

AMENDED AND RESTATED
DEVELOPMENT ORDER

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF POLK COUNTY, FLORIDA, ADOPTING AN AMENDED AND RESTATED DEVELOPMENT ORDER WITH CONDITIONS AND REVISED MASTER DEVELOPMENT PLAN (MAP H) FOR AN AREAWIDE DEVELOPMENT OF REGIONAL IMPACT KNOWN AS THE POLK COMMERCE CENTRE ON PROPERTY DESCRIBED HEREIN, IN ACCORDANCE WITH THE PROVISIONS OF SECTION 380.06 (25), *FLORIDA STATUTES*; SETTING FORTH FINDINGS OF FACT, CONCLUSIONS OF LAW, CONDITIONS OF APPROVAL; PROVIDING FOR SUBSTANTIAL DEVIATIONS; PROVIDING FOR LOCAL MONITORING; PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Board of County Commissioners of Polk County is the governing body of local government having jurisdiction over the issuance and conditions of a Development Order, pursuant to Section 380.06, *Florida Statutes*; and

WHEREAS, the Development Order for the Polk Commerce Centre DRI was first approved in 2000, 2004 and 2007; and

WHEREAS, the Board of County Commissioners of Polk County ("the Board") appointed the Board as the agency for the Polk Commerce Centre Community Redevelopment Area ("the CRA"), and has submitted a Notice of Proposed Change; and

WHEREAS, the Board of County Commissioners of Polk County has conducted a duly noticed public hearing for the Application for Development Approval and, during the conduct of said hearing, solicited and evaluated comments, testimony and reports, both oral and written, from local, state and regional agencies and interested citizens concerned with the Application for Development Approval and the issuance of a Development Order by Polk County for Polk Commerce Centre.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF POLK COUNTY, FLORIDA, that the Board of County Commissioners of Polk County, Florida, in accordance with the Laws of the State of Florida and the recommendation of the Planning Division does hereby approve the application subject to the conditions set forth in this Amended and Restated Development Order.

I. FINDINGS OF FACT

- A. Nikki Clayton, the original authorized representative of Polk Commerce Centre, (hereinafter referred to as the "Developer" or the "Applicant") submitted the original Areawide Application for Development Approval to the Central Florida Regional Planning Council (hereinafter referred to as "CFRPC") and Polk County in 1997, and applications to modify the DRI in 2004.
- B. The current ADA proposes a large-scale mixed-use development with emphasis being a regional industrial/business park to be completed in two phases over a twenty (20) year period, including industrial, medium residential, high residential, and a hotel, all of which will hereinafter be referred to as the "Project" or "PCC".
- C. The real property, which is the subject of this ADA, is located within Polk County and contains approximately 2,507 (±) acres as more particularly described in the ADA and in the attached Exhibit "A" (hereinafter referred to as the "Property"). The original acreage of the DRI 3,593 (±) acres.
- D. The Project is not located within an Area of Critical State Concern as defined in Section 380.05, *Florida Statutes* ("F.S.").
- E. All notices, hearing, review and other procedures required by the Polk County Land Development Code and Section 380.06, Florida Statutes, have been followed in conjunction with the approval of this Development of Regional Impact.
- F. The authorized agent for the applicant, the Polk Commerce Centre Community Redevelopment Agency (CRA), is the Polk County Growth Management Department, Post Office Box 9005, Drawer TS05, Bartow, Florida 33831-9005.
- G. The proposed limits of development are shown on Map H contained in the ADA and attached to this Development Order as Exhibit A.
- H. The complete four laning of the Polk Parkway is essential to support this development and a safe and adequate transportation system.
- I. On July 30, 2007, the applicant submitted a DRI Pre-Application Conference Document to the CFRPC in accordance with Chapter 9J-2, Florida Administrative Code.
- J. On August 13, 2007, a pre-application meeting was held for the proposed DRI, at which time the CFRPC approved the elimination for standard ADA questions 23,

24B, and 31 through 38, and approved the methodologies for gathering the information needed to complete the ADA.

- K. On January 12, 2009, the applicant filed with the Board, Central Florida Regional Planning Council (CFRPC), the Department of Community Affairs (DCA) and other state and regional agencies an ADA for a DRI pursuant to the provisions of Section 380.06, Florida Statutes, followed by the first sufficiency response dated June 29, 2007;
- L. On August 17, 2009, the CFRPC notified Polk County that the Polk Commerce Centre DRI was not subject to any further sufficiency reviews and directed the County to set the local public hearing date, pursuant to Subsection 380.06(11)(d), Florida Statutes..
- M. On September 9, 2009, the CFRPC held a duly noticed public meeting regarding the ADA for the Polk Commerce Centre DRI, received all pertinent testimony and evidence, and pursuant to Section 380.06(12), Florida Statutes, approved a Report and Recommendations for the proposed development.
- N. On November 10, 2009, the Polk County Planning Commission held a duly noticed public hearing regarding the application, in accordance with the requirements of the Polk County Land Development Code and the Polk County Comprehensive Plan, and has further considered the testimony, comments, evidence, and information received, including the CFRPC Report and Recommendations, and determined to approve the Polk Commerce Centre DRI as specifically conditioned herein.
- O. On December 16, 2009, the Board of County Commissioners held a duly noticed public hearing regarding the ADA for the Polk Commerce Centre DRI, in accordance with the requirements of the Polk County Land Development Code and the Polk County Comprehensive Plan, and has further considered the testimony, comments, evidence, and information received, including the CFRPC Report and Recommendations, and determined to approve the Polk Commerce Centre DRI as specifically conditioned herein.
- P. As approved by this development order, the proposed DRI, as reflected in the ADA and associated application, as amended, and the specific development conditions specified in this Development Order, is found to be consistent with the requirements of Section 380.06, Florida Statutes, the State Comprehensive Plan, the CFRPC Strategic Regional Policy Plan, the Polk County Land Development Code, the Polk County Comprehensive Plan, and the CFRPC Report and Recommendations.

II. CONCLUSIONS OF LAW

- A. The development order for the Polk Commerce Centre DRI is consistent with the Polk County Land Development Code and the Polk County Comprehensive Plan, the State Comprehensive Plan and the Strategic Regional Policy Plan.
- B. The Development Order approving the Polk Commerce Centre ADA/DRI is consistent with the Report and Recommendations of the CFRPC issued on August 17, 2009, as conditioned herein.
- C. The notice and hearing requirements of Chapter 380, Florida Statutes and applicable local laws have been met and these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in these proceedings, property owners within the Polk Commerce Centre DRI. is entitled to conduct development as described herein, subject to the conditions, restrictions and limitations set forth below.
- D. The review by the County, CFRPC, other participating agencies, and interested citizens reveals that impacts of the development activity described in the ADA for the Polk Commerce Centre DRI are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Development Order.

BE IT FURTHER RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF POLK COUNTY, FLORIDA THAT THE APPLICATION IS APPROVED SUBJECT TO THE FOLLOWING CONDITIONS:

III. CONDITIONS OF APPROVAL

A. SCOPE OF APPROVAL

1. **Application for Development Approval** - The Polk Commerce Centre DRI project shall be developed in accordance with the information, data, plans and commitments contained in the ADA dated January 12, 2009 and the First Sufficiency Response dated June 29, 2009, incorporated herein by reference, unless otherwise provided by the conditions of this Development Order. The Development Order shall prevail over any conflicting information, data, plan, or commitments.
2. **Development Permits** - The developer of each project within this DRI shall be responsible to obtain the necessary construction and operation permits and approvals and shall fully comply with all the provisions of applicable laws, ordinances, rules, regulations, or requirements of any federal, state, regional, or county governmental.

3. **Development Order Monitoring** - The Polk County Director of Growth Management or the Director's designee shall be responsible for monitoring and ensuring compliance with the Development Order.

4. **Development Order** - The DRI Development Order shall govern the development of lands totaling approximately 2,507 gross acres in Polk County, Florida. Nothing herein is intended to relieve the developer of property of any concurrency requirements as set forth in Florida Statutes, Florida Administrative Code or Polk County Ordinances.

6. **Phasing** - Approval of the ADA is limited to two phases as provided for in Table A.
 - a. **Phase I** -- Pursuant to this Amended and Restated Development Order, the schedule of land uses is recited in Table A, below. Approval of this Application is limited to the amount of development in Phase I. However, the type and amount of development in Phase I may be exchanged based upon the Exchange Matrix described in more detail in section E of the Amended and Restated Development Order and attached hereto as Exhibit "C".

 - b. **Phase II** - Phase II is granted conceptual approval. Conceptual approval does not provide any authorization of development activity. The Project boundary shall remain as provided on Map H as appended to this Amended and Restated Development Order as Exhibit B.

Table A – Proposed Development Program

Land Use	Unit	Phase 1 2013	Phase 2 2030	Total
Residential Low (RL)	DUs	376	1,129	1,505
Residential Medium (RM)	DUs	1,060	3,223	4,283
Residential High (RH)	DUs	624	1,457	2,081
Business Park Center (BPC)	SF	861,880	3,878,903	4,740,783
Mixed Use (MU)				
Residential Low (RL)	DUs	236	1,193	1,429
Residential High (RH)	DUs	50	250	300
Retail	SF	17,969	90,931	108,900
Business Park Center (BPC)	SF	84,092	425,560	509,652
Interchange Activity (ILU)				
Residential High (RH)	DUs	294	1,230	1,524
Retail	SF	106,692	446,520	553,212
Business Park Center (BPC)	SF	281,679	1,178,827	1,460,506

B. DEVELOPMENT REQUIREMENTS

1. **Development Standards** -- Development within Special Provision Area (SPA) I-A and I-B as shown in the Selected Area Plan Future Land Use Map Series for the I-4 NE/Parkway SAP within the Comprehensive Plan and Land Development Code shall conform to the following standards:

a. **DESIGN** -- Architectural and site design shall conform to the following:

(i) All buildings within the SPA I-a and SPA I-b shall be restricted to a two-story height limitation of 35 feet, designed to achieve an office front appearance, and shall have front pedestrian entrances.

(ii) Truck bay facilities shall be permitted only at the rear of buildings.

(iii) All access from CR 559A shall be via five shared ingress/egress points. Three of these driveways shall be on the east/west straight section of existing CR 559A and the remaining two drives shall provide access to the properties located on the north/south realigned segment of CR 559A connecting with SR 559 south of the I-4 interchange.

Vehicular access to individual lots shall not be permitted directly to CR 559A by other than these shared driveways.

- (iv) To promote a more pleasing streetscape and to further assist in the transition from non-residential uses to residential uses, setbacks of not less than 35 feet shall be maintained for all frontages on CR 559A, and variations in individual building setbacks, of no less than five feet, shall be required on that portion of CR 559A which is straight for distances greater than 1000 feet. The minimum setback area for both SPA I-a and SPA I-b shall be landscaped in accordance with those performance standards within SPA I-a included in the ADA and the Polk County Comprehensive Plan and parking areas shall not be allowed to intrude into these setback areas.
- (v) The performance standards provided in the ADA and the Polk County Comprehensive Plan for SPA I-a shall apply to SPA I-a and SPA I-b.
- (vi) A site plan showing the overall setback plan and driveway access points shall be required concurrent with site plan review. An architectural elevation plan shall be required in the initial design stages for any primary building to be located within Phase I-A within TCCX and BPCX.
- (vii) Any free-standing lighting shall be no more than 20 feet high and directed to the interior of the site using the lowest candle power that shall provide for safe vehicle movements for development north of CR 559A and east of Berkley Road. Other on-site lighting (building mounted) shall also be aimed so as not to interfere with any off-site use and use the lowest candle power that shall provide for safe use of the site for development north of CR 559A and east of Berkley Road. The height of free-standing lighting structures located north of any building shall be measured from the adjacent grade of CR 559A but in no case may they be higher than 40 feet when measured at their base for development north of CR 559A and east of Berkley Road.
- (viii) Uses permitted in SPA I-a and SPA I-b, as shown on the Polk County Comprehensive Plan Future Land Use Map Series for the I-4 SAP, shall be limited to the permitted uses in SPA I-a as stated in the ADA and the Polk County Comprehensive Plan Policy 2.131-A5 with the addition of distribution facilities and light assembly uses.

- b. Development within Phase I shall be consistent with the transportation requirements specified in Section E .
2. **Residential Development** - Any property owner within the Project may split their lot one time for residential purposes, on property with a residential land use designation, without the need for a Preliminary Development Agreement, or traffic study.
3. **Joint Planning** - To attract and sustain high quality development to the Polk Commerce Centre and the adjacent areas, Polk County shall work in cooperation with the cities of Auburndale and Polk City to develop specific design standards that include but are not limited to monuments, linear landscaping, signage and hardscape design such as street lights, mast arms, and sidewalk materials which can be applied consistently on the entrance corridors throughout the Project to create attractive and consistent entrances into the Auburndale and the Polk Commerce Centre area.

C. ENVIRONMENTAL RESOURCES

Conditions C1 through C20 shall only apply on a parcel by parcel, project by project basis. The following items shall not apply to development within already platted development or on Lots of Record for residential purposes as defined by the Comprehensive Plan. Phase II shall only have concept approval and no development activity shall be granted for development in Phase II unless otherwise provided for in this Amended and Restated Development Order or through the proper review per Section 380.06, *Florida Statutes*.

1. **Land Clearing Activities** -- No development, land clearing or land disturbing activities shall take place in any areas which are likely to support wildlife, until the developer of property has completed all appropriate surveys, based upon a methodology acceptable to the Florida Fish and Wildlife Conservation Commission, CFRPC, and the DCA and has made provisions to protect such wildlife in accordance with the survey and methodology. Property likely to support wildlife shall be identified on an individual parcel basis as the parcel is reviewed for development by the County.

2. **Wildlife Surveys** -- The developer of property shall complete all wildlife surveys as recommended in the pre-application agreements with the Florida Fish and Wildlife Conservation Commission (FFWCC), CFRPC, and the DCA and restated by the Applicant in the proposed "Polk Commerce Centre - Wildlife Management Plan" dated 1/25/99.
3. **Result of Wildlife Surveys** -- Upon completion of the wildlife surveys, the results shall be presented to the CFRPC, FFWCC, and U.S. Fish and Wildlife Service, and the DCA for review and recommendations. USFWS and FFWCC will take the lead in providing species-specific management and mitigation options to the Applicant. The developer of property shall comply with the recommendations of the USFWS and FFWCC with respect to all listed species. The recommendations may require a review pursuant to Section 380.06, *Florida Statutes*.
4. **Native Upland Patches** -- Site design shall, to the greatest extent practicable, leave some of the natural upland patches, such as the oak hammocks, as greenspace within the final site design.
5. **Water Demand Information** -- Prior to development, the developer of property shall provide revised water demand information that considers alternative water supplies such as reuse and Xeriscape landscaping. This should result in a significant reduction in potable water demand figures currently reported in the application which is based solely on Floridan aquifer withdrawals. Evaluating alternative sources including conservation measures is of extreme importance for large-scale developments within the SWUCA.
6. **Landscape Irrigation** -- When available, developers shall use reclaimed water or another alternative source (other than the Floridan aquifer) for landscape irrigation throughout the development. Additionally, Xeriscape landscaping principles shall be incorporated into the design of all landscaped areas per the requirements of the Polk County Land Development Code which shall include ecologically viable portions of the site's existing native vegetation and shall not be irrigated.
7. **Reuse Water** -- The irrigation systems, as individual parcels are developed, shall be designed, installed, and operated for maximum water use efficiency by an irrigation contractor licensed or certified by the State of Florida. The irrigation systems shall meet the criteria within the Polk County Land Development Code
8. **Potable Water Conservation** -- For the purpose of potable water conservation, installation of self-closing and/or metered water faucets in all public and commercial restroom facilities is required.

9. **Well Capping** -- All wells which are either inactive or not covered by a Water Management District Consumptive Use Permit shall be properly plugged and capped within 180 days of the adoption of the Amended and Restated Development Order or as otherwise required by the County's land development regulations.
10. **Shore Line Banks** -- Any shore line banks created along on-site stormwater wet detention lakes shall include littoral zones constructed on slopes no steeper than a 4:1 horizontal to vertical ratio and shall be planted in, or allowed to be colonized by, native emergent and submergent vegetation. The Applicant shall ensure, by supplemental replanting if necessary, that at least 80 percent cover by native aquatic vegetation is established within the littoral zone (to include at a minimum the area between ordinary high water and ordinary low water) for the duration of the project. The developer of property Applicant shall submit an implementation plan for the shore line banks, including a timeline, concurrent with the submission of a site plan review for that area containing shore line banks.
11. **Stormwater Management** -- Prior to construction, the Applicant must provide a plan detailing the operation and maintenance of the stormwater management system(s). The plan shall, at a minimum, identify the responsible entity, establish a long-term funding mechanism, and provide assurance through written commitments, that the entity in charge of the program has or can acquire the technical expertise necessary to carry out the operation and maintenance functions of the stormwater management system and be approved by the local government.
12. **Annual Inspections of Stormwater Management** -- The Applicant shall conduct or have conducted ~~annual~~ inspections of the surface water management system(s) to document that they are being properly maintained in keeping with its design, and is capable of accomplishing the level of stormwater storage/treatment for which it was designed and intended per the requirements of the water management district with jurisdiction.
13. **Buffers for Wetlands, Marshes, Streams, and Rivers** -- Buffer areas of native upland vegetation with a minimum width of 25 feet shall be retained around all wetlands. Upland buffers between on-site wetlands/marshes/streams and/or rivers and any type of development or land alteration shall be delineated with temporary construction fencing prior to construction to allow these areas to be maintained with existing native vegetation or be replanted with native, transitional zone or upland vegetation. Use of these buffers shall be limited to nature trails and other passive recreation. The use of pesticides, herbicides or fertilizers shall be prohibited in these buffers and the wetlands they protect.

14. **Post-development Surface Water Bodies** -- Prior to development, the developer of property shall provide to Polk County and the Central Florida Regional Planning Council a management plan for the post-development surface water bodies, which shall include the entity responsible for long term management activities.
15. **Water Contamination Avoidance Plans** -- Prior to individual building or construction permitting, the developer of property shall provide to Polk County and the Central Florida Regional Planning Council, ground and surface water contamination avoidance plans, including provisions for monitoring as appropriate.
16. **Surficial Aquifer Monitoring** -- Prior to any development in the vicinity of the "old dump" area, the developer of property shall provide to Polk County and the Central Florida Regional Planning Council, a Surficial aquifer monitoring plan with monitoring results to date.
17. **Storm Water Pollution** -- Prior to facility development, the developer of property shall provide to Polk County and the Central Florida Regional Planning Council individual plans to preclude or minimize storm water pollution for each industrial type facility.
18. **Soils** -- All plans submitted for any parcel that was previously mined shall be accompanied by a certificate from a licensed professional geotechnical engineer registered in Florida that the soils have been adequately tested for bearing capacity, settlement and stability and that the foundations are adequate to support the proposed structures.
19. **FEMA** -- The developer of any project shall obtain approval from the Federal Emergency Management Agency (FEMA) for modifications or revisions of the Flood Insurance Rate Maps (FIRM) as deemed appropriate by the County. The applicant or developer shall utilize the most up to date SWFWMD flood studies for site development design or conduct a site specific flood study pursuant to criteria for the flood study as deemed appropriate by the SWFWMD, Polk County, the City and the CFRPC.

D. HISTORICAL AND ARCHAEOLOGICAL RESOURCES

Conditions D1 through D4 shall be addressed on a parcel by parcel, project by project basis. The following items shall not apply to development within already

platted development or on Lots of Record for residential purposes as defined by the Comprehensive Plan.

1. **Archaeological Resource Assessment Survey** -- Developers are required to complete the cultural resource assessment surveys of the two parcels not surveyed prior to any clearing or development (See Exhibit D). The developer of any property, prior to construction plan approval, shall obtain a statement showing that the individual property is not part of the Master File of archeological sites from the Department of State, Division of Historical Resources, or Bureau of Archeological Research. If the site is found to be of historical and/or archeological significance, then the property owner shall ensure property mitigation pursuant to state and federal law.
2. **On-Site Archaeological and Historical Resources** -- The developer of any property shall, preserve all regionally significant archaeological or historical resources located onsite as required per the Polk County Comprehensive Plan and Land Development Code. The developer of any property, prior to construction plan approval, shall obtain a statement showing that the individual property is not part of the Master File of archeological sites from the Department of State, Division of Historical Resources, or Bureau of Archeological Research. If the site is found to be of historical and/or archeological significance, then the property owner shall ensure property mitigation pursuant to state and federal law.
3. **Non-reservation of Significant Archaeological Resources** -- Where preservation of regionally significant archaeological resources is not feasible, additional archaeological investigations at these sites to confirm their National Register eligibility shall be conducted prior to any ground disturbing activities within any phase of this DRI. Should these investigations confirm eligibility at any or all of the sites, full-scale archaeological salvage excavations shall be consistent with the guidelines contained in the Florida Division of Historical Resources' Historic Preservation Compliance Review Program manual (November 1990 final draft or subsequent revisions) and Chapter 1A-46 (Archaeological Report Standards and Guidelines), F.A.C.
4. **Unanticipated Archaeological Resources** -- Should unanticipated archaeological remains be encountered during development of the project site, the developer of a project shall cease work in the immediately affected area and provide for a qualified archaeologist to assess the significance of the find. Should the findings provide significant,

appropriate steps for the treatment of regionally significant archaeological resources, as set forth above, shall be followed. Any cultural resource assessment reports completed after field investigations shall be submitted to the Division of Historical Resources, Compliance and Review office for review and approval. The resultant assessment report must conform to the specifications set forth in Chapter 1A-46, *Florida Administrative Code*, and must be forwarded to the Division. Consultation between with the Division will be required regarding the preservation or mitigation of any significant cultural resources identified.

E. TRANSPORTATION

The conditions included in this section are based on the review of the regional traffic analysis provided as a part of the Polk Commerce Centre Application for Development Approval/Development of Regional Impact and subsequent Sufficiency Responses, and the recommendations of the transportation review agencies. This Amended and Restated Development Order grants final approval to Phase I only.

1. **Phase I Development** – Only development defined as Phase 1 is approved. No building permits for Phase 2 will be issued until further regional transportation review has been provided and approved. Phase 1 is defined as an amount of development equivalent to:
 - a. 41,832 average daily trips
 - b. 3,370 total AM peak hour trips
 - c. 4,093 total PM peak hour trips
2. **Certificate of Occupancy** - Before issuing any Certificate of Occupancy for development exceeding 50 percent of Phase 1 the following roadways shall be substantially complete:
 - a. Pace Road from Berkley Road to Polk Parkway
 - b. Polk Parkway (SR 570) interchange at Pace Road (expected to be completed fall 2010)
3. **Transportation Monitoring Report** - The Applicant shall prepare a Transportation Monitoring Report with the Biennial Report. At a minimum, each monitoring report shall include:
 - a. The amount of development that has received a certificate of occupancy.

- b. An estimate of daily and peak hour trips generated by the development as calculated in accordance with the approved methodology.
- c. An assessment of whether the traffic impacts of the development have been mitigated substantially consistent with the Development Order.
- d. As part of the Monitoring Program, the Applicant shall monitor traffic safety conditions on the two-lane section south of the Pace Road Interchange where the Polk Parkway becomes two lanes to determine if safety or operational improvements are needed.

4. **Transportation Monitoring Report Methodology** - The methodology by which the monitoring analysis shall be conducted will be proposed by the Applicant within 180 days of approval of the Development Order. The methodology will be developed in conjunction with the CFRPC, FDOT District One, Polk County, Polk TPO, Florida Turnpike Enterprise and the cities of Auburndale and Polk City.

At a minimum, the monitoring report shall include an evaluation of traffic conditions at the following intersections to determine whether warrant thresholds for the installation of traffic signals have been exceeded:

- a. SR 33 and Williams E-W Road
- b. Pace Road and the Polk Parkway interchange ramps
- c. Old Dixie Highway and the Polk Parkway interchange ramps

6. **Exchange Matrix** - The Applicant shall work with the CFRPC to update the existing Exchange Matrix attached to the current Development Order prior to the adoption hearing of the Development Order by any local governments. The monitoring report shall indicate which developments utilized this conversion matrix. The matrix shall be used to determine which changes in the development plan can be made without exceeding trip generation thresholds for Phase 1.

The amount of a particular land use, as listed in Table A, may be increased or decreased by using the Exchange Matrix as described in Exhibit C, which is based upon net external PM peak hour Project traffic ("Exchange Matrix"). Use of the Conversion Matrix may increase or decrease the total amount of each land use by no more than the amount allowed for in the substantial deviation criteria identified in Chapter 380.06(19)(b) 1-14, Florida Statutes, unless the Development Order is amended to

accommodate such a change. Greater changes than those discussed above, considered cumulatively, shall be subject to the prescribed development order amendment processes. Any time the conversion table is to be used, the Florida Department of Community Affairs "FDCA", CFRPC, and Polk County must be provided notice of the proposal at least 30 days in advance of the change. Any future Notifications of Proposed Change ("NOPC") shall incorporate any changes due to the use of the Conversion Matrix.

7. **Alternative Funding Mechanism** - The Applicant shall establish a funding mechanism for the construction of the Mount Olive Extension within 36 months of adoption of the revised Development Order but not later than the completion of Phase 1. This may include a variety of funding methods which may include but are not limited to tax increment financing, developer contributions, Development Agreements per 163 Florida Statutes, and other funding options.
8. **Development Project Based Traffic Studies** - Development within Phase I shall complete a Minor or Major Traffic Study consistent with Appendix C of the Polk County Land Development Code to determine local and regional impacts and improvements to ensure no additional regional impact, and shall comply with the following transportation improvements:
9. **Significancy** -- No further development approvals shall be granted if traffic generated from the DRI is significant and adverse on a link or significant and adverse on an intersection. If the DRI is not significant and the link or intersection fails, PCC shall receive development approvals until the project is significant on that link or intersection. PCC trips contributing 5 percent or more of the adopted Level of Service standards, shall constitute significancy.
10. **Vesting** -- Beyond those provisions provided in the Concurrency Management Ordinance 92-10 as amended and subject to a Development Agreement, PCC or other authorized representative shall have vesting of trips proportionate to the expenditures made to improve an off-site link and the resulting additional capacity on that link .
11. **Concurrency** - Level of Service standards, as established by the applicable governing jurisdiction(s), shall be maintained. Prior to receiving development approval for a development increment within a phase, the developer will obtain documentation from the applicable governing jurisdiction that the development increment has met applicable

concurrency standards. Concurrency documentation will be provided by the applicant within the Biennial Report.

F. Recreation and Open Space

1. **Recreation accessibility** - The recreation areas shall be easily accessible by the residents, either by sidewalks or bikeways. Active areas should be buffered adequately to minimize visual and noise impacts from residents.
2. **Private Space** - Any parks and open space not dedicated as public will be maintained by a Property Owner's Association or other similar mechanism to be established within the Project.

G. BIENNIAL REPORT

The Developer shall submit Biennial Report utilizing as a guide, the form provided by CFRPC. The Biennial Report shall be submitted on or before the 15th of March of each year to Polk County, the CFRPC, the State Land Planning Agency and all affected permit agencies, including the Florida Department of Transportation, FDER, SWFWMD. The date of the first report required shall be March 15 of 2012. The form may be modified by Polk County and the CFRPC at its discretion. The report, at a minimum, shall include a detailed report on the implementation of each condition, provide additional information as may be requested.

H. TERMINATION DATE/DOWNZONING

1. This Amended and Restated Development Order shall terminate on December 31, 2030, providing there has been commencement of physical development based on an approved Level 2 Review on Phase I by December 31, 2013. If not, then this Amended and Restated Development Order shall terminate on December 31, 2013.
2. Polk County shall not downzone/reduce the intensity of the property until December 31, 2013 or until this Amended and Restated Development Order terminates, whichever occurs first.

I. RECORDING NOTICE OF ADOPTION

Notice of the adoption of this Amended and Restated Development Order, as well as each page of the Amended and Restated Development Order and attachments, shall be recorded by the developer in accordance with the provisions of Section 380.06(15) (f), *Florida Statutes* (2009) as amended, within ten (10) days after its adoption.

J. SUBSTANTIAL DEVIATION

Failure to comply with the conditions of this Amended and Restated Development Order shall be determined to be a substantial deviation and thus initiate the DRI review process and potential shutdown of all development activities.

The development activities of Phase I shall be subject to the terms and conditions of this Amended and Restated Development Order, and shall not be subject to future development of regional impact review, pursuant to Section 380.06, *Florida Statutes*, unless a proposed change or failure to meet/satisfy any condition constitutes a substantial deviation, pursuant to Section 380.06(19), *Florida Statutes*, 2009 (as amended), or the provisions of this Amended and Restated Development Order. Conceptual Approval of Phase II outside of Phase I-A, II and III does not authorize development activities for those phases; however, the Project boundary shall remain as described in the legal description appended to this Amended and Restated Development Order.

Any proposed change to the Project or to this Amended and Restated Development Order which, upon review by Polk County and the CFRPC, is determined to create a reasonable likelihood of additional regional impact, or any type of regional impact created by a proposed change not previously reviewed by Polk County and the CFRPC, shall constitute a Substantial Deviation and shall cause the development to be subject to further Development of Regional Impact Review.

K. LOCAL MONITORING

The Polk County, Florida, Director of Community Services, or his designee, shall be the local government official responsible for assuring compliance with this Amended and Restated Development Order.

L. BENEFITS OF THIS AMENDED AND RESTATED DEVELOPMENT ORDER

The rights and obligations set forth in this Amended and Restated Development Order shall inure to the benefit of and be binding upon the Developer, and subsequent property owners affected by this Order and their successors, assigns and grantees.

M. EFFECTIVE DATE

This resolution shall take effect immediately upon its passage.

DULY PASSED AND ADOPTED BY THE BOARD OF COUNTY COMMISSIONERS OF
POLK COUNTY, FLORIDA, THIS 20th DAY OF January, 2010.



BOARD OF COUNTY COMMISSIONERS OF POLK COUNTY

By: Bob English
Bob English, Chairman

ATTEST: Richard M. Weiss, Clerk

By: Judith L. Wade 1/20/10 P.46
Deputy Clerk



EXHIBIT "A"

A TRACT OF LAND LYING IN POLK COUNTY, FLORIDA BEING DESCRIBED
AS FOLLOWS:

THAT PART OF SECTION 8, TOWNSHIP 27 SOUTH, RANGE 25 EAST, LYING
SOUTH OF INTERSTATE 4, LESS THAT PART OF THE SOUTHEAST 1/4 WHICH
LIES EAST OF THE WESTERLY RIGHT OF WAY LINE OF THE ABANDONED
SEABOARD COASTLINE RAILROAD.

TOGETHER WITH:

THAT PART OF SECTION 17, TOWNSHIP 27 SOUTH, RANGE 25 EAST, LYING
WEST OF THE WESTERLY RIGHT OF WAY OF THE ABANDONED SEABOARD
COASTLINE RAILROAD.

TOGETHER WITH:

THAT PART OF SECTION 20, TOWNSHIP 27 SOUTH, RANGE 25 EAST, LYING
WEST OF THE WESTERLY RIGHT OF WAY OF THE ABANDONED SEABOARD
COASTLINE RAILROAD.

TOGETHER WITH:

THAT PART OF SECTION 29, TOWNSHIP 27 SOUTH, RANGE 25 EAST,
LYING WEST OF THE WESTERLY RIGHT OF WAY OF THE ABANDONED
SEABOARD COASTLINE RAILROAD

LESS THE WEST 1/2 OF THE WEST 1/2 OF THE SOUTHWEST 1/4,

AND LESS THE WEST 1/2 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4,

AND LESS THAT PART OF THE SOUTHEAST 1/4 OF THE SOUTHEAST 1/4,
LYING WEST OF THE WESTERLY RIGHT OF WAY OF THE ABANDONED
SEABOARD COASTLINE RAILROAD,

AND LESS THAT PART OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4
LYING WEST OF THE WESTERLY RIGHT OF WAY OF THE ABANDONED
SEABOARD COASTLINE RAILROAD,

AND LESS THAT PART OF THE NORTHWEST 1/4 OF THE SOUTHEAST 1/4
LYING EAST OF THE RIGHT OF WAY FOR STATE ROAD 570 (POLK
PARKWAY) AS RECORDED IN OR 3813 PG 1741, AND NORTH OF THE NORTH
RIGHT OF WAY FOR BADDOCK ROAD AS RECORDED IN OR 872 PG 341,

AND LESS THE S1/2 OF NE1/4 LYING WEST OF THE ABANDONED SEABOARD
COASTLINE RAILROAD RIGHT OF WAY AND NORTHEAST OF THE RIGHT OF
WAY FOR STATE ROAD 570 (POLK PARKWAY) AS RECORDED IN OR 3813 PG
1741.

TOGETHER WITH:

THAT PART OF SECTION 32, TOWNSHIP 27 SOUTH, RANGE 25 EAST, BEING THE WEST 1/2 OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4, AND THAT PART OF THE SOUTHWEST 1/4 OF THE NORTHEAST 1/4 LYING NORTHWESTERLY OF LAKE MYRTLE, AND THAT PORTION OF THE SOUTH 1/2 OF SAID SECTION 32 LYING WEST OF THE EASTERLY RIGHT OF WAY OF STATE ROAD 570 (POLK PARKWAY) AS RECORDED IN OR 3813 PG 1741, LESS THAT PART OF THE WEST 1/2 OF THE SOUTHWEST 1/4 LYING NORTH OF THE SOUTH 1580 FEET OF THE WEST 1/2 OF THE SOUTHWEST 1/4 OF SAID SECTION 32.

TOGETHER WITH:

THAT PART OF SECTION 5, TOWNSHIP 28 SOUTH, RANGE 25 EAST, LYING NORTH OF COUNTY ROAD 546 (OLD AUBURNDALE LAKELAND ROAD) AND WEST OF THE EASTERN RIGHT OF WAY OF STATE ROAD 570 (POLK PARKWAY), AND THAT PORTION OF THE SOUTHWEST 1/4 OF THE NORTHEAST 1/4 LYING EAST OF STATE ROAD 570 (POLK PARKWAY), LESS THAT PART OF THE WEST 1/2 OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 LYING NORTH OF COUNTY ROAD 546 (OLD AUBURNDALE LAKELAND ROAD)

AND LESS THE FOLLOWING 3 PARCELS

- TAX PARCEL # 252805-319500-007901 AS RECORDED IN O.R. BOOK 1246, PAGE 496, OF THE PUBLIC RECORDS OF POLK COUNTY, FLORIDA.
- TAX PARCEL # 252805-319500-008319 AS RECORDED IN O.R. BOOK 2735, PAGE 975, OF THE PUBLIC RECORDS OF POLK COUNTY, FLORIDA
- TAX PARCEL # 252805-319500-008321 AS RECORDED IN O.R. BOOK 5047, PAGE 1016, OF THE PUBLIC RECORDS OF POLK COUNTY, FLORIDA

Exhibit B

Map H

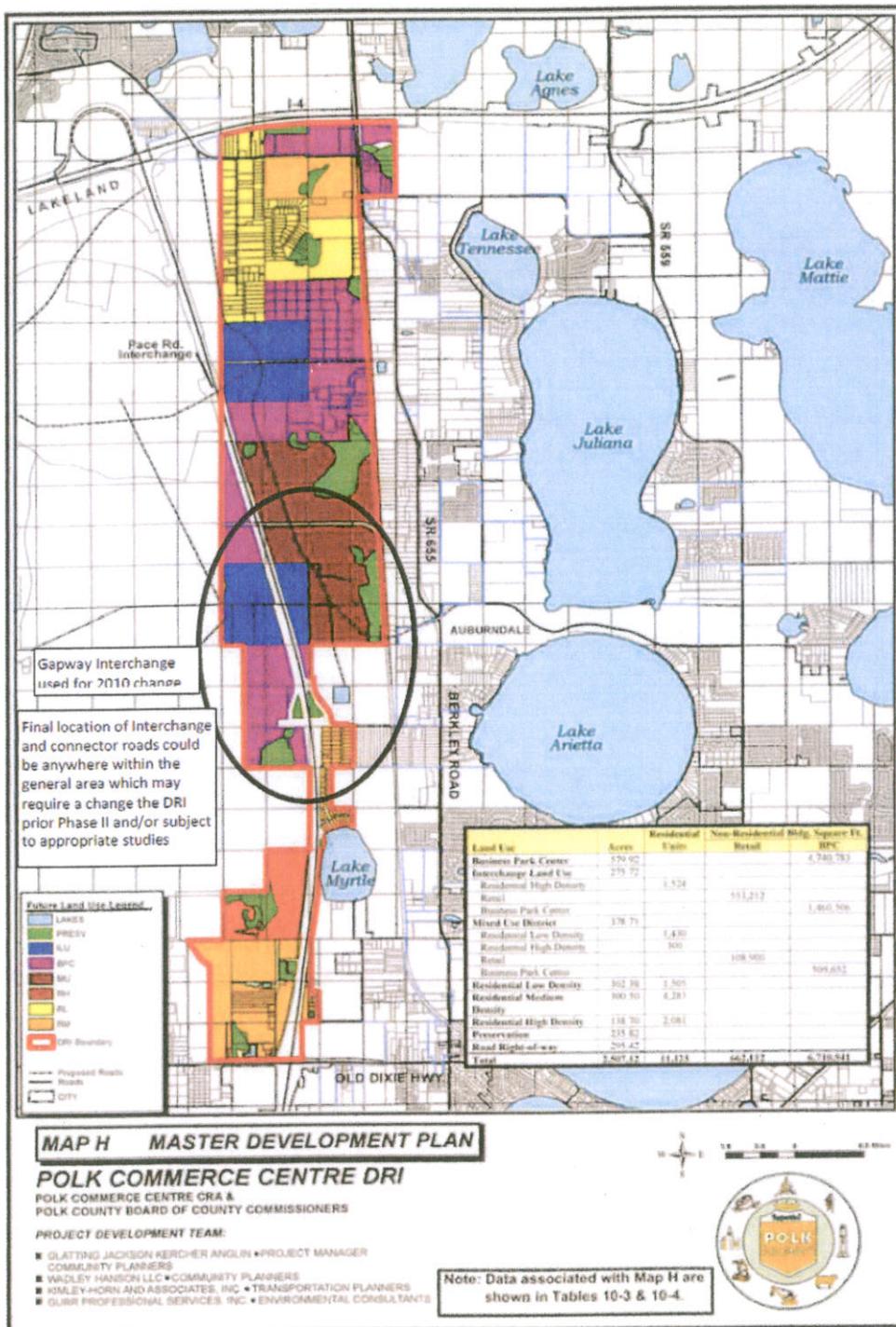


EXHIBIT "C"

Polk Commerce Center Conversion Matrix:

Land Use	Single-Family (dwelling unit)		Multi-Family (dwelling unit)		Business Park Center (1,000 sq. ft.)		Retail (1,000 sq. ft.)		Hotel (rooms)	
	Enter	Exit	Enter	Exit	Enter	Exit	Enter	Exit	Enter	Exit
Single-Family (du)	1.00	1.00	1.58	1.72	2.15	.40	.35	.19	1.86	1.05
Multi-Family (du)	.63	.58	1.00	1.00	1.36	.23	.22	.11	1.18	.61
BPC (1,000 sq. ft.)	.47	2.52	.74	4.34	1.00	1.00	.17	.48	.87	2.64
Retail (1,000 sq. ft.)	2.83	5.22	4.47	8.99	6.07	2.07	1.00	1.00	5.25	5.46
Hotel (rooms)	.54	.96	.85	1.65	1.16	.38	.19	.18	1.00	1.00

* Land Use exchange is based on PM Peak Hour Directional Trip Distribution