

**APPLICATION TO AMEND THE DEVELOPMENT ORDER**  
**For the**  
**CROSTOWN CENTER DEVELOPMENT OF REGIONAL IMPACT (DRI # 151)**  
**PETITION # 21-1361**

<b>SIGN-OFF &amp; APPROVALS</b>	<b>INITIAL</b>	<b>DATE</b>
County Attorney		
Director, Community Development Division	JM	12/03/21

Development Services Department  
November 29, 2021

PETITION NUMBER: DRI 17-0620 Crosstown Center (DRI #151)  
 BOCC MEETING DATE: December 14, 2021

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### **Request**

The applicant is requesting to amend the Crosstown Center DRI # 151 Trip Equivalency Matrix (Exhibit C in the Development Order).

The Trip Equivalency Matrix provides for land use exchanges between approved uses/entitlements based on net external two-way p.m. peak hour traffic. The use of the matrix is limited to specified minimum and maximums to ensure project impacts are not exceeded. The currently approved specified minimum and maximums are as follows:

<b>Land Use</b>	<b>Minimum</b>	<b>Maximum</b>
Retail	50,000 sf	1,700,000 sf
Office'	50,000 sf	1,700,000 sf
Hotel	150 rooms	500 rooms
Light Industrial	0 sf	1,700,000 sf
Multi-Family	0 DU's	1,337 DU's

The applicant is requesting to reduce by 6,000 square feet the Retail Minimum from 50,000 square feet to 44,000 square feet.

### **Staff Findings**

Transportation Review staff offered no objection to the requested reduction in the Retail Minimum from 50,000 to 44,000 in the Trip Equivalency Matrix. Transportation Review comments indicated the reduction will have minimal impact as the request does not increase development entitlements beyond the approved maximums in the Crosstown Center DRI. Furthermore, as noted, the Trip Equivalency Matrix is based on maximum p.m. peak trips. The Development Order limits total maximum p.m. trips to 2,431 trips and requires additional transportation monitoring and/or amendments to the Development Order if the project is proposed to exceed that threshold. The applicant's transportation analysis indicates that the maximum p.m. trips being generated for the project after utilization of a trade-off of the additional 6,000 square feet of retail will not exceed 2,431 trips. The analysis assumed a trade-off of the retail for office, therefore, the revised/amended Development Order includes a provision that the trade-off of retail entitlements below the current 50,000 square foot minimum shall be only for office entitlements.

The Hillsborough County Board of County Commissioners originally approved the Crosstown Center Development of Regional Impact (DRI) on August 13, 1987. This +109-acre mixed-use project is located east of U.S. 301, north of the Lee Roy Selmon Expressway and west of Falkenburg Road (see Attachment A).

The latest development order (DO) amendment was approved by the BOCC on May 9, 2017 (Resolution No. R17-057).

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The Crosstown Center DRI is approved with the following development entitlements:

Land Use	Phase 1B (Buildout: 7/27/27)	Phase 1B (Buildout: 7/27/27)	Phase 2*	Total
Office (Sq. Ft.)	949,303	318,440**	150,000	1,417,641**
Retail (Sq. Ft.)	0	50,000	295,000	345,000
Hotel (Rooms)	200	0	0	200
MF Residential (Units)	1,097	240	0	1337**
Industrial(Sq.Ft.)	0	0	0	0

\*Reanalysis of transportation impacts and incorporation of additional mitigation into the Development Order, as may be applicable, will be a pre-requisite for specific approval of Phase 2 entitlements.

\*\* Entitlements are reflective of use of Land Use Exchange Matrix

The applicant through this DO amendment has submitted a revised phasing schedule (Exhibit B in the Amended and Restated Development Order) to recognize additional Statutory extensions granted which have extended the buildout date to August 27, 2027 and approved adjustment in entitlements made through prior DO amendments and use of the Trip Equivalency Matrix (as outlined in the above table). The DO is also being updated to reflect changes in the Florida Statutes which regulate the DRI.

### **Recommendation**

Staff recommends that the Board of County Commissioners approved the revised the Development Order (DO) for the Crosstown Center Development of Regional Impact (DRI) in accordance with the attached resolution subject to any changes by the County Attorney's Office.

### **Development Order History**

On August 31, 1987, the Board of County Commissioners (BOCC) adopted the development order (DO) for the LAKE FAIR MALL Development of Regional Impact (DRI) #151 through Resolution No. R87-0268 for a two-phase, 199-acre, multi-use development.

On April 11, 1989, the BOCC adopted Resolution No. R89-0083 (1<sup>st</sup> amendment) to amend the Development Order and incorporate and additional 59.4 (+/-) acre parcel; approving a Revised Master Development Plan; decreasing the leasable regional mall area by 25,000 square feet; approving an additional access point on U.S. 301; and incorporating the letter from Kimley-Horn and Associates, dated March 23, 1989, attached to the DO as Exhibit "A", which provides representations regarding site-related improvements to U.S. Highway 301 in conjunction with the two driveway access points which the Developer

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agrees to honor, unless those representations are changed by mutual agreement between Developer and the Florida Department of Transportation.

On May 7, 1991, the BOCC adopted Resolution No. R91-0087 (2<sup>nd</sup> amendment), which amended the DO by extending the Phase I buildout date of the development by two (2) years, eleven (11) months and fifteen (15) days to December 15, 1993 and the Phase II buildout date of the development by two (2) years, eleven (11) months and fifteen (15) days to December 15, 1996.

On April 27, 1993, the BOCC adopted Resolution No. R93-0088 (3<sup>rd</sup> amendment), which amended the DO by extending the Phase I buildout date of the development by two (2) years to December 15, 1995 and the Phase II buildout date of the development by two (2) years to December 15, 1998; extending the expiration date of the DO to September 1, 1998; extending the date before which the development shall not be subject to down zoning or intensity reduction to September 1, 1998; extending the design and permitting deadlines of the transportation improvement; and additional changes in order to settle the appeal filed by the State of Florida Department of Community Affairs of R91-0087.

On October 24, 1995, the BOCC adopted Resolution No. R95-235 (4<sup>th</sup> amendment), which amended the DO for THE GREAT MALL OF TAMPA (f/k/a LAKE FAIR MALL) DRI #151, by extending the Phase I buildout date of the development by one (1) year and eleven (11) months to November 15, 1997 and the Phase II buildout date of the development by one (1) year and eleven (11) months to November 15, 2000; extending the expiration date of the DO to August 1, 2002; extending the date before which the development shall not be subject to down zoning or intensity reduction to August 1, 2002; and extending the permitting and design deadlines for Falkenburg Road and U.S. Highway 301 by two (2) years.

On September 9, 1997, the BOCC adopted Resolution No. R97-218 (5<sup>th</sup> amendment), which amended the DO for the CROSSTOWN CENTER (f/k/a THE GREAT MALL OF TAMPA, f/k/a LAKE FAIR MALL) DRI #151, by consolidating development phases; extending the construction completion date of the Falkenburg Road Improvements to October 31, 1998; incorporating a revised Equivalency Matrix; incorporating a Revised Master Plan/ Revised Map H, dated June 1997; extending the buildout date of the development to December 31, 2004; extending the termination date of the DO to December 31, 2009; extending the date before which the development shall not be subject to down zoning or intensity reduction to December 31, 2004; correcting referencing errors contained in the First Amendment and the Fourth Amendment; correcting a typographical error in the First Amendment; and increasing retail leasable square footage.

On February 7, 2006, the BOCC adopted Resolution No. R06-026 (6<sup>th</sup> amendment) which (1) extended the build out date of the development by ten years, from December 31, 2004 to December 31, 2014, incorporated a revised phasing schedule to reflect said change; extended the expiration date of the Development Order (DO) by ten years to December 31,

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2019; extended the date before which the Development may not be subject to down-zoning by ten years to December 31, 2014; and, (2) increased the residential maximum to 853 units (353 additional units to the 500 already approved) and incorporate a revised Equivalency Matrix to reflect this change and allow simultaneous increases and decreases of uses in accordance with the Land Use Equivalency Matrix. The changes made to the development program are shown below:

PROJECT BUILDOUT	REGIONAL MALL (Sq. Ft.)	RETAIL (Sq. Ft.)	OFFICE (Sq. Ft.)	HOTEL (Rooms)	RESIDENTIAL (MF units)
December 31, 2004	1,409,412 gsf	185,000	600,000	300 rooms	453 du
<u>Revised Phase I</u> (Buildout December 31, 2014)	<u>0</u>	<u>0</u>	<u>1,000,000</u>	300 rooms	<u>853 du</u>
<u>Revised Phase II*</u> (Buildout December 31, 2014)	<u>0</u>	<u>345,000</u>	<u>550,000</u>	<u>0</u>	<u>0</u>
<u>TOTAL</u>	<u>0</u>	<u>345,000</u>	<u>1,550,000</u>	300 rooms	<u>853 du</u>

\* Phase II is conceptually approved. Specific approval requires a Notice of Proposed Change and a Transportation Analysis pursuant to Section 380.06, Florida Statutes.

On June 7, 2011 the BOCC adopted Resolution R11-051 (7<sup>th</sup> amendment) which revised to the Equivalency Matrix, Exhibit C of the Development Order, to (1) increase the maximum number of multi-family dwelling units allowed from 853 units to 1,097 units, and (2) provide that any increase beyond the currently approved 853 units requires a corresponding reduction first in hotel use and once 100 hotel rooms have been traded, a reduction in office uses.

In a letter dated August 18, 2011 the County recognized a four-year extension, pursuant to HB 7207, of the Phase 1 build out date from December 31, 2014 to December 31, 2018. The DO's effective date was also extended by four years to December 31, 2023.

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On November 12, 2013 the BOCC adopted Resolution R13-174 (8<sup>th</sup> amendment) which approved the following changes:

1. Revised the Phasing Schedule to create Phase 1A and Phase 1B.
2. Granted specific approval to Phase 1B consisting of 400,000 square feet of office uses and 50,000 square feet of retail uses.
3. Recognized a previously approved four-year extension of the build out date for Phase 1 (now Phase 1A and Phase 1B) from December 31, 2014 to December 31, 2018
4. Revised Map H to depict existing internal roadways and update phasing table.

The approved Phasing Schedule is shown below.

PHASE	Use	Amount
<b>Phase 1A</b> (Buildout December 31, 2018)	Multi-Family (Apartment, Townhouse)	1,097 units
	Office	949,302 sq. ft.
	Hotel	200 rooms
<b>Phase 1B</b> (Buildout December 31, 2018)	Multi-Family	0 units
	Office	400,000 sq. ft.
	Retail	50,000 sq. ft.
<b>Phase 2**</b>	Office	150,000 sq. ft.
	Retail	295,000 sq. ft.
<b>Total Project</b>	Multi-Family	1,097 units
	Office	1,499,302 sq. ft.
	Hotel	200 rooms
	Retail	345,000 sq. ft. retail

\*Land use totals may vary in accordance with the approved Equivalency Matrix.

