#105

MASER CONSULTING P.A.

Engineers
Planners
Surveyors
Landscape Architects
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VIA E-MAIL DELIVERY ONLY

April 3, 2017

Mr. John Healey, Executive Planner
Hillsborough County Development Services
601 East Kennedy Boulevard, 20th Floor
Tampa, Florida 33602

RE: DRI #105 – Sunforest
Land Use Equivalency Conversion

Dear Mr. Healey:

In accordance with Section IV.A., Sunforest DRI Amended and Restated Development Order (DO), adopted by the Hillsborough County Board of County Commissioners on March 6, 2014, Maser Consulting, P.A., as representative for the Developer of Record, Mainsail Sun Forest II, L.P., respectfully submits this letter outlining a proposed land use conversion. As permitted by the above-referenced DO and pursuant to the Equivalency Matrix included therein (Exhibit D – attached), the Developer is requesting to convert the vocational school building area to office use.

The currently approved revised phasing schedule for the DRI, as found in the DRI's 2015-2016 Annual Report, is as follows:

PHASE	BUILDOUT	OFFICE (Sq. Ft.)	SPECIALTY RETAIL (Sq. Ft.)	HOTEL (Rooms)	RESTAURANT (Sq. Ft.)	SUITE HOTEL (Rooms)	APTS. (Units)	VOC./TRADE SCHOOL (Sq. Ft.)
1	N/A[1]	176,606	0	0	0	0	0	0
2	6/15/2019[4]	127,861[3]	10,000[3]	0	4,000[3]	0	678[3]	130,000[3]
3[2]	10/15/2012	443,267	0	100	0	0	0	0
TOTAL[2]		747,734[3]	10,000[3]	100	4,000[3]	0	678[3]	130,000[3]

[1]The Developer received authorization to construct Phase 1 (184,000 sf of office space) prior to Development Order approval. 7,394 sf of this Office area was used for the 2010 LUEM conversion for Apartment units (see footnote 3 below)
[2]Specific Phase 3 approval is contingent upon further Section 380.06 F.S. transportation analysis.
[3]Phase 2 entitlements above are reflective of a 2006 LUEM request to convert 98,000 sf of Office for 98,000 sf of additional Vocational/Trade School space, a 2010 LUEM conversion request to convert 116,642 sf of Office for 318 Apartment units and a 2015 LUEM request to convert 360 Suite Hotel rooms, 7,394 sf of Office (Phase 1), 49,593 sf of Office (Phase 2), 4,000 sf of Restaurant and 10,000 sf of Specialty Retail for 360 Apartment units.
[4]The Phase 2 buildout and Development Order expiration dates were extended by a combined 447 days in accordance with the Governor's enactment of a flooding emergency declaration (Executive Order 15-158) and the threat of Tropical Storm Erika (Executive Order 15-173), respectively.

The building previously occupied by the Vocational/Trade School (Phase 2), located at the southern portion of the Sunforest DRI property, has been sold. The IADT (International Academy of Design and

Technology) has vacated the building and it is now being occupied for Office use. Therefore, utilizing the approved Sunforest DRI Equivalency Matrix, the 130,000 square feet of Vocational/Trade School use converts to 132,925 square feet of Office use as follows:

From	*Ratio*	*To*
130,000 sf Vocational/Trade School (Phase 2)	1.0225 sf Office per 1,000 sf Vocational/Trade School	132,925 sf Office (Phase 2)

Considering approval of the requested land use conversion, the entitlements within the revised phasing schedule for the subject DRI would be as follows:

PHASE	BUILDOUT	OFFICE (Sq. Ft.)	SPECIALTY RETAIL (Sq. Ft.)	HOTEL (Rooms)	RESTAURANT (Sq. Ft.)	SUITE HOTEL (Rooms)	APTS. (Units)	VOC./TRADE SCHOOL (Sq. Ft.)
1	N/A[1]	176,606	0	0	0	0	0	0
2	6/15/2019[4]	260,786[3]	10,000[3]	0	4,000[3]	0	678[3]	0
3[2]	10/15/2012	443,267	0	100	0	0	0	0
TOTAL[2]		**880,659[3]**	**10,000[3]**	**100**	**4,000[3]**	**0**	**678[3]**	**0**

[1]The Developer received authorization to construct Phase 1 (184,000 sf of office space) prior to Development Order approval. 7,394 sf of this Office area was used for the 2010 LUEM conversion for Apartment units (see footnote 3 below)
[2]Specific Phase 3 approval is contingent upon further Section 380.06 F.S. transportation analysis.
[3]Phase 2 entitlements above are reflective of a 2006 LUEM request to convert 98,000 sf of Office for 98,000 sf of additional Vocational/Trade School space, a 2010 LUEM conversion request to convert 116,642 sf of Office for 318 Apartment units and a 2015 LUEM request to convert 360 Suite Hotel rooms, 7,394 sf of Office (Phase 1), 49,593 sf of Office (Phase 2), 4,000 sf of Restaurant and 10,000 sf of Specialty Retail for 360 Apartment units.
[4]The Phase 2 buildout and Development Order expiration dates were extended by a combined 447 days in accordance with the Governor's enactment of a flooding emergency declaration (Executive Order 15-158) and the threat of Tropical Storm Erika (Executive Order 15-173), respectively.

Thank you, John, for your attention to this matter. Should you have any questions and/or require any additional information, please do not hesitate to contact me at 813.207.1061, ext. 4924.

Respectfully submitted,

Ty Maxey, AICP, Principal

Enclosures

Cc: Mr. John Meyer, Tampa Bay Regional Planning Council
Ms. Brenda Winningham, Florida Department of Economic Opportunity
Mr. Joe Collier, III, Mainsail Management Group, Inc.
Mr. Kyle Ellis, Abacus Capital Group, LLC

EXHIBIT D

SUNFOREST DRI, NOPC
Equivalency Matrix

(Revised June 11, 2004)

A. LAND USE TRADE-OFF RATES (MULTIPLICATION FACTORS)

CHANGE TO \ CHANGE FROM	General Office (1,000 SF)	Hotel (Rooms)	Restaurant (1,000 SF)	Retail (Specialty) (1,000 SF)	Suites Hotel (Room)	Vocation/ Trade School (1,000 SF)
General Office (1,000 SF)	--	0.1667	0.2666	0.2223	0.2001	1.0226 [1]
Hotel (Rooms)	6.0002	--	1.4286	1.1905	1.0714	N/A
Restaurant (1,000 SF)	3.7498	0.7000	--	0.8333	0.7500	N/A
Retail (Specialty) (1,000 SF)	4.4994	0.8400	1.2000	--	0.9000	N/A
Suites Hotel (Rooms)	4.9982	0.9333	1.3333	1.1111	--	N/A
Multi-Family/Apartments (Dwelling Units)	2.7263	0.5091	0.7273	0.6061	0.5455	--
Vocation/Trade School (1,000 SF)	0.9778 [1]	N/A	N/A	N/A	N/A	N/A

B. MINIMUM AND MAXIMUM DEVELOPMENT LIMITS FOR EACH LAND USE

LAND USE	MINIMUM DEVELOPMENT OF EACH LAND USE	MAXIMUM DEVELOPMENT OF EACH LAND USE
General Office (1,000 SF)	144 (1,000 SF)	900 (1,000 SF)
Hotel (Rooms)	0 (Rooms)	720 (Rooms)
Restaurant (1,000 SF)	4 (1,000 SF)	16 (1,000 SF)
Retail (Specialty) (1,000 SF)	10 (1,000 SF)	20 (1,000 SF)
Suites Hotel (Rooms)	0 (Rooms)	720 (Rooms)
Multi-Family/Apartments (Dwelling Units)	0 (Dwelling Units)	680 (Dwelling Units)
Vocation/Trade School (1,000 SF)	0 (1,000 SF)	210 (1,000 SF)

C. TRADE-OFF EXAMPLES

EXAMPLE 1: TRADE FROM GENERAL OFFICE TO SPECIALTY RETAIL

Trade 20 (1,000 SF) of General Office for ? (1,000 SF) of Specialty Retail

= 20 (1,000 SF) of General Office x 4.4994 (1,000 SF) of Specialty Retail

= 89.9 (1,000 SF) of Specialty Retail

= 89,970 SF of Specialty Retail

D. SOURCE INFORMATION AND DOCUMENTATION

Trips are net external trips, based upon ITE *Trip Generation*, 6th Edition.

E. FOOTNOTE

[1] The Vocation/Trade School equivalency rate in this table is the equivalency rate approved (May 13, 2003) in the most recent Development Order amendment (Resolution R03-090).

NOPC 14-0128

(new:Resolution No.R98-185; amended: Resolution No. R99-118; Resolution No.R99-230; Resolution No.R03-090; Resolution No.R04-209; and Resolution No.R07-210)

#105

Board of County Commissioners
Kevin Beckner
Victor D. Crist
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Al Higginbotham
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Lucia E. Garsys
Carl S. Harness
Gregory S. Horwedel
Ramin Kouzehkanani
Liana Lopez
Bonnie M. Wise

Internal Auditor
Peggy Caskey

County Attorney
Chip Fletcher

Development Services
PO Box 1110
Tampa, FL 33601-1110

HillsboroughCounty Florida
Development Services

February 22, 2016

Ty Maxey, AICP
Nextgen Land Planners Inc.
P.O. Box 22622
Tampa, FL 33622

RE: Sunforest Development of Regional Impact -- DRI #105 - Extension of Time Pursuant to Section 252.363, F.S and Executive Order 15-173

Dear Mr. Maxey:

We have received your letter notifying the County that you intend to utilize the provisions of Section 252.363, F.S and Executive Order 15-173 to extend the build out and expiration dates of the Sunforest DRI.

The Sunforest DRI is a three phase project. Phase I is complete. Phase II's current build out date is October 15, 2018. Phase III is conceptually approved with a lapsed build out date of October 15, 2012.

Pursuant to Section 252.363, F.S the emergency declaration (Executive Order 15-173) tolls the build out date for the duration of the emergency declaration (60 days) and extends the build out date by an additional 6 months beyond the tolled period. Accordingly, the Phase II build out date is extended from October 15, 2018 to June 15, 2019. The development order's expiration date and date that the development shall not be subject to down-zoning or intensity reduction are extended from February 24, 2021 to October 20, 2021.

As noted above, Phase III's build out date has lapsed and therefore it is not eligible for extension.

If you have any questions, please call me at 813.276.8393 or e-mail me at healeyj@hillsboroughcounty.org

Sincerely,

John E. Healey, AICP

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

#105

nexgen LAND PLANNERS, INC

Zoning · GIS/CAD · Eminent Domain

VIA E-MAIL DELIVERY ONLY

August 3, 2015 (revised August 5, 2015)

Mr. John Healey, Executive Planner
Hillsborough County Development Services
601 East Kennedy Boulevard, 20th Floor
Tampa, Florida 33602

RE: DRI #105 – Sunforest
Land Use Equivalency Conversion

Dear Mr. Healey:

In accordance with Section IV.A. of the most recently approved Sunforest DRI Amended and Restated Development Order (DO), adopted by the Hillsborough County Board of County Commissioners on March 6, 2014, Nexgen Land Planners, Inc., as representative for the Developer of Record, Mainsail Sun Forest II, L.P., respectfully submits this letter outlining a proposed land use conversion. As permitted by the above-referenced DO and pursuant to the Equivalency Matrix included therein (Exhibit D – attached), the Developer is requesting to convert a portion of the project's remaining entitlements to allow for 360 multi-family residential units within Phase II of the project.

The currently approved phasing schedule for the DRI is as follows:

The approved phasing schedule is as follows:

PHASE	BUILDOUT	OFFICE (Sq. Ft.)	SPECIALTY RETAIL (Sq. Ft.)	HOTEL (Rooms)	RESTAURANT (Sq. Ft.)	SUITE HOTEL (Rooms)	APTS. (Units)	VOC/TRADE SCHOOL (Sq. Ft.)
1	N/A[1]	184,000	0	0	0	0	0	0
2	10.15.2018	177,454[2]	20,000	0	8,000	360	318	130,000
3[3]	10.15.2012	443,267[3]	0	100	0	0	0	0
TOTAL[3]		804,721[3]	20,000	100	8,000	360	318[3]	130,000[3]

1 - The developer received authorization to construct Phase 1 (184,000 sq. ft. of office space) prior to Development Order approval.
2 - Specific Phase 1 approval is contingent upon further Section 380.06 F.S. transportation analysis.
3 - Phase 2 entitlements above are reflective of a 2006 request to convert 98,000 sq. ft. of Office for 93,000 sq. ft. of additional Vocational Trade School space (to 130,000 sq. ft. total) and a 2010 conversion request for 318 Apartment units at the expense of 116,642 more sq. ft. of Office.

In accordance with our meeting last week, the project's cumulative development to date includes the following:

Phase I: Two (2) office buildings in Phase I totaling 176,606 square feet;
Phase II: A 135,900 square foot building (130,000 square feet designated as Vocational/Trade School and 5,900 square feet designated as Office)
360 Room Suite Hotel (including storage building and conference center)
318 Multi-Family Residential Units (Apartments)

Subsequent to the submittal of the 2011-2013 Annual Report, a 3-story 176,500 square foot parking garage has been constructed on the property. As previously confirmed and documented, the parking garage does not require the use of any of the DRI's approved entitlements.

The Developer is in the process of converting the 360 hotel suites (Phase II) into 360 multi-family residential apartments (Phase II). The attached Exhibit "A" includes tables which summarize: 1) the DRI's approved, constructed and remaining entitlements; 2) the use of the equivalency matrix to permit 360 multi-family residential units; and 3) the remaining DRI entitlements after the land use exchange.

Considering approval of the requested land use conversion, the revised phasing schedule for the subject DRI would be as follows:

The revised phasing schedule will be as follows:

PHASE	BUILDOUT	OFFICE (Sq. Ft.)	SPECIALTY RETAIL (Sq. Ft.)	HOTEL (Rooms)	RESTAURANT (Sq. Ft.)	SUITE HOTEL (Rooms)	APTS. (Units)	VOC./TRADE SCHOOL (Sq. Ft.)
1	N/A	176,606	0	0	0	0	0	0
2	10/15/2018	127,861[3]	10,000	0	4,000	0	678[3]	130,000[3]
3[2]	10/15/2013	443,267	0	100	0	0	0	0
TOTAL[2]		747,734[3]	10,000	100	4,000	0	678[3]	130,000[3]

1 - The developer received authorization to construct Phase 1 (184,000 sq. ft. of office space) prior to Development Order approval.
2 - Specific Phase 3 approval is contingent upon further Section 380.06, F.S. transportation analysis.
3 - Phase 2 entitlements above are reflective of a 2008 request to convert 98,000 sq. ft. of Office for 98,000 sq. ft. of additional Vocational Trade School space (to 130,000 sq. ft. total) a 2010 conversion request for 118 Apartment units at the expense of 116,642 more sq. ft. of Office, and a 2014 conversion request in which 7,304 sq. ft. of Phase 1 General Office + 360 Suite Hotel Units + 4,000 sq. ft. of Restaurant + 10,000 sq. ft. of Specialty Retail + 49,293 sq. ft. of Phase 2 Office was converted for an additional 360 Multi-Family Apartment units.

Thank you, John, for your attention to this matter. Should you have any questions and/or require any additional information, please do not hesitate to contact me at 813.616.1601.

Respectfully submitted,

Ty Maxey, AICP, Principal

Enclosures

Cc: Mr. John Meyer, Tampa Bay Regional Planning Council
Mr. Ray Eubanks, Community Planning, Florida Department of Economic Opportunity
Mr. Brian Check, Mainsail Development

EXHIBIT A

Sunforest DRI (#105)

Proposed Exchange for 360 Multi-Family Residential Units

August 5, 2015

DRI Approved Entitlements Summary

	Approved	*Constructed*	*Remaining*
Phase I	184,000 Office	176,606 sf Office	7,394 sf Office
Phase II	360 Hotel Rooms 392,096 sf Office 32,00 sf School 8,000 sf Restaurant 20,000 sf Sp. Retail	360 Hotel Rooms 5,900 sf Office 130,000 sf School[2] 318 multi-family units[3]	-0- Hotel Rooms 171,554 sf Office[2,3] -0- s.f. School 8,000 sf Restaurant 20,000 sf Sp. Retail
Phase III[1]	443,267 sf Office 100 Hotel Rooms		443,267 sf Office 100 Hotel Rooms

[1]Specific approval required

[2]98,000 sf of office was exchanged for 98,000 sf of school

[3]116,642 sf of office was exchanged for 318 apartments

Proposed Land Use Exchange Summary

From	*Ratio*	*To*
7,394 sf Gen Office (Phase I)	2.7263 MF units per 1,000 sf	20 MF Units
360 Suite Hotel Units (Phase II)	0.5455 SH units to MF units	196 MF Units
4,000 sf of Restaurant (Phase II)	0.7273 MF units per 1,000 sf	3 MF Units
10,000 sf of specialty retail (Phase II)	0.6061 1,000 sf to MF units	6 MF Units
49,593 sf Gen Office (Phase II)	2.7263 MF units per 1,000 sf	135 MF units
Total with Exchange		**360 MF Units (Phase II)**

DRI Entitlements After Land Use Exchange

	Currently Remaining	*After Exchange*
Phase I	7,394 sf Office	-0- sf Office
Phase II	171,554 sf Office 8,000 sf Restaurant 20,000 sf Sp. Retail	121,961 sf Office 4,000 sf Restaurant 10,000 sf Sp. Retail
Phase III	443,267 sf Office 100 Hotel Rooms	443,267 sf Office 100 Hotel Rooms

EXHIBIT D

SUNFOREST DRI, NOPC
Equivalency Matrix

(Revised June 11, 2004)

A. LAND USE TRADE-OFF RATES (MULTIPLICATION FACTORS)

CHANGE TO \ CHANGE FROM	General Office (1,000 SF)	Hotel (Rooms)	Restaurant (1,000 SF)	Retail (Specialty) (1,000 SF)	Suites Hotel (Room)	Vocation/ Trade School (1,000 SF)
General Office (1,000 SF)	--	0.1667	0.2668	0.2223	0.2001	1.0226 (1)
Hotel (Rooms)	6.3562	--	1.4286	1.1905	1.0714	N/A
Restaurant (1,000 SF)	3.7488	0.7000	--	0.8333	0.7500	N/A
Retail (Specialty) (1,000 SF)	4.4984	0.8400	1.2000	--	0.9000	N/A
Suites Hotel (Rooms)	4.9962	0.9333	1.3333	1.1111	--	N/A
Multi-Family/Apartments (Dwelling Units)	2.7263	0.5091	0.7273	0.6061	0.5455	--
Vocation/Trade School (1,000 SF)	0.9778 (1)	N/A	N/A	N/A	N/A	N/A

B. MINIMUM AND MAXIMUM DEVELOPMENT LIMITS FOR EACH LAND USE

LAND USE	MINIMUM DEVELOPMENT OF EACH LAND USE	MAXIMUM DEVELOPMENT OF EACH LAND USE
General Office (1,000 SF)	144 (1,000 SF)	600 (1,000 SF)
Hotel (Rooms)	0 (Rooms)	720 (Rooms)
Restaurant (1,000 SF)	4 (1,000 SF)	16 (1,000 SF)
Retail (Specialty) (1,000 SF)	10 (1,000 SF)	20 (1,000 SF)
Suites Hotel (Rooms)	0 (Rooms)	720 (Rooms)
Multi-Family/Apartments (Dwelling Units)	0 (Dwelling Units)	630 (Dwelling Units)
Vocation/Trade School (1,000 SF)	0 (1,000 SF)	210 (1,000 SF)

C. TRADE-OFF EXAMPLES

EXAMPLE 1: TRADE FROM GENERAL OFFICE TO SPECIALTY RETAIL

Trade 20 (1,000 SF) of General Office for ? (1,000 SF) of Specialty Retail

= 20 (1,000 SF) of General Office x 4.4984 (1,000 SF) of Specialty Retail

= 89,970 SF of Specialty Retail

D. SOURCE INFORMATION AND DOCUMENTATION

Trips are net external trips, based upon ITE Trip Generation, 6th Edition.

E. FOOTNOTE

(1): The Vocation/Trade School equivalency rate in this table is the equivalency rate approved (May 13, 2003) in the most recent Development Order amendment (Resolution R03-090).

(new:Resolution No.R98-185; amended: Resolution No. R99-118; Resolution No.R99-230; Resolution No.R03-090; Resolution No.R04-209; and Resolution No.R07-210)

NOPC 14-0128

105

PAT FRANK
Clerk of the Circuit Court
13th Judicial Circuit

March 7, 2014

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

Re: Resolution No. R14-028 – Amended and Restated Development Order for Sunforest Development of Regional Impact (DRI #105)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on March 6, 2014.

We are providing this original for your files.

Sincerely,

Kimberly Richards, Associate Director
BOCC Records/VAB

bam
Certified Mail Receipt # 7003 3110 0004 4684 5312
Attachment
cc: Board files (orig.)
Ray Eubanks, Administrator, Community Planning & Development (orig. ltr.)
Ty Maxey, AICP, Engelhardt, Hammer & Associates (orig. ltr.)
Nancy Y. Takemori, Assistant County Attorney
Paige Ward, County Attorney's Office
Dawn Tuccillo, County Attorney's Office
John Healey, Development Services, Community Design
Christopher Weiss, Property Appraiser's Office
Tracy Torres, Property Appraiser's Office
Nancy Milam, County Attorney's Office
Sharon Sweet, BOCC Records

AMENDED AND RESTATED DEVELOPMENT ORDER (DO)

Resolution No. R14-028

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA ISSUING AN AMENDED AND RESTATED DEVELOPMENT ORDER FOR DRI #105 SUNFOREST

Upon motion of Commissioner Beckner, seconded by Commissioner Miller, the following Resolution was adopted on the 6th day of March 2014, by a vote of 5 to 0; Commissioner(s) _____ voted "no".

WHEREAS, on February 9, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0035 for Sunforest Development of Regional Impact ("DRI") No. 105 (the "Development Order") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on May 24, 1988, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R88-0162 (Amendment #1); and

WHEREAS, on August 30, 1988, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R88-0205 (Amendment #2); and

WHEREAS, on July 12, 1989, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R89-0183 (Amendment #3); and

WHEREAS, on March 13, 1990, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R90-0070 (Amendment #4); and

WHEREAS, on July 30, 1991, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R91-0179 (Amendment #5); and

WHEREAS, on February 21, 1995, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R95-040 (Amendment #6); and

WHEREAS, on October 7, 1997, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R97-248 (Amendment #7); and

WHEREAS, on September 8, 1998, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R98-185 (Amendment #8); and

WHEREAS, on June 22, 1999, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R99-118 (Amendment #9); and

WHEREAS, on November 16, 1999, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R99-230 (Amendment #10);

WHEREAS, on May 13, 2003, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R03-090 (Amendment #11);

WHEREAS on December 14, 2004, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R04-209 (Amendment # 12);

WHEREAS on November 13, 2007, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R07-210 (Amendment #13); and

WHEREAS, on November 12, 2013, Mainsail Development Group, LLC filed a "Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI)", for the Sunforest DRI in accordance with Section 380.06 (19), Florida Statutes (Amendment #14); and

WHEREAS, the proposed Amendment #14 requested an extension of the buildout date of Phase II and the Development Order expiration date, an addition of approximately 0.54 acres to the previously approved DRI and a revision to Map H reflecting the same.

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

I. FINDINGS OF FACT

A. Mainsail Development Group, LLC, submitted the proposed Amendment #14 to Hillsborough County which requested: 1) an extension of the Phase II buildout date and Development Order expiration date; 2) the addition of approximately 0.54 acres to the previously approved DRI; and 3) a revision to Map H.

B. A review of the impacts of this proposed Amendment # 14 has been conducted by Hillsborough County, the Tampa Bay Regional Planning Council and the Florida Department of Economic Opportunity.

C. The proposed changes approved herein do not result in any new or additional regional impacts.

II. CONCLUSIONS OF LAW

A. The proposed amendments, together with all previous amendments, do not create a reasonable likelihood of additional impact, or any type of regional impact not previously reviewed by the regional planning agency, over those treated

under the Development Order. The proposed amendments, therefore, do not constitute a "substantial deviation" from the Sunforest Development Order, pursuant to Chapter 380.06, Florida Statutes.

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

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

D. Nothing contained in this Amended and Restated Development Order shall limit or modify the rights originally approved by the Development Order or the protection afforded under Subsection 163.3164(8), Florida Statutes.

E. The Developer's Affidavit of Certification, Part I, Item I of the Department of Community Affairs Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI) Subsection 380.06 (19), F.S., attached hereto as **Exhibit B**, affirms that a copy of the Notice of Change has been delivered to all persons as required by law.

F. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.

G. Within thirty (30) days after adoption, a certified copy of this Resolution, together with all exhibits hereto, shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail or other delivery service for which a receipt as proof of service is required, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and other recipients in accordance with Section 380,06, Florida Statutes.

H. Based on the above findings of fact, the Board of County Commissioners hereby approves the extension of the Phase II buildout date and Development Order expiration date, the addition of approximately 0.54 acres to the previously approved DRI and a revision to Map H.

III. GENERAL PROVISIONS

A. This resolution shall constitute the Development Order of Hillsborough County in response to the Application for Development Approval for the Sunforest Development of Regional Impact (ADA).

B. The legal description set forth in **Exhibit C** and Map H provided as **Exhibit A** are hereby incorporated into and by reference made a part of this Development Order.

C. All provisions contained within the ADA and Sufficiency Response shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.

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

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

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

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

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

I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order as defined by the criteria of Ch. 380.06(19)(b), Florida Statutes, as amended, or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by Hillsborough County and the Tampa Bay Regional Planning Council shall result in further Development of Regional Impact review pursuant to Chapter 380.06, Florida Statutes, as amended, and may result in Hillsborough County ordering a termination of development activity pending such review.

J. The Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County may rely upon or utilize information supplied by a Hillsborough County department or agency having particular responsibility over the area or subject involved. The County shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this

Development Order. In the event of a deviation, the County may issue a notice of such noncompliance to the Developer, or the County may immediately recommend that the Board of County Commissioners establish a hearing to consider such deviations.

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

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

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

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

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

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

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

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

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. Phase I of the project is complete. Development of the remainder of the Project on the property legally described in **Exhibit C** attached hereto shall proceed in accordance with the following proposed phasing schedule:

YEARS	USE	ANTICIPATED DEVELOPMENT PROGRAM (GROSS SQ. FT.)	NEW EXTERNAL PEAK HOUR TRIPS (Cumulative) AM	PM
Phase I	Office	184,000	303	286
Phase II October 15, 2018	Office Restaurant Specialty Retail Suites Hotel Multi-Family Vocational/Trade School	392,096 8,000 20,000 360 0 32,000	1,112	1,123
Phase III October 15, 2012	Office Hotel	443,267 100 rooms	1,734	1,698
TOTAL	Office Hotel Restaurant Specialty Retail Suites Hotel Multi-Family Vocational/Trade School	1,019,363 100 rooms 8,000 20,000 360 rooms 0 32,000		

* With respect to the property legally described in **Exhibit C**, the amount of each of these land uses is subject to the minimums and maximums shown in Table 1, Equivalency Matrix, contained in **Exhibit D** of this Development Order, as amended. Each land use may be increased or decreased at the election of the Developer in accordance with the Equivalency Matrix.

For purposes of this Order, a phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase. Development of Phase II may occur anywhere on the site legally described in **Exhibit C** attached hereto up to a specified intensity threshold calculated for the Project utilizing the Equivalency Matrix attached hereto as **Exhibit D**. Phase III of the project is subject to further DRI review pursuant to condition IV. B. 2. of the Development Order, as amended.

Thirty (30) days prior to requesting issuance of a building permit for an amount of development that exceeds the stated total for a particular use in the Anticipated Development Program, the Developer shall provide

written notice to the County, DCA and TBRPC that it intends to utilize the Equivalency Matrix for the proposed development. The written notice shall contain the technical analysis supporting the claim that the proposed exchange will not cause the total amount of any particular approved land use to exceed the maximum amount shown in the Equivalency Matrix. The proposed exchange shall not be subject to additional DRI review by the County, DCA or TBRPC provided the requested development does not cause the total amount of any particular approved land use to exceed the maximum amount shown in the Equivalency Matrix. Changes in the development program that are made through an exchange shall be reported individually and cumulatively in the next DRI Annual Report and the cumulative effects of such changes shall be considered should a later change to this DRI be requested.

If the Developer elects to change the proposed phasing schedule, he shall submit said changes to the County for review and approval as required by law which approval shall not be withheld if the terms of this order are otherwise fully complied with.

The Developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour. The monitoring program will be started when the equivalent of 400,000 square feet of Office Use in Phase II has been constructed, or upon completion of the proposed parking lot located on the "Fourth Addition", which ever occurs first, and will continue until buildout. If the traffic volumes exceed those projected in Phase I and II, as revised (cumulatively 1,671 PM trips), a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. This revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

a. All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above, it will be included in the previous annual report submitted prior to the anticipated exceedance.
b. If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further certificates of occupancy or building permits shall be issued until the required information has been submitted to and approved by Hillsborough County.

2. This Development Order shall remain in effect for a period up to and including FEBRUARY 24, 2021.

3. The development shall not be subject to down-zoning, or intensity reduction until FEBRUARY 24, 2021, unless the local government can demonstrate that substantial changes in the conditions underlying the

approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

(amended: Resolution No. R88-0205; Resolution No. R90-0070; Resolution No. R91-0179; Resolution No. R95-040; Resolution No. R97-248; Resolution No. R98-185; Resolution No. R99-118; Resolution No. R03-090; Resolution No. R04-209; and Resolution No. R14-028)

B. Transportation

1. The Developer at this option, shall select one of the following options to mitigate the project's transportation impact:

a. Option 1

(1) No Building Permits shall be issued for Phase II until funding commitments are secured from responsible entities for improvement/implementation of the roadways listed below in (a) – (b).

(a) The intersection improvements indicated in Table 1.
(b) The link improvements indicated in Table 2.

(2) The developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour, and on a daily basis. The monitoring program will be started when Phase II is 50 percent complete and will continue until build-out. If the traffic volumes exceed these projected in the Application, as revised, for Phase II, a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

(a) All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above will be included in the previous annual report submitted prior to the anticipated exceedance.
(b) If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been

submitted, no further certificates of occupancy or building permits shall be issued until the required information has been submitted to and approved by Hillsborough County.

Table 1. Intersection Improvements Needed for Phase II (1989)

Intersection	Level of Service With Project	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
Hillsborough/Hanley	E	15.1	SB: Add RT Lane EB: Add LT Lane WB: Add RT Lane
Hillsborough/George	E	30.1	EB: Add Thru Lane WB: Add Thru Lane
Hillsborough/Benjamin	E	17.12	WB: Add Thru Lane EB: Add LT Lane
Eisenhower/Memorial	E	14.25	NB: Add Thru Lane EB: Add LT Lane
Benjamin/Waters	E	25.5	NB: Add LT Lane EB: Add Thru Lane Add LT Lane WB: Add Thru Lane Add LT Lane

Table 2. Link Improvement Needed for Phase II (1989)

Roadway Link	Level of Service With Project	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
Eisenhower Blvd. (Memorial to Project Entrance Drive)	E	27.8	Widen to six-lane Divided arterial
Eisenhower Blvd. (Independence to Courtney Campbell)	E	16.5	Widen to eight-lane divided arterial
Hillsborough Ave. (Hanley to George)	E	20.56	Widen to eight-lane divided arterial
Hillsborough Ave. (Eisenhower to Benjamin)	E	25.23	Widen to six-lane divided arterial
Hillsborough Ave. (Benjamin to Anderson)	E	13.29	Widen to six-lane divided arterial
Hillsborough Ave. (Anderson to Dale Mabry)	E	10.4	Widen to six-lane divided arterial
Benjamin Road (Hillsborough to Waters)	E	27.5	Widen to four-lane divided arterial
Hanley Road (Hillsborough to Waters)	E	25.2	Widen to four-lane divided arterial

(3) The Developer may subphase the project when such subphasing identifies and ties specific amounts of project development (within a phase) to specific regional roadway improvements.

Such subphasing shall be acceptable under the following conditions:

(a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

(b) Funding commitments for the indicated roadway improvements will be required when the regional roadway operates below daily LOS C or peak hour LOS D and the development contributes 10% or more of the existing daily LOS C or at the existing LOS D peak hour capacity of the facility.

(c) A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner.

(amended: Resolution NO. R88-0205)

b. Option 2

The capacity and loading of transportation facilities within the Sunforest transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors to construction of Phase II. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area MPO, the FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, as amended, with updated current traffic counts on the above roadways and projections of traffic volumes that will result from the completion of the currently approved project construction plus that to be generated by the next portion of project development which the Developer is seeking to construct. Each updated traffic analysis shall serve to verify the findings of the development DRI-Application traffic analysis (referenced in this report as Option 1) or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways referenced in Option 1 at a satisfactory Level of Service, daily Level of Service C or a peak hour Level of Service D. Both the traffic counts and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices and the methodology determined at a traffic methodology meeting of all appropriate agencies. Prior to any Phase II construction, the County or its designee shall ensure in written findings of fact that the above roadways will operate at or above an average daily Level of Service C or a peak hour Level of Service D at the time of completion of such construction.

(amended: Resolution No. R88-0205)

c. Option 3

In lieu of Option 1 or 2 above the Developer may elect Option 3 as set out below. It is the intent of Option 3 to permit the Developer to mitigate its projects' impacts on the substantially impacted, regionally significant roadway network within the project's primary impact area by making the adequate provision provided below for public transportation facilities necessary to accommodate such impacts in the manner provided below. The requirements below have been determined to make adequate provision for the public transportation facilities necessary to accommodate the impacts of Phase I and II of the project on substantially impacted, regionally significant roadways within the project's primary impact area. No satisfactory pipeline project meeting the criteria of TBRPC and DCA exists within the area identified as significantly impacted by project traffic. Therefore, mitigation is being achieved in accordance with Rule 9J-2.0255 (7)(a)(3), Florida Administrative Code. The improvements and other measures set out below have been calculated to benefit the regional roadway network which would be substantially impacted by Phase I and II of the project by providing reasonable assurances that public transportation facilities shall be made available to accommodate the impacts of the Project. The mitigation mechanisms set forth below have been determined to be consistent with Hillsborough County, State of Florida Department of Transportation's ("FDOT") and Department of Community Affair's ("DCA"), the Tampa Bay Regional Planning Council's ("TBRPC") policies, Rule 9J-.0255(7)(a)(3), Florida Administrative code; and the Tampa Urban Area Metropolitan Planning Organization's ("MPO") Transportation Improvement Plan.

A. It is the intent of this section to permit the Developer to make adequate provision for the public transportation facilities necessary to accommodate the traffic impacts of Phase I and II of the Project by partially funding construction of the widening of a 1.5 mile segment of Hillsborough Avenue from Pistol Range Road to East Double Branch Creek Road from 2-lanes to 6-lanes (FDOT Work No. 7113574 hereafter referred to as "Project No. 7113574"), and, thereby, to the extent of such funding, enabling FDOT to utilize funds which would otherwise have been expended on Project No. 7113574, to accelerate both right-of-way acquisition for the widening of Hillsborough Avenue between Eisenhower Boulevard and Dale Mabry Highway from its 4-lane undivided configuration to a 6-lane divided configuration and construction of the widening of Hillsborough Avenue between Eisenhower Boulevard and Nebraska Avenue from 4-lanes undivided to 6-lanes divided (hereafter

referred to as the "Hillsborough Avenue Improvement". It has been determined that payment of the proportionate share amount to partially fund Project No. 7113574, and acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement will substantially benefit the public. Payment of the proportionate share amounts in the manner provided below is consistent with TBRPC, FDOT, DCA, and Hillsborough County policies regarding mitigation of transportation impacts and complies with Rule 9J-2.0255(7)(a)(3), Florida Administrative Code.

(1) For purposes of this Development Order, Developer's fair share of the costs of the public transportation facilities necessary to accommodate the impacts of Phase I and II of the Project has been calculated to be $573,416 based on the formula set forth in Rule 9J-2.0255, Florida Administrative Code, as interpreted in accordance with DCA, TBRPC, FDOT and Hillsborough County policies.

(2) In order for Developer to partially fund Project No. 7113574, and FDOT accelerate right-of-way acquisition and construction of Hillsborough Avenue Improvement, it will be necessary for FDOT to shift previously committed funds, secure additional funding commitments and reprioritize its Five Year Transportation Plan ("TIP"). To that end, and in order to implement this mitigation measure, it will be further necessary for FDOT and Developer to enter into a joint participation agreement. The purpose of the agreement shall be to establish the framework for expeditiously implementing the Developer's partial funding of Project No. 7113574, and accelerating right-of-way acquisition and construction of the Hillsborough Avenue Improvement. Such agreement shall be entered into between Developer and FDOT within six (6) months of this development order amendment becoming non-appealable. The agreement shall provide, at minimum, that upon its execution:

    (a) The Developer shall post, in favor of FDOT, an irrevocable letter of credit, or other performance assurance instrument acceptable to FDOT in an amount equal to the proportionate share amount for Phase I and II of the Project.

    (b) In response to the posting of such performance assurance instrument by the Developer, FDOT shall expeditiously shift funds previously allocated to Project No.

7113574 in an amount equal to the proportionate share amount for Phase I and II to right-of-way acquisition for the Hillsborough Avenue Improvement so as to bring such right-of-way acquisition into Fiscal Year 1989-90 through 1993-94 of the TIP. Additionally, FDOT shall diligently exercise its best efforts to take all such actions, including securing additional funding commitments and reprioritizing the TIP as are necessary to maximize acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement.

(c) Upon presentation to the Developer of a fully executed contract for construction of Project No. 7113574, FDOT may draw against said performance assurance instrument for, or alternatively Developer shall pay to FDOT, the full amount of the proportionate share amount for Phase I and II. FDOT shall expeditiously direct said funds toward the costs of constructing Project No. 7113574. Upon receipt of the full amount, FDOT shall release Developer from any and all obligations under said performance assurance instrument.

(d) Upon shifting the funds as set forth in (b) above, and taking such other actions as are necessary accelerate right-of-way acquisition for the Hillsborough Avenue Improvement to Fiscal Years 1989-90 through 1993-94, FDOT shall expeditiously acquire right-of-way for the Hillsborough Avenue Improvement, and shall diligently exercise its best efforts to expeditiously take such further actions as are necessary to maximize acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement.

(3) Building permits shall be withheld until such time as FDOT and Developer enter into the agreement. In the event that the Developer and FDOT are unable to enter into the agreement within six (6) months of this Development Order becoming non-appealable, the Development Order shall be amended to provide alternative traffic impact mitigation measures. The time period for entering into the agreement may be extended with concurrence by TBRPC, DCA and Hillsborough County which such concurrence shall not be unreasonably withheld.

(4) Upon payment by Developer to FDOT of the full amount or the proportionate share amount for Phase I and II, and completion of Project No. 7113574, Developer shall be deemed to have fully mitigated the transportation impacts of Phases I and II of the Project on the regionally significant roadway network substantially impacted by the Project. Payment of funds pursuant to this Section shall entitle Developer to full credit or offset against any present or future Hillsborough County impact fees levied for construction of roadway improvement or for acquisition of right-of-way. The amount of the impact fee credit or offset shall be the amount paid by the Developer to FDOT for Project No. 7113574 ($1,588,007), and not the proportionate share amount. The Developer shall not be entitled to a refund from FDOT. The Development shall be entitled to transfer excess impact fee credits or offsets, if any, off site to a private party at buildout of Phase II of the Project and in accordance with the Hillsborough County Consolidated Impact Assessment Program Ordinance, as amended.

(amended: Resolution No. R88-0205; 89-0183; Resolution No. R97-248. This condition has been satisfied: Resolution No. R14-028)

d. Additional Phase II Transportation Impact Mitigation

(1) Prior to the issuance of any Certificate of Occupancy for any development with direct access to George Road, the Developer shall design, permit, and construct at the Developer's expense, the improvement described herein.

(a) Construct a NB left turn on George Road at the full access driveway. The NB left lane shall extend north to the existing NB left turn lane on George Road south of Hillsborough Ave. The left turn shall be striped as a two way left turn lane (TWLTL) north of the full access driveway to a point at least 300' south of Hillsborough Avenue. The extension of the turn lane will provide additional storage for left turn movements (NB to WB) from George Road to Hillsborough Avenue. This improvement will increase the capacity of the overall intersection.

(b) The design for the turn lane shall be submitted concurrently with the Construction Plans for the proposed development. The NB left turn lane on George Road at the full access driveway shall be designed to FDOT Index 301 and Roadway Transitions per FDOT Index 526 for a 40 mph urban design, under normal conditions. Turn lane

storage design shall be approved by Hillsborough County Planning and Growth Management. The width of the turn lane shall be the same as the existing pavement width on the through lanes for George Road. An asphalt overlay shall be applied over the entire portion of George Road for the entire length of the turn lane and roadway transition. All asphalt seams shall run perpendicular to George Road; asphalt seams running parallel to George Road shall not be permitted.

(c) The full project access shall be at least 500 feet south of Hillsborough Avenue, measured from the centerline of Hillsborough Avenue to the centerline of the full project access. If two access driveways are proposed, one of the project driveways shall be restricted to a right-in/right-out only. The right-in/right-out movement shall be restricted with a raised channelized median that shall prevent traffic from making the left-in/left-out movements. The curb radius entering and exiting the site shall be 75 feet. It is preferred that the northern most project access be restricted to a right-in/right-out and that the southern driveway access be designed as a full access driveway. All access locations shall meet the requirements of the Hillsborough County Land Development Code and Transportation Technical Manual.

(amended: Resolution No. R04-209. This condition has been satisfied: Resolution R14-028)

2. Phase III Transportation Impact Mitigation

a. Issuance of building permits for Phase III of the Project shall be based upon further traffic analysis and the Developer's commitment to fund or construct public transportation facility improvements to the impacted regional roadway network as mitigation for Phase III impacts on the regional roadway network in accordance with the law, rules, ordinances, regulations, and policies of DCA, Hillsborough County, FDOT and TBRPC, and amendment of the development order pursuant to Section 380.06(19), Florida Statutes. The Phase III traffic analysis shall be based upon data, assumptions and methodologies agreed to by TBRPC, DCA, FDOT, Hillsborough County, and the Development in a transportation analysis methodology meeting held prior to commencement of the analysis.

b. Notwithstanding (a) above, pipelining will be available as a mechanism for mitigating the impacts of Phase III only if provided for by local or state comprehensive plan, land development

regulation or rule, or policy in existence at the time of implementation of specific approval of Phase III. If no pipelining option is provided for by plan, rule or regulations or policy, pipelining shall not be an acceptable mitigation option.

(amended: Resolution No. R88-0205)

3. Right-of-way Dedication

(stricken: Resolution No. R97-248)

a. The Developer shall deed to the County prior to detailed site plan approval upon request of the County, an additional 22 feet on the eastern side of George Road along the western boundary of the site to accommodate a four-lane undivided arterial roadway.

(new: Resolution No. R98-185)

4. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right-of-way dedications and transportation improvements.

5. Mass Transit

a. The Developer shall conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning a proposed phase model splits of 1.6%, 1.9%, 1.9% and shall report monitoring results in the annual report.

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

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

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

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

(5) Details, standards and phasing of all transit amenity provisions must be approved by the HART Authority and

shall be representative of those commonly in use by the HART Authority

6. A pedestrian/bicycle circulation system shall be provided within the project. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System into Sunforest. No detailed site plans shall be approved which do not indicate these systems.
7. The following Traffic Operations conditions shall be applicable to the entire DRI site prior to issuance of additional Certificates of Occupancy:
    a. Driveway radii shall be minimum of 40 feet in size to accommodate single-unit vehicles at all accesses onto the state and county road systems.
    b. In the case that the FDOT permit full access onto Hillsborough Avenue directly from the project site:
        (1) A 125-foot left-turn lane shall be installed by the Developer on George Road for southbound-to-eastbound left turns into the site.
        (2) At a minimum, a 75-foot left-turn shall be installed by the developer on Hillsborough Avenue for westbound-to-southbound left turns into the site, subject to Florida Department of Transportation (FDOT) approval.
        (3) The on-site accesses at Hillsborough Avenue and at Eisenhower Boulevard shall be constructed as a four-lane section with dual left turn egress lanes, a right-turn lane and one ingress lane, subject to FDOT approval. Construction of the second of the dual left turn egress lanes on Hillsborough Avenue may be delayed until issuance of Phase III Certification of Occupancy.
        (4) The access at George Road shall be constructed as a three-lane section with one lane for left-turn egress, one lane for a right-turn egress and one lane for ingress to the site.
        (5) If a traffic signal becomes warranted at any project access on Hillsborough Avenue or Eisenhower Boulevard and the Developer can show that such signal will result in minimal adverse impacts to traffic flow on the main road, the Developer shall pay for the design, purchase and installation of the traffic signal including interconnecting the signal to adjacent intersection(s) if required subject to FDOT approval. The traffic signal shall comply with FDOT standards and specifications.

c. In the case that the FDOT does not permit full access onto Hillsborough Avenue on Eisenhower Boulevard directly from the project site:

(amended: Resolution No. R97-248)

(1) A 125-foot left-turn lane shall be installed by the Developer on George Road for southbound-to eastbound left-turn into the site.

(2)

(stricken: Resolution No. R97-248)

(3)

(stricken: Resolution No. R97-248)

(4) The access at George Road shall be constructed as a three-lane section with one lane for left-turn egress, one lane for right-turn egress and one lane for ingress to the site.

(5)

(stricken: Resolution No. R97-248)

C. Air Quality

1. An air quality impact analysis and mitigation plan acceptable to the Florida Department of Environmental Protection (FDEP) and the Environmental Protection Commission of Hillsborough County (EPC) shall be required prior to the issuance of any building permits beyond fifty percent of the peak hour trips of Phase II.

D. Wind and Water Erosion

1. The Developer shall undertake the measures referenced on page 13-3 of the Application to reduce fugitive dust and other adverse air emissions during all phases of development. More specifically the Developer shall ensure that at minimum:

a. Permanent vegetation and improvements such as streets, storm sewers or other features of the development

capable of carrying stormwater run-off in a safe manner shall be scheduled for installation to the greatest extent possible before removing the vegetative cover from an area.

b. Where the use of the land does not require removal of trees and other natural vegetation, these shall be retained to the greatest extent possible.

c. Where inadequate vegetation exists, temporary or permanent vegetation shall be established if high erosion potential exists.

d. The smallest practical area of land should be exposed at any one time during development.

e. When land is exposed during development, the exposure should be kept to the shortest practical period of time.

f. Critical areas including steep slopes, highly erodible soils, and areas above existing streams and lakes exposed during construction shall be protected with temporary or permanent vegetation and/or mulching, or other approved protective material or devices.

g. Refuse material shall be disposed of and treated so as not to create a sediment producing area.

h. Sediment ponds (debris basins, desilting basins, or sediment traps) shall be installed and maintained where needed to remove runoff water sediment from land undergoing development.

i. The permanent protective vegetation and structures shall be installed as soon as practical in the development.

j. Cuts and fills shall not create the potential for sedimentation on adjoining properties.

k. Fills shall not encroach upon natural watercourses or constructed channels in a manner so as to create a sedimentation hazard to other property or watercourses.

l. When a pond, either new or existing, is incorporated into a development, the Developer shall note on his plan is the pond is to be used for sediment control and/or retention during construction. If the pond is to be used for sediment control, the Developer will be required to dredge, clean, and grass the pond upon completion of construction of the project. Further, sediment control devices shall be required to protect downstream property during construction.

E. Soils

1. Measures used to overcome the onsite soils limitations shall include but not be limited to those discussed on page 14-4 of the application.

2. Subsurface soils investigations and foundations studies shall be carried out for each building prior to construction. Foundations shall be constructed in accordance with the recommendation of those studies.

F. Stormwater Management

1. In order to protect water quality, the following parameters shall be included in the Sunforest drainage plan:

a. The drainage system shall be designed to meet or exceed local, State and Southwest Florida Water Management District (SWFWMD) regulations.
b. The proposed retention/detention wetland systems shall be designed, constructed, and maintained pursuant to the guidelines of the Stormwater and Lake Systems Maintenance and Design Guidelines (TBRPC, 1978).
c. Best Management Practices recommended by Hillsborough County shall be adhered to, including a vacuum street cleaning program for parking and roadway areas within the development.
d. There shall be no net encroachment in the 100-year floodplain area, as delineated on Revised Map C in the Application. (Response to Preliminary Assessment – Round II, and dated December 19, 1986). Such encroachment shall not result in a significant adverse impact upon pre-development on-site hydrologic storage and/or off-site conveyance.
e. The stormwater management system shall be designed to maintain the existing hydroperiod levels and frequencies, as well as the hydraulic connections between on-site wetlands.
f. The conveyance criteria for major outfalls passing through the site will be the 50-year conveyance with a foot of freeboard without increasing high water.

2. Prior to the Issuance of any building permits, the Master Drainage Plan for Sunforest shall be submitted to TBRPC for review for consistency with the Application and Council Policy, and to Hillsborough County, Florida Department of Environmental Protection (FDEP) and SWFWMD for approval. The County drainage criteria in existence at the time of construction of the respective project phases are to be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria are more restrictive. If flooding conditions exist downstream of the DRI's outfall, more restrictive design criteria may apply.

3. The Developer is to give all necessary drainage easements to the County as required by the County Stormwater Management Department.

4. The Developer shall be responsible for the maintenance of the on-site drainage facilities.

5. All drainage facilities within the confines of this project and all drainage facilities outside the confines necessary for the proper functioning of this project are to be improved where necessary.

G Stormwater Quality

1. There shall be no degradation in the quality of stormwater exiting the site due to inadequate treatment by the on-site stormwater management system. The Developer shall provide for surface water quality monitoring as specified below.

(amended: Resolution No. R99-118)

H. Wetlands

1. In order to protect reserved/conserved wetland areas, the following shall be required:

a. The Developer shall submit a wetland management plan prior to detailed site plan approval to be implemented during construction and after completion of the project. The plan shall address, but not be limited to, the following:

(1) Wetlands to be preserved;
(2) Proposed wetland/lake alterations;
(3) Control of exotic species;
(4) Control of on-site water quality;
(5) Maintenance of natural hydroperiod; and
(6) Methods of wetland restoration/enhancement.

b. The stormwater drainage system of the project may incorporate wetlands on-site, but no direct discharge from any impervious surface shall be permitted into any wetland which is designated as a "Conservation Area", unless otherwise approved by the Environmental Protection Commission.

2. In the event that any species listed in Sections 39-27 .03-.05, F.A.C. are observed frequenting the site for nesting, feeding, or breeding, proper mitigation measures shall be employed in cooperation with the Florida Game and Fresh Water Fish Commission.

I. Open Space

1. A minimum of 8.9 acres of the site, including detention areas, shall be conserved as open space.

2. Representative stands of each upland vegetation community type listed on page 18-1 of the Application shall be set aside in their natural state in order to maintain natural diversity on the site. No development shall be allowed in these areas which shall be so designated on the General Development Plan. They shall be of sufficient size so as to maintain their natural function. To the maximum extent possible these areas should be located contiguous to other habitats and conserved as so to enhance their value.

3. The land use designations for those portions of the Sunforest site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region, Section 2.701 and 2.702 shall be as designated on the revised General Development plan submitted to Hillsborough County.

4. The Developer shall be responsible for maintenance of all landscape and open space areas within the project site.

J. Public Facilities

1. Prior to detailed or commercial site plan approval for Phase II and III of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision or expansion of internal water supply, supply lines, and facilities to service Sunforest. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction which is the subject of such approval. Water saving fixtures shall be utilized in all buildings.

2. Prior to detailed or commercial site plan approval for Phases II and III of the development, the Developer shall ensure provision of fire flows acceptable to Hillsborough County and of any additional firefighting facilities/manpower/equipment required to serve the phase or subphase which is the subject of such approval beyond that funded by Hillsborough County.

3. Prior to detailed or commercial site plan approval of the development the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision of any wastewater treatment and disposal facilities that will serve that phase of development which is the subject of such approval.

4. Prior to detailed or commercial site plan approval for Phase II and III of the development, the Developer shall provide documentation to

the County of a master plan for wastewater collection, treatment and effluent disposal facilities approved by the Utilities Department and permitted by the applicable regulatory agency. No Zoning Compliance Permits shall be issued without a commitment from Hillsborough County or other responsible entity to provide wastewater disposal capacity for the building(s) that are the subject of such application.

5. Prior to detailed or commercial site plan approval for Phases II and III of the development, the Developer shall verify to the satisfaction of Hillsborough County that adequate solid waste disposal, electricity, police and Emergency Management Services capabilities and facilities are available to service that portion of the development which is the subject of such approvals.

6. The Developer shall provide for recovered waste water disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water and Wastewater Utilities take-back policy in effect prior to construction plan approval.

a) A groundwater monitoring program approved by FDEP and SWFWMD shall be required if treated effluent is disposed of on site.

7. The Developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for landscape and open space irrigation, prior to the issuance of Certificates of Zoning Compliance.

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

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

K. Hazardous Waste

1. Prior to the issuance of Zoning Compliance Permits, to the extent that there is no conflict with adopted local government plans and policies, separate hazardous waste storage areas within the project 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 section 403.702(21) and listed in Title 40 CFR Part 261 as amended). The Developer, its heir, assigns, and transferees shall: (1) provide in the Sunforest covenants a statement that indicates the types of wastes and materials that are to be considered to be hazardous and are to be stored or disposed of only n specifically designed containers and (2) advise purchasers and leases, and stipulate at the time of purchase or lease that statutes and regulations exist and that penalties may accrue from failure to properly transport, store, handle, and dispose of hazardous wastes materials.

L. Hurricane Evacuation

1. The Developer shall hold discussions and cooperate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, concerning the feasibility of designating the on-site hotel as a public hurricane evacuation shelter. A report on the final outcome of these discussions shall be submitted in the annual report prior to issuances of Certificates of Occupancy for the hotel.

2. The Developer shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure that safe and orderly evacuation of residents and employees when a Level C, D or E evacuation order, (as appropriate), is issued by (1) ordering all buildings closed for the duration of a hurricane evacuation order; (2) flood prone area and measures to be fulfilled in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report.

3. Prior to requesting any development permits which would allow the Developer to convert previously constructed hotel units within the project to multi-family residential use, as permitted by this Development Order, as amended, the Developer shall conduct a study to determine if an adverse regionally significant impact to the hurricane shelter space in the area is triggered by the proposed conversion. The study shall be limited to the specific impact that the proposed conversion will have on hurricane preparedness in terms of the number of units proposed for conversion from hotel to multi-family use. The study shall be prepared in accordance with guidelines provided by Hillsborough County's Emergency Planning Operations, the Planning and Growth Management Department and Rule 9J-2.056, Florida Administrative Code. A final copy of the study shall be submitted to Hillsborough County, DCA and TBRPC for review and approval for the study's conformance with the guidelines provided by Hillsborough County's Emergency Planning Operations, the Planning and Growth Management Department and Rule 9J-2.0256, Florida Administrative Code. In the event that the study identifies any significant adverse regional impact to hurricane preparedness, the Developer shall file an amendment to the Development Order to incorporate any requisite measures. Any required mitigation measures shall be those specifically approved by Hillsborough County's Emergency Planning Operations and TBRPC.

(amended: Resolution No. R98-185)

M. Energy Conservation

1. The energy conservation measures referenced on page 25-30 of the Application shall be complied with by the Developer. The following

energy conservation measures shall also be encouraged by the Developer or his assigns:

a. The use of landscaping and retention of existing vegetation as a means of energy conservation.
b. The initiation of programs to promote energy conservation by employees, buyers, suppliers and the public.
c. Reduction in levels of operation of all air conditioning, heating and lighting systems during non-business hours.
d. Recycling programs.
e. The use of energy-efficient cooling, heating and lighting systems.
f. Installation of innovative energy conservation features such as waste heat recovery or solar power where feasible in project development.
g. Use of the most energy efficient technology economically feasible in the construction and operation of light industrial/commercial/office facilities the life-cycle costing (to include operation and maintenance costs) in evaluating energy conservation effectiveness.

N. Historical or Archaeological Resources

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

O. Noise

1. At minimum, the abatement measures identified on page 12-10 of the Application or comparable methods of noise abatement shall be implemented.

2. Any deed or title transfers affecting this property shall include notice that the site is in close proximity to the Tampa International Airport and is subject to noise abatement requirements.

P. Equal Opportunity

1. The Developer shall comply with all requirements of the Civil Rights Act. The Developer shall seek, and urge and encourage all contractors and subcontractors to involve minority groups in the development of the project. All office and commercial establishment areas shall be available to all, on a fair and impartial basis.

Q. General

1. Any approval of the Sunforest development shall at minimum, satisfy the provisions of Chapter 380.06(15), Florida Statutes, as amended.

2. Any approval of this development shall require that all the final Developer's commitments set forth in the Application, on pages 23-25 of the TBRPC DRI Report and more specifically on pages 1-3 of the Response to Preliminary Assessment (Round II) be honored, except as they may be superseded by specific terms of the Development Order.

3. Development in areas adjacent to residential areas shall be designed so as to minimize any potential negative effects. Project control shall be accomplished through such techniques as buffering, architectural design and height limitations which shall be indicated on the detail site plan.

4. Maximum building heights shall be 90 feet, except in the SPI-A5 zoning district where the maximum height shall be 70 feet or as set forth by the Airport Zoning Ordinance for Tampa International Airport.

State of Florida

County of Hillsborough

I, PAT FRANK, Clerk of the Circuit Court and Ex-Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its meeting of 03/06/2014, as same appears of record in Minute Book 454 of the Public Records of Hillsborough County, Florida.

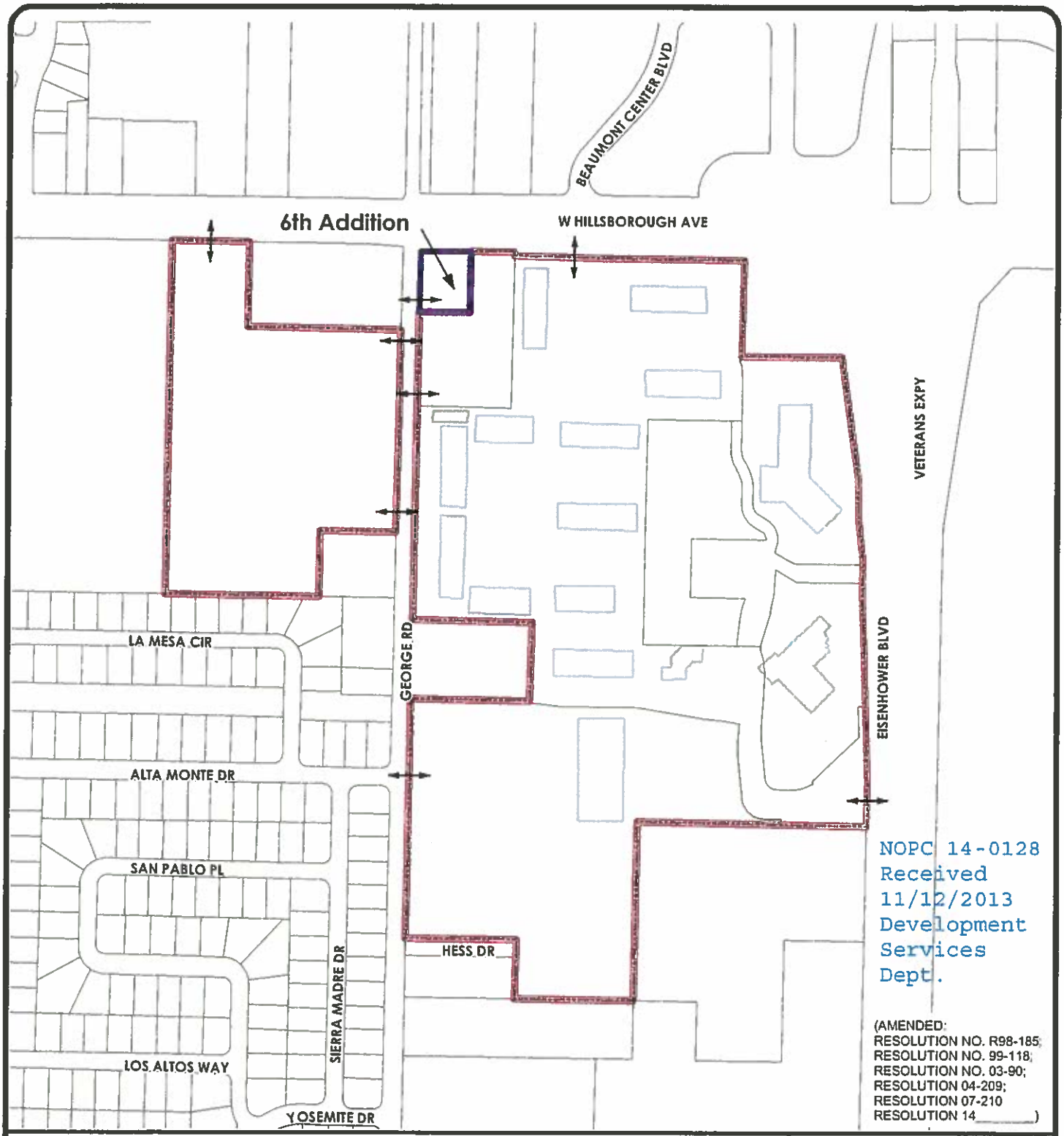
WITNESS my hand and official seal this 6th day of March 2014.

PAT FRANK, CLERK

By: Beverly Anne Miller
Deputy Clerk

APPROVED BY COUNTY ATTORNEY
BY
Approved as to Form and Legal Sufficiency

BOARD OF COUNTY COMMISSIONERS HILLSBOROUGH COUNTY IN GOD WE TRUST



NOPC 14-0128
Received
11/12/2013
Development
Services
Dept.

