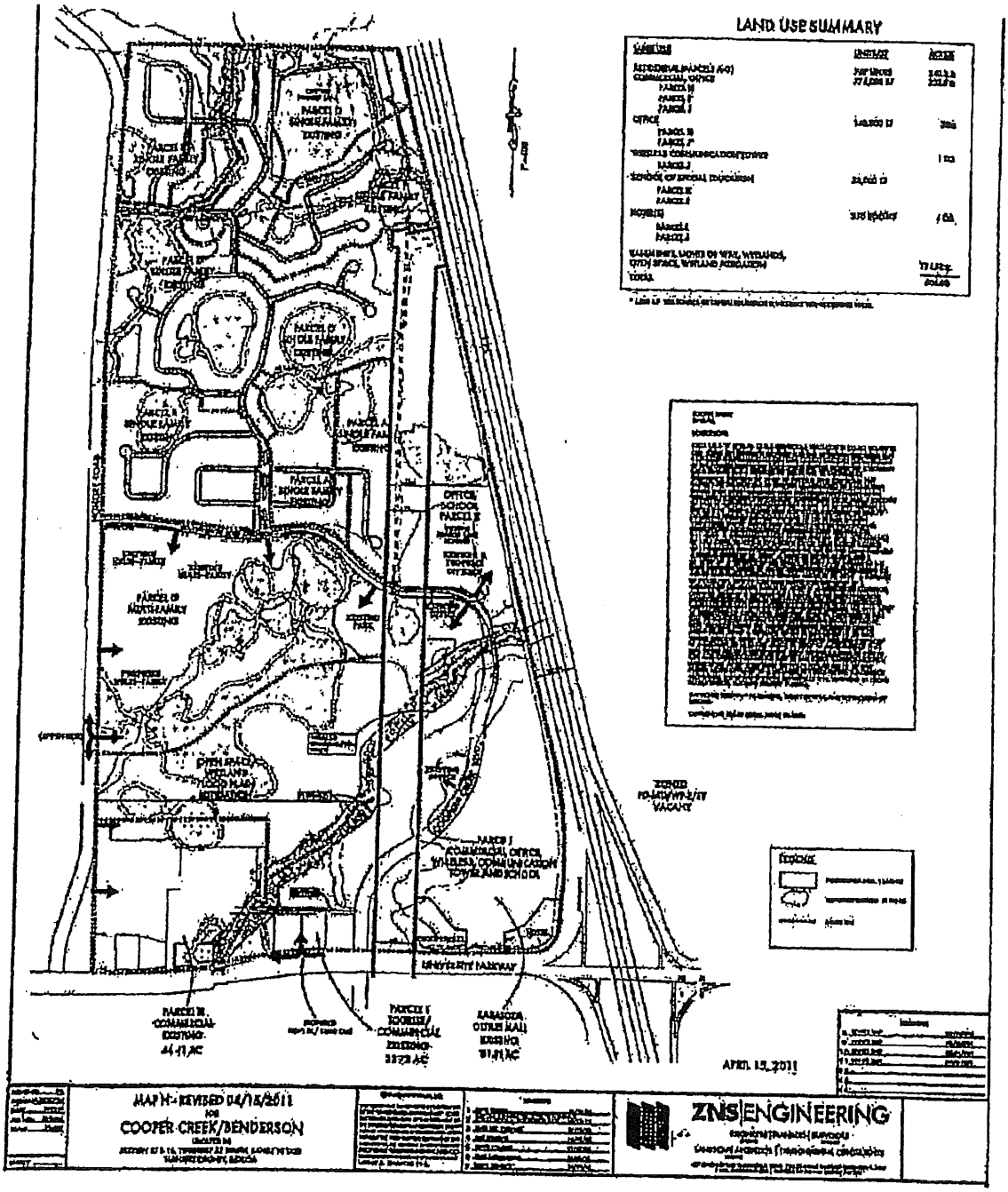


Exhibit G

Florida Department of Transportation

RICK SCOTT
GOVERNOR

801 North Broadway Avenue
Bartow, FL 33830

OFFICE OF THE
SECRETARY

April 14, 2011

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

Re: Cooper Creek Center Development of Regional Impact (DRI) # 103 - Notice of Proposed Change (NOPC) – FDOT Review Comments

Dear Mr. Meyer:

The Florida Department of Transportation, District One, has reviewed the Cooper Creek Center DRI # 103 NOPC dated March 15, 2011 and offers the following comments.

The site is generally located north of University Parkway and west of I-75 in Manatee County, Florida. The DRI is currently approved for 776 dwelling units, 774,000 square feet of commercial, 140,000 square feet of office, 250 motel rooms, and a 26,000 square feet school with a build-out of December 31, 2013.

Based on the submitted application, the NOPC requests the following:

1. A new access (right-in right-out) along University Parkway.
2. Revision to Map H illustrating access (right-in right-out) along University Parkway.
3. Extending build-out and expiration dates in compliance with Senate Bill (SB) 1752; to 2015 and 2016 respectively.
4. Modifying the Project Summary Table 1 to clarify that 6,000 square foot of the 26,000 square ft. of School is included within the approved total land use category and is not in addition to the totals provided in the Commercial and Office Categories.
5. Provide biennial reports instead of annual reports.

Exhibit G

The Department has no comments on the NOPC.

If you have any questions please feel free to contact me at (863) 519-2562 or rax.jung@dot.state.fl.us.

Sincerely,

Rax Jung, PhD., P.E.
Sr. Technical Analysis Coordinator
FDOT District One
Intermodal Systems Development

Exhibit "G"

Tampa Bay Regional Planning Council

Chair
Vice Mayor William D. Dodson

Vice-Chair
Commissioner Larry Bustle

Secretary/Treasurer
Mayor Robert Minning

Executive Director
Manny Pumariega

PL ...NG
MAY 12 2011
DEPARTMENT

May 9, 2011

The Honorable Carol Whitmore, Chair
Manatee County Board of County Commissioners
P. O. Box 1000
Bradenton, FL 34206

Subject: ***DRI #103 - Cooper Creek, Notice of Proposed Change Report, Manatee County***

Dear Madam Chair:

The enclosed agenda item regarding the above-referenced matter was considered and approved by the Tampa Bay Regional Planning Council at its May 9, 2011 meeting.

Please contact the Council staff if further information concerning this item is needed.

Sincerely,

William D. Dodson
Chair

WDD/bj

Enclosure

cc: Mr. Tim Kluver, Benderson Development Company, LLC
Mr. Thomas C. McCollum, AICP, ZNS Engineering
Mr. John Osborne, AICP, Manatee County Planning
Ms. Lisa Barrett, Manatee County Planning
Mr. Bernard Piawah, FDCA

4000 Gateway Centre Boulevard, Suite 100 · Pinellas Park, FL 33782
Phone: 727-570-5151 · Fax: 727-570-5118 · www.tbrpc.org

Tampa Bay Regional Planning Council

NOPC

Notice of Proposed Change Report

4000 Gateway Centre Boulevard, Suite 100, Pinellas Park, FL 33782
Phone (727) 570-5151 / FAX (727) 570-5118
www.tbrpc.org

DRI #103 - COOPER CREEK
MANATEE COUNTY

On March 16, 2011 (dated March 15, 2011), the Applicant submitted a Notice of Proposed Change application requesting modifications to the Development Order. Supplemental information was received on March 23rd (e-mail from Mr. Tom McCollum/ZNS Engineering) and April 13th (Correspondences from Mr. Adam Gibson/Kimley-Horn & Associates to Mr. John Meyer/TBRPC staff & from Mr. Adam Gibson to Mr. Bob Agrusa/Manatee County staff, each dated April 13, 2011). The following provides a summary of project entitlements and history, a description of the proposal, and the Council recommendation.

PROJECT DESCRIPTION

On January 9, 1986, Manatee County granted a Development Order (Resolution R-85-236) to the Wilbur Boyd Corporation for the above-referenced DRI, a 605-acre, mixed-use development located northwest of the University Parkway and I-75 intersection in Manatee County.

The Development Order had been amended ten times, most recently on February 3, 2011 (Ordinance No. 11-07). The amendments have cumulatively: consolidated the formerly approved two phase project into a single phase; extended the buildout date and the Development Order expiration date to December 30, 2013 and December 30, 2014, respectively [inclusive of prior extensions granted by Manatee County in association with revisions to Subsection 380.06(19)(c), F.S. and SB 360]; modified the trade-off mechanism and plan of development; modified list of transportation improvements including two "safety" improvements; recognized new owners/Master Developers; recognized a conversion of 113 residential units for 20,000 sq. ft. Vo-Tech/School space (Parcel K); authorized a potential conversion for 6,000 sq. ft. of additional Vo-Tech/School space (to 26,000 sq. ft.) with corresponding reductions of Commercial (Parcel J) **OR** Office (Parcel K) uses; increased Commercial space by 29,000 sq. ft.; recognized potential alternative uses for Parcel J; added an Honore Avenue access point; and corresponding changes to the Master Development Plan and corresponding Land Use Table.

The approved plan of development is as follows:

BUILDOUT DATE	RESIDENTIAL (Units)	COMMERCIAL (Sq. Ft.)	OFFICE (Sq. Ft.)	VO-TECH/ SCHOOL (Sq. Ft.)	MOTEL (Rooms)
Dec. 30, 2013	767	774,000	140,000	20,000*	250

* - an additional 6,000 sq. ft. of Vo-Tech/School can be attained with a simultaneous reduction of Commercial (Parcel J) or Office (Parcel K) at a 1:1 ratio..

PROPOSED CHANGES UNDER THIS NOPC

The Applicant has requested the following modifications to the Development Order:

- establish an additional "right-in/right-out" only access point along University Parkway;
- modify the Project Summary (i.e. Table 1 of the Development Order) to appropriately reflect that only 20,000 sq. ft. of Vo-Tech/School space is/was specifically approved. An additional 6,000 sq. ft. of this use (to 26,000 sq. ft. total) can be obtained through conversion of Commercial and/or Office space; and
- extend the frequency of future monitoring to Biennial (future reports shall be due on January 9th of all even-numbered years).

CONSISTENCY WITH SUBSECTION 380.06(19), FLORIDA STATUTES

Subsections 380.06(18) and 380.06(19)(2)2.d., F.S. identify the provisions applicable to this proposal. These citations read as follows respectively:

> *"Development orders that require annual reports may be amended to require biennial reports at the option of the local government."*
>
> *"changes in the configuration of internal roads that do not affect external access points"* is not a Substantial Deviation. However, by contrast, the additionally proposed external access point is presumed to create a Substantial Deviation.
>
> *"Except for the change authorized by subsubparagraph 2.f., any addition of land not previously reviewed or any change not specified in paragraph (b) or paragraph (c) shall be presumed to create a substantial deviation. This presumption may be rebutted by clear and convincing evidence."* [underlined to express emphasis]

DISCUSSION

The following statements serve as representations made by, or on behalf of, the applicant or are statements or recommendations made by Tampa Bay Regional Planning Council staff. These references/recommendations were relied upon by the Tampa Bay Regional Planning Council to determine that no further information would be required in conjunction with the current proposal:

1. The Applicant has acknowledged that the Table 1 of the Development Order shall be modified *"to clarify that the 6,000 sq. ft. of the 26,000 sq. ft. of School is included within the approved total land use category and is not in addition to the totals provided in the Commercial and Office categories."* In summary, Table 1 shall be revised to reflect 20,000 sq. ft. of Vo-Tech/School use, as expressed above, with the ability to convert for an additional 6,000 sq. ft. thereof in exchange for Commercial and/or Office uses. (March 15, 2011 correspondence/Page 2/NOPC Response #5)

2. The proposed/revised Map H, attached to this Report as ***Exhibit 2***, *"clearly notes that the additional access (requested) is Right In/Right Out only."* (March 23, 2011 e-mail from Tom McCollum)

3. *The* (proposed) *right-turn in/right-turn out only driveway will provide access to the commercial/retail and hotel establishments located along Tourist Center Drive* (internal to the project) *and be located along University Parkway, approximately 450' west of the Cooper Creek Boulevard/University Parkway intersection. The driveway will also include a deceleration lane entering the site and an acceleration lane existing the site onto University Parkway. The right-turn in/right-turn out only driveway* (would) *provide several benefits to the surrounding roadway network, which are described below:* (April 13, 2011 correspondence from Mr. Adam Gibson to Mr. John Meyer)

   - *reduce the amount of traffic through the University Parkway/Cooper Creek Boulevard intersection. Patrons exiting the commercial/retail and hotel establishments along Tourist Center Drive who travel west along University Parkway* (would) *no longer have to make a southbound right-turn from Cooper Creek Boulevard to University Parkway;*

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   - *delivery trucks* (would) *have an alternate route to access the commercial/retail and hotel establishments, which* (would) *reduce congestion at the Cooper Creek Boulevard/Tourist Center Drive intersection;* and

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4. *The estimated volume redistribution shown on Figure 1 has the potential to reduce the southbound right-turn volume at the University Parkway/Cooper Creek Boulevard intersection* [external project driveway] *by approximately 20% of the existing p.m. peak-hour traffic volume. Based upon the existing traffic count data, the southbound right-turn volume is expected to decrease from 240 vehicles to approximately 195 vehicles... The volume redistribution shown on Figure 1 also shows the potential to reduce the amount of existing entering (northbound left) and exiting (eastbound right) volume at the Cooper Creek Boulevard/Tourist Center Drive intersection* [internal to the project] *between 45% - 50% during the p.m. peak hour.* (April 13, 2011 correspondence from Mr. Adam Gibson to Mr. Bob Agrusa)

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RECOMMENDED ACTION

Indicate to Manatee County and the Florida Department of Community Affairs that the proposal is presumed to create a Substantial Deviation, as defined above. However, it is the opinion of this agency that no unmitigated regional impacts would be expected upon inclusion of the recommendations/representations stated in the Discussion above within the amendatory language, as may be appropriate.

EXHIBIT 1

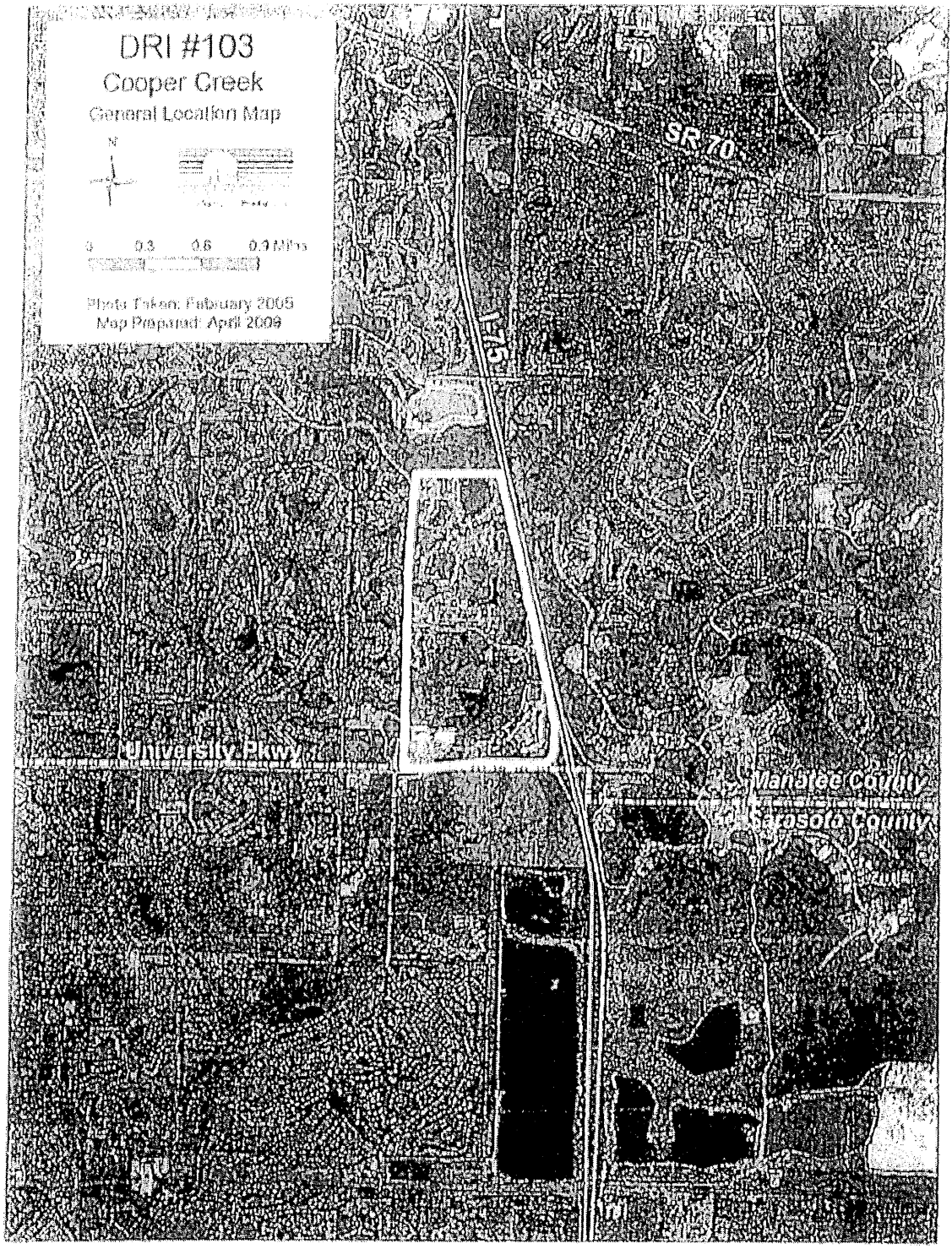
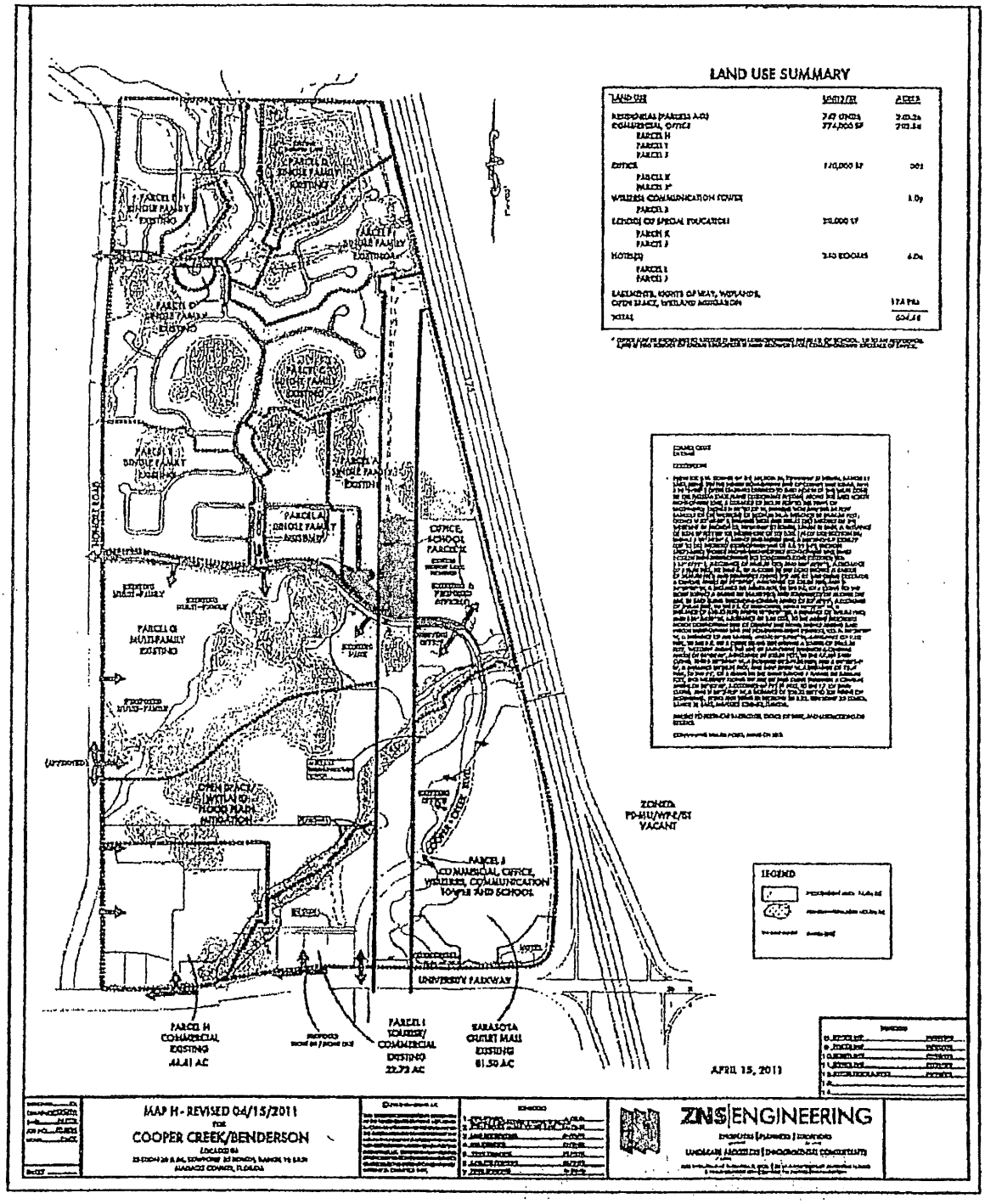

DRI #103
Cooper Creek
General Location Map
N
0
0.3
0.6
0.9 Miles
Photo Taken: February 2005
Map Prepared: April 2009
SR 70
University Pkwy
Manatee County
Sarasota County

EXHIBIT 2


LAND USE SUMMARY
LAND USE
ACRES
PARCEL H
PARCEL I
PARCEL J
PARCEL K
PARCEL F
PARCEL B
PARCEL C
PARCEL D
PARCEL E
PARCEL A
PARCEL G
MULTIFAMILY EXISTING
OFFICE, SCHOOL PARCEL K
PARCEL A
COMMERCIAL, OFFICE, WIRELESS COMMUNICATION TOWER AND SCHOOL
ZONED: PD-MU/WP-2/ST VACANT
LEGEND
UNIVERSITY PARKWAY
PARCEL H COMMERCIAL EXISTING 44.41 AC
PARCEL I TOURIST/ COMMERCIAL EXISTING 22.73 AC
SARASOTA OUTLET MALL EXISTING 81.50 AC
APRIL 15, 2011
MAP H - REVISED 04/15/2011
COOPER CREEK/BENDERSON
ZNS ENGINEERING

103

MANATEE COUNTY
FLORIDA

Certified Mail #7000 0600 0024 5577 4454

June 23, 2011

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

Re: Development Order for Cooper Creek DRI – Ordinance 11-16

Dear Mr. Meyer:

Enclosed is a certified copy of Ordinance 11-16, the DRI Development Order for Development Order for Cooper Creek DRI, as adopted in open session by the Manatee County Board of County Commissioners on May 24, 2011 and amended on May 24, 2011, as required by Rule 9J-2.025(5), Florida Administrative Code.

This is a corrective document that was submitted to Board Records to be approved correcting the date from February 3, 2010 to February 3, 2011.

If I can be of further assistance, please contact me at (941)748-4501, extension 6878.

Sincerely,

Bobbi Roy
Planning Coordinator

/br
Enclosure

Building & Development Services Department
Mailing Address: P. O. Box 1000 Street Address: 1112 Manatee Avenue West, Bradenton, FL 34206-1000
WEB: *www.mymanatee.org* * PHONE: 941.748.4501 * FAX: 941.749.3071

LARRY BUSTLE * MICHAEL GALLEN * JOHN R. CHAPPIE * ROBIN DiSABATINO * DONNA HAYES * CAROL WHITMORE * JOE McCLASH
District 1 *District 2* *District 3* *District 4* *District 5* *District 6* *District 7*

FILED FOR RECORD
R. B. SHORE

2011 JUN -9 PM 4:18

CLERK OF THE CIRCUIT COURT
MANATEE CO. FLORIDA

MANATEE COUNTY ORDINANCE NO. PDMU-96-01(G) (R-8)
COOPER CREEK CENTER

FILED
2011 JUN -6 AM 10:15
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

AN ORDINANCE OF THE COUNTY OF MANATEE, FLORIDA, AMENDING ORDINANCE PDMU-96-01(G)(R-6) AND (R7)TO AMEND THE DEVELOPMENT ORDER TO EXTEND THE BUILD OUT DATE AND EXPIRATION DATES PURSUANT TO PREVIOUSLY APPROVED EXTENSIONS GRANTED WITH SENATE BILL 1752; TO ALLOW NON-RESIDENTIAL BUILDINGS CONSTRUCTED IN PARCELS H, I AND J ALONG UNIVERSITY PARKWAY TO HAVE A SETBACK OF 30 FEET; TO AMEND THE LANDSCAPE BUFFER WIDTHS ALONG UNIVERSITY PARKWAY AND COOPER CREEK PARKWAY; ADD A NEW ACCESS POINT TO UNIVERSITY PARKWAY;; AMEND THE GENERAL DEVELOPMENT PLAN TO IMPLEMENT THESE CHANGES; AMEND STIPULATIONS TO FACILITATE THESE CHANGES; AND PROVIDE AN EFFECTIVE DATE.

BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA:

Section 1. AMENDMENT AND RESTATEMENT OF ORDINANCE NO. PDMU-96-01(G(R6) and PDMU-96-01(R7). Ordinances PDMU-96-01(G) (R-6 and R7) are hereby amended and restated in its entirety below. All prior zoning ordinances (and any site plans approved pursuant thereto) shall be superseded by this ordinance.

Section 2. DEFINITIONS. All capitalized terms used herein shall have the meanings set forth in Ordinance 05-54, as amended, Section 380.06F.S., the Manatee County Comprehensive Plan or the Manatee County Land Development Code, in that order of precedence.

Section 3. FINDINGS OF FACT. The Board of County Commissioners of said County, after considering the testimony, evidence, documentation, application to amend the General Development Plan, as well as all other matters presented to the Board at the public hearing hereinafter referenced, hereby makes the following findings of fact:

A. The Board of County Commissioners has received and considered the report of the Manatee County Planning Commission, concerning the application to amend the General Development Plan which is approved for 767 dwelling units, 774,000 sq. ft. of commercial space , a 250 room motel 140,000 sq, ft. of office space, up to 26,000 (which includes up to 6,000 sq. ft. for schools of special education), and a communications tower on 1 acre.

B. The Board of County Commissioners held a public hearing on May 24, 2011 regarding the proposed General Development Plan Amendment described herein, in accordance with the requirements of Manatee County Ordinance No.

90-01 (the Manatee County Land Development Code), as amended, and has further considered the information received at the public hearing.

C. The proposed amended and restated General Development Plan and Zoning Ordinance regarding the property described in Section 3 herein is found to be consistent with the requirements of Manatee County Ordinance No. 97-01 (the 2020 Manatee County Comprehensive Plan), as amended.

Section 4. GENERAL DEVELOPMENT PLAN

A. The General Development Plan, dated April 2011entitled Cooper Creek Center, is hereby APPROVED to allow 767 dwelling units, 774,000 sq. ft. of commercial space, 250 motel units, 140,000 sq. ft. of office space 26,000 sq. ft. for schools (which may include 6,000 square feet of special education), and one communications tower, with the following conditions and modifications included herein in Section 4.

B. The previous Zoning Ordinances [PDMU-96-01(G)(R6) and PDMU-96-01(G)(R7)] for Cooper Creek, which were adopted April 21, 2009 and February 23, 2010, respectively, and all subsequent amendments are hereby replaced in their entirety, provided this amendment shall not be construed to terminate the rights of the developer, if any, granted under Section 163.3167(8) Florida Statutes, to the extent such rights have previously been granted and not specifically herein or otherwise modified or amended.

C. The Board of County Commissioners hereby grants Specific Approval from compliance with Sections 737.5.1.1, 715.3.2.c.1.a, and 710.1.3.3.1 of the Land Development Code.

D. **CONDITIONS**

A.(1) Approved Development Totals and development authorized for construction pursuant to this Zoning Ordinance are as set forth in Table 1. All Final Plats (or Building Permits if platting is not required) for residential development and all building permits for non-residential development shall be approved or issued prior to December 30, 2015.

A.(2) Existing agricultural uses on the property, in whole or in part, as an approved secondary use are hereby granted until development commences on the applicable section or portion of the site.

A.(3) Preliminary and Final Site Plan Applications shall be reviewed for compliance with this Ordinance and shall be subject to the requirements of the Manatee County Comprehensive Plan and Land Development Code in effect at the time of such site plan application which are not specifically addressed in this Ordinance or are not inconsistent with this Ordinance.

TABLE 1
COOPER CREEK CENTER
PROJECT SUMMARY

TYPE OF DEVELOPMENT:	Multi-use	
LOCATION:	Northwest quadrant of I-75 and University Parkway, in southeastern Manatee County	
TOTAL DEVELOPMENT AREA:		**604.68 Acres**
Residential		317.2 Acres
Commercial/Motel/Communications Tower/School of Special Education		132.5 Acres
Office/School of Special Education		30 Acres
Open Space (Roads, Right-of-Way, Conservation, Preservation, Floodway.)		124.98 Acres
Residential Units	767 d.u.	
Commercial	774,000 sq. ft[1],[2],[3]	
Office	140,000 sq. ft. [1], [3]	
Motel	250 Rooms	
School	20,000 sq. ft. [3]	
P.M. Peak Trips (net external)	2,832 Trips	
BUILD-OUT DATE	December 30,2015	

(1) May include communication antenna structures as allowed by the approved General Development Plan and applicable regulations.

(2) Includes one existing communication antenna tower.

(3) May include up to an additional 6,000 sq. ft. of school upon corresponding decrease of office and/or commercial uses.

A.(4) Any excess infrastructure capacity constructed to potentially serve development beyond that described in Condition A.(1) shall be at the developer's risk and shall not be construed to vest additional Vertical Development* construction rights.

TRANSPORTATION CONDITIONS

B.(1) Reserved.

B.(2) Maintenance of Acceptable Level of Service* on intersections or in the Study Area to be determined consistent with methodologies in accordance with Section 380.06, Florida Statutes shall be verified by the developer to the satisfaction of the County Transportation Authority* as part of each annual report as required by Subsection 380.06(18), Florida Statutes.

B.(3) There shall be no approvals granted as to development beyond that specified in Table 1 unless the transportation improvements required have been completed or such improvements are determined as not warranted under the Traffic studies*.

B.(4) The southern access to Honore Avenue in Parcel G shall be as far south as possible and approved by the County at time of Final Site Plan approval.

B.(5) The Developer* shall provide for a bus bay area acceptable to Manatee County at one location within each commercial land use area and at one location on University Parkway near the project entrance at time of Development. (This condition provides the Transportation Management System required by TBRPC) (Completed).

B.(6) The Developer* shall implement, at their expense, the following specified safety transportation improvements:

a. Signalize the intersection of University Parkway and Cooper Creek Boulevard. The signal shall be of the mast arm type. Completed.

b. Provide a westbound right-turn deceleration lane on University Parkway, at the intersection with Cooper Creek Boulevard. The turning lane length shall be 500 feet. Completed.

c. Provide an additional southbound left-turn lane on Cooper Creek Boulevard at the intersection with University Parkway. The resulting dual left-turn lanes shall have a queue length component of 225 feet each. The southbound right-turn lane queue length should be 150 feet. The dual left-turn lanes shall be supplemented by guiding pavement markings to provide turning lane separation (2-ft long dashed lines with 4-ft gaps to channelize turning traffic). Completed.

a. Add one, northbound to eastbound right-turn lane from Honore Avenue to Cooper Creek Boulevard, approximately 400 feet in length, prior to the issuance of the Certificate of Occupancy for the second office building in Parcel K. Completed.

b. Add one eastbound to northbound left turn lane from University Parkway to Cooper Creek Boulevard adjacent to the existing left turn lane, prior to the issuance of the Certificate of Occupancy for the second office building in Parcel K. Completed.

B.(7) The Developer* shall evaluate the need for traffic safety and circulation improvements with each PSP*. Manatee County shall review and evaluate the information submitted by the Developer* and reserve the right to require additional safety and circulation improvements such as turn lanes, signals, signal timing, and pavement markings.

B.(8) Cross-access shall be provided for vehicular traffic and pedestrians between Parcel F and the property to the west, between Honore Avenue and Parcel F. If, when the parcel to the west is approved, cross access from that site to Parcel F is not required, then the cross access for this site shall no longer be required. Completed.

B.(9) Parcel D shall include right-of-way and the construction of a street to the northern property line to facilitate a future inter-neighborhood tie. The appropriate location shall be determined at time of Preliminary Site Plan approval and coordinated with the parcel to the north. (Completed)

B.(10) Passive traffic calming devices (e.g., landscaped traffic islands, pavement textures changes, etc.) shall be utilized on local residential streets at interneighborhood ties, intersections, and on lengthy straight sections of local roadways, subject to approval by Manatee County. (Completed)

B.(11) The eastern right turn-in, right turn-out along University Parkway from Parcel H as identified on the GDP, shall be subject to approval and the conditions of the amended interlocal agreement with Sarasota County for University Parkway. Completed

B.(12) The proposed right-in/right -out access point onto University Parkway, as identified on Exhibit B, GDP located approximately 450 ft west of the intersection of Cooper Creek Blvd with University Parkway (on Parcel I), shall be subject to approval of the Ninth Amendment to the Interlocal Agreement for University Parkway between Manatee County and Sarasota County.

B.(13) The cross-access between Parcels H and I shall be subject to approval by Planning Department, SWFWMD, and other reviewing agencies. Completed

B.(14) With each Final Site Plan approved after approval of PDMU-96-01(G) (R-5) the applicant shall reserve as much right-of-way as practical to accommodate a 250 foot half right-of-way for the future expansion of I-75. No site improvements shall be located within this reserved right-of-way area. With respect to the approved FSP [PDMU-96-01(R-2)/FSP-01-130(R)] for the two (2) 35,000 square foot office

buildings, the applicant shall submit a revised Final Site Plan to show that no buildings shall be located within the right-of-way reservation area.

ENVIRONMENT AND NATURAL RESOURCES

Air Quality

C.(1) Manatee County shall reserve the right to require mitigation measures or a revision of the site plan to alleviate potential negative impacts of the project on ambient air quality.

Water Quality, Wetlands* and Drainage

D.(1) In order to protect water quality in the Braden River Watershed and the Evers Reservoir Watershed, there shall be no degradation of water quality by stormwater exiting the site. All stormwater discharges to the Braden River shall be required to meet all state water standards and criteria as defined in Chapters 62-302, and 62-25, F.A.C., as well as Manatee County requirements.

D.(2) The Developer* shall continue to conduct the approved comprehensive surface water quality and quantity monitoring program approved by the County in accordance with Exhibit H to Class I water quality standards. The program shall continue through one year beyond project buildout. The County may require that the program may be extended beyond buildout if conditions are observed that would require additional monitoring. All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by the appropriate authority.

Any changes to the Surface Water Quality Monitoring Program Criteria, as outlined in Exhibit H, shall be submitted to the City of Bradenton and TBRPC for review and comment, and approval by Manatee County.

Should Manatee County adopt a Comprehensive Evers Reservoir Watershed Surface Water Quality Monitoring Program and the Developer* participates in this Comprehensive Surface Water Quality Monitoring Program, then the Developer*, with the approval by Manatee County and TBRPC, may terminate the required Surface Water Quality Monitoring Program contained in this rezone ordinance.

D.(3) The Developer* shall continue to conduct the comprehensive ground water quality and quantity monitoring program as previously approved by PLANNING DEPARTMENT and attached as Exhibit H. The program shall continue through one year beyond project buildout.

All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by the appropriate authority.

D.(4) The Developer* shall be responsible for Operation and Maintenance for all portions of the Surface Water Management System, except for those portions which are dedicated to and accepted by the County.

D.(5) The entire development shall be subject to the requirements of Chapter 40D-4, F.A.C. All Wetlands* in the entire 604.75± acre development shall be subject to the requirements of Section 719 of the Manatee County Land Development Code or as otherwise approved by Manatee County.

D.(6) Impacts to Wetlands*, Preservation Areas*, and Conservation Areas* shall be mitigated in accordance with Table 3. Mitigation shall be required prior to the completion of the parcel in which the impact occurs.

a. **Preservation and Conservation Areas***
Preservation and Conservation Area* shall comprise of all SWFWMD jurisdictional wetlands, in addition to other areas as delineated on Exhibit C.

The Conservation Areas* on site encompass approximately 51.96 acres as indicated on the attached Revised Preservation/Conservation Map dated July 28, 1999, Exhibit C. All Conservation Areas* shall remain undisturbed or mitigated.

There shall be no impact to those Wetlands* encompassing approximately 16.41 acres, indicated as Preservation Areas* on the attached Revised Preservation/Conservation Map dated July 28, 1999, Exhibit C. Impacts authorized pursuant to state and federal permits approved prior to the effective date of this development order and impacts for necessary infrastructure (such as roads, utility lines, recreational trails, and paths, as provided by TBRPC policy) may be allowed.

b. **Wetland Areas***
Wetlands created as a result of flood storage compensation shall be credited as mitigation lands if acceptable to the Planning Department and other permitting agencies.

As required by Manatee County Comprehensive Plan Policy 3.3.1.5, the Developer* shall provide buffers around all Post-Development Wetlands*. Variable width buffers may be approved in accordance with Section 719.11.1 of the Land Development Code.

Mitigation security for impacts to wetlands, preservation and conservation areas shall be required in accordance with applicable County Ordinances.

All herbaceous mitigation areas and littoral shelves used for mitigation shall be monitored annually after planting for a period of three years. Forested mitigation areas shall be monitored annually for at least five years. Monitoring shall include survival rates, species diversity composition, spreading, and exotic species encroachment. Additional planting may be required to maintain an 85 percent survival of planted species at the end of three years.

All Post Development Wetlands*, Conservation and Preservation Areas*, and their buffers shall be protected by a recorded conservation easement to Manatee County, as a separate easement document acceptable to Manatee County, and shall be shown on any Preliminary and Final Site Plans and Subdivision Plats. Deed restrictions shall be included that prohibit development activity and removal of native vegetation in the conservation easement unless approved by the County and any permitting agency or agencies with jurisdiction. Any replanting within the buffer shall be with flora native to the Braden River area of Manatee County.

Each biennial report shall include the results of the mitigation monitoring. The report shall also include information on what Conservation Areas* and Preservation Areas* have been impacted and the steps taken to mitigate the impacts and the results of the mitigation monitoring.

TABLE 3 COOPER CREEK CENTER
MINIMUM WETLAND*, PRESERVATION, AND CONSERVATION AREA* MITIGATION RATIOS

	MITIGATION RATIOS•♣	
AREAS	**HERBACEOUS**	**FORESTED**
TBRPC Preservation & Conservation Area*	2:1	3:1
Wetlands*	2:1♦	4:1♦

If an area falls under two categories, then the most restrictive mitigation ratio shall apply.
♦May be reduced in accordance with the Manatee County Land Development Code and Comprehensive Plan.
•Ratio is Mitigated Wetland*: Disturbed Wetlands*. Transplantation may be used for mitigation, if approved by Manatee County and SWFWMD. Mitigation ratios shall be as approved by those agencies. For the purposes of this section, transplantation shall be considered creation, not enhancement.
♣ Mitigation ratios for Wetland* and Conservation Areas* may include enhancement as mitigation technique. Enhancement for impacts to TBRPC Conservation Areas* shall be provided at a minimum ratio of 6:1.

D.(7) The stormwater management systems shall be designed, constructed, and maintained to meet or exceed applicable requirements of the adopted Manatee County Comprehensive Plan and Chapters 62-4, 62-25, 40D-4, 40D-40, or 40D-400, F.A.C. The stormwater management system within the Evers Reservoir watershed shall treat stormwater to Outstanding Florida Waters standard. Stormwater treatment shall be provided by biological filtration where required by the Master Drainage Plan as referenced as Exhibit I.

D.(8) The Developer* shall not seek permits for, or otherwise implement, any point source discharges of pollutants into the Braden River or its tributaries. Stormwater is not point source discharge as defined today, and no re-definition of point source discharges shall create a requirement that existing stormwater discharges be prohibited under this section.

D.(9) Any proposed underground petroleum storage tanks shall be located in accordance with Chapter 62-762 & 62-761.500 ,FAC, as amended. These tanks shall include at a minimum, double-walled tanks with interstitial monitoring, double-walled integral piping, dispenser sumps, submersible pump sumps, automatic tank gauging, in-line leak detectors with automatic shutoff, sump sensors, and dispenser tilt sensors.

FLOODPLAINS

E.(1) All habitable portions of structures shall be constructed above the 100-year floodplain, and in accordance with local, state, and federal requirements.

E.(2) Any encroachment of the 100-year floodplain or floodway shall be mitigated in accordance with FEMA and Manatee County standards.

E.(3) No discharges to groundwater shall be permitted on-site.

ECONOMICS

F.(1) The Cooper Creek Center development shall promote entrepreneurship and small and minority-owned business start-up, and encourage non-discriminatory employment opportunities, pursuant to Policies 21.2, State Comprehensive Plan and 2.7.2, FRSRPP, respectively.

WILDLIFE HABITAT AND VEGETATION

G.(1) In the event that any species listed in Rule 68A-27.003 through 68A-27.005, FAC, are observed frequenting the site for nesting, feeding, or breeding, proper protection or mitigation measures shall be employed immediately in cooperation with the Florida Fish and Wildlife Conservation Commission (FFWCC), the Manatee County, and the Florida Department of Community Affairs. This shall include, at a minimum, a wildlife management plan which contains information on

impacts to listed species, site maintenance, fire frequency, Wetland* management, and boundary protection.

ARCHAEOLOGICAL AND HISTORICAL RESOURCES

H.(1) Any historical or archaeological resources discovered during development activities shall be immediately reported to the Florida Department of State Division of Historical Resources (DHR) and treatment of such resources shall be determined in cooperation with the DHR, and Manatee County. Treatment of such resources must be completed before resource-disturbing activities are allowed to continue. A description of the project's compliance with these conditions shall be included in the subsequent annual reports, to be submitted for review to DHR, in addition to Manatee County.

WASTEWATER

I.(1) Sewer lift stations shall be designed and equipped in accordance with Manatee County's Public Works Department guidelines with several means of back-up, to provide assurance against equipment failure, and discharge to the environment. These shall include:

a. Lift stations with 35HP (or less) motors shall have an auxiliary generator receptacle on the panel box.

b. Stations with greater than 35HP motors shall include an on-site stationary generator set with remote transfer capability.

c. Wet wells to contain sewage line surcharges/overflows.

d. Emergency by-pass pumpouts for tank trucks.

e. 100 percent redundancy in lift station pumping equipment.

I.(2) The disposal of waste into the sewer system shall comply with the Manatee County Sewer Use Ordinance (98-28).

I.(3) The Developer* shall not utilize on site wastewater treatment.

I.(4) Prior to any submittals to the Manatee County Development Review Committee, the Developer* shall provide a Conceptual Master Plan* for sanitary sewer for approval by the Planning Department. The sanitary sewer Conceptual Master Plan* shall show the extent of the sewer lines that shall be provided to serve the Development*, including all source and discharge points. The plan shall also show all off-site sewer facilities that are required to be extended for this Development* along with stub-outs for unserviced land holdings.

WATER

J.(1) The Developer* shall require the installation of water conservation fixtures. Water saving devices shall be installed in accordance with the Florida Water Conservation Act and Xeriscape (Section 553.14, Florida Statutes), and native vegetation or xeriscape techniques, shall be used in landscaping to the greatest extent possible.

J.(2) The Developer* shall use only non-potable water to meet non-potable demands. For purposes of this rezone ordinance, "non-potable" water is defined as water emanating from any source other than a public water utility. The use of reclaimed water in the portions of the site which do not drain to the Braden River shall be investigated. No reclaimed water shall be used within the Evers Reservoir watershed provided that if spray effluent is permitted by Manatee County and other agencies having jurisdiction, no amendment to the Development Order shall be required to allow the Developer* to use spray effluent.

J(3) The Developer* shall comply with the rules and recommendations of the SWFWMD in regard to protection of the groundwater resources.

J(4) The Developer* shall enter into a participation agreement with Manatee County to provide the appropriate utilities within the Honore Avenue right-of-way.

SOLID WASTE

K.(1) The Developer* shall provide to all Cooper Creek Center businesses information that:

a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in the specially-designated containers or areas;

b. Concerns the availability of existing companies that will accept wastes for recycle, reuse, exchange, and treatment; and

c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

K.(2) The Developer* shall notify all commercial tenants of their responsibility to comply with all the applicable sections of Title III (Community Right-to-Know Law) of the Superfund Amendment and Reauthorization Act (SARA).

ENERGY

L.(1) All Cooper Creek Center tenants, business, residents, etc., shall be notified in writing by the Developer* upon occupancy, that the following related practices are encouraged:

a. Use energy alternatives, such as solar energy, resource recovery, waste heat recovery, and co-generation, where economically feasible;

b. Obtain energy audits provided by energy companies or other qualified agencies;

c. Install water heater timers and set water heaters at 130 degrees Fahrenheit or lower, except for food service establishments;

d. Use landscaping and building orientation to reduce heat gain, where feasible, for all Cooper Creek Center construction;

e. Promote energy conservation by employees, buyers, suppliers, and the public, as appropriate;

f. Reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours, as appropriate;

g. Institute and utilize recycling programs; and

h. Utilize energy efficient packaging or recyclable materials.

RECREATION AND OPEN SPACE

M.(1) All recreation and open space areas not dedicated to the County or other state agencies shall be maintained by the Developer*.

M.(2) A decrease in open space acreage shall require a substantial deviation determination conducted pursuant to Subsection 380.06(19), Florida Statutes.

M.(3) Prior to the first final plat approval for the residential sub-phase, unless specifically waived or deferred by Manatee County, a local park site (minimum 10 acres) shall be dedicated to Manatee County at a location acceptable to the County. Impact fee credits may be granted pursuant to the Land Development Code. Access to the park site shall be provided via a public road, constructed to County standards. Completed.

M.(4) Community focal points shall be provided in all phases of the residential development and be located within walking distance of the residents they are intended to serve.

M.(5) The single-family residential phases of the project (north of Cooper Creek Boulevard) shall contain at least 7 acres of usable park area, as generally depicted on Exhibit J. Pedestrian walkways associated with this open space area shall be located in an upland area of at least 15 feet in width, exclusive of lots or other required buffers or greenbelts. Open space vistas of lakes and wetlands from streets shall be substantially consistent with the design of Exhibit J.

M.(6) The multi-family component shall contain a recreational area of at least 1 acre and include a commercial grade tot lot.

PUBLIC SAFETY

N.(1) Sheriff and emergency medical services will be provided by Manatee County. The Developer* shall be responsible for contributing a pro-rata share of the cost of land acquisition, construction, and equipping of emergency service facilities for police and emergency medical services or any combination thereof. The Developer* may, with the concurrence of the County, satisfy this obligation in whole or in part by conveyance of land deemed suitable for the intended use by the County or payment of impact fees, as allowed by the Land Development Code, if applicable. An agreement shall be approved prior to the next Final Site Plan approval. Provided, however, no approval shall be delayed if the applicant submits an agreement, and it is withheld because of the County's inability or failure to determine needs or pro-rata share determination for a period exceeding 2 months after its submittal. In no event, shall the developer's payment or pro-rata share exceed impact fee amount.

N.(2) The Cooper Creek Center development shall be designed and constructed to meet or exceed specifications of the State Fire Code - Rule 4A-3.012, FAC or in compliance with the Manatee County Land Development Code requirements.

DEVELOPER COMMITMENTS

O.(1) The Developer* shall be required to adhere to any and all commitments made in the attached Exhibit F, incorporated herein, unless that commitment is superseded by a Development Order Condition in which case the Development Order Condition shall prevail.

GENERAL CONDITIONS

P.(1) With each Preliminary and Final Site Plan submittal, a Development Land Use Summary Table shall be provided to include the number of units and square footages that have Preliminary or Final Site Plan approval.

P.(2) If, prior to the time permanent fire protection facilities in this area of the county are needed by the Fire District, and a station is needed, the developer shall enter into an agreement to contribute a pro-rata share of the cost of a site for, and of constructing and equipping a fire protection facility if required by the Fire Department with the appropriate Final Site Plan approval. Completed per agreement dated October 24, 2005.

P.(3) Unless specifically modified with this approval, or subsequent approvals, development in the project shall comply with all requirements of the Land Development Code. Modifications, as provided for in the Land Development Code, may be approved administratively by the Director may be considered on a case by case basis.

Residential Development

P.(4) Single-family development within Cooper Creek Center shall comply with the standards of the Land Development Code, except as follows:

a. The minimum lot width for all single-family residences shall be 52 feet. These lots widths shall not consist of more than 25 percent of the total units in the development. The minimum lot width for all other single-family residential units shall be 60 feet.

b. The minimum front yard building setback for residences with side loaded garages shall be 20 feet. The minimum front yard building setbacks for all other residences shall be 25 feet.

c. The minimum building setback for all other side yards in the development shall be 7.5 feet, provided lots that are less than 60 feet wide may be developed with side yard setbacks of 6 feet. These shall not comprise of more than 50 percent of the single-family residential component of the project and shall be identified as a phase(s) of development with the Preliminary and Final Site Plans.

d. The minimum pavement width for all one-way street segments around cul-de-sacs which serve less than seven lots shall be 20 feet.

P.(5) Multi-family development shall comply with the following minimum setback requirement:

Front:	25'
Side:	10'
Rear:	25'
Between Buildings:	20'
Waterfront:	30'

P.(6) No residential development shall be allowed between the L10 70 dB(A) noise level contour and I-75, unless such residences are protected by some performance equivalent measure to achieve the L10 70 dB(A) exterior noise level. Buildings shall be positioned to maximize the distance between the residential units and the noise source. The use of existing vegetation, earthen berms, decorative walls, and significant landscape buffering should be provided between the residential units and the noise source.

P.(7) All residential development in Parcels A, A-1, B, and G adjacent to Cooper Creek Boulevard shall be designed as reverse frontage in accordance with the requirements of Section 907.7.4 of the Land Development Code. Multi-family buildings within 75 feet of Cooper Creek Boulevard, Honore Avenue, and single-family parcels shall not exceed 2 stories in height.

P.(8) Prior to Final Plat approval (or Final Site Plan if a plat is not required) for the 101st residential unit in any residential parcel or combined parcels, a second means of access, pursuant to Section 712.2.8, Diagram A, number 1 or 2 of the Land Development Code, shall be provided.

P.(9) Prior to Final Plat approval (or Final Site Plan, if a plat is not required) for the 101st residential unit, Cooper Creek Boulevard shall be extended westward to Honore Avenue.

P.(10) On or before December 30, 2002, construction of all segments of Honore Avenue shall have commenced, with completion of each segment to occur not later than 12 months following commencement of that segment. Commencement and completion of construction of portions of Honore Avenue shall be accelerated as follows:

a. Prior to Final Plat approval (or Final Site Plan, if a plat is not required), for the 101st residential unit, commencement of construction of that portion of Honore Avenue from University Parkway to Cooper Creek Blvd, to county standards, as defined herein, shall commence, with completion to occur prior to receipt of a Certificate of Occupancy for such 101st residential unit or other units constructed thereafter.

b. Prior to Final Plat approval (or Final Site Plan, if a plat is not required), for any portion of Parcels B, D, or E, as shown on the General Development Plan, commencement of construction of that portion of Honore Avenue from Cooper Creek Boulevard to the southern boundary line of the Nelson Tract, to county standards, as defined herein, shall commence, with completion to occur on or before receipt of a Certificate of Occupancy for any residential unit within Parcel B, D, or E.

Honore Avenue shall be constructed as a 2-lane divided roadway, with 4-foot wide bicycle lanes, and 5-foot wide sidewalks on each side, from University Parkway to the then unconstructed portion of Honore Avenue

(the University Parkway extension adjacent to Tracts N-1 West and N-1 East of University Park Country Club). Manatee County shall review and approve all design and construction plans for Honore Avenue.

The Developer shall be entitled to receive transportation impact fee credit for:

i. The value of land used for drainage, stormwater detention, and discharge for Honore Avenue improvements, not to exceed $100,000; and

ii the entire cost of design and construction of roadway, drainage, bicycle, sidewalk, and other related or required amenities, for that portion of Honore Avenue constructed north of the northern access into Parcel H (The commercial tract at the northeast corner of U. Pkwy and Honore), to the then-unconstructed portion of Honore Avenue (the University Park extension adjacent to Tracts N-1 West and N-1 East of University park Country Club).

In addition, Developer shall be entitled to receive transportation impact fee credits for that portion of the cost of design and construction of roadway, drainage, sidewalk, bicycle, and other related or required improvements for that portion of Honore Avenue constructed south of the northern access into Parcel H to University Parkway. The amount of such transportation impact fee credits shall equal either:

a. The entire cost for the scope of work described herein, provided that Developer obtains, at its sole cost and expense, the area for drainage, stormwater retention, and discharge as is necessary to construct that portion of Honore Avenue from the southern boundary line of the Nelson Tract, northwesterly to the eastern edge of the then-unconstructed portion of Honore Avenue (the University Park Extension adjacent to Tracts N-1 West and N-1 East of University Park Country Club), or

b. The difference in cost for such scope of work between a 2-lane residential roadway and the roadway ultimately constructed by Developer between University parkway and the northern access into Parcel H.

Developer shall provide notice of whether the County will be required to provide for land to accommodate drainage, stormwater retention, and discharge for the segment of Honore Avenue north of the Developer's property holdings on or before one year following the effective date of this ordinance.

Transportation impact fee credits shall not be given for necessary safety improvements.

No further development approval shall be granted after December 30, 2003, until Honore Avenue is completed. (Completed)

Transportation impact fee credits shall be available to other legal entities with the same controlling interest as the developer. Allocation of credits shall be at the discretion of the developer.

P.(11) School impacts from this development shall be determined prior to Final Site Plan approval for the first residential subphase using appropriate methodology acceptable to the School Board and Developer based upon standards utilized by the School Board. The Developer shall be responsible for providing all public school facilities so identified or otherwise fully offsetting the identified impacts. Measures for addressing and offsetting such impacts may include, without limitation, conveyance of land for school facility site(s), or pro-rata contribution to the cost of such sites. (Completed)

Non-Residential Development

P.(12) All conditions, with the exception of condition 8, of PDR/PDI/PDC-86-16(P)(R2), as amended, shall apply to the 307,500 square foot retail outlet center, previously identified as subphase 1-A of Phase 1 (See attachment G).

P.(13) The following conditions shall apply to development in Parcels H, I, J, and K:

a. The sides of all non-residential and multi-family buildings shall have minimal blank walls no longer than 40 feet in length or 20' in height. In order to insure that the buildings do not project a massive blank wall, design elements including prominently visible architectural details [e.g. bumpouts, reveals and projecting ribs, cornice, offset building planes, windows, shutters, areas of contrasting or different finish building materials, etc.] or other methods, as approved by the Planning Director. Design elements shall be reviewed for compliance by staff with future plan submittals.

b. Height and setback limitations are as follows:
   - Motels located in Parcels I&J shall not exceed 75 feet in height and shall maintain a minimum setback of 75' from all streets and rights-of-way. Motels located elsewhere shall be limited to 45 feet in height.
   - Office buildings (Parcel K) shall not exceed 45 feet in height and shall maintain a minimum setback of 40' from I-75, with a 2:1 ratio additional setback for each one foot of height above 35 feet.
   - -Other commercial buildings shall maintain a minimum setback of 75' from I-75, Honore Ave, and shall not exceed 45 feet in height. Commercial buildings in Parcels H, I and J shall maintain a minimum setback of 30 feet from University Parkway, unless

otherwise restricted by buffer widths as stated in Condition P.(13).g. below.

c. All building facades shall exhibit an aesthetically attractive appearance. Exterior building materials shall consist of brick, architectural precast concrete panels, architectural masonry units, split face block, glass, stucco, ceramic tile, stone, wood, or similar materials. Painted or exposed concrete block, or corrugated metal shall not be permitted facing any roadway or adjacent property. The applicant shall verify compliance with this provision prior to Final Site Plan approval and Certificate of Occupancy. Architectural metals in conjunction with other permitted building materials shall be allowed, provided that at least fifty percent (50%) of the building face is constructed from other permitted materials.

d. All truck loading, service areas, outside storage, and parking of heavy equipment, semi trucks or trailers, or other vehicles over 1-1/2 tons shall not be located adjacent to I-75, Cooper Creek Blvd., University Parkway, or Honore Avenue unless they are not visible from a height of five feet at the edge of pavement, to be determined at time of Certificate of Occupancy.

e. Trash and garbage receptacles shall be screened with materials similar to the adjacent building facade and maintain all building setbacks along I-75, Cooper Creek Blvd., University Parkway, and Honore Avenue.

f. Rooftop mechanical equipment shall not be visible from 1-75. All rooftop mechanical equipment shall be screened from view from I-75, Cooper Creek Blvd, University Parkway, Honore Avenue, and adjacent properties. Screening shall be provided by materials consistent with the standards of the Entranceway.

g. Landscape buffers along I-75, University Parkway, Honore Ave, and Cooper Creek Blvd shall be as follows:

Roadway	**Buffer Width**
University Parkway east of Cooper Creek Blvd to I-75:	Average 20 feet*
University Parkway west of Cooper Creek Blvd	50 feet
I-75:	50 feet
Honore Avenue:	30 feet
Cooper Creek Blvd.:	20 feet variable to 10 feet*

*This buffer area may be increased in areas for purposes of preserving significant trees or tree clusters on site, or to accomplish redevelopment in exchange for reducing a corresponding area of the required buffer along the same roadway where no significant trees or tree clusters will be impacted. Minimum width shall be in accordance with that shown on attached East Buffer Exhibit (Exhibit "L"). The reduction to 10 feet along Cooper Creek Blvd. is intended to be the exception rather than the rule. Existing native trees, shrubs, and ground covers within the buffers shall be preserved to the maximum extent possible.

Existing native trees, shrubs, and ground covers within the buffer shall be preserved, to the maximum extent possible. Roadway and screening buffers may be enhanced and created consistent with Section 715 and 737 of the Manatee County LDC.

h. To further enhance the preservation of existing trees and buffer areas, a trade-off mechanism may be approved by the Planning Director to reduce the number of landscape islands in the parking areas of the development in exchange for the preservation of existing trees or wooded areas that may otherwise be cleared.

i. The landscape buffer in Parcel K adjacent to the FP&L easement across from the residential parcels shall be a minimum width of 20 feet unless otherwise approved by the Manatee County with approval of the Final Site Plans. . Native shrubs and trees within the buffer shall be preserved. Evergreen trees of a native specie shall be planted in those areas where the base of trees closer than 30 feet apart do not already exist. All outdoor storage shall be screened from the residential subphases by material which is 100 percent opaque. Exceptions may include limited access to parking in the eastern ½ of the FP&L easement for Parcel K (between Wetland T and the section line), and Parcel J provided that the parking will not be visible from any residential lot. Lighting within the parking lot shall comply with Section 709.2.3 of the Land Development Code.

j. All signage for the Cooper Creek DRI shall be permitted as shown on the attached Master Signage Plan and Key Legend, Exhibit "K" and as described below (dimensions represent proposed height):

Signs along Cooper Creek Boulevard (North of Tourist Center Drive)
- D-1: Freestanding Directional – 10 feet 6 inches
- G-1: Freestanding Ground Sign – 12 feet 0 inches

Signs along University Parkway
- W-2: Gateway Entrance Sign (University Consumer Square)
- W-3: Gateway Entrance Sign (The Shoppes at University Center)
- P-1: Freestanding Pylon Sign – 25 feet 0 inches

P-2: Freestanding Pedestal Sign – 25 feet 0 inches
P-1B: Freestanding Pylon Sign – 35 feet 0 inches

Signs along Honore Avenue
W-2: Gateway Entrance Sign (University Consumer Square)
D-1: Freestanding Directional Sign – 10 feet 6 inches
G-1: Freestanding Ground Sign – 12 feet 0 inches
P-1: Freestanding Pylon Sign – 25 feet 0 inches

Signs along University Parkway (South of Tourist Center Drive)
P-1B: Freestanding Pylon Sign – 35 feet 0 inches
W-3: Gateway Entrance Sign (The Shoppes at University Center)
P-1: Freestanding Directional Sign – 25 feet 0 inches

Signs along I-75
P-2: Freestanding Pedestal Sign – 25 feet 0 inches
P-3: Freestanding High Rise Sign – 100 feet 0 inches
P-1A: Freestanding Pylon Sign – 20 feet 0 inches

In addition to the above, the following shall be met:

1. Any additional sign proposed other than that shown on the approved Master Sign Plan attached as Exhibit K shall require an amendment to the Cooper Creek General Development Plan and Zoning Ordinance at an advertised public hearing, unless otherwise permitted in the LDC.
2. No signs shall be permitted within public rights-of-way.
3. Proposed signs shall not conflict with existing and proposed landscaping to the maximum extent possible:
   i. Environmental Planning shall review individual sign permits to assist in determining optimal location for signs:
      a.i. Within roadway buffers to allow maximize visibility of signs, while minimizing removal of existing trees.
      b.i. Internal, wall, and perimeter signs to ensure placement of signs and to give consideration to existing landscaping to prevent unnecessary pruning or trimming of vegetation to maintain sign visibility.
      c.i. And sign footers to ensure minimal impacts to root zones.
4. Signs shall be set back a minimum of 5' from all property lines with the exception of the Message Center Sign (LED sign), which shall be set back a minimum of 12'.
5. All proposed signage along I-75 and University Parkway shall be no closer than two hundred feet apart.
6. All existing free-standing signage shall be improved or modified to match proposed signage materials.

7. No signs shall be permitted in the floodways, conservation areas, or wetlands, other than those signs permitted elsewhere in the LDC (i.e., conservation signs).
8. Signage shall be placed so it does not conflict with vehicular clear zones. FDOT Indices and clear zone requirements shall be met.

k. Appropriate bicycle parking facilities with the inverted "U" style rack shall be provided for each individual non-residential project. These facilities shall be available at all structures in the development and be conveniently located to the entrances of the primary structures and in clear view of the main entries.

l. Safe and efficient cross access for automobiles, bicycles, and pedestrians shall be provided to and through all parcels. A minimum of 5 foot wide sidewalks, pedestrian ways, or pedestrian/bikeway corridors shall be provided to facilitate internal pedestrian circulation within the development, including outparcels.

m. Chain link fences are prohibited in non-residential parcels within 300 feet of Cooper Creek Blvd, University Parkway, I-75, and Honore Ave. Outdoor storage areas shall be enclosed in an area attached to the main structure. Areas shall be enclosed utilizing design elements and materials reflective of the main structure or decorative metal fences and grilles.

n. Drive-through windows for the outparcels shall incorporate coverings for service windows that are structurally and architecturally integrated into the design of the buildings.

P.(14) Commercial development located within Parcel H shall be limited to retail sales establishments, eating establishments (including drive-thru), banks (including drive-thru), business service establishments, health services, motels, offices, car washes, dry cleaners, personal service establishments, repair service establishments, neighborhood and community serving motor vehicle repair, and building materials establishments.

DEFINITIONS Note: An asterisk (*) denotes that the word is defined.

A. "Acceptable Level of Service*" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in the Land Development Code. Level of Service "D" shall be measured on a peak hour basis as determined by the most recent Highway Capacity Manual, TRB Special Report 209 or the most current manual and computer software version in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour Level of Service "D" capacity, or if actual data is available to determine the "K" factor (please refer to the Florida Department of Transportation Planning and Statistics Department), then on the

basis of the "K" factor. Acceptable Level of Service for links and intersections in Sarasota County, Florida, shall mean Level of Service "C" on an average daily basis ("D" on a peak hour basis), which shall be measured as provided in this paragraph. Where a link or intersection in Sarasota County is operating at Level of Service "D" on an average daily basis ("E" on a peak hour basis) on the effective date of this Ordinance, then the Acceptable Level of Service in Sarasota County for that link or intersection shall mean Level of Service "D" on an average daily basis ("E" on a peak hour basis).

B. "Application*" and "Application for Development Approval*" or "ADA" shall mean Cooper Creek Center's Development of Regional Impact Application for Development Approval* and the NOPC submitted on July 26, 1996, and amended on April, 1997 and August 20, 1997, the NOPC submitted on January 27, 1999, the NOPC submitted on January 9, 2002, the NOPC submitted on May 17, 2005, the NOPC submitted on March 27, 2009, the NOPC submitted on 2010 and the NOPC submitted on March 16, 2011 included as Exhibit "G" in the Development Order.

C. "Best Management Practices*" shall mean the practices which are technologically and economically feasible in abating pollution generated by point and non-point sources, to a level compatible with water quality and quantity objectives of the Land Development Code (BMP list of approved practices by Board Resolution for Special Overlay Districts-Evers Reservoir and Lake Manatee Watershed Areas).

D. "Conceptual Master Plan*" shall mean a graphic depiction of the development shown on "Map H", last revised on " April 2011 for the Cooper Creek Center DRI.

E. "Conservation Area*" shall mean areas as defined by TBRPC and shown on revised "Exhibit C", last revised on July 28, 1999.

F. "County Transportation Authority*" shall be defined as the Planning Department in cooperation with Manatee County's Transportation Department, or whatever County entity is responsible for roadway approvals.

G. "Developer*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-I Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest.

H. "Development Approval*" shall mean any approval for development granted through the Preliminary and Final Site Plan* or the Preliminary and Final

Subdivision Plat process, and construction drawing approval where site plans are not required.

I. "Development Order" shall mean the Ordinance Granting a Development Order for Cooper Creek Center, Ordinance 11-16.

J. "Fee Agreement*" shall mean the Transportation Component Impact Fee agreement by and between the County and the developer's predecessor's in interest, which was adopted on February 10, 1987.

K. "Funding Commitments*" shall mean to assure the completion of any improvement required by this Development Order, or any combination of the following:

1. Binding commitments for the actual construction with a posting of a cash bond or irrevocable letter of credit in a form satisfactory to the County; or

2. Actual construction; or

3. The placement of the improvements in the capital improvements work plan of a responsible entity for construction during the fiscal year when the improvement is required as long as said improvement is within the first two years of the Manatee County Capital Improvement Plan or the first two years of the FDOT Work Plan at the time of Preliminary Site Plan approval of a subphase or phase; or

4. A local development agreement as defined by Florida Statutes and the Land Development Code. The funding commitment shall guarantee that the improvement will be in place when needed or concurrent with the expected impacts of the development, whichever is sooner.

L. "General Development Plan*" shall be defined as the site plan for PDMU-96-01, last revised on April 2011, incorporated as part of "Exhibit B" and made a part hereof. Development on the General Development Plan shall be limited to the total number of dwelling units and non-residential development on Table 1.

M. "Horizontal Development*" shall mean and shall be deemed to include the construction of any and all improvements required to serve Vertical Development* (e.g., roadway, drainage, water, sewer, communication, utilities, etc).

N. "Owner*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-I Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated

September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest as to the Cooper Creek Center DRI and all its stipulations.

O. "Post Development Wetland*" shall mean any Wetland* area, which upon completion of the subphase, that will be a jurisdictional Wetland* under the regulations of the Southwest Florida Water Management District or the Florida Department of Environmental Protection. This definition shall not apply to stormwater ponds or littoral shelves not required for mitigation.

P. "Preliminary Site Plan*" (PSP*) shall mean a Preliminary Site Plan* for a Phase or Sub-Phase as defined in The Manatee County Land Development Code, (Ordinance 90-01), as amended, for a Phase or Sub-Phase.

Q. "Preservation Areas*" shall mean areas as defined by TBRPC and shown on revised "Exhibit C", last revised on July 28, 1999.

R. "Site Development Plan*" shall be defined as any preliminary plat, final plat, Preliminary Site Plan*, or final site plan to be submitted for consideration of approval pursuant to the LDC.

S. "Traffic Study*" shall mean a report presented by the Developer*, pursuant to the provisions of Section 380.06, F.S. and Rule 9J-2.045 F.A.C., using a methodology acceptable to the County Transportation Authority*, the Tampa Bay Regional Planning Council, the Florida Department of Community Affairs, and the Florida Department of Transportation. Such study will be designed to determine if the proposed development will reduce daily or peak hour Level of Service* on any of the roadway segments or intersections within the Transportation Impact Area*, to below an Acceptable Level of Service*. Any such Traffic Study* shall include traffic to be generated by the proposed Phase or Sub-Phase, existing traffic, and traffic anticipated from prior Development Approvals* cumulatively.

T. "Transportation Impact Area*" shall be defined as the roadway segments and intersections receiving transportation impacts where the cumulative traffic generated by a proposed PSP* in combination with prior approvals of this project will be five percent (5%) or more of the Acceptable Level of Service*. This area will be determined with the traffic study required for development approval after December 30, 2002. This area is generally depicted on Map J which was submitted with the ADA. This area will be revised as appropriate, based on a new Traffic Study*.

U. "Vertical Development*" shall mean and shall be deemed to include the construction of new residential units and non-residential units or the reconstruction or addition to any structure.

V. "Warranted*" shall mean a determination by the County based on generally accepted transportation engineering practices that the Acceptable Level of Service* cannot be maintained on a roadway segment or intersection without the construction of a transportation improvement required by this Development Order.

W. "Wetland*" shall mean any wetland under the jurisdictional limits defined by Chapter 40D-4.021, Florida Administrative Code, and implemented by the Florida Department of Environmental Protection, or as defined within Chapter 40D-4, F.A.C., and implemented by the Southwest Florida Water Management District.

Section 5. LEGAL DESCRIPTION.

FROM THE S.W. CORNER OF SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, BEING ON THE NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD, RUN S 89°24'05" E (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLAN COORDINATE SYSTEM), ALONG THE SAID NORTH RIGHT OF WAY LINE, A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING; THENCE N 00°20'30" W, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 36, A DISTANCE OF 5343.35 FEET; THENCE N 02°45'45" E, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 26, TOWNSHIP 35 SOUTH, RANGE 18 EAST, A DISTANCE OF 2674.17 FEET TO THE NORTH LINE OF THE S.W. 1/4 OF SAID SECTION 25; THENCE S 89°10'54" E, ALONG SAID NORTH LINE, A DISTANCE OF 2335.77 FEET TO THE WESTERLY RIGHT OF WAY LINE OF S.R. 93 (I-75, SECTION 13075-2402); THENCE ALONG SAID WESTERLY RIGHT OF WAY LINE (AND INTERSECTION RIGHT OF WAY) THE FOLLOWING EIGHT COURSES: VIZ: S 13°40'31" E, A DISTANCE OF 6145.63 FEET; AND S 09°40'31" E, A DISTANCE OF 518.74 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 3180.04 FEET; AND SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 11°30'18", A DISTANCE OF 638.55 FEET; AND S 04°37'06" W, A DISTANCE OF 450.00 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 216.0 FEET; AND SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 83°40'21", A DISTANCE OF 315.44 FEET, TO THE P.T. OF SAID CURVE; AND S 88°17'27" W, A DISTANCE OF 628.42 FEET; AND N 89°25'07" W, A DISTANCE OF 298.24 FEET ; AND S 00°34'53" W, A DISTANCE OF 2.00 FEET, TO THE ABOVE DESCRIBED NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD; THENCE ALONG SAID NORTH RIGHT OF WAY LINE THE FOLLOWING EIGHT COURSES: VIZ: N 89°25'07" W, A DISTANCE OF 440.34 FEET; AND N 89°24'06" W, A DISTANCE OF 7.33 FEET, TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 5865.58 FEET; AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 828.89 FEET, TO THE P.T. OF SAID CURVE; AND S 82°30'06" W, A DISTANCE OF 549.31 FEET; AND S 00°35'54" W, A DISTANCE OF 33.33 FEET; AND S 82°30'06" W, A DISTANCE OF 12.41 FEET, TO THE P.C. OF A CURVE TO THE

RIGHT HAVING A RADIUS OF 5626.58 FEET, AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 795.11 FEET, TO THE P.T. OF SAID CURVE; AND N 89°24'05" W, A DISTANCE OF 220.21 FEET TO THE POINT OF BEGINNING. LYING AND BEING IN SECTIONS 25 & 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY, AND RESTRICTIONS OF RECORD.

CONTAINING 604.68 ACRES, MORE OR LESS.

Section 6. EFFECTIVE DATE.

This Ordinance shall become effective upon filing of a certified copy of this Ordinance with the Department of State, provided, however, that the filing of a notice of Appeal pursuant to Section 380.07, Florida Statutes shall suspend any additional development authorization granted by this Development Order.

PASSED AND DULY ADOPTED, by the Board of County Commissioners of Manatee County, Florida on the 24th[st] day of May, 2011.

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO., FLA.

BY: _____
Carol Whitmore, Chairman

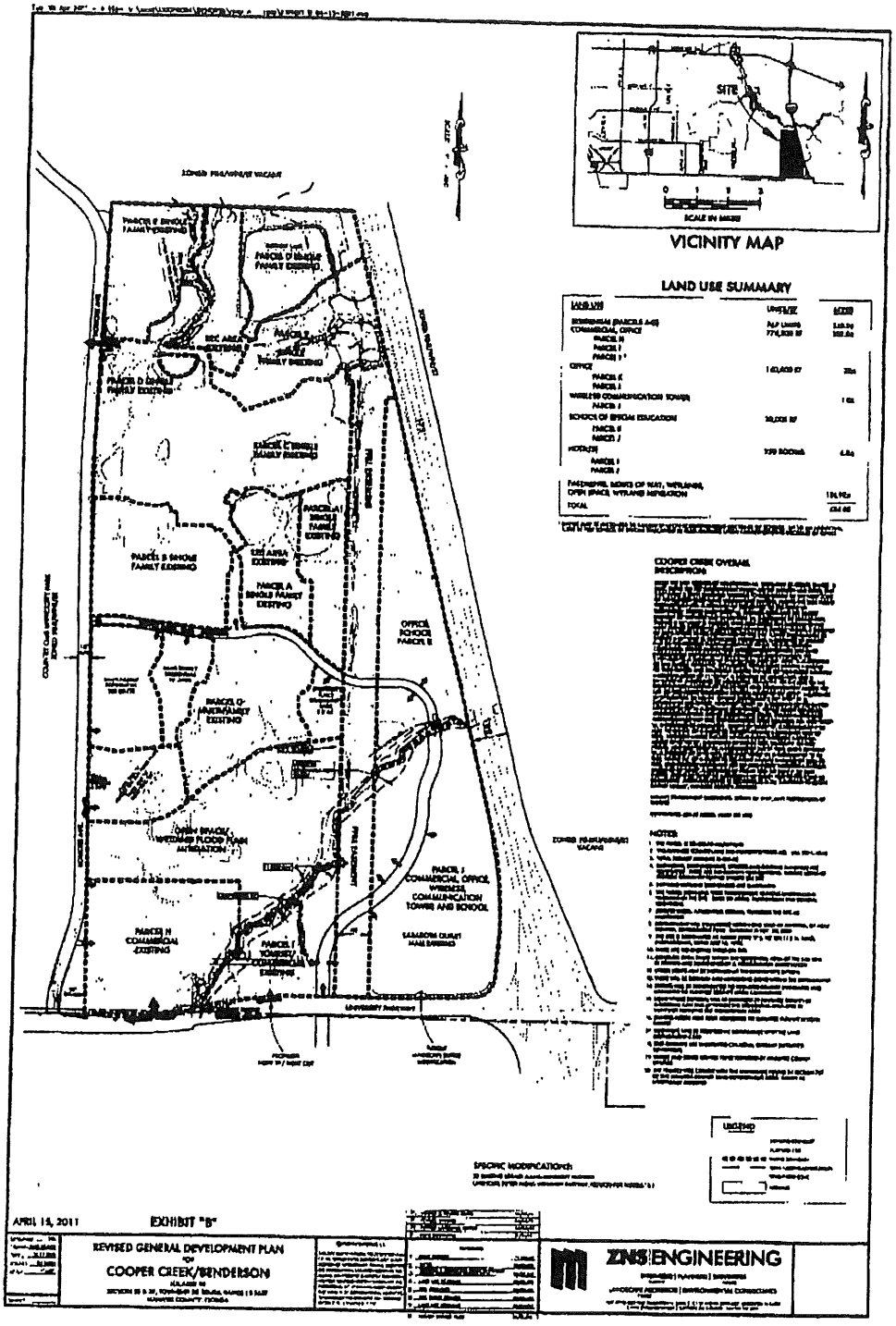
ATTEST: R.B. SHORE
Clerk of the Circuit Court

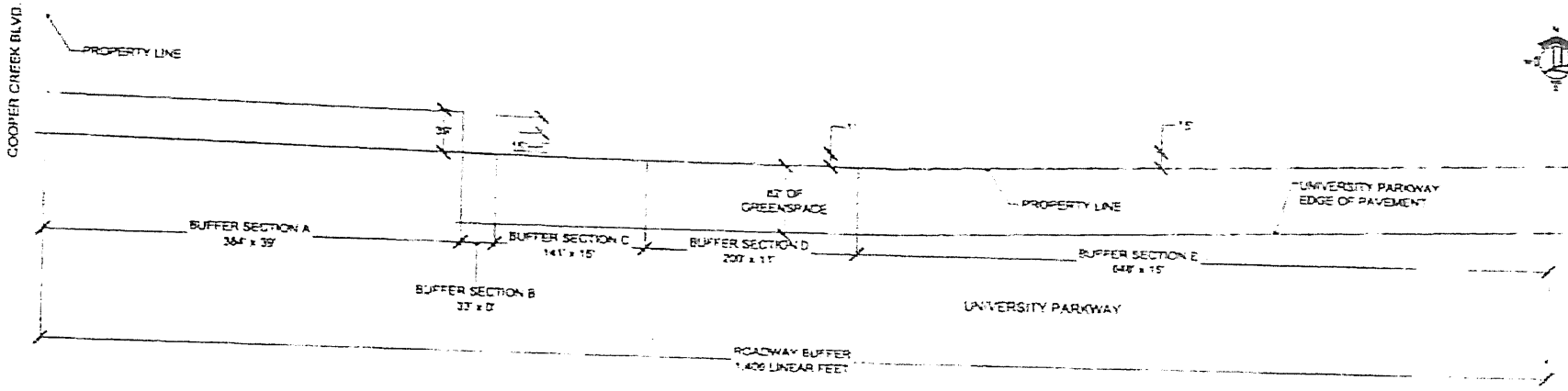
BY: _____
Deputy Clerk

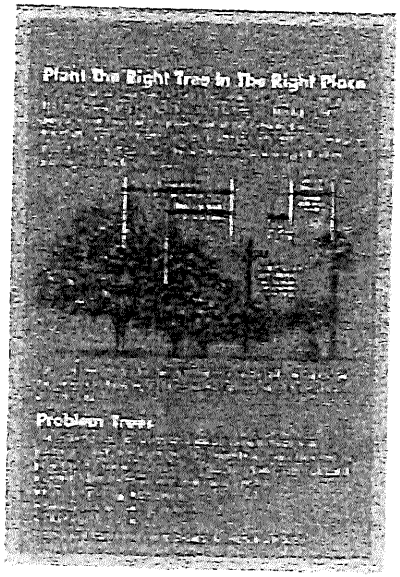
Exhibit B and L are attached

Exhibits C, F, G, H, I, & J are not attached, but are on File with the Clerk of the Court.

Exhibit K (Master Sign Plan) per Ordinance No. PDMU-96-01(G)(R-7) Is not attached; but is on file with the Clerk of the Court.


SITE
VICINITY MAP
LAND USE SUMMARY
COOPER CREEK OVERALL DESCRIPTION
NOTES
APRIL 15, 2011
EXHIBIT "B"
REVISED GENERAL DEVELOPMENT PLAN
FOR
COOPER CREEK/BENDERSON
ZNS ENGINEERING





EAST LANDSCAPE BUFFER CALCULATIONS

BUFFER AREA (S.F.)

EXISTING BUFFER LANDSCAPING

PROPOSED BUFFER LANDSCAPING

1 FPL RIGHT TREE-RIGHT PLACE DIAGRAM

Exhibit "I"

ensite

COOPER CREEK CENTER
MANATEE COUNTY,
FLORIDA

REVISIONS

EAST
BUFFER
KEY SHEET

LA-01

ensite

PROJECT PHOTO

COOPER CREEK CENTER
MANATEE COUNTY,
FLORIDA

REVISIONS

EAST BUFFER PLAN

LA-02

MATCHLINE - A

UNIVERSITY PARKWAY

PROPERTY LINE

DRIVING SURFACE

MATCHLINE - A

UNIVERSITY PARKWAY

Exhibit "L"

FILED FOR RECORD
R. B. SHORE

2011 JUN -9 PM 4:18

CLERK OF THE CIRCUIT COURT
MANATEE CO. FLORIDA

FLORIDA DEPARTMENT of STATE

RICK SCOTT
Governor

DIVISION OF LIBRARY AND INFORMATION SERVICES

KURT S. BROWNING
Secretary of State

June 6, 2011

Honorable R. B. "Chips" Shore
Clerk of the Circuit Court
Manatee County
Post Office Box 25400
Bradenton, Florida 34206

Attention: Ms. Robin Liberty, Deputy Clerk

Dear Mr. Shore:

Pursuant to the provisions of Section 125.66, Florida Statutes, this will acknowledge receipt of your letter dated June 1, 2011 and certified copies of Manatee County Ordinance No. PDMU-96-01(G)(R8), which was filed in this office on June 6, 2011.

As requested, one date stamped copy is being returned for your records.

Sincerely,

Liz Cloud

Liz Cloud
Program Administrator

LC/vm

Enclosure

RECEIVED
JUN 27 2011
Tampa Bay Regional
Planning Council

DIRECTOR'S OFFICE
R.A. Gray Building • 500 South Bronough Street • Tallahassee, Florida 32399-0250
850.245.6600 • FAX: 850.245.6282 • TDD: 850.922.4085 • **http://info.florida.gov**

COMMUNITY DEVELOPMENT
850.245.6600 • FAX: 850.245.6643

STATE LIBRARY OF FLORIDA
850.245.6600 • FAX: 850.245.6744

STATE ARCHIVES OF FLORIDA
850.245.6700 • FAX: 850.488.4894

CAPITOL BRANCH
850.488.2812 • FAX: 850.488.9879

RECORDS MANAGEMENT SERVICES
850.245.6750 • FAX: 850.245.6795

ADMINISTRATIVE CODE AND WEEKLY
850.245.6270 • FAX: 850.245.6282



STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.

Witness my hand and official seal this 15 day of

20 11

R.B. SHORE
Clerk of Circuit Court

By: D.C.

MANATEE COUNTY
FLORIDA

Certified Mail #7000 0520 0015 6095 9577

June 1, 2011

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

Re: Development Order for Cooper Creek DRI – Ordinance 11-07

Dear Mr. Meyer:

Enclosed is a certified copy of Ordinance 11-07, the DRI Development Order for Development Order for Cooper Creek DRI, as adopted in open session by the Manatee County Board of County Commissioners on February 3, 2011 and amended on May 24, 2011, as required by Rule 9J-2.025(5), Florida Administrative Code.

This is a corrective document that was submitted to Board Records to be approved correcting the date from February 3, 2010 to February 3, 2011.

If I can be of further assistance, please contact me at (941)748-4501, extension 6878.

Sincerely,

Bobbi Roy
Planning Coordinator

/br
Enclosure

ORDINANCE 11-07

AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA REGARDING LAND DEVELOPMENT, RENDERING AN AMENDED AND RESTATED DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR COOPER CREEK CENTER (RESOLUTION 85-236, AS AMENDED BY RESOLUTIONS 86-323, 87-58, 90-39, 93-300, 95-135, AND ORDINANCES 97-23, 99-40, 02-31, AND 05-54), ALSO KNOWN AS TBRPC DRI #103; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on January 9, 1986, the Board of County Commissioners (BOCC) approved R-85-236, a Development Order* for the Cooper Creek Center DRI for a planned residential, commercial, office, and industrial development on approximately 604.68 acres; and

WHEREAS, on December 23, 1986, February 10, 1987, March 29, 1990, April 5, 1993, June 22, 1995, November 4, 1997, September 7, 1999, May 28, 2002, and December 1, 2005, The Board of County Commissioner approved Resolutions R-86-323, R-87-58, R-90-39, R-93-100, R-95-135, Ordinance 97-23, Ordinance 99-40, 02-31, and 05-54 respectively, approving amendments to the Development Order for Cooper Creek Center, which amendments were not found to be a substantial deviation to the originally approved Development Order; and

WHEREAS, County Line Road Associates, LTD. has been succeeded by Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, as the Developer of Cooper Creek Center; and

WHEREAS, said Cooper Creek Center is a MULTI-USE PROJECT, as defined in Section 380.0651(3)(i), Florida Statutes, on approximately 604.68 acres, located in south Manatee County, the legal description of which is attached as "Exhibit A"; and

WHEREAS, the buildout date for Cooper Creek Center expires on December 30,2013; and

WHEREAS, the current expiration date of the Development Order is December 30, 2014; and

CORRECTIVE DOCUMENT

WHEREAS, the Developer has requested that further amendments to the Cooper Creek Center Development Order, as previously amended ("prior DO") be approved to provide for and approve the following changes to the project:

1. Amend Condition A.(4) to include schools as a permitted trade-off use in the DRI.

2. Exchange 113 residential units (various residential parcels) for 20,000 square feet, Vo-Tech/School space (Parcel K) and increase Commercial by 29,000 square feet (Parcels H, I, and/or J),

3. Add an additional Honore Avenue access point, and

4. Extend Buildout date to expire on December 30, 2013.

5. Extend expiration date of the Development Order to December 30, 2014.

6 Show corresponding changes to the Master Development Plan and corresponding Land Use Table.

7. Amend the Development Order to update terminology and departmental references; and other changes for internal consistency.

WHEREAS, while the development of Cooper Creek Center has commenced and is underway in accordance with the Prior DO*, this Development Order shall be, hence forth, considered the approved Cooper Creek Center Development of Regional Impact Development Order; and

WHEREAS, the above described changes in conjunction with all previous changes, do not constitute a Substantial Deviation to the Development Order, as amended, for Cooper Creek Center, pursuant to Chapter 380, Florida Statutes; and

WHEREAS, this Development Order shall be considered an amended Development Order; and

WHEREAS, all future development will shall comply with the requirements of the Comprehensive Plan (Ordinance 89-01, as amended) and Land Development Code (Ordinance 90-01, as amended), except where specifically approved by the BOCC in this Development Order.

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, has the statutory authority to consider and approve Notices of Proposed Changes (NOPC) for an amendment to an approved Development of Regional Impact; and

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

WHEREAS, the Planning Commission of Manatee County has reviewed the NOPC and has filed a recommendation on said NOPC with the Board of County Commissioners; and

CORRECTIVE DOCUMENT

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

WHEREAS, the Board of County Commissioners of Manatee County on February 3, 2011 held a duly noticed public hearings on said NOPC and has solicited, received and considered all testimony, reports, comments, evidence, and recommendations from interested citizens, County and City agencies, and the applicant, as well as the review and report of the Manatee County Planning Department;

WHEREAS, said Board of County Commissioners has considered all of the foregoing in the adoption of this Ordinance.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 3rd DAY OF FEBRUARY, 2011 AS FOLLOWS:

SECTION 1. AMENDMENT AND RESTATEMENT OF DEVELOPMENT ORDER FOR DRI #14, ORDINANCE 05-54.

Ordinance 05-54 is hereby amended and restated in its entirety below. This Ordinance shall constitute the amended and restated Development Order for the Cooper Creek Development of Regional Impact. All prior Development Orders shall be superceded by this Ordinance. Provided this amendment shall not be construed to terminate the rights of the Developer, if any, granted under Section 163.3167(8), Florida Statutes, to the extent such rights have been previously granted and are not specifically herein or otherwise modified or amended.

CORRECTIVE DOCUMENT

SECTION 2. FINDINGS OF FACT

The Board of County Commissioners of Manatee County, after considering the testimony, evidence, documentation, application for amendment of the Zoning Ordinance, NOPC for an amended Development Order*, the recommendation and findings of the Planning Commission of Manatee County, as well as all other matters presented to said Board at the public hearing hereinafter referenced, hereby makes the following findings of fact:

A. All recitals preceding Section 1 of this Ordinance are adopted as findings of fact.

B. The real property involved in this development and owned by Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, is located in Manatee County, Florida, and is described on "Exhibit A" attached hereto and made a part hereof.