\*\*Phase 2 is conceptually approved. Specific approval requires a Notice of Proposed Change and a transportation analysis pursuant to Section 380.06, Florida Statutes.

On July 21, 2015 the BOCC adopted Resolution R15-117 (9<sup>th</sup> amendment) which amended Map H of the project's development order to depict a proposed right-in, right-out access from folio 72210.0103 onto U.S. 301.

In a letter dated November 1, 2016, County recognized an extension to the buildout dates for Phases 1A and 1B to July 13, 2021 and an extension to the Development Order expiration and down-zoning dates to July 13, 2026 pursuant to Section 252.263, Florida Statutes, and Executive Orders 16-136, 16-149, 16-193, 16-205, 16-230, and 16-233.

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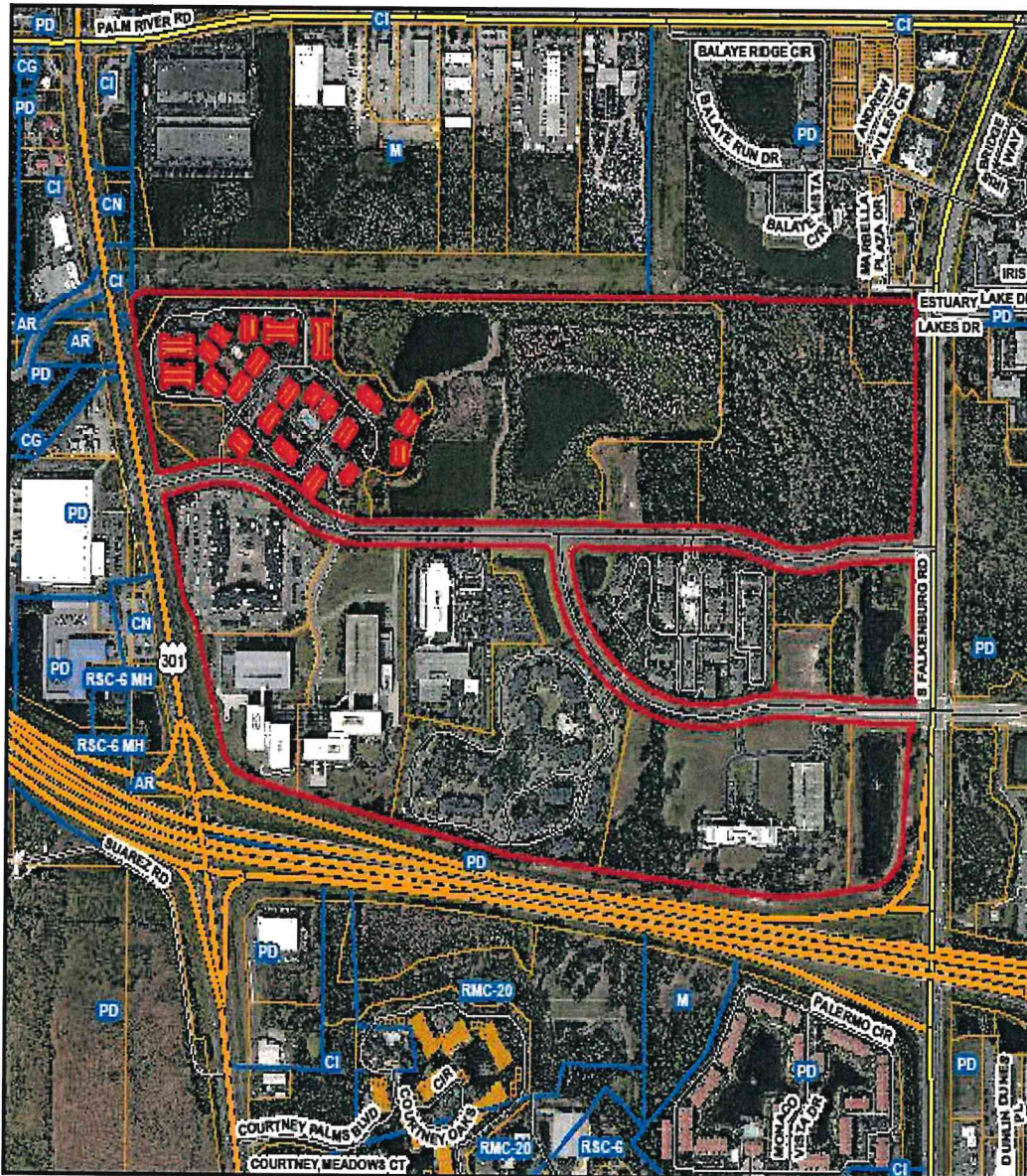
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On May 19, 2017 the BOCC Adopted Resolution R17-057 which modified DO Exhibit C to increase the maximum number of multi-family units allowed from 1,097 to 1,337 units. Also modified were DO Exhibit B, the project's phasing schedule, to extend the build out date for Phase 1A and Phase 1B from December 31, 2018 to July 13, 2021 pursuant to Sec. 252.363, Florida Statutes, and Executive Orders 16-136, 16-149, 16-193, 16-205, 16-230 and 16-233. The Land Use and Phasing Table depicted on Map H, DO Exhibit D, would be revised to reflect the above build out date extensions.

Pursuant to Sec. 252.363, Florida Statutes and Executive Orders enacted by the Governor in 2018 and 2019 the build out date for Phase 1A and 1B was extended to May 2, 2025 with the Development Order expiration date extended to May 3, 2030.

Based on extension granted by Executive Orders in 2020 and 2021 the Phase 1A and Phase 1B buildout date was extended to August 27, 2027 and the DO expiration dates was extended to August 27, 2032.

# ATTACHMENT A

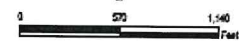


## ZONING MAP

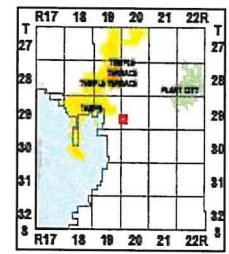
DRI 21-1361

Folio: 72210.0103 +Multiple

- APPLICATION SITE
- ZONING BOUNDARY
- PARCELS
- S SCHOOLS
- P PARKS



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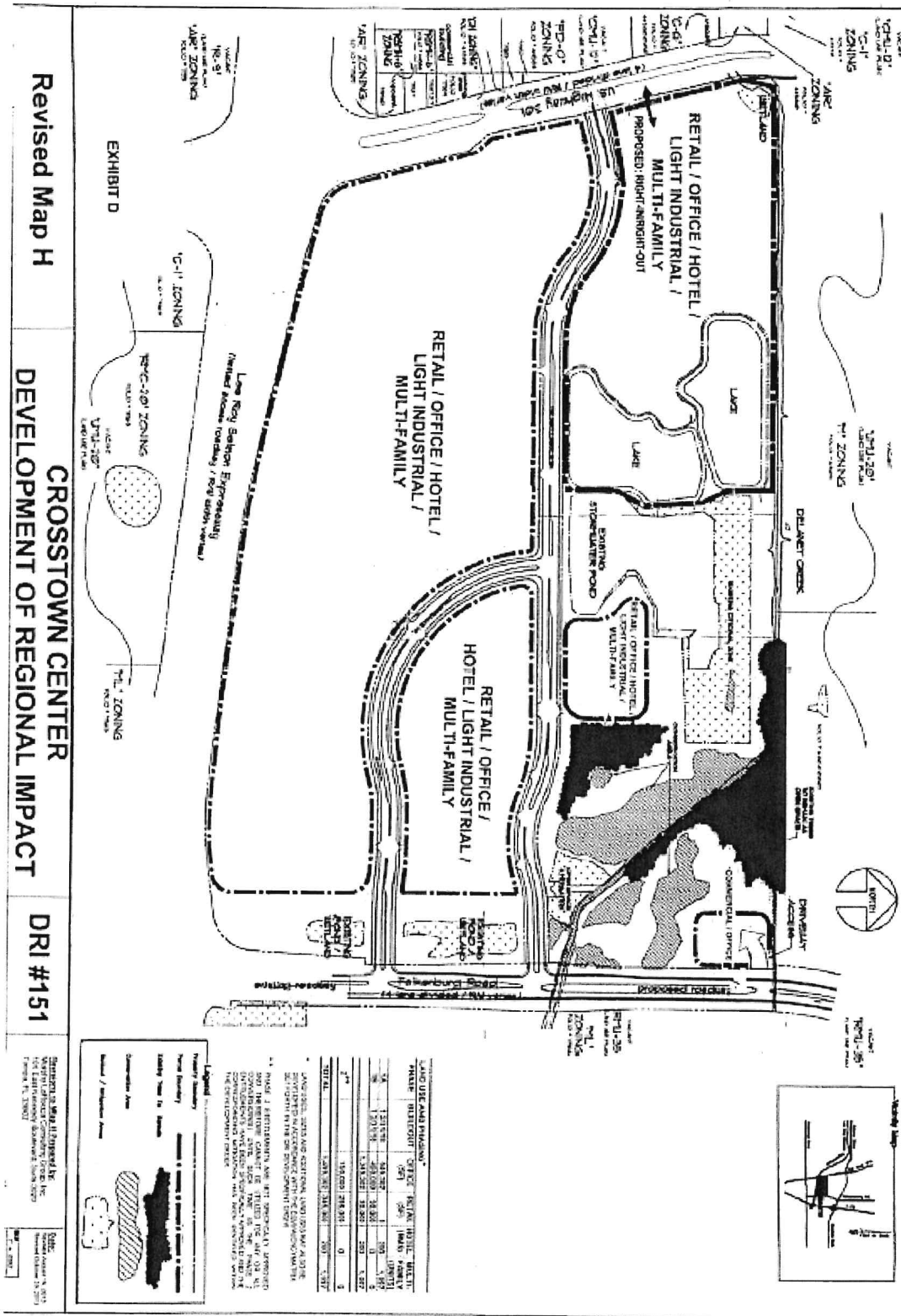


NOT TO BE REPRODUCED OR TRANSMITTED IN ANY FORM OR BY ANY MEANS, ELECTRONIC OR MECHANICAL, INCLUDING PHOTOCOPYING, RECORDING, OR BY ANY INFORMATION STORAGE AND RETRIEVAL SYSTEM, WITHOUT THE WRITTEN PERMISSION OF HILLSBOROUGH COUNTY, FLORIDA. THIS MAP IS PROVIDED WITHOUT WARRANTY OF ANY KIND, AND DOES NOT REPRESENT A CONTRACT, AND IS SUBJECT TO CHANGE WITHOUT NOTICE. HILLSBOROUGH COUNTY, FLORIDA, IS NOT RESPONSIBLE FOR ANY ERRORS OR OMISSIONS. DATE: 10/25/2021

Draw: 10/25/2021 File: G:\GIS\GIS\GIS\Zoning\_Map.aprx  
Produced By: Development Services Department



# ATTACHMENT B DRI MAP H



Revised Map H

CROSSTOWN CENTER  
DEVELOPMENT OF REGIONAL IMPACT

DRI #151

EXHIBIT D

**Legend**

- Proposed Building
- Existing Building
- Existing Parking
- Proposed Parking
- Proposed Road
- Proposed Utility

