#132PP

Hardy Huntley- Gateway, LLC
7801 Park Boulevard
Pinellas Park, FL 33781
(727) 541-4005

August 22, 2012

Mr. Dean Neal
Zoning Administrator
City of Pinellas Park
6051 78th Avenue North
Pinellas Park, FL 33781

Re: Gateway DRI – Trade off

Dear Mr. Neal:

This letter is in connection with the proposed Richman multi-family project consisting of 432 units to be constructed in the Gateway Centre. The Gateway Centre DRI is entitled for up to 900 multi-family units through the use of a matrix formula provided for in the Development Order. Currently, 300 multi-family units exist and are authorized. It is our understanding that any additional multi-family units above this amount require the utilization of the matrix attached hereto.

Accordingly, we inform the City that we are exchanging 229,519 sq. ft. of "Office" use for the 432 multi-family units. This is calculated by 432 units divided by 1.8822 (conversion factor) times 1,000.

Should anyone have questions, please feel free to contact me.

Sincerely,

Peter E. Creighton

Cc: Tampa Bay Regional Planning Council
Department of Community Affairs

Enclosure

Exhibit L

EQUIVALENCY MATRIX [1]

Gateway Centre - Pinellas Park

(Revised September 2008)

Change To: / Change From:	Lt. Industrial	Office	Retail	Hotel	Multi Family	Single Family
Lt. Industrial	N/A	1,478.16 sf / ksf 1.4782	549.12 sf / ksf 0.5491	2.93 rm / ksf 2.9252	2.78 du / ksf 2.7822	1.56 du / ksf 1.5648
Office	676.52 sf / ksf 0.6765	N/A	371.49 sf / ksf 0.3715	1.98 rm / ksf 1.9790	1.88 du / ksf 1.8822	1.06 du / ksf 1.0586
Retail	1,821.09 sf / ksf 1.8211	2,691.85 sf / ksf 2.6919	N/A	5.33 rm / ksf 5.3271	5.07 du / ksf 5.0667	2.85 du / ksf 2.8496
Hotel	341.85 sf / rm 0.3419	505.31 sf / rm 0.5053	187.72 sf / rm 0.1877	N/A	0.95 du / rm 0.9511	0.53 du / rm 0.5349

[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 the following minimums and maximums to ensure that impacts for transportation, water, wastwater, solid waste, and affordable housing are not exceeded.

Land Use	Minimum	Maximum
Light Industrial	220,000 sq. ft.	1,500,000 sq. ft.
Office	300,000 sq. ft.	1,865,000 sq. ft.
Retail	50,000 sq. ft.	542,538 sq. ft. [B]
Hotel	200 rooms	700 rooms
Residential (Multi-Family)	300 dus	900 dus[A]
Residential (Single Family)	0 dus	200 dus[A]

A. The total number of residentiqal units may not exceed 900 dwelling units.

B. Includes an existing 32,538 sq. ft. auto dealership.

[2] To ensure that the approved inbound external pm peak hour project traffic volume of 831 vph is not exceeded, the existing first residential trade requested after the approval of this Equivalency Matrix shall be reduce the Light Industrial land use by an additional 199,041sq. ft. beyond that identified using the equivalency exchange ratio identified above less 144,648 sq. ft.of Light Industrail attributable to the over estimate of traffic associated with the existing Army Reserve Training Center recently counted, i.e., a net reduction of 54,393 sq. ft.

#132/PP

City of
PINELLAS PARK FLORIDA

5141 78TH AVE. • P.O. BOX 1100
PINELLAS PARK, FL 33780-1100

PHONE • (727) 541-0700
FAX • (727) 544-7448
SUNCOM • 969-1011

January 10, 2012

Hardy Huntley-Gateway, LLC
c/o Peter Creighton
7801 Park Boulevard
Pinellas Park, Fl 33781

Re: Phase I buildout date and termination date extensions

Let this correspondence serve as confirmation that as a result of the various legislative actions on this topic by the State of Florida that the Phase I buildout date and expiration date is December 31, 2016 and December 31, 2017 respectively.

If you have any further questions regarding the above determination then please contact me at (727) 541-0756.

Sincerely,

Dean R Neal

Dean R. Neal, AICP
Zoning Division Director

C: David M. Mechanik, ESQ.
Mechanik, Nuccio, Hearn and Webster, P.A.
305 S. Boulevard
Tampa, FL 33606-2150

Gateway DRI file
Thomas L. Shevlin, AICP, Assistant City Manager
Patrick Murphy, CBO, Asst. Community Development Administrator
Zoning staff

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#132/PP

Hardy Huntley- Gateway, LLC
7801 Park Boulevard
Pinellas Park, FL 33781
(727) 541-4005

November 30, 2010

VIA – U.S. MAIL & Facsimile
(727) 541-0780

Mr. Dean Neal
Zoning Division Director
City of Pinellas Park
6051 78th Avenue
Pinellas Park, FL 33781

Re: Extension of DRI Buildout Date Pursuant to Senate Bill 1752: Gateway Centre Pinellas Park Development of Regional Impact (Ord. No. 1617, as amended)

Dear Mr. Neal:

Pursuant to Senate Bill 360 (Ch. 09-96, *Laws of Florida*), we timely provided notice of the two year extension of the Phase 1 buildout date of the Gateway Centre-Pinellas Park DRI to December 31, 2010. We subsequently received the enclosed letter from you, dated January 4, 2010, acknowledging the extension of the Phase 1 buildout date to December 31, 2010.

This year, the Legislature passed Senate Bill 1752 (Ch. 2010-147, *Laws of Florida*), which reauthorizes any 2-year extension authorized and timely applied for pursuant to Senate Bill 360 and provides a similar two year extension for local government development orders which have buildout dates which expire between September 1, 2008 and January 1, 2012. Senate Bill 1752 specifically provides that the 2-year extension provided in the bill is in addition to any extension received pursuant to Senate Bill 360, so long as the expiration date falls between September 1, 2008 and January 1, 2012.

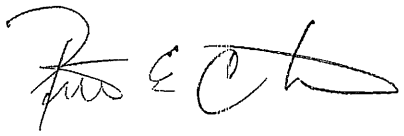
As such, we are hereby providing notice that the previous extension of the Phase 1 buildout date of the Gateway Centre DRI to December 31, 2010 has been reauthorized pursuant to Senate Bill 1752. Moreover, as the extended Phase 1 buildout date of the DRI continues to fall within the Senate Bill 1752 time frame, it is eligible for an additional two year extension to December 31, 2012.

The Developer intends to rely on the extension and anticipates acting prior to the extended Phase 1 buildout date, unless other modifications to the relevant date are made.

Please add this letter to the City's file for the Gateway Centre DRI, and please provide written confirmation that pursuant to Senate Bill 1752, the Phase 1 buildout date of the Gateway Centre DRI is December 31, 2012.

Please advise if you require further information. Thank you for your attention in this matter.

Sincerely,



Peter E. Creighton

Cc: Tampa Bay Regional Planning Council

132/PP

Hardy Huntley- Gateway, LLC
7801 Park Boulevard
Pinellas Park, FL 33781
(727) 541-4005

VIA – U.S. MAIL & Facsimile
(727) 541-0780

Copy

December 23, 2009

Mr. Dean Neal
Zoning Division Director
City of Pinellas Park
6051 78th Avenue
Pinellas Park, FL 33781

Re: Two Year Extension Pursuant to Senate Bill 360: Gateway Centre Pinellas Park Development of Regional Impact (Ord. No. 1617, as amended)

Dear Mr. Neal:

Pursuant to Senate Bill 360 (Ch. 2009-96, *Laws of Florida*), we are providing notice of our intent to rely on the two year extension of the buildout date of Gateway Centre Pinellas Park Development of Regional Impact (Ord. No. 1617, as amended).

As Senate Bill 360 provides an extension to buildout dates which expire, or have already expired, between September 1, 2008 and January 1, 2012, this DRI is eligible for the extension. The two year extension would therefore extend the buildout date of the DRI to December 31, 2010. We anticipate acting prior to the extended buildout date, unless other modifications to the relevant date are made.

Please provide written confirmation that the buildout date of the Gateway Centre Pinellas Park DRI, and any associated deadlines, have been extended by two years.

Please advise if you require further information. Thanking you in advance.

Sincerely,

Peter E. Creighton

Cc: Tampa Bay Regional Planning Council

#132/PP

City of
PINELLAS PARK
FLORIDA

5141 78TH AVE. • P.O. BOX 1100
PINELLAS PARK, FL 33780-1100

PHONE • (727) 541-0700
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SUNCOM • 969-1011

STATE OF FLORIDA)
COUNTY OF PINELLAS) SS
CITY OF PINELLAS PARK)

I, DIANE M. CORNA, the duly qualified City Clerk of the CITY OF PINELLAS PARK, COUNTY OF PINELLAS, STATE OF FLORIDA, do hereby certify that the foregoing and hereto attached contains a full, true and correct copy of Ordinance No. 3661, adopted by the City Council of the City of Pinellas Park, Florida, on December 11, 2008, as the same appears of Record and in the files in my office. IN WITNESS WHEREOF, I have hereto set my hand and affixed the corporate seal of the said CITY OF PINELLAS PARK, PINELLAS COUNTY, FLORIDA, this 8th day of January, 2009.

Diane M. Corna, MMC
City Clerk
City of Pinellas Park

PRINTED ON RECYCLED PAPER

AMENDED AND RESTATED DEVELOPMENT ORDER
FOR GATEWAY CENTRE - PINELLAS PARK
ORDINANCE NO. 3661

AN ORDINANCE ADOPTING AN AMENDED AND RESTATED DEVELOPMENT ORDER FOR THE GATEWAY CENTRE - PINELLAS PARK DEVELOPMENT OF REGIONAL IMPACT, PURSUANT TO SECTION 380.06, FLORIDA STATUTES; PROVIDING FOR AN EFFECTIVE DATE

WHEREAS, on August 23, 1985, Gateway Centre Joint Venture (the "Applicant", which term shall also be deemed to include its successors and assigns), a Florida joint venture, filed an Application for Development Approval (ADA) for a development of regional impact (DRI) with the City of Pinellas Park (City) pursuant to the provisions of Section 380.06 Florida Statutes; and

WHEREAS, the ADA proposed construction of a mixed-use development containing office, research and development facilities (R&D), showroom, distribution, warehouse and other light industrial uses, and hotel, retail and commercial uses which complement and support the proposed project (said development being hereinafter referred to as the "Development"); and

WHEREAS, the Development is located within the City of Pinellas Park, in an area bounded by Gandy Boulevard and Golden Gate and Sunset Mobile Home Parks on the south, 28th Street on the east, U.S. Highway 19 on the west, and the Mainlands residential development and the Pinellas County Resource Recovery Plant on the north; and

WHEREAS, the City Council of the City (City Council), as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes (1985), is authorized and empowered to consider ADAs; and

WHEREAS, the public notice requirements of Section 380.06, Florida Statutes (1985), have been satisfied; and

WHEREAS, the City Council has on April 3, April 16, May 1, July 7, and July 23, 1986, held duly noticed public hearings on the Application, as hereinafter defined, and has heard and considered public comments and documents received incident thereto; and

WHEREAS, on July 23, 1986, the City Council adopted Ordinance No. 1617, a Development Order for the Gateway Centre Development of Regional Impact (the "Original Development Order"); and

WHEREAS, the Original Development Order has been amended seven (7) times by action of the City Council, pursuant to Ordinance No. 1662 (the "First Amendment"), Ordinance No. 2109 (the "Second Amendment"), Ordinance No. 2217 (the "Third Amendment"; subsequently withdrawn), Ordinance No. 2230 (the "Fourth Amendment"), Ordinance No. 2450 (the "Fifth Amendment"), Ordinance No. 2885 (the "Sixth Amendment"), and Ordinance No 3402 (the "Seventh Amendment") (hereinafter the Original Development Order, as amended by the First Amendment, Second Amendment, Third Amendment, Fourth Amendment, Fifth Amendment, Sixth Amendment and Seventh Amendment, are collectively referred to as the "Amended Application"); and

WHEREAS, on July 10, 2008, the City Council approved an agreement bifurcating the Pinellas Park Development Order from the St. Petersburg Development Order (the "Bifurcation Agreement"), which approved an Amended and Consolidated Development Order incorporating the Original Development Order and all amendments thereto and reflecting the current usage of the Equivalency Matrix and current buildout dates (the "Amended and Consolidated Development Order"); and

WHEREAS, on March 5, 2008, the Developer submitted a Notification of a Proposed Change to a Previously Approved Development of Regional Impact (Notice of Change) for review and comments by the City, the Florida Department of Community Affairs (DCA), the Tampa Bay Regional Planning Council (TBRPC), the Florida Department of Transportation (FDOT) and other local, regional and state agencies; and

WHEREAS, on July 7, 2008 and September 8, 2008, the Developer submitted Responses to Agency Review Comments (hereinafter the Notice of Change and the Responses to Agency Review Comments are collectively referred to as the "NOPC"); and

WHEREAS, the NOPC proposed to add an approximate 4.13 acre parcel into the overall DRI; modify the legal description of the DRI; incorporate a revised Map H Master Plan adding the 4.13 acre parcel into Parcel C-2 and depicting Parcel C-4; incorporate a revised equivalency matrix to permit the development of up to 542,538 square feet of commercial space; add Residential as a permitted use on Parcel C-2; eliminate residential as a permitted use on Parcel C-4; eliminate Hotel as a permitted use on Parcel H-1; add Commercial as a permitted use on Parcel LI-3; and add Commercial and Hotel as permitted uses on Parcel O-1 (the "Proposed Changes"); and

WHEREAS, the Proposed Changes shall constitute the Eighth Amendment to the Original Development Order (hereinafter the Original Development Order, as amended by the First Amendment, Second Amendment, Third Amendment, Fourth Amendment, Fifth Amendment, Sixth Amendment, Seventh Amendment and Eighth Amendment shall hereinafter be referred to as the "Amended and Restated Development Order"); and

WHEREAS, the City Council has received and considered the reports and recommendations of the TBRPC concerning the Proposed Changes; and

WHEREAS, the City has solicited, reviewed, and considered reports, comments and recommendations from interested citizens, Pinellas County and City agencies as well as the reviews and reports of the City Manager (which term shall also be deemed to include his designee) concerning the Proposed Changes; and

WHEREAS, after due consideration, the City Council has determined that the Proposed Changes should be approved through a modification of the Amended and Consolidated Development Order, reaffirming that the Development is approved with conditions as stated herein.

NOW, THEREFORE, BE IT ORDAINED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF PINELLAS PARK, PINELLAS COUNTY, FLORIDA, AS FOLLOWS:

SECTION ONE: Findings of Fact. Pursuant to Section 380.06 (15), Florida Statutes (1985), the City makes the following findings of fact with respect to the Development:

1. The Applicant submitted to the City an ADA, a response to ADA sufficiency review, and a response by Michael P. Patterson (Senior Planner, Post, Buckley, Schuh and Jernigan, Inc.), dated December 12, 1985, which are identified as Exhibits "A", "B", and "C", respectively attached hereto and made a part hereof. The term "Application" as used in this Development Order shall refer to the ADA, the response to ADA sufficiency review, and the response of Mr. Patterson. The term "Amended Application" as used in this Development Order, shall refer to the ADA, the response to sufficiency review, and the response of Mr. Patterson, the Original Development Order, together with the seven amendments approved by City Council as Ordinance No. 1662 (the "First Amendment"), Ordinance No. 2109 (the "Second Amendment"), Ordinance No. 2217 (the "Third Amendment"; subsequently withdrawn), Ordinance No. 2230 (the "Fourth Amendment"), Ordinance No. 2450 (the "Fifth Amendment"), Ordinance No. 2885 (the "Sixth Amendment"), and Ordinance No. 3402 (the "Seventh Amendment").

2. The real property which is the subject of the Proposed Changes is located within the municipal boundaries of the City.

3. The real property which is the subject of the Proposed Changes is legally described on Exhibit "D", attached hereto and made a part hereof. ***[Exhibit "D" revised by Ordinance No. 2109]***

4. The proposed development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes (1985).

5. All development will occur in accordance with this Development Order and the Amended Application.

6. In recognition of the potential adverse impacts posed by the Development on adjacent residential communities, additional development requirements, the intent of which is to mitigate such impacts, are to be incorporated into this Development Order as Exhibit "E" (Declaration of Covenants, Conditions, and Restrictions (CC&R)).

7. This Amended and Restated Development Order makes adequate provisions for the public facilities needed to accommodate the impacts of the Development.

8. ***[Revised by Ordinance No. 1662]*** The exactions imposed upon the Applicant and/or the contributions from governmental agencies or other entities made on behalf of the Applicant, and the commitments for transportation improvements described on Exhibit "M" attached hereto and incorporated herein, make adequate financial provisions for the public transportation facilities needed to accommodate the transportation impacts for Phase 1 and 2, as hereinafter defined, of the Development. For purposes of this Amended and Restated Development Order, a commitment is the scheduling of commencement of construction of an improvement in (i) a development order for the development of regional impact, or (ii) a transportation improvement plan (TIP) or capital improvement program (CIP) of a state or local government or the Pinellas County Metropolitan Planning Organization (MPO). Notwithstanding the foregoing, nothing herein prevents the City or other appropriate jurisdiction from modifying its TIP or CIP. Additionally, Phase 2 of the Development has not received specific approval; therefore, this Development Order confers no ability to conduct development activities associated with Phase 2 until a transportation analysis pursuant to Section 380.06, Florida Statutes addressing the impacts of the proposed Phase 2 has been provided to the City, TBRPC, Department of Community Affairs (DCA), and the Florida Department of Transportation (FDOT),

as applicable, for review and approval through the Notification of Proposed Change (NOPC) process.

9. ***[Added by Ordinance No. 1662; revised by Ordinance No. 2885; further revised by Ordinance No. 3402]***
The Development consists of a total of 493.83 acres M.O.L. together within indicated usages**, as follows:

Acreage:	493.83 M.O.L.*
Office Space:	1,988,711 square feet
Light Industrial:	2,007,425 square feet
Commercial:	246,000 square feet
Museum:	12,575 square feet
Hotel:	500 rooms
Residential:	300 dwelling units (no more than 200 dwelling units may be single family)

* The Applicant may shift uses within the Development as zoning and land use designations permit subject to the limitations of this Amended and Restated Development Order. The addition of 600 dwelling units, for a total of 900 dwelling units, will result in the reduction of the development of one or more of the permitted uses based on the Equivalency Matrix attached as Exhibit "L". The addition of the Museum use will result in a corresponding reduction in Light Industrial square footage consistent with Condition 19.C (iv), contained herein.

** The indicated usages, above, reflect modifications by previously approved usage of the Equivalency Matrix.

SECTION TWO: Conclusions of Law. Pursuant to Section 380.06(15), Florida Statutes (1985), City Council makes the following conclusions of law with respect to the Development:

1. A comprehensive review of the impact generated by the Development as proposed by the Applicant has been conducted by the City, the TBRPC, and other appropriate governmental agencies.

2. The development does not unreasonably interfere with the achievement of the objectives of the State Land Development Plan.

3. In order for the proposed Development to be consistent with the adopted comprehensive plan and development regulations of the City it is necessary to impose on the approval of the Proposed Changes the conditions and restrictions contained in this Amended and Restated Development Order.

4. All required land use plan amendments were reviewed by the Planning and Zoning Commission (P&Z) of the City, City Council, the Pinellas Planning Council, the TBRPC, and DCA.

5. All required rezonings were reviewed by the P&Z Commission and the City Council.

6. In considering whether the Development should be approved subject to conditions, restrictions, and limitations, the City considered the criteria stated in Section 380.06, Florida Statutes (1985).

7. **[The requirements of this condition have been satisfied.]** This Amended and Restated Development Order is consistent with the local comprehensive plan and local land development regulations with the exception of that parcel legally described on Exhibit "F" attached hereto and made a part hereof. No construction pursuant to this Development Order shall commence on this parcel until the land use designation and zoning classification thereof are brought into consistency with this Development Order.

8. ***[Revised by Ordinance No. 1662]*** The review by the City and other participating agencies and interested citizens shows that the impacts of the Development are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes (1985), by the terms and conditions of this Amended and Restated Development Order.

9. The Proposed Changes are approved subject to all terms and conditions of this Amended and Restated Development Order.

10. ***[Revised by Ordinance No. 1662]*** The Development is consistent with the intent of the report and recommendations of the TBRPC.

SECTION THREE: General Provisions. The following General Provisions shall govern the administration of this Development Order:

1. The provisions of this Amended and Restated Development Order affect the real property described on Exhibit "D" which is attached hereto and made a part hereof. This real property is within the municipal limits of the City.

2. All provisions contained within the NOPC shall be considered conditions of this Amended and Restated Development Order unless inconsistent with the terms and conditions of this Amended and Restated Development Order, in which case the terms and conditions of this Amended and Restated Development Order shall control.

3. This Ordinance, including all exhibits attached hereto, shall constitute the Amended and Restated Development Order of the City in response to the Proposed Changes.

4. The definitions contained in Chapter 380, Florida Statutes (1985), shall govern and apply to this Amended and Restated Development Order. Terms not defined in Chapter 380, Florida Statutes (1985), shall have the meanings assigned to them by the Code of Ordinances of the City (City Code), including the Zoning Code.

5. This Amended and Restated Development Order shall be binding upon the Applicant. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possess any of the powers and duties of, any branch of government or governmental agency.

6. ***[Revised by Ordinance No. 1662]*** In the event that any portion or section of this Amended and Restated Development Order is determined to be invalid, illegal or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Amended and Restated Development Order which shall remain in full force and effect, provided,

however, that the Development shall be subject to a substantial deviation review as a result of any such determination of invalidity, illegality, or unconstitutionality, but there shall be no presumption that such determination shall be a substantial deviation.

7. Whenever this Amended and Restated Development Order provides for or otherwise necessitates reviews or determination of any kind subsequent to its issuance, the right to review shall include all directly affected government agencies and departments as are or may be designated by the City Council as well as all governmental agencies and departments set forth under applicable laws and rules governing DRIs.

8. In each instance in this Amended and Restated Development Order where the Applicant is responsible for ongoing maintenance of facilities at the Development, the Applicant may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate public or private body created, in whole or in part, to perform such responsibilities. Before such transfer may be effective, however, the body to which responsibility has been or will be transferred must be approved by the City Council, or any other affected governmental agency, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Amended and Restated Development Order, which approval shall not be unreasonably withheld.

9. ***[Revised by Ordinance No. 2109; further revised by Ordinance No. 2450]*** This Amended and Restated Development Order shall remain in effect until December 31, 2013. Any development activity for which plans have been submitted to the City for review and approval prior to the expiration of this Amended and Restated Development Order may be completed, if approved. This

Amended and Restated Development Order may be extended by the City Council upon a finding of excusable delay in any proposed development activity.

10. ***[Revised by Ordinance No. 2109; further revised by Ordinance No. 2450]*** The City agrees that prior to December 31, 2010, the development shall not be subject to downzoning, unit density reduction or intensity reduction, unless the City can demonstrate that substantial changes in the conditions underlying the approval of this Amended and Restated Development Order have occurred or the Amended and Restated Development Order was based on substantially inaccurate information provided by the Applicant or that the change is clearly established by the City to be essential to the public health, safety or welfare (Section 380.06 (15)(c)(3), Fla. Stat., 1989)

11. Upon adoption, this Amended and Restated Development Order shall be transmitted by the Clerk of the City Council by certified mail to the DCA, the TBRPC, the Applicant, and Pinellas County.

12. Any revisions to this Amended and Restated Development Order not addressed herein shall be subject to review by the City, TBRPC, Pinellas County, and DCA. When revisions are proposed of a transportation-related nature, those revisions will also be provided to the FDOT for review.

SECTION FOUR: Conditions of Development Approval. The following conditions shall constitute the conditions of development approval for the Development:

1. Air Quality **[The requirements of this condition have been satisfied.]**

   A. Prior to initiation of vertical construction, the Applicant shall provide to the City, Pinellas County Division of Air Quality (PCDAQ), Department of Environmental Protection (DEP), and TBRPC, for review and approval, an acceptable carbon monoxide model for the Development, which model is described in Exhibit "H" attached hereto and made a part hereof.

B. If any impacts are indicated by the model to be adverse, the Applicant shall cooperate with the PCDAQ and DEP in the identification and implementation of acceptable mitigation measures.

C. The Applicant shall design the Development and install necessary improvements, at its own expense, so as to reasonably minimize vehicle congestion and queuing problems at ingress/egress points and along internal circulation routes. Such plans to be reviewed by the PCDAQ and other appropriate departments and/or divisions.

2. Archeology

Should archaeological or historical resources be located during construction, ultimate disposition of such resources will be determined in cooperation with the State Division of Archives and the City.

3. Child Care Center

The Applicant will encourage the location and continued operation of a Level III Child Care Center (as defined by the City Zoning Code) within the Development.

4. Commitments

All commitments contained in Exhibit "G" attached hereto and made a part hereof, which commitments are also contained in the Amended Application, shall be considered conditions of this Amended and Restated Development Order unless inconsistent with the terms and conditions of this Amended and Restated Development Order, in which case, the terms and conditions of this Amended and Restated Development Order shall control to the extent of any inconsistency.

5. Compatibility

A. In order to mitigate potential adverse impacts associated with the Development on the surrounding properties, and to promote compatibility

with surrounding developments, the Development shall be controlled by the CC&R.

B. The CC&R shall be recorded in the Public Records of Pinellas County as follows: (i) as to the property in the Development to which the Applicant has obtained title as of the effective date of this Amended and Restated Development Order, on the effective date of this Amended and Restated Development Order; and (ii) as to the property in the Development to which the Applicant obtains title subsequent to the effective date of this Amended and Restated Development Order, on the date that the Applicant obtains title thereto.

C. ***[Revised by Ordinance No. 2885; further revised by Ordinance No. 3402]***
General uses permitted within the Development shall be assigned to individual parcels, as shown on Map H, attached hereto as Exhibit "H" and made a part hereof, and shall be as follows:

Parcel	General Use(s)
C-1	Commercial / Light Industrial / Residential
C-2	Commercial / Residential
C-3	Office
C-4	Commercial / Office /
H-1	Office / Commercial
LI-1 (Restricted)	Light Industrial / Residential **
LI-2 (Restricted)	Light Industrial / Residential **
LI-3 (Restricted) *	Light Industrial / Residential / Commercial
LI-4	Light Industrial / Residential
LI-5 (Restricted) *	Light Industrial / Residential
LI-6 (Restricted) *	Light Industrial / Office / Commercial / Residential
O-1	Office / Residential / Commercial / Hotel
O-2	Residential
O-3	Light Industrial
O-4	Light Industrial / Office
O-5	Light Industrial / Office

* Only a portion of these parcels are designated LI (Restricted)
** As restricted by the Design Criteria hereinafter defined.

The Applicant may shift uses within the Development as zoning and land use designations permit, subject to the limitations of this Amended and Restated Development Order.

D. Since the proposed Development is located two miles south of the centerline (extended) of Runway 35, St. Petersburg-Clearwater International Airport, and as such is in the airport's NEF 30-40 Noise Exposure Contour, the Applicant shall abide by any applicable requirements of the St. Petersburg-Clearwater International Airport as contained in Exhibit "I" attached hereto and made a part hereof.

E. **[The requirements of this condition have been satisfied]** In order to minimize adverse impacts on the operation of Straight, Inc., the Applicant, at its own expense, will erect and maintain in a well kept and attractive manner a six (6) foot masonry wall from finished grade on the Applicant's property along the west and north property lines of Straight, Inc. Such erection shall be commenced with the construction of the main entrance onto Gandy Boulevard and shall be completed by January 1, 1988, or the issuance of building permits for construction totaling 100,000 square feet, whichever occurs first. Further, immediately upon the discontinuance of the use of that property described on Exhibit "F" as a mobile home park, the Applicant shall, at its own expense, construct and maintain in a well kept and attractive manner a continuation of the six (6) foot from finish grade masonry wall on the Applicant's own property, along the east property line of Straight, Inc. The aforementioned masonry wall shall be constructed in lieu of the existing six (6) foot wooden fence. The requirements of this paragraph may be modified by the mutual written agreement of the Applicant and Straight, Inc.

F. In order to minimize adverse impacts on abutting residential properties, within the LI (Restricted) Use Area, no parking will be permitted in the area between the Border Wall (as defined in the CC&R) and the Direct Face (as defined in the Design Criteria attached to the CC&R) of any buildings between the hours of 11:00 P.M. and 6:00 A.M.

G. ***[Added by Ordinance No. 3402]*** The Developer shall obtain confirmation from the City that water, wastewater and solid waste capacities are available for the development of any residential uses.

H. ***[Added by Ordinance No. 3402]*** The Developer may submit plans for review and approval in accordance with the requirements of this Amended and Restated Development Order provided that no final approval may be obtained until it is determined that such plans comply with the City of Pinellas Park Land Development Code.

6. Drainage/Stormwater Management

A. **[The requirements of this condition have been satisfied.]** The Applicant shall submit a master drainage plan for review by the DEP, TBRPC, Pinellas Park Water Management District (PPWMD), Southwest Florida Water Management District (SWFWMD) and the City.

B. ***[Revised by Ordinance No. 1662]*** The drainage plan and the stormwater system design, construction and maintenance shall be consistent with the TBRPC's Stormwater and Lake Systems Maintenance and Design Guidelines (1978) and the design criteria of SWFWMD. Responsibility for providing maintenance of internal drainage facilities (excluding PPWMD ditches) shall be binding upon and run with the land.

C. Any necessary off-site drainage improvements required to mitigate any incremental impacts of the Development, including the modification of

existing drainage facilities, shall be provided at the expense of the Applicant or the Gateway Centre Development District (CDD). Provision shall be made for any off-site drainage improvements required to mitigate the incremental impacts of a particular portion of the Development prior to the issuance of certificates of occupancy for that particular portion of the Development.

D. Acceptable maintenance easements shall be provided for all publicly dedicated drainage improvements.

E. Those portions of the stormwater drainage system not dedicated to the City or other public body shall remain the responsibility of the Applicant.

F. After final approval of a master drainage plan for the Development, the Applicant shall provide the City with a certified survey prepared and sealed by a land surveyor licensed by the State of Florida, containing the legal description of those wetland areas incorporated into such plan including those identified in paragraph 10 of this Section. The City will thereafter initiate the necessary land use amendments designating these areas as "Preservation".

7. Electricity

Electric service for the Development shall be provided by Progress Energy and the Applicant shall cooperate with Progress Energy in providing necessary easements for the provision of electric services.

8. Elevation

Except as may be authorized by the Federal Emergency Management Agency, the elevation for all occupiable structures shall be at or above the 100-year base flood elevation as required by the Flood Disaster Protection Act of 1973.

9. Energy

A. Pursuant to the applicable provisions of the City Code, the Applicant will encourage the retention of natural vegetation for use as landscaping as a means of energy conservation.

B. The Applicant shall encourage the incorporation of energy conservation measures into the Development, as contained in the CC&R.

10. Environment

A. ***[Revised by Ordinance No. 1662]*** The following conditions shall be required with respect to those wetlands shown on Exhibit "J" attached hereto and made a part hereof, provided, however, the Applicant shall obtain the necessary permits from those agencies which have jurisdiction over such activity:

1. Borrow pits 1 and 2 shall be conserved; provided, however, the Applicant shall be permitted to perform minor straightening of the shoreline of said borrow pits by dredging and filling.

2. ***[Revised by Ordinance No. 1662]*** Wetland 8, with the exception of that area lying within 1,250 linear feet west of the west right-of-way of 28th Street, shall be modified to create a lake by connection with the stormwater management system to increase the existing hydroperiod. Any stormwater entering this Wetland from the Development shall first pass through a sediment pond and an oil skimmer. The remaining portion of Wetland 8 lying west of the area described herein may be incorporated into the stormwater management system provided the following conditions are met:

(1) The Applicant must maintain predevelopment hydrologic conditions of the area.

(2) Storm water entering the lake and surrounding wetland habitat must meet or exceed the water quality standards required by PPWMD and SWFWMD for discharge.

(3) Erosion and sedimentation controls shall be utilized to minimize any adverse impacts on the existing wetland and related ecosystems during construction.

3. Wetlands 6, 9, and 11 shall be conserved or mitigated on an equal area basis.

4. ***[Revised by Ordinance No. 1662]*** Wetland 3 and that portion of Wetland 8 lying within 1,250 feet of the west right-of-way line of 28th Street and all associated floodways and attendant ecosystems shall be preserved in their existing state. Any stormwater entering this Wetland from the Development shall first pass through a sediment pond and an oil skimmer. Further, the predevelopment hydrologic conditions of said wetlands shall be maintained. The provisions of Section 10.A relating to Wetland 3 and that portion of Wetland 8 lying within 1,250 feet of the west right-of-way line of 28th Street and all associated floodways and attendant ecosystems may be modified by resolution of the City Council, upon application of the Applicant, upon a showing that such modification will protect the City's interest in maintaining the environmental quality as would have been protected by the requirements set forth in Section 10.A.

5. Borrow pit 7 shall be vegetated and conserved with appropriate native species to create littoral zones where such are lacking or mitigated on an equal area basis.

6. Area 10 shall not be conserved.

7. Exotic species such as Melaleuca, Australian Pine, and Brazilian Pepper shall be removed to help ensure the success of native vegetation.

B. The Applicant shall coordinate with the Florida Fish and Wildlife Conservation Commission (FFWCC) concerning the conservation of pine flatwoods in conjunction with lakes and preservation areas and as development buffers.

C. The measures to reduce erosion, fugitive dust and air emissions referenced in the Application shall be required.

D. The methods discussed to overcome problems associated with a particular soil type listed in the Application shall be required.

E. 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 FFWCC.

F. Only those trees located within the building footprint, parking lots, or other on- and off-site improvements, shall be removed. In any event, the Applicant shall fully comply with the provisions of the appropriate chapter of the City Code in connection with the removal of such trees.

G. To the extent reasonably possible, any protected trees removed will be relocated within the Development or such other site as is deemed reasonably acceptable to the City.

H. Trees required to be retained shall be protected during construction by the erection and maintenance of suitable physical structures limiting access to the protected trees. The barriers shall be comprised of wooden and/or other suitable materials and shall be erected a minimum of eight

(8) feet from the trunk or two-thirds (2/3) of the tree's dripline, whichever is greater.

I. To the maximum extent reasonably possible, existing vegetation, including trees, will be incorporated into all landscaped design.

II. Flood/Hurricane

The Applicant shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. Any operator of a hotel shall prepare a plan to ensure the safe and orderly evacuation of hotel guests and those employees who, for security or administrative reasons, are in the buildings after an evacuation order is issued. The plan shall include procedures for the following:

1. Closing of all buildings for the duration of the hurricane evacuation order.

2. ***[Revised by Ordinance No. 1662]*** Informing all employees and hotel guests of evacuation routes out of the flood prone area and measures to be followed in the same event.

3. Coordinating with and informing appropriate public authorities of building closings, security and safety measures, and evacuation plans.

12. Hazardous Waste ***[Paragraphs A. through F. were revised by Ordinance No. 1662]***

A. The Applicant shall advise owners of property within the Development that: (i) the types of wastes and materials considered hazardous are those materials defined in Subsection 403.703(21), Florida Statutes (1985), and listed in Title 40 CFR part 261, and (ii) any hazardous waste will be transported and disposed of in a manner consistent with applicable regulations.

B. Those provisions of the City Zoning Code relative to the storage of hazardous waste shall be adhered to. The Applicant shall comply with all federal, state, and local requirements relative to the storage of hazardous waste.

C. All hazardous waste transported in and out of the Development shall adhere to the following routes: 1) North on 28th Street to Roosevelt Boulevard; 2) North on 28th Street to 118th Avenue, thence west on 118th Avenue to 49th Street, thence north on 49th Street. In no case shall any vehicle transporting hazardous waste traverse either Gandy Boulevard or 49th Street south of 118th Avenue, or any local streets which abut residential areas except when leaving or arriving at a facility in route to one of the above referenced corridors.

D. For each individual site within the Development, any hazardous waste which is temporarily stored shall be stored in separate hazardous waste storage/collection areas located on each individual site, which areas shall be marked and/or colored so as to clearly distinguish and identify the area intended for hazardous waste. Hazardous waste, as soon as is practical, shall be transported to the appropriate licensed disposal facility.

E. Establishment of hazardous materials or temporary hazardous waste storage sites shall be subject to the approval of the Fire Department or the appropriate authority having jurisdiction.

F. Any emergency response and hazardous waste management operation plan shall be required for those facilities which use, handle, store, or process hazardous wastes, to minimize hazards to human health and the environment. The plan shall be coordinated with the City and shall describe the procedures and actions required of facility personnel as well

as describe the arrangements agreed to by City police and fire departments and local emergency services and hospitals. Individual tenant plans shall be included in the annual report.

13. Increment Schedule

A. ***[Revised by Ordinance No. 1662; further revised by Ordinance No. 2109; further revised by Ordinance No. 2450]***
Construction of Phase 1 of the development is proposed to occur on or before December 31, 2008.

B. ***[Revised by Ordinance No. 1662]*** The Application states that preliminary market studies indicate that all tracts can be sold and developed in eight (8) to ten (10) years. Although no formal phasing is planned with respect to geographic areas of the site, increments of development as identified in paragraph 19 of this Section 4 have been estimated in order to facilitate evaluation of project impacts.

C. ***[Revised by Ordinance No. 1662]*** It is the intent of this Amended and Restated Development Order to ensure that all prerequisites for the Development are complied with and that all improvements required to mitigate potential adverse impacts are adequately addressed.

D. ***[Revised by Ordinance No. 1662; further revised by Ordinance No. 2450; further revised by Ordinance No. 2885; further revised by Ordinance No. 3402]***
The square footages permitted in the Development by this approval shall be as follows:

1. <u>Phase 1 (1986 - 2008)</u>

Office Space	998,232 square feet
Light Industrial	1,487,425 square feet
Commercial	150,000 square feet
Hotel	300 rooms
Residential *	300 dwelling units
Auto Museum	12,575 square feet

2. Phase II (2009 - 2013)
PHASE II HAS NOT BEEN SPECIFICALLY APPROVED

Office Space	990,479 square feet
Light Industrial	520,000 square feet
Commercial	96,000 square feet
Hotel	200 rooms

* The addition of 600 dwelling units, for a total of 900 dwelling units, will result in the reduction of the development of one or more of the permitted uses based on the Equivalency Matrix attached as Exhibit "L".

E *[Revised by Ordinance No. 1662]* Any exceedance of the above square footage allocations greater than five percent (5%) shall be subject to a substantial deviation determination pursuant to Section 380.06, Florida Statutes (1985).

14. Open Space

The Applicant shall be responsible for the maintenance of all open/recreational areas and landscaped areas within the Development.

15. Public Safety

A. The Applicant will participate on a fair share basis, such amount not to exceed Two Hundred and Twenty Five Thousand Dollars ($225,000.00), in the cost of construction of a new permanent fire station, which fire station is necessary to serve the Development and other areas. Such payment shall be made by the Developer to the City ten (10) days following receipt by the Applicant from the City of notice of the award by the City Council of the contract for construction of the new permanent fire station.

B. The Applicant shall coordinate with the City to determine (i) the manner by which tenants will be informed of fire and police protection

jurisdictions, and (ii) how and where public safety facilities can be incorporated into this project.

C. Any monies contributed by the Applicant for public safety shall be applied as a credit toward any fees subsequently required by the City should the City impose an impact fee for public safety.

16. Recreational Facilities

The Applicant shall design and construct sidewalks within the Development to serve also as jogging trails. In addition, the Applicant shall explore the possibility of creating a park-like recreational facility around Lake Miele, which area shall be maintained by the property owner association. The Applicant shall also encourage purchasers of property within the Development to use open space for recreational facilities.

17. Sanitary Sewer

A. The City will utilize its best efforts to secure an interlocal agreement with the City of St. Petersburg upon terms reasonably acceptable to the Applicant whereby the City of St. Petersburg will provide sanitary sewer service to the Development.

B. **[The requirements of this entire Subsection B have been satisfied.]** Should an acceptable interlocal agreement, referenced in subparagraph A above not be approved, as an alternative:

1. The Applicant or the CDD shall, at its own expense, install a twelve inch (12") force main, commencing at or about 34th Street and 110th Avenue North, and running west to 58th Street. Such installation shall be completed in accordance with plans and specifications approved by the City. Any additional easements and attendant improvements necessitated by such installation, shall be

obtained by the Applicant or the CDD at the Applicant's or CDD's expense; and

2. The Applicant or the CDD shall pay to the City its prorata share of thirteen percent (13%) representing the cost of the future upgrading of the thirty inch (30") interceptor from 58th Street to Lift Station 31 (located west of 66th Street) as indicated in the 1981 Master Sewer Plan. Payment of this amount shall be made by the Applicant or the CDD to the City within ten (10) days of receipt of written notification of demand of payment. Such improvement shall be constructed within five (5) years after the effective date of this Development Order; and

3. The Applicant or the CDD shall pay to the City its prorata share of thirteen percent (13%) representing the cost of the planned telemetry upgrading of Lift Station 31. Should the City install the necessary telemetry prior to the installation of the infrastructure of the Development, payment of this amount shall be made by the Applicant or the CDD to the City within ten (10) days of receipt of written notification of demand of payment. Such improvement shall be installed during the City's fiscal year 1986/87.

C. The CDD shall be responsible for the construction and installation of all internal sanitary sewer systems (other than those within the boundaries of and designed solely to serve individual lots) including attendant improvements.

D. Maintenance responsibilities for those sewer systems not dedicated to and accepted by the City shall be in accordance with the provisions of the CC&R or the interlocal agreement.

E. The Applicant shall require that all development abide by Pinellas County Ordinance No. 79-16, Section 6 (f) "Sewer Use Ordinance" with regard to industrial pretreatment prior to discharge.

F. Irrespective of whether the Development receives sewer service from the City or the City of St. Petersburg, the Development may utilize lift station number 27 for sewage generated from all of parcels C-2 and C-3 and those portions of parcels LI-1, LI-2, and LI-3 west of the extension of 34th Street North as aforedescribed, provided that any upgrading of pumps at such station required to accommodate such additional sewage shall be at the Applicant's or the CDD's sole expense and there shall be no interconnection with any sewer service provided by the City of St. Petersburg.

18. Solid Waste

The collection, transportation and disposal of solid waste are controlled by Pinellas County and City ordinances and shall take place in accordance with the terms thereof.

19. Traffic Circulation

[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]

The City has determined through a traffic study, attached as Exhibit "K", that the Development will not have any adverse impact on any regionally significant roadways until the Development generates 3,418 vehicles per hour during the PM peak hour (VPH), except for the impacts identified in Section 19.A, of this Amended and Restated Development Order (Required Phase 1 Roadway Improvements). For the purposes of this Amended and Restated Development Order, the term VPH is defined as the total number of vehicle trips actually

generated by the existing development plus the total number of vehicle trips estimated to be generated by the Development upon full occupancy of buildings for which applications for building permits have been filed, during the peak one hour period on adjacent roadways between the hours of 4:00 PM and 6:00 PM on an average typical weekday. Traffic related to construction or traffic internal to the Development shall not be included in VPH calculations. The Applicant shall track and report the VPH number as part of the annual report.

A. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***
Phase 1 (November 6, 1986 - December 31, 2008) of the Development is hereby created and approved subject to the conditions provided in this Amended and Restated Development Order. Phase 1 shall terminate when the Applicant constructs 998,232 square feet of Office Space, 1,487,425 square feet of Light Industrial, 150,000 square feet of Commercial Space, 300 Residential dwelling units, 12,575 square feet of Auto Museum, or 300 Hotel Rooms, or any combination of the above approved uses which generates more than 3,418 VPH. The 3,418 VPH represents the PM peak hour external traffic for Phase 1. In Phase 1 the Applicant may, with the prior consent of the City, trade off square footage of any of the above approved uses for additional square footage of any other use, calculated using the Equivalency Matrix attached hereto as Exhibit "L". The Developer shall give the DCA and TBRPC notice of its intent to trade off land uses using the Equivalency Matrix at least 15 days prior to the City's approval of any such trade off. The Notice shall identify the resulting impacts of the trade off in terms of land use, traffic generation, potable water, wastewater, solid waste, and affordable

housing. In addition, the DRI Annual Report shall include information indicating cumulative amounts of development which have been approved by the City as of the Annual Report Date, and the resulting impacts on traffic generation, potable water, wastewater, solid waste, and affordable housing. In no event shall the trade off mechanism be used to exceed the maximum square footage of any type of use or rooms authorized by this Amended and Restated Development Order. Following the City's approval of any such trade off, the City shall provide to DCA and TBRPC a copy of said approval. The estimation of trip generation will be based on the Institute of Transportation Engineers Manual "Trip Generation" (Fifth Edition).

[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]

Incident to approval of Phase 1, it is determined that regionally significant traffic impacts have been determined by the City through a traffic study, pursuant to the provisions of Section 380.06, Fla. Stat., Rule 9J-2.045, Fla. Adm. Code, and the applicable policies of TBRPC, that the development for Phase 1, as hereinabove defined, will have impacts on regionally significant roadways as shown in that traffic study provided in Exhibit "K".

1. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***

   [The requirements of this condition have been satisfied.] The Developer guarantees that the road improvements attached as Exhibit "M" (Phase I Road Improvements) will be completed,

according to the schedule provided in Exhibit "M", by the applicable city, FDOT or the Developer.

2. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***
Transportation Impact fees collected pursuant to the Pinellas County Transportation Impact Fee Ordinance from Phase 1 development shall be held in dedicated accounts by the City for the purpose of funding the Phase 1 Road Improvements. Funds remaining in the dedicated accounts after completion of the Phase 1 Road Improvements shall be held for funding road improvements that may be identified for mitigation of Phase 2 road impacts. Funds remaining in the dedicated accounts upon completion of road improvements required for Phase 1 and Phase 2 of the development, or upon expiration of this Amended and Restated Development Order, shall become available for use by the City as allowed by law.

3. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***
Permits for Phase 2 shall not be issued until all of the Phase 1 Road Improvements are completed or under construction. Phase 2 of the Development has not received specific approval; therefore, this Amended and Restated Development Order confers no ability to conduct development activities associated with Phase 2 until a transportation analysis pursuant to Section 380.06, Florida Statutes, addressing the impacts of the proposed Phase 2 has been provided to the City, TBRPC, DCA, and the

FDOT, as applicable, for review and approval through the NOPC process.

4. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***
At least annually, and in its annual report, the Applicant will report on the status of the Roadway Improvements. The local governments shall cause further issuance of building permits to cease immediately at the time the annual monitoring reveals that any needed transportation improvements shown on Exhibit "M" are no longer scheduled or guaranteed, or have been delayed.

B. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***
Phase 2 of the Development is hereby created and approved subject to the conditions provided in this Amended and Restated Development Order. Phase 2 of the Development has not received specific approval; therefore, this Amended and Restated Development Order confers no ability to conduct development activities associated with Phase 2 until a transportation analysis pursuant to Section 380.06, Florida Statutes, addressing the impacts of the proposed Phase 2 has been provided to the City, TBRPC, DCA, and the FDOT, as applicable, for review and approval through the NOPC process. Phase 2 shall commence when the Applicant constructs 998,232 square feet of Office Space, 1,487,425 square feet of Light Industrial, 150,000 square feet of Commercial Space, 300 Residential dwelling units, 12,575 square feet of Auto Museum, or 300 Hotel Rooms, or any combination of the above approved uses which

generates more than 3,418 VPH. Prior to the issuance of building permits for any vertical construction within Phase 2, the Applicant shall:

1. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***
   Complete a transportation study pursuant to the provisions of Section 380.06, Fla. Stat., Rule 9J-2.045, Fla. Adm. Code, and the applicable policies of the TBRPC, SRPP goal 5.1 and with generally accepted traffic methodology in effect at the time of commencement of the study. The study shall identify regional transportation improvements required to mitigate the traffic impacts of Phase 2 of the Development ("Needed Improvements"). Needed Improvements shall include, but shall not be limited to: right-of-way acquisition, fees, land cost, application fees and construction cost, including design and engineering and other soft costs (geotechnical, survey, legal and permit fees).

2. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***
   Secure acceptable commitments consistent with the requirements of Rule 9J-2.045, Fla. Adm. Code.

3. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230]***
   In lieu of Section Four, Paragraph 19.B.2 above, the Applicant may subphase Phase 2 of the Development when such subphasing identifies and ties specific amounts of project development to specific improvements to regionally significant

roadway network ("Subphase Needed Improvements"). Such subphasing shall be acceptable under the following conditions:

(a) The City and the DCA concur with the defined amount of development to be specifically allowed;

(b) The Applicant has delivered secured commitments to construct the Subphase Needed Improvements, or in the alternative, has paid its Fair Share Contributions of the Subphase Needed Improvements.

4. Receive a Credit in the amount of the Fair Share Contribution paid by the Applicant against impact fees assessed during Phase 2 pursuant to Pinellas County's Transportation Impact Fee Ordinance Number 86-43, as amended.

5. Prior to the issuance of any building permit for Phase 2 or any subphase thereof and following the completion of the second transportation study provided for in subsection B.1 above, this Amended and Restated Development Order shall be amended to reflect any required regional transportation improvements to mitigate the Development's impacts.

C. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230] [NOTE: ORDINANCE NO. 2885 STATED THAT IT AMENDED SECTION FOUR, PARAGRAPH 19 BY ADDING A NEW PARAGRAPH C; HOWEVER, PARAGRAPH C WAS NOT PREVIOUSLY DELETED BY PRIOR AMENDMENTS; THEREFORE, FOR PURPOSES OF AMENDED AND CONSOLIDATED DEVELOPMENT ORDER, APPROVED AS PART OF THE BIFURCATION AGREEMENT, THE SUBSECTION C ADDED BY ORDINANCE NO. 2885 AND SUBSEQUENTLY REVISED BY ORDINANCE NO. 3402 WAS ADDED AT THE END OF THIS SECTION FOUR, PARAGRAPH 19, AS NEW PARAGRAPH G]***

[The requirements of this condition have been satisfied.] The City has made the following expenditures towards traffic improvements for this Development:

78th Avenue extension, U.S. 19 to Gandy Blvd. - $107,243.37

34th Street, 70th Avenue to Gandy Blvd., and 70th Avenue, U.S. 19 to 34th Street - $1,067,091.77

Intersection improvements at Park Blvd. and 49th Street - $1,738,596.67

Intersection improvements at Park Blvd. and 66th Street - $284,380.40

Total expenditures - $3,197,312.21

The City shall not be obligated to make any further commitments to construct or contribute any funds toward construction of the Needed Improvements or Subphase Needed Improvements.

D. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230]***
[The requirements of this condition have been satisfied.] The Applicant has made the following expenditures towards traffic improvements for this Development:

Gateway Boulevard (Westbound lane), I-275 to U.S. 19 - $206,000

78th Avenue extension, U.S. 19 to Gandy Blvd. - $150,000

34th Street, 70th Avenue to Gandy Blvd, and 70th Avenue, U.S. Highway 19 to 34th Street - $225,000

28th Street, Gandy Blvd. to 102nd Avenue - $707,071

Total expenditures - $1,288,071 (77.33% of this amount is mitigation attributable to the Pinellas Park portion of the original Development.) $375,000 of the above amount was contributed to the City and is included in the City's figures.

E. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***
The Developer shall contribute Seventy Five Thousand Dollars ($75,000.00) for Transportation Demand Management activities for the

Gateway Area of Pinellas County as identified in the Bay Area Commuter Services 1987-1998 Work Plan. The Developer shall remit the contribution within ten (10) days of receipt of request by the Metropolitan Planning Organization (MPO). Such contribution shall be credited against any Pinellas County Transportation Impact Fee due to each local government. The total credit available for the City of St. Petersburg for this purpose is $9,450. The total credit available from the City of Pinellas Park for this purpose is $65,550.

F. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230]***
[The requirements of this condition have been satisfied.] If the Development is designated as or becomes a part of a regional activity center as defined by the TBRPC or the City, then notwithstanding any other provisions of this Amended and Restated Development Order, it shall not be a condition of this Amended and Restated Development Order to obtain commitments for those improvements identified in the Traffic Study toward which the Development contributes less than ten percent (10%) of the PM peak hour traffic.

G. ***[NOTE: ORDINANCE NO. 2885 STATED THAT IT AMENDED SECTION FOUR, PARAGRAPH 19 BY ADDING A NEW PARAGRAPH C; HOWEVER, PARAGRAPH C WAS NOT PREVIOUSLY DELETED BY PRIOR AMENDMENTS; THEREFORE, FOR PURPOSES OF THE AMENDED AND CONSOLIDATED DEVELOPMENT ORDER, APPROVED AS PART OF THE BIFURCATION AGREEMENT, THE SUBSECTION C ADDED BY ORDINANCE NO. 2885 AND SUBSEQUENTLY REVISED BY ORDINANCE NO. 3402 WAS ADDED AT THE END OF THIS SECTION FOUR, PARAGRAPH 19, AS NEW PARAGRAPH G, SUBPARAGRAPHS (i) THROUGH (iv)]***

(i) Paragraph 19, Traffic Circulation, subparagraph A pertaining to Phase 1 and subparagraph B pertaining to Phase 2, is further amended to provide that Phase 1 (November 6, 1986 - December

31, 2008) of the Development is amended to authorize 900 dwelling units and 12,575 square feet of Auto Museum, as additional permitted uses. This amendment, to allow the additional uses, does not in any way increase the approved 3,418 VPH, which represents the PM Peak Hour external traffic for Phase 1. In Phase 1, the Applicant may, with the prior consent of the City, trade off square footage of any of the above approved uses for additional square footage of any other use, calculated by using the Equivalency Matrix attached hereto as Exhibit "L". The Developer shall give notice of the intent to trade off, as heretofore provided in subparagraph A of paragraph 19, Traffic Circulation.

(ii) It is further understood that subparagraph B of paragraph 19 is amended to provide that Phase 2 shall commence when the Developer constructs 998,232 square feet of Office Space, 1,487,425 square feet of Light Industrial, 150,000 square feet of Commercial Space, 300 Residential dwelling units, 12,575 square feet of Auto Museum, or 300 Hotel Rooms, or any combination of the above approved uses which generates more than 3,418 VPH.

(iii) Except as herein expressly amended, all of the terms and provisions of Section 4, Conditions of Development Approval, paragraph 19, Traffic Circulation, paragraphs A and B shall remain in full force and effect. If any conflict shall arise between this amendment and prior amendments, then in such event this amendment shall control.

(iv) **[The requirements of this condition have been satisfied.]** Up to 12,575 square feet of Museum space may be developed within

Parcel LI-5 with a corresponding decrease in Light Industrial square footage. The square footage exchange shall be on a one to one square feet basis.

20. Water **[The requirements of Subparagraphs A, B, and C have been satisfied.]**

A. The City's proposed twelve inch (12") line shall be connected, with the Applicant or the CDD paying its prorata share therefore, to the existing twelve inch (12") line located at or about 43rd Street and 110th Avenue North; then continue east along 110th Avenue North to 34th Street; and then south to the northwest corner of the project. Such installation shall be completed in accordance with plans and specifications approved by the City.

B. The City's proposed twelve inch (12") line shall be connected, at the Applicant's or the CDD's own expense, to the existing twelve inch (12") line located at or about 40th Street, north of the 86th Avenue North right-of-way. Such installation shall be completed in accordance with plans and specifications approved by the City.

C. The City's proposed twelve inch (12") line shall be connected, at the Applicant's or the CDD's own expense, to the existing eight inch (8") line located along North Frontage Road and west of 28th Street and to the existing twelve inch (12") line located at the junction of North Frontage Road and Gandy Boulevard. Such installation shall be completed in accordance with plans and specifications approved by the City.

D. The internal water system shall be constructed and installed in such a manner as to maintain an adequate water flow.

E. The Applicant or the CDD shall be responsible for the construction and installation of all internal water systems (other than those within the boundaries of and designed solely to serve individual lots), including attendant improvements.

F. Maintenance responsibilities for those water system improvements not dedicated to and accepted by the City shall be in accordance with the provisions of the CC&R.

G. The water conservation measures referenced in the Application shall be required.

H. The Applicant shall prepare a plan for using non-potable water for landscape and open space irrigation.

21. Water Quality

A. The Applicant shall establish and perform a water quality monitoring program as described in Exhibit "N" attached hereto and made a part hereof to assess stormwater treatment compliance and potential downstream impacts to Sawgrass Lake, Roosevelt Creek and the Pinellas County Aquatic Preserve. Results of the monitoring program shall be submitted as part of the annual report.

B. The erosion control measures discussed on page 14-4 of the Application shall be followed.

SECTION FIVE: Expiration Date. ***[Revised by Ordinance No. 2109; further revised by Ordinance No. 2885]***
Unless amended pursuant to the procedures outlined in Section 380.06, Florida Statutes (1985), the terms and conditions of this Amended and Restated Development Order shall expire on December 31, 2013, provided however, that nothing herein shall be deemed to in any way alter or amend the effective period of the CC&R. Should construction of the Development not be completed in accordance with the provisions of this Amended and Restated Development

Order, as the same may be lawfully amended from time to time, the City shall initiate appropriate land use and rezoning proceedings necessary to restore the land use and zoning on all property described in Exhibit "D" attached hereto to that which was in effect as of the effective date of this Amended and Restated Development Order, or to such other suitable land use designation and zoning classification as may be deeded proper by the City. The Applicant shall be deemed to have consented to all such changes to land use and zoning.

SECTION SIX: Exceptions. The provisions of this Amended and Restated Development Order shall not be construed as a waiver of or exception to any rule, regulation, resolution or ordinance of the City or other affected governmental agencies, and, to the extent that further review is provided for in this Amended and Restated Development Order or required by the City or by other affected governmental agencies, said review shall, unless otherwise specified herein, be subject to all applicable rules, regulations, resolutions and ordinances in effect at the time of such review.

SECTION SEVEN: Monitoring. No permits or approvals shall be granted or issued, and no extension of services shall be authorized if the Applicant fails to act in substantial compliance with this Amended and Restated Development Order. Pursuant to Section 380.06 (17), Florida Statutes (1985), the City Manager shall be responsible for monitoring of the Development and enforcing the provisions of this Amended and Restated Development Order. In fulfillment of this requirement, the following procedures shall apply:

1. For purposes of this procedure, the City Manager may rely upon or utilize information supplied by the TBRPC or any City department or agency having particular responsibility over the subject area involved.

2. The City Manager shall report to the City Council any findings of material noncompliance with the terms and conditions of this Amended and Restated Development Order other than any deviation from the terms hereof which would

be subject to being dealt with pursuant to Section 380.06 (19), Florida Statutes (1985).

3. The City Manager shall issue a written notice of such material noncompliance to the Applicant.

4. If the material noncompliance is not corrected within a reasonable amount of time, as established by the City Manager after consultation with the Applicant, the City Manager shall recommend that the City Council establish a hearing to consider such material noncompliance and to take any action necessary and appropriate to insure compliance with this Amended and Restated Development Order including termination of any further Development.

5. ***[Added by Ordinance No. 1662]*** Failure to timely submit the annual report hereinafter described shall constitute a material noncompliance with the terms of this Amended and Restated Development Order.

6. ***[Added by Ordinance No. 1662]*** For the purposes of this Amended and Restated Development Order, the term substantial means not minor.

SECTION EIGHT: Annual Reports. The Applicant shall file an annual report in accordance with Section 380.06 (18), Florida Statutes (1985), and applicable rules and regulations thereunder. Such report shall be due on the anniversary of the effective date of this Amended and Restated Development Order until and including such time as all terms and conditions of this Amended and Restated Development Order are satisfied. Such report shall be submitted to the City Manager, who shall after appropriate review, submit it for review by City Council. The City Council shall review the report for compliance with the terms and conditions of this Amended and Restated Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Amended and Restated Development Order. The Applicant shall be notified of any City Council hearing wherein such report is to be reviewed. The receipt and review by the City Council shall not be considered a substitute or a

waiver of any terms or conditions of this Amended and Restated Development Order. This report shall contain:

1. The information required by the DCA to be included in the annual report, which information is described in the rules and regulations promulgated by the DCA pursuant to Section 380.06, Florida Statutes (1985); and
2. A description of all development activities proposed to be conducted under the terms of this Amended and Restated Development Order for the year immediately following the submittal of the annual report; and
3. A statement setting forth the name(s) and address of any heir, assignee or successor in interest to this Amended and Restated Development Order or any portion of this Amended and Restated Development Order; and
4. Such other and further information as may be reasonably required by City Council.

SECTION NINE: Substantial Deviation. In accordance with Section 380.06 (19), Florida Statutes (1985), any development activity constituting a substantial deviation from the terms or conditions of this Amended and Restated Development Order or other changes to the approved development plans or Application which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the TBRPC shall result in further development of regional impact review pursuant to Section 380.06, Florida Statutes (1985). Construction of those portions of the Development which are not affected by the proposed change may continue, as approved, during the DRI review of the proposed change.

SECTION TEN: **[The requirements of this entire SECTION TEN have been satisfied.]** Paradise Mobile Manor. The Applicant shall pay the full cost of relocation and set-up in their existing conditions, of the mobile homes and their appurtenances located in Paradise Mobile Manor to a mobile home park on Seminole Boulevard in Pinellas County, which park is under development by Roger B. Broderick. The relocations shall commence following the

effective date of this Development Order. The owners association at the Seminole Boulevard park shall be afforded an opportunity within six (6) months following the effective date of this Development Order in which to purchase such park at cost (including interest carry and operating costs). The rent charged at the new park for the first six (6) months following the effective date of this Development Order shall not exceed One Hundred Three Dollars ($103.00) per lot, per month, plus utilities. Thereafter, rents may be adjusted to market rates.

SECTION ELEVEN: **[The requirements of this entire SECTION ELEVEN have been satisfied.]** Condition Subsequent. If Applicant or it assigns fails to close on or before September 29, 1986, (or such later closing date as is approved, in writing, by First America Bank - Detroit, N.A. but in no event no later than December 31, 1986) under that certain contract for Sale of Real Estate, dated November 7, 1984, as amended from time to time (the "Contract"), between First America Bank - Detroit, N.A., as seller, and Beacon Properties, Inc. ("Beacon"), as buyer, which Contract has been assigned by Beacon to Braewood Development Corp., a Texas Corporation ("Braewood"), which Contract was then further assigned by Braewood to Applicant, this Development Order shall be null and void and shall not constitute a land development regulation as to the property described on Exhibit "D" attached hereto and incorporated herein by this reference.

SECTION TWELVE: The cost of defense of any appeals or suits arising from this Amended and Restated Development Order by parties with standing, shall be borne by the Applicant. The City shall reasonably cooperate with the Applicant in any such appeal, including without limitation, the appointment of special counsel to the City to defend any such appeal and the amendment (with the City's and Applicant's consent) of this Amended and Restated Development Order.

SECTION THIRTEEN: This Amended and Restated Development Order shall become effective upon the expiration of the appeal period under Section 380.07, Florida Statutes (1985),

without an appeal having been taken, of if taken, dismissed or this Amended and Restated Development Order affirmed.

FIRST READING THE 25th DAY OF November, 2008.
PUBLISHED THE 28th DAY OF November, 2008.
PUBLIC HEARING THE 11th DAY OF December, 2008.
PASSED THIS 11th DAY OF December, 2008.

AYES: (5) Councilmembers; Bradbury, Butler, Mullins, Taylor and Mayor Mishcler
NAYS: (0)
ABSENT: (0)
ABSTAIN: (0)

APPROVED THIS 11th DAY OF December, 2008.

William F. Mischler
MAYOR

ATTEST:

Diane M. Corna
CITY CLERK

LIST OF EXHIBITS

A - Application for Development Approval (ADA) - On File at City of Pinellas Park Clerk's Office (hereinafter "On File")

B - Response to ADA Sufficiency Review - On File

C - December 12, 1985 Letter from Michael P. Patterson (Senior. Planner, Post Buckley Schuh & Jernigan, Inc.) - On File

D - Legal Description of Gateway Centre - Pinellas Park (Revised) – On File

E - Gateway Centre Declaration of Covenants, Conditions & Restrictions (CC&R) - On File

F - Legal Description of Certain Property within Gateway Centre - On File

G - Developer Commitments from ADA - On File

H - Map H - Gateway Centre Master Plan (Revised) - See Attached

I - Requirements of St. Petersburg - Clearwater International Airport - On File

J - Wetlands Map – On File

K - Traffic Study - On File

L - Equivalency Matrix – See Attached

M - Commitments for Transportation Improvements - On File

N - Water Quality Monitoring Program requirements - On File

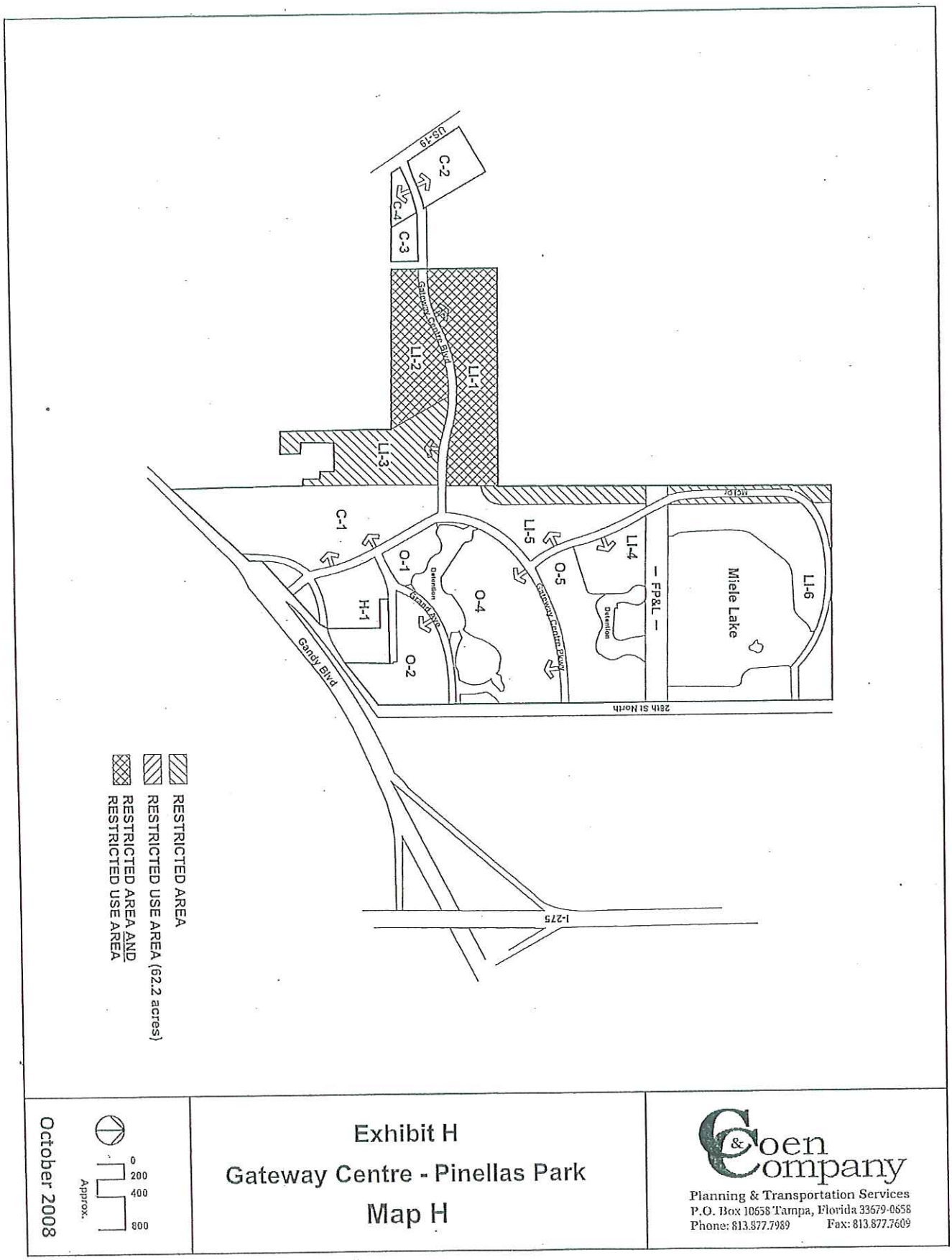


Exhibit H

Gateway Centre - Pinellas Park

Map H

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

Exhibit L

EQUIVALENCY MATRIX [1]

Gateway Centre - Pinellas Park

(Revised September 2008)

Change To: / Change From:	Lt. Industrial	Office	Retail	Hotel	Multi Family	Single Family
Lt. Industrial	N/A	1,478.16 sf / ksf 1.4782	549.12 sf / ksf 0.5491	2.93 rm / ksf 2.9252	2.78 du / ksf 2.7822	1.56 du / ksf 1.5648
Office	676.52 sf / ksf 0.6765	N/A	371.49 sf / ksf 0.3715	1.98 rm / ksf 1.9790	1.88 du / ksf 1.8822	1.06 du / ksf 1.0586
Retail	1,821.09 sf / ksf 1.8211	2,691.85 sf / ksf 2.6919	N/A	5.33 rm / ksf 5.3271	5.07 du / ksf 5.0667	2.85 du / ksf 2.8496
Hotel	341.85 sf / rm 0.3419	505.31 sf / rm 0.5053	187.72 sf / rm 0.1877	N/A	0.95 du / rm 0.9511	0.53 du / rm 0.5349

[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 the following minimums and maximums to ensure that impacts for transportation, water, wastewater, solid waste, and affordable housing are not exceeded.

Land Use	Minimum	Maximum
Light Industrial	220,000 sq. ft.	1,500,000 sq. ft.
Office	300,000 sq. ft.	1,865,000 sq. ft.
Retail	50,000 sq. ft.	542,538 sq. ft. [B]
Hotel	200 rooms	700 rooms
Residential (Multi-Family)	300 dus	900 dus[A]
Residential (Single Family)	0 dus	200 dus[A]

A. The total number of residentiqal units may not exceed 900 dwelling units.

B. Includes an existing 32,538 sq. ft. auto dealership.

[2] To ensure that the approved inbound external pm peak hour project traffic volume of 831 vph is not exceeded, the existing first residential trade requested after the approval of this Equivalency Matrix shall be reduce the Light Industrial land use by an additional 199,041sq. ft. beyond that identified using the equivalency exchange ratio identified above less 144,648 sq. ft.of Light Industrail attributable to the over estimate of traffic associated with the existing Army Reserve Training Center recently counted, i.e., a net reduction of 54,393 sq. ft.

City of
PINELLAS PARK
FLORIDA

5141 78TH AVE. • P.O. BOX 1100
PINELLAS PARK, FL 33780-1100

PHONE • (727) 541-0700
FAX • (727) 544-7448
SUNCOM • 969-1011

November 26, 2008

TO: Postmaster

FROM: City Clerk's Office

SUBJ: CERTIFICATION OF MAILING – ORDINANCE 3661 (MS 2008-48)

Attached you will find SEVEN HUNDRED THIRTY THREE (733) PIECES OF MAIL TO BE CERTIFIED.

/csl

U.S. POSTAL SERVICE **CERTIFICATE OF MAILING**

MAY BE USED FOR DOMESTIC AND INTERNATIONAL MAIL, DOES NOT PROVIDE FOR INSURANCE–POSTMASTER

Received From:
City of Pinellas Park
5141 78th Ave. N
Pinellas Park, FL 33781

One piece of ordinary mail addressed to:
(733) pc's of mail to be certified

Affix fee here in stamps or meter postage and post mark. Inquire of Postmaster for current fee.

PS Form **3817**, January 2001

Hasler
$06.000
11/26/2008
Mailed From 33781
US POSTAGE
016H26508356

PINELLAS PARK FL 33781 #5
NOV 26 2008
USPS

PRINTED ON RECYCLED PAPER

#132/PP

Memorandum

Zoning Division

To: Mr. H. Gearld Smelt
Tampa Bay Regional Planning Council
4000 Gateway Center Boulevard
Suite 100
Pinellas Park, FL 33782

From: Dean R. Neal, AICP, Zoning Director — Dean R Neal

Date: October 13, 2008

Re: Gateway Centre Development of Regional Impact - §380.032 Agreement to Bifurcate

---

Enclosed please find a copy of the 380.032 Agreement to Bifurcate Gateway Centre Development of Regional Impact.

Please note, this document has been sent to the other parties, in its fully executed format, as required by law.

Should you require additional information or have any questions relevant to this document, please feel free to contact me at (727) 541-0805 ext. 2500 or via e-mail at dneal@pinellas-park.com.

The City of Pinellas Park
Zoning Division
6051 78th Avenue North
Pinellas Park, FL 33756

380.032 AGREEMENT TO BIFURCATE GATEWAY CENTRE DEVELOPMENT OF REGIONAL IMPACT

Entered Pursuant to §380.032(3), Florida Statutes

This Agreement ("Agreement") is entered into by and among Tarpon Ridge, Inc., a Florida corporation ("Tarpon Ridge"), Jabil Circuit, Inc., a Delaware corporation ("Jabil"), the City of Pinellas Park ("Pinellas Park"), the City of St. Petersburg ("St. Petersburg") and the Florida Department Of Community Affairs ("Department"), subject to all other government approvals.

WHEREAS, the property which comprises the Gateway Centre Development of Regional Impact DRI No. 139 ("Gateway Centre DRI") is located within the City of St. Petersburg and the City of Pinellas Park and each municipality issued its own development order and amendments thereto for that portion of the property located within its respective jurisdiction; and

WHEREAS, the Gateway Centre DRI development orders and amendments, as more fully described below, each contain conditions, including buildout dates and development types and amounts, which separately govern the properties to which they are applicable; and

WHEREAS, Tarpon Ridge and Jabil desire to formally separate the portion of the Gateway Centre DRI which is located within the City of Pinellas Park (the "Pinellas Park Property") from the portion of the Gateway Centre DRI which is located within the City of St. Petersburg (the "St. Petersburg Property") and to be goverened solely by the development order applicable to its property; and

WHEREAS, Tarpon Ridge is a duly constituted and active Florida corporation and is an owner and the developer of Gateway Centre DRI; and

WHEREAS, Jabil is a duly constituted and active Delaware corporation, and is an owner within the Gateway Centre DRI; and

WHEREAS, Pinellas Park and St. Petersburg are municipal corporations, duly incorporated under the laws of the State of Florida, and are the local governments responsible for the administration of the Gateway Centre DRI within their respective jurisdictions; and

WHEREAS, the Department is the state land planning agency having the power and duty to administer and enforce Chapter 380, *Florida Statutes*, which includes provisions relating to developments of regional impact; and

WHEREAS, the Pinellas Park City Council originally approved the Gateway Centre DRI on July 23, 1986 by Pinellas Park Ordinance No. 1617 (the "Original Pinellas Park Development Order"); and

WHEREAS, the St. Petersburg City Council originally approved the Gateway Centre DRI on October 30, 1986 by St. Petersburg Ordinance No. 939-F (the "Original St. Petersburg Development Order"); and

WHEREAS, Pinellas Park has approved seven amendments to the Original Pinellas Park Development Order (hereinafter the Original Pinellas Park Development Order, as amended, is referred to as the "Pinellas Park Development Order"); and

WHEREAS, St. Petersburg has approved two amendments to the Original St. Petersburg Development Order (hereinafter the Original St. Petersburg Development Order as amended, is referred to as the "St. Petersburg Development Order"); and

WHEREAS, Tarpon Ridge and Jabil have demonstrated that the two portions of the Gateway Centre DRI are separated by municipal boundaries and 28th Street North, do not share common infrastructure, and do not meet the criteria for aggregation under §380.0651(4), *Florida Statutes*, and Rule 9J-2.0275, *F.A.C.*, and that the other owners of the Gateway Centre DRI do not object to formal separation of the Pinellas Park and St. Petersburg portions; and

WHEREAS, the development planned for the Pinellas Park Property and for the St. Petersburg Property are each of a magnitude be independently ~~be~~subject to §380.06 F.S.; and

WHEREAS, the Department is authorized, pursuant to §380.032(3), *Florida Statutes*, to enter into agreements as may be necessary to effectuate the provisions and purposes of Chapter 380, *Florida Statutes*; and

WHEREAS, Tarpon Ridge, Jabil, Pinellas Park, St. Petersburg and the Department desire to enter into this Agreement; and

WHEREAS, notice was provided to all affected parties of the meeting at which the Pinellas Park City Council considered this Agreement; and

WHEREAS, notice was provided to all affected parties of the meeting at which the St. Petersburg City Council considered this Agreement.

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

1. The parties agree that the Pinellas Park Property and the St. Petersburg Property are hereby formally separated, such that the owners and developers of each separated portion shall only be required to comply with the conditions of the Development Orders applicable to each portion.

2. The Pinellas Park Property is governed by the Gateway Centre Pinellas Park DRI Development Order attached to this Agreement as Exhibit A, and the St. Petersburg Properties governed by the Gateway Centre St. Petersburg DRI Development Order, attached to this Agreement as Exhibit B, and each development is subject to all of the provisions of law which apply to an individual development of regional impact as if such developments were never part of a single Development of Regional Impact. Nothing in this Agreement is intended to modify, nor shall it have the effect of modifying, the development rights and obligations of the parties with respect to the Pinellas Park Property and the St. Petersburg Property in existence immediately prior to execution hereof by all parties.

3. Tarpon Ridge and Jabil assert and warrant that to the best of their knowledge, all of the representations and statements made as set forth in this Agreement and in

materials provided by Tarpon Ridge and Jabil in support of this Agreement are true, accurate, and complete. Based upon such representations and statements, the Department concludes that this Agreement is in the best interests of the State of Florida, is necessary and beneficial to the Department in its role as the state agency with the responsibility to administer and enforce Chapter 380, *Florida Statutes*, and reasonably applies and effectuates the provisions and purposes of Chapter 380, *Florida Statutes*.

4. In the event of a breach of this Agreement or failure to comply with any condition of this Agreement, or if this Agreement is based upon materially inaccurate information, the Department, Pinellas Park, St. Petersburg, Tarpon Ridge, or Jabil may terminate this Agreement or initiate actions to enforce this Agreement, including enforcement proceedings pursuant to §380.11, *Florida Statutes*.

5. Nothing in this Agreement shall constitute a waiver by any party of the right to appeal any development order pursuant to §380.07, *Florida Statutes*, except as acknowledged herein.

6. This Agreement affects the rights and obligations of the parties under Chapter 380, *Florida Statutes*. It is not intended to determine or influence the authority or decisions of any other state or local government or agency in issuance of any other permits or approvals which might be required by state law or local ordinance for any development authorized in this Agreement.

7. Any amendment to or modification of this Agreement shall not be effective unless contained in writing signed by the parties.

8. Tarpon Ridge shall record a notice of this Agreement in the Official Records of Pinellas County, Florida, and shall provide the Department and Jabil with a copy of the recorded notice within fifteen (15) days of the date of execution of this Agreement. A copy of the form of notice of the recording of this Agreement is attached hereto as Exhibit "C".

9. The effective date of this Agreement shall be the date that the last party signs and acknowledges this Agreement, and this Agreement shall be deemed to be executed on that date.

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WITNESSES:

Printed Name: DAVID M. KRAMER

Najla Y. Kassis

Printed Name: Najla Y. Kassis

TARPON RIDGE:
Tarpon Ridge, Inc.,
a Florida corporation

[INSERT SIGNATURE BLOCK]

By: _____

Printed Name: Grady Pridgen

Its: President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 5 day of August 2008, by GRADY C. PRIDGEN, III, as PRESIDENT of Tarpon Ridge, Inc., a Florida corporation. He/She is personally known to me or has produced a _____ as identification.

ROBERT J. EGGIMANN
MY COMMISSION # DD 383090
EXPIRES: January 3, 2009
Bonded Thru Notary Public Underwriters

Robert J. Eggimann

Notary Public, State of Florida
Printed Name: ROBERT J. EGGIMANN
My commission expires:

(THIS SPACE LEFT BLANK INTENTIONALLY)

WITNESSES:

Simone M. Butts
Printed Name: Simone M. Butts

Serpil S. Schweibold
Printed Name: Serpil S. Schweibold

JABIL:
Jabil Circuit, Inc.
a Delaware corporation

[INSERT SIGNATURE BLOCK]

By:
Printed Name: William E. Peters
Its: Sr Vice President

STATE OF FLORIDA
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 29 day of July 2008, by William E Peters, as Sr. Vice President of Jabil Circuit, Inc., a Delaware corporation. He/She is personally known to me or has produced a _____ as identification.

SIMONE M. BUTTS
MY COMMISSION EXPIRES
August 1, 2009
#DD 422129
Bonded thru
Notary Public Underwriters
NOTARY PUBLIC, STATE OF FLORIDA

SMButts
Notary Public, State of Florida
Printed Name: Simone M. Butts
My commission expires:

(THIS SPACE LEFT BLANK INTENTIONALLY)

CITY OF PINELLAS PARK

By: _____
William F. Mischler, Mayor

Date: July 10, 2008

ATTEST:

_____
for Diane Corna, City Clerk

Approved as to form and content:

_____
City Attorney, James W. Denhardt
City of Pinellas Park

(THIS SPACE LEFT BLANK INTENTIONALLY)

ATTEST:

Cathy E. Davis
City Clerk/Deputy City Clerk

CITY OF ST. PETERSBURG

By: Rick Baker, As its Mayor

Date: 8/11/08

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11th day of August 2008, by Rick Baker as Mayor of the City of St. Petersburg, who is personally known to me or has produced _____ as identification.

_____
Notary Public, State of Florida
Printed Name: _____
My commission expires:

Approved as to form and content:

_____
City Attorney or designee

(THIS SPACE LEFT BLANK INTENTIONALLY)

DEPARTMENT OF COMMUNITY AFFAIRS

By: Thomas D. Pelham
Thomas Pelham, Secretary

Date: 8-27-08

EXHIBITS

A Pinellas Park Development Order

B St. Petersburg Development Order

C Notice of Recording §380.032(3) Agreement

AMENDED AND CONSOLIDATED DEVELOPMENT ORDER FOR GATEWAY CENTRE - PINELLAS PARK
ORDINANCE NO. _____

AN ORDINANCE ADOPTING A DEVELOPMENT ORDER FOR THE GATEWAY CENTRE - PINELLAS PARK DEVELOPMENT OF REGIONAL IMPACT, PURSUANT TO SECTION 380.06, FLORIDA STATUTES; PROVIDING FOR AN EFFECTIVE DATE

WHEREAS, on August 23, 1985, Gateway Centre Joint Venture (the "Applicant", which term shall also be deemed to include its successors and assigns), a Florida joint venture, filed an Application for Development Approval (ADA) for a development of regional impact (DRI) with the City of Pinellas Park (City) pursuant to the provisions of Section 380.06 Florida Statutes; and

WHEREAS, the ADA proposes construction of a mixed-use development containing office, research and development facilities (R&D), showroom, distribution, warehouse and other light industrial uses, and hotel, retail and commercial uses which complement and support the proposed project (said development being hereinafter referred to as the "Development"); and

WHEREAS, the Development is located within the City of Pinellas Park, in an area bounded by Gandy Boulevard and Golden Gate and Sunset Mobile Home Parks on the south, 28th Street on the east, U.S. Highway 19 on the west, and the Mainlands residential development and the Pinellas County Resource Recovery Plant on the north; and

WHEREAS, the City Council of the City (City Council), as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes (1985), is authorized and empowered to consider ADAs; and

WHEREAS, the public notice requirements of Section 380.06, Florida Statutes (1985), have been satisfied; and

WHEREAS, the City Council has on April 3, April 16, May 1, July 7, and July 23, 1986, held duly noticed public hearings on the Application, as hereinafter defined, and has heard and considered public comments and documents received incident thereto; and

WHEREAS, the Application has been amended seven (7) times by action of the City Council, pursuant to Ordinance No. 1662 (the "First Amendment"), Ordinance No. 2109 (the "Second Amendment"), Ordinance No. 2217 (the "Third Amendment"; subsequently withdrawn), Ordinance No. 2230 (the "Fourth Amendment"), Ordinance No. 2450 (the "Fifth Amendment"), Ordinance No. 2885 (the "Sixth Amendment"), and Ordinance No 3402 (the "Seventh Amendment"), hereinafter, together with the Application, being collectively referred to as the Amended Application; and

WHEREAS, to effectuate the bifurcation of the Pinellas Park Development Order from the St. Petersburg Development Order, this Amended and Consolidated Development Order adopts and incorporates the original Development Order and all amendments thereto and reflects the current usage of the Equivalency Matrix and current buildout dates; and

WHEREAS, the City Council has received and considered the reports and recommendations of the Tampa Bay Regional Planning Council (TBRPC); and

WHEREAS, the City has solicited, reviewed, and considered reports, comments and recommendations from interested citizens, Pinellas County and City agencies as well as the reviews and reports of the City Manager (which term shall also be deemed to include his designee); and

WHEREAS, after due consideration, the City Council has determined that the Amended Application, as hereinafter defined, should be approved with conditions.