(AMENDED:
RESOLUTION NO. R98-185;
RESOLUTION NO. 99-118;
RESOLUTION NO. 03-90;
RESOLUTION 04-209;
RESOLUTION 07-210
RESOLUTION 14_____)

- Access Points
- DRI 6th Addition
- Sunforest DRI Boundary
- Parcels
- Existing Building Footprints

General Notes:
1. The project will have access points to George Road consistent with applicable access management requirements of Hillsborough County.
2. Any land uses approved by the Sunforest Development Of Regional Impact Development Order, as amended, can be located in any portion of the development.

Source:
Hillsborough County Parcels as of October, 2013

NOPC 14-0128

0 150 300 Feet

Exhibit A
Map H
Sunforest DRI

ENGELHARDT, HAMMER & ASSOCIATES
Land Planning · GIS · Expert Testimony
P.O. Box 750, Odessa, FL 33556
Telephone (813) 889-8100, Fax (813) 926-0630

Map Document: (G:\Projects\Mansai_Sunforest_NOPC_2013_13021\mxd\Map H - Sunforest DRI.mxd)
10/30/2013 – 11:23:00 AM

EXHIBIT B
DEVELOPER'S AFFIDAVIT OF CERTIFICATION

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared Ty Maxey, AICP, Engelhardt, Hammer & Associates, Inc., to me will known, who being first duly sworn, says upon oath as follows:

1. He and his firm acts as consultants for Mainsail Development Group, LLC, which has filed a Notice of a Proposed Change to a Previously Approved Development of Regional Impact ("Notification").

2. The aforementioned Notification was filed with Hillsborough County, the State Department of Community Affairs and the Tampa Bay Regional Planning Council as required by law.

Ty Maxey, AICP
Principal Planner, EHA

Sworn to and subscribed before me this 12 day of November, 2013 by Ty Maxey, who is personally know to me.

Notary Public

ALICIA BRYAN BARRINGTON
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE078448
Expires 4/7/2015

(Print, Type or Stamp)

My Commission Expires:

14 0128

EXHIBIT C
LEGAL DESCRIPTION

A PORTION OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SECTION 6, TOWNSHIP 29 SOUTH, RANGE 18 EAST, AND A PORTION OF LOTS 2 – 10 AND 13 – 20 OF BENJAMIN'S FARMS UNIT NO. 13, AS RECORDED IN PLAT BOOK 27, PAGE 92 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA, TOGETHER WITH VACATED MACKREL AVENUE, ALL BEING FURTHER DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHEAST CORNER OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6; THENCE N. 89°32'36" W., 34.72 FEET, ALONG THE NORTH LINE OF SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6 TO THE WESTERLY RIGHT-OF-WAY LINE OF VETERANS EXPRESSWAY (STATE PROJECT NO. 97102-2302); THENCE, ALONG SAID LINE THE FOLLOWING, S. 02°03'23" E., 84.61 FEET FOR THE POINT OF BEGINNING; THENCE CONTINUE S. 02°03'23" E., 99.36 FEET; THENCE S. 00°58'15" W., 147.05 FEET TO THE SOUTH LINE OF THE NORTH ½ OF THE NORTHEAST ¼ OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6; THENCE ALONG SAID LINE, N. 89°30'51" W., 638.43 FEET TO THE EAST LINE OF THE NORTHWEST ¼ OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6; THENCE, ALONG SAID LINE, S. 00°58'44" W., 66.00 FEET; THENCE N. 89°30'51" W., 616.44 FEET, ALONG A LINE 66.00 FEET SOUTH OF AND PARALLEL WITH THE SOUTH LINE OF THE NORTH ½ OF THE NORTHWEST ¼ OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6 TO THE EASTERLY RIGHT-OF-WAY LINE OF GEORGE ROAD AS RECORDED IN OFFICIAL RECORD BOOK 5809, PAGES 32 – 34 OF THE PUBLIC RECORDS SAID COUNTY; THENCE, ALONG SAID LINE, N. 00°59'13" E., 396.21 FEET TO THE NORTH LINE OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6; THENCE, ALONG SAID LINE, S. 89°32'36" E., 308.01 FEET TO THE EAST LINE OF THE WEST 330.00 FEET OF LOTS 6 AND 7 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, N. 00°59'13" E., 215.79 FEET TO THE NORTH LINE OF THE SOUTH ½ OF LOT 7 OF SAID BENJAMIN'S FARM UNIT N. 13; THENCE, ALONG SAID LINE, N. 89°33'24" W., 308.01 FEET TO THE EAST RIGHT-OF-WAY LINE OF SAID GEORGE ROAD; THENCE, ALONG SAID LINE, N. 00°59'13" E., 317.85 FEET TO THE NORTH LINE OF LOT 9 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, S. 89°34'45" E., 233.40 FEET TO THE EAST LINE OF THE WEST 255.41 FEET OF LOT 10 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, N. 00°59'13" E., 127.18 FEET TO THE SOUTH LINE OF LOTS 19 AND 20 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, N. 89°35'17" W., 233.40 FEET TO THE EAST RIGHT-OF-WAY LINE OF SAID GEORGE ROAD; THENCE, ALONG SAID LINE, N. 00°59'13" E., 150.01 FEET TO THE NORTH LINE OF THE SOUTH 150.00 FEET OF LOTS 19 AND 20 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, S. 89°35'17" E., 233.31 FEET TO THE WEST LINE OF LOT 18 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, N. 00°59'01" E., 421.85 FEET TO THE SOUTH RIGHT-OF-WAY LINE OF HILLSBOROUGH AVENUE (STATE ROAD NO. 580); THENCE, ALONG SAID LINE, S. 89°30'23" E., 643.79 FEET TO THE EAST LINE OF THE WEST 5.58 FEET OF SAID LOT 13; THENCE ALONG SAID LINE S. 00°58'32" W., 265.24 FEET TO THE NORTH LINE OF THE SOUTH ½ OF LOT 13; THENCE ALONG SAID LINE N. 89°36'38" W., 10.20 FEET TO A NON-TANGENT CURVE CONCAVE WESTERLY HAVING A RADIUS OF 165.00 FEET AND THE EASEMENT LINE OF EXHIBIT "D-1" AS RECORDED IN OFFICIAL RECORDS BOOK 8072, PAGES 1077 – 1123 OF THE PUBLIC RECORDS OF SAID COUNTY; THENCE, ALONG SAID LINE THE FOLLOWING, SOUTHERLY ALONG SAID CURVE 64.89 FEET THROUGH A CENTRAL ANGLE OF 22°32'01" (CHORD S. 10°17'29" E., 64.47 FEET); THENCE S. 00°58'32" W., 114.51 FEET; THENCE, LEAVING SAID EASEMENT LINE, N. 89°01'16" W., 263.28 FEET; THENCE S. 00°58'44" W., 330.58 FEET; THENCE S. 89°19'49" E., 9.18 FEET; THENCE S. 00°58'44" W., 294.05 FEET; THENCE S. 89°01'16" E., 306.13 FEET TO THE EASEMENT LINE OF SAID EXHIBIT "D-1"; THENCE, ALONG SAID LINE THE FOLLOWING, S. 17°30'04" W., 47.73 FEET TO A CURVE CONCAVE EASTERLY HAVING A RADIUS OF 30.00 FEET; THENCE SOUTHERLY ALONG SAID CURVE 17.60 FEET THROUGH A CENTRAL ANGLE OF 33°37'12" (CHORD S. 00°41'27" W., 17.35 FEET); THENCE S. 16°07'09" E., 33.73 FEET TO A CURVE CONCAVE WESTERLY HAVING A RADIUS OF 77.00 FEET; THENCE SOUTHERLY ALONG SAID CURVE 26.78 FEET THROUGH A CENTRAL ANGLE OF 19°55'36" (CHORD S. 06°09'21" E.,

26.64 FEET); THENCE S. 03°48'27" W., 153.66 FEET TO A CURVE CONCAVE EASTERLY HAVING A RADIUS OF 268.00 FEET; THENCE SOUTHERLY ALONG SAID CURVE 45.09 FEET THROUGH A CENTRAL ANGLE OF 09°38'21" (CHORD S. 01°00'44" E., 45.03 FEET); THENCE S. 05°49'54" E., 98.85 FEET TO A CURVE CONCAVE NORTHEASTERLY HAVING A RADIUS OF 35.00 FEET; THENCE SOUTHEASTERLY ALONG SAID CURVE 50.88 FEET THROUGH A CENTRAL ANGLE OF 83°17'29" (CHORD S. 47°28'39" E., 46.52 FEET); THENCE S. 89°07'23" E., 35.35 FEET TO A CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 120.00 FEET; THENCE NORTHEASTERLY ALONG SAID CURVE 69.46 FEET THROUGH A CENTRAL ANGLE OF 33°09'54" (CHORD N. 74°17'40" E., 68.50 FEET) TO THE EASEMENT LINE OF EXHIBIT "D-5" AS RECORDED IN OFFICIAL RECORDS BOOK 8072, PAGES 1077 – 1123 OF THE PUBLIC RECORDS OF SAID COUNTY; THENCE, NON-TANGENT FROM SAID CURVE, ALONG SAID EASEMENT LINE THE FOLLOWING, N. 46°18'06" E., 75.00 FEET; THENCE N. 43°41'54" W., 6.5 FEET; THENCE N. 46°18'06" E., 179.77 FEET TO THE POINT OF BEGINNING.
AND

"FIRST ADDITION"

THE WEST 255.41 FEET OF TRACT 10 OF BENJAMIN'S FARM UNIT NO. 13 ACCORDING TO MAP OR PLAT THEREOF, AS RECORDED IN PLAT BOOK 27 ON PAGE 92 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.
AND

"SECOND ADDITION"

THE NORTH HALF OF THE SOUTH HALF OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF THE NORTHWEST QUARTER OF SECTION 6, TOWNSHIP 29 SOUTH, RANGE 18 EAST, LESS 66 FEET ON THE NORTH SIDE OF SAME, BEING IN HILLSBOROUGH COUNTY, FLORIDA.
AND

"THIRD ADDITION"

THE SOUTH 100 FEET OF THE NORTH 635 FEET OF TRACT 1 OF TOM SAWYER SUBDIVISION, ACCORDING TO MAP OR PLAT THEREOF AS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA (O.R. 8341, PG. 1287);
AND
THE SOUTH 150' OF THE NORTH 535' OF TRACT 1 OF TOM SAWYER SUBDIVISION, ACCORDING TO THE MAP OR PLAT THEREOF, RECORDED IN PLAT BOOK 28, PAGE 7 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING 25.75' SOUTH AND 25' WEST OF THE NORTHEAST CORNER OF SECTION 1, TOWNSHIP 29 SOUTH, RANGE 17 EAST, AND RUN FROM THENCE SOUTH 285' ALONG THE GRADED ROAD TO A POINT OF BEGINNING; FROM SAID POINT OF BEGINNING RUN THENCE ALONG THE GRADED ROAD SOUTH 150' TO AN IRON ROD; THENCE SOUTH 214.80' TO AN IRON ROD; THENCE NORTH 150' TO AN IRON ROD; THENCE EAST 214.88' MORE OR LESS TO A POINT OF BEGINNING.;
AND
THE SOUTH 50 FEET OF THE NORTH 385 FEET OF TRACT 1 OF TOM SAWYERS SUBDIVISION ACCORDING TO THE MAP OR PLAT THEREOF RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.;
AND
THE SOUTH 55.00 FEET OF THE NORTH 335.00 FEET OF TRACT 1, TOM SAWYERS SUBDIVISION, AS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.

TRACT 2, TOM SAWYERS SUBDIVISION, AS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA; LESS A PARCEL BEGINNING AT THE NORTHEAST CORNER OF SAID TRACT 2; THENCE SOUTH ALONG THE EAST BOUNDARY A DISTANCE OF 280.00 FEET; THENCE WEST TO THE WEST BOUNDARY OF SAID TRACT 2; THENCE

NORTH ALONG THE WEST BOUNDARY A DISTANCE OF 280.00 FEET TO THE RIGHT-OF-WAY OF STATE ROAD #17 (WEST HILLSBOROUGH AVENUE); THENCE EAST TO THE POINT OF BEGINNING.

TRACT 3, TOM SAWYER SUBDIVISION, AS RECORDED IN PLAT BOOK 28, PAGE 7 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA; LESS ANY PORTION OF SAID LOT CONVEYED TO STATE ROAD RIGHT-OF-WAY BY DEED, IN DEED BOOK 963, PAGE 209, AND RIGHT-OF-WAY CONVEYED BY DELMER R. DAVIS AND JOYCE, O.R. BOOK 3014, PAGE 504, PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.;

AND

THE SOUTH 100 FEET OF THE NORTH 735 FEET OF TRACT 1, OF TOM SAWYERS SUBDIVISION, ACCORDING TO MAP OR PLAT THEREOF, RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.;

AND

THE SOUTH 100 FEET OF THE NORTH 835 FEET OF TRACT 1, TOM SAWYERS SUBDIVISION, ACCORDING TO THE MAP OR PLAT THEREOF, AS THE SAME IS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.

AND

"FOURTH ADDITION"

A PORTION OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SECTION 6, TOWNSHIP 29 SOUTH, RANGE 18 EAST, HILLSBOROUGH COUNTY, FLORIDA, BEING FURTHER DESCRIBED AS FOLLOWS: COMMENCE AT THE NORTHEAST CORNER OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6; THENCE N.89°32'36"W., 34.72 FEET, ALONG THE NORTH LINE OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6 TO THE WESTERLY RIGHT-OF-WAY LINE OF VETERANS EXPRESSWAY (STATE PROJECT NO. 97102-2302); THENCE, ALONG SAID LINE THE FOLLOWING, S.02°03'23"E., 183.97 FEET; THENCE S.00°58'15"W., 147.05 FEET TO THE SOUTH LINE OF THE NORTH 1/2 OF THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6; THENCE ALONG SAID LINE, N.89°30'51"W., 638.43 FEET TO THE EAST LINE OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6; THENCE, ALONG SAID LINE, S.00°58'44"W., 165.26 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE S.00°58'44"W., 330.52 FEET; THENCE ALONG THE SOUTH LINE OF THE NORTH 1/4 OF THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6, N.89°28'12"W., 331.61 FEET; THENCE ALONG THE EAST LINE OF THE NORTH 1/4 OF THE WEST 1/2 OF THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6, N.00°57'31"E., 165.17 FEET; THENCE N.89°29'05"W., 306.67 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF GEORGE ROAD; THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE, N.00°56'18"E., 165.09 FEET; THENCE ALONG THE NORTH LINE OF THE SOUTH 1/4 OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6, S.89°29'59"E., 638.46 FEET TO THE POINT OF BEGINNING.

CONTAINING 3.678 ACRES, MORE OR LESS.

AND

"FIFTH ADDITION"

LOT 19, UNIT #13, BENJAMIN'S FARMS, ACCORDING TO MAP OR PLAT THEREOF RECORDED IN PLAT BOOK 27, PAGE 92, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA; LESS AND EXCEPT THE SOUTH 150 FEET THEREOF; ALSO LESS AND EXCEPT THE WEST 10 FEET OF THE NORTH 200 FEET THEREOF; ALSO LESS AND EXCEPT RIGHT-OF-WAY FOR STATE ROAD 580;

AND

THE NORTH 260.87 FEET OF THE SOUTH 410.87 FEET OF LOT 20, UNIT #13, BENJAMIN'S FARMS, ACCORDING TO MAP OR PLAT THEREOF RECORDED IN PLAT BOOK 27, PAGE 92 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.

CONTAINING 1.96 ACRES, MORE OR LESS.

AND

"SIXTH ADDITION"

THE NORTH 200.00 FEET OF LOT 20 AND THE WEST 10.00 FEET OF THE NORTH 200.00 FEET OF LOT 19, UNIT 13, BENJAMIN'S FARMS, AS RECORDED IN PLAT BOOK 27, PAGE 92, PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA, LESS THAT PART LYING WITHIN 114.0 FEET OF THE SURVEY LINE OF WEST HILLSBOROUGH AVENUE (STATE ROAD 580).

CONTAINING 0.54 ACRES, MORE OR LESS.

(new; Resolution 98-185, amended; Resolution No. R99-118;Resolution No. 03-090; Resolution No. 04-209; and Resolution No. 07-210; and Resolution No. 14-028)

EXHIBIT D

SUNFOREST DRI, NOPC
Equivalency Matrix

(Revised June 11, 2004)

A. LAND USE TRADE-OFF RATES (MULTIPLICATION FACTORS)

CHANGE TO \ CHANGE FROM	General Office (1,000 SF)	Hotel (Rooms)	Restaurant (1,000 SF)	Retail [Specialty] (1,000 SF)	Suites Hotel (Room)	Vocation/ Trade School (1,000 SF)
General Office (1,000 SF)	--	0.1867	0.2668	0.2223	0.2001	1.0226 [1]
Hotel (Rooms)	5.3552	--	1.4286	1.1905	1.0714	N/A
Restaurant (1,000 SF)	3.7486	0.7000	--	0.8333	0.7500	N/A
Retail [Specialty] (1,000 SF)	4.4984	0.8400	1.2000	--	0.9000	N/A
Suites Hotel (Rooms)	4.9982	0.9333	1.3333	1.1111	--	N/A
Multi-Family/Apartments (Dwelling Units)	2.7263	0.5091	0.7273	0.6061	0.5455	--
Vocation/Trade School (1,000 SF)	0.9779 [1]	N/A	N/A	N/A	N/A	N/A

B. MINIMUM AND MAXIMUM DEVELOPMENT LIMITS FOR EACH LAND USE

LAND USE	MINIMUM DEVELOPMENT OF EACH LAND USE	MAXIMUM DEVELOPMENT OF EACH LAND USE
General Office (1,000 SF)	144 (1,000 SF)	960 (1,000 SF)
Hotel (Rooms)	0 (Rooms)	720 (Rooms)
Restaurant (1,000 SF)	4 (1,000 SF)	16 (1,000 SF)
Retail [Specialty] (1,000 SF)	10 (1,000 SF)	20 (1,000 SF)
Suites Hotel (Rooms)	0 (Rooms)	720 (Rooms)
Multi-Family/Apartments (Dwelling Units)	0 (Dwelling Units)	680 (Dwelling Units)
Vocation/Trade School (1,000 SF)	0 (1,000 SF)	210 (1,000 SF)

C. TRADE-OFF EXAMPLES

EXAMPLE 1: TRADE FROM GENERAL OFFICE TO SPECIALTY RETAIL

Trade 20 (1,000 SF) of General Office for ? (1,000 SF) of Specialty Retail

= 20 (1,000 SF) of General Office x 4.4984 (1,000 SF) of Specialty Retail

= 89.97 (1,000 SF) of Specialty Retail

= 89,970 SF of Specialty Retail

D. SOURCE INFORMATION AND DOCUMENTATION

Trips are net external trips, based upon ITE *Trip Generation*, 6th Edition.

E. FOOTNOTE

[1]: The Vocation/Trade School equivalency rate in this table is the equivalency rate approved (May 13, 2003) in the most recent Development Order amendment (Resolution R03-090).

(new:Resolution No.R98-185; amended: Resolution No. R99-118; Resolution No.R99-230; Resolution No.R03-090; Resolution No.R04-209; and Resolution No.R07-210)

NOPC 14-0128

105

PAT FRANK
Clerk of the Circuit Court
13th Judicial Circuit

November 14, 2007

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

Re: Resolution No. R07-210 – Amended and Restated Development Order for Sunforest (DRI #105)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on November 13, 2007.

We are providing this original for your files.

Sincerely,

Gail M. Letzring

Gail M. Letzring,
Manager, BOCC Records

md
Certified Mail Receipt # 7003 3110 0004 4684 6401
Attachment
cc: Board files (orig.)
Kevin Ashley, Esq., Engelhardt, Hammer & Associates, Inc. (orig. ltr.)
Charles Gauthier, Chief, DCA Bureau of State Planning (orig. ltr.)
Nancy Y. Takemori, Assistant County Attorney
John Healey, Senior Planner, Planning and Growth Management
Sandra Davidson, County Attorney's Office
Christopher Weiss, Property Appraiser's Office
Mary Mahoney, Management and Budget

AMENDED AND RESTATED DEVELOPMENT ORDER (DO)

Resolution No. R07-210

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA ISSUING AN AMENDED AND RESTATED DEVELOPMENT ORDER FOR DRI #105 SUNFOREST

Upon motion the following Resolution was adopted on the 13th day of November, 2007, by a vote of 7 to 0.

WHEREAS, on February 9, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0035 for Sunforest Development of Regional Impact ("DRI") No. 105 (the "Development Order") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on May 24, 1988, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R88-0162 (Amendment #1); and

WHEREAS, on August 30, 1988, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R88-0205 (Amendment #2); and

WHEREAS, on July 12, 1989, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R89-0183 (Amendment #3); and

WHEREAS, on March 13, 1990, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R90-0070 (Amendment #4); and

WHEREAS, on July 30, 1991, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R91-0179 (Amendment #5); and

WHEREAS, on February 21, 1995, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R95-040 (Amendment #6); and

WHEREAS, on October 7, 1997, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R97-248 (Amendment #7); and

WHEREAS, on September 8, 1998, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R98-185 (Amendment #8); and

WHEREAS, on June 22, 1999, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R99-118 (Amendment #9); and

WHEREAS, on November 16, 1999, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R99-230 (Amendment #10);

WHEREAS, on May 13, 2003, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R03-090 (Amendment #11);

WHEREAS on December 14, 2004, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R04-209 (Amendment # 12); and

WHEREAS, on April 18, 2007, Mainsail Development Group, LLC filed a "Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI)", for the Sunforest DRI in accordance with Section 380.06 (19), Florida Statutes (Amendment #13); and

WHEREAS, the proposed Amendment #13 requested an addition of approximately 1.96 acres to the previously approved DRI and a revision to Map H.

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

I. FINDINGS OF FACT

A. Mainsail Development Group, LLC, submitted the proposed Amendment #13 to Hillsborough County which requested the addition of approximately 1.96 acres to the previously approved DRI and a revision to Map H.

B. A review of the impacts of this proposed Amendment # 13 has been conducted by Hillsborough County, the Tampa Bay Regional Planning Council and the Florida Department of Community Affairs.

C. The proposed changes approved herein do not result in any new or additional regional impacts.

II. CONCLUSIONS OF LAW

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

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

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

D. Nothing contained in this Amended and Restated Development Order shall limit or modify the rights originally approved by the Development Order or the protection afforded under Subsection 163.3164(8), Florida Statutes.

E. The Developer's Affidavit of Certification, Part I, Item I of the Department of Community Affairs Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI) Subsection 380.06 (19), F.S., attached hereto as Exhibit B, affirms that a copy of the Notice of Change has been delivered to all persons as required by law.

F. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.

G. Within thirty (30) days after adoption, a certified copy of this Resolution, together with all exhibits hereto, shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail or other delivery service for which a receipt as proof of service is required, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and other recipients in accordance with Section 380,06, Florida Statutes.

H. Based on the above findings of fact, the Board of County Commissioners hereby approves the addition of approximately 1.96 acres to the previously approved DRI.

III. GENERAL PROVISIONS

A. This resolution shall constitute the Development Order of Hillsborough County in response to the Application for Development Approval for the Sunforest Development of Regional Impact (ADA).

B. The legal description set forth in Exhibit C and Map H provided as Exhibit A are hereby incorporated into and by reference made a part of this Development Order.

C. All provisions contained within the ADA and Sufficiency Response shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.

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

E. This Development Order shall be binding upon the Developer and his heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is

understood that any reference herein to any governmental agency shall be constructed to include any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of government or governmental agency.

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

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

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

I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order as defined by the criteria of Ch. 380.06(19)(b), Florida Statutes, as amended, or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by Hillsborough County and the Tampa Bay Regional Planning Council shall result in further Development of Regional Impact review pursuant to Chapter 380.06, Florida Statutes, as amended, and may result in Hillsborough County ordering a termination of development activity pending such review.

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

K. The Developer shall file an annual report in accordance with Section 380.06(18), Florida Statutes as amended and appropriate rules and regulations. The report

shall be submitted on Florida Department of Community Affairs Form BLWM-07-85 as amended. Such report shall be due on the anniversary of the effective date of this Development Order for each following year until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the County which shall, after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners' hearing wherein such report is to be reviewed. The receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Development Order. This report shall contain:

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

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

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

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

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

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

M. This Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County and Transmittal in accordance with Section 380.06, Florida Statutes (1986).

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. Phase I of the project is complete. Development of the remainder of the Project on the property legally described in Exhibit C attached hereto shall proceed in accordance with the following proposed phasing schedule:

YEARS	USE	ANTICIPATED DEVELOPMENT PROGRAM (GROSS SQ. FT.)	NEW EXTERNAL PEAK HOUR TRIPS (Cumulative) AM	PM
Phase I	Office	184,000	303	286
Phase II October 15, 2010	Office Restaurant Specialty Retail Suites Hotel Multi-Family Vocational/Trade School	392,096 8,000 20,000 360 0 32,000	1,112	1,123
Phase III October 15, 2012	Office Hotel	443,267 100 rooms	1,734	1,698
TOTAL	Office Hotel Restaurant Specialty Retail Suites Hotel Multi-Family Vocational/Trade School	1,019,363 100 rooms 8,000 20,000 360 rooms 0 32,000		

* With respect to the property legally described in Exhibit C, the amount of each of these land uses is subject to the minimums and maximums shown in Table 1, Equivalency Matrix, contained in Exhibit D of this Development Order, as amended. Each land use may be increased or decreased at the election of the Developer in accordance with the Equivalency Matrix.

For purposes of this Order, a phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase. Development of Phase II may occur anywhere on the site legally described in Exhibit C attached hereto up to a specified intensity threshold calculated for the Project utilizing the Equivalency Matrix attached hereto as Exhibit D. Phase III of the project is subject to further DRI review pursuant to condition IV. B. 2. of the Development Order, as amended.

Thirty (30) days prior to requesting issuance of a building permit for an amount of development that exceeds the stated total for a particular use in the Anticipated Development Program, the Developer shall provide written notice to the County, DCA and TBRPC that it intends to utilize the Equivalency Matrix for the proposed development. The written notice shall contain the technical analysis supporting the claim that the proposed exchange will not cause the total amount of any particular approved land use to exceed the maximum amount shown in the Equivalency Matrix. The proposed exchange shall not be subject to additional DRI review by the County, DCA or TBRPC provided the requested development does

not cause the total amount of any particular approved land use to exceed the maximum amount shown in the Equivalency Matrix. Changes in the development program that are made through an exchange shall be reported individually and cumulatively in the next DRI Annual Report and the cumulative effects of such changes shall be considered should a later change to this DRI be requested.

If the Developer elects to change the proposed phasing schedule, he shall submit said changes to the County for review and approval as required by law which approval shall not be withheld if the terms of this order are otherwise fully complied with.

The Developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour. The monitoring program will be started when the equivalent of 400,000 square feet of Office Use in Phase II has been constructed, or upon completion of the proposed parking lot located on the "Fourth Addition", which ever occurs first, and will continue until buildout. If the traffic volumes exceed those projected in Phase I and II, as revised (cumulatively 1,671 PM trips), a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. This revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

a. All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above, it will be included in the previous annual report submitted prior to the anticipated exceedance.

b. If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further certificates of occupancy or building permits shall be issued until the required information has been submitted to and approved by Hillsborough County.

2. This Development Order shall remain in effect for a period up to and including FEBRUARY 24, 2013.

3. The development shall not be subject to down-zoning, or intensity reduction until FEBRUARY 24, 2013, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

(amended: Resolution No. R88-0205; Resolution No. R90-0070; Resolution No. R91-0179; Resolution No. R95-040; Resolution No. R97-248; Resolution No. R98-185; Resolution No. R99-118; Resolution No. R03-090; and Resolution No. R04-209)

B. Transportation

1. The Developer at this option, shall select one of the following options to mitigate the project's transportation impact:

a. Option 1

(1) No Building Permits shall be issued for Phase II until funding commitments are secured from responsible entities for improvement/implementation of the roadways listed below in (a) – (b).

(a) The intersection improvements indicated in Table 1.
(b) The link improvements indicated in Table 2.

(2) The developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour, and on a daily basis. The monitoring program will be started when Phase II is 50 percent complete and will continue until build-out. If the traffic volumes exceed these projected in the Application, as revised, for Phase II, a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

(a) All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above will be included in the previous annual report submitted prior to the anticipated exceedance.
(b) If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further certificates of occupancy or building permits shall be issued until the required information has been submitted to and approved by Hillsborough County.

Table 1. Intersection Improvements Needed for Phase II (1989)

Intersection	Level of Service With Project	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
Hillsborough/Hanley	E	15.1	SB: Add RT Lane EB: Add LT Lane WB: Add RT Lane
Hillsborough/George	E	30.1	EB: Add Thru Lane WB: Add Thru Lane
Hillsborough/Benjamin	E	17.12	WB: Add Thru Lane EB: Add LT Lane
Eisenhower/Memorial	E	14.25	NB: Add Thru Lane EB: Add LT Lane
Benjamin/Waters	E	25.5	NB: Add LT Lane EB: Add Thru Lane Add LT Lane WB: Add Thru Lane Add LT Lane

Table 2. Link Improvement Needed for Phase II (1989)

Roadway Link	Level of Service With Project	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
Eisenhower Blvd. (Memorial to Project Entrance Drive)	E	27.8	Widen to six-lane Divided arterial
Eisenhower Blvd. (Independence to Courtney Campbell)	E	16.5	Widen to eight-lane divided arterial
Hillsborough Ave. (Hanley to George)	E	20.56	Widen to eight-lane divided arterial
Hillsborough Ave. (Eisenhower to Benjamin)	E	25.23	Widen to six-lane divided arterial
Hillsborough Ave. (Benjamin to Anderson)	E	13.29	Widen to six-lane divided arterial
Hillsborough Ave. (Anderson to Dale Mabry)	E	10.4	Widen to six-lane divided arterial
Benjamin Road (Hillsborough to Waters)	E	27.5	Widen to four-lane divided arterial
Hanley Road (Hillsborough to Waters)	E	25.2	Widen to four-lane divided arterial

(3) The Developer may subphase the project when such subphasing identifies and ties specific amounts of project development (within a phase) to specific regional roadway improvements.

Such subphasing shall be acceptable under the following conditions:

(a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

(b) Funding commitments for the indicated roadway improvements will be required when the regional roadway operates below daily LOS C or peak hour LOS D and the development contributes 10% or more of the existing daily LOS C or at the existing LOS D peak hour capacity of the facility.

(c) A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner.

(amended: Resolution No. R88-0205)

b. Option 2

The capacity and loading of transportation facilities within the Sunforest transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors to construction of Phase II. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area MPO, the FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, as amended, with updated current traffic counts on the above roadways and projections of traffic volumes that will result from the completion of the currently approved project construction plus that to be generated by the next portion of project development which the Developer is seeking to construct. Each updated traffic analysis shall serve to verify the findings of the development DRI-Application traffic analysis (referenced in this report as Option 1) or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways referenced in Option 1 at a satisfactory Level of Service, daily Level of Service C or a peak hour Level of Service D. Both the traffic counts and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices and the methodology determined at a traffic methodology meeting of all appropriate agencies. Prior to any Phase II construction, the County or its designee shall ensure in written findings of fact that the above roadways will operate at or above an average daily Level of Service C or a peak hour Level of Service D at the time of completion of such construction.

(amended: Resolution No. R88-0205)

c. Option 3

In lieu of Option 1 or 2 above the Developer may elect Option 3 as set out below. It is the intent of Option 3 to permit the Developer

to mitigate its projects' impacts on the substantially impacted, regionally significant roadway network within the project's primary impact area by making the adequate provision provided below for public transportation facilities necessary to accommodate such impacts in the manner provided below. The requirements below have been determined to make adequate provision for the public transportation facilities necessary to accommodate the impacts of Phase I and II of the project on substantially impacted, regionally significant roadways within the project's primary impact area. No satisfactory pipeline project meeting the criteria of TBRPC and DCA exists within the area identified as significantly impacted by project traffic. Therefore, mitigation is being achieved in accordance with Rule 9J-2.0255 (7)(a)(3), Florida Administrative Code. The improvements and other measures set out below have been calculated to benefit the regional roadway network which would be substantially impacted by Phase I and II of the project by providing reasonable assurances that public transportation facilities shall be made available to accommodate the impacts of the Project. The mitigation mechanisms set forth below have been determined to be consistent with Hillsborough County, State of Florida Department of Transportation's ("FDOT") and Department of Community Affair's ("DCA"), the Tampa Bay Regional Planning Council's ("TBRPC") policies, Rule 9J-.0255(7)(a)(3), Florida Administrative code; and the Tampa Urban Area Metropolitan Planning Organization's ("MPO") Transportation Improvement Plan.

A. It is the intent of this section to permit the Developer to make adequate provision for the public transportation facilities necessary to accommodate the traffic impacts of Phase I and II of the Project by partially funding construction of the widening of a 1.5 mile segment of Hillsborough Avenue from Pistol Range Road to East Double Branch Creek Road from 2-lanes to 6-lanes (FDOT Work No. 7113574 hereafter referred to as "Project No. 7113574"), and, thereby, to the extent of such funding, enabling FDOT to utilize funds which would otherwise have been expended on Project No. 7113574, to accelerate both right-of-way acquisition for the widening of Hillsborough Avenue between Eisenhower Boulevard and Dale Mabry Highway from its 4-lane undivided configuration to a 6-lane divided configuration and construction of the widening of Hillsborough Avenue between Eisenhower Boulevard and Nebraska Avenue from 4-lanes undivided to 6-lanes divided (hereafter referred to as the "Hillsborough Avenue Improvement". It has been determined that payment of the proportionate share amount to partially fund Project No. 7113574, and acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement will substantially benefit the public. Payment of the proportionate share

amounts in the manner provided below is consistent with TBRPC, FDOT, DCA, and Hillsborough County policies regarding mitigation of transportation impacts and complies with Rule 9J-2.0255(7)(a)(3), Florida Administrative Code.

(1) For purposes of this Development Order, Developer's fair share of the costs of the public transportation facilities necessary to accommodate the impacts of Phase I and II of the Project has been calculated to be $573,416 based on the formula set forth in Rule 9J-2.0255, Florida Administrative Code, as interpreted in accordance with DCA, TBRPC, FDOT and Hillsborough County policies.

(2) In order for Developer to partially fund Project No. 7113574, and FDOT accelerate right-of-way acquisition and construction of Hillsborough Avenue Improvement, it will be necessary for FDOT to shift previously committed funds, secure additional funding commitments and reprioritize its Five Year Transportation Plan ("TIP"). To that end, and in order to implement this mitigation measure, it will be further necessary for FDOT and Developer to enter into a joint participation agreement. The purpose of the agreement shall be to establish the framework for expeditiously implementing the Developer's partial funding of Project No. 7113574, and accelerating right-of-way acquisition and construction of the Hillsborough Avenue Improvement. Such agreement shall be entered into between Developer and FDOT within six (6) months of this development order amendment becoming non-appealable. The agreement shall provide, at minimum, that upon its execution:

(a) The Developer shall post, in favor of FDOT, an irrevocable letter of credit, or other performance assurance instrument acceptable to FDOT in an amount equal to the proportionate share amount for Phase I and II of the Project.

(b) In response to the posting of such performance assurance instrument by the Developer, FDOT shall expeditiously shift funds previously allocated to Project No. 7113574 in an amount equal to the proportionate share amount for Phase I and II to right-of-way acquisition for the Hillsborough Avenue Improvement so as to bring such right-of-way acquisition into Fiscal Year 1989-90 through 1993-94 of the

TIP. Additionally, FDOT shall diligently exercise its best efforts to take all such actions, including securing additional funding commitments and reprioritizing the TIP as are necessary to maximize acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement.

(c) Upon presentation to the Developer of a fully executed contract for construction of Project No. 7113574, FDOT may draw against said performance assurance instrument for, or alternatively Developer shall pay to FDOT, the full amount of the proportionate share amount for Phase I and II. FDOT shall expeditiously direct said funds toward the costs of constructing Project No. 7113574. Upon receipt of the full amount, FDOT shall release Developer from any and all obligations under said performance assurance instrument.

(d) Upon shifting the funds as set forth in (b) above, and taking such other actions as are necessary accelerate right-of-way acquisition for the Hillsborough Avenue Improvement to Fiscal Years 1989-90 through 1993-94, FDOT shall expeditiously acquire right-of-way for the Hillsborough Avenue Improvement, and shall diligently exercise its best efforts to expeditiously take such further actions as are necessary to maximize acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement.

(3) Building permits shall be withheld until such time as FDOT and Developer enter into the agreement. In the event that the Developer and FDOT are unable to enter into the agreement within six (6) months of this Development Order becoming non-appealable, the Development Order shall be amended to provide alternative traffic impact mitigation measures. The time period for entering into the agreement may be extended with concurrence by TBRPC, DCA and Hillsborough County which such concurrence shall not be unreasonably withheld.

(4) Upon payment by Developer to FDOT of the full amount or the proportionate share amount for Phase I and II, and completion of Project No. 7113574, Developer shall be deemed to have fully mitigated the transportation impacts of Phases I and II of the Project on the regionally significant

roadway network substantially impacted by the Project. Payment of funds pursuant to this Section shall entitle Developer to full credit or offset against any present or future Hillsborough County impact fees levied for construction of roadway improvement or for acquisition of right-of-way. The amount of the impact fee credit or offset shall be the amount paid by the Developer to FDOT for Project No. 7113574 ($1,588,007), and not the proportionate share amount. The Developer shall not be entitled to a refund from FDOT. The Development shall be entitled to transfer excess impact fee credits or offsets, if any, off site to a private party at buildout of Phase II of the Project and in accordance with the Hillsborough County Consolidated Impact Assessment Program Ordinance, as amended.

(amended: Resolution No. R88-0205; 89-0183; Resolution No. R97-248)

d. Additional Phase II Transportation Impact Mitigation

(1) Prior to the issuance of any Certificate of Occupancy for any development with direct access to George Road, the Developer shall design, permit, and construct at the Developer's expense, the improvement described herein.

(a) Construct a NB left turn on George Road at the full access driveway. The NB left lane shall extend north to the existing NB left turn lane on George Road south of Hillsborough Ave. The left turn shall be striped as a two way left turn lane (TWLTL) north of the full access driveway to a point at least 300' south of Hillsborough Avenue. The extension of the turn lane will provide additional storage for left turn movements (NB to WB) from George Road to Hillsborough Avenue. This improvement will increase the capacity of the overall intersection.

(b) The design for the turn lane shall be submitted concurrently with the Construction Plans for the proposed development. The NB left turn lane on George Road at the full access driveway shall be designed to FDOT Index 301 and Roadway Transitions per FDOT Index 526 for a 40 mph urban design, under normal conditions. Turn lane storage design shall be approved by Hillsborough County Planning and Growth Management. The width of the turn lane shall be the same as the existing pavement width on the through lanes for George Road. An asphalt overlay shall be applied over the entire portion of George Road for the entire length of the turn lane and roadway

transition. All asphalt seams shall run perpendicular to George Road; asphalt seams running parallel to George Road shall not be permitted.

(c) The full project access shall be at least 500 feet south of Hillsborough Avenue, measured from the centerline of Hillsborough Avenue to the centerline of the full project access. If two access driveways are proposed, one of the project driveways shall be restricted to a right-in/right-out only. The right-in/right-out movement shall be restricted with a raised channelized median that shall prevent traffic from making the left-in/left-out movements. The curb radius entering and exiting the site shall be 75 feet. It is preferred that the northern most project access be restricted to a right-in/right-out and that the southern driveway access be designed as a full access driveway. All access locations shall meet the requirements of the Hillsborough County Land Development Code and Transportation Technical Manual.

(amended: Resolution No. R04-209)

2. Phase III Transportation Impact Mitigation

a. Issuance of building permits for Phase III of the Project shall be based upon further traffic analysis and the Developer's commitment to fund or construct public transportation facility improvements to the impacted regional roadway network as mitigation for Phase III impacts on the regional roadway network in accordance with the law, rules, ordinances, regulations, and policies of DCA, Hillsborough County, FDOT and TBRPC, and amendment of the development order pursuant to Section 380.06(19), Florida Statutes. The Phase III traffic analysis shall be based upon data, assumptions and methodologies agreed to by TBRPC, DCA, FDOT, Hillsborough County, and the Development in a transportation analysis methodology meeting held prior to commencement of the analysis.

b. Notwithstanding (a) above, pipelining will be available as a mechanism for mitigating the impacts of Phase III only if provided for by local or state comprehensive plan, land development regulation or rule, or policy in existence at the time of implementation of specific approval of Phase III. If no pipelining option is provided for by plan, rule or regulations or policy, pipelining shall not be an acceptable mitigation option.

(amended: Resolution No. R88-0205)

3. Right-of-way Dedication

(stricken: Resolution No. R97-248)

a. The Developer shall deed to the County prior to detailed site plan approval upon request of the County, an additional 22 feet on the eastern side of George Road along the western boundary of the site to accommodate a four-lane undivided arterial roadway.

(new: Resolution No. R98-185)

4. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right-of-way dedications and transportation improvements.

5. Mass Transit

a. The Developer shall conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning a proposed phase model splits of 1.6%, 1.9%, 1.9% and shall report monitoring results in the annual report.

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

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

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

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

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

6. A pedestrian/bicycle circulation system shall be provided within the project. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System into Sunforest. No detailed site plans shall be approved which do not indicate these systems.

7. The following Traffic Operations conditions shall be applicable to the entire DRI site prior to issuance of additional Certificates of Occupancy:

   a. Driveway radii shall be minimum of 40 feet in size to accommodate single-unit vehicles at all accesses onto the state and county road systems.

   b. In the case that the FDOT permit full access onto Hillsborough Avenue directly from the project site:

      (1) A 125-foot left-turn lane shall be installed by the Developer on George Road for southbound-to-eastbound left turns into the site.

      (2) At a minimum, a 75-foot left-turn shall be installed by the developer on Hillsborough Avenue for westbound-to-southbound left turns into the site, subject to Florida Department of Transportation (FDOT) approval.

      (3) The on-site accesses at Hillsborough Avenue and at Eisenhower Boulevard shall be constructed as a four-lane section with dual left turn egress lanes, a right-turn lane and one ingress lane, subject to FDOT approval. Construction of the second of the dual left turn egress lanes on Hillsborough Avenue may be delayed until issuance of Phase III Certification of Occupancy.

      (4) The access at George Road shall be constructed as a three-lane section with one lane for left-turn egress, one lane for a right-turn egress and one lane for ingress to the site.

      (5) If a traffic signal becomes warranted at any project access on Hillsborough Avenue or Eisenhower Boulevard and the Developer can show that such signal will result in minimal adverse impacts to traffic flow on the main road, the Developer shall pay for the design, purchase and installation of the traffic signal including interconnecting the signal to adjacent intersection(s) if required subject to FDOT approval. The traffic signal shall comply with FDOT standards and specifications.

   c. In the case that the FDOT does not permit full access onto Hillsborough Avenue on Eisenhower Boulevard directly from the project site:

(amended: Resolution No. R97-248)

(1) A 125-foot left-turn lane shall be installed by the Developer on George Road for southbound-to eastbound left-turn into the site.

(2)

(stricken: Resolution No. R97-248)

(3)

(stricken: Resolution No. R97-248)

(4) The access at George Road shall be constructed as a three-lane section with one lane for left-turn egress, one lane for right-turn egress and one lane for ingress to the site.

(5)

(stricken: Resolution No. R97-248)

C. Air Quality

1. An air quality impact analysis and mitigation plan acceptable to the Florida Department of Environmental Protection (FDEP) and the Environmental Protection Commission of Hillsborough County (EPC) shall be required prior to the issuance of any building permits beyond fifty percent of the peak hour trips of Phase II.

D. Wind and Water Erosion

1. The Developer shall undertake the measures referenced on page 13-3 of the Application to reduce fugitive dust and other adverse air emissions during all phases of development. More specifically the Developer shall ensure that at minimum:

   a. Permanent vegetation and improvements such as streets, storm sewers or other features of the development capable of carrying stormwater run-off in a safe manner shall be scheduled for installation to the greatest extent possible before removing the vegetative cover from an area.
   b. Where the use of the land does not require removal of trees and other natural vegetation, these shall be retained to the greatest extent possible.
   c. Where inadequate vegetation exists, temporary or permanent vegetation shall be established if high erosion potential exists.

d. The smallest practical area of land should be exposed at any one time during development.

e. When land is exposed during development, the exposure should be kept to the shortest practical period of time.

f. Critical areas including steep slopes, highly erodible soils, and areas above existing streams and lakes exposed during construction shall be protected with temporary or permanent vegetation and/or mulching, or other approved protective material or devices.

g. Refuse material shall be disposed of and treated so as not to create a sediment producing area.

h. Sediment ponds (debris basins, desilting basins, or sediment traps) shall be installed and maintained where needed to remove runoff water sediment from land undergoing development.

i. The permanent protective vegetation and structures shall be installed as soon as practical in the development.

j. Cuts and fills shall not create the potential for sedimentation on adjoining properties.

k. Fills shall not encroach upon natural watercourses or constructed channels in a manner so as to create a sedimentation hazard to other property or watercourses.

l. When a pond, either new or existing, is incorporated into a development, the Developer shall note on his plan is the pond is to be used for sediment control and/or retention during construction. If the pond is to be used for sediment control, the Developer will be required to dredge, clean, and grass the pond upon completion of construction of the project. Further, sediment control devices shall be required to protect downstream property during construction.

E. Soils

1. Measures used to overcome the onsite soils limitations shall include but not be limited to those discussed on page 14-4 of the application.

2. Subsurface soils investigations and foundations studies shall be carried out for each building prior to construction. Foundations shall be constructed in accordance with the recommendation of those studies.

F. Stormwater Management

1. In order to protect water quality, the following parameters shall be included in the Sunforest drainage plan:

a. The drainage system shall be designed to meet or exceed local, State and Southwest Florida Water Management District (SWFWMD) regulations.

b. The proposed retention/detention wetland systems shall be designed, constructed, and maintained pursuant to the guidelines of the Stormwater and Lake Systems Maintenance and Design Guidelines (TBRPC, 1978).

c. Best Management Practices recommended by Hillsborough County shall be adhered to, including a vacuum street cleaning program for parking and roadway areas within the development.

d. There shall be no net encroachment in the 100-year floodplain area, as delineated on Revised Map C in the Application. (Response to Preliminary Assessment – Round II, and dated December 19, 1986). Such encroachment shall not result in a significant adverse impact upon pre-development on-site hydrologic storage and/or off-site conveyance.

e. The stormwater management system shall be designed to maintain the existing hydroperiod levels and frequencies, as well as the hydraulic connections between on-site wetlands.

f. The conveyance criteria for major outfalls passing through the site will be the 50-year conveyance with a foot of freeboard without increasing high water.

2. Prior to the Issuance of any building permits, the Master Drainage Plan for Sunforest shall be submitted to TBRPC for review for consistency with the Application and Council Policy, and to Hillsborough County, Florida Department of Environmental Protection (FDEP) and SWFWMD for approval. The County drainage criteria in existence at the time of construction of the respective project phases are to be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria are more restrictive. If flooding conditions exist downstream of the DRI's outfall, more restrictive design criteria may apply.

3. The Developer is to give all necessary drainage easements to the County as required by the County Stormwater Management Department.

4. The Developer shall be responsible for the maintenance of the on-site drainage facilities.

5. All drainage facilities within the confines of this project and all drainage facilities outside the confines necessary for the proper functioning of this project are to be improved where necessary.

G. Stormwater Quality

1. There shall be no degradation in the quality of stormwater exiting the site due to inadequate treatment by the on-site stormwater management system. The Developer shall provide for surface water quality monitoring as specified below.

(amended: Resolution No. R99-118)

H. Wetlands

1. In order to protect reserved/conserved wetland areas, the following shall be required:

a. The Developer shall submit a wetland management plan prior to detailed site plan approval to be implemented during construction and after completion of the project. The plan shall address, but not be limited to, the following:

(1) Wetlands to be preserved;
(2) Proposed wetland/lake alterations;
(3) Control of exotic species;
(4) Control of on-site water quality;
(5) Maintenance of natural hydroperiod; and
(6) Methods for wetland restoration/enhancement.

b. The stormwater drainage system of the project may incorporate wetlands on-site, but no direct discharge from any impervious surface shall be permitted into any wetland which is designated as a "Conservation Area", unless otherwise approved by the Environmental Protection Commission.

2. In the event that any species listed in Sections 39-27 .03-.05, F.A.C. are observed frequenting the site for nesting, feeding, or breeding, proper mitigation measures shall be employed in cooperation with the Florida Game and Fresh Water Fish Commission.

I. Open Space

1. A minimum of 8.9 acres of the site, including detention areas, shall be conserved as open space.

2. Representative stands of each upland vegetation community type listed on page 18-1 of the Application shall be set aside in their natural state in order to maintain natural diversity on the site. No development shall be allowed in these areas which shall be so designated on the General Development Plan. They shall be of sufficient size so as to maintain their natural function. To the maximum extent possible these areas should be located contiguous to other habitats and conserved as so to enhance their value.

3. The land use designations for those portions of the Sunforest site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region, Section 2.701 and 2.702 shall be as designated on the revised General Development plan submitted to Hillsborough County.

4. The Developer shall be responsible for maintenance of all landscape and open space areas within the project site.

J. Public Facilities

1. Prior to detailed or commercial site plan approval for Phase II and III of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision or expansion of internal water supply, supply lines, and facilities to service Sunforest. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction which is the subject of such approval. Water saving fixtures shall be utilized in all buildings.

2. Prior to detailed or commercial site plan approval for Phases II and III of the development, the Developer shall ensure provision of fire flows acceptable to Hillsborough County and of any additional firefighting facilities/manpower/equipment required to serve the phase or subphase which is the subject of such approval beyond that funded by Hillsborough County.

3. Prior to detailed or commercial site plan approval of the development the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision of any wastewater treatment and disposal facilities that will serve that phase of development which is the subject of such approval.

4. Prior to detailed or commercial site plan approval for Phase II and III of the development, the Developer shall provide documentation to the County of a master plan for wastewater collection, treatment and effluent disposal facilities approved by the Utilities Department and permitted by the applicable regulatory agency. No Zoning Compliance Permits shall be issued without a commitment from Hillsborough County or other responsible entity to provide wastewater disposal capacity for the building(s) that are the subject of such application.

5. Prior to detailed or commercial site plan approval for Phases II and III of the development, the Developer shall verify to the satisfaction of Hillsborough County that adequate solid waste disposal, electricity, police and Emergency Management Services capabilities and facilities are available to service that portion of the development which is the subject of such approvals.

6. The Developer shall provide for recovered waste water disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water and Wastewater Utilities take-back policy in effect prior to construction plan approval.

a) A groundwater monitoring program approved by FDEP and SWFWMD shall be required if treated effluent is disposed of on site.

7. The Developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for landscape and open space irrigation, prior to the issuance of Certificates of Zoning Compliance.

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

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

K. Hazardous Waste

1. Prior to the issuance of Zoning Compliance Permits, to the extent that there is no conflict with adopted local government plans and policies, separate hazardous waste storage areas within the project 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 section 403.702(21) and listed in Title 40 CFR Part 261 as amended). The Developer, its heir, assigns, and transferees shall: (1) provide in the Sunforest covenants a statement that indicates the types of wastes and materials that are to be considered to be hazardous and are to be stored or disposed of only n specifically designed containers and (2) advise purchasers and leases, and stipulate at the time of purchase or lease that statutes and regulations exist and that penalties may accrue from failure to properly transport, store, handle, and dispose of hazardous wastes materials.

L. Hurricane Evacuation

1. The Developer shall hold discussions and cooperate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, concerning the feasibility of designating the on-site hotel as a public hurricane evacuation shelter. A report on the final outcome of these discussions shall be submitted in the annual report prior to issuances of Certificates of Occupancy for the hotel.

2. The Developer shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure that safe and orderly evacuation of residents and employees when a Level C, D or E evacuation order, (as appropriate), is issued by (1) ordering all buildings closed for the duration of a hurricane evacuation order; (2) flood prone area and measures to be fulfilled in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report.

3. Prior to requesting any development permits which would allow the Developer to convert previously constructed hotel units within the project to multi-family residential use, as permitted by this Development Order, as amended, the Developer shall conduct a study to determine if an adverse regionally significant impact to the hurricane shelter space in the

area is triggered by the proposed conversion. The study shall be limited to the specific impact that the proposed conversion will have on hurricane preparedness in terms of the number of units proposed for conversion from hotel to multi-family use. The study shall be prepared in accordance with guidelines provided by Hillsborough County's Emergency Planning Operations, the Planning and Growth Management Department and Rule 9J-2.056, Florida Administrative Code. A final copy of the study shall be submitted to Hillsborough County, DCA and TBRPC for review and approval for the study's conformance with the guidelines provided by Hillsborough County's Emergency Planning Operations, the Planning and Growth Management Department and Rule 9J-2.0256, Florida Administrative Code. In the event that the study identifies any significant adverse regional impact to hurricane preparedness, the Developer shall file an amendment to the Development Order to incorporate any requisite measures. Any required mitigation measures shall be those specifically approved by Hillsborough County's Emergency Planning Operations and TBRPC.

(amended: Resolution No. R98-185)

M. Energy Conservation

1. The energy conservation measures referenced on page 25-30 of the Application shall be complied with by the Developer. The following energy conservation measures shall also be encouraged by the Developer or his assigns:

   a. The use of landscaping and retention of existing vegetation as a means of energy conservation.
   b. The initiation of programs to promote energy conservation by employees, buyers, suppliers and the public.
   c. Reduction in levels of operation of all air conditioning, heating and lighting systems during non-business hours.
   d. Recycling programs.
   e. The use of energy-efficient cooling, heating and lighting systems.
   f. Installation of innovative energy conservation features such as waste heat recovery or solar power where feasible in project development.
   g. Use of the most energy efficient technology economically feasible in the construction and operation of light industrial/commercial/office facilities the life-cycle costing (to include operation and maintenance costs) in evaluating energy conservation effectiveness.

N. Historical or Archaeological Resources

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

O. Noise

1. At minimum, the abatement measures identified on page 12-10 of the Application or comparable methods of noise abatement shall be implemented.

2. Any deed or title transfers affecting this property shall include notice that the site is in close proximity to the Tampa International Airport and is subject to noise abatement requirements.

P. Equal Opportunity

1. The Developer shall comply with all requirements of the Civil Rights Act. The Developer shall seek, and urge and encourage all contractors and subcontractors to involve minority groups in the development of the project. All office and commercial establishment areas shall be available to all, on a fair and impartial basis.

Q. General

1. Any approval of the Sunforest development shall at minimum, satisfy the provisions of Chapter 380.06(15), Florida Statutes, as amended.

2. Any approval of this development shall require that all the final Developer's commitments set forth in the Application, on pages 23-25 of the TBRPC DRI Report and more specifically on pages 1-3 of the Response to Preliminary Assessment (Round II) be honored, except as they may be superseded by specific terms of the Development Order.

3. Development in areas adjacent to residential areas shall be designed so as to minimize any potential negative effects. Project control shall be accomplished through such techniques as buffering, architectural design and height limitations which shall be indicated on the detail site plan.

4. Maximum building heights shall be 90 feet, except in the SPI-A5 zoning district where the maximum height shall be 70 feet or as set forth by the Airport Zoning Ordinance for Tampa International Airport.

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

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

meeting of November 13, 2007, as same appears of record in Minute Book 378 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 14th day of November, 2007.

PAT FRANK, CLERK

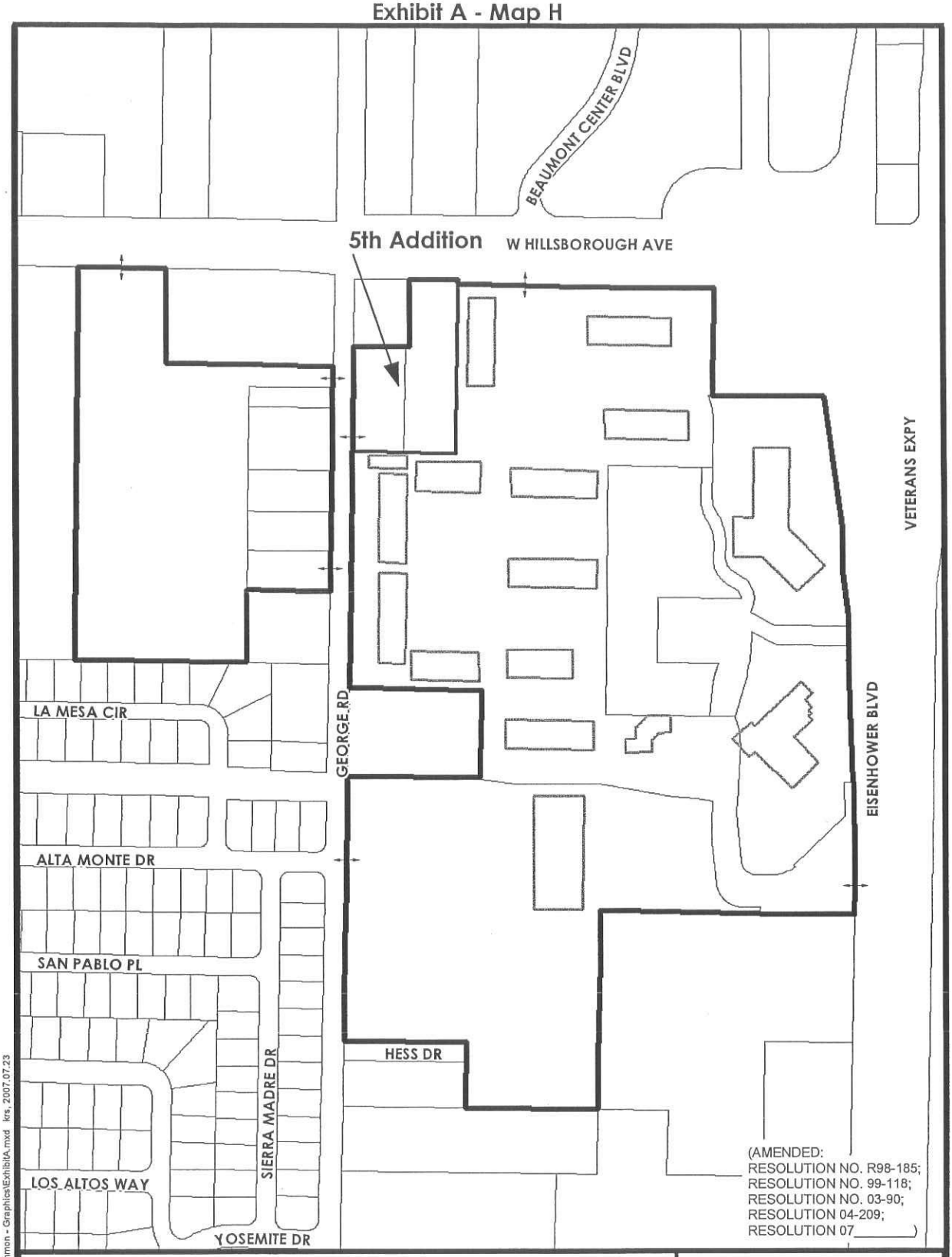
By: Beverly Anne Miller
Deputy Clerk

BOARD OF COUNTY COMMISSIONERS HILLSBOROUGH COUNTY GREAT SEAL OF THE STATE OF FLORIDA IN GOD WE TRUST

APPROVED BY COUNTY ATTORNEY

BY
Approved as to Form and Legal Sufficiency

Exhibit A - Map H



Sunforest DRI Boundary

Existing Building Footprints

AccessPoints

Source:
Hillsborough County parcel data, February 2007

General Notes:
1. The project will have access points to George Road consistent with applicable access management requirements of Hillsborough County.
2. Any land uses approved by the Sunforest Development Of Regional Impact Development Order, as amended, can be located in any portion of the development.

Map H
Sunforest DRI

0 175 350 Feet

ENGELHARDT, HAMMER & ASSOCIATES
Land Planning · GIS · Expert Testimony
3001 N. Rocky Point Drive, Suite 300, Tampa, Florida 33607
Telephone 813 282-3655, Fax 813 286-2308

E:\Mainsail, Sunforest DRI Addition, 06160\GIS\Rothmon - Graphics\ExhibitA.mxd krs, 2007.07.23

EXHIBIT B
DEVELOPER'S AFFIDAVIT OF CERTIFICATION

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared Kevin Ashley, Engelhardt, Hammer & Associates, Inc., to me will known, who being first duly sworn, says upon oath as follows:

1. He and his firm acts as consultants for Mainsail Development Group, LLC, which has filed a Notice of a Proposed Change to a Previously Approved Development of Regional Impact ("Notification").

2. The aforementioned Notification was filed with Hillsborough County, the State Department of Community Affairs and the Tampa Bay Regional Planning Council as required by law.

Kevin Ashley

Sworn to and subscribed before me this 27 day of June, 2007 by Kevin Ashley who is personally know to me.