**LAND USE AND PREVIOUS USE**

PREVIOUS USE	AREA (SQ. FT.)	PERCENT
RESIDENTIAL	1,234,567	15.2%
COMMERCIAL	876,543	10.8%
INDUSTRIAL	543,210	6.7%
OFFICE	321,098	4.0%
RETAIL	210,987	2.6%
OTHER	109,876	1.4%
<b>TOTAL</b>	<b>8,123,456</b>	<b>100.0%</b>

**LAND USE AND PREVIOUS USE**

LAND USE AND PREVIOUS USE

Prepared by: [Firm Name]

Date: [Date]

Scale: [Scale]

**ATTACHMENT C**

**Proposed Amended and Restated Resolution for the Crosstown  
Center Development of Regional Impact Development Order**

**AMENDED AND RESTATED DEVELOPMENT ORDER**

RESOLUTION NO. ~~R21-~~

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RESOLUTION OF THE BOARD OF COUNTY  
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA  
ISSUING AN AMENDED AND RESTATED DEVELOPMENT ORDER FOR  
DRI #151 - CROSSTOWN CENTER  
(~~F/K/A THE GREAT MALL OF TAMPA BAY, F/K/A LAKE FAIR MALL~~)

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[Original Development Order Resolution No. R87-0268, incorporating changes approved in  
Resolution No. R89-0083; Resolution No. R91-0087; Resolution No. R93-0088;  
Resolution No. R95-235; Resolution No. R97-218; Resolution No. R06-026; Resolution No.  
~~R1J-051; Resolution R13-174; Resolution R15-115; and Resolution 17-57~~]

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Upon motion by Commissioner \_\_\_\_\_, seconded by Commissioner  
\_\_\_\_\_, the following Resolution was adopted by a vote of \_\_\_\_\_ to \_\_\_\_\_  
Commissioner(s) \_\_\_\_\_ voting "No".

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WHEREAS, on August 31, 1987, the Board of County Commissioners approved a  
Development Order for the LAKE FAIR MALL Development of Regional Impact ("DRI") #151  
through Resolution No. R87-0268 (hereinafter ~~referred~~ to as the "Original Development Order");  
and

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WHEREAS, on April 11, 1989, the Board of County Commissioners adopted Resolution  
No. R89-0083 which amended the Original Development Order by, among other things,  
incorporating an additional 59.4 (+/-) acre parcel; approving a Revised Master Development  
Plan; decreasing the leasable regional mall area by 25,000 square feet; approving an additional  
access point on U.S. 301; and incorporating the letter from Kimley-Horn and Associates, dated  
March 23, 1989, attached hereto as Exhibit A, which provides representations regarding site-  
related improvements to U.S. Highway 301 in conjunction with the two driveway access points  
which the Developer agrees to honor, unless those representations are changed by mutual  
agreement between Developer and the Florida Department of Transportation (hereinafter ~~referred~~  
to as the "First Amendment"); and

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WHEREAS, on May 7, 1991, the Board of County Commissioners adopted Resolution  
No. R91-0087, which amended the Original Development Order, as amended, by extending the  
Phase I buildout date of the development by two (2) years, eleven (11) months and fifteen (15)  
days to December 15, 1993 and the Phase II buildout date of the development by two (2) years,  
eleven (11) months and fifteen (15) days to December 15, 1996 (hereinafter ~~referred~~ to as the  
"Second Amendment"); and

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WHEREAS, on July 19, 1991, the State of Florida Department of Community Affairs ("DCA") appealed Resolution No. R91-0087 (the "Appeal"); and

WHEREAS, the Appeal by DCA was settled pursuant to the Settlement Agreement executed by DCA on April 22, 1993, and approved by the Board of County Commissioners, on May 11, 1993, and was formally dismissed by the State of Florida Land and Water Adjudicatory Commission on June 22, 1993; and

WHEREAS, on April 27, 1993, the Board of County Commissioners adopted Resolution No. R93-0088, which amended the Original Development Order, as amended, by extending the Phase I buildout date of the development by two (2) years to December 15, 1995 and the Phase II buildout date of the development by two (2) years to December 15, 1998; extending the expiration date of the Original Development Order, as amended, to September 1, 1998; extending the date before which the development shall not be subject to downzoning or intensity reduction to September 1, 1998; extending the design and permitting deadlines of the transportation improvements; and additional changes in order to settle the Appeal filed by the State of Florida Department of Community Affairs of R9 1-0087 (hereinafter referred to as the "Third Amendment"); and

WHEREAS, on October 24, 1995, the Board of County Commissioners adopted Resolution No. R95-235, which amended the Original Development Order, as amended, for THE GREAT MALL OF TAMPA BAY (~~f/k/a LAKE FAIR MALL~~) DRI #151, by extending the Phase I buildout date of the development by one (1) year and eleven (11) months to November 15, 1997 and the Phase II buildout date of the development by one (1) year and eleven (11) months to November 15, 2000; extending the expiration date of the Original Development Order, as amended, to August 1, 2002; extending the date before which the development shall not be subject to downzoning or intensity reduction to August 1, 2002; and extending the permitting and design deadlines for Falkenburg Road and U.S. Highway 301 by two (2) years (hereinafter referred to as the "Fourth Amendment"); and

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WHEREAS, on September 9, 1997, the Board of County Commissioners adopted Resolution No. R97-218, which amended the Original Development Order, as amended, for the CROSSTOWN CENTER (~~f/k/a THE GREAT MALL OF TAMPA BAY, f/k/a LAKE FAIR MALL~~) DRI #151, by consolidating development phases; extending the construction completion date of the Falkenburg Road Improvement; incorporating a revised Equivalency Matrix; incorporating the Revised Master Plan/Revised Map H, dated June 1997; extending the buildout date of the development to December 31, 2004; extending the termination date of the Development Order, as amended, to December 31, 2009; extending the date before which the development shall not be subject to downzoning or intensity reduction to December 31, 2004; correcting referencing errors contained in the First Amendment and the Fourth Amendment; correcting a typographical error in the First Amendment; and increasing retail leasable square footage (hereinafter referred to as the "Fifth Amendment"); and

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WHEREAS, on February 7, 2006, the Board of County Commissioners adopted Resolution No. R06-026, which amended the Original Development Order, as amended, for the CROSSTOWN CENTER (f/k/a THE GREAT MALL OF TAMPA BAY, f/k/a LAKE FAIR MALL) DRI #151, by extending the buildout date of the development by ten (10) years to December 31, 2014; incorporating a revised phasing schedule, attached hereto as **Exhibit B** to reflect the extension of the buildout date; extending the termination date of the Development Order by ten (10) years to December 31, 2019; extending the date before which the development shall not be subject to downzoning or intensity reduction by ten (10) years to December 31, 2014; increasing the residential maximum to 853 units; incorporating a revised Equivalency Matrix; and incorporating the Revised Master Plan/Revised Map H (hereinafter referred to as the "Sixth Amendment"); and

WHEREAS, on June 7, 2011, the Board of County Commissioners adopted Resolution No.11-051, which increased the maximum number of dwelling units from 853 units to 1097 units with any increase beyond the currently approved 853 units requiring a corresponding reduction in hotel and office use, in accordance with **Exhibit C** (hereinafter referred to as the "Seventh Amendment"); and

WHEREAS, on August 18, 2011, pursuant to HB 7207, the build out date of Phase 1 of the Crosstown Center DRI was extended by four (4) years to December 31, 2018 and the Development Order effective date was extended by four (4) years to December 31, 2023; and

WHEREAS, on November 12, 2013 the Board of County Commissioners adopted Resolution Number 13-174, which amended the Original Development Order, as amended, to: (a) make revisions to Exhibits B, C, and D of the Development Order and to create two specifically approved sub-phases, IA and IB, in lieu of the existing specifically approved Phase 1 development, with Phase IA consisting of the currently approved Phase 1 DRI entitlements and Phase IB consisting of the additional 400,000 square feet of office and 50,000 square feet of retail that is the subject of this Notice of Proposed Change; (b) revise to the buildout dates to reflect the 4-year statutory extension which the Developer previously received in writing from Hillsborough County for Phase 1 development; and (c) to revise Map H (hereinafter referred to as the "Eighth Amendment"); and

WHEREAS, on July 21, 2015, the Board of County Commissioners adopted Resolution Number 15-115, which amended the Original Development Order, as amended, to permit a restricted right turn in/right turn onto US Highway 301 north of Delaney Creek Boulevard, subject to FDOT approval (hereinafter referred to as the "Ninth Amendment"); and

WHEREAS, on May 19, 2017, the Board of County Commissioners adopted Resolution Number 17-057, which amended the Original Development Order, as amended, to: (a) increase the number of permitted multi-family units, (b) revise the buildout dates pursuant to various applicable executive orders, and (c) revise Map H (hereinafter referred to as the "Tenth Amendment");

WHEREAS, on September 16, 2021, the buildout dates for Phases 1A and 1B were extended to August 27, 2027 and the Development Order Expiration and Down-Zoning Dates were extended to August 27, 2032, all pursuant to Section 252.363, Florida Statutes (Executive Orders 21-150, 20-52); and

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WHEREAS, on September 20, 2021, JT Enterprises II, LLC (the "Applicant") filed an application to amend the Original Development as amended to reduce the minimum amount of retail square footage provided for in the Equivalency Matrix from 50,000 square feet to 44,000 square feet, and to update the buildout dates, consistent with the September 16, 2021 extensions (hereafter, the "Proposed Changes"); and

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WHEREAS, the Proposed Changes shall constitute the Eleventh Amendment to the Original Development Order; and

WHEREAS, the Original Development Order, as amended by the First Amendment, Second Amendment, Third Amendment, Fourth Amendment, Fifth Amendment; Sixth Amendment; Seventh Amendment; Eighth Amendment, Ninth Amendment, Tenth Amendment and Eleventh Amendment is restated in its entirety in this Amended and Restated Development Order (hereinafter referred to as the "Amended and Restated Development Order"); and

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WHEREAS, the CROSSTOWN CENTER DRI 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 the application to amend the Original Development Order; and

WHEREAS, the Board of County Commissioners has reviewed and considered the application to amend the Original Development Order, as well as all related testimony and evidence submitted by the Developer concerning the Proposed Changes; and

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

WHEREAS, all interested parties and members of the public have been afforded an opportunity to be heard at the public hearing on the proposed Tenth Amendment before the Board of County Commissioners; and

WHEREAS, the Board of County Commissioners held a duly noticed public hearing on consideration of the Eleventh Amendment to the Original Development Order and has reviewed and considered the Proposed Changes, as well as all testimony and evidence submitted by the Developer, reviewing agencies, and members of the general public; and

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WHEREAS, Section 380.06, Florida Statutes, requires that a development order be amended to reflect the Board of County Commissioners' approval of changes to the approved development order.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA, IN REGULAR MEETING ASSEMBLED THIS 14<sup>TH</sup> DAY OF DECEMBER, 2021, AS FOLLOWS:

I. FINDINGS OF FACT

- A. The Applicant submitted the application to amend the Original Development Order for the purpose of making the Proposed Changes.
- B. The real property which is the subject of the Application is legally described as set forth in Exhibit E.
- C. Hillsborough County has conducted a review of the impacts of the Proposed Changes.
- D. The Proposed Changes approved herein do not result in any new or additional regional impacts.