NOW, THEREFORE, BE IT ORDAINED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF PINELLAS PARK, PINELLAS COUNTY, FLORIDA, AS FOLLOWS:

SECTION ONE: Findings of Fact. Pursuant to Section 380.06 (15), Florida Statutes (1985), the City makes the following findings of fact with respect to the Development:

1. The Applicant submitted to the City an ADA, a response to ADA sufficiency review, and a response by Michael P. Patterson (Senior Planner, Post, Buckley, Schuh and Jernigan, Inc.), dated December 12, 1985, which are identified as

Exhibits "A", "B", and "C", respectively attached hereto and made a part hereof. The term "Application" as used in this Development Order shall refer to the ADA, the response to ADA sufficiency review, and the response of Mr. Patterson. The term "Amended Application" as used in this Development Order, shall refer to the ADA, the response to sufficiency review, and the response of Mr. Patterson, together with the seven amendments approved by City Council as Ordinance No. 1662 (the "First Amendment"), Ordinance No. 2109 (the "Second Amendment"), Ordinance No. 2217 (the "Third Amendment"; subsequently withdrawn), Ordinance No. 2230 (the "Fourth Amendment"), Ordinance No. 2450 (the "Fifth Amendment"), Ordinance No. 2885 (the "Sixth Amendment"), and Ordinance No. 3402 (the "Seventh Amendment").

2. The real property which is the subject of the Amended Application is located within the municipal boundaries of the City.

3. The real property which is the subject of the Amended Application is legally described on Exhibit "D", attached hereto and made a part hereof. ***[Exhibit "D" revised by Ordinance No. 2109]***

4. The proposed development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes (1985).

5. All development will occur in accordance with this Development Order and the Amended Application.

6. In recognition of the potential adverse impacts posed by the Development on adjacent residential communities, additional development requirements, the intent of which is to mitigate such impacts, are to be incorporated into this Development Order as Exhibit "E" (Declaration of Covenants, Conditions, and Restrictions (CC&R)).

7. This Development Order makes adequate provisions for the public facilities needed to accommodate the impacts of the Development.

8. ***[Revised by Ordinance No. 1662]*** The exactions imposed upon the Applicant and/or the contributions from governmental agencies or other entities made on behalf of the Applicant, and the commitments for transportation improvements described on Exhibit "M" attached hereto and incorporated herein, make adequate financial provisions for the public transportation facilities needed to accommodate the transportation impacts for Phase 1 and 2 as hereinafter defined of the Development. For purposes of this Development Order, a commitment is the scheduling of commencement of construction of an improvement in (i) a development order for the development of regional impact, or (ii) a transportation improvement plan (TIP) or capital improvement program (CIP) of a state or local government or the Pinellas County Metropolitan Planning Organization (MPO). Notwithstanding the foregoing, nothing herein prevents the City or other appropriate jurisdiction from modifying its TIP or CIP. Additionally, Phase 2 of the Development has not received specific approval; therefore, this Development Order confers no ability to conduct development activities associated with Phase 2 until a transportation analysis pursuant to Section 380.06, Florida Statutes addressing the impacts of the proposed Phase 2 has been provided to the City, TBRPC, Department of Community Affairs (DCA), and the Florida Department of Transportation (FDOT), as applicable, for review and approval through the Notification of Proposed Change (NOPC) process.

9. ***[Added by Ordinance No. 1662; revised by Ordinance No. 2885; further revised by Ordinance No. 3402]***
The Development consists of a total of 489.7 acres M.O.L. together within indicated usages**, as follows:

Acreage: 489.7 M.O.L.*

Office Space:	1,988,711 square feet
Light Industrial:	2,007,425 square feet
Commercial:	246,000 square feet
Museum:	12,575 square feet
Hotel:	336,000 square feet (500 rooms)
Residential:	300 dwelling units (no more than 200 dwelling units may be single family)

* The Applicant may shift uses within the Development as zoning and land use designations permit subject to the limitations of this Development Order. The addition of 600 dwelling units, for a total of 900 dwelling units, will result in the reduction of the development of one or more of the permitted uses based on the Equivalency Matrix attached as Exhibit "L". The addition of the Museum use will result in a corresponding reduction in Light Industrial square footage consistent with Condition 19.C (iv), contained herein.

** The indicated usages, above, reflect modifications by previously approved usage of the Equivalency Matrix.

SECTION TWO: Conclusions of Law. Pursuant to Section 380.06(15), Florida Statutes (1985), City Council makes the following conclusions of law with respect to the Development:

1. A comprehensive review of the impact generated by the Development as proposed by the Applicant has been conducted by the City, the TBRPC, and other appropriate governmental agencies.

2. The development does not unreasonably interfere with the achievement of the objectives of the State Land Development Plan.

3. In order for the proposed Development to be consistent with the adopted comprehensive plan and development regulations of the City it is necessary to impose on the approval of the Amended Application the conditions and restrictions contained in this Development Order.

4. All required land use plan amendments were reviewed by the Planning and Zoning Commission (P&Z) of the City, City Council, the Pinellas Planning Council, the TBRPC, and DCA.

5. All required rezonings were reviewed by the P&Z Commission and the City Council.

6. In considering whether the Development should be approved subject to conditions, restrictions, and limitations, the City considered the criteria stated in Section 380.06, Florida Statutes (1985).

7. **[The requirements of this condition have been satisfied.]** This Development Order is consistent with the local comprehensive plan and local land development regulations with the exception of that parcel legally described on Exhibit "F" attached hereto and made a part hereof. No construction pursuant to this Development Order shall commence on this parcel until the land use designation and zoning classification thereof are brought into consistency with this Development Order.

8. ***[Revised by Ordinance No. 1662]*** The review by the City and other participating agencies and interested citizens shows that the impacts of the Development are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes (1985), by the terms and conditions of this Development Order.

9. The Amended Application is approved subject to all terms and conditions of this Development Order.

10. ***[Revised by Ordinance No. 1662]*** The Development is consistent with the intent of the report and recommendations of the TBRPC.

SECTION THREE: General Provisions. The following General Provisions shall govern the administration of this Development Order:

1. The provisions of this Development Order affect the real property described on Exhibit "D" which is attached hereto and made a part hereof. This real property is within the municipal limits of the City.

2. All provisions contained within the Amended Application 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.

3. This Ordinance, including all exhibits attached hereto, shall constitute the Development Order of the City in response to the Amended Application.

4. The definitions contained in Chapter 380, Florida Statutes (1985), shall govern and apply to this Development Order. Terms not defined in Chapter 380, Florida Statutes (1985), shall have the meanings assigned to them by the Code of Ordinances of the City (City Code), including the Zoning Code.

5. This Development Order shall be binding upon the Applicant. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possess any of the powers and duties of, any branch of government or governmental agency.

6. ***[Revised by Ordinance No. 1662]*** 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, provided, however, that the Development shall be subject to a substantial deviation review as a result of any such determination of invalidity, illegality, or unconstitutionality, but there shall be no presumption that such determination shall be a substantial deviation.

7. Whenever this Development Order provides for or otherwise necessitates reviews or determination of any kind subsequent to its issuance, the right to review shall include all directly affected government agencies and departments as are or may be designated by the City Council as well as all governmental

agencies and departments set forth under applicable laws and rules governing DRIs.

8. In each instance in this Development Order where the Applicant is responsible for ongoing maintenance of facilities at the Development, the Applicant may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate public or private body created, in whole or in part, to perform such responsibilities. Before such transfer may be effective, however, the body to which responsibility has been or will be transferred must be approved by the City Council, or any other affected governmental agency, 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.

9. ***[Revised by Ordinance No. 2109; further revised by Ordinance No. 2450]*** This Development Order shall remain in effect until December 31, 2013. Any development activity for which plans have been submitted to the City for review and approval prior to the expiration of this Order may be completed, if approved. This Order may be extended by the City Council upon a finding of excusable delay in any proposed development activity.

10. ***[Revised by Ordinance No. 2109; further revised by Ordinance No. 2450]*** The City agrees that prior to December 31, 2010, the development shall not be subject to downzoning, unit density reduction or intensity reduction, unless the City can demonstrate that substantial changes in the conditions underlying the approval of this Development Order have occurred or the Development Order was based on substantially inaccurate information provided by the Applicant or that the change is clearly established by the City to be essential to the public health, safety or welfare (Section 380.06 (15)(c)(3), Fla. Stat., 1989)

11. Upon adoption, this Development Order shall be transmitted by the Clerk of the City Council by certified mail to the DCA, the TBRPC, the Applicant, and Pinellas County.

12. Any revisions to this Development Order not addressed herein shall be subject to review by the City, TBRPC, City of St Petersburg, Pinellas County, and DCA. When revisions are proposed of a transportation-related nature, those revisions will also be provided to the FDOT for review.

SECTION FOUR: Conditions of Development Approval. The following conditions shall constitute the conditions of development approval for the Development:

1. Air Quality **[The requirements of this condition have been satisfied.]**

   A. Prior to initiation of vertical construction, the Applicant shall provide to the City, Pinellas County Division of Air Quality (PCDAQ), Department of Environmental Protection (DEP), and TBRPC, for review and approval, an acceptable carbon monoxide model for the Development, which model is described in Exhibit "H" attached hereto and made a part hereof.

   B. If any impacts are indicated by the model to be adverse, the Applicant shall cooperate with the PCDAQ and DEP in the identification and implementation of acceptable mitigation measures.

   C. The Applicant shall design the Development and install necessary improvements, at its own expense, so as to reasonably minimize vehicle congestion and queuing problems at ingress/egress points and along internal circulation routes. Such plans to be reviewed by the PCDAQ and other appropriate departments and/or divisions.

2. Archaeology

Should archaeological or historical resources be located during construction, ultimate disposition of such resources will be determined in cooperation with the State Division of Archives and the City.

3. Child Care Center

The Applicant will encourage the location and continued operation of a Level III Child Care Center (as defined by the City Zoning Code) within the Development.

4. Commitments

All commitments contained in Exhibit "G" attached hereto and made a part hereof, which commitments are also contained in the Amended Application, 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 to the extent of any inconsistency.

5. Compatibility

A. In order to mitigate potential adverse impacts associated with the Development on the surrounding properties, and to promote compatibility with surrounding developments, the Development shall be controlled by the CC&R.

B. The CC&R shall be recorded in the Public Records of Pinellas County as follows: (i) as to the property in the Development to which the Applicant has obtained title as of the effective date of this Development Order, on the effective date of this Development Order; and (ii) as to the property in the Development to which the Applicant obtains title subsequent to the effective date of this Development Order, on the date that the Applicant obtains title thereto.

C. ***[Revised by Ordinance No. 2885; further revised by Ordinance No. 3402]***
General uses permitted within the Development shall be assigned to individual parcels, as shown on Map H attached hereto as Exhibit "H" and made a part hereof, and shall be as follows:

Parcel	General Use
C-1	Commercial/Light Industrial/Residential
C-2	Commercial
C-3	Commercial/Office/Residential
C-4	Commercial/Office/Residential
H-1	Hotel/Office/Commercial
LI-1 (Restricted)	Light Industrial/Residential **
LI-2 (Restricted)	Light Industrial/Residential **
LI-3 (Restricted)*	Light Industrial/Residential
LI-4	Light Industrial/Residential
LI-5 (Restricted)*	Light Industrial/Residential
LI-6 (Restricted)*	Lt. Industrial/Office/Commercial/Residential
O-1	Office/Residential
O-2	Residential
O-4	Light Industrial
O-5	Light Industrial/Office

* Only a portion of these parcels are designated LI (Restricted)
** As restricted by the Design Criteria hereinafter defined.

The Applicant may shift uses within the Development as zoning and land use designations permit, subject to the limitations of this Development Order.

D. Since the proposed Development is located two miles south of the centerline (extended) of Runway 35, St. Petersburg-Clearwater International Airport, and as such is in the airport's NEF 30-40 Noise Exposure Contour, the Applicant shall abide by any applicable requirements of the St. Petersburg-Clearwater International Airport as contained in Exhibit "I" attached hereto and made a part hereof.

E. **[The requirements of this condition have been satisfied.]** In order to minimize adverse impacts on the operation of Straight, Inc., the Applicant, at its own expense, will erect and maintain in a well kept and attractive

manner a six (6) foot masonry wall from finished grade on the Applicant's property along the west and north property lines of Straight, Inc. Such erection shall be commenced with the construction of the main entrance onto Gandy Boulevard and shall be completed by January 1, 1988, or the issuance of building permits for construction totaling 100,000 square feet, whichever occurs first. Further, immediately upon the discontinuance of the use of that property described on Exhibit "F" as a mobile home park, the Applicant shall, at its own expense, construct and maintain in a well kept and attractive manner a continuation of the six (6) foot from finish grade masonry wall on the Applicant's own property, along the east property line of Straight, Inc. The aforementioned masonry wall shall be constructed in lieu of the existing six (6) foot wooden fence. The requirements of this paragraph may be modified by the mutual written agreement of the Applicant and Straight, Inc.

F. In order to minimize adverse impacts on abutting residential properties, within the LI (Restricted) Use Area, no parking will be permitted in the area between the Border Wall (as defined in the CC&R) and the Direct Face (as defined in the Design Criteria attached to the CC&R) of any buildings between the hours of 11:00 P.M. and 6:00 A.M.

G. ***[Added by Ordinance No. 3402]*** The Developer shall obtain confirmation from the City that water, wastewater and solid waste capacities are available for the development of any residential uses.

H. ***[Added by Ordinance No. 3402]*** The Developer may submit plans for review and approval in accordance with the requirements of this Development Order provided that no final approval may be obtained until

it is determined that such plans comply with the City of Pinellas Park Land Development Code.

6. Drainage/Stormwater Management

A. **[The requirements of this condition have been satisfied.]** The Applicant shall submit a master drainage plan for review by the DEP, TBRPC, Pinellas Park Water Management District (PPWMD), Southwest Florida Water Management District (SWFWMD) and the City.

B. ***[Revised by Ordinance No. 1662]*** The drainage plan and the stormwater system design, construction and maintenance shall be consistent with the TBRPC's Stormwater and Lake Systems Maintenance and Design Guidelines (1978) and the design criteria of SWFWMD. Responsibility for providing maintenance of internal drainage facilities (excluding PPWMD ditches) shall be binding upon and run with the land.

C. Any necessary off-site drainage improvements required to mitigate any incremental impacts of the Development, including the modification of existing drainage facilities, shall be provided at the expense of the Applicant or the Gateway Centre Development District (CDD). Provision shall be made for any off-site drainage improvements required to mitigate the incremental impacts of a particular portion of the Development prior to the issuance of certificates of occupancy for that particular portion of the Development.

D. Acceptable maintenance easements shall be provided for all publicly dedicated drainage improvements.

E. Those portions of the stormwater drainage system not dedicated to the City or other public body shall remain the responsibility of the Applicant.

F. After final approval of a master drainage plan for the Development, the Applicant shall provide the City with a certified survey prepared and sealed by a land surveyor licensed by the State of Florida, containing the legal description of those wetland areas incorporated into such plan including those identified in paragraph 10 of this Section. The City will thereafter initiate the necessary land use amendments designating these areas as "Preservation".

7. Electricity

Electric service for the Development shall be provided by Progress Energy and the Applicant shall cooperate with Progress Energy in providing necessary easements for the provision of electric services.

8. Elevation

Except as may be authorized by the Federal Emergency Management Agency, the elevation for all occupiable structures shall be at or above the 100-year base flood elevation as required by the Flood Disaster Protection Act of 1973.

9. Energy

A. Pursuant to the applicable provisions of the City Code, the Applicant will encourage the retention of natural vegetation for use as landscaping as a means of energy conservation.

B. The Applicant shall encourage the incorporation of energy conservation measures into the Development, as contained in the CC&R.

10. Environment

A. ***[Revised by Ordinance No. 1662]*** The following conditions shall be required with respect to those wetlands shown on Exhibit "J" attached hereto and made a part hereof, provided, however, the Applicant shall

obtain the necessary permits from those agencies which have jurisdiction over such activity:

1. Borrow pits 1 and 2 shall be conserved; provided, however, the Applicant shall be permitted to perform minor straightening of the shoreline of said borrow pits by dredging and filling.

2. ***[Revised by Ordinance No. 1662]*** Wetland 6, with the exception of that area lying within 1,250 linear feet west of the west right-of-way of 28th Street, shall be modified to create a lake by connection with the stormwater management system to increase the existing hydroperiod. Any stormwater entering this Wetland from the Development shall first pass through a sediment pond and an oil skimmer. The remaining portion of Wetland 6 lying west of the area described herein may be incorporated into the stormwater management system provided the following conditions are met:

   (1) The Applicant must maintain predevelopment hydrologic conditions of the area.

   (2) Storm water entering the lake and surrounding wetland habitat must meet or exceed the water quality standards required by PPWMD and SWFWMD for discharge.

   (3) Erosion and sedimentation controls shall be utilized to minimize any adverse impacts on the existing wetland and related ecosystems during construction.

3. Wetlands 4, 7, and 9 shall be conserved or mitigated on an equal area basis.

4. ***[Revised by Ordinance No. 1662]*** Wetland 3 and that portion of Wetland 8 lying within 1,250 feet of the west right-of-way line of 28th Street and all associated floodways and attendant ecosystems shall be preserved in their existing state. Any stormwater entering this Wetland from the Development shall first pass through a sediment pond and an oil skimmer. Further, the predevelopment hydrologic conditions of said wetlands shall be maintained. The provisions of Section 10.A relating to Wetland 3 and that portion of Wetland 6 lying within 1,250 feet of the west right-of-way line of 28th Street and all associated floodways and attendant ecosystems may be modified by resolution of the City Council, upon application of the Applicant, upon a showing that such modification will protect the City's interest in maintaining the environmental quality as would have been protected by the requirements set forth in Section 10.A.

5. Borrow pit 5 shall be vegetated and conserved with appropriate native species to create littoral zones where such are lacking or mitigated on an equal area basis.

6. Area 8 shall not be conserved.

7. Exotic species such as Melaleuca, Australian Pine, and Brazilian Pepper shall be removed to help ensure the success of native vegetation.

B. The Applicant shall coordinate with the Florida Fish and Wildlife Conservation Commission (FFWCC) concerning the conservation of pine flatwoods in conjunction with lakes and preservation areas and as development buffers.

C. The measures to reduce erosion, fugitive dust and air emissions referenced in the Application shall be required.

D. The methods discussed to overcome problems associated with a particular soil type listed in the Application shall be required.

E. 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 FFWCC.

F. Only those trees located within the building footprint, parking lots, or other on- and off-site improvements, shall be removed. In any event, the Applicant shall fully comply with the provisions of the appropriate chapter of the City Code in connection with the removal of such trees.

G. To the extent reasonably possible, any protected trees removed will be relocated within the Development or such other site as is deemed reasonably acceptable to the City.

H. Trees required to be retained shall be protected during construction by the erection and maintenance of suitable physical structures limiting access to the protected trees. The barriers shall be comprised of wooden and/or other suitable materials and shall be erected a minimum of eight (8) feet from the trunk or two-thirds (2/3) of the tree's dripline, whichever is greater.

I. To the maximum extent reasonably possible, existing vegetation, including trees, will be incorporated into all landscaped design.

II. Flood/Hurricane

The Applicant shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. Any operator of a hotel shall prepare a plan to ensure the safe and orderly evacuation

of hotel guests and those employees who, for security or administrative reasons, are in the buildings after an evacuation order is issued. The plan shall include procedures for the following:

1. Closing of all buildings for the duration of the hurricane evacuation order.

2. ***[Revised by Ordinance No. 1662]*** Informing all employees and hotel guests of evacuation routes out of the flood prone area and measures to be followed in the same event.

3. Coordinating with and informing appropriate public authorities of building closings, security and safety measures, and evacuation plans.

12. Hazardous Waste ***[Paragraphs A. through F. were revised by Ordinance No. 1662]***

A. The Applicant shall advise owners of property within the Development that: (i) the types of wastes and materials considered hazardous are those materials defined in Subsection 403.703(21), Florida Statutes (1985), and listed in Title 40 CFR part 261, and (ii) any hazardous waste will be transported and disposed of in a manner consistent with applicable regulations.

B. Those provisions of the City Zoning Code relative to the storage of hazardous waste shall be adhered to. The Applicant shall comply with all federal, state, and local requirements relative to the storage of hazardous waste.

C. All hazardous waste transported in and out of the Development shall adhere to the following routes: 1) North on 28th Street to Roosevelt Boulevard; 2) North on 28th Street to 118th Avenue, thence west on 118th Avenue to 49th Street, thence north on 49th Street. In no case shall any vehicle transporting hazardous waste traverse either Gandy

Boulevard or 49th Street south of 118th Avenue, or any local streets which abut residential areas except when leaving or arriving at a facility in route to one of the above referenced corridors.

D. For each individual site within the Development, any hazardous waste which is temporarily stored shall be stored in separate hazardous waste storage/collection areas located on each individual site, which areas shall be marked and/or colored so as to clearly distinguish and identify the area intended for hazardous waste. Hazardous waste, as soon as is practical, shall be transported to the appropriate licensed disposal facility.

E. Establishment of hazardous materials or temporary hazardous waste storage sites shall be subject to the approval of the Fire Department or the appropriate authority having jurisdiction.

F. Any emergency response and hazardous waste management operation plan shall be required for those facilities which use, handle, store, or process hazardous wastes, to minimize hazards to human health and the environment. The plan shall be coordinated with the City and shall describe the procedures and actions required of facility personnel as well as describe the arrangements agreed to by City police and fire departments and local emergency services and hospitals. Individual tenant plans shall be included in the annual report.

13. Increment Schedule

A. ***[Revised by Ordinance No. 1662; further revised by Ordinance No. 2109; further revised by Ordinance No. 2450]***
Construction of Phase 1 of the development is proposed to occur on or before December 31, 2008.

B. ***[Revised by Ordinance No. 1662]*** The Application states that preliminary market studies indicate that all tracts can be sold and

developed in eight (8) to ten (10) years. Although no formal phasing is planned with respect to geographic areas of the site, increments of development as identified in paragraph 19 of this Section 4 have been estimated in order to facilitate evaluation of project impacts.

C. ***[Revised by Ordinance No. 1662]*** It is the intent of this Development Order to ensure that all prerequisites for the Development are complied with and that all improvements required to mitigate potential adverse impacts are adequately addressed.

D. ***[Revised by Ordinance No. 1662; further revised by Ordinance No. 2450; further revised by Ordinance No. 2885; further revised by Ordinance No. 3402]***
The square footages permitted in the Development by this approval shall be as follows:

1. Phase 1 (1986 - 2008)

Office Space	998,232 square feet
Light Industrial	1,487,425 square feet
Commercial	150,000 square feet
Hotel	300 rooms
Residential	300 dwelling units
Auto Museum	12,575 square feet

2. Phase II (2009 - 2013)
PHASE II HAS NOT BEEN SPECIFICALLY APPROVED

Office Space	990,479 square feet
Light Industrial	520,000 square feet
Commercial	96,000 square feet
Hotel	200 rooms

* The addition of 600 dwelling units, for a total of 900 dwelling units, will result in the reduction of the development of one or more of the permitted uses based on the Equivalency Matrix attached as Exhibit "L".

E ***[Revised by Ordinance No. 1662]*** Any exceedance of the above square footage allocations greater than five percent (5%) shall be subject to a

substantial deviation determination pursuant to Section 380.06, Florida Statutes (1985).

14. Open Space

The Applicant shall be responsible for the maintenance of all open/recreational areas and landscaped areas within the Development.

15. Public Safety

A. The Applicant will participate on a fair share basis, such amount not to exceed Two Hundred and Twenty Five Thousand Dollars ($225,000.00), in the cost of construction of a new permanent fire station, which fire station is necessary to serve the Development and other areas. Such payment shall be made by the Developer to the City ten (10) days following receipt by the Applicant from the City of notice of the award by the City Council of the contract for construction of the new permanent fire station.

B. The Applicant shall coordinate with the City to determine (i) the manner by which tenants will be informed of fire and police protection jurisdictions, and (ii) how and where public safety facilities can be incorporated into this project.

C. Any monies contributed by the Applicant for public safety shall be applied as a credit toward any fees subsequently required by the City should the City impose an impact fee for public safety.

16. Recreational Facilities

The Applicant shall design and construct sidewalks within the Development to serve also as jogging trails. In addition, the Applicant shall explore the possibility of creating a park-like recreational facility around Lake Miele, which area shall be maintained by the property owner association. The Applicant shall also

encourage purchasers of property within the Development to use open space for recreational facilities.

17. Sanitary Sewer

A. The City will utilize its best efforts to secure an interlocal agreement with the City of St. Petersburg upon terms reasonably acceptable to the Applicant whereby the City of St. Petersburg will provide sanitary sewer service to the Development.

B. **[The requirements of this entire Subsection B have been satisfied.]** Should an acceptable interlocal agreement, referenced in subparagraph A above not be approved, as an alternative:

1. The Applicant or the CDD shall, at its own expense, install a twelve inch (12") force main, commencing at or about 34th Street and 110th Avenue North, and running west to 58th Street. Such installation shall be completed in accordance with plans and specifications approved by the City. Any additional easements and attendant improvements necessitated by such installation, shall be obtained by the Applicant or the CDD at the Applicant's or CDD's expense; and

2. The Applicant or the CDD shall pay to the City its prorata share of thirteen percent (13%) representing the cost of the future upgrading of the thirty inch (30") interceptor from 58th Street to Lift Station 31 (located west of 66th Street) as indicated in the 1981 Master Sewer Plan. Payment of this amount shall be made by the Applicant or the CDD to the City within ten (10) days of receipt of written notification of demand of payment. Such improvement

shall be constructed within five (5) years after the effective date of this Development Order; and

3. The Applicant or the CDD shall pay to the City its prorata share of thirteen percent (13%) representing the cost of the planned telemetry upgrading of Lift Station 31. Should the City install the necessary telemetry prior to the installation of the infrastructure of the Development, payment of this amount shall be made by the Applicant or the CDD to the City within ten (10) days of receipt of written notification of demand of payment. Such improvement shall be installed during the City's fiscal year 1986/87.

C. The CDD shall be responsible for the construction and installation of all internal sanitary sewer systems (other than those within the boundaries of and designed solely to serve individual lots) including attendant improvements.

D. Maintenance responsibilities for those sewer systems not dedicated to and accepted by the City shall be in accordance with the provisions of the CC&R or the interlocal agreement.

E. The Applicant shall require that all development abide by Pinellas County Ordinance No. 79-16, Section 6 (f) "Sewer Use Ordinance" with regard to industrial pretreatment prior to discharge.

F. Irrespective of whether the Development receives sewer service from the City or the City of St. Petersburg, the Development may utilize lift station number 27 for sewage generated from all of parcels C-2 and C-3 and those portions of parcels LI-1, LI-2, and LI-3 west of the extension of 34th Street North as aforedescribed, provided that any upgrading of pumps at such station required to accommodate such additional sewage shall be

at the Applicant's or the CDD's sole expense and there shall be no interconnection with any sewer service provided by the City of St. Petersburg.

18. Solid Waste

The collection, transportation and disposal of solid waste are controlled by Pinellas County and City ordinances and shall take place in accordance with the terms thereof.

19. Traffic Circulation

[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]

The City has determined through a traffic study, attached as Exhibit "K", that the Development will not have any adverse impact on any regionally significant roadways until the Development generates 3,418 vehicles per hour during the PM peak hour (VPH), except for the impacts identified in Section 19.A, of this Development Order (Required Phase 1 Roadway Improvements). For the purposes of this Development Order, the term VPH is defined as the total number of vehicle trips actually generated by the existing development plus the total number of vehicle trips estimated to be generated by the Development upon full occupancy of buildings for which applications for building permits have been filed, during the peak one hour period on adjacent roadways between the hours of 4:00 PM and 6:00 PM on an average typical weekday. Traffic related to construction or traffic internal to the Development shall not be included in VPH calculations. The Applicant shall track and report the VPH number as part of the annual report.

A. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***
Phase 1 (November 6, 1986 - December 31, 2008) of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 1 shall terminate when the Applicant constructs 998,232 square feet of Office Space, 1,487,425 square feet of Light Industrial, 150,000 square feet of Commercial Space, 300 Residential dwelling units, 12,575 square feet of Auto Museum, or 300 Hotel Rooms, or any combination of the above approved uses which generates more than 3,418 VPH. The 3,418 VPH represents the PM peak hour external traffic for Phase 1. In Phase 1 the Applicant may, with the prior consent of the City, trade off square footage of any of the above approved uses for additional square footage of any other use, calculated using the Equivalency Matrix attached hereto as Exhibit "L". The Developer shall give the DCA and TBRPC notice of its intent to trade off land uses using the Equivalency Matrix at least 15 days prior to the City's approval of any such trade off. The Notice shall identify the resulting impacts of the trade off in terms of land use, traffic generation, potable water, wastewater, solid waste, and affordable housing. In addition, the DRI Annual Report shall include information indicating cumulative amounts of development which have been approved by the City as of the Annual Report Date, and the resulting impacts on traffic generation, potable water, wastewater, solid waste, and affordable housing. In no event shall the trade off mechanism be used to exceed the maximum square footage of any type of use or rooms authorized by this Development Order. Following the City's approval of any such trade off,

the City shall provide to DCA and TBRPC a copy of said approval. The estimation of trip generation will be based on the Institute of Transportation Engineers Manual "Trip Generation" (Fifth Edition).

[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]

Incident to approval of Phase 1, it is determined that regionally significant traffic impacts have been determined by the City through a traffic study, pursuant to the provisions of Section 380.06, Fla. Stat., Rule 9J-2.045, Fla. Adm. Code, and the applicable policies of TBRPC, that the development for Phase 1, as hereinabove defined, will have impacts on regionally significant roadways as shown in that traffic study provided in Exhibit "K".

1. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***

   [The requirements of this condition have been satisfied.] The Developer guarantees that the road improvements attached as Exhibit "M" (Phase I Road Improvements) will be completed, according to the schedule provided in Exhibit "M", by the applicable city, FDOT or the Developer.

2. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***

   Transportation Impact fees collected pursuant to the Pinellas County Transportation Impact Fee Ordinance from Phase 1 development shall be held in dedicated accounts by the City for the purpose of funding the Phase 1 Road Improvements. Funds remaining in the dedicated accounts after completion of the Phase

1 Road Improvements shall be held for funding road improvements that may be identified for mitigation of Phase 2 road impacts. Funds remaining in the dedicated accounts upon completion of road improvements required for Phase 1 and Phase 2 of the development, or upon expiration of this Development Order, shall become available for use by the City as allowed by law.

3. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***
Permits for Phase 2 shall not be issued until all of the Phase 1 Road Improvements are completed or under construction. Phase 2 of the Development has not received specific approval; therefore, this Development Order confers no ability to conduct development activities associated with Phase 2 until a transportation analysis pursuant to Section 380.06, Florida Statutes, addressing the impacts of the proposed Phase 2 has been provided to the City, TBRPC, DCA, and the FDOT, as applicable, for review and approval through the NOPC process.

4. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***
At least annually, and in its annual report, the Applicant will report on the status of the Roadway Improvements. The local governments shall cause further issuance of building permits to cease immediately at the time the annual monitoring reveals that any needed transportation improvements shown on Exhibit "M" are no longer scheduled or guaranteed, or have been delayed.

B. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***

Phase 2 of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 2 of the Development has not received specific approval; therefore, this Development Order confers no ability to conduct development activities associated with Phase 2 until a transportation analysis pursuant to Section 380.06, Florida Statutes, addressing the impacts of the proposed Phase 2 has been provided to the City, TBRPC, DCA, and the FDOT, as applicable, for review and approval through the NOPC process. Phase 2 shall commence when the Applicant constructs 998,232 square feet of Office Space, 1,487,425 square feet of Light Industrial, 150,000 square feet of Commercial Space, 300 Residential dwelling units, 12,575 square feet of Auto Museum, or 300 Hotel Rooms, or any combination of the above approved uses which generates more than 3,418 VPH. Prior to the issuance of building permits for any vertical construction within Phase 2, the Applicant shall:

1. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***

   Complete a transportation study pursuant to the provisions of Section 380.06, Fla. Stat., Rule 9J-2.045, Fla. Adm. Code, and the applicable policies of the TBRPC, SRPP goal 5.1 and with generally accepted traffic methodology in effect at the time of commencement of the study. The study shall identify regional transportation improvements required to mitigate the traffic impacts of Phase 2 of the Development ("Needed

Improvements"). Needed Improvements shall include, but shall not be limited to: right-of-way acquisition, fees, land cost, application fees and construction cost, including design and engineering and other soft costs (geotechnical, survey, legal and permit fees).

2. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***
Secure acceptable commitments consistent with the requirements of Rule 9J-2.045, Fla. Adm. Code.

3. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230]***
In lieu of Section Four, Paragraph 19.B.2 above, the Applicant may subphase Phase 2 of the Development when such subphasing identifies and ties specific amounts of project development to specific improvements to regionally significant roadway network ("Subphase Needed Improvements"). Such subphasing shall be acceptable under the following conditions:

   (a) The City and the DCA concur with the defined amount of development to be specifically allowed;

   (b) The Applicant has delivered secured commitments to construct the Subphase Needed Improvements, or in the alternative, has paid its Fair Share Contributions of the Subphase Needed Improvements.

4. Receive a Credit in the amount of the Fair Share Contribution paid by the Applicant against impact fees assessed during Phase 2 pursuant to Pinellas County's Transportation Impact Fee Ordinance Number 86-43, as amended.

5. Prior to the issuance of any building permit for Phase 2 or any subphase thereof and following the completion of the second transportation study provided for in subsection B.1 above, this Development Order shall be amended to reflect any required regional transportation improvements to mitigate the Development's impacts.

C. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230] [NOTE: ORDINANCE NO. 2885 STATED THAT IT AMENDED SECTION FOUR, PARAGRAPH 19 BY ADDING A NEW PARAGRAPH C; HOWEVER, PARAGRAPH C WAS NOT PREVIOUSLY DELETED BY PRIOR AMENDMENTS; THEREFORE, FOR PURPOSES OF THIS DEVELOPMENT ORDER CONSOLIDATION EFFORT, THE SUBSECTION C ADDED BY ORDINANCE NO. 2885 AND SUBSEQUENTLY REVISED BY ORDINANCE NO. 3402 HAS BEEN ADDED AT THE END OF THIS CONSOLIDATED SECTION FOUR, PARAGRAPH 19, AS NEW PARAGRAPH G]***
[The requirements of this condition have been satisfied.] The City has made the following expenditures towards traffic improvements for this Development:

78th Avenue extension, U.S. 19 to Gandy Blvd. - $107,243.37

34th Street, 70th Avenue to Gandy Blvd., and 70th Avenue, U.S. 19 to 34th Street - $1,067,091.77

Intersection improvements at Park Blvd. and 49th Street - $1,738,596.67

Intersection improvements at Park Blvd. and 66th Street - $284,380.40

Total expenditures - $3,197,312.21

The City shall not be obligated to make any further commitments to construct or contribute any funds toward construction of the Needed Improvements or Subphase Needed Improvements.

D. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230]***
[The requirements of this condition have been satisfied.] The Applicant has made the following expenditures towards traffic improvements for this Development:

Gateway Boulevard (Westbound lane), I-275 to U.S. 19 - $206,000

78th Avenue extension, U.S. 19 to Gandy Blvd. - $150,000

34th Street, 70th Avenue to Gandy Blvd, and 70th Avenue, U.S. Highway 19 to 34th Street - $225,000

28th Street, Gandy Blvd. to 102nd Avenue - $707,071

Total expenditures - $1,288,071 (77.33% of this amount is mitigation attributable to the Pinellas Park portion of the Development.)

$375,000 of the above amount was contributed to the City and is included in the City's figures.

E. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230; further revised by Ordinance No. 2450]***
The Developer shall contribute Seventy Five Thousand Dollars ($75,000.00) for Transportation Demand Management activities for the Gateway Area of Pinellas County as identified in the Bay Area Commuter Services 1987-1998 Work Plan. The Developer shall remit the contribution within ten (10) days of receipt of request by the Metropolitan Planning Organization (MPO). Such contribution shall be credited against any Pinellas County Transportation Impact Fee due to each local government. The total credit available for the City of St. Petersburg for this purpose is $9,450. The total credit available from the City of Pinellas Park for this purpose is $65,550.

F. ***[Revised by Ordinance No. 1662 and Ordinance No. 2109; deleted in its entirety and replaced by language in Ordinances No. 2217 and 2230]***
[The requirements of this condition have been satisfied.] If the Development is designated as or becomes a part of a regional activity center as defined by the TBRPC or the City, then notwithstanding any other provisions of this Development Order, it shall not be a condition of this Development Order to obtain commitments for those improvements identified in the Traffic Study toward which the Development contributes less than ten percent (10%) of the PM peak hour traffic.

G. ***[NOTE: ORDINANCE NO. 2885 STATED THAT IT AMENDED SECTION FOUR, PARAGRAPH 19 BY ADDING A NEW PARAGRAPH C; HOWEVER, PARAGRAPH C WAS NOT PREVIOUSLY DELETED BY PRIOR AMENDMENTS; THEREFORE, FOR PURPOSES OF THIS DEVELOPMENT ORDER CONSOLIDATION EFFORT, THE SUBSECTION C ADDED BY ORDINANCE NO. 2885 AND SUBSEQUENTLY REVISED BY ORDINANCE NO. 3402 HAS BEEN ADDED AT THE END OF THIS CONSOLIDATED SECTION FOUR, PARAGRAPH 19, AS NEW PARAGRAPH G, SUBPARAGRAPHS (i) THROUGH (iv)]***

(i) Paragraph 19, Traffic Circulation, subparagraph A pertaining to Phase 1 and subparagraph B pertaining to Phase 2, is further amended to provide that Phase 1 (November 6, 1986 - December 31, 2008) of the Development is amended to authorize 900 dwelling units and 12,575 square feet of Auto Museum, as additional permitted uses. This amendment, to allow the additional uses, does not in any way increase the approved 3,418 VPH, which represents the PM Peak Hour external traffic for Phase 1. In Phase 1, the Applicant may, with the prior consent of the City, trade off square footage of any of the above approved uses for additional square footage of any other use, calculated by using the Equivalency Matrix attached hereto as Exhibit "L". The Developer

shall give notice of the intent to trade off, as heretofore provided in subparagraph A of paragraph 19, Traffic Circulation.

(ii) It is further understood that subparagraph B of paragraph 19 is amended to provide that Phase 2 shall commence when the Developer constructs 998,232 square feet of Office Space, 1,487,425 square feet of Light Industrial, 150,000 square feet of Commercial Space, 300 Residential dwelling units, 12,575 square feet of Auto Museum, or 300 Hotel Rooms, or any combination of the above approved uses which generates more than 3,418 VPH.

(iii) Except as herein expressly amended, all of the terms and provisions of Section 4, Conditions of Development Approval, paragraph 19, Traffic Circulation, paragraphs A and B shall remain in full force and effect. If any conflict shall arise between this amendment and prior amendments, then in such event this amendment shall control.

(iv) **[The requirements of this condition have been satisfied.]** Up to 12,575 square feet of Museum space may be developed within Parcel LI-5 with a corresponding decrease in Light Industrial square footage. The square footage exchange shall be on a one to one square feet basis.

20. Water **[The requirements of Subparagraphs A, B, and C have been satisfied.]**

A. The City's proposed twelve inch (12") line shall be connected, with the Applicant or the CDD paying its prorata share therefore, to the existing twelve inch (12") line located at or about 43rd Street and 110th Avenue North; then continue east along 110th Avenue North to 34th Street; and

then south to the northwest corner of the project. Such installation shall be completed in accordance with plans and specifications approved by the City.

B. The City's proposed twelve inch (12") line shall be connected, at the Applicant's or the CDD's own expense, to the existing twelve inch (12") line located at or about 40th Street, north of the 86th Avenue North right-of-way. Such installation shall be completed in accordance with plans and specifications approved by the City.

C. The City's proposed twelve inch (12") line shall be connected, at the Applicant's or the CDD's own expense, to the existing eight inch (8") line located along North Frontage Road and west of 28th Street and to the existing twelve inch (12") line located at the junction of North Frontage Road and Gandy Boulevard. Such installation shall be completed in accordance with plans and specifications approved by the City.

D. The internal water system shall be constructed and installed in such a manner as to maintain an adequate water flow.

E. The Applicant or the CDD shall be responsible for the construction and installation of all internal water systems (other than those within the boundaries of and designed solely to serve individual lots), including attendant improvements.

F. Maintenance responsibilities for those water system improvements not dedicated to and accepted by the City shall be in accordance with the provisions of the CC&R.

G. The water conservation measures referenced in the Application shall be required.

H. The Applicant shall prepare a plan for using non-potable water for landscape and open space irrigation.

21. Water Quality

A. The Applicant shall establish and perform a water quality monitoring program as described in Exhibit "N" attached hereto and made a part hereof to assess stormwater treatment compliance and potential downstream impacts to Sawgrass Lake, Roosevelt Creek and the Pinellas County Aquatic Preserve. Results of the monitoring program shall be submitted as part of the annual report.

B. The erosion control measures discussed on page 14-4 of the Application shall be followed.

SECTION FIVE: Expiration Date. ***[Revised by Ordinance No. 2109; further revised by Ordinance No. 2885]***
Unless amended pursuant to the procedures outlined in Section 380.06, Florida Statutes (1985), the terms and conditions of this Development Order shall expire on December 31, 2013, provided however, that nothing herein shall be deemed to in any way alter or amend the effective period of the CC&R. Should construction of the Development not be completed in accordance with the provisions of this Development Order, as the same may be lawfully amended from time to time, the City shall initiate appropriate land use and rezoning proceedings necessary to restore the land use and zoning on all property described in Exhibit "D" attached hereto to that which was in effect as of the effective date of this Development Order, or to such other suitable land use designation and zoning classification as may be deeded proper by the City. The Applicant shall be deemed to have consented to all such changes to land use and zoning.

SECTION SIX: Exceptions. The provisions of this Development Order shall not be construed as a waiver of or exception to any rule, regulation, resolution or ordinance of the City or other affected governmental agencies, and, to the extent that further review is provided for in

this Development Order or required by the City or by other affected governmental agencies, said review shall, unless otherwise specified herein, be subject to all applicable rules, regulations, resolutions and ordinances in effect at the time of such review.

SECTION SEVEN: Monitoring. No permits or approvals shall be granted or issued, and no extension of services shall be authorized if the Applicant fails to act in substantial compliance with this Development Order. Pursuant to Section 380.06 (17), Florida Statutes (1985), the City Manager shall be responsible for monitoring of the Development and enforcing the provisions of this Development Order. In fulfillment of this requirement, the following procedures shall apply:

1. For purposes of this procedure, the City Manager may rely upon or utilize information supplied by the TBRPC or any City department or agency having particular responsibility over the subject area involved.
2. The City Manager shall report to the City Council any findings of material noncompliance with the terms and conditions of this Development Order other than any deviation from the terms hereof which would be subject to being dealt with pursuant to Section 380.06 (19), Florida Statutes (1985).
3. The City Manager shall issue a written notice of such material noncompliance to the Applicant.
4. If the material noncompliance is not corrected within a reasonable amount of time, as established by the City Manager after consultation with the Applicant, the City Manager shall recommend that the City Council establish a hearing to consider such material noncompliance and to take any action necessary and appropriate to insure compliance with this Development Order including termination of any further Development.
5. ***[Added by Ordinance No. 1662]*** Failure to timely submit the annual report hereinafter described shall constitute a material noncompliance with the terms of this Development Order.

6. ***[Added by Ordinance No. 1662]*** For the purposes of this Development Order, the term substantial means not minor.

SECTION EIGHT: Annual Reports. The Applicant shall file an annual report in accordance with Section 380.06 (18), Florida Statutes (1985), and applicable rules and regulations thereunder. Such report shall be due on the anniversary of the effective date of this Development Order until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the City Manager, who shall after appropriate review, submit it for review by City Council. The City Council shall review the report for compliance with the terms and conditions of this Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Development Order. The Applicant shall be notified of any City Council hearing wherein such report is to be reviewed. The receipt and review by the City Council 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 DCA to be included in the annual report, which information is described in the rules and regulations promulgated by the DCA pursuant to Section 380.06, Florida Statutes (1985); 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 setting forth the name(s) and address of any heir, assignee or successor in interest to this Development Order or any portion of this Development Order; and
4. Such other and further information as may be reasonably required by City Council.

SECTION NINE: Substantial Deviation. In accordance with Section 380.06 (19), Florida Statutes (1985), any development activity constituting a substantial deviation from the terms or conditions of this Development Order or other changes to the approved development plans or Application which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the TBRPC shall result in further development of regional impact review pursuant to Section 380.06, Florida Statutes (1985). Construction of those portions of the Development which are not affected by the proposed change may continue, as approved, during the DRI review of the proposed change.

SECTION TEN: **[The requirements of this entire SECTION TEN have been satisfied.]** Paradise Mobile Manor. The Applicant shall pay the full cost of relocation and set-up in their existing conditions, of the mobile homes and their appurtenances located in Paradise Mobile Manor to a mobile home park on Seminole Boulevard in Pinellas County, which park is under development by Roger B. Broderick. The relocations shall commence following the effective date of this Development Order. The owners association at the Seminole Boulevard park shall be afforded an opportunity within six (6) months following the effective date of this Development Order in which to purchase such park at cost (including interest carry and operating costs). The rent charged at the new park for the first six (6) months following the effective date of this Development Order shall not exceed One Hundred Three Dollars ($103.00) per lot, per month, plus utilities. Thereafter, rents may be adjusted to market rates.

SECTION ELEVEN: **[The requirements of this entire SECTION ELEVEN have been satisfied.]** Condition Subsequent. If Applicant or it assigns fails to close on or before September 29, 1986, (or such later closing date as is approved, in writing, by First America Bank - Detroit, N.A. but in no event no later than December 31, 1986) under that certain contract for Sale of Real Estate, dated November 7, 1984, as amended from time to time (the "Contract"), between First America Bank - Detroit, N.A., as seller, and Beacon Properties, Inc. ("Beacon"), as buyer, which Contract has been assigned by Beacon to Braewood Development

Corp., a Texas Corporation ("Braewood"), which Contract was then further assigned by Braewood to Applicant, this Development Order shall be null and void and shall not constitute a land development regulation as to the property described on Exhibit "D" attached hereto and incorporated herein by this reference.

SECTION TWELVE: The cost of defense of any appeals or suits arising from this Development Order by parties with standing, shall be borne by the Applicant. The City shall reasonably cooperate with the Applicant in any such appeal, including without limitation, the appointment of special counsel to the City to defend any such appeal and the amendment (with the City's and Applicant's consent) of this Development Order.

SECTION THIRTEEN: This Development Order shall become effective upon the expiration of the appeal period under Section 380.07, Florida Statutes (1985), without an appeal having been taken, of if taken, dismissed or this Development Order affirmed.

FIRST READING THE _____ DAY OF _____, 2008.
PUBLISHED THE _____ DAY OF _____, 2008.
PUBLIC HEARING THE _____ DAY OF _____, 2008.
PASSED THIS _____ DAY OF _____, 2008.
AYES:
NAYS:
ABSENT:
ABSTAIN:
APPROVED THIS _____ DAY OF _____, 2008.

_____
William F. Mischler
MAYOR

ATTEST:

_____
Diane M. Corna
CITY CLERK

LIST OF EXHIBITS

A - Application for Development Approval (ADA) - On File at City of Pinellas Park Clerk's Office (hereinafter "On File")

B - Response to ADA Sufficiency Review - On File

C - December 12, 1985 Letter from Michael P. Patterson (Senior. Planner, Post Buckley Schuh & Jernigan, Inc.) - On File

D - Legal Description of Gateway Centre - Pinellas Park (Revised) - See Attached

E - Gateway Centre Declaration of Covenants, Conditions & Restrictions (CC&R) - On File

F - Legal Description of Certain Property within Gateway Centre - On File

G - Developer Commitments from ADA - On File

H - Map H - Gateway Centre Master Plan (Revised) - See Attached

I - Requirements of St. Petersburg - Clearwater International Airport - On File

J - Wetlands Map – (Revised) – See Attached

K - Traffic Study - On File

L - Equivalency Matrix – (Revised) – See Attached

M - Commitments for Transportation Improvements - On File

N - Water Quality Monitoring Program requirements - On File

Exhibit "B"

ORDINANCE NO. 884-G

AN ORDINANCE BY THE CITY COUNCIL OF THE CITY OF ST. PETERSBURG, FLORIDA, AMENDING THE DEVELOPMENT ORDER FOR THE GATEWAY CENTRE DEVELOPMENT OF REGIONAL IMPACT, WHICH WAS ORIGINALLY ADOPTED AND AMENDED PURSUANT TO SECTION 380.06, FLORIDA STATUTES; CONSOLIDATING ALL AMENDMENTS INTO AN AMENDED AND CONSOLIDATED DEVELOPMENT ORDER; AND PROVIDING FOR AN EFFECTIVE DATE.

AMENDED AND CONSOLIDATED DEVELOPMENT ORDER FOR GATEWAY CENTRE ST. PETERSBURG

(Ordinance No. 939-F, as amended by Ordinance Nos. 115-G, 292-G, and 884-G)

WHEREAS, on August 23, 1985, Gateway Centre Joint Venture, (the "Applicant", which term shall also be deemed to include its successors and assigns), a Florida joint venture, filed an Application for Development Approval (ADA) for a development of regional impact (DRI) with the City of St. Petersburg (City) pursuant to the provisions of Sections 380.06 Florida Statutes; and

WHEREAS, the ADA proposes construction of a mixed-use development containing office, research and development facilities (R&D), showroom, distribution, warehouse and other light industrial uses, and hotel, retail and commercial uses which complement and support the proposed project (said development being hereinafter referred to as the "Development"); and

WHEREAS, the Development is located in the City of St. Petersburg, in an area bounded by Gandy Boulevard on the south, I-275 on the east, 28th Street North on the west, and 95th Avenue on the north; and

WHEREAS, the City Council of the City (City Council), as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes (1985), is authorized and empowered to consider ADAs; and

WHEREAS, the public notice requirements of section 380.06, Florida Statutes (1985), have been satisfied; and

WHEREAS, the City Council has on July 24, and August 7, 1986, held duly noticed public hearings on the Application, as hereinafter defined, and has heard and considered public comments and documents received incident thereto; and

WHEREAS, the City Council has received and considered the report and recommendations of the Tampa Bay Regional Planning Council (TBRPC); and

WHEREAS, the City has solicited, reviewed, and considered reports, comments, and recommendations from interested citizens, Pinellas County and City agencies as well as the review and report of the City Manager (which term shall also be deemed to include his designees); and

WHEREAS, after due consideration, the City Council has determined that the Application, as hereinafter defined, should be approved with conditions; and

WHEREAS, the Development was originally part of a larger DRI which included approximately 485 acres in Pinellas Park and which original DRI was divided into two smaller DRIs in 2008.

THE CITY OF ST. PETERSBURG DOES ORDAIN:

SECTION 1. Findings of Fact. Pursuant to Section 380.06(15), Florida Statutes (1985), the City makes the following findings of fact with respect to the Development:

1. The Applicant submitted to the City an ADA, a response to ADA sufficiency review, and a response by Michael P. Patterson (Senior Planner, Post, Buckley, Schuh, and Jernigan, Inc.), dated December 12, 1985, which are identified as Exhibits "A," "B," and "C," respectively attached hereto and made a part hereof. The term "Application" as used in this Development Order, shall refer to the ADA, the response to sufficiency review, and the response of Mr. Patterson.

2. The real property which is the subject of the Application is located within the municipal boundaries of the City.

3. The real property which is the subject of the Application is legally described on Exhibit "D," attached hereto and made a part hereof.

4. The proposed development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes (1985).

5. All development will occur in accordance with this Development Order and the Application.

6. This Development Order makes adequate provision for the public facilities needed to accommodate the impacts of the Development.

7. The exactions imposed upon the Applicant and/or the contributions from governmental agencies or other entities made on behalf of the Applicant, and the commitments for transportation improvements described on List 1 attached hereto and incorporated herein, make adequate financial provisions for the public transportation facilities needed to accommodate the transportation impacts for Phases 1 and 2 (as herein defined) of the Development.

For purposes of this Development Order, a commitment is the scheduling of commencement of construction of an improvement in (i) a development order for development of regional impact, or (ii) a transportation improvement plan (TIP) or capital improvement plan (CIP) of a state or local government or the Pinellas County Metropolitan Planning Organization (MPO). Notwithstanding the foregoing, nothing herein prevents the City or other appropriate jurisdiction from modifying its transportation improvement program (TIP) or capital improvements program (CIP). Additionally, Phase 2 of the Development has not received specific approval, therefore, this Development Order confers no ability to conduct development activities associated with Phase 2 until a transportation analysis, pursuant to Section 380.06, F.S., addressing the impacts of the proposed Phase 2 has been provided to the City, TBRPC, the Florida Department of Community Affairs (DCA) and the Florida Department of Transportation (FDOT), as applicable, for review and approval through the NOPC process.

8. The Development consists of a total of approximately 94 acres, together with indicated usages*, as follows:

Acreage: 94 M.O.L.
Office Space: 540,521 square feet in Phase 2
Light Industrial: 800,000[1] square feet in Phase 1, or the equivalent thereof based on the use of the Land Use Equivalency Matrix.

- The indicated usages, above, reflect modifications by previously approved usage of the Land Use Equivalency Matrix.

SECTION 2. Conclusions of Law. Pursuant to Section 380.06(15), Florida Statutes (1985), City Council makes the following conclusions of law with respect to the Development:

1. A comprehensive review of the impacts generated by the Development as proposed by the Applicant has been conducted by the City, the TBRPC, and other appropriate governmental agencies.

2. The Development does not unreasonably interfere with the achievement of the objectives of the State Land Development Plan.

3. In order for the proposed Development to be consistent with the adopted comprehensive plan and development regulations of the City it is necessary to impose on the approval of the Application the conditions and restrictions contained in this Development Order.

4. All required land use plan amendments were reviewed by the City's Planning Commission (PC) and the Pinellas Planning Council .

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[1] On April 22, 2004, the developer of Gateway Centre DRI, Tarpon Ridge, Inc. requested the Cities of Pinellas Park and St. Petersburg to approve a land use trade off that would reduce office entitlements by 159,388 square feet and increase mult-family entitlements by 300 units. This trade off resulted in the reallocation of land uses between the City of Pinellas Park and the City of St. Petersburg and set entitlements for the City of St. Petersburg portion of the DRI at 540,521 square feet of office and 800,000 square feet of light industrial. See Gateway Centre Use of Land Use Equivalency Matrix, dated April 2004.

5. All required rezonings were reviewed by the PC.

6. In considering whether the Development should be approved subject to conditions, restrictions, and limitations, the City considered the criteria stated in Section 380.06, Florida Statutes (1985) .

7. The Development Order is consistent with the local comprehensive plan and local land development regulations.

8. The review by the City and other participating agencies and interested citizens shows that the impacts of the Development are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes (1985), by the terms and conditions of this Development Order.

9. The Application is approved subject to all terms and conditions of this Development Order.

10. The Development is consistent with the intent of the report and recommendations of the TBRPC.

SECTION 3. General Provisions. The following General Provisions shall govern the administration of this Development Order:

1. The provisions of this Development Order affect the real property described on Exhibit "D" which is attached hereto and made a part hereof. This real property is within the municipal limits of the City.

2. All provisions contained within the Application 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.

3. This Ordinance, including all exhibits attached hereto, shall constitute the Development Order of the City in response to the Application.

4. The definitions contained in Chapter 380, Florida Statutes (1985), shall govern and apply to this Development Order. Terms not defined in Chapter 380, Florida Statutes (1985), shall have the meanings assigned to them by the Code of Ordinances of the City (City Code), including the Zoning Code.

5. This Development Order shall be binding upon the Applicant. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possess any of the powers and duties of, any branch of government or governmental agency.

6. 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, provided, however, that the Development shall be subject to a substantial deviation review as a result of any such determination of invalidity, illegality, or unconstitutionality, but there shall be no presumption that such determination shall be a substantial deviation.

7. Whenever this Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected government agencies and departments as are or may be designated by the City Council as well as all governmental agencies and departments set forth under applicable laws and rules governing DRIs.

8. In each instance in this Development Order where the Applicant is responsible for ongoing maintenance of facilities at the Development, the Applicant may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate public or private body created, in whole or in part, to perform such responsibilities. Before such transfer may be effective, however, the body to which responsibility has been or will be transferred must be approved by the City Council, or any other affected governmental agency, 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.

9. This Development Order shall remain in effect until December 31, 2013. Any development activity for which a site plan has been submitted to the City for review and approval prior to the expiration date of this Order may be completed, if approved, subject to existing City regulations applicable to the expiration of said approval. This Order may be extended by the City Council on the finding of excusable delay in any proposed development activity.

10. The City agrees that prior to December 31, 2010, the Development shall not be subject to down-zoning, unit density reduction or intensity reduction, unless the City can demonstrate that substantial changes in the conditions underlying the approval of this Development Order have occurred or the Development Order was based on substantially inaccurate information provided by the Applicant or that the change is clearly established by the City to be essential to the public health, safety or welfare (Section 380.06 (15)(c)(3), Florida Statutes) (1985) .

11. Upon adoption, this Development Order shall be transmitted by the Clerk of the City Council by certified mail to the DCA, the TBRPC, the Applicant, the City of Pinellas Park, and Pinellas County.

12. Any revisions to this Development Order not addressed herein shall be subject to review by the City, TBRPC, Pinellas County, DCA, FDOT (in its role of reviewing transportation related matters), and the City of Pinellas Park.

SECTION 4. Conditions of Development Approval. The following conditions shall constitute the conditions of development approval for the Development:

1. Air Quality

   A. Prior to initiation of vertical construction, the Applicant shall provide to the City, Pinellas County Division of Air Quality (PCDAQ), Florida Department of Environmental Protection (DEP), and TBRPC, for review and approval, an acceptable carbon monoxide model for the Development, which model is described in Exhibit "E" attached hereto and made a part hereof.

   B. If any impacts are indicated by the model to be adverse, the Applicant shall cooperate with the PCDAQ and DER in the identification and implementation of acceptable mitigation measures.

   C. The Applicant shall design the Development and install necessary improvements, at its own expense, so as to reasonably minimize vehicle congestion and queuing problems at ingress/egress points and along internal circulation routes. Such plans shall be reviewed by the PCDAQ and other appropriate departments and/or divisions.

2. Archaeology

   Should significant archaeological or historical resources be located during construction, construction activities within a reasonable distance of these resources shall cease until such time as the ultimate disposition of such resources will be determined in cooperation with the State Division of Archives and the City.

3. Commitments

   All commitments contained in Exhibit "F" attached hereto and made a part hereof, which commitments are also contained in the Application, 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 to the extent of such inconsistency.

4. Compatibility

   A. The property described in Exhibit "D" shall not contain any multifamily or single family residential uses. The maximum intensity of various uses in the City shall be as follows:

      Office 540,521 square feet GFA in Phase 2
      Light Industrial: 800,000 square feet[2] in Phase 1, or the equivalent thereof based on the use of the Land Use Equivalency Matrix.

[2] See footnote#1.

B. For the property described in Exhibit "D", the average floor area ratio shall not exceed .62. The extent to which any individual parcel can exceed .62 shall be determined through the City's applicable development regulations.

5. Drainage/Stormwater Management

A. The Applicant shall submit a master drainage plan for review by the DEP, TBRPC, Southwest Florida Water Management District (SWFWMD) and the City.

B. The drainage plan and the stormwater system design, construction and maintenance shall be consistent with the TBRPC's Stormwater and Lake Systems Maintenance and Design Guidelines (1978), the design criteria of SWFWMD, and with the City's drainage ordinance. Responsibility for providing maintenance of internal drainage facilities shall be binding upon the Applicant and run with the land.

C. Any necessary off-site drainage improvements required to mitigate any incremental impacts of the Development, including the modification of existing drainage facilities, shall be provided at the expense of the Applicant. Provision shall be made for any off-site drainage improvements required to mitigate the incremental impacts of a particular portion of the Development prior to the issuance of certificates of occupancy for that particular portion of the Development.

D. Acceptable maintenance easements shall be provided for all publicly dedicated drainage improvements.

E. Those portions of the stormwater drainage system not dedicated to the City or other public body shall remain the responsibility of the Applicant.

F. After final approval of a master drainage plan for the Development, the Applicant shall provide the City with a certified survey prepared and sealed by a land surveyor licensed by the State of Florida, containing the legal description of those wetland areas incorporated into such plan including those identified in paragraph 9 of this Section. The Applicant will thereafter initiate the necessary land use amendments designating these areas as "Preservation."

6. Electricity

Electric service for the Development shall be provided by Progress Energy (PE) and the Applicant shall cooperate with PE in providing necessary easements for the provision of electric services.

7. Elevation

Except as may be authorized by the Federal Emergency Management Agency, the elevation for all occupiable structures shall be at or above the 100-year base flood elevation as required by the Flood Disaster Protection Act of 1973 and the City's Flood Damage Prevention Ordinance, currently in Chapter 16, City Code.

8. Energy

A. Pursuant to the applicable provisions of the City Code, the Applicant will encourage the retention of natural vegetation for use as landscaping as a means of energy conservation.

B. An energy officer shall be designated for the Development to conduct energy audits, establish energy policies and monitor energy use and conservation.

C. The Development shall institute programs to promote energy conservation by employees, buyers, suppliers and the public.

D. Reduced levels of operation of all air conditioning, heating, and lighting systems during non-business hours shall be instituted.

E. Recycling programs will be instituted.

F. Energy-efficient cooling, heating and lighting systems will be used in the Development.

G. Installation of innovative energy conservation features such as waste heat recovery, or solar power will be used where feasible in the Development.

9. Environment

A. The following conditions shall be required with respect to those wetlands shown on Map 1 attached hereto and made a part hereof, provided, however, the Applicant shall obtain the necessary permits, from those agencies which have jurisdiction over such activity:

1. Wetlands 1 and 2 shall be preserved and restored in cooperation with the City in compliance with applicable City ordinances and vegetated with appropriate native plants.

2. Exotic species such as Melaleuca, Australian pine, and Brazilian pepper shall be removed from the site and excluded from recurring by a regular maintenance program to help ensure the success of native vegetation.

B. The Applicant shall coordinate with the Florida Fish and Wildlife Conservation Commission (FFWCC) and the City, as provided for by City regulations, concerning the conservation of pine flatwoods in conjunction with lakes and preservation areas and as development buffers.

C. The measures to reduce erosion, fugitive dust and air emissions referenced in the Application shall be required.

D. The methods discussed to overcome problems associated with a particular soil type listed in the Application shall be required.

E. 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 FFWCC.

F. Only those trees located within the building footprint, parking lots, or other on- and off-site improvements, shall be removed. In any event, the Applicant shall fully comply with the provisions of the appropriate chapter of the City Code in connection with the removal of such trees.

G. To the extent reasonably possible, any protected trees or native vegetation removed will be relocated within the Development as deemed reasonably acceptable to the City.

H. Trees required to be retained shall be protected during construction by the erection and maintenance of suitable physical structures limiting access to the protected trees. The barriers shall be comprised of wooden and/or other suitable materials and shall be erected a minimum of eight (8) feet from the trunk or two-thirds (2/3) of the tree's dripline, whichever is greater.

I. To the maximum extent reasonably possible, existing vegetation or native vegetation, including trees, will be incorporated into all landscaped design.

10. Flood/Hurricane

The Applicant shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders.

11. Hazardous Materials

A. The Applicant shall advise owners of property within the Development that: (i) the types of wastes and materials considered hazardous are those materials defined in Subsection 403.703(21), Florida Statutes (1985), and listed in title 40 CFR (part 261), and (ii) any hazardous waste will be transported and disposed of in a manner consistent with applicable regulations.

B. Those provisions of the City Zoning Code relative to the storage of hazardous waste and materials shall be adhered to. The Applicant shall comply with all federal, state, and local requirements relative to the storage of hazardous waste and materials.

C. All hazardous waste transported in and out of the Development shall adhere to the following routes: (1) north on 28th Street to Roosevelt Boulevard or (2) north on 28th Street to 118th Avenue, thence west on 118th Avenue to 49th Street, thence north on 49th Street. In no case shall any vehicle transporting hazardous waste traverse either Gandy Boulevard or 49th Street south of 118th Avenue, or any local streets which abut residential areas except when leaving or arriving at a facility en route to one of the above referenced corridors.

D. For each individual site within the Development, any hazardous waste which is temporarily stored shall be stored in separate temporary hazardous waste storage/collection areas, which areas shall be marked and/or colored so as to clearly distinguish and identify the area intended for hazardous waste. Hazardous waste, as soon as is practical, shall be transported to the appropriate licensed disposal facilities.

E. Establishment of hazardous materials or hazardous waste storage sites shall be subject to the approval of the Fire Department of the appropriate authority having jurisdiction.

F. An emergency response and hazardous waste management operation plan shall be required for those facilities which use, handle, store, or process hazardous wastes, to minimize hazards to human health and the environment. The plan shall be developed in conjunction with the City and shall describe the procedures and actions required of facility personnel as well as describe the arrangements agreed to by City police and fire departments and local emergency services and hospitals. Individual tenant plans shall be included in the annual report.

12. Increment Schedule

A. Construction of the Development is proposed to occur on or before December 31, 2008.

B. The Application states that preliminary market studies indicate that all tracts can be sold and developed in eight (8) to ten (10) years. Although no formal phasing is planned with respect to geographic areas, site increments of development as identified in paragraph 18 of this Section 4 have been estimated in order to facilitate evaluation of project impacts.

C. It is the intent of this Development Order to ensure that all prerequisites for the Development are complied with and that all improvements required to mitigate potential adverse impacts are adequately addressed.

D. The square footages permitted in the total Development by this approval shall be as follows:

The Development consists of a total of approximately 94 acres located in the City, together with indicated usages, as follows:

Acreage: 94 M.O.L.

Office Space: 540,521square feet in Phase 2
Light Industrial: 800,000 square fee [3] in Phase 1, or the equivalent thereof based on the use of the Land Use Equivalency Matrix.

E. Any exceedence of the above square footage allocations greater than five percent (5%) shall be subject to a substantial deviation determination pursuant to Section 380.06, Florida Statutes (1985).

13. Open Space

The Applicant shall be responsible for the maintenance of all open/recreational areas and landscaped areas within the Development .

14. Public Safety

As requested by the City, the Applicant shall coordinate with the City to determine (i) the manner by which tenants will be informed of fire and police protection jurisdictions, and (ii) how and where public safety facilities can be incorporated into this project.

15. Recreational Facilities

The Applicant shall design and construct the sidewalks within the Development to serve also as jogging trails. The Applicant shall also encourage purchasers of property within the Development to use open space for recreational facilities, consistent with local regulations.

16. Sanitary Sewer

A. The City shall provide sanitary sewer service for the property described in Exhibit "D" attached hereto and made a part hereof.

B. In addition, the City will utilize its best efforts to secure an Interlocal Agreement with the City of Pinellas Park whereby the City will provide wholesale sanitary sewage treatment service to Pinellas Park for that portion of the development in the original DRI within Pinellas Park's city limits.

[3] See footnote #1.

C. The Applicant shall design, permit and install the appropriate size sewer transmission facilities in accordance with the City requirements and/or an acceptable interlocal agreement. If an acceptable interlocal agreement is entered into, eighty-five and 60/100 percent (85.60%) of the cost for such sewer line shall be paid by the Applicant; and fourteen and 40/100 percent (14.40%) of the cost shall be paid by the City. If an acceptable interlocal agreement is not entered into, fifty-two percent (52.00%) of the cost for such sewer facilities shall be paid by the Applicant; and forty-eight percent (48.00%) of the cost shall be paid by the City. The City shall pay its share of the cost within fourteen (14) days of receipt of the Applicant's notice to fund a contractor's draw request.

D. The Applicant shall be responsible for the construction and installation of all internal sanitary sewer collection systems (other than those within the boundaries of and designed solely to serve individual lots) including attendant improvements.

E. Maintenance responsibilities for those sewer systems not dedicated to and accepted by the City shall be in accordance with the provisions of the interlocal agreement or the responsibility of the Applicant.

F. With regard to industrial pretreatment prior to discharge, the Applicant shall require that all development abide by the provisions in the City Code which regulate industrial pretreatment.

17. Solid Waste

The collection, transportation and disposal of solid waste is controlled by Pinellas County and City ordinances and shall take place in accordance with the terms thereof.

18. Traffic Circulation: The City has determined through a traffic study, attached as Exhibit "H", that the Development will not have any adverse impact on any regionally significant roadways until the Development generates 1,002 vehicles per hour during the PM peak period (VPH), except for the impacts identified in Section 18 A of this Order (Required Phase I Roadway Improvements). For the purposes of this Development Order, the term VPH is defined as the total number of vehicle trips actually generated by the existing development plus the total number of vehicle trips estimated to be generated by the Development upon full occupancy of buildings for which applications for building permits have been filed, during the peak one hour period on adjacent roadways between the hours of 4:00 p.m. and 6:00 p.m. on an average typical weekday. Traffic related to construction or traffic internal to the Development shall not be included in VPH calculations. The Applicant shall track and report the VPH number as part of the annual report.

A. Phase 1 (October 30, 1986 - December 31, 2008 of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 1 shall terminate when the Applicant constructs 800,000 square feet of light industrial space or any other combination of the approved uses possible through the use of the Land Use Equivalency Matrix which generates 1,002–VPH. In Phase 1 the Applicant may trade off square footage of the approved use for additional square footage of any other approved use; however, in no case shall the commercial space exceed 100,000 square feet. The trade offs shall be calculated by using the Land Use Equivalency Matrix attached as Exhibit "J". Further, in no event shall the trade off mechanism be used to exceed the maximum square footage authorized by this Development Order. The Developer shall give DCA and TBRPC notice of its intent to trade off land uses using the Land Use Equivalency Matrix at least 15 days prior to the City's approval of any such trade off. The Notice shall identify the resulting impacts of the trade off in terms of land use, traffic generation, potable water, wastewater, solid waste and affordable housing. In addition, the DRI Annual Report shall include information indicating cumulative amounts of development which have been approved by the City as of the Annual Report Date, and the resulting impacts on traffic generation, potable water, wastewater, solid waste and affordable housing. Following the City's approval of any such trade off, the City shall provide to DCA and TBRPC a copy of said approval. The estimation of trip generation will be based on the Institution of Transportation Engineers Manual "Trip Generation" (Fifth Edition).

1. Developer guarantees that the road improvements attached as Exhibit "I" (Phase I Road Improvements) will be completed, according to the schedule provided in Exhibit "I", by the applicable City, FDOT or the Developer.

2. Transportation Impact fees collected pursuant to the Pinellas County Transportation Impact Fee Ordinance from Phase 1 development shall be held in dedicated accounts by the City for the purpose of funding the Phase 1 Road Improvements in their respective jurisdictions.

   Funds remaining in the dedicated account after completion of Phase 1 Road Improvements shall be held for funding road improvements that may be identified for mitigation of Phase 2 road impacts. Funds remaining in the dedicated account upon completion of road improvements required for Phase 1 and Phase 2 of the development, or upon expiration of this Development Order, shall become available for use by the local government as allowed by law.

3. Permits for Phase 2 shall not be issued until all of the Phase 1 Roadway Improvements are completed or under construction. Phase 2 of the Development has not received specific approval, therefore, this Development Order confers no ability to conduct development activities associated with Phase 2 until a transportation analysis, pursuant to Section 380.06, F.S., addressing the impacts of the proposed Phase 2 has been provided to the City, TBRPC, DCA and FDOT, as applicable, for review and approval through the NOPC process.

4. At least annually, and in an annual report, the Developer will report on the status of the roadway improvements. The City shall cause further issuance of building permits to cease immediately at the time the annual monitoring reveals that any needed transportation improvements set forth in Exhibit "I" are no longer scheduled, guaranteed or have been delayed.

B. Phase 2 of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 2 of the Development has not received specific approval, therefore, this Development Order confers no ability to conduct development activities associated with Phase 2 until a transportation analysis, pursuant to Section 380.06, F.S., addressing the impacts of the proposed Phase 2 has been provided to the City, TBRPC, DCA and FDOT, as applicable, for review and approval through the NOPC process. Phase 2 shall commence when the Applicant constructs 800,000 square feet of light industrial space or any combination of the approved uses possible through the use of the Land Use Equivalency Matrix which generates more than 1,002 VPH by the Development. Prior to the issuance of building permits for vertical construction for Phase 2, the Applicant shall:

1. Complete a second transportation study pursuant to the provisions of Section 380.06, Florida Statutes, Rule 9J-2.045, Florida Administrative Code, as amended, and the applicable policies of the TBRPC SRPP Goal 5.1, and with generally accepted traffic methodology in effect at the time of commencement of the study. The study shall identify regional transportation improvements required to mitigate the traffic impacts of both Phase 1 and Phase 2 of the Development ("Needed Improvements"). Needed Improvements shall include: right-of-way acquisition fees, land cost, application fee and construction cost, including design and engineering and other soft costs (geotechnical, survey, legal and permit fees).

2. Secure commitments consistent with the requirements of Rule 9J-2.045, Florida Administrative Code.

3. In lieu of Section Four, Paragraph 18.B.2 above, the Applicant may subphase Phase 2 of the Development when such subphasing identifies and ties specific amounts of project development to specific improvements to regionally significant roadway network ("Subphase Needed Improvements"). Such subphasing shall be acceptable under the following conditions:

   a. The City and DCA concur with the defined amount of development to be specifically allowed;

   b. The Applicant has delivered secured commitments to construct the Subphase Needed Improvements, or in the alternative, has paid its Fair Share Contribution of the Subphase Needed Improvements.

4. Receive a credit in the amount of the Fair Share Contribution paid by the Applicant against impact fees assessed during Phase 2 pursuant to Pinellas County's Transportation Impact Fee Ordinance Number 86-43, as amended.

5. Prior to the issuance of any building permit for Phase 2 or any subphase thereof and following the completion of the second transportation study provided for in subsection B.1 above, this Development Order shall be amended to reflect any required regional transportation improvements to mitigate the Development's impacts.

C. The City shall not be obligated to make any commitments to construct or contribute any funds toward construction of the Needed Improvements or Subphase Needed Improvements.

D. The Developer shall contribute Seventy Five Thousand Dollars ($75,000) for Transportation Demand Management activities for the Gateway Area of Pinellas County as identified in the Bay Area Commuter Services 1997-1998 Work Plan. The Developer shall remit the contribution within ten (10) days of receipt of request by the Metropolitan Planning Organization (MPO). Such contribution shall be credited against any Pinellas County Transportation Impact Fees due to the City. The total credit available from the City of St. Petersburg for this purpose is $9,450.

E. If the Development is designated as or becomes a part of a regional activity center as defined by the TBRPC or the City, then notwithstanding any other provisions of this Development Order, it shall not be a condition of this Development Order to obtain commitments for those improvements identified in the Traffic Study toward which the Development contributes less than ten percent (10%) and more than five percent (5%) of the p.m. peak hour traffic.

19. Water

A. The Applicant shall design, permit and install a water line sufficient to serve that portion of the Development described on Exhibit "D" and the property to the north of the Development owned by the City, more commonly known as the "Sod Farm." Fifty-two percent (52.0%) of the cost for such water line shall be paid by the Applicant; and forty-eight percent (48.0%) of the cost shall be paid by the City. The City shall pay its share of the cost within fourteen (14) days of receipt of the Applicant's notice to fund a contractor's draw request.

B. The internal water system shall be constructed and installed in such a manner as to maintain an adequate water flow for fire protection.

C. The Applicant shall be responsible for the construction and installation of all internal water systems (other than those within the boundaries of and designed solely to serve individual lots), including attendant improvements.

D. Construction, installation, and maintenance for those water system improvements not dedicated to and accepted by the City shall be the responsibility of the Applicant.

E. The water conservation measures referenced in the Application shall be required.

F. The Applicant shall prepare and submit a plan for using non-potable water for that portion of the project within the City limits for landscape and open space irrigation.

20. Water Quality

A. The Applicant shall establish and perform a water quality monitoring program as described in Exhibit "G" attached hereto and made a part hereof to assess stormwater treatment compliance and potential downstream impacts on Sawgrass Lake, Roosevelt Creek and the Pinellas County Aquatic Preserve. Results of the monitoring program shall be submitted as part of the annual report.

B. The erosion control measures discussed on page 14-4 of the Application shall be followed.

21. Airport Requirements

Since the proposed Development is located approximately two miles south of the centerline (extended) of runway 35, St. Petersburg-Clearwater International Airport, and as such is in the Airport's NEF 30-40 Exposure Contour, the Applicant shall abide by any applicable requirements of the Airport set forth in the attached Exhibit "K".

SECTION 5. Expiration date. Unless amended pursuant to the procedures outlined in Section 380.06, Florida Statutes (1985), the terms and conditions of this Development Order shall expire on December 31,2013.

Should construction of the Development not be completed in accordance with the provisions of this Development Order, as the same may be lawfully amended from time to time, the City shall initiate appropriate land use and rezoning proceedings necessary to restore the land use and zoning on all property described in Exhibit "D" attached hereto to that which was in effect as of the effective date of this Development Order, or to such other suitable land use designation and zoning classification as may be deemed proper by the City. The Applicant shall be deemed to have consented to all such changes to land use and zoning.

SECTION 6. Exceptions. The provisions of this Development Order shall not be construed as a waiver of or exception to any rule, regulation, resolution or ordinance of the City or other affected governmental agencies, and, to the extent that further review is provided for in this Development Order or required by the City or by other affected governmental agencies, said review shall, unless otherwise specified herein, be subject to all applicable rules, regulations, resolutions and ordinances in effect at the time of such review.

SECTION 7. Monitoring. No permits or approvals shall be granted or issued, and no extension of services shall be authorized if the Applicant fails to act in substantial compliance with this Development Order. Pursuant to Section 380.06(17), Florida Statutes (1985), the City shall be responsible for monitoring of the Development and enforcing the provisions of this Development Order. In fulfillment of this requirement, the following procedures shall apply:

1. For purposes of this procedure, the City may rely upon or utilize information supplied by the TBRPC or any City department or agency having particular responsibility over the subject area involved.

2. The City shall report to the City Council any findings of material noncompliance with the terms and conditions of this Development Order other than any deviation from the terms hereof which would be subject to being dealt with pursuant to Section 380.06(19), Florida Statutes (1985).

3. The City shall issue a written notice of such material noncompliance to the Applicant.

4. If the material noncompliance is not corrected within a reasonable amount of time, as established by the City after consultation with the Applicant, the City shall recommend that the City Council establish a hearing to consider such material noncompliance and to take any action necessary and appropriate to insure compliance with this Development Order including termination of any further Development.

5. Failure to submit the annual report in a timely manner hereinafter described shall constitute a material noncompliance with the terms of this Development Order.

6. For the purposes of this Development Order, the term "substantial" means not minor.

SECTION 8. Annual Reports. The Applicant shall file an annual report in accordance with Section 380.06(18), Florida Statutes (1985), and applicable rules and regulations thereunder. Such report shall be due on the anniversary of the effective date of this Development Order until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the City who shall after appropriate review, submit it for review by City Council. The City Council shall review the report for compliance with the terms and conditions of this Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Development Order. The Applicant shall be notified of any City Council hearing wherein such report is to be reviewed. The receipt and review by the City Council shall not be considered a substitute or a waiver of any terms or conditions of the Development Order. This report shall contain:

1. The information required by the DCA to be included in the annual report, which information is described in the rules and regulations promulgated by the DCA pursuant to Section 380.06, Florida Statutes (1985); and

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

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

4. Such other and further information as may be reasonably required by City Council.

SECTION 9. Substantial Deviation. In accordance with Section 380.06(19), Florida Statutes (1985), any development activity constituting a substantial deviation from the terms or conditions of this Development order or other changes to the approved development plans or Application which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the TBRPC shall result in further development of regional impact review pursuant to Section 380.06, Florida Statutes (1985). Construction of those portions of the Development which are not affected by the proposed change may continue, as approved, during the DRI review of the proposed change.

SECTION 10. The cost of defense of any appeals or suits arising from this Development Order by parties with standing, shall be borne by the Applicant. The City shall reasonably cooperate with the Applicant in any such appeal, including without limitation, the appointment of special counsel to the City to defend any such appeal and the amendment (with the City's and Applicant's consent) of this Development Order.

SECTION 11. This Development Order was adopted on October 30, 1986 and became effective upon the expiration of the appeal period under Section 380.07, Florida Statutes (1985), without an appeal having been taken.

SECTION 12. This Development Order was originally adopted by Ordinance No. 939-G and was amended by Ordinances Nos. 115-G and 292-G. Those three ordinances are consolidated in this ordinance as the Consolidated Development Order. This ordinance amends the Consolidated Development Order.

SECTION 13. Words that are in margin balloons shall be deleted from the existing Consolidated Development Order and words that are underlined shall be added to the existing Consolidated Development Order. Exhibits D and J and Map 1 are revised to read as the attached Exhibits D and J and Map 1. A new Exhibit K is adopted to read as shown in the attached Exhibit K. All other exhibits remain unchanged.

SECTION 14. In the event this ordinance is not vetoed by the Mayor in accordance with the City Charter, it shall become effective after the fifth business day after adoption unless the Mayor notifies the City Council through written notice filed with the City Clerk that the Mayor will not veto the ordinance, in which case the ordinance shall take effect immediately upon filing such written notice with the City Clerk. In the event this ordinance is vetoed by the Mayor in accordance with the City Charter, it shall not become effective unless and until the City Council overrides the veto in accordance with the City Charter, in which case it shall become effective immediately upon a successful vote to override the veto.

First reading conducted on the 19th day of June, 2008.

Adopted by St. Petersburg City Council on second and final reading on the 24th day of July, 2008.

James S. Bennett Chair-Councilmember
Presiding Officer of the City Council

ATTEST: Eva Andujar
Eva Andujar City Clerk

CITY OF ST. PETERSBURG, FLORIDA. RE-INCORPORATED A.D. 1903.

Exhibit D – Legal Description

Tract "A" of GATEWAY CENTRE BUSINESS PARK ADDITION ONE, according to the plan thereof recorded in Plat Book 102, pages 42-44 inclusive, of the Public Records of Pinellas County, Florida.

Exhibit J

EQUIVALENCY MATRIX [1]

Gateway Centre - St Petersburg

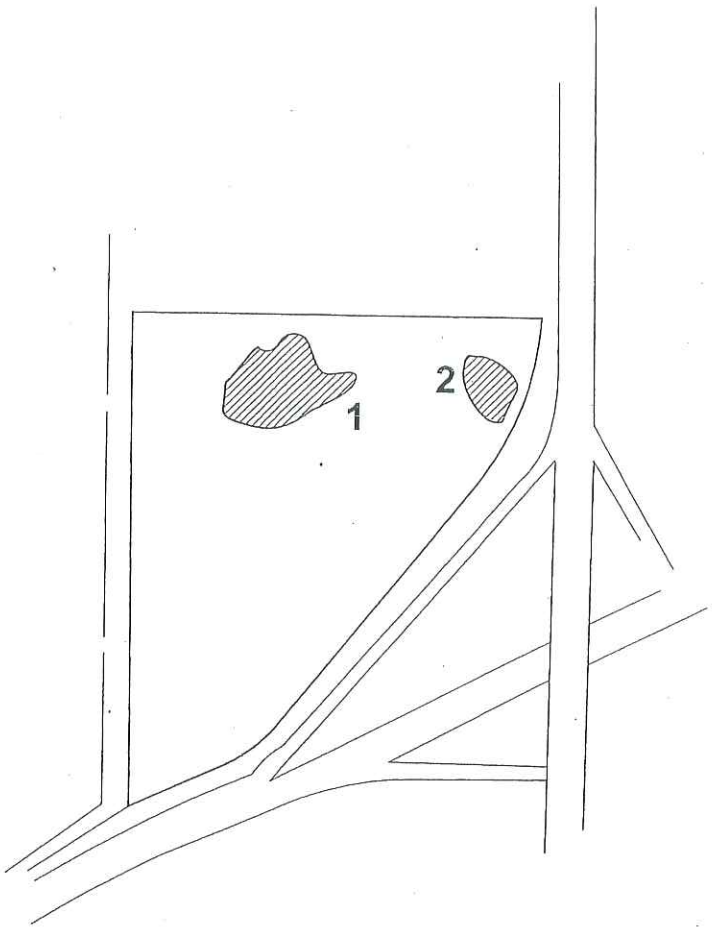
Change To: / Change From:	Lt. Industrial	Office	Retail	Hotel	Multi Family	Single Family
Lt. Industrial	N/A	1,478.16 sf / ksf 1.4782	434.72 sf / ksf 0.4347	2.93 rm / ksf 2.9252	2.78 du / ksf 2.7822	1.56 du / ksf 1.5648
Office	676.52 sf / ksf 0.6765	N/A	294.10 sf / ksf 0.2941	1.98 rm / ksf 1.9790	1.88 du / ksf 1.8822	1.06 du / ksf 1.0586
Retail	2,300.32 sf / ksf 2.3003	3,400.24 sf / ksf 3.4002	N/A	6.73 rm / ksf 6.7290	6.40 du / ksf 6.4000	3.60 du / ksf 3.5996
Hotel	341.85 sf / rm 0.3419	505.31 sf / rm 0.5053	148.61 sf / rm 0.1486	N/A	0.95 du / rm 0.9511	0.53 du / rm 0.5349

[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 the following minimums and maximums to ensure that impacts for transportation, water, wastwater, solid waste, and affordable housing are not exceeded.