C. The Developer* has received County approvals for and has completed certain development consistent with the prior DO.

D. Development of the Cooper Creek Center site to date has proceeded in accordance and in compliance with the prior Development Order, as amended, and the Land Development Regulations of Manatee County. Specifically the Board also finds that:

1. The Developer has submitted the information requested in the County environmental consultant's Summary Report dated September, 1985.

2. The Developer has instituted and conducted the required water quality monitoring program.

3. The Developer has submitted a Master Drainage Plan which has been approved by Manatee County and TBRPC.

4. The County and Developer have entered into a Fee Agreement dated February 10, 1987 regarding the advance payment of Transportation Component Impact Fees, with which the Developer is in full compliance and which shall remain in full force and effect, and is attached hereto and make a part hereof by reference as "Exhibit D". The Developer* has obtained all impact fee credits due under this agreement.

5. The required improvements set forth in Exhibit C of R-86-323 have been constructed (Construct a second northbound to westbound left turn lane on Interstate 75 exit ramp to University Parkway).

6. The required transportation improvements set forth in Section 4, Development Conditions B(6) a., b., c., and d. of this Development Order, have been constructed by the Developer and accepted by Manatee County.

E. An application has been submitted to Manatee County and is being processed concurrently with this NOPC to revise the General Development Plan for the 604.68 acre project.

F. A notice of Public Hearing in these proceedings was duly published in The Herald and Herald Tribune, newspapers of general circulation in Manatee County, Florida, pursuant to Section 380.06(11), Florida Statutes, and Section 502.5, Manatee County Land Development Code, and proof of such publication has been duly filed in these proceedings.

G. The Board of County Commissioners of said County has received and considered the recommendation of the Manatee County Planning Commission concerning this NOPC to a Development Order pursuant to Section 380.06, Florida Statutes.

H. The Board of County Commissioners held a public hearing on May 19, 2009 regarding the said NOPC described herein, in accordance with the requirements of The Manatee County Land Development Code (Ordinance 90-01, as amended) and the 2020 Manatee County Comprehensive Plan (Ordinance No. 89-01, as amended) and has further considered the testimony, comments, and information received at the Public Hearing.

I. Manatee County has adopted the Manatee County Comprehensive Plan which is in compliance with applicable state laws.

J. The Comprehensive Plan requires Certificates of Level of Service be issued for Water, Wastewater, Solid Waste, Parks and Recreation, Transit, Transportation, and Drainage in compliance with state requirements.

CORRECTIVE DOCUMENT

K. This Development Order is issued based on information provided by the Developer* in the ADA*, as amended, and information provided in the sufficiency responses, NOPC's, and ensures compliance with the Manatee County Comprehensive Plan. Subject to the Development Order conditions listed in Section 4, the County has determined that, with the required transportation improvements listed in Conditions B. (2) and (7) of this Development Order, adequate Levels of Service exist until December 30, 2010 for this project in each of these areas referenced in subsection 1.J above, except potable water which will shall be addressed in accordance with the requirements of the Comprehensive Plan.

L. The build-out date is approved for December 30, 2013.

M. The proposed Development of Regional Impact regarding the property described in Section 6 herein is found to be consistent with the requirements of the previously adopted Development Orders and The Manatee County Comprehensive Plan.

N. The "Developer*" submitted to Manatee County, Florida an ADA* and NOPC, and sufficiency responses identified in Section 1 which are incorporated herein by reference.

O. This amended Development Order is consistent with all prior Manatee County Development Approvals* granted pursuant thereto.

P. The real property which is the subject of this Application* is legally described as set forth in "Exhibit A" of this Development Order.

Q. The proposed development is not in an Area of Critical State Concern, as designated pursuant to Section 380.05, Florida Statutes.

R. The authorized agent for the Developer* is William A. Ockunzzi, 2707 First Street, Suite 1, Indian Rocks Beach, Florida 33785.

S. The Owners* of the property are Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and the Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest.

T. A comprehensive review of the impact generated by the development has been conducted by the departments of Manatee County, the Planning Commission, Tampa Bay Regional Planning Council (TBRPC), and the Florida Department of Community Affairs in conjunction with the original Development Order, as amended, and all notices of proposed change.

U. The Developer will be issued a Level of Service Certificate which will expire on December 30, 2012.

V. The Developer has prepared and submitted and the County has approved Construction Drawings and issued construction permits for the transportation improvements listed in Transportation Condition B.(7).

W. The Board of County Commissioners finds that the changes as proposed do

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not constitute a substantial deviation.

SECTION 3. CONCLUSIONS OF LAW

A. Based upon the previous findings of fact and the following conditions of Development Approval*, the Board of County Commissioners of Manatee County concluded that:

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

2. The Development remains consistent with the report and recommendations of Tampa Bay Regional Planning Council issued on July 8, 1985, regarding DRI #103, and on May, 11, 2009 regarding this NOPC.

3. This Development remains consistent with the State Comprehensive Plan.

4. This Development remains consistent with the Manatee County Comprehensive Plan and Land Development Code.

B. That these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in these proceedings, the Developer* is authorized to conduct development as described herein, subject to the conditions, restrictions, and limitations set forth below.

C. That the review by the County, the TBRPC, and other participating agencies and interested citizens reveals that impacts of the development are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Development Order and the ADA*. To the extent that the ADA* is inconsistent with the terms and conditions of this Order, the terms and conditions of this Order shall prevail. A summary of the development covered by this development order is included as Table 1.

D. Pursuant to Section 380.06(19), Florida Statutes, the changes proposed pursuant to the NOPC submitted on March 27, 2009 and approved with conditions pursuant to Ordinance 11-07 are presumed to be a substantial deviation however have been rebutted and determined to not constitute a Substantial Deviation requiring further Development of Regional Impact Review.

SECTION 4. DEFINITIONS

The definitions contained in Chapter 380, Florida Statutes and in the Manatee County Land Development Code and Comprehensive Plan shall apply to this Development Order in addition to those listed herein. The following capitalized terms used herein shall have the following meanings:

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A. "Acceptable Level of Service*" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in the Land Development Code. Level of Service "D" shall be measured on a peak hour basis as determined by the most recent Highway Capacity Manual, TRB Special Report 209 or the most current manual and computer software version in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour Level of Service "D" capacity, or if actual data is available to determine the "K" factor (please refer to the Florida Department of Transportation Planning and Statistics Department), then on the basis of the "K" factor. Acceptable Level of Service for links and intersections in Sarasota County, Florida, shall mean Level of Service "C" on an average daily basis ("D" on a peak hour basis), which shall be measured as provided in this paragraph. Where a link or intersection in Sarasota County is operating at Level of Service "D" on an average daily basis ("E" on a peak hour basis) on the effective date of this Ordinance, then the Acceptable Level of Service in Sarasota County for that link or intersection shall mean Level of Service "D" on an average daily basis ("E" on a peak hour basis).

B. "Application*" and "Application for Development Approval*" or "ADA" shall mean Cooper Creek Center's Development of Regional Impact Application for Development Approval*, and the NOPC submitted on July 26, 1996, and revised on March 31, 1997 and August 19, 1997, the NOPC, submitted on January 27, 1999, the NOPC submitted on January 9, 2002, the NOPC submitted on May 17, 2005, and the NOPC submitted on March 26, 2009 (included as "Exhibit G").C. "Best Management Practices*" shall mean the practices which are technologically and economically feasible in abating pollution generated by point and non-point sources, to a level compatible with water quality and quantity objectives of the Land Development Code (BMP list of approved practices by Board resolution for Special Overlay Districts-Evers Reservoir and Lake Manatee Watershed Areas).

D. "Conceptual Master Plan*" shall mean a graphic depiction of the development shown on Revised "Map H", last revised on July 27 2005, for the Cooper Creek Center, and attached hereto as "Exhibit B".

E. "Conservation Area*" shall mean areas as defined by TBRPC and shown on revised "Exhibit C", last revised on July 28, 1999.

F. "County Transportation Authority*" shall be defined as the Planning Department in cooperation with Manatee County's Transportation Department, or whatever County entity is responsible for roadway approvals.

G. "Developer*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest.

H. "Development Approval*" shall mean any approval for development granted through the Preliminary and Final Site Plan*, Preliminary and Final Subdivision Plat process, and construction drawing approval where site plans are not required, and all its conditions of approval.

I. "Development Order" shall mean the Ordinance Granting a Development Order for Cooper Creek Center, Ordinance 09-35.

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J. "Fee Agreement*" shall mean the Transportation Component Impact Fee agreement by and between the County and the developer's predecessors in interest which was adopted on February 10, 1987 and is attached hereto as "Exhibit D".

K. "Funding Commitments*" shall mean to assure the completion of any improvement required by this Development Order, or any combination of the following:

1. Binding commitments for the actual construction with a posting of a cash bond or irrevocable letter of credit in a form satisfactory to the County; or

2. Actual construction; or

3. The placement of the improvements in the capital improvements work plan of a responsible entity for construction during the fiscal year when the improvement is required as long as said improvement is within the first two years of the Manatee County Capital Improvement Plan or the first two years of the FDOT Work Plan at the time of Preliminary Site Plan approval of a subphase or phase; or

4. A local development agreement as defined by Florida Statutes or the Land Development Code. The funding commitment shall guarantee that the improvement will be in place when needed or concurrent with the expected impacts of the development, whichever is sooner.

L. "Horizontal Development*" shall mean and shall be deemed to include the construction of any and all improvements required to serve Vertical Development* (e.g., roadway, drainage, water, sewer, communication, utilities, etc).

M. "Master Development Plan*" shall be defined as Revised Map H, last revised on July 27 2005, incorporated as part of "Exhibit B" and made a part hereof. Development on Map H shall be limited to the total number of dwelling units and non-residential development on Table 1.

N. "Owner*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest as to the Cooper Creek Center DRI and all its stipulations.

O. "Post Development Wetland*" shall mean any Wetland* area, which upon completion of the subphase, that will be a jurisdictional Wetland* under the regulations of the Southwest Florida Water Management District or the Florida Department of Environmental Protection. This definition shall not apply to stormwater ponds or littoral shelves not required for mitigation.

P. "Preliminary Site Plan*" (PSP*) shall mean a Preliminary Master Development Plan* or a Preliminary Site Plan* for a Phase or Sub-Phase as defined in The Manatee County Land Development Code, (Ordinance 90-01, as amended), for a Phase or Sub-Phase.

Q. "Preservation Areas*" shall mean areas as defined by TBRPC and shown on revised "Exhibit C", last revised on July 28, 1999.

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R. "Site Development Plan*" shall be defined as any preliminary plat, final plat, Preliminary Site Plan*, or final site plan to be submitted for consideration of approval pursuant to the LDC.

S. "Traffic Study*" shall mean a report presented by the Developer*, pursuant to the provisions of Section 380.06, F.S. and Rule 9J-2.045 F.A.C., using a methodology acceptable to the County Transportation Authority*, the Tampa Bay Regional Planning Council, the Florida Department of Community Affairs, and the Florida Department of Transportation. Such study will be designed to determine if the proposed development will reduce daily or peak hour Level of Service* on any of the roadway segments or intersections within the Transportation Impact Area*, to below an Acceptable Level of Service*. Any such Traffic Study* shall include traffic to be generated by the proposed Phase or Sub-Phase, existing traffic, and traffic anticipated from prior Development Approvals* cumulatively.

T. "Transportation Impact Area*" shall be defined as the roadway segments and intersections receiving transportation impacts where the cumulative traffic generated by a proposed PSP* in combination with prior approvals of this project will be five percent (5%) or more of the Acceptable Level of Service*. This area will be determined in conjunction with any traffic study required for Development Approval after December 30, 2007. This area is generally depicted on Map J which was submitted with the ADA. This area will be revised as appropriate, based on a new Traffic Study*.

U. "Vertical Development*" shall mean and shall be deemed to include the construction of new residential units and non-residential units or the reconstruction or addition to any structure.

V. "Warranted*" shall mean a determination by the County based on generally accepted transportation engineering practices that the Acceptable Level of Service* cannot be maintained on a roadway segment or intersection without the construction of a transportation improvement required by this Development Order.

W. "Wetland*" shall mean any wetland under the jurisdictional limits defined by Chapter 40D-4.021, Florida Administrative Code, and implemented by the Florida Department of Environmental Protection, or as defined within Chapter 40D-4, F.A.C., and implemented by the Southwest Florida Water Management District.

X. The definitions contained in Chapter 380, Florida Statutes, shall apply to this Development Order.

SECTION 5. DEVELOPMENT CONDITIONS

A.(1) Approved Development Totals and development authorized for construction pursuant to this D.O. are as set forth in Table 1. Building Permits for non-residential development and Final Plats (or Building Permits if platting is not required) for residential shall be obtained prior to December 30, 2010.

A.(2) Development may occur anywhere on site provided all conditions of this Development Order are adhered to and it is concurrent with all necessary infrastructure improvements.

A.(3) The Developer* has demonstrated the availability of adequate infrastructure, including roads, parks, transit, waste water service, solid waste service, fire, police, and other emergency services and will be issued a revised Level of Service Certificate which will expire December 30,

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2010. Concurrency for potable water will be addressed at the Final Site Plan approval, pursuant to the Manatee County Comprehensive Plan Policies 2.4.1.2. and 2.4.1.5.

A.(4) Tradeoffs between the land uses set forth in Table 1 may be granted by the Board of County Commissioners with an amendment to the General Development Plan approved by the Board along with a traffic study addressing any changes in trip generation, distribution, average queue length at intersections, and any mitigation necessary as a result of the tradeoff (Note: If the trip generation estimates as a result of the tradeoff are less than or equal to what was previously approved, a traffic study shall still be required to address the change in entering and exiting percentages, and consequently other measures of effectiveness). The Board and staff have not reviewed any such "tradeoff" and have not determined whether any "tradeoff" is appropriate. Any proposal for a "tradeoff" shall be reviewed for compliance with the provisions of this Development Order, the Manatee County Land Development Code, and the Manatee County Comprehensive Plan. The developer shall also be required to demonstrate that 1) the quantities of solid waste generated, potable water consumed, and wastewater, and 2) the impacts to the County Parks, Transit Services, EMS, and Sheriff, in the event of any tradeoffs, are less or meet County standards in effect at the time of tradeoff. The Developer* shall give DCA and the Tampa Bay Regional Planning Council notice of its intent to trade off land uses at least 15 days prior to the County's approval of any such trade off. The Notice shall identify the resulting impacts of the trade off in terms of land use, traffic generation, potable water, wastewater, solid waste, and affordable housing. In addition, the DRI annual report shall include information indicating cumulative amounts of development which have been approved by the County as of the annual report date and the resulting impacts on traffic generation, potable water, wastewater, solid waste, and affordable housing. Following the County's approval of any such trade off, the County shall provide to the Department of Community Affairs and TBRPC a copy of said approval. An amendment to applicable provisions of this Development Order pursuant to an NOPC or Substantial Deviation proceeding shall not be necessary or required to approve a "trade off" pursuant to this condition.

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The following limitations shall apply to any tradeoff:

1. Residential uses shall not be increased nor decreased by more than 200 dwelling units. 680 to 1,080 Dwelling Units

2. The mix of approved uses shall not be increased nor decreased by more than 49,000 square feet of General Commercial or Office. 725,000 to 823,000 square feet for General Commercial and 91,000 to 189,000 Square Feet for Office

3. Hotel uses shall not be increased or decreased by more than 75 motel rooms. 175 to 325 Rooms.

4. School uses shall not be increased or decreased by more than 20,000 square feet. 0 to 26,000 Square Feet

TABLE 1
COOPER CREEK CENTER
PROJECT SUMMARY

TYPE OF DEVELOPMENT:	Multi-use
LOCATION:	Northwest quadrant of I-75 and University Parkway, in southeastern Manatee County

TOTAL DEVELOPMENT AREA:	**604 Acres**
Residential	317.2 Acres
Commercial/Hotel/School♦	131.5 Acres
Office/School	30 Acres
Open Space (Roads, Right-of-Way, Conservation, Preservation, Floodway, etc.)	124.98 Acres

	Development Totals	
Residential	767 d.u.	
Commercial ♦ (1)	774,000 Sq. Ft.(1))	
Office♦	140,000 Sq. Ft.	
Motel	250 Rooms	
School	26,000 Sq. Ft.	
P.M. Peak Trips (net external)	2,817 Trips	
BUILD-OUT DATE	December 30, 2013	

♦ May include communication antenna structures as allowed by the approved General Development Plan and applicable regulations.

(1) Includes one existing communication antennae structure.

A.(5) Existing agricultural uses on the property, in whole or in part, as an approved secondary use are hereby granted until development commences on the applicable section or portion of the site.

A.(6) Any excess infrastructure capacity constructed to potentially serve development beyond that described in Condition A.(1) shall be at the developer's risk and shall not be construed to vest additional Vertical Development* construction rights.

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TRANSPORTATION CONDITIONS

B.(1) All residential development which does not have a Final Plat approval (or building permit if platting is not required) and all non-residential development which does not have a building permit prior to December 30, 2013 shall be subject to review and approval of a transportation analysis pursuant to Section 380.06 Florida Statutes and issuance of a transportation level of service certificate pursuant to the Manatee County Land Development Code. Completed.

B.(2) Maintenance of Acceptable Level of Service* on intersections or in the Study Area to be determined consistent with methodologies in accordance with Section 380.06, Florida Statutes shall be verified by the developer to the satisfaction of the County Transportation Authority* as part of each annual report as required by Subsection 380.06(18), Florida Statutes.

B.(3) There shall be no approvals granted as to development beyond that specified in Table 1 unless the transportation improvements required have been completed or such improvements are determined as not warranted under the Traffic studies*.

B.(4) The Developer* shall continue to demonstrate continuous progress towards building permit applications for the development totals set forth in Table 1. Continuous progress shall mean Final Plat approval (or the issuance of building permits if a Final Plat is not required) for 200 residential lots or dwelling units and the issuance of building permits for at least 50,000 square feet of non-residential use. Failure to demonstrate such progress may require a revised and updated Traffic Study* to demonstrate that Acceptable Levels of Service* are still projected to exist at the time building permits are issued. The determination that a revised and updated Traffic Study* is required shall be made by the Board of County Commissioners at a public hearing with notice to the developer, upon recommendation by the Planning Director.

B.(5) The Developer* shall provide for a bus bay area acceptable to Manatee County at one location within each commercial land use area and at one location on University Parkway near the project entrance at time of Development. (This condition provides the Transportation Management System required by TBRPC).

B.(6) The Developer* shall implement, at their expense, the following specified safety transportation improvements.

a. Signalize the intersection of University Parkway and Cooper Creek Boulevard. The signal shall be of the mast arms type. Completed.

b. Provide a westbound right-turn deceleration lane on University Parkway, at the intersection with Cooper Creek Boulevard. The turning lane length shall be 500 feet. Completed.

c. Provide an additional southbound left-turn lane on Cooper Creek Boulevard at the intersection with University Parkway. The resulting dual left-turn lanes shall have a queue length component of 225 feet each. The Southbound right-turn lane queue length should be 150 feet. The dual left-turn lanes shall be supplemented by guiding pavement markings to provide turning lane separation (2-ft long dashed lines with 4-ft gaps to channelize turning traffic). Completed.

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d. Add one right hand, northbound to eastbound turn lane from Honore Avenue to Cooper Creek Boulevard, approximately 400 feet in length. Completed

e. Add one eastbound to northbound left turn lane from University Parkway to Cooper Creek Boulevard adjacent to the existing left turn lane prior to the issuance of the Certificate of Occupancy for the second office building in Parcel K. Completed.

B.(7) The Developer* shall evaluate the need for traffic safety and circulation improvements with each PSP*. Manatee County shall review and evaluate the information submitted by the Developer* and reserve the right to require additional safety and circulation improvements such as turn lanes, signals, signal timing, and pavement markings.

ENVIRONMENT

Air Quality

C.(1) Manatee County shall reserve the right to require mitigation measures or a revision of the site plan to alleviate potential negative impacts of the project on ambient air quality.

Water Quality, Wetlands* and Drainage

D.(1) In order to protect water quality in the Braden River watershed and the Evers Reservoir Watershed, there shall be no degradation of water quality by stormwater exiting the site. All stormwater discharges to the Braden River shall be required to meet all state water standards and criteria as defined in Chapters 62-302, and 62-25, F.A.C., as well as Manatee County requirements.

D.(2) The Developer* shall continue to conduct the approved comprehensive surface water quality and quantity monitoring program approved by the County and the Planning Department in accordance with Exhibit H. The program shall continue through one year beyond project buildout. The County may require that the program may be extended beyond buildout if conditions are observed that would require additional monitoring. All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by the appropriate authority.

Any changes to the Surface Water Quality Monitoring Program Criteria, as outlined in "Exhibit H", shall be submitted to the City of Bradenton and TBRPC for review and comment, and approval by Manatee County.

Should Manatee County adopt a Comprehensive Evers Reservoir Watershed Surface Water Quality Monitoring Program and the Developer* participates in this Comprehensive Surface Water Quality Monitoring Program, then the Developer*, with the approval by Manatee County and TBRPC, may terminate the required Surface Water Quality Monitoring Program contained in this Development Order.

D.(3) The Developer* shall continue to conduct the comprehensive ground water quality and quantity monitoring program as previously approved by PLANNING DEPARTMENT and attached as Exhibit H. The program shall continue through one year beyond project buildout.

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All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by that approved authority.

D.(4) The Developer* shall be responsible for Operation and Maintenance for all portions of the Surface Water Management System, except for those portions which are dedicated to and accepted by the County.

D.(5) All development shall be subject to the requirements of Chapter 40D-4, F.A.C. All Wetlands* in the entire 604.68 acre development shall be subject to the requirements of Section 719 of the Manatee County Land Development Code or as otherwise approved by Manatee County.

D.(6) Impacts to Wetlands*, Preservation Areas*, and Conservation Areas* shall be mitigated in accordance with Table 3. Mitigation shall be required prior to the completion of the parcel in which the impact occurs.

a. **Preservation and Conservation Areas***

Preservation and Conservation Area* shall comprise of all SWFWMD jurisdictional wetlands, in addition to other areas as delineated on Exhibit C.

The Conservation Areas* on site encompass approximately 51.96 acres as indicated on the attached Revised Preservation/Conservation Map dated July 28, 1999, Exhibit C. All Conservation Areas* shall remain undisturbed or mitigated.

There shall be no impact to those Wetlands* encompassing approximately 16.41 acres, indicated as Preservation Areas* on the attached Revised Preservation/Conservation Map, dated July 28, 1999, Exhibit C. Impacts authorized pursuant to state and federal permits approved prior to the effective date of this development order and impacts for necessary infrastructure (such as roads, utility lines, recreational trails, and paths, as provided by TBRPC policy) may be allowed.

b. **Wetland Areas***

Wetlands created as a result of flood storage compensation shall be credited as mitigation lands if acceptable to the Planning Department and other permitting agencies.

As required by Manatee County Comprehensive Plan Policy 3.3.1.5, the Developer* shall provide buffers around all Post-Development Wetlands*. Variable width buffers may be approved in accordance with Section 719.11.1 of the Land Development Code.

Mitigation security for impacts to wetlands, preservation, and conservation areas shall be required in accordance with applicable County Ordinances.

All herbaceous mitigation areas and littoral shelves used for mitigation shall be monitored annually after planting for a period of three years. Forested mitigation areas shall be monitored annually for at least five years. Monitoring shall include survival rates, species diversity composition, spreading, and exotic species encroachment. Additional planting may be required to maintain an 85 percent survival of planted species at the end of three years.

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All Post Development Wetlands*, Conservation and Preservation Areas*, and their buffers shall be protected by a recorded conservation easement to Manatee County, as a separate easement document acceptable to Manatee County, and shall be shown on any Preliminary and Final Site Plans and Subdivision Plats. Deed restrictions shall be included that prohibit development activity and removal of native vegetation in the conservation easement unless approved by the County and any permitting agency or agencies with jurisdiction. Any replanting within the buffer shall be with flora native to the Braden River area of Manatee County.

Each annual report shall include the results of the mitigation monitoring. The report shall also include information on what Conservation Areas* and Preservation Areas* have been impacted and the steps taken to mitigate the impacts and the results of the mitigation monitoring.

TABLE 3

COOPER CREEK CENTER
MINIMUM WETLAND*, PRESERVATION, AND CONSERVATION AREA* MITIGATION RATIOS

	MITIGATION RATIOS•	
AREAS	**HERBACEOUS**	**FORESTED**
TBRPC Preservation & Conservation Area*	2:1	3:1
Wetlands*	2:1♦	4:1♦

If an area falls under two categories, then the most restrictive mitigation ratio shall apply.

♦ May be reduced in accordance with the Manatee County Land Development Code and Comprehensive Plan.

• Ratio is Mitigated Wetland*: Disturbed Wetlands*. Transplantation may be used for mitigation, if approved by the PLANNING DEPARTMENT and SWFWMD. Mitigation ratios shall be as approved by those agencies. For the purposes of this section, transplantation shall be considered creation, not enhancement.

✖ Mitigation ratios for Wetland* and Conservation Areas* may include enhancement as mitigation technique. Enhancement for impacts to TBRPC Conservation Areas* shall be provided at a minimum ratio of 6:1.

D.(7) The stormwater management systems shall be designed, constructed, and maintained to meet or exceed applicable requirements of the adopted Manatee County Comprehensive Plan and Chapter 62-4, 62-25, 40D-4, 40D-40, 40D-400 F.A.C. The stormwater management system within the Evers Reservoir watershed shall treat stormwater to Outstanding Florida Waters standard. Stormwater treatment shall be provided by biological filtration where required by the Master Drainage Plan as referenced as "Exhibit I".

D.(8) The Developer* shall not seek permits for, or otherwise implement, any point source discharges of pollutants into the Braden River or its tributaries. Stormwater is not point source discharge

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as defined today, and no re-definition of point source discharges shall create a requirement that existing storm water discharges be prohibited under this section.

FLOODPLAINS

E.(1) All habitable portions of structures shall be constructed above the 100-year floodplain, and in accordance with local, state, and federal requirements.

E.(2) Any encroachment of the 100-year floodplain or floodway shall be mitigated in accordance with FEMA and Manatee County standards.

E.(3) No discharges to groundwater shall be permitted on-site.

ECONOMICS

F.(1) The Cooper Creek Center development shall promote entrepreneurship and small and minority-owned business start-up, and encourage non-discriminatory employment opportunities, pursuant to Policies 21.2, State Comprehensive Plan and 2.7.2, FRSRPP, respectively.

WILDLIFE HABITAT AND VEGETATION

G.(1) In the event that any species listed in Rule 68A-27.003 through 68A-27.005, FAC, are observed frequenting the site for nesting, feeding, or breeding, proper protection or mitigation measures shall be employed immediately in cooperation with the Florida Fish and Wildlife Conservation Commission (FFWCC), the Manatee County Planning Department, and the Florida Department of Community Affairs. This shall include, at a minimum, a wildlife management plan which contains information on impacts to listed species, site maintenance, fire frequency, Wetland* management, and boundary protection. Any such plan not adopted as part of the original Development Order shall require an amendment to the Development Order.

ARCHAEOLOGICAL AND HISTORICAL RESOURCES

H.(1) Any historical or archaeological resources discovered during development activities shall be immediately reported to the Florida Department of State Division of Historical Resources (DHR) and treatment of such resources shall be determined in cooperation with the DHR, and Manatee County. Treatment of such resources must be completed before resource-disturbing activities are allowed to continue. A description of the project's compliance with these conditions shall be included in the subsequent annual reports, to be submitted for review to DHR, in addition to TBRPC and Manatee County.

WASTEWATER

I.(1) Sewer lift stations shall be designed and equipped in accordance with Manatee County's Public Works Department guidelines with several means of back-up, to provide assurance against equipment failure and discharge to the environment. These shall include:

a. Lift stations with 35HP (or less) motors shall have an auxiliary generator receptacle on the panel box.

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b. Stations with greater than 35HP motors shall include an on-site stationary generator set with remote transfer capability.

c. Wet wells to contain sewage line surcharges or overflows.

d. Emergency by-pass pumpouts for tank trucks.

e. 100 percent redundancy in lift station pumping equipment.

I.(2) Wastewater services to be provided by Manatee County. The quantity reserved shall be pursuant to the CLOS.

I.(3) The disposal of waste into the sewer system shall comply with the Manatee County Sewer Use Ordinance (91-39).

I.(4) The Developer* shall not utilize on-site wastewater treatment.

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WATER

J.(1) The Developer* shall require the installation of water conservation fixtures. Water saving devices shall be installed in accordance with the Florida Water Conservation Act (Section 553.14, Florida Statutes). The Developer* shall require the use of native vegetation and Xeriscape techniques, to be used in landscaping to the greatest extent possible.

J.(2) The Developer* shall use only non-potable water to meet non-potable demands. For purposes of this Development Order, "non-potable" water is defined as water emanating from any source other than a public water utility. No reclaimed water shall be used within the Evers Reservoir watershed provided that if spray effluent is permitted by Manatee County and other agencies having jurisdiction, no amendment to the Development Order shall be required to allow the Developer* to use spray effluent.

J.(3) The Developer* shall comply with the rules and recommendations of the SWFWMD in regard to protection of the groundwater resources.

SOLID/HAZARDOUS WASTE

K.(1) The Developer* shall provide to all Cooper Creek Center businesses information that:

a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in the specially-designated containers or areas;

b. Concerns the availability of existing companies that will accept wastes for recycle, reuse, exchange, and treatment; and

c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

K.(2) The Developer* shall notify all commercial tenants of their responsibility to comply with all the applicable sections of Title III (Community Right-to-Know Law) of the Superfund Amendment and Reauthorization Act (SARA).

ENERGY

L.(1) All Cooper Creek Center tenants, business, residents, etc., shall be notified in writing by the Developer* upon occupancy, that the following related practices are encouraged:

a. Use energy alternatives, such as solar energy, resource recovery, waste heat recovery, and co-generation, where economically feasible;

b. Obtain energy audits provided by energy companies or other qualified agencies;

c. Install water heater timers and set water heaters at 130 degrees Fahrenheit or lower;

d. Use landscaping and building orientation to reduce heat gain, where feasible, for all Cooper Creek Center construction;

e. Promote energy conservation by employees, buyers, suppliers, and the public, as appropriate;

f. Reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours, as appropriate;

g. Institute and utilize recycling programs; and

h. Utilize energy efficient packaging or recyclable materials.

L.(2) The Developer* should designate an energy officer to establish energy policies, monitor energy use, and encourage conservation for project businesses. This information shall be included in the first annual report.

RECREATION AND OPEN SPACE

M.(1) All recreation and open space areas not dedicated to the County or other state agencies shall be maintained by the Developer*.

M.(2) A decrease in open space acreage shall require a substantial deviation determination conducted pursuant to Subsection 380.06(19), Florida Statutes.

PUBLIC SAFETY

N.(1) Sheriff and emergency medical services will be provided by Manatee County. The Developer* shall be responsible for contributing a pro-rata share of the cost of land acquisition, construction, and equipping of emergency service facilities for police and emergency medical services or any combination thereof. The Developer* may, with the concurrence of the County, satisfy this obligation in whole or in part by conveyance of land deemed suitable for the intended use by the County or payment of impact fees, as allowed by the Land Development Code, if applicable. An agreement shall be approved prior to the next Final Site Plan approval. Provided, however, no approval shall be delayed if the applicant submits an agreement, and it is withheld because of the County's inability or failure to determine needs or pro-rata share determination for a period exceeding 2 months after its submittal. In no event, shall the developer's payment or pro-rata share exceed impact fee amount.

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N.(2) The Cooper Creek Center development shall be designed and constructed to meet or exceed specifications of the State Fire Code - Rule 4A-3.012, FAC or be in compliance with Manatee County Comprehensive Plan and Land Development Code Requirements.

GENERAL CONDITIONS

O.(1) The Developer* shall be required to adhere to any and all commitments made in Section 6 incorporated herein, unless that commitment is superseded by a Development Order Condition in which case the Development Order Condition shall prevail.

O.(2) The Developer* shall submit annual DRI reports in accordance with Section 380.06(18), Florida Statutes, to Manatee County, the Tampa Bay Regional Planning Council, the State Land Planning Agency, and other agencies, as may be appropriate, on or before the 9th of January and each year thereafter until such time as all terms and conditions of this Development Order are satisfied. Six (6) copies of this report shall be submitted to the Director of Manatee County Planning Department or the Director's designee, who shall review the report for compliance with the terms and conditions of this Development Order and who may submit an appropriate report to the County Commission should the Director decide that further orders and conditions are necessary. The Developer* shall be notified of any Board of County Commissioners hearing wherein such report is to be considered or reviewed; provided, however, that receipt and review of any such report by the Board of County Commissioners shall not be considered as a substitute, waiver, or change of any conditions, or any terms or conditions of this Development Order. The annual report shall contain the following:

a. Any changes in the plan of development, or in the representation contained in the ADA*, or in the phasing for the reporting year and for the next year;

b. A summary comparison of development activity proposed and actually conducted for the year;

c. Undeveloped tracts of land, other than individual single-family lots, that have been sold to a separate entity or Developer*;

d. Identification and intended use of lands purchased, leased, or optioned by the Developer* adjacent to this DRI site since the amended Development Order was issued;

e. An assessment of the Developer*'s and the local government's compliance with the conditions of approval contained in the DRI development order and the commitments that are contained in the Application for Development Approval* and which have been identified by the County, the TBRPC, or the Department of Community Affairs as being significant;

f. Any known incremental DRI Applications for Development Approval* or requests for a substantial deviation determination that were filed in the reporting year and to be filed during the next year;

g. An indication of a change, if any, in local government jurisdiction for any portion of the development since the development order was issued;

h. A list of significant local, state, and federal permits which have been obtained or which are pending by agency, type of permit, permit number, and purpose of each;

CORRECTIVE DOCUMENT

i. A statement that all persons have been sent copies of the annual report in conformance with Subsections 380.06(15) and (18), Florida Statutes; and

j. A copy of any recorded notice of the adoption of a development order or the subsequent modification of an adopted development order that was recorded by the Developer* pursuant to Subsection 380.06(15)(f), Florida Statutes.

k. Reports or information pursuant to stipulations D(2), D(3), D(6), F(1), H(1),and L.(2) .

O.(3) Any changes in the Development from the parameters set forth in the Application* and this Development Order shall be governed by Subsection 380.06(19), Florida Statutes.

O.(4) The Manatee County Planning Director or the Director's authorized designee shall be responsible for monitoring the Development and ensuring its compliance with this Development Order. The data necessary for monitoring the Development shall be generated by building permits, certificates of occupancy, approval of plats and offering statements, the Annual Report, and on-site observations. The enforcement of the Terms and conditions of this Development Order shall be through such means as are authorized by Chapter 380, Florida Statutes, and through the Manatee County Land Development Code.

O.(5) The Developer* has elected, pursuant to Section 380.06(5)(c), Florida Statutes, to be bound by the rules adopted pursuant to Chapters 403 and 373, Florida Statutes, in effect at the time the Development Order was issued on September 30, 1997. Accordingly, to the extent the provisions of Section 380.06(5)(c), Florida Statutes, affect the determination as to which rules are applicable to the Development, said election shall apply, notwithstanding any provision in this Development Order to the contrary.

O.(6) This Development Order shall expire December 30, 2014. Buildout shall be completed by December 30, 2013. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

O.(7) This Ordinance shall constitute a Development Order issued in accordance with Chapter 380, Florida Statutes.

O.(8) In the event of a Development Order appeal or other legal challenge of the Development Order by the DCA or TBRPC, the Developer shall pay all costs and fees of County Staff and attorneys the County is required to expend related to said appeal or legal challenge at the rate of the processing fee for the Development Order under the current Planning fee schedules. Payment of all billings by the Developer related to such fees and costs shall be made within 45 days of the submittal of an invoice. Payment to County staff and County attorneys shall be at the rate of the processing fee for the Development Order under the current Planning fee schedule, and payment shall be remitted within forty-five days of submittal of an invoice.

SECTION 6. DEVELOPER* COMMITMENTS

Developer* commitments set forth in the attached "Exhibit F" shall be honored by the Developer*, except as they may be superseded by specific terms of this Development Order.

CORRECTIVE DOCUMENT

SECTION 7. LEGAL DESCRIPTION

Development of Cooper Creek Center shall be restricted to the 604.68 acre tract of land described by the legal description included as "Exhibit A" attached to and made a part of this Development Order.

SECTION 8. COMMENCEMENT OF DEVELOPMENT

Physical development of the project not previously permitted shall commence within three (3) years of approval of this Development Order unless the time period for commencement is extended by the Board of County Commissioners; however, no Development Approval* shall occur until the expiration of the appropriate appeal for this Development Order. If any five year period shall expire without significant development activity on the site, the Board of County Commissioners may conduct a public hearing in accordance with the Land Development Code and may, at its option, based on testimony presented at that hearing, rescind or suspend or take other appropriate action on any and all approvals granted herein except where the failure to carry out development is attributable to factors beyond the control of the Developer* (such as the unavailability of permits because of inadequate public facilities, or for any other similar reason). For the purpose of this provision, "significant development" shall be the actual construction of Vertical Development* as part of an ongoing effort to prepare improved land or buildings for sale, lease, or use. Physical development has been initiated.

SECTION 9. RESTRICTIONS ON DOWN-ZONING

Prior to December 30, 2011, the County may not down-zone or reduce the intensity or unit density permitted by this order, unless the County can demonstrate that:

A. Substantial changes in the conditions underlying the approval of the order have occurred; or

B. The order was based upon substantially inaccurate information provided by the Developer*; or

C. The change is clearly established by the County to be essential for the public health, safety, or welfare.

Any down-zoning or reduction in intensity shall be affected only through the usual and customary procedures required by statute or ordinance for change in local land development regulations.

For the purposes of this order, the term "down-zone" shall refer only to changes in zoning, land use, or development regulations that decrease the development rights approved by this order, and nothing in this paragraph shall be construed to prohibit legally enacted changes in zoning regulations which do not decrease the development rights granted to the Developer* by this order. The inclusion of this section is not to be construed as evidencing any present or foreseeable intent on the part of the County to down-zone or alter the density of the development, but is included herein to comply with Paragraph 380.06(15)(c)3, Florida Statutes.

SECTION 10. BINDING ORDER UPON DEVELOPER*

This order shall be binding upon the Developer* and Owners*.

CORRECTIVE DOCUMENT

SECTION 11. COMPLIANCE WITH CODES, ORDINANCES

All development undertaken pursuant to this order shall be in accordance with all applicable local codes and ordinances in effect at the time of permitting, and other laws, except as specifically provided herein.

SECTION 12. RENDITION

The Planning Department is hereby directed to send certified copies of this Development Order within thirty (30) days of the Board of County Commissioners approval of this Development Order to the Developer*, the DCA, and the TBRPC.

SECTION 13. NOTICE OF RECORDING

The Developer* shall record a notice of adoption of this order as required pursuant to Chapter 380, Florida Statutes, and shall furnish the Planning Department a copy of the recorded notice.

SECTION 14. SEVERABILITY

It is the intent of this development order to comply with the requirements of all applicable law and constitutional requirements. If any provision or portion of this development order is declared by any court of competent jurisdiction to be void, unconstitutional, or unenforceable, then such provisions or portions shall be deemed null and void but all remaining provisions and portions of this development order shall remain in full force and effect.

SECTION 15. EFFECTIVE DATE

This Ordinance shall become effective upon filing of a certified copy with the Department of State and rendered to the parties specified in Section 380.07(2), Florida Statutes, which ever occurs later; provided, however, that the filing of a notice of Appeal pursuant to Section 380.07, Florida Statutes shall suspend development authorization granted by this Development Order, until the resolution of said appeal. However, this is not intended to suspend development previously authorized pursuant to Ordinance 05-54 during the pendency of any appeal.

SECTION 16. RECONCILE INTO ONE DOCUMENT

This Development Order represents a codification of the existing approval for the project integrating those changes proposed in this Substantial Deviation Determination and approved by the Board of County Commissioners into a single Development Order for administrative convenience and is not intended to provide a new point of entry for current conditions and requirements of this project that are not related to this Notice of Proposed Change.

SECTION 17. REPEAL OF PRIOR ORDINANCE

Ordinance No. 09-35 adopted by the Board of County Commissioners on May 19, 2009 is hereby repealed and of no further force or effect.

CORRECTIVE DOCUMENT

ADOPTED AND APPROVED with a quorum present and voting by the Board of County Commissioners of Manatee County, Florida this the 3rd day of February, 2011 and as amended on this 24th day of May, 2011 .

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

BY: _____
Carol Whitmore, Chairman

ATTEST: R.B. SHORE
Clerk of the Circuit Court

_____
Deputy Clerk

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO., FLA.

CORRECTIVE DOCUMENT

EXHIBITS A, B, F, G, AND H ARE ATTACHED

EXHIBIT C IS NOT ATTACHED BUT IS ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 99-40, APPROVED ON SEPTEMBER 7, 1999

EXHIBITS D AND I ARE NOT ATTACHED BUT ARE ON FILE AT THE CLERK'S OFFICE AS ATTACHMENTS TO THE PREVIOUSLY APPROVED ORDINANCE 97-23, APPROVED ON NOVEMBER 4, 1997.

CORRECTIVE DOCUMENT

"EXHIBIT A"

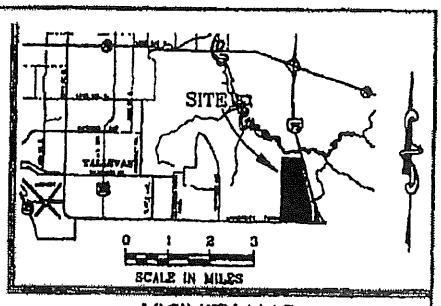
LEGAL DESCRIPTION COOPER CREEK CENTER

FROM THE S.W. CORNER OF SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, BEING ON THE NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD, RUN S 89°24'05" E (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLAN COORDINATE SYSTEM), ALONG THE SAID NORTH RIGHT OF WAY LINE, A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING; THENCE N 00°20'30" W, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 36, A DISTANCE OF 5343.35 FEET; THENCE N 02°45'45" E, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 26, TOWNSHIP 35 SOUTH, RANGE 18 EAST, A DISTANCE OF 2674.17 FEET TO THE NORTH LINE OF THE S.W. 1/4 OF SAID SECTION 25; THENCE S 89°10'54" E, ALONG SAID NORTH LINE, A DISTANCE OF 2335.77 FEET TO THE WESTERLY RIGHT OF WAY LINE OF S.R. 93 (I-75, SECTION 13075-2402); THENCE ALONG SAID WESTERLY RIGHT OF WAY LINE (AND INTERSECTION RIGHT OF WAY) THE FOLLOWING EIGHT COURSES: VIZ: S 13°40'31" E, A DISTANCE OF 6145.63 FEET; AND S 09°40'31" E, A DISTANCE OF 518.74 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 3180.04 FEET; AND SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 11°30'18", A DISTANCE OF 638.55 FEET; AND S 04°37'06" W, A DISTANCE OF 450.00 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 216.0 FEET; AND SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 83°40'21", A DISTANCE OF 315.44 FEET, TO THE P.T. OF SAID CURVE; AND S 88°17'27" W, A DISTANCE OF 628.42 FEET; AND N 89°25'07" W, A DISTANCE OF 298.24 FEET ; AND S 00°34'53" W, A DISTANCE OF 2.00 FEET, TO THE ABOVE DESCRIBED NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD; THENCE ALONG SAID NORTH RIGHT OF WAY LINE THE FOLLOWING EIGHT COURSES: VIZ: N 89°25'07" W, A DISTANCE OF 440.34 FEET; AND N 89°24'06" W, A DISTANCE OF 7.33 FEET, TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 5865.58 FEET; AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 828.89 FEET, TO THE P.T. OF SAID CURVE; AND S 82°30'06" W, A DISTANCE OF 549.31 FEET; AND S 00°35'54" W, A DISTANCE OF 33.33 FEET; AND S 82°30'06" W, A DISTANCE OF 12.41 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 5626.58 FEET, AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 795.11 FEET, TO THE P.T. OF SAID CURVE; AND N 89°24'05" W, A DISTANCE OF 220.21 FEET TO THE POINT OF BEGINNING. LYING AND BEING IN SECTIONS 25 & 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

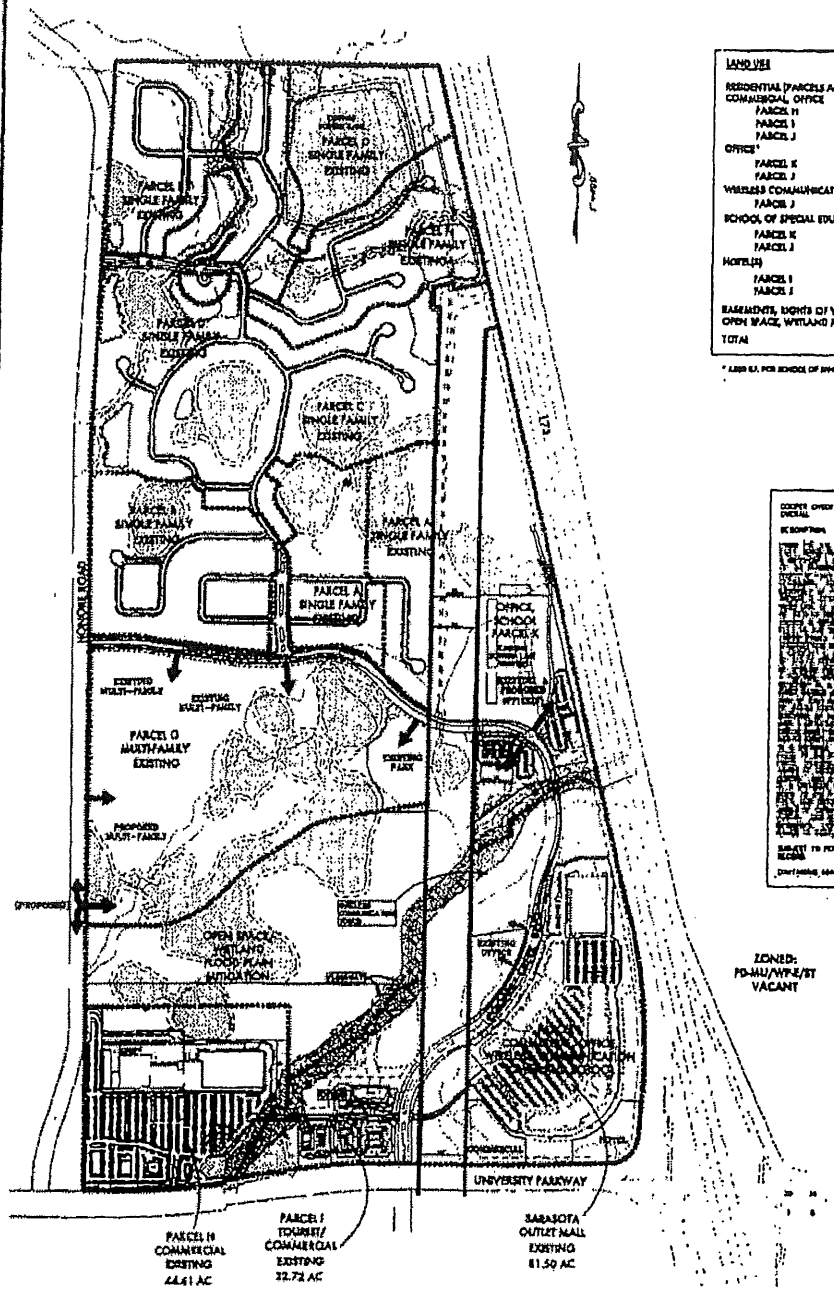
SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY, AND RESTRICTIONS OF RECORD.

CONTAINING 604.68 ACRES, MORE OR LESS.

CORRECTIVE DOCUMENT



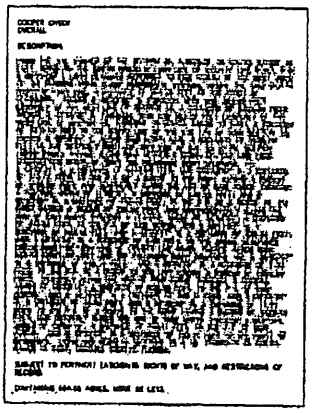
VICINITY MAP



LAND USE SUMMARY

LAND USE	UNITS/SF	ACRES
RESIDENTIAL (PARCELS A-O)	767 UNITS	340.2±
COMMERCIAL, OFFICE	774,000 SF	202.3±
PARCEL H		
PARCEL I		
PARCEL J		
OFFICE*	140,000 SF	30±
PARCEL K		
PARCEL J		
WIRELESS COMMUNICATION TOWER		1.0±
PARCEL J		
SCHOOL OF SPECIAL EDUCATION	20,000 SF	
PARCEL K		
PARCEL J		
HOTEL(S)	350 ROOMS	6.0±
PARCEL I		
PARCEL J		
EASEMENTS, RIGHTS OF WAY, WETLANDS, OPEN SPACE, WETLAND MITIGATION		134.9±
TOTAL		604.6±

* LESS S.F. FOR SCHOOL OF SPECIAL EDUCATION IS INCLUDED



ZONED:
PD-MU/WP-E/ST
VACANT

LEGEND

MAP H - REVISED 09/21/2010
FOR
COOPER CREEK/BENDERSON
LOCATED IN
SECTION 33 & 34, TOWNSHIP 35 SOUTH, RANGE 18 EAST
MANATEE COUNTY, FLORIDA

ZNS|ENGINEERING
ENGINEERS | PLANNERS | SURVEYORS
LANDSCAPE ARCHITECTS | ENVIRONMENTAL CONSULTANTS

Exhibit "B"

Corrective Document

"EXHIBIT F"

DEVELOPER COMMITMENTS

1. The home sites shall be clustered around the sites/ natural features. (ADA Pg 12-1)

2. Infrastructure including water, sewer and electricity, along with roadway paving, shall be in place prior to certificate of occupancy. (ADA, Pg 32-2)

3. There shall be a minimum of three percent of the original coniferous remaining after development. (Pg 12-4, S.R.)

4. Standard fugitive particulate abatement procedures shall be used to control dust prior to construction of the various phases of Cooper Creek Center. (Pg. 13-5, S.R.)

5. Manatee County Air Pollution Rules take effect at the time of construction approval and shall apply throughout the balance of construction of Cooper Creek Center. (Pg. 13-5, S.R.)

6. Temporary erosion control measures shall be employed during project construction to minimize wind and water erosion. Temporary measures may include hay bales, silt screens, grassing, mulching, floating or staked silt barriers, sandbagging, or other appropriate methods described in the FDOT Standard Specifications for Road and Bridge Construction. Dust control measures such as watering, or the use of calcium chloride shall be employed as needed. (ADA, 14-2; SRII, pg A1-10)

7. Flood elevations shall generally not be altered by the development; however, the acreages within the flood hazard zones will shall change due to dredge and fill activities which shall occur as part of the construction of the stormwater management system and site grading plan. (Pg. 17-1, S.R.)

8. The 25-year flood elevations of Cooper Creek shall be shifted approximately 0.5 feet higher within the project by the construction of a new bridge across Cooper Creek and encroachment down to the 10-year floodplain of Cooper Creek. (Pg. 17-1, S.R.)

9. The 100-year flood elevation shall not be increased off-site due to the additional flow capacity provided by the new auxiliary floodway to be constructed in the uplands along the northwest side of Cooper Creek. (Pg. 17-1, S.R.)

10. There shall be no significant net change in surface and groundwater at buildout. The stormwater treatment ponds shall be instrumental in replenishing the groundwater storage. (SR, pg. C1-8)

11. Clearing of existing vegetation shall be selective, emphasizing conservation of valuable existing plant materials and wetlands. (ADA, pg 12-5)

12. The applicant agrees to cooperate with the Division of Archives and Manatee County in deciding the ultimate disposition of any archaeological or historical resources found during construction. (Pg. 19-1, S.R.)

13. The project shall comply with the requirement of Chapter 62.4, 62.25, 40D-4, 41D-40, and 40D-400, FAC, concerning water quality of stormwater discharge. (SRIII, pg. 6)

14. The wastewater collection system outside the public rights-of-way shall be maintained by the owner of the property. (Pg. 21-1, S.R.)

15. Water users in the industrial park shall have individual meters in order to encourage water conservation. (Pg. 21-2, S.R.)

16. The detention areas of the proposed drainage system shall be designed to contain the runoff from a 25-year, 24-hour storm event for post-development conditions. (ADA, Pg. 22-1)

17. The project design shall consider various methods of energy efficiency and incorporate energy-conserving materials, lighting and equipment. (ADA, 25-3)

18. The proposed facilities and open space shall be owned, operated, and maintained by the Developer, its successors and assigns. (SRIV, pg. 17)

19. Permanent erosion control features, such as permanent landscaping, shall be incorporated into the project at the earliest practical time. (ADA, Pg. 14-2)

20. When practical, conveyance within the drainage system shall incorporate isolated Wetland systems and shallow grassy swales to provide for additional treatment assimilation of nutrients, and additional percolation and evaporation; and utilize shallow grassy swales for conveyance. (ADA, 15-10)

21. Alterations to the floodplain and floodway of Cooper Creek shall allow portions of the floodplain and floodway to be utilized for development or stormwater management without reducing the conveyance of Cooper Creek or causing an increase in the 100-year flood stage. (Pg. 17-6, ADA)

22. A new crossing between powerline bridge and I-75 bridge may be constructed having a flow cross section at stage 18.0 feet msl at least equal to the existing box culvert crossing under University parkway. This crossing shall be either a bridge or a triple box culvert with the center barrel 2.0 feet lower than the outer barrels to provide for passage of animals along the Cooper Creek corridor. (Pg. 22-14, ADA)

23. Natural trail or other passive recreational elements may be constructed in Subbasin A outside the banks of the creek but within the floodway. These elements shall be design not to reduce the conveyance of Cooper Creek and its floodway. (Pg. 22-14, ADA)

24. The fire flow required shall be based upon the proposed type of construction at the current recommendation of the National Board of Fire Underwriters at the time of construction. (Pg. 23-4, ADA

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25. The developer shall satisfy county and SWFWMD regulations regarding encroachments on the floodplain of Cooper Creek. (PBS&J/TBRPC meeting June 25, 1985)

26. No upland development is planned within the 25-year floodplain of the Braden River, Subbasins D, E, F and G. (Pg. 17-8, S.R.)

27. Four wildlife corridor areas located along the tributaries within the project shall be protected from any future development other than recreation and stormwater retention, through the use of easements and restrictive covenants. (P. 18-1, S.R. and Pg. 18-5, ADA)

CORRECTIVE DOCUMENT

Exhibit G

Tampa Bay Regional Planning Council

Chair	Vice-Chair	Secretary/Treasurer	Executive Director
Commissioner Bill Dodson	Commissioner Jack Mariano	Jill Collins	Manny Pumariega

April 24, 2009

Mr. Tom McCollum
ZNS Engineering, LLC
Post Office Box 9448
Bradenton, FL 34206

Subject: ***DRI #103 - Cooper Creek, Notice of Proposed Change, Manatee County***

Dear Mr. McCollum:

The staff of the Tampa Bay Regional Planning Council has completed our review of the above-referenced NOPC application submitted in accordance with Section 380.06(19), F.S. Enclosed you will find the draft *NOPC Report* regarding your proposal. Please note that this Report will appear on the Consent Agenda for the May 11, 2009 Council meeting.

Comments received from the Florida Department of Transportation (FDOT) are attached. No additional agency comments have been received. I have taken the liberty of forwarding Mr. Robert Agrusa's April 20, 2009 e-mail, containing the revised trip estimates associated with each of the project uses being traded, to Mr. Crawley on April 23, 2009.

If you should have any questions about the Report, please do not hesitate to contact me at extension 29.

Sincerely,

John M. Meyer
DRI Coordinator

cc: Mr. Tim Kluver, Benderson Dev't Company
Mr. John Osborne, Manatee County
Mr. Bob Crawley, FDOT District 1
Mr. Mike Maholtz, Sarasota-Manatee MPO
Mr. Bernard Piawah, FDCA

Corrective Document

4000 Gateway Centre Boulevard, Suite 100 • Pinellas Park, FL 33782
Phone: 727-570-5151 • Fax: 727-570-5118 • State Number: 513-5066 • www.tbrpc.org

Tampa Bay Regional Planning Council

NOPC

Notice of Proposed Change Report

4000 Gateway Centre Boulevard, Suite 100, Pinellas Park, FL 33782
Phone (727) 570-5151 / FAX (727) 570-5118
www.tbrpc.org

Corrective Document

DRI #103 - COOPER CREEK
MANATEE COUNTY

On March 27, 2009 (dated March 24, 2009), the Applicant submitted a Notice of Proposed Change application requesting modifications to the Development Order. Supplemental transportation and utility impact analyses were received on April 17, 2009. Other than e-mails dated April 17 & 20, 2009 (recognized below) providing proposal clarification, no further information was requested or received. The following provides a summary of project entitlements and history, a description of the proposal, and the Council's recommendation.

PROJECT DESCRIPTION

On January 9, 1986, Manatee County granted a Development Order (Resolution R-85-236) to the Wilbur Boyd Corporation for the above-referenced DRI, a 605-acre, mixed-use development located northwest of the University Parkway and I-75 intersection in Manatee County.

The Development Order has been amended a total of nine times, the latest occurring on December 1, 2005 (Ordinance No. 05-54). The amendments have cumulatively:

- consolidated the formerly approved two phase project into a single phase;
- extended each of the former two approved phases and the Development Order expiration date to December 30, 2009. The Development Order has been extended by a period of 13 years and 351 days;
- authorized any combination of approved land uses if the p.m. peak hour external vehicle trips anticipated are less than 2,832 trips;
- modified the trade-off mechanism and significantly modified the plan of development;
- modified list of transportation improvements including two "safety" improvements;
- recognized new owners/Master Developers;
- allowed potential conversion of commercial (Parcel J) OR professional office (Parcel K) to vocational/technical school (maximum of 6,000 sq. ft.); and
- authorized commercial or office development within Parcel J.

The following represents the current plan of development:

RESIDENTIAL (Units)	COMMERCIAL (Gross Sq. Ft.)	OFFICE (Gross Sq. Ft.)	MOTEL (Rooms)
880	745,000*	140,000	250

* - The Development Order identifies 886,000 gross sq. ft. of commercial development. This amount was reduced by 141,000 sq. ft. (in the above Table) to account for a "double counting" experienced by the addition of the anticipated square footage of Motel development.

PROPOSED CHANGES UNDER THIS NOPC

The applicant has requested the following modifications to the Development Order:

- exchange 113 residential units (various residential parcels) for 20,000 sq. ft. Vo-Tech/School space (Parcel K) and increase Commercial by 29,000 sq. ft. (in Parcels H, I and/or J);
- additional Honore Avenue access point; and
- corresponding changes to the Master Development Plan and corresponding Land Use Table.

CONSISTENCY WITH SUBSECTION 380.06(19), FLORIDA STATUTES

Subsections 380.06(19)(e)2.d. and 380.06(19)(e)3., F.S. identify the provisions applicable to this proposal. These citations respectively read as follows:

> *"changes in the configuration of internal roads that do not affect external access points"* are not substantial deviation. However, by contrast, the addition of access point(s) would be presumed to create a Substantial Deviation.

> *"Except for the change authorized by subsubparagraph 2.f., any addition of land not previously reviewed or any change not specified in paragraph (b) or paragraph (c) shall be presumed to create a substantial deviation. This presumption may be rebutted by clear and convincing evidence."* [underlined to express emphasis]

DISCUSSION

The following statements serve as representations made by, or on behalf of, the applicant or are statements or recommendations made by Tampa Bay Regional Planning Council staff. These references/recommendations were relied upon by the Tampa Bay Regional Planning Council to determine that no further information would be required in conjunction with the current proposal:

1. The Developer has provided a utility impact analysis to project that conversion of 113 single-family residential units to 20,000 sq. ft. of Vo-Tech/School and 29,000 sq. ft. of additional Retail space would result in reductions of potable water demand by 13,755 gallons per day (gpd), wastewater generation by 15,135 gpd and solid waste generation by more than 2,406 cubic yards per day. (Transmitted via April 17, 2009 E-Mail)

2. The Developer has provided a trip generation comparative analysis which projects that the proposed conversion will result in an additional 21 ***Gross P.M. Peak Hour Trips*** based on trip generation rates identified in the latest edition of the Institute for Transportation Engineers Manual. The Manual further defines ***Net New External P.M. Peak Hour Trips*** as Gross Trips less "Pass-By Capture" and/or "Internal Capture" trips, as may be applicable. For the purpose of the proposed conversion, as appropriate, no Pass-By or Internal Capture trips were assumed for the existing Residential or proposed Vo-Tech/School uses. However, the Manual projected a conservative estimate of 36 Pass-By Capture trips during the P.M. Peak Hour associated with the proposed 29,000 sq. ft. Retail expansion. Subtracting these trips from the Gross P.M. Peak Hour comparison would actually yield 15 fewer trips following the proposed conversion. (Transmitted via April 20, 2009 E-Mail)

3. The requested (additional) Honore Road access road will provide entry to a 74-unit multi-family residential parcel previously approved by Manatee County and already under construction.

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4. If approved, the revised plan of development is as follows:

RESIDENTIAL (Units)	COMMERCIAL (Gross Sq. Ft.)	OFFICE (Gross Sq. Ft.)	VO-TECH/ SCHOOL (Gross Sq. Ft.)	MOTEL (Rooms)
767	774,000*	140,000	20,000	250

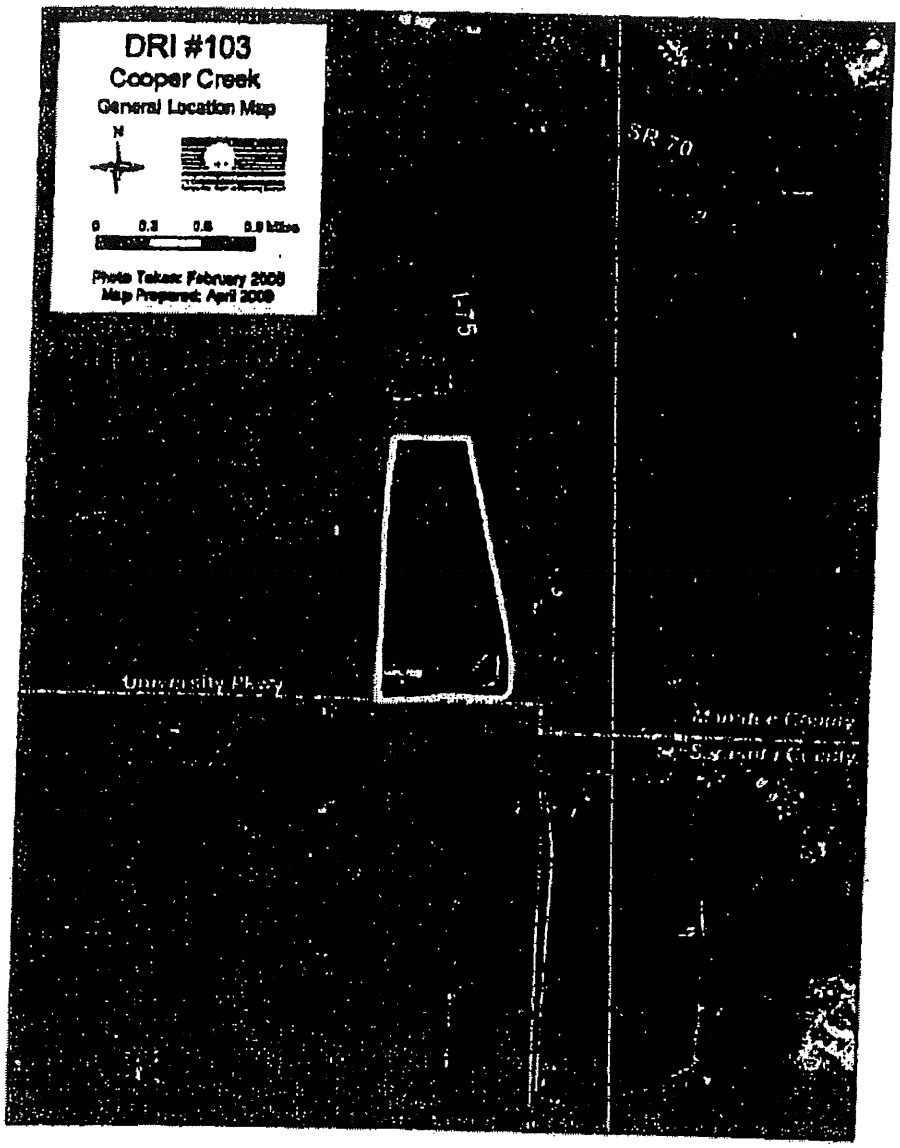
*- The Development Order will identify 915,000 gross sq. ft. of commercial development. This amount was reduced by 141,000 sq. ft. (in the above Table) to account for a "double counting" experienced by the addition of the anticipated square footage of Motel development.

RECOMMENDED ACTION

Indicate to Manatee County and the Florida Department of Community Affairs that the proposal is presumed to create a Substantial Deviation, as defined above. However, it is the opinion of this agency that no unmitigated regional impacts would result from the requested modifications.

Corrective Document

EXHIBIT 1



Corrective Document

"EXHIBIT H"

SURFACE AND GROUND WATER MONITORING PLANS
COOPER CREEK CENTER
DEVELOPMENT OF REGIONAL IMPACT

This exhibit details the Surface and Ground Water Monitoring Plans required under Sections D.(2) and D.(3) of the Cooper Creek Center Development Order. The Developer* shall develop a monitoring plan addressing the criteria listed below within six months of approval of this Development Order.

a. All points of measurable surface water discharge from the property boundaries, within the Braden River Watershed, shall be monitored on a semiannual basis (wet and dry season). At each station, during each sampling event, three grab samples shall be collected, composited, and transported to an FDEP approved laboratory for chemical analysis. In addition, in-situ field parameters should be measured from the composite sample using appropriately calibrated field meters. The three grab samples encompassing the composition sample shall be collected at least twenty minutes apart.

b. Parametric coverage of the monitoring plan should include the following:

- specific conductance (field)
- temperature (field)
- dissolved oxygen (field)
- pH (field)
- flow rates (field)
- chlorides
- sulfates
- fluoride
- total dissolved solids
- total suspended solids
- ammonia
- nitrate
- nitrite
- total Kjeldahl nitrogen
- total nitrogen
- orthophosphate
- total phosphorous
- copper
- lead
- zinc
- mercury
- nickel
- arsenic
- cadmium
- chromium
- silver
- total coliform
- fecal coliform
- BOD-5
- primary organics (pesticides and herbicides)

CORRECTIVE DOCUMENT

c. Sampling events should be performed following storm events of sufficient intensity to create runoff. All points of measurable surface water inflow and discharge from the site should be sampled following a ½ inch or greater storm event using methodology approved by the U. S. Environmental Protection Agency for stormwater sampling associated with the NPDES permitting process. Storm event sampling should be performed twice annually, during wet (June-September) and dry (October-May) seasons, respectively.

d. The Developer* shall place a staff gauge in the Cedar Creek tributary and all other applicable sampling stations, for the purpose of obtaining volumetric flow measurements.

e. The results of the monitoring program, and any modifications to the program, shall be subject to reviewed by the County, City of Bradenton, and any other agency requesting review privileges, and for approval by Manatee County and the PLANNING DEPARTMENT.

f. All monitoring reports shall be submitted to TBRPC with each annual report and to Manatee County, the City of Bradenton, and any other agency requesting a copy.

Any modifications to the above listed criteria shall be subject to review by the Manatee County Planning Department, the City of Bradenton, and any other agency requesting review privileges, and shall be approved by the Manatee County Board of County Commissioners.

CORRECTIVE DOCUMENT

#103

MANATEE COUNTY
FLORIDA

March 18, 2011

Alicia H. Gayton, Attorney at Law
Benderson Development
8441 Cooper Creek Blvd
University Park, Florida 34201

Re: SB 1752 – Extension Request
Cooper Creek DRI #14
PDMU-96-01(G)(R6)/ORD-11-07

Dear Ms. Gayton:

You have applied for extensions of your development approvals under SB1752 relative to the Cooper Creek Development of Regional Impact (DRI). Manatee County has determined that if the deadlines were within the time period from September 1, 2008 and January 1, 2012 and if you make a proper application and meet the other requirements of the law, then the deadlines are extended for two years under the original SB 360 and an additional two years under SB 1752. As you have made an application and the development otherwise qualifies, your deadlines have been extended as follows, with the dates set forth below reflecting the original SB 360 extension and the SB 1752 additional extension:

- The buildout date currently expires on 12/31/2013. With the additional two year extension, the buildout date is extended to 12/31/2015.
- The expiration date currently expires on 12/30/2014. With the additional two year extension, the expiration date is extended to 12/30/2016. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

Please accept this letter as confirmation of the extension. We have made similar extensions for non-DRI developments and do not want the DRIs to be at any competitive disadvantage. At the next NOPC for your DRI, the Development Order and Zoning Ordinance will need to be updated to reflect these new dates. By copy of this letter to the Tampa Bay Regional Planning Agency, I ask them to note these changed dates by placing a copy of this letter in their files.

Sincerely,

John Osborne, AICP
Planning and Zoning Official

cc: Avera Wynn, TBRPC
John Meyer, TBRPC
Lisa Barrett, Manatee County Building and Development Services

#103

MANATEE COUNTY
FLORIDA

UPS Tracking Number: 1Z 3X8 785 22 1003 8426

March 8, 2011

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

Re: Development Order for Cooper Creek DRI – Ordinance 11-07

Dear Mr. Meyer:

Enclosed is a certified copy of Ordinance 11-07, the DRI Development Order for Development Order for Cooper Creek DRI, as adopted in open session by the Manatee County Board of County Commissioners on February 3, 2011, as required by Rule 9J-2.025(5), Florida Administrative Code.

A typographical error was discovered in the Ordinance today. The date of adoption states February 3, 2010 instead of February 3, 2011. A corrective document will be submitted to Board Records to be approved on the next Board of County Commissioners meeting correcting the incorrect date. A copy of that Ordinance will be sent to you directly after that is complete.

If I can be of further assistance, please contact me at (941)748-4501, extension 6878.

Sincerely,

Bobbi Roy
Planning Coordinator

/br
Enclosure

Building & Development Services Department
Mailing Address: P. O. Box 1000 Street Address: 1112 Manatee Avenue West, Bradenton, FL 34206-1000
WEB: *www.mymanatee.org* * PHONE: 941.748.4501 * FAX: 941.749.3071

LARRY BUSTLE * MICHAEL GALLEN * JOHN R. CHAPPIE * ROBIN DiSABATINO * DONNA HAYES * CAROL WHITMORE * JOE McCLASH
District 1 *District 2* *District 3* *District 4* *District 5* *District 6* *District 7*

FILED FOR RECORD
R. B. SHORE
2011 FEB 17 PM 3:16
CLERK OF CIRCUIT COURT
MANATEE CO FLORIDA

ORDINANCE 11-07

AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA REGARDING LAND DEVELOPMENT, RENDERING AN AMENDED AND RESTATED DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR COOPER CREEK CENTER (RESOLUTION 85-236, AS AMENDED BY RESOLUTIONS 86-323, 87-58, 90-39, 93-300, 95-135, AND ORDINANCES 97-23, 99-40, 02-31, AND 05-54), ALSO KNOWN AS TBRPC DRI #103; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on January 9, 1986, the Board of County Commissioners (BOCC) approved R-85-236, a Development Order* for the Cooper Creek Center DRI for a planned residential, commercial, office, and industrial development on approximately 604.68 acres; and

WHEREAS, on December 23, 1986, February 10, 1987, March 29, 1990, April 5, 1993, June 22, 1995, November 4, 1997, September 7, 1999, May 28, 2002, and December 1, 2005, The Board of County Commissioner approved Resolutions R-86-323, R-87-58, R-90-39, R-93-100, R-95-135, Ordinance 97-23, Ordinance 99-40, 02-31, and 05-54 respectively, approving amendments to the Development Order for Cooper Creek Center, which amendments were not found to be a substantial deviation to the originally approved Development Order; and

WHEREAS, County Line Road Associates, LTD. has been succeeded by Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, as the Developer of Cooper Creek Center; and

WHEREAS, said Cooper Creek Center is a MULTI-USE PROJECT, as defined in Section 380.0651(3)(i), Florida Statutes, on approximately 604.68 acres, located in south Manatee County, the legal description of which is attached as "Exhibit A"; and

WHEREAS, the buildout date for Cooper Creek Center expires on December 30,2013; and

WHEREAS, the current expiration date of the Development Order is December 30, 2014; and

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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

WHEREAS, the Developer has requested that further amendments to the Cooper Creek Center Development Order, as previously amended ("prior DO") be approved to provide for and approve the following changes to the project:

1. Amend Condition A.(4) to include schools as a permitted trade-off use in the DRI.

2. Exchange 113 residential units (various residential parcels) for 20,000 square feet, Vo-Tech/School space (Parcel K) and increase Commercial by 29,000 square feet (Parcels H, I, and/or J),

3. Add an additional Honore Avenue access point, and

4. Extend Buildout date to expire on December 30, 2013.

5. Extend expiration date of the Development Order to December 30, 2014.

6 Show corresponding changes to the Master Development Plan and corresponding Land Use Table.

7. Amend the Development Order to update terminology and departmental references; and other changes for internal consistency.

WHEREAS, while the development of Cooper Creek Center has commenced and is underway in accordance with the Prior DO*, this Development Order shall be, hence forth, considered the approved Cooper Creek Center Development of Regional Impact Development Order; and

WHEREAS, the above described changes in conjunction with all previous changes, do not constitute a Substantial Deviation to the Development Order, as amended, for Cooper Creek Center, pursuant to Chapter 380, Florida Statutes; and

WHEREAS, this Development Order shall be considered an amended Development Order; and

WHEREAS, all future development will shall comply with the requirements of the Comprehensive Plan (Ordinance 89-01, as amended) and Land Development Code (Ordinance 90-01, as amended), except where specifically approved by the BOCC in this Development Order.

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, has the statutory authority to consider and approve Notices of Proposed Changes (NOPC) for an amendment to an approved Development of Regional Impact; and

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

WHEREAS, the Planning Commission of Manatee County has reviewed the NOPC and has filed a recommendation on said NOPC with the Board of County Commissioners; and

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

WHEREAS, the Board of County Commissioners of Manatee County on February 3, 2011 held a duly noticed public hearings on said NOPC and has solicited, received and considered all testimony, reports, comments, evidence, and recommendations from interested citizens, County and City agencies, and the applicant, as well as the review and report of the Manatee County Planning Department;

WHEREAS, said Board of County Commissioners has considered all of the foregoing in the adoption of this Ordinance.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 3rd DAY OF FEBRUARY, 2011 AS FOLLOWS:

SECTION 1. AMENDMENT AND RESTATEMENT OF DEVELOPMENT ORDER FOR DRI #14, ORDINANCE 05-54.

Ordinance 05-54 is hereby amended and restated in its entirety below. This Ordinance shall constitute the amended and restated Development Order for the Cooper Creek Development of Regional Impact. All prior Development Orders shall be superceded by this Ordinance. Provided this amendment shall not be construed to terminate the rights of the Developer, if any, granted under Section 163.3167(8), Florida Statutes, to the extent such rights have been previously granted and are not specifically herein or otherwise modified or amended.

SECTION 2. FINDINGS OF FACT

The Board of County Commissioners of Manatee County, after considering the testimony, evidence, documentation, application for amendment of the Zoning Ordinance, NOPC for an amended Development Order*, the recommendation and findings of the Planning Commission of Manatee County, as well as all other matters presented to said Board at the public hearing hereinafter referenced, hereby makes the following findings of fact:

A. All recitals preceding Section 1 of this Ordinance are adopted as findings of fact.

B. The real property involved in this development and owned by Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, is located in Manatee County, Florida, and is described on "Exhibit A" attached hereto and made a part hereof.

C. The Developer* has received County approvals for and has completed certain development consistent with the prior DO.

D. Development of the Cooper Creek Center site to date has proceeded in accordance and in compliance with the prior Development Order, as amended, and the Land Development Regulations of Manatee County. Specifically the Board also finds that:

1. The Developer has submitted the information requested in the County environmental consultant's Summary Report dated September, 1985.

2. The Developer has instituted and conducted the required water quality monitoring program.

3. The Developer has submitted a Master Drainage Plan which has been approved by Manatee County and TBRPC.

4. The County and Developer have entered into a Fee Agreement dated February 10, 1987 regarding the advance payment of Transportation Component Impact Fees, with which the Developer is in full compliance and which shall remain in full force and effect, and is attached hereto and make a part hereof by reference as "Exhibit D". The Developer* has obtained all impact fee credits due under this agreement.

5. The required improvements set forth in Exhibit C of R-86-323 have been constructed (Construct a second northbound to westbound left turn lane on Interstate 75 exit ramp to University Parkway).

6. The required transportation improvements set forth in Section 4, Development Conditions B(6) a., b., c., and d. of this Development Order, have been constructed by the Developer and accepted by Manatee County.

E. An application has been submitted to Manatee County and is being processed concurrently with this NOPC to revise the General Development Plan for the 604.68 acre project.

F. A notice of Public Hearing in these proceedings was duly published in The Herald and Herald Tribune, newspapers of general circulation in Manatee County, Florida, pursuant to Section 380.06(11), Florida Statutes, and Section 502.5, Manatee County Land Development Code, and proof of such publication has been duly filed in these proceedings.

G. The Board of County Commissioners of said County has received and considered the recommendation of the Manatee County Planning Commission concerning this NOPC to a Development Order pursuant to Section 380.06, Florida Statutes.

H. The Board of County Commissioners held a public hearing on May 19, 2009 regarding the said NOPC described herein, in accordance with the requirements of The Manatee County Land Development Code (Ordinance 90-01, as amended) and the 2020 Manatee County Comprehensive Plan (Ordinance 89-01, as amended) and has further considered the testimony, comments, and information received at the Public Hearing.

I. Manatee County has adopted the Manatee County Comprehensive Plan which is in compliance with applicable state laws.

J. The Comprehensive Plan requires Certificates of Level of Service be issued for Water, Wastewater, Solid Waste, Parks and Recreation, Transit, Transportation, and Drainage in compliance with state requirements.

K. This Development Order is issued based on information provided by the Developer* in the ADA*, as amended, and information provided in the sufficiency responses, NOPC's, and ensures compliance with the Manatee County Comprehensive Plan. Subject to the Development Order conditions listed in Section 4, the County has determined that, with the required transportation improvements listed in Conditions B. (2) and (7) of this Development Order, adequate Levels of Service exist until December 30, 2010 for this project in each of these areas referenced in subsection 1.J above, except potable water which will shall be addressed in accordance with the requirements of the Comprehensive Plan.

L. The build-out date is approved for December 30, 2013.

M. The proposed Development of Regional Impact regarding the property described in Section 6 herein is found to be consistent with the requirements of the previously adopted Development Orders and The Manatee County Comprehensive Plan.

N. The "Developer*" submitted to Manatee County, Florida an ADA* and NOPC, and sufficiency responses identified in Section 1 which are incorporated herein by reference.

O. This amended Development Order is consistent with all prior Manatee County Development Approvals* granted pursuant thereto.

P. The real property which is the subject of this Application* is legally described as set forth in "Exhibit A" of this Development Order.

Q. The proposed development is not in an Area of Critical State Concern, as designated pursuant to Section 380.05, Florida Statutes.

R. The authorized agent for the Developer* is William A. Ockunzzi, 2707 First Street, Suite 1, Indian Rocks Beach, Florida 33785.

S. The Owners* of the property are Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and the Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest.

T. A comprehensive review of the impact generated by the development has been conducted by the departments of Manatee County, the Planning Commission, Tampa Bay Regional Planning Council (TBRPC), and the Florida Department of Community Affairs in conjunction with the original Development Order, as amended, and all notices of proposed change.

U. The Developer will be issued a Level of Service Certificate which will expire on December 30, 2012.

V. The Developer has prepared and submitted and the County has approved Construction Drawings and issued construction permits for the transportation improvements listed in Transportation Condition B.(7).

W. The Board of County Commissioners finds that the changes as proposed do not constitute a substantial deviation.

SECTION 3. CONCLUSIONS OF LAW

A. Based upon the previous findings of fact and the following conditions of Development Approval*, the Board of County Commissioners of Manatee County concluded that:

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

2. The Development remains consistent with the report and recommendations of Tampa Bay Regional Planning Council issued on July 8, 1985, regarding DRI #103, and on May, 11, 2009 regarding this NOPC.

3. This Development remains consistent with the State Comprehensive Plan.

4. This Development remains consistent with the Manatee County Comprehensive Plan and Land Development Code.

B. That these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in these proceedings, the Developer* is authorized to conduct development as described herein, subject to the conditions, restrictions, and limitations set forth below.

C. That the review by the County, the TBRPC, and other participating agencies and interested citizens reveals that impacts of the development are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Development Order and the ADA*. To the extent that the ADA* is inconsistent with the terms and conditions of this Order, the terms and conditions of this Order shall prevail. A summary of the development covered by this development order is included as Table 1.

D. Pursuant to Section 380.06(19), Florida Statutes, the changes proposed pursuant to the NOPC submitted on March 27, 2009 and approved with conditions pursuant to Ordinance 11-07 are presumed to be a substantial deviation however have been rebutted and determined to not constitute a Substantial Deviation requiring further Development of Regional Impact Review.

SECTION 4. DEFINITIONS

The definitions contained in Chapter 380, Florida Statutes and in the Manatee County Land Development Code and Comprehensive Plan shall apply to this Development Order in addition to those listed herein. The following capitalized terms used herein shall have the following meanings:

A. "Acceptable Level of Service*" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in the Land Development Code. Level of Service "D" shall be measured on a peak hour basis as determined by the most recent Highway Capacity Manual, TRB Special Report 209 or the most current manual and computer software version in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour Level of Service "D" capacity, or if actual data is available to determine the "K" factor (please refer to the Florida Department of Transportation Planning and Statistics Department), then on the basis of the "K" factor. Acceptable Level of Service for links and intersections in Sarasota County, Florida, shall mean Level of Service "C" on an average daily basis ("D" on a peak hour basis), which shall be measured as provided in this paragraph. Where a link or intersection in Sarasota County is operating at Level of Service "D" on an average daily basis ("E" on a peak hour basis) on the effective date of this Ordinance, then the Acceptable Level of Service in Sarasota County for that link or intersection shall mean Level of Service "D" on an average daily basis ("E" on a peak hour basis).

B. "Application*" and "Application for Development Approval*" or "ADA" shall mean Cooper Creek Center's Development of Regional Impact Application for Development Approval*, and the NOPC submitted on July 26, 1996, and revised on March 31, 1997 and August 19, 1997, the NOPC, submitted on January 27, 1999, the NOPC submitted on January 9, 2002, the NOPC submitted on May 17, 2005, and the NOPC submitted on March 26, 2009 (included as "Exhibit G").C. "Best Management Practices*" shall mean the practices which are technologically and economically feasible in abating pollution generated by point and non-point sources, to a level compatible with water quality and quantity objectives of the Land Development Code (BMP list of approved practices by Board resolution for Special Overlay Districts-Evers Reservoir and Lake Manatee Watershed Areas).

D. "Conceptual Master Plan*" shall mean a graphic depiction of the development shown on Revised "Map H", last revised on July 27 2005, for the Cooper Creek Center, and attached hereto as "Exhibit B".

E. "Conservation Area*" shall mean areas as defined by TBRPC and shown on revised "Exhibit C", last revised on July 28, 1999.

F. "County Transportation Authority*" shall be defined as the Planning Department in cooperation with Manatee County's Transportation Department, or whatever County entity is responsible for roadway approvals.

G. "Developer*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest.

H. "Development Approval*" shall mean any approval for development granted through the Preliminary and Final Site Plan*, Preliminary and Final Subdivision Plat process, and construction drawing approval where site plans are not required, and all its conditions of approval.

I. "Development Order" shall mean the Ordinance Granting a Development Order for Cooper Creek Center, Ordinance 09-35.

J. "Fee Agreement*" shall mean the Transportation Component Impact Fee agreement by and between the County and the developer's predecessors in interest which was adopted on February 10, 1987 and is attached hereto as "Exhibit D".

K. "Funding Commitments*" shall mean to assure the completion of any improvement required by this Development Order, or any combination of the following:

1. Binding commitments for the actual construction with a posting of a cash bond or irrevocable letter of credit in a form satisfactory to the County; or

2. Actual construction; or

3. The placement of the improvements in the capital improvements work plan of a responsible entity for construction during the fiscal year when the improvement is required as long as said improvement is within the first two years of the Manatee County Capital Improvement Plan or the first two years of the FDOT Work Plan at the time of Preliminary Site Plan approval of a subphase or phase; or

4. A local development agreement as defined by Florida Statutes or the Land Development Code. The funding commitment shall guarantee that the improvement will be in place when needed or concurrent with the expected impacts of the development, whichever is sooner.

L. "Horizontal Development*" shall mean and shall be deemed to include the construction of any and all improvements required to serve Vertical Development* (e.g., roadway, drainage, water, sewer, communication, utilities, etc).

M. "Master Development Plan*" shall be defined as Revised Map H, last revised on July 27 2005, incorporated as part of "Exhibit B" and made a part hereof. Development on Map H shall be limited to the total number of dwelling units and non-residential development on Table 1.

N. "Owner*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest as to the Cooper Creek Center DRI and all its stipulations.

O. "Post Development Wetland*" shall mean any Wetland* area, which upon completion of the subphase, that will be a jurisdictional Wetland* under the regulations of the Southwest Florida Water Management District or the Florida Department of Environmental Protection. This definition shall not apply to stormwater ponds or littoral shelves not required for mitigation.

P. "Preliminary Site Plan*" (PSP*) shall mean a Preliminary Master Development Plan* or a Preliminary Site Plan* for a Phase or Sub-Phase as defined in The Manatee County Land Development Code, (Ordinance 90-01, as amended), for a Phase or Sub-Phase.

Q. "Preservation Areas*" shall mean areas as defined by TBRPC and shown on revised "Exhibit C", last revised on July 28, 1999.

R. "Site Development Plan*" shall be defined as any preliminary plat, final plat, Preliminary Site Plan*, or final site plan to be submitted for consideration of approval pursuant to the LDC.

S. "Traffic Study*" shall mean a report presented by the Developer*, pursuant to the provisions of Section 380.06, F.S. and Rule 9J-2.045 F.A.C., using a methodology acceptable to the County Transportation Authority*, the Tampa Bay Regional Planning Council, the Florida Department of Community Affairs, and the Florida Department of Transportation. Such study will be designed to determine if the proposed development will reduce daily or peak hour Level of Service* on any of the roadway segments or intersections within the Transportation Impact Area*, to below an Acceptable Level of Service*. Any such Traffic Study* shall include traffic to be generated by the proposed Phase or Sub-Phase, existing traffic, and traffic anticipated from prior Development Approvals* cumulatively.

T. "Transportation Impact Area*" shall be defined as the roadway segments and intersections receiving transportation impacts where the cumulative traffic generated by a proposed PSP* in combination with prior approvals of this project will be five percent (5%) or more of the Acceptable Level of Service*. This area will be determined in conjunction with any traffic study required for Development Approval after December 30, 2007. This area is generally depicted on Map J which was submitted with the ADA. This area will be revised as appropriate, based on a new Traffic Study*.

U. "Vertical Development*" shall mean and shall be deemed to include the construction of new residential units and non-residential units or the reconstruction or addition to any structure.

V. "Warranted*" shall mean a determination by the County based on generally accepted transportation engineering practices that the Acceptable Level of Service* cannot be maintained on a roadway segment or intersection without the construction of a transportation improvement required by this Development Order.

W. "Wetland*" shall mean any wetland under the jurisdictional limits defined by Chapter 40D-4.021, Florida Administrative Code, and implemented by the Florida Department of Environmental Protection, or as defined within Chapter 40D-4, F.A.C., and implemented by the Southwest Florida Water Management District.

X. The definitions contained in Chapter 380, Florida Statutes, shall apply to this Development Order.

SECTION 5. DEVELOPMENT CONDITIONS

A.(1) Approved Development Totals and development authorized for construction pursuant to this D.O. are as set forth in Table 1. Building Permits for non-residential development and Final Plats (or Building Permits if platting is not required) for residential shall be obtained prior to December 30, 2010.