II. CONCLUSIONS OF LAW

- A. Approval of the Proposed Changes, together with all previous amendments to the Original Development Order, does not create a reasonable likelihood of additional impacts, or any type of regional impacts not previously reviewed by the Tampa Bay Regional Planning Council.
- B. All applicable statutory and regulatory procedures have been adhered to.
- C. The Proposed Changes are consistent with the Future of Hillsborough County Comprehensive Plan, and the development approved in the Development Order, as amended herein, does not unreasonably interfere with the achievement of the objectives of the adopted State Land Development Plan applicable to the area.
- D. Nothing contained in this Amended and Restated Development Order shall limit or modify the rights originally approved by the Development Order or the protection afforded under Section 163.3167(8), Florida Statutes.

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- E. Within thirty (30) days after adoption, a certified copy of this Resolution, together with all exhibits hereto, shall be transmitted by the Ex Officio Clerk to the Board of County Commissioners by certified mail or other delivery service for which a receipt as proof of service is required, to the Tampa Bay Regional Planning Council,

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III. ORDER

That, having made the above findings of fact and conclusions of law, it is ordered that the Original Development Order, as amended, is hereby amended to (i) reduce the minimum amount of retail square footage provided for in the Equivalency Matrix (Exhibit C) from 50,000 square feet to 44,000 square feet, and (ii) amend the Revised Phasing Schedule (Exhibit B) to reflect buildout date extensions. Accordingly, this Amended and Restated Development Order amends, restates and replaces the prior amendments in their entirety.

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IV. GENERAL PROVISIONS

- A. This resolution shall constitute the Amended and Restated Development Order of Hillsborough County in response to the application for a development order amendment.
- B. The legal description set forth in Exhibit E is hereby incorporated into and by reference made a part of this Amended and Restated Development Order.
- C. All provisions contained within the Application for Development Approval for the CROSSTOWN CENTER (f/k/a The Great Mall of Tampa Bay f/k/a Lake Fair Mall) Development of Regional Impact and Sufficiency Responses (the "ADA") shall be considered conditions of this Amended and Restated Development Order unless inconsistent with the terms and conditions of this Amended and Restated Development Order, in which case the terms and conditions of this Amended and Restated Development Order shall control.
- D. The definitions contained in Chapter 380, Florida Statutes, shall govern and apply to this Amended and Restated Development Order.
- E. This Amended and Restated Development Order shall be binding upon the Applicant, the Developer, as defined herein, and their heirs, assignees or successors in interest including any entity which may assume any of the responsibilities imposed on Crosstown Owner LLC, the successor developer of the Crosstown Center DRI, referred to herein as "the Developer," by this Amended and Restated Development Order. It is understood that any

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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 Amended and Restated Development Order is determined to be invalid, illegal, or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Amended and Restated Development Order which shall remain in full force and effect.
- G. Whenever this Amended and Restated 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 Amended and Restated Development Order where the Developer is responsible for ongoing maintenance of facilities within the CROSSTOWN CENTER ~~DRI~~, the Developer may transfer any or all of his responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, and/or other agencies having jurisdiction, which approval shall not be unreasonably withheld, and, upon approval, will be responsible to provide maintenance as required in this Amended and Restated Development Order.
- I. ~~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 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 Amended and Restated 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 Amended

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and Restated Development Order. In the event of a deviation, the County Administrator may issue a notice of such noncompliance to the Developer, or 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 reporting required by Hillsborough County and on such form as required by Hillsborough County. Such report shall be due on August 31 (the anniversary of the effective date of the Original Development Order) for each following year until and including such time as all terms and conditions of this Amended and Restated Development Order are satisfied. Such report shall be submitted to Hillsborough County which shall, after appropriate review, submit it for review by the Board of County Commissioners. The Board of County Commissioners shall review the report for compliance with the terms and conditions of this Amended and Restated Development Order. The Developer shall be notified of any Board of County Commissioner's hearing wherein such report is to be reviewed. The receipt and review by the Board of County Commissioners shall not be considered a substitute or a waiver of any terms or conditions of this Amended and Restated Development Order. This report shall contain:

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1. A description of all development activities proposed to be conducted under the terms of this Amended and Restated Development Order for the year immediately following the submittal of the annual report; and
2. A statement listing all Applications for Incremental Review required pursuant to this Amended and Restated Development Order or other applicable local regulations which the Developer proposes to submit during the year immediately following submittal of the annual report; and
3. A statement setting forth the name(s) and address(es) of any heir, assignee or successor in interest to this Amended and Restated Development Order.

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<#>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 ¶

L. The provisions of this Amended and Restated Development Order shall not be construed as a waiver of or exception to any rule, regulations or ordinance of Hillsborough County, its agencies and commissions, and to the extent that further review is provided for in this Amended and Restated 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 Amended and Restated Development Order shall become effective upon adoption by the Board of County Commissioners of Hillsborough County in accordance with Section 380.06, Florida Statutes.

V. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The Revised Phasing Schedule, attached as **Exhibit B**, is incorporated herein by reference and made a part hereof

*(substituted: Resolution Nos. R89-0083, R91-0087, R93-0088, R95-235, R97-218, R06-026, R13-J 74, R17-057, R21- )*

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2. The Development has been divided into Phase IA, IB and Revised Phase 2. A phase shall be considered complete upon issuance of the final Certificate of Occupancy for the phase. At the time applications are filed with the Department of Development Services for commercial site plan approval and/or preliminary plat approval for new development, the applicant for such approvals shall simultaneously report from which Phase(s) the proposed square footage for such new development will be taken. Revised Phase 2 of the Development is subject to further DRI review pursuant to condition V.B. 11 of this Amended and Restated Development Order, and development under Revised Phase 2 shall require submission of a Notice of Proposed Change and a transportation analysis pursuant to Section 380.06, Florida Statutes. Development of Revised Phases 1 and Revised Phases 2 may occur anywhere on the site.

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*(amended: Resolution No. 06-02, R13-174. This Development originally contained two phases. Original Phases I and II were combined into a single phase by Resolution No. R97-218).*

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3. If the Developer elects to amend the proposed phasing schedule, it shall submit said amendments to the Department of Development Services for review and approval, as required by law, which approval shall not be withheld for mere acceleration or deceleration of phases if the terms of this Amended and Restated Development Order are otherwise fully complied with. Any significant departure in project buildout from the phasing schedule set forth in the Revised Phasing Schedule, attached hereto as **Exhibit B**, shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes, as amended.

4. Excess infrastructure capacity constructed to serve Revised Phase IA and IB that will potentially serve Revised Phase 2 shall be at the Developer's risk and shall not vest later phase development rights.

(amended: Resolution No. R06-026, ~~R13-174~~)

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5. The physical development of CROSSTOWN CENTER has commenced.  
(amended: Resolution No. R06-026)

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6. This Amended and Restated Development Order shall remain in effect for a period up to and including ~~August 27, 2032~~. No development shall be approved after expiration of the Amended and Restated Development Order. Any development activity for which plans have been submitted to the County for its review and approval prior to the expiration date of this Amended and Restated Development Order may be completed in accordance with the requirement of the Amended and Restated Development Order, if approved. This Amended and Restated Development Order may be extended by the Board of County Commissioners of Hillsborough County on the finding of excusable delay in any proposed development activity. However, any application for extension must be filed with Hillsborough County a minimum of thirty (30) days prior to the expiration date of this Amended and Restated Development Order.

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(amended: Resolution Nos. R93-0088, R95-235, R97-218, R06-026, ~~R13-174, R17-057, R21-~~ )

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7. The development shall not be subject to downzoning, or intensity reduction until ~~August 27, 2032~~, unless the local government can demonstrate that substantial changes in the conditions underlying the approval of the Amended and Restated Development Order have occurred, or the Amended and Restated 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.

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(amended: Resolution Nos. R93-0088, R95-235, R97-218, R06-026, ~~RI 3-174, R17-057~~).

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8. Thirty days prior to the selection of a land use trade-off under the Equivalency Matrix, the Developer shall notify Hillsborough County with cumulative land use totals and remaining allowable quantities in the subsequent annual report

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for the Development. No additional approval of a particular land use trade-off is required pursuant to this provision, so long as the desired trade-off is consistent with the formula set for the in the Equivalency Matrix. The 30 day advance notice requirement shall not preclude the submission of construction plans or other permit applications for review by the County, provided that no approvals shall be issued until the desired trade-off has been verified as consistent with the formula set forth in the Equivalency Matrix.

*(added: Resolution No. R97-218; substituted: Resolution No. R06-026)*

B. Transportation

1. A transportation improvements plan and schedule for the Falkenburg Road, U.S. Highway 301 area, in cooperation with the Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC), the Tampa Metropolitan Planning Organization (MPO) and developers in the study area shall be developed. The plan shall consider all approved developments in the area including previously approved ~~DRI~~s, and projected development. The plan shall be commenced within one year of issuance of construction permits and be completed prior to issuance of building permits. In lieu thereof, issuance of a development order approving an areawide ~~DRI~~ including the project site shall satisfy this requirement. The parameters for this interim transportation plan or areawide ~~DRI~~ traffic analysis shall include, but not be limited to:

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- a. The regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional roadways to be constructed within the study area.
- b. The existing, approved and projected development to be included within the plan.
- c. The manner by which the traffic impact of existing development will be documented and assessed.
- d. The manner by which the traffic impact of approved and projected development will be documented and assessed.
- e. The procedure by which mass transit shall be studied as a viable alternative to alleviate overburdening of the roadways.
- f. Identification of specific construction implementation goals, such as right-of-way acquisition and implementation of additional north/south and

east/west corridors designed to coincide with transportation improvement needs generated by completion of projects approved within the study area.

- g. Identification of sources of funding commitments for the improvements identified.

The I-75 Corridor Study currently underway by the Hillsborough County City-County Planning Commission and the Brandon Area Transportation Study may fulfill part or all of these requirements.

*(amended: Resolution No. R06-026. This condition has been satisfied by the completion and adoption of the I-75 Corridor Study by the Hillsborough County Board of County Commissioners.)*

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- 2. An annual monitoring program for the total CROSSTOWN CENTER DRI, which will record driveway volumes in the evening peak hour, shall be started when certificates of occupancy have been issued for the build-out of Phases 1A and 1B or equivalent trip generation (779 Inbound + 1,652 Outbound = 2,431 p.m. peak hour trips). The number of approved p.m. peak hour trips (2,431) is inclusive of those trips associated with specifically approved Phases 1A and 1B. If the driveway volumes exceed more than 15 percent of those projected for peak hour in the ADA, a substantial deviation determination shall be required. If the variance is determined to be a substantial deviation, a revised transportation analysis will be required 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.