Land Use	Minimum	Maximum
Light Industrial	480,000 sq. ft.	800,000 sq. ft.
Office	0 sq. ft.	335,000 sq. ft.
Retail	0 sq. ft.	0 sq. ft.
Hotel	0 rooms	0 rooms
Residential (Multi-Family)	0 dus	0 dus[A]
Residential (Single Family)	0 dus	0 dus[A]

A. The total number of residentiqal units may not exceed 900 dwelling units.

[2] To ensure that the approved inbound external pm peak hour project traffic volume of 831 vph is not exceeded, the first residential trade requested after the approval of this Equivalency Matrix shall be reduce the Light Industrial land use by an additional 199,041sf beyond that identified using the equivalency exchange ratio identified above.



CITY OF ST. PETERSBURG PRESERVATION AREA

June, 2008

Map 1

Gateway Centre - St. Petersburg
Revised Wetlands Map

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

Exhibit "K"

813877-7609

BOARD OF COUNTY COMMISSIONERS

PINELLAS COUNTY, FLORIDA

315 COURT STREET
CLEARWATER, FLORIDA 33516

COMMISSIONERS

CHARLES E. RAINEY, CHAIRMAN
GEORGE GREER, VICE-CHAIRMAN
JOHN CHESNUT, JR.
BARBARA SHEEN TODD
BRUCE TYNDALL

PLEASE ADDRESS REPLY TO:
ST. PETERSBURG - CLEARWATER INTERNATIONAL AIRPORT
CLEARWATER, FLORIDA 33520

February 18, 1986

Mr. Ralph Stone
Director of Planning
City of St. Petersburg
475 Central Avenue
St. Petersburg, Florida 33701

RECEIVED
FEB 21 1986
CITY OF PINELLAS PARK
ZONING DIVISION

Ms. Paula Cohen
Director of Planning
City of Pinellas Park
Post Office Box 1100
Pinellas Park, Florida 34290-1100

BEST REPRODUCTION POSSIBLE

Subject: Gateway Centre Business/Industrial Park

Dear Mr. Stone and Ms. Cohen:

The airport has learned from published reports of the proposed 586-acre Gateway Centre which would be located two miles south of runway 35, directly under the runway centerline extended. The area proposed for intensive development is in the airport's NEF 30-40 Noise Exposure Contour. Airport Ordinance, Section XXXII-A, Subsection V, as adopted by the Board of County Commissioners of Pinellas County, refers to development in the airport's Noise Exposure Contour area and is attached.

We feel that the developer and any and all prospective purchasers of land parcels in this NEF 30-40 zone should comply with HUD building standards in construction, as set forth on the attached and, further, be required to execute an Avigation Easement (sample attached) to hold harmless the Cities of Pinellas Park, St. Petersburg, and the Board of County Commissioners of Pinellas County, as proprietor and sponsor of the St. Petersburg-Clearwater International Airport, from aircraft noise claims, which will be prevalent at the Gateway Centre location, emanating from aircraft arriving and departing runway 35 at the airport.

RECEIVED
FEB 21 1986
CITY OF PINELLAS PARK
PLANNING DIVISION

Very truly yours,

James G. Howes
Airport Director

Enclosures

EXHIBIT "J"

cc: Brian K. Smith, Director of Planning, Pinellas County

Add Section XXXIIA, Subsection III, Paragraph 6, to read as follows:

(6) TERMINAL OBSTACLE CLEARANCE ZONE

A terminal obstacle clearance zone is hereby established as the area within a 10-nautical mile radius of the Airport Reference Point at St. Petersburg-Clearwater International Airport, including initial approach segments, departure area, and circling approach areas for which the Federal Aviation Administration (FAA) has established minimum instrument flight altitudes within aforesaid areas.

Add Section XXXIIA, Subsection IV, Paragraph 6, to read as follows:

(6) TERMINAL OBSTACLE CLEARANCE ZONE

Any height exceeding the minimum instrument flight altitude or resulting in a vertical distance from the established minimum instrument flight altitude of less than the required obstacle clearance, pursuant to an FAA aeronautical study under Federal Aviation Regulation 77.23 and a resultant finding of a hazard to air navigation.

Amend Section XXXIIA, Subsection V, to read as follows:

Section V: USE RESTRICTIONS

Notwithstanding any other provisions of this resolution, no use may be made of land within any zone established by this resolution in such a manner as to create electrical interference with radio communication between the Airport and aircraft, make it difficult for flyers to distinguish between airport lights and others, result in glare in the eyes of flyers using the Airport, impair visibility in the vicinity of the Airport or otherwise endanger the landing, taking-off, or maneuvering of aircraft. In addition, all uses, when located in the following Airport noise contour areas, shall conform to the following provisions:

Noise Exposure CONTOUR (NEF) Values	
30 - 40	Activities where uninterrupted communication is essential should consider sound exposure in design. Generally, residential development is not considered a suitable use, although multi-family developments where sound control features have been incorporated in building design might be considered. Open-air activities and outdoor living will be affected by aircraft sound. The construction of auditoriums, schools, churches, hospitals, theatres and like activities should be avoided within its zone where possible.

greater than 40	Land should be reserved for activities that can tolerate a high level of sound exposure such as some agricultural, industrial, and commercial uses. No residential developments of any type are recommended. Sound-sensitive activities such as schools, offices, hospitals, churches, and like activities should not be constructed in this area unless no alternative location is possible. All regularly occupied structures should consider sound control in design.

Variances within the noise contour areas may be granted by the County Administrator only where it is duly found that the granting of relief from enforcement of the regulation would not be contrary to the public interest, and provided further that any such variance shall require: (1) granting of an Avigation Easement indemnifying and saving harmless Pinellas County from any and all claims arising out of noise damages incurred as a result of aircraft operations in and about St. Petersburg-Clearwater International Airport, and (2) sound control measures incorporated in building design meeting United States Department of Housing and Urban Development requirements for building design in high ambient noise areas.

I, KARLEEN F. DeBLAKER, Clerk of the Circuit Court and Clerk Ex-Officio, Board of County Commissioners, do hereby certify that the above and foregoing is a true and correct copy of the original as it appears in the official files of the Board of County Commissioners of Pinellas County, Florida.
Witness my hand and seal of said County, this 1st day of Oct. A.D. 19 85
KARLEEN F. DeBLAKER, Clerk of the Circuit Court Ex-Officio Clerk to the Board of County Commissioners, Pinellas County, Florida
By: Deputy Clerk

BEST REPRODUCTION POSSIBLE

BEST REPRODUCTION POSSIBLE

BUILDING REQUIREMENTS FOR A MINIMUM NOISE LEVEL REDUCTION OF 25 dB

1-1 Compliance

Compliance with the following standards shall be deemed to meet the requirements of the compatible use noise zones in which ~~an NLR 25~~ is specified. NEF 30-40

1-2 General

a. Brick veneer, masonry blocks or stucco exterior walls shall be constructed airtight. All joints shall be grouted or caulked airtight.

b. At the penetration of exterior walls by pipes, ducts, or conduits the space between the wall and pipes, ducts or conduits shall be caulked or filled with mortar.

c. Window and/or through-the-wall ventilation units shall not be used.

d. Through-the-wall door mail boxes shall not be used.

1-3 Exterior Walls

a. Exterior walls other than as described in this section shall have a laboratory sound transmission class rating of at least STC-39.

b. Masonry walls having a surface weight of at least 25 pounds per square foot do not require a furred (stud) interior wall. At least one surface of concrete block walls shall be plastered or painted with heavy "bridging" paint.

c. Stud walls shall be at least 4" in nominal depth and shall be finished on the outside with siding-on-sheathing, stucco, or brick veneer.

(1) Interior surface of the exterior walls shall be of gypsum board or plaster at least 1/2" thick, installed on the studs.

(2) Continuous composition board, plywood or gypsum board sheathing at least 1/2" thick shall cover the exterior side of the wall studs behind wood or metal siding. Asphaltic or wood shake shingles are acceptable in lieu of siding.

BEST REPRODUCTION POSSIBLE

(3) Sheathing panels shall be butted tightly and covered on the exterior with overlapping building paper. The top and bottom edges of the sheathing shall be sealed.

(4) Insulation material at least 2" thick shall be installed continuously throughout the cavity space behind the exterior sheathing and between wall studs. Insulation shall be glass fiber or mineral wool.

1-4 Windows

a. Windows other than as described in this section shall have a laboratory sound transmission class rating of at least STC-28.

b. Glass shall be at least 3/16" thick.

c. All operable windows shall be weather stripped and airtight when closed so as to conform to an air infiltration test not to exceed 0.5 cubic foot per minute per foot of crack length in accordance with ASTM E-283-65-T.

d. Glass of fixed-sash windows shall be sealed in an airtight manner with a non-hardening sealant, or a soft elastomer gasket or glazing tape.

e. The perimeter of window frames shall be sealed airtight to the exterior wall construction with a sealant conforming to one of the following Federal Specifications: TT-S-00227, TT-S-00230, or TT-S-00153.

f. The total area of glass in both windows and doors in sleeping spaces shall not exceed 20% of the floor area.

1-5 Doors

a. Doors, other than as described in this section shall have a laboratory sound transmission class rating of at least STC-28.

b. All exterior side-hinged doors shall be solid-core wood or insultated hollow metal at least 1-3/4" thick and shall be fully weather stripped.

c. Exterior sliding doors shall be weather stripped with an efficient airtight gasket system with performance as specified in Section 1-4C. The glass in the sliding doors shall be at least 3/16" thick.

d. Glass in doors shall be sealed in an airtight non-hardening sealant or in soft elastomer gasket or glazing tape.

e. The perimeter of door frames shall be sealed airtight to the exterior wall construction as described in Paragraph 1-4E above.

1-6 Roofs

a. Combined roof and ceiling construction other than described in this section and Section 1-7 shall have a laboratory sound transmission class rating of at least STC-39.

b. With an attic or rafter space at least 6" deep, and with a ceiling below, the roof shall consist of closely butted 1/2" composition board, plywood or gypsum board sheathing topped by roofing as required.

c. If the underside of the roof is exposed, or if the attic or rafter spacing is less than 6", the roof construction shall have a surface weight of at least 25 pounds per square foot. Rafters, joists or other framing may not be included in the surface weight calculation.

d. Window or dome skylights shall have a laboratory sound transmission class rating of at least STC-28.

1-7 Ceilings

a. Gypsum board or plaster ceilings at least 1/2" thick shall be provided where required by Paragraph 1-6b above. Ceilings shall be substantially airtight, with a minimum number of penetrations.

b. Glass fiber or mineral wool insulation at least 2" thick shall be provided above the ceiling between joists.

1-8 Floors

a. Openings to any crawl spaces below the floor of the lowest occupied rooms shall not exceed 2% of the floor space area of the occupied rooms.

1-9 Ventilation

a. A mechanical ventilation system shall be installed that will provide the minimun air circulation and fresh air supply requirements for various uses in occupied rooms without the need to open any windows, doors, or other openings to the exterior.

b. Gravity vent openings in attic shall not exceed code minimum in number and size.

c. If a fan is used for forced ventilation, the attic inlet and discharge openings shall be fitted with sheet metal transfer ducts of at least 20 gauge steel, which shall be lined with 1" thick coated glass fiber, and shall be at least 5 feet long with one 90 bend.

d. All vent ducts connecting the interior space to the outdoors, excepting domestic range exhaust ducts, shall contain at least a 5 ft. length of internal sound absorbing duct lining. Each duct shall be provided with a bend in the duct such that there is no direct line of sight through the duct from the venting cross section to the room-opening cross section.

e. Duct lining shall be coated glass fiber duct liner at least 1" thick.

f. Domestic range exhaust ducts connecting the interior space to the outdoors shall contain a baffle plate across the exterior termination which allows proper ventilation. The dimensions of the baffle plate should extend at least one diameter beyond the line of sight into the vent duct. The baffle plate shall be of the same material and thickness as the vent duct material.

g. Fireplaces shall be provided with well-fitted dampers.

Exhibit "C"

KEN BURKE, CLERK OF COURT
PINELLAS COUNTY FLORIDA
INST# 2008263826 09/26/2008 at 03:54 PM
OFF REC BK: 16387 PG: 1728-1730
DocType:NOTICE RECORDING: $27.00

This instrument prepared by and
please return to:
James H. Shimberg, Jr.
Holland & Knight LLP
100 N. Tampa Street, Suite 4100
Tampa, FL 33602

NOTICE OF ADOPTION OF
AN AGREEMENT TO BIFURCATE A DEVELOPMENT OF REGIONAL IMPACT

Pursuant to Subsection 380.06(15)(f), Florida Statutes (2008) notice is hereby given of an Agreement to Bifurcate Gateway Centre ("Agreement to Bifurcate"), a Development of Regional Impact ("DRI"), DRI #132, which development is located on the property described in attached Exhibit "A". The Agreement to Bifurcate, which is the subject of this Notice of Adoption, was adopted on July 10, 2008 by the Cities of Pinellas Park, Florida and St. Petersburg, Florida. The Agreement to Bifurcate separated DRI #132 into two portions: one lying within the City of St. Petersburg ("Gateway Centre St. Petersburg") and one lying within the City of Pinellas Park ("Gateway Centre Pinellas Park").

The City of Pinellas Park, Florida originally adopted the Gateway Centre Development Order, Ordinance No. 1617, on July 23, 1986; the First Amendment, Ordinance No. 1662, was adopted on November 6, 1986; the Second Amendment, Ordinance No. 2109, was adopted on April 23, 1992; the Third Amendment, Ordinance No. 2217, was adopted on October 14, 1993; the Fourth Amendment, Ordinance 2230, was adopted on January 31, 1994; the Fifth Amendment, Ordinance No. 2450, was adopted on September 30, 1997; the Sixth Amendment, Ordinance No. 2885, was adopted on June 28, 2001; and the Seventh Amendment, Ordinance No. 3402, was adopted on January 26, 2006. The City of St. Petersburg, Florida originally adopted the Gateway Centre Development Order, Ordinance No. 939-F, on October 30, 1986; the First Amendment, Ordinance No. 115-G, was adopted on November 18, 1993; and the Second Amendment, Ordinance No. 292-G, was adopted on September 25, 1997.

Copies of the Agreement to Bifurcate are kept by the City of Pinellas Park, Clerk's Office, 5141 78th Avenue, Pinellas Park, Florida 33780 and by the City of St. Petersburg, Clerk's Office, 175 5th Street North, St. Petersburg, Florida 33701, and are open to public inspection. The adopted Agreement to Bifurcate constitutes a land development regulation applicable to the

property described in Exhibit "A". The recording of this Notice shall not constitute a lien, cloud or encumbrance on the property described in Exhibit "A," nor actual nor constructive notice of any such lien, cloud or encumbrance.

By: _____
James H. Shimberg, Jr.
Authorized Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22nd day of September, 2008, by James H. Shimberg, Jr., who is personally known to me.

Angela M. Scalzo
Notary Public, State of Florida
My Commission expires:

NOTARY PUBLIC STATE OF FLORIDA
Angela M. Scalzo
Commission # DD435832
Expires May 31, 2009
Bonded Troy Fain - Insurance, Inc. 800-385-7019

EXHIBIT "A"
LEGAL DESCRIPTION

Gateway Centre St. Petersburg:

Tract "A" of GATEWAY CENTRE BUSINESS PARK ADDITION ONE, according to the plat thereof recorded in Plat Book 102, pages 42 to 44 inclusive, of the Public Records of Pinellas County, Florida.

Gateway Centre Pinellas Park:

All that land lying and being within Sections 22, 23, 26 and 27, Township 30 South, Range 16, East, as shown on the plat or map thereof of GATEWAY CENTRE BUSINESS PARK, as recorded at Plat Book 97, Pages 1 through 13, inclusive, in the Public Records of Pinellas County, Florida

#132

City of
PINELLAS PARK
FLORIDA

5141 78TH AVE. • P.O. BOX 1100
PINELLAS PARK, FL 33780-1100

PHONE • (727) 541-0700
FAX • (727) 544-7448
SUNCOM • 969-1011

STATE OF FLORIDA)
COUNTY OF PINELLAS) SS
CITY OF PINELLAS PARK)

I, DIANE M. CORNA, the duly qualified City Clerk of the CITY OF PINELLAS PARK, COUNTY OF PINELLAS, STATE OF FLORIDA, do hereby certify that the foregoing and hereto attached contains a full, true and correct copy of Ordinance No. 3402, adopted by the City Council of the City of Pinellas Park, Florida, on January 26, 2006, as the same appears of Record and in the files in my office. IN WITNESS WHEREOF, I have hereto set my hand and affixed the corporate seal of the said CITY OF PINELLAS PARK, PINELLAS COUNTY, FLORIDA, this 15th day of March, 2006.

Diane M. Corna, MMC
City Clerk
City of Pinellas Park

PRINTED ON RECYCLED PAPER

ORDINANCE NO. 3402

AN ORDINANCE AMENDING ORDINANCE NO. 1617, AS AMENDED, BY AMENDING: SECTION ONE "FINDINGS OF FACT", BY AMENDING PARAGRAPH NO. 9 BY ADDING ADDITIONAL RESIDENTIAL DEVELOPMENT IN PINELLAS PARK, BY AMENDING SECTION FOUR "CONDITIONS OF DEVELOPMENT APPROVAL", BY AMENDING PARAGRAPH 5 "COMPATIBILITY", PARAGRAPH C BY PROVIDING FOR ADDITIONAL RESIDENTIAL DEVELOPMENT; BY AMENDING SECTION FOUR "CONDITIONS OF DEVELOPMENT APPROVAL," BY AMENDING PARAGRAPH 13 "INCREMENT SCHEDULE", PARAGRAPH D BY PROVIDING FOR ADDITIONAL RESIDENTIAL DEVELOPMENT; BY AMENDING SECTION FOUR "CONDITIONS OF DEVELOPMENT APPROVAL" PARAGRAPH 19 "TRAFFIC CIRCULATION" BY PROVIDING FOR ADDITIONAL RESIDENTIAL DEVELOPMENT BY ADDING A NEW PARAGRAPH C AND ADOPTING A NEW EQUIVALENCY MATRIX; PROVIDING FOR A FINDING OF NO SUBSTANTIAL DEVIATION; PROVIDING FOR REPEAL OF ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HEREWITH TO THE EXTENT OF SUCH CONFLICT; PROVIDING FOR AN EFFECTIVE DATE. (MS 2005-40)

BE IT ORDAINED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF PINELLAS PARK, PINELLAS COUNTY, FLORIDA, AS FOLLOWS:

SECTION ONE: That Section 1 "Findings of Fact" of Ordinance No. 1617, as amended, is hereby amended by amending Paragraph 9 so that said paragraph shall hereafter be and read as follows:

9. The Development consists of a total of 589.7 acres M.O.L. divided between City and the City of St. Petersburg together within indicated usages, as follows:

City:	
Acreage:	489.7 M.O.L.*
Office Space:	1,409,000 square feet
Light Industrial:	2,520,000 square feet
Commercial:	246,000 square feet
Museum:	12,575 square feet
Hotel:	336,000 square feet (500 rooms)
Residential:	900 dwelling units (no more than 200 dwelling units may be single family)

City of St. Petersburg:

Acreage:	100 M.O.L.
Office space:	1,622,000 square feet
Hotel:	150,000 square feet (200 rooms)

*The applicant may shift uses within the Development as zoning and land use designations permit subject to the limitations of this Development Order. The addition of 600 dwelling units, for a total of 900 dwelling units, will result in the reduction of the development of one or more of the permitted uses based on the Equivalency Matrix attached as Exhibit C. The addition of the Museum use will result in a corresponding reduction in Light Industrial square footage consistent with Condition 19.C(iv), contained herein.

SECTION TWO: That Section 4 "CONDITIONS OF DEVELOPMENT APPROVAL" of Ordinance No. 1617, as amended, is hereby amended by amending Paragraph 5 "Compatibility" Paragraph C so that said paragraph shall hereafter be and read as follows:

General uses permitted within the Development shall be assigned to individual parcels, as shown on Map 1 attached hereto and made a part hereof, and shall be as follows:

Parcel	General Use
C-1	Commercial/Light Industrial/ Residential
C-2	Commercial
C-3	Commercial/Office/Residential
C-4	Commercial/Office/Residential
H-1	Hotel/Office/Commercial
LI-1 (Restricted)	Light Industrial/Residential**
LI-2 (Restricted)	Light Industrial/Residential**
LI-3 (Restricted)*	Light Industrial/Residential
LI-4	Light Industrial/Residential
LI-5 (Restricted)*	Light Industrial/Residential
LI-6 (Restricted)*	Lt. Industrial/Office/Commercial/ Residential
O-1	Office/Residential
O-2	Residential
O-4	Light Industrial
O-5	Light Industrial/Office

*Only a portion of these parcels are designated LI (Restricted)

**As restricted by the Design Criteria hereinafter defined.

The applicant may shift uses within the Development as zoning and land use designations permit, subject to the limitations of this Development Order.

SECTION THREE: The Section 4 "Conditions of Development Approval" of Ordinance No. 1617, as amended, is hereby amended by amending Paragraph 5 "Compatibility" by adding a new paragraph G, which shall be and read as follows:

G. The Developer shall obtain confirmation from the City of Pinellas Park that water, wastewater and solid waste capacities are available for the development of any residential uses.

SECTION FOUR: The Section 4 "Conditions of Development Approval" of Ordinance No. 1617, as amended, is hereby amended by amending Paragraph 5 "Compatibility" by adding a new paragraph H, which shall be and read as follows:

H. The Developer may submit plans for review and approval in accordance with the requirements of this Development Order provided that no final approval may be obtained until it is determined that such plans comply with the City of Pinellas Park Land Development Code.

SECTION FIVE: The Section 4 "Conditions of Development Approval" of Ordinance No. 1617, as amended, is hereby amended by amending Paragraph 13 "Incremental Schedule," paragraph D so that said paragraph shall hereafter be and read as follows:

D. The square footages permitted in the Development by this approval and the approval of the City of St. Petersburg shall be as follows:

1. Phase I (1986 - 2005)

Office Space	1,500,000 square feet
Light Industrial	2,000,000 square feet
Commercial	150,000 square feet
Hotel	336,000 square feet (500 rooms)
Residential	900 dwelling units

2. Phase II (2006 - 2010)
PHASE II HAS NOT BEEN SPECIFICALLY APPROVED

Office Space	1,531,000 square feet
Light Industrial	520,000 square feet
Commercial	96,000 square feet
Hotel	150,000 square feet (200 rooms)

*The addition of 600 dwelling units, for a total of 900 dwelling units, will result in the reduction of the development of one or more of the permitted uses based on the Equivalency Matrix attached as Exhibit "A".

SECTION SIX: The Section 4 "Conditions of Development Approval" of Ordinance No. 1617, as amended, is hereby amended by amending Paragraph 19 "Traffic Circulation" by adding a new paragraph C, which provides for multi-family development.

19. Traffic Circulation.

C. (i) Paragraph 19, Traffic Circulation, subparagraph A pertaining to Phase 1 and subparagraph B pertaining to Phase 2, is further amended to provide that Phase 1 (November 6, 1986 - December 31, 2005) of the Development is amended to authorize 900 dwelling units and 12,575 square feet of museum, as additional permitted uses. This amendment, to allow the additional use, does not in any way increase the approved 4,420 VPH, which represents the PM Peak Hour external traffic for Phase 1. In Phase 1, the applicant may, with the prior consent of the City, trade off square footage of any of the above approved uses

for additional square footage of any other use, calculated by using the Equivalency Matrix attached hereto as Exhibit C. The developer shall give notice of the intent to trade off, as heretofore provided in subparagraph A of paragraph 19, Traffic Circulation.

(ii) It is further understood that subparagraph B of paragraph 19 is amended to provide that Phase 2 shall commence when the Developer constructs 1,500,000 sq. ft. of Office Space, 2,000,000 sq. ft. of Light Industrial, 150,000 sq. ft. of Commercial Space of those uses and 500 Hotel rooms, or any combination of the above approved uses or those uses approved under the Equivalency Matrix which generate more than 4,420 VPH.

(iii) Except as herein expressly amended, all of the terms and provisions of Section 4, Conditions of Development Approval, paragraph 19, Traffic Circulation, paragraphs A and B shall remain in full force and effect. If any conflict shall arise between this amendment and prior amendments, then in such event this amendment shall control.

(iv) Up to 12,575 square feet of Museum space may be developed within Parcel LI-5 with a corresponding decrease in Light Industrial square footage. The square footage exchange shall be on a one to one square feet basis.

SECTION SEVEN: That this Ordinance shall become effective upon the expiration of the appeal period specified under Florida Statutes, without appeal having been taken, or if taken, dismissed, or this Development Order being affirmed.

SECTION EIGHT: That the foregoing changes are presumed to create a substantial deviation under Subsection 380.06(19), Florida Statutes; that the review by the City, the Tampa Bay Regional Planning Council and other participating agencies and interested citizens concludes that the impacts of the foregoing changes are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Ordinance; that the Proposed Change does not create additional regional impacts to the previously approved Development, nor does it create any type of regional impact not previously reviewed provided the conditions of this Amended Development Order are met; that based on the foregoing and pursuant to Section 380.06(19), Florida Statutes, the City Council finds the foregoing changes not to be substantial deviations to the Development of Regional Impact Development Order.

SECTION NINE: That all Ordinances or parts of Ordinances in conflict with the provisions of this Ordinance are, and they are hereby repealed insofar as the same affect this Ordinance.

SECTION TEN: That this Ordinance shall become effective upon the expiration of the appeal period specified under Florida Statues, without appeal having been taken, or if taken,

FIRST READING THE 15th DAY OF December, 2005.

PUBLISHED THE 13th DAY OF January, 2006.

PUBLIC HEARING THE 26th DAY OF January, 2006.

PASSED THIS 26th DAY OF January, 2006.

AYES: (3) Council Members: Bradbury,Taylor and Mayor Mischler

NAYS: (2) Councilwoman Bradbury and Councilman Butler

ABSENT: (0)

ABSTAIN: (0)

APPROVED THIS 26th DAY OF January, 2006.

William F. Mischler
MAYOR

ATTEST:

Diane M. Corna
CITY CLERK

LEGAL DESCRIPTION - GATEWAY CENTRE BUSINESS PARK

A tract of land lying in Sections 22, 23, 26 and 27, Township 30 South, Range 16 East, Pinellas County, Florida, being further described as follows:

A replat of Tract 5, Tract 6 and Coventry Boulevard of the plat of COVENTRY PLAZA, as recorded in Plat Book 76, Page 60, of the Public Records of Pinellas County, Florida; a replat of Lots 1 thru 4, 10 thru 13, 20 thru 31, 40 thru 48, and portions of Lots 5, 6, 7, 17, 18, 33, 34, 38, 39 and all rights-of-ways adjacent to said lots of the plat of GOLDEN ACRES as recorded in Plat Book 11, Page 11, of the Public Records of Pinellas County, Florida; a replat in said Section 27 of FARM 1 and the adjacent rights-of-ways according to the plat of PINELLAS FARMS as recorded in Plat Book 7, Pages 4 and 5 of the Public Records of Hillsborough County, Florida, of which Pinellas County was formerly a part; a subdivision of part of the South 1/2 of said Section 22, the West 1/2 of Section 23 and part of the Northwest 1/4 of Section 26, all being more particularly described as follows:

Begin at the Northwest corner of said Section 23, Township 30 South, Range 16 East; thence S 89° 42' 31" E along the North line of said Section 23, 2,563.30 feet to a point on the West right-of-way line of 28th Street North; thence S 00° 04' 13" W along said right-of-way line 5,296.59 feet to a point on the South line of said Section 23; thence continue along said right-of-way S 00° 14' 34" E, 176.41 feet to a point on the northwesterly right-of-way line of 28th Street North Extension (along Gandy Boulevard), also being a point on a curve concave to the Southeast (a line to the radius point bears S 28° 50' 21" E); thence southwesterly along the right-of-way line and curve which has for its elements a radius of 6,680.41 feet, a central angle of 05° 57' 25", an arc length of 694.54 feet and a chord bearing and distance of S 58° 10' 56" W, 694.23 feet; thence leaving said right-of-way N 00° 10' 04" E, 544.42 feet to a point on the South line of said Section 23; thence N 89° 48' 20" W along said South line, 662.52 feet to the Northwest corner of the Northeast 1/4 of the Northwest 1/4 of said Section 26; thence S 00° 13' 55" W, 138.00 feet; thence S 89° 48' 20" E, 331.26 feet; thence S 00° 28' 12" E, 648.23 feet to a point on the North right-of-way line of said 28th Street North Extension also being a point on a curve concave to the Southeast (a line to the radius point bears S 38° 15' 52" E); thence southwesterly along the arc of said curve which has for its elements a radius of 6,680.41 feet, a central angle of 06° 39' 33", an arc length of 776.44 feet and a chord bearing and distance of S 48° 24' 22" W, 776.00 feet; thence continue on said extension S 45° 04' 35" W, 344.35 feet; thence S 44° 55' 25" E, 101.00 feet to a point on the northwesterly right-of-way line of Gandy Boulevard; thence S 45° 04' 35" W along said right-of-way line, 1,305.29 feet to a point on the West line of said Section 26; thence N 00° 21' 32" E along said West line, 1,216.30 feet to the Southeast corner of the Northeast 1/4 of the Northeast 1/4 of said Section 27; also being the Southeast corner of said plat of GOLDEN ACRES; thence continue along said West line of Section 26, also being the East line of said plat of GOLDEN ACRES, N 00° 21' 32" E, 331.79 feet to the centerline of 84th Avenue as platted; thence N 89° 43' 55" W along said centerline, 79.68 feet; thence N 00° 16' 17" E, 40.00 feet to the Southeast corner of Lot 14 of said plat; thence N 00° 21' 03" E along the East line of said Lot 14, 125.91 feet; thence N 89° 43' 25" W along the North line of Lots 14 and 15 of said plat, 99.53 feet; thence N 00° 20' 04" E along the East line of Lot 9 of said plat, 125.92 feet to the Northeast corner of said lot; thence N 00° 16' 47" E, 40.00 feet to the North line of said plat of GOLDEN ACRES; thence N 89° 42' 56" W along said North line, 216.26 feet; thence S 00° 17' 23" W for 40.00 feet to a point on the southwesterly line of that 100 foot wide Florida Power Corporation easement as recorded in Deed Book 1514, Page 7, of the Public Records of Pinellas County, Florida; thence S 28° 28' 14" E along said easement line, 287.29 feet to a point on the South line of Lot 17 of said plat of GOLDEN ACRES; thence S 00° 16' 08" W, 40.00 feet to a point on the centerline of 84th Avenue as platted; thence S 89° 43' 55" E along said centerline, 43.87 feet; thence S 00° 16' 08" W, 40.00 feet to a point on the North line of Lot 33 of said plat of GOLDEN ACRES also being a point on the aforementioned Florida Power Corporation easement; thence S 28° 28' 14" E along said easement, 287.19 feet to a point on the South line of Lot 37 of said plat; thence S 00° 14' 44" E, 40.00 feet to a point on the South line of said plat also being a point on the South line of the Southeast 1/4 of the Northeast 1/4 of the Northeast 1/4 of said Section 27; thence N 89° 44' 54" W along said South line 581.78 feet to the Southwest corner of the Southeast 1/4 of the Northeast 1/4 of the Northeast 1/4 of said Section 27, also being the Southwest corner of said GOLDEN ACRES plat; thence N 00° 15' 38" E along the West line of said East 1/2 of the Northeast 1/4 of the Northeast 1/4 and the West line of said FARM #1 of PINELLAS FARMS, for 1,327.91 feet to the Northwest corner of the Northeast 1/4 of the Northeast 1/4 of the Northeast 1/4 of said Section 27; thence N 89° 40' 58" W along the South line of the Southeast 1/4 of said Section 22, 1,975.73 feet to the Southwest corner of the Southeast 1/4 of said Section 22 and the South line of said plat of COVENTRY PLAZA; thence N 89° 53' 37" W along the South line of the Southwest 1/4 of said Section 22, 1,073.65 feet to a point on the northeasterly right-of-way line of Highway U.S. 19; thence N 31° 55' 54" W along said plat and right-of-way line, 745.59 feet to the Northeast corner of Tract 5 of said plat; thence

N 58°04' 06" E along the North line of said Tract 5 for 599.11 feet to the Northeast corner of said Tract 5; thence S 31°55' 54" E along the East line of said Tract 5 for 612.23 feet to the Southeast corner of said Tract 5, also being a point on a curve concave to the Southeast (a line to the radius point bears S 03°52' 56" E); thence easterly along the arc of said curve which has for its elements a radius of 1,000.00 feet, a central angle of 03°59' 19", an arc length of 69.62 feet and a chord bearing and distance of N 88°06' 44" E, 69.60 feet; thence S 89°53' 37" E, 566.19 feet to a point on the West line of the South 1/2 of said Section 22; thence continue S 89°53' 37" E, 30.00 feet to a point on the East right-of-way line of 40th Street North; thence N 00°00' 13" E, along said right-of-way line 890.74 feet; to the North line of the South 1/2 of the Southeast 1/4 of said Section 22; thence S 89°43' 13" E along the North line of the South 1/2 of the Southeast 1/4 of said Section 22 for 2,608.90 feet to the Northeast corner of the South 1/2 of the Southeast 1/4 of said Section 22; thence N 00°12' 09" E along the West line of said Section 23, for 1,325.83 feet to the Northwest corner of the Southwest 1/4 of said-Section 23; thence continue on said West line of Section 23, N 00°11' 44" E, 2,649.24 feet to the POINT OF BEGINNING, containing 493.90 acres, more or less.

Less and except that portion of a 225.00 foot Florida Power Corporation right-of-way described in O.R. Book 3115, Page 748 of the Public Records of Pinellas County, Florida, being further described as follows:

Commence at the Southwest corner of the Northwest 1/4 of said Section 23; thence N 00°11' 44" E along the West line of said Section 23 for 437.31 feet to the POINT OF BEGINNING; thence continue N 00°11' 44" E along said West line, 225.00 feet; thence S 89°46' 59" E, 2,567.63 feet to a point on the West right-of-way line of 28th Street North; thence S 00°04' 13" W along said right-of-way line, 225.00 feet; thence N 89°46' 59" W, 2,568.12 feet to the POINT OF BEGINNING, containing 13.26 acres, more or less.

This legal description less the stated exception contains a net acreage of 480.63 acres, more or less.

TOGETHER WITH:

The South one-half of Section 23, Township 30 South, Range 16 East, Pinellas County, Florida, lying West of the westerly right-of-way line of I-275, less the West one-half of the Southwest one-quarter thereof, AND LESS existing road right-of-ways taken in Official Records Book 3257, Page 272; Official Records Book 4800, Page 2133 and Official Records Book 5797, Page 572, Public Records of Pinellas County, Florida.

Being more particularly described as follows:

PARCEL "A"
For a point of reference commence at the Northeast corner of the Southeast one-quarter of Section 23, Township 30 South, Range 16 East, Pinellas County, Florida; thence N89°45'30"W along the North boundary of said Southeast 1/4, for 403.57 feet (N89°46'41"W, 403.57 feet per D.O.T.), to a set iron rod, said iron rod being a point lying on the westerly right-of-way line of Interstate 275 per O.R. Book 3257, Page 272, said point also being the POINT OF BEGINNING; thence along said westerly right-of-way line of I-275 for the following four courses; thence S08°23'02"W, for 146.00 feet to a found iron rod (S08°20'33"W, 146.76 feet per D.O.T.), said iron rod being a point lying on a curve concave to the Northwest said curve having a central angle of 33°00'16", a radius of 1332.39 feet, an arc length of 767.51 feet, and a chord bearing and distance of S19°29'18"W, for 756.94 feet to a found iron rod, (central angle - 33°00'00", radius - 1332.39 feet, arc - 767.40 feet, C.B. & Dist. - S19°30'27"W 756.84 feet per D.O.T); thence S36°01'16"W for 1723.75 feet to a found iron rod (S36°00'27"W, 1723.90 feet per D.O.T.), said iron rod being a point lying on a curve concave to the Northwest said curve having a central angle of 15°31'52", a radius of 1045.92 feet, an arc length of 283.52 feet and a chord bearing and distance of S43°48'17"W, for 282.65 feet to a set iron rod (central angle -15°28'58", radius - 1045.92 feet, arc - 282.63 feet, C.B. & Dist. - S43°46'06"W 281.77 feet per D.O.T.); thence leaving said westerly right-of-way line of I-275 along the northerly boundary of an 80 foot ditch right-of-way per O.R. Book 4800, Page 2133 for the following three courses; thence N36°11'54"W, for 78.99 feet to a found iron rod (N36°12'28"W, 80.43 feet per deed); thence S59°45'10"W, for 338.79 feet to a set iron rod (S59°44'36"W, 338.79 feet per deed); thence N89°53'34"W, for 360.65 feet to a set iron rod (N89°54'08"W 360.65 feet per deed), said iron rod being a point lying on the easterly right-of-way line of 28th Street North (per O.R. Book 5188, page 403); thence N00°04'14"E along said easterly right-of-way line, for 2571.61 feet to a set iron rod, said iron rod being a point lying on the North line of the Southeast one-quarter of said Section 23; thence S89°45'30"E along said North line, for 2180.00 feet to a set iron rod said iron rod being a point lying on the westerly right-of-way line of I-275 (per O.R. Book 3257 page 272), said point also being the POINT OF BEGINNING.

TOGETHER WITH:

The West 466.28 feet of that part of the Northwest 1/4 of the Northeast 1/4 North and West of Gandy Boulevard (S.R. 600), less the West 33 feet for street, Pinellas County, Florida, less and except that portion of the above described property which lies within the boundary of the following described property:

Begin on the North boundary line of Section 26 , Township 30 South, Range 16 East, at a point N.89°53'33"W., 1626.78 feet from the Northeast corner thereof, being on the North boundary line of Gandy Boulevard (S.R. S-694); Thence continue N.89°53'33"W., 567.08 feet; Thence S.62°55'39"W., 511.85 feet More or Less to the centerline of C.R. 149, at a point S.00°19'19"E., 233.21 feet from the Northwest corner of the Northeast 1/4 of Section 26, Township 30 South, Range 16 East; Thence S.00°19'19"E., 353.77 feet to the North boundary of Gandy Boulevard. (S.R. S-694); Thence N.60°09'16"E., 1175.61 feet More or Less to Point of Beginning.

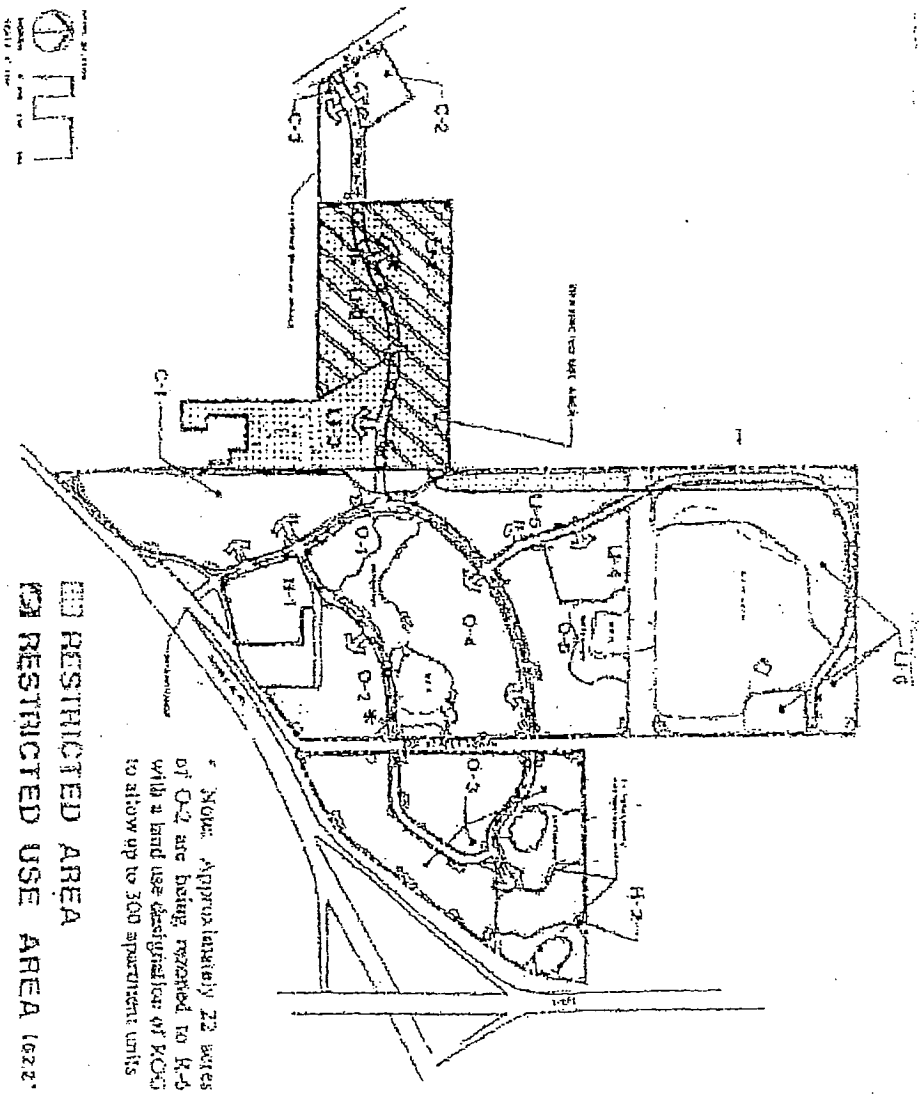
Also less and except the following described property:

That portion of the East 42 feet of the West 75 feet of the the said Northwest 1/4 of the Northeast 1/4 of Section 26, lying Northwesterly of ... that certain Limited Access right-of-way of Gandy Boulevard (S.R. S-694) as recorded in O.R. 3204, pages 41-58, Public Records of Pinellas County, Florida.

TOGETHER WITH:

Lots 3 and 4, A.M.S. SUBDIVISION, according to the map or plat thereof as recorded in Plat Book 67, Page 56, Public Records of Pinellas County, Florida.

MAP H



RESTRICTED AREA

RESTRICTED USE AREA (622 ACRES)

GATEWAY CENTRE

GATEWAY CENTRE
JOINT VENTURE

MAP 1

PBSJ

#132

WilsonMiller

New Directions In Planning, Design & Engineering

April 22, 2004

Mr. David Goodwin
City of St. Petersburg
Planning Programs Div.
Municipal Services Bldg., 8th Floor
One 4th Street North
St. Petersburg, FL 33701

Mr. Thomas Shevlin
Asst. Community Development Administrator
City of Pinellas Park
6051 78th Avenue N.
Pinellas Park, FL 33781

RE: Gateway Centre Development of Regional Impact, Use of Equivalency Matrix

Dear Gentlemen:

The Developer of the Gateway Centre DRI, Tarpon Ridge, Inc., is hereby requesting that the cities of Pinellas Park and St. Petersburg approve a land use trade off utilizing the Equivalency Matrix. The Developer proposes to reduce office entitlements by 159,388 square feet and increase multi-family by 300 units (see attachment).

Per the Development Order, this request is being provided to yourselves, the Florida Department of Community Affairs and the Tampa Bay Regional Planning Council. This exchange, when approved, will be reported in the next annual report.

We respectively request approval of the Land Use Exchange as discussed above. Please feel free to contact this office if you have any questions or need additional information.

Sincerely,

WilsonMiller, Inc.

Tim Butts, AICP
Senior Planner

Encl.

cc: Ms. Marina Pennington (DCA), w/encl
Mr. John Meyer (TBRPC), w/encl
Mr. Grady Pridgen (GPI), w/encl
Mr. David Kramer, (GPI), w/encl
Mr. Randy Coen, (CA), w/encl

WilsonMiller

New Directions In Planning, Design & Engineering

Gateway Centre
Use of Land Use Equivalency Matrix
April 2004

The Gateway Centre's Equivalency Matrix was revised by Ordinance #2885 (City of Pinellas Park) in June 2001 to incorporate multi-family dwelling units. The Exchange is allowed as a simultaneous increase and decrease between land uses to assure that no new impacts occur. This request includes a decrease in office space in exchange for an increase in multi-family units as noted below.

Convert Office Space to Multi-family Units
Office to Multi-family = 1.8822 Multi-family Units per 1,000 s.f. of office Space
159,388 s.f. office space X 1.8822 units/1,000 s.f. = 300 units

The net result of the trade off is to reduce the office square footage by 159,388 s.f. for an increase in multi-family units by 300. The resulting land use totals are given below.

Table 1

Use	Revised Phase I	Phase II	Total DRI
Office s.f.	998,232	1,531,000	2,529,232
Light Industrial s.f.	2,300,000	520,000	2,820,000
Commercial s.f.	150,000	96,000	246,000
Hotel rooms	300	200	500
Multi-family units	300	-0-	300

The allocation of land uses between the City of Pinellas Park and the City of St. Petersburg will also change with the proposed land use exchange as indicated below.

Table 2

Use	Pinellas Park	St. Petersburg	Total DRI
Office s.f.	1,988,711	540,521	2,529,232
Light Industrial s.f.	2,020,000	800,000	2,820,000
Commercial s.f.	246,000	0	246,000
Hotel rooms	500	0	500
Multi-family units	300	0	300

The proposed land use exchange will alter the potable water demand, and wastewater and solid waste generation as indicated below. As indicated in the June 28, 2001, correspondence from Mr. Randy Coen to Mr. Tom Shevlin, the Phase I buildout of the project will result in the use of substantially less water, wastewater and solid waste capacity than currently approved and committed to the development.

Table 3

Utility	Office Land Use 159,388 s.f.	Multi-family Land Use 300 Units	Net Difference
Water gpd	28,690	60,000	+31,310
Wastewater gpd	22,314	48,000	+25,686
Solid Waste lbs/day	1,593	2,400	+807

The proposed land use exchange will have minimal impact on project trip generation as the Equivalency Matrix is designed to trade off land uses based on the number of trips they generate.

As discussed in the 2001 NOPC application, the 300 multi-family units will be constructed in Parcel 9 adjacent to Gandy Boulevard.

#132

CITY OF ST. PETERSBURG

POST OFFICE BOX 2842, ST. PETERSBURG, FLORIDA 33731-2842

WEB SITE: www.stpete.org CHANNEL 35 W35AJ-TV

TELEPHONE: 727 893-7171

May 16, 2001

Robert A. Sebesta
Vice President
Centex Commercial Development
3101 Gandy Boulevard
Pinellas Park, Florida 33782

RE: Gateway Centre DRI Trade-off Request

Dear Mr. Sebesta:

The City has reviewed the land use trade-off you requested in your letter of May 9, 2001. Although there is a net decrease in development rights for the St. Petersburg portion of the DRI, the proposed trade-off and allocation will allow light industrial development on a very important St. Petersburg property. That property is designated Industrial Limited on the City's Future Land Use Plan Map, consistent with your request.

With this letter the City finds the proposed land use trade-off to be consistent with the terms and conditions of the Gateway Center DRI Development Order (Ordinance 939-F, as amended) and approves the trade-off as requested. The revised Phase I of the project will be as described in Table 2 of the Technical Memorandum and the St. Petersburg allocation will be as described in Table 4 of the Technical Memorandum (attached as prepared by WilsonMiller).

Please contact Dave Goodwin at (727)893-7868 if you have any questions.

Sincerely,

Rick Mussett

Rick Mussett
City Development Administrator

Attachment

cc: Julie Weston
Dave Goodwin
Shrimatee Ojah Maharaj ✓
Marina Pennington, DCA
Manny Pumariega, TBRPC

WilsonMiller

TECHNICAL MEMORANDUM
Use of the Tradeoff Equivalency Matrix
Gateway Centre DRI

This memorandum describes a proposed modification of the development entitlements approved for the Gateway Centre DRI. The mixed use project is situated in the northwest quadrant of the intersection of Interstate 275 and Gandy Boulevard in east-central Pinellas County, Florida and is located within the jurisdiction of both the City of St. Petersburg and the City of Pinellas Park. The development orders of both jurisdictions, as amended, contain identical tradeoff equivalency matrices that allow for the simultaneous increase and decrease in approved land uses within a specified range so that the proposed change does not create additional impacts that were not previously analyzed or addressed. Current project approvals are show in Table 1 below.

TABLE 1

Use	Phase I	Phase II *	Total DRI
Office	1,500,000 sq. ft.	1,531,000 sq. ft.	3,031,000 sq. ft.
Light Industrial	2,000,000 sq. ft.	520,000 sq. ft.	2,520,000 sq. ft.
Commercial	150,000 sq. ft.	96,000 sq. ft.	246,000 sq. ft.
Hotel	500 rooms	200 rooms	700 rooms

* Not specifically approved

The specific tradeoff proposed involves the simultaneous decrease of Office and Hotel land uses in exchange for an increase in Light Industrial land use. Specifically, a decrease in the approved entitlements of 342,380 square feet of Office use and 200 Hotel rooms will be offset by an increase by 300,000 square feet of Light Industrial use. A step-by-step process will be followed in this memorandum to allow the reviewer to evaluate the proposed modification. The Equivalency Matrix on the following page replicates the Equivalency Matrix contained as Exhibit "B" in both development orders.

Using the Equivalency Matrix to determine the amount of increase in Light Industrial use, a reduction in Office use by 342,380 square feet is calculated by multiplying 342.38 by 0.6765 to equal 231,620 square feet. In addition, the amount of reduction in 200 Hotel rooms is calculated by multiplying 200 by 0.3419 to equal 68,380 square feet. Therefore, the total increase in Light Industrial use of 300,000 square feet is created by the addition of 231,620 square feet of Light Industrial derived from Office use and 68,380 square feet derived from Hotel rooms.

EQUIVALENCY MATRIX *
Gateway Center

CHANGE FROM: CHANGE TO:	LIGHT INDUSTRIAL	OFFICE	RETAIL	HOTEL
LIGHT INDUSTRIAL	N/A	677 SQ. FT/ksf (0.6765) ***	2,300 SQ. FT/ksf (2.3003) ***	342 SQ. FT/room (0.3419) ***
OFFICE	1,478 SQ. FT/ksf (1.4782) ***	N/A	3,400 SF. FT/ksf (3.4002) ***	505 SQ. FT/room (0.5053) ***
RETAIL	435 SQ. FT/ksf (0.4347) ***	294 SQ. FT/ksf (0.2941) ***	N/A	149 SQ. FT/room (0.1486) ***
HOTEL	2.93 rooms/ksf (2.9592) ***	1.98 rooms/ksf (1.9790) ***	6.73 rooms/ksf (6.7290) ***	N/A

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

Land Use	Minimum	Maximum
Light Industrial	1,200,000 s.f.	2,300,000 s.f.
Office	800,000 s.f.	2,200,000 s.f.
Retail	50,000 s.f.	246,000 s.f.
Hotel	200 rooms	700 rooms

** Example Exchanges

Add 50,000 sq. ft. Office by reducing Retail
50 ksf * 3.400 = 14.706; reduce Retail by 14,706 sq. ft.

*** Actual equivalency factor for use in calculations

After use of the Equivalency Matrix for the proposed modifications, the land use totals for the project are as shown in Table 2 below.

TABLE 2

Use	Revised Phase I	Phase II *	Total DRI
Office	1,157,620 sq. ft.	1,531,000 sq. ft.	2,688,620 sq. ft.
Light Industrial	2,300,000 sq. ft.	520,000 sq. ft.	2,820,000 sq. ft.
Commercial	150,000 sq. ft.	96,000 sq. ft.	246,000 sq. ft.
Hotel	300 rooms	200 rooms	500 rooms

* Not specifically approved

In an effort to ensure that no unanticipated impacts are created to water, wastewater, solid waste or affordable housing demands, the "Technical Memorandum - Equivalency Matrix" prepared by URS Greiner, Inc., appended to the June 1997 Sufficiency Response to the Gateway Centre DRI Notice of Proposed Change was consulted. The information regarding equivalencies between the various utility service demands and affordable housing demands by land use contained in that document was reviewed and approved by each jurisdiction resulting in adoption of development order amendments (Ordinance No. 292-G by the City of St. Petersburg and Ordinance No. 2450 by the City of Pinellas Park) that incorporated the tradeoff equivalency matrix. The modifications proposed herein are consistent with the Minimum and Maximum ranges for Phase I of the project contained in the approved Equivalency Matrix and do not result in any unanticipated impacts.

In local agreements between the Developer and the Cities of St. Petersburg and Pinellas Park, an allocation of land uses within each jurisdiction has been made. Table 3 below identifies the existing allocation of project entitlements between the two cities.

TABLE 3

Existing Allocation

Use	Pinellas Park	St. Petersburg	Total DRI
Office	1,409,000 sf	1,622,000 sf	3,031,000 sf
Light Industrial	2,520,000 sf	0 sf	2,520,000 sf
Commercial	246,000 sf	0 sf	246,000 sf
Hotel	500 rooms	200 rooms	700 rooms

After use of the Equivalency Matrix, a reallocation of the new Total DRI development entitlements will occur as shown in Table 4, below.

TABLE 4

Proposed Allocation

Use	Pinellas Park	St. Petersburg	Total DRI
Office	2,148,099 sf	540,521 sf	2,688,620 sf
Light Industrial	2,020,000 sf	800,000 sf	2,820,000 sf
Commercial	246,000 sf	0 sf	246,000 sf
Hotel	500 rooms	0 rooms	500 rooms

A comparison of the "Total DRI" column in Table 3 and Table 4 reveals the reduction in Office and Hotel entitlements and the simultaneous increase in Light Industrial entitlements realized through the use of the Equivalency Matrix. In addition, the reallocation of the entitlements between the two jurisdictions will result in the City of St. Petersburg receiving an entitlement of 800,000 square feet of Light Industrial use in exchange for a reduction in Office and Hotel entitlements.

CONCLUSION

The reallocation of land uses internal to the project will have no external impact on the transportation network in the vicinity of the project. There will be no change to approved project access points nor any increase in the net external two-way p.m. peak hour project traffic nor exceedances in the amount of water, wastewater, solid waste or affordable housing approved for the Gateway Centre project. Through use of the Equivalency Matrix, each request to increase land uses in exchange for another approved land use ensures that the impacts of the proposed change do not exceed the project impacts approved prior to the change.

City of
PINELLAS PARK **FLORIDA**

6051 78TH AVE. • P.O. BOX 1100
PINELLAS PARK, FL 33780-1100

PHONE • (727) 541-0700
FAX • (727) 541-0780

May 17, 2001

Robert A. Sebesta
Vice President
Centex Commercial Development
3101 Gandy Boulevard
Pinellas Park, Florida 33782

RE: Gateway Centre DRI Trade-off Request

Dear Mr. Sebesta:

The City has reviewed the land use trade-off you requested in your letter of May 9, 2001. Pinellas Park's Ordinance No. 2450, which amended the Gateway Centre Development Order, adopted the Equivalency Matrix referenced in your letter.

With this letter the City finds the proposed land use trade-off to be consistent with the terms and conditions of the Gateway Centre DRI Development Order (Ordinance 1617, as amended) and approved the trade-off as requested.

If you have any questions, please contact me at (727) 541-0756.

Sincerely,

Thomas L. Shevlin
Assistant Community Development Administrator

Attachment

Cc: Jerry Mudd, City Manager
Michael Gustafson, Assistant City Manager
Rick Musset, City Development Administrator
Marina Pennington, DCA
Manny Pumariega, TBRPC

RECEIVED
City Development
Administration
MAY 23 2001
AM PM
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CENTEX
COMMERCIAL DEVELOPMENT

3101 Gandy Blvd.
Pinellas Park, FL 33782

Phone: 727 577-3555
Fax: 727 578-0604

May 9, 2001

Via Airborne

David Goodwin
Asst. Director of Development Services
City of St. Petersburg
Municipal Services Bldg., 8th Floor
One 4th Street North
St. Petersburg, FL 33701

Thomas Shevlin
Asst. Community Development Administrator
City of Pinellas Park
6051 78th Avenue N.
Pinellas Park, FL 33781

Re: Gateway Centre Development of Regional Impact

Dear Gentlemen:

The Gateway Centre Development of Regional Impact includes land in each of your respective jurisdictions. In Pinellas Park, your initial development order was enacted as Ordinance No. 1617, as amended by Ordinance Nos. 1662, 2109, 2217, 2230, and 2450. In St. Petersburg, your initial development order was enacted as Ordinance No. 939-F, as amended by Ordinance Nos. 115-G and 292-G. Both Pinellas Park Ordinance No. 2450 and St. Petersburg Ordinance No. 292-G contain provisions allowing trade off of square footage for any of the approved uses using an Equivalency Matrix attached to each ordinance as Exhibit B.

The Developer of the DRI, Centex Development Company, is hereby requesting that the cities of Pinellas Park and St. Petersburg approve a trade off utilizing the Equivalency Matrix in the manner discussed in the attached Technical Memorandum prepared by Wilson Miller.

The net result of the trade off is to reduce office square footage by 342,380 sf and to reduce 200 hotel rooms for an increase of light industrial square footage by 300,000 sf to a maximum of 2,300,000 sf of light industrial use allowed in Phase 1.

Then, it is proposed, using equivalency trade off, to shift existing allocation so that the DRI property located in each city will have total use allocations as set forth in Table 4 of the Technical Memorandum. This will give each city a better mix of the allowed DRI uses and will facilitate development of the property. As stated in the Technical Memorandum, the trade off will not result

in any impacts to water, waste water, solid waste or affordable housing because all of those factors have been incorporated into the Equivalency Matrix.

Each of your ordinances require notice of this request to be sent to the Tampa Bay Regional Council and Department of Community Affairs fifteen (15) days prior to implementation of the request by your cities. A copy of this request is being mailed to those bodies today via overnight delivery.

Thank you for your consideration of this matter.

Sincerely,

Robert A. Sebesta
Vice President

Enclosure

cc: Marina Pennington, DCA, w/enc. via Airborne
Manny Pumariega, TBRPC w/enc. via Airborne

WilsonMiller

TECHNICAL MEMORANDUM
Use of the Tradeoff Equivalency Matrix
Gateway Centre DRI

This memorandum describes a proposed modification of the development entitlements approved for the Gateway Centre DRI. The mixed use project is situated in the northwest quadrant of the intersection of Interstate 275 and Gandy Boulevard in east-central Pinellas County, Florida and is located within the jurisdiction of both the City of St. Petersburg and the City of Pinellas Park. The development orders of both jurisdictions, as amended, contain identical tradeoff equivalency matrices that allow for the simultaneous increase and decrease in approved land uses within a specified range so that the proposed change does not create additional impacts that were not previously analyzed or addressed. Current project approvals are show in Table 1 below.

TABLE 1

Use	Phase I	Phase II *	Total DRI
Office	1,500,000 sq. ft.	1,531,000 sq. ft.	3,031,000 sq. ft.
Light Industrial	2,000,000 sq. ft.	520,000 sq. ft.	2,520,000 sq. ft.
Commercial	150,000 sq. ft.	96,000 sq. ft.	246,000 sq. ft.
Hotel	500 rooms	200 rooms	700 rooms

* Not specifically approved

The specific tradeoff proposed involves the simultaneous decrease of Office and Hotel land uses in exchange for an increase in Light Industrial land use. Specifically, a decrease in the approved entitlements of 342,380 square feet of Office use and 200 Hotel rooms will be offset by an increase by 300,000 square feet of Light Industrial use. A step-by-step process will be followed in this memorandum to allow the reviewer to evaluate the proposed modification. The Equivalency Matrix on the following page replicates the Equivalency Matrix contained as Exhibit "B" in both development orders.

Using the Equivalency Matrix to determine the amount of increase in Light Industrial use, a reduction in Office use by 342,380 square feet is calculated by multiplying 342.38 by 0.6765 to equal 231,620 square feet. In addition, the amount of reduction in 200 Hotel rooms is calculated by multiplying 200 by 0.3419 to equal 68,380 square feet. Therefore, the total increase in Light Industrial use of 300,000 square feet is created by the addition of 231,620 square feet of Light Industrial derived from Office use and 68,380 square feet derived from Hotel rooms.

EQUIVALENCY MATRIX *
Gateway Center

CHANGE FROM: CHANGE TO:	LIGHT INDUSTRIAL	OFFICE	RETAIL	HOTEL
LIGHT INDUSTRIAL	N/A	677 SQ. FT/ksf (0.6765) ***	2,300 SQ. FT/ksf (2.3003) ***	342 SQ. FT/room (0.3419) ***
OFFICE	1,478 SQ. FT/ksf (1.4782) ***	N/A	3,400 SF. FT/ksf (3.4002) ***	505 SQ. FT/room (0.5053) ***
RETAIL	435 SQ. FT/ksf (0.4347) ***	294 SQ. FT/ksf (0.2941) ***	N/A	149 SQ. FT/room (0.1486) ***
HOTEL	2.93 rooms/ksf (2.9592) ***	1.98 rooms/ksf (1.9790) ***	6.73 rooms/ksf (6.7290) ***	N/A

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

Land Use	Minimum	Maximum
Light Industrial	1,200,000 s.f.	2,300,000 s.f.
Office	800,000 s.f.	2,200,000 s.f.
Retail	50,000 s.f.	246,000 s.f.
Hotel	200 rooms	700 rooms

** Example Exchanges

Add 50,000 sq. ft. Office by reducing Retail
50 ksf * 3.400 = 14.706; reduce Retail by 14,706 sq. ft.

*** Actual equivalency factor for use in calculations

After use of the Equivalency Matrix for the proposed modifications, the land use totals for the project are as shown in Table 2 below.

TABLE 2

Use	Revised Phase I	Phase II *	Total DRI
Office	1,157,620 sq. ft.	1,531,000 sq. ft.	2,688,620 sq. ft.
Light Industrial	2,300,000 sq. ft.	520,000 sq. ft.	2,820,000 sq. ft.
Commercial	150,000 sq. ft.	96,000 sq. ft.	246,000 sq. ft.
Hotel	300 rooms	200 rooms	500 rooms

* Not specifically approved

In an effort to ensure that no unanticipated impacts are created to water, wastewater, solid waste or affordable housing demands, the "Technical Memorandum - Equivalency Matrix" prepared by URS Greiner, Inc., appended to the June 1997 Sufficiency Response to the Gateway Centre DRI Notice of Proposed Change was consulted. The information regarding equivalencies between the various utility service demands and affordable housing demands by land use contained in that document was reviewed and approved by each jurisdiction resulting in adoption of development order amendments (Ordinance No. 292-G by the City of St. Petersburg and Ordinance No. 2450 by the City of Pinellas Park) that incorporated the tradeoff equivalency matrix. The modifications proposed herein are consistent with the Minimum and Maximum ranges for Phase I of the project contained in the approved Equivalency Matrix and do not result in any unanticipated impacts.

In local agreements between the Developer and the Cities of St. Petersburg and Pinellas Park, an allocation of land uses within each jurisdiction has been made. Table 3 below identifies the existing allocation of project entitlements between the two cities.

TABLE 3

Existing Allocation

Use	Pinellas Park	St. Petersburg	Total DRI
Office	1,409,000 sf	1,622,000 sf	3,031,000 sf
Light Industrial	2,520,000 sf	0 sf	2,520,000 sf
Commercial	246,000 sf	0 sf	246,000 sf
Hotel	500 rooms	200 rooms	700 rooms

After use of the Equivalency Matrix, a reallocation of the new Total DRI development entitlements will occur as shown in Table 4, below.

TABLE 4

Proposed Allocation

Use	Pinellas Park	St. Petersburg	Total DRI
Office	2,148,099 sf	540,521 sf	2,688,620 sf
Light Industrial	2,020,000 sf	800,000 sf	2,820,000 sf
Commercial	246,000 sf	0 sf	246,000 sf
Hotel	500 rooms	0 rooms	500 rooms

A comparison of the "Total DRI" column in Table 3 and Table 4 reveals the reduction in Office and Hotel entitlements and the simultaneous increase in Light Industrial entitlements realized through the use of the Equivalency Matrix. In addition, the reallocation of the entitlements between the two jurisdictions will result in the City of St. Petersburg receiving an entitlement of 800,000 square feet of Light Industrial use in exchange for a reduction in Office and Hotel entitlements.

CONCLUSION

The reallocation of land uses internal to the project will have no external impact on the transportation network in the vicinity of the project. There will be no change to approved project access points nor any increase in the net external two-way p.m. peak hour project traffic nor exceedances in the amount of water, wastewater, solid waste or affordable housing approved for the Gateway Centre project. Through use of the Equivalency Matrix, each request to increase land uses in exchange for another approved land use ensures that the impacts of the proposed change do not exceed the project impacts approved prior to the change.

#132

City of
PINELLAS PARK **FLORIDA**

6051 78TH AVE. • P.O. BOX 1100
PINELLAS PARK, FL 33780-1100

PHONE • (727) 541-0700
FAX • (727) 541-0780

July 9, 2001

Mr. John Meyer
Tampa Bay Regional Planning Council
9455 Koger Boulevard
Suite 1219, Room 119
St. Petersburg, Florida 33702

RE: AMENDMENT TO THE GATEWAY CENTER DEVELOPMENT ORDER - MS 2001-11 Ordinance No. 2885. AN ORDINANCE AMENDING ORDINANCE NO. 1617, AS AMENDED, BY AMENDING: SECTION ONE "FINDINGS OF FACT", BY AMENDING PARAGRAPH NO. 9 BY PROVIDING FOR RESIDENTIAL DEVELOPMENT IN PINELLAS PARK AND CORRECTING THE ACREAGE OF THE DEVELOPMENT; BY AMENDING SECTION FOUR "CONDITIONS OF DEVELOPMENT APPROVAL", BY AMENDING PARAGRAPH 5 "COMPATIBILITY", PARAGRAPH C AND MAP 1 BY PROVIDING FOR RESIDENTIAL DEVELOPMENT; BY AMENDING SECTION FOUR "CONDITIONS OF DEVELOPMENT APPROVAL," BY AMENDING PARAGRAPH 13 "INCREMENT SCHEDULE", PARAGRAPH D BY PROVIDING FOR RESIDENTIAL DEVELOPMENT; BY AMENDING SECTION FOUR "CONDITIONS OF DEVELOPMENT APPROVAL" PARAGRAPH 19 "TRAFFIC CIRCULATION" BY PROVIDING FOR RESIDENTIAL DEVELOPMENT BY ADDING A NEW PARAGRAPH C, AND ADOPTING A NEW EQUIVALENCY MATRIX; BY AMENDING SECTION FIVE "EXPIRATION DATE" BY PROVIDING FOR DECEMBER 31, 2010, AS THE EXPIRATION DATE; PROVIDING FOR A FINDING OF NO SUBSTANTIAL DEVIATION; PROVIDING FOR REPEAL OF ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HEREWITH TO THE EXTENT OF SUCH CONFLICT; PROVIDING FOR AN EFFECTIVE DATE. (MS 2001- 11)

Dear Mr. Meyer:

The City Council of Pinellas Park adopted the above referenced amendment to the Gateway Centre Development Order on June 28, 2001. Attached is a copy of the adopted Ordinance and backup material. This material is being sent to you for your information.

If you require any further information, please contact me at (727) 541-0756.

Sincerely,

Thomas L. Shevlin
Assistant Community Development Administrator

TLS/dsh

Attachments

PRINTED ON RECYCLED PAPER

ORDINANCE NO. 2885

AN ORDINANCE AMENDING ORDINANCE NO. 1617, AS AMENDED, BY AMENDING: SECTION ONE "FINDINGS OF FACT", BY AMENDING PARAGRAPH NO. 9 BY PROVIDING FOR RESIDENTIAL DEVELOPMENT IN PINELLAS PARK AND CORRECTING THE ACREAGE OF THE DEVELOPMENT; BY AMENDING SECTION FOUR "CONDITIONS OF DEVELOPMENT APPROVAL", BY AMENDING PARAGRAPH 5 "COMPATIBILITY", PARAGRAPH C AND MAP 1 BY PROVIDING FOR RESIDENTIAL DEVELOPMENT; BY AMENDING SECTION FOUR "CONDITIONS OF DEVELOPMENT APPROVAL," BY AMENDING PARAGRAPH 13 "INCREMENT SCHEDULE", PARAGRAPH D BY PROVIDING FOR RESIDENTIAL DEVELOPMENT; BY AMENDING SECTION FOUR "CONDITIONS OF DEVELOPMENT APPROVAL" PARAGRAPH 19 "TRAFFIC CIRCULATION" BY PROVIDING FOR RESIDENTIAL DEVELOPMENT BY ADDING A NEW PARAGRAPH C, AND ADOPTING A NEW EQUIVALENCY MATRIX; BY AMENDING SECTION FIVE "EXPIRATION DATE" BY PROVIDING FOR DECEMBER 31, 2010, AS THE EXPIRATION DATE; PROVIDING FOR A FINDING OF NO SUBSTANTIAL DEVIATION; PROVIDING FOR REPEAL OF ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HEREWITH TO THE EXTENT OF SUCH CONFLICT; PROVIDING FOR AN EFFECTIVE DATE. (MS 2001- 11)

BE IT ORDAINED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF PINELLAS PARK, PINELLAS COUNTY, FLORIDA, AS FOLLOWS:

SECTION ONE: That Section 1 " Findings of Fact" of Ordinance No. 1617, as amended, is hereby amended by amending Paragraph 9 so that said paragraph shall hereafter be and read as follows:

9. The Development consists of a total of 589.7 acres M.O.L. divided between City and the City of St. Petersburg together with indicated usages, as follows:

City:

Acreage:	489.7 M.O.L. *
Office Space:	1,409,000 square feet
Light Industrial:	2,520,000 square feet
Commercial:	246,000 square feet
Hotel:	336,000 square feet (500 rooms)
Residential:	300 multi-family dwelling units

City of St. Petersburg:

Acreage:	100 M.O.L.
Office space:	1,622,000 square feet
Hotel:	150,000 square feet (200 rooms)

* The applicant may shift uses within the Development as zoning and land use designations permit, subject to the limitations of this Development Order. The addition of 300 multi-family dwelling units will result in the reduction of the development of one or more of the permitted uses based on the Equivalency Matrix attached as Exhibit "A".

SECTION TWO: That Section 4 "CONDITIONS OF DEVELOPMENT APPROVAL" of Ordinance No. 1617, as amended, is hereby amended by amending Paragraph 5 "Compatibility" Paragraph C and Map 1 *** so that said paragraph shall hereafter be and read as follows:

General uses permitted within the Development shall be assigned to individual parcels, as shown on Map 1 attached hereto and made a part hereof, and shall be as follows:

Parcel	General Use
C-1	Commercial
C-2	Commercial
C-3	Commercial
C-4	Commercial
H-1	Hotel
LI-1 (Restricted)	Light Industrial **
LI-2 (Restricted)	Light Industrial **
LI-3 (Restricted)*	Light Industrial
LI-4	Light Industrial
LI-5 (Restrictive)*	Light Industrial
LI-6 (Restrictive*	Light Industrial
O-1	Office
O-2	Residential
O-4	Office
O-5	Office

*Only a portion of these parcels are designated LI (Restrictive).

**As restricted by the Design Criteria hereinafter defined.

*** Also known as Map H in the ADA.

The applicant may shift uses within the Development as zoning and land use designations permit, subject to the limitations of this Development Order.

SECTION THREE: The Section 4 "Conditions of Development Approval" of Ordinance No. 1617, as amended, is hereby amended by amending Paragraph 13 "Incremental Schedule", paragraph D so that said paragraph shall hereafter be and read as follows:

D. The square footages permitted in the Development by this approval and the approval of the City of St. Petersburg shall be as follows:

1. Phase I (1986-2005)

Office Space	1,500,000
Light Industrial	2,000,000
Commercial	150,000
Hotel	336,000 (500 rooms)
Residential	300 Multi-family dwelling units

2. Phase II (2006-2010)

Office Space	1,531,000
Light Industrial	520,000
Commercial	96,000
Hotel	150,000 (200 rooms)

* The addition of 300 multi-family dwelling units will result in the reduction of the development of one or more of the permitted uses based on the Equivalency Matrix attached as Exhibit "A".

SECTION FOUR: The Section 4 "Conditions of Development Approval" of Ordinance No. 1617, as amended, is hereby amended by amending Paragraph 19 "Traffic Circulation" by adding a new paragraph C., which provides for multi-family development:

19. Traffic Circulation.

C. (i) Paragraph 19, Traffic Circulation, subparagraph A pertaining to Phase 1 and subparagraph B pertaining to Phase 2, is further amended to provide that Phase 1 {November 6, 1986 - December 31, 2005} of the Development is

amended to authorize, as permitted development, 300 multi-family dwelling units, as an additional permitted use. This amendment, to allow the additional use does not in any way increase the approved 4,420 VPH. As heretofore provided, the 4,420 VPH represents the PM Peak Hour external traffic for Phase 1. In Phase 1, the applicant may, with the prior consent of the city, trade off square footage of any of the above approved uses for additional square footage of any other use, calculated by using the Equivalency Matrix attached hereto as Exhibit "A". The developer shall give notice of the intent to trade off, as heretofore provided in subparagraph A of paragraph 19, Traffic Circulation.

(ii) It is further understood that subparagraph B of paragraph 19 is amended to provide that Phase 2 shall commence when the Developer constructs 1,500,000 sq. ft. of Office Space, 2,000,000 sq. ft., of light Industrial 150,000 sq. ft. of Commercial Space, 500 Hotel rooms, or 300 Multi-family dwelling units, or any combination of the above approved uses which generate more than 4, 420 VPH.

(iii) Except as herein expressly amended, all of the terms and provisions of Section 4, Conditions of Development Approval, paragraph 19, Traffic Circulation, paragraphs A and B shall remain in full force and effect. If any conflict shall arise between this amendment, and prior amendments, then in such event this amendment shall control.

SECTION FIVE: That Section Five "Expiration Date" of Ordinance No. 1617, as amended is hereby amended by amending Section Five so that said paragraph shall hereafter be and read as follows:

SECTION FIVE: Expiration date. Unless amended pursuant to the procedures outlined in Section 380.06, Florida Statutes (1985), the terms and conditions of this Development Order shall expire as on December 31, 2010, provided, however, that nothing herein shall be deemed to in any way alter or amend the effective period the CC&R. Should construction of the Development not be completed in accordance with the provisions of this Development Order, as the same may be lawfully amended from time to time, the City shall initiate appropriate land use and rezoning proceedings necessary to restore the land use and zoning on all property described in Exhibit "G" attached hereto to that which was in effect as of the effective date of this Development

Order, or to such other suitable land use designation and zoning classification as may be deemed proper by the City. The Applicant shall be deemed to have consented to all such changes to land use and zoning.

SECTION SIX: That this Ordinance shall become effective upon the expiration of the appeal period specified under Florida Statutes, without appeal having been taken, or if taken, dismissed, or this Development Order being affirmed.

SECTION SEVEN: That the City Council finds the foregoing changes not be substantial deviations pursuant to §380.06(19), Fla. Stat., to the Development of Regional Impact Development Order.

SECTION EIGHT: That all Ordinances or parts of Ordinances in conflict with the provisions of this Ordinance are, and they are hereby repealed insofar as the same affect this Ordinance.

SECTION NINE: That this Ordinance shall become effective upon the expiration of the appeal period specified under Florida Statutes, without appeal having been taken, or if taken, dismissed, or this Development Order being affirmed.

PUBLISHED THE 15th DAY OF June, 2001.

FIRST READING 14th DAY OF June, 2001.

PUBLIC HEARING THE 28th DAY OF June, 2001.

PASSED THIS 28th DAY OF June, 2001.

AYES: (4) Council Members: Vice Mayor Bailey-Snook,Butler,Taylor and Williams

NAYES: (0)

ABSENT: (0)

ABSTAIN: (0)

APPROVED THIS 28th DAY OF June, 2001.

William F. Mischler
MAYOR

ATTEST:

for Kathy L. Witherington
CITYCLERK

ORDINANCE NO. 2450

AN ORDINANCE AMENDING ORDINANCE NO. 1617, AS AMENDED, BY AMENDING SECTION 3, "GENERAL CONDITIONS", BY AMENDING PARAGRAPHS 9 AND 10 BY EXTENDING THE EFFECTIVE PERIOD OF THE DEVELOPMENT ORDER FOR THE GATEWAY CENTRE DEVELOPMENT OF REGIONAL IMPACT TO DECEMBER 31, 2010; BY AMENDING SECTION 4, "CONDITIONS OF DEVELOPMENT ORDER", BY AMENDING PARAGRAPH 13, "INCREMENT SCHEDULE" TO PROVIDE FOR DEVELOPMENT UNTIL DECEMBER 31, 2005; BY AMENDING SECTION 4, "CONDITIONS OF DEVELOPMENT APPROVAL", BY AMENDING PARAGRAPHS 19.A. AND 19.B., "TRAFFIC CIRCULATION", PERTAINING TO PHASE 1 AND PHASE 2; ESTABLISHING THE TYPES AND AMOUNTS OF CONSTRUCTION ALLOWABLE IN PHASE 1 AND PHASE 2 OF THE DEVELOPMENT; ESTABLISHING THE APPLICANT'S OBLIGATIONS FOR PAYMENT FOR TRAFFIC IMPROVEMENTS; ESTABLISHING THE REQUIREMENTS FOR THE APPLICANT'S CONSTRUCTION OF IMPROVEMENTS WITHIN PHASE 2; BY AMENDING PARAGRAPH 19.E. "TRAFFIC CIRCULATION" BY REPLACING A PAYMENT TO THE TRANSPORTATION MANAGEMENT ORGANIZATION FOR THE GATEWAY AREA OF PINELLAS COUNTY, FLORIDA, WITH A PAYMENT TO THE METROPOLITAN PLANNING ORGANIZATION; PROVIDING FOR REPEAL OF ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HEREWITH TO THE EXTENT OF SUCH CONFLICT; PROVIDING FOR A FINDING OF NO SUBSTANTIAL DEVIATION; PROVIDING FOR AN EFFECTIVE DATE. (MS 97-20)

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BE IT ORDAINED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF PINELLAS PARK, PINELLAS COUNTY, FLORIDA, AS FOLLOWS:

SECTION ONE: That Section 3 "GENERAL PROVISIONS", of Ordinance No. 1617, as amended, is hereby amended by amending paragraphs 9 and 10 so that said paragraphs 9 and 10 shall hereafter be and read as follows:

> 9. This Development Order shall remain in effect until December 31, 2010. Any development activity for which plans have been submitted to the City for review and approval prior to the expiration of this Order may be completed, if approved. This Order may be extended by the City Council upon a finding of excusable delay in any proposed development activity.
>
> 10. The City agrees that prior to December 31, 2010, the development shall not be subject to downzoning, unit density reduction or intensity reduction, unless the City can demonstrate that substantial changes in the conditions underlying the approval of this Development Order have occurred or the Development Order was based on substantially inaccurate information provided by the Applicant or that the change is clearly established by the City to be essential to the public health, safety or welfare (Section 380.06(15)(c)(3), Fla. Stat., 1989).

Affairs and Tampa Bay Regional Planning Council notice of its intent to trade off land uses using the Equivalency Matrix at least 15 days prior to the City's approval of any such trade off. The Notice shall identify the resulting impacts of the trade off in terms of land use, traffic generation, potable water, wastewater, solid waste, and affordable housing. In addition, the DRI Annual Report shall include information indicating cumulative amounts of development which have been approved by the City as of the Annual Report Date, and the resulting impacts on traffic generation, potable water, wastewater, solid waste, and affordable housing. In no event shall the trade off mechanism be used to exceed the maximum square footage of any type of use or rooms authorized by this Development Order. Following the City's approval of any such trade off, the City shall provide to the Department of Community Affairs ("Department") and Tampa Bay Regional Planning Council a copy of said approval. The estimation of trip generation will be based on the Institute of Transportation Engineers Manual "Trip Generations" (Fifth Edition).

Incident to approval of Phase 1, it is determined that regionally significant traffic impacts have been determined by the City through a traffic study, pursuant to the provisions of §380.06, Fla. Stat., Rule 9J-2.045, Fla.Adm.Code, and the applicable policies of the Tampa Bay Regional Planning Council, that the development for Phase 1, as hereinabove defined, will have impacts on regionally significant roadways as shown in that traffic study provided in **Exhibit "A"**.

1. The Developer guarantees that the road improvements attached as **EXHIBIT "C"** (Phase I Road Improvements) will be completed, according to the schedule provided in Exhibit "C", by the applicable City, Florida Department of Transportation or the Developer.

2. Transportation Impact fees collected pursuant to the Pinellas County Transportation Impact Fee Ordinance from Phase 1 development shall be held in dedicated accounts by the City of Pinellas Park and the City of St. Petersburg for the purpose of funding the Phase 1 Road Improvements in their respective jurisdictions. Funds remaining in the dedicated accounts after completion of the Phase 1 Road Improvements shall be held for funding road improvements that may be identified for mitigation of Phase 2 road impacts. Funds remaining in the dedicated accounts upon completion of road improvements required for Phase 1 and Phase 2 of the development, or upon expiration of this Development Order, shall become available for use

19. Traffic Circulation:

E. The Developer shall contribute Seventy Five Thousand Dollars ($75,000.00) for Transportation Demand Management activities for the Gateway Area of Pinellas County as identified in the Bay Area Commuter Services 1987-1998 Work Plan. The Developer shall remit the contribution within ten (10) days of receipt of request by the Metropolitan Planning Organization (MPO). Such contribution shall be credited against any Pinellas County Transportation Impact Fee due to each local government. The total credit available from the City of St. Petersburg for this purpose is $9,450. The total credit available from the City of Pinellas Park for this purpose is $65,550.

SECTION FIVE. That all ordinances or parts of ordinances in conflict with the provisions of this ordinance shall be, and they are hereby, repealed insofar as the same affect this Ordinance.

SECTION SIX. That the City Council finds the foregoing changes not be substantial deviations pursuant to §380.06(19), Fla. Stat., to the Development of Regional Impact Development Order.

SECTION SEVEN. That this Ordinance shall become effective upon the expiration of the appeal period specified under Florida Statutes, without appeal having been taken, or if taken, dismissed, or this Development Order being affirmed.

FIRST READING THE 11th DAY OF September, 1997.

PUBLISHED THE 12th DAY OF September, 1997.

PUBLIC HEARING THE 25th DAY OF September, 1997.

PASSED THIS 25th DAY OF September, 1997.

AYES: (4) Council Members: Burke,Mischler,Williams and Mayor Bradbury

NAYS: (0)

ABSENT: (1) Councilwoman Bailey

ABSTAIN: (1)

APPROVED THIS 25th DAY OF September, 1997.

Cecil W. Bradbury
CECIL W. BRADBURY, Mayor

ATTEST:

Grace M. Kolar
GRACE M. KOLAR, City Clerk

EQUIVALENCY MATRIX *
Gateway Centre

CHANGE FROM: CHANGE TO:	LIGHT INDUSTRIAL	OFFICE	RETAIL	HOTEL
LIGHT INDUSTRIAL	N/A	677 SQ.FT/ksf (0.6765)***	2,300 SQ.FT/ksf (2.3003)***	342 SQ.FT/ROOM (0.3419)***
OFFICE	1,478 SQ.FT/ksf (1.4782)***	N/A	3,400 SQ.FT/ ksf** (3.4002)***	505 SQ.FT./room (0.5053)***
RETAIL	435 SQ.FT/ksf (0.4347)***	294 SQ.FT/ksf (0.2941)***	N/A	149 SQ.FT/room (0.1486)***
HOTEL	2.93 rooms/ksf (2.9252)***	1.98 rooms/ksf (1.9790)***	6.73 rooms/ksf (6.7290)***	N/A

* Land use exchanges are based on net external two-way p.m. peak hour project traffic. Use of this matrix shall be limited to the following minimums and maximums to ensure that impact for transportation, water, wastewater, solid waste, and affordable housing are not exceeded.

Land Use	Minimum	Maximum
Light Industrial	1,200,000 s.f.	2,300,000 s.f.
Office	800,000 s.f.	2,200,000 s.f.
Retail	50,000 s.f.	246,000 s.f.
Hotel	200 rooms	700 rooms

** Add 50,000 sq.ft. Office by reducing Retail
50 ksf + 3.400 = 14.705; reduce Specialty Retail by 14.706 sq.ft.

*** Actual equivalency factor for use in calculations

MEMORANDUM

TO: JERRY MUDD, CITY MANAGER

FROM: THOMAS SHEVLIN, ASSISTANT COMMUNITY DEVELOPMENT ADMINISTRATOR

RE: AMENDMENT TO THE GATEWAY CENTRE DEVELOPMENT ORDER

DATE: JUNE 14, 2001

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OBJECTIVE:

The purpose of this report is to evaluate Vista Properties' proposed amendment to the Gateway Centre Development Order.