A.(2) Development may occur anywhere on site provided all conditions of this Development Order are adhered to and it is concurrent with all necessary infrastructure improvements.

A.(3) The Developer* has demonstrated the availability of adequate infrastructure, including roads, parks, transit, waste water service, solid waste service, fire, police, and other emergency services and will be issued a revised Level of Service Certificate which will expire December 30, 2010. Concurrency for potable water will be addressed at the Final Site Plan approval, pursuant to the Manatee County Comprehensive Plan Policies 2.4.1.2. and 2.4.1.5.

A.(4) Tradeoffs between the land uses set forth in Table 1 may be granted by the Board of County Commissioners with an amendment to the General Development Plan approved by the Board along with a traffic study addressing any changes in trip generation, distribution, average queue length at intersections, and any mitigation necessary as a result of the tradeoff (Note: If the trip generation estimates as a result of the tradeoff are less than or equal to what was previously approved, a traffic study shall still be required to address the change in entering and exiting percentages, and consequently other measures of effectiveness). The Board and staff have not reviewed any such "tradeoff" and have not determined whether any "tradeoff" is appropriate. Any proposal for a "tradeoff" shall be reviewed for compliance with the provisions of this Development Order, the Manatee County Land Development Code, and the Manatee County Comprehensive Plan. The developer shall also be required to demonstrate that 1) the quantities of solid waste generated, potable water consumed, and wastewater, and 2) the impacts to the County Parks, Transit Services, EMS, and Sheriff, in the event of any tradeoffs, are less or meet County standards in effect at the time of tradeoff. The Developer* shall give DCA and the Tampa Bay Regional Planning Council notice of its intent to trade off land uses at least 15 days prior to the County's approval of any such trade off. The Notice shall identify the resulting impacts of the trade off in terms of land use,

traffic generation, potable water, wastewater, solid waste, and affordable housing. In addition, the DRI annual report shall include information indicating cumulative amounts of development which have been approved by the County as of the annual report date and the resulting impacts on traffic generation, potable water, wastewater, solid waste, and affordable housing. Following the County's approval of any such trade off, the County shall provide to the Department of Community Affairs and TBRPC a copy of said approval. An amendment to applicable provisions of this Development Order pursuant to an NOPC or Substantial Deviation proceeding shall not be necessary or required to approve a "trade off" pursuant to this condition.

The following limitations shall apply to any tradeoff:

1. Residential uses shall not be increased nor decreased by more than 200 dwelling units. 680 to 1,080 Dwelling Units

2. The mix of approved uses shall not be increased nor decreased by more than 49,000 square feet of General Commercial or Office. 725,000 to 823,000 square feet for General Commercial and 91,000 to 189,000 Square Feet for Office

3. Hotel uses shall not be increased or decreased by more than 75 motel rooms. 175 to 325 Rooms.

4. School uses shall not be increased or decreased by more than 20,000 square feet. 0 to 26,000 Square Feet

TABLE 1
COOPER CREEK CENTER
PROJECT SUMMARY

TYPE OF DEVELOPMENT:	Multi-use
LOCATION:	Northwest quadrant of I-75 and University Parkway, in southeastern Manatee County
TOTAL DEVELOPMENT AREA:	**604 Acres**
Residential	317.2 Acres
Commercial/Hotel/School♦	131.5 Acres
Office/School	30 Acres
Open Space (Roads, Right-of-Way, Conservation, Preservation, Floodway, etc.)	124.98 Acres

	Development Totals	
Residential	767 d.u.	
Commercial ♦ (1)	774,000 Sq. Ft.(1))	
Office ♦	140,000 Sq. Ft.	
Motel	250 Rooms	
School	26,000 Sq. Ft.	
P.M. Peak Trips (net external)	2,817 Trips	
BUILD-OUT DATE	December 30, 2013	

♦ May include communication antenna structures as allowed by the approved General Development Plan and applicable regulations.

(1) Includes one existing communication antennae structure.

A.(5) Existing agricultural uses on the property, in whole or in part, as an approved secondary use are hereby granted until development commences on the applicable section or portion of the site.

A.(6) Any excess infrastructure capacity constructed to potentially serve development beyond that described in Condition A.(1) shall be at the developer's risk and shall not be construed to vest additional Vertical Development* construction rights.

TRANSPORTATION CONDITIONS

B.(1) All residential development which does not have a Final Plat approval (or building permit if platting is not required) and all non-residential development which does not have a building permit prior to December 30, 2013 shall be subject to review and approval of a transportation analysis pursuant to Section 380.06 Florida Statutes and issuance of a transportation level of service certificate pursuant to the Manatee County Land Development Code. Completed.

B.(2) Maintenance of Acceptable Level of Service* on intersections or in the Study Area to be determined consistent with methodologies in accordance with Section 380.06, Florida Statutes shall be verified by the developer to the satisfaction of the County Transportation Authority* as part of each annual report as required by Subsection 380.06(18), Florida Statutes.

B.(3) There shall be no approvals granted as to development beyond that specified in Table 1 unless the transportation improvements required have been completed or such improvements are determined as not warranted under the Traffic studies*.

B.(4) The Developer* shall continue to demonstrate continuous progress towards building permit applications for the development totals set forth in Table 1. Continuous progress shall mean Final Plat approval (or the issuance of building permits if a Final Plat is not required) for 200 residential lots or dwelling units and the issuance of building permits for at least 50,000 square feet of non-residential use. Failure to demonstrate such progress may require a revised and updated Traffic Study* to demonstrate that Acceptable Levels of Service* are still projected to exist at the time building permits are issued. The determination that a revised and updated Traffic Study* is required shall be made by the Board of County Commissioners at a public hearing with notice to the developer, upon recommendation by the Planning Director.

B.(5) The Developer* shall provide for a bus bay area acceptable to Manatee County at one location within each commercial land use area and at one location on University Parkway near the project entrance at time of Development. (This condition provides the Transportation Management System required by TBRPC).

B.(6) The Developer* shall implement, at their expense, the following specified safety transportation improvements.

a. Signalize the intersection of University Parkway and Cooper Creek Boulevard. The signal shall be of the mast arms type. Completed.

b. Provide a westbound right-turn deceleration lane on University Parkway, at the intersection with Cooper Creek Boulevard. The turning lane length shall be 500 feet. Completed.

c. Provide an additional southbound left-turn lane on Cooper Creek Boulevard at the intersection with University Parkway. The resulting dual left-turn lanes shall have a queue length component of 225 feet each. The Southbound right-turn lane queue length should be 150 feet. The dual left-turn lanes shall be supplemented by guiding pavement markings to provide turning lane separation (2-ft long dashed lines with 4-ft gaps to channelize turning traffic). Completed.

d. Add one right hand, northbound to eastbound turn lane from Honore Avenue to Cooper Creek Boulevard, approximately 400 feet in length. Completed

e. Add one eastbound to northbound left turn lane from University Parkway to Cooper Creek Boulevard adjacent to the existing left turn lane prior to the issuance of the Certificate of Occupancy for the second office building in Parcel K. Completed.

B.(7) The Developer* shall evaluate the need for traffic safety and circulation improvements with each PSP*. Manatee County shall review and evaluate the information submitted by the Developer* and reserve the right to require additional safety and circulation improvements such as turn lanes, signals, signal timing, and pavement markings.

ENVIRONMENT

Air Quality

C.(1) Manatee County shall reserve the right to require mitigation measures or a revision of the site plan to alleviate potential negative impacts of the project on ambient air quality.

Water Quality, Wetlands* and Drainage

D.(1) In order to protect water quality in the Braden River watershed and the Evers Reservoir Watershed, there shall be no degradation of water quality by stormwater exiting the site. All stormwater discharges to the Braden River shall be required to meet all state water standards and criteria as defined in Chapters 62-302, and 62-25, F.A.C., as well as Manatee County requirements.

D.(2) The Developer* shall continue to conduct the approved comprehensive surface water quality and quantity monitoring program approved by the County and the Planning Department in accordance with Exhibit H. The program shall continue through one year beyond project buildout. The County may require that the program may be extended beyond buildout if conditions are observed that would require additional monitoring. All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by the appropriate authority.

Any changes to the Surface Water Quality Monitoring Program Criteria, as outlined in "Exhibit H", shall be submitted to the City of Bradenton and TBRPC for review and comment, and approval by Manatee County.

Should Manatee County adopt a Comprehensive Evers Reservoir Watershed Surface Water Quality Monitoring Program and the Developer* participates in this Comprehensive Surface Water Quality Monitoring Program, then the Developer*, with the approval by Manatee County and TBRPC, may terminate the required Surface Water Quality Monitoring Program contained in this Development Order.

D.(3) The Developer* shall continue to conduct the comprehensive ground water quality and quantity monitoring program as previously approved by PLANNING DEPARTMENT and attached as Exhibit H. The program shall continue through one year beyond project buildout.

All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by that approved authority.

D.(4) The Developer* shall be responsible for Operation and Maintenance for all portions of the Surface Water Management System, except for those portions which are dedicated to and accepted by the County.

D.(5) All development shall be subject to the requirements of Chapter 40D-4, F.A.C. All Wetlands* in the entire 604.68 acre development shall be subject to the requirements of Section 719 of the Manatee County Land Development Code or as otherwise approved by Manatee County.

D.(6) Impacts to Wetlands*, Preservation Areas*, and Conservation Areas* shall be mitigated in accordance with Table 3. Mitigation shall be required prior to the completion of the parcel in which the impact occurs.

a. **Preservation and Conservation Areas***

Preservation and Conservation Area* shall comprise of all SWFWMD jurisdictional wetlands, in addition to other areas as delineated on Exhibit C.

The Conservation Areas* on site encompass approximately 51.96 acres as indicated on the attached Revised Preservation/Conservation Map dated July 28, 1999, Exhibit C. All Conservation Areas* shall remain undisturbed or mitigated.

There shall be no impact to those Wetlands* encompassing approximately 16.41 acres, indicated as Preservation Areas* on the attached Revised Preservation/Conservation Map, dated July 28, 1999, Exhibit C. Impacts authorized pursuant to state and federal permits approved prior to the effective date of this development order and impacts for necessary infrastructure (such as roads, utility lines, recreational trails, and paths, as provided by TBRPC policy) may be allowed.

b. **Wetland Areas***

Wetlands created as a result of flood storage compensation shall be credited as mitigation lands if acceptable to the Planning Department and other permitting agencies.

As required by Manatee County Comprehensive Plan Policy 3.3.1.5, the Developer* shall provide buffers around all Post-Development Wetlands*. Variable width buffers may be approved in accordance with Section 719.11.1 of the Land Development Code.

Mitigation security for impacts to wetlands, preservation, and conservation areas shall be required in accordance with applicable County Ordinances.

All herbaceous mitigation areas and littoral shelves used for mitigation shall be monitored annually after planting for a period of three years. Forested mitigation areas shall be monitored annually for at least five years. Monitoring shall include survival rates, species diversity composition, spreading, and exotic species encroachment. Additional planting may be required to maintain an 85 percent survival of planted species at the end of three years.

All Post Development Wetlands*, Conservation and Preservation Areas*, and their buffers shall be protected by a recorded conservation easement to Manatee County, as a separate easement document acceptable to Manatee County, and shall be shown on any Preliminary and Final Site Plans and Subdivision Plats. Deed restrictions shall be included that prohibit development activity and removal of native vegetation in the conservation easement unless approved by the County and any permitting agency or agencies with jurisdiction. Any replanting within the buffer shall be with flora native to the Braden River area of Manatee County.

Each annual report shall include the results of the mitigation monitoring. The report shall also include information on what Conservation Areas* and Preservation Areas* have been impacted and the steps taken to mitigate the impacts and the results of the mitigation monitoring.

TABLE 3

COOPER CREEK CENTER
MINIMUM WETLAND*, PRESERVATION, AND CONSERVATION AREA* MITIGATION RATIOS

	MITIGATION RATIOS•	
AREAS	**HERBACEOUS**	**FORESTED**
TBRPC Preservation & Conservation Area*	2:1	3:1
Wetlands*	2:1♦	4:1♦

If an area falls under two categories, then the most restrictive mitigation ratio shall apply.

♦ May be reduced in accordance with the Manatee County Land Development Code and Comprehensive Plan.

• Ratio is Mitigated Wetland*: Disturbed Wetlands*. Transplantation may be used for mitigation, if approved by the PLANNING DEPARTMENT and SWFWMD. Mitigation ratios shall be as approved by those agencies. For the purposes of this section, transplantation shall be considered creation, not enhancement.

□ Mitigation ratios for Wetland* and Conservation Areas* may include enhancement as mitigation technique. Enhancement for impacts to TBRPC Conservation Areas* shall be provided at a minimum ratio of 6:1.

D.(7) The stormwater management systems shall be designed, constructed, and maintained to meet or exceed applicable requirements of the adopted Manatee County Comprehensive Plan and Chapter 62-4, 62-25, 40D-4, 40D-40, 40D-400 F.A.C. The stormwater management system within the Evers Reservoir watershed shall treat stormwater to Outstanding Florida Waters standard. Stormwater treatment shall be provided by biological filtration where required by the Master Drainage Plan as referenced as "Exhibit I".

D.(8) The Developer* shall not seek permits for, or otherwise implement, any point source discharges of pollutants into the Braden River or its tributaries. Stormwater is not point source discharge as defined today, and no re-definition of point source discharges shall create a requirement that existing storm water discharges be prohibited under this section.

FLOODPLAINS

E.(1) All habitable portions of structures shall be constructed above the 100-year floodplain, and in accordance with local, state, and federal requirements.

E.(2) Any encroachment of the 100-year floodplain or floodway shall be mitigated in accordance with FEMA and Manatee County standards.

E.(3) No discharges to groundwater shall be permitted on-site.

ECONOMICS

F.(1) The Cooper Creek Center development shall promote entrepreneurship and small and minority-owned business start-up, and encourage non-discriminatory employment opportunities, pursuant to Policies 21.2, State Comprehensive Plan and 2.7.2, FRSRPP, respectively.

WILDLIFE HABITAT AND VEGETATION

G.(1) In the event that any species listed in Rule 68A-27.003 through 68A-27.005, FAC, are observed frequenting the site for nesting, feeding, or breeding, proper protection or mitigation measures shall be employed immediately in cooperation with the Florida Fish and Wildlife Conservation Commission (FFWCC), the Manatee County Planning Department, and the Florida Department of Community Affairs. This shall include, at a minimum, a wildlife management plan which contains information on impacts to listed species, site maintenance, fire frequency, Wetland* management, and boundary protection. Any such plan not adopted as part of the original Development Order shall require an amendment to the Development Order.

ARCHAEOLOGICAL AND HISTORICAL RESOURCES

H.(1) Any historical or archaeological resources discovered during development activities shall be immediately reported to the Florida Department of State Division of Historical Resources (DHR) and treatment of such resources shall be determined in cooperation with the DHR, and Manatee County. Treatment of such resources must be completed before resource-disturbing activities are allowed to continue. A description of the project's compliance with these conditions shall be included in the subsequent annual reports, to be submitted for review to DHR, in addition to TBRPC and Manatee County.

WASTEWATER

I.(1) Sewer lift stations shall be designed and equipped in accordance with Manatee County's Public Works Department guidelines with several means of back-up, to provide assurance against equipment failure and discharge to the environment. These shall include:

a. Lift stations with 35HP (or less) motors shall have an auxiliary generator receptacle on the panel box.

b. Stations with greater than 35HP motors shall include an on-site stationary generator set with remote transfer capability.

c. Wet wells to contain sewage line surcharges or overflows.

d. Emergency by-pass pumpouts for tank trucks.

e. 100 percent redundancy in lift station pumping equipment.

I.(2) Wastewater services to be provided by Manatee County. The quantity reserved shall be pursuant to the CLOS.

I.(3) The disposal of waste into the sewer system shall comply with the Manatee County Sewer Use Ordinance (91-39).

I.(4) The Developer* shall not utilize on-site wastewater treatment.

WATER

J.(1) The Developer* shall require the installation of water conservation fixtures. Water saving devices shall be installed in accordance with the Florida Water Conservation Act (Section 553.14, Florida Statutes). The Developer* shall require the use of native vegetation and Xeriscape techniques, to be used in landscaping to the greatest extent possible.

J.(2) The Developer* shall use only non-potable water to meet non-potable demands. For purposes of this Development Order, "non-potable" water is defined as water emanating from any source other than a public water utility. No reclaimed water shall be used within the Evers Reservoir watershed provided that if spray effluent is permitted by Manatee County and other agencies having jurisdiction, no amendment to the Development Order shall be required to allow the Developer* to use spray effluent.

J.(3) The Developer* shall comply with the rules and recommendations of the SWFWMD in regard to protection of the groundwater resources.

SOLID/HAZARDOUS WASTE

K.(1) The Developer* shall provide to all Cooper Creek Center businesses information that:

a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in the specially-designated containers or areas;

b. Concerns the availability of existing companies that will accept wastes for recycle, reuse, exchange, and treatment; and

c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

K.(2) The Developer* shall notify all commercial tenants of their responsibility to comply with all the applicable sections of Title III (Community Right-to-Know Law) of the Superfund Amendment and Reauthorization Act (SARA).

ENERGY

L.(1) All Cooper Creek Center tenants, business, residents, etc., shall be notified in writing by the Developer* upon occupancy, that the following related practices are encouraged:

a. Use energy alternatives, such as solar energy, resource recovery, waste heat recovery, and co-generation, where economically feasible;

b. Obtain energy audits provided by energy companies or other qualified agencies;

c. Install water heater timers and set water heaters at 130 degrees Fahrenheit or lower;

d. Use landscaping and building orientation to reduce heat gain, where feasible, for all Cooper Creek Center construction;

e. Promote energy conservation by employees, buyers, suppliers, and the public, as appropriate;

f. Reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours, as appropriate;

g. Institute and utilize recycling programs; and

h. Utilize energy efficient packaging or recyclable materials.

L.(2) The Developer* should designate an energy officer to establish energy policies, monitor energy use, and encourage conservation for project businesses. This information shall be included in the first annual report.

RECREATION AND OPEN SPACE

M.(1) All recreation and open space areas not dedicated to the County or other state agencies shall be maintained by the Developer*.

M.(2) A decrease in open space acreage shall require a substantial deviation determination conducted pursuant to Subsection 380.06(19), Florida Statutes.

PUBLIC SAFETY

N.(1) Sheriff and emergency medical services will be provided by Manatee County. The Developer* shall be responsible for contributing a pro-rata share of the cost of land acquisition, construction, and equipping of emergency service facilities for police and emergency medical services or any combination thereof. The Developer* may, with the concurrence of the County, satisfy this obligation in whole or in part by conveyance of land deemed suitable for the intended use by the County or payment of impact fees, as allowed by the Land Development Code, if applicable. An agreement shall be approved prior to the next Final Site Plan approval. Provided, however, no approval shall be delayed if the applicant submits an agreement, and it is withheld because of the County's inability or failure to determine needs or pro-rata share determination for a period exceeding 2 months after its submittal. In no event, shall the developer's payment or pro-rata share exceed impact fee amount.

N.(2) The Cooper Creek Center development shall be designed and constructed to meet or exceed specifications of the State Fire Code - Rule 4A-3.012, FAC or be in compliance with Manatee County Comprehensive Plan and Land Development Code Requirements.

GENERAL CONDITIONS

O.(1) The Developer* shall be required to adhere to any and all commitments made in Section 6 incorporated herein, unless that commitment is superseded by a Development Order Condition in which case the Development Order Condition shall prevail.

O.(2) The Developer* shall submit annual DRI reports in accordance with Section 380.06(18), Florida Statutes, to Manatee County, the Tampa Bay Regional Planning Council, the State Land Planning Agency, and other agencies, as may be appropriate, on or before the 9th of January and each year thereafter until such time as all terms and conditions of this Development Order are satisfied. Six (6) copies of this report shall be submitted to the Director of Manatee County Planning Department or the Director's designee, who shall review the report for compliance with the terms and conditions of this Development Order and who may submit an appropriate report to the County Commission should the Director decide that further orders and conditions are necessary. The Developer* shall be notified of any Board of County Commissioners hearing wherein such report is to be considered or reviewed; provided, however, that receipt and review of any such report by the Board of County Commissioners shall not be considered as a substitute, waiver, or change of any conditions, or any terms or conditions of this Development Order. The annual report shall contain the following:

a. Any changes in the plan of development, or in the representation contained in the ADA*, or in the phasing for the reporting year and for the next year;

b. A summary comparison of development activity proposed and actually conducted for the year;

c. Undeveloped tracts of land, other than individual single-family lots, that have been sold to a separate entity or Developer*;

d. Identification and intended use of lands purchased, leased, or optioned by the Developer* adjacent to this DRI site since the amended Development Order was issued;

e. An assessment of the Developer*'s and the local government's compliance with the conditions of approval contained in the DRI development order and the commitments that are contained in the Application for Development Approval* and which have been identified by the County, the TBRPC, or the Department of Community Affairs as being significant;

f. Any known incremental DRI Applications for Development Approval* or requests for a substantial deviation determination that were filed in the reporting year and to be filed during the next year;

g. An indication of a change, if any, in local government jurisdiction for any portion of the development since the development order was issued;

h. A list of significant local, state, and federal permits which have been obtained or which are pending by agency, type of permit, permit number, and purpose of each;

i. A statement that all persons have been sent copies of the annual report in conformance with Subsections 380.06(15) and (18), Florida Statutes; and

j. A copy of any recorded notice of the adoption of a development order or the subsequent modification of an adopted development order that was recorded by the Developer* pursuant to Subsection 380.06(15)(f), Florida Statutes.

k. Reports or information pursuant to stipulations D(2), D(3), D(6), F(1), H(1),and L.(2) .

O.(3) Any changes in the Development from the parameters set forth in the Application* and this Development Order shall be governed by Subsection 380.06(19), Florida Statutes.

O.(4) The Manatee County Planning Director or the Director's authorized designee shall be responsible for monitoring the Development and ensuring its compliance with this Development Order. The data necessary for monitoring the Development shall be generated by building permits, certificates of occupancy, approval of plats and offering statements, the Annual Report, and on-site observations. The enforcement of the Terms and conditions of this Development Order shall be through such means as are authorized by Chapter 380, Florida Statutes, and through the Manatee County Land Development Code.

O.(5) The Developer* has elected, pursuant to Section 380.06(5)(c), Florida Statutes, to be bound by the rules adopted pursuant to Chapters 403 and 373, Florida Statutes, in effect at the time the Development Order was issued on September 30, 1997. Accordingly, to the extent the provisions of Section 380.06(5)(c), Florida Statutes, affect the determination as to which rules are applicable to the Development, said election shall apply, notwithstanding any provision in this Development Order to the contrary.

O.(6) This Development Order shall expire December 30, 2014. Buildout shall be completed by December 30, 2013. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

O.(7) This Ordinance shall constitute a Development Order issued in accordance with Chapter 380, Florida Statutes.

O.(8) In the event of a Development Order appeal or other legal challenge of the Development Order by the DCA or TBRPC, the Developer shall pay all costs and fees of County Staff and attorneys the County is required to expend related to said appeal or legal challenge at the rate of the processing fee for the Development Order under the current Planning fee schedules. Payment of all billings by the Developer related to such fees and costs shall be made within 45 days of the submittal of an invoice. Payment to County staff and County attorneys shall be at the rate of the processing fee for the Development Order under the current Planning fee schedule, and payment shall be remitted within forty-five days of submittal of an invoice.

SECTION 6. DEVELOPER* COMMITMENTS

Developer* commitments set forth in the attached "Exhibit F" shall be honored by the Developer*, except as they may be superseded by specific terms of this Development Order.

SECTION 7. LEGAL DESCRIPTION

Development of Cooper Creek Center shall be restricted to the 604.68 acre tract of land described by the legal description included as "Exhibit A" attached to and made a part of this Development Order.

SECTION 8. COMMENCEMENT OF DEVELOPMENT

Physical development of the project not previously permitted shall commence within three (3) years of approval of this Development Order unless the time period for commencement is extended by the Board of County Commissioners; however, no Development Approval* shall occur until the expiration of the appropriate appeal for this Development Order. If any five year period shall expire without significant development activity on the site, the Board of County Commissioners may conduct a public hearing in accordance with the Land Development Code and may, at its option, based on testimony presented at that hearing, rescind or suspend or take other appropriate action on any and all approvals granted herein except where the failure to carry out development is attributable to factors beyond the control of the Developer* (such as the unavailability of permits because of inadequate

public facilities, or for any other similar reason). For the purpose of this provision, "significant development" shall be the actual construction of Vertical Development* as part of an ongoing effort to prepare improved land or buildings for sale, lease, or use. Physical development has been initiated.

SECTION 9. RESTRICTIONS ON DOWN-ZONING

Prior to December 30, 2011, the County may not down-zone or reduce the intensity or unit density permitted by this order, unless the County can demonstrate that:

A. Substantial changes in the conditions underlying the approval of the order have occurred; or

B. The order was based upon substantially inaccurate information provided by the Developer*; or

C. The change is clearly established by the County to be essential for the public health, safety, or welfare.

Any down-zoning or reduction in intensity shall be affected only through the usual and customary procedures required by statute or ordinance for change in local land development regulations.

For the purposes of this order, the term "down-zone" shall refer only to changes in zoning, land use, or development regulations that decrease the development rights approved by this order, and nothing in this paragraph shall be construed to prohibit legally enacted changes in zoning regulations which do not decrease the development rights granted to the Developer* by this order. The inclusion of this section is not to be construed as evidencing any present or foreseeable intent on the part of the County to down-zone or alter the density of the development, but is included herein to comply with Paragraph 380.06(15)(c)3, Florida Statutes.

SECTION 10. BINDING ORDER UPON DEVELOPER*

This order shall be binding upon the Developer* and Owners*.

SECTION 11. COMPLIANCE WITH CODES, ORDINANCES

All development undertaken pursuant to this order shall be in accordance with all applicable local codes and ordinances in effect at the time of permitting, and other laws, except as specifically provided herein.

SECTION 12. RENDITION

The Planning Department is hereby directed to send certified copies of this Development Order within thirty (30) days of the Board of County Commissioners approval of this Development Order to the Developer*, the DCA, and the TBRPC.

SECTION 13. NOTICE OF RECORDING

The Developer* shall record a notice of adoption of this order as required pursuant to Chapter 380, Florida Statutes, and shall furnish the Planning Department a copy of the recorded notice.

SECTION 14. SEVERABILITY

It is the intent of this development order to comply with the requirements of all applicable law and constitutional requirements. If any provision or portion of this development order is declared by any court of competent jurisdiction to be void, unconstitutional, or unenforceable, then such provisions or portions shall be deemed null and void but all remaining provisions and portions of this development order shall remain in full force and effect.

SECTION 15. EFFECTIVE DATE

This Ordinance shall become effective upon filing of a certified copy with the Department of State and rendered to the parties specified in Section 380.07(2), Florida Statutes, which ever occurs later; provided, however, that the filing of a notice of Appeal pursuant to Section 380.07, Florida Statutes shall suspend development authorization granted by this Development Order, until the resolution of said appeal. However, this is not intended to suspend development previously authorized pursuant to Ordinance 05-54 during the pendency of any appeal.

SECTION 16. RECONCILE INTO ONE DOCUMENT

This Development Order represents a codification of the existing approval for the project integrating those changes proposed in this Substantial Deviation Determination and approved by the Board of County Commissioners into a single Development Order for administrative convenience and is not intended to provide a new point of entry for current conditions and requirements of this project that are not related to this Notice of Proposed Change.

SECTION 17. REPEAL OF PRIOR ORDINANCE

Ordinance No. 09-35 adopted by the Board of County Commissioners on May 19, 2009 is hereby repealed and of no further force or effect.

ADOPTED AND APPROVED with a quorum present and voting by the Board of County Commissioners of Manatee County, Florida this the 3rd day of February, 2010.

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

BY: _____
Carol Whitmore, Chairman

ATTEST: R.B. SHORE
Clerk of the Circuit Court

By: Diane E Vollmer
Deputy Clerk

SEAL
BOARD OF COUNTY COMMISSIONERS MANATEE CO. FLA.

EXHIBITS A, B, F, G, AND H ARE ATTACHED

EXHIBIT C IS NOT ATTACHED BUT IS ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 99-40, APPROVED ON SEPTEMBER 7, 1999

EXHIBITS D AND I ARE NOT ATTACHED BUT ARE ON FILE AT THE CLERK'S OFFICE AS ATTACHMENTS TO THE PREVIOUSLY APPROVED ORDINANCE 97-23, APPROVED ON NOVEMBER 4, 1997.

"EXHIBIT H"

SURFACE AND GROUND WATER MONITORING PLANS
COOPER CREEK CENTER
DEVELOPMENT OF REGIONAL IMPACT

This exhibit details the Surface and Ground Water Monitoring Plans required under Sections D.(2) and D.(3) of the Cooper Creek Center Development Order. The Developer* shall develop a monitoring plan addressing the criteria listed below within six months of approval of this Development Order.

a. All points of measurable surface water discharge from the property boundaries, within the Braden River Watershed, shall be monitored on a semiannual basis (wet and dry season). At each station, during each sampling event, three grab samples shall be collected, composited, and transported to an FDEP approved laboratory for chemical analysis. In addition, in-situ field parameters should be measured from the composite sample using appropriately calibrated field meters. The three grab samples encompassing the composition sample shall be collected at least twenty minutes apart.

b. Parametric coverage of the monitoring plan should include the following:

- specific conductance (field)
- temperature (field)
- dissolved oxygen (field)
- pH (field)
- flow rates (field)
- chlorides
- sulfates
- fluoride
- total dissolved solids
- total suspended solids
- ammonia
- nitrate
- nitrite
- total Kjeldahl nitrogen
- total nitrogen
- orthophosphate
- total phosphorous
- copper
- lead
- zinc
- mercury
- nickel
- arsenic
- cadmium
- chromium
- silver
- total coliform

- fecal coliform
- BOD-5
- primary organics (pesticides and herbicides)

c. Sampling events should be performed following storm events of sufficient intensity to create runoff. All points of measurable surface water inflow and discharge from the site should be sampled following a ½ inch or greater storm event using methodology approved by the U. S. Environmental Protection Agency for stormwater sampling associated with the NPDES permitting process. Storm event sampling should be performed twice annually, during wet (June-September) and dry (October-May) seasons, respectively.

d. The Developer* shall place a staff gauge in the Cedar Creek tributary and all other applicable sampling stations, for the purpose of obtaining volumetric flow measurements.

e. The results of the monitoring program, and any modifications to the program, shall be subject to reviewed by the County, City of Bradenton, and any other agency requesting review privileges, and for approval by Manatee County and the PLANNING DEPARTMENT.

f. All monitoring reports shall be submitted to TBRPC with each annual report and to Manatee County, the City of Bradenton, and any other agency requesting a copy.

Any modifications to the above listed criteria shall be subject to review by the Manatee County Planning Department, the City of Bradenton, and any other agency requesting review privileges, and shall be approved by the Manatee County Board of County Commissioners.

"EXHIBIT A"

LEGAL DESCRIPTION COOPER CREEK CENTER

FROM THE S.W. CORNER OF SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, BEING ON THE NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD, RUN S 89°24'05" E (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLAN COORDINATE SYSTEM), ALONG THE SAID NORTH RIGHT OF WAY LINE, A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING; THENCE N 00°20'30" W, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 36, A DISTANCE OF 5343.35 FEET; THENCE N 02°45'45" E, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 26, TOWNSHIP 35 SOUTH, RANGE 18 EAST, A DISTANCE OF 2674.17 FEET TO THE NORTH LINE OF THE S.W. 1/4 OF SAID SECTION 25; THENCE S 89°10'54" E, ALONG SAID NORTH LINE, A DISTANCE OF 2335.77 FEET TO THE WESTERLY RIGHT OF WAY LINE OF S.R. 93 (I-75, SECTION 13075-2402); THENCE ALONG SAID WESTERLY RIGHT OF WAY LINE (AND INTERSECTION RIGHT OF WAY) THE FOLLOWING EIGHT COURSES: VIZ: S 13°40'31" E, A DISTANCE OF 6145.63 FEET; AND S 09°40'31" E, A DISTANCE OF 518.74 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 3180.04 FEET; AND SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 11°30'18", A DISTANCE OF 638.55 FEET; AND S 04°37'06" W, A DISTANCE OF 450.00 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 216.0 FEET; AND SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 83°40'21", A DISTANCE OF 315.44 FEET, TO THE P.T. OF SAID CURVE; AND S 88°17'27" W, A DISTANCE OF 628.42 FEET; AND N 89°25'07" W, A DISTANCE OF 298.24 FEET ; AND S 00°34'53" W, A DISTANCE OF 2.00 FEET, TO THE ABOVE DESCRIBED NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD; THENCE ALONG SAID NORTH RIGHT OF WAY LINE THE FOLLOWING EIGHT COURSES: VIZ: N 89°25'07" W, A DISTANCE OF 440.34 FEET; AND N 89°24'06" W, A DISTANCE OF 7.33 FEET, TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 5865.58 FEET; AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 828.89 FEET, TO THE P.T. OF SAID CURVE; AND S 82°30'06" W, A DISTANCE OF 549.31 FEET; AND S 00°35'54" W, A DISTANCE OF 33.33 FEET; AND S 82°30'06" W, A DISTANCE OF 12.41 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 5626.58 FEET, AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 795.11 FEET, TO THE P.T. OF SAID CURVE; AND N 89°24'05" W, A DISTANCE OF 220.21 FEET TO THE POINT OF BEGINNING. LYING AND BEING IN SECTIONS 25 & 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY, AND RESTRICTIONS OF RECORD.

CONTAINING 604.68 ACRES, MORE OR LESS.

"EXHIBIT F"

DEVELOPER COMMITMENTS

1. The home sites shall be clustered around the sites/ natural features. (ADA Pg 12-1)

2. Infrastructure including water, sewer and electricity, along with roadway paving, shall be in place prior to certificate of occupancy. (ADA, Pg 32-2)

3. There shall be a minimum of three percent of the original coniferous remaining after development. (Pg 12-4, S.R.)

4. Standard fugitive particulate abatement procedures shall be used to control dust prior to construction of the various phases of Cooper Creek Center. (Pg. 13-5, S.R.)

5. Manatee County Air Pollution Rules take effect at the time of construction approval and shall apply throughout the balance of construction of Cooper Creek Center. (Pg. 13-5, S.R.)

6. Temporary erosion control measures shall be employed during project construction to minimize wind and water erosion. Temporary measures may include hay bales, silt screens, grassing, mulching, floating or staked silt barriers, sandbagging, or other appropriate methods described in the FDOT Standard Specifications for Road and Bridge Construction. Dust control measures such as watering, or the use of calcium chloride shall be employed as needed. (ADA, 14-2; SRII, pg A1-10)

7. Flood elevations shall generally not be altered by the development; however, the acreages within the flood hazard zones will shall change due to dredge and fill activities which shall occur as part of the construction of the stormwater management system and site grading plan. (Pg. 17-1, S.R.)

8. The 25-year flood elevations of Cooper Creek shall be shifted approximately 0.5 feet higher within the project by the construction of a new bridge across Cooper Creek and encroachment down to the 10-year floodplain of Cooper Creek. (Pg. 17-1, S.R.)

9. The 100-year flood elevation shall not be increased off-site due to the additional flow capacity provided by the new auxiliary floodway to be constructed in the uplands along the northwest side of Cooper Creek. (Pg. 17-1, S.R.)

10. There shall be no significant net change in surface and groundwater at buildout. The stormwater treatment ponds shall be instrumental in replenishing the groundwater storage. (SR, pg. C1-8)

11. Clearing of existing vegetation shall be selective, emphasizing conservation of valuable existing plant materials and wetlands. (ADA, pg 12-5)

12. The applicant agrees to cooperate with the Division of Archives and Manatee County in deciding the ultimate disposition of any archaeological or historical resources found during construction. (Pg. 19-1, S.R.)

13. The project shall comply with the requirement of Chapter 62.4, 62.25, 40D-4, 41D-40, and 40D-400, FAC, concerning water quality of stormwater discharge. (SRIII, pg. 6)

14. The wastewater collection system outside the public rights-of-way shall be maintained by the owner of the property. (Pg. 21-1, S.R.)

15. Water users in the industrial park shall have individual meters in order to encourage water conservation. (Pg. 21-2, S.R.)

16. The detention areas of the proposed drainage system shall be designed to contain the runoff from a 25-year, 24-hour storm event for post-development conditions. (ADA, Pg. 22-1)

17. The project design shall consider various methods of energy efficiency and incorporate energy-conserving materials, lighting and equipment. (ADA, 25-3)

18. The proposed facilities and open space shall be owned, operated, and maintained by the Developer, its successors and assigns. (SRIV, pg. 17)

19. Permanent erosion control features, such as permanent landscaping, shall be incorporated into the project at the earliest practical time. (ADA, Pg. 14-2)

20. When practical, conveyance within the drainage system shall incorporate isolated Wetland systems and shallow grassy swales to provide for additional treatment assimilation of nutrients, and additional percolation and evaporation; and utilize shallow grassy swales for conveyance. (ADA, 15-10)

21. Alterations to the floodplain and floodway of Cooper Creek shall allow portions of the floodplain and floodway to be utilized for development or stormwater management without reducing the conveyance of Cooper Creek or causing an increase in the 100-year flood stage. (Pg. 17-6, ADA)

22. A new crossing between powerline bridge and I-75 bridge may be constructed having a flow cross section at stage 18.0 feet msl at least equal to the existing box culvert crossing under University parkway. This crossing shall be either a bridge or a triple box culvert with the center barrel 2.0 feet lower than the outer barrels to provide for passage of animals along the Cooper Creek corridor. (Pg. 22-14, ADA)

23. Natural trail or other passive recreational elements may be constructed in Subbasin A outside the banks of the creek but within the floodway. These elements shall be design not to reduce the conveyance of Cooper Creek and its floodway. (Pg. 22-14, ADA)

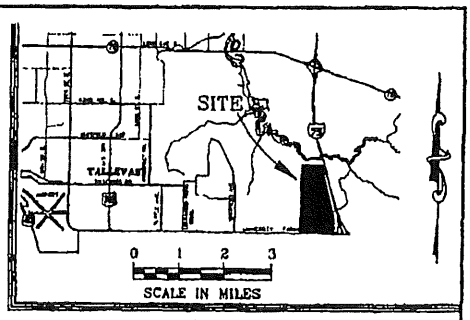
24. The fire flow required shall be based upon the proposed type of construction at the current recommendation of the National Board of Fire Underwriters at the time of construction. (Pg. 23-4, ADA

25. The developer shall satisfy county and SWFWMD regulations regarding encroachments on the floodplain of Cooper Creek. (PBS&J/TBRPC meeting June 25, 1985)

26. No upland development is planned within the 25-year floodplain of the Braden River, Subbasins D, E, F and G. (Pg. 17-8, S.R.)

27. Four wildlife corridor areas located along the tributaries within the project shall be protected from any future development other than recreation and stormwater retention, through the use of easements and restrictive covenants. (P. 18-1, S.R. and Pg. 18-5, ADA)

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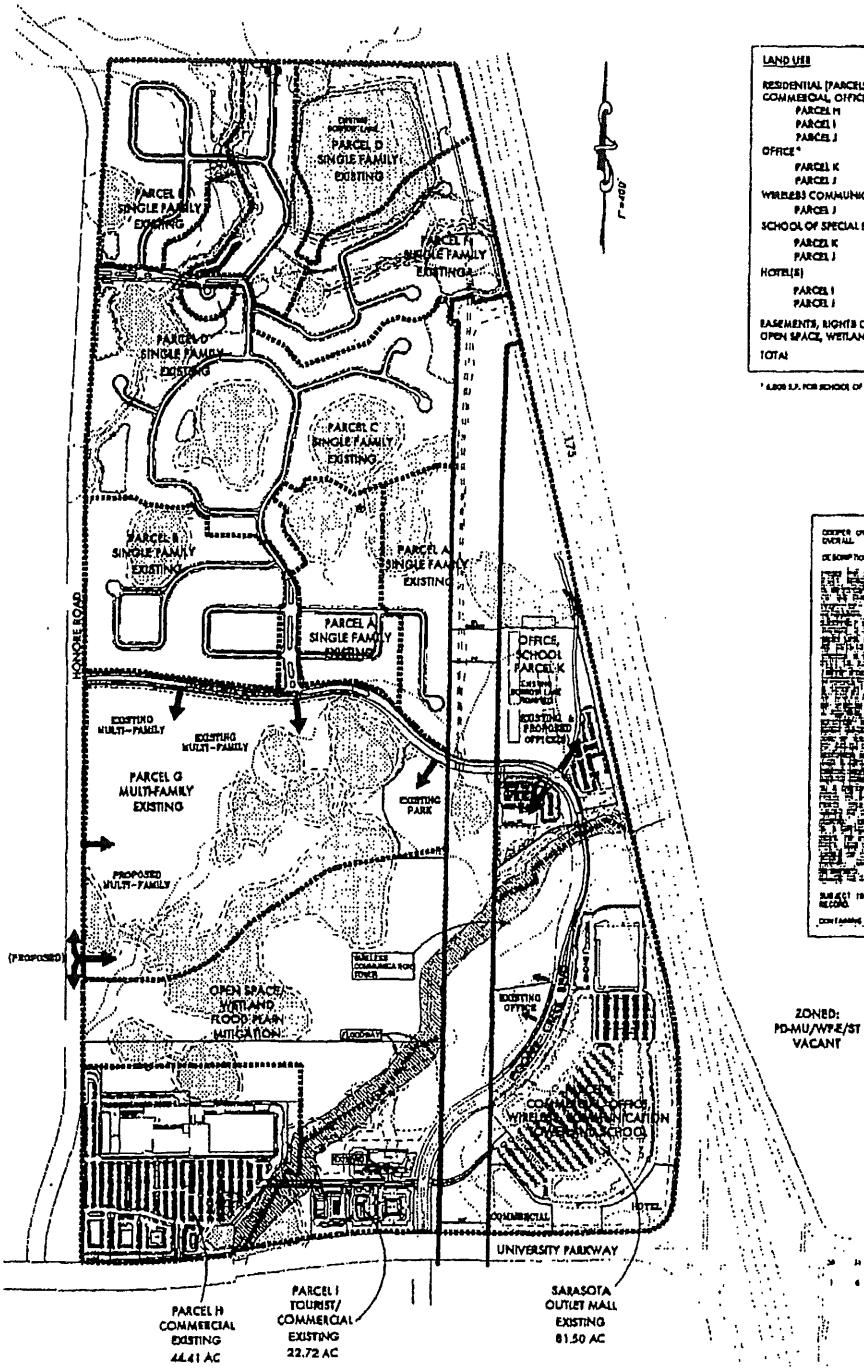


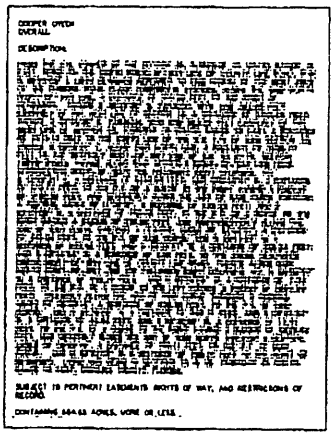
VICINITY MAP

LAND USE SUMMARY

LAND USE	UNITS/SF	ACRES
RESIDENTIAL (PARCELS A-G)	767 UNITS	240.2±
COMMERCIAL, OFFICE	774,000 SF	202.5±
PARCEL H		
PARCEL I		
PARCEL J		
OFFICE*	140,000 SF	30±
PARCEL K		
PARCEL J		
WIRELESS COMMUNICATION TOWER		1.0±
PARCEL J		
SCHOOL OF SPECIAL EDUCATION	20,000 SF	
PARCEL K		
PARCEL J		
HOTEL(S)	250 ROOMS	6.0±
PARCEL I		
PARCEL J		
EASEMENTS, RIGHTS OF WAY, WETLANDS, OPEN SPACE, WETLAND MITIGATION		124.9±±
TOTAL		604.6±

* 6,000 S.F. FOR SCHOOL OF SPECIAL EDUCATION IS INCLUDED





ZONED:
PD-MU/WPE/ST
VACANT

LEGEND

REVISIONS

MAP H - REVISED 09/21/2010
FOR
COOPER CREEK/BENDERSON
LOCATED IN
SECTION 35 & 36, TOWNSHIP 33 SOUTH, RANGE 18 EAST
MANATEE COUNTY, FLORIDA

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ZNS|ENGINEERING
ENGINEERS | PLANNERS | SURVEYORS
LANDSCAPE ARCHITECTS | ENVIRONMENTAL CONSULTANTS

Exhibit "G"

Exhibit G

Tampa Bay Regional Planning Council

Chair	Vice-Chair	Secretary/Treasurer	Executive Director
Commissioner Bill Dodson	Commissioner Jack Mariano	Jill Collins	Manny Pumariega

April 24, 2009

Mr. Tom McCollum
ZNS Engineering, LLC
Post Office Box 9448
Bradenton, FL 34206

Subject: ***DRI #103 - Cooper Creek, Notice of Proposed Change, Manatee County***

Dear Mr. McCollum:

The staff of the Tampa Bay Regional Planning Council has completed our review of the above-referenced NOPC application submitted in accordance with Section 380.06(19), F.S. Enclosed you will find the draft *NOPC Report* regarding your proposal. Please note that this Report will appear on the Consent Agenda for the May 11, 2009 Council meeting.

Comments received from the Florida Department of Transportation (FDOT) are attached. No additional agency comments have been received. I have taken the liberty of forwarding Mr. Robert Agrusa's April 20, 2009 e-mail, containing the revised trip estimates associated with each of the project uses being traded, to Mr. Crawley on April 23, 2009.

If you should have any questions about the Report, please do not hesitate to contact me at extension 29.

Sincerely,

John M. Meyer
DRI Coordinator

cc: Mr. Tim Kluver, Benderson Dev't Company
Mr. John Osborne, Manatee County
Mr. Bob Crawley, FDOT District 1
Mr. Mike Maholtz, Sarasota-Manatee MPO
Mr. Bernard Piawah, FDCA

4000 Gateway Centre Boulevard, Suite 100 · Pinellas Park, FL 33782
Phone: 727-570-5151 · Fax: 727-570-5118 · State Number: 513-5066 · www.tbrpc.org

Tampa Bay Regional Planning Council

NOPC

Notice of Proposed Change Report

4000 Gateway Centre Boulevard, Suite 100, Pinellas Park, FL 33782
Phone (727) 570-5151 / FAX (727) 570-5118
www.tbrpc.org

DRI #103 - COOPER CREEK
MANATEE COUNTY

On March 27, 2009 (dated March 24, 2009), the Applicant submitted a Notice of Proposed Change application requesting modifications to the Development Order. Supplemental transportation and utility impact analyses were received on April 17, 2009. Other than e-mails dated April 17 & 28, 2009 (recognized below) providing proposal clarification, no further information was requested or received. The following provides a summary of project entitlements and history, a description of the proposal, and the Council recommendation.

PROJECT DESCRIPTION

On January 9, 1986, Manatee County granted a Development Order (Resolution R-85-236) to the Wilbur Boyd Corporation for the above-referenced DRI, a 605-acre, mixed-use development located northwest of the University Parkway and I-75 intersection in Manatee County.

The Development Order has been amended a total of nine times, the latest occurring on December 1, 2005 (Ordinance No. 05-54). The amendments have cumulatively:

- consolidated the formerly approved two phase project into a single phase;
- extended each of the former phases and the Development Order expiration date to December 30, 2009. The Development Order has been extended by a period of 13 years and 351 days;
- authorized any combination of approved land uses if the p.m. peak hour external vehicle trips anticipated are less than 2,832 trips;
- modified the trade-off mechanism and significantly modified the plan of development;
- modified list of transportation improvements including two "safety" improvements;
- recognized new owners/Master Developers;
- allowed potential conversion of commercial (Parcel J) OR professional office (Parcel K) to vocational/technical school (maximum of 6,000 sq. ft.); and
- authorized commercial or office development within Parcel J.

The following represents the current plan of development:

RESIDENTIAL (Units)	COMMERCIAL (Gross Sq. Ft.)	OFFICE (Gross Sq. Ft.)	MOTEL (Rooms)
880	745,000*	140,000	250

* - The Development Order identifies 886,000 gross sq. ft. of commercial development. This amount was reduced by 141,000 sq. ft. (in the above Table) to account for a "double counting" experienced by the addition of the anticipated square footage of Motel development.

PROPOSED CHANGES UNDER THIS NOPC

The applicant has requested the following modifications to the Development Order:

- exchange 113 residential units (various residential parcels) for 20,000 sq. ft. Vo-Tech/School space (Parcel K) and increase Commercial by 29,000 sq. ft. (in Parcels H, I and/or J);
- additional Honore Avenue access point; and
- corresponding changes to the Master Development Plan and corresponding Land Use Table.

CONSISTENCY WITH SUBSECTION 380.06(19), FLORIDA STATUTES

Subsections 380.06(19)(e)2.d. and 380.06(19)(e)3., F.S. identify the provisions applicable to this proposal. These citations respectively read as follows:

> *"changes in the configuration of internal roads that do not affect external access points"* are not substantial deviation. However, by contrast, the addition of access point(s) would be presumed to create a Substantial Deviation.
>
> *"Except for the change authorized by subsubparagraph 2.f., any addition of land not previously reviewed or any change not specified in paragraph (b) or paragraph (d) shall be presumed to create a substantial deviation. This presumption may be rebutted by clear and convincing evidence."* [underlined to express emphasis]

DISCUSSION

The following statements serve as representations made by, or on behalf of, the applicant or are statements or recommendations made by Tampa Bay Regional Planning Council staff. These references/recommendations were relied upon by the Tampa Bay Regional Planning Council to determine that no further information would be required in conjunction with the current proposal:

1. The Developer has provided a utility impact analysis to project that conversion of 113 single-family residential units to 20,000 sq. ft. of Vo-Tech/School and 29,000 sq. ft. of additional Retail space would result in reductions of potable water demand by 13,755 gallons per day (gpd), wastewater generation by 15,135 gpd and solid waste generation by more than 2,406 cubic yards per day. (Transmitted via April 17, 2009 E-Mail)

2. The Developer has provided a trip generation comparative analysis which projects that the proposed conversion will result in an additional 21 ***Gross P.M. Peak Hour Trips*** based on trip generation rates identified in the latest edition of the Institute for Transportation Engineers Manual. The Manual further defines ***Net New External P.M. Peak Hour Trips*** as Gross Trips less "Pass-By Capture" and/or "Internal Capture" trips, as may be applicable. For the purpose of the proposed conversion, as appropriate, no Pass-By or Internal Capture trips were assumed for the existing Residential or proposed Vo-Tech/School uses. However, the Manual projected a conservative estimate of 36 Pass-By Capture trips during the P.M. Peak Hour associated with the proposed 29,000 sq. ft. Retail expansion. Subtracting these trips from the Gross P.M. Peak Hour comparison would actually yield 15 fewer trips following the proposed conversion. (Transmitted via April 20, 2009 E-Mail)

3. The requested (additional) Honore Road access road will provide entry to a 74-unit multi-family residential parcel previously approved by Manatee County and already under construction.

4. If approved, the revised plan of development is as follows:

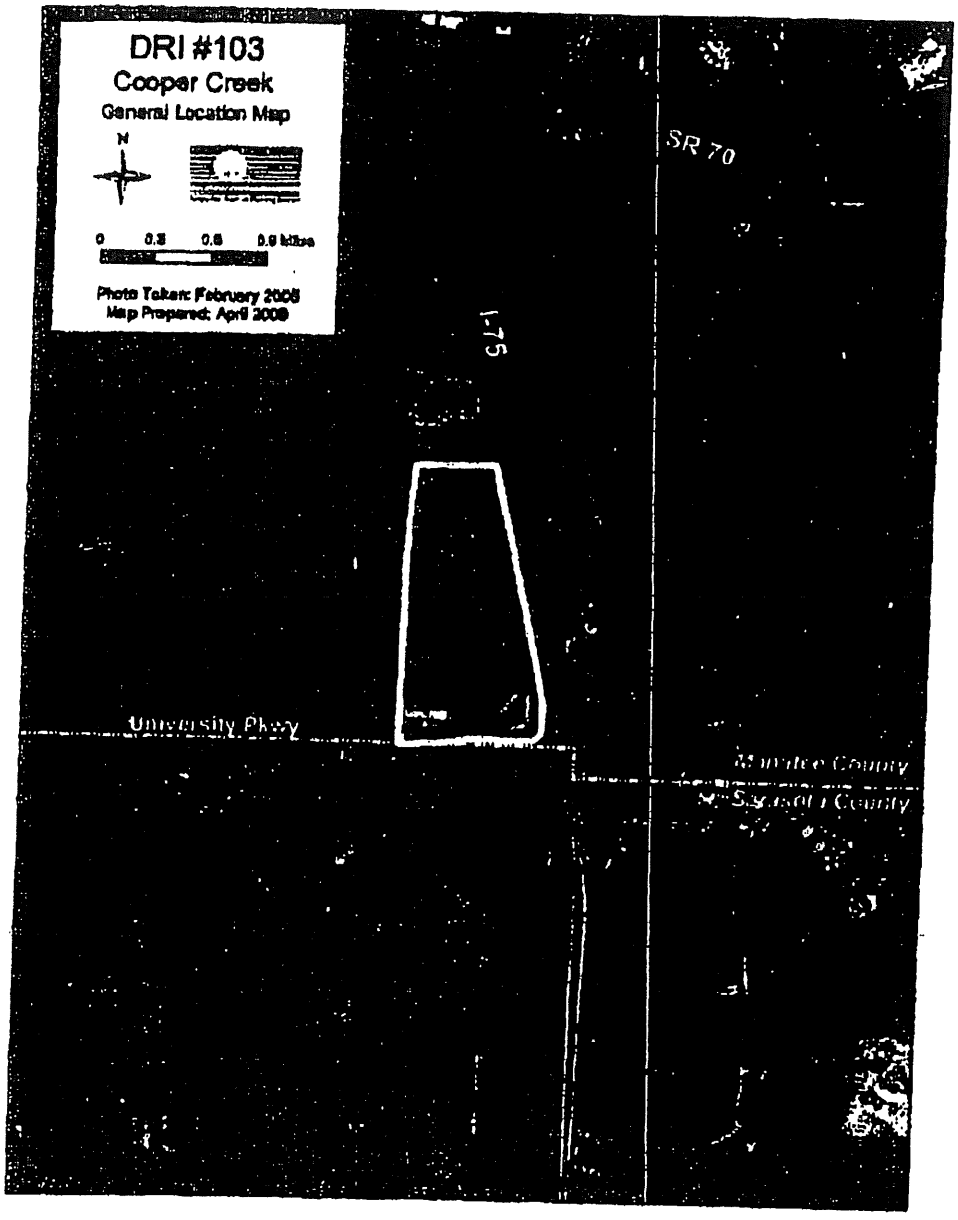
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RECOMMENDED ACTION

Indicate to Manatee County and the Florida Department of Community Affairs that the proposal is presumed to create a Substantial Deviation, as defined above. However, it is the opinion of this agency that no unmitigated regional impacts would result from the requested modifications.

EXHIBIT 1


DRI #103
Cooper Creek
General Location Map
N
0 0.3 0.6 0.9 Miles
Photo Taken: February 2008
Map Prepared: April 2008
SR 70
I-75
University Pkwy
Manatee County
Sarasota County

Tampa Bay Regional Planning Council

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NOPC

Notice of Proposed Change Report

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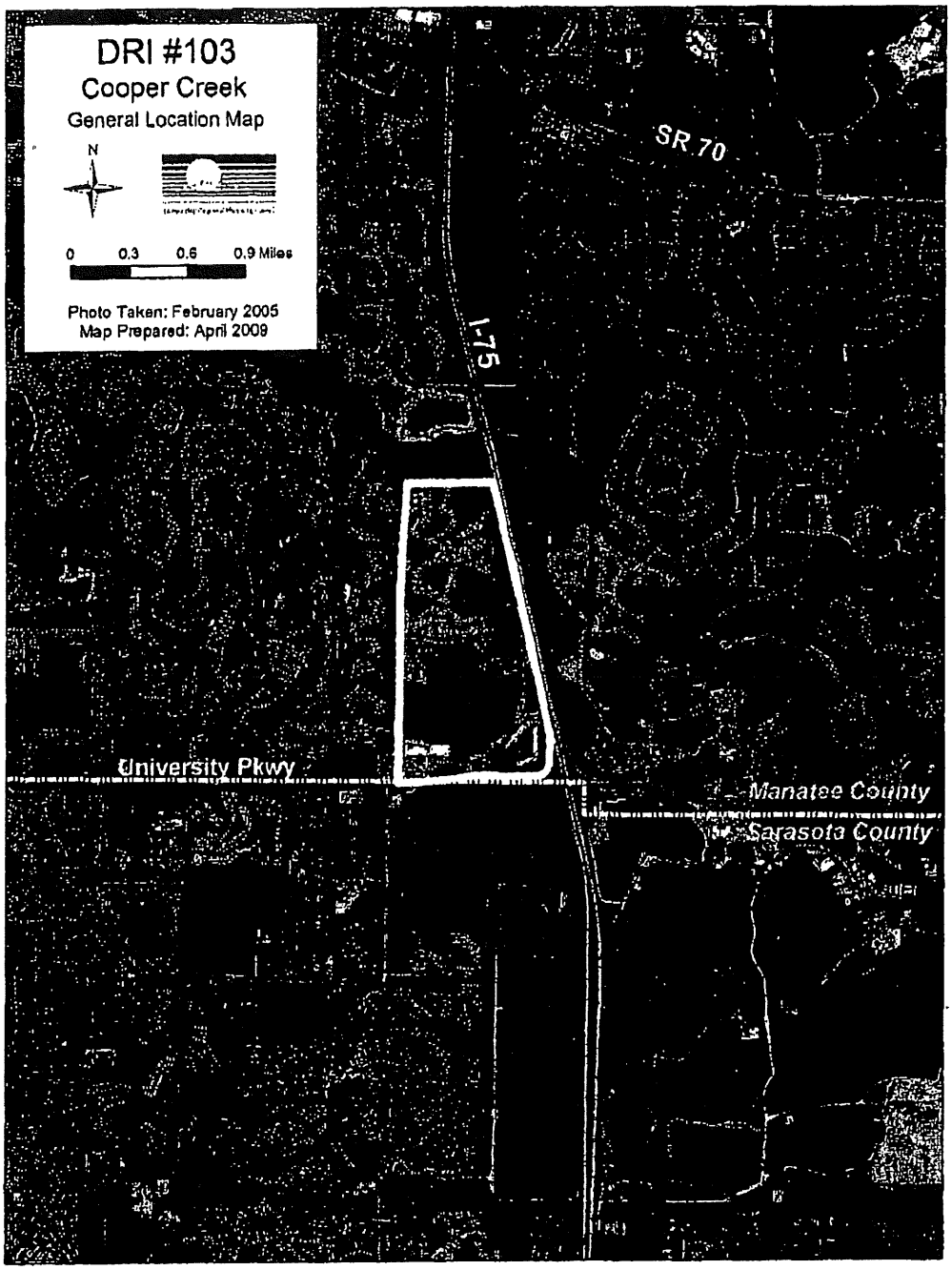
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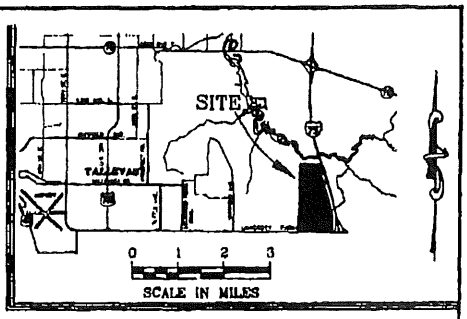
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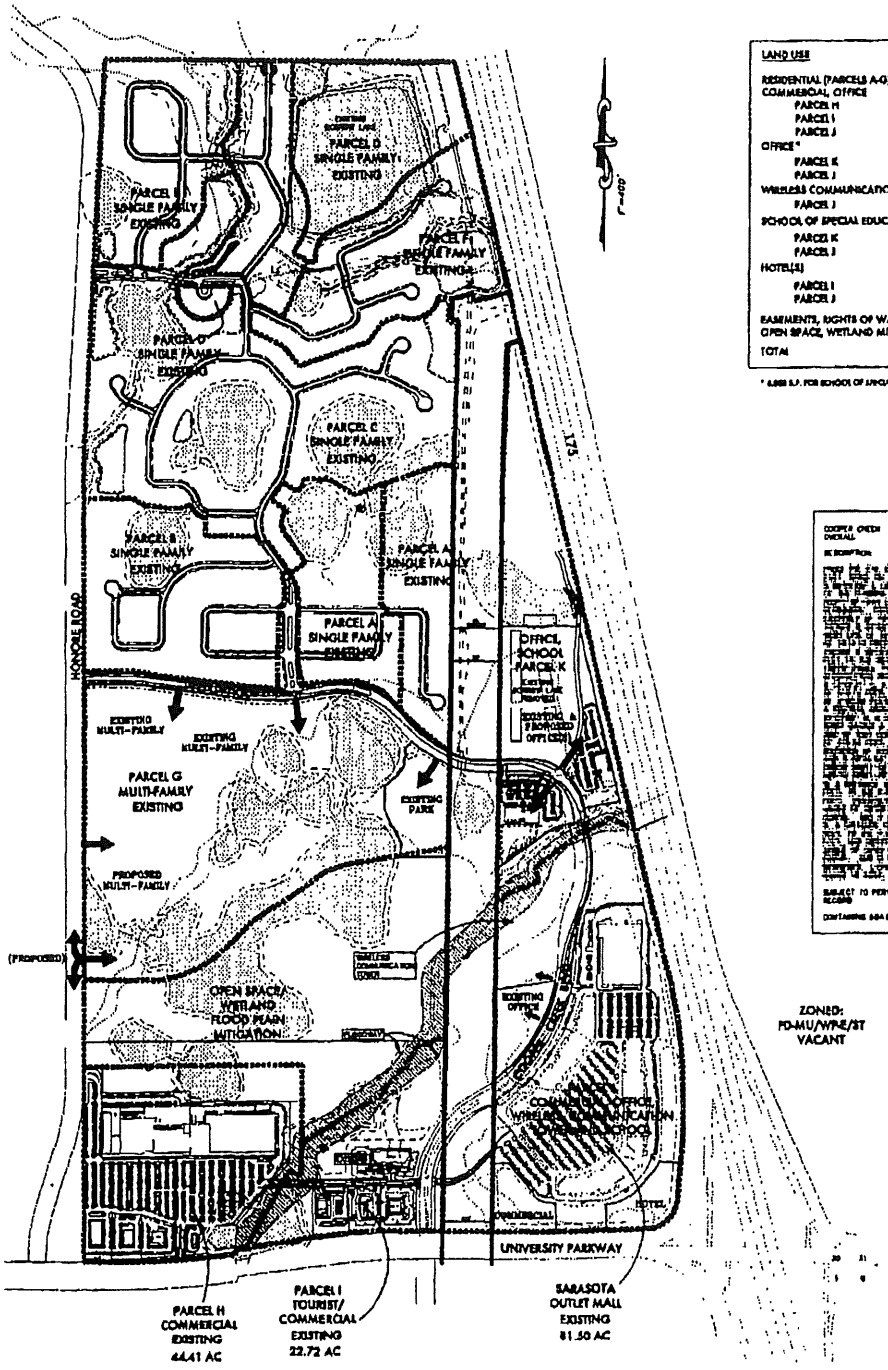


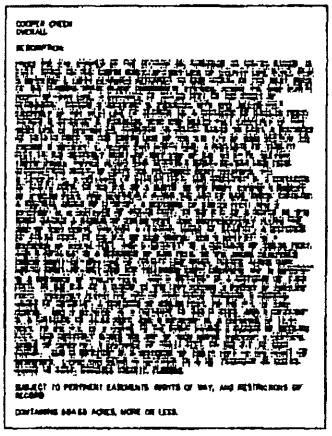
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PARCEL J		
WIRELESS COMMUNICATION TOWER		1.0±
PARCEL J		
SCHOOL OF SPECIAL EDUCATION	90,000 SF	
PARCEL K		
PARCEL J		
HOTEL[S]	250 ROOMS	6.0±
PARCEL I		
PARCEL J		
EASEMENTS, RIGHTS OF WAY, WETLANDS, OPEN SPACE, WETLAND MITIGATION		124.98±
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ZONED:
PD-MU/WPE/ST
VACANT

LEGEND

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FOR
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LOCATED IN
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MANATEE COUNTY, FLORIDA

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ENGINEERS | PLANNERS | SURVEYORS
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Exhibit G

Tampa Bay Regional Planning Council

Chair
Commissioner Bill Dodson

Vice-Chair
Commissioner Jack Mariano

Secretary/Treasurer
Jill Collins

Executive Director
Manny Pumariega

April 24, 2009

Mr. Tom McCollum
ZNS Engineering, LLC
Post Office Box 9448
Bradenton, FL 34206

Subject: ***DRI #103 - Cooper Creek, Notice of Proposed Change, Manatee County***

Dear Mr. McCollum:

The staff of the Tampa Bay Regional Planning Council has completed our review of the above-referenced NOPC application submitted in accordance with Section 380.06(19), F.S. Enclosed you will find the draft *NOPC Report* regarding your proposal. Please note that this Report will appear on the Consent Agenda for the May 11, 2009 Council meeting.

Comments received from the Florida Department of Transportation (FDOT) are attached. No additional agency comments have been received. I have taken the liberty of forwarding Mr. Robert Agrusa's April 20, 2009 e-mail, containing the revised trip estimates associated with each of the project uses being traded, to Mr. Crawley on April 23, 2009.

If you should have any questions about the Report, please do not hesitate to contact me at extension 29.

Sincerely,

John M. Meyer
DRI Coordinator

cc: Mr. Tim Kluver, Benderson Dev't Company
Mr. John Osborne, Manatee County
Mr. Bob Crawley, FDOT District 1
Mr. Mike Maholtz, Sarasota-Manatee MPO
Mr. Bernard Piawah, FDCA

4000 Gateway Centre Boulevard, Suite 100 · Pinellas Park, FL 33782
Phone: 727-570-5151 · Fax: 727-570-5118 · State Number: 513-5066 · www.tbrpc.org

NOPC

Notice of Proposed Change Report

Tampa Bay Regional Planning Council
4000 Gateway Centre Boulevard, Suite 100, Pinellas Park, FL 33782
Phone (727) 570-5151 / FAX (727) 570-5118
www.tbrpc.org

DRI #103 - COOPER CREEK
MANATEE COUNTY

On March 27, 2009 (dated March 24, 2009), the Applicant submitted a Notice of Proposed Change application requesting modifications to the Development Order. Supplemental transportation and utility impact analyses were received on April 17, 2009. Other than e-mails dated April 17 & 20, 2009 (recognized below) providing proposal clarification, no further information was requested or received. The following provides a summary of project entitlements and history, a description of the proposal, and the Council recommendation.

PROJECT DESCRIPTION

On January 9, 1986, Manatee County granted a Development Order (Resolution R-85-236) to the Wilbur Boyd Corporation for the above-referenced DRI, a 605-acre, mixed-use development located northwest of the University Parkway and I-75 intersection in Manatee County.

The Development Order has been amended a total of nine times, the latest occurring on December 1, 2005 (Ordinance No. 05-54). The amendments have cumulatively:

- consolidated the formerly approved two phase project into a single phase;
- extended each of the formerly approved phases and the Development Order expiration date to December 30, 2009. The Development Order has been extended by a period of 13 years and 351 days;
- authorized any combination of approved land uses if the p.m. peak hour external vehicle trips anticipated are less than 2,832 trips;
- modified the trade-off mechanism and significantly modified the plan of development;
- modified list of transportation improvements including two "safety" improvements;
- recognized new owners/Master Developers;
- allowed potential conversion of commercial (Parcel J) OR professional office (Parcel K) to vocational/technical school (maximum of 6,000 sq. ft.); and
- authorized commercial or office development within Parcel J.

The following represents the current plan of development:

RESIDENTIAL (Units)	COMMERCIAL (Gross Sq. Ft.)	OFFICE (Gross Sq. Ft.)	MOTEL (Rooms)
880	745,000*	140,000	250

* - The Development Order identifies 886,000 gross sq. ft. of commercial development. This amount was reduced by 141,000 sq. ft. (in the above Table) to account for a "double counting" experienced by the addition of the anticipated square footage of Motel development.

PROPOSED CHANGES UNDER THIS NOPC

The applicant has requested the following modifications to the Development Order:

- exchange 113 residential units (various residential parcels) for 20,000 sq. ft. Vo-Tech/School space (Parcel K) and increase Commercial by 29,000 sq. ft. (in Parcels H, I and/or J);
- additional Honore Avenue access point; and
- corresponding changes to the Master Development Plan and corresponding Land Use Table.

CONSISTENCY WITH SUBSECTION 380.06(19), FLORIDA STATUTES

Subsections 380.06(19)(e)2.d. and 380.06(19)(e)3., F.S. identify the provisions applicable to this proposal. These citations respectively read as follows:

> *"changes in the configuration of internal roads that do not affect external access points"* are not substantial deviation. However, by contrast, the addition of access point(s) would be presumed to create a Substantial Deviation.
>
> *"Except for the change authorized by subsubparagraph 2.f., any addition of land not previously reviewed or any change not specified in paragraph (b) or paragraph (c) shall be presumed to create a substantial deviation. This presumption may be rebutted by clear and convincing evidence."* [underlined to express emphasis]

DISCUSSION

The following statements serve as representations made by, or on behalf of, the applicant or are statements or recommendations made by Tampa Bay Regional Planning Council staff. These references/recommendations were relied upon by the Tampa Bay Regional Planning Council to determine that no further information would be required in conjunction with the current proposal:

1. The Developer has provided a utility impact analysis to project that conversion of 113 single-family residential units to 20,000 sq. ft. of Vo-Tech/School and 29,000 sq. ft. of additional Retail space would result in reductions of potable water demand by 13,755 gallons per day (gpd), wastewater generation by 15,135 gpd and solid waste generation by more than 2,406 cubic yards per day. (Transmitted via April 17, 2009 E-Mail)

2. The Developer has provided a trip generation comparative analysis which projects that the proposed conversion will result in an additional 21 ***Gross P.M. Peak Hour Trips*** based on trip generation rates identified in the latest edition of the Institute for Transportation Engineers Manual. The Manual further defines ***Net New External P.M. Peak Hour Trips*** as Gross Trips less "Pass-By Capture" and/or "Internal Capture" trips, as may be applicable. For the purpose of the proposed conversion, as appropriate, no Pass-By or Internal Capture trips were assumed for the existing Residential or proposed Vo-Tech/School uses. However, the Manual projected a conservative estimate of 36 Pass-By Capture trips during the P.M. Peak Hour associated with the proposed 29,000 sq. ft. Retail expansion. Subtracting these trips from the Gross P.M. Peak Hour comparison would actually yield 15 fewer trips following the proposed conversion. (Transmitted via April 20, 2009 E-Mail)

3. The requested (additional) Honore Road access road will provide entry to a 74-unit multi-family residential parcel previously approved by Manatee County and already under construction.

4. If approved, the revised plan of development is as follows:

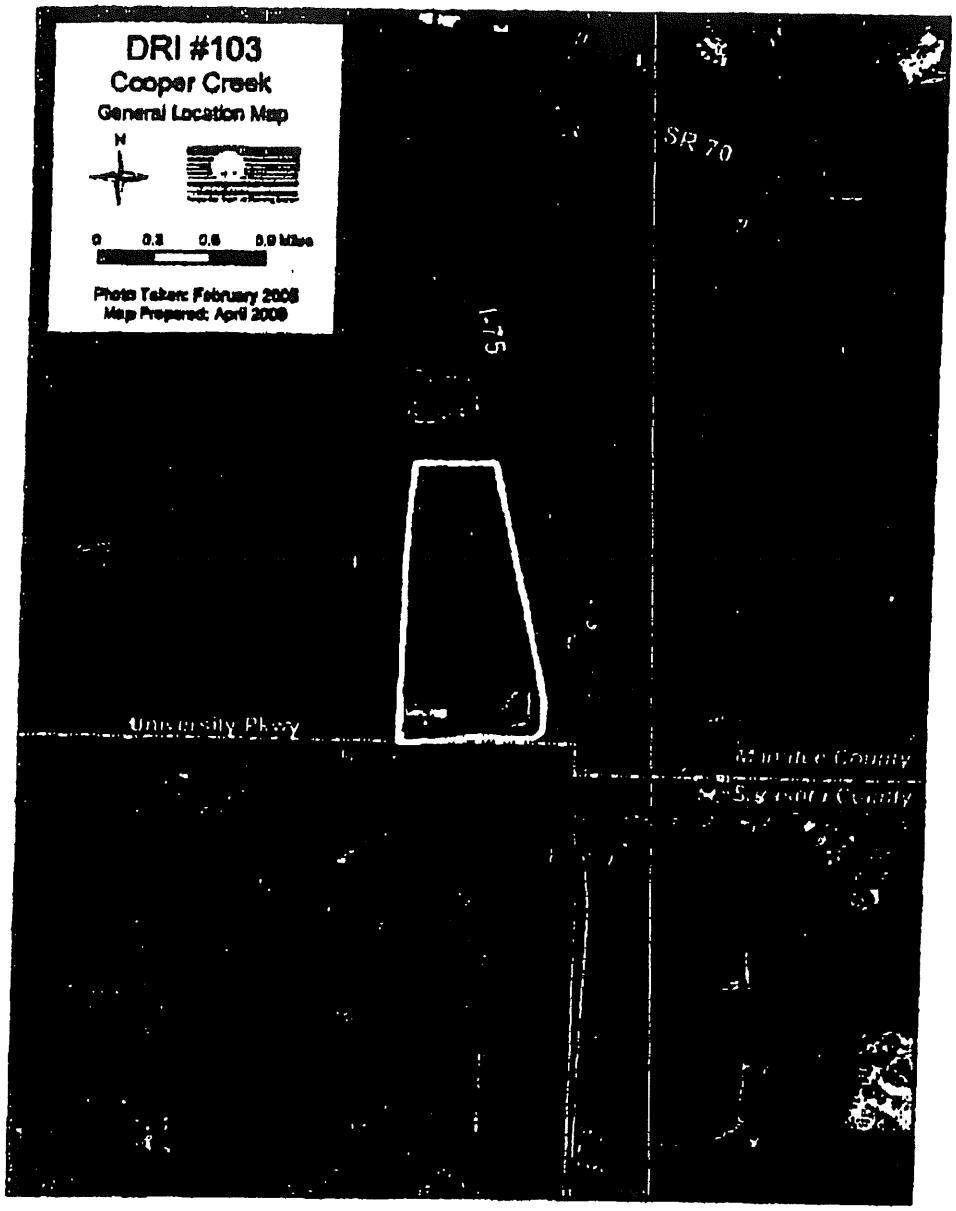
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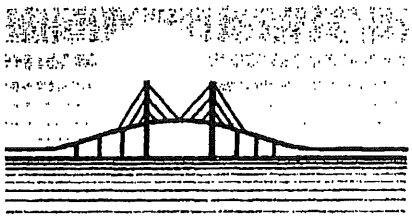
* - The Development Order will identify 915,000 gross sq. ft. of commercial development. This amount was reduced by 141,000 sq. ft. (in the above Table) to account for a "double counting" experienced by the addition of the anticipated square footage of Motel development.

RECOMMENDED ACTION

Indicate to Manatee County and the Florida Department of Community Affairs that this proposal is presumed to create a Substantial Deviation, as defined above. However, it is the opinion of this agency that no unmitigated regional impacts would result from the requested modifications.

EXHIBIT 1


DRI #103
Cooper Creek
General Location Map
N
0 0.3 0.6 0.9 Miles
Photo Taken: February 2008
Map Prepared: April 2008
SR 70
I-75
University Pkwy



Tampa Bay Regional Planning Council

NOPC

Notice of Proposed Change Report

4000 Gateway Centre Boulevard, Suite 100, Pinellas Park, FL 33782
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DRI #103 - COOPER CREEK
MANATEE COUNTY

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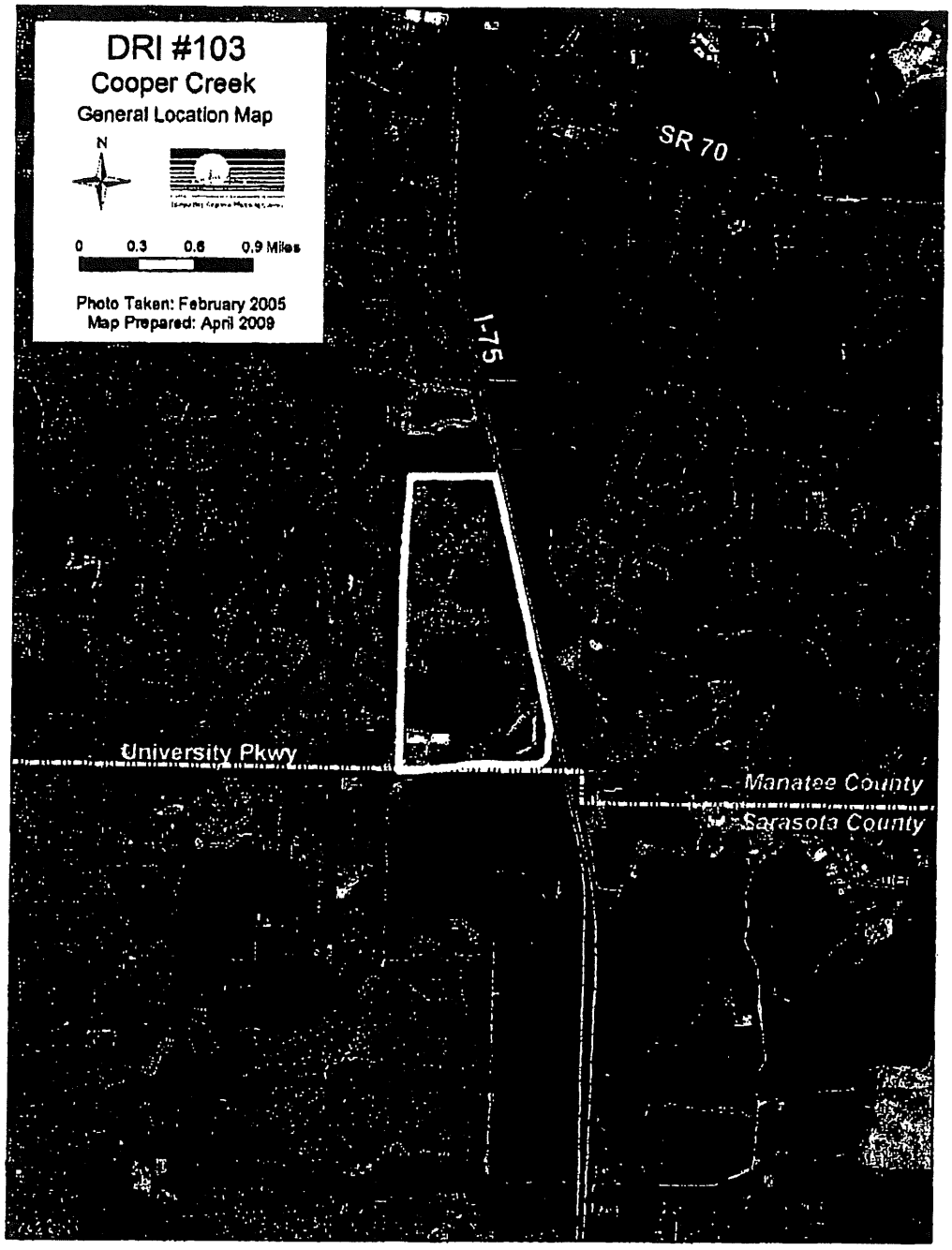
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* - The Development Order will identify 915,000 gross sq. ft. of commercial development. This amount was reduced by 141,000 sq. ft. (in the above Table) to account for a "double counting" experienced by the addition of the anticipated square footage of Motel development.

RECOMMENDED ACTION

Indicate to Manatee County and the Florida Department of Community Affairs that the proposal is presumed to create a Substantial Deviation, as defined above. However, it is the opinion of this agency that no unmitigated regional impacts would result from the requested modifications.

EXHIBIT 1



BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO. FLA

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.
Witness my hand and official seal this 9th day of February ,2011
R.B. SHORE
Clerk of Circuit Court
By: [signature] DC

MANATEE COUNTY
FLORIDA

January 8, 2010

Alicia H. Gayton, Attorney at Law
Benderson Development
8441 Cooper Creek Blvd
University Park, Florida 34201

Re: Cooper Creek DRI #14 – Request for Extension Based on Senate Bill 360

Dear Ms. Gayton:

Your request to extend the buildout and expiration dates for Cooper Creek DRI is hereby granted. Pursuant to Senate Bill 360 the Cooper Creek DRI (Ordinance 05-54) and its associated Zoning Ordinance [PDMU-96-01(G) (R-6)] are eligible for a two year extension. The extended dates for the Cooper Creek DRI are extended as follows:

Manatee County Ordinance 05-54 is now amended to read as follows:

SECTION 2. FINDINGS OF FACT

K. This Development Order is issued based on information provided by the Developer* in the ADA*, as amended, and information provided in the sufficiency responses, NOPC's, and ensures compliance with the Manatee County Comprehensive Plan. Subject to the Development Order conditions listed in Section 4, the County has determined that, with the required transportation improvements listed in Conditions B. (2) and (7) of this Development Order, adequate Levels of Service exist until December 30, ~~2010~~ **2012** for this project in each of these areas referenced in subsection 1.J above, except potable water which will shall be addressed in accordance with the requirements of the Comprehensive Plan.

Planning Department
Mailing Address: P.O. Box 1000 * Street Address: 1112 Manatee Ave. W. 4th Floor, Bradenton, FL 34205
PHONE: 941.749.3070 * FAX: 941.749.3071
www.mymanatee.org

LARRY BUSTLE * DR. GWENDOLYN Y. BROWN * JOHN R. CHAPPIE * RON GETMAN * DONNA G. HAYES * CAROL WHITMORE * JOE MCCLASH
District 1 *District 2* *District 3* *District 4* *District 5* *District 6* *District 7*

L. The build-out date is approved for December 30, ~~2011~~ **2013**.

U. The Developer will be issued a Level of Service Certificate which will expire on December 30, ~~2010~~ **2012**.

SECTION 5. DEVELOPMENT CONDITIONS

A.(1) Approved Development Totals and development authorized for construction pursuant to this D.O. are as set forth in Table 1. Building Permits for non-residential development and Final Plats (or Building Permits if platting is not required) for residential shall be obtained prior to December 30, ~~2010~~ **2012**.

O.(6) This Development Order shall expire December 30, ~~2012~~ **2014**. Buildout shall be completed by December 30, ~~2011~~ **2013**. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

We will update the above in your current request, PDMU-96-01(G)(R7), if approved by the Board of County Commissioners.

Please keep a copy of this letter for your records.

If you should have any questions or concerns regarding this matter, please feel free to contact me or Susan Angersoll at (941) 748-4501.

Sincerely,

Lisa Barrett

Lisa Barrett
Principal Planner

cc: Records File
John Meyer, DRI Coordinator, TBRPC

MANATEE COUNTY GOVERNMENT

#103

PLANNING DEPARTMENT

"TO SERVE WITH EXCELLENCE"

December 17, 2007

William A. Ockunzzi
2707 First Street, Suite 1
Indian Rocks Beach, Florida 33785

Re: Cooper Creek Center DRI – Extension of phase, buildout, and expiration dates

Dear Mr. Ockunzzi:

During the 2007 legislative session, Section 380.6(19)(c) Florida Statutes was amended to extend all , buildout, and expiration dates for DRI's that were under "active construction" as of July 1, 2007. Manatee County has determined that the Cooper Creek DRI was under active construction on July 1st.

On October 9, 2007 the Board of County Commissioners adopted Resolution No. R-07-180 to recognize the automatic three-year extensions granted pursuant to the Section 380.06(19)(c) F.S. Accordingly, the following phase, buildout, and expiration dates for DRIs are extended for three years from their stated expiration dates:

A. Development order buildout dates for individual phases which, as of July 1, 2007, had not expired;

B. Site plans for such individual phases which, as of July 1, 2007, had not expired; and

C. Expiration dates, including without limitation expiration dates for certificates of level of service (CLOS) for such individual phases.

Any phase, buildout, or expiration date (including without limitation any CLOS expiration date) for any individual phase of a DRI which has, as of July 1, 2007, expired, shall not be revived and extended, notwithstanding that other phases of such DRI may be subject to a phase, buildout, or expiration date that did not expire as of such date.

The Board also authorized the Planning Department to review all current DRI Development Orders and give notice of the extended dates for the DRI. Copies of this letter and the Resolution No. R-07-180 will be placed in all DRI files to document the extensions and all future NOPC or Substantial Deviation requests will recognize the extensions. The extended dates for the Cooper Creek DRI are set forth below:

Manatee County Ordinance 05-54 is now amended to read as follows:

SECTION 2. FINDINGS OF FACT

K. This Development Order is issued based on information provided by the Developer* in the ADA*, as amended, and information provided in the sufficiency responses, NOPC's, and ensures compliance with the Manatee County Comprehensive Plan. Subject to the Development Order conditions listed in Section 4, the County has determined that, with the required transportation improvements listed in Conditions B. (2) and (7) of this Development Order, adequate Levels of Service exist until December 30, ~~2007~~ **2010** for this project in each of these areas referenced in subsection 1.J above, except potable water which will shall be addressed in accordance with the requirements of the Comprehensive Plan.

L. The build-out date is approved for December 30, ~~2008~~ **2011**.

U. The Developer will be issued a Level of Service Certificate which will expire on December 30, ~~2007~~ **2010**.

SECTION 5. DEVELOPMENT CONDITIONS

A.(1) Approved Development Totals and development authorized for construction pursuant to this D.O. are as set forth in Table 1. Building Permits for non-residential development and Final Plats (or Building Permits if platting is not required) for residential shall be obtained prior to December 30, ~~2007~~ **2010**.

O.(6) This Development Order shall expire December 30, ~~2009~~ **2012**. Buildout shall be completed by December 30, ~~2008~~ **2011**. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

Please contact me should you have any questions regarding the above information.

Sincerely,

Robert H. Pederson, AICP
Community Planning Administrator

cc. Randy Benderson

#103

RESOLUTION NO. R-07-180

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA, REGARDING LAND DEVELOPMENT; AUTHORIZING THE EXTENSION OF PHASE, BUILDOUT AND EXPIRATION DATES FOR PROJECTS THAT ARE DEVELOPMENTS OF REGIONAL IMPACT, PURSUANT TO SECTION 380.06(19)(c), FLORIDA STATUTES; AUTHORIZING AND DIRECTING THE PLANNING DIRECTOR TO CARRY OUT NECESSARY ACTIONS; PROVIDING FOR THE EFFECT OF THIS RESOLUTION; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, Manatee County, Florida, pursuant to Part II, Chapter 163, Florida Statutes, and Chapter 380, Florida Statutes, has issued development orders for developments of regional impact ("DRIs") for land development within the unincorporated areas of the County, with such stated expiration dates as are authorized and required pursuant to applicable law; and

WHEREAS, during the 2007 legislative session, the Florida Legislature amended Section 380.06(19)(c), Florida Statutes, to provide that *"In recognition of the 2007 real estate market conditions, all phase, buildout, and expiration dates for projects that are developments of regional impact and under active construction on July 1, 2007, are extended for 3 years regardless of any prior extension. The 3-year extension is not a substantial deviation, is not subject to further development-of-regional-impact review, and may not be considered when determining whether a subsequent extension is a substantial deviation under this subsection";* and

WHEREAS, in order to comply with the amendments to Section 380.06(19)(c), Florida Statutes, the Board wishes to adopt this Resolution to authorize and direct the Planning Director to memorialize such statutory extensions as provided herein.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA, AS FOLLOWS:

SECTION 1. EXTENSION OF PHASE, BUILDOUT AND EXPIRATION DATES FOR DRIS. The Board hereby recognizes the automatic three-year extension granted pursuant to Section 380.06(19)(c), Florida Statutes, for phase, buildout, and expiration dates for projects that are developments of regional impact and under active construction on July 1, 2007. In order to comply with the letter and intent of such provision, the following phase, buildout, and expiration dates for such DRIs shall be deemed extended by a period of three years from their stated expiration dates:

A. Development order buildout dates for individual phases which, as of July 1, 2007, had not expired;

B. Site plans for such individual phases which, as of July 1, 2007, had not expired; and

R-07-180

C. Expiration dates, including without limitation expiration dates for certificates of level of service (CLOS) for such individual phases.

