FIRST AMENDMENT TO THE
AMENDED DEVELOPMENT ORDER
OF
DEVELOPMENT OF REGIONAL IMPACT
DRI 86-1

RECEIVED
MAY 27 2005
LAND DEVELOPMENT
DIVISION

RESOLUTION 05-84

A RESOLUTION ADOPTING AN AMENDMENT TO THE DEVELOPMENT ORDER FOR THE VICTOR POSNER CITY CENTER DEVELOPMENT OF REGIONAL IMPACT (DRI) PURSUANT TO THE REQUIREMENTS OF SECTION 380.06, FLORIDA STATUTES, AMENDING SECTION III.A.2 AND SECTION III.E.1 OF RESOLUTION 03-32, RECORDED AT OFFICIAL RECORDS BOOK 5377, PAGE 2178, PUBLIC RECORD OF POLK COUNTY, FLORIDA.

WHEREAS, the Board, as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes (F.S.), is authorized and empowered to consider applications for developments of regional impact; and

WHEREAS, the Board originally adopted a Development Order with conditions of approval for the Circus World, a Development of Regional Impact DRI 86-1, on November 24, 1987 and recorded March 3, 1987, in Official Records Book 2505, Page 1630. Subsequently, the Board amended said Development Order as follows: by Amended Development Order, recorded May 6, 1987, in Official Records Book 2525, Page 1601; by Corrective Amended Development Order, recorded May 12, 1987, in Official Records Book 2527, Page 1278; by Resolution recorded November 24, 1987, in Official Records Book 2583, Page 609; by Resolution recorded July 11, 1989, in Official Records book 2758, Page 785; by Resolution recorded August 14, 1990, in Official Records Book 2884, Page 1936; by Resolution recorded October 2, 1991, in Official Records Book 3019, Page 2086; by Resolution recorded January 11, 1993 in Official Records Book 3189, Page 400; by Notice of Adoption of Restated Corrective Amended Development Order recorded May 22, 1996 in Official Records Book 3681, Page 2000; by Restated Corrective Amended Development Order recorded May 22, 1996, in Official Records Book 3681, Page 2004; by Notice of Adoption of an Amendment to the Development Order recorded June 19, 1998, in Official Records Book 4047, Page 724; by Restated Corrective Amended Development Order recorded June 19, 1998, in Official Records Book 4047, Page 729; and by Restated Corrective Amended Development Order recorded June 30, 1998, in Official Records Book 4052, Page 1294, and Restated Corrective Amended Development Order recorded November 2, 1998, in Official Records Book 4124, Page 1528, Public Records of Polk County, Florida (collectively, the "Original Development Order"); and the most recent revision to said development being the Amended Development Order for the Victor Posner City Center recorded May 29, 2003, in Official Records Book 5377, Page 2178, Public Records of Polk County, Florida; and

WHEREAS, on April 2, 2003, Polk County, Florida (the "County") adopted an Amended Development Order further Amending a Specific Portion of the Victor Posner City Center ("VPCC") Development of Regional Impact, DRI 86-1 (the "Amended Development Order"); and

WHEREAS, Boardwalk and Baseball, Inc., a Florida corporation, and Coleridge Corporation, a Delaware corporation (collectively the "Developer") are the developer of the VPCC Development of Regional Impact ("VPCC") and have authority to file an application for an amendment to the VPCC DRI in accordance with Section 380.06, Florida Statutes; and

WHEREAS, on February 15,2005, Developer submitted a Notice of Proposed Change to the VPCC DRI which proposed to extend the phasing and build-out dates by four years, three hundred and sixty four days; and

WHEREAS, the Notice of Proposed Change was reviewed by the County, the Florida Department of Community Affairs ("DCA"), the East Central Florida Regional Planning Council ("ECFRPC") and the Central Florida Regional Planning Council ("CFRPC") and was determined to constitute a non-substantial change to the VPCC DRI as approved;

WHEREAS, the Board has reviewed the Amendment to the Development Order pursuant to the requirements of Subsection 380.06(19), F.S.; and

WHEREAS, all public hearings required by Section 380.06, Florida Statutes, have been duly noticed and held, including, without limitation, a hearing before the Board on May 4,2005, at which the changes included in the Notice of a Proposed Change submittal were adopted by the County as non-substantial changes to the VPCC DRI; .