Vivian B Mathews
Notary Public

VIVIAN B. MATHEWS
Notary Public, State of Florida
My comm. exp. Oct. 31, 2010
Comm. No. DD 607539

(Print, Type or Stamp)

My Commission Expires:

EXHIBIT C
LEGAL DESCRIPTION

A PORTION OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SECTION 6, TOWNSHIP 29 SOUTH, RANGE 18 EAST, AND A PORTION OF LOTS 2 – 10 AND 13 – 20 OF BENJAMIN'S FARMS UNIT NO. 13, AS RECORDED IN PLAT BOOK 27, PAGE 92 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA, TOGETHER WITH VACATED MACKREL AVENUE, ALL BEING FURTHER DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHEAST CORNER OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6; THENCE N. 89°32'36" W., 34.72 FEET, ALONG THE NORTH LINE OF SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6 TO THE WESTERLY RIGHT-OF-WAY LINE OF VETERANS EXPRESSWAY (STATE PROJECT NO. 97102-2302); THENCE, ALONG SAID LINE THE FOLLOWING, S. 02°03'23" E., 84.61 FEET FOR THE POINT OF BEGINNING; THENCE CONTINUE S. 02°03'23" E., 99.36 FEET; THENCE S. 00°58'15" W., 147.05 FEET TO THE SOUTH LINE OF THE NORTH ½ OF THE NORTHEAST ¼ OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6; THENCE ALONG SAID LINE, N. 89°30'51" W., 638.43 FEET TO THE EAST LINE OF THE NORTHWEST ¼ OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6; THENCE, ALONG SAID LINE, S. 00°58'44" W., 66.00 FEET; THENCE N. 89°30'51" W., 616.44 FEET, ALONG A LINE 66.00 FEET SOUTH OF AND PARALLEL WITH THE SOUTH LINE OF THE NORTH ½ OF THE NORTHWEST ¼ OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6 TO THE EASTERLY RIGHT-OF-WAY LINE OF GEORGE ROAD AS RECORDED IN OFFICIAL RECORD BOOK 5809, PAGES 32 – 34 OF THE PUBLIC RECORDS SAID COUNTY; THENCE, ALONG SAID LINE, N. 00°59'13" E., 396.21 FEET TO THE NORTH LINE OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6; THENCE, ALONG SAID LINE, S. 89°32'36" E., 308.01 FEET TO THE EAST LINE OF THE WEST 330.00 FEET OF LOTS 6 AND 7 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, N. 00°59'13" E., 215.79 FEET TO THE NORTH LINE OF THE SOUTH ½ OF LOT 7 OF SAID BENJAMIN'S FARM UNIT N. 13; THENCE, ALONG SAID LINE, N. 89°33'24" W., 308.01 FEET TO THE EAST RIGHT-OF-WAY LINE OF SAID GEORGE ROAD; THENCE, ALONG SAID LINE, N. 00°59'13" E., 317.85 FEET TO THE NORTH LINE OF LOT 9 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, S. 89°34'45" E., 233.40 FEET TO THE EAST LINE OF THE WEST 255.41 FEET OF LOT 10 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, N. 00°59'13" E., 127.18 FEET TO THE SOUTH LINE OF LOTS 19 AND 20 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, N. 89°35'17" W., 233.40 FEET TO THE EAST RIGHT-OF-WAY LINE OF SAID GEORGE ROAD; THENCE, ALONG SAID LINE, N. 00°59'13" E., 150.01 FEET TO THE NORTH LINE OF THE SOUTH 150.00 FEET OF LOTS 19 AND 20 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, S. 89°35'17" E., 233.31 FEET TO THE WEST LINE OF LOT 18 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, N. 00°59'01" E., 421.85 FEET TO THE SOUTH RIGHT-OF-WAY LINE OF HILLSBOROUGH AVENUE (STATE ROAD NO. 580); THENCE, ALONG SAID LINE, S. 89°30'23" E., 643.79 FEET TO THE EAST LINE OF THE WEST 5.58 FEET OF SAID LOT 13; THENCE ALONG SAID LINE S. 00°58'32" W., 265.24 FEET TO THE NORTH LINE OF THE SOUTH ½ OF LOT 13; THENCE ALONG SAID LINE N. 89°36'38" W., 10.20 FEET TO A NON-TANGENT CURVE CONCAVE WESTERLY HAVING A RADIUS OF 165.00 FEET AND THE EASEMENT LINE OF EXHIBIT "D-1" AS RECORDED IN OFFICIAL RECORDS BOOK 8072, PAGES 1077 – 1123 OF THE PUBLIC RECORDS OF SAID COUNTY; THENCE, ALONG SAID LINE THE FOLLOWING, SOUTHERLY ALONG SAID CURVE 64.89 FEET THROUGH A CENTRAL ANGLE OF 22°32'01" (CHORD S. 10°17'29" E., 64.47 FEET); THENCE S. 00°58'32" W., 114.51 FEET; THENCE, LEAVING SAID EASEMENT LINE, N. 89°01'16" W., 263.28 FEET; THENCE S. 00°58'44" W., 330.58 FEET; THENCE S. 89°19'49" E., 9.18 FEET; THENCE S. 00°58'44" W., 294.05 FEET; THENCE S. 89°01'16" E., 306.13 FEET TO THE EASEMENT LINE OF SAID EXHIBIT "D-1"; THENCE, ALONG SAID LINE THE FOLLOWING, S. 17°30'04" W., 47.73 FEET TO A CURVE CONCAVE EASTERLY HAVING A RADIUS OF 30.00 FEET; THENCE SOUTHERLY ALONG SAID CURVE 17.60 FEET THROUGH A CENTRAL ANGLE OF 33°37'12" (CHORD S. 00°41'27" W., 17.35 FEET); THENCE S. 16°07'09" E., 33.73 FEET TO A CURVE CONCAVE WESTERLY HAVING A RADIUS OF 77.00 FEET; THENCE SOUTHERLY ALONG SAID CURVE 26.78 FEET THROUGH A CENTRAL ANGLE OF 19°55'36" (CHORD S. 06°09'21" E.,

26.64 FEET); THENCE S. 03°48'27" W., 153.66 FEET TO A CURVE CONCAVE EASTERLY HAVING A RADIUS OF 268.00 FEET; THENCE SOUTHERLY ALONG SAID CURVE 45.09 FEET THROUGH A CENTRAL ANGLE OF 09°38'21" (CHORD S. 01°00'44" E., 45.03 FEET); THENCE S. 05°49'54" E., 98.85 FEET TO A CURVE CONCAVE NORTHEASTERLY HAVING A RADIUS OF 35.00 FEET; THENCE SOUTHEASTERLY ALONG SAID CURVE 50.88 FEET THROUGH A CENTRAL ANGLE OF 83°17'29" (CHORD S. 47°28'39" E., 46.52 FEET); THENCE S. 89°07'23" E., 35.35 FEET TO A CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 120.00 FEET; THENCE NORTHEASTERLY ALONG SAID CURVE 69.46 FEET THROUGH A CENTRAL ANGLE OF 33°09'54" (CHORD N. 74°17'40" E., 68.50 FEET) TO THE EASEMENT LINE OF EXHIBIT "D-5" AS RECORDED IN OFFICIAL RECORDS BOOK 8072, PAGES 1077 – 1123 OF THE PUBLIC RECORDS OF SAID COUNTY; THENCE, NON-TANGENT FROM SAID CURVE, ALONG SAID EASEMENT LINE THE FOLLOWING, N. 46°18'06" E., 75.00 FEET; THENCE N. 43°41'54" W., 6.5 FEET; THENCE N. 46°18'06" E., 179.77 FEET TO THE POINT OF BEGINNING.
AND

"FIRST ADDITION"

THE WEST 255.41 FEET OF TRACT 10 OF BENJAMIN'S FARM UNIT NO. 13 ACCORDING TO MAP OR PLAT THEREOF, AS RECORDED IN PLAT BOOK 27 ON PAGE 92 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.
AND

"SECOND ADDITION"

THE NORTH HALF OF THE SOUTH HALF OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF THE NORTHWEST QUARTER OF SECTION 6, TOWNSHIP 29 SOUTH, RANGE 18 EAST, LESS 66 FEET ON THE NORTH SIDE OF SAME, BEING IN HILLSBOROUGH COUNTY, FLORIDA.
AND

"THIRD ADDITION"

THE SOUTH 100 FEET OF THE NORTH 635 FEET OF TRACT 1 OF TOM SAWYER SUBDIVISION, ACCORDING TO MAP OR PLAT THEREOF AS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA (O.R. 8341, PG. 1287);
AND
THE SOUTH 150' OF THE NORTH 535' OF TRACT 1 OF TOM SAWYER SUBDIVISION, ACCORDING TO THE MAP OR PLAT THEREOF, RECORDED IN PLAT BOOK 28, PAGE 7 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING 25.75' SOUTH AND 25' WEST OF THE NORTHEAST CORNER OF SECTION 1, TOWNSHIP 29 SOUTH, RANGE 17 EAST, AND RUN FROM THENCE SOUTH 285' ALONG THE GRADED ROAD TO A POINT OF BEGINNING; FROM SAID POINT OF BEGINNING RUN THENCE ALONG THE GRADED ROAD SOUTH 150' TO AN IRON ROD; THENCE SOUTH 214.80' TO AN IRON ROD; THENCE NORTH 150' TO AN IRON ROD; THENCE EAST 214.88' MORE OR LESS TO A POINT OF BEGINNING.;
AND
THE SOUTH 50 FEET OF THE NORTH 385 FEET OF TRACT 1 OF TOM SAWYERS SUBDIVISION ACCORDING TO THE MAP OR PLAT THEREOF RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.;
AND
THE SOUTH 55.00 FEET OF THE NORTH 335.00 FEET OF TRACT 1, TOM SAWYERS SUBDIVISION, AS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.

TRACT 2, TOM SAWYERS SUBDIVISION, AS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA; LESS A PARCEL BEGINNING AT THE NORTHEAST CORNER OF SAID TRACT 2; THENCE SOUTH ALONG THE EAST BOUNDARY A DISTANCE OF 280.00 FEET; THENCE WEST TO THE WEST BOUNDARY OF SAID TRACT 2; THENCE

NORTH ALONG THE WEST BOUNDARY A DISTANCE OF 280.00 FEET TO THE RIGHT-OF-WAY OF STATE ROAD #17 (WEST HILLSBOROUGH AVENUE); THENCE EAST TO THE POINT OF BEGINNING.

TRACT 3, TOM SAWYER SUBDIVISION, AS RECORDED IN PLAT BOOK 28, PAGE 7 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA; LESS ANY PORTION OF SAID LOT CONVEYED TO STATE ROAD RIGHT-OF-WAY BY DEED, IN DEED BOOK 963, PAGE 209, AND RIGHT-OF-WAY CONVEYED BY DELMER R. DAVIS AND JOYCE, O.R. BOOK 3014, PAGE 504, PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.;

AND

THE SOUTH 100 FEET OF THE NORTH 735 FEET OF TRACT 1, OF TOM SAWYERS SUBDIVISION, ACCORDING TO MAP OR PLAT THEREOF, RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.;

AND

THE SOUTH 100 FEET OF THE NORTH 835 FEET OF TRACT 1, TOM SAWYERS SUBDIVISION, ACCORDING TO THE MAP OR PLAT THEREOF, AS THE SAME IS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.

and

"FOURTH ADDITION"

A PORTION OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SECTION 6, TOWNSHIP 29 SOUTH, RANGE 18 EAST, HILLSBOROUGH COUNTY, FLORIDA, BEING FURTHER DESCRIBED AS FOLLOWS: COMMENCE AT THE NORTHEAST CORNER OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6; THENCE N.89°32'36"W., 34.72 FEET, ALONG THE NORTH LINE OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6 TO THE WESTERLY RIGHT-OF-WAY LINE OF VETERANS EXPRESSWAY (STATE PROJECT NO. 97102-2302); THENCE, ALONG SAID LINE THE FOLLOWING, S.02°03'23"E., 183.97 FEET; THENCE S.00°58'15"W., 147.05 FEET TO THE SOUTH LINE OF THE NORTH 1/2 OF THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6; THENCE ALONG SAID LINE, N.89°30'51"W., 638.43 FEET TO THE EAST LINE OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6; THENCE, ALONG SAID LINE, S.00°58'44"W., 165.26 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE S.00°58'44"W., 330.52 FEET; THENCE ALONG THE SOUTH LINE OF THE NORTH 1/4 OF THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6, N.89°28'12"W., 331.61 FEET; THENCE ALONG THE EAST LINE OF THE NORTH 1/4 OF THE WEST 1/2 OF THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6, N.00°57'31"E., 165.17 FEET; THENCE N.89°29'05"W., 306.67 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF GEORGE ROAD; THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE, N.00°56'18"E., 165.09 FEET; THENCE ALONG THE NORTH LINE OF THE SOUTH 1/4 OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6, S.89°29'59"E., 638.46 FEET TO THE POINT OF BEGINNING.

CONTAINING 3.678 ACRES, MORE OR LESS.

and

"FIFTH ADDITION"

LOT 19, UNIT #13, BENJAMIN'S FARMS, ACCORDING TO MAP OR PLAT THEREOF RECORDED IN PLAT BOOK 27, PAGE 92, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA; LESS AND EXCEPT THE SOUTH 150 FEET THEREOF; ALSO LESS AND EXCEPT THE WEST 10 FEET OF THE NORTH 200 FEET THEREOF; ALSO LESS AND EXCEPT RIGHT-OF-WAY FOR STATE ROAD 580;

AND

THE NORTH 260.87 FEET OF THE SOUTH 410.87 FEET OF LOT 20, UNIT #13, BENJAMIN'S FARMS, ACCORDING TO MAP OR PLAT THEREOF RECORDED IN PLAT BOOK 27, PAGE 92 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.

CONTAINING 1.96 ACRES, MORE OR LESS.

(new; Resolution 98-185, amended; Resolution No. R99-118;Resolution No. 03-090; Resolution No. 04-209; and Resolution No. 07-____)

EXHIBIT D

SUNFOREST DRI, NOPC
Equivalency Matrix

(Revised June 11, 2004)

A. LAND USE TRADE-OFF RATES (MULTIPLICATION FACTORS)

CHANGE TO \ CHANGE FROM	General Office (1,000 SF)	Hotel (Rooms)	Restaurant (1,000 SF)	Retail [Specialty] (1,000 SF)	Suites Hotel (Room)	Vocation/ Trade School (1,000 SF)
General Office (1,000 SF)	--	0.1867	0.2668	0.2223	0.2001	1.0225 [1]
Hotel (Rooms)	5.3552	--	1.4286	1.1905	1.0714	N/A
Restaurant (1,000 SF)	3.7486	0.7000	--	0.8333	0.7500	N/A
Retail [Specialty] (1,000 SF)	4.4984	0.8400	1.2000	--	0.9000	N/A
Suites Hotel (Rooms)	4.9982	0.9333	1.3333	1.1111	--	N/A
Multi-Family/Apartments (Dwelling Units)	2.7263	0.5091	0.7273	0.6061	0.5455	--
Vocation/Trade School (1,000 SF)	0.9779 [1]	N/A	N/A	N/A	N/A	N/A

B. MINIMUM AND MAXIMUM DEVELOPMENT LIMITS FOR EACH LAND USE

LAND USE	MINIMUM DEVELOPMENT OF EACH LAND USE	MAXIMUM DEVELOPMENT OF EACH LAND USE
General Office (1,000 SF)	144 (1,000 SF)	990 (1,000 SF)
Hotel (Rooms)	0 (Rooms)	720 (Rooms)
Restaurant (1,000 SF)	4 (1,000 SF)	16 (1,000 SF)
Retail [Specialty] (1,000 SF)	10 (1,000 SF)	20 (1,000 SF)
Suites Hotel (Rooms)	0 (Rooms)	720 (Rooms)
Multi-Family/Apartments (Dwelling Units)	0 (Dwelling Units)	880 (Dwelling Units)
Vocation/Trade School (1,000 SF)	0 (1,000 SF)	210 (1,000 SF)

C. TRADE-OFF EXAMPLES

EXAMPLE 1: TRADE FROM GENERAL OFFICE TO SPECIALTY RETAIL

Trade 20 (1,000 SF) of General Office for ? (1,000 SF) of Specialty Retail

= 20 (1,000 SF) of General Office x 4.4984 (1,000 SF) of Specialty Retail

= 89.97 (1,000 SF) of Specialty Retail

= 89,970 SF of Specialty Retail

D. SOURCE INFORMATION AND DOCUMENTATION

Trips are net external trips, based upon ITE *Trip Generation*, 6th Edition.

E. FOOTNOTE

[1]: The Vocation/Trade School equivalency rate in this table is the equivalency rate approved (May 13, 2003) in the most recent Development Order amendment (Resolution R03-090).

(new:Resolution No. 98-185; amended: Resolution No. R99-118; Resolution No. 99-230; Resolution No. 03-090; Resolution No. 04-209; and Resolution No. 07-____)

#105

Pat Frank
Clerk of the Circuit Court
Hillsborough County, Florida

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

January 27, 2005

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

Re: Resolution No. R04-209 - Amending the Development Order for Sunforest (DRI #105)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on December 14, 2004.

We are providing this original for your files.

Sincerely,

Midge Dixon for
Gail M. Letzring,
Senior Manager, BOCC Records

md
Attachment
Federal Express AB# 9300528834
cc: Board files (orig.)
Charles Gauthier, Chief, DCA Bureau of State Planning
Allen Murphy, Murphy LaRocca Consulting Group, Inc.
Susan Fernandez, Managing Attorney
John Healy, Senior Planner, Planning & Growth Management
Barbara Hutcheson, County Attorney's Office
Jim Glaros, Assistant Chief Deputy, Valuation, Property Appraiser's Office

AMENDED AND RESTATED DEVELOPMENT ORDER (DO)

Resolution No. R04-209

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA ISSUING AN AMENDED AND RESTATED DEVELOPMENT ORDER FOR DRI #105 SUNFOREST

Upon motion the following Resolution was adopted on this 14th day of December, 2004, by a vote of 7 to 0, Commissioner(s) _____ voting "no".

WHEREAS, on February 9, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0035 for Sunforest Development of Regional Impact ("DRI") No. 105 (the "Development Order") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on May 24, 1988, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R88-0162 (Amendment #1); and

WHEREAS on August 30, 1988, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R88-0205 (Amendment #2); and

WHEREAS on July 12, 1989, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R89-0183 (Amendment #3); and

WHEREAS on March 13, 1990, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R90-0070 (Amendment #4); and

WHEREAS on July 30, 1991, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R91-0179 (Amendment #5); and

WHEREAS on February 21, 1995, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R95-040 (Amendment #6); and

WHEREAS on October 7, 1997, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R97-248 (Amendment #7); and

WHEREAS on September 8, 1998, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R98-185 (Amendment #8); and

WHEREAS on June 22, 1999 the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R99-118 (Amendment #9); and

WHEREAS on November 16, 1999 the Board of County Commissioners approved amendments to the Development Order, Resolution No. R99-230 (Amendment #10);

WHEREAS on May 13, 2003 the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R03-090 (Amendment #11); and

WHEREAS, on March 19, 2004, GR Partners, LLC filed a "Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI)", for the Sunforest DRI in accordance with Section 380.06 (19), Florida Statutes (Amendment #12); and

WHEREAS, the proposed Amendment #12 requested approval of an extension to the buildout year for Phase II and Phase III by six (6) years to October 15, 2010 for Phase II and October 15, 2012 for Phase III; an extension of the expiration date for the Development Order to February 24, 2013; and revisions to Exhibit D, Equivalency Matrix, by increasing the maximum amount of vocational/trade school allowed from 130,000 square feet to 210,000 square feet and to use current ITE 6th Edition trip generation rates.

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

I. FINDINGS OF FACT

A. GR Partners, LLC, submitted the proposed Amendment #12 to Hillsborough County which requested approval of an extension to the buildout year for Phase II and Phase III by six (6) years to October 15, 2010 for Phase II and October 15, 2012 for Phase III; an extension of the expiration date for the Development Order to February 24, 2013; and revisions to Exhibit D, Equivalency Matrix, by increasing the maximum amount of vocational/trade school allowed from 130,000 square feet to 210,000 square feet and to use current ITE 6th Edition trip generation rates.

B. A review of the impacts of this proposed Amendment #12 has been conducted by Hillsborough County, the Tampa Bay Regional Planning Council and the Florida Department of Community Affairs.

C. The proposed changes approved herein do not result in any new or additional regional impacts.

II. CONCLUSIONS OF LAW

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

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

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

D. Nothing contained in this Amended and Restated Development Order shall limit or modify the rights originally approved by the Development Order or the protection afforded under Subsection 163.3167(8), Florida Statutes.

E. The Developer's Affidavit of Certification, Part I, Item 1 of the Department of Community Affairs Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI) Subsection 380.06 (19), F.S., attached hereto as Exhibit B, affirms that a copy of the Notice of Change has been delivered to all persons as required by law.

F. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.

G. Within thirty (30) days after adoption, a certified copy of this Resolution, together with all exhibits hereto, shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail or other delivery service for which a receipt as proof of service is required, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and other recipients in accordance with Section 380.06, Florida Statutes.

H. Based on the above findings of fact, the Board of County Commissioners hereby approves the revised Sunforest Development of Regional Impact Equivalency Matrix, attached as Exhibit D and incorporated herein by reference an extension to the buildout year for Phase II and Phase III by six (6) years to October 15, 2010 for Phase II and October 15, 2012 for Phase III; an extension of the expiration date for the Development Order to February 24, 2013; and revisions to Exhibit D, Equivalency Matrix, by increasing the maximum amount of vocational/trade school allowed from 130,000 square feet to 210,000 square feet and to use current ITE 6th Edition trip generation rates.

III. GENERAL PROVISIONS

A. This resolution shall constitute the Development Order of Hillsborough County in response to the Application for Development Approval for the Sunforest Development of Regional Impact (ADA).

B. The legal description set forth in Exhibit C and Map H provided as Exhibit A are hereby incorporated into and by reference made a part of this Development Order.

C. All provisions contained within the ADA and Sufficiency Response shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.

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

E. This Development Order shall be binding upon the Developer and his heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be constructed to include any future instrumentality

which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of government or governmental agency.

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

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

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

I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order as defined by the criteria of Ch. 380.06(19)(b), Florida Statutes, as amended, or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by Hillsborough County and the Tampa Bay Regional Planning Council shall result in further Development of Regional Impact review pursuant to Chapter 380.06, Florida Statutes, as amended, and may result in Hillsborough County ordering a termination of development activity pending such review.

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

K. The Developer shall file an annual report in accordance with Section 380.06(18), Florida Statutes as amended, and appropriate rules and regulations. The report shall be submitted on Florida Department of Community Affairs Form BLWM-07-85 as amended. Such report shall be due on the anniversary of the effective date of this Development Order for each following year until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the County which shall, after appropriate review, submit it for review by the Board of County Commissioners. The Board

of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners' hearing wherein such report is to be reviewed. The receipt and review by the Board of County Commissioners shall not be considered a substitute or a wavier of any terms or conditions of this Development Order. This report shall contain:

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

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

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

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

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

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

M. This Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County and transmittal in accordance with Section 380.06, Florida Statutes (1986).

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. Phase I of the Project is complete. Development of the remainder of the Project on the property legally described in Exhibit C attached hereto shall proceed in accordance with the following proposed phasing schedule:

YEARS	USE	ANTICIPATED DEVELOPMENT PROGRAM (GROSS SQ. FT.)	NEW EXTERNAL PEAK HOUR TRIPS (Cumulative) AM	PM
Phase I	Office	184,000	303	286
Phase II October 15, 2010	Office Restaurant Specialty Retail Suites Hotel Multi-Family Vocational/Trade School	392,096 8,000 20,000 360 0 32,000	1,112	1,123
Phase III October 15, 2012	Office Hotel	443,267 100 rooms	1,734	1,698
TOTAL	Office Hotel Restaurant Specialty Retail Suites Hotel Multi-Family Vocational/Trade School	1,019,363 100 rooms 8,000 20,000 360 rooms 0 32,000		

* With respect to the property legally described in Exhibit C, the amount of each of these land uses is subject to the minimums and maximums shown in Table 1, Equivalency Matrix, contained in Exhibit D of this Development Order, as amended. Each land use may be increased or decreased at the election of the Developer in accordance with the Equivalency Matrix.

For purposes of this Order, a phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase. Development of Phase II may occur anywhere on the site legally described in Exhibit C attached hereto up to a specified intensity threshold calculated for the Project utilizing the Equivalency Matrix attached hereto as Exhibit D. Phase III of the project is subject to further DRI review pursuant to condition IV. B. 2. of the Development Order, as amended.

Thirty (30) days prior to requesting issuance of a building permit for an amount of development that exceeds the stated total for a particular use in the Anticipated Development Program, the Developer shall provide written notice to the County, DCA and TBRPC that it intends to utilize the Equivalency Matrix for the proposed development. The written notice shall contain the technical analysis supporting the claim that the proposed exchange will not cause the total amount of any particular approved land use to exceed the maximum amount shown in the Equivalency Matrix. The proposed exchange shall not be subject to additional DRI review by the County, DCA or TBRPC provided the requested development does not cause the total amount of any particular approved land use to exceed the maximum amount shown in the

Equivalency Matrix. Changes in the development program that are made through an exchange shall be reported individually and cumulatively in the next DRI Annual Report and the cumulative effects of such changes shall be considered should a later change to this DRI be requested.

If the Developer elects to change the proposed phasing schedule, he shall submit said changes to the County for review and approval as required by law which approval shall not be withheld if the terms of this order are otherwise fully complied with.

The Developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour. The monitoring program will be started when the equivalent of 400,000 square feet of Office Use in Phase II has been constructed, or upon completion of the proposed parking lot located on the "Fourth Addition", which ever occurs first, and will continue until buildout. If the traffic volumes exceed those projected in Phases I and II, as revised (cumulatively 1,671 PM trips), a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

(a) All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above, it will be included in the previous annual report submitted prior to the anticipated exceedance.

(b) If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further certificates of occupancy or building permits shall be issued until the required information has been submitted to and approved by Hillsborough County.

2. This Development Order shall remain in effect for a period up to and including FEBRUARY 24, 2013.

3. The development shall not be subject to down-zoning, or intensity reduction until FEBRUARY 24, 2013, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

(amended: Resolution No. R88-0205; Resolution No. R90-0070; Resolution No. R91-0179; Resolution No. R95-040; Resolution No. R97-248; Resolution No. R98-185; Resolution No. R99-118; Resolution No. R03-090; and Resolution No. R04- ___)

B. Transportation

1. The Developer at this option, shall select one of the following options to mitigate the project's transportation impact:

a. Option 1

(1) No Building Permits shall be issued for Phase II until funding commitments are secured from responsible entities for improvement/implementation of the roadways listed below in (a) – (b).

a. The intersection improvements indicated in Table 1.
b. The link improvements indicated in Table 2.

(2) The Developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour, and on a daily basis. The monitoring program will be started when Phase II is 50 percent complete and will continue until build-out. If the traffic volumes exceed these projected in the Application, as revised, for Phase II, a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

(a) All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above will be included in the previous annual report submitted prior to the anticipated exceedance.

(b) If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further certificates of occupancy or building permits shall be issued until the required information has been submitted to and approved by Hillsborough County.

Table 1. Intersection Improvements Needed for Phase II (1989)

Intersection	Level of Service with Project	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
Hillsborough/Hanley	E	15.1	SB: Add RT Lane EB: Add LT Lane WB: Add RT Lane
Hillsborough/George	E	30.1	EB: Add Thru Lane WB: Add Thru Lane
Hillsborough/Benjamin	E	17.12	WB: Add Thru Lane EB: Add LT Lane
Eisenhower/Memorial	E	14.25	NB: Add Thru Lane EB: Add LT Lane
Benjamin/Waters	E	25.5	NB: Add LT Lane EB: Add Thru Lane Add LT Lane WB: Add Thru Lane Add LT Lane

Table 2. Link Improvement Needed for Phase II (1989)

Roadway Link	Level of Service with Project	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
Eisenhower Blvd. (Memorial to Project Entrance Drive)	E	27.8	Widen to six-lane divided arterial
Eisenhower Blvd. (Independence to Courtney Campbell)	E	16.5	Widen to eight-lane divided arterial
Hillsborough Ave. (Hanley to George)	E	20.56	Widen to eight-lane divided arterial
Hillsborough Ave. (Eisenhower to Benjamin)	E	25.23	Widen to six-lane divided arterial
Hillsborough Ave. (Benjamin to Anderson)	E	13.29	Widen to six-lane divided arterial
Hillsborough Ave. (Anderson to Dale Mabry)	E	10.4	Widen to six-lane divided arterial
Benjamin Road (Hillsborough to Waters)	E	27.5	Widen to four-lane divided arterial
Hanley Road (Hillsborough to Waters)	E	25.2	Widen to four-lane divided arterial

(3) The Developer may subphase the project when such subphasing identifies and ties specific amounts of project development (within a phase) to specific regional roadway improvements.

Such subphasing shall be acceptable under the following conditions:

a. TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

b. Funding commitments for the indicated roadway improvements will be required when the regional roadway operates below daily LOS C or peak hour LOS D and the development contributes 10% or more of the existing daily LOS C or at the existing LOS D peak hour capacity of the facility.

c. A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner.

(amended: Resolution No. R88-0205)

b. Option 2

The capacity and loading of transportation facilities within the Sunforest transportation area, including but not limited to the regional roadways ad intersections referenced in Option 1, shall be limiting factors to construction of Phase II. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area MPO, the FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, as amended, with updated current traffic counts on the above roadways and projections of traffic volumes that will result from the completion of the currently approved project construction plus that to be generated by the next portion of project development which the Developer is seeking to construct. Each updated traffic analysis shall serve to verify the findings of the development DRI-Application traffic analysis (referenced in this report as Option 1) or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways referenced in Option 1 at a satisfactory Level of Service, daily Level of Service C or a peak hour level of Service D. Both the traffic counts and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices and the methodology determined at a traffic methodology meeting of all appropriate agencies. Prior to any Phase II construction, the County or its designee shall ensure in written findings of fact that the above roadways will operate at or above an average daily Level of Service C or a peak hour level of Service D at the time of completion of such construction.

(amended: Resolution No. R88-0205)

c. Option 3

In lieu of Option 1 or 2 above the Developer may elect Option 3 as set out below. It is the intent of Option 3 to permit the Developer to mitigate its projects' impacts on the substantially impacted, regionally significant roadway network within the project's primary impact area by making the

adequate provision provided below for public transportation facilities necessary to accommodate such impacts in the manner provided below. The requirements below have been determined to make adequate provision for the public transportation facilities necessary to accommodate the impacts of Phases I and II of the project on substantially impacted, regionally significant roadways within the project's primary impact area. No satisfactory pipeline project meeting the criteria of TBRPC and DCA exists within the area identified as significantly impacted by project traffic. Therefore, mitigation is being achieved in accordance with Rule 9J-2.0255 (7)(a)(3), Florida Administrative Code. The improvements and other measures set out below have been calculated to benefit the regional roadway network which would be substantially impacted by Phases I and II of the project by providing reasonable assurances that public transportation facilities shall be made available to accommodate the impacts of the Project. The mitigation mechanisms set forth below have been determined to be consistent with Hillsborough County, State of Florida Department of Transportation's ("FDOT") and Department of Community Affair's ("DCA"), the Tampa Bay Regional Planning Council's ("TBRPC") policies, Rule 9J-.0255(7)(a)(3), Florida Administrative Code; and the Tampa Urban Area Metropolitan Planning Organization's ("MPO") Transportation Improvement Plan.

A. It is the intent of this section to permit the Developer to make adequate provision for the public transportation facilities necessary to accommodate the traffic impacts of Phases I and II of the Project by partially funding construction of the widening of a 1.5 mile segment of Hillsborough Avenue from Pistol Range Road to East Double Branch Creek Road from 2-lanes to 6-lanes (FDOT Work No. 7113574 hereafter referred to as "Project No. 7113574"), and, thereby, to the extent of such funding, enabling FDOT to utilize funds which would otherwise have been expended on Project No. 7113574, to accelerate both right-of-way acquisition for the widening of Hillsborough Avenue between Eisenhower Boulevard and Dale Mabry Highway from its 4-lane undivided configuration to a 6-lane divided configuration and construction of the widening of Hillsborough Avenue between Eisenhower Boulevard and Nebraska Avenue from 4-lanes undivided to 6-lanes divided (hereafter referred to as the "Hillsborough Avenue Improvement". It has been determined that payment of the proportionate share amount to partially fund Project No. 7113574, and acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement will substantially benefit the public. Payment of the proportionate share amounts in the manner provided below is consistent with TBRPC, FDOT, DCA, and Hillsborough County policies regarding mitigation of transportation impacts and complies with Rule 9J-2.0255(7)(a)(3), Florida Administrative Code.

(1) For purposes of this Development Order, Developer's fair share of the costs of the public transportation facilities necessary to

accommodate the impacts of Phases I and II of the Project has been calculated to be $573,416 based on the formula set forth in Rule 9J-2.0255, Florida Administrative Code, as interpreted in accordance with DCA, TBRPC, FDOT and Hillsborough County policies.

(2) In order for Developer to partially fund Project No. 7113574, and FDOT accelerate right-of-way acquisition and construction of Hillsborough Avenue Improvement, it will be necessary for FDOT to shift previously committed funds, secure additional funding commitments and reprioritize its Five Year Transportation Plan ("TIP"). To that end, and in order to implement this mitigation measure, it will be further necessary for FDOT and Developer to enter into a joint participation agreement. The purpose of the agreement shall be to establish the framework for expeditiously implementing the Developer's partial funding of Project No. 7113574, and accelerating right-of-way acquisition and construction of the Hillsborough Avenue Improvement. Such agreement shall be entered into between Developer and FDOT within six (6) months of this development order amendment becoming non-appealable. The agreement shall provide, at minimum, that upon its execution:

(a) The Developer shall post, in favor of FDOT, an irrevocable letter of credit, or other performance assurance instrument acceptable to FDOT in an amount equal to the proportionate share amount for Phase I and II of the Project.

(b) In response to the posting of such performance assurance instrument by the Developer, FDOT shall expeditiously shift funds previously allocated to Project No. 7113574 in an amount equal to the proportionate share amount for Phases I and II to right-of-way acquisition for the Hillsborough Avenue Improvement so as to bring such right-of-way acquisition into Fiscal Year 1989-90 through 1993-94 of the TIP. Additionally, FDOT shall diligently exercise its best efforts to take all such actions, including securing additional funding commitments and reprioritizing the TIP as are necessary to maximize acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement.

(c) Upon presentation to the Developer of a fully executed contract for construction of Project No. 7113574, FDOT may draw against said performance assurance instrument for, or alternatively Developer shall pay to FDOT, the full amount of the proportionate share amount for Phases I and II. FDOT shall expeditiously direct said funds toward the costs of constructing Project No. 7113574. Upon receipt of the full amount, FDOT shall release Developer from any and all obligations under said performance assurance instrument.

(d) Upon shifting the funds as set forth in (b) above, and taking such other actions as are necessary accelerate right-of-way acquisition for the Hillsborough Avenue Improvement to Fiscal Years 1989-90 through 1993-94, FDOT shall expeditiously acquire right-of-way for the Hillsborough Avenue Improvement, and shall diligently exercise its best efforts to expeditiously take such further actions as are necessary to maximize acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement.

(3) Building permits shall be withheld until such time as FDOT and Developer enter into the agreement. In the event that the Developer ad FDOT are unable to enter into the agreement within six (6) months of this Development Order becoming non-appealable, the Development Order shall be amended to provide alternative traffic impact mitigation measures. The time period for entering into the agreement may be extended with concurrence by TBRPC, DCA and Hillsborough County which such concurrence shall not be unreasonably withheld.

(4) Upon payment by Developer to FDOT of the full amount or the proportionate share amount for Phases I and II, and completion of Project No. 7113574, Developer shall be deemed to have fully mitigated the transportation impacts of Phases I and II of the Project on the regionally significant roadway network substantially impacted by the Project. Payment of funds pursuant to this Section shall entitle Developer to full credit or offset against any present or future Hillsborough County impact fees levied for construction of roadway improvement or for acquisition of right-of-way. The amount of the impact fee credit or offset shall be the amount paid by the Developer to FDOT for Project No. 7113574 ($1,588,007), and not the proportionate share amount. The Developer shall not be entitled to a refund from FDOT. The Development shall be entitled to transfer excess impact fee credits or offsets, if any, off site to a private party at buildout of Phase II of the Project and in accordance with the Hillsborough County Consolidated Impact Assessment Program Ordinance, as amended.

(amended: Resolution No. R88-0205; 89-0183; Resolution No. R97-248)

d. Additional Phase II Transportation Impact Mitigation

(1) Prior to the issuance of any Certificate of Occupancy for any development with direct access to George Road, the Developer shall design, permit, and construct at the Developer's expense, the improvement described herein.

(a) Construct a NB left turn lane on George Road at the full access driveway. The NB left turn lane shall extend north to the

existing NB left turn lane on George Road south of Hillsborough Ave. The left turn lane shall be striped as a two way left turn lane (TWLTL) north of the full access driveway to a point at least 300' south of Hillsborough Avenue. The extension of the turn lane will provide additional storage for left turn movements (NB to WB) from George Road to Hillsborough Avenue. This improvement will increase the capacity of the overall intersection.

(b) The design for the turn lane shall be submitted concurrently with the Construction Plans for the proposed development. The NB left turn lane on George Rd at the full access driveway shall be designed to FDOT Index 301 and Roadway Transitions per FDOT Index 526 for a 40 mph urban design, under normal conditions. Turn lane storage design shall be approved by Hillsborough County Planning and Growth Management. The width of the turn lane shall be the same as the existing pavement width on the through lanes for George Road. An asphalt overlay shall be applied over the entire portion of George Road for the entire length of the turn lane and roadway transition. All asphalt seams shall run perpendicular to George Road; asphalt seams running parallel to George Road shall not be permitted.

(c) The full project access shall be at least 500 feet south of Hillsborough Avenue, measured from the centerline of Hillsborough Avenue to the centerline of the full project access. If two access driveways are proposed, one of the project driveways shall be restricted to a right-in/right-out only. The right-in/right-out movement shall be restricted with a raised channelized median that shall prevent traffic from making the left-in/left-out movements. The curb radius entering and exiting the site shall be 75 feet. It is preferred that the northern most project access be restricted to a right-in/right-out and that the southern driveway access be designed as a full access driveway. All access locations shall meet the requirements of the Hillsborough County Land Development Code and Transportation Technical Manual.

(new: Resolution No. R04-___)

2. Phase III Transportation Impact Mitigation

a. Issuance of building permits for Phase III of the Project shall be based upon further traffic analysis and the Developer's commitment to fund or construct public transportation facility improvements to the impacted regional roadway network as mitigation for Phase III impacts on the regional roadway network in accordance with the law, rules, ordinances, regulations, and policies of DCA, Hillsborough County, FDOT and TBRPC, and amendment of the

development order pursuant to Section 380.06(19), Florida Statutes. The Phase III traffic analysis shall be based upon data, assumptions and methodologies agreed to be TBRPC, DCA, FDOT, Hillsborough County, and the Development in a transportation analysis methodology meeting held prior to commencement of the analysis.

b. Notwithstanding (a) above, pipelining will be available as a mechanism for mitigating the impacts of Phase III only if provided for by local or state comprehensive plan, land development regulation or rule, or policy in existence at the time of implementation of specific approval of Phase III. If no pipelining option is provided for by plan, rule or regulations or policy, pipelining shall not be an acceptable mitigation option.

(amended: Resolution No. R88-0205)

3. Right-of-way Dedication

(stricken: Resolution No. R97-248)

a. The Developer shall deed to the County prior to detailed site plan approval upon request of the County, an additional 22 feet on the eastern side of George Road along the western boundary of the site to accommodate a four-lane undivided arterial roadway.

(new: Resolution No. R98-185)

4. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right-of-way dedications and transportation improvements.

5. Mass Transit

a. The Developer shall conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed phase model splits of 1.6%, 1.9%, 1.9% and shall report monitoring results in the annual report.

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

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

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

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

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

6. A pedestrian/bicycle circulation system shall be provided within the project. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System into Sunforest. No detailed site plans shall be approved which do not indicate these systems.

7. The following Traffic Operations conditions shall be applicable to the entire DRI site prior to issuance of additional Certificates of Occupancy:

a. Driveway radii shall be a minimum of 40 feet in size to accommodate single-unit vehicles at all accesses onto the state and county road systems.

b. In the case that the FDOT permits full access onto Hillsborough Avenue directly from the project site:

(1) A 125-foot left-turn lane shall be installed by the Developer on George Road for southbound-to-eastbound left turns into the site.

(2) At a minimum, a 75-foot left-turn lane shall be installed by the developer on Hillsborough Avenue for westbound-to-southbound left turns into the site, subject to Florida Department of Transportation (FDOT) approval.

(3) The on-site accesses at Hillsborough Avenue and at Eisenhower Boulevard shall be constructed as a four-lane section with dual left turn egress lanes, a right-turn lane and one ingress lane, subject to FDOT approval. Construction of the second of the dual left turn egress lanes on Hillsborough Avenue may be delayed until issuance of Phase III Certification of Occupancy.

(4) The access at George Road shall be constructed as a three-lane section with one lane for left-turn egress, one lane for a right-turn egress and one lane for ingress to the site.

(5) If a traffic signal becomes warranted at any project access on Hillsborough Avenue or Eisenhower Boulevard and the Developer can show that such signal will result in minimal adverse impacts to traffic flow on the main road, the Developer shall pay for the design, purchase and installation of the traffic signal including interconnecting the signal to adjacent intersection(s) if required subject to FDOT approval. The traffic signal shall comply with FDOT standards and specifications.

c. In the case that the FDOT does not permit full access onto Hillsborough Avenue on Eisenhower Boulevard directly from the project site:

(1) A 125-foot left-turn lane shall be installed by the Developer on George Road for southbound-to-eastbound left-turn into the site.

(amended: Resolution No. R97-248)

(2)

(stricken: Resolution No. R97-248)

(3)

(stricken: Resolution No. R97-248)

(4) The access at George Road shall be constructed as a three-lane section with one lane for left-turn egress, one lane for right-turn egress and one land for ingress to the site.

(5)

(stricken: Resolution No. R97-248)

C. Air Quality

1. An air quality impact analysis and mitigation plan acceptable to the Florida Department of Environmental Protection (FDEP) and the Environmental Protection Commission of Hillsborough County (EPC) shall be required prior to the issuance of any building permits beyond fifty percent of the peak hour trips of Phase II.

D. Wind and Water Erosion

1. The Developer shall undertake the measures referenced on page 13-3 of the Application to reduce fugitive dust and other adverse air emissions during all phases of development. More specifically the Developer shall ensure that at minimum:

a. Permanent vegetation and improvements such as streets, storm sewers or other features of the development capable of carrying stormwater run-off in a safe manner, shall be scheduled for installation to the greatest extent possible before removing the vegetative cover from an area.

b. Where the use of the land does not require removal of trees and other natural vegetation, these shall be retained to the greatest extent possible.

c. Where inadequate vegetation exists, temporary or permanent vegetation shall be established if high erosion potential exists.

d. The smallest practical area of land should be exposed at any one time during development.

e. When land is exposed during development, the exposure should be kept to the shortest practical period of time.

f. Critical areas including steep slopes, highly erodible soils, and areas above existing streams and lakes exposed during construction shall be protected with temporary or permanent vegetation and/or mulching, or other approved protective material or devices.

g. Refuse material shall be disposed of and treated so as not to create a sediment producing area.

h. Sediment ponds (debris basins, desilting basins, or sediment traps) shall be installed and maintained where needed to remove runoff water sediment from land undergoing development.

i. The permanent protective vegetation and structures shall be installed as soon as practical in the development.

j. Cuts and fills shall not create the potential for sedimentation on adjoining properties.

k. Fills shall not encroach upon natural watercourses or constructed channels in a manner so as to create a sedimentation hazard to other property or watercourses.

l. When a pond, either new or existing, is incorporated into a development, the Developer shall note on his plans if the pond is to be used for sediment control and/or retention during construction. If the pond is to be used for sediment control, the Developer will be required to dredge, clean, and grass the pond upon completion of construction of the project. Further, sediment control devices shall be required to protect downstream property during construction.

E. Soils

1. Measures used to overcome the onsite soils limitations shall include but not be limited to those discussed on page 14-4 of the Application.

2. Subsurface soils investigations and foundations studies shall be carried out for each building prior to construction. Foundations shall be constructed in accordance with the recommendation of those studies.

F. Stormwater Management

1. In order to protect water quality, the following parameters shall be included in the Sunforest drainage plan:

   a. The drainage system shall be designed to meet or exceed local, State and Southwest Florida Water Management District (SWFWMD) regulations.
   b. The proposed retention/detention wetland systems shall be designed, constructed, and maintained pursuant to the guidelines of the Stormwater and Lake Systems Maintenance and Design Guidelines (TBRPC, 1978).
   c. Best Management Practices recommended by Hillsborough County shall be adhered to, including a vacuum street cleaning program for parking and roadway areas within the development.
   d. There shall be no net encroachment in the 100-year floodplain area, as delineated on Revised Map C in the Application. (Response to Preliminary Assessment – Round II, and dated December 19, 1986.) Such encroachment shall not result in a significant adverse impact upon pre-development on-site hydrologic storage and/or off-site conveyance.
   e. The stormwater management system shall be designed to maintain the existing hyrdoperiod levels and frequencies, as well as the hydraulic connections between on-site wetlands.
   f. The conveyance criteria for major outfalls passing through the site will be the 50-year conveyance with a foot of freeboard without increasing high water.

2. Prior to the Issuance of any building permits, the Master Drainage Plan for Sunforest shall be submitted to TBRPC for review for consistency with the Application and Council Policy, and to Hillsborough County, Florida Department of Environmental Protection (FDEP) and SWFWMD for approval. The County drainage criteria in existence at the time of construction of the respective project phases are to be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria are more restrictive. If flooding conditions exist downstream of the DRI's outfall, more restrictive design criteria may apply.

3. The Developer is to give all necessary drainage easements to the County as required by the County Stormwater Management Department.

4. The Developer shall be responsible for the maintenance of the on-site drainage facilities.

5. All drainage facilities within the confines of this project and all drainage facilities outside the confines necessary for the proper functioning of this project are to be improved where necessary.

G. Stormwater Quality

1. There shall be no degradation in the quality of stormwater exiting the site due to inadequate treatment by the on-site stormwater management system. The Developer shall provide for surface water quality monitoring as specified below.

(amended: Resolution No. R99-118)

H. Wetlands

1. In order to protect reserved/conserved wetland areas, the following shall be required:

   a. The Developer shall submit a wetland management plan prior to detailed site plan approval to be implemented during construction and after completion of the project. The plan shall address, but not be limited to, the following:

      (1) wetlands to be preserved;
      (2) proposed wetland/lake alterations;
      (3) control of exotic species;
      (4) control of on-site water quality;
      (5) maintenance of natural hydroperiod; and
      (6) methods for wetland restoration/enhancement.

   b. The stormwater drainage system of the project may incorporate wetlands on-site, but no direct discharge from any impervious surface shall be permitted into any wetland which is designated as a "Conservation Area", unless otherwise approved by the Environmental Protection Commission.

2. In the event that any species listed in Sections 39-27 .03-.05, F.A.C. are observed frequenting the site for nesting, feeding, or breeding, proper mitigation measures shall be employed in cooperation with the Florida Game and Fresh Water Fish Commission.

I. Open Space

1. A minimum of 8.9 acres of the site, including detention areas, shall be conserved as open space.

2. Representative stands of each upland vegetation community type listed on page 18-1 of the Application shall be set aside in their natural state in order to maintain natural diversity on the site. No development shall be allowed in these areas which shall be so designated on the General Development Plan. They shall be of sufficient size so as to maintain their natural function. To the maximum extent possible these areas should be located contiguous to other habitats and conserved so as to enhance their value.

3. The land use designations for those portions of the Sunforest site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region, Section 2.701

and 2.702 shall be as designated on the revised General Development Plan submitted to Hillsborough County.

4. The Developer shall be responsible for maintenance of all landscaped and open space areas within the project site.

J. Public Facilities

1. Prior to detailed or commercial site plan approval for Phases II and III of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision or expansion of internal water supply, supply lines, and facilities to service Sunforest. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction which is the subject of such approval. Water saving fixtures shall be utilized in all buildings.

2. Prior to detailed or commercial site plan approval for Phases II and III of the development, the Developer shall ensure provision of fire flows acceptable to Hillsborough County and of any additional firefighting facilities/manpower/ equipment required to serve the phase or subphase which is the subject of such approval beyond that funded by Hillsborough County.

3. Prior to detailed or commercial site plan approval of the development the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision of any wastewater treatment and disposal facilities that will serve that phase of development which is the subject of such approval.

4. Prior to detailed or commercial site plan approval for Phase II and III of the development, the Developer shall provide documentation to the County of a master plan for wastewater collection, treatment and effluent disposal facilities approved by the Utilities Department and permitted by the applicable regulatory agency. No Zoning Compliance Permits shall be issued without a commitment from Hillsborough County or other responsible entity to provide wastewater disposal capacity for the building(s) that are the subject of such application.

5. Prior to detailed or commercial site plan approval for Phases II and III of the development, the Developer shall verify to the satisfaction of Hillsborough County that adequate solid waste disposal, electricity, police and Emergency Management Services capabilities and facilities are available to service that portion of the development which is the subject of such approvals.

6. The Developer shall provide for recovered waste water disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water and Wastewater Utilities take-back policy in effect prior to construction plan approval.

a) A groundwater monitoring program approved by FDEP and SWFWMD shall be required if treated effluent is disposed of on site.

7. The Developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for landscape and open space irrigation, prior to the issuance of Certificates of Zoning Compliance.

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

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

K. Hazardous Waste

1. Prior to the issuance of Zoning Compliance Permits, to the extent that there is no conflict with adopted local government plans and policies, separate hazardous waste storage areas within the project 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 section 403.703(21) and listed in Title 40 CFR Part 261 as amended). The Developer, its heir, assigns, and transferees shall: (1) provide in the Sunforest covenants a statement that indicates the types of wastes and materials that are to be considered to be hazardous and are to be stored or disposed of only in specifically designed containers and (2) advise purchasers and leases, and stipulate at the time of purchase or lease that statutes and regulations exist and that penalties may accrue from failure to properly transport, store, handle, and dispose of hazardous wastes materials.

L. Hurricane Evacuation

1. The Developer shall hold discussions and cooperate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, concerning the feasibility of designating the on-site hotel as a public hurricane evacuation shelter. A report on the final outcome of these discussions shall be submitted in the annual report prior to issuances of Certificates of Occupancy for the hotel.

2. The Developer shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure that safe and orderly evacuation of residents and employees when a Level C, D or E evacuation order, (as appropriate), is issued by (1) ordering all buildings closed for the duration of a hurricane evacuation order; (2) flood prone area and measures to be fulfilled in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report.

3. Prior to requesting any development permits which would allow the Developer to convert previously constructed hotel units within the project to multi-family residential use, as permitted by this Development Order, as amended, the Developer shall conduct a study to determine if an adverse regionally significant impact to the hurricane shelter space in the area is triggered by the proposed conversion. The study shall be limited to the specific impact that the proposed conversion will have on hurricane preparedness in terms of the number of units proposed for conversion from hotel to multi-family use. The study shall be prepared in accordance with guidelines provided by Hillsborough County's Emergency Planning Operations, the Planning and Growth Management Department and Rule 9J-2.056, Florida Administrative Code. A final copy of the study shall be submitted to Hillsborough County, DCA and TBRPC for review and approval for the study's conformance with the guidelines provided by Hillsborough County's Emergency Planning Operations, the Planning and Growth Management Department and Rule 9J-2.0256, Florida Administrative Code. In the event that the study identifies any significant adverse regional impact to hurricane preparedness, the Developer shall file an amendment to the Development Order to incorporate any requisite measures. Any required mitigation measures shall be those specifically approved by Hillsborough County's Emergency Planning Operations and TBRPC.

(amended: Resolution No. R98-185)

M. Energy Conservation

1. The energy conservation measures referenced on page 25-3 of the Application shall be complied with by the Developer. The following energy conservation measures shall also be encouraged by the Developer or his assigns:

    a. The use of landscaping and retention of existing vegetation as a means of energy conservation.
    b. The initiation of programs to promote energy conservation by employees, buyers, suppliers and the public.
    c. Reduction in levels of operation of all air conditioning, hearing and lighting systems during non-business hours.
    d. Recycling programs.
    e. The use of energy-efficient cooling, heating and lighting systems.
    f. Installation of innovative energy conservation features such as waste heat recovery or solar power where feasible in project development.
    g. Use of the most energy efficient technology economically feasible in the construction and operation of light industrial/commercial/office facilities the life-cycle costing (to include operation and maintenance costs) in evaluating energy conservation effectiveness.

N. Historical or Archaeological Resources

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

O. Noise

1. At minimum, the abatement measures identified on page 12-10 of the Application or comparable methods of noise abatement shall be implemented.

2. Any deed or title transfers affecting this property shall include notice that the site is in close proximity to the Tampa International Airport and is subject to noise abatement requirements.

P. Equal Opportunity

1. The Developer shall comply with all requirements of the Civil Rights Act. The Developer shall seek, and urge and encourage all contractors and subcontractors to involve minority groups in the development of the project. All office and commercial establishment areas shall be available to all, on a fair and impartial basis.

Q. General

1. Any approval of the Sunforest development shall at minimum, satisfy the provisions of Chapter 380.06(15), Florida Statutes, as amended.

2. Any approval of this development shall require that all the final Developer's commitments set forth in the Application, on pages 23-25 of the TBRPC DRI Report and more specifically on pages 1-3 of the Response to Preliminary Assessment (Round II) be honored, except as they may be superceded by specific terms of the Development Order.

3. Development in areas adjacent to residential areas shall be designed so as to minimize any potential negative effects. Project control shall be accomplished through such techniques as buffering, architectural design and height limitations which shall be indicated on the detail site plan.

4. Maximum building heights shall be 90 feet, except in the SPI-A5 zoning district where the maximum height shall be 70 feet or as set forth by the Airport Zoning Ordinance for Tampa International Airport.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, Pat Frank, Clerk of the circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of December 14, 2004 as the same appears of record in Minute Book 343 of the Public Records of Hillsborough County Florida.

Witness my hand and official seal this 27th day of January, 2005.

PAT FRANK, CLERK

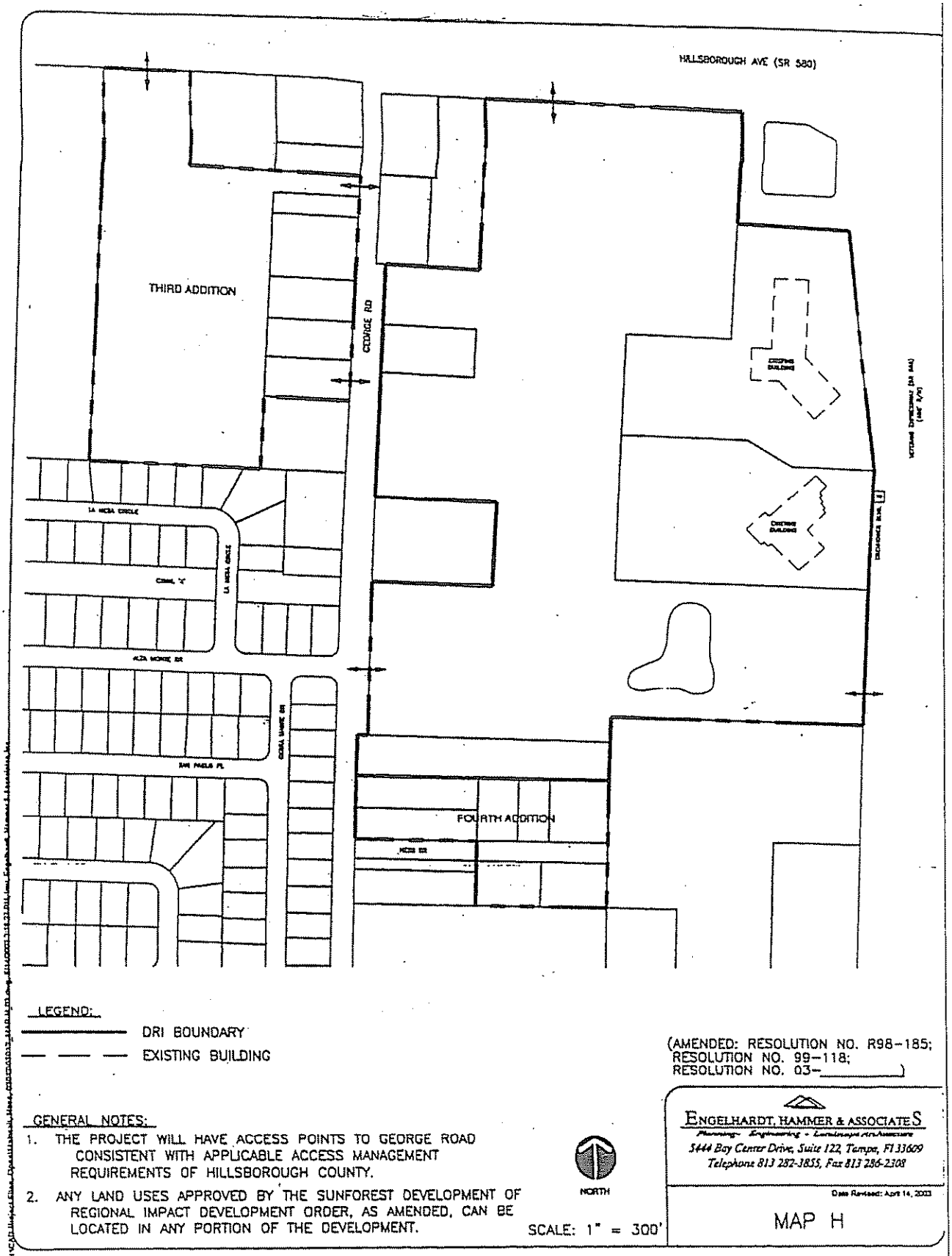
By: Linda K. Dixon
(Deputy Clerk)

BOARD OF COUNTY COMMISSIONERS HILLSBOROUGH COUNTY FLORIDA SEAL

Approved as to form and legal sufficiency:

Assistant County Attorney

EXHIBIT A
MAP H



(amended: Resolution No. 98-185; Resolution 99-118; Resolution 03-90)

EXHIBIT B
DEVELOPER'S AFFIDAVIT OF CERTIFICATION

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared Allen S. Murphy, Murphy LaRocca Consulting Group, Inc., to me will known, who being first duly sworn, says upon oath as follows:

1. He is a consultant for GR Partners, LLC, which has filed a Notice of a Proposed Change to a Previously Approved Development of Regional Impact ("Notification").

2. The aforementioned Notification was filed with Hillsborough County, the State Department of Community Affairs and the Tampa Bay Regional Planning Council as required by law.

Allen S. Murphy

Sworn to and subscribed before me this 25 day of January, 2005 by Allen S. Murphy who is personally known to me.

