

STAFF REPORT

**DEVELOPMENT ORDER AMENDMENT
for
SOUTHBEND DEVELOPMENT OF REGIONAL IMPACT #145**

Petition #24-0376

**Prepared by
Development Services Department
Community Development Division**

SIGN-OFF APPROVALS	INITIAL	DATE
DIRECTOR, COMMUNITY DEVELOPMENT DIVISION	<i>J B G</i>	8/20/24

August 29, 2024

RECOMMENDATION

Staff recommends that the Board of County Commissioners find that the proposed changes for the Southbend Development of Regional Impact (DRI) would not cause additional unmitigated impacts and recommends approval in accordance with the attached resolution subject to any changes by the County Attorneys Office. This recommendation is based, in part, on Southbend Map H dated and received on August 9, 2024.

This Development Order Amendment is accompanied by related zoning application MM 24-0300.

BACKGROUND

The Southbend DRI encompasses ±619 acres located at the southwest quadrant of the I-75/Big Bend Road interchange. The project's Future Land Uses are UMU-20, CMU-12 and P/QP. The project consists of three phases. Phases 1, 2A and 2B. Phases 1 and 2A are specifically approved. This modification would introduce residential uses and reduce non-residential uses within Phase 2A. Attachment 1 shows the project's location and the area of the proposed changes.

The currently approved Southbend Phasing Schedule is shown below.

Land Use	Phase 1 Specifically Approved 12/31/2030	Phase 2A Specifically Approved* 3/31/2028	Phase 2B Specifically Approved 12/31/2030	Total
General/Regional Commercial		1,000,000 sf	400,000 sf	1,400,000 sf
Office	397,925 sf ¹	490,120 sf	0 sf	888,045 sf
Hotel		250 rooms (100,000 sf)	500 rooms (200,000 sf)	750 rooms (300,000 sf)
Neighborhood Commercial	116,600 sf		100,000 sf	216,600 sf
Multi-Family Residential **	172 343 du		300 du	472 du
Town House Residential			322 du	322 du
Single Family Residential**	1,020 du			1,020 du
Totals	1,192 1,363 du 514,525 sf	250 rooms 1,590,120 sf	622 du 500 rooms 700,000 sf	750 rooms 1,814 1,985 du 2,804,645 sf

The project has an approved Land Use Trade-off Matrix which allows exchanges of approved land uses within specified minimums and maximums.

The project is zoned Planned Development (RZ 86-0154) last modified by PRS 17-1229. The above Phasing Schedule appears on the certified site plan. The Zoning Hearing Master heard accompanying modification, MM 24-0300, on July 22, 2024.

PROPOSED CHANGES

The proposed changes will be applicable to development entitlements for Tracts 1a, 1b, 1c, and 15 (folios 51521.0210, 51523.0100, and 51523.0150). Attachment 2 shows the location of this tract within the DRI.

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PREPARATION DATE: August 29, 2024

1. Modify Map H to consolidate Tracts 1a, 1b, 1c, and 15 into Tract 1 and change the land uses and as shown below. (Exhibit 1)

Tract	Acreage	Land Use	
		From	To
1a	104	Retail, Office, Hotel	Tract 1: Mixed Use (137.09 Acres) General/Regional Commercial, Multi-Family, Single-Family/Townhome, Office
1b	24	Office	
1c		Retention	
15	5.07	Office	

2. Modify the Phasing Schedule to extend project build out dates and modify Phases 1 and 2A entitlements. These changes would reduce General Commercial/Retail entitlements from 1,000,000 sf to 750,000 sf, reduce office entitlements from 490,120 sf to 15,000 sf, and increase residential entitlements from 0 to 930 as shown below.

Land Use	Phase 1 (Tracts 3, 5, 6, 7, 9-14, 16-20) Specifically Approved 12/31/2030 06/02/2041****	Phase 2A (Tracts 1a, 1b, 15 Tract 1) Specifically Approved* 3/31/28 12/19/2036****	Phase 2B (Tracts 3, 5, 6, 7) Specifically Approved 12/31/2030 06/02/2041****	Total
General/Regional Commercial		1,000,000 750,000 sf	400,000 sf	1,400,000 1,150,000 sf
Office	397,925 326,789 sf*****	490,120 15,000 sf*	0 sf	888,045 341,789 sf
Hotel		250 rooms (100,000 sf)	500 rooms (200,000 sf)	750 rooms (300,000 sf)
Neighborhood Commercial	116,600 sf		100,000 sf	216,600 sf
Multi-Family Residential **	172 343 du	930 du ***	300 du	472 1,573 du
Town House Residential			322 du	322 du
Single Family Residential***	1,020 du			1,020 du
Totals	1,192 1,363 du 514,525 443,389 sf	250 rooms 1,590,120 sf 930 du 865,000 sf	500 rooms 622 du 700,000 sf	750 rooms 1,814 3,744 2,915 du 2,804,645 2,008,389 sf

Note: The southern 39.7-acres +/- have been moved to Wolf Creek Branch DRI #266 pursuant to NNP-Southbend II NOPC 2010.

* All of the Single Family Residential entitlements in Phase 1 were owned and developed by NNP-Southbend II, LLC. All of the non-Single Family in Phase 1 and all of Phase 2B entitlements are currently owned by Bayview. All of Phase 2A entitlements are currently owned by NRI Equity.

* While Office uses in Phase 2A shall be allowed on both Tract 1a and Tract 1b, only Office uses and structured parking shall be permitted as a principal use on Tract 1b. The Office development on Tract 1b shall occur in a maximum of eight (8) buildings.

* Phase 2A Office uses are allowed to be developed on Tract 15 so long as buffering is installed on Tract 15 in a manner consistent with Tract 1b.

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** Includes NNP-Southbend II LLC NOPC request for land use exchange to convert 150 SFD to 172 Multifamily (duplex) and to move 1,005 SFD Entitlements to Wolf Creek Branch DRI #266, for a total reduction of 1,155 SFD dus and increase of 172 multi-family dus.

****Per Sec. 40-77(a)-6 of the Hillsborough County Code of Ordinances, all of the entitlements in Phase 1, with the exception of 221,105 SF of office use, are grandfathered from the application of the Hillsborough County Mobility Fee Ordinance.

*** May include up to 100 platted townhomes

**** May be extended pursuant to § 252,363, Florida Statutes.

- Incorporate Table 6 as a Land Use Trade-off Matrix for Phase 2A and include the minimum and maximum amounts of development for Phases 2A into the Development Order as shown below.

Table 6 the Land Use Trade-off Matrix for Phase 2A

		<u>CHANGE TO:</u>				
		<u>220: Multi-Family</u>	<u>215: Townhomes</u>	<u>310: Hotel</u>	<u>710: Office</u>	<u>820: General Commercial</u>
<u>CHANGE FROM:</u>	<u>220: Multi-Family</u>		0.811 DU/DU	0.7232 RM/DU	0.2004 KSF/DU	0.1415 KSF/DU
	<u>215: Townhomes</u>	1.2329 DU/DU		0.8917 RM/DU	0.2471 KSF/DU	0.1744 KSF/DU
	<u>310: Hotel</u>	1.3826 DU/RM	1.1214 DU/RM		0.2771 KSF/RM	0.1956 KSF/RM
	<u>710: Office</u>	4.9903 DU/KSF	4.0477 DU/KSF	3.6094 RM/KSF		0.7060 KSF/KSF
	<u>820: General Commercial</u>	7.0689 DU/KSF	5.7333 DU/KSF	5.1126 RM/KSF	1.4165 KSF/KSF	

Minimum and aximum amounts of development for Phase 2A

<u>Land Use</u>	<u>Maximum</u>	<u>Minimum</u>
<u>Residential</u>	1,000 DU's	450 DU's
<u>Hotel</u>	400 Rooms	0 rooms
<u>Office</u>	50,000 sf	15,000 sf
<u>Commercial</u>	1,000,000 sf	400,000 sf

- Remove outdated statutory references to regional impact review, biennial review and reporting requirements for the Tampa Bay Regional Planning Council.
- Eliminate transportation conditions that have already been completed or otherwise satisfied for Phase 1 and acknowledge that the Phase 1 conditions are satisfied.
- Add a requirement to pay mobility fees to mitigate for transportation impacts associated with the Phase 2A residential entitlements.

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7. Acknowledge satisfaction of the mitigation requirement for public schools.

STAFF FINDINGS

Economic Development staff has reviewed related MM 24-0300 and has no objections to the proposed changes to Phase 2A.

Staff finds that the proposed changes do not cause additional unmitigated impacts. Staff recommends approval in accordance with the attached resolution subject to any changes by the County Attorney’s Office.

SOUTHBEND DEVELOPMENT ORDER HISTORY

On November 25, 1986, by adoption of Resolution R86-0260, the Board of County Commissioners (BOCC) approved a development order (DO) for the Southbend development of regional impact (DRI #145). The project included commercial, office, light industrial and residential land uses.

On July 14, 1992 the Board of County Commissioners approved the **first amendment** (R92-0168) to the project’s DO. This amendment approved the following changes: (1) Extended the buildout (and all phases) of the development, and the expiration of the DO by four years, eleven months and fifteen days, (2) added 2.5 acres to the project, and, (3) discontinued water sampling until development commenced. The revised Development Schedule is shown below.

Use	Phase I* (11.25.86 - 11.9.94)	Phase II* (11.9.95 – 11.9.97)	Phase III* (11.9.98 – 11.2000)	Total
Residential (units)				
• Single-Family	684	648		1,296
• Townhouse	266	266	266	798
• Apartments		360	356	16
• Total units	914	1,274	622	2,810
Regional Commercial (sq. ft.)			1,000,000	1,000,000
Neighborhood Commercial (sq. ft.)	110,000			110,000
Office (sq. ft.)	11,180	215,820	327,000	654,000
Service Center (sq.ft.)	213,120	213,120	213,120	640,000
Light Industrial	532,800	532,800	534,400	1,600,000
Hotel (500 rooms)		100,000	100,000	200,000

*Phase I was specifically approved; phases II & III were conceptually approved.

On July 15, 1997 the Board of County Commissioners approved a **second amendment** (R97-168) to the project’s DO. This amendment approved the following changes: (1) Combined a portion of Phase II development (300 single family units), with Phase I, to be specifically approved as Phase IIA, (2) Extended

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the buildout dates for Phase I and IIA to November 9, 1999, for Phase IIB to November 9, 1999, and for Phase III to November 9, 2002, (3) Added a Land Use Trade Off Mechanism, and (4) revised and removed various conditions.

On April 13, 1999 the Board of County Commissioners approved a **third amendment** (R99-074) to the project’s DO. This amendment approved the following changes: (1) Sub-phased the project by creating Phase IA to allow for the development of ±240 acres of residential uses and established transportation mitigation for new Phase IA. The buildout date for Phase IA was extended to November 9, 2002, which resulted in a cumulative extension of 12 years, 11 months and 15 days, (2) Modified Map H to allow flexibility in residential uses between single-family, multi-family and townhouse development, and (3) Modified conditions relating to approved phases, impact fee credits and school and park dedications.

The revised Development Schedule is shown below:

Use	Phase IA (11.9.02)	Phase I/IIA (11.9.99)	Phase IIB* (11.9.99)	Phase III* (11.9.02)	Total (6.14.06)
Single-Family					
• Single-Family	948		348		1,296
• Townhouse	266		266	266	798
• Multi-Family			360	356	716
• Total units	1,214		974	622	2,810
Regional Commercial (sq. ft.)				1,000,000	1,000,000
Neighborhood Commercial (sq. ft.)		110,000			110,000
Office (sq. ft.)		111,180	215,820	327,000	654,000
Service Center (sq.ft.)		213,120	213,120	213,760	640,000
Light Industrial		532,800	532,800	532,800	1,600,000
Hotel (500 rooms)			100,000	100,000	200,000

*Phase IIB & III were conceptually approved

On April 11, 2000 the Board of County Commissioners approved a **fourth amendment** (R00-082) to the project’s DO. This amendment approved a new condition (IV.M.4) authorizing the Covington Park Community Development District to undertake the funding, construction, operation and/or maintenance of projects identified in the DO.

On February 24, 2004 the Board of County Commissioners approved a **fifth amendment** (R04-048) to the project’s DO. The amendment approved the following changes: (1) Revised the Phasing Schedule to reflect a two-phase development as shown below. This revision included transferring the residential units from Phase IIB into Phase 1, and converting townhouse and multi-family units to single-family. The revised Phasing Schedule is shown below:

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Land Use	Phase 1 Buildout Date 12/31/2010	Phase 2* Buildout Date 12/31/2012	Total
Regional Commercial		1,000,000 s.f.	1,000,000 sf
Office	111,180 s.f.	542,820 s.f.	654,000 s.f.
Hotel		200,000 s.f. (500 rooms)	200,000 s.f. (500 rooms)
Neighborhood Commercial	110,000 s.f.		110,000 s.f.
Service Center	213,120 s.f.	426,880 s.f.	640,000 s.f.
Light Industrial	160,000 s.f.	1,440,000 s.f.	1,600,000 s.f.
Multi-Family Residential		300 d.u.	300 d.u.
Town House Residential		322 d.u.	322 d.u.
Single Family Residential	2,072 d.u.		2,072 d.u.

*Phase 2 were conceptually approved

(2) Recognized the Developer was previously approved for former Subphase IA consisting of 1,214 units, with specific transportation improvements required, (3) Allowed residential use on Tract 8, (4) Converted 5.7 acres of Tract 3 to residential [Tract 20] and converted Tract 15 to office, (5) Changed the location of the elementary school site as approved by the School Board, (6) extended the project buildout date for Phase 1 to 2010 and Phase 2 to 2012, and (7) Deleted conditions requiring a Transportation Systems Management program.

On September 27, 2005 the BOCC approved the **sixth amendment** to the project’s development order (R05-214) which increased the maximum single-family units allowed in Phase 1 by 103 or, from 2,072 to 2,175 total units (total Phase 1 and Phase 2 units were increased from 2,694 to 2,797) and, added ±402.8 acres to the project. The Phasing Schedule adopted by R05-214 is shown below:

Land Use	Phase 1 Specifically Approved 12/31/2010	Phase 2 Conceptually Approved 12/31/2012	Total
Regional Commercial		1,000,000 s.f.	1,000,000 sf
Office (square feet – s.f.)	111,180 s.f.	542,820 s.f.	654,000 s.f.
Hotel		200,000 s.f. (500 rooms)	200,000 s.f. (500 rooms)
Neighborhood Commercial	116,600 s.f.		116,600 s.f.
Service Center	213,120 s.f.	426,880 s.f.	640,000 s.f.
Light Industrial	160,000 s.f.	1,440,000 s.f.	1,600,000 s.f.
Multi-Family Residential		300 d.u.	300 d.u.
Town House Residential		322 d.u.	322 d.u.
Single Family Residential	2,175 d.u.		2,175 d.u.

On January 23, 2007 the BOCC approved the **seventh amendment** to the project’s development order (R07-022) which:

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1. Increased Phase 1 Neighborhood Commercial uses by 6,600 square feet for a revised total of 116,000 square feet.
2. Revised Map H to add four access points from the project to Big Bend Road as follows:
 - Added a full access point from Tract 7 onto Big Bend Road.
 - Added a right-in-right-out access point from Tract 5 onto Big Bend Road.
 - Added a right-in-right-out access point from Tract 1 onto Big Bend Road.
 - Added a full access point from Tract 1 onto Big Bend Road.
3. Reconfigured Tracts 3, 5 and 6 as follows:

Tract	Land Use	Current Acreage	Proposed Acreage	Net Change (+/-)
3	Office	9.8	6.9	-2.9
5	Hotel	5.9	19.7	+13.8
6	Neighborhood Commercial / Light Industrial	13.5	2.6	-10.9

Tract 5's Land Use changed from Hotel to Neighborhood Commercial / Light Industrial / Hotel. This resulted in a net increase of +2.9 acres allowing Neighborhood Commercial / Light Industrial / Hotel uses and a net decrease of -2.9 acres of Office uses. The total Office acreage within the project would be reduced from 51.6 acres to 48.7 acres.