PRESENT SITUATION:

The existing Development Order for the City of Pinellas Park provides for the following uses: 1,409,000 sq. ft. of Office, 2,520,000 sq. ft. of Light Industrial, 246,000 sq. ft. of Commercial and 500 Hotel Rooms. The development may shift uses or increase the square footage of any use within the Development using Equivalency Matrix to reduce another uses square footage.

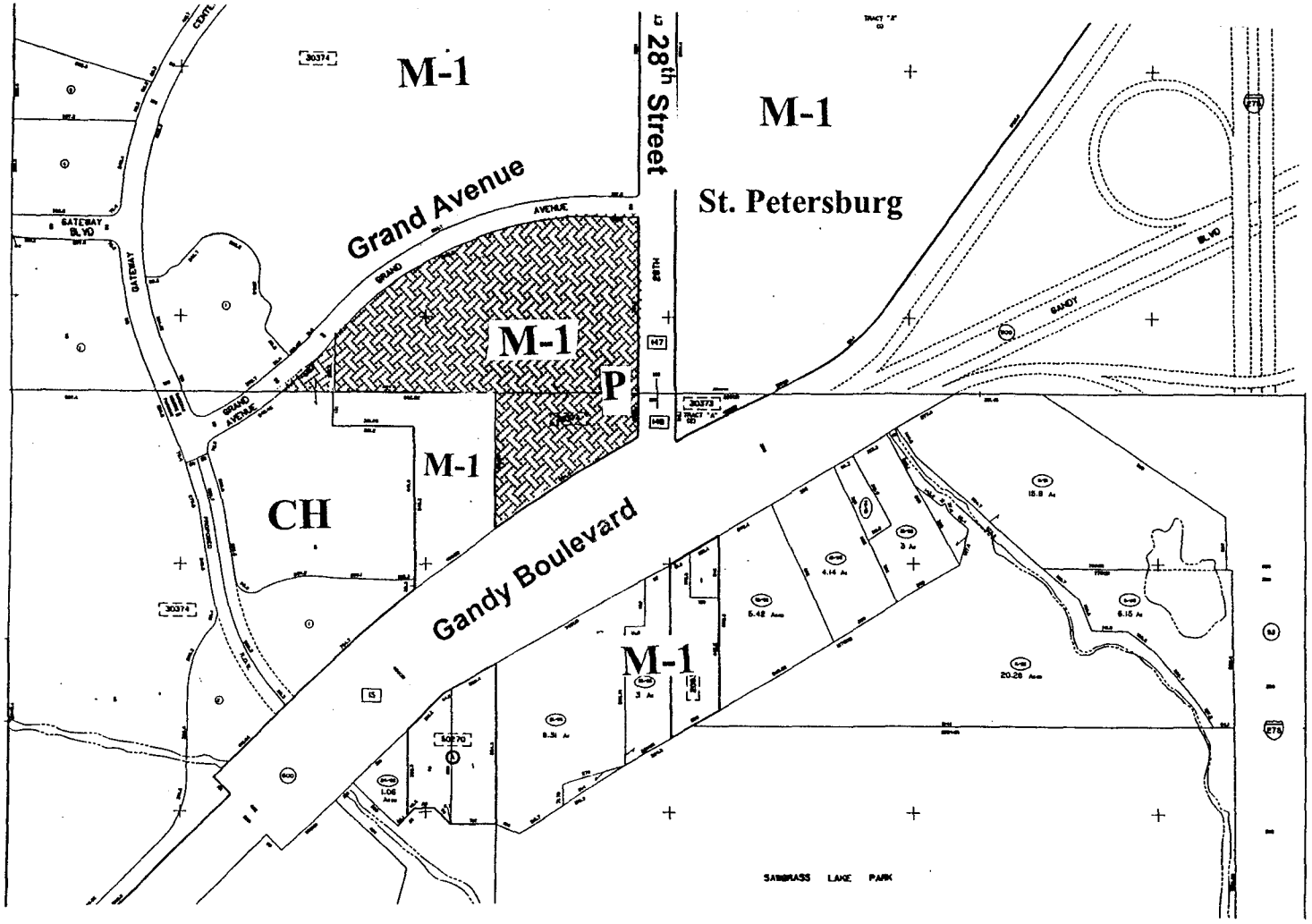
PROPOSAL:

There are several changes proposed to the Development Order. The applicant has proposed a Land Use Plan Map amendment from (IL) Industrial Limited and (PRES) Preservation to (ROG) Residential Office General and a rezoning from "M-1" Light Industrial and ``Pres'' Preservation to "R-6" Multifamily Residential/Commercial with a "RPUD" Residential Planned Unit Development overlay Zoning District to allow the development of 300 multi-family dwelling units. The proposed Ordinance changes several sections of the Development Order to reflect the addition of residential development as a use in the Gateway Centre. The Zoning Division has also included amendments to change: the acreage because the developer acquired an additional 4.7 acres after the Development Order was adopted; and, to change the expiration date in Section Five of the Development Order which was previously changed in Section Three by Ordinance No. 2450.

COMMENTS: The applicant states that proposed development of 300 apartment units should have a tax value around $14,250,000 which is

should be minimal here as well. The zoned schools for that area are Sawgrass Lake Elementary, Meadowlawn Middle, and Gibbs High Schools. Currently Sawgrass Lake and Meadowlawn Middle are overcrowded. However with a proposed opening date of 2002-03 the schools could deal with additional students for the one-year prior choice.

Please be aware that one student assignment plan is in effect, the impact of any development will be reviewed in relation to the choice attendance area as a whole. Students moving into a geographic area will have to choose from a group of schools and may not be able to attend the closest school to the residence if that school is at its capacity.



Amend the Master Plan for Gateway Center, Amend the Land Use Map from IL to ROG, Rezone from M-1 to R-6 & Approve Multifamily Development

RPUD 2001-2,
L 2001-3, CU 2001-5

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CITY OF ST. PETERSBURG

October 7, 1997

Ms. Julia E. Greene
Executive Director
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, Florida 33702

RE: Rendering of Adopted Amendment
Gateway Centre DRI
St. Petersburg, Florida

Dear Ms. Greene:

Pursuant to subsection 380.07 Florida Statutes, the City of St. Petersburg is providing the Tampa Bay Regional Planning Council with a certified copy of the adopted second amendment to the Gateway Centre DRI, thus beginning the 45 day appeal period. The amendment (Ordinance 292-G) was adopted by City Council on September 25, 1997.

If you have any questions, please contact me at (813) 893-7868 or Shrimatee Ojah Maharaj at (813) 892-5180.

Sincerely,

Dave Goodwin
Planning Programs Manager

Attachment

cc: Rick Mussett, Administrator, Economic Development Administration
Steve Wolochowicz, Director, Development Services
Shrimatee Ojah Maharaj, Planner III
Tom Shevlin, City of Pinellas Park

som\c:\files\dri\gwynot.ren

ORDINANCE NO. 292-G

AN ORDINANCE AMENDING ORDINANCE NO. 939-F, AS AMENDED, BY AMENDING SECTION 3, GENERAL PROVISIONS, BY AMENDING PARAGRAPHS 9 AND 10 BY EXTENDING THE TIME PERIODS TO DECEMBER 31, 2010; BY AMENDING SECTION 4, BY AMENDING PARAGRAPH 12, INCREMENT SCHEDULE, TO PROVIDE FOR DEVELOPMENT UNTIL DECEMBER 31, 2005; BY AMENDING SECTION 4, PARAGRAPHS 18A, 18B 1 & 2, AND 18D, TRAFFIC CIRCULATION PERTAINING TO PHASE 1 AND PHASE 2; BY PROVIDING FOR REPEAL OF ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HEREWITH TO THE EXTENT OF SUCH CONFLICT; PROVIDING FOR A FINDING OF NO SUBSTANTIAL DEVIATION; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the changes herein do not require further development of regional impact review, are not a substantial deviation and are consistent with the Comprehensive Plan and land development regulations.

THE CITY OF ST. PETERSBURG DOES ORDAIN:

SECTION 1. That paragraphs 9 and 10 of Section 3, "General Provisions," of Ordinance No. 939-F as amended, are hereby amended to read as follows:

9. This Development Order shall remain in effect until December 31, 2010 ~~for a period of fifteen (15) years from the effective date hereof~~. Any development activity for which plans have been submitted to the City for review and approval prior to the expiration of this Order may be completed, if approved, subject to existing City regulations applicable to the expiration of said approval. This Order may be extended by the City Council on the finding of excusable delay in any proposed development activity.

10. The City agrees that prior to December 31, 2010 ~~fifteen (15) years from the effective date of this Development Order~~, the Development shall not be subject to down-zoning, unit density reduction or intensity reduction, unless the City can demonstrate that substantial changes in the conditions underlying the approval of this Development Order have occurred or the Development Order was based on substantially inaccurate information provided by the Applicant or that the change is clearly established by the City to be essential to the public health, safety or welfare (Section 380.06(15) (c) (3), Fla. Stat., 1989).

SECTION 2. That paragraph 12.A of Section 4, "Conditions of Development Approval," of Ordinance No. 939-F, as amended, is hereby amended to read as follows:

12.A. Construction of the development is proposed to occur ~~over a ten (10) year period~~ on or before December 31, 2005 ~~with construction of necessary infrastructure to commence no later than one year from the effective date of this Development Order~~.

SECTION 3. That paragraphs 18.A, 18.B.1, 18.B.2, and 18.D of Section 4, "Conditions of Development Approval," of Ordinance No. 939-F, as amended, are hereby amended to read as follows:

18. Traffic Circulation: The City has determined through a traffic study, attached as "EXHIBIT A", ~~pursuant to the provisions of Section 380.06, Florida Statutes, Rule 9J-2.0255, Florida Administrative Code, and the applicable policies of the Tampa Bay Regional Planning Council,~~ that the Development will not have any adverse impact on any regionally significant roadways until the Development generates 4,420 ~~1,626~~ vehicles per hour during the PM peak period (VPH), except for the impacts identified in Section 18.A of this Order (Required Phase I Roadway Improvements)~~the intersection of Gandy Boulevard and Gateway Centre Parkway (28th Street), which the developer has mitigated its impact on said intersection pursuant to Rule 9J-2.0255, Florida Administrative Code~~. For the purposes of this Development Order, the term VPH is defined as the total number of vehicle trips actually generated by the existing development plus the total number of vehicle trips estimated to be generated by the Development upon full occupancy of buildings for which applications for building permits have been filed, during the peak one hour period on adjacent roadways between the hours of 4:00 p.m. and 6:00 p.m. on an average typical weekday. Traffic related to construction or traffic internal to the Development shall not be included in VPH number as part of the annual report.

A. Phase 1 (October 30, 1986 - December 31, ~~1997~~ 2005) of the Development is hereby created and approved subject to the conditions provided in this Development Order Phase 1 shall terminate when the Applicant constructs 1,500,000 ~~300,000~~ square feet of office space, 2,000,000 ~~900,000~~ square feet of light industrial, 150,000 ~~50,000~~ square feet of commercial space, and 500 hotel rooms, or any other combination of the above approved uses which generates 4,420 ~~1,626~~ VPH. In Phase I the Applicant may trade off square footage of any of the approved uses for additional square footage of any other approved use; however, in no case shall the commercial space exceed 100,000 square feet. The trade offs shall be calculated by using the Land Use Equivalency ~~Chart~~ Matrix on Exhibit B to Ordinance 292-G which replaces the Exhibit B to Ordinance 115-G. Further, in no event shall the trade off mechanism be used to exceed the maximum square footage or rooms authorized by this Development Order. The Developer shall give DCA and the Tampa Bay Regional Planning Council notice of its intent to trade off

land uses using the Equivalency Matrix at least 15 days prior to the City's approval of any such trade off.

The Notice shall identify the resulting impacts of the trade off in terms of land use, traffic generation, potable water, wastewater, solid waste and affordable housing. In addition, the DRI Annual Report shall include information indicating cumulative amounts of development which have been approved by the City as of the Annual Report Date, and the resulting impacts on traffic generation, potable water, wastewater, solid waste and affordable housing. Following the City's approval of any such trade off, the City shall provide to the Department of Community Affair's ("Department") and TBRPC a copy of said approval. The estimation of trip generation will be based on the Institution of Transportation Engineers Manual "Trip Generation" (Fifth Edition). ~~No regionally significant traffic impacts were identified for Phase 1.~~

1. The Developer guarantees that the road improvements attached as Exhibit C (Phase 1 Road Improvements) will be completed, according to the schedule provided in Exhibit C, by the applicable City, FDOT or the Developer.

2. Transportation Impact fees collected pursuant to the Pinellas County Transportation Impact Fee Ordinance from Phase 1 development shall be held in dedicated accounts by the cities of Pinellas Park and St. Petersburg for the purpose of funding the Phase 1 Road Improvements in their respective jurisdictions. Funds remaining in the dedicated accounts after completion of the Phase 1 Road Improvements shall be held for funding road improvements that may be identified for mitigation of Phase 2 road impacts. Funds remaining in the dedicated accounts upon completion of road improvements required for Phase 1 and Phase 2 of the development, or upon expiration of this Development Order, shall become available for use by the respective local governments as allowed by law.

3. Permits for Phase 2 shall not be issued until all of the Phase 1 Roadway Improvements are completed or under construction.

4. At least annually, and in an annual report, the developer will report on the status of the roadway improvements. The local governments shall cause further issuance of building permits to cease immediately at the time the annual monitoring reveals that any needed transportation improvements set forth in Exhibit C are no longer scheduled, guaranteed or have been delayed.

~~Provided, however, in the event that the Gateway Expressway is not under construction by December 31, 1996, the City shall not issue any new building permits for Phase I until such time as either the Gateway Expressway is under construction or this Development Order is amended to reflect the regional transportation improvements required to mitigate the traffic impacts created because of the failure to construct the Gateway Expressway. For the purposes of this paragraph, the Gateway Expressway shall be that project described as Project No. 921026, 118th Av.-34th St/I-275 Ph I, in the Pinellas County Six Year Capital Improvement Program, 1994-1999.~~

B. Phase 2 ~~(January 1, 1998 - November 5, 1999)~~ of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 2 shall commence when the Applicant constructs 1,500,000 ~~300,000~~ square feet of office space, 2,000,000 ~~900,000~~ square feet of light industrial space, 150,000 ~~50,000~~ square feet of commercial space and 500 hotel rooms or any other combination of the above approved uses which generates more than 4,420 ~~1,626~~ VPH by the Development. ~~Phase 2 shall terminate when the Applicant constructs 3,031,000 square feet of office space and 2,520,000 square feet of light industrial space and 246,000 square feet of commercial space and 700 hotel rooms.~~ Prior to the issuance of building permits for vertical construction for Phase 2, ~~which will cause the Development to exceed 300,000 square feet of office space, 900,000 square feet of light industrial space, 50,000 square feet of commercial space and 500 hotel rooms or any combination of the above approved uses which causes the Development to exceed 1,626 VPH,~~ the Applicant shall:

1. Complete a second transportation study pursuant to the provisions of §380.06, Florida Statutes, Rule 9J-2.02455, Florida Administrative Code, as amended, and the applicable policies of the ~~Tampa Bay Regional Planning Council ("TBRPC") Goal 20.9~~ SRPP Goal 5.1 ~~or, if adopted, the uniform statewide standards, as adopted by the Department or the state land planning agency,~~ and with generally accepted traffic methodology in effect at the time of commencement of the study. The study shall identify regional transportation improvements required to mitigate the traffic impacts of both Phase 1 and Phase 2 of the Development ("Needed Improvements"). Needed Improvements shall include: right-of-way acquisition fees, land cost, application fee and construction cost, including design and engineering and other soft costs (geotechnical, survey, legal and permit fees).

2. Secure commitments consistent with the ~~Department's requirements to construct the Needed Improvements, or in the alternative, satisfy the~~ requirements of Rule 9J-2.02455, Florida Administrative Code., ~~or the Transportation Enhancement Shares ("TES") share as determined pursuant to TBRPC policy 20.11.14 or, if adopted, the uniform statewide standards, as adopted by the state land planning agency, ("Fair Share Contribution"). The Applicant may elect to fund, design and construct one or more transportation improvement(s) to the regional road network in the area of the Development using Applicant's Fair Share Contribution, in accordance with Rule 9J-2.0255, Florida Administrative Code. To the extent the Applicant has paid impact fees during Phase 1 pursuant to Pinellas County's Transportation Impact Fee Ordinance Number 86-43, as amended, ("Phase 1 Impact Fees"), the Applicant shall receive a credit in the amount of Phase 1 against its Fair Share Contribution.~~

D. ~~The applicant shall contribute its fair share of the cost of funding the establishment and operation of a Transportation Management Organization for the Gateway Area of Pinellas County ("Transportation Management Organization"), no to exceed Seventy Five Thousand Dollars ($75,000) within ten (10) days after receipt of a request by the Metropolitan Planning Organization ("MPO") for such funds. The request shall set forth the final cost of said Transportation Management Organization and the calculation of the Applicant's fair share.~~ The Developer shall contribute Seventy Five Thousand Dollars ($75,000) for Transportation Demand Management activities for the Gateway Area of Pinellas County as identified in the Bay Area Commuter Services 1997-1998 Work Plan. The Developer shall remit the contribution within ten (10) days of receipt of request by the Metropolitan Planning Organization (MPO). Such contribution shall be credited against any Pinellas County Transportation Impact Fees due to each local government. The total credit available from the City of St. Petersburg for this purpose is $9,450. The total credit available from the City of Pinellas Park for this purpose is $65,550.

SECTION 4. City Council finds that the foregoing change is not a substantial deviation pursuant to Chapter 380.06(19) F.S. to the Development Order for the Gateway Centre Development of Regional Impact.

SECTION 5. Severability. The provisions of this ordinance shall be deemed to be severable. If any portion of this ordinance is deemed unconstitutional it shall not effect the constitutionality of any other portion of this ordinance.

SECTION 6. Words stricken through shall be deleted. Underscored words constitute the amendment proposed. Remaining provisions are now in effect and remain unchanged.

SECTION 7. This ordinance shall become effective immediately upon its adoption.

First reading conducted on the 4th day of September, 1997.

Passed by St. Petersburg City Council on second and final reading, as amended, on the 25th day of September, 1997.

Chair-Councilmember
Presiding Officer of the City Council

ATTEST: City Clerk

Title Published: Times 1-10-97

I, JANE K. BROWN, CITY CLERK DO HEREBY CERTIFY THAT THE ABOVE AND FOREGOING IS A TRUE AND CORRECT COPY OF THE ORIGINAL AS IT APPEARS IN THE OFFICIAL FILES OF THE CITY CLERK OF THE CITY OF ST. PETERSBURG, FLORIDA.
WITNESS MY HAND AND SEAL OF CITY THIS 7th DAY OF October A.D., 19 97.
JANE K. BROWN, CITY CLERK
CITY OF ST. PETERSBURG, FLORIDA
BY: Cathy E. Davis

Attachment

EXHIBIT "A"

"Exhibit A" is a traffic report contained in ~~three~~ four volumes that provides an analysis of the transportation impacts of the proposed Phase 1 of the Gateway Centre DRI and Responses to Review Comments and Traffic Analysis and Sufficiency Response dated June, 1997. The initial two volume report, dated July, 1993, was prepared by DSA Group Inc., the fourth volume, dated June 1997 was prepared by URS, Greiner Inc and includes narratives, maps, tables and other summaries that describe the methods and results of the analysis. The third and fourth volumes include substantial additional information in response to the comments of reviewing agencies related to proposed changes in 1993 and changes proposed in June 1997, respectively. The report is the primary evidence provided by the project developer (~~Braewood Development Corp.~~ Vista Properties Company) to rebut the presumption that the proposed development order amendment is a substantial deviation. Copies of the traffic report are available through the City Clerk's Office or the ~~Planning and Community Codes~~ Development Services Department.

EXHIBIT B

EQUIVALENCY MATRIX[1]

Gateway Centre

Change From / Change To:	Light Industrial	Office	Retail	Hotel
Light Industrial	N/A	677 Sq. Ft./ksf (0.6765)[3]	2,300 Sq. Ft./ksf (2.3003)[3]	342 Sq. Ft./room (0.3419)[3]
Office	1,478 Sq. Ft./ksf (1.4782)[3]	N/A	3,400 Sq. Ft./ksf[2] (3.4002)[3]	505 Sq. Ft./room (0.5053)[3]
Retail	435 Sq. Ft./ksf (0.4347)[3]	294 Sq. Ft./ksf (0.2941)[3]	N/A	149 Sq. Ft./room (0.1486)[3]
Hotel	2.93 rooms/ksf (2.9252)[3]	1.98 rooms/ksf (1.9790)[3]	6.73 rooms/ksf (6.7290)[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 the following minimums and maximums to ensure that impacts for transportation, water, wastewater, solid waste, and affordable housing are not exceeded.

Land Use	Minimum	Maximum
Light Industrial	1,200,00 s.f.	2,300,000 s.f.
Office	800,000 s.f.	2,200,000 s.f.
Retail	50,000 s.f.	246,000 s.f.
Hotel	200 rooms	700 rooms

[2] Example exchanges:

Add 50,000 Sq. Ft. Office by reducing Retail
50 ksf ÷ 3,400 = 14.706; reduce Specialty Retail by 14,706 s f.

[3] Actual equivalency factor for use in calculations

Exhibit "C"
Phase 1 Roadway Improvements

Transportation Mitigation
for
Gateway Centre Impacts

	Project Traffic[1]	LOS D Service Volume[2]		Project % of Service Volume	Improvement Cost	Developer Share	Responsible Jurisdiction	Construction Schedule	
		Existing Geometry	Improved Geometry					Project & Permitting Commencement	Construction Completion
Intersection									
Gandy Blvd./ Gateway Centre	1,326	2,278	3,942	79.7%	$123,500	$98,430	Pinellas Park/FDOT	12/31/2003	12/31/2005
Park Blvd./ 43rd Street	596	2,934	4,527	37.4%	$140,000	$52,360	Pinellas Park	12/31/2003	12/31/2005
US 19/ 110th Ave. North	409	3,164	3,540	100.0%[5]	$130,000	$130,000	Pinellas Park/FDOT	12/31/2003	12/31/2005
Roadways									
Gandy Boulevard from 16th Street N. to I-275 (WB)	192	3,110	4,660	12.4%	$325,500[6]	$40,362[4]	St. Petersburg/FDOT	12/31/2003	12/31/2005
				Total	$719,000	$321,152			

1. Project traffic obtained from Table 21-5 of NOPC.
2. LOS D Service Volume calculations for intersection capacity are appended. Roadway LOS D Service Volumes obtained from FDOT Generalized Service Volume Tables.
3. See appended cost estimates, includes: design, construction, and CEI. Right-of-way not required for any of these improvements.
4. Based on DCA Transportation Standards Rule.
5. Project percentage can not exceed 100%.
6. Includes the Gandy Boulevard/I-275 intersection thru lane improvement identified in the subject NOPC. This improvement is identified for construction by the City of St. Petersburg in their 1998-2002 Capital Improvement Program Plan.

City of
PINELLAS PARK FLORIDA

5141 - 78TH AVE. • P.O. BOX 1100
PINELLAS PARK, FL 34664-1100

PHONE • (813) 541-0700
FAX • (813) 544-7448
SUNCOM • 969-1011

September 29, 1997

CERTIFIED MAIL
RETURN RECEIPT

Department of Community Affairs
ATTN. Jennifer Zadwick
Division of Resource Planning and
Management
2555 Numard Oak Boulevard
Tallahassee, FL 32399-2100

RE: MS 97-20 - GATEWAY CENTRE DEVELOPMENT OF REGIONAL IMPACT DEVELOPMENT ORDER

Dear Ms. Zadwick:

Attached is a certified copy of the Ordinance and staff report for the above referenced which was passed at a public hearing by City Council on September 25, 1997. This document is being sent to your agency as required by rule 9J 2.025(5), Florida Administrative Code.

If you have any questions, please feel free to call me at (813)541-0756.

Sincerely,

Thomas L. Shevlin

Thomas L. Shevlin
Zoning Division Director

/pak

Attachment

pc: Jerry Mudd, Interim City Manager
Michael Gustafson, Community Development Administrator
Tampa Bay Regional Planning Council
City of St. Petersburg
Bob Sebesta, Vista Partners, Inc.

PRINTED ON RECYCLED PAPER

ORDINANCE NO. 2450

AN ORDINANCE AMENDING ORDINANCE NO. 1617, AS AMENDED, BY AMENDING SECTION 3, "GENERAL CONDITIONS", BY AMENDING PARAGRAPHS 9 AND 10 BY EXTENDING THE EFFECTIVE PERIOD OF THE DEVELOPMENT ORDER FOR THE GATEWAY CENTRE DEVELOPMENT OF REGIONAL IMPACT TO DECEMBER 31, 2010; BY AMENDING SECTION 4, "CONDITIONS OF DEVELOPMENT ORDER", BY AMENDING PARAGRAPH 13, "INCREMENT SCHEDULE" TO PROVIDE FOR DEVELOPMENT UNTIL DECEMBER 31, 2005; BY AMENDING SECTION 4, "CONDITIONS OF DEVELOPMENT APPROVAL", BY AMENDING PARAGRAPHS 19.A. AND 19.B., "TRAFFIC CIRCULATION", PERTAINING TO PHASE 1 AND PHASE 2; ESTABLISHING THE TYPES AND AMOUNTS OF CONSTRUCTION ALLOWABLE IN PHASE 1 AND PHASE 2 OF THE DEVELOPMENT; ESTABLISHING THE APPLICANT'S OBLIGATIONS FOR PAYMENT FOR TRAFFIC IMPROVEMENTS; ESTABLISHING THE REQUIREMENTS FOR THE APPLICANT'S CONSTRUCTION OF IMPROVEMENTS WITHIN PHASE 2; BY AMENDING PARAGRAPH 19.E. "TRAFFIC CIRCULATION" BY REPLACING A PAYMENT TO THE TRANSPORTATION MANAGEMENT ORGANIZATION FOR THE GATEWAY AREA OF PINELLAS COUNTY, FLORIDA, WITH A PAYMENT TO THE METROPOLITAN PLANNING ORGANIZATION; PROVIDING FOR REPEAL OF ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HEREWITH TO THE EXTENT OF SUCH CONFLICT; PROVIDING FOR A FINDING OF NO SUBSTANTIAL DEVIATION; PROVIDING FOR AN EFFECTIVE DATE. (MS 97-20)

==========

BE IT ORDAINED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF PINELLAS PARK, PINELLAS COUNTY, FLORIDA, AS FOLLOWS:

SECTION ONE: That Section 3 "GENERAL PROVISIONS", of Ordinance No. 1617, as amended, is hereby amended by amending paragraphs 9 and 10 so that said paragraphs 9 and 10 shall hereafter be and read as follows:

> 9. This Development Order shall remain in effect until December 31, 2010. Any development activity for which plans have been submitted to the City for review and approval prior to the expiration of this Order may be completed, if approved. This Order may be extended by the City Council upon a finding of excusable delay in any proposed development activity.
>
> 10. The City agrees that prior to December 31, 2010, the development shall not be subject to downzoning, unit density reduction or intensity reduction, unless the City can demonstrate that substantial changes in the conditions underlying the approval of this Development Order have occurred or the Development Order was based on substantially inaccurate information provided by the Applicant or that the change is clearly established by the City to be essential to the public health, safety or welfare (Section 380.06(15)(c)(3), Fla. Stat., 1989).

SECTION TWO. That Section 4, "CONDITIONS OF DEVELOPMENT APPROVAL" of Ordinance No. 1617, as amended, is hereby amended by amending "13. Increment Schedule", paragraph A, so that said paragraph shall hereafter be and read as follows:

13. Increment Schedule:

A. Construction of the development is proposed to occur on or before December 31, 2005.

SECTION THREE. That Section 4, "CONDITIONS OF DEVELOPMENT APPROVAL" of Ordinance No. 1617, as amended, is hereby amended by amending paragraph "19. Traffic Circulation", paragraphs A and B, so that said paragraphs shall hereafter be and read as follows:

19. Traffic Circulation:

The City has determined through a traffic study, attached as **EXHIBIT "A,"** that the Development will not have any adverse impact on any regionally significant roadways until the Development generates 4,420 vehicles per hour during the PM peak period (VPH), except for the impacts identified in Section 19. A, of this Order (Required Phase 1 Roadway Improvements). For the purpose of this Development Order, the term VPH is defined as the total number of vehicle trips actually generated by the existing development plus the total number of vehicle trips estimated to be generated by the Development upon full occupancy of buildings for which applications for building permits have been filed, during the peak one hour period on adjacent roadways between the hours of 4:00 PM and 6:00 PM on an average typical weekday. Traffic related to construction or traffic internal to the Development shall not be included in VPH calculations. The applicant shall track and report the VPH number as part of the annual report.

A. Phase 1 (November 6, 1986 - December 31, 2005) of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 1 shall terminate when the Applicant constructs 1,500,000 square feet of Office Space, 2,000,000 square feet of Light Industrial, 150,000 square feet of Commercial Space, or 500 Hotel Rooms, or any combination of the above approved uses which generates more than 4,420 VPH. The 4,420 VPH represents the PM peak hour external traffic for Phase 1. In Phase 1 the Applicant may, with the prior consent of the City, trade off square footage of any of the above approved uses for additional square footage of any other use, calculated by using the Equivalency Matrix attached hereto as **Exhibit "B"**. The Developer shall give the Department of Community of

Affairs and Tampa Bay Regional Planning Council notice of its intent to trade off land uses using the Equivalency Matrix at least 15 days prior to the City's approval of any such trade off. The Notice shall identify the resulting impacts of the trade off in terms of land use, traffic generation, potable water, wastewater, solid waste, and affordable housing. In addition, the DRI Annual Report shall include information indicating cumulative amounts of development which have been approved by the City as of the Annual Report Date, and the resulting impacts on traffic generation, potable water, wastewater, solid waste, and affordable housing. In no event shall the trade off mechanism be used to exceed the maximum square footage of any type of use or rooms authorized by this Development Order. Following the City's approval of any such trade off, the City shall provide to the Department of Community Affairs ("Department") and Tampa Bay Regional Planning Council a copy of said approval. The estimation of trip generation will be based on the Institute of Transportation Engineers Manual "Trip Generations" (Fifth Edition).

Incident to approval of Phase 1, it is determined that regionally significant traffic impacts have been determined by the City through a traffic study, pursuant to the provisions of §380.06, Fla. Stat., Rule 9J-2.045, Fla.Adm.Code, and the applicable policies of the Tampa Bay Regional Planning Council, that the development for Phase 1, as hereinabove defined, will have impacts on regionally significant roadways as shown in that traffic study provided in **Exhibit "A"**.

1. The Developer guarantees that the road improvements attached as **EXHIBIT "C"** (Phase I Road Improvements) will be completed, according to the schedule provided in Exhibit "C", by the applicable City, Florida Department of Transportation or the Developer.

2. Transportation Impact fees collected pursuant to the Pinellas County Transportation Impact Fee Ordinance from Phase 1 development shall be held in dedicated accounts by the City of Pinellas Park and the City of St. Petersburg for the purpose of funding the Phase 1 Road Improvements in their respective jurisdictions. Funds remaining in the dedicated accounts after completion of the Phase 1 Road Improvements shall be held for funding road improvements that may be identified for mitigation of Phase 2 road impacts. Funds remaining in the dedicated accounts upon completion of road improvements required for Phase 1 and Phase 2 of the development, or upon expiration of this Development Order, shall become available for use

by the respective local governments as allowed by law.

3. Permits for Phase 2 shall not be issued until all of the Phase 1 Road Improvements are completed or under construction.

4. At least annually, and in its annual report, the Applicant will report on the status of the Roadway Improvements. The local governments shall cause further issuance of building permits to cease immediately at the time the annual monitoring reveals that any needed transportation improvements shown on Exhibit "C" are no longer scheduled or guaranteed, or have been delayed.

B. Phase 2 of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 2 shall commence when the Applicant constructs 1,500,000 square feet of Office Space, 2,000,000 square feet of Light Industrial, 150,000 square feet of Commercial Space, or 500 Hotel Rooms, or any combination of the above approved uses which generates more than 4,420 VPH. Prior to the issuance of building permits for any vertical construction within Phase 2, the Applicant shall:

(1) Complete a transportation study pursuant to the provisions of §380.06 Fla. Stat., Rule 9J-2.045, Fla.Adm.Code, and the applicable policies of the Tampa Bay Regional Planning Council ("TBRPC"), SRPP goal 5.1 and with generally accepted traffic methodology in effect at the time of commencement of the study. The study shall identify regional transportation improvements required to mitigate the traffic impacts of Phase 2 of the Development ("Needed Improvements". Needed Improvements shall include, but shall not be limited to: right-of-way acquisition, fees, land cost, application fees and construction cost, including design and engineering and other soft costs (including design and engineering and other soft costs (geotechnical, survey, legal and permit fees).

(2) Secure acceptable commitments consistent with the requirement of Rule 9J 2.045, Fla. Adm. Code.

SECTION FOUR. That Section 4, "CONDITIONS OF DEVELOPMENT APPROVAL" of Ordinance No. 1617, as amended, is hereby amended by amending paragraph "19. Traffic Circulation", paragraph E so that said paragraph shall hereafter be and read as follows:

19. Traffic Circulation:

E. The Developer shall contribute Seventy Five Thousand Dollars ($75,000.00) for Transportation Demand Management activities for the Gateway Area of Pinellas County as identified in the Bay Area Commuter Services 1987-1998 Work Plan. The Developer shall remit the contribution within ten (10) days of receipt of request by the Metropolitan Planning Organization (MPO). Such contribution shall be credited against any Pinellas County Transportation Impact Fee due to each local government. The total credit available from the City of St. Petersburg for this purpose is $9,450. The total credit available from the City of Pinellas Park for this purpose is $65,550.

SECTION FIVE. That all ordinances or parts of ordinances in conflict with the provisions of this ordinance shall be, and they are hereby, repealed insofar as the same affect this Ordinance.

SECTION SIX. That the City Council finds the foregoing changes not be substantial deviations pursuant to §380.06(19), Fla. Stat., to the Development of Regional Impact Development Order.

SECTION SEVEN. That this Ordinance shall become effective upon the expiration of the appeal period specified under Florida Statutes, without appeal having been taken, or if taken, dismissed, or this Development Order being affirmed.

FIRST READING THE 11th DAY OF September, 1997.

PUBLISHED THE 12th DAY OF September, 1997.

PUBLIC HEARING THE 25th DAY OF September, 1997.

PASSED THIS 25th DAY OF September, 1997.

AYES: (4) Council Members: Burke,Mischler,Williams and Mayor Bradbury

NAYS: (0)

ABSENT: (1) Councilwoman Bailey

ABSTAIN: (1)

APPROVED THIS 25th DAY OF September, 1997.

Cecil W. Bradbury
CECIL W. BRADBURY, Mayor

ATTEST:

Grace M. Kolar
GRACE M. KOLAR, City Clerk

EXHIBIT "A"

EXHIBIT "A" is a traffic report in four volumes that provides an analysis of the transportation impacts of the proposed Phase 1 of the Gateway Centre DRI and Responses to Review Comments and Traffic analysis and Sufficiency Response dated June 1997. The initial two volume report, dated July 1993, was prepared by DSA Group, Inc., the fourth volume, dated June 1997 was prepared by URS, Greiner, Inc., and includes narratives, maps, tables, and other summaries that describe the methods and results of the analysis. The third and fourth volumes include substantial additional information in response to the comments of reviewing agencies related to proposed changes in 1993 and changes proposed in June 1997, respectively. The report is the primary evidence provided by the project developer (Vista Properties Company) to rebut the presumption that the proposed development order amendment is a substantial deviation. Copies of the traffic report are available through the City Clerk's Office or the Zoning Division.

EQUIVALENCY MATRIX *
Gateway Centre

CHANGE FROM: CHANGE TO:	LIGHT INDUSTRIAL	OFFICE	RETAIL	HOTEL
LIGHT INDUSTRIAL	N/A	677 SQ.FT/ksf (0.6765)***	2,300 SQ.FT/ksf (2.3003)***	342 SQ.FT/ROOM (0.3419)***
OFFICE	1,478 SQ.FT/ksf (1.4782)***	N/A	3,400 SQ.FT/ ksf** (3.4002)***	505 SQ.FT./room (0.5053)***
RETAIL	435 SQ.FT/ksf (0.4347)***	294 SQ.FT/ksf (0.2941)***	N/A	149 SQ.FT/room (0.1486)***
HOTEL	2.93 rooms/ksf (2.9252)***	1.98 rooms/ksf (1.9790)***	6.73 rooms/ksf (6.7290)***	N/A

* Land use exchanges are based on net external two-way p.m. peak hour project traffic. Use of this matrix shall be limited to the following minimums and maximums to ensure that impact for transportation, water, wastewater, solid waste, and affordable housing are not exceeded.

Land Use	Minimum	Maximum
Light Industrial	1,200,000 s.f.	2,300,000 s.f.
Office	800,000 s.f.	2,200,000 s.f.
Retail	50,000 s.f.	246,000 s.f.
Hotel	200 rooms	700 rooms

** Add 50,000 sq.ft. Office by reducing Retail
50 ksf + 3.400 = 14.705; reduce Specialty Retail by 14.706 sq.ft.

*** Actual equivalency factor for use in calculations

Exhibit "C"
Phase 1 Roadway Improvements

Transportation Mitigation
for
Gateway Centre Impacts

	Project [1] Traffic	LOS D Service Volume [2]		Project % of Service Vol Incr.	Improvement [3] Cost	Developer [4] Share	Governmental Jurisdiction	Construction Schedule	
		Existing Geometry	Improved Geometry					Design & Permitting Commencement	Construct Completic
Intersection									
Gandy Blvd./ Gateway Centre	1,326	2,278	3,942	79.7%	$123,500	$98,430	Pinellas Park/FDOT	12/31/2003	12/31/2005
Park Blvd./ 43rd Street	596	2,934	4,527	37.4%	$140,000	$52,360	Pinellas Park	12/31/2003	12/31/2005
US 19/ 110th Ave. North	409	3,164	3,540	100.0% [5]	$130,000	$130,000	Pinellas Park/FDOT	12/31/2003	12/31/2005
Roadways									
Gandy Boulevard from 16th Street N. to I-275 (WB)	192	3,110	4,660	12.4%	$325,500[6]	$40,362[6]	St. Petersburg/FDOT	12/31/2003	12/31/2005
				Total	$719,000	$321,152			

1. Project traffic obtained from Table 21-5 of NOPC.
2. LOS D Service Volume calculations for intersection capacity are appended. Roadway LOS D Service Volumes obtained from FDOT Generalized Service Volume Tables
3. See appended cost estimates, includes: design, construction, and CEI. Right-of-way not required for any of these improvements.
4. Based on DCA Transportation Standards Rule.
5. Project percentage can not exceed 100%.
6. Includes the Gandy Boulevard/I-275 intersection thru lane improvement identified in the subject NOPC. This improvement is identified for construction by the City of St. Petersburg in their 1998-2002 Capital Improvement Program Plan.

Pinellas News

(813) 894-2411 FAX (813) 894-2522

CITY OF PINELLAS PARK
Attn: Mrs.Grace M. Kolar
5141 78TH AVENUE NORTH
PINELLAS PARK, FL 34665

NO: 090539
ACCT:10005

STATE OF FLORIDA
COUNTY OF PINELLAS

Before the undersigned authority personally appeared, Robert M. Potter who on oath says that he is the Legal Accounts Executive of *The Pinellas News* a weekly newspaper published at St. Petersburg located within Pinellas County, Florida: that the attached copy of advertisement NOTICE OF PUBLIC HEARING in the matter of ORDINANCE 2450 in the Pinellas County Circuit Court, was published in the said newspaper in the issues of SEPT 5, 1997.

Affiant further says that the said *Pinellas News* is a newspaper published at St. Petersburg, in said Pinellas County, Florida, and that the said newspaper heretofore has been continuously published in said Pinellas County, each week and has been entered as a second class mail matter at the post office in Pinellas Park in said Pinellas County, for a period of one year preceding the first publication of the attached copy of advertisement; and affiant further says that he has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in said newspaper

Robert M. Potter

NOTICE OF PUBLIC HEARING UPON ORDINANCE

Notice is hereby given that the City Council of Pinellas Park, Florida will hold a PUBLIC HEARING upon the following ORDINANCE NO. 2450 in City Hall, 5141 78th Avenue, Pinellas Park, Florida on the 25th day of September, 1997 at 7:30 P.M., the title of said Ordinance being as follows:

ORDINANCE NO. 2450

AN ORDINANCE AMENDING ORDINANCE NO. 1617, AS AMENDED, BY AMENDING SECTION 3, "GENERAL CONDITIONS", BY AMENDING PARAGRAPHS 9 AND 10 BY EXTENDING THE EFFECTIVE PERIOD OF THE DEVELOPMENT ORDER FOR THE GATEWAY CENTRE DEVELOPMENT OF REGIONAL IMPACT TO DECEMBER 31, 2010; BY AMENDING SECTION 4, "CONDITIONS OF DEVELOPMENT ORDER", BY AMENDING PARAGRAPH13, "INCREMENT SCHEDULE" TO PROVIDE FOR DEVELOPMENT UNTIL DECENBER 31, 2005; BY AMENDING SECTION 4, "CONDITIONS OF DEVELOPMENT APPROVAL", BY AMENDING PARAGRAPHS 19.A. AND 19.B., "TRAFFIC CIRCULATION", PERTAINING TO PHASE 1 AND PHASE 2; ESTABLISHING THE TYPES AND AMOUNTS OF CONSTRUCTION ALLOWABLE IN PHASE 1 AND PHASE 2 OF THE DEVEOPMENT; ESTABLISHING THE APPLICANT'S OBLIGATIONS FOR PAYMENT FOR TRAFFIC IMPROVEMENTS; ESTABLISHING THE REQUIREMENTS FOR THE APPLICANT'S CONSTRUCTION OF IMPROVEMENTS WITHIN PHASE 2; BY AMENDING PARAGRAPH 19.E. "TRAFFIC CIRCULATION" BY REPLACING A PAYMENT TO THE TRANSPORTATION MANAGEMENT ORGANIZATION FOR THE GATEWAY AREA OF PINELLAS COUNTY, FLORIDA, WITH A PAYMENT TO THE METROPOLITAN PLANNING ORGANIZATION; PROVIDING FOR REPEAL OF ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HEREWITH TO THE EXTENT OF SUCH CONFLICT; PROVIDING FOR A FINDING OF NO SUBSTANTIAL DEVIATION; PROVIDING FOR AN EFFECTIVE DATE. (MS 97-20)

This Ordinance is available for review, in the City Clerk's Department. Interested parties are invited to attend this meeting and be heard.

Any person who decides to appeal any decision of the City Council, City Board, or City Commission, with respect to any matter considered at this meeting will need a record of the proceedings, and for such purpose, may need to ensure that a verbatim record of the proceedings is made, which records includes the testimony and evidence upon which the appeal is to be based.

The City maintains a tape recording of all public hearings. In the event that you wish to appeal a decision, the tape may or may not adequately insure a verbatim record of the proceedings, therefore, you may wish to provide a court reporter at your expense.

For the hearing impaired, a deaf interpreter will be made available upon requests made at least 72 hours in advance. Print, Audio Tape, and Electronic File on Computer Disks.

GRACE M. KOLAR, CMC
CITY CLERK
CITY OF PINELLAS PARK

10005 Sept 5, 1997 090539

The foregoing instrument was acknowledged before me by Robert M. Potter, Personally Known to me, this 8 Day of SEPT, 1997, AD.

NOTARY PUBLIC STATE OF FLORIDA

DONNA T SMITH
My Commission CC380134
Expires Jun. 07, 1998
Bonded by HAI
(800) 422-1555

DONNA T. SMITH
Notary Public

City of
PINELLAS PARK FLORIDA

5141 - 78TH AVE. • P.O. BOX 1100
PINELLAS PARK, FL 34664-1100

PHONE • (813) 541-0700
FAX • (813) 544-7448
SUNCOM • 969-1011

January 31, 1994

Mr. Tim Butts
Tampa Bay Regional
Planning Council
9455 Koger Boulevard
St. Petersburg, Florida 33702

RE: Gateway Centre Development Order Amendment

Dear Mr. Butts:

Attached for your information is Ordinance No. 2230 amending the Gateway Centre Development Order, which was approved by City Council at their January 27, 1994, regular meeting.

If you have any questions, please call me at (813) 541-0756.

Sincerely,

Thomas L. Shevlin

Thomas L. Shevlin
Zoning Division Director

TLS/pak

Attachment

PRINTED ON RECYCLED PAPER

AN ORDINANCE AMENDING ORDINANCE NO. 1617, AS AMENDED, BY AMENDING SECTION FOUR, "CONDITIONS OF DEVELOPMENT ORDER" BY DELETING PARAGRAPH 19 "TRAFFIC CIRCULATION" IN ITS' ENTIRETY; CREATING A NEW PARAGRAPH 19; PROVIDING FOR REPEAL OF ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HEREWITH TO THE EXTENT OF SUCH CONFLICT; PROVIDING FOR A FINDING OF NO SUBSTANTIAL DEVIATION; PROVIDING FOR AN EFFECTIVE DATE.

BE IT ORDAINED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF PINELLAS PARK, PINELLAS COUNTY, FLORIDA, AS FOLLOWS:

SECTION ONE: That Section Four "Conditions of Development Approval" of Ordinance No. 1617, as amended, is hereby amended by deleting Paragraph 19 "Traffic Circulation" in its' entirety, and creating a new Paragraph 19 "Traffic Circulation," so that said Paragraph 19 "Traffic Circulation" shall hereafter be and read as follows:

19. TRAFFIC CIRCULATION

The City has determined through a traffic study, attached as **EXHIBIT "A,"** pursuant to the provisions of Section 380.06, Florida Statutes, Rule 9J-2.0255, Florida Administrative Code, and the applicable policies of the Tampa Bay Regional Planning Council, that the Development will not have any adverse impact on any regionally significant roadways until the Development generates 1,626 vehicles per hour during the PM peak period (VPH), except for the intersection of Gandy Boulevard and Gateway Centre Parkway (28th Street), which the developer has mitigated its impact on said intersection pursuant to Rule 9J-2.0255, Florida Administrative Code. For the purpose of this Development Order, the term VPH is defined as the total number of vehicle trips actually generated by the existing development plus the total number of vehicle trips estimated to be generated by the Development upon full occupancy of buildings for which applications for building permits have been filed, during the peak one hour period on adjacent roadways between the hours of 4:00 PM and 6:00 PM on an average typical weekday. Traffic related to construction or traffic internal to the Development shall not be included in VPH calculations. The applicant shall track and report the VPH number as part of the annual report.

A. Phase 1 (November 6, 1986 - December 31, 1997) of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 1 shall terminate when the applicant constructs 300,000 square feet of office space, 900,000 square feet of light industrial space, 50,000 square feet of commercial space or 500 hotel rooms or any combination of the above approved uses which generates 1,626 VPH. In Phase 1 the applicant may trade off square footage of any of the above approved uses for additional square footage of any other use; however, in no case shall the commercial space exceed 100,000 square feet. The trade offs shall be calculated by using the Land Use Equivalency Chart on **Exhibit B**. Further, in no event shall the trade off mechanism be used to exceed the maximum square footage or rooms authorized by this Development Order. Following the City's approval of any such trade off, the City shall provide to the Department of Community Affairs ("Department") and TBRPC a copy of said approval. The estimation of trip generation will be based on the Institute of Transportation Engineers manual "Trip Generation" (Fifth Edition). Except for the intersection of Gandy Boulevard and Gateway Centre Parkway (28th Street), no regionally significant traffic impacts were identified for Phase 1.

Provided, however, in the event that the Gateway Expressway is not under construction by December 31, 1996, the City shall not issue any new building permits for Phase 1 until such time as either the Gateway Expressway is under construction or this Development Order is amended to reflect the regional transportation improvements required to mitigate the traffic impacts created because of the failure to construct the Gateway Expressway. For the purposes of this paragraph, the Gateway Expressway shall be that project described as Project No. 921026, 118th Ave-34th St/I-275 Ph I, in the Pinellas County Six Year Capital Improvement Program, 1994-1999.

B. Phase 2 (January 1, 1998 - November 5, 1999) of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 2 shall commence when the applicant constructs 300,000 square feet of office space, 900,000 square feet of light industrial space, 50,000 square feet of commercial space and 500 hotel rooms or any combination of the above approved uses which generates more than 1,626 VPH by the Development. Phase 2 shall terminate when the applicant constructs 3,031,000 square feet of

office and 2,520,000 square feet of light industrial space and 246,000 square feet of commercial space and 700 hotel rooms or when the Development generates 60,522 external average daily trips, whichever occurs first. Prior to the issuance of building permits for vertical construction which will cause the Development to exceed 300,000 square feet of office space, 900,000 square feet of light industrial space, 50,000 square feet of commercial space and 500 hotel rooms or any other combination of the above uses which cause the Development to exceed 1,626 VPH, the Applicant shall:

1. Complete a second transportation study pursuant to the provisions of Section 380.06, Florida Statutes, Rule 9J-2.0225, Florida Administrative Code and the applicable policies of the Tampa Bay Regional Planning Council ("TBRPC") Goal 20.9 or, if adopted, the uniform statewide standards, as adopted by the Department or the state land planning agency, and with generally accepted traffic methodology in effect at the time of commencement of the study. The study shall identify regional transportation improvements required to mitigate the traffic impacts of both Phase 1 and Phase 2 of the Development ("Needed Improvements"). Needed Improvements shall include: right-of-way acquisition fees, land cost, application fee and construction cost.

2. Secure commitments consistent with the Department's requirements to construct the Needed Improvements, or in the alternative, satisfy the requirements of Rule 9J-2.0225, Florida Administrative Code, or the Transportation Enhancement Shares ("TES") share as determined pursuant to Tampa Bay Regional Planning Council policy 20.11.14, whichever is greater or, if adopted, the uniform statewide standards, as adopted by the state land planning agency, ("Fair Share Contribution"). The applicant may elect to fund, design and construct one or more transportation improvement(s) to the regional road network in the area of the Development using Applicant's Fair Share Contribution, in accordance with Rule 9J-2.0255, Florida Administrative Code. To the extent the Applicant, or subsequent Development owners, have paid impact fees during Phase 1 pursuant to Pinellas County's Transportation Impact Fee Ordinance Number 86-43, as amended, ("Phase 1

Impact Fees"), the Applicant shall receive a credit in the amount of Phase 1 Impact Fees against its proportionate share contribution.

3. In lieu of Section Four, Paragraph 19.B.2 above, the Applicant may subphase Phase 2 of the Development when such subphasing identifies and ties specific amounts of project development to specific improvements to regionally significant roadway network ("Subphase Needed Improvements"). Such subphasing shall be acceptable under the following conditions:

   (a) The City and the Department concur with the defined amount of development to be specifically allowed;

   (b) The Applicant has delivered secured commitments to construct the Subphase Needed Improvements, or in the alternative, has paid its Fair Share Contributions of the Subphase Needed Improvements.

4. Receive a Credit in the amount of the Fair Share Contribution paid by the Applicant against impact fees assessed during Phase 2 pursuant to Pinellas County's Transportation Impact Fee Ordinance Number 86-43, as amended.

5. Prior to the issuance of any building permit for Phase 2 or any subphase thereof and following the completion of the second transportation study provided for in subsection B.1 above, this Development Order shall be amended to reflect any required regional transportation improvements to mitigate the Development's impacts.

C. The City has made the following expenditures towards traffic improvements for this Development:

78th Avenue extension, U.S. 19 to Gandy Blvd. - $107,243.37

34th Street, 70th Avenue to Gandy Blvd., and 70th Avenue, U.S. 19 to 34th Street - $1,067,091.77

Intersection improvements at Park Blvd. and 49th Street - $1,738,596.67

Intersection improvements at Park Blvd. and 66th Street - $284,380.40

Total expenditures - $3,197,312.21

The City shall not be obligated to make any further commitments to construct or contribute any funds toward construction of the Needed Improvements or Subphase Needed Improvements.

D. The Applicant has made the following expenditures towards traffic improvements for this Development:

Gateway Boulevard (Westbound lane), I-275 to U.S. 19 - $206,000

78th Avenue extension, U.S. Highway 19 to Gandy Blvd. - $150,000

34th Street, 70th Avenue to Gandy Blvd. and 70th Avenue, U.S. Highway 19 to 34th Street - $225,000

28th Street, Gandy Blvd to 102nd Avenue - $707,071

Total expenditures - $1,288,071

$375,000 of the above amount was contributed to the City and is included in the City's figures.

E. The Applicant shall contribute its share of the cost of funding the establishment and operation of a Transportation Management Organization for the Gateway Area of Pinellas County ("Transportation Management Organization"), not to exceed Seventy Five Thousand Dollars ($75,000.00), within ten (10) days after receipt of a written request by the Metropolitan Planning Organization (MPO) for such funds. The request shall set forth the final cost of said Transportation Management Organization and the calculation of the Applicant's fair share.

F. If the Development is designated as or become a part of a regional activity center as defined by the TBRPC or the City, then notwithstanding any other provisions of this Development Order, it shall not be a condition of this Development Order to obtain commitments for those improvements identified in the Traffic Study toward which the Development contributes less than ten percent (10%) of the PM peak hour traffic.

SECTION TWO: That all Ordinances or parts of Ordinances in conflict with the provisions of this Ordinance be, and they are hereby repealed insofar as the same affect this Ordinance.

SECTION THREE: That the City Council finds the foregoing changes not to be a substantial deviation pursuant to Section 380.06(19), Florida Statutes, to the Development of Regional Impact Development Order.

SECTION FOUR: That this Ordinance shall become effective immediately after the date of the Development, or the part within the City, is designated a Regional Activity Center, or a part thereof, by the City or Tampa Bay Regional Planning Council in the manner provided by law. This Ordinance shall be null and void if the Development, or the part within the City, is not designated a Regional Activity Center, or a part thereof, by October 14, 1994.

FIRST READING THE 13th DAY OF January, 1994.

PUBLISHED THE 14th DAY OF January, 1994.

PUBLIC HEARING THE 27th DAY OF January, 1994.

PASSED THIS 27th DAY OF January, 1994.

AYES:(4) Council Members: Bailey,Matthews,Mischler and Mayor Bradbury

NAYS:(None)

ABSENT:Councilman, Armand Burke

ABSTAIN:(None)

APPROVED THIS 27th DAY OF January, 1994.

Cecil W. Bradbury
Cecil W. Bradbury
MAYOR

ATTEST:
Grace M. Kolar
Grace M. Kolar
CITY CLERK

EXHIBIT A

"Exhibit A" is a traffic report contained in three volumes that provides an analysis of the transportation impacts of the proposed Phase 1 of the gateway Centre DRI and Responses to Review Comments and Traffic Analysis. The initial two volume report, dated July 1993, was prepared by DSA Group, Inc., and includes narratives, maps, tables and other summaries that prescribe the methods and results of the analysis. The third volume includes substantial additional information in response to the comments of reviewing agencies. The report is the primary evidence provided by the project developer (Braewood Development Corp.) to rebut the presumption that the proposed development order amendment is a substantial deviation. Copies of the traffic report are available through the City Clerk's office.

EXHIBIT B

LAND USE EQUIVALENCY CHART
(SQUARE FEET)

	GENERAL OFFICE (710)	SHOPPING CENTER (820)	GENERAL LT. INDUSTRIAL (110)	WAREHOUSING (150)	HOTEL (310)
1000 sq. ft. GENERAL OFFICE (710) =	1000	165	1566	1891	1.46
1000 sq. ft. SHOPPING CENTER (820) =	6057	1000	9483	11457	8.83
1000 sq. ft. GENERAL LT. INDUSTRIAL (110) =	639	105	1000	1208	0.93
1000 sq. ft. WAREHOUSING (150) =	529	87	828	1000	0.77
1 room HOTEL (310) =	686	113	1074	1298	1.00

For Example: 1000 square feet of Office Space could be substituted for 991 square feet of Shopping Center.

ORDINANCE NO. 2230

STATE OF FLORIDA
DEPARTMENT OF COMMUNITY AFFAIRS

2740 CENTERVIEW DRIVE • TALLAHASSEE, FLORIDA 32399-2100

LAWTON CHILES
Governor

LINDA LOOMIS SHELLEY
Secretary

December 21, 1993

Mr. Jake Varn
Carlton, Fields, et al
P.O. Drawer 190
First Florida Bank Building
Tallahassee, Florida 32302

RE: ADA-886-017; Gateway Centre Development of Regional Impact (DRI)

Dear Mr. Varn:

The Department has completed its preliminary review of the Gateway Centre DRI amended development order (D.O.) that was adopted by the City of St. Petersburg, Florida, on November 18, 1993. The amended D.O. addresses the concerns that were raised by the Department during the review of the notice of proposed change and includes the provisions that were recommended by the Department.

The Department, however, still has several concerns with the Gateway Centre amended D.O. that was adopted by the City of Pinellas Park. It is the Department's understanding that prior to the expiration of the Department's appeal period for these two amendments, January 14, 1994, the City of Pinellas Park will withdraw its amended Gateway Centre D.O. and adopt a new amended development order containing the provisions agreed to in the St. Petersburg development order.

If the Department can be of further assistance to you in this matter, please contact John E. Baker at (904) 488-4925.

Sincerely,

J. Thomas Beck, Chief
Bureau of State Planning

cc: Tim Butts, TBRPC
Tom Shevlin, City of Pinellas Park
Ralph Stone, City of St. Petersburg
Robert Sebesta, Vista Properties

City of
PINELLAS PARK FLORIDA

5141 - 78TH AVE. • P.O. BOX 1100
PINELLAS PARK, FL 34664-1100

PHONE • (813) 541-0700
FAX • (813) 544-7448
SUNCOM • 969-1011

December 22, 1993

Mr. J. Thomas Beck, Chief
Bureau of State Planning
Department of Community Affairs
2740 Centerview Drive
Tallahassee, Florida 32399

RE: ADA 886-017 - Gateway Centre Development of Regional Impact

Dear Mr. Beck:

Please accept this letter as Pinellas Park's request to suspend the review of the amendment to the Development Order (Ord. No. 2217).

The City has begun processing a new amendment to the Development Order. The new amendment contains the provisions agreed to in the St. Petersburg Development Order. I am attaching a copy of the new amendment for your review and comments.

If you have any comments please contact me at (813)541-0756.

Sincerely,

Thomas L. Shevlin
Zoning Division Director

TLS/pak

Attachment

pc: Ronald Forbes, City Manager
James Madden, Assistant City Manager
Robert Sebesta, Gateway Centre
Tim Butts, TBRPC
Ralph Stone, City of St. Petersburg

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City of
PINELLAS PARK FLORIDA

5141 - 78TH AVE. • P.O. BOX 1100
PINELLAS PARK, FL 34664-1100

PHONE • (813) 541-0700
FAX • (813) 544-7448
SUNCOM • 969-1011

January 4, 1994

REVISED

Mr. J. Thomas Beck, Chief
Bureau of State Planning
Department of Community Affairs
2740 Centerview Drive
Tallahassee, Florida 32399

RE: ADA 886-017 - Gateway Centre Development of Regional Impact

Dear Mr. Beck:

Please accept this letter as Pinellas Park's request to withdraw from review the amendment to the Gateway Centre Development Order (Ord. No. 2217).

The City has begun processing a new amendment to the Development Order. The new amendment contains the provisions agreed to in the St. Petersburg Development Order. I am attaching a copy of the new amendment for your review and comments.

If you have any comments please contact me at (813)541-0756.

Sincerely,

Thomas L. Shevlin
Zoning Division Director

TLS/pak

Attachment

pc: Ronald Forbes, City Manager
James Madden, Assistant City Manager
Robert Sebesta, Gateway Centre
Tim Butts, TBRPC
Ralph Stone, City of St. Petersburg

PRINTED ON RECYCLED PAPER

CITY OF ST. PETERSBURG

December 1, 1993

Thomas Beck
Florida Department of Community Affairs
2740 Centerview Drive
Tallahassee, Florida 32399

Julia E. Greene
Executive Director
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, Florida 33702

Robert Sebesta
Vista Properties
3101 Gandy Boulevard
St. Petersburg, Florida 33702

RE: Rendering of Adopted Amendment
Gateway Centre DRI
St. Petersburg, Florida

Dear Mr. Beck, Ms. Greene, and Mr. Sebesta:

Pursuant to section 380.07 Florida Statutes, the City of St. Petersburg is providing each of your respective agencies/company with certified copies of the adopted first amendment to the Gateway Centre DRI, thus beginning the 45 day appeal period. The amendment (Ordinance 115-G) was adopted by City Council on November 18, 1993.

If you have any questions, please contact Dave Goodwin at (813) 893-7868.

Sincerely,

Ralph Stone

Ralph Stone
Planning and Community Codes Services Director

Attachment

cc: Julie Weston, Manager, Advance Planning
Dave Goodwin, Planner III
Tom Shevlin, City of Pinellas Park

DG:C:\WPC\GCDRI\RENDER

CERTIFICATION

I, JANE K. BROWN, CITY CLERK hereby certify that the above and foregoing is a true and correct copy of the original as it appears in the official files of the City Clerk of the City of St. Petersburg, Florida, Witness my hand and seal of the City this 30th day of November A.D., 1993.

JANE K. BROWN, City Clerk
City of St. Petersburg, Florida

By Cathy E. [illegible]



ORDINANCE NO. 115-G

AN ORDINANCE AMENDING ORDINANCE NO. 939-F BY AMENDING SECTION FOUR, "CONDITIONS OF DEVELOPMENT APPROVAL" BY DELETING PARAGRAPH 18 "TRAFFIC CIRCULATION" IN ITS ENTIRETY AND CREATING A NEW PARAGRAPH 18; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

THE CITY OF ST. PETERSBURG DOES ORDAIN:

Section 1. That Section 4, "Conditions of Development Approval" of Ordinance 939-F is hereby amended by deleting Paragraph 18 "Traffic Circulation" in its entirety and creating a new Paragraph 18 "Traffic Circulation" to read as follows:

18. Traffic Circulation: The City has determined through a traffic study, attached as "EXHIBIT A", pursuant to the provisions of Section 380.06, Florida Statutes, Rule 9J-2.0255, Florida Administrative Code, and the applicable policies of the Tampa Bay Regional Planning Council, that the Development will not have any adverse impact on any regionally significant roadways until the Development generates 1,626 vehicles per hour during the PM peak period (VPH), except for the intersection of Gandy Boulevard and Gateway Centre Parkway (28th Street), which the developer has mitigated its impact on said intersection pursuant to Rule 9J-2.0255, Florida Administrative Code. For the purposes of this Development Order, the term VPH is defined as the total number of vehicle trips actually generated by the existing development plus the total number of vehicle trips estimated to be generated by the Development upon full occupancy of buildings for which applications for building permits have been filed, during the peak one hour period on adjacent roadways between the hours of 4:00 p.m. and 6:00 p.m. on an average typical weekday. Traffic related to construction or traffic internal to the Development shall not be included in VPH calculations. The Applicant shall track and report the VPH number as part of the annual report.

A. Phase 1 (October 30, 1986 - December 31, 1997) of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 1 shall terminate when the Applicant constructs 300,000 square feet of office space, 900,000 square feet of light industrial space, 50,000 square feet of commercial space and 500 hotel rooms or any other combination of the above approved uses which generates 1,626 VPH.

In Phase I the Applicant may trade off square footage of any of the approved uses for additional square footage of any other approved use; however, in no case shall the commercial space exceed 100,000 square feet. The trade offs shall be calculated by using the Land Use Equivalency Chart on Exhibit B. Further, in no event shall the trade off mechanism be used to exceed the maximum square footage or rooms authorized by this Development Order. Following the City's approval of any such trade off, the City shall provide to the Department of Community Affair's ("Department") and TBRPC a copy of said approval. The estimation of trip generation will be based on the Institution of Transportation Engineers Manual "Trip Generation" (Fifth Edition). Except for the intersection of Gandy Boulevard and Gateway Centre Parkway (28th Street), no regionally significant traffic impacts were identified for Phase 1.

Provided, however, in the event that the Gateway Expressway is not under construction by December 31, 1996, the City shall not issue any new building permits for Phase I until such time as either the Gateway Expressway is under construction or this Development Order is amended to reflect the regional transportation improvements required to mitigate the traffic impacts created because of the failure to construct the Gateway Expressway. For the purposes of this paragraph, the Gateway Expressway shall be that project described as Project No. 921026, 118th Av-34th St/I-275 Ph I, in the Pinellas County Six Year Capital Improvment Program, 1994-1999.

B. Phase 2 (January 1, 1998 - November 5, 1999) of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 2 shall commence when the Applicant constructs 300,000 square feet of office space, 900,000 square feet of light industrial space, 50,000 square feet of commercial space and 500 hotel rooms or any other combination of the above approved uses which generates 1,626 VPH by the Development. Phase 2 shall terminate when the Applicant constructs 3,031,000 square feet of office space and 2,520,000 square feet of light industrial space and 246,000 square feet of commercial space and 700 hotel rooms or when the Development generates 60,552 external average daily trips, whichever occurs first. Prior to the issuance of building permits for vertical construction which will cause the Development to exceed 300,000 square feet of office space, 900,000 square feet of light industrial space, 50,000 square feet of commercial space and 500 hotel rooms or any combination of the above approved uses which causes the Development to exceed 1,626 VPH, the Applicant shall:

1. Complete a second transportation study pursuant to the provisions of Section 380.06, Florida Statutes, Rule 9J-2.0255, Florida Administrative Code and the applicable policies of the Tampa Bay Regional Planning Council ("TBRPC") Goal 20.9 or, if adopted, the uniform statewide standards, as adopted by the Department or the state land planning agency, and with generally accepted traffic methodology in effect at the time of commencement of the study. The study shall identify regional transportation improvements required to mitigate the traffic impacts of both Phase 1 and Phase 2 of the Development ("Needed Improvements"). Needed Improvements shall include: right-of-way acquisition fees, land cost, application fee and construction cost.

2. Secure commitments consistent with the Department's requirements to construct the Needed Improvements, or in the alternative, satisfy the requirements of Rule 9J-2.0255, Florida Administrative Code, or the Transportation Enhancement Shares ("TES") share as determined pursuant to TBRPC policy 20.11.14 or, if adopted, the uniform statewide standards, as adopted by the state land planning agency, ("Fair Share Contribution"). The Applicant may elect to fund, design and construct one or more transportation improvement(s) to the regional road network in the area of the Development using Applicant's Fair Share Contribution, in accordance with Rule 9J-2.0255, Florida Administrative Code. To the extent the Applicant has paid impact fees during Phase 1 pursuant to Pinellas County's Transportation Impact Fee Ordinance Number 86-43, as amended, ("Phase 1 Impact Fees"), the Applicant shall receive a credit in the amount of the Phase 1 Impact Fees against its Fair Share Contribution.

3. In lieu of Section Four, Paragraph 18.B.2 above, the Applicant may subphase Phase 2 of the Development when such subphasing identifies and ties specific amounts of project development to specific improvements to regionally significant roadway network ("Subphase Needed Improvements"). Such subphasing shall be acceptable under the following conditions:

   (a) The City and the Department ~~shall~~ concur with the defined amount of development to be specifically allowed;

   (b) The Applicant has delivered secured commitments to construct the Subphase Needed Improvements, or in the alternative, has paid its Fair Share Contribution of the Subphase Needed Improvements.

4. Receive a credit in the amount of the Fair Share Contribution paid by the

Applicant against impact fees assessed during Phase 2 pursuant to Pinellas County's Transportation Impact Fee Ordinance Number 86-43, as amended.

5. Prior to the issuance if any building permit for Phase II or any subphase thereof and following the completion of the second transportation study provided for in subsection B.1 above, this Development Order shall be amended to reflect any required regional transportation improvements to mitigate the Development's impacts.

C. The City shall not be obligated to make any commitments to construct or contribute any funds toward construction of the Needed Improvements or Subphase Needed Improvements.

D. The Applicant shall contribute its fair share of the cost of funding the establishment and operation of a Transportation Management Organization for the Gateway Area of Pinellas County ("Transportation Management Organization"), not to exceed Seventy Five Thousand Dollars ($75,000.00) within ten (10) days after receipt of a written request by the Metropolitan Planning Organization ("MPO") for such funds. The request shall set forth the final cost of said Transportation Management Organization and the calculation of Applicant's fair share.

E. If the Development is designated as or becomes a part of a regional activity center as defined by the TBRPC or the City, then notwithstanding any other provisions of this Development Order, it shall not be a condition of this Development Order to obtain commitments for those improvements identified in the Traffic Study toward which the Development contributes less than ten percent (10%) and more than five percent (5%) of the p.m. peak hour traffic.

SECTION 2. City Council finds that the foregoing change is not a substantial deviation pursuant to Chapter 380.06 (19), F.S. to the Development Order for the Gateway Centre Development of Regional Impact.

SECTION 3. Severability. The provisions of this ordinance shall be deemed to be severable. If any portion of the ordinance is deemed unconstitutional it shall not effect the constitutionality of any other portion of this ordinance.

SECTION 4. This ordinance shall become effective immediately after the date the Development, or the part within the City, is designated a Regional Activity Center by the City or the Tampa Bay Regional Planning Council in the manner provided by law. This Ordinance shall be null and void if the Development, or the part within the City, is not designated a Regional Activity Center by October 14, 1994.

Passed by St. Petersburg City Council on first reading on the 7th day of October, 1993.

Passed by St. Petersburg City Council on second and final reading as amended, on the 18th day of November, 1993.

Chair-Councilmember
Presiding Officer of the City Council

ATTEST:

Acting City Clerk

Title Published: Times 11-[illegible]

EXHIBIT "A"

"Exhibit A" is a traffic report contained in ~~two~~ three volumes that provides an analysis of the transportation impacts of the proposed Phase 1 of the Gateway Centre DRI and Responses to Review Comments and Traffic Analysis. The initial two volume report, dated July, 1993, was prepared by DSA Group Inc., and includes narratives, maps, tables and other summaries that describe the methods and results of the analysis. The third volume includes substantial additional information in response to the comments of reviewing agencies. The report is the primary evidence provided by the project developer (Braewood Development Corp.) to rebut the presumption that the proposed development order amendment is a substantial deviation. Copies of the traffic report are available through the City Clerk's Office or the Planning and Community Codes Services Department.

EXHIBIT B

LAND USE EQUIVALENCY CHART
(SQUARE FEET)

	GENERAL OFFICE (710)	SHOPPING CENTER (820)	GENERAL LT. INDUSTRIAL (110)	WAREHOUSING (150)	HOTEL (310)
1000 sq. ft. GENERAL OFFICE (710) =	1000	165	1566	1891	1.46
1000 sq. ft. SHOPPING CENTER (820) =	6057	1000	9483	11457	8.83
1000 sq. ft. GENERAL LT. INDUSTRIAL (110) =	639	105	1000	1208	0.93
1000 sq. ft. WAREHOUSING (150) =	529	87	828	1000	0.77
1 room HOTEL (310) =	686	113	1074	1298	1.00

For Example: 1000 square feet of office space could be substituted for 991 square feet of Shopping Center.

City of
PINELLAS PARK FLORIDA

5141 - 78TH AVE. • P.O. BOX 1100
PINELLAS PARK, FL 34664-1100

PHONE • (813) 541-0700
FAX • (813) 544-7448
SUNCOM • 969-1011

October 21, 1993

Mr. Tim Butts
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, Florida 33702

RE: GATEWAY CENTRE DRI - CITY ORDINANCE NO. 2217 - MS 93-10

Dear Mr. Butts:

Enclosed is a certified copy of Ordinance No. 2217 and appropriate exhibits as approved by City Council on October 14, 1993. A certified copy of this material is also being sent to the Department of Community Affairs, City of St. Petersburg, and Braewood Development Corporation.

If you have any questions, please feel free to call me at (813)541-0756.

Sincerely,

Thomas L. Shevlin

Thomas L. Shevlin
Zoning Division Director

TLS/pak

Attachment

pc: Robert Sebesta
David Goodwin
Thomas Beck

A:\MS93-10.DCA

PRINTED ON RECYCLED PAPER

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PINELLAS PARK FLORIDA

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STATE OF FLORIDA)
COUNTY OF PINELLAS) SS
CITY OF PINELLAS PARK)

I, KATHY L. WITHERINGTON, the duly qualified Deputy City Clerk of the CITY OF PINELLAS PARK, COUNTY OF PINELLAS, STATE OF FLORIDA, do hereby certify that the foregoing and hereto attached contains a full, true and correct copy of Ordinance No. #2217, adopted by the City Council of the City of Pinellas Park, Florida, on October 14, 1993, as the same appears of Record and in the files in my office.

IN WITNESS WHEREOF, I have hereto set my hand and affixed the corporate seal of the said CITY OF PINELLAS PARK, PINELLAS COUNTY, FLORIDA, this 18th day of October, 1993.

Kathy L. Witherington
Kathy L. Witherington
Deputy City Clerk
City of Pinellas Park

mailed 10/22
received 10/25

PRINTED ON RECYCLED PAPER

ORDINANCE NO. 2217

AN ORDINANCE AMENDING ORDINANCE NO. 1617, AS AMENDED, BY AMENDING SECTION FOUR, "CONDITIONS OF DEVELOPMENT APPROVAL" BY DELETING PARAGRAPH 19 "TRAFFIC CIRCULATION" IN ITS ENTIRETY; CREATING A NEW PARAGRAPH 19; PROVIDING FOR REPEAL OF ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HEREWITH TO THE EXTENT OF SUCH CONFLICT; PROVIDING FOR A FINDING OF NO SUBSTANTIAL DEVIATION; PROVIDING FOR AN EFFECTIVE DATE.

BE IT ORDAINED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF PINELLAS PARK, PINELLAS COUNTY, FLORIDA, AS FOLLOWS:

SECTION ONE: That Section Four "Conditions of Development Approval" of Ordinance No. 1617, as amended, is hereby amended by deleting Paragraph 19 "Traffic Circulation" in its entirety and creating a new Paragraph 19 "Traffic Circulation" so that said Paragraph 19 "Traffic Circulation" shall hereafter be and read as follows:

19. TRAFFIC CIRCULATION

The City has determined through a traffic study, attached as "EXHIBIT A," pursuant to the provisions of Section 308.6, Florida Statutes, Rule 9J-2.0255, Florida Administrative Code, and the applicable policies of the Tampa Bay Regional Planning Council, that the Development will not have any adverse impact on any regionally significant roadways until the Development generates 1,626 vehicles per hour during the PM peak period (VPH). For the purposes of this Development Order, the term VPH is defined as the total number of vehicle trips actually generated plus the total number of vehicle trips estimated to be generated by the Development upon full occupancy of buildings for which applications for building permits have been filed, during the peak one hour period on adjacent roadways between the hours of 4:00 PM and 6:00 PM on an average typical weekday. Traffic related to construction or traffic internal to the Development shall not be included in VPH calculations. The Applicant shall track and report the VPH number as part of the annual report.

A. Phase 1 (November 6, 1986-December 31, 1997) of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 1 shall terminate when the Applicant constructs 300,000 square feet of office space and 900,000 square feet of light industrial space and 50,000 square feet of commercial space and 500 hotel rooms or any other combination of the above approved uses which generates 1,626 VPH. The Applicant may trade off square footage of any of the above approved uses for additional square footage of any other approved use. The trade offs shall be calculated by using the Land Use Equivalency Chart on Exhibit B. The estimation of trip generation will be based on the Institute of

Transpor ion Engineers Manual "Trip G ration" (Fifth Addition). No regionally significant traffic impacts were identified for Phase 1.

B. Phase 2 (January 1, 1998-November 5, 1999) of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 2 shall commence when the Applicant constructs 300,000 square feet of office space and 900,000 square feet of light industrial space and 50,000 square feet of commercial space and 500 hotel rooms or any other combination of the above approved uses which generates 1,626 VPH by the Development. Phase 2 shall terminate when the Applicant constructs 3,031,000 square feet of office space and 2,520,000 square feet of light industrial space and 246,000 square feet of commercial space and 700 hotel rooms. Prior to the issuance of building permits for vertical construction which will cause the Development to exceed 300,000 square feet of office space and 900,000 square feet of light industrial space and 50,000 square feet of commercial space and 500 hotel rooms or any other combination of the above approved uses which causes the Development to exceed 1,626 VPH, the Applicant shall:

1. Complete a second transportation study pursuant to the provisions of Section 380.06, Florida Statutes, Rule 9J-2.0255, Florida Administrative Code and the applicable policies of the Tampa Bay Regional Planning Council ("TBRPC") Goal 20.9 or, if adopted, the uniform statewide standards, as adopted by the state land planning agency, and with generally accepted traffic methodology in effect at the time of commencement of the study. The study shall identify regional transportation improvements required to mitigate the traffic impacts of both Phase 1 and Phase 2 of the Development ("Needed Improvements"). Needed Improvements shall include: right-of-way acquisition fees, land cost, application fee and construction cost.
2. Secure commitments to construct the Needed Improvements, or in the alternative, pay the greater share of the proportionate share contribution as determined pursuant to Rule 9J-2.0255, Florida Administrative Code, or the Transportation Enhancement Shares ("TES") share as determined pursuant to Tampa Bay Regional Planning Council policy 20.11.14 or, if adopted, the uniform statewide standards, as adopted by the state land planning agency, ("Fair Share Contribution"). The Applicant may elect to fund, or to fund, design and construct one or more transportation

improvement(s) to the regional road network in the area of the Development using Applicant's Fair Share Contribution, in accordance with the Department of Community Affair's policy regarding pipeline mitigation of transportation impacts. To the extent the Applicant, or subsequent Development owners, have paid impact fees during Phase 1 pursuant to Pinellas County's Transportation Impact Fee Ordinance Number 86-43, as amended, ("Phase 1 Impact Fees"), the Applicant shall receive a credit in the amount of the Phase 1 Impact Fees against its Fare Share Contribution.

3. In lieu of Section Four, Paragraph 19.B.2 above, the Applicant may subphase Phase 2 of the Development when such subphasing identifies and ties specific amounts of project development to specific improvements to regionally significant roadway network ("Subphase Needed Improvements"). Such subphasing shall be acceptable under the following conditions:
   (a) The City and the Department of Community Affairs shall concur with the defined amount of development to be specifically allowed;
   (b) The Applicant has delivered secured commitments to construct the Subphase Needed Improvements, or in the alternative, has paid its Fair Share Contribution of the Subphase Needed Improvements.
4. Receive a credit in the amount of the Fair Share Contribution paid by the Applicant against impact fees assessed during Phase 2 pursuant to Pinellas County's Transportation Impact Fee Ordinance Number 86-43, as amended.

C. The City has made the following expenditures towards traffic improvements for this Development:

78th Avenue extension, U.S. 19 to Gandy Blvd. - $107,243.37

34th Street, 70th Avenue to Gandy Blvd., and 70th Avenue, U.S. 19 to 34th Street - $1,067,091.77

Intersection improvements at Park Blvd. and 49th Street - $1,738,596.67

Intersection improvements at Park Blvd. and 66th Street - $284,380.40

Total expenditures - $3,197,312.21

The City shall not be obligated to make any further commitments to construct or contribute any funds toward construction of the Needed Improvements or Subphase Needed Improvements.

D. The Applicant has contributed $375,000 which the City has spent

towards e above mentioned improvemen and is included in the City's figures.

E. The Applicant shall contribute its fair share of the cost of funding the establishment and operation of a Transportation Management Organization for the Gateway Area of Pinellas County ("Transportation Management Organization"), not to exceed Seventy Five Thousand Dollars ($75,000.00), within ten (10) days after receipt of a written request by the Metropolitan Planning Organization ("MPO") for such funds. The request shall set forth the final cost of said Transportation Management Organization and the calculation of Applicant's fair share.

SECTION TWO: That all Ordinances or parts of Ordinances in conflict with the provisions of this Ordinance be, and they are hereby repealed insofar as the same affect this Ordinance.

SECTION THREE: The City Council finds the foregoing changes not to be a substantial deviation pursuant to Section 380.06(19), Florida Statutes, to the Development of Regional Impact Development Order.

SECTION FOUR: That this Ordinance shall be in full force and effect immediately after the date the Development is designated a Regional Activity Center, or a part thereof, by the City or the Tampa Bay Regional Planning Council in the manner provided by law. This Amendment shall be null and void if the Development is not designated a Regional Activity Center, or a part thereof, by October 14, 1994.

EXHIBIT B

LAND USE EQUIVALENCY CHART
(SQUARE FEET)

	GENERAL OFFICE (710)	SHOPPING CENTER (820)	GENERAL LT. INDUSTRIAL (110)	WAREHOUSING (150)	HOTEL (310)
1000 sq. ft. GENERAL OFFICE (710) =	1000	165	1566	1891	1.46
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1000 sq. ft. WAREHOUSING (150) =	529	87	828	1000	0.77
1 room HOTEL (310) =	686	113	1074	1298	1.00

For Example: 1000 square feet of Office Space could be substituted for 991 square feet of Shopping Center.

PUBLISHED THE 1st DAY OF October, 1993.

FIRST READING 23rd DAY OF September, 1993.

PUBLIC HEARING THE 14th DAY OF October, 1993.

PASSED THIS 14th DAY OF October, 1993.

AYES: (5) Councilmembers: Bailey, Burke, Matthews, Mischler and Mayor Bradbury

NAYS: (0) None

ABSENT: (0) None

ABSTAIN: (0) None

APPROVED THIS 14th DAY OF October, 1993.

Cecil W. Bradbury

Cecil W. Bradbury
MAYOR

ATTEST:

Grace M. Kolar

CITY CLERK

Pinellas Park NEWS

Published Weekly on Fridays
Pinellas Park, Pinellas County, Florida

NOTICE OF PUBLIC HEARING UPON ORDINANCE

Notice is hereby given that the City Council of Pinellas Park, Florida, will hold a PUBLIC HEARING upon the following ORDINANCE NO. 2217 in City Hall, 5141-78th Avenue, Pinellas Park, Florida on the 14th day of October, 1993 at 7:30 P.M., the title of said Ordinance being as follows:

ORDINANCE NO. 2217

AN ORDINANCE AMENDING ORDINANCE NO. 1617, AS AMENDED, BY AMENDING SECTION FOUR, "CONDITIONS OF DEVELOPMENT ORDER" BY DELETING PARAGRAPH 19 "TRAFFIC CIRCULATION" IN ITS' ENTIRETY; CREATING A NEW PARAGRAPH 19; PROVIDING FOR REPEAL OF ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HEREWITH TO THE EXTENT OF SUCH CONFLICT; PROVIDING FOR A FINDING OF NO SUBSTANTIAL DEVIATION; PROVIDING FOR AN EFFECTIVE DATE.

This Ordinance is available for review, in the City Clerk's Department. Interested parties are invited to attend this meeting and be heard.

Any person who decides to appeal any decision of the City Council, City Board, or City Commission, with respect to any matter considered at this meeting will need a record of the proceedings, and for such purpose, may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based.

The City maintains a tape recording of all public hearings. In the event that you wish to appeal a decision, the tape may or may not adequately ensure a verbatim record of the proceedings, therefore, you may wish to provide a court reporter at your expense.

For the hearing impaired, a deaf interpreter will be made available upon requests made at least 72 hours in advance.

GRACE M. KOLAR, CMC
CITY CLERK
CITY OF PINELLAS PARK
10006

October 1, 1993

100126

STATE OF FLORIDA
COUNTY OF PINELLAS

Before the undersigned authority personally appeared Nancy A. Ma who on oath says that (s)he is the Legal Account Executive of the Pinellas Par weekly newspaper published at Pinellas Park in Pinellas County, Florida; that copy of advertisement NOTICE OF PUBLIC HEARING UPON OR

in the matter of ORDINANCE NO. 2217

in the City of Pinellas Park Court, was published in said newspaper in the issues of October 1, 1993

Affiant further says that the said Pinellas Park NEWS is a newspaper published at Pinellas Park, in said Pinellas County, Florida, and that the said newspaper has heretofore been continuously published in said Pinellas County, Florida, each week and has been entered as second class mail matter at the post office in Pinellas Park in said Pinellas County, Florida, for a period of one year next preceding the first publication of the attached copy of advertisement; and affiant further says that(s)he has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in said newspaper.

$ 18.06

Nancy A. Mark

Sworn to and subscribed before me
this 1st day of October, A.D.
19 93

Hope Y. Weston
(SEAL) Notary Public

Notary Public, State of Florida
HOPE Y. WESTON
My Comm. Exp. Dec. 30, 1995
Comm. No. CC 182005

OCT 04 1993

CLERK'S OFFICE

City of
PINELLAS PARK FLORIDA

5141 - 78TH AVE. • PINELLAS PARK, FLA 34665-2498

PHONE • (813) 541-0700
FAX • (813) 544-7448
SUNCOM • 969-1011

STATE OF FLORIDA)
COUNTY OF PINELLAS) SS
CITY OF PINELLAS PARK)

I, PATRICIA J. STAGEBERG, the duly qualified Deputy City Clerk of the CITY OF PINELLAS PARK, COUNTY OF PINELLAS, STATE OF FLORIDA, do hereby certify that the foregoing and hereto attached contains a full, true and correct copy of Ordinance No. 2109, adopted by the City Council of the City of Pinellas Park, Florida, on April 23, 1992, as the same appears of Record and in the files in my office.