Notary Public

DORIE SCAIFE GUDE
MY COMMISSION # DD 067459
EXPIRES: October 24, 2005
Bonded Thru Notary Public Underwriters

(Print, Type or Stamp)

My Commission Expires: 10-24-05

EXHIBIT C
LEGAL DESCRIPTION

A PORTION OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SECTION 6, TOWNSHIP 29 SOUTH, RANGE 18 EAST, AND A PORTION OF LOTS 2 – 10 AND 13 – 20 OF BENJAMIN'S FARMS UNIT NO. 13, AS RECORDED IN PLAT BOOK 27, PAGE 92 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA, TOGETHER WITH VACATED MACKREL AVENUE, ALL BEING FURTHER DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHEAST CORNER OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6; THENCE N. 89°32'36" W., 34.72 FEET, ALONG THE NORTH LINE OF SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6 TO THE WESTERLY RIGHT-OF-WAY LINE OF VETERANS EXPRESSWAY (STATE PROJECT NO. 97102-2302); THENCE, ALONG SAID LINE THE FOLLOWING, S. 02°03'23" E., 84.61 FEET FOR THE POINT OF BEGINNING; THENCE CONTINUE S. 02°03'23" E., 99.36 FEET; THENCE S. 00°58'15" W., 147.05 FEET TO THE SOUTH LINE OF THE NORTH ½ OF THE NORTHEAST ¼ OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6; THENCE ALONG SAID LINE, N. 89°30'51" W., 638.43 FEET TO THE EAST LINE OF THE NORTHWEST ¼ OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6; THENCE, ALONG SAID LINE, S. 00°58'44" W., 66.00 FEET; THENCE N. 89°30'51" W., 616.44 FEET, ALONG A LINE 66.00 FEET SOUTH OF AND PARALLEL WITH THE SOUTH LINE OF THE NORTH ½ OF THE NORTHWEST ¼ OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6 TO THE EASTERLY RIGHT-OF-WAY LINE OF GEORGE ROAD AS RECORDED IN OFFICIAL RECORD BOOK 5809, PAGES 32 – 34 OF THE PUBLIC RECORDS SAID COUNTY; THENCE, ALONG SAID LINE, N. 00°59'13" E., 396.21 FEET TO THE NORTH LINE OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6; THENCE, ALONG SAID LINE, S. 89°32'36" E., 308.01 FEET TO THE EAST LINE OF THE WEST 330.00 FEET OF LOTS 6 AND 7 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, N. 00°59'13" E., 215.79 FEET TO THE NORTH LINE OF THE SOUTH ½ OF LOT 7 OF SAID BENJAMIN'S FARM UNIT N. 13; THENCE, ALONG SAID LINE, N. 89°33'24" W., 308.01 FEET TO THE EAST RIGHT-OF-WAY LINE OF SAID GEORGE ROAD; THENCE, ALONG SAID LINE, N. 00°59'13" E., 317.85 FEET TO THE NORTH LINE OF LOT 9 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, S. 89°34'45" E., 233.40 FEET TO THE EAST LINE OF THE WEST 255.41 FEET OF LOT 10 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, N. 00°59'13" E., 127.18 FEET TO THE SOUTH LINE OF LOTS 19 AND 20 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, N. 89°35'17" W., 233.40 FEET TO THE EAST RIGHT-OF-WAY LINE OF SAID GEORGE ROAD; THENCE, ALONG SAID LINE, N. 00°59'13" E., 150.01 FEET TO THE NORTH LINE OF THE SOUTH 150.00 FEET OF LOTS 19 AND 20 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, S. 89°35'17" E., 233.31 FEET TO THE WEST LINE OF LOT 18 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, N. 00°59'01" E., 421.85 FEET TO THE SOUTH RIGHT-OF-WAY LINE OF HILLSBOROUGH AVENUE (STATE ROAD NO. 580); THENCE, ALONG SAID LINE, S. 89°30'23" E., 643.79 FEET TO THE EAST LINE OF THE WEST 5.58 FEET OF SAID LOT 13; THENCE ALONG SAID LINE S. 00°58'32" W., 265.24 FEET TO THE NORTH LINE OF THE SOUTH ½ OF LOT 13; THENCE ALONG SAID LINE N. 89°36'38" W., 10.20 FEET TO A NON-TANGENT CURVE CONCAVE WESTERLY HAVING A RADIUS OF 165.00 FEET AND THE EASEMENT LINE OF EXHIBIT "D-1" AS RECORDED IN OFFICIAL RECORDS BOOK 8072, PAGES 1077 – 1123 OF THE PUBLIC RECORDS OF SAID COUNTY; THENCE, ALONG SAID LINE THE FOLLOWING, SOUTHERLY ALONG SAID CURVE 64.89 FEET THROUGH A CENTRAL ANGLE OF 22°32'01" (CHORD S. 10°17'29" E., 64.47 FEET); THENCE S. 00°58'32" W., 114.51 FEET; THENCE, LEAVING SAID EASEMENT LINE, N. 89°01'16" W., 263.28 FEET; THENCE S. 00°58'44" W., 330.58 FEET; THENCE S. 89°19'49" E., 9.18 FEET; THENCE S. 00°58'44" W., 294.05 FEET; THENCE S. 89°01'16" E., 306.13 FEET TO THE EASEMENT LINE OF SAID EXHIBIT "D-1"; THENCE, ALONG SAID LINE THE FOLLOWING, S. 17°30'04" W., 47.73 FEET TO A CURVE CONCAVE EASTERLY HAVING A RADIUS OF 30.00 FEET; THENCE SOUTHERLY ALONG SAID CURVE 17.60 FEET THROUGH A CENTRAL ANGLE OF 33°37'12" (CHORD S. 00°41'27" W., 17.35 FEET); THENCE S. 16°07'09" E., 33.73 FEET TO A CURVE CONCAVE WESTERLY HAVING A RADIUS OF 77.00 FEET; THENCE SOUTHERLY ALONG SAID CURVE 26.78 FEET THROUGH A CENTRAL ANGLE OF 19°55'36" (CHORD S. 06°09'21" E., 26.64 FEET); THENCE S. 03°48'27" W., 153.66 FEET TO A CURVE CONCAVE EASTERLY HAVING A RADIUS OF 268.00 FEET; THENCE SOUTHERLY ALONG SAID CURVE 45.09 FEET THROUGH A CENTRAL ANGLE OF 09°38'21" (CHORD S. 01°00'44" E., 45.03 FEET); THENCE S. 05°49'54" E., 98.85 FEET TO A CURVE CONCAVE NORTHEASTERLY HAVING A RADIUS OF 35.00 FEET; THENCE SOUTHEASTERLY ALONG

SAID CURVE 50.88 FEET THROUGH A CENTRAL ANGLE OF 83°17'29" (CHORD S. 47°28'39" E., 46.52 FEET); THENCE S. 89°07'23" E., 35.35 FEET TO A CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 120.00 FEET; THENCE NORTHEASTERLY ALONG SAID CURVE 69.46 FEET THROUGH A CENTRAL ANGLE OF 33°09'54" (CHORD N. 74°17'40" E., 68.50 FEET) TO THE EASEMENT LINE OF EXHIBIT "D-5" AS RECORDED IN OFFICIAL RECORDS BOOK 8072, PAGES 1077 – 1123 OF THE PUBLIC RECORDS OF SAID COUNTY; THENCE, NON-TANGENT FROM SAID CURVE, ALONG SAID EASEMENT LINE THE FOLLOWING, N. 46°18'06" E., 75.00 FEET; THENCE N. 43°41'54" W., 6.5 FEET; THENCE N. 46°18'06" E., 179.77 FEET TO THE POINT OF BEGINNING.
AND

"FIRST ADDITION"

THE WEST 255.41 FEET OF TRACT 10 OF BENJAMIN'S FARM UNIT NO. 13 ACCORDING TO MAP OR PLAT THEREOF, AS RECORDED IN PLAT BOOK 27 ON PAGE 92 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.
AND

"SECOND ADDITION"

THE NORTH HALF OF THE SOUTH HALF OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF THE NORTHWEST QUARTER OF SECTION 6, TOWNSHIP 29 SOUTH, RANGE 18 EAST, LESS 66 FEET ON THE NORTH SIDE OF SAME, BEING IN HILLSBOROUGH COUNTY, FLORIDA.
AND

"THIRD ADDITION"

THE SOUTH 100 FEET OF THE NORTH 635 FEET OF TRACT 1 OF TOM SAWYER SUBDIVISION, ACCORDING TO MAP OR PLAT THEREOF AS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA (O.R. 8341, PG. 1287);
AND
THE SOUTH 150' OF THE NORTH 535' OF TRACT 1 OF TOM SAWYER SUBDIVISION, ACCORDING TO THE MAP OR PLAT THEREOF, RECORDED IN PLAT BOOK 28, PAGE 7 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING 25.75' SOUTH AND 25' WEST OF THE NORTHEAST CORNER OF SECTION 1, TOWNSHIP 29 SOUTH, RANGE 17 EAST, AND RUN FROM THENCE SOUTH 285' ALONG THE GRADED ROAD TO A POINT OF BEGINNING; FROM SAID POINT OF BEGINNING RUN THENCE ALONG THE GRADED ROAD SOUTH 150' TO AN IRON ROD; THENCE SOUTH 214.80' TO AN IRON ROD; THENCE NORTH 150' TO AN IRON ROD; THENCE EAST 214.88' MORE OR LESS TO A POINT OF BEGINNING.;
AND
THE SOUTH 50 FEET OF THE NORTH 385 FEET OF TRACT 1 OF TOM SAWYERS SUBDIVISION ACCORDING TO THE MAP OR PLAT THEREOF RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.;
AND
THE SOUTH 55.00 FEET OF THE NORTH 335.00 FEET OF TRACT 1, TOM SAWYERS SUBDIVISION, AS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.

TRACT 2, TOM SAWYERS SUBDIVISION, AS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA; LESS A PARCEL BEGINNING AT THE NORTHEAST CORNER OF SAID TRACT 2; THENCE SOUTH ALONG THE EAST BOUNDARY A DISTANCE OF 280.00 FEET; THENCE WEST TO THE WEST BOUNDARY OF SAID TRACT 2; THENCE NORTH ALONG THE WEST BOUNDARY A DISTANCE OF 280.00 FEET TO THE RIGHT-OF-WAY OF STATE ROAD #17 (WEST HILLSBOROUGH AVENUE); THENCE EAST TO THE POINT OF BEGINNING.

TRACT 3, TOM SAWYER SUBDIVISION, AS RECORDED IN PLAT BOOK 28, PAGE 7 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA; LESS ANY PORTION OF SAID LOT CONVEYED TO STATE ROAD RIGHT-OF-WAY BY DEED, IN DEED BOOK 963, PAGE 209, AND RIGHT-OF-WAY CONVEYED BY DELMER R. DAVIS AND JOYCE, O.R. BOOK 3014, PAGE 504, PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.;

AND

THE SOUTH 100 FEET OF THE NORTH 735 FEET OF TRACT 1, OF TOM SAWYERS SUBDIVISION, ACCORDING TO MAP OR PLAT THEREOF, RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.;

AND

THE SOUTH 100 FEET OF THE NORTH 835 FEET OF TRACT 1, TOM SAWYERS SUBDIVISION, ACCORDING TO THE MAP OR PLAT THEREOF, AS THE SAME IS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.

and

"FOURTH ADDITION"

A PORTION OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SECTION 6, TOWNSHIP 29 SOUTH, RANGE 18 EAST, HILLSBOROUGH COUNTY, FLORIDA, BEING FURTHER DESCRIBED AS FOLLOWS: COMMENCE AT THE NORTHEAST CORNER OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6; THENCE N.89°32'36"W., 34.72 FEET, ALONG THE NORTH LINE OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6 TO THE WESTERLY RIGHT-OF-WAY LINE OF VETERANS EXPRESSWAY (STATE PROJECT NO. 97102-2302); THENCE, ALONG SAID LINE THE FOLLOWING, S.02°03'23"E., 183.97 FEET; THENCE S.00°58'15"W., 147.05 FEET TO THE SOUTH LINE OF THE NORTH 1/2 OF THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6; THENCE ALONG SAID LINE, N.89°30'51"W., 638.43 FEET TO THE EAST LINE OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6; THENCE, ALONG SAID LINE, S.00°58'44"W., 165.26 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE S.00°58'44"W., 330.52 FEET; THENCE ALONG THE SOUTH LINE OF THE NORTH 1/4 OF THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6, N.89°28'12"W., 331.61 FEET; THENCE ALONG THE EAST LINE OF THE NORTH 1/4 OF THE WEST 1/2 OF THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6, N.00°57'31"E., 165.17 FEET; THENCE N.89°29'05"W., 306.67 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF GEORGE ROAD; THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE, N.00°56'18"E., 165.09 FEET; THENCE ALONG THE NORTH LINE OF THE SOUTH 1/4 OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6, S.89°29'59"E., 638.46 FEET TO THE POINT OF BEGINNING.

CONTAINING 3.678 ACRES, MORE OR LESS.

(new; Resolution 98-185, amended; Resolution No. R99-118;Resolution No. 03-090)

EXHIBIT D

SUNFOREST DRI, NOPC
Equivalency Matrix

(Revised June 11, 2004)

A. LAND USE TRADE-OFF RATES (MULTIPLICATION FACTORS)

CHANGE TO \ CHANGE FROM	General Office (1,000 SF)	Hotel (Rooms)	Restaurant (1,000 SF)	Retail [Specialty] (1,000 SF)	Suites Hotel (Room)	Vocation/ Trade School (1,000 SF)
General Office (1,000 SF)	--	0.1867	0.2668	0.2223	0.2001	1.0225 [1]
Hotel (Rooms)	5.3552	--	1.4286	1.1905	1.0714	N/A
Restaurant (1,000 SF)	3.7486	0.7000	--	0.8333	0.7500	N/A
Retail [Specialty] (1,000 SF)	4.4984	0.8400	1.2000	--	0.9000	N/A
Suites Hotel (Rooms)	4.9982	0.9333	1.3333	1.1111	--	N/A
Multi-Family/Apartments (Dwelling Units)	2.7263	0.5091	0.7273	0.6061	0.5455	--
Vocation/Trade School (1,000 SF)	0.9779 [1]	N/A	N/A	N/A	N/A	N/A

B. MINIMUM AND MAXIMUM DEVELOPMENT LIMITS FOR EACH LAND USE

LAND USE	MINIMUM DEVELOPMENT OF EACH LAND USE	MAXIMUM DEVELOPMENT OF EACH LAND USE
General Office (1,000 SF)	144 (1,000 SF)	900 (1,000 SF)
Hotel (Rooms)	0 (Rooms)	720 (Rooms)
Restaurant (1,000 SF)	4 (1,000 SF)	16 (1,000 SF)
Retail [Specialty] (1,000 SF)	10 (1,000 SF)	20 (1,000 SF)
Suites Hotel (Rooms)	0 (Rooms)	720 (Rooms)
Multi-Family/Apartments (Dwelling Units)	0 (Dwelling Units)	680 (Dwelling Units)
Vocation/Trade School (1,000 SF)	0 (1,000 SF)	210 (1,000 SF)

C. TRADE-OFF EXAMPLES

EXAMPLE 1: TRADE FROM GENERAL OFFICE TO SPECIALTY RETAIL

Trade 20 (1,000 SF) of General Office for ? (1,000 SF) of Specialty Retail

= 20 (1,000 SF) of General Office x 4.4984 (1,000 SF) of Specialty Retail

= 89.97 (1,000 SF) of Specialty Retail

= 89,970 SF of Specialty Retail

D. SOURCE INFORMATION AND DOCUMENTATION

Trips are net external trips, based upon ITE *Trip Generation*, 6th Edition.

E. FOOTNOTE

[1]: The Vocation/Trade School equivalency rate in this table is the equivalency rate approved (May 13, 2003) in the most recent Development Order amendment (Resolution R03-090).

(new: Resolution No. 98-185; amended: Resolution No. R99-118; Resolution No. 99-230; Resolution No. 03-090; and Resolution No. 04-____)

#105

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

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

May 20, 2003

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

Re: Resolution No. R03-090 - Amending the Development Order for Sunforest (DRI #105)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on May 13, 2003.

We are providing this original for your files.

Sincerely,

Gail M. Letzring / jms

Gail M. Letzring,
Manager, BOCC Records

md
Attachment
Certified Mail #7000 0600 0029 5053 8216
cc: Board files (orig.)
Ethel Hammer, Attorney at Law(orig.ltr.)
Charles Gauthier, Chief, DCA Bureau of State Planning(orig. ltr.)
Susan Fernandez, Assistant County Attorney
John Healy, Senior Planner, Planning & Growth Management
Beth Novak, County Attorney's Office
Jim Glaros, Assistant Chief Deputy, Valuation, Property Appraiser's Office

Resolution No. R03-090

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA ISSUING AN AMENDED AND RESTATED DEVELOPMENT ORDER FOR DRI #105 SUNFOREST

Upon motion the following Resolution was adopted on this 13th day of May, 2003, by a vote of 6 to 0, Commissioner(s) _____ voting "no".

WHEREAS, on February 9, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0035 for Sunforest Development of Regional Impact ("DRI") No. 105 (the "Development Order") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on May 24, 1988, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R88-0162 (Amendment #1); and

WHEREAS August 30, 1988, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R88-0205(Amendment #2); and

WHEREAS July 12, 1989, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R89-0183(Amendment #3); and

WHEREAS March 13, 1990, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R90-0070(Amendment #4); and

WHEREAS July 30, 1991, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R91-0179(Amendment #5); and

WHEREAS February 21, 1995, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R95-040(Amendment #6); and

WHEREAS October 7, 1997, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R97-248(Amendment #7); and

WHEREAS September 8, 1998, the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R98-185(Amendment #8); and

WHEREAS June 22, 1999 and the Board of County Commissioners approved an amendment to the Development Order by Resolution No. R99-118(Amendment #9); and

WHEREAS November 16, 1999 the Board of County Commissioners approved amendments to the Development Order, Resolution No. R99-230(Amendment #10); and

WHEREAS, on February 7, 2003, CLW Real Estate Services Group Inc., on behalf of Wells Real Estate Funds, filed a "Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI)", for the Sunforest DRI in accordance with Section 380.06 (19), Florida Statutes (Amendment #11); and

WHEREAS, on March 25, 2003, CLW Real Estate Services Group Inc., on behalf of Wells Real Estate Funds, submitted a letter requesting an additional change to be included in the NOPC to the Sunforest DRI Development Order in accordance with Section 380.06 (19), Florida Statutes; and

WHEREAS, the proposed Amendment #11 requested approval of a revised Map H to add 3.6 acres of land to the DRI and to add "Vocational/Trade School" as a specifically approved land use.

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

I. FINDINGS OF FACT

A. CLW Real Estate Services Group Inc., on behalf of Wells Real Estate Funds, submitted the proposed Amendment #11 to Hillsborough County which requested approval of a revised Map H to add 3.6 acres of land to the DRI and to add "Vocational/Trade School" as a specifically approved land use.

B. A review of the impacts of this proposed Amendment #11 has been conducted by Hillsborough County, the Tampa Bay Regional Planning Council and the Florida Department of Community Affairs.

C. The proposed changes approved herein do not result in any new or additional regional impacts.

II. CONCLUSIONS OF LAW

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

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

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

D. Nothing contained in this Amended and Rested Development Order shall limit or modify the rights originally approved by the Development Order or the protection afforded under Subsection 163.3167(8), Florida Statutes.

E. The Developer's Affidavit of Certification, attached hereto as Exhibit A, affirms that a copy of the Notice of Change has been delivered to all persons as required by law.

F. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.

G. Within thirty (30) days after adoption, a certified copy of this Resolution, together with all exhibits hereto, shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail or other delivery service for which a receipt as proof of service is required, to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and other recipients in accordance with Section 380.06, Florida Statutes.

H. Based on the above findings of fact, the Board of County Commissioners hereby approves the revised Sunforest Development of Regional Impact Map H, dated April 14, 2003, attached as Exhibit B and incorporated herein by reference.

III. GENERAL PROVISIONS

A. This resolution shall constitute the Development Order of Hillsborough County in response to the Application for Development Approval for the Sunforest Development of Regional Impact (ADA).

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

C. All provisions contained within the ADA and Sufficiency Response shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.

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

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

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

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

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

I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order as defined by the criteria of Ch. 380.06(19)(b), Florida Statutes, as amended, or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by Hillsborough County and the Tampa Bay Regional Planning Council shall result in further Development of Regional Impact review pursuant to Chapter 380.06, Florida Statutes, as amended, and may result in Hillsborough County ordering a termination of development activity pending such review.

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

K. The Developer shall file an annual report in accordance with Section 380.06(18), Florida Statutes as amended, and appropriate rules and regulations. The report shall be submitted on Florida Department of Community Affairs Form BLWM-07-85 as amended. Such report shall be due on the anniversary of the effective date of this Development Order for each following year until and including such time as all terms and conditions of this Development Order are

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

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

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

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

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

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

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

M. This Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County and transmittal in accordance with Section 380.06, Florida Statutes (1986).

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. Phase I of the Project ("existing" development as described below) is complete. Development of the remainder of the Project on the property legally described in Exhibit C attached hereto shall proceed in accordance with the following proposed phasing schedule:

YEARS	USE	ANTICIPATED DEVELOPMENT PROGRAM (GROSS SQ. FT.)*	PEAK HOUR TRIPS (Cumulative) AM	PM
Phase I (existing)	Office	184,000	340	318
Phase II 2004	Office Hotel Restaurant Specialty Retail Suites Hotel Multi-Family Vocational/Trade School	630,000 200 rooms 8,000 20,000 0 0 0	1,742	1,671
Phase III 2006	Office Hotel	386,000 100 rooms	2,280	2,113
TOTAL	Office Hotel Retail Suites Hotel Multi-Family	1,200,000 300 rooms 28,000 0 0		

* With respect to the property legally described in Exhibit C, the amount of each of these land uses is subject to the minimums and maximums shown in Table 1, Equivalency Matrix, contained in Exhibit D of this Development Order, as amended. Each land use may be increased or decreased at the election of the Developer in accordance with the Equivalency Matrix.

For purposes of this Order, a phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase. Development of Phase II may occur anywhere on the site legally described in Exhibit C attached hereto up to a specified intensity threshold calculated for the Project utilizing the Equivalency Matrix attached hereto as Exhibit D. Phase III of the project is subject to further DRI review pursuant to condition IV. B. 2. of the Development Order, as amended.

Thirty (30) days prior to requesting issuance of a building permit for an amount of development that exceeds the stated total for a particular use in the Anticipated Development Program, the Developer shall provide written notice to the County, DCA and TBRPC that it intends to utilize the Equivalency Matrix for the proposed development. The written notice shall contain the technical analysis supporting the claim that the proposed exchange will not cause the total amount of any particular approved land use to exceed the maximum amount shown in the Equivalency Matrix. The proposed exchange shall not be subject to additional DRI review by the County, DCA or TBRPC provided the requested development does not cause the total amount of any particular approved land use

to exceed the maximum amount shown in the Equivalency Matrix. Changes in the development program that are made through an exchange shall be reported individually and cumulatively in the next DRI Annual Report and the cumulative effects of such changes shall be considered should a later change to this DRI be requested.

If the Developer elects to change the proposed phasing schedule, he shall submit said changes to the County for review and approval as required by law which approval shall not be withheld if the terms of this order are otherwise fully complied with.

The Developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour. The monitoring program will be started when the equivalent of 400,000 square feet of Office Use in Phase II has been constructed, or upon completion of the proposed parking lot located on the "Fourth Addition", which ever occurs first, and will continue until buildout. If the traffic volumes exceed those projected in Phases I and II, as revised (cumulatively 1,671 PM trips), a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

(a) All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above, it will be included in the previous annual report submitted prior to the anticipated exceedance.

(b) If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further certificates of occupancy or building permits shall be issued until the required information has been submitted to and approved by Hillsborough County.

2. This Development Order shall remain in effect for a period up to and including FEBRUARY 24, 2007.

3. The development shall not be subject to down-zoning, or intensity reduction until FEBRUARY 24, 2007, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

(amended: Resolution No. R88-0205; Resolution No. R90-0070; Resolution No. R91-0179; Resolution No. R95-040; Resolution No. R97-248; Resolution No. R98-185; Resolution No. R99-118; and Resolution No. R03- 090

B. Transportation

1. The Developer at this option, shall select one of the following options to mitigate the project's transportation impact:

a. Option 1

(1) No Building Permits shall be issued for Phase II until funding commitments are secured from responsible entities for improvement/implementation of the roadways listed below in (a) – (b).

a. The intersection improvements indicated in Table 1.
b. The link improvements indicated in Table 2.

(2) The Developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour, and on a daily basis. The monitoring program will be started when Phase II is 50 percent complete and will continue until build-out. If the traffic volumes exceed these projected in the Application, as revised, for Phase II, a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

(a) All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above will be included in the previous annual report submitted prior to the anticipated exceedance.

(b) If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further certificates of occupancy or building permits shall be issued until the required information has been submitted to and approved by Hillsborough County.

Table 1. Intersection Improvements Needed for Phase II (1989)

Intersection	Level of Service with Project	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
Hillsborough/Hanley	E	15.1	SB: Add RT Lane EB: Add LT Lane WB: Add RT Lane
Hillsborough/George	E	30.1	EB: Add Thru Lane WB: Add Thru Lane
Hillsborough/Benjamin	E	17.12	WB: Add Thru Lane EB: Add LT Lane
Eisenhower/Memorial	E	14.25	NB: Add Thru Lane EB: Add LT Lane
Benjamin/Waters	E	25.5	NB: Add LT Lane EB: Add Thru Lane Add LT Lane WB: Add Thru Lane Add LT Lane

Table 2. Link Improvement Needed for Phase II (1989)

Roadway Link	Level of Service with Project	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
Eisenhower Blvd. (Memorial to Project Entrance Drive)	E	27.8	Widen to six-lane divided arterial
Eisenhower Blvd. (Independence to Courtney Campbell)	E	16.5	Widen to eight-lane divided arterial
Hillsborough Ave. (Hanley to George)	E	20.56	Widen to eight-lane divided arterial
Hillsborough Ave. (Eisenhower to Benjamin)	E	25.23	Widen to six-lane divided arterial
Hillsborough Ave. (Benjamin to Anderson)	E	13.29	Widen to six-lane divided arterial
Hillsborough Ave. (Anderson to Dale Mabry)	E	10.4	Widen to six-lane divided arterial
Benjamin Road (Hillsborough to Waters)	E	27.5	Widen to four-lane divided arterial
Hanley Road (Hillsborough to Waters)	E	25.2	Widen to four-lane divided arterial

(3) The Developer may subphase the project when such subphasing identifies and ties specific amounts of project development (within a phase) to specific regional roadway improvements.

Such subphasing shall be acceptable under the following conditions:

a. TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and
b. Funding commitments for the indicated roadway improvements will be required when the regional roadway operates below daily LOS C or peak hour LOS D and the development contributes 10% or more of the existing daily LOS C or at the existing LOS D peak hour capacity of the facility.
c. A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner.

(amended: Resolution No. R88-0205)

b. Option 2

The capacity and loading of transportation facilities within the Sunforest transportation area, including but not limited to the regional roadways ad intersections referenced in Option 1, shall be limiting factors to construction of Phase II. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area MPO, the FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, as amended, with updated current traffic counts on the above roadways and projections of traffic volumes that will result from the completion of the currently approved project construction plus that to be generated by the next portion of project development which the Developer is seeking to construct. Each updated traffic analysis shall serve to verify the findings of the development DRI-Application traffic analysis (referenced in this report as Option 1) or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways referenced in Option 1 at a satisfactory Level of Service, daily Level of Service C or a peak hour level of Service D. Both the traffic counts and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices and the methodology determined at a traffic methodology meeting of all

appropriate agencies. Prior to any Phase II construction, the County or its designee shall ensure in written findings of fact that the above roadways will operate at or above an average daily Level of Service C or a peak hour level of Service D at the time of completion of such construction.

(amended: Resolution No. R88-0205)

c. Option 3

In lieu of Option 1 or 2 above the Developer may elect Option 3 as set out below. It is the intent of Option 3 to permit the Developer to mitigate its projects' impacts on the substantially impacted, regionally significant roadway network within the project's primary impact area by making the adequate provision provided below for public transportation facilities necessary to accommodate such impacts in the manner provided below. The requirements below have been determined to make adequate provision for the public transportation facilities necessary to accommodate the impacts of Phases I and II of the project on substantially impacted, regionally significant roadways within the project's primary impact area. No satisfactory pipeline project meeting the criteria of TBRPC and DCA exists within the area identified as significantly impacted by project traffic. Therefore, mitigation is being achieved in accordance with Rule 9J-2.0255 (7)(a)(3), Florida Administrative Code. The improvements and other measures set out below have been calculated to benefit the regional roadway network which would be substantially impacted by Phases I and II of the project by providing reasonable assurances that public transportation facilities shall be made available to accommodate the impacts of the Project. The mitigation mechanisms set forth below have been determined to be consistent with Hillsborough County, State of Florida Department of Transportation's ("FDOT") and Department of Community Affair's ("DCA"), the Tampa Bay Regional Planning Council's ("TBRPC") policies, Rule 9J-.0255(7)(a)(3), Florida Administrative Code; and the Tampa Urban Area Metropolitan Planning Organization's ("MPO") Transportation Improvement Plan.

A. It is the intent of this section to permit the Developer to make adequate provision for the public transportation facilities necessary to accommodate the traffic impacts of Phases I and II of the Project by partially funding construction of the widening of a 1.5 mile segment of Hillsborough Avenue from Pistol Range Road to East Double Branch Creek Road from 2-lanes to 6-lanes (FDOT Work No. 7113574 hereafter referred to as "Project No. 7113574"), and,

thereby, to the extent of such funding, enabling FDOT to utilize funds which would otherwise have been expended on Project No. 7113574, to accelerate both right-of-way acquisition for the widening of Hillsborough Avenue between Eisenhower Boulevard and Dale Mabry Highway from its 4-lane undivided configuration to a 6-lane divided configuration and construction of the widening of Hillsborough Avenue between Eisenhower Boulevard and Nebraska Avenue from 4-lanes undivided to 6-lanes divided (hereafter referred to as the "Hillsborough Avenue Improvement". It has been determined that payment of the proportionate share amount to partially fund Project No. 7113574, and acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement will substantially benefit the public. Payment of the proportionate share amounts in the manner provided below is consistent with TBRPC, FDOT, DCA, and Hillsborough County policies regarding mitigation of transportation impacts and complies with Rule 9J-2.0255(7)(a)(3), Florida Administrative Code.

(1) For purposes of this Development Order, Developer's fair share of the costs of the public transportation facilities necessary to accommodate the impacts of Phases I and II of the Project has been calculated to be $573,416 based on the formula set forth in Rule 9J-2.0255, Florida Administrative Code, as interpreted in accordance with DCA, TBRPC, FDOT and Hillsborough County policies.

(2) In order for Developer to partially fund Project No. 7113574, and FDOT accelerate right-of-way acquisition and construction of Hillsborough Avenue Improvement, it will be necessary for FDOT to shift previously committed funds, secure additional funding commitments and reprioritize its Five Year Transportation Plan ("TIP"). To that end, and in order to implement this mitigation measure, it will be further necessary for FDOT and Developer to enter into a joint participation agreement. The purpose of the agreement shall be to establish the framework for expeditiously implementing the Developer's partial funding of Project No. 7113574, and accelerating right-of-way acquisition and construction of the Hillsborough Avenue Improvement. Such agreement shall be entered into between Developer and FDOT within six (6) months of this development order amendment becoming non-appealable. The agreement shall provide, at minimum, that upon its execution:

(a) The Developer shall post, in favor of FDOT, an irrevocable letter of credit, or other performance assurance instrument acceptable to FDOT in an amount equal to the proportionate share amount for Phase I and II of the Project.

(b) In response to the posting of such performance assurance instrument by the Developer, FDOT shall expeditiously shift funds previously allocated to Project No. 7113574 in an amount equal to the proportionate share amount for Phases I and II to right-of-way acquisition for the Hillsborough Avenue Improvement so as to bring such right-of-way acquisition into Fiscal Year 1989-90 through 1993-94 of the TIP. Additionally, FDOT shall diligently exercise its best efforts to take all such actions, including securing additional funding commitments and reprioritizing the TIP as are necessary to maximize acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement.

(c) Upon presentation to the Developer of a fully executed contract for construction of Project No. 7113574, FDOT may draw against said performance assurance instrument for, or alternatively Developer shall pay to FDOT, the full amount of the proportionate share amount for Phases I and II. FDOT shall expeditiously direct said funds toward the costs of constructing Project No. 7113574. Upon receipt of the full amount, FDOT shall release Developer from any and all obligations under said performance assurance instrument.

(d) Upon shifting the funds as set forth in (b) above, and taking such other actions as are necessary accelerate right-of-way acquisition for the Hillsborough Avenue Improvement to Fiscal Years 1989-90 through 1993-94, FDOT shall expeditiously acquire right-of-way for the Hillsborough Avenue Improvement, and shall diligently exercise its best efforts to expeditiously take such further actions as are necessary to maximize acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement.

(3) Building permits shall be withheld until such time as FDOT and Developer enter into the agreement. In the event that the Developer ad FDOT are unable to enter into the agreement within six (6) months of this Development Order becoming non-

appealable, the Development Order shall be amended to provide alternative traffic impact mitigation measures. The time period for entering into the agreement may be extended with concurrence by TBRPC, DCA and Hillsborough County which such concurrence shall not be unreasonably withheld.

(4) Upon payment by Developer to FDOT of the full amount or the proportionate share amount for Phases I and II, and completion of Project No. 7113574, Developer shall be deemed to have fully mitigated the transportation impacts of Phases I and II of the Project on the regionally significant roadway network substantially impacted by the Project. Payment of funds pursuant to this Section shall entitle Developer to full credit or offset against any present or future Hillsborough County impact fees levied for construction of roadway improvement or for acquisition of right-of-way. The amount of the impact fee credit or offset shall be the amount paid by the Developer to FDOT for Project No. 7113574 ($1,588,007), and not the proportionate share amount. The Developer shall not be entitled to a refund from FDOT. The Development shall be entitled to transfer excess impact fee credits or offsets, if any, off site to a private party at buildout of Phase II of the Project and in accordance with the Hillsborough County Consolidated Impact Assessment Program Ordinance, as amended.

(amended: Resolution No. R88-0205; 89-0183; Resolution No. R97-248)

2. Phase III Transportation Impact Mitigation

a. Issuance of building permits for Phase III of the Project shall be based upon further traffic analysis and the Developer's commitment to fund or construct public transportation facility improvements to the impacted regional roadway network as mitigation for Phase III impacts on the regional roadway network in accordance with the law, rules, ordinances, regulations, and policies of DCA, Hillsborough County, FDOT and TBRPC, and amendment of the development order pursuant to Section 380.06(19), Florida Statutes. The Phase III traffic analysis shall be based upon data, assumptions and methodologies agreed to be TBRPC, DCA, FDOT, Hillsborough County, and the Development in a transportation analysis methodology meeting held prior to commencement of the analysis.

b. Notwithstanding (a) above, pipelining will be available as a mechanism for mitigating the impacts of Phase III only if provided for by local or state comprehensive plan, land development regulation or rule, or policy in existence at the time of implementation of specific approval of Phase III. If no pipelining option is provided for by plan, rule or regulations or policy, pipelining shall not be an acceptable mitigation option.

(amended: Resolution No. R88-0205)

3. Right-of-way Dedication

(stricken: Resolution No. R97-248)

a. The Developer shall deed to the County prior to detailed site plan approval upon request of the County, an additional 22 feet on the eastern side of George Road along the western boundary of the site to accommodate a four-lane undivided arterial roadway.

(new: Resolution No. R98-185)

4. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right-of-way dedications and transportation improvements.

5. Mass Transit

a. The Developer shall conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed phase model splits of 1.6%, 1.9%, 1.9% and shall report monitoring results in the annual report.

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

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

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

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

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

6. A pedestrian/bicycle circulation system shall be provided within the project. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System into Sunforest. No detailed site plans shall be approved which do not indicate these systems.

7. The following Traffic Operations conditions shall be applicable to the entire DRI site prior to issuance of additional Certificates of Occupancy:

a. Driveway radii shall be a minimum of 40 feet in size to accommodate single-unit vehicles at all accesses onto the state and county road systems.

b. In the case that the FDOT permits full access onto Hillsborough Avenue directly from the project site:

(1) A 125-foot left-turn lane shall be installed by the Developer on George Road for southbound-to-eastbound left turns into the site.

(2) At a minimum, a 75-foot left-turn lane shall be installed by the developer on Hillsborough Avenue for westbound-to-southbound left turns into the site, subject to Florida Department of Transportation (FDOT) approval.

(3) The on-site accesses at Hillsborough Avenue and at Eisenhower Boulevard shall be constructed as a four-lane section with dual left turn egress lanes, a right-turn lane and one ingress lane, subject to FDOT approval. Construction of the second of the dual left turn egress lanes on Hillsborough Avenue may be delayed until issuance of Phase III Certification of Occupancy.

(4) The access at George Road shall be constructed as a three-lane section with one lane for left-turn egress, one lane for a right-turn egress and one lane for ingress to the site.

(5) If a traffic signal becomes warranted at any project access on Hillsborough Avenue or Eisenhower Boulevard and the Developer can show that such signal will result in minimal adverse impacts to traffic flow on the main road, the Developer shall pay for the design, purchase and installation of the traffic signal including interconnecting the signal to adjacent intersection(s) if required subject to FDOT approval. The traffic signal shall comply with FDOT standards and specifications.

c. In the case that the FDOT does not permit full access onto Hillsborough Avenue on Eisenhower Boulevard directly from the project site:

(1) A 125-foot left-turn lane shall be installed by the Developer on George Road for southbound-to-eastbound left-turn into the site.

(amended: Resolution No. R97-248)

(2)

(stricken: Resolution No. R97-248)

(3)

(stricken: Resolution No. R97-248)

(4) The access at George Road shall be constructed as a three-lane section with one land for left-turn egress, one lane for right-turn egress and one land for ingress to the site.

(5)

(stricken: Resolution No. R97-248)

C. Air Quality

1. An air quality impact analysis and mitigation plan acceptable to the Florida Department of Environmental Protection (FDEP) and the Environmental Protection Commission of Hillsborough County (EPC) shall be required prior to the issuance of any building permits beyond fifty percent of the peak hour trips of Phase II.

D. Wind and Water Erosion

1. The Developer shall undertake the measures referenced on page 13-3 of the Application to reduce fugitive dust and other adverse air emissions during all phases of development. More specifically the Developer shall ensure that at minimum:

a. Permanent vegetation and improvements such as streets, storm sewers or other features of the development capable of carrying stormwater run-off in a safe manner, shall be scheduled for installation to the greatest extent possible before removing the vegetative cover from an area.

b. Where the use of the land does not require removal of trees and other natural vegetation, these shall be retained to the greatest extent possible.

c. Where inadequate vegetation exists, temporary or permanent vegetation shall be established if high erosion potential exists.

d. The smallest practical area of land should be exposed at any one time during development.

e. When land is exposed during development, the exposure should be kept to the shortest practical period of time.

f. Critical areas including steep slopes, highly erodible soils, and areas above existing streams and lakes exposed during construction shall be protected with temporary or permanent vegetation and/or mulching, or other approved protective material or devices.

g. Refuse material shall be disposed of and treated so as not to create a sediment producing area.

h. Sediment ponds (debris basins, desilting basins, or sediment traps) shall be installed and maintained where needed to remove runoff water sediment from land undergoing development.

i. The permanent protective vegetation and structures shall be installed as soon as practical in the development.

j. Cuts and fills shall not create the potential for sedimentation on adjoining properties.

k. Fills shall not encroach upon natural watercourses or constructed channels in a manner so as to create a sedimentation hazard to other property or watercourses.

l. When a pond, either new or existing, is incorporated into a development, the Developer shall note on his plans if the pond is to be used for sediment control and/or retention during construction. If the pond is to be used for sediment control, the Developer will be required to dredge, clean, and grass the pond upon completion of construction of the project. Further, sediment control devices shall be required to protect downstream property during construction.

E. Soils

1. Measures used to overcome the onsite soils limitations shall include but not be limited to those discussed on page 14-4 of the Application.

2. Subsurface soils investigations and foundations studies shall be carried out for each building prior to construction. Foundations shall be constructed in accordance with the recommendation of those studies.

F. Stormwater Management

1. In order to protect water quality, the following parameters shall be included in the Sunforest drainage plan:

   a. The drainage system shall be designed to meet or exceed local, State and Southwest Florida Water Management District (SWFWMD) regulations.
   b. The proposed retention/detention wetland systems shall be designed, constructed, and maintained pursuant to the guidelines of the Stormwater and Lake Systems Maintenance and Design Guidelines (TBRPC, 1978).
   c. Best Management Practices recommended by Hillsborough County shall be adhered to, including a vacuum street cleaning program for parking and roadway areas within the development.
   d. There shall be no net encroachment in the 100-year floodplain area, as delineated on Revised Map C in the Application. (Response to Preliminary Assessment – Round II, and dated December 19, 1986.) Such encroachment shall not result in a significant adverse impact upon pre-development on-site hydrologic storage and/or off-site conveyance.
   e. The stormwater management system shall be designed to maintain the existing hyrdoperiod levels and frequencies, as well as the hydraulic connections between on-site wetlands.
   f. The conveyance criteria for major outfalls passing through the site will be the 50-year conveyance with a foot of freeboard without increasing high water.

2. Prior to the Issuance of any building permits, the Master Drainage Plan for Sunforest shall be submitted to TBRPC for review for consistency with the Application and Council Policy, and to Hillsborough County, Florida Department of Environmental Protection (FDEP) and SWFWMD for approval. The County drainage criteria in existence at the time of construction of the respective project phases are to be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria is more restrictive. If flooding conditions exist downstream of the DRI's outfall, more restrictive design criteria may apply.

3. The Developer is to give all necessary drainage easements to the County as required by the County Stormwater Management Department.

4. The Developer shall be responsible for the maintenance of the on-site drainage facilities.

5. All drainage facilities within the confines of this project and all drainage facilities outside the confines necessary for the proper functioning of this project are to be improved where necessary.

G. Stormwater Quality

1. There shall be no degradation in the quality of stormwater exiting the site due to inadequate treatment by the on-site stormwater management system. The Developer shall provide for surface water quality monitoring as specified below.

(amended: Resolution No. R99-118)

H. Wetlands

1. In order to protect reserved/conserved wetland areas, the following shall be required:

   a. The Developer shall submit a wetland management plan prior to detailed site plan approval to be implemented during construction and after completion of the project. The plan shall address, but not be limited to, the following:

      (1) wetlands to be preserved;
      (2) proposed wetland/lake alterations;
      (3) control of exotic species;
      (4) control of on-site water quality;
      (5) maintenance of natural hydroperiod; and
      (6) methods for wetland restoration/enhancement.

   b. The stormwater drainage system of the project may incorporate wetlands on-site, but no direct discharge from any impervious surface shall be permitted into any wetland which is designated as a "Conservation Area", unless otherwise approved by the Environmental Protection Commission.

2. In the event that any species listed in Sections 39-27 .03-.05, F.A.C. are observed frequenting the site for nesting, feeding, or breeding, proper mitigation measures shall be employed in cooperation with the Florida Game and Fresh Water Fish Commission.

I. Open Space

1. A minimum of 8.9 acres of the site, including detention areas, shall be conserved as open space.

2. Representative stands of each upland vegetation community type listed on page 18-1 of the Application shall be set aside in their natural state in order to maintain natural diversity on the site. No development shall be allowed in these areas which shall be so designated on the General Development Plan. They shall be of sufficient size so as to maintain their natural function. To the maximum extent possible these areas should be located contiguous to other habitats and conserved so as to enhance their value.

3. The land use designations for those portions of the Sunforest site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region, Section 2.701 and 2.702 shall be as designated on the revised General Development Plan submitted to Hillsborough County.

4. The Developer shall be responsible for maintenance of all landscaped and open space areas within the project site.

J. Public Facilities

1. Prior to detailed or commercial site plan approval for Phases II and III of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision or expansion of internal water supply, supply lines, and facilities to service Sunforest. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction which is the subject of such approval. Water saving fixtures shall be utilized in all buildings.

2. Prior to detailed or commercial site plan approval for Phases II and III of the development, the Developer shall ensure provision of fire flows acceptable to Hillsborough County and of any additional firefighting facilities/manpower/ equipment required to serve the phase or subphase which is the subject of such approval beyond that funded by Hillsborough County.

3. Prior to detailed or commercial site plan approval of the development the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision of any wastewater treatment and disposal facilities that will serve that phase of development which is the subject of such approval.

4. Prior to detailed or commercial site plan approval for Phase II and III of the development, the Developer shall provide documentation to the County of a master plan for wastewater collection, treatment and effluent disposal facilities approved by the Utilities Department and permitted by the applicable regulatory agency. No Zoning Compliance Permits shall be issued without a commitment from Hillsborough County or other responsible entity to provide wastewater disposal capacity for the building(s) that are the subject of such application.

5. Prior to detailed or commercial site plan approval for Phases II and III of the development, the Developer shall verify to the satisfaction of Hillsborough County that adequate solid waste disposal, electricity, police and Emergency Management Services capabilities and facilities are available to service that portion of the development which is the subject of such approvals.

6. The Developer shall provide for recovered waste water disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water and Wastewater Utilities take-back policy in effect prior to construction plan approval.

   a) A groundwater monitoring program approved by FDEP and SWFWMD shall be required if treated effluent is disposed of on site.

7. The Developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for landscape and open space irrigation, prior to the issuance of Certificates of Zoning Compliance.

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

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

K. Hazardous Waste

1. Prior to the issuance of Zoning Compliance Permits, to the extent that there is no conflict with adopted local government plans and policies, separate hazardous waste storage areas within the project 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 section 403.703(21) and listed in Title 40 CFR Part 261 as amended). The Developer, its heir, assigns, and transferees shall: (1) provide in the Sunforest covenants a statement that indicates the types of wastes and materials that are to be considered to be hazardous and are to be stored or

disposed of only in specifically designed containers and (2) advise purchasers and leases, and stipulate at the time of purchase or lease that statutes and regulations exist and that penalties may accrue from failure to properly transport, store, handle, and dispose of hazardous wastes materials.

L. Hurricane Evacuation

1. The Developer shall hold discussions and cooperate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, concerning the feasibility of designating the on-site hotel as a public hurricane evacuation shelter. A report on the final outcome of these discussions shall be submitted in the annual report prior to issuances of Certificates of Occupancy for the hotel.

2. The Developer shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure that safe and orderly evacuation of residents and employees when a Level C, D or E evacuation order, (as appropriate), is issued by (1) ordering all buildings closed for the duration of a hurricane evacuation order; (2) flood prone area and measures to be fulfilled in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report.

3. Prior to requesting any development permits which would allow the Developer to convert previously constructed hotel units within the project to multi-family residential use, as permitted by this Development Order, as amended, the Developer shall conduct a study to determine if an adverse regionally significant impact to the hurricane shelter space in the area is triggered by the proposed conversion. The study shall be limited to the specific impact that the proposed conversion will have on hurricane preparedness in terms of the number of units proposed for conversion from hotel to multi-family use. The study shall be prepared in accordance with guidelines provided by Hillsborough County's Emergency Planning Operations, the Planning and Growth Management Department and Rule 9J-2.056, Florida Administrative Code. A final copy of the study shall be submitted to Hillsborough County, DCA and TBRPC for review and approval for the study's conformance with the guidelines provided by Hillsborough County's Emergency Planning Operations, the Planning and Growth Management Department and Rule 9J-2.0256, Florida Administrative Code. In the event that the study identifies any significant adverse regional impact to hurricane preparedness, the Developer shall file an amendment to the Development Order to incorporate any requisite measures. Any required mitigation measures shall be those specifically approved by Hillsborough County's Emergency Planning Operations and TBRPC.

(amended: Resolution No. R98-185)

M. Energy Conservation

1. The energy conservation measures referenced on page 25-3 of the Application shall be complied with by the Developer. The following energy conservation measures shall also be encouraged by the Developer or his assigns:

    a. The use of landscaping and retention of existing vegetation as a means of energy conservation.
    b. The initiation of programs to promote energy conservation by employees, buyers, suppliers and the public.
    c. Reduction in levels of operation of all air conditioning, hearing and lighting systems during non-business hours.
    d. Recycling programs.
    e. The use of energy-efficient cooling, heating and lighting systems.
    f. Installation of innovative energy conservation features such as waste heat recovery or solar power where feasible in project development.
    g. Use of the most energy efficient technology economically feasible in the construction and operation of light industrial/commercial/office facilities the life-cycle costing (to include operation and maintenance costs) in evaluating energy conservation effectiveness.

N. Historical or Archaeological Resources

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

O. Noise

1. At minimum, the abatement measures identified on page 12-10 of the Application or comparable methods of noise abatement shall be implemented.

2. Any deed or title transfers affecting this property shall include notice that the site is in close proximity to the Tampa International Airport and is subject to noise abatement requirements.

P. Equal Opportunity

1. The Developer shall comply with all requirements of the Civil Rights Act. The Developer shall seek, and urge and encourage all contractors and subcontractors to involve minority groups in the development of the project. All office and commercial establishment areas shall be available to all, on a fair and impartial basis.

Q. General

1. Any approval of the Sunforest development shall at minimum, satisfy the provisions of Chapter 380.06(15), Florida Statutes, as amended.

2. Any approval of this development shall require that all the final Developer's commitments set forth in the Application, on pages 23-25 of the TBRPC DRI Report and more specifically on pages 1-3 of the Response to Preliminary Assessment (Round II) be honored, except as they may be superceded by specific terms of the Development Order.

3. Development in areas adjacent to residential areas shall be designed so as to minimize any potential negative effects. Project control shall be accomplished through such techniques as buffering, architectural design and height limitations which shall be indicated on the detail site plan.

4. Maximum building heights shall be 90 feet, except in the SPI-A5 zoning district where the maximum height shall be 70 feet or as set forth by the Airport Zoning Ordinance for Tampa International Airport.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting on May 13, 2003, as the same appears of record in Minute Book 324 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 20th day of May, 2003.

RICHARD AKE
CLERK OF CIRCUIT COURT

BOARD OF COUNTY COMMISSIONERS FLORIDA SEAL HILLSBOROUGH COUNTY

By: Mildred K. Dixon
Deputy

Approved as to Form and
Legal Sufficiency

By:
Assistant County Attorney

EXHIBIT A

CERTIFICATION

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared Tim Butts, to me well known, who being first duly sworn, says upon oath as follows:

1. He is a consultant for CLW Real Estate Services Group, Inc., which has filed a Notice of a Proposed Change to a Previously Approved Development of Regional Impact ("Notification").

2. The aforementioned Notification was filed with Hillsborough County, the State Department of Community Affairs and the Tampa Bay Regional Planning Council as required by law.

Tim Butts

Sworn to and subscribed before me this 14 day of May, 2003 by Tim Butts who is personally known to me.

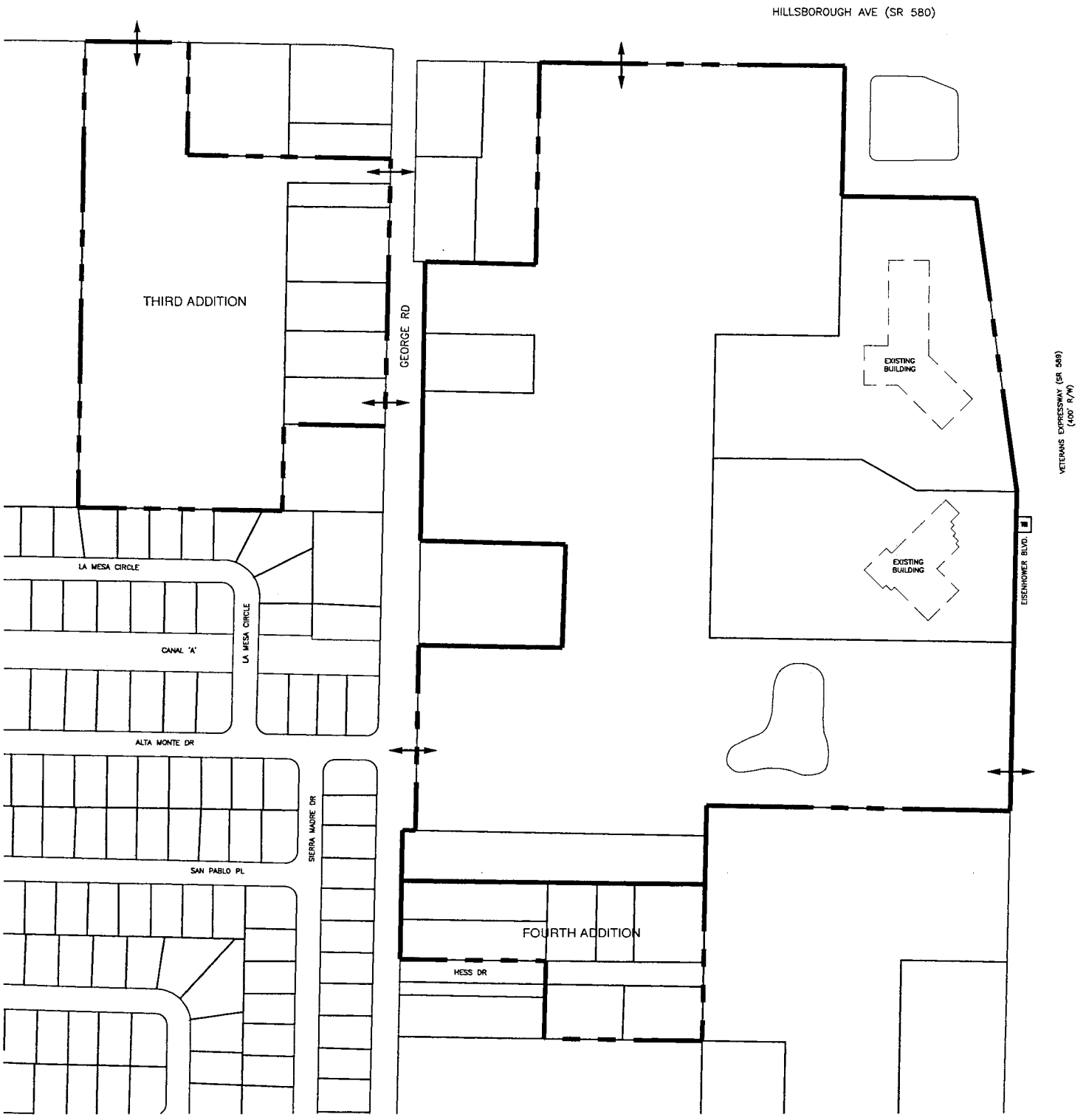
Notary Public

Vivian B. Mathews
(Pint, Type or Stamp)

My Commission Expires:

VIVIAN B. MATHEWS
Notary Public, State of Florida
My comm. exp. Oct. 31, 2006
Comm. No. DD 155270

EXHIBIT B



LEGEND:

DRI BOUNDARY

EXISTING BUILDING

(AMENDED: RESOLUTION NO. R98-185;
RESOLUTION NO. 99-118;
RESOLUTION NO. 03-_____)

GENERAL NOTES:

1. THE PROJECT WILL HAVE ACCESS POINTS TO GEORGE ROAD CONSISTENT WITH APPLICABLE ACCESS MANAGEMENT REQUIREMENTS OF HILLSBOROUGH COUNTY.
2. ANY LAND USES APPROVED BY THE SUNFOREST DEVELOPMENT OF REGIONAL IMPACT DEVELOPMENT ORDER, AS AMENDED, CAN BE LOCATED IN ANY PORTION OF THE DEVELOPMENT.

NORTH

SCALE: 1" = 300'

ENGELHARDT, HAMMER & ASSOCIATES
Planning • Engineering • Landscape Architecture
5444 Bay Center Drive, Suite 122, Tampa, Fl 33609
Telephone 813 282-3855, Fax 813 286-2308

Date Revised: April 14, 2003

MAP H

I:\CAD Project Files - Open\Mainsail Haws_03012\03012_MAP H_03.dwg, 5/14/2003 3:16:27 PM, jmw, Engelhardt, Hammer & Associates, Inc.

EXHIBIT C

A PORTION OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SECTION 6, TOWNSHIP 29 SOUTH, RANGE 18 EAST, AND A PORTION OF LOTS 2 – 10 AND 13 – 20 OF BENJAMIN'S FARMS UNIT NO. 13, AS RECORDED IN PLAT BOOK 27, PAGE 92 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA, TOGETHER WITH VACATED MACKREL AVENUE, ALL BEING FURTHER DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHEAST CORNER OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6; THENCE N. 89°32'36" W., 34.72 FEET, ALONG THE NORTH LINE OF SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6 TO THE WESTERLY RIGHT-OF-WAY LINE OF VETERANS EXPRESSWAY (STATE PROJECT NO. 97102-2302); THENCE, ALONG SAID LINE THE FOLLOWING, S. 02°03'23" E., 84.61 FEET FOR THE POINT OF BEGINNING; THENCE CONTINUE S. 02°03'23" E., 99.36 FEET; THENCE S. 00°58'15" W., 147.05 FEET TO THE SOUTH LINE OF THE NORTH ½ OF THE NORTHEAST ¼ OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6; THENCE ALONG SAID LINE, N. 89°30'51" W., 638.43 FEET TO THE EAST LINE OF THE NORTHWEST ¼ OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6; THENCE, ALONG SAID LINE, S. 00°58'44" W., 66.00 FEET; THENCE N. 89°30'51" W., 616.44 FEET, ALONG A LINE 66.00 FEET SOUTH OF AND PARALLEL WITH THE SOUTH LINE OF THE NORTH ½ OF THE NORTHWEST ¼ OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6 TO THE EASTERLY RIGHT-OF-WAY LINE OF GEORGE ROAD AS RECORDED IN OFFICIAL RECORD BOOK 5809, PAGES 32 – 34 OF THE PUBLIC RECORDS SAID COUNTY; THENCE, ALONG SAID LINE, N. 00°59'13" E., 396.21 FEET TO THE NORTH LINE OF THE SOUTHWEST ¼ OF THE NORTHWEST ¼ OF SAID SECTION 6; THENCE, ALONG SAID LINE, S. 89°32'36" E., 308.01 FEET TO THE EAST LINE OF THE WEST 330.00 FEET OF LOTS 6 AND 7 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, N. 00°59'13" E., 215.79 FEET TO THE NORTH LINE OF THE SOUTH ½ OF LOT 7 OF SAID BENJAMIN'S FARM UNIT N. 13; THENCE, ALONG SAID LINE, N. 89°33'24" W., 308.01 FEET TO THE EAST RIGHT-OF-WAY LINE OF SAID GEORGE ROAD; THENCE, ALONG SAID LINE, N. 00°59'13" E., 317.85 FEET TO THE NORTH LINE OF LOT 9 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, S. 89°34'45" E., 233.40 FEET TO THE EAST LINE OF THE WEST 255.41 FEET OF LOT 10 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, N. 00°59'13" E., 127.18 FEET TO THE SOUTH LINE OF LOTS 19 AND 20 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, N. 89°35'17" W., 233.40 FEET TO THE EAST RIGHT-OF-WAY LINE OF SAID GEORGE ROAD; THENCE, ALONG SAID LINE, N. 00°59'13" E., 150.01 FEET TO THE NORTH LINE OF THE SOUTH 150.00 FEET OF LOTS 19 AND 20 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, S. 89°35'17" E., 233.31 FEET TO THE WEST LINE OF LOT 18 OF SAID BENJAMIN'S FARMS UNIT NO. 13; THENCE, ALONG SAID LINE, N. 00°59'01" E., 421.85 FEET TO THE SOUTH RIGHT-OF-WAY LINE OF HILLSBOROUGH AVENUE (STATE ROAD NO. 580); THENCE, ALONG SAID LINE, S. 89°30'23" E., 643.79 FEET TO THE EAST LINE OF THE WEST 5.58 FEET OF SAID LOT 13; THENCE ALONG SAID LINE S. 00°58'32" W., 265.24 FEET TO THE NORTH LINE OF THE SOUTH ½ OF LOT 13; THENCE ALONG SAID LINE N. 89°36'38" W., 10.20 FEET TO A NON-TANGENT CURVE CONCAVE WESTERLY HAVING A RADIUS OF 165.00 FEET AND THE EASEMENT LINE OF EXHIBIT "D-1" AS RECORDED IN OFFICIAL RECORDS BOOK 8072, PAGES 1077 – 1123 OF THE PUBLIC RECORDS OF SAID COUNTY; THENCE, ALONG SAID LINE THE FOLLOWING, SOUTHERLY ALONG SAID CURVE 64.89 FEET THROUGH A CENTRAL ANGLE OF 22°32'01" (CHORD S. 10°17'29" E., 64.47 FEET); THENCE S. 00°58'32" W., 114.51 FEET; THENCE, LEAVING SAID EASEMENT LINE, N. 89°01'16" W., 263.28 FEET; THENCE S. 00°58'44" W., 330.58 FEET; THENCE S. 89°19'49" E., 9.18 FEET; THENCE S. 00°58'44" W., 294.05 FEET; THENCE S. 89°01'16" E., 306.13 FEET TO THE EASEMENT LINE OF SAID EXHIBIT "D-1"; THENCE, ALONG SAID LINE THE FOLLOWING, S. 17°30'04" W., 47.73 FEET TO A CURVE CONCAVE EASTERLY HAVING A RADIUS OF 30.00 FEET; THENCE SOUTHERLY ALONG SAID CURVE 17.60 FEET THROUGH A CENTRAL ANGLE OF 33°37'12" (CHORD S. 00°41'27" W., 17.35 FEET); THENCE S. 16°07'09" E., 33.73 FEET TO A CURVE CONCAVE WESTERLY HAVING A RADIUS OF 77.00 FEET; THENCE SOUTHERLY ALONG SAID CURVE 26.78 FEET THROUGH A CENTRAL ANGLE OF 19°55'36" (CHORD S. 06°09'21" E., 26.64 FEET); THENCE S. 03°48'27" W., 153.66 FEET TO A CURVE CONCAVE EASTERLY HAVING A

RADIUS OF 268.00 FEET; THENCE SOUTHERLY ALONG SAID CURVE 45.09 FEET THROUGH A CENTRAL ANGLE OF 09°38'21" (CHORD S. 01°00'44" E., 45.03 FEET); THENCE S. 05°49'54" E., 98.85 FEET TO A CURVE CONCAVE NORTHEASTERLY HAVING A RADIUS OF 35.00 FEET; THENCE SOUTHEASTERLY ALONG SAID CURVE 50.88 FEET THROUGH A CENTRAL ANGLE OF 83°17'29" (CHORD S. 47°28'39" E., 46.52 FEET); THENCE S. 89°07'23" E., 35.35 FEET TO A CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 120.00 FEET; THENCE NORTHEASTERLY ALONG SAID CURVE 69.46 FEET THROUGH A CENTRAL ANGLE OF 33°09'54" (CHORD N. 74°17'40" E., 68.50 FEET) TO THE EASEMENT LINE OF EXHIBIT "D-5" AS RECORDED IN OFFICIAL RECORDS BOOK 8072, PAGES 1077 – 1123 OF THE PUBLIC RECORDS OF SAID COUNTY; THENCE, NON-TANGENT FROM SAID CURVE, ALONG SAID EASEMENT LINE THE FOLLOWING, N. 46°18'06" E., 75.00 FEET; THENCE N. 43°41'54" W., 6.5 FEET; THENCE N. 46°18'06" E., 179.77 FEET TO THE POINT OF BEGINNING.

AND

"FIRST ADDITION"

THE WEST 255.41 FEET OF TRACT 10 OF BENJAMIN'S FARM UNIT NO. 13 ACCORDING TO MAP OR PLAT THEREOF, AS RECORDED IN PLAT BOOK 27 ON PAGE 92 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.
AND

"SECOND ADDITION"

THE NORTH HALF OF THE SOUTH HALF OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF THE NORTHWEST QUARTER OF SECTION 6, TOWNSHIP 29 SOUTH, RANGE 18 EAST, LESS 66 FEET ON THE NORTH SIDE OF SAME, BEING IN HILLSBOROUGH COUNTY, FLORIDA.
AND

"THIRD ADDITION"

THE SOUTH 100 FEET OF THE NORTH 635 FEET OF TRACT 1 OF TOM SAWYER SUBDIVISION, ACCORDING TO MAP OR PLAT THEREOF AS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA (O.R. 8341, PG. 1287);
AND
THE SOUTH 150' OF THE NORTH 535' OF TRACT 1 OF TOM SAWYER SUBDIVISION, ACCORDING TO THE MAP OR PLAT THEREOF, RECORDED IN PLAT BOOK 28, PAGE 7 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING 25.75' SOUTH AND 25' WEST OF THE NORTHEAST CORNER OF SECTION 1, TOWNSHIP 29 SOUTH, RANGE 17 EAST, AND RUN FROM THENCE SOUTH 285' ALONG THE GRADED ROAD TO A POINT OF BEGINNING; FROM SAID POINT OF BEGINNING RUN THENCE ALONG THE GRADED ROAD SOUTH 150' TO AN IRON ROD; THENCE SOUTH 214.80' TO AN IRON ROD; THENCE NORTH 150' TO AN IRON ROD; THENCE EAST 214.88' MORE OR LESS TO A POINT OF BEGINNING.;
AND
THE SOUTH 50 FEET OF THE NORTH 385 FEET OF TRACT 1 OF TOM SAWYERS SUBDIVISION ACCORDING TO THE MAP OR PLAT THEREOF RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.;
AND
THE SOUTH 55.00 FEET OF THE NORTH 335.00 FEET OF TRACT 1, TOM SAWYERS SUBDIVISION, AS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.