4. Realigned the internal east-west access road between Tracts 3, 5 and 6.
5. Revised the Land Use Trade-off Matrix to add Hotel and Motel as uses that may be traded-off with commercial land uses as part of Phase 1 development. The maximum number of rooms is 500 (which are conceptually approved for Phase 2) and the minimum 0.

On September 23, 2008 the BOCC approved the **eighth amendment** to the project's development order (R08-149) which:

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1. Divided Phase 2 (which was conceptually approved) into Phase 2(a) and 2(b) and specifically approved Phase 2(a). Specific approval for 1 million square feet of Regional Commercial uses, 490,120 square feet of Office use, and 100,000 square feet (250 rooms) of Hotel use was approved. The Phasing Schedule adopted by R08-149 is shown below:

Land Use	Phase 1 Specifically Approved 12/31/2010	Phase 2(a) Specifically Approved 12/31/12	Phase 2(b) Conceptually Approved 12/31/2012	Total
Regional Commercial		1,000,000 s.f	.	1,000,000 sf
Office (square feet – s.f.)	111,180 s.f.	490,120 sf	52,700 s.f.	654,000 s.f.
Hotel		100,000 s.f. (250 rooms)	100,000 s.f. (250 rooms)	200,000 s.f. (500 rooms)
Neighborhood Commercial	116,600 s.f.			116,600 s.f
Service Center	213,120 s.f.		426,880 s.f.	640,000 s.f.
Light Industrial	160,000 s.f.*		1,440,000 s.f.	1,600,000 s.f.
Multi-Family Residential			300 d.u.	300 d.u.
Town House Residential			322 d.u.	322 d.u.
Single Family Residential	2,175 d.u.			2,175 d.u.

* If light industrial development does not occur on the southern 30 acres of Tract 7 within two years following the construction of the roadway along its eastern border, then residential development shall be permitted.

2. Revised Map H to combine and reconfigure Tracts 1, 2, 4 and a small portion of Tract 15 into Tracts 1a and 1b. The changes to land use allocations within these tracts are shown below:

Former Tract #	Former Land Use	Former Acreage	New Tract #	New Land Use	New Acreage	Net Change (+/-)
1	Regional Commercial	78.8	1a	Retail / Office / Hotel	104	+33.2
2	Office	36.1	1b	Office	24	-12.1 (acres designated solely for Office)
4	Hotel	4.8	1a	na	na	na

On December 15, 2008, the County recognized a three (3) year extension to the build out date of Phase 1 pursuant to s.380.06(19)(c), *Florida Statutes*. The Phase 1 build out date was extended to December 31, 2015. The DO’s effective date was also extended by 3 years to December 31, 2015.

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On September 14, 2010 the BOCC approved the **ninth amendment** to the project’s development order (R10-126) which:

1. Sub-phased the roadway improvements required for Phase 2A development into five sub-phases based on development totals as shown below. The proposed change affects the timing of the improvements. There were no changes to the required improvements.

SUBPHASING OF PHASE 2A TRANSPORTATION IMPROVEMENTS					
Phase 2A Sub - Phases	Land Use	Cumulative Development	Percent of Project Land Use	Percent of Total Project	Improvements
1A	Office – 120 ksf ¹	Office – 120 ksf	Office – 24%	Office – 24%	IOAR/IMP Application ²
1B	Retail - 175 ksf Hotel – 125 Rooms	Retail – 175 ksf Office – 120 ksf Hotel – 125 Rooms	Retail – 17.5% Hotel – 50%	Retail – 17.5% Office – 24% Hotel – 50%	1-75 SB off ramp extension. Main Entrance - WB to SB left turn Lane & EB to SB exclusive right turn lane
2	Retail – 425 ksf Office – 125 ksf	Retail – 600 ksf Office – 245 ksf Hotel – 125 Rooms	Retail – 42.5% Office – 24%	Retail – 60% Office – 45% Hotel – 50%	Big Bend Road West – Widen to 6 lanes from Covington Garden Dr. through I-75 NB Ramp. I-75 SB Off Ramp Intersection I-75 NB Ramp Intersection Covington Garden Dr.
3	Retail – 400 ksf Office – 100 ksf Hotel – 125 Rooms	Retail – 1,000 ksf Office – 345 ksf Hotel – 250 Rooms	Retail – 40% Office – 20% Hotel – 50%	Retail – 100% Office – 70% Hotel – 100%	Big Bend Road East – Widen to 6 lanes from US 301 thru Simmons Loop Road.
4	Office – 145,120 ksf	Retail – 1,000 ksf Office – 540 ksf Hotel – 250 Rooms	Office – 36%	Retail – 100% Office – 100% Hotel – 100%	Pedestrian bridge across Big Bend Rd.

1. ksf = 1,000 square feet

2. Interchange Operation Analysis Report /Interchange Modification Report to be filed before 2A sub-phase 1A development commences, but no later than Dec. 12, 2011.

2. Revised the DO to allow Phase 2A office development to occur on Tract 15 which has been purchased by NRI Equity Tampa, LLC.

3. Added a +3.52 acre parcel into the DRI as Tract 1c. The parcel is located between the DRI and I-75 to the east. The property is be used for surface water management.

4. Extended the build out date of Phase 2A as provided for by s.380.06(19)(c), *F.S.* As noted above, Phase 1 previously received the 3-year extension.

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On September 14, 2010 the BOCC approved the **tenth amendment** to the project's development order (R11-015) which:

1. Updated build-out dates for Phase 1 based on the previously approved 3-year extension.
 2. Recognized the conversion of 150 single-family detached to 172 duplex units in accordance with the existing Land Use Trade-off Matrix
 3. Changed boundary to remove Tracts 8, 21, 22, 23 and the southern 39.7 acres of Tract 7 (+ 572.3 acres which were incorporated into the Waterset DRI)
 4. Changed Land Use schedule to remove 1,005 residential units.
 5. Revised Land Use Trade-off Matrix Minimums and Maximums to reflect reduced entitlements.
 6. Modified conditions related to traffic monitoring.
- Moved the obligation for improving the Waterset Drive/Big Bend Road intersection to the Waterset DRI.

On May 16, 2012 the BOCC approved the **eleventh amendment** to the project's development order (R12-070) adding a condition within the project's DO authorizing the County and NRI Equity Tampa LLC, the Developer of Phase 2A of the Southbend DRI, to enter into a capital contribution front-ending agreement pursuant to 380.06(16)(c), Florida Statutes.

On June 12, 2018 the BOCC approved the **twelfth amendment** to the project's development order (R18-059) to:

1. Modify Map H to change the land uses of Tracts 3, 5, 6, and 7;
2. Modify the Phasing Schedule to: (a) extend project build out dates, (b) modify Phases 1 and 2B entitlements, and C) specifically approve Phase 2;
3. Revise DO Table 5 Land Use Trade-off Matrix for Phases 1 and 2B and revise the minimum and maximum amounts of development for Phases 1 and 2B;
4. Revise Transportation Condition IV.C.1.b to change the annual monitoring program to a biennial program;
5. Revise Transportation Condition IV.C.5.b to remove the conceptual approval status of Phase 2B and identify specific improvements needed for the impacts of Phase 2B development.

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Attachment 1: Southbend DRI #145 Boundary and Modification Areas



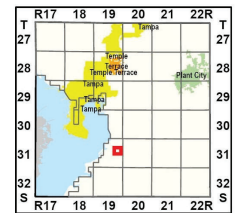
24-0376

Folio: 51523.0100, 51521.0210, 51523.0150

- DRI # 145
- MODIFICATION AREA
- ZONING BOUNDARY
- PARCELS
- Ⓜ SCHOOLS
- 🌳 PARKS



STR: 13-31-19



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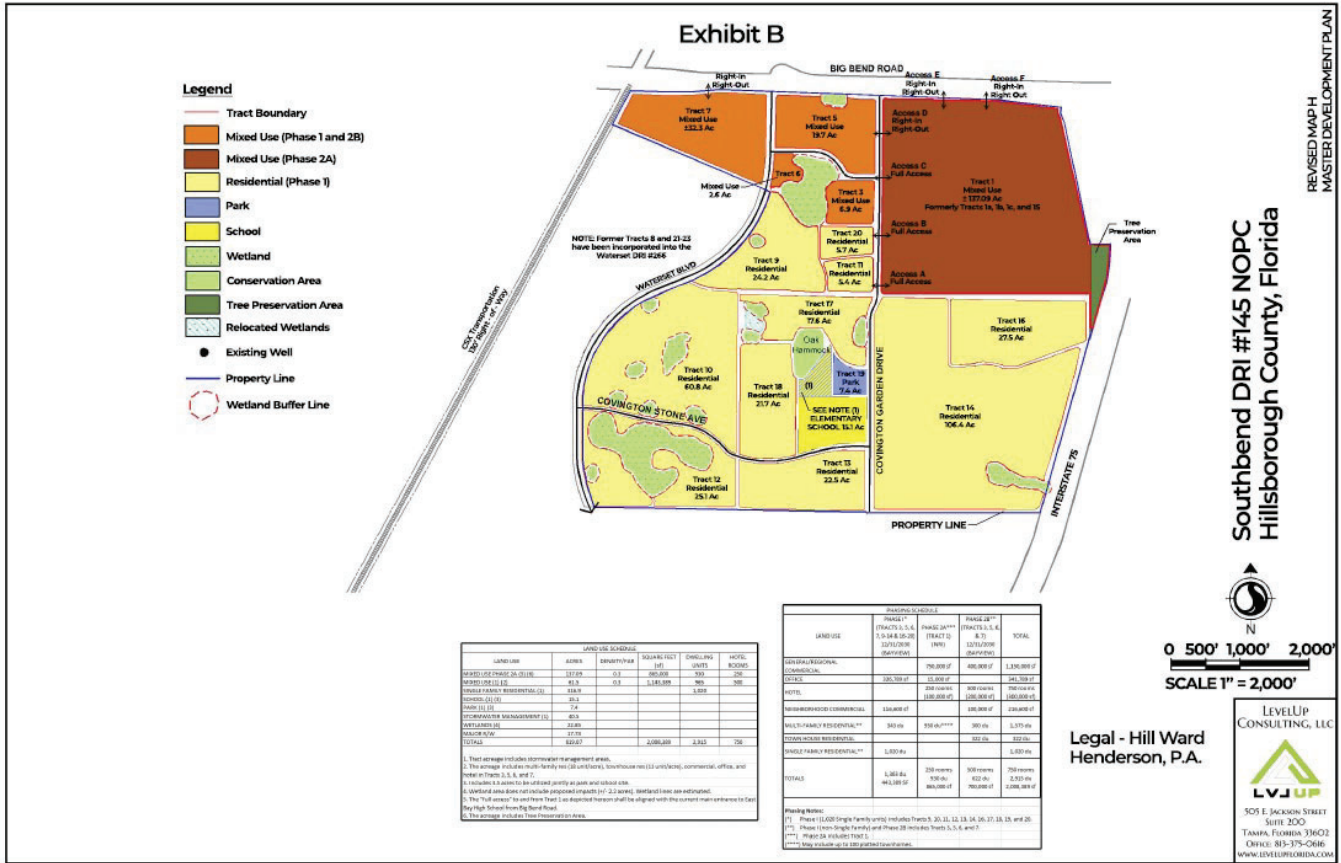
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DATE: 8/29/2024. This map was last prepared for the inventory of real property found within Hillsborough County and the map was last prepared for the inventory of real property found within Hillsborough County on 8/29/2024. This map was last prepared for the inventory of real property found within Hillsborough County on 8/29/2024. This map was last prepared for the inventory of real property found within Hillsborough County on 8/29/2024.

Date: 08/27/2024 Path: G:\ZONING\GIS\GISData\Zoning_Map.aprx
Produced By: Development Services Department

EXHIBIT 1 – PROPOSED SOUTHBEND DRI MAP (MAP H)



LAND USE	LAND USE BUDGETS		TOTAL	TOTAL
	2018	2020		
UNDEVELOPED	1,177.9	1,177.9	1,177.9	1,177.9
RESIDENTIAL	18.7	18.7	18.7	18.7
COMMERCIAL	5.9	5.9	5.9	5.9
MIXED USE	2.8	2.8	2.8	2.8
PARK	9.4	9.4	9.4	9.4
SCHOOL	15.1	15.1	15.1	15.1
WETLAND	0.0	0.0	0.0	0.0
CONSERVATION	0.0	0.0	0.0	0.0
TOTAL	1,259.7	1,259.7	1,259.7	1,259.7

1. Total acreage includes stormwater management areas.
2. The acreage includes multiple family residential units, commercial, office, and other in Tracts 3, 4, 5, 6, and 7.
3. Includes 15.1 acres to be utilized for park and school use.
4. Wetland areas does not include proposed impacts for 2.8 acres, detailed later in this report.
5. The "full acres" to be used there Tract 10 detailed hereon shall be aligned with the current map submitted to Hill Ward Henderson, P.A.
6. The acreage includes Tree Preservation Areas.

LAND USE	PHASE 1			TOTAL
	PHASE 1A (15-18-20-21-22-23)	PHASE 1B (19-20)	PHASE 1C (21-22-23)	
UNDEVELOPED	70,000.0	400,000.0	1,100,000.0	1,500,000.0
RESIDENTIAL	200,000.0	1,000,000.0	1,500,000.0	2,700,000.0
COMMERCIAL	100,000.0	500,000.0	1,000,000.0	1,600,000.0
MIXED USE	50,000.0	250,000.0	500,000.0	800,000.0
PARK	100,000.0	500,000.0	1,000,000.0	1,600,000.0
SCHOOL	150,000.0	750,000.0	1,500,000.0	2,350,000.0
WETLAND	0.0	0.0	0.0	0.0
CONSERVATION	0.0	0.0	0.0	0.0
TOTAL	1,000,000.0	2,650,000.0	5,600,000.0	9,250,000.0

Phase 1: Phase 1 (L) and Single Family (S) includes Tracts 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, and 23.
Phase 1 (S) includes Single Family and Phase 1B includes Tracts 3, 4, 5, and 6.
Phase 1A includes Tract 3.
Phase 1B includes Tracts 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, and 23.

PROPOSED AMENDED & RESTATED DEVELOPMENT ORDER

Resolution No. ~~R18-059~~ — ~~R24-~~

**RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS OF HILLSBOROUGH COUNTY, FLORIDA,
AMENDING AND RESTATING THE DEVELOPMENT ORDER FOR
SOUTHBEND DRI #145**

Upon motion by Commissioner White, seconded by Commissioner Kemp, the following Resolution was adopted by a vote of 6 to 0, Commissioner(s) _____ voting “no”.