Any phase, buildout, or expiration date (including without limitation any CLOS expiration date) for any individual phase of a DRI which has, as of July 1, 2007, expired, shall not be revived and extended, notwithstanding that other phases of such DRI may be subject to a phase, buildout, or expiration date that did not expire as of such date.

SECTION 2. EXTENSION OF IMPROVEMENT COMPLETION DEADLINES. Deadlines for completion of individual improvements, or any other deadlines not specifically addressed in Section 1 above, shall be evaluated on a case-by-case basis to determine whether such deadlines should be extended in order to comply with Section 380.06(19)(c), Florida Statutes. An applicant bears the responsibility of identifying any such deadlines that it believes should be extended, and obtaining a written determination from the Planning Department, before any such deadlines should be treated as extended by the applicant.

SECTION 3. DIRECTION TO PLANNING DIRECTOR. The Board hereby authorizes and directs the Planning Director, and such other necessary County officers and staff, subject to and in accordance with the terms and conditions of this Resolution and Section 380.06(19)(c), Florida Statutes, to review existing DRI development orders and related approvals and to provide written notice to applicants of the extensions recognized in to Section 1. The Planning Director is also authorized to consider and act upon requests of DRI applicants for extensions of other deadlines pursuant to Section 2.

SECTION 4. INCORPORATION INTO BOARD APPROVALS. For any DRI affected by this Resolution, the Planning Director shall include in any future ordinance, development order or other approval submitted to the board, language and expiration dates to assure that the Board action provides for the recognition of the extensions provided pursuant to Section 380.06(19)(c), Florida Statutes, as implemented pursuant to this Resolution.

SECTION 5. EFFECT OF RESOLUTION. This Resolution adopted solely for the purpose of implementing the statutory extensions made pursuant to Section 380.06(19)(c), Florida Statutes. Accordingly, this Resolution (a) shall be construed in a manner consistent with the intent of such statutory provision, and (b) shall not be construed to confer extensions or other development rights beyond those authorized and required pursuant to such statutory provision.

SECTION 6. EFFECTIVE DATE. This Resolution shall take effect immediately upon its adoption.

R-07-180

ADOPTED THIS 9TH DAY OF OCTOBER, 2007.

MANATEE COUNTY, FLORIDA

By: Board of County Commissioners

By: _____
Chairman of the Board of County Commissioners

ATTEST:

R.B. SHORE, Clerk of the Circuit Court

By: _____
Deputy Clerk

MANATEE COUNTY GOVERNMENT
AGENDA MEMORANDUM

SUBJECT	Resolution No. R-07-180. Statutory extension of DRI phasing, buildout, and expiration dates	**TYPE AGENDA ITEM**	Consent
DATE REQUESTED	October 9, 2007	**DATE SUBMITTED/REVISED**	October 1, 2007
BRIEFINGS? Who?	None Required	**CONSEQUENCES IF DEFERRED**	Delay in notification to applicants and interested parties
DEPARTMENT/DIVISION	Planning/Community Planning	**AUTHORIZED BY TITLE**	Carol B. Clarke, AICP, Planning Director CBC
CONTACT PERSON TELEPHONE/EXTENSION	Robert H. Pederson, Community Planning Administrator. Ext. 6833	**PRESENTER/TITLE TELEPHONE/EXTENSION**	Robert H. Pederson, Community Planning Administrator. Ext. 6833
ADMINISTRATIVE APPROVAL			

ACTION DESIRED
INDICATE WHETHER 1) REPORT; 2) DISCUSSION; 3) FORM OF MOTION; OR 4) OTHER ACTION REQUIRED

Adoption of Manatee County Resolution R-07-180 authorizing the Planning Director to review DRI Development Orders and related approvals and to provide written notice to applicants of the extensions authorized by Section 380.06(19)(c), Florida Statutes

ENABLING/REGULATING AUTHORITY
Federal/State law(s), administrative ruling(s), Manatee County Comp Plan/Land Development Code, ordinances, resolutions, policy

- Chapter 380.06 Florida Statutes

BACKGROUND/DISCUSSION

- During the 2007 legislative session, Section 380.06(19)(c) was amended to extend all phase, buildout, and expiration dates for DRIs that are under "active construction" on July 1, 2007.
- The amendment was in recognition of the real estate market conditions in Florida.
- The attached Resolution recognizes the automatic 3 years extensions and authorizes the Planning Director to review all current DRI Development Orders and notify the applicants of the extensions and the new phase, buildout, and expiration dates for their DRI.
- Copies of this Resolution will be placed in all DRI files to documents the extensions and all future NOPC or Substantial Deviation requests will recognize the extensions.

COUNTY ATTORNEY REVIEW

Check appropriate box	
☐	REVIEWED Written Comments:

APPROVED IN OPEN SESSION

OCT 0 9 2007

BOARD OF COUNTY COMMISSIONERS
MANATEE COUNTY, FLORIDA

	☐ Attached ☐ Available from Attorney (Attorney's initials: _____)
☐	NOT REVIEWED (No apparent legal issues.)
	NOT REVIEWED (Utilizes exact form or procedure previously approved by CAO.)
☒	OTHER The County Attorney's Office prepared the draft Resolution and has reviewed this agenda memorandum

ATTACHMENTS: (List in order as attached)		INSTRUCTIONS TO BOARD RECORDS:	
• Resolution No. R- 07-180		• Please forward a copy of the adopted Resolution to: County Attorney's Office – Bill Clague Planning Department – Bobbi Roy	
COST:	N/A	SOURCE (ACCT # & NAME):	N/A
COMMENTS:	N/A	AMT./FREQ. OF RECURRING COSTS: (ATTACH FISCAL IMPACT STATEMENT)	N/A

#103

BENDERSON DEVELOPMENT COMPANY, LLC 8441 Cooper Creek Blvd., University Park, FL 34201 (941) 359-8303 Fax (941) 359-1836

www.benderson.com

July 9, 2007

VIA FIRST CLASS U.S. MAIL

MANATEE COUNTY: COMMUNITY PLANNING DEPT
Attn: Carol Clark, Community Development Director
1112 Manatee Avenue West, 4th Floor
Bradenton, Florida 34205

RE: COOPER CREEK DRI: Ordinance 02-31, and PDMU-96-01(G)(R-3) as amended by PDMU-96-01(G)(R-5)

Dear Carol:

The purpose of this letter is to provide notification to Manatee County that the Cooper Creek DRI, PDMU 96-01 (Z)(G)(R-3) as amended by PDMU-96-01(G)(R-5) was under active construction on July 1, 2007. Enclosed are photographs showing construction activity on Friday, June 29, 2007 and on Monday July 2, 2007. Additional photograph are available in the event more evidence of active construction is required.

Pursuant to Chapter 204, Laws of Florida 2007, amending Subsection 380.06(19)c of the Florida Statutes, the following dates under the Cooper Creek DRI are automatically extended for an additional three (3) years:

	Old Date:	**New Date:**
CLOS Date	12/30/2007	**12/30/2010**
Buildout Date	12/30/2008	**12/30/2011**
Expiration Date	12/30/2009	**12/30/2012**

Please do not hesitate to contact me if you have any questions or need any additional information or documentation in order to effectuate and appropriately memorialize the above referenced extension.

Thank you for your continued assistance in this matter.

Very Truly Yours,

Alicia H. Gayton
Attorney at Law

Cc: Tampa Bay Regional Planning Counsel
Florida Department of Community Affairs

103

MANATEE COUNTY GOVERNMENT

PLANNING DEPARTMENT

"TO SERVE WITH EXCELLENCE"

Certified Mail # 7000 0520 0015 6095 8181-9980 Returned to me Planning

January 10, 2006

Mr. John Meyer
DRI Coordinator
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, FL 33702

Re: Development Order for Cooper Creek Center Development of Regional Impact

Dear Mr. Meyer:

Enclosed is a certified copy of Ordinance 05-54, the DRI Development Order for Cooper Creek Center, as adopted in open session by the Manatee County Board of County Commissioners on December 1, 2005 as required by Rule 9J-2.025(5), Florida Administrative Code.

If I can be of further assistance, please contact me at (941)749-3070, extension 6833.

Sincerely,

Robert H. Pederson, AICP
Community Planning Administrator

RHP/br
Enlcosure

1112 Manatee Avenue West • Fourth Floor • Bradenton, Florida • Tel. (941) 749-3070

P.O. Box 1000 • Bradenton, Florida 34206-1000

FILED FOR RECORD
R. B. SHORE

2005 DEC 20 PM 12:58

CLERK CIRCUIT COURT
MANATEE CO. FLORIDA

ORDINANCE 05-54

AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA REGARDING LAND DEVELOPMENT, RENDERING AN AMENDED AND RESTATED DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR COOPER CREEK CENTER (RESOLUTION 85-236, AS AMENDED BY RESOLUTIONS 86-323, 87-58, 90-39, 93-300, 95-135, AND ORDINANCES 97-23, 99-40, and 02-31), ALSO KNOWN AS TBRPC DRI #103; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on January 9, 1986; the Board of County Commissioners (BOCC) approved R-85-236, a Development Order* for the Cooper Creek Center DRI for a planned residential, commercial, office, and industrial development on approximately 604.68 acres; and

WHEREAS, on December 23, 1986, February 10, 1987, March 29, 1990, April 5, 1993, June 22, 1995, November 4, 1997, and September 7, 1999, The Board of County Commissioner approved Resolutions R-86-323, R-87-58, R-90-39, R-93-100, R-95-135, Ordinance 97-23, and Ordinance 99-40, respectively, approving amendments to the Development Order for Cooper Creek Center, which amendments were not found to be a substantial deviation to the originally approved Development Order; and

WHEREAS, County Line Road Associates, LTD. has been succeeded by Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, as the Developer of Cooper Creek Center; and

WHEREAS, said Cooper Creek Center is a MULTI-USE PROJECT, as defined in Section 380.0651(3)(i), Florida Statutes, on approximately six hundred and four and 68/100 acres, located in south Manatee County, the legal description of which is attached as "Exhibit A"; and

WHEREAS, the buildout date for Cooper Creek Center expires on December 30, 2008; and

WHEREAS, the current expiration date of the Development Order is December 30, 2009; and

WHEREAS, the Developer has requested that further amendments to the Cooper Creek Center Development Order, as previously amended ("prior DO") be approved to provide for and approve the following changes to the project from the originally approved project development totals:

1. Modify the project as follows:
   A. Amend Table 1 to allow a school use.
   B. Amend Map H to allow:
      1. School uses in Parcels K or J; and
      2. An office use in Parcel J.
   C. Amend the Development Order to update terminology and departmental references; and other changes for internal consistency.

WHEREAS, while the development of Cooper Creek Center has commenced and is underway in accordance with the Prior DO*, this Development Order shall be, hence forth, considered the approved Cooper Creek Center Development of Regional Impact Development Order; and

WHEREAS, the above described changes in conjunction with all previous changes, do not constitute a Substantial Deviation to the Development Order, as amended, for Cooper Creek Center, pursuant to Chapter 380, Florida Statutes; and

WHEREAS, this Development Order shall be considered an amended Development Order; and

WHEREAS, all future development will shall comply with the requirements of the Comprehensive Plan (Ordinance 89-01, as amended) and Land Development Code (Ordinance 90-01, as amended), except where specifically approved by the BOCC in this Development Order.

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, has the statutory authority to consider and approve Notices of Proposed Changes (NOPC) for an amendment to an approved Development of Regional Impact; and

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

WHEREAS, the Planning Commission of Manatee County has reviewed the NOPC and has filed a recommendation on said NOPC with the Board of County Commissioners; and

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

WHEREAS, the Board of County Commissioners of Manatee County on August 23, 2005, September 13, 2005, September 27, 2005, November 3, 2005, and December 1, 2005 held duly noticed public hearings on said NOPC and has solicited, received and considered all testimony, reports, comments, evidence, and recommendations from interested citizens, County and City agencies, and the applicant, as well as the review and report of the Manatee County Planning Department; and

WHEREAS, said Board of County Commissioners has considered all of the foregoing in the adoption of this Ordinance.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA IN A REGULAR MEETING ASSEMBLED THIS 1st DAY OF DECEMBER, 2005 AS FOLLOWS:

SECTION 1. AMENDMENT AND RESTATEMENT OF DEVELOPMENT ORDER FOR DRI #14, ORDINANCE 02-31.

Ordinance 02-31 is hereby amended and restated in its entirety below. This Ordinance shall constitute the amended and restated Development Order for the Cooper Creek Development of Regional Impact. All prior Development Orders shall be superceded by this Ordinance. Provided this amendment shall not be construed to terminate the rights of the Developer, if any, granted under Section 163.3167(8), Florida Statutes, to the extent such rights have been previously granted and are not specifically herein or otherwise modified or amended.

SECTION 2. FINDINGS OF FACT

The Board of County Commissioners of Manatee County, after considering the testimony, evidence, documentation, application for amendment of the Zoning Ordinance, NOPC for an amended Development Order*, the recommendation and findings of the Planning Commission of Manatee County, as well as all other matters presented to said Board at the public hearing hereinafter referenced, hereby makes the following findings of fact:

A. All recitals preceding Section 1 of this Ordinance are adopted as findings of fact.

B. The real property involved in this development and owned by Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, is located in Manatee County, Florida, and is described on "Exhibit A" attached hereto and made a part hereof.

C. The Developer* has received County approvals for and has completed certain development consistent with the prior DO.

D. Development of the Cooper Creek Center site to date has proceeded in accordance and in compliance with the prior Development Order, as amended, and the Land Development Regulations of Manatee County. Specifically the Board also finds that:

1. The Developer has submitted the information requested in the County environmental consultant's Summary Report dated September, 1985.

2. The Developer has instituted and conducted the required water quality monitoring program.

3. The Developer has submitted a Master Drainage Plan which has been approved by Manatee County and TBRPC.

4. The County and Developer have entered into a Fee Agreement dated February 10, 1987 regarding the advance payment of Transportation Component Impact Fees, with which the Developer is in full compliance and which shall remain in full force and effect, and is attached hereto and make a part hereof by reference as "Exhibit D". The Developer* has obtained all impact fee credits due under this agreement.

5. The required improvements set forth in Exhibit C of R-86-323 have been constructed (Construct a second northbound to westbound left turn lane on Interstate 75 exit ramp to University Parkway).

6. The required transportation improvements set forth in Section 4, Development Conditions B(6) a., b., c., and d. of this Development Order, have been constructed by the Developer and accepted by Manatee County.

E. An application has been submitted to Manatee County and is being processed concurrently with this NOPC to revise the General Development Plan for the 604.68 acre project.

F. A notice of Public Hearing in these proceedings was duly published in The Herald and Herald Tribune, newspapers of general circulation in Manatee County, Florida, pursuant to Section 380.06(11), Florida Statutes, and Section 502.5, Manatee County Land Development Code, and proof of such publication has been duly filed in these proceedings.

G. The Board of County Commissioners of said County has received and considered the recommendation of the Manatee County Planning Commission concerning this NOPC to a Development Order pursuant to Section 380.06, Florida Statutes.

H. The Board of County Commissioners held public hearings on August 23, 2005, September 13, 2005, September 27, 2005, November 3, 2005, and December 1, 2005 regarding the said NOPC described herein, in accordance with the requirements of The Manatee County Land Development Code (Ordinance 90-01, as amended) and the 2020 Manatee County Comprehensive Plan (Ordinance No. 89-01, as amended) and has further considered the testimony, comments, and information received at the Public Hearing.

I. Manatee County has adopted the Manatee County Comprehensive Plan which is in compliance with applicable state laws.

J. The Comprehensive Plan requires Certificates of Level of Service be issued for Water, Wastewater, Solid Waste, Parks and Recreation, Transit, Transportation, and Drainage in compliance with state requirements.

K. This Development Order is issued based on information provided by the Developer* in the ADA*, as amended, and information provided in the sufficiency responses, NOPC's, and ensures compliance with the Manatee County Comprehensive Plan. Subject to the Development Order conditions listed in Section 4, the County has determined that, with the required transportation improvements listed in Conditions B. (2) and (7) of this Development Order, adequate Levels of Service exist until December 30, 2007 for this project in each of these areas referenced in subsection 1.J above, except potable water which will shall be addressed in accordance with the requirements of the Comprehensive Plan.

L. The build-out date is approved for December 30, 2008.

M. The proposed Development of Regional Impact regarding the property described in Section 6 herein is found to be consistent with the requirements of the previously adopted Development Orders and The Manatee County Comprehensive Plan.

N. The "Developer*" submitted to Manatee County, Florida an ADA* and NOPC, and sufficiency responses identified in Section 1 which are incorporated herein by reference.

O. This amended Development Order is consistent with all prior Manatee County Development Approvals* granted pursuant thereto.

P. The real property which is the subject of this Application* is legally described as set forth in "Exhibit A" of this Development Order.

Q. The proposed development is not in an Area of Critical State Concern, as designated pursuant to Section 380.05, Florida Statutes.

R. The authorized agent for the Developer* is William A. Ockunzzi, 2707 First Street, Suite 1 , Indian Rocks Beach, Florida 33785.

S. The Owners* of the property are Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and the Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest.

T. A comprehensive review of the impact generated by the development has been conducted by the departments of Manatee County, the Planning Commission, Tampa Bay Regional Planning Council (TBRPC), and the Florida Department of Community Affairs in conjunction with the original Development Order, as amended, and all notices of proposed change.

U. The Developer will be issued a Level of Service Certificate which will expire on December 30, 2007.

V. The Developer has prepared and submitted and the County has approved Construction Drawings and issued construction permits for the transportation improvements listed in Transportation Condition B.(7).

W. The Board of County Commissioners finds that the changes as proposed do not constitute a substantial deviation.

SECTION 3. CONCLUSIONS OF LAW

A. Based upon the previous findings of fact and the following conditions of Development Approval*, the Board of County Commissioners of Manatee County concluded that:

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

2. The Development remains consistent with the report and recommendations of Tampa Bay Regional Planning Council issued on July 8, 1985, regarding DRI #103, and on August 26, 2005 regarding this NOPC.

3. This Development remains consistent with the State Comprehensive Plan.

4. This Development remains consistent with the Comprehensive Plan and Land Development Code.

B. That these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in these proceedings, the Developer* is authorized to conduct development as described herein, subject to the conditions, restrictions, and limitations set forth below.

C. That the review by the County, the TBRPC, and other participating agencies and interested citizens reveals that impacts of the development are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Development Order and the ADA*. To the extent that the ADA* is inconsistent with the terms and conditions of this Order, the terms and conditions of this

Order shall prevail. A summary of the development covered by this development order is included as Table 1.

D. Pursuant to Section 380.06(19), Florida Statutes, the changes proposed pursuant to the NOPC submitted on May 17, 2005 and approved with conditions pursuant to Ordinance 05-54 are presumed to be a substantial deviation however have been rebutted and determined to not constitute a Substantial Deviation requiring further Development of Regional Impact Review.

SECTION 4. DEFINITIONS

The definitions contained in Chapter 380, Florida Statutes and in the Manatee County Land Development Code and Comprehensive Plan shall apply to this Development Order in addition to those listed herein. The following capitalized terms used herein shall have the following meanings:

A. "Acceptable Level of Service*" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in the Land Development Code. Level of Service "D" shall be measured on a peak hour basis as determined by the most recent Highway Capacity Manual, TRB Special Report 209 or the most current manual and computer software version in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour Level of Service "D" capacity, or if actual data is available to determine the "K" factor (please refer to the Florida Department of Transportation Planning and Statistics Department), then on the basis of the "K" factor. Acceptable Level of Service for links and intersections in Sarasota County, Florida, shall mean Level of Service "C" on an average daily basis ("D" on a peak hour basis), which shall be measured as provided in this paragraph. Where a link or intersection in Sarasota County is operating at Level of Service "D" on an average daily basis ("E" on a peak hour basis) on the effective date of this Ordinance, then the Acceptable Level of Service in Sarasota County for that link or intersection shall mean Level of Service "D" on an average daily basis ("E" on a peak hour basis).

B. "Application*" and "Application for Development Approval*" or "ADA" shall mean Cooper Creek Center's Development of Regional Impact Application for Development Approval*, and the NOPC submitted on July 26, 1996, and revised on March 31, 1997 and August 19, 1997, the NOPC, submitted on January 27, 1999, the NOPC submitted on January 9, 2002, and this NOPC submitted on May 17, 2005 (included as "Exhibit G").

C. "Best Management Practices*" shall mean the practices which are technologically and economically feasible in abating pollution generated by point and non-point sources, to a level compatible with water quality and quantity objectives of the Land Development Code (BMP list of approved practices by Board resolution for Special Overlay Districts-Evers Reservoir and Lake Manatee Watershed Areas).

D. "Conceptual Master Plan*" shall mean a graphic depiction of the development shown on Revised "Map H", last revised on July 27 2005, for the Cooper Creek Center, and attached hereto as "Exhibit B".

E. "Conservation Area*" shall mean areas as defined by TBRPC and shown on revised "Exhibit C", last revised on July 28, 1999.

F. "County Transportation Authority*" shall be defined as the Planning Department in cooperation with Manatee County's Transportation Department, or whatever County entity is responsible for roadway approvals.

G. "Developer*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest.

H. "Development Approval*" shall mean any approval for development granted through the Preliminary and Final Site Plan*, Preliminary and Final Subdivision Plat process, and construction drawing approval where site plans are not required, and all its conditions of approval.

I. "Development Order" shall mean the Ordinance Granting a Development Order for Cooper Creek Center, Ordinance 05-54.

J. "Fee Agreement*" shall mean the Transportation Component Impact Fee agreement by and between the County and the developer's predecessors in interest which was adopted on February 10, 1987 and is attached hereto as "Exhibit D".

K. "Funding Commitments*" shall mean to assure the completion of any improvement required by this Development Order, or any combination of the following:

1. Binding commitments for the actual construction with a posting of a cash bond or irrevocable letter of credit in a form satisfactory to the County; or

2. Actual construction; or

3. The placement of the improvements in the capital improvements work plan of a responsible entity for construction during the fiscal year when the improvement is required as long as said improvement is within the first two years of the Manatee County Capital Improvement Plan or the first two years of the FDOT Work Plan at the time of Preliminary Site Plan approval of a subphase or phase; or

4. A local development agreement as defined by Florida Statutes or the Land Development Code. The funding commitment shall guarantee that the improvement will be in place when needed or concurrent with the expected impacts of the development, whichever is sooner.

L. "Horizontal Development*" shall mean and shall be deemed to include the construction of any and all improvements required tc serve Vertical Development* (e.g., roadway, drainage, water, sewer, communication, utilities, etc).

M. "Master Development Plan*" shall be defined as Revised Map H, last revised on July 27 2005, incorporated as part of "Exhibit B" and made a part hereof. Development on Map H shall be limited to the total number of dwelling units and non-residential development on Table 1.

N. "Owner*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest as to the Cooper Creek Center DRI and all its stipulations.

O. "Post Development Wetland*" shall mean any Wetland* area, which upon completion of the subphase, that will be a jurisdictional Wetland* under the regulations of the Southwest Florida Water Management District or the Florida Department of Environmental Protection. This definition shall not apply to stormwater ponds or littoral shelves not required for mitigation.

P. "Preliminary Site Plan*" (PSP*) shall mean a Preliminary Master Development Plan* or a Preliminary Site Plan* for a Phase or Sub-Phase as defined in The Manatee County Land Development Code, (Ordinance 90-01, as amended), for a Phase or Sub-Phase.

Q. "Preservation Areas*" shall mean areas as defined by TBRPC and shown on revised "Exhibit C", last revised on July 28, 1999.

R. "Site Development Plan*" shall be defined as any preliminary plat, final plat, Preliminary Site Plan*, or final site plan to be submitted for consideration of approval pursuant to the LDC.

S. "Traffic Study*" shall mean a report presented by the Developer*, pursuant to the provisions of Section 380.06, F.S. and Rule 9J-2.045 F.A.C., using a methodology acceptable to the County Transportation Authority*, the Tampa Bay Regional Planning Council, the Florida Department of Community Affairs, and the Florida Department of Transportation. Such study will be designed to determine if the proposed development will reduce daily or peak hour Level of Service* on any of the roadway segments or

intersections within the Transportation Impact Area*, to below an Acceptable Level of Service*. Any such Traffic Study* shall include traffic to be generated by the proposed Phase or Sub-Phase, existing traffic, and traffic anticipated from prior Development Approvals* cumulatively.

T. "Transportation Impact Area*" shall be defined as the roadway segments and intersections receiving transportation impacts where the cumulative traffic generated by a proposed PSP* in combination with prior approvals of this project will be five percent (5%) or more of the Acceptable Level of Service*. This area will be determined in conjunction with any traffic study required for Development Approval after December 30, 2007. This area is generally depicted on Map J which was submitted with the ADA. This area will be revised as appropriate, based on a new Traffic Study*.

U. "Vertical Development*" shall mean and shall be deemed to include the construction of new residential units and non-residential units or the reconstruction or addition to any structure.

V. "Warranted*" shall mean a determination by the County based on generally accepted transportation engineering practices that the Acceptable Level of Service* cannot be maintained on a roadway segment or intersection without the construction of a transportation improvement required by this Development Order.

W. "Wetland*" shall mean any wetland under the jurisdictional limits defined by Chapter 40D-4.021, Florida Administrative Code, and implemented by the Florida Department of Environmental Protection, or as defined within Chapter 40D-4, F.A.C., and implemented by the Southwest Florida Water Management District.

X. The definitions contained in Chapter 380, Florida Statutes, shall apply to this Development Order.

SECTION 5. DEVELOPMENT CONDITIONS

A.(1) Approved Development Totals and development authorized for construction pursuant to this D.O. are as set forth in Table 1. Building Permits for non-residential development and Final Plats (or Building Permits if platting is not required) for residential shall be obtained prior to December 30, 2007.

A.(2) Development may occur anywhere on site provided all conditions of this Development Order are adhered to and it is concurrent with all necessary infrastructure improvements.

A.(3) The Developer* has demonstrated the availability of adequate infrastructure, including roads, parks, transit, waste water service, solid waste service, fire, police, and other emergency services and will be issued a revised Level of Service Certificate which will expire December 30, 2007. Concurrency for potable water will be addressed at the Final Site Plan approval, pursuant to the Manatee County Comprehensive Plan Policies 2.4.1.2. and 2.4.1.5.

A.(4) Tradeoffs between the land uses set forth in Table 1 may be granted by the Board of County Commissioners with an amendment to the General Development Plan approved by the Board along with a traffic study addressing any changes in trip generation, distribution, average queue length at intersections, and any mitigation necessary as a result of the tradeoff (Note: If the trip generation estimates as a result of the tradeoff are less than or equal to what was previously approved, a traffic study shall still be required to address the change in entering and exiting percentages, and consequently other measures of effectiveness). The Board and staff have not reviewed any such "tradeoff" and have not determined whether any "tradeoff" is appropriate. Any proposal for a "tradeoff" shall be reviewed for compliance with the provisions of this Development Order, the Manatee County Land Development Code, and the Manatee County Comprehensive Plan. The developer shall also be required to demonstrate that 1) the quantities of solid waste generated, potable water consumed, and wastewater, and 2) the impacts to the County Parks, Transit Services, EMS, and Sheriff, in the event of any tradeoffs, are less or meet County standards in effect at the time of tradeoff. The Developer* shall give DCA and the Tampa Bay Regional Planning Council notice of its intent to trade off land uses at least 15 days prior to the County's approval of any such trade off. The Notice shall identify the resulting impacts of the trade off in terms of land use, traffic generation, potable water, wastewater, solid waste, and affordable housing. In addition, the DRI annual report shall include information indicating cumulative amounts of development which have been approved by the County as of the annual report date and the resulting impacts on traffic generation, potable water, wastewater, solid waste, and affordable housing. Following the County's approval of any such trade off, the County shall provide to the Department of Community Affairs and TBRPC a copy of said approval. An amendment to applicable provisions of this Development Order pursuant to an NOPC or Substantial Deviation proceeding shall not be necessary or required to approve a "trade off" pursuant to this condition.

The following limitations shall apply to any tradeoff:

1. The mix of approved uses shall not be increased nor decreased by more than 200 dwelling units.

2. The mix of approved uses shall not be increased nor decreased by more than 49,000 square feet of General Commercial or Office.

3. The mix of approved uses shall not be increased or decreased by more than 75 motel rooms.

TABLE 1
COOPER CREEK CENTER
PROJECT SUMMARY

TYPE OF DEVELOPMENT:	Multi-use
LOCATION:	Northwest quadrant of I-75 and University Parkway, in southeastern Manatee County

TOTAL DEVELOPMENT AREA:	**604 Acres**
Residential	317.2 Acres
Commercial/Hotel/School ♦	131.5 Acres
Office/School	30 Acres
Open Space (Roads, Right-of-Way, Conservation, Preservation, Floodway, etc.)	124.98 Acres

	Development Totals	
Residential	880 d.u.	
Commercial ♦ (1)(2)	886,000 Sq. Ft.(1)(2)(3)	
Office ♦	140,000 Sq. Ft.(3)	
Motel	250 Rooms	
School	6,000 sq. Ft.	
P.M. Peak Trips (net external)	2832 Trips	
BUILD-OUT DATE	December 30, 2008	

♦ may include communication antenna structures as allowed by the approved General Development Plan and applicable regulations.

(1) Includes gross floor area for motel and school.
(2) Includes one existing communication antennae structure.
(3) Includes up to 6,000 square feet for a school.

A.(5) Existing agricultural uses on the property, in whole or in part, as an approved secondary use are hereby granted until development commences on the applicable section or portion of the site.

A.(6) Any excess infrastructure capacity constructed to potentially serve development beyond that described in Condition A.(1) shall be at the developer's risk and shall not be construed to vest additional Vertical Development* construction rights.

TRANSPORTATION CONDITIONS

B.(1) All residential development which does not have a Final Plat approval (or building permit if platting is not required) and all non-residential development which does not have a building permit prior to December 30, 2002 shall be subject to review and approval of a transportation analysis pursuant to Section 380.06 Florida Statutes and issuance of a transportation level of service certificate pursuant to the Manatee County Land Development Code. Completed.

B.(2) Maintenance of Acceptable Level of Service* on intersections or in the Study Area to be determined consistent with methodologies in accordance with Section 380.06, Florida Statutes shall be verified by the developer to the satisfaction of the County Transportation Authority* as part of each annual report as required by Subsection 380.06(18), Florida Statutes.

B.(3) There shall be no approvals granted as to development beyond that specified in Table 1 unless the transportation improvements required have been completed or such improvements are determined as not warranted under the Traffic studies*.

B.(4) The Developer* shall continue to demonstrate continuous progress towards building permit applications for the development totals set forth in Table 1. Continuous progress shall mean Final Plat approval (or the issuance of building permits if a Final Plat is not required) for 200 residential lots or dwelling units and the issuance of building permits for at least 50,000 square feet of non-residential use. Failure to demonstrate such progress may require a revised and updated Traffic Study* to demonstrate that Acceptable Levels of Service* are still projected to exist at the time building permits are issued. The determination that a revised and updated Traffic Study* is required shall be made by the Board of County Commissioners at a public hearing with notice to the developer, upon recommendation by the Planning Director.

B.(5) The Developer* shall provide for a bus bay area acceptable to Manatee County at one location within each commercial land use area and at one location on University Parkway near the project entrance at time of Development. (This condition provides the Transportation Management System required by TBRPC).

B.(6) The Developer* shall implement, at their expense, the following specified safety transportation improvements.

a. Signalize the intersection of University Parkway and Cooper Creek Boulevard. The signal shall be of the mast arms type. Completed.

b. Provide a westbound right-turn deceleration lane on University Parkway, at the intersection with Cooper Creek Boulevard. The turning lane length shall be 500 feet. Completed.

c. Provide an additional southbound left-turn lane on Cooper Creek Boulevard at the intersection with University Parkway. The resulting dual left-turn lanes shall have a queue length component of 225 feet each. The Southbound right-turn lane queue length should be 150 feet. The dual left-turn lanes shall be supplemented by guiding pavement markings to provide turning lane separation (2-ft long dashed lines with 4-ft gaps to channelize turning traffic). Completed.

d. Add one right hand, northbound to eastbound turn lane from Honore Avenue to Cooper Creek Boulevard, approximately 400 feet in length. Completed

e. Add one eastbound to northbound left turn lane from University Parkway to Cooper Creek Boulevard adjacent to the existing left turn lane prior to the issuance of the Certificate of Occupancy for the second office building in Parcel K. Completed.

B.(7) The Developer* shall evaluate the need for traffic safety and circulation improvements with each PSP*. Manatee County shall review and evaluate the information submitted by the Developer* and reserve the right to require additional safety and circulation improvements such as turn lanes, signals, signal timing, and pavement markings.

ENVIRONMENT

Air Quality

C.(1) Manatee County shall reserve the right to require mitigation measures or a revision of the site plan to alleviate potential negative impacts of the project on ambient air quality.

Water Quality, Wetlands* and Drainage

D.(1) In order to protect water quality in the Braden River watershed and the Evers Reservoir Watershed, there shall be no degradation of water quality by stormwater exiting the site. All stormwater discharges to the Braden River shall be required to meet all state water standards and criteria as defined in Chapters 62-302, and 62-25, F.A.C., as well as Manatee County requirements.

D.(2) The Developer* shall continue to conduct the approved comprehensive surface water quality and quantity monitoring program approved by the County and the Planning Department in accordance with Exhibit H. The program shall continue

through one year beyond project buildout. The County may require that the program may be extended beyond buildout if conditions are observed that would require additional monitoring. All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by the appropriate authority.

Any changes to the Surface Water Quality Monitoring Program Criteria, as outlined in "Exhibit H", shall be submitted to the City of Bradenton and TBRPC for review and comment, and approval by Manatee County.

Should Manatee County adopt a Comprehensive Evers Reservoir Watershed Surface Water Quality Monitoring Program and the Developer* participates in this Comprehensive Surface Water Quality Monitoring Program, then the Developer*, with the approval by Manatee County and TBRPC, may terminate the required Surface Water Quality Monitoring Program contained in this Development Order.

D.(3) The Developer* shall continue to conduct the comprehensive ground water quality and quantity monitoring program as previously approved by PLANNING DEPARTMENT and attached as Exhibit H. The program shall continue through one year beyond project buildout.

All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by that approved authority.

D.(4) The Developer* shall be responsible for Operation and Maintenance for all portions of the Surface Water Management System, except for those portions which are dedicated to and accepted by the County.

D.(5) All development shall be subject to the requirements of Chapter 40D-4, F.A.C. All Wetlands* in the entire 604.68 acre development shall be subject to the requirements of Section 719 of the Manatee County Land Development Code or as otherwise approved by Manatee County.

D.(6) Impacts to Wetlands*, Preservation Areas*, and Conservation Areas* shall be mitigated in accordance with Table 3. Mitigation shall be required prior to the completion of the parcel in which the impact occurs.

a. **Preservation and Conservation Areas***

Preservation and Conservation Area* shall comprise of all SWFWMD jurisdictional wetlands, in addition to other areas as delineated on Exhibit C.

The Conservation Areas* on site encompass approximately 51.96 acres as indicated on the attached Revised Preservation/Conservation Map dated July 28, 1999, Exhibit C. All Conservation Areas* shall remain undisturbed or mitigated.

There shall be no impact to those Wetlands* encompassing approximately 16.41 acres, indicated as Preservation Areas* on the attached Revised Preservation/Conservation Map, dated July 28, 1999, Exhibit C. Impacts authorized pursuant to state and federal permits approved prior to the effective date of this development order and impacts for necessary infrastructure (such as roads, utility lines, recreational trails, and paths, as provided by TBRPC policy) may be allowed.

b. **Wetland Areas***

Wetlands created as a result of flood storage compensation shall be credited as mitigation lands if acceptable to the Planning Department and other permitting agencies.

As required by Manatee County Comprehensive Plan Policy 3.3.1.5, the Developer* shall provide buffers around all Post-Development Wetlands*. Variable width buffers may be approved in accordance with Section 719.11.1 of the Land Development Code.

Mitigation security for impacts to wetlands, preservation, and conservation areas shall be required in accordance with applicable County Ordinances.

All herbaceous mitigation areas and littoral shelves used for mitigation shall be monitored annually after planting for a period of three years. Forested mitigation areas shall be monitored annually for at least five years. Monitoring shall include survival rates, species diversity composition, spreading, and exotic species encroachment. Additional planting may be required to maintain an 85 percent survival of planted species at the end of three years.

All Post Development Wetlands*, Conservation and Preservation Areas*, and their buffers shall be protected by a recorded conservation easement to Manatee County, as a separate easement document acceptable to Manatee County, and shall be shown on any Preliminary and Final Site Plans and Subdivision Plats. Deed restrictions shall be included that prohibit development activity and removal of native vegetation in the conservation easement unless approved by the County and any permitting agency or agencies with jurisdiction. Any replanting within the buffer shall be with flora native to the Braden River area of Manatee County.

Each annual report shall include the results of the mitigation monitoring. The report shall also include information on what Conservation Areas* and Preservation Areas* have been impacted and the steps taken to mitigate the impacts and the results of the mitigation monitoring.

TABLE 3

COOPER CREEK CENTER
MINIMUM WETLAND*, PRESERVATION, AND CONSERVATION AREA* MITIGATION RATIOS

	MITIGATION RATIOS•	
AREAS	**HERBACEOUS**	**FORESTED**
TBRPC Preservation & Conservation Area*	2:1	3:1
Wetlands*	2:1♦	4:1♦

If an area falls under two categories, then the most restrictive mitigation ratio shall apply.

♦ May be reduced in accordance with the Manatee County Land Development Code and Comprehensive Plan.

• Ratio is Mitigated Wetland*: Disturbed Wetlands*. Transplantation may be used for mitigation, if approved by the PLANNING DEPARTMENT and SWFWMD. Mitigation ratios shall be as approved by those agencies. For the purposes of this section, transplantation shall be considered creation, not enhancement.

✖ Mitigation ratios for Wetland* and Conservation Areas* may include enhancement as mitigation technique. Enhancement for impacts to TBRPC Conservation Areas* shall be provided at a minimum ratio of 6:1.

D.(7) The stormwater management systems shall be designed, constructed, and maintained to meet or exceed applicable requirements of the adopted Manatee County Comprehensive Plan and Chapter 62-4, 62-25, 40D-4, 40D-40, 40D-400 F.A.C. The stormwater management system within the Evers Reservoir watershed shall treat stormwater to Outstanding Florida Waters standard. Stormwater treatment shall be provided by biological filtration where required by the Master Drainage Plan as referenced as "Exhibit I".

D.(8) The Developer* shall not seek permits for, or otherwise implement, any point source discharges of pollutants into the Braden River or its tributaries. Stormwater is not point source discharge as defined today, and no re-definition of point source discharges shall create a requirement that existing storm water discharges be prohibited under this section.

FLOODPLAINS

E.(1) All habitable portions of structures shall be constructed above the 100-year floodplain, and in accordance with local, state, and federal requirements.

E.(2) Any encroachment of the 100-year floodplain or floodway shall be mitigated in accordance with FEMA and Manatee County standards.

E.(3) No discharges to groundwater shall be permitted on-site.

ECONOMICS

F.(1) The Cooper Creek Center development shall promote entrepreneurship and small and minority-owned business start-up, and encourage non-discriminatory employment opportunities, pursuant to Policies 21.2, State Comprehensive Plan and 2.7.2, FRSRPP, respectively.

WILDLIFE HABITAT AND VEGETATION

G.(1) In the event that any species listed in Rule 68A-27.003 through 68A-27.005, FAC, are observed frequenting the site for nesting, feeding, or breeding, proper protection or mitigation measures shall be employed immediately in cooperation with the Florida Fish and Wildlife Conservation Commission (FFWCC), the Manatee County Planning Department, and the Florida Department of Community Affairs. This shall include, at a minimum, a wildlife management plan which contains information on impacts to listed species, site maintenance, fire frequency, Wetland* management, and boundary protection. Any such plan not adopted as part of the original Development Order shall require an amendment to the Development Order.

ARCHAEOLOGICAL AND HISTORICAL RESOURCES

H.(1) Any historical or archaeological resources discovered during development activities shall be immediately reported to the Florida Department of State Division of Historical Resources (DHR) and treatment of such resources shall be determined in cooperation with the DHR, and Manatee County. Treatment of such resources must be completed before resource-disturbing activities are allowed to continue. A description of the project's compliance with these conditions shall be included in the subsequent annual reports, to be submitted for review to DHR, in addition to TBRPC and Manatee County.

WASTEWATER

I.(1) Sewer lift stations shall be designed and equipped in accordance with Manatee County's Public Works Department guidelines with several means of back-up, to provide assurance against equipment failure and discharge to the environment. These shall include:

a. Lift stations with 35HP (or less) motors shall have an auxiliary generator receptacle on the panel box.

b. Stations with greater than 35HP motors shall include an on-site stationary generator set with remote transfer capability.

c. Wet wells to contain sewage line surcharges or overflows.

d. Emergency by-pass pumpouts for tank trucks.

e. 100 percent redundancy in lift station pumping equipment.

I.(1) Wastewater services to be provided by Manatee County. The quantity reserved shall be pursuant to the CLOS.

I.(2) The disposal of waste into the sewer system shall comply with the Manatee County Sewer Use Ordinance (91-39).

I.(3) The Developer* shall not utilize on-site wastewater treatment.

WATER

J.(1) The Developer* shall require the installation of water conservation fixtures. Water saving devices shall be installed in accordance with the Florida Water Conservation Act (Section 553.14, Florida Statutes). The Developer* shall require the use of native vegetation and xeriscape techniques, to be used in landscaping to the greatest extent possible.

J.(2) The Developer* shall use only non-potable water to meet non-potable demands. For purposes of this Development Order, "non-potable" water is defined as water emanating from any source other than a public water utility. No reclaimed water shall be used within the Evers Reservoir watershed provided that if spray effluent is permitted by Manatee County and other agencies having jurisdiction, no amendment to the Development Order shall be required to allow the Developer* to use spray effluent.

J.(3) The Developer* shall comply with the rules and recommendations of the SWFWMD in regard to protection of the groundwater resources.

SOLID/HAZARDOUS WASTE

K.(1) The Developer* shall provide to all Cooper Creek Center businesses information that:

a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in the specially-designated containers or areas;

b. Concerns the availability of existing companies that will accept wastes for recycle, reuse, exchange, and treatment; and

c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

K.(2) The Developer* shall notify all commercial tenants of their responsibility to comply with all the applicable sections of Title III (Community Right-to-Know Law) of the Superfund Amendment and Reauthorization Act (SARA).

ENERGY

L.(1) All Cooper Creek Center tenants, business, residents, etc., shall be notified in writing by the Developer* upon occupancy, that the following related practices are encouraged:

a. Use energy alternatives, such as solar energy, resource recovery, waste heat recovery, and co-generation, where economically feasible;

b. Obtain energy audits provided by energy companies or other qualified agencies;

c. Install water heater timers and set water heaters at 130 degrees Fahrenheit or lower;

d. Use landscaping and building orientation to reduce heat gain, where feasible, for all Cooper Creek Center construction;

e. Promote energy conservation by employees, buyers, suppliers, and the public, as appropriate;

f. Reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours, as appropriate;

g. Institute and utilize recycling programs; and

h. Utilize energy efficient packaging or recyclable materials.

L.(2) The Developer* should designate an energy officer to establish energy policies, monitor energy use, and encourage conservation for project businesses. This information shall be included in the first annual report.

RECREATION AND OPEN SPACE

M.(1) All recreation and open space areas not dedicated to the County or other state agencies shall be maintained by the Developer*.

M.(2) A decrease in open space acreage shall require a substantial deviation determination conducted pursuant to Subsection 380.06(19), Florida Statutes.

PUBLIC SAFETY

N.(1) Sheriff and emergency medical services will be provided by Manatee County. The Developer* shall be responsible for contributing a pro-rata share of the cost of land acquisition, construction, and equipping of emergency service facilities for police and emergency medical services or any combination thereof. The Developer* may, with the concurrence of the County, satisfy this obligation in whole or in part by conveyance of land deemed suitable for the intended use by the County or payment of impact fees, as allowed by the Land Development Code, if applicable. An agreement shall be approved prior to the next Final Site Plan approval. Provided, however, no approval shall be delayed if the applicant submits an agreement, and it is withheld because of the County's inability or failure to determine needs or pro-rata share determination for a period exceeding 2 months after its submittal. In no event, shall the developer's payment or pro-rata share exceed impact fee amount.

N.(2) The Cooper Creek Center development shall be designed and constructed to meet or exceed specifications of the State Fire Code - Rule 4A-3.012, FAC or be in compliance with Manatee County Comprehensive Plan and Land Development Code Requirements.

GENERAL CONDITIONS

O.(1) The Developer* shall be required to adhere to any and all commitments made in Section 5 incorporated herein, unless that commitment is superseded by a Development Order Condition in which case the Development Order Condition shall prevail.

O.(2) The Developer* shall submit annual DRI reports in accordance with Section 380.06(18), Florida Statutes, to Manatee County, the Tampa Bay Regional Planning Council, the State Land Planning Agency, and other agencies, as may be appropriate, on or before the 9th of January and each year thereafter until such time as all terms and conditions of this Development Order are satisfied. Six (6) copies of this report shall be submitted to the Director of Manatee County Planning Department or the Director's designee, who shall review the report for compliance with the terms and conditions of this Development Order and who may submit an appropriate report to the County Commission should the Director decide that further orders and conditions are necessary. The Developer* shall be notified of any Board of County Commissioners hearing wherein such report is to be considered or reviewed; provided, however, that receipt and review of any such report by the Board of County Commissioners shall not be considered as a substitute, waiver, or change of any conditions, or any terms or conditions of this Development Order. The annual report shall contain the following:

a. Any changes in the plan of development, or in the representation contained in the ADA*, or in the phasing for the reporting year and for the next year;

b. A summary comparison of development activity proposed and actually conducted for the year;

c. Undeveloped tracts of land, other than individual single-family lots, that have been sold to a separate entity or Developer*;

d. Identification and intended use of lands purchased, leased, or optioned by the Developer* adjacent to this DRI site since the amended Development Order was issued;

e. An assessment of the Developer*'s and the local government's compliance with the conditions of approval contained in the DRI development order and the commitments that are contained in the Application for Development Approval* and which have been identified by the County, the TBRPC, or the Department of Community Affairs as being significant;

f. Any known incremental DRI Applications for Development Approval* or requests for a substantial deviation determination that were filed in the reporting year and to be filed during the next year;

g. An indication of a change, if any, in local government jurisdiction for any portion of the development since the development order was issued;

h. A list of significant local, state, and federal permits which have been obtained or which are pending by agency, type of permit, permit number, and purpose of each;

i. A statement that all persons have been sent copies of the annual report in conformance with Subsections 380.06(15) and (18), Florida Statutes; and

j. A copy of any recorded notice of the adoption of a development order or the subsequent modification of an adopted development order that was recorded by the Developer* pursuant to Subsection 380.06(15)(f), Florida Statutes.

k. Reports or information pursuant to stipulations B(3), D(2), D(3), D(6), D(8), F(1), H(1), I(2), and L(2).

O.(3) Any changes in the Development from the parameters set forth in the Application* and this Development Order shall be governed by Subsection 380.06(19), Florida Statutes.

O.(4) The Manatee County Planning Director or the Director's authorized designee shall be responsible for monitoring the Development and ensuring its compliance with this Development Order. The data necessary for monitoring the Development shall be generated by building permits, certificates of occupancy, approval of plats and offering statements, the Annual Report, and on-site observations. The enforcement of the Terms and conditions of this Development Order shall be through such means as are authorized by Chapter 380, Florida Statutes, and through the Manatee County Land Development Code.

O.(5) The Developer* has elected, pursuant to Section 380.06(5)(c), Florida Statutes, to be bound by the rules adopted pursuant to Chapters 403 and 373, Florida Statutes, in effect at the time that this Development Order is issued on September 30, 1997. Accordingly, to the extent the provisions of Section 380.06(5)(c), Florida Statutes, affect the determination as to which rules are applicable to the Development, said election shall apply, notwithstanding any provision in this Development Order to the contrary.

O.(6) This Development Order shall expire December 30, 2009. Buildout shall be completed by December 30, 2008. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

O.(7) This Ordinance shall constitute a Development Order issued in accordance with Chapter 380, Florida Statutes.

O.(8) In the event of a Development Order appeal or other legal challenge of the Development Order by the DCA or TBRPC, the Developer shall pay all costs and fees of County Staff and attorneys the County is required to expend related to said appeal or legal challenge at the rate of the processing fee for the Development Order under the current Planning fee schedules. Payment of all billings by the Developer related to such fees and costs shall be made within 45 days of the submittal of an invoice. Payment to County staff and County attorneys shall be at the rate of the processing fee for the Development Order under the current Planning fee schedule, and payment shall be remitted within forty-five days of submittal of an invoice.

SECTION 6. DEVELOPER* COMMITMENTS

Developer* commitments set forth in the attached "Exhibit F" shall be honored by the Developer*, except as they may be superseded by specific terms of this Development Order.

SECTION 7. LEGAL DESCRIPTION

Development of Cooper Creek Center shall be restricted to the 604.68 acre tract of land described by the legal description included as "Exhibit A" attached to and made a part of this Development Order.

SECTION 8. COMMENCEMENT OF DEVELOPMENT

Physical development of the project not previously permitted shall commence within three (3) years of approval of this Development Order unless the time period for commencement is extended by the Board of County Commissioners; however, no Development Approval* shall occur until the expiration of the appropriate appeal for this Development Order. If any five year period shall expire without significant development activity on the site, the Board of County Commissioners may conduct a public hearing in accordance with the Land Development Code and may, at its option, based on testimony presented at that hearing, rescind or suspend or take other appropriate action on any and all approvals granted herein except where the failure to carry out development is attributable to factors beyond

the control of the Developer* (such as the unavailability of permits because of inadequate public facilities, or for any other similar reason). For the purpose of this provision, "significant development" shall be the actual construction of Vertical Development* as part of an ongoing effort to prepare improved land or buildings for sale, lease, or use.

SECTION 9. RESTRICTIONS ON DOWN-ZONING

Prior to December 30, 2008, the County may not down-zone or reduce the intensity or unit density permitted by this order, unless the County can demonstrate that:

A. Substantial changes in the conditions underlying the approval of the order have occurred; or

B. The order was based upon substantially inaccurate information provided by the Developer*; or

C. The change is clearly established by the County to be essential for the public health, safety, or welfare.

Any down-zoning or reduction in intensity shall be effected only through the usual and customary procedures required by statute or ordinance for change in local land development regulations.

For the purposes of this order, the term "down-zone" shall refer only to changes in zoning, land use, or development regulations that decrease the development rights approved by this order, and nothing in this paragraph shall be construed to prohibit legally enacted changes in zoning regulations which do not decrease the development rights granted to the Developer* by this order. The inclusion of this section is not to be construed as evidencing any present or foreseeable intent on the part of the County to down-zone or alter the density of the development, but is included herein to comply with Paragraph 380.06(15)(c)3, Florida Statutes.

SECTION 10. BINDING ORDER UPON DEVELOPER*

This order shall be binding upon the Developer* and Owners*.

SECTION 11. COMPLIANCE WITH CODES, ORDINANCES

All development undertaken pursuant to this order shall be in accordance with all applicable local codes and ordinances in effect at the time of permitting, and other laws, except as specifically provided herein.

SECTION 12. RENDITION

The Planning Department is hereby directed to send certified copies of this Development Order within thirty (30) days of the Board of County Commissioners approval of this Development Order to the Developer*, the DCA, and the TBRPC.

SECTION 13. NOTICE OF RECORDING

The Developer* shall record a notice of adoption of this order as required pursuant to Chapter 380, Florida Statutes, and shall furnish the Planning Department a copy of the recorded notice.

SECTION 14. SEVERABILITY

It is the intent of this development order to comply with the requirements of all applicable law and constitutional requirements. If any provision or portion of this development order is declared by any court of competent jurisdiction to be void, unconstitutional, or unenforceable, then such provisions or portions shall be deemed null and void but all remaining provisions and portions of this development order shall remain in full force and effect.

SECTION 15. EFFECTIVE DATE

This Ordinance shall become effective upon filing of a certified copy with the Department of State and rendered to the parties specified in Section 380.07(2), Florida Statutes, which ever occurs later; provided, however, that the filing of a notice of Appeal pursuant to Section 380.07, Florida Statutes shall suspend development authorization granted by this Development Order, until the resolution of said appeal. However, this is not intended to suspend development previously authorized pursuant to Ordinance 02-31 during the pendency of any appeal.

SECTION 16. RECONCILE INTO ONE DOCUMENT

This Development Order represents a codification of the existing approval for the project integrating those changes proposed in this Substantial Deviation Determination and approved by the Board of County Commissioners into a single Development Order for administrative convenience and is not intended to provide a new point of entry for current conditions and requirements of this project that are not related to this Notice of Proposed Change.

ADOPTED AND APPROVED with a quorum present and voting by the Board of County Commissioners of Manatee County, Florida this the1st day of December, 2005.

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO., FLA.

BY: _____
Chairman

ATTEST: R.B. SHORE
Clerk of the Circuit Court

_____
Deputy Clerk

Ordinance 05-54

Exhibits A, B, F, and H are attached.

Exhibits C, D, G, and I are on File with the Clerk of Court

"EXHIBIT H"

SURFACE AND GROUND WATER MONITORING PLANS
COOPER CREEK CENTER
DEVELOPMENT OF REGIONAL IMPACT

This exhibit details the Surface and Ground Water Monitoring Plans required under Sections D.(2) and D.(3) of the Cooper Creek Center Development Order. The Developer* shall develop a monitoring plan addressing the criteria listed below within six months of approval of this Development Order.

a. All points of measurable surface water discharge from the property boundaries, within the Braden River Watershed, shall be monitored on a semiannual basis (wet and dry season). At each station, during each sampling event, three grab samples shall be collected, composited, and transported to an FDEP approved laboratory for chemical analysis. In addition, in-situ field parameters should be measured from the composite sample using appropriately calibrated field meters. The three grab samples encompassing the composition sample shall be collected at least twenty minutes apart.

b. Parametric coverage of the monitoring plan should include the following:

- specific conductance (field)
- temperature (field)
- dissolved oxygen (field)
- pH (field)
- flow rates (field)
- chlorides
- sulfates
- fluoride
- total dissolved solids
- total suspended solids
- ammonia
- nitrate
- nitrite
- total Kjeldahl nitrogen
- total nitrogen
- orthophosphate
- total phosphorous
- copper
- lead
- zinc
- mercury
- nickel
- arsenic
- cadmium

- chromium
- silver
- total coliform
- fecal coliform
- BOD-5
- primary organics (pesticides and herbicides)

c. Sampling events should be performed following storm events of sufficient intensity to create runoff. All points of measurable surface water inflow and discharge from the site should be sampled following a ½ inch or greater storm event using methodology approved by the U. S. Environmental Protection Agency for stormwater sampling associated with the NPDES permitting process. Storm event sampling should be performed twice annually, during wet (June-September) and dry (October-May) seasons, respectively.

d. The Developer* shall place a staff gauge in the Cedar Creek tributary and all other applicable sampling stations, for the purpose of obtaining volumetric flow measurements.

e. The results of the monitoring program, and any modifications to the program, shall be subject to reviewed by the County, City of Bradenton, and any other agency requesting review privileges, and for approval by Manatee County and the PLANNING DEPARTMENT.

f. All monitoring reports shall be submitted to TBRPC with each annual report and to Manatee County, the City of Bradenton, and any other agency requesting a copy.

Any modifications to the above listed criteria shall be subject to review by the Manatee County Planning Department, the City of Bradenton, and any other agency requesting review privileges, and shall be approved by the Manatee County Board of County Commissioners.

"EXHIBIT A"

LEGAL DESCRIPTION COOPER CREEK CENTER

FROM THE S.W. CORNER OF SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, BEING ON THE NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD, RUN S 89°24'05" E (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLAN COORDINATE SYSTEM), ALONG THE SAID NORTH RIGHT OF WAY LINE, A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING; THENCE N 00°20'30" W, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 36, A DISTANCE OF 5343.35 FEET; THENCE N 02°45'45" E, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 26, TOWNSHIP 35 SOUTH, RANGE 18 EAST, A DISTANCE OF 2674.17 FEET TO THE NORTH LINE OF THE S.W. 1/4 OF SAID SECTION 25; THENCE S 89°10'54" E, ALONG SAID NORTH LINE, A DISTANCE OF 2335.77 FEET TO THE WESTERLY RIGHT OF WAY LINE OF S.R. 93 (I-75, SECTION 13075-2402); THENCE ALONG SAID WESTERLY RIGHT OF WAY LINE (AND INTERSECTION RIGHT OF WAY) THE FOLLOWING EIGHT COURSES: VIZ: S 13°40'31" E, A DISTANCE OF 6145.63 FEET; AND S 09°40'31" E, A DISTANCE OF 518.74 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 3180.04 FEET; AND SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 11°30'18", A DISTANCE OF 638.55 FEET; AND S 04°37'06" W, A DISTANCE OF 450.00 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 216.0 FEET; AND SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 83°40'21", A DISTANCE OF 315.44 FEET, TO THE P.T. OF SAID CURVE; AND S 88°17'27" W, A DISTANCE OF 628.42 FEET; AND N 89°25'07" W, A DISTANCE OF 298.24 FEET ; AND S 00°34'53" W, A DISTANCE OF 2.00 FEET, TO THE ABOVE DESCRIBED NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD; THENCE ALONG SAID NORTH RIGHT OF WAY LINE THE FOLLOWING EIGHT COURSES: VIZ: N 89°25'07" W, A DISTANCE OF 440.34 FEET; AND N 89°24'06" W, A DISTANCE OF 7.33 FEET, TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 5865.58 FEET; AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 828.89 FEET, TO THE P.T. OF SAID CURVE; AND S 82°30'06" W, A DISTANCE OF 549.31 FEET; AND S 00°35'54" W, A DISTANCE OF 33.33 FEET; AND S 82°30'06" W, A DISTANCE OF 12.41 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 5626.58 FEET, AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 795.11 FEET, TO THE P.T. OF SAID CURVE; AND N 89°24'05" W, A DISTANCE OF 220.21 FEET TO THE POINT OF BEGINNING. LYING AND BEING IN SECTIONS 25 & 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY, AND RESTRICTIONS OF RECORD.

CONTAINING 604.68 ACRES, MORE OR LESS.

"EXHIBIT F"

DEVELOPER COMMITMENTS

1. The home sites shall be clustered around the sites/ natural features. (ADA Pg 12-1)

2. Infrastructure including water, sewer and electricity, along with roadway paving, shall be in place prior to certificate of occupancy. (ADA, Pg 32-2)

3. There shall be a minimum of three percent of the original coniferous remaining after development. (Pg 12-4, S.R.)

4. Standard fugitive particulate abatement procedures shall be used to control dust prior to construction of the various phases of Cooper Creek Center. (Pg. 13-5, S.R.)

5. Manatee County Air Pollution Rules take effect at the time of construction approval and shall apply throughout the balance of construction of Cooper Creek Center. (Pg. 13-5, S.R.)

6. Temporary erosion control measures shall be employed during project construction to minimize wind and water erosion. Temporary measures may include hay bales, silt screens, grassing, mulching, floating or staked silt barriers, sandbagging, or other appropriate methods described in the FDOT Standard Specifications for Road and Bridge Construction. Dust control measures such as watering, or the use of calcium chloride shall be employed as needed. (ADA, 14-2; SRII, pg A1-10)

7. Flood elevations shall generally not be altered by the development; however, the acreages within the flood hazard zones will shall change due to dredge and fill activities which shall occur as part of the construction of the stormwater management system and site grading plan. (Pg. 17-1, S.R.)

8. The 25-year flood elevations of Cooper Creek shall be shifted approximately 0.5 feet higher within the project by the construction of a new bridge across Cooper Creek and encroachment down to the 10-year floodplain of Cooper Creek. (Pg. 17-1, S.R.)

9. The 100-year flood elevation shall not be increased off-site due to the additional flow capacity provided by the new auxiliary floodway to be constructed in the uplands along the northwest side of Cooper Creek. (Pg. 17-1, S.R.)

10. There shall be no significant net change in surface and groundwater at buildout. The stormwater treatment ponds shall be instrumental in replenishing the groundwater storage. (SR, pg. C1-8)

11. Clearing of existing vegetation shall be selective, emphasizing conservation of valuable existing plant materials and wetlands. (ADA, pg 12-5)

12. The applicant agrees to cooperate with the Division of Archives and Manatee County in deciding the ultimate disposition of any archaeological or historical resources found during construction. (Pg. 19-1, S.R.)

13. The project shall comply with the requirement of Chapter 62.4, 62.25, 40D-4, 41D-40,and 40D-400, FAC, concerning water quality of stormwater discharge. (SRIII, pg. 6)

14. The wastewater collection system outside the public rights-of-way shall be maintained by the owner of the property. (Pg. 21-1, S.R.)

15. Water users in the industrial park shall have individual meters in order to encourage water conservation. (Pg. 21-2, S.R.)

16. The detention areas of the proposed drainage system shall be designed to contain the runoff from a 25-year, 24-hour storm event for post-development conditions. (ADA, Pg. 22-1)

17. The project design shall consider various methods of energy efficiency and incorporate energy-conserving materials, lighting and equipment. (ADA, 25-3)

18. The proposed facilities and open space shall be owned, operated, and maintained by the Developer, its successors and assigns. (SRIV, pg. 17)

19. Permanent erosion control features, such as permanent landscaping, shall be incorporated into the project at the earliest practical time. (ADA, Pg. 14-2)

20. When practical, conveyance within the drainage system shall incorporate isolated Wetland systems and shallow grassy swales to provide for additional treatment assimilation of nutrients, and additional percolation and evaporation; and utilize shallow grassy swales for conveyance. (ADA, 15-10)

21. Alterations to the floodplain and floodway of Cooper Creek shall allow portions of the floodplain and floodway to be utilized for development or stormwater management without reducing the conveyance of Cooper Creek or causing an increase in the 100-year flood stage. (Pg. 17-6, ADA)

22. A new crossing between powerline bridge and I-75 bridge may be constructed having a flow cross section at stage 18.0 feet msl at least equal to the existing box culvert crossing under University parkway. This crossing shall be either a bridge or a triple box culvert with the center barrel 2.0 feet lower than the outer barrels to provide for passage of animals along the Cooper Creek corridor. (Pg. 22-14, ADA)

23. Natural trail or other passive recreational elements may be constructed in Subbasin A outside the banks of the creek but within the floodway. These elements shall be design not to reduce the conveyance of Cooper Creek and its floodway. (Pg. 22-14, ADA)

24. The fire flow required shall be based upon the proposed type of construction at the current recommendation of the National Board of Fire Underwriters at the time of construction. (Pg. 23-4, ADA

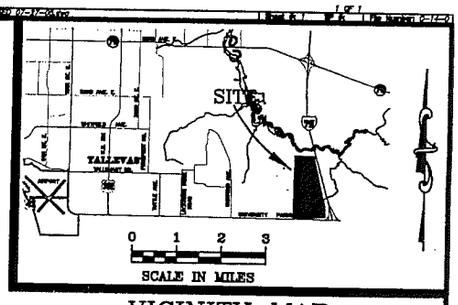
25. The developer shall satisfy county and SWFWMD regulations regarding encroachments on the floodplain of Cooper Creek. (PBS&J/TBRPC meeting June 25, 1985)

26. No upland development is planned within the 25-year floodplain of the Braden River, Subbasins D, E, F and G. (Pg. 17-8, S.R.)

27. Four wildlife corridor areas located along the tributaries within the project shall be protected from any future development other than recreation and stormwater retention, through the use of easements and restrictive covenants. (P. 18-1, S.R. and Pg. 18-5, ADA)

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO. FLA.

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.
Witness my hand and official seal this 9th day of December 2005.
R.B. SHORE
Clerk of Circuit Court
By: Diane E Volmer

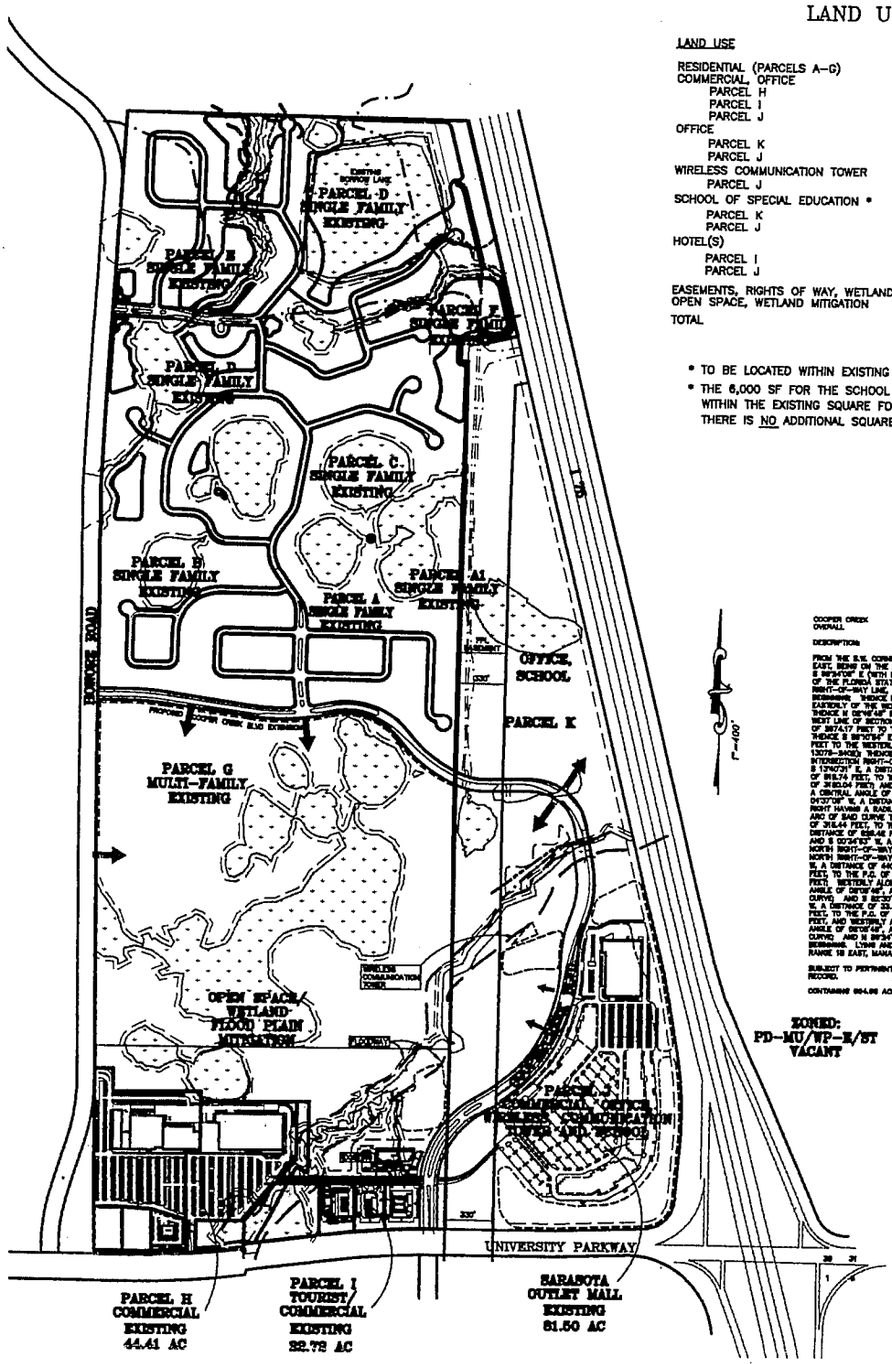


VICINITY MAP

LAND USE SUMMARY

LAND USE	UNITS/SF	ACRES
RESIDENTIAL (PARCELS A–G)	880 UNITS	240.2±
COMMERCIAL, OFFICE	856,000 SF	202.5±
PARCEL H		
PARCEL I		
PARCEL J		
OFFICE	140,000 SF	30±
PARCEL K		
PARCEL J		
WIRELESS COMMUNICATION TOWER		1.0±
PARCEL J		
SCHOOL OF SPECIAL EDUCATION *	6,000 SF *	
PARCEL K		
PARCEL J		
HOTEL(S)	250 ROOMS	6.0±
PARCEL I		
PARCEL J		
EASEMENTS, RIGHTS OF WAY, WETLANDS, OPEN SPACE, WETLAND MITIGATION		124.98±
TOTAL		804.68

* TO BE LOCATED WITHIN EXISTING OFFICE BUILDING OR COMMERCIAL BLDG.
* THE 6,000 SF FOR THE SCHOOL OF SPECIAL EDUCATION IS INCLUDED WITHIN THE EXISTING SQUARE FOOTAGE FOR COMMERCIAL AND OFFICE USES. THERE IS NO ADDITIONAL SQUARE FOOTAGE REQUESTED.



COOPER CREEK OVERALL

DESCRIPTION:

FROM THE S.W. CORNER OF THE SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, RUN ON THE NORTH RIGHT-OF-WAY LINE OF COUNTY LINE ROAD, N.89°54'06"E. (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLANE COORDINATE SYSTEM), ALONG THE SAID NORTH RIGHT-OF-WAY LINE A DISTANCE OF 300.00 FEET TO THE POINT OF BEGINNING; THENCE N.0°05'54"W. PARALLEL WITH AND 300.00 FEET EASTERLY OF THE WEST LINE OF SECTION 36, A DISTANCE OF 2642.38 FEET; THENCE N.89°46'46"E. PARALLEL WITH AND 300.00 FEET EASTERLY OF THE WEST LINE OF SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, A DISTANCE OF 2674.17 FEET TO THE NORTH LINE OF THE S.W. 1/4 OF SAID SECTION 36; THENCE S.89°10'54"E. ALONG SAID NORTH LINE A DISTANCE OF 3238.77 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF S.R. 93 (I-75, SECTION 13079-3406); THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE (AND INTERSECTION RIGHT-OF-WAY) THE FOLLOWING EIGHT COURSES, VIZ: S.12°47'37"E. A DISTANCE OF 2146.53 FEET, AND S.07°47'07"E. A DISTANCE OF 918.74 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 3160.04 FEET; AND SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 11°30'19", A DISTANCE OF 634.65 FEET; AND S.04°37'28"W. A DISTANCE OF 486.00 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 216.00 FEET; AND SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 83°40'33", A DISTANCE OF 315.44 FEET, TO THE P.T. OF SAID CURVE; AND S.88°17'33"W. A DISTANCE OF 536.46 FEET; AND N.89°50'07"W. A DISTANCE OF 2365.94 FEET; AND S.00°24'53"W. A DISTANCE OF 5.00 FEET, TO THE ABOVE DESCRIBED NORTH RIGHT-OF-WAY LINE OF COUNTY LINE ROAD; THENCE ALONG SAID NORTH RIGHT-OF-WAY LINE THE FOLLOWING EIGHT COURSES, VIZ: N.89°39'07"W. A DISTANCE OF 440.34 FEET; AND N.89°47'08"W. A DISTANCE OF 7.33 FEET, TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 5966.28 FEET; WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 04°06'46", A DISTANCE OF 888.89 FEET, TO THE P.T. OF SAID CURVE; AND S.89°53'55"W. A DISTANCE OF 649.21 FEET; AND S.89°39'08"W. A DISTANCE OF 33.33 FEET; AND S.89°50'07"W. A DISTANCE OF 15.44 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 7966.28 FEET, AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 04°34'48", A DISTANCE OF 798.11 FEET, TO THE P.T. OF SAID CURVE; AND N.89°35'04"W. A DISTANCE OF 2302.81 FEET, TO THE POINT OF BEGINNING. LYING AND BEING IN SECTIONS 25 & 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY, AND RESTRICTIONS OF RECORD.

CONTAINING 804.68 ACRES, MORE OR LESS.

1"=400'

ZONED:
PD-MU/WP-R/ST
VACANT

LEGEND

PRESERVATION AREA – 18.46± AC

CONSERVATION AREA – 91.39± AC

MAP H – REVISED 07/27/05

FOR

COOPER CREEK CENTER

LOCATED IN
SECTION 25 & 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST
MANATEE COUNTY, FLORIDA

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REVISIONS

1		5/26/05
2		6/15/05
3		7/15/05
4		08/05/05
5		07/27/05
6		
7		

Zeller, Najjar & Shroyer, L.C.
Engineers, Planners, Surveyors
Landscape Architects & Environmental Consultants

DESIGNED: RM | DATE: 07/27/05 | FILE NO.: 5-14-0
DRAWN: ALP/SMB | JOB NO.: 05-0484 | SCALE: 1" = 400'

SHEET 1 OF 1

#103

MANATEE COUNTY GOVERNMENT

PLANNING DEPARTMENT
"TO SERVE WITH EXCELLENCE"

June 26, 2002

Mr. John Meyer
DRI Coordinator
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, FL 33702

Re: Development Order for Cooper Creek Center

Dear Mr. Meyer:

Enclosed is a certified copy of Ordinance 02-31, the Development Order for the Cooper Creek Center, as adopted in open session by the Manatee County Board of County Commissioners on May 28, 2002, as required by Rule 9J-2.025(5), Florida Administrative Code.

If I can be of further assistance, please contact me at (941)749-3070, extension 6833.

Sincerely,

Robert H. Pederson, AICP
Community Planning Adminstrator

RHP/ks
Enlcosure

1112 Manatee Avenue West • Fourth Floor • Bradenton, Florida Tel. (941) 749-3070 • FAX: (941) 749-3071
P.O. Box 1000 • Bradenton, Florida 34206-1000

FILED FOR RECORD
R. B. SHORE
2002 JUN 17 AM 8:35
CLERK OF THE CIRCUIT COURT
MANATEE CO. FLORIDA

ORDINANCE 02-31

AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA, RENDERING AN AMENDED DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR COOPER CREEK CENTER (RESOLUTION 85-236, AS AMENDED BY RESOLUTIONS 86-323, 87-58, 90-39, 93-300, 95-135, AND ORDINANCES 97-23 AND 99-40), ALSO KNOWN AS TBRPC DRI #103; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on January 9, 1986, the Board of County Commissioners (BOCC) approved R-85-236, a Development Order* for the Cooper Creek Center DRI for a planned residential, commercial, office, and industrial development on approximately 694.68 acres; and

WHEREAS, on December 23, 1986, February 10, 1987, March 29, 1990, April 5, 1993, June 22, 1995, November 4, 1997, and September 7, 1999, The Board of County Commissioner approved Resolutions R-86-323, R-87-58, R-90-39, R-93-100, R-95-135, Ordinance 97-23, and Ordinance 99-40, respectively, approving amendments to the Development Order for Cooper Creek Center, which amendments were not found to be a substantial deviation to the originally approved Development Order; and

WHEREAS, County Line Road Associates, LTD. has been succeeded by Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, as the Developer of Cooper Creek Center; and

WHEREAS, said Cooper Creek Center is a MULTI-USE PROJECT, as defined in Section 380.0651(3)(i), Florida Statutes, on approximately six hundred and four and 68/100 acres, located in south Manatee County, the legal description of which is attached as "Exhibit A"; and

WHEREAS, the buildout date for Cooper Creek Center expires on December 30, 2008; and

WHEREAS, the current expiration date of the Development Order is December 30, 2009; and

WHEREAS, the Developer has requested that further amendments to the Cooper Creek Center Development Order, as previously amended ("prior DO") be approved to

provide for and approve the following changes to the project from the originally approved project development totals:

1. Modify the project as follows:

   a. Approve a revised transportation analysis to extend the Certificate of Level of Service from December 30, 2002 to December 30, 2007;
   b. Recognize fully satisfied conditions;
   c. Amend Condition B.(6) to add two required transportation improvements;
   d. Amend the Land Use Trade-Off provision to increase the amount of specified increases and decreases;
   e. Amend Map H, "Exhibit B" to reflect the above referenced changes; and
   f. Amend definitions, conditions, and terminology to reflect the above changes.

WHEREAS, while the development of Cooper Creek Center has commenced and is underway in accordance with the Prior DO*, this Development Order shall be, hence forth, considered the approved Cooper Creek Center Development of Regional Impact Development Order; and

WHEREAS, the above described changes in conjunction with all previous changes, do not constitute a Substantial Deviation to the Development Order, as amended, for Cooper Creek Center, pursuant to Chapter 380, Florida Statutes; and

WHEREAS, this Development Order shall be considered an amended Development Order; and

WHEREAS, all future development will comply with the requirements of the Comprehensive Plan (Ordinance 89-01, as amended) and Land Development Code (Ordinance 90-01, as amended), except where specifically approved by the BOCC in this Development Order.

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, has the statutory authority to consider and approve Notices of Proposed Changes (NOPC) for an amendment to an approved Development of Regional Impact; and

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

WHEREAS, the Planning Commission of Manatee County has reviewed the NOPC and has filed a recommendation on said NOPC with the Board of County Commissioners; and

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

WHEREAS, the Board of County Commissioners of Manatee County on May 28, 2002 held duly noticed public hearings on said NOPC and has solicited, received and considered all testimony, reports, comments, evidence, and recommendations from interested citizens, County and City agencies, and the applicant, as well as the review and report of the Manatee County Planning Department; and

WHEREAS, said Board of County Commissioners has considered all of the foregoing in the adoption of this Ordinance.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA:

SECTION 1. FINDINGS OF FACT

1. The Board of County Commissioners of Manatee County, after considering the testimony, evidence, documentation, application for amendment of the Zoning Ordinance, NOPC for an amended Development Order*, the recommendation and findings of the Planning Commission of Manatee County, as well as all other matters presented to said Board at the public hearing hereinafter referenced, hereby makes the following findings of fact:

A. All "WHEREAS" clauses preceding Section 1 of this Ordinance are adopted as findings of fact.

B. The real property involved in this development and owned by Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, is located in Manatee County, Florida, and is described on "Exhibit A" attached hereto and made a part hereof.

C. The Developer* has received County approvals for and has completed certain development consistent with the prior DO.

D. Development of the Cooper Creek Center site to date has proceeded in accordance and in compliance with the prior Development Order, as amended, and the Land Development Regulations of Manatee County. Specifically the Board also finds that:

1. The Developer has received Final Site Plan and Construction Drawing Approval for development and infrastructure listed below. Any plats or permits obtained after December 30, 2002 shall be subject to the provisions of this Development Order and shall expire no later than December 30, 2007.

Existing Outlet Mall	307,500 s.f.
FSP-00-94 -Addition of B.J.'s	52,231 s.f.
FSP-99-108 - University Consumer Square	236,812 s.f.
FSP-00-113 - Carraba's Parcel V	6,692 s.f.
FSP-01-30 - Tourist Center	18,078 s.f. and 82 hotel rooms
FSP-01-130 Carolina Landings	200 multi-family units
FSP-00 -90 Phases A, A-1, B	116 lots single-family
FSP-00-90 Phases C, D, E, F	312 lots single-family

2. The Developer has submitted the information requested in the County environmental consultant's Summary Report dated September, 1985.

3. The Developer has instituted and conducted the required water quality monitoring program.

4. The Developer has submitted a Master Drainage Plan which has been approved by Manatee County and TBRPC.

5. The County and Developer have entered into a Fee Agreement dated February 10, 1987 regarding the advance payment of Transportation Component Impact Fees, with which the Developer is in full compliance and which shall remain in full force and effect, and is attached hereto and make a part hereof by reference as "Exhibit D". The Developer* has obtained all impact fee credits due under this agreement.

6. The required improvements set forth in Exhibit C of R-86-323 have been constructed (Construct a second northbound to westbound left turn lane on Interstate 75 exit ramp to University Parkway).

7. The required transportation improvements set forth in Section 4, Development Conditions B(6) a., b., c., and d. of this Development Order, have been constructed by the Developer and accepted by Manatee County.

E. An application has been submitted to Manatee County and is being processed concurrently with this NOPC to revise the General Development Plan for the 604.68 acre project.

F. A notice of Public Hearing in these proceedings was duly published in the Bradenton Herald and Herald Tribune, newspapers of general circulation in Manatee

County, Florida, pursuant to Section 380.06(11), Florida Statutes, and Section 502.5, Manatee County Land Development Code, and proof of such publication has been duly filed in these proceedings.

G. The Board of County Commissioners of said County has received and considered the recommendation of the Manatee County Planning Commission concerning this NOPC to a Development Order pursuant to Section 380.06, Florida Statutes.

H. The Board of County Commissioners held a public hearing on May 28, 2002 regarding the said NOPC and the proposed Zoning Ordinance Amendment described herein, in accordance with the requirements of The Manatee County Land Development Code (Ordinance 90-01, as amended) and the 2020 Manatee County Comprehensive Plan (Ordinance No. 89-01, as amended) and has further considered the testimony, comments, and information received at the Public Hearing.

I. Manatee County has adopted the Manatee County Comprehensive Plan which is in compliance with applicable state laws.

J. The Comprehensive Plan requires Certificates of Level of Service be issued for Water, Wastewater, Solid Waste, Parks and Recreation, Transit, Transportation, and Drainage in compliance with state requirements.

K. This Development Order is issued based on information provided by the Developer* in the ADA*, as amended, and information provided in the sufficiency responses, NOPC's, and ensures compliance with the Manatee County Comprehensive Plan. Subject to the Development Order conditions listed in Section 4, the County has determined that, with the required transportation improvements listed in Conditions B. (2) and (7) of this Development Order, adequate Levels of Service exist until December 30, 2007 for this project in each of these areas referenced in subsection 1.J above, except potable water which will be addressed in accordance with the requirements of the Comprehensive Plan.

L. The build-out date is approved for December 30, 2008.

M. The proposed Development of Regional Impact regarding the property described in Section 6 herein is found to be consistent with the requirements of the previously adopted Development Orders and The Manatee County Comprehensive Plan.

N. The "Developer*" submitted to Manatee County, Florida an ADA* and NOPC, and sufficiency responses identified in Section 1 which are incorporated herein by reference.

O. This amended Development Order is consistent with all prior Manatee County Development Approvals* granted pursuant thereto.

P. The real property which is the subject of this Application* is legally described as set forth in "Exhibit A" of this Development Order.

Q. The proposed development is not in an Area of Critical State Concern, as designated pursuant to Section 380.05, Florida Statutes.

R. The authorized agent for the Developer* is William A. Ockunzzi, 2707 First Street, Suite 1 , Indian Rocks Beach, Florida 33785.

S. The Owners* of the property are Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and the Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest.

T. A comprehensive review of the impact generated by the development has been conducted by the departments of Manatee County, the Planning Commission, Tampa Bay Regional Planning Council (TBRPC), and the Florida Department of Community Affairs in conjunction with the original Development Order, as amended, and all notices of proposed change.

U. The Developer will be issued a Level of Service Certificate which will expire on December 30, 2007.

V. The Developer has prepared and submitted and the County has approved Construction Drawings and issued construction permits for the transportation improvements listed in Transportation Condition B.(7).

W. The Board of County Commissioners finds that the changes as proposed do not constitute a substantial deviation.

SECTION 2. CONCLUSIONS OF LAW

A. Based upon the previous findings of fact and the following conditions of Development Approval*, the Board of County Commissioners of Manatee County concluded that:

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

2. The Development remains consistent with the report and recommendations of Tampa Bay Regional Planning Council issued

on July 8, 1985, regarding DRI #103, and on February 25, 2002 regarding this NOPC.

3. This Development remains consistent with the State Comprehensive Plan.

4. This Development remains consistent with the Comprehensive Plan and Land Development Code.

B. That these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in these proceedings, the Developer* is authorized to conduct development as described herein, subject to the conditions, restrictions, and limitations set forth below.

C. That the review by the County, the TBRPC, and other participating agencies and interested citizens reveals that impacts of the development are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Development Order and the ADA*. To the extent that the ADA* is inconsistent with the terms and conditions of this Order, the terms and conditions of this Order shall prevail. A summary of the development covered by this development order is included as Table 1.

D. Pursuant to Section 380.06(19), Florida Statutes, the changes proposed pursuant to the NOPC submitted on January 9, 2002 and approved with conditions pursuant to Ordinance 02-31 are presumed to be a substantial deviation however have been rebutted and determined to not constitute a Substantial Deviation requiring further Development of Regional Impact Review.

SECTION 3. DEFINITIONS

Note: An asterisk (*) denotes that the word is defined.

A. "Acceptable Level of Service*" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in the Land Development Code. Level of Service "D" shall be measured on a peak hour basis as determined by the most recent Highway Capacity Manual, TRB Special Report 209 or the most current manual and computer software version in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour Level of Service "D" capacity, or if actual data is available to determine the "K" factor (please refer to the Florida Department of Transportation Planning and Statistics Department), then on the basis of the "K" factor. Acceptable Level of Service for links and intersections in Sarasota County, Florida, shall mean Level of Service "C" on an average daily basis ("D" on a peak hour basis), which shall be measured as provided in this paragraph. Where a link or intersection in Sarasota County is operating at Level of Service

"D" on an average daily basis ("E" on a peak hour basis) on the effective date of this Ordinance, then the Acceptable Level of Service in Sarasota County for that link or intersection shall mean Level of Service "D" on an average daily basis ("E" on a peak hour basis).

B. "Application*" and "Application for Development Approval*" or "ADA" shall mean Cooper Creek Center's Development of Regional Impact Application for Development Approval*, and the NOPC submitted on July 26, 1996, and revised on March 31, 1997 and August 19, 1997, the NOPC, submitted on January 27, 1999, and this NOPC submitted on January 9, 2002 (included as "Exhibit G").

C. "Best Management Practices*" shall mean the practices which are technologically and economically feasible in abating pollution generated by point and non-point sources, to a level compatible with water quality and quantity objectives of the Land Development Code (BMP list of approved practices by Board resolution for Special Overlay Districts-Evers Reservoir and Lake Manatee Watershed Areas).

D. "Conceptual Master Plan*" shall mean a graphic depiction of the development shown on Revised "Map H", last revised on April 16, 2002, for the Cooper Creek Center, and attached hereto as "Exhibit B".

E. "Conservation Area*" shall mean areas as defined by TBRPC and shown on revised "Exhibit C", last revised on July 28, 1999.

F. "County Transportation Authority*" shall be defined as the Planning Department in cooperation with Manatee County's Transportation Department, or whatever County entity is responsible for roadway approvals.

G. "Developer*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest.

H. "Development Approval*" shall mean any approval for development granted through the Preliminary and Final Site Plan*, Preliminary and Final Subdivision Plat process, and construction drawing approval where site plans are not required.

I. "Development Order" shall mean the Ordinance Granting a Development Order for Cooper Creek Center, Ordinance 02-31.

J. "Fee Agreement*" shall mean the Transportation Component Impact Fee agreement by and between the County and the developer's predecessors in interest which was adopted on February 10, 1987 and is attached hereto as "Exhibit D".

K. "Funding Commitments*" shall mean to assure the completion of any improvement required by this Development Order, or any combination of the following:

1. Binding commitments for the actual construction with a posting of a cash bond or irrevocable letter of credit in a form satisfactory to the County; or

2. Actual construction; or

3. The placement of the improvements in the capital improvements work plan of a responsible entity for construction during the fiscal year when the improvement is required as long as said improvement is within the first two years of the Manatee County Capital Improvement Plan or the first two years of the FDOT Work Plan at the time of Preliminary Site Plan approval of a subphase or phase; or

4. A local development agreement as defined by Florida Statutes or the Land Development Code. The funding commitment shall guarantee that the improvement will be in place when needed or concurrent with the expected impacts of the development, whichever is sooner.

L. "Horizontal Development*" shall mean and shall be deemed to include the construction of any and all improvements required to serve Vertical Development* (e.g., roadway, drainage, water, sewer, communication, utilities, etc).

M. "Master Development Plan*" shall be defined as Revised Map H, last revised on April 16, 2002, incorporated as part of "Exhibit B" and made a part hereof. Development on Map H shall be limited to the total number of dwelling units and non-residential development on Table 1.