TRACT 2, TOM SAWYERS SUBDIVISION, AS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA; LESS A PARCEL BEGINNING AT THE NORTHEAST CORNER OF SAID TRACT 2; THENCE SOUTH ALONG THE EAST BOUNDARY A DISTANCE OF 280.00 FEET; THENCE WEST TO THE WEST BOUNDARY OF SAID TRACT 2; THENCE

NORTH ALONG THE WEST BOUNDARY A DISTANCE OF 280.00 FEET TO THE RIGHT-OF-WAY OF STATE ROAD #17 (WEST HILLSBOROUGH AVENUE); THENCE EAST TO THE POINT OF BEGINNING.

TRACT 3, TOM SAWYER SUBDIVISION, AS RECORDED IN PLAT BOOK 28, PAGE 7 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA; LESS ANY PORTION OF SAID LOT CONVEYED TO STATE ROAD RIGHT-OF-WAY BY DEED, IN DEED BOOK 963, PAGE 209, AND RIGHT-OF-WAY CONVEYED BY DELMER R. DAVIS AND JOYCE, O.R. BOOK 3014, PAGE 504, PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.;

AND

THE SOUTH 100 FEET OF THE NORTH 735 FEET OF TRACT 1, OF TOM SAWYERS SUBDIVISION, ACCORDING TO MAP OR PLAT THEREOF, RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.;

AND

THE SOUTH 100 FEET OF THE NORTH 835 FEET OF TRACT 1, TOM SAWYERS SUBDIVISION, ACCORDING TO THE MAP OR PLAT THEREOF, AS THE SAME IS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.

and

"FOURTH ADDITION"

A PORTION OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SECTION 6, TOWNSHIP 29 SOUTH, RANGE 18 EAST, HILLSBOROUGH COUNTY, FLORIDA, BEING FURTHER DESCRIBED AS FOLLOWS: COMMENCE AT THE NORTHEAST CORNER OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6; THENCE N.89°32'36"W., 34.72 FEET, ALONG THE NORTH LINE OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6 TO THE WESTERLY RIGHT-OF-WAY LINE OF VETERANS EXPRESSWAY (STATE PROJECT NO. 97102-2302); THENCE, ALONG SAID LINE THE FOLLOWING, S.02°03'23"E., 183.97 FEET; THENCE S.00°58'15"W., 147.05 FEET TO THE SOUTH LINE OF THE NORTH 1/2 OF THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6; THENCE ALONG SAID LINE, N.89°30'51"W., 638.43 FEET TO THE EAST LINE OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6; THENCE, ALONG SAID LINE, S.00°58'44"W., 165.26 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE S.00°58'44"W., 330.52 FEET; THENCE ALONG THE SOUTH LINE OF THE NORTH 1/4 OF THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6, N.89°28'12"W., 331.61 FEET; THENCE ALONG THE EAST LINE OF THE NORTH 1/4 OF THE WEST 1/2 OF THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6, N.00°57'31"E., 165.17 FEET; THENCE N.89°29'05"W., 306.67 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF GEORGE ROAD; THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE, N.00°56'18"E., 165.09 FEET; THENCE ALONG THE NORTH LINE OF THE SOUTH 1/4 OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 6, S.89°29'59"E., 638.46 FEET TO THE POINT OF BEGINNING.

CONTAINING 3.678 ACRES, MORE OR LESS.

(new; Resolution 98-185, amended; Resolution No. R99-118;Resolution No. 03-090)

EXHIBIT D
EQUIVALENCY MATRIX
SunForest NOPC
(Revised 4/15/03)

Change From: Change To:	Office	Hotel	Restaurant	Retail	Suite Hotel	Vocational/ Trade School
Office	N/A	392 sf/room (0.3917)[3]	7,013sf/ksf (7.0128)[3]	2.646 sf/ksf (2.646)[3]	629 sf/room (629.21)[3]	102 sf/ksf (1.0225)
Hotel	2.55 rooms/ksf (2.5532) [3]	N/A	17.91 rooms/ksf (17.9054)[3]	6.76 rooms/ksf (6.7568)[3]	1.61 rooms/room (1.6077)[3]	NA
Restaurant	143 sf/ksf (0.1426)[3]	56 sf/room (0.0558)[3]	N/A	377 sf/ksf (3.7736)[3]	90 sf/room (89.72)[3]	NA
Retail	378 sf/ksf (0.3779)[3]	148 sf/room (0.1480)[3]	2,650 sf/ksf (2.6500)[3]	N/A	238 sf/room (237.76)	NA
Suites Hotel	1.59 rooms/ksf (1.5893)[3]	0.62 rooms/room (0.6220)[3]	11.15 rooms/ksf (11.1457)[3]	4.21 rooms/ksf (4.2059)[3]	N/A	NA
Multi-Family	1.84 dus/ksf (1.8383)[3]	0.72 dus/room (0.7200)[3]	12.89 dus/ksf (12.8916)[3]	4.86 dus/ksf (4.8648)[3]	0.86 du/room (0.8645)[3]	NA
Vocational/ Trade School	980 sf/ksf (0.9779)	NA	NA	NA	NA	NA

[1] Land Use exchanges are based on net external two-way p.m. peak hour project traffic. Use of this matrix shall be limited to development of Phase II within the property legally described in Exhibit C of the Development Order and shall restrict such development to the following minimums and maximums to ensure that no additional unassessed regionally significant impacts to transportation, water, wastewater, solid waste, and affordable housing will occur.

Land Use	Minimum	Maximum
Office	144,000	900,000 sf
Hotel	0 rooms	720 rooms[4]
Restaurant	4,000 sf	16,000 sf
Retail	10,000 sf	30,000 sf
Suites Hotel	0 rooms	720 rooms[4]
Multi-family	0 dus	680 dus[5]
Vocational/Trade School	0 sf	130,000

[2] Example exchanges:
Add 25,000 Sq. Ft. Office by reducing Hotel
25 ksf ÷ 0.3917 = 63.824; reduce Hotel by 64 rooms
Add 100 dus. Multi-Family by reducing Office
100 dus ÷ 1.8383 = 54.398; reduce Office by 54,398
[3] Actual equivalency factor for use in calculations.
[4] Both the Hotel and the Suites Hotel uses were analyzed as two separate hotels totaling 360 rooms each.

(new: Resolution No. 98-185; amended: Resolution No. R99-118; Resolution No. 99-230; Resolution No. 03-090)

105

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

Clerk to Board of
County Commissioners
County Center, 12th Floor
601 E. Kennedy Blvd.
P.O. Box 1110
Tampa, Florida 33601
Telephone 276-8100, ext. 6730

December 7, 1999

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

Re: Resolution No. R99-230 - Amending the Development Order for the Sunforest Development of Regional Impact (DRI #105)

Dear Mr. Meyer:

Attached is a certified copy of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on December 16, 1999.

We are providing this copy for your files.

Sincerely,

Susan Boleman,
Deputy Clerk, BOCC Records

jg
Attachment
Certified Mail P220536099

cc: Board files (orig.)
J. Thomas Beck, Florida Department of Community Affairs
Ethel D Hammer, Attorney, Englehardt, Hammer & Associates
Susan Fernandez, Senior Assistant County Attorney
Kevin Mineer, Principal Planner, Planning & Growth Management
Beth Novak, County Attorney's Office

Resolution No. R99-230

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA DRI #105 DEVELOPMENT ORDER SUNFOREST

Upon motion of Commissioner Wacksman, seconded by Commissioner Hart, the following Resolution was adopted by a vote of 7 to 0 on this 16th day of November, 1999.

WHEREAS, in April, 1986, Shannon Properties, Inc. ("Shannon"), filed an Application for Development Approval of a Development of Regional Impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes, as amended, and

WHEREAS, said Application proposed construction of an office park on approximately thirty-eight and nine-tenths acres, located in northwestern Hillsborough County, hereinafter referred to as "Sunforest," and

WHEREAS, Sunforest lies within the unincorporated area of Hillsborough County; and

WHEREAS, the Board of County Commissioners, as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, as amended, is authorized and empowered to consider Applications for Development Approval for Developments of Regional Impact and amendments; and

WHEREAS, on February 9, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0035, for Sunforest Development of Regional Impact ("DRI") No. 105, pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on May 24, 1988, August 30, 1988, July 12, 1989, March 13, 1990, July 30, 1991, February 21, 1995, October 7, 1997, September 8, 1998 and June 22, 1999, the Board of County Commissioners approved amendments to the Development Order, Resolutions No. R88-0162, No. R88-0205, No. R89-0183, No. R90-0070, No. R91-0179, No. R95-040, No. R97-248, No. R98-185 and No. R99-118, respectively, pursuant to the provisions of Section 380.06, Florida Statutes (hereinafter the February 9, 1988 Development Order, as amended by the above-referenced amendments, shall be referred to as the "Development Order"); and

WHEREAS, on July 30, 1999, Realty Development Corporation, on behalf of Mainsail Sun Forest, L.P., a Georgia limited partnership, filed a "Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI) Subsection 380.06 (19), Florida Statutes", for the Sunforest DRI in accordance with Section 380.06 (19), Florida Statutes; and

WHEREAS, the NOPC proposed revisions to the Development Order, as more particularly stated in the NOPC; and

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

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

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

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

1. The following Findings of Fact are made:

A. Realty Development Corporation, on behalf of Mainsail Sun Forest, L.P., a Georgia limited partnership, submitted the NOPC to Hillsborough County, which requested revisions to the Development Order, as more particularly stated in the NOPC.

B. A review of the impacts generated by the NOPC has been conducted by Hillsborough County, the Tampa Bay Regional Planning Council and the Department of Community Affairs.

C. The proposed changes approved herein result in no new or additional regional impacts requiring further DRI review.

2. The following Conclusions of Law are made:

A. All statutory procedures have been adhered to and the impacts of the development authorized hereby are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes.

B. Resolutions #R88-0162, R#88-0205, #R89-0183, R90-0070, #R91-0179, #R95-040, #R97-248 #R98-185 and #99-118 are incorporated herein by reference and are hereby reaffirmed in their entirety except as amended herein.

C. Nothing herein shall limit the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes.

D. The amendment adopted hereby is consistent with the Comprehensive Plan of Hillsborough County and with applicable land development regulations, and does not unreasonably interfere with the achievement of the objectives of the State Land Development Plan applicable to the area.

E. The amendment of the Development Order as set forth herein, considered cumulatively with all previous amendments, is found not to be a substantial deviation to the previously approved Development Order.

3. Based on the above Findings of Fact and Conclusions of Law, the Board of County Commissioner s hereby amends the Sunforest DRI Development Order as follows:

Exhibit "B-1" of the Sunforest DRI Development Order is hereby amended as provided in Exhibit "B-1" attached hereto and made a part hereof.

4. Except as otherwise provided herein, the previously approved Development Order and amendments thereto shall remain unchanged and in full force and effect.

5. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.

6. This Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes.

7. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the Department of Community Affairs, the Tampa Bay Regional Council and Realty Development Corporation.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting on November 16, 199 9, as the same appears of record in Minute Book 282 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 7th day of December, 1999.

RICHARD AKE

CLERK OF CIRCUIT COURT

By: Mildred K. Dijo
Deputy Clerk

FLORIDA SEAL

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

EXHIBIT "B-1"
EQUIVALENCY MATRIX
SunForest NOPC

Change From: Change To:	Office	Hotel	Restaurant	Retail	Multi-Family
Office	N/A	392 sf/room (0.3917)[3]	7,013sf/ksf (7.0128)[3]	2.646 sf/ksf (2.646)[3]	543 sf/du (543.98)[3]
Hotel	2.55 rooms/ksf (2.5532)[3]	N/A	17.91 rooms/ksf (17.9054)[3]	6.76 rooms/ksf (6.7568)[3]	1.39 rooms/du (1.3888)[3]
Restaurant	143 sf/ksf (0.1426)[3]	56 sf/room (0.0558)[3]	N/A	377 sf/ksf (3.7736)[3]	77 sf/du (77.50)[3]
Retail	378 sf/ksf (0.3779)[3]	148 sf/room (0.1480)[3]	2,650 sf/ksf (2.6500)[3]	N/A	205 sf/du (205.56)
Suites Hotel	1.59 rooms/ksf (1.5893)[3]	0.62 rooms/room (0.6220)[3]	11.15 rooms/ksf (11.1457)[3]	4.21 rooms/ksf (4.2059)[3]	0.86 rooms/du (0.8645)[3]
Multi-Family	1.84 dus/ksf (1.8383)[3]	0.72 dus/room (0.7200)[3]	12.89 dus/ksf (12.8916)[3]	4.86 dus/ksf (4.8648)[3]	N/A

[1] Land Use exchanges are based on net external two-way p.m. peak hour project traffic. Use of this matrix shall be limited to development of Phase II within the property legally described in Exhibit "B-2" of the Development Order and shall restrict such development to the following minimums and maximums to ensure that no additional unassessed regionally significant impacts to transportation, water, wasterwater, solid waste, and affordable housing will occur.

Land Use	Minimum	Maximum
Office	140,000	900,000 sf
Hotel	0 rooms	720 rooms[4]
Restaurant	4,000 sf	16,000 sf
Retail	10,000 sf	30,000 sf
Suites Hotel	0 rooms	720 rooms[4]
Multi-family	0 dus	680 dus

[2] Example exchanges:

Add 25,000 Sq. Ft. Office by reducing Hotel
25 ksf ÷ 0.3917 = 63.824; reduce Hotel by 64 rooms
Add 100 dus. Multi-Family by reducing Office
100 dus ÷ 1.8383 = 54.398; reduce Office by 54,398

[3] Actual equivalency factor for use in calculations.

[4] Both the Hotel and the Suites Hotel uses were analyzed as two separate hotels totaling 360 rooms each.

#105

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

Clerk to Board of
County Commissioners
County Center, 12th Floor
601 E. Kennedy Blvd.
P.O. Box 1110
Tampa, Florida 33601
Telephone 276-8100, ext. 6730

January 7, 2000

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

Re: **Correction to Exhibit "B-1"** Resolution No. R99-230 - Amending the Development Order for Sunforest (DRI #105)

Dear Mr. Meyer:

Exhibit "B-1" of the above referenced resolution was incorrect. Please insert the attached Exhibit "B-1" to the copy of Resolution 99-230 which was forwarded to you on December 9, 1999

We are providing this copy for your files.

Sincerely,

Judith M. Grose

Judith M. Grose,
Senior Manager, BOCC Records

jg
Attachment
Certified Mail P220536111

cc: Board files (orig.)
J. Thomas Beck, Chief, State of Florida Department of Community Affairs
Ethel Hammer, Englehardt, Hammer & Assoc., Inc.
Dave Borisenko, Principal Planner, Planning & Growth Management
Beth Novak, County Attorney's Office
Susan Fernandez, Senior Assistant County Attorney

EXHIBIT "B-1"
EQUIVALENCY MATRIX
SunForest NOPC
(Revised 9/22/99)

Change From: Change To:	Office	Hotel	Restaurant	Retail	Suite Hotel
Office	N/A	392 sf/room (0.3917)[3]	7,013sf/ksf (7.0128)[3]	2.646 sf/ksf (2.646)[3]	629 sf/room (629.21)[3]
Hotel	2.55 rooms/ksf (2.5532)[3]	N/A	17.91 rooms/ksf (17.9054)[3]	6.76 rooms/ksf (6.7568)[3]	1.61 rooms/room (1.6077)[3]
Restaurant	143 sf/ksf (0.1426)[3]	56 sf/room (0.0558)[3]	N/A	377 sf/ksf (3.7736)[3]	90 sf/room (89.72)[3]
Retail	378 sf/ksf (0.3779)[3]	148 sf/room (0.1480)[3]	2,650 sf/ksf (2.6500)[3]	N/A	238 sf/room (237.76)
Suites Hotel	1.59 rooms/ksf (1.5893)[3]	0.62 rooms/room (0.6220)[3]	11.15 rooms/ksf (11.1457)[3]	4.21 rooms/ksf (4.2059)[3]	N/A
Multi-Family	1.84 dus/ksf (1.8383)[3]	0.72 dus/room (0.7200)[3]	12.89 dus/ksf (12.8916)[3]	4.86 dus/ksf (4.8648)[3]	0.86 du/room (0.8645)[3]

[1] Land Use exchanges are based on net external two-way p.m. peak hour project traffic. Use of this matrix shall be limited to development of Phase II within the property legally described in Exhibit "B-2" of the Development Order and shall restrict such development to the following minimums and maximums to ensure that no additional unassessed regionally significant impacts to transportation, water, wasterwater, solid waste, and affordable housing will occur.

Land Use	Minimum	Maximum
Office	~~316,000~~ 144,000	900,000 sf
Hotel	0 rooms	720 rooms[4]
Restaurant	4,000 sf	16,000 sf
Retail	10,000 sf	30,000 sf
Suites Hotel	0 rooms	720 rooms[4]
Multi-family	0 dus	~~585~~ 680 dus[5]

[2] Example exchanges:

Add 25,000 Sq. Ft. Office by reducing Hotel
25 ksf ÷ 0.3917 = 63.824; reduce Hotel by 64 rooms
Add 100 dus. Multi-Family by reducing Office
100 dus ÷ 1.8383 = 54.398; reduce Office by 54,398

[3] Actual equivalency factor for use in calculations.

[4] Both the Hotel and the Suites Hotel uses were analyzed as two separate hotels totaling 360 rooms each.

~~[5] Multi-family units may only be created by reducing the number of Suite Hotel rooms. One Suite Hotel room is equivalent to 0.82 (0.8181 equivalency factor) multi-family units up to the maximum of 585 units.~~

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

#105

Clerk to Board of
County Commissioners
County Center, 12th Floor
601 E. Kennedy Blvd.
P.O. Box 1110
Tampa, Florida 33601
Telephone 276-8100, ext. 6730

July 20, 1999

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

Re: Resolution No. R99-118 - Amending the Development Order for Sunforest (DRI #105)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on June 22, 1999.

We are providing this original for your files.

Sincerely,

Judith M. Grose
Judith M. Grose
Senior Manager, BOCC Records

jg
Attachment
Certified Return Receipt #P220536079

cc: Board files (orig.)
J. Thomas Beck, Florida Department of Community Affairs
Ethel Hammer, Englehardt, Hammer & Associates, Inc.
Dave Borisenko, Principal Planner, Planning & Growth Management
Beth Novak, County Attorney's Office
Susan Fernandez, Senior Assistant County Attorney

RECEIVED
JUL 23 1999
Tampa Bay Regional Planning Council

An Affirmative Action — Equal Opportunity Employer

Resolution No. R99-118

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA DRI #105 DEVELOPMENT ORDER SUNFOREST

Upon motion of Commissioner Scott, seconded by Commissioner Wacksman, the following Resolution was adopted by a vote of 6 to 0 on this 22nd day of June, 1999.

WHEREAS, in April, 1986, Shannon Properties, Inc. ("Shannon"), filed an Application for Development Approval of a Development of Regional Impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statues, as amended, and

WHEREAS, said Application proposed construction of an office park on approximately thirty-eight and nine-tenths acres, located in northwestern Hillsborough County, hereinafter referred to as Sunforest, and

WHEREAS, the described Project lies within the unincorporated area of Hillsborough County; and

WHEREAS, the Board of County Commissioners, as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, as amended, is authorized and empowered to consider Applications for Development Approval for Developments of Regional Impact and amendments; and

WHEREAS, on February 9, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0035 for Sunforest Development of Regional Impact ("DRI") No. 105 (the "Development Order") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on May 24, 1988, August 30, 1988, July 12, 1989, March 13, 1990, July 30, 1991, February 21, 1995, October 7, 1997 and September 8, 1998 the Board of County Commissioners approved amendments to the Development Order, Resolutions No. R88-0162, No. R88-0205, No. R89-0183, No. R90-0070, No. R91-0179, No. R95-040, No. R97-248 and No. R98-185, respectively, pursuant to the provisions of Section 380.06, Florida Statutes (hereinafter the February 9, 1988 Development Order, as amended by the above-referenced amendments, shall be referred to as the "Development Order"); and

WHEREAS, on April 1, 1999, Realty Development Corporation, on behalf of Mainsail Sun Forest, L.P., a Georgia limited partnership, filed a "Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI) Subsection 380.06 (19), Florida Statutes" (the NOPC), for the Sunforest DRI in accordance with Section 380.06 (19), Florida Statutes; and

WHEREAS, the NOPC proposed revisions to the Development Order, as more particularly stated in the NOPC; and

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

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

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

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

1. The following Findings of Fact are made:

A. Realty Development Corporation, on behalf of Mainsail Sun Forest, L.P., a Georgia limited partnership, submitted the NOPC to Hillsborough County, which requested revisions to the Development Order, as more particularly stated in the NOPC.

B. A review of the impacts generated by the NOPC has been conducted by Hillsborough County, the Tampa Bay Regional Planning Council and the Department of Community Affairs.

C. The proposed changes approved herein result in no new or additional regional impacts requiring further DRI review.

2. The following Conclusions of Law are made:

A. All statutory procedures have been adhered to and the impacts of the development authorized hereby are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes.

B. Resolutions #R88-0035, #R88-0162, R#88-0205, #R89-0183, R90-0070, #R91-0179, #R95-040, #R97-248 and #R98-185 are incorporated herein by reference and are hereby reaffirmed in their entirety except as amended herein.

C. Nothing herein shall limit the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes.

D. The amendment adopted hereby is consistent with the Comprehensive Plan of Hillsborough County and with applicable land development regulations, and does not unreasonably interfere with the achievement of the objectives of the State Land Development Plan applicable to the area.

E. The amendment of the Development Order as set forth herein, considered cumulatively with all previous amendments, is found not to be a substantial deviation to the previously approved Development Order.

3. Based on the above Findings of Fact and Conclusions of Law, the Board of County Commissioners hereby amends the Sunforest DRI Development Order as follows:

A. The legal description set forth in Composite Exhibit "A" of the Sunforest DRI Development Order is hereby amended to incorporate the property legally described on Exhibit "A" attached hereto and made a part hereof.

B. Paragraph IV.G. of the Sunforest DRI Development Order is hereby amended as provided in Exhibit "B" attached hereto and made a part hereof.

C. Exhibit "B-1" of the Sunforest DRI Development Order is hereby amended as provided in Exhibit "B-1" attached hereto and made a part hereof.

D. The legal description set forth in Exhibit "B-2" of the Sunforest DRI Development Order is hereby amended as provided in Exhibit "B-2" attached hereto and made a part hereof.

E. The Master Development Plan for Sunforest, Map "H", is hereby replaced by the updated Master Development Plan as provided in Exhibit "C" attached hereto and made a part hereof.

4. Except as otherwise provided herein, the previously approved Development Order and amendments thereto shall remain unchanged and in full force and effect.

5. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.

6. This Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes.

7. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the Department of Community Affairs, the Tampa Bay Regional Council and Realty Development Corporation.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting on June 22, 1999, as the same appears of record in Minute Book 277 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 20th day of July, 1999.

RICHARD AKE

CLERK OF CIRCUIT COURT

By: _____
DEPUTY CLERK

BOARD OF COUNTY COMMISSIONERS FLORIDA SEAL HILLSBOROUGH COUNTY

APPROVED BY COUNTY ATTORNEY

BY _____

Approved As To Form And
Legal Sufficiency.

EXHIBIT "A"

SUNFOREST DRI #105 LEGAL DESCRIPTION ADDENDUM:

AND

"THIRD ADDITION"

THE SOUTH 100 FEET OF THE NORTH 635 FEET OF TRACT 1 OF TOM SAWYER SUBDIVISION, ACCORDING TO MAP OR PLAT THEREOF AS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA (O.R. 8341, PG. 1287);

AND

THE SOUTH 150' OF THE NORTH 535' OF TRACT 1 OF TOM SAWYER SUBDIVISION, ACCORDING TO THE MAP OR PLAT THEREOF, RECORDED IN PLAT BOOK 28, PAGE 7 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING 25.75' SOUTH AND 25' WEST OF THE NORTHEAST CORNER OF SECTION 1, TOWNSHIP 29 SOUTH, RANGE 17 EAST, AND RUN FROM THENCE SOUTH 285' ALONG THE GRADED ROAD TO A POINT OF BEGINNING; FROM SAID POINT OF BEGINNING RUN THENCE ALONG THE GRADED ROAD SOUTH 150' TO AN IRON ROD; THENCE SOUTH 214.80' TO AN IRON ROD; THENCE NORTH 150' TO AN IRON ROD; THENCE EAST 214.88' MORE OR LESS TO A POINT OF BEGINNING.;

AND

THE SOUTH 50 FEET OF THE NORTH 385 FEET OF TRACT 1 OF TOM SAWYERS SUBDIVISION ACCORDING TO THE MAP OR PLAT THEREOF RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.;

AND

THE SOUTH 55.00 FEET OF THE NORTH 335.00 FEET OF TRACT 1, TOM SAWYERS SUBDIVISION, AS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.

TRACT 2, TOM SAWYERS SUBDIVISION, AS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA; LESS A PARCEL BEGINNING AT THE NORTHEAST CORNER OF SAID TRACT 2; THENCE SOUTH ALONG THE EAST BOUNDARY A DISTANCE OF 280.00 FEET; THENCE WEST TO THE WEST BOUNDARY OF SAID TRACT 2; THENCE NORTH ALONG THE WEST BOUNDARY A DISTANCE OF 280.00 FEET TO THE RIGH-OF-WAY OF STATE ROAD #17 (WEST HILLSBOROUGH AVENUE); THENCE EAST TO THE POINT OF BEGINNING.

TRACT 3, TOM SAWYER SUBDIVISION, AS RECORDED IN PLAT BOOK 28, PAGE 7 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA; LESS ANY PORTION OF SAID LOT CONVEYED TO STATE ROAD RIGHT-OF-WAY BY DEED, IN DEED BOOK 963, PAGE 209, AND RIGHT-OF-WAY CONVEYED BY DELMER R. DAVIS AND JOYCE ANN DAVIS, O.R. BOOK 3014, PAGE 504, PUBLIC RECORDS OF HILLSBORUGH COUNTY, FLORIDA.;

AND

THE SOUTH 100 FEET OF THE NORTH 735 FEET OF TRACT 1, OF TOM SAWYERS SUBDIVISION, ACCORDING TO MAP OR PLAT THEREOF, RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.;

AND

THE SOUTH 100 FEET OF THE NORTH 835 FEET OF TRACT 1, TOM SAWYERS SUBDIVISION, ACCORDING TO THE MAP OR PLAT THEREOF, AS THE SAME IS RECORDED IN PLAT BOOK 28, PAGE 7, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.

EXHIBIT "B"

IV. SPECIFIC CONDITIONS

F. Stormwater Quality

1. There shall be no degradation in the quality of stormwater exiting the site due to inadequate treatment by the on-site stormwater management system. The stormwater management system shall be designed and constructed to meet or exceed local, State, and Southwest Florida Water Management District (SWFWMD) regulations. The Developer shall provide for surface water quality monitoring ~~as~~ if required by SWFWMD or any other appropriate agency. ~~specified below.~~

~~a. Stormwater sampling shall be conducted weekly for a month during the wet season and dry season. Should the monitoring indicate that applicable state water quality standards are not being met, all construction within the subbasins where the violation is noted shall cease until the violation is corrected, or if specific construction can be identified as causing the violation, all such activity responsible for the exceedance shall cease until the violation is corrected.~~

~~b. Samples shall immediately be returned to a qualified laboratory for further analysis. Water quality parameters analyzed should include, but not be limited to, the following:~~

~~streamflow (cfs)~~
~~temperature (deg C)~~
~~specific conductance (uohm/cm @ deg C)~~
~~dissolved oxygen (mg/l)~~
~~nutrients~~
- ~~total phosphorous (mg/l)~~
- ~~ortho phosphate (mg/l)~~
- ~~TKN (mg/l)~~
- ~~nitrate/nitrite (mg/l)~~
- ~~ammonia (mg/l)~~

~~total organic carbon (mg/l)~~
~~suspended solids (bm/l)~~
~~biological oxygen demand (mg/l)~~
~~coliform bacteria (MPN)~~
~~oils and greases~~
~~total lead as Pb (ub/l)~~

~~f. All water quality analytical methods and procedures shall be thoroughly documented and should comply with EPC/DER Quality~~

~~Controls Standards and Requirements.~~

~~f. The developer shall provide all results of the bi-annual monitoring to TBRPC in the required annual report, and to the Environmental Protection Commission of Hillsborough County. Annual water quality reports should be provided until project buildout.~~

EXHIBIT "B-1"

EQUIVALENCY MATRIX
SunForest NOPC

Change From: Change To:	Office	Hotel	Restaurant	Retail
Office	N/A	392 sf/room[2] (0.3917)[3]	7,013sf/ksf (7.0128)	2.646 sf/ksf (2.646)
Hotel	2.55 rooms/ksf (2.5532)	N/A	17.91 rooms/ksf (17.9054)	6.76 rooms/ksf (6.7568)
Restaurant	143 sf/ksf (0.1426)	56 sf/room (0.0558)	N/A	377 sf/ksf (3.7736)
Retail	378 sf/ks (0.3779)	148 sf/room (0.1480)	2,650 sf/ksf (2.6500)	N/A
Suites Hotel	1.59 rooms/ksf (1.5893)	0.62 rooms/room (0.6220)	11.15 rooms/ksf (11.1457)	4.21 rooms/ksf (4.2059)
Multi-Family	1.84 dus/ksf (1.8383)	0.72 dus/room (0.7200)	12.89 dus/ksf (12.8916)	4.86 dus/ksf (4.8648)

[1]Land Use exchanges are based on net external two-way p.m. peak hour project traffic. Use of this matrix shall be limited to development of Phase II within the property legally described in Exhibit "B-2" of the Development Order and shall restrict such development to the following minimums and maximums to ensure that no additional unassessed regionally significant impacts to transportation, water, wasterwater, solid waste, and affordable housing will occur.

Land Use	Minimum	Maximum
Office	316,000	900,000 sf
Hotel	0 rooms	720 rooms[4]
Restaurant	4,000 sf	16,000 sf
Retail	10,000 sf	30,000 sf
Suites Hotel	0 rooms	720 rooms[4]
Multi-family	0 dus	~~360~~ 585 dus[5]

[2] Example exchanges:

Add 25,000 Sq. Ft. Office by reducing Hotel
25 ksf ÷ 0.3917 = 63.824; reduce Hotel by 64 rooms
Add 100 dus. Multi-Family by reducing Office
100 dus ÷ 1.8383 = 54.398; reduce Office by 54,398

[3] Actual equivalency factor for use in calculations.

[4] Both the Hotel and the Suites Hotel uses were analyzed as two separate hotels totaling 360 rooms each.

[5] Multi-family units may only be created by reducing the number of Suite Hotel rooms. One Suite Hotel room is equivalent to 0.82 (0.8181 equivalency factor) multi-family units up to the maximum of 585 units.

EXHIBIT "B-2"

A portion of the Southwest ¼ of the Northwest ¼ of Section 6, Township 29 South, Range 18 East, and a portion of Lots 2 – 10 and 13 – 20 of Benjamin's Farms Unit No. 13, as recorded in Plat Book 27, page 92 of the public records of Hillsborough County, Florida, together with vacated Mackrel Avenue, all being further described as follows:

Commence at the Northeast corner of the Southwest ¼ of the Northwest ¼ of said Section 6; thence N. 89°32'36" W., 34.72 feet, along the North line of Southwest ¼ of the Northwest ¼ of said Section 6 to the Westerly right-of-way line of Veterans Expressway (State Project No. 97102-2302); thence, along said line the following, S. 02°03'23" E., 84.61 feet for the point of beginning; thence continue S. 02°03'23" E., 99.36 feet; thence S. 00°58'15" W., 147.05 feet to the South line of the North ½ of the Northeast ¼ of the Southwest ¼ of the Northwest ¼ of said Section 6; thence along said line, N. 89°30'51" W., 638.43 feet to the East line of the Northwest ¼ of the Southwest ¼ of the Northwest ¼ of said Section 6; thence, along said line, S. 00°58'44" W., 66.00 feet; thence N. 89°30'51" W., 616.44 feet, along a line 66.00 feet South of and parallel with the South line of the North ½ of the Northwest ¼ of the Southwest ¼ of the Northwest ¼ of said Section 6 to the easterly right-of-way line of George Road as recorded in Official Record Book 5809, pages 32 – 34 of the public records said County; thence, along said line, N. 00°59'13" E., 396.21 feet to the North line of the Southwest ¼ of the Northwest ¼ of said Section 6; thence, along said line, S. 89°32'36" E., 308.01 feet to the East line of the West 330.00 feet of Lots 6 and 7 of said Benjamin's Farms Unit No. 13; thence, along said line, N. 00°59'13" E., 215.79 feet to the North line of the South ½ of Lot 7 of said Benjamin's Farm Unit N. 13; thence, along said line, N. 89°33'24" W., 308.01 feet to the East right-of-way line of said George Road; thence, along said line, N. 00°59'13" E., 317.85 feet to the North line of Lot 9 of said Benjamin's Farms Unit No. 13; thence, along said line, S. 89°34'45" E., 233.40 feet to the East line of the West 255.41 feet of Lot 10 of said Benjamin's Farms Unit No. 13; thence, along said line, N. 00°59'13" E., 127.18 feet to the South line of Lots 19 and 20 of said Benjamin's Farms Unit No. 13; thence, along said line, N. 89°35'17" W., 233.40 feet to the East right-of-way line of said George Road; thence, along said line, N. 00°59'13" E., 150.01 feet to the North line of the South 150.00 feet of Lots 19 and 20 of said Benjamin's Farms Unit No. 13; thence, along said line, S. 89°35'17" E., 233.31 feet to the West line of Lot 18 of said Benjamin's Farms Unit No. 13; thence, along said line, N. 00°59'01" E., 421.85 feet to the South right-of-way line of Hillsborough Avenue (State Road No. 580); thence, along said line, S. 89°30'23" E., 643.79 feet to the East line of the West 5.58 feet of said Lot 13; thence along said line S. 00°58'32" W., 265.24 feet to the North line of the South ½ of Lot 13; thence along said line N. 89°36'38" W., 10.20 feet to a non-tangent curve concave Westerly having a radius of 165.00 feet and the easement line of Exhibit "D-1" as recorded in Official Records Book 8072, pages 1077 – 1123 of the public records of said County; thence, along said line the following, Southerly along said curve 64.89 feet through a central angle of 22°32'01" (chord S. 10°17'29" E., 64.47 feet); thence S. 00°58'32" W., 114.51 feet; thence, leaving said easement line, N. 89°01'16" W., 263.28 feet; thence S. 00°58'44" W., 330.58 feet; thence S. 89°19'49" E., 9.18 feet; thence S. 00°58'44" W., 294.05 feet; thence S. 89°01'16" E., 306.13 feet to the easement line of said Exhibit "D-1"; thence, along said line the following, S. 17°30'04" W., 47.73 feet to a curve concave Easterly having a radius of 30.00 feet; thence Southerly along said curve 17.60 feet through a central angle of 33°37'12" (chord S. 00°41'27" W., 17.35 feet); thence S. 16°07'09" E., 33.73 feet to a curve concave Westerly having a radius of 77.00 feet; thence Southerly along said curve 26.78 feet through a central angle of 19°55'36" (chord S. 06°09'21" E., 26.64 feet); thence S. 03°48'27" W., 153.66 feet to a curve concave Easterly having a radius of 268.00 feet; thence Southerly along said curve 45.09 feet through a central angle of 09°38'21" (chord S. 01°00'44" E., 45.03 feet); thence S. 05°49'54" E., 98.85 feet to a curve concave Northeasterly having a radius of 35.00 feet; thence Southeasterly along said curve 50.88 feet through a central angle of 83°17'29" (chord S. 47°28'39" E., 46.52 feet); thence S. 89°07'23" E., 35.35 feet to a curve concave Northwesterly having a radius of 120.00 feet; thence Northeasterly along said curve 69.46 feet through a central angle of 33°09'54" (chord N. 74°17'40" E., 68.50 feet) to the easement line of Exhibit "D-5" as recorded in Official Records Book 8072, pages 1077 – 1123 of the public records of said County; thence, non-tangent from said curve, along said easement line the following, N. 46°18'06" E., 75.00 feet; thence N. 43°41'54" W., 6.5 feet; thence N. 46°18'06" E., 179.77 feet to the point of beginning.

And

"FIRST ADDITION"

The West 255.41 feet of Tract 10 of BENJAMIN'S FARM UNIT NO. 13 according to map or plat thereof, as recorded in plat book 27 on page 92 of the Public Records of Hillsborough County, Florida.

And

"SECOND ADDITION"

The North half of the South half of the Northwest Quarter of the Southwest Quarter of the Northwest Quarter of Section 6, Township 29 South, Range 18 East, less 66 feet on the North side of same, being in Hillsborough County, Florida.

And

"THIRD ADDITION"

The South 100 feet of the North 635 feet of Tract 1 of TOM SAWYER SUBDIVISION, according to map or plat thereof as recorded in plat book 28, page 7, of the Public Records of Hillsborough County, Florida (O.R. 8341, PG. 1287);

and

The South 150' of the North 535' of Tract 1 of TOM SAWYER SUBDIVISION, according to the map or plat thereof, recorded in plat book 28, page 7 of the public records of Hillsborough County, Florida, being more particularly described as follows: Beginning 25.75' south and 25' west of the Northeast corner of Section 1, Township 29 South, Range 17 East, and run from thence south 285' along the graded road to a point of beginning; from said point of beginning run thence along the graded road south 150' to an iron rod; thence south 214.80' to an iron rod; thence north 150' to an iron rod; thence east 214.88' more or less to a point of beginning.;

and

The south 50 feet of the North 385 feet of Tract 1 of TOM SAWYERS subdivision according to the map or plat thereof recorded in plat book 28, page 7, of the public records of Hillsborough County, Florida.;

and

The south 55.00 feet of the North 335.00 feet of Tract 1, TOM SAWYERS SUBDIVISION, as recorded in plat book 28, page 7, of the public records of Hillsborough County, Florida.

Tract 2, TOM SAWYERS SUBDIVISION, as recorded in plat book 28, page 7, of the pubic records of Hillsborough County, Florida; less a parcel beginning at the northeast corner of said Tract 2; thence south along the east boundary a distance of 280.00 feet; thence west to the west boundary of said tract 2; thence north along the west boundary a distance of 280.00 feet to the right-of-way of State Road #17 (West Hillsborough Avenue); thence east to the point of beginning.

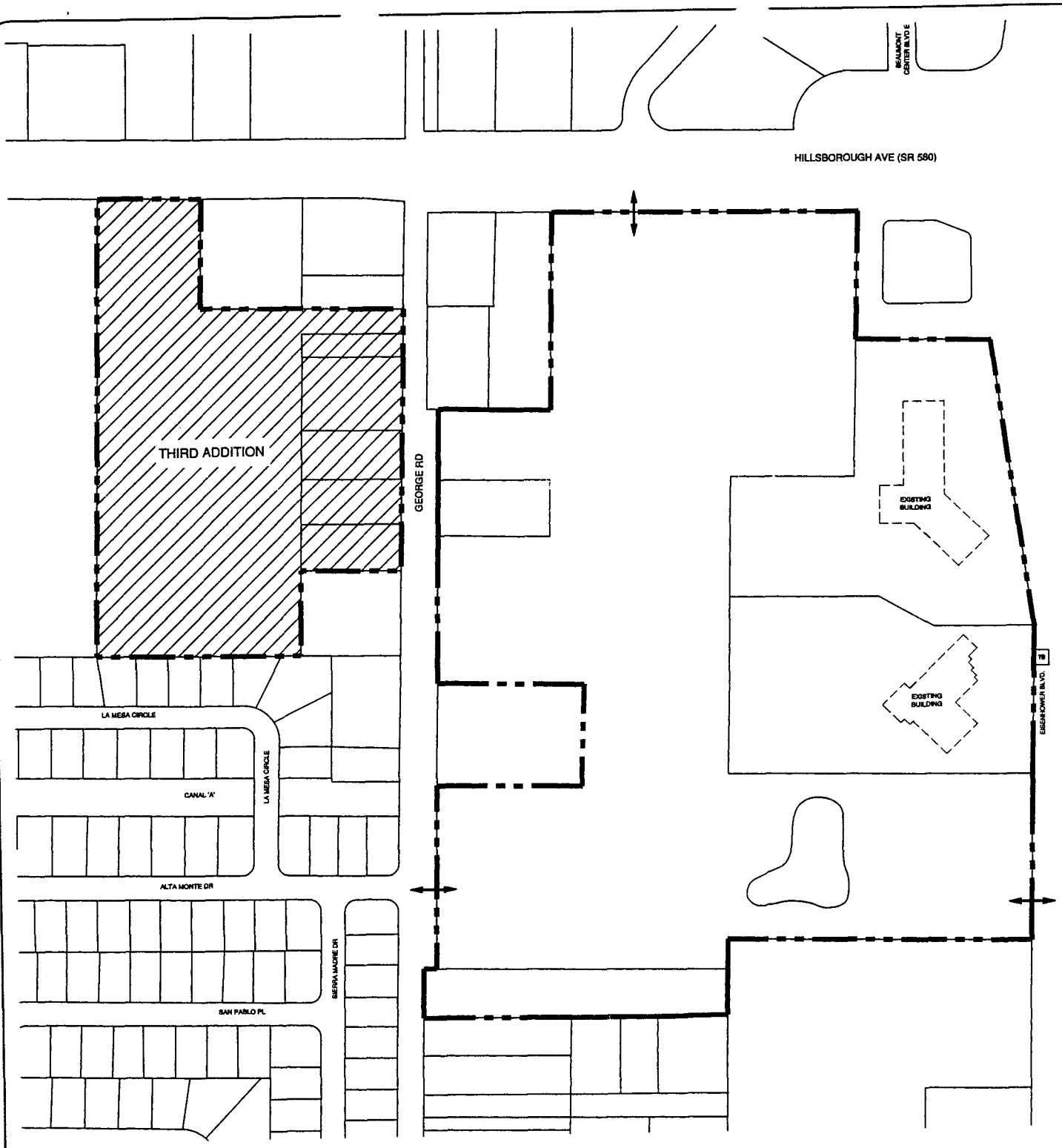
Tract 3, TOM SAWYER SUBDIVISION, as recorded in plat book 28, page 7 of the public records of Hillsborough County, Florida; less any portion of said lot conveyed to state road right-of-way by deed, in Deed Book 963, page 209, and right-of-way conveyed by Delmer R. Davis and Joyce, O.R. Book 3014, page 504, public records of Hillsborough County, Florida.;

and

The south 100 feet of the North 735 feet of Tract 1, of TOM SAWYERS SUBDIVISION, according to map or plat thereof, recorded in Plat Book 28, page 7, of the public records of Hillsborough County, Florida.;

and

The south 100 feet of the North 835 feet of Tract 1, TOM SAWYERS SUBDIVISION, according to the map or plat thereof, as the same is recorded in plat book 28, page 7, of the public records of Hillsborough County, Florida.



LEGEND:

DRI BOUNDARY

EXISTING BUILDING

EXHIBIT C

GENERAL NOTES:

1. THE PROJECT WILL HAVE ACCESS POINTS TO GEORGE ROAD CONSISTENT WITH APPLICABLE ACCESS MANAGEMENT REQUIREMENTS OF HILLSBOROUGH COUNTY.
2. ANY LAND USES APPROVED BY THE SUNFOREST DEVELOPMENT OF REGIONAL IMPACT DEVELOPMENT ORDER, AS AMENDED, CAN BE LOCATED IN ANY PORTION OF THE DEVELOPMENT.

NORTH

SCALE: 1" = 300'

ENGELHARDT, HAMMER & ASSOCIATES
Urban Planning Services
5444 Bay Center Drive, Suite 122, Tampa, FL 33609

Date Revised: March 1999

MAP H

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

Clerk to Board of
County Commissioners
County Center, 12th Floor
601 E. Kennedy Blvd.
P.O. Box 1110
Tampa, Florida 33601
Telephone 276-8100 ext. 6730

October 30, 1998

TIM BUTTS DRI COORDINATOR
TAMPA BAY REGIONAL PLANNING COUNCIL
9455 KOGER BOULEVARD, SUITE 219
ST. PETERSBURG, FL 33702

Re: Resolution No. R98-185 - Amending the Development Order for Sunforest (DRI #105)

Dear Mr. Butts:

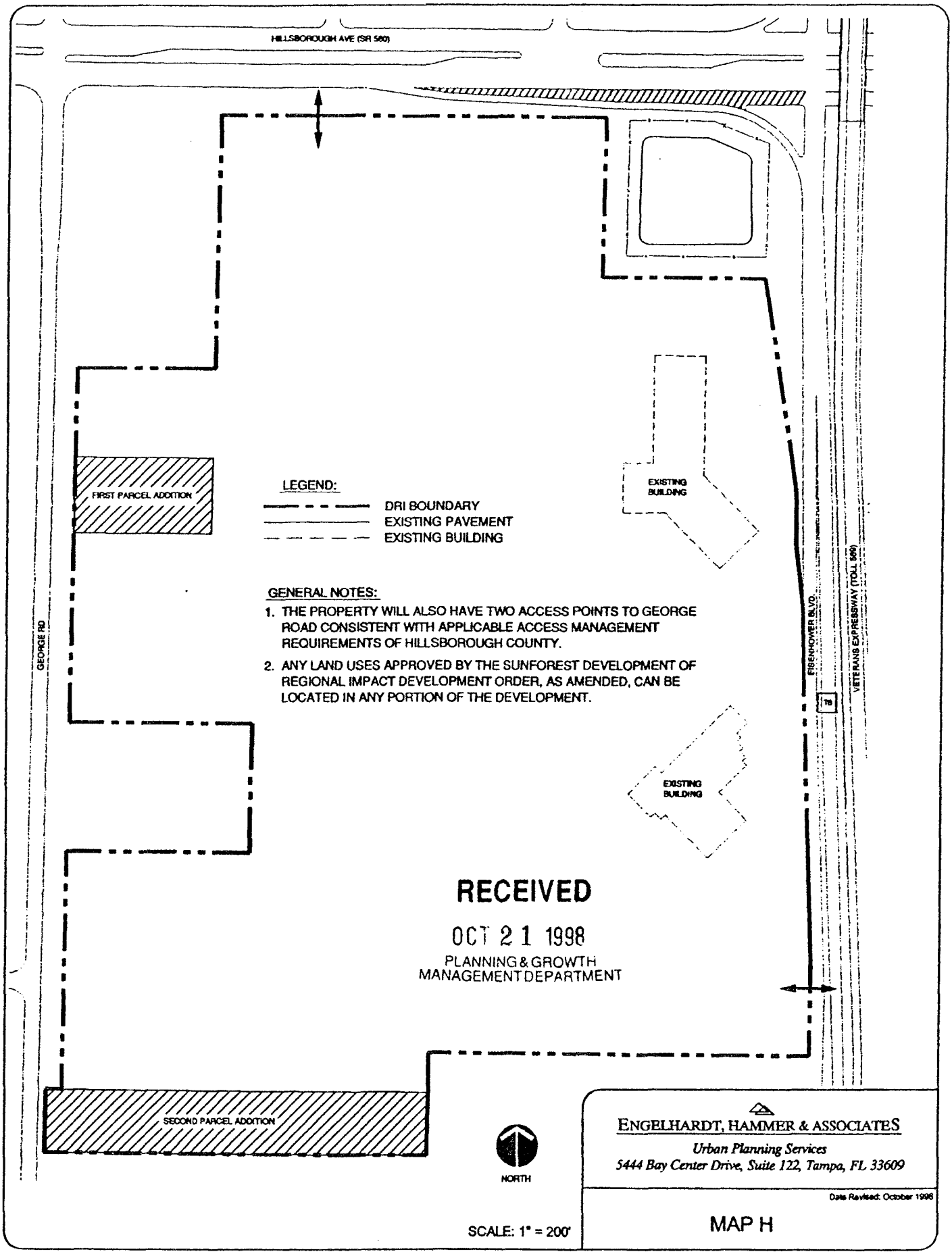
Attached is a corrected copy of map "H," which is attached to the referenced resolution, that was adopted by the Hillsborough County Board of County Commissioners on September 8, 1998. Please replace the map you received in a letter dated September 22, 1998 with the attached map date stamped "October 21, 1998."

We are providing this copy for your files.

Sincerely,

for Linda Fryman
Senior Manager, BOCC Records

LF:SAB
Attachment
Certified Mail
cc: Board files (orig.)
J. Thomas Beck, Florida Department of Community Affairs
Mark Gentry, Esq., Englehart, Hammer, & Assoc.
Susan Fernandez, Senior Assistant County Attorney
Kevin Mineer, Principal Planner, Planning & Growth Management
Beth Novak, County Attorney's Office


HILLSBOROUGH AVE (SR 580)
GEORGE RD
EISENHOWER BLVD.
VETERANS EXPRESSWAY (TOLL 589)
FIRST PARCEL ADDITION
SECOND PARCEL ADDITION
EXISTING BUILDING
EXISTING BUILDING
LEGEND:
DRI BOUNDARY
EXISTING PAVEMENT
EXISTING BUILDING
GENERAL NOTES:
1. THE PROPERTY WILL ALSO HAVE TWO ACCESS POINTS TO GEORGE ROAD CONSISTENT WITH APPLICABLE ACCESS MANAGEMENT REQUIREMENTS OF HILLSBOROUGH COUNTY.
2. ANY LAND USES APPROVED BY THE SUNFOREST DEVELOPMENT OF REGIONAL IMPACT DEVELOPMENT ORDER, AS AMENDED, CAN BE LOCATED IN ANY PORTION OF THE DEVELOPMENT.
RECEIVED
OCT 21 1998
PLANNING & GROWTH
MANAGEMENT DEPARTMENT
NORTH
SCALE: 1" = 200'
ENGELHARDT, HAMMER & ASSOCIATES
Urban Planning Services
5444 Bay Center Drive, Suite 122, Tampa, FL 33609
Date Revised: October 1998
MAP H

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

Clerk to Board of
County Commissioners
County Center, 12th Floor
601 E. Kennedy Blvd.
P.O. Box 1110
Tampa, Florida 33601
Telephone 276-8100, ext. 6730

September 22, 1998

TIM BUTTS DRI COORDINATOR
TAMPA BAY REGIONAL PLANNING COUNCIL
9455 KOGER BOULEVARD, SUITE 219
ST. PETERSBURG, FL 33702

Re: Resolution No. R98-185 - Amending the Development Order for Sunforest (DRI #105)

Dear Mr. Butts:

Attached is an original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on September 8, 1998.

We are providing the original for your files.

Sincerely,

Linda Fryman
Senior Manager, BOCC Records

LF:SAB
Attachment
Certified Mail
cc: Board files (orig.)
Mark Gentry, Esq., Engelhardt, Hammer & Assoc.
J. Thomas Beck, Florida Department of Community Affairs
Susan Fernandez, Senior Assistant County Attorney
Kevin Mineer, Principal Planner, Planning & Growth Management
Beth Novak, County Attorney's Office

Resolution No. R98-185

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA DRI #105 DEVELOPMENT ORDER SUNFOREST

Upon motion of Commissioner Turanchik, seconded by Commissioner Norman, the following Resolution was adopted by a vote of 5 to 0 on this 8th day of September, 1998.

WHEREAS, in April, 1986, Shannon Properties, Inc. ("Shannon"), filed an Application for Development Approval of a Development of Regional Impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statues, as amended, and

WHEREAS, said Application proposed construction of an office park on approximately thirty-eight and nine-tenths acres, located in northwestern Hillsborough County, hereinafter referred to as Sunforest, and

WHEREAS, the described Project lies within the unincorporated area of Hillsborough County; and

WHEREAS, the Board of County Commissioners, as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, as amended, is authorized and empowered to consider Applications for Development Approval for Developments of Regional Impact and amendments; and

WHEREAS, on February 9, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0035 for Sunforest Development of Regional Impact ("DRI") No. 105 (the "Development Order") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on May 24, 1988, August 30, 1988, July 12, 1989, March 13, 1990, July 30, 1991, February 21, 1995 and October 7, 1997, the Board of County Commissioners approved amendments to the Development Order, Resolutions No. R88-0162, No. R88-0205, No. R89-0183, No. R90-0070, No. R91-0179, No. R95-040 and No. R97-248, respectively, pursuant to the provisions of Section 380.06, Florida Statutes (hereinafter the February 9, 1988 Development Order, as amended by the above-referenced amendments, shall be referred to as the "Development Order"); and

WHEREAS, on May 1, 1998, Realty Development Corporation, on behalf of Mainsail Sun Forest, L.P., a Georgia limited partnership, filed a "Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI) Subsection 380.06 (19), Florida Statutes", for the Sunforest DRI in accordance with Section 380.06 (19), Florida Statutes; and

WHEREAS, on August 7, 1998, Realty Development Corporation, on behalf of Mainsail Sun Forest, L.P., a Georgia limited partnership and Carter Sunforest, L.P., a Georgia limited partnership, filed an "Addendum to Notification of a Proposed Change and Response to Comments for the Sunforest DRI # 105", (the Notification and the Addendum to the Notification and Response to Comments are hereinafter referred to as the "NOPC") in accordance with Section 380.06 (19), Florida Statutes; and

WHEREAS, the NOPC proposed revisions to the Development Order, as more particularly stated in the NOPC; and

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

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

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

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

1. The following Findings of Fact are made:

A. Realty Development Corporation, on behalf of Mainsail Sun Forest, L.P., a Georgia limited partnership, and on behalf of Carter Sunforest, L.P., a Georgia limited partnership, submitted the NOPC to Hillsborough County, which requested revisions to the Development Order, as more particularly stated in the NOPC.

B. A review of the impacts generated by the NOPC has been conducted by Hillsborough County, the Tampa Bay Regional Council and the Department of Community Affairs.

C. The proposed changes approved herein result in no new or additional regional impacts requiring further DRI review.

2. The following Conclusions of Law are made:

A. All statutory procedures have been adhered to and the impacts of the development authorized hereby are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes.

B. Resolutions #R88-0162, R#88-0205, #R89-0183, R90-0070, #R91-0179 #R95-040 and #R97-248 are incorporated herein by reference and are hereby reaffirmed in their entirety except as amended herein.

C. Nothing herein shall limit the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes.

D. The amendment adopted hereby is consistent with the Comprehensive Plan of Hillsborough County and with applicable land development regulations, and does not unreasonably interfere with the achievement of the objectives of the State Land Development Plan applicable to the area.

E. The amendment of the Development Order as set forth herein, considered cumulatively with all previous amendments, is found not to be a substantial deviation to the previously approved Development Order.

3. Based on the above Findings of Fact and Conclusions of Law, the Board of County Commissioners hereby amends the Sunforest DRI Development Order as follows:

A. The legal description set forth in Composite Exhibit A of the Sunforest DRI Development Order is hereby amended to incorporate the property legally described on Exhibit "A" attached hereto and made a part hereof.

B. Paragraph IV.A. of the Sunforest Development Order is hereby amended as provided in Exhibit "B" attached hereto and made a part hereof.

C. The Master Development Plan for Sunforest, Map "H", is hereby replaced by the updated Master Development Plan attached hereto.

D. The Development Order is hereby amended to incorporate new paragraphs IV.B.3.a. and IV.L.3. as provided in Exhibit "C" attached hereto and made a part hereof.

4. Except as otherwise provided herein, the previously approved Development Order and amendments thereto shall remain unchanged and in full force and effect.

5. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.

6. This Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes.

7. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the Department of Community Affairs, the Tampa Bay Regional Council and Realty Development Corporation.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting on September 8, 1998, as the same appears of record in Minute Book 268 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 18th day of September, 1998.

RICHARD AKE
CLERK OF CIRCUIT COURT

By: _____
Deputy Clerk

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

EXHIBIT "A"

SUNFOREST DRI #105 LEGAL DESCRIPTION ADDENDUM:

and

"First Addition to Sunforest"

The West 255.41 feet of Tract 10 of BENJAMIN'S FARM UNIT NO. 13 according to map or plat thereof, as recorded in plat book 27 on page 92 of the Public Records of Hillsborough County, Florida.

and

"Second Addition to Sunforest"

The North half of the South half of the Northwest Quarter of the Southwest Quarter of the Northwest Quarter of Section 6, Township 29 South, Range 18 East, less 66 feet on the North side of same, being in Hillsborough County, Florida.

EXHIBIT "B"

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. Phase I of the Project ("existing" development as described below) is complete. Development of the remainder of the Project on the property legally described in Exhibit "B-2" attached hereto shall proceed in accordance with the following proposed phasing schedule:

YEARS	USE	ANTICIPATED DEVELOPMENT PROGRAM (GROSS SQ. FT.)*	PEAK HOUR TRIPS (Cumulative) AM	PM
Phase I (existing)	Office	184,000	340	318
Phase II 2004	Office Hotel Restaurant Specialty Retail Suites Hotel Multi-Family	630,000 200 rooms 8,000 20,000 0 0	1,742	1,671
Phase III 2006	Office Hotel	386,000 100 rooms	2,280	2,113
TOTAL	Office Hotel Retail Suites Hotel Multi-Family	1,200,000 300 rooms 28,000 0 0		

* With respect to the property legally described in Exhibit "B-2", the amount of each of these land uses is subject to the minimums and maximums shown in Table 1, Equivalency Matrix, contained in Exhibit "B-1" of this Development Order, as amended. Each land use may be increased or decreased at the election of the Developer in accordance with the Equivalency Matrix.

For purposes of this Order, a phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase. Development of Phase II may occur anywhere on the site legally described in Exhibit "B-2" attached hereto up to a specified intensity threshold calculated for the Project utilizing the Equivalency Matrix attached hereto as Exhibit "B-1". Phase III of the project is subject to further DRI review pursuant to condition IV. B. 2. of the Development Order, as amended.

Thirty (30) days prior to requesting issuance of a building permit for an amount of development that exceeds the stated total for a particular use in the Anticipated Development Program, the Developer shall provide written notice to the County, DCA and TBRPC that it intends to utilize the Equivalency Matrix for the proposed development. The written notice shall contain the technical analysis supporting the claim that the proposed exchange will not cause the total amount of any particular approved land use to exceed the

maximum amount shown in the Equivalency Matrix. The proposed exchange shall not be subject to additional DRI review by the County, DCA or TBRPC provided the requested development does not cause the total amount of any particular approved land use to exceed the maximum amount shown in the Equivalency Matrix. Changes in the development program that are made through an exchange shall be reported individually and cumulatively in the next DRI Annual Report and the cumulative effects of such changes shall be considered should a later change to this DRI be requested.

If the Developer elects to change the proposed phasing schedule, he shall submit said changes to the County for review and approval as required by law which approval shall not be withheld if the terms of this order are otherwise fully complied with.

The Developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour. The monitoring program will be started when the equivalent of 400,000 square feet of Office Use in Phase II has been constructed and will continue until buildout. If the traffic volumes exceed those projected in Phases I and II, as revised (cumulatively 1,671 PM trips), a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

(a) All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above, it will be included in the previous annual report submitted prior to the anticipated exceedance.
(b) If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further certificates of occupancy or building permits shall be issued until the required information has been submitted to and approved by Hillsborough County.

EXHIBIT "B-1"

EQUIVALENCY MATRIX[1]
SunForest NOPC

Change From: Change To:	Office	Hotel	Restaurant	Retail
Office	N/A	392 sf/room[2] (0.3917)[3]	7,013sf/ksf (7.0128)[3]	2.646 sf/ksf (2.646)[3]
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Suites Hotel	1.59 rooms/ksf (1.5893)[3]	0.62 rooms/room (0.6220)[3]	11.15 rooms/ksf (11.1457)[3]	4.21 rooms/ksf (4.2059)[3]
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[1] Land Use exchanges are based on net external two-way p.m. peak hour project traffic. Use of this matrix shall be limited to development of Phase II within the property legally described in Exhibit "B-2" of the Development Order and shall restrict such development to the following minimums and maximums to ensure that no additional unassessed regionally significant impacts to transportation, water, wastewater, solid waste, and affordable housing will occur.

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Restaurant	4,000 sf	16,000 sf
Retail	10,000 sf	30,000 sf
Suites Hotel	0 rooms	720 rooms[4]
Multi-Family	0 dus	360 dus

[2] Examples exchanges:

Add 25,000 Sq. Ft. Office by reducing Hotel
25 ksf ÷ 0.3917 = 63.824; reduce Hotel by 64 rooms
Add 100 dus. Multi-Family by reducing Office
100 dus ÷ 1.8383 = 54.398; reduce Office by 54,398 sf

[3] Actual equivalency factor for use in calculations.

[4] Both the Hotel and the Suites Hotel uses were analyzed as two separate hotels totaling 360 rooms each.