WHEREAS, the public was afforded an opportunity to participate in a public hearing on May 4, 2005, and all parties were afforded the opportunity to present evidence and argument on all issues and submit rebuttal evidence on the proposed changes before the Board; and

WHEREAS, the Board, on May 4, 2005, in regular session, pursuant to Section 380.06, F. S., determined that the proposed changes did not constitute a substantial deviation from the Original Development Order, as previously amended; and

WHEREAS, DCA, ECFRPC, CFRPC and the County have determined that the proposed amendment is consistent with the State Comprehensive Plan, the report and recommendations of the ECFRPC, ECFRPC's Strategic Policy Plan, and the County's Comprehensive Policy Plan and land development regulations; and

WHEREAS, the County has validly adopted this First Amendment to Amended Development Order for the VPCC Development of Regional Impact ("First Amendment") in order to evidence its approval of the proposed amendment.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF POLK COUNTY, FLORIDA, that the VPCC DRI shall be subject to the following:

1. Development of the VPCC DRI shall conform to the ADA and the conditions of approval set forth in the Development Order as modified by this First Amendment. Development based upon this approval shall comply with all other applicable federal, state and county laws, ordinances and regulations which are incorporated herein by this reference.

2. The table contained in Paragraph 2 of Condition of Approval" A" of the Development Order entitled "Development Approval" is hereby deleted and replaced with the following revised table:

LAND USE	PHASE I March 31, 2013	PHASE II March 30, 2020	PHASE III March 31, 2025	TOTAL
City Core Residential Retail/Commercial	 268 units 703,603 sq.ft.	 274 units 200,054 sq.ft.	 1,449 units 241,867 sq.ft.	 1,991 units 1,145,524 sq.ft.
Business Park (A)	573,165 sq.ft.	589,663 sq.ft.	251,269 sq.ft.	1,145,524 sq.ft.
Hotel (B)	626 rooms	324 rooms	1,650 rooms	2,600 rooms

Notes:
(A) Includes Office and Flex-Space (Office/Distribution) Uses as described in Condition B-2 below.
(B) Hotels can be located in either City Core or Business Park/Mixed-Use Tracts.
(C) Approved land uses may be converted to other approved uses in accordance with the Conversion Matrix.

3. The table contained in Paragraph 1 of Condition of Approval "E" of the Development Order entitled "Transportation Improvements" is hereby deleted and replaced with the following revised table:

Table E1

Traffic Phase	Phase Schedule	Daily Trips				PM Peak Hour Trips			
		Phase Incremental Trips	Cumulative Trips	External Trips*	Cumulative External Trips*	Phase Incremental Trips	Cumulative Trips	External Trips*	Cumulative External Trips*
1	3/31/2013	47,096	47,096	32,988	32,988	4,575	4,575	3,293	3,293
2	3/30/2020	14,079	61,175	8,671	41,659	1,660	6,235	1,162	4,455
3	3/31/2025	30,379	91,554	19,299	60,958	3,223	9,458	2,131	6,586

* External trips include pass-by trips and transit and other alternate mode external trips, but does not include internal capture trips.

4. This First Amendment, and any subsequent amendments to the Development Order, shall be recorded by the Developer in accordance with Section 28.222, Florida Statutes. with the Clerk of the Circuit Court for Polk County, Florida, at the Developer's expense, immediately after the effective date of this First Amendment. The recording of this First Amendment shall not constitute a lien, cloud, or encumbrance on the Property, or actual or constructive notice of any such lien, cloud or encumbrance.

5. The Developer, by executing this First Amendment, acknowledges that this First Amendment and the Development Order are binding upon the Property, and that the conditions of approval contained herein apply to and control all further development of the DR! Property, and that the conditions of approval run with the land and are therefore applicable to and shall be complied with by any subsequent purchaser, owner or assignee of any portion of the DRI Property.

6. Development based upon this approval shall comply with all other applicable federal, state and county laws, ordinances and regulations, which are incorporated herein by reference, except to the extent the applicable laws, ordinances, and regulations are expressly waived or modified by these conditions, or by action of the Board.

7. This First Amendment shall take effect upon transmittal by First Class Certified U.S. Mail, return receipt requested, to the CFRPC, ECFRPC and the DCA.

DULY PASSED AND ADOPTED BY THE BOARD OF COUNTY COMMISSIONERS OF POLK COUNTY, FLORIDA, THIS 4th DAY OF MAY, 2005.