N. "Owner*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, and Wilmington Land Company, a Florida Corporation, their heirs, assigns, designees, agents, and successors in interest as to the Cooper Creek Center DRI and all its stipulations.

O. "Post Development Wetland*" shall mean any Wetland* area, which upon completion of the subphase, that will be a jurisdictional Wetland* under the regulations of

the Southwest Florida Water Management District or the Florida Department of Environmental Protection. This definition shall not apply to stormwater ponds or littoral shelves not required for mitigation.

P. "Preliminary Site Plan*" (PSP*) shall mean a Preliminary Master Development Plan* or a Preliminary Site Plan* for a Phase or Sub-Phase as defined in The Manatee County Land Development Code, (Ordinance 90-01, as amended), for a Phase or Sub-Phase.

Q. "Preservation Areas*" shall mean areas as defined by TBRPC and shown on revised "Exhibit C", last revised on July 28, 1999.

R. "Site Development Plan*" shall be defined as any preliminary plat, final plat, Preliminary Site Plan*, or final site plan to be submitted for consideration of approval pursuant to the LDC.

S. "Traffic Study*" shall mean a report presented by the Developer*, pursuant to the provisions of Section 380.06, F.S. and Rule 9J-2.045 F.A.C., using a methodology acceptable to the County Transportation Authority*, the Tampa Bay Regional Planning Council, the Florida Department of Community Affairs, and the Florida Department of Transportation. Such study will be designed to determine if the proposed development will reduce daily or peak hour Level of Service* on any of the roadway segments or intersections within the Transportation Impact Area*, to below an Acceptable Level of Service*. Any such Traffic Study* shall include traffic to be generated by the proposed Phase or Sub-Phase, existing traffic, and traffic anticipated from prior Development Approvals* cumulatively.

T. "Transportation Impact Area*" shall be defined as the roadway segments and intersections receiving transportation impacts where the cumulative traffic generated by a proposed PSP* in combination with prior approvals of this project will be five percent (5%) or more of the Acceptable Level of Service*. This area will be determined in conjunction with any traffic study required for Development Approval after December 30, 2007. This area is generally depicted on Map J which was submitted with the ADA. This area will be revised as appropriate, based on a new Traffic Study*.

U. "Vertical Development*" shall mean and shall be deemed to include the construction of new residential units and non-residential units or the reconstruction or addition to any structure.

V. "Warranted*" shall mean a determination by the County based on generally accepted transportation engineering practices that the Acceptable Level of Service* cannot be maintained on a roadway segment or intersection without the construction of a transportation improvement required by this Development Order.

W. "Wetland*" shall mean any wetland under the jurisdictional limits defined by Chapter 40D-4.021, Florida Administrative Code, and implemented by the Florida Department of Environmental Protection, or as defined within Chapter 40D-4, F.A.C., and implemented by the Southwest Florida Water Management District.

X. The definitions contained in Chapter 380, Florida Statutes, shall apply to this Development Order.

SECTION 4. DEVELOPMENT CONDITIONS

A.(1) Approved Development Totals and development authorized for construction pursuant to this D.O. are as set forth in Table 1. Building Permits for non-residential development and Final Plats (or Building Permits if platting is not required) for residential shall be obtained prior to December 30, 2007.

A.(2) Development may occur anywhere on site provided all conditions of this Development Order are adhered to and it is concurrent with all necessary infrastructure improvements.

A.(3) The Developer* has demonstrated the availability of adequate infrastructure, including roads, parks, transit, waste water service, solid waste service, fire, police, and other emergency services and will be issued a revised Level of Service Certificate which will expire December 30, 2007. Concurrency for potable water will be addressed at the Final Site Plan approval, pursuant to the Manatee County Comprehensive Plan Policies 2.4.1.2. and 2.4.1.5.

A.(4) Tradeoffs between the land uses set forth in Table 1 may be granted by the Board of County Commissioners with an amendment to the General Development Plan approved by the Board along with a traffic study addressing any changes in trip generation, distribution, average queue length at intersections, and any mitigation necessary as a result of the tradeoff (Note: If the trip generation estimates as a result of the tradeoff are less than or equal to what was previously approved, a traffic study shall still be required to address the change in entering and exiting percentages, and consequently other measures of effectiveness). The Board and staff have not reviewed any such "tradeoff" and have not determined whether any "tradeoff" is appropriate. Any proposal for a "tradeoff" shall be reviewed for compliance with the provisions of this Development Order, the Manatee County Land Development Code, and the Manatee County Comprehensive Plan. The developer shall also be required to demonstrate that 1) the quantities of solid waste generated, potable water consumed, and wastewater, and 2) the impacts to the County Parks, Transit Services, EMS, and Sheriff, in the event of any tradeoffs, are less or meet County standards in effect at the time of tradeoff. The Developer* shall give DCA and the Tampa Bay Regional Planning Council notice of its intent to trade off land uses at least 15 days prior to the County's approval of any such trade off. The Notice shall identify the resulting impacts of the trade off in terms of land use,

traffic generation, potable water, wastewater, solid waste, and affordable housing. In addition, the DRI annual report shall include information indicating cumulative amounts of development which have been approved by the County as of the annual report date and the resulting impacts on traffic generation, potable water, wastewater, solid waste, and affordable housing. Following the County's approval of any such trade off, the County shall provide to the Department of Community Affairs and TBRPC a copy of said approval. An amendment to applicable provisions of this Development Order pursuant to an NOPC or Substantial Deviation proceeding shall not be necessary or required to approve a "trade off" pursuant to this condition.

The following limitations shall apply to any tradeoff:

1. The mix of approved uses shall not be increased nor decreased by more than 200 dwelling units.

2. The mix of approved uses shall not be increased nor decreased by more than 49,000 square feet of General Commercial or Office.

3. The mix of approved uses shall not be increased or decreased by more than 75 motel rooms.

TABLE 1
COOPER CREEK CENTER
PROJECT SUMMARY

TYPE OF DEVELOPMENT:	Multi-use	
LOCATION:	Northwest quadrant of I-75 and University Parkway, in southeastern Manatee County	
TOTAL DEVELOPMENT AREA:		**604 Acres**
Residential		317.2 Acres
Commercial/Hotel♦		131.5 Acres
Office		30 Acres
Open Space (Roads, Right-of-Way, Conservation, Preservation, Floodway, etc.)		124.98 Acres
	Development Totals	
Residential	880 d.u.	
Commercial♦ (1)(2)	886,000 Sq. Ft.(1)(2)	
Office♦	140,000 Sq. Ft.	
Motel	250 Rooms	
P.M. Peak Trips (net external)	2832 Trips	
BUILD-OUT DATE	December 30, 2008	

♦ may include communication antenna structures as allowed by the approved General Development Plan and applicable regulations.

(1) Includes gross floor area for motel.
(2) Includes one existing communication antennae structure.

A.(5) Existing agricultural uses on the property, in whole or in part, as an approved secondary use are hereby granted until development commences on the applicable section or portion of the site.

A.(6) Any excess infrastructure capacity constructed to potentially serve development beyond that described in Condition A.(1) shall be at the developer's risk and shall not be construed to vest additional Vertical Development* construction rights.

TRANSPORTATION CONDITIONS

B.(1) All residential development which does not have a Final Plat approval (or building permit if platting is not required) and all non-residential development which does not have a building permit prior to December 30, 2002 shall be subject to review and approval of a transportation analysis pursuant to Section 380.06 Florida Statutes and issuance of a transportation level of service certificate pursuant to the Manatee County Land Development Code. Completed.

B.(2) Maintenance of Acceptable Level of Service* on intersections or in the Study Area to be determined consistent with methodologies in accordance with Section 380.06, Florida Statutes shall be verified by the developer to the satisfaction of the County Transportation Authority* as part of each annual report as required by Subsection 380.06(18), Florida Statutes.

B.(3) There shall be no approvals granted as to development beyond that specified in Table 1 unless the transportation improvements required have been completed or such improvements are determined as not warranted under the Traffic studies*.

B.(4) The Developer* shall continue to demonstrate continuous progress towards building permit applications for the development totals set forth in Table 1. Continuous progress shall mean Final Plat approval (or the issuance of building permits if a Final Plat is not required) for 200 residential lots or dwelling units and the issuance of building permits for at least 50,000 square feet of non-residential use. Failure to demonstrate such progress may require a revised and updated Traffic Study* to demonstrate that Acceptable Levels of Service* are still projected to exist at the time building permits are issued. The determination that a revised and updated Traffic Study* is required shall be made by the Board of County Commissioners at a public hearing with notice to the developer, upon recommendation by the Planning Director.

B.(5) The Developer* shall provide for a bus bay area acceptable to Manatee County at one location within each commercial land use area and at one location on University Parkway near the project entrance at time of Development. (This condition provides the Transportation Management System required by TBRPC).

B.(6) The Developer* shall implement, at their expense, the following specified safety transportation improvements.

a. Signalize the intersection of University Parkway and Cooper Creek Boulevard. The signal shall be of the mast arms type. Completed.

b. Provide a westbound right-turn deceleration lane on University Parkway, at the intersection with Cooper Creek Boulevard. The turning lane length shall be 500 feet. Completed.

c. Provide an additional southbound left-turn lane on Cooper Creek Boulevard at the intersection with University Parkway. The resulting dual left-turn lanes

shall have a queue length component of 225 feet each. The Southbound right-turn lane queue length should be 150 feet. The dual left-turn lanes shall be supplemented by guiding pavement markings to provide turning lane separation (2-ft long dashed lines with 4-ft gaps to channelize turning traffic). Completed.

d. Add one right hand, northbound to eastbound turn lane from Honore Avenue to Cooper Creek Boulevard, approximately 400 feet in length. (Under construction).

e. Add one eastbound to northbound left turn lane from University Parkway to Cooper Creek Boulevard adjacent to the existing left turn lane prior to the issuance of the Certificate of Occupancy for the second office building in Parcel K..

B.(7) The Developer* shall evaluate the need for traffic safety and circulation improvements with each PSP*. Manatee County shall review and evaluate the information submitted by the Developer* and reserve the right to require additional safety and circulation improvements such as turn lanes, signals, signal timing, and pavement markings.

ENVIRONMENT

Air Quality

C.(1) Manatee County shall reserve the right to require mitigation measures or a revision of the site plan to alleviate potential negative impacts of the project on ambient air quality.

Water Quality, Wetlands* and Drainage

D.(1) In order to protect water quality in the Braden River watershed and the Evers Reservoir Watershed, there shall be no degradation of water quality by stormwater exiting the site. All stormwater discharges to the Braden River shall be required to meet all state water standards and criteria as defined in Chapters 62-302, and 62-25, F.A.C., as well as Manatee County requirements.

D.(2) The Developer* shall continue to conduct the approved comprehensive surface water quality and quantity monitoring program approved by the County and the Environmental Management Department (EMD) in accordance with Exhibit H. The program shall continue through one year beyond project buildout. The County may require that the program may be extended beyond buildout if conditions are observed that would require additional monitoring. All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by the appropriate authority.

Any changes to the Surface Water Quality Monitoring Program Criteria, as outlined in "Exhibit H", shall be submitted to the City of Bradenton and TBRPC for review and comment, and approval by Manatee County.

Should Manatee County adopt a Comprehensive Evers Reservoir Watershed Surface Water Quality Monitoring Program and the Developer* participates in this Comprehensive Surface Water Quality Monitoring Program, then the Developer*, with the approval by Manatee County and TBRPC, may terminate the required Surface Water Quality Monitoring Program contained in this Development Order.

D.(3) The Developer* shall continue to conduct the comprehensive ground water quality and quantity monitoring program as previously approved by EMD and attached as Exhibit H. The program shall continue through one year beyond project buildout.

All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by that approved authority.

D.(4) The Developer* shall be responsible for Operation and Maintenance for all portions of the Surface Water Management System, except for those portions which are dedicated to and accepted by the County.

D.(5) All development shall be subject to the requirements of Chapter 40D-4, F.A.C. All Wetlands* in the entire 604.68 acre development shall be subject to the

requirements of Section 719 of the Manatee County Land Development Code or as otherwise approved by Manatee County.

D.(6) Impacts to Wetlands*, Preservation Areas*, and Conservation Areas* shall be mitigated in accordance with Table 3. Mitigation shall be required prior to the completion of the parcel in which the impact occurs.

a. **Preservation and Conservation Areas***

Preservation and Conservation Area* shall comprise of all SWFWMD jurisdictional wetlands, in addition to other areas as delineated on Exhibit C.

The Conservation Areas* on site encompass approximately 51.96 acres as indicated on the attached Revised Preservation/Conservation Map dated July 28, 1999, Exhibit C. All Conservation Areas* shall remain undisturbed or mitigated.

There shall be no impact to those Wetlands* encompassing approximately 16.41 acres, indicated as Preservation Areas* on the attached Revised Preservation/Conservation Map, dated July 28, 1999, Exhibit C. Impacts authorized pursuant to state and federal permits approved prior to the effective date of this development order and impacts for necessary infrastructure (such as roads, utility lines, recreational trails, and paths, as provided by TBRPC policy) may be allowed.

b. **Wetland Areas***

Wetlands created as a result of flood storage compensation shall be credited as mitigation lands if acceptable to the Environmental Management Department and other permitting agencies.

As required by Manatee County Comprehensive Plan Policy 3.3.1.5, the Developer* shall provide buffers around all Post-Development Wetlands*. Variable width buffers may be approved in accordance with Section 719.11.1 of the Land Development Code.

Mitigation security for impacts to wetlands, preservation, and conservation areas shall be required in accordance with applicable County Ordinances.

All herbaceous mitigation areas and littoral shelves used for mitigation shall be monitored annually after planting for a period of three years. Forested mitigation areas shall be monitored annually for at least five years. Monitoring shall include survival rates, species diversity composition, spreading, and exotic species encroachment. Additional planting may be required to maintain an 85 percent survival of planted species at the end of three years.

All Post Development Wetlands*, Conservation and Preservation Areas*, and their buffers shall be protected by a recorded conservation easement to Manatee

County, as a separate easement document acceptable to Manatee County, and shall be shown on any Preliminary and Final Site Plans and Subdivision Plats. Deed restrictions shall be included that prohibit development activity and removal of native vegetation in the conservation easement unless approved by the County and any permitting agency or agencies with jurisdiction. Any replanting within the buffer shall be with flora native to the Braden River area of Manatee County.

Each annual report shall include the results of the mitigation monitoring. The report shall also include information on what Conservation Areas* and Preservation Areas* have been impacted and the steps taken to mitigate the impacts and the results of the mitigation monitoring.

TABLE 3

COOPER CREEK CENTER
MINIMUM WETLAND*, PRESERVATION, AND CONSERVATION AREA* MITIGATION RATIOS

	MITIGATION RATIOS●✖	
AREAS	**HERBACEOUS**	**FORESTED**
TBRPC Preservation & Conservation Area*	2:1	3:1
Wetlands*	2:1♦	4:1♦

If an area falls under two categories, then the most restrictive mitigation ratio shall apply.
♦May be reduced in accordance with the Manatee County Land Development Code and Comprehensive Plan.
●Ratio is Mitigated Wetland*: Disturbed Wetlands*. Transplantation may be used for mitigation, if approved by EMD and SWFWMD. Mitigation ratios shall be as approved by those agencies. For the purposes of this section, transplantation shall be considered creation, not enhancement.
✖ Mitigation ratios for Wetland* and Conservation Areas* may include enhancement as mitigation technique. Enhancement for impacts to TBRPC Conservation Areas* shall be provided at a minimum ratio of 6:1.

D.(7) The stormwater management systems shall be designed, constructed, and maintained to meet or exceed applicable requirements of the adopted Manatee County Comprehensive Plan and Chapter 62-4, 62-25, 40D-4, 40D-40, 40D-400 F.A.C. The stormwater management system within the Evers Reservoir watershed shall treat stormwater to Outstanding Florida Waters standard. Stormwater treatment shall be provided by biological filtration where required by the Master Drainage Plan as referenced as "Exhibit I".

D.(8) The Developer* shall not seek permits for, or otherwise implement, any point source discharges of pollutants into the Braden River or its tributaries. Stormwater is not point source discharge as defined today, and no re-definition of point source discharges shall create a requirement that existing storm water discharges be prohibited under this section.

FLOODPLAINS

E.(1) All habitable portions of structures shall be constructed above the 100-year floodplain, and in accordance with local, state, and federal requirements.

E.(2) Any encroachment of the 100-year floodplain or floodway shall be mitigated in accordance with FEMA and Manatee County standards.

E.(3) No discharges to groundwater shall be permitted on-site.

ECONOMICS

F.(1) The Cooper Creek Center development shall promote entrepreneurship and small and minority-owned business start-up, and encourage non-discriminatory employment opportunities, pursuant to Policies 21.2, State Comprehensive Plan and 2.7.2, FRSRPP, respectively.

WILDLIFE HABITAT AND VEGETATION

G.(1) In the event that any species listed in Rule 68A-27.003 through 68A-27.005, FAC, are observed frequenting the site for nesting, feeding, or breeding, proper protection or mitigation measures shall be employed immediately in cooperation with the Florida Fish and Wildlife Conservation Commission (FFWCC), the Manatee County Environmental Management Department (EMD), and the Florida Department of Community Affairs. This shall include, at a minimum, a wildlife management plan which contains information on impacts to listed species, site maintenance, fire frequency, Wetland* management, and boundary protection. Any such plan not adopted as part of the original Development Order shall require an amendment to the Development Order.

ARCHAEOLOGICAL AND HISTORICAL RESOURCES

H.(1) Any historical or archaeological resources discovered during development activities shall be immediately reported to the Florida Department of State Division of Historical Resources (DHR) and treatment of such resources shall be determined in cooperation with the DHR, and Manatee County. Treatment of such resources must be completed before resource-disturbing activities are allowed to continue. A description of the project's compliance with these conditions shall be included in the subsequent annual reports, to be submitted for review to DHR, in addition to TBRPC and Manatee County.

WASTEWATER

I.(1) Sewer lift stations shall be designed and equipped in accordance with Manatee County's Public Works Department guidelines with several means of back-up, to provide assurance against equipment failure and discharge to the environment. These shall include:

a. Lift stations with 35HP (or less) motors shall have an auxiliary generator receptacle on the panel box.

b. Stations with greater than 35HP motors shall include an on-site stationary generator set with remote transfer capability.

c. Wet wells to contain sewage line surcharges or overflows.

d. Emergency by-pass pumpouts for tank trucks.

e. 100 percent redundancy in lift station pumping equipment.

I.(1) Wastewater services to be provided by Manatee County. The quantity reserved shall be pursuant to the CLOS.

I.(2) The disposal of waste into the sewer system shall comply with the Manatee County Sewer Use Ordinance (91-39).

I.(3) The Developer* shall not utilize on-site wastewater treatment.

WATER

J.(1) The Developer* shall require the installation of water conservation fixtures. Water saving devices shall be installed in accordance with the Florida Water Conservation Act (Section 553.14, Florida Statutes). The Developer* shall require the use of native vegetation and xeriscape techniques, to be used in landscaping to the greatest extent possible.

J.(2) The Developer* shall use only non-potable water to meet non-potable demands. For purposes of this Development Order, "non-potable" water is defined as water emanating from any source other than a public water utility. No reclaimed water shall be used within the Evers Reservoir watershed provided that if spray effluent is permitted by Manatee County and other agencies having jurisdiction, no amendment to the Development Order shall be required to allow the Developer* to use spray effluent.

J.(3) The Developer* shall comply with the rules and recommendations of the SWFWMD in regard to protection of the groundwater resources.

SOLID/HAZARDOUS WASTE

K.(1) The Developer* shall provide to all Cooper Creek Center businesses information that:

a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in the specially-designated containers or areas;

b. Concerns the availability of existing companies that will accept wastes for recycle, reuse, exchange, and treatment; and

c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

K.(2) The Developer* shall notify all commercial tenants of their responsibility to comply with all the applicable sections of Title III (Community Right-to-Know Law) of the Superfund Amendment and Reauthorization Act (SARA).

ENERGY

L.(1) All Cooper Creek Center tenants, business, residents, etc., shall be notified in writing by the Developer* upon occupancy, that the following related practices are encouraged:

a. Use energy alternatives, such as solar energy, resource recovery, waste heat recovery, and co-generation, where economically feasible;

b. Obtain energy audits provided by energy companies or other qualified agencies;

c. Install water heater timers and set water heaters at 130 degrees Fahrenheit or lower;

d. Use landscaping and building orientation to reduce heat gain, where feasible, for all Cooper Creek Center construction;

e. Promote energy conservation by employees, buyers, suppliers, and the public, as appropriate;

f. Reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours, as appropriate;

g. Institute and utilize recycling programs; and

h. Utilize energy efficient packaging or recyclable materials.

L.(2) The Developer* should designate an energy officer to establish energy policies, monitor energy use, and encourage conservation for project businesses. This information shall be included in the first annual report.

RECREATION AND OPEN SPACE

M.(1) All recreation and open space areas not dedicated to the County or other state agencies shall be maintained by the Developer*.

M.(2) A decrease in open space acreage shall require a substantial deviation determination conducted pursuant to Subsection 380.06(19), Florida Statutes.

PUBLIC SAFETY

N.(1) Sheriff and emergency medical services will be provided by Manatee County. The Developer* shall be responsible for contributing a pro-rata share of the cost of land acquisition, construction, and equipping of emergency service facilities for police and emergency medical services or any combination thereof. The Developer* may, with the concurrence of the County, satisfy this obligation in whole or in part by conveyance of land deemed suitable for the intended use by the County or payment of impact fees, as allowed by the Land Development Code, if applicable. An agreement shall be approved prior to the next Final Site Plan approval. Provided, however, no approval shall be delayed if the applicant submits an agreement, and it is withheld because of the County's inability or failure to determine needs or pro-rata share determination for a period exceeding 2 months after its submittal. In no event, shall the developer's payment or pro- rata share exceed impact fee amount.

N.(2) The Cooper Creek Center development shall be designed and constructed to meet or exceed specifications of the State Fire Code - Rule 4A-3.012, FAC or be in compliance with Manatee County Comprehensive Plan and Land Development Code Requirements.

GENERAL CONDITIONS

O.(1) The Developer* shall be required to adhere to any and all commitments made in Section 5 incorporated herein, unless that commitment is superseded by a Development Order Condition in which case the Development Order Condition shall prevail.

O.(2) The Developer* shall submit annual DRI reports in accordance with Section 380.06(18), Florida Statutes, to Manatee County, the Tampa Bay Regional Planning Council, the State Land Planning Agency, and other agencies, as may be appropriate, on the 9th of January and each year thereafter until such time as all terms and conditions of this Development Order are satisfied. Six (6) copies of this report shall be submitted to the Director of Manatee County Planning Department or the Director's designee, who shall review the report for compliance with the terms and conditions of this Development Order and who may submit an appropriate

report to the County Commission should the Director decide that further orders and conditions are necessary. The Developer* shall be notified of any Board of County Commissioners hearing wherein such report is to be considered or reviewed; provided, however, that receipt and review of any such report by the Board of County Commissioners shall not be considered as a substitute, waiver, or change of any conditions, or any terms or conditions of this Development Order. The annual report shall contain the following:

a. Any changes in the plan of development, or in the representation contained in the ADA*, or in the phasing for the reporting year and for the next year;

b. A summary comparison of development activity proposed and actually conducted for the year;

c. Undeveloped tracts of land, other than individual single-family lots, that have been sold to a separate entity or Developer*;

d. Identification and intended use of lands purchased, leased, or optioned by the Developer* adjacent to this DRI site since the amended Development Order was issued;

e. An assessment of the Developer*'s and the local government's compliance with the conditions of approval contained in the DRI development order and the commitments that are contained in the Application for Development Approval* and which have been identified by the County, the TBRPC, or the Department of Community Affairs as being significant;

f. Any known incremental DRI Applications for Development Approval* or requests for a substantial deviation determination that were filed in the reporting year and to be filed during the next year;

g. An indication of a change, if any, in local government jurisdiction for any portion of the development since the development order was issued;

h. A list of significant local, state, and federal permits which have been obtained or which are pending by agency, type of permit, permit number, and purpose of each;

i. A statement that all persons have been sent copies of the annual report in conformance with Subsections 380.06(15) and (18), Florida Statutes; and

j. A copy of any recorded notice of the adoption of a development order or the subsequent modification of an adopted development order that was recorded by the Developer* pursuant to Subsection 380.06(15)(f), Florida Statutes.

k. Reports or information pursuant to stipulations B(3), D(2), D(3), D(6), D(8), F(1), H(1), I(2), and L(2).

O.(3) Any changes in the Development from the parameters set forth in the Application* and this Development Order shall be governed by Subsection 380.06(19), Florida Statutes.

O.(4) The Manatee County Planning Director or the Director's authorized designee shall be responsible for monitoring the Development and ensuring its compliance with this Development Order. The data necessary for monitoring the Development shall be generated by building permits, certificates of occupancy, approval of plats and offering statements, the Annual Report, and on-site observations. The enforcement of the Terms and conditions of this Development Order shall be through such means as are authorized by Chapter 380, Florida Statutes, and through the Manatee County Land Development Code.

O.(5) The Developer* has elected, pursuant to Section 380.06(5)(c), Florida Statutes, to be bound by the rules adopted pursuant to Chapters 403 and 373, Florida Statutes, in effect at the time that this Development Order is issued on September 30, 1997. Accordingly, to the extent the provisions of Section 380.06(5)(c), Florida Statutes, affect the determination as to which rules are applicable to the Development, said election shall apply, notwithstanding any provision in this Development Order to the contrary.

O.(6) This Development Order shall expire December 30, 2009. Buildout shall be completed by December 30, 2008. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

O.(7) This Ordinance shall constitute a Development Order issued in accordance with Chapter 380, Florida Statutes.

O.(8) In the event of a Development Order appeal or other legal challenge of the Development Order by the DCA or TBRPC, the Developer shall pay all costs and fees of County Staff and attorneys the County is required to expend related to said appeal or legal challenge at the rate of the processing fee for the Development Order under the current Planning fee schedules. Payment of all billings by the Developer related to such fees and costs shall be made within 45 days of the submittal of an invoice. Payment to County staff and County attorneys shall be at the rate of the processing fee for the Development Order under the current Planning fee schedule, and payment shall be remitted within forty-five days of submittal of an invoice.

SECTION 5. DEVELOPER* COMMITMENTS

Developer* commitments set forth in the attached "Exhibit F" shall be honored by the Developer*, except as they may be superseded by specific terms of this Development Order.

SECTION 6. LEGAL DESCRIPTION

Development of Cooper Creek Center shall be restricted to the 604.68 acre tract of land described by the legal description included as "Exhibit A" attached to and made a part of this Development Order.

SECTION 7. COMMENCEMENT OF DEVELOPMENT

Physical development of the project not previously permitted shall commence within three (3) years of approval of this Development Order unless the time period for commencement is extended by the Board of County Commissioners; however, no Development Approval* shall occur until the expiration of the appropriate appeal for this Development Order. If any five year period shall expire without significant development activity on the site, the Board of County Commissioners may conduct a public hearing in accordance with the Land Development Code and may, at its option, based on testimony presented at that hearing, rescind or suspend or take other appropriate action on any and all approvals granted herein except where the failure to carry out development is attributable to factors beyond the control of the Developer* (such as the unavailability of permits because of inadequate public facilities, or for any other similar reason). For the purpose of this provision, "significant development" shall be the actual construction of Vertical Development* as part of an ongoing effort to prepare improved land or buildings for sale, lease, or use.

SECTION 8. RESTRICTIONS ON DOWN-ZONING

Prior to December 30, 2008, the County may not down-zone or reduce the intensity or unit density permitted by this order, unless the County can demonstrate that:

A. Substantial changes in the conditions underlying the approval of the order have occurred; or

B. The order was based upon substantially inaccurate information provided by the Developer*; or

C. The change is clearly established by the County to be essential for the public health, safety, or welfare.

Any down-zoning or reduction in intensity shall be effected only through the usual and customary procedures required by statute or ordinance for change in local land development regulations.

For the purposes of this order, the term "down-zone" shall refer only to changes in zoning, land use, or development regulations that decrease the development rights approved by this order, and nothing in this paragraph shall be construed to prohibit legally enacted changes in zoning regulations which do not decrease the development rights granted to the Developer* by this order. The inclusion of this section is not to be construed as evidencing any present or foreseeable intent on the part of the County to down-zone or alter the density of the development, but is included herein to comply with Paragraph 380.06(15)(c)3, Florida Statutes.

SECTION 9. BINDING ORDER UPON DEVELOPER*

This order shall be binding upon the Developer* and Owners*.

SECTION 10. COMPLIANCE WITH CODES, ORDINANCES

All development undertaken pursuant to this order shall be in accordance with all applicable local codes and ordinances in effect at the time of permitting, and other laws, except as specifically provided herein.

SECTION 11. RENDITION

The Planning Department is hereby directed to send certified copies of this Development Order within thirty (30) days of the Board of County Commissioners approval of this Development Order to the Developer*, the DCA, and the TBRPC.

SECTION 12. NOTICE OF RECORDING

The Developer* shall record a notice of adoption of this order as required pursuant to Chapter 380, Florida Statutes, and shall furnish the Planning Department a copy of the recorded notice.

SECTION 13. SEVERABILITY

It is the intent of this development order to comply with the requirements of all applicable law and constitutional requirements. If any provision or portion of this development order is declared by any court of competent jurisdiction to be void, unconstitutional, or unenforceable, then such provisions or portions shall be deemed null and void but all remaining provisions and portions of this development order shall remain in full force and effect.

SECTION 14. EFFECTIVE DATE

This Ordinance shall become effective upon filing of a certified copy with the Department of State and rendered to the parties specified in Section 380.07(2), Florida Statutes, which ever occurs later; provided, however, that the filing of a notice of Appeal pursuant to Section 380.07, Florida Statutes shall suspend development authorization granted by this Development Order, until the resolution of said appeal. However, this is not intended to suspend development previously authorized pursuant to Ordinance 99-40 during the pendency of any appeal.

SECTION 15. RECONCILE INTO ONE DOCUMENT

This Development Order represents a codification of the existing approval for the project integrating those changes proposed in this Substantial Deviation Determination and approved by the Board of County Commissioners into a single Development Order for administrative convenience and is not intended to provide a new point of entry for current conditions and requirements of this project that are not related to this Notice of Proposed Change.

PASSED AND DULY ADOPTED with a quorum present and voting by the Board of County Commissioners of Manatee County, Florida this the 28th day of May, 2002.

BOARD OF COUNTY COMMISSIONERS

OF MANATEE COUNTY, FLORIDA

BY: _____
Chairman

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO., FLA.

BY: _____ D.C.

ATTEST: R.B. SHORE
Clerk of the Circuit Court

Ordinance 02-31

Exhibits A, B, F, and H are attached.

Exhibits C, D, G, and I are on file with the Clerk of the Circuit Court.

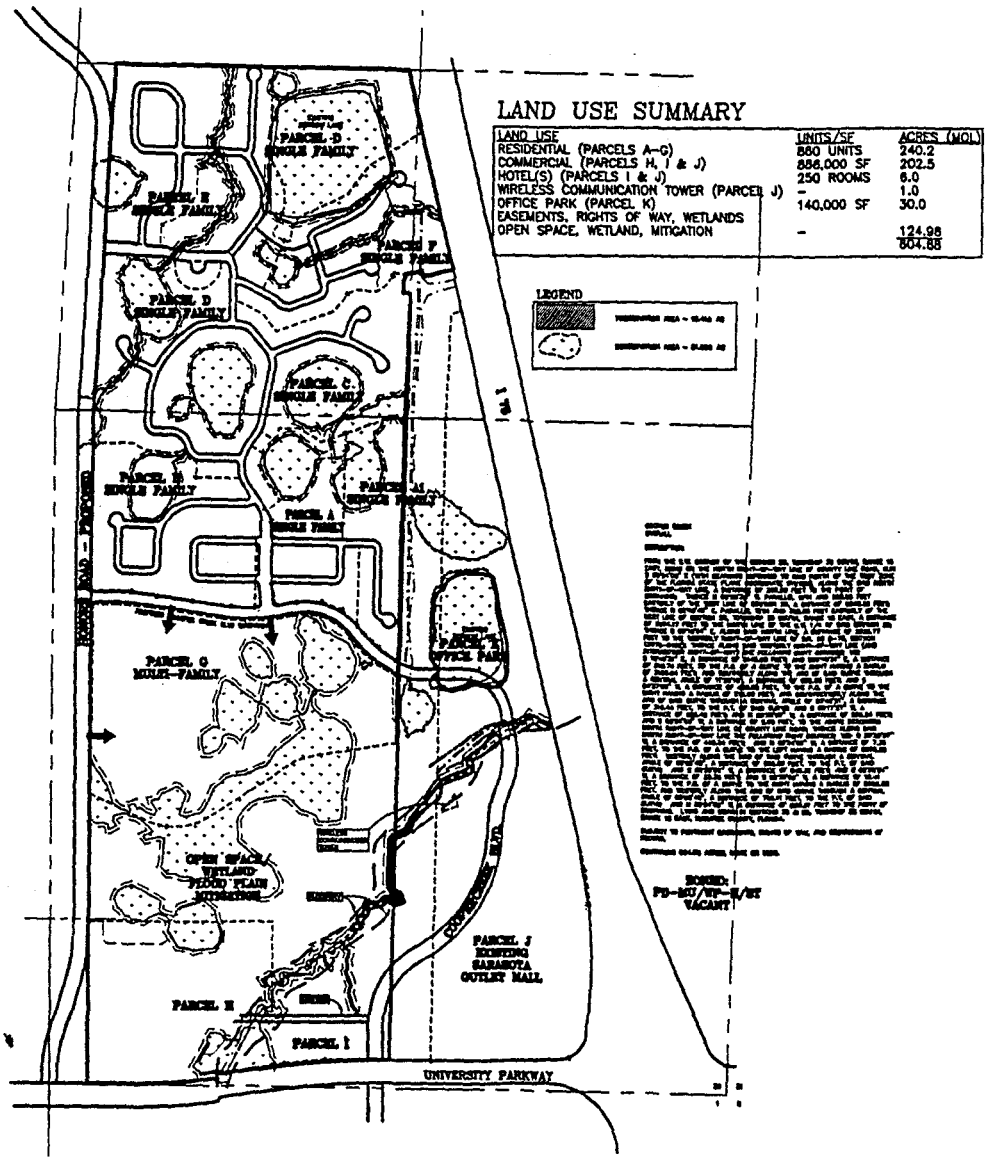
"EXHIBIT A"

LEGAL DESCRIPTION COOPER CREEK CENTER

FROM THE S.W. CORNER OF SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, BEING ON THE NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD, RUN S 89°24'05" E (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLAN COORDINATE SYSTEM), ALONG THE SAID NORTH RIGHT OF WAY LINE, A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING; THENCE N 00°20'30" W, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 36, A DISTANCE OF 5343.35 FEET; THENCE N 02°45'45" E, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 26, TOWNSHIP 35 SOUTH, RANGE 18 EAST, A DISTANCE OF 2674.17 FEET TO THE NORTH LINE OF THE S.W. 1/4 OF SAID SECTION 25; THENCE S 89°10'54" E, ALONG SAID NORTH LINE, A DISTANCE OF 2335.77 FEET TO THE WESTERLY RIGHT OF WAY LINE OF S.R. 93 (I-75, SECTION 13075-2402); THENCE ALONG SAID WESTERLY RIGHT OF WAY LINE (AND INTERSECTION RIGHT OF WAY) THE FOLLOWING EIGHT COURSES: VIZ: S 13°40'31" E, A DISTANCE OF 6145.63 FEET; AND S 09°40'31" E, A DISTANCE OF 518.74 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 3180.04 FEET; AND SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 11°30'18", A DISTANCE OF 638.55 FEET; AND S 04°37'06" W, A DISTANCE OF 450.00 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 216.0 FEET; AND SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 83°40'21", A DISTANCE OF 315.44 FEET, TO THE P.T. OF SAID CURVE; AND S 88°17'27" W, A DISTANCE OF 628.42 FEET; AND N 89°25'07" W, A DISTANCE OF 298.24 FEET ; AND S 00°34'53" W, A DISTANCE OF 2.00 FEET, TO THE ABOVE DESCRIBED NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD; THENCE ALONG SAID NORTH RIGHT OF WAY LINE THE FOLLOWING EIGHT COURSES: VIZ: N 89°25'07" W, A DISTANCE OF 440.34 FEET; AND N 89°24'06" W, A DISTANCE OF 7.33 FEET, TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 5865.58 FEET; AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 828.89 FEET, TO THE P.T. OF SAID CURVE; AND S 82°30'06" W, A DISTANCE OF 549.31 FEET; AND S 00°35'54" W, A DISTANCE OF 33.33 FEET; AND S 82°30'06" W, A DISTANCE OF 12.41 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 5626.58 FEET, AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 795.11 FEET, TO THE P.T. OF SAID CURVE; AND N 89°24'05" W, A DISTANCE OF 220.21 FEET TO THE POINT OF BEGINNING. LYING AND BEING IN SECTIONS 25 & 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY, AND RESTRICTIONS OF RECORD.

CONTAINING 604.68 ACRES, MORE OR LESS.



CAD file name: N:\acad\COOPRCRK\BENDRSN\map h – rgstr\Map-h.dwg
Plot date and time: 2002.03.30.091

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MAP H – CONCEPTUAL PLAN
FOR
COOPER CREEK
LOCATED IN
SECTION 25 & 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST
MANATEE COUNTY, FLORIDA

Zeller, Major & Shroyer, Inc.

ZMS

SHEET 1 OF 1

EXHIBIT B

"EXHIBIT F"

DEVELOPER COMMITMENTS

1. The home sites will be clustered around the sites/ natural features. (ADA Pg 12-1)

2. Infrastructure including water, sewer and electricity, along with roadway paving, will be in place prior to certificate of occupancy. (ADA, Pg 32-2)

3. There will be a minimum of three percent of the original coniferous remaining after development. (Pg 12-4, S.R.)

4. Standard fugitive particulate abatement procedures will be used to control dust prior to construction of the various phases of Cooper Creek Center. (Pg. 13-5, S.R.)

5. Manatee County Air Pollution Rules take effect at the time of construction approval and will apply throughout the balance of construction of Cooper Creek Center. (Pg. 13-5, S.R.)

6. Temporary erosion control measures will be employed during project construction to minimize wind and water erosion. Temporary measures may include hay bales, silt screens, grassing, mulching, floating or staked silt barriers, sandbagging, or other appropriate methods described in the FDOT Standard Specifications for Road and Bridge Construction. Dust control measures such as watering, or the use of calcium chloride will be employed as needed. (ADA, 14-2; SRII, pg A1-10)

7. Flood elevations will generally not be altered by the development; however, the acreages within the flood hazard zones will change due to dredge and fill activities which will occur as part of the construction of the stormwater management system and site grading plan. (Pg. 17-1, S.R.)

8. The 25-year flood elevations of Cooper Creek will be shifted approximately 0.5 feet higher within the project by the construction of a new bridge across Cooper Creek and encroachment down to the 10-year floodplain of Cooper Creek. (Pg. 17-1, S.R.)

9. The 100-year flood elevation will not be increased off-site due to the additional flow capacity provided by the new auxiliary floodway to be constructed in the uplands along the northwest side of Cooper Creek. (Pg. 17-1, S.R.)

10. There will be no significant net change in surface and groundwater at buildout. The stormwater treatment ponds will be instrumental in replenishing the groundwater storage. (SR, pg. C1-8)

11. Clearing of existing vegetation will be selective, emphasizing conservation of valuable existing plant materials and wetlands. (ADA, pg 12-5)

12. The applicant agrees to cooperate with the Division of Archives and Manatee County in deciding the ultimate disposition of any archaeological or historical resources found during construction. (Pg. 19-1, S.R.)

13. The project will comply with the requirement of Chapter ~~17-25~~ 62.4, 62.25, 40D-4, 41D-40,and 40D-400, FAC, concerning water quality of stormwater discharge. (SRIII, pg. 6)

14. The wastewater collection system outside the public rights-of-way will be maintained by the owner of the property. (Pg. 21-1, S.R.)

15. Water users in the industrial park will have individual meters in order to encourage water conservation. (Pg. 21-2, S.R.)

16. The detention arr of the proposed drainage system will h designed to contain the runoff from a 25-year, 24-hour storm event for post-developmen. conditions. (ADA, Pg. 22-1)

17. The project design will consider various methods of energy efficiency and incorporate energy-conserving materials, lighting and equipment., (ADA, 25-3)

18. The proposed facilities and open space will be owned, operated, and maintained by the Developer, its successors and assigns. (SRIV, pg. 17)

19. Permanent erosion control features, such as permanent landscaping, will be incorporated into the project at the earliest practical time. (ADA, Pg. 14-2)

20. When practical, conveyance within the drainage system will incorporate isolated Wetland systems and shallow grassy swales to provide for additional treatment assimilation of nutrients, and additional percolation and evaporation; and utilize shallow grassy swales for conveyance. (ADA, 15-10)

21. Alterations to the floodplain and floodway of Cooper Creek will allow portions of the floodplain and floodway to be utilized for development or stormwater management without reducing the conveyance of Cooper Creek or causing an increase in the 100-year flood stage. (Pg. 17-6, ADA)

22. A new crossing between powerline bridge and I-75 bridge may be constructed having a flow cross section at stage 18.0 feet msl at least equal to the existing box culvert crossing under University parkway. This crossing will be either a bridge or a triple box culvert with the center barrel 2.0 feet lower than the outer barrels to provide for passage of animals along the Cooper Creek corridor. (Pg. 22-14, ADA)

23. Natural trail or other passive recreational elements may be constructed in Subbasin A outside the banks of the creek but within the floodway. These elements will be design not to reduce the conveyance of Cooper Creek and its floodway. (Pg. 22-14, ADA)

24. The fire flow required will be based upon the proposed type of construction at the current recommendation of the National Board of Fire Underwriters at the time of construction. (Pg. 23-4, ADA

25. The developer will satisfy county and SWFWMD regulations regarding encroachments on the floodplain of Cooper Creek. (PBS&J/TBRPC meeting June 25, 1985)

26. No upland development is planned within the 25-year floodplain of the Braden River, Subbasins D, E, F and G. (Pg. 17-8, S.R.)

27. Four wildlife corridor areas located along the tributaries within the project will be protected from any future development other than recreation and stormwater retention, through the use of easements and restrictive covenants. (P. 18-1, S.R. and Pg. 18-5, ADA)

"EXHIBIT H"

SURFACE AND GROUND WATER MONITORING PLANS
COOPER CREEK CENTER
DEVELOPMENT OF REGIONAL IMPACT

This exhibit details the Surface and Ground Water Monitoring Plans required under Sections D.(2) and D.(3) of the Cooper Creek Center Development Order. The Developer* shall develop a monitoring plan addressing the criteria listed below within six months of approval of this Development Order.

a. All points of measurable surface water discharge from the property boundaries, within the Braden River Watershed, shall be monitored on a semiannual basis (wet and dry season). At each station, during each sampling event, three grab samples shall be collected, composited, and transported to an FDEP approved laboratory for chemical analysis. In addition, in-situ field parameters should be measured from the composite sample using appropriately calibrated field meters. The three grab samples encompassing the composition sample shall be collected at least twenty minutes apart.

b. Parametric coverage of the monitoring plan should include the following:

- specific conductance (field)
- temperature (field)
- dissolved oxygen (field)
- pH (field)
- flow rates (field)
- chlorides
- sulfates
- fluoride
- total dissolved solids
- total suspended solids
- ammonia
- nitrate
- nitrite
- total Kjeldahl nitrogen
- total nitrogen
- orthophosphate
- total phosphorous
- copper
- lead
- zinc
- mercury
- nickel
- arsenic
- cadmium
- chromium
- silver
- total coliform

- fecal coliform
- BOD-5
- primary organics (pesticides and herbicides)

c. Sampling events should be performed following storm events of sufficient intensity to create runoff. All points of measurable surface water inflow and discharge from the site should be sampled following a ½ inch or greater storm event using methodology approved by the U. S. Environmental Protection Agency for stormwater sampling associated with the NPDES permitting process. Storm event sampling should be performed twice annually, during wet (June-September) and dry (October-May) seasons, respectively.

d. The Developer* shall place a staff gauge in the Cedar Creek tributary and all other applicable sampling stations, for the purpose of obtaining volumetric flow measurements.

e. The results of the monitoring program, and any modifications to the program, shall be subject to reviewed by the County, City of Bradenton, and any other agency requesting review privileges, and for approval by Manatee County and the EMD.

f. All monitoring reports shall be submitted to TBRPC with each annual report and to Manatee County, the City of Bradenton, and any other agency requesting a copy.

Any modifications to the above listed criteria shall be subject to review by the Manatee County Environmental Management Department, the City of Bradenton, and any other agency requesting review privileges, and shall be approved by the Manatee County Board of County Commissioners.

RECEIVED
JUN 27 2002
Tampa Bay Regional Planning Council

STATE OF FLORIDA, COUNTY OF MANATEE
I hereby certify that the foregoing is a true copy of ORDINANCE NO. 02-31 adopted by the Board of County Commissioners of said County on the 28th day of May, 2002 this 21st day of June, 2002, in Bradenton, Florida
R.B. Shore
Clerk of Circuit Court
By: D.C.
SEAL
BOARD OF COUNTY COMMISSIONERS MANATEE CO. FLA.

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.
Witness my hand and official seal this 4th day of June, 2002
R.B. SHORE
Clerk of Circuit Court
By: D.C.
SEAL
BOARD OF COUNTY COMMISSIONERS MANATEE CO. FLA.

#103.

MANATEE COUNTY GOVERNMENT

PLANNING DEPARTMENT
"TO SERVE WITH EXCELLENCE"

CERTIFIED MAIL
P 368 649 931

September 23, 1999

Mr. John Meyer
DRI Coordinator
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, FL 33702

Re: Development Order for Cooper Creek DRI #14

Dear Mr. Meyer:

Enclosed is a certified copy of Ordinance 99-40, the amended Development Order for the Cooper Creek DRI, as adopted in open session by the Manatee County Board of County Commissioners on September 7, 1999, as required by Rule 9J-2.025(5), Florida Administrative Code.

If I can be of further assistance, please contact me at (941) 749-3070, extension 6833.

Sincerely,

Robert H. Pederson
Community Planning Administrator

RHP/ks
Enclosure

1112 Manatee Avenue West • Fourth Floor • Bradenton, Florida Tel. (941) 749-3070 • FAX: (941) 749-3071
P.O. Box 1000 • Bradenton, Florida 34206-1000

DIVISIONS OF FI EPARTMENT OF ST
Office of the Secreta
Division of Administrative Services
Division of Corporations
Division of Cultural Affairs
Division of Elections
Division of Historical Resources
Division of Library and Information Services
Division of Licensing
MEMBER OF THE FLORIDA CABINET

ED FOR RECORD
R.B. SHORE
CLERK CIRCUIT COURT
MANATEE CO. FL
SEP 22 2 16 PM '99

HISTORIC VATION BOARDS
Historic Florida Keys Preservation Board
Historic Palm Beach County Preservation Board
Historic Pensacola Preservation Board
Historic St. Augustine Preservation Board
Historic Tallahassee Preservation Board
Historic Tampa/Hillsborough County Preservation Board
RINGLING MUSEUM OF ART

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF ELECTIONS

September 17, 1999

Honorable R. B. Shore
Clerk of the Circuit Court and Comptroller
Manatee County
Post Office Box 1000
Bradenton, Florida 34206

Attention: Susan G. Romine, Deputy Clerk

Dear Mr. Shore:

Pursuant to the provisions of Section 125.66, Florida Statutes, this will acknowledge your letters dated September 13, 1999 and certified copies of Manatee County Ordinance Nos. 99-40 and PDMU-96-01 (G) (R), which were filed in this office on September 17, 1999.

As requested, the date stamped copy is being returned for your records.

Sincerely,

Liz Cloud

Liz Cloud, Chief
Bureau of Administrative Code

LC/mp

Enclosure

FILED FOR
R.B. SHORE
CLERK IN COURT
MANATEE CO. FLORIDA
SEP 22 2 17 PM '99

ORDINANCE 99-40

AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA, RENDERING AN AMENDED DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR COOPER CREEK CENTER (RESOLUTION 85-236, AS AMENDED BY RESOLUTIONS 86-323, 87-58, 90-39, 93-300, 95-135, AND ORDINANCE 97-23), ALSO KNOWN AS DRI #103; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on January 9, 1986, the Board of County Commissioners (BOCC) approved R-85-236, a Development Order* for the Cooper Creek Center DRI for a planned residential, commercial, office, and industrial development on approximately 604.68 acres; and

WHEREAS, on December 23, 1986, February 10, 1987, March 29, 1990, April 5, 1993, June 22, 1995, and November 4, 1997, The Board of County Commissioner approved Resolutions R-86-323, R-87-58, R-90-39, R-93-100, R-95-135, and Ordinance 97-23 respectively, approving amendments to the Development Order for Cooper Creek Center, which amendments were not found to be a substantial deviation to the originally approved Development Order; and

WHEREAS, County Line Road Associates, LTD. has been succeeded by Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust as the Developer of Cooper Creek Center; and

WHEREAS, said Cooper Creek Center is a MULTI-USE PROJECT, as defined in Section 380.0651(3)(i), Florida Statutes, on approximately six hundred and four and 68/100 acres, located in south Manatee County, the legal description of which is attached as "Exhibit A"; and

WHEREAS, the buildout date for Cooper Creek Center expires on December 30, 2008; and

WHEREAS, the current expiration date of the Development Order is December 30, 2009; and

FILED
1999 SEP 17 AM 9:58
R.B. SHORE
CLERK OF CIRCUIT COURT
MANATEE COUNTY, FLORIDA
DEPUTY CLERK

WHEREAS, the Developer has requested that further amendments to the Cooper Creek Center Development Order, as previously amended ("prior DO") be approved to provide for and approve the following changes to the project from the originally approved project development totals:

1. Modify the density and intensity of the project as follows:
   a. eliminate the remaining 200,000 square feet of industrial development (795,998 square foot reduction cumulatively);

99-40 Cooper Creek Center

b. re-establish 140,000 square feet of office development (387,180 square foot reduction cumulatively);
c. increase commercial development by 389,000 square feet (365,924 square foot increase cumulatively);
d. decrease residential development by 400 units (184 units cumulatively);
e. reduce the number of motel rooms by 150;
f. reduce the right-of-way acreage;

2. Approve modifications to Map H, "Exhibit B", to implement the density and intensity changes;
3. Eliminate "phasing" within this project;
4. Amend the Land Use Trade-Offs provision to allow specified increases and decreases;.
5. Approve modifications to reconcile the proposed amendments and Ordinance 97-23 into one document which shall serve as the Development Order for Cooper Creek Center.

WHEREAS, while the development of Cooper Creek Center has commenced and is underway in accordance with the Prior DO*, this Development Order shall be, hence forth, considered the approved Cooper Creek Center Development of Regional Impact Development Order; and

WHEREAS, the above described changes in conjunction with all previous changes, do not constitute a Substantial Deviation to the Development Order, as amended, for Cooper Creek Center, pursuant to Chapter 380, Florida Statutes; and

WHEREAS, this Development Order shall be considered an amended Development Order; and

WHEREAS, all future development will comply with the requirements of the Comprehensive Plan, Ordinance 89-01, as amended, and Land Development Code, Ordinance 90-01, as amended, except where specifically approved by the BOCC in this Development Order.

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, has the statutory authority to consider and approve Notices of Proposed Changes (NOPC) for an amendment to an approved Development of Regional Impact; and

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

WHEREAS, the Planning Commission of Manatee County has reviewed the NOPC and has filed a recommendation on said NOPC with the Board of County Commissioners; and

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

WHEREAS, the Board of County Commissioners of Manatee County on July 27, 1999, August 24, 1999, and September 7, 1999 held duly noticed public hearings on said NOPC and has solicited, received and considered all testimony, reports, comments, evidence, and recommendations from interested citizens, County and City agencies, and the applicant, as well as the review and report of the Manatee County Planning Department; and

WHEREAS, said Board of County Commissioners has considered all of the foregoing in the adoption of this Ordinance.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA, AS FOLLOWS:

SECTION 1. FINDINGS OF FACT

1. The Board of County Commissioners of Manatee County, after considering the testimony, evidence, documentation, application for amendment of the Zoning Ordinance, NOPC for an amended Development Order*, the recommendation and findings of the Planning Commission of Manatee County, as well as all other matters presented to said Board at the public hearing hereinafter referenced, hereby makes the following findings of fact:

A. All "WHEREAS" clauses preceding Section 1 of this Ordinance are adopted as findings of fact.

B. The real property involved in this development and owned by Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, is located in Manatee County, Florida, and is described on "Exhibit A" attached hereto and made a part hereof.

C. The Developer* has received County approvals for and has completed certain development consistent with the prior DO.

D. Development of the Cooper Creek Center site to date has proceeded in accordance and in compliance with the prior Development Order, as amended, and the Land Development Regulations of Manatee County. Specifically the Board also finds that:

1. The Developer has constructed and obtained Certificates of Occupancy for 307,500 s.f. of commercial space, an antennae tower, and the southernmost segment of Cooper Creek Boulevard; and received Final Site Plan and construction drawings approval for infrastructure for development previously described as Phase IA.

2. The Developer has submitted the information requested in the County environmental consultant's Summary Report dated September, 1985.

3. The Developer has instituted and conducted the required water quality monitoring program.

4. The Developer has submitted a Master Drainage Plan which has been approved by Manatee County and TBRPC.

5. The County and Developer have entered into a Fee Agreement dated February 10, 1987 regarding the advance payment of Transportation Component Impact Fees, with which the Developer is in full compliance and which shall remain in full force and effect, and is attached hereto and make a part hereof by reference as "Exhibit D".

6. The required improvements set forth in Exhibit C of R-86-323 have been constructed (Construct a second northbound to westbound left turn lane on Interstate 75 exit ramp to University Parkway).

E. An application has been submitted to Manatee County and is being processed concurrently with this NOPC to revise the General Development Plan for the 604.68 acre project.

F. A notice of Public Hearing in these proceedings was duly published in the Bradenton Herald, a newspaper of general circulation in Manatee County, Florida, pursuant to Section 380.06(11), Florida Statutes, and Section 502.5, Manatee County Land Development Code, and proof of such publication has been duly filed in these proceedings.

G. The Board of County Commissioners of said County has received and considered the recommendation of the Manatee County Planning Commission concerning the application for Zoning Ordinance Amendment as it relates to the real property described in "Exhibit A" of this Ordinance for a NOPC to a Development Order pursuant to Section 380.06, Florida Statutes.

H. The Board of County Commissioners held public hearings on July 27, 1999, August 24, 1999, September 7, 1999 regarding the said NOPC and the proposed Zoning Ordinance Amendment described herein, in accordance with the requirements of The Manatee County Land Development Code (Ordinance 90-01, as amended) and the Manatee County Comprehensive Plan (Ordinance No. 89-01, as amended) and has further considered the testimony, comments, and information received at the Public Hearing.

I. Manatee County has adopted the Manatee County Comprehensive Plan which is in compliance with applicable state laws.

J. The Comprehensive Plan requires Certificates of Level of Service be issued for Water, Wastewater, Solid Waste, Parks and Recreation, Transit, Transportation, and Drainage in compliance with state requirements.

K. This Development Order is issued based on information provided by the Developer* in the ADA*, as amended, and information provided in the sufficiency responses, NOPC's, and ensures compliance with the Manatee County Comprehensive Plan. Subject to the Development Order conditions listed in Section 4, the County has determined that, with the required transportation improvements listed in Conditions B. (2) and (7) of this Development Order, adequate Levels of Service exist until December 30, 2002 for this project in each of these areas referenced in subsection 1.J above.

L. The build-out date is approved for December 30, 2008.

M. The proposed Development of Regional Impact regarding the property described in Section 6 herein is found to be consistent with the requirements of the previously adopted Development Orders and The Manatee County Comprehensive Plan.

N. The "Developer*" submitted to Manatee County, Florida an ADA* and NOPC, and sufficiency responses identified in Section 1 which are incorporated herein by reference.

O. This amended Development Order is consistent with all prior Manatee County Development Approvals* granted pursuant thereto.

P. The real property which is the subject of this Application* is legally described as set forth in "Attachment A" of this Development Order.

Q. The proposed development is not in an Area of Critical State Concern, as designated pursuant to Section 380.05, Florida Statutes.

R. The authorized agent for the Developer* is William A. Ockunzzi, 1516 First Street East, Suite 3, Indian Rocks Beach, Florida 33785.

S. The Owners* of the property are Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, their heirs, assigns, designees, agents, and successors in interest.

T. A comprehensive review of the impact generated by the development has been conducted by the departments of Manatee County, the Planning Commission, Tampa Bay Regional Planning Council

(TBRPC), and the Florida Department of Community Affairs in conjunction with the original Development Order, as amended, and all notices of proposed change.

U. The Developer has been issued a Level of Service Certificate which will expire on December 30, 2002.

V. The Developer has prepared and submitted and the County has approved Construction Drawings and issued construction permits for the transportation improvements listed in Transportation Condition B.(7).

SECTION 2. CONCLUSIONS OF LAW

A. Based upon the previous findings of fact and the following conditions of Development Approval*, the Board of County Commissioners of Manatee County concluded that:

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

2. The Development remains consistent with the report and recommendations of Tampa Bay Regional Planning Council issued on July 8, 1985, regarding DRI #103, and on March 22, 1999 regarding this NOPC.

3. This Development remains consistent with the State Comprehensive Plan.

4. This Development remains consistent with the Comprehensive Plan and Land Development Code.

B. That these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in these proceedings, the Developer* is authorized to conduct development as described herein, subject to the conditions, restrictions, and limitations set forth below.

C. That the review by the County, the TBRPC, and other participating agencies and interested citizens reveals that impacts of the development are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Development Order and the ADA*. To the extent that the ADA* is inconsistent with the terms and conditions of this Order, the terms and conditions of this Order shall prevail. A summary of the development covered by this development order is included as Table 1.

D. Pursuant to Section 380.06(19), Florida Statutes the changes proposed pursuant to the NOPC submitted on January 27, 1999 and approved with conditions pursuant to Ordinance 99-40 are

presumed to be a substantial deviation, however have been rebutted and determined to not constitute a Substantial Deviation requiring further Development of Regional Impact Review.

SECTION 3. DEFINITIONS

Note: An asterisk (*) denotes that the word is defined.

A. "Acceptable Level of Service*" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in the Land Development Code. Level of Service "D" shall be measured on a peak hour basis as determined by the most recent Highway Capacity Manual, TRB Special Report 209 or the most current manual and computer software version in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour Level of Service "D" capacity, or if actual data is available to determine the "K" factor (please refer to the Florida Department of Transportation Planning and Statistics Department), then on the basis of the "K" factor. Acceptable Level of Service for links and intersections in Sarasota County, Florida, shall mean Level of Service "C" on an average daily basis ("D" on a peak hour basis), which shall be measured as provided in this paragraph. Where a link or intersection in Sarasota County is operating at Level of Service "D" on an average daily basis ("E" on a peak hour basis) on the effective date of this Ordinance, then the Acceptable Level of Service in Sarasota County for that link or intersection shall mean Level of Service "D" on an average daily basis ("E" on a peak hour basis).

B. "Application*" and "Application for Development Approval*" or "ADA" shall mean Cooper Creek Center's Development of Regional Impact Application for Development Approval*, and the NOPC submitted on July 26, 1996, and revised on March 31, 1997 and August 19, 1997, and the NOPC submitted on January 27, 1999 (included as "Exhibit G").

C. "Best Management Practices*" shall mean the practices which are technologically and economically feasible in abating pollution generated by point and non-point sources, to a level compatible with water quality and quantity objectives of the Land Development Code (BMP list of approved practices by Board resolution for Special Overlay Districts-Evers Reservoir and Lake Manatee Watershed Areas).

D. "Conceptual Master Plan*" shall mean a graphic depiction of the development shown on Revised "Map H", last revised on August 11, 1999, for the Cooper Creek Center, and attached hereto as "Exhibit B".

E. "Conservation Area*" shall mean areas as defined by TBRPC and shown on revised "Exhibit C", last revised on July 28, 1999.

F. "County Transportation Authority*" shall be defined as the Planning Department in cooperation with Manatee County's Transportation Department, or whatever County entity is responsible for roadway approvals.

G. "Developer*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, their heirs, assigns, designees, agents, and successors in interest.

H. "Development Approval*" shall mean any approval for development granted through the Preliminary and Final Site Plan*, Preliminary and Final Subdivision Plat process, and construction drawing approval where site plans are not required.

I. "Development Order" shall mean the Ordinance Granting a Development Order for Cooper Creek Center, Ordinance 99-40.

J. "Fee Agreement*" shall mean the Transportation Component Impact Fee agreement by and between the County and the developer's predecessors in interest which was adopted on February 10, 1987 and is attached hereto as "Exhibit D".

K. "Funding Commitments*" shall mean to assure the completion of any improvement required by this Development Order, or any combination of the following:

1. Binding commitments for the actual construction with a posting of a cash bond or irrevocable letter of credit in a form satisfactory to the County; or

2. Actual construction; or

3. The placement of the improvements in the capital improvements work plan of a responsible entity for construction during the fiscal year when the improvement is required as long as said improvement is within the first two years of the Manatee County Capital Improvement Plan or the first two years of the FDOT Work Plan at the time of Preliminary Site Plan approval of a subphase or phase; or

4. A local development agreement as defined by Florida Statutes or the Land Development Code. The funding commitment shall guarantee that the improvement will be in place when needed or concurrent with the expected impacts of the development, whichever is sooner.

L. "Horizontal Development*" shall mean and shall be deemed to include the construction of any and all improvements required to serve Vertical Development* (e.g., roadway, drainage, water, sewer, communication, utilities, etc).

M. "Master Development Plan*" shall be defined as Revised Map H, last revised on August 11, 1999, incorporated as part of "Exhibit B" and made a part hereof. Development on Map H shall be limited to the total number of dwelling units and non-residential development on Table 1.

N. "Owner*" shall mean Dick Road-Blend-All Hotel Development, Inc., a New York corporation, Walden Avenue-Blend-All Hotel Development, Inc., a New York corporation, WR-1 Associates, LTD., a Florida limited partnership, RB-3 Associates, a New York general partnership, and Nathan Benderson, Ronald Benderson, and David H. Baldauf, as Trustee under a Trust Agreement dated September 22, 1993, known as the Randall Benderson 1993-1 Trust, their heirs, assigns, designees, agents, and successors in interest as to the Cooper Creek Center DRI and all its stipulations.

O. "Post Development Wetland*" shall mean any Wetland* area, which upon completion of the subphase, that will be a jurisdictional Wetland* under the regulations of the Southwest Florida Water Management District or the Florida Department of Environmental Protection. This definition shall not apply to stormwater ponds or littoral shelves not required for mitigation.

P. "Preliminary Site Plan*" (PSP*) shall mean a Preliminary Master Development Plan* or a Preliminary Site Plan* for a Phase or Sub-Phase as defined in The Manatee County Land Development Code, (Ordinance 90-01, as amended), for a Phase or Sub-Phase.

Q. "Preservation Areas*" shall mean areas as defined by TBRPC and shown on revised "Exhibit C", last revised on July 28, 1999.

R. "Site Development Plan*" shall be defined as any preliminary plat, final plat, Preliminary Site Plan*, or final site plan to be submitted for consideration of approval pursuant to the LDC.

S. "Traffic Study*" shall mean a report presented by the Developer*, pursuant to the provisions of Section 380.06, F.S. and Rule 9J-2.045 F.A.C., using a methodology acceptable to the County Transportation Authority*, the Tampa Bay Regional Planning Council, the Florida Department of Community Affairs, and the Florida Department of Transportation. Such study will be designed to determine if the proposed development will reduce daily or peak hour Level of Service* on any of the roadway segments or intersections within the Transportation Impact Area*, to below an Acceptable Level of Service*. Any such Traffic Study* shall include traffic to be generated by the proposed Phase or Sub-Phase, existing traffic, and traffic anticipated from prior Development Approvals* cumulatively.

T. "Transportation Impact Area*" shall be defined as the roadway segments and intersections receiving transportation impacts where the cumulative traffic generated by a proposed PSP* in combination

with prior approvals of this project will be five percent (5%) or more of the Acceptable Level of Service*. This area will be determined with the traffic study required for Development Approval after December 30, 2002. This area is generally depicted on Map J which was submitted with the ADA. This area will be revised as appropriate, based on a new Traffic Study*.

U. "Vertical Development*" shall mean and shall be deemed to include the construction of new residential units and non-residential units or the reconstruction or addition to any structure.

V. "Warranted*" shall mean a determination by the County based on generally accepted transportation engineering practices that the Acceptable Level of Service* cannot be maintained on a roadway segment or intersection without the construction of a transportation improvement required by this Development Order.

W. "Wetland*" shall mean any wetland under the jurisdictional limits defined by Chapter 40D-4.021, Florida Administrative Code, and implemented by the Florida Department of Environmental Protection, or as defined within Chapter 40D-4, F.A.C., and implemented by the Southwest Florida Water Management District.

X. The definitions contained in Chapter 380, Florida Statutes, shall apply to this Development Order.

SECTION 4. DEVELOPMENT CONDITIONS

A.(1) Approved Development Totals and development authorized for construction pursuant to this D.O. are as set forth in Table 1. All residential development which does not have a Final Plat approval (or building permit if platting is not required) and all non-residential which does not have a building permit prior to December 30, 2002 shall be subject to review and approval of a transportation analysis pursuant to Section 380.06 Florida Statutes and issuance of a level of service certificate for all services pursuant to the Manatee County Land Development Code.

A.(2) Development may occur anywhere on site provided all conditions of this Development Order are adhered to and it is concurrent with all necessary infrastructure improvements.

A.(3) The Developer* has demonstrated the availability of adequate infrastructure, including roads, parks, transit, potable water, waste water service, solid waste service, fire, police, and other emergency services and was issued a Level of Service Certificate for Phase 1 which will expire December 30, 2002. Said LOS Certificate is hereby amended to reflect the revised development totals set forth in Table 1, herein.

A.(4) Tradeoffs between the land uses set forth in Table 1 may be granted by the Board of County Commissioners with an amendment to the General Development Plan approved by the Board along

with a traffic study addressing any changes in trip generation, distribution, average queue length at intersections, and any mitigation necessary as a result of the tradeoff (Note: Even if the trip generation estimates as a result of the tradeoff are less than or equal to what was previously approved, a traffic study shall still be required to address the change in entering and exiting percentages, and consequently other measures of effectiveness). The Board and staff have not reviewed any such "tradeoff" and have not determined whether any "tradeoff" is appropriate. Any proposal for a "tradeoff" shall be reviewed for compliance with the provisions of this Development Order, the Manatee County Land Development Code, and the Manatee County Comprehensive Plan. The developer shall also be required to demonstrate that 1) the quantities of solid waste generated, potable water consumed, and wastewater, and 2) the impacts to the County Parks, Transit Services, EMS, and Sheriff, in the event of any tradeoffs, are less or meet County standards in effect at the time of tradeoff. The Developer* shall give DCA and the Tampa Bay Regional Planning Council notice of its intent to trade off land uses at least 15 days prior to the County's approval of any such trade off. The Notice shall identify the resulting impacts of the trade off in terms of land use, traffic generation, potable water, wastewater, solid waste, and affordable housing. In addition, the DRI annual report shall include information indicating cumulative amounts of development which have been approved by the County as of the annual report date and the resulting impacts on traffic generation, potable water, wastewater, solid waste, and affordable housing. Following the County's approval of any such trade off, the County shall provide to the Department of Community Affairs and TBRPC a copy of said approval. Such notice shall not require an NOPC or Substantial Deviation Determination.

The following limitations shall apply to any tradeoff:

1. The mix of approved uses shall not be increased nor decreased by more than 200 dwelling units.

2. The mix of approved uses shall not be increased nor decreased by more than 49,000 square feet of General Commercial or Office.

3. The mix of approved uses shall not be increased or decreased by more than 75 motel rooms.

TABLE 1
COOPER CREEK CENTER
PROJECT SUMMARY

TYPE OF DEVELOPMENT:	Multi-use	
LOCATION:	Northwest quadrant of I-75 and University Parkway, in southeastern Manatee County	
TOTAL DEVELOPMENT AREA:		**604 Acres**
Residential		317.2 Acres
Commercial/Hotel♦		131.5 Acres
Office		30 Acres
Open Space (Roads, Right-of-Way, Conservation, Preservation, Floodway, etc.)		124.98 Acres
	Development Totals	
Residential	880 d.u.	
Commercial♦ (1)(2)	886,000 Sq. Ft.(1)(2)	
Office♦	140,000 Sq. Ft.	
Motel	250 Rooms	
P.M. Peak Trips (net external)	2832 Trips	
BUILD-OUT DATE	December 30, 2008	

♦ may include communication antenna structures as allowed by the approved General Development Plan and applicable regulations.

(1) Includes gross floor area for motel.
(2) Includes one existing communication antennae structure.

A.(5) Existing agricultural uses on the property, in whole or in part, as an approved secondary use are hereby granted until development commences on the applicable section or portion of the site.

A.(6) Any excess infrastructure capacity constructed to potentially serve development beyond that described in Condition A.(1) shall be at the developer's risk and shall not be construed to vest additional Vertical Development* construction rights.

TRANSPORTATION CONDITIONS

B.(1) All residential development which does not have a Final Plat approval (or building permit if platting is not required) and all non-residential development which does not have a building permit prior to December 30, 2002 shall be subject to review and approval of a transportation analysis pursuant to Section 380.06 Florida Statutes and issuance of a transportation level of service certificate pursuant to the Manatee County Land Development Code.

B.(2) Maintenance of Acceptable Level of Service* on intersections or in the Study Area to be determined consistent with methodologies in accordance with Section 380.06, Florida Statutes shall be verified by the developer to the satisfaction of the County Transportation Authority* as part of each annual report as required by Subsection 380.06(18), Florida Statutes.

B.(3) There shall be no approvals granted as to development beyond that specified in Table 1 unless the transportation improvements required have been completed or such improvements are determined as not warranted under the Traffic studies*. The Developer*its successors, assigns, or transferees, has prepaid transportation component impact fees for Vertical Development* specified in Table 1 in the amount of $1,040,000.00 in accordance with the Fee Agreement * entered into with Manatee County, incorporated herein by reference. Such impact fees shall be credited against transportation component fees subsequently due Manatee County. Such payment shall not prevent Manatee County from revising or increasing the impact fees due from the Developer as provided in Ordinance 86-09, to which these advance sums are applied.

B.(4) The Developer* shall continue to demonstrate continuous progress towards building permit applications for the development totals set forth in Table 1. Continuous progress shall mean Final Plat approval (or the issuance of building permits if a Final Plat is not required) for 200 residential lots or dwelling units and the issuance of building permits for at least 50,000 square feet of non-residential use. Failure to demonstrate such progress may require a revised and updated Traffic Study* to demonstrate that Acceptable Levels of Service* are still projected to exist at the time building permits are issued. The determination that a revised and updated Traffic Study* is required shall be made by the Board of County Commissioners at a public hearing with notice to the developer, upon recommendation by the Planning Director.

B.(5) The Developer* shall provide for a bus bay area acceptable to Manatee County at one location within each commercial land use area and at one location on University Parkway near the project entrance at time of Development. (This condition provides the Transportation Management System required by TBRPC).

B.(6) The Developer* shall implement, at their expense, the following specified safety transportation improvements prior to the issuance of the next Certificate(s) of Occupancy:

a. Signalize the intersection of University Parkway and Cooper Creek Boulevard. The signal shall be of the mast arms type.

b. Provide a westbound right-turn deceleration lane on University Parkway, at the intersection with Cooper Creek Boulevard. The turning lane length shall be 500 feet.

c. Provide an additional southbound left-turn lane on Cooper Creek Boulevard at the intersection with University Parkway. The resulting dual left-turn lanes shall have a queue length component of 225 feet each. The Southbound right-turn lane queue length should be 150 feet. The dual left-turn lanes shall be supplemented by guiding pavement markings to provide turning lane separation (2-ft long dashed lines with 4-ft gaps to channelize turning traffic).

B.(7) The Developer* shall evaluate the need for traffic safety and circulation improvements with each PSP*. Manatee County shall review and evaluate the information submitted by the Developer* and reserve the right to require additional safety and circulation improvements such as turn lanes, signals, signal timing, and pavement markings.

ENVIRONMENT

Air Quality

C.(1) Manatee County shall reserve the right to require mitigation measures or a revision of the site plan to alleviate potential negative impacts of the project on ambient air quality.

Water Quality, Wetlands* and Drainage

D.(1) In order to protect water quality in the Braden River watershed and the Evers Reservoir Watershed, there shall be no degradation of water quality by stormwater exiting the site. All stormwater discharges to the Braden River shall be required to meet all state water standards and criteria as defined in Chapters 62-302, and 62-25, F.A.C., as well as Manatee County requirements.

D.(2) The Developer* shall continue to conduct the approved comprehensive surface water quality and quantity monitoring program approved by the County and the Environmental Management Department (EMD) in accordance with Exhibit H. The program shall continue through one year beyond project buildout. The County may require that the program may be extended beyond buildout if conditions are observed that would require additional monitoring. All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file

with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by the appropriate authority.

Any changes to the Surface Water Quality Monitoring Program Criteria, as outlined in "Exhibit H", shall be submitted to the City of Bradenton and TBRPC for review and comment, and approval by Manatee County.

Should Manatee County adopt a Comprehensive Evers Reservoir Watershed Surface Water Quality Monitoring Program and the Developer* participates in this Comprehensive Surface Water Quality Monitoring Program, then the Developer*, with the approval by Manatee County and TBRPC, may terminate the required Surface Water Quality Monitoring Program contained in this Development Order.

D.(3) The Developer* shall continue to conduct the comprehensive ground water quality and quantity monitoring program as previously approved by EMD and attached as Exhibit H. The program shall continue through one year beyond project buildout.

All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by that approved authority.

D.(4) The Developer* shall be responsible for Operation and Maintenance for all portions of the Surface Water Management System, except for those portions which are dedicated to and accepted by the County.

D.(5) All development shall be subject to the requirements of Chapter 40D-4, F.A.C. All Wetlands* in the entire 604.68 acre development shall be subject to the requirements of Section 719 of the Manatee County Land Development Code or as otherwise approved by Manatee County.

D.(6) Impacts to Wetlands*, Preservation Areas*, and Conservation Areas* shall be mitigated in accordance with Table 3. Mitigation shall be required prior to the completion of the parcel in which the impact occurs.

a. **Preservation and Conservation Areas***

Preservation and Conservation Area* shall comprise of all SWFWMD jurisdictional wetlands, in addition to other areas as delineated on Exhibit C.

The Conservation Areas* on site encompass approximately 51.96 acres as indicated on the attached Revised Preservation/Conservation Map dated July 28, 1999, Exhibit C. All Conservation Areas* shall remain undisturbed or mitigated.

There shall be no impact to those Wetlands* encompassing approximately 16.41 acres, indicated as Preservation Areas* on the attached Revised Preservation/Conservation Map, dated July 28, 1999, Exhibit C. Impacts authorized pursuant to state and federal permits approved prior to the effective date of this development order and impacts for necessary infrastructure (such as roads, utility lines, recreational trails, and paths, as provided by TBRPC policy) may be allowed.

b. **Wetland Areas***

Wetlands created as a result of flood storage compensation shall be credited as mitigation lands if acceptable to the Environmental Management Department and other permitting agencies.

As required by Manatee County Comprehensive Plan Policy 3.3.1.5, the Developer* shall provide buffers around all Post-Development Wetlands*. Variable width buffers may be approved in accordance with Section 719.11.1 of the Land Development Code.

Mitigation security for impacts to wetlands, preservation, and conservation areas shall be required in accordance with applicable County Ordinances.

All herbaceous mitigation areas and littoral shelves used for mitigation shall be monitored annually after planting for a period of three years. Forested mitigation areas shall be monitored annually for at least five years. Monitoring shall include survival rates, species diversity composition, spreading, and exotic species encroachment. Additional planting may be required to maintain an 85 percent survival of planted species at the end of three years.

All Post Development Wetlands*, Conservation and Preservation Areas*, and their buffers shall be protected by a recorded conservation easement to Manatee County, as a separate easement document acceptable to Manatee County, and shall be shown on any Preliminary and Final Site Plans and Subdivision Plats. Deed restrictions shall be included that prohibit development activity and removal of native vegetation in the conservation easement unless approved by the County and any permitting agency or agencies with jurisdiction. Any replanting within the buffer shall be with flora native to the Braden River area of Manatee County.

Each annual report shall include the results of the mitigation monitoring. The report shall also include information on what Conservation Areas* and Preservation Areas* have been impacted and the steps taken to mitigate the impacts and the results of the mitigation monitoring.

TABLE 3

COOPER CREEK CENTER
MINIMUM WETLAND*, PRESERVATION, AND CONSERVATION AREA* MITIGATION RATIOS

	MITIGATION RATIOS●✖	
AREAS	**HERBACEOUS**	**FORESTED**
TBRPC Preservation & Conservation Area*	2:1	3:1
Wetlands*	2:1♦	4:1♦

If an area falls under two categories, then the most restrictive mitigation ratio shall apply.
♦May be reduced in accordance with the Manatee County Land Development Code and Comprehensive Plan.
●Ratio is Mitigated Wetland*: Disturbed Wetlands*. Transplantation may be used for mitigation, if approved by EMD and SWFWMD. Mitigation ratios shall be as approved by those agencies. For the purposes of this section, transplantation shall be considered creation, not enhancement.
✖ Mitigation ratios for Wetland* and Conservation Areas* may include enhancement as mitigation technique. Enhancement for impacts to TBRPC Conservation Areas* shall be provided at a minimum ratio of 6:1.

D.(7) The stormwater management systems shall be designed, constructed, and maintained to meet or exceed applicable requirements of the adopted Manatee County Comprehensive Plan and Chapter 62.4, 62-25, 40D-4, 400D-40, 40D-400 F.A.C. The stormwater management system within the Evers Reservoir watershed shall treat stormwater to Outstanding Florida Waters standard. Stormwater treatment shall be provided by biological filtration where required by the Master Drainage Plan as referenced as "Exhibit I".

D.(8) The Developer* shall not seek permits for, or otherwise implement, any point source discharges of pollutants into the Braden River or its tributaries. Stormwater is not point source discharge as defined today, and no re-definition of point source discharges shall create a requirement that existing storm water discharges be prohibited under this section.

FLOODPLAINS

E.(1) All habitable portions of structures shall be constructed above the 100-year floodplain, and in accordance with local, state, and federal requirements.

E.(2) Any encroachment of the 100-year floodplain or floodway shall be mitigated in accordance with FEMA and Manatee County standards.

E.(3) No discharges to groundwater shall be permitted on-site.

ECONOMICS

F.(1) The Cooper Creek Center development shall promote entrepreneurship and small and minority-owned business start-up, and encourage non-discriminatory employment opportunities, pursuant to Policies 21.2, State Comprehensive Plan and 2.7.2, FRSRPP, respectively.

WILDLIFE HABITAT AND VEGETATION

G.(1) In the event that any species listed in Rule 39-27.003 through 39-27.005, FAC, are observed frequenting the site for nesting, feeding, or breeding, proper protection or mitigation measures shall be employed immediately in cooperation with the Florida Game and Fresh Water Fish Commission (FGFWFC), the Manatee County Environmental Management Department (EMD), and the Florida Department of Community Affairs. This shall include, at a minimum, a wildlife management plan which contains information on impacts to listed species, site maintenance, fire frequency, Wetland* management, and boundary protection. Any such plan not adopted as part of the original Development Order shall require an amendment to the Development Order.

ARCHAEOLOGICAL AND HISTORICAL RESOURCES

H.(1) Any historical or archaeological resources discovered during development activities shall be immediately reported to the Florida Department of State Division of Historical Resources (DHR) and treatment of such resources shall be determined in cooperation with the DHR, and Manatee County. Treatment of such resources must be completed before resource-disturbing activities are allowed to continue. A description of the project's compliance with these conditions shall be included in the subsequent annual reports, to be submitted for review to DHR, in addition to TBRPC and Manatee County.

WASTEWATER

I.(1) Sewer lift stations shall be designed and equipped in accordance with Manatee County's Public Works Department guidelines with several means of back-up, to provide assurance against equipment failure and discharge to the environment. These shall include:

a. Lift stations with 35HP (or less) motors shall have an auxiliary generator receptacle on the panel box.

b. Stations with greater than 35HP motors shall include an on-site stationary generator set with remote transfer capability.

c. Wet wells to contain sewage line surcharges or overflows.

d. Emergency by-pass pumpouts for tank trucks.

e. 100 percent redundancy in lift station pumping equipment.

I.(2) The disposal of waste into the sewer system shall comply with the Manatee County Sewer Use Ordinance (91-39).

I.(3) The Developer* shall not utilize on-site wastewater treatment.

WATER

J.(1) The Developer* shall require the installation of water conservation fixtures. Water saving devices shall be installed in accordance with the Florida Water Conservation Act (Section 553.14, Florida Statutes). The Developer* shall require the use of native vegetation and xeriscape techniques, to be used in landscaping to the greatest extent possible.

J.(2) The Developer* shall use only non-potable water to meet non-potable demands. For purposes of this Development Order, "non-potable" water is defined as water emanating from any source other than a public water utility. No reclaimed water shall be used within the Evers Reservoir watershed provided that if spray effluent is permitted by Manatee County and other agencies having jurisdiction, no amendment to the Development Order shall be required to allow the Developer* to use spray effluent.

J.(3) The Developer* shall comply with the rules and recommendations of the SWFWMD in regard to protection of the groundwater resources.

SOLID/HAZARDOUS WASTE

K.(1) The Developer* shall provide to all Cooper Creek Center businesses information that:

a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in the specially-designated containers or areas;

b. Concerns the availability of existing companies that will accept wastes for recycle, reuse, exchange, and treatment; and

c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

K.(2) The Developer* shall notify all commercial tenants of their responsibility to comply with all the applicable sections of Title III (Community Right-to-Know Law) of the Superfund Amendment and Reauthorization Act (SARA).

ENERGY

L.(1) All Cooper Creek Center tenants, business, residents, etc., shall be notified in writing by the Developer* upon occupancy, that the following related practices are encouraged:

a. Use energy alternatives, such as solar energy, resource recovery, waste heat recovery, and co-generation, where economically feasible;

b. Obtain energy audits provided by energy companies or other qualified agencies;

c. Install water heater timers and set water heaters at 130 degrees Fahrenheit or lower;

d. Use landscaping and building orientation to reduce heat gain, where feasible, for all Cooper Creek Center construction;

e. Promote energy conservation by employees, buyers, suppliers, and the public, as appropriate;

f. Reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours, as appropriate;

g. Institute and utilize recycling programs; and

h. Utilize energy efficient packaging or recyclable materials.

L.(2) The Developer* should designate an energy officer to establish energy policies, monitor energy use, and encourage conservation for project businesses. This information shall be included in the first annual report.

RECREATION AND OPEN SPACE

M.(1) All recreation and open space areas not dedicated to the County or other state agencies shall be maintained by the Developer*.

M.(2) A decrease in open space acreage shall require a substantial deviation determination conducted pursuant to Subsection 380.06(19), Florida Statutes.

PUBLIC SAFETY

N.(1) Sheriff and emergency medical services will be provided by Manatee County. The Developer* shall be responsible for contributing a pro-rata share of the cost of land acquisition, construction, and equipping of emergency service facilities for police and emergency medical services or any combination thereof. The Developer* may, with the concurrence of the County, satisfy this obligation in whole or in part by conveyance of land deemed suitable for the intended use by the County or payment of impact fees, as allowed by the Land Development Code, if applicable. An agreement shall be approved prior to the next Final Site Plan approval. Provided, however, no approval shall be delayed if the applicant submits an agreement, and it is withheld because of the County's inability or failure to determine needs or pro-rata share determination for a period exceeding 2 months after its submittal. In no event, shall the developer's payment or pro- rata share exceed impact fee amount.

N.(2) The Cooper Creek Center development shall be designed and constructed to meet or exceed specifications of the State Fire Code - Rule 4A-3.012, FAC or be in compliance with Manatee County Comprehensive Plan and Land Development Code Requirements.

GENERAL CONDITIONS

O.(1) The Developer* shall be required to adhere to any and all commitments made in Section 5 incorporated herein, unless that commitment is superseded by a Development Order Condition in which case the Development Order Condition shall prevail.

O.(2) The Developer* shall submit annual DRI reports in accordance with Section 380.06(18), Florida Statues, to Manatee County, the Tampa Bay Regional Planning Council, the State Land Planning Agency, and other agencies, as may be appropriate, on the 9th of January and each year thereafter until such time as all terms and conditions of this Development Order are satisfied. Six (6) copies of this report shall be submitted to the Director of Manatee County Planning Department or the Director's designee, who shall review the report for compliance with the terms and conditions of this Development Order and who may submit an appropriate report to the County Commission should the Director decide that further orders and conditions are necessary. The Developer* shall be notified of any Board of County Commissioners hearing wherein such report is to be considered or reviewed; provided, however, that receipt and review of any such report by the Board of County Commissioners shall not be considered as a substitute, waiver, or change of any conditions, or any terms or conditions of this Development Order. The annual report shall contain the following:

a. Any changes in the plan of development, or in the representation contained in the ADA*, or in the phasing for the reporting year and for the next year;

b. A summary comparison of development activity proposed and actually conducted for the year;

c. Undeveloped tracts of land, other than individual single-family lots, that have been sold to a separate entity or Developer*;

d. Identification and intended use of lands purchased, leased, or optioned by the Developer* adjacent to this DRI site since the amended Development Order was issued;

e. An assessment of the Developer*'s and the local government's compliance with the conditions of approval contained in the DRI development order and the commitments that are contained in the Application for Development Approval* and which have been identified by the County, the TBRPC, or the Department of Community Affairs as being significant;

f. Any known incremental DRI Applications for Development Approval* or requests for a substantial deviation determination that were filed in the reporting year and to be filed during the next year;

g. An indication of a change, if any, in local government jurisdiction for any portion of the development since the development order was issued;

MANATEE COUNTY GOVERNMENT

PLANNING DEPARTMENT
"TO SERVE WITH EXCELLENCE"

7 18
103

CERTIFIED MAIL
P 368 650 174

November 19, 1997

Ms. Julia Greene
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, Fl 33702

Re: Development Order for Cooper Creek Center DRI

Dear Ms. Greene:

Enclosed is a certified copy of Ordinance 97-23, with all attachments, the development order for Cooper Creek Center, as adopted in open session by the Manatee County Board of County Commissioners on November 4, 1997, as required by Rule 9J-2.025(5), Florida Administrative Code.

If I can be of further assistance, please contact me at (941) 749-3070, extension 6834

Sincerely,

Norman Luppino

Norman Luppino
Principal Planner

NL/jy
Enclosure

Maps are attached to

1112 Manatee Avenue West • Fourth Floor • Bradenton, Florida Tel. (941) 749-3070 • FAX: (941) 749-3071
P.O. Box 1000 • Bradenton, Florida 34206-1000

h. A list of significant local, state, and federal permits which have been obtained or which are pending by agency, type of permit, permit number, and purpose of each;

i. A statement that all persons have been sent copies of the annual report in conformance with Subsections 380.06(14) and (16), Florida Statutes; and

j. A copy of any recorded notice of the adoption of a development order or the subsequent modification of an adopted development order that was recorded by the Developer* pursuant to Subsection 380.06(14)(d), Florida Statutes.

k. A statement that all persons have been sent copies of the annual report in conformance with Subsections 380.06(18), Florida Statutes; and

l. Reports or information pursuant to stipulations B(3), D(2), D(3), D(6), D(8); F(1), H(1), I(2), and L(2).

O.(3) Any changes in the Development from the parameters set forth in the Application* and this Development Order shall be governed by Subsection 380.06(19), Florida Statutes.

O.(4) The Manatee County Planning Director or the Director's authorized designee shall be responsible for monitoring the Development and ensuring its compliance with this Development Order. The data necessary for monitoring the Development shall be generated by building permits, certificates of occupancy, approval of plats and offering statements, the Annual Report, and on-site observations. The enforcement of the Terms and conditions of this Development Order shall be through such means as are authorized by Chapter 380, Florida Statutes, and through the Manatee County Land Development Code.