IN WITNESS WHEREOF, I have hereto set my hand and affixed the corporate seal of the said CITY OF PINELLAS PARK, PINELLAS COUNTY, FLORIDA, this 18th day of May, 1992.

Patricia J. Stageberg
Deputy City Clerk
City of Pinellas Park

hand delivered
5/21/92
by Tom Sheulin

PRINTED ON RECYCLED PAPER

ORDINANCE NO. 2109

AN ORDINANCE AMENDING ORDINANCE NO. 1617, AS AMENDED, BY AMENDING SECTION THREE "GENERAL PROVISIONS" BY AMENDING PARAGRAPHS NOS. 9 AND 10 BY EXTENDING THE TIME PERIODS TO A TOTAL OF SEVENTEEN (17) YEARS AND THREE HUNDRED SIXTY-FOUR (364) DAYS; BY AMENDING SECTION FOUR "CONDITIONS OF DEVELOPMENT ORDER" BY AMENDING PARAGRAPH 13 "INCREMENT SCHEDULE" A; TO PROVIDE FOR DEVELOPMENT OVER A TWELVE (12) YEAR THREE HUNDRED SIXTY-FOUR (364) DAY PERIOD; BY AMENDING PARAGRAPH 19 ITEMS B.1.b AND B.3.i BY PROVIDING FOR GANDY BOULEVARD INTERIM IMPROVEMENTS AND C.3(1),(2),(3) AND (4) BY PROVIDING FOR TRAFFIC MONITORING; BY AMENDING THE EXPIRATION DATE OF THE DEVELOPMENT ORDER; BY AMENDING EXHIBITS "D" AND "G" LEGAL DESCRIPTION TO PROVIDE FOR PROPERTIES ADDED TO THE DEVELOPMENT; PROVIDING FOR THE COST OF DEFENSE OF ANY APPEALS OR SUITS ARISING FROM THE DEVELOPMENT ORDER; PROVIDING FOR REPEAL OF ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HEREWITH TO THE EXTENT OF SUCH CONFLICT; PROVIDING FOR A FINDING OF NO SUBSTANTIAL DEVIATION; PROVIDING FOR AN EFFECTIVE DATE. (MS 91-11B)

BE IT ORDAINED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF PINELLAS PARK, PINELLAS COUNTY, FLORIDA, AS FOLLOWS:

SECTION ONE: That Section Three "General Provisions" of Ordinance No. 1617, as amended, is hereby amended by amending Paragraph Nos. 9 and 10 so that said Paragraph Nos. 9 and 10 shall hereafter be and read as follows:

9. This Development Order shall remain in effect through and including November 4, 2004, a period of seventeen (17) years and three hundred and sixty-four (364) days from the effective date hereof. (This is an extension of two (2) years and three hundred sixty-four (364) days from the original fifteen (15) year period). Any development activity for which plans have been submitted to the City for review and approval prior to the expiration date of this Order may be completed, if approved. This Order may be extended by the City Council as herein provided upon a finding of excusable delay in any proposed development activity.

10. The City agrees that prior to November 4, 2004, a period of seventeen (17) years and three hundred and sixty-four (364) days from the effective date of this Development Order, (this is an extension of two (2) years and three hundred and sixty-four (364) days from the original Development Order) the Development shall not be subject to down zoning, unit density reduction, or intensity reduction, unless the City can demonstrate that substantial changes in the conditions underlying the approval of this Development Order have occurred or the Development Order was based on substantially inaccurate information provided by the Applicant or that the change is clearly established by the City to be essential to the public health, safety, or welfare (Section 380.06(15)(c)(3), Florida Statutes) (1989).

SECTION TWO: That Section Four "Conditions of Development Approval" of Ordinance No. 1617, as amended, is hereby amended by amending "13. Increment Schedule", Paragraph A, so that "13. Increment Schedule", Paragraph A shall hereafter be and read as follows:

13. Increment Schedule

A. Construction of the Development is proposed to occur by November 5, 1999, a twelve (12) year three hundred and sixty-four day period, from the effective date hereof, with construction of necessary infrastructure to commence no later than one (1) year from the effective date of this Development Order. (This is an extension of two

(2) ears and three hundred sixty-four (364) days from the original Development Order).

SECTION THREE: That Section Four "Conditions of Development Approval" of Ordinance No. 1617, as amended, is hereby amended by amending "19. Traffic Circulation" Paragraph B.1.b., B.3.i and Paragraph C.3. so that "19. Traffic Circulation", Paragraph B.1.b., B.3.i and Paragraph C.3. shall hereafter be and read as follows:

19. Traffic Circulation

B.1.b. Those improvements as identified in the Letter of Understanding from Florida Department of Transportation dated August 6, 1991 ("LOU"), which LOU is attached hereto as Appendix "A" and incorporated herein by reference (hereinafter collectively called the "Gandy Boulevard Interim Improvements") shall have commenced and be fully funded.

B. 3. i Upon the effective date of this Development Order, the City shall expeditiously commence the planning, engineering, right-of-way acquisition, permitting and construction of the Phase 1 Secured Commitments described in Paragraph 19B.3b-c and e-f of Section 4 of this Development Order.

All items required to be done by the City, as described herein, are in the City's Capital Improvements Program. The construction of the improvements shall be in substantial compliance with the following timetables:

Park Boulevard and 49th Street intersection

improvement is to be substantially (operationally) completed by September 30, 1994.

34th Street and 70th Avenue improvement is to be substantially (operationally) completed by September 30, 1993.

78th Avenue improvement is to be substantially (operationally) completed by September 30, 1994.

Park Boulevard and 66th Street intersection improvement is to be substantially (operationally) completed by September 30, 1996.

So long as the Applicant is complying with its obligations hereunder, the City has the responsibility for going forward with its commitments as to said improvements on a timely basis and the City will not remove said improvements from its Capital Improvements Program.

C. 3. Construction of the Gandy Boulevard Interim Improvements, as defined in Appendix "A", shall be in substantial compliance with the following timetable:

(1) Planning and engineering shall be completed on or before February 1, 1993.

(2) Right-of-way acquisition shall be completed on or before March 1, 1993.

Gateway Centre DRI Addendum for Proposed Change dated September, 1991 and that the Gandy Boulevard and 28th Street intersection operates below an acceptable LOS, a new analysis shall be completed by the developer identifying appropriate mitigation measures that can be employed that will maintain acceptable operating conditions at all Gateway Centre access points with particular emphasis on the intersection of Gandy Boulevard and 28th Street. Such on going analysis shall not impose a requirement of further mitigation by the developer as to Phases I and II, but all deficiencies thereby identified shall be addressed by the Applicant incident to Phase III mitigation.

The cost of the design and construction of the Gandy Boulevard Interim Improvements shall initially be funded one hundred percent (100%) by the Applicant, but shall ultimately be borne as follows:

a. The PPWMD, approximately two percent (2%), but not to exceed Two Hundred and Fifty Thousand Dollars ($250,000.00).

b. The City, twenty-eight percent (28%), and the City of St. Petersburg and/or other source, in the aggregate twenty-eight percent (28%), but not to exceed Two

Million Eight Hund Thousand Dollars ($2,800,000.00) each.

c. FDOT and/or Pinellas County, fourteen percent (14%), but not to exceed One Million Four Hundred Thousand Dollars ($1,400,000.00).

d. The CDD and/or the Applicant, the balance of the total cost thereof.

The City shall not be obligated to pay more than Two Million Eight Hundred Thousand Dollars ($2,800,000.00) toward the cost of design and construction of the Gandy Boulevard Interim Improvements. Any shortfall in funding of the estimated Ten Million Dollars ($10,000,000.00) cost of design and construction of the Gandy Boulevard Interim Improvements shall not be the responsibility of the City, but, rather, shall be the responsibility of the Applicant or other source secured by the Applicant.

The schedule of reimbursement for this improvement shall be:

(1) PPWMD

(2) City and City of St. Petersburg and/or other source, on an equal basis, and provided that One Million Eight Hundred Seventy-Five Thousand (1,875,000) aggregate square feet of development has been permitted and is under construction

in the City and ıe City of St. Petersburg.

(3) FDOT and/or Pinellas County

SECTION FOUR: That Section Five: Expiration Date, of Ordinance No. 1617, as amended, is hereby amended and shall hereafter be and read as follows:

SECTION FIVE: Expiration Date. Unless amended pursuant to the procedures outlined in Chapter 380, Florida Statutes (1985), the terms and conditions of this Development Order shall expire as of seventeen (17) years and three hundred sixty four (364) days (November 4, 2004, an extension of two (2) years and three hundred and sixty-four (364) days from the original fifteen (15) year period) from the effective date of this Development Order, provided, however, that nothing herein shall be deemed to in any way alter or amend the effective period of the CC&R.

Should construction of the Development not be completed in accordance with the provisions of this Development Order, as the same may be lawfully amended from time to time, the City shall initiate appropriate land use and rezoning proceedings necessary to restore the land use and zoning on all property described in Exhibit "G" attached hereto to that which was in effect as of the effective date of this Development Order, or to such other suitable land use designation and zoning classification as may be deemed proper by the City. The Applicant shall be deemed to have consented to all such changes to land use and zoning.

SECTION FIVE: That Exhibits "D" and "G" of Ordinance No. 1617, as amended, are hereby amended, and described in Exhibit "1" attached hereto and incorporated herein by reference, by amending

the legal descript ıs of Exhibits "D" and ' to include real property added to the Development so that said legal descriptions of Exhibits "D" and "G" shall hereafter be and read as described in Exhibit "1", attached hereto and made a part hereof.

SECTION SIX: The cost of defense of any appeals or suits arising from this Development Order, by parties with standing, shall be borne by the Applicant. The City shall reasonably cooperate with the Applicant in any such appeal, including, without limitation, the appointment of special counsel to the City to defend any such appeal and the amendment (with the City's and Applicant's consent) of this Development Order.

SECTION SEVEN: That all Ordinances or parts of Ordinances in conflict with the provisions of this Ordinance be, and they are hereby repealed insofar as the same affect this Ordinance.

SECTION EIGHT: The City Council finds the foregoing changes not to be a substantial deviation pursuant to Section 380.06(19), Florida Statutes, to the Development of Regional Impact Development Order.

SECTION NINE: That this Ordinance shall in full force and effect immediately after its passage and approval in the manner provided by law.

FIRST READING 19th DAY OF December, 1991.

PUBLISHED THE 27th DAY OF December, 1991.

PUBLIC HEARING THE 9th DAY OF January, 1992.

PASSED THIS 23rd DAY OF April, 1992.

AYES: (4) Councilmembers: Bailey, Matthews, Mischler, and Mayor Bradbury

NAYS: (0) None

ABSENT: (1) Councilwoman Connolly

ABSTAIN: (0) None

APPROVED THIS 23rd DAY OF April, 1992.

Cecil W. Bradbury
MAYOR

ATTEST:

Patricia J. Stageberg
DEPUTY CITY CLERK

NOTICE OF PUBLIC HEARING UPON ORDINANCE

Notice is hereby given that the City Council of Pinellas Park, Florida, will hold a PUBLIC HEARING upon the following ORDINANCE NO. 2109 in City Hall, 5141-78th Avenue, Pinellas Park, Florida on the 9th day of January, 1992 at 7:30 P.M., the title of said Ordinance being as follows:

ORDINANCE NO. 2109

AN ORDINANCE AMENDING ORDINANCE NO. 1617, AS AMENDED, BY AMENDING SECTION THREE "GENERAL PROVISIONS" BY AMENDING PARAGRAPHS NOS. 9 AND 10 BY EXTENDING THE TIME PERIODS TO A TOTAL OF SEVENTEEN (17) YEARS AND THREE HUNDRED SIXTY-FOUR (364) DAYS; BY AMENDING SECTION FOUR "CONDITIONS OF DEVELOPMENT ORDER" BY AMENDING PARAGRAPH 13 "INCREMENT SCHEDULE" A; TO PROVIDE FOR DEVELOPMENT OVER A TWELVE (12) YEAR THREE HUNDRED SIXTY-FOUR (364) DAY PERIOD; BY AMENDING PARAGRAPH 19 ITEMS B.1.b and B.3.l BY PROVIDING FOR GANDY BOULEVARD INTERIM IMPROVEMENTS AND C.3.(1),(2),(3) AND (4) BY PROVIDING FOR TRAFFIC MONITORING; BY AMENDING THE EXPIRATION DATE OF THE DEVELOPMENT ORDER: BY AMENDING EXHIBITS "D" AND "G" LEGAL DESCRIPTION TO PROVIDE FOR PROPERTIES ADDED TO THE DEVELOPMENT; PROVIDING FOR THE COST OF DEFENSE OF ANY APPEALS OR SUITS ARISING FROM THE DEVELOPMENT ORDER; PROVIDING FOR REPEAL OF ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HEREWITH TO THE EXTENT OF SUCH CONFLICT; PROVIDING FOR A FINDING OF NO SUBSTANTIAL DEVIATION; PROVIDING FOR AN EFFECTIVE DATE. (MS 91-118)

This Ordinance is available for review, in the City Clerk's Department. Interested parties are invited to attend this meeting and be heard.

Any person who decides to appeal any decision of the City Council, City Board, or City Commission, with respect to any matter considered at this meeting will need a record of the proceedings, and for such purpose, may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence which the appeal is to be based.

City maintains a tape recording of all public hearings. In the event that you wish ecision, the tape may or may not adequately ensure a verbatim record of therefore, you may wish to provide a court reporter at your expense. impaired, a deaf interpreter will be made available upon requests in advance.

IC

PARK

December 27, 1991 122723

Pinellas Park NEWS

Published Weekly on Fridays
Pinellas Park, Pinellas County, Florida

STATE OF FLORIDA
COUNTY OF PINELLAS

Before the undersigned authority personally appeared H. L. Mosley who on oath says that (s)he is the Legal Account Executive of the Pinellas Park NEWS, a weekly newspaper published at Pinellas Park in Pinellas County, Florida; that the attached copy of adverstisement, being a NOTICE OF PUBLIC HEARING UPON ORDINANCE in the matter of ORDINANCE NO. 2109

in the City of Pinellas Park Court, was published in said newspaper in the issues of December 27, 1991

Affiant further says that the said Pinellas Park NEWS is a newspaper published at Pinellas Park, in said Pinellas County, Florida, and that the said newspaper has heretofore been continuously published in said Pinellas County, Florida, each week and has been entered as second class mail matter at the post office in Pinellas Park in said Pinellas County, Florida, for a period of one year next preceding the first publication of the attached copy of advertisement; and affiant further says that (s)he has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication is said newspaper.

H. L. Mosley

Sworn to and subscribed before me
this 27 day of December A.D.
19 91

Karen L. McRley
(SEAL) Notary Public

KAREN L. MCRLEY
MY COMMISSION EXPIRES
August 22, 1994
BONDED THRU TROY FAIN INSURANCE, INC.

92-6-38

APPENDIX "A"

LETTER OF UNDERSTANDING FROM FLORIDA DEPARTMENT OF TRANSPORTATION DATED AUGUST 6, 1991.

FLORIDA DEPARTMENT OF TRANSPORTATION

LAWTON CHILES
GOVERNOR

BEN G. WATTS
SECRETARY

District Seven
4950 W. Kennedy Blvd
Suite 500
Tampa, Florida 33609

August 6, 1991

Mr. Robert A. Sebesta
Braewood Development Corporation
3101 Gandy Boulevard
St. Petersburg, Florida 33702

RE: Gateway Centre - Gandy Boulevard Interim Improvements
Letter of Understanding

Dear Mr. Sebesta:

Based upon your request the Department submits this Letter of Understanding for your signature. It is based on the understanding that all improvements described in Appendix A, are to be completed by Braewood Development Corporation.

The Department suggests that the proposed Interim Improvements be divided into three "phases".

The first "phase" involves the preparation of the project's design plans using a Department approved design consultant. Braewood Development Corporation will submit to the Florida Department of Transportation (D.O.T.), prior to initiating any design activities, the name of the consultant chosen by Braewood Development Corporation to complete the design of the Interim Improvements. The Department will review and approve the design consultant chosen by Braewood Development Corporation within ten (10) working days of receipt of consultants name.

The design consultant must provide a scope of services to the Department for approval. The Department will review the scope of services within fifteen (15) working days of receipt. After scope approval, the consultant will submit a typical section and safety review package for the Department's review and approval. The Department will approve both the typical section and safety review package within twenty (20) working days of receipt. Once the Department provides written approval of the scope of services, typical section and safety review package, the consultant is authorized to proceed with design.

The Department will review the design plans at the 30%, 60%, 90% and 100% plans completion phases within twenty (20) working days of receipt of the plans. The design consultant will not proceed to the next phase until receiving approval from the Department for the prior phase.

However, if the Department does not respond within twenty (20) working days, it will be understood that said plans have been reviewed and approved by D.O.T., and the design consultant can proceed to the next phase. Upon approval of 100% plans, said plans will become the property of the Department of Transportation.

Within twenty (20) working days of the Department's approval of the 30% plans, a pavement design package will be submitted to the department for review and approval. The consultant must provide ten (10) working days written notice to the Department's Project manager prior to the 60% and 90% field review meetings.

The second "phase" would involve right-of-way acquisition activities if the project's design identifies the need for additional rights-of-way. All right-of-way acquisition is the responsibility of Braewood Development Corporation. The Department has agreed to allow the utilization of the existing right-of-way for drainage detention/retention.

Once the developer shows evidence that all necessary rights-of-way have been obtained and said Rights-of-Way are deeded to and accepted by the Department, and necessary permits approved, the developer will apply for a Special Use Permit. The Department will issue the Special Use Permit only upon the condition that the construction project contractor is pre-approved by the Department and that a Performance Bond or other appropriate instrument acceptable to the Department is secured by Braewood Development Corporation with the Department named as obligee. The Special Use Permit will include the Department's approval of the Maintenance of Traffic Control Plan prepared by your Consultant, Construction Project Schedule, the Construction Project Contractor and the Construction Engineer Inspection Consultant and his activities.

The schedule and timing of the Interim Improvements are described in Appendix B. The estimated design, right-of-way, and construction costs are described in Appendix C.

A request to modify the proposed schedule presented in appendix B must be submitted in writing to the Department. The Department reserves the right to make a determination of non-compliance on the Part of Braewood Development Corporation. If such a determination is made, the Department will notify the permitting agencies that this Letter Of Understanding is null and void.

If the terms of this Letter of Understanding are acceptable, sign your name and title below and return a notarized copy to this office, Attention: Mr. James Edwards. After receipt of this approval, the Department will schedule a meeting with you and your consultant to begin the required coordination activities.

Should you have any questions concerning this matter, please contact this office at (813) 871-7220.

Sincerely,

Ronald G. Pscion
Director of Planning and Programs
District Seven

August 7, 1991
Date

Attest: Dawn M. McDonald

Robert A. Sebesta
Assistant Vice-President
Braewood Development Corporation

Date

Attest: _____

cc: William H. McDaniel, Jr.
John Temple

APPENDIX A

GANDY BOULEVARD INTERIM IMPROVEMENTS DESCRIPTION

The proposed Interim Improvements will consist of the following improvements:

A. Typical Gandy Boulevard Section:

(1) Mainline

Widen existing roadway to provide six lanes (3 - 12' through lanes in each direction) from U.S. Hwy. 19 ramp terminals to 700' east of 4th Street. The total length of the roadway segment is approximately 3.7 miles.

Provide a 40' depressed median (with median barrier between U.S. Hwy. 19 ramp terminals and Gateway Centre where turn lanes are provided).

Provide additional widening as necessary to maintain existing length of merge and diverge lanes between U.S. Hwy. 19 and I-275 ramps.

(2) Ramps (to and from U.S. Hwy. 19)

Provide full two-lane roadway (two 12' lanes) with curb and gutter on both ramps to and from the east from U.S. Hwy. 19.

B. Intersection Improvements:

(1) Major Intersections

Gateway Centre - The design shall include geometric improvements to Gateway Centre in accordance with the concept plan illustrated in Attachment "A".

94th Avenue - The design shall include relocation of this intersection approximately 1,300' east in accordance with the concept plan illustrated in Attachment "B".

Roosevelt Boulevard / 4th Street - The design shall include geometric improvements in accordance with the concept plan illustrated in Attachment "C".

APPENDIX A

(Continued)

GANDY BOULEVARD INTERIM IMPROVEMENTS DESCRIPTION

(2) Minor Intersections

Sunset Boulevard / 34th Street - The median opening shall be closed and frontage road improvements shall be made from the intersecting street to Gateway Centre approaches in accordance with the concept plan illustrated in Attachment "D".

I-275 Northbound Off-Ramp - The present approach turn lanes will be maintained.

M.L. King Street (9th Street) - The present approach lanes will be maintained.

APPENDIX B

GANDY BOULEVARD INTERIM IMPROVEMENTS SCHEDULE

(1) Planning and Engineering shall be completed on or before February 1, 1993

(2) Right-of-Way acquisition shall be completed on or before March 1, 1993.

(3) Construction shall be commenced on or before March 1, 1993.

(4) Construction shall be completed on or before March 1, 1994.

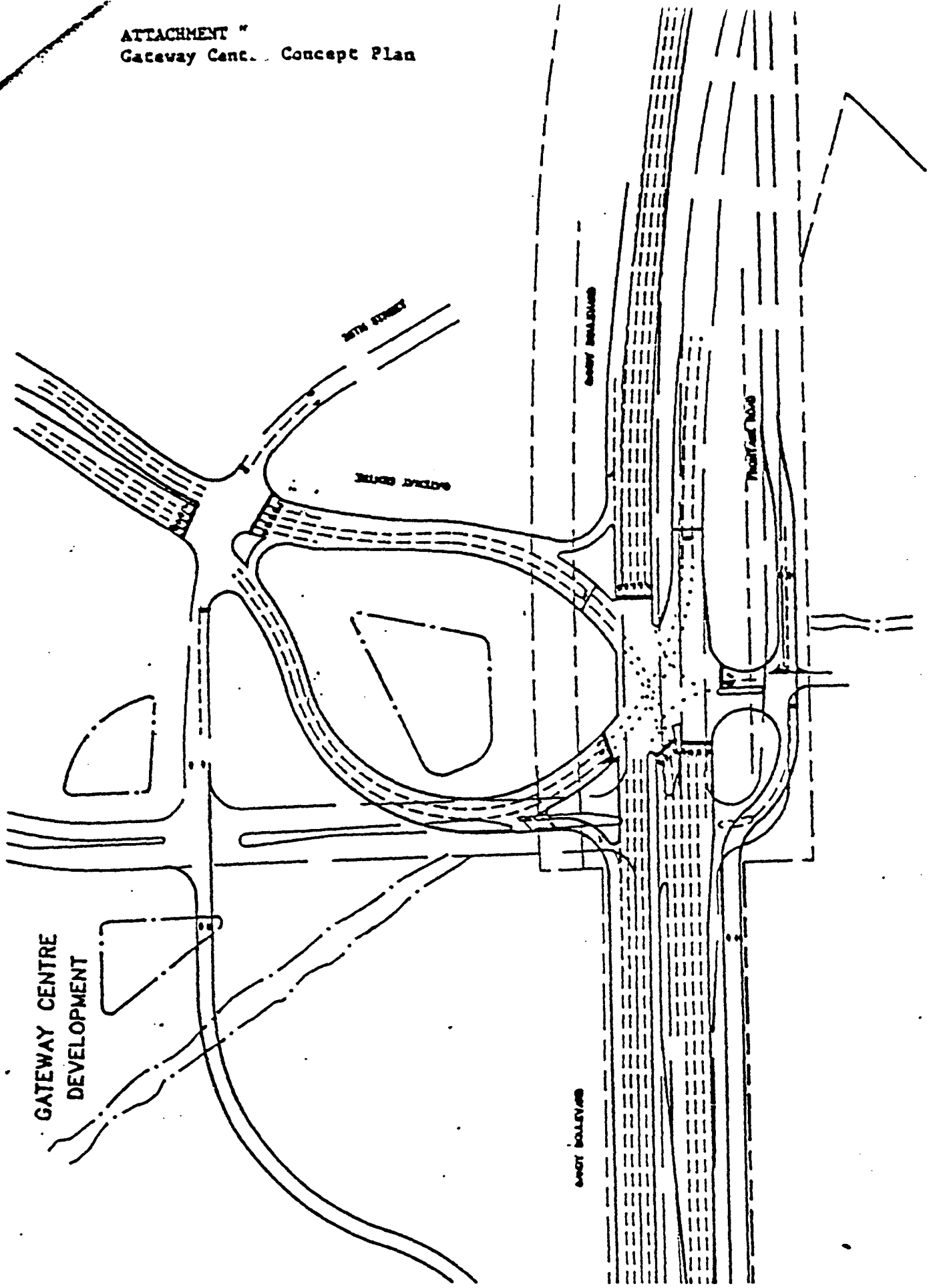
APPENDIX C

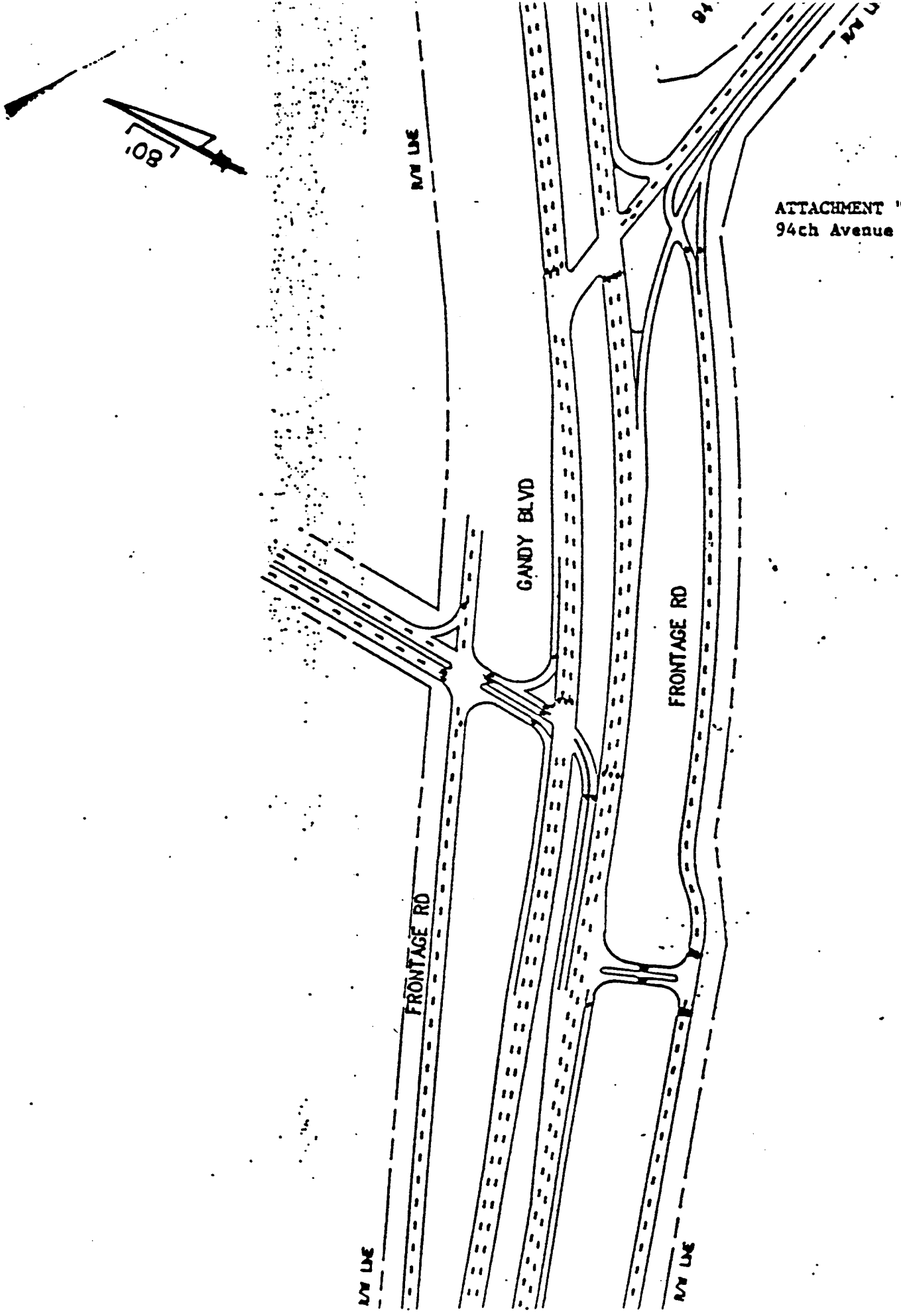
GANDY BOULEVARD INTERIM IMPROVEMENTS ESTIMATED DESIGN, RIGHT-OF-WAY, AND CONSTRUCTION COSTS

A.	Construction Cost	$ 7,354,380.00
B.	Engineering Design, Surveying, Geotechnical and Construction Phase Services (20%)	$ 1,470,876.00
C.	Legal	$ 100,000.00
D.	Pinellas Park Water Management District Drainage Improvements Under Gandy Boulevard	$ 250,000.00
E.	Engineering Cost To Date	$ 234,234.00
F.	Contingency / Right-of-Way (8.65%)	$ 890,510.00
		$ 10,300,000.00

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ATTACHMENT "
Gateway Cent.. Concept Plan





ATTACHMENT "B"
94ch Avenue Concept P

ATTACHMENT "C"
4th Street Concept Plan

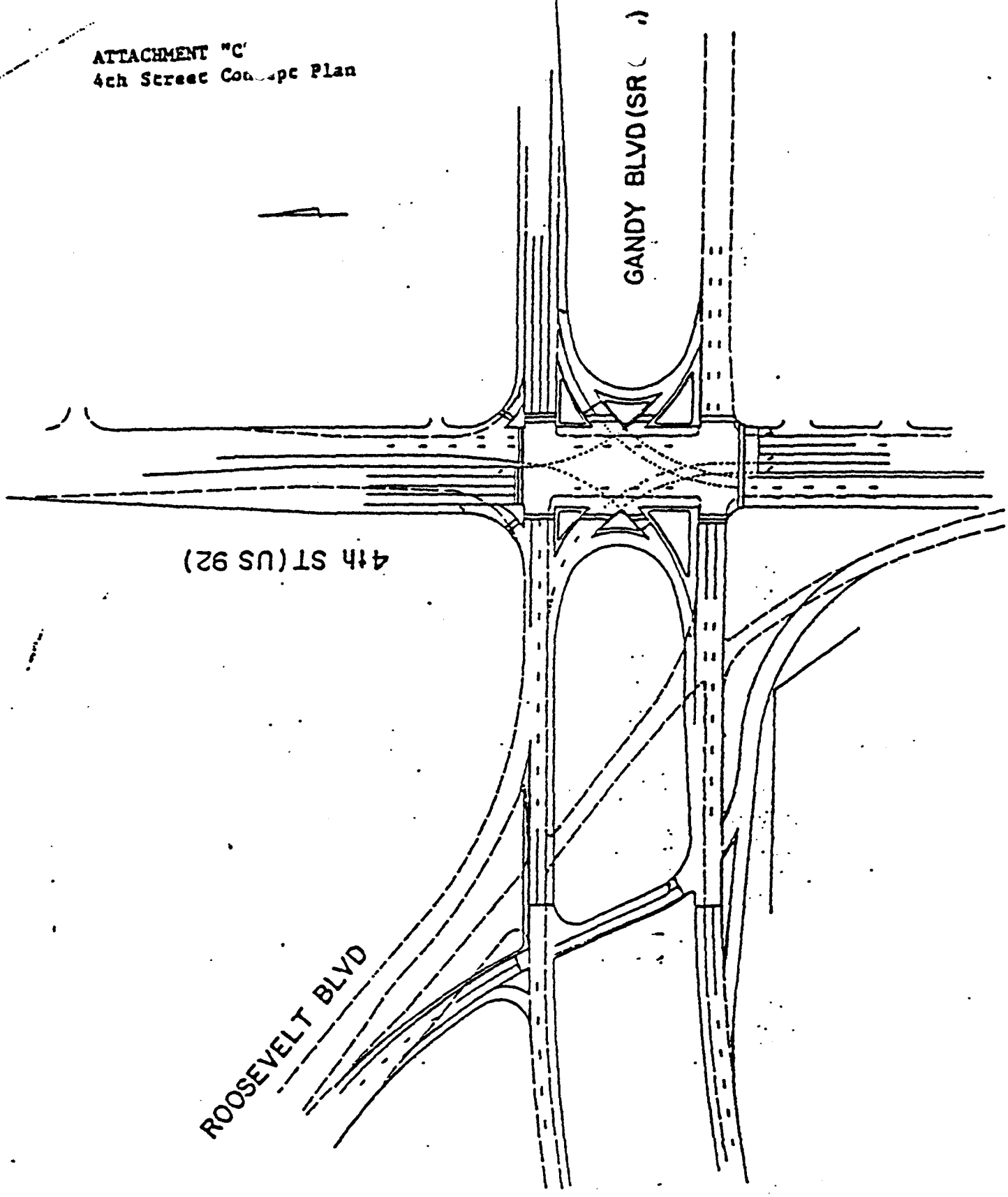


EXHIBIT "1"

EXHIBIT "D"

GATEWAY CENTRE BUSINESS PARK, AS RECORDED IN PLAT BOOK 97, PAGES 1-13, PUBLIC RECORDS OF PINELLAS COUNTY, FLORIDA

and

GATEWAY CENTRE BUSINESS PARK ADDITION ONE, AS RECORDED IN PLAT BOOK 102, PAGES 42-44, PUBLIC RECORDS OF PINELLAS COUNTY, FLORIDA.

EXHIBIT "G"

GATEWAY CENTRE BUSINESS PARK, AS RECORDED IN PLAT BOOK 97, PAGES 1-13, PUBLIC RECORDS OF PINELLAS COUNTY, FLORIDA.

APPROVED
DRI ORDINANCE
AMENDMENT

ORDINANCE NO. 1662

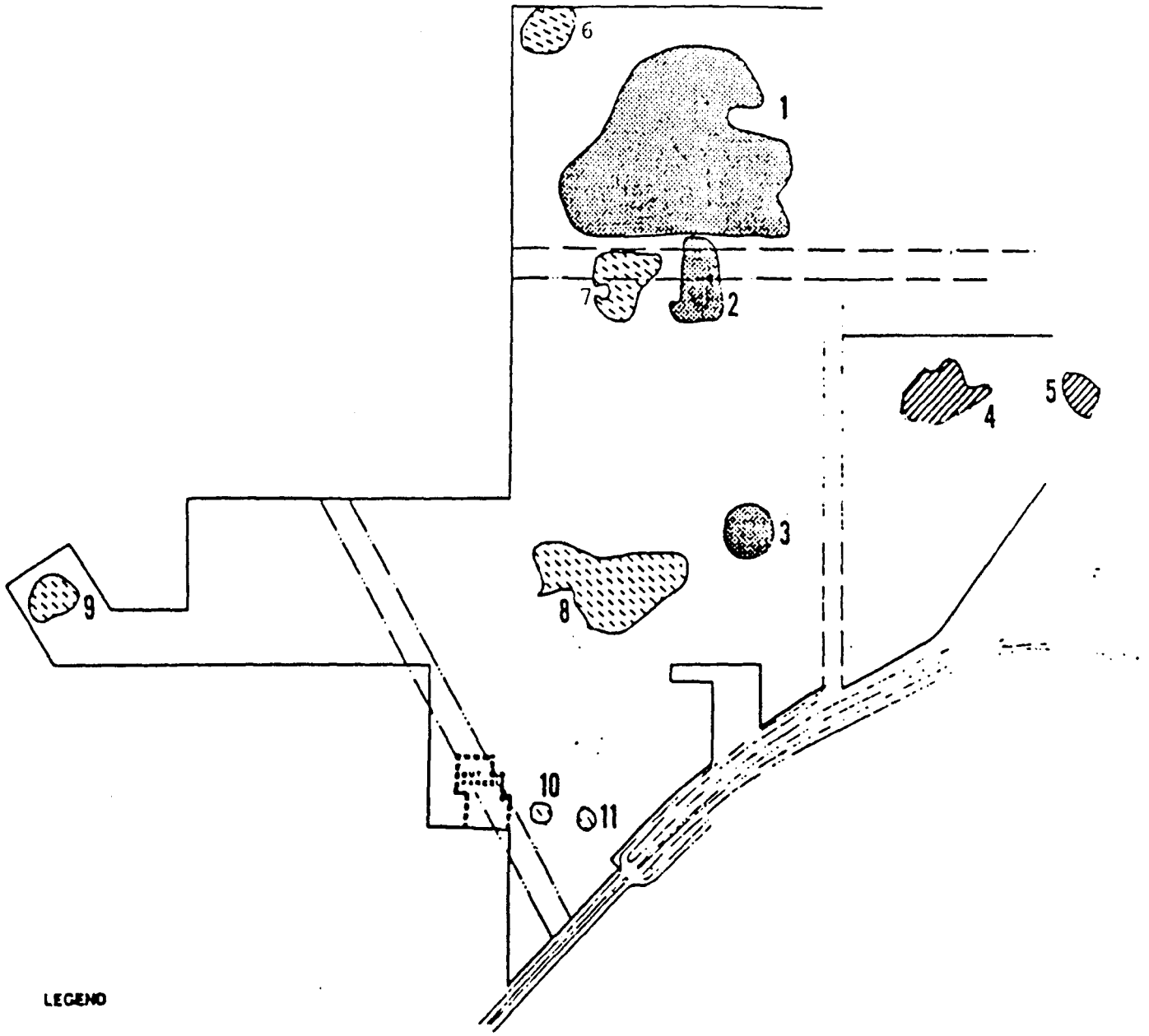
AN ORDINANCE AMENDING SECTION ONE " FINDINGS OF FACT" BY AMENDING PARAGRAPH NO. 8 AND THE ADDITION OF PARAGRAPH NO. 9, SECTION TWO "CONCLUSIONS OF LAW" BY AMENDING PARAGRAPH NOS. 8 AND 10 AND DELETING PARAGRAPH NO. 11, SECTION THREE "GENERAL PROVISIONS" BY AMENDING PARAGRAPH NO. 6, SECTION FOUR "CONDITIONS OF DEVELOPMENT APPROVAL" BY AMENDING PARAGRAPH NO. 6(B), (DRAINAGE/STORMWATER MANAGEMENT), PARAGRAPH NO. 10(A) (ENVIRONMENT), PARAGRAPH NO. 11(2.) (FLOOD/HURRICANE), PARAGRAPH NO. 12 (HAZARDOUS WASTE), PARAGRAPH NO. 13 (INCREMENT SCHEDULE), AND PARAGRAPH NO. 19 (TRAFFIC CIRCULATION), SECTION SEVEN "MONITORING" BY THE ADDITION OF PARAGRAPH NOS. 5 AND 6 OF ORDINANCE NO. 1617 (AN ORDINANCE ADOPTING A DEVELOPMENT ORDER FOR THE GATEWAY CENTRE DEVELOPMENT OF REGIONAL IMPACT); PROVIDING FOR THE COST OF DEFENSE OF ANY APPEALS OR SUITS ARISING FROM THE DEVELOPMENT ORDER; PROVIDING FOR AN EFFECTIVE DATE.

BE IT ORDAINED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF PINELLAS PARK, PINELLAS COUNTY, FLORIDA, AS FOLLOWS:

SECTION ONE: That Section One "Findings of Fact" of Ordinance No. 1617 is hereby amended by amending Paragraph No. 8 and by the addition of Paragraph No. 9, so that said Paragraph Nos. 8 and 9 shall hereafter be and read as follows:

8. The exactions imposed upon the Applicant and/or the contributions from governmental agencies or other entities made on behalf of the Applicant, and the commitments for transportation improvements described on List 1 attached hereto and incorporated herein, make adequate financial provision for the public transportation facilities needed to accommodate the transportation impacts for Phase 1 and 2 as hereinafter defined of the Development. For purposes of this Development Order, a commitment is the scheduling of commencement of construction of an improvement in (i) a development order for a development of regional impact, or (ii) a transportation improvement plan (TIP) or

DRI #132 Gateway Centre
REVISED WETLANDS MAP



MAP 2

capital improvement plan (CIP) of a state or local government or the Pinellas County Metropolitan Planning Organization (MPO). Notwithstanding the foregoing, nothing herein prevents the City or other appropriate jurisdiction from modifying its TIP or CIP.

9. The Development consists of a total of 585 acres M.O.L. divided between the City and the City of St. Petersburg together with indicated usages, as follows:

City:

Acreage: 485 M.O.L.

Office Space: 1,409,000 square feet

Light Industrial: 2,520,000 square feet

Commercial: 246,000 square feet

Hotel: 336,000 square feet (500 rooms)

City of St. Petersburg:

Acreage: 100 M.O.L.

Office Space: 1,622,000 square feet

Hotel: 150,000 square feet (200 rooms)

SECTION TWO: That Section Two "Conclusions of Law" of Ordinance No. 1617 is hereby amended by amending Paragraph Nos 8 and 10 and deleting Paragraph No. 11, so that said Paragraph No. 10 shall hereafter be and read as follows:

8. The review by the City and other participating agencies and interested citizens shows that the impacts of the Development are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes (1985), by the terms and conditions of this Development Order.

10. The Development is consistent with the intent of the report and recommendations of the TBRPC.

SECTION THREE: That Section Three "General Provisions" of Ordinance No. 1617 is hereby amended by amending Paragraph 6, so that said Paragraph 6 shall hereafter be and read as follows:

6. 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, provided, however, that the Development shall be subject to a substantial deviation review as a result of any such determination of invalidity, illegality, or unconstitutionality, but there shall be no presumption that such determination shall be a substantial deviation.

SECTION FOUR: That Section Four "Conditions of Development Approval" of Ordinance No. 1617 is hereby amended by amending Paragraph 6(B), Paragraph 10(A) and Paragraph 11(2.) so that said Paragraphs 6(B), 10(A) and 11(2.) shall hereafter be and read as follows:

6. Drainage/Stormwater Management

B. The drainage plan and the stormwater system design, construction and maintenance shall be consistent with the TBRPC's Stormwater and Lake Systems Maintenance and Design Guidelines (1978) and the design criteria of SWFWMD. Responsibility

for providing maintenance of internal drainage facilities (excluding PPWMD ditches) shall be binding upon and run with the land.

10. Environment

A. The following conditions shall be required with respect to those wetlands shown on Map 2 attached hereto and made a part hereof, provided, however, the Applicant shall obtain the necessary permits from those agencies which have jurisdiction over such activity:

2. Wetland 8, with the exception of that area lying within 1,250 linear feet west of the west right-of-way line of 28th Street, shall be modified to create a lake by connection with the stormwater management system to increase the existing hydroperiod. Any stormwater entering this Wetland from the Development shall first pass through a sediment pond and an oil skimmer. The remaining portion of Wetland 8 lying west of the area described herein may be incorporated into the stormwater management system provided the following conditions are met:

(1) The Applicant must maintain predevelopment hydrologic conditions of the area.

(2) Storm water entering the lake and surrounding wetland habitat must meet or

exceed the water quality standards required by PPWMD and SWFWMD for discharge.

(3) Erosion and sedimentation controls shall be utilized to minimize any adverse impacts on the existing wetland and related ecosystems during construction.

4. Wetland 3 and that portion of Wetland 8 lying within 1,250 feet of the west right-of-way line of 28th Street and all associated floodways and attendant ecosystems shall be preserved in their existing state. Any stormwater entering this Wetland from the Development shall first pass through a sediment pond and an oil skimmer. Further, the predevelopment hydrologic conditions of said wetlands shall be maintained. The provisions of Section 10.A relating to Wetland 3 and that portion of Wetland 8 lying within 1,250 feet of the west right-of-way line of 28th Street and all associated floodways and attendant ecosystems may be modified by resolution of the City Council, upon application of the Applicant, upon a showing that such modification will protect the City's interest in maintaining the environmental quality as would have been

protected by the requirements set forth in Section 10.A.

11. Flood/Hurricane

2. Informing all employees and hotel guests of evacuation routes out of the flood prone area and measures to be followed in the same event.

SECTION FIVE: That Section Four "12. Hazardous Waste" and "13. Increment Schedule" of Ordinance No. 1617 is hereby amended so that "12. Hazardous Waste" and "13. Increment Schedule" shall hereafter be and read as follows:

12. Hazardous Waste

A. The Applicant shall advise owners of property within the Development that: (i) the types of wastes and materials considered hazardous are those materials defined in Subsection 403.703(21), Florida Statutes (1985), and listed in Title 40 CFR part 261), and ii any hazardous waste will be transported and disposed of in a manner consistent with applicable regulations.

B. Those provisions of the City Zoning Code relative to the storage of hazardous waste shall be adhered to. The applicant shall comply with all federal, state, and local requirements relative to the storage of hazardous waste.

C. All hazardous waste transported in and out of the Development shall adhere to the following routes: 1) North on 28th Street to Roosevelt Boulevard:

2) North on 28th Street to 118th Avenue, thence west on 118th Avenue to 49th Street, thence north on 49th Street. In no case shall any vehicle transporting hazardous waste traverse either Gandy Boulevard or 49th Street south of 118th Avenue, or any local streets which abut residential areas except when leaving or arriving at a facility in route to one of the above referenced corridors.

D. For each individual site within the Development, any hazardous waste which is temporarily stored shall be stored in separate temporary hazardous waste storage/collection areas located on each individual site, which areas shall be marked and/or colored so as to clearly distinguish and identify the area intended for hazardous waste. Hazardous waste, as soon as is practical, shall be transported to the appropriate licensed disposal facilities.

E. Establishment of hazardous materials or temporary hazardous waste storage sites shall be subject to the approval of the Fire Department or the appropriate authority having jurisdiction.

F. Any emergency response and hazardous waste management operation plan shall be required for those facilities which use, handle, store, or process hazardous wastes, to minimize hazards to human health and the environment. The plan shall be coordinated with the City and shall describe

the procedures and actions required of facility personnel as well as describe the arrangements agreed to by City police and fire departments and local emergency services and hospitals. Individual tenant plans shall be included in the annual report.

13. Increment Schedule

A. Construction of the Development is proposed to occur over a ten (10) year period, with construction of necessary infrastructure to commence no later than one year from the effective date of this Development Order.

B. The Application states that preliminary market studies indicate that all tracts can be sold and developed in eight (8) to ten (10) years. Although no formal phasing is planned with respect to geographic areas of the site, increments of development as identified in paragraph 19 of this Section 4 have been estimated in order to facilitate evaluation of project impacts.

C. It is the intent of this Development Order to ensure that all prerequisites for the Development are complied with and that all improvements required to mitigate potential adverse impacts are adequately addressed.

D. The square footages permitted in the Development by this approval and the approval of the City of St. Petersburg shall be as follows:

The Development consists of a total of 585 M.O.L. acres divided between the City and the City of St. Petersburg, together with indicated usages, as follows:

City:

Acreage: 485 M.O.L.

Office Space: 1,409,000 square feet

Light Industrial: 2,520,000 square feet

Commercial: 246,000 square feet

Hotel: 336,000 square feet (500 rooms)

City of St. Petersburg:

Acreage: 100 M.O.L.

Office Space: 1,622,000 square feet

Hotel: 150,000 square feet (200 rooms)

E. Any exceedance of the above square footage allocations greater than five percent (5%) shall be subject to a substantial deviation determination pursuant to Section 380.06, Florida Statutes (1985).

SECTION SIX: That Section Four "19. Traffic Circulation" of Ordinance No. 1617 is hereby amended so that said "19. Traffic Circulation" shall hereafter be and read as follows:

19. Traffic Circulation

The City determined that due to the potential adverse impacts of traffic generated by the development, mitigation of these adverse impacts would be best accomplished by the construction of major traffic improvements within the general vicinity of the

Development, rather than in areas located further from the Development.

A. Phase 1A of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 1A shall terminate when 2,991 average daily trips (ADT) are being generated by the Development. No regionally significant traffic impacts were identified for Phase 1A. For the purposes of this Development Order, the term ADT is defined as the total volume of traffic actually generated plus the total volume of traffic estimated to be generated by the Development upon full occupancy of buildings for which applications for building permits have been filed, during a given time period in whole days greater than one day and less than one year divided by the number of days in that time period. Traffic related to construction or traffic internal to the Development shall not be included in ADT calculations.

B. Phase 1B of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 1B shall commence when 2,991 ADT are being generated by the Development and shall terminate when 31,471 ADT are being generated. The following conditions shall apply to Phase 1B:

1. Prior to the issuance of building permits for vertical construction which will cause the Development's ADT to exceed 2,991, the following shall occur:

   a. A comprehensive areawide transportation study of the Gateway Area of Pinellas County (Areawide Study) shall have commenced. The Areawide Study shall be performed as directed and managed by the Pinellas County Metropolitan Planning Organization (MPO), in cooperation with the Florida Department of Transportation (FDOT) and TBRPC. The study shall consider all approved developments within the study area, including previously approved DRIs and projected development. The Applicant shall contribute its fair share of the cost of the Areawide Study, not to exceed Seventy Five Thousand Dollars ($75,000.00), within ten (10) days after receipt of a written request by the MPO for such funds, but in no event earlier than ten (10) days after the effective date of this Development Order. Irrespective of whether the Development has entered Phase 1B, the Areawide Study shall commence within one year of the

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

7. Funding commitments for the improvements identified.

b. The planning and engineering for (i) a grade separation at the intersection of 28th Street North and Gandy Boulevard, (ii) the entrance to the Development from Gandy Boulevard, and (iii) the construction of Gandy Boulevard to a six (6) lane expressway between the above-described grade separation and the intersection of Gandy Boulevard and I-275 (hereinafter items (i), (ii) and (iii) above shall be collectively referred to as the "Intersection") shall have commenced and be fully funded.

c. Commitments, as previously defined herein, shall exist to construct intersection improvements at the following locations:

U.S. 19 and Harn

Ulmerton and 66th Street

4th Street and Gandy

I-275 and 38th Avenue North (West side)

I-275 and 22nd Avenue North (West side)

The improvements required for the above identified locations are more particularly described on List 2 attached hereto and incorporated herein.

d. Commitments, as previously defined herein, shall exist to construct roadway link improvements for the following sections:

U.S. 19 between Belleair and East Bay

U.S. 19 between East Bay and Ulmerton

Roosevelt between U.S. 19 and 49th Street North

The improvements required for the above identified roadway links are more particularly described on List 2 attached hereto and incorporated herein.

2. Prior to issuance of the certificate of occupancy for the occupancy which will cause the Development's ADT to exceed 4,115, the Applicant shall initiate and fully fund the construction, including, unless indicated otherwise, acquisition of all necessary rights-of-way as well as installation of attendant improvements necessary to:

a. Install when warranted by FDOT, signalization at the intersection of the entrance of the Development with U.S. 19. Should the FDOT not warrant a light at this intersection, then the Applicant shall contribute a prorata share of the cost of the installation at the appropriate location designated and warranted by FDOT.

b. Install at the intersection of the entrance of the Development with U.S. 19 the following improvements:

NB: Add right turn lane;

SB: Add left turn lane; and

WB: Add right turn lane and left turn lane.

3. During Phase 1B of the Development, the following will occur:

a. Unless accomplished by the Areawide Study, or another study acceptable to the City, the Applicant shall conduct a comprehensive study as to the feasibility of a grade separation at the intersection of 78th Avenue North and U.S. 19, prepared by a qualified traffic engineer licensed by the State of Florida. The completed traffic study shall, at the discretion of the City, be

reviewed by an independent qualified traffic engineer of the City's choosing. The full cost of such review shall be borne by the Applicant. Should a grade separation be deemed inappropriate by any governmental agency having jurisdiction, the Applicant shall contribute its prorata share of the cost of installation, when warranted by FDOT, of a signal at the intersection of 78th Avenue and U.S. 19.

b. The City will acquire the necessary right-of-way and construct, as a three (3) - lane undivided collector, 78th Avenue North from Gandy Boulevard to U.S. 19. The Applicant will contribute fifty percent (50%) of the cost of such construction, not to exceed Three Hundred Thousand Dollars ($300,000.00), although the Development's contribution to the traffic volume thereon may be substantially less than fifty percent (50%). Such extension of 78th Avenue shall be incorporated into the geometric design of the entrance to the Development from Gandy Boulevard. Upon the effective date of this Development Order, the City will diligently pursue

the acquisition of necessary right-of-way and thereafter, construction of this improvement.

c. The City will acquire the necessary right-of-way and improve 34th Street from Gandy Boulevard to 70th Avenue North as a three (3) lane undivided collector and 70th Avenue North from 34th Street to U.S. 19 as a four (4) lane undivided collector. The Applicant will contribute fifty percent (50%) of the cost of such construction, not to exceed Four Hundred Fifty Thousand Dollars ($450,000.00), although the Development's contribution to the traffic volume thereon may be substantially less than fifty percent (50%). This project shall include installation of the geometric improvements and upgrade the signalization at the intersection of 70th Avenue North and U.S. 19 necessitated by the foregoing. Upon the effective date of this Development Order, the City will diligently pursue the acquisition of necessary right-of-way and thereafter, construction of this improvement.

d. In partial fulfillment of the obligations identified in Section Three, subparagraphs 19B.3b and c., the Applicant shall pay the City the sum of Three Hundred Seventy Five Thousand Dollars ($375,000.00) within ten (10) days after the effective date of this Development Order. The balance due under such subparagraphs shall be paid within thirty (30) days after receipt by the Applicant of notice of the awarding of the contract by City Council for such improvements.

e. The City will acquire the necessary right-of-way and construct the following at-grade improvements at the intersection of Park Boulevard and 49th Street:

NB: Add right turn lane and second left turn lane;

SB: Add right turn lane and second left turn lane;

EB: Add right turn lane and second left turn lane; and

WB: Add right turn lane and second left turn lane.

Although the Development contributes only twelve and 9/10 percent (12.9%) of

the lowest acceptable level of service at this location, the Applicant shall pay one hundred percent (100%) of the cost of such acquisition and construction, not to exceed Eight Hundred Thousand Dollars ($800,000.00), payable as described below. Should the cost exceed this amount, the parties shall negotiate in good faith to determine the method of paying such overage.

f. The City will acquire the necessary right-of-way and construct the following at-grade improvements at the intersection of Park Boulevard and 66th Street:

NB: Add right turn lane and second left turn lane;

SB: Add right turn lane and second left turn lane;

EB: Add right turn lane and second left turn lane; and

WB: Add right turn lane and second left turn lane.

Although the Development contributes only forty and 3/10 percent (40.3%) of the lowest acceptable level of service at this location, the Applicant shall

pay one hundred percent (100%) of the cost of such acquisition and construction, not to exceed Nine Hundred Ninety Thousand Dollars ($990,000.00) payable as described below. Should the cost exceed this amount, the parties shall negotiate in good faith to determine the method of paying such overage.

g. The Applicant will pay fifty percent (50%) of the cost of each of the projects described in Section Four, subparagraphs 19B.3e and f. above, within ten (10) days after receipt by it from the City of the notice of commencement of each such project. The balance for each such project shall be paid by the Applicant as needed to fund the contractor's draw requests.

h. Prior to the commencement of any construction at the Development, the Applicant shall deliver to the City a letter of credit or similar instrument in the amount of $3,165,000.00 or other security reasonably acceptable to the City ("Phase 1 Security"). The Phase 1 Security shall be in a form reasonably acceptable to the DCA. The Phase 1

Security shall secure performance of the Applicant's commitments for the improvements described in Paragraphs 19B.1.b and 19B.3 b-c and e-g of Section 4 of this Development Order ("Phase 1 Secured Commitments"). As the Applicant proceeds toward fulfillment of its obligations with respect to the Phase 1 Secured Commitments, the Phase 1 Security shall be reduced accordingly from time to time but not more frequently than quarterly. If the Applicant fails to fulfill its obligations with respect to the Phase 1 Secured Commitments, the City may utilize the Phase 1 Security to assure construction of the Phase 1 Secured Commitments, or cease issuance of building permits until the obligations with respect to the Phase 1 Secured Commitments are being fulfilled.

(i) Upon the effective date of this Development Order, the City shall expeditiously commence the planning, engineering, right-of-way acquisition, permitting and construction of the Phase 1 Secured Commitments described in

to fund contractor's draw requests. Construction of this improvement shall have been completed prior to the Development entering Phase 3, as defined herein.

2. Prior to the issuance of building permits for vertical construction which will cause the Development's ADT to exceed 31,471, commitments, as previously defined herein, shall exist to construct the following improvements:

a. Intersection improvements at the following locations:

49th Street and 62nd Avenue North

4th Street and 62nd Avenue North

58th Street and 38th Avenue North

49th Street and 38th Avenue North

I-275 and 38th Ave. No. (East side)

16th Street and 22nd Avenue North

58th Street and 5th Avenue North

49th Street and 5th Avenue North

34th Street and 5th Avenue North

U.S. 19 and S.R. 60

The improvements required for the above described locations are more particularly described on List 2 attached hereto and incorporated herein.

b. Roadway link improvements for the following sections:

U.S. 19 between S.R. 60 and Harn Blvd.

U.S. 19 between Harn Blvd. and Belleair

East Bay between Seminole and Starkey

Ulmerton between Starkey and Belcher

Ulmerton between U.S. 19 and Roosevelt

Park between Starkey and Belcher

I-275 between 54th Ave. N. and 38th Ave. North

I-275 between 38th Ave. N. and 22nd Ave. North

The improvements required for the above identified locations are more particularly described on List 2 attached hereto and incorporated herein.

c. At the intersection of the entrance of the Development with U.S. 19 at the Applicant's expense:

WB: Add second left turn lane; and

SB: Add second left turn lane.

3. Construction of the Intersection, as previously defined herein, shall be in substantial compliance with the following timetable:

(1) Planning and engineering shall be completed on or before May 31, 1990.

(2) Right-of-way acquisition shall be completed on or before June 30, 1990.

(3) Construction shall be commenced on or before June 30, 1990.

(4) Construction shall be completed on or before June 30, 1992.

No building permits shall be issued for the Development after June 30, 1992, unless construction of the Intersection has been substantially completed.

The cost of the design and construction of the Intersection shall be borne as follows:

a. The CDD and/or the Applicant, twenty-eight percent (28%), but not to exceed Two Million Eight Hundred Thousand Dollars ($2,800,000.00)

b. The PPWMD, approximately two percent (2%), but not to exceed Two Hundred and Fifty Thousand Dollars ($250,000.00)

c. The City, twenty-eight percent (28%) and the City of St. Petersburg or other source, in the aggregate of twenty-eight percent (28%), but not to exceed Two Million Eight Hundred Thousand Dollars ($2,800,000.00) each.

d. FDOT and/or Pinellas County, fourteen percent (14%), but not to exceed One Million Four Hundred Thousand Dollars ($1,400,000.00).

The City shall not be obligated to pay more than Two Million Eight Hundred Thousand Dollars ($2,800,000.00) toward the cost of design and construction of the Intersection. Any shortfall in funding of the estimated Ten Million Dollar ($10,000,000.00) cost of design and construction of the Intersection caused by any contributor other than the City shall not be the responsibility of the City but, rather, shall be the responsibility of the Applicant or other source secured by the Applicant.

The order of payment for this improvement shall be:

(1) CDD and/or the Applicant

(2) PPWMD

(3) City and City of St. Petersburg or other source, on an equal basis and provided that One Million Eight Hundred Seventy Five Thousand (1,875,000) aggregate square feet of development has been permitted and is under construction in the City and the City of St. Petersburg.

(4) FDOT and/or Pinellas County

4. The payment method and amounts set forth herein are based on the Applicant's and City's best estimate that the cost of design and construction of the Intersection will not

exceed Ten Million Dollars ($10,000,000.00). Should the cost exceed this amount, the parties shall negotiate in good faith to determine the method of paying such overage. Should the cost be less than this amount, the payments among the parties will be adjusted so that the percentage contribution of each party will be as described above. The Applicant and the City shall exercise their best efforts to coordinate issuance of the bonds hereinafter described so as to minimize the possibility that the improvement would be unfunded at any time. The City recognizes that the Applicant and/or the CDD may advance more than its share for construction of this improvement, in which event the City's portion of the cost of this improvement shall be paid, in whole or in part to the Applicant or CDD, as applicable, in the form of a reimbursement, provided that the amount to be reimbursed shall not exceed Two Million Eight Hundred Thousand Dollars ($2,800,000.00).

5. Prior to the commencement of any vertical construction in Phase 2, the Applicant shall deliver to the City a joint letter of credit or similar instrument in the amount of $2,800,000.00 or other security reasonably acceptable to the City ("Phase 2 Security");

provided, however, if the Applicant has previously expended more than One Million Dollars ($1,000,000.00) toward the Intersection, the Phase 2 Security shall be reduced by the same amount such funds have been expended over One Million Dollars ($1,000,000.00). The Phase 2 Security shall be in a form reasonably acceptable to the DCA. The Phase 2 Security shall secure performance of the Applicant's commitments for the improvements described in Paragraphs 19C.1 and 19C.3a. of Section 4 of this Development Order and the Intersection ("Phase 2 Secured Commitments"). As the Applicant proceeds toward fulfillment of its obligations with respect to the Phase 2 Secured Commitments, the Phase 2 Security shall be reduced accordingly from time to time. If the Applicant fails to fulfill its obligations with respect to the Phase 2 Secured Commitments, the City may utilize the Phase 2 Security to assure construction of the Phase 2 Secured Commitments, or cease issuance of building permits until the obligations with respect to the Phase 2 Secured Commitments are being fulfilled.

6. No building permit shall be issued which will cause the Development's ADT to exceed 60,522,

if the Phase 1 Secured Commitments and Phase 2 Secured Commitments have not been substantially completed.

D. In the event that FDOT or the appropriate local government with jurisdiction for such improvement agrees that any of the above referenced improvements for Phase 1 and/or Phase 2 may not be necessary, or recommends a different design, with the review and approval of the TBRPC and DCA, the City may, but shall not be required to, approve alternative phasing or design with FDOT or the local government's concurrence.

E. Phase 3 of the Development is hereby created and approved subject to the conditions of this Development Order. Phase 3 shall commence when 60,522 ADT are being generated by the Development. Before 48,717 ADT are being generated by the Development, Developer shall have completed a new transportation study which identifies transportation improvements needed to mitigate the traffic impacts of Phase 3 as well as any transportation improvements described on List 2 attached hereto and incorporated herein that (i) remain uncommitted and (ii) are demonstrated to be necessary to mitigate the traffic impacts of Phases 1 and 2, (such improvements relative to all three Phases being hereinafter referred to as the "Needed Improvements.") Such study shall be

utilized in the process of determining whether development permits shall be issued for Phase 3 but does not affect the issuance of development permits for Phases 1 and 2. The study shall be conducted pursuant to the provisions of Section 380.06, Florida Statutes, and with generally accepted traffic methodology in effect at the time of commencement of the study. Prior to the issuance of building permits for vertical construction which will cause the Development's ADT to exceed 60,522, either: (i) commitments shall exist to construct the Needed Improvements; (ii) commitments shall exist to construct those improvements shown on List 2 that remain uncommitted; or (iii) if permitted by statutes and regulations then in effect, the Applicant may pay its fair share toward the Needed Improvements, and to the extent the Applicant has paid in excess of its fair share for Phases 1 and 2, it shall receive a credit in the amount of such excess toward any fair share payment due for Phase 3. The City shall not be obligated to make any commitments to construct or contribute any funds toward construction of the Needed Improvements or those improvements shown on List 2 that remain uncommitted.

F. If the Development is designated as or becomes a part of a regional activity center as defined by

2. Such unused funds shall next be used for projects selected by the City in its sole discretion, which are within the City's municipal limits and which were identified in the Areawide Study; and, if there are any unused funds remaining, then

3. Such unused funds shall next be used for transportation improvements selected by the City which are identified in the City's Capital Improvements Program.

H. If and when Pinellas County adopts a transportation impact fee ordinance which TBRPC and DCA find provides a reasonable basis for apportioning the cost of traffic improvements necessitated by new development, the Applicant shall receive credit for monies paid for the traffic improvements referenced herein against the fees payable pursuant to such transportation impact fee ordinance to the full extent permitted thereby; provided, however, that if the amount payable by the Applicant for traffic improvements required hereby exceeds the fees required by such transportation impact fee ordinance, the Applicant shall pay the full amount required hereby.

I. The Applicant, shall, at its own expense, prepare and implement a TSM program which will divert a number of vehicle trips from the PM peak hour which is consistent with the assumptions used to

prepare the ADA. The plan shall be reviewed by the City, the City of St. Petersburg, Pinellas County, MPO, Pinellas County Transit Authority, the TBRPC, and FDOT.

J. Each annual report for the Development after issuance of certificates of occupancy for an aggregate of five hundred thousand (500,000) square feet of commercial, industrial, and/or office space, shall include a yearly assessment of the annual achievement of vehicle trips diverted from the peak hour as a result of the TSM measures. This assessment shall also include sufficient and appropriate documentation for all diversions claimed as a result of implementation of each TSM measure.

If an annual report is not submitted for any reason, or if the report indicates that the total trip diversions are not being met, the City shall conduct a substantial deviation determination pursuant to Section 380.06, Florida Statutes and may amend the Development Order to change TSM objectives and/or require additional roadway improvements. The results of the TSM study may serve as a basis for the Applicant or reviewing agencies to request Development Order amendments.

K. At such time as shall be determined by City Council, Fortieth Street North shall be made a one-way right-of-way southbound from the south

entrance to Mainlands Unit 7 to proposed Gateway Centre Boulevard (formerly Coventry Boulevard). There shall be no direct access from the Development onto 40th Street north of Gateway Centre Boulevard.

L. The Applicant commits to cooperate with the "Guideway Transit Project, Eastern Pinellas Corridor Route," if an alignment is identified by the MPO for the Development. This cooperation shall include the preservation and protection for rights-of-way and easements for the guideway facilities, when identified, in accordance with the supportive policies established for the guideway.

M. The City and the Applicant recognize that it is not possible to predict accurately the traffic improvements that may be necessitated by the Development. Accordingly, where traffic improvements are required as a result of the contribution by the Development of ten percent (10%) or more of the lowest acceptable level of service, the construction of such improvements shall be coordinated with the Pinellas County MPO's "2010 Plan" and Traffic Improvement Plan, and the CIP for the City and the City of St. Petersburg and the Areawide Study. With the enactment of the 1985 Growth Management Legislation, local government CIPs are required to

undergo an annual review and update, thus affording an opportunity to incorporate any traffic improvements which have been identified as being necessitated by this Development. Aside from local government CIPs, funding sources include the Pinellas County transportation impact fee, local option gas tax, and such other sources as may be made available from time to time.

SECTION SEVEN: That Section Seven "Monitoring" of Ordinance No. 1617 is hereby amended by the addition of Paragraph Nos. 5 and 6, so that said Paragraph Nos. 5 and 6 shall hereafter be and read as follows:

5. Failure to submit timely the annual report hereinafter described shall constitute a material noncompliance with the terms of this Development Order.

6. For the purposes of this Development Order, the term substantial means not minor.

SECTION EIGHT: The cost of defense of any appeals or suits arising from this Development Order by parties with standing, shall be borne by the Applicant. The City shall reasonably cooperate with the Applicant in any such appeal, including without limitation, the appointment of special counsel to the City to defend any such appeal and the amendment (with the City's and Applicant's consent) of this Development Order.

SECTION NINE: This Development Order shall become effective upon the expiration of the appeal period under Section 380.07, Florida Statutes (1985), without an appeal having been taken, or if taken, dismissed or this Development Order affirmed.

FIRST READING THE 23rd DAY OF October, 1986.

PUBLISHED THE 15th DAY OF October
1st November, 1986.

PUBLIC HEARING THE 6th DAY OF November, 1986.

PASSED THIS 6th DAY OF November, 1986.

AYES: 5 - Councilmen Connolly, Dunkum, Mischler, Vannatta and Mayor Bradbury

NAYS: 0 - None

ABSENT: 0 - None

ABSTAIN: 0 - None

APPROVED THIS 6th DAY OF November, 1986.

Cecil W. Bradbury
Cecil W. Bradbury
MAYOR

ATTEST:

Grace M. Kolar
Grace M. Kolar
CITY CLERK

1. Improvements at the following intersections are committed to:

Belcher and East Bay
Seminole and Park Blvd.
Belcher and Park Blvd.
Starkey and Ulmerton
U.S. 19 and Belleair
Belcher and Ulmerton
Starkey and East Bay
Starkey and Park Blvd.
28th Street and Roosevelt
34th Street and Ulmerton
Roosevelt and 49th Street
28th Street and 118th ~~Street~~ Avenue
49th Street and Ulmerton

2. Improvements for the following roadway links are committed to:

East Bay between Starkey and Belcher
East Bay between Belcher and U.S. 19
U.S. 19 between Development's entrance and Park Blvd.
U.S. 19 between Development's entrance and Ulmerton
Ulmerton between Roosevelt and I-275
Park Blvd. between U.S. 19 and 49th Street

LIST 1
FOR THE DEVELOPMENT ORDER
OF THE GATEWAY CENTRE

Phase 1

**Improvements at this location have been committed to.

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
U.S. 19/Harn	E	9.0	NB: Add Right Turn Lane SB: Add Right Turn Lane
Belcher/East Bay **	E	7.1	NB: Add Second Left Turn Lane SB: Add Second Left Turn Lane EB: Add Third Through Lane and Second Left Turn Lane
Roosevelt/49th St.	E	5.2	NB: Add Second Left Turn Lane EB: Add Third Through Lane WB: Add Third Through Lane
Ulmerton/66th Street	E	5.6	NB: Add Second Left Turn Lane EB: Add Third Through Lane WB: Add Third Through Lane
Park/Seminole **	E	5.2	Construct Grade Separation
Park/Starkey	E	6.2	NB: Add Third Through Lane and Second Left Turn Lane SB: Add Third Through Lane and Second Left Turn Lane EB: Add Third Through Lane and Second Left Turn Lane WB: Add Third Through Lane and Second Left Turn Lane
Park/Belcher **	E	7.5	Construct Grade Separation

LIST 2
for the Development Order
of the Gateway Centre

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
Park/66th Street	E	40.3	NB: Add Right Turn Lan and Second Left Turn Lane SB: Add Right Turn Lan EB: Add Right Turn Lan and Second Left Turn Lane WB: Add Right Turn Lan and Second Left Turn Lane
Park/49th Street	E	12.9	Construct Grade Separation
Gandy/Frontage Road	E	156.0	Construct Grade Separation
I-275/Gandy (East Side)	E	25.0 AM	EB: Add Third Through Lane WB: Add Third Through Lane
Gandy/4th Street N.	E	39.5	NB: Add Left Turn Lane
I-275/38th Ave. N. (West side)	E	6.1	EB: Add Third Through Lane
I-275/22nd Ave. N. (West side)	E	6.0	SB: Add Second Left Turn Lane

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
Roosevelt/28th St.	E	11.6	NB: Add Second Through Lane and Second Left Turn Lane SB: Add Second Through Lane and Second Left Turn Lane EB: Add Third and Fourth Through Lanes WB: Add Third Through Lane and Second Left Turn Lane
U.S. 19/Proj. Ent.		NA	Add Third Through Lane NB: Add Right Turn Lane SB: Add Third Through Lane and Left Turn Lane WB: Add Right Turn Lane and Left Turn Lane
Ulmerton/34th St. N.	E	15.7 AM	NB: Add Left Turn Lane EB: Add Third Through Lane

Roadway Link	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS C Daily Capacity of Existing Facility	Needed Improvements
U.S. 19 from Belleair to East Bay	E	5.9	Construct 6-Lane Expressway
U.S. 19 from East Bay to Ulmerton	E	8.1	Construct 6-Lane Expressway
U.S. 19 from Ulmerton ** to Project Entrance	E	10.6	Construct 4-Lane Expressway
East Bay from Starkey ** to Belcher	E	6.9	Construct 4-Lane Expressway
East Bay from Belcher ** to U.S. 19	E	6.3	Construct 4-Lane Expressway
Roosevelt from U.S. 19 to 49th Street, N.	E	8.6	Construct 6-Lane Expressway
Park from Belcher to 66th Street, N.	E	7.4	Construct 6-Lane Expressway
Park from 66th St. N. to 49th Street, N.	D	8.6	Construct 6-Lane Expressway
Park from 49th St. N. ** to U.S. 19	D	10.7	Construct 6-Lane Expressway
Gandy from U.S. 19 to Frontage Road	E	18.4	Construct 6-Lane Expressway
Gandy from Frontage Road to I-275	E	39.1	Construct 6-Lane Expressway
Gandy from I-275 to 9th Street N.	E	16.8	Construct 4-Lane Expressway
Roosevelt from 49th Street, N. to Ulmerton	E	9.6	Construct 6-Lane Divided Arterial

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
Belcher/East Bay	E	13.6	Construct Grade Separation
Roosevelt/49th St.**	E	23.1	NB: Add Two Left Turn Lanes SB: Add Left Turn Lane EB: Add Third Through Lane WB: Add Third Through Lane
Starkey/Ulmerton**	E	5.5	NB: Add Third Through Lane and Second Left Turn Lane SB: Add Third Through Lane and Second Left Turn Lane EB: Add Third Through Lane and Second Left Turn Lane WB: Add Third Through Lane
Belcher/Ulmerton**	E	8.6	NB: Add Right Turn Lane and Left Turn Lane SB: Add Right Turn Lane and Left Turn Lane EB: Add Third Through Lane WB: Add Third Through Lane
Ulmerton/66th St.	E	10.8	NB: Add Third Through Lane SB: Add Third Through Lane EB: Add Second Left Turn Lane WB: Add Second Left Turn Lane
Park/Starkey**	E	6.2	Construct Grade Separation

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
Park/66th Street	E	76.8	Construct Grade Separation
I-275/Gandy (East Side)	E	53.6 AM	Construct Grade Separation
Gandy/4th St. N.	E	81.6	NB: Add Third Through Lane and Second Left Turn Lane SB: Add Right Turn Lane EB: Add Right Turn Lane
49th St./62nd Ave. N.	E	5.0	NB: Add Right Turn Lane
4th St./62nd Ave. N.	E	7.5	SB: Add Second Left Turn Lane
58th St./38th Ave. N.	E	6.6	SB: Add Right Turn Lane WB: Add Third Through Lane
49th St./38th Ave. N.	E	5.4	SB: Add Right Turn Lane EB: Add Third Through Lane WB: Add Third Through Lane
I-275/38th Ave. N. (East Side)	E	8.0	EB: Add Left Turn Lane
I-275/38th Ave. N. (West Side)	E	11.3	SB: Add Left Turn Lane EB: Add Through Lane WB: Add Through Lane
I-275/22nd Ave. N.	E	11.0	SB: Add Second Left Turn Lane
16th St./22nd Ave. N.	E	5.5	NB: Add Through Lane SB: Add Through Lane EB: Add Through Lane WB: Add Through Lane
58th St./5th Ave. N.	E	5.5	NB: Add Second Left Turn Lane

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
49th St./5th Ave. N.	E	5.5	EB: Add Third Through Lane WB: Add Third Through Lane
34th St./5th Ave. N.	E	5.7	NB: Add Right Turn Lane and Left Turn Lane EB: Add Third Through Lane WB: Add Third Through Lane
Roosevelt/28th St. **	E	69.2	Construct Grade Separation
118th Ave./28th **	E	75.1	NB: Add Left Turn Lane
49th/Ulmerton **	E	26.6	NB: Add Second Through Lane SB: Add Second Through Lane and Left Turn Lane
Ulmerton/34th Street **	E	30.9 AM	Construct Grade Separation
U.S. 19/Proj. Ent.		NA	WB: Add Second Left Turn Lane
U.S. 19/SR 60	E	6.4	WB: Add Second Left Turn Lane

Roadway Link	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS C Daily Capacity of Existing Facility	Needed Improvements
U.S. 19 from SR 60 to Harn Blvd.	E	6.3	Construct 6-Lane Expressway
U.S. 19 from Harn Blvd. to Belleair	E	7.2	Construct 6-Lane Expressway
U.S. 19 from Ulmerton to Project Entrance	E	19.6	Construct 6-Lane Expressway
U.S. 19 from Project ** Entrance to Park-Gandy	E	6.8	Construct 6-Lane Expressway
U.S. 19 from Park to Haines	D	5.9	Construct 8-Lane Divided Arterial
East Bay from Seminole to Starkey	E	5.4	Construct 6-Lane Divided Arterial
East Bay from Starkey to Belcher	E	11.3	Construct 6-Lane Expressway
East Bay from Belcher to U.S. 19	E	10.4	Construct 6-Lane Expressway
Ulmerton from Starkey to Belcher	E	6.3	Construct 8-Lane Divided Arterial
Ulmerton from Belcher to 66th Street, N.	E	7.6	Construct 8-Lane Divided Arterial
Ulmerton from 66th Street, N. to U.S. 19	E	7.6	Construct 6-Lane Divided Arterial
Ulmerton from U.S. 19 Roosevelt	E	5.0	Construct 8-Lane
28th Street, N. from Roosevelt to Gandy	E	125.7	Construct 4-Lane Divided Arterial
Park from Starkey to Belcher	E	6.4	Construct 6-Lane Expressway

Roadway Link	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS C Daily Capacity of Existing Facility	Needed Improvements
Gandy from Frontage to I-275	E	65.0	Construct 8-Lane Expressway
Gandy from I-275 to 9th Street, N.	E	28.0	Construct 6-Lane Expressway
Gandy from 9th Street, N. to 4th Street, N.	D	18.6	Construct 6-Lane Divided Arterial
66th Street, N. from 74th Avenue, N. to 62nd Avenue, N.	D	5.1	Construct 8-Lane Divided Arterial
9th Street, N. from 94th Avenue, N. to 83rd Avenue, N.	D	14.7	Construct 6-Lane Divided Arterial
I-275 from 54th Ave., N. to 38th Avenue, N.	E	8.0	Construct 8-Lane Freeway
I-275 from 38th Ave., N. to 22nd Avenue N.	E	5.5	Construct 8-Lane Freeway
Roosevelt from Ulmerton to 28th Street, N.	E	24.6	Construct 6-Lane Freeway

* NB = Northbound
  SB = Southbound
  EB = Eastbound
  WB = Westbound

* PM Peak Hour unless indicated.
  (AM = AM Peak Hour)

Source: RS&H, 1986.

Phase 3

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
SR 60/U.S. 19	E	7.2	EB: Add Second Left Turn Lane
U.S. 19/Belleair	E	15.3	NB: Add Second Left Turn Lane
Ridge/West Bay	E	6.5	NB: Add Third Through Lane SB: Add Third Through Lane EB: Add Second Through Lane WB: Add Second Left Turn Lane
Seminole/West Bay	E	7.5	Construct Grade Separation
Starkey/East Bay	E	14.0	NB: Add Second Left Turn Lane
Roosevelt/49th St.	E	38.5	Construct Grade Separation
Seminole/Ulmerton	E	6.2	Construct Grade Separation
Starkey/Ulmerton	E	9.3	Construct Grade Separation
Belcher/Ulmerton	E	14.3	EB: Add Second Left Turn Lane
Ulmerton/66th St.	E	17.8	Construct Grade Separation
Roosevelt/9th St.	E	37.4	NB: Add Second Left Turn Lane
U.S. 19/Park	E	8.2	NB: Add Second Left Turn Lane SB: Add Second Left Turn Lane EB: Add Second Left Turn Lane

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
9th St./94th Ave. N	E	36.4	NB: Add Third Through Lane SB: Add Third Through Lane
U.S. 19/Haines	E	16.6	Construct Grade Separation
49th St./62nd. Ave. N.	E	7.7	SB: Add Right Turn Lane
34th St./62nd. Ave. N.	E	12.1	SB: Add Second Left Turn Lane EB: Add Third Through Lane WB: Add Second Left Turn Lane
58th St./38th Ave. N.	E.	11.1	WB: Add Second Left Turn Lane
49th St./38th Ave. N.	E	9.0	SB: Add Second Left Turn Lane WB: Add Right Turn Lane
I-275/38th Ave. N. (East Side)	E	13.2	Construct Grade Separation
34th St./5th Ave. N.	E	9.5	EB: Add Left Turn Lane
I-275/5th Ave. N.	E	6.8	SB: Add Second Left Turn Lane EB: Add Third Through Lane WB: Add Third Through Lane

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
49th St./22nd. Ave. S.	E	6.5	NB: Add Third Through Lane and Two Left Turn Lanes SB: Add Third Through Lane and Two Left Turn Lanes EB: Add Two Left Turn Lanes WB: Add Third Through Lane and Two Left Turn Lanes
Westshore/Gandy	E	6.3	NB: Add Second Through Lane SB: Add Second Through Lane EB: Add Second Left Turn Lane
49th St./Ulmerton	E	40.0	Construct Grade Separation
118th/28th	E	125.3	EB: Add Second Left Turn Lane
Gandy/9th St. N. (North Side)	E	20.5	WB: Add Third Through Lane
Gandy/9th St. N. (South Side)	E	48.6	EB: Add Third Through Lane
Gandy/4th St. N.	E	249.5	Construct Grade Separation
U.S. 19/Proj. Ent.		NA	SB: Add Second Left Turn Lane

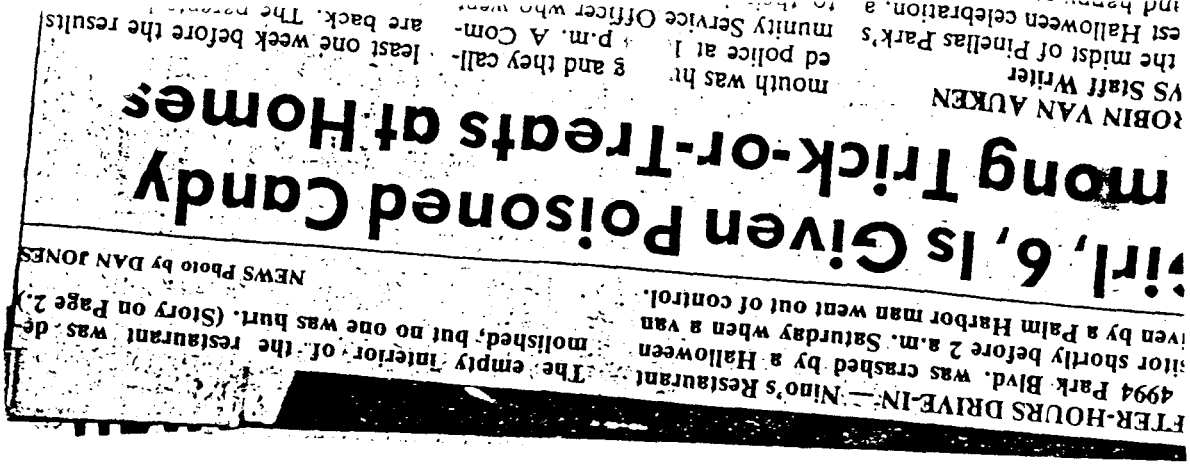
Roadway Link	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS C Daily Capacity* of Existing Facility	Needed Improvements
38th Ave. N. from 16th St. N. to 9th St. N.	E	7.1	Construct 4-Lane Expressway
22nd Ave. N. from I-275 to 16th St. N.	D	6.8	Construct 6-Lane Divided Arterial
5th Ave. N. from U.S. 19 to I-275	E	9.7	Construct 6-Lane Divided Arterial
Roosevelt from 49th St. N. to Ulmerton	E	27.7	Construct 8-Lane Divided Arterial
9th St. N. from 94th Ave. N. to Gandy	D	32.3	Construct 6-Lane Divided Arterial
9th St. N. from 94th Ave. N. to 83rd Ave. N.	E	17.8	Construct 6-Lane Divided Arterial
49th St. N. from 74th Ave. N. to 62nd Ave. N.	D	6.0	Construct 8-Lane Divided Arterial
U.S. 19 from 66th St. N. to East Bay	E	24.8	Construct 8-Lane Expressway
66th St. N. from 74th Ave. N. to 62nd Ave. N.	D	7.8	Construct 8-Lane Divided Arterial
I-275 from Kennedy to 4th St. N.	F	6.0	Construct 8-Lane Freeway
I-275 from 4th St. N. to Ulmerton	E	6.0	Construct 8-Lane Freeway
I-275 from Gandy to 54th Ave. N.	D	14.0	Construct 8-Lane Freeway
I-275 from 54th Ave. N. to 38th Ave. N.	E	11.9	Construct 10-Lane Freeway
I-275 from 38th Ave. N. to 22nd Ave. N.	E	8.2	Construct 10-Lane Freeway

Roadway Link	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS C Daily Capacity* of Existing Facility	Needed Improvements
I-275 from 22nd Ave. N. to I-375	E	5.1	Construct 8-Lane Freeway
Roosevelt from Ulmerton to 28th St., N.	E	35.6	Construct 8-Lane Freeway
4th St., N. from Gandy to 83rd Street	D	27.3	Construct 8-Lane Divided Arterial

NB = Northbound
SB = Southbound
EB = Eastbound
WB = Westbound

* PM Peak Hour unless indicated.
(AM = AM Peak Hour)

Source: RS&H, 1986.