//

EXHIBIT "B-2"

Legal Description of the Mainsail Sun Forest, L.P., and Carter Sunforest, L.P. Parcels

A portion of the Southwest ¼ of the Northwest ¼ of Section 6, Township 29 South, Range 18 East, and a portion of Lots 2 – 10 and 13 – 20 of Benjamin's Farms Unit No. 13, as recorded in Plat Book 27, page 92 of the public records of Hillsborough County, Florida, together with vacated Mackrel Avenue, all being further described as follows:

Commence at the Northeast corner of the Southwest ¼ of the Northwest ¼ of said Section 6; thence N. 89°32'36" W., 34.72 feet, along the North line of Southwest ¼ of the Northwest ¼ of said Section 6 to the Westerly right-of-way line of Veterans Expressway (State Project No. 97102-2302); thence, along said line the following, S. 02°03'23" E., 84.61 feet for the point of beginning; thence continue S. 02°03'23" E., 99.36 feet; thence S. 00°58'15" W., 147.05 feet to the South line of the North ½ of the Northeast ¼ of the Southwest ¼ of the Northwest ¼ of said Section 6; thence along said line, N. 89°30'51" W., 638.43 feet to the East line of the Northwest ¼ of the Southwest ¼ of the Northwest ¼ of said Section 6; thence, along said line, S. 00°58'44" W., 66.00 feet; thence N. 89°30'51" W., 616.44 feet, along a line 66.00 feet South of and parallel with the South line of the North ½ of the Northwest ¼ of the Southwest ¼ of the Northwest ¼ of said Section 6 to the easterly right-of-way line of George Road as recorded in Official Record Book 5809, pages 32 – 34 of the public records said County; thence, along said line, N. 00°59'13" E., 396.21 feet to the North line of the Southwest ¼ of the Northwest ¼ of said Section 6; thence, along said line, S. 89°32'36" E., 308.01 feet to the East line of the West 330.00 feet of Lots 6 and 7 of said Benjamin's Farms Unit No. 13; thence, along said line, N. 00°59'13" E., 215.79 feet to the North line of the South ½ of Lot 7 of said Benjamin's Farm Unit N. 13; thence, along said line, N. 89°33'24" W., 308.01 feet to the East right-of-way line of said George Road; thence, along said line, N. 00°59'13" E., 317.85 feet to the North line of Lot 9 of said Benjamin's Farms Unit No. 13; thence, along said line, S. 89°34'45" E., 233.40 feet to the East line of the West 255.41 feet of Lot 10 of said Benjamin's Farms Unit No. 13; thence, along said line, N. 00°59'13" E., 127.18 feet to the South line of Lots 19 and 20 of said Benjamin's Farms Unit No. 13; thence, along said line, N. 89°35'17" W., 233.40 feet to the East right-of-way line of said George Road; thence, along said line, N. 00°59'13" E., 150.01 feet to the North line of the South 150.00 feet of Lots 19 and 20 of said Benjamin's Farms Unit No. 13; thence, along said line, S. 89°35'17" E., 233.31 feet to the West line of Lot 18 of said Benjamin's Farms Unit No. 13; thence, along said line, N. 00°59'01" E., 421.85 feet to the South right-of-way line of Hillsborough Avenue (State Road No. 580); thence, along said line, S. 89°30'23" E., 643.79 feet to the East line of the West 5.58 feet of said Lot 13; thence along said line S. 00°58'32" W., 265.24 feet to the North line of the South ½ of Lot 13; thence along said line N. 89°36'38" W., 10.20 feet to a non-tangent curve concave Westerly having a radius of 165.00 feet and the easement line of Exhibit "D-1" as recorded in Official Records Book 8072, pages 1077 – 1123 of the public records of said County; thence, along said line the following, Southerly along said curve 64.89 feet through a central angle of 22°32'01" (chord S. 10°17'29" E., 64.47 feet); thence

S. 00°58'32" W., 114.51 feet; thence, leaving said easement line, N. 89°01'16" W., 263.28 feet; thence S. 00°58'44" W., 330.58 feet; thence S. 89°19'49" E., 9.18 feet; thence S. 00°58'44" W., 294.05 feet; thence S. 89°01'16" E., 306.13 feet to the easement line of said Exhibit "D-1"; thence, along said line the following, S. 17°30'04" W., 47.73 feet to a curve concave Easterly having a radius of 30.00 feet; thence Southerly along said curve 17.60 feet through a central angle of 33°37'12" (chord S. 00°41'27" W., 17.35 feet); thence S. 16°07'09" E., 33.73 feet to a curve concave Westerly having a radius of 77.00 feet; thence Southerly along said curve 26.78 feet through a central angle of 19°55'36" (chord S. 06°09'21" E., 26.64 feet); thence S. 03°48'27" W., 153.66 feet to a curve concave Easterly having a radius of 268.00 feet; thence Southerly along said curve 45.09 feet through a central angle of 09°38'21" (chord S. 01°00'44" E., 45.03 feet); thence S. 05°49'54" E., 98.85 feet to a curve concave Northeasterly having a radius of 35.00 feet; thence Southeasterly along said curve 50.88 feet through a central angle of 83°17'29" (chord S. 47°28'39" E., 46.52 feet); thence S. 89°07'23" E., 35.35 feet to a curve concave Northwesterly having a radius of 120.00 feet; thence Northeasterly along said curve 69.46 feet through a central angle of 33°09'54" (chord N. 74°17'40" E., 68.50 feet) to the easement line of Exhibit "D-5" as recorded in Official Records Book 8072, pages 1077 – 1123 of the public records of said County; thence, non-tangent from said curve, along said easement line the following, N. 46°18'06" E., 75.00 feet; thence N. 43°41'54" W., 6.5 feet; thence N. 46°18'06" E., 179.77 feet to the point of beginning.

And

The West 255.41 feet of Tract 10 of BENJAMIN'S FARM UNIT NO. 13 according to map or plat thereof, as recorded in plat book 27 on page 92 of the Public Records of Hillsborough County, Florida.

And

The North half of the South half of the Northwest Quarter of the Southwest Quarter of the Northwest Quarter of Section 6, Township 29 South, Range 18 East, less 66 feet on the North side of same, being in Hillsborough County, Florida.

EXHIBIT "C"

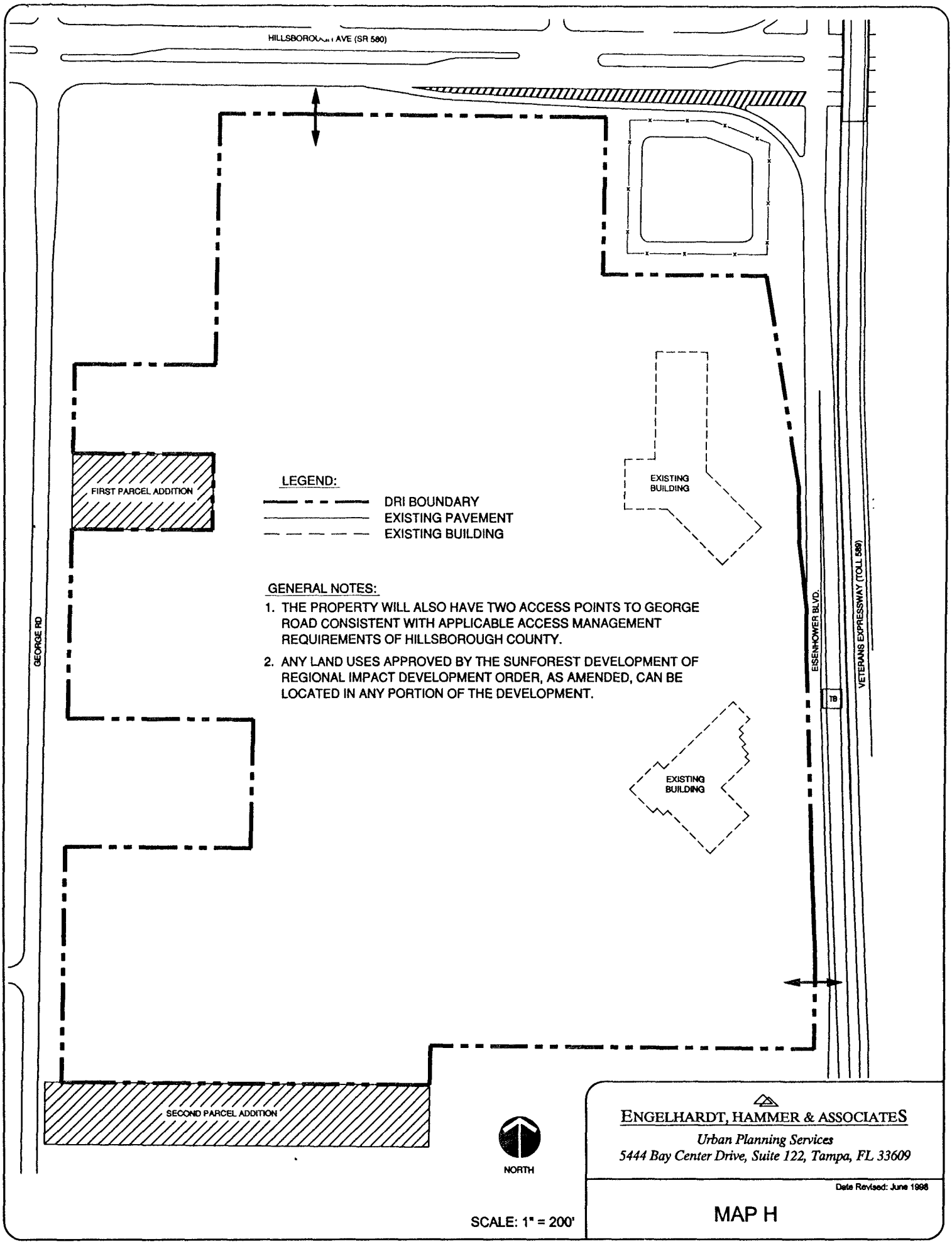
IV. SPECIFIC CONDITIONS

B. 3. Right of Way Dedication

a. The Developer shall deed to the County prior to detailed site plan approval and upon request of the County, an additional 22 feet on the eastern side of George Road along the western boundary of the site to accommodate a four-lane undivided arterial roadway.

L. Hurricane Evacuation

3. Prior to requesting any development permits which would allow the Developer to convert previously constructed hotel units within the project to multi-family residential use, as permitted by this Development Order, as amended, the Developer shall conduct a study to determine if an adverse regionally significant impact to the hurricane shelter space in the area is triggered by the proposed conversion. The study shall be limited to the specific impact that the proposed conversion will have on hurricane preparedness in terms of the number of units proposed for conversion from hotel to multi-family use. The study shall be prepared in accordance with guidelines provided by Hillsborough County's Emergency Planning Operations, the Planning and Growth Management Department and Rule 9J-2.056, Florida Administrative Code. A final copy of the study shall be submitted to Hillsborough County, DCA and TBRPC for review and approval for the study's conformance with the guidelines provided by Hillsborough County's Emergency Planning Operations, the Planning and Growth Management Department and Rule 9J-2.0256, Florida Administrative Code. In the event that the study identifies any significant adverse regional impact to hurricane preparedness, the Developer shall file an amendment to the Development Order to incorporate any requisite measures. Any required mitigation measures shall be those specifically approved by Hillsborough County's Emergency Planning Operations and TBRPC.



ENGELHARDT, HAMMER & ASSOCIATES
Urban Planning Services
5444 Bay Center Drive, Suite 122, Tampa, FL 33609

Date Revised: June 1998

MAP H

LEGAL DESCRIPTION

Sunforest DRI

SURVEY OF:

PARCEL 1: The North ½ of Lot 7 and all of Lots 8 & 9 all in BENJAMIN'S FARMS UNIT No. 13, as per map or plat thereof recorded in Plat Book 27, page 92 of the Public Records of Hillsborough County, Florida, and the North 1/8 of the West ½ of the SW ¼ of the NW ¼ of Section 6, Township 29 South, Range 18 East, Hillsborough County, Florida, less the West 25.0 feet for road right-of-way (George Road).

and

PARCEL 2: Lot 6 and the South ½ of Lot 7 less the Westerly 330 feet all in BENJAMIN'S FARMS UNIT NO. 13, as per map or plat thereof recorded in Plat Book 27, page 92 of the Public Records of Hillsborough County, Florida.

and

PARCEL 3: The South ½ of the North ½ of the NW ¼ of the SW ¼ of the NW ¼ of Section 6, Township 29 South, Range 18 East, Hillsborough County, Florida less the West 25.0 feet for road right-of-way (George Road).

and

PARCEL 4: The North 66 feet of the South ½ of the West ½ of the North ½ of the SW ¼ of the NW ¼ of Section 6, Township 29 South, Range 18 East Hillsborough County, Florida, less the West 25.0 feet for road right-of-way (George Road).

and

PARCEL 5: The North ½ of Lots 14 & 15 less Right-of-way for State Road No. 580 and the North 300 feet of the South ½ of Lots 14 & 15 and the West 5.58 feet of the North ½ of Lot 13 and the West 5.58 feet of the North 300 feet of the South ½ of Lot 13 all in BENJAMIN'S FARMS UNIT No. 13, as per map or plat thereof recorded in Plat Book 27, page 92 of the Public Records of Hillsborough County, Florida.

and

PARCEL 7: The North ½ of the NE ¼ of the SW ¼ of the NW ¼ of Section 6, Township 29 South, Range 18 East, Hillsborough County, Florida, less the East 25.0 feet for road right-of-way (State Road No. 589).

and

PARCEL 8: Lots 16, 17 & 18 less Right-of-way for State Road No. 580; and the South 150 feet of Lots 19 & 20, and the East 383.11 feet of Lot 10 all in BENJAMIN'S FARMS UNIT No. 13, as per map or plat thereof recorded in Plat Book 27, page 92 of the Public Records of Hillsborough County, Florida.

and

PARCEL 9: The South ½ of the North ½ of the NE ¼ of the SW ¼ of the NW ¼ of Section 6, Township 29 South, Range 18 East, Hillsborough County, Florida, less the East 25.0 feet for road right-of-way (State Road 589).

and

PARCEL 10: The vacated right-of-way of Wilder Avenue lying adjacent to and South of Lots 5 & 6 less the West 330.0 feet thereof all in BENJAMIN'S FARMS UNIT No. 13 as per map or plat thereof recorded in Plat Book 27 page 92 of the Public Records of Hillsborough County, Florida. Contains 27.60 acres MOL.

PARCEL 6

Lots 1 to 5, inclusive, and S 1/2 of Lots 11 to 15, inclusive, LESS the North 300 feet of the S 1/2 of Lots 14 and 15, and LESS the North 300 feet of the S 1/2 of the West 5.58 feet of Lot 13, and LESS right of way for State Road condemned in Suit #35554-L, ALL IN BENJAMIN'S FARMS UNIT NO. 13, as per map or plat thereof recorded in Plat Book 27, page 92, of the Public Records of Hillsborough County, Florida.

LEGAL DESCRIPTION (continued)

and

"First Addition"

The West 255.41 feet of Tract 10 of BENJAMIN'S FARM UNIT NO. 13 according to map or plat thereof, as recorded in plat book 27 on page 92 of the Public Records of Hillsborough County, Florida.

and

"Second Addition"

The North half of the South half of the Northwest Quarter of the Southwest Quarter of the Northwest Quarter of Section 6, Township 29 South, Range 18 East, less 66 feet on the North side of same, being in Hillsborough County, Florida.

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

Clerk to Board of
County Commissioners
County Center, 12th Floor
601 E. Kennedy Blvd.
P.O. Box 1110
Tampa, Florida 33601
Telephone 276-2029, ext. 6730

November 4, 1997

TIM BUTTS DRI COORDINATOR
TAMPA BAY REGIONAL PLANNING COUNCIL
9455 KOGER BOULEVARD, SUITE 219
ST. PETERSBURG, FL 33702

Re: Resolution No. R97-248 - Amending the Development Order for Sunforest (DRI #105)

Dear Mr. Butts:

Attached is a certified copy of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on October 7, 1997.

We are providing this copy for your files.

Sincerely,

Linda Fryman
Senior Manager, BOCC Records

LF:SAB
Attachment
Certified Mail
cc: Board files (orig.)
J. Thomas Beck, Florida Department of Community Affairs
Steven Samaha, Esq. - Annis, Mitchell, Cockey, et al
Susan Fernandez, Assistant County Attorney
Gene Boles, Director, Planning & Growth Management
Joe Egozcue, County Attorney's Office

An Affirmative Action — Equal Opportunity Employer

Resolution No. R97-248

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA DRI #105 DEVELOPMENT ORDER SUNFOREST

Upon motion of Commissioner Norman, seconded by Commissioner Hart, the following Resolution was adopted by a vote of 6 to 0 on this 7th day of October, 1997.

WHEREAS, in April, 1986, Shannon Properties, Inc. ("Shannon"), filed an Application for Development Approval of a Development of Regional Impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes, as amended, and

WHEREAS, said Application proposed construction of an office park on approximately thirty-eight and nine-tenths acres, located in northwestern Hillsborough County, hereinafter referred to as Sunforest, and

WHEREAS, the described Project lies within the unincorporated area of Hillsborough County; and

WHEREAS, the Board of County Commissioners, as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, as amended, is authorized and empowered to consider Applications for Development Approval for Developments of Regional Impact and amendments; and

WHEREAS, on February 9, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0035 for Sunforest Development of Regional Impact ("DRI") No. 105 (the "Development Order") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on May 24, 1988, August 30, 1988, July 12, 1989, March 13, 1990, July 30, 1991, and February 21, 1995, the Board of County Commissioners approved amendments to the Development Order, Resolutions No. R88-0162, No. R88-0205, No. R89-0183, No. R90-0070, No. R91-0179, and No. R95-040, respectively, pursuant to the provisions of Section 380.06, Florida Statutes (hereinafter the February 9, 1988 Development Order, as amended by the above-referenced amendments, shall be referred to as the "Development Order"); and

WHEREAS, on March 27, 1997, Britannia Properties filed a "Notification of Proposed Change to a Previously Approved Development of Regional Impact (DRI) Subsection 380.06(19), Florida Statutes", for the Sunforest DRI (the Notification is hereinafter referred to as the "NOPC") in accordance with Section 380.06(19), Florida Statutes; and

WHEREAS, the NOPC proposed revisions to the Development Order, as more particularly stated in the NOPC.

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

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

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

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

1. The following Findings of Fact are made:

A. Britannia Properties submitted the NOPC to Hillsborough County, which requested revisions to the Development Order, as more particularly stated in the NOPC.

B. A review of the impacts generated by the NOPC has been conducted by Hillsborough County, the Tampa Bay Regional Planning Council and the Department of Community Affairs.

C. The proposed changes approved herein result in no new or additional regional impacts requiring further DRI review.

2. The following Conclusions of Law are made:

A. All statutory procedures have been adhered to and the impacts of the development authorized hereby are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes.

B. Resolutions #R88-0162, #R88-0205, #R89-0183, #R90-0070, #R91-0179 and #R95-040 are incorporated herein by reference and are hereby reaffirmed in their entirety except as amended herein.

C. Nothing herein shall limit the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes.

D. The amendment adopted hereby is consistent with the Comprehensive Plan of Hillsborough County and with applicable land development regulations, and does not unreasonably interfere with the achievement of the objectives of the State Land Development Plan applicable to the area.

E. The amendment of the Development Order as set forth herein, considered cumulatively with all previous amendments, is found not to be a substantial deviation to the previously approved Development Order.

3. Based on the above Findings of Fact and Conclusions of Law, the Board of County Commissioners hereby amends the Sunforest DRI Development Order as follows:

A. Paragraph IV.A. of the Sunforest Development Order is hereby amended as provided in Exhibit "A" attached hereto and made a part hereof.

B. The Master Development Plan for Sunforest, Map "H", is hereby replaced by the updated Master Development Plan attached hereto.

C. Paragraph IV.B.1.c.(A)(1) is modified as follows:

"For purposes of this Development Order, Developer's fair share of the costs of public transportation facilities necessary to accommodate the impacts of Phases I and II of the Project has been calculated to be ~~$1,588,007~~ $573,416 based on the formula set forth in rule 9J-2.0255, Florida Administrative Code, as interpreted in accordance with DCA, TBRPC, FDOT and Hillsborough County policies."

D. Paragraph IV.B.1.c.(A)(4) is modified as follows:

"Upon payment by Developer to FDOT of the full amount of the proportionate share amount for Phases I and II, and completion of Project No. 7113574, Developer shall be deemed to have fully mitigated the transportation impacts of Phases I and II of the Project on the regionally significant roadway network substantially impacted by the Project. Payment of funds pursuant to this Section shall entitle Developer to full credit or offset against any present or future Hillsborough County impact fee levied for construction of roadway improvement or for acquisition of right-of-way. The amount of the impact fee credit or offset shall be the amount paid by the Developer to FDOT for Project No. 7113574 ($1,588,007), and not the proportionate share amount. The Developer shall not be entitled to a refund from FDOT. The Developer shall be entitled to transfer excess impact fee credits or offsets, if any, off site to a private party at buildout of Phase II of the Project and in accordance with The Hillsborough County Consolidated Impact Assessment Program Ordinance, as amended."

E. Paragraph IV.B.3.a. is deleted in its entirety as follows:

"~~The Developer shall deed to the County prior to detailed site plan approval and upon request of the County, an additional 22 feet on the eastern side of George Road along the western boundary of the site to accommodate a four-lane undivided arterial roadway.~~"

F. Paragraph IV.B.7.c.(1) is modified as follows:

"~~The developer shall make adequate provision for the improvements necessary to maintain intersection peak hour level of service D at the intersection of Hillsborough Avenue and George Road and at the Eisenhower Boulevard project entrance.~~ A 125-foot left-turn lane shall be installed by the Developer on George Road for southbound-to-eastbound left-turns into the site."

G. Paragraph IV.B.3.b. is deleted in its entirety as follows:

"~~The Developer shall reserve sufficient additional right-of-way along the south side of Hillsborough Avenue and along the west side of Eisenhower Boulevard to accommodate a proposed frontage road for the proposed Northwest Expressway. Additionally, the Developer shall coordinate ingress and egress plans for the project with design of the Expressway in the vicinity and with any modifications to Eisenhower Boulevard or Hillsborough Avenue ensuing therefrom.~~"

H. Paragraph IV.B.3.c. is deleted in its entirety as follows:

"~~The C-3 parcel at the southwest corner of Eisenhower Boulevard and Hillsborough Avenue shall be allowed access through the project if requested by Hillsborough County or FDOT.~~"

I. Paragraph IV.B.7.c.(2) is deleted in its entirety as follows:

"~~At a minimum, a 75-foot left-turn lane shall be installed by the Developer on Hillsborough Avenue for westbound-to-southbound left turns into the site, subject to FDOT approval.~~"

J. Paragraph IV.B.7.c.(3) is deleted in its entirety as follows:

"~~The on-site access at Eisenhower Boulevard shall be constructed as a four-lane section with dual left-turn egress lanes, a right-turn lane, and one ingress lane, subject to FDOT approval. This access shall also include adequate provision for connection to a future frontage road system for the proposed Northwest Expressway.~~"

K. Paragraph IV.B.7.c.(5) is hereby deleted in its entirety as follows:

"~~If a traffic signal becomes warranted at any project access on Eisenhower Boulevard and the Developer can show that such signal will result in minimal adverse impacts to traffic flow on Eisenhower Boulevard, the Developer shall pay for the design, purchase and installation of the traffic signal including interconnecting the signal to adjacent intersection(s), if required, subject to FDOT approval. The traffic signal shall comply with FDOT standards and specifications.~~"

4. Except as otherwise provided herein, the previously approved Development Order and amendments thereto shall remain unchanged and in full force and effect.

5. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.

6. This Resolution shall become effective upon rendition by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes.

7. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the Department of Community Affairs, the Tampa Bay Regional Planning Council and Britannia Properties.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting on October 7, 1997, as the same appears of record in Minute Book 257 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 3rd day of November, 1997.

FLORIDA SEAL

RICHARD AKE
CLERK OF CIRCUIT COURT

BY: _____
Deputy Clerk

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

EXHIBIT "A"

I. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the Project shall proceed in accordance with the following proposed phasing schedule:

YEARS	USE	AMOUNT (gross sq. ft.)	PEAK HOUR TRIPS (cumulative) AM	PM
Phase I (existing)	Office	184,000	340	318
Phase II ~~1997~~ 2004	Office Hotel Restaurant Specialty Retail	630,000 200 rooms 8,000 20,000	1,742	1,671
Phase III ~~1999~~ 2006	Office Hotel	386,000 100 rooms	2,280	2,113
TOTAL	**Office** **Hotel** **Retail**	1,200,000 300 rooms 28,000		

For purposes of this Order, a phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase. Development of Phases II and III may occur anywhere on the site up to a specified intensity threshold which generates the equivalent number of external vehicle trips calculated for the Project parameters in that particular phase.

Prior to requesting issuance of a building permit for an amount of development that exceeds a stated total for a particular use, the Developer shall provide the County with a trip generation statement showing that the total trips generated by the revised use will not exceed the total trips generated herein for each phase.

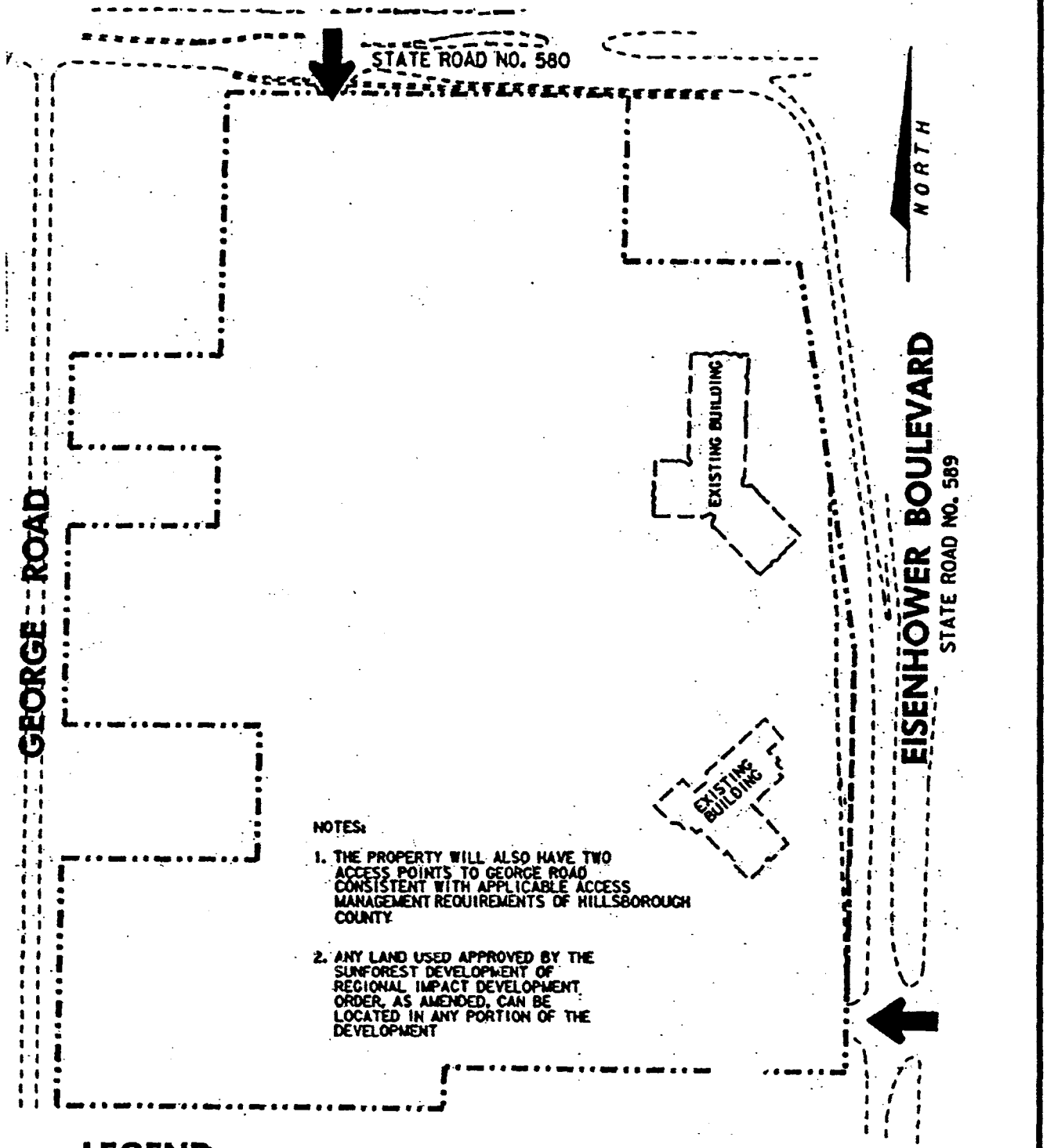
If the Developer elects to change the proposed phasing schedule, he shall submit said changes to the County for review and approval as required by law which approval shall not be withheld if the terms of this order are otherwise fully complied with.

It is the intent of this provision to insure that all prerequisites for each phase of the Project are complied with. Any significant departure in Project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.

2. This Development Order shall remain in effect for a period up to and including FEBRUARY 24, ~~2000~~2007.

3. The development shall not be subject to down-zoning, or intensity reduction until FEBRUARY 24, ~~2000~~2007, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

MAP H



LEGEND

- EXISTING BUILDING
- EXISTING PAVEMENT
- PROPOSED ROAD
- PROPERTY LINE

TAMPA BAY ENGINEERING, inc.
102 WHITING W.
SUITE 400
TAMPA, FL 33612
PH (813) 221-0048

DATE: 10/20/97 TIME: 14:18 SCALE: 1 FILENAME: N:\CAD\2024-00.00\2024-02.00\2024-02.01\HILL-AVE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of Resolution No. R97-248 Amending the Development Order for Sunforest (DRI #105), approved by the Board in its regular meeting of October 7, 1997, as the same appears of record in MINUTE BOOK 257 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 3rd day of November, 1997.

RICHARD AKE, CLERK

BY: _____
Deputy Clerk

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

Clerk to Board of
County Commissioners
County Center, 12th Floor
601 E. Kennedy Blvd
P.O. Box 1110
Tampa, Florida 33601
Telephone 276-2029, ext. 5730

March 16, 1995

TIM BUTTS DRI COORDINATOR
TAMPA BAY REGIONAL PLANNING COUNCIL
9455 KOGER BOULEVARD, SUITE 219
ST. PETERSBURG, FL 33702

Re: Resolution No. R95-040 - Amending the Development Order of Sunforest (DRI #105)

Dear Mr. Butts:

Attached is a certified copy of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on February 21, 1995.

We are providing this copy for your files.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

By: _____
Linda Fryman
Manager, BOCC Records

LF:ADF
Attachment
Certified Mail
cc: Board files (orig.)
J. Thomas Beck, Florida Department of Community Affairs
Cynthia A. Henderson, Esq. -
Annis, Mitchell, Cockey, Edwards & Roehn
Jeanie E. Hanna, Senior Assistant County Attorney
Gene Boles, Director, Planning and Development Management

rendered 3/17/95.
Y.B.

An Affirmative Action — Equal Opportunity Employer

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

Clerk to Board of
County Commissioners
County Center, 12th Floor
601 E. Kennedy Blvd.
P.O. Box 1110
Tampa, Florida 33601
Telephone 276-2029, ext. 6730

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of Resolution No. R95-040 Amending the Development order for Sunforest (DRI #105) approved by the Board in its regular meeting of February 21, 1995, as the same appears of record in MINUTE BOOK 225 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 16th day of March, 1995.

RICHARD AKE, CLERK

By: _____
Deputy Clerk

An Affirmative Action — Equal Opportunity Employer

Resolution No. R95-040

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA DRI #105 DEVELOPMENT ORDER SUNFOREST

Upon motion of Commissioner Turanchik, seconded by Commissioner Hart, the following Resolution was adopted by a vote of 6 to 0; Commissioner(s) _____ voting "No".

WHEREAS, in April, 1986, Shannon Properties, Inc., filed an Application for Development Approval of a Development of Regional Impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes, as amended, and

WHEREAS, said Application proposed construction of an OFFICE PARK on approximately THIRTY-EIGHT AND NINE-TENTHS ACRES, located in NORTHWESTERN Hillsborough County, hereinafter referred to as SUNFOREST, and

WHEREAS, the described Project lies within the unincorporated area of Hillsborough County; and

WHEREAS, the Board of County Commissioners, as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, as amended, is authorized and empowered to consider Applications for Development Approval for Developments of Regional Impact and amendments; and

WHEREAS, on February 9, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0035 for SUNFOREST Development of Regional Impact ("DRI") No. 105 (the "Development Order") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on May 24, 1988, August 30, 1988, July 12, 1989, March 13, 1990, and July 30, 1991, the Board of County Commissioners approved amendments to the Development Order, Resolutions No. R88-0162, No. R88-0205, No. R89-0183, No. R-90-0070, and No. R91-0179, respectively, pursuant to the provisions of Section 380.06, Florida Statutes (hereinafter the February 9, 1988 Development Order, as amended by the above-referenced amendments, shall be referred to as the "Development Order"); and

WHEREAS, on November 15, 1994, SHANNON PROPERTIES, INC., filed a "Notification of Proposed Change to a Previously Approved Development of Regional Impact ("DRI") Subsection 380.06(19), Florida Statutes", for the SUNFOREST DRI (the Notification is hereinafter referred to as the "Notice of Change") in accordance with Section 380.06(19), Florida Statutes; and

WHEREAS, the Notice of Change proposed an extension of the dates of buildout of development of Phases II and III of the Development Order and the effective date of the Development Order, by two years each, as more particularly stated in the Notice of Change.

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

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

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

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

1. The following findings of fact are made:

(a) Shannon Properties, Inc., submitted to Hillsborough County the Notice of Change, attached hereto as Exhibit 1 and incorporated herein, which requested an extension of the date of buildout of development for Phase II and Phase III of the Development Order, and the effective date, each by 2 years (the "Proposed Change").

(b) Shannon Properties, Inc. obtained an amendment to the Development Order on March 13, 1990, Resolution No. R90-0070, which approved an extension of the date of buildout of development of Phase II and Phase III by 2 years and 11 months each (the "1990" Amendment).

(c) Shannon Properties, Inc. obtained an amendment to the Development Order on July 30, 1991, Resolution No. R91-0179, which approved an extension of the date of buildout of development of Phase II and Phase III by 3 years each (the "1991" Amendment).

(d) The Proposed Change, together with the 1990 Amendment and the 1991 Amendment, extend the date of buildout by less than seven years and do not constitute a substantial deviation.

(e) Subsection 380.06(19)(e)4, Florida Statutes, requires that the local government consider the previous and current proposed changes to a Development Order in deciding whether such changes cumulatively constitute a substantial deviation requiring further Development-of-Regional-Impact review.

(f) All statutory procedures have been adhered to.

(g) The findings of fact and conclusions of law made in the original Development Order, and amendments, are incorporated herein by reference, unless in conflict with the provisions of this Amendment to the Development Order or the Notice of Change.

2. Paragraph A. Phasing Schedule and Deadlines, **Section IV. SPECIFIC CONDITIONS,** of the Sunforest Development Order is hereby amended as provided in **Exhibit A** attached hereto and made a part hereof.

3. Except as otherwise provided herein, the previously approved Development Order and amendments thereto shall remain unchanged and in full force and effect.

4. Upon adoption, this Resolution shall be transmitted by Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council and Shannon Properties, Inc.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of February 21, 1995, as the same appears of record in Minute Book 225 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 16th day of March, 1995.

RICHARD AKE
CLERK OF CIRCUIT COURT

BY: Gary Mench
Deputy Clerk

EXHIBIT A

I. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the Project shall proceed in accordance with the following proposed phasing schedule:

Years	Use	Amount (gross sq.ft.)	Peak Hour Trips (cumulative) AM	PM
Phase I (existing)	Office	184,000	340	318
Phase II ~~1995~~ ~~Office~~ 1997	Office Hotel Restaurant Specialty Retail	630,000 200 rooms 8,000 20,000	1,742	1,671
Phase III ~~1997~~ ~~Office~~ 1999	Office Hotel	386,000 100 rooms	2,280	2,113
TOTAL	Office Hotel Retail	1,200,000 300 rooms 28,000		

For purposes of this Order, a phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase. Development of Phases II and III may occur anywhere on the site up to a specified intensity threshold which generates the equivalent number of external vehicle trips calculated for the Project parameters in that particular phase.

Prior to requesting issuance of a building permit for an amount of development that exceeds a stated total for a particular use, the Developer shall provide the County with a trip generation statement showing that the total trips generated by the revised use will not exceed the total trips generated herein for each phase.

If the Developer elects to change the proposed phasing schedule, he shall submit said changes to the County for review and approval as required by law which approval shall not be withheld if the terms of this Order are otherwise fully complied with.

It is the intent of this provision to insure that all prerequisites for each phase of the Project are complied with. Any significant departure in Project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.

2. This Development Order shall remain in effect for a period up to and including FEBRUARY 24, ~~1998~~2000.

3. The development shall not be subject to down-zoning, or intensity reduction until FEBRUARY 24, ~~1998~~2000, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

B:\sunfst95.res

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

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

August 27, 1991

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

Re: Resolution No. R91-0179 - Amendment to Development Order for Sunforest (DRI #105)

Dear Ms. Cooper:

Attached is a certified executed copy of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on July 30, 1991.

We are providing this copy for your files.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

RECEIVED
AUG 30 1991
Tampa Bay Regional Planning Council

By: Judith M. Nichols
Judith M. Nichols
Manager, BOCC Records

JMN:ADF
Attachment
Certified Mail
cc: Board files (1 orig.)
J. Thomas Beck, Florida Department of Community Affairs
Cynthia A. Henderson, Esquire
John Dixon Wall, Chief Assistant County Attorney
Daniel Santos, Community Planner II, Planning and Zoning

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

I, RICHARD AKE, Clerk of the Circuit Court and Ex-Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of February 9,1988 as same appears of record in Minute Book 141 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 7th day of March, 1988.

RICHARD AKE, CLERK

By: Edna L. Fitzpatrick
Deputy Clerk

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

proposed changes to a development order in deciding whether such changes cumulatively constitute a substantial deviation requiring further Development-of-Regional-Impact review.

(d) All statutory procedures have been adhered to.

(e) The findings of fact and conclusions of law made in the original Development Order, and amendments, are incorporated herein by reference, unless in conflict with the provisions of this Amendment to the Development Order or the Notice of Change.

(f) All recitations and findings set forth herein are hereby incorporated herein.

2. Paragraph A. Phasing Schedule and Deadlines, Section IV. SPECIFIC CONDITIONS, of the SUNFOREST Development Order is hereby amended, in part, as follows:

IV SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project shall proceed in accordance with the following phasing schedule:

Years	Use	Amount (gross sq. ft.)	Peak Hour Trips (cumulative) A.M.	P.M.
Phase I (existing)	Office	184,000	340	318
Phase II October 15, 1995	Office	630,000	1,742	1,671
	Hotel	200 Rooms		
	Restaurant	8,000		
	Specialty Retail	20,000		
Phase III October 15, 1997	Office	386,000	2,280	2,113
	Hotel	100 Rooms		
Total	Office	1,200,000		
	Hotel	300 Rooms		
	Retail	28,000		

For purposes of this Order, a phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase. Development of Phases II and III may occur anywhere on the site up to a specified intensity threshold which generates the equivalent number of external vehicle trips calculated for the project parameters in that particular phase.

Prior to requesting issuance of a building permit for an amount of development that exceeds a stated total for a particular use, the Developer shall provide the County with a trip generation statement showing that the total trips generated by the revised use will not exceed the total trips generated herein for each phase.

If the Developer elects to change the proposed phasing schedule, he shall submit said changes to the County for review and approval as required by law which approval shall not be withheld if the terms of this Order are otherwise fully complied with. It is the intent of this provision to insure that all prerequisites for each phase of the project are complied with. Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a

substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.

2. This Development Order shall remain in effect for a period up to and including FEBRUARY 24, 1998. No development shall be approved after expiration of the Development Order. Any development activity for which plans have been submitted to the County for its review and approval prior to the expiration date of this Development Order may be completed in accordance with the requirements of the Development Order, if approved. This Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty (30) days prior to the expiration date of this Order.

3. The development shall not be subject to down-zoning, or intensity reduction until FEBRUARY 24, 1998 unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

a. The Developer's Certification, Exhibit "A", confirming that copies of the Notice of Change have been delivered to all persons as required by law, is incorporated herein.

b. Except as otherwise provided herein, the previously approved Development Order and amendments thereto shall remain unchanged and in full force and effect.

c. Upon adoption, this Resolution shall be transmitted by Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council and Shannon Properties, Inc.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of July, 1991, by Richard A. Ake, Clerk of Circuit Court, and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board as regular meeting of July 30, 1991, as the same appears of record in Minute Book 182 of the Public Records of Hillsborough County, Florida.

Witness my hand and official seal this 27th day of August, 1991.

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

Richard L. Ake,
Clerk of Circuit Court

By: Judith M. Nichols
Deputy Clerk

3552-008-27576

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of Resolution No. R91-0179 Amending the Development Order for Sunforest - DRI No. 105

adopted by the Board in its regular meeting of July 30, 1991, as the same appears of record in MINUTE BOOK 182 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 28th day of August, 1991.

RICHARD AKE, CLERK

BY: Judith M. Nichols
Deputy Clerk

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

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

May 4, 1990

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

Re: Resolution No. R90-0070 - Amending DRI #105 - Development Order for Sunforest

Dear Ms. Cooper:

Enclosed please find a certified executed copy of the referenced resolution, with exhibits, which was adopted by the Hillsborough County Board of County Commissioners on March 13, 1990.

We are providing this copy for your official files.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

By: Judith M. Nichols
Judith M. Nichols
Manager, BOCC Records

RECEIVED
MAY - 9 1990
Tampa Bay Regional
Planning Council

JMN:CS
Enclosure
Certified Mail
cc: Board files (1 orig.)
J. Thomas Beck, State Department of Community Affairs
Jeanie E. Hanna, Esquire, (for Shannon Properties, Inc.)
John Dixon Wall, Assistant County Attorney
Paula Dent, Contracts Manager

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of Resolution No. R90-0070 - Amending DRI #105 - Development Order for Sunforest

adopted by the Board in its regular meeting of March 13, 1990, as the same appears of record in MINUTE BOOK 166 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 4th day of May, 1990.

RICHARD AKE, CLERK

By: Judith M. Nichols
Deputy Clerk

Resolution No. R-90-0070

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA AMENDING DRI #105 DEVELOPMENT ORDER FOR SUNFOREST

Upon motion of Commissioner Pam Iorio, seconded by Commissioner Rodney Colson, the following Resolution was adopted on this 13th day of March, 1990.

WHEREAS, on February 9, 1988, the Board of County Commissioners approved a Development Order, Resolution #R-0085 for the SUNFOREST Development of Regional Impact ("DRI") #105 (the "Development Order") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on March 24, 1988, August 30, 1988, and July 12, 1989, the Board of County Commissioners approved amendments to the Development Order, Resolutions #R88-0162, #R88-0205, and #R89-0183 respectively, pursuant to the provisions of Section 380.06, Florida Statutes (hereinafter the February 9, 1988, Development Order as amended by the May 24, 1988, August 3, 1988, and July 12, 1989 Resolutions shall together be referred to the "Development Order"); and

WHEREAS, on February 6, 1990, Shannon Properties, Inc. filed a Notification Of Proposed Change To A Previously Approved Development Of Regional Impact (DRI) Subsection 380.06(19), Florida Statutes, for the SUNFOREST DRI and later amended that Notification as indicated on Exhibit 1 hereto ("Notice of Change") in accordance with Section 380.06(19), Florida Statutes; and

WHEREAS, the Notice of Change proposed an extension of the dates of buildout of development of Phase II and Phase III of the Development Order, each by less than three (3) years, as more particularly stated in the Notice of Change; and

WHEREAS, Subsection 380.06(19)(e)2., Florida Statutes, provides that a proposed change which involves an extension of the date of building of a development, or any phase thereof, by less than three (3) years is not a substantial deviation and is not subject to a public hearing pursuant to subparagraph 380.06(19)(f)3., Florida Statutes, or a determination pursuant to subparagraph 380.06(19)(f)5., Florida Statutes.

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

1. The following findings of fact are made:

   a. Shannon Properties, Inc. submitted to Hillsborough county the Notice of Change, which is attached hereto as Exhibit 1 and incorporated herein, which requested an extension of the date of buildout of development and Phase II and Phase III of the Development Order, each by two (2) years, eleven (11) months (the "Proposed Change").

   b. In accordance with Subsection 380.06(19)(e)2., Florida Statutes, the Proposed Change is not a substantial deviation under the provisions of Subsection 380.06(19), Florida Statutes, and is not subject to a public hearing pursuant to Subparagraph 380.06(19)(f)3., Florida Statutes, or a determination pursuant to Subparagraph 380.06(19)(f)5., Florida Statutes.

   c. All statutory procedures have been adhered to.

Note: applicants amendments noted in handwriting

BRM-08-86

STATE OF FLORIDA
DEPARTMENT OF COMMUNITY AFFAIRS
DIVISION OF RESOURCE PLANNING AND MANAGEMENT
BUREAU OF RESOURCE MANAGEMENT
2740 Centerview Drive, Rhyne Building
Tallahassee, Florida 32399
(904) 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 (1987), requires that submittal of a proposed change to a previously approved DRI be made to the local government, the regional planning council, and the state land planning agency according to this form.

1. I, Jeanie Hanna, the undersigned attorney for Shannon Properties, Inc., hereby give notice of a proposed change to a previously approved Development of Regional Impact in accordance with Subsection 380.06 (19), Florida Statutes (1985). In support thereof, I submit the following information concerning the Sunforest DRI 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 Hillsborough County, to the Tampa Bay Regional Planning Council, and to the Bureau of Resource Management, Department of Community Affairs.

February 6, 1990 — Date

Jeanie Hanna — JEANIE HANNA, attorney for applicant

2. Applicant: Shannon Properties, Inc.
5110 Eisenhower Boulevard, Suite 100
Tampa, Florida 33634
Telephone: (813) 885-8960

3. Authorized Agent: Jeanie Hanna, attorney for applicant
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
Post Office Box 3299
Tampa, Florida 33601
Telephone: (813) 223-4800

4. Location: Hillsborough County, Florida

5. The currently proposed amendment to the D.O. does not involve a change to the development, but merely a change to extend the buildout dates of the phases and the effectiveness of the Development Order by two years and eleven months each. The original Development Order was the subject of two appeals which stayed its going into effect for some ten months (through December, 1988) during which time the running of the buildout deadlines are tolled, pursuant to Chapter 380.06 (19)(c), resulting in the following original, existing, and proposed deadlines:

See Exhibit 2

	Original Buildout Deadlines	Existing Deadlines (Original +10 Months)	Proposed Deadlines (Existing + 2 Yrs., 11 Months)
Phase I	Existing	Existing	Existing
Phase II	12/31/89	10/31/90	09/31/93
Phase III	12/31/91	10/31/92	09/31/95
D. O. Effective Through	02/09/96	12/09/96	11/09/99

6. No change to any land use or other aspects of the originally approved ADA is proposed. (See answer to No. 5, above)

7. On May 24, 1988, an amendment to the original February 9, 1988, Development Order and a determination of no substantial deviation was made by the Hillsborough County Board of County Commissioners. On August 30, 1988, a further amendment (not a substantial deviation) to the Development Order was made by the Hillsborough County Board of County Commissioners. This second amendment repealed the first amendment and amended the original Development Order. Both amendments were in response to appeals filed with the Florida Land and Water Adjudicatory Commission. Thereafter, on July 12, 1989, the Hillsborough County Board of County Commissioners adopted a third amendment to the Development Order to identify an appropriate alternative transportation mitigation measure. There has been no change in local government jurisdiction for any portion of the development since the ADA was approved in February 9, 1988.

8. No property has been purchased or optioned by the applicant within 1/4 mile of the original DRI site subsequent to the approval of the ADA in February 9, 1988.

9. No changes are proposed which would affect the development site plan or otherwise alter the approved development.

10. The proposed specific changes to the language of the previously amended development order are attached as Exhibit "A".

4. A statement setting forth the name(s) and address(es) of any heir, assigns or successor in interest to this Development Order.

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

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

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

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project shall proceed in accordance with the following proposed phasing schedule:

See Exhibit 2 for Revised Phasing Schedule

Years	Use	Amount (gross sq. ft.)	Peak Hour (cumulative) Trips AM	PM
Phase I (existing)	Office	184,000	340	318
Phase II ~~(1988-89)~~ ~~(Buildout Sept. 31, 1993)~~	Office	630,000	1,742	1,671
	Hotel	200 Rooms		
	Restaurant	8,000		
	Speciality Retail	20,000		
Phase III ~~(1990-91)~~ ~~(Buildout Sept. 31, 1995)~~	Office	386,000	2,280	2,113
	Hotel	100 Rooms		
Total	Office	1,200,000		
	Hotel	300 Rooms		
	Retail	28,000		

For purposes of this Order, a phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase. Development of Phases II and III may occur anywhere on the site up to a specified intensity threshold which generates the equivalent number of external vehicle trips calculated for the project parameters in that particular phase.

Prior to requesting issuance of a building permit for an amount of development that exceeds a stated total for a particular use, the Developer shall provide the County with a trip generation statement showing that the total trips generated by the revised use will not exceed the total trips generated herein for each phase.

If the Developer elects to change the proposed phasing schedule, he shall submit said changes to the County for review and approval as required by law which approval shall not be withheld if the terms of this Order are otherwise fully complied with. It is the intent of this provision to insure that all prerequisites for each phase of the project are complied with. Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.

From original D.O. #R88-0035

EXHIBIT 2

SUNFOREST

REVISED PHASING SCHEDULE

	Original Buildout Deadlines	Revised Deadlines Per This Amendment	Actual Revised Deadlines With Statutory Credit For 10-Month Appeal Delay*
Phase I	Existing	Existing	Existing
Phase II	12/31/89	11/30/92	09/31/93
Phase III	12/31/91	11/30/94	09/31/95

* These dates are listed for informational purposes. Chapter 380.06(19)(c) tolls the running of buildout deadlines during the pendance of administrative or judicial proceedings relating to DRIs.

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, the undersigned notary public authorized in this State and County named above to administer oaths, and take acknowledgements, personally appeared JEANIE E. HANNA, as attorney for SHANNON PROPERTIES, INC., the applicant of the Notification of a Proposed Change to a Previously Approved Development of Regional Impact (DRI) Subsection 380.06(19), Florida Statutes for the Sunway DRI #144 ("Notice of Change"), to me well known, who being by me first duly sworn, says upon oath as stated below:

1. Shannon Properties, Inc. filed the Notice of Change on February 6, 1990.

2. The Notice of Change was filed with all persons as required by law.

Jeanie E. Hanna

JEANIE E. HANNA
Attorney for Shannon
Properties, Inc.

Sworn to and subscribed before me this 30th day of ~~March~~ April, 1990.

Carol Calendine Renfrow

Notary Public

(Notarial Seal)

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires OCT. 25, 1992

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

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

CERTIFIED MAIL

August 9, 1989

RECEIVED
AUG 11 1989
Tampa Bay Regional
Planning Council

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

Attn: Suzanne Cooper
DRI Coordinator

Re: DRI #105 Development Order Amendment - SUNFOREST - Resolution No. R89-0183

Dear Ms. Cooper:

Enclosed for your official files, please find an executed copy of the referenced Resolution No. R89-0183, adopted by the Hillsborough County Board of County Commissioners on July 12, 1989.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

By: Edna L. Fitzpatrick
Edna L. Fitzpatrick
Director, BOCC Records

ELT:JN

cc: Board files (orig.)
Tom Beck, State Department of Community Affairs
David Smolker, Esquire (for Shannon Properties, Inc.)
Rick Harcrow, H.C. Planning and Zoning
Vincent A. Marchetti, Assistant County Attorney

Enclosure

An Affirmative Action - Equal Opportunity Employer

Resolution No. R89-0183

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS, HILLSBOROUGH COUNTY, FLORIDA AMENDING THE DEVELOPMENT ORDER FOR SUNFOREST, DRI #105

Upon motion of Commissioner Colson, seconded by Commissioner Padgett, the following Resolution was adopted by vote of 5 to 1, Commissioner(s) Iorio voting no, on this 12 day of July, 1989.

WHEREAS, on February 9, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0035 for the Sunforest Development of Regional Impact, hereinafter referred to as Sunforest; and

WHEREAS, the TBRPC subsequently filed an appeal of the Sunforest Development Order with the Florida Land and Water Adjudicatory Commission ("FLWAC"), FLWAC Case No. 88-15, primarily based upon their objections to the transportation mitigation provisions set forth in the Development Order; and

WHEREAS, the DCA subsequently filed an appeal of the Sunforest Development Order with the Florida Land and Water Adjudicatory Commission, FLWAC Case No. 88-16, primarily based upon their objections to the transportation mitigation provisions set forth in the Development Order; and

WHEREAS, the TBRPC, the DCA, the Developer, and the County Staff negotiated and reached agreement on revisions of the terms of said transportation mitigation provisions which were considered by the Board of County Commissioners at a public hearing held on May 24, 1988 pursuant to Section 380.06(19), Florida Statutes (1987) in the form of a proposed resolution amending Resolution No. R88-0035; and

WHEREAS, on May 24, 1988, the Board of County Commissioners rejected the proposed resolutions based on their concerns with the continued viability of the pipelining traffic mitigation measure set forth in the proposed resolution involving construction of an extension of Sligh Avenue between Benjamin and Hanley Roads, and on the Board's belief that the public interest would be better served by use of Developer's proportionate share for acceleration of right-of-way acquisition for, and construction of the widening of Hillsborough Avenue between Eisenhower Boulevard and I-275, and instead adopted Resolution No. R88-0162, amending Resolution No. R88-0035, and providing for the latter traffic mitigation measure; and

WHEREAS, TBRPC and DCA expressed reservations regarding the acceptability of the traffic mitigation provisions as adopted in Resolution No. R88-0162 and the validity of said Resolution, and based thereupon both appealed Resolution No. R88-0162 to FLWAC which were consolidated as FLWAC Case No. 88-27; and

WHEREAS, TBRPC, DCA, the Developer and the County negotiated further revisions of the terms of the transportation mitigation provisions of the Development Order; and

WHEREAS, TBRPC, DCA, and the Developer entered into a Stipulated Settlement Agreement, settling FLWAC Case Nos. 88-15 and 88-16, which in order to implement required repeal of Resolution No. R88-0162 and amendment of Resolution No. R88-0035 in accordance with the terms and conditions set forth in said settlement agreement; and

WHEREAS, pursuant thereto, on August 30, 1988, the Board of County Commissioners adopted Resolution No. R88-0205 repealing Resolution No. R88-0162, and amending Resolution No. R88-035 in accordance with the terms and conditions of the settlement agreement; and

WHEREAS, TBRPC and DCA has filed, respectively, notices of voluntary dismissal of FLWAC Case Nos. 88-15 and 88-16, and 88-27 and FLWAC has entered final orders dismissing said cases, thereby finally disposing of all outstanding appeals regarding Resolution No. R88-0035, and Resolution No. R88-0162; and

RECEIVED
Planning and Zoning
Department
AUG 3 1989
A.M.
7 8 9 10 11 12 1 2 3 4 5 6

WHEREAS, Resolution No. R88-0205 provides for the traffic impacts of Phases I and II of the Sunforest DRI to be mitigated by payment of the developer's proportionate share to the Florida Department of Transportation ("FDOT") for use in widening of a 2.1 mile segment of Hillsborough Avenue from Pistol Range Road to East Lagoon Street from 2-lanes to 6-lanes, FDOT Work Project No. 10150-1539, which at the of adoption of Resolution No. R88-0205, was scheduled for construction in Fiscal Year 1990-91.

WHEREAS, FDOT has deleted FDOT Work No. 10150-1539 from its Five-Year Transportation Improvement Plan thereby rendering this mitigation measure non-implementable; and

WHEREAS, the Developer and Hillsborough County have identified an appropriate alternative mitigation measure more particularly set forth hereafter, the implementation of which will require amendment of the Sunforest DRI Development Order.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA, IN REGULAR MEETING ASSEMBLED, THIS 12 DAY OF July, 1989 AS FOLLOWS:

1. That the following findings of fact are made:

   a. The amendment of the Development Order, attached hereto as Exhibit "A", does not involve a change to a previously approved DRI constituting a substantial deviation under Section 380.06(19), Florida Statutes (1988 Supp.), or requiring a hearing pursuant to Section 380.06(19)(f)3., or a determination pursuant to Section 380.06(19)(f)5., Florida Statutes (1988 Supp.).

   b. All statutory procedures have been adhered to.

   c. The findings of fact and conclusions of law made in the original Development Order, and amendments are incorporated herein by reference.

   d. All recitations and findings set forth herein are hereby incorporated herein.

2. That the Sunforest Development Order as amended by Resolution No. R88-0035, and as further amended by Resolution No. R88-0205 is hereby amended as provided in Exhibit "A" attached hereto and made a part hereof.

3. The Developer's Certification, Exhibit "B", affirming that copies of the Notice of Change has been delivered to all persons as required by law, is incorporated herein.

4. Except as otherwise provided herein, the previously approved development order and amendment thereto (Resolution Nos. R88-0035 and R88-0205, respectively), shall remain unchanged and in full force and effect.

5. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council and Shannon Properties, Inc.

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

I, RICHARD AKE, Clerk of the circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of July 12, 1989, as the same appears of record in the Minute Book 158 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 9th day of August, 1989.

RICHARD L. AKE
CLERK OF CIRCUIT COURT

By: Edna L. Fitzpatrick
Deputy Clerk

APPROVED BY COUNTY ATTORNEY
BY Vicki A. Maddox
Approved As To Form and
Legal Sufficiency.

Pages 5-10:

EXHIBIT "A"

(Amendments Underlined, Deletions Dashed Through)

2. This Development Order shall remain in effect for a period up to and including FEBRUARY 9, 1996.

3. The development shall not be subject to down-zoning, or intensity reduction until FEBRUARY 9, 1996 unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

B. Transportation

1. The Developer at its option, shall select one of the following options to mitigate the project's transportation impact:

a. Option 1

(1) No building permits shall be issued for Phase II until funding commitments are secured from responsible entities for improvement/implementation of the roadways listed below in (a)-(b).

(a) The intersection improvements indicated in Table 1.

(b) The link improvements indicated in Table 2.

(2) The Developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour, and on a daily basis. The monitoring program will be started when Phase II is 50 percent complete and will continue until build-out. If the traffic volumes exceed those projected in the Application, as revised, for Phase II, a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

(a) All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above it will be included in the previous annual report submitted prior to the anticipated exceedance.

(b) If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further certificates of occupancy or building permits shall be issued until the required information has been submitted to and approved by Hillsborough County.

Table 1. Intersection Improvements Needed for Phase II (1989)

Intersection	Level of Service With Project	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
Hillsborough/Hanley	E	15.1	SB: Add RT Lane EB: Add LT Lane WB: Add RT Lane
Hillsborough/George	E	30.1	EB: Add Thru Lane WB: Add Thru Lane
Hillsborough/Benjamin	E	17.12	WB: Add Thru Lane EB: Add LT Lane
Eisenhower/Memorial	E	14.25	NB: Add Thru Lane EB: Add LT Lane
Benjamin/Waters	E	25.5	NB: Add LT Lane EB: Add Thru Lane Add LT Lane WB: Add Thru Lane Add LT Lane

Table 2. Link Improvement Needed for Phase II (1989)

Roadway Link	Level of Service With Project	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
Eisenhower Blvd. (Memorial to Project Entrance Drive)	E	27.8	Widen to six-lane divided arterial.
Eisenhower Blvd. (Independence to Courtney Campbell)	E	16.5	Widen to eight-lane divided arterial
Hillsborough Ave. (Hanley to George)	E	20.56	Widen to eight-lane divided arterial.
Hillsborough Ave. (Eisenhower to Benjamin)	E	25.23	Widen to six-lane divided arterial.
Hillsborough Ave. (Benjamin to Anderson)	E	13.29	Widen to six-lane divided arterial.
Hillsborough Ave. (Anderson to Dale Mabry)	E	10.4	Widen to six-lane divided arterial.
Benjamin Road (Hillsborough to Waters)	E	27.5	Widen to four-lane divided arterial.
Hanley Road (Hillsborough to Waters)	E	25.2	Widen to four-lane divided arterial.

(3) The Developer may subphase the project when such subphasing identifies and ties specific amounts of project development (within a phase) to specific regional roadway improvements.

Such subphasing shall be acceptable under the following conditions:

(a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

(b) Funding commitments for the indicated roadway improvements will be required when the regional roadway operates below daily LOS C or peak hour LOS D and the development contributes 10% or more of the existing daily LOS C or at the existing LOS D peak hour capacity of the facility.

(c) A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner.

b. Option 2

The capacity and loading of transportation facilities within the Sunforest transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors to construction of Phase II. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area MPO, the FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, as amended, with updated current traffic counts on the above roadways and projections of traffic volumes that will result from the completion of the currently approved project construction plus that to be generated by the next portion of project development which the Developer is seeking to construct. Each updated traffic analysis shall serve to verify the findings of the development DRI-Application traffic analysis (referenced in this report as Option 1) or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways referenced in Option 1 at a satisfactory Level of Service, daily Level of Service C or a peak hour Level of Service D. Both the traffic counts and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices and the methodology determined at a traffic methodology meeting of all appropriate agencies. Prior to any Phase II construction, the County or, its designee shall ensure in written findings of fact that the above roadways will operate at or above an average daily Level of Service C or a peak hour level of Service D at the time of completion of such construction.

c. Option 3

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out below. It is the intent of Option 3 to permit the Developer to mitigate its projects' impacts on the substantially impacted, regionally significant roadway network within the project's primary impact area by making the adequate provision provided below for public transportation facilities necessary to accommodate such impacts in the manner provided below. The requirements below have been determined to make adequate provision for the public transportation facilities necessary to accommodate the impacts of Phases I and II of the project on substantially impacted, regionally significant roadways within the project's primary impact area. No satisfactory pipeline

project meeting the criteria of TBRPC and DCA exists within the area identified as significantly impacted by project traffic. Therefore, mitigation is being achieved in accordance with Rule 9J-2.0255 (7)(a)(3)., Florida Administrative Code. The improvements and other measures set out below have been calculated to benefit the regional roadway network which would be substantially impacted by Phases I and II of the project by providing reasonable assurances that public transportation facilities shall be made available to accommodate the impacts of the Project. The mitigation mechanisms set forth below have been determined to be consistent with Hillsborough County's, State of Florida Department of Transportation's ("FDOT"), and Department of Community Affair's ("DCA"), and the Tampa Bay Regional Planning Council's ("TBRPC") policies, and the Rule 9J-2.0255(7)(a)(3), Florida Administrative Code, and the Tampa Urban Area Metropolitan Planning Organization's ("MPO") Transportation Improvement Plan.

(A) It is the intent of this section to permit the Developer to make adequate provision for the public transportation facilities necessary to accommodate the traffic impacts of Phases I and II of the Project by partially funding construction of the widening of a ~~2.1~~ 1.5 mile segment of Hillsborough Avenue from Pistol Range Road to ~~East Lagoon Street~~ East Double Branch Creek Road from 2-lanes to 6-lanes (FDOT Work No. ~~10150-1539~~ 7113574 hereafter referred to as "Project No. ~~10150-1539~~ 7113574"), and, thereby, to the extent of such funding, enabling FDOT to utilize funds which would otherwise have been expended on Project No. ~~10150-1539~~ 7113574, to accelerate both right-of-way acquisition for the widening of Hillsborough Avenue between Eisenhower Boulevard and Dale Mabry Highway from its 4-lane undivided configuration to a 6-lane divided configuration and construction of the widening of Hillsborough Avenue between Eisenhower Boulevard and Nebraska Avenue from 4-lanes undivided to 6-lanes divided (hereafter referred to as the "Hillsborough Avenue Improvement"). It has been determined that payment of the proportionate share amount to partially fund Project No. ~~10150-1539~~ 7113574, and acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement will substantially benefit the public. Payment of the proportionate share amounts in the manner provided below is consistent with TBRPC, FDOT, DCA, and Hillsborough County policies regarding mitigation of transportation impacts and complies with Rule 9J-2.0255, Florida Administrative Code.