O.(5) The Developer* has elected, pursuant to Section 380.06(5)(c), Florida Statutes, to be bound by the rules adopted pursuant to Chapters 403 and 373, Florida Statutes, in effect at the time that this Development Order is issued on September 30, 1997. Accordingly, to the extent the provisions of Section 380.06(5)(c), Florida Statutes, affect the determination as to which rules are applicable to the Development, said election shall apply, notwithstanding any provision in this Development Order to the contrary.

O.(6) This Development Order shall expire December 30, 2009. Buildout shall be completed by December 30, 2008. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

O.(7) This Ordinance shall constitute a Development Order issued in accordance with Chapter 380, Florida Statutes.

O.(8) In the event of a Development Order appeal or other legal challenge of the Development Order by the DCA or TBRPC, the Developer shall pay all costs and fees of County Staff and attorneys the County is required to expend related to said appeal or legal challenge at the rate of the

processing fee for the Development Order under the current Planning fee schedules. Payment of all billings by the Developer related to such fees and costs shall be made within 45 days of the submittal of an invoice. Payment to County staff and County attorneys shall be at the rate of the processing fee for the Development Order under the current Planning fee schedule, and payment shall be remitted within forty-five days of submittal of an invoice.

SECTION 5. DEVELOPER* COMMITMENTS

Developer* commitments set forth in the attached "Exhibit F" shall be honored by the Developer*, except as they may be superseded by specific terms of this Development Order.

SECTION 6. LEGAL DESCRIPTION

Development of Cooper Creek Center shall be restricted to the 604.68 acre tract of land described by the legal description included as "Exhibit A" attached to and made a part of this Development Order.

SECTION 7. COMMENCEMENT OF DEVELOPMENT

Physical development of the project not previously permitted shall commence within three (3) years of approval of this Development Order unless the time period for commencement is extended by the Board of County Commissioners; however, no Development Approval* shall occur until the expiration of the appropriate appeal for this Development Order. If any five year period shall expire without significant development activity on the site, the Board of County Commissioners may conduct a public hearing in accordance with the Land Development Code and may, at its option, based on testimony presented at that hearing, rescind or suspend or take other appropriate action on any and all approvals granted herein except where the failure to carry out development is attributable to factors beyond the control of the Developer* (such as the unavailability of permits because of inadequate public facilities, or for any other similar reason). For the purpose of this provision, "significant development" shall be the actual construction of Vertical Development* as part of an ongoing effort to prepare improved land or buildings for sale, lease, or use.

SECTION 8. RESTRICTIONS ON DOWN-ZONING

Prior to December 30, 2008, the County may not down-zone or reduce the intensity or unit density permitted by this order, unless the County can demonstrate that:

A. Substantial changes in the conditions underlying the approval of the order have occurred; or

B. The order was based upon substantially inaccurate information provided by the Developer*; or

C. The change is clearly established by the County to be essential for the public health, safety, or welfare.

Any down-zoning or reduction in intensity shall be effected only through the usual and customary procedures required by statute or ordinance for change in local land development regulations.

For the purposes of this order, the term "down-zone" shall refer only to changes in zoning, land use, or development regulations that decrease the development rights approved by this order, and nothing in this paragraph shall be construed to prohibit legally enacted changes in zoning regulations which do not decrease the development rights granted to the Developer* by this order. The inclusion of this section is not to be construed as evidencing any present or foreseeable intent on the part of the County to down-zone or alter the density of the development, but is included herein to comply with Paragraph 380.06(15)(c)3, Florida Statutes.

SECTION 9. BINDING ORDER UPON DEVELOPER*

This order shall be binding upon the Developer* and Owners*.

SECTION 10. COMPLIANCE WITH CODES, ORDINANCES

All development undertaken pursuant to this order shall be in accordance with all applicable local codes and ordinances in effect at the time of permitting, and other laws, except as specifically provided herein.

SECTION 11. RENDITION

The Planning Department is hereby directed to send certified copies of this Development Order within thirty (30) days of the Board of County Commissioners approval effective date of this Development Order to the Developer*, the DCA, and the TBRPC.

SECTION 12. NOTICE OF RECORDING

The Developer* shall record a notice of adoption of this order as required pursuant to Chapter 380, Florida Statutes, and shall furnish the Planning Department a copy of the recorded notice.

SECTION 13. SEVERABILITY

It is the intent of this development order to comply with the requirements of all applicable law and constitutional requirements. If any provision or portion of this development order is declared by any court of competent jurisdiction to be void, unconstitutional, or unenforceable, then such provisions or portions shall be deemed null and void but all remaining provisions and portions of this development order shall remain in full force and effect.

SECTION 14. EFFECTIVE DATE

This Ordinance shall become effective on September 24, 1999 unless a challenge is filed to small-scale plan amendment [Ordinance 99-42(PA-99-18)]. In that event, the effective date of this Ordinance shall be the date a final order is issued by the Department of Community Affairs, or the Administration Commission, finding the amendment in compliance with Section 163.3184, F.S., provided, however, that the filing of a notice of Appeal pursuant to Section 380.07, Florida Statutes shall suspend development authorization granted by this Development Order.

SECTION 15. NEW DEVELOPMENT ORDER FOR DRI NO. 14.

The original development order for COOPER CREEK CENTER which was adopted on January 9, 1986 and all subsequent amendments are hereby replaced in their entirety.

PASSED AND DULY ADOPTED with a quorum present and voting by the Board of County Commissioners of Manatee County, Florida this the 7th day of September, 1999.

BOARD OF COUNTY COMMISSIONERS

OF MANATEE COUNTY, FLORIDA

BY: Stan Stephens

Chairman

BY: Susan B. Romine DC

ATTEST: R.B. SHORE
Clerk of the Circuit Court

EXHIBITS D AND I

ARE NOT ATTACHED BUT ARE ON FILE AT THE CLERK'S OFFICE AS ATTACHMENTS TO THE PREVIOUSLY APPROVED ORDINANCE 97-23, APPROVED ON NOVEMBER 4, 1997.

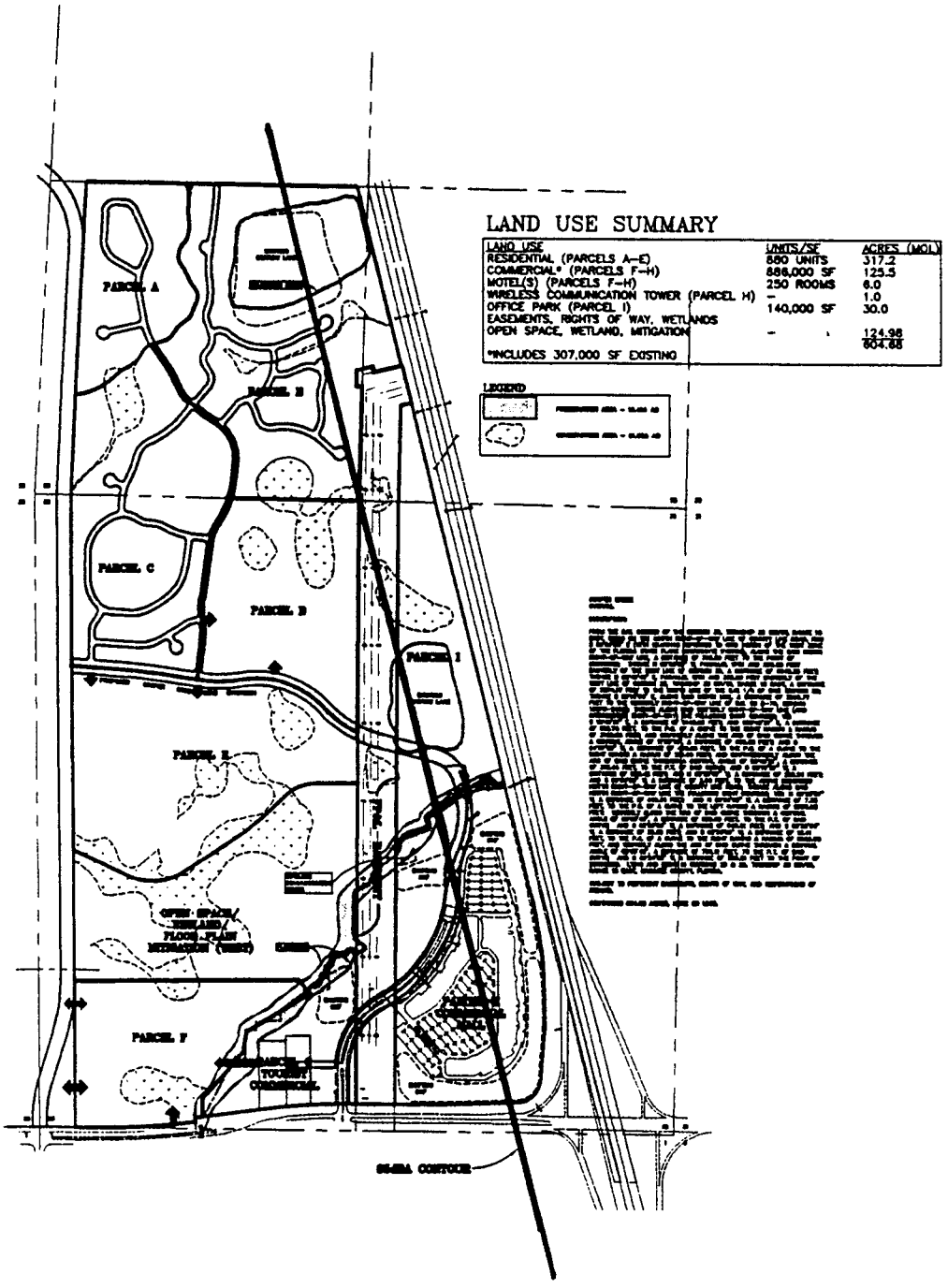
LEGAL DESCRIPTION COOPER CREEK CENTER

FROM THE S.W. CORNER OF SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, BEING ON THE NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD, RUN S 89°24'05" E (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLAN COORDINATE SYSTEM), ALONG THE SAID NORTH RIGHT OF WAY LINE, A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING; THENCE N 00°20'30" W, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 36, A DISTANCE OF 5343.35 FEET; THENCE N 02°45'45" E, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 26, TOWNSHIP 35 SOUTH, RANGE 18 EAST, A DISTANCE OF 2674.17 FEET TO THE NORTH LINE OF THE S.W. 1/4 OF SAID SECTION 25; THENCE S 89°10'54" E, ALONG SAID NORTH LINE, A DISTANCE OF 2335.77 FEET TO THE WESTERLY RIGHT OF WAY LINE OF S.R. 93 (I-75, SECTION 13075-2402); THENCE ALONG SAID WESTERLY RIGHT OF WAY LINE (AND INTERSECTION RIGHT OF WAY) THE FOLLOWING EIGHT COURSES: VIZ: S 13°40'31" E, A DISTANCE OF 6145.63 FEET; AND S 09°40'31" E, A DISTANCE OF 518.74 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 3180.04 FEET; AND SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 11°30'18", A DISTANCE OF 638.55 FEET; AND S 04°37'06" W, A DISTANCE OF 450.00 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 216.0 FEET; AND SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 83°40'21", A DISTANCE OF 315.44 FEET, TO THE P.T. OF SAID CURVE; AND S 88°17'27" W, A DISTANCE OF 628.42 FEET; AND N 89°25'07" W, A DISTANCE OF 298.24 FEET ; AND S 00°34'53" W, A DISTANCE OF 2.00 FEET, TO THE ABOVE DESCRIBED NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD; THENCE ALONG SAID NORTH RIGHT OF WAY LINE THE FOLLOWING EIGHT COURSES: VIZ: N 89°25'07" W, A DISTANCE OF 440.34 FEET; AND N 89°24'06" W, A DISTANCE OF 7.33 FEET, TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 5865.58 FEET; AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 828.89 FEET, TO THE P.T. OF SAID CURVE; AND S 82°30'06" W, A DISTANCE OF 549.31 FEET; AND S 00°35'54" W, A DISTANCE OF 33.33 FEET; AND S 82°30'06" W, A DISTANCE OF 12.41 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 5626.58 FEET, AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 795.11 FEET, TO THE P.T. OF SAID CURVE; AND N 89°24'05" W, A DISTANCE OF 220.21 FEET TO THE POINT OF BEGINNING. LYING AND BEING IN SECTIONS 25 & 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY, AND RESTRICTIONS OF RECORD.

CONTAINING 604.68 ACRES, MORE OR LESS.

EXHIBIT B
ORDINANCE 99-40



LAND USE SUMMARY

LAND USE	UNITS/SF	ACRES (MOL)
RESIDENTIAL (PARCELS A–E)	880 UNITS	317.2
COMMERCIAL* (PARCELS F–H)	886,000 SF	125.5
MOTEL(S) (PARCELS F–H)	250 ROOMS	6.0
WIRELESS COMMUNICATION TOWER (PARCEL H)	–	1.0
OFFICE PARK (PARCEL I)	140,000 SF	30.0
EASEMENTS, RIGHTS OF WAY, WETLANDS		
OPEN SPACE, WETLAND, MITIGATION	–	124.98
		604.68

*INCLUDES 307,000 SF EXISTING

LEGEND

CAD file name: H:\acad\COOPCRK\RENDRSN\misc\Noise-ex.dwg
Plot date and time: 19990823.0851

NOISE EXHIBIT

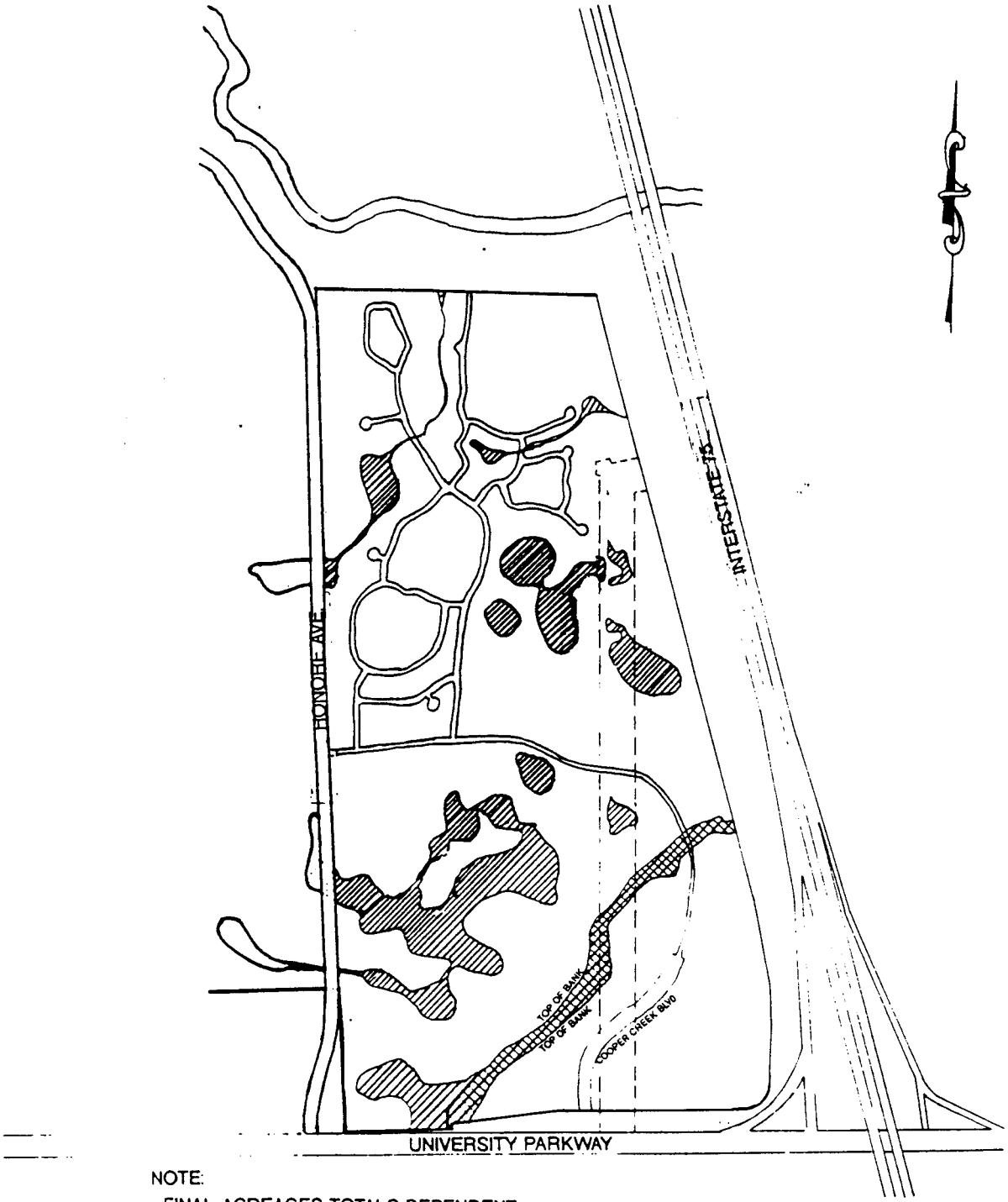
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MAP H – CONCEPTUAL PLAN
FOR
COOPER CREEK
LOCATED IN
SECTION 23 & 26, TOWNSHIP 35 SOUTH, RANGE 18 EAST
MANATEE COUNTY, FLORIDA

8/11/99

Toller, Hamm & Shroyer, Inc.

SHEET 1 OF 1



NOTE:
FINAL ACREAGES TOTALS DEPENDENT UPON CERTIFIED SWFWMD JURISDICTIONAL DETERMINATION

LEGEND		
	CONSERVATION	51.96
	PRESERVATION	16.41
	TOTAL	68.37±

SCALE 1 1000

REVISED	COOPER CREEK	PRESERVATION & CONSERVATION AREAS	MAP
7/28/99 5/1/97 11/12/96	MANATEE COUNTY, FLORIDA		C

DEVELOPER COMMITMENTS

1. The home sites will be clustered around the sites/ natural features. (ADA Pg 12-1)

2. Infrastructure including water, sewer and electricity, along with roadway paving, will be in place prior to certificate of occupancy. (ADA, Pg 32-2)

3. There will be a minimum of three percent of the original coniferous remaining after development. (Pg 12-4, S.R.)

4. Standard fugitive particulate abatement procedures will be used to control dust prior to construction of the various phases of Cooper Creek Center. (Pg. 13-5, S.R.)

5. Manatee County Air Pollution Rules take effect at the time of construction approval and will apply throughout the balance of construction of Cooper Creek Center. (Pg. 13-5, S.R.)

6. Temporary erosion control measures will be employed during project construction to minimize wind and water erosion. Temporary measures may include hay bales, silt screens, grassing, mulching, floating or staked silt barriers, sandbagging, or other appropriate methods described in the FDOT Standard Specifications for Road and Bridge Construction. Dust control measures such as watering, or the use of calcium chloride will be employed as needed. (ADA, 14-2; SRII, pg A1-10)

7. Flood elevations will generally not be altered by the development; however, the acreages within the flood hazard zones will change due to dredge and fill activities which will occur as part of the construction of the stormwater management system and site grading plan. (Pg. 17-1, S.R.)

8. The 25-year flood elevations of Cooper Creek will be shifted approximately 0.5 feet higher within the project by the construction of a new bridge across Cooper Creek and encroachment down to the 10-year floodplain of Cooper Creek. (Pg. 17-1, S.R.)

9. The 100-year flood elevation will not be increased off-site due to the additional flow capacity provided by the new auxiliary floodway to be constructed in the uplands along the northwest side of Cooper Creek. (Pg. 17-1, S.R.)

10. There will be no significant net change in surface and groundwater at buildout. The stormwater treatment ponds will be instrumental in replenishing the groundwater storage. (SR, pg. C1-8)

11. Clearing of existing vegetation will be selective, emphasizing conservation of valuable existing plant materials and wetlands. (ADA, pg 12-5)

12. The applicant agrees to cooperate with the Division of Archives and Manatee County in deciding the ultimate disposition of any archaeological or historical resources found during construction. (Pg. 19-1, S.R.)

13. The project will comply with the requirement of Chapter ~~17-25~~ 62.4, 62.25, 40D-4, 41D-40, and 40D-400, FAC, concerning water quality of stormwater discharge. (SRIII, pg. 6)

14. The wastewater collection system outside the public rights-of-way will be maintained by the owner of the property. (Pg. 21-1, S.R.)

15. Water users in the industrial park will have individual meters in order to encourage water conservation. (Pg. 21-2, S.R.)

16. detention area he proposed drai stem will be de ed to contain the runoff from a 25-year, 24-hour storm event for post-development conditions. ADA, Pg. 22-1)

17. The project design will consider various methods of energy efficiency and incorporate energy-conserving materials, lighting and equipment.. (ADA, 25-3)

18. The proposed facilities and open space will be owned, operated, and maintained by the Developer, its successors and assigns. (SRIV, pg. 17)

19. Permanent erosion control features, such as permanent landscaping, will be incorporated into the project at the earliest practical time. (ADA, Pg. 14-2)

20. When practical, conveyance within the drainage system will incorporate isolated Wetland systems and shallow grassy swales to provide for additional treatment assimilation of nutrients, and additional percolation and evaporation; and utilize shallow grassy swales for conveyance. (ADA, 15-10)

21. Alterations to the floodplain and floodway of Cooper Creek will allow portions of the floodplain and floodway to be utilized for development or stormwater management without reducing the conveyance of Cooper Creek or causing an increase in the 100-year flood stage. (Pg. 17-6, ADA)

22. A new crossing between powerline bridge and I-75 bridge may be constructed having a flow cross section at stage 18.0 feet msl at least equal to the existing box culvert crossing under University parkway. This crossing will be either a bridge or a triple box culvert with the center barrel 2.0 feet lower than the outer barrels to provide for passage of animals along the Cooper Creek corridor. (Pg. 22-14, ADA)

23. Natural trail or other passive recreational elements may be constructed in Subbasin A outside the banks of the creek but within the floodway. These elements will be design not to reduce the conveyance of Cooper Creek and its floodway. (Pg. 22-14, ADA)

24. The fire flow required will be based upon the proposed type of construction at the current recommendation of the National Board of Fire Underwriters at the time of construction. (Pg. 23-4, ADA

25. The developer will satisfy county and SWFWMD regulations regarding encroachments on the floodplain of Cooper Creek. (PBS&J/TBRPC meeting June 25, 1985)

26. No upland development is planned within the 25-year floodplain of the Braden River, Subbasins D, E, F and G. (Pg. 17-8, S.R.)

27. Four wildlife corridor areas located along the tributaries within the project will be protected from any future development other than recreation and stormwater retention, through the use of easements and restrictive covenants. (P. 18-1, S.R. and Pg. 18-5, ADA)

COOPER CREEK CENTER
NOTIFICATION OF PROPOSED CHANGE TO A PREVIOUSLY APPROVED DEVELOPMENT OF REGIONAL IMPACT (DRI)
SUBSECTION 380.06 (19), FLORIDA STATUTES

2. **Applicant (name, address, phone).**

Dick Road-Bend-All Hotel Development, Inc.
Waldon Avenue-Bend-All Hotel Development, Inc.
WR-1 Associates, LTD.
RB-3 Associates, a New York general Partnership
Nathan Benderson, Ronald Benderson and David H. Baldhauf, as Trustees
2555 Enterprise Road, Suites 14 and 15
Clearwater, Florida 33763-1118

3. **Authorized Agent (name, address, phone).**

William A. Ockunzzi
Ockunzzi & Associates
1516 First Street, Suite Three
Indian Rocks Beach, Florida 33785
727-595-7006 office phone
727-444-2840 mobile phone
727-595-8568 FAX

4. **Location (City, County, Township/Range/Section) of approved DRI and proposed change.**

The approved DRI and proposed change are located in Manatee County, Florida. Sections 25 and 36, Township 35, Range 18.

5. **Provide a complete description of the proposed change. Include any proposed changes to the plan of development, phasing, additional lands, commencement date, build-out date, development order conditions and requirements, or to the representations contained in either the development order or the Application for Development Approval.**

A description of the proposed changes to the Cooper Creek Center development are set forth below. Specific Development Order language implementing the proposed changes is provided in response to question 13 herein. In summary, the changes being sought for Cooper Creek Center provide for:

-Recognition of the new owners/master developers of Cooper Creek Center
-The overall lowering of the density and intensity of the project and resulting reduction of

project impacts through the following changes in development acreage and amounts (please see the tables that follow for additional clarification).

--substantial reduction in residential units (-17.3%) and gross residential density (-38%).

--elimination of industrial acreage (-100%) and square footage (-100%).

--substantial reduction in office square footage (-73.4%) and acreage (-35.5%).

--increase in commercial square footage +70.3% and acreage +88.1%.

--substantial reduction in motel rooms (-37.5%) and acreage (-55.5%).

-Modifications to Map H to implement density and intensity changes;

-The elimination of "phase" nomenclature. The project's current approval documents Reflect Phase 1 development totals that are specifically authorized for construction. Development totals for the entire project are being reduced to an amount less than the development totals of the currently approved Phase 1, for which a CLOS has been issued;

-Reduce the projects PM Peak Hour Vehicle Trips by 30.4% from 4,061 to 2,832. Proposed project development totals for the entire project reflect an amount of PM Peak Hour Trips that will be less (-7.8%) than the currently approved Phase I, P.M. Peak Hour Offsite Vehicle Trip total or demand (from 3,071 current Phase I total trips to 2,832 total trips).

-Reduce the project's demand for water, sewer, solid waste, and other public services. The project's current Phase I development totals are included in a Certificate of Level of Service issued by the Manatee County. This CLOS will be amended to reflect the revised development totals.

	Demand by Original Development Totals	CLOS Approved Demand by Current Phase I Totals	Demand by Proposed Development Totals
Water	520,000 gpd	288,350 gpd	424,600 gpd
Sewer	506,220 gpd	256,950 gpd	380,600 gpd
Solid Waste	109,762 lbs/d*	39,888 lbs/d	70,000 lbs/d
Electric Power	194,016 lbs/d**	80,294 kw/d	140,993 kw/d

*Only residential included in original ADA @ 10,000 lbs/d. Amount shown is current calculation.

**Calculation method used in original ADA no longer used. Calculation was 104,158 kw/d

A. No changes to the currently approved project build out and expiration dates, ~~as set forth below~~, are proposed, 12/30/08 & 12/30/09, respectively.

Phase #	Original Buildout Date	New Buildout Date	Original Expiration Date	New Expiration Date
I*	1/9/96	1/9/08	1/9/96	1/9/09
II*	12/31/00	1/9/08	12/31/03	1/9/09
III*		n/a		n/a

*Please note: the Phase nomenclature is proposed to be eliminated from the

Development Order. There will be no development beyond that approved pursuant to the project totals set forth in this NOPC.

B. Modifications to the development totals for the project are as follows:

	Project Totals.							
Land Use	Original Approval			To Be Changed To			% Change	
Type	Acres/Amount		PH Trips	Acres	Amount	PH Trips	Acres	Amount
Residential	234.4	1064 units		317.2	880 units		+35.3%	(-17.3%)
Density		4.5 per acre			2.8 per acre		(-38% per acre)	
Industrial	112.8	795,998 s.f.		0.0	0.00		(-100%)	(-100%)
Office	48.8	527,180 s.f.		30.0	140,000s.f.		(-35.5%)	(-73.4%)
Commercial	66.7	520,076 s.f.		125.5	886,000s.f.		+88.1%	+70.3%
Motel	13.5	400 rooms		6.0	250 rooms		(-55.5%)	(-37.5%)
Wireless Tower*	0.0	1 tower		1.0	1 tower		n/a	n/a
Floodway	36.7	n/a		56.48**	includes fldwy,.		(-19%)	n/a
RightofWay	33.1	n/a			ROW, &,			
Conserv.	58.5	n/a		68.5	conservation		+17%	n/a
PM Peak Hour Trips	n/a	n/a	4,061***			2,832	n/a	(-30.4%)
Totals	604.68	n/a		604.68	n/a	2,832	(n/a)	

*not included in original DO. Use specifically approved by DO amendment R-95-135 and now shown separately herein to conform to platting.

**acreage reduction reflects a reduction in ROW and floodway acreage from the reduction in project density/intensity and corresponding reduction in road and floodway acreage and more accurate mapping of "conservation" lands.

***PM. PH Trips for the original development totals. Current Phase I approved totals is 3,071. Reduction to 2,832 represents a -7.8% decrease from current Phase I totals.

C. Modifications to Map H (attached to Precise Language Exhibit 1) include:
-Reductions or elimination of the acreage and intensity/density for industrial. residential and office land uses. Increase in commercial acreage and development totals. Modifications to the aerial extent of some uses.

D. Other Development Order changes include:
-Amend the tradoff provision (DO condition A.(4)) limitations to reflect the revised development amounts.
-Revision of the development totals "approved" as project totals reflect changing market conditions. Revised development totals do not allow development that would provide for more than the approved number of P.M. Peak Hour Offsite Vehicle Trips. Because these PM. PH Trips are "vested" pursuant to the original and current Development Orders and traffic analyses and impact fees and mitigation paid pursuant to Development Order condition B.(4) and a CLOS has been issued, no additional mitigation or regional analysis

shall be required for approval of the development totals set forth above prior to the expiration date of the currently approved CLOS or 12/30/02.

6. **Complete the attached Substantial Deviation Determination Chart for all land use types approved in the development. If no change is proposed or has occurred, indicate no change.**
   Please see attached Exhibit.

7. **List all the dates and resolution numbers (or other appropriate identification numbers) of all modifications or amendments to the originally approved DRI development order that have been adopted by the local government, and provide a brief description of the previous changes (i.e., any information not already addressed in the Substantial Deviation Chart). Has there been a change in local government jurisdiction for any portion of the development since the last approval or development order was issued? If so, has the annexing local government adopted a new DRI development order for the project?**
   -R-85-236 adopted January 9, 1986. Original Development Order.
   -R-86-323 adopted December 23, 1986. Development Order changes to: add definitions; modify and add transportation conditions; phase definition: modify drainage monitoring conditions; add a reference to the Southeast Task Force Recommendations; accept and approve the Conceptual master Development Plan; require compliance with the Manatee County Impact Fee Ordinance; require continuous progress toward development; and add a provision that the development order shall control in the event there is a conflict with the County Zoning Ordinance.
   -R-87-58 adopted February 10, 1987. Development Order changes to amend the definition of an "acceptable level of service"; provide for transportation improvements required for Phase One; and require the verification of acceptable levels of service.
   -R-90-39 adopted March 29, 1990. Development Order changes to require the filing of a Master Final Development Plan and Design Criteria by a date certain.
   -R-93-300 adopted December 16, 1993 (corrected April 5, 1994). Development Order changes to extend the buildout and expiration dates.
   -R-95-135 adopted June 22, 1995. Development Order changes to recognize approval of a Conceptual Development Plan and authorize a cellular phone tower on the site.
   -R-97-23 adopted November 4, 1997. Development Order changes to reduce development totals, modify Map H, consolidate all previous amendments into one document, etc.
   There has be no change in the local government with jurisdiction.

8. **Describe any lands purchased or optioned within 1/4 mile of the original DRI site subsequent to the original approval or issuance of the DRI development order. Identify such land, its size, intended use, and adjacent non-project land uses within 1/2 mile on a project master site plan or other map.**
   The new owners/master developers have obtained no interest (ownership, contractual or option) within 1/4 miles of the DRI site since their acquisition of the project during 1998.

9. **Indicate if the proposed change is less than 40% (cumulatively with other previous changes) of any of the criteria listed in Paragraph 380.06 (19)(b), Florida Statutes.**
The changes to Cooper Creek Center are shown below to demonstrate that the changes do not constitute a substantial deviation. The proposed changes to Cooper Creek Center do not exceed any of the criteria listed in Paragraph 380.06 (19) (b), Florida Statutes.

Summary of Changes

Criterion in 380.06(19)(b).---Cooper Creek Center Change

Parking.---Not applicable.

Runway or Terminal.---Not applicable.

Hospital beds.---Not applicable.

Industrial Development Area---Use Eliminated

Mined Acreage.---Not applicable.

Office Development.---Decrease of 18.8 acres (-35.5%) and 387,180s.f. (-73.4%)

Chemical or Petroleum Storage.---Not applicable.

Water Port or Wet Storage.---Not applicable.

Number of Dwelling Units.---Increase of 82.8 acres (+35.3%) and Decrease of 184 units (-17.2%). Change results in a reduction of residential density from 4.5 units per acre to 2.8 units per acre or -38%)

Commercial Development.---Increase of of 58.8 acres (-88.1%) and 365,924 s.f. (+70.3%).

Hotel or Motel Units.---Reduction of 7.5 acres (-55.5%) 150 rooms (-37.5%).

Recreation Vehicle Park.---Not applicable.

Open Space.---No change in acreage of lands set aside for special protection (Preservation Areas). No change to the approved "Preservation and Conservation" Area map requested.

Multi-use.---Change is a negative (-56.4%) when calculated by acreage and a negative (-157.9%) when calculated by development totals.

External Vehicle Trips.---Reduction in estimated PM, PH Trips from original project totals (from 4,061 to 2,832 or -30.4%) and a reduction in approved Phase I PM, PH Trips (3,071 to 2,832 total project trips or -7.8%).

Areas Set Aside for Special Protection.---No change in acreage of lands set aside for special protection (Preservation Areas).

Do you believe this notification of change proposes a change which meets the criteria of Subparagraph 380.06 (19)(e) 2., F.S.

YES __X__ NO_____

10. **Does the proposed change result in a change to the buildout date or any phasing date of this project? If so, indicate the proposed new buildout or phasing dates.**
Project Buildout and Expiration dates remain as set forth in the current Development Order.

11. **Will the proposed change require an amendment to the local government comprehensive plan?**
No.

PROVIDE THE FOLLOWING FOR INCORPORATION INTO SUCH AN AMENDED DEVELOPMENT ORDER, PURSUANT TO SUBSECTIONS 380.06 (15), F.S., AND 9J-2.025, FLORIDA ADMINISTRATIVE CODE:

12. **An updated master site plan or other map of the development portraying and distinguishing the proposed changes to the previously approved DRI or development order conditions.**
Please see the Precise Language Exhibit. PLEASE NOTE: Manatee County requires that the entire Development Order, with proposed changes, be readopted to simplify Development Order Administration and Management.

13. **Pursuant to Subsection 380.06 (19) (f), F.S., include the precise language that is being proposed to be deleted or added as an amendment to the development order. This language should address and quantify:**

Please see Precise Language Exhibit.

a. **All proposed specific changes to the nature, phasing, and build-out date of the development; to development order conditions and requirements; to commitments and representations in the Application for Development Approval; to the acreage attributable to each described proposed change of land use, open space, areas for preservation, green belts; to structures or to other improvements including locations, square footage, number of units; and other major characteristics or components of the proposed change;**

Please see Precise Language Exhibit.

b. **An updated legal description of the property, if any project is/has been added or deleted to the previously approved plan of development;**

No change proposed.

c. **A proposed development order deadline for commencing physical development of the proposed changes, if applicable;**

Development of the site is ongoing. Approvals (preliminary and final site plans, plats infrastructure plans, etc.) from Manatee County necessary to continue development consistent with the existing Development Order and this NOPC will continue to be submitted and processed during the pendency of this NOPC. Authorized and approved development will also continue during the pendency of this NOPC.

d. **A proposed amended development order termination date that reasonably reflects the time required to complete the development;**

No change to the termination date in the current Development Order is proposed.

e. **A proposed amended development order date until which the local government agrees that the changes to the DRI shall not be subject to down-zoning, unit density reduction, or intensity reduction, if applicable; and**

No change to the date in the current Development Order is proposed.

f. **Proposed amended development order specifications for the annual report, including the date of submission, contents, and parties to whom the report is submitted as specified in Subsection 9J-2.025 (7), F.A.C.**

Specify the Annual Report is due on the date required in the current Development Order) of each year until 2009 or until the first reporting date after development is complete, whichever occurs first.

cccl,1/22/99

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE + DATE
Attraction/ Recreation	# Parking Spaces # Spectators # Seats Site locational changes Acreage, including drainage, ROW, easements, etc. # External Vehicle Trips D.O. conditions ADA representations	N/A	N/A	N/A
Airports	Runway (length) Runway (strength) Terminal (gross square feet) # Parking Spaces # Gates Apron Area (gross square feet) Site locational changes Airport Acreage, including drainage, ROW, easements, etc. # External Vehicle Trips D.O. conditions ADA representations	N/A	N/A	N/A
Hospitals	# Beds # Parking Spaces Building (gross square feet) Site locational changes Acreage, including drainage, ROW, easements, etc. # External Vehicle Trips	N/A	N/A	N/A

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE + DATE
Petroleum/Chem. Storage	Storage Capacity (barrels and/or lbs.) Distance to Navigable Waters (feet) Site locational changes Facility Acreage, including drainage, ROW, easements, etc. # External Vehicle Trips D.O. conditions ADA representations	N/A	N/A	N/A
Ports (Marinas)	# boats, wet storage # boats, dry storage Dredge and fill (cu.yds.) Petroleum storage (gals.) Site locational changes Port Acreage, including drainage, ROW, easements, etc. # External Vehicle Trips D.O. conditions ADA representations	N/A	N/A	N/A
Residential	# dwelling units Type of dwelling units # lots Acreage, including drainage, ROW, easements, etc. Site locational changes External Vehicle	880 UNITS S.F: M.F. 317.2 ACRES See Map H 190	1064 UNITS S.F: M.F. 234.4 ACRES 904	See Response To Question 7

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE + DATE
Wholesale, Retail, Service	Acreage, including drainage, ROW, easements, etc.	125.5 ACRES	66.7 ACRES	See Response To QUESTION 7
	Floor Space (gross square feet)	886,000 S.F.	529,076 SF	
	# Parking Spaces			
	# Employees			
	Site locational changes	See Map H		
	# External Vehicle Trips	2414	2502	
	D.O. conditions	No specific conditions		
	ADA representations	change in acres, S.F.		
Hotel/Motel	# Rental Units	250 ROOMS	400 ROOMS	See Response To QUESTION 7
	Floor Space (gross square feet)	N/A	N/A	
	# Parking Places			
	# Employees			
	Site locational changes	See Map H		
	Acreage, including drainage, ROW, easements, etc.	6 ACRES	13.5 ACRES	
	# External Vehicle Trips	139	244	
	D.O. conditions	No specific conditions		
	ADA representations	change in rooms, acres		
R.V. Park	Acreage, including drainage, ROW, easements, etc.			
	# Parking Spaces			
	Buildings (gross square feet)	N/A	N/A	
	# Employees			
	Site locational changes			
	# External Vehicle Trips			

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE + DATE
Industrial	Acreage, including drainage, ROW, easements, etc.	0	112.8 ACRES	See Response To question 7.
	# Parking Spaces	0	Total not established	
	Building (gross square feet)	0	795,998 S.F.	
	# Employees	0		
	Chemical storage (barrels and lbs.)	0	None	
	Site locational changes	Use eliminated		
	# External Vehicle Trips	0	286	
	D.O. conditions	Use eliminated		
	ADA representations	Use eliminated		
Mining Operations	Acreage mined (year)	N/A	N/A	N/A
	Water Withdrawal (Gal/day)			
	Size of Mine (acres), including drainage, ROW, easements, etc.			
	Site locational changes			
	# External Vehicle Trips			
	D.O. conditions			
	ADA representations			
Office	Acreage, including drainage, ROW, easements, etc.	30 ACRES	48.8 ACRES	See Response To question 7.
	Building (gross square feet)	140,000 S.F.	527,180 S.F.	
	# Parking Spaces		Total not established	
	# Employees			
	Site locational changes	See Map H		
	# External Vehicle Trips	236	907	
	D.O. conditions	No specific conditions		
	ADA representations	change in Acres, S.F.		

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE + DATE
Open Space (All natural and vegetated non-impervious surfaces)	Acreage	51.96	58.56	See Response to question 7, especially R97-23
	Site locational changes	None	Included "PRES"	
	Type of open space	TBRPC "CONSERVATION" AREAS		
	D.O. conditions	See Section "D," 6 a		
	ADA representations	No change		
Preservation, Buffer or Special Protection Areas	Acreage	16.41	0	See Response to question 7 especially R97-23
	Site locational changes	NONE		
	Development of site proposed	NONE, except for necessary infrastructure		
	D.O. conditions	See Section "D", 6 a		
	ADA representations	Area now specifically delineated on 5/1/97 P+C map		

Note: If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent.

"EXHIBIT H"

SURFACE AND GROUND WATER MONITORING PLANS
COOPER CREEK CENTER
DEVELOPMENT OF REGIONAL IMPACT

This exhibit details the Surface and Ground Water Monitoring Plans required under Sections D.(2) and D.(3) of the Cooper Creek Center Development Order. The Developer* shall develop a monitoring plan addressing the criteria listed below within six months of approval of this Development Order.

a. All points of measurable surface water discharge from the property boundaries, within the Braden River Watershed, shall be monitored on a semiannual basis (wet and dry season). At each station, during each sampling event, three grab samples shall be collected, composited, and transported to an FDEP approved laboratory for chemical analysis. In addition, in-situ field parameters should be measured from the composite sample using appropriately calibrated field meters. The three grab samples encompassing the composition sample shall be collected at least twenty minutes apart.

b. Parametric coverage of the monitoring plan should include the following:

- specific conductance (field)
- temperature (field)
- dissolved oxygen (field)
- pH (field)
- flow rates (field)
- chlorides
- sulfates
- fluoride
- total dissolved solids
- total suspended solids
- ammonia
- nitrate
- nitrite
- total Kjeldahl nitrogen
- total nitrogen
- orthophosphate
- total phosphorous
- copper
- lead
- zinc
- mercury
- nickel
- arsenic
- cadmium
- chromium
- silver

- total coliform
- fecal coliform
- BOD-5
- primary organics (pesticides and herbicides)

c. Sampling events should be performed following storm events of sufficient intensity to create runoff. All points of measurable surface water inflow and discharge from the site should be sampled following a ½ inch or greater storm event using methodology approved by the U. S. Environmental Protection Agency for stormwater sampling associated with the NPDES permitting process. Storm event sampling should be performed twice annually, during wet (June-September) and dry (October-May) seasons, respectively.

d. The Developer* shall place a staff gauge in the Cedar Creek tributary and all other applicable sampling stations, for the purpose of obtaining volumetric flow measurements.

e. The results of the monitoring program, and any modifications to the program, shall be subject to reviewed by the County, City of Bradenton, and any other agency requesting review privileges, and for approval by Manatee County and the EMD.

f. All monitoring reports shall be submitted to TBRPC with each annual report and to Manatee County, the City of Bradenton, and any other agency requesting a copy.

Any modifications to the above listed criteria shall be subject to review by the Manatee County Environmental Management Department, the City of Bradenton, and any other agency requesting review privileges, and shall be approved by the Manatee County Board of County Commissioners.

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.
Witness my hand and official seal this 13 day of Sept 1999.
R. B. SHORE
Clerk of Circuit Court
By: Deputy Clerk D.C.

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.
Witness my hand and official seal this 22nd day of September 1999.
R. B. SHORE
Clerk of Circuit Court
By: Evelyn M Lloyd D.C.

3 cert - Jones - Fleming
9/27/99

ORDINANCE 97-23

AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA, RENDERING A NEW DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR COOPER CREEK CENTER (RESOLUTION 85-236, AS AMENDED BY RESOLUTIONS 86-323, 87-58, 90-39, 93-300, AND 95-135), ALSO KNOWN AS DRI #103; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on January 9, 1986, the Board of County Commissioners (BOCC) approved R-85-236, a Development Order* for the Cooper Creek Center DRI for a planned residential, commercial, office, and industrial development on approximately 604.68 acres; and

WHEREAS, on December 23, 1986, February 10, 1987, March 29, 1990, April 5, 1993, and June 22, 1995, The Board of County Commissioner approved Resolutions R-86-323, R-87-58, R-90-39, R-93-100, and R-95-135 respectively, approving amendments to the Development Order for Cooper Creek Center, which amendments were not found to be a substantial deviation to the originally approved Development Order; and

WHEREAS, County Line Road Associates, LTD. has succeeded the Wilbur Boyd Corporation as the Developer of Cooper Creek Center; and,

WHEREAS, said Cooper Creek Center is a MULTI-USE PROJECT, as defined in Section 380.0651(3)(i), Florida Statutes, on approximately six hundred and four and 68/100 acres, located in south Manatee County, the legal description of which is attached as "Exhibit A"; and

WHEREAS, the buildout date for Cooper Creek Center expired on December 30, 1995; and

WHEREAS, the current effective date of the Development Order is January 13, 1998.

WHEREAS, the Developer has requested that further amendments to the Cooper Creek Center Development Order, as previously amended ("prior DO") be approved to provide for and approve the following changes to the project:

1. Extend the project build-out date for Phase One by an additional 7 years, to December 30, 2002 (12 years and 364 days cumulatively), and for Phase Two by 14 years and 364 days, to December 30, 2009;
2. Extend the project expiration date by an additional 10 years and 351 days, to December 30, 2009 (13 years and 351 days cumulatively);
3. Reduce the density and intensity of the project and associated impacts through implementation and approval of the following changes:
   a. reduce industrial development by 595,998 square feet.
   b. eliminate the 527,180 square feet office development.
   c. reduce commercial development by 33,000 square feet.
   d. increase residential development by 216 d.u.s.
   e. adjust right-of-way acreage to account for a County roadway and an existing FPL power transmission line R.O.W.
4. Approve modifications to Map H, "Exhibit B", to implement the density and intensity changes;
5. Eliminate "numerical phasing" and the "geographic" phase line;
6. Adopt a "Preservation/Conservation Map" (Exhibit C) map to clarify lands that meet TBRPC's definition of "Conservation" and "Preservation."
7. Establish a condition to allow Land Use Trade-Offs among the land uses approved in Phase 1.

8. Provide for the continued agricultural use of the property as a secondary use until development actually commences on the applicable section or portion of the site; and
9. Approve modifications to reconcile the proposed amendments and all previously approved amendments, into one document which shall serve as the Development Order for Cooper Creek Center.

WHEREAS, while the development of Cooper Creek Center has commenced and is underway in accordance with the Prior DO*, this Development Order shall be, hence forth, considered the approved Cooper Creek Center Development of Regional Impact Development Order; and

WHEREAS, the above described changes in conjunction with all previous changes, do not constitute a Substantial Deviation to the Development Order, as amended, for Cooper Creek Center, pursuant to Chapter 380, Florida Statutes; and

WHEREAS, this Development Order shall be considered a new Development Order; and

WHEREAS, all future development will comply with the requirements of the Comprehensive Plan, Ordinance 89-01, as amended, and Land Development Code, Ordinance 90-01, as amended, except where specific approvals have been granted by the BOCC in this Development Order.

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, has the statutory authority to consider and approve Notices of Proposed Changes (NOPC) for an amendment to an approved Development of Regional Impact; and

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

WHEREAS, the Planning Commission of Manatee County has reviewed the NOPC and has filed a recommendation on said NOPC with the Board of County Commissioners; and

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

WHEREAS, the Board of County Commissioners of Manatee County on October 28, 1997 held duly noticed public hearings on said NOPC and has solicited, received and considered all testimony, reports, comments, evidence, and recommendations from interested citizens, County and City agencies, and the applicant, as well as the review and report of the Manatee County Planning Department; and

WHEREAS, said Board of County Commissioners has considered all of the foregoing in the adoption of this Ordinance.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA, AS FOLLOWS:

SECTION 1. FINDINGS OF FACT

1. The Board of County Commissioners of Manatee County, after considering the testimony, evidence, documentation, application for amendment of the Official Zoning Atlas, NOPC for an amended Development Order*, the recommendation and findings of the Planning Commission of Manatee County, as well as all other matters presented to said Board at the public hearing hereinafter referenced, hereby makes the following findings of fact:

A. All "WHEREAS" clauses preceding Section 1 of this Ordinance are adopted as findings of fact.

B. The real property involved in this development and owned by County Line Road Associates, LTD. and SOS Partners Limited Partnership is located in Manatee County, Florida, and is described on "Exhibit A" attached hereto and made a part hereof.

C. The Developer* has received County approvals for and has completed certain development consistent with the prior DO.

D. Development of the Cooper Creek Center site to date has proceeded in accordance and in compliance with the prior Development Order, as amended, and the Land Development Regulations of Manatee County. Specifically the Board also finds that:

1. The Developer has constructed and obtained Certificates of Occupancy for 307,500 s.f. of commercial space, an antennae tower, and the southernmost segment of Cooper Creek Boulevard; and filed a Final Site Plan and construction drawings for infrastructure for development previously described as Phase IA and now set forth in Table 1 of this Development Order.

2. The Developer has submitted the information requested in the County environmental consultant's Summary Report dated September, 1985.

3. The Developer has instituted and conducted the required water quality monitoring program.

4. The Developer has submitted a Master Drainage Plan which has been approved by Manatee County and TBRPC.

5. The County and Developer have entered into a Fee Agreement dated February 10, 1987 regarding the advance payment of Transportation Component Impact Fees, with which the Developer is in full compliance and which shall remain in full force and effect, and is attached hereto and make a part hereof by reference as "Exhibit D".

6. The required improvements set forth in Exhibit C of R-86-323 have been constructed (Construct a second northbound to westbound left turn lane on Interstate 75 exit ramp to University Parkway).

E. An application has been submitted to Manatee County and is being processed concurrently with this NOPC to rezone Cooper Creek Center from PDI, PDR, and PDC to PDMU/WP-E/ST and to approve a revised General Development Plan for the 604.68 acre project.

F. A notice of Public Hearing in these proceedings was duly published in the Bradenton Herald, a newspaper of general circulation in Manatee County, Florida, pursuant to Section 380.06(10), Florida Statutes, and Section 502.5, Manatee County Land Development Code, and proof of such publication has been duly filed in these proceedings.

G. The Board of County Commissioners of said County has received and considered the recommendation of the Manatee County Planning Commission concerning the application for Official Zoning Atlas Amendment as it relates to the real property described in "Exhibit A" of this Ordinance for a NOPC to a Development Order pursuant to Section 380.06, Florida Statutes.

H. The Board of County Commissioners held public hearings on July 22, August 26, 1997, September 30, 1997, and October 28, 1997 regarding the said NOPC and the proposed Official Zoning Atlas Amendment described herein, in accordance with the requirements of The

Manatee County Land Development Code (Ordinance 90-01, as amended) and the Manatee County Comprehensive Plan (Ordinance No. 89-01, as amended) and has further considered the testimony, comments, and information received at the Public Hearing.

I. Manatee County has adopted the Manatee County Comprehensive Plan which is in compliance with applicable state laws.

J. The Comprehensive Plan requires Certificates of Level of Service be issued for Water, Wastewater, Solid Waste, Parks and Recreation, Transit, Transportation, and Drainage in compliance with state requirements.

K. This Development Order is issued based on information provided by the Developer* in the ADA*, as amended, and information provided in the sufficiency responses, NOPC's, and ensures compliance with the Manatee County Comprehensive Plan. Subject to the Development Order conditions listed in Section 4, the County has determined that, with the required transportation improvements listed in Condition B.(5) of this Development Order, adequate Levels of Service exist until December 30, 2002 for Phase I of this project in each of these areas referenced in subsection 1.J above.

L. The build-out date for Phase Two is approved for December 30, 2008.

M. The proposed Development of Regional Impact regarding the property described in Section 6 herein is found to be consistent with the requirements of the previously adopted Development Orders and The Manatee County Comprehensive Plan, provided all development after October 28, 1997 proceeds in accordance with the Development Conditions specified in Section 4 of this Development Order.

N. The "Developer*" submitted to Manatee County, Florida an ADA* and NOPC, and sufficiency responses identified in Section 1 which are incorporated herein by reference.

O. This amended Development Order is consistent with all prior Manatee County Development Approvals* granted pursuant thereto.

P. The real property which is the subject of this Application* is legally described as set forth in "Attachment A" of this Development Order.

Q. The proposed development is not in an Area of Critical State Concern, as designated pursuant to Section 380.05, Florida Statutes.

R. The authorized agent for the Developer* is William A. Ockunzzi, 1516 First Street East, Suite 3, Indian Rocks Beach, Florida 33785.

S. The Owners* of the property are County Line Road Associates (a Florida Limited Partnership) and SOS Partners Limited Partnership (a Delaware Limited Partnership) by SOS Properties Management Company, Incorporated.

T. A comprehensive review of the impact generated by the development has been conducted by the departments of Manatee County, the Planning Commission, Tampa Bay Regional Planning Council (TBRPC), and the Florida Department of Community Affairs in conjunction with the original Development Order, as amended, and all notices of proposed change.

SECTION 2. CONCLUSIONS OF LAW

A. Based upon the previous findings of fact and the following conditions of Development Approval*, the Board of County Commissioners of Manatee County concluded that:

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

2. The Development remains consistent with the report and recommendations of Tampa Bay Regional Planning Council issued on July 8, 1985, regarding DRI #103, and on August 16, 1996 regarding this NOPC.

B. That these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in these proceedings, the Developer* is authorized to conduct development as described herein, subject to the conditions, restrictions, and limitations set forth below.

C. That the review by the County, the TBRPC, and other participating agencies and interested citizens reveals that impacts of the development are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Development Order and the ADA*. To the extent that the ADA* is inconsistent with the terms and conditions of this Order, the terms and conditions of this Order shall prevail. A summary of the development covered by this development order is included as Table 1.

D. Pursuant to Section 380.06(19), Florida Statutes the changes proposed pursuant to the NOPC submitted on June 26, 1996 and revised on March 31, 1997 and August 19, 1997 and approved with conditions pursuant to Ordinance 97-23 do not constitute a Substantial Deviation requiring further Development of Regional Impact Review.

SECTION 3. DEFINITIONS

Note: An asterisk (*) denotes that the word is defined.

A. "Acceptable Level of Service*" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in the Land Development Code. Level of Service "D" shall be measured on a peak hour basis as determined by the Highway Capacity Manual (1994), TRB Special Report 209 or the most current manual and computer software version in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour Level of Service "D" capacity, or if actual data is available to determine the "K" factor (please refer to the Florida Department of Transportation Planning and Statistics Department), then on the basis of the "K" factor. Acceptable Level of Service for links and intersections in Sarasota County, Florida, shall mean Level of Service "C" on an average daily basis ("D" on a peak hour basis), which shall be measured as provided in this paragraph. Where a link or intersection in Sarasota County is operating at Level of Service "D" on an average daily basis ("E" on a peak hour basis) on the effective date of this Ordinance, then the Acceptable Level of Service in Sarasota County for that link or intersection shall mean Level of Service "D" on an average daily basis ("E" on a peak hour basis).

B. "Application*" and "Application for Development Approval*" or "ADA" shall mean Cooper Creek Center's Development of Regional Impact Application for Development Approval*, and the NOPC (included as "Exhibit G") submitted on July 26, 1996, and revised on March 31, 1997, and August 19, 1997.

C. "Best Management Practices*" shall mean the practices which are technologically and economically feasible in abating pollution generated by point and non-point sources, to a level compatible with water quality and quantity objectives of the Land Development Code (BMP list of approved practices by Board resolution for Special Overlay Districts-Evers Reservoir and Lake Manatee Watershed Areas).

D. "Conceptual Master Plan*" shall mean a graphic depiction of the development shown on Revised "Map H", last revised on August 19, 1997, for the Cooper Creek Center, and attached hereto as "Exhibit B".

E. "Conservation Area*" shall mean areas as defined by TBRPC and shown on "Exhibit C", last revised on May 1, 1997.

F. "County Transportation Authority*" shall be defined as the Planning Department in cooperation with Manatee County's Transportation Department, or whatever County entity is responsible for roadway approvals.

G. "Developer*" shall mean County Line Roads Associates and SOS Partners Limited Partnership, it heirs, assigns, designees, agents, and successors in interest.

H. "Development Approval*" shall mean any approval for development granted through the Preliminary and Final Site Plan*, Preliminary and Final Subdivision Plat process, and construction drawing approval where site plans are not required.

I. "Development Order" shall mean the Ordinance Granting a Development Order for Cooper Creek Center, Ordinance 97-23.

J. "Fee Agreement*" shall mean the Transportation Component Impact Fee agreement by and between the County and the developer's predecessors in interest which was adopted on February 10, 1987 and is attached hereto as "Exhibit D".

K. "Funding Commitments*" shall mean to assure the completion of any improvement required by this Development Order, or any combination of the following:

1. Binding commitments for the actual construction with a posting of a cash bond or irrevocable letter of credit in a form satisfactory to the County; or

2. Actual construction; or

3. The placement of the improvements in the capital improvements work plan of a responsible entity for construction during the fiscal year when the improvement is required as long as said improvement is within the first two years of the Manatee County Capital Improvement Plan or the first two years of the FDOT Work Plan at the time of Preliminary Site Plan approval of a subphase or phase; or

4. A local development agreement as defined by Florida Statutes or the Land Development Code. The funding commitment shall guarantee that the improvement will be in place when needed or concurrent with the expected impacts of the development, whichever is sooner.

L. "Horizontal Development*" shall mean and shall be deemed to include the construction of any and all improvements required to serve Vertical Development* (e.g., roadway, drainage, water, sewer, communication, utilities, etc).

M. "Master Development Plan*" shall be defined as Revised Map H, last revised on August 19, 1997, incorporated as part of "Exhibit B" and made a part hereof. Development on Map H shall be limited to the total number of dwelling units and non-residential development on Table 1.

N. "Owner*" shall mean County Line Road Associates (a Florida Limited Partnership) and SOS Partners Limited Partnership (a Delaware Limited Partnership) by SOS Properties Management Company, Incorporated; their heirs, assigns, designees, agents, and successors in interest as to the Cooper Creek Center DRI and all its stipulations.

O. "Phase*" shall mean the development totals listed in Table 1 below.

P. "Post Development Wetland*" shall mean any Wetland* area, which upon completion of the subphase, that will be a jurisdictional Wetland* under the regulations of the Southwest Florida Water Management District or the Florida Department of Environmental Protection. This definition shall not apply to stormwater ponds or littoral shelves not required for mitigation.

Q. "Preliminary Site Plan*" (PSP*) shall mean a Preliminary Master Development Plan* or a Preliminary Site Plan* for a Phase or Sub-Phase as defined in The Manatee County Land Development Code, (Ordinance 90-01, as amended), for a Phase or Sub-Phase.

R. "Preservation Areas*" shall mean areas as defined by TBRPC and shown on "Exhibit C", last revised on May 1, 1997.

S. "Site Development Plan*" shall be defined as any preliminary plat, final plat, Preliminary Site Plan*, or final site plan to be submitted for consideration of approval pursuant to the LDC.

T. "Traffic Study*" shall mean a report presented by the Developer*, pursuant to the provisions of Section 380.06, F.S. and Rule 9J-2.045 F.A.C., using a methodology acceptable to the County Transportation Authority*, the Tampa Bay Regional Planning Council, the Florida Department of Community Affairs, and the Florida Department of Transportation. Such study will be designed to determine if the proposed development will reduce daily or peak hour Level of Service* on any of the roadway segments or intersections within the Transportation Impact Area*, to below an Acceptable Level of Service*. Any such Traffic Study* shall include traffic to be generated by the proposed Phase or Sub-Phase, existing traffic, and traffic anticipated from prior Development Approvals* cumulatively.

U. "Transportation Impact Area*" shall be defined as the roadway segments and intersections receiving transportation impacts where the cumulative traffic generated by a proposed PSP* in combination with prior approvals of this project will be five percent (5%) or more of the Acceptable Level of Service*. This area will be determined with the Phase 2 traffic study. This area is generally depicted on Map J which was submitted with the ADA. This area will be revised as appropriate, based on a new Traffic Study*.

V. "Vertical Development*" shall mean and shall be deemed to include the construction of new residential units and non-residential units or the reconstruction or addition to any structure.

W. "Warranted*" shall mean a determination by the County based on generally accepted transportation engineering practices that the Acceptable Level of Service* cannot be maintained on a roadway segment or intersection without the construction of a transportation improvement required by this Development Order.

X. "Wetland*" shall mean any wetland under the jurisdictional limits defined by Chapter 40D-4.021, Florida Administrative Code, and implemented by the Florida Department of Environmental Protection, or as defined within Chapter 40D-4, F.A.C., and implemented by the Southwest Florida Water Management District.

Y. The definitions contained in Chapter 380, Florida Statutes, shall apply to this Development Order.

SECTION 4. DEVELOPMENT CONDITIONS

A.(1) Approved Development Totals pursuant to this D.O. are as set forth in Table 1. Development authorized for construction pursuant to this Development Order approval shall be limited to Phase 1 only*. Development approval beyond Phase 1 shall be subject to review and approval of a transportation analysis pursuant to Section 380.06 Florida Statutes.

A.(2) Development may occur anywhere on site provided all conditions of this Development Order are adhered to and it is concurrent with all necessary infrastructure improvements.

A.(3) The Developer* has demonstrated the availability of adequate infrastructure for Phase 1, including roads, parks, transit, potable water, waste water service, solid waste service, fire, police, and other emergency services and is hereby issued a Level of Service Certificate for Phase 1 which will expire December 30, 2002.

A.(4) Tradeoffs between the land uses set forth in Table 1 may be granted by the Board of County Commissioners with an amendment to the General Development Plan approved by the Board along with a traffic study addressing any changes in trip generation, distribution, average queue length at intersections, and any mitigation necessary as a result of the tradeoff (Note: Even if the trip generation estimates as a result of the tradeoff are less than or equal to what was previously approved, a traffic study shall still be required to address the change in entering and exiting percentages, and consequently other measures of effectiveness). The Board and staff have not reviewed any such "tradeoff" and have not determined whether any "tradeoff" is appropriate. Any proposal for a "tradeoff" shall be reviewed for compliance with the provisions of this Development Order, the Manatee County Land Development Code, and the Manatee County Comprehensive Plan. The developer shall also be required to demonstrate that 1) the quantities of solid waste generated, potable water consumed, and wastewater, and 2) the impacts to the County Parks, Transit Services, EMS, and Sheriff, in the event of any tradeoffs, are less or meet County standards in effect at the time of tradeoff. The Developer* shall give DCA and the Tampa Bay Regional Planning Council notice of its intent to trade off land uses at least 15 days prior to the County's approval of any such trade off. The Notice shall identify the resulting impacts of the trade off in terms of land use, traffic generation, potable water, wastewater, solid waste, and affordable housing. In addition, the DRI annual report shall include information indicating cumulative amounts of development which have been approved by the County as of the annual report date and the resulting impacts on traffic generation, potable water, wastewater, solid waste, and affordable housing. Following the County's approval of any such trade off, the County shall provide to the Department of Community Affairs and TBRPC a copy of said approval. Such notice shall not require an NOPC or Substantial Deviation Determination.

The following limitations shall apply to any tradeoff:

1. No land use category in the final Project totals shall contain more development than that reflected in Table 1.

2. The mix of approved uses within an individual Phase shall not be increased nor decreased by more than 200 dwelling units.

3. The mix of approved uses within an individual Phase shall not be increased nor decreased by more than 200,000 square feet of General Commercial.

4. The mix of approved uses within an individual Phase shall not be increased by more than 75 hotel rooms.

5. The amount of light industrial converted to residential shall be restricted to a maximum of 78,000 square feet of industrial space.

TABLE 1
COOPER CREEK CENTER
PROJECT SUMMARY

TYPE OF DEVELOPMENT:	Multi-use	
LOCATION:	Northwest quadrant of I-75 and University Parkway, in southeastern Manatee County	
TOTAL DEVELOPMENT AREA:		**604 Acres**
Residential		329 Acres
Commercial/Hotel ◆		96.5 Acres
Industrial/Institutional ◆		40 Acres
Open Space (Roads, Right-of-Way, etc.)		139.18 Acres
	Phase One Totals ◆	**Development Totals**
	Development	Development
Residential Units	628 d.u.	1,280 d.u.
Commercial ◆	400,000 Sq. Ft.(1)(2)	497,000 Sq. Ft.(1)
Industrial/Institutional ◆	114,000 Sq. Ft.	200,000 Sq. Ft.
Hotel	250 Rooms	400 Rooms
P.M. Peak Trips	2,856 Trips	
BUILD-OUT DATE	December 30, 2002	December 30, 2008

◆ may include communication antenna structures as allowed by the approved General Development Plan and applicable regulations.

(1) Includes gross floor area for hotel.
(2) Includes one communication antennae structure.

A.(5) Existing agricultural uses on the property, in whole or in part, as an approved secondary use are hereby granted until development commences on the applicable section or portion of the site.

A.(6) Any excess infrastructure capacity constructed to potentially serve development beyond that described in Condition A.(1) shall be at the developer's risk and shall not be construed to vest additional Vertical Development* construction rights.

TRANSPORTATION CONDITIONS

B.(1) Traffic Studies* shall be required for approvals for development beyond that specified for Phase 1*, pursuant to Section 380.06, F.S.

B.(2) No portion of the development beyond that set forth in Phase 1 in Table 1 shall receive approval, in conjunction with existing traffic and traffic anticipated as a result of other project Development Approvals*, will have a probable result of causing or significantly contributing to degradation of the Acceptable Level of Service* existing on the intersections in the Transportation Impact Area* at time approval is sought, unless Funding Commitments* are in place.

B.(3) Maintenance of Acceptable Level of Service* on intersections or in the Study Area to be determined consistent with methodologies in accordance with Section 380.06, Florida Statutes shall be verified by the developer to the satisfaction of the County

Transportation Authority* as part of each annual report as required by Subsection 380.06(18), Florida Statutes.

B.(4) There shall be no approvals granted as to development beyond that specified for Phase 1 in Table 1 unless the transportation improvements required have been completed or such improvements are determined as not warranted under the Traffic studies*. The Developer*its successors, assigns, or transferees, has prepaid transportation component impact fees for Vertical Development* specified for Phase 1 in Table 1 in the amount of $1,040,000.00 in accordance with the Fee Agreement * entered into with Manatee County, incorporated herein by reference. Such impact fees shall be credited against transportation component fees subsequent due Manatee County. Such payment shall not prevent Manatee County form revising or increasing the impact fees due from the Developer as provided in Ordinance 86-09, to which these advance sums are applied.

B.(5) The Developer* shall continue to demonstrate continuous progress towards building permit applications for the development totals set forth for Phase 1 in Table 1. Continuous progress shall mean Final Plat approval (or the issuance of building permits if a Final Plat is not required) for 200 residential lots or dwelling units and the issuance of building permits for at least 50,000 square feet of non-residential use. Failure to demonstrate such progress may require a revised and updated Traffic Study* to demonstrate that Acceptable Levels of Service* are still projected to exist at the time building permits are issued. The determination that a revised and updated Traffic Study* is required shall be made by the Board of County Commissioners at a public hearing with notice to the developer, upon recommendation by the Planning Director.

B.(6) The Developer* shall provide for a bus bay area acceptable to Manatee County at one location within each commercial and industrial land use area and at one location on University Parkway near the project entrance at time of Development. (This condition provides the Transportation Management System required by TBRPC).

B.(7) The Developer* shall implement, at their expense, the following specified safety transportation improvements prior to the issuance of the next Certificate(s) of Occupancy for Phase 1:

a. Signalize the intersection of University Parkway and Cooper Creek Boulevard. The signal shall be of the mast arms type.

b. Provide a westbound right-turn deceleration lane on University Parkway, at the intersection with Cooper Creek Boulevard. The turning lane length shall be 500 feet.

c. Provide an additional southbound left-turn lane on Cooper Creek Boulevard at the intersection with University Parkway. The resulting dual left-turn lanes shall have a queue length component of 225 feet each. The Southbound right-turn lane queue length should be 150 feet. The dual left-turn lanes shall be supplemented by guiding pavement markings to provide turning lane separation (2-ft long dashed lines with 4-ft gaps to channelize turning traffic).

B.(8) The Developer* shall evaluate the need for traffic safety and circulation improvements with each PSP*. Manatee County shall review and evaluate the information submitted by the Developer* and reserve the right to require additional safety and circulation improvements such as turn lanes, signals, signal timing, and pavement markings.

ENVIRONMENT

Air Quality

C.(1) Manatee County shall reserve the right to require mitigation measures or a revision of the site plan to alleviate potential negative impacts of the project on ambient air quality.

Water Quality, Wetlands* and Drainage

D.(1) In order to protect water quality in the Braden River watershed and the Evers Reservoir Watershed, there shall be no degradation of water quality by stormwater exiting the site. All stormwater discharges to the Braden River shall be required to meet all state water standards and criteria as defined in Chapters 62-3, 62-302, and 62-25, F.A.C., as well as Manatee County requirements.

D.(2) The Developer* shall continue to conduct the approved comprehensive surface water quality and quantity monitoring program approved by the County and the Environmental Management Department (EMD) in accordance with Exhibit H. The program shall continue through one year beyond project buildout. The County may require that the program may be extended beyond buildout if conditions are observed that would require additional monitoring. All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by the appropriate authority.

Any changes to the Surface Water Quality Monitoring Program Criteria, as outlined in "Exhibit H", shall be submitted to the City of Bradenton and TBRPC for review and comment, and approval by Manatee County.

Should Manatee County adopt a Comprehensive Evers Reservoir Watershed Surface Water Quality Monitoring Program and the Developer* participates in this Comprehensive Surface Water Quality Monitoring Program, then the Developer*, with the approval by Manatee County and TBRPC, may terminate the required Surface Water Quality Monitoring Program contained in this Development Order.

D.(3) The Developer* shall continue to conduct the comprehensive ground water quality and quantity monitoring program as previously approved by EMD and attached as exhibit H. The program shall continue through one year beyond project buildout.

All water quality sample collections and laboratory analysis shall be made in accordance with USEPA/FDEP approved methodology. The laboratory performing the analyses shall be certified by the Florida Department of Health and shall have an approved comprehensive quality assurance plan on file with the FDEP. Any violation of federal, state, or local water quality standards shall require corrective measures as required by that approved authority.

D.(4) The Developer* shall be responsible for Operation and Maintenance for all portions of the Surface Water Management System, except for those portions which are dedicated to and accepted by the County.

D.(5) All development shall be subject to the requirements of Chapter 40D-4, F.A.C. All Wetlands* in the entire 604.68 acre development shall be subject to the requirements of Section 719 of the Manatee County Land Development Code.

D.(6) Impacts to Wetlands*, Preservation Areas*, and Conservation Areas* shall be mitigated in accordance with Table 3. Mitigation shall be required prior to the completion of the sub-phase in which the impact occurs.

a. **Preservation and Conservation Areas***

Preservation and Conservation Area* shall comprise of all SWFWMD jurisdictional wetlands, in addition to other areas as delineated on Exhibit C.

The Conservation Areas* on site encompass approximately 51.96 acres as indicated on the attached Revised Preservation/Conservation Map, Exhibit C. All Conservation Areas* shall remain undisturbed or mitigated if they are to be or have been disturbed.

There shall be no impact to those Wetlands* encompassing approximately 16.41 acres, indicated as Preservation Areas* on the attached Revised Preservation/Conservation Map, Exhibit C. Impacts authorized pursuant to state and federal permits approved prior to the effective date of this development order and impacts for necessary infrastructure (such as roads, utility lines, recreational trails, and paths, as provided by TBRPC policy) may be allowed.

b. **Wetland Areas***

Wetlands created as a result of flood storage compensation shall be credited as mitigation lands if acceptable to the Environmental Management Department and other permitting agencies.

As required by Manatee County Comprehensive Plan Policies 2.3.1.2, 2.3.4.6., 3.2.1.9., and 3.3.6.4., the Developer* shall provide buffers around all Post-Development Wetlands*. Variable width buffers may be approved in accordance with Section 719.11.1 of the Land Development Code.

Mitigation security for impacts to wetlands, preservation and conservation areas shall be required in accordance with applicable County Ordinances.

All herbaceous mitigation areas and littoral shelves used for mitigation shall be monitored annually after planting for a period of three years. Forested mitigation areas shall be monitored annually for at least five years. Monitoring shall include survival rates, species diversity composition, spreading, and exotic species encroachment. Additional planting may be required to maintain an 85 percent survival of planted species at the end of three years.

All Post Development Wetlands*, Conservation and Preservation Areas*, and their buffers shall be protected by a recorded conservation easement to Manatee County, as a separate easement document acceptable to Manatee County, and shall be shown on any Preliminary and Final Site Plans and Subdivision Plats. Deed restrictions shall be included that prohibit development activity and removal of native vegetation in the conservation easement unless approved by the County and any permitting agency or agencies with jurisdiction. Any replanting within the buffer shall be with flora native to the Braden River area of Manatee County.

Each annual report shall include the results of the mitigation monitoring. The report shall also include information on what Conservation Areas* and Preservation Areas* have been impacted and the steps taken to mitigate the impacts and the results of the mitigation monitoring.

TABLE 3

COOPER CREEK CENTER
MINIMUM WETLAND*, PRESERVATION, AND CONSERVATION AREA* MITIGATION RATIOS

	MITIGATION RATIOS•	
AREAS	HERBACEOUS	FORESTED
TBRPC Preservation & Conservation Area*	2:1	3:1
Wetlands*	2:1 ♦	4:1 ♦

If an area falls under two categories, then the most restrictive mitigation ratio shall apply.
♦ May be reduced in accordance with the Manatee County Land Development Code and Comprehensive Plan.
● Ratio is Mitigated Wetland*: Disturbed Wetlands*.

D.(7) The stormwater management systems shall be designed, constructed, and maintained to meet or exceed the requirements of the adopted Manatee County Comprehensive Plan and Chapter 62-25, F.A.C. The stormwater management system within the Evers Reservoir watershed shall treat stormwater to Outstanding Florida Waters standard. Stormwater treatment shall be provided by biological filtration where required by the Master Drainage Plan as referenced as "Exhibit I".

D.(8) The Developer* shall not seek permits for, or otherwise implement, any point source discharges of pollutants into the Braden River or its tributaries. Stormwater is not point source discharge as defined today, and no re-definition of point source discharges shall create a requirement that existing storm water discharges be prohibited under this section.

FLOODPLAINS

E.(1) All habitable portions of structures shall be constructed above the 100-year floodplain, and in accordance with local, state, and federal requirements.

E.(2) Any encroachment of the 100-year floodplain or floodway shall be mitigated in accordance with FEMA and Manatee County standards.

E.(3) No discharges to groundwater shall be permitted on-site.

ECONOMICS

F.(1) The Cooper Creek Center development shall promote entrepreneurship and small and minority-owned business start-up, and encourage non-discriminatory employment opportunities, pursuant to Policies 21.2, State Comprehensive Plan and 2.7.2, FRSRPP, respectively.

WILDLIFE HABITAT AND VEGETATION

G.(1) In the event that any species listed in Rule 39-27.003 through 39-27.005, FAC, are observed frequenting the site for nesting, feeding, or breeding, proper protection or mitigation measures shall be employed immediately in cooperation with the Florida Game and Fresh Water Fish Commission (FGFWFC), the Manatee County Environmental Management Department (EMD), and the Florida Department of Community Affairs. This shall include, at a minimum, a wildlife management plan which contains information on impacts to listed species, site maintenance, fire frequency, Wetland* management, and boundary protection. Any such plan not adopted as part of the original Development Order shall require an amendment to the Development Order.

ARCHAEOLOGICAL AND HISTORICAL RESOURCES

H.(1) Any historical or archaeological resources discovered during development activities shall be immediately reported to the Florida Department of State Division of Historical Resources (DHR) and treatment of such resources shall be determined in cooperation with the DHR, and Manatee County. Treatment of such resources must be completed before resource-disturbing activities are allowed to continue. A description of the project's compliance with these conditions shall be included in the subsequent annual reports, to be submitted for review to DHR, in addition to TBRPC and Manatee County.

WASTEWATER

I.(1) Sewer lift stations shall be designed and equipped in accordance with Manatee County's Public Works Department guidelines with several means of back-up, to provide assurance against equipment failure and discharge to the environment. These shall include:

a. Lift stations with 35HP (or less) motors shall have an auxiliary generator receptacle on the panel box.

b. Stations with greater than 35HP motors shall include an on-site stationary generator set with remote transfer capability.

c. Wet wells to contain sewage line surcharges or overflows.

d. Emergency by-pass pumpouts for tank trucks.

e. 100 percent redundancy in lift station pumping equipment.

I.(2) The disposal of waste into the sewer system shall comply with the Manatee County Sewer Use Ordinance (91-39).

I.(3) The Developer* shall not utilize on-site wastewater treatment.

WATER

J.(1) The Developer* shall require the installation of water conservation fixtures. Water saving devices shall be installed in accordance with the Florida Water Conservation Act (Section 553.14, Florida Statutes). The Developer* shall require the use of native vegetation and xeriscape techniques, to be used in landscaping to the greatest extent possible.

J.(2) The Developer* shall use only non-potable water to meet non-potable demands. For purposes of this Development Order, "non-potable" water is defined as water emanating from any source other than a public water utility. No reclaimed water shall be used within the Evers Reservoir watershed provided that if spray effluent is permitted by Manatee County and other agencies having jurisdiction, no amendment to the Development Order shall be required to allow the Developer* to use spray effluent.

J.(3) The Developer* shall comply with the rules and recommendations of the SWFWMD in regard to protection of the groundwater resources.

SOLID/HAZARDOUS WASTE

K.(1) The Developer* shall provide to all Cooper Creek Center businesses information that:

a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in the specially-designated containers or areas;

b. Concerns the availability of existing companies that will accept wastes for recycle, reuse, exchange, and treatment; and

c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

K.(2) The Developer* shall notify all commercial tenants of their responsibility to comply with all the applicable sections of Title III (Community Right-to-Know Law) of the Superfund Amendment and Reauthorization Act (SARA).

ENERGY

L.(1) All Cooper Creek Center Community tenants, business, residents, etc., shall be notified in writing by the Developer* upon occupancy, that the following related practices are encouraged:

a. Use energy alternatives, such as solar energy, resource recovery, waste heat recovery, and co-generation, where economically feasible;

b. Obtain energy audits provided by energy companies or other qualified agencies;

c. Install water heater timers and set water heaters at 130 degrees Fahrenheit or lower;

d. Use landscaping and building orientation to reduce heat gain, where feasible, for all Cooper Creek Center Community construction;

e. Promote energy conservation by employees, buyers, suppliers, and the public, as appropriate;

f. Reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours, as appropriate;

g. Institute and utilize recycling programs; and

h. Utilize energy efficient packaging or recyclable materials.

L.(2) The Developer* should designate an energy officer to establish energy policies, monitor energy use, and encourage conservation for project businesses. This information shall be included in the first annual report.

RECREATION AND OPEN SPACE

M.(1) All recreation and open space areas not dedicated to the County or other state agencies shall be maintained by the Developer*.

M.(2) A decrease in open space acreage shall require a substantial deviation determination conducted pursuant to Subsection 380.06(19), Florida Statutes.

PUBLIC SAFETY

N.(1) Sheriff and emergency medical services will be provided by Manatee County. The Developer* shall be responsible for contributing a pro-rata share of the cost of land acquisition, construction, and equipping of emergency service facilities for police and emergency medical services or any combination thereof. The Developer* may, with the concurrence of the County, satisfy this obligation in whole or in part by conveyance of land deemed suitable for the intended use by the County or payment of impact fees, as allowed by the Land Development Code, if applicable. An agreement, for Phase I, as to pro-rata share, mutually acceptable to the County and the Developer*, has been reached for EMS and the Sheriff's Department prior to the issuance of this Development Order ("Exhibit E"). Said agreement shall be amended prior to approval of Phase II.

N.(2) The Cooper Creek Center development shall be designed and constructed to meet or exceed specifications of the State Fire Code - Rule 4A-3.012, FAC or be in compliance with Manatee County Comprehensive Plan and Land Development Code Requirements.

GENERAL CONDITIONS

O.(1) The Developer* shall be required to adhere to any and all commitments made in Section 5 incorporated herein, unless that commitment is superseded by a Development Order Condition in which case the Development Order Condition shall prevail.

O.(2) The Developer* shall submit annual DRI reports in accordance with Section 380.06(18), Florida Statues, to Manatee County, the Tampa Bay Regional Planning Council, the State Land Planning Agency, and other agencies, as may be appropriate, on the anniversary of the effective date of this Development Order and each year thereafter until such time as all terms and conditions of this Development Order are satisfied. Six (6) copies of this report shall be submitted to the Director of Manatee County Planning Department or the Director's designee, who shall review the report for compliance with the terms and conditions of this Development Order and who may submit an appropriate report to the County Commission should the Director decide that further orders and

conditions are necessary. The Developer* shall be notified of any Board of County Commissioners hearing wherein such report is to be considered or reviewed; provided, however, that receipt and review of any such report by the Board of County Commissioners shall not be considered as a substitute, waiver, or change of any conditions, or any terms or conditions of this Development Order. The annual report shall contain the following:

a. Any changes in the plan of development, or in the representation contained in the ADA*, or in the phasing for the reporting year and for the next year;

b. A summary comparison of development activity proposed and actually conducted for the year;

c. Undeveloped tracts of land, other than individual single-family lots, that have been sold to a separate entity or Developer*;

d. Identification and intended use of lands purchased, leased, or optioned by the Developer* adjacent to this DRI site since the amended Development Order was issued;

e. An assessment of the Developer*'s and the local government's compliance with the conditions of approval contained in the DRI development order and the commitments that are contained in the Application for Development Approval* and which have been identified by the County, the TBRPC, or the Department of Community Affairs as being significant;

f. Any known incremental DRI Applications for Development Approval* or requests for a substantial deviation determination that were filed in the reporting year and to be filed during the next year;

g. An indication of a change, if any, in local government jurisdiction for any portion of the development since the development order was issued;

h. A list of significant local, state, and federal permits which have been obtained or which are pending by agency, type of permit, permit number, and purpose of each;

i. A statement that all persons have been sent copies of the annual report in conformance with Subsections 380.06(14) and (16), Florida Statutes; and

j. A copy of any recorded notice of the adoption of a development order or the subsequent modification of an adopted development order that was recorded by the Developer* pursuant to Subsection 380.06(14)(d), Florida Statutes.

k. A statement that all persons have been sent copies of the annual report in conformance with Subsections 380.06(18), Florida Statutes; and

l. Reports or information pursuant to stipulations B(3), D(2), D(3), D(6), D(8), F(1), H(1), I(2), and L(2).

O.(3) Any changes in the Development from the parameters set forth in the Application* and this Development Order shall be governed by Subsection 380.06(19), Florida Statutes.

O.(4) The Manatee County Planning Director or the Director's authorized designee shall be responsible for monitoring the Development and ensuring its compliance with this Development Order. The data necessary for monitoring the Development shall be generated by building permits, certificates of occupancy, approval of plats and offering statements, the Annual Report, and on-site observations. The enforcement of the Terms and conditions of this Development Order shall be through such means as are authorized by Chapter 380, Florida Statutes, and through the Manatee County Land Development Code.

O.(5) The Developer* has elected, pursuant to Section 380.06(5)(c), Florida Statutes, to be bound by the rules adopted pursuant to Chapters 403 and 373, Florida Statutes, in effect at the time that this Development Order is issued on September 30, 1997. Accordingly, to the extent the provisions of Section 380.06(5)(c), Florida Statutes, affect the determination as to which rules are applicable to the Development, said election shall apply, notwithstanding any provision in this Development Order to the contrary.

O.(6) This Development Order shall expire December 30, 2009. Buildout for Phase One shall be completed by December 30, 2002 and buildout for Phase Two shall be completed by December 30, 2008. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

O.(7) This Ordinance shall constitute a Development Order issued in accordance with Chapter 380, Florida Statutes.

O.(8) In the event of a Development Order appeal or other legal challenge of the Development Order by the DCA or TBRPC, the Developer shall pay all costs and fees of County Staff and attorneys the County is required to expend related to said appeal or legal challenge at the rate of the processing fee for the Development Order under the current Planning fee schedules. Payment of all billings by the Developer related to such fees and costs shall be made within 45 days of the submittal of an invoice. Payment to County staff and County attorneys shall be at the rate of the processing fee for the Development Order under the current Planning fee schedule, and payment shall be remitted within forty-five days of submittal of an invoice.

SECTION 5. DEVELOPER* COMMITMENTS

Developer* commitments set forth in the attached "Exhibit F" shall be honored by the Developer*, except as they may be superseded by specific terms of this Development Order.

SECTION 6. LEGAL DESCRIPTION

Development of Cooper Creek Center shall be restricted to the 604.68 acre tract of land described by the legal description included as "Exhibit A" attached to and made a part of this Development Order.

SECTION 7. COMMENCEMENT OF DEVELOPMENT

Physical development of the project not previously permitted shall commence within three (3) years of approval of this Development Order unless the time period for commencement is extended by the Board of County Commissioners; however, no Development Approval* shall occur until the expiration of the appropriate appeal for this Development Order. If any five year period shall expire without significant development activity on the site, the Board of County Commissioners may conduct a public hearing in accordance with the Land Development Code and may, at its option, based on testimony presented at that hearing, rescind or suspend or take other appropriate action on any and all approvals granted herein except where the failure to carry out development is attributable to factors beyond the control of the Developer* (such as the unavailability of permits because of inadequate public facilities, or for any other similar reason). For the purpose of this provision, "significant development" shall be the actual construction of Vertical Development* as part of an ongoing effort to prepare improved land or buildings for sale, lease, or use.

SECTION 8. RESTRICTIONS ON DOWN-ZONING

Prior to December 30, 2002, the County may not down-zone or reduce the intensity or unit density permitted by this order, unless the County can demonstrate that:

A. Substantial changes in the conditions underlying the approval of the order have occurred; or

B. The order was based upon substantially inaccurate information provided by the Developer*; or

C. The change is clearly established by the County to be essential for the public health, safety, or welfare.

Any down-zoning or reduction in intensity shall be effected only through the usual and customary procedures required by statute or ordinance for change in local land development regulations.

For the purposes of this order, the term "down-zone" shall refer only to changes in zoning, land use, or development regulations that decrease the development rights approved by this order, and nothing in this paragraph shall be construed to prohibit legally enacted changes in zoning regulations which do not decrease the development rights granted to the Developer* by this order. The inclusion of this section is not to be construed as evidencing any present or foreseeable intent on the part of the County to down-zone or alter the density of the development, but is included herein to comply with Paragraph 380.06(15)(c)3, Florida Statutes.

SECTION 9. BINDING ORDER UPON DEVELOPER*

This order shall be binding upon the Developer* and Owners*.

SECTION 10. COMPLIANCE WITH CODES, ORDINANCES

All development undertaken pursuant to this order shall be in accordance with all applicable local codes and ordinances in effect at the time of permitting, and other laws, except as specifically provided herein.

SECTION 11. RENDITION

The Planning Department is hereby directed to send certified copies of this Development Order within thirty (30) days of the Board of County Commissioners approval effective date of this Development Order to the Developer*, the DCA, and the TBRPC.

SECTION 12. NOTICE OF RECORDING

The Developer* shall record a notice of adoption of this order as required pursuant to Chapter 380, Florida Statutes, and shall furnish the Planning Department a copy of the recorded notice.

SECTION 13. SEVERABILITY

It is the intent of this development order to comply with the requirements of all applicable law and constitutional requirements. If any provision or portion of this development order is declared by any court of competent jurisdiction to be void, unconstitutional, or unenforceable, then such provisions or portions shall be deemed null and void but all remaining provisions and portions of this development order shall remain in full force and effect.

SECTION 14. EFFECTIVE DATE

This Ordinance shall become effective upon filing and recording of a public notice as required by Section 12 above and filing of this Ordinance with the Secretary of State, provided, however, that the filing of a notice of Appeal pursuant to Section 380.07, Florida Statutes shall suspend development authorization granted by this Development Order.

SECTION 15. NEW DEVELOPMENT ORDER FOR DRI NO. 14.

The previous development order for COOPER CREEK CENTER which was adopted on January 9, 1986 and all subsequent amendments are hereby replaced in their entirety.

PASSED AND DULY ADOPTED with a quorum present and voting by the Board of County Commissioners of Manatee County, Florida this the 4th day of November, 1997.