BOARD OF COUNTY COMMISSIONERS OF
POLK COUNTY, FLORIDA

By: Jack R. Myers, Chairman

ATTEST: Richard M. Weiss

By: Deputy Clerk

AMENDED DEVELOPMENT ORDER
FURTHER AMENDING A SPECIFIC PORTION
OF
DEVELOPMENT OF REGIONAL IMPACT

RECEIVED
APR 07 2003
POLK COUNTY PLANNING DIVISION

DRI 86-1

RESOLUTION 03-32

A RESOLUTION ADOPTING AN AMENDMENT TO THE DEVELOPMENT ORDER FOR THE CIRCUS WORLD DEVELOPMENT OF REGIONAL IMPACT (DRI) PURSUANT TO THE REQUIREMENTS OF SECTION 380.06, FLORIDA STATUTES, REPLACING AND SUPERCEDING THE RESTATED CORRECTIVE AMENDED DEVELOPMENT ORDER FOR CIRCUS WORLD, RECORDED AT OFFICIAL RECORDS BOOK 4124, PAGE 1528 PUBLIC RECORDS OF POLK COUNTY, FLORIDA, AS TO THE NORTHERN PORTION OF THE DRI ONLY, AS SHOWN ON EXHIBIT C-1 OF THE RESTATED CORRECTIVE AMENDED DEVELOPMENT ORDER FOR CIRCUS WORLD, RECORDED AT OFFICIAL RECORDS BOOK 4124, PAGE 1528 PUBLIC RECORDS OF POLK COUNTY, FLORIDA AND NOT TO INCLUDE THE DEER CREEK PORTION AS SHOWN ON EXHIBIT C-2 OF THE RESTATED CORRECTIVE AMENDED DEVELOPMENT ORDER FOR CIRCUS WORLD, RECORDED AT OFFICIAL RECORDS BOOK 4124, PAGE 1528 PUBLIC RECORDS OF POLK COUNTY, FLORIDA.

LET IT BE KNOWN, THAT PURSUANT TO SECTION 380.06, FLORIDA STATUTES, THE BOARD OF COUNTY COMMISSIONERS OF POLK COUNTY, FLORIDA HEARD, AT A PUBLIC HEARING CONVENED ON APRIL 2, 2003 THE APPLICATION FOR DEVELOPMENT APPROVAL, TO MODIFY THE CIRCUS WORLD DRI, AS DESCRIBED BY GREGORY ARNONE, AUTHORIZED REPRESENTATIVE FOR BOARDWALK AND BASEBALL, INC., A FLORIDA CORPORATION, AND COLERIDGE CORPORATION, INC., A DELAWARE CORPORATION.

WHEREAS, the Applicant, as defined below, submitted an Application for Development Approval ("ADA") to the Central Florida Regional Planning Council ("CFRPC") and the Board of County Commissioners of Polk County ("Board") on October 24, 2002, requesting a substantial deviation to the previously approved Development Order for Circus World DRI; and

WHEREAS, the Board, as the governing body of local government having jurisdiction pursuant to Section 380.06, Florida Statutes (F.S.), is authorized and empowered to consider applications for developments of regional impact; and

WHEREAS, the Board originally adopted a Development Order with conditions of approval for the Circus World, a Development of Regional Impact DRI 86-1, on November 24, 1987 and recorded March 3, 1987, in Official Records Book 2505, Page 1630. Subsequently, the Board amended said Development Order as follows: by Amended Development Order, recorded May 6, 1987, in Official Records Book 2525, Page 1601; by Corrective Amended Development Order, recorded May 12, 1987, in Official Records Book 2527, Page 1278; by Resolution recorded November 24, 1987, in Official Records Book 2583, Page 609; by Resolution recorded July 11, 1989, in Official Records book 2758, Page 785; by Resolution recorded August 14, 1990, in Official Records Book 2884, Page 1936; by Resolution recorded October 2, 1991, in Official Records Book 3019, Page 2086; by Resolution recorded January 11, 1993 in Official Records Book 3189, Page 400; by Notice of Adoption of Restated Corrective Amended Development Order recorded May 22, 1996 in Official Records Book 3681, Page 2000; by Restated Corrective Amended Development Order recorded May 22, 1996, in Official Records Book 3681, Page 2004; by Notice of Adoption of an Amendment to the Development Order recorded June 19, 1998, in Official Records Book 4047, Page 724; by Restated Corrective Amended Development Order recorded June 19, 1998, in Official Records Book 4047, Page 729; and by Restated Corrective Amended Development Order recorded June 30, 1998, in Official Records Book 4052, Page 1294, and the most recent revision to said development being the Restated Corrective Amended Development Order recorded November 2, 1998, in Official Records Book 4124, Page 1528, Public Records of Polk County, Florida (collectively, the "Original Development Order"); and