FTER-HOURS DRIVE-IN — Nino's Restaurant
4994 Park Blvd. was crashed by a Halloween
sitor shortly before 2 a.m. Saturday when a van
iven by a Palm Harbor man went out of control.

...The empty interior of the restaurant was de-
...molished, but no one was hurt. (Story on Page 2.)

NEWS Photo by DAN JONES

...irl, 6, Is Given Poisoned Candy
...mong Trick-or-Treats at Homes

ROBIN VAN AUKEN
VS Staff Writer

...the midst of Pinellas Park's
...est Halloween celebration, a
...mouth was ha...
...ed police at 1...
...munity Service Officer who went...
...p.m. A Com-
...least one week before the results
...are back. The pa...

Published Weekly on Thursdays
Pinellas Park, Pinellas County, Florida

STATE OF FLORIDA
COUNTY OF PINELLAS

Before the undersigned authority personally appeared Judson Bailey who on oath says that (s)he is the Legal Account Executive of the Pinellas Park NEWS, a weekly newspaper published at Pinellas Park in Pinellas County, Florida; that the attached copy of advertisement, being a Notice of Public Hearing Change of Land Use Ordinance 1662 City of Pinellas Park in the Court, was published in said newspaper in the issues of October 23, November 6, 1986

Affiant further says that the said Pinellas Park NEWS is a newspaper published at Pinellas Park, in said Pinellas County, Florida, and that the said newspaper has heretofore been continuously published in said Pinellas County, Florida, each week and has been entered as second class mail matter at the post office in Pinellas Park in said Pinellas County, Florida, for a period of one year next preceding the first publication of the attached copy of advertisement; and affiant further says that (s)he has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in said newspaper.

Judson Bailey

Sworn to and subscribed before me
this ____ day of NOV - 6 19, A.D.
1986

Barbara J. Hellinger
(SEAL) 9-14-88 Notary Public

Pin

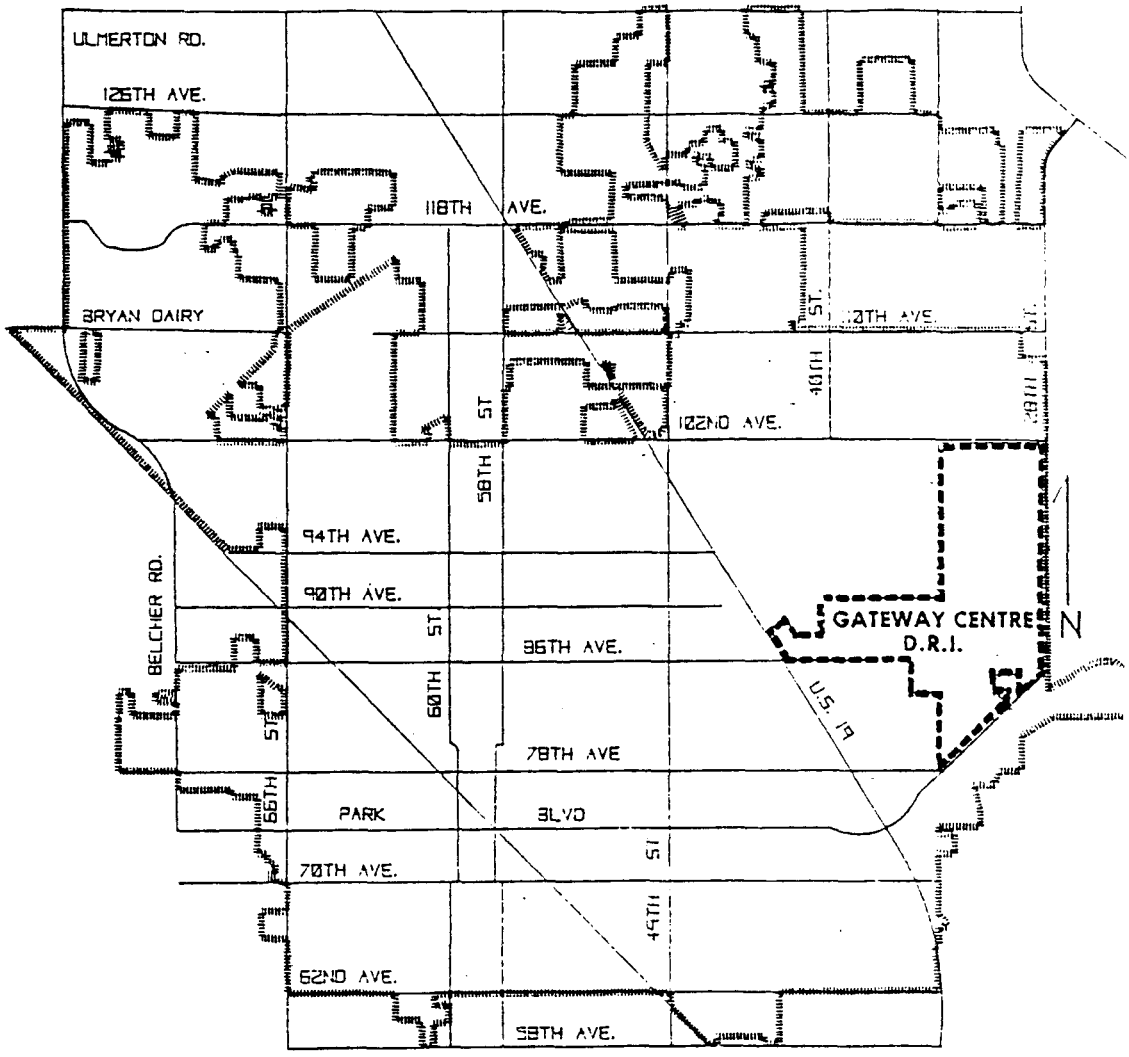
STATE OF FLORIDA
COUNTY OF PINELLAS

Before the undersigned authorit
who on oath says that (s)he is th
newspaper published at Pinellas
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Change
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Affiant further says that the said
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the post office in Pinellas Park
preceding the first publication of
(s)he has neither paid nor promis
sion or refund for the purpose of

Sworn to and subscribed before
this _____, day of _____
19 86
Barbara J.
(SEAL) 9-14-8

CITY OF PINELLAS PARK
PUBLIC HEARING
NOTICE OF CHANGE OF LAND USE



The City of Pinellas Park proposes to change the use of land within the area shown in the map in this advertisement.

A public hearing on the proposal will be held on October 23, 1986 at 7:30 p.m., at Pinella Park City Hall, 5141-78th Avenue North, Pinellas Park. The item to be considered is Or dinance No. 1662, an Ordinance amending Ordinance No. 1617, an Ordinance adopting Development Order for the Gateway Centre Development of Regional Impact.
PPN 335 — October 23, November 6, 1986

#6307074S

STATE OF FLORIDA
COUNTY OF PINELLAS } S.S.

ST. PETERSBURG TIMES and EVENING INDEPENDENT

Published Daily
St. Petersburg, Pinellas County, Florida

Before the undersigned authority personally appeared J. Murry
who on oath says that he is Front Counter Clerk
of the Evening Independent
a daily newspaper published at St. Petersburg, in Pinellas County, Florida: that the attached copy of advertisement, being a Legal Notice
in the matter RE: Ordinance 1662-Gateway Centre

_____ in the _____ Court
was published in said newspaper in the issues of Oct. 15 & Nov. 1,
1986

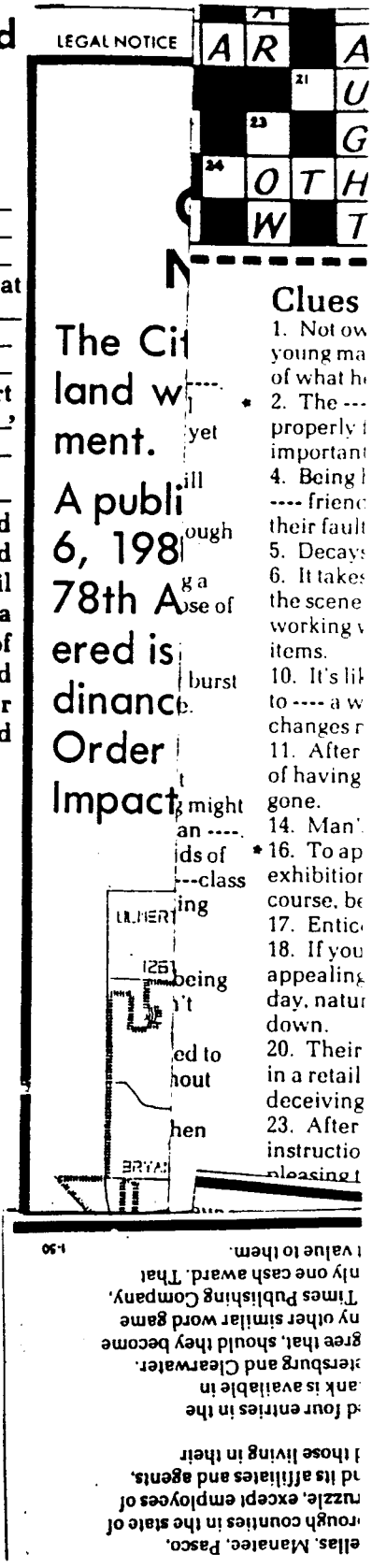
Affiant further says the said Evening Independent is a newspaper published at St. Petersburg, in said Pinellas County, Florida, and that the said newspaper has heretofore been continuously published in said Pinellas County, Florida, each day and has been entered as second class mail matter at the post office in St. Petersburg, in said Pinellas County, Florida, for a period of one year next preceding the first publication of the attached copy of advertisement, and affiant further says that he has neither paid nor promised any person, firm, or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in the said newspaper.

J. Murry

Sworn to and subscribed before
me this 1st day of
Nov. A.D. 19 86

(SEAL) Notary Public

Notary Public, State of Florida at Large
My commission expires My Commission Expires FEB. 1, 1987 19 ____



City of St. Petersburg
Office of the City Manager

October 31, 1986

Ms. Julia Greene, Director
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, FL 33702

Re: Development Order (Ordinance No. 939-F) for the Gateway Centre Development of Regional Impact (DRI #132)

Dear Ms. Greene:

The St. Petersburg City Council adopted Ordinance No. 939-F, a Development Order for the Gateway Centre Development of Regional Impact, on October 30, 1986. Pursuant to Chapter 380, Florida Statutes, a copy of the Development Order and all associated exhibits are enclosed.

If you have any questions concerning this Development Order, please contact Michael R. Dove, the City's DRI Coordinator, at 893-7153.

Sincerely,

Robert Obering
City Manager

cc: Brenda Jividen, Clerk of Council
Michael R. Dove, Manager, Advance Planning
Rebecca Stewart, Planner III

LTR^939FDO:bp

ORDINANCE NO. 939-F

AN ORDINANCE BY THE CITY COUNCIL OF THE CITY OF ST. PETERSBURG, FLORIDA, ADOPTING A DEVELOPMENT ORDER FOR THE GATEWAY CENTRE DEVELOPMENT OF REGIONAL IMPACT, PURSUANT TO SECTION 380.06, FLORIDA STATUTES; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, on August 23, 1985, Gateway Centre Joint Venture, (the "Applicant", which term shall also be deemed to include its successors and assigns), a Florida joint venture, filed an Application for Development Approval (ADA) for a development of regional impact (DRI) with the City of St. Petersburg (City) pursuant to the provisions of Sections 380.06 Florida Statutes; and

WHEREAS, the ADA proposes construction of a mixed-use development containing office, research and development facilities (R&D), showroom, distribution, warehouse and other light industrial uses, and hotel, retail and commercial uses which complement and support the proposed project (said development being hereinafter referred to as the "Development"); and

WHEREAS, the Development is located at a major crossroads of central Pinellas County, in an area bounded by Gandy Boulevard and Golden Gate and Sunset Mobile Home Parks on the south, I-275 on the east, U.S. Highway 19 on the west, and the Mainlands residential development and the Pinellas County Resource Recovery Plant on the north; and

WHEREAS, the City Council of the City (City Council), as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes (1985), is authorized and empowered to consider ADAs; and

WHEREAS, the public notice requirements of Section 380.06, Florida Statutes (1985), have been satisfied; and

WHEREAS, the City Council has on July 24, and August 7, 1986, held duly noticed public hearings on the Application, as hereinafter defined, and has heard and considered public comments and documents received incident thereto; and

WHEREAS, the City Council has received and considered the report and recommendations of the Tampa Bay Regional Planning Council (TBRPC); and

WHEREAS, the City has solicited, reviewed, and considered reports, comments, and recommendations from interested citizens, Pinellas County and City agencies as well as the review and report of the City Manager (which term shall also be deemed to include his designees); and

WHEREAS, after due consideration, the City Council has determined that the Application, as hereinafter defined, should be approved with conditions.

THE CITY OF ST. PETERSBURG DOES ORDAIN:

SECTION 1. Findings of Fact. Pursuant to Section 380.06(15), Florida Statutes (1985), the City makes the following findings of fact with respect to the Development:

1. The Applicant submitted to the City an ADA, a response to ADA sufficiency review, and a response by Michael P. Patterson (Senior Planner, Post, Buckley, Schuh, and Jernigan, Inc.), dated December 12, 1985, which are identified as Exhibits "A," "B," and "C," respectively attached hereto and made a

part hereof. The term "Application" as used in this Development Order, shall refer to the ADA, the response to sufficiency review, and the response of Mr. Patterson.

2. The real property which is the subject of the Application is located within the municipal boundaries of the City and the City of Pinellas Park.

3. The real property which is the subject of the Application is legally described on Exhibit "D," attached hereto and made a part hereof.

4. The proposed development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes (1985).

5. All development will occur in accordance with this Development Order and the Application.

6. This Development Order makes adequate provision for the public facilities needed to accommodate the impacts of the Development.

7. The exactions imposed upon the Applicant and/or the contributions from governmental agencies or other entities made on behalf of the Applicant, and the commitments for transportation improvements described on List 1 attached hereto and incorporated herein, make adequate financial provisions for the public transportation facilities needed to accommodate the transportation impacts for Phases 1 and 2 (as herein defined) of the Development. For purposes of this Development Order, a commitment is the scheduling of commencement of construction of an improvement in (i) a

development order for development of regional impact, or (ii) a transportation improvement plan (TIP) or capital improvement plan (CIP) of a state or local government or the Pinellas County Metropolitan Planning Organization (MPO). Notwithstanding the foregoing, nothing herein prevents the City or other appropriate jurisdiction from modifying its transportation improvement program (TIP) or capital improvements program (CIP).

8. The Development consists of a total of 585 acres divided between the City and the City of Pinellas Park, together with indicated usages, as follows:

City

Acreage: 100 M.O.L.

Office Space: 1,622,000 square feet

Hotel: 150,000 square feet (200 rooms)

City of Pinellas Park

Acreage: 485 M.O.L.

Office Space: 1,409,000 square feet

Light Industrial: 2,520,000 square feet

Commercial: 246,000 square feet

Hotel: 336,000 square feet (500 rooms)

SECTION 2. Conclusions of Law. Pursuant to Section 380.06(15), Florida Statutes (1985), City Council makes the following conclusions of law with respect to the Development:

1. A comprehensive review of the impacts generated by the Development as proposed by the Applicant has been conducted by the City, the City of Pinellas Park, the TBRPC, and other appropriate governmental agencies.
2. The Development does not unreasonably interfere with the achievement of the objectives of the State Land Development Plan.
3. In order for the proposed Development to be consistent with the adopted comprehensive plan and development regulations of the City it is necessary to impose on the approval of the Application the conditions and restrictions contained in this Development Order.
4. All required land use plan amendments were reviewed by the City's Planning Commission (PC) and the Pinellas Planning Council.
5. All required rezonings were reviewed by the PC.
6. In considering whether the Development should be approved subject to conditions, restrictions, and limitations, the City considered the criteria stated in Section 380.06, Florida Statutes (1985).
7. The Development Order is consistent with the local comprehensive plan and local land development regulations.
8. The review by the City and other participating agencies and interested citizens shows that the impacts of the Development are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes (1985), by the terms and conditions of this Development Order.

9. The Application is approved subject to all terms and conditions of this Development Order.

10. The Development is consistent with the intent of the report and recommendations of the TBRPC.

SECTION 3. General Provisions. The following General Provisions shall govern the administration of this Development Order:

1. The provisions of this Development Order affect the real property described on Exhibit "E" which is attached hereto and made a part hereof. This real property is within the municipal limits of the City.

2. All provisions contained within the Application 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.

3. This Ordinance, including all exhibits attached hereto, shall constitute the Development Order of the City in response to the Application.

4. The definitions contained in Chapter 380, Florida Statutes (1985), shall govern and apply to this Development Order. Terms not defined in Chapter 380, Florida Statutes (1985), shall have the meanings assigned to them by the Code of Ordinances of the City (City Code), including the Zoning Code.

5. This Development Order shall be binding upon the Applicant. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in

interest to, or which otherwise possess any of the powers and duties of, any branch of government or governmental agency.

6. 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, provided, however, that the Development shall be subject to a substantial deviation review as a result of any such determination of invalidity, illegality, or unconstitutionality, but there shall be no presumption that such determination shall be a substantial deviation.

7. Whenever this Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected government agencies and departments as are or may be designated by the City Council as well as all governmental agencies and departments set forth under applicable laws and rules governing DRI's.

8. In each instance in this Development Order where the Applicant is responsible for ongoing maintenance of facilities at the Development, the Applicant may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate public or private body created, in whole or in part, to perform such responsibilities. Before such transfer may be effective, however, the body to which responsibility has been or will be transferred must be approved by the City Council, or any other affected governmental agency, 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.

9. This Development Order shall remain in effect for a period of fifteen (15) years from the effective date hereof. Any development activity for which a site plan has been submitted to the City for review and approval prior to the expiration date of this Order may be completed, if approved, subject to existing City regulations applicable to the expiration of said approval. This Order may be extended by the City Council on the finding of excusable delay in any proposed development activity.

10. The City agrees that prior to fifteen (15) years from the effective date of this Development Order, the Development shall not be subject to down-zoning, unit density reduction, or intensity reduction, unless the City can demonstrate that substantial changes in the conditions underlying the approval of this Development Order have occurred or the Development Order was based on substantially inaccurate information provided by the Applicant or that the change is clearly established by the City to be essential to the public health, safety, or welfare (Section 380.06 (15)(c)(3), Florida Statutes) (1985).

11. Upon adoption, this Development Order shall be transmitted by the Clerk of the City Council by certified mail to the DCA, the TBRPC, the Applicant, the City of Pinellas Park, and Pinellas County.

12. Any revisions to this Development Order not addressed herein shall be subject to review by TBRPC.

SECTION 4. Conditions of Development Approval. The following conditions shall constitute the conditions of development approval for the Development:

1. Air Quality

   A. Prior to initiation of vertical construction, the Applicant shall provide to the City, Pinellas County Division of Air Quality (PCDAQ), Department of Environmental Regulation (DER), and TBRPC, for review and approval, an acceptable carbon monoxide model for the Development, which model is described in Exhibit "F" attached hereto and made a part hereof.

   B. If any impacts are indicated by the model to be adverse, the Applicant shall cooperate with the PCDAQ and DER in the identification and implementation of acceptable mitigation measures.

   C. The Applicant shall design the Development and install necessary improvements, at its own expense, so as to reasonably minimize vehicle congestion and queuing problems at ingress/egress points and along internal circulation routes. Such plans shall be reviewed by the PCDAQ and other appropriate departments and/or divisions.

2. Archaeology

   Should significant archaeological or historical resources be located during construction, construction activities within a reasonable distance of these resources shall cease until such

time as the ultimate disposition of such resources will be determined in cooperation with the State Division of Archives and the City.

3. Commitments

All commitments contained in Exhibit "G" attached hereto and made a part hereof, which commitments are also contained in the Application, 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 to the extent of such inconsistency.

4. Compatibility

A. The property described in Exhibit "E" shall not contain any multifamily or single family residential uses. The maximum intensity of various uses in the City shall be as follows:

Office	1,622,000 square feet GFA
Hotel	200 rooms

B. For the property described in Exhibit "E", the average floor area ratio shall not exceed .62. The extent to which any individual parcel can exceed .62 shall be determined through the City's applicable development regulations.

5. Drainage/Stormwater Management

A. The Applicant shall submit a master drainage plan for review by the DER, TBRPC, Pinellas Park Water Management District (PPWMD), Southwest Florida Water Management District (SWFWMD) and the City.

B. The drainage plan and the stormwater system design, construction and maintenance shall be consistent with the TBRPC's Stormwater and Lake Systems Maintenance and Design Guidelines (1978), the design criteria of SWFWMD, and with the City's drainage ordinance. Responsibility for providing maintenance of internal drainage facilities (excluding PPWMD ditches) shall be binding upon and run with the land.

C. Any necessary off-site drainage improvements required to mitigate any incremental impacts of the Development, including the modification of existing drainage facilities, shall be provided at the expense of the Applicant or the Gateway Centre Development District (CDD). Provision shall be made for any off-site drainage improvements required to mitigate the incremental impacts of a particular portion of the Development prior to the issuance of certificates of occupancy for that particular portion of the Development.

D. Acceptable maintenance easements shall be provided for all publicly dedicated drainage improvements.

E. Those portions of the stormwater drainage system not dedicated to the City or other public body shall remain the responsibility of the Applicant.

F. After final approval of a master drainage plan for the Development, the Applicant shall provide the City with a certified survey prepared and sealed by a land surveyor licensed by the State of Florida, containing the legal description of those wetland areas incorporated into such plan including those identified in paragraph 9 of this Section. The Applicant will thereafter initiate the

necessary land use amendments designating these areas as "Preservation."

6. Electricity

Electric service for the Development shall be provided by Florida Power Corporation (FPC) and the Applicant shall cooperate with FPC in providing necessary easements for the provision of electric services.

7. Elevation

Except as may be authorized by the Federal Emergency Management Agency, the elevation for all occupiable structures shall be at or above the 100-year base flood elevation as required by the Flood Disaster Protection Act of 1973 and the City's Flood Damage Prevention Ordinance Chapter 34-1/2, City Code.

8. Energy

A. Pursuant to the applicable provisions of the City Code, the Applicant will encourage the retention of natural vegetation for use as landscaping as a means of energy conservation.

B. An energy officer shall be designated for the Development to conduct energy audits, establish energy policies and monitor energy use and conservation.

C. The Development shall institute programs to promote energy conservation by employees, buyers, suppliers and the public.

D. Reduced levels of operation of all air conditioning, heating, and lighting systems during non-business hours shall be instituted.

E. Recycling programs will be instituted.

F. Energy-efficient cooling, heating and lighting systems will be used in the Development.

G. Installation of innovative energy conservation features such as waste heat recovery, or solar power will be used where feasible in the Development.

9. Environment

A. The following conditions shall be required with respect to those wetlands shown on Map 1 attached hereto and made a part hereof, provided, however, the Applicant shall obtain the necessary permits, from those agencies which have jurisdiction over such activity:

1. Wetlands 4 and 5 shall be preserved and restored in cooperation with the City in compliance with applicable City ordinances and vegetated with appropriate native plants.

2. Exotic species such as Melaleuca, Australian pine, and Brazilian pepper shall be removed from the site and excluded from recurring by a regular maintenance program to help ensure the success of native vegetation.

B. The Applicant shall coordinate with the Florida Game and Freshwater Fish Commission (FGFFC) and the City, as provided for by City regulations, concerning the conservation of pine flatwoods in conjunction with lakes and preservation areas and as development buffers.

C. The measures to reduce erosion, fugitive dust and air emissions referenced in the Application shall be required.

D. The methods discussed to overcome problems associated with a particular soil type listed in the Application shall be required.

E. 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 FGFFC.

F. Only those trees located within the building footprint, parking lots, or other on- and off-site improvements, shall be removed. In any event, the Applicant shall fully comply with the provisions of the appropriate chapter of the City Code in connection with the removal of such trees.

G. To the extent reasonably possible, any protected trees or native vegetation removed will be relocated within the Development as deemed reasonably acceptable to the City.

H. Trees required to be retained shall be protected during construction by the erection and maintenance of suitable physical structures limiting access to the protected trees. The barriers shall be comprised of wooden and/or other suitable materials and shall be erected a minimum of eight (8) feet from the trunk or two-thirds (2/3) of the tree's dripline, whichever is greater.

I. To the maximum extent reasonably possible, existing vegetation or native vegetation, including trees, will be incorporated into all landscaped design.

10. Flood/Hurricane

The Applicant shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurri-

cane evacuation orders. Any operator of a hotel shall prepare a plan to ensure the safe and orderly evacuation of hotel guests and those employees who, for security or administrative reasons, are in the buildings after an evacuation order is issued. The plan shall include procedures for the following:

1. Closing of all buildings for the duration of the hurricane evacuation order.
2. Informing all employees and hotel guests of evacuation routes out of the flood prone area and measures to be followed in the same event.
3. Coordinating with and informing appropriate public authorities of building closings, security and safety measures, and evacuation plans.

11. Hazardous Materials

A. The Applicant shall advise owners of property within the Development that: (i) the types of wastes and materials considered hazardous are those materials defined in Subsection 403.703(21), Florida Statutes (1985), and listed in title 40 CFR (part 261), and (ii) any hazardous waste will be transported and disposed of in a manner consistent with applicable regulations.

B. Those provisions of the City Zoning Code relative to the storage of hazardous waste and materials shall be adhered to. The applicant shall comply with all federal, state, and local requirements relative to the storage of hazardous waste and materials.

C. All hazardous waste transported in and out of the Development shall adhere to the following routes: (1) north on 28th

Street to Roosevelt Boulevard or (2) north on 28th Street to 118th Avenue, thence west on 118th Avenue to 49th Street, thence north on 49th Street. In no case shall any vehicle transporting hazardous waste traverse either Gandy Boulevard or 49th Street south of 118th Avenue, or any local streets which abut residential areas except when leaving or arriving at a facility en route to one of the above referenced corridors.

D. For each individual site within the Development, any hazardous waste which is temporarily stored shall be stored in separate temporary hazardous waste storage/collection areas, which areas shall be marked and/or colored so as to clearly distinguish and identify the area intended for hazardous waste. Hazardous waste, as soon as is practical, shall be transported to the appropriate licensed disposal facilities.

E. Establishment of hazardous materials or hazardous waste storage sites shall be subject to the approval of the Fire Department of the appropriate authority having jurisdiction.

F. An emergency response and hazardous waste management operation plan shall be required for those facilities which use, handle, store, or process hazardous wastes, to minimize hazards to human health and the environment. The plan shall be developed in conjunction with the City and shall describe the procedures and actions required of facility personnel as well as describe the arrangements agreed to by City police and fire departments and local emergency services and

hospitals. Individual tenant plans shall be included in the annual report.

12. Increment Schedule

A. Construction of the Development is proposed to occur over a ten (10) year period, with construction of necessary infrastructure to commence no later than one year from the effective date of this Development Order.

B. The Application states that preliminary market studies indicate that all tracts can be sold and developed in eight (8) to ten (10) years. Although no formal phasing is planned with respect to geographic areas, site increments of development as identified in paragraph 18 of this Section IV have been estimated in order to facilitate evaluation of project impacts.

C. It is the intent of this Development Order to ensure that all prerequisites for the Development are complied with and that all improvements required to mitigate potential adverse impacts are adequately addressed.

D. The square footages permitted in the total Development by this approval and the approval of the City of Pinellas Park shall be as follows:

The Development consists of a total of 585 acres divided between the City and the City of Pinellas Park, together with indicated usages, as follows:

City

Acreage: 100 M.O.L.

Office Space: 1,622,000 square feet
Hotel: 150,000 square feet (200 rooms)

City of Pinellas Park

Acreage: 485 M.O.L.

Office Space: 1,409,000 square feet

Light Industrial: 2,520,000 square feet

Commercial: 246,000 square feet

Hotel: 336,000 square feet (500 rooms)

E. Any exceedence of the above square footage allocations greater than five percent (5%) shall be subject to a substantial deviation determination pursuant to Section 380.06, Florida Statutes (1985).

13. Open Space

The Applicant shall be responsible for the maintenance of all open/recreational areas and landscaped areas within the Development.

14. Public Safety

As requested by the City, the Applicant shall coordinate with the City and the City of Pinellas Park to determine (i) the manner by which tenants will be informed of fire and police protection jurisdictions, and (ii) how and where public safety facilities can be incorporated into this project.

15. Recreational Facilities

The Applicant shall design and construct the sidewalks within the Development to serve also as jogging trails. The Applicant shall also encourage purchasers of property within the Development to use open space for recreational facilities, consistent with local regulations.

16. Sanitary Sewer

A. The City shall furnish sanitary sewer service to the property described in Exhibit "E" attached hereto and made a part hereof.

B. In addition, the City will utilize its best efforts to secure an Acceptable Interlocal Agreement, as defined herein, with the City of Pinellas Park whereby the City will provide wholesale sanitary sewage treatment service to Pinellas Park for that portion of the development within Pinellas Park's city limits. An "Acceptable Interlocal Agreement" is defined as an interlocal agreement accepted by the Applicant after the first reading, but before the second reading, of the same by the City Council.

C. The Applicant shall design, permit and install the appropriate size sewer transmission facilities in accordance with the City requirements and/or an acceptable interlocal agreement. If an acceptable interlocal agreement is entered into, eighty-five and 60/100 percent (85.60%) of the cost for such sewer line shall be paid by the Applicant; and fourteen and 40/100 percent (14.40%) of the cost shall be paid by the City. If an acceptable interlocal agreement is not entered into, fifty-two percent (52.00%) of the cost for such sewer facilities shall be paid by the Applicant; and forty-eight percent (48.00%) of the cost shall be paid by the City. The City shall pay its share of the cost within fourteen (14) days of receipt of the Applicant's notice to fund a contractor's draw request.

D. The Applicant shall be responsible for the construction and installation of all internal sanitary sewer collection systems (other than those within the boundaries of and designed solely to serve individual lots) including attendant improvements.

E. Maintenance responsibilities for those sewer systems not dedicated to and accepted by the City shall be in accordance with the provisions of the interlocal agreement or the responsibility of the Applicant.

F. With regard to industrial pretreatment prior to discharge, the Applicant shall require that all development abide by the provisions in City Code Sections 28.51 through 28.58.

17. Solid Waste

The collection, transportation and disposal of solid waste is controlled by Pinellas County and City ordinances and shall take place in accordance with the terms thereof.

18. Traffic Circulation

Upon review by the City of traffic improvements identified in the regional report prepared by the TBRPC on the Development, it was determined that certain of those improvements located within the municipal boundaries of the City are of questionable benefit to the City or the Development. The City has determined that due to the potential impacts of traffic generated by the development, mitigation of these impacts would be best accomplished by the construction of major traffic improvements within the general vicinity of the Development, rather than in areas located further

from the Development. This direction is especially appropriate given the recognition by the TBRPC, City, the Metropolitan Planning Organization, Pinellas County and Pinellas Park of the need for an Areawide Transportation Study to accurately assess the impact of development in the Gateway area.

A. Phase 1A of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 1A shall terminate when 2,991 average daily trips (ADT) are being generated by the Development. No regionally significant traffic impacts were identified for Phase 1A. For the purposes of this Development Order, the term ADT is defined as the total volume of traffic actually generated by the Development plus the total volume of traffic estimated to be generated by the Development upon full occupancy of buildings for which applications for building permits have been filed, during a given time period in whole days greater than one day and less than one year divided by the number of days in that time period. Traffic related to construction or traffic internal to the development shall not be included in ADT calculations. The applicant shall be responsible for all activities associated with meeting this requirement.

B. Phase 1B of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 1B shall commence when 2,991 ADT are being generated by the Development and shall terminate when 31,471 ADT are being generated. The following conditions shall apply to Phase 1B:

1. Prior to the issuance of building permits for vertical construction which will cause the Development's ADT to exceed 2,991, the following shall occur:

   a. A comprehensive areawide transportation study of the Gateway Area of Pinellas County (Areawide Study) shall have commenced. The Areawide Study shall be performed as directed and managed by the Pinellas County Metropolitan Planning Organization (MPO), in cooperation with the Florida Department of Transportation (FDOT), the City and TBRPC. The Areawide Study shall consider all approved developments within the study area, including previously approved DRIs and projected development. The Applicant shall contribute its fair share of the cost of the Areawide Study, not to exceed Seventy Five Thousand Dollars ($75,000.00), within ten (10) days after receipt of a written request by the MPO for such funds but in no event earlier than ten (10) days after the effective date of this Development Order. Irrespective of whether the Development has entered Phase 1B, the Areawide Study shall commence within one year of the issuance of the first building permit for vertical construction at the Development and be completed within three (3) years thereafter. In lieu thereof, issuance of a Development Order approving an areawide DRI including the Development shall satisfy this requirement. The parameters for the Areawide Study or areawide

DRI traffic analysis shall include, but not be limited to:

1. The regionally significant roadways which shall be included in the focus of the transportation study, as well as identification of additional roadways to be constructed within the study area.
2. The existing, approved and projected development to be included within the study area.
3. The manner by which the traffic impact of existing development will be documented and assessed.
4. The manner by which the traffic impact of approved and projected development will be documented and assessed.
5. The procedures by which mass transit shall be studied as a viable alternative to alleviate overburdening of the roadways.
6. Identification of specific construction implementation goals, such as right-of-way acquisition and implementation of additional north/south and east/west corridors designed to coincide with transportation improvement needs generated by each phase completion for projects approved within the study area.
7. Funding commitments for the improvements identified.

b. The planning and engineering for (i) a grade

separation at the intersection of 28th Street North and Gandy Boulevard, (ii) the entrance to the Development from Gandy Boulevard, and (iii) the construction of Gandy Boulevard to a six (6) lane expressway between the above-described grade separation and the intersection of Gandy Boulevard and I-275 (hereinafter items (i), (ii) and (iii) above shall be collectively referred to as the "Intersection") shall have commenced and be fully funded.

c. Commitments shall exist to construct intersection improvements at the following locations and as more particularly described on List 2 attached hereto and incorporated herein:

U.S. 19 and Harn

Ulmerton and 66th Street

Fourth Street and Gandy

I-275 and 38th Avenue North (West side)

I-275 and 22nd Avenue North (west side)

d. Commitments shall exist to construct roadway link improvements for the following sections and as more particularly described on List 2 attached hereto and incorporated herein:

U.S. 19 between Belleair and East Bay

U.S. 19 between East Bay and Ulmerton

Roosevelt between U.S. 19 and 49th Street N.

Park from Belcher to 66th Street North

Park from 66th Street to 49th Street.

2. During Phase 1B, the Applicant, or the appropriate entity, will acquire any necessary right-of-way and construct the following at-grade improvements:

East side of the intersection of I-275 and Gandy Boulevard:

EB: Add a 1600 foot, third through lane; and

WB: Add a 1600 foot, third through lane.

Although the Development contributes less than twenty-five percent (25%) of the lowest acceptable level of service at this location, the Applicant shall pay one hundred percent (100%) of the cost of such acquisition and construction.

3. a. Prior to the commencement of any construction at the Development, the Applicant shall deliver to the City a letter of credit or similar instrument in the amount of $230,000.00 or other security reasonably acceptable to the City ("Phase 1 Security"). The Phase I Security shall be in a form reasonably acceptable to the DCA. The Phase 1 Security shall secure performance of the Applicant's commitments for the improvements described in Paragraphs 18B.1b and 18B.2. of Section 4 of this Development Order ("Phase 1 Secured Commitments") as such improvements relate to the City. As the Applicant proceeds toward fulfillment of its obligations with respect to the Phase 1 Secured Commitments, the Phase 1 Security shall be reduced accordingly from time to time but

not more frequently than quarterly. If the Applicant fails to fulfill its obligations with respect to the Phase 1 Secured Commitments, the City may utilize the Phase 1 Security to assure construction of the Phase 1 Commitments, or cease issuance of building permits until the obligations with respect to the Phase 1 Commitments are being fulfilled.

b. Upon the effective date of this Development Order, the appropriate entity shall expeditiously commence the planning, engineering, right-of-way acquisition, permitting and construction of the Phase 1 Secured Commitments.

c. No building permits shall be issued which will cause the Development's ADT to exceed 31,471, if the Phase 1 Secured Commitments are not substantially completed.

C. Phase 2 of the Development is hereby created and approved subject to the conditions provided in this Development Order. Phase 2 shall commence when 31,471 ADT are being generated by the Development and shall terminate when 60,522 ADT are being generated. The following conditions shall apply to Phase 2:

1. Prior to issuance of building permits for vertical construction which will cause the Development's ADT to exceed 31,471, the conditions for approval of Phase 1 shall have been met and commitments shall exist to construct the

following improvements. However, whereas the City has determined in a special transportation study issued August 26, 1986, that many of the projects listed below and in List 2 (attached) were based on inaccurate data and assumptions and the study concluded that many of the projects identified were not necessary. Prior to obtaining commitments for these projects the applicant shall conduct further traffic studies to determine the necessity of those projects located within the city limits of St. Petersburg:

a. Intersection improvements at the following locations and as more particularly described on List 2 attached hereto and incorporated herein:

49th St. and 62nd Ave. N.

4th St. and 62nd Ave. N.

58th St. and 38th Ave. N.

49th St. and 38th Ave. N.

I-275 and 38th Ave. N. (East side)

16th St. and 22nd Ave. N.

58th St. and 5th Ave. N.

49th St. and 5th Ave. N.

34th St. and 5th Ave. N.

U.S. 19 and S.R. 60

b. Roadway link improvements for the following sections and as more particularly described on List 2 attached hereto and incorporated herein:

U.S. 19 between SR 60 and Harn Blvd.

U.S. 19 between Harn Blvd. and Belleair

East Bay between Seminole and Starkey

Ulmerton between Starkey and Belcher

Ulmerton between U.S. 19 and Roosevelt

Park between Starkey and Belcher

I-275 between 54th Ave. N. and 38th Ave. N.

I-275 between 38th Ave. N. and 22nd Ave. N.

U.S. 19 from Development entrance to Park-Gandy

U.S. 19 from Park to Haines

66th St. N. from 74th Ave. N. to 62nd Ave. N.

c. 28th Street from Gandy Boulevard to Roosevelt Boulevard:

SB: Add a through lane; and

NB: Add a through lane.

2. Construction of the Intersection shall be in compliance with the following timetable:

(1.) Planning and engineering shall be completed on or before May 31, 1990.

(2.) Right-of-way acquisition shall be completed on or before June 30, 1990.

(3.) Construction shall be commenced on or before June 30, 1990.

(4.) Construction shall be completed on or before June 30, 1992.

No building permits shall be issued for the Development after June 30, 1992, unless construction of the Intersection has been substantially completed.

The cost of the design and construction of the Intersection shall be borne as follows:

(1) CDD and/or the Applicant, twenty-eight percent (28%), but not to exceed Two Million Eight Hundred Thousand Dollars ($2,800,000.00).

(2) The Pinellas Park Water Management District (PPWMD), approximately two percent (2%), but not to exceed Two Hundred Fifty Thousand Dollars ($250,000.00).

(3) The City, Two Million Dollars ($2,000,000.00) and the City of Pinellas Park Two Million Eight Hundred Thousand Dollars ($2,800,000.00).

(4) FDOT, and/or Pinellas County, or other source, fourteen percent (14%), but not to exceed One Million Four Hundred Thousand Dollars ($1,400,000.00).

(5) The Applicant will be responsible for finding funding commitments for the remainder.

The order of payment for the Intersection shall be:

(1.) CDD and/or the Applicant

(2.) PPWMD

(3.) City and City of Pinellas Park, provided that one million eight hundred seventy-five thousand (1,875,000) aggregate square feet of development, including a minimum of 200,000 square feet of development within that portion of the project within the City, has been permitted and is under construction in the City and the City of Pinellas Park.

(4.) FDOT and/or Pinellas County.

The payment method and amounts set forth herein are based on the Applicant's and City's best estimate that the cost of design and construction of the Intersection, will not exceed Ten Million Dollars ($10,000,000.00). Should the cost exceed this amount, the parties shall negotiate in good faith to determine the method of paying such overage. The Applicant and the City shall exercise their best efforts to coordinate issuance of the funds hereinafter described so as to minimize the possibility that the improvements would be unfunded at any time. The City recognizes that the Applicant or the CDD may advance more than its share for construction of the Intersection, in which event the City's portion of the cost of the Intersection shall be paid, in whole or in part to the Applicant or CDD, as applicable, in the form of a reimbursement; provided that, the amount to be reimbursed shall in no event exceed Two Million Dollars ($2,000,000.00).

(5) Prior to the commencement of any vertical construction in Phase 2, the Applicant shall deliver to the City and the City of Pinellas Park a joint letter of credit or similar instrument in the amount of $2,800,000.00 or other security reasonably acceptable to the City ("Phase 2 Security"); provided, however, if the Applicant has previously expended more than One Million Dollars ($1,000,000.00) toward the Intersection, the Phase 2 Security shall be reduced by the same amount when such

funds have been expended over One Million Dollars ($1,000,000.00). The Phase 2 Security shall be in a form reasonably acceptable to DCA. The Phase 2 Security shall secure performance of the Applicant's commitments for the Intersection ("Phase 2 Secured Commitments"). As the Applicant proceeds toward fulfillment of its obligations with respect to the Phase 2 Secured Commitments, the Phase 2 Security shall be reduced accordingly from time to time. If the Applicant fails to fulfill its obligations with respect to the Phase 2 Secured Commitments, the City, if applicable, may utilize the Phase 2 Security to assure construction of the Phase 2 Secured Commitments, or cease issuance of building permits until the obligations with respect to the Phase 2 Secured Commitments are being fulfilled.

No building permits shall be issued which will cause the Development's ADT to exceed 60,522 if the Phase 1 Secured Commitments and Phase 2 Secured Commitments have not been substantially completed.

D. In the event that FDOT or the appropriate local government with jurisdiction for such improvement agrees that any of the above-referenced improvements for Phase 1 and/or Phase 2 may not be necessary, or recommends a different design, the City with review by the TBRPC and DCA, may approve alternative phasing or design with FDOT or the local government's concurrence.

E. Phase 3 of the Development is hereby created and approved subject to the conditions of this Development Order. Phase 3 shall commence when 60,522 ADT are being generated by the Development. Before 48,717 ADT are being generated by the Development, the Developer shall have completed a new transportation study which identifies transportation improvements needed to mitigate the traffic impacts of Phase 3 as well as any transportation improvements described on List 2 attached hereto and incorporated herein that (i) remain uncommitted and (ii) are demonstrated to be necessary to mitigate the traffic impacts of Phases 1 and 2, (such improvements relative to all three Phases being hereinafter referred to as the "Needed Improvements.") Such study shall be utilized in the process of determining whether development permits shall be issued for Phase 3 but does not affect the issuance of development permits for Phases 1 and 2. The study shall be conducted pursuant to the provisions of Section 380.06, Florida Statutes, and with generally accepted traffic methodology in effect at the time of commencement of the study. Prior to the issuance of building permits for vertical construction which will cause the Development's ADT to exceed 60,522, either: (i) commitments shall exist to construct the Needed Improvements; (ii) commitments shall exist to construct those improvements shown on List 2 that remain uncommitted; or (iii) if permitted by statutes and regulations then in effect, the Applicant may pay its fair share toward the Needed Improvements, and to the extent the Applicant has paid in excess of its fair share for Phases 1

and 2, it shall receive a credit in the amount of such excess toward any fair share payment due for Phase 3.

F. If the Development is designated as or becomes a part of a regional activity center as defined by the TBRPC, then notwithstanding any other provision of this Development Order, it shall not be a condition of this Development Order to obtain commitments for those improvements toward which the development contributes less than ten percent (10%) of the ADT as shown on List 2.

G. The City agrees that at such time as one million eight hundred seventy-five thousand (1,875,000) aggregate square feet of development has been permitted and is under construction, including a minimum of 200,000 square feet of development within that portion of the project within the City, it will secure financing, by bonds or otherwise, in an amount of Two Million Dollars ($2,000,000.00) and that said financing would be in place within twelve (12) months from that time. In no event shall the City be obligated to finance improvements in an amount greater than Two Million Dollars ($2,000,000.00). The bonds issued for all or a portion of such financing, if any, will be issued in accordance with the City's bond policies. Such financing of Two Million Dollars ($2,000,000.00) shall be used solely to the following purposes:

1. Acquisition of right-of-way and construction of improvements toward which the City has agreed herein to contribute; and, if there are any unused funds remaining, then;

2. Such unused funds shall next be used for projects selected by the City in its sole discretion, which are within the City's municipal limits and which are identified in the Areawide Study; and if there are any unused funds remaining, then;

3. Such unused funds shall next be used for transportation improvements selected by the City which are identified in the City's Capital Improvements Program.

H. The Applicant shall receive credit for monies paid for the traffic improvements referenced herein against the fees payable pursuant to the Pinellas County transportation impact fee ordinance to the full extent permitted thereby; provided, however, that if the amount payable by the Applicant for traffic improvements required hereby exceeds the fees required by such transportation impact fee ordinance, the Applicant shall pay the full amount required hereby.

I. The Applicant, shall, at its own expense, prepare and implement a transportation systems management (TSM) program which will divert a number of vehicle trips from the peak hour which is consistent with the assumptions used to prepare the ADA. The plan shall be reviewed by the City, the City of Pinellas Park, Pinellas County, MPO, Pinellas Suncoast Transit Authority, the TBRPC, and FDOT.

J. Each annual report for the Development after issuance of certificates of occupancy for an aggregate of five hundred thousand (500,000) square feet of commercial, industrial, and/or office space, shall include a yearly assessment of the annual achievement of vehicle trips diverted from the peak

hour as a result of the TSM measures. This assessment shall also include sufficient and appropriate documentation for all diversions claimed as a result of implementation of each TSM measure. If an annual report is not submitted for any reason, or if the report indicates that the total trip diversions are not being met, the city shall, at the Applicant's expense, conduct a substantial deviation determination pursuant to Section 380.06, Florida Statutes and may amend the Development Order to change TSM objectives and/or require additional roadway improvements. The results of the TSM study may serve as a basis for the Applicant or reviewing agencies to request Development Order amendments.

K. The Applicant commits to cooperate with the "Guideway Transit Project, Eastern Pinellas Corridor Route," if an alignment is identified by the MPO for the Development. This cooperation shall include the preservation and protection for rights-of-way and easements for the guideway facilities, when identified, in accordance with the supportive policies established for the guideway.

L. The City and the Applicant recognize that it is not possible to predict accurately the traffic improvements that may be necessitated by the Development. Accordingly, where traffic improvements are required as a result of the contribution by the Development of ten percent (10%) or more of the lowest acceptable level of service, approved by the TBRPC, the construction of such improvements shall be coordinated with the Pinellas County MPO's "2010 Plan" and TIP, and the CIP for the City and the City of Pinellas Park and the Areawide

Study. With the enactment of the 1985 Growth Management Legislation, local government CIPs are required to undergo an annual review and update, thus affording an opportunity to incorporate any traffic improvements which have been identified as being necessitated by this Development. Aside from local government CIPs, funding sources include the Pinellas County transportation impact fee, local option gas tax, and such other sources as may be made available from time to time.

19. Water

A. The Applicant shall design, permit and install a water line sufficient to serve that portion of the Development described on Exhibit "E" and the property to the north of the Development owned by the City, more commonly known as the "Sod Farm." Fifty-two percent (52.0%) of the cost for such water line shall be paid by the Applicant; and forty-eight percent (48.0%) of the cost shall be paid by the City. The City shall pay its share of the cost within fourteen (14) days of receipt of the Applicant's notice to fund a contractor's draw request.

B. The internal water system shall be constructed and installed in such a manner as to maintain an adequate water flow for fire protection.

C. The Applicant shall be responsible for the construction and installation of all internal water systems (other than those within the boundaries of and designed solely to serve individual lots), including attendant improvements.

D. Construction, installation, and maintenance for those water system improvements not dedicated to and accepted by the City shall be the responsibility of the Applicant.

E. The water conservation measures referenced in the Application shall be required.

F. The Applicant shall prepare and submit a plan for using non-potable water for that portion of the project within the City limits for landscape and open space irrigation.

20. Water Quality

A. The Applicant shall establish and perform a water quality monitoring program as described in Exhibit "H" attached hereto and made a part hereof to assess stormwater treatment compliance and potential downstream impacts on Sawgrass Lake, Roosevelt Creek and the Pinellas County Aquatic Preserve. Results of the monitoring program shall be submitted as part of the annual report.

B. The erosion control measures discussed on page 14-4 of the Application shall be followed.

SECTION 5. Expiration date. Unless amended pursuant to the procedures outlined in Section 380.06, Florida Statutes (1985), the terms and conditions of this Development Order shall expire as of fifteen (15) years from the effective date of this Development Order, provided, however, that nothing herein shall be deemed to in any way alter or amend the effective period of the CC&R.

Should construction of the Development not be completed in accordance with the provisions of this Development Order, as the same may be lawfully amended from time to time, the City shall initiate appropriate land use and rezoning proceedings necessary to restore the

land use and zoning on all property described in Exhibit "E" attached hereto to that which was in effect as of the effective date of this Development Order, or to such other suitable land use designation and zoning classification as may be deemed proper by the City. The Applicant shall be deemed to have consented to all such changes to land use and zoning.

SECTION 6. Exceptions. The provisions of this Development Order shall not be construed as a waiver of or exception to any rule, regulation, resolution or ordinance of the City or other affected governmental agencies, and, to the extent that further review is provided for in this Development Order or required by the City or by other affected governmental agencies, said review shall, unless otherwise specified herein, be subject to all applicable rules, regulations, resolutions and ordinances in effect at the time of such review.

SECTION 7. Monitoring. No permits or approvals shall be granted or issued, and no extension of services shall be authorized if the Applicant fails to act in substantial compliance with this Development Order. Pursuant to Section 380.06(17), Florida Statutes (1985), the City Manager shall be responsible for monitoring of the Development and enforcing the provisions of this Development Order. In fulfillment of this requirement, the following procedures shall apply:

1. For purposes of this procedure, the City Manager may rely upon or utilize information supplied by the TBRPC or any City department or agency having particular responsibility over the subject area involved.
2. The City Manager shall report to the City Council any findings of material noncompliance with the terms and conditions of this Development Order other than any deviation from the

terms hereof which would be subject to being dealt with pursuant to Section 380.06(19), Florida Statutes (1985).

3. The City Manager shall issue a written notice of such material noncompliance to the Applicant.

4. If the material noncompliance is not corrected within a reasonable amount of time, as established by the City Manager after consultation with the Applicant, the Manager shall recommend that the City Council establish a hearing to consider such material noncompliance and to take any action necessary and appropriate to insure compliance with this Development Order including termination of any further Development.

5. Failure to submit the annual report in a timely manner hereinafter described shall constitute a material noncompliance with the terms of this Development Order.

6. For the purposes of this Development Order, the term "substantial" means not minor.

SECTION 8. Annual Reports. The Applicant shall file an annual report in accordance with Section 380.06(18), Florida Statutes (1985), and applicable rules and regulations thereunder. Such report shall be due on the anniversary of the effective date of this Development Order until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the City Manager who shall after appropriate review, submit it for review by City Council. The City Council shall review the report for compliance with the terms and conditions of this Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Development Order. The Applicant shall be

Passed by St. Petersburg City Council on first reading on the 18th day of Sept, 1986.

Passed by St. Petersburg City Council on second and final reading on the 30th day of Oct., 1986.

ORD^939F:bp2

ADOPTED, RENDERED AND ISSUED THIS 30th DAY OF October, 1986
AYES: Cate, Griswold, Bond, Cole, Welch, Staples and Fisher
NAYES: None
ABSENT: Maddux
ABSTAIN: Stewart
APPROVED THIS 30th DAY OF October, 1986

Edward L. Cole Jr
MAYOR

ATTEST:

CITY CLERK

1. Improvements at the following intersections are committed to:

   Belcher and East Bay
   Seminole and Park
   Belcher and Park
   Starkey and Ulmerton
   U.S. 19 and Belleair
   Belcher and Ulmerton
   Starkey and East Bay
   Starkey and Park
   28th Street and Roosevelt
   34th Street and Ulmerton
   Roosevelt and 49th Street
   28th Street and 118th Avenue
   49th Street and Ulmerton

2. Improvements for the following roadway links are committed to:

   East Bay between Starkey and Belcher
   East Bay between Belcher and U.S. 19
   U.S. 19 between Development's entrance and Park
   U.S. 19 between Development's entrance and Ulmerton
   Ulmerton between Roosevelt and I-275

LIST 1
FOR THE DEVELOPMENT ORDER
OF THE GATEWAY CENTRE

Phase 1

*Improvements at th location have been committed to.

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
U.S. 19/Harn	E	9.0	NB: Add Right Turn Lane SB: Add Right Turn Lane
Belcher/East Bay *	E	7.1	NB: Add Second Left Turn Lane SB: Add Second Left Turn Lane EB: Add Third Through Lane and Second Left Turn Lane
Roosevelt/49th St.	E	5.2	NB: Add Second Left Turn Lane EB: Add Third Through Lane WB: Add Third Through Lane
Ulmerton/66th Street	E	5.6	NB: Add Second Left Turn Lane EB: Add Third Through Lane WB: Add Third Through Lane
Park/Seminole *	E	5.6	Construct Grade Separation
Park/Starkey	E	6.2	NB: Add Third Through Lane and Second Left Turn Lane SB: Add Third Through Lane and Second Left Turn Lane EB: Add Third Through Lane and Second Left Turn Lane WB: Add Third Through Lane and Second Left Turn Lane
Park/Belcher *	E	7.5	Construct Grade Separation

LIST 2
for the Development Order

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
Park/66th Street	E	40.3	NB: Add Right Turn Lane and Second Left Turn Lane SB: Add Right Turn Lane EB: Add Right Turn Lane and Second Left Turn Lane WB: Add Right Turn Lane and Second Left Turn Lane
Park/49th Street	E	12.9	Construct Grade Separation
Gandy/Frontage Road	E	156.0	Construct Grade Separation
I-275/Gandy (East Side)	E	25.0 AM	EB: Add Third Through Lane WB: Add Third Through Lane
Gandy/4th Street N.	E	39.5	NB: Add Left Turn Lane
I-275/38th Ave. N. (West side)	E	6.1	EB: Add Third Through Lane
I-275/22nd Ave. N. (West side)	E	6.0	SB: Add Second Left Turn Lane

Description of Exhibits for the Gateway Centre DO (Ordinance 939-F)

Exhibit A

This exhibit contains the Application for Development Approval (ADA) for the Gateway Centre Project Development of Regional Impact (DRI) submitted to the Tampa Bay Regional Planning Council (TBRPC) on August 23, 1985, by the Gateway Centre Joint Venture. The ADA addresses 39 questions, as prescribed by the Department of Community Affairs (DCA), which address the specific project, the environment and natural resources, the economy, public facilities, transportation, industrial plants and parks, and office parks.

Exhibit B

Exhibit B is the response to the ADA, the "sufficiency review", which contains responses to information requests from TBRPC and other reviewing agencies. This exhibit also describes changes from the original development proposal. These changes were primarily related to the site plan. The principal difference in the revised plan was in the internal street system.

This exhibit was provided to TBRPC on October 25, 1985, by Michael Patterson, Senior Planner, Post, Buckley, Schuh and Jernigan, Inc.

Exhibit C

Exhibit C addresses informational requests from TBRPC, Pinellas Park, the Pinellas County Division of Air Quality, and the Hillsborough County Department of Development Coordination. A detailed transportation analysis, proposed deed covenants and restrictions, and environmental concerns are addressed.

This material was provided to TBRPC on December 12, 1985 by Michael Patterson, Senior Planner, Post, Buckley, Schuh and Jernigan, Inc., consultant for the applicant. With this information, TBRPC subsequently issued a letter of sufficiency and processed the DRI.

Exhibit D

Exhibit D is the legal description of the property within the City limits of Pinellas Park and the City of St. Petersburg.

Exhibit E

Exhibit E is the legal description of the portion of the project within the City limits of St. Petersburg.

Exhibit F

Exhibit F describes the air quality modeling activities to be performed by the applicant as required in the Development Order (DO).

Exhibit G

Exhibit G represents the commitments identified in the ADA. This list was prepared by TBRPC and included in its report and recommendations to the City.

Exhibit H

Exhibit H contains the water quality monitoring program required for the project.

Map 1

Map 1 is a revised wetlands map for the project area, derived from the Gateway Centre ADA (DRI #132).

GATEWAY^EXHI:pab

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
Roosevelt/28th St.	E	11.6	NB: Add Second Through Lane and Second Left Turn Lane SB: Add Second Through Lane and Second Left Turn Lane EB: Add Third and Fourth Through Lanes WB: Add Third Through Lane and Second Left Turn Lane
U.S. 19/Proj. Ent.		NA	Add Third Through Lane NB: Add Right Turn Lane SB: Add Third Through Lane and Left Turn Lane WB: Add Right Turn Lane and Left Turn Lane
Ulmerton/34th St. N.	E	15.7 AM	NB: Add Left Turn Lane EB: Add Third Through Lane

Roadway Link	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS C Daily Capacity of Existing Facility	Needed Improvements
U.S. 19 from Belleair to East Bay	E	5.9	Construct 6-Lane Expressway
U.S. 19 from East Bay to Ulmerton	E	8.1	Construct 6-Lane Expressway
U.S. 19 from Ulmerton to Project Entrance	E	10.6	Construct 4-Lane Expressway
East Bay from Starkey * to Belcher	E	6.9	Construct 4-Lane Expressway
East Bay from Belcher * to U.S. 19	E	6.3	Construct 4-Lane Expressway
Roosevelt from U.S. 19 to 49th Street, N.	E	8.6	Construct 6-Lane Expressway
Park from Belcher to 66th Street, N.	E	7.4	Construct 6-Lane Expressway
Park from 66th St. N. to 49th Street, N.	D	8.6	Construct 6-Lane Expressway
Park from 49th St. N. to U.S. 19	D	10.7	Construct 6-Lane Expressway
Gandy from U.S. 19 to Frontage Road	E	18.4	Construct 6-Lane Expressway
Gandy from Frontage Road to I-275	E	39.1	Construct 6-Lane Expressway
Gandy from I-275 to 9th Street N.	E	16.8	Construct 4-Lane Expressway
Roosevelt from 49th Street, N. to Ulmerton	E	9.6	Construct 6-Lane Divided Arterial

Roadway Link	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS C Daily Capacity of Existing Facility	Needed Improvements
Ulmerton from Roosevelt to Roosevelt	E	7.2	Construct 6-Lane Expressway
Roosevelt from Ulmerton* to 28th Street, N.	E	14.4	Construct 6-Lane Expressway

NB = Northbound
SB = Southbound
EB = Eastbound
WB = Westbound

* PM Peak Hour unless indicated (AM = AM Peak Hour)

Source: RS&H, 1986.

Phase 2

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
U.S. 19/Harn	E	21.8	EB: Add Left Turn Lane
U.S. 19/Belleair *	E	9.0	EB: Add Right Turn Lane
Starkey/East Bay *	E	7.5	NB: Add Third Through Lane SB: Add Third Through Lane and Second Left Turn Lane EB: Add Third Through Lane and Second Left Turn Lane WB: Add Third Through Lane and Second Left Turn Lane

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
Belcher/East Bay	E	13.6	Construct Grade Separation
Roosevelt/49th St. *	E	23.1	NB: Add Two Left Turn Lanes SB: Add Left Turn Lane EB: Add Third Through Lane WB: Add Third Through Lane
Starkey/Ulmerton *	E	5.5	NB: Add Third Through Lane and Second Left Turn Lane SB: Add Third Through Lane and Second Left Turn Lane EB: Add Third Through Lane and Second Left Turn Lane WB: Add Third Through Lane
Belcher/Ulmerton *	E	8.6	NB: Add Right Turn Lane and Left Turn Lane SB: Add Right Turn Lane and Left Turn Lane EB: Add Third Through Lane WB: Add Third Through Lane
Ulmerton/66th St.	E	10.8	NB: Add Third Through Lane SB: Add Third Through Lane EB: Add Second Left Turn Lane WB: Add Second Left Turn Lane
Park/Starkey *	E	56.5	Construct Grade Separation

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
49th St./5th Ave. N.	E	5.5	EB: Add Third Through Lane WB: Add Third Through Lane
34th St./5th Ave. N.	E	5.7	NB: Add Right Turn Lane and Left Turn Lane EB: Add Third Through Lane WB: Add Third Through Lane
Roosevelt/28th St. *	E	69.2	Construct Grade Separation
118th/28th *	E	75.1	NB: Add Left Turn Lane
49th/Ulmerton *	E	26.6	NB: Add Second Through Lane SB: Add Second Through Lane and Left Turn Lane
Ulmerton/34th Street *	E	30.9 AM	Construct Grade Separation
U.S. 19/Proj. Ent.		NA	WB: Add Second Left Turn Lane
U.S. 19/SR 60	E	6.4	WB: Add Second Left Turn Lane

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
Park/66th Street	E	76.8	Construct Grade Separation
I-275/Gandy (East Side)	E	53.6 AM	Construct Grade Separation
Gandy/4th St. N.	E	81.6	NB: Add Third Through Lane and Second Left Turn Lane SB: Add Right Turn Lane EB: Add Right Turn Lane
49th St./62nd Ave. N.	E	5.0	NB: Add Right Turn Lane
4th St./62nd Ave. N.	E	7.5	SB: Add Second Left Turn Lane
58th St./38th Ave. N.	E	6.6	SB: Add Right Turn Lane WB: Add Third Through Lane
49th St./38th Ave. N.	E	5.4	SB: Add Right Turn Lane EB: Add Third Through Lane WB: Add Third Through Lane
I-275/38th Ave. N. (East Side)	E	8.0	EB: Add Left Turn Lane
I-275/38th Ave. N. (West Side)	E	11.3	SB: Add Left Turn Lane EB: Add Through Lane WB: Add Through Lane
I-275/22nd Ave. N.	E	11.0	SB: Add Second Left Turn Lane
16th St./22nd Ave. N.	E	5.5	NB: Add Through Lane SB: Add Through Lane EB: Add Through Lane WB: Add Through Lane
58th St./5th Ave. N.	E	5.5	NB: Add Second Left Turn Lane

Roadway Link	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS C Daily Capacity of Existing Facility	Needed Improvements
U.S. 19 from SR 60 to Harn Blvd.	E	6.3	Construct 6-Lane Expressway
U.S. 19 from Harn Blvd. to Belleair	E	7.2	Construct 6-Lane Expressway
U.S. 19 from Ulmerton to Project Entrance	E	19.6	Construct 6-Lane Expressway
U.S. 19 from Project Entrance to Park-Gandy	E	6.8	Construct 6-Lane Expressway
U.S. 19 from Park to Haines	D	5.9	Construct 8-Lane Divided Arterial
East Bay from Seminole to Starkey	E	5.4	Construct 6-Lane Divided Arterial
East Bay from Starkey to Belcher	E	11.3	Construct 6-Lane Expressway
East Bay from Belcher to U.S. 19	E	10.4	Construct 6-Lane Expressway
Ulmerton from Starkey to Belcher	E	6.3	Construct 8-Lane Divided Arterial
Ulmerton from Belcher to 66th Street, N.	E	7.6	Construct 8-Lane Divided Arterial
Ulmerton from 66th Street, N. to U.S. 19	E	7.6	Construct 6-Lane Divided Arterial
Ulmerton from U.S. 19 Roosevelt	E	5.0	Construct 8-Lane
28th Street, N. from Roosevelt to Gandy	E	125.7	Construct 4-Lane Divided Arterial
Park from Starkey to Belcher	E	6.4	Construct 6-Lane Expressway

Roadway Link	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS C Daily Capacity of Existing Facility	Needed Improvements
Gandy from Frontage to I-275	E	65.0	Construct 8-Lane Expressway
Gandy from I-275 to 9th Street, N.	E	28.0	Construct 6-Lane Expressway
Gandy from 9th Street, N. to 4th Street, N.	D	18.6	Construct 6-Lane Divided Arterial
66th Street, N. from 74th Avenue, N. to 62nd Avenue, N.	D	5.1	Construct 8-Lane Divided Arterial
9th Street, N. from 94th Avenue, N. to 83rd Avenue, N.	D	14.7	Construct 6-Lane Divided Arterial
I-275 from 54th Ave., N. to 38th Avenue, N.	E	8.0	Construct 8-Lane Freeway
I-275 from 38th Ave., N. to 22nd Avenue N.	E	5.5	Construct 8-Lane Freeway
Roosevelt from Ulmerton to 28th Street, N.	E	24.6	Construct 6-Lane Freeway

* NB = Northbound
  SB = Southbound
  EB = Eastbound
  WB = Westbound

* PM Peak Hour unless indicated. (AM = AM Peak Hour)

Source: RS&H, 1986.

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
SR 60/U.S. 19	E	7.2	EB: Add Second Left Turn Lane
U.S. 19/Belleair	E	15.3	NB: Add Second Left Turn Lane
Ridge/West Bay	E	6.5	NB: Add Third Through Lane SB: Add Third Through Lane EB: Add Second Through Lane WB: Add Second Left Turn Lane
Seminole/West Bay	E	7.5	Construct Grade Separation
Starkey/East Bay	E	14.0	NB: Add Second Left Turn Lane
Roosevelt/49th St.	E	38.5	Construct Grade Separation
Seminole/Ulmerton	E	6.2	Construct Grade Separation
Starkey/Ulmerton	E	9.3	Construct Grade Separation
Belcher/Ulmerton	E	14.3	EB: Add Second Left Turn Lane
Ulmerton/66th St.	E	17.8	Construct Grade Separation
Roosevelt/9th St.	E	37.4	NB: Add Second Left Turn Lane
U.S. 19/Park	E	8.2	NB: Add Second Left Turn Lane SB: Add Second Left Turn Lane EB: Add Second Left Turn Lane

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
9th St./94th Ave. N	E	36.4	NB: Add Third Through Lane SB: Add Third Through Lane
U.S. 19/Haines	E	16.6	Construct Grade Separation
49th St./62nd. Ave. N.	E	7.7	SB: Add Right Turn Lane
34th St./62nd. Ave. N.	E	12.1	SB: Add Second Left Turn Lane EB: Add Third Through Lane WB: Add Second Left Turn Lane
58th St./38th Ave. N.	E.	11.1	WB: Add Second Left Turn Lane
49th St./38th Ave. N.	E	9.0	SB: Add Second Left Turn Lane WB: Add Right Turn Lane
I-275/38th Ave. N. (East Side)	E	13.1	Construct Grade Separation
34th St./5th Ave. N.	E	9.5	EB: Add Left Turn Lane
I-275/5th Ave. N.	E	6.8	SB: Add Second Left Turn Lane EB: Add Third Through Lane WB: Add Third Through Lane

Intersection	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS D Peak Hour Capacity* of Existing Facility	Needed Improvements
49th St./22nd. Ave. S.	E	6.5	NB: Add Third Through Lane and Two Left Turn Lanes SB: Add Third Through Lane and Two Left Turn Lanes EB: Add Two Left Turn Lanes WB: Add Third Through Lane and Two Left Turn Lanes
Westshore/Gandy	E	6.3	NB: Add Second Through Lane SB: Add Second Through Lane EB: Add Second Left Turn Lane
49th St./Ulmerton	E	40.0	Construct Grade Separation
118th/28th	E	125.3	EB: Add Second Left Turn Lane
Gandy/9th St. N. (North Side)	E	20.5	WB: Add Third Through Lane
Gandy/9th St. N. (South Side)	E	48.6	EB: Add Third Through Lane
Gandy/4th St. N.	E	249.5	Construct Grade Separation
U.S. 19/Proj. Ent.		NA	SB: Add Second Left Turn Lane

Roadway Link	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS C Daily Capacity* of Existing Facility	Needed Improvements
U.S. 19 from Belleair to East Bay	E	13.8	Construct 8-Lane Expressway
U.S. 19 from Park to 62nd Ave. N.	E	10.8	Construct 6-Lane Expressway
U.S. 19 from 62nd Ave. N. to 38th Ave. N.	D	6.3	Construct 6-Lane Expressway
East Bay from Seminole Blvd. to Starkey	E	8.1	Construct 6-Lane Expressway
Ulmerton from Seminole Blvd. to Starkey	E	5.5	Construct 8-Lane Divided Arterial
Ulmerton from 66th St. N. to U.S. 19	E	11.3	Construct 8-Lane Divided Arterial
Park from Starkey to Belcher	E	9.6	Construct 8-Lane Expressway
Park from Belcher to 66th St. N.	E	15.2	Construct 8-Lane Expressway
Gandy Blvd. from U.S. 19 to Frontage Rd.	E	37.8	Construct 8-Lane Freeway
38th Ave. N. from 58th St. N. to 49th St. N.	D	5.5	Construct 6-Lane Divided Arterial
38th Ave. N. from 49th St. N. to U.S. 19	E	5.6	Construct 8-Lane Divided Arterial
38th Ave. N. from U.S. 19 to I-275	E	6.4	Construct 6-Lane Divided Arterial
38th Ave. N. from I-275 to 16th St. N.	E	8.3	Construct 6-Lane Expressway

Roadway Link	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS C Daily Capacity* of Existing Facility	Needed Improvements
38th Ave. N. from 16th St. N. to 9th St. N.	E	7.1	Construct 4-Lane Expressway
22nd Ave. N. from I-275 to 16th St. N.	D	6.8	Construct 6-Lane Divided Arterial
5th Ave. N. from U.S. 19 to I-275	E	9.7	Construct 6-Lane Divided Arterial
Roosevelt from 49th St. N. to Ulmerton	E	27.7	Construct 8-Lane Divided Arterial
9th St. N. from 94th Ave. N. to Gandy	D	32.3	Construct 6-Lane Divided Arterial
9th St. N. from 94th Ave. N. to 83rd Ave. N.	E	17.8	Construct 6-Lane Divided Arterial
49th St. N. from 74th Ave. N. to 62nd Ave. N.	D	6.0	Construct 8-Lane Divided Arterial
U.S. 19 from 66th St. N. to East Bay	E	24.8	Construct 8-Lane Expressway
66th St. N. from 74th Ave. N. to 62nd Ave. N.	D	7.8	Construct 8-Lane Divided Arterial
I-275 from Kennedy to 4th St. N.	F	6.0	Construct 8-Lane Freeway
I-275 from 4th St. N. to Ulmerton	E	6.0	Construct 8-Lane Freeway
I-275 from Gandy to 54th Ave. N.	D	14.0	Construct 8-Lane Freeway
I-275 from 54th Ave. N. to 38th Ave. N.	E	11.9	Construct 10-Lane Freeway
I-275 from 38th Ave. N. to 22nd Ave. N.	E	8.2	Construct 10-Lane Freeway

Roadway Link	LOS With Gateway Centre Traffic Prior to Improvement	Gateway Centre Traffic as % of LOS C Daily Capacity* of Existing Facility	Needed Improvements
I-275 from 22nd Ave. N. to I-375	E	5.1	Construct 8-Lane Freeway
Roosevelt from Ulmerton to 28th St., N.	E	35.6	Construct 8-Lane Freeway
4th St., N. from Gandy to 83rd Ave, N.	D	27.3	Construct 8-Lane Divided Arterial

NB = Northbound
SB = Southbound
EB = Eastbound
WB = Westbound

* PM Peak Hour unless indicated. (AM = AM Peak Hour)

Source: RS&H, 1986.

City of
PINELLAS PARK FLORIDA

5141-78TH AVE. • PINELLAS PARK, FLA. 33565-5141

PHONE • (813) 544-8831

July 24, 1986

Mrs. Julia Greene
Acting Executive Director
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, FL 33702

Dear Mrs. Greene:

Subject: Adoption of Development Order

On July 23, 1986, the City Council for the City of Pinellas Park adopted Ordinance No. 1617, a Development Order for the Gateway Centre Development of Regional Impact (DRI). Pursuant to Chapter 380, Florida Statutes, a copy of the Development Order and its associated exhibits are hereby transmitted to you. In accordance with Section 380.06(15)(b), Florida Statutes, City Council also adopted those ordinances pertaining to the rezoning applications and land use amendments associated with the aforementioned DRI. (These ordinances will become effective upon the expiration of the appeal period under Section 380.07, Florida Statutes (1985), without an appeal having been taken, or if taken, dismissed or this Development Order affirmed.

If you have any questions pertaining to this matter, please do not hesitate to call either myself or Mr. Gerald Smelt, Zoning Director.

Sincerely,

RONALD P. FORBES
City Manager

Enclosure

cc: Grace Kolar, City Clerk
Gerald Smelt, Zoning Director
Thomas E. Reynolds, Esq., Ass't. City Atty.
Tim Johnson, Esq.
E. Kennan Ervin, Jr., Esq.

ORDINANCE NO. 1617

AN ORDINANCE ADOPTING A DEVELOPMENT ORDER FOR THE GATEWAY CENTRE DEVELOPMENT OF REGIONAL IMPACT, PURSUANT TO SECTION 380.06, FLORIDA STATUTES; PROVIDING FOR AN EFFECTIVE DATE (Gateway Centre Joint Venture).

WHEREAS, on August 23, 1985, Gateway Centre Joint Venture (the "Applicant", which term shall also be deemed to include its successors and assigns), a Florida joint venture, filed an Application for Development Approval (ADA) for a development of regional impact (DRI) with the City of Pinellas Park (City) pursuant to the provisions of Section 380.06 Florida Statutes; and

WHEREAS, the ADA proposes construction of a mixed-use development containing office, research and development facilities (R&D), showroom, distribution, warehouse and other light industrial uses, and hotel, retail and commercial uses which complement and support the proposed project (said development being hereinafter referred to as the "Development"); and

WHEREAS, the Development is located at a major crossroads of central Pinellas County, in an area bounded by Gandy Boulevard and Golden Gate and Sunset Mobile Home Parks on the south, I-275 on the east, U.S. Highway 19 on the west, and the Mainlands residential development and the Pinellas County Resource Recovery Plant on the north; and

WHEREAS, the City Council of the City (City Council), as the governing body of local government having jurisdiction pursuant

to Section 380.06, Florida Statutes (1985), is authorized and empowered to consider ADAs; and

WHEREAS, the public notice requirements of Section 380.06, Florida Statutes (1985), have been satisfied; and

WHEREAS, the City Council has on April 3, April 16, May 1, July 7, and July 23, 1986, held duly noticed public hearings on the Application, as hereinafter defined, and has heard and considered public comments and documents received incident thereto; and

WHEREAS, the City Council has received and considered the report and recommendations of the Tampa Bay Regional Planning Council (TBRPC); and

WHEREAS, the City has solicited, reviewed, and considered reports, comments, and recommendations from interested citizens, Pinellas County and City agencies as well as the review and report of the City Manager (which term shall also be deemed to include his designees); and

WHEREAS, after due consideration, the City Council has determined that the Application, as hereinafter defined, should be approved with conditions.

NOW, THEREFORE, BE IT ORDAINED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF PINELLAS PARK, PINELLAS COUNTY, FLORIDA, AS FOLLOWS:

SECTION ONE: Findings of Fact. Pursuant to Section 380.06(15), Florida Statutes (1985), the City makes the following findings of fact with respect to the Development:

1. The Applicant submitted to the City an ADA, a response to ADA sufficiency review, and a response by Michael P. Patterson (Senior Planner, Post, Buckley, Schuh, and Jernigan, Inc.), dated December 12, 1985, which are identified as Exhibits "A," "B," and "C," respectively attached hereto and made a part hereof. The term "Application" as used in this Development Order, shall refer to the ADA, the response to sufficiency review, and the response of Mr. Patterson.

2. The real property which is the subject of the Application is located within the municipal boundaries of the City and the City of St. Petersburg.

3. The real property which is the subject of the Application is legally described on Exhibit "D," attached hereto and made a part hereof.

4. The proposed development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes (1985).

5. All development will occur in accordance with this Development Order and the Application.

6. In recognition of the potential adverse impacts posed by the Development on adjacent residential communities, additional development requirements, the intent of which is to mitigate such impacts, are to be incorporated into this Development Order as Exhibit "E" (Declaration of Covenants, Conditions, and Restrictions (CC&R)).

7. This Development Order makes adequate provision for the public facilities needed to accommodate the impacts of the Development.

8. The exactions imposed upon the Applicant and/or the contributions from governmental agencies or other entities made on behalf of the Applicant, make adequate financial provision for the public transportation facilities needed to accommodate the transportation impacts of the Development.

SECTION TWO: Conclusions of Law. Pursuant to Section 380.06(15), Florida Statutes (1985), City Council makes the following conclusions of law with respect to the Development:

1. A comprehensive review of the impact generated by the Development as proposed by the Applicant has been conducted by the City, the City of St. Petersburg, the TBRPC, and other appropriate governmental agencies.

2. The Development does not unreasonably interfere with the achievement of the objectives of the State Land Development Plan.

3. In order for the proposed Development to be consistent with the adopted comprehensive plan and development regulations of the City it is necessary to impose on the approval of the Application the conditions and restrictions contained in this Development Order.

4. All required land use plan amendments were reviewed by the Planning and Zoning Commission (P&Z) of the City,

11. The City has no objection to the designation of the Development as a regional activity center, as requested by the Applicant in the Application for Development Approval, dated August 23, 1985, as defined by the TBRPC's "Future of the Region."

SECTION THREE: General Provisions. The following General Provisions shall govern the administration of this Development Order:

1. The provisions of this Development Order affect the real property described on Exhibit "G" which is attached hereto and made a part hereof. This real property is within the municipal limits of the City.
2. All provisions contained within the Application 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.
3. This Ordinance, including all exhibits attached hereto, shall constitute the Development Order of the City in response to the Application.
4. The definitions contained in Chapter 380, Florida Statutes (1985), shall govern and apply to this Development Order. Terms not defined in Chapter 380, Florida Statutes (1985), shall have the meanings assigned to them by the Code of Ordinances of the City (City Code), including the Zoning Code.

5. This Development Order shall be binding upon the Applicant. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possess any of the powers and duties of, any branch of government or governmental agency.

6. 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.

7. Whenever this Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected government agencies and departments as are or may be designated by the City Council as well as all governmental agencies and departments set forth under applicable laws and rules governing DRIs.

8. In each instance in this Development Order where the Applicant is responsible for ongoing maintenance of facilities at the Development, the Applicant may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate public or private body created, in whole or in part, to

perform such responsibilities. Before such transfer may be effective, however, the body to which responsibility has been or will be transferred must be approved by the City Council, or any other affected governmental agency, 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.

9. This Development Order shall remain in effect for a period of fifteen (15) years from the effective date hereof. Any development activity here which plans have been submitted to the City for review and approval prior to the expiration date of this Order may be completed, if approved. This Order may be extended by the City Council on the finding of excusable delay in any proposed development activity.

10. The City agrees that prior to fifteen (15) years from the effective date of this Development Order, the Development shall not be subject to down-zoning, unit density reduction, or intensity reduction, unless the City can demonstrate that substantial changes in the conditions underlying the approval of this Development Order have occurred or the Development Order was based on substantially inaccurate information provided by the Applicant or that the change is clearly established by the City to be essential to the public health, safety,

or welfare (Section 380.06(15)(c)3, Florida Statutes) (1985).

11. Upon adoption, this Development Order shall be transmitted by the Clerk of the City Council by certified mail to the DCA, the TBRPC, the Applicant, the City of St. Petersburg, and Pinellas County.

12. Any revisions to this Development Order not addressed herein shall be subject to review by TBRPC.

SECTION FOUR: Conditions of Development Approval. The following conditions shall constitute the conditions of development approval for the Development:

1. Air Quality

A. Prior to initiation of vertical construction, the Applicant shall provide to the City, Pinellas County Division of Air Quality (PCDAQ), Department of Environmental Regulation (DER), and TBRPC, for review and approval, an acceptable carbon monoxide model for the Development, which model is described in Exhibit "H" attached hereto and made a part hereof.

B. If any impacts are indicated by the model to be adverse, the Applicant shall cooperate with the PCDAQ and DER in the identification and implementation of acceptable mitigation measures.

C. The Applicant shall design the Development and install necessary improvements, at its own expense, so as to reasonably minimize vehicle

congestion and queuing problems at ingress/egress points and along internal circulation routes. Such plans to be reviewed by the PCDAQ and other appropriate departments and/or divisions.

2. Archaeology

Should archaeological or historical resources be located during construction, ultimate disposition of such resources will be determined in cooperation with the State Division of Archives and the City.

3. Child Care Center

The Applicant will encourage the location and continued operation of a Level III Child Care Center (as defined by the City Zoning Code) within the Development.

4. Commitments

All commitments contained in Exhibit "I" attached hereto and made a part hereof, which commitments are also contained in the Application, 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 to the extent of such inconsistency.

5. Compatibility

A. In order to mitigate potential adverse impacts associated with the Development on the surrounding properties, and to promote compatibility with

surrounding developments, the Development shall be controlled by the CC&R.

B. The CC&R shall be recorded in the Public Records of Pinellas County as follows: (i) as to the property in the Development to which the Applicant has obtained title as of the effective date of this Development Order, on the effective date of this Development Order; and (ii) as to the property in the Development to which the Applicant obtains title subsequent to the effective date of this Development Order, on the date that the Applicant obtains title thereto.

C. General uses permitted within the Development shall be assigned to individual parcels, as shown on Map 1 attached hereto and made a part hereof, and shall be as follows:

PARCEL	GENERAL USE
C-1	Commercial
C-2	Commercial
C-3	Commercial
C-4	Commercial
H-1	Hotel
LI-1 (Restricted)	Light Industrial**
LI-2 (Restricted)	Light Industrial**
LI-3 (Restricted)*	Light Industrial
LI-4	Light Industrial
LI-5 (Restricted)*	Light Industrial

LI-6 (Restricted)* Light Industrial

0-1 Office

0-2 Office

0-4 Office

0-5 Office

* Only a portion of these parcels is designated LI (Restricted).

** As restricted by the Design Criteria hereinafter defined.

The Applicant may shift uses within the Development as zoning and land use designations permit, subject to the limitations of this Development Order.

D. Since the proposed Development is located two miles south of the centerline (extended) of Runway 35, St. Petersburg-Clearwater International Airport, and as such is in the airport's NEF 30-40 Noise Exposure Contour, the Applicant shall abide by any applicable requirements of the St. Petersburg-Clearwater International Airport as contained in Exhibit "J" attached hereto and made a part hereof.

E. In order to minimize adverse impacts on the operation of Straight, Inc., the Applicant, at its own expense, will erect and maintain in a well kept and attractive manner a six (6) foot masonry

wall from finished grade on the Applicant's property along the west and north property lines of Straight, Inc.. Such erection shall be commenced with the construction of the main entrance onto Gandy Boulevard and shall be completed by January 1, 1988, or the issuance of building permits for construction totaling 100,000 square feet, whichever first occurs. Further, immediately upon the discontinuance of the use of that property described on Exhibit "F" as a mobile home park, the Applicant shall, at its own expense, construct and maintain in a well kept and attractive manner a continuation of the six (6) foot from finish grade masonry wall on the Applicant's own property, along the east property line of Straight, Inc. The aforementioned masonry wall shall be constructed in lieu of the existing six (6) foot wooden fence. The requirements of this paragraph may be modified by the mutual written agreement of the Applicant and Straight, Inc.

F. In order to minimize adverse impacts on abutting residential properties, within the LI (Restricted) Use Area, no parking will be permitted in the area between the Border Wall (as defined in the CC&R) and the Direct Face (as defined in the Design

Criteria attached to the CC&R) of any buildings between the hours of 11:00 P.M. and 6:00 A.M.

6. Drainage/Stormwater Management

A. The Applicant shall submit a master drainage plan for review by the DER, TBRPC, Pinellas Park Water Management District (PPWMD), Southwest Florida Water Management District (SWFWMD) and the City.

B. The drainage plan and the stormwater system design, construction and maintenance shall be consistent with the TBPRC's Stormwater and Lake Systems Maintenance and Design Guidelines (1978) and the design criteria of SWFWMD. Responsibility for providing maintenance of internal drainage facilities (excluding PPWMD ditches) shall run with the land.

C. Any necessary off-site drainage improvements required to mitigate any incremental impacts of the Development, including the modification of existing drainage facilities, shall be provided at the expense of the Applicant or the Gateway Centre Development District (CDD). Provision shall be made for any off-site drainage improvements required to mitigate the incremental impacts of a particular portion of the Development prior to the issuance of certificates of occupancy for that particular portion of the Development.

D. Acceptable maintenance easements shall be provided for all publicly dedicated drainage improvements.

E. Those portions of the stormwater drainage system not dedicated to the City or other public body shall remain the responsibility of the Applicant.