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

BY: Patricia M. Glass
Chairman

By: Susan D. Cummings

ATTEST: R.B. SHORE
Clerk of the Circuit Court

"EXHIBIT A"

LEGAL DESCRIPTION COOPER CREEK CENTER

FROM THE S.W. CORNER OF SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, BEING ON THE NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD, RUN S 89°24'05" E (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLAN COORDINATE SYSTEM), ALONG THE SAID NORTH RIGHT OF WAY LINE, A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING; THENCE N 00°20'30" W, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 36, A DISTANCE OF 5343.35 FEET; THENCE N 02°45'45" E, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 26, TOWNSHIP 35 SOUTH, RANGE 18 EAST, A DISTANCE OF 2674.17 FEET TO THE NORTH LINE OF THE S.W. 1/4 OF SAID SECTION 25; THENCE S 89°10'54" E, ALONG SAID NORTH LINE, A DISTANCE OF 2335.77 FEET TO THE WESTERLY RIGHT OF WAY LINE OF S.R. 93 (I-75, SECTION 13075-2402); THENCE ALONG SAID WESTERLY RIGHT OF WAY LINE (AND INTERSECTION RIGHT OF WAY) THE FOLLOWING EIGHT COURSES: VIZ: S 13°40'31" E, A DISTANCE OF 6145.63 FEET; AND S 09°40'31" E, A DISTANCE OF 518.74 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 3180.04 FEET; AND SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 11°30'18", A DISTANCE OF 638.55 FEET; AND S 04°37'06" W, A DISTANCE OF 450.00 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 216.0 FEET; AND SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 83°40'21", A DISTANCE OF 315.44 FEET, TO THE P.T. OF SAID CURVE; AND S 88°17'27" W, A DISTANCE OF 628.42 FEET; AND N 89°25'07" W, A DISTANCE OF 298.24 FEET ; AND S 00°34'53" W, A DISTANCE OF 2.00 FEET, TO THE ABOVE DESCRIBED NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD; THENCE ALONG SAID NORTH RIGHT OF WAY LINE THE FOLLOWING EIGHT COURSES: VIZ: N 89°25'07" W, A DISTANCE OF 440.34 FEET; AND N 89°24'06" W, A DISTANCE OF 7.33 FEET, TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 5865.58 FEET; AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 828.89 FEET, TO THE P.T. OF SAID CURVE; AND S 82°30'06" W, A DISTANCE OF 549.31 FEET; AND S 00°35'54" W, A DISTANCE OF 33.33 FEET; AND S 82°30'06" W, A DISTANCE OF 12.41 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 5626.58 FEET, AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 795.11 FEET, TO THE P.T. OF SAID CURVE; AND N 89°24'05" W, A DISTANCE OF 220.21 FEET TO THE POINT OF BEGINNING. LYING AND BEING IN SECTIONS 25 & 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY, AND RESTRICTIONS OF RECORD.

CONTAINING 604.68 ACRES, MORE OR LESS.

14525

RECORDED 2/10/87

PAGE NO 226

MINUTE BOOK NO. 36

FEE AGREEMENT

THIS AGREEMENT is made by and between MANATEE COUNTY, FLORIDA, a political subdivision of the State of Florida ("COUNTY") and WILBUR BOYD CORPORATION, a Florida corporation, its successors and assigns ("DEVELOPER").

WHEREAS, on January 9, 1986, COUNTY adopted Resolution R-85-236 granting a Development Order for Cooper Creek Center, a Development of Regional Impact, which Development Order has been amended by Resolution R-86-323 adopted on December 23, 1986, to address transportation impacts in relation to proposed changes determined not to be a substantial deviation; and

WHEREAS, R-86-323 vests a designated number of vehicular trips for a designated number of developable square footage and DEVELOPER and COUNTY wish to ensure that roads impacted by COOPER CREEK CENTER will have sufficient level of capacity to maintain the acceptable level of service when build out occurs; and

WHEREAS, Manatee County Ordinance 86-09, the Manatee County Impact Fee Ordinance, encourages the use of a Fee Agreement for the pre-payment of all or part of the assessed impact fee and such Fee Agreement would facilitate the County's ability to provide and maintain an acceptable level of service on University Parkway impacted by COOPER CREEK CENTER and in accordance with applicable Interlocal Agreements between County and Sarasota County, Florida.

W I T N E S S E T H:

NOW, THEREFORE, in consideration of the mutual covenants contained herein, COUNTY and DEVELOPER agree as follows:

1. Advance Payment of the Transportation Component Impact Fees. DEVELOPER shall pay to COUNTY an advance payment of the Transportation component of impact fees assessed by the Fee Schedule in Ordinance 86-09, as provided herein.

O.R. 1174 PG 0905

3244

2. Amount of Payment. The advance payment stated in Paragraph 1 herein, shall be in the amount of One Million Forty Thousand Dollars ($1,040,000). In the event the DEVELOPER pays any impact fees for development in COOPER CREEK CENTER prior to the time the advance payment is required, then the amount of transportation component of impact fees so paid shall proportionately reduce the amount of advance payment due pursuant to this Agreement. Such payment shall not prevent Manatee County from revising or increasing the impact fee due from Cooper Creek Center as provided in Manatee County Ordinance 86-09, to which these advance sums shall be applied. The difference shall be payable at the time of or before the issuance of a Certificate of Occupancy for vertical development.

3. Time of Payment. Approximately ninety (90) days prior to COUNTY'S advertising for bid for the four laning of University Parkway, COUNTY shall provide written demand on DEVELOPER for payment of the funds determined as payable pursuant to Paragraph 2 of this Agreement.

4. Failure to Pay. In the event that DEVELOPER fails to pay the sum determined pursuant to Paragraph 1 within thirty (30) days as provided in Paragraph 2, the County may withhold building permits in the phase of Cooper Creek Center then under construction or any subsequent phases, or enforce this agreement through any means otherwise available at law.

5. Rebate or Refund. In the event that any development approval for Cooper Creek Center is duly amended in such a manner as to reduce the transportation component impact fee of $1,040,000.00 due to the County and prior to such amendment, the County has requested payment of

the $1,040,000.00 of impact fees as set forth in Paragraph 3 above, the Developer shall not be entitled to a refund or rebate of any of such fees. Nothing set forth herein shall limit the rights of the Developer to request or receive a refund under Section 120.F(3)(e) of the Manatee County Comprehensive Zoning and Land Development Code of impact fees previously paid.

6. Amendment or Termination. This Agreement shall not be amended or terminated without the mutual written agreement of the parties hereto.

7. Binding Effect. This Agreement and obligations imposed on DEVELOPER hereunder run with the land described in Exhibit "A", which by reference is incorporated herein, and shall be binding on DEVELOPER, its successors and assigns and shall be recorded in the Public Records of Manatee County, Florida. Nothing contained in this Fee Agreement shall obligate or bind the County to violate any laws of the State of Florida.

IN WITNESS WHEREOF, COUNTY and DEVELOPER have executed this Fee Agreement on the dates below given.

DEVELOPER:

WILBUR BOYD CORPORATION

By: W H Boyd
President

Date: FEB. 9, 1987

ATTEST:
Valerie Boyd
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF MANATEE

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared W. H. Boyd and Valerie Boyd, well known to me to be the President and Secretary of said corporation and that the seal affixed to the

foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal this 9th day of FEBRUARY, 1987.

Notary Public
My Commission Expires: July 5, 1990

COUNTY:

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

By: Kirkwood H. Fletcher
Chairman

Date: February 10, 1987
2-10-87

ATTEST: R. B. SHORE,
Clerk of the Circuit Court

R. B. Shore, Circuit Court Clerk

3247

COOPER CREEK CENTER

PHASE 1
DESCRIPTION
SKETCH

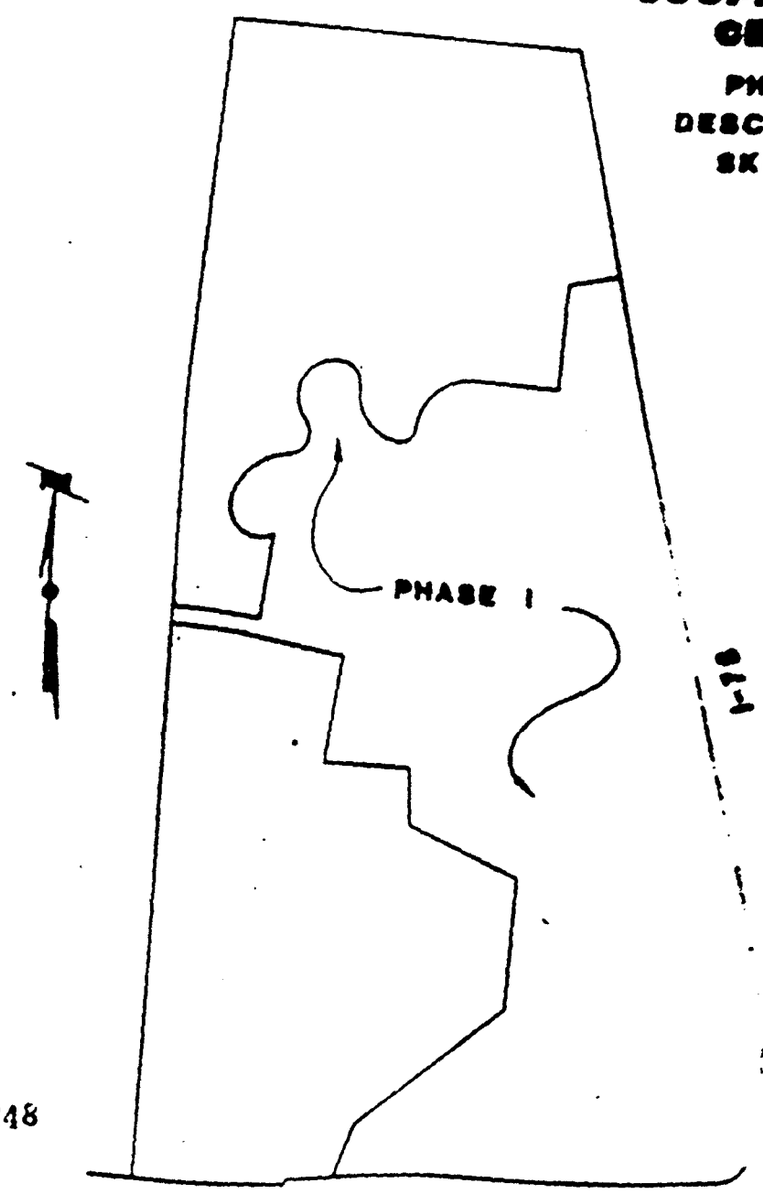


Exhibit D (page 5 of 5)

"EXHIBIT E"

COOPER CREEK PUBLIC SAFETY PRO RATA SHARE AND IMPACT FEE AGREEMENT FOR EMERGENCY MEDICAL SERVICES; POLICE PROTECTION

THIS AGREEMENT, made and entered into, as of this _____ day of _____, 1997, by COUNTY LINE ROAD ASSOCIATES, a Florida Limited Partnership ("County Line"); and SOS Partners Limited Partnership, a Delaware Limited Partnership, by SOS Properties Management Company, Incorporated ("SOS") (County Line and SOS being collectively referred to herein as "Cooper Creek"); and THE COUNTY OF MANATEE, a Subdivision of the State of Florida ("Manatee County").

W I T N E S S E T H:

WHEREAS, Cooper Creek is the owner of certain property located in Manatee County described on the attached Exhibit "A," which Developer is developing as Cooper Creek Center Development of Regional Impact (the "Project"); and

WHEREAS, Manatee County issued a Development Order approving the Application for Development Approval (ADA) for a Development of Regional Impact [DRI #14 - Resolution R-85-236, as amended by R-86-323, R-87-58, R-90-39, R-93-300, R-95-135] for the Project and approved Zoning Ordinance [Z-83-12(R)] for the lands of the Project ; and

WHEREAS, pursuant to Condition 39 of Ordinance Z-83-12(R), the impacts of the development upon Emergency Medical Services were to be identified prior to Final Master Development Plan by the developer using methodology acceptable to, and utilized generally by, the County; and

WHEREAS, pursuant to Condition 40 of Ordinance Z-83-12(R), Cooper Creek was required to contribute a pro rata share of the cost of a site for, and of constructing and equipping the emergency medical services station; and

WHEREAS, pursuant to Condition 44 of Ordinance Z-83-12(R), Cooper Creek was to pay a pro-rata share of the cost of a public service building and other police-related capital facilities required to adequately serve the area; and

WHEREAS, on August 29, 1991 the Board of County Commissioners approved a Final Development Plan - Revised (Cooper Creek Center, Phase 1-A) for a 303,450 square feet of commercial shopping center [PDR/PDC/PDI-86-16(F)(R)]; and

WHEREAS, pursuant to condition 7 of PDR/PDC/PDI-86-16(F)(R), on January 22, 1992, SOS paid $5,205.03 towards the Emergency Medical Services facility and $5,288.97 towards the Police Protection facility for the 303,450 square foot commercial shopping center; and

WHEREAS, Cooper Creek is now requesting County approval of an amended Development Order (Ordinance 97-23) and Zoning Ordinance [PDMU-96-01(Z)(G)] to allow 412 dwelling units, 114,000 square feet of industrial and institutional space, 400,000 square feet of commercial space, including a 250 room hotel, and 250,000 square feet of office space in Phase One; and

WHEREAS, the parties have further agreed upon capital costs for the Emergency Medical Services portion of the fee and the capital costs for the Sheriff's Department portion of the fee, the proportionate share to be borne by Phase One of the Project as proposed in the DRI, and the timing of said contribution payments by Cooper Creek, and that such payments shall fully satisfy all of Cooper Creek's responsibilities and obligations with regard to the Emergency Medical Services and the Sheriff's Department portion of the public services building for the Project; and

WHEREAS, Cooper Creek shall be credited for the fees previously paid for the 303,450 square feet of commercial space, for which Cooper Creek has previously contributed and those fees are not included in the amounts to be paid under paragraphs 1 and 2; and

WHEREAS, Cooper Creek's pro-rata share to satisfy all of Cooper Creek's remaining responsibilities and obligations for Phase One with regard to the Emergency Medical Services portion of the fee pursuant to Section 2, Condition O.(1) of Ordinance PDMU-96-01(Z)(G) and Section 4, Condition N.(1) of Ordinance 97-23 for 412 dwelling units, the remaining unpaid 96,550 square feet of commercial space, including a 250 room hotel, 250,000 square feet of office space, and 114,000 square feet of industrial and institutional space shall be $17,318.00; and

WHEREAS, Cooper Creek's pro-rata share to satisfy all of Cooper Creek's responsibilities and obligations for Phase One with regard to the police protection portion of the fee pursuant to Section 2, Condition O.(1) of Ordinance PDMU-96-01(Z)(G) and Section 4, Condition N.(1) of Ordinance 97-23 for 412 dwelling units, the remaining unpaid 96,550 square feet of commercial space, including a 250

room hotel, 250,000 square feet of office space, and 114,000 square feet of industrial and institutional space shall be $17,575.00; and

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the parties agree as follows:

1. To satisfy all of Cooper Creek's remaining obligations for Phase One with regard to Emergency Medical Services, pursuant to Section 2, Condition O.(1) of Ordinance PDMU-96-01(Z)(G) and Section 4, Condition O.(1) of Ordinance 97-23, Cooper Creek shall make the following payment to Manatee County for allocation to the Emergency Medical Services Department of Manatee County: A payment of $17,318.00, adjusted for inflation as set forth below, prior to the next Final Site Plan approval for the project or the impact fees for Emergency Medical Services component for the remaining unpaid development of the project whichever is greater.

   The $17,318.00 shall be adjusted to compensate for inflation for any unpaid balances after October 1, 1997, based on changes in the Consumer Price Index for Urban Consumers, between July 1, 1997 and the date of payment.

2. To satisfy all of Cooper Creek's obligation for Phase One with regard to police protection pursuant to Section 2, Condition O.(1) of Ordinance PDMU 96-01(Z)(G) and Section 4, Condition N.(1) or Ordinance 97-23, Cooper Creek shall make the following payment to Manatee County for allocation to the Sheriff's Department of Manatee County: A payment of $17,575.00, adjusted for inflation as set forth below, prior to the next Final Site Plan approval for the project or the impact fees for the Law Enforcement component for the remaining unpaid development of the project, whichever is greater.

   The $17,575.00 shall be adjusted to compensate for inflation, for any unpaid balances after October 1, 1997, based on the Consumer Price Index for Urban Consumers between July 1, 1997 and the date of payment.

3. Cooper Creek shall satisfy its obligation to make the payments outlined in paragraphs 1. and 2. by remitting a certified or bank cashier's check made payable to Manatee County.

4. Upon payment of the fees as provided above, Cooper Creek shall be entitled to Emergency Medical Services and Police Protection impact fee credit for payments made to Manatee County pursuant to paragraphs 1. and 2. of this Agreement for all building permits in Phase One obtained after execution of this Agreement.

5. Any contribution not expended or encumbered for professional services, construction, or acquisition of Public Safety facilities to serve this project within ten (10) years after the payment shall be returned to Cooper Creek or its designee. Any credit for impact fees received, pursuant to paragraph 4. of this Agreement, shall be deducted from the amount returned, pursuant to this section.

6. The County agrees that this Agreement constitutes and satisfies Cooper Creek's entire obligation for Phase One for Emergency Medical Services regarding Emergency Medical Services and Police Protection for the project as set forth in the proposed DRI, provided that the Agreement does not address or satisfy Cooper Creek's obligations regarding Fire Protection.

7. The terms and conditions of this Agreement shall inure to the benefit of, and be binding upon, the heirs, personal representatives, successors and assigns of the parties hereto. Each party covenants and represents to the others that it is validly organized and existing under the Laws of Florida, that it has full power and authority to enter this Agreement and comply with the terms hereof, and that the persons executing this Agreement on behalf of such party have been duly and properly authorized to sign on behalf of such party.

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

WITNESSES:

COUNTY LINE ROAD ASSOCIATES,
a Florida Limited Partnership

Signature of Witness

_____
Print/Type Name of Witness

_____

By:_____
Paul L Paver, as General Partner of

Signature of Witness

Print/Type Name of Witness

County Line Road Associates.

SOS PARTNERS LIMITED PARTNERSHIP,
a Delaware Limited Partnership
By: SOS Properties Management Company, Incorporated

Signature of Witness

Print/Type Name of Witness

By: _____
Nancy A. Deyirmenjian, as Vice President of SOS Properties Management Company, Incorporated

Signature of Witness

Print/Type Name of Witness

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on _____ (date), before me, the undersigned Notary, personally appeared Paul L Paver, as General Partner of County Line Road Associates, a Florida Limited Partnership, personally known to me to be the person whose name is subscribed to the within and annexed instrument as a party thereto, executed the same, and that said affiant subscribed his name to this Agreement, and he acknowledged, not under oath, that he executed the foregoing instrument for and on behalf of the corporation and the partnership as such officer for the purposes therein expressed and that he was duly authorized by the corporation and the partnership to do so.

SEAL

Signature of Person Taking Acknowledgement

Type Name

My Commission Expires:

Title or Rank

Commission No.:

Serial Number, if any

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on _____ (date), before me, the undersigned Notary, personally appeared Nancy A. Deyirmenjian, as Vice President for **SOS PARTNERS LIMITED PARTNERSHIP**, a Delaware Limited Partnership, on behalf of SOS Properties Management Company, Incorporated, personally known to me to be the person whose name is subscribed to the within and annexed instrument as a party thereto, executed the same, and that said affiant subscribed his name to the annexed instrument, and he acknowledged, not under oath, that he executed the foregoing instrument for and on behalf of the corporation as its authorized agent for the purposes therein expressed and that he was duly authorized by the corporation and the partnership to do so.

SEAL

Signature of Person Taking Acknowledgement

Type Name

My Commission Expires:

Title or Rank

Commission No.:

Serial Number, if any

COUNTY OF MANATEE, FLORIDA, by and through its Board of County Commissioners

By: _____
Chairman

ATTEST:

_____
R. B. Shore
Clerk of the Circuit Court

EXHIBIT "A"

FROM THE S.W. CORNER OF SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, BEING ON THE NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD, RUN S 89°24'05" E (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLAN COORDINATE SYSTEM), ALONG THE SAID NORTH RIGHT OF WAY LINE, A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING; THENCE N 00°20'30" W, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 36, A DISTANCE OF 5343.35 FEET; THENCE N 02°45'45" E, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 26, TOWNSHIP 35 SOUTH, RANGE 18 EAST, A DISTANCE OF 2674.17 FEET TO THE NORTH LINE OF THE S.W. 1/4 OF SAID SECTION 25; THENCE S 89°10'54" E, ALONG SAID NORTH LINE, A DISTANCE OF 2335.77 FEET TO THE WESTERLY RIGHT OF WAY LINE OF S.R. 93 (I-75, SECTION 13075-2402); THENCE ALONG SAID WESTERLY RIGHT OF WAY LINE (AND INTERSECTION RIGHT OF WAY) THE FOLLOWING EIGHT COURSES: VIZ: S 13°40'31" E, A DISTANCE OF 6145.63 FEET; AND S 09°40'31" E, A DISTANCE OF 518.74 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 3180.04 FEET; AND SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 11°30'18", A DISTANCE OF 638.55 FEET; AND S 04°37'06" W, A DISTANCE OF 450.00 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 216.0 FEET; AND SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 83°40'21", A DISTANCE OF 315.44 FEET, TO THE P.T. OF SAID CURVE; AND S 88°17'27" W, A DISTANCE OF 628.42 FEET; AND N 89°25'07" W, A DISTANCE OF 298.24 FEET ; AND S 00°34'53" W, A DISTANCE OF 2.00 FEET, TO THE ABOVE DESCRIBED NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD; THENCE ALONG SAID NORTH RIGHT OF WAY LINE THE FOLLOWING EIGHT COURSES: VIZ: N 89°25'07" W, A DISTANCE OF 440.34 FEET; AND N 89°24'06" W, A DISTANCE OF 7.33 FEET, TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 5865.58 FEET; AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 828.89 FEET, TO THE P.T. OF SAID CURVE; AND S 82°30'06" W, A DISTANCE OF 549.31 FEET; AND S 00°35'54" W, A DISTANCE OF 33.33 FEET; AND S 82°30'06" W, A DISTANCE OF 12.41 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 5626.58 FEET, AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 795.11 FEET, TO THE P.T. OF SAID CURVE; AND N 89°24'05" W, A DISTANCE OF 220.21 FEET TO THE POINT OF BEGINNING. LYING AND BEING IN SECTIONS 25 & 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY, AND RESTRICTIONS OF RECORD.

CONTAINING 604.68 ACRES, MORE OR LESS.

"EXHIBIT F"

DEVELOPER COMMITMENTS

1. The home sites will be clustered around the sites/ natural features. (ADA Pg 12-1)

2. Infrastructure including water, sewer and electricity, along with roadway paving, will be in place prior to certificate of occupancy. (ADA, Pg 32-2)

3. There will be a minimum of three percent of the original coniferous remaining after development. (Pg 12-4, S.R.)

4. Standard fugitive particulate abatement procedures will be used to control dust prior to construction of the various phases of Cooper Creek Center. (Pg. 13-5, S.R.)

5. Manatee County Air Pollution Rules take effect at the time of construction approval and will apply throughout the balance of construction of Cooper Creek Center. (Pg. 13-5, S.R.)

6. Temporary erosion control measures will be employed during project construction to minimize wind and water erosion. Temporary measures may include hay bales, silt screens, grassing, mulching, floating or staked silt barriers, sandbagging, or other appropriate methods described in the FDOT Standard Specifications for Road and Bridge Construction. Dust control measures such as watering, or the use of calcium chloride will be employed as needed. (ADA, 14-2; SRII, pg A1-10)

7. Flood elevations will generally not be altered by the development; however, the acreages within the flood hazard zones will change due to dredge and fill activities which will occur as part of the construction of the stormwater management system and site grading plan. (Pg. 17-1, S.R.)

8. The 25-year flood elevations of Cooper Creek will be shifted approximately 0.5 feet higher within the project by the construction of a new bridge across Cooper Creek and encroachment down to the 10-year floodplain of Cooper Creek. (Pg. 17-1, S.R.)

9. The 100-year flood elevation will not be increased off-site due to the additional flow capacity provided by the new auxiliary floodway to be constructed in the uplands along the northwest side of Cooper Creek. (Pg. 17-1, S.R.)

10. There will be no significant net change in surface and groundwater at buildout. The stormwater treatment ponds will be instrumental in replenishing the groundwater storage. (SR, pg. C1-8)

11. Clearing of existing vegetation will be selective, emphasizing conservation of valuable existing plant materials and wetlands. (ADA, pg 12-5)

12. The applicant agrees to cooperate with the Division of Archives and Manatee County in deciding the ultimate disposition of any archaeological or historical resources found during construction. (Pg. 19-1, S.R.)

13. The project will comply with the requirement of Chapter 17-25, FAC, concerning water quality of stormwater discharge. (SRIII, pg. 6)

14. The wastewater collection system outside the public rights-of-way will be maintained by the owner of the property. (Pg. 21-1, S.R.)

15. Water users in the industrial park will have individual meters in order to encourage water conservation. (Pg. 21-2, S.R.)

16. The detention areas of the proposed drainage system will be designed to contain the runoff from a 25-year, 24-hour storm event for post-development conditions. (ADA, Pg. 22-1)

17. The project design will consider various methods of energy efficiency and incorporate energy-conserving materials, lighting and equipment., (ADA, 25 3)

18. The proposed facilities and open space will be owned, operated, and maintained by the Developer, its successors and assigns. (SRIV, pg. 17)

19. Permanent erosion control features, such as permanent landscaping, will be incorporated into the project at the earliest practical time. (ADA, Pg. 14-2)

20. When practical, conveyance within the drainage system will incorporate isolated Wetland systems and shallow grassy swales to provide for additional treatment assimilation of nutrients, and additional percolation and evaporation; and utilize shallow grassy swales for conveyance. (ADA, 15-10)

21. Alterations to the flood··in and floodway of Cooper Creek will allow portions of the floodplain and floodway to be uti..ed for development or stormwater mana ient without reducing the conveyance of Cooper Creek or causing an increase in the 100-year flood stage. (Pg. 17-6, ADA)

22. A new crossing between powerline bridge and I-75 bridge may be constructed having a flow cross section at stage 18.0 feet msl at least equal to the existing box culvert crossing under University parkway. This crossing will be either a bridge or a triple box culvert with the center barrel 2.0 feet lower than the outer barrels to provide for passage of animals along the Cooper Creek corridor. (Pg. 22-14, ADA)

23. Natural trail or other passive recreational elements may be constructed in Subbasin A outside the banks of the creek but within the floodway. These elements will be design not to reduce the conveyance of Cooper Creek and its floodway. (Pg. 22-14, ADA)

24. The fire flow required will be based upon the proposed type of construction at the current recommendation of the National Board of Fire Underwriters at the time of construction. (Pg. 23-4, ADA

25. The developer will satisfy county and SWFWMD regulations regarding encroachments on the floodplain of Cooper Creek. (PBS&J/TBRPC meeting June 25, 1985)

26. No upland development is planned within the 25-year floodplain of the Braden River, Subbasins D, E, F and G. (Pg. 17-8, S.R.)

27. Four wildlife corridor areas located along the tributaries within the project will be protected from any future development other than recreation and stormwater retention, through the use of easements and restrictive covenants. (P. 18-1, S.R. and Pg. 18-5, ADA)

Exhibit 6 in

NOPC File

103-11/97

"EXHIBIT H"

SURFACE AND GROUND WATER MONITORING PLANS
COOPER CREEK CENTER
DEVELOPMENT OF REGIONAL IMPACT

This exhibit details the Surface and Ground Water Monitoring Plans required under Sections D.(2) and D.(3) of the Cooper Creek Center Development Order. The Developer* shall develop a monitoring plan addressing the criteria listed below within six months of approval of this Development Order.

a. All points of measurable surface water discharge from the property boundaries, within the Braden River Watershed, shall be monitored on a semiannual basis (wet and dry season). At each station, during each sampling event, three grab samples shall be collected, composited, and transported to an FDEP approved laboratory for chemical analysis. In addition, in-situ field parameters should be measured from the composite sample using appropriately calibrated field meters. The three grab samples encompassing the composition sample shall be collected at least twenty minutes apart.

b. Parametric coverage of the monitoring plan should include the following:

- specific conductance (field)
- temperature (field)
- dissolved oxygen (field)
- pH (field)
- flow rates (field)
- chlorides
- sulfates
- fluoride
- total dissolved solids
- total suspended solids
- ammonia
- nitrate
- nitrite
- total Kjeldahl nitrogen
- total nitrogen
- orthophosphate
- total phosphorous
- copper
- lead
- zinc
- mercury
- nickel
- arsenic
- cadmium
- chromium
- silver
- total coliform
- fecal coliform
- BOD-5
- primary organics (pesticides and herbicides)

c. Sampling events should be performed following storm events of sufficient intensity to create runoff. All points of measurable surface water inflow and discharge from the site should be sampled following a 1/2 inch or greater storm event using methodology approved by the U. S. Environmental Protection Agency for stormwater sampling associated with the NPDES permitting process. Storm event sampling should be performed twice annually, during wet (June-September) and dry (October-May) seasons, respectively.

d. The Developer* shall place a staff gauge in the Cedar Creek tributary and all other applicable sampling stations, for the purpose of obtaining volumetric flow measurements.

e. The results of the monitoring program, and any modifications to the program, shall be subject to reviewed by the County, City of Bradenton, and any other agency requesting review privileges, and for approval by Manatee County and the EMD.

f. All monitoring reports shall be submitted to TBRPC with each annual report and to Manatee County, the City of Bradenton, and any other agency requesting a copy.

Any modifications to the above listed criteria shall be subject to review by the Manatee County Environmental Management Department, the City of Bradenton, and any other agency requesting review privileges, and shall be approved by the Manatee County Board of County Commissioners.

STATE OF FLORIDA

COUNTY OF MANATEE

I, R. B. Shore, Clerk of Circuit Court, in and for the County of Manatee, State of Florida, do hereby certify that the foregoing is a true copy of an ORDINANCE adopted by the Board of County Commissioners of said County in session on the 4th day of November, 1997.

SUBJECT: **ORDINANCE 97-23 AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA, RENDERING A NEW DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR COOPER CREEK CENTER (RESOLUTION 85-236, AS AMENDED BY RESOLUTIONS 86-323, 87-58, 90-39, 93-300, AND 95-135), ALSO KNOWN AS DRI #103; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.**

WITNESS My Hand and Official Seal this the 12th of November, 1997, in Bradenton, Florida.

R. B. Shore, Clerk of Circuit Court
Manatee County, Florida

Janene L. Kearney
By: Deputy Clerk

MANATEE COUNTY
GOVERNMENT
PLANNING, PERMITTING AND INSPECTIONS DEPARTMENT

June 26, 1995

Mr. Tim Butts
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, FL 33702

Dear Mr. Butts:

Enclosed is a certified copy of Resolution R-95-135 which was approved by the Board of County Commissioners on June 22, 1995 to amend the Cooper Creek Center Development of Regional Impact Development Order, and supplied to you pursuant to Rule 9J-2.025, F.A.C.

If you have any questions, please call (813) 749-3070.

Sincerely,

Michael Pendley
Community Planning Administrator

/dp
Enclosure

1112 Manatee Avenue West • Suite 803 • Bradenton, Florida Tel. (813) 748-4501 • FAX: (813) 749-3071

P.O. Box 1000 • Bradenton, Florida 34206-1000

R-95-135
COOPER CREEK CENTER DEVELOPMENT ORDER
RESOLUTION GRANTING AMENDMENTS TO R-85-236
AS AMENDED BY R-86-323, R-87-58, R-90-39 & R-93-300

WHEREAS, the Board of County Commissioners approved Resolution R-85-236 adopting a Development Order for Cooper Creek Center on January 9, 1986; and

WHEREAS, the Board of County Commissioners approved Resolution R-86-323 adopting amendments to the Development Order for Cooper Creek Center on December 23, 1986 which amendments were found not to be a substantial deviation to the originally approved Development Order; and

WHEREAS, the Board of County Commissioners approved Resolution R-87-58 adopting amendments to the Development Order for Cooper Creek on February 10, 1987, which amendments were not found to be a substantial deviation to the originally approved Development Order; and

WHEREAS, the Board of County Commissioners approved Resolution R-90-39 adopting amendments to the Development Order for Cooper Creek on March 29, 1990, which amendments were not found to be a substantial deviation to the originally approved Development Order; and

WHEREAS, the Board of County Commissioners approved Resolution R-93-300 adopting amendments to the Development Order for Cooper Creek on December 16, 1993, which amendments were not found to be a substantial deviation to the originally approved Development Order; and

WHEREAS, the proposed change does not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan; and

WHEREAS, the proposed change is consistent with the State Comprehensive Plan; and

WHEREAS, the proposed change will be consistent with the Manatee County Comprehensive Plan and the Manatee County Land Development Code; and

WHEREAS, the Developer has requested that the Development Order for Cooper Creek Center be further amended to revise the Conceptual Master Development Plan to allow a 199 foot high communication antenna structure and 304 square foot equipment building in the conservation area; and

WHEREAS, the proposed change will reduce the area of the conservation area by less than 1%; and

WHEREAS, said Board of County Commissioners has considered all of the foregoing and has been advised and informed in the premises.

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

1. The Board finds that the proposed changes to the Conceptual Master Development Plan are not a substantial deviation, that the amended conditions adequately address the impacts of the proposed changes to the Development Order.

2. Condition A.(2) of R-86-323 is hereby amended to read in its entirety as follows:

> "Conceptual Master Development Plan*" shall be defined as the graphic depiction of the development described in the Cooper Creek Master Land Use Plan Phase One dated June, 1985, revised 3/1/95, and incorporated by reference into the Development Order* as revised and approved in accordance with the terms of

this Resolution. This plan fulfills the requirements for a Conceptual Development Plan under the Manatee County Land Development Code. A copy of the Conceptual Master Development Plan* is attached as Exhibit A and made a part hereof. This Plan depicts the development described in the approved Development Order* as amended hereby and includes the following land uses: 120,000 square feet of office; 400,000 square feet of industrial/R & D/warehouse; 530,000 square feet of commercial; 400 hotel rooms; and 412 residential units.

3. Condition F.(5) is hereby added to read in its entirety as follows:

All development on the cellular tower site shall comply with the requirements of policy 2.3.4.6 of the Comprehensive Plan.

4. All other provisions of Resolution R-85-236, as amended by Resolutions R-86-323, R-87-58, R-90-39 & R-93-300 shall remain in full force and effect. In the event there is an inconsistency between the terms of this Resolution and the Resolutions referred to above, the terms of this Resolution shall control.

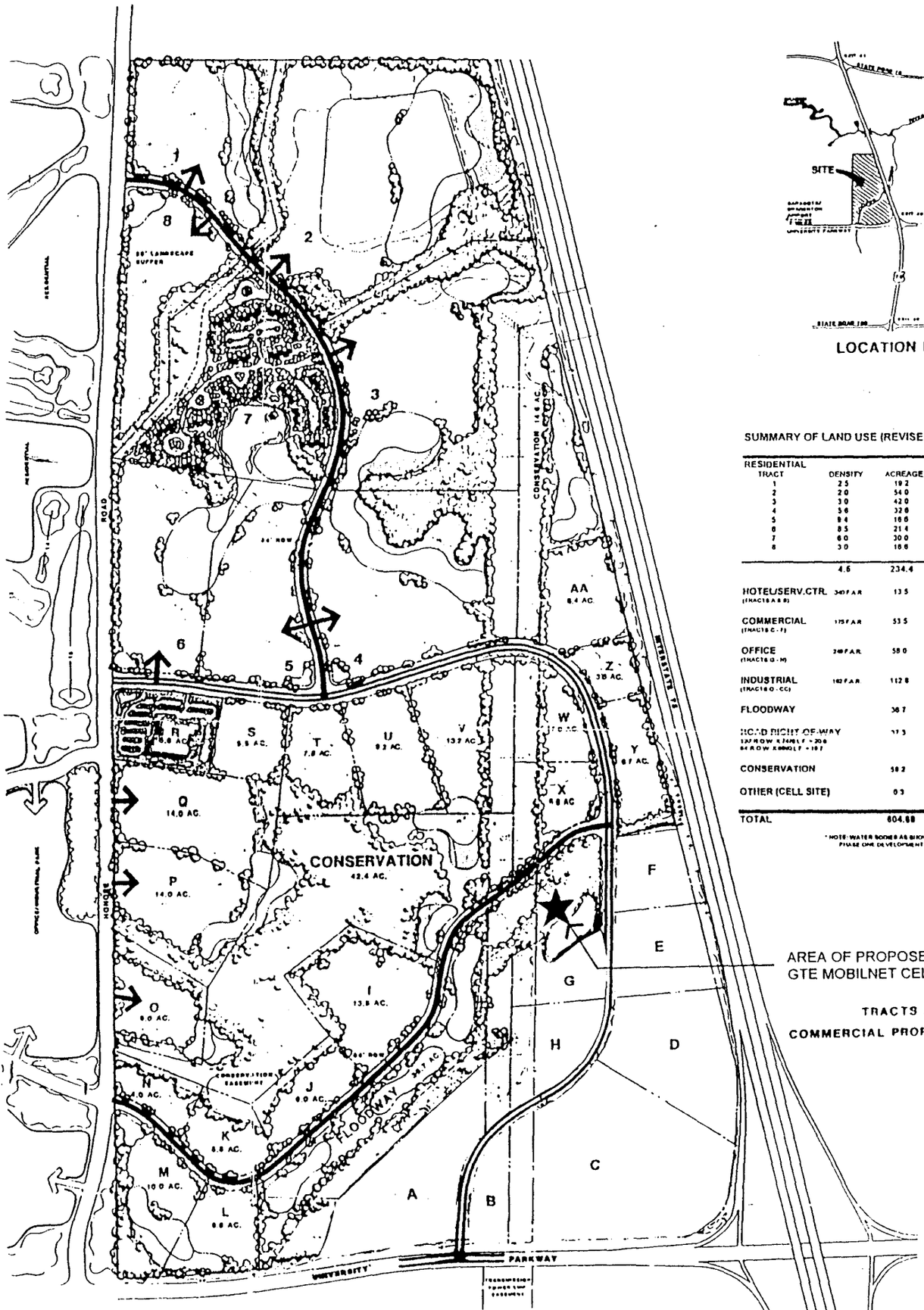
ADOPTED AND APPROVED with a quorum present and voting this 22nd day of June, 1995.

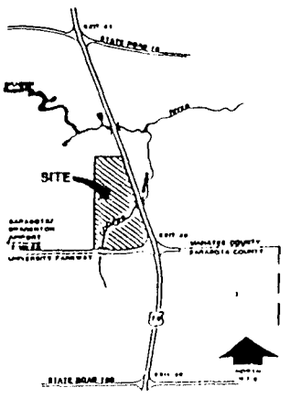
BOARD OF COUNTY COMMISSIONERS OF
MANATEE COUNTY, FLORIDA

BY: Jean Feaster
Chairman

ATTEST: R. B. SHORE
Clerk of the Circuit Court
By: Susan D. Courneya

EXHIBIT "A"





LOCATION MAP

SUMMARY OF LAND USE (REVISED 3/1/95) PHASE ONE

RESIDENTIAL TRACT	DENSITY	ACREAGE	UNITS	ACRES	UNITS
1	2.5	19.2	48		
2	2.0	54.0	108		
3	3.0	42.0	126		
4	5.6	32.6	184	32.6*	184
5	9.4	18.6	176	18.6*	176
6	8.5	21.4	182		
7	6.0	30.0	180		
8	3.0	16.6	50		
	4.6	234.4	1064	51.2	370
HOTEL/SERV.CTR. (TRACTS A & B)	.340 F.A.R.	13.5		13.5	
COMMERCIAL (TRACTS C - I)	.175 F.A.R.	53.5		53.5	
OFFICE (TRACTS D - H)	.240 F.A.R.	58.0		13.2	
INDUSTRIAL (TRACTS D - CC)	.162 F.A.R.	112.8		62.3	
FLOODWAY		36.7		14.0	
ROAD RIGHT-OF-WAY 120' R.O.W. X 7,748 L.F. = 20.6 84' R.O.W. X 8900 L.F. = 16.7		37.3		18.0	
CONSERVATION		58.2		14.3	
OTHER (CELL SITE)		0.3		0.3	
TOTAL		604.68	1064	240.3	370

* NOTE: WATER BODIES AS SHOWN ON TRACTS 4 & 5 - PHASE ONE DEVELOPMENT TO BE INCLUDED

MASTER LAND USE PLAN

COOPER CREEK CENTER

Manatee County, Florida

PREPARED FOR:
WILBUR BOYD CORPORATION

PREPARED BY:
POST, BUCKLEY, SCHUH & JERNIGAN, INC.

STATE OF FLORIDA COUNTY OF MANATEE
I hereby certify that the foregoing is a true copy of RESOLUTION NO. R-95-173 adopted by the Board of County Commissioners of said County on the 27 day of June, 1995, this 28 day of June, 1995 in Bradenton, Florida.

R. B. Shore
Clerk of Circuit Court
By _____

MANATEE COUNTY GOVERNMENT

PLANNING, PERMITTING AND INSPECTIONS DEPARTMENT

April 15, 1994

SENT: VIA CERTIFIED MAIL,
RETURN RECEIPT REQUESTED
P 360 324 527

Ms. Julia Greene
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, FL 33702

Re: Cooper Creek DRI and Gateway North DRI Amended Development Orders

Dear Ms. Greene:

Enclosed is a certified copy of the Corrective Document approved by the Board of County Commissioners on April 5, 1994 for the amended development order (R-93-300) for Cooper Creek.

Also enclosed are pages 3 through 31 of Ordinance 93-49, which amended the Gateway North DRI Development Order and was approved by the Board of County Commissioners on February 24, 1994. This ordinance was rendered to you on March 10, 1994; however, pages 3 through 31 were inadvertently omitted.

If you have any questions, please call (813) 749-3070. Thank you for your attention to this matter.

Sincerely,

Betsy Benac
Assistant Director

BB/jy
Enclosure

1112 Manatee Avenue West • Suite 803 • Bradenton, Florida Tel. (813) 748-4501 • FAX: (813) 749-3071

R-93-300

COOPER CREEK CENTER DEVELOPMENT ORDER
RESOLUTION GRANTING AMENDMENTS TO R-85-236
AS AMENDED BY R-86-323, R-87-58 AND R-90-39

WHEREAS, the Board of County Commissioners approved Resolution R-85-236 adopting a Development Order for Cooper Creek Center on January 9, 1986; and

WHEREAS, the Board of County Commissioners approved Resolution R-86-323 adopting amendments to the Development Order for Cooper Creek Center on December 23, 1986 which amendments were found not to be a substantial deviation to the originally approved Development Order; and

WHEREAS, the Board of County Commissioners approved Resolution R-87-58 adopting amendments to the Development Order for Cooper Creek on February 10, 1987, which amendments were not found to be a substantial deviation to the originally approved Development Order; and

WHEREAS, the proposed change does not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan; and

WHEREAS, the proposed change is consistent with the State Comprehensive Plan; and

WHEREAS, the proposed change will be consistent with the Manatee County Comprehensive Plan and the Manatee County Land Development Code; and

WHEREAS, the Developer has requested that the Development Order for Cooper Creek Center be further amended to provide for an extension of the effective buildout dates; and

WHEREAS, the proposed change will extend the buildout date by 4 years and 364 days for the Cooper Creek Center DRI until December 30, 1995; and

WHEREAS, the proposed change will extend the effective date of the development order by two years until January 13, 1998; and

WHEREAS, said Board of County Commissioners has considered all of the foregoing and has been advised and informed in the premises.

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

1. The Board finds that the proposed changes to phasing condition 2 and the effective date of R-85-236 are not a substantial deviation, that the amended conditions adequately address the impacts of the proposed changes to the Development Order.

2. Phasing condition 2 and item #4 on page 14 of R-85-236 are hereby amended to read in t heir entirety as follows:

PHASING CONDITION 2

Any significant departure, related to project build-out, from the phasing schedule set forth below, shall be subject to a substantial deviation determination review pursuant to Section 380.06, F.S. The buildout date shall be December 30, 1995. All Preliminary Site Plans submitted after December 16, 1993 shall fully comply with all provisions of the Comprehensive Plan then in effect. Wetland and stormwater management addressed in section E (1) of R-86-323, as amended, shall be reviewed for compliance with the Comprehensive Plan, which shall be deemed to be Best Management Practices that satisfies the Southeast Task Force Recommendations. Prior to approval of any final site plan, the applicant shall submit a traffic study to determine if an adequate level of service exists on all affected roadways and intersections.

THIS IS A CORRECTIVE DOCUMENT

ITEM #4 ON PAGE 14 OF R-85-236

This Development Order shall be effective for a period of twelve (12) years from the date of the adoption of the Resolution granting this Development Order provided that the effective period may be extended by the Board upon a showing of good cause. This approval shall not be construed as a waiver of any Manatee County requirements for other necessary permit procedures, plat approvals, building permits, certificates of occupancy, or similar matters provided by Florida Statutes or Ordinances of Manatee County unless said requirements are specifically waived by stipulations attached to this Resolution.

3. All other provisions of Resolution R-85-236, as amended by Resolutions R-86-323, R-87-58, and R-90-39 shall remain in full force and effect. In the event there is an inconsistency between the terms of this Resolution and the Resolutions referred to above, the terms of this Resolution shall control.

PASSED AND DULY ADOPTED, by the Board of County Commissioners of Manatee County, Florida on the 16th day of December, 1993, and corrected by Board of County Commissioners action this 5th day of April, 1994.

BOARD OF COUNTY COMMISSIONERS OF
MANATEE COUNTY, FLORIDA

BY: Stan Stephens
Chairman

ATTEST: R. B. SHORE
Clerk of the Circuit Court

THIS IS A CORRECTIVE DOCUMENT

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.
Witness my hand and official seal this 14th day of April 1994.
R. B. SHORE
Clerk of Circuit Court
By: Jane Acock D.C.

MANATEE COUNTY GOVERNMENT

PLANNING, PERMITTING AND INSPECTIONS DEPARTMENT

February 23, 1994

SENT: VIA CERTIFIED MAIL,
RETURN RECEIPT REQUESTED

Ms. Julia Greene
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, FL 33702

Dear Ms. Greene:

A recent review of our records indicates that we may not have rendered a copy of Resolution R-93-300, amending the Development Order for Cooper Creek, which was approved by the Manatee County Board of County Commissioners in open session on December 16, 1993; therefore, please find enclosed a certified copy of R-93-300.

If you have any questions, please call (813) 749-3070. Thank you for your attention to this matter.

Sincerely,

Betsy Benac
Assistant Director

BB/jy
Enclosure

1112 Manatee Avenue West • Suite 803 • Bradenton, Florida Tel. (813) 748-4501 • FAX: (813) 749-3071

P.O. Box 1000 • Bradenton, Florida 34206-1000

RECORDED 10/14/93
PAGE NO. 346
MINUTE BOOK NO. 43
(4)

R-93-300
COOPER CREEK CENTER DEVELOPMENT ORDER
RESOLUTION GRANTING AMENDMENTS TO R-85-236
AS AMENDED BY R-86-323, R-87-58 AND R-90-39

WHEREAS, the Board of County Commissioners approved Resolution R-85-236 adopting a Development Order for Cooper Creek Center on January 9, 1986; and

WHEREAS, the Board of County Commissioners approved Resolution R-86-323 adopting amendments to the Development Order for Cooper Creek Center on December 23, 1986 which amendments were found not to be a substantial deviation to the originally approved Development Order; and

WHEREAS, the Board of County Commissioners approved Resolution R-87-58 adopting amendments to the Development Order for Cooper Creek on February 10, 1987, which amendments were not found to be a substantial deviation to the originally approved Development Order; and

WHEREAS, the proposed change does not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan; and

WHEREAS, the proposed change is consistent with the State Comprehensive Plan; and

WHEREAS, the proposed change will be consistent with the Manatee County Comprehensive Plan and the Manatee County Land Development Code; and

WHEREAS, the Developer has requested that the Development Order for Cooper Creek Center be further amended to provide for an extension of the effective buildout dates; and

WHEREAS, the proposed change will extend the buildout date by 4 years and 364 days for the Cooper Creek Center DRI until December 30, 1985; and

WHEREAS, the proposed change will extend the effective date of the development order by two years until January 13, 1998; and

WHEREAS, said Board of County Commissioners has considered all of the foregoing and has been advised and informed in the premises.

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

1. The Board finds that the proposed changes to phasing condition 2 and the effective date of R-85-236 are not a substantial deviation, that the amended conditions adequately address the impacts of the proposed changes to the Development Order.

2. Phasing condition 2 and item #4 on page 14 of R-85-236 are hereby amended to read in t heir entirety as follows:

PHASING CONDITION 2

Any significant departure, related to project build-out, from the phasing schedule set forth below, shall be subject to a substantial deviation determination review pursuant to Section 380.06, F.S. The buildout date shall be December 30, 1995. All Preliminary Site Plans submitted after December 16, 1993 shall fully comply with all provisions of the Comprehensive Plan then in effect. Wetland and stormwater management addressed in section E (1) of R-86-323, as amended, shall be reviewed for compliance with the Comprehensive Plan, which shall be deemed to be Best Management Practices that satisfies the Southeast Task Force Recommendations. Prior to approval of any final site plan, the applicant shall submit a traffic study to determine if an adequate level of service exists on all affected roadways and intersections.

ITEM #4 ON PAGE 14 OF R-85-236

This Development Order shall be effective for a period of twelve (12) years from the date of the adoption of the Resolution granting this Development Order provided that the effective period may be extended by the Board upon a showing of good cause. This approval shall not be construed as a waiver of any Manatee County requirements for other necessary permit procedures, plat approvals, building permits, certificates of occupancy, or similar matters provided by Florida Statutes or Ordinances of Manatee County unless said requirements are specifically waived by stipulations attached to this Resolution.

3. All other provisions of Resolution R-85-236, as amended by Resolutions R-86-323, R-87-58, and R-90-39 shall remain in full force and effect. In the event there is an inconsistency between the terms of this Resolution and the Resolutions referred to above, the terms of this Resolution shall control.

ADOPTED AND APPROVED with a quorum present and voting this 16th day of December, 1993.

BOARD OF COUNTY COMMISSIONERS OF
MANATEE COUNTY, FLORIDA

BY: _____
Chairman

ATTEST: R. B. SHORE
Clerk of the Circuit Court

_____

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.
Witness my hand and official seal this 23rd day of
February 1994.
R. B. SHORE
Clerk of Circuit Court
By: Evelyn Lloyd D.C.

MANATEE COUNTY GOVERNMENT
PLANNING & ZONING DEPARTMENT

CERTIFIED MAIL P-549 483 926

August 29, 1990

Ms. Julia Greene
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, Florida 33702

Dear Mr. Pelham:

Please find enclosed the certified copies of the following resolutions which were approved by the Manatee County Board of County Commissioners in open session:

Resolution No. R-90-147 for the Beker Phosphate DRI
Resolution No. R-90-98 for the Sarasota-Bradenton Airport DRI
Resolution No. R-90-54 for the Arvida Corporate Park DRI
✓Resolution No. R-90-39 for the Cooper Creek Center DRI

These copies are hereby rendered pursuant to Rule 9J-2.025, Florida Administrative Code.

If you have any questions, I can be reached at (813) 748-4501, extension 3070.

Sincerely,

Betsy Benac
Community Planning Administrator

BB/jy

Enclosures (4)

mailed 8/29/90
received 8/31/90
envelope with letter - DRI # 95

1112 Manatee Avenue West, Suite 804 - P.O. Box 1000, Bradenton, FL 34206

Tel. (813) 748-4501 FAX- (813) 747-7651

03

R-90-39
COOPER CREEK CENTER DEVELOPMENT ORDER
RESOLUTION GRANTING AMENDMENTS TO R-85-236
AS AMENDED BY R-86-323 AND R-87-58

WHEREAS, the Board of County Commissioners approved Resolutio R-85-236 adopting a Development Order for Cooper Creek Center o January 9, 1986; and,

WHEREAS, the Board of County Commissioners approved Resolutio R-86-323 adopting Amendments to the Development Order for Cooper Cree Center on December 23, 1986 which Amendments were found not to be substantial deviation to the originally approved Development Order; and,

WHEREAS, the Board of County Commissioners adopted furthe non-substantial Amendments to the Development Order for Cooper Creek Cente on February 10, 1987; and,

WHEREAS, the Developer has requested that the Development Order fo Cooper Creek Center be further amended to provide for an extension of th Final Master Development Plan, Design Criteria and infrastructure construction drawings submission date to make the filing requirement consistent with Z-86-16, as amended; and,

WHEREAS, said Board of County Commissioners has considered all of th foregoing and has been advised and informed in the premises.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS O MANATEE COUNTY, FLORIDA, that the Board hereby approves the Amendment t R-85-236, as amended by R-86-323 and R-87-58, as follows:

1. "F. General Conditions, Section C.(7)" is hereby amended to add (the underlined provision contains the new language)

C.(7) The Developer shall file a Master Final Development Plan and Desig Criteria with Manatee County for Phase I on or prior t September 15, 1989. The Developer shall submit constructio drawings for infrastructure with Manatee County for Phase I on o prior to November 21, 1989, and shall complete or demonstrat substantial progress toward building permit application or fift percent (50%) of the development totals set forth below in Table within five (5) years of Development Order approval. Failure t meet this schedule may require a revised and updated Traffic Study prepared in accordance with the provisions of Paragraph C.(2) t demonstrate that Acceptable Levels of Service* are still projecte to exist at the time building permits are issued. In the even substantial progress toward building permit applications for 50% o the Vertical Development described in Table 2 of this paragraph i demonstrated by the developer, the developer may nevertheless b required to prepare a revised and updated Traffic Study* pursuan to this paragraph if building permit for 50% of the Vertica Development described in Table 2 shall expire for any reason othe than completion of development or for reasons or causes beyond th control of the developer. The determination that a revised an updated Traffic Study* is required shall be made by the Board o County Commissioners at a public hearing with notice to th developer upon recommendation by the Director of Planning an Development after consultation with the County Traffic Authority*.

If the Traffic Study* indicates that an Acceptable Level o Service* is not being maintained, failure to meet the time schedul set forth above shall, at the option of the Board of Count Commissioners, result in the withholding of future buildin permits for Phase One until an Acceptable Level of Service* i obtained.

Failure to comply with the time schedule set forth above, shall no be presumed to be a substantial deviation pursuant t Chapter 380.06(19) FS.

TABLE 2

LAND USE DEVELOPMENT TOTALS AND OFF-SITE TRANSPORTATION TRIPS

PHASE ONE

	LAND USE	SQUARE FEET	OFF-SITE PM PEAK HOUR NET VEHICLE TRIPS
1.	Residential	412 Units	278
2.	Industrial	400,000 S.F.	422
3.	Office	120,000 S.F.	217
4.	Commercial	530,000 S.F.	1,893
5.	Hotel	400 Rooms	261
			3,052

Tradeoff between the land uses set forth above may be granted by the County provided the total number of off-site transportation trips set forth above is not exceeded as determined at time of Site Development Plan* review.

2. All other provisions of Resolution R-85-236 and R-86-323 and R-87-58, the Development Order for Cooper Creek Center, not amended hereby, shall remain in full force and effect. In the event there is an inconsistency between the terms of this Resolution and the Resolutions referred to above, the terms of this Resolution shall control.

ADOPTED with a quorum present and voting this 29th day of March, 1990.

BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA

By: Patricia M. Glass

ATTEST R. B. Shore,
Clerk of the Circuit Court

STATE OF FLORIDA COUNTY OF MANATEE
I hereby certify that the foregoing is a true and correct copy of Resolution R-90-39 adopted by the Board of County Commissioners of said County on the 29th day of March, 1990. This 27th day of March, 1990.
R. B. Shore
Clerk of Circuit Court
By: D.C.

R-87-58

RESOLUTION GRANTING AMENDMENTS TO R-86-323, WHICH AMENDED THE DEVELOPMENT ORDER FOR COOPER CREEK CENTER (R-85-236)

WHEREAS, the Board of County Commissioners of Manatee County approved Resolution R-86-323 granting an amendment to the Development Order for Cooper Creek Center on December 23, 1986; and

WHEREAS, Manatee County, Tampa Bay Regional Planning Council and the Wilbur Boyd Corporation wish to make non-substantive minor changes in the approval granted by R-86-323 in order to clean up the language of said Resolution; and

WHEREAS, said Board of County Commissioners, has considered all of the foregoing and has been advised and informed in the premises,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA, that the Board hereby approves the amendment to R-86-323 which amended R-85-236, the Development Order for Cooper Creek Center, as follows:

1. All references to "R-85-235" in R-86-323 shall be amended to read "R-85-236".

2. Paragraph A.(1) is hereby amended to read in its entirety as follows:

A.(1) "Acceptable Level of Service*" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in Policy 9-1.C of the Manatee County Comprehensive Plan (Ordinance 80-4 as amended). Level of Service "D" shall be measured on a peak hour basis as determined by the Highway Capacity Manual (1985) or Transportation Research Circular 212 (1980) or the most current manual in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour level of Service "D" capacity, or if actual data is available to determine the "K" factor, then on the basis of the "K" factor. Acceptable Level of Service for links and intersections in Sarasota County, Florida, shall mean Level of Service "C" on an average daily basis ("D" on a peak hour basis), which shall be measured as provided in this paragraph. Where a link or intersection in Sarasota County is operating at Level of Service "D" on an

103 D.O. File

average daily basis ("E" on a peak hour basis) on the effective date of this Resolution, then the Acceptable Level of Service in Sarasota County for that link or intersection shall mean Level of Service "D" on an average daily basis ("E" on a peak hour basis).

3. Paragraph C.(6) is hereby amended to read in its entirety as follows:

C.(6) Wilbur Boyd Corporation, its successors, assigns or transferees, shall provide the transportation improvements for Phase One described in Exhibit C when Warranted*. There shall be no approvals granted as to the Subsequent Development Property* unless the transportation improvements required for Phase One have been completed or such improvements are determined as not Warranted* under Traffic Studies* required for such approvals. Wilbur Boyd Corporation, its successors, assigns or transferees, also shall prepay transportation component impact fees for Phase One Vertical Development* in an amount of $1,040,000.00 less any transportation component impact fees previously paid, in accordance with the Fee Agreement entered into with Manatee County, incorporated herein by reference. Such impact fees shall be credited against transportation component fees subsequently due Manatee County. Such payment shall not prevent Manatee County from revising or increasing the impact fees due from the developer as provided in Ordinance 86-09, to which these advance sums are applied.

→ deletes reference to the Impact Fee agreement superseding Sec. C

4. Paragraph C.(8) is hereby amended to read in its entirety as follows:

C.(8) Maintenance of Acceptable Level of Service* on the intersections listed in Table 1 or in the Study Area identified in paragraph C.(1) shall be verified by the developer to the satisfaction of the County Transportation Authority* as part of each annual report as required by Chapter 380.06(18), Florida Statutes.

changed from 380.06(16)

5. All other provisions of Resolution R-86-323, which amended Resolution R-85-236, the Development Order for Cooper Creek Center, not amended hereby, shall remain in full force and effect.

ADOPTED with a quorum present and voting this _____ day of February, 1987.

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

By: _____
Chairman

ATTEST: R. B. SHORE,
Clerk of the Circuit Court

_____

Zoller, Najjar & Shroyer, Inc.

Consulting Engineers

EXHIBIT A

201 6TH AVENUE DRIVE EAST
POST OFFICE BOX 3448
BRADENTON, FLORIDA 33506
(813) 748-8080

NOVEMBER 20, 1985

COOPER CREEK
PHASE 1

DESCRIPTION:

FROM THE S.W. CORNER OF SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, BEING ON THE NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD, RUN S 89°24'05" E (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLANE COORDINATE SYSTEM), ALONG THE SAID NORTH RIGHT OF WAY LINE, A DISTANCE OF 303.59 FEET; AND N 00°20'30" W, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 36, A DISTANCE OF 3829.49 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE N 00°20'30" W, A DISTANCE OF 120.00 FEET; THENCE N 89°40'00" E, A DISTANCE OF 94.19 FEET TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 2720.00 FEET; THENCE EASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°45'00", A DISTANCE OF 415.39 FEET TO THE P.T. OF SAID CURVE; THENCE S 81°35'00" E, A DISTANCE OF 65.07 FEET; THENCE N 05°17'00" E, A DISTANCE OF 588.13 FEET TO A POINT ON THE ARC OF A CURVE TO THE RIGHT WHOSE RADIUS POINT BEARS N 31°09'00" W, AT A DISTANCE OF 200.00 FEET; THENCE NORTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 122°53'00", A DISTANCE OF 428.94 FEET TO THE P.C.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 400.00 FEET; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 82°36'00", A DISTANCE OF 576.66 FEET TO THE P.R.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 150.00 FEET; THENCE NORTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 126°30'00", A DISTANCE OF 331.18 FEET TO THE P.R.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 250.00 FEET; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 146°40'00", A DISTANCE OF 639.95 FEET TO THE P.C.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 150.00 FEET; THENCE SOUTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 81°15'00", A DISTANCE OF 212.71 FEET TO THE P.R.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 325.00 FEET; THENCE SOUTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 89°25'00", A DISTANCE OF 507.20 FEET TO THE P.C.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 100.00 FEET; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 95°00'00", A DISTANCE OF 165.81 FEET TO THE P.R.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 375.00 FEET; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 90°15'25", A DISTANCE OF 590.73 FEET TO THE P.T. OF SAID CURVE; THENCE S 88°24'35" E, A DISTANCE OF 554.39 FEET TO THE WEST LINE OF A 330.00 FOOT WIDE FLORIDA POWER AND LIGHT COMPANY EASEMENT AS DESCRIBED IN O.R.B. 603, PAGE 793 OF THE PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA; THENCE ALONG SAID EASEMENT THE FOLLOWING TWO

CONTINUED

COURSES: N 01°35'25" E, A DISTANCE OF 713.66 FEET; AND N 76°19'29" E, A DISTANCE OF 341.90 FEET TO THE WESTERLY RIGHT OF WAY LINE OF S.R. 93 (I-75 O.O.T. SECTION 13075-2402); THENCE, ALONG SAID WESTERLY RIGHT OF WAY LINE (AND INTERSECTION RIGHT OF WAY) THE FOLLOWING EIGHT COURSES: S 13°40'31" E, A DISTANCE OF 4565.89 FEET; AND S 09°40'31" E, A DISTANCE OF 518.74 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 3180.04 FEET; AND SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 11°30'18", A DISTANCE OF 638.55 FEET; AND S 04°37'06" W, A DISTANCE OF 450.00 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 215.00 FEET; AND SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 83°40'21", A DISTANCE OF 315.44 FEET, TO THE P.T. OF SAID CURVE; AND S 88°17'27" W, A DISTANCE OF 628.42 FEET; AND N 89°25'07" W, A DISTANCE OF 298.24 FEET; AND S 00°34'53" W, A DISTANCE OF 2.00 FEET TO THE ABOVE DESCRIBED NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD; THENCE ALONG SAID RIGHT OF WAY LINE THE FOLLOWING FOUR COURSES: N 89°25'07" W, A DISTANCE OF 440.34 FEET; AND N 89°24'06" W, A DISTANCE OF 7.33 FEET TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 5865.58 FEET; AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 828.89 FEET TO THE P.T. OF SAID CURVE; AND S 82°30'06" W, A DISTANCE OF 219.31 FEET; THENCE N 17°30'00" E, A DISTANCE OF 390.00 FEET; THENCE N 47°00'00" E, A DISTANCE OF 1289.29 FEET TO THE AFORESAID WEST LINE OF A 330.00 FOOT WIDE FLORIDA POWER AND LIGHT COMPANY EASEMENT; THENCE N 00°27'10" E, ALONG SAID WEST LINE, A DISTANCE OF 900.00 FEET; THENCE N 68°17'00" W, A DISTANCE OF 800.00 FEET; THENCE N 05°00'00" W, A DISTANCE OF 400.00 FEET; THENCE S 88°40'00" W, A DISTANCE OF 580.00 FEET; THENCE N 05°52'00" E, A DISTANCE OF 753.78 FEET TO A POINT ON THE ARC OF A CURVE TO THE RIGHT WHOSE RADIUS POINT BEARS N 04°26'58" E, AT A DISTANCE OF 1260.00 FEET; THENCE WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 03°58'02", A DISTANCE OF 87.25 FEET TO THE P.T. OF SAID CURVE; THENCE N 81°35'00" W, A DISTANCE OF 592.14 FEET TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 2600.00 FEET; THENCE WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°45'00", A DISTANCE OF 397.06 FEET TO THE P.T. OF SAID CURVE; THENCE S 89°40'00" W, A DISTANCE OF 94.17 FEET TO THE POINT OF BEGINNING. LYING AND BEING IN SECTIONS 25 AND 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

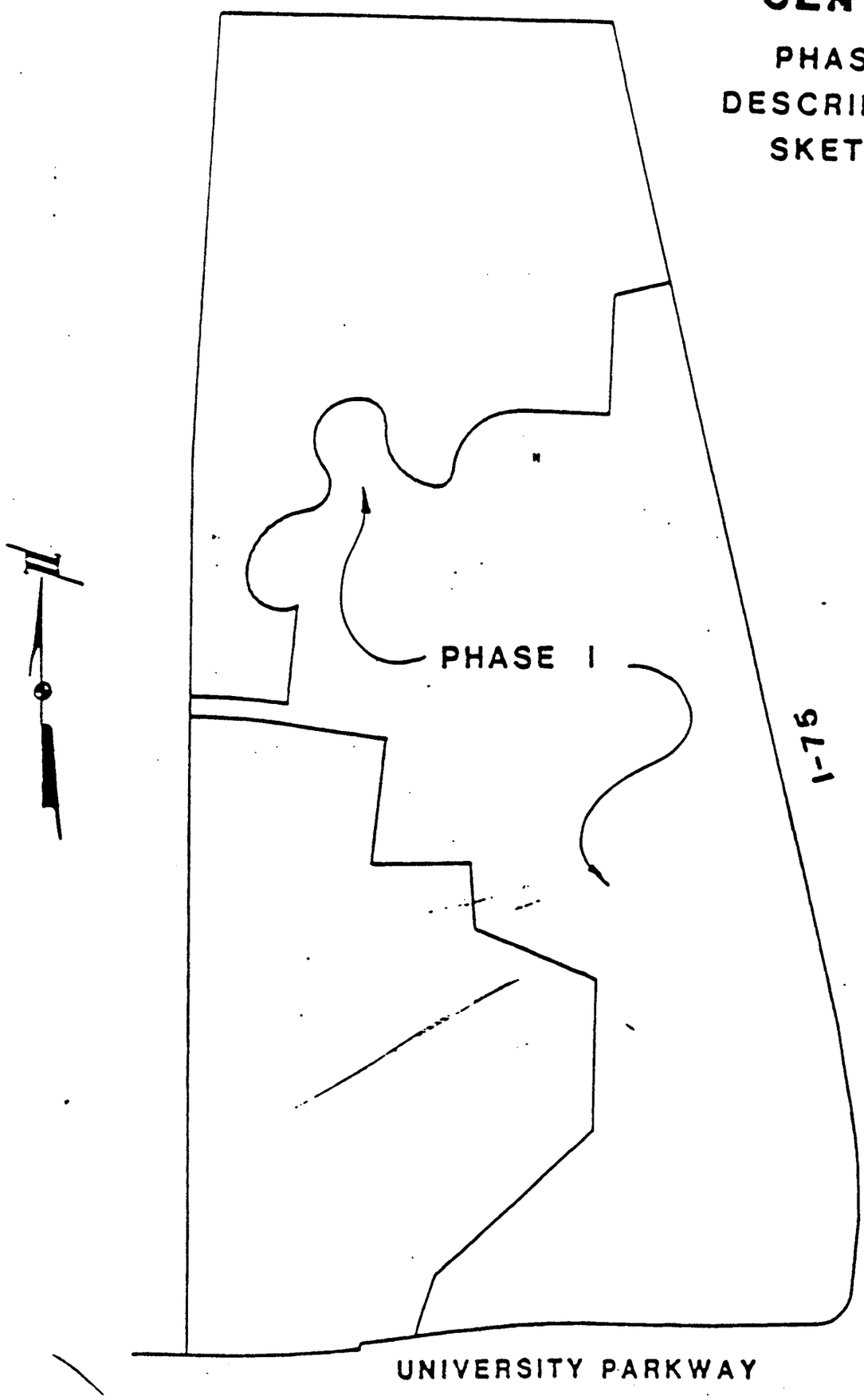
SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY, AND RESTRICTIONS OF RECORD.

CONTAINING 286.95 ACRES, MORE OR LESS.

Zoller, Najjar & Shroyer, Inc.

COOPER CREEK CENTER

PHASE 1 DESCRIPTION SKETCH



COOPER CRE
CENTER

PHASE 1
DESCRIPTION
SKETCH

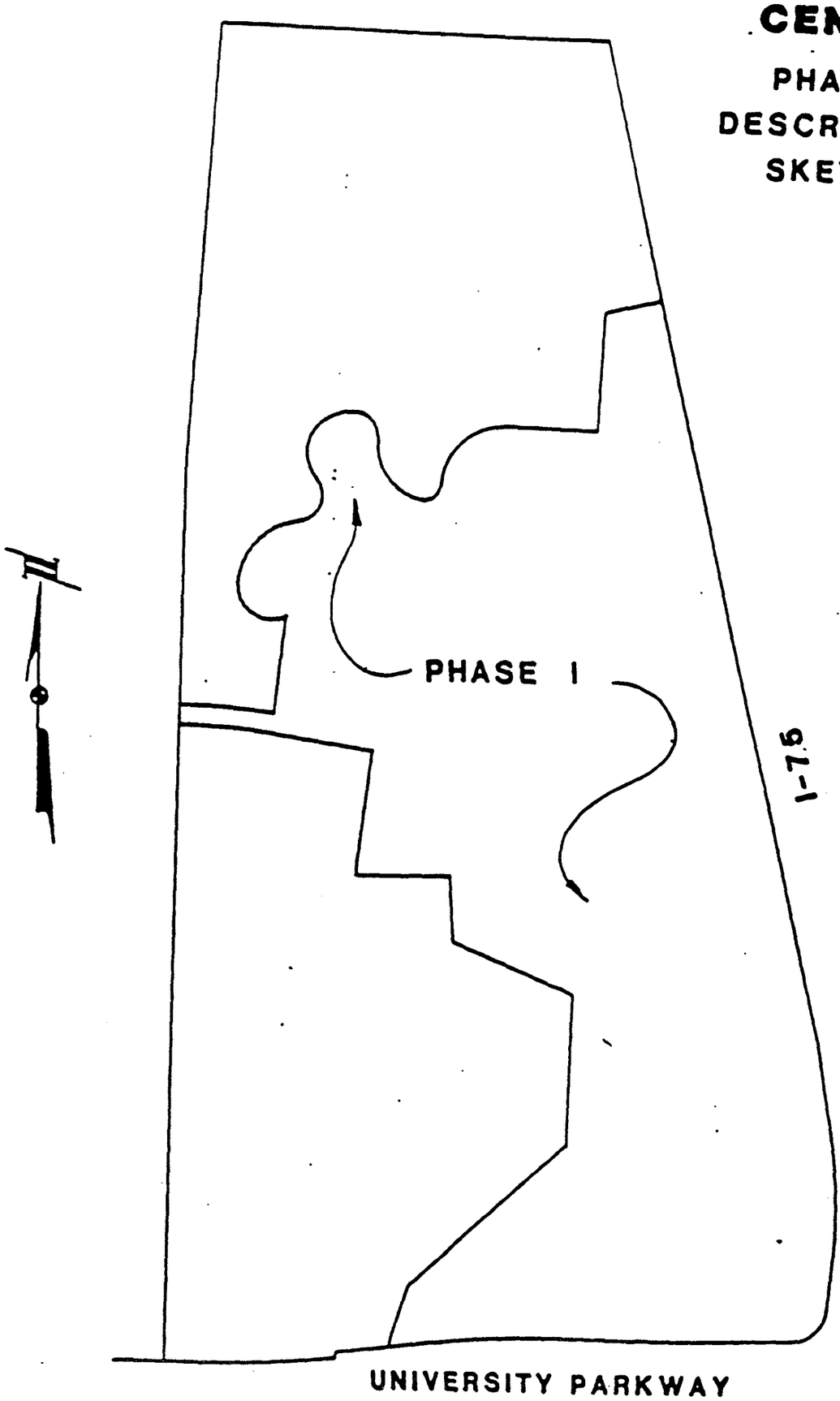


EXHIBIT B

MANATEE COUNTY ORDINANCE NO. 84-12
COOPER CREEK

AN ORDINANCE OF THE COUNTY OF MANATEE, FLORIDA, AMENDING THE OFFICIAL ZONING ATLAS OF MANATEE COUNTY ORDINANCE NO. 81-4, THE MANATEE COUNTY COMPREHENSIVE ZONING AND LAND DEVELOPMENT CODE, PROVIDING FOR THE RECONING OF CERTAIN LAND FROM SUBURBAN AGRICULTURE (A-1) TO PLANNED DEVELOPMENT RESIDENTIAL (PDR), PLANNED DEVELOPMENT COMMERCIAL (PDC), AND PLANNED DEVELOPMENT INDUSTRIAL (PDI), RETAINING THE SPECIAL TREATMENT OVERLAY DISTRICT (ST), AGRICULTURAL FRINGE (AF) OVERLAY DISTRICT, AND WATERSHED PROTECTION (WP) OVERLAY DISTRICT WHERE THE SAME PRESENTLY ARE ESTABLISHED; PROVIDING AN EFFECTIVE DATE.

BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA:

Section 1. FINDINGS OF FACT - The Board of County Commissioners of said Manatee County, after considering the testimony, evidence, documentation presented, application for amendments of the Official Zoning Atlas, the recommendation and findings of the Planning Commission as well as all other matters presented to the Board at the Public Hearing hereinafter referenced, hereby makes the following findings of facts:

A. The Board of County Commissioners has received and considered the report of the Manatee County Planning Commission concerning the application for Official Zoning Atlas Amendments as it relates to the real property described in Section 3 of this Ordinance from Suburban Agriculture (A-1) with Watershed Protection (WP), Special Treatment (ST), and Agricultural Fringe (AF) Overlay Districts, to Planned Development Residential (PDR), Planned Development Commercial (PDC), and Planned Development Industrial (PDI), with Watershed Protection (WP), Special Treatment (ST), and Agricultural Fringe (AF) Overlay Districts, which report of the Planning Commission was prepared and approved at a public hearing duly held by that body on July 11, 1984.

B. The Board of County Commissioners held a Public Hearing on August 16, 1984, regarding the proposed Official Zoning Atlas Amendment described herein in accordance with the requirements of Manatee County Ordinance No. 81-4, the MANATEE COUNTY COMPREHENSIVE ZONING AND LAND DEVELOPMENT CODE, and has further considered the information received at said Public Hearing.

C. The proposed amendment to the Official Zoning Atlas regarding the property described in Section 3 hereof is found to be consistent with the requirements of Manatee County Ordinance No. 80-4, THE MANATEE PLAN.

Section 2. The "Conceptual Site Plan, "Cooper Creek", is hereby APPROVED as the Conceptual Development Plan for the real property described in Section 3 hereof, subject to the following conditions:

General Conditions

1. The development of this project shall proceed in accordance with the information, plans, projections, representations and materials contained in the application for rezoning and conceptual plan approval, except as modified by the stipulations, conditions and requirements set forth herein or in the approval of the Application for Development Approval to be submitted for this development under Chapter 380, Florida Statutes, or set forth in subsequent DRI or local approvals required for this development.

2. Notwithstanding any of the other terms hereof or the provisions of the Land Development Code or other Laws or regulations, the development that is the subject hereof is not authorized until, and except to the extent that an Application for Development Approval of a DRI has been approved in accordance with Chapter 380, Florida Statutes. The owners shall file an Application for Development Approval (ADA) with Manatee County and the Tampa Bay Regional Planning Council within 120 days after rezoning and Conceptual Development Plan approval.

1. The approval hereby granted is not intended to alter in any way the process by which Developments of Regional Impact are reviewed, under Chapter 380, Florida Statutes, nor the scope of such review, nor to compromise the flexibility of local, regional, and state regulatory authorities in addressing, in connection with that process, the regional impacts of this development. The development rights acquired by virtue of the approval hereby granted therefore are subject to DRI review and to whatever additional or different requirements and stipulations are established in connection with that process. Such additional or different requirements may relate, without limitation, to density or intensity of land uses, internal traffic circulation or off-site transportation network, the timing or phasing of development, the provision of public services or facilities, or matter affecting the environment or site suitability.

4. Nothing herein shall be construed as limiting the authority of Manatee County, in the course of review and development of this project, to implement and apply laws, ordinances, rules and regulations under its jurisdiction, consistent with the approval hereby granted.

5. The matters addressed herein, as well as additional matters that it is appropriate to consider at later stages of review, may be reflected in additional and/or more detailed stipulations, conditions and requirements to be formulated and applied at later stages of review of this project under local and DRI review procedures.

6. In the event that the impact of any of the stipulations contained herein appears uncertain, interpretation thereof should be by reference to the staff report presented to the Planning Commission and Board of County Commissioners in connection with their consideration of this development proposal, and by reference to the record of the hearings before those bodies.

7. In the event ownership of any portion of the property entraced by this project, or any of the development rights acquired by virtue of this or subsequent approvals, is transferred to any party other than the applicant, the applicant or other transferor of such property or rights shall notify the Board of County Commissioners thereof and shall, in writing, identify the party or parties who will then be responsible to fulfill the obligations and meet the conditions established by these stipulations and by any subsequently established stipulations.

8. Nothing herein shall be construed as authorizing any use of the property other than as described in the Conceptual Development Plan (See Map 7) hereby approved, nor shall anything herein be construed as denying the property owner or developer any rights to the continuation of existing uses that may be provided by the Land Development Code or other applicable law.

9. The terms "fair share" and "pro rata share" as used herein refer to a contribution or participation by the developer, whose purpose is to address an impact generated by new development upon the public domain or upon services or facilities provided by the County, in an amount or of a value that reflects as nearly as is practicable, the impact of this development as a proportion of the total of impacts upon the same services, facilities, or element of the public domain, that are expected to be generated by all developments in the impact area that have received approval or that are specifically anticipated on the basis of submitted development requests.

10. Where these stipulations require, expressly or by implication, an exercise of discretion or judgment, but do no specify the nature or parameters thereof, or where some determination must be made or approval granted or condition satisfied, the necessary decision or judgment shall be made by the County; but in doing so the County shall act reasonably and in good faith and, where appropriate, in accordance with accepted practice.

11. In the event the County or other government entity with jurisdiction in the matter establishes impact fees or similar charges that are designed to pay the cost of any of the types of facilities, services, or impacts upon the public domain that the developer by virtue of these stipulations has an affirmative obligation to address, and such fees are payable with respect to portions of the development thereafter completed or finally approved, appropriate adjustments to developer's obligations as set forth herein shall be considered and may be reflected in stipulations made a part of subsequent approvals.

12. The owners shall have twenty-four months following approval of a Conceptual Development Plan within which to have a Preliminary Development Plan for all or any part of the project approved.

Land Use Compatibility

(1) Deeper setbacks and landscape buffering shall be provided between Residential Areas 4, 6, 7 and 8 and the industrial and industrial-related facilities to the east and south. The depth of setbacks and extent and location of landscaped buffers will be reviewed with future Preliminary Development Plan applications. The setbacks and buffers must be designed to minimize visual, noise, odor and lighting impacts on the adjacent residential units.

(2) Irrespective of the maximum number of residential units and overall density permitted in the PDR area, the number of dwelling units and the dwelling units per acre within each Residential Development Area (1 through 8) will be finally determined at the Preliminary Development Plan stage of the review process.

(3) Active recreation developments shall only be located in "moderate intensity areas".

(4) Future development in the PDC and PDI Districts is to be restricted to only such uses that do not generate any significant air, water, noise, hazardous wastes or other polluting by-products, and that will ensure protection against the possibility of adverse impacts to the watershed. A review of uses proposed will be required prior to Preliminary Development Plan approval. Evidence by the developer that uses proposed meet this condition will be required. Additionally, site design shall demonstrate significant attention to aesthetics.

Development Trends and Timing

(1) The maximum number of residential units shall be limited to 1,064 and the maximum overall density shall not exceed 4.526 dwelling units per acre. With each Preliminary Development Plan submitted, the Residential Land Use Summary (Table 1) shall be revised to include all units previously constructed and to project more accurately the number of units remaining to be constructed in each development area.

(2) Prior to the approval of a Preliminary Development Plan for the PDC District, the developer shall justify the need for the amount of floor area proposed for development by a market analysis which includes the feasibility, timing, scale and sales potential for the development and also takes into account other commercial developments, including existing developments and those for which an application for approval has been submitted, in the southeast area. Approval shall be based on an evaluation of the proposal in light of the projected need for commercial development for the area the the county.

(3) The developer shall address County Goal IV regarding the production of moderately price housing units when the first request forPreliminary Development Plan approval for residential units is filed.

Environment

(1) The density of residential development within the Low Intensity Zone, as defined by the Smith and Gillespie report or as hereafter revised, shall not exceed one dwelling unit per acre.

(2) Commercial and industrial uses are prohibited in the Low Intensity Zone, as defined by the Smith and Gillespie report or as hereafter revised, unless the applicant affirmatively demonstrates that such uses will not adversely affect the Braden River, Evers Reservoir, and the associated tributaries during normal times or in the event of a 100-year magnitude flood.

(3) The applicant shall meet, at a minimum, the stormwater management system design standards of the Smith and Gillespie analysis for Low Intensity Zones unless a master drainage plan provides Best Management Practices which will result in superior alternatives, as determined by an outside, independent consultant, which meet or exceed such standards.

(4) Passive recreational areas (e.g. picnicking, nature trails, foot and bike paths) may be located in the Low Intensity Zone.

(5) All jurisdictional wetlands and streams shall be preserved physically and functionally with the exception of those areas in which Federal and/or State environmental permits are obtained for minor activities (e.g. culverts or other structures associated with road crossings) or alteration of marginal wetland areas where mitigative measures will substantially outweigh the effects of the activities.

(6) Isolated wetlands shall be incorporated in stormwater system designs with maintenance of hydroperiods which will allow the continued positive natural filterative and assimilative functions of the wetland vegetation.

(7) There shall be a fifty foot buffer zone established between private lot lines and State and Federal jurisdictional wetlands.

(8) Stormwater management system designs shall meet or exceed the guidelines in the Evers Reservoir Watershed Management Study (Smith and Gillespie, November 1982 or as hereafter revised). The design shall incorporate Best Management Practices, be based on site specific data reflecting seasonal variations (ground and surface water quality and quantity) and seek to maintain water quantity contributions to the Braden River.

(9) Stormwater system discharges, either direct or indirect, shall not cause the receiving water body to violate water quality criteria as set forth by Chapter 17-3, Florida Administrative Code (FAC) under Surface Water (17-3.061) and Class I Waters (17-03.07). Where natural, non-abatable background conditions in the water body may not consistently meet the above stated criteria, site specific alternative criteria may be established when an affirmative demonstration is made to Manatee County Pollution Control that the alternative criteria or criterion is more appropriate. Monitoring for purposes of establishing site specific alternative criteria shall be approved by Manatee County Pollution Control.

(10) Stormwater system design concepts shall be coordinated with those approved on adjacent properties to the extent possible.

(11) At the time the Application for Development Approval (ADA) or first Preliminary Development Plan is submitted, the following is required to have been completed and submitted to the County:

(a) A monitoring program to ensure stormwater system compliance with Chapter 17-3, FAC criteria or any approved alternative criteria. The compliance monitoring shall be approved by Manatee County Pollution Control. A construction monitoring plan approved by Manatee County Pollution Control will also be required.

(b) Additional baseline monitoring reflecting seasonal variations for pre-construction surface and groundwater quality and quantity;

(c) A Master Drainage Plan for the entire development, including a demonstration of the effect of the proposed lowering of the water table (to improve drainage) on the preservation of existing jurisdictional wetlands, the effect this will have on their ability to filter out nutrients and sediments, and the effect that altering and deepening existing isolated wetlands will have on their ability to filter surface water and percolating groundwater. This Master Drainage Plan,

though it may have been approved by the County, will be subject to modifications by new state-of-the-art techniques and surface water management performance standards that may be developed or adopted during the course of the development program.

(d) A demonstration of compliance with the MP, ST and AP Overlay Districts. As required by the ST Overlay District, the Board of County Commissioners must make a determination that "Best Possible Technology" is being employed prior to any construction.

(e) Maintenance agreements to ensure continued design performance of stormwater systems.

(f) Assurances that the stormwater management system will protect and maintain fish and wildlife habitat and will be capable of supporting aquatic communities so as to control mosquito propagation.

(12) All commercial and industrial uses must demonstrate that their functions will not adversely affect ground or surface water quality. There shall be no industrial wastewater discharge to ground of surface waters.

(13) Stormwater discharges from industrial or commercial sites will be required to meet performance standards described in Nos. 8 and 9 above.

(14) Prior to the construction of industrial facilities, hazardous waste storage and disposal plans, including transportation of wastes, shall be provided and approved.

(15) Underground and aboveground storage systems shall only be permitted in the watershed in compliance with Chapter 17-61 FAC and Manatee County Department of Pollution Control requirements.

(16) The use of individual septic tanks as a means of sewage disposal will not be permitted within the Braden River Watershed.

(17) Sewer lift stations shall be designed and equipped with four means of back-up to provide assurances against equipment failure and discharge to the environment. These include:

(a) Onsite auxiliary power;

(b) Wetwells to contain sewage line surcharges or overflows;

(c) Emergency bypass purpouts for tank trucks; and

(d) One hundred percent (100%) redundancy in lift station pumping equipment.

(18) No sewer lift stations shall be built where emergency discharges have the potential for direct discharge into the Braden River, its tributaries, or Evers Reservoir.

(19) No residential development shall be allowed between the L10 70 dB(A) noise level contour and I-75, unless such residences are protected by some performance equivalent measure to achieve the L10 70 dB(A) exterior noise level. All residential units constructed within the L10 60 to 70 dB(A) range shall be located and designed in a manner which orients the living areas and outdoor activity areas away from the noise source. Living areas include bedrooms, lanais and Florida rooms. Buildings shall be positioned to maximize the distance between the residential units and the noise source. The use of existing vegetation, earthern berms, decorative walls and significant landscape buffering should be provided between the residential units and the noise source.

All residential units constructed within the L10 65 to 70 dB(A) range must meet the sound levels identified by the EPA as sufficient to protect public health and welfare as identified in the following table:

EFFECT	LEVEL [1]	AREA
Hearing Loss	$^{*}L_{eq(24)}$ 70 dB	All areas
Outdoor activity interference and annoyance	$^{*}L_{dn}$ 55 dB	Outdoors in residential areas and farms and other outdoor areas where people spend widely varying amounts of time and other places in which quiet is a basis for use.
	$L_{eq(24)}$ 55 dB	Outdoor areas where people spend limited amounts of time, such as school yards, playgrounds, etc.
Indoor activity interference and annoyance	L_{dn} 45 dB	Indoor residential areas.
	$L_{eq(24)}$ 45 dB	Other indoor areas with human activities such as schools, etc.

Archaeological and Historic Characteristics

(1) At the time a Preliminary Development Plan is submitted, the developer must identify the location of all archaeological and historic sites, verify which ones are significant, which will be protected and preserved and by what method. For property zoned ST, the developer must comply with all requirements to demonstrate "Best Possible Technology".

Transportation

(1) All traffic impacts of every portion of this development shall be identified in advance of development by the developer using data and techniques acceptable to and used generally in the County. The developer shall be responsible for addressing all traffic impacts resulting from development and providing whatever measures are deemed necessary to fully mitigate or offset them. Specific measures identified elsewhere herein, or as conditions of subsequent approvals, shall not be construed as limiting the effect of this requirement.

(2) In accordance with Policy 9-1.C of The Manatee Plan, Level of Service C shall be maintained on all portions of major thoroughfares that are projected to experience significant traffic impacts as a result of this development or any portion thereof. The portions of the major thoroughfares so affected will be identified at the time of ADA review. No development will be authorized that generates traffic which, in conjunction with existing traffic and traffic anticipated as a result of other development approvals, will have the result of causing a degradation of the level of service on these major thoroughfares to below C or, if a lower level has already been reached, any degradation in traffic capacity.