(1) For purposes of this Development Order, Developer's fair share of the costs of the public transportation facilities necessary to accommodate the impacts of Phases I and II of the Project has been calculated to be $1,588,007 based on the formula set forth in Rule 9J-2.0255, Florida Administrative Code, as interpreted in accordance with DCA, TBRPC, FDOT and Hillsborough County policies.

(2) In order for Developer to partially fund Project No. ~~10150-1539~~ 7113574, and FDOT accelerate right-of-way acquisition and construction of Hillsborough Avenue Improvement, it will be necessary for FDOT to shift previously committed funds, secure additional funding commitments and reprioritize its Five Year Transportation Plan ("TIP"). To that end, and in order to implement this mitigation measure, it will be further necessary for FDOT and Developer to enter into a joint participation agreement. The purpose of the agreement shall be to establish the framework for expeditiously implementing the Developer's partial

funding of Project No. ~~10150-1539~~ 7113574, and accelerating right-of-way acquisition and construction of the Hillsborough Avenue Improvement. Such agreement shall be entered into between Developer and FDOT within six (6) months of this development order amendment becoming non-appealable. The agreement shall provide, at minimum, that upon its execution:

(a) The Developer shall post, in favor of FDOT, an irrevocable letter of credit, or other performance assurance instrument acceptable to FDOT in an amount equal to the proportionate share amount for Phases I and II of the Project.

(b) In response to the posting of such performance assurance instrument by the Developer, FDOT shall expeditiously shift funds previously allocated to Project No. ~~10150-1539~~ 7113574 in an amount equal to the proportionate share amount for Phases I and II to right-of-way acquisition for the Hillsborough Avenue Improvement so as to bring such right-of-way acquisition into Fiscal Year 1989-90 through 1993-94 of the TIP. Additionally, FDOT shall diligently exercise its best efforts to take all such actions, including securing additional funding commitments and reprioritizing the TIP as are necessary to maximize acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement.

(c) Upon presentation to the Developer of a fully executed contract for construction of Project No. ~~10150-1539~~ 7113574, FDOT may draw against said performance assurance instrument for, or alternatively Developer shall pay to FDOT, the full amount of the proportionate share amount for Phases I and II. FDOT shall expeditiously direct said funds toward the costs of constructing Project No. ~~10150-1539~~ 7113574. Upon receipt of the full amount, FDOT shall release Developer from any and all obligations under said performance assurance instrument.

(d) Upon shifting the funds as set forth in (b) above, and taking such other actions as are necessary accelerate right-of-way acquisition for the Hillsborough Avenue Improvement to Fiscal Years 1989-90 through 1993-94, FDOT shall expeditiously acquire right-of-way for the Hillsborough Avenue Improvement, and shall diligently exercise its best efforts to expeditiously take such further actions as are necessary to maximize acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement.

(3) Building permits shall be withheld until such time as FDOT and Developer enter into the agreement. In the event that the Developer and FDOT are unable to enter into the agreement within six (6) months of this Development Order becoming non-appealable, the Development Order shall be amended to provide alternative traffic impact mitigation measures. The time period for entering into the agreement may be extended with concurrence by TBRPC, DCA and Hillsborough County which such concurrence shall not be unreasonably withheld.

(4) Upon payment by Developer to FDOT of the full amount of the proportionate share amount for Phases I and II, and completion of Project No. ~~10150-1539~~ 7113574, Developer shall be deemed to have fully mitigated the transportation impacts of Phases I and II of the Project on the regionally significant roadway network substantially impacted by the Project. Payment of funds pursuant to this Section shall entitle Developer to full credit against any present or future Hillsborough County impact fees levied for construction of roadway improvement or for acquisition of right-of-way.

DRI#105

A F F I D A V I T

STATE OF FLORIDA
COUNTY OF HILLSOBORUGH

BEFORE ME, the undersigned authority, personally appeared DAVID SMOLKER, who being first duly sworn, did depose and say:

That I am the person who signed the Notice of Change to a Previously Approved Development of Regional Impact and Development Order for the above numbered DRI and am the agent for the owner of the property.

I further state that I did on the 23rd day of June, 1989, notify all persons owning land with two hundred fifty foot (250') of the property described in DRI#105, by U.S. Certified Mail, Return Receipt Requested, of my intention to petition the Board of County Commissioners on the 12th day of July, 1989, to amend a previously approved development order as indicated in the Notice of Change, and that I have attached hereto the Certrified Mail Return Receipts as evidence of such notification.

Property Owner
(or Agent for Owner)

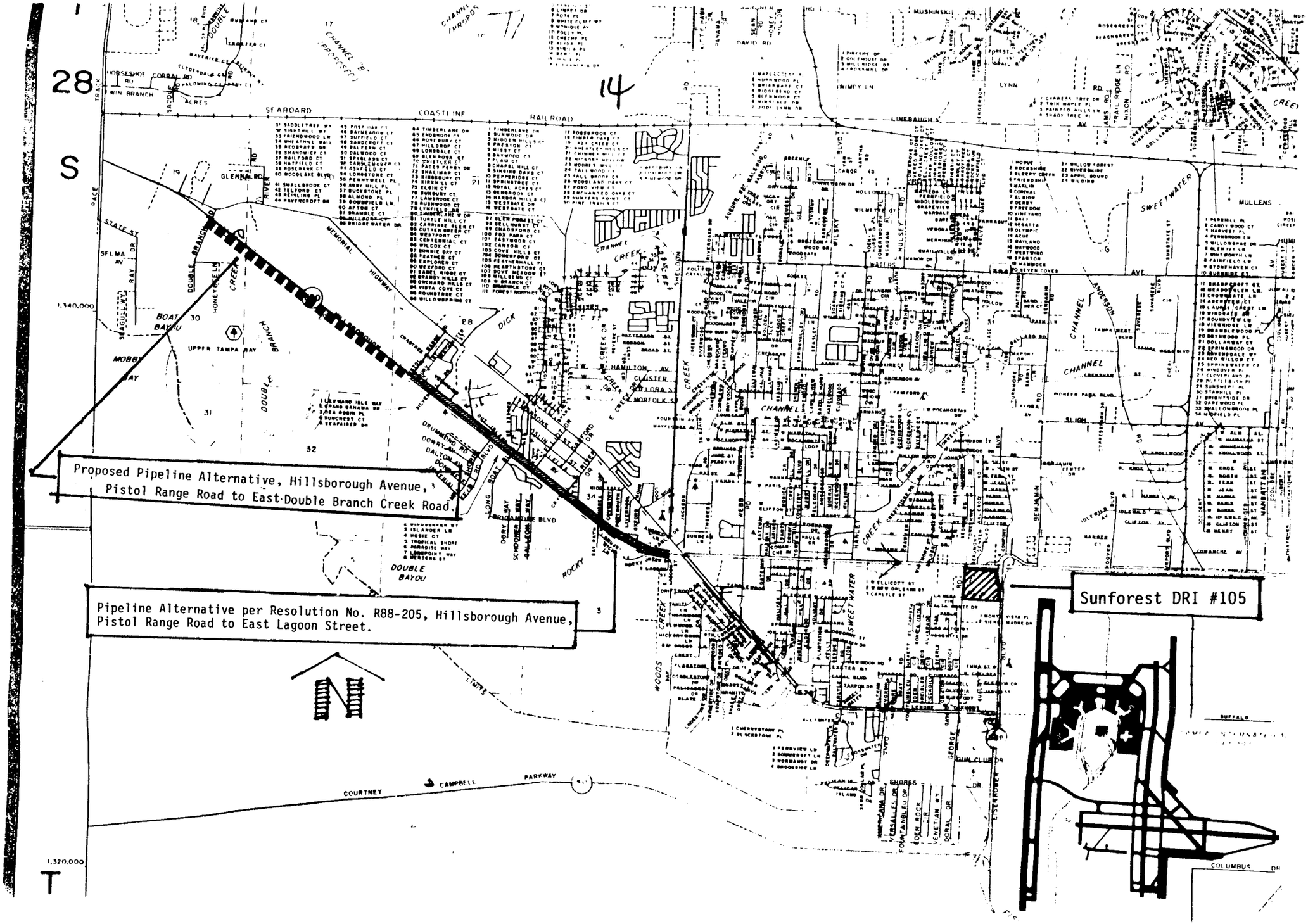
Sworn to and subscribed before me this 7th day of July, 1989.

Notary Public
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES SEPT. 7, 1990
BONDED THROUGH ASHTON AGENCY, INC.

RECEIVED
JUL 6 1989
PLANNING AND ZONING DEPARTMENT


Proposed Pipeline Alternative, Hillsborough Avenue, Pistol Range Road to East Double Branch Creek Road.
Pipeline Alternative per Resolution No. R88-205, Hillsborough Avenue, Pistol Range Road to East Lagoon Street.
Sunforest DRI #105
SEABOARD COASTLINE RAILROAD
HORSESHOE CORRAL RD
TWIN BRANCH
GLENNA RD
STATE ST
SELMA AV
MEMORIAL HIGHWAY
DOUBLE BRANCH CREEK
BOAT BAYOU
UPPER TAMPA BAY
MOBBLY BAY
DOUBLE BAYOU
ROCKY CREEK
SWEETWATER CREEK
HANLEY CREEK
WOODS BAY
HAMILTON AV
CLUSTER AV
FLORA ST
MOREOLK ST
DRUID RD
DOWNY AV
DALTON AV
BRIDGEMORE BLVD
LONG BOAT KEY
DORY WAY
SCHOONER WAY
ST ANDREWS DR
ANDERSON CHANNEL
TAMPA REST BLVD
PIONEER PARK BLVD
SUNSET BLVD
SWEETWATER AVE
MULLENS
LIMEBAUGH AV
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MUSHINSKI RD
DAVID RD
COURTNEY CAMPBELL PARKWAY
COLUMBUS DR
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Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

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

CERTIFIED MAIL

September 20, 1988

State of Florida
Department of Community Affairs
2571 Executive Center Circle, East
Tallahassee, Florida 32301

Attn: Larry Slayback

Re: DRI #105 Development Order Amendment - Sunforest DRI
H.C. Document No. R88-0205

Dear Mr. Slayback:

Enclosed please find an executed copy of the referenced Resolution, with exhibits, which was adopted by the Hillsborough County Board of County Commissioners on August 30, 1988.

This copy is being provided for your official files.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

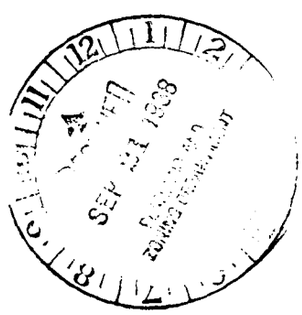
By: Edna L. Fitzpatrick
Edna L. Fitzpatrick
Deputy Clerk

cc: Board files (orig.)
Shannon Properties, Inc. via Attorney David Smolker, Esq.
Tampa Bay Regional Planning Council
Anita Bing, Assistant County Attorney
Rick Harcrow, Hillsborough County Planning & Zoning Dept.

Enclosure

ELF/lt

PREVIOUS AMENDMENT R88-205



An Affirmative Action - Equal Opportunity Employer

Resolution No. R88-0205

DRI #105 DEVELOPMENT ORDER AMENDMENT
SUNFOREST DRI

Upon motion of Commissioner Talley, seconded by Commissioner Colson, the following Resolution was adopted on this 30th day of August, 1988.

WHEREAS, on February 9, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0035 for the Sunforest Development of Regional Impact, hereinafter referred to as Sunforest; and

WHEREAS, the TBRPC subsequently filed an appeal of the Sunforest Development Order with the Florida Land and Water Adjudicatory Commission ("FLWAC"), FLWAC Case No. 88-15, primarily based upon their objections to the transportation mitigation provisions set forth in the Development Order; and

WHEREAS, the DCA subsequently filed an appeal of the Sunforest Development Order with the Florida Land and Water Adjudicatory Commission, FLWAC Case No. 88-16, primarily based upon their objections to the transportation mitigation provisions set forth in the Development Order; and

WHEREAS, the TBRPC, the DCA, the Developer, and the County Staff negotiated and reached agreement on revisions of the terms of said transportation mitigation provisions which were considered by the Board of County Commissioners at a public hearing held on May 24, 1988 pursuant to Section 380.06(19), Florida Statutes (1987) in the form of a proposed resolution amending Resolution No. R88-0035; and

WHEREAS, on May 24, 1988, the Board of County Commissioners rejected the proposed resolutions based on their concerns with the continued viability of the pipelining traffic mitigation measure set forth in the proposed resolution involving construction of an extension of Sligh Avenue between Benjamin and Hanley Roads, and on the Board's belief that the public interest would be better served by use of Developer's proportionate share for acceleration of right-of-way acquisition for, and construction of the widening of Hillsborough Avenue between Eisenhower Boulevard and I-275, and instead adopted Resolution No. R88-0162, amending Resolution No. R88-0035, and providing for the latter traffic mitigation measure; and

WHEREAS, TBRPC and DCA have expressed reservations regarding the acceptability of the traffic mitigation provisions as adopted in Resolution No. R88-0162 and the validity of said Resolution; and

WHEREAS, TBRPC, DCA, the Developer and the County have negotiated further revisions of the terms of the transportation mitigation provisions of the Development Order; and

WHEREAS, TBRPC, DCA, and the Developer previously entered into a Stipulated Settlement Agreement, settling and disposing of FLWAC Case Nos. 88-15 and 88-16, which in order to implement requires repeal of Resolution No. R88-0162 and amendment of Resolution No. R88-0035 in accordance with the terms and conditions set forth in said settlement agreement; and

WHEREAS, it is in the public interest to implement said settlement agreement; and

WHEREAS, the Stipulated Settlement Agreement and Section 380.06(19), Florida Statutes (1987) require that the Development Order be amended to reflect said revisions; and

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

1. That the following findings of fact are made:

   a. The amendment of the Development Order, attached hereto as Exhibit "A", does not involve a change to a previously approved DRI constituting a substantial deviation under Section 380.06(19), Florida Statutes (1987).

   b. All statutory procedures have been adhered to.

   c. The findings of fact and conclusions of law made in the original Development Order are incorporated herein by reference.

2. That Resolution No. R88-0162 is hereby rescinded and repealed.

3. That the Sunforest Development Order approved by Resolution # R88-0035 is hereby amended as provided in Exhibit "A" attached hereto and made a part hereof.

4. That Resolution No. R88-0035 is hereby reaffirmed in its entirety except as amended herein.

5. The Developer's Certification, Exhibit "B", affirming that copies of the Notice of Change has been delivered to all persons as required by law, is incorporated herein.

6. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and other recipients specified by statute or rules.

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of August 30, 1988 as the same appears of record in Minute Book 147 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 20th day of Sept., 1988.

RICHARD AKE, CLERK

By: Edna L. Fitzpatrick
Deputy Clerk

APPROVED
BY
Approved as to Form and
Legal Sufficiency.

2. This Development Order shall remain in effect for a period up to and including FEBRUARY 9, 1996. ~~No development shall be approved after expiration of the Development Order. Any development activity for which plans have been submitted to the County for its review and approval prior to the expiration date of this Development Order may be completed in accordance with the requirements of the Development Order, if approved. This Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty (30) days prior to the expiration date of this Order.~~

3. The development shall not be subject to down-zoning, or intensity reduction until FEBRUARY 9, 1996 unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

B. Transportation

1. The Developer at its option, shall select one of the following options to mitigate the project's transportation impact:

   a. Option 1

      (1) No ~~Certificates of Occupancy~~ building permits shall be issued for Phase II until funding commitments are secured from responsible entities for improvement/implementation of the roadways listed below in (a)-(b). ~~The Developer shall be responsible where specified.~~

         (a) The intersection improvements indicated in Table 1.

         (b) The link improvements indicated in Table 2.

      (2) The Developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour, and on a daily basis. The monitoring program will be started when Phase II is 50 percent complete and will continue until build-out. If the traffic volumes exceed those projected in the Application, as revised, for Phase II, a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

         (a) All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above it will be included in the previous annual report submitted prior to the anticipated exceedance.

         (b) If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further Certificates of Occupancy or building permits shall be issued until the required information has been submitted to and approved by Hillsborough County.

Table 1. Intersection Improvements Needed for Phase II (1989)

Intersection	Level of Service With Project	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
Hillsborough/Hanley	E	15.1	SB: Add RT Lane EB: Add LT Lane WB: Add RT Lane
Hillsborough/George	E	30.1	EB: Add Thru Lane WB: Add Thru Lane
Hillsborough/Benjamin	E	17.12	WB: Add Thru Lane EB: Add LT Lane
Eisenhower/Memorial	E	14.25	NB: Add Thru Lane EB: Add LT Lane
Benjamin/Waters	E	25.5	NB: Add LT Lane EB: Add Thru Lane Add LT Lane WB: Add Thru Lane Add LT Lane

Table 2. Link Improvement Needed for Phase II (1989)

Roadway Link	Level of Service With Project	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
Eisenhower Blvd. (Memorial to Project Entrance Drive)	E	27.8	Widen to six-lane divided arterial.
Eisenhower Blvd. (Independence to Courtney Campbell)	E	16.5	Widen to eight-lane divided arterial
Hillsborough Ave. (Hanley to George)	E	20.56	Widen to eight-lane divided arterial.
Hillsborough Ave. (Eisenhower to Benjamin)	E	25.23	Widen to six-lane divided arterial.
Hillsborough Ave. (Benjamin to Anderson)	E	13.29	Widen to six-lane divided arterial.
Hillsborough Ave. (Anderson to Dale Mabry)	E	10.4	Widen to six-lane divided arterial.
Benjamin Road (Hillsborough to Waters)	E	27.5	Widen to four-lane divided arterial.
Hanley Road (Hillsborough to Waters)	E	25.2	Widen to four-lane divided arterial.

(3) The Developer may subphase the project when such subphasing identifies and ties specific amounts of project development (within a phase) to specific regional roadway improvements.

Such subphasing shall be acceptable under the following conditions:

(a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

(b) Funding commitments for the indicated roadway improvements will be required when the regional roadway operates below daily LOS C or peak hour LOS D and the development contributes 10% or more of the existing daily LOS C or at the existing LOBS D peak hour capacity of the facility.

(c) A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner.

b. Option 2

~~In the event that commitments for transportation improvements are adequate to permit only partial approval of Hillsborough County of Phases II or III of this development~~ tThe capacity and loading of transportation facilities within the Sunforest transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors ~~in any subsequent approvals~~ to construction of Phase II. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area MPO, the FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, as amended, with updated current traffic counts on the above roadways and projections of traffic volumes that will result from the completion of the currently approved project construction plus that to be generated by the next portion of project development ~~for~~ which the Developer is seeking ~~approval~~ to construct. Each updated traffic analysis shall serve to verify the findings of the development DRI-Application traffic analysis (referenced in this report as Option 1) or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways referenced in Option 1 at a satisfactory Level of Service, daily Level of Service C or a peak hour lLevel of Service D. Both the traffic counts and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices and the methodology determined at a traffic methodology meeting of all appropriate agencies. Prior to any ~~specific approval beyond the first subphase approval~~, Phase II construction, the County or, its designee shall ensure in written findings of fact that the above roadways are will ~~operating~~ operate at or above an average daily Level of Service C or a peak hour level of Service D at the time of completion of such construction.

c. Option 3

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out below. It is the intent of Option 3 to permit the Developer to mitigate its projects' impacts on the substantially impacted, regionally significant roadway network within the project's primary impact area by making the adequate provision provided below for public transportation facilities necessary to accommodate such impacts in the manner provided below. The requirements ~~of (A) or (B)~~ below have been determined to make adequate provision for the public transportation facilities necessary to accommodate the impacts of Phases I and II of the project on substantially impacted, regionally significant roadways within the project's primary impact area. No satisfactory pipeline project meeting the criteria of TBRPC and DCA exists within the area

identified as significantly impacted by project traffic. Therefore, mitigation is being achieved in accordance with Rule 9J-2.0255 (7)(a)(3). The improvements and other measures set out below have been calculated to ~~most~~ benefit the regional roadway network which would be substantially impacted by Phases I and II of the project by ~~resulting in either expeditious or accelerated design, engineering, right-of-way acquisition, construction~~ providing reasonable assurances that public transportation facilities shall be made available to accommodate the impacts of the Project ~~and public use of improvements to a major transportation facility., or by providing reasonable assurances thereof.~~ The mitigation mechanisms set forth ~~in (A) or (B)~~ below have been determined to be consistent with Hillsborough County, State of Florida Department of Transportation's ("FDOT") and Department of Community Affair's ("DCA"), ~~the Tampa Urban Area Metropolitan Planning Organization's ("MPO") Transportation Improvement Plan,~~ the Tampa Bay Regional Planning Council's ("TBRPC") policies, ~~and the~~ Rule 9J-2.0255(7)(a)(3), Florida Administrative Code; and the Tampa Urban Area Metropolitan Planning Organization's ("MPO") Transportation Improvement Plan.

(A) It is the intent of this section to permit the Developer to make adequate provision for the public transportation facilities necessary to accommodate the traffic impacts of Phases I and II of the Project by partially funding construction of the widening of a 2.1 mile segment of Hillsborough Avenue from Pistol Range Road to East Lagoon Street from 2-lanes to 6-lanes (FDOT Work No. 10150-1539 hereafter referred to as "Project No. 10150-1539"), and, thereby, to the extent of such funding, enabling FDOT to utilize funds which would otherwise have been expended on Project No. 10150-1539, to accelerate both right-of-way acquisition for the widening of Hillsborough Avenue between Eisenhower Boulevard and Dale Mabry Highway from its 4-lane undivided configuration to a 6-lane divided configuration and construction of the widening of Hillsborough Avenue between Eisenhower Boulevard and Nebraska Avenue from 4-lanes undivided to 6-lanes divided (hereafter referred to as the "Hillsborough Avenue Improvement"). It has been determined that payment of the proportionate share amount to partially fund Project No. 10150-1539, and acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement will substantially benefit the public. Payment of the proportionate share amounts in the manner provided below is consistent with TBRPC, FDOT, DCA, and Hillsborough County policies regarding mitigation of transportation impacts and complies with Rule 9J-2.0255(7)(a)(3), Florida Administrative Code.

(1) For purposes of this Development Order, Developer's fair share of the costs of the public transportation facilities necessary to accommodate the impacts of Phases I and II of the Project has been calculated to be $1,588,007 based on the formula set forth in Rule 9J-2.0255, Florida Administrative Code, as interpreted in accordance with DCA, TBRPC, FDOT and Hillsborough County policies.

(2) In order for Developer to partially fund Project No. 10150-1539, and FDOT accelerate right-of-way acquisition and construction of Hillsborough Avenue Improvement, it will be necessary for FDOT to shift previously committed funds, secure additional funding commitments and reprioritize its Five Year Transportation Plan ("TIP"). To that end, and in order to implement this mitigation measure, it will be further necessary for FDOT and Developer to enter into a joint participation agreement. The purpose of the agreement shall be to establish the framework for expeditiously implementing the Developer's partial funding of Project No. 10150-1539, and accelerating right-of-way acquisition and construction of the Hillsborough Avenue Improvement. Such agreement shall be entered into between Developer and FDOT

within six (6) months of this development order amendment becoming non-appealable. The agreement shall provide, at minimum, that upon its execution:

(a) The Developer shall post, in favor of FDOT, an irrevocable letter of credit, or other performance assurance instrument acceptable to FDOT in an amount equal to the proportionate share amount for Phases I and II of the Project.

(b) In response to the posting of such performance assurance instrument by the Developer, FDOT shall expeditiously shift funds previously allocated to Project No. 10150-1539 in an amount equal to the proportionate share amount for Phases I and II to right-of-way acquisition for the Hillsborough Avenue Improvement so as to bring such right-of-way acquisition into Fiscal Year 1989-90 through 1993-94 of the TIP. Additionally, FDOT shall diligently exercise its best efforts to take all such actions, including securing additional funding commitments and reprioritizing the TIP as are necessary to maximize acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement.

(c) Upon presentation to the Developer of a fully executed contract for construction of Project No. 10150-1539, FDOT may draw against said performance assurance instrument for, or alternatively Developer shall pay to FDOT, the full amount of the proportionate share amount for Phases I and II. FDOT shall expeditiously direct said funds toward the costs of constructing Project No. 10150-1539. Upon receipt of the full amount, FDOT shall release Developer from any and all obligations under said performance assurance instrument.

(d) Upon shifting the funds as set forth in (b) above, and taking such other actions as are necessary accelerate right-of-way acquisition for the Hillsborough Avenue Improvement to Fiscal Years 1989-90 through 1993-94, FDOT shall expeditiously acquire right-of-way for the Hillsborough Avenue Improvement, and shall diligently exercise its best efforts to expeditiously take such further actions as are necessary to maximize acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement.

(3) Building permits shall be withheld until such time as FDOT and Developer enter into the agreement. In the event that the Developer and FDOT are unable to enter into the agreement within six (6) months of this Development Order becoming non-appealable, the Development Order shall be amended to provide alternative traffic impact mitigation measures. The time period for entering into the agreement may be extended with concurrence by TBRPC, DCA and Hillsborough County which such concurrence shall not be unreasonably withheld.

(4) Upon payment by Developer to FDOT of the full amount of the proportionate share amount for Phases I and II, and completion of Project No. 10150-1539, Developer shall be deemed to have fully mitigated the transportation impacts of Phases I and II of the Project on the regionally significant roadway network substantially impacted by the Project. Payment of funds pursuant to this Section shall entitle Developer to full credit against any present or future Hillsborough County impact fees levied for construction of roadway improvement or for acquisition of right-of-way.

ALTERNATIVE-A

(A) It is the intent of this Alternative to permit Developer to make adequate provision for the public transportation facilities neeessary to accommodate the traffic impaets of Phases I and II of the Project by funding right-of-way acquisition, for the widening of Hillsborough Avenue between Eisenhower Boulevard and Dale Mabry Highway from its existing four-lane divided roadway eonfiguration to a six lane divided roadway configuration. The purpose of funding such right-of-way aeeelerate FDOT's right-of-way funding and aequisition from Fiscal Year 1992-93 and 1993-94 to Fiscal Year 1989-90 and 1990-1991 and, as a result, aeeelerating eommeneement of eonstruetion of the widening of Hillsborough Avenue from its existing eonfiguration to a six lane divided roadway between Eisenhower Boulevard and I-275 (The "Hillsborough Avenue Improvement") to within FDOT's Five Year Work Program. It has been determined that such right-of-way aequisition will substantially benefit the public by providing accelerated right-of-way funding and acquisition for, and advaneing eonstruetion of the Hillsborough Avenue Improvement. Payment of the propertionate share amounts in the manner provided below is consistent with existing TBRPG, FDOT, DCA and Hillsborough County policies regarding pipeline mitigation of transportation impacts and complies with Rule 9J-2.005, Florida Administrative Code.

(1) For purposes of this Development Order, Developer's fair share of the costs of the public transportation facilities neeessary to accommodate the impacts of Phases I and II of the Project has been calculated to be $1,588,007 based on the formula set forth in Rule 9J-2.0255, Florida Administrative Code, as interpreted in accordance with DCA, TBRPG, FDOT and Hillsborough County policies.

(2) In order to implement this Alternative, it will be neeessary for Developer and FDOT to enter into a joint partieipation agreement. Such agreement shall be entered into between Developer and FDOT upon this Development Order beeoming non-appealable. Said agreement shall provide for the implementation of the terms of this Alternative.

(3) In order to maximize the aeeeleration of the right-of-way aequisition and construction of the Hillsborough Avenue Improvement, it will be neeessary for FDOT to seeure additional monies and to expeditiously apply said funds to right-of-way acquisition for, and construction of the Hillsborough Avenue Improvement. Upon this Development Order becoming non-appealable, and Developer and FDOT entering into a joint participation agreement, FDOT shall expeditiously seek additional funding commitments and reprioritization of its Five Year Work Program, and shall take such other steps as are necessary to advance the eonstruetion of the Hillsborough Avenue Improvement to within the seope of its Five Year Program. Upon aeeomplishing same, FDOT shall notify Developer, Hillsborough County, and TBRPG. In the event that FDOT is unable to secure the additional funding commitments and reprioritize its Five Year Work Program so as to aeeelerate the right-of-way acquisition and construction of the Hillsborough Avenue Improvement eonsistent with the intent of this alternative, FDOT shall immediately notify Developer, Hillsborough County, and TBRPG. FDOT shall provide evidence satisfactory to Hillsborough County and TBRPG that it has itself made, or secured from others additional funding eommitments and reprioritized its Five Year Work Program so as to advanee the commencement of eonstruetion of the Hillsborough Avenue Improvement to within the seope of FDOT's Five Year Work Program.

(4) In the event that FDOT is unable to secure additional funding commitments or otherwise reprioritize its Five Year Work Program within nine months of the Development Order becoming non-appealable so as to advance construction of the Hillsborough Avenue Improvement to within the scope of FDOT's Five Year Work Program, Developer may elect to proceed under Alternative B of Option 3.

(5) Upon this Development Order becoming non-appealable and the entering into between Developer and FDOT of the joint participation agreement described in paragraph (2) above, the Developer shall post an irrevocable letter of credit or other performance assurance document acceptable to FDOT in favor of FDOT, in an amount equal to the Developer's proportionate share. In response to the posting of this letter of credit, or performance assurance document, the FDOT will reprioritize its Five Year Work Program in order to advance the Hillsborough Avenue Improvement to within the scope of FDOT's Five Year Work Program. Thereafter, upon presentation by FDOT of fully executed contracts for sale and purchase, orders of taking, or final judgments in eminent domain, or other satisfactory evidence of prior or imminent expenditures, including incidentals, directly associated with the acquisition of right-of-way for the segment of the Hillsborough Avenue improvement between Eisenhower Boulevard and Dale Mabry Highway, FDOT may draw down against said letter of credit for the amount of such expenditures until said funds are depleted after which FDOT shall release said performance guarantee.

(6) Upon receipt of funds pursuant to (5) above, FDOT shall expeditiously direct such funds to the purposes set forth in (5) above, in such a manner as to maximize the acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement.

(7) Upon receipt by FDOT of the total amount of monies secured by the performance guarantee, Developer shall be deemed to have made adequate provision for the public transportation facilities necessary to accommodate the traffic impacts of Phases I and II of the Project on the regionally significant road network substantially impacted by said Project. Developer shall receive full credit against any present or future Hillsborough County impact fees for construction of roadway improvements and for acquisition of right-of-way to the extent Developer makes payment of its proportionate share amount pursuant to this Alternative.

ALTERNATIVE B

(B) It is the intent of this section to permit the Developer to make adequate provision for the public transportation facilities necessary to accommodate the traffic impacts of Phases I and II of the project by funding, designing and securing the right-of-way for and constructing an extension of Sligh Avenue from Benjamin Road to Hanley Road, including the intersections of Sligh Avenue with Hanley and Benjamin Roads as a 2 lane, divided urban roadway using the proportionate share amounts, and in the manner provided below. The Developer shall design said roadway extension as a 4 lane divided urban roadway, but shall only be required to construct 2 lanes. The design, right-of-way and construction are hereafter referred to as the Design, Right-of-Way, and Construction, respectively and the Improvements, collectively.

(1) For purposes of this development order, the total costs of the Improvements are estimated to be $1,600,000. Developers fair share of the costs of the public transportation

facilities necessary to accommodate the impacts of Phase I and II of the Project has been calculated to be $1,588,007 based on the formula set forth in Rule 9J-2.0255, Florida Administrative Code, as interpreted in accordance with DCA, TBRPC, FDOT and Hillsborough County policies. The value of the improvements set forth hereafter equals or exceeds the Developer's proportionate share of the estimated costs of improvements needed to accommodate the impacts of Phases I and II of the project as calculated pursuant to rule 9J-2.0255, Florida Administrative Code, and is consistent with existing TBRPC, FDOT, DCA and Hillsborough County policies regarding pipeline mitigation of transportation impacts. In no event shall Developer be required to pay more than its proportionate share.

(2) Developer shall design, secure the right-of-way for, and construct the Improvement using the fair share amounts set forth in (1) above, subject to and in accordance with paragraphs (3) through (13) below.

(3) Upon issuance of building permits for additional individual buildings, Developer shall post a letter of credit or surety bond, or other performance guarantee in favor of, and acceptable to Hillsborough County in an amount bearing the same proportion to the total proportionate share amount that the amount of development traffic represented by cumulative project development bears to total Phase I and II project traffic. The amount of the performance guarantee shall be reduced to reflect the reasonable costs incurred by Developer in designing, securing the right-of-way for, and constructing the Improvement. Upon completion of the Improvement, or payment by Developer of the proportionate share amount, or portions thereof pursuant to (8) - (11) below, Hillsborough County shall release said performance guarantee.

(4) The Design shall be prepared in a manner normally used in Hillsborough County road projects. The Design shall be reviewed by Hillsborough County. Approval shall be in accordance with Hillsborough County Plans, Standards and specifications.

(5) Subject to acts of God, necessary governmental permits and approvals, or occurrences beyond the Developer's control, the Design shall be commenced upon this Development Order becoming non-appealable and shall be completed 12 months thereafter unless the time for completion is extended by Hillsborough County with concurrence by FDOT and TBRPC which shall not be unreasonably withheld.

(6) Subject to acts of God, necessary governmental permits and approvals or occurrences beyond Developer's control@ Developer shall secure the right-of-way necessary for the Improvement within 12 months of approval of the Design by Hillsborough County unless the time for securing the right-of-way is extended by Hillsborough County with concurrence by FDOT and TBRPC which shall not be unreasonably withheld. Hillsborough County shall assist the Developer, when necessary, in obtaining all neecessary permits, approvals, utility relocations, off-site construction easements, and rights-of-way necessary to complete the Improvement.

(7) Subject to acts of God, necessary governmental permits and approvals or occurrences beyond Developer's control, Developer shall commence construction of the Improvement upon securing all necessary right-of-way, construction easements, and neecessary permits and approvals unless the time for commencement is extended by Hillsborough County

with concurrence by FDOT and TBRPG which shall not be unreasonably withheld. Subject to acts of God, necessary governmental permits, and approvals, or other occurrences beyond Developer's control, construction of the Improvement shall be completed within 12 months of commencement unless the time for completion is extended by Hillsborough County with concurrence by FDOT and TBRPG which shall not be unreasonably withheld.

(8) If for reasons beyond the Developer's control it becomes impractical or impossible for Developer to complete the Improvement, or any portion thereof, or if the costs of designing, securing the necessary right-of-way and constructing the Improvement exceeds Developer's total proportionate share amount, Developer may pay to Hillsborough County the proportionate share amounts in accordance with (9) (11) below subject to Hillsborough County approval with concurrence by FDOT and TBRPC which shall not be unreasonably withheld.

(9) If after completing a design, or securing the right-of-way, it can be demonstrated that it is impossible or impractical for Developer to complete the Improvement, or that the costs of Design and the estimated costs of securing the right-of-way for and/or constructing the Improvement exceeds Developer's total proportionate share amount, Developer shall notify Hillsborough County. Hillsborough County shall expeditiously determine whether they will make the additional funding commitments necessary to fully fund completion of the Improvement. If Hillsborough County elects to make the additional funding commitments necessary to fully fund the Improvement, they shall either enter into the appropriate agreements with Developer for completion of the Improvement using the remaining portion of Developer's proportionate share supplemented by Hillsborough County's additional funding commitment, or, alternatively, subject to Hillsborough County approval and concurrence by FDOT and TBRPC which shall not be unreasonably withhld, Developer shall pay the remaining portion of its proportionate share of the costs of the Improvement, in which case Hillsborough County shall expeditiously complete the Improvement using the remaining portion of Developer's proportionate share amount as supplemented by Hillsborough County's additional funding commitment.

(10) If Hillsborough County determines not to make such funding commitment, or otherwise fails to secure such funding commitment, Developer may pay the remaining portion of its proportionate share amount, subject to Hillsborough County approval and concurrence by FDOT and TBRPC which shall not be unreasonably withheld. Said payment shall be expressly designated and used for, and expeditiously applied to, completion of the Improvement, or portions thereof, or such other roadway improvements as may be determined to be appropriate pursuant to applicable laws, rules and regulations by Hillsborough County or other responsible entity, and FDOT if the roadway improvement be a state road, with the concurrence of TBRPC which shall not unreasonably withheld. Delay in completion of the Improvement, or other roadway improvement, may preclude issuance of further building permits provided however that such delay shall not preclude issuance of Certificates of Occupancy for any buildings or structures for which building permits have been previously issued.

(11) If the Developer has completed any portion of the Improvement, prior to making payment pursuant to (8) (10) above, the required payment shall be reduced by the

~~reasonable costs of the portion of the Improvement completed.~~

~~(12) The intent of the paragraphs (8) (11) is to enable the Developer to meet its obligation to fully mitigate the traffic impacts of the project or portions thereof pursuant to Section 380.06, Florida Statues, by paying the stated sums or portions thereof which equal the remaining portion of Developer's proportionate share of the costs of the Improvements identified for Phases I and II of the Project in Tables 1 and 2 of this Development Order.~~

~~(13) Upon full completion of the Improvement, or payment of the proportionate share amount, or a partial combination thereof, the Developer shall be deemed to have adequately provided the public transportation facilities necessary to accommodate the transportation impacts of Phases I and II of the project, and shall receive full credit therefore against any present or future applicable Hillsborough County transportation impact fees for construction of roadway improvements and for the acquisition of right-of-way.~~

2. Phase III Transportation Impact Mitigation

a. Issuance of building permits for Phase III of the Project shall be based upon further traffic analysis, ~~and~~ the Developer's commitment to fund or construct public transportation facility improvements to the impacted regional roadway network as mitigation for Phase III impacts on the regional roadway network in accordance with the law, rules, ordinances, regulations, and policies of DCA, Hillsborough County, FDOT and TBRPC, ~~Amendment of the development order to implement Phase III specific approval shall not constitute a substantial deviation requiring further review pursuant to Section 380.06(19), Florida Statutes.~~ and amendment of the development order pursuant to Section 380.06(19), Florida Statutes. The Phase III traffic analysis shall be based upon data, assumptions and methodologies agreed to by TBRPC, DCA, FDOT, Hillsborough County, and the Developer in a transportation analysis methodology meeting held prior to commencement of the analysis.

b. Notwithstanding (a) above, pipelining will be available as a mechanism for mitigating the impacts of Phase III only if provided for by local or state comprehensive plan, land development regulation or rule, or policy in existence at the time of implementation of specific approval of Phase III. If no pipelining option is provided for by plan, rule or regulations or policy, pipelining shall not be an acceptable mitigation option.

3. Right-of-Way Dedication

a. The Developer shall deed to the County prior to detailed site plan approval and upon request of the County, an additional 22 feet on the eastern side of George Road along the western boundary of the site to accommodate a four-lane undivided arterial roadway.

b. The Developer shall reserve sufficient additional right-of-way along the south side of Hillsborough Avenue and along the west side of Eisenhower Boulevard to accommodate a proposed frontage road for the proposed Northwest Expressway. Additionally, the Developer shall coordinate ingress and egress plans for the project with design of the Expressway in the vicinity and with any modifications to Eisenhower Boulevard or Hillsborough Avenue ensuing therefrom.

c. The C-3 parcel at the southwest corner of Eisenhower Boulevard and Hillsborough Avenue shall be allowed access through the project if requested by Hillsborough County or FDOT.

4. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right-of-way dedications and transportation improvements.

5. Mass Transit

a. The Developer shall conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed phase modal splits of 1.6%, 1.9%, 1.9% and shall report monitoring results in the annual report.

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

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

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

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

DS25e
9/6/88

CERTIFICATION

I HEREBY CERTIFY that true and correct copies of the attached Notice of Change were furnished by U.S. Mail, Certified Return Receipt Requested to JULIA GREENE, Executive Director, Tampa Bay Regional Planning Council, 9455 Koger Boulevard, St. Petersburg, Florida 33702, and THOMAS J. BECK, Florida Department of Community Affairs, 2740 Centerview Drive, Tallahassee, Florida 32399, and by Hand Delivery to SHIRLEY GERSHOLOWITZ, Hillsborough County Planning and Zoning Department, The Edgecomb Building, Room 207, 800 Twiggs Street, Tampa, Florida 33602, all on July 7, 1988.

DAVID SMOLKER, ESQUIRE
Florida Bar No. 349259
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
One Tampa City Center, Suite 3300
Post Office Box 3299
Tampa, Florida 33601
Telephone: (813) 223-4800
Attorneys for the Applicant,
SHANNON PROPERTIES, INC.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6th day of September, 1988 by DAVID SMOLKER, ESQUIRE, as Attorney for SHANNON PROPERTIES, INC.

Michaele A. Wilsenand
NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES SEPT. 7, 1990
BONDED THROUGH ASHTON AGENCY, INC.

EXHIBIT "B"

DS27d
9/2/88

BRM-08-86

Julia Greene, Director
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, Florida 33702
Telephone: (813) 224-9380

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 (1987), requires that submittal of a proposed change to a previously approved DRI be made to the local government, the regional planning council, and the state land planning agency according to this form.

1. I, David Smolker, the undersigned attorney for Shannon Properties, Inc., hereby give notice of a proposed change to a previously approved Development of Regional Impact in accordance with Subsection 380.06 (19), Florida Statutes (1985). In support thereof, I submit the following information concerning the Sunforest DRI 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 Hillsborough County, to the Tampa Bay Regional Planning Council, and to the Bureau of Resource Management, Department of Community Affairs.

July 7, 1988
Date

DAVID SMOLKER, attorney for applicant

2. Applicant: Shannon Properties, Inc.
5110 Eisenhower Boulevard, Suite 100
Tampa, Florida 33634
Telephone: (813) 885-8960

EXHIBIT "B" Continued

3. Authorized Agent: David Smolker, attorney for applicant,
Stearns Weaver Miller Weissler Alhadeff
& Sitterson, P.A.
Post Office Box 3299
Tampa, Florida 33601
Telephone: (813) 223-4800

4. Location: Hillsborough County, Florida

5. The currently proposed amendment to the D.O. does not involve a change to the development, but merely a change to previously adopted conditions of development approval relating to mitigation of transportation impacts to repeal, delete, or modify language to address concerns raised on administrative appeal by the Tampa Bay Regional Planning Council and the State of Florida Department of Community Affairs, and to correct typographic or scriveners errors.

6. No change to any land use or other aspects of the originally approved ADA is proposed. (See answer to No. 5, above)

7. On May 24, 1988, an amendment to the development order and determination of no substantial deviation was made to the development which received DRI approval of its ADA on February 9, 1988 by the Hillsborough County Board of County Commissioners. There has been no change in local government jurisdiction for any portion of the development since the ADA was approved in February 9, 1988.

8. No property has been purchased or optioned by the applicant within 1/4 mile of the original DRI site subsequent to the approval of the ADA in February 9, 1988.

9. No changes are proposed which would affect the development site plan or otherwise alter the approved development.

10. The proposed specific changes to the language of the development order are attached as Exhibit "A".

DS25k(5)
7/7/88

EXHIBIT "B" Continued

STATE OF FLORIDA

LAND AND WATER ADJUDICATORY COMMISSION

IN RE: RESOLUTION NO. R88-0162 FOR HILLSBOROUGH COUNTY, FLORIDA RENDERING AN AMENDMENT TO A DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES ON AN APPLICATION FOR DEVELOPMENT APPROVAL FILED BY SHANNON PROPERTIES, INC. FOR SUNFOREST, A DEVELOPMENT OF REGIONAL IMPACT	)

ANSWER TO PETITION ON APPEAL

HILLSBOROUGH COUNTY, by and through its undersigned Attorney, Answer the numbered allegations of the Petition on Appeal filed in this action by the Department of Community Affairs (DCA) as follows:

1. Admit that DCA is the state land planning agency having authority to appeal development orders pursuant to Florida Statutes §380.07. Deny remainder, however, since Florida Statutes §380.06(19)(f)(6) provides that DCA can not appeal the amendment since it did not participate at the local public hearing approving the amendment.

2. Admit

3. Admit

4. Admit

5. Admit

6. Admit in part. Deny that the amendment neither specified a major improvement or guarantees construction of an improvement and that Option 3 will not adequately mitigate the transportation impacts of Sunforest DRI.

7. Deny. The intent of the section clearly indicates that Florida Statute §380.06(19) should apply to the

implementation of Phase III since the language "substantial deviation" was specifically used. Even though the substantial deviation subsection of the statute was not specifically referred to by number, the statutory requirements of Fla. Stat. §380.06(19) must still be complied with.

8. Admit that Hillsborough County is not an agency as defined by the Administrative Procedures Act. Deny remainder.

WHEREFORE, HILLSBOROUGH COUNTY requests that FLAWAC decline jurisdiction over this appeal and deny the relief sought by the DCA.

Respectfully submitted,

ANITA K. BING
Assistant County Attorney
County of Hillsborough
P.O. Box 1110
Tampa, Florida 33601
(813) 272-5670
Attorney for Hillsborough County

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that the original and one copy of the foregoing has been Federal Expressed to the Office of Planning and Budget, Executive Office of the Governor, Room 415, Carlton Building, 501 South Gadsden Street, Tallahassee, Florida 32401; and a copy of the foregoing has been furnished to the parties listed below by U.S. Mail this 22nd day of August 1988.

ANITA K. BING, Esquire

Honorable Bob Martinez
Governor
The Capitol
Tallahassee, Florida 32399

Honorable Bill Gunter
Insurance Commissioner
The Capitol
Tallahassee, Florida 32399

Honorable Bob Butterworth
Attorney General
The Capitol
Tallahassee, Florida 32399

Honorable Betty Castor
Commissioner of Education
The Capitol
Tallahassee, Florida 32399

PL1610WY/2

Honorable Doyle Conner
Commissioner of Agriculture
The Capitol
Tallahassee, Florida 32399

Honorable Jim Smith
Secretary of State
The Capitol
Tallahassee, Florida 32399

Honorable Gerald Lewis
Comptroller
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PL1610WY/3

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STATE OF FLORIDA

LAND AND WATER ADJUDICATORY COMMISSION

IN RE: RESOLUTION NO. 88-0035 OF HILLSBOROUGH COUNTY, FLORIDA RENDERING A DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES ON AN APPLICATION FOR DEVELOPMENT APPROVAL FILED BY SHANNON PROPERTIES, INC. FOR SUNFOREST, A DEVELOPMENT OF REGIONAL IMPACT.	:	FLWAC NO. 88-15 FLWAC NO. 88-16

STIPULATED SETTLEMENT AGREEMENT

Petitioners, STATE OF FLORIDA DEPARTMENT OF COMMUNITY AFFAIRS ("DCA") and the TAMPA BAY REGIONAL PLANNING COUNCIL ("TBRPC") and Respondent, SHANNON PROPERTIES, INC. ("Shannon Properties") (hereinafter collectively referred to as the "Parties") hereby stipulate and otherwise agree to full, complete, and final settlement and disposition of all claims raised, or arising from claims raised in the above-styled consolidated administrative appeals as follows:

WHEREAS, on February 9, 1988, the Hillsborough County Board of County Commissioners adopted Resolution No. R88-0366 (the "Development Order"), issuing a development order approving with conditions the Sunforest Development of Regional Impact ("DRI"); and

WHEREAS, on April 19, 1988 and April 21, 1988, TBRPC and DCA, respectively filed administrative appeals of Hillsborough County Development Order pursuant to Section 380.07, Florida Statutes; and

WHEREAS, DCA's and TBRPC's appeals were based on their claims that the Development Order failed to make adequate provision for the public transportation facilities necessary to accommodate the traffic impacts of the Sunforest DRI on the regionally significant roadway network which would be substantially impacted by said DRI; and

WHEREAS, Shannon Properties disputes TBRPC's and DCA's claims and contends that the Development Order makes adequate

provision for the public transportation facilities necessary to accommodate the traffic impacts of the Sunforest DRI; and

WHEREAS, on April 8, 1988, in order to facilitate settlement of the above-styled administrative appeals, Shannon Properties filed a notice of change to previously approved DRI proposing amendments to the Development Order to address the claims of TBRPC and DCA; and

WHEREAS, on May 24, 1988, the Hillsborough County Board of County Commissioners adopted a resolution amending the Development Order (the "May 24th, 1988 Development Order Amendment"); and

WHEREAS, TBRPC and DCA claim that said amendment is void and of no force in effect based on their contention that the filing of the administrative appeals in this matter stays further proceedings before the local governing body to amend a Development Order; and

WHEREAS, the Parties have negotiated and reached agreement as to specific revisions of the Development Order which once adopted, would make adequate provision for public transportation facilities necessary to accommodate the traffic impacts of the Sunforest DRI. The specific revisions are set forth in a proposed resolution amending the Development Order, a copy which is attached hereto and incorporated herein as Exhibit "A".

NOW, THEREFORE, in consideration of the terms and conditions set forth hereafter, and the full, complete, and final settlement of all claims raised, or arising out of claims raised in the above-styled administrative appeals, the Parties further stipulate and agree as follows:

1. The Parties agree that once adopted the proposed revisions to the Development Order set forth in Exhibit "A" will make adequate provision for the transportation facilities necessary to accommodate the traffic impacts of the Sunforest DRI in a manner which is consistent and complies with TBRPC's policies, Rule 9J-2.0255, Florida Administrative Code, and Section 380.06(15), Florida Statutes.

2. The Parties further agree that settlement of the above-styled administrative appeals shall be implemented by repeal of the May 24th, 1988 Development Order Amendment and by an amendment of the Development Order identical in substance to Exhibit "A".

3. The Parties further agree that upon complete execution of this Stipulated Settlement Agreement and rendering by the Hillsborough County Board of County Commissioners of an amendment to the Development Order identical in substance to Exhibit "A", TBRPC and DCA shall file notices of voluntary dismissal dismissing their respective appeals with prejudice.

4. The Parties further agree that amendment of the Development Order to implement this Stipulated Settlement Agreement shall not constitute a substantial deviation requiring further development-of-regional-impact-review pursuant to Section 380.06(19), Florida Statutes.

5. The Parties further agree that this Stipulated Settlement Agreement is a compromise and settlement of disputed claims and is entered into to avoid the expense and uncertainty of litigation. Neither this Stipulated Settlement Agreement, nor performance of any other acts or obligations set forth herein, constitutes or shall be construed to constitute an admission to the truth or correctness of any allegation or legal argument made by any of the Parties.

6. The Parties further agree that this Stipulated Settlement Agreement contains the entire and exclusive understanding and agreement among the Parties and may not be modified in any manner except by an instrument in writing and signed by the Parties.

7. The signatories hereto represent and warrant that they have read this Stipulated Settlement Agreement and that they are fully authorized in the capacity shown, that they understand the terms thereof, and that they are executing the same voluntarily and upon their best judgment, solely for the consideration herein described.

IN WITNESS WHEREOF, the Parties by and through their respective duly authorized undersigned representatives have set their hands on the date appearing below their respective signatures.

WITNESSES:

Linda M. Hallas

Nelly M. Hallock

TAMPA BAY REGIONAL PLANNING COUNCIL

By: Julia E. Greene
JULIA GREENE, Executive Director

Dated: 7/22/88

STATE OF FLORIDA
COUNTY OF ~~HILLSBOROUGH~~ PINELLAS

The foregoing instrument is hereby acknowledged before me this 22 day of July, 1988, by JULIA GREENE, as Executive Director of TAMPA BAY REGIONAL PLANNING COUNCIL, on behalf of said governing body.

Linda M. Hallas
NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JUNE 3, 1989
BONDED THRU GENERAL INS. UND.

Deborah Percy

STATE OF FLORIDA DEPARTMENT OF COMMUNITY AFFAIRS

By: Thomas D. Pelham
THOMAS PELHAM, Secretary

Dated: 8/7/88

STATE OF FLORIDA
COUNTY OF [redacted]
LEON

The foregoing instrument is hereby acknowledged before me this 7th day of August, 1988, by THOMAS PELHAM, as Secretary of the STATE OF FLORIDA DEPARTMENT OF COMMUNITY AFFAIRS, on behalf of said governing body.

Jane R. Bass
NOTARY PUBLIC

My Commission Expires:

Notary Public, State of Florida
My Commission Expires June 24, 1992
Bonded Thru Troy Fain-Insurance Inc.

Steven E. Lenhart

Brad S. Lelash

SHANNON PROPERTIES, INC.,
a Florida corporation

By: _____
JOHN JUVE, Vice-President

Dated: 7/20/88

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument is hereby acknowledged before me this 20 day of July, 1988, by JOHN JUVE, as Vice-President of SHANNON PROPERTIES, INC., a Florida corporation, on behalf of said corporation.

Candace R. Grantham
NOTARY PUBLIC

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Dec. 9, 1989

DS24g
7/19/88

Resolution No. _____

DRI #105 DEVELOPMENT ORDER
SUNFOREST

Upon motion of Commissioner _____, seconded by Commissioner _____, the following Resolution was adopted on this ____ day of _____, 1988.

WHEREAS, on February 9, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0366 for the Sunforest Development of Regional Impact, hereinafter referred to as Sunforest; and

WHEREAS, the TBRPC subsequently filed an appeal of the Sunforest Development Order with the Florida Land and Water Adjudicatory Commission ("FLWAC"), FLWAC Case No. 88-15, primarily based upon their objections to the transportation mitigation provisions set forth in the Development Order; and

WHEREAS, the DCA subsequently filed an appeal of the Sunforest Development Order with the Florida Land and Water Adjudicatory Commission, FLWAC Case No. 88-16, primarily based upon their objections to the transportation mitigation provisions set forth in the Development Order; and

WHEREAS, the TBRPC, the DCA, the Developer, and the County Staff negotiated and reached agreement on revisions of the terms of said transportation mitigation provisions which were considered by the Board of County Commissioners at a public hearing held on May 25, 1988 pursuant to Section 380.06(19), Florida Statutes (1987) in the form of a proposed resolution amending Resolution No. R88-0366; and

WHEREAS, on May 25, 1988, the Board of County Commissioners rejected the proposed resolutions based on their concerns with the continued viability of the pipelining traffic mitigation measure set forth in the proposed resolution involving construction of an extension of Sligh Avenue between Benjamin and Hanley Roads, and on the Board's belief that the public interest would be better served by use of Developer's proportionate share for acceleration of right-of-way acquisition for, and construction of the widening of Hillsborough Avenue between Eisenhower Boulevard and I-275, and instead adopted Resolution No. R88-0162, amending Resolution No. R88-0366, and providing for the latter traffic mitigation measure; and

WHEREAS, TBRPC and DCA have expressed reservations regarding the acceptability of the traffic mitigation provisions as adopted in Resolution No. R88-0162 and the validity of said Resolution; and

WHEREAS, TBRPC, DCA, the Developer and the County have negotiated further revisions of the terms of the transportation mitigation provisions of the Development Order; and

WHEREAS, TBRPC, DCA, and the Developer previously entered into a Stipulated Settlement Agreement, settling and disposing of FLWAC Case Nos. 88-15 and 88-16, which in order to implement requires repeal of Resolution No. R88-0162 and amendment of Resolution No. R88-0366 in accordance with the terms and conditions set forth in said settlement agreement; and

WHEREAS, it is in the public interest to implement said settlement agreement; and

WHEREAS, the Stipulated Settlement Agreement and Section 380.06(19), Florida Statutes (1987) require that the Development Order be amended to reflect said revisions; and

WHEREAS, in the course of amending the Development Order, the Hillsborough County Board of County Commissioners must make a substantial deviation determination.

Exhibit "A"

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

1. That the following findings of fact are made:

   a. The amendment of the Development Order, attached hereto as Exhibit "A", does not involve a change to a previously approved DRI constituting a substantial deviation under Section 380.06(19), Florida Statutes (1987).

   b. All statutory procedures have been adhered to.

   c. The findings of fact and conclusions of law made in the original Development Order are incorporated herein by reference.

2. That Resolution No. R88-0162 is hereby rescinded and repealed.

3. That the Sunforest Development Order approved by Resolution # R88-0366 is hereby amended as provided in Exhibit "A" attached hereto and made a part hereof.

4. That Resolution # R88-0366 is hereby reaffirmed and readopted in its entirety except as amended herein, and the Clerk is directed to include as part of this Development Order Amendment, Resolution # R88-0366 and along with attachments and/or a certificate from the developer affirming that a complete copy of the application as modified has been delivered to all of the parties, hereinafter referred to as Exhibit "B."

5. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council, and other recipients specified by statute or rules.

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

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

WITNESS my hand and official seal this ____ day of _____, 1988.

RICHARD AKE, CLERK

By:_____
Deputy Clerk

Pages 5-13:

EXHIBIT "A"

(Amendments Underlined, Deletions Dashed Through)

2. This Development Order shall remain in effect for a period up to and including FEBRUARY 9, 1996. ~~No development shall be approved after expiration of the Development Order. Any development activity for which plans have been submitted to the County for its review and approval prior to the expiration date of this Development Order may be completed in accordance with the requirements of the Development Order, if approved. This Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty (30) days prior to the expiration date of this Order.~~

3. The development shall not be subject to down-zoning, or intensity reduction until FEBRUARY 9, 1996 unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

B. Transportation

1. The Developer at its option, shall select one of the following options to mitigate the project's transportation impact:

a. Option 1

(1) No ~~Certificates of Occupancy~~ building permits shall be issued for Phase II until funding commitments are secured from responsible entities for improvement/implementation of the roadways listed below in (a)-(b). ~~The Developer shall be responsible where specified.~~

(a) The intersection improvements indicated in Table 1.

(b) The link improvements indicated in Table 2.

(2) The Developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour, and on a daily basis. The monitoring program will be started when Phase II is 50 percent complete and will continue until build-out. If the traffic volumes exceed those projected in the Application, as revised, for Phase II, a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

(a) All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above it will be included in the previous annual report submitted prior to the anticipated exceedance.

(b) If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further ~~C~~certificates of ~~O~~occupancy or building permits shall be issued until the required information has been submitted to and approved by Hillsborough County.

Table 1. Intersection Improvements Needed for Phase II (1989)

Intersection	Level of Service With Project	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
Hillsborough/Hanley	E	15.1	SB: Add RT Lane EB: Add LT Lane WB: Add RT Lane
Hillsborough/George	E	30.1	EB: Add Thru Lane WB: Add Thru Lane
Hillsborough/Benjamin	E	17.12	WB: Add Thru Lane EB: Add LT Lane
Eisenhower/Memorial	E	14.25	NB: Add Thru Lane EB: Add LT Lane
Benjamin/Waters	E	25.5	NB: Add LT Lane EB: Add Thru Lane Add LT Lane WB: Add Thru Lane Add LT Lane

Table 2. Link Improvement Needed for Phase II (1989)

Roadway Link	Level of Service With Project	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
Eisenhower Blvd. (Memorial to Project Entrance Drive)	E	27.8	Widen to six-lane divided arterial.
Eisenhower Blvd. (Independence to Courtney Campbell)	E	16.5	Widen to eight-lane divided arterial
Hillsborough Ave. (Hanley to George)	E	20.56	Widen to eight-lane divided arterial.
Hillsborough Ave. (Eisenhower to Benjamin)	E	25.23	Widen to six-lane divided arterial.
Hillsborough Ave. (Benjamin to Anderson)	E	13.29	Widen to six-lane divided arterial.
Hillsborough Ave. (Anderson to Dale Mabry)	E	10.4	Widen to six-lane divided arterial.
Benjamin Road (Hillsborough to Waters)	E	27.5	Widen to four-lane divided arterial.
Hanley Road (Hillsborough to Waters)	E	25.2	Widen to four-lane divided arterial.

(3) The Developer may subphase the project when such subphasing identifies and ties specific amounts of project development (within a phase) to specific regional roadway improvements.

Such subphasing shall be acceptable under the following conditions:

(a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

(b) Funding commitments for the indicated roadway improvements will be required when the regional roadway operates below daily LOS C or peak hour LOS D and the development contributes 10% or more of the existing daily LOS C or at the existing LOBS D peak hour capacity of the facility.

(c) A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner.

b. Option 2

~~In the event that commitments for transportation improvements are adequate to permit only partial approval of Hillsborough County of Phases II or III of this development~~ tThe capacity and loading of transportation facilities within the Sunforest transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors ~~in any subsequent approvals~~ to construction of Phase II. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area MPO, the FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, as amended, with updated current traffic counts on the above roadways and projections of traffic volumes that will result from the completion of the currently approved project construction plus that to be generated by the next portion of project development ~~for~~ which the Developer is seeking ~~approval~~ to construct. Each updated traffic analysis shall serve to verify the findings of the development DRI-Application traffic analysis (referenced in this report as Option 1) or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways referenced in Option 1 at a satisfactory Level of Service, daily Level of Service C or a peak hour lLevel of Service D. Both the traffic counts and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices and the methodology determined at a traffic methodology meeting of all appropriate agencies. Prior to any ~~specific approval beyond the first subphase approval~~, Phase II construction, the County or, its designee shall ensure in written findings of fact that the above roadways ~~are~~ will ~~operating~~ operate at or above an average daily Level of Service C or a peak hour level of Service D at the time of completion of such construction.

c. Option 3

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out below. It is the intent of Option 3 to permit the Developer to mitigate its projects' impacts on the substantially impacted, regionally significant roadway network within the project's primary impact area by making the adequate provision provided below for public transportation facilities necessary to accommodate such impacts in the manner provided below. The requirements ~~of (A) or (B)~~ below have been determined to make adequate provision for the public transportation facilities necessary to accommodate the impacts of Phases I and II of the project on substantially impacted, regionally significant roadways within the project's primary impact area. No satisfactory pipeline project meeting the criteria of TBRPC and DCA exists within the area

identified as significantly impacted by project traffic. Therefore, mitigation is being achieved in accordance with Rule 9J-2.0255 (7)(a)(3). The improvements and other measures set out below have been calculated to ~~most~~ benefit the regional roadway network which would be substantially impacted by Phases I and II of the project by ~~resulting in either expeditious or accelerated design, engineering, right-of-way aequisition, construction~~ providing reasonable assurances that public transportation facilities shall be made available to accommodate the impacts of the Project ~~and public use of improvements to a major transportation facility., or by providing reasonable assurances thereof.~~ The mitigation mechanisms set forth ~~in (A) or (B)~~ below have been determined to be consistent with Hillsborough County, State of Florida Department of Transportation's ("FDOT") and Department of Community Affair's ("DCA"), ~~the Tampa Urban Area Metropolitan Planning Organization's ("MPO") Transportation Improvement Plan~~, the Tampa Bay Regional Planning Council's ("TBRPC") policies, ~~and the~~ Rule 9J-2.0255(07)(a)(3), Florida Administrative Code; and the Tampa Urban Area Metropolitan Planning Organization's ("MPO") Transportation Improvement Plan.