WHEREAS, in January, 1986, General Homes – Florida, Inc., filed an Application for Development Approval of a Development of Regional Impact (the “ADA”) with the Hillsborough County Board of County Commissioners pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, said ADA proposed construction of a mixed-use development located in southwestern Hillsborough County, hereinafter referred to as “Southbend” or the “Development”; and

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

WHEREAS, the Board of County Commissioners, as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, is authorized and empowered to consider applications for development approval for developments of regional impact; and

WHEREAS, on November 25, 1986, the Board of County Commissioners approved a Development Order, Resolution No, R86-260, the Development Order for the Southbend DRI # 145; and

WHEREAS, the Board of County Commissioners has adopted ~~eleven~~ ~~(11)~~ ~~twelve~~ (12) amendments to the Development Order: (1) Resolution No. R92-0168, adopted on July 14, 1992, which extended the build out date of development and all immediate phases thereof, and the expiration date of the Development Order, each by a period of four years, eleven months and fifteen days; acknowledged the acquisition of fee simple title to the 2.5 acre parcel of land in the southwest corner of the site, required to provide project access to U.S. Highway 41; and discontinued quarterly surface water sampling until such time as development commences; (2) Resolution No. R97-168, adopted on July 15, 1997, which combined a portion of Phase 2 development (Phase 2A) with Phase 1 for specific approval; extended the build out dates and modified Map H accordingly; added a Land Use Trade Off Mechanism and geographic flexibility to the D.O.; revised or removed various conditions; and modified the annual report date from November 25 to June 30 of each year; (3) Resolution No. R99-074, adopted on April 13, 1999, which approved ~~subphasing~~ sub phasing of the project (Phase 1A) to recognize the immediate development of approximately 240 acres of the project for residential uses and the transportation mitigation required as a result thereof; extended the Phase 1A build out date to November 9, 2002;

allowed flexibility in uses between single family, multi-family, and town home development; and modified the Development Order to conform language regarding approved phases, impact fee credits, and school and park dedications; (4) Resolution No. R00-082 adopted on April 11, 2000, which amended the Development Order to provide that the Covington Park Community Development District is authorized to undertake the funding, construction, operation and/or maintenance of any of the projects whether within or without the boundaries of the District, which are identified within the Development Order; and (5) Resolution No. R04-048, adopted on February 24, 2004, which transferred the residential units from Phase 2B into Phase 1; converted townhome and multi-family units to single-family residential units; designated Tract 8 for Residential uses; converted 5.7 acres of Tract 3 to Residential (creating Tract 20) and converted Tract 15 to Office;;, changed the location of the elementary school site; and extended the build out date for Revised Phase 1 to 2010, and the build out date for Phase 2 to 2012; deleted specific conditions related to the Transportation Systems Management program; added an additional access point at the southern boundary of the project; and identified the appropriate transportation mitigation for the development entitlements for Revised Phase 1; and (6) Resolution No. R05-214, adopted September 27, 2005, which increased the maximum single-family units allowed in Phase 1 by 103, or from 2,072 to 2,175 total units, total Phase 1 and Phase 2 units increased from 2,694 to 2,797; added 402.8 acres to the project; modified the Master Plan including extension of a North/South collector road through the expansion area; depicted the conceptual extension of Apollo Beach Boulevard and revised the Land Use Schedule to reflect land use acreages changes and the number of residential units; and (7) Resolution No. R07-022, adopted January 23, 2007, which increased neighborhood commercial entitlements by 6,600 square feet, from 110,000 square feet to 116,600 square feet; modified Map H to add one access point along the northern boundary of the project, on Big Bend Road (right-in/right-out only access point on Tract 7); depicted one right-in only and one full access point on Tract 1 in accordance with the previously approved zoning General Development Plan; combined Tract 5 with a portion of Tract 6; allowed Neighborhood Commercial/Light Industrial and Hotel as potential uses on Tract 5 and Office/Light Industrial as potential uses' on Tract 6; realigned the internal access road between Tracts 3, 5, and 6, to provide greater distance separation from the intersection at Big Bend Road; modified the acreages in Tracts 3, 5, and 6; revised the Land Use Schedule to reflect land use acreage changes and the increase in Neighborhood Commercial entitlement; and modified the Equivalency Matrix to add Hotel and Motel uses; and (8) Resolution No. R08-149, adopted September 23, 2008, which modified Map H to combine Tracts 1, 2, 4, and a portion of Tract 15 into Tracts 1a and 1b consisting of approximately 128.2 acres, total, to allow Retail/Office/Hotel as potential uses on Tract 1a consisting of approximately 104 acres, and Office and Structured Parking as permanent uses of Tract 1b consisting of approximately 24 acres (with surface parking on a portion thereof permitted as an interim use); specifically approved Phase 2A consisting of 1,000,000 square feet of regional commercial entitlements, 490,120 square feet of office entitlements and 250 rooms of hotel entitlements for use on the revised Tracts 1a and 1b; and provided for transportation and infrastructure mitigation related to the specifically approved Phase 2A on revised Tracts 1a and 1b; (9) Resolution No. R10-126, adopted September 14, 2010, approved (a) sub-phasing the Revised Phase 2A development and the Revised Phase 2A Pipeline Improvements and Required Contributions into five (5) separate sub-phases as more particularly described herein; (b) specifically allowing Revised Phase 2A office development to occur on Tract 15; (c) amending Exhibits A and B and Map H to reflect the acquisition of land for surface water management purposes, which tract of land is labeled "Tract 1c" on Map H; and (d) recognizing

the automatic extension of all phase, build-out and expiration dates by three (3) years as provided in House Bill 7203 adopted in 2007; and (10) Resolution 11-015, adopted on February 8, 2011, which modified Map H to redesignate Tracts 8, 21, 22, 23 and the southern 39.7 acres of Tract 7 (572.3 acres +/-) from the Southbend DRI to the Wolf Creek Branch DRI (#266); revised the Land Use Schedule to remove 1,005 residential entitlements to be incorporated into the Wolf Creek Branch DRI (#266); revised the traffic monitoring condition to reflect the reduced entitlements; revised condition C.1.d.2. to move the obligation for Waterset Drive/Big Bend Road intersection improvements to the Wolf Creek Branch DRI (#266); utilized a land use equivalency trade-off to exchange 150 single-family residential units to 172 multi-family residential units; revise the Equivalency Matrix to reflect the reduced entitlements; and updated build-out dates for Phase 1 based on the 3-year extension authorized by s. 380.06(19)(c) for projects under active construction on July 1, 2007 (previously approved by R10-126); (11) Resolution 12-070 adopted on May 16, 2012, which added a condition to the Development Order authorizing NRI Equity Tampa, LLC (“NRI Equity”) and the County to enter into front-ending agreements which provide for the reimbursement by the County to the Developer for the Developer’s voluntary contribution to, or design and/or construction of, any transportation improvements relative to Revised Phase 2A of the Development Order; and (12) Resolution 18-059 adopted on June 12, 2018 which approved entitlements for a Revised Phase 1 and 2B of the Development Order, provided for the specific approval of Phase 2B and extended the build out date to December 31, 2030 for Revised Phase 1 and Phase 2B; and

~~———— WHEREAS, per § 252.363, Florida Statutes, and by letter dated December 18, 2013 from counsel for Bayview Properties Ltd., LLLC (“Bayview”) and by letters dated December 30, 2015, November 1, 2016 and January 4, 2018 from counsel for NRI Equity, the Development Order dates were previously extended as follows: The build out date for Revised Phase I was extended to April 1, 2026; the build out dates for both the Revised Phases 2A and 2B, and the Development Order Expiration Date were extended to March 31, 2028, and the down-zoning date was extended to April 2, 2031; and~~

WHEREAS, on February 20, 2017, the Developer/Property Owner Bayview filed with Hillsborough County a Land Use Trade-Off as follows: 105,871 square feet of Industrial were traded for 65,640 square feet of office entitlements, resulting in a total of 176,820 square feet of office entitlements in Phase 1; and

WHEREAS, on June 15, 2017, April 9, 2018 the statutory provisions in Chapter 380, Florida Statutes, related to developments of regional impact (DRI) were amended to eliminate the State review process regarding changes to existing DRIs, delegating full authority for amendments to a DRI Development Order to local governments; eliminating the State requirement for biennial status report filing requirement and repealing all Florida Administrative Code provisions relating to DRI Development Orders; and

WHEREAS, on September 1, 2021, the Developer/Property Owner Bayview filed with Hillsborough County a Notice of a Proposed Change (NOPC) Land Use Trade-Off as follows: seventy-one thousand, one hundred and thirty-six square feet (71,136 SF) of Office were traded for one hundred and seventy-one dwelling units of Multi-Family Residential Entitlements, resulting in a total of 343 Multi-Family Residential entitlements in Phase 1; and

WHEREAS, per § 252.363, Florida Statutes, and by letter of confirmation dated March 24, 2023 from Hillsborough County the following dates were extended; Build-out for Phase 1 to June 20, 3035, Build-out for Phase 2A to January 16, 2031, Build-out for Phase 2b extended to January 16, 2035; DO Expiration Date to July 2, 2035 and Down-zoning to July 3, 2038; and

WHEREAS, on January 31, 2024, authorized representatives of NRI Equity filed with Hillsborough County an application to amend the Development Order pursuant to Section 380.06(19)(e)(7) of the Florida Statutes to approve revised entitlements in Phase 2A of the Development Order and to add a land use trade-off matrix for Phase 2A; and

WHEREAS, per § 252,363, Florida Statutes, and by letter dated August 14, 2024 authorized representatives for aNRI Equity, the Development Order dates were previously extended as follows: The build-out date for Revised Phase 1 and Phase 2B of the Development Order, provide for specific approval of Phase 2B and to extend the build out date 2A was extended to December 31, 2030 for a Revised Phase 1 and Phase 2B19, 2036; the Development Order Expiration Date were extended to June 4, 2041, and the down-zoning date was extended to June 5, 2044; and

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

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

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

WHEREAS, the Board of County Commissioners of Hillsborough County has on June 12, 2018 held a duly noticed public hearing on said application to amend the Development Order and has heard and considered testimony and other documents and evidence.

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

I. FINDINGS OF FACT

- A. The real property which is the subject of the Southbend DRI #145, as amended, is legally described as set forth in **Exhibit A**, attached hereto and made a part hereof by reference.
- B. All procedural requirements of Section 380.06, Florida Statutes, and the Hillsborough County Land Development Code have been complied with.
- C. A comprehensive review of the impact generated by the development has been conducted by the Hillsborough County Administration, ~~the Hillsborough County Environmental~~

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

II. CONCLUSIONS OF LAW

Based upon the compliance with the terms and conditions of this Amended and Restated Development Order, the following Conclusions of Law are made:

- A. The amendment to the Development Order is approved subject to all terms and conditions of this Amended and Restated Development Order.

III. GENERAL PROVISIONS

- A. The legal description set forth in **Exhibit A** is hereby incorporated into and by reference made a part of this Amended and Restated Development Order.
- B. This Resolution shall constitute the Amended and Restated Development Order of Hillsborough County in response to the application to amend the Development Order for the Southbend Development of Regional Impact pursuant to Section 380.06(19)(e), Florida Statutes.
- ~~C. All provisions contained within the NOPC and Sufficiency Responses 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.C.~~ The definitions contained in Chapter 380, Florida Statutes, shall govern and apply to this Amended and Restated Development Order.
- ~~E.D.~~ This Amended and Restated Development Order shall be binding upon all persons or entities that undertake the “development” of any land located within the Southbend DRI as the term “development” is defined in Section 380.04, *Florida Statutes*, including, without limitation, NRI Equity and Bayview (hereafter collectively referred to herein, whether one or more, as “the Developer”). It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created or designated as successors in interest to, or which otherwise possesses any of the powers and duties of any branch of governmental agency.
- ~~F.E.~~ 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.F.~~ 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.G.~~ In each instance in this Amended and Restated Development Order where the Developer is responsible for ongoing maintenance of facilities at Southbend, the Developer may transfer any or all of its responsibilities to improve and maintain those facilities to an appropriate private body created to perform such responsibilities. Provided, however, that before such transfer may be effective, the body to which responsibility has been or will be transferred must be approved by the County, and/or other agencies having jurisdiction, concurrent or otherwise, now or later, upon determination that the entity in question can and will be responsible to provide maintenance as required in this Amended and Restated Development Order, which approval shall not be unreasonably withheld.

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

~~J.H.~~ The County Administrator of Hillsborough County shall be responsible for monitoring all terms and conditions of this Development Order. For purposes of this condition, the County may rely upon or utilize information supplied by any Hillsborough County department or agency having particular responsibility over the area or subject involved. The County Administrator shall report to the Board of County Commissioners any findings of deviation from the terms and conditions of this Development Order. In the event of a deviation, the County Administrator may 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 a Biennial Report in accordance with Section 380.06(18), Florida Statutes, and appropriate rules and regulations. Such report shall be due on June 30th for each 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 the County Administrator who 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. Provided, however, that 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:

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

- ~~2. A description of all development activities proposed to be conducted under the terms of this Amended and Restated Development Order for the year immediately following the submittal of the Annual Report; and~~
- ~~3. A statement listing all applications for incremental review required pursuant to this 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~~
- ~~4. A statement setting forth the name(s) and address of any heir, assignee or successor in interest to any land subject to this Amended and Restated Development Order.~~

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

~~N.K.~~ Upon adoption, the Amended and Restated Development Order shall be transmitted by the Ex-Officio Clerk to the Board of County Commissioners, by certified mail or other delivery service for which a receipt as proof of service is required, to ~~the State Land Planning Agency, the Tampa Bay Regional Planning Council, Bayview, and NRI Equity.~~

IV. SPECIFIC CONDITIONS

A. Phasing Schedule and Deadlines

1. The development of the project in accordance with the proposed phasing schedule contained in Table 20-1, attached hereto, is an integral part of the Amended and Restated Development Order conditions. Therefore, if the Developer elects to amend the proposed phasing schedule, it shall submit said amendments to the County for review and approval, which approval shall not be withheld for mere acceleration of phases if the terms of this Order are otherwise fully complied with. It is the intent of this provision to insure that all prerequisites for each phase of the project are complied with. For purposes of this Order, a phase shall be considered complete upon issuance of the final certificate of occupancy for the phase. ~~Any significant departure in project buildout from the phasing schedule set forth in the Application shall be subject to a substantial deviation determination pursuant to Chapter 380.06(19), Florida Statutes.~~
2. This Amended and Restated Development Order shall remain in effect for a period up to and including ~~December 31, 2030.~~ June 4, 2041. 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 requirements 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.

- 3. Physical development on site has commenced.
The Development shall not be subject to down-zoning, unit density reduction, or intensity reduction until ~~December 31, 2033~~ June 5, 2044 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.

B. Infrastructure
The Developer acknowledges that any Revised Phase 1 or Revised Phase 2A excess infrastructure capacity constructed to potentially serve latter phases shall be at the Developer’s risk and shall not vest latter phase development rights.

C. Transportation

~~1. General Transportation Conditions Applicable to All Phases~~

~~a. A transportation improvements plan for the Ruskin/Sun City area in cooperation with Florida Department of Transportation (FDOT), Tampa Bay Regional Planning Council (TBRPC), the Hillsborough County Area 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 DRIs, and projected development. The plan shall be completed prior to any Revised Phase 2B specific approval. Ongoing or proposed studies such as the Big Bend Area Comprehensive Plan amendment or the Comprehensive Plan Update may serve to meet this requirement. If required by Hillsborough County, the Developer shall contribute to such study on a fair share basis and receive credits if any provided for in the Thoroughfare Plan and the Road Network Improvement Ordinances. In lieu thereof, issuance of a Development Order approving an area wide DRI including the project site shall satisfy this requirement. This transportation plan or area wide DRI traffic analysis shall include but not be limited to:~~

- ~~(1) The regionally significant roadways which shall be included in the focus of the transportation plan, as well as identification of additional major roadways to be constructed within the study area.~~
- ~~(2) The existing, approved, and projected development to be included within the plan.~~
- ~~(3) An assessment of the traffic impact of existing, approved and projected development.~~

- ~~(4) An evaluation and recommendation of mass transit alternatives to additional road improvements.~~
- ~~(5) A recommendation of specific implementation methods, strategies and programs. **[The transportation improvements plan has been completed and therefore this condition has been satisfied.]**~~

~~b. To assure that the transportation impacts of this development have been accurately projected by the ADA traffic analysis, a biennial monitoring program will be started upon issuance of the first non-residential certificate of occupancy. This biennial monitoring report will be reported as part of a Biennial Report referenced in subsection III.K. above, and will continue until buildout. The Biennial Reports shall provide information regarding the total development which has been permitted and its equivalent in trips, and shall project the development/trips anticipated for the following year. The monitoring program will record driveway volumes in the evening peak hour and on a daily basis. If the driveway volumes exceed those projected in the DRI/ADA for Revised Phase 1 and Revised Phase 2A (cumulatively 5,868 p.m. peak hour trips 2,567 inbound/3,301 outbound; and 60,109 average daily trips) and/or prior to commencement of Revised Phase 2B, a new traffic analysis consistent with Section 380.06, F.S. will be required. The revised transportation analysis will be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis. [Note: Trips associated with the NNP Southbend II NOPC have been deducted from the ADA totals noted above, see **Exhibit D** for detailed trip calculation tables.]~~

~~c. Annually, for inclusion in the Annual Report, the Developer shall complete an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified below:~~

- ~~(1) Big Bend Road at Waterset Drive. **[The warrant study has been initiated and signalization has been installed.]**~~
- ~~(2) Big Bend Road at Covington Garden Drive. **[This warrant study has been completed and signalization has been installed.]**~~

~~Should it be determined that a warrant study is required, the Developer shall provide same in the Annual Report. Furthermore, if a traffic signal is warranted, and the results are approved by Hillsborough County, then the Developer shall submit 100 % signal design plans to Hillsborough County within 120 days of Hillsborough County approval. In addition, the Developer shall also submit 100 % design plans for the construction of a second left turn lane on Big Bend Rd at the approved signalized intersection. Construction of the traffic signal and second left turn lane shall commence within 120 days of approval of the final signal and roadway design plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is~~

warranted, then the Developer shall comply with the timing schedule described above.

- d. ~~All studies, monitoring programs and reports required above or otherwise in this Subsection IV.C. of this Amended and Restated DRI Development Order (Transportation) will be incorporated into the Annual Reports. If the Developer, its successors or assigns anticipates exceeding a development level threshold indicated in this subsection, that study, report, and/or monitoring program which is required by exceedance of the threshold(s) will be included in the previous annual report submitted prior to the anticipated exceedance. If the development exceeds a specified development level threshold and the required study, report or monitoring program has not been submitted, no further certificates of occupancy shall be issued until the required information has been submitted to and accepted by Hillsborough County.~~
- e. ~~Subsection 5 of Section IV.C. of this Amended and Restated Development Order, which follows, lists the general and specific transportation conditions and improvements required for specifically approved Revised Phase 1 and Revised Phase 2A.~~

2. ~~General Transportation Conditions Pertaining to Revised Phase 1~~

- a. ~~Annually, for inclusion in the Annual Report, if the Developer elects to choose Mitigation Alternative 1, then the Developer shall complete an evaluation with FDOT and Hillsborough County, as appropriate, to determine whether a warrant study is required for the signalization of the roadway intersections identified in Alternative 1. Should it be determined that a warrant study is required, the Developer shall provide same in the Annual Report. Furthermore, if a traffic signal is warranted, and the results are approved by Hillsborough County, then the Developer shall submit 100% signal design plans to Hillsborough County within 120 days of Hillsborough County approval. In addition, the Developer shall also submit 100% design plans for the construction of a second left turn lane on Big Bend Road at the approved signalized intersection. Construction of the traffic signal and second left turn lane shall commence within 120 days of approval of the final signal and roadway design plans by Hillsborough County. If Hillsborough County elects to conduct a traffic signal warrant and finds that a signal is warranted, then the Developer shall comply with the timing schedule described above. [Mitigation Alternative 3 has been chosen]~~
- b. ~~The Developer has previously received approval for former Subphase 1A, consisting of 1,214 dwelling units. No access on US 41 is permitted in conjunction with the development of 1,214 dwelling units. The following improvements were previously required and completed for former Subphase 1A:~~

- (i) ~~At the intersection of Big Bend Road and Covington Gardens Drive entrance, construct a westbound left turn lane, eastbound right turn lane, northbound right turn and left turn lanes, and provide signalization when warranted by the MUTCD. These improvements are of total benefit to the project. **[The turn lane improvements have been completed and the signalization has been installed.]**~~
- (ii) ~~At the intersection of Big Bend Road and I-75 east ramps, provide signalization when warranted.~~

~~**[This condition has been satisfied and applies solely to former “Subphase 1(A)”]**~~

~~3. Mitigation Alternatives for Revised Phase 1. The Developer at its option, may select one of the following alternatives to mitigate the transportation impact of Revised Phase 1 **[The Developer has selected Alternative 3 and the Revised Phase 1 Pipeline Improvements were completed in October 2007]:**~~

~~a. Alternative 1~~

~~Revised Phase I: No building permits shall be issued for Revised Phase I in excess of the 1,214 units approved as former Phase 1A, until funding commitments are secured from responsible entities for the following roadway improvements:~~

- ~~• Roadways

 - ~~• Four (4) lane US 301 from Balm Road to Big Bend Road~~
 - ~~• Add eastbound lane on Big Bend Road from US 41 to I-75~~~~
- ~~• Off Site Intersections

 - ~~• Add eastbound right turn lane on Big Bend Road at US 41~~
 - ~~• Add northbound left turn on I-75 West Ramp at Big Bend Road~~
 - ~~• Add dual eastbound and northbound left turn lane on Big Bend Road at US 301~~
 - ~~• Extend NB through lanes a 1/4 mile on US 301 at Big Bend~~
 - ~~• Signalize US 301 at 19th Avenue when warranted~~
 - ~~• Signalize US 301 at Balm Road when warranted~~
 - ~~• Signalize Big Bend Road at I-75 East Ramp when warranted~~~~
- ~~• Driveway Improvements

 - ~~• Big Bend Road western driveway (Waterset Drive) requires a northbound left, through and right turn lane, eastbound right turn lane and westbound dual left turn lane with signalization when warranted~~
 - ~~• Big Bend Road at Covington Garden Drive requires a northbound left, through and right turn lane, eastbound right turn lane and dual westbound left turn lanes with signalization when warranted~~
 - ~~• Big Bend Road driveway at Proposed Service Center Driveway (Tract 7) shall be restricted to a right in right out only~~~~

~~b. Alternative 2: The Developer may subphase the development approved in each phase for specific projects when such subphasing identifies and ties specific amounts of project development (within a Phase) to specific~~

~~regional roadway improvements. Such subphasing shall be acceptable under the following conditions:~~

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

~~(ii) Funding commitments for roadway improvements will be required when the regional roadway operates below daily LOS C and LOS D at peak~~

~~e. mechanism is based on the Development'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 Hillsborough County, TBRPC and DCA policies regarding pipelining transportation impacts.~~

~~(1) This pipeline option may be elected as full and complete satisfaction of the Developer's obligation to mitigate Revised Phase 1 transportation impacts of the Development.~~

~~(2) The required Pipeline Improvement (the "Revised Phase 1 Pipeline Improvement") under this Alternative 3, which includes the "Required Design", the "Required Right of Way Acquisition" and the "Required Construction" as defined below, shall be as follows:~~

~~(3) The construction of two lanes of the Western North/South Roadway (Waterset Drive) shown on Map H, from Big Bend Road to the southern Development Boundary of the Southbend Planned Development (PD 86-154, as amended). This alignment is conceptually depicted on Map H. The Developer shall provide 124 feet of right of way to allow for hour and the development contributes 5% or more of the existing daily LOS C and LOS D at peak hour existing capacity of the facility.~~

~~Alternative 3: [The Developer has selected Alternative 3 and the Revised Phase 1 Pipeline Improvements were completed in October 2007.] In lieu of funding all of the transportation improvements identified in Alternative 1 or Alternative 2, the Developer may elect Alternative 3 to proceed with the development of greater than 1,214 dwelling units as part of Revised Phase 1. The requirements of Alternative 3 have been determined to be the appropriate requirements to cure and mitigate the impacts of Revised Phase 1 of the Development on the regionally significant transportation highway facilities within the primary impact area. Any approval of this mitigation/curing the ultimate construction of a four lane divided facility, including, but not limited to, sidewalks, carriage way, landscaping, signalization when warranted, and wetland mitigation, plus sufficient right of way for drainage for the Western North/South roadway segment. The roadway shall be designed and constructed as a two lane divided roadway, expandable to four lanes within the median. Right turn lanes and left turn lanes, where permitted, shall be constructed on the roadway at each project access. (The foregoing collectively referred to as the "Revised Phase 1 Pipeline Improvements.")~~

~~(4) All roadway plans shall be submitted for review and approval by Hillsborough County at the 30%, 60%, 90% and 100% complete stage. If Hillsborough County does not complete its review within thirty (30) days after each submittal, the County's review time shall be added to the time allowed for completion of the Required Design as provided herein.~~

~~(5) Buildings within the Development shall be subject to the adopted Consolidated Impact Assessment Program Ordinance (the "Impact Fee Ordinance"), as it may be amended from time to time. All eligible transportation contributions, costs and expenses borne by the Developer pursuant to this Development Order, including but not limited to costs for right-of-way, design, construction and construction inspection of the Revised Phase 1 Pipeline Improvement may be considered for transportation impact fee offsets pursuant to the Impact Fee Ordinance. Nothing herein shall be construed as a waiver of the Developer's right to contest the validity of, or to apply for offsets under, the Impact Fee Ordinance or the impact fees assessed thereunder.~~

~~(6) The Developer will comply with the following time schedule for construction of the Revised Phase 1 Pipeline Improvements:~~

~~(a) — The Developer will dedicate or convey the required right-of-way to the southern boundary of Tract 8 prior to Final Plat approval for any development within Tract 8. **[This condition has been satisfied; the roadway was constructed and the right-of-way was conveyed to Hillsborough County in July of 2008.]**~~

~~(b) — The Developer will submit the 30% roadway plans for the Revised Phase 1 Pipeline Improvements to the County for review and approval within 120 days of dedication of the roadway. Subsequent submittals of roadway plans for 60% design, 90% design and 100% design shall be submitted within 90 days of the County's approval of the previously submitted plans.~~

~~(c) — Construction of the Revised Phase 1 Pipeline Improvements shall be completed within 3 years of final approval by the County of the 100% roadway plans.~~

~~(d) — In the event that the performance by the Developer of the commitments set forth in this Development Order shall be interrupted or delayed by war, riot, strike, civil commotion, natural disaster or other event beyond the Developer's control, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Amended and Restated Development Order shall be interrupted or delayed in connection with the necessary governmental approvals from the construction of the Revised Phase 1 Pipeline Improvement and~~

~~which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof.~~

~~4. Mitigation Alternatives for Revised Phase 2A:~~

~~a. Alternative 1 Pipeline Improvements and Required Contribution for Revised Phase 2A.~~

~~The requirements of Alternative 1 have been determined to be the appropriate requirements to cure and mitigate the impacts of Revised Phase 2A of the Development on the regionally significant transportation highway facilities within the primary impact area. Any approval of this mitigation/curing mechanism is based on the Development'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 Hillsborough County, TBRPC and DCA policies regarding pipelining transportation impacts. The following described "Revised Phase 2A Pipeline Improvements and Required Contribution" in this Alternative 1 meet or exceed the "proportionate share" of transportation improvements required in connection with the "Revised Phase 2A" development which has been determined to be \$24,480,000.00 based on the August 2007 Florida Department of Transportation (FDOT) construction cost tables. Notwithstanding the proportionate share amount, if the Developer elects Alternative 1, the Developer shall mitigate for the traffic impacts of the Revised Phase 2A development by providing the Revised Phase 2A Pipeline Improvements and Required Contribution, regardless of the actual cost of the Pipeline Improvements.~~

~~(1) This pipeline option may be elected as full and complete satisfaction of Developer's obligation to mitigate Revised Phase 2A transportation impacts of the Development.~~

~~(2) The required pipeline improvements (the "Revised Phase 2A Pipeline Improvements") under this Alternative 1, which includes the "Required Contribution" as defined below in subparagraph (h), and the "Required Construction Projects" as set forth below in subparagraphs (a) — (g), shall be as follows:~~

~~(a) — Widen Big Bend Road from US 301 through Simmons Loop Road as a rural six lane road, including sidewalk on one side and multiuse trail on the other (it is specifically understood that the widening of Big Bend Road by Developer will not include any "intersection" related improvements at Big Bend Road and US Highway 301, or any other intersection improvements between the~~

~~Bullfrog Creek bridges and US Highway 301 except as expressly provided below).~~

~~(b) — Installation of traffic signals and turn lane improvements at the intersection of Big Bend Road and Lincoln Road;~~

~~(c) — Construction of an additional westbound left turn lane on the I-75 southbound off-ramp at Big Bend Road thereby creating a triple left turn lane at this intersection;~~

~~(d) — Construction of an additional westbound left turn lane on the I-75 northbound off-ramp at Big Bend Road thereby creating a dual left turn lane at this intersection;~~

~~(e) — Construction of one (1) 1,200 foot extension to the existing deceleration lane for the southbound I-75 off-ramp at Big Bend Road;~~

~~(f) — Widen Big Bend Road from existing 4 lanes to a 6-lane urban arterial road from Covington Garden Drive to the western boundary of the signalized intersection at the Revised Phase 2A development's main entry drive on Big Bend Road (which main entry drive is more specifically shown on Revised DRI Map H attached hereto as **Exhibit B**, and which main entry drive aligns with East Bay High School's main entrance on Big Bend Road);~~

~~(g) — Widen Big Bend Road from existing 4 lanes to a 6-lane rural arterial road from the Revised Phase 2A development's main entry drive on Big Bend Road to the northbound I-75 off-ramp for northbound to westbound movements; and~~

~~(h) — The Developer shall submit a cash payment in the amount of four million dollars (\$4,000,000) to Hillsborough County (the "Required Contribution") no later than six (6) months after issuance of the first building permit for vertical construction for any buildings constructed as part of the Revised Phase 2A development on Tract 1a or Tract 1 b in order to help fund construction of a bike-pedestrian overpass over Big Bend Road at or near Waterset Drive or at another location as agreed to by Hillsborough County and the property owners. However, it is expressly understood that the use of the Required Contribution by Hillsborough County for the aforementioned bike-pedestrian overpass is conditioned upon Hillsborough County (or a third party designated by Hillsborough County) constructing (1) the bike-pedestrian overpass on Big Bend Road a minimum of 1,000 feet west of the western right-of-way line of Covington Garden Drive or at another location as agreed to by Hillsborough County and the property owners (provided however, access ramps for the bike-pedestrian overpass may be constructed within the 1,000-foot separation area) and (2) the bike-pedestrian overpass within five (5) years from the date of payment of the~~

~~Required Contribution. If Hillsborough County is unable to comply with either one or both of these conditions, then in lieu of the bike-pedestrian overpass on Big Bend Road, Hillsborough County shall use the Required Contribution to fund any transportation capacity improvement project lying within the area identified in the Revised Phase 2A development's transportation study as the "area of influence". If a transportation capacity improvement project within the Revised Phase 2A development's area of influence which is eligible for transportation impact fee credit under the Consolidated Impact Fee Assessment Program Ordinance is available, the County shall choose such project;~~

~~(3) All roadway plans shall be submitted for review and approval by Hillsborough County at the 30%, 60%, 90% design and 100% complete stage (however, Developer may choose to proceed at its own risk based on a limited phase review by advancing the design phase review directly from 60% to 100%). If Hillsborough County does not complete its review within thirty (30) days after each submittal, the County's review time shall be added to the time allowed for completion of the Required Design as provided herein.~~

~~(4) Any reports required by permitting agencies prior to design and/or construction of the Required Construction Projects, including without limitation Interchange Operational Analysis Reports (IOARs) or Interstate Modification Reports (IMRs) (if an IMR is required by FHWA), shall be the sole responsibility of the Developer. The Developer shall submit all required applications for IOARs and/or IMRs within twelve (12) months from the date the NOPC filed in 2010 becomes final, and all appeal periods have expired, with no appeals having been filed. The methodology and actual analysis for an IOAR or IMR shall be performed under close supervision and guidance of FDOT. All such applications shall be full and complete and shall comply with the submission requirements of FDOT and/or FHWA.~~

~~(5) If it is determined that additional right of way is necessary for any Revised Phase 2A Pipeline Improvements (Required Construction Projects), the Developer shall provide Hillsborough County, at the Developer's sole cost and expense, the documents necessary to enable the County to obtain a resolution allowing it to acquire the right of way or other property interests necessary for the construction of one or more of the Revised Phase 2A Pipeline Improvements, including: sixty percent (60%) project construction plans (or better); 100% right of way maps; legal descriptions and parcel sketches; a map of survey and location; 100% maintained right of way maps, if any; and project design and environmental analysis which includes an analysis of alternative alignments, pond sites, environmental factors, safety considerations, costs and the long range area plan. The Developer and Hillsborough County shall work cooperatively during this planning and mapping process with the intent of insuring that~~

~~the documents to be produced will be satisfactory to the County. The Developer's obligation to provide such documents shall not be deemed satisfied until such documents have been approved by the County's Planning and Growth Management Department and the Department of Public Works, which approval shall not be unreasonably withheld. In order to ensure that Developer's acquisition of any right-of-way for Developer's Revised Phase 2A Pipeline Improvements (Required Construction Projects) does not relieve or supplant the mitigation that otherwise would be required from developers of other projects adjacent to the Required Construction Projects, Hillsborough County shall require each such developer to contribute the right-of-way necessary to accommodate and mitigate for their own obligations for sidewalks and road improvements for their respective projects. If it is determined that additional right of way is necessary for any Revised Phase 2A Pipeline Improvements (Required Construction Projects), Hillsborough County agrees to utilize its powers of eminent domain to acquire right of way, if necessary, upon the execution of a collateral agreement between the Developer and Hillsborough County specifying the duties of each party. All costs and expenses attributable to acquiring the right of way, including without limitation legal, engineering and design costs and expenses shall be paid by Developer.~~

~~(6) Buildings within the Revised Phase 2A development shall be subject to the adopted Consolidated Impact Assessment Program Ordinance (the "Impact Fee Ordinance"), as it may be amended from time to time. All eligible transportation contributions, costs and expenses borne by the Developer pursuant to this Amended and Restated Development Order, including but not limited to costs for right-of-way, design, construction and construction inspection of the Revised Phase 2A Pipeline Improvements and the Required Contribution may be considered for transportation impact fee offsets pursuant to the Impact Fee Ordinance. Further, nothing herein shall be construed as a waiver of the Developer's right to contest the validity of, or to apply for any other offsets under, the Impact Fee Ordinance or the impact fees assessed thereunder.~~

~~(7) The County shall consider, in good faith, requesting that the Metropolitan Planning Organization (MPO) add the bike/pedestrian overpass and the four (4) laning of Covington Gardens Drive to the MPO's Long Range Transportation Plan Highway Needs Assessment;~~

~~(8) The Developer will comply with the following time schedule for construction of the Revised Phase 2A Pipeline Improvements (Required Construction Projects):~~

~~(a) Except as hereinafter provided, the construction of all of the Revised Phase 2A Pipeline Improvements shall be substantially completed prior to the issuance of any certificates of occupancy for any buildings constructed as part of the Revised Phase 2A development on Tract 1a or Tract 1b. Notwithstanding the foregoing~~

~~provision, it is specifically agreed that the Revised Phase 2A Pipeline Improvement listed in Subsection IV.C.4.a(2)(a) above (i.e., the widening of Big Bend Road from US 301 through Simmons Loop Road as a rural six lane road, the “East 301 Roadway Improvement”) does not have to be substantially completed prior to the issuance of the first certificate(s) of occupancy for any buildings constructed as part of the Revised Phase 2A development on Tract 1 a or Tract 1 b so long as: (i) the Developer has provided the County with Security for the East 301 Roadway Improvement as provided in Subsection IV.C.4.a.(8)(e) below; and (ii) the Developer has commenced construction of the East 301 Roadway Improvement prior to the issuance of the first certificate(s) of occupancy for any buildings constructed as part of the Revised Phase 2A development. Further, Developer shall substantially complete construction of the East 301 Roadway Improvement within twelve (12) months of commencement of construction of said improvement.~~

~~(b) — To the extent that FHWA approval is required for any of the Revised Phase 2A Pipeline Improvements (“FHWA Roadway Improvements”), it is specifically agreed that the Developer shall not be required to commence construction of FHWA Roadway Improvements until FHWA approval has been received. Notwithstanding the foregoing provision, it is understood that the Developer shall either: (i) be required to commence construction of any of the FHWA Roadway Improvements no later than ninety (90) days after the issuance of the first building permit for vertical building construction within the Revised Phase 2A development; or (ii) if FHWA approval is still pending at that time (i.e., issuance of the first building permit for vertical building construction within the Revised Phase 2A development), the Developer shall alternatively be required to provide financial security to FDOT for the FHWA Roadway Improvements (This financial security shall be identical to the “Security” as described in subsection IV.C.4.a(8)(e) below). Further, Developer shall substantially complete construction of the FHWA Roadway Improvements within twelve (12) months of commencement of construction of said improvement(s).~~

~~(c) — Prior to the issuance of any permits for the construction of any buildings on either Tract 1a or Tract 1b, the Developer shall provide the County with financial security ensuring the Developer’s completion of all of the Revised Phase 2A Pipeline Improvements (except the FHWA Roadway Improvements) within the time frame provided in this Amended and Restated Development Order (“County Security”). The County Security shall equal one hundred and twenty five percent (125%) of the estimated cost of Developer completing all of the Revised Phase 2A Pipeline Improvements (not including the cost of the FHWA Roadway Improvements) and shall~~

~~be in a form acceptable to the County and in the form of one or more letter(s) of credit and/or escrow agreement(s) including, without limitation, an escrow agreement with a duly formed community development district that has issued bonds for the Revised Phase 2A Pipeline Improvements as hereinafter described. Pursuant to subsection IV.C.4.a(8)(b) above, if required, the Developer shall provide to FDOT financial security ensuring the Developer's completion of all of the FHWA Roadway Improvements within the time frame provided in this Amended and Restated Development Order (herein "FDOT Security"). The FDOT Security shall equal one hundred and twenty five percent (125%) of the estimated cost of Developer completing all of the FHWA Roadway Improvements and shall be in a form acceptable to FDOT and in the form of one or more letter(s) of credit and/or escrow agreement(s) including, without limitation, an escrow agreement with a duly formed community development district that has issued bonds for the Revised Phase 2A Pipeline Improvements as hereinafter described. (The County Security and FDOT Security shall hereinafter be referred to collectively as "Security.")~~

~~(d) — If all or a portion of the Security provided by the Developer is an escrow agreement between a duly formed community development district and the County, that agreement shall require that the proceeds from the sale of bonds for off-site improvements (including the Revised Phase 2A Pipeline Improvements) be placed in a specific escrow account with a qualified financial institution; it being specifically understood and agreed that the community development district shall be authorized to draw funds from that account for the purpose of funding the construction of the Revised Phase 2A Pipeline Improvements. If all or a portion of the Security is one or more letter(s) of credit, it is agreed that as each one of the Revised Phase 2A Pipeline Improvements are substantially completed, the Developer shall also be entitled to reduce the amount of the letter(s) of credit held by the County (and FDOT, if applicable) to an amount equal to 125% of the estimated cost to complete the uncompleted Revised Phase 2A Pipeline Improvements. In connection therewith, the Developer shall provide the County (and FDOT, if applicable) with revised estimates to complete any Revised Phase 2A Pipeline Improvements that have not been substantially completed. The revised estimates shall be prepared and sealed by a licensed Florida civil engineer and shall be subject to review and approval by the County in its reasonable discretion.~~

~~(e) — For purposes hereof, the words "substantial completion" or "substantially complete" shall mean that the roadway improvements described herein as the Revised Phase 2A Pipeline Improvements~~

have been completed so that they can safely be used by the general public and so that the roadway improvements provide the same capacity as will be provided upon final completion of the roadway improvements; however, corrective work may still be outstanding in connection with the Revised Phase 2A Pipeline Improvements so long as the Developer has provided the County with appropriate security in the form of a letter of credit in an amount estimated to be necessary to complete any such corrective work plus an additional ten percent (10%).

~~(f) — Notwithstanding the foregoing subsection IV.C.4.a(8)(a) above requiring substantial completion of certain Revised Phase 2A Pipeline Improvements before the issuance of certificates of occupancy for any buildings on either Tract 1 a or Tract 1b, in the event that the performance by the Developer of the commitments set forth in this Amended and Restated Development Order in connection with the construction of the Revised Phase 2A Pipeline Improvements shall be interrupted or delayed by war, riot, strike, civil commotion, natural disaster or other event beyond Developer's control, then Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof. Further, in the event that performance by the Developer of the commitments set forth in this Amended and Restated Development Order shall be interrupted or delayed in connection with obtaining the necessary governmental approvals and/or acquisition or condemnation of land required for the construction of any of the Revised Phase 2A Pipeline Improvements and which interruption or delay is caused through no fault of the Developer, then the Developer shall submit documentation regarding such event(s) to Hillsborough County for its review and concurrence. If such documentation shows to the reasonable satisfaction of Hillsborough County that such event(s) have taken place, then the Developer shall be excused from such performance for such period of time as is reasonably necessary after such occurrence to remedy the effects thereof; and Hillsborough County shall continue issuing permits and certificates of occupancy for buildings constructed as part of Revised Phase 2A.~~

~~(g) — In the event Developer does not substantially complete construction of the Revised Phase 2A Pipeline Improvements within three (3) months after the deadline(s) for completion set forth in subsection IV.C.4.a(8)(a) and (b) above, the County or FDOT may exercise its rights as provided for in the Security within thirty (30) days thereafter (i.e., after three (3) months after the deadlines for completion have elapsed) and shall complete construction of any uncompleted Revised Phase 2A Pipeline Improvements to the extent the proceeds of such security enable the County or FDOT to do so.~~

b. ~~Alternative 2: [The Developer of Phase 2A has selected this alternative]~~
~~The Developer may elect to subphase the Revised Phase 2A development and the construction of the Revised Phase 2A Pipeline Improvements as follows:~~

1. General Transportation Conditions Pertaining to Revised Phase 1
The transportation mitigation for Phase 1 is complete and no further mitigation is required.
2. Mitigation for Revised Phase 2A:

The Developer may elect to subphase the Revised Phase 2A development and the construction of the Revised Phase 2A Pipeline Improvements as follows:

1. a. Sub-Phase 2A-1(a): The Developer shall be allowed to obtain building permits and thereafter certificates of occupancy for up to 120,000 square feet of office development upon submission of a complete application for an IOAR and/or IMR (if required) for the construction of an approximate 1,200 foot extension to the existing deceleration lane for the southbound I-75 off-ramp at Big Bend Road, and any other improvements detailed in Alternative 1 above, which would require an IOAR and/or an IMR; provided, however, the Developer shall be required to submit a complete application for an IOAR and/or IMR (if required) for said improvements no later than December 31, 2011.
2. b. Sub-Phase 2A-1(b): The Developer shall be allowed to obtain certificates of occupancy for up to an additional 175,000 square feet of commercial/retail development and up to 125 hotel rooms upon substantial completion of construction of an approximate 1,200 foot extension to the existing deceleration lane for the southbound I-75 off-ramp, which is part of the Revised Phase 2A Pipeline Improvements detailed in Alternative 1, together with certain site-related improvements as detailed in Section ~~IV~~IV.C.4.c(1) below: These improvements (both pipeline and site-related) are also depicted on **Exhibit C** attached hereto and made a part hereof.
3. c. Sub-Phase 2A-2: The Developer shall be allowed to obtain certificates of occupancy for up to an additional 425,000 square feet of commercial retail development (600,000 square feet cumulative), and an additional 125,000 square feet of office development (245,000 square feet cumulative) upon substantial completion of the following projects, which are identified as part of the Revised Phase 2A Pipeline Improvements under Alternative 1 above:
 - (a)(i) the widening of Big Bend Road to a 6-lane urban arterial road from Covington Garden Drive to the western boundary of the main entrance to DRI Tract ~~4-a~~ on Big Bend Road (which is also the main entrance for the Revised Phase 2A development and aligns with East Bay High

School's School's main entrance on Big Bend Road as depicted on **Exhibit CB** hereto as improvement 2a;

~~(b)~~(ii) the widening of Big Bend Road to a 6-lane rural arterial road from the main entrance to DRI Tract 4a on Big Bend Road, which aligns with East Bay High School's School's main entrance on Big Bend Road to the northbound I-75 off-ramp for northbound and westbound movements as depicted on **Exhibit C** hereto as improvement 2b;

~~(c)~~(iii) construction of an additional westbound left turn lane on the I-75 I-75 southbound off-ramp at Big Bend Road thereby creating a triple left-turn lane at this intersection as depicted on **Exhibit C** hereto as improvement 2c; and

~~(d)~~(iv) construction of an additional westbound left turn lane to the northbound I-75 off-ramp at Big Bend Road for northbound to westbound movements thereby creating a dual left turn lane at this intersection as depicted on **Exhibit C** hereto as improvement 2d.

In addition to the Revised Phase 2A Pipeline Improvements identified above, the Developer shall also substantially complete certain "site-related" improvements identified in Section 4.7, C.4IV, CA.c(2) below and depicted on **Exhibit C** as improvement 2.

4. d. Sub-Phase 3:—The Developer shall be allowed to obtain certificates of occupancy for up to an additional 400,000 square feet of commercial retail development (1,000,000 square feet cumulative), an additional 100,000 square feet of office development (345,000 square feet cumulative), and an additional 125 hotel rooms (250 room cumulative) upon substantial completion of the following Revised Phase 2A Pipeline Improvements:

~~(a)~~ (i) the widening of Big Bend Road from US 301 through Simmons Loop Road located east of the Bull Frog Creek Bridge as a rural 6-lane road (including a sidewalk on one side of the road and a multi-use trail on the other side of the road) as depicted on **Exhibit C** hereto as improvement 3a; and

~~(b)~~ (ii) the installation of a traffic signal and/or turn lane improvements at the intersection of Big Bend Road and Lincoln Road as depicted on **Exhibit C** hereto as improvement 3b.

It is specifically understood that the widening of Big Bend Road between Simmons Loop Road and US 301 by Developer will not include any other intersection improvements except as specifically identified above.

5. e. Sub-Phase 4: The Developer shall be allowed to obtain building permits and thereafter certificates of occupancy for up to an additional 145,120 square feet of office development (490,120 square feet cumulative) upon the submission of a cash payment in the amount of \$4,000,000.00 to Hillsborough County to help fund the construction of bike-pedestrian overpass over Big Bend Road at or near Waterset Drive as depicted on **Exhibit C** hereto as improvement 4, which cash contribution is referred to under Alternative 1 above as the Required Contribution. -The terms and conditions set forth in Section IV.C.4.a.2(h) above regarding the ~~County's~~County's use of the Required Contribution are hereby incorporated by reference.
6. f. If this Alternative 2 sub-phasing option is elected by Developer, the following provisions pertaining to Alternative 1 are hereby incorporated into Alternative 2 by this reference:
- Section IV.C.4.a.3—(Submission of roadway plans to Hillsborough County for review and approval);
- Section IV.C.4.a.5—(Cooperation between Developer and Hillsborough County if additional right of way is required to be condemned);
- Section IV.C.4.a.6—(Application of the Hillsborough County Consolidated Impact Assessment Program Ordinance);
- Section IV.C.4.a.7—(Consideration by Hillsborough County of adding bike/pedestrian overpass over Big Bend Road and the 4-laning of Covington Gardens Drive to the ~~MPO's~~MPO's Long Range Transportation Plan Highway Needs Assessment);
- Section IV.C.4.a.8(e)—(definition of “substantial completion” or “substantially complete”); and
- Section IV.C.4.a.8(f) (delays beyond the ~~Developer's~~Developer's control);
7. g. Notwithstanding any provision herein to the contrary, prior to the issuance of building permits for development allowed in any of the sub-phases 1(b) — 3 as described above, the Developer shall be required to provide financial security to FDOT and/or Hillsborough County ensuring the ~~Developer's~~Developer's completion of the improvements designated for that subphase.- Said financial security shall comply with the requirements contained in Subsections IV.C.4.a(8)(c)-(d) above. In addition, no certificate(s) of occupancy shall be issued for any development allowed in sub-phases 1(b), 2, or 3 until the improvements required for that sub-phase have been substantially completed.

e. h. Site Access (Non-Pipeline) Improvement Requirements for Revised Phase 2A Development.

The Developer may also be obligated to construct certain site access improvements (such as turn lanes) or other transportation improvements (such as the four-laning of a portion of Covington Gardens Drive) which are required to provide adequate and safe access to the Development. -Site access and other transportation improvements related to the Revised Phase 2A development shall be either designated in the zoning conditions applicable to the Development or may be determined during design and permitting and will not require an amendment to this Amended and Restated Development Order, and will not be credited against the “proportionate share” of transportation improvements required in connection with any phase of the Development.- However, nothing herein shall be construed as preventing the award of offsets or credits against transportation impact fees for any of these improvements if they are creditable under the Impact Fee Ordinance.

In the event that the Developer elects “Alternative 2” or the “sub-phasing alternative” as provided in Section IV.C.4.b above, the following shall constitute a non-exclusive list of site access (non-pipeline) transportation improvements required in connection with the applicable sub-phase(s) as indicated below:

~~(1)~~(i) Sub-phase 2A-1(b): The Developer shall construct the following site-related (non-pipeline) transportation improvements as part of Sub-phase 1(b):

- a) 1. Left turn lane from westbound Big Bend Road south into the main entrance to DRI Tract ~~14~~1a on Big Bend Road as depicted on **Exhibit C** hereto as improvement 1 b(a); and
- b) 2. Right turn lane from eastbound Big Bend Road south into the main entrance to DRI Tract ~~14~~1a on Big Bend Road as depicted on **Exhibit C** hereto as improvement ~~1b~~1b(b).

~~(2)~~(ii) Sub-phase 2A-2:— The Developer shall construct the following site-related (non-pipeline) transportation improvements as part of Sub-phase 2:

- a)1. Widening of Covington Gardens Drive from 2-lanes to 4-lanes from the southern boundary of DRI Tract 15 to Big Bend Road as depicted on **Exhibit C** hereto as improvement 2.

d. i. Capital Contribution Agreement for Revised Phase 2A

~~(4)~~(i) Section 380.06(16)(c), Florida Statutes, provides the authority for the Developer and Hillsborough County to enter into front-ending agreements which provide for the reimbursement by the County to the Developer, its successors or assigns, for any voluntary capital contributions and/or improvements made by the Developer in excess of the ~~Developer's~~Developer's fair share. -The Developer and the County are hereby authorized to enter into front-ending agreements (~~("Front-Ending Agreement")~~) which provide for the reimbursement by the County to the Developer, its successors or assigns, for the ~~Developer's~~Developer's voluntary contribution to, or design and/or construction of, any transportation improvements relative to Revised Phase 2A of the Development (~~("Voluntary Transportation Improvement")~~). A Voluntary Transportation Improvement may include any one or more of the following:

a)-1. Any transportation improvement not included in this Amended and Restated Development Order, which is not necessary to satisfy the ~~Developer's~~Developer's transportation mitigation requirements and/or is in excess of the ~~Developer's~~Developer's proportionate share, but does mitigate for impacts reasonably attributable to Revised Phase 2A of the Development.

b)-2. Any expansion and/or enhancement of a transportation improvement included in this Amended and Restated Development Order. An example of this type of transportation improvement is the design and/or construction of a transportation improvement to urban design standards as opposed to rural design standards.

e)-3. The advancement of the design and/or construction of any transportation improvement ahead of a required time-frame provided by this Amended and Restated Development Order (~~("Advanced Improvement")~~). A Front-Ending Agreement may provide that, upon completion of the Advanced Improvement, the respective condition of the Amended and Restated Development Order shall be deemed satisfied, and the condition shall not be replaced with any other transportation improvement requirement.

(2)(ii) The foregoing examples of Voluntary Transportation Improvements are not necessary to satisfy the ~~Developer's~~ Developer's transportation mitigation requirements, and are voluntary contributions in excess of proportionate share, but do mitigate for impacts reasonably attributable to Revised Phase 2A of the Development. -Front-Ending Agreement shall not be construed to require the Developer to make any Voluntary Transportation Improvement.

j. The transportation impacts of Phase 2A for the residential entitlements will be mitigated through mobility fees pursuant to the terms of the Hillsborough County Mobility Fee Ordinance, Ord; No. 16-8 as amended thereafter.

5.3. Revised Phase H(b) or 2B.

The following project related improvements have been identified for Phase 2B:

Southbend NOPC Improvement Summary

Phase 2B	Project Improvements	Phase 2B PM Peak Hour Project Trip Threshold
Big Bend Rd at US 41	Add WB left-turn lane (3 total) Optimize signal timing	1,389
Covington Garden Dr at Big Bend Rd	Add WB left-turn lane (2 total) Change NB right-turn lane to channelized right-turn lane Optimize zone signal timing	669
I-75 NB Ramps at Big Bend Rd	Add NB left-turn lane (2 total) Optimize zone signal timing	944
Lincoln Rd at Big Bend Rd	Add SB right-turn lane (1 total) Optimize zone signal timing	1,272
Big Bend Rd at US 301	Add EB left-turn lane (3 total) Optimize zone signal timing	1,625

The transportation impacts of Phase 2B will be mitigated through payment of mobility fees pursuant to the terms of the Hillsborough County Mobility Fee Ordinance, Ord; No. 16-8. No further transportation mitigation beyond payment of mobility fees will be required of Phase 2B.

6.4. Geographic Relocation and Land Use Trade-Off Mechanism.

The Developer is entitled to relocate various uses geographically within the project and trade off land uses in accordance with the following table, ~~without additional approvals from the Department of Community Affairs (the "Department") and the Tampa Bay Regional Planning Council ("TBRPC"); however, notice of the Developer's use of the land use trade-off mechanism ("LUTM") in accordance with the following table shall be provided to the TBRPC and the Department as hereinafter provided. Further, both the TBRPC and the Department shall have the right to review the use of the LUTM by the Developer to ensure that said use complies with this condition, but the TBRPC and the Department shall not be approval entities with respect to the geographic relocations of land uses as it pertains to the LUTM.~~ The geographic relocation of land uses shall not be permitted within any area designated as preservation or conservation areas. In seeking approval of a specific Land Use Exchange, the Developer shall prepare and submit to the County a request which demonstrates that the impacts generated by the proposed land use mix will not exceed the impacts for transportation, potable water, wastewater treatment, solid waste disposal, drainage and parks and recreation which are authorized in this Amended and Restated Development Order. Additionally, the Developer shall demonstrate that the proposed land use mix will not generate additional demand for affordable housing beyond the amount for which the supply of affordable housing has been demonstrated to be available. ~~Upon submission of a request to the County to implement this section of the Amended and Restated Development Order, all application materials and information necessary to support approval of such a request shall be provided to the Department and the TBRPC by the Developer. The Developer shall provide written notification to the Department and TBRPC of the approval or denial of any land use exchange requested by the Developer. Further, the approval of any land use exchange request shall be included in the Annual Report which covers the reporting period in which the land use exchange was approved. With the submittal of any Notice of Proposed Change requiring changes to this Amended and Restated Development Order, the Revised Master Development Plan and Phasing Schedule shall be amended to reflect any Land Use Exchange(s) that have been approved since the issuance of the Amended and Restated Development Order or last amendment to the Amended and Restated Development Order. Such change considered by itself shall not constitute a substantial deviation. Changes to the Phasing Schedule under this paragraph do not include extensions to the buildout date.~~

The land use exchange request shall contain information sufficient to enable the County to determine that the impacts of the revised land use mix do not exceed the impacts, of the land use mix being replaced. The quantifiable impacts will be measured based upon the relevant factors then currently used by the County (e.g. ITE trip generation rates, EDU tables solid waste generation factors, etc.). The Developer shall verify the appropriate factors with County staff prior to the submittal of any such land use exchange request.

The traffic impacts of the revised land use mix shall be deemed by the County not to exceed the approved traffic impacts of the land use mix being replaced so long

as the changes does not increase the p.m. peak hour total traffic and the relative proportions Hof trips produced by attractors and the trips produced by generators remains substantially the same for the phase or subphase. In the event that the attractor/generator proportions are not substantially the same, as determined by the County, additional information may be required to assess trip distribution, intersection(s) performance and/or particular roadway segments designated by the County.

Table 5 which follows includes conversion factors for equating traffic impacts of exchanges of land uses with similar travel characteristics. The incorporation of this land use exchange mechanism shall not operate to permit the Developer to develop any land use which will generate peak hour trips in excess of the total number of p.m. peak hour trips for which it has obtained specific development order approval. Use of Table 5, below, for the exchange of land uses is assumed to result in a land use exchange which satisfies all transportation-related conditions of this section, and additional transportation analysis in support of the exchange shall not be required. The use of the LUTM in Table 5 is expressly prohibited for Phase 2A development.

TABLE 5
Land Use Trade-off Matrix for Phase 1 and 2B

CHANGE TO:							
CHANGE FROM:		210: Single-Family Residential	220: Multi-Family Residential	230: Townhouse Residential	310: Hotel	710: Office	820: General Commercial
	210: Single-Family Residential		1.613 Units/Units	1.923 Units/Units	1.667 Rooms/Units	0.671 KSF/Units	0.27 KSF/Units
	220: Mufti-Family Residential	0.62 Units/Units		1.192 Units/Units	1.033 Rooms/Units	0.416 KSF/Units	0.167 KSF/Units
	230: Townhouse Residential	0.52 Units/Units	0.839 Units/Units		0.867 Rooms/Units	0.349 KSF/Units	0.14 KSF/Units
	310: Hotel	0.6 Units/Rooms	0.968 Units/Rooms	1.154 Units/Rooms		0.403 KSF/Rooms	0.162 KSF/Rooms
	710: Office	1.49 Units/KSF	2.403 Units/KSF	2.865 Units/KSF	2.483 Rooms/KSF		0.402 KSF/KSF
	820: General Commercial	3.71 Units/KSF	5.984 Units/KSF	7.135 Units/KSF	6.183 Rooms/KSF	2.49 KSF/KSF	

The calculations must always start in “Change From” row and end in “Change To” column. Start in “Change From” at appropriate row, proceed horizontally, then vertically to the equivalent use in “Change To” column. The equivalent “Change To” land use is noted at the intersection of the “Change From” horizontal row, and the “Change To” vertical column. For example, one thousand square feet of commercial (“Change From”) can be traded into 6.183 Hotel rooms.

The following maximum and minimum development thresholds are incorporated for the combined Revised Phases 1 and 2B:

Land Use	Maximum	Minimum
Residential	2,268 d.u.	1,361 d.u.
Hotel	625 rooms	0 rooms
Office	497,406 s.f.	298,444 s.f.
Commercial	770,750 s.f.	462,450 s.f.

Additional Notes Relating to the LUTM:

1. Land use changes are based on the peak-hour of adjacent street traffic, one hour between 4 PM and 6 PM.
2. Equivalency factors are based on the ITE Trip Generation Manual 9th Edition average rate for each land use.
3. Any proposed Land Use Exchange which results in an increase which creates a reasonable likelihood of additional impacts for potable water, wastewater treatment, or solid waste disposal in approved Revised Phases 1 or 2B, will require confirmation of utility service availability from Hillsborough County. The approved impacts for Revised Phase I are 441,905 gallons per day of potable water usage, 298,490 gallons per day of wastewater treatment demand, and

7.60 tons per day of solid waste disposal demand. Note: Revised to reflect impacts for 1,005 single-family units moved to Waterset (FKA Wolf Creek Branch) DRI #266 as part of NNP-Southbend II NOPC.

TABLE 6
Land Use Trade-off Matrix for Phase 2A

		<u>CHANGE TO:</u>				
		<u>220: Multi-Family</u>	<u>215: Townhomes</u>	<u>310: Hotel</u>	<u>710: Office</u>	<u>820: General Commercial</u>
<u>CHANGE FROM:</u>	<u>220: Multi-Family</u>		<u>0.811 DU/DU</u>	<u>0.7232 RM/DU</u>	<u>0.2004 KSF/DU</u>	<u>0.1415 KSF/DU</u>
	<u>215: Townhomes</u>	<u>1.2329 DU/DU</u>		<u>0.8917 RM/DU</u>	<u>0.2471 KSF/DU</u>	<u>0.1744 KSF/DU</u>
	<u>310: Hotel</u>	<u>1.3826 DU/RM</u>	<u>1.1214 DU/RM</u>		<u>0.2771 KSF/RM</u>	<u>0.1956 KSF/RM</u>
	<u>710: Office</u>	<u>4.9903 DU/KSF</u>	<u>4.0477 DU/KSF</u>	<u>3.6094 RM/KSF</u>		<u>0.7060 KSF/KSF</u>
	<u>820: General Commercial</u>	<u>7.0689 DU/KSF</u>	<u>5.7333 DU/KSF</u>	<u>5.1126 RM/KSF</u>	<u>1.4165 KSF/KSF</u>	

The calculations must always start in "Change From" row and end in "Change To" column. Start in "Change From" at appropriate row, proceed horizontally, then vertically to the equivalent use in "Change To" column. The equivalent "Change To" land use is noted at the intersection of the "Change From" horizontal row, and the "Change To" vertical column. For example, one thousand square feet of commercial ("Change From") can be traded into 5.1126 Hotel rooms.

The following maximum and minimum development thresholds are incorporated for the combined Revised Phase 2A:

<u>Land Use</u>	<u>Maximum</u>	<u>Minimum</u>
<u>Residential</u>	<u>1,000 DU's</u>	<u>450 DU's</u>
<u>Hotel</u>	<u>400 Rooms</u>	<u>0 Rooms</u>
<u>Office</u>	<u>50,000 SF</u>	<u>15,000 SF</u>
<u>Commercial</u>	<u>1,000,000 SF</u>	<u>400,000 SF</u>

Additional Notes Relating to the LUTM:

4. Land use changes are based on the peak-hour of adjacent street traffic, one hour between 4 PM and 6 PM.
5. Equivalency factors are based on the ITE Trip Generation Manual, 11th Edition trip rate for each land use.

7.5. HART Requirements.

The Developer shall be required to conform with the five stipulations of the Hillsborough Area Regional Transit Authority (HART) (as listed below)

~~concerning proposed phase modal splits of 2.5%, 3.5% and 4.7% and shall monitor them with each Annual Report.):~~

- a. Access, and internal arterial and appropriate collector road geometries shall accommodate a 96" wide by forty (40) feet long advance design coach.
- b. The Developer shall provide shelters and pullout bays along the on-site transit route on the internal arterial or collector roads as and when deemed appropriate by HART. Shelter locations shall be reasonably accessible via walkways/crosswalks for pedestrian movement to/from buildings. Sufficient area lighting shall be included at bus stops. Appropriate signage will be placed at shelter sites.
- c. Transit schedule/information displays will be provided, at a minimum, at each on-site bus stop by the Developer.
- d. Maintenance of transit amenities such as shelters, benches, and schedule displays shall be the responsibility of HART. Maintenance of landscaping adjacent to transit amenities shall be the responsibility of the Developer.
- e. Details, standards and phasing of all transit amenity provisions must be approved by HART and shall be representative of those commonly in use by HART.

8.6. Impact Fees. The application and payment of Impact Fees in itself will not constitute funding commitments for the required right-of-way and transportation improvements although their payment will be credited towards any Pipeline Improvements if consistent with the provisions of the impact fee regulations.

D. ENVIRONMENTAL

1. Hillsborough County shall reserve the right to require that the Developer undertake mitigative measures or a revision of the master General Development Plan to alleviate any potential impacts of the project on ambient air quality.
2. To reduce fugitive dust and other adverse air emissions the Developer shall undertake the measures referenced on pages 13-6 and 13-7 of the ADA to reduce fugitive dust and other adverse air emissions. Specifically the Developer shall ensure that:
 - a. The cleared and disturbed areas shall be sodded, seeded, mulched, or planted with landscape material as soon as practicable.
 - b. The side slopes of detention ponds will be sodded or natural vegetation will be encouraged to grow.
 - c. Wind erosion will be controlled through sprinkling or other appropriate means.
3. The Developer agrees that representative stands of each upland vegetative community type listed on page 18-1 of the ADA shall be set aside in their natural state in order to maintain natural diversity on the site. These areas shall be designated on the General Development Plan to serve as conservation areas and

shall be of sufficient size so as to maintain their natural function. To the extent possible these areas should be located contiguous to other habitats, conserved so as to enhance their value. The Developer may create oversized lots by platting within the Oak Hammock Preserve, provided that the minimum lot size requirements for each such lot shall be met using land located outside the preserve. In the event oversized lots are platted into the preserve, the Developer shall prepare and record a conservation easement in favor of Hillsborough County in accordance with the requirements of 704.06, Florida Statutes (1997), prior to final plat approval. The conservation easement shall encompass the entire area of the Oak Hammock shown on Map "H" dated April 13, 1999.