WHEREAS, the property subject to the Original Development Order is more particularly described on the **Exhibit "A"** to the Amended Development Order (the "Original Property"); and

WHEREAS, the Applicant, as the owner of the Northern portion of the DRI (commonly referred to as "Baseball and Boardwalk") desires to amend the approved development scheme for the northern portion of the DRI only as described in **Exhibit "B"** attached hereto and incorporated herein by this reference (the "Property"); and

WHEREAS, as to the remainder of the Original Property, more specifically the Deer Creek Portion as described in Exhibit C-2 of the Original Development Order, the Original Development Order remains in full force and effect; and

WHEREAS, pursuant to Case No. GCG-00-3324, Circuit Court of the Tenth Judicial Circuit in and for Polk County, Florida, The State of Florida, Department of Transportation has condemned a certain portion of the Baseball and Boardwalk portion of the DRI; and

WHEREAS, the Board has reviewed the ADA pursuant to the requirements of Subsection 380.06(19), F.S.; and

WHEREAS, the Board, upon consideration of the ADA, and upon consideration of the report and recommendations of the Council, the Polk County Planning Division staff, and the documents and comments upon the record made before the Board, made Findings of Fact and Conclusions of Law which are set forth below; and

WHEREAS, the public notice requirements of Polk County and Section 380.06(19)(f)3, F.S. (2000), for consideration of the proposed changes have been made; and

WHEREAS, the public was afforded an opportunity to participate in a public hearing on April 2, 2003, and all parties were afforded the opportunity to present evidence and argument on all issues and submit rebuttal evidence on the proposed changes before the Board; and

WHEREAS, the Board, on April 2, 2003, in regular session, pursuant to Section 380.06, F. S., determined that the proposed changes did constitute a substantial deviation from the Original Development Order, as previously amended; and

WHEREAS, the Board desires to adopt this Amended Development Order pursuant to the ADA.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF POLK COUNTY, FLORIDA, AS FOLLOWS:

I. FINDINGS OF FACT

A. Boardwalk and Baseball, Inc., a Florida corporation, and Coleridge Corporation, a Delaware corporation, hereinafter collectively referred to as the "Applicant", submitted an ADA to the Circus World DRI, hereinafter referred to as the "Application", to the Board, said Application being incorporated into, and made part of, this Amended Development Order by reference.

B. The Application constituted a substantial deviation, as defined in Section 380.06, Florida Statutes.

C. The Property is located in Polk County, Florida. The Original Property consists of approximately 620 acres, located in the southwest quadrant of the I-4/US 27 intersection, with approximately 365 acres owned by Boardwalk and Baseball, Inc., a Florida corporation, and Coleridge Corporation, a Delaware corporation, commonly referred to as "Baseball and Boardwalk," and referred to as the "Property" herein, and approximately 255 acres located south of the Baseball and Boardwalk site and referred to as "Deer Creek."

D. The Applicant proposes to rename the "Baseball and Boardwalk" portion of the DRI as the "Victor Posner City Center," and proposes a mixed-use development of the Victor Posner City Center according to the Map H attached hereto as **Exhibit "C"** to consist of the land

uses, densities and intensities listed on the Land Use Table, attached as Exhibit "D", and incorporated herein by this reference. The Deer Creek site shall remain unchanged.

E. The Application includes land use plans and maps illustrating the general distribution of land uses, major transportation routes, development phases, drainage plans, vegetative and soil associations, flood prone areas, and site topography.

F. The proposed development is not in an area designated as an Area of Critical State Concern pursuant to the provisions of Section 380.05, Florida Statutes.

G. The State of Florida has adopted a statewide comprehensive plan.

H. The Central Florida Regional Planning Council (CFRPC) has adopted a Regional Policy Plan

I. The development does not unreasonably interfere with the achievement of the objectives of the adopted state land development plan applicable to the area.

J. The Board has adopted a Comprehensive Plan for Polk County pursuant to Section 163.3161, Florida Statutes, which is applicable to the development site.

K. The Property is located within the North Ridge Selected Area Plan.

L. The Property is located within the North Ridge Community Redevelopment Area.

M. The Property is located within the Regional Activity Center (RACX) land use designation under the Comprehensive Plan for Polk County.

N. The Property is contained within the City Center Community Development District, established pursuant to Polk County Ordinance 2003-1, on January 8, 2003.

O. The information and data contained within the Application were sufficient for the Board to perform the impact review required by Section 380.06, Florida Statutes.

P. On April 2, 2003, the Board convened the required public hearing on the ADA, including the report and recommendations of the CFRPC and the reports and recommendations of the Polk County Planning Division.