F. After final approval of a master drainage plan for the Development, the Applicant shall provide the City with a certified survey prepared and sealed by a land surveyor licensed by the State of Florida, containing the legal description of those wetland areas incorporated into such plan including those identified in paragraph 10 of this Section. The City will thereafter initiate the necessary land use amendments designating these areas as "Preservation."

7. Electricity

Electric service for the Development shall be provided by Florida Power Corporation (FPC) and the Applicant shall cooperate with FPC in providing necessary easements for the provision of electric services.

8. Elevation

Except as may be authorized by the Federal Emergency Management Agency, the elevation for all occupiable structures shall be at or above the 100-year base flood elevation as required by the Flood Disaster Protection Act of 1973.

9. Energy

A. Pursuant to the applicable provisions of the City Code, the Applicant will encourage the retention of natural vegetation for use as landscaping as a means of energy conservation.

B. The Applicant shall encourage the incorporation of energy conservation measures into the Development, as contained in the CC&R.

10. Environment

A. The following conditions shall be required with respect to those wetlands shown on Map 2 attached hereto and made a part hereof, subject to the Applicant obtaining the necessary permits, if any, from those agencies which have jurisdiction over such activity:

1. Borrow pits 1 and 2 shall be conserved; provided, however, the Applicant shall be permitted to perform minor straightening of the shoreline of said borrow pits by dredging and filling.

2. Wetland 8 shall be modified to create a lake by connection with the stormwater management system to increase the existing hydroperiod. Any stormwater entering this wetland from the Development shall first pass through a sediment pond and an oil skimmer.

3. Wetlands 6, 9 and 11 shall be conserved or mitigated on an equal area basis.

4. Wetland 3 shall be preserved in its existing state.

5. Borrow pit 7 shall be vegetated and conserved with appropriate native species to create littoral zones where such are lacking or mitigated on an equal area basis.

6. Area 10 shall not be conserved.

7. Exotic species such as Melaleuca, Australian Pine, and Brazilian Pepper shall be removed to help ensure the success of native vegetation.

B. The Applicant shall coordinate with the Florida Game and Freshwater Fish Commission (FGFFC) concerning the conservation of pine flatwoods in conjunction with lakes and preservation areas and as development buffers.

C. The measures to reduce erosion, fugitive dust and air emissions referenced in the Application shall be required.

D. The methods discussed to overcome problems associated with a particular soil type listed in the Application shall be required.

E. 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 FGFFC.

F. Only those trees located within the building footprint, parking lots, or other on- and off-site improvements, shall be removed. In any event, the Applicant shall fully comply with the provisions of the appropriate chapter of the City Code in connection with the removal of such trees.

G. To the extent reasonably possible, any protected trees removed will be relocated within the Development or such other site as is deemed reasonably acceptable to the City.

H. Trees required to be retained shall be protected during construction by the erection and maintenance of suitable physical structures limiting access to the protected trees. The barriers shall be comprised of wooden and/or other suitable materials and shall be erected a minimum of eight (8) feet from the trunk or two-thirds (2/3) of the tree's dripline, whichever is greater.

I. To the maximum extent reasonably possible, existing vegetation, including trees, will be incorporated into all landscaped design.

11. Flood/Hurricane

The Applicant shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. Any operator of a hotel shall

Twenty Five Thousand Dollars ($225,000.00), in the cost of construction of a new permanent fire station, which fire station is necessary to serve the Development and other areas. Such payment shall be made by the Developer to the City ten (10) days following receipt by the Applicant from the City of notice of the award by the City Council of the contract for construction of the new permanent fire station.

B. The Applicant shall coordinate with the City and the City of St. Petersburg to determine (i) the manner by which tenants will be informed of fire and police protection jurisdictions, and (ii) how and where public safety facilities can be incorporated into this project.

C. Any monies contributed by the Applicant for public safety shall be applied as a credit toward any fees subsequently required by the City should the City impose an impact fee for public safety.

16. Recreational Facilities

The Applicant shall design and construct the sidewalks within the Development to serve also as jogging trails. In addition, the Applicant shall explore the possibility of creating a park-like recreational facility around Lake Miele, which area shall be maintained by the property owner association. The Applicant shall also encourage purchasers of property

within the Development to use open space for recreational facilities.

17. Sanitary Sewer

A. The City will utilize its best efforts to secure an interlocal agreement with the City of St. Petersburg upon terms reasonably acceptable to the Applicant whereby the City of St. Petersburg will provide sanitary sewer service to the Development.

B. Should an acceptable interlocal agreement, referenced in subparagraph A above not be approved, as an alternative:

1. The Applicant or the CDD shall, at its own expense, install a twelve inch (12") force main, commencing at or about 34th Street and 110th Avenue North, and running west to 58th Street. Such installation shall be completed in accordance with plans and specifications approved by the City. Any additional easements and attendant improvements necessitated by such installation, shall be obtained by the Applicant or the CDD at the Applicant's or CDD's expense; and

2. The Applicant or the CDD shall pay to the City its prorata share of thirteen percent (13%) representing the cost of the future upgrading of the thirty inch (30") interceptor from 58th Street to Lift Station

31 (located west of 66th Street) as indicated in the 1981 Master Sewer Plan. Payment of this amount shall be made by the Applicant or the CDD to the City within ten (10) days of receipt of written notification of demand of payment. Such improvement shall be constructed within five (5) years after the effective date of this Development Order; and

3. The Applicant or the CDD shall pay to the City its prorata share of thirteen percent (13%) representing the cost of the planned telemetry upgrading of Lift Station 31. Should the City install the necessary telemetry prior to the installation of the infrastructure of the Development, payment of this amount shall be made by the Applicant or the CDD to the City within ten (10) days of receipt of written notification of demand of payment. Such improvement shall be installed during the City's fiscal year 1986/87.

C. The CDD shall be responsible for the construction and installation of all internal sanitary sewer systems (other than those within the boundaries of and designed solely to serve individual lots) including attendant improvements.

D. Maintenance responsibilities for those sewer systems not dedicated to and accepted by the City

shall be in accordance with the provisions of the CC&R or the interlocal agreement.

E. The Applicant shall require that all development abide by Pinellas County Ordinance No. 79-16, Section 6(f) "Sewer Use Ordinance" with regard to industrial pretreatment prior to discharge.

F. Irrespective of whether the Development receives sewer service from the City or the City of St. Petersburg, the Development may utilize lift station number 27 for sewage generated from all of parcels C-2 and C-3 and those portions of parcels LI-1, LI-2, and LI-3 west of the extension of 34th Street North as aforedescribed, provided that any upgrading of pumps at such station required to accommodate such additional sewage shall be at the Applicant's or CDD's sole expense and there shall be no interconnection with any sewer service provided by the City of St. Petersburg.

18. Solid Waste

The collection, transportation and disposal of solid waste is controlled by Pinellas County and City ordinances and shall take place in accordance with the terms thereof.

19. Traffic Circulation

Upon review by the City of the traffic improvements identified in the report of the TBRPC on the Development, it was determined that certain of those

improvements located within the municipal boundaries of the City would have a serious long term adverse impact on current and future development and redevelopment, economic vitality, community aesthetics, and community identity, together with a detrimental effect upon internal City traffic circulation, and upon the general health, safety and welfare of the City as a whole. Upon additional review of the report, the City determined that due to the potential adverse impacts of traffic tenerated by the development, mitigation of these adverse impacts would be best accomplished by the construction of major traffic improvements within the general vicnity of the Development, rather than in areas located further from the Development. In order to attain this objective, and pursuant to the goals and objectives of the City's comprehensive plan and the intent of Chapter 380, Florida Statures, the City and the Applicant have identified those traffic improvements which, although not identified in whole in the TBRPC report, will, in their judgment best contribute to the mitigation of the traffic impacts caused by the Development.

A. A comprehensive areawide transportation study of the Gateway Area of Pinellas County (Areawide Study) shall be performed as directed and managed by the Pinellas County Metropolitan Planning Organization (MPO), in cooperation with the

Florida Department of Transportation (FDOT) and TBRPC. The study shall consider all approved developments within the study area, including previously approved DRIs and projected development. The Applicant shall contribute its fair share of the cost of the Areawide Study, not to exceed Seventy Five Thousand Dollars ($75,000.00). The Areawide Study shall commence within one year of the issuance of the first building permit for vertical construction at the Development and be completed within three (3) years thereafter. In lieu thereof, issuance of a Development Order approving an areawide DRI including the Development shall satisfy this requirement. The parameters for the Areawide Study or areawide DRI traffic analysis shall include, but not be limited to:

1. The regionally significant roadways which shall be included in the focus of the transportation study, as well as identification of additional roadways to be constructed within the study area.
2. The existing, approved and projected development to be included within the study area.

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

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

5. The procedures by which mass transit shall be studied as a viable alternative to alleviate overburdening of the roadways.

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

7. Funding commitments for the improvements identified.

B. Prior to issuance of the certificate of occupancy for the Three Hundred Fourteen Thousandth (314,000th) square foot of total building space constructed at the Development, the Applicant shall initiate and fully fund the construction, including, unless indicated otherwise, acquisition of all necessary rights-of-way as well as installation of attendant improvements necessary to:

1. Install when warranted by FDOT, signalization at the intersection of the entrance of the Development with U.S. 19. Should the FDOT not warrant a light at this intersection, then the Applicant shall contribute a prorata share of the cost of the installation at the appropriate location designated and warranted by FDOT.

2. Install at the intersection of the entrance of the Development with U.S. 19 the following improvements:

   a. NB: Add right turn lane;

   b. SB: Add left turn lane; and

   c. WB: Add right turn lane and left turn lane.

C. During Phase I (1986 - 1989) of the Development, the following will occur:

1. Unless accomplished by the Areawide Study, the Applicant shall conduct a comprehensive study as to the feasibility of a grade separation at the intersection of 78th Avenue North and U.S. 19, prepared by a qualified traffic engineer licensed by the State of Florida. The completed traffic study shall, at the discretion of the City, be reviewed by an independent qualified traffic engineer of the City's choosing. The full cost of such

review shall be borne by the Applicant. Should a grade separation be deemed inappropriate by any governmental agency having jurisdiction, the Applicant shall contribute its prorata share of the cost of installation, when warranted by FDOT, of a signal at the intersection of 78th Avenue and U.S. 19.

2. The City will acquire the necessary right-of-way and construct, as a three (3) - lane undivided collector, 78th Avenue North from Gandy Boulevard to U.S. 19. The Applicant will contribute fifty percent (50%) of the cost of such construction, not to exceed Three Hundred Thousand Dollars ($300,000.00), although the Development's contribution to the traffic volume thereon may be substantially less than fifty percent (50%). Such extension of 78th Avenue shall be incorporated into the geometric design of the entrance to the Development from Gandy Boulevard. Upon the effective date of this Development Order, the City will diligently pursue the acquisition of necessary right-of-way and thereafter, construction of this improvement.

3. The City will acquire the necessary right-of-way and improve 34th Street from Gandy Boulevard to 70th Avenue North as a three (3) lane undivided collector and 70th Avenue North from 34th Street to U.S. 19 as a four (4) lane undivided collector. The Applicant will contribute fifty percent (50%) of the cost of such construction, not to exceed Four Hundred Fifty Thousand Dollars ($450,000.00), although the Development's contribution to the traffic volume thereon may be substantially less than fifty percent (50%). This project shall include installation of the geometric improvements and upgrade the signalization at the intersection of 70th Avenue North and U.S. 19 necessitated by the foregoing. Upon the effective date of this Development Order, the City will diligently pursue the acquisition of necessary right-of-way and thereafter, construction of this improvement.

4. In partial fulfillment of the obligations identified in Section Three, subparagraphs 19C 2 and 3, the Applicant shall pay the City the sum of Three Hundred Seventy Five Thousand Dollars ($375,000.00) within ten (10) days after the effective date of this

Development Order. The balance due under such subparagraphs shall be paid within thirty (30) days after receipt by the Applicant of notice of the awarding of the contract by City Council for such improvements.

5. The City will acquire the necessary right-of-way and construct the following at-grade improvements at the intersection of Park Boulevard and 49th Street:

   a. NB: Add right turn lane and second left turn lane;

   b. SB: Add right turn lane and second left turn lane;

   c. EB: Add right turn lane and second left turn lane; and

   d. WB: Add right turn lane and second left turn lane.

   Although the Development contributes only twelve and 9/10 percent (12.9%) of the lowest acceptable level of service at this location, the Applicant shall pay one hundred percent (100%) of the cost of such acquisition and construction, not to exceed Eight Hundred Thousand Dollars ($800,000.00), payable as described below. Should the cost exceed this amount, the parties shall negotiate in good

faith to determine the method of paying such overage.

6. The City will acquire the necessary right-of-way and construct the following at-grade improvements at the intersection of Park Boulevard and 66th Street:

   a. NB: Add right turn lane and second left turn lane;

   b. SB: Add right turn lane and second left turn lane;

   c. EB: Add right turn lane and second left turn lane; and

   d. WB: Add right turn lane and second left turn lane.

   Although the Development contributes only forty and 3/10 percent (40.3%) of the lowest acceptable level of service at this location, the Applicant shall pay one hundred percent (100%) of the cost of such acquisition and construction, not to exceed Nine Hundred Ninety Thousand Dollars ($990,000.00) payable as described below. Should the cost exceed this amount, the parties shall negotiate in good faith to determine the method of paying such overage.

7. The Applicant will pay fifty percent (50%) of the cost of each of the projects described in

Section Three, subparagraphs 19C 5 and 6 above, within ten (10) days after receipt by it from the City of the notice of commencement of each such project. The balance for each such project shall be paid by the Applicant as needed to fund the contractor's draw requests.

8. The Applicant will contribute One Million Dollars ($1,000,000.00) to Pinellas County to be applied toward the cost of construction of 118th Avenue North from 49th Street to U.S. 19.

D. During Phase II (1989 - 1996) of the Development, the Applicant will design and construct a grade separation at the intersection of 28th Street North and Gandy Boulevard. The design of such grade separation shall also include the entrance to the Development from Gandy Boulevard. The cost of the design and construction of such improvement shall be borne as follows:

1. The CDD and/or the Applicant, twenty-eight percent (28%), but not to exceed Two Million Eight Hundred Thousand Dollars ($2,800,000.00)

2. The PPWMD, approximately two percent (2%), but not to exceed Two Hundred and Fifty Thousand Dollars ($250,000.00)

3. The City, twenty-eight percent (28%) and the City of St. Petersburg or other source, in the aggregate of twenty-eight percent (28%), but not to exceed Two Million Eight Hundred Thousand Dollars ($2,800,000.00) each.

4. FDOT and/or Pinellas County, fourteen percent (14%), but not to exceed One Million Four Hundred Thousand Dollars ($1,400,000.00).

The order of payment for this improvement shall be:

a. CDD and/or the Applicant

b. PPWMD

c. City and City of St. Petersburg or other source, on an equal basis and provided that One Million Eight Hundred Seventy Five Thousand (1,875,000) aggregate square feet of development has been permitted and is under construction in the City and the City of St. Petersburg.

d. FDOT and/or Pinellas County

E. The payment method and amounts set forth herein are based on the Applicant's and City's best estimate that the cost of design and construction of the project described in subparagraph D above will not exceed Ten Million Dollars ($10,000,000.00). Should the cost exceed this amount, the parties shall negotiate in good faith

to determine the method of paying such overage. Should the cost be less than this amount, the payments among the parties will be adjusted so that the percentage contribution of each party will be as described above. The Applicant and the City shall exercise their best efforts to coordinate issuance of the bonds hereinafter described so as to minimize the possibility that the improvement would be unfunded at any time. The City recognizes that the Applicant and/or the CDD may advance more than its share for construction of this improvement, in which event the City's portion of the cost of this improvement shall be paid, in whole or in part to the Applicant or CDD, as applicable, in the form of a reimbursement, provided that the amount to be reimbursed shall not exceed Two Million Eight Hundred Thousand Dollars ($2,800,000.00).

F. Recognizing that certain transportation improvements will be necessary prior to the issuance of any building permits for Phase II, the following improvements shall be installed at the intersection of the entrance of the Development with U.S. 19 at the Applicant's expense:

WB: Add second left turn lane; and

SB: Add second left turn lane.

G. The City agrees that at such time as One Million Eight Hundred Seventy Five Thousand (1,875,000) of aggregate square feet of development has been permitted and is under construction in the City and the City of St. Petersburg, it will secure financing by bonds or otherwise, in an amount of Five Million Eight Hundred Thousand Dollars ($5,800,000.00) and that said financing would be in place within twelve (12) months from that time. In no event shall the City be obligated to finance improvements in an amount greater than Five Million Eight Hundred Thousand Dollars ($5,800,000.00). The bonds issued for all or a portion of such financing, if any, will be issued in accordance with the City's bond policies. Such financing of Five Million Eight Hundred Thousand Dollars ($5,800,000.00) shall be used solely for the following purposes:

1. Acquisition of right-of-way and construction of improvements toward which the City has agreed herein to contribute; and, if there are any unused funds remaining, then
2. Such unused funds shall next be used for projects selected by the City in its sole discretion, which are within the City's municipal limits and which were identified in

the Areawide Study; and, if there are any ususued funds remaining, then

3. Such unused funds shall next be used for transportation improvements selected by the City which are identified in the City's Capital Improvements Program.

H. If and when Pinellas County adopts a transportation impact fee ordinance which TBRPC and DCA find provides a reasonable basis for apportioning the cost of traffic improvements necessitated by new development, the Applicant shall receive credit for monies paid for the traffic improvements referenced herein against the fees payable pursuant to such transportation impact fee ordinance to the full extent permitted thereby; provided, however, that if the amount payable by the Applicant for traffic improvements required hereby exceeds the fees required by such transportation impact fee ordinance, the Applicant shall pay the full amount required hereby.

I. The Applicant, shall, at its own expense, prepare and implement a Transportation Systems Management (TSM) program which will divert a number of vehicle trips from the PM peak hour which is consistent with the assumptions used to prepare the ADA. The plan shall be reviewed by the City, the City of St. Petersburg, Pinellas County, MPO,

Pinellas County Transit Authority, the TBRPC, and FDOT.

J. Each annual report for the Development after issuance of certificates of occupancy for an aggregate of five hundred thousand (500,000) square feet of commercial, industrial, and/or office space, shall include a yearly assessment of the annual achievement of vehicle trips diverted from the peak hour as a result of the TSM measures. This assessment shall also include sufficient and appropriate documentation for all diversions claimed as a result of implementation of each TSM measure.

If an annual report is not submitted for any reason, or if the report indicates that the total trip diversions are not being met, the City shall conduct a substantial deviation determination pursuant to Section 380.06, Florida Statutes and may amend the Development Order to change TSM objectives and/or require additional roadway improvements. The results of the TSM study may serve as a basis for the Applicant or reviewing agencies to request Development Order amendments.

K. At such time as shall be determined by City Council, Fortieth Street North shall be made a one-way right-of-way southbound from the south entrance to Mainlands Unit 7 to proposed Gateway

Centre Boulevard (formerly Coventry Boulevard). There shall be no direct access from the Development onto 40th Street north of Gateway Centre Boulevard.

L. The Applicant commits to cooperate with the "Guideway Transit Project, Eastern Pinellas Corridor Route," if an alignment is identified by the MPO for the Development. This cooperation shall include the preservation and protection for rights-of-way and easements for the guideway facilities, when identified, in accordance with the supportive policies established for the guideway.

M. The City and the Applicant recognize that it is not possible to predict accurately the traffic improvements that may be necessitated by the Development. Accordingly, where traffic improvements are required as a result of the contribution by the Development of ten percent (10%) or more of the lowest acceptable level of service, the construction of such improvements shall be coordinated with the Pinellas County MPO's "2010 Plan" and Traffic Improvement Plan, and the Capital Improvement Programs (CIP) for the City and the City of St. Petersburg and the Areawide Study. With the enactment of the 1985 Growth Management Legislation, local government

CIPs are required to undergo an annual review and update, thus affording an opportunity to incorporate any traffic improvements which have been identified as being necessitated by this Development. Aside from local government CIPs, funding sources include the Pinellas County transportation impact fee, local option gas tax, and such other sources as may be made available from time to time.

20. Water

A. The City's proposed twelve inch (12") line shall be connected, with the Applicant or CDD paying its prorata share therefor, to the existing twelve inch (12") line located at or about 43rd Street and 110th Avenue North; then continue east along 110th Avenue North to 34th Street; and then south to the northwest corner of the project. Such installation shall be completed in accordance with plans and specifications approved by the City.

B. The City's proposed twelve inch (12") line shall be connected, at the Applicant's or the CDD's own expense, to the existing twelve inch (12") line located at or about 40th Street, north of the 86th Avenue North right-of-way. Such installation shall be completed in accordance with plans and specifications approved by the City.

C. The City's proposed twelve inch (12") line shall be connected at the Applicant's or the CDD's own expense, to the existing eight inch (8") line located along North Frontage Road and west of 28th Street and to the existing twelve inch (12") line located at the junction of North Frontage and Gandy Boulevard. Such installation shall be completed in accordance with plans and specifications approved by the City.

D. The internal water system shall be constructed and installed in such a manner as to maintain an adequate water flow.

E. The Applicant or the CDD shall be responsible for the construction and installation of all internal water systems (other than those within the boundaries of and designed solely to serve individual lots), including attendant improvements.

F. Maintenance responsibilities for those water system improvements not dedicated to and accepted by the City shall be in accordance with the provisions of the CC&R.

G. The water conservation measures referenced in the Application shall be required.

H. The Applicant shall prepare a plan for using non-potable water for landscape and open space irrigation.

21. Water Quality

A. The Applicant shall establish and perform a water quality monitoring program as described in Exhibit "K" attached hereto and made a part hereof to assess stormwater treatment compliance and potential downstream impacts on Sawgrass Lake, Roosevelt Creek and the Pinellas County Aquatic Preserve. Results of the monitoring program shall be submitted as part of the annual report.

B. The erosion control measures discussed on page 14-4 of the Application shall be followed.

SECTION FIVE: Expiration date. Unless amended pursuant to the procedures outlined in Section 380.06, Florida Statutes (1985), the terms and conditions of this Development Order shall expire as of fifteen (15) years from the effective date of this Development Order, provided, however, that nothing herein shall be deemed to in any way alter or amend the effective period of the CC&R.

Should construction of the Development not be completed in accordance with the provisions of this Development Order, as the same may be lawfully amended from time to time, the City shall initiate appropriate land use and rezoning proceedings necessary to restore the land use and zoning on all property described in Exhibit "G" attached hereto to that which was in effect as of the effective date of this Development Order, or to such other suitable land use designation and zoning classification as may be

deemed proper by the City. The Applicant shall be deemed to have consented to all such changes to land use and zoning.

SECTION SIX: Exceptions. The provisions of this Development Order shall not be construed as a waiver of or exception to any rule, regulation, resolution or ordinance of the City or other affected governmental agencies, and, to the extent that further review is provided for in this Development Order or required by the City or by other affected governmental agencies, said review shall, unless otherwise specified herein, be subject to all applicable rules, regulations, resolutions and ordinances in effect at the time of such review.

SECTION SEVEN: Monitoring. No permits or approvals shall be granted or issued, and no extension of services shall be authorized if the Applicant fails to act in substantial compliance with this Development Order. Pursuant to Section 380.06(17), Florida Statutes (1985), the City Manager shall be responsible for monitoring of the Development and enforcing the provisions of this Development Order. In fulfillment of this requirement, the following procedures shall apply:

1. For purposes of this procedure, the City Manager may rely upon or utilize information supplied by the TBRPC or any City department or agency having particular responsibility over the subject area involved.
2. The City Manager shall report to the City Council any findings of material noncompliance with the terms and conditions of this Development Order other than any deviation from the terms hereof which would be subject

to being dealt with pursuant to Section 380.06(19), Florida Statutes (1985).

3. The City Manager shall issue a written notice of such material noncompliance to the Applicant.

4. If the material noncompliance is not corrected within a reasonable amount of time, as established by the City Manager after consultation with the Applicant, the Manager shall recommend that the City Council establish a hearing to consider such material noncompliance and to take any action necessary and appropriate to insure compliance with this Development Order order including termination of any further Development.

SECTION EIGHT: Annual Reports. The Applicant shall file an annual report in accordance with Section 380.06(18), Florida Statutes (1985), and applicable rules and regulations thereunder. Such report shall be due on the anniversary of the effective date of this Development Order until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the City Manager who shall after appropriate review, submit it for review by City Council. The City Council shall review the report for compliance with the terms and conditions of this Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Development Order. The Applicant shall be notified of any City Council hearing wherein such report is to be reviewed. The receipt and review by the City Council shall not

be considered a substitute or a waiver of any terms or conditions of the Development Order. This report shall contain:

1. The information required by the DCA to be included in the annual report, which information is described in the rules and regulations promulgated by the DCA pursuant to Section 380.06, Florida Statutes (1985); and
2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following to the submittal of the annual report; and
3. A statement setting forth the name(s) and address of any heir, assignee or successor in interest to this Development Order or any portion of this Development Order.
4. Such other and further information as may be reasonably required by City Council.

SECTION NINE: Substantial Deviation. In accordance with Section 380.06(19), Florida Statutes (1985), any development activity constituting a substantial deviation from the terms or conditions of this Development Order or other changes to the approved development plans or Application which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the TBRPC shall result in further development of regional impact review pursuant to Section 380.06, Florida Statutes (1985). Construction of those portions of the Development which are not

assigned by Braewood to Applicant, this Development Order shall be null and void and shall not constitute a land development regulation as to the property described on Exhibit L attached hereto and incorporated herein by this reference.

SECTION TWELVE: The cost of defense of any appeals or suits arising from this Development Order by parties with standing, shall be borne by the Applicant. The City shall reasonably cooperate with the Applicant in any such appeal, including without limitation, the appointment of special counsel to the City to defend any such appeal and the amendment (with the City's and Applicant's consent) of this Development Order.

SECTION THIRTEEN: This Development Order shall become effective upon the expiration of the appeal period under Section 380.07, Florida Statutes (1985), without an appeal having been taken, or if taken, dismissed or this Development Order affirmed.

FIRST READING THE 7th DAY OF July, 1986.

PUBLISHED THE 3rd & 17th DAY OF July, 1986.

PUBLIC HEARING THE 23rd DAY OF July, 1986.

PASSED THIS 23rd DAY OF July, 1986.

AYES: 5 - Councilmen Connolly, Dunkum, Mischler, Vannatta and Mayor Bradbury
NAYS: 0 - None
ABSENT: 0 - None
ABSTAIN: 0 - None

APPROVED THIS 23rd DAY OF July, 1986.

Cecil W. Bradbury
MAYOR

ATTEST:

Grace M. Kolar
CITY CLERK

JOHNSON, BLAKELY, POPE, BOKOR & RUPPEL, P. A.
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TAMPA TELEPHONE:
(813) 273-0373

RECEIVED
MAY 7 1987
CITY OF PINELLAS PARK
ZONING DIVISION

B150-3019

May 7, 1987

TO: Mr. Tom Shevlin
Planning Director
City of Pinellas Park

RE: Gateway Centre

ENCLOSURE:
Copy of Declaration of Covenants, Conditions and Restrictions

SPECIAL INSTRUCTIONS:

Please see Exhibit B for the Conceptual Development Plan

- ☐ PLEASE SIGN AND FORWARD
- ☐ PLEASE SIGN AND RETURN
- _____ COPIES
- ☐ PLEASE REVIEW, SIGN AND HAVE NOTARIZED
- ☐ ENCLOSED FOR YOUR INFORMATION
- ☐ FOR YOUR REVIEW AND COMMENTS
- ☒ ENCLOSED PURSUANT TO YOUR REQUEST
- ☐ PLEASE TELEPHONE FOR AN APPOINTMENT
- ☐ PLEASE FILE ORIGINAL AND RETURN CONFORMED COPY
- ☐ PLEASE COME IN TO SIGN PAPERS
- ☐ PLEASE TELEPHONE ME
- ☐ PLEASE RECORD
- ☐ CALENDARED FOR FURTHER ACTION

- ☐ YOU DO NOT NEED TO ATTEND THE HEARING
- ☐ PLEASE ACKNOWLEDGE RECEIPT AND RETURN THIS LETTER

BY Steven M. Seibert

DECLARATION

OF COVENANTS, CONDITIONS AND RESTRICTIONS

FOR

GATEWAY CENTRE

THIS DECLARATION is made on the date hereinafter set forth by GATEWAY CENTRE JOINT VENTURE, a Florida general partnership, hereinafter referred to as the "Developer."

W I T N E S S E T H;

WHEREAS, Developer is the owner of certain real property in Pinellas County, Florida, described in Exhibit "A"; and

WHEREAS, Developer desires to create a commerce park of high standard known as GATEWAY CENTRE, on the Exhibit "A" land, and such other land as may be added thereto pursuant to the terms and provisions of this Declaration; and

WHEREAS, Developer presently intends to develop Gateway Centre in accordance with the Master Plan of which a copy is attached as Exhibit "B," a portion of which includes the Exhibit "A" land; and

WHEREAS, Developer owns or has contractural rights to acquire the lands described in Exhibit "C" and such lands comprise the remaining portion of the Exhibit "B" Master Plan which are not included within the Exhibit "A" land and Developer may hereafter subject all or a portion of such lands to this Declaration in accordance with the provisions set forth below; and

WHEREAS, Developer may hereafter make modifications to the Exhibit "B" Master Plan but no such modification shall be in conflict with the terms of this Declaration and the Design Criteria (as hereinafter defined) nor allow uses inconsistent with the zoning and land use plan affecting the land included in the modification;

NOW, THEREFORE, Developer hereby declares that the real property described on attached Exhibit "A" shall be held, sold and conveyed subject to the restrictions, covenants and conditions declared below, which shall be deemed to be covenants running with the land and imposed on and intended to benefit and burden each Lot (as hereinafter defined) and other portions of the Property (as hereinafter defined) in order to maintain within the Property (as hereinafter defined) a first class commerce park and such covenants shall be binding on and shall inure to the benefit of all parties having any right, title or interest in the Property or any part thereof, their respective heirs, personal representatives, successors and assigns.

ARTICLE I

DEFINITIONS

1.1 "Architectural Control Committee" or the "Committee" shall mean and refer to the persons designated from time to time to perform the duties of the Committee as set forth herein, and their successors and assigns. At no time shall the Committee be comprised of less than three (3) persons.

1.2 "Articles" shall mean and refer to the Articles of Incorporation of the Association, including any and all amendments or modifications thereof.

1.3 "Association" shall mean and refer to Gateway Centre Property Owners Association, Inc., a Florida corporation not for profit, its successors and assigns.

1.4 "Building" shall mean and refer to each and every building constructed on any Lot, including multi-level parking structures.

1.5 "Bylaws" shall mean and refer to the Bylaws of the Association, including any and all amendments or modifications thereof.

1.6 "Board of Directors" or "Board" shall mean and refer to the Association's Board of Directors.

1.7 "Common Area" or "Common Areas" shall mean all portions of the Property (including access roads, parking areas, preservation areas, open space and all other improvements and landscaping thereon) now or hereafter owned by the Association for the common use and enjoyment of the Owners, whether shown on any recorded plat of any portion of the Property or described in any deed or grant of easement to the Association. The use of the Common Area shall be restricted to ingress and egress, utility purposes, parking, landscaping, drainage, security, safety, lighting, recreational, preservation and open space purposes or any other use to which the Association may accede. The Common Area shall initially include that property described on Exhibit "D" attached.

1.8 "Declaration" shall mean and refer to this Declaration of Covenants, Conditions and Restrictions for Gateway Centre, as modified and amended from time to time.

1.9 "Design Criteria" shall mean and refer to the quality and character specifications prepared by Developer to govern development at Gateway Centre, attached as Exhibit "E." Said Design Criteria may be modified or amended from time to time by Developer, in its sole discretion, by amendment executed solely by Developer, but no such amendment shall be binding upon persons without notice thereof until recorded in the Public Records of Pinellas County, Florida; provided, however: (a) Developer may not amend the Design Criteria for the Restricted Development Area without first obtaining the consent of the City of Pinellas Park, which consent may be withheld by said city in its discretion and which consent if given, shall be evidenced by a written instrument in recordable form and which may be in the form of a joinder to such modification or amendment, and (b) in all other areas of Gateway Centre within the municipal limits of the City of Pinellas Park, amendments shall become effective only after the following procedure has been followed:

(i) The proposed amendment shall be submitted in writing to the City Manager of the City of Pinellas Park who shall determine, in his sole discretion, whether the proposed amendment is substantial or insubstantial. The Developer agrees that the determination of the City Manager on this issue is final and nonappealable. Unless within ten (10) days after his receipt of the proposed amendment the City Manager advises the Developer in writing that the proposed amendment is substantial, the Developer may make the proposed amendment. If the City Manager advises the Developer in writing within ten (10) days after his receipt of the proposed amendment that the proposed amendment is substantial, then the proposed amendment shall be promptly forwarded to the City of Pinellas Park City Council for its review.

(ii) If the City Council fails to disapprove the proposed amendment by at least four (4) votes, on or before thirty (30) days after its submission to the City Manager, then the Developer may make the proposed amendment. If the City Council disapproves the proposed amendment by at least four (4)

votes within the time period allowed, then the amendment shall not be made.

1.10 "Developer" shall refer to Gateway Centre Joint Venture, and its successors in interest, if such successors should acquire one or more undeveloped Lots from the Developer for the purpose of development, and provided some or all of Developer's rights hereunder are specifically and expressly assigned to such successors in interest. Developer's rights hereunder may be assigned in whole or in part and on an exclusive or non-exclusive basis, at the option of Developer.

1.11 "Gateway Centre Development District" shall mean the community development district created pursuant to Florida Statutes Chapter 190 by City of Pinellas Park Ordinance No. 1559, which includes a portion of the Property and as may be amended from time to time to include additional portions of the Property.

1.12 "Improvements" shall mean and refer to any man-made changes in the natural condition of the land, including, but not limited to, structures and construction of any kind, whether above or below the land surface such as any building, fence, wall, sign, addition, alteration, screened enclosure, sewer, drain, disposal, lake, waterway, road, paving, utilities, grading, landscaping, exterior illumination, any changes in any exterior color or appearance, and including both original and all later exterior construction or exterior improvement on any Lot.

1.13 "Lot" shall mean and refer to any plot of land shown on any recorded plat, recorded replat, or subdivision map of the Property or any part thereof, or any portion of the Property which is sold by a metes and bounds description, with the exception of Common Areas or areas deeded to a governmental authority or utility.

1.14 "Restricted Development Area" shall refer to that portion of the Property depicted in the Sketch attached as Exhibit "F." Said Restricted Development Area shall be subject to special design and use restrictions as more specifically set forth in Article IX below and in the Design Criteria.

1.15 "Restricted Use Area" shall refer to that approximate 58 acre portion of the Restricted Development Area which lies north of proposed Gateway Boulevard and between 34th and 40th Streets and south of said Boulevard between 40th Street and the Florida Power right-of-way and which is depicted in the Sketch attached as Exhibit "F." Said Restricted Use Area shall be subject to additional design and use restrictions, in addition to those provided for other portions of the Restricted Development Area, as more specifically set forth in Article IX below and in the Design Criteria.

1.16 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation. The term "Owner" shall include Developer for so long as Developer shall hold title to all or any portion of the Property or any Lot, provided that the rights of Developer hereunder expressly granted or retained hereunder shall take precedence over any restrictions imposed hereunder upon Owners, but such restrictions shall continue to apply unless and until Developer shall exercise such rights in accordance with the terms of this Declaration.

1.17 "Penalty Rate" shall mean the highest rate of interest then allowed by Florida law, or if such law sets no maximum rate, then eighteen percent (18%) per annum.

1.18 "Property" shall mean and refer to the real property described in Exhibit "A," and such additions thereto as may

hereafter be brought within the jurisdiction of the Association, by amendment to this Declaration in accordance with Section 8.1(g) below, or as otherwise permitted hereby. The Property may also be referred to as "Gateway Centre."

ARTICLE II

PROPERTY RIGHTS

2.1 Owner's Easement of Enjoyment. A non-exclusive easement is hereby established over all portions of the Common Area for vehicular and pedestrian ingress and egress to and from all portions of the Property, and for maintenance of the Common Area, for the benefit of the Association, the Architectural Control Committee, all Owners and their agents, tenants, invitees and licensees, as appropriate, subject to the following provisions:

(a) The right of the Association to dedicate or transfer all or any part of the Common Area, or all or any part of the construction or maintenance responsibility therefore, to any public agency, authority or utility, including but not limited to the Gateway Centre Development District, for such purposes and upon such conditions as may be agreed to by a majority of the voting interests in the Association. No such dedication or transfer shall be effective unless an instrument or plat agreeing to such dedication or transfer has been recorded as approved by the Association;

(b) All provisions of this Declaration, any additional covenants and restrictions of record, any plat of all or any part or parts of the Property, and the Articles and Bylaws of the Association;

(c) The right of the Association from time to time in accordance with its Bylaws to establish, modify, amend and rescind reasonable rules and regulations regarding the use and enjoyment of the Common Area;

(d) All existing easements and restrictions of record and the right of the Association, and the Developer, to grant additional easements affecting the Common Area or any part thereof;

(e) The right of the Association to otherwise deal with the Common Area as provided by its Articles; and

(f) Any right of the City of Pinellas Park, and/or the City of St. Petersburg and/or Pinellas County, Florida and/or the Gateway Centre Development District, upon the failure of the Association to do so, to maintain such portions of the Common Area as are designated on any plat as being for drainage, road right-of-way, utility, or other public improvement purposes.

2.2 Common Area. The Common Area shall be for the use and benefit of the Owners and Developer, collectively, and their tenants, invitees and licensees, for any proper purpose. The Common Area shall be used by each person entitled to its use in such a manner as shall not abridge the equal rights of other Owners to the use and enjoyment thereof. Each Owner shall be liable to the Association for any and all damage to the Common Area and any personal property or improvements located thereon, caused by such Owner, its invitees, licensees, lessees, contract purchasers, agents, contractors or subcontractors, and the cost of repairing same shall be a lien against such Owner's Lot or Lots, as provided in Section 4.8.

2.3 Rules and Regulations. No Owner or other permitted user shall violate the reasonable rules and regulations for the use of the Common Area, as the same are from time to time adopted by the Association.

2.4 Easements for Utilities and Drainage. Perpetual non-exclusive easements for the installation and maintenance of utilities and drainage facilities are hereby reserved to Developer and any assignee of Developer over all utility and drainage easement areas shown on any plat of the Property or any part thereof now or hereafter recorded, or encumbered by recorded easements as of the date of recording hereof (which easements shall include, without limitation, the right of reasonable access over Lots to and from the easement areas). Developer, and the Association shall each have the right hereafter to convey such additional easements, permits and licenses encumbering the Common Area as may be deemed necessary or desirable on an exclusive or non-exclusive basis to any person, corporation or governmental entity. Further, an easement is hereby reserved over all portions of the Property for installation and maintenance of electrical apparatus, CATV facilities, or other apparatus for any utilities now or hereafter installed to serve any portion of the Property, provided, however, no such apparatus or facilities shall be installed within a Lot so as to unreasonably interfere with the use thereof by an Owner, nor shall such facilities unreasonably hinder the Association in the exercise of its rights hereunder. The specific location of any such apparatus or facilities, and the granting of specific easements therefor in favor of the providers of any such utilities, shall be determined by and within the powers of the Association or the Developer, as the case may be. In the event any Building has been or is then being constructed on a Lot, the Association and the Developer shall use their best efforts to locate such easements so that they will not encroach on the area covered or to be covered by such Building. The easement rights reserved pursuant to this section, in and of themselves, shall not impose any obligation on Developer or the Association to maintain any easement areas or install or maintain the utilities or improvements that may be located in, on or under such easements, or which may be served by them. Within such easement areas no structure, planting, or other material shall be placed or permitted to remain which may damage or interfere with access to, or the installation and maintenance of, the easement areas or any utilities or drainage facilities, or which may change the direction or obstruct or retard the flow of water through drainage channels in such easement areas, or which may reduce the size of any water retention areas constructed in such easement areas. The Owner of any Lot subject to an easement described herein shall acquire no right, title or interest in or to any poles, wires, cables, conduits, pipes or other equipment or facilities placed on, in, over or under the portion of the Lot which is subject to such easement. Subject to the terms of this Declaration regarding maintenance, the easement areas of each Lot and all above-ground Improvements in such easement areas shall be maintained continuously by and at the expense of the Owner of the Lot, except for those Improvements for which a public authority or utility company is responsible. With regard to specific easements for drainage, Developer shall have the right, but without obligation, to alter the drainage facilities therein, including slope control areas, provided any such alteration shall not materially adversely affect any Lot unless the Owner of such Lot shall consent to such alteration and all such alterations shall conform to applicable governmental requirements.

2.5 Developer and Association Easement. Developer reserves for itself, the Association, and the Architectural Control Committee, and their respective grantees, successors, legal representatives, agents and assigns, an easement for access to, over and across each Lot and the right to enter upon each Lot for the purpose of exercising their respective rights and obligations under this Declaration. Absent emergency conditions, entry into any Building shall not be made without the consent of the Owner or occupant thereof, except pursuant to a valid court order. An Owner shall not arbitrarily withhold consent to such entry for the purpose of discharging any duty or exercising any right granted by this Article, provided such entry is upon reasonable

notice, at a reasonable time, and in a peaceful and reasonable manner.

ARTICLE III

THE ASSOCIATION

3.1 Powers and Duties. The Association shall have the powers and duties set forth herein and in the Articles and Bylaws, including the right and duty to enforce the provisions of this Declaration, and the right to collect assessments for expenses relating to the Common Areas, and such additional rights and duties as may reasonably be implied therefrom. As provided in the Bylaws, the Association may by written action without a meeting take any action authorized hereunder to be taken at a meeting.

3.2 Membership. Every Owner of a Lot shall be a member of the Association, subject to and bound by the Association's Articles of Incorporation, Bylaws, rules and regulations, and this Declaration. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. Ownership, as limited above, shall be the sole qualification for membership. When any Lot is owned of record by two or more persons or other legal entities, all such persons or entities shall be members. An Owner of more than one (1) Lot shall be entitled to one membership for each Lot or Parcel owned by him. Membership shall be appurtenant to and shall not be separated from ownership of any Lot which is subject to assessment, and it shall be automatically transferred by conveyance of that Lot. Developer shall also be a member so long as it owns one or more Lots.

3.3 Voting Rights. All votes shall be cast in the manner provided by the Bylaws. Unless otherwise specifically provided herein, whenever an action is taken by the Association or required to be approved by the Association, such action shall be deemed authorized or approved if authorized or approved by a majority of the voting interests in the Association at the time authorization or approval is sought. The two (2) classes of voting memberships and voting rights related thereto are as follows:

Class A. Class A members shall be all Owners with the exception of Developer and shall be entitled to one (1) vote, or a prorata portion thereof, for each acre or part thereof within the Lot owned, unless the Lot owned is commercial or a hotel site as shown on Exhibit "B," in which case the Owner of such a Lot shall be entitled to two (2) votes, or a prorata portion thereof, for each acre or part thereof within the commercial or hotel site Lot owned. When more than one person or entity holds an ownership interest in a Lot, all such persons shall be entitled to the votes allocated to such Lot, to be exercised as they among themselves determine, but in no event shall more than the votes allocated to such Lot be cast with respect to such Lot, nor shall any split vote be permitted with respect to such Lot.

Class B. The Class B member shall be Developer and shall be entitled to five (5) votes, or a prorata portion thereof, for each acre or part thereof within the Lot or portion of Property owned by Developer, unless a Lot or Lots owned or portion of the Property owned is commercial or a hotel site as shown on Exhibit "B" in which case the Developer shall be entitled to ten (10) votes, or a prorata portion thereof, for each acre or part thereof within the commercial or hotel site Lot or portion of the Property owned by Developer. Developer may relinquish its right to Class B membership at any time by recording an instrument evidencing same in the Public Records of Pinellas County, Florida. Unless sooner terminated by relinquishment, the Class B membership shall cease and be converted to Class A membership

upon the occurrence of any of the following events, whichever shall first occur:

(a) One (1) year after ninety percent (90%) in acreage of the Property has been conveyed by Developer to other Owners; or

(b) Twenty (20) years following conveyance of the first Lot by Developer to another Owner.

Association. Any Lot owned by the Association shall be entitled to no vote.

3.4 Services. The Association may obtain and pay for the services of any person or entity to manage its affairs, or any part thereof, to the extent it deems advisable, as well as such other personnel as the Association shall determine to be necessary or desirable for the proper discharge of its duties as described in this Declaration, whether such personnel are furnished or employed directly by the Association or by any person or entity with whom or which it contracts. The Association may obtain and pay for legal, architectural, engineering and accounting services necessary or desirable in connection with its operations or the enforcement of this Declaration. The Association may arrange with others to furnish common services to each Lot, and the cost thereof may be included in the assessments for maintenance described in Article IV below.

3.5 Manager. The Association may obtain, employ and pay for the services of an entity or person, hereinafter called the "Manager," to assist in managing its affairs and carrying out its responsibilities hereunder to the extent it deems advisable, as well as such other personnel as the Association shall determine to be necessary or desirable, whether such personnel are furnished or employed directly by the Association or by the Manager.

3.6 Personal Property for Common Use. The Association may acquire and hold tangible and intangible personal property and may dispose of the same by sale or otherwise, subject to such restrictions, if any, as may from time to time be provided in the Association's Articles or Bylaws.

3.7 Insurance. The Association at all times shall procure and maintain adequate policies of public liability and other insurance as it deems advisable or necessary. The Association additionally shall cause all persons responsible for collecting and disbursing Association monies to be bonded with adequate fidelity bonds.

3.8 City's Rights to Enforce. In the event the Association shall fail, after 30 days written notice from the City of Pinellas Park, Florida ("City"), to enforce the provisions of this Declaration against any Owner of a Lot located within the boundaries of the City who is in default of the requirements of this Declaration ("Defaulting Owner"), the City shall have the right, at its sole discretion and without liability to any person if it shall fail to do so, to enforce the provisions of this Declaration against the Defaulting Owner and to collect attorneys' fees and costs and obtain and enforce lien rights in the same manner as if the City were the Association.

ARTICLE IV

COVENANT FOR MAINTENANCE ASSESSMENTS

4.1 Purpose of Assessments. The assessments levied by the Association shall be used to promote the recreation, health, safety and welfare of the Owners and occupants of the Property, and for the improvement and maintenance of the Common Area and the carrying out of the other responsibilities and obligations of

the Association under this Declaration, the Articles and the Bylaws. Without limiting the generality of the foregoing, such funds may be used for the acquisition, improvement and maintenance of Lots, services and facilities related to the use and enjoyment of the Common Area, including the costs of repair, replacement and additions thereto and the cost of labor, equipment, materials, management and supervision of same; the payment of taxes and assessments made or levied against the Common Area; the procurement and maintenance of bonds and insurance; the employment of attorneys, accountants and other professionals to represent the Association when necessary or useful; the maintenance, landscaping and beautification of the Common Area and such public lands as may be designated by Developer or the Association and as may be permitted by the governmental authority controlling such public land; the maintenance, repair and replacement of boundary walls required or permitted to be maintained by the Association; the employment of security personnel to provide services which are not readily available from any governmental authority; and such other needs as may arise. Provided, however, nothing contained herein shall constitute a representation or assurance by Association as to any Owner or any other person that the Common Areas or any other portion of the Property or any other matter or thing tended by the Association will be safe, sanitary, and free of defects or will otherwise not cause injuries to persons or damages to property and Association disclaims any and all liability with respect thereto to the maximum extent permitted by law and Association shall not be deemed to be an insurer or indemnitor with respect to any injuries or damages suffered by any person.

4.2 Maintenance of Common Area and Landscaping. All of the Common Area and Improvements within the Common Area, and all personal property owned by the Association, and areas located within publicly dedicated easements or rights-of-way which the Association expressly agrees to maintain (such as boulevard median landscaping) shall be maintained by and at the expense of the Association, unless otherwise specifically set forth herein. Without limiting the generality of the foregoing, the Association's maintenance responsibilities shall extend to and include maintenance of all decorative identification sign(s) for Gateway Centre, indicating the location of and/or entrance to the Property and any central directories; planting and maintaining landscaped areas; non-public utilities located in the Common Area; sweeping, striping, lighting, improving and maintaining streets and roads which have not been accepted for public dedication and maintenance; and the installation, construction and relocation of improvements to enhance and beautify the Common Area. This provision shall not limit the obligation of an Owner to maintain all Improvements within its Lot. In the event that the need for maintenance or repair of the Common Area or any personal property owned by the Association or other area maintained by the Association is caused by the willful or negligent act of an Owner, its tenants, licensees or invitees, the cost of such maintenance or repair shall be due and payable from the Owner, and shall be secured by a lien against such Owner's Lot as provided in Section 4.8.

4.3 Maximum Annual Assessment. The Board of Directors may fix the annual assessments at an amount not in excess of the maximum stated herein, including authorized increases. Until January 1 of the year immediately following conveyance of the first Lot to an Owner other than Developer, the maximum annual assessment shall be Three Hundred Dollars ($300.00) for each acre or part thereof within each Lot.

(a) From and after January 1 of the year immediately following the conveyance of the first Lot to an Owner other than Developer, the maximum annual assessment may be increased by the Board of Directors each year not more than fifteen percent (15%) above the maximum assessment for the previous year without a vote of the members of the Association.

(b) From and after January 1 of the year immediately following the conveyance of the first Lot to an Owner other than Developer, the maximum annual assessment may be increased above fifteen percent (15%) by vote of the Association.

4.4 Special Assessments for Capital Improvements. In addition to the annual assessments authorized above, the Association may levy, in any assessment year, a special assessment applicable to that year only for the purpose of defraying, in whole or in part, the cost of reconstruction, repair or replacement of a capital improvement upon the Common Area or other areas maintained by the Association, including fixtures and personal property related to the Common Area. Written notice of each special assessment, and the due date thereof, shall be sent to all Owners subject thereto at least thirty (30) days in advance of the due date.

4.5 Reserves. The Association shall establish and maintain an adequate reserve fund for the periodic maintenance, repair, and replacement of improvements within the Common Area and any other improvements which the Association is obligated to maintain hereunder. The reserve fund shall be funded as part of the annual assessment levied by the Association.

4.6 Date of Commencement of Annual Assessments; Due Dates. The annual assessments provided for herein shall commence as to all Class A Lots subject thereto on the first day of the month following the conveyance of the initial Common Area from Developer to the Association. The first annual assessment thereafter shall be adjusted and prorated according to the number of months remaining in the calendar year. The Board of Directors shall fix the amount of the annual assessment against each Lot in advance of each annual assessment period. Written notice of the annual assessment, and the due date for payment, shall be sent to every Owner subject thereto. Unless otherwise established by the Board of Directors, annual assessments shall be collected on an annual basis. The due date for special assessments shall be as established by the Board of Directors. The Association shall upon demand, and for a reasonable charge, furnish a certificate signed by an officer of the Association setting forth whether the assessments on a specified Lot have been paid. A properly executed certificate of the Association as to the status of assessments on a Lot shall be binding upon the Association as of the date of its issuance.

4.7 Rate and Collection. Both annual and special assessments must be fixed at a uniform rate for all Lots, and such assessment as to each Lot shall be computed by multiplying the total amount of such assessment, the numerator of which is the then most recently determined assessed value for real property ad valorem taxes of such Lot and any Building(s) and other improvements thereon as set by the Tax Assessor of Pinellas County, Florida (or its successor assessor or other governmental agency performing the valuation function for the application of ad valorem taxes, if there ceases to be a Tax Assessor of Pinellas County, Florida) (the "Lot Assessed Value") and the denominator of which is the then most recently determined aggregate assessed values for real property ad valorem taxes of all Lots and Buildings and other improvements which are then subject to the terms of this Declaration as set by the Tax Assessor of Pinellas County, Florida (or its successor assessor or other governmental agency performing the valuation function for application of ad valorem taxes, if there ceases to be a Tax Assessor of Pinellas County, Florida) (the "Entire Assessed Value"), that is

$$\text{Total Assessment} \times \frac{\text{Lot Assessed Value}}{\text{Entire Assessed Value}}$$

equals the assessment for such Lot, subject to the following:

(a) As long as Developer is the Owner of any Lot, Developer shall have the following options: (i) Developer may pay only the portions of assessments against Lots which it owns attributable to reserves, if any, and in addition will pay the difference, if any, between the total annual operating expenses for the Association and the amount of assessments required to be paid by the other Owners pursuant to this Article; or (ii) Developer may pay the full assessments against Lots which it owns, in which event Developer will have no obligation to pay the difference between expenses and assessments;

(b) The assessments, charges and liens provided for or created by this Article IV shall not apply to the Common Area (except for the rights of the City of Pinellas Park to impose assessments, charges, and liens under Section 4.8(f) below on portions of the Property within the boundaries of the City of Pinellas Park), or any property dedicated to and accepted for maintenance by a public or governmental authority or agency. Neither the Common Area nor any property dedicated to and accepted for maintenance by a public or governmental authority or agency shall be subject to the charges and liens provided for or created by this Article IV (except for the rights of the City of Pinellas Park to impose assessments, charges, and liens on the portions of the Common Area located within the boundaries of the City of Pinellas Park under Section 4.8(f) below); provided, however, that nothing herein shall be deemed to affect the Association's maintenance duties under this Declaration.

4.8 Lien Rights.

(a) Creation of the Lien and Personal Obligation of Assessments. Developer, for each Lot owned, hereby covenants, and each Owner of any Lot by acceptance of a deed therefor, whether or not it shall be so expressed in such deed, is deemed to covenant and agree, to pay to the Association (i) annual assessments or charges, and (ii) special assessments for capital improvements, such assessments to be established and collected as provided herein. The annual and special assessments, together with interest at the Penalty Rate, costs, and reasonable attorney's fees incurred in collecting same, shall be a charge on and a continuing lien upon the Lot against which each such assessment is made. Each Lot shall stand as security for any expense due the Association and for any other sums due hereunder from its Owner to the Association, and in connection with such Lot. Each such sum, together with interest, costs, and attorney's fees, shall also be the personal obligation of the person who was the Owner of such Lot at the time when the assessment fell due. If any Lot is owned by more than one Owner, the rights of the Association hereunder may be enforced against any and all such Owners, jointly and severally. The personal obligation for delinquent assessments shall not pass to an Owner's successors in title unless expressly assumed by such successors, provided, however, that the lien therefor shall remain valid and in full force and effect.

(b) Notice of Lien. To secure any sum payable by an Owner to the Association under the terms of this Declaration, the Association shall be entitled to file in the Public Records of Pinellas County, Florida, a notice of its claim of lien by virtue of this contract with the Owner. Said notice shall state the sum payable and shall state that it also secures interest on such sum payable at the Penalty Rate and attorneys' fees and costs incurred in its preparation, recordation, and enforcement and shall contain a description of the Lot against which enforcement of the lien is sought. The lien herein provided shall date from the time that the obligation or expense is incurred, but shall not be binding against creditors until said notice is recorded.

(c) Foreclosure. The amount secured by the lien herein provided shall be due and payable upon demand and if not paid, said lien may be enforced by foreclosure in the same manner

as a mortgage. The amount due and secured by said lien shall bear interest at the Penalty Rate, from the date of demand for payment, and in any action to enforce payment, the Association shall be entitled to recover costs and attorneys' fees, which shall also be secured by the lien being foreclosed. The defaulting Owner shall continue to be liable for assessments levied by the Association during the period of foreclosure, and if the Association is foreclosing the lien, then all assessments levied through the date a judgment of foreclosure is entered shall be secured by the lien foreclosed. The Association shall have the right to bid at any foreclosure sale and acquire title to the Lot being sold.

(d) Other Remedies. Each Owner hereby acknowledges that a violation by an Owner of one or more of the restrictions or obligations set forth in this Declaration may cause the Association to suffer material injury or damage not compensable in money and that the Association shall be entitled to bring an action for specific performance to enforce compliance with these restrictions or to enjoin the continuance of any breach or violation hereof and to collect all attorneys' fees and costs incurred in such enforcement, which fees and costs shall be secured by a lien, notice of lien, and foreclosure, the same manner as is provided for above in Sections 4.8(a), (b) and (c) for assessments.

(e) Remedies Cumulative. Developer or the Association, at their option, may enforce any one or more of the remedies contained in this section or any other rights or remedies to which the Association may be entitled by applicable law, whether or not set forth herein. All remedies provided herein or by applicable law shall be cumulative and not mutually exclusive; provided, however, nothing herein shall be deemed to excuse the Developer or the Association from taking all action necessary to insure compliance with the requirements thereof upon any Owner, including maintenance obligations.

(f) Remedies by City of Pinellas Park. As regards that portion of the Property lying within the City of Pinellas Park ("City"), the City shall have the right, but not the duty, to enforce the provisions of this Declaration against any Owner of a Lot located within the boundaries of the City who is in default of the requirements of this Declaration ("Defaulting Owner"), in the event the Association shall fail, after thirty (30) days' written notice from the City, to enforce such requirements against the Defaulting Owner and to collect attorney's fees and costs and obtain and foreclose lien rights in the same manner as provided in Section 4.8(a), (b), (c) and (d) above. In addition, the City shall have the right, but not the duty, to enforce the provisions of this Declaration against the Association for default of the requirements of this Declaration, in the event the Association shall fail, after thirty (30) days' written notice from the City to perform in accordance with the requirements of this Declaration, and to collect attorney's fees and costs and obtain and foreclose lien rights against any property owned by the Association in the same manner as provided in Section 4.8(a), (b), (c) and (d) above.

4.9 Subordination of the Lien to Mortgages. The lien of the assessments provided for herein shall be subordinate to the lien of any first mortgage which is recorded prior to the recording of a notice of lien as to the portion of the Property encumbered by such mortgage. Sale or transfer of a Lot shall not affect the assessment lien against the Lot. However, the sale or transfer of any Lot pursuant to foreclosure of any first mortgage recorded prior to the recording of a notice of lien or any proceeding in lieu thereof, shall extinguish the lien of assessments only as to those payments which became due prior to such sale or transfer. No sale or transfer shall release any Lot from liability for assessment payments thereafter becoming due or from the lien thereof.

ARTICLE V

ARCHITECTURAL CONTROL

5.1 Architectural Control. No Lot may be further subdivided by an Owner, other than the Developer, except with the express written consent of the Association. The Developer may subdivide the Property and re-subdivide any Lot owned by Developer without the consent of the Association. Provided, however, notwithstanding the foregoing, no Lot in any area zoned Light Industrial shall be less than two (2) acres in size, no Lot in any area zoned Commercial shall be less than one (1) acre in size, and no Lot in any area zoned Office shall be less than two (2) acres in size. If such resubdivision affects the portion of the Property within the boundaries of the City of Pinellas Park, it shall be done in accordance with the applicable provisions of the Ordinances and Resolutions of said City. No Building, wall, fence, pavement or other Improvements of any nature shall be erected, placed or altered on any portion of the Property except in compliance with the Design Criteria and until the construction plans and specifications and a plot plan showing the location of the Improvement shall have been approved in writing by the Architectural Control Committee. Each Improvement of any nature shall be erected, placed or altered only in accordance with the plans and specifications and plot plan so approved. Upon completion of any Improvement, the Owner shall supply the Architectural Control Committee with a certification from a licensed architect stating that the Improvements have been completed in accordance with the approved construction plans and specifications. Refusal of approval of plans, specifications and plot plan, or any of them, may be based on any grounds, including purely aesthetic grounds, which in the reasonable discretion of the Architectural Control Committee seem sufficient. Any change in the exterior appearance of any Building, wall, pavement, or other Improvement, and any change in the finished ground elevation, shall be a change requiring approval under this Section 5.1. The Architectural Control Committee shall have the power to promulgate such rules and regulations as it deems necessary to carry out the provisions and intent of this section. The Architectural Control Committee shall be composed of such persons, but not less than three (3), as may be appointed from time to time by the majority vote of the Board of Directors, which shall have the absolute power to remove any member from the Committee. In the absence of specific appointment, the Board of Directors shall serve as the Architectural Control Committee. A majority of the Committee may take any action the Committee is empowered to take, and may designate representatives or agents to act for the Committee, but in all cases the Committee shall grant or deny the final approval of all plans and specifications within sixty (60) days of submission. In the event of death, removal or resignation of any member of the Committee, the remaining members shall have full authority to designate a successor until such time as the Board shall appoint an alternative successor. Neither the members of the Committee, nor its designated representatives, shall be entitled to any compensation for services performed pursuant to this Section 5.1. Notwithstanding the foregoing, however, the Architectural Control Committee, at the expense of the Association, may hire such professionals (including, but not limited to, such architect(s) and engineer(s)) as it shall in its reasonable discretion determine are necessary or helpful to provide review of submittals and advise with respect to the approval or denial of the same.

5.2 Approval of Architectural Control Committee. The approval of the Architectural Control Committee for any proposed Improvement shall be based, among other things, upon (i) the adequacy of building site dimensions; (ii) the conformity and harmony of exterior design with neighboring structures; (iii) the effect of location and use of the Improvements on the Property as a whole; (iv) the intended operations and uses; (v) the relation of the Improvements with the topography; (vi) the grade and

finished ground elevation of the building site being improved to that of neighboring building sites; (vii) the proper facing of main elevation with respect to nearby streets; (viii) the conformity of plans and specifications with the Design Criteria; and (ix) the conformity of plans and specifications with landscaping requirements. Careful concern will be given to location and treatment of utility and service facilities with the intent of minimizing detrimental visual impacts. Site ingress and egress may be limited for efficient flow of traffic on abutting streets.

5.3 Developer Approval. So long as Developer is a Class B member of the Association, any and all actions of the Architectural Control Committee shall have the written approval of Developer, unless such approval is waived in writing by Developer's authorized representative.

5.4 Submission of Plans. All Improvements shall be undertaken, completed and maintained only in accordance with approved plans and said plans may not be altered, amended or revised without submitting the revised plans for prior written approval by the Architectural Control Committee. An owner desiring approval of any proposed Improvements shall submit at least three (3) complete sets of all plans and specifications for the Improvements. The Architectural Control Committee may also require submission of samples of building materials and colors proposed and may require such additional information as reasonably may be necessary for the Architectural Control Committee to evaluate completely the proposed Improvements in accordance with this Declaration and the Design Criteria. The Architectural Control Committee shall also have the power to adopt a schedule of reasonable fees for processing requests for Architectural Control Committee approval of proposed Improvements. Such fees, if any, shall be payable to the Association in cash, at the time the plans and specifications are submitted to the Architectural Control Committee. In the event such fees, as well as any other costs or expenses of the Architectural Control Committee pursuant to any other provisions of this Article are not paid by the Owner, they shall become a lien of the Association on the Property in the same manner described in Section 4.8 hereof. Without limiting the generality of the foregoing, detailed landscape and irrigation plans and a grading plan showing existing and proposed grades throughout the site shall be submitted prior to the making of any Improvement contemplated therein. Landscaping plans shall include information regarding the type of sodding, the type of seeding, the types of trees, hedges and shrubs and information regarding other customary landscaping treatment for the entire Lot, including fences, walls and screening. Plans submitted shall include adequate drainage facilities for the estimated storm water runoff resulting from the placement of Improvements on the Lot and erosion control to protect storm drainage systems. An engineer's report comparing the before and after conditions and the change in storm water runoff and recommending adequate methods of detention and drainage shall be submitted for approval at the same time as submission of the other plans and specifications as herein provided. Detention may be accomplished by providing ponding, storage of storm water on rooftops, in parking areas, in landscaped areas, in graded drainage swales, and by such other methods as may be approved by the Architectural Control Committee. Wherever used in this Declaration, the terms Architect and Engineer shall mean that such professionals hold current licenses issued by the State of Florida and are in good standing in the State of Florida.

5.5 Liability of Architectural Control Committee. The Architectural Control Committee and each of its members from time to time shall not be liable in damages to anyone submitting plans for approval or to any Owner by reason of mistake in judgment, negligence or non-feasance of the Committee, its members, agents or employees, arising out of or in connection with the approval

or disapproval or failure to approve any plans. The Committee shall not be responsible for the compliance of any plans with applicable governmental rules and regulations. Anyone submitting plans to the Architectural Control Committee for approval, by the submitting of such plans, and any Owner by acquiring title to any Lot, agrees not to bring any action or claim for any such damages against the Architectural Control Committee, its members, agents or employees.

ARTICLE VI

MAINTENANCE; DAMAGE; INSURANCE

6.1 Care and Appearance of Improvements. All Improvements shall be maintained in a structurally sound and neat and attractive manner by and at the expense of the Owner. Such maintenance shall include:

(a) Removing promptly all litter, trash, refuse and wastes;

(b) Mowing of lawns no less often then when the grass is more than five (5) inches high; if the Lot is unimproved, weeds must be kept cut below twenty-four (24) inches;

(c) Pruning of trees and shrubbery;

(d) Watering and fertilizing;

(e) Keeping exterior lighting, signs and mechanical facilities in working order;

(f) Keeping lawn and landscaped areas alive, free of weeds and attractive;

(g) Keeping parking areas, driveways and roads in good repair;

(h) Complying with all governmental, health, police and fire requirements, statutes, codes and regulations;

(i) Striping and sealing of parking and driveway areas;

(j) During construction, insuring that construction sites are kept free of unsightly accumulations of rubbish and scrap materials, and keeping trailers and any other temporary structures in a neat and orderly manner;

(k) Keeping all site irrigation and drainage systems in good repair and working order;

(l) Painting of all exterior painted surfaces at least once every three (3) years, unless a waiver is obtained from the Architectural Control Committee;

(m) Erosion control to protect storm drainage systems; and

(n) Such other requirements as may be imposed by this Declaration.

Upon the Owner's failure to do so, the Architectural Control Committee or Association shall have the duty after giving the Owner thirty (30) days' written notice sent to the Owner's last known address, to make repairs and/or improve the appearance of the Improvements in a reasonable and workmanlike manner, with funds of the Association, and with the approval of a majority of the Board of Directors. The Owner of such Improvements shall reimburse the Association for any work above required, and to

secure such reimbursement, the Association shall have a lien upon the Lot enforceable as provided in Section 4.8 hereof.

6.2 Utilities, Equipment and Fixtures. All fixtures and equipment serving only one Lot, including without limitation, utility lines, pipes, wires, conduits and the like, shall be maintained and kept in good repair by the Owner of the Lot served by such equipment and fixtures. In the event any such equipment and fixtures installed within the Property serve more than one Lot, whether or not within a Lot, the expense of maintaining and repairing same shall be shared equally by the Owners of the Lots served by same. Notwithstanding the foregoing, in the event any such equipment or fixtures are damaged as a result of the actions of any person or entity other than all of the Owners responsible for repairing same, the person causing the damage shall be liable for all expenses incurred by the Owner or Owners in repairing same. No Owner shall do or allow any act, or allow any condition to exist, that will impair the structural soundness or integrity of any Building or impair any easement established or referenced herein, or do any act or allow any condition to exist which will or may adversely affect any Building or any Owner of a Lot or create a hazard to persons or property.

6.3 Damage; Reconstruction; Insurance. In the event any Improvements are damaged or destroyed by casualty or otherwise, or in the event any improvements within the Common Areas are damaged or destroyed by casualty or otherwise, the Owner thereof or the Association, as the case may be, shall promptly clear all debris resulting therefrom and rebuild or repair the damaged improvements in accordance with the terms and provisions of the Declaration. Without limiting the generality of the foregoing, where grassed and/or landscaped areas are damaged or destroyed, the Owner or Association, as the case may be, shall repair and/or replace the same in a manner consistent with the surrounding area. Any repair, rebuilding or reconstruction of Improvements on account of casualty or otherwise shall be substantially in accordance with the plans and specifications for such Improvements as originally constructed or with new plans and specifications approved by the Architectural Control Committee. Liability insurance coverage shall be obtained in such amounts as the Association may determine from time to time for the purpose of providing liability insurance coverage for the Common Areas as a common expense of all Owners. Each Owner shall at all times maintain, for each Lot owned, adequate property insurance to provide for complete reconstruction of all Improvements on such Lot after loss, and liability insurance coverage in such amounts as may be required by the Association from time to time. Upon request, each Owner shall have the Association named as an additional insured as to liability insurance obtained by the Owner, and shall provide the Association with evidence of the insurance required hereunder, and each renewal of same. Upon any Owner's failure to obtain the required insurance, the Association may, after three (3) days written notice, procure the required insurance, and the cost thereof shall be immediately due and payable from the defaulting Owner and shall bear interest and be secured by a lien as provided in Section 4.8 hereof.

6.4 Boulevard Medians. The Association shall have the right, if agreed to by the applicable city, development district, or other governmental agency pursuant to a written agreement now or hereafter made, to provide and/or maintain, at the expense of the Association, landscaping and/or irrigation facilities in the medians of boulevards now or hereafter constructed on the Property. Such written agreement may provide that the applicable city, development district, or other governmental agency shall have no liability in connection with such activities undertaken by the Association.

ARTICLE VII

GENERAL USE RESTRICTIONS

7.1 Permitted Uses. Any Lot within the Property shall be used only for light assembly and manufacturing, engineering, research facilities, laboratories, light industry, business offices, warehousing, retail, commercial, distribution and service industries, hotel, convention and related facilities, and such other uses as the Architectural Control Committee shall permit, in its sole discretion, so long as such uses comply with this Declaration, the Design Criteria and with all applicable zoning and other codes.

7.2 Prohibited Operations and Uses. No Lot shall be used in violation of any applicable law or regulation. The following uses and operations are prohibited: any vibration, noise, sound or disturbance which is perceived outside of the boundaries of the Lot from which it is emitted and which is objectionable due to intermittence, beat, frequency, shrillness or loudness; any lighting which is not shielded and substantially confined within the Lot boundaries; any electro-mechanical or electro-magnetic disturbance or radiation; any air or water pollution; any emission of odorous, noxious, caustic, or corrosive matter, whether toxic or non-toxic; any litter, dust, dirt or fly ash in quantities sufficient to make the same offensive; any unusual firing, explosion or other damaging or dangerous hazard, including the storage, display or sale of explosives or fireworks; any mobile home or trailer court, labor camp, junk yard, stock yard, distillation of bones, or animal raising, storage, slaughter or disposition of any kind; any drilling for, excavation, refining and/or removal of earth materials, oil, gas, hydrocarbon substance, water, geothermal steam and any other subsurface substances of any nature whatsoever; any dumping, disposal, incineration or reduction of garbage or refuse of any nature whatsoever; any auction, public bid, sale or other auction house operation; any commercial excavation of building or construction materials; any storage, repair or manufacturing done outdoors; and any of the uses listed on Exhibit "G" attached hereto and hereby made a part, which have been deleted by strike out.

7.3 Coverage and Height Restrictions. No building or appurtenance including, but not limited to, water towers, stand pipes, elevators or elevator equipment, stairways, ventilating fans, fire or parapet walls, skylights, tanks, cooling or other towers, wireless radio or television masts, flag poles, signs or similar equipment shall exceed any height restrictions imposed by any governing municipal or regulatory agency or the Design Criteria. All Lots shall contain no less than the minimum green space requirement set forth in the Design Criteria.

7.4 View Obstructions. The Association shall have the right, but not the obligation, to remove, relocate or require the removal or relocation of any wall, bank, hedge, shrub, bush, tree or other thing, natural or artificial, placed or located on any Lot if the location of the same will, in the reasonable judgment of the Association, obstruct the vision of a motorist upon any of the streets within or providing access to the Property. In addition, all Owners and the Association must comply with all local codes regarding intersection, triangle of visibility requirements.

7.5 Obstructions. No obstructions such as gates, fences, or hedges shall be placed on any Lot so as to prevent access to or use of any of the easements described herein. Following completion of construction of all Buildings to be constructed on a Lot, no walls shall be constructed on such Lot, except for replacement walls.

7.6 Use of Name. The names "Gateway Centre," and "Gateway Centre Joint Venture" may not be used in the name of any Building

or project on the Property, or in the name of any Owner other than Developer in its advertising or other dealings with the public, without Developer's prior written consent.

7.7 Rules and Regulations. Reasonable rules and regulations concerning the appearance and use of the Lots and Common Area, which rules and regulations must be consistent with the terms of this Declaration, may be made and amended from time to time by the Board of Directors and/or the Association in the manner provided in the Articles and Bylaws. Copies of such rules and regulations shall be made available to all Owners upon request. All Owners, their invitees, licensees and lessees shall use the Common Area only in accordance with such rules and regulations.

7.8 Employee Reporting. Prior to January 31 of each year, each Owner shall deliver to the Association the United States Postal Service Zip Codes of the residence of each natural person employed by a business on or occupying any portion of a Lot as of December 31, and all employers or other occupants shall have a duty to provide such information to the Owner of the Lot occupied.

ARTICLE VIII

RESERVATION OF RIGHTS BY DEVELOPER

8.1 Developer's Rights. Developer hereby reserves the following rights which shall not be limited or restricted to Developer's sales activities with regard to the Property but shall benefit Developer in the development, construction, promotion and sale of any other property in which Developer may have an interest:

(a) To use the Property and/or trailers or other temporary structures, which Developer shall be entitled to erect on the Property, for development or sales purposes, including construction and general business offices.

(b) To bring, invite or arrange for trucks and other commercial vehicles to enter and remain upon the Property for construction purposes.

(c) To erect and maintain commercial or display signs and fluorescent lights, spotlights or any other type of lighting on the Property, including the Common Areas, for sales promotion.

(d) To create easements over the Property for access, drainage and utilities provided that such easements may not unreasonably interfere with the enjoyment of the Property by the other Owners.

(e) The right, which is hereby exercised, to be excused from assessments by the Association for the period beginning with the recording of this Declaration and ending upon the earlier of (i) conveyance of the last Lot to an Owner other than Developer or (ii) thirty (30) days after written notice of Developer's election to terminate this guarantee is received by the Association and all Owners. During this period, Developer guarantees that each Lot Owner's monthly assessment shall not exceed Fifty Dollars ($50.00) per acre. As a result, Developer will pay the portion of common expenses incurred during that period that exceeds the amount assessed against other Owners.

(f) To amend this Declaration without the joinder of any other person or entity, provided that no amendment shall be made which substantially alters the nature of the development contemplated herein.

(g) To amend this Declaration to add additional lands to the Property, by recording an amendment executed only by the

Developer and the owners of the added lands, and any other parties having a record interest in the added lands, after which the lands added shall be a part of the Property subject to the terms hereof. The additional lands which Developer may cause to be added hereto in whole or in part, from time to time, is described in Exhibit "C" attached. Any of such lands which are added to the Property shall thereupon become subject to all the terms, conditions, and requirements of this Declaration and shall continue to be subject to all applicable laws, codes and regulations.

(h) To withdraw at any time or from time to time portions of the land described in Exhibit "A," provided only that the withdrawal of lands as aforesaid shall not, without the joinder or consent of a majority of the voting interests in the Association, materially increase the prorata share of expenses of the Association payable by the Owners of Lots remaining subject to this Declaration after such withdrawal. The withdrawal of lands as aforesaid shall be made and evidenced by filing in the Public Records of Pinellas County, Florida, an amendment to this Declaration with respect to the lands to be withdrawn, executed only by the Developer without the consent or joinder of the Association or any other Owner or mortgagee of land within the Property. Any land which is included in the Property which is hereafter dedicated to and accepted for public use by a governmental entity shall be deemed withdrawn herefrom so long as such land remains in the public domain, but upon any vacation, the vacated land shall be deemed, upon such vacation, to be within the Property; no consent or joinder of the Association or any Lot Owner shall be required for the Developer to make dedications of portions of the Property to any governmental entity for a public use.

(i) Notwithstanding the foregoing, the Developer may not make amendments pursuant to Sections 8.1(f) and (h) above, with respect to any portion of the Property within the boundaries of the City of Pinellas Park without the express prior approval of the City of Pinellas Park, which approval may be granted or withheld at the discretion of the City of Pinellas Park.

(j) To amend the Exhibit "B" Master Plan, provided that no such modification shall be in conflict with the terms of this Declaration or the Design Criteria nor allow uses inconsistent with the zoning and land use plan affecting the land included in the modification.

8.2 No Interference. Until Developer has completed all construction within the Property and has closed the sales of all Lots to other persons, neither the other Owners nor the Association nor the use of any Lot shall interfere with the completion of improvements and sales of Lots, and Developer may make such use of unsold Lots and of the Common Areas as may facilitate completion of improvements and sales of Lots, so long as the Developer complies with the express provisions of this Declaration.

ARTICLE IX

SPECIAL RESTRICTIONS ON RESTRICTED DEVELOPMENT AREA

9.1 Buffer Area. Lots located in the Restricted Development Area shall be subject to the following additional restrictions concerning landscaping, visual screening, noise, and odor, as well as all other covenants and restrictions contained in this Declaration, in order to accommodate the owners and occupants of neighboring residential property commonly known as the Mainlands of Tamarac and Sunset and Golden Gate Mobile Home Parks (the "Functionally Abutting Residential Property"):

(a) Developer shall construct, and the Association shall maintain, a solid masonry wall ("Border Wall") along the

border of the Property within the Restricted Development Area in accordance with the Design Criteria.

(b) The Association, Developer, and all Owners shall observe the Special Use Restrictions for the Restricted Development Area and the Restricted Use Area as are set forth in the Design Criteria.

ARTICLE X

MISCELLANEOUS

10.1 Term and Amendment. This Declaration shall become effective upon its recordation in the Public Records of Pinellas County, Florida, and the restrictions herein shall run with the land, regardless of whether or not they are specifically mentioned in any deeds or conveyances of Lots within the Property subsequently executed, and shall be binding on all parties and all persons claiming under such deeds, for a period of thirty (30) years from the date this Declaration is recorded, after which time the term of this Declaration shall automatically extend for successive periods of ten (10) years each, unless prior to the commencement of any such ten (10) year period, an instrument in writing, signed by a majority of the voting interests in the Association, has been recorded in the Public Records of Pinellas County, Florida, which instrument may alter or rescind this Declaration in whole or in part. This Declaration may be amended or modified only by an instrument signed by the Owners having at least seventy-five percent (75%) of the voting interests in the Association. No amendment of this Declaration shall require an Owner to remove any structure constructed in compliance with this Declaration as the same existed on: (i) the date on which the construction of such structure commenced; or (ii) the date on which the Owner took title to its Lot, if the construction of such structure commenced within ninety (90) days of its taking title; nor shall any amendment require Developer to relinquish any rights reserved to it under this Declaration. No amendment hereunder shall become effective prior to the time a duly executed and acknowledged copy is recorded among the Public Records of Pinellas County, Florida. In the event this Declaration shall be terminated, the Owners shall be obligated to continue the existence of the Association for such period of time as is necessary so that the Association can fulfill any agreements then existing between the Association and any municipalities or other governmental entities and fulfill all obligations, duties and requirements of this Declaration and the Design Criteria, including the maintenance obligations for the Common Areas.

10.2 Enforcement. If any person, firm or corporation, or their respective heirs, personal representatives, successors or assigns shall violate or attempt to violate any of the restrictions set forth in this Declaration, it shall be the duty of the Association and the right of Developer, or any Owner of a Lot, or the City of Pinellas Park after thirty (30) days' notice to the Association to prosecute any proceeding at law or in equity against the person or persons violating or attempting to violate such restrictions, whether such proceeding is to prevent such persons from so doing, or to recover damages, or against the land to enforce any lien created hereunder, and if such person is found in the proceedings to be in violation of or attempting to violate the restrictions set forth in this Declaration, he shall bear all expenses of the litigation, including court costs and reasonable attorney's fees (including those on appeal) incurred by the party enforcing the restrictions set forth herein. Developer shall not be obligated to enforce the restrictions set forth herein and shall not in any way or manner be held liable or responsible for any violation of this Declaration by any person other than itself. Failure of Developer or any other person or entity to enforce any provision of this Declaration upon breach, however long continued, shall in no event be deemed a waiver of

the right to do so thereafter with respect to such breach or as to any similar breach occurring prior or subsequent thereto. Issuance of a building permit or license which may be in conflict with the restrictions set forth herein shall not prevent Developer, the Association or any Owner from enforcing the restrictions set forth herein.

10.3 Limitation of Action. Notwithstanding anything to the contrary contained herein, after the expiration of three (3) years from the date of issuance of a building permit by the appropriate governmental authority for any Improvement as to which such a permit is issued, or three (3) months after the completion of any Improvement, whichever shall last occur, said Improvement shall be deemed to be in compliance with all provisions of this Declaration, unless actual notice of noncompliance, executed by or on behalf of the Architectural Control Committee or the Association, shall appear of record in the Public Records of Pinellas County, Florida, or unless legal proceedings shall have been instituted to enforce compliance herewith. This provision is included in the interest of avoiding title problems and may be relied upon by purchasers and encumbrancers, in good faith and for value, of the Lots. The limitation or actions set forth in this Section 10.3 shall be effective to limit actions arising under this Declaration and the Design Criteria, but shall not affect any rights of any city or governmental entity to enforce applicable laws, codes and regulations.

10.4 Notice. Any notice required to be sent to any Owner under the provisions of this instrument shall be deemed to have been properly sent when personally delivered or mailed, postpaid, to the last known address of said Owner. Any notice required to be sent to the Association shall be deemed to have been properly sent when personally delivered or mailed certified, return receipt requested, post paid, United States Mail to:

Gateway Centre Property Owners Association, Inc.
c/o Braewood Development Corp.
4326 Park Boulevard
Pinellas Park, Florida 33565

or such other address, as the Association shall specify by notice sent to the Owners.

10.5 Severability. Invalidation of any term or provision of this Declaration by judgment or court order shall not affect any of the other provisions hereof which shall remain in full force and effect.

10.6 Interpretation. Unless the context otherwise requires, the use herein of the singular shall include the plural and vice versa; the use of one gender or the neuter shall include all genders and the neuter; the use of the terms "include" and "including" shall be without limitation; and any reference to "attorney's fees" shall mean "reasonable attorney's fees and costs incurred before, during and after litigation, including appellate and appearances in bankruptcy proceedings." The headings used herein are for indexing purposes only and shall not be used as a means of interpreting or construing the substantive provisions hereof.

10.7 Approvals. Wherever herein the consent or approval of Developer, the Association or the Architectural Control Committee is required to be obtained, no action requiring such consent or approval shall be commenced or undertaken until after a request in writing seeking the same has been submitted to and approved in writing by the party from whom such consent or approval is required. In the event such party fails to act on any such written request within thirty (30) days after the same has been received, the consent or approval to the particular action sought in such written request shall be conclusively and irrefutably

presumed. However, no action shall be taken by or on behalf of the person or persons submitting such written request which violates any of the covenants herein contained other than the covenant to obtain the approval requested.

10.8 Exhibits. All Exhibits referenced herein and attached hereto are incorporated in the Declaration by this reference.

10.9 Assignments. Developer shall have the sole and exclusive right at any time and from time to time to transfer and assign to, and to withdraw from such person, firm, corporation or other entity as it shall select, any or all rights, powers, easements, privileges, authorities, and reservations given to or reserved by Developer by any part or section of this Declaration, or an exclusive or non-exclusive basis. To the extent Developer assigns any of such rights, powers, easements, privileges, authorities and reservations, the assignee shall take the same and be bound by the provisions of this Declaration. If at any time hereafter there shall be no person, firm, or corporation entitled to exercise the rights, powers, easements, privileges, authorities, and reservations given to or reserved by Developer under the provisions hereof, the same shall be vested in and be exercised by a committee to be elected or appointed by the Owners having a majority of the voting interests in the Association. Nothing herein contained, however, shall be construed as conferring any rights, powers, easements, privileges, authorities or reservations in said committee, except in the event aforesaid.

10.10 City of Pinellas Park. All decisions by the City of Pinellas Park with respect to approvals to be granted and/or actions to be taken by it pursuant to this Declaration of Covenants, Conditions, and Restrictions for Gateway Centre shall be solely in its discretion, and it shall not be liable to any person or entity for any such decision. Without limiting the generality of the foregoing, the City of Pinellas Park shall not be liable for any failure to enforce any part of this Declaration of Covenants, Conditions, and Restrictions for Gateway Centre, nor for any grant of or failure to grant approvals, exceptions, or variances hereunder.

10.11 Laws; Codes. Nothing herein shall be construed to excuse any person or entity from complying with all applicable governmental requirements pertaining to the development or occupancy of the Property. This Declaration of Covenants, Conditions and Restrictions for Gateway Centre is intended to impose supplemental and additional restrictions and requirements for the development and occupancy of the Property in addition to those required by such applicable governmental requirements.

IN WITNESS WHEREOF, the undersigned has caused these presents to be executed this _____ day of _____, 198_.