*(amended: Resolution R06-026; R13-174)*

- 3. When any subphase of development within the Development is submitted for preliminary commercial site plan approval or subdivision plat approval, the Developer shall provide to Hillsborough County a transportation analysis based upon data, assumptions and methodology agreed to by Hillsborough County that demonstrates that the project's driveways at US Highway 301 at Delaney Creek Boulevard, Falkenburg Road at Delaney Creek Boulevard and Falkenburg Road at Delaney Lake Drive operate at an acceptable level of service in both the AM and PM peak hour with the addition of the proposed development. If the analysis demonstrates that the project's driveways are operating at an unacceptable level of service, the applicant will be responsible for construction of the necessary improvements to allow the driveways to operate at an acceptable level of service as a condition of the site plan approval or subdivision plat approval.

*(amended: Resolution R06-026)*

4. The Developer, at its option, shall select one of the following alternatives to mitigate the project's transportation.

a. Option 1

- (1) Prior to approval of the development, ~~acquire funding~~ commitments from responsible entities for the roadway improvements indicated in Table 1 and Table 2. Without funding commitments for these improvements, construction permits shall not be issued. Where stipulated, the Developer shall provide the improvements.
- (2) Prior to approval of Phase II of the development, acquire funding commitments from the responsible entities for the roadway improvements indicated in Table 3. Without funding commitments for these improvements, construction permits shall not be issued for Phase II.
- (3) Alternatively, the Developer may sub-phase the project, whereby specific amounts of project development are approved on condition that specific regional roadway improvements are provided on conditions that the following conditions exist:
  - (a) TBRPC and Hillsborough County shall concur with the defined amount of development to be specifically approved.
  - (b) Funding commitments for roadway improvements shall be required when the regional roadway operates below an average daily LOS C, D at peak hour and the development contributes 5 percent or more of the average daily LOS C, D at peak hour capacity of the existing facility or such higher percentage as may be applicable upon designation of the project as an Activity Center pursuant to the Regional Planning Council's adopted growth policy, Future of the Region.
  - (c) A stop order shall be issued before development takes place which triggers the need for roadway improvements pursuant to TBRPC policy, but for which funding commitments have not been assured. A new analysis and/or monitoring may also be required in this instance.

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(4) The Developer shall submit for approval by TBRPC, Hillsborough County, the Tampa Urban Area MPO, Florida Department of Transportation (FDOT), the Hillsborough Area Transit Authority (HART), a plan of transportation systems management (TSM) measures to be instituted and implemented for each project phase. The plan shall provide for sufficient TSM measures to divert a significant percentage of total peak hour trips away from the peak traffic hours projected in the ADA. The plan shall be submitted to the reviewing agencies within one year of issuance of the Amended and Restated Development Order and shall address the following at minimum:

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1. Worker flex time.
2. Worker ridesharing strategies.
3. Provision of transit and service facilities and programs to increase transit ridership.
4. High Occupancy Vehicle Options.

If Developer desires the opportunity to seek credit against transportation impact fees for any lowering of traffic impacts resulting from TSM measures, each annual report for this development after the issuance of certificates of occupancy ~~for~~ Phase shall include a yearly assessment of the actual achievement of vehicle trips diverted from the peak hour as a result of the TSM measures. This assessment shall also include sufficient and appropriate documentation for all diversions claimed as a result of implementation of each TSM measure. The results of the TSM study may serve as a basis for the Developer to request Amended and Restated Development Order amendments.

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Table 1. Intersection Improvements Needed for Phase I (1990)

Intersection	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOSD Peak-Hour Capacity	Required Improvement
FALKENBURG ROAD at Broadway Avenue	F	8.6	Add one EB right-turn lane, one NB

				left-turn lane and one SB left-turn lane
BUFFALO AVENUE at Orient Road	F	6.9		Add one EB left-turn lane and one WB left-turn lane
PALM RIVER ROAD at 78 <sup>th</sup> Street	F	18.7		Add one EB left-turn lane, one WB left-turn lane, and one EB right-turn lane
S.R. 60 at Falkenburg Road_F		37.6		Add one NB right-turn lane and one WB left-turn lane
S.R. 60 at I-75	F	100.00		Redesign southbound Right Turn
S.R. 60 at U.S. 301	F	10.5		Add one WB left-turn lane
U.S. 301 at Site Drive	NIA	100.0		Signalize and lengthen existing through lanes
FALKENBURG ROAD at North Site Drive	NIA	100.0		Signalization
FALKENBURG ROAD at South Site Drive	NIA	100.0		Signalization

Table 2. Link Improvements Needed for Phase I (1990)

Level of Project

Roadway Link	Service with Project Prior to Improvement	Traffic as Percent of LOSD Peak-Hour Capacity	Required Improvement
FALKENBURG ROAD S.R. 60 to Broadway	F	8.6	Add one NB and one SB through to existing two
Palm River Road to Crosstown Expressway	N/A	N/A	Construct new four-lane divided Arterial
S.R. 60 I-75 to Lakewood Drive	F	10.6	Add one EB and one WB through to existing four
Lakewood Dr. to Kings Ave.	F	5.3	Add two EB and two WB through to existing four
U.S. 301 S.R. 60 to Site Entrance	F	10.5	Add one NB and one SB through to existing four
KINGS AVENUE Oakfield to S.R. 60	F	6.9	Add one NB and one SB through to existing two
LAKEWOOD DRIVE Oakfield Dr. to S.R. 60	F	9.7	Add one NB and one SB through to existing two

Table 3. Intersection Improvements Needed for Phase II (1993)

Intersection	Level of Service with Project Prior to Improvement	Project Traffic as Percent of LOSD Peak-Hour Capacity	Required Improvement
LUMSDEN ROAD at Bryan Road right-turn lane	F	7.3	Signalization Add one EB
PALM RIVER ROAD at 50 <sup>th</sup> St.	F	5.5	Add one EB right-turn lane
S.R. 60 at 78 <sup>th</sup> St.	E	5.5	Add NB left- turn lane
S.R. 60 at 50 <sup>th</sup> St.	E	5.3	Convert SB right-turn lane to shared SB through and right-turn lane

b. Option 2

In the event that commitments for transportation improvements are only adequate to permit partial approval by Hillsborough County of the CROSSTOWN CENTER development, the capacity and loading of transportation facilities in the central Hillsborough County transportation area, including but not limited to the regional roadways and intersections referenced in Option 1, shall be limiting factors in any subsequent approvals. Accordingly, the Developer shall generate and provide Hillsborough County, the Tampa Urban Area Transportation Study (TUATS), MPO, and FDOT and the TBRPC, pursuant to the provisions of Section 380.06, Florida Statutes, with updated current traffic counts on the above roadways and projections of traffic volumes that will result from the completion of the currently approved project construction plus that to be generated by the next portion for which the Developer is seeking approval. Each updated traffic analysis shall indicate alternate transportation improvements or mechanisms which, when implemented, will maintain the roadways and intersections at a satisfactory average daily Level of Service C, and a peak hour level of service D. Both the traffic counts and the projection of traffic volume shall be prepared consistent with generally accepted traffic engineering practices. Prior to any specific approval beyond the initial partial approval, the County or its designee shall ensure in written findings of fact that the above roadways and intersections are operating at or above an average daily Level of Service C, and a peak hour level of service D, and that the expected trips to be generated by such approval would not cause the roadways to operate below an average daily Level of Service C, and D at peak hour.

c. Option 3

*(The Developer has elected Option 3 to mitigate transportation impacts.)*

In lieu of Option 1 or 2 above, the Developer may elect Option 3 as set out herein. The requirements of Option 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of the projects on regionally significant transportation highway facilities within the primary impact area. The approval of this mitigation/curing mechanism is based upon the project's impact on transportation facilities, the substantial public benefit to be gained by accelerating the design, construction and use of a major public facility, and its consistency with the TBRPC and DCA policies regarding pipelining transportation impacts.

- (1) The Developer shall design and construct the extension of Falkenburg Road as a 4 lane divided roadway from its existing

intersection with the Crosstown Expressway north to Palm River Road. Said design shall also include left turn lanes as required to meet County standards at the Falkenburg/Palm River Road intersection.

*(THIS CONDITION HAS BEEN SATISFIED. The extension of Falkenburg Road as a 4 lane divided roadway from its existing intersection with the Crosstown Expressway north to Palm River Road has been completed with left turn lanes which meet County standards at the Falkenburg/Palm River Road intersection.)*

- (2) The Developer shall design and construct the widening of U.S. 301 from the site entrance north to the intersection of U.S. 301 and State Road 60. U.S. 301 shall be widened from a 4 lane divided to a 6 lane divided roadway.

*(THE REQUIREMENTS OF OPTION 3 HAVE BEEN SATISFIED BY THE EXTENSION OF FALKENBURG ROAD AS SET FORTH IN PARAGRAPH B.4.c(J) ABOVE.)*

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- (3) The design work required under paragraphs c.(1) and (2) above shall be referred to herein as the "Required Design" and the improvements required under paragraphs c.(1) and (2) above shall be referred to as the "Required Improvements". The "Required Design" for Falkenburg Road shall be completed and approved and all required governmental permits secured no later than October 7, 1996 (the "Completion Date"). The Developer shall submit to the Director of the Capital Projects Department quarterly status reports on the Developer's design and permitting activities. The first quarterly status report on the design and permitting activities on the Falkenburg Road shall be due no later than ninety (90) days after the effective date of this Resolution. The first quarterly status report shall include a detailed schedule of design and permitting milestones which, if met, will result in completion of the Required Design for Falkenburg Road and permitting activities by the date set forth above. Each subsequent quarterly report shall indicate whether the Required Design for Falkenburg Road and permitting activities are on schedule or behind schedule. Each quarterly report, after the initial report, shall be received by the County's Director of the Capital Projects Department within ninety (90) calendar days from the due date of the previously submitted report. If either the Required Design for Falkenburg

Road or the permitting activities are behind schedule, the quarterly status report shall provide a thorough explanation of the reasons for falling behind schedule and the steps taken by the Developer to get back on the original schedule. If the required design for Falkenburg Road and permitting activities are more than six (6) months behind schedule, a Notice of Proposed Change shall be submitted by the Developer and the Amended and Restated Development Order shall be amended to reflect the changes.

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No later than sixty (60) days prior to the Completion Date for the Required Design set forth above (or any extension thereto approved by the Board of County Commissioners of Hillsborough County in an amended order) the Developer shall provide written notification to the County Administrator of Hillsborough County, the Tampa Bay Regional Planning Council and the Department of Community Affairs of its intention to proceed with and complete the construction of the Required Improvements for Falkenburg Road in accordance with the schedule provided for or the decision of the Developer to pay to the County the costs for the Required Improvements pursuant to Subsection B.3.c.(6) in lieu of constructing the Required Improvements itself, subject to County approval (the "Notification Date"). If on or before the Notification Date, the Developer chooses not to construct or pay the County for the construction of the Required Improvements for Falkenburg Road, then the Developer shall notify, in writing, the Board of County Commissioners, the Tampa Bay Regional Planning Council and Department of Community Affairs of its election of Option 1 or Option 2 to mitigate the project's transportation impacts.

If on or before the Notification Date the Developer notifies the County of its election to construct Falkenburg Road, but has not completed the Required Design and commenced construction of the Required Improvements on or before June 7, 1997, then the Developer shall be deemed to have forfeited all rights, duties, and obligations of the Developer pursuant to Option 3 of this Amended and Restated Development Order unless prior to June 7, 1997 the Developer pays to the County the costs of the Required Improvements pursuant to the terms hereof in lieu of constructing the Required Improvements.

While the development is proceeding under Option 3 with the Required Design of the Required Improvements, no permits shall be issued unless the Phase or sub-Phase meets the requirements of Option 1 or Option 2 of Subsection V.B.3 of the Amended and Restated Development Order. Once the Developer pays or begins construction of the Required Improvements in accordance with the schedule, the additional requirement of meeting Option 1 or Option 2 prior to obtaining further permits shall terminate.

The Developer's failure to comply with the conditions or time frames of this section or the Developer's decision not to construct the Required Improvements shall be deemed by Hillsborough County to be the Developer's election to forfeit all rights, duties and obligations of the Developer pursuant to Option 3 of this Amended and Restated Development Order.

In the event that either (a) the Developer has not completed the Required Design for Falkenburg Road and obtained the governmental permits necessary to construct the Required Improvements for Falkenburg Road on or before the Completion Date set forth above; or (b) has notified the Board of County Commissioners of Hillsborough County, the Tampa Bay Regional Planning Council and Department of Community Affairs of its decision not to construct the Required Improvements for Falkenburg Road, the Developer, at no cost or expense to Hillsborough County, shall deliver all documentation including, but not limited to, all plans, drawings, specifications, studies, surveys, permits, and reports related to the Required Design or permitting of Falkenburg Road and Required Improvements for Falkenburg Road to the County Engineer. This delivery shall take place on either: (i) the Notification Date if the Developer notifies the County of its decision not to construct the Required Improvements; or (ii) June 7, 1997, in the event that the Developer has been unable to complete the Required Design and to commence the Required Improvements on or before June 7, 1997.

Subject to the availability of funds as specified in Subsection 3.c.(4) of this Section V, the Required Design for U.S. 301 shall be completed on or before May 1, 1998 and shall be subject to the same conditions placed upon the Required Design for Falkenburg Road as set forth herein, with the



exception of the time for submittal of the first quarterly report. The first quarterly report related to the design and permitting of U.S. 301 shall be submitted to the Florida Department of Transportation, Hillsborough County Director of Capital Projects, Department of Community Affairs, and Tampa Bay Regional Planning Council for review on or before February 1, 1996. The provisions of this Subsection shall take precedence over any other provision of this Amended and Restated Development Order.

*(THIS CONDITION HAS BEEN SATISFIED BY THE CONSTRUCTION OF THE FALKENBURG ROAD IMPROVEMENTS.)*

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- (4) The Required Design shall be prepared in a manner normally used in Hillsborough County roadway projects and in accordance with Hillsborough County Standards and the Florida Department of Transportation's Plans Preparation Manual and Standards for Construction. The design period shall include a fourteen (14) day review period by the County (for Falkenburg Road improvements) and FDOT (for U.S. 301 improvements) of all plans at 30%, 60%, 90% and 100% of completion. Upon receipt of FDOT's acceptance of 100% of U.S. 301 plans, the Developer shall notify FDOT of the proposed construction schedule and initiate the appropriate agreements acceptable to FDOT to construct the U.S. 301 improvements, to the extent funds are available. In addition, the Developer shall inform FDOT of the amount of money, if any, remaining from the Falkenburg Road improvements as soon as the amount can be determined. If sufficient funds are not available to complete a reasonable capacity improvement project on U.S. 301, then the Department and the Developer will determine the appropriate course of action to be taken to enable the Department to utilize the remaining funds.

*(amended: Resolution No. R89-0088. THIS CONDITION HAS BEEN SATISFIED BY THE CONSTRUCTION OF THE FALKENBURG ROAD IMPROVEMENTS)*

- (5) Subject to acts of God or other occurrences beyond Developer's control, unless extended by the County Engineer as a result of unavoidable permitting delay, the Developer shall expeditiously commence the construction of the Required Improvements upon approval of the Required Design by FDOT (for U.S. 301 improvements) and the Hillsborough County

Engineering Department and shall complete such construction on or before 12 months after said approvals for U.S. 301 improvements and by October 31, 1998 for the Falkenburg Road Improvement. To ensure that the Required Improvements are completed at the earliest possible time, upon written request to the directors of the Real Estate and Development Services Departments, Hillsborough County shall, within a reasonable time after receipt of said request, assist the Developer when required in obtaining all necessary permits, approvals and utility relocations, off-site construction easements and rights-of-way necessary to complete said improvements, including the initiation and prosecution of eminent domain proceedings with usage of the supplemental proceedings under Chapter 74, Fla. Stat., to acquire land for drainage facilities. The Developer shall assist the County in obtaining all information necessary to file and pursue such action. The Developer agrees to advance all costs and expenses necessary to file and pursue any action initiated by the County hereunder, including reasonable attorney's fees and expert witness fees, and to advance all funds needed to purchase the necessary land and property taken, including, but not limited to, severance damages, business damages, special damages, and costs to cure. The County agrees to file and pursue such action and purchase the necessary right-of-way with funds advanced by the Developer and only to the extent covered by such funds. Upon completion of the Required Improvements substantially in accordance with the Required Design, Hillsborough County shall accept the Required Improvements and shall assume full responsibility for their maintenance except for those under the jurisdiction of the FDOT. No Certificates of Occupancy in excess of 300,000 square feet of office space, or the equivalent thereof under the Equivalency Matrix, shall be issued until the Falkenburg Road Improvement is substantially complete.

*(amended: Resolution Nos. R89-0083, R97-218. THIS CONDITION HAS BEEN SATISFIED BY THE CONSTRUCTION OF THE FALKENBURG ROAD IMPROVEMENTS.)*

- (6) In lieu of the requirements under paragraphs B.3.c.(1 - 5) above, the Developer may elect to pay Hillsborough County, subject to the County's approval, the total costs for the aforesaid Required Design and the Required Improvements, which, for purposes of this Amended and Restated

Development Order, shall be \$3,051,000 (the "Required Improvement Costs"), to be adjusted for cumulative inflation or deflation from August 1987 to the date of contribution of the Required Improvement Costs using the (composite) Price Trend Index for Florida Highway Construction (Composite Fiscal Year) published by the State of Florida Department of Transportation State Estimates Engineer (the "Price Trend Index"). If the Developer has made any reasonable and necessary expenditures in connection with design and/or construction of the Required Improvements, which are eligible for impact fee credits under applicable County ordinances, including, but not limited to, land acquisition costs, prior to payment of the Required Improvement Costs in accordance with this paragraph and provides the County Engineer with itemized proof of the expenditures, the Required Improvements Costs shall be reduced by allowance of a credit for such expenditures, which credit shall be adjusted for increases in the Price Trend Index as follows: the credit for each expenditure shall be a sum equal to the product of the expenditure and the percentage increase, if any, in the Price Trend Index for the Fiscal Year in which the final payment of the Required Improvements Costs was paid over the Price Trend Index for the Fiscal Year in which the payment of the expenditure was paid. The determination as to whether expenditures made by the Developer in connection with the design, land acquisition, other pre-construction costs and construction costs for the Required Improvements are reasonable and necessary shall be determined jointly by the County Engineer and the Developer's transportation consultant (the "Transportation Consultant"). A traffic engineer employed by the State of Florida Department of Transportation ("DOT"), with experience in Florida road construction shall have the right to review any construction costs expended by the Developer in constructing the Required Improvements, and may make recommendations to the County Engineer as to whether such costs are reasonable and necessary. The intent of this paragraph is to enable the Developer to meet its obligations to fully mitigate the traffic impacts of the project under the law by paying the stated sums, which exceed Developer's fair share of the costs of the improvements identified in Tables 1, 2 and 3 of this Amended and Restated Development Order, in lieu of constructing the identified improvements if, for reasons beyond the Developer's control, it becomes impractical or

impossible for the Developer to complete said improvements within the parameters defined herein.

*(substituted: Resolution Nos. R93-0088, R95-235. THIS CONDITION HAS BEEN SATISFIED BY THE CONSTRUCTION OF THE FALKENBURG ROAD IMPROVEMENTS.)*

- (7) If the County accepts payments under this section, it shall use such monies to design and construct the Required Improvements. If it is not practical to complete the Required Improvements, the County may elect to use such monies to construct one or more other improvements which meet the requirements of the Department of Community Affairs Transportation Policy Rule and Section 19.8.14, Future of the Region (1987), and this Amended and Restated Development Order shall be amended to identify the improvements to be constructed. The County shall complete said improvements within the time frames established in paragraphs B.3.c.(3) and (5), subject to delay for conditions or occurrences beyond the County's control as referenced in paragraph B.3.c.(5).

*(THIS CONDITION HAS BEEN SATISFIED. The Required Improvements have been completed.)*

- (8) Should the Developer fail to substantially comply with the time frames listed herein, the County shall have the right to complete the Required Design or construction of the Required Improvements.

*(THIS CONDITION HAS BEEN SATISFIED. The Required Design and Required Improvements for Falkenburg Road have been completed.)*

- (9) Development activities and issuance of permits shall immediately cease if the Required Design and Required Improvements or the payment of the Required Improvements Costs as described herein are not provided by the Developer in accordance with the requirements of paragraphs B.3.c.(1) - (8), above.

*(THIS CONDITION HAS BEEN SATISFIED. The Required Design and Required Improvements for Falkenburg Road have been completed.)*

- (10) If the Developer determines that it will not be able to substantially complete the Required Design and the Required Improvements for the Required Improvements Costs, the Developer may satisfy its obligations under this Option 3 by constructing other improvements approved by Hillsborough County that are consistent with Section 19.8.14, Future of the Region (1987), and the Department of Community Affairs Transportation Policy Rule, that have a value equivalent to the Required Improvements Costs.

*(THIS CONDITION HAS BEEN SATISFIED. The Required Design and Required Improvements for Falkenburg Road have been completed.)*

- (11) If, as provided for herein, alternate improvements are substituted for those defined as the Required Improvements in this Option 3, this Amended and Restated Development Order shall be amended in accordance with applicable laws to identify said alternate improvements and to establish a schedule for their completion consistent with the requirements of this Amended and Restated Development Order.

*(THIS CONDITION HAS BEEN SATISFIED. The Required Improvements for Falkenburg Road have been completed.)*

5. The Developer shall receive credit against impact fees, pursuant to law. The application and payment of impact fees in itself will not constitute funding commitments for the required right-of-way dedications and transportation improvements. Any difference between the Required Improvements Costs and the sum of the costs of the Required Design and the Required Improvements (the "Difference") shall be paid in cash prior to the issuance of the final Certificate of Occupancy for the project, provided that the Developer may elect to make other improvements of a value equivalent to the Difference, subject to approval by the Hillsborough County Engineering Department. The Developer's completion of the Required Design and Required Improvements and payment of the Difference, or completion of other improvements in lieu of the Difference as provided for herein, shall be deemed to fully and completely satisfy any and all of its obligations under the law to mitigate the traffic impacts of the CROSSTOWN CENTER project.
6. Driveway radii onto U.S. 301 and Falkenburg Road shall be a minimum of 40 feet in size to accommodate single unit vehicles.

*(THIS CONDITION HAS BEEN SATISFIED. Driveway radii onto Falkenburg Road is minimum of 40 feet in size.)*

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

*(THIS CONDITION HAS BEEN SATISFIED. A pedestrian circulation system and a bicycle circulation system have been provided)*

8. The platted right-of-way, Hallmark Avenue, which is maintained by the County for a length of 21 hundredth of a mile, shall not be vacated along this maintained length unless access via this right-of-way to U.S. 301 is secured for the land north of and abutting the right of way. The purpose of this condition is to avoid the need for an additional median opening on U.S. 301 north of the project.
9. Pending the completion of the special FDOT study of I-75, FDOT desires to maintain a level of service (LOS) C peak hour on the I-75 interchange ramps to avoid prejudicing the study's recommendations. No additional lanes, new interchanges, or modifications of existing interchanges (other than the installation of dual left turn receiving lanes or other minor geometric changes for the purpose of improving traffic service on intersecting roadways) to the I-75 system will be approved prior to the completion of this special study.

If, during the study period, the LOS C peak hour threshold will be exceeded on the ramps of the I-75/S.R. 60 interchange, the Developer may, at its expense, utilize ramp metering or other improvements acceptable to FDOT to preserve the LOS C peak hour service level. Building permits will not be issued if ramp metering or such other improvements (which can be demonstrated by means of a new traffic analysis to maintain level of service "C" peak hours) are not permitted by the Federal Highway Administration and said alternative improvements are not approved and funded prior to the commencement of construction.

If, after an evaluation of such an Operational Analysis, the review by the County and FDOT indicates that the LOS C peak hour threshold will be exceeded for any ramp of the I-75/S.R. 60 interchange as a result of the Development's traffic prior to the submission of the next Operational Analysis, and the Development's traffic contributes more than five percent (5%) to the traffic volume, the County will determine whether to continue issuing building permits and will notify the Developer of this determination in writing. If the LOS C peak hour threshold is

projected to be exceeded for the ramps prior to submission of the next Operational Analysis, the Developer shall have the opportunity to submit evidence to both the County and FDOT to demonstrate that Development traffic, as identified in an Operational Analysis, does not contribute more than five percent to the ramps' traffic volume, or evidence as to improvements that will mitigate the project's impacts, under either of which conditions the County shall not, by reason of this Section cease the issuing of building permits for the Development.

This condition shall be in effect for the duration of the FDOT study period or for twenty four months from the date of issuance of this Amended and Restated Development Order, whichever is earlier.

*(amended: Resolution No. R89-0083; corrected: Resolution No. 97-218; amended: Resolution No. R06-026)*

*(THIS CONDITION HAS EXPIRED. This condition was only to remain in effect for 24 months from the issuance of the Original Development Order.)*

10. As a condition of this Amended and Restated Development Order, the Developer agrees to honor those representations contained in the letter attached hereto as **Exhibit A** and incorporated herein by reference. The representations contained in **Exhibit A** are associated with site-related improvements to U.S. 301 in conjunction with the two driveway access points. The Developer and the Florida Department of Transportation by mutual agreement may change the representations contained in **Exhibit A** without requiring an amendment to the Amended and Restated Development Order.

*(This condition was added by Resolution No. R89-0083, and was incorporated into the language of this Amended and Restated Development Order by Resolution No. R06-026)*

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11. The Developer has satisfied the transportation mitigation requirements for Phase 1A of the Amended and Restated Development Order through the construction of the Required Improvements. In addition, the Developer has satisfied all regional transportation mitigation for Phase 1B through the construction of the Required Improvements. However, in order to satisfy local transportation mitigation requirements imposed by Hillsborough County relative to the Phase 1B development, and prior to issuance of the first building permit for vertical development in Phase 1B, the Developer has agreed to make a proportionate-share payment of \$34,000, which amount shall be due and payable within ninety (90) days of the approval of this Amended and Restated Development Order. Upon payment of the proportionate share amount of \$34,000.00 to Hillsborough County, the Developer shall be deemed to have satisfied the requirements of § 163.3180(5)(h)c, Fla. Stats. (2013), and the transportation mitigation requirements

for all of Phase ~~1B~~, The transportation impacts associated with Revised Phase 2 will be evaluated as part of a Section 380.06, ~~Florida Statutes~~ analysis. Phases IA and ~~1B~~mitigation credits shall not be considered in said Revised Phase 2 analysis or any future changes in development.

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*(THIS CONDITION HAS BEEN SATISFIED. The Developer has satisfied the transportation mitigation requirements for the Revised Phase 1 of the Development Order. Any transportation impacts associated with Revised Phase 2 will be evaluated in future analysis.)*

Deleted: amended: Resolution No. R06-026; RIJ-174)

C. Air Quality

1. If any proposed change is determined to be a substantial deviation, Hillsborough County shall determine whether the nature of the proposed change(s) is such that it would require a re-analysis of the air quality impacts of this project or if such proposed change includes uses which are determined to be point sources of air pollution. If a re-analysis is warranted as determined by Hillsborough County, the Developer shall perform point source air quality analyses and the Developer shall take remedial measures as required by Hillsborough County, all in accordance with applicable law.
2. The measures to reduce erosion, fugitive dust and air emission stated on pages 13-4 and 14-6 of the ADA shall be required.

D. Stormwater Management and Water Quality

1. In order to protect water quality, there shall be no degradation of water quality standards from stormwater exiting the site. The Developers shall comply with all Department of Environmental Protection (DEP) and South West Florida Water Management District (SWFWMD) permitting requirements and specifically with Chapters 62-301, 62-302, and 62-520, F.A.C. Any violation of Chapters 62-301 or 62-520, Florida Administrative Code (F.A.C.) shall require corrective measures as set forth by DEP.

*(amended: Resolution No. R06-026)*

2. Prior to the issuance of any building permits the Final Drainage Plan and drainage calculations shall be submitted to TBRPC and DE-RP 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 construction shall be the prevailing criteria to use for design and construction unless other affected agencies' drainage criteria is more restrictive.

*(amended: Resolution No. R06-026. THIS CONDITION HAS BEEN SATISFIED. A*



*drainage plan and drainage calculations have been submitted to the appropriate*

agencies.)

3. Due to the "volume sensitive" nature of Delaney Creek, the drainage design for CROSSTOWN CENTER must satisfy the following criteria from the 1986 Delaney Creek Stormwater Master Plan. ES-7 and ES-8 by Ghioto, Sinjhofen and Associates, Inc.:
  - a. Compensating storage must be provided for any encroachment into the 100-year flood plain.
  - b. The peak rate of discharge resulting from the 100-year 24-hour storm under post-development conditions must not exceed the pre-development peak rate of runoff from the 10-year 24-hour storm.
  - c. The volume of runoff discharged from the 100-year 24-hour storm under post development conditions must not exceed that amount of runoff produced from the development 100-year 24-hour storm.
4. If reorientation of Delaney Creek is deemed necessary, excavation activity will include the creation of a littoral shelf on one side of Delaney Creek in accordance with the requirements of those agencies issuing permits for such activity.
5. Stormwater detention/retention pond design requirements for the development shall be as listed below unless otherwise approved by the Hillsborough County Environmental Protection Commission and the Hillsborough County Drainage Engineer:
  - a. The side slopes shall be no greater than 4:1.
  - b. The banks shall be completely vegetated to the design low water elevation.
  - c. The sides and the bottom of each pond shall not be constructed of impervious material.
6. The Developer shall give all necessary drainage easements or rights-of-way as required by the County's Stormwater Division of Public Works Department, in accordance with applicable regulations, prior to Master Drainage Plan approval.
7. In order to protect water quality the Developer shall implement a vacuum street cleaning program for the parking and roadway areas within the development.

8. No habitable structures shall be allowed in the designated 25-year floodplain unless provisions are made to compensate for reduction in natural storage area caused by the development.

E. Wetlands

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 hydroperiod alteration shall be permitted in conservation or preservation areas identified on the Master Development Plan.
    - (2) No dredging, filling or development activities will be allowed within preservation areas. Activities within the conservation areas shall be limited to approved stormwater management outfall structures and boardwalks.
    - (3) The proposed retention/detention wetland systems shall be designed, constructed, and maintained pursuant to the guidelines of the Stormwater and Lake System Maintenance and Design Guidelines (TBRPC, 1978).
2. A mitigation plan for all displaced wetlands will be developed and implemented prior to or in conjunction with development in areas being disturbed. All mitigation areas and littoral shelves shall be monitored in accordance with the requirements of the agency or agencies issuing the permit for such mitigation.

*(THIS CONDITION HAS BEEN SATISFIED. A mitigation plan has been developed and implemented and monitoring continues.)*

3. All wetland losses shall require a minimum of 1:1 in-kind wetland replacement.
4. In the event that any species listed in Sections 39-27.03-.05, F.A.C. are observed frequenting the site for nesting, feeding, or breeding, proper mitigation measures shall be employed by the Developer in cooperation with the Florida Game and Fresh Water Fish Commission.
5. The land use designations for those portions of the CROSSTOWN CENTER site which meet the definition of preservation and conservation areas, as defined in the Regional Planning Council's adopted growth policy, Future of the Region, Section

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

*(THIS CONDITION HAS BEEN SATISFIED. Land use designations for those portions of the site which meet the definition of preservation and conservation areas have been designated on the revised General Development Plan.)*

F. Public Facilities

1. Prior to detailed site plan approval of the development the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision or expansion of internal water supply, supply lines, and facilities to service the project. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction.
2. Prior to detailed site plan approval of the development, the Developer shall ensure the provision of fire flows acceptable to Hillsborough County. The installation of a sprinkler system, fire hydrants or fire plan shall be options to ensure the provision of acceptable fire flows. No Zoning Compliance Permits shall be approved without verification from the Hillsborough County Fire Department that sufficient firefighting facilities/manpower/equipment required to serve the project are available.
3. Prior to issuance of detailed site plan approval of the development, the Developer shall provide documentation to the Department of Development Services a master plan for wastewater collection, treatment and effluent disposal facilities approved and permitted by the Utilities Department or other applicable entity. No Zoning Compliance Permits shall be issued without a commitment from Hillsborough County or other responsible entity to provide wastewater disposal capacity for the building(s) that are the subject of such application.
4. Any on-site wastewater treatment or disposal plant constructed to serve the project shall require a substantial deviation determination pursuant to F.S. 380.06(19), as amended.
5. Prior to issuance of detailed site plan approval of the development, the Developer shall verify to the satisfaction of Hillsborough County that adequate Emergency Management Services capabilities and facilities are available to service the development.
6. The Developer shall be required to provide for recovered wastewater disposal in accordance with any uniformly applicable Hillsborough County ordinance or

Department of Water and Wastewater Utilities take-back policy in effect prior to detailed site plan approval.