(A) It is the intent of this section to permit the Developer to make adequate provision for the public transportation facilities necessary to accommodate the traffic impacts of Phases I and II of the Project by partially funding construction of the widening of a 2.1 mile segment of Hillsborough Avenue from Pistol Range Road to East Lagoon Street from 2-lanes to 6-lanes (FDOT Work No. 10150-1539 hereafter referred to as "Project No. 10150-1539"), and, thereby, to the extent of such funding, enabling FDOT to utilize funds which would otherwise have been expended on Project No. 10150-1539, to accelerate both right-of-way acquisition for the widening of Hillsborough Avenue between Eisenhower Boulevard and Dale Mabry Highway from its 4-lane undivided configuration to a 6-lane divided configuration and construction of the widening of Hillsborough Avenue between Eisenhower Boulevard and Nebraska Avenue from 4-lanes undivided to 6-lanes divided (hereafter referred to as the "Hillsborough Avenue Improvement"). It has been determined that payment of the proportionate share amount to partially fund Project No. 10150-1539, and acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement will substantially benefit the public. Payment of the proportionate share amounts in the manner provided below is consistent with TBRPC, FDOT, DCA, and Hillsborough County policies regarding mitigation of transportation impacts and complies with Rule 9J-2.0255(07)(a)(3), Florida Administrative Code.

(1) For purposes of this Development Order, Developer's fair share of the costs of the public transportation facilities necessary to accommodate the impacts of Phases I and 11 of the Project has been calculated to be $1,588,007 based on the formula set forth in Rule 9J-2.0255, Florida Administrative Code, as interpreted in accordance with DCA, TBRPC, FDOT and Hillsborough County policies.

(2) In order for Developer to partially fund Project No. 10150-1539, and FDOT accelerate right-of-way acquisition and construction of Hillsborough Avenue Improvement, it will be necessary for FDOT to shift previously committed funds, secure additional funding commitments and reprioritize its Five Year Transportation Plan ("TIP"). To that end, and in order to implement this mitigation measure, it will be further necessary for FDOT and Developer to enter into a joint participation agreement. The purpose of the agreement shall be to establish the framework for expeditiously implementing the Developer's partial funding of Project No. 10150-1539, and accelerating right-of-way acquisition and construction of the Hillsborough Avenue Improvement. Such agreement shall be entered into between Developer and FDOT

within six (6) months of this development order amendment becoming non-appealable. The agreement shall provide, at minimum, that upon its execution:

(a) The Developer shall post, in favor of FDOT, an irrevocable letter of credit, or other performance assurance instrument acceptable to FDOT in an amount equal to the proportionate share amount for Phases I and II of the Project.

(b) In response to the posting of such performance assurance instrument by the Developer, FDOT shall expeditiously shift funds previously allocated to Project No. 10150-1539 in an amount equal to the proportionate share amount for Phases I and II to right-of-way acquisition for the Hillsborough Avenue Improvement so as to bring such right-of-way acquisition into Fiscal Year 1989-90 through 1993-94 of the TIP. Additionally, FDOT shall diligently exercise its best efforts to take all such actions, including securing additional funding commitments and reprioritizing the TIP as are necessary to maximize acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement.

(c) Upon presentation to the Developer of a fully executed contract for construction of Project No. 10150-1539, FDOT may draw against said performance assurance instrument for, or alternatively Developer shall pay to FDOT, the full amount of the proportionate share amount for Phases I and II. FDOT shall expeditiously direct said funds toward the costs of constructing Project No. 10150-1539. Upon receipt of the full amount, FDOT shall release Developer from any and all obligations under said performance assurance instrument.

(d) Upon shifting the funds as set forth in (b) above, and taking such other actions as are necessary accelerate right-of-way acquisition for the Hillsborough Avenue Improvement to Fiscal Years 1989-90 through 1993-94, FDOT shall expeditiously acquire right-of-way for the Hillsborough Avenue Improvement, and shall diligently exercise its best efforts to expeditiously take such further actions as are necessary to maximize acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement.

(3) Building permits shall be withheld until such time as FDOT and Developer enter into the agreement. In the event that the Developer and FDOT are unable to enter into the agreement within six (6) months of this Development Order becoming non-appealable, the Development Order shall be amended to provide alternative traffic impact mitigation measures. The time period for entering into the agreement may be extended with concurrence by TBRPC, DCA and Hillsborough County which such concurrence shall not be unreasonably withheld.

(4) Upon payment by Developer to FDOT of the full amount of the proportionate share amount for Phases I and II, and completion of Project No. 10150-1539, Developer shall be deemed to have fully mitigated the transportation impacts of Phases I and II of the Project on the regionally significant roadway network substantially impacted by the Project. Payment of funds pursuant to this Section shall entitle Developer to full credit against any present or future Hillsborough County impact fees levied for construction of roadway improvement or for acquisition of right-of-way.

ALTERNATIVE-A

(A) It is the intent of this Alternative to permit Developer to make adequate provision for the public transportation facilities necessary to accommodate the traffic impacts of Phases I and II of the Project by funding right-of-way acquisition, for the widening of Hillsborough Avenue between Eisenhower Boulevard and Dale Mabry Highway from its existing four-lane divided roadway configuration to a six-lane divided roadway configuration. The purpose of funding such right-of-way acquisition is to accelerate FDOT's right-of-way funding and acquisition from Fiscal Year 1992-93 and 1993-94 to Fiscal Year 1989-90 and 1990-1991 and, as a result, accelerating commencement of construction of the widening of Hillsborough Avenue from its existing configuration to a six-lane divided roadway between Eisenhower Boulevard and I-275 (The "Hillsborough Avenue Improvement") to within FDOT's Five Year Work Program. It has been determined that such right-of-way acquisition will substantially benefit the public by providing accelerated right-of-way funding and acquisition for, and advancing construction of the Hillsborough Avenue Improvement. Payment of the proportionate share amounts in the manner provided below is consistent with existing TBRPC, FDOT, DCA and Hillsborough County policies regarding pipeline mitigation of transportation impacts and complies with Rule 9J-2.005, Florida Administrative Code.

(1) For purposes of this Development Order, Developer's fair share of the costs of the public transportation facilities necessary to accommodate the impacts of Phases I and II of the Project has been calculated to be $1,588,007 based on the formula set forth in Rule 9J-2.0255, Florida Administrative Code, as interpreted in accordance with DCA, TBRPC, FDOT and Hillsborough County policies.

(2) In order to implement this Alternative, it will be necessary for Developer and FDOT to enter into a joint participation agreement. Such agreement shall be entered into between Developer and FDOT upon this Development Order becoming non-appealable. Said agreement shall provide for the implementation of the terms of this Alternative.

(3) In order to maximize the acceleration of the right-of-way acquisition and construction of the Hillsborough Avenue Improvement, it will be necessary for FDOT to secure additional monies and to expeditiously apply said funds to right-of-way acquisition for, and construction of the Hillsborough Avenue Improvement. Upon this Development Order becoming non-appealable, and Developer and FDOT entering into a joint participation agreement, FDOT shall expeditiously seek additional funding commitments and reprioritization of its Five Year Work Program, and shall take such other steps as are necessary to advance the construction of the Hillsborough Avenue Improvement to within the scope of its Five Year Program. Upon accomplishing same, FDOT shall notify Developer, Hillsborough County, and TBRPC. In the event that FDOT is unable to secure the additional funding commitments and reprioritize its Five Year Work Program so as to accelerate the right-of-way acquisition and construction of the Hillsborough Avenue Improvement consistent with the intent of this alternative, FDOT shall immediately notify Developer, Hillsborough County, and TBRPC. FDOT shall provide evidence satisfactory to Hillsborough County and TBRPC that it has itself made, or secured from others additional funding commitments and reprioritized its Five Year Work Program so as to advance the commencement of construction of the Hillsborough Avenue Improvement to within the scope of FDOT's Five-Year Work Program.

(4) In the event that FDOT is unable to secure additional funding commitments or otherwise reprioritize its Five Year Work Program within nine months of the Development Order becoming non-appealable so as to advance construction of the Hillsborough Avenue Improvement to within the scope of FDOT's Five Year Work Program, Developer may elect to proceed under Alternative B of Option 3.

(5) Upon this Development Order becoming non-appealable and the entering into between Developer and FDOT of the joint participation agreement described in paragraph (2) above, the Developer shall post an irrevocable letter of credit or other performance assurance document acceptable to FDOT in favor of FDOT, in an amount equal to the Developer's proportionate share. In response to the posting of this letter of credit, or performance assurance document, the FDOT will reprioritize its Five Year Work Program in order to advance the Hillsborough Avenue Improvement to within the scope of FDOT's Five Year Work Program. Thereafter, upon presentation by FDOT of fully executed contracts for sale and purchase, orders of taking, or final judgments in eminent domain, or other satisfactory evidence of prior or imminent expenditures, including incidentals, directly associated with the acquisition of right-of-way for the segment of the Hillsborough Avenue improvement between Eisenhower Boulevard and Dale Mabry Highway, FDOT may draw down against said letter of credit for the amount of such expenditures until said funds are depleted after which FDOT shall release said performance guarantee.

(6) Upon receipt of funds pursuant to (5) above, FDOT shall expeditiously direct such funds to the purposes set forth in (5) above, in such a manner as to maximize the acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement.

(7) Upon receipt by FDOT of the total amount of monies secured by the performance guarantee, Developer shall be deemed to have made adequate provision for the public transportation facilities necessary to accommodate the traffic impacts of Phases I and II of the Project on the regionally significant road network substantially impacted by said Project. Developer shall receive full credit against any present or future Hillsborough County impact fees for construction of roadway improvements and for acquisition of right-of-way to the extent Developer makes payment of its proportionate share amount pursuant to this Alternative.

ALTERNATIVE B

(B) It is the intent of this section to permit the Developer to make adequate provision for the public transportation facilities necessary to accommodate the traffic impacts of Phases I and II of the project by funding, designing and securing the right-of-way for and constructing an extension of Sligh Avenue from Benjamin Road to Hanley Road, including the intersections of Sligh Avenue with Hanley and Benjamin Roads as a 2 lane, divided urban roadway using the proportionate share amounts, and in the manner provided below. The Developer shall design said roadway extension as a 4 lane divided urban roadway, but shall only be required to construct 2 lanes. The design, right-of-way and construction are hereafter referred to as the Design, Right-of-Way, and Construction, respectively and the Improvements, collectively.

(1) For purposes of this development order, the total costs of the Improvements are estimated to be $1,600,000. Developers fair share of the costs of the public transportation

facilities necessary to accommodate the impacts of Phase I and II of the Project has been calculated to be $1,588,007 based on the formula set forth in Rule 9J-2.0255, Florida Administrative Code, as interpreted in accordance with DCA, TBRPC, FDOT and Hillsborough County policies. The value of the improvements set forth hereafter equals or exceeds the Developer's proportionate share of the estimated costs of improvements needed to accommodate the impacts of Phases I and II of the project as calculated pursuant to rule 9J-2.0255, Florida Administrative Code, and is consistent with existing TBRPC, FDOT, DCA and Hillsborough County policies regarding pipeline mitigation of transportation impacts. In no event shall Developer be required to pay more than its proportionate share.

(2) Developer shall design, secure the right-of-way for, and construct the Improvement using the fair share amounts set forth in (1) above, subject to and in accordance with paragraphs (3) through (13) below.

(3) Upon issuance of building permits for additional individual buildings, Developer shall post a letter of credit or surety bond, or other performance guarantee in favor of, and acceptable to Hillsborough County in an amount bearing the same proportion to the total proportionate share amount that the amount of development traffic represented by cumulative project development bears to total Phase I and II project traffic. The amount of the performance guarantee shall be reduced to reflect the reasonable costs incurred by Developer in designing, securing the right-of-way for, and constructing the Improvement. Upon completion of the Improvement, or payment by Developer of the proportionate share amount, or portions thereof pursuant to (8) - (11) below, Hillsborough County shall release said performance guarantee.

(4) The Design shall be prepared in a manner normally used in Hillsborough County road projects. The Design shall be reviewed by Hillsborough County. Approval shall be in accordance with Hillsborough County Plans, Standards and specifications.

(5) Subject to acts of God, necessary governmental permits and approvals, or occurrences beyond the Developer's control, the Design shall be commenced upon this Development Order becoming non-appealable and shall be completed 12 months thereafter unless the time for completion is extended by Hillsborough County with concurrence by FDOT and TBRPC which shall not be unreasonably withheld.

(6) Subject to acts of God, necessary governmental permits and approvals or occurrences beyond Developer's control@ Developer shall secure the right-of-way necessary for the Improvement within 12 months of approval of the Design by Hillsborough County unless the time for securing the right-of-way is extended by Hillsborough County with concurrence by FDOT and TBRPC which shall not be unreasonably withheld. Hillsborough County shall assist the Developer, when necessary, in obtaining all necessary permits, approvals, utility relocations, off-site construction easements, and rights-of-way necessary to complete the Improvement.

(7) Subject to acts of God, necessary governmental permits and approvals or occurrences beyond Developer's control, Developer shall commence construction of the Improvement upon securing all necessary right-of-way, construction easements, and necessary permits and approvals unless the time for commencement is extended by Hillsborough County

with concurrence by FDOT and TBRPC which shall not be unreasonably withheld. Subject to acts of God, necessary governmental permits, and approvals, or other occurrences beyond Developer's control, construction of the Improvement shall be completed within 12 months of commencement unless the time for completion is extended by Hillsborough County with concurrence by FDOT and TBRPC which shall not be unreasonably withheld.

(8) If for reasons beyond the Developer's control it becomes impractical or impossible for Developer to complete the Improvement, or any portion thereof, or if the costs of designing, securing the necessary right-of-way and constructing the Improvement exceeds Developer's total proportionate share amount, Developer may pay to Hillsborough County the proportionate share amounts in accordance with (9) (11) below subject to Hillsborough County approval with concurrence by FDOT and TBRPC which shall not be unreasonably withheld.

(9) If after completing a design, or securing the right-of-way, it can be demonstrated that it is impossible or impractical for Developer to complete the Improvement, or that the costs of Design and the estimated costs of securing the right-of-way for and/or constructing the Improvement exceeds Developer's total proportionate share amount, Developer shall notify Hillsborough County. Hillsborough County shall expeditiously determine whether they will make the additional funding commitments necessary to fully fund completion of the Improvement. If Hillsborough County elects to make the additional funding commitments necessary to fully fund the Improvement, they shall either enter into the appropriate agreements with Developer for completion of the Improvement using the remaining portion of Developer's proportionate share supplemented by Hillsborough County's additional funding commitment, or, alternatively, subject to Hillsborough County approval and concurrence by FDOT and TBRPC which shall not be unreasonably withheld, Developer shall pay the remaining portion of its proportionate share of the costs of the Improvement, in which case Hillsborough County shall expeditiously complete the Improvement using the remaining portion of Developer's proportionate share amount as supplemented by Hillsborough County's additional funding commitment.

(10) If Hillsborough County determines not to make such funding commitment, or otherwise fails to secure such funding commitment, Developer may pay the remaining portion of its proportionate share amount, subject to Hillsborough County approval and concurrence by FDOT and TBRPC which shall not be unreasonably withheld. Said payment shall be expressly designated and used for, and expeditiously applied to, completion of the Improvement, or portions thereof, or such other roadway improvements as may be determined to be appropriate pursuant to applicable laws, rules and regulations by Hillsborough County or other responsible entity, and FDOT if the roadway improvement be a state road, with the concurrence of TBRPC which shall not unreasonably withheld. Delay in completion of the Improvement, or other roadway improvement, may preclude issuance of further building permits provided however that such delay shall not preclude issuance of Certificates of Occupancy for any buildings or structures for which building permits have been previously issued.

(11) If the Developer has completed any portion of the Improvement, prior to making payment pursuant to (8) (10) above, the required payment shall be reduced by the

~~reasonable costs of the portion of the Improvement completed.~~

~~(12) The intent of the paragraphs (8) (11) is to enable the Developer to meet its obligation to fully mitigate the traffic impacts of the project or portions thereof pursuant to Section 380.06, Florida Statues, by paying the stated sums or portions thereof which equal the remaining portion of Developer's proportionate share of the costs of the Improvements identified for Phases I and II of the Project in Tables 1 and 2 of this Development Order.~~

~~(13) Upon full completion of the Improvement, or payment of the proportionate share amount, or a partial combination thereof, the Developer shall be deemed to have adequately provided the public transportation facilities necessary to accommodate the transportation impacts of Phases I and II of the project, and shall receive full credit therefore against any present or future applicable Hillsborough County transportation impact fees for construction of roadway improvements and for the acquisition of right of way.~~

2. Phase III Transportation Impact Mitigation

a. Issuance of building permits for Phase III of the Project shall be based upon further traffic analysis, ~~and~~ the Developer's commitment to fund or construct public transportation facility improvements to the impacted regional roadway network as mitigation for Phase III impacts on the regional roadway network in accordance with the law, rules, ordinances, regulations, and policies of DCA, Hillsborough County, FDOT and TBRPC, ~~Amendment of the development order to implement Phase III specific approval shall not constitute a substantial deviation requiring further review pursuant to Section 380.06(19), Florida Statutes.~~ and amendment of the development order pursuant to Section 380.06(19), Florida Statutes. The Phase III traffic analysis shall be based upon data, assumptions and methodologies agreed to by TBRPC, DCA, FDOT, Hillsborough County, and the Developer in a transportation analysis methodology meeting held prior to commencement of the analysis.

b. Notwithstanding (a) above, pipelining will be available as a mechanism for mitigating the impacts of Phase III only if provided for by local or state comprehensive plan, land development regulation or rule, or policy in existence at the time of implementation of specific approval of Phase III. If no pipelining option is provided for by plan, rule or regulations or policy, pipelining shall not be an acceptable mitigation option.

3. Right-of-Way Dedication

a. The Developer shall deed to the County prior to detailed site plan approval and upon request of the County, an additional 22 feet on the eastern side of George Road along the western boundary of the site to accommodate a four-lane undivided arterial roadway.

b. The Developer shall reserve sufficient additional right-of-way along the south side of Hillsborough Avenue and along the west side of Eisenhower Boulevard to accommodate a proposed frontage road for the proposed Northwest Expressway. Additionally, the Developer shall coordinate ingress and egress plans for the project with design of the Expressway in the vicinity and with any modifications to Eisenhower Boulevard or Hillsborough Avenue ensuing therefrom.

c. The C-3 parcel at the southwest corner of Eisenhower Boulevard and Hillsborough Avenue shall be allowed access through the project if requested by Hillsborough County or FDOT.

4. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right-of-way dedications and transportation improvements.

5. Mass Transit

a. The Developer shall conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed phase modal splits of 1.6%, 1.9%, 1.9% and shall report monitoring results in the annual report.

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

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

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

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

DS25e
6/24/88

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida

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

March 7, 1988

Tampa Bay Regional Planning Council
9455 Koger Blvd.
St. Petersburg, Florida 33702

Attn: Julia Greene
Executive Director

Re: Resolution No. R88-0035 - Sunforest DRI #105

Dear Ms. Greene:

Enclosed please find an executed copy of the referenced Resolution, with exhibits, which was approved by the Hillsborough County Board of County Commissioners on February 9, 1988.

We are providing this copy for your official files.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

By: Edna L. Fitzpatrick
Edna L. Fitzpatrick
Deputy Clerk

ELF/lt

cc: Board files (orig.)
Shannon Properties
Anita Bing, Asst. County Attorney
Dot Hagin, Planning & Zoning Department
State of Florida Dept. of Community Affairs

Enclosures

An Affirmative Action - Equal Opportunity Employer

February 17, 1988

Resolution No. R88-0035

RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA
DRI #105 DEVELOPMENT ORDER
SUNFOREST

Upon motion of Commissioner Talley, seconded by Commissioner Poe, the following Resolution was adopted by a vote of 4 to 2; Commissioner(s) Iorio & Platt voting "No".

WHEREAS, in APRIL, 1986, Shannon Properties, Inc. filed an Application for Development Approval of a Development of Regional Impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes, as amended, and

WHEREAS, said Application proposed construction of an OFFICE PARK on approximately THIRTY-EIGHT AND NINE-TENTHS ACRES, located in NORTHWESTERN Hillsborough County, hereinafter refered to as SUNFOREST, and

WHEREAS, the described project lies within the unincorporated area of Hillsborough County; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, as amended, is authorized and empowered to consider Applications for Development Approval for Developments of Regional Impact; and

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

WHEREAS, the Zoning Hearing Master appointed pursuant to Zoning Code of Hillsborough County (Ordinance 85-10), has reviewed the Application for Development Approval and has filed a recommendation on said Application with the Board of County Commissioners; and

WHEREAS, the Board of County Commissioners of Hillsborough County has on OCTOBER 19, 1987 and NOVEMBER 23, 1987 and FEBRUARY 9, 1988 held duly noticed public hearings on said Application for Development Approval and has heard and considered testimony and other documents and evidence; and

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

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

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING ASSEMBLED THIS 9th DAY OF February 1988 AS FOLLOWS:

I. FINDINGS OF FACT

A. Shannon Properties, Inc. hereinafter referred to as "Developer", submitted to Hillsborough County, Florida, an Application for Development Approval and Sufficiency Responses which are attached hereto and marked "Composite Exhibit A" and incorporated herein by reference. Hereinafter, the word "Application" shall refer to the Application for Development Approval, Sufficiency Responses and other exhibits duly submitted and recorded.

B. The real property which is the subject of the Application is legally described as set forth in Composite Exhibit A.

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

D. All development will occur in accordance with this Development Order and Application.

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

II. CONCLUSIONS OF LAW

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

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

2. The development is consistent with local land development regulations and the adopted comprehensive plan.

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

B. In considering whether the development should be approved subject to conditions, restrictions, and limitations, Hillsborough County has considered the criteria stated in subsection 380.06(14), Florida Statutes, as amended.

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

D. The Application is approved subject to all terms and conditions of this Development Order.

E. The Horizon 2000 Land Use Plan Map for Hillsborough County designates the area within which this land lies as Light Industrial.

III. GENERAL PROVISIONS

A. This resolution shall constitute the Development Order of Hillsborough County in response to the Application for Development Approval for the Sunforest Development of Regional Impact.

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

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

D. The definitions contained in Chapter 380, Florida Statutes, as amended, shall govern and apply to this Development Order.

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

F. In the event that any portion or section of this Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions

or sections of this Development Order which shall remain in full force and effect.

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

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

I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order as defined by the criteria of Ch. 380.06(19)(b), Florida Statutes, as amended, or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by Hillsborough County and the Tampa Bay Regional Planning Council shall result in further Development of Regional Impact review pursuant to Chapter 380.06, Florida Statutes, as amended, and may result in Hillsborough County ordering a termination of development activity pending such review.

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

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

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

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

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

4. A statement setting forth the name(s) and address(es) of any heir, assigns or successor in interest to this Development Order.

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

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

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

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project shall proceed in accordance with the following proposed phasing schedule:

Years	Use	Amount (gross sq. ft.)	Peak Hour (cumulative) Trips AM	PM
Phase I (existing)	Office	184,000	340	318
Phase II (1988-89)	Office	630,000	1,742	1,671
	Hotel	200 Rooms		
	Restaurant	8,000		
	Speciality Retail	20,000		
Phase III (1990-91)	Office	386,000	2,280	2,113
	Hotel	100 Rooms		
Total	Office	1,200,000		
	Hotel	300 Rooms		
	Retail	28,000		

For purposes of this Order, a phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase. Development of Phases II and III may occur anywhere on the site up to a specified intensity threshold which generates the equivalent number of external vehicle trips calculated for the project parameters in that particular phase.

Prior to requesting issuance of a building permit for an amount of development that exceeds a stated total for a particular use, the Developer shall provide the County with a trip generation statement showing that the total trips generated by the revised use will not exceed the total trips generated herein for each phase.

If the Developer elects to change the proposed phasing schedule, he shall submit said changes to the County for review and approval as required by law which approval shall not be withheld if the terms of this Order are otherwise fully complied with. It is the intent of this provision to insure that all prerequisites for each phase of the project are complied with. Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.

2. This Development Order shall remain in effect for a period up to and including FEBRUARY 9, 1996. No development shall be approved after expiration of the Development Order. Any development activity for which plans have been submitted to the County for its review and approval prior to the expiration date of this Development Order may be completed in accordance with the requirements of the Development Order, if approved. This Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty (30) days prior to the expiration date of this Order.

3. The development shall not be subject to down-zoning, or intensity reduction until FEBRUARY 9, 1996 unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

B. Transportation

1. The Developer at its option, shall select one of the following options to mitigate the project's transportation impact:

a. Option 1

(1) No Certificates of Occupancy shall be issued for Phase II until funding commitments are secured from responsible entitites for improvement/implementation of the roadways listed below in (a) - (b). The Developer shall be responsible where specified.

(a) The intersection improvements indicated in Table 1.

(b) The link improvements indicated in Table 2.

(2) The Developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour, and on a daily basis. The monitoring program will be started when Phase II is 50 percent complete and will continue until build-out. If the traffic volumes exceed those projected in the Application, as revised, for Phase II, a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

(a) All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his sucessors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above it will be included in the previous annual report submitted prior to the anticipated exceedance.

(b) If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further Certificates of Occupancy shall be issued until the require information has been submitted to and approved by Hillsborough County.

Table 1. Intersection Improvements Needed for Phase II (1989)

Intersection	Level of Service With Project	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
Hillsborough/Hanley	E	15.1	SB: Add RT Lane EB: Add LT Lane WB: Add RT Lane
Hillsborough/George	E	30.1	EB: Add Thru Lane WB: Add Thru Lane
Hillsborough/Benjamin	E	17.12	WB: Add Thru Lane EB: Add LT Lane
Eisenhower/Memorial	E	14.25	NB: Add Thru Lane EB: Add LT Lane
Benjamin/Waters	E	25.5	NB: Add LT Lane EB: Add Thru Lane Add LT Lane WB: Add Thru Lane Add LT Lane

Table 2. Link Improvement Needed for Phase II (1989)

Roadway Link	Level of Service With Project	Project Traffic as Percent of LOS D Peak-Hour Capacity	Required Improvement
Eisenhower Blvd. (Memorial to Project Entrance Drive)	E	27.8	Widen to six-lane divided arterial.
Eisenhower Blvd. (Independence to Courtney Campbell)	E	16.5	Widen to eight-lane divided arterial.
Hillsborough Ave. (Hanley to George)	E	20.56	Widen to eight-lane divided arterial.
Hillsborough Ave. (Eisenhower to Benjamin)	E	25.23	Widen to six-lane divided arterial.
Hillsborough Ave. (Benjamin to Anderson)	E	13.29	Widen to six-lane divided arterial.
Hillsborough Ave. (Anderson to Dale Mabry)	E	10.4	Widen to six-lane divided arterial.
Benjamin Road (Hillsborough to Waters)	E	27.5	Widen to four-lane divided arterial.
Hanley Road Hillsborough to Waters)	E	25.2	Widen to four-lane divided arterial.

(3) The Developer may subphase the project when such subphasing identifies and ties specific amounts of project development (within a phase) to specific regional roadway improvements.

Such subphasing shall be acceptable under the following conditions:

(a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and

(b) Funding commitments for the indicated roadway improvements will be required when the regional roadway operates below daily LOS C or peak hour LOS D and the development contributes 10% or more of the existing daily LOS C or at the existing LOD D peak hour capacity of the facility.

(c) A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner.

b. Option 2

In the event that commitments for transportation improvements are adequate to permit only partial approval of Hillsborough County of Phases II or III of this development, the capacity and loading of transportation facilities within the Sunforest transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors in any subsequent approvals. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area MPO, the FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, as amended, with updated current traffic counts on the above roadways and projections of traffic volumes that will result from the completion of the currently approved project construction plus that to be generated by the next portion for which the Developer is seeking approval. Each updated traffic analysis shall serve to verify the findings of the DRI-Application traffic analysis (referenced in this report as Option 1) or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways referenced in Option 1 at a satisfactory Level of Service, daily Level of Service C or a peak hour level of Service D. Both the traffic counts and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices and the methodology determined at a traffic methodology meeting of all appropriate agencies. Prior to any specific approval beyond the first subphase approval, the County or its designee shall ensure in written findings of fact that the above roadways are operating at or above an average daily Level of Service C or a peak hour level of Service D.

c. Option 3

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out below. It is the intent of Option 3 to permit the Developer to mitigate its projects' impacts on the substantially impacted, regionally significant roadway network within the project's primary impact area by making the adequate provision provided below for public transportation facilities necessary to accommodate such impacts in the manner provided below. The requirements of (A) or (B) below have been determined to make adequate provision for the public transportation facilities necessary to accomodate the impacts of Phases I and II of the project on substantially impacted, regionally significant roadways within the project's primary impact area. The improvements and

other measures set out below have been calculated to most benefit the regional roadway network which would be substantially impacted by Phases I and II of the project by resulting in either expeditious or accelerated design, engineering, right-of-way acquisition, construction and public use of improvements to a major transportation facility, or by providing reasonable assurances thereof. The mitigation mechanisms set forth in (A) or (B) below have been determined to be consistent with Hillsborough County, State of Florida Department of Transportation's ("FDOT") and Department of Community Affair's ("DCA"), the Tampa Urban Area Metropolitan Planning Organization's ("MPO") Transportation Improvement Plan, the Tampa Bay Regional Planning Council's ("TBRPC") policies and with Rule 9J-2.0255, Florida Administrative Code.

ALTERNATIVE A

(A) It is the intent of this Alternative to permit Developer to make adequate provision for the public transportation facilities necssary to accommodate the traffic impacts of Phases I and II of the Project by funding right-of-way acquisition, for the widening of Hillsborough Avenue between Eisenhower Boulevard and Dale Mabry Highway from its existing four-lane divided roadway configuration to a six-lane divided roadway configuration. The purpose of funding such right-of-way acquisition is to accelerate FDOT's right-of-way funding and acquisition from Fiscal Year 1992-93 and 1993-94 to Fiscal Year 1989-90 and 1990-1991 and, as a result, accelerating commencement of constructionn of the widening of Hillsborough Avenue from its existing configuration to a six-lane divided roadway between Eisenhower Boulevard and I-275 (The "Hillsborough Avenue Improvement") to within FDOT's Five Year Work Program. It has been determined that such right-of-way acquisition will substantially benefit the public by providing accelerated right-of-way funding and acquisition for, and advancing construction of the Hillsborough Avenue Improvement. Payment of the proportionate share amounts in the manner provided below is consistent with existing TBRPC, FDOT, DCA and Hillsborough County policies regarding pipeline mitigation of transportation impacts and complies with Rule 9J-2.005, Florida Administrative Code.

(1) For purposes of this Development Order, Developer's fair share of the costs of the public transportation facilities necessary to accommodate the impacts of Phases I and II of the Project has been calculated to be $1,588,007 based on the formula set forth in Rule 9J-2.0255, Florida Administrative Code, as intepreted in accordance with DCA, TBRPC, FDOT and Hillsborough County policies.

(2) In order to implement this Alternative, it will be necessary for Developer and FDOT to enter into a joint participation agreement. Such agreement shall be entered into between Developer and FDOT upon this Development Order becoming non-appealable. Said agreement shall provide for the implementation of the terms of this Alternative.

(3) In order to maximize the acceleration of the right-of-way acquisition and construction of the Hillsborough Avenue Improvement, it will be necessary for FDOT to secure additional monies and to expeditiously apply said funds to right-of-way acqusition for, and construction of the Hillsborough Avenue Improvement. Upon this Development Order becoming non-appealable, and Developer and FDOT entering into a joint

participation agreement, FDOT shall expeditiously seek additional funding commitments and reprioritization of its Five Year Work Program, and shall take such other steps as are necessary to advance the construction of the Hillsborough Avenue Improvement to within the scope of its Five Year Program. Upon accomplishing same, FDOT shall notify Developer, Hillsborough County, and TBRPC. In the event that FDOT is unable to secure the additional funding commitments and reprioritize its Five Year Work Program so as to accelerate the right-of-way acquisition and construction of the Hillsborough Avenue Improvement consistent with the intent of this alternative, FDOT shall immediately notify Developer, Hillsborough County, and TBRPC. FDOT shall provide evidence satisfactory to Hillsborough County and TBRPC that it has itself made, or secured from others additional funding commitments and reprioritized its Five Year Work Program so as to advance the commencement of construction of the Hillsborough Avenue Improvement to within the scope of FDOT's Five Year Work Program.

(4) In the event that FDOT is unable to secure additional funding commitments or otherwise reprioritze its Five Year Work Program within nine months of the Development Order becoming non-appealable so as to advance construction of the Hillsborough Avenue Improvement to within the scope of FDOT's Five Year Work Program, Developer may elect to proceed under Alternative B of Option 3.

(5) Upon this Development Order becoming non-appealable and the entering into between Developer and FDOT of the joint participation agreement described in paragraph (2) above, the Developer shall post an irrevocable letter of credit or other performance assurance document acceptable to FDOT in favor of FDOT, in an amount equal to the Developer's proportionate share. In response to the posting of this letter of credit, or performance assurance document, the FDOT will reprioritize its Five Year Work Program in order to advance the Hillsborough Avenue Improvement to within the scope of FDOT's Five Year Work Program. Thereafter, upon presentation by FDOT of fully executed contracts for sale and purchase, orders of taking, or final judgments in eminent domain, or other satisfactory evidence of prior or imminent expenditures, including incidentals, directly associated with the acquisition of right-of-way for the segment of the Hillsborough Avenue improvement between Eisenhower Boulevard and Dale Mabry Highway, FDOT may draw down against said letter of credit for the amount of such expeditures until said funds are depleted after which FDOT shall release said performance guarantee.

(6) Upon receipt of funds pursuant to (5) above, FDOT shall expeditiously direct such funds to the purposes set forth in (5) above, in such a manner as to maximize the acceleration of right-of-way acquisition and construction of the Hillsborough Avenue Improvement.

(7) Upon receipt by FDOT of the total amount of monies secured by the performance guarantee, Developer shall be deemed to have made adequate provision for the public transportation facilities necessary to accommodate the traffic impacts of Phases I and II of the Project on the regionally significant road network substantially impacted by said Project. Developer

shall receive full credit against any present or future Hillsborough County impact fees for construction of roadway improvements and for acqusition of right-of-way to the extent Developer makes payment of its proportionate share amount pursuant to this Alternative.

ALTERNATIVE B

(B) It is the intent of this section to permit the Developer to make adequate provision for the public transportation facilities necessary to accommodate the traffic impacts of Phases I and II of the project by funding, designing and securing the right-of-way for and constructing an extension of Sligh Avenue from Benjamin Road to Hanley Road, including the intersections of Sligh Avenue with Hanley and Benjamin Roads as a 2-lane, divided urban roadway using the proportionate share amounts, and in the manner provided below. The Developer shall design said roadway extension as a 4-lane dividied urban roadway, but shall only be required to construct 2-lanes. The design, right-of-way and construction are hereafter referred to as the Design, Right-of-Way, and Construction, respectively and the Improvements, collectively.

(1) For purposes of this development order, the total costs of the Improvements are estimated to be $1,600,000. Developers fair share of the costs of the public transportation facilities necessary to accommodate the impacts of Phase I and II of the Project has been calculated to be $1,588,007 based on the formula set forth in Rule 9J-2.0255, Florida Administrative Code, as interpreted in accordance with DCA, TBRPC, FDOT and Hillsborough County policies. The value of the improvements set forth hereafter equals or exceeds the Developer's proportionate share of the estimated costs of improvements needed to accommodate the impacts of Phases I and II of the project as calculated pursuant to rule 9J-2.0255, Florida Administrative Code, and is consistent with existing TBRPC, FDOT, DCA and Hillsborough County policies regarding pipeline mitigation of transportation impacts. In no event shall Developer be required to pay more than its proportionate share.

(2) Developer shall design, secure the right-of-way for, and construct the Improvement using the fair share amounts set forth in (1) above, subject to and in accordance with paragraphs (3) through (13) below:

(3) Upon issuance of building permits for additional individual buildings, Developer shall post a letter-of-credit or surety bond, or other performance guarantee in favor of, and acceptable to Hillsborough County in an amount bearing the same proportion to the total proportionate share amount that the amount of development traffic represented by cumulative project development bears to total Phase I and II project traffic. The amount of the performance guarantee-d shall be reduced to reflect the reasonable costs incurred by Developer in designing, securing the right-of-way for, and constructing the Improvement. Upon completion of the Improvement, or payment by Developer of the proportionate share amount, or portions thereof pursuant to (8) - (11) below, Hillsborough County shall release said performance guarantee.

(4) The Design shall be prepared in a manner normally used

in Hillsborough County road projects. The Design shall be reviewed by Hillsborough County. Approval shall be in accordance with Hillsborough County Plans, Standards and specifications.

(5) Subject to acts of God, necessary governmental permits and approvals, or occurrences beyond the Developer's control, the Design shall be commenced upon this Development Order becoming non-appealable and shall be completed 12 months thereafter unless the time for completion is extended by Hillsborough County with concurrence by FDOT and TBRPC which shall not be unreasonably withheld.

(6) Subject to acts of God, necessary governmental permits and approvals or occurrences beyond Developer's control, Developer shall secure the right-of-way necessary for the Improvement wihtin 12 months of approval of the Design by Hillsborough County unless the time for securing the right-of-way is extended by Hillsborough County with concurrence by FDOT and TBRPC which shall not be unreasonably withheld. Hillsborough County shall assist the Developer, when necessary, in obtaining all necessary permits, approvals, utility relocations, off-site construction easements, and rights-of-way necessary to complete the Improvement.

(7) Subject to acts of God, necessary governmental permits and approvals or occurrences beyond Developer's control, Developer shall commence construction of the Improvement upon securing all necessary right-of-way, construction easements, and necessary permits and approvals unless the time for commencement is extended by Hillsborough County with concurrence by FDOT and TBRPC which shall not be unreasonably withheld. Subject to acts of God, necessary governmental permits, and approvals, or other occurrences beyond Developer's control, construction of the Improvement shall be completed within 12 months of commencement unless the time for completion is extended by Hillsborough County with concurrence by FDOT and TBRPC which shall not be unreasonably withheld.

(8) If for reasons beyond the Developer's control it becomes impractical or impossible for Developer to complete the Improvement, or any portion thereof, or if the costs of designing, securing the necessary right-of-way and constructing the Improvement exceeds Developer's total proportionate share amount, Developer may pay to Hillsborough County the proportionate share amounts in accordance with (9) - (11) below subject to Hillsborough County approval with concurrence by FDOT and TBRPC which shall not be unreasonably withheld.

(9) If after completing a design, or securing the right-of-way, it can be demonstrated that it is impossible or impractical for Developer to complete the Improvement, or that the costs of Design and the estimated costs of securing the right-of-way for and/or constructing the Improvement exceeds Developer's total proportionate share amount, Developer shall notify Hillsborough County. Hillsborough County shall expeditiously determine whether they will make the additional funding commitments necessary to fully fund completion of the Improvement. If Hillsborough County elects to make the additional funding commitments necessary to fully fund

the Improvement, they shall either enter into the appropriate agreements with Developer for completion of the Improvement using the remaining portion of Developer's proportionate share supplemented by Hillsborough County's additional funding commitment, or, alternatively, subject to Hillsborough County approval and concurrence by FDOT and TBRPC which shall not be unreasonably withheld, Developer shall pay the remaining portion of its proportionate share of the costs of the Improvement, in which case Hillsborough County shall expeditiously complete the Improvement using the remaining portion of Developer's proportionate share amount as supplemented by Hillsborough County's additional funding commitment.

(10) If Hillsborough County determines not to make such funding commitment, or otherwise fails to secure such funding commitment, Developer may pay the remaining portion of its proportionate share amount, subject to Hillsborough County approval and concurrence by FDOT and TBRPC which shall not be unreasonably withheld. Said payment shall be expressly designated and used for, and expeditiously applied to, completion of the Improvement, or portions thereof, or such other roadway improvements as may be determined to be appropriate pursuant to applicable laws, rules and regulations by Hillsborough County or other responsible entity, and FDOT if the roadway improvement be a state road, with the concurrence of TBRPC which shall not unreasonably withheld. Delay in completion of the Improvement, or other roadway improvement, may preclude issuance of further building permits provided however that such delay shall not preclude issuance of Certificates of Occupancy for any buildings or structures for which building permits have been previously issued.

(11) If the Developer has completed any portion of the Improvement, prior to making payment pursuant to (8)-(10) above, the required payment shall be reduced by the reasonable costs of the portion of the Improvement completed.

(12) The intent of the paragraphs (8) - (11) is to enable the Developer to meet its obligation to fully mitigate the traffic impacts of the project or portions thereof pursuant to Section 380.06, Florida Statues, by paying the stated sums or portions thereof which equal the remaining portion of Developer's proportionate share of the costs of the Improvements identified for Phases I and II of the Project in Tables 1 and 2 of this Development Order.

(13) Upon full completion of the Improvement, or payment of the proportionate share amount, or a partial combination thereof, the Developer shall be deemed to have adequately provided the public transportation facilities necessary to accommodate the transportation impacts of Phases I and II of the project, and shall receive full credit therefore against any present or future applicable Hillsborough County transportation impact fees for construction of roadway improvements and for the acquisition of right-of-way.

2. Phase III Transportation Impact Mitigation

a. Issuance of building permits for Phase III of the Project shall be based upon further traffic analysis and the Developer's commitment to fund or construct public transportation facility improvements

to the impacted regional roadway network as mitigation for Phase III impacts on the regional roadway network in accordance with the law, rules, ordinances, regulations, and policies of DCA, Hillsborough County, FDOT and TBRPC. Amendment of the development order to implement Phase III specific approval shall not constitute a substantial deviation requiring further review pursuant to Section 380.06(10), Florida Statutes.

b. Notwithstanding (a) above, pipelining will be available as a mechanism for mitigating the impacts of Phase III only if provided for by local or state comprehensive plan, land development regulation or rule, or policy in existence at the time of implementation of specific approval of Phase III. If no pipelining option is provided for by plan, rule or regulations or policy, pipelining shall not be an acceptable mitigation option.

3. Right-of-Way Dedication

a. The Developer shall deed to the County prior to detailed site plan approval and upon request of the County, an additional 22 feet on the eastern side of George Road along the western boundary of the site to accommodate a four-lane undivided arterial roadway.

b. The Developer shall reserve sufficient additional right-of-way along the south side of Hillsborough Avenue and along the west side of Eisenhower Boulevard to accommodate a proposed frontage road for the proposed Northwest Expressway. Additionally, the Developer shall coordinate ingress and egress plans for the project with design of the Expressway in the vicinity and with any modifications to Eisenhower Boulevard or Hillsborough Avenue ensuing therefrom.

c. The C-3 parcel at the southwest corner of Eisenhower Boulevard and Hillsborough Avenue shall be allowed access through the project if requested by Hillsborough County or FDOT.

4. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right-of-way dedications and transportation improvements.

5. Mass Transit

a. The Developer shall conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below) concerning proposed phase modal splits of 1.6%, 1.9%, 1.9% and shall report monitoring results in the annual report.

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

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

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

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

(5) Details, standards and phasing of all transit amenity provisions must be approved by the HART Authority and shall

be representative of those commonly in use by the HART Authority.

6. A pedestrian/bicycle circulation system shall be provided within the project. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System into Sunforest. No detailed site plans shall be approved which do not indicate these systems.

7. The following Traffic Operations conditions shall be applicable to the entire DRI site prior to issuance of additional Certificates of Occupancy:

   a. Driveway radii shall be a minimum of 40 feet in size to accommodate single-unit vehicles at all accesses onto the state and county road systems.

   b. In the case that the FDOT permits full access onto Hillsborough Avenue directly from the project site:

      (1) A 125-foot left-turn lane shall be installed by the Developer on George Road for southbound-to-eastbound left turns into the site.

      (2) At a minimum, a 75-foot left-turn lane shall be installed by the Developer on Hillsborough Avenue for westbound-to-southbound left turns into the site, subject to Florida Department of Transportation (FDOT) approval.

      (3) The on-site accesses at Hillsborough Avenue and at Eisenhower Boulevard shall be constructed as a four-lane section with dual left turn egress lanes, a right-turn lane and one ingress lane, subject to FDOT approval. Construction of the second of the dual left turn egress lanes on Hillsborough Avenue may be delayed until issuance of Phase III Certificates of Occupancy.

      (4) The access at George Road shall be constructed as a three-lane section with one lane for left-turn egress, one lane for a right-turn egress and one lane for ingress to the site.

      (5) If a traffic signal becomes warranted at any project access on Hillsborough Avenue or Eisenhower Boulevard and the Developer can show that such signal will result in minimal adverse impacts to traffic flow on the main road, the Developer shall pay for the design, purchase and installation of the traffic signal including interconnecting the signal to adjacent intersection(s) if required subject to FDOT approval. The traffic signal shall comply with FDOT standards and specifications.

   c. In the case that the FDOT does not permit full access onto Hillsborough Avenue on Eisenhower Boulevard directly from the project site:

      (1) The developer shall make adequate provision for the improvements necessary to maintain intersection peak hour level of service D at the intersection of Hillsborough Avenue and George Road and at the Eisenhower Boulevard project entrance. A 125-foot left-turn lane shall be installed by the Developer on George Road for soutbound-to-eastbound left-turns into the site.

      (2) At a minimum, a 75-foot left-turn lane shall be installed by the Developer on Hillsborough Avenue for westbound-to-southbound left turns into the site, subject to FDOT approval.

(3) The on-site access at Eisenhower Boulevard shall be constructed as a four-lane section with dual left-turn egress lanes, a right-turn lane, and one ingress lane, subject to FDOT approval. This access shall also include adequate provision for connection to a future frontage road system for the proposed Northwest Expressway.

(4) The access at George Road shall be constructed as a three-lane section with one lane for left-turn egress, one lane for right-turn egress and one lane for ingress to the site.

(5) If a traffic signal becomes warranted at any project access on Eisenhower Boulevard and the Developer can show that such signal will result in minimal adverse impacts to traffic flow on Eisenhower Boulevard, the Developer shall pay for the design, purchase and installation of the traffic signal including interconnecting the signal to adjacent intersection(s), if required, subject to FDOT approval. The traffic signal shall comply with FDOT standards and specifications.

C. Air Quality

1. An air quality impact analysis and mitigation plan acceptable to the Florida Department of Environmental Regulation (FDER) and the Environmental Protection Commission of Hillsborough County (EPC) shall be required prior to the issuance of any building permits beyond fifty percent of the peak hour trips of Phase II.

D. Wind and Water Erosion

1. The Developer shall undertake the measures referenced on page 13-3 of the Application to reduce fugitive dust and other adverse air emissions during all phases of development. More specifically the Developer shall ensure that at minimum:

a. Permanent vegetation and improvements such as streets, storm sewers or other features of the development capable of carrying stormwater run-off in a safe manner, shall be scheduled for installation to the greatest extent possible before removing the vegetative cover from an area.

b. Where the use of the land does not require removal of trees and other natural vegetation, these shall be retained to the greatest extent possible.

c. Where inadequate vegetation exists, temporary or permanent vegetation shall be established if high erosion potential exists.

d. The smallest practical area of land should be exposed at any one time during development.

e. When land is exposed during development, the exposure should be kept to the shortest practical period of time.

f. Critical areas including steep slopes, highly erodible soils, and areas above existing streams and lakes exposed during construction shall be protected with temporary or permanent vegetation and/or mulching, or other approved protective material or devices.

g. Refuse material shall be disposed of and treated so as not to create a sediment producing area.

h. Sediment ponds (debris basins, desilting basins, or sediment traps) shall be installed and maintained where needed to remove runoff water sediment from land undergoing development.

i. The permanent protective vegetation and structures shall be installed as soon as practical in the development.

j. Cuts and fills shall not create the potential for sedimentation on adjoining properties.

k. Fills shall not encroach upon natural watercourses or constructed channels in a manner so as to create a sedimentation hazard to other property or watercourses.

l. When a pond, either new or existing, is incorporated into a development, the Developer shall note on his plans if the pond is to be used for sediment control and/or retention during construction. If the pond is to be used for sediment control, the Developer will be required to dredge, clean, and grass the pond upon completion of construction of the project. Further, sediment control devices shall be required to protect downstream property during construction.

E. Soils

1. Measures used to overcome the onsite soils limitations shall include but not be limited to those discussed on page 14-4 of the Application.

2. Subsurface soils investigations and foundations studies shall be carried out for each building prior to construction. Foundations shall be constructed in accordance with the recommendations of those studies.

F. Stormwater Management

1. In order to protect water quality, the following parameters shall be included in the Sunforest drainage plan:

a. The drainage system shall be designed to meet or exceed local, State and Southwest Florida Water Management District (SWFWMD) regulations.

b. The proposed retention/detention wetland systems shall be designed, constructed, and maintained pursuant to the guidelines of the Stormwater and Lake Systems Maintenance and Design Guidelines (TBRPC, 1978).

c. Best Management Practices recommended by Hillsborough County shall be adhered to, including a vacuum street cleaning program for parking and roadway areas within the development.

d. There shall be no net encroachment in the 100-year floodplain area, as delineated on Revised Map C in the Application. (Response to Preliminary Assessment - Round II, and dated December 19, 1986.) Such encroachment shall not result in a significant adverse impact upon pre-development on-site hydrologic storage and/or off-site conveyance.

e. The stormwater management system shall be designed to maintain the existing hydroperiod levels and frequencies, as well as the hydraulic connections between on-site wetlands.

f. The conveyance criteria for major outfalls passing through the site will be the 50-year conveyance with a foot of freeboard without increasing high water.

2. Prior to the issuance of any building permits, the Master Drainage Plan for Sunforest shall be submitted to TBRPC for review for consistency with the Application and Council Policy, and to Hillsborough County, Florida Department of Environmental Regulation (FDER) and SWFWMD for approval. The County drainage criteria in existence at the time of construction of the respective project phases is to be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria is more restrictive. If flooding conditions exist downstream of the DRI's outfall, more restrictive design criteria may apply.

3. The Developer is to give all necessary drainage easements to the County

as required by the County Stormwater Management Department.

4. The Developer shall be responsible for the maintenance of the on-site drainage facilities.

5. All drainage facilities within the confines of this project and all drainage facilities outside the confines necessary for the proper functioning of this project are to be improved where necessary.

G. Stormwater Quality

1. There shall be no degradation in the quality of stormwater exiting the site due to inadequate treatment by the on-site stormwater management system. The Developer shall provide for surface water quality monitoring as specified below.

   a. Stormwater sampling shall be conducted weekly for a month during the wet season and dry season. Should the monitoring indicate that applicable state water quality standards are not being met, all construction within the subbasins where the violation is noted shall cease until the violation is corrected, or if specific construction can be identified as causing the violation, all such activity responsible for the exceedance shall cease until the violation is corrected.

   b. Samples shall immediately be returned to a qualified laboratory for further analysis. Water quality parameters analyzed should include, but not be limited to, the following:

      streamflow (cfs)
      temperature (deg C)
      specific conductance (uohm/cm @ deg C)
      dissolved oxygen (mg/1)
      nutrients
      - total phosphorous (mg/1)
      - ortho-phosphate (mg/1)
      - TKN (mg/1)
      - nitrate/nitrite (mg/1)
      - ammonia (mg/1)
      total organic carbon (mg/1)
      suspended solids (bm/1)
      biological oxygen demand (mg/1)
      coliform bacteria (MPN)
      oils and greases
      total lead as Pb (ub/1)

   c. All water quality analytical methods and procedures shall be thoroughly documented and should comply with EPC/DER Quality Controls Standards and Requirements.

   d. The Developer shall provide all results of the bi-annual monitoring to TBRPC in the required annual report, and to the Environmental Protection Commission of Hillsborough County. Annual water quality reports should be provided until project buildout.

H. Wetlands

1. In order to protect reserved/ conserved wetland areas, the following shall be required:

   a. The Developer shall submit a wetland management plan prior to detailed site plan approval to be implemented during construction and after completion of the project. The plan shall address, but not be limited to, the following:

      (1) wetlands to be preserved;
      (2) proposed wetland/lake alterations;
      (3) control of exotic species;

(4) control of on-site water quality;
(5) maintenance of natural hydroperiod; and
(6) methods for wetland restoration/enhancement.

b. The stormwater drainage system of the project may incorporate wetlands on-site, but no direct discharge from any impervious surface shall be permitted into any wetland which is designated as a "Conservation Area," unless otherwise approved by the Environmental Protection Commission.

2. In the event that any species listed in Sections 39-27.03-.05, F.A.C. are observed frequenting the site for nesting, feeding, or breeding, proper mitigation measures shall be employed in cooperation with the Florida Game and Fresh Water Fish Commission.

I. Open Space

1. A minimum of 8.9 acres of the site, including detention areas, shall be conserved as open space.

2. Representative stands of each upland vegetative community type listed on page 18-1 of the Application shall be set aside in their natural state in order to maintain natural diversity on the site. No development shall be allowed in these areas which shall be so designated on the General Development Plan. They shall be of sufficient size so as to maintain their natural function. To the maximum extent possible these areas should be located contiguous to other habitats and conserved so as to enhance their value.

3. The land use designations for those portions of the Sunforest site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region, Section 2.701 and 2.702 shall be as designated on the revised General Development Plan submitted to Hillsborough County.

4. The Developer shall be responsible for maintenance of all landscaped and open space areas within the project site.

J. Public Facilities

1. Prior to detailed or commercial site plan approval for Phases II and III of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision or expansion of internal water supply, supply lines, and facilities to service Sunforest. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction which is the subject of such approval. Water saving fixtures shall be utilized in all buildings.

2. Prior to detailed or commercial site plan approval for Phases II and III of the development, the Developer shall ensure provision of fire flows acceptable to Hillsborough County and of any additional firefighting facilities/manpower/ equipment required to serve the phase or subphase which is the subject of such approval beyond that funded by Hillsborough County.

3. Prior to detailed or commercial site plan approval of the development the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision of any wastewater treatment and disposal facilities that will serve that phase of development which is the subject of such approval.

4. Prior to detailed or commercial site plan approval for Phases II and III of the development, the Developer shall provide documentation to the County of a master plan for wastewater collection, treatment and effluent disposal facilities approved by the Utilities Department and permitted by the applicable regulatory agency. No Zoning Compliance Permits shall be issued without a commitment from Hillsborough County or other responsible entity to provide wastewater disposal capacity for the building(s) that are the subject of such application.

5. Prior to detailed or commercial site plan approval for Phases II and III of the development, the Developer shall verify to the satisfaction of Hillsborough County that adequate solid waste disposal, electricity, police and Emergency Management Services capabilities and facilities are available to service that portion of the development which is the subject of such approvals.

6. The Developer shall provide for recovered waste water disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water and Wastewater Utilities take-back policy in effect prior to construction plan approval.

   a) A groundwater monitoring program approved by FDER and SWFMD shall be required if treated effluent is disposed of on site.

7. The Developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for landscape and open space irrigation, prior to the issuance of Certificates of Zoning Compliance.

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

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

K. Hazardous Waste

1. Prior to the issuance of Zoning Compliance Permits, to the extent that there is no conflict with adopted local government plans and policies, separate hazardous waste storage areas within the project 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 section 403.703(21) and listed in Title 40 CFR Part 261 as amended.) The Developer, its heir, assigns, and transferees shall: (1) provide in the Sunforest covenants a statement that indicates the types of wastes and materials that are to be considered to be hazardous and are to be stored or disposed of only in specifically designed containers and (2) advise purchasers and lessees, and stipulate at the time of purchase or lease that statutes and regulations exist and that penalties may accrue from failure to properly transport, store, handle, and dispose of hazardous wastes materials.

L. Hurricane Evacuation

1. The Developer shall hold discussions and cooperate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, concerning the feasibility of designating the on-site hotel as a public hurricane evacuation shelter. A report on the final outcome of these discussions shall be submitted in the annual report prior to issuances of Certificates of Occupancy for the hotel.

2. The Developer shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure that safe and orderly evacuation of residents and employees when a Level C, D or E evacuation order, (as appropriate), is issued by (1) ordering all buildings closed for the duration of a hurricane evacuation order; (2) informing all residents and employees of evacuation routes out of the flood prone area and measures to be fulfilled in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report.

M. Energy Conservation

1. The energy conservation measures referenced on page 25-3 of the Application shall be complied with by the Developer. The following

energy conservation measures shall also be encouraged by the Developer or his assigns:

a. The use of landscaping and retention of existing vegetation as a means of energy conservation.

b. The initiation of programs to promote energy conservation by employees, buyers, suppliers and the public.

c. Reduction in levels of operation of all air conditioning, heating and lighting systems during non-business hours.

d. Recycling programs.

e. The use of energy-efficient cooling, heating and lighting systems.

f. Installation of innovative energy conservation features such as waste heat recovery or solar power where feasible in project development.

g. Use of the most energy efficient technology economically feasible in the construction and operation of light industrial/commercial /office facilities the life-cycle costing (to include operation and maintenance costs) in evaluating energy conservation effectiveness.

N. Historical or Archaelogical Resources

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

O. Noise

1. At minimum, the abatement measures identified on page 12-10 of the Application or comparable methods of noise abatement shall be implemented.

2. Any deed or title transfers affecting this property shall include notice that the site is in close proximity to the Tampa International Airport and is subject to noise abatement requirements.

P. Equal Opportunity

1. The Developer shall comply with all requirements of the Civil Rights Act. The Developer shall seek, and urge and encourage all contractors and subcontractors to involve miniority groups in the development of the project. All office and commercial establishment areas shall be available to all, on a fair and impartial basis.

Q. General

1. Any approval of the Sunforest development shall at minimum, satisfy the provisions of Chapter 380.06(15), Florida Statutes, as amended.

2. Any approval of this development shall require that all of the final Developer's commitments set forth in the Application, on pages 23-25 of the TBRPC DRI Report and more specifically on pages 1-3 of the Response to Preliminary Assessment (Round II) be honored, except as they may be superceded by specific terms of the Development Order.

3. Development in areas adjacent to residential areas shall be designed so as to minimize any potential negative effects. Project control shall be accomplished through such techniques as buffering, architectural design and height limitations which shall be indicated on the detail site plan.

4. Maximum building heights shall be 90 feet, except in the SPI-A5 zoning district where the maximum height shall be 70 feet or as set forth by the Airport Zoning Ordinance for Tampa International Airport.

Resolution No. R 91-0179

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
OF HILLSBOROUGH COUNTY, FLORIDA,
AMENDING THE DEVELOPMENT ORDER FOR SUNFOREST DRI #105.

Upon motion of Commissioner Joe Chillura, Jr., seconded by Commissioner Jan Platt, the following Resolution was adopted on this 30th day of July, 1991.

WHEREAS, on February 9, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0035 for the SUNFOREST Development of Regional Impact ("DRI") No. 105 (the "Development Order") pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, on May 24, 1988, August 30, 1988, July 12, 1989, and March 13, 1990, the Board of County Commissioners approved amendments to the Development Order, Resolutions No. R88-0162, No. R88-0205, No. R89-0183, and No. R-90-0070, respectively, pursuant to the provisions of Section 380.06, Florida Statutes (hereinafter the February 9, 1988 Development Order, as amended by the above-referenced amendments, shall be referred to as the "Development Order"); and

WHEREAS, on May 23, 1991, SHANNON PROPERTIES, INC., filed a "Notification of a Proposed Change to a Previously Approved Development of Regional Impact ("DRI") Subsection 380.06(19), Florida Statutes", for the SUNFOREST DRI (which was amended on June 26, 1991) (the Notification and the Amendment to the Notification are hereinafter referred to as the "Notice of Change") in accordance with Section 380.06(19), Florida Statutes; and

WHEREAS, the Notice of Change proposed an extension of the dates of buildout of development of Phases II and III of the Development Order and the expiration date of the Development Order, by two years and 15 days each, as more particularly stated in the Notice of Change; and

WHEREAS, subsection 380.06(19)(c), Florida Statutes, provides that a proposed extension of the date of buildout, or any phase thereof, of three years or more but less than five years shall be presumed not to create a substantial deviation. This presumption may be rebutted by clear and convincing evidence at the public hearing held by the local government. The proposed change, together with the modification of buildout as approved in Resolution No. R-90-0070, extends the date of buildout by less than five years and does not constitute a substantial deviation.

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

1. The following findings of fact are made:

(a) Shannon Properties, Inc. submitted to Hillsborough County the Notice of Change, attached hereto as Exhibit 1 and incorporated herein, which requested an extension of the date of buildout of development for Phase II and Phase III of the [illegible] days (the "Proposed Change").

(b) Shannon Properties, Inc. obtained an amendment to the Development Order on March 13, 1990, Resolution No. R-90-0070, which approved an extension of the date of buildout of development of Phase II and Phase III by 2 years and 11 months each. The 1990 Amendment (Resolution No. 90-0070) together the Proposed Change results in an extension to the date of buildout of each phase and the expiration date by less than five years.

(c) Subsection 380.06(19)(e)4, Florida Statutes, requires that the local government consider the previous and current