(3) Substantial screening and buffering shall be required to separate this development from University Parkway. The type and extent of buffering shall be reviewed and approved at the time Preliminary Development Plans are submitted for approval.

$^{*}L_{eq(24)}$ represents the sound energy averaged over a 24-hour period, while $^{*}L_{dn}$ represents L_{eq} with a 10dB night-time weighting.

(4) Land to be dedicated to Manatee County in connection with the Major Thoroughfare Plan shall be reserved by the developer, and development plans shall respect the intended future use of such land for road right-of-way. Such land shall be dedicated at any time following the effective date of the rezoning, upon the request of the County.

(5) The project will be required to comply with all applicable State and local regulations and requirements at the time of submittal of each Preliminary Development Plan.

(6) The east-west street alignments at the west property line must be coordinated with those in Circle-W-Bar Ranch to prevent offset intersections and to allow coordination of any future traffic signal installations.

Parks and Recreation

(1) All impacts of every portion of this development upon public recreational facilities and open space, and the extent of the needs therefore to be generated by each portion of this development, shall be identified in advance of development by the developer using methodology acceptable to and utilized generally by the County. The developer shall be responsible for providing for all recreational and open space needs so identified and otherwise fully offsetting the identified impacts.

Schools

(1) All impacts of every portion of this development upon school facilities and the extent of the needs therefore to be generated by each portion of this development, shall be identified in advance of development by the developer using methodology acceptable to and utilized generally by the School Board. The developer shall be responsible for providing for all public school facilities so identified and otherwise fully offsetting the identified impacts. Measures for addressing and offsetting such impacts may include, without limitation, conveyance of land for school facility sites, or a pro-rata contribution to the cost of such sites.

(2) The School Board of Manatee County may determine, upon consideration of the impacts of this development and the needs anticipated as a result of other development approvals, that a certain type or types of public school facilities that would serve this development are needed in this part of the County. Once the School Board has made such a determination and can demonstrate a present ability to provide such facilities, in cooperation with this development or otherwise, final approval of any development scheduled to occur thereafter, and the timing thereof, shall be contingent upon the prior or anticipated completion of such facilities.

Fire Protection/Emergency Medical Services

(1) All impacts of every portion of this development upon emergency and fire protection services and the extent of the needs therefore to be generated by each portion of this development, shall be identified in advance of development by the developer using methodology acceptable to and utilized generally by the County. The developer shall be responsible for providing for all emergency services and fire protection needs so identified and otherwise fully offsetting the identified impacts. Specific measures identified elsewhere herein or as conditions of subsequent approvals shall not be construed as limiting the effect of this requirement.

(2) The developer shall be responsible for contributing a pro-rata share of the cost of a site for, and of constructing and equipping, a permanent EMS station and fire station, or a joint facility. This obligation may be satisfied in part at the option of the County, by conveyance of land suitable for the intended use.

(3) If, prior to the time permanent EMS and/or fire protection facilities in this area of the County are deemed desirable by the County and/or the fire district, a temporary station is deemed desirable, developer shall also contribute a pro-rata share of the cost of a site for, and of constructing and equipping, such facility or facilities.

(4) Once a present ability to construct and equip a temporary or permanent EMS and/or fire station in this area of the County, that would serve this development, is demonstrated, final approval of any development scheduled to occur after the establishment of such substation, and the issuing thereof, shall be contingent upon the ability of EMS and/or the fire district to provide service to such development with a response time generally accepted by the County and/or fire district as safe and adequate.

(5) The fire hydrant system shall use publicly-owned easements and facilities or, if a private system is used, shall be approved by the fire district as to provision for adequate operation and maintenance and other features related to fire safety.

Police Protection

(1) The developer shall pay a pro-rata share of the cost of the Sheriff's Department portion of the Tara public service building and other police-related capital facilities required to adequately serve the area. Specific requirements will be determined at the time of the D.R.I. Application for Development Approval (ADA) stage in the development process.

Section 3. AMENDMENT OF OFFICIAL ZONING ATLAS - The Official Zoning Atlas of Manatee County Ordinance No. 81-4, the Manatee County Comprehensive Zoning and Land Development Code, is hereby amended by changing the zoning district classification of the property that is the subject of the application for rezoning hereby approved, as follows:

A. PDR - The Suburban Agriculture (A-1) District classification of the following described parcel is changed to Planned Development Residential (PDR):

DESCRIPTION:

FROM THE N.W. CORNER OF THE S.W. 1/4 OF SECTION 25, TOWNSHIP 35 SOUTH, RANGE 18 EAST, RUN S 89° 10' 54" E, (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLANE COORDINATE SYSTEM) ALONG THE NORTH LINE OF THE SAID S.W. 1/4, A DISTANCE OF 303.72 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE S 89° 10' 54" E, ALONG SAID NORTH LINE, A DISTANCE OF 2335.77 FEET TO THE WESTERLY RIGHT OF WAY LINE OF S.R. 93 (I-75 SECTION 13075-2402); THENCE S 13° 40' 31" E, A DISTANCE OF 1579.74 FEET TO THE NORTHERLY LINE OF A FLORIDA POWER AND LIGHT COMPANY EASEMENT AS RECORDED IN O.R. BOOK 603, PAGE 793, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA; THENCE, ALONG SAID FLORIDA POWER AND LIGHT COMPANY EASEMENT THREE COURSES, VIZ: S 76° 19' 29" W, A DISTANCE OF 241.90 FEET; AND N 13° 40' 31" W, A DISTANCE OF 50.00 FEET; AND S 76° 19' 29" W, A DISTANCE OF 138.18 FEET; THENCE S 84° 58' 20" W, A DISTANCE OF 92.40 FEET TO A POINT ON THE ARC OF A CURVE TO THE RIGHT WHOSE RADIUS POINT BEARS S 84° 58' 20" W, DISTANT 400.00 FEET; THENCE, ALONG THE ARC OF SAID CURVE IN A SOUTHERLY DIRECTION, A DISTANCE OF 116.24 FEET THROUGH A CENTRAL ANGLE OF 16° 38' 58" TO THE P.R.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 3300.00 FEET; THENCE, ALONG THE ARC OF SAID CURVE IN A SOUTHERLY DIRECTION, A DISTANCE OF 1094.32 FEET THROUGH A CENTRAL ANGLE OF 19° 00' 00" TO THE P.T. OF SAID CURVE; THENCE S 07° 22' 42" E, A DISTANCE OF 700.00 FEET TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 1400.00 FEET; THENCE, ALONG THE ARC OF SAID CURVE IN A SOUTHERLY DIRECTION, A DISTANCE OF 390.95 FEET THROUGH A CENTRAL ANGLE OF 16° 00' 00" TO THE P.T. OF SAID CURVE, THENCE S 08° 37' 18" W, A DISTANCE OF 252.16 FEET; THENCE N 89° 27' 33" W, A DISTANCE OF 2357.00 FEET; THENCE N 00° 20' 30" W, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, A DISTANCE OF 1461.79 FEET; THENCE N 02° 45' 45" E, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF THE ABOVE DESCRIBED S.W. 1/4 OF SECTION 25, A DISTANCE OF 2674.17 FEET TO THE POINT OF BEGINNING. LYING AND BEING IN SECTIONS 25 AND 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

SUBJECT TO EASEMENTS, RIGHTS OF WAY AND RESTRICTIONS OF RECORD.

CONTAINING 229.57 ACRES, MORE OR LESS.

8. PDC - The Suburban Agriculture (A-1) District classification of the following described parcel is changed to Planned Development Commercial (PDC):

DESCRIPTION:

FROM THE S.W. CORNER OF SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 E BEING ON THE NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD, RUN S 89° 24' 05" E, (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZON THE FLORIDA STATE PLANE COORDINATE SYSTEM), ALONG THE SAID NORTH RIGHT OF WAY LINE, A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING; THEN N 00° 20' 30" W, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LI OF SECTION 36, A DISTANCE OF 1200.00 FEET; THENCE N 89° 39' 30" E, A DISTANCE OF 200.00 FEET TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 500.00 FEET; THENCE, ALONG THE ARC OF SAID CURVE IN AN EASTE AND SOUTHEASTERLY DIRECTION, A DISTANCE OF 418.88 FEET THROUGH A CENTRA ANGEL OF 48° 00' 00" TO THE P.R.C. OF A CURVE TO THE LEFT HAVING A RAD OF 500.00 FEET; THENCE, ALONG THE ARC OF SAID CURVE IN A SOUTHEASTERLY, EASTERLY AND NORTHEASTERLY DIRECTION, A DISTANCE OF 698.13 FEET THROUGH A CENTRAL ANGLE OF 80° 00' 00" TO THE P.T. OF SAID CURVE; THENCE N 57° 39' 30" E, A DISTANCE OF 200.00 FEET; THENCE N 32° 20' 30" W, A DISTANCE OF 250.00 FEET TO THE P.C. OF A CURVE TO THE LEFT HAVING A RAD OF 500.00 FEET; THENCE, ALONG THE ARC OF SAID CURVE IN A NORTHWESTERLY DIRECTION, A DISTANCE OF 410.15 FEET THROUGH A CENTRAL ANGLE OF 47° 00' 00" TO THE P.R.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 400.00 FEET; THENCE, ALONG THE ARC OF SAID CURVE IN A NORTHWESTERLY AND NORTHERLY DIRECTION, A DISTANCE OF 495.67 FEET THROUGH A CENTRAL ANGLE OF 71° 00' 00" TO THE P.R.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 1000.00 FEET; THENCE, ALONG THE ARC OF SAID CURVE IN A NORTHERLY DIRECT A DISTANCE OF 167.19 FEET THROUGH A CENTRAL ANGLE OF 09° 34' 46"; THENC N 72° 04' 44" E, A DISTANCE OF 770.95 FEET; THENCE N 31° 27' 10" E, A DISTANCE OF 560.00 FEET; THENCE S 89° 32' 50" E, A DISTANCE OF 1180.00 FEET; THENCE N 55° 46' 55" E, A DISTANCE OF 466.69 FEET; THENCE N 76° 19' 29" E, A DISTANCE OF 500.00 FEET TO THE WESTERLY RIGHT OF WAY LINE OF S.R. 93 (I-75 SECTION 13075-2402); THENCE, ALONG SAID WESTERLY RIGHT OF WAY LINE (AND INTERSECTION RIGHT OF WAY) EIGHT COURSES, VIZ: S 13° 40' 31" E, A DISTANCE OF 1100.00 FEET; AND S 09° 40' 31" E, A DISTANCE OF 518.74 FEET TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 3130.04 FEET; AND, ALONG THE ARC OF SAID CURVE IN A SOUTHERLY DIRECTION, A DISTANCE OF 638.55 FEET THROUGH A CENTRAL ANGLE OF 11° 30' 13"; AND S 04° 37' 06" W, A DISTANCE OF 450.00 FEET TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 216.00 FEET; AND, ALONG THE ARC OF SAID CURVE IN A SOUTHERLY, SOUTHWESTERLY AND WESTERLY DIRECTION, A DISTANCE OF 315.44 FEET THROUGH A CENTRAL ANGLE OF 83° 40' 21" TO THE P.T. OF SAID CURVE; AND S 88° 17' 27" W, A DISTANCE OF 628.42 FEET; AND N 89° 25' 07" W, A DISTANCE OF 298.24 FEET; AND S 00° 34' 53" W, A DISTANCE OF 2.00 FEET TO THE ABOVE DESCRIBED NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD; THENCE, ALONG SAID NORTH RIGHT OF WAY LINE EIGHT COURSES, VIZ: N 89° 25' 07" W, A DISTANCE OF 440.34 FEET;

AND N 89° 24' 06" W, A DISTANCE OF 7.33 FEET TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 5865.58 FEET; AND, ALONG THE ARC OF SAID CURVE IN A WESTERLY DIRECTION, A DISTANCE OF 828.99 FEET THROUGH A CENTRAL ANGLE OF 08° 05' 48" TO THE P.T. OF SAID CURVE; THENCE S 82° 30' 06" W, A DISTANCE OF 549.31 FEET; AND S 00° 35' 54" W, A DISTA OF 33.33 FEET; AND S 82° 30' 06" W, A DISTANCE OF 12.41 FEET TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 5626.58 FEET; AND, ALONG THE ARC OF SAID CURVE IN A WESTERLY DIRECTION, A DISTANCE OF 795.11 FEET THROUGH A CENTRAL ANGLE OF 08° 05' 48" TO THE P.T. OF SAID CURVE; AND N 89° 24' 05" W, A DISTANCE OF 220.21 FEET TO THE POINT OF BEGINNING. LYING AND BEING IN SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

SUBJECT TO EASEMENTS, RIGHTS OF WAY AND RESTRICTIONS OF RECORD.

CONTAINING 195.50 ACRES, MORE OR LESS.

C. The Suburban Agriculture (A-1) District classification of the following described parcel is changed to Planned Development Industrial (PDI):

DESCRIPTION:

FROM THE S.W. CORNER OF SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, BEING ON THE NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD, RUN S 89° 24' 05" E, (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLANE COORDINATE SYSTEM), ALONG THE SAID NORTH RIGHT OF WAY LINE, A DISTANCE OF 303.59 FEET; THENCE N 00° 20' 30" W, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 26, A DISTANCE OF 1200.00 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE N 00° 20' 30" W, A DISTANCE OF 2681.56 FEET; THENCE S 89° 27' 33" E, A DISTANCE OF 2357.00 FEET; THENCE N 08° 37' 18" E, A DISTANCE OF 252.16 FEET TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 1400.00 FEET; THENCE ALONG THE ARC OF SAID CURVE IN A NORTHERLY DIRECTION, A DISTANCE OF 390.95 FEET THROUGH A CENTRAL ANGLE OF 16° 00' 00" TO THE P.T. OF SAID CURVE; THENCE N 07° 22' 42" W, A DISTANCE OF 700.00 FEET TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 3300.00 FEET; THENCE ALONG THE ARC OF SAID CURVE IN A NORTHERLY DIRECTION, A DISTANCE OF 1094.32 FEET THROUGH A CENTRAL ANGLE OF 19° 00' 00" TO THE P.R.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 400.00 FEET; THENCE ALONG THE ARC OF SAID CURVE IN A NORTHERLY DIRECTION, A DISTANCE OF 116.24 FEET THROUGH A CENTRAL ANGLE OF 16° 38' 58"; THENCE N 84° 58' 20" E, A DISTANCE OF 92.40 FEET TO THE NORTHERLY LINE OF A FLORIDA POWER AND LIGHT COMPANY EASEMENT AS RECORDED IN O.R. BOOK 603, PAGE 793, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA; THENCE ALONG SAID FLORIDA POWER AND LIGHT COMPANY EASEMENT THREE COURSES, VIZ: N 76° 19' 29" E, A DISTANCE OF 138.12 FEET; AND S 13° 40' 31" E, A DISTANCE OF 50.00 FEET; AND N 76° 19' 29" E, A DISTANCE OF 241.90 FEET TO THE WESTERLY RIGHT OF WAY LINE OF S.R. 93 (I-75 SECTION 13075-2402); THENCE S 13° 40' 31" E, ALONG SAID WESTERLY RIGHT OF WAY LINE, A DISTANCE OF 3465.89 FEET; THENCE S 76° 19' 29" W, A DISTANCE OF 500.00 FEET; THENCE S 55° 46' 55" W, A DISTANCE OF 466.69 FEET; THENCE N 89° 32' 50" W, A DISTANCE OF 1180.00 FEET; THENCE S 31° 27' 10" W, A DISTANCE OF 560.00 FEET; THENCE S 72° 04' 44" W, A DISTANCE OF 770.95 FEET TO A POINT ON THE ARC OF A CURVE TO THE RIGHT WHOSE RADIUS POINT BEARS S 72° 04' 44" W, DISTANT 1000.00 FEET; THENCE ALONG THE ARC OF SAID CURVE IN A SOUTHERLY DIRECTION, A DISTANCE OF 167.19 FEET THROUGH A CENTRAL ANGLE OF 09° 34' 46" TO THE P.R.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 400.00 FEET; THENCE ALONG THE ARC OF SAID CURVE IN A SOUTHERLY AND SOUTHEASTERLY DIRECTION, A DISTANCE OF 495.67 FEET THROUGH A CENTRAL ANGLE OF 71° 00' 00" TO THE P.R.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 500.00 FEET; THENCE ALONG THE ARC OF SAID CURVE IN A SOUTHEASTERLY DIRECTION, A DISTANCE OF 410.15 FEET THROUGH A CENTRAL ANGLE OF 47° 00' 00" TO THE P.T. OF SAID CURVE; THENCE S 32° 20' 30" E, A DISTANCE OF 250.00 FEET; THENCE S 57° 39' 30" W, A DISTANCE OF 200.00 FEET TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 500.00 FEET; THENCE ALONG THE ARC OF SAID CURVE IN A SOUTHWESTERLY, WESTERLY AND NORTHWESTERLY DIRECTION, A DISTANCE OF 698.13 FEET THROUGH A CENTRAL ANGLE OF 80° 00' 00" TO THE P.R.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 500.00 FEET; THENCE ALONG THE ARC OF SAID CURVE IN A NORTHWESTERLY AND WESTERLY DIRECTION, A DISTANCE OF 418.88 FEET THROUGH A CENTRAL ANGLE OF 48° 00' 00" TO THE P.T. OF SAID CURVE; THENCE S 89° 39' 30" W, A DISTANCE OF 200.00 FEET TO THE POINT OF BEGINNING. LYING AND BEING IN SECTIONS 25 AND 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

SUBJECT TO EASEMENTS, RIGHTS OF WAY AND RESTRICTIONS OF RECORD.

CONTAINING 179.61 ACRES, MORE OR LESS.

D. Portions of the parcels described above being within the Special Treatment (ST), Agricultural Fringe (AF), or Retarded Protection (RP), Overlay District zoning classification will retain such zoning classification without change.

Section 4. EFFECTIVE DATE - This Ordinance shall take effect immediately upon the receipt of the official acknowledgement from the Office of the Secretary of State, State of Florida, that same has been filed with that office.

PASSED AND DULY ADOPTED, by the Board of County Commissioners of Manatee County, Florida, this the 16th day of August, 1984.

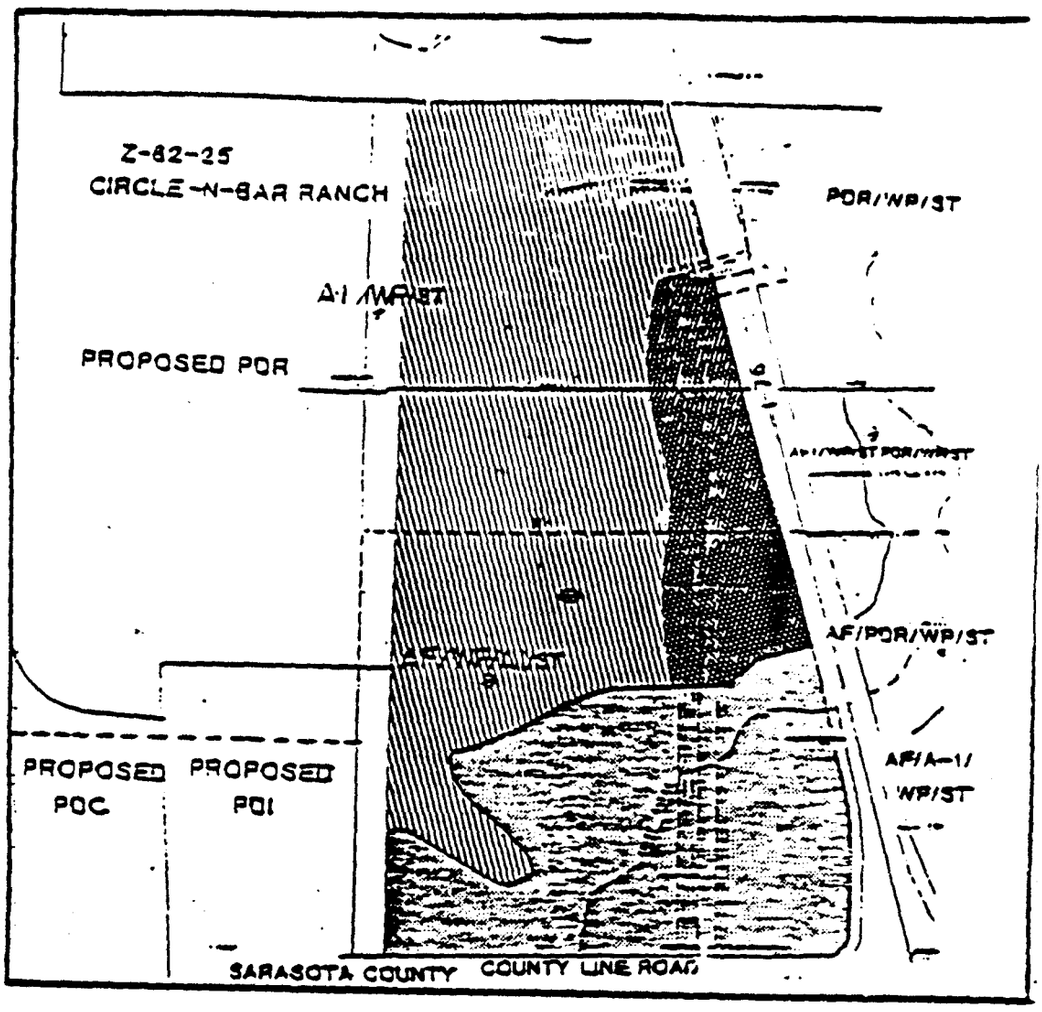
BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA

BY: Edward W. Chance

8/16/84

ATTEST:

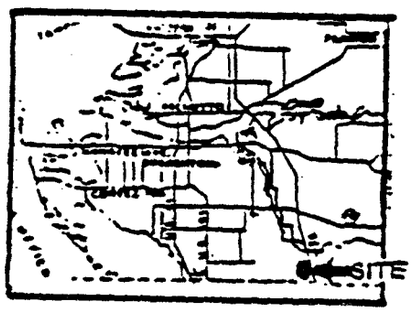
R. B. Shore
Clerk of the Circuit Court



SCALE IN FEET 1"-1200' ±

SECTION, TOWNSHIP, RANGE

25,36-35-18



PROJECT NO: Z-83-12

PROPOSED USE: COOPER CREEK

604.7 ACREAGE (±)

EXISTING ZONING: AF/A-1/WP/ST, A-1/WP/ST

PROPOSED POC

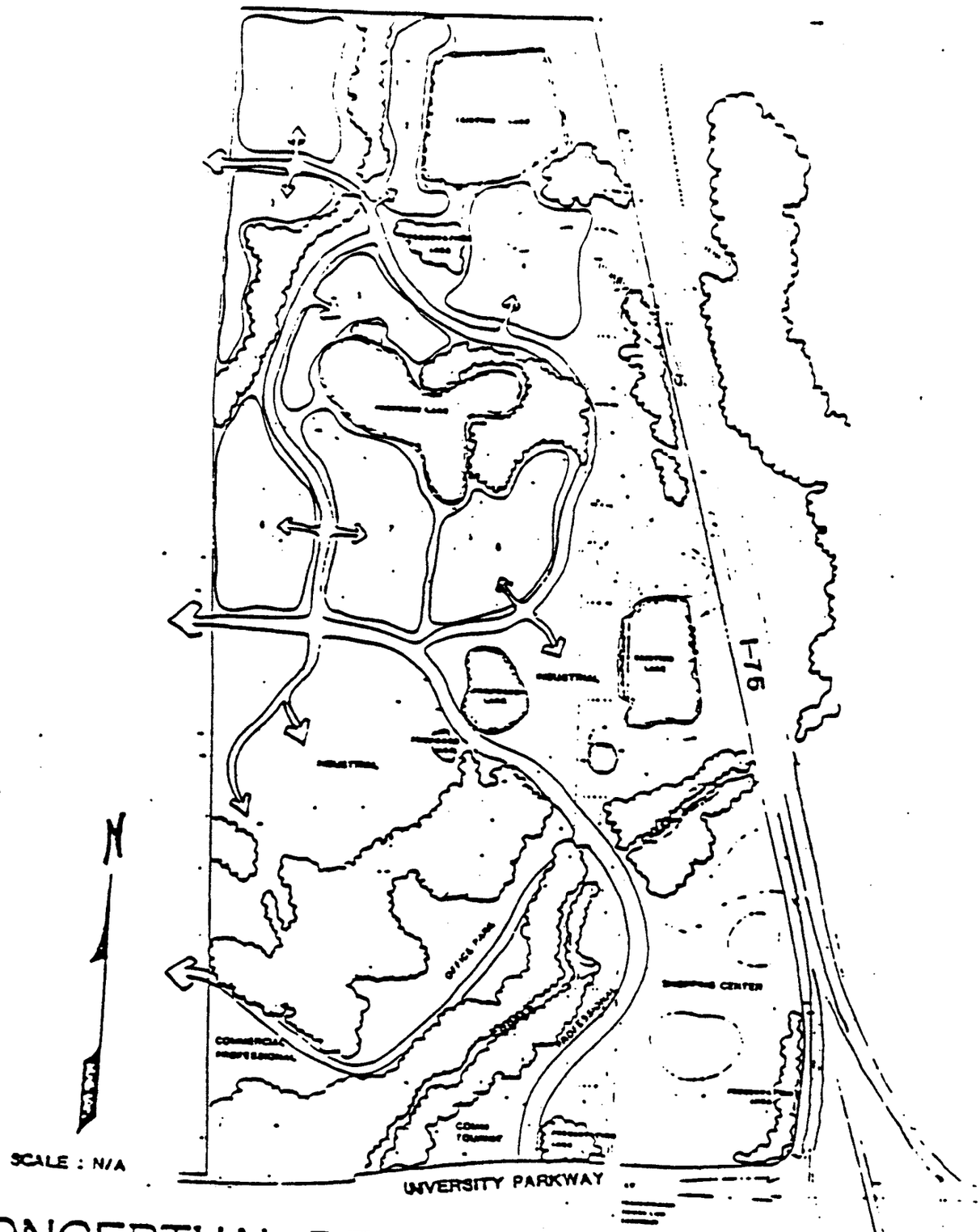
PROPOSED ZONING: POI,POR,POC - WP/ST/AF

PROPOSED POI

REQUESTED BY: CO. LINE RD. ASSOCIATES, INC.

PROPOSED POR

COMMISSIONER: MR. VICKERS



CONCEPTUAL DEVELOPMENT PLAN

SOURCE: ZOLLER & NAJJAR ENGINEERING

7.

Cooper Creek

MANATEE COUNTY PLANNING & DEVELOPMENT DEPARTMENT

EXHIBIT C

MANATEE COUNTY
PLANNING & [illegible]

SEP [illegible]

RECEIVED

SUMMARY REPORT

CONSULTANT'S REVIEW OF COOPER CREEK CENTER'S COMPLIANCE WITH SELECTED CONDITIONS OF REZONE APPROVAL Z-83-12

September 1985

Prepared For:

MANATEE COUNTY PLANNING AND DEVELOPMENT DEPARTMENT
212 Sixth Avenue East
Bradenton, Florida 33508

Prepared By:

CONSERVATION CONSULTANTS, INC.
726 Eighth Avenue West
Post Office Box 35
Palmetto, Florida 33561

PREFACE

Subsequent to the April 1, 1985 submittal of the Consultant's Review of Cooper Creek Center's Compliance with Selected Conditions of Rezone Approval Z-83-12, the Manatee County Planning Commission unanimously approved Cooper Creek DRI #103 a attendant Staff Summary and Recommendations. Incorporated by reference with this approval is the requirement that the conditions of the Cooper Creek Zoning Ordinance Z-83-12 be satisfied. This summary report codifies selected environmental elements of the Zoning Ordinance Conditions and iterates the recommendations of the Consultant's Review for meeting these conditions. This is a summary report. For a complete discussion of the environmental analysis, please refer to the Consultant's Review report dated April 1985.

CONDITIONS AND RECOMMENDATIONS

As recognized in the Consultant's Review, several of the Rezone Conditions are similar and result in a certain level of overlap i their requirements. Therefore, in an effort to reduce redundancy the information requested to satisfy the Rezone Conditions has been categorized under three issues.

STORMWATER MANAGEMENT SYSTEM DESIGN

The Consultant's Review focused on two elements of the stormwater management/drainage system; water quality and hydrology. Although much of the hydrologic data directly affects water quality (e.g. Condition 2) and in certain cases, wetlands (e.g. Condition 11c),

This section identifies those data recommended to satisfy the hydrologic components of the following Rezone Conditions:

Condition 3 - The applicant shall meet, at a minimum, the stormwater management system design standards of the Smith and Gillespie analysis for Low Intensity Zones unless a master drainage plan provides Best Management Practices which will result in superior alternatives, as determined by an outside, independent consultant, which meet or exceed such standards.

Condition 8 - Stormwater management system designs shall meet or exceed the guidelines in the Evers Reservoir Watershed Management Study (Smith and Gillespie, November 1982 [sic] or as hereafter revised). The design shall incorporate Best Management Practices be based on site specific data reflecting seasonal variations (ground and surface water quality and quantity) and seek to maintain water quantity contributions to the Braden River.

Condition 10 - Stormwater system design concepts shall be coordinated with those approved on adjacent properties to the extent possible.

The primary issue expressed in these Conditions is the design and function of the stormwater management system. The Florida Administrative Code (F.A.C.) Chapters 17-25 and Chapter 40D-4 provides for the permitting of stormwater discharges and management and storage of surface waters. Cooper Creek Center has applied for these permits. To affirmatively demonstrate that Best Management Practices will result in superior alternatives and water quantity contributions will be maintained to the Braden River, the following information is requested.

- Design data for all ponds (i.e., stage-storage relationships, control elevations, and maximum water surface elevations due to the 25-year and 100-year storm events) shall be included.

- Design data for all structural connections between ponds and from ponds to Cooper Creek and the Braden River is required. Similar data for structures to be placed in the proposed Floodway should also be provided. These data should consist of type, inverts, sizes, lengths and type of material for all culverts. For weir structures, type of weir, crest elevations and crest length should be provided as well as geometric data related to gates, notches or orifices placed in the weirs. Assumed discharge coefficients as well as other assumptions related to computation of discharges through these facilities should also be specified.

- Data for non-structural connections should be provided where these connections result in differing upstream and downstream elevations. These data should consist of surveyed cross sections of the connections. All assumptions, discharge coefficients and other hydraulic parameters should also be specified.

- Design data including a profile and typical cross section for the proposed Floodway should be provided. Water surface profiles, before and after construction, should be included on the profile. A statement of how this facility will be stabilized is needed along with provision of anticipated flow velocities under all potential flow regimes. This is required to determine if erosion is a potential problem and whether or not there is potential

for downstream sediment transport.

- Discharge hydrographs for the 25-year and 100-year storms should be provided at all inflow and discharge points around the perimeter of the site. These should also be provided for internal culvert connections, water control structures and non-structural control sections. Water surface elevation versus time (stage hydrographs) should be provided both upstream and downstream of these facilities for the storm events.

- Runoff hydrodgraphs for the storm events should be provided. The use of the Santa Barbara Urban Hydrograph Method for development of these data is acceptable. However, adjustments of runoff hydrographs to account for "field storage" within secondary drainage systems require prior knowledge of secondary system design. Therefore, if these adjustments are made, they should be predicated on strong technical foundation supported by data. There should also be a statement as to how the developer plans to control design of secondary systems to insure that these assumptions are ultimately valid.

- Use of the regional flow frequency relationship for discharge computations in Cooper Creek should be supported by a discussion of its applicability in terms of similarities between Cooper Creek and the watersheds used in development of the relationship. If these data are

further used to develop tailwater conditions for discharges from the project, then adequacy should be determined with respect to timing of tailwater stages in relation to those discharges as well. If adequacy cannot be supported, a hydrologic analysis of the Cooper Creek watershed should be conducted for determination of discharge and stage hydrographs within the Creek and Floodway.

- o Discharge capacity of existing and proposed culverts should be determined by calculation rather than by assumption of velocity. Calculations should be based on anticipated headwater and tailwater elevations in relation to culvert inverts. These data are necessary for evaluation of pre-development discharges as well as design performance.

- o Design data with regard to the level of treatment which exceeds the standard engineering practices required to meet the design criteria specified in F.A.C. 17-24 and F.A.C. 40D-4 should be identified.

- o An assessment of pre-development and post-development seasonal flow contributions from the site should be provided.

- o Stormwater treatment facilities within Cooper Creek Center should not only be hydraulically designed for on-site

conditions but also for waters entering the system from off-site systems. The latest available data should be used to determine impacts on Cooper Creek Center and to determine impacts of Cooper Creek Center relative to tailwater conditions for off-site structures.

WATER QUALITY

A primary concern expressed by Manatee County is "whether the applicant can affirmatively demonstrate that the development will not adversely effect [sic] water quality in Evers Reservoir". Reasonable assurance that the receiving body of water will not be degraded is presumed through compliance with the requirements of Chapter 17-25 (F.A.C.) and Chapter 40D-4 (F.A.C.). However, to date a demonstration of effects has not been made. Two conditions relate directly to the issue of water quality.

Condition 2 - Commercial and industrial uses are prohibited in the Low Intensity Zone, as defined by the Smith and Gillespie report or as hereafter revised, unless the applicant affirmatively demonstrates that such uses will not adversely affect the Braden River, Evers Reservoir, and the associated tributaries during normal times or in the event of a 100-year magnitude flood.

Condition 11(d) - A demonstration of compliance with the WP, ST, and AF Overlay Districts. As required by the ST Overlay District, the Board of County Commissioners must make a determination that "Best Possible Technology" is being employed prior to any construction.

The hydrologic design information previously enumerated provides much of the data used to evaluate the potential effect on water quality of the Braden River, Evers Reservoir and the associated tributaries. The following information would "demonstrate" the anticipated water quality conditions prior to development and through future phases of development.

- The expected quality of runoff from the site prior to and subsequent to development should be made. These projections should include the unit loading rates for each land use type.

- Intended mitigative features should be described and their anticipated removal efficiencies documented.

- The quality of stormwater discharge should be projected and the method used in making the projections described.

As stated in the Consultant's Review, the applicability of the ST Overlay District and specifically the requirement for "Best Possible Technology" should be clarified by Manatee County.

WETLANDS

The reoccurring concern with regard to wetlands is for their protection and use for water quality and wildlife enhancement purposes. Four conditions relate directly or indirectly to this concern.

Condition 5 - All jurisdictional wetlands and streams shall be preserved physically and functionally with the exception of those areas in which Federal and/or State environmental permits are obtained for minor activities (e.g., culverts or other structures associated with road crossings) or alteration of marginal wetland areas where mitigative measures will substantially outweigh the effects of the activities.

Condition 6 - Isolated wetlands shall be incorporated in stormwater system designs with maintenance of hydroperiods which will allow the continued positive natural filtrative and assimilative functions of the wetland vegetation.

Condition 11(c) - A Master Drainage Plan for the entire development, including a demonstration of the effect of the

proposed [illegible] preservation of existing jurisdictional wetlands, the effect that will have on their ability to filter out nutrients and sediments and the effect that altering and deepening existing isolated wetlands will have on their ability to filter surface water and percolating groundwater. This Master Drainage Plan, though it may have been approved by the County, will be subject to modification by new state-of-the-art techniques and surface water management performance standards that may be developed or adopted during the course of the development program.

Condition 11(f) - Assurances that the stormwater management system will protect and maintain fish and wildlife habitat and will be capable of supporting aquatic communities so as to control mosquito propagation.

Again, several of the wetland concerns are related to the design of the stormwater management system. The ultimate effect on hydroperiod is directly related to the frequency, and duration of stormwater discharges.

Subsequent to the Consultant's Review, the jurisdictional status of all wetlands has been determined and permit applications have been filed to the Florida Department of Environmental Regulation and the Southwest Florida Water Management District. Although some of the concerns have been adequately addressed the following information should be provided to complete the evaluation of this issue.

- o An assessment of postdevelopment hydroperiods for non-jurisdictional as well as preserved jurisdictional wetlands should include wetland specific water control levels and an estimation of changes (pre- vs postdevelopment) in water levels associated with installation of the primary and secondary drainage systems.

- Cross-sectional plans showing the relation of the finish wetlands to original grade should be provided for all wetlands being incorporated into stormwater ponds (e.g. wetlands 3 through 6).

- Confirmation of water level amplitude and duration to establish the capability of the components of the stormwater management system to support longer term aquatic communities should be provided.

REPORT

Although it is recognized that certain elements of the above requested information has been provided within various permitting and informational documents, it is recommended that the applicant provide a single written report which graphically and narratively responds to the information enumerated above.



RECORDED 12-23-86
PAGE NO. 145
MINUTE BOOK NO. 32

R-86-323

Resolution Granting An Amendment To The Development Order For Cooper Creek Center (R-86-235)

WHEREAS, Wilbur Boyd Corporation (hereinafter "WBC"), in accordance with Section 380.06, Florida Statutes, filed an Application for Development Approval (hereinafter "ADA") and was subsequently granted a Development Order (R-86-235) approving a Development of Regional Impact (hereinafter "DRI No. 14") (also known by Tampa Bay Regional Planning Council DRI No. 103); and

WHEREAS, WBC filed an application for an amendment to the Development Order (R-86-235); and

WHEREAS, WBC proposes to develop a Planned Development Commercial (hereinafter "PDC"), and a Planned Development Industrial (hereinafter "PDI"), and a Planned Development Residential (hereinafter "PDR") upon real property located in Manatee County, Florida and owned by WBC as described in Exhibit "A-1", made a part hereof; and

WHEREAS, pursuant to Section 401F, Manatee County Comprehensive Zoning and Land Development Code, and Section 380.06(19)(f)3., Florida Statutes, a notice of public hearing to consider whether the proposed amendment to the Development Order constituted a substantial deviation pursuant to Chapter 380.06 (19) Florida Statutes was duly published; and

WHEREAS, upon publication and furnishing notice, public hearing in these proceedings was held on October 15, 1986, November 5, 1986, and November 12, 1986, before the Manatee

County Planning Commission and on November 13, 1986 and November 20, 1986, before the Board of County Commissioners of Manatee County, Florida; and

WHEREAS, the Board of County Commissioners did find that the proposed amendments to the site plan do not constitute a substantial deviation pursuant to Chapter 380.06(19) Florida Statutes; and

WHEREAS, pursuant to Section 401F Manatee County Comprehensive Zoning and Land Development Code a notice of public hearing to consider the amendment to the Development Order was duly published; and

WHEREAS, upon publication and furnishing Notice, public hearing in these proceedings was held on December 17, 1986 and December 19, 1986, before the Manatee County Planning Commission and on December 23, 1986, before the Board of County Commissioners of Manatee County, Florida; and

WHEREAS, all parties at public hearings were accorded the opportunity to present evidence and argument on all issues, conduct cross-examination and submit rebuttal evidence and any member of the general public requesting to do so was given an opportunity to present written or oral communications; and

WHEREAS, said Board of County Commissioners and said Planning Commission have considered the testimony, reports and other documentary evidence submitted at said public hearings by WBC, TBRPC, Manatee County staff agencies and various persons in attendance at said public hearings; and

WHEREAS, said Board of County Commissioners has received and considered the recommendation of the Manatee County Planning Commission; and

WHEREAS, said Board of County Commissioners, having considered all of the foregoing and being fully advised and informed in the premises;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Manatee County, Florida, that said Board makes the following findings of fact:

1. Notice of Public Hearing in these proceedings was duly published in the Bradenton Herald, a newspaper of general circulation in Manatee County, Florida, pursuant to Section 380.06(19) Florida Statutes, and Section 401F, Manatee County Comprehensive Zoning and Land Development Code, and proof of such publication has been duly filed in these proceedings.

2. The real property involved in this development and owned by WBC is located in Manatee County, Florida, described in Exhibit "A-1", and made a part hereof.

3. Upon consideration of all matters in Section 380.06(19), Florida Statutes, and the Manatee County Comprehensive Zoning and Land Development Code, and other applicable provisions of local and state law, the Commission has determined that as conditioned by the approval hereby granted the amendment to the Development Order (R-86-235) does not constitute a substantial deviation pursuant to Chapter 380.06(19) Florida Statutes.

BE IT FURTHER RESOLVED, by the Commission, as to conclusions of law, that the proceedings have been conducted pursuant to the provisions of the Manatee County Comprehensive Zoning and Land Development Code (LDC) and Chapter 380, Florida Statutes (FS), and that Wilbur Boyd Corporation has sustained and proved all the material allegations and assertions made in its Petition to Amend Conceptual Development Plan and Development Order for Cooper Creek Center (the "Petition") and, therefore the Commission hereby approves and grants the Petition, subject to the following conditions:

A. DEFINITIONS

Note: An asterisk (*) indicates that the word is defined.

A.(1) "Acceptable Level of Service*" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in Policy 9-1.C of the Manatee County Comprehensive Plan (Ordinance 80-4 as amended). Level of Service "D" shall be measured on a peak hour basis as determined by the Highway Capacity Manual (1985) or Transportation Research Circular 212 (1980) or the most current manual in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour level of Service "D" capacity, or if actual data is available to determine the "K" factor, then on the basis of the "K" factor. Acceptable Level of Service for links and intersections in Sarasota County, Florida, shall mean Level of Service "C" on an average daily basis ("D" on a peak hour basis), which shall be measured as provided in this paragraph. Where a link or intersection in either County is operating at Level of Service "D" on an average daily basis ("E" on a peak hour basis) on the effective

date of this Resolution, then the Acceptable Level of Service in the affected County for that link or intersection shall mean Level of Service "D" on an average daily basis ("E" on a peak hour basis).

A.(2) "Conceptual Master Development Plan*" shall be defined as the graphic depiction of the development described in the Cooper Creek Center Master Land Use Plan Phase One dated June, 1985, and incorporated by reference into the Development Order* as revised and approved in accordance with the terms of this Resolution. This plan fulfills the requirements for a Conceptual Development Plan under the Manatee County Comprehensive Zoning and Land Development Code. A copy of the Conceptual Master Development Plan* is attached as Exhibit A and made a part hereof. This Plan depicts the development described in the approved Development Order* as amended hereby and includes the following land uses: 120,000 square feet of office; 400,000 square feet of industrial/R & D/warehouse; 530,000 square feet of commercial; 400 hotel rooms; and 412 residential units.

A.(3) "County Transportation Authority**" shall be defined as the County Division of Highways, Department of Public Works or whatever County entity is responsible for roadway approvals.

A.(4) "Development Approval**" shall mean any approval for development granted through the Preliminary Development Plan, Site Development Plan*, Final Site Plan processes or construction drawing approval where site plans are not required; except in the case of a Development of Regional Impact, approved or modified after October 1, 1986, the assignment of offsite transportation trips approved or conditionally approved in a Specific Phase Approval* shall also be deemed a "Development Approval" for Traffic Study* purposes.

A.(5) "Development Order**" shall mean the Resolution Granting a Development Order for Cooper Creek Center, Resolution No. R-85-236, effective January 13, 1986.

A.(6) "Final Master Development Plan**" shall be defined as the Preliminary Master Development Plan*, further specified for final design standards and construction drawings for

"Horizontal Development**" (onsite roadway, water, drainage, landscaping, sewer, communication and utility improvements) for the Cooper Creek Center-Phase One.

A.(7) "Horizontal Development**" shall mean and shall be deemed to include the construction of any and all improvements required to serve Vertical Development*, e.g., roadway, drainage, landscaping, water, sewer, communication, utilities, etc.

A.(8) "Phase**" or "Development Phase**" shall mean development defined in terms of square footage of building construction or trips generated by such construction, proposed or approved pursuant to a traffic study.

A.(9) "Preliminary Master Development Plan**" shall be defined as the Conceptual Master Development Plan* and specific design standards to be proposed by Cooper Creek.

A.(10) "Site Development Plan**" shall be defined as any preliminary plat, final plat, preliminary development plan, or final site development plan to be submitted for consideration of approval pursuant to the LDC.

A.(11) "Subsequent Development Property*" shall be defined as that portion of the Cooper Creek Center property described in Manatee County Zoning Ordinance Z-83-12, not included in Cooper Creek Center Phase One as described in the Development Order*.

A.(12) "Traffic Study*" shall mean a report presented by the developer; using a methodology acceptable to the County Transportation Authority, Florida Department of Transportation and Tampa Bay Regional Planning Council. Such study will be designed to determine if the proposed development will reduce daily or peak hour Level of Service, on any of the roadway segments identified in Table 1, to below an Acceptable Level of Service*. Any such Traffic Study* shall consider traffic to be generated by the proposed Phase*, existing traffic and traffic anticipated from prior Development Approvals*.

A.(13) "Transportation Impact Area*" shall be defined as the area receiving transportation impacts as result of the development described in the ADA. The Transportation Impact Area is specifically listed in Table I and generally depicted in Exhibit B which is incorporated and made a part hereof.

A.(14) "Vertical Development*" shall mean and shall be deemed to include the use of land for construction of new residential units, new commercial units, or new industrial units; and reconstruction of commercial units or industrial units; and additions to existing commercial units or industrial units.

A.(15) "Warranted*" shall mean a determination by the County based on generally accepted transportation engineering practices that the Acceptable Level of Service* cannot be maintained on a roadway segment or intersection without the construction of a transportation improvement required by this Development Order. All vehicle trips on the roadway segment or intersection shall be counted regardless of their source in making this determination and not merely the trips generated by Cooper Creek Center.

B. AMENDED DEVELOPMENT ORDER

B.(1) This Resolution grants approval of the Petition as to Cooper Creek Center-Phase One as depicted on the Conceptual Master Development Plan* incorporated and made a part hereof as Exhibit A. The Development Order* is hereby amended in accordance with and subject to the terms and

conditions set forth in this Resolution. The changes in the development and the provisions of the Development Order* approved by this Resolution have been determined by the State of Florida Department of Community Affairs, the Tampa Bay Regional Planning Council and Manatee County to not constitute a substantial deviation requiring further development-of-regional-impact review pursuant to Section 380.06 (19) F.S. However no Vertical Development* other than the Phase One development, as defined in paragraph 4 on page 5 of this Resolution which is authorized for immediate development shall be carried out if such development would result in a degradation of the Acceptable Level of Service* on the regional facilities listed in Table 1 included in this Resolution. Further approvals as to the Subsequent Development Property* are subject to development review and approval pursuant to Chapter 380 F.S. which will require submission of Traffic Studies* as described in the Transportation Conditions.

B.(2) Transportation Conditions are a limiting factor in granting any and all Development Approvals. Therefore, infrastructure capacity to potentially serve more than the gross square footage of Vertical Development* described in Table 2 of the Transportation Conditions section of this

Order, hereinafter referred to as Phase One, may be constructed at the developer's risk and shall not be construed to vest Vertical Development* beyond that amount.

C. TRANSPORTATION CONDITIONS

C.(1) The transportation study area for Cooper Creek Center Traffic Studies* shall have the following limits:

North Boundary	State Road 70
East Boundary	I-75
South Boundary	Fruitville Road
West Boundary	Old 301 (15th St. E.)

C.(2) The Acceptable Level of Service* in accordance with the technical guidelines acceptable to the Tampa Bay Regional Planning Council and the Department of Community Affairs, shall be maintained at all of the intersections listed in Table I.

C.(3) Traffic Studies* will be required for approvals as to Subsequent Development Property* pursuant to Chapter 380.06 F.S. Such studies shall be designed to determine if the net traffic generated by the proposed development in combination with prior approvals of this project will be 5% (or whatever greater percentage may be employed from time to time by the Tampa Bay Regional Planning Council and Manatee County) or greater than the Acceptable Level of Service* capacity and will reduce the Acceptable Level of Service* on any intersection listed in Table I or in the study area identified in paragraph C.(1) and generally depicted on Exhibit B. Such studies shall use a methodology consistent with generally accepted transportation engineering practices, the methodology used to define Phase One, and be acceptable to the County Transportation Authority*, Florida Department of Transportation and Tampa Bay Regional Planning Council. Any such Traffic Study* shall consider traffic to be generated by the proposed development existing traffic and traffic anticipated from all prior Development Approvals* impacting the same roadway.

TABLE I

IMPACTED TRANSPORTATION FACILITIES (1986 TO 1990)

These roadway intersections have been identified pursuant to Chapter 380.06 F.S. as receiving from the Cooper Creek Center, Phase One five percent or greater percentage of the Level of Service "C" daily or "D" peak hour capacity.

INTERSECTIONS

1. New U.S. Route 301 and State Route 70
2. New U.S. Route 301 and University Parkway
3. University Parkway and Tuttle Avenue
4. University Parkway and Lockwood Ridge Road
5. University Parkway and Whitfield Road
6. University Parkway and DeSoto Road
7. University Parkway and Cooper Creek Center Access Drives
8. University Parkway and I-75 ramps (interchanges)
9. DeSoto Road and Tuttle Avenue
10. DeSoto Road and Lockwood Ridge Road
11. DeSoto Road and U.S. Route 301

C.(4) No portion of the Subsequent Development Property* shall receive approval if the approval which, in conjunction with existing traffic and traffic anticipated as a result of other Development Approvals*, will have a probable result of causing or significantly contributing to a degradation of the Acceptable Level of Service* existing on the intersections listed in Table I or in the study area identified in paragraph C.(1) at the time approval is sought unless funding commitments are in place as provided in paragraph C.(9) hereof.

C.(5) The square footage totals and off-site transportation trips described herein and set forth below in Table 2 constitute Phase One and are hereby approved subject to approval of Site Development Plans* under applicable County ordinances and as may be modified by compliance with Item #3 of the General Conditions of this Resolution.

C.(6) Wilbur Boyd Corporation, its successors, assigns or transferees, shall provide the transportation improvements for Phase One described in Exhibit C when Warranted*. There shall be no approvals granted as to the Subsequent Development Property* unless the transportation improvements required for Phase One have been completed or

such improvements are determined as not Warranted* under Traffic Studies* required for such approvals. Wilbur Boyd Corporation, its successors, assigns or transferees, also shall prepay transportation component impact fees for Phase One Vertical Development* in an amount of $1,040,000.00 less any transportation component impact fees previously paid, in accordance with the Fee Agreement entered into with Manatee County, incorporated herein by reference. Such impact fees shall be credited against transportation component fees subsequently due Manatee County. Such payment shall not prevent Manatee County from revising or increasing the impact fees due from the developer as provided in Ordinance 86-09, to which these advance sums are applied. The provisions of the fee agreement shall supersede and take precedence over the conflicting provisions of this Development Order*.

C.(7) The developer shall submit construction drawings for infrastructure within eighteen (18) months of Development Order approval for Phase One and shall complete or demonstrate substantial progress toward building permit application or fifty percent (50%) of the development totals set forth below in Table 2 within five (5) years of

Development Order approval. Failure to meet this schedule may require a revised and updated Traffic Study* prepared in accordance with the provisions of Paragraph C.(2) to demonstrate that Acceptable Levels of Service* are still projected to exist at the time building permits are issued. In the event substantial progress toward building permit applications for 50% of the Vertical Development described in Table 2 of this paragraph is demonstrated by the developer, the developer may nevertheless be required to prepare a revised and updated Traffic Study* pursuant to this paragraph if building permits for 50% of the Vertical Development described in Table 2 shall expire for any reason other than completion of development or for reasons or causes beyond the control of the developer. The determination that a revised and updated Traffic Study* is required shall be made by the Board of County Commissioners at a public hearing with notice to the developer upon recommendation by the Director of Planning and Development after consultation with the County Traffic Authority*.

If the Traffic Study* indicates that an Acceptable Level of Service* is not being maintained, failure to meet the time schedule set forth above shall, at the option of the Board

of County Commissioners, result in the withholding of future building permits for Phase One until an Acceptable Level of Service* is obtained.

Failure to comply with the time schedule set forth above, shall not be presumed to be a substantial deviation pursuant to Chapter 380.06(19) FS.

TABLE 2

LAND USE DEVELOPMENT TOTALS AND
OFF-SITE TRANSPORTATION TRIPS

PHASE ONE

	LAND USE	SQUARE FEET	OFF-SITE PM PEAK HOUR NET VEHICLE TRIPS
1.	Residential	412 Units	278
2.	Industrial	400,000 S.F.	422
3.	Office	120,000 S.F	217
4.	Commercial	530,000 S.F.	1,893
5.	Hotel	400 Rooms	261
			3,052

Tradeoffs between the land uses set forth above may be granted by the County provided the total number of off-site transportation trips set forth above is not exceeded as determined at time of Site Development Plan* review.

C.(8) Maintenance of Acceptable Level of Service* on the intersections listed in Table 1 or in the Study Area identified in paragraph C.(1) shall be verified by the developer to the satisfaction of the County Transportation Authority* as part of each annual report as required by Chapter 380.06 (16) FS.

C.(9) If the Traffic Studies*, required in Paragraph C.(3) above, show that Acceptable Levels of Service* are not being maintained on the intersections listed in Table 1 or in the study area identified in Paragraph C.(1) above then Manatee County government shall withhold further approvals as to the Subsequent Development Property* until firm commitments for the improvements necessary to achieve the Acceptable Levels of Service* have been obtained which will assure the construction of the roadway segment(s) prior to the anticipated build out of the Phase* for which approval is sought. This provision shall not be construed so as to obligate Manatee County to participate in the construction

or funding for construction of said improvements except when said improvements are identified in the County's Capital Improvement Plan.

D. DRAINAGE CONDITIONS

D.(1) Paragraph 1.E of the Water Quality conditions of the Development Order* is revised to provide as follows:

E. If the monitoring programs show a significant degradation in water quality as a result of development activity, no further building permits shall be issued in the portion of the development causing or significantly contributing to the significant degradation until measures have been instituted to correct the water quality violations. Significant degradation is defined as a significant increase in the concentration of a water quality parameter over pre-development base line values or as defined by State law, whichever is more restrictive.

D.(2) Prior to commencement of construction, the developer shall obtain approval of a monitoring program from the Director of the Manatee County Pollution Control Department. Beginning prior to approval of Final Master Development Plan and continuing thereafter until buildout, the developer shall fund an independent water quality monitoring program for this project as approved by the County. The monitoring program shall include monitoring for copper and zinc.

E. SOUTHEAST TASK FORCE RECOMMENDATIONS

E.(1) Development of Cooper Creek Center shall be in accordance with the policies and long term implementation of the Southeast Task Force Recommendations, provided however, that the Recommendations are to be applied as general guidelines which shall be satisfied by development in accordance with the specific criteria set out in the Recommendations for interim implementation, or with generally recognized best management practices that satisfy the long term implementation Recommendations. Where the clear intent of the Recommendations is the non-degradation of any natural system, best management practice shall ensure non-degradation.

F. GENERAL CONDITIONS

F.(1) Manatee County Zoning Ordinance Z-83-12(R) incorporated herein and made a part by reference. The Conceptual Master Development Plan* attached as Exhibit A is hereby accepted and approved.

F.(2) The OFF-SITE FACILITY DEVELOPMENT FEE CONDITIONS as contained in the Development Order* are deleted and replaced with the following condition:

The Wilbur Boyd Corporation, its successors, assigns and transferees, shall comply with and be subject to the Manatee County Impact Fee Ordinance No. 86-09 as adopted on June 27, 1986, and hereafter amended by the Board of County Commissioners of Manatee County.

F.(3) If more than five years shall elapse between approval of this Order and commencement of actual development under County development approval, or if any five-year period shall expire without significant development activity on the site the County Commission may conduct a public hearing in accordance with Section 401F.1. and 2. of the LDC and may, at its option, based on testimony presented at that

hearing, rescind any and all approvals granted herein except where the failure to carry out development is attributable to the factors beyond the control of the developer (such as the unavailability of permits because of inadequate public facilities, other that those which are the developer's responsibility to construct, or for any other similar reason). For the purposes of this provision, "significant development" shall be the actual construction of site improvements or buildings as a part of an ongoing effort to prepare improved land or buildings for sale, lease or use.

F.(4) All provisions of the Development Order* and Manatee County Zoning Ordinance Z-83-12(R) not amended hereby shall remain in full force and effect. In the event of a conflict between a provision of the Development Order* or Manatee County Zoning Ordinance Z-83-12(R) and this Resolution, this Resolution shall be controlling.

ADOPTED with a quorum present and voting this the 23 day of December, 1986.

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

By: Westwood H. Fletcher, Jr.
Westwood H. Fletcher, Jr.
Chairman

ATTEST: R. B. Shore
Clerk of the Circuit Court

Richard H. Ashley
By: Richard H. Ashley
Chief Deputy Clerk

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE COUNTY, FLORIDA

EXHIBIT A-1

Legal Description

COOPER CREEK
OVERALL

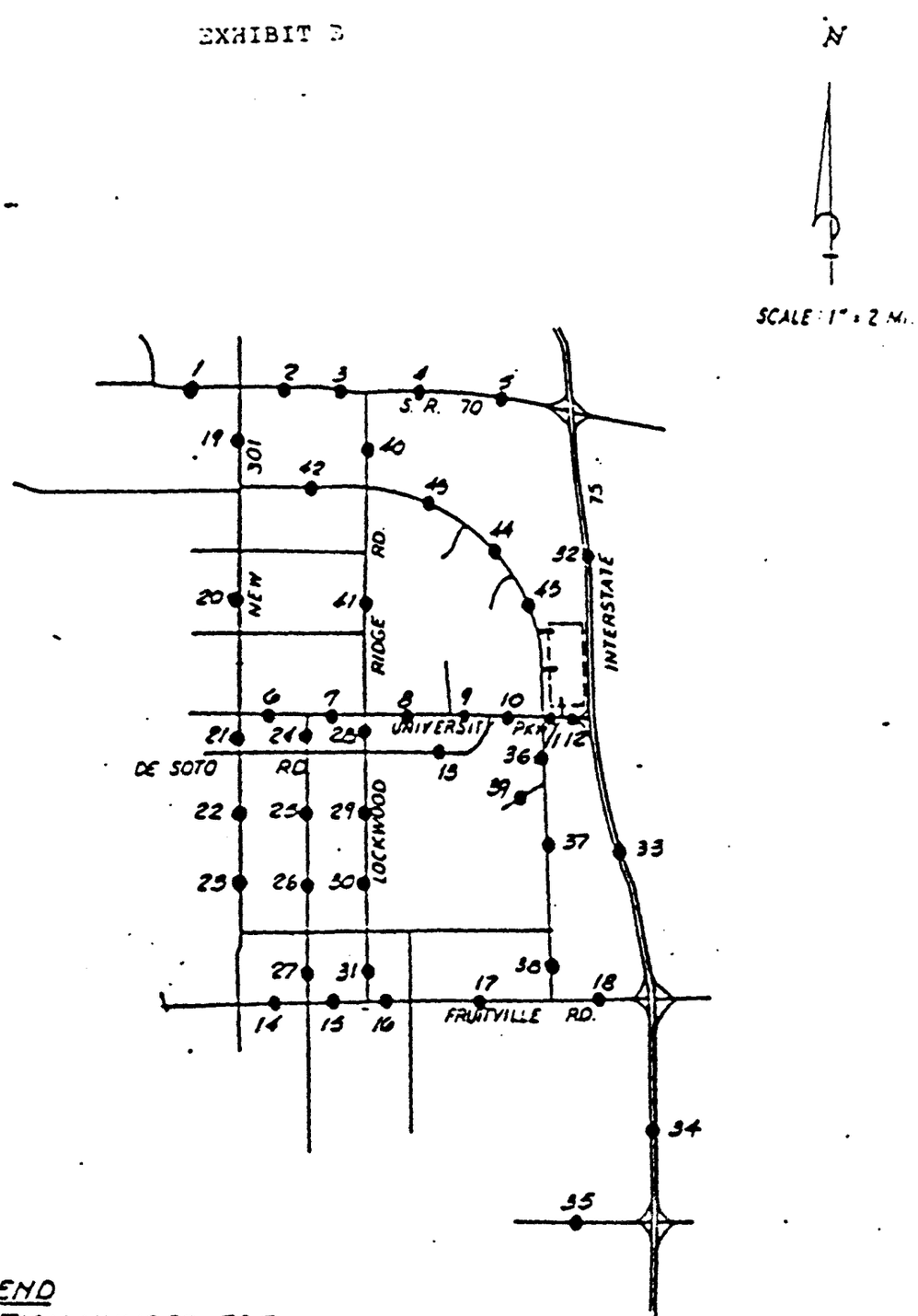
DESCRIPTION:

FROM THE S.W. CORNER OF SECTION 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, BEING ON THE NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD, RUN S 89°24'05" E (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLANE COORDINATE SYSTEM), ALONG THE SAID NORTH RIGHT OF WAY LINE, A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING; THENCE N 00°20'30" W, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 36, A DISTANCE OF 5343.35 FEET; THENCE N 02°45'45" E, PARALLEL WITH AND 303.55 FEET EASTERLY OF THE WEST LINE OF SECTION 25, TOWNSHIP 35 SOUTH, RANGE 18 EAST, A DISTANCE OF 2674.17 FEET TO THE NORTH LINE OF THE S.W. 1/4 OF SAID SECTION 25; THENCE S 89°10'54" E, ALONG SAID NORTH LINE, A DISTANCE OF 2335.77 FEET TO THE WESTERLY RIGHT OF WAY LINE OF S.R. 93 (I-75, SECTION 13075-2402); THENCE ALONG SAID WESTERLY RIGHT OF WAY LINE (AND INTERSECTION RIGHT OF WAY) THE FOLLOWING EIGHT COURSES; VIZ: S 13°40'31" E, A DISTANCE OF 6145.63 FEET; AND S 09°40'31" E, A DISTANCE OF 518.74 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 3180.04 FEET; AND SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 11°30'18", A DISTANCE OF 638.55 FEET; AND S 04°37'06" W, A DISTANCE OF 450.00 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 216.00 FEET; AND SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 83°40'21", A DISTANCE OF 315.44 FEET, TO THE P.T. OF SAID CURVE; AND S 88°17'27" W, A DISTANCE OF 628.42 FEET; AND N 89°25'07" W, A DISTANCE OF 298.24 FEET; AND S 00°34'53" W, A DISTANCE OF 2.00 FEET, TO THE ABOVE DESCRIBED NORTH RIGHT OF WAY LINE OF COUNTY LINE ROAD; THENCE ALONG SAID NORTH RIGHT OF WAY LINE THE FOLLOWING EIGHT COURSES; VIZ: N 89°25'07" W, A DISTANCE OF 440.34 FEET; AND N 89°24'06" W, A DISTANCE OF 7.33 FEET, TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 5865.58 FEET; AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 828.89 FEET, TO THE P.T. OF SAID CURVE; AND S 82°30'06" W, A DISTANCE OF 549.31 FEET; AND S 00°35'54" W, A DISTANCE OF 33.33 FEET; AND S 82°30'06" W, A DISTANCE OF 12.41 FEET, TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 5626.58 FEET, AND WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°05'48", A DISTANCE OF 795.11 FEET, TO THE P.T. OF SAID CURVE; AND N 89°24'05" W, A DISTANCE OF 220.21 FEET TO THE POINT OF BEGINNING. LYING AND BEING IN SECTIONS 25 & 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY, AND RESTRICTIONS OF RECORD.

CONTAINING 604.68 ACRES, MORE OR LESS

EXHIBIT D



LEGEND

● 1 LOCATION NUMBER FOR REFERENCE TO TABLE 31-7

MAP J

COOPER CREEK

2000 STUDY NETWORK

EXHIBIT C

Required improvements:

Construct a second northbound to westbound left turn lane on Interstate 75 exit ramp to University Parkway.

MANATEE COUNTY
PLANNING & DEVELOPMENT DEPT.

JAN 13 1986

RECEIVED

RESOLUTION NO. R-85-236
RESOLUTION GRANTING A DEVELOPMENT ORDER
FOR COOPER CREEK CENTER

WHEREAS, The Wilbur Boyd Corporation, in accordance with Section 380.06, Florida Statutes, has filed with Manatee County an Application for Development Approval (ADA) of a Development of Regional Impact (D.R.I. #103); and

WHEREAS, The Wilbur Boyd Corporation proposes to develop a Planned Development Residential (PDR), a Planned Development Commercial (PDC) and a Planned Development Industrial (PDI) upon real property located in Manatee County, Florida and owned by The Wilbur Boyd Corporation, as described in attached Exhibit "A" and made a part hereof; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction, pursuant to Sections 380.031 and 380.06 Florida Statutes, is authorized and empowered to consider Applications for Development Approval for Development of Regional Impact;

WHEREAS, pursuant to Section 401F, Manatee County Comprehensive Zoning and Land Development Code, and Section 380.06(7), Florida Statutes, a notice of public hearing of these proceedings was duly published; and

WHEREAS, upon publication and furnishing of due notice, a public hearing in these proceedings was held on August 7, 1985, before the Manatee County Planning Commission and October 31, 1985, before the Board of County Commissioners of Manatee County, Florida; and

WHEREAS, all parties were afforded at the public hearing the opportunity to present evidence and argument on all issues, conduct cross-examination and submit rebuttal evidence and any member of the general public requesting to do so was given an opportunity to present written or oral communication; and

WHEREAS, pursuant to Section 380.06(11), Florida Statutes, Tampa Bay Regional Planning Council (TBRPC), the appropriate regional planning agency, prepared and submitted to Manatee County its report and recommendations on the regional impact of the development; and

WHEREAS, said Board of County Commissioners and said Planning Commission have considered the testimony, reports, and other documentary evidence submitted at said public hearing by The Wilbur Boyd Corporation, TBRPC, Conservation Consultants, Inc., Manatee County staff agencies and various persons in attendance at said public hearing; and

WHEREAS, said Board of County Commissioners has received and considered the recommendation of the Manatee County Planning Commission; and

WHEREAS, said Board of County Commissioners, having considered all of the foregoing and being fully advised and informed in the premises;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Manatee County, Florida, that said Board makes the following findings of fact:

1. A Notice of Public Hearing in these proceedings was duly published in the Bradenton Herald, a newspaper of general circulation in Manatee County, Florida, pursuant to Section 380.06(10) Florida Statutes, and Section 401F, Manatee County Comprehensive Zoning and Land Development Code, and proof of such publication has been duly filed in these proceedings.

2. The real property involved in this development and owned by The Wilbur Boyd Corporation is located in Manatee County, Florida, and is described on Exhibit "A" attached hereto and made a part hereof.

3. Upon consideration of all matters in Sections 380.06(2) and 380.06(13), Florida Statutes, and the Manatee County Comprehensive Zoning and Land Development Code, and other applicable provisions of local and state law, the Commission has determined that as conditioned by the approval hereby granted the Cooper Creek Center development described in the Application:

a. is not located in an area of critical state concern, and

b. does not interfere with the achievement of the objectives of any adopted State Land Development Plan applicable to the area;

c. is consistent with local land development regulations; and

d. adequately addresses the concerns of regional impact stated in the report and recommendations of the Tampa Bay Regional Planning Council dated July 8, 1985, on file in these proceedings and is consistent with that report.

BE IT FURTHER RESOLVED, by the Commission, as to conclusions of law, that the proceedings have been conducted pursuant to the provisions of the Manatee County Comprehensive Zoning and Land Development Code, and Chapter 380, Florida Statutes, and that The Wilbur Boyd Corporation has sustained and proved all the material allegations and assertions made in the Application and, therefore the Commission hereby approves and grants The Wilbur Boyd Corporation Application for Development Approval for a Development of Regional Impact (D.R.I.#103), Cooper Creek Center, subject to the following conditions:

PHASING CONDITIONS

1. This Development Order authorizes only the development of Phase I, which contains the following:

Residential:	412 units
Industrial:	400,000 square feet
Office:	450,000 square feet
Retail:	200,000 square feet
Hotel:	200,000 square feet (400 rooms)

2. Any significant departure, related to project build-out, from th phasing schedule set forth in the ADA, shall be subject to a substar tial deviation review pursuant to Section 380.06, F.S.

3. Any excess infrastructure capacity constructed to potentially serv Phases II or III shall be at the developer's risk and shall not b construed to vest Phase II or Phase III with development rights.

4. Phases II and III of the development shall undergo further DRI revie pursuant to Section 380.06, F.S.

TRANSPORTATION CONDITIONS

1. In accordance with Policy 9-1.C of The Manatee Plan, daily Level o Service C and D at peak hours, as determined by the Highway Capacit Manual (1965) and Highway Circular 212 or most current manual, and i accordance with guidelines and conclusions acceptable to the County, Tampa Bay Regional Planning Council and the Department of Communit Affairs, shall be maintained on all of the following thoroughfare which have been identified by the Tampa Bay Regional Planning Counci as receiving from Phase I of Cooper Creek, five (5%) percent or mor of daily Level of Service "C" capacity:

   A. University Parkway from New U.S. 301 to I-75.

   B. Intersection of Lockwood Ridge Road and University Parkway.

   C. Fruitville Road from Beneva Road to Honore Avenue.

   D. Honore Avenue from University Parkway to the second Cooper Creek Center access drive.

No Preliminary Plat or Preliminary Site Plan shall receive approval if the approval of such plat or site plan would generate traffic which, in conjunction with existing traffic and traffic anticipated as a result of other development approvals, and other circumstances upon which the County may base traffic projections, will have the likely result of causing or contributing to a degradation of the Level of Service on the above referenced road links or intersection to a daily level below C or D at peak hours, as determined above; or, if a lower level has already been reached prior to the commencement of this phase, any degradation in that Level of Service. Each request for Preliminary Plat or Preliminary Site Plan approval must be accompanied by a traffic study prepared as provided in this paragraph. Level of Service on the above referenced links and intersection shall be verified as part of each annual report as required by Chapter 380.06(16) Florida Statutes, and stipulation number 8 of the general conditions contained herein. If the traffic study, required above, for this phase shows that the project will contribute more than ten (10%) percent of the Level of Service C capacity of Fruitville Road from Beneva Road to Honore Avenue, the Preliminary Development Plan for this phase shall not be approved unless funding commitments for the improvements necessary to achieve a Level of Service "C" or the

2. The Wilbur Boyd Corporation, its successors, assigns and/or transferees, shall submit for approval by TBRPC, Manatee County SMATS, and FDOT as a Development Order amendment, a plan of Transportations Systems Management (TSM) measures to be instituted and implemented for each project phase. The Plan shall provide for sufficient TSM measures to divert a substantial percentage of total peak hour trips away from the peak traffic hours over and above those projected in the ADA. The plan shall be submitted to the reviewing agencies within one year of issuance of any Development Order approving this project and shall address the following at minimum:

   A. Worker flex time.

   B. Worker ridesharing strategies.

   C. Provision of transit and service facilities and programs to increase transit ridership.

   D. Other appropriate measures.

   In any reporting year, should Certificates of Occupancy have been issued for 300,000 square feet of office space or the equivalent thereof, the annual report for Phase I, shall include a yearly assessment of the actual achievement of vehicle trips diverted from the peak hour as a result of the TSM measures. This assessment shall include sufficient and appropriate documentation for all diversions claimed as a result of implementation of each TSM measure.

   If an annual report is not submitted, or if the report indicates that the total trip diversions are not being met, then the Manatee County government may withhold building permits, may conduct a substantial deviation determination pursuant to Subsection 380.06(17), F.S. and may amend the Development Order to change TSM objectives and/or require additional roadway improvements. The results of the TSM study may serve as a basis for the developer or reviewing agencies to request Development Order amendments.

3. Traffic analysis field surveys and a report of findings shall be conducted every two years after the issuance of Certificates of Occupancy for 600,000 square feet of office space or the equivalent thereof, for the purpose of determining trip generation rates. The results of these surveys shall be included in the required annual report.

<u>ENVIRONMENTAL CONDITIONS</u>

1. The Wilbur Boyd Corporation, its successors, assigns and/or transferees shall satisfy PEMA and SWFWMD regulations regarding encroachments on the floodplain of Cooper Creek.

2. There shall be no net encroachment into the 100 year floodplain of Cooper Creek that significantly alters the existing hydrologic storage and conveyance characteristics of this tributary.

3. No development shall be allowed within 130 feet of the centerline of Cooper Creek except for the proposed road crossing and approved stormwater management structures.

4. Activities within designated conservation areas shall be consistent with the Council's adopted Future of the Region, except as shown on Map B-3.

5. No development activity shall be allowed in preservation areas as set forth in the Council's adopted Future of the Region, except as shown on Map B-3.

6. Representative tracts of all major upland vegetative communities shall be preserved in their natural state.

7. Should any species listed in Sections 39-27.03-.05, F.A.C. (1985), be observed frequenting the site for nesting, feeding, or breeding, agency approved mitigative measures shall be implemented in cooperation with the Florida Game and Freshwater Fish Commission.

8. The Wilbur Boyd Corporation, its successors, assigns or transferees shall pay any cost incurred with regard to retaining an outside, independent consultant, as required by Manatee County, to review and evaluate this development with regard to the environmental conditions of rezoning approval.

9. In order to affirmatively demonstrate that proposed Best Management Practices will exceed the criteria found in Florida Administrative Code 17-28 and 40D-4, the information requested in the environmental consultants Summary Report, dated September, 1985, shall be submitted to the County's environmental consultant prior to submittal of the Preliminary Development Plan for Phase I.

10. Any change to the Master Development Plan which creates a reasonable likelihood of additional regional impact caused by implementation of the Environmental conditions of rezoning, shall constitute a substantial deviation and shall cause the development to be subject to further development of regional impact review as provided in Section 380.06, F.S.

WATER QUALITY CONDITIONS

1. Since all surface drainage from the site will eventually discharge to the Class I waters of the Braden River, an ongoing surface water quality monitoring program shall be established through project build-out. Although the baseline water quality data presented in the

ADA is adequate for general characterization, a more comprehensive site-specific monitoring program is needed. The following program shall be instituted:

A. Six stations shall be sampled quarterly upon project groundbreaking. For both Cooper Creek and the unnamed tributary in the northwest quadrant of the property, stations shall be located at the point of entry and at the point of exit from the property. Two additional stations shall be located at the existing culverts for both drainage basins E and F, on the eastern edge of the property.

B. Stations shall be "grab-sampled" on a quarterly basis. Preferably, samples shall be obtained following a storm event of one-half inch or greater during the rising hydrograph.

C. Samples shall be immediately returned to a State qualified laboratory for further analysis. Water quality parameters analyzed shall include, but not be limited to, the following:

- streamflow (cfs)
- temperature (deg C)
- specific conductance (umho/cm @ 25 deg C)
- dissolved oxygen (mg/l)
- nutrients
  - total phosphorus (mg/l)
  - ortho-phosphate (mg/l)
  - TKN (mg/l)
  - nitrate/nitrite
  - ammonia (mg/l)
- total organic carbon (mg/l)
- suspended solids (mg/l)
- biological oxygen demand (mg/l)
- coliform bacteria (MPN)
- oils and greases
- total lead as Pb (ug/l)

D. All water quality analytical methods and procedures shall be thoroughly documented and shall comply with EPA/DER Quality control standards and requirements. The applicant shall provide all results of the quarterly monitoring to TBRPC in the annual report, and to the Manatee County Pollution Control Department. Annual water quality reports shall be provided until project build-out.

E. If the monitoring program shows a significant degradation in water quality as a result of development activity, no further building permits shall be issued until measures have been instituted to correct the water quality violations. Significant degradation shall be defined by State laws.

2.7 In order to protect the water quality, the following parameters shall be included in the project drainage plan.

A. The developer shall implement a street cleaning program for the parking and roadway areas within the development, pursuant to the Areawide Water Quality Management Plan for the Tampa Bay Region (1978).

B. The developer shall be required to submit a wetland-lake management plan to be implemented during construction and after completion of the project. The plan shall address, but not be limited to, the following:

- wetlands to be preserved;
- proposed wetland/lake alterations;
- control of exotic species;
- control of on-site water quality;
- maintenance of natural hydroperiod; and
- methods for wetland restoration/enhancement.

C. The drainage system shall be consistent with Map G (revised) to provide retention, or detention with filtration/assimilation treatment for the first one-half inch of runoff generated from the site. The drainage system shall be designed so that the post-development peak flows shall not exceed pre-development peak flows for the 25-year, 24-hour storm.

D. The proposed retention/detention wetland systems shall be designed, constructed, and maintained pursuant to the guidelines cited on page 113 of the Stormwater and Lake Systems Maintenance and Design Guidelines (TBRPC, 1978). The design criteria of this system should include the following elements:

1 35 to 50 percent of the surface area of each detention pond at the normal water level (NWL) shall consist of a shallow, vegetated littoral shelf.

2 The littoral shelf shall be incorporated into the pond bank preferably near the pond outlet, to provide a final polishing treatment for the stormwater. As an alternative, the littoral shelf shall be established on a shallow submerged island in the middle of the pond.

3 A sediment sump shall be provided at all influent pipes to accumulate sediment and to provide easy access for sediment removal.

4 The littoral shelf, if located along the pond bank, shall have side slopes no greater than 7:1 with the top of the shelf at NWL and sloping to a depth of three feet or less.

5 The littoral shelf shall be vegetated with a diverse group of native species which can include Sagittaria, pickerelweed, Juncus, water lilies, cypress, etc. These species aid in nutrient and heavy metal uptake as well as enhance the pond by providing blooming flowers and presenting a more "natural" appearance.

6 A copy of an operation and maintenance (O & M) schedule shall be provided to the owner, and be submitted to TBRPC with the annual report. The O & M schedule should include an estimation of the frequency of sediment removal operations and should mention the periodic need for removing dead vegetation.

E. No hydroperiod alteration shall be permitted in pre-development preservation areas as defined on Map B-1.

F. Quarterly hydroperiod monitoring shall be required in wetland systems and contiguous woodlands beginning immediately and continuing for three years following completion of the drainage system.

If it is apparent that preservation areas are being stressed, development activity shall cease until remedial measures have been taken to correct the hydroperiod imbalance.

HAZARDOUS WASTE CONDITIONS

1. Separate hazardous waste storage areas within the project shall be provided. These areas shall be accessible to all businesses and shall be clearly marked and/or colored so as to clearly distinguish the areas intended for hazardous wastes and materials. (Hazardous wastes are those substances and materials defined in Subsection 403.703(21), F.S., and listed in Title 40 CFR Part 261.)

2. At the time of Preliminary Development Plan submittal, those types of wastes and materials that will be prohibited or controlled within Cooper Creek shall be identified and shall be incorporated as a condition of Preliminary Development Plan approval.

3. The applicant shall provide to all Cooper Creek Center businesses information that:

   A. Indicates types of waste and materials that are considered to be hazardous and are to be stored or disposed of only in the specially designed containers/areas;

   B. Indicates the location of the specially designated hazardous waste and materials containers/areas; and

K. "Latest Available Data" shall mean the amount of the off-site facility development fees established by approved vote of the Board and shall be deemed to include figures generated to anticipate impact upon transportation, emergency medical services, parks and recreation, and solid waste facilities, by a means acceptable to and generally utilized by Manatee County, Florida.

L. "Off Site Facility Development Fees" shall mean and shall be deemed to include a special assessment for the benefit of the properties whose need is generated by new growth and development of such assessed properties.

M. "Residential Unit" shall mean a dwelling unit and shall exclude accessory uses designed solely for the benefit of development residents.

2. The Developer, his successors, assigns and/or transferees, shall be bound by these stipulations, by an Impact Fee Ordinance when adopted and by all Manatee County ordinances, rules and regulations consistent with the approval hereby granted.

3. Developer, prior to the transfer, sale, or other conveyance of interest in the development, shall obtain the written consent of each transferee, buyer, or other recipient of any other conveyance of interest in the development to be bound by the terms of these stipulations, a subsequent impact fee ordinance and any other applicable local or state law. Developer shall provide the document of written consent to the County and shall record copies of the same with the final plat documents. Further, Developer may be required to provide notice or written consent to be bound by these stipulations on the face of the plat linen.

4. All impacts associated with Phase I of the development upon public facilities shall be identified no later than the time of Preliminary Planned Development Plan application in accordance with guidelines and methods acceptable to the County and shall be assessed using the latest available data.

5. Prior to Final Subdivision Plat approval or prior to the issuance of the first building permit for non-final plat developments, the Developer shall designate an Agent utilizing approved County forms. The Agent, on approved County forms, shall authorize the submission of off-site facility investment fees based upon latest available data prior to issuance of each building permit. The Agent shall be responsible for the submission of all monies payable pursuant to the stipulations and for the receipts or credit of monies the County may remit to the Developer.

6. Adjustments in the applicable off-site facility development fee for resident units and/or square footage for commercial and industrial units, shall be made against an equivalent number of resident units and/or square footage of commercial or industrial units next constructed. Adjustments shall be determined without regard to inflation or interest.

7. The off-site facility development fee for each building shall be assessed when the building permit is issued and collected by the Manatee County Planning Department prior to the issuance of a Certificate of Occupancy therefor, and shall be escrowed as provided in paragraph 8 of these stipulations.

8. Manatee County Finance shall escrow monies collected from off-site facility development fees and shall identify each development with a project number. Upon adoption of an impact fee ordinance, all escrowed monies shall be segregated by project number and incorporated into the impact fee fund created for the impact district in which the development is located.

9. Concurrent with the payment and collection of off-site facility development fees, the Agent shall pay and Manatee County Planning Department shall collect additional and non-refundable administrative costs calculated as 1.5% of the off-site facility development fee then collected. Administrative costs collected shall be credited to Manatee County Finance and shall be adjusted as provided in paragraph 6 of these stipulations.

10. Upon adoption of an impact fee ordinance, differences may occur between the impact fee set by ordinance and the fees collected pursuant to these stipulations. Should impact fees set by the ordinance exceed the monies escrowed by the developer, developer's Agent shall be responsible for either submitting the cash difference to the County without regard to payment of interest within one year from the adoption of the ordinance or making adjustments as provided in paragraph 6. Should the impact fees set by the ordinance be less than the monies escrowed by the developer, the County at the Agent's election, shall remit the difference to developer's Agent without regard to payment of interest within sixty (60) days from adoption of the ordinance, or credit the difference as provided in paragraph 6 of these stipulations.

11. In the event Manatee County fails to adopt an impact fee ordinance by July 1, 1987, the escrowed monies shall be deemed released and paid over to the County which shall utilize the monies to build those public improvements benefiting the development. The monies shall be distributed for use as provided by the final latest available data adopted by the Board and shall be limited to public improvements specially benefiting the development.

GENERAL CONDITIONS

1. Should archaeological or historic resources be located on the development premises during any phase of development, ultimate dispositic of said resources shall be determined in cooperation with Floric Department of State, Division of Archives, History and Records Manage ment and Manatee County.

2. The entity responsible for maintenance of all open space, recreationa areas, and privately owned fire protection facilities shall be identi fied at the time of Preliminary Development Plan submittal.

3. The availability of adequate service/capability to provide water wastewater treatment, solid waste disposal, electricity, water, po lice, fire and EMS service shall be demonstrated with each Preliminar Development Plan submittal.

4. Development plans shall assure adequate buffering between the indus- trial, office, commercial and residential tracts of this developmen through appropriate measures such as covenants and deed restrictions.

5. The Cooper Creek Center development shall, at minimum, satisfy the provision of Subsection 380.06(14), F.S.

6. All commitments set forth in the ADA shall be considered as conditions of approval, except as they may be superseded by specific terms of this Development Order. Particular attention shall be given to commitments for bike and pedestrian paths, energy conservation and wind and soil erosion controls, including: sodding, mulching, bare soil wetting and phased clearing.

7. The Wilbur Boyd Corporation, its successors, assigns and or transferees, shall submit annual DRI reports in accordance with Section 380.06(16), Florida Statutes, to the Manatee County, and the TBRPC, the State Land Planning Agency and other agencies, as may be appropriate, on the second anniversary of the effective date of this Order and each year thereafter until such time as all terms and conditions of this Order are satisfied. Six copies of this report shall be submitted to the Director of the Manatee Planning and Development Department who shall review the report for compliance with the terms and conditions of this Order. Should the director decide that further orders and conditions are necessary to ensure compliance with the terms and conditions of this Order, he shall submit the report to the Manatee County Board of County Commissioners. The Developer shall be notified of any Board of County Commissioners hearing wherein such report is to be reviewed; provided, however, that receipt and review of any such report by the Board of County Commissioners shall not be considered as a substitute, waiver or change of conditions as to any terms or conditions of this Order. The annual report shall contain:

a. The information required by the State Land Planning Agency to be included in the annual report, which information is described in the Rules and Regulations promulgated by that Agency, pursuant to Section 380.06(16), Florida Statutes; and

b. Changes in the plan of development or phasing for the reporting year and for the next year, together with a description of all development activities proposed to be conducted pursuant to this Order for the year immediately following the annual report; and

c. A summary comparison of development activity proposed and actually conducted for the reporting year; and

d. A summary providing the actual daily water and sanitary sewer requirements, in terms of gallons per day, for the reporting year and a projection of the expected daily water and sewer flow requirement for each of the five (5) succeeding years; and

e. Undeveloped tracts of land that have been sold to a separate entity or developer and the identity of that purchaser, together with a statement listing the names and addresses of any heir, assignee or successor in interest to this Order; and

f. Identification and intended use of lands purchased, leased or optioned by the Developer adjacent to the DRI site since the Order was issued; and

g. An assessment of the Developer's and local government's compliance with conditions of approval contained in the Order; and

h. Any requests for a substantial deviation determination that were filed in the reporting year and to be filed during the next year; and

i. A statement that all persons have been sent copies of the annual report in conformance with Section 380.06), Florida Statutes; and

j. A copy of any notice of the adoption of a development order or the subsequent modification of an adopted development order that was recorded by the Developer, pursuant to Section 380.06, Florida Statutes.

k. Failure to file an annual report as provided within shall suspend any further development.

BE IT FURTHER RESOLVED THAT:

1. This Resolution shall constitute a Development Order issued in accordance with Chapter 380, Florida Statutes.

2. Definitions and matters contained in Chapter 380, Florida Statutes, shall control the construction of any defined terms and matters appearing in the Development Order.

3. The following are hereby incorporated by reference and made a part of this Development Order:

   A. The "Application for Development Approval" together with supporting documents submitted by The Wilbur Boyd Corporation.

   B. The legal description of the property attached hereto as Exhibit "A".

   C. The Ordinance granting rezoning to Planned Development Residential, Planned Development Commercial and Planned Development Industrial adopted August 16, 1984, attached hereto as Exhibit "B".

   D. The Summary Report of the Consultant's Review of Cooper Creek Center's compliance with selected conditions of rezone approval dated September, 1985, and attached hereto as Exhibit "C".

4. This Development Order shall be effective for a period of ten (10) years from the date of the adoption of the Resolution granting this Development Order provided that the effective period may be extended by the Board upon a showing of good cause. This approval shall not be construed as a waiver of any Manatee County requirements for other necessary permit procedures, plat approvals, building permits, certificates of occupancy, or similar matters provided by Florida Statutes or ordinances of Manatee County unless said requirements are specifically waived by stipulations attached to this Resolution.

   The time provided shall be set aside during any period of time during which there is any building permit moratorium imposed by the County or other governmental agency having authority to do so.

5. This Development Order shall be binding upon and inure to the benefit of the applicant and its assignees, or successors in interest. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created and designated as successor in interest to, or which otherwise possesses any of the power and duties of any referenced governmental agency in existence on the effective date of this Development Order.

6. A certified true copy of this Resolution shall be filed and recorded in the Public Records of Manatee County, Florida, and the Development Order contained herein shall govern the development of COOPER CREEK CENTER.

7. A finding by the Board of County Commissioners of Manatee County, Florida, in accordance with Section 380.06(7), Florida Statutes, after notice and public hearing, that The Wilbur Boyd Corporation, its successors, assigns and/or transferees has substantially deviated from the conditions, restrictions and limitations of this Development Order shall result in termination of all development activity under this Development Order and additional regional review pursuant to Section 380.06, Florida Statutes, and other applicable laws of the State of Florida.

8. This Development Order shall become effective upon adoption by the Board of County Commissioners of Manatee County and transmittal to the TBRPC and the Florida Division of Community Affairs provided, however, that the filing of a notice of appeal pursuant to Section 380.07, Florida Statutes, stays the effectiveness of this Development Order.

ADOPTED with a quorum present and voting this 9th day of January, 1986.

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

By: _____
Chairman

ATTEST: R.B. SHORE
Clerk of the Circuit Court

_____