4. The portions of the Southbend site which meet the definition of preservation and conservation areas, as defined in the Council's adopted growth policy, Future of the Region, Sections 2.701 and 2.702 shall be so designated on the revised General Development Plan submitted to Hillsborough County for Planned Unit Development approval.
5. Prior to the issuance of any permits, a Final Drainage Plan for the Project or any subphase thereof shall be submitted to Hillsborough County, DEP, and SWFWMD ~~and TBRPC~~ for review and to Hillsborough County for approval.
6. In order to protect water quality, the following parameters shall be included in the Project drainage plan(s):
 - a. The drainage system shall be designed to provide retention, or detention with filtration/assimilation treatment for the first "flush" of runoff generated from the site as required by 17-25 FAC and 40D-4 Rules of the SWFWMD.
 - b. Best Management Practices recommended by Hillsborough County shall be adhered to.
7. 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 protection and mitigation measures shall be employed in cooperation with the Florida Fish and Wildlife Conservation Commission.
8. Prior to the issuance of detailed site plan approval or Land Alteration permits, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which any onsite gopher tortoise colonies shall be preserved or relocated. Copies of any required permits relative to any on-site gopher tortoise population shall be provided to Hillsborough County ~~and TBRPC~~. An acceptable plan detailing how the gopher tortoise population will be accommodated, protected and monitored shall be submitted to Hillsborough County, the Florida Fish and Wildlife Conservation Commission ~~and TBRPC~~. The plan shall be submitted prior to any clearing activities or building permits for Revised Phase 1.
- ~~9. Prior to any site alteration, the Developer shall institute a quarterly monitoring program to establish background conditions and the quality of surface water exiting the site. Quarterly monitoring shall begin at least thirty (30) days prior to the actual development commencement and shall continue through buildout. The monitoring~~

~~results shall be submitted to the DEP, SWFWMD, the Hillsborough County EPC, and TBRPC quarterly. Any violation of Chapter 17-3 F.A.C. shall require corrective measures as set forth by DEP. **[The surface water monitoring program has commenced for Revised Phase 1.]**~~

- ~~10.9.~~ The Developer, its assigned agents or successors or assigns, shall be responsible for the maintenance of all open space/recreation areas and landscaped areas within each phase of the development. This does not include water retention/detention ponds in platted subdivisions with public streets or the dedicated 4.0 acre park.
- ~~11.~~ The Developer shall submit a plan to Hillsborough County and the TBRPC for using non-potable water for landscape and open space irrigation prior to the issuance of Certificates of Zoning Compliance.
- ~~12.10.~~ The Developer shall designate a private management entity responsible for maintenance and operation of any on-site wells, prior to the issuance of any detailed site plan approval.
- ~~13.~~ Water saving methods and fixtures shall be incorporated into Southbend design and construction.

E. PUBLIC FACILITIES

1. Prior to issuance of detailed site plan approval for each phase 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 and external water supply, supply lines, and facilities to service Southbend. This shall include the capping or use of current onsite wells and/or any drilling of new wells for potable or non-potable water. No building permits shall be issued without an approved, permitted potable water distribution system and available capacity for that portion of the building construction. Hillsborough County shall provide water service to this development in accordance with Hillsborough County Ordinance No. 00-004 as amended or superseded.
2. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall ensure provision of fire flows acceptable to Hillsborough County and of any additional fire fighting facilities/manpower/equipment required to serve the project beyond that budgeted by Hillsborough County. Prior to the issuance of building permits for a structure of 4 or more stories, a career ladder company shall be provided by the Developer, unless otherwise determined by Hillsborough County.
3. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall stipulate to the satisfaction of Hillsborough County the manner by which the Developer will participate in the provision of wastewater treatment facilities that will serve the Southbend development.
4. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall provide documentation to Hillsborough County of an approved master plan for wastewater collection, treatment and effluent disposal facilities.

5. Prior to issuance of detailed site plan approval for each phase of the development, the Developer shall verify to the satisfaction of Hillsborough County that adequate solid waste disposal, electricity, police and Emergency Management Services capabilities and facilities are available to service the development.
- ~~6. Prior to specific approval of Revised Phase 2B, the Developer will obtain verification from the appropriate County utility departments of service for the anticipated public facility volumes (i.e. potable water, wastewater, and solid waste).~~

F. HAZARDOUS WASTE

1. The Developer or its assigns shall implement a site specific groundwater monitoring program for all activities which require the handling of hazardous or toxic substances as required by Hillsborough County, the Environmental Protection Commission and the Florida Department of Environmental Protection.
2. The Developer shall ensure that those individual tenants who use, handle, store, or process hazardous wastes provide an emergency response and hazardous waste management operation plan to minimize hazards to human health and the environment. The plan will describe the procedures and actions required of facility personnel as well as describe the arrangements agreed to by local police and fire departments, emergency services and hospitals. Individual tenant plans will be included in the annual report following their adoption.
3. All temporary storage facilities for hazardous or toxic materials or wastes will be designed at a minimum to meet the criteria set forth in the Future of the Region, to the extent that there is no conflict with Hillsborough County hazardous waste management plans.
4. In accordance with local government policy and appropriate environmental regulations, the Developer shall ensure through restrictive covenants that producers of hazardous waste shall handle and store such waste on site in properly designed areas and prepare those products for shipment to hazardous waste transfer facilities designated by Hillsborough County.

G. HISTORICAL OR ARCHAEOLOGICAL

The discovery of any historical or archaeological resources shall be reported to the Florida Division of Archives, History and Records Management and the disposition of such resources shall be determined in cooperation with the Division of Archives and Hillsborough County.

H. ENERGY MANAGEMENT AND FLOOD CONTROL

- ~~1. The Developer shall hold discussions and cooperate with the Hillsborough County Bureau of Emergency Management and the Greater Tampa Chapter of the American Red Cross, concerning the feasibility of designating the Southbend Regional Mall and/or hotels as public hurricane evacuation shelters. A report on the final outcome of these discussions shall be submitted in the Annual Reports~~

~~immediately following issuance of certificates of occupancy for the hotel(s) and mall.~~

~~2.1.~~ The Developer or its assigns shall promote awareness of, and shall cooperate with local and regional authorities having jurisdiction to issue hurricane evacuation orders. The Developer shall prepare a plan to ensure the safe and orderly evacuation of hotel guests, residents and those employees who, for security or administrative reasons, are in buildings after an evacuation order is issued. Cooperative measures include (1) ordering all buildings closed for the duration of a hurricane evacuation order; (2) informing all employees and residents of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation plans. This plan shall be included in the first Annual Report submitted after occupancy of any portion of the project.

~~3.2.~~ Elevations for all habitable structures shall be at or above the base flood elevation.

I. ENERGY CONSERVATION

~~The energy conservation measures referenced on page 25-4 of the ADA shall be required.~~ The following energy conservation measures shall also be encouraged by the Developer or his assigns including the use of landscaping and retention of existing vegetation as a means of energy conservation:

1. The initiation of programs to promote energy conservation by employees, buyers, suppliers and the public.
2. Reduction in levels of operation of all air conditioning, heating and lighting systems during non-business hours.
3. Recycling programs.
4. The use of energy-efficient cooling, heating and lighting systems.
5. Installation of innovative energy conservation features such as waste heat recovery or solar power where feasible in project development.
6. Use of the most energy efficient technology economically feasible in the construction and operation of commercial facilities and life-cycle costing (to include operation and maintenance costs) in evaluating energy conservation effectiveness.

J. SCHOOLS AND PARKS

1. The Developer ~~shall dedicate~~previously dedicated a 4.0 acre parcel of Southbend for use as a park site ~~which shall be owned and maintained by Hillsborough County. If the park site is not accepted by Hillsborough County, the site may be used for single family or town home residential development only so long as the total number of dwelling units on site does not exceed 2,810. (Note: The park site and adjacent upland preserve have been decided to Hillsborough County pursuant~~

to that certain deed recorded at OR Book 11752, Page 1285,) which is owned and maintained by Hillsborough County.

~~2. The Developer shall dedicate~~previously dedicated to the School Board ~~upon request of the School Board,~~ usable land for ~~one 15.5-acre elementary~~a school site of which ~~3.5 acres may be shared with the adjacent park site. If the school site is not accepted by the Hillsborough County School Board, the site may be used for single-family or town-home residential development only so long as the total number of dwelling units on site does not exceed 2,810. (Note: The school site has been decided to the Hillsborough County School Board~~ pursuant to that certain deed recorded at OR Book 13274, Page 0570.)

~~2.~~

K. BUFFERS

Non-residential development in areas adjacent to residential areas shall be designed so as to minimize any potential negative effects. Project control shall be accomplished through such techniques as buffering, architectural design and height limitations.

L. EQUAL OPPORTUNITY

The Developer shall comply with all requirements of the Civil Rights Act^s and the Hillsborough County Fair Housing Ordinance. The Developer shall seek, and urge and encourage all contractors and subcontractors to involve minority groups in the development of the project. All housing, and commercial establishment areas shall be available to all, on a fair and impartial basis.

M. GENERAL

~~1. Any change to the project which meets the criteria set forth in Subsection 380.06(19) (b), F.S., shall constitute a substantial deviation.~~

~~2. Any approval of the Southbend development shall, at minimum, satisfy the provision of Subsection 380.06(15), F.S.~~

~~3.1.~~ Any approval of this development shall require that all of the Developer's commitments set forth in the ADA be honored, except as they may be superseded by specific terms of the Amended and Restated Development Order.

~~4.2.~~ The Covington Park Community Development District is hereby authorized to undertake the funding, construction, operation and/or maintenance of any of the projects, whether within or without the boundaries of the District, which are identified within this Amended and Restated Development Order in Revised Phase 1.

~~5.3.~~ No amendment or change to this Amended and Restated Development Order shall be required in the event that the Developer elects to form an additional community development district to undertake the funding, construction, operation and/or maintenance of projects identified in this Amended and Restated Development Order in connection with the Revised Phase 2A development so long as the

Developer complies with the requirements contained Chapter 190, *Florida Statutes*, and such additional requirements as may be reasonably imposed by Hillsborough County related to the creation of the community development district (except no amendment of this Amended and Restated Development Order shall be required).

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APPROVED BY COUNTY ATTORNEY

BY _____
Assistant County Attorney
Approved As To Form And Legal Sufficiency

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, ~~Pat Frank~~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 foregoing is a true and correct copy of a resolution adopted by the Board at its meeting of _____, 20____, as the same appears of record in Minute Book _____, of the Public Records of Hillsborough County, Florida.

WITNESS my hand and official seal this ____ day of _____, 20____.

~~PAT FRANK~~Cindy Stuart, CLERK OF CIRCUIT COURT

BY: _____
Deputy Clerk

TABLE 20-1

Phasing Schedule

Land Use	Phase 1 (Tracts 3, 5, 6, 7, 9-14, 16-20) Specifically Approved 12/31/2030 06/30/2035****	Phase 2A (Tracts 1a, 1b, 15) Specifically Approved* 3/31/28 12/22/3036****	Phase 2B (Tracts 3, 5, 6, 7) Specifically Approved 12/31/2030 06/30/3035****	Total
General/Regional Commercial		1,000,750,000 sf	400,000 sf	1,400,750,000 sf
Office	397,925,326,789 sf****	490,120,15,000 sf*	0 sf	888,045,341,789 sf
Hotel		250 rooms (100,000 sf)	500 rooms (200,000 sf)	750 rooms (300,000 sf)
Neighborhood Commercial	116,600 sf		100,000 sf	216,600 sf
Multi-Family Residential**	172,343 du	930 du ***	300 du	472,1,573 du
Town House Residential			322 du	322 du
Single Family Residential***	1,020 du			1,020 du
Totals	1,192,1,363 du 514,525,443,389 sf	250 rooms 1,590,120,930 du 865,000 sf	500 rooms 622 du 700,000 sf	750 rooms 1,814,3,744 2,915-du 2,804,645 2,008,389 sf

Note: The southern 39.7-acres +/- have been moved to Wolf Creek Branch DRI #266 pursuant to NNP-Southbend II NOPC 2010.

* All of the Single Family Residential entitlements in Phase 1 were owned and developed by NNP-Southbend II, LLC. All of the non-Single Family in Phase 1 and all of Phase 2B entitlements are currently owned by Bayview. All of Phase 2A entitlements are currently owned by NRI Equity.

* While Office uses in Phase 2A shall be allowed on both Tract 1a and Tract 1b, only Office uses and structured parking shall be permitted as a principal use on Tract 1b. The Office development on Tract 1b shall occur in a maximum of eight (8) buildings.

* Phase 2A Office uses are allowed to be developed on Tract 15 so long as buffering is installed on Tract 15 in a manner consistent with Tract 1b.

** Includes NNP Southbend II LLC NOPC request for land use exchange to convert 150 SFD to 172 Multi-family (duplex) and to move 1,005 SFD Entitlements to Wolf Creek Branch DRI #266, for a total reduction of 1,155 SFD dus and increase of 172 multi-family dus.

****Per Sec. 40-77(a)-6 of the Hillsborough County Code of Ordinances, all of the entitlements in Phase 1, with the exception of 221,105 SF of office use, are grandfathered from the application of the Hillsborough County Mobility Fee Ordinance.

*** May include up to 100 platted townhomes

**** May be extended pursuant to § 252,363, Florida Statutes

EXHIBIT A

SOUTHBEND DRI #145 LEGAL DESCRIPTION

"Thompson Tract - Parcel 1"

From the Southeast corner of Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.89°00'58"W., 60.00 feet, along the south boundary of said Section 14 to the westerly right-of-way line of Access Road No. 1 for State Road 93-A (Section 10075-2403) and the POINT OF BEGINNING; thence N.89°00'58"W., 2583.54 feet, along the South boundary of said Section 14 to the Southwest corner of the Southeast 1/4 of said Section 14; thence N.88°59'26"W., 2268.11 feet, along the South boundary of said Section 14 to the East boundary of the West 375.00 feet of said Section 14; thence N.00°53'16"E., 1444.37 feet, along said East boundary to the Southeasterly right-of-way of the Seaboard System Railroad (formerly Seaboard Coast Line Railroad); thence N.28°37'52"E., 4093.43 feet along the Southeasterly right-of-way line to the southerly right-of-way line of Big Bend Road (S.R. 672); thence along said Southerly right-of-way line the following six (6) courses, (1) S.87°37'25"E., 488.62 feet;(2) thence N.88°10'56"E., 300.81 feet; (3) thence N.84°24'25"E., 302.93 feet; (4) thence S.87°37'25"E., 1500.00 feet; (5) thence S.84°02'29"E., 233.08 feet; (6) thence S.88°36'40"E., 172.77 feet to a point on the East boundary of said Section 14; thence leaving said Section 14 and entering Section 13, Township 31 South, Range 19 East, S.88°37'40"E., 20.42 feet along said Southerly right-of-way line of Big Bend Road (S.R. 672) to the Westerly right-of-way line of Access Road. No. 1; thence S.00°45'33"W., 2363.99 feet, along said Westerly right-of-way line to the beginning of a curve (having a radius of 267.13 feet, a central angle of 30°00'00", and a chord bearing and distance of S,15°45'33"W., 138.28 feet) along said Westerly right-of-way line, leaving said Section 13 and re-entering said Section 14, to a point of reverse curvature; thence Southerly, 172.79 feet, along the arc of a curve to the left (having a radius of 330.00 feet, a central angle of 30°00'00", and a chord bearing and distance of S.15°45'33"W., 170.82 feet) along said Westerly right-of-way line to the end of said curve; thence S.00°45'33"W., 2388.11 feet, along said Westerly right-of-way line to the POINT OF BEGINNING.

Containing 490.062 acres, more or less.

AND

"Thompson Tract - Parcel 2"

DESCRIPTION: BEGINNING at the southwest corner of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°45'33"E., 2388.35 feet, along the West boundary of said Section 13 and the Easterly right-of-way Line of Access Road No. 1 for State Road 93-A (Section 10075-2403) to the beginning of a curve to the right; thence Northerly 141.37 feet; along the arc of said curve (having a radius of 270.00 feet, a central angle of 30°00'00", and a chord bearing and distance of N.15°45'33"E., 139.76 feet) along said Easterly right-of-way line to a point of reverse curvature; thence Northerly, 171.28 feet, along the arc of a curve to the left (having a radius of 327.13 feet, a central angle of 30°00'00", and a chord bearing and distance of N. 15°45'33" E., 169.34 feet) along said Easterly right-of-way line to the end of said curve; thence N.00°45'33"E., 2363.35 feet, along said Easterly right-of-way line to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88°37'40"E., 1242.35 feet, along said Southerly right-of-way line to the East boundary of the West 1/4 of said Section 13; thence S.00°33'29"W., 5024.02 feet, to the Southeast corner of the West 1/4 of said Section 13; thence N.89°47'45"W., 1339.96 feet, along the South boundary of said Section 13 to the POINT OF BEGINNING.

Containing 149.310 acres, more or less.

AND

"Sumner Tract"

DESCRIPTION: That part of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, lying west of the west right-of-way line of Interstate Highway 75 LESS right-of-way for Big Bend Road (C.R. 672), Hillsborough County, Florida. Less I-75 Limited Access Right-of-way as contained in that certain Order of Taking recorded November 22, 1978 in O.R. Book 3444, Page 1138 and contained in that certain Stipulated Final Judgment recorded June 29, 1981 in O.R. Book 3824, Page 164; and LESS that portion shown in that certain Order of Taking (Case #79-13223) recorded December 26, 1979 in O.R. Book 3605, Page 341, and contained in that certain Final Judgment recorded in O.R. Book 3642, Page 42 and re-recorded in O.R. Book 3659, Page 931. Corrected Final Judgment recorded in O.R. Book 3865, Page 1297 and re-recorded in O.R. Book 3878, Page 825, Public Records of Hillsborough County.

And being more particularly described as follows:

DESCRIPTION: BEGINNING at the Southwest corner of the East 1/2 of the West 1/2 of Section 13, Township 31 South, Range 19 East, Hillsborough County, Florida, run thence N.00°33'29"E., 5024.02 feet, along the West boundary of the East 1/2 of the West 1/2 of said Section 13 to the Southerly right-of-way line of Big Bend Road (S.R. 672); thence S.88°37'40"E., 196.17 feet, along said Southerly right-of-way line; thence S.79°49'13"E., 300.43 feet along the Southerly Limited Access right-of-way line for I-75 (S.R. 93-A); thence S. 84°48'50"W., 462.89 feet, along said Limited Access right-of-way line; thence leaving said right-of-way S.14°03'11"W., 25.30 feet; thence S.21°38'02"E., 140.36 feet; thence S.12°04'42"E., 1498.28 feet, to the East boundary of the East 1/2 of the West 1/2 of said Section 13; thence S.00°22'09"W., 697.00 feet along said East boundary to the South-east corner of the Northwest 1/4 of said Section 13; thence S.00°22'17"W., 450.37 feet along the East boundary of the East 1/2 of the West 1/2 of said Section 13 to the Westerly limited Access right-of-way line of said I-75 (S.R. 93-A); thence S.14°53'03"W., 624.26 feet, along said Westerly Limited Access right-of-way line; thence S.16°01'48"W., 1618.97 feet, along said Limited Access right-of-way line to the South boundary of said Section 13; thence N.89°47'45"W., 746.05 feet, along said South boundary, to the POINT OF BEGINNING.

Containing 130.529 acres, more or less.

Containing 769.901 total net acres, more or less.

AND

"Simmons Parcel"

DESCRIPTION: Being that portion of "Parcel Two" lying Westerly of I-75 (State Road 93A), as recorded in Official Records Book 4468, Page 273, of the Public Records of Hillsborough County, Florida, described as follows:

A portion of the Southwest 1/4 of the Northeast 1/4 and the Northwest 1/4 of the Southeast 1/4 of Section 13, Township 31 South, Range 19 East; lying Westerly of I-75 (State Road 93A) and less the land conveyed to Tampa Electric Company in Official Records Book 3659, Page 931, Hillsborough County, Florida, being more particularly described as follows: Begin at the Southwest corner of the Northeast 1/4 of Section 13, Township 31 South, Range 19 East, thence coincident with the West Boundary of the Northeast 1/4 of said Section 13, N 00°21'47" E a distance of 697.00 feet to a point on the Southern Boundary of the lands described per Official Records Book 3659, Page 931 of the Public Records of Hillsborough County, Florida; thence departing said West Boundary coincident with the said South Boundary, S 88°35'45" E a distance of 214.41 feet to a point coincident with the Westerly Right-of-way Boundary of I-75 (State

Road 93A), said point being on a non-tangent curve concave Westerly, said curve having a radius of 2197.83 feet, central angle of 15°27'30" and being subtended by a chord bearing S 07°10'08" W for a distance of 591.17 feet; thence departing said South Boundary coincident with the said Westerly Right-of-way Boundary, S 14°56'27" W a distance of 574.61 feet to a point coincident with the West Boundary of the Southeast ¼ of said Section 13, thence departing said Westerly Right-of-way Boundary coincident with said West Boundary, N 00°24'06" E a distance of 450.01 feet to the Point of Beginning.

LESS AND EXCEPT THE FOLLOWING DESCRIBED PARCEL

"Southbend DRI Parcel"

DESCRIPTION: A parcel of land lying in Section 14, Township 31 South, Range 19 East, Hillsborough County, Florida, and being more particularly described as follows:

COMMENCING at the Southwest corner of said Section 14, run thence along the South boundary of the Southwest 1/4 of said Section 14, S.88°59'34"E., 375.00 feet for a POINT OF BEGINNING; thence along a line lying 375.00 feet East of and parallel with the West boundary of said Southwest 1/4 of Section 14, N.00°53'11"E., 1444.22 feet to a point on the Easterly railroad right-of-way line for CSX (formerly Seaboard System Railroad); thence along said Easterly railroad right-of-way line, N.28°37'48"E., 3645.73 feet; thence S.66°58'08"E., 1960.04 feet to a point on a curve on the Westerly right-of-way line of a 120.00 feet proposed road right-of-way; thence along said proposed Westerly right-of-way line the following five (5) courses: 1) Southwesterly, 1407.31 feet along the arc of a curve to the right having a radius of 1540.00 feet and a central angle of 52°21'32" (chord bearing S.41°49'14"W., 1358.85 feet) to a point of tangency; 2) S.68°00'00"W., 400.00 feet to a point of curvature; 3) Southwesterly, 1970.13 feet along the arc of a curve to the left having a radius of 1660.00 feet and a central angle of 68°00'00" (chord bearing S.34°00'00"W., 1856.52 feet) to a point of tangency; 4) South, 400.00 feet to a point of curvature; 5) Southerly, 813.55 feet along the arc of a curve to the left having a radius of 2560.00 feet and a central angle of 18°12'30" (chord bearing S.09°06'15"E., 810.13 feet) to a point on aforesaid South boundary of the Southwest 1/4 of Section 14; thence along said South boundary of the Southwest 1/4 of Section 14, N.88°59'34"W., 1386.30 feet to the POINT OF BEGINNING.

Containing 154.850 acres, more or less.

Totaling 615.05 acres.

Exhibit B

- Legend**
- Tract Boundary
 - Mixed Use (Phase 1 and 2B)
 - Mixed Use (Phase 2A)
 - Residential (Phase 1)
 - Park
 - School
 - Wetland
 - Conservation Area
 - Tree Preservation Area
 - Relocated Wetlands
 - Existing Well
 - Property Line
 - Wetland Buffer Line



Southbend DRI #145 NOPC
Hillsborough County, Florida



0 500' 1,000' 2,000'
SCALE 1" = 2,000'

Legal - Hill Ward
Henderson, P.A.

LEVELUP CONSULTING, LLC

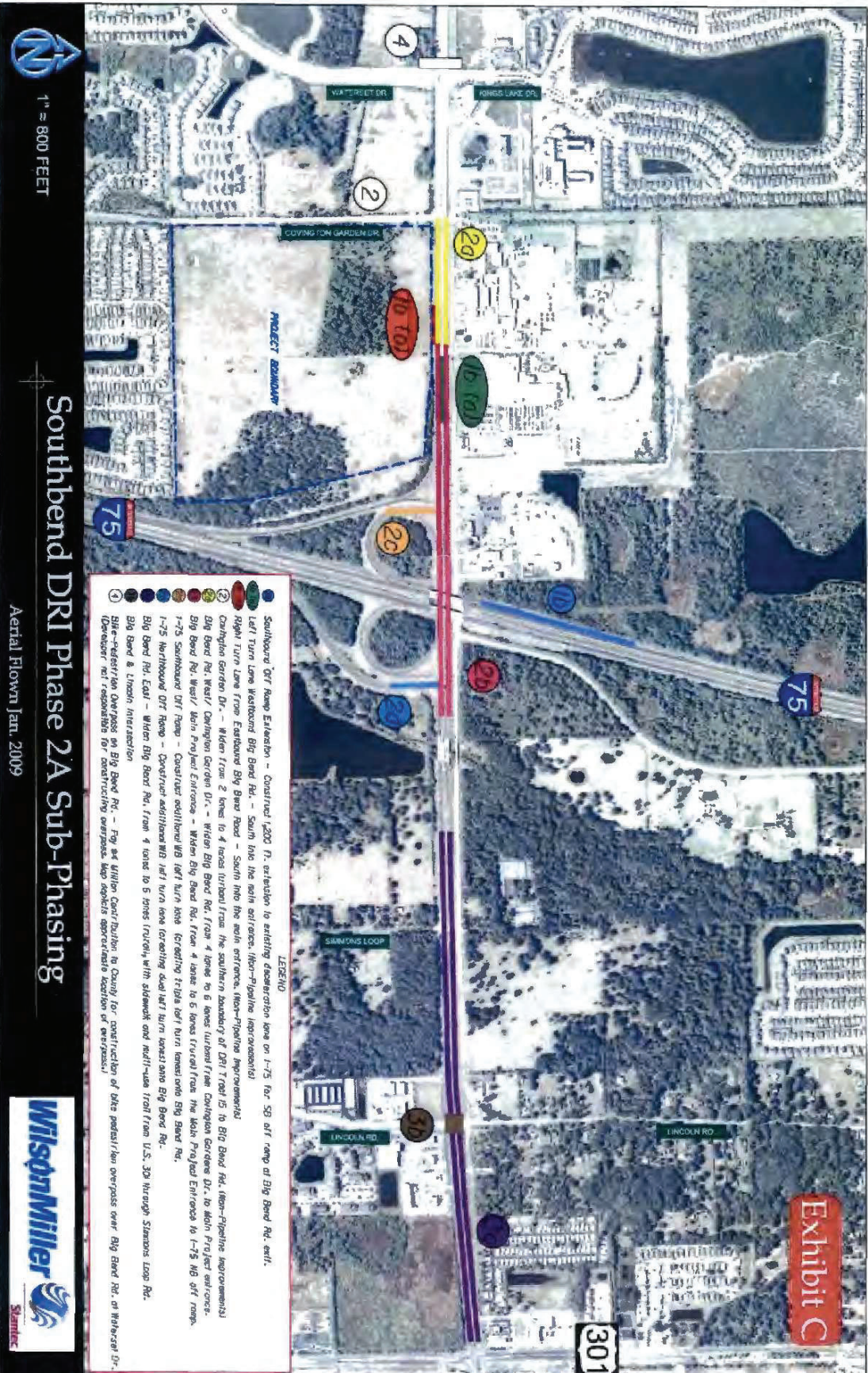
 505 L JACKSON STREET
 SUITE 200
 TAMPA, FLORIDA 33602

LAND USE	LAND USE SCHEDULE			
	MINIMUM	MINIMUM PER ACRE	MINIMUM PER ACRE	MINIMUM PER ACRE
MIXED USE (PHASE 2A & 2B)	127.20	0.0	280,000	100
MIXED USE (PHASE 1)	45.0	0.0	1,141,000	700
RESIDENTIAL (PHASE 1)	148.80			1,000
PARK (P)	0.0			
SCHOOL (S)	7.8			
WETLAND MANAGEMENT (W)	40.0			
CONSERVATION	12.00			
TREE PRESERVATION	0.00			
TOTALS	392.80		2,000,000	2,300

1. Tract average includes stormwater management areas.
 2. The average includes multi-family use (10 units per acre) and (100,000 sq ft) commercial, office, and hotel in Phases 1, 2A, and 2B.
 3. Includes 0.8 acres for an elevated parking garage and related site.
 4. Wetland area does not include proposed impacts (i.e. 0.5 acres), wetland trees are estimated.
 5. The "Total acres" for wetland Tract 1 is dependent upon when it is aligned with the current master plan for the Big Bend School from Big Bend Road.
 6. The average includes Tree Preservation Areas.

LAND USE	PHASE 1 (TRACTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30)			TOTAL
	PHASE 1 (TRACTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30)	PHASE 2A (TRACTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30)	PHASE 2B (TRACTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30)	
GENERAL/PROFESSIONAL COMMERCIAL	766,800 SF	146,000 SF	1,130,000 SF	1,130,000 SF
OFFICE	200,000 SF	10,000 SF	210,000 SF	210,000 SF
RETAIL	200,000 SF	200,000 SF	400,000 SF	400,000 SF
RESTAURANT/FOOD SERVICE	100,000 SF	100,000 SF	200,000 SF	200,000 SF
MULTI-FAMILY RESIDENTIAL**	340,000	600,000	940,000	940,000
CONDOMINIUM RESIDENTIAL**	1,000,000	1,000,000	2,000,000	2,000,000
SINGLE-FAMILY RESIDENTIAL**	1,000,000	1,000,000	2,000,000	2,000,000
TOTALS	4,000,000	2,000,000	6,000,000	6,000,000

PHASE 1: Tracts 1-30
 PHASE 2A: Tracts 1-30
 PHASE 2B: Tracts 1-30



1" = 800 FEET

Southbend DRI Phase 2A Sub-Phasing

Aerial flown Jan. 2009



- LEGEND**
- Southbound Off Ramp Extension - Construct 1,000 ft. extension to existing separation lane on I-75 for SB off ramp at Big Bend Rd. exit.
 - Left Turn Lane Westbound Big Bend Rd. - South into the main entrance, then right-hand improvement.
 - Right Turn Lane From Eastbound Big Bend Rd. - South into the main entrance, then right-hand improvement.
 - ② Covington Garden Dr. - When from 2 lanes to 4 lanes (turnout from the southern boundary of DRI, Treat 15 to Big Bend Rd. from right-hand improvement).
 - Big Bend Rd. West/ Covington Garden Dr. - When Big Bend Rd. from 4 lanes to 6 lanes (turnout from the main Project Entrance to I-75 off ramp).
 - Big Bend Rd. East/ Main Project Entrance - When Big Bend Rd. from 4 lanes to 6 lanes (turnout from the main Project Entrance to I-75 off ramp).
 - I-75 Southbound Off Ramp - Construct additional WB left turn lane (creating 1/2 mile left turn lane) into Big Bend Rd.
 - I-75 Northbound Off Ramp - Construct additional WB left turn lane (creating dual left turn lanes) into Big Bend Rd.
 - Big Bend Rd. East - When Big Bend Rd. from 4 lanes to 6 lanes (turnout, with street and multi-use trail from U.S. 30 through Simmons Loop Rd.
 - Big Bend & Lincoln Intersection
 - Site-Separation Overpass on Big Bend Rd. - Top six utility construction to County for construction of take-park/overpass over Big Bend Rd. at Kansas Dr. (overpass will separate for constructing overpass loop depicts operational location of overpass).

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