Q. At the hearing, the Board found that the conditions of approval in the Original Development Order, as recorded at Official Records Book 4124, Page 1528, Public Records of Polk County, which conditions are not specifically enumerated herein in this Amended Development Order, to include, but not limited to, Conditions 2A (2, 3, 4, 5, 6, and 8) of the Original Development Order have been satisfied.

R. The development is consistent with the report and recommendations of the CFRPC submitted pursuant to Chapter 380.06(12), Florida Statutes.

II. CONCLUSIONS OF LAW

A. The Board's review of the proposed Application has been conducted pursuant to and has complied with the provisions of Chapter 380, Florida Statutes.

B. The Application, as submitted, complies with the requirements of Section 380.06, F.S. and Chapter 9J-2, Florida Administrative Code.

C. The development as proposed in the Application is consistent with the Polk County Comprehensive Plan and the Polk County Land Development Code.

D. The development as proposed in the Application is consistent with the Florida statewide comprehensive plan.

E. The development as proposed in the Application is consistent with the CFRPC Regional Policy Plan.

F. All development activities described in the Application shall be subject to the terms of this Amended Development Order and shall not be subject to future Development of Regional Impact review pursuant to Section 380.06, F.S. unless the Board determines that any proposed changes to the development constitute a substantial deviation pursuant to Section 380.06 (19), F.S.

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

H. The provisions of this Amended Development Order shall not be construed as a waiver or exception of any rule, regulation, or ordinance of Polk County, and therefore any further review and approval required by Polk County shall be subject to all such applicable rules, regulations, or ordinances in effect at the time of the review.

BE IT FURTHER RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF POLK COUNTY, FLORIDA, AS FOLLOWS:

THE ADOPTED CIRCUS WORLD/BOARDWALK AND BASEBALL DEVELOPMENT ORDER, AS AMENDED, SHALL BE FURTHER AMENDED BY THE PROPOSED CHANGES SUBMITTED IN THE APPLICATION FOR DEVELOPMENT APPROVAL, DATED OCTOBER 24, 2002, AND THE RESPONSE TO REQUEST FOR ADDITIONAL INFORMATION, DATED DECEMBER 31, 2002, AND AS TO THE PROPERTY SHALL BE REFERRED TO AS VICTOR POSNER CITY CENTER DEVELOPMENT OF REGIONAL IMPACT.

THE AMENDED DEVELOPMENT ORDER, AS IT APPLIES TO THE PROPERTY, CUMULATIVELY WITH ALL AMENDMENTS MADE TO DATE, IS HEREBY FURTHER AMENDED AS SET FORTH IN THE FOLLOWING CONDITIONS:

III. CONDITIONS OF APPROVAL

A. Development Approval

1. **Development -** The Victor Posner City Center DRI shall be developed in accordance with the information, data, plans and commitments contained in the ADA and supplemental information incorporated herein by reference, unless otherwise provided by the conditions of this Amended Development Order. The Amended Development Order shall prevail over any conflicting information, data, plan, or commitments. This Amended Development Order shall govern the development of lands totaling approximately 365 gross acres, described in Exhibit "B" herein. For the purposes of this condition, the ADA shall consist of the following items:

(a) ADA dated October 24, 2002.

(b) Response to Request for Additional Information dated December 31, 2002.

2. **Phasing -** The Property shall be developed in three phases as follows:

Land Use	Phase 1-2008	Phase 2-2015	Phase 3-2020	Total
City Core Residential Retail/Commercial	 268 Units 703,603 SF	 274 Units 200,054 SF	 1,449 Units 241,867 SF	 1,991 Units 1,145,524 SF
Business Park (A)	573-165 SF	589,663 SF	251,269 SF	1,414,097 SF
Hotel (B)	626 Rooms	324 Rooms	1,650 Rooms	2,600 Rooms

Source: EDSA

Notes:

(A) Includes Office and Flex-Space (Office/Distribution) Uses as described in Condition B-2 below.

(B) Hotels can be located in either City Core or Business Park/Mixed-Use Tracts.

(C) Approved land uses may be converted to other approved uses in accordance with the Conversion Matrix.

3. **Consistency -** All development on the Property shall at all times be in accordance with this Amended Development Order, Polk County Land Development Code, Polk County Comprehensive Plan, and all applicable governmental regulations and permits.