WITNESSES:

GATEWAY CENTRE JOINT VENTURE,
a Florida joint venture

By: BRAEWOOD DEVELOPMENT CORP., a Texas corporation

_____ By: _____

_____ As: _____

(Corporate Seal)

_____ By: _____
Roger B. Broderick

_____

Its sole joint venturers

STATE OF _____)

COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of _____, 198_, by _____, as _____ of BRAEWOOD DEVELOPMENT CORP., a Texas corporation, a joint venturer of GATEWAY CENTRE JOINT VENTURE, a Florida joint venture, on behalf of said corporation and said joint venture.

_____
Notary Public

My commission expires:

STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this _____ day of _____, 198_, by ROGER B. BRODERICK, a joint venturer of GATEWAY CENTRE JOINT VENTURE, a Florida joint venture, on behalf said joint venture.

_____
Notary Public

My commission expires:

RE120.3-07036

PROPERTY LEGAL DESCRIPTION

EXHIBIT "A"

MASTER SITE PLAN

EXHIBIT "B"

COMMON AREA DESCRIPTION

EXHIBIT "D"

DESIGN CRITERIA

EXHIBIT "E"

RESTRICTED DEVELOPMENT AREA DESCRIPTION

EXHIBIT "F"

ADDITIONAL LANDS WHICH MAY BE ADDED
TO THE PROPERTY

EXHIBIT "C"

PROHIBITED USES

EXHIBIT "H"

RESTRICTED USE AREA DESCRIPTION

EXHIBIT "G"

INDEX TO DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
GATEWAY CENTRE

ARTICLE I — DEFINITIONS: This Section defines various terms used in the Declaration.

ARTICLE II — PROPERTY RIGHTS: Property rights such as the owner's easements, easements for utilities and drainage and the common area provisions are found in this Section.

- 2.1 Owner's Easement of Enjoyment
- 2.2 Common Area
- 2.3 Rules and Regulations
- 2.4 Easements for Utilities and Drainage
- 2.5 Developer and Association Easement

ARTICLE III — THE ASSOCIATION: This Section describes the organization of the property owner's association, its duties, and includes the city's right to enforce provisions of the Declaration.

- 3.1 Powers and Duties
- 3.2 Membership
- 3.3 Voting Rights
- 3.4 Services
- 3.5 Manager
- 3.6 Personal Property for Common Use
- 3.7 Insurance
- 3.8 City's Rights to Enforce

ARTICLE IV — COVENANT FOR MAINTENANCE ASSESSMENTS: This Section imposes assessments upon the property to pay for common area maintenance, and lien rights to collect such assessments.

- 4.1 Purpose of Assessments
- 4.2 Maintenance of Common Area and Landscaping
- 4.3 Maximum Annual Assessment
- 4.4 Special Assessments for Capital Improvements
- 4.5 Reserves
- 4.6 Date of Commencement of Annual Assessments; Due Dates
- 4.7 Rate and Collection
- 4.8 Lien Rights
- 4.9 Subordination of the Lien to Mortgages

ARTICLE V — ARCHITECTURAL CONTROL: The architectural control committee, its duties and scope of site plan review are set out in this Section.

- 5.1 Architectural Control
- 5.2 Approval of Architectural Control Committee
- 5.3 Developer Approval
- 5.4 Submission of Plans
- 5.5 Liability of Architectural Control Committee

ARTICLE VI — MAINTENANCE; DAMAGE; INSURANCE: General maintenance requirements for the project are covered in this Section, including boulevard medians and utility infrastructure. Reconstruction after damage and insurance provisions are also covered in this Section.

- 6.1 Care and Appearance of Improvements
- 6.2 Utilities, Equipment and Fixtures
- 6.3 Damage; Reconstruction; Insurance
- 6.4 Boulevard Medians

ARTICLE VII — GENERAL USE RESTRICTIONS: This Section determines the permitted uses, prohibited uses, coverage and height restrictions, view obstructions, obstructions, name restrictions and rules and regulations.

7.1 Permitted Uses
7.2 Prohibited Operations and Uses
7.3 Coverage and Height Restrictions
7.4 View Obstructions
7.5 Obstructions
7.6 Use of Name
7.7 Rules and Regulations

ARTICLE VIII — RESERVATION OF RIGHTS BY DEVELOPER: The Developer's right to create easements and to do other actions necessary to market the property are covered in this Section.

8.1 Developer's Rights
8.2 No Interference

ARTICLE IX — SPECIAL RESTRICTIONS ON RESTRICTED DEVELOPMENT AREA: The buffering necessary for the portions of property adjacent to residential areas are covered in this Section.

9.1 Buffer Area

ARTICLE X — MISCELLANEOUS: The term of the Declaration and the amendment procedure, the manner in which the covenants are enforced and other standard clauses are found in this Section.

10.1 Term and Amendment
10.2 Enforcement
10.3 Limitation of Action
10.4 Notice
10.5 Severability
10.6 Interpretation
10.7 Approvals
10.8 Exhibits
10.9 Assignments
10.10 City of Pinellas Park
10.11 Laws; Codes

EXHIBITS

"A" Property Legal Description
"B" Master Site Plan
"C" Additional Lands which may be Added to the Property
"D" Common Area Description
"E" Design Criteria
"F" Restricted Development Area Description
"G" Restricted Use Area Description
"H" Prohibited Uses

City of St. Petersburg
Office of the City Manager

August 12, 1986

Ms. Julia Greene, Director
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, FL 33702

Re: Development Order (Ordinance No. 909-F) for the Gateway Centre Development of Regional Impact (DRI #132)

Dear Ms. Greene:

The St. Petersburg City Council adopted Ordinance No. 909-F, adopting a Development Order for the Gateway Centre Development of Regional Impact, on August 7, 1986. Pursuant to Chapter 380, Florida Statutes, a copy of the Development Order and all associated exhibits are enclosed.

If you have any questions concerning this Development Order, please contact Michael R. Dove, the City's DRI Coordinator, at 893-7153.

Sincerely,

Robert Obering

Robert Obering
City Manager

cc: Brenda Jividen, Clerk of Council
Michael R. Dove, Manager, Advance Planning

909F^DO:bp2

ORDINANCE NO. 909-F

AN ORDINANCE BY THE CITY COUNCIL OF THE CITY OF ST. PETERSBURG, FLORIDA, ADOPTING A DEVELOPMENT ORDER FOR THE GATEWAY CENTRE DEVELOPMENT OF REGIONAL IMPACT, PURSUANT TO SECTION 380.06, FLORIDA STATUTES; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, on August 23, 1985, Gateway Centre Joint Venture, (the "Applicant", which term shall also be deemed to include its successors and assigns), a Florida joint venture, filed an Application for Development Approval (ADA) for a development of regional impact (DRI) with the City of St. Petersburg (City) pursuant to the provisions of Sections 380.06 Florida Statutes; and

WHEREAS, the ADA proposes construction of a mixed-use development containing office, research and development facilities (R&D), showroom, distribution, warehouse and other light industrial uses, and hotel, retail and commercial uses which complement and support the proposed project (said development being hereinafter referred to as the "Development"); and

WHEREAS, the Development is located at a major crossroads of central Pinellas County, in an area bounded by Gandy Boulevard and Golden Gate and Sunset Mobile Home Parks on the south, I-275 on the east, U.S. Highway 19 on the west, and the Mainlands residential development and the Pinellas County Resource Recovery Plant on the north; and

WHEREAS, the City Council of the City (City Council), as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes (1985), is authorized and empowered to consider ADAs; and

WHEREAS, the public notice requirements of Section 380.06, Florida Statutes (1985), have been satisfied; and

WHEREAS, the City Council has on July 24, and August 7, 1986, held duly noticed public hearings on the Application, as hereinafter defined, and has heard and considered public comments and documents received incident thereto; and

WHEREAS, the City Council has received and considered the report and recommendations of the Tampa Bay Regional Planning Council (TBRPC); and

WHEREAS, the City has solicited, reviewed, and considered reports, comments, and recommendations from interested citizens, Pinellas County and City agencies as well as the review and report of the City Manager (which term shall also be deemed to include his designees); and

WHEREAS, after due consideration, the City Council has determined that the Application, as hereinafter defined, should be approved with conditions.

THE CITY OF ST. PETERSBURG DOES ORDAIN:

SECTION ONE: Findings of Fact. Pursuant to Section 380.06(15), Florida Statutes (1985), the City makes the following findings of fact with respect to the Development:

1. The Applicant submitted to the City an ADA, a response to ADA sufficiency review, and a response by Michael P. Patterson (Senior Planner, Post, Buckley, Schuh, and Jernigan, Inc.), dated December 12, 1985, which are identified as Exhibits "A," "B," and "C," respectively attached hereto and made a part hereof. The term "Application" as used in this Development Order, shall refer

to the ADA, the response to sufficiency review, and the response of Mr. Patterson.

2. The real property which is the subject of the Application is located within the municipal boundaries of the City and the City of Pinellas Park.

3. The real property which is the subject of the Application is legally described on Exhibit "D," attached hereto and made a part hereof.

4. The proposed development is not located in an area of critical state concern as designated pursuant to Section 380.05, Florida Statutes (1985).

5. All development will occur in accordance with this Development Order and the Application.

6. This Development Order makes adequate provision for the public facilities needed to accommodate the impacts of the Development.

7. The exactions imposed upon the Applicant and/or the contributions from governmental agencies or other entities made on behalf of the Applicant, make adequate financial provisions for the public transportation facilities needed to accommodate the transportation impacts of the Development.

SECTION TWO: Conclusions of Law. Pursuant to Section 380.06(15), Florida Statutes (1985), City Council makes the following conclusions of law with respect to the Development:

1. A comprehensive review of the impact generated by the Development as proposed by the Applicant has been conducted by the City, the City of Pinellas Park, the TBRPC, and other appropriate governmental agencies.

2. The Development does not unreasonably interfere with the achievement of the objectives of the State Land Development Plan.

3. In order for the proposed Development to be consistent with the adopted comprehensive plan and development regulations of the City it is necessary to impose on the approval of the Application the conditions and restrictions contained in this Development Order.

4. All required land use plan amendments were reviewed by the City's Planning Commission (PC) and the Pinellas Planning Council.

5. All required rezonings were reviewed by the PC.

6. In considering whether the Development should be approved subject to conditions, restrictions, and limitations, the City considered the criteria stated in Section 380.06, Florida Statutes (1985).

7. The Development Order is consistent with the local comprehensive plan and local land development regulations.

8. The review by the City, TBRPC, and other participating agencies and interested citizens shows that the impacts of the Development are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes (1985), by the terms and conditions of this Development Order.

9. The Application is approved subject to all terms and conditions of this Development Order.

10. The Development is consistent with the report and recommendations of the TBRPC.

11. The Development is located in an area that meets the definition of a regional activity center as defined by the TBRPC's "Future of the Region."

SECTION THREE: General Provisions. The following General Provisions shall govern the administration of this Development Order:

1. The provisions of this Development Order affect the real property described on Exhibit "E" which is attached hereto and made a part hereof. This real property is within the municipal limits of the City.
2. All provisions contained within the Application 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.
3. This Ordinance, including all exhibits attached hereto, shall constitute the Development Order of the City in response to the Application.
4. The definitions contained in Chapter 380, Florida Statutes (1985), shall govern and apply to this Development Order. Terms not defined in Chapter 380, Florida Statutes (1985), shall have the meanings assigned to them by the Code of Ordinances of the City (City Code), including the Zoning Code.
5. This Development Order shall be binding upon the Applicant. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as

successors in interest to, or which otherwise possess any of the powers and duties of, any branch of government or governmental agency.

6. 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.

7. Whenever this Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected government agencies and departments as are or may be designated by the City Council as well as all governmental agencies and departments set forth under applicable laws and rules governing DRI's.

8. In each instance in this Development Order where the Applicant is responsible for ongoing maintenance of facilities at the Development, the Applicant may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate public or private body created, in whole or in part, to perform such responsibilities. Before such transfer may be effective, however, the body to which responsibility has been or will be transferred must be approved by the City Council, or any other affected governmental agency, 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.

9. This Development Order shall remain in effect for a period of fifteen (15) years from the effective date hereof. Any development activity for which a site plan has been submitted to the City for review and approval prior to the expiration date of this Order may be completed, if approved, subject to existing City regulations applicable to the expiration of said approval. This Order may be extended by the City Council on the finding of excusable delay in any proposed development activity.

10. The City agrees that prior to fifteen (15) years from the effective date of this Development Order, the Development shall not be subject to down-zoning, unit density reduction, or intensity reduction, unless the City can demonstrate that substantial changes in the conditions underlying the approval of this Development Order have occurred or the Development Order was based on substantially inaccurate information provided by the Applicant or that the change is clearly established by the City to be essential to the public health, safety, or welfare (Section 380.06 (15)(c)3, Florida Statutes) (1985).

11. Upon adoption, this Development Order shall be transmitted by the Clerk of the City Council by certified mail to the DCA, the TBRPC, the Applicant, the City of Pinellas Park, and Pinellas County.

12. Any revisions to this Development Order not addressed herein shall be subject to review by TBRPC.

SECTION FOUR: Conditions of Development Approval. The following conditions shall constitute the conditions of development approval for the Development:

1. Air Quality

   A. Prior to initiation of vertical construction, the Applicant shall provide to the City, Pinellas County Division of Air Quality (PCDAQ), Department of Environmental Regulation (DER), and TBRPC, for review and approval, an acceptable carbon monoxide model for the Development, which model is described in Exhibit "F" attached hereto and made a part hereof.

   B. If any impacts are indicated by the model to be adverse, the Applicant shall cooperate with the PCDAQ and DER in the identification and implementation of acceptable mitigation measures.

   C. The Applicant shall design the Development and install necessary improvements, at its own expense, so as to reasonably minimize vehicle congestion and queuing problems at ingress/egress points and along internal circulation routes. Such plans to be reviewed by the PCDAQ and other appropriate departments and/or divisions.

2. Archaeology

   Should significant archaeological or historical resources be located during construction, construction activities within a reasonable distance of these resources shall cease until such time as the ultimate disposition of such resources will be determined in cooperation with the State Division of Archives and the City.

3. Commitments

All commitments contained in Exhibit "G" attached hereto and made a part hereof, which commitments are also contained in the Application, 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 to the extent of such inconsistency.

4. Compatibility

A. The property described in Exhibit "E" shall not contain any multifamily or single family residential uses. The maximum intensity of various uses in the City shall be as follows:

Office	1,622,000 square feet GFA
Hotel	200 rooms

B. For the property described in Exhibit "E", the average floor area ratio shall not exceed .62. The extent to which any individual parcel can exceed .62 shall be determined through the City's applicable development regulations.

5. Drainage/Stormwater Management

A. The Applicant shall submit a master drainage plan for review by the DER, TBRPC, Pinellas Park Water Management District (PPWMD), Southwest Florida Water Management District (SWFWMD) and the City.

B. The drainage plan and the stormwater system design, construction and maintenance shall be consistent with

the TBRPC's Stormwater and Lake Systems Maintenance and Design Guidelines (1978), the design criteria of SWFWMD, and with the City's drainage ordinance. Responsibility for providing maintenance of internal drainage facilities (excluding PPWMD ditches) shall run with the land.

C. Any necessary off-site drainage improvements required to mitigate any incremental impacts of the Development, including the modification of existing drainage facilities, shall be provided at the expense of the Applicant or the Gateway Centre Development District (CDD). Provision shall be made for any off-site drainage improvements required to mitigate the incremental impacts of a particular portion of the Development prior to the issuance of certificates of occupancy for that particular portion of the Development.

D. Acceptable maintenance easements shall be provided for all publicly dedicated drainage improvements.

E. Those portions of the stormwater drainage system not dedicated to the City or other public body shall remain the responsibility of the Applicant.

F. After final approval of a master drainage plan for the Development, the Applicant shall provide the City with a certified survey prepared and sealed by a land surveyor licensed by the State of Florida, containing the legal description of those wetland areas incorporated into

such plan including those identified in paragraph 10 of this Section. The Applicant will thereafter initiate the necessary land use amendments designating these areas as "Preservation."

6. Electricity

Electric service for the Development shall be provided by Florida Power Corporation (FPC) and the Applicant shall cooperate with FPC in providing necessary easements for the provision of electric services.

7. Elevation

Except as may be authorized by the Federal Emergency Management Agency, the elevation for all occupiable structures shall be at or above the 100-year base flood elevation as required by the Flood Disaster Protection Act of 1973 and the City's Flood Damage Prevention Ordinance Chapter 34-1/2, City Code.

8. Energy

A. Pursuant to the applicable provisions of the City Code, the Applicant will encourage the retention of natural vegetation for use as landscaping as a means of energy conservation.

B. An energy officer shall be designated for the Development to conduct energy audits, establish energy policies and monitor energy use and conservation.

C. The Development shall institute programs to promote energy conservation by employees, buyers, suppliers and the public.

D. Reduced levels of operation of all air conditioning, heating, and lighting systems during non-business hours shall be instituted.

E. Recycling programs will be instituted.

F. Energy-efficient cooling, heating and lighting systems will be used in the Development.

G. Installation of innovative energy conservation features such as waste heat recovery, or solar power will be used where feasible in the Development.

9. Environment

A. The following conditions shall be required with respect to those wetlands shown on Map 1 attached hereto and made a part hereof, subject to the Applicant obtaining the necessary permits, if any, from those agencies which have jurisdiction over such activity:

1. Wetlands 4 and 5 shall be preserved and restored in cooperation with the City in compliance with applicable City ordinances and vegetated with appropriate native plants.

2. Exotic species such as Melaleuca, Australian pine, and Brazilian pepper shall be removed from the site and excluded from recurring by a regular maintenance program to help ensure the success of native vegetation.

B. The Applicant shall coordinate with the Florida Game and Freshwater Fish Commission (FGFFC) and the City, as provided for by City regulations, concerning the conservation of pine flatwoods in conjunction with lakes and preservation areas and as development buffers.

C. The measures to reduce erosion, fugitive dust and air emissions referenced in the Application shall be required.

D. The methods discussed to overcome problems associated with a particular soil type listed in the Application shall be required.

E. 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 FGFFC.

F. Only those trees located within the building footprint, parking lots, or other on- and off-site improvements, shall be removed. In any event, the Applicant shall fully comply with the provisions of the appropriate chapter of the City Code in connection with the removal of such trees.

G. To the extent reasonably possible, any protected trees or native vegetation removed will be relocated within the Development as deemed reasonably acceptable to the City.

H. Trees required to be retained shall be protected during construction by the erection and maintenance of suitable physical structures limiting access to the protected trees. The barriers shall be comprised of wooden and/or other suitable materials and shall be erected a minimum of eight (8) feet from the trunk or two-thirds (2/3) of the tree's dripline, whichever is greater.

I. To the maximum extent reasonably possible, existing vegetation or native vegetation, including trees, will be incorporated into all landscaped design.

10. Flood/Hurricane

The Applicant shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. Any operator of a hotel shall prepare a plan to ensure the safe and orderly evacuation of hotel guests and those employees who, for security or administrative reasons, are in the buildings after an evacuation order is issued. The plan shall include procedures for the following:

1. Closing of all buildings for the duration of the hurricane evacuation order.
2. Informing all employees of evacuation routes out of the flood prone area and measures to be followed in the same event.
3. Coordinating with and informing appropriate public authorities of building closings, security and safety measures, and evacuation plans.

11. Hazardous Waste

A. The Applicant shall advise owners of property within the Development that any hazardous waste will be transported and disposed of in a manner consistent with applicable regulations.

B. Those provisions of the City Zoning Code relative to the storage of hazardous waste shall be adhered to. The applicant shall comply with all federal, state, and local requirements relative to the storage of hazardous waste.

C. All hazardous waste transported in and out of the Development shall adhere to the following routes: (1) north on 28th Street to Roosevelt Boulevard or (2) north on 28th Street to 118th Avenue, thence west on 118th Avenue to 49th Street, thence north on 49th Street. In no case shall any vehicle transporting hazardous waste traverse either Gandy Boulevard or 49th Street south of 118th Avenue, or any local streets which abut residential areas except when leaving or arriving at a facility en route to one of the above referenced corridors.

12. Increment Schedule

A. Construction of the Development is proposed to occur over a ten (10) year period, with construction of necessary infrastructure to commence no later than one year from the effective date of this Development Order.

B. The Application states that preliminary market studies indicate that all tracts can be sold and developed in eight (8) to ten (10) years. Although no formal phasing is planned with respect to geographic areas of the site, increments of development as identified in subparagraph

D of this paragraph 12 may occur within sub-intervals of the 10-year development period have been estimated in order to facilitate evaluation of project impacts.

C. It is the intent of this Development Order to ensure that all prerequisites for the Development are complied with and that all improvements required to mitigate potential adverse impacts are adequately addressed.

D. The square footages permitted in the total Development by this approval and the approval of the City of Pinellas Park shall be as follows:

1. Phase I (1986-1989)

Office Space	816,000
Light Industrial	701,000
Commercial	246,000
Hotels	336,000 (500 rooms)

2. Phase II (1990-1996)

Office Space	2,215,000
Light Industrial	1,819,000
Commercial	-0-
Hotels	150,000 (200 rooms)

E. Any exceedance of the above square footage allocations greater than five percent (5%) shall be subject to a substantial deviation determination pursuant to Section 380.06, Florida Statutes (1985).

13. Open Space

The Applicant shall be responsible for the maintenance of all open/recreational areas and landscaped areas within the Development.

14. Public Safety

As requested by the City, the Applicant shall coordinate with the City and the City of Pinellas Park to determine (i) the manner by which tenants will be informed of fire and police protection jurisdictions, and (ii) how and where public safety facilities can be incorporated into this project.

15. Recreational Facilities

The Applicant shall design and construct the sidewalks within the Development to serve also as jogging trails. The Applicant shall also encourage purchasers of property within the Development to use open space for recreational facilities, consistent with local regulations.

16. Sanitary Sewer

A. The City shall furnish sanitary sewer service to the property described in Exhibit "E" attached hereto and made a part hereof.

B. In addition, the City will utilize its best efforts to secure an Acceptable Interlocal Agreement, as defined herein, with the City of Pinellas Park whereby the City will provide wholesale sanitary sewage treatment service to Pinellas Park for that portion of the development within Pinellas Park's city limits. An "Acceptable Interlocal Agreement" is defined as an interlocal agreement accepted by the Applicant after the first reading, but before the second reading, of the same by the City Council.

C. The Applicant shall design, permit and install the appropriate size sewer transmission facilities in accordance with the City requirements and/or an

acceptable interlocal agreement. If an acceptable interlocal agreement is entered into, eighty-five and 60/100 percent (85.60%) of the cost for such sewer line shall be paid by the Applicant; and fourteen and 40/100 percent (14.40%) of the cost shall be paid by the City. If an acceptable interlocal agreement is not entered into, fifty-two percent (52.00%) of the cost for such sewer facilities shall be paid by the Applicant; and forty-eight percent (48.00%) of the cost shall be paid by the City. The City shall pay its share of the cost within fourteen (14) days of receipt of the Applicant's notice to fund a contractor's draw request.

D. The Applicant shall be responsible for the construction and installation of all internal sanitary sewer collection systems (other than those within the boundaries of and designed solely to serve individual lots) including attendant improvements.

E. Maintenance responsibilities for those sewer systems not dedicated to and accepted by the City shall be in accordance with the provisions of the interlocal agreement or the responsibility of the Applicant.

F. With regard to industrial pretreatment prior to discharge, the Applicant shall require that all development abide by the provisions in City Code Sections 28.51 through 28.58.

17. Solid Waste

The collection, transportation and disposal of solid waste is controlled by Pinellas County and City ordinances and shall take place in accordance with the terms thereof.

18. Traffic Circulation

Upon review by the City of traffic improvements identified in the regional report prepared by the TBRPC on the Development, it was determined that certain of those improvements located within the municipal boundaries of the City are of questionable benefit to the City or the Development. The City has determined that due to the potential impacts of traffic generated by the development, mitigation of these impacts would be best accomplished by the construction of major traffic improvements within the general vicinity of the Development, rather than in areas located further from the Development. This direction is especially appropriate given the recognition by the TBRPC, City, the Metropolitan Planning Organization, Pinellas County and Pinellas Park of the need for an Areawide Transportation Study to accurately assess the impact of development in the Gateway area. In order to attain this objective, and pursuant to the goals and objectives of the City's Comprehensive Plan and the intent of Chapter 380, Florida Statutes, the City and the Applicant have identified those traffic improvements which will, in their judgment, best contribute to the mitigation of the traffic impacts caused by the Development.

A. A comprehensive areawide transportation study of the Gateway Area of Pinellas County (Area-wide Study) shall be performed as directed and managed by the Pinellas County Metropolitan Planning Organization (MPO), in cooperation with the Florida Department of Transportation (FDOT), the City and TBRPC. The Area-wide Study shall consider all approved developments within the study area, including previously approved DRIs and

projected development. The Applicant shall contribute its fair share of the cost of the Area-wide Study, not to exceed Seventy Five Thousand Dollars ($75,000.00). The Area-wide Study shall commence within one year of the issuance of the first building permit for vertical construction at the Development and be completed within three (3) years thereafter. In lieu thereof, issuance of a Development Order approving an areawide DRI including the Development shall satisfy this requirement. The parameters for the Area-wide Study or areawide DRI traffic analysis shall include, but not be limited to:

1. The regionally significant roadways which shall be included in the focus of the transportation study, as well as identification of additional roadways to be constructed within the study area.
2. The existing, approved and projected development to be included within the study area.
3. The manner by which the traffic impact of existing development will be documented and assessed.
4. The manner by which the traffic impact of approved and projected development will be documented and assessed.

5. The procedures by which mass transit shall be studied as a viable alternative to alleviate overburdening of the roadways.

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

7. Funding commitments for the improvements identified.

B. During Phase I (1986-1989) of the Development, the Applicant, or the appropriate entity, will acquire any necessary right-of-way and construct the following at-grade improvements at the east side of the intersection of I-275 and Gandy Boulevard:

1. EB: Add a 1600 foot, third through lane; and

2. WB: Add a 1600 foot, third through lane.

Although the Development contributes less than twenty-five percent (25%) of the lowest acceptable level of service at this location, the Applicant shall pay one hundred percent (100%) of the cost of such acquisition and construction.

C. Prior to the issuance of building permits for Phase II (1989-1996) of the Development, the Applicant will design and initiate construction of a grade separation at the intersection of 28th Street North and Gandy Boulevard. The design of such grade separation shall

also include the entrance to the Development from Gandy Boulevard and the construction of Gandy Boulevard to a 6-lane Expressway between I-275 and the interchange. The cost of the design and construction of such improvement shall be borne as follows:

1. CDD and/or the Applicant, twenty-eight percent (28%), but not to exceed Two Million Eight Hundred Thousand Dollars ($2,800,000.00).
2. The Pinellas Park Water Management District (PPWMD), approximately two percent (2%), but not to exceed Two Hundred Fifty Thousand Dollars ($250,000.00).
3. The City, Two Million Dollars ($2,000,000.00) and the City of Pinellas Park Two Million Eight Hundred Thousand Dollars ($2,800,000.00).
4. FDOT, and/or Pinellas County fourteen percent (14%), but not to exceed One Million Four Hundred Thousand Dollars ($1,400,000.00).
5. The Applicant will be responsible for finding funding commitments for the remainder.

The order of payment for this improvement shall be:

a. CDD and/or the Applicant

b. PPWMD

c. City and City of Pinellas Park, provided that one million eight hundred seventy-five thousand (1,875,000) aggregate square feet of development, including a minimum of 200,000 square feet of development within that portion of the project within the City, has been

permitted and is under construction in the City and the City of Pinellas Park.

d. FDOT and/or Pinellas County.

D. The payment method and amounts set forth herein are based on the Applicant's and City's best estimate that the cost of design and construction of the project described in subparagraph C above, will not exceed Ten Million Dollars ($10,000,000.00). Should the cost exceed this amount, the parties shall negotiate in good faith to determine the method of paying such overage. The Applicant and the City shall exercise their best efforts to coordinate issuance of the funds hereinafter described so as to minimize the possibility that the improvements would be unfunded at any time. The City recognizes that the Applicant or the CDD may advance more than its share for construction of this improvement, in which event the City's portion of the cost of this improvement shall be paid, in whole or in part to the Applicant or CDD, as applicable, in the form of a reimbursement; provided that, the amount to be reimbursed shall in no event exceed Two Million Dollars ($2,000,000.00).

E. Prior to the issuance of building permits for Phase II of the Development, the Applicant or other appropriate entity, will acquire any necessary right-of-way and initiate construction of the following at-grade improvement:

28th Street between the interchange at Gandy Boulevard and Roosevelt Boulevard:

1. SB: Add a through lane; and

2. NB: Add a through lane.

In the event that FDOT agrees any of the above referenced improvements for Phase I and/or Phase II may not be necessary, or recommends a different design, the City may approve alternative phasing or design with FDOT concurrence.

F. The City agrees that at such time as one million eight hundred seventy-five thousand (1,875,000) aggregate square feet of development has been permitted and is under construction, including a minimum of 200,000 square feet of development within that portion of the project within the City, it will secure financing, by bonds or otherwise, in an amount of Two Million Dollars ($2,000,000.00) and that said financing would be in place within twelve (12) months from that time. In no event shall the City be obligated to finance improvements in an amount greater than Two Million Dollars ($2,000,000.00). The bonds issued for all or a portion of such financing, if any, will be issued in accordance with the City's bond policies. Such financing of Two Million Dollars ($2,000,000.00) shall be used solely for the following purposes:

1. Acquisition of right-of-way and construction of improvements toward which the City has agreed herein to contribute; and, if there are any unused funds remaining, then;

2. Such unused funds shall next be used for projects selected by the City in its sole discretion, which are within the City's municipal limits and which are identified in the Area-wide Study; and if there are any unused funds remaining, then;

3. Such unused funds shall next be used for transportation improvements selected by the City which are identified in the City's Capital Improvements Program.

G. The Applicant shall receive credit for monies paid for the traffic improvements referenced herein against the fees payable pursuant to the Pinellas County transportation impact fee ordinance to the full extent permitted thereby; provided, however, that if the amount payable by the Applicant for traffic improvements required hereby exceeds the fees required by such transportation impact fee ordinance, the Applicant shall pay the full amount required hereby.

H. The Applicant, shall, at its own expense, prepare and implement a transportation systems management (TSM) program which will divert a number of vehicle trips from the peak hour which is consistent with the assumptions used to prepare the ADA. The plan shall be reviewed by

the City, the City of Pinellas Park, Pinellas County, MPO, Pinellas Suncoast Transit Authority, the TBRPC, and FDOT.

I. Each annual report for the Development after issuance of certificates of occupancy for an aggregate of five hundred thousand (500,000) square feet of commercial, industrial, and/or office space, shall include a yearly assessment of the annual achievement of vehicle trips diverted from the peak hour as a result of the TSM measures. This assessment shall also include sufficient and appropriate documentation for all diversions claimed as a result of implementation of each TSM measure. If an annual report is not submitted for any reason, or if the report indicates that the total trip diversions are not being met, the city shall, at the Applicant's expense, conduct a substantial deviation determination pursuant to Section 380.06, Florida Statutes and may amend the Development Order to change TSM objectives and/or require additional roadway improvements. The results of the TSM study may serve as a basis for the Applicant or reviewing agencies to request Development Order amendments.

J. The Applicant commits to cooperate with the "Guideway Transit Project, Eastern Pinellas Corridor Route," if an alignment is identified by the MPO for the Development. This cooperation shall include the preservation and protection for rights-of-way and easements for the guideway facilities, when identified, in accordance with the supportive policies established for the guideway.

K. The City and the Applicant recognize that it is not possible to predict accurately the traffic improvements that may be necessitated by the Development. Accordingly, where traffic improvements are required as a result of the contribution by the Development of ten percent (10%) or more of the lowest acceptable level of service, the construction of such improvements shall be coordinated with the Pinellas County MPO's "2010 Plan" and Traffic Improvement Plan, and the Capital Improvement Programs (CIP) for the City and the City of Pinellas Park and the Area-wide Study. With the enactment of the 1985 Growth Management Legislation, local government CIPs are required to undergo an annual review and update, thus affording an opportunity to incorporate any traffic improvements which have been identified as being necessitated by this Development. Aside from local government CIPs, funding sources include the Pinellas County transportation impact fee, local option gas tax, and such other sources as may be made available from time to time.

19. Water

A. The Applicant shall design, permit and install a water line sufficient to serve that portion of the Development described on Exhibit "E" and the property to the north of the Development owned by the City, more commonly known as the "Sod Farm." Fifty-two percent (52.0%) of the cost for such water line shall be paid by the Applicant; and forty-eight percent (48.0%) of the cost shall be paid by the City. The City shall pay its share

of the cost within fourteen (14) days of receipt of the Applicant's notice to fund a contractor's draw request.

B. The internal water system shall be constructed and installed in such a manner as to maintain an adequate water flow for fire protection.

C. The Applicant shall be responsible for the construction and installation of all internal water systems (other than those within the boundaries of and designed solely to serve individual lots), including attendant improvements.

D. Construction, installation, and maintenance for those water system improvements not dedicated to and accepted by the City shall be the responsibility of the Applicant.

E. The water conservation measures referenced in the Application shall be required.

F. The Applicant shall prepare and submit a plan for using non-potable water for that portion of the project within the City limits for landscape and open space irrigation.

20. Water Quality

A. The Applicant shall establish and perform a water quality monitoring program as described in Exhibit "H" attached hereto and made a part hereof to assess stormwater treatment compliance and potential downstream impacts on Sawgrass Lake, Roosevelt Creek and the

Pinellas County Aquatic Preserve. Results of the monitoring program shall be submitted as part of the annual report.

B. The erosion control measures discussed on page 14-4 of the Application shall be followed.

SECTION FIVE: Expiration date. Unless amended pursuant to the procedures outlined in Section 380.06, Florida Statutes (1985), the terms and conditions of this Development Order shall expire as of fifteen (15) years from the effective date of this Development Order, provided, however, that nothing herein shall be deemed to in any way alter or amend the effective period of the CC&R.

Should construction of the Development not be completed in accordance with the provisions of this Development Order, as the same may be lawfully amended from time to time, the City shall initiate appropriate land use and rezoning proceedings necessary to restore the land use and zoning on all property described in Exhibit "E" attached hereto to that which was in effect as of the effective date of this Development Order, or to such other suitable land use designation and zoning classification as may be deemed proper by the City. The Applicant shall be deemed to have consented to all such changes to land use and zoning.

SECTION SIX: Exceptions. The provisions of this Development Order shall not be construed as a waiver of or exception to any rule, regulation, resolution or ordinance of the City or other affected governmental agencies, and, to the extent that further review is provided for in this Development Order or required by the City or by other affected governmental agencies, said review shall, unless

otherwise specified herein, be subject to all applicable rules, regulations, resolutions and ordinances in effect at the time of such review.

SECTION SEVEN: Monitoring. No permits or approvals shall be granted or issued, and no extension of services shall be authorized if the Applicant fails to act in substantial compliance with this Development Order. Pursuant to Section 380.06(17), Florida Statutes (1985), the City Manager shall be responsible for monitoring of the Development and enforcing the provisions of this Development Order. In fulfillment of this requirement, the following procedures shall apply:

1. For purposes of this procedure, the City Manager may rely upon or utilize information supplied by the TBRPC or any City department or agency having particular responsibility over the subject area involved.
2. The City Manager shall report to the City Council any findings of material noncompliance with the terms and conditions of this Development Order other than any deviation from the terms hereof which would be subject to being dealt with pursuant to Section 380.06(19), Florida Statutes (1985).
3. The City Manager shall issue a written notice of such material noncompliance to the Applicant.
4. If the material noncompliance is not corrected within a reasonable amount of time, as established by the City Manager after consultation with the Applicant, the Manager shall recommend that the City Council establish a hearing to consider such material noncompliance and to take any action necessary and appropriate to insure compliance with this Development Order order including termination of any further Development.

SECTION EIGHT: Annual Reports. The Applicant shall file an annual report in accordance with Section 380.06(18), Florida Statutes (1985), and applicable rules and regulations thereunder. Such report shall be due on the anniversary of the effective date of this Development Order until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the City Manager who shall after appropriate review, submit it for review by City Council. The City Council shall review the report for compliance with the terms and conditions of this Development Order and may issue further orders and conditions to insure compliance with the terms and conditions of this Development Order. The Applicant shall be notified of any City Council hearing wherein such report is to be reviewed. The receipt and review by the City Council shall not be considered a substitute or a waiver of any terms or conditions of the Development Order. This report shall contain:

1. The information required by the DCA to be included in the annual report, which information is described in the rules and regulations promulgated by the DCA pursuant to Section 380.06, Florida Statutes (1985); and
2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following to the submittal of the annual report; and
3. A statement setting forth the name(s) and address of any heir, assignment or successor in interest to this Development Order or any portion of this Development Order.
4. Such other and further information as may be reasonably required by City Council.

SECTION NINE: Substantial Deviation. In accordance with Section 380.06(19), Florida Statutes (1985), any development activity constituting a substantial deviation from the terms or conditions of this Development order or other changes to the approved development plans or Application which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by the TBRPC shall result in further development of regional impact review pursuant to Section 380.06, Florida Statutes (1985). Construction of those portions of the Development which are not affected by the proposed change may continue, as approved, during the DRI review of the proposed change.

SECTION TEN: The cost of defense of any appeals or suits arising from this Development Order by parties with standing, shall be borne by the Applicant. The City shall reasonably cooperate with the Applicant in any such appeal, including without limitation, the appointment of special counsel to the City to defend any such appeal and the amendment (with the City's and Applicant's consent) of this Development Order.

SECTION ELEVEN: This Development Order shall become effective upon the expiration of the appeal period under Section 380.07, Florida Statutes (1985), without an appeal having been taken, or if taken, dismissed or this Development Order affirmed.

ORD^GACE:bp2

ADOPTED, RENDERED AND ISSUED THIS 7th DAY OF August, 1986

AYES: Cole, Staples, Fisher, Cate and Griswold

NAYES: None

ABSENT: Stewart, Welch, Bond and Maddux

ABSTAIN: None

APPROVED THIS 7th DAY OF August, 1986

Edward L. Cate Jr
MAYOR

ATTEST:

Brenda Swinden
CITY CLERK

(Owned by Braewood Development Corporation)

Tracts 5 and 6, of Coventry Plaza, according to plat thereof recorded in Plat Book 76, Pages 60 through 62 inclusive, of the Public Records of Pinellas County, Florida,

together with
(Owned by Braewood Development Corporation)

That part of the Northeast 1/4 of the Northwest 1/4 of Section 26, Township 30 South, Range 16 East, Pinellas County, Florida, described in O.R. Book 5024, Page 136, of the Public Records of Pinellas County, Florida, and being more particularly described as follows:

Commence at the Northwest corner of the Northeast 1/4 of the Northwest 1/4 of Section 26, Township 30 South, Range 16 East, Pinellas County, Florida; thence S 00°13' 54" W, along the West boundary of said Northeast 1/4, a distance of 138.00 feet to the POINT OF BEGINNING; thence S 89°48' 21" E, 331.28 feet; thence S 00°28' 13" E, 648.06 feet to a point on the northerly right-of-way line curve of Gandy Boulevard (State Road 600), said curve being concave southeasterly, having a radius of 6,680.41 feet; thence along the arc of said right-of-way line curve, a chord bearing and distance of S 49°48' 22" W, 445.61 feet to a point on the West boundary of said Northeast 1/4; thence N 00°13' 54" E, along said West boundary, 936.75 feet to the POINT OF BEGINNING. All being in the Northwest 1/4 of Section 26, Township 30 South, Range 16 East, Pinellas County, Florida,

together with
(Owned by Gateway Centre Joint Venture)

That part of the West 460.00 feet of the East 1/2 of the Northeast 1/4 of the Northwest 1/4 of Section 26, Township 30 South, Range 16 East, Pinellas County, Florida, lying northerly of Gandy Boulevard (State Road No. 600), and being more particularly described as follows:

Commence at the Northeast corner of the Northwest 1/4 of Section 26, Township 30 South, Range 16 East, Pinellas County, Florida; thence N 89°48' 21" W, along the North boundary of said Northwest 1/4, a distance of 202.57 feet to the Northeast corner of the West 460.00 feet of the East 1/2 of the Northeast 1/4 of said Northwest 1/4, and the POINT OF BEGINNING; thence S 00°10' 02" W, along the East boundary of said West 460.00 feet, a distance of 249.23 feet to a point on the northerly right-of-way line curve of Gandy Boulevard, (State Road No. 600), said curve being concave southerly, having a radius of 6,680.41 feet; thence along the arc of said right-of-way line curve, a chord bearing and distance of S 57°31' 49" W, 546.25 feet to a point on the West boundary of said East 1/2; thence N 00°10' 02" E, along said West boundary, 544.05 feet to the Northwest corner of said East 1/2; thence S 89°48' 21" E, along the North boundary of said Northwest 1/4, a distance of 460.00 feet to the POINT OF BEGINNING. All being in the Northwest 1/4 of Section 26, Township 30 South, Range 16 East, Pinellas County, Florida.

Less and except all rights-of-way and easements of record.

EXHIBIT "A"
of the Declaration of Covenants, Conditions
and Restrictions for Gateway Centre

cw:LD34:NN/2
05-263.90
06/13/86

CONCEPTUAL DEVELOPMENT PLAN

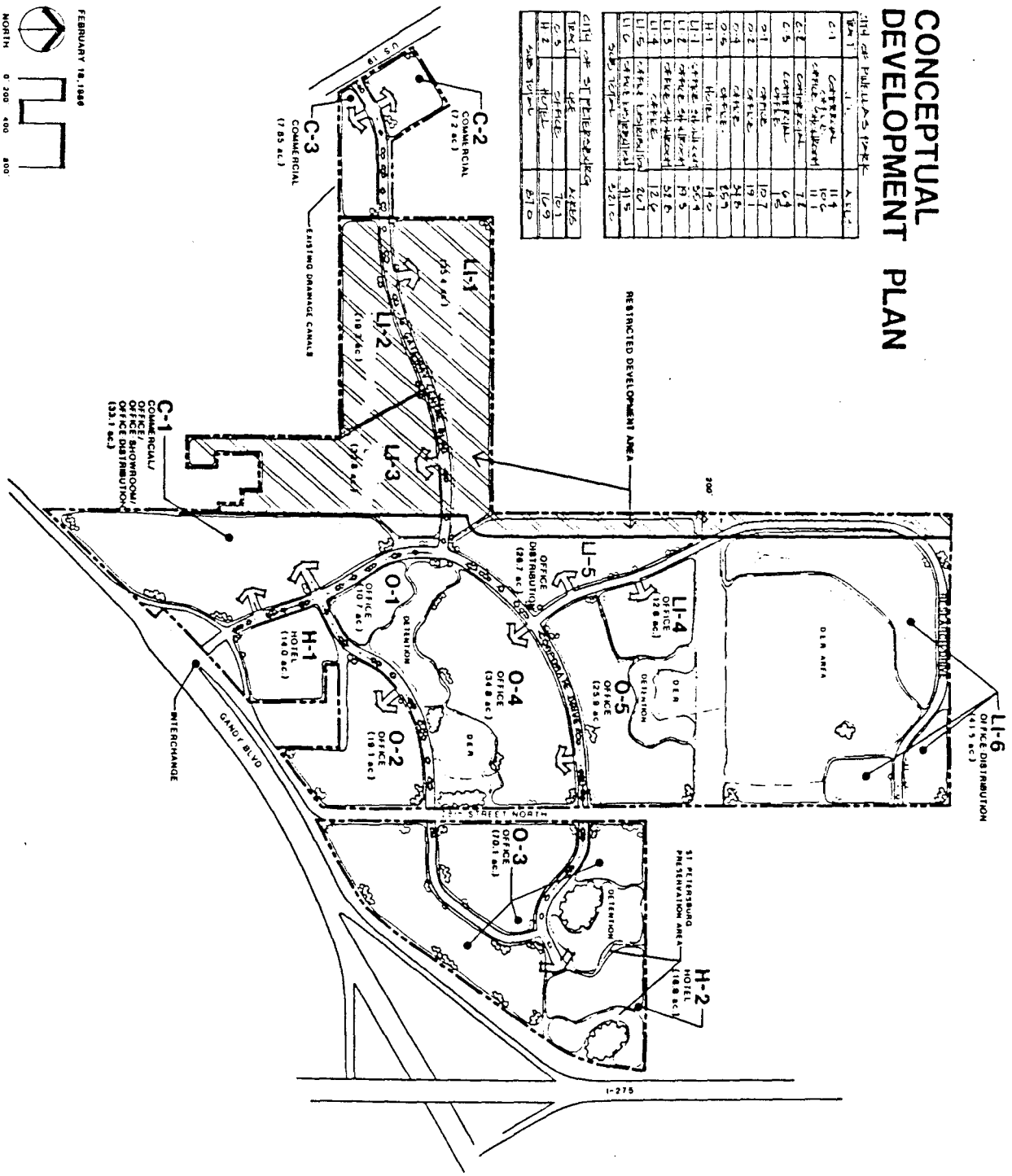


EXHIBIT "B"
of the Declaration of Covenants, Conditions
and Restrictions for Gateway Centre

GATEWAY CENTRE

GATEWAY CENTRE JOINT VENTURE

PBSJ POST BUCKLEY SCHUH & JERNIGAN INC

PROPERTY DESCRIPTION
GATEWAY CENTRE

A tract of land lying within Sections 22, 23, 26, and 27, Township 30 South, Range 16 East, Pinellas County, Florida being more particularly described as follows:

That portion of the South 1/2 of Section 23 lying West of the West right-of-way of I-275, and the Northwest 1/4 of Section 23, and that portion of the West 1/2 of the Northwest 1/4 of Section 26 lying North and West of the westerly right-of-way of I-275, and that portion of the Northeast 1/4 of Section 26 lying North and West of the westerly right-of-way of I-275, and the Northeast 1/4 of the Northeast 1/4 of the Northeast 1/4 of Section 27,

together with

Lots 1, 2, 3, 10 through 13, 22 through 30 and 43 through 48 inclusive, of Golden Acres, according to plat thereof as recorded in Plat Book 11, Page 11, of the Public Records of Pinellas County, Florida,

together with

A tract of land lying in the South 1/2 of the South 1/2 of Sections 22 and 23, Township 30 South, Range 16 East, Pinellas County, Florida, being more particularly described as follows:

Begin at the Southwest corner of the Southeast 1/4 of Section 22, Township 30 South, Range 16 East; thence N 89°53' 28" W, for 367.16 feet along the South line of the Southwest 1/4 of said Section 22 to a point being the Southeast corner of Tract 6, Coventry Plaza, as recorded in Plat Book 76, Pages 60 to 62 of the Public Records of Pinellas County, Florida; from the Southeast corner of Tract 6, Coventry Plaza; thence N 31°56' 24" W, for 508.30 feet along the easterly boundary line of said Coventry Plaza to a point being the northernmost point of Coventry Boulevard, also a part of aforementioned Coventry Plaza; thence along a curve to the right having a radius of 1,000.00 feet, a central angle of 04°00' 52", an arc distance of 70.07 feet, and a chord bearing N 88°06' 06" E, for 70.05 feet to a point being on a line 433.29 feet North of and parallel with the South line of the Southwest 1/4 said Section 22; thence S 89°53' 28" E, for 566.19 feet along a line being 433.29 feet North of and parallel with the South line of the Southwest 1/4 of said Section 22 to a point on the West line of the South 1/2 of the Southeast 1/4 of Section 22; thence N 00°00' 08" W, for 1,319.08 feet to a point being the Northwest corner of the South 1/2 of the Southeast 1/4 of said Section 22; thence S 89°43' 07" E, for 2,638.82 feet along the North line of the South 1/2 of the Southeast 1/4 of said Section 22 to a point being the Northeast corner of the South 1/2 of the Southeast 1/4 of said Section 22; thence along the East line of Section 22, S 00°11' 27" W for 1,325.77 feet to the Southeast corner of Section 22; thence N 89°40' 49" W, for 2,634.79 feet along the South line of the Southeast 1/4 of said Section 22 to the POINT OF BEGINNING,

together with

That part of the East 1/2 of the Northeast 1/4 of the Northwest 1/4 of Section 26, Township 30 South, Range 16 East, Pinellas County, Florida, lying North of the northerly right-of-way line of Gandy Boulevard (S.R. 600), less the West 460.00 feet of said East 1/2, and less the East 75.00 feet of said East 1/2 for road right-of-way, being more particularly described as follows:

Commence at the Northeast corner of the Northwest 1/4 of Section 26, Township 30 South, Range 16 East, Pinellas County, Florida; thence N 89°48' 21" W, along the North boundary of said Northwest 1/4, a distance of 75.00 feet to a point on the West right-of-way line of 28th Street North, according to O.R. Book 5397, Page 771, of the Public Records of Pinellas County, Florida, and the POINT OF BEGINNING; thence S 00°06' 10" W, along said right-of-way line, 75.00 feet from and parallel with the East boundary of said Northwest 1/4, a distance of 176.40 feet to a point on the northerly right-of-way line curve of Gandy Boulevard (State Road 600) according to O.R. Book 3257, Page 272, of the Public Records of Pinellas County, Florida, said curve being concave southerly, having a radius of 6,680.41 feet; thence along the arc of said right-of-way line curve, a chord bearing and distance of S 60°30' 15" W, 147.04 feet; thence N 00°10' 02" E, 460.00 feet from and parallel with the West boundary of the East 1/2 of the Northeast 1/4 of said Northwest 1/4, a distance of 249.23 feet to a point on the North boundary of said Northwest 1/4; thence S 89°48' 21" E, along said North boundary, 127.57 feet to the POINT OF BEGINNING. All being in the Northwest 1/4 of Section 26, Township 30 South, Range 16 East, Pinellas County, Florida,

Together with any lands which adjoin the above described property.

cw:LD34:NN/1
05-263.90
06/13/86

EXHIBIT "C"
of the Declaration of Covenants, Conditions
and Restrictions for Gateway Centre

COMMON AREA DESCRIPTION

None at Present

EXHIBIT "D"
of the Declaration of Covenants, Conditions,
and Restrictions for Gateway Centre

DESIGN CRITERIA FOR GATEWAY CENTRE

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I. INTENT

These Design Criteria were prepared by Gateway Centre Joint Venture, hereinafter referred to as "GCJV."

The purpose of these criteria is to establish the standards of development for the operation of a high quality business park within the Cities of St. Petersburg and Pinellas Park, Florida, hereinafter referred to as "Gateway Centre."

The land use plan and development regulations contained within these Design Criteria will result in the creation of a physical environment which will conform to and compliment the goals of the community, facilitate efficient business and industrial operations, create a working environment sensitive to human needs and values, and protect adjacent land uses from adverse impacts.

Any terms of which the first letter is capitalized used in these Design Criteria which are not defined in this document shall have the meaning given for such terms in the Declaration of Covenants, Conditions, and Restrictions for Gateway Centre ("Declaration").

II. REVIEW PROCESS

Signed plan approval by GCJV is required prior to the undertaking of any site facilities and Improvements, including but not limited to, clearing land, installation of signage, subdivision of lots, or construction of any Building.

Two Step Process

Plans must be submitted to Owners Association at the a) preliminary and b) final/construction phase of planning and design.

Application for approval of proposed site plan shall be submitted with a check in the amount of $2,500.00, payable to GCJV, to cover all costs associated with review of preliminary and final design plans. Three sets of plans shall be submitted for each review.

At each stage the following elements shall be considered:

(i) The adequacy of building site dimensions; (ii) the conformity and harmony of exterior design with neighboring structures; (iii) the effect of location and use of the Improvements on the Property as a whole; (iv) the intended operations and uses; (v) the relation of the Improvements with the topography; (vi) the grade and finished ground elevation of the building site being improved to that of neighboring building sites; (vii) the proper facing of main elevation with respect to nearby streets; (viii) the conformity of plans and specifications with the Design Criteria; (ix) the conformity of plans and specifications with landscaping requirements.

Signs may be submitted and reviewed simultaneously with, or separate from, the above elements.

Materials Needed for Application:

Preliminary

A) Site Plan, which at a minimum shall include:

1. site location
2. site survey
3. building location (overall dimension and height)
4. setbacks
5. site circulation
6. landscaped areas
7. lighting plan
8. grades (existing and proposed)
9. connections to existing utility lines
10. site drainage
11. projected number of employees
12. number of parking spaces
13. truck loading and service areas

B) Building Design, which at a minimum shall include:
   1. floor plans
   2. elevations (in color or with color samples)
   3. prospective rendering (optional)
   4. building materials
   5. colors and finishes
   6. architectural treatment
   7. rooflines

C) Landscape Design, which at a minimum shall include:
   1. location and species of existing trees and shrubs
   2. number, location, species and size of proposed trees, shrubs and ground cover

D) An engineer's report comparing the before and after conditions, and the change in storm water runoff, and recommending adequate methods of detention

Final

Working Drawings and specifications for:
   1. engineering
   2. architectural
   3. landscaping

III. PUBLIC APPROVALS

These Design Criteria by GCJV are supplemental to existing zoning, and existing codes in the portions of the Property located within the Cities of St. Petersburg and Pinellas Park, respectively ("City Standards").

All requirements of applicable public agencies must be followed in the development of Gateway Centre, and all plans must be approved by the respective cities.

Although based on existing zoning, such zoning shall serve only as a foundation for Gateway Centre and its intended uses. These Design Criteria are intended to be more restrictive in land use, site development standards, and landscape requirements which will lead to a superior business park.

In every case in which these criteria are at variance with public agency requirements, the more restrictive regulations shall govern.

IV. BUILDING REQUIREMENTS

Prohibited Uses

The following uses and operations are prohibited: any vibration, noise, sound or disturbance which is perceived outside of the boundaries of the Lot from which it is emitted and which is objectionable due to intermittence, beat, frequency, shrillness or loudness; any lighting which is not shielded and substantially confined within the Lot boundaries; any electro-mechanical or electro-magnetic disturbance or radiation; any air or water pollution; any emission of odorous, noxious, caustic, or corrosive matter, whether toxic or non-toxic; any litter, dust, dirt or fly ash in quantities sufficient to make the same offensive; any unusual firing, explosion or other damaging or dangerous hazard, including the storage, display or sale of explosives or fireworks; any mobile home or trailer court, labor camp, junk yard; any stock yard, distillation of bones, or animal raising, storage, slaughter or disposition of any kind; any drilling for, excavation, refining and/or removal of earth materials, oil, gas, hydrocarbon substance, water, geothermal steam and any other subsurface substances of any nature whatsoever; any dumping, disposal, incineration or reduction of garbage or refuse of any nature whatsoever; any auction, public bid, sale or other auction house operation; any commercial excavation of building or construction materials; and any storage, repair or manufacturing done outdoors.

Nuisances: No activity shall be conducted upon the Property which may become a nuisance or unreasonable annoyance to the owners or occupants of the Property or surrounding property. No illegal, noxious, or offensive activity shall be permitted or carried on upon any part of any Lot, nor shall anything be permitted or done thereon which is or may become a nuisance or source of embarrassment, discomfort or annoyance to the other Owners or occupants of the Property or surrounding property. No Owner shall permit any use of his Lot or make any use of the Common Area that will increase the cost of insurance or that will cause any insurance to be cancelled or threatened to be cancelled, except with the prior written consent of the Association which only may be given if such use would comply with the restrictions of the Declaration. No personal property of any nature shall be parked, stored or permitted to stand for any period of time on the Common Area, except in accordance with rules and regulations promulgated from time to time by the Association, and except for personal property owned by the Association.

Temporary Structures: No trailer, shed, shack, garage, barn or other temporary building shall be moved to, erected on, or used on any Lot at any time for a residence, workshop, office, or storage room, either permanently or temporarily. Notwithstanding the foregoing, Developer may keep such temporary structures on

the Property as it deems necessary or desirable in connection with its sale, promotional, or administrative efforts with regard to the Property or any other lands owned by Developer; provided, however, if any such temporary structure is located within the Restricted Development Area, then any such temporary structure shall be removed unless the Border Wall required to be installed along the boundary with the residental area which functionally abuts such temporary structure has been constructed within eighteen (18) months of the placement of the temporary structure. Further, the Architectural Control Committee, in its sole discretion, and with such requirements as to location and appearance that it may impose, may waive this provision to allow a trailer on a Lot while such Lot is under construction for period not to exceed twenty-four (24) months from the issuance of building permit.

Wells; Oil and Mining Operations: No water wells may be drilled or maintained on any portion of the Property without the prior written approval of the Architectural Control Committee, which approval may be subject to any conditions deemed necessary or desirable by the Committee. Any approved wells shall be constructed, maintained, operated and utilized in strict accordance with any and all applicable statutes and governmental rules and regulations pertaining thereto. No oil drilling, oil development operations, oil refining, quarrying or mining operations of any kind shall be permitted within the Property, nor shall any oil wells, tunnels, derricks, boring apparatus, mineral excavations or shafts be permitted upon or in the Property.

No solar device, satellite or microwave dish of any nature shall be permitted which is visible from the front of a Building, i.e., the side facing an arterial or collector street within the Property. A solar device, antenna, satellite or microwave dish may be erected which is not visible from the front of a Building if the Owner has the written approval of the Architectural Control Committee. Any solar device or satellite dish which is erected on the roof of any Building situated between 34th and 40th Streets shall be screened from view from the functionally abutting residential property. (Also, see Section V.D, page 13 below).

Garbage/Trash Collection: No trash, garbage, rubbish, debris, waste material, or other refuse shall be deposited or allowed to accumulate or remain on any part of any Lot or the Common Area except in receptacles approved by the Architectural Control Committee as to design, screening and location. No fires for the burning of trash, leaves, clippings, or other debris or refuse shall be permitted on any part of any Lot, except by Developer. Owners shall make individual arrangements for the prompt and regular removal of all garbage, refuse, and trash from each Lot and shall comply with all City requirements.

Gas Tanks: No gas tank, gas container, or gas cylinder shall be permitted to be placed on or about the outside of any of the Buildings which are not completely buried below grade, except for appurtenant valves and meters, and all gas tanks, gas containers, and gas cylinders shall be installed underground in every instance where gas is used. In the alternative, compressed gas or other semi-liquid or liquid containers may be placed above ground if enclosed on all sides by a decorative wall approved by the Architectural Control Committee. Provided the design, construction and installation location shall have first been approved by the Committee, Owners may have water softener units installed. In all cases such above ground tanks or water softener units shall be screened so that they are not visible from functionally abutting residential property. Notwithstanding the foregoing, any tanks used during construction shall not have to meet the requirements set forth above; and such tanks shall be promptly removed when construction is completed or ceases for longer than forty-five (45) days.

Mail: No mailbox or paper box or other receptacle of any kind for use in the delivery of mail or newspapers or magazines or similar material shall be erected or located on any Lot unless and until the size, location, design and type of material for said box or receptacle shall have been approved by the Architectural Control Committee.

Restricted Use Area

Permitted uses within the Restricted Use Area shall be limited to Corporate Office, Office Park and Office-Showroom which are defined as follows:

Corporate Offices: A building or portion thereof utilized for the conduct of the affairs of a single corporation. Uses shall include administrative, accounting, sales, or other normal business activities of that corporation, but not including warehousing and/or manufacturing activities. Such offices may also include ancillary services such as showrooms and facilities intended to serve office workers, e.g. restaurant, coffee shop, or newspaper and/or candy stands. Ancillary services to be limited to five percent (5%) of the gross floor area of any single building.

Office Park: A development on a tract of land that contains a number of separate office buildings, ancillary uses, and open space, designed, planned, constructed, and managed on an integrated and coordinated basis. Ancillary uses shall be limited to: barber shops; beauty shops; book stores; child care centers, Level III; commercial recreational establishments: delicatessens; laundries (excluding coin-operated laundries and dry cleaning plants); office supply stores; copying, printing, lithographing, or

publishing establishments; restaurants (excluding drive-in/drive-thru); and taverns and lounges.

Office/Showroom: A facility which combines the use of space for the general conduct of the general affairs of a business with space devoted to either the display of samples of merchandise distributed by such business or the exhibition of such merchandise for the sale on the premises. Light assembly (i.e. the fitting together of manufactured parts in a complete machine or unit of a machine) is permitted; however, assembly line (i.e. an arrangement of machines, equipment, and workers in which work passes from operation to operation in direct line until the product is assembled) or general manufacturing procedures are specifically excluded.

Building Materials

Buildings within Gateway Centre should be aesthetically pleasing and of tasteful architectural design; they should be built of long lasting materials and of high construction standards; a harmonious blend should be achieved with surrounding structures and the natural setting consistent with the quality of a premier development.

Brick shall be the preferred material, although cast in place concrete, precast concrete, decorative concrete block, concrete block with stucco exteriors, wood frame and glass construction will also be allowed, except that no wood frame construction shall be permitted within the Restricted Use Area (wooden trim and decorative features shall be permitted). Steel frame building construction will be permitted only if the exterior skin of the Building is not steel panels, unless such panels are of an architectural character which the Committee in its sole discretion determines is aesthetically pleasing. In no event shall pre-engineered metal panels (other than architectural panels) be permitted on the exterior of any structure.

Energy Conservation

The following energy conservation measures shall be required as a means of energy conservation:

1. An energy officer shall be designated for Gateway Centre to conduct energy audits, establish energy policies and monitor energy use and conservation.

2. Gateway Centre shall institute programs to promote energy conservation by employees, buyers, suppliers and the public.

3. Reduced levels of operation of all air conditioning, heating and lighting systems during non-business hours shall be instituted.

4. Recycling programs will be instituted.

5. Energy-efficient cooling, heating and lighting systems will be used in Gateway Centre.

6. Installation of innovative energy conservation features such as waste heat recovery, or solar power will be used where feasible in Gateway Centre.

Roof Appurtenances

All roof appurtenances projecting above the roof such as exhaust fans, heating and air conditioning units, condensers, elevator equipment, plumbing vents and stacks, shall be screened from view. Screening may be accomplished by extending the exterior walls above the roof forming a parapet, or through the use of other opaque walls which shall be constructed of a material compatible in texture and color with the exterior skin of the Building.

V. SITE STANDARDS

General

This article establishes the standards for site layout, building location, drainage, utility and pedestrian circulation.

Circulation & Access

Primary access to Gateway Centre will be from three (3) entrances:

1. Gandy Blvd.
2. U.S. 19
3. 28th Street

Internal Circulation will be provided by Arterial, Collector and Local Streets.

Arterial streets include Gateway Blvd. (Coventry Blvd.), Grand Avenue and Corporate Drive; the addresses of the properties located on these named arterial streets and Research Drive shall be numbered consecutively so as to allow easy location by emergency vehicles.

Collector street, including Research Drive, shall mean any interior street which loops or is part of a loop.

Local street shall mean all Cul-de-Sacs.

Pedestrian & Bike Path System

Pedestrian and Bike Path System: A continuous pedestrian walkway and bike path system shall be developed and maintained throughout the Property.

Curb Cuts

It is intended that curb cuts on Arterial streets be minimized; and where permitted, joint cuts will be encouraged to serve abutting Lots. All curb cuts on Arterial streets must first be approved by the Architectural Control Committee.

On Collector streets there shall be a three hundred thirty foot (330') spacing between curb cuts, while maintaining a two hundred foot (200') separation from any street intersection.

All driveways on a Lot coming off of a public road shall have upright curbs transitioning from existing public street curbs through the full depth of the forty-three foot (43') landscape easement.

Service Area Circulation & Access

Service areas, for Lots not functionally abutting a residential area, necessary for deliveries, utilities, trash collection and so forth shall be screened from the view of adjacent Buildings and streets. Where a lot functionally abuts residential uses such service areas shall be located on the elevation of the Building which does not face such residential use, and access drives to such service area shall not be contained within a portion of the required 35 foot rear Building setback areas; in such cases, landscaping and other appropriate screening shall be utilized to screen such service areas from adjacent Buildings and streets; and interior service area courtyards shall be encouraged.

Storage & Loading Areas

No materials, supplies or equipment, including company owned or operated trucks or delivery vehicles, shall be stored in any area on a Lot except inside a closed Building, or behind a visual barrier screening such areas from the view of adjoining Lots and/or streets and/or surrounding residential property. All loading facilities, including turnarounds and docks, shall be set back and screened to minimize their visibility from any street. Screening of service areas and loading docks may consist of any approved combination of earth mounding, landscaping, walls and/or fencing. Loading areas and docks shall not be closer than:

Ninety-five feet (95') to any Arterial Street,
Fifty feet (50') to any Collector Street,
Forty-three feet (43') to any Local Street,
Thirty feet (30') adjacent to all other rights of way, unless specifically approved by the Architectural Control Committee.

The side of a Building within the Restricted Use Area facing the residential use shall be called the "Direct Face," the side of a Building opposite and parallel to the Direct Face shall be called the "Rear Face," and the sides of the Building connecting the Direct Face and the Rear Face shall each be called the "Side Face."

No loading docks or areas shall be located on the Direct Face of any Building. Entry doors and windows may be placed on the Direct Face only if the entry door and windows allow access, light or ventilation to an office use. Loading docks, entry doors and any other opening located on a Side Face shall be screened from view of the functionally abutting residential uses by construction of a Wing Wall extending from the Side Face and parallel to the Direct Face, at least one foot (1') in length for each yard of measurement from the Rear Face to the opening which is closest to the Direct Face for a maximum length of twenty-five feet (25'), and at least thirteen feet (13') in height. The Wing Wall shall be of a material appropriate to the architecture of

the Building. The use of interior courtyard loading areas shall be encouraged in the area between 34th and 40th Streets.

Required Lot Area

Minimum site size for all parcels within the M-1 zoning category in the City of Pinellas Park for which Light Industry and Office uses are permitted is 2.0 acres.

Minimum site size for all Office uses in the City of St. Petersburg's R-OP zoning shall be 2.0 acres.

Minimum site size for all Retail Commercial uses will be 1.0 acre.

Building Setback Requirements

A. Front Yard Setbacks

1. Building Setback Requirements on Arterial Streets

Gateway Boulevard (formerly Coventry Blvd.)
Corporate Drive
Grand Avenue

All Buildings shall be set back a distance of no less than fifty feet (50') from the back of the curb; said back of curb shall be the ownership line of each Lot abutting such streets.

See Illustration A attached hereto.

2. Building Setback Requirements on 28th St. and Frontage Rd.

All Buildings shall be set back a distance of no less than twenty feet (20') from the right-of-way line; said right-of-way line shall be the ownership line of each Lot abutting such streets.

See Illustration B attached hereto.

3. Building Setback Requirements on Collector Streets (including Research Drive):

All Buildings shall be set back a distance of no less than fifty feet (50') from the back of the curb; said back of curb shall be the ownership line of each Lot abutting such streets.

See Illustration C attached hereto.

4. Building Setback Requirements on Local Streets

4. Building Setback Requirements on Local Streets

All Buildings shall be set back a distance of no less than forty-three feet (43') from the back of the curb; said back of curb shall be the ownership line of each Lot abutting such streets.

See Illustration C attached hereto.

B. Side: Yard Setbacks

All Buildings shall be set back a distance of not less than fifteen feet (15') from each side lot line. All interior lot lines for a corner lot are considered side lot lines and all sides of a Building abutting a street will be considered as front yards.

C. Rear: Yard Setbacks

All Buildings shall be set back a distance of no less than ten feet (10') from each rear lot line. Where lots functionally abut residential uses, a thirty-five foot (35') building and parking rear setback must be provided; this 35' rear setback area shall contain no Building, parking lot or similar improvement, except for the Border Wall, utilities, landscaping and drainage facilities. In the Restricted Use Area, in addition to the thirty-five foot (35') set back required in the preceding sentence, there shall be an additional forty foot (40') building set back area; thus in the Restricted Use Area, there shall be no building located within the seventy-five foot (75') set back area and only parking, drainage, utility and landscaping improvements may be located within the additional forty foot (40') set back area. Nothing in this paragraph shall require a rear yard set back greater than thirty-five feet (35') from 40th Street.

D. Height Restrictions

For that portion of the Business Park within the Restricted Development Area, no Building shall be more than twenty feet (20') in height, plus parapet not to exceed five feet (5') in height as necessary to screen equipment, satellite dishes, etc. Within Sections LI-5 and LI-6 as described on Exhibit "B" of the Declaration, no Building shall be more than forty-eight feet (48') in height, plus parapet not to exceed five feet (5') in height as necessary to screen equipment, satellite dishes, etc. Within Sections C-1, H-1, LI-4, O-1, O-2, O-4 and O-5 as described on Exhibit "B" of the Declaration, no Building shall be more than seventy-two feet (72') in height, plus parapet not to exceed five feet (5') in height necessary to screen equipment, satellite dishes, etc. In Sections O-3 and H-2 as described on Exhibit "B" of the Declaration, Building height shall be determined by the applicable zoning regulations for the City of St. Petersburg.

Buffer Requirements

Landscaping: An easement of forty-three feet (43') from the back of curb of each public road located on the Property shall be reserved for landscaping, storm water management and utility areas, pedestrian circulation, signage, street furnishings and hardware. Each Lot is required to have additional landscaped areas as follows:

1. Along Lot lines:

   a. Seven and one-half feet (7.5') along each Lot line adjacent to other Lots.

      See Illustration D attached hereto.

   b. Thirty-five feet (35') where the Lot functionally abuts residential uses.

      See Illustration D attached hereto.

Border Wall: GCJV shall construct the Border Wall, a solid masonry wall, along the border of the property where Gateway Centre functionally abuts residential uses. The Developer shall use its best efforts to obtain permission from Florida Power Corporation ("FPC") to extend the Border Wall across FPC's right-of-way so as to connect the Border Wall from each side of the right-of-way; any gate required by FPC shall be of an opaque material. The Developer shall put a gate at the entrance of the maintenance easement for the drainage ditches, more particularly located at the intersection of the southern boundary of the Coventry Tract and 40th Street. The Border Wall shall be continuously maintained by the Association in a neat and attractive manner and no Owner shall affect the appearance of the Border Wall.

Where possible, the Border Wall will be constructed on the property line and in all cases shall be at least eight inches (8") wide and eight feet (8') in height from finish grade. In the event that because of natural or topographic features or the unwillingness of the adjacent property owner to grant a maintenance easement to allow the side of the Border Wall facing the adjacent property to be maintained by the Association, it is necessary for some portion of the Border Wall to be located within the Property, the Border Wall will be constructed within the Property and the non-exclusive use of the resulting area between the adjacent residential property and the Border Wall shall be granted to the owners of the adjacent residential property or their owners association in the form of a perpetual use easement. If there is a publicly maintained drainage ditch adjacent to the property line, the Border Wall shall be located within the property line a sufficient distance so as to accommodate a drainage or drainage maintenance area and the

non-exclusive use of such area outside of the Border Wall shall be granted to the public authority maintaining or operating the abutting drainage improvement. Such areas shall be deemed a Common Area, for purposes of maintenance by the Association.

The Border Wall shall be constructed in each area of the Property which functionally abuts residential property prior to the time any permits for Buildings are issued and shall be constructed, as to each such area, as soon as practical during the site development work in each such area so as to allow the Border Wall to be built in conjunction with the setting of the final grade elevation of the land in each such area.

Maximum Site Coverage

Maximum site coverage of the total land area of a Lot covered with impervious surface coverage shall not exceed seventy-five percent (75%) of any Lot.

Parking Areas

It is a requirement that all vehicular parking shall be contained within each Owner's Lot. All parking stalls adjacent to the forty-three foot (43') street landscape easement setback shall have concrete wheel stops or concrete upright curbs.

No parking shall be permitted on any street, lawn, median strip, public walkway, swale, berm or other unpaved area or at any place other than on the paved parking spaces provided for and described hereinbelow. Each Owner and occupant shall be responsible for compliance with the foregoing by its employees and visitors. Off-street parking shall be provided by each Owner and occupant for employees and visitors. The location, number and size of the parking spaces shall be in accordance with the Design Criteria and subject to approval by the Architectural Control Committee pursuant to Article 5 of the Declaration. The minimum standard shall be the total of the following:

a. Four (4) parking spaces for each one thousand (1000) square feet of gross floor area used for offices;
b. Two (2) parking spaces for each one thousand (1000) square feet of gross floor area used for warehouse purposes;
c. Three (3) parking spaces for each one thousand (1000) square feet of gross floor area used for light industrial purposes;
d. One (1) parking space per room plus two hundred (200) additional parking spaces used for hotel purposes;
e. Five (5) parking spaces for each one thousand (1000) square feet of gross floor area used for commercial purposes.

All off-street parking, access drives and loading areas shall be paved and properly graded to assure proper drainage. Proper visual screening, i.e., trees, earth mounding and other landscaping must be provided between any parking lot and the street. Except for the hotel and commercial areas, overnight outside parking of campers, mobile homes, trailers or motor homes is prohibited unless prior written approval is obtained from the Developer, its agents or the Association. If parking requirements increase as a result of the change in use or number of employees, additional off-street parking shall be provided to satisfy the intent of this article. If governmental zoning requirements are more stringent then the above minimum standards, then such zoning requirements shall become the minimum standard.

Where uses are mixed within a building, the appropriate parking ratios of each use will be applied.

All parking shall incorporate nine foot by eighteen foot (9' x 18') spaces or larger, unless approved by the Architectural Control Committee, in its sole discretion, but all such spaces shall comply with the City Code size requirements.

If a ninety degree (90°) parking pattern is used, all parking bays shall incorporate aisles between pairs of parking stalls of no less than twenty-four foot (24') widths if two-way, twelve foot (12') if one way; any angle parking pattern shall comply with the applicable City Code as to aisle width.

All parking bays shall be arranged in a logical, orderly manner incorporating a ninety degree (90°) parking pattern or angle parking.

Parking spaces of twelve foot by eighteen foot (12' x 18') shall be provided and reserved for handicapped use in close proximity to building entrances and curb cuts with ramps shall be provided adjacent to said spaces. The number and size of these spaces shall be determined by Florida Statutes, but in no case shall their number be less than two (2) per building. These spaces shall be identified as reserved for handicapped.

Parking areas shall include islands at the ends of paired parking bays and at the ends of single rows nine feet (9') wide and as deep as the combined parking space(s) plus median, if any.

Each parking bay shall have no more than ten (10) contiguous parking spaces without island. Parking lot median islands may be used instead of stall islands, subject to the review and approval of the Committee.

See Illustration E attached hereto.

Paving

All driveways and parking areas shall be paved in asphalt or standard poured concrete so as to conform to City Standards.

Pavement in building courtyard areas and walks to buildings shall be of a material appropriate to the architecture of the buildings, and shall at all times be of a material other than asphalt or standard poured concrete. Acceptable paving materials include, but shall not be limited to, brick pavers, unit cast pavers, tile, wood, exposed aggregate concrete, stamped or patterned concrete, or porous pavers.

Storm Water Retention

Each Lot shall be developed to maximize the amount of storm water runoff which is percolated into the soil and to minimize direct overland flow into adjoining streets and water courses. Specific guidelines are as follows:

1. Treatment of Storm Water Runoff: Drainage facilities shall include design features for the removal of oils, suspended solids, and other regulated substances within the storm water runoff from the site, meeting established water runoff requirements and standards imposed by the State of Florida, Department of Environmental Regulation ("DER"), The South West Florida Water Management District ("SWFWMD"), and other applicable governmental authorities.

2. Storm Water Runoff Control: All drainage facilities within the Lot shall be designed for the purpose of controlling the off-site runoff from a 25-year, 24-hour storm event ("Design Year Storm") to the limits of predevelopment flow, as required by the requirements and standards imposed by SWFWMD, the Pinellas Park Water Management District and other applicable governmental agencies.

3. Storm Water Runoff - Pervious Areas: On-site runoff from pervious areas shall be allowed to percolate into the ground to the extent the ground can handle the runoff. When pervious areas are within two hundred feet (200') of a lake, then grass swales or other acceptable means shall be provided to minimize direct storm water runoff into the lake and allow the runoff to percolate into the ground.

4. Storm Water Runoff - Impervious Areas: On-site storm water runoff from impervious area up to and including the Design Year Storm shall be retained on site through the use of percolation ponds, artificial seepage basins, filtered recharge wells, bottomless inlets, or perforated pipe, or other methods approved by DER and/or SWFWMD.

5. The combined storm water runoff from the impervious and pervious areas which exceeds the capacity of the ground to percolate the Design Year Storm shall be diverted into detention areas and discharged at predevelopment rate.

6. Positive overflows shall be provided from all detention areas for the purpose of handling storm water runoff which exceeds the Design Year Storm.

7. Adequate area shall be provided on the Lot for the adequate collection, percolation, detention, and outfall of stormwater runoff. These areas shall be provided for and landscaped by the Owner.

8. No Lot shall be increased in land area by filling in any lake, pond, drainage and/or retention area within the Lot unless specifically authorized by the Association. The Committee, in its sole discretion and upon such conditions as it deems necessary to assure the proper functions of the storm water facilities may permit an Owner to construct an Improvement over such lake, pond, drainage and/or retention area in accordance with approved methods.

9. Any ponds, swales or other detention or retention areas ("Ponds") constructed by GCJV or the Gateway Centre Development District within the Property shall be part of the Property's drainage facilities. In no event may Owners or occupants of Lots or members of the public use such Ponds for fishing, irrigation, swimming, bathing, boating or other recreational purposes without prior approval of the Association.

Erosion Controls

Development of Gateway Centre will comply with local regulations governing soil erosion. Measures typically used to prevent or retard erosion include: utilization of areas not well suited for development for open space and recreation; phasing construction of the development to limit soil disturbance to relatively small tracts; retaining natural vegetation to the fullest extent possible; application of chemical stabilizers, if necessary; protecting cleared areas by seeding and mulching and establishing low maintenance and native plant species; establishing sediment basins and siltation barriers during construction.

Landscaping

A. Landscaping continuity

Because a wide variety of architectural design is permitted, it is necessary that the landscaping approach be kept consistent in order to maintain overall visual continuity throughout Gateway Centre.

All open unexposed space, including, but not limited to, front setback areas from the back of curb, as well as side and rear setback areas shall be planted and landscaped according to an approved plan by the Architectural Control Committee.

In all areas the intended landscape character is to be achieved primarily through preservation of existing vegetation, both trees and understory shrub material. Understory vegetation may be selectively cleared to provide view corridors to buildings and other site feature areas. Natural ground cover, including pine needles, may be used where appropriate.

To reinforce the forest character, new plant material is to be added to repair and restore areas disturbed by construction, and to fill gaps across the street frontage.

Parcel Entries: Parcel Entries shall include graphic statement and landscaping (see Signage). Visibility easements may be required of parcels adjacent to the entries to insure adequate visibility triangle (see illustration below).

See Illustration F attached hereto.

Parcel entry roads and the five foot (5') pedestrian circulation system shall meander through existing tree groves in order to save existing trees.

B. Parkway Landscaping & Responsibility

Trees and shrubbery placed in the parkway median, where median exists, and forty-three foot (43') landscape easement shall be referred to as "Parkway Landscaping."

GCJV or its assigns or the Gateway Centre Development District will be responsible for installation and maintenance of median landscaping (where median exists) and Primary Landscaping within the forty-three foot (43') Landscape easement, which Primary Landscaping shall extend from back of curb to eighteen feet, six inches (18'6"), into said easement. The remaining twenty-four feet, six inches (24'6"), within the forty-three foot (43') landscape easement shall hereinafter be referred to as Secondary Landscaping and shall be the responsibility of the Owner of each Lot.

Primary Landscaping shall include, but not be limited to, interim drainage swales, berms and mounding of dirt, pedestrian walkways, retaining walls, street lighting, lawn, and primary landscape trees and understory planting.

See Illustration G attached hereto.

Secondary Landscaping shall include, but not be limited to, additional drainage, pedestrian walkways, berms and mounding of

dirt, final drainage swales, retaining wall, pathway lighting, lawn, and secondary landscape trees and understory plantings.

See Illustration G attached hereto.

Where existing landscaping is already in place along the parkway, plantings will be improved and coincide with the general species of trees and plantings in the area.

The general concept along these Arterial, Collector, and Local streets is to create continuous undulating grass berms planted with groves of trees for the purpose of creating a definitive statement, screening of parking areas and enhancing the architecture of the Buildings.

Each Lot Owner has sole responsibility for landscaping all areas of its Lot except for the first eighteen feet, six inches (18'6") from the back of the curb. In the remaining twenty-four feet, six inches (24'6") of the forty-three foot (43') landscape easement, there shall be berming and mounding of dirt planted with St. Augustine turf of a variety approved by the Committee. Maximum height of the berm shall be three feet (3') and a maximum slope of 3 to 1.

The berm shall be undulating so as to stimulate interest and allow visual access to the buildings. Where natural landscaping exists, the Lot Owner shall have the ability to vary the berm to conform with the natural features of the land.

Where existing landscaping is not in place, trees shall be planted and shall conform with the grading and drainage criteria.

The designated Primary Landscaping tree shall be one of the four species shown as "Street Trees" below with a minimum size of 1-1/2 inch caliper, planted at an average distance of thirty feet (30').

The designated Secondary Landscaping tree shall be one of the four species shown as "Street Trees" below with a minimum size of 1 inch caliper, planted at an average distance of thirty feet (30').

Where Primary Landscaping trees front a drainage or water retention lake in either landscape zone the street shall be planted informally. The planting scheme shall be a loose enough arrangement to allow views to the lake from the roadway.

C. Border Wall Landscaping

Trees and shrubbery placed within thirty-five feet (35') of the Border Wall shall be referred to as "Wall Landscaping."

Maintenance of the Wall Landscaping shall be the responsibility of the Lot Owner, except where such Wall Landscaping abuts Research Drive, which will be the responsibility of the Association. The Developer has the responsibility of planting the Wall Landscaping with one of the four species known as "Street Trees" listed below with a minimum height of twelve feet (12') planted at an average distance of twelve and one-half foot (12½') centers in a staggered pattern such trees shall be planted after a Building is completed on the parcel.

It is the responsibility of the Association to maintain and repair the Border Wall.

A minimum development setback from back of curb is required on all parcels. This setback shall be landscaped in accordance with the Master Landscape Development Plan, or as modified by the Architectural Review Committee.

D. Lake Edge and Swale Landscaping

Lakes are intended to provide visual amenity as well as water conservation. As part of the community open space system, lake edges are to be bounded with pedestrian paths wherever feasible and easements for the benefit of all Owners and occupants granted.

Generally lake edges are to be treated with a soft landscape edge with informal tree planting. Normally no Building will be allowed within twenty-five feet (25') of the lake edge. However, in certain circumstances, a hard edge or approved bulkhead may be a more appropriate shoreline and in special cases with Architectural Control Committee's authorization, a Building may be placed at the water's edge or even overhang the water.

Where swales are used in linear areas for drainage and water retention instead of lakes, a similar informal landscape character is recommended.

E. Miscellaneous

Unit 7 Landscaping: The landscaping requirements between Gateway Blvd. and the southern property line of Unit 7 of Mainlands of Tamarac (Unit 7) shall be doubled. Unless otherwise agreed to in writing by GCJV and Mainlands Construction Co., Inc., a Florida corporation: (i) if permitted by Florida Department of Transportation ("FDOT"), the intersection with U.S. Highway 19 shall be moved southerly so that Gateway Boulevard will not be closer than thirty feet (30') from the southern boundary of said Unit 7, or such lesser distance as may be permitted by FDOT if 30 feet is not permitted; or (ii) if such realignment to a distance of 30 feet is not permitted by FDOT, then Gateway Boulevard shall

be realigned south of the southern boundary line of said Unit 7 so that it includes a reverse curve of the same radius as the curve which is now planned west of Unit 7.

Side Yard Landscaping: Typical side yard Landscaping shall consist of accent framing or screening, depending on specific circumstances.

Truck Access: Landscaping for side or rear yards used for truck access shall consist of informal tree planting of approved species. A seven foot (7') screen on the property line, and three foot (3') shrubs of approved species and/or mounding shall be provided to screen such access.

In the event that one Lot is developed prior to the development of the adjacent Lot, the initial Lot Owner shall:

Sod or otherwise landscape the seven and one-half foot (7.5') buffer area and maintain said area until such time as adjacent development occurs. At or before such time as a site development plan for the adjacent parcel is submitted, the aforementioned initial owner and the owner of the adjacent parcel shall between themselves, prepare a site development plan delineating the adjoining buffer areas. Should said areas be developed as a common entry between the adjoining parcels, the requirements for berm or hedge shall be waived, and the area shall be landscaped as a parking lot median. The cost shall be shared on an equitable basis between the two Owners.

Canal or lakefront side or rear yards shall have a minimum ten foot (10') landscape zone.

Landscape Mounding: Where mounding or earth contouring is required, smooth transitions with soft natural forms are desired. Trees are not to be planted directly on top of mounds.

Mounding can be an extremely effective tool to provide partial screening of parking lots and is encouraged.

Acceptable Plant Material

For the purpose of unity in design, the following plant lists shall form the basis of landscape design. Plant material used in conformance with provisions of this section shall equal the standards for Florida No. 1 as given in "Grades and Standards for Nursery Plants," Part I, 1963 and Part II, State of Florida Department of Agriculture, and any amendments thereto. Plant materials permitted have been selected for harmony, interest in structure, texture, color and ultimate growth. Acceptable plant varieties for specific uses are as follows: