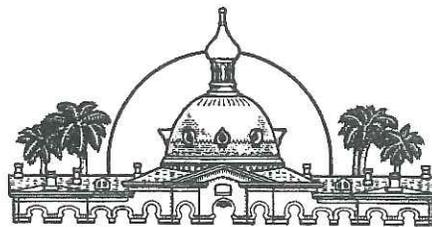


#170



Hillsborough County Florida

Office of the County Administrator
Michael S. Merrill

BOARD OF COUNTY COMMISSIONERS

Kevin Beckner
Victor D. Crist
Ken Hagan
Al Higginbotham
Lesley "Les" Miller, Jr.
Sandra L. Murman
Mark Sharpe

CHIEF ADMINISTRATIVE OFFICER
Helene Marks

CHIEF FINANCIAL ADMINISTRATOR
Bonnie M. Wise

DEPUTY COUNTY ADMINISTRATORS
Lucia E. Garsys
Sharon D. Subadan

May 2, 2013

Scott I. Steady
Burr Forman LLP
One Tampa City Center, Suite 3200
201 North Franklin Street
Tampa, FL 33602

RE: Westfield Citrus Park Mall, Development of Regional Impact #170
Build Out and Expiration Date Extensions Pursuant to Section 252.363, F.S and Executive Orders 12-140, 12-192, and 12-199

Dear Mr. Steady:

We have received your letter notifying the County that you intend to utilize the provisions of Section 252.363, F.S and Executive Orders 12-140, 12-192, and 12-199 to extend the build out date and the development order (DO) expiration date of the Westfield Citrus Park Mall DRI.

On October 7, 2011 the County acknowledged that pursuant to HB 7207, the project's build out date was extended by four (4) years to December 31, 2017 and the DO's expiration date was also extended by four (4) years to December 31, 2019.

On April 4, 2012 the County acknowledged that the project's build out date was further extended to November 21, 2018 and the DO's expiration date was extended to November 20, 2020 pursuant to Section 252.363, Florida Statutes and Executive Order Numbers 11-128, 11-172 and 11-202.

The Florida Department of Economic Opportunity has indicated that the cumulative extension period associated with Executive Orders for both Tropical Storm Debby and Tropical Storm Isaac, is one year plus one hundred and twenty (120) days. Pursuant to the present notification, the project's build out date is further extended to March 19, 2020 and the DO's expiration date is extended to March 14, 2022.

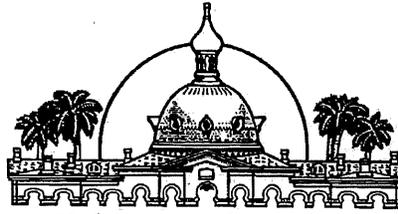
If you have any questions, please call me at 813.276.8393.

Sincerely,

John E. Healey, AICP

cc: John Meyer, Tampa Bay Regional Planning Council (via e-mail)
Nancy Takemori (via e-mail)

#170



Hillsborough County
Florida

Office of the County Administrator
Michael S. Merrill

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DEPUTY COUNTY ADMINISTRATORS
Lucia E. Garsys
Sharon D. Subadan

April 4, 2012

Scott I. Steady
Williams Schifino
One Tampa City Center, Suite 3200
Tampa, FL 33602-

RE: Westfield Citrus Park Mall, Development of Regional Impact #170
Notice of Tolling and Extensions Pursuant Section 252.363, Florida Statutes and Executive
Order Numbers 11-128, 11-172 and 11-202
Build Out and Expiration Date Extensions

Dear Mr. Steady:

We have received your letter notifying the County that you intend to utilize the provisions of Section 252.363, Florida Statutes and Executive Order Numbers 11-128, 11-172 and 11-202 to extend the build out and expiration dates of the Westfield Citrus Park Mall DRI Development Order (DO).

On October 7, 2011 the County acknowledged that, pursuant to HB 7207, the project's build out date was extended by four (4) years to December 31, 2017 and the DO's expiration date was also extended by four (4) years to December 31, 2019.

Based upon the above cited Executive Orders, the County acknowledges the project's build out date is further extended to November 21, 2018 and the DO's expiration date is extended to November 20, 2020.

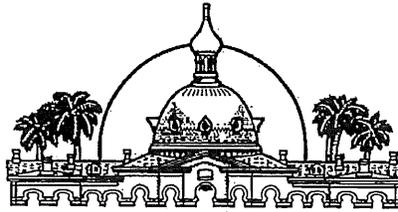
If you have any questions, please call me at 813.276.8393.

Sincerely,

John E. Healey, AICP

cc: John Meyer, Tampa Bay Regional Planning Council (via e-mail)
Nancy Takemori (via e-mail)

#170



Hillsborough County
Florida

Office of the County Administrator
Michael S. Merrill

BOARD OF COUNTY COMMISSIONERS

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Helene Marks

CHIEF FINANCIAL ADMINISTRATOR
Bonnie M. Wise

DEPUTY COUNTY ADMINISTRATORS
Lucia E. Garsys
Sharon D. Subadan

October 7, 2011

Mr. Scott I. Steady
Williams Schifino
One Tampa City Center, Suite 3200
Tampa, FL 33602-

RE: Westfield Citrus Park Mall, Development of Regional Impact #170
HB 7207 Build Out Date Extension

Dear Mr. Steady:

We have received your letter notifying the County that you intend to utilize the provisions of House Bill (HB) 7207 to extend the build out and expiration dates of the Westfield Citrus Park Mall DRI Development Order (DO) by four (4) years.

The Westfield Citrus Park Mall DRI is a single-phase project with a current build out date of December 31, 2013 and an expiration date of December 31, 2015.

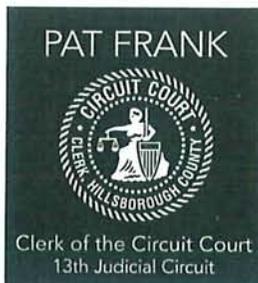
Pursuant to HB 7207 the project's build out date is extended by four (4) years to December 31, 2017 and the DO's expiration date is also extended by four (4) years to December 31, 2019.

If you have any questions, please call me at 813.276.8393.

Sincerely,

John E. Healey, AICP

cc: John Meyer, Tampa Bay Regional Planning Council (via e-mail)
Nancy Takemori (via e-mail)



March 24, 2008

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

Re: Resolution No. R08-035 – Amending and Restating Development Order for Westfield Citrus
Park Mall (DRI #170)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough
County Board of County Commissioners on February 26, 2008.

We are providing this original for your files.

Sincerely,

Beverly Anne Miller for
Gail M. Letzring,
Manager, BOCC Records

md

Certified Mail Receipt # 7003 3110 0004 4684 6517

Attachment

Cc: Board files (orig.)
Charles Gauthier, Chief, DCA Bureau of State Planning (orig. ltr.)
Scott I. Steady, Esq., Williams Schifino Mangione & Steady P.A. (orig. ltr.)
Nancy Y. Takemori, Assistant County Attorney
John Healey, Senior Planner, Planning and Growth Management
Sandra Davidson, County Attorney's Office
Christopher Weiss, Property Appraiser's Office
Mary Mahoney, Management and Budget

RESOLUTION NO. R08-035

**A RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS, HILLSBOROUGH COUNTY, FLORIDA
AMENDING AND RESTATING THE DEVELOPMENT ORDER
FOR WESTFIELD CITRUS PARK MALL, DRI#170**

Upon motion of Commissioner Ferlita, seconded by Commissioner Norman, the following Resolution was adopted by vote of 7 to 0, with Commissioner(s) _____ voting "No."

WHEREAS, on November 15, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0283 for the Westfield Citrus Park Mall Development of Regional Impact, hereinafter referred to as WCPM; and

WHEREAS, the DCA and TBRPC subsequently filed an appeal of the WCPM Development Order with the Florida Land and Water Adjudicatory Commission ("FLWAC"), FLWAC Case NO. 89-4, primarily based upon provisions set forth in the Development Order; and

WHEREAS, DCA, TBRPC, and the Developer entered into a Stipulated Settlement Agreement, settling FLWAC Case No. 89-4, which in order to implement said Agreement required amendment to Resolution No. 88-0283 in accordance with the terms and conditions set forth in said settlement agreement; and

WHEREAS, pursuant thereto, on February 28, 1989, the Board of County Commissioners adopted Resolution R89-0041 and amending Resolution No. R88-0283 in accordance with the terms and conditions of the settlement agreement; and

WHEREAS, the Developer filed a Notice of Proposed Change pursuant to Section 380.06(19) on October 26, 1989, seeking to add 90,000 gross square feet of Regional Commercial, and 15.27 acres M.O.L. to the WCPM; and

WHEREAS, on January 24, 1990, the Board of County Commissioners adopted Resolution R90-0020 amending Resolution Nos. R88-0283 and R89-0041; and

WHEREAS, the Developer filed a Notice of Proposed Change pursuant to Section 380.06(19) on June 9, 1994, seeking to consolidate the two phase project to a one phase project, extend the project buildout date to December 30, 2002, incorporate a 5.49 acre M.O.L. parcel into the project's stormwater management system, extend the completion date of the associated road improvements to December 31, 1999, and revise the financing of the associated road improvements; and

WHEREAS, on January 24, 1995, the Board of County Commissioners adopted Resolution 95-0024 amending Resolution Nos. R88-0283; R89-0041; and R90-0020; and

WHEREAS, the Developer filed a Notice of Proposed Changed pursuant to Section 380.06(19) on December 20, 1996, seeking to clarify that theater use is allowable at any retail location and provide an equivalency matrix for the exchange of theater seats for retail square footage; and

WHEREAS, on February 25, 1997, the Board of County Commissioners adopted Resolution R97-069 amending Resolution Nos. R88-0283; R89-0041; R90-0020; and R95-024; and

WHEREAS, the Developer filed a Notice of Proposed Change pursuant to Section 380.06(19) on May 18, 2005, seeking to extend the Effective Date to December 31, 2015, extend the Project Buildout Date to December 31, 2010, amend the name of the project and update other provisions; and

WHEREAS, on December 13, 2005, the Board of County Commissioners adopted Resolution R05-288 amending Resolution Nos. R88-0283; R89-0041; R90-0020; R95-024; and R97-069.

WHEREAS, the Developer filed a Notice of Proposed Changes pursuant to Section 380.06(19)(c) on November 28, 2007 seeking to extend the Project Buildout Date to December 31, 2013, replace the authorized agent, and amend the Development Schedule to reflect the previous conversion of some Office Development to Movie Theater Seats.

WHEREAS, the Developer's Affidavit, attached hereto as Exhibit "A," affirms that copies of the NOPC have been delivered to all persons as required by law.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING ASSEMBLED THIS 26TH DAY OF FEBRUARY, 2008 AS FOLLOWS:

I. FINDINGS OF FACT

- A. Citrus Park Venture, hereinafter referred to as "Developer", submitted to Hillsborough County, Florida, an Application for Development Approval and Sufficiency Responses which are attached hereto and marked "Composite Exhibit A" (attached to the original Resolution) and incorporated herein by reference. Hereinafter, the word "Application" shall refer to the Application for Development Approval, Sufficiency Responses and other exhibits duly submitted and recorded.
- B. The real property which is the subject of the Application is legally described as set forth in Exhibit B.
- C. The Authorized Agent of the Developer is John Pattillo, Westfield Corporation, Inc., 2730 Univesity Boulevard West, Suite LL4, Wheaton, MD 20902.

- D. The proposed development is not an Area of Critical State Concern as designated pursuant to Section 380.05, Florida Statutes.
- E. All development shall occur in accordance with this Development Order and Application.
- F. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City-County Planning Commission, and the Tampa Bay Regional Planning council and other affected agencies.
- G. Pursuant to applicable rules of the Department of Community Affairs and the Tampa Bay Regional Planning Council, the Proportionate Share Amount has been calculated as \$1,600,000 for the first 350,000 square feet of the project and \$5,414,711 for the entire project. For the NOPC filed in 2005 the Revised Proportionate Share Amount has been calculated as \$13,397,696 for the entire project.
- H. A review of the impacts of this Notice of Proposed Change has ben conducted by Hillsborough County, the Tampa Bay Regional Planning Council and the Florida Department of Community Affairs and other participating agencies.

II. CONCLUSIONS OF LAW

- A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the Application as set forth in composite Exhibit A (attached to the original Resolution), the reports, recommendations and testimony heard and considered by the Zoning Hearing master, it is concluded that:
 - 1. The development will not unreasonably interfere with the achievement of the objectives of the Plan applicable to the area.
 - 2. The development is consistent with local land development regulations.
 - 3. The development is consistent with the report and recommendation of the Tampa Bay Regional Planning Council.
- B. In considering whether the development should be approved subject to conditions, restrictions, and limitations, Hillsborough County has considered the criteria stated in subsection 380.06(14), Florida Statutes.
- C. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other

participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Development order and the Application.

- D. The Application for Development Approval is approved subject to all terms and conditions of this Development Order.
- E. The Land Use Plan Map for Hillsborough County designates the area within which this land lies as Regional Commercial.
- F. The following conclusions of law are made for the NOPC filed in 2007:
 - 1. The amendment of the Development Order does not involve a change to a previously approved DRI constituting a substantial deviation under Section 380.06(19), Florida Statutes.
 - 2. All applicable statutory procedures have been adhered to.
 - 3. The Westfield Citrus Park Mall Development Order, as amended hereby, is consistent with the Future of Hillsborough County Comprehensive Plan and development in accordance with this Development Order, as amended, will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.
- G. The Developer's Certification affirming that copies of the Notice of change have been delivered to all persons as required by law, is incorporated herein.
- H. Within thirty (30) days after adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council and Citrus Park Venture.
- I. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.

III. GENERAL PROVISIONS

- A. This resolution shall constitute the Development Order of Hillsborough County in response to the Application for Development Approval for the Westfield Citrus Park Mall Development of Regional Impact.

- B. The legal description set forth in Exhibit B is hereby incorporated into and by reference made a part of, this Development Order. A copy of Map "H" is attached as Exhibit "C".
- C. All provisions contained within the Application and Sufficiency Responses marked "Composite Exhibit A" (attached to the original Resolution) shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.
- D. The definitions contained in Chapter 380, Florida Statutes shall govern and apply to this Development Order.
- E. This Development Order shall be binding upon the Developer and his heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to include any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of government or governmental agency.
- F. In the event that any portion or section of this Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Development order which shall remain in full force and effect.
- G. Whenever this Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected governmental agencies and departments as are or may be designated by the Board of County Commissioners of Hillsborough County to review developments set forth under applicable laws and rules governing Developments of Regional Impact.
- H. In each instance in this Development Order where the Developer is responsible for ongoing maintenance of facilities at Westfield Citrus Park Mall, the Developer may transfer any or all of his responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, and/or other agencies having jurisdiction,; concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.

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

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

- K. The Developer shall file an annual report in accordance with Section 380.06(18) Florida Statutes as amended, and appropriate rules and regulations. The report shall be submitted on Florida Department of Community Affairs Forms BLWM-07-85 as amended. Such report shall be due on the anniversary of the date of adoption of this Development order for each following year until and including such time as all terms and conditions of this Development order are satisfied. Such report shall be submitted to the Planning and Zoning Department which shall, after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners' hearing wherein such report is to be reviewed. The receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Development Order. This report shall contain:
 - 1. The information required by the State Land Planning Agency to be included in the Annual Report, which information is described in the Rules and Regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and
 - 2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following the submittal of the annual report; and

3. A statement listing all Applications for Incremental Review required pursuant to this Development Order or other applicable local-regulations which the Developer proposes to submit during the year immediately following submittal of the annual report; and
 4. A statement setting forth the name(s) and address(es) of any heir, assignee or successor in interest to this Development Order.
 5. A statement describing how the Developer has complied with each term and condition of this Development Order applicable when the Annual Report was prepared.
- B. The provisions of this Development Order shall not be construed as a waiver of or exception to any rule, regulation or ordinance of Hillsborough County, its agencies and commissions, and to the extent that further review is provided for in this Development Order or required by Hillsborough County, said review shall be subject to all applicable rules, regulations and ordinances in effect at the time of the review.
- C. This Development Order shall take effect upon the date of transmittal to the parties specified in subsection 380.07(2), Florida Statutes, as amended.

IV. SPECIFIC CONDITIONS

A. Development Schedule and Deadlines

1. The development of the project shall have the following entitlement with a buildout date of December 31, 2013.

Any specific activity wherein permits have been approved by the County prior to the buildout date of this Order may be completed so long as construction authorized by the permits has commenced and is continuing in good faith and the total project is substantially completed by the buildout date.

Years	Office Development	Regional Commercial	Other Commercial	Movie Seats
1988-2013	112,709*	1,480,000*	417,100*	3,642 seats

* Square footage is expressed as gross leaseable area.

Movie Theater use is specifically approved at any location on the site plan where retail uses are approved. The number of theater seats to be

developed shall be counted against retail square footage entitlement as follows:

Change From: Change To:	Regional Commercial	Ancillary Commercial	Community Commercial	Office
Movie Theater	45.867 seats/ksf	58.178 seats/ksf	58.089 seats/ksf	29.600 seats/ksf

The maximum number of theater seats which may be created through the trade-off of commercial square footage is 5,000 seats.

At such time as the Developer elects to trade-off commercial square footage for theater seats written notice shall be provided by the Florida Department of Community Affairs, the Tampa Bay Regional Planning Council and the Hillsborough County Planning and Growth Management Department. The notice shall specify the reduction in commercial square footage and the number of theater seats to be constructed. Utilization of the trade-off provision shall also be reported in the Annual Report.

2. If the Developer elects to amend the proposed development schedule, he shall submit said amendments to the County for review and approval as required by law, which approval shall not be withheld if the terms of this Order are otherwise fully complied with. Any significant departure in project buildout from the development schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.
3. This Development Order shall remain in effect for a period up to and including December 31, 2015. No development shall be approved after expiration of the Development Order. Any development activity for which plans have been submitted to the County for its review and approval at least 90 days prior to the expiration date of this Development Order may be completed in accordance with the requirements of the Development Order. This Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty days prior to the expiration date of this Order.
4. The development shall not be subject to down-zoning, or intensity reduction until December 31, 2015, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development

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

5. Physical development at the project site has commenced. For purposes of this paragraph, "physical development" shall mean commencement of site preparation and horizontal infrastructure.
6. No commercial buildings, or parking related to the commercial development shall be located on the 5.49 acre M.O.L. parcel identified in the revised legal description as the T.E.C.O. Right-of-Way (to be vacated) located generally at the southwest corner of the project. Use of the 5.49 acre M.O.L. parcel as part of the stormwater system is permitted to increase the capacity of such system to provide an alternative to acquisition of land to be used as stormwater facilities for the expanded road network.

B. Transportation [See Footnote ¹ below]

1. When Certificates of Occupancy have been issued for 80 percent of the project (or the equivalent thereof in terms of trip generation) an annual monitoring program to provide peak-hour traffic counts at the project entrance shall be instituted to verify that the number of external trips estimated in the ADA for the Project are not exceeded. Counts will continue on an annual basis through buildout. This information shall be supplied in the required annual report. If the annual report indicates that the total trips exceed volumes projected in the ADA for the Project by more than 15 percent, the County shall conduct a substantial deviation determination pursuant to Subsection 380.06(19), Fla. Stat. If the exceedance is determined to be a substantial deviation, the revised transportation analysis required pursuant to Subsection 380.06(19), Fla. Stats. will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.
2. The Developer or its assigns shall submit a Transportation Systems Management (TSM) Plan for approval to Hillsborough County and for review to the FDOT, the Hillsborough Metropolitan Planning Organization (MPO), HART and TBRPC. The TSM program shall be

¹ Transportation impacts have been mitigated pursuant to Option 3. The following Improvements have been constructed: 1) Gunn Highway from Sheldon Road to Lynn Turner Road as a four-lane divided roadway; 2) Sheldon Road from Linebaugh Avenue to Paglen Road as a four-lane divided roadway; 3) Sheldon Road from Paglen Road to Gunn Highway as a six-lane divided roadway; 4) Paglen Road from Sheldon Road to Gunn Highway as a four-lane realigned roadway.

designed to include, but not be limited to, the following policies and objectives set forth in the Florida Transportation Plan:

- Increase urban area peak hour automobile occupancy rates by 10% by 1995 through expanded ridesharing efforts.
 - Increase peak hour occupancy rates for transit and other high occupancy vehicles by 20% by 1995.
3. Prior to issuance of Certificates of Occupancy the developer shall agree, in writing, to provide the Hillsborough Area Regional Transit Authority (HART) with reasonably located and dimensioned free access and pick-up and drop-off points within the project boundaries. The developer shall provide a location on site for a transfer facility for Hartline bus service if reasonably required and if feasible. Access to and internal road geometrics for the pick-up and drop-off points shall accommodate a 96 inch wide by forty (40) foot long advance design coach. The developer shall provide a reasonably located transit schedule information display. The display location and specifications as well as locations of pick-up and drop-off points shall be reviewed by HART prior to commercial site plan approval and any disputes as to the appropriate location shall be resolved by the Board of County Commissioners.
4. The Developer may elect to develop and operate 350,000 gross square feet of Community commercial and General Commercial uses on the DRI site south of Sheldon Road, subject to the following conditions:

Pursuant to TBRPC Policy 19.8.14, the Developer shall fund, design and construct the following transportation improvements.

- a. The Developer shall make geometric improvements and install a traffic signal, when warranted, at the intersection of Gunn, Ehrlich and Walsh in accordance with design plans prepared by Hillsborough County.
- b. The Developer shall reconstruct the intersection of Gunn Highway and Sheldon Road to the ultimate cross-section needed to accommodate project traffic at full build out of the Mall.

Pursuant to Rule 9J2-0255 F.A.C., as interpreted in accordance with TBRPC policies regarding pipeline mitigation, the Developer's proportionate share of the cost of transportation improvements necessary to accommodate the impacts of the initial 350,000 square feet has been calculated to be \$1,600,000. The estimated costs of the improvements listed above meet or exceed

the dollar amount cited above. In addition to the improvements listed above the Developer shall also fund, design, and construct the following transportation improvements.

- (1) The Developer shall be responsible for all site access improvements necessary to provide Level of Service (LOS) D or better operation at each site access during the p.m. peak hour. If traffic signals are warranted, the installation of the traffic signals shall be the responsibility of the Developer.
- (2) The Developer shall make geometric improvements and install a traffic signal with appropriate coordination to adjacent traffic signals at the intersection of Sheldon Road and Linebaugh Avenue. The specific improvement shall include the addition of a southbound left turn lane, northbound right turn lane and the installation of a traffic signal. The design shall be reviewed and approved by Hillsborough County.

Physical construction of all improvements shall begin prior to the issuance of any building permits and all improvements shall be completed prior to the issuance of any certificates of occupancy. In the event the Developer elects to proceed with this initial sub-phase he shall notify the County in writing of said election. If the Developer does not elect to construct this 350,000 square foot neighborhood commercial shopping center in advance of the balance of the development the Developer shall have no obligation to satisfy the conditions of Paragraph IV B.4. but instead shall mitigate in accordance with one of the three options listed below.

5. The Developer, at his option may mitigate the impacts of the Project on the regionally significant roadway system through one of three options set forth below. Compliance with the provisions of any of the options described below have been deemed to make adequate provision for the public transportation facilities necessary to accommodate the impacts attributable to the Project on regionally significant roadway network consistent with Florida Law and rules and policies of the Department of Community Affairs (DCA) and the Tampa Bay Regional Planning Council. (TBRPC). No Certificates of Occupancy beyond the sub-phase indicated in B.4. above may be issued until the requirements of one of the Options has been complied with to the extent required for the increment of development approved.

- a. Option 1: Funding Commitments

- (1) Development of Phase 1 of the Project shall require verification that funding commitments from responsible entities have been made for improvements to the regional transportation network where development approved pursuant to this Development Order is expected to have a significant adverse impact at one or more of the locations identified in Tables 1 and 2.

- (2) The Developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour, and on a daily basis. The monitoring program will be started the project is 50 percent complete and will continue until build-out. If the traffic volumes exceed those projected in the Application, as revised, a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.
 - (a) All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above it will be included in the previous annual report submitted prior to the anticipated exceedance.

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

- (3) The Developer may sub-phase the project when such sub-phasing identifies and ties specific amounts of project development to specific regional roadway improvements.

Such sub-phasing shall be acceptable under the following conditions:

- (a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and
 - (b) Funding commitments for the indicated roadway improvements will be required when the regional roadway operates below peak hour LOS D and the development contributes 5% or more of the existing LOS D peak hour capacity of the facility.
 - (c) A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner.
- (4) In the event future roadways, to which traffic from this project has been assigned, are not built as assumed in the methodology used for this analysis, a new analysis and traffic reassignment shall be required as appropriate.

b. Option 2

The capacity and loading of transportation facilities within the Westfield Citrus Park Mall transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors to construction of the Project. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area MPO, the FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, as amended, with updated current traffic counts on the above roadways and projections of traffic volumes that will result from the completion of the currently approved project construction plus that to be generated by the next portion of project development which the Developer is seeking to construct. Each updated traffic analysis shall verify the findings of the traffic analysis presented in the ADA or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways referenced in Option 1 at a satisfactory Level of Service, peak hour Level of Service D. Both

the traffic count and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices and the methodology determined at a traffic methodology meeting of all appropriate agencies. Prior to any construction, the County or, its designee shall ensure in written findings of fact that the above roadways will operate at or above a peak hour Level of Service D at the time of completion of such construction.

TRAFFIC TABLE 1. Link Improvements Needed for 2002

Roadway Link	1995 Daily LOS with Project	Project Traffic as a % of LOS D Peak Hour Capacity	Required Improvement
Gunn Highway	F	13.7	Four-lane Gunn from Paglen to 800 ft. north of Hutchinson
Gunn Highway	F	5.7	Four-lane Gunn from Ehrlich to site entrance
Gunn Highway	F	169.4	Six-lane Gunn from Sheldon to Veterans Expressway
Gunn Highway	F	56.5	Four-lane Gunn from Veterans Expressway to Henderson
Gunn Highway	F	53.6	Four-lane Gunn from Henderson to Lynn-Turner
Gunn Highway	F	18.5	Four-lane Gunn from Lynn-Turner to 800 ft. west of Linebaugh Avenue
Busch Blvd.	F	10.6	Six-lane enhance Busch from 800 ft. east of Dale Mabry to 800 ft. east of Armenia Avenue
Sheldon Road	F	150.2	Six-lane Sheldon from Gunn to mall main entrance
Sheldon Road	F	72.8	Four-lane Sheldon from site entrance to Paglen
Sheldon Road	F	59.1	Four-lane Sheldon from Paglen to Westchase
Sheldon Road	F	45.5	Four-lane Sheldon from Westchase to Linebaugh
Sheldon Road	F	18.3	Four-lane Sheldon from Linebaugh to Waters
Sheldon Road	E	9.1	Four-lane Sheldon from Waters to Old Memorial
Anderson Road	F	5.7	Four-lane Anderson from Waters to Hillsborough
Veterans Expressway	E	8.9	Six-lane Expressway from Linebaugh to Waters
Veterans Expressway	E	7.1	Six-lane Expressway from Waters to Hillsborough

TRAFFIC TABLE 2. Intersection Improvements Needed for 2002

Intersection	1991 Daily LOS with Project	Project Traffic as a % of LOS D Peak Hour Capacity	Required Improvement
Anderson Road @ Waters Avenue	F	9.0	Eight-lane Waters from 800 ft. west of Anderson to 800 ft. east of Anderson Road And Six-lane Anderson from 800 ft. north of Waters to 800 ft. south of Waters Avenue
Armenia Avenue @ Waters Avenue	F	6.3	Add NB LT lane
Busch Blvd. @ Dale Mabry (east)	F	71.4	Add SB LT lane
Busch Blvd. @ Dale Mabry (west)	F	47.8	Six-lane enhance Busch from 800 ft west of Dale Mabry to 800 ft. east of Dale Mabry; add SB and EB LT lanes
County Road 54 @ Gunn Highway	F	12.4	Add EB RT lane and WB LT lane
Dale Mabry @ Ehrlich Road	F	12.0	Six Lane Dale Mabry 800 ft. north of Ehrlich to 800 ft. South of Ehrlich six-lane Ehrlich 800 ft. west of Dale Mabry to 1600 ft. east of Dale Mabry Highway NB LT lane and add NB LT lane
Dale Mabry @ Waters Avenue	F	8.4	Grade separation
Ehrlich Road @ Gunn Highway	F	83.5	Add EB RT lane
Hutchinson/Lunn-Turner @ Ehrlich Road	E	21.0	Add WB SB and NB RT lanes, add EB and NB LT lanes and provide dual SB LT lanes
Gunn Highway @ Van Dyke Road	E	5.4	Add WB LT lane
Gunn Highway @	F	28.4	Add NB RT lane and create dual NB LT lanes
Gunn Highway @ Lynn-Turner Road	E	14.6	Add WB RT lane
Henderson Road @ Linebaugh Avenue	E	14.4	Add EB LT lane and RT lane
Gunn Highway @ Linebaugh Avenue	F	66.3	Grade separation and add EB LT lane and WB thru lane
Gunn Highway @ Road	E	5.0	Provide NB and SB Paglen thru lanes, NB RT and SB LT lanes, EB RT and LT lanes
Gunn Highway @ Sheldon Road	F	71.0(1)	Provide SB RT and thru lanes, two thru lanes, WB, EB LT and WB RT lanes based on roadway link percentage

TRAFFIC TABLE 2. Intersection Improvements Needed for 2002

Intersection	1991 Daily LOS with Project	Project Traffic as a % of LOS D Peak Hour Capacity	Required Improvement
Gunn Highway @ North Site Drive	N/A	100.0	Add NB and EB LT lanes, SB and EB RT lanes
Gunn Highway @ Site Drive	N/A	100.0	Add NB and EB LT South lanes, SB and EB RT lanes
Hanley Road @ Waters Avenue	F	7.5	Six-lane Waters from 800 ft. west of Hanley to 800 ft. east of Hanley Road
Hillsborough Avenue @ Memorial Highway	F	18.4(1)	Add NB LT and thru lanes
Hillsborough Avenue @ Waters Extension	E	6.9(1)	Construct SB dual RT lanes and LT lane, EB two thru lanes and dual LT lanes, WB two thru lanes
Linebaugh Avenue Sheldon Road	F	84.0(1)	Add WB and EB RT @ lanes and dual LT lanes
Linebaugh Avenue Wilsky Road	F	51.0	Add NB and EB RT @ lanes, WB LT lanes
Paglen Road @ Road	C	84.0(a)	Reconstruct to Sheldon provide NB and SB thru lanes, NB RT lane, SB LT lane, and WB RT and LT lanes
Paglen Road @ Site Drive	N/A	100.0	Add NB and SB thru lanes, NB RT lane, SB LT lane, and WB RT and LT lanes
Sheldon Road Site Drive	D	100.0	Provide separate @ Main RT, LT and thru lanes at NB, and EB approaches, separate RT, thru and dual LT lanes SB and WB approaches
Sheldon Road @ South Site Drive	E	100.0	Add WB thru lanes, NB and SB two thru lanes, NB RT lane, SB LT lane, and WB RT lane
Sheldon Road Site Drive	D	100.0	Add SB RT and LT East lanes EB thru and LT lanes, WB thru and RT lanes
Sheldon Road	F	84.0(1)	Grade separation

KEY: NB – Northbound SB – Southbound EB – Eastbound WB – Westbound
 LT – Left turn RT – Right Turn (1) Based on roadway link percentages

c. Option 3: Transportation

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out below. The requirements of Option 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of the project on the regionally significant roadway system within the Project's primary impact area. The selection of this mitigation/curing mechanism is based upon the project's impact on transportation facilities, the substantial public benefit to be gained by expeditious and accelerated design, right-of-way acquisition, construction and use of major public transportation facilities, and its consistency with the TBRPC, FDOT, Hillsborough County and DCA policies regarding mitigation of regional transportation impacts.

- (1) Hillsborough County and the Developer agree that it is in their best interest to amend the Capital Contribution Front Ending Agreement entered into by the parties October 18, 1999 and the First Amendment to Capital Contribution Front Ending Agreement entered into by the parties July 11, 1990 (collectively the "Agreements"), to modify the responsibilities of Hillsborough County and the Developer to provide for adequate financing for the completion of the design, right-of-way acquisition, and construction of improvements to the regionally significant roadway system in excess of those improvements that would be necessary to cure and mitigate the project impacts on the regionally significant roadway system. Such amendment to the Agreements shall at a minimum contain the provisions contained in this subsection c. To provide for the improvements identified herein, the County agrees to expend up to \$4.3 million to acquire all necessary right-of-way needed for the construction of the identified public transportation facilities (the "Improvements") and the Developer agrees to provide, for appropriate credit, right-of-way needed which is owned by the Developer, estimated at \$1.1 million, and financing for the remaining right-of-way acquisition, design and construction of the Improvements. The following public transportation facilities are defined as the Improvements.
 - (a) Improve Gunn Highway from Sheldon Road to Lynn-Turner Road to a four-lane divided roadway.

- (b) Improve Sheldon Road from Linebaugh Avenue to Paglen Road to a four-lane divided roadway.
 - (c) Improve Sheldon Road from Paglen Road to Gunn Highway to a four-lane divided roadway.
 - (d) Reconstruct and realign Paglen Road as a two-lane road from Sheldon Road to Gunn Highway.
 - (e) Other work related to the road improvements in (a) – (d) as agreed to by the County and the Developer.
- (2) The County agrees to use its best effort to acquire the needed right-of-way not owned or controlled by the Developer after receiving revised final right-of-way maps, parcel sketches, and legal descriptions from the Developer. Such right-of-way shall be of sufficient width to accommodate a future six-lane road. The County shall expend up to approximately \$4.3 million on the acquisition of such right-of-way. Should the costs of such acquisition be in excess of this amount and the County has acted in good faith in acquiring such right-of-way, the amounts to be paid for right-of-way acquisition in excess of \$4.3 million shall be advanced by the Developer to be reimbursed as outlined herein.
- (3) The Developer has substantially completed the design, preparation of construction plans and specifications, and the permitting of the Improvements described in paragraph (1) above.

The design and construction plans and specifications shall be prepared in a manner normally used in Hillsborough County roadway projects and in accordance with a scope of services acceptable to the Developer and Hillsborough County. Approval shall be in accordance with Hillsborough County Standards and FDOT's Plan Preparation Manual and Standards for Construction. The County shall review all plans and specifications at 15%, 60%, 90% and 100% of completion within a twenty-one (21) calendar day review period. The preparation of construction plans and specifications shall include the following considerations:

- Preparation of right-of-way maps for right-of-way acquisition purposes.

- For Improvements (a), (b), and (c), construction of four-lane divided roads.
- For Improvement (d), construction of a two-lane road.
- Locations of median openings.
- Traffic signalization and/or signal modification plans at up to five (4) locations identified below, excluding access points to the Westfield Citrus Park Mall site.
- Gunn Highway @ Lynn-Turner Road
Sheldon Road & Paglen Road
Gunn Highway @ Sheldon Road
Paglen Road @ Gunn Highway
- Drainage improvements for the proposed roadway shall be designed consistent with a future six-lane road. Up to 12 retention ponds shall be designed to support only the facility to be initially constructed; however, land needed to support the ultimate six-lane facility will be identified.
- Construction plans shall include the design of the design of the following intersections:

Sheldon Road & Paglen Road
Gunn Highway @ Sheldon Road
Paglen Road @ Gunn Highway
- Permit applications and plans shall be prepared for County signature. Submittal to permitting agencies and any necessary “follow up” shall be by the Developer.
- Infrastructure improvements shall be designed to incorporate and be compatible with the Upper Tampa Bay Trail and the pedestrian and bicycle plans shall be designated to interface with the Upper Tampa Bay Trail.

- (4) At any time after the Developer has delivered necessary maps, sketches and legal descriptions to the County, the County may request, and the Developer shall provide, that portion of the needed right-of-way owned by the Developer.
- (5) The Developer, at his option, may initiate the creation of a Community Development District for the purpose of financing the construction of the Improvements. Such District shall only contain property owned by the Developer as described herein. The millage to be levied to all District property shall not be in excess of that allowed by law.
- (6) The Developer shall be entitled to reimbursement of all costs incurred for financing the right-of-way acquisition, design and construction of the Improvements, including interest at the County's cost of borrowing in the long term bond market at its most recent sale, or at a rate agreed upon by the County and the Developer in the amended Agreements. Hillsborough County shall provide reimbursement for such costs by pledging transportation and right-of-way impact fee revenue collected from the geographic area which constitutes Transportation Zone 1. Beginning in FY 1996 and continuing through FY 2000, 50% of the first \$2.2 million and 100% of amounts over \$2.2 million of revenue generated annually from the collection of transportation and right-of-way impact fees from development in the geographic area which constitutes Transportation Zone 1 shall be collected by the County and shall be made available to the Developer or his designee for reimbursing the financing of right-of-way acquisition, design or the construction of the Improvements. Beginning in FY 2001, 100% of all revenue generated annually from the collection of transportation and right-of-way impact fees from development in the geographic area which constitutes Transportation Zone 1 shall be collected by the County and shall be made available to the Developer or his designee for reimbursing the financing of right-of-way acquisition, design or the construction of the Improvements. In the event CIP funds allocated to the Improvements each fiscal year are not totally spent, the balance of the CIP funds set aside annually shall not be carried over to the next fiscal year. Such reimbursement shall continue until the Developer has been repaid for all

costs subject to reimbursement with the exception of an amount equal to the greater of the Developer's original Proportionate Share or the total transportation and right-of-way impact fee obligation of the Developer for the project. Prior to the opening of the mall the amount to be reimbursed to the Developer shall be reduced by the proportionate share amount less any amounts credited to the Developer.

- (7) If elected by the Developer, proceeds from the sale of bonds by the CDD shall be directed to the construction of the Improvements, less amounts needed for issuance costs and debt service.
- (8) The County and the Developer recognize that time is of the essence in providing the Improvements outlined herein concurrent with the proposed development schedule contained in this Development Order. The mall portion of the Development shall not open to the public for business unless and until the Improvements identified in c.(1) are open to traffic. The estimated date for the successful completion of the Improvements is December 31, 1999 and shall be followed by the Developer unless otherwise provided herein, subject to acts of God, necessary governmental permits and approvals, or occurrences beyond the control of the County or the Developer. The County shall use its best efforts to obtain the right-of-way in the specified time.
- (9) The County will amend its Capital Improvements Program (CIP) or take such action as are necessary to fulfill its responsibilities specified herein.
- (10) The shall assist the Developer, as appropriate, in the administration and observation of construction of the Required Improvements. The County shall participate in the final inspection of the Improvements.
- (11) To ensure that the Improvements are completed at the earliest possible time, the County shall assist the Developer when necessary in obtaining all necessary permits, approvals and utility relocations, and the County shall provide all off-site easements and rights-of-way necessary to complete said Improvements subject to the funding limitations in c(2) above.

- (12) Upon the successful completion of the final inspection of each Improvement and upon certification of the Engineer providing construction observation services that the Improvement has been completed in substantial accordance with the construction plans, the County shall assume responsibility for the maintenance and operation of the Improvement.
 - (13) The County shall have authority to extend the schedule for construction of the Improvement beyond the date of issuance of Certificates of Occupancy provided such extensions are reasonable and the extension will not create substantial detrimental effects on the public road system. Extensions beyond December 31, 1999 shall require the concurrence of the TBRPC and DCA and may require a Development Order amendment.
 - (14) The County is under no obligation to use any income sources other than impact fees to fund construction costs financed by the Developer in excess of his obligations as described herein. However, should impact fees be eliminated or reduced, the County shall provide alternative funding of amounts to be paid the Developer which are outstanding.
 - (15) The total amount of the road improvements committed to herein is in excess of the Developer's Proportionate Share Amount as calculated pursuant to applicable rules of the Department of Community Affairs and the Tampa Bay Regional Planning council.
6. The developer shall receive credit against impact fees, pursuant to law.
 7. A pedestrian circulation system and a bicycle circulation system shall be provided within the project and approved by the MPO. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System into the Westfield Citrus Park Mall. No detailed site plans shall be approved which do not indicate these systems. The Developer shall provide access via the internal circulatory system to a bus or rail facility located off site and proximate to the Mall. [This requirement has been completed.]
 8. The Developer shall have the right to alter the types and location of land uses on the site from those indicated in the ADA provided the total p.m.

peak hour traffic volumes exiting and entering the site do not exceed the estimates provided in the ADA, subject to the provision of Florida Statutes, Section 380.06(19).

9. Development approved under the terms and conditions of this Development Order shall be subject to the Transportation Impact Fee Ordinances, as they may be amended from time to time, provided however that the amounts paid for the right-of-way, design and construction of the Improvements shall be credited against such impact fees. Nothing herein shall be construed as a waiver of the Developer's right to contest the application or validity of the Transportation Impact Fee Ordinances, related policies or the amount of impact fees assessed thereunder.
10. Development activities and issuances of permits shall be suspended if the Design and Improvements as described herein are not provided in substantial compliance with the requirements of this option due to action or a failure to act on the part of the Developer.

C. Air Quality/Wind and Water Erosion

1. The Developer shall undertake the measures referenced on page 14-10 of the Revised ADA at a minimum to reduce erosion, fugitive dust and other adverse air emissions during all phases of development.

D. Soils

1. The soil conservation measures referenced on page 14-10 of the ADA and the measures to reduce erosion, fugitive dust and air emissions referenced on page 13-1 of the ADA, at minimum, shall be implemented.

E. Stormwater Management and Water Quality

1. Prior to the issuance of any site alteration/building permits the Final Drainage Plan shall be submitted to TBRPC and DEP for review and to Hillsborough County and SWFWMD for approval. The drainage system shall be designed to meet all applicable Hillsborough County and SWFWMD regulations. The County drainage criteria in existence at the time of Detailed Master Drainage Plan approval shall be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria are more restrictive. [This requirement has been completed.]
2. The proposed stormwater management systems shall be designed, constructed and maintained to meet or exceed Chapter 17-25, Florida

Administrative Code, and 40-D-4 Rules of SWFWMD. Treatment shall be provided by biological filtration, wherever feasible.

3. The Developer shall give all necessary drainage easements or rights-of-way as required, prior to Master Drainage Plan approval. [This requirement has been completed.]
4. The Developer shall operate and maintain on-site drainage facilities unless otherwise requested by the County's Stormwater Management Department.
5. In order to protect water quality the Developer shall implement Best Management Practices as recommended by the County, including a street cleaning program for the parking and private roadway areas within the development.
6. In order to, protect water quality in the Double Branch Creek and Rocky Creek watersheds, there shall be no degradation of Chapter 17.3, Florida Administrative Code water quality standards by stormwater exiting the site. Therefore, the Developer shall provide for a twice yearly surface water quality monitoring program, to be instituted before ground-breaking takes place and to continue through project build-out, at minimum. Any violation of Chapter 17.3, Florida Administrative Code, shall require corrective measures as set forth by FDEP. The following shall apply:
 - a. Sampling locations and frequencies shall be determined in cooperation with Hillsborough County, FDEP and SWFWMD.
 - b. All water quality analytical methods and procedures shall be thoroughly documented and shall comply with EPA/FDEP Quality Control Standards and Requirements.
 - c. The monitoring results shall be submitted to Hillsborough County, FDEP and SWFWMD. Should the monitoring indicate that applicable state water quality standards (Chapter 17.3, Florida Administrative Code) are not being met, all construction within the sub-basins where the violation is noted shall cease until the violation is corrected, or if specific construction can be identified as causing the violation, all such activity responsible for the exceedance shall cease until the violation is corrected.
7. Any development of the Westfield Citrus Park Mall, including an interim wastewater treatment plant, certain detention ponds and the disposition of existing septic tanks or location of new tanks shall be in accordance with the "Points of Agreement on Well Protection Measures to Be Employed

By The Developer of The Westfield Citrus Park Mall” provided on pages 23-3 and 23-4 of the Second Sufficiency Response, and attached hereto as Exhibit 2.

8. Underground storage tanks for hazardous materials shall be prohibited or specific and appropriate setback distances from any potable water wellhead shall be established in cooperation with the WCRWSA and the SWFWMD.
9. The existing irrigation well in the north central portion of the site shall not be re-activated or used for irrigation (as committed on page 23-8, SR). All other on-site wells (approximately 30) shall be capped and plugged as soon as possible. [This requirement has been completed.]
10. Maintenance of all on-site wells shall be the responsibility of the Developer.
11. The siting of the Interim Wastewater Treatment Plant, and effluent disposal system shall be compatible with the agreement with WCRWSA and anticipated G-1 Aquifer regulations. The siting and level of treatment shall be compatible with the current regulations in Chapter 17-4 and 17-6, Florida Administrative Code (as committed on pages 23-8 and 23-9, SSR).
12. Any use of percolation ponds for treated effluent shall be reviewed and approved by SWFWMD. Any interim plant constructed to serve the project shall be dismantled and removed as soon as service from the County becomes available.
13. All existing septic tanks and drain fields shall be removed as soon as possible. Any proposed septic tanks, permanent or temporary, shall be subject to review by SWFWMD.
14. Elevations for all habitable structures shall be at or above the base (100-year) flood elevation as defined by the approved stormwater plan for the project.

F. Environmental and Natural Resources

1. In order to protect the natural values of preserved/conserved wetland areas, the following shall be required:
 - a. Except as otherwise permitted by agencies having jurisdiction:

- (1) No adverse hydroperiod alteration shall be permitted in conservation or preservation areas identified as on attached Exhibit 3.
 - (2) No dredging, filling or development activities shall be allowed within preservation areas. Activities within the conservation areas shall be determined in cooperation with permitting agencies.
2. All mitigation areas and littoral shelves shall be monitored twice yearly for a period of four years. monitoring shall include measurements of species diversity and composition and the control of nuisance species encroachment. Additional planting shall be accomplished to maintain, an 80% survival of planted species at the end of three years.
3. All wetland losses shall require a minimum of 1:1 in-kind wetland replacement. Mitigation for wetland losses shall be implemented prior to or concurrent with wetlands being disturbed, unless otherwise approved by agencies having jurisdiction.
4. In the event that any species listed in Sections 39-27.003-.005, Florida Administrative Code, are observed frequenting the site for nesting, feeding, or breeding, proper mitigation measures shall be employed by the Developer in cooperation with the Florida Game and Fresh Water Fish Commission.
5. The land use designations for those portions of the site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region. Section 10.1.2 and 10.1.3 shall be as designated on the revised Exhibit 3 submitted to Hillsborough County.
6. Representative tracts of the mixed wetland forest (631) and hardwood forest (422) communities listed on pages 18-4 and 18-8 of the Revised ADA shall be preserved on site in a manner which will ensure their continued natural function and value. These natural plant communities shall be identified to the satisfaction of Hillsborough County, prior to commercial site plan approval for the regional commercial parcel.
7. The Developer shall be responsible for maintaining all landscaped and open space areas within the project site other than those for which Hillsborough County has assumed maintenance responsibilities.
8. There shall be no net loss of hydrologic storage capacity in the 100 year floodplain.

G. Public Facilities

1. The Developer shall be required to provide for recovered wastewater disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water & Wastewater Utilities takeback policy in effect prior to detailed site plan approval. However, the developer shall not be required to use non-potable water which is of objectionable odor and/or color.
2. The Developer shall use the lowest quality water available suitable to a given purpose in order to reduce the unnecessary use of potable water for landscape and open space irrigation. The Developer shall submit a plan to Hillsborough County and the TBRPC for using nonpotable water for irrigation in the first annual report following issuance for the first Certificate of Occupancy.
3. Water-saving devices shall be required in the project (as mandated by the Florida Water Conservation Act Section 533.14, Florida Statutes, 1985) and native vegetation shall be used in landscaping wherever feasible.

H. Hazardous Waste

1. The Developer shall provide information on all development businesses that:
 - a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in specially-designated containers/areas; and
 - b. Describes construction requirements for hazardous waste holding areas; and
 - c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

I. Hurricane Evacuation

1. The Developer shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure that safe and orderly evacuation of residents and employees when a Level E evacuation order, (as appropriate), is issued by (1) ordering all buildings closed for the duration of the hurricane evacuation order; (2) informing all residents and employees of evacuation routes out of the flood prone area and measures

to be fulfilled in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report. Further, the plan shall include an agreement between the Developer and appropriate authority(ies) allowing the use of parking areas surrounding the mall for storage and possible dispatch of public agency vehicles and mobile equipment during times of civil emergency. This plan shall be included in the first annual report submitted after occupancy or any portion of the project.

J. Energy Conservation

1. Energy conservation measures consistent with TBRPC policy shall be incorporated into project design, construction and operation, and shall include the following, as economically feasible:
 - a. Energy policies, energy use monitoring and energy conservation for the Westfield Citrus Park Mall project using a qualified energy use analyst.
 - b. Programs to promote energy conservation by employees, buyers, suppliers and the public.
 - c. Programs to reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours.
 - d. Recycling programs.
 - e. Innovative energy alternatives such as solar energy, resource recovery, waste heat recovery and cogeneration.
 - f. Total energy systems on large facilities, when cost effective.

K. Equal Opportunity

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

L. Historical or Archaeological Resources

1. The discovery of any historical or archaeological resources shall be reported to Hillsborough County and the disposition of such resources

shall be determined in cooperation with the Division, of Historical Resources and Hillsborough County.

M. General

1. Any change to the project which significantly departs from: the parameters set forth in the phasing schedule on page 12-16 of the Sufficiency Response shall require a substantial deviation determination, pursuant to Subsection 380.06(19), Florida Statutes.
2. All of the final Developer's commitments set forth in the ADA, and as summarized in Attachment 1 entitled "Developer Commitments" shall be honored, except as they may be superseded by specific terms of the Development Order.
3. The Developer shall encourage programs by employers to provide child care facilities at the place of employment or as a cooperative effort off-site.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, Pat Frank, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a resolution adopted by the Board at its regular meeting of February 26, 2008 as the same appears of record in Minute Book 381 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 21st day of March, 2008.

Tracie D. Dill, CLERK
Deputy Clerk



154973v2

APPROVED BY COUNTY ATTORNEY

BY David J. Fallick
Approved as to Form and Legal Sufficiency

EXHIBIT "A"

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that on this day, before me, the undersigned officer, authorized in the State and County named above to administer oaths and take acknowledgements, personally appeared Scott I. Steady, the attorney for the DRI #170 Notice of Proposed Change, to me well known, who, being duly sworn, says upon oath the following:

1. Scott Steady filed the original Notice of Proposed Change ("NOPC") for the Westfield Citrus Park Mall DRI #170 on November 28, 2007.
2. The aforementioned original NOPC was filed with Hillsborough County, the State of Florida Department of Community Affairs and the Tampa Bay Regional Planning Council as required by law.



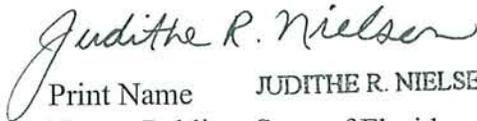
Print Name SCOTT I Steady

SWORN AND SUBSCRIBED to before me this 18th day of March, 2008.

My Commission Expires:



JUDITHE R. NIELSEN
MY COMMISSION # DD 418146
EXPIRES: May 7, 2009
Bonded Thru Budget Notary Services



Print Name JUDITHE R. NIELSEN
Notary Public – State of Florida

154973v2

LEGAL DESCRIPTION:

DESCRIPTION: PARCEL ONE

Being a portion of Sections 2 and 11, Township 28 South, Range 17 East, Hillsborough County, Florida; being more particularly described as follows:
Commence at the Northwest corner of said Section 11, run thence S.89°31'00"E., a distance of 69.00 feet to the Easterly right of way line of Paglen Road for a Point of Beginning; thence along said right of way line, N.00°09'18"E., a distance of 830.44 feet; thence S.89°19'45"E., a distance of 1261.85 feet to the Easterly boundary line of the Southwest 1/4 of the Southwest 1/4 of said Section 2; thence along said Easterly boundary line, S.00°24'33"W., a distance of 496.96 feet; thence S.89°24'04"E., a distance of 1328.07 feet to the West boundary line of the Southeast 1/4 of said Section 2; thence along said West boundary line, S.00°39'49"W., a distance of 330.39 feet to the South boundary line of said Section 2; thence along said Southerly boundary line, S.89°14'25"E., a distance of 666.31 feet; thence N.00°47'03"E., a distance of 660.55 feet; thence S.89°13'24"E., a distance of 636.17 feet to the Westerly right of way line of Gunn Highway; thence along said right of way line, S.00°16'53"W., a distance of 125.11 feet; thence 217.62 feet along the arc of a curve to the right, said curve having a radius of 2419.99 feet and a chord of 217.55 feet which bear S.02°51'27"W. thence S.05°26'01"W., a distance of 318.91 feet to the South boundary line of said Section 2; thence leaving said right of way line, along said South boundary line, N.89°14'25"W., a distance of 470.13 feet; thence S.45°33'00"W., a distance of 198.54 feet; thence S.00°20'24"W., a distance of 520.15 feet; thence S.89°16'18"E., a distance of 581.32 feet to the Westerly right of way line of said Gunn Highway; thence along said right of way line, S.00°34'32"W., a distance of 150.00 feet; thence leaving said right of way line, N.89°16'18"W., a distance of 250.05 feet; thence S.00°12'39"W., a distance of 239.18 feet; thence N.89°58'24"W., a distance of 228.22 feet; thence S.00°20'24"W., a distance of 208.71 feet to the Northerly right of way line of Sheldon Road; thence along said right of way line, N.89°58'24"W., a distance of 761.78 feet; thence N.00°20'25"E., a distance of 7.00 feet; thence N.89°58'24"W., a distance of 665.45 feet; thence S.00°26'10"W., a distance of 7.00 feet; thence N.89°58'24"W., a distance of 665.48 feet; thence N.89°30'41"W., a distance of 379.09 feet; thence 281.92 feet along the arc of a curve to the left, said curve having a radius of 994.93 feet and a chord of 280.98 feet which bear S.82°22'17"W.; thence N.89°28'57"W., a distance of 643.65 feet to the Easterly right of way line of said Paglen Road; thence along said right of way line, N.00°41'39"E., a distance of 550.00 feet; thence S.89°28'57"E., a distance of 39.00 feet; thence N.00°41'39"E., a distance of 775.03 feet to the Point of Beginning; containing 144.438 acres, more or less.

LESS THE FOLLOWING DESCRIBED PARCEL:

Being a portion of Section 2, Township 28 South, Range 17 East, Hillsborough County, Florida; more particularly described as follows:
Commence at the Northwest corner of Section 11, Township 28 South, Range 17 East, run thence S.89°31'00"E., a distance of 69.00 feet to the Easterly right of way line of Paglen Road; thence along said right of way line, N.00°09'18"E., a distance of 390.90 feet; thence S.89°50'42"E., a distance of 32.95 feet for a Point of Beginning; thence N.00°09'18"E., a distance of 210.00 feet; thence S.89°50'42"E., a distance of 210.00 feet; thence S.00°09'18"W., a distance of 210.00 feet; thence N.89°50'42"W., a distance of 210.00 feet to the Point of Beginning; containing 1.012 acres, more or less. Total Area = 143.426 acres, more or less.

DESCRIPTION: PARCEL TWO

Being a portion of Section 11, Township 28 South, Range 17 East, Hillsborough County, Florida; more particularly described as follows:
Commence at the Southwest corner of the Northwest 1/4 of said Section 11, run thence S.89°31'52"E., along the Southerly boundary line of the Northwest 1/4 of said Section 11, a distance of 834.82 feet for a Point of Beginning; thence N.00°36'11"E., a distance of 1276.24 feet to the Southerly right of way line of Sheldon Road; thence 120.30 feet along the arc of a curve to the right, said curve having a radius of 914.93 feet and a chord of 120.21 feet which bears N.86°43'21"E.; thence along said right of way line, S.89°30'41"E., a distance of 379.04 feet; thence S.89°58'24"E., a distance of 2294.07 feet; thence leaving said right of way line, S.00°29'35"W., a distance of 1304.41 feet to the South boundary line of the Northeast 1/4 of said Section 11; thence along said South boundary line, N.89°22'01"W., a distance of 959.38 feet to the Southwest corner of the Northeast 1/4 of said Section 11; thence N.89°31'52"W., along the South boundary line of the Northwest 1/4 of said Section 11, a distance of 262.73 feet; thence N.00°27'00"E., a distance of 205.00 feet; thence N.89°31'52"W., a distance of 205.00 feet; thence S.00°27'00"W., a distance of 205.00 feet to the South boundary line of the Northwest 1/4 of said Section 11; thence S.06°36'01"E., a distance of 230.00 feet; thence N.82°28'32"W., a distance of 230.00 feet; thence N.89°31'52"W., a distance of 952.84 feet to the Easterly boundary of a 200.00 foot wide Tampa Electric Company easement; thence N.00°36'11"E., a distance of 200.00 feet to the South boundary line of the Northwest 1/4 of said Section 11; thence N.89°31'52"W., along said South boundary line, a distance of 216.00 feet to the Point of Beginning; containing 87.308 acres, more or less.

#170

PAT FRANK
Clerk of the Circuit Court
Hillsborough County, Florida



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

February 9, 2006

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

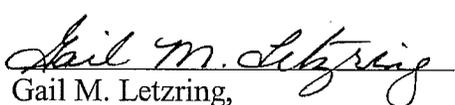
Re: **Correcting a Scrivener's Error and Replacing Resolution No. R05-288** - Amending the
Development Order for Westfield Citrus Park Mall f/k/a Citrus Park Mall (DRI #170)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on December 13, 2005. Please substitute the attached Amended and Restated Development Order for the previously certified order to correct a scrivener's error (the previously certified resolution did not attach Map "H"). This resolution was submitted to your office on December 20, 2005.

We are providing this original for your files.

Sincerely,


Gail M. Letzring,
Manager, BOCC Records

md

Attachment

Certified Mail 7002 2410 0001 4265 0716

- cc: Board files (orig.)
- Scott Steady, Esquire, Attorney at Law(orig.ltr.)
- Charles Gauthier, Chief, DCA Bureau of State Planning(orig. ltr.)
- Nancy Takemori, Assistant County Attorney
- John Healy, Senior Planner, Planning & Growth Management
- Jeffrey Jenkins, Planning & Growth Management
- Sandra Davidson, County Attorney's Office
- Jim Glaros, Assistant Chief Deputy, Valuation, Property Appraiser's Office
- Mary Mahoney, Management & Budget

RESOLUTION NO. R05-288

**A RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS, HILLSBOROUGH COUNTY, FLORIDA
AMENDING AND RESTATING THE DEVELOPMENT ORDER
FOR WESTFIELD CITRUS PARK MALL, DRI#170**

Upon motion of Commissioner Scott, seconded by Commissioner Sharpe, the following Resolution was adopted by vote of 7 to 0, with Commissioner(s) _____ voting "No."

WHEREAS, on November 15, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0283 for the Westfield Citrus Park Mall Development of Regional Impact, hereinafter referred to as WCPM; and

WHEREAS, the DCA and TBRPC subsequently filed an appeal of the WCPM Development Order with the Florida Land and Water Adjudicatory Commission ("FLWAC"), FLWAC Case NO. 89-4, primarily based upon provisions set forth in the Development Order; and

WHEREAS, DCA, TBRPC, and the Developer entered into a Stipulated Settlement Agreement, settling FLWAC Case No. 89-4, which in order to implement said Agreement required amendment to Resolution No. 88-0283 in accordance with the terms and conditions set forth in said settlement agreement; and

WHEREAS, pursuant thereto, on February 28, 1989, the Board of County Commissioners adopted Resolution R89-0041 and amending Resolution No. R88-0283 in accordance with the terms and conditions of the settlement agreement; and

WHEREAS, the Developer filed a Notice of Proposed Change pursuant to Section 380.06(19) on October 26, 1989, seeking to add 90,000 gross square feet of Regional Commercial, and 15.27 acres M.O.L. to the WCPM; and

WHEREAS, on January 24, 1990, the Board of County Commissioners adopted Resolution R90-0020 amending Resolution Nos. R88-0283 and R89-0041; and

WHEREAS, the Developer filed a Notice of Proposed Change pursuant to Section 380.06(19) on June 9, 1994, seeking to consolidate the two phase project to a one phase project, extend the project buildout date to December 30, 2002, incorporate a 5.49 acre M.O.L. parcel into the project's stormwater management system, extend the completion date of the associated road improvements to December 31, 1999, and revise the financing of the associated road improvements; and

WHEREAS, on January 24, 1995, the Board of County Commissioners adopted Resolution 95-0024 amending Resolution Nos. R88-0283; R89-0041; and R90-0020; and

WHEREAS, the Developer filed a Notice of Proposed Changed pursuant to Section 380.06(19) on December 20, 1996, seeking to clarify that theater use is allowable at any retail location and provide an equivalency matrix for the exchange of theater seats for retail square footage; and

WHEREAS, on February 25, 1997, the Board of County Commissioners adopted Resolution R97-069 amending Resolution Nos. R88-0283; R89-0041; R90-0020; and R95-024; and

WHEREAS, the Developer filed a Notice of Proposed Change pursuant to Section 380.06(19) on May 18, 2005, seeking to extend the Effective Date to December 31, 2015, extend the Project Buildout Date to December 31, 2010, amend the name of the project and update other provisions; and

WHEREAS, the Developer's Affidavit, attached hereto as Exhibit "A," affirms that copies of the NOPC have been delivered to all persons as required by law.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING ASSEMBLED THIS 13TH DAY OF DECEMBER, 2005 AS FOLLOWS:

I. FINDINGS OF FACT

- A. Citrus Park Venture, hereinafter referred to as "Developer", submitted to Hillsborough County, Florida, an Application for Development Approval and Sufficiency Responses which are attached hereto and marked "Composite Exhibit A" (attached to the original Resolution) and incorporated herein by reference. Hereinafter, the word "Application" shall refer to the Application for Development Approval, Sufficiency Responses and other exhibits duly submitted and recorded.
- B. The real property which is the subject of the Application is legally described as set forth in Exhibit B.
- C. The Authorized Agent of the Developer is Lisa Callahan, Westfield Corporation, Inc., 70 Old Orchard Center, Suite F70A, Skokie, IL 60077.
- D. The proposed development is not an Area of Critical State Concern as designated pursuant to Section 380.05, Florida Statutes.
- E. All development shall occur in accordance with this Development Order and Application.
- F. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City-County

Planning Commission, and the Tampa Bay Regional Planning council and other affected agencies.

- G. Pursuant to applicable rules of the Department of Community Affairs and the Tampa Bay Regional Planning Council, the Proportionate Share Amount has been calculated as \$1,600,000 for the first 350,000 square feet of the project and \$5,414,711 for the entire project. For the NOPC filed in 2005 the Revised Proportionate Share Amount has been calculated as \$13,397,696 for the entire project.
- H. A review of the impacts of this Notice of Proposed Change has ben conducted by Hillsborough County, the Tampa Bay Regional Planning Council and the Florida Department of Community Affairs and other participating agencies.

II. CONCLUSIONS OF LAW

- A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the Application as set forth in composite Exhibit A (attached to the original Resolution), the reports, recommendations and testimony heard and considered by the Zoning Hearing master, it is concluded that:
 - 1. The development will not unreasonably interfere with the achievement of the objectives of the Plan applicable to the area.
 - 2. The development is consistent with local land development regulations.
 - 3. The development is consistent with the report and recommendation of the Tampa Bay Regional Planning Council.
- B. In considering whether the development should be approved subject to conditions, restrictions, and limitations, Hillsborough County has considered the criteria stated in subsection 380.06(14), Florida Statutes.
- C. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Development order and the Application.
- D. The Application for Development Approval is approved subject to all terms and conditions of this Development Order.
- E. The Land Use Plan Map for Hillsborough County designates the area within which this land lies as Regional Commercial.
- F. The following conclusions of law are made for the NOPC filed in 2005:

1. The amendment of the Development Order does not involve a change to a previously approved DRI constituting a substantial deviation under Section 380.06(19), Florida Statutes.
 2. All applicable statutory procedures have been adhered to.
 3. The Westfield Citrus Park Mall Development Order, as amended hereby, is consistent with the Future of Hillsborough County Comprehensive Plan and development in accordance with this Development Order, as amended, will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.
- G. The Developer's Certification affirming that copies of the Notice of change have been delivered to all persons as required by law, is incorporated herein.
- H. Within thirty (30) days after adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council and Citrus Park Venture.
- I. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.

III. GENERAL PROVISIONS

- A. This resolution shall constitute the Development Order of Hillsborough County in response to the Application for Development Approval for the Westfield Citrus Park Mall Development of Regional Impact.
- B. The legal description set forth in Exhibit B is hereby incorporated into and by reference made a part of, this Development Order.
- C. All provisions contained within the Application and Sufficiency Responses marked "Composite Exhibit A" (attached to the original Resolution) shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.
- D. The definitions contained in Chapter 380, Florida Statutes shall govern and apply to this Development Order.
- E. This Development Order shall be binding upon the Developer and his heirs, assignees or successors in interest including any entity which may assume any of

the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to include any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of government or governmental agency.

- F. In the event that any portion or section of this Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Development order which shall remain in full force and effect.
- G. Whenever this Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected governmental agencies and departments as are or may be designated by the Board of County Commissioners of Hillsborough County to review developments set forth under applicable laws and rules governing Developments of Regional Impact.
- H. In each instance in this Development Order where the Developer is responsible for ongoing maintenance of facilities at Westfield Citrus Park Mall, the Developer may transfer any or all of his responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, and/or other agencies having jurisdiction,; concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.
- I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order as defined by the criteria of Chapter 380.06(19)(b) or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by Hillsborough County and the Tampa Bay Regional Planning Council shall result in further Development of Regional Impact review pursuant to Chapter 380.06, Florida Statutes, and may result in Hillsborough County ordering a termination of development activity pending such review.
- J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Development order. In the event of a deviation, the

County Administrator may immediately recommend that the Board of County Commissioners establish a hearing to consider, such deviations.

- K. The Developer shall file an annual report in accordance with Section 380.06(18) Florida Statutes as amended, and appropriate rules and regulations. The report shall be submitted on Florida Department of Community Affairs Forms BLWM-07-85 as amended. Such report shall be due on the anniversary of the date of adoption of this Development order for each following year until and including such time as all terms and conditions of this Development order are satisfied. Such report shall be submitted to the Planning and Zoning Department which shall, after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners' hearing wherein such report is to be reviewed. The receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Development Order. This report shall contain:
1. The information required by the State Land Planning Agency to be included in the Annual Report, which information is described in the Rules and Regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and
 2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following the submittal of the annual report; and
 3. A statement listing all Applications for Incremental Review required pursuant to this Development Order or other applicable local-regulations which the Developer proposes to submit during the year immediately following submittal of the annual report; and
 4. A statement setting forth the name(s) and address(es) of any heir, assignee or successor in interest to this Development Order.
 5. A statement describing how the Developer has complied with each term and condition of this Development Order applicable when the Annual Report was prepared.
- B. The provisions of this Development Order shall not be construed as a waiver of or exception to any rule, regulation or ordinance of Hillsborough County, its agencies and commissions, and to the extent that further review is provided for in this Development Order or required by Hillsborough County, said review shall be subject to all applicable rules, regulations and ordinances in effect at the time of the review.

- C. This Development Order shall take effect upon the date of transmittal to the parties specified in subsection 380.07(2), Florida Statutes, as amended.

IV. SPECIFIC CONDITIONS

A. Development Schedule and Deadlines

1. The development of the project shall have the following entitlement with a buildout date of December 30, 2010.

Any specific activity wherein permits have been approved by the County prior to the buildout date of this Order may be completed so long as construction authorized by the permits has commenced and is continuing in good faith and the total project is substantially completed by the buildout date.

Years	Office Development	Regional Commercial	Other Commercial
1988-2010	235,750*	1,480,000*	417,100*

* Square footage is expressed as gross leaseable area.

Movie Theater use is specifically approved at any location on the site plan where retail uses are approved. The number of theater seats to be developed shall be counted against retail square footage entitlement as follows:

Change From: Change To:	Regional Commercial	Ancillary Commercial	Community Commercial	Office
Movie Theater	45.867 seats/ksf	58.178 seats/ksf	58.089 seats/ksf	29.600 seats/ksf

The maximum number of theater seats which maybe created through the trade-off of commercial square footage is 5,000 seats.

At such time as the Developer elects to trade-off commercial square footage for theater seats written notice shall be provided by the Florida Department of Community Affairs, the Tampa Bay Regional Planning Council and the Hillsborough County Planning and Growth Management Department. The notice shall specify the reduction in commercial square footage and the number of theater seats to be constructed. Utilization of the trade-off provision shall also be reported in the Annual Report.

2. If the Developer elects to amend the proposed development schedule, he shall submit said amendments to the County for review and approval as required by law, which approval shall not be withheld if the terms of this Order are otherwise fully complied with. Any significant departure in project buildout from the development schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.
3. This Development Order shall remain in effect for a period up to and including December 31, 2015. No development shall be approved after expiration of the Development Order. Any development activity for which plans have been submitted to the County for its review and approval at least 90 days prior to the expiration date of this Development Order may be completed in accordance with the requirements of the Development Order. This Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty days prior to the expiration date of this Order.
4. The development shall not be subject to down-zoning, or intensity reduction until December 31, 2015, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.
5. Physical development at the project site has commenced. For purposes of this paragraph, "physical development" shall mean commencement of site preparation and horizontal infrastructure.
6. No commercial buildings, or parking related to the commercial development shall be located on the 5.49 acre M.O.L. parcel identified in the revised legal description as the T.E.C.O. Right-of-Way (to be vacated) located generally at the southwest corner of the project. Use of the 5.49 acre M.O.L. parcel as part of the stormwater system is permitted to increase the capacity of such system to provide an alternative to acquisition of land to be used as stormwater facilities for the expanded road network.

B. Transportation [See Footnote ¹ below]

1. When Certificates of Occupancy have been issued for 80 percent of the project (or the equivalent thereof in terms of trip generation) an annual monitoring program to provide peak-hour traffic counts at the project entrance shall be instituted to verify that the number of external trips estimated in the ADA for the Project are not exceeded. Counts will continue on an annual basis through buildout. This information shall be supplied in the required annual report. If the annual report indicates that the total trips exceed volumes projected in the ADA for the Project by more than 15 percent, the County shall conduct a substantial deviation determination pursuant to Subsection 380.06(19), Fla. Stat. If the exceedance is determined to be a substantial deviation, the revised transportation analysis required pursuant to Subsection 380.06(19), Fla. Stats. will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

2. The Developer or its assigns shall submit a Transportation Systems Management (TSM) Plan for approval to Hillsborough County and for review to the FDOT, the Hillsborough Metropolitan Planning Organization (MPO), HART and TBRPC. The TSM program shall be designed to include, but not be limited to, the following policies and objectives set forth in the Florida Transportation Plan:
 - Increase urban area peak hour automobile occupancy rates by 10% by 1995 through expanded ridesharing efforts.

 - Increase peak hour occupancy rates for transit and other high occupancy vehicles by 20% by 1995.

3. Prior to issuance of Certificates of Occupancy the developer shall agree, in writing, to provide the Hillsborough Area Regional Transit Authority (HART) with reasonably located and dimensioned free access and pick-up and drop-off points within the project boundaries. The developer shall provide a location on site for a transfer facility for Hartline bus service if reasonably required and if feasible. Access to and internal road geometrics for the pick-up and drop-off points shall accommodate a 96 inch wide by forty (40) foot long advance design coach. The developer shall provide a reasonably located transit schedule information display.

¹ Transportation impacts have been mitigated pursuant to Option 3. The following Improvements have been constructed: 1) Gunn Highway from Sheldon Road to Lynn Turner Road as a four-lane divided roadway; 2) Sheldon Road from Linebaugh Avenue to Paglen Road as a four-lane divided roadway; 3) Sheldon Road from Paglen Road to Gunn Highway as a six-lane divided roadway; 4) Paglen Road from Sheldon Road to Gunn Highway as a four-lane realigned roadway.

The display location and specifications as well as locations of pick-up and drop-off points shall be reviewed by HART prior to commercial site plan approval and any disputes as to the appropriate location shall be resolved by the Board of County Commissioners.

4. The Developer may elect to develop and operate 350,000 gross square feet of Community commercial and General Commercial uses on the DRI site south of Sheldon Road, subject to the following conditions:

Pursuant to TBRPC Policy 19.8.14, the Developer shall fund, design and construct the following transportation improvements.

- a. The Developer shall make geometric improvements and install a traffic signal, when warranted, at the intersection of Gunn, Ehrlich and Walsh in accordance with design plans prepared by Hillsborough County.
- b. The Developer shall reconstruct the intersection of Gunn Highway and Sheldon Road to the ultimate cross-section needed to accommodate project traffic at full build out of the Mall.

Pursuant to Rule 9J2-0255 F.A.C., as interpreted in accordance with TBRPC policies regarding pipeline mitigation, the Developer's proportionate share of the cost of transportation improvements necessary to accommodate the impacts of the initial 350,000 square feet has been calculated to be \$1,600,000. The estimated costs of the improvements listed above meet or exceed the dollar amount cited above. In addition to the improvements listed above the Developer shall also fund, design, and construct the following transportation improvements.

- (1) The Developer shall be responsible for all site access improvements necessary to provide Level of Service (LOS) D or better operation at each site access during the p.m. peak hour. If traffic signals are warranted, the installation of the traffic signals shall be the responsibility of the Developer.
- (2) The Developer shall make geometric improvements and install a traffic signal with appropriate coordination to adjacent traffic signals at the intersection of Sheldon Road and Linebaugh Avenue. The specific improvement shall include the addition of a southbound left turn lane, northbound right turn lane and the installation of a traffic signal. The design shall be reviewed and approved by Hillsborough County.

Physical construction of all improvements shall begin prior to the issuance of any building permits and all improvements shall be completed prior to the issuance of any certificates of occupancy. In the event the Developer elects to proceed with this initial sub-phase he shall notify the County in writing of said election. If the Developer does not elect to construct this 350,000 square foot neighborhood commercial shopping center in advance of the balance of the development the Developer shall have no obligation to satisfy the conditions of Paragraph IV B.4. but instead shall mitigate in accordance with one of the three options listed below.

5. The Developer, at his option may mitigate the impacts of the Project on the regionally significant roadway system through one of three options set forth below. Compliance with the provisions of any of the options described below have been deemed to make adequate provision for the public transportation facilities necessary to accommodate the impacts attributable to the Project on regionally significant roadway network consistent with Florida Law and rules and policies of the Department of Community Affairs (DCA) and the Tampa Bay Regional Planning Council. (TBRPC). No Certificates of Occupancy beyond the sub-phase indicated in B.4. above may be issued until the requirements of one of the Options has been complied with to the extent required f or the increment of development approved.

- a. Option 1: Funding Commitments

- (1) Development of Phase 1 of the Project shall require verification that funding commitments from responsible entities have been made for improvements to the regional transportation network where development approved pursuant to this Development Order is expected to have a significant adverse impact at one or more of the locations identified in Tables 1 and 2.
- (2) The Developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour, and on a daily basis. The monitoring program will be started the project is 50 percent complete and will continue until build-out. If the traffic volumes exceed those projected in the Application, as revised, a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. The revised transportation analysis will be based upon results of the

monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

- (a) All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above it will be included in the previous annual report submitted prior to the anticipated exceedance.
 - (b) If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further certificates of occupancy or building permits shall be issued until the required information has been submitted to and approved by Hillsborough County.
- (3) The Developer may sub-phase the project when such sub-phasing identifies and ties specific amounts of project development to specific regional roadway improvements.

Such sub-phasing shall be acceptable under the following conditions:

- (a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and
- (b) Funding commitments for the indicated roadway improvements will be required when the regional roadway operates below peak hour LOS D and the development contributes 5% or more of the existing LOS D peak hour capacity of the facility.
- (c) A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner.

- (4) In the event future roadways, to which traffic from this project has been assigned, are not built as assumed in the methodology used for this analysis, a new analysis and traffic reassignment shall be required as appropriate.

b. Option 2

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

TRAFFIC TABLE 1. Link Improvements Needed for 2002

Roadway Link	1995 Daily LOS with Project	Project Traffic as a % of LOS D Peak Hour Capacity	Required Improvement
Gunn Highway	F	13.7	Four-lane Gunn from Paglen to 800 ft. north of Hutchinson
Gunn Highway	F	5.7	Four-lane Gunn from Ehrlich to site entrance
Gunn Highway	F	169.4	Six-lane Gunn from Sheldon to Veterans Expressway
Gunn Highway	F	56.5	Four-lane Gunn from Veterans Expressway to Henderson
Gunn Highway	F	53.6	Four-lane Gunn from Henderson to Lynn-Turner
Gunn Highway	F	18.5	Four-lane Gunn from Lynn-Turner to 800 ft. west of Linebaugh Avenue
Busch Blvd.	F	10.6	Six-lane enhance Busch from 800 ft. east of Dale Mabry to 800 ft. east of Armenia Avenue
Sheldon Road	F	150.2	Six-lane Sheldon from Gunn to mall main entrance
Sheldon Road	F	72.8	Four-lane Sheldon from site entrance to Paglen
Sheldon Road	F	59.1	Four-lane Sheldon from Paglen to Westchase
Sheldon Road	F	45.5	Four-lane Sheldon from Westchase to Linebaugh
Sheldon Road	F	18.3	Four-lane Sheldon from Linebaugh to Waters
Sheldon Road	E	9.1	Four-lane Sheldon from Waters to Old Memorial
Anderson Road	F	5.7	Four-lane Anderson from Waters to Hillsborough
Veterans Expressway	E	8.9	Six-lane Expressway from Linebaugh to Waters
Veterans Expressway	E	7.1	Six-lane Expressway from Waters to Hillsborough

TRAFFIC TABLE 2. Intersection Improvements Needed for 2002

Intersection	1991 Daily LOS with Project	Project Traffic as a % of LOS D Peak Hour Capacity	Required Improvement
Anderson Road @ Waters Avenue	F	9.0	Eight-lane Waters from 800 ft. west of Anderson to 800 ft. east of Anderson Road And Six-lane Anderson from 800 ft. north of Waters to 800 ft. south of Waters Avenue
Armenia Avenue @ Waters Avenue	F	6.3	Add NB LT lane
Busch Blvd. @ Dale Mabry (east)	F	71.4	Add SB LT lane
Busch Blvd. @ Dale Mabry (west)	F	47.8	Six-lane enhance Busch from 800 ft west of Dale Mabry to 800 ft. east of Dale Mabry; add SB and EB LT lanes
County Road 54 @ Gunn Highway	F	12.4	Add EB RT lane and WB LT lane
Dale Mabry @ Ehrlich Road	F	12.0	Six Lane Dale Mabry 800 ft. north of Ehrlich to 800 ft. South of Ehrlich six-lane Ehrlich 800 ft. west of Dale Mabry to 1600 ft. east of Dale Mabry Highway NB LT lane and add NB LT lane
Dale Mabry @ Waters Avenue	F	8.4	Grade separation
Ehrlich Road @ Gunn Highway	F	83.5	Add EB RT lane
Hutchinson/Lunn-Turner @ Ehrlich Road	E	21.0	Add WB SB and NB RT lanes, add EB and NB LT lanes and provide dual SB LT lanes
Gunn Highway @ Van Dyke Road	E	5.4	Add WB LT lane
Gunn Highway @	F	28.4	Add NB RT lane and create dual NB LT lanes
Gunn Highway @ Lynn-Turner Road	E	14.6	Add WB RT lane
Henderson Road @ Linebaugh Avenue	E	14.4	Add EB LT lane and RT lane
Gunn Highway @ Linebaugh Avenue	F	66.3	Grade separation and add EB LT lane and WB thru lane
Gunn Highway @ Road	E	5.0	Provide NB and SB Paglen thru lanes, NB RT and SB LT lanes, EB RT and LT lanes
Gunn Highway @ Sheldon Road	F	71.0(1)	Provide SB RT and thru lanes, two thru lanes, WB, EB LT and WB RT lanes based on roadway link percentage

TRAFFIC TABLE 2. Intersection Improvements Needed for 2002

Intersection	1991 Daily LOS with Project	Project Traffic as a % of LOS D Peak Hour Capacity	Required Improvement
Gunn Highway @ North Site Drive	N/A	100.0	Add NB and EB LT lanes, SB and EB RT lanes
Gunn Highway @ Site Drive	N/A	100.0	Add NB and EB LT South lanes, SB and EB RT lanes
Hanley Road @ Waters Avenue	F	7.5	Six-lane Waters from 800 ft. west of Hanley to 800 ft. east of Hanley Road
Hillsborough Avenue @ Memorial Highway	F	18.4(1)	Add NB LT and thru lanes
Hillsborough Avenue @ Waters Extension	E	6.9(1)	Construct SB dual RT lanes and LT lane, EB two thru lanes and dual LT lanes, WB two thru lanes
Linebaugh Avenue Sheldon Road	F	84.0(1)	Add WB and EB RT @ lanes and dual LT lanes
Linebaugh Avenue Wilsky Road	F	51.0	Add NB and EB RT @ lanes, WB LT lanes
Paglen Road @ Road	C	84.0(a)	Reconstruct to Sheldon provide NB and SB thru lanes, NB RT lane, SB LT lane, and WB RT and LT lanes
Paglen Road @ Site Drive	N/A	100.0	Add NB and SB thru lanes, NB RT lane, SB LT lane, and WB RT and LT lanes
Sheldon Road Site Drive	D	100.0	Provide separate @ Main RT, LT and thru lanes at NB, and EB approaches, separate RT, thru and dual LT lanes SB and WB approaches
Sheldon Road @ South Site Drive	E	100.0	Add WB thru lanes, NB and SB two thru lanes, NB RT lane, SB LT lane, and WB RT lane
Sheldon Road Site Drive	D	100.0	Add SB RT and LT East lanes EB thru and LT lanes, WB thru and RT lanes
Sheldon Road	F	84.0(1)	Grade separation

KEY: NB – Northbound SB – Southbound EB – Eastbound WB – Westbound
 LT – Left turn RT – Right Turn (1) Based on roadway link percentages

c. Option 3: Transportation

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out below. The requirements of Option 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of the project on the regionally significant roadway system within the Project's primary impact area. The selection of this mitigation/curing mechanism is based upon the project's impact on transportation facilities, the substantial public benefit to be gained by expeditious and accelerated design, right-of-way acquisition, construction and use of major public transportation facilities, and its consistency with the TBRPC, FDOT, Hillsborough County and DCA policies regarding mitigation of regional transportation impacts.

(1) Hillsborough County and the Developer agree that it is in their best interest to amend the Capital Contribution Front Ending Agreement entered into by the parties October 18, 1999 and the First Amendment to Capital Contribution Front Ending Agreement entered into by the parties July 11, 1990 (collectively the "Agreements"), to modify the responsibilities of Hillsborough County and the Developer to provide for adequate financing for the completion of the design, right-of-way acquisition, and construction of improvements to the regionally significant roadway system in excess of those improvements that would be necessary to cure and mitigate the project impacts on the regionally significant roadway system. Such amendment to the Agreements shall at a minimum contain the provisions contained in this subsection c. To provide for the improvements identified herein, the County agrees to expend up to \$4.3 million to acquire all necessary right-of-way needed for the construction of the identified public transportation facilities (the "Improvements") and the Developer agrees to provide, for appropriate credit, right-of-way needed which is owned by the Developer, estimated at \$1.1 million, and financing for the remaining right-of-way acquisition, design and construction of the Improvements. The following public transportation facilities are defined as the Improvements.

- (a) Improve Gunn Highway from Sheldon Road to Lynn-Turner Road to a four-lane divided roadway.
- (b) Improve Sheldon Road from Linebaugh Avenue to Paglen Road to a four-lane divided roadway.

- (c) Improve Sheldon Road from Paglen Road to Gunn Highway to a four-lane divided roadway.
 - (d) Reconstruct and realign Paglen Road as a two-lane road from Sheldon Road to Gunn Highway.
 - (e) Other work related to the road improvements in (a) – (d) as agreed to by the County and the Developer.
- (2) The County agrees to use its best effort to acquire the needed right-of-way not owned or controlled by the Developer after receiving revised final right-of-way maps, parcel sketches, and legal descriptions from the Developer. Such right-of-way shall be of sufficient width to accommodate a future six-lane road. The County shall expend up to approximately \$4.3 million on the acquisition of such right-of-way. Should the costs of such acquisition be in excess of this amount and the County has acted in good faith in acquiring such right-of-way, the amounts to be paid for right-of-way acquisition in excess of \$4.3 million shall be advanced by the Developer to be reimbursed as outlined herein.
- (3) The Developer has substantially completed the design, preparation of construction plans and specifications, and the permitting of the Improvements described in paragraph (1) above.

The design and construction plans and specifications shall be prepared in a manner normally used in Hillsborough County roadway projects and in accordance with a scope of services acceptable to the Developer and Hillsborough County. Approval shall be in accordance with Hillsborough County Standards and FDOT's Plan Preparation Manual and Standards for Construction. The County shall review all plans and specifications at 15%, 60%, 90% and 100% of completion within a twenty-one (21) calendar day review period. The preparation of construction plans and specifications shall include the following considerations:

- Preparation of right-of-way maps for right-of-way acquisition purposes.
- For Improvements (a), (b), and (c), construction of four-lane divided roads.

- For Improvement (d), construction of a two-lane road.
 - Locations of median openings.
 - Traffic signalization and/or signal modification plans at up to five (4) locations identified below, excluding access points to the Westfield Citrus Park Mall site.
 - Gunn Highway @ Lynn-Turner Road
Sheldon Road & Paglen Road
Gunn Highway @ Sheldon Road
Paglen Road @ Gunn Highway
 - Drainage improvements for the proposed roadway shall be designed consistent with a future six-lane road. Up to 12 retention ponds shall be designed to support only the facility to be initially constructed; however, land needed to support the ultimate six-lane facility will be identified.
 - Construction plans shall include the design of the design of the following intersections:

Sheldon Road & Paglen Road
Gunn Highway @ Sheldon Road
Paglen Road @ Gunn Highway
 - Permit applications and plans shall be prepared for County signature. Submittal to permitting agencies and any necessary "follow up" shall be by the Developer.
 - Infrastructure improvements shall be designed to incorporate and be compatible with the Upper Tampa Bay Trail and the pedestrian and bicycle plans shall be designated to interface with the Upper Tampa Bay Trail.
- (4) At any time after the Developer has delivered necessary maps, sketches and legal descriptions to the County, the County may request, and the Developer shall provide, that portion of the needed right-of-way owned by the Developer.

- (5) The Developer, at his option, may initiate the creation of a Community Development District for the purpose of financing the construction of the Improvements. Such District shall only contain property owned by the Developer as described herein. The millage to be levied to all District property shall not be in excess of that allowed by law.
- (6) The Developer shall be entitled to reimbursement of all costs incurred for financing the right-of-way acquisition, design and construction of the Improvements, including interest at the County's cost of borrowing in the long term bond market at its most recent sale, or at a rate agreed upon by the County and the Developer in the amended Agreements. Hillsborough County shall provide reimbursement for such costs by pledging transportation and right-of-way impact fee revenue collected from the geographic area which constitutes Transportation Zone 1. Beginning in FY 1996 and continuing through FY 2000, 50% of the first \$2.2 million and 100% of amounts over \$2.2 million of revenue generated annually from the collection of transportation and right-of-way impact fees from development in the geographic area which constitutes Transportation Zone 1 shall be collected by the County and shall be made available to the Developer or his designee for reimbursing the financing of right-of-way acquisition, design or the construction of the Improvements. Beginning in FY 2001, 100% of all revenue generated annually from the collection of transportation and right-of-way impact fees from development in the geographic area which constitutes Transportation Zone 1 shall be collected by the County and shall be made available to the Developer or his designee for reimbursing the financing of right-of-way acquisition, design or the construction of the Improvements. In the event CIP funds allocated to the Improvements each fiscal year are not totally spent, the balance of the CIP funds set aside annually shall not be carried over to the next fiscal year. Such reimbursement shall continue until the Developer has been repaid for all costs subject to reimbursement with the exception of an amount equal to the greater of the Developer's original Proportionate Share or the total transportation and right-of-way impact fee obligation of the Developer for the project. Prior to the opening of the mall the amount to be reimbursed to the Developer shall be reduced by the

proportionate share amount less any amounts credited to the Developer.

- (7) If elected by the Developer, proceeds from the sale of bonds by the CDD shall be directed to the construction of the Improvements, less amounts needed for issuance costs and debt service.
- (8) The County and the Developer recognize that time is of the essence in providing the Improvements outlined herein concurrent with the proposed development schedule contained in this Development Order. The mall portion of the Development shall not open to the public for business unless and until the Improvements identified in c.(1) are open to traffic. The estimated date for the successful completion of the Improvements is December 31, 1999 and shall be followed by the Developer unless otherwise provided herein, subject to acts of God, necessary governmental permits and approvals, or occurrences beyond the control of the County or the Developer. The County shall use its best efforts to obtain the right-of-way in the specified time.
- (9) The County will amend its Capital Improvements Program (CIP) or take such action as are necessary to fulfill its responsibilities specified herein.
- (10) The shall assist the Developer, as appropriate, in the administration and observation of construction of the Required Improvements. The County shall participate in the final inspection of the Improvements.
- (11) To ensure that the Improvements are completed at the earliest possible time, the County shall assist the Developer when necessary in obtaining all necessary permits, approvals and utility relocations, and the County shall provide all off-site easements and rights-of-way necessary to complete said Improvements subject to the funding limitations in c(2) above.
- (12) Upon the successful completion of the final inspection of each Improvement and upon certification of the Engineer providing construction observation services that the Improvement has been completed in substantial accordance with the construction plans, the County shall assume

responsibility for the maintenance and operation of the Improvement.

- (13) The County shall have authority to extend the schedule for construction of the Improvement beyond the date of issuance of Certificates of Occupancy provided such extensions are reasonable and the extension will not create substantial detrimental effects on the public road system. Extensions beyond December 31, 1999 shall require the concurrence of the TBRPC and DCA and may require a Development Order amendment.
 - (14) The County is under no obligation to use any income sources other than impact fees to fund construction costs financed by the Developer in excess of his obligations as described herein. However, should impact fees be eliminated or reduced, the County shall provide alternative funding of amounts to be paid the Developer which are outstanding.
 - (15) The total amount of the road improvements committed to herein is in excess of the Developer's Proportionate Share Amount as calculated pursuant to applicable rules of the Department of Community Affairs and the Tampa Bay Regional Planning council.
6. The developer shall receive credit against impact fees, pursuant to law.
 7. A pedestrian circulation system and a bicycle circulation system shall be provided within the project and approved by the MPO. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System into the Westfield Citrus Park Mall. No detailed site plans shall be approved which do not indicate these systems. The Developer shall provide access via the internal circulatory system to a bus or rail facility located off site and proximate to the Mall. [This requirement has been completed.]
 8. The Developer shall have the right to alter the types and location of land uses on the site from those indicted in the ADA provided the total p.m. peak hour traffic volumes exiting and entering the site do not exceed the estimates provided in the ADA, subject to the provision of Florida Statutes, Section 380.06(19).
 9. Development approved under the terms and conditions of this Development Order shall be subject to the Transportation Impact Fee Ordinances, as they may be amended from time to time, provided however

that the amounts paid for the right-of-way, design and construction of the Improvements shall be credited against such impact fees. Nothing herein shall be construed as a waiver of the Developer's right to contest the application or validity of the Transportation Impact Fee Ordinances, related policies or the amount of impact fees assessed thereunder.

10. Development activities and issuances of permits shall be suspended if the Design and Improvements as described herein are not provided in substantial compliance with the requirements of this option due to action or a failure to act on the part of the Developer.

C. Air Quality/Wind and Water Erosion

1. The Developer shall undertake the measures referenced on page 14-10 of the Revised ADA at a minimum to reduce erosion, fugitive dust and other adverse air emissions during all phases of development.

D. Soils

1. The soil conservation measures referenced on page 14-10 of the ADA and the measures to reduce erosion, fugitive dust and air emissions referenced on page 13-1 of the ADA, at minimum, shall be implemented.

E. Stormwater Management and Water Quality

1. Prior to the issuance of any site alteration/building permits the Final Drainage Plan shall be submitted to TBRPC and DEP for review and to Hillsborough County and SWFWMD for approval. The drainage system shall be designed to meet all applicable Hillsborough County and SWFWMD regulations. The County drainage criteria in existence at the time of Detailed Master Drainage Plan approval shall be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria are more restrictive. [This requirement has been completed.]
2. The proposed stormwater management systems shall be designed, constructed and maintained to meet or exceed Chapter 17-25, Florida Administrative Code, and 40-D-4 Rules of SWFWMD. Treatment shall be provided by biological filtration, wherever feasible.
3. The Developer shall give all necessary drainage easements or rights-of-way as required, prior to Master Drainage Plan approval. [This requirement has been completed.]

4. The Developer shall operate and maintain on-site drainage facilities unless otherwise requested by the County's Stormwater Management Department.
5. In order to protect water quality the Developer shall implement Best Management Practices as recommended by the County, including a street cleaning program for the parking and private roadway areas within the development.
6. In order to, protect water quality in the Double Branch Creek and Rocky Creek watersheds, there shall be no degradation of Chapter 17.3, Florida Administrative Code water quality standards by stormwater exiting the site. Therefore, the Developer shall provide for a twice yearly surface water quality monitoring program, to be instituted before ground-breaking takes place and to continue through project build-out, at minimum. Any violation of Chapter 17.3, Florida Administrative Code, shall require corrective measures as set forth by FDEP. The following shall apply:
 - a. Sampling locations and frequencies shall be determined in cooperation with Hillsborough County, FDEP and SWFWMD.
 - b. All water quality analytical methods and procedures shall be thoroughly documented and shall comply with EPA/FDEP Quality Control Standards and Requirements.
 - c. The monitoring results shall be submitted to Hillsborough County, FDEP and SWFWMD. Should the monitoring indicate that applicable state water quality standards (Chapter 17.3, Florida Administrative Code) are not being met, all construction within the sub-basins where the violation is noted shall cease until the violation is corrected, or if specific construction can be identified as causing the violation, all such activity responsible for the exceedance shall cease until the violation is corrected.
7. Any development of the Westfield Citrus Park Mall, including an interim wastewater treatment plant, certain detention ponds and the disposition of existing septic tanks or location of new tanks shall be in accordance with the "Points of Agreement on Well Protection Measures to Be Employed By The Developer of The Westfield Citrus Park Mall" provided on pages 23-3 and 23-4 of the Second Sufficiency Response, and attached hereto as Exhibit 2.
8. Underground storage tanks for hazardous materials shall be prohibited or specific and appropriate setback distances from any potable water wellhead shall be established in cooperation with the WCRWSA and the SWFWMD.

9. The existing irrigation well in the north central portion of the site shall not be re-activated or used for irrigation (as committed on page 23-8, SR). All other on-site wells (approximately 30) shall be capped and plugged as soon as possible. [This requirement has been completed.]
10. Maintenance of all on-site wells shall be the responsibility of the Developer.
11. The siting of the Interim Wastewater Treatment Plant, and effluent disposal system shall be compatible with the agreement with WCRWSA and anticipated G-1 Aquifer regulations. The siting and level of treatment shall be compatible with the current regulations in Chapter 17-4 and 17-6, Florida Administrative Code (as committed on pages 23-8 and 23-9, SSR).
12. Any use of percolation ponds for treated effluent shall be reviewed and approved by SWFWMD. Any interim plant constructed to serve the project shall be dismantled and removed as soon as service from the County becomes available.
13. All existing septic tanks and drain fields shall be removed as soon as possible. Any proposed septic tanks, permanent or temporary, shall be subject to review by SWFWMD.
14. Elevations for all habitable structures shall be at or above the base (100-year) flood elevation as defined by the approved stormwater plan for the project.

F. Environmental and Natural Resources

1. In order to protect the natural values of preserved/conserved wetland areas, the following shall be required:
 - a. Except as otherwise permitted by agencies having jurisdiction:
 - (1) No adverse hydroperiod alteration shall be permitted in conservation or preservation areas identified as on attached Exhibit 3.
 - (2) No dredging, filling or development activities shall be allowed within preservation areas. Activities within the conservation areas shall be determined in cooperation with permitting agencies.
2. All mitigation areas and littoral shelves shall be monitored twice yearly for a period of four years. monitoring shall include measurements of

species diversity and composition and the control of nuisance species encroachment. Additional planting shall be accomplished to maintain, an 80% survival of planted species at the end of three years.

3. All wetland losses shall require a minimum of 1:1 in-kind wetland replacement. Mitigation for wetland losses shall be implemented prior to or concurrent with wetlands being disturbed, unless otherwise approved by agencies having jurisdiction.
4. In the event that any species listed in Sections 39-27.003-.005, Florida Administrative Code, are observed frequenting the site for nesting, feeding, or breeding, proper mitigation measures shall be employed by the Developer in cooperation with the Florida Game and Fresh Water Fish Commission.
5. The land use designations for those portions of the site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region, Section 10.1.2 and 10.1.3 shall be as designated on the revised Exhibit 3 submitted to Hillsborough County.
6. Representative tracts of the mixed wetland forest (631) and hardwood forest (422) communities listed on pages 18-4 and 18-8 of the Revised ADA shall be preserved on site in a manner which will ensure their continued natural function and value. These natural plant communities shall be identified to the satisfaction of Hillsborough County, prior to commercial site plan approval for the regional commercial parcel.
7. The Developer shall be responsible for maintaining all landscaped and open space areas within the project site other than those for which Hillsborough County has assumed maintenance responsibilities.
8. There shall be no net loss of hydrologic storage capacity in the 100 year floodplain.

G. Public Facilities

1. The Developer shall be required to provide for recovered wastewater disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water & Wastewater Utilities takeback policy in effect prior to detailed site plan approval. However, the developer shall not be required to use non-potable water which is of objectionable odor and/or color.
2. The Developer shall use the lowest quality water available suitable to a given purpose in order to reduce the unnecessary use of potable water for

landscape and open space irrigation. The Developer shall submit a plan to Hillsborough County and the TBRPC for using nonpotable water for irrigation in the first annual report following issuance for the first Certificate of Occupancy.

3. Water-saving devices shall be required in the project (as mandated by the Florida Water Conservation Act Section 533.14, Florida Statutes, 1985) and native vegetation shall be used in landscaping wherever feasible.

H. Hazardous Waste

1. The Developer shall provide information on all development businesses that:
 - a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in specially-designated containers/areas; and
 - b. Describes construction requirements for hazardous waste holding areas; and
 - c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

I. Hurricane Evacuation

1. The Developer shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure that safe and orderly evacuation of residents and employees when a Level E evacuation order, (as appropriate), is issued by (1) ordering all buildings closed for the duration of the hurricane evacuation order; (2) informing all residents and employees of evacuation routes out of the flood prone area and measures to be fulfilled in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report. Further, the plan shall include an agreement between the Developer and appropriate authority(ies) allowing the use of parking areas surrounding the mall for storage and possible dispatch of public agency vehicles and mobile equipment during times of civil emergency. This plan shall be included in the first annual report submitted after occupancy or any portion of the project.

J. Energy Conservation

1. Energy conservation measures consistent with TBRPC policy shall be incorporated into project design, construction and operation, and shall include the following, as economically feasible:
 - a. Energy policies, energy use monitoring and energy conservation for the Westfield Citrus Park Mall project using a qualified energy use analyst.
 - b. Programs to promote energy conservation by employees, buyers, suppliers and the public.
 - c. Programs to reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours.
 - d. Recycling programs.
 - e. Innovative energy alternatives such as solar energy, resource recovery, waste heat recovery and cogeneration.
 - f. Total energy systems on large facilities, when cost effective.

K. Equal Opportunity

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

L. Historical or Archaeological Resources

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

M. General

1. Any change to the project which significantly departs from: the parameters set forth in the phasing schedule on page 12-16 of the Sufficiency Response shall require a substantial deviation determination, pursuant to Subsection 380.06(19), Florida Statutes.
2. All of the final Developer's commitments set forth in the ADA, and as summarized in Attachment 1 entitled "Developer Commitments" shall be honored, except as they may be superseded by specific terms of the Development Order.

3. The Developer shall encourage programs by employers to provide child care facilities at the place of employment or as a cooperative effort off-site.
4. The Master Plan of Development for the Westfield Citrus Park Mall Development of Regional Impact ("Map H"), is attached as Exhibit C and incorporated herein by reference.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, PAT FRANK, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a resolution adopted by the Board at its regular meeting of December 13, 2006 as the same appears of record in Minute Book 355 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 9th day of February, 2006.

PAT FRANK, CLERK
OF CIRCUIT COURT



Michael K. Dyer
Deputy Clerk

154973v2

APPROVED BY COUNTY ATTORNEY

BY [Signature]
Approved as to Form and Legal Sufficiency

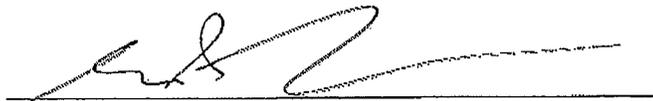
EXHIBIT "A"

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that on this day, before me, the undersigned officer, authorized in the State and County named above to administer oaths and take acknowledgements, personally appeared Scott I. Steady, the attorney for the DRI #170 Notice of Proposed Change, to me well known, who, being duly sworn, says upon oath the following:

1. Scott Steady filed the original Notice of Proposed Change ("NOPC") for the Westfield Citrus Park Mall DRI #170 on May 18, 2005.
2. The aforementioned original NOPC was filed with Hillsborough County, the State of Florida Department of Community Affairs and the Tampa Bay Regional Planning Council as required by law.



Print Name

SWORN AND SUBSCRIBED to before me this 15th day of December, 2005.

My Commission Expires:



Cora L. Lane
Commission #DD217471
Expires: Jul 04, 2007
Bonded Thru
Atlantic Bonding Co., Inc.


Print Name CORA L. LANE
Notary Public - State of Florida

LEGAL DESCRIPTION:

DESCRIPTION: PARCEL ONE

Being a portion of Sections 2 and 11, Township 28 South, Range 17 East, Hillsborough County, Florida; being more particularly described as follows:

Commence at the Northwest corner of said Section 11, run thence S.89°31'00"E., a distance of 69.00 feet to the Easterly right of way line of Paglen Road for a Point of Beginning; thence along said right of way line, N.00°09'18"E., a distance of 830.44 feet; thence S.89°19'45"E., a distance of 1261.85 feet to the Easterly boundary line of the Southwest 1/4 of the Southwest 1/4 of said Section 2; thence along said Easterly boundary line, S.00°24'33"W., a distance of 496.96 feet; thence S.89°24'04"E., a distance of 1328.07 feet to the West boundary line of the Southeast 1/4 of said Section 2; thence along said West boundary line, S.00°39'49"W., a distance of 330.39 feet to the South boundary line of said Section 2; thence along said Southerly boundary line, S.89°14'25"E., a distance of 666.31 feet; thence N.00°47'03"E., a distance of 660.55 feet; thence S.89°13'24"E., a distance of 636.17 feet to the Westerly right of way line of Gunn Highway; thence along said right of way line, S.00°16'53"W., a distance of 125.11 feet; thence 217.62 feet along the arc of a curve to the right, said curve having a radius of 2419.99 feet and a chord of 217.55 feet which bear S.02°51'27"W. thence S.05°26'01"W., a distance of 318.91 feet to the South boundary line of said Section 2; thence leaving said right of way line, along said South boundary line, N.89°14'25"W., a distance of 470.13 feet; thence S.45°33'00"W., a distance of 198.54 feet; thence S.00°20'24"W., a distance of 520.15 feet; thence S.89°16'18"E., a distance of 581.32 feet to the Westerly right of way line of said Gunn Highway; thence along said right of way line, S.00°34'32"W., a distance of 150.00 feet; thence leaving said right of way line, N.89°16'18"W., a distance of 250.05 feet; thence S.00°12'39"W., a distance of 239.18 feet; thence N.89°58'24"W., a distance of 228.22 feet; thence S.00°20'24" W., a distance of 208.71 feet to the Northerly right of way line of Sheldon Road; thence along said right of way line, N.89°58'24"W., a distance of 761.78 feet; thence N.00°20'25"E., a distance of 7.00 feet; thence N.89°58'24"W., a distance of 665.45 feet; thence S.00°26'10"W., a distance of 7.00 feet; thence N.89°58'24"W., a distance of 665.48 feet; thence N.89°30'41"W., a distance of 379.09 feet; thence 281.92 feet along the arc of a curve to the left, said curve having a radius of 994.93 feet and a chord of 280.98 feet which bear S.82°22'17"W.; thence N.89°28'57"W., a distance of 643.65 feet to the Easterly right of way line of said Paglen Road; thence along said right of way line, N.00°41'39"E., a distance of 550.00 feet; thence S.89°28'57"E., a distance of 39.00 feet; thence N.00°41'39"E., a distance of 775.03 feet to the Point of Beginning; containing 144.438 acres, more or less.

LESS THE FOLLOWING DESCRIBED PARCEL:

Being a portion of Section 2, Township 28 South, Range 17 East, Hillsborough County, Florida; more particularly described as follows:

Commence at the Northwest corner of Section 11, Township 28 South, Range 17 East, run thence S.89°31'00"E., a distance of 69.00 feet to the Easterly right of way line of Paglen Road; thence along said right of way line, N.00°09'18"E., a distance of 390.90 feet; thence S.89°50'42"E., a distance of 32.95 feet for a Point of Beginning; thence N.00°09'18"E., a distance of 210.00 feet; thence S.89°50'42"E., a distance of 210.00 feet; thence S.00°09'18"W., a distance of 210.00 feet; thence N.89°50'42"W., a distance of 210.00 feet to the Point of Beginning; containing 1.012 acres, more or less. Total Area = 143.426 acres, more or less.

DESCRIPTION: PARCEL TWO

Being a portion of Section 11, Township 28 South, Range 17 East, Hillsborough County, Florida; more particularly described as follows:

Commence at the Southwest corner of the Northwest 1/4 of said Section 11, run thence S.89°31'52"E., along the Southerly boundary line of the Northwest 1/4 of said Section 11, a distance of 834.82 feet for a Point of Beginning; thence N.00°36'11"E., a distance of 1276.24 feet to the Southerly right of way line of Sheldon Road; thence 120.30 feet along the arc of a curve to the right, said curve having a radius of 914.93 feet and a chord of 120.21 feet which bears N.86°43'21"E.; thence along said right of way line, S.89°30'41"E., a distance of 379.04 feet; thence S.89°58'24"E., a distance of 2294.07 feet; thence leaving said right of way line, S.00°29'35"W., a distance of 1304.41 feet to the South boundary line of the Northeast 1/4 of said Section 11; thence along said South boundary line, N.89°22'01"W., a distance of 959.38 feet to the Southwest corner of the Northeast 1/4 of said Section 11; thence N.89°31'52"W., along the South boundary line of the Northeast 1/4 of said Section 11, a distance of 262.73 feet; thence N.00°27'00"E., a distance of 205.00 feet; thence N.89°31'52"W., a distance of 205.00 feet; thence S.00°27'00"W., a distance of 205.00 feet to the South boundary line of the Northwest 1/4 of said Section 11; thence S.06°36'01"E., a distance of 230.00 feet; thence N.82°28'32"W., a distance of 230.00 feet; thence N.89°31'52"W., a distance of 952.84 feet to the Easterly boundary of a 200.00 foot wide Tampa Electric Company easement; thence N.00°36'11"E., a distance of 200.00 feet to the South boundary line of the Northwest 1/4 of said Section 11; thence N.89°31'52"W., along said South boundary line, a distance of 216.00 feet to the Point of Beginning; containing 87.308 acres, more or less.

#170

PAT FRANK

Clerk of the Circuit Court
Hillsborough County, Florida



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

February 9, 2006

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

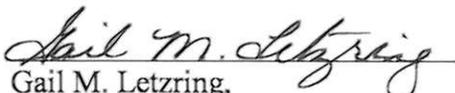
Re: **Correcting a Scrivener's Error and Replacing Resolution No. R05-288** - Amending the
Development Order for Westfield Citrus Park Mall f/k/a Citrus Park Mall (DRI #170)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on December 13, 2005. Please substitute the attached Amended and Restated Development Order for the previously certified order to correct a scrivener's error (the previously certified resolution did not attach Map "H"). This resolution was submitted to your office on December 20, 2005.

We are providing this original for your files.

Sincerely,


Gail M. Letzring,
Manager, BOCC Records

md

Attachment

Certified Mail 7002 2410 0001 4265 0716

- cc: Board files (orig.)
- Scott Steady, Esquire, Attorney at Law(orig.ltr.)
- Charles Gauthier, Chief, DCA Bureau of State Planning(orig. ltr.)
- Nancy Takemori, Assistant County Attorney
- John Healy, Senior Planner, Planning & Growth Management
- Jeffrey Jenkins, Planning & Growth Management
- Sandra Davidson, County Attorney's Office
- Jim Glaros, Assistant Chief Deputy, Valuation, Property Appraiser's Office
- Mary Mahoney, Management & Budget

RESOLUTION NO. R05-288

**A RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS, HILLSBOROUGH COUNTY, FLORIDA
AMENDING AND RESTATING THE DEVELOPMENT ORDER
FOR WESTFIELD CITRUS PARK MALL, DRI#170**

Upon motion of Commissioner Scott , seconded by Commissioner Sharpe , the following Resolution was adopted by vote of 7 to 0 , with Commissioner(s) _____ voting "No."

WHEREAS, on November 15, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0283 for the Westfield Citrus Park Mall Development of Regional Impact, hereinafter referred to as WCPM; and

WHEREAS, the DCA and TBRPC subsequently filed an appeal of the WCPM Development Order with the Florida Land and Water Adjudicatory Commission ("FLWAC"), FLWAC Case NO. 89-4, primarily based upon provisions set forth in the Development Order; and

WHEREAS, DCA, TBRPC, and the Developer entered into a Stipulated Settlement Agreement, settling FLWAC Case No. 89-4, which in order to implement said Agreement required amendment to Resolution No. 88-0283 in accordance with the terms and conditions set forth in said settlement agreement; and

WHEREAS, pursuant thereto, on February 28, 1989, the Board of County Commissioners adopted Resolution R89-0041 and amending Resolution No. R88-0283 in accordance with the terms and conditions of the settlement agreement; and

WHEREAS, the Developer filed a Notice of Proposed Change pursuant to Section 380.06(19) on October 26, 1989, seeking to add 90,000 gross square feet of Regional Commercial, and 15.27 acres M.O.L. to the WCPM; and

WHEREAS, on January 24, 1990, the Board of County Commissioners adopted Resolution R90-0020 amending Resolution Nos. R88-0283 and R89-0041; and

WHEREAS, the Developer filed a Notice of Proposed Change pursuant to Section 380.06(19) on June 9, 1994, seeking to consolidate the two phase project to a one phase project, extend the project buildout date to December 30, 2002, incorporate a 5.49 acre M.O.L. parcel into the project's stormwater management system, extend the completion date of the associated road improvements to December 31, 1999, and revise the financing of the associated road improvements; and

WHEREAS, on January 24, 1995, the Board of County Commissioners adopted Resolution 95-0024 amending Resolution Nos. R88-0283; R89-0041; and R90-0020; and

WHEREAS, the Developer filed a Notice of Proposed Change pursuant to Section 380.06(19) on December 20, 1996, seeking to clarify that theater use is allowable at any retail location and provide an equivalency matrix for the exchange of theater seats for retail square footage; and

WHEREAS, on February 25, 1997, the Board of County Commissioners adopted Resolution R97-069 amending Resolution Nos. R88-0283; R89-0041; R90-0020; and R95-024; and

WHEREAS, the Developer filed a Notice of Proposed Change pursuant to Section 380.06(19) on May 18, 2005, seeking to extend the Effective Date to December 31, 2015, extend the Project Buildout Date to December 31, 2010, amend the name of the project and update other provisions; and

WHEREAS, the Developer's Affidavit, attached hereto as Exhibit "A," affirms that copies of the NOPC have been delivered to all persons as required by law.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING ASSEMBLED THIS 13TH DAY OF DECEMBER, 2005 AS FOLLOWS:

I. FINDINGS OF FACT

- A. Citrus Park Venture, hereinafter referred to as "Developer", submitted to Hillsborough County, Florida, an Application for Development Approval and Sufficiency Responses which are attached hereto and marked "Composite Exhibit A" (attached to the original Resolution) and incorporated herein by reference. Hereinafter, the word "Application" shall refer to the Application for Development Approval, Sufficiency Responses and other exhibits duly submitted and recorded.
- B. The real property which is the subject of the Application is legally described as set forth in Exhibit B.
- C. The Authorized Agent of the Developer is Lisa Callahan, Westfield Corporation, Inc., 70 Old Orchard Center, Suite F70A, Skokie, IL 60077.
- D. The proposed development is not an Area of Critical State Concern as designated pursuant to Section 380.05, Florida Statutes.
- E. All development shall occur in accordance with this Development Order and Application.
- F. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City-County

Planning Commission, and the Tampa Bay Regional Planning council and other affected agencies.

- G. Pursuant to applicable rules of the Department of Community Affairs and the Tampa Bay Regional Planning Council, the Proportionate Share Amount has been calculated as \$1,600,000 for the first 350,000 square feet of the project and \$5,414,711 for the entire project. For the NOPC filed in 2005 the Revised Proportionate Share Amount has been calculated as \$13,397,696 for the entire project.
- H. A review of the impacts of this Notice of Proposed Change has ben conducted by Hillsborough County, the Tampa Bay Regional Planning Council and the Florida Department of Community Affairs and other participating agencies.

II. CONCLUSIONS OF LAW

- A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the Application as set forth in composite Exhibit A (attached to the original Resolution), the reports, recommendations and testimony heard and considered by the Zoning Hearing master, it is concluded that:
 - 1. The development will not unreasonably interfere with the achievement of the objectives of the Plan applicable to the area.
 - 2. The development is consistent with local land development regulations.
 - 3. The development is consistent with the report and recommendation of the Tampa Bay Regional Planning Council.
- B. In considering whether the development should be approved subject to conditions, restrictions, and limitations, Hillsborough County has considered the criteria stated in subsection 380.06(14), Florida Statutes.
- C. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Development order and the Application.
- D. The Application for Development Approval is approved subject to all terms and conditions of this Development Order.
- E. The Land Use Plan Map for Hillsborough County designates the area within which this land lies as Regional Commercial.
- F. The following conclusions of law are made for the NOPC filed in 2005:

1. The amendment of the Development Order does not involve a change to a previously approved DRI constituting a substantial deviation under Section 380.06(19), Florida Statutes.
 2. All applicable statutory procedures have been adhered to.
 3. The Westfield Citrus Park Mall Development Order, as amended hereby, is consistent with the Future of Hillsborough County Comprehensive Plan and development in accordance with this Development Order, as amended, will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.
- G. The Developer's Certification affirming that copies of the Notice of change have been delivered to all persons as required by law, is incorporated herein.
- H. Within thirty (30) days after adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council and Citrus Park Venture.
- I. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.

III. GENERAL PROVISIONS

- A. This resolution shall constitute the Development Order of Hillsborough County in response to the Application for Development Approval for the Westfield Citrus Park Mall Development of Regional Impact.
- B. The legal description set forth in Exhibit B is hereby incorporated into and by reference made a part of, this Development Order.
- C. All provisions contained within the Application and Sufficiency Responses marked "Composite Exhibit A" (attached to the original Resolution) shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.
- D. The definitions contained in Chapter 380, Florida Statutes shall govern and apply to this Development Order.
- E. This Development Order shall be binding upon the Developer and his heirs, assignees or successors in interest including any entity which may assume any of

the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to include any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of government or governmental agency.

- F. In the event that any portion or section of this Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Development order which shall remain in full force and effect.
- G. Whenever this Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected governmental agencies and departments as are or may be designated by the Board of County Commissioners of Hillsborough County to review developments set forth under applicable laws and rules governing Developments of Regional Impact.
- H. In each instance in this Development Order where the Developer is responsible for ongoing maintenance of facilities at Westfield Citrus Park Mall, the Developer may transfer any or all of his responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, and/or other agencies having jurisdiction,; concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.
- I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order as defined by the criteria of Chapter 380.06(19)(b) or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by Hillsborough County and the Tampa Bay Regional Planning Council shall result in further Development of Regional Impact review pursuant to Chapter 380.06, Florida Statutes, and may result in Hillsborough County ordering a termination of development activity pending such review.
- J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Development order. In the event of a deviation, the

County Administrator may immediately recommend that the Board of County Commissioners establish a hearing to consider, such deviations.

- K. The Developer shall file an annual report in accordance with Section 380.06(18) Florida Statutes as amended, and appropriate rules and regulations. The report shall be submitted on Florida Department of Community Affairs Forms BLWM-07-85 as amended. Such report shall be due on the anniversary of the date of adoption of this Development order for each following year until and including such time as all terms and conditions of this Development order are satisfied. Such report shall be submitted to the Planning and Zoning Department which shall, after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners' hearing wherein such report is to be reviewed. The receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Development Order. This report shall contain:
1. The information required by the State Land Planning Agency to be included in the Annual Report, which information is described in the Rules and Regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and
 2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following the submittal of the annual report; and
 3. A statement listing all Applications for Incremental Review required pursuant to this Development Order or other applicable local-regulations which the Developer proposes to submit during the year immediately following submittal of the annual report; and
 4. A statement setting forth the name(s) and address(es) of any heir, assignee or successor in interest to this Development Order.
 5. A statement describing how the Developer has complied with each term and condition of this Development Order applicable when the Annual Report was prepared.
- B. The provisions of this Development Order shall not be construed as a waiver of or exception to any rule, regulation or ordinance of Hillsborough County, its agencies and commissions, and to the extent that further review is provided for in this Development Order or required by Hillsborough County, said review shall be subject to all applicable rules, regulations and ordinances in effect at the time of the review.

- C. This Development Order shall take effect upon the date of transmittal to the parties specified in subsection 380.07(2), Florida Statutes, as amended.

IV. SPECIFIC CONDITIONS

A. Development Schedule and Deadlines

1. The development of the project shall have the following entitlement with a buildout date of December 30, 2010.

Any specific activity wherein permits have been approved by the County prior to the buildout date of this Order may be completed so long as construction authorized by the permits has commenced and is continuing in good faith and the total project is substantially completed by the buildout date.

Years	Office Development	Regional Commercial	Other Commercial
1988-2010	235,750*	1,480,000*	417,100*

* Square footage is expressed as gross leaseable area.

Movie Theater use is specifically approved at any location on the site plan where retail uses are approved. The number of theater seats to be developed shall be counted against retail square footage entitlement as follows:

Change From: Change To:	Regional Commercial	Ancillary Commercial	Community Commercial	Office
Movie Theater	45.867 seats/ksf	58.178 seats/ksf	58.089 seats/ksf	29.600 seats/ksf

The maximum number of theater seats which maybe created through the trade-off of commercial square footage is 5,000 seats.

At such time as the Developer elects to trade-off commercial square footage for theater seats written notice shall be provided by the Florida Department of Community Affairs, the Tampa Bay Regional Planning Council and the Hillsborough County Planning and Growth Management Department. The notice shall specify the reduction in commercial square footage and the number of theater seats to be constructed. Utilization of the trade-off provision shall also be reported in the Annual Report.

2. If the Developer elects to amend the proposed development schedule, he shall submit said amendments to the County for review and approval as required by law, which approval shall not be withheld if the terms of this Order are otherwise fully complied with. Any significant departure in project buildout from the development schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.
3. This Development Order shall remain in effect for a period up to and including December 31, 2015. No development shall be approved after expiration of the Development Order. Any development activity for which plans have been submitted to the County for its review and approval at least 90 days prior to the expiration date of this Development Order may be completed in accordance with the requirements of the Development Order. This Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty days prior to the expiration date of this Order.
4. The development shall not be subject to down-zoning, or intensity reduction until December 31, 2015, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.
5. Physical development at the project site has commenced. For purposes of this paragraph, "physical development" shall mean commencement of site preparation and horizontal infrastructure.
6. No commercial buildings, or parking related to the commercial development shall be located on the 5.49 acre M.O.L. parcel identified in the revised legal description as the T.E.C.O. Right-of-Way (to be vacated) located generally at the southwest corner of the project. Use of the 5.49 acre M.O.L. parcel as part of the stormwater system is permitted to increase the capacity of such system to provide an alternative to acquisition of land to be used as stormwater facilities for the expanded road network.

B. Transportation [See Footnote ¹ below]

1. When Certificates of Occupancy have been issued for 80 percent of the project (or the equivalent thereof in terms of trip generation) an annual monitoring program to provide peak-hour traffic counts at the project entrance shall be instituted to verify that the number of external trips estimated in the ADA for the Project are not exceeded. Counts will continue on an annual basis through buildout. This information shall be supplied in the required annual report. If the annual report indicates that the total trips exceed volumes projected in the ADA for the Project by more than 15 percent, the County shall conduct a substantial deviation determination pursuant to Subsection 380.06(19), Fla. Stat. If the exceedance is determined to be a substantial deviation, the revised transportation analysis required pursuant to Subsection 380.06(19), Fla. Stats. will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

2. The Developer or its assigns shall submit a Transportation Systems Management (TSM) Plan for approval to Hillsborough County and for review to the FDOT, the Hillsborough Metropolitan Planning Organization (MPO), HART and TBRPC. The TSM program shall be designed to include, but not be limited to, the following policies and objectives set forth in the Florida Transportation Plan:
 - Increase urban area peak hour automobile occupancy rates by 10% by 1995 through expanded ridesharing efforts.

 - Increase peak hour occupancy rates for transit and other high occupancy vehicles by 20% by 1995.

3. Prior to issuance of Certificates of Occupancy the developer shall agree, in writing, to provide the Hillsborough Area Regional Transit Authority (HART) with reasonably located and dimensioned free access and pick-up and drop-off points within the project boundaries. The developer shall provide a location on site for a transfer facility for Hartline bus service if reasonably required and if feasible. Access to and internal road geometrics for the pick-up and drop-off points shall accommodate a 96 inch wide by forty (40) foot long advance design coach. The developer shall provide a reasonably located transit schedule information display.

¹ Transportation impacts have been mitigated pursuant to Option 3. The following Improvements have been constructed: 1) Gunn Highway from Sheldon Road to Lynn Turner Road as a four-lane divided roadway; 2) Sheldon Road from Linebaugh Avenue to Paglen Road as a four-lane divided roadway; 3) Sheldon Road from Paglen Road to Gunn Highway as a six-lane divided roadway; 4) Paglen Road from Sheldon Road to Gunn Highway as a four-lane realigned roadway.

The display location and specifications as well as locations of pick-up and drop-off points shall be reviewed by HART prior to commercial site plan approval and any disputes as to the appropriate location shall be resolved by the Board of County Commissioners.

4. The Developer may elect to develop and operate 350,000 gross square feet of Community commercial and General Commercial uses on the DRI site south of Sheldon Road, subject to the following conditions:

Pursuant to TBRPC Policy 19.8.14, the Developer shall fund, design and construct the following transportation improvements.

- a. The Developer shall make geometric improvements and install a traffic signal, when warranted, at the intersection of Gunn, Ehrlich and Walsh in accordance with design plans prepared by Hillsborough County.
- b. The Developer shall reconstruct the intersection of Gunn Highway and Sheldon Road to the ultimate cross-section needed to accommodate project traffic at full build out of the Mall.

Pursuant to Rule 9J2-0255 F.A.C., as interpreted in accordance with TBRPC policies regarding pipeline mitigation, the Developer's proportionate share of the cost of transportation improvements necessary to accommodate the impacts of the initial 350,000 square feet has been calculated to be \$1,600,000. The estimated costs of the improvements listed above meet or exceed the dollar amount cited above. In addition to the improvements listed above the Developer shall also fund, design, and construct the following transportation improvements.

- (1) The Developer shall be responsible for all site access improvements necessary to provide Level of Service (LOS) D or better operation at each site access during the p.m. peak hour. If traffic signals are warranted, the installation of the traffic signals shall be the responsibility of the Developer.
- (2) The Developer shall make geometric improvements and install a traffic signal with appropriate coordination to adjacent traffic signals at the intersection of Sheldon Road and Linebaugh Avenue. The specific improvement shall include the addition of a southbound left turn lane, northbound right turn lane and the installation of a traffic signal. The design shall be reviewed and approved by Hillsborough County.

Physical construction of all improvements shall begin prior to the issuance of any building permits and all improvements shall be completed prior to the issuance of any certificates of occupancy. In the event the Developer elects to proceed with this initial sub-phase he shall notify the County in writing of said election. If the Developer does not elect to construct this 350,000 square foot neighborhood commercial shopping center in advance of the balance of the development the Developer shall have no obligation to satisfy the conditions of Paragraph IV B.4. but instead shall mitigate in accordance with one of the three options listed below.

5. The Developer, at his option may mitigate the impacts of the Project on the regionally significant roadway system through one of three options set forth below. Compliance with the provisions of any of the options described below have been deemed to make adequate provision for the public transportation facilities necessary to accommodate the impacts attributable to the Project on regionally significant roadway network consistent with Florida Law and rules and policies of the Department of Community Affairs (DCA) and the Tampa Bay Regional Planning Council. (TBRPC). No Certificates of Occupancy beyond the sub-phase indicated in B.4. above may be issued until the requirements of one of the Options has been complied with to the extent required for the increment of development approved.

- a. Option 1: Funding Commitments

- (1) Development of Phase 1 of the Project shall require verification that funding commitments from responsible entities have been made for improvements to the regional transportation network where development approved pursuant to this Development Order is expected to have a significant adverse impact at one or more of the locations identified in Tables 1 and 2.
- (2) The Developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour, and on a daily basis. The monitoring program will be started the project is 50 percent complete and will continue until build-out. If the traffic volumes exceed those projected in the Application, as revised, a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. The revised transportation analysis will be based upon results of the

monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

- (a) All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above it will be included in the previous annual report submitted prior to the anticipated exceedance.
 - (b) If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further certificates of occupancy of building permits shall be issued until the required information has been submitted to and approved by Hillsborough County.
- (3) The Developer may sub-phase the project when such sub-phasing identifies and ties specific amounts of project development to specific regional roadway improvements.

Such sub-phasing shall be acceptable under the following conditions:

- (a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and
- (b) Funding commitments for the indicated roadway improvements will be required when the regional roadway operates below peak hour LOS D and the development contributes 5% or more of the existing LOS D peak hour capacity of the facility.
- (c) A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner.

- (4) In the event future roadways, to which traffic from this project has been assigned, are not built as assumed in the methodology used for this analysis, a new analysis and traffic reassignment shall be required as appropriate.

b. Option 2

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

TRAFFIC TABLE 1. Link Improvements Needed for 2002

Roadway Link	1995 Daily LOS with Project	Project Traffic as a % of LOS D Peak Hour Capacity	Required Improvement
Gunn Highway	F	13.7	Four-lane Gunn from Paglen to 800 ft. north of Hutchinson
Gunn Highway	F	5.7	Four-lane Gunn from Ehrlich to site entrance
Gunn Highway	F	169.4	Six-lane Gunn from Sheldon to Veterans Expressway
Gunn Highway	F	56.5	Four-lane Gunn from Veterans Expressway to Henderson
Gunn Highway	F	53.6	Four-lane Gunn from Henderson to Lynn-Turner
Gunn Highway	F	18.5	Four-lane Gunn from Lynn-Turner to 800 ft. west of Linebaugh Avenue
Busch Blvd.	F	10.6	Six-lane enhance Busch from 800 ft. east of Dale Mabry to 800 ft. east of Armenia Avenue
Sheldon Road	F	150.2	Six-lane Sheldon from Gunn to mall main entrance
Sheldon Road	F	72.8	Four-lane Sheldon from site entrance to Paglen
Sheldon Road	F	59.1	Four-lane Sheldon from Paglen to Westchase
Sheldon Road	F	45.5	Four-lane Sheldon from Westchase to Linebaugh
Sheldon Road	F	18.3	Four-lane Sheldon from Linebaugh to Waters
Sheldon Road	E	9.1	Four-lane Sheldon from Waters to Old Memorial
Anderson Road	F	5.7	Four-lane Anderson from Waters to Hillsborough
Veterans Expressway	E	8.9	Six-lane Expressway from Linebaugh to Waters
Veterans Expressway	E	7.1	Six-lane Expressway from Waters to Hillsborough

TRAFFIC TABLE 2. Intersection Improvements Needed for 2002

Intersection	1991 Daily LOS with Project	Project Traffic as a % of LOS D Peak Hour Capacity	Required Improvement
Anderson Road @ Waters Avenue	F	9.0	Eight-lane Waters from 800 ft. west of Anderson to 800 ft. east of Anderson Road And Six-lane Anderson from 800 ft. north of Waters to 800 ft. south of Waters Avenue
Armenia Avenue @ Waters Avenue	F	6.3	Add NB LT lane
Busch Blvd. @ Dale Mabry (east)	F	71.4	Add SB LT lane
Busch Blvd. @ Dale Mabry (west)	F	47.8	Six-lane enhance Busch from 800 ft west of Dale Mabry to 800 ft. east of Dale Mabry; add SB and EB LT lanes
County Road 54 @ Gunn Highway	F	12.4	Add EB RT lane and WB LT lane
Dale Mabry @ Ehrlich Road	F	12.0	Six Lane Dale Mabry 800 ft. north of Ehrlich to 800 ft. South of Ehrlich six-lane Ehrlich 800 ft. west of Dale Mabry to 1600 ft. east of Dale Mabry Highway NB LT lane and add NB LT lane
Dale Mabry @ Waters Avenue	F	8.4	Grade separation
Ehrlich Road @ Gunn Highway	F	83.5	Add EB RT lane
Hutchinson/Lunn-Turner @ Ehrlich Road	E	21.0	Add WB SB and NB RT lanes, add EB and NB LT lanes and provide dual SB LT lanes
Gunn Highway @ Van Dyke Road	E	5.4	Add WB LT lane
Gunn Highway @	F	28.4	Add NB RT lane and create dual NB LT lanes
Gunn Highway @ Lynn-Turner Road	E	14.6	Add WB RT lane
Henderson Road @ Linebaugh Avenue	E	14.4	Add EB LT lane and RT lane
Gunn Highway @ Linebaugh Avenue	F	66.3	Grade separation and add EB LT lane and WB thru lane
Gunn Highway @ Road	E	5.0	Provide NB and SB Paglen thru lanes, NB RT and SB LT lanes, EB RT and LT lanes
Gunn Highway @ Sheldon Road	F	71.0(1)	Provide SB RT and thru lanes, two thru lanes, WB, EB LT and WB RT lanes based on roadway link percentage

TRAFFIC TABLE 2. Intersection Improvements Needed for 2002

Intersection	1991 Daily LOS with Project	Project Traffic as a % of LOS D Peak Hour Capacity	Required Improvement
Gunn Highway @ North Site Drive	N/A	100.0	Add NB and EB LT lanes, SB and EB RT lanes
Gunn Highway @ Site Drive	N/A	100.0	Add NB and EB LT South lanes, SB and EB RT lanes
Hanley Road @ Waters Avenue	F	7.5	Six-lane Waters from 800 ft. west of Hanley to 800 ft. east of Hanley Road
Hillsborough Avenue @ Memorial Highway	F	18.4(1)	Add NB LT and thru lanes
Hillsborough Avenue @ Waters Extension	E	6.9(1)	Construct SB dual RT lanes and LT lane, EB two thru lanes and dual LT lanes, WB two thru lanes
Linebaugh Avenue Sheldon Road	F	84.0(1)	Add WB and EB RT @ lanes and dual LT lanes
Linebaugh Avenue Wilsky Road	F	51.0	Add NB and EB RT @ lanes, WB LT lanes
Paglen Road @ Road	C	84.0(a)	Reconstruct to Sheldon provide NB and SB thru lanes, NB RT lane, SB LT lane, and WB RT and LT lanes
Paglen Road @ Site Drive	N/A	100.0	Add NB and SB thru lanes, NB RT lane, SB LT lane, and WB RT and LT lanes
Sheldon Road Site Drive	D	100.0	Provide separate @ Main RT, LT and thru lanes at NB, and EB approaches, separate RT, thru and dual LT lanes SB and WB approaches
Sheldon Road @ South Site Drive	E	100.0	Add WB thru lanes, NB and SB two thru lanes, NB RT lane, SB LT lane, and WB RT lane
Sheldon Road Site Drive	D	100.0	Add SB RT and LT East lanes EB thru and LT lanes, WB thru and RT lanes
Sheldon Road	F	84.0(1)	Grade separation

KEY: NB – Northbound SB – Southbound EB – Eastbound WB – Westbound
 LT – Left turn RT – Right Turn (1) Based on roadway link percentages

c. Option 3: Transportation

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out below. The requirements of Option 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of the project on the regionally significant roadway system within the Project's primary impact area. The selection of this mitigation/curing mechanism is based upon the project's impact on transportation facilities, the substantial public benefit to be gained by expeditious and accelerated design, right-of-way acquisition, construction and use of major public transportation facilities, and its consistency with the TBRPC, FDOT, Hillsborough County and DCA policies regarding mitigation of regional transportation impacts.

- (1) Hillsborough County and the Developer agree that it is in their best interest to amend the Capital Contribution Front Ending Agreement entered into by the parties October 18, 1999 and the First Amendment to Capital Contribution Front Ending Agreement entered into by the parties July 11, 1990 (collectively the "Agreements"), to modify the responsibilities of Hillsborough County and the Developer to provide for adequate financing for the completion of the design, right-of-way acquisition, and construction of improvements to the regionally significant roadway system in excess of those improvements that would be necessary to cure and mitigate the project impacts on the regionally significant roadway system. Such amendment to the Agreements shall at a minimum contain the provisions contained in this subsection c. To provide for the improvements identified herein, the County agrees to expend up to \$4.3 million to acquire all necessary right-of-way needed for the construction of the identified public transportation facilities (the "Improvements") and the Developer agrees to provide, for appropriate credit, right-of-way needed which is owned by the Developer, estimated at \$1.1 million, and financing for the remaining right-of-way acquisition, design and construction of the Improvements. The following public transportation facilities are defined as the Improvements.
 - (a) Improve Gunn Highway from Sheldon Road to Lynn-Turner Road to a four-lane divided roadway.
 - (b) Improve Sheldon Road from Linebaugh Avenue to Paglen Road to a four-lane divided roadway.

- (c) Improve Sheldon Road from Paglen Road to Gunn Highway to a four-lane divided roadway.
 - (d) Reconstruct and realign Paglen Road as a two-lane road from Sheldon Road to Gunn Highway.
 - (e) Other work related to the road improvements in (a) – (d) as agreed to by the County and the Developer.
- (2) The County agrees to use its best effort to acquire the needed right-of-way not owned or controlled by the Developer after receiving revised final right-of-way maps, parcel sketches, and legal descriptions from the Developer. Such right-of-way shall be of sufficient width to accommodate a future six-lane road. The County shall expend up to approximately \$4.3 million on the acquisition of such right-of-way. Should the costs of such acquisition be in excess of this amount and the County has acted in good faith in acquiring such right-of-way, the amounts to be paid for right-of-way acquisition in excess of \$4.3 million shall be advanced by the Developer to be reimbursed as outlined herein.
- (3) The Developer has substantially completed the design, preparation of construction plans and specifications, and the permitting of the Improvements described in paragraph (1) above.

The design and construction plans and specifications shall be prepared in a manner normally used in Hillsborough County roadway projects and in accordance with a scope of services acceptable to the Developer and Hillsborough County. Approval shall be in accordance with Hillsborough County Standards and FDOT's Plan Preparation Manual and Standards for Construction. The County shall review all plans and specifications at 15%, 60%, 90% and 100% of completion within a twenty-one (21) calendar day review period. The preparation of construction plans and specifications shall include the following considerations:

- Preparation of right-of-way maps for right-of-way acquisition purposes.
- For Improvements (a), (b), and (c), construction of four-lane divided roads.

- For Improvement (d), construction of a two-lane road.
 - Locations of median openings.
 - Traffic signalization and/or signal modification plans at up to five (4) locations identified below, excluding access points to the Westfield Citrus Park Mall site.
 - Gunn Highway @ Lynn-Turner Road
Sheldon Road & Paglen Road
Gunn Highway @ Sheldon Road
Paglen Road @ Gunn Highway
 - Drainage improvements for the proposed roadway shall be designed consistent with a future six-lane road. Up to 12 retention ponds shall be designed to support only the facility to be initially constructed; however, land needed to support the ultimate six-lane facility will be identified.
 - Construction plans shall include the design of the design of the following intersections:

Sheldon Road & Paglen Road
Gunn Highway @ Sheldon Road
Paglen Road @ Gunn Highway
 - Permit applications and plans shall be prepared for County signature. Submittal to permitting agencies and any necessary "follow up" shall be by the Developer.
 - Infrastructure improvements shall be designed to incorporate and be compatible with the Upper Tampa Bay Trail and the pedestrian and bicycle plans shall be designated to interface with the Upper Tampa Bay Trail.
- (4) At any time after the Developer has delivered necessary maps, sketches and legal descriptions to the County, the County may request, and the Developer shall provide, that portion of the needed right-of-way owned by the Developer.

- (5) The Developer, at his option, may initiate the creation of a Community Development District for the purpose of financing the construction of the Improvements. Such District shall only contain property owned by the Developer as described herein. The millage to be levied to all District property shall not be in excess of that allowed by law.
- (6) The Developer shall be entitled to reimbursement of all costs incurred for financing the right-of-way acquisition, design and construction of the Improvements, including interest at the County's cost of borrowing in the long term bond market at its most recent sale, or at a rate agreed upon by the County and the Developer in the amended Agreements. Hillsborough County shall provide reimbursement for such costs by pledging transportation and right-of-way impact fee revenue collected from the geographic area which constitutes Transportation Zone 1. Beginning in FY 1996 and continuing through FY 2000, 50% of the first \$2.2 million and 100% of amounts over \$2.2 million of revenue generated annually from the collection of transportation and right-of-way impact fees from development in the geographic area which constitutes Transportation Zone 1 shall be collected by the County and shall be made available to the Developer or his designee for reimbursing the financing of right-of-way acquisition, design or the construction of the Improvements. Beginning in FY 2001, 100% of all revenue generated annually from the collection of transportation and right-of-way impact fees from development in the geographic area which constitutes Transportation Zone 1 shall be collected by the County and shall be made available to the Developer or his designee for reimbursing the financing of right-of-way acquisition, design or the construction of the Improvements. In the event CIP funds allocated to the Improvements each fiscal year are not totally spent, the balance of the CIP funds set aside annually shall not be carried over to the next fiscal year. Such reimbursement shall continue until the Developer has been repaid for all costs subject to reimbursement with the exception of an amount equal to the greater of the Developer's original Proportionate Share or the total transportation and right-of-way impact fee obligation of the Developer for the project. Prior to the opening of the mall the amount to be reimbursed to the Developer shall be reduced by the

proportionate share amount less any amounts credited to the Developer.

- (7) If elected by the Developer, proceeds from the sale of bonds by the CDD shall be directed to the construction of the Improvements, less amounts needed for issuance costs and debt service.
- (8) The County and the Developer recognize that time is of the essence in providing the Improvements outlined herein concurrent with the proposed development schedule contained in this Development Order. The mall portion of the Development shall not open to the public for business unless and until the Improvements identified in c.(1) are open to traffic. The estimated date for the successful completion of the Improvements is December 31, 1999 and shall be followed by the Developer unless otherwise provided herein, subject to acts of God, necessary governmental permits and approvals, or occurrences beyond the control of the County or the Developer. The County shall use its best efforts to obtain the right-of-way in the specified time.
- (9) The County will amend its Capital Improvements Program (CIP) or take such action as are necessary to fulfill its responsibilities specified herein.
- (10) The shall assist the Developer, as appropriate, in the administration and observation of construction of the Required Improvements. The County shall participate in the final inspection of the Improvements.
- (11) To ensure that the Improvements are completed at the earliest possible time, the County shall assist the Developer when necessary in obtaining all necessary permits, approvals and utility relocations, and the County shall provide all off-site easements and rights-of-way necessary to complete said Improvements subject to the funding limitations in c(2) above.
- (12) Upon the successful completion of the final inspection of each Improvement and upon certification of the Engineer providing construction observation services that the Improvement has been completed in substantial accordance with the construction plans, the County shall assume

responsibility for the maintenance and operation of the Improvement.

- (13) The County shall have authority to extend the schedule for construction of the Improvement beyond the date of issuance of Certificates of Occupancy provided such extensions are reasonable and the extension will not create substantial detrimental effects on the public road system. Extensions beyond December 31, 1999 shall require the concurrence of the TBRPC and DCA and may require a Development Order amendment.
 - (14) The County is under no obligation to use any income sources other than impact fees to fund construction costs financed by the Developer in excess of his obligations as described herein. However, should impact fees be eliminated or reduced, the County shall provide alternative funding of amounts to be paid the Developer which are outstanding.
 - (15) The total amount of the road improvements committed to herein is in excess of the Developer's Proportionate Share Amount as calculated pursuant to applicable rules of the Department of Community Affairs and the Tampa Bay Regional Planning council.
6. The developer shall receive credit against impact fees, pursuant to law.
 7. A pedestrian circulation system and a bicycle circulation system shall be provided within the project and approved by the MPO. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System into the Westfield Citrus Park Mall. No detailed site plans shall be approved which do not indicate these systems. The Developer shall provide access via the internal circulatory system to a bus or rail facility located off site and proximate to the Mall. [This requirement has been completed.]
 8. The Developer shall have the right to alter the types and location of land uses on the site from those indicted in the ADA provided the total p.m. peak hour traffic volumes exiting and entering the site do not exceed the estimates provided in the ADA, subject to the provision of Florida Statutes, Section 380.06(19).
 9. Development approved under the terms and conditions of this Development Order shall be subject to the Transportation Impact Fee Ordinances, as they may be amended from time to time, provided however

that the amounts paid for the right-of-way, design and construction of the Improvements shall be credited against such impact fees. Nothing herein shall be construed as a waiver of the Developer's right to contest the application or validity of the Transportation Impact Fee Ordinances, related policies or the amount of impact fees assessed thereunder.

10. Development activities and issuances of permits shall be suspended if the Design and Improvements as described herein are not provided in substantial compliance with the requirements of this option due to action or a failure to act on the part of the Developer.

C. Air Quality/Wind and Water Erosion

1. The Developer shall undertake the measures referenced on page 14-10 of the Revised ADA at a minimum to reduce erosion, fugitive dust and other adverse air emissions during all phases of development.

D. Soils

1. The soil conservation measures referenced on page 14-10 of the ADA and the measures to reduce erosion, fugitive dust and air emissions referenced on page 13-1 of the ADA, at minimum, shall be implemented.

E. Stormwater Management and Water Quality

1. Prior to the issuance of any site alteration/building permits the Final Drainage Plan shall be submitted to TBRPC and DEP for review and to Hillsborough County and SWFWMD for approval. The drainage system shall be designed to meet all applicable Hillsborough County and SWFWMD regulations. The County drainage criteria in existence at the time of Detailed Master Drainage Plan approval shall be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria are more restrictive. [This requirement has been completed.]
2. The proposed stormwater management systems shall be designed, constructed and maintained to meet or exceed Chapter 17-25, Florida Administrative Code, and 40-D-4 Rules of SWFWMD. Treatment shall be provided by biological filtration, wherever feasible.
3. The Developer shall give all necessary drainage easements or rights-of-way as required, prior to Master Drainage Plan approval. [This requirement has been completed.]

4. The Developer shall operate and maintain on-site drainage facilities unless otherwise requested by the County's Stormwater Management Department.
5. In order to protect water quality the Developer shall implement Best Management Practices as recommended by the County, including a street cleaning program for the parking and private roadway areas within the development.
6. In order to, protect water quality in the Double Branch Creek and Rocky Creek watersheds, there shall be no degradation of Chapter 17.3, Florida Administrative Code water quality standards by stormwater exiting the site. Therefore, the Developer shall provide for a twice yearly surface water quality monitoring program, to be instituted before ground-breaking takes place and to continue through project build-out, at minimum. Any violation of Chapter 17.3, Florida Administrative Code, shall require corrective measures as set forth by FDEP. The following shall apply:
 - a. Sampling locations and frequencies shall be determined in cooperation with Hillsborough County, FDEP and SWFWMD.
 - b. All water quality analytical methods and procedures shall be thoroughly documented and shall comply with EPA/FDEP Quality Control Standards and Requirements.
 - c. The monitoring results shall be submitted to Hillsborough County, FDEP and SWFWMD. Should the monitoring indicate that applicable state water quality standards (Chapter 17.3, Florida Administrative Code) are not being met, all construction within the sub-basins where the violation is noted shall cease until the violation is corrected, or if specific construction can be identified as causing the violation, all such activity responsible for the exceedance shall cease until the violation is corrected.
7. Any development of the Westfield Citrus Park Mall, including an interim wastewater treatment plant, certain detention ponds and the disposition of existing septic tanks or location of new tanks shall be in accordance with the "Points of Agreement on Well Protection Measures to Be Employed By The Developer of The Westfield Citrus Park Mall" provided on pages 23-3 and 23-4 of the Second Sufficiency Response, and attached hereto as Exhibit 2.
8. Underground storage tanks for hazardous materials shall be prohibited or specific and appropriate setback distances from any potable water wellhead shall be established in cooperation with the WCRWSA and the SWFWMD.

9. The existing irrigation well in the north central portion of the site shall not be re-activated or used for irrigation (as committed on page 23-8, SR). All other on-site wells (approximately 30) shall be capped and plugged as soon as possible. [This requirement has been completed.]
10. Maintenance of all on-site wells shall be the responsibility of the Developer.
11. The siting of the Interim Wastewater Treatment Plant, and effluent disposal system shall be compatible with the agreement with WCRWSA and anticipated G-1 Aquifer regulations. The siting and level of treatment shall be compatible with the current regulations in Chapter 17-4 and 17-6, Florida Administrative Code (as committed on pages 23-8 and 23-9, SSR).
12. Any use of percolation ponds for treated effluent shall be reviewed and approved by SWFWMD. Any interim plant constructed to serve the project shall be dismantled and removed as soon as service from the County becomes available.
13. All existing septic tanks and drain fields shall be removed as soon as possible. Any proposed septic tanks, permanent or temporary, shall be subject to review by SWFWMD.
14. Elevations for all habitable structures shall be at or above the base (100-year) flood elevation as defined by the approved stormwater plan for the project.

F. Environmental and Natural Resources

1. In order to protect the natural values of preserved/conserved wetland areas, the following shall be required:
 - a. Except as otherwise permitted by agencies having jurisdiction:
 - (1) No adverse hydroperiod alteration shall be permitted in conservation or preservation areas identified as on attached Exhibit 3.
 - (2) No dredging, filling or development activities shall be allowed within preservation areas. Activities within the conservation areas shall be determined in cooperation with permitting agencies.
2. All mitigation areas and littoral shelves shall be monitored twice yearly for a period of four years. monitoring shall include measurements of

species diversity and composition and the control of nuisance species encroachment. Additional planting shall be accomplished to maintain, an 80% survival of planted species at the end of three years.

3. All wetland losses shall require a minimum of 1:1 in-kind wetland replacement. Mitigation for wetland losses shall be implemented prior to or concurrent with wetlands being disturbed, unless otherwise approved by agencies having jurisdiction.
4. In the event that any species listed in Sections 39-27.003-.005, Florida Administrative Code, are observed frequenting the site for nesting, feeding, or breeding, proper mitigation measures shall be employed by the Developer in cooperation with the Florida Game and Fresh Water Fish Commission.
5. The land use designations for those portions of the site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region. Section 10.1.2 and 10.1.3 shall be as designated on the revised Exhibit 3 submitted to Hillsborough County.
6. Representative tracts of the mixed wetland forest (631) and hardwood forest (422) communities listed on pages 18-4 and 18-8 of the Revised ADA shall be preserved on site in a manner which will ensure their continued natural function and value. These natural plant communities shall be identified to the satisfaction of Hillsborough County, prior to commercial site plan approval for the regional commercial parcel.
7. The Developer shall be responsible for maintaining all landscaped and open space areas within the project site other than those for which Hillsborough County has assumed maintenance responsibilities.
8. There shall be no net loss of hydrologic storage capacity in the 100 year floodplain.

G. Public Facilities

1. The Developer shall be required to provide for recovered wastewater disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water & Wastewater Utilities takeback policy in effect prior to detailed site plan approval. However, the developer shall not be required to use non-potable water which is of objectionable odor and/or color.
2. The Developer shall use the lowest quality water available suitable to a given purpose in order to reduce the unnecessary use of potable water for

landscape and open space irrigation. The Developer shall submit a plan to Hillsborough County and the TBRPC for using nonpotable water for irrigation in the first annual report following issuance for the first Certificate of Occupancy.

3. Water-saving devices shall be required in the project (as mandated by the Florida Water Conservation Act Section 533.14, Florida Statutes, 1985) and native vegetation shall be used in landscaping wherever feasible.

H. Hazardous Waste

1. The Developer shall provide information on all development businesses that:
 - a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in specially-designated containers/areas; and
 - b. Describes construction requirements for hazardous waste holding areas; and
 - c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

I. Hurricane Evacuation

1. The Developer shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure that safe and orderly evacuation of residents and employees when a Level E evacuation order, (as appropriate), is issued by (1) ordering all buildings closed for the duration of the hurricane evacuation order; (2) informing all residents and employees of evacuation routes out of the flood prone area and measures to be fulfilled in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report. Further, the plan shall include an agreement between the Developer and appropriate authority(ies) allowing the use of parking areas surrounding the mall for storage and possible dispatch of public agency vehicles and mobile equipment during times of civil emergency. This plan shall be included in the first annual report submitted after occupancy or any portion of the project.

J. Energy Conservation

1. Energy conservation measures consistent with TBRPC policy shall be incorporated into project design, construction and operation, and shall include the following, as economically feasible:
 - a. Energy policies, energy use monitoring and energy conservation for the Westfield Citrus Park Mall project using a qualified energy use analyst.
 - b. Programs to promote energy conservation by employees, buyers, suppliers and the public.
 - c. Programs to reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours.
 - d. Recycling programs.
 - e. Innovative energy alternatives such as solar energy, resource recovery, waste heat recovery and cogeneration.
 - f. Total energy systems on large facilities, when cost effective.

K. Equal Opportunity

1. The Developer shall seek, and urge and, encourage all contracts and subcontractors to involve minority groups in the development of the project. All off ice and commercial establishment areas shall be available to all, on a fair and impartial basis.

L. Historical or Archaeological Resources

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

M. General

1. Any change to the project which significantly departs from: the parameters set forth in the phasing schedule on page 12-16 of the Sufficiency Response shall require a substantial deviation determination, pursuant to Subsection 380.06(19), Florida Statutes.
2. All of the final Developer's commitments set forth in the ADA, and as summarized in Attachment 1 entitled "Developer Commitments" shall be honored, except as they may be superseded by specific terms of the Development Order.

3. The Developer shall encourage programs by employers to provide child care facilities at the place of employment or as a cooperative effort off-site.
4. The Master Plan of Development for the Westfield Citrus Park Mall Development of Regional Impact ("Map H"), is attached as Exhibit C and incorporated herein by reference.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, PAT FRANK, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a resolution adopted by the Board at its regular meeting of December 13, 2006 as the same appears of record in Minute Book 355 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 9th day of February, 2006.

PAT FRANK, CLERK
OF CIRCUIT COURT



Michael K. Dyer
Deputy Clerk

154973v2

APPROVED BY COUNTY ATTORNEY
BY [Signature]
Approved as to Form and Legal Sufficiency

EXHIBIT "A"

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that on this day, before me, the undersigned officer, authorized in the State and County named above to administer oaths and take acknowledgements, personally appeared Scott I. Steady, the attorney for the DRI #170 Notice of Proposed Change, to me well known, who, being duly sworn, says upon oath the following:

1. Scott Steady filed the original Notice of Proposed Change ("NOPC") for the Westfield Citrus Park Mall DRI #170 on May 18, 2005.
2. The aforementioned original NOPC was filed with Hillsborough County, the State of Florida Department of Community Affairs and the Tampa Bay Regional Planning Council as required by law.



Print Name

SWORN AND SUBSCRIBED to before me this 15th day of December, 2005.

My Commission Expires:



Cora L. Lane
Commission #DD217471
Expires: Jul 04, 2007
Bonded Thru
Atlantic Bonding Co., Inc.


Print Name Cora L. Lane
Notary Public - State of Florida

LEGAL DESCRIPTION:

DESCRIPTION: PARCEL ONE

Being a portion of Sections 2 and 11, Township 28 South, Range 17 East, Hillsborough County, Florida; being more particularly described as follows:

Commence at the Northwest corner of said Section 11, run thence S.89°31'00"E., a distance of 69.00 feet to the Easterly right of way line of Paglen Road for a Point of Beginning; thence along said right of way line, N.00°09'18"E., a distance of 830.44 feet; thence S.89°19'45"E., a distance of 1261.85 feet to the Easterly boundary line of the Southwest 1/4 of the Southwest 1/4 of said Section 2; thence along said Easterly boundary line, S.00°24'33"W., a distance of 496.96 feet; thence S.89°24'04"E., a distance of 1328.07 feet to the West boundary line of the Southeast 1/4 of said Section 2; thence along said West boundary line, S.00°39'49"W., a distance of 330.39 feet to the South boundary line of said Section 2; thence along said Southerly boundary line, S.89°14'25"E., a distance of 666.31 feet; thence N.00°47'03"E., a distance of 660.55 feet; thence S.89°13'24"E., a distance of 636.17 feet to the Westerly right of way line of Gunn Highway; thence along said right of way line, S.00°16'53"W., a distance of 125.11 feet; thence 217.62 feet along the arc of a curve to the right, said curve having a radius of 2419.99 feet and a chord of 217.55 feet which bear S.02°51'27"W. thence S.05°26'01"W., a distance of 318.91 feet to the South boundary line of said Section 2; thence leaving said right of way line, along said South boundary line, N.89°14'25"W., a distance of 470.13 feet; thence S.45°33'00"W., a distance of 198.54 feet; thence S.00°20'24"W., a distance of 520.15 feet; thence S.89°16'18"E., a distance of 581.32 feet to the Westerly right of way line of said Gunn Highway; thence along said right of way line, S.00°34'32"W., a distance of 150.00 feet; thence leaving said right of way line, N.89°16'18"W., a distance of 250.05 feet; thence S.00°12'39"W., a distance of 239.18 feet; thence N.89°58'24"W., a distance of 228.22 feet; thence S.00°20'24"W., a distance of 208.71 feet to the Northerly right of way line of Sheldon Road; thence along said right of way line, N.89°58'24"W., a distance of 761.78 feet; thence N.00°20'25"E., a distance of 7.00 feet; thence N.89°58'24"W., a distance of 665.45 feet; thence S.00°26'10"W., a distance of 7.00 feet; thence N.89°58'24"W., a distance of 665.48 feet; thence N.89°30'41"W., a distance of 379.09 feet; thence 281.92 feet along the arc of a curve to the left, said curve having a radius of 994.93 feet and a chord of 280.98 feet which bear S.82°22'17"W.; thence N.89°28'57"W., a distance of 643.65 feet to the Easterly right of way line of said Paglen Road; thence along said right of way line, N.00°41'39"E., a distance of 550.00 feet; thence S.89°28'57"E., a distance of 39.00 feet; thence N.00°41'39"E., a distance of 775.03 feet to the Point of Beginning; containing 144.438 acres, more or less.

LESS THE FOLLOWING DESCRIBED PARCEL:

Being a portion of Section 2, Township 28 South, Range 17 East, Hillsborough County, Florida; more particularly described as follows:

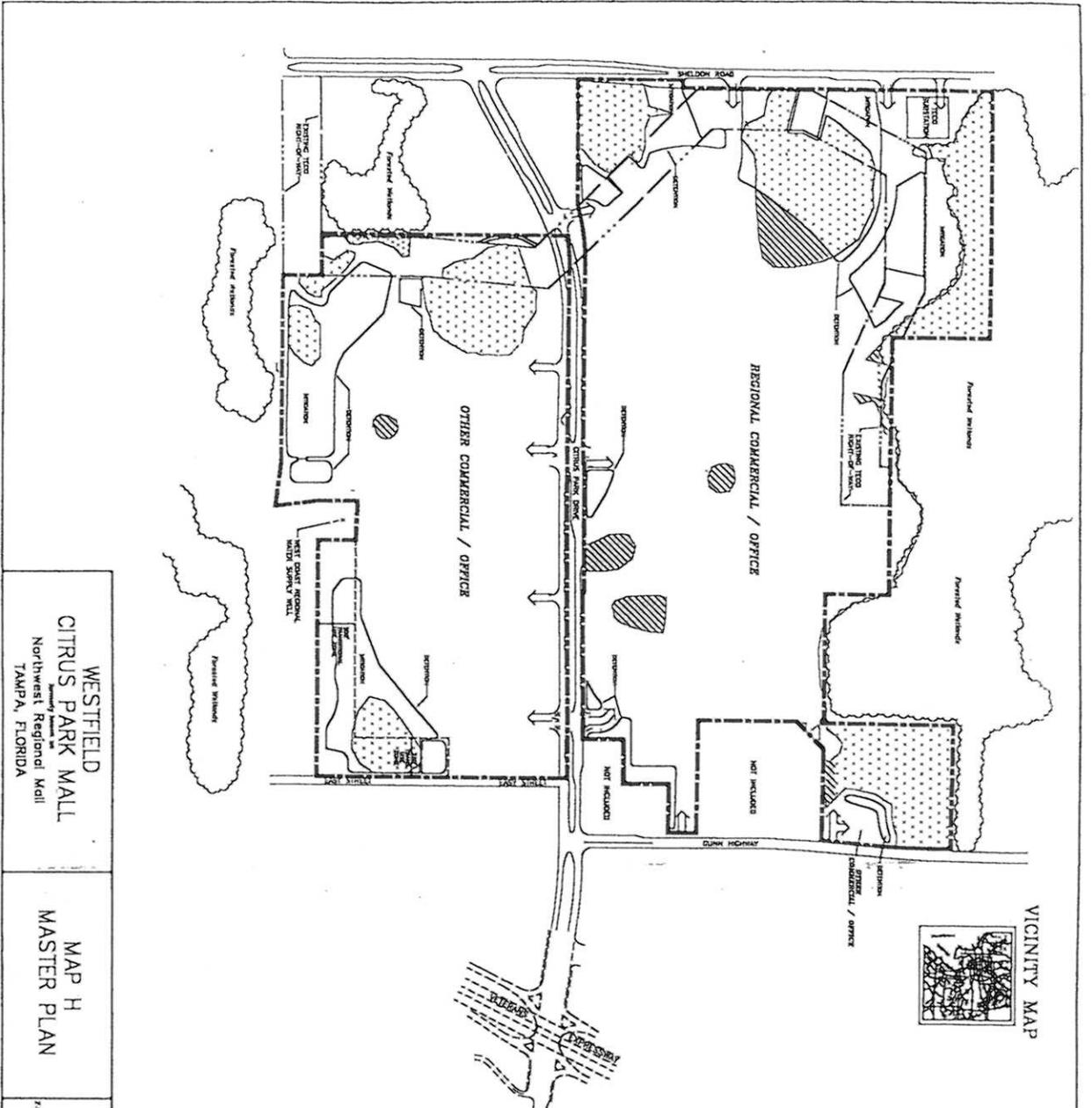
Commence at the Northwest corner of Section 11, Township 28 South, Range 17 East, run thence S.89°31'00"E., a distance of 69.00 feet to the Easterly right of way line of Paglen Road; thence along said right of way line, N.00°09'18"E., a distance of 390.90 feet; thence S.89°50'42"E., a distance of 32.95 feet for a Point of Beginning; thence N.00°09'18"E., a distance of 210.00 feet; thence S.89°50'42"E., a distance of 210.00 feet; thence S.00°09'18"W., a distance of 210.00 feet; thence N.89°50'42"W., a distance of 210.00 feet to the Point of Beginning; containing 1.012 acres, more or less. Total Area = 143.426 acres, more or less.

DESCRIPTION: PARCEL TWO

Being a portion of Section 11, Township 28 South, Range 17 East, Hillsborough County, Florida; more particularly described as follows:

Commence at the Southwest corner of the Northwest 1/4 of said Section 11, run thence S.89°31'52"E., along the Southerly boundary line of the Northwest 1/4 of said Section 11, a distance of 834.82 feet for a Point of Beginning; thence N.00°36'11"E., a distance of 1276.24 feet to the Southerly right of way line of Sheldon Road; thence 120.30 feet along the arc of a curve to the right, said curve having a radius of 914.93 feet and a chord of 120.21 feet which bears N.86°43'21"E.; thence along said right of way line, S.89°30'41"E., a distance of 379.04 feet; thence S.89°58'24"E., a distance of 2294.07 feet; thence leaving said right of way line, S.00°29'35"W., a distance of 1304.41 feet to the South boundary line of the Northeast 1/4 of said Section 11; thence along said South boundary line, N.89°22'01"W., a distance of 959.38 feet to the Southwest corner of the Northeast 1/4 of said Section 11; thence N.89°31'52"W., along the South boundary line of the Northwest 1/4 of said Section 11, a distance of 262.73 feet; thence N.00°27'00"E., a distance of 205.00 feet; thence N.89°31'52"W., a distance of 205.00 feet; thence S.00°27'00"W., a distance of 205.00 feet to the South boundary line of the Northwest 1/4 of said Section 11; thence S.06°36'01"E., a distance of 230.00 feet; thence N.82°28'32"W., a distance of 230.00 feet; thence N.89°31'52"W., a distance of 952.84 feet to the Easterly boundary of a 200.00 foot wide Tampa Electric Company easement; thence N.00°36'11"E., a distance of 200.00 feet to the South boundary line of the Northwest 1/4 of said Section 11; thence N.89°31'52"W., along said South boundary line, a distance of 216.00 feet to the Point of Beginning; containing 87.308 acres, more or less.

EXHIBIT "C"



VICINITY MAP

LEGAL DESCRIPTION:

LEGAL DESCRIPTION: PARCELS 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000.

LEGEND

- PROPERTY BOUNDARY
- WETLAND
- RESTRICTED WETLAND ENCROACHMENT

LAND USE SCHEDULE:

LAND USE	ACREAGE	TOTAL GROSS S.F. (GSI) / NET S.F.
REGIONAL COMMERCIAL / OFFICE / WORK YACHTS 2	101.82	1,480,000 S.F. / 1,480,000 S.F.
OTHER COMMERCIAL	88.37	1,111,000 S.F. / 1,111,000 S.F.
OTHER DEVELOPMENT 3	N/A 3	112,700 S.F. / 112,700 S.F.
RETENTION	28.27	
EMBANKMENT	33.27	
TOTAL	280.23	3,006,700 S.F. / 3,006,700 S.F.

- Land use table only permitted as shown in the Development Order Conditions.
- Provision use of land use table only in accordance with the Development Order Conditions. The use of land use table is based on preliminary review conducted as per the Development Order.
- Other development may be located within both the Retail Commercial/Office/Hotel/Thrive parcel and the Other Commercial/Office parcel.

WESTFIELD
CITRUS PARK MALL
Northwest Regional Mall
TAMPA, FLORIDA

MAP H
MASTER PLAN

Open company

Westfield
SHOPPING TOWN

PAT FRANK
Clerk of the Circuit Court
Hillsborough County, Florida



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

December 19, 2005

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

Re: Resolution No. R05-288 - Amending the Development Order for Westfield Citrus Park Mall
f/k/a Citrus Park Mall (DRI #170)

Dear Mr. Meyer:

Attached is a certified original of referenced resolution, which was adopted by the Hillsborough County Board of County Commissioners on December 13, 2005 .

We are providing this original for your files.

Sincerely,

Gail M. Letzring
Gail M. Letzring,
Manager, BOCC Records

jg
Attachment
Certified Mail# 7002 2410 0001 4265 1430

- cc: Board files (orig.)
- Charles Gauthier, Chief, DCA Bureau of State Planning
- Scott Steady, Esquire, Williams, Schifino, Mangione & Steady, P.A. Attorney at Law(orig.ltr.)
- Nancy Takemori, Assistant County Attorney
- John Healy, Senior Planner, Planning & Growth Management
- Sandra Davidson, County Attorney's Office
- Jim Glaros, Assistant Chief Deputy, Valuation, Property Appraiser's Office
- Mary Mahoney, Management & Budget

RESOLUTION NO. R05-288

**A RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS, HILLSBOROUGH COUNTY, FLORIDA
AMENDING AND RESTATING THE DEVELOPMENT ORDER
FOR WESTFIELD CITRUS PARK MALL, DRI#170**

Upon motion of Commissioner Scott, seconded by Commissioner Sharpe, the following Resolution was adopted by vote of 7 to 0, with Commissioner(s) _____ voting "No."

WHEREAS, on November 15, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0283 for the Westfield Citrus Park Mall Development of Regional Impact, hereinafter referred to as WCPM; and

WHEREAS, the DCA and TBRPC subsequently filed an appeal of the WCPM Development Order with the Florida Land and Water Adjudicatory Commission ("FLWAC"), FLWAC Case NO. 89-4, primarily based upon provisions set forth in the Development Order; and

WHEREAS, DCA, TBRPC, and the Developer entered into a Stipulated Settlement Agreement, settling FLWAC Case No. 89-4, which in order to implement said Agreement required amendment to Resolution No. 88-0283 in accordance with the terms and conditions set forth in said settlement agreement; and

WHEREAS, pursuant thereto, on February 28, 1989, the Board of County Commissioners adopted Resolution R89-0041 and amending Resolution No. R88-0283 in accordance with the terms and conditions of the settlement agreement; and

WHEREAS, the Developer filed a Notice of Proposed Change pursuant to Section 380.06(19) on October 26, 1989, seeking to add 90,000 gross square feet of Regional Commercial, and 15.27 acres M.O.L. to the WCPM; and

WHEREAS, on January 24, 1990, the Board of County Commissioners adopted Resolution R90-0020 amending Resolution Nos. R88-0283 and R89-0041; and

WHEREAS, the Developer filed a Notice of Proposed Change pursuant to Section 380.06(19) on June 9, 1994, seeking to consolidate the two phase project to a one phase project, extend the project buildout date to December 30, 2002, incorporate a 5.49 acre M.O.L. parcel into the project's stormwater management system, extend the completion date of the associated road improvements to December 31, 1999, and revise the financing of the associated road improvements; and

WHEREAS, on January 24, 1995, the Board of County Commissioners adopted Resolution 95-0024 amending Resolution Nos. R88-0283; R89-0041; and R90-0020; and

WHEREAS, the Developer filed a Notice of Proposed Changed pursuant to Section 380.06(19) on December 20, 1996, seeking to clarify that theater use is allowable at any retail location and provide an equivalency matrix for the exchange of theater seats for retail square footage; and

WHEREAS, on February 25, 1997, the Board of County Commissioners adopted Resolution R97-069 amending Resolution Nos. R88-0283; R89-0041; R90-0020; and R95-024; and

WHEREAS, the Developer filed a Notice of Proposed Change pursuant to Section 380.06(19) on May 18, 2005, seeking to extend the Effective Date to December 31, 2015, extend the Project Buildout Date to December 31, 2010, amend the name of the project and update other provisions; and

WHEREAS, the Developer's Affidavit, attached hereto as Exhibit "A," affirms that copies of the NOPC have been delivered to all persons as required by law.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING ASSEMBLED THIS 13th DAY OF December, 2005 AS FOLLOWS:

I. FINDINGS OF FACT

- A. Citrus Park Venture, hereinafter referred to as "Developer", submitted to Hillsborough County, Florida, an Application for Development Approval and Sufficiency Responses which are attached hereto and marked "Composite Exhibit A" (attached to the original Resolution) and incorporated herein by reference. Hereinafter, the word "Application" shall refer to the Application for Development Approval, Sufficiency Responses and other exhibits duly submitted and recorded.
- B. The real property which is the subject of the Application is legally described as set forth in Exhibit B.
- C. The Authorized Agent of the Developer is Lisa Callahan, Westfield Corporation, Inc., 70 Old Orchard Center, Suite F70A, Skokie, IL 60077.
- D. The proposed development is not an Area of Critical State Concern as designated pursuant to Section 380.05, Florida Statutes.
- E. All development shall occur in accordance with this Development Order and Application.
- F. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County

Environmental Protection Commission, the Hillsborough County City-County Planning Commission, and the Tampa Bay Regional Planning council and other affected agencies.

- G. Pursuant to applicable rules of the Department of Community Affairs and the Tampa Bay Regional Planning Council, the Proportionate Share Amount has been calculated as \$1,600,000 for the first 350,000 square feet of the project and \$5,414,711 for the entire project. For the NOPC filed in 2005 the Revised Proportionate Share Amount has been calculated as \$13,397,696 for the entire project.
- H. A review of the impacts of this Notice of Proposed Change has ben conducted by Hillsborough County, the Tampa Bay Regional Planning Council and the Florida Department of Community Affairs and other participating agencies.

II. CONCLUSIONS OF LAW

- A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the Application as set forth in composite Exhibit A (attached to the original Resolution), the reports, recommendations and testimony heard and considered by the Zoning Hearing master, it is concluded that:
 - 1. The development will not unreasonably interfere with the achievement of the objectives of the Plan applicable to the area.
 - 2. The development is consistent with local land development regulations.
 - 3. The development is consistent with the report and recommendation of the Tampa Bay Regional Planning Council.
- B. In considering whether the development should be approved subject to conditions, restrictions, and limitations, Hillsborough County has considered the criteria stated in subsection 380.06(14), Florida Statutes.
- C. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Development order and the Application.
- D. The Application for Development Approval is approved subject to all terms and conditions of this Development Order.

- E. The Land Use Plan Map for Hillsborough County designates the area within which this land lies as Regional Commercial.
- F. The following conclusions of law are made for the NOPC filed in 2005:
 - 1. The amendment of the Development Order does not involve a change to a previously approved DRI constituting a substantial deviation under Section 380.06(19), Florida Statutes.
 - 2. All applicable statutory procedures have been adhered to.
 - 3. The Westfield Citrus Park Mall Development Order, as amended hereby, is consistent with the Future of Hillsborough County Comprehensive Plan and development in accordance with this Development Order, as amended, will not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.
- G. The Developer's Certification affirming that copies of the Notice of change have been delivered to all persons as required by law, is incorporated herein.
- H. Within thirty (30) days after adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council and Citrus Park Venture.
- I. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.

III. GENERAL PROVISIONS

- A. This resolution shall constitute the Development Order of Hillsborough County in response to the Application for Development Approval for the Westfield Citrus Park Mall Development of Regional Impact.
- B. The legal description set forth in Exhibit B is hereby incorporated into and by reference made a part of, this Development Order.
- C. All provisions contained within the Application and Sufficiency Responses marked "Composite Exhibit A" (attached to the original Resolution) shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.

- D. The definitions contained in Chapter 380, Florida Statutes shall govern and apply to this Development Order.
- E. This Development Order shall be binding upon the Developer and his heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to include any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of government or governmental agency.
- F. In the event that any portion or section of this Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Development order which shall remain in full force and effect.
- G. Whenever this Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected governmental agencies and departments as are or may be designated by the Board of County Commissioners of Hillsborough County to review developments set forth under applicable laws and rules governing Developments of Regional Impact.
- H. In each instance in this Development Order where the Developer is responsible for ongoing maintenance of facilities at Westfield Citrus Park Mall, the Developer may transfer any or all of his responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, and/or other agencies having jurisdiction,; concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.
- I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order as defined by the criteria of Chapter 380.06(19)(b) or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by Hillsborough County and the Tampa Bay Regional Planning Council shall result in further Development of Regional Impact review pursuant to Chapter 380.06, Florida Statutes, and may result in Hillsborough County ordering a termination of development activity pending such review.

- J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Development order. In the event of a deviation, the County Administrator may immediately recommend that the Board of County Commissioners establish a hearing to consider, such deviations.
- K. The Developer shall file an annual report in accordance with Section 380.06(18) Florida Statutes as amended, and appropriate rules and regulations. The report shall be submitted on Florida Department of Community Affairs Forms BLWM-07-85 as amended. Such report shall be due on the anniversary of the date of adoption of this Development order for each following year until and including such time as all terms and conditions of this Development order are satisfied. Such report shall be submitted to the Planning and Zoning Department which shall, after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners' hearing wherein such report is to be reviewed. The receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Development Order. This report shall contain:
1. The information required by the State Land Planning Agency to be included in the Annual Report, which information is described in the Rules and Regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and
 2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following the submittal of the annual report; and
 3. A statement listing all Applications for Incremental Review required pursuant to this Development Order or other applicable local-regulations which the Developer proposes to submit during the year immediately following submittal of the annual report; and
 4. A statement setting forth the name(s) and address(es) of any heir, assignee or successor in interest to this Development Order.
 5. A statement describing how the Developer has complied with each term and condition of this Development Order applicable when the Annual Report was prepared.

- L. The provisions of this Development Order shall not be construed as a waiver of or exception to any rule, regulation or ordinance of Hillsborough County, its agencies and commissions, and to the extent that further review is provided for in this Development Order or required by Hillsborough County, said review shall be subject to all applicable rules, regulations and ordinances in effect at the time of the review.
- M. This Development Order shall take effect upon the date of transmittal to the parties specified in subsection 380.07(2), Florida Statutes, as amended.

IV. SPECIFIC CONDITIONS

A. Development Schedule and Deadlines

- 1. The development of the project shall have the following entitlement with a buildout date of December 30, 2010.

Any specific activity wherein permits have been approved by the County prior to the buildout date of this Order may be completed so long as construction authorized by the permits has commenced and is continuing in good faith and the total project is substantially completed by the buildout date.

Years	Office Development	Regional Commercial	Other Commercial
1988-2010	235,750*	1,480,000*	417,100*

* Square footage is expressed as gross leaseable area.

Movie Theater use is specifically approved at any location on the site plan where retail uses are approved. The number of theater seats to be developed shall be counted against retail square footage entitlement as follows:

Change From: Change To:	Regional Commercial	Ancillary Commercial	Community Commercial	Office
Movie Theater	45.867 seats/ksf	58.178 seats/ksf	58.089 seats/ksf	29.600 seats/ksf

The maximum number of theater seats which may be created through the trade-off of commercial square footage is 5,000 seats.

At such time as the Developer elects to trade-off commercial square footage for theater seats written notice shall be provided by the Florida Department of Community Affairs, the Tampa Bay Regional Planning Council and the Hillsborough County Planning and Growth Management Department. The notice shall specify the reduction in commercial square footage and the number of theater seats to be constructed. Utilization of the trade-off provision shall also be reported in the Annual Report.

2. If the Developer elects to amend the proposed development schedule, he shall submit said amendments to the County for review and approval as required by law, which approval shall not be withheld if the terms of this Order are otherwise fully complied with. Any significant departure in project buildout from the development schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.
3. This Development Order shall remain in effect for a period up to and including December 31, 2015. No development shall be approved after expiration of the Development Order. Any development activity for which plans have been submitted to the County for its review and approval at least 90 days prior to the expiration date of this Development Order may be completed in accordance with the requirements of the Development Order. This Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty days prior to the expiration date of this Order.
4. The development shall not be subject to down-zoning, or intensity reduction until December 31, 2015, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.
5. Physical development at the project site has commenced. For purposes of this paragraph, "physical development" shall mean commencement of site preparation and horizontal infrastructure.
6. No commercial buildings, or parking related to the commercial development shall be located on the 5.49 acre M.O.L. parcel identified in the revised legal description as the T.E.C.O. Right-of-Way (to be vacated) located generally at the southwest corner of the project. Use of the 5.49

acre M.O.L. parcel as part of the stormwater system is permitted to increase the capacity of such system to provide an alternative to acquisition of land to be used as stormwater facilities for the expanded road network.

B. Transportation [See Footnote ¹ below]

1. When Certificates of Occupancy have been issued for 80 percent of the project (or the equivalent thereof in terms of trip generation) an annual monitoring program to provide peak-hour traffic counts at the project entrance shall be instituted to verify that the number of external trips estimated in the ADA for the Project are not exceeded. Counts will continue on an annual basis through buildout. This information shall be supplied in the required annual report. If the annual report indicates that the total trips exceed volumes projected in the ADA for the Project by more than 15 percent, the County shall conduct a substantial deviation determination pursuant to Subsection 380.06(19), Fla. Stat. If the exceedance is determined to be a substantial deviation, the revised transportation analysis required pursuant to Subsection 380.06(19), Fla. Stats. will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.
2. The Developer or its assigns shall submit a Transportation Systems Management (TSM) Plan for approval to Hillsborough County and for review to the FDOT, the Hillsborough Metropolitan Planning Organization (MPO), HART and TBRPC. The TSM program shall be designed to include, but not be limited to, the following policies and objectives set forth in the Florida Transportation Plan:
 - Increase urban area peak hour automobile occupancy rates by 10% by 1995 through expanded ridesharing efforts.
 - Increase peak hour occupancy rates for transit and other high occupancy vehicles by 20% by 1995.
3. Prior to issuance of Certificates of Occupancy the developer shall agree, in writing, to provide the Hillsborough Area Regional Transit Authority (HART) with reasonably located and dimensioned free access and pick-up

¹ Transportation impacts have been mitigated pursuant to Option 3. The following Improvements have been constructed: 1) Gunn Highway from Sheldon Road to Lynn Turner Road as a four-lane divided roadway; 2) Sheldon Road from Linebaugh Avenue to Paglen Road as a four-lane divided roadway; 3) Sheldon Road from Paglen Road to Gunn Highway as a six-lane divided roadway; 4) Paglen Road from Sheldon Road to Gunn Highway as a four-lane realigned roadway.

and drop-off points within the project boundaries. The developer shall provide a location on site for a transfer facility for Hartline bus service if reasonably required and if feasible. Access to and internal road geometrics for the pick-up and drop-off points shall accommodate a 96 inch wide by forty (40) foot long advance design coach. The developer shall provide a reasonably located transit schedule information display. The display location and specifications as well as locations of pick-up and drop-off points shall be reviewed by HART prior to commercial site plan approval and any disputes as to the appropriate location shall be resolved by the Board of County Commissioners.

4. The Developer may elect to develop and operate 350,000 gross square feet of Community commercial and General Commercial uses on the DRI site south of Sheldon Road, subject to the following conditions:

Pursuant to TBRPC Policy 19.8.14, the Developer shall fund, design and construct the following transportation improvements.

- a. The Developer shall make geometric improvements and install a traffic signal, when warranted, at the intersection of Gunn, Ehrlich and Walsh in accordance with design plans prepared by Hillsborough County.
- b. The Developer shall reconstruct the intersection of Gunn Highway and Sheldon Road to the ultimate cross-section needed to accommodate project traffic at full build out of the Mall.

Pursuant to Rule 9J2-0255 F.A.C., as interpreted in accordance with TBRPC policies regarding pipeline mitigation, the Developer's proportionate share of the cost of transportation improvements necessary to accommodate the impacts of the initial 350,000 square feet has been calculated to be \$1,600,000. The estimated costs of the improvements listed above meet or exceed the dollar amount cited above. In addition to the improvements listed above the Developer shall also fund, design, and construct the following transportation improvements.

- (1) The Developer shall be responsible for all site access improvements necessary to provide Level of Service (LOS) D or better operation at each site access during the p.m. peak hour. If traffic signals are warranted, the installation of the traffic signals shall be the responsibility of the Developer.

- (2) The Developer shall make geometric improvements and install a traffic signal with appropriate coordination to adjacent traffic signals at the intersection of Sheldon Road and Linebaugh Avenue. The specific improvement shall include the addition of a southbound left turn lane, northbound right turn lane and the installation of a traffic signal. The design shall be reviewed and approved by Hillsborough County.

Physical construction of all improvements shall begin prior to the issuance of any building permits and all improvements shall be completed prior to the issuance of any certificates of occupancy. In the event the Developer elects to proceed with this initial sub-phase he shall notify the County in writing of said election. If the Developer does not elect to construct this 350,000 square foot neighborhood commercial shopping center in advance of the balance of the development the Developer shall have no obligation to satisfy the conditions of Paragraph IV B.4. but instead shall mitigate in accordance with one of the three options listed below.

5. The Developer, at his option may mitigate the impacts of the Project on the regionally significant roadway system through one of three options set forth below. Compliance with the provisions of any of the options described below have been deemed to make adequate provision for the public transportation facilities necessary to accommodate the impacts attributable to the Project on regionally significant roadway network consistent with Florida Law and rules and policies of the Department of Community Affairs (DCA) and the Tampa Bay Regional Planning Council. (TBRPC). No Certificates of Occupancy beyond the sub-phase indicated in B.4. above may be issued until the requirements of one of the Options has been complied with to the extent required for the increment of development approved.

- a. Option 1: Funding Commitments

- (1) Development of Phase 1 of the Project shall require verification that funding commitments from responsible entities have been made for improvements to the regional transportation network where development approved pursuant to this Development Order is expected to have a significant adverse impact at one or more of the locations identified in Tables 1 and 2.

- (2) The Developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour, and on a daily basis. The monitoring program will be started the project is 50 percent complete and will continue until build-out. If the traffic volumes exceed those projected in the Application, as revised, a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.
- (a) All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above it will be included in the previous annual report submitted prior to the anticipated exceedance.
- (b) If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further certificates of occupancy or building permits shall be issued until the required information has been submitted to and approved by Hillsborough County.
- (3) The Developer may sub-phase the project when such sub-phasing identifies and ties specific amounts of project development to specific regional roadway improvements.

Such sub-phasing shall be acceptable under the following conditions:

- (a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and
- (b) Funding commitments for the indicated roadway improvements will be required when the regional roadway operates below peak hour LOS D and the

development contributes 5% or more of the existing LOS D peak hour capacity of the facility.

- (c) A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner.
- (4) In the event future roadways, to which traffic from this project has been assigned, are not built as assumed in the methodology used for this analysis, a new analysis and traffic reassignment shall be required as appropriate.

b. Option 2

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

TRAFFIC TABLE 1. Link Improvements Needed for 2002

Roadway Link	1995 Daily LOS with Project	Project Traffic as a % of LOS D Peak Hour Capacity	Required Improvement
Gunn Highway	F	13.7	Four-lane Gunn from Paglen to 800 ft. north of Hutchinson
Gunn Highway	F	5.7	Four-lane Gunn from Ehrlich to site entrance
Gunn Highway	F	169.4	Six-lane Gunn from Sheldon to Veterans Expressway
Gunn Highway	F	56.5	Four-lane Gunn from Veterans Expressway to Henderson
Gunn Highway	F	53.6	Four-lane Gunn from Henderson to Lynn-Turner
Gunn Highway	F	18.5	Four-lane Gunn from Lynn-Turner to 800 ft. west of Linebaugh Avenue
Busch Blvd.	F	10.6	Six-lane enhance Busch from 800 ft. east of Dale Mabry to 800 ft. east of Armenia Avenue
Sheldon Road	F	150.2	Six-lane Sheldon from Gunn to mall main entrance
Sheldon Road	F	72.8	Four-lane Sheldon from site entrance to Paglen
Sheldon Road	F	59.1	Four-lane Sheldon from Paglen to Westchase
Sheldon Road	F	45.5	Four-lane Sheldon from Westchase to Linebaugh
Sheldon Road	F	18.3	Four-lane Sheldon from Linebaugh to Waters
Sheldon Road	E	9.1	Four-lane Sheldon from Waters to Old Memorial
Anderson Road	F	5.7	Four-lane Anderson from Waters to Hillsborough
Veterans Expressway	E	8.9	Six-lane Expressway from Linebaugh to Waters
Veterans Expressway	E	7.1	Six-lane Expressway from Waters to Hillsborough

TRAFFIC TABLE 2. Intersection Improvements Needed for 2002

Intersection	1991 Daily LOS with Project	Project Traffic as a % of LOS D Peak Hour Capacity	Required Improvement
Anderson Road @ Waters Avenue	F	9.0	Eight-lane Waters from 800 ft. west of Anderson to 800 ft. east of Anderson Road And Six-lane Anderson from 800 ft. north of Waters to 800 ft. south of Waters Avenue
Armenia Avenue @ Waters Avenue	F	6.3	Add NB LT lane
Busch Blvd. @ Dale Mabry (east)	F	71.4	Add SB LT lane
Busch Blvd. @ Dale Mabry (west)	F	47.8	Six-lane enhance Busch from 800 ft west of Dale Mabry to 800 ft. east of Dale Mabry; add SB and EB LT lanes
County Road 54 @ Gunn Highway	F	12.4	Add EB RT lane and WB LT lane
Dale Mabry @ Ehrlich Road	F	12.0	Six Lane Dale Mabry 800 ft. north of Ehrlich to 800 ft. South of Ehrlich six-lane Ehrlich 800 ft. west of Dale Mabry to 1600 ft. east of Dale Mabry Highway NB LT lane and add NB LT lane
Dale Mabry @ Waters Avenue	F	8.4	Grade separation
Ehrlich Road @ Gunn Highway	F	83.5	Add EB RT lane
Hutchinson/Lunn -Turner @ Ehrlich Road	E	21.0	Add WB SB and NB RT lanes, add EB and NB LT lanes and provide dual SB LT lanes
Gunn Highway @ Van Dyke Road	E	5.4	Add WB LT lane
Gunn Highway @	F	28.4	Add NB RT lane and create dual NB LT lanes
Gunn Highway @ Lynn-Turner Road	E	14.6	Add WB RT lane

TRAFFIC TABLE 2. Intersection Improvements Needed for 2002

Intersection	1991 Daily LOS with Project	Project Traffic as a % of LOS D Peak Hour Capacity	Required Improvement
Henderson Road @ Linebaugh Avenue	E	14.4	Add EB LT lane and RT lane
Gunn Highway @ Linebaugh Avenue	F	66.3	Grade separation and add EB LT lane and WB thru lane
Gunn Highway @ Road	E	5.0	Provide NB and SB Paglen thru lanes, NB RT and SB LT lanes, EB RT and LT lanes
Gunn Highway @ Sheldon Road	F	71.0(1)	Provide SB RT and thru lanes, two thru lanes, WB, EB LT and WB RT lanes based on roadway link percentage
Gunn Highway @ North Site Drive	N/A	100.0	Add NB and EB LT lanes, SB and EB RT lanes
Gunn Highway @ Site Drive	N/A	100.0	Add NB and EB LT South lanes, SB and EB RT lanes
Hanley Road @ Waters Avenue	F	7.5	Six-lane Waters from 800 ft. west of Hanley to 800 ft. east of Hanley Road
Hillsborough Avenue @ Memorial Highway	F	18.4(1)	Add NB LT and thru lanes
Hillsborough Avenue @ Waters Extension	E	6.9(1)	Construct SB dual RT lanes and LT lane, EB two thru lanes and dual LT lanes, WB two thru lanes
Linebaugh Avenue Sheldon Road	F	84.0(1)	Add WB and EB RT @ lanes and dual LT lanes
Linebaugh Avenue Wilsky Road	F	51.0	Add NB and EB RT @ lanes, WB LT lanes
Paglen Road @ Road	C	84.0(a)	Reconstruct to Sheldon provide NB and SB thru lanes, NB RT lane, SB LT lane, and WB RT and LT lanes
Paglen Road @ Site Drive	N/A	100.0	Add NB and SB thru lanes, NB RT lane, SB LT lane, and WB RT and LT lanes

TRAFFIC TABLE 2. Intersection Improvements Needed for 2002

Sheldon Road Site Drive	D	100.0	Provide separate @ Main RT, LT and thru lanes at NB, and EB approaches, separate RT, thru and dual LT lanes SB and WB approaches
Sheldon Road @ South Site Drive	E	100.0	Add WB thru lanes, NB and SB two thru lanes, NB RT lane, SB LT lane, and WB RT lane
Sheldon Road Site Drive	D	100.0	Add SB RT and LT East lanes EB thru and LT lanes, WB thru and RT lanes
Sheldon Road	F	84.0(1)	Grade separation

KEY: NB – Northbound SB – Southbound EB – Eastbound WB – Westbound
 LT – Left turn RT – Right Turn (1) Based on roadway link percentages

c. Option 3: Transportation

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out below. The requirements of Option 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of the project on the regionally significant roadway system within the Project’s primary impact area. The selection of this mitigation/curing mechanism is based upon the project’s impact on transportation facilities, the substantial public benefit to be gained by expeditious and accelerated design, right-of-way acquisition, construction and use of major public transportation facilities, and its consistency with the TBRPC, FDOT, Hillsborough County and DCA policies regarding mitigation of regional transportation impacts.

- (1) Hillsborough County and the Developer agree that it is in their best interest to amend the Capital Contribution Front Ending Agreement entered into by the parties October 18, 1999 and the First Amendment to Capital Contribution Front Ending Agreement entered into by the parties July 11, 1990 (collectively the “Agreements”), to modify the responsibilities of Hillsborough County and the Developer to provide for adequate financing for the completion of the design, right-of-way acquisition, and construction of improvements to the regionally significant roadway system in excess of those improvements that would be necessary to cure and mitigate the project impacts on the regionally

significant roadway system. Such amendment to the Agreements shall at a minimum contain the provisions contained in this subsection c. To provide for the improvements identified herein, the County agrees to expend up to \$4.3 million to acquire all necessary right-of-way needed for the construction of the identified public transportation facilities (the “Improvements”) and the Developer agrees to provide, for appropriate credit, right-of-way needed which is owned by the Developer, estimated at \$1.1 million, and financing for the remaining right-of-way acquisition, design and construction of the Improvements. The following public transportation facilities are defined as the Improvements.

- (a) Improve Gunn Highway from Sheldon Road to Lynn-Turner Road to a four-lane divided roadway.
 - (b) Improve Sheldon Road from Linebaugh Avenue to Paglen Road to a four-lane divided roadway.
 - (c) Improve Sheldon Road from Paglen Road to Gunn Highway to a four-lane divided roadway.
 - (d) Reconstruct and realign Paglen Road as a two-lane road from Sheldon Road to Gunn Highway.
 - (e) Other work related to the road improvements in (a) – (d) as agreed to by the County and the Developer.
- (2) The County agrees to use its best effort to acquire the needed right-of-way not owned or controlled by the Developer after receiving revised final right-of-way maps, parcel sketches, and legal descriptions from the Developer. Such right-of-way shall be of sufficient width to accommodate a future six-lane road. The County shall expend up to approximately \$4.3 million on the acquisition of such right-of-way. Should the costs of such acquisition be in excess of this amount and the County has acted in good faith in acquiring such right-of-way, the amounts to be paid for right-of-way acquisition in excess of \$4.3 million shall be advanced by the Developer to be reimbursed as outlined herein.
- (3) The Developer has substantially completed the design, preparation of construction plans and specifications, and

the permitting of the Improvements described in paragraph (1) above.

The design and construction plans and specifications shall be prepared in a manner normally used in Hillsborough County roadway projects and in accordance with a scope of services acceptable to the Developer and Hillsborough County. Approval shall be in accordance with Hillsborough County Standards and FDOT's Plan Preparation Manual and Standards for Construction. The County shall review all plans and specifications at 15%, 60%, 90% and 100% of completion within a twenty-one (21) calendar day review period. The preparation of construction plans and specifications shall include the following considerations:

- Preparation of right-of-way maps for right-of-way acquisition purposes.
- For Improvements (a), (b), and (c), construction of four-lane divided roads.
- For Improvement (d), construction of a two-lane road.
- Locations of median openings.
- Traffic signalization and/or signal modification plans at up to five (4) locations identified below, excluding access points to the Westfield Citrus Park Mall site.
- Gunn Highway @ Lynn-Turner Road
Sheldon Road & Paglen Road
Gunn Highway @ Sheldon Road
Paglen Road @ Gunn Highway
- Drainage improvements for the proposed roadway shall be designed consistent with a future six-lane road. Up to 12 retention ponds shall be designed to support only the facility to be initially constructed; however, land needed to support the ultimate six-lane facility will be identified.
- Construction plans shall include the design of the design of the following intersections:

Sheldon Road & Paglen Road
Gunn Highway @ Sheldon Road
Paglen Road @ Gunn Highway

- Permit applications and plans shall be prepared for County signature. Submittal to permitting agencies and any necessary “follow up” shall be by the Developer.
 - Infrastructure improvements shall be designed to incorporate and be compatible with the Upper Tampa Bay Trail and the pedestrian and bicycle plans shall be designated to interface with the Upper Tampa Bay Trail.
- (4) At any time after the Developer has delivered necessary maps, sketches and legal descriptions to the County, the County may request, and the Developer shall provide, that portion of the needed right-of-way owned by the Developer.
- (5) The Developer, at his option, may initiate the creation of a Community Development District for the purpose of financing the construction of the Improvements. Such District shall only contain property owned by the Developer as described herein. The millage to be levied to all District property shall not be in excess of that allowed by law.
- (6) The Developer shall be entitled to reimbursement of all costs incurred for financing the right-of-way acquisition, design and construction of the Improvements, including interest at the County’s cost of borrowing in the long term bond market at its most recent sale, or at a rate agreed upon by the County and the Developer in the amended Agreements. Hillsborough County shall provide reimbursement for such costs by pledging transportation and right-of-way impact fee revenue collected from the geographic area which constitutes Transportation Zone 1. Beginning in FY 1996 and continuing through FY 2000, 50% of the first \$2.2 million and 100% of amounts over \$2.2 million of revenue generated annually from the collection of transportation and right-of-way impact fees from development in the geographic area which constitutes

Transportation Zone 1 shall be collected by the County and shall be made available to the Developer or his designee for reimbursing the financing of right-of-way acquisition, design or the construction of the Improvements. Beginning in FY 2001, 100% of all revenue generated annually from the collection of transportation and right-of-way impact fees from development in the geographic area which constitutes Transportation Zone 1 shall be collected by the County and shall be made available to the Developer or his designee for reimbursing the financing of right-of-way acquisition, design or the construction of the Improvements. In the event CIP funds allocated to the Improvements each fiscal year are not totally spent, the balance of the CIP funds set aside annually shall not be carried over to the next fiscal year. Such reimbursement shall continue until the Developer has been repaid for all costs subject to reimbursement with the exception of an amount equal to the greater of the Developer's original Proportionate Share or the total transportation and right-of-way impact fee obligation of the Developer for the project. Prior to the opening of the mall the amount to be reimbursed to the Developer shall be reduced by the proportionate share amount less any amounts credited to the Developer.

- (7) If elected by the Developer, proceeds from the sale of bonds by the CDD shall be directed to the construction of the Improvements, less amounts needed for issuance costs and debt service.
- (8) The County and the Developer recognize that time is of the essence in providing the Improvements outlined herein concurrent with the proposed development schedule contained in this Development Order. The mall portion of the Development shall not open to the public for business unless and until the Improvements identified in c.(1) are open to traffic. The estimated date for the successful completion of the Improvements is December 31, 1999 and shall be followed by the Developer unless otherwise provided herein, subject to acts of God, necessary governmental permits and approvals, or occurrences beyond the control of the County or the Developer. The County shall use its best efforts to obtain the right-of-way in the specified time.

- (9) The County will amend its Capital Improvements Program (CIP) or take such action as are necessary to fulfill its responsibilities specified herein.
- (10) The shall assist the Developer, as appropriate, in the administration and observation of construction of the Required Improvements. The County shall participate in the final inspection of the Improvements.
- (11) To ensure that the Improvements are completed at the earliest possible time, the County shall assist the Developer when necessary in obtaining all necessary permits, approvals and utility relocations, and the County shall provide all off-site easements and rights-of-way necessary to complete said Improvements subject to the funding limitations in c(2) above.
- (12) Upon the successful completion of the final inspection of each Improvement and upon certification of the Engineer providing construction observation services that the Improvement has been completed in substantial accordance with the construction plans, the County shall assume responsibility for the maintenance and operation of the Improvement.
- (13) The County shall have authority to extend the schedule for construction of the Improvement beyond the date of issuance of Certificates of Occupancy provided such extensions are reasonable and the extension will not create substantial detrimental effects on the public road system. Extensions beyond December 31, 1999 shall require the concurrence of the TBRPC and DCA and may require a Development Order amendment.
- (14) The County is under no obligation to use any income sources other than impact fees to fund construction costs financed by the Developer in excess of his obligations as described herein. However, should impact fees be eliminated or reduced, the County shall provide alternative funding of amounts to be paid the Developer which are outstanding.
- (15) The total amount of the road improvements committed to herein is in excess of the Developer's Proportionate Share Amount as calculated pursuant to applicable rules of the

Department of Community Affairs and the Tampa Bay
Regional Planning council.

6. The developer shall receive credit against impact fees, pursuant to law.
7. A pedestrian circulation system and a bicycle circulation system shall be provided within the project and approved by the MPO. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System into the Westfield Citrus Park Mall. No detailed site plans shall be approved which do not indicate these systems. The Developer shall provide access via the internal circulatory system to a bus or rail facility located off site and proximate to the Mall. [This requirement has been completed.]
8. The Developer shall have the right to alter the types and location of land uses on the site from those indicated in the ADA provided the total p.m. peak hour traffic volumes exiting and entering the site do not exceed the estimates provided in the ADA, subject to the provision of Florida Statutes, Section 380.06(19).
9. Development approved under the terms and conditions of this Development Order shall be subject to the Transportation Impact Fee Ordinances, as they may be amended from time to time, provided however that the amounts paid for the right-of-way, design and construction of the Improvements shall be credited against such impact fees. Nothing herein shall be construed as a waiver of the Developer's right to contest the application or validity of the Transportation Impact Fee Ordinances, related policies or the amount of impact fees assessed thereunder.
10. Development activities and issuances of permits shall be suspended if the Design and Improvements as described herein are not provided in substantial compliance with the requirements of this option due to action or a failure to act on the part of the Developer.

C. Air Quality/Wind and Water Erosion

1. The Developer shall undertake the measures referenced on page 14-10 of the Revised ADA at a minimum to reduce erosion, fugitive dust and other adverse air emissions during all phases of development.

D. Soils

1. The soil conservation measures referenced on page 14-10 of the ADA and the measures to reduce erosion, fugitive dust and air emissions referenced on page 13-1 of the ADA, at minimum, shall be implemented.

E. Stormwater Management and Water Quality

1. Prior to the issuance of any site alteration/building permits the Final Drainage Plan shall be submitted to TBRPC and DEP for review and to Hillsborough County and SWFWMD for approval. The drainage system shall be designed to meet all applicable Hillsborough County and SWFWMD regulations. The County drainage criteria in existence at the time of Detailed Master Drainage Plan approval shall be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria are more restrictive. [This requirement has been completed.]
2. The proposed stormwater management systems shall be designed, constructed and maintained to meet or exceed Chapter 17-25, Florida Administrative Code, and 40-D-4 Rules of SWFWMD. Treatment shall be provided by biological filtration, wherever feasible.
3. The Developer shall give all necessary drainage easements or rights-of-way as required, prior to Master Drainage Plan approval. [This requirement has been completed.]
4. The Developer shall operate and maintain on-site drainage facilities unless otherwise requested by the County's Stormwater Management Department.
5. In order to protect water quality the Developer shall implement Best Management Practices as recommended by the County, including a street cleaning program for the parking and private roadway areas within the development.
6. In order to, protect water quality in the Double Branch Creek and Rocky Creek watersheds, there shall be no degradation of Chapter 17.3, Florida Administrative Code water quality standards by stormwater exiting the site. Therefore, the Developer shall provide for a twice yearly surface water quality monitoring program, to be instituted before ground-breaking takes place and to continue through project build-out, at minimum. Any violation of Chapter 17.3, Florida Administrative Code, shall require corrective measures as set forth by FDEP. The following shall apply:
 - a. Sampling locations and frequencies shall be determined in cooperation with Hillsborough County, FDEP and SWFWMD.
 - b. All water quality analytical methods and procedures shall be thoroughly documented and shall comply with EPA/FDEP Quality Control Standards and Requirements.

- C. The monitoring results shall be submitted to Hillsborough County, FDEP and SWFWMD. Should the monitoring indicate that applicable state water quality standards (Chapter 17.3, Florida Administrative Code) are not being met, all construction within the sub-basins where the violation is noted shall cease until the violation is corrected, or if specific construction can be identified as causing the violation, all such activity responsible for the exceedance shall cease until the violation is corrected.
7. Any development of the Westfield Citrus Park Mall, including an interim wastewater treatment plant, certain detention ponds and the disposition of existing septic tanks or location of new tanks shall be in accordance with the "Points of Agreement on Well Protection Measures to Be Employed By The Developer of The Westfield Citrus Park Mall" provided on pages 23-3 and 23-4 of the Second Sufficiency Response, and attached hereto as Exhibit 2.
 8. Underground storage tanks for hazardous materials shall be prohibited or specific and appropriate setback distances from any potable water wellhead shall be established in cooperation with the WCRWSA and the SWFWMD.
 9. The existing irrigation well in the north central portion of the site shall not be re-activated or used for irrigation (as committed on page 23-8, SR). All other on-site wells (approximately 30) shall be capped and plugged as soon as possible. [This requirement has been completed.]
 10. Maintenance of all on-site wells shall be the responsibility of the Developer.
 11. The siting of the Interim Wastewater Treatment Plant, and effluent disposal system shall be compatible with the agreement with WCRWSA and anticipated G-1 Aquifer regulations. The siting and level of treatment shall be compatible with the current regulations in Chapter 17-4 and 17-6, Florida Administrative Code (as committed on pages 23-8 and 23-9, SSR).
 12. Any use of percolation ponds for treated effluent shall be reviewed and approved by SWFWMD. Any interim plant constructed to serve the project shall be dismantled and removed as soon as service from the County becomes available.
 13. All existing septic tanks and drain fields shall be removed as soon as possible. Any proposed septic tanks, permanent or temporary, shall be subject to review by SWFWMD.

14. Elevations for all habitable structures shall be at or above the base (100-year) flood elevation as defined by the approved stormwater plan for the project.

F. Environmental and Natural Resources

1. In order to protect the natural values of preserved/conserved wetland areas, the following shall be required:
 - a. Except as otherwise permitted by agencies having jurisdiction:
 - (1) No adverse hydroperiod alteration shall be permitted in conservation or preservation areas identified as on attached Exhibit 3.
 - (2) No dredging, filling or development activities shall be allowed within preservation areas. Activities within the conservation areas shall be determined in cooperation with permitting agencies.
2. All mitigation areas and littoral shelves shall be monitored twice yearly for a period of four years. monitoring shall include measurements of species diversity and composition and the control of nuisance species encroachment. Additional planting shall be accomplished to maintain, an 80% survival of planted species at the end of three years.
3. All wetland losses shall require a minimum of 1:1 in-kind wetland replacement. Mitigation for wetland losses shall be implemented prior to or concurrent with wetlands being disturbed, unless otherwise approved by agencies having jurisdiction.
4. In the event that any species listed in Sections 39-27.003-.005, Florida Administrative Code, are observed frequenting the site for nesting, feeding, or breeding, proper mitigation measures shall be employed by the Developer in cooperation with the Florida Game and Fresh Water Fish Commission.
5. The land use designations for those portions of the site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region. Section 10.1.2 and 10.1.3 shall be as designated on the revised Exhibit 3 submitted to Hillsborough County.
6. Representative tracts of the mixed wetland forest (631) and hardwood forest (422) communities listed on pages 18-4 and 18-8 of the Revised

ADA shall be preserved on site in a manner which will ensure their continued natural function and value. These natural plant communities shall be identified to the satisfaction of Hillsborough County, prior to commercial site plan approval for the regional commercial parcel.

7. The Developer shall be responsible for maintaining all landscaped and open space areas within the project site other than those for which Hillsborough County has assumed maintenance responsibilities.
8. There shall be no net loss of hydrologic storage capacity in the 100 year floodplain.

G. Public Facilities

1. The Developer shall be required to provide for recovered wastewater disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water & Wastewater Utilities takeback policy in effect prior to detailed site plan approval. However, the developer shall not be required to use non-potable water which is of objectionable odor and/or color.
2. The Developer shall use the lowest quality water available suitable to a given purpose in order to reduce the unnecessary use of potable water for landscape and open space irrigation. The Developer shall submit a plan to Hillsborough County and the TBRPC for using nonpotable water for irrigation in the first annual report following issuance for the first Certificate of Occupancy.
3. Water-saving devices shall be required in the project (as mandated by the Florida Water Conservation Act Section 533.14, Florida Statutes, 1985) and native vegetation shall be used in landscaping wherever feasible.

H. Hazardous Waste

1. The Developer shall provide information on all development businesses that:
 - a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in specially-designated containers/areas; and
 - b. Describes construction requirements for hazardous waste holding areas; and
 - c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

I. Hurricane Evacuation

1. The Developer shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure that safe and orderly evacuation of residents and employees when a Level E evacuation order, (as appropriate), is issued by (1) ordering all buildings closed for the duration of the hurricane evacuation order; (2) informing all residents and employees of evacuation routes out of the flood prone area and measures to be fulfilled in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report. Further, the plan shall include an agreement between the Developer and appropriate authority(ies) allowing the use of parking areas surrounding the mall for storage and possible dispatch of public agency vehicles and mobile equipment during times of civil emergency. This plan shall be included in the first annual report submitted after occupancy or any portion of the project.

J. Energy Conservation

1. Energy conservation measures consistent with TBRPC policy shall be incorporated into project design, construction and operation, and shall include the following, as economically feasible:
 - a. Energy policies, energy use monitoring and energy conservation for the Westfield Citrus Park Mall project using a qualified energy use analyst.
 - b. Programs to promote energy conservation by employees, buyers, suppliers and the public.
 - c. Programs to reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours.
 - d. Recycling programs.
 - e. Innovative energy alternatives such as solar energy, resource recovery, waste heat recovery and cogeneration.
 - f. Total energy systems on large facilities, when cost effective.

K. Equal Opportunity

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

L. Historical or Archaeological Resources

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

M. General

1. Any change to the project which significantly departs from: the parameters set forth in the phasing schedule on page 12-16 of the Sufficiency Response shall require a substantial deviation determination, pursuant to Subsection 380.06(19), Florida Statutes.
2. All of the final Developer's commitments set forth in the ADA, and as summarized in Attachment 1 entitled "Developer Commitments" shall be honored, except as they may be superseded by specific terms of the Development Order.
3. The Developer shall encourage programs by employers to provide child care facilities at the place of employment or as a cooperative effort off-site.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, Pat Frank, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a resolution adopted by the Board at its regular meeting of December 13, 2005 as the same appears of record in Minute Book 355 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 19th day of December, 2005.



Juelene W. Gregory CLERK
Deputy Clerk

154973v2

APPROVED BY COUNTY ATTORNEY

BY Nancy Y. Takemura
Approved as to Form and Legal Sufficiency

EXHIBIT "A"

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that on this day, before me, the undersigned officer, authorized in the State and County named above to administer oaths and take acknowledgements, personally appeared Scott I. Steady, the attorney for the DRI #170 Notice of Proposed Change, to me well known, who, being duly sworn, says upon oath the following:

1. Scott Steady filed the original Notice of Proposed Change ("NOPC") for the Westfield Citrus Park Mall DRI #170 on May 18, 2005.

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



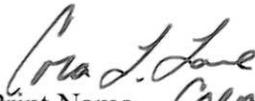
Print Name

SWORN AND SUBSCRIBED to before me this 15th day of December, 2005.

My Commission Expires:



Cora L. Lane
Commission #DD217471
Expires: Jul 04, 2007
Bonded Thru
Atlantic Bonding Co., Inc.


Print Name CORA L. LANE
Notary Public – State of Florida

LEGAL DESCRIPTION:

DESCRIPTION: PARCEL ONE

Being a portion of Sections 2 and 11, Township 28 South, Range 17 East, Hillsborough County, Florida; being more particularly described as follows:
Commence at the Northwest corner of said Section 11, run thence S.89°31'00"E., a distance of 69.00 feet to the Easterly right of way line of Paglen Road for a Point of Beginning; thence along said right of way line, N.00°09'18"E., a distance of 830.44 feet; thence S.89°19'45"E., a distance of 1261.85 feet to the Easterly boundary line of the Southwest 1/4 of the Southwest 1/4 of said Section 2; thence along said Easterly boundary line, S.00°24'33"W., a distance of 496.96 feet; thence S.89°24'04"E., a distance of 1328.07 feet to the West boundary line of the Southeast 1/4 of said Section 2; thence along said West boundary line, S.00°39'49"W., a distance of 330.39 feet to the South boundary line of said Section 2; thence along said Southerly boundary line, S.89°14'25"E., a distance of 666.31 feet; thence N.00°47'03"E., a distance of 660.55 feet; thence S.89°13'24"E., a distance of 636.17 feet to the Westerly right of way line of Gunn Highway; thence along said right of way line, S.00°16'53"W., a distance of 125.11 feet; thence 217.62 feet along the arc of a curve to the right, said curve having a radius of 2419.99 feet and a chord of 217.55 feet which bear S.02°51'27"W. thence S.05°26'01"W., a distance of 318.91 feet to the South boundary line of said Section 2; thence leaving said right of way line, along said South boundary line, N.89°14'25"W., a distance of 470.13 feet; thence S.45°33'00"W., a distance of 198.54 feet; thence S.00°20'24"W., a distance of 520.15 feet; thence S.89°16'18"E., a distance of 581.32 feet to the Westerly right of way line of said Gunn Highway; thence along said right of way line, S.00°34'32"W., a distance of 150.00 feet; thence leaving said right of way line, N.89°16'18"W., a distance of 250.05 feet; thence S.00°12'39"W., a distance of 239.18 feet; thence N.89°58'24"W., a distance of 228.22 feet; thence S.00°20'24"W., a distance of 208.71 feet to the Northerly right of way line of Sheldon Road; thence along said right of way line, N.89°58'24"W., a distance of 761.78 feet; thence N.00°20'25"E., a distance of 7.00 feet; thence N.89°58'24"W., a distance of 665.45 feet; thence S.00°26'10"W., a distance of 7.00 feet; thence N.89°58'24"W., a distance of 665.48 feet; thence N.89°30'41"W., a distance of 379.09 feet; thence 281.92 feet along the arc of a curve to the left, said curve having a radius of 994.93 feet and a chord of 280.98 feet which bear S.82°22'17"W.; thence N.89°28'57"W., a distance of 643.65 feet to the Easterly right of way line of said Paglen Road; thence along said right of way line, N.00°41'39"E., a distance of 550.00 feet; thence S.89°28'57"E., a distance of 39.00 feet; thence N.00°41'39"E., a distance of 775.03 feet to the Point of Beginning; containing 144.438 acres, more or less.

LESS THE FOLLOWING DESCRIBED PARCEL:

Being a portion of Section 2, Township 28 South, Range 17 East, Hillsborough County, Florida; more particularly described as follows:

Commence at the Northwest corner of Section 11, Township 28 South, Range 17 East, run thence S.89°31'00"E., a distance of 69.00 feet to the Easterly right of way line of Paglen Road; thence along said right of way line, N.00°09'18"E., a distance of 390.90 feet; thence S.89°50'42"E., a distance of 32.95 feet for a Point of Beginning; thence N.00°09'18"E., a distance of 210.00 feet; thence S.89°50'42"E., a distance of 210.00 feet; thence S.00°09'18"W., a distance of 210.00 feet; thence N.89°50'42"W., a distance of 210.00 feet to the Point of Beginning; containing 1.012 acres, more or less. Total Area = 143.426 acres, more or less.

DESCRIPTION: PARCEL TWO

Being a portion of Section 11, Township 28 South, Range 17 East, Hillsborough County, Florida; more particularly described as follows:

Commence at the Southwest corner of the Northwest 1/4 of said Section 11, run thence S.89°31'52"E., along the Southerly boundary line of the Northwest 1/4 of said Section 11, a distance of 834.82 feet for a Point of Beginning; thence N.00°36'11"E., a distance of 1276.24 feet to the Southerly right of way line of Sheldon Road; thence 120.30 feet along the arc of a curve to the right, said curve having a radius of 914.93 feet and a chord of 120.21 feet which bears N.86°43'21"E.; thence along said right of way line, S.89°30'41"E., a distance of 379.04 feet; thence S.89°58'24"E., a distance of 2294.07 feet; thence leaving said right of way line, S.00°29'35"W., a distance of 1304.41 feet to the South boundary line of the Northeast 1/4 of said Section 11; thence along said South boundary line, N.89°22'01"W., a distance of 959.38 feet to the Southwest corner of the Northeast 1/4 of said Section 11; thence N.89°31'52"W., along the South boundary line of the Northwest 1/4 of said Section 11, a distance of 262.73 feet; thence N.00°27'00"E., a distance of 205.00 feet; thence N.89°31'52"W., a distance of 205.00 feet; thence S.00°27'00"W., a distance of 205.00 feet to the South boundary line of the Northwest 1/4 of said Section 11; thence S.06°36'01"E., a distance of 230.00 feet; thence N.82°28'32"W., a distance of 230.00 feet; thence N.89°31'52"W., a distance of 952.84 feet to the Easterly boundary of a 200.00 foot wide Tampa Electric Company easement; thence N.00°36'11"E., a distance of 200.00 feet to the South boundary line of the Northwest 1/4 of said Section 11; thence N.89°31'52"W., along said South boundary line, a distance of 216.00 feet to the Point of Beginning; containing 87.308 acres, more or less.



Westfield Corporation, Inc.

Florida Office:
27001 U.S. Highway 19 North
Suite 2074
Clearwater, FL 33761
Phone: (727) 793-3630
Facsimile (727) 791-8470

January 26, 2004

J. Michael Callahan, AICP
Hillsborough County Planning and
Growth Management Department
601 E. Kennedy Blvd., 20th Floor
Tampa, Florida 33602

Ms. Marina Pennington
Division of Community Planning
Florida Dept of Community Affairs
2555 Shumard Oak Boulevard
Tallahassee, Florida 32399-2100

Mr. John M. Meyer
Tampa Bay Regional Planning Council
9455 Koger Boulevard
Suite 219
St. Petersburg, Florida 33702-2491

Re: Utilization of Trade-Off Concerning DRI #170, Northwest Regional Mall, located
in Hillsborough County, Florida.

Ladies and Gentlemen:

This notice is provided pursuant to Resolution No. R97-069 approving an amendment to the Northwest Regional Mall, DRI #170 which provided a trade-off mechanism for the development of a movie theater within the project. A copy of Resolution R97-069 ("Resolution") is attached. This notice confirms the development of a movie theater that was constructed as part of the Regional Mall component of the project, and provides the required notice pursuant to the Resolution. Pursuant to previously filed Annual Reports, construction of both the Mall and the movie theater were completed in 1999.

In the Resolution, a change from office to movie theater required 29.6 seats/KSF ("1,000 square feet"). The movie theater operator has advised us via letter that there are 3,642 movie theater seats at the facility. A copy of the letter is enclosed. Utilizing the office ratio, the approved office development square footage of 235,750 would be reduced by 123,040.5 square feet [3,642 seats divided by 29.6 = 123.040 X 1,000 = 123,040.5].

Sincerely,

Westfield Corporation, Inc. as Agent for Citrus Park Venture LP

Kenneth J. Marshall
Development Director

cc: S. Steady

L. Goldman

Citrus Park Stadium 20 theatres
7999 Citrus Park Town Center Mall
Tampa, FL 33625
(813)920-9471

REGAL ENTERTAINMENT
GROUP

January 30, 2004

Westfield Shoppingtown Corporate Office

Dear Sir or Madam:

Below is the information requested on seat counts for the theatre that resides in the Citrus Park area mall.

20 auditoriums at this theatre contain 3,642 seats. Each auditorium seat count ranges from 117 seats to 362 seats. Please contact us if more information is needed.

Sincerely,



Kathy Hart
Lead Assistant
Citrus Park Stadium 20

CITIZEN'S DRI AMENDMENT - THEATRE ADDITION.

Resolution No. R97-069

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS,
HILLSBOROUGH COUNTY, FLORIDA AMENDING THE
DEVELOPMENT ORDER FOR NORTHWEST REGIONAL MALL, DRI #170

Upon motion of Commissioner Norman, seconded by
Commissioner Scott, the following Resolution was adopted
by vote of 6 to 0, with Commissioner(s) _____
voting "No."

WHEREAS, on November 15, 1988, the Board of County
Commissioners approved a Development Order, Resolution No. R88-0283
for the Northwest Regional Mall Development of Regional impact,
hereinafter referred to as NWRM; and

WHEREAS, the DCA and TBRPC subsequently filed an appeal of the
NRWRM Development Order with the Florida Land and Water
Adjudicatory Commission ("FLWAC"), FLWAC Case NO. 89-4, primarily
based upon provisions set forth in the Development Order; and

WHEREAS, DCA, TBRPC, and the Developer entered into a
Stipulated Settlement Agreement, settling FLWAC Case No. 89-4,
which in order to implement said Agreement required amendment to
Resolution No. 88-0283 in accordance with the terms and conditions
set forth in said settlement agreement; and

WHEREAS, pursuant thereto, on February 28, 1989, the Board of
County Commissioners adopted Resolution R89-0041 and amending
Resolution No. R88-0283 in accordance with the terms and conditions
of the settlement agreement; and

WHEREAS, the Developer filed a Notice of Proposed Change
pursuant to Section 380.06(19) on October 26, 1989, seeking to add
90,000 gross square feet of Regional Commercial, and 15.27 acres
M.O.L. to the NWRM; and

WHEREAS, on January 24, 1990, the Board of County
Commissioners adopted Resolution R90-0020 amending Resolution Nos.
R88-0283 and R89-0041; and

WHEREAS, the Developer filed a Notice of Proposed Change
pursuant to Section 380.06(19) on June 9, 1994, seeking to
consolidate the two phase project to a one phase project, extend
the project buildout date to December 30, 2002, incorporate a 5.49
acre M.O.L. parcel into the project's stormwater management system,
extend the completion date of the associated road improvements to
December 31, 1999, and revise the financing of the associated road
improvements; and

WHEREAS, on January 24, 1995, the Board of County
Commissioners adopted Resolution R95-0024 amending Resolution Nos.
R88-0283; R89-0041; and R90-0020; and

WHEREAS, the Developer filed a Notice of Proposed Change pursuant to Section 380.06(19) on December 20, 1996, seeking to clarify that theater use would be allowable at any retail location and provide an equivalency matrix for the exchange of theater seats for retail square footage; and

WHEREAS, the Developer and Hillsborough County have identified the mitigation measures set forth in the Development Order, as amended, as appropriate for the proposed modifications, the implementation of which will require amendment of the NWRM DRI Developer Order; and

WHEREAS, pursuant to the provisions of Section 380.06(19), Florida Statutes, public notice was given that a public hearing would be held by the Board of County Commissioners on February 25, 1997

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING ASSEMBLED THIS AS FOLLOWS:

1. That the following findings of fact and conclusions of law are made:
 - a. the amendment of the Development Order, attached hereto as Exhibit "A", does not involve a change to a previously approved DRI constituting a substantial deviation under Section 380.06(19), Florida Statutes (1994 supp.).
 - b. All statutory procedures have been adhered to.
 - c. The findings of fact and conclusions of law made in the original Development Order, and amendments are incorporated herein by referenced.
 - d. All recitations and findings set forth herein are hereby incorporated herein.
 - e. The Northwest Regional Mall Development Order, as amended hereby, is consistent with the Future of Hillsborough County Comprehensive Plan.
2. That the NWRM Development Order, Resolution No. R88-0283, and as further amended by Resolutions R89-0041; R90-0020; and R95-0024 is hereby amended as provided in Exhibit "A" attached hereto and made a part hereof.
3. The Developer's Certification, Exhibit "B", affirming that copies of the Notice of Change have been delivered to all persons as required by law, is incorporated herein.
4. Except as otherwise provided in Exhibit "A," the previously approved Development Order and amendments

thereto shall remain unchanged and in full force and effect.

5. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council and Citrus Park Venture.
6. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.
7. This Resolution shall become effective upon the date of rendition as provided in paragraph 5 above.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio clerk of the board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the board at its regular meeting of February 25, 1997, as the same appears of record in the Minute Book 249 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 10th day of March, 1997.

RICHARD L. AKE
CLERK OF CIRCUIT COURT



By: _____

Gary M. [Signature]
Deputy Clerk

APPROVED BY COUNTY ATTORNEY

BY [Signature]

Approved As To Form And
Legal Sufficiency.

EXHIBIT A

IV. SPECIFIC CONDITIONS

A. Development Schedule and Deadlines

1. The development of the project shall have the following entitlement with a buildout date of December 30, 2002.

Any specific activity wherein permits have been approved by the County prior to the buildout date of this Order may be completed so long as construction authorized by the permits has commenced and is continuing in good faith and the total project is substantially completed by the buildout date.

Years	Office Development	Regional Commercial	Other Commercial
1988-2002	235,750*	1,480,000*	417,100*

* Square footage is expressed as gross leasable area.

Movie Theater use is specifically approved at any location on the site plan where retail uses are approved. The number of theater seats to be developed shall be counted against retail square footage entitlement as follows:

Change From: Change To:	Regional Commercial	Ancillary Commercial	Community Commercial	Office
Movie Theater	45.867 seats/ksf	59.178 seats/ksf	58.089 seats/ksf	29.600 seats/ksf

The maximum number of theater seats which may be created through the trade-off of commercial square footage is 5,000 seats.

At such time as the Developer elects to trade-off commercial square footage for theater seats written notice shall be provided to the Florida Department of Community Affairs, the Tampa Bay Regional Planning Council and the Hillsborough County Planning and Growth Management Department. The notice shall specify the reduction in commercial square footage and the number of theater seats to be constructed. Utilization of the trade-off provision shall also be reported in the Annual Report.

1867100

EXHIBIT B

A F F I D A V I T

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, the undersigned notary public authorized in this State and County named above to administer oaths and take acknowledgements, personally appeared SETH T. CRAINE, as attorney for CITRUS PARK VENTURE, the applicant for the Northwest Regional Mall DRI Notice of Proposed Change No. 4, to me well known, who being by me first duly sworn, says upon oath as stated below:

1. CITRUS PARK VENTURE filed its Notice of Proposed Change No. 4 for the Northwest Regional Mall on December 20, 1996.

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

Seth T. Craine
SETH T. CRAINE
Attorney for CITRUS PARK VENTURE

Adrian SWORN TO and subscribed before me this 3rd day of March, 1997.

[Signature]
NOTARY PUBLIC
My Commission Expires:

EW-LUN7751040AFFIDAVI
33157

RECEIVED
MAR 03 1997
PLANNING & GROWTH
MANAGEMENT DEPARTMENT

ANNETTE S. RYAN
MY COMMISSION # CC 250031
EXPIRES: March 25, 1998
Bonded thru Notary Public Underwriters

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida



Clerk to Board of
County Commissioners
County Center, 12th Floor
601 E. Kennedy Blvd.
P.O. Box 1110
Tampa, Florida 33601
Telephone 276-2029, ext. 6730

March 10, 1997

TIM BUTTS DRI COORDINATOR
TAMPA BAY REGIONAL PLANNING COUNCIL
9455 KOGER BOULEVARD, SUITE 219
ST. PETERSBURG, FL 33702

Re: Resolution No. R97-069 - Amending the Development Order for
Northwest Regional Mall (DRI #170)

Dear Mr. Butts:

Attached is a certified copy of referenced resolution, which was
adopted by the Hillsborough County Board of County Commissioners on
February 25, 1997.

We are providing this copy for your files.

Sincerely,

Linda Fryman
Senior Manager, BOCC Records

LF:SAB

Attachment

Certified Mail

cc: Board files (orig.)

J. Thomas Beck, Florida Department of Community Affairs
Seth T. Craine, Esq. - Stearns, Weaver, Miller, et al.
Vincent A. Marchetti, Sr. Assistant County Attorney
Gene Boles, Director, Planning & Growth Management
Joe Egozcue, County Attorney's Office

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of Resolution No. R97-069 Amending the Development Order for Northwest Regional Mall (DRI #170) approved by the Board in its regular meeting of February 25, 1997, as the same appears of record in MINUTE BOOK 249 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 10th day of March,
1997.



RICHARD AKE, CLERK

BY:

[Handwritten Signature]
Deputy Clerk

Resolution No. R97-069

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS,
HILLSBOROUGH COUNTY, FLORIDA AMENDING THE
DEVELOPMENT ORDER FOR NORTHWEST REGIONAL MALL, DRI #170

Upon motion of Commissioner Norman, seconded by
Commissioner Scott, the following Resolution was adopted
by vote of 6 to 0, with Commissioner(s) _____
voting "No."

WHEREAS, on November 15, 1988, the Board of County
Commissioners approved a Development Order, Resolution No. R88-0283
for the Northwest Regional Mall Development of Regional impact,
hereinafter referred to as NWRM; and

WHEREAS, the DCA and TBRPC subsequently filed an appeal of the
NRWRM Development Order with the Florida Land and Water
Adjudicatory Commission ("FLWAC"), FLWAC Case NO. 89-4, primarily
based upon provisions set forth in the Development Order; and

WHEREAS, DCA, TBRPC, and the Developer entered into a
Stipulated Settlement Agreement, settling FLWAC Case No. 89-4,
which in order to implement said Agreement required amendment to
Resolution No. 88-0283 in accordance with the terms and conditions
set forth in said settlement agreement; and

WHEREAS, pursuant thereto, on February 28, 1989, the Board of
County Commissioners adopted Resolution R89-0041 and amending
Resolution No. R88-0283 in accordance with the terms and conditions
of the settlement agreement; and

WHEREAS, the Developer filed a Notice of Proposed Change
pursuant to Section 380.06(19) on October 26, 1989, seeking to add
90,000 gross square feet of Regional Commercial, and 15.27 acres
M.O.L. to the NWRM; and

WHEREAS, on January 24, 1990, the Board of County
Commissioners adopted Resolution R90-0020 amending Resolution Nos.
R88-0283 and R89-0041; and

WHEREAS, the Developer filed a Notice of Proposed Change
pursuant to Section 380.06(19) on June 9, 1994, seeking to
consolidate the two phase project to a one phase project, extend
the project buildout date to December 30, 2002, incorporate a 5.49
acre M.O.L. parcel into the project's stormwater management system,
extend the completion date of the associated road improvements to
December 31, 1999, and revise the financing of the associated road
improvements; and

WHEREAS, on January 24, 1995, the Board of County
Commissioners adopted Resolution R95-0024 amending Resolution Nos.
R88-0283; R89-0041; and R90-0020; and

WHEREAS, the Developer filed a Notice of Proposed Change pursuant to Section 380.06(19) on December 20, 1996, seeking to clarify that theater use would be allowable at any retail location and provide an equivalency matrix for the exchange of theater seats for retail square footage; and

WHEREAS, the Developer and Hillsborough County have identified the mitigation measures set forth in the Development Order, as amended, as appropriate for the proposed modifications, the implementation of which will require amendment of the NWRM DRI Developer Order; and

WHEREAS, pursuant to the provisions of Section 380.06(19), Florida Statutes, public notice was given that a public hearing would be held by the Board of County Commissioners on February 25, 1997

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING ASSEMBLED THIS AS FOLLOWS:

1. That the following findings of fact and conclusions of law are made:
 - a. the amendment of the Development Order, attached hereto as Exhibit "A", does not involve a change to a previously approved DRI constituting a substantial deviation under Section 380.06(19), Florida Statutes (1994 supp.).
 - b. All statutory procedures have been adhered to.
 - c. The findings of fact and conclusions of law made in the original Development Order, and amendments are incorporated herein by referenced.
 - d. All recitations and findings set forth herein are hereby incorporated herein.
 - e. The Northwest Regional Mall Development Order, as amended hereby, is consistent with the Future of Hillsborough County Comprehensive Plan.
2. That the NWRM Development Order, Resolution No. R88-0283, and as further amended by Resolutions R89-0041; R90-0020; and R95-0024 is hereby amended as provided in Exhibit "A" attached hereto and made a part hereof.
3. The Developer's Certification, Exhibit "B", affirming that copies of the Notice of Change have been delivered to all persons as required by law, is incorporated herein.
4. Except as otherwise provided in Exhibit "A," the previously approved Development Order and amendments

thereto shall remain unchanged and in full force and effect.

5. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council and Citrus Park Venture.
6. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.
7. This Resolution shall become effective upon the date of rendition as provided in paragraph 5 above.

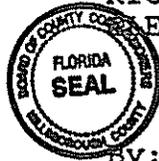
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio clerk of the board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the board at its regular meeting of February 25, 1997, as the same appears of record in the Minute Book 249 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 10th day of March, 1997.

RICHARD L. AKE
CLERK OF CIRCUIT COURT



By: _____

Gary M. Hunt
Deputy Clerk

APPROVED BY COUNTY ATTORNEY
BY *[Signature]*

Approved As To Form And
Legal Sufficiency.

EXHIBIT A

IV. SPECIFIC CONDITIONS

A. Development Schedule and Deadlines

1. The development of the project shall have the following entitlement with a buildout date of December 30, 2002.

Any specific activity wherein permits have been approved by the County prior to the buildout date of this Order may be completed so long as construction authorized by the permits has commenced and is continuing in good faith and the total project is substantially completed by the buildout date.

Years	Office Development	Regional Commercial	Other Commercial
1988-2002	235,750*	1,480,000*	417,100*

* Square footage is expressed as gross leasable area.

Movie Theater use is specifically approved at any location on the site plan where retail uses are approved. The number of theater seats to be developed shall be counted against retail square footage entitlement as follows:

Change From: Change To:	Regional Commercial	Ancillary Commercial	Community Commercial	Office
Movie Theater	45.867 seats/ksf	59.178 seats/ksf	58.089 seats/ksf	29.600 seats/ksf

The maximum number of theater seats which may be created through the trade-off of commercial square footage is 5,000 seats.

At such time as the Developer elects to trade-off commercial square footage for theater seats written notice shall be provided to the Florida Department of Community Affairs, the Tampa Bay Regional Planning Council and the Hillsborough County Planning and Growth Management Department. The notice shall specify the reduction in commercial square footage and the number of theater seats to be constructed. Utilization of the trade-off provision shall also be reported in the Annual Report.

EXHIBIT B

A F F I D A V I T

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, the undersigned notary public authorized in this State and County named above to administer oaths and take acknowledgements, personally appeared SETH T. CRAINE, as attorney for CITRUS PARK VENTURE, the applicant for the Northwest Regional Mall DRI Notice of Proposed Change No. 4, to me well known, who being by me first duly sworn, says upon oath as stated below:

1. CITRUS PARK VENTURE filed its Notice of Proposed Change No. 4 for the Northwest Regional Mall on December 20, 1996.

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

Seth T. Craine

SETH T. CRAINE
Attorney for CITRUS PARK VENTURE

SWORN TO and subscribed before me this 3rd day of March, 1997.

Annette S. Ryan

NOTARY PUBLIC
My Commission Expires:

L:\W-L\1775\040\AFFIDAVI
3/3/97

RECEIVED
MAR 03 1997
PLANNING & GROWTH
MANAGEMENT DEPARTMENT



Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida



170
Clerk to Board of
County Commissioners
County Center, 12th Floor
601 E. Kennedy Blvd.
P.O. Box 1110
Tampa, Florida 33601
Telephone 276-2029, ext. 6730

February 16, 1995

TIM BUTTS DRI COORDINATOR
TAMPA BAY REGIONAL PLANNING COUNCIL
9455 KOGER BOULEVARD, SUITE 219
ST. PETERSBURG, FL 33702

Re: Resolution No. R95-024 - Amendment to the Development Order
for Northwest Regional Mall (DRI #170)

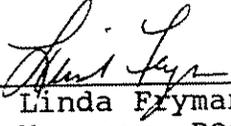
Dear Mr. Butts:

Attached is a certified copy of referenced resolution, which was
adopted by the Hillsborough County Board of County Commissioners on
January 24, 1995.

We are providing this copy for your files.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

By: 
Linda Fryman
Manager, BOCC Records

LF:ADF

Attachment

Certified Mail

cc: Board files (orig.)

Thomas Beck, Florida Department of Community Affairs

Biff T. Craine, Esq., Stearns, Weaver, et al.

Vincent Marchetti, Assistant County Attorney

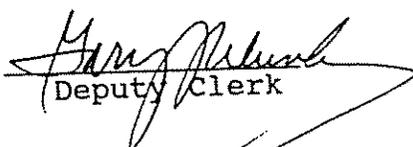
Gene Boles, Director, Planning and Development Management

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of Resolution No. R95-024, Amendment to Development Order for Northwest Regional Mall (DRI #170) approved by the Board in its regular meeting of January 24, 1995, as the same appears of record in MINUTE BOOK 224 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 16th day of February, 1995.

RICHARD AKE, CLERK

By: 
Deputy Clerk

Resolution No. R95-024

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS,
HILLSBOROUGH COUNTY, FLORIDA AMENDING THE
DEVELOPMENT ORDER FOR NORTHWEST REGIONAL MALL, DRI #170

Upon motion of Commissioner Turanchik, seconded by
Commissioner Chillura, the following Resolution was adopted
by vote of 6 to 1, with Commissioner(~~s~~) Busansky
voting "No."

WHEREAS, on November 15, 1988, the Board of County
Commissioners approved a Development Order, Resolution No. R88-0283
for the Northwest Regional Mall Development of Regional impact,
hereinafter referred to as NWRM; and

WHEREAS, the DCA and TBRPC subsequently filed an appeal of the
NRWRM Development Order with the Florida Land and Water
Adjudicatory Commission ("FLWAC"), FLWAC Case NO. 89-4, primarily
based upon provisions set forth in the Development Order; and

WHEREAS, DCA, TBRPC, and the Developer entered into a
Stipulated Settlement Agreement, settling FLWAC Case No. 89-4,
which in order to implement said Agreement required amendment to
Resolution No. 88-0283 in accordance with the terms and conditions
set forth in said settlement agreement; and

WHEREAS, pursuant thereto, on February 28, 1989, the Board of
County Commissioners adopted Resolution R89-0041 and amending
Resolution No. R88-0283 in accordance with the terms and conditions
of the settlement agreement; and

WHEREAS, the Developer filed a Notice of Proposed Change
pursuant to Section 380.06(19) on October 26, 1989, seeking to add
90,000 gross square feet of Regional Commercial, and 15.27 acres
M.O.L. to the NWRM; and

WHEREAS, on January 24, 1990, the Board of County
Commissioners adopted Resolution R90-0020 amending Resolution Nos.
R88-0283 and R89-0041; and

WHEREAS, the Developer filed a Notice of Proposed Change
pursuant to Section 380.06(19) on June 9, 1994, seeking to
consolidate the two phase project to a one phase project, extend
the project buildout date to December 30, 2002, incorporate a 5.49
acre M.O.L. parcel into the project's stormwater management system,
extend the completion date of the associated road improvements to
December 31, 1999, and revise the financing of the associated road
improvements; and

WHEREAS, the Developer and Hillsborough County have identified
the mitigation measures set forth in R89-0041 and R90-0020 as

appropriate for the proposed modifications, the implementation of which will require amendment of the NWRM DRI Developer Order; and

WHEREAS, pursuant to the provisions of Section 380.06(19), Florida Statutes, public notice was given that a public hearing would be held by the Board of County Commissioners on December 13, 1994.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING ASSEMBLED THIS 24TH DAY OF JANUARY, 1995 AS FOLLOWS:

1. That the following findings of fact and conclusions of law are made:
 - a. the amendment of the Development Order, attached hereto as Exhibit "A", does not involve a change to a previously approved DRI constituting a substantial deviation under Section 380.06(19), Florida Statutes (1994 supp.).
 - b. All statutory procedures have been adhered to.
 - c. The findings of fact and conclusions of law made in the original Development Order, and amendments are incorporated herein by referenced.
 - d. All recitations and findings set forth herein are hereby incorporated herein.
 - e. The Northwest Regional Mall Development Order, as amended hereby, is consistent with the Future of Hillsborough County Comprehensive Plan.
2. That the NWRM Development Order, Resolution No. R88-0283, and as further amended by Resolutions R89-0041 and R90-0020 is hereby amended as provided in Exhibit "A" attached hereto and made a part hereof.
3. The Developer's Certification, Exhibit "B", affirming that copies of the Notice of Change have been delivered to all persons as required by law, is incorporated herein.
4. Except as otherwise provided in Exhibit "A," the previously approved Development Order and amendments thereto shall remain unchanged and in full force and effect.
5. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the

Tampa Bay Regional Planning Council and Citrus Park Venture.

6. The Developer shall record a Notice of Adoption of this Resolution in accordance with Section 380.06(15), Florida Statutes.
7. This Resolution shall become effective upon the date of rendition as provided in paragraph 5 above.

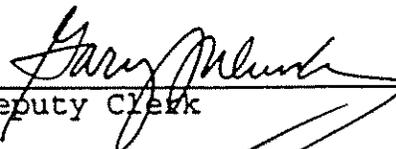
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio clerk of the board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the board at its regular meeting of January 24, 1995, as the same appears of record in the Minute Book 224 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 16th day of February 1995.

RICHARD L. AKE
CLERK OF CIRCUIT COURT

By: 
Deputy Clerk

E:\W-L\1775\000\RESOLU.FIN
12/8/94

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

RECEIVED

Planning & Development
Management Department

FEB 03 1995

Exhibit "A"

AM
7 8 9 10 11 12 1 2 3 4 5 6 PM

I. FINDINGS OF FACT

- A. Citrus Park Venture, hereinafter referred to as "Developer", submitted to Hillsborough County, Florida, an Application for Development Approval and Sufficiency Responses which are attached hereto and marked "Composite Exhibit A" and incorporated herein by reference. Hereinafter, the word "Application" shall refer to the Application for Development Approval, Sufficiency Responses and other exhibits duly submitted and recorded.
- B. The real property which is the subject of the Application is legally described as set forth in Composite Exhibit A.
- C. The Authorized Agent of the Developer is W. Wayne Litzau, 3030 Rocky Point Drive West, Suite 650405, Tampa, Florida 33607.
- D. The proposed development is not an Area of Critical State Concern as designated pursuant to Section 380.05, Florida Statutes.
- E. All development shall occur in accordance with this Development Order and Application.
- F. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City County Planning Commission, and the Tampa Bay Regional Planning Council and other affected agencies.
- G. Pursuant to applicable rules of the Department of Community Affairs and the Tampa Bay Regional Planning Council, the Proportionate Share Amount has been calculated as \$1,600,000 for the first 350,000 square feet of the project and ~~\$6,550,879~~ \$5,414,711 for the entire project.

II. CONCLUSIONS OF LAW

- A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the Application as set forth in Composite Exhibit A, the reports, recommendations and testimony heard and considered by the Zoning Hearing Master, it is concluded that:
1. The development will not unreasonably interfere with the achievement of the objectives of the Adopted Land Development Future of Hillsborough County Comprehensive Plan applicable to the area.

2. The development is consistent with local land development regulations.
 3. The development is consistent with the report and recommendation of the Tampa Bay Regional Planning Council.
- B. In considering whether the development should be approved subject to conditions, restrictions, and limitations, Hillsborough County has considered the criteria stated in subsection 380.06(14), Florida Statutes.
 - C. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Development Order and the Application.
 - D. The Application for Development Approval is approved subject to all terms and conditions of this Development Order.
 - E. The ~~Horizon-2000~~ Land Use Plan Map for Hillsborough County designates the area within which this land lies as Regional Commercial.

III. GENERAL PROVISIONS

- A. This resolution shall constitute the Development Order of Hillsborough County in response to the Application for Development Approval for the Northwest Regional Mall Development of Regional Impact.
- B. The legal description set forth in Composite Exhibit A is hereby incorporated into and by reference made a part of this Development Order.
- C. All provisions contained within the Application and Sufficiency Responses marked "Composite Exhibit A" shall be considered conditions of this Development Order unless inconsistent with the terms and conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.
- D. The definitions contained in Chapter 380, Florida Statutes shall govern and apply to this Development Order.
- E. This Development Order shall be binding upon the Developer and his heirs, assignees or successors in interest including any entity which may assume any of the

responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to include any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of government or governmental agency.

- F. In the event that any portion or section of this Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Development Order which shall remain in full force and effect.
- G. Whenever this Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected governmental agencies and departments as are or may be designated by the Board of County Commissioners of Hillsborough County to review developments set forth under applicable laws and rules governing Developments of Regional Impact.
- H. In each instance in this Development Order where the Developer is responsible for ongoing maintenance of facilities at Northwest Regional Mall, the Developer may transfer any or all of his responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, and/or other agencies having jurisdiction, concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.
- I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order as defined by the criteria of Chapter 380.06(19)(b) or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by Hillsborough County and the Tampa Bay Regional Planning Council shall result in further Development of Regional Impact review pursuant to Chapter 380.06, Florida Statutes, and may result in Hillsborough County ordering a termination of development activity pending such review.

- J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Development Order. In the event of a deviation, the County Administrator may immediately recommend that the Board of County Commissioners establish a hearing to consider such deviations.
- K. The Developer shall file an annual report in accordance with Section 380.06(18). Florida Statutes as amended, and appropriate rules and regulations. The report shall be submitted on Florida Department of Community Affairs Forms BLWM-07-85 as amended. Such report shall be due on the anniversary of the date of adoption of this Development Order for each following year until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the Planning and Zoning Department which shall, after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners' hearing wherein such report is to be reviewed. The receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Development Order. This report shall contain:
1. The information required by the State Land Planning Agency to be included in the Annual Report, which information is described in the Rules and Regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and
 2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following the submittal of the annual report; and
 3. A statement listing all Applications for Incremental Review required pursuant to this Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the annual report; and

4. A statement setting forth the name(s) and address(es) of any heir, assignee or successor in interest to this Development Order.
 5. A statement describing how the Developer has complied with each term and condition of this Development Order applicable when the Annual Report was prepared.
- L. The provisions of this Development Order shall not be construed as a waiver of or exception to any rule, regulation or ordinance of Hillsborough County, its agencies and commissions, and to the extent that further review is provided for in this Development Order or required by Hillsborough County, said review shall be subject to all applicable rules, regulations and ordinances in effect at the time of the review.
- M. This Development Order shall take effect upon the date of transmittal to the parties specified in subsection 380.07(2), Florida Statutes, as amended.

IV. SPECIFIC CONDITIONS

A. Phasing Development Schedule and Deadlines

1. The development of the project shall have the following entitlement with a buildout date of December 30, 2002. ~~proceed in accordance with the following proposed phasing schedule:~~

~~Any specific activity wherein permits have been approved by the County prior to the buildout date of this Order may be completed so long as construction authorized by the permits has commenced and is continuing in good faith and the total project is substantially completed by the buildout date.~~

Years	Office (Sq. Ft.)	Regional Commercial (Sq. Ft.)	Other Commercial (Sq. Ft.)
Phase I (1988-1991)	115,000	920,000	368,000
Phase II (1991-1995)	120,750	560,000	490,000
Total Project	235,750	1,480,000	417,100

- ~~2. For purposes of this Order, a phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase.~~

Years	Office Development	Regional Commercial	Other Commercial
1988-2002	235,750*	1,480,000*	417,100*

* Square footage is expressed as gross leasable area.

- 3 2. If the Developer elects to amend the proposed ~~phasing development~~ schedule, he shall submit said amendments to the County for review and approval as required by law, which approval shall not be withheld if the terms of this Order are otherwise fully complied with. Any significant departure in project buildout from the ~~phasing development~~ schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.
- 4 3. This Development Order shall remain in effect for a period up to and including ~~November 1, 2000~~ October 31, 2007. No development shall be approved after expiration of the Development Order. Any development activity for which plans have been submitted to the County for its review and approval at least 90 days prior to the expiration date of this Development Order may be completed in accordance with the requirements of the Development Order. This Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty days prior to the expiration date of this Order.
- 5 4. The development shall not be subject to down-zoning, or intensity reduction until ~~June 1, 2000~~ May 31, 2007, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.
- 6 5. ~~The deadline for commencing physical~~ Physical development at the project site ~~shall be three (3) years from the effective date of this Development Order~~

has commenced . For purposes of this paragraph, "physical development" shall mean commencement of Phase I site preparation and horizontal infrastructure.

- 7 6. No commercial buildings, or parking ~~or retention areas~~ related to the commercial development shall be located on the 5.49 acre M.O.L. parcel identified in the revised legal description as the T.E.C.O. Right-of-Way (to be vacated) located generally at the southwest corner of the project. Use of the 5.49 acre M.O.L. parcel as part of the stormwater system is permitted to increase the capacity of such system to provide an alternative to acquisition of land to be used as stormwater facilities for the expanded road network.

B. Transportation

1. When Certificates of Occupancy have been issued for 80 percent of ~~Phase I~~ of the project (or the equivalent thereof in terms of trip generation) an annual monitoring program to provide peak-hour ~~and daily~~ traffic counts at the project entrance shall be instituted to verify that the number of external trips estimated in the ADA for the Project are not exceeded. Counts will continue on an annual basis through build-out. This information shall be supplied in the required annual report. If the annual report indicates that the total trips exceed volumes projected in the ADA for the Project by more than 15 percent, the County shall conduct a substantial deviation determination pursuant to Subsection 380.06(19), Fla. Stats. If the exceedance is determined to be a substantial deviation, the revised transportation analysis required pursuant to Subsection 380.06(19), Fla. Stats. will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.
2. The Developer or its assigns shall submit a Transportation Systems Management (TSM) Plan for approval to Hillsborough County and for review to the FDOT, the Hillsborough Metropolitan Planning Organization (MPO), HART and TBRPC. The TSM program shall be designed to include, but not be limited to, the following policies and objectives set forth in the Florida Transportation Plan:
 - Increase urban area peak hour automobile occupancy rates by 10% by 1995 through expanded ridesharing efforts.

- Increase peak hour occupancy rates for transit and other high occupancy vehicles by 20% by 1995.
- 3. Prior to issuance of Certificates of Occupancy the developer shall agree, in writing, to provide the Hillsborough Area Regional Transit Authority (HART) with reasonably located and dimensioned free access and pick-up and drop-off points within the project boundaries. The developer shall provide a location on site for a transfer facility for Hartline bus service if reasonably required and if feasible. Access to and internal road geometrics for the pick-up and drop-off points shall accommodate a 96 inch wide by forty (40) foot long advance design coach. The developer shall provide a reasonably located transit schedule information display. The display location and specifications as well as locations of pick-up and drop-off points shall be reviewed by HART prior to commercial site plan approval and any disputes as to the appropriate location shall be resolved by the Board of County Commissioners.
- 4. The Developer may elect to develop and operate 350,000 gross square feet of Community Commercial and General Commercial uses on the DRI site south of Sheldon Road, subject to the following conditions:

Pursuant to TBRPC Policy 19.8.14, the Developer shall fund, design and construct the following transportation improvements.

- a. The Developer shall make geometric improvements and install a traffic signal, when warranted, at the intersection of Gunn, Ehrlich and Walsh in accordance with design plans prepared by Hillsborough County.
- b. The Developer shall reconstruct the intersection of Gunn Highway and Sheldon Road to the ultimate cross-section needed to accommodate project traffic at full build out of the Mall.

Pursuant to Rule 9J2-0255 F.A.C., as interpreted in accordance with TBRPC policies regarding pipeline mitigation, the Developer's proportionate share of the cost of transportation improvements necessary to accommodate the impacts of the initial 350,000 square feet has been calculated to be \$1,600,000. The estimated costs of the improvements listed above meet or exceed the dollar amount cited above.

In addition to the improvements listed above the Developer shall also fund, design, and construct the following transportation improvements.

- (1) The Developer shall be responsible for all site access improvements necessary to provide Level of Service (LOS) D or better operation at each site access during the p.m. peak hour. If traffic signals are warranted, the installation of the traffic signals shall be the responsibility of the Developer.
- (2) The Developer shall make geometric improvements and install a traffic signal with appropriate coordination to adjacent traffic signals at the intersection of Sheldon Road and Linebaugh Avenue. The specific improvement shall include the addition of a southbound left turn lane, northbound right turn lane and the installation of a traffic signal. The design shall be reviewed and approved by Hillsborough County.

Physical construction of all improvements shall begin prior to the issuance of any building permits and all improvements shall be completed prior to the issuance of any certificates of occupancy. In the event the Developer elects to proceed with this initial subphase he shall notify the County in writing of said election. If the Developer does not elect to construct this 350,000 square foot neighborhood commercial shopping center in advance of the balance of the development the Developer shall have no obligation to satisfy the conditions of Paragraph IV B.4. but instead shall mitigate in accordance with one of the three options listed below.

5. The Developer, at his option may mitigate the impacts of the Project on the regionally significant roadway system through one of three options set forth below. Compliance with the provisions of any of the options described below have been deemed to make adequate provision for the public transportation facilities necessary to accommodate the impacts attributable to the Project on regionally significant roadway network consistent with Florida Law and rules and policies of the Department of Community Affairs (DCA) and the Tampa Bay Regional Planning Council (TBRPC). No Certificates of Occupancy beyond the subphase indicated in B.4. above may be issued until the requirements of one of

the Options has been complied with to the extent required for the increment of development approved.

a. Option 1: Funding Commitments

(1) Development of ~~Phase I~~ of the Project shall require verification that funding commitments from responsible entities have been made for improvements to the regional transportation network where development approved pursuant to this Development Order is expected to have a significant adverse impact at one or more of the locations identified in Tables 1 and 2.

~~(2) Development of Phase II of the Project shall require verification that funding commitments from responsible entities have been made for improvements to the regional transportation network where development approved pursuant to this Development Order is expected to have a significant adverse impact at one or more of the locations identified in Tables 3 and 4.~~

~~(3)~~ (2) The Developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour, and on a daily basis. The monitoring program will be started when Phase I the project is 50 percent complete and will continue until build-out. If the traffic volumes exceed those projected in the Application, as revised, a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

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

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

~~(4)~~ (3) The Developer may subphase the project when such subphasing identifies and ties specific amounts of project development ~~(within a phase)~~ to specific regional roadway improvements.

Such subphasing shall be acceptable under the following conditions:

- (a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and
- (b) Funding commitments for the indicated roadway improvements will be required when the regional roadway operates below peak hour LOS D and the development contributes 5% or more of the existing LOS D peak hour capacity of the facility.
- (c) A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner.

~~(5)~~ (4) In the event future roadways, to which traffic from this project has been assigned, are not built as assumed in the methodology used for this analysis, a new analysis and traffic reassignment shall be required as appropriate.

b. Option 2

The capacity and loading of transportation facilities within the Northwest Regional Mall transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors to construction of the Project. Accordingly, the

Developer shall generate and provide Hillsborough County, the Tampa Urban Area MPO, the FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, as amended, with updated current traffic counts on the above roadways and projections of traffic volumes that will result from the completion of the currently approved project construction plus that to be generated by the next portion of project development which the Developer is seeking to construct. Each updated traffic analysis shall verify the findings of the traffic analysis presented in the ADA or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways referenced in Option 1 at a satisfactory Level of Service, peak hour Level of Service D. Both the traffic count and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices and the methodology determined at a traffic methodology meeting of all appropriate agencies. Prior to any construction, the County or, its designee shall ensure in written findings of fact that the above roadways will operate at or above a peak hour Level of Service D at the time of completion of such construction.

~~(Note, remainder of page left intentionally blank.)~~

TRAFF. TABLE 1. Link Improvements Needed for Phase I (1991)

Roadway Link	1991 Daily LOS with Project	Project Traffic As a % of LOS D Peak Hour Capacity	Required Improvement
Armenia	(1)	7.5	Four lane Armonia from 800 ft. north of Busch to 800 ft. south of Waters Avenue
Dale Mabry Highway	F	6.9	Four lane Dale Mabry from 800 ft. north of Van Dyke to 800 ft. north of Ehrlich Road
Ehrlich Road	F	83.5	Four lane Ehrlich from Gunn To Hutchinson Road
Ehrlich Road	F	19.6	Four lane Ehrlich from Hutchinson to 800 ft. west of Dale Mabry Hwy
Hutchinson Road	F	19.6	Realign Hutchinson/ Lynn Turner Road
Gunn Highway	F	28.4	Four lane Gunn from Sheldon to Lynn Turner
Gunn Highway	F	14.6	Four lanes Gunn from Lynn Turner to 800 ft. west of Linebaugh Ave
Gunn Highway	F	66.3	Eight lane Gunn from Dale Mabry to 800 ft. west of Linebaugh Ave
Paglen Road	F	41.0	Realign Paglen Road
Hillsborough Avenue	E	8.3	Six lane Hillsborough Ave. from 800 ft. west of Race Track to 800 ft. east of Waters Ave
Smitter Road/Bearss Ave	E	49.0	Four lane Smitter/ Bearss from 1600 ft. west of Dale Mabry to 800 ft. east of Lake Magdalene
Sheldon Road	F	84.0	Four lane Sheldon from Paglen to 800 ft. north of Waters Avenue
Lynn Turner Road	F	N/A	Four lane Lynn Turner from Waters to 800 ft. north of Gunn Highway
Sheldon Road	E	13.8	Four lane Sheldon from Old Memorial to 800 ft. south of Waters Avenue
Waters Avenue	C	13.8	Six lane Waters from 800 ft. west of Sheldon to Hanley
Waters Avenue	F	6.2	Six lane Waters from 800 ft. west of Dale Mabry to 800 ft. east of Armenia Avenue

~~TRAFFIC TAB. 2. Intersection Improvements Suggested for Phase I (1991)~~

Intersection	1991 Daily LOS with Project	Project Traffic As a % of LOS D Peak Hour Capacity	Required Improvement
Buech Blvd. @ Dale Mabry (east)	F	7.4	Add SB LT lane
Buech Blvd. @ Dale Mabry (west)	F	47.8	Six lane Buech from 300 ft. west of Dale Mabry to 800 ft. east of Dale Mabry; add SB and EB LT lanes.
County Road 54 @ Gunn Highway	F	12.4	Add EB RT lane and WB LT lane
Dale Mabry @ Ehrlich Road	F	12.0	Six lane Dale Mabry 300 ft. north of Ehrlich to 800 ft. south of Ehrlich six lane Ehrlich 800 ft. west of Dale Mabry to 1600 ft. east of Dale Mabry Highway
Dale Mabry @ Waters Avenue	F	8.4	Grade separation
Ehrlich Road @ Gunn Highway	F	83.5	Add EB RT lane
Hutchinson/Lynn Turner @ Ehrlich Road	E	19.6	Add WB and NB RT lanes and provide dual SB LT lanes
Gunn Highway @ Henderson Road	F	28.4	Add NB RT lane
Gunn Highway @ Lynn Turner Road	E	14.6	Add WB RT lane
Gunn Highway @ Linebaugh Avenue	F	66.3	Grade separation
Gunn Highway @ Paglen Road	E	5.0	Provide NB and SB thru lanes, NB RT and SB LT lanes, EB RT and LT lanes
Gunn Highway @ Sheldon Road	F	71.0(1)	Provide SB RT and LT lanes, two thru lanes EB, two thru lanes WB, EB LT and WB RT lanes
Gunn Highway @ North Site Drive	N/A	100.0	Add NB and EB LT lanes, SB and EB RT lanes
Gunn Highway @ South Site Drive	N/A	100.0	Add NB and EB LT lanes, SB and EB RT lanes
Hanley Road @ Waters Avenue	F	7.5	Six lane Waters from 800 ft. west of Hanley to 800 ft. east of Hanley Road
Hillsborough Avenue @ Memorial Highway	F	18.4	Add NB LT and thru lanes(1) Based on roadway link percentages

~~TRAFFIC TABLE 2. Intersection Improvements Needed for Phase I (1991)
(continued) 1991 Daily Project Traffic~~

Intersection	LOS with Project	As a % of LOS D Peak Hour Capacity	Required Improvement
Hillsborough Avenue @ Waters Extension	E	6.9(1)	Construct SB dual RT lanes and LT lane, EB two thru lanes and dual LT lanes, WB two thru lanes
Linebaugh Avenue @ Sheldon Road	F	84.0(1)	Add WB RT lane and dual LT lanes
Linebaugh Avenue @ Wilky Road	F	51.0	Add NB and SB RT lanes, WB LT lanes
Paglen Road @ Sheldon Road	C	84.0(1)	Reconstruct to provide NB and SB thru lanes, NB RT lane, SB LT lane, and WB RT and LT lanes
Paglen Road @ Site Drive	N/A	100.0	Add NB and SB thru lanes, NB RT lane, SB LT lane, and WB RT and LT lanes
Sheldon Road @ Main Site Drive	D	100.0	Provide separate RT, LT and thru lanes at NB, SB, EB and WB approach
Sheldon Road @ South Site Drive	E	100.0	Add NB, WB and SB thru lanes, NB RT lane, SB LT lane, and WB RT lane
Sheldon Road @ East Site Drive	D	100.0	Add SB RT and LT lanes, EB thru and LT lanes, WB thru and RT lanes
Sheldon Road @ Waters Avenue	F	13.8	Six lane Sheldon from 800 ft. north of Waters to 800 ft. south of Waters Avenue

~~KEY:~~

~~NB - Northbound SB - Southbound EB - Eastbound WB - Westbound
LT - Left turn RT - Right turn(1) Based on roadway link percentages~~

TRAFFIC TABLE 3. Link Improvements Needed for Phase II (1995)

Roadway	1995 Daily	Project Traffic	Required
Link	LOS with	As a % of LOS D	Improvement
Project	Peak Hour Capacity	Improvement	
Busch Blvd.	F	13.8	Six lane Busch from 800 ft. east of Dale Mabry to 800 ft. east of Armenia Avenue
Lynn Turner Road	F	21.0	Four lane Lynn Turner from 800 ft. north of Ehrlich to 800 ft. north of Gunn Highway
Gunn Highway	F	8.2	Four lane Gunn from Paglen to 800 ft. north of Hutchinson Road
Linebaugh Avenue	F	29.5	Six lane Linebaugh from 800 ft. west of Gunn to Dale Mabry Highway
Paglen Road	F	60.3	Four lane Paglen Road from Gunn Highway to Sheldon Road
Gunn Highway/ Sheldon Road	F	71.0	Six lane Gunn/Sheldon from mall main entrance to Northwest Expressway
Wilsky Extension	N/A	71.0	Construct Wilsky extension from Linebaugh to Gunn as a two-lane collector
Linebaugh Avenue	F	15.7	Four lane Linebaugh 800 ft. west of Lynn Turner to 800 ft. west of Gunn Highway
Northwest Expressway	(1)	N/A	Construct from Hillsborough to Dale Mabry
Sheldon Road	F	100.0	Four lane Sheldon from Paglen to mall main entrance
Gunn Highway Extension	(1)	(1)	Four lane Gunn extension from Sheldon to Race Track Road

~~(1) Not constructed at present~~

TRAFFIC TABLE Intersection Improvements ded for Phase II (1995)

<u>Intersection</u>	<u>1995 Daily</u> <u>LOS with</u> <u>Project</u>	<u>Project Traffic</u> <u>as a % of LOS D</u> <u>Peak Hour Capacity</u>	<u>Required</u> <u>Improvement</u>
<u>Anderson Road</u> <u>@ Waters Avenue</u>	<u>F</u>	<u>9.0</u>	<u>Eight lane Waters from</u> <u>800 ft. west of</u> <u>Anderson to 800 ft.</u> <u>east of Anderson Road</u> <u>and</u> <u>Six lane Anderson from</u> <u>800 ft. north of Waters</u> <u>to 800 ft. south of</u> <u>Waters Avenue</u>
<u>Armenia Avenue</u> <u>@ Waters Avenue</u>	<u>F</u>	<u>6.3</u>	<u>Add NB LT lane</u>
<u>Buech Boulevard</u> <u>@ Dale Mabry (west)</u>	<u>F</u>	<u>18.3</u>	<u>Eight lane Buech Blvd.</u> <u>from 800 ft. east of</u> <u>Dale Mabry to 800 ft.</u> <u>west of Dale Mabry Hwy.</u>
<u>Dale Mabry @</u> <u>Ehrlich Road</u>	<u>F</u>	<u>7.1</u>	<u>Add NB LT lane</u>
<u>Ehrlich Road @</u> <u>Hutchinson Road</u>	<u>E</u>	<u>21.0</u>	<u>Add EB and NB LT lanes,</u> <u>and SB RT lanes</u>
<u>Gunn Highway @</u> <u>Henderson Road</u>	<u>F</u>	<u>27.8</u>	<u>Create dual NB LT</u> <u>lanes</u>
<u>Gunn Highway @</u> <u>Linebaugh</u>	<u>F</u>	<u>29.5</u>	<u>Add EB LT lane and WB</u> <u>thru lane</u>
<u>Gunn Highway @</u> <u>Sheldon Road</u>	<u>F</u>	<u>71.0</u>	<u>Convert SB LT lane to</u> <u>SB thru lane</u>
<u>Gunn Highway @</u> <u>Van Dyke Road</u>	<u>E</u>	<u>5.4</u>	<u>Add WB LT lane</u>
<u>Henderson Road @</u> <u>Linebaugh Avenue</u>	<u>E</u>	<u>14.4</u>	<u>Add EB LT lane and WB</u> <u>RT lane</u>
<u>Linebaugh @</u> <u>Sheldon Road</u>	<u>F</u>	<u>21.2</u>	<u>Add EB RT lane</u>
<u>Sheldon Road @</u> <u>Main Site Drive</u>	<u>D</u>	<u>100.0</u>	<u>Add SB and WB LT lanes</u> <u>and NB RT lane</u>
<u>Sheldon Road @</u> <u>South Site Drive</u>	<u>E</u>	<u>100.0</u>	<u>Add NB and SB thru</u> <u>lanes</u>
<u>Sheldon Road @</u> <u>Waters Avenue</u>	<u>F</u>	<u>84.0(1)</u>	<u>Grade separation</u>

KEY:
NB — Northbound SB — Southbound EB — Eastbound WB — Westbound
LT — Left turn RT — Right turn

(1) Based on roadway link percentages

T. FIC TABLE 1. Link Improvement: Needed for 2002

Roadway Link	1995 Daily LOS with Project	Project Traffic As a % of LOS D Peak Hour Capacity	Required Improvement
Gunn Highway	F	13.7	Four-lane Gunn from Paglen to 800 ft. north of Hutchinson Road.
Gunn Highway	F	5.7	Four-lane Gunn from Ehrlich to site entrance.
Gunn Highway	F	169.4	Six-lane Gunn from Sheldon to Veterans Expressway.
Gunn Highway	F	56.5	Four-lane to Gunn from Veterans Expressway to Henderson.
Gunn Highway	F	53.6	Four-lane Gunn from Henderson to Lynn-Turner.
Gunn Highway	F	18.5	Four-lane Gunn from Lynn-Turner to 800 ft. west of Linebaugh Ave.
Busch Blvd.	F	10.6	Six-lane enhance Busch from 800 ft. east of Dale Mabry to 800 ft. east of Armenia Avenue.
Sheldon Road	F	150.2	Six-lane Sheldon from Gunn to mall main entrance.
Sheldon Road	F	72.8	Four-lane Sheldon from site entrance to Paglen.
Sheldon Road	F	59.1	Four-lane Sheldon from Paglen to Westchase.
Sheldon Road	F	45.5	Four-lane Sheldon from Westchase to Linebaugh.
Sheldon Road	F	18.3	Four-lane Sheldon from Linebaugh to Waters.

T FIC TABLE 1. Link Improvement: sessed for 2002

(Continued)

Roadway Link	1995 Daily LOS with Project	Project Traffic As a % of LOS D Peak Hour Capacity	Required Improvement
Sheldon Road	E	9.1	Four-lane Sheldon from Waters to Old Memorial.
Anderson Road	F	5.7	Four-lane Anderson from Waters to Hillsborough.
Veterans Expressway	E	8.9	Six-lane Expressway from Linebaugh to Waters.
Veterans Expressway	E	7.1	Six-lane Expressway from Waters to Hillsborough.

TRAFF TABLE 2. Intersection Improvements Needed for 2002

Intersection	1991 Daily LOS with Project	Project Traffic As a % of LOS D Peak Hour Capacity	Required Improvement
Anderson Road @ Waters Avenue	F	9.0	Eight-lane Waters from 800 ft. west of Anderson to 800 ft. east of Anderson Road and Six-lane Anderson from 800 ft. north of Waters to 800 ft. south of Waters Avenue.
Armenia Avenue @ Waters Avenue	F	6.3	Add NB LT lane
Busch Blvd. @ Dale Mabry (east)	F	7.4	Add SB LT lane
Busch Blvd. @ Dale Mabry (west)	F	47.8	Six-lane enhance Busch from 800 ft. west of Dale Mabry to 800 ft. east of Dale Mabry; add SB and EB LT lanes.
County Road 54 @ Gunn Highway	F	12.4	Add EB RT lane and WB LT lane
Dale Mabry @ Ehrlich Road	F	12.0	Six-lane Dale Mabry 800 ft. north of Ehrlich to 800 ft. south of Ehrlich six-lane Ehrlich 800 ft. west of Dale Mabry to 1600 ft. east of Dale Mabry Highway NB LT lane and add NB LT lane
Dale Mabry @ Waters Avenue	F	8.4	Grade separation
Ehrlich Road @ Gunn Highway	F	83.5	Add EB RT lane
Hutchinson/Lynn-Turner @ Ehrlich Road	E	21.0	Add WB SB and NB RT lanes, add EB and NB LT lanes and provide dual SB LT lanes

TRAFFIC TABLE 2. Intersection Improvements Needed for 2002

(continued)

Intersection	1991 Daily LOS with Project	Project Traffic As a % of LOS D Peak Hour Capacity	Required Improvement
Gunn Highway @ Van Dyke Road	E	5.4	Add WB LT lane
Gunn Highway @	F	28.4	Add NB RT lane and create dual NB LT lanes.
Gunn Highway @ Lynn-Turner Road	E	14.6	Add WB RT lane
Henderson Road @ Linebaugh Avenue	E	14.4	Add EB LT lane and RT lane
Gunn Highway @ Linebaugh Avenue	F	66.3	Grade separation and add EB LT lane and WB thru lane
Gunn Highway @ Road	E	5.0	Provide NB and SB Paged thru lanes, NB RT and SB LT lanes, EB RT and LT lanes
Gunn Highway @ Sheldon Road	F	71.0(1)	Provide SB RT and thru lanes, two thru lanes EB, two thru lanes, WB, EB LT and WB RT lanes Based on roadway link percentages.
Gunn Highway @ North Site Drive	N/A	100.0	Add NB and EB LT lanes, SB and EB RT lanes
Gunn Highway @ Site Drive	N/A	100.0	Add NB and EB LT South lanes, SB and EB RT lanes
Hanley Road @ Waters Avenue	F	7.5	Six-lane Waters from 800 ft. west of Hanley to 800 ft. east of Hanley Road
Hillsborough Avenue @ Memorial Highway	F	18.4(1)	Add NB LT and thru lanes
Hillsborough Avenue @ Waters Extension	E	6.9(1)	Construct SB dual RT lanes and LT lane, EB two thru lanes and dual LT lanes, WB two thru lanes

TRAFFIC TABLE 2. Intersection Improvements Needed for 2002

(continued)

Intersection	1991 Daily LOS with Project	Project Traffic As a % of LOS D Peak Hour Capacity	Required Improvement
Linebaugh Avenue Sheldon Road	F	84.0(1)	Add WB and EB RT @ lanes and dual LT lanes
Linebaugh Avenue Wilsky Road	F	51.0	Add NB and EB RT @ lanes, WB LT lanes
Paglen Road @ Road	C	84.0(1)	Reconstruct to Sheldon provide NB and SB thru lanes, NB RT lane, SB LT lane, and WB RT and LT lanes
Paglen Road @ Site Drive	N/A	100.0	Add NB and SB thru lanes, NB RT lane, SB LT lane, and WB RT and LT lanes
Sheldon Road Site Drive	D	100.0	Provide separate @ Main RT, LT and thru lanes at NB, and EB approaches, separate RT, thru and dual LT lanes SB and WB approaches.
Sheldon Road @ South Site Drive	E	100.0	Add WB thru lanes, NB and SB two thru lanes, NB RT lane, SB LT lane, and WB RT lane
Sheldon Road Site Drive	D	100.0	Add SB RT and LT East lanes EB thru and LT lanes, WB thru and RT lanes
Sheldon Road	F	84.0(1)	Grade separation

KEY: NB - Northbound SB - Southbound EB - Eastbound WB - Westbound
 LT - Left turn RT - Right turn (1) Based on roadway link percentages

c. Option 3: Transportation Impact Mitigation

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out below. The requirements of Option 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of ~~both phases of~~ the project on the regionally significant roadway system within the Project's primary impact area. The selection of this mitigation/curing mechanism is based upon the project's impact on transportation facilities, the substantial public benefit to be gained by expeditious and accelerated design, right-of-way acquisition, construction and use of major public transportation facilities, and its consistency with the TBRPC, FDOT, Hillsborough County and DCA policies regarding mitigation of regional transportation impacts.

- (1) ~~Hillsborough County and the Developer agree that it is in the best interest of Hillsborough County to enter a capital contribution front ending agreement pursuant to 380.06(16)(c) to accelerate improvements to the regionally significant roadway system in the project's vicinity in excess of those improvements that would be necessary to cure and mitigate the project impacts on the regionally significant roadway system within the project's primary impact area. The agreement shall at a minimum contain the provisions contained in this subsection c. The maximum amount of the County's contribution under this section will be \$13.4 million plus interest as specified in this agreement. To this end, the County agrees to acquire all necessary right of way needed for the construction of the identified public transportation facilities (the "Improvements") and the Developer agrees to contribute \$3.5 million in cash toward the design and construction of Improvements, agrees to contribute right of way needed which is owned by the Developer with an estimated value of \$1.1 million, for the construction of the Improvements, and agrees to cause the design and construction of the Improvements and arrange the needed financing to complete design and construction of the Improvements. Hillsborough County and the Developer agree that it is in their best interest to amend the~~

Capital Contribution Front Ending Agreement entered into by the parties October 18, 1989 and the First Amendment to Capital Contribution Front Ending Agreement entered into by the parties July 11, 1990 (collectively the "Agreements"), to modify the responsibilities of Hillsborough County and the Developer to provide for adequate financing for the completion of the design, right-of-way acquisition, and construction of improvements to the regionally significant roadway system in excess of those improvements that would be necessary to cure and mitigate the project impacts on the regionally significant roadway system. Such amendment to the Agreements shall at a minimum contain the provisions contained in this subsection c. To provide for the improvements identified herein, the County agrees to expend up to \$4.3 million to acquire all necessary right-of-way needed for the construction of the identified public transportation facilities (the "Improvements") and the Developer agrees to provide, for appropriate credit, right-of-way needed which is owned by the Developer, estimated at \$1.1 million, and financing for the remaining right-of-way acquisition, design and construction of the Improvements. The following public transportation facilities are defined as the Improvements.

- (a) Improve Gunn Highway from Sheldon Road to Lynn-Turner Road to a four-lane divided roadway.
- (b) Improve Sheldon Road from Linebaugh Avenue to Paglen Road to a four-lane divided roadway.
- (c) Improve Sheldon Road from Paglen Road to Gunn Highway to a four-lane divided roadway.
- (d) Reconstruct and realign Paglen Road as a two-lane road from Sheldon Road to Gunn Highway.
- (e) Other work related to the road improvements in (a)-(d) as agreed to by the County and the Developer.

~~The estimated cost of design and construction of these improvements is \$12,531,000. The Developer shall bear the cost of any excess amounts and shall not be repaid any such excess amounts.~~

- (2) The County agrees to use its best effort to acquire the needed right-of-way not owned or controlled by the Developer ~~within nine months of after~~ receiving revised final right-of-way maps, parcel sketches, and legal descriptions from the Developer. Such right-of-way shall be of sufficient width to accommodate a future six-lane road. The County shall expend up to approximately \$4.3 million on the acquisition of such right-of-way. Should the costs of such acquisition be in excess of this amount and the County has acted in good faith in acquiring such right-of-way, the amounts to be paid for right-of-way acquisition in excess of \$4.3 million shall be paid by the Developer. ~~advanced by the Developer to be reimbursed as outlined herein.~~

- (3) ~~Upon this development order becoming non-appealable, the Developer shall initiate~~ The Developer has substantially completed the design, preparation of construction plans and specifications, and the permitting of the Improvements described in paragraph (1) above. ~~The estimated cost of the preparation of construction plans, specifications and permitting of the Improvements described in Paragraph (1) above is \$932,000.~~

The design and construction plans and specifications shall be prepared in a manner normally used in Hillsborough County roadway projects and in accordance with a scope of services acceptable to the Developer and Hillsborough County. Approval shall be in accordance with Hillsborough County Standards and FDOT's Plan Preparation Manual and Standards for Construction. The County shall review all plans and specifications at 15%, 60%, 90% and 100% of completion within a twenty-one (21) calendar day review period. The preparation of construction plans and specifications shall include the following considerations:

- Preparation of right-of-way maps for right-of-way acquisition purposes.
- For Improvements (a), (b), and (c), construction of four-lane divided roads.
- For Improvement (d), construction of a two-lane road.
- Locations of median openings.
- Traffic signalization and/or signal modification plans at up to five (4) locations identified below, excluding access points to the Northwest Regional Mall site.
- Gunn Highway @ Lynn-Turner Road
Sheldon Road & Paglen Road
Gunn Highway @ Sheldon Road
Paglen Road @ Gunn Highway
- Drainage improvements for the proposed roadway shall be designed consistent with a future six-lane road. Up to 12 retention ponds shall be designed to support only the facility to be initially constructed; however, land needed to support the ultimate six-lane facility will be identified.
- Construction plans shall include the design of the following intersections:
 - Sheldon Road & Paglen Road
 - Gunn Highway @ Sheldon Road
 - Paglen Road @ Gunn Highway
- Permit applications and plans shall be prepared for County signature. Submittal to permitting agencies and any necessary "follow up" shall be by the Developer.
- Infrastructure improvements shall be designed to incorporate and be compatible with the Upper Tampa Bay Trail and the pedestrian and bicycle plans shall be designated to interface with the Upper Tampa Bay Trail.

(4) At any time after the Developer has delivered necessary maps, sketches and legal

descriptions to the County, the County may request, and the developer shall provide, that portion of the needed right-of-way owned by the Developer.

- (5) ~~Within six (6) months of this Development Order becoming non-appealable, the Developer shall~~ The Developer, at his option, may initiate the creation of a Community Development District for the purpose of financing the construction of the Improvements. Such District shall only contain property owned by the Developer as described herein. The millage to be levied to all District property shall not be in excess of that allowed by law.
- (6) The Developer shall be entitled to reimbursement of all costs incurred for financing the right-of-way acquisition, design and construction of the Improvements, including interest at the County's cost of borrowing in the long term bond market at its most recent sale, or at a rate agreed upon by the County and the Developer in the amended Agreements. Hillsborough County shall provide reimbursement for such costs by pledging transportation and right-of-way impact fee revenue collected from the geographic area which constitutes Transportation Zone 1. Beginning in FY 1996 and continuing through FY 2000, 50% of the first \$2.2 million and 100% of amounts over \$2.2 million of revenue generated annually from the collection of transportation and right-of-way impact fees from development in the geographic area which constitutes Transportation Zone 1 shall be collected by the County and shall be made available to the Developer or his designee for reimbursing the financing of right-of-way acquisition, design or the construction of the Improvements. Beginning in FY 2001, 100% of all revenue generated annually from the collection of transportation and right-of-way impact fees from development in the geographic area which constitutes Transportation Zone 1 shall be collected by the County and shall be made available to the Developer or his designee for reimbursing the financing of right-of-way acquisition, design or the construction of the Improvements. In the event CIP funds allocated to the Improvements

each fiscal year are not totally spent, the balance of the CIP funds set aside annually shall not be carried over to the next fiscal year. Such reimbursement shall continue until the Developer has been repaid for all costs subject to reimbursement with the exception of an amount equal to the greater of the Developer's Proportionate Share or the total transportation and right-of-way impact fee obligation of the Developer for the project. Prior to the opening of the mall the amount to be reimbursed to the Developer shall be reduced by the proportionate share amount less any amounts credited to the Developer. Upon the award of the first construction contract for any of the Improvements listed in e(1) above, 50% of the transportation impact fees collected by the County from development in Transportation Zone 1 of the County of the Improvements shall be collected by the County and placed in a Special Transportation Area account and shall be made available to the Developer or his designee for use in the financing of the construction of Improvements.

~~(7) The Developer shall direct \$3.5 million towards the design and construction of the Improvements.~~

~~(8)(7) The If elected by the Developer shall direct the proceeds from the sale of bonds by the CDD shall be directed to the construction of the Improvements, less amounts needed for issuance costs and debt service prior to reevaluation of the property.~~

~~(9) The Developer shall use the monies from the Special Transportation Area account toward construction of the Improvements.~~

~~(10) Should the monies in 5-9 be insufficient to complete the construction of the Improvements, the Developer shall advance the necessary funds for the completion of the Improvements. If such advance is necessary, the advance shall be repaid, quarterly payments with interest at a rate comparable to the bonding rate paid by the County at that time, with funds collected from transportation impact fees pursuant to paragraph e(6) above. The difference between the cost of money to the~~

~~Developer and the cost of money to the County shall not be reimbursed). Said repayment shall continue until the advance is repaid, but not for longer than ten (10) years. Notwithstanding the above, the excess amounts discussed in section C(1) shall not be repaid.~~

~~(11) Once the advance made by the Developer has been repaid pursuant to the paragraph above, repayment of other funds expended to accomplish the construction of the Improvements by the Developer, including, but not limited to those funds paid by the CDD to finance the construction of the Improvements, shall be made quarterly from all transportation impact fees received by the County from a Special Benefit Area. The Special Benefit Area shall include all projects utilizing any portion of the Improvements as a direct access point along with other projects with direct access points on extensions of the Improvements as defined on Exhibit B. For the purposes of this paragraph, "direct access point" shall mean any point of ingress or egress from the boundaries of a project which connects directly to the Improvements or the extensions defined above. Such repayment shall continue until such amounts have been reimbursed or for a period of 15 years, whichever is less.~~

~~(12)~~ (8) The County and the Developer recognize that time is of the essence in providing the Improvements outlined herein concurrent with the proposed development schedule contained in this Development Order. ~~The mall portion of the Development shall not open to the public for business unless and until the Improvements identified in c.(1) are open to traffic. The work schedule estimated date for the successful completion of the Improvements is December 31, 1999 has been attached as Exhibit "cu" to this Development Order and shall be followed by the Developer unless otherwise provided herein, subject to acts of God, necessary governmental permits and approvals, or occurrences beyond the control of the County or the Developer. The County shall use its best efforts to obtain the right-of-way in the specified time.~~

- (13)(9) The County will amend its Capital Improvements Program (CIP) or take such the actions as are necessary to fulfill its responsibilities specified herein.
- (14)(10) The County shall assist the Developer, as appropriate, in the administration and observation of construction of the Required Improvements. The County shall participate in the final inspection of the Improvements.
- (15)(11) To ensure that the Improvements are completed at the earliest possible time, the County shall assist the Developer when necessary in obtaining all necessary permits, approvals and utility relocations, and the County shall provide all off-site easements and rights-of-way necessary to complete said Improvements subject to the funding limitations in c(2) above.
- (16)(12) Upon the successful completion of the final inspection of each Improvement and upon certification of the Engineer providing construction observation services that the Improvement has been completed in substantial accordance with the construction plans, the County shall assume responsibility for the maintenance and operation of the Improvement.
- (17)(13) The County shall have authority to extend the schedule for construction of the Improvement beyond the date of issuance of Certificates of Occupancy provided such extensions are reasonable and the extension will not create substantial detrimental effects on the public road system. Extensions beyond ~~one year from the attached Exhibit "C"~~ December 31, 1999 shall require the concurrence of the TBRPC and DCA and may require a Development Order amendment.
- (18)(14) The County is under no obligation to use any income sources other than impact fees to fund construction costs financed by the Developer in excess of his obligations as described herein. However, should impact fees be ~~eliminated or reduced, insufficient to repay the Developer,~~ the County shall provide ~~may consider discussions of alternative funding of amounts to be paid the Developer which are outstanding.~~

~~(19)~~(15) The total amount of the road improvements committed to herein is ~~approximately \$18.0 million, which amount~~ is in excess of the Developer's Proportionate Share Amount as calculated pursuant to applicable rules of the Department of Community Affairs and the Tampa Bay Regional Planning Council.

- ~~6.~~ No building permits shall be issued for Phase II until the construction contract for that segment of the Northwest Expressway between Hillsborough Avenue and Gunn Highway has been awarded. No Certificates of Occupancy shall be issued, and no occupancy shall occur for Phase II development, until completion of the following currently non-existing roadway segment: (a) the Northwest Expressway between Hillsborough Avenue and Dale Mabry Highway. In the event the Developer wishes to build or open Phase II prior to completion of the Northwest Expressway, the Developer may submit a revised transportation analysis for review and minor development order amendment to propose alternative transportation mitigation measures.
- 7 6. The developer shall receive credit against impact fees, pursuant to law.
- 8 7. A pedestrian circulation system and a bicycle circulation system shall be provided within the project as approved by the MPO. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System into the Northwest Regional Mall. No detailed site plans shall be approved which do not indicate these systems. The developer shall provide access via the internal circulatory system to a bus or rail facility located off site and proximate to the Mall.
- 9 8. The Developer shall have the right to alter the types and location of land uses on the site from those indicated in the ADA provided the total p.m. peak hour traffic volumes exiting and entering the site do not exceed the estimates provided in the ADA, subject to the provision of Florida Statutes, Section 380.06(19).
- 10 9. Development approved under the terms and conditions of this Development Order shall be subject to the Transportation Impact Fee Ordinances, as they may be amended from time to time, provided however that the amounts paid for the right-of-way, design and construction of the Improvements shall be credited against such impact fees. Nothing herein shall be

construed as a waiver of the Developer's right to contest the application or validity of the Transportation Impact Fee Ordinances, related policies or the amount of impact fees assessed thereunder.

- ±± 10. Development activities and issuances of permits shall be suspended if the Design and Improvements as described herein are not provided in substantial compliance with the requirements of this option due to action or a failure to act on the part of the Developer.

C. Air Quality/Wind and Water Erosion

1. The Developer shall undertake the measures referenced on page I4-10 of the Revised ADA at a minimum to reduce erosion, fugitive dust and other adverse air emissions during all phases of development.

D. Soils

1. The soil conservation measures referenced on page 14-10 of the ADA and the measures to reduce erosion, fugitive dust and air emissions referenced on page 13-1 of the ADA, at minimum, shall be implemented.

E. Stormwater Management and Water Quality

1. Prior to the issuance of any site alteration/building permits the Final Drainage Plan shall be submitted to TBRPC and DER for review and to Hillsborough County and SWFWMD for approval. The drainage system shall be designed to meet all applicable Hillsborough County and SWFWMD regulations. The County drainage criteria in existence at the time of Detailed Master Drainage Plan approval shall be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria are more restrictive.
2. The proposed stormwater management systems shall be designed, constructed and maintained to meet or exceed Chapter 17-25, Florida Administrative Code, and 40-D-4 Rules of SWFWMD. Treatment shall be provided by biological filtration, wherever feasible.
3. The Developer shall give all necessary drainage easements or rights-of-way as required, prior to Master Drainage Plan approval.

4. The Developer shall operate and maintain on-site drainage facilities unless otherwise requested by the County's Stormwater Management Department.
5. In order to protect water quality the Developer shall implement Best Management Practices as recommended by the County, including a street cleaning program for the parking and private roadway areas within the development.
6. In order to protect water quality in the Double Branch Creek and Rocky Creek watersheds, there shall be no degradation of Chapter 17.3, Florida Administrative Code water quality standards by stormwater exiting the site. Therefore, the Developer shall provide for a twice yearly surface water quality monitoring program, to be instituted before ground-breaking takes place and to continue through project build-out, at minimum. Any violation of Chapter 17.3, Florida Administrative Code, shall require corrective measures as set forth by FDER. The following shall apply:
 - a. Sampling locations and frequencies shall be determined in cooperation with Hillsborough County, FDER and SWFWMD.
 - b. All water quality analytical methods and procedures shall be thoroughly documented and shall comply with EPA/FDER Quality Control Standards and Requirements.
 - c. The monitoring results shall be submitted to Hillsborough County, FDER and SWFWMD. Should the monitoring indicate that applicable state water quality standards (Chapter 17.3, Florida Administrative Code) are not being met, all construction within the subbasins where the violation is noted shall cease until the violation is corrected, or if specific construction can be identified as causing the violation, all such activity responsible for the exceedance shall cease until the violation is corrected.
7. Any development of the Northwest Regional Mall, including an interim wastewater treatment plant, certain detention ponds and the disposition of existing septic tanks or location of new tanks. shall be in accordance with the "Points of Agreement on Well Protection Measures to Be Employed By The Developer of The Northwest Regional Mall" provided on pages 23-3 and 23-4 of the Second Sufficiency Response, and attached hereto as Exhibit 2.

8. Underground storage tanks for hazardous materials shall be prohibited or specific and appropriate setback distances from any potable water wellhead shall be established in cooperation with the WCRWSA and the SWFWMD.
9. The existing irrigation well in the north central portion of the site shall not be re-activated or used for irrigation (as committed on page 23-8, SR). All other on-site wells (approximately 30) shall be capped and plugged as soon as possible.
10. Maintenance of all on-site wells shall be the responsibility of the Developer.
11. The siting of the Interim Wastewater Treatment Plant, and effluent disposal system shall be compatible with the agreement with WCRWSA and anticipated G-1 Aquifer regulations. The siting and level of treatment shall be compatible with the current regulations in Chapter 17-4 and 17-6, Florida Administrative Code (as committed on pages 23-8 and 23-9, SSR).
12. Any use of percolation ponds for treated effluent shall be reviewed and approved by SWFWMD. Any interim plant constructed to serve the project shall be dismantled and removed as soon as service from the County becomes available.
13. All existing septic tanks and drain fields shall be removed as soon as possible. Any proposed septic tanks, permanent or temporary, shall be subject to review by SWFWMD.
14. Elevations for all habitable structures shall be at or above the base (100-year) flood elevation as defined by the approved stormwater plan for the project.

F. Environmental and Natural Resources

1. In order to protect the natural values of preserved/conserved wetland areas, the following shall be required:
 - a. Except as otherwise permitted by agencies having jurisdiction:
 - (1) No adverse hydroperiod alteration shall be permitted in conservation or preservation areas identified as on attached Exhibit 3.

- (2) No dredging, filling or development activities shall be allowed within preservation areas. Activities within the conservation areas shall be determined in cooperation with permitting agencies.
2. All mitigation areas and littoral shelves shall be monitored twice yearly for a period of four years. Monitoring shall include measurements of species diversity and composition and the control of nuisance species encroachment. Additional planting shall be accomplished to maintain an 80% survival of planted species at the end of three years.
 3. All wetland losses shall require a minimum of 1:1 in-kind wetland replacement. Mitigation for wetland losses shall be implemented prior to or concurrent with wetlands being disturbed, unless otherwise approved by agencies having jurisdiction.
 4. In the event that any species listed in Sections 39-27.003-.005, Florida Administrative Code, are observed frequenting the site for nesting, feeding, or breeding, proper mitigation measures shall be employed by the Developer in cooperation with the Florida Game and Fresh Water Fish Commission.
 5. The land use designations for those portions of the site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region. Section 10.1.2 and 10.1.3 shall be as designated on the revised Exhibit 3 submitted to Hillsborough County.
 6. Representative tracts of the mixed wetland forest (631) and hardwood forest (422) communities listed on pages 18-4 and 18-8 of the Revised ADA shall be preserved on site in a manner which will ensure their continued natural function and value. These natural plant communities shall be identified to the satisfaction of Hillsborough County, prior to commercial site plan approval for the regional commercial parcel.
 7. The Developer shall be responsible for maintaining all landscaped and open space areas within the project site other than those for which Hillsborough County has assumed maintenance responsibilities.
 8. There shall be no net loss of hydrologic storage capacity in the 100 year floodplain.

G. Public Facilities

1. The Developer shall be required to provide for recovered wastewater disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water & Wastewater Utilities takeback policy in effect prior to detailed site plan approval. However, the developer shall not be required to use non-potable water which is of objectionable odor and/or color.
2. The Developer shall use the lowest quality water available suitable to a given purpose in order to reduce the unnecessary use of potable water for landscape and open space irrigation. The Developer shall submit a plan to Hillsborough County and the TBRPC for using nonpotable water for irrigation in the first annual report following issuance for the first Certificate of Occupancy.
3. Water-saving devices shall be required in the project (as mandated by the Florida Water Conservation Act Section 533.14, Florida Statutes, 1985) and native vegetation shall be used in landscaping wherever feasible.

H. Hazardous Waste

1. The Developer shall provide information on all development businesses that:
 - a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in specially-designated containers/areas; and
 - b. Describes construction requirements for hazardous waste holding areas; and
 - c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

I. Hurricane Evacuation

1. The Developer shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure that safe and orderly evacuation of residents and employees when a Level E evacuation order, (as appropriate), is issued by (1) ordering all buildings closed for the duration of the hurricane evacuation order; (2) informing all

residents and employees of evacuation routes out of the flood prone area and measures to be fulfilled in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report. Further, the plan shall include an agreement between the Developer and appropriate authority(ies) allowing the use of parking areas surrounding the mall for storage and possible dispatch of public agency vehicles and mobile equipment during times of civil emergency. This plan shall be included in the first annual report submitted after occupancy or any portion of the project.

J. Energy Conservation

1. Energy conservation measures consistent with TBRPC policy shall be incorporated into project design, construction and operation, and shall include the following, as economically feasible:
 - a. Energy policies, energy use monitoring and energy conservation for the Northwest Regional Mall project using a qualified energy use analyst.
 - b. Programs to promote energy conservation by employees, buyers, suppliers and the public.
 - c. Programs to reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours.
 - d. Recycling programs.
 - e. Innovative energy alternatives such as solar energy, resource recovery, waste heat recovery and cogeneration.
 - f. Total energy systems on large facilities, when cost effective.

K. Equal Opportunity

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

L. Historical or Archaeological Resources

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

M. General

1. Any change to the project which significantly departs from: the parameters set forth in the phasing schedule on page 12-16 of the Sufficiency Response shall require a substantial deviation determination, pursuant to Subsection 380.06(19), Florida Statutes.
2. All of the final Developer's commitments set forth in the ADA, and as summarized in Attachment 1 entitled "Developer Commitments" shall be honored, except as they may be superseded by specific terms of the Development Order.
3. The Developer shall encourage programs by employers to provide child care facilities at the place of employment or as a cooperative effort off-site.
4. Excess infrastructure capacity constructed to potentially serve Phase II shall be at the Developer's risk and shall not vest latter phase development rights.

AFFIDAVIT CERTIFYING DISTRIBUTION OF
A NOTIFICATION OF A PROPOSED CHANGE
TO A PREVIOUSLY APPROVED DEVELOPMENT REGIONAL IMPACT (DRI)

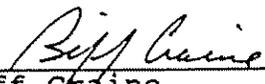
On behalf of the Developer, Citrus Park Venture, I, Biff Craine, as their legal counsel, do hereby certify that a Notification of a Proposed Change to a Previously Approved DRI has been transmitted to the following:

Florida Department of Community Affairs
Bureau of Land and Water Management
2740 Centerview Drive
Tallahassee, Florida 32399

Tampa Bay Regional Planning Council
9455 Koger Boulevard, Suite 219
St. Petersburg, Florida 33702-2491

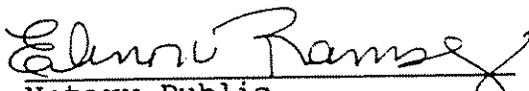
Hillsborough County Board of County Commissioners
Post Office Box 1110
Tampa, Florida 33601

FURTHER, Affiant sayeth not.

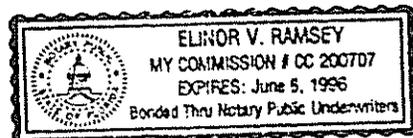


Biff Craine
Counsel to the Developer

Sworn to and subscribed
this 15th day of February,
1995.



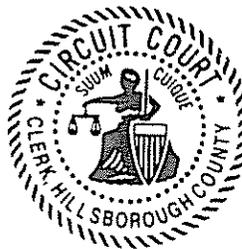
Notary Public
Offiant is personally known to me
My Commission Expires:



I:\W-L\U1775\000\EXH.B
2/15/95

EXHIBIT "B"

Richard Ake
Clerk of the Circuit Court
Hillsborough County, Florida



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

February 6, 1990

Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, Florida 33702

Attn: Suzanne Cooper
DRI Coordinator

Re: Resolution No. R90-0020 Amending DRI #170 Development
Order - Northwest Regional Mall

Dear Ms. Cooper:

Enclosed please find an executed certified copy of the
referenced resolution, adopted by the Hillsborough County Board
of County Commissioners on January 24, 1990.

We are providing this certified copy for your official files.

Sincerely,

RICHARD AKE
CLERK OF CIRCUIT COURT

By: Edna L. Fitzpatrick/gm.
Edna L. Fitzpatrick
Director, BOCC Records

mailed 2/13/90
received 2/15/90

ELF:CS

cc: Board files (orig.)
Ed Lehman, State of Florida, Department of Community
Affairs
Jeff Miller, Director, Planning & Zoning
Biff Craine, Attorney for Northwest Regional Mall,
Citrus Park Venture, I
John Dixon Wall, Assistant County Attorney

Enclosure

#170

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, RICHARD AKE, Clerk of the Circuit Court and
Ex Officio Clerk of the Board of County Commissioners of
Hillsborough County, Florida, do hereby certify that the
above and foregoing is a true and correct copy of _____
Resolution No. R90-0020 Amending DRI #170 Development Order
Northwest Regional Mall

adopted by the Board in its regular meeting of
January 24, 1990, as the same appears of
record in MINUTE BOOK 164 of the Public Records of
Hillsborough County, Florida.

WITNESS my hand and official seal this 6th
day of February, 1990.

RICHARD AKE, CLERK

By: Judith M. Trichler
Deputy Clerk

1706

Resolution No. R 90-0020

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS,
HILLSBOROUGH COUNTY, FLORIDA AMENDING THE
DEVELOPMENT ORDER FOR NORTHWEST REGIONAL MALL, DRI #170

Upon motion of Commissioner Padgett, seconded by Commissioner Colson, the following Resolution was adopted by vote of 4 to 2, Commissioner(s) Busansky and Platt voting no, on this 24th day of January, 1990.

WHEREAS, on November 15, 1988, the Board of County Commissioners approved a Development Order, Resolution No. R88-0283 for the Northwest Regional Mall Development of Regional Impact, hereinafter referred to as NWRM; and

WHEREAS, the TBRPC subsequently filed an appeal of the NWRM Development Order with the Florida Land and Water Adjudicatory Commission ("FLWAC"), FLWAC Case No. 89-4, primarily based upon provisions set forth in the Development Order; and

WHEREAS, the DCA subsequently filed an appeal of the NWRM Development Order with the Florida Land and Water Adjudicatory Commission, FLWAC Case No. 89-4, primarily based upon their objections to the provisions set forth in the Development Order; and

WHEREAS, the TBRPC, the DCA, the Developer, and the County Staff negotiated and reached agreement on revisions of the terms of said provisions which were considered by the Board of County Commissioners at a public hearing held on November 15, 1989 pursuant to Section 380.06(19), Florida Statutes (1987) in the form of a proposed resolution amending Resolution No. R88-0283; and

WHEREAS, TBRPC, DCA, and the Developer entered into a Stipulated Settlement Agreement, settling FLWAC Case No. 89-4, which in order to implement said Agreement required amendment to Resolution No. 88-0283 in accordance with the terms and conditions set forth in said settlement agreement; and

WHEREAS, pursuant thereto, on February 28, 1989, the Board of County Commissioners adopted Resolution R89-0041 and amending Resolution No. R88-0283 in accordance with the terms and conditions of the settlement agreement; and

WHEREAS, TBRPC and DCA has filed, respectively, notices of voluntary dismissal of FLWAC Case No. 89-4 FLWAC has entered final order dismissing said case, thereby finally disposing of all outstanding appeals regarding Resolution R88-0283; and

WHEREAS, the Developer has filed a Notice of Proposed Change pursuant to Section 380.06(19) on October 26, 1989, seeking to add 90,000 gross square feet of Regional Commercial, and 15.27 acres M.O.L. to the NWRM; and

WHEREAS, the Developer and Hillsborough County have identified an appropriate alternative mitigation measures set forth in R89-0041 as appropriate for the proposed modifications, the implementation of which will require amendment of the NWRM DRI Developer Order.

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

1. That the following findings of fact are made:
 - a. the amendment of the Development Order, attached hereto as Exhibit "A", does not involve a change to a previously approved DRI constituting

a substantial deviation under Section 380.06(19), Florida Statutes (1988 supp.).

- b. All statutory procedures have been adhered to.
- c. The findings of fact and conclusions of law made in the original Development Order, and amendments are incorporated herein by referenced.
- d. All recitations and findings set forth herein are hereby incorporated herein.

- 2. That the NWRM Development Order as amended by Resolution No. R88-0283, and as further amended by Resolution 89-0041 is hereby amended as provided in Exhibit "A" attached hereto and made a part hereof.
- 3. The Developer's Certification, Exhibit "B", affirming that copies of the Notice of Change have been delivered to all persons as required by law, is incorporated herein.
- 4. Except as otherwise provided herein, the previously approved development order and amendment thereto (Resolution No. 89-0041, respectively), shall remain unchanged and in full force and effect.
- 5. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the State Land Planning Agency, the Tampa Bay Regional Planning Council and Citrus Park Venture.

STATE OF FLORIDA)
)
 COUNTY OF HILLSBOROUGH)

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio clerk of the board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the board at its regular meeting of January, 1990, as the same appears of record in the Minute Book 164 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 29th day of January, 1990.

RICHARD L. AKE
 CLERK OF CIRCUIT COURT

COUNTY ATTORNEY
John M. ...
 Approved As To Form And
 Legal Sufficiency.

By: Jack M. ...
 Deputy Clerk

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project shall proceed in accordance with the following proposed phasing schedule:

<u>Years</u>	<u>Office (Sq. Ft.)</u>	<u>Regional Commercial (Sq. Ft.)</u>	<u>Other Commercial (Sq. Ft.)</u>
Phase I (1988-1991)	115,000	920,000	368,000
Phase II (1991-1995)	120,750	470,000 560,000	490,000
<hr/>			
Total Project	235,750	1,390,000 <u>1,480,000</u>	417,100
<hr/>			

2. For purposes of this Order, a phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase.
3. If the Developer elects to amend the proposed phasing schedule, he shall submit said amendments to the County for review and approval as required by law, which approval shall not be withheld if the terms of this Order are otherwise fully complied with. Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.
4. This Development Order shall remain in effect for a period up to and including November 1, 2000. No development shall be approved after expiration of the Development Order. Any development activity for which plans have been submitted to the County for its review and approval at least 90 days prior to the expiration date of this Development Order may be completed in accordance with the requirements of the Development Order. This Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty days prior to the expiration date of this Order.
5. The development shall not be subject to down-zoning, or intensity reduction until June 1, 2000, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by the local government to be essential to the public health, safety, or welfare.
6. The deadline for commencing physical development at the project site shall be three (3) years from the effective date of this Development Order. For purposes of this paragraph, "physical development" shall mean commencement of Phase I site preparation and horizontal infrastructure.

7. No commercial buildings, parking, or retention areas related to the commercial development shall be located on the 5.49 acre M.O.L. parcel identified in the revised legal description as the T.E.C.O. Right-of-Way (to be vacated) located generally at the southwest corner of the project.

EXHIBIT "A" CONTINUED

AFFIDAVIT CERTIFYING DISTRIBUTION OF
A NOTIFICATION OF A PROPOSED CHANGE
TO A PREVIOUSLY APPROVED DEVELOPMENT REGIONAL IMPACT (DRI)

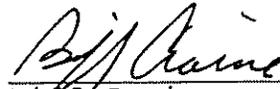
On behalf of the Developer, Citrus Park Venture, I, Biff Craine, as their legal counsel, do hereby certify that a Notification of a Proposed Change to a Previously Approved DRI has been transmitted to the following:

Florida Department of Community Affairs
Bureau of Land and Water Management
2740 Centerview Drive
Tallahassee, Florida 32399

Tampa Bay Regional Planning Council
9455 Koger Boulevard, Suite 219
St. Petersburg, Florida 33702-2491

Hillsborough County Board of County Commissioners
Post Office Box 1110
Tampa, Florida 33601

FURTHER, Affiant sayeth not.



Biff Craine
Counsel to the Developer

Sworn to and subscribed
this 29th day of January,
1990.


Notary Public

My Commissioner Expires:

**NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES AUGUST 3, 1992
BONDED THRU TROY FAIN INSURANCE, INC.**

DESCRIPTION: PARCEL ONE

Being a portion of Sections 2 and 11, Township 28 South, Range 17 East, Hillsborough County, Florida; being more particularly described as follows:

Commence at the Northwest corner of said Section 11, run thence N.89°45'24"E., a distance of 69.00 feet to the Easterly right of way line of Paglen Road for a Point of Beginning; thence along said right of way line, N.00°34'18"W., a distance of 830.44 feet; thence N.89°56'39"E., a distance of 1261.85 feet to the Easterly boundary line of the Southwest 1/4 of the Southwest 1/4 of said Section 2; thence along said Easterly boundary line, S.00°19'03"E., a distance of 496.96 feet; thence N.89°52'19"E., a distance of 1328.07 feet to the West boundary line of the Southeast 1/4 of said Section 2; thence along said West boundary line, S.00°03'48"E., a distance of 330.39 feet to the South boundary line of said Section 2; thence along said Southerly boundary line, S.89°58'01"E., a distance of 666.31 feet; thence N.00°03'27"E., a distance of 660.55 feet; thence S.89°57'00"E., a distance of 636.17 feet to the Westerly right of way line of Gunn Highway; thence along said right of way line, S.00°26'43"E., a distance of 125.11 feet; thence 217.62 feet along the arc of a curve to the right, said curve having a radius of 2419.99 feet and a chord of 217.55 feet which bears S.02°07'51"W; thence S.04°42'25"W., a distance of 318.91 feet to the South boundary line of said Section 2; thence leaving said right of way line, along said South boundary line, N.89°58'01"W., a distance of 470.12 feet; thence S.44°49'23"W., a distance of 198.54 feet; thence S.00°23'12"E., a distance of 520.14 feet; thence S.89°59'54"E., a distance of 581.32 feet to the Westerly right of way line of said Gunn Highway; thence along said right of way line, S.00°09'04"E., a distance of 150.00 feet; thence leaving said right of way line, N.89°59'54"W., a distance of 250.05 feet; thence S.00°30'57"E., a distance of 239.18 feet; thence S.89°18'00"W., a distance of 228.22 feet; thence S.00°23'12"E., a distance of 208.71 feet to the Northerly right of way line of Sheldon Road; thence along said right of way line, S.89°18'00"W., a distance of 761.78 feet; thence N.00°23'12"W., a distance of 7.00 feet; thence S.89°18'00"W., a distance of 665.45 feet; thence S.00°17'24"E., a distance of 7.00 feet; thence S.89°18'00"W., a distance of 665.48 feet; thence S.89°45'44"W., a distance of 379.09 feet; thence 281.92 feet along the arc of a curve to the left, said curve having a radius of 994.93 feet and a chord of 280.98 feet which bears S.81°38'41"W.; thence S.89°47'26"W., a distance of 8.65 feet to the Northwest corner of the Northeast 1/4 of the Southwest 1/4 of the Northwest 1/4 of said Section 11; thence S.00°07'25"E., a distance of 2.57 feet to the Northerly right of way line of said Sheldon Road; thence 446.87 feet along the arc of a curve to the left, said curve having a radius of 994.93 feet and a chord of 443.12 feet which bears S.60°08'24"W.; thence leaving the right of way of said Sheldon Road, N.83°13'53"W., a distance of 50.93 feet; thence S.89°58'03"W., a distance of 200.00 feet to the Easterly right of way line of said Paglen Road; thence along said right of way line, N.00°01'57"W., a distance of 764.98 feet; thence N.89°47'26"E., a distance of 39.00 feet; thence N.00°01'57"W., a distance of 775.03 feet to the Point of Beginning; containing 146.50 acres, more or less.

DESCRIPTION: PARCEL TWO

Being a portion of Section 11, Township 28 South, Range 17 East, Hillsborough County, Florida; being more particularly described as follows:

Commence at the Southwest corner of the Northwest corner of said Section 11, run thence N.89°44'32"E., a distance of 834.82 feet for a Point of Beginning; thence N.00°07'25"W., a distance of 1276.24 feet to the Southerly right of way line of Sheldon Road; thence 120.30 feet along the arc of a curve to the right, said curve having a radius of 914.93 feet and a chord of 120.21 feet which bears N.85°59'45"E.; thence along said right of way line, N.89°45'44"E., a distance of 379.04 feet; thence N.89°18'00"E., a distance of 1331.20 feet; thence leaving said right of way line, S.00°23'12"E., a distance of 632.82 feet to the Northwest corner of the Southwest 1/4 of the Southwest 1/4 of the Northeast 1/4 of said Section 11; thence N.89°56'18"E., a distance of 662.77 feet; thence N.00°17'05"W., a distance of 640.21 feet to the Souherly right of way line of said Sheldon Road; thence along said right of way line, N.89°18'00"E., a distance of 298.96 feet; thence leaving said right of way line, S.00°14'01"E., a distance of 1304.41 feet to the South boundary line of the Northeast 1/4 of said Section 11; thence along said South boundary line, S.89°54'23"W., a distance of 959.38 feet to the Southwest corner of the Northeast 1/4 of said Section 11; thence along the South boundary line of the Northwest 1/4 of said Section 11, S.89°44'32"W., a distance of 262.73 feet; thence N.00°16'36"W., a distance of 205.00 feet; thence S.89°44'32"W., a distance of 205.00 feet; thence S.00°16'36"E., a distance of 205.00 feet to the South boundary line of said Section 11; thence S.89°44'32"W., a distance of 1368.33 feet to the Point of Beginning; containing 72.19 acres, more or less.

DESCRIPTION: T.E.C.O. Right of Way (To be Vacated)

Being a portion of the Southwest 1/4 of Section 11, Township 28 South, Range 17 East, Hillsborough County, Florida; being more particularly described as follows:

Commence at the Southwest corner of the Northwest 1/4 of said Section 11, run thence along the Southerly boundary line of the Northwest 1/4 of said Section 11, N.89°44'32"E., a distance of 1050.82 feet for a Point of Beginning; thence continue N.89°44'32"E., a distance of 952.28 feet to the Northwest corner of the Northeast 1/4 of the Northeast 1/4 of the Southeast 1/4 of said Section 11; thence continue N.89°44'32"E., a distance of 200.01 feet; thence S.07°20'06"E., a distance of 230.00 feet; thence N.83°12'08"W., a distance of 230.00 feet; thence S.89°44'32"W., along a line 200 feet from and parallel to the Southerly boundary line of the Northwest 1/4 of said Section 11, a distance of 952.84 feet; thence N.00°07'25"W., a distance of 200.00 feet to the Point of Beginning; containing 5.49 acres, more or less.

(A portion of the land conveyed in Official Records Book 965, page 467, and all of the land conveyed in Official Records Book 1017, page 93 and Book 978, page 166, Public Records of Hillsborough County, Florida.)

DESCRIPTION: COMMERCIAL SITE

The Northwest 1/4 of the Southwest 1/4 of the Northeast 1/4 of Section 11, Township 28 South, Range 17 East, Hillsborough County Florida; LESS that portion lying within 40 feet on each side of survey line for Sheldon Road; and being subject to any easements of record. Containing 9.78 acres, more or less.

Resolution No. R89-0041

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS
OF HILLSBOROUGH COUNTY, FLORIDA
AMENDING DRI #170 DEVELOPMENT ORDER
NORTHWEST REGIONAL MALL

Upon motion of Commissioner Iorio, seconded by Commissioner Padgett, the following Resolution was adopted on this 28th day of February, 1989.

WHEREAS, on November 15, 1988, the Board of County Commissioners approved a Development Order, Resolution No. 88-0283 for the Northwest Regional Mall Development of Regional Impact (the "Development Order"); and

WHEREAS, on December 14, 1988, Hillsborough County rendered the Development Order to the Department of Community Affairs ("DCA") and the Tampa Bay Regional Planning Council ("TBRPC"); and

WHEREAS, TBRPC subsequently filed an appeal of the Development Order with the Florida Land and Water Adjudicatory Commission ("FLWAC"), FLWAC Case No. 89-3, primarily based upon their objections to the transportation mitigation provisions set forth in the Development Order; and

WHEREAS, DCA subsequently filed an appeal of the Development Order with the Florida Land and Water Adjudicatory Commission, FLWAC Case No. 89-4, primarily based upon their objections to the transportation mitigation provisions set forth in the Development Order; and

WHEREAS, TBRPC, DCA, the Developer, and the County Staff negotiated and reached agreement on revisions of the terms of said transportation mitigation provisions which were considered by the Board of County Commissioners at a public meeting held on February 28, 1989 pursuant to Section 380.06(19), Florida Statutes (1988); and

WHEREAS, Section 380.06(19), Florida Statutes (1988) requires that the Development Order be amended to reflect said revisions;

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

1. That the following findings of fact are made:
 - a. The amendment of the Development Order, attached hereto as Exhibit "A", does not involve a change to a previously approved DRI constituting a substantial deviation under Section 380.06(19), Florida Statutes (1988).
 - b. All statutory procedures have been adhered to.
 - c. The findings of fact and conclusions of law made in the original Development Order are incorporated herein by reference.
2. That the Development Order approved by Resolution No. R88-0283 is hereby amended as provided in Exhibit "A" attached hereto and made a part hereof.

3. That Resolution No. R88-0283 is hereby reaffirmed in its entirety except as amended herein.
4. The Developer's Certification, Exhibit "B", affirming that copies of the Notice of Change has been delivered to all persons as required by law, is incorporated herein.
5. The Developer's Certification, Exhibit "C", affirming that a complete copy of the application for development approval, as modified or amended has been delivered to all persons as required by law, is incorporated herein.
6. Upon adoption, this Resolution shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail to the Department of Community Affairs, the Tampa Bay Regional Planning Council, and other recipients specified by statute or rules.

STATE OF FLORIDA)
)
 COUNTY OF HILLSBOROUGH)

I, RICHARD AKE, Clerk of the Circuit Court and Ex Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of February 28, 1989, as the same appears of record in Minute Book 153 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 6th day of March, 1989.

RICHARD AKE, CLERK

By: *James S. [Signature]*
 Deputy Clerk

APPROVED BY COUNTY ATTORNEY
 BY *John [Signature]*
 Approved As To Form And
 Legal Sufficiency.

Exhibit A

November 7, 1988
Draft #9

Resolution No. R88-0283

RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA
DRI #170 DEVELOPMENT ORDER
NORTHWEST REGIONAL MALL

Upon motion by Commissioner Colson, seconded by Commissioner Iorio, following Resolution was adopted by a vote of 4 to 0 Commissioner(s) None, voting "No".

WHEREAS, in March, 1987, Citrus Park Venture, filed an Application for Development Approval of a Development of Regional Impact with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, said Application proposed construction of COMMERCIAL AND OFFICE USES on approximately TWO HUNDRED AND SIXTEEN ACRES, located in NORTHWEST Hillsborough County; and

WHEREAS, the described project lies within the unincorporated area of Hillsborough County; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, is authorized and empowered to consider Application for Development Approval for Developments of Regional Impact; and

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

WHEREAS, the Zoning Hearing Master appointed pursuant to the Zoning Code of Hillsborough County (Ordinance 85-10). has reviewed the Application for Development Approval and has filed a recommendation on said Application with the Board of County Commissioners; and

WHEREAS, the Board of County Commissioners of Hillsborough County has on JUNE 7, 1988 held a duly noticed public hearing on said Application for Development Approval and has heard and considered testimony and other documents and evidence; and

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

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

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA IN REGULAR MEETING ASSEMBLED THIS 15TH DAY OF NOVEMBER, 1988, AS FOLLOWS:

I. FINDINGS OF FACT

- A. Citrus Park Venture, hereinafter referred to as "Developer", submitted to Hillsborough County, Florida, an Application for Development Approval and Sufficiency Responses which are attached hereto and marked "Composite Exhibit A" and incorporated herein by reference. Hereinafter, the word "Application" shall refer to the Application for Development Approval, Sufficiency Responses and other exhibits duly submitted and recorded.
- B. The real property which is the subject of the Application is legally described as set forth in Composite Exhibit A.

- C. The Authorized Agent of the Developer is W. Wayne Litzau, 3030 Rocky Point Drive West, Suite 650, Tampa, Florida 33607.
- D. The proposed development is not an Area of Critical State Concern as designated pursuant to Section 380.05, Florida Statutes.
- E. All development shall occur in accordance with this Development Order and Application.
- F. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, the Hillsborough County Environmental Protection Commission, the Hillsborough County City County Planning Commission, and the Tampa Bay Regional Planning Council and other affected agencies.
- G. Pursuant to applicable rules of the Department of Community Affairs and the Tampa Bay Regional Planning Council, the Proportionate Share Amount has been calculated as \$1,600,000 for the first 350,000 square feet of the project and \$6,550,879 for the entire project.

II. CONCLUSIONS OF LAW

- A. Based upon the compliance with the terms and conditions of this Development Order, provisions of the Application as set forth in Composite Exhibit A, the reports, recommendations and testimony heard and considered by the Zoning Hearing Master, it is concluded that:
 - 1. The development will not unreasonably interfere with the achievement of the objectives of the Adopted Land Development Plan applicable to the area.
 - 2. The development is consistent with local land development regulations.
 - 3. The development is consistent with the report and recommendation of the Tampa Bay Regional Planning Council.
- B. In considering whether the development should be approved subject to conditions, restrictions, and limitations, Hillsborough County has considered the criteria stated in subsection 380.06(14), Florida Statutes.
- C. The review by Hillsborough County, the Hillsborough County City-County Planning Commission, the Tampa Bay Regional Planning Council, and other participating agencies and interested citizens indicates that impacts are adequately addressed pursuant to the requirements of Section 380.06, Florida Statutes, within the terms and conditions of this Development Order and the Application.
- D. The Application for Development Approval is approved subject to all terms and conditions of this Development Order.
- E. The Horizon 2000 Land Use Plan Map for Hillsborough County designates the area within which this land lies as Regional Commercial.

III. GENERAL PROVISIONS

- A. This resolution shall constitute the Development Order of Hillsborough County in response to the Application for Development Approval for the Northwest Regional Mall Development of Regional Impact.
- B. The legal description set forth in Composite Exhibit A is hereby incorporated into and by reference made a part of this Development Order.
- C. All provisions contained within the Application and Sufficiency Responses marked "Composite Exhibit A" shall be considered conditions of this Development Order unless inconsistent with the terms and

- conditions of this Development Order, in which case the terms and conditions of this Development Order shall control.
- D. The definitions contained in Chapter 380, Florida Statutes shall govern and apply to this Development Order.
 - E. This Development Order shall be binding upon the Developer and his heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on the Developer by this Development Order. It is understood that any reference herein to any governmental agency shall be construed to include any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of government or governmental agency.
 - F. In the event that any portion or section of this Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Development Order which shall remain in full force and effect.
 - G. Whenever this Development Order provides for or otherwise necessitates reviews or determinations of any kind subsequent to its issuance, the right to review shall include all directly affected governmental agencies and departments as are or may be designated by the Board of County Commissioners of Hillsborough County to review developments set forth under applicable laws and rules governing Developments of Regional Impact.
 - H. In each instance in this Development Order where the Developer is responsible for ongoing maintenance of facilities at Northwest Regional Mall, the Developer may transfer any or all of his responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, and/or other agencies having jurisdiction, concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Development Order, which approval shall not be unreasonably withheld.
 - I. Development activity constituting a substantial deviation from the terms or conditions of this Development Order as defined by the criteria of Chapter 380.06(19)(b) or other changes to the approved development plans which create a reasonable likelihood of additional adverse regional impact, or any other regional impact not previously reviewed by Hillsborough County and the Tampa Bay Regional Planning Council shall result in further Development of Regional Impact review pursuant to Chapter 380.06, Florida Statutes, and may result in Hillsborough County ordering a termination of development activity pending such review.
 - J. The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County Administrator may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Development Order. In the event of a deviation, the County Administrator may immediately recommend that the Board of County Commissioners establish a hearing to consider such deviations.
 - K. The Developer shall file an annual report in accordance with Section 380.06(18). Florida Statutes as amended, and appropriate rules and regulations. The report shall be submitted on Florida Department of Community Affairs Forms BLWM-07-85 as amended. Such report shall be due on the anniversary of the date of adoption of this Development

Order for each following year until and including such time as all terms and conditions of this Development Order are satisfied. Such report shall be submitted to the Planning and Zoning Department which shall, after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Development Order. The Developer shall be notified of any Board of County Commissioners' hearing wherein such report is to be reviewed. The receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Development Order. This report shall contain:

1. The information required by the State Land Planning Agency to be included in the Annual Report, which information is described in the Rules and Regulations promulgated by the State Land Planning Agency pursuant to Section 380.06, Florida Statutes; and
 2. A description of all development activities proposed to be conducted under the terms of this Development Order for the year immediately following the submittal of the annual report; and
 3. A statement listing all Applications for Incremental Review required pursuant to this Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the annual report; and
 4. A statement setting forth the name(s) and address(es) of any heir, assignee or successor in interest to this Development Order.
 5. A statement describing how the Developer has complied with each term and condition of this Development Order applicable when the Annual Report was prepared.
- L. The provisions of this Development Order shall not be construed as a waiver of or exception to any rule, regulation or ordinance of Hillsborough County, its agencies and commissions, and to the extent that further review is provided for in this Development Order or required by Hillsborough County, said review shall be subject to all applicable rules, regulations and ordinances in effect at the time of the review.
- M. This Development Order shall take effect upon the date of transmittal to the parties specified in subsection 380.07(2), Florida Statutes, as amended.

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project shall proceed in accordance with the following proposed phasing schedule:

<u>Years</u>	<u>Office (Sq. Ft.)</u>	<u>Regional Commercial (Sq. Ft.)</u>	<u>Other Commercial (Sq. Ft.)</u>
Phase I (1988-1991)	115,000	920,000	368,000
Phase II (1991-1995)	120,750	470,000	490,000
Total Project	235,750	1,390,000	417,100
		<u>1,807,100</u>	

2. For purposes of this Order, a phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase.
3. If the Developer elects to amend the proposed phasing schedule, he shall submit said amendments to the County for review and approval as required by law, which approval shall not be withheld if the terms of this Order are otherwise fully complied with. Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.
4. This Development Order shall remain in effect for a period up to and including November 1, 2000. No development shall be approved after expiration of the Development Order. Any development activity for which plans have been submitted to the County for its review and approval at least 90 days prior to the expiration date of this Development Order may be completed in accordance with the requirements of the Development Order. This Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty days prior to the expiration date of this Order.
5. The development shall not be subject to down-zoning, or intensity reduction until June 1, 2000, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.
6. The deadline for commencing physical development at the project site shall be three (3) years from the effective date of this Development Order. For purposes of this paragraph, "physical development" shall mean commencement of Phase I site preparation and horizontal infrastructure.

B. Transportation

1. When Certificates of Occupancy have been issued for 80 percent of Phase I of the project (or the equivalent thereof in terms of trip generation) an annual monitoring program to provide peak-hour and daily-traffic counts at the project entrance shall be instituted to verify that the number of external trips estimated in the ADA for the Project are not exceeded. Counts will continue on an annual basis through build-out. This information shall be supplied in the required annual report. If the annual report indicates that the total trips exceed volumes projected in the ADA for the Project by more than 15 percent, the County shall conduct a substantial deviation determination pursuant to Subsection 380.06(19), Fla. Stats. If the exceedance is determined to be a substantial deviation, the revised transportation analysis required pursuant to Subsection 380.069(11), Fla. Stats. will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis. ~~Only that portion of the p.m. peak-hour traffic exceeding the estimates of the ADA shall be subject to additional assessment, at a rate equal to the Developer's proportionate share contribution towards transportation divided by the projected p.m. peak-hour trip generation of the overall project. The rate of assessment thus established shall be adjusted to reflect changes in the cost of roadway construction using the Florida DOT's construction cost index.~~
2. The Developer or its assigns shall submit a Transportation Systems Management (TSM) Plan for approval to the FDOT, the Hillsborough

Metropolitan Planning Organization (MPO), HART and TBRPC. The TSM program shall be designed to include, but not be limited to, the following policies and objectives set forth in the Florida Transportation Plan:

- Increase urban area peak hour automobile occupancy rates by 10% by 1995 through expanded ridesharing efforts.
 - Increase peak hour occupancy rates for transit and other high occupancy vehicles by 20% by 1995.
3. Prior to issuance of Certificates of Occupancy the developer shall agree, in writing, to provide the Hillsborough Area Regional Transit Authority (HART) with reasonably located and dimensioned free access and pick-up and drop-off points within the project boundaries. Access to and internal road geometrics for the pick-up and drop-off points shall accommodate a 96 inch wide by forty (40) foot long advance design coach. The developer shall provide a reasonably located transit schedule information display. The display location and specifications as well as locations of pick-up and drop-off points shall be reviewed by HART prior to commercial site plan approval and any disputes as to the appropriate location shall be resolved by the Board of County Commissioners.
4. The developer may proceed to develop and operate up to 350,000 gross square feet of Community Commercial and General Commercial uses on the DRI site south of Sheldon Road subject to completion of the following improvements, which maintain the current levels of service or better at these locations:
- a. The developer shall be responsible for all site access improvements necessary to provide level of service (LOS) D or better operation at each site access during the p.m. peak hour. If traffic signals are warranted, the installation of the traffic signals shall be the responsibility of the developer.
 - b. The developer shall make geometric improvements and install a traffic signal with appropriate coordination to adjacent traffic signals at the intersection of Sheldon Road and Linebaugh Avenue. The specific improvement shall include the addition of a southbound left turn lane, northbound right turn lane and the installation of a traffic signal. The design shall be reviewed and approved by Hillsborough County.
 - c. The developer shall make geometric improvements and install a traffic signal at the intersection of Gunn, Ehrlich and Walsh in accordance with design plans prepared by Hillsborough County. The estimated cost of the improvement is \$400,000.
 - d. The developer shall reconstruct the intersection of Gunn Highway and Sheldon Road to the ultimate cross-section needed to accommodate project traffic at full build-out of the Mall.
 - e. The actual documented cost of making the improvements listed in c) and d) above shall be considered part of and credit against the developer's contribution as in Section c, Option 3A, Transportation Impact Mitigation, subsection (3), paragraph (c).
 - f. All improvements listed in a) through d) above shall be complete prior to the issuance of Certificates of Occupancy for any portion of the 350,000 gross square feet of Community and General Commercial uses.
 - g. Should the Developer and the County fail to execute the Joint Project Agreement referenced in Section e, Option 3A, Transportation Impact Mitigation subsection (3) of this Development Order, the actual documented cost of making the

~~Improvements listed in a) through d) above shall be credited against the developmental transportation and Right-of-Way Impact Fees or similar assessments pursuant to law.~~

4. The Developer may elect to develop and operate 350,000 gross square feet of Community Commercial and General Commercial uses on the DRI site south of Sheldon Road, subject to the following conditions:

Pursuant to TBRPC Policy 19.8.14, the Developer shall fund, design and construct the following transportation improvements.

- a. The Developer shall make geometric improvements and install a traffic signal at the intersection of Gunn, Ehrlich and Walsh in accordance with design plans prepared by Hillsborough County.
- b. The Developer shall reconstruct the intersection of Gunn Highway and Sheldon Road to the ultimate cross-section needed to accommodate project traffic at full build out of the Mall.

Pursuant to Rule 9J2-0255 F.A.C., as interpreted in accordance with TBRPC policies regarding pipeline mitigation, the Developer's proportionate share of the cost of transportation improvements necessary to accommodate the impacts of the initial 350,000 square feet has been calculated to be \$1,600,000. The estimated costs of the improvements listed above meet or exceed the dollar amount cited above.

In addition to the improvements listed above the Developer shall also fund, design, and construct the following transportation improvements.

- (1) The Developer shall be responsible for all site access improvements necessary to provide Level of Service (LOS) D or better operation at each site access during the p.m. peak hour. If traffic signals are warranted, the installation of the traffic signals shall be the responsibility of the Developer.
- (2) The Developer shall make geometric improvements and install a traffic signal with appropriate coordination to adjacent traffic signals at the intersection of Sheldon Road and Linebaugh Avenue. The specific improvement shall include the addition of a southbound left turn lane, northbound right turn lane and the installation of a traffic signal. The design shall be reviewed and approved by Hillsborough County.

Physical construction of all improvements shall begin prior to the issuance of any building permits and all improvements shall be completed prior to the issuance of any certificates of occupancy. In the event the Developer elects to proceed with this initial subphase he shall notify the County in writing of said election. If the Developer does not elect to construct this 350,000 square feet neighborhood commercial shopping center in advance of the balance of the development the Developer shall have no obligation to satisfy the conditions of Paragraph IV B.4. but instead shall mitigate in accordance with one of the three options listed below.

5. The Developer, at his option may mitigate the impacts of the Project on the regionally significant roadway system through one of three options set forth below. Compliance with the provisions of any of the options described below have been deemed to make adequate provision for the public transportation facilities necessary to accommodate the impacts attributable to the Project on regionally significant roadway network consistent with Florida Law and rules and policies of the Department of Community Affairs (DCA) and the Tampa Bay Regional Planning Council (TBRPC). No Certificates of Occupancy beyond the subphase indicated in B. 4. above may be issued until the requirements of one of the Options has been complied with to the extent required for the increment of development approved.

a. Option 1: Funding Commitments

- (1) Development of Phase I of the Project shall require verification that funding commitments from responsible entities have been made for improvements to the regional transportation network where development approved pursuant to this Development Order is expected to have a significant adverse impact at one or more of the locations identified in Tables 1 and 2.
- (2) Development of Phase II of the Project shall require verification that funding commitments from responsible entities have been made for improvements to the regional transportation network where development approved pursuant to this Development Order is expected to have a significant adverse impact at one or more of the locations identified in Tables 3 and 4.
- (3) ~~The Developer may subphase development of the Project when such subphasing identifies and ties specific amounts of Project construction (within a phase) to specific improvements to the regionally significant roadway network. Such phasing shall be acceptable under the following conditions:~~
 - (a) ~~TBRPG and Hillsborough County shall concur with the defined amount of development to be specifically allowed, and~~
 - (b) ~~Funding commitments for the indicated roadway improvements will be required when the regional roadway operates below peak hour LOS D and the Project contributes 5% or more of the existing LOS D peak hour capacity of the facility.~~
- (4) ~~A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPG policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner; however, that project construction for which permits have previously been issued shall not be affected by such failure to submit.~~
- (3) The Developer shall undertake an annual monitoring program that will record traffic volumes at the project accesses in the evening peak hour, and on a daily basis. The monitoring program will be started when Phase I is 50 percent complete and will continue until build-out. If the traffic volumes exceed those projected in the Application, as revised, a new traffic analysis and substantial deviation determination shall be conducted consistent with Chapter 380.06, Florida Statutes, as amended. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.
 - (a) All required studies, monitoring programs and reports will be incorporated into the annual reports. If the Developer, his successors, or assigns anticipates exceeding a development level threshold(s) indicated in the subsections listed above it will be included in the previous annual report submitted prior to the anticipated exceedance.
 - (b) If the development exceeds a specified development level threshold and the required study, report or

monitoring program has not been submitted, no further certificates of occupancy of building permits shall be issued until the required information has been submitted to and approved by Hillsborough County.

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

Such subphasing shall be acceptable under the following conditions:

- (a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and
- (b) Funding commitments for the indicated roadway improvements will be required when the regional roadway operates below peak hour LOS D and the development contributes 5% or more of the existing LOS D peak hour capacity of the facility.
- (c) A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner.
- (5) In the event future roadways, to which traffic from this project has been assigned, are not built as assumed in the methodology used for this analysis, a new analysis and traffic reassignment shall be required as appropriate.

b. Option 2

In the event that commitments for transportation improvements are only adequate to permit approval of a portion of the Project, the capacity and loading of transportation facilities in the Northwest Regional Mall transportation area including but not limited to the regional roadways and intersections referenced in Option 1 shall limit further project construction. The Developer shall generate and provide Hillsborough County, the Metropolitan Planning Organization (MPO), the FDOT, TBRPC and Hillsborough County, pursuant to the provisions of Section 380.06, Florida Statutes, as amended, updated current traffic counts and projections of traffic volumes that will result from completion of the currently approved project construction plus that to be generated by the next portion the Developer seeks to construct. Each updated traffic analysis shall serve to verify the findings of the DEI analysis (referenced as Option 1) or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways and intersections at Level of Service D at peak hour. The traffic counts and the projections of traffic volumes shall be prepared consistent with generally accepted traffic engineering practices.

Prior to commencement of specific project construction for which adequate transportation improvement commitments have been made, the County or its designee shall ensure in written findings of fact that the roadways and intersections (referenced in Option 1) are operating at or above Level of Service D at peak hour and that the expected trips to be generated by such approval would not cause the roadways to be below Level of Service D at peak hour.

The capacity and loading of transportation facilities within the Northwest Regional Mall transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors to construction of the Project.

Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area MPO, the FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, as amended, with updated current traffic counts on the above roadways and projections of traffic volumes that will result from the completion of the currently approved project construction plus that to be generated by the next portion of project development which the Developer is seeking to construct. Each updated traffic analysis shall verify the findings of the traffic analysis presented in the ADA or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways referenced in Option 1 at a satisfactory Level of Service, peak hour Level of Service D. Both the traffic count and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices and the methodology determined at a traffic methodology meeting of all appropriate agencies. Prior to any construction, the County or, its designee shall ensure in written findings of fact that the above roadways will operate at or above a peak hour Level of Service D at the time of completion of such construction.

(Note, remainder of page left intentionally blank.)

TRAFFIC TABLE 1. Link Improvements Needed for Phase I (1991)

Roadway Link	1991 Daily LOS with Project	Project Traffic As a % of LOS D Peak Hour Capacity	Required Improvement
Armenia	(1)	7.5	Four-lane Armenia from 800 ft. north of Busch to 800 ft. south of Waters Avenue.
Dale Mabry Highway	F	6.9	Four-lane Dale Mabry from 800 ft. north of Van Dyke to 800 ft. north of Ehrlich Road
Ehrlich Road	F	83.5	Four-lane Ehrlich from Gunn To Hutchinson Road
Ehrlich Road	F	19.6	Four-lane Ehrlich from Hutchinson to 800 ft. west of Dale Mabry Hwy.
Hutchinson Road	F	19.6	Realign Hutchinson/ Lynn-Turner Road
Gunn Highway	F	28.4	Four-lane Gunn from Sheldon to Lynn-Turner
Gunn Highway	F	14.6	Four-lanes Gunn from Lynn-Turner to 800 ft. west of Linebaugh Ave.
Gunn Highway	F	66.3	Eight-lane Gunn from Dale Mabry to 800 ft. west of Linebaugh Ave.
Paglen Road	F	41.0	Realign Paglen Road.
Hillsborough Avenue	E	8.3	Six-lane Hillsborough Ave. from 800 ft. west of Race Track to 800 ft. east of Waters Ave.
Smitter Road/Bearss Ave	E	49.0	Four-lane Smitter/ Bearss from 1600 ft. west of Dale Mabry to 800 ft. east of Lake Magdalene
Sheldon Road	F	84.0	Four-lane Sheldon from Paglen to 800 ft. north of Waters Avenue
Lynn-Turner Road	F	N/A	Four-lane Lynn-Turner from Waters to 800 ft. north of Gunn Highway
Sheldon Road	E	13.8	Four-lane Sheldon from Old Memorial to 800 ft. south of Waters Avenue
Waters Avenue	C	13.8	Six-lane Waters from 800 ft. west of Sheldon to Hanley
Waters Avenue	F	6.9	Six-lane Waters from 800 ft. west of Dale Mabry to 800 ft. east of Armenia Avenue

TRAFFIC TABLE 2. Intersection Improvements Needed for Phase I (1991)

Intersection	1991 Daily LOS with Project	Project Traffic As a % of LOS D Peak Hour Capacity	Required Improvement
Busch Blvd. @ Dale Mabry (east)	F	7.4	Add SB LT lane
Busch Blvd. @ Dale Mabry (west)	F	47.3	Six-lane Busch from 800 ft. west of Dale Mabry to 800 ft. east of Dale Mabry; add SB and EB LT lanes.
County Road 54 @ Gunn Highway	F	12.4	Add EB RT lane and WB LT lane
Dale Mabry @ Ehrlich Road	F	12.0	Six-lane Dale Mabry 800 ft. north of Ehrlich to 800 ft. south of Ehrlich six-lane Ehrlich 800 ft. west of Dale Mabry to 1600 ft. east of Dale Mabry Highway
Dale Mabry @ Waters Avenue	F	2.4	Grade separation
Ehrlich Road @ Gunn Highway	F	23.5	Add EB RT lane
Hutchinson/Lynn-Turner @ Ehrlich Road	E	19.6	Add WB and NB RT lanes and provide dual SB LT lanes
Gunn Highway @ Henderson Road	F	28.4	Add NB RT lane
Gunn Highway @ Lynn-Turner Road	E	14.6	Add WB RT lane
Gunn Highway @ Linebaugh Avenue	F	66.3	Grade separation
Gunn Highway @ Paglen Road	E	5.0	Provide NB and SB thru lanes, NB RT and SB LT lanes, EB RT and LT lanes
Gunn Highway @ Sheldon Road	F	71.0(1)	Provide SB RT and LT lanes, two thru lanes EB, two thru lanes WB, EB LT and WB RT lanes
Gunn Highway @ North Site Drive	N/A	100.0	Add NB and EB LT lanes, SB and EB RT lanes
Gunn Highway @ South Site Drive	N/A	100.0	Add NB and EB LT lanes, SB and EB RT lanes
Hanley Road @ Waters Avenue	F	7.5	Six-lane Waters from 800 ft. west of Hanley to 800 ft. east of Hanley Road
Hillsborough Avenue @ Memorial Highway link percentages	F	18.4	Add NB LT and thru lanes(1) Based on roadway

TRAFFIC TABLE 2. Intersection Improvements Needed for Phase I (1991)
(continued)

Intersection	1991 Daily LOS with Project	Project Traffic As a % of LOS D Peak Hour Capacity	Required Improvement
Hillsborough Avenue @ Waters Extension	E	6.9(1)	Construct SB dual RT lanes and LT lane, EB two thru lanes and dual LT lanes, WB two thru lanes
Linebaugh Avenue @ Sheldon Road	F	84.0(1)	Add WB RT lane and dual LT lanes
Linebaugh Avenue @ Wilsky Road	F	51.0	Add NB and EB RT lanes, WB LT lanes
Paglen Road @ Sheldon Road	C	84.0(1)	Reconstruct to provide NB and SE thru lanes, NB RT lane, SB LT lane, and WB RT and LT lanes
Paglen Road @ Site Drive	N/A	100.0	Add NB and SB thru lanes, NB RT lane, SB LT lane, and WB RT and LT lanes
Sheldon Road @ Main Site Drive	D	100.0	Provide separate RT, LT and thru lanes at NB, SB, EB and WB approach
Sheldon Road @ South Site Drive	E	100.0	Add NB, WB and SB thru lanes, NB RT lane, SB LT lane, and WB RT lane
Sheldon Road @ East Site Drive	D	100.0	Add SB RT and LT lanes EB thru and LT lanes, WB thru and RT lanes
Sheldon Road @ Waters Avenue	F	13.8	Six-lane Sheldon from 800 ft. north of Waters to 800 ft. south of Waters Avenue

KEY: NB - Northbound SB - Southbound EB - Eastbound WB - Westbound
LT - Left turn RT - Right turn(1) Based on roadway link percentages

TRAFFIC TABLE 3. Link Improvements Needed for Phase II (1995)

Roadway Link	1995 Daily LOS with Project	Project Traffic As a % of LOS D Peak Hour Capacity	Required Improvement
Busch Blvd.	F	13.8	Six-lane Busch from 800 ft. east of Dale Mabry to 800 ft. east of Armenia Avenue
Lynn-Turner Road	F	21.0	Four-lane Lynn-Turner from 800 ft. north of Ehrlich to 800 ft. north of Gunn Highway
Gunn Highway	F	8.2	Four-lane Gunn from Paglen to 800 ft. north of Hutchinson Road
Linebaugh Avenue	F	29.5	Six-lane Linebaugh from 800 ft. west of Gunn to Dale Mabry Highway
Paglen Road	F	60.3	Four-lane Paglen Road from Gunn Highway to Sheldon Road
Gunn Highway/ Sheldon Road	F	71.0	Six-lane Gunn/Sheldon from mall main entrance to Northwest Expressway
Wilsky Extension	N/A	71.0	Construct Wilsky extension from Linebaugh to Gunn as a two-lane collector
Linebaugh Avenue	F	15.7	Four-lane Linebaugh 800 ft. west of Lynn-Turner to 800 ft. west of Gunn Highway
Northwest Expressway	(1)	N/A	Construct from Hillsborough to Dale Mabry
Sheldon Road	F	100.0	Four-lane Sheldon from Paglen to mall main entrance
Gunn Highway Extension	(1)	(1)	Four-lane Gunn extension from Sheldon to Race Track Road

(1) Not constructed at present

TRAFFIC TABLE 4. Intersection Improvements Needed for Phase II (1995)

Intersection	1995 Daily LOS with Project	Project Traffic as a % of LOS D Peak Hour Capacity	Required Improvement
Anderson Road @ Waters Avenue	F	9.0	Eight-lane Waters from 800 ft. west of Anderson to 800 ft. east of Anderson Road and Six-lane Anderson from 800 ft. north of Waters to 800 ft. south of Waters Avenue
Armenia Avenue @ Waters Avenue	F	6.3	Add NB LT lane
Busch Boulevard @ Dale Mabry (west)	F	18.3	Eight-lane Busch Blvd. from 800 ft. east of Dale Mabry to 800 ft. west of Dale Mabry Hwy.
Dale Mabry @ Ehrlich Road	F	7.1	Add NB LT lane
Ehrlich Road @ Hutchinson Road	E	21.0	Add EB and NB LT lanes, and SB RT lanes
Gunn Highway @ Henderson Road	F	27.8	Create dual NB LT lanes
Gunn Highway @ Linebaugh	F	29.5	Add EB LT lane and WB thru lane
Gunn Highway @ Sheldon Road	F	71.0	Convert SB LT lane to SB thru lane
Gunn Highway @ Van Dyke Road	E	5.4	Add WB LT lane
Henderson Road @ Linebaugh Avenue	E	14.4	Add EB LT lane and WB RT lane
Linebaugh @ Sheldon Road	F	21.2	Add EB RT lane
Sheldon Road @ Main Site Drive	D	100.0	Add SB and WB LT lanes and NB RT lane
Sheldon Road @ South Site Drive	E	100.0	Add NB and SB thru lanes
Sheldon Road @ Waters Avenue	F	84.0(1)	Grade separation

KEY: NB - Northbound SB - Southbound EB - Eastbound WB - Westbound
LT - Left turn RT - Right turn

(1) Based on roadway link percentages

c. Option 3: Transportation Impact Mitigation

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out below. The requirements of Option 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of both phases of the project on the regionally significant roadway system within the Project's primary impact area. The selection of this mitigation/curing mechanism is based upon the project's impact on transportation facilities, the substantial public benefit to be gained by expeditious and accelerated design, right-of-way acquisition, construction and use of major public transportation facilities, and its consistency with the TBRPC, FDOT, Hillsborough County and DCA policies regarding mitigation of regional transportation impacts.

- (1) Hillsborough County and the Developer agree that it is in the best interest of Hillsborough County to enter a capital contribution front-ending agreement pursuant to 380.06(16)(c) to accelerate improvements to the regionally significant roadway system in the project's vicinity in excess of those improvements that would be necessary to cure and mitigate the project impacts on the regionally significant roadway system within the project's primary impact area. The agreement shall at a minimum contain the provisions contained in this subsection c. The maximum amount of the County's contribution under this section will be \$13.4 million plus interest as specified in this agreement. To this end, the County agrees to acquire all necessary right-of-way needed for the construction of the identified - public transportation facilities (the "Improvements") and the Developer agrees to contribute \$3.5 million in cash toward the design and construction of Improvements, agrees to contribute right-of-way needed which is owned by the Developer with an estimated valued of \$1.1 million, for the construction of the Improvements, and agrees to cause the design and construction of the Improvements and arrange the needed financing to complete design and construction of the Improvements. The following public transportation facilities are defined as the Improvements.
 - (a) Improve Gunn Highway from Sheldon Road to Lynn-Turner Road to a four-lane divided roadway.
 - (b) Improve Sheldon Road from Linebaugh Avenue to Paglen Road to a four-lane divided roadway.
 - (c) Improve Sheldon Road from Paglen Road to Gunn Highway to a four-lane divided roadway.
 - (d) Reconstruct and realign Paglen Road as a two-lane road from Sheldon Road to Gunn Highway.

The estimated cost of design and construction of these improvements is \$12,531,000. The Developer shall bear the cost of any excess amounts and shall not be repaid any such excess amounts.

- (2) The County agrees to use its best effort to acquire the needed right-of-way not owned or controlled by the Developer within nine months of receiving right-of-way maps, parcel sketches, and legal descriptions from the Developer. Such right-of-way shall be of sufficient width to accommodate a future six-lane road. The County shall expend up to approximately \$4.3 million on the acquisition of such right-of-way. Should the costs of such acquisition be in excess of this amount and the County has acted in good faith in acquiring such right-of-way, the amounts to be

paid for right-of-way acquisition in excess of \$4.3 million shall be paid by the Developer.

- (3) Upon this development order becoming non-appealable, the Developer shall initiate the design, preparation of construction plans and specifications, and the permitting of the Improvements described in paragraph (1) above. The estimated cost of the preparation of construction plans, specifications and permitting of the Improvements described in Paragraph (1) above is \$932,000.

The design and construction plans and specifications shall be prepared in a manner normally used in Hillsborough County roadway projects and in accordance with a scope of services acceptable to the Developer and Hillsborough County. Approval shall be in accordance with Hillsborough County Standards and FDOT's Plan Preparation Manual and Standards for Construction. The County shall review all plans and specifications at 15%, 60%, 90% and 100% of completion within a twenty-one (21) calendar day review period. The preparation of construction plans and specifications shall include the following considerations:

- Preparation of right-of-way maps for right-of-way acquisition purposes.
 - For Improvements (a), (b), and (c), construction of four-lane divided roads.
 - For Improvement (d), construction of a two-lane road.
 - Locations of median openings.
 - Traffic signalization and/or signal modification plans at up to five (4) locations identified below, excluding access points to the Northwest Regional Mall site.
 - Gunn Highway @ Lynn-Turner Road
Sheldon Road & Paglen Road
Gunn Highway @ Sheldon Road
Paglen Road @ Gunn Highway
 - Drainage improvements for the proposed roadway shall be designed consistent with a future six-lane road. Up to 12 retention ponds shall be designed to support only the facility to be initially constructed; however, land needed to support the ultimate six-lane facility will be identified.
 - Construction plans shall include the design of the following intersections:

Sheldon Road & Paglen Road
Gunn Highway @ Sheldon Road
Paglen Road @ Gunn Highway
 - Permit applications and plans shall be prepared for County signature. Submittal to permitting agencies and any necessary "follow up" shall be by the Developer.
- (4) At any time after the Developer has delivered necessary maps, sketches and legal descriptions to the County, the County may request, and the developer shall provide, that portion of the needed right-of-way owned by the Developer.
- (5) Within six (6) months of this Development Order becoming non-appealable, the Developer shall initiate the creation of a Community Development District for the purpose of financing the construction of the Improvements. Such District shall only contain property owned by the Developer as described herein. The millage to be levied to all District property shall not be in excess of that allowed by law.

- (6) Upon the award of the first construction contract for any of the Improvements listed in c(1) above, 50% of the transportation impact fees collected by the County from development in Transportation Zone 1 of the County of the Improvements shall be collected by the County and placed in a Special Transportation Area account and shall be made available to the Developer or his designee for use in the financing of the construction of the Improvements.
- (7) The Developer shall direct \$3.5 million towards the design and construction of the Improvements.
- (8) The Developer shall direct the proceeds from the sale of bonds by the CDD to the construction of the Improvements, less amounts needed for issuance costs and debt service prior to reevaluation of the property.
- (9) The Developer shall use the monies from the Special Transportation Area account toward construction of the Improvements.
- (10) Should the monies in 5 - 9 be insufficient to complete the construction of the Improvements, the Developer shall advance the necessary funds for the completion of the Improvements. If such advance is necessary, the advance shall be repaid, quarterly payments with interest at a rate comparable to the bonding rate paid by the County at that time, with funds collected from transportation impact fees pursuant to paragraph c(6) above. The difference between the cost of money to the Developer and the cost of money to the County shall not be reimbursed). Said repayment shall continue until the advance is repaid, but not for longer than ten (10) years. Notwithstanding the above, the excess amounts discussed in section C(1) shall not be repaid.
- (11) Once the advance made by the Developer has been repaid pursuant to the paragraph above, repayment of other funds expended to accomplish the construction of the Improvements by the Developer, including, but not limited to those funds paid by the CDD to finance the construction of the Improvements, shall be made quarterly from all transportation impact fees received by the County from a Special Benefit Area. The Special Benefit Area shall include all projects utilizing any portion of the Improvements as a direct access point along with other projects with direct access points on extensions of the Improvements as defined on Exhibit B. For the purposes of this paragraph, "direct access point" shall mean any point of ingress or egress from the boundaries of a project which connects directly to the Improvements or the extensions defined above. Such repayment shall continue until such amounts have been reimbursed or for a period of 15 years, whichever is less.
- (12) The County and the Developer recognize that time is of the essence in providing the Improvements outlined herein concurrent with the proposed development schedule contained in this Development Order. The work schedule for the successful completion of the Improvements has been attached as Exhibit "C" to this Development Order and shall be followed by the Developer unless otherwise provided herein, subject to acts of God, necessary governmental permits and approvals, or occurrences beyond the control of the County or the Developer. The County shall use its best efforts to obtain the right-of-way in the specified time.
- (13) The County will amend its Capital Improvements Program (CIP) or take such the actions as are necessary to fulfill its responsibilities specified in the herein.
- (14) The County shall assist the Developer, as appropriate, in the administration and observation of construction of the Required

Improvements. The County shall participate in the final inspection of the Improvements.

- (15) To ensure that the Improvements are completed at the earliest possible time, the County shall assist the Developer when necessary in obtaining all necessary permits, approvals and utility relocations, and the County shall provide all off-site easements and rights-of-way necessary to complete said Improvements subject to the funding limitations in c(2) above.
 - (16) Upon the successful completion of the final inspection of each Improvement and upon certification of the Engineer providing construction observation services that the Improvement has been completed in substantial accordance with the construction plans, the County shall assume responsibility for the maintenance and operation of the Improvement.
 - (17) The County shall have authority to extend the schedule for construction of the Improvement beyond the date of issuance of Certificates of Occupancy provided such extensions are reasonable and the extension will not create substantial detrimental effects on the public road system. Extensions beyond one year from the attached Exhibit "C" shall require the concurrence of the TBRPC and may require a Development Order amendment.
 - (18) The County is under no obligation to use any income sources other than impact fees to fund construction costs financed by the Developer in excess of his obligations as described herein. However, should impact fees be insufficient to repay the Developer, the County may consider discussions of alternative funding of amounts to be paid the Developer which are outstanding.
 - (19) The total amount of the road improvements committed to herein is approximately \$18.0 million, which amount is in excess of the Developer's Proportionate Share Amount as calculated pursuant to applicable rules of the Department of Community Affairs and the Tampa Bay Regional Planning Council.
6. No building permits shall be issued for Phase II until the construction contract for that segment of the Northwest Expressway between Hillsborough Avenue and Gunn Highway has been awarded. No Certificates of Occupancy shall be issued, and no occupancy shall occur for Phase II development, until completion of the following currently non-existing roadway segment: (a) the Northwest Expressway between Hillsborough Avenue and Dale Mabry Highway. In the event the Developer wishes to build or open Phase II prior to completion of the Northwest Expressway, the Developer may submit a revised transportation analysis for review and minor development order amendment to propose alternative transportation mitigation measures.
 7. The developer shall receive credit against impact fees, pursuant to law.
 8. A pedestrian circulation system and a bicycle circulation system shall be provided within the project as approved by the MPO. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System into the Northwest Regional Mall. No detailed site plans shall be approved which do not indicate these systems.
 9. The Developer shall have the right to alter the types and location of land uses on the site from those indicated in the ADA provided the total p.m. peak hour traffic volumes exiting and entering the site do not exceed the estimates provided in the ADA, subject to the provision of Florida Statutes, Section 380.06(19).
 10. Development approved under the terms and conditions of this Development Order shall be subject to the Transportation Impact Fee Ordinances, as they may be amended from time to time, provided

however that the amounts paid for the design and construction of the Improvements shall be credited against such impact fees. Nothing herein shall be construed as a waiver of the Developer's right to contest the application or validity of the Transportation Impact Fee Ordinances, related policies or the amount of impact fees assessed thereunder.

11. Development activities and issuances of permits shall be suspended if the Design and Improvements as described herein are not provided in substantial compliance with the requirements of this option due to action or a failure to act on the part of the Developer.

C. Air Quality/Wind and Water Erosion

1. The Developer shall undertake the measures referenced on page I4-10 of the Revised ADA at a minimum to reduce erosion, fugitive dust and other adverse air emissions during all phases of development.

D. Soils

1. The soil conservation measures referenced on page 14-10 of the ADA and the measures to reduce erosion, fugitive dust and air emissions referenced on page 13-1 of the ADA, at minimum, shall be implemented.

E. Stormwater Management and Water Quality

1. Prior to the issuance of any site alteration/building permits the Final Drainage Plan shall be submitted to TBRPC and DER for review and to Hillsborough County and SWFWMD for approval. The drainage system shall be designed to meet all applicable Hillsborough County and SWFWMD regulations. The County drainage criteria in existence at the time of Detailed Master Drainage Plan approval shall be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria are more restrictive.
2. The proposed stormwater management systems shall be designed, constructed and maintained to meet or exceed Chapter 17-25, Florida Administrative Code, and 40-D-4 Rules of SWFWMD. Treatment shall be provided by biological filtration, wherever feasible.
3. The Developer shall give all necessary drainage easements or rights-of-way as required, prior to Master Drainage Plan approval.
4. The Developer shall operate and maintain on-site drainage facilities unless otherwise requested by the County's Stormwater Management Department.
5. In order to protect water quality the Developer shall implement Best Management Practices as recommended by the County, including a street cleaning program for the parking and private roadway areas within the development.
6. In order to protect water quality in the Double Branch Creek and Rocky Creek watersheds, there shall be no degradation of Chapter 17.3, Florida Administrative Code water quality standards by stormwater exiting the site. Therefore, the Developer shall provide for a twice yearly surface water quality monitoring program, to be instituted before ground-breaking takes place and to continue through project build-out, at minimum. Any violation of Chapter 17.3, Florida Administrative Code, shall require corrective measures as set forth by FDER. The following shall apply:
 - a. Sampling locations and frequencies shall be determined in cooperation with Hillsborough County, FDER and SWFWMD.
 - b. All water quality analytical methods and procedures shall be thoroughly documented and shall comply with EPA/FDER Quality Control Standards and Requirements.

- c. The monitoring results shall be submitted to Hillsborough County, FDER and SWFWMD. Should the monitoring indicate that applicable state water quality standards (Chapter 17.3, Florida Administrative Code) are not being met, all construction within the subbasins where the violation is noted shall cease until the violation is corrected, or if specific construction can be identified as causing the violation, all such activity responsible for the exceedance shall cease until the violation is corrected.
7. Any development of the Northwest Regional Mall, including an interim wastewater treatment plant, certain detention ponds and the disposition of existing septic tanks or location of new tanks. shall be in accordance with the "Points of Agreement on Well Protection Measures to Be Employed By The Developer of The Northwest Regional Mall" provided on pages 23-3 and 23-4 of the Second Sufficiency Response, and attached hereto as Exhibit 2.
8. Underground storage tanks for hazardous materials shall be prohibited or specific and appropriate setback distances from any potable water wellhead shall be established in cooperation with the WCRWSA and the SWFWMD.
9. The existing irrigation well in the north central portion of the site shall not be re-activated or used for irrigation (as committed on page 23-8, SR). All other on-site wells (approximately 30) shall be capped and plugged as soon as possible.
10. Maintenance of all on-site wells shall be the responsibility of the Developer.
11. The siting of the Interim Wastewater Treatment Plant, and effluent disposal system shall be compatible with the agreement with WCRWSA and anticipated G-1 Aquifer regulations. The siting and level of treatment shall be compatible with the current regulations in Chapter 17-4 and 17-6, Florida Administrative Code (as committed on pages 23-8 and 23-9, SSR).
12. Any use of percolation ponds for treated effluent shall be reviewed and approved by SWFWMD. Any interim plant constructed to serve the project shall be dismantled and removed as soon as service from the County becomes available.
13. All existing septic tanks and drain fields shall be removed as soon as possible. Any proposed septic tanks, permanent or temporary, shall be subject to review by SWFWMD.
14. Elevations for all habitable structures shall be at or above the base (100-year) flood elevation as defined by the approved stormwater plan for the project.

F. Environmental and Natural Resources

1. In order to protect the natural values of preserved/conserved wetland areas, the following shall be required:
 - a. Except as otherwise permitted by agencies having jurisdiction:
 - (1) No adverse hydroperiod alteration shall be permitted in conservation or preservation areas identified as on attached Exhibit 3.
 - (2) No dredging, filling or development activities shall be allowed within preservation areas. Activities within the conservation areas shall be determined in cooperation with permitting agencies.
2. All mitigation areas and littoral shelves shall be monitored twice yearly for a period of four years. Monitoring shall include measurements of species diversity and composition and the control of

nuisance species encroachment. Additional planting shall be accomplished to maintain an 80% survival of planted species at the end of three years.

3. All wetland losses shall require a minimum of 1:1 in-kind wetland replacement. Mitigation for wetland losses shall be implemented prior to or concurrent with wetlands being disturbed, unless otherwise approved by agencies having jurisdiction.
4. In the event that any species listed in Sections 39-27.003-.005, Florida Administrative Code, are observed frequenting the site for nesting, feeding, or breeding, proper mitigation measures shall be employed by the Developer in cooperation with the Florida Game and Fresh Water Fish Commission.
5. The land use designations for those portions of the site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region. Section 10.1.2 and 10.1.3 shall be as designated on the revised Exhibit 3 submitted to Hillsborough County.
6. Representative tracts of the mixed wetland forest (631) and hardwood forest (422) communities listed on pages 18-4 and 18-8 of the Revised ADA shall be preserved on site in a manner which will ensure their continued natural function and value. These natural plant communities shall be identified to the satisfaction of Hillsborough County, prior to commercial site plan approval for the regional commercial parcel.
7. The Developer shall be responsible for maintaining all landscaped and open space areas within the project site other than those for which Hillsborough County has assumed maintenance responsibilities.
8. There shall be no net loss of hydrologic storage capacity in the 100 year floodplain.

G. Public Facilities

1. The Developer shall be required to provide for recovered wastewater disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water & Wastewater Utilities take-back policy in effect prior to detailed site plan approval. However, the developer shall not be required to use non-potable water which is of objectionable odor and/or color.
2. The Developer shall use the lowest quality water available suitable to a given purpose in order to reduce the unnecessary use of potable water for landscape and open space irrigation. The Developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for irrigation in the first annual report following issuance for the first Certificate of Occupancy.
3. Water-saving devices shall be required in the project (as mandated by the Florida Water Conservation Act Section 533.14, Florida Statutes, 1985) and native vegetation shall be used in landscaping wherever feasible.

H. Hazardous Waste

1. The Developer shall provide information on all development businesses that:
 - a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in specially-designated containers/areas; and
 - b. Describes construction requirements for hazardous waste holding areas; and

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

I. Hurricane Evacuation

1. The Developer shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure that safe and orderly evacuation of residents and employees when a Level E evacuation order, (as appropriate), is issued by (1) ordering all buildings closed for the duration of the hurricane evacuation order; (2) informing all residents and employees of evacuation routes out of the flood prone area and measures to be fulfilled in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report. Further, the plan shall include an agreement between the Developer and appropriate authority(ies) allowing the use of parking areas surrounding the mall for storage and possible dispatch of public agency vehicles and mobile equipment during times of civil emergency. This plan shall be included in the first annual report submitted after occupancy or any portion of the project.

J. Energy Conservation

1. Energy conservation measures consistent with TBRPC policy shall be incorporated into project design, construction and operation, and shall include the following, as economically feasible:
 - a. Energy policies, energy use monitoring and energy conservation for the Northwest Regional Mall project using a qualified energy use analyst.
 - b. Programs to promote energy conservation by employees, buyers, suppliers and the public.
 - c. Programs to reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours.
 - d. Recycling programs.
 - e. Innovative energy alternatives such as solar energy, resource recovery, waste heat recovery and cogeneration.
 - f. Total energy systems on large facilities, when cost effective.

K. Equal Opportunity

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

L. Historical or Archaeological Resources

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

M. General

1. Any change to the project which significantly departs from: the parameters set forth in the phasing schedule on page 12-16 of the Sufficiency Response shall require a substantial deviation determination, pursuant to Subsection 380.06(19), Florida Statutes.

2. All of the final Developer's commitments set forth in the ADA, and as summarized in Attachment 1 entitled "Developer Commitments" shall be honored, except as they may be superceded by specific terms of the Development Order.
3. The Developer shall encourage programs by employers to provide child care facilities at the place of employment or as a cooperative effort off-site.
4. Excess infrastructure capacity constructed to potentially serve Phase II shall be at the Developer's risk and shall not vest latter phase development rights.

STATE OF FLORIDA)
)
 COUNTY OF HILLSBOROUGH)

I, RICHARD AKE, Clerk of the Circuit Court and Ex-Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of Nov. 15, 1988 as same appears of record in Minute Book 10 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 14th day of December, 1988.

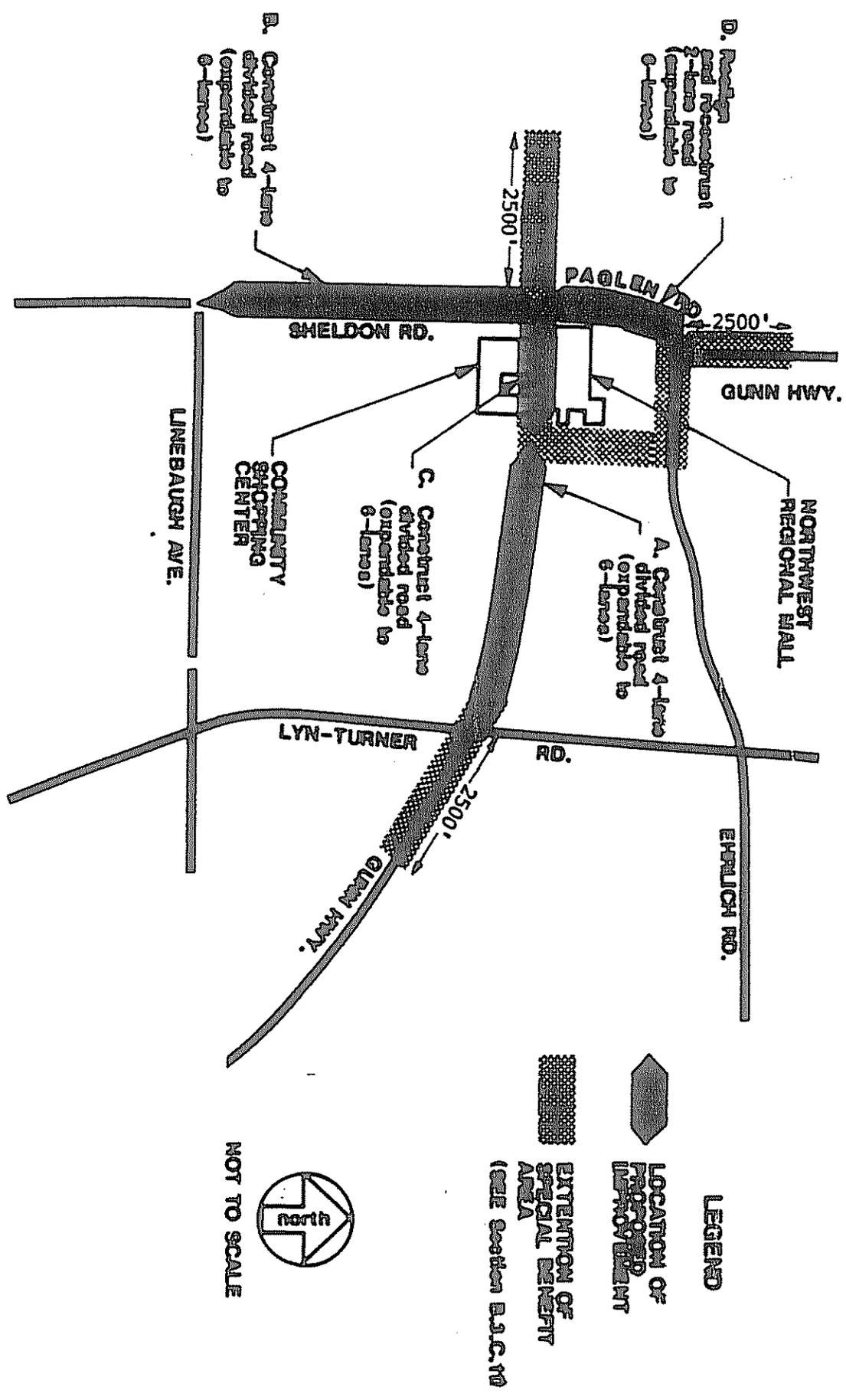
RICHARD AKE, CLERK

Approved as to legal form
and sufficiency

By: _____
County Attorney's Office

By: _____
Deputy Clerk

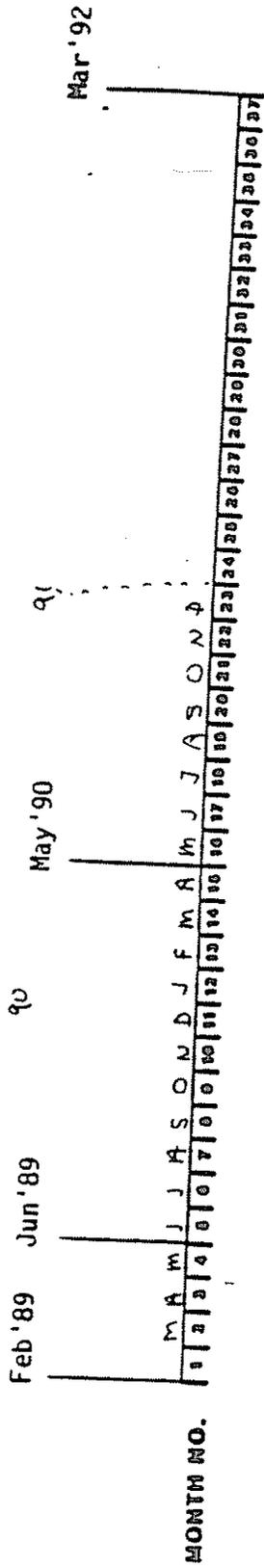
EXHIBIT B Location of Improvements



NWRM

PROPOSED ROAD IMPROVEMENT SCHEDULE

Estimated Date



ROAD NAME	DESIGN	TITLE RECD	ROW ACQUISITION	ADVERTISE, BID & AWARD	CONSTRUCTION
GURNEY HWY: SHELTON TO LYNN-TURNER					
SHELTON ROAD: PAOLERA TO GURNEY			ROW PLAND. LEGALS, PARCEL SKETCHES DONE		
SHELTON ROAD: LINDSAUGH TO PAOLERA					
PAOLERA ROAD: SHELTON TO GURNEY					

NOTES: NINE MONTHS ASSUMED FOR OWNER-TAKE PROCESS.

Funding (In Millions)		
DEVELOPER	.9	11.7
COUNTY	4.3	Reimbursement based on Impact Fee Revenues

DRI #170 - NORTHWEST REGIONAL MALL

DEVELOPER COMMITMENTS

The following are developer commitments set forth in the Application for Development Approval (DRI) and Sufficiency Responses which shall be honored by the developer, except as they may be superceded by specific terms of the Development Order.

General Project Description

The regional commercial facility will incorporate natural wetland systems and aesthetically pleasing buffers. (ADA, page 12-7)

Littoral shelf vegetation within some of the stormwater lakes will provide aesthetic relief as well as biological treatment of stormwater. (ADA, page 12-8)

Air

The contractor will be required to sod, seed, mulch or plant with landscape material the cleared and disturbed areas as soon as possible. (ADA, page 13-1)

The side slopes of detention ponds will be sodded or natural vegetation will be encouraged to grow. (ADA, page 13-1)

The contractor will be required to control wind erosion through sprinkling or other appropriate means. (ADA, page 13-1)

Should adjacent land owners obtain approval for future development south of Sheldon Road, the applicant will encourage and/or assist them to ensure the properties are designed in a manner consistent with sound planning principles. (SR, page 12-23)

Land

Standard measures to minimize construction to induce soil erosion will be implemented. (ADA, page 14-10)

Erosion controls will include staked hay bale barriers, siltation screens, water truck spraying, sedimentation ponds, berms and quick sodding. (ADA page 14-10)

Incremental phasing of the remainder of the site will also reduce wind and rain induced erosion, requiring disruptions of only small portions of the site at a time. (ADA, pag 14-10)

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

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

- M. This Development Order shall take effect upon the date of transmittal to the parties specified in subsection 380.07(2), Florida Statutes, as amended.

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project shall proceed in accordance with the following proposed phasing schedule:

<u>Years</u>	<u>Office (Sq. Ft.)</u>	<u>Regional Commercial (Sq. Ft.)</u>	<u>Other Commercial (Sq. Ft.)</u>
Phase I (1988-1991)	115,000	920,000	368,100
Phase II (1991-1995)	120,750	470,000	49,000
<hr/>			
Total Project	235,750	1,390,000	417,100
<hr/>			

2. For purposes of this Order, a phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase.

3. If the Developer elects to amend the proposed phasing schedule, he shall submit said amendments to the County for review and approval as required by law, which approval shall not be withheld if the terms of this Order are otherwise fully complied with. Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.

4. This Development Order shall remain in effect for a period up to and including November 1, 2000. No development shall be approved after expiration of the Development Order. Any development activity for which plans have been submitted to the County for its review and approval at least 90 days prior to the expiration date of this Development Order may be completed in accordance with the requirements of the Development Order. This Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty days prior to the expiration date of this Order.

5. The development shall not be subject to down-zoning, or intensity reduction until June 1, 2000, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Development Order have occurred, or the Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

B. Transportation

1. When Certificates of Occupancy have been issued for 80 percent of Phase I of the project (or the equivalent thereof in terms of trip generation) an annual monitoring program to provide peak-hour and daily-traffic counts at the project entrance shall be instituted to verify that the number of external trips estimated in the ADA for the Project are not exceeded. Counts will continue on an annual basis through build-out. This information shall be supplied in the required annual report. If the annual report indicates that the total trips exceed volumes projected in the ADA for the Project by more than 15 percent, the County shall conduct a substantial deviation determination pursuant to Subsection 380.06(19), Fla. Stats. If the exceedance is determined to be a substantial deviation, the revised transportation analysis required pursuant to Subsection 380.069(11), Fla. Stats. will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis. Only that portion of the p.m. peak hour traffic exceeding the estimates of the ADA shall be subject to additional assessment, at a rate equal to the Developer's proportionate share contribution towards transportation divided by the projected p.m. peak hour trip generation of the overall project. The rate of assessment thus established shall be adjusted to reflect changes in the cost of roadway construction using the Florida DOT's construction cost index.
2. The Developer or its assigns shall submit a Transportation Systems Management (TSM) Plan for approval to the FDOT, the Hillsborough Metropolitan Planning Organization (MPO), HART and TBRPC. The TSM program shall be designed to include, but not be limited to, the following policies and objectives set forth in the Florida Transportation Plan:
 - Increase urban area peak hour automobile occupancy rates by 10% by 1995 through expanded ridesharing efforts.
 - Increase peak hour occupancy rates for transit and other high occupancy vehicles by 20% by 1995.
3. Prior to issuance of Certificates of Occupancy the developer shall agree, in writing, to provide the Hillsborough Area Regional Transit Authority (HART) with reasonably located and dimensioned free access and pick-up and drop-off points within the project boundaries. Access to and internal road geometrics for the pick-up and drop-off points shall accommodate a 96 inch wide by forty (40) foot long advance design coach. The developer shall provide a reasonably located transit schedule information display. The display location and specifications as well as locations of pick-up and drop-off points shall be reviewed by HART prior to commercial site plan approval and any disputes as to the appropriate location shall be resolved by the Board of County Commissioners.
4. The developer may proceed to develop and operate up to 350,000 gross square feet of Community Commercial and General Commercial uses on the DRI site south of Sheldon Road subject to completion of the following improvements, which maintain the current Levels of Service or better at these locations:

- a. The developer shall be responsible for all site access improvements necessary to provide Level of Service (LOS) D or better operation at each site access during the p.m. peak hour. If traffic signals are warranted, the installation of the traffic signals shall be the responsibility of the developer,
 - b. The developer shall make geometric improvements and install a traffic signal with appropriate coordination to adjacent traffic signals at the intersection of Sheldon Road and Linebaugh Avenue. The specific improvement shall include the addition of a southbound left turn lane, northbound right turn lane and the installation of a traffic signal. The design shall be reviewed and approved by Hillsborough County.
 - c. The developer shall make geometric improvements and install a traffic signal at the intersection of Gunn, Ehrlich and Walsh in accordance with design plans prepared by Hillsborough County. The estimated cost of the improvement is \$400,000.
 - d. The developer shall reconstruct the intersection of Gunn Highway and Sheldon Road to the ultimate cross-section needed to accommodate project traffic at full build out of the Mall.
 - e. The actual documented cost of making the improvements listed in c) and d) above shall be considered part of and credit against, the developer's contribution as in Section c, Option 3A: Transportation Impact Mitigation, subsection (3), paragraph (c).
 - f. All improvements listed in a) through d) above shall be complete prior to the issuance of Certificates of Occupancy for any portion of the 350,000 gross square feet of Community and General Commercial uses.
 - g. Should the Developer and the County fail to execute the Joint Project Agreement referenced in Section c, Option 3A: Transportation Impact Mitigation subsection (3) of this Development Order, the actual documented cost of making the improvements listed in a) through d) above shall be credited against the developmental Transportation and Right-of-Way Impact Fees or similar assessments pursuant to law.
5. The Developer, at his option may mitigate the impacts of the Project on the regionally significant roadway system through one of three options set forth below. Compliance with the provisions of any of the options described below have been deemed to make adequate provision for the public transportation facilities necessary to accommodate the impacts attributable to the Project on regionally significant roadway network consistent with Florida Law and rules and policies of the Department of Community Affairs (DCA) and the Tampa Bay Regional Planning Council (TBRPC). No Certificates of Occupancy beyond the subphase indicated in B. 4. above may be issued until the requirements of one of the Options is being complied with.

a. Option 1: Funding Commitments

- (1) Development of Phase I of the Project shall require verification that funding commitments from responsible entities have been made for improvements to the regional transportation network where development approved pursuant to this Development Order is expected to have a significant adverse impact at one or more of the locations identified in Tables 1 and 2.

- (2) Development of Phase II of the Project shall require verification that funding commitments from responsible entities have been made for improvements to the regional transportation network where development approved pursuant to this Development Order is expected to have a significant adverse impact at one or more of the locations identified in Tables 3 and 4.
- (3) The Developer may subphase development of the Project when such subphasing identifies and ties specific amounts of Project construction (within a phase) to specific improvements to the regionally significant roadway network. Such subphasing shall be acceptable under the following conditions:
 - (a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically allowed; and
 - (b) Funding commitments for the indicated roadway improvements will be required when the regional roadway operates below peak hour LOS D and the Project contributes 5% or more of the existing LOS D peak hour capacity of the facility.
- (4) A stop work order prohibiting development beyond any point which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments cannot be assured, will be issued if the required analysis or monitoring reports, as appropriate, are not submitted in a timely manner; however, that project construction for which permits have previously been issued shall not be affected by such failure to submit.
- (5) In the event future roadways, to which traffic from this project has been assigned, are not built as assumed in the methodology used for this analysis, a new analysis and traffic reassignment shall be required, as appropriate.

b. Option 2

In the event that commitments for transportation improvements are only adequate to permit approval of a portion of the Project, the capacity and loading of transportation facilities in the Northwest Regional Mall transportation area including but not limited to the regional roadways and intersections referenced in Option 1 shall limit further project construction. The Developer shall generate and provide Hillsborough County, the Metropolitan Planning Organization (MPO), the FDOT, TBRPC and Hillsborough County, pursuant to the provisions of Section 380.06, Florida Statutes, as amended, updated current traffic counts and projections of traffic volumes that will result from completion of the currently approved project construction plus that to be generated by the next portion the Developer seeks to construct. Each updated traffic analysis shall serve to verify the findings of the DRI analysis (referenced as Option 1) or shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways and intersections at Level of Service D at peak hour. The traffic counts and the projections of traffic volumes shall be prepared consistent with generally accepted traffic engineering practices.

TRAFFIC TABLE 1. Link Improvements Needed for Phase I (1991)

Roadway Link	1991 Daily LOS with Project	Project Traffic As a % of LOS D Peak Hour Capacity	Required Improvement
Armenia	(1)	7.5	Four-lane Armenia from 800 ft. north of Busch to 800 ft. south of Waters Avenue.
Dale Mabry Highway	F	6.9	Four-lane Dale Mabry from 800 ft. north of Van Dyke to 800 ft. north of Ehrlich Road
Ehrlich Road	F	83.5	Four-lane Ehrlich from Gunn To Hutchinson Road
Ehrlich Road	F	19.6	Four-lane Ehrlich from Hutchinson to 800 ft. west of Dale Mabry Hwy.
Hutchinson Road	F	19.6	Realign Hutchinson/ Lynn-Turner Road
Gunn Highway	F	28.4	Four-lane Gunn from Sheldon to Lynn-Turner
Gunn Highway	F	14.6	Four-lane Gunn from Lynn-Turner to 800 ft. west of Linebaugh Ave.
Gunn Highway	F	66.3	Eight-lane Gunn from Dale Mabry to 800 ft. west of Linebaugh Ave.
Paglen Road	F	41.0	Realign Paglen Road.
Hillsborough Avenue	E	8.3	Six-lane Hillsborough Ave. from 800 ft. west of Race Track to 800 ft east of Waters Ave.
Smitter Road/Bearss Ave	E	49.0	Four-lane Smitter/ Bearss from 1600 ft. west of Dale Mabry to 800 ft. east of Lake Magdalene
Sheldon Road	F	84.0	Four-lane Sheldon from Paglen to 800 ft. north of Waters Avenue
Lynn-Turner Road	F	N/A	Four-lane Lynn-Turner from Waters to 800 ft. north of Gunn Highway
Sheldon Road	E	13.8	Four-lane Sheldon from Old Memorial to 800 ft. south of Waters Avenue
Waters Avenue	C	13.8	Six-lane Waters from 800 ft. west of Sheldon to Hanley
Waters Avenue	F	6.9	Six-lane Waters from 800 ft. west of Dale Mabry to 800 ft. east of Armenia Avenue

TRAFFIC TABLE 2. Intersection Improvements Needed for Phase I (1991)

Intersection	1991 Daily LOS with Project	Project Traffic As a % of LOS D Peak Hour Capacity	Required Improvement
Busch Blvd. @ Dale Mabry (east)	F	7.4	Add SB LT lane
Busch Blvd. @ Dale Mabry (west)	F	47.8	Six-lane Busch from 800 ft. west of Dale Mabry to 800 ft. east of Dale Mabry; add SB and EB LT lanes.
County Road 54 @ Gunn Highway	F	12.4	Add EB RT lane and WB LT lane
Dale Mabry @ Ehrlich Road	F	12.0	Six-lane Dale Mabry 800 ft. north of Ehrlich to 800 ft. south of Ehrlich six-lane Ehrlich 800 ft. west of Dale Mabry to 1600 ft. east of Dale Mabry Highway
Dale Mabry @ Waters Avenue	F	8.4	Grade separation
Ehrlich Road @ Gunn Highway	F	83.5	Add EB RT lane
Hutchinson/Lynn-Turner @ Ehrlich Road	E	19.6	Add WB and NB RT lanes and provide dual SB LT lanes
Gunn Highway @ Henderson Road	F	28.4	Add NB RT lane
Gunn Highway @ Lynn-Turner Road	E	14.6	Add WB RT lane
Gunn Highway @ Linebaugh Avenue	F	66.3	Grade separation
Gunn Highway @ Paglen Road	E	5.0	Provide NB and SB thru lanes, NB RT and SB LT lanes, EB RT and LT lanes
Gunn Highway @ Sheldon Road	F	71.0(1)	Provide SB RT and LT lanes, two thru lanes EB, two thru lanes WB, EB LT and WB RT lanes
Gunn Highway @ North Site Drive	N/A	100.0	Add NB and EB LT lanes, SB and EB RT lanes
Gunn Highway @ South Site Drive	N/A	100.0	Add NB and EB LT lanes, SB and EB RT lanes
Hanley Road @ Waters Avenue	F	7.5	Six-lane Waters from 800 ft. west of Hanley to 800 ft. east of Hanley Road
Hillsborough Avenue @ Memorial Highway	F	18.4	Add NB LT and thru lanes

(1) Based on roadway link percentages

TRAFFIC TABLE 2. Intersection Improvements Needed for Phase I (1991)
(continued)

Intersection	1991 Daily LOS with Project	Project Traffic As a % of LOS D Peak Hour Capacity	Required Improvement
Hillsborough Avenue @ Waters Extension	E	6.9(1)	Construct SB dual RT lanes and LT lane, EB two thru lanes and dual LT lanes, WB two thru lanes
Linebaugh Avenue @ Sheldon Road	F	84.0(1)	Add WB RT lane and dual LT lanes
Linebaugh Avenue @ Wilsky Road	F	51.0	Add NB and EB RT lanes, WB LT lanes
Paglen Road @ Sheldon Road	C	84.0(1)	Reconstruct to provide NB and SB thru lanes, NB RT lane, SB LT lane, and WB RT and LT lanes
Paglen Road @ Site Drive	N/A	100.0	Add NB and SB thru lanes, NB RT lane, SB LT lane, and WB RT and LT lanes
Sheldon Road @ Main Site Drive	D	100.0	Provide separate RT, LT and thru lanes at NB, SB, EB and WB approach
Sheldon Road @ South Site Drive	E	100.0	Add NB, WB and SB thru lanes, NB RT lane, SB LT lane, and WB RT lane
Sheldon Road @ East Site Drive	D	100.0	Add SB RT and LT lanes EB thru and LT lanes, WB thru and RT lanes
Sheldon Road @ Waters Avenue	F	13.8	Six-lane Sheldon from 800 ft. north of Waters to 800 ft. south of Waters Avenue
KEY: NB - Northbound SB - Southbound EB - Eastbound WB - Westbound LT - Left turn RT - Right turn			

(1) Based on roadway link percentages

TRAFFIC TABLE 3. Link Improvements Needed for Phase II (1995)

Roadway Link	1995 Daily LOS with Project	Project Traffic As a % of LOS D Peak Hour Capacity	Required Improvement
Busch Blvd.	F	13.8	Six-lane Busch from 800 ft. east of Dale Mabry to 800 ft. east of Armenia Avenue
Lynn-Turner Road	F	21.0	Four-lane Lynn-Turner from 800 ft. north of Ehrlich to 800 ft. north of Gunn Highway
Gunn Highway	F	8.2	Four-lane Gunn from Paglen to 800 ft. north of Hutchinson Road
Linebaugh Avenue	F	29.5	Six-lane Linebaugh from 800 ft. west of Gunn to Dale Mabry Highway
Paglen Road	F	60.3	Four-lane Paglen Road from Gunn Highway to Sheldon Road
Gunn Highway/ Sheldon Road	F	71.0	Six-lane Gunn/Sheldon from mall main entrance to Northwest Expressway
Wilsky Extension	N/A	71.0	Construct Wilsky extension from Linebaugh to Gunn as a two-lane collector
Linebaugh Avenue	F	15.7	Four-lane Linebaugh 800 ft. west of Lynn-Turner to 800 ft. west of Gunn Highway
Northwest Expressway	(1)	N/A	Construct from Hillsborough to Dale Mabry
Sheldon Road	F	100.0	Four-lane Sheldon from Paglen to mall main entrance
Gunn Highway Extension	(1)	(1)	Four-lane Gunn extension from Sheldon to Race Track Road

(1) Not constructed at present

TRAFFIC TABLE 4. Intersection Improvements Needed for Phase II (1995)

Intersection	1995 Daily LOS with Project	Project Traffic as a % of LOS D Peak Hour Capacity	Required Improvement
Anderson Road @ Waters Avenue	F	9.0	Eight-lane Waters from 800 ft. west of Anderson to 800 ft. east of Anderson Road and Six-lane Anderson from 800 ft. north of Waters to 800 ft. south of Waters Avenue
Armenia Avenue @ Waters Avenue	F	6.3	Add NB LT lane
Busch Boulevard @ Dale Mabry (west)	F	18.3	Eight-lane Busch Blvd. from 800 ft. east of Dale Mabry to 800 ft. west of Dale Mabry Hwy.
Dale Mabry @ Ehrlich Road	F	7.1	Add NB LT lane
Ehrlich Road @ Hutchinson Road	E	21.0	Add EB and NB LT lanes, and SB RT lanes
Gunn Highway @ Henderson Road	F	27.8	Create dual NB LT lanes
Gunn Highway @ Linebaugh	F	29.5	Add EB LT lane and WB thru lane
Gunn Highway @ Sheldon Road	F	71.0	Convert SB LT lane to SB thru lane
Gunn Highway @ Van Dyke Road	E	5.4	Add WB LT lane
Henderson Road @ Linebaugh Avenue	E	14.4	Add EB LT lane and WB RT lane
Linebaugh @ Sheldon Road	F	21.2	Add EB RT lane
Sheldon Road @ Main Site Drive	D	100.0	Add SB and WB LT lanes and NB RT lane
Sheldon Road @ South Site Drive	E	100.0	Add NB and SB thru lanes
Sheldon Road @ Waters Avenue	F	84.0(1)	Grade separation

KEY: NB - Northbound SB - Southbound EB - Eastbound WB - Westbound
 LT - Left turn RT - Right turn

(1) Based on roadway link percentages

Prior to commencement of specific project construction for which adequate transportation improvement commitments have been made, the County or its designee shall ensure in written findings of fact that the roadways and intersections (referenced in Option 1) are operating at or above Level of Service D at peak hour and that the expected trips to be generated by such approval would not cause the roadways to operate at Level of Service D at peak hour.

c. Option 3: Transportation Impact Mitigation

Alternative A: Joint Participation

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out below. The requirements of Option 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of both phases of the project on the regionally significant roadway system within the Project's primary impact area. The selection of this mitigation/curing mechanism is based upon the project's impact on transportation facilities, the substantial public benefit to be gained by expeditious and accelerated design, right-of-way acquisition, construction and use of major public transportation facilities, and its consistency with the TBRPC, FDOT, Hillsborough County and DCA policies regarding mitigation of regional transportation impacts.

- (1) Hillsborough County and the Developer agree that it is in the best interest of Hillsborough County to enter a capital contribution front-ending agreement pursuant to 380.06(16)(c) to accelerate improvements to the regionally significant roadway system in the project's vicinity in excess of those improvements that would be necessary to cure and mitigate the project impacts on the regionally significant roadway system within the project's primary impact area. The agreement shall at a minimum contain the provisions contained in this subsection c. The maximum amount of the County's contribution under this section will be \$13.4 million plus interest as specified in this agreement. To this end, the County agrees to acquire all necessary right-of-way needed for the construction of the identified public transportation facilities (the "Improvements") and the Developer agrees to contribute \$3.5 million in cash toward the design and construction of Improvements, agrees to contribute right-of-way needed which is owned by the Developer with an estimated valued of \$1.1 million, for the construction of the Improvements, and agrees to cause the design and construction of the Improvements and arrange the needed financing to complete design and construction of the Improvements. The following public transportation facilities are defined as the Improvements.
 - (a) Improve Gunn Highway from Sheldon Road to Lynn-Turner Road to a four-lane divided roadway.
 - (b) Improve Sheldon Road from Linebaugh Avenue to Paglen Road to a four-lane divided roadway.
 - (c) Improve Sheldon Road from Paglen Road to Gunn Highway to a four-lane divided roadway.
 - (d) Reconstruct and realign Paglen Road as a two-lane road from Sheldon Road to Gunn Highway.

The estimated cost of design and construction of these improvements is \$12,531,000. The Developer shall bear the cost of any excess amounts and shall not be repaid any such excess amounts.

- (2) The County agrees to use its best effort to acquire the needed right-of-way not owned or controlled by the Developer within nine months of receiving right-of-way maps, parcel sketches, and legal descriptions from the Developer. Such right-of-way shall be of sufficient width to accommodate a future six-lane road. The County shall expend up to approximately \$4.3 million on the acquisition of such right-of-way. Should the costs of such acquisition be in excess of this amount and the County has acted in good faith in acquiring such right-of-way, the amounts to be paid for right-of-way acquisition in excess of \$4.3 million shall be paid by the Developer.
- (3) Upon this development order becoming non-appealable, the Developer shall initiate the design, preparation of construction plans and specifications, and the permitting of the Improvements described in paragraph (1) above. The estimated cost of the preparation of construction plans, specifications and permitting of the Improvements described in Paragraph (1) above is \$932,000.

The design and construction plans and specifications shall be prepared in a manner normally used in Hillsborough County roadway projects and in accordance with a scope of services acceptable to the Developer and Hillsborough County. Approval shall be in accordance with Hillsborough County Standards and FDOT's Plan Preparation Manual and Standards for Construction. The County shall review all plans and specifications at 15%, 60%, 90% and 100% of completion within a twenty-one (21) calendar day review period. The preparation of construction plans and specifications shall include the following considerations:

- Preparation of right-of-way maps for right-of-way acquisition purposes.
 - For Improvements (a), (b), and (c), construction of four-lane divided roads.
 - For Improvement (d), construction of a two-lane road.
 - Locations of median openings.
 - Traffic signalization and/or signal modification plans at up to five (4) locations identified below, excluding access points to the Northwest Regional Mall site.
 - Gunn Highway @ Lynn-Turner Road
Sheldon Road & Paglen Road
Gunn Highway @ Sheldon Road
Paglen Road @ Gunn Highway
 - Drainage improvements for the proposed roadway shall be designed consistent with a future six-lane road. Up to 12 retention ponds shall be designed to support only the facility to be initially constructed; however, land needed to support the ultimate six-lane facility will be identified.
 - Construction plans shall include the design of the following intersections:

Sheldon Road & Paglen Road
Gunn Highway @ Sheldon Road
Paglen Road @ Gunn Highway
 - Permit applications and plans shall be prepared for County signature. Submittal to permitting agencies and any necessary "follow up" shall be by the Developer.
- (4) At any time after the Developer has delivered necessary maps, sketches and legal descriptions to the County, the County may request, and the developer shall provide, that portion of the needed right-of-way owned by the Developer.

- (5) Within six (6) months of this Development Order becoming non-appealable, the Developer shall initiate the creation of a Community Development District for the purpose of financing the construction of the Improvements. Such District shall only contain property owned by the Developer as described herein. The millage to be levied to all District property shall not be in excess of that allowed by law.
- (6) Upon the award of the first construction contract for any of the Improvements listed in c(1) above, 50% of the transportation impact fees collected by the County from development in Transportation Zone 1 of the County of the Improvements shall be collected by the County and placed in a Special Transportation Area account and shall be made available to the Developer or his designee for use in the financing of the construction of the Improvements.
- (7) The Developer shall direct \$3.5 million towards the design and construction of the Improvements.
- (8) The Developer shall direct the proceeds from the sale of bonds by the CDD to the construction of the Improvements, less amounts needed for issuance costs and debt service prior to reevaluation of the property.
- (9) The Developer shall use the monies from the Special Transportation Area account toward construction of the Improvements.
- (10) Should the monies in 5 - 9 be insufficient to complete the construction of the Improvements, the Developer shall advance the necessary funds for the completion of the Improvements. If such advance is necessary, the advance shall be repaid, quarterly payments with interest at a rate comparable to the bonding rate paid by the County at that time, with funds collected from transportation impact fees pursuant to paragraph c(6) above. The difference between the cost of money to the Developer and the cost of money to the County shall not be reimbursed). Said repayment shall continue until the advance is repaid, but not for longer than ten (10) years. Notwithstanding the above, the excess amounts discussed in section C(1) shall not be repaid.
- (11) Once the advance made by the Developer has been repaid pursuant to the paragraph above, repayment of other funds expended to accomplish the construction of the Improvements by the Developer, including, but not limited to those funds paid by the CDD to finance the construction of the Improvements, shall be made quarterly from all transportation impact fees received by the County from a Special Benefit Area. The Special Benefit Area shall include all projects utilizing any portion of the Improvements as a direct access point along with other projects with direct access points on extensions of the Improvements as defined on Exhibit B. For the purposes of this paragraph, "direct access point" shall mean any point of ingress or egress from the boundaries of a project which connects directly to the Improvements or the extensions defined above. Such repayment shall continue until such amounts have been reimbursed or for a period of 15 years, whichever is less.
- (12) The County and the Developer recognize that time is of the essence in providing the Improvements outlined herein concurrent with the proposed development schedule contained in this Development Order. The work schedule for the successful completion of the Improvements has been attached as Exhibit "C" to this Development Order and shall be

followed by the Developer unless otherwise provided herein, subject to acts of God, necessary governmental permits and approvals, or occurrences beyond the control of the County or the Developer. The County shall use its best efforts to obtain the right-of-way in the specified time.

- (13) The County will amend its Capital Improvements Program (CIP) or take such other actions as are necessary to fulfill its responsibilities specified in the herein.
 - (14) The County shall assist the Developer, as appropriate, in the administration and observation of construction of the Required Improvements. The County shall participate in the final inspection of the Improvements.
 - (15) To ensure that the Improvements are completed at the earliest possible time, the County shall assist the Developer when necessary in obtaining all necessary permits, approvals and utility relocations, and the County shall provide all off-site easements and rights-of-way necessary to complete said Improvements subject to the funding limitations in c(2) above.
 - (16) Upon the successful completion of the final inspection of each Improvement and upon certification of the Engineer providing construction observation services that the Improvement has been completed in substantial accordance with the construction plans, the County shall assume responsibility for the maintenance and operation of the Improvement.
 - (17) The County shall have authority to extend the schedule for construction of the Improvement beyond the date of issuance of Certificates of Occupancy provided such extensions are reasonable and the extension will not create substantial detrimental effects on the public road system. Extensions beyond one year from the attached Exhibit "C" shall require the concurrence of the TBRPC and may require a Development Order amendment.
 - (18) The County is under no obligation to use any income sources other than impact fees to fund construction costs financed by the Developer in excess of his obligations as described herein. However, should impact fees be insufficient to repay the Developer, the County may consider discussions of alternative funding of amounts to be paid the Developer which are outstanding.
 - (19) The total amount of the road improvements committed to herein is approximately \$18.0 million, which amount is in excess of the Developer's Proportionate Share Amount as calculated pursuant to applicable rules of the Department of Community Affairs and the Tampa Bay Regional Planning Council.
6. No Building Permits shall be issued for Phase II until the construction contract for that segment of the Northwest Expressway between Hillsborough Avenue and Gunn Highway has been awarded. No Certificates of Occupancy shall be issued for Phase II until completion of that segment of the Northwest Expressway between Hillsborough Avenue and Gunn Highway. In the event the Developer wishes to open Phase II prior to completion of the Northwest Expressway and in the event the Northwest Expressway is not completed by the end of 1992, the Developer may submit a revised transportation analysis for review pursuant to Chapter 380.06, Florida Statutes.
 7. The developer shall receive credit against impact fees, pursuant to law.

8. A pedestrian circulation system and a bicycle circulation system shall be provided within the project and approved by the MPO. The bicycle system shall incorporate whatever elements are necessary to complement the County Bicycle Plan and extend the County System into the Northwest Regional Mall. No detailed site plans shall be approved which do not indicate these systems.
9. The Developer shall have the right to alter the types and location of land uses on the site from those indicated in the ADA provided the total p.m. peak hour traffic volumes exiting and entering the site do not exceed the estimates provided in the ADA, subject to the provision of Florida Statutes, Section 380.06(19).
10. Development approved under the terms and conditions of this Development Order shall be subject to the Transportation Impact Fee Ordinances, as they may be amended from time to time, provided however that the amounts paid for the design and construction of the Improvements shall be credited against such impact fees. Nothing herein shall be construed as a waiver of the Developer's right to contest the application or validity of the Transportation Impact Fee Ordinances, related policies or the amount of impact fees assessed thereunder.
11. Development activities and issuances of permits shall be suspended if the Design and Improvements as described herein are not provided in substantial compliance with the requirements of this option due to action or a failure to act on the part of the Developer.

C. Air Quality/Wind and Water Erosion

1. The Developer shall undertake the measures referenced on page 14-10 of the Revised ADA at a minimum to reduce erosion, fugitive dust and other adverse air emissions during all phases of development.

D. Soils

1. The soil conservation measures referenced on page 14-10 of the ADA and the measures to reduce erosion, fugitive dust and air emissions referenced on page 13-1 of the ADA, at minimum, shall be implemented.

E. Stormwater Management and Water Quality

1. Prior to the issuance of any site alteration/building permits the Final Drainage Plan shall be submitted to TBRPC and DER for review and to Hillsborough County and SWFWMD for approval. The drainage system shall be designed to meet all applicable Hillsborough County and SWFWMD regulations. The County drainage criteria in existence at the time of Detailed Master Drainage Plan approval shall be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria are more restrictive.
2. The proposed stormwater management systems shall be designed, constructed and maintained to meet or exceed Chapter 17-25, Florida Administrative Code, and 40-D-4 Rules of SWFWMD. Treatment shall be provided by biological filtration, wherever feasible.
3. The Developer shall give all necessary drainage easements or rights-of-way as required, prior to Master Drainage Plan approval.
4. The Developer shall operate and maintain on-site drainage facilities unless otherwise requested by the County's Stormwater Management Department.
5. In order to protect water quality the Developer shall implement Best Management Practices as recommended by the County, including a street cleaning program for the parking and private roadway areas within the development.

6. In order to protect water quality in the Double Branch Creek and Rocky Creek watersheds, there shall be no degradation of Chapter 17.3, Florida Administrative Code water quality standards by stormwater exiting the site. Therefore, the Developer shall provide for a twice yearly surface water quality monitoring program, to be instituted before ground-breaking takes place and to continue through project build-out, at minimum. Any violation of Chapter 17.3, Florida Administrative Code, shall require corrective measures as set forth by FDER. The following shall apply:
 - a. Sampling locations and frequencies shall be determined in cooperation with Hillsborough County, FDER and SWFWMD.
 - b. All water quality analytical methods and procedures shall be thoroughly documented and shall comply with EPA/FDER Quality Control Standards and Requirements.
 - c. The monitoring results shall be submitted to Hillsborough County, FDER and SWFWMD. Should the monitoring indicate that applicable state water quality standards (Chapter 17.3, Florida Administrative Code) are not being met, all construction within the subbasins where the violation is noted shall cease until the violation is corrected, or if specific construction can be identified as causing the violation, all such activity responsible for the exceedance shall cease until the violation is corrected.
7. Any development of the Northwest Regional Mall, including an interim wastewater treatment plant, certain detention ponds and the disposition of existing septic tanks or location of new tanks, shall be in accordance with the "Points of Agreement on Well Protection Measures to Be Employed By The Developer of The Northwest Regional Mall" provided on pages 23-3 and 23-4 of the Second Sufficiency Response, and attached hereto as Exhibit 2.
8. Underground storage tanks for hazardous materials shall be prohibited or specific and appropriate setback distances from any potable water wellhead shall be established in cooperation with the WCRWSA and the SWFWMD.
9. The existing irrigation well in the north central portion of the site shall not be re-activated or used for irrigation (as committed on page 23-8, SR). All other on-site wells (approximately 30) shall be capped and plugged as soon as possible.
10. Maintenance of all on-site wells shall be the responsibility of the Developer.
11. The siting of the Interim Wastewater Treatment Plant, and effluent disposal system shall be compatible with the agreement with WCRWSA and anticipated G-1 Aquifer regulations. The siting and level of treatment shall be compatible with the current regulations in Chapter 17-4 and 17-6, Florida Administrative Code (as committed on pages 23-8 and 23-9, SSR).
12. Any use of percolation ponds for treated effluent shall be reviewed and approved by SWFWMD. Any interim plant constructed to serve the project shall be dismantled and removed as soon as service from the County becomes available.
13. All existing septic tanks and drain fields shall be removed as soon as possible. Any proposed septic tanks, permanent or temporary, shall be subject to review by SWFWMD.
14. Elevations for all habitable structures shall be at or above the base (100-year) flood elevation as defined by the approved stormwater plan for the project.

F. Environmental and Natural Resources

1. In order to protect the natural values of preserved/conserved wetland areas, the following shall be required:
 - a. Except as otherwise permitted by agencies having jurisdiction:
 - (1) No adverse hydroperiod alteration shall be permitted in conservation or preservation areas identified as on attached Exhibit 3.
 - (2) No dredging, filling or development activities shall be allowed within preservation areas. Activities within the conservation areas shall be determined in cooperation with permitting agencies.
2. All mitigation areas and littoral shelves shall be monitored twice yearly for a period of four years. Monitoring shall include measurements of species diversity and composition and the control of nuisance species encroachment. Additional planting shall be accomplished to maintain an 80% survival of planted species at the end of three years.
3. All wetland losses shall require a minimum of 1:1 in-kind wetland replacement. Mitigation for wetland losses shall be implemented prior to or concurrent with wetlands being disturbed, unless otherwise approved by agencies having jurisdiction.
4. In the event that any species listed in Sections 39-27.003-.005, Florida Administrative Code, are observed frequenting the site for nesting, feeding, or breeding, proper mitigation measures shall be employed by the Developer in cooperation with the Florida Game and Fresh Water Fish Commission.
5. The land use designations for those portions of the site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region, Section 10.1.2 and 10.1.3 shall be as designated on the revised Exhibit 3 submitted to Hillsborough County.
6. Representative tracts of the mixed wetland forest (631) and hardwood forest (422) communities listed on pages 18-4 and 18-8 of the Revised ADA shall be preserved on site in a manner which will ensure their continued natural function and value. These natural plant communities shall be identified to the satisfaction of Hillsborough County, prior to commercial site plan approval for the regional commercial parcel.
7. The Developer shall be responsible for maintaining all landscaped and open space areas within the project site other than those for which Hillsborough County has assumed maintenance responsibilities.
8. There shall be no net loss of hydrologic storage capacity in the 100-year floodplain.

G. Public Facilities

1. The Developer shall be required to provide for recovered wastewater disposal in accordance with any uniformly applicable Hillsborough County ordinance or Department of Water & Wastewater Utilities take-back policy in effect prior to detailed site plan approval. However, the developer shall not be required to use non-potable water which is of objectionable odor and/or color.

2. The Developer shall use the lowest quality water available suitable to a given purpose in order to reduce the unnecessary use of potable water for landscape and open space irrigation. The Developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for irrigation in the first annual report following issuance for the first Certificate of Occupancy.
3. Water-saving devices shall be required in the project (as mandated by the Florida Water Conservation Act Section 533.14, Florida Statutes, 1985) and native vegetation shall be used in landscaping wherever feasible.

H. Hazardous Waste

1. The Developer shall provide information on all development businesses that:
 - a. Indicates the types of wastes and materials that are considered to be hazardous and are to be stored or disposed of only in specially-designated containers/areas; and
 - b. Describes construction requirements for hazardous waste holding areas; and
 - c. Advises of applicable statutes and regulations regarding hazardous wastes and materials.

I. Hurricane Evacuation

1. The Developer shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure that safe and orderly evacuation of residents and employees when a Level E evacuation order, (as appropriate), is issued by (1) ordering all buildings closed for the duration of the hurricane evacuation order; (2) informing all residents and employees of evacuation routes out of the flood prone area and measures to be fulfilled in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first annual report. Further, the plan shall include an agreement between the Developer and appropriate authority(ies) allowing the use of parking areas surrounding the mall for storage and possible dispatch of public agency vehicles and mobile equipment during times of civil emergency. This plan shall be included in the first annual report submitted after occupancy or any portion of the project.

J. Energy Conservation

1. Energy conservation measures consistent with TBRPC policy shall be incorporated into project design, construction and operation, and shall include the following, as economically feasible:
 - a. Energy policies, energy use monitoring and energy conservation for the Northwest Regional Mall project using a qualified energy use analyst.
 - b. Programs to promote energy conservation by employees, buyers, suppliers and the public.
 - c. Programs to reduce levels of operation of all air conditioning, heating, and lighting systems during non-business hours.

- d. Recycling programs.
- e. Innovative energy alternatives such as solar energy, resource recovery, waste heat recovery and cogeneration.
- f. Total energy systems on large facilities, when cost effective.

K. Equal Opportunity

- 1. The Developer shall seek, and urge and encourage all contracts and subcontractors to involve minority groups in the development of the project. All office and commercial establishment areas shall be available to all, on a fair and impartial basis.

L. Historical or Archaeological Resources

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

M. General

- 1. Any change to the project which significantly departs from the parameters set forth in the phasing schedule on page 12-16 of the Sufficiency Response shall require a substantial deviation determination, pursuant to Subsection 380.06(19), Florida Statutes.
- 2. All of the final Developer's commitments set forth in the ADA, and as summarized in Attachment 1 entitled "Developer Commitments" shall be honored, except as they may be superceded by specific terms of the Development Order.
- 3. The Developer shall encourage programs by employers to provide child care facilities at the place of employment or as a cooperative effort off-site.
- 4. Excess infrastructure capacity constructed to potentially serve Phase II shall be at the Developer's risk and shall not vest latter phase development rights.

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

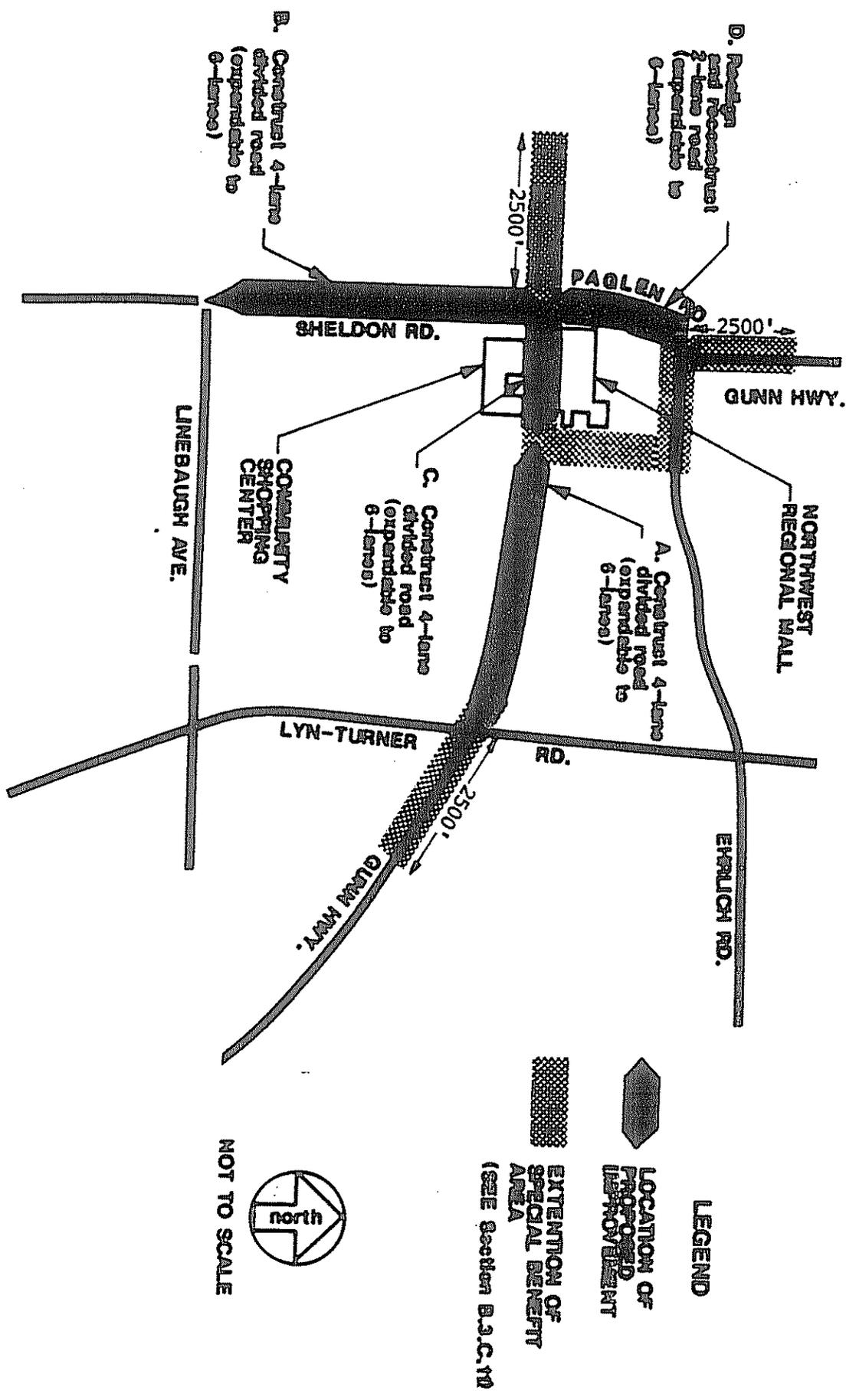
I, RICHARD AKE, Clerk of the Circuit Court and Ex-Officio Clerk of the Board of County Commissioners of Hillsborough County, Florida do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Board at its regular meeting of Nov. 15, 1988. as same appears of record in Minute Book 150 of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this 14th day of December, 1988.

Approved as to legal form
and sufficiency
By: Silvia P. Pisci
County Attorney's Office

RICHARD AKE, CLERK
By: Edna A. Fitzpatrick
Deputy Clerk

EXHIBIT B Location of Improvements



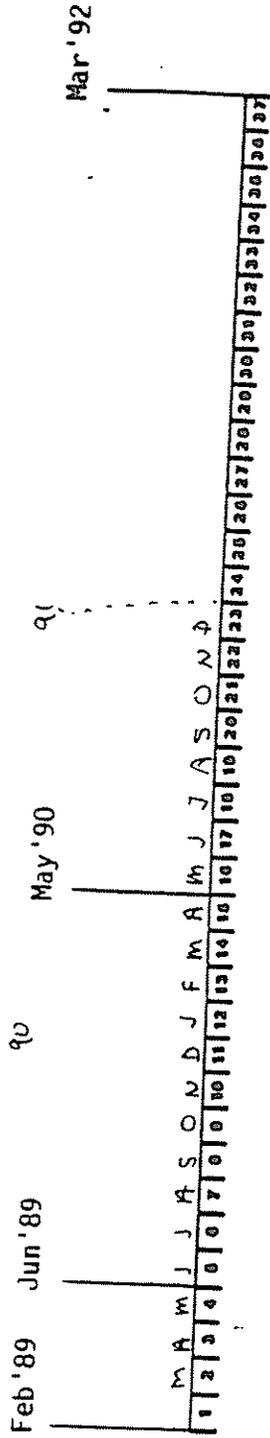
Flansburg-Alcorn

11-4-08

NWRM

PROPOSED ROAD IMPROVEMENT SCHEDULE

Estimated Date



GUNN HWY: SHELDON TO LYNN-TURNER	DESIGN	TITLE RSCN	ROW ACQUISITION ADVERTISE, BID & AWARD	CONSTRUCTION
	ROW PLANS, LEGALS, PARCEL SKETCHES DONE			
SHELDON ROAD: PAOLEN TO GUNN	DESIGN	TITLE RSCN	ROW ACQUISITION ADVERTISE, BID & AWARD	CONSTRUCTION
	ROW ACQUISITION			
SHELDON ROAD: LINDAUGH TO PAOLEN	DESIGN	TITLE RSCN	ROW ACQUISITION ADVERTISE BID & AWARD	CONSTRUCTION
	ROW ACQUISITION			
PAOLEN ROAD: SHELDON TO GUNN	DESIGN	TITLE RSCN	ROW ACQUISITION ADVERTISE, BID & AWARD	CONSTRUCTION
	ROW ACQUISITION			

NOTES: NINE MONTHS ASSUMED FOR QUICK-TAKE PROCESS.

Funding (In Millions)		
DEVELOPER	.9	11.7
COUNTY	4.3	Reimbursement based on Impact Fee Revenues

EXHIBIT I

DRI #170 - NORTHWEST REGIONAL MALL

DEVELOPER COMMITMENTS

The following are developer commitments set forth in the Application for Development Approval (DRI) and Sufficiency Responses which shall be honored by the developer, except as they may be superceded by specific terms of the Development Order.

General Project Description

The regional commercial facility will incorporate natural wetland systems and aesthetically pleasing buffers. (ADA, page 12-7)

Littoral shelf vegetation within some of the stormwater lakes will provide aesthetic relief as well as biological treatment of stormwater. (ADA, page 12-8)

Air

The contractor will be required to sod, seed, mulch or plant with landscape material the cleared and disturbed areas as soon as possible. (ADA, page 13-1)

The side slopes of detention ponds will be sodded or natural vegetation will be encouraged to grow. (ADA, page 13-1)

The contractor will be required to control wind erosion through sprinkling or other appropriate means. (ADA, page 13-1)

Should adjacent land owners obtain approval for future development south of Sheldon Road, the applicant will encourage and/or assist them to ensure the properties are designed in a manner consistent with sound planning principles. (SR, page 12-23)

Land

Standard measures to minimize construction to induce soil erosion will be implemented. (ADA, page 14-10)

Erosion controls will include staked hay bale barriers, siltation screens, water truck spraying, sedimentation ponds, berms and quick sodding. (ADA page 14-10)

Incremental phasing of the remainder of the site will also reduce wind and rain induced erosion, requiring disruptions of only small portions of the site at a time. (ADA, pag 14-10)

Water

The storage capacities and natural assimilative properties of the wetlands will be used to provide additional or secondary treatment of surface water discharges. (ADA, page 15-13)

The stormwater management system design has incorporated the following best available techniques for management and treatment of urban stormwater runoff in accordance with the Florida Department of Environmental Regulation, Southwest Florida Water Management District, and the Hillsborough County Environmental Protection Commission regulations and policies, including wetland criteria in effect prior to October 1986. (ADA, page 15-14) These include:

1. Maintaining, where appropriate, existing drainage basins and flow patterns;
2. Incorporation of natural wetlands into the drainage system as secondary stormwater treatment and for stormwater storage;
3. Conservation of natural vegetation to the greatest degree practicable;
4. Use of grassed roadside and side yard swales wherever possible to promote infiltration and filtration of surface runoff;
5. Use of rear lot line filtration berms to provide filtration or runoff from small areas, where practicable;
6. Integration of pond areas within the drainage system to decrease discharge, promote infiltration, and provide volume for detention of first flush waters;
7. Where applicable, use of underdrain systems to provide final filtration of first flush waters;
8. Where applicable, use of vegetated littoral shelves or detention areas to provide additional filtration and treatment of stormwater runoff.

The use of swales, vegetated uplands, and wetlands will permit nutrient uptake and assimilation. (ADA, page 15-15)

Any adverse effect of site development on groundwater will be attenuated because of existing natural hydrologic and soil conditions. ADA, page 15-15)

The stormwater management system will treat stormwater runoff before discharging off-site or to the wetlands on-site. The wetlands will provide additional nutrient assimilation and settling of suspended solids. (ADA page 15-15)

The applicant will advise all prospective tenants that if hazardous wastes are generated, handled, or utilized, they are required to comply with all applicable statutes and regulations of hazardous wastes and materials. (ADA, page 15-16)

Wetlands

The development of the site will include the use of nearly all of the existing wetlands for both stormwater quality treatment and flood volume attenuation. (ADA, page 16-3)

The stormwater runoff treatment system will employ grease baffles and sumps prior to and in conjunction with the treatment afforded by the natural wetlands. (ADA, page 16-3)

During development, wetlands on the property will be protected from erosion runoff by the installation of hay bales and/or silt screens, or other appropriate means. (ADA, 16-4)

Quick sodding or grass plantings around wetlands also will reduce the extent of erosion runoff into wetlands. (ADA, 16-4)

Boundaries of wetlands designated for preservation will be delineated with the surveyors' flagging in order to prevent non-permitted wetland encroachments. (ADA, page 16-4)

Shallow, productive, littoral shelves will replace 1:1, in-kind all of the shallow, productive, littoral shelves proposed for elimination. (SR II, page 16-1)

Floodplains

The minimum floor elevations of all structures within the 100-year floodplain will be elevated to or above the 100-year water surface elevation of the water body adjacent to the structure. (ADA, page 17-4)

Vegetation and Wildlife

The gopher tortoises inhabiting a six ± acre portion of the hardwood community will be handled in a manner consistent with the regulations and tenets of the Florida Game and Fresh Water Fish Commission. (SR, page 18-2)

Historic and Archaeological

Should archaeological or historical resources be located during construction, ultimate disposition of such resources would be determined in cooperation with the Division of Historical Resources and Hillsborough County. (SR, page 19-1)