7. The Developer shall use non-potable water for landscape and open space irrigation unless otherwise approved by Hillsborough County.
8. The collection, transportation and disposal of solid waste is controlled by Hillsborough County ordinance and shall take place in accordance with the terms of said ordinance.

*(amended: Resolution No. R06-026)*

G. Hazardous Waste

1. Prior to the issuance of Zoning Compliance Permits, the Developer shall, if not in conflict with Hillsborough County plans and policies, and only as required to accommodate hazardous waste generators in the project (if any) provide separate hazardous waste storage areas within the project. These areas shall be accessible to all businesses and shall be marked and/or colored so as to clearly distinguish the areas intended for hazardous wastes and materials. (Hazardous wastes are those substances and materials defined in F.S. 403.703(21), F.S., and listed in Title 40 CFR Part 261), as amended.
2. The Developer shall, notify in writing, all project businesses of the location of the specially-designated hazardous waste and materials containers.
3. Surface impoundments of hazardous waste, hazardous waste piles, land treatment of hazardous waste, landfills and underground storage of hazardous materials shall be prohibited.
4. Large quantity generators of hazardous substances as defined by applicable Federal and State regulations, shall implement a site-specific surficial aquifer monitoring program as required by Hillsborough County, Hillsborough County Environmental Protection Commission (EPC) and DEP. An emergency response and hazardous waste management operation plan shall be required for those facilities which generate/handle hazardous wastes, to minimize hazards to human health and the environment. The plans shall describe the procedures and actions required of facility personnel as well as the duties of local EMS/fire and police departments and hospitals. The plan shall be included in the first annual report following occupancy within the park.

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5. All temporary hazardous waste storage facilities shall meet applicable federal, state and local laws, rules and regulations, and where appropriate the criteria set forth in Sections 3.913(a), (d) and (e), TBRPC's Future of the Region.
6. Small quantity generators as defined by applicable Federal and State regulations, should obtain United State Environmental Protection Agency (USEPA) identification numbers.
7. The Developer, through restrictive lease agreements or covenants, shall advise tenants and purchasers that any hazardous waste-must be transported and disposed of in a manner consistent with applicable laws and regulations.

H. Hurricane Evacuation

1. The Developer shall coordinate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, as to the feasibility of designating buildings within the CROSSTOWN CENTER development as public hurricane evacuation centers to shelter the residents of vulnerable areas. A report on the outcome of these discussions shall be submitted in the first annual report prior to issuances of Certificates of Occupancy for the project.

I. Energy Conservation

1. The energy conservation measures referenced in page 25-3 of the ADA shall be complied with by the Developer. The following energy conservation measures shall also be encouraged by the Developer or his assigns: for the office, service center, research and development and commercial components of CROSSTOWN CENTER:
  - a. The institution of programs to promote energy conservation by employees, buyers, suppliers and the public.
  - b. Reduction in levels of operation of all air conditioning, heating and lighting systems during non-business hours.
  - c. Recycling programs.
  - d. The use of energy-efficient cooling, heating and lighting system.
  - e. Installation of innovative energy conservation features such as waste heat recovery or solar power where feasible in project development.

- f. Use of the most energy efficient technology economically feasible in the construction and operation of the project's facilities.

J. Equal Opportunity

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

K. General

- 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.
- 2. Any approval of the CROSSTOWN CENTER development shall at minimum, satisfy the provisions of F.S. 380.06, as amended.
- 3. All of the final Developer's commitments set forth in the ADA, and as summarized in Attachment 1 to the Original Development Order entitled "Developer Commitments" shall be honored, except as they may be superceded by specific terms of the Amended and Restated Development Order.
- 4. That portion of the property zoned R-3MH as shown on Figure 12-1, page 12-8 of the ADA, shall be restricted to use as open space until such time as it is rezoned. Rezoning of this parcel to an industrial or commercial district shall permit it to be used for detention/retention as shown on the Master Plan for the project (Map H). The property has been rezoned in accordance with the above condition.

*(amended: Resolution No. R97-218, R06-026)*

- 5. Within 45 days of the issuance of this Development Order the Developer shall enter into a construction contract with the County, which, at minimum, shall incorporate the following terms and conditions:
  - 1. The Developer shall cause its contractor to provide insurance of the types and in amounts reasonably acceptable to the County;
  - 2. The Developer will direct its Contractor's attention to the fact that all applicable Federal and applicable State laws, municipal and County ordinances apply and all applicable rules and regulations of all authorities having jurisdiction over any part of the project apply;

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3. Prior to final completion, Developer will promptly, without cost to County, and as specified by County, either correct any defective work or remove and replace it with non-defective work;
4. If defective work is not corrected or replaced per County's instructions, the County may, after giving thirty (30) days notice to Developer, correct or replace the work itself and any direct or indirect costs shall be paid by Developer; provided that if, during the 30 day period, the Developer has commenced and is proceeding with bona fide curative measures, then the County shall not correct or replace such defective work until the Developer's curative acts are completed;
5. If County decides to accept defective work, there shall be an appropriate reduction in the amount of impact fee off-sets awarded to Developer, or Developer will pay to compensate for the defect;
6. Developer shall require its contractor to warrant and guarantee for a period of two (2) years following final completion that all material and equipment shall be new, unless otherwise specified and that all work will be of good quality, free from faults and defects and in accordance with Contract Documents reviewed and approved by County;
7. The Developer shall require its contractor to include the County as a party that may enforce all warranties and guarantees;
8. Until the end of the two year warranty period, any work the County determines to be faulty, unsatisfactory or non-conforming to the Contract Documents shall be considered defective and the Developer must, within a reasonable time upon notice from the County, cure the defect and if it fails to do so, the County may either do it at the County's expense, and deduct the costs from off-sets due the Developer, or accept it as defective work, and deduct the costs from impact fee off-sets due the Developer. The County's remedies hereunder are supplemental to any remedy provided by the warranty bond. The construction contract shall provide procedures to allow the Developer to contest decisions of the County under the Contract;
9. The Developer shall require its contractor to provide a warranty bond which insures its performance of the above warranties;
10. Developer shall require its contractor to execute performance and payment bonds on forms provided by County as security for the contractor's faithful



performance and payment of all its obligations. The bonds shall each be for one hundred percent (100%) of the contractor's contract price, as such price may be amended by change order and the County shall be a co-obligee of the bonds;

11. Developer shall indemnify and hold harmless the County, its employees, and agents from all liabilities arising from or resulting from the construction;
12. Developer shall provide an estimated cost of work prior to construction and will submit documentation for cost changes that shall be subject to review and approval by the County before impact fee off-sets are provided for additional costs;
13. Developer shall certify the availability of all land necessary for construction, including any and all easements, rights-of-way for access, and such other lands as are designated to be necessary for construction of the project. Any additional costs incurred because construction started before all land ownership and easement issues were resolved shall be borne by Developer and will not be considered for impact fee off-sets.

*(substituted: Resolution No. R97-218. THIS CONDITION HAS BEEN SATISFIED.)*

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, CINDY STUART, 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 fore-going is a true and correct copy of a Resolution 21 by the Board at its meeting on December 14, 2021 as same appears of record in Minute Book of the Public Records of Hillsborough County, Florida.

WITNESS hand and official seal this day of 2021.

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**EXHIBIT B**  
 TO AMENDED AND RESTATED DEVELOPMENT ORDER  
 PHASING SCHEDULE

A. Phasing Schedule and Deadlines

Subject to conditions set forth within the Development Order, including, but not limited to, Subsection B.3.c.(e) of Section V, the development of the project shall proceed in accordance with the following table:\*

PHASE	USE	AMOUNT
Phase IA (Buildout <del>July 13, 2021</del> <u>August 27, 2027</u> )	Multi-Family (Apartment, Townhouse)	1,097 units
	Office	949,302 sq. ft.
	Hotel	200 rooms
Phase IB (Buildout <u>August 27, 2027</u> <del>July 13, 2021</del> )	Multi-Family	<del>0-240</del> units
	Office	<del>400318,340000</del> sq. ft.
	Retail	50,000 sq. ft.
Phase 2	Office	150,000 sq. ft.
	Retail	295,000 sq. ft.
Total Project	Multi-Family	<del>1,097-337</del> units
	Office	<del>1,499417,302-642</del> sq. ft.
	Hotel	200 rooms
	Retail	345,000 sq. ft.

\*Land use totals may vary in accordance with the Equivalency Matrix attached hereto as Exhibit "C".

EXHIBIT "C" Crosstown Center NOPC

Revised Trip Equivalency Matrix ~~{(Updated: \_\_~~ · Amended Resolution R/7-D-SJ-J21-\_\_)

		Convert From				
		Apartment	Townhouse	Hotel	Office	Retail
To:	Apartment		0.850	0.948	2.939	4.320
	Townhouse	1.176		1.115	3.457	5.080
	Hotel	1.055	0.897		3.100	4.556
	Office	0.340	0.289	0.323		1.470
	Retail	0.231	0.197	0.220	0.680	
	Light Industrial	0.495	0.421	0.469	1.455	2.138

1) The proposed trip generation matrix reflects the newly proposed land development program, and the corresponding updated trip generation. Trip generation rates are to be updated to the most current edition of the Trip Generation Handbook available at the time of conversion. Furthermore, the base land uses for the basis of conversion are now as follows:

Land Use	Size
Retail (Shopping Mall, General Retail)	50,000 sf
Office (Office Complex, General Office)	1,349,303/117,642 sf
Multi-Family (Apartment, Townhouse)*	1,097-337 DU's
Hotel	200 rooms

\*As of ~~June 19, 2013~~ August 31, 2021 1,097-333 apartment DUs have been constructed.

2) Land use exchanges are based on net external two-way p.m. peak hour project traffic. Use of this matrix shall be limited to the following minimums and maximums to ensure that impacts for transportation, water, wastewater, solid waste, and affordable housing are not exceeded.

Land Use	Minimum	Maximum
Retail	<del>50,000</del> 44,000 sf**	1,700,000 sf
Office	50,000 sf	1,700,000 sf
Hotel	150 rooms	500 rooms
Light Industrial	0 sf	1,700,000 sf
Multi-Family	DU's	1,337 DU's

\*\*The minimum Retail square footage is reduced from 50,000 sf to 44,000 sf, provided that such 6,000 sf reduction of minimum Retail use may only be traded in exchange for the equivalent sf of Office use.

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3) Example Exchanges:

Add 50,000 Sq. Ft. Office by reducing Retail  
 $50 \text{ ksf} \div 1.470 = 34,013$ ; reduce Retail by 34,013 sf  
 Add 100 DUs Multi-Family by reducing Office  
 $100 \text{ DU's} + 2.939 = 34,025$ ; reduce office 34,025 sf