B. Land Uses

1. **Matrix -** The Developer may increase or decrease the amount of a particular land use within the approved Land Use Table, as described in **Exhibit "D"**, attached hereto and by this reference made a part hereof, by using the conversion table as described in **Exhibit "E"** attached hereto and by this reference made a part hereof, which is based upon net external p.m. peak hour, peak directional Project traffic ("Conversion 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 Amended Development Order is amended to accommodate such a change. Greater changes than those discussed above, considered cumulatively, shall be subject to normal 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. Use of the conversion table will be reported on an individual and cumulative basis and Property impacts documented in the Bi-Annual report, as discussed below. Any future Notifications of Proposed Change ("NOPC") shall incorporate any changes due to the use of the Conversion Matrix.

2. **Business Park Uses** - In accordance with Policy 2.131-Q3(H) of the Polk County Comprehensive Plan, and pursuant to the Land Use Table, Map H and Conversion Matrix, the Property, or portions thereof, may be developed for the following business park uses consistent with their definitions in the Northridge SAP, Polk County Comprehensive Plan, and the Polk County Land Development Code: office park, research and development center, light assembly/manufacturing facilities, hotel, retail/commercial, and other similar and compatible uses, or any combination thereof with distribution/warehousing as an accessory component.

C. Environment and Natural Resources

1. Utilities

(a) The Property shall be connected to the potable water services provided by Polk County Utilities, which currently has in place a capital improvements plan which includes the Property. To the greatest extent practicable, the development of the Property and the improvements contained therein shall employ water conservation measures, which may include notices or advertisements to residents, renters, hotel guests and persons employed within the Property, and the installation of high efficiency (low volume) plumbing fixtures and other water conservation devices.

(b) The Property shall be connected to the wastewater services provided by Polk County Utilities, which currently has in place a capital improvements plan which includes the Property.

(c) The Property shall be connected to the non-potable water services provided by Polk County Utilities, which currently has in place a capital improvements plan which includes the Property.

(i) The Property shall be connected to Polk County's re-use water system for irrigation, and such re-use water shall be utilized for irrigation, if available in sufficient quantity to meet the demand of the Property and at the times required by development on the Property. If Polk County's re-use system is not available, the Applicant shall install a dry-line system for future connection when available. Notwithstanding the above, irrigation wells may be utilized to meet the irrigation needs of the Property if the re-use water from Polk County's re-use water system is not available in sufficient quantities to meet the needs of the development on the Property. Owners of individual tracts within the Property may install irrigation wells within said tract to meet the needs of said tract(s).

(ii) To the greatest extent practicable, landscape design within the Property shall incorporate Xeriscape principles consistent with the adopted North Ridge Selected Area Plan

2. **Gopher Tortoises** - The Applicant may obtain an Incidental Take Permit from Florida Fish and Wildlife Conservation Commission ("FFWCC") to remove the gopher tortoises, if any, from the Property or pursue any other approach available to it as permitted by state statute and/or federal law.

3. **Endangered Species** - In the event a species is identified on the Property which is listed as either a threatened or an endangered species by either the State of Florida or the United States Government, the Applicant shall notify the appropriate governmental authority of such observation and shall follow all applicable governmental regulations relative to the species involved.

4. **Archaeological Findings** - In the event items of archaeological significance are found during construction activities on the Property, the Applicant shall notify the Florida Department of State, Division of Archives, History and Records Management and shall follow all applicable governmental regulations.

5. **Xeric Oak** - The Xeric Oak Habitat on Map H is an estimate only. Applicant or other developers of land within the Property may submit updated field survey information to the County and any other appropriate governmental entity having jurisdiction to correctly identify the Xeric Oak Habitat to be preserved within the portions of the Property subject to review.

D. Public Safety Facility

The Applicant shall designate and reserve a parcel of land consisting of approximately 1 acre for conveyance to the Polk County Sheriff for use as a public safety facility limited to police, fire and emergency medical services. The above reservation shall terminate at the completion of Phase 1 if no conveyance has occurred. Any deed of conveyance from the Applicant shall contain a reversionary clause in favor of the Applicant in the event a public safety facility has not been constructed on said parcel before the completion of Phase 1. The external design of the public safety facility shall be subject to the review and approval of the Applicant.

E. Transportation Improvements

The transportation conditions at Condition 2B of the Original Development Order, as they apply to the Property, are hereby superceded and replaced in their entirety with the conditions contained in this Condition E.

1. **Transportation Phasing -** For the purposes of transportation conditions, the development of the Property shall be divided into the following traffic phases identified in Table E1 based on reaching any of the following: (1) the final year of the traffic phase; (2) the total cumulative external daily trip level (including pass-by trips, but not internal capture trips); or (3) the external cumulative PM peak hour trip level (including pass-by trips, but not internal capture trips).

Table E1

Traffic Phase	Phase Schedule	Daily Trips				PM Peak Hour Trips			
		Phase Incremental Trips	Cumulative Trips	External Trips*	Cumulative External Trips*	Phase Incremental Trips	Cumulative Trips	External Trips*	Cumulative External Trips*
1	12/31/2008	47,096	47,096	32,988	32,988	4,575	4,575	3,293	3,293
2	12/31/2015	14,079	61,175	8,671	41,659	1,660	6,235	1,162	4,455
3	12/31/2020	30,379	91,554	19,299	60,958	3,223	9,458	2,131	6,586

* External trips include pass-by trips and transit and other alternate mode external trips, but does not include internal capture trips.

2. **Annual Traffic Monitoring -** The Applicant shall annually monitor traffic impacts of the project on the roadway links that were determined to be significantly impacted per the current traffic phase of development, as identified in the DRI traffic analysis. The applicant shall schedule an annual traffic monitoring methodology meeting, as determined necessary by Polk County, prior to November 1 each year. The annual traffic monitoring meeting shall be attended by the Polk County Planning Division, Polk County Transportation Planning Organization (TPO), the Florida Department of Transportation (FDOT) Districts I and V, Central Florida Regional Planing Council (CFRPC), East Central Florida Regional Planning Council (ECFRPC), and Oceola County Planning Department for their review and acceptance of the methodology. In the event that all parties cannot come to an agreement on the methodology, Polk County shall be the final arbiter.

The purpose of the annual traffic monitoring study shall be to assist Polk County and FDOT District I in determining the schedule of any roadway or intersection enhancements that may be

needed per the findings of the Annual Traffic Monitoring Study, as well as the appropriate funding agency.

If an improvement is warranted to maintain acceptable levels of service, the Applicant shall have one year from the acceptance of the Annual Report by the Polk County Board of Commissioners to either construct the improvement(s) or enter into a Development Agreement with the Polk County Board of Commissioners per Florida Statute 163 that describes the improvements, the timing of the improvements, and the responsible funding party(s). This Development Agreement may also provide for vesting. This condition does not prohibit the issuance of certificates of occupancy for development that has already received building permits or for projects that have been platted.

(a) The annual traffic monitoring study shall contain the following:

i. Applicant shall conduct or obtain roadway traffic counts for the PM peak hour during January, February, or March. One bi-directional count shall be conducted or obtained for each roadway link that was determined to be significantly impacted per the current traffic phase of development as determined in the DRI traffic analysis.

ii. Traffic shall be forecast for the year following the report year. Non-project traffic shall be forecast based on a historical growth rate that has been adjusted to account for project traffic growth. Project traffic shall consist of trips from development constructed since the date of the counts plus trips from development expected to occur within the following year.

iii. Test for significant impact of project traffic on roadway links included in the annual traffic monitoring study. Test for significance shall be based on directional project traffic equal to or greater than 5 percent of the roadway's directional peak hour maximum service volume at the adopted level of service standard.

iv. The projected background roadway level of service (without additional project trips) and the projected build roadway level of service (with additional project trips) for the following year shall be determined for roadways that are projected to be significantly impacted.

v. PM peak hour intersection level of service (LOS) analyses shall be performed for signalized intersections on significantly impacted links, as determined through annual monitoring.

vi. Roadway links that are under construction during the report year and expected to be under construction during the following year may not be included in the annual traffic monitoring study until construction has been

concluded and normal traffic patterns have resumed. Specifically, monitoring of I-4 and the I-4 & US 27 interchange merge/diverge areas may not commence until completion of the 6-lane widening construction and traffic patterns have normalized.

vii. Identify applicable programmed roadway improvements scheduled for implementation during the subject annual traffic monitoring period.

viii. Provide status report on roadway improvements within the study area under implementation during the annual traffic monitoring period.

(b) The list of roadway links to be included in each Annual Traffic Monitoring Study shall consist of but not be limited to the roadway links that were determined to be significantly impacted during the phase being evaluated, except for those facilities under construction, which may be excluded.

The following roadway links were significantly impacted for Phase I of the Property:
US 27 between US 17/92 and CR 17
US 27 between CR 17 and CR 547
US 27 between CR 547 and Posner Boulevard/Home Run Boulevard
US 27 between Posner Boulevard/Home Run Boulevard and I-4 Westbound Ramps
US 27 between I-4 Westbound Ramps and CR 54
US 27 between CR 54 and US 192
I-4 between US 27 and CR 532
I-4 between CR 532 and World Drive
CR 532 (Osceola-Polk Line Road) between Old Lake Wilson Road (CR 545) and I-4
US 17/92 between CR 547 and CR 532
CR 54 between US 27 and CR 532
CR 54 between CR 532 and Old Lake Wilson Road (CR 545)
CR 54 between Old Lake Wilson Road (CR 545) and US 17/92
CR 547 between US 27 and US 17/92
CR 547 between US 17/92 and CR 54

At a minimum, the following intersections and interchange junctions shall be included in the Annual Traffic Monitoring Study:
US 27 & Stadium Drive
US 27 & Posner Boulevard/Home Run Boulevard
US 27 & I-4 Eastbound Ramps
US 27 & I-4 Westbound Ramps
I-4 Eastbound On-ramp Merge from US 27
I-4 Eastbound Off-ramp Diverge to US 27
I-4 Westbound Off-ramp Diverge to US 27
I-4 Westbound On-ramp Merge from US 27

(c) If the project traffic significantly impacts links as described above, and these links, intersections, or interchanges are projected to operate below the adopted LOS for the facility, no further Level 2 approvals shall be issued until:

i. Improvements to the roadway have been programmed within the first three years of the Capital Improvement Plan of the jurisdiction having authority of the roadway or within the first three years of FDOT's Five-Year Work Program for non-FIHS facilities or within the first five years of the FDOT Five-Year Work Program for FIHS facilities;

ii. Supplemental intersection or arterial/corridor level of service analyses can reasonably demonstrate that the facility will operate at an acceptable LOS to the satisfaction of the jurisdiction having authority of the roadway; or

iii. Subject to a Development Agreement, the Applicant seeks and obtains the implementation of alternate improvements or mechanisms, which shall either maintain the adopted LOS at any impacted link, intersection, or interchange junction or implement a reduced LOS standard and/or achieve the adopted LOS standard over an established period of time.

However, all development with Level 2 approval or building permits or demolition permits or development that has been platted may continue until completion.

(d) If the issue(s) pertaining to the adversely impacted roadway link(s), intersection(s), and/or interchange(s) are not addressed through supplemental analysis, referred to in the preceding condition 2(c)ii, or an alternative concurrency management strategy to the satisfaction of Polk County and the agency having jurisdiction of the facility, then the Applicant shall have one year from acceptance of the Annual Report by the Polk County Board of Commissioners to either construct the appropriate improvements or enter into a Development Agreement with the Polk County Board of Commissioners per Florida Statute 163 that describes the improvement(s), the timing of the improvement(s), and the responsible funding party(s).

(e) The Applicant's fair share of required improvements to links, intersections, or interchanges shall be based on current traffic monitoring data. The apportionment of fair share costs shall be based upon the approved proportionate share methodology described in subsequent condition 4 of the Amended Development Order.

3. **Traffic Monitoring and Modeling -** In addition to annual traffic monitoring, a Traffic Monitoring and Modeling Study shall be performed prior to the completion of each traffic phase. Prior to the initiation of each phase after Phase 1, as identified in the preceding table, the Applicant shall conduct a Traffic Monitoring and Modeling Study. The Traffic Monitoring and

Modeling Study shall commence with a Traffic Monitoring and Modeling Methodology Meeting, which is to be initiated once the current development phase is 80 percent complete of the cumulative external PM peak hour trips for the phase or one (1) year prior to the end of a phase.

The Traffic Monitoring and Modeling Study shall ascertain the level of service on facilities where the Property is estimated to contribute a significant volume of traffic greater than or equal to 5 percent of the roadway adopted LOS service volume. The Polk County Planning Division, Polk County Transportation Planning Organization (TPO), Florida Department of Transportation (FDOT) Districts I and V, Central Florida Regional Planning Council (CFRPC), East Central Florida Regional Planning Council (ECFRPC), Osceola County Planning Department, Florida Department of Community Affairs (DCA), and the Applicant shall agree upon the methodology for the Traffic Monitoring and Modeling Study. The scope of each monitoring and modeling effort is expected to be similar to that required for an Application for Development Approval. In the event that all parties cannot come to an agreement on the methodology, Polk County shall be the final arbiter.

(a) As part of the Traffic Monitoring and Modeling Study, the project's external trip generation shall be counted to determine if observed project trips are consistent with Institute of Transportation Engineers (ITE) trip rates. If the observed trip rates are not found to be reasonably consistent with ITE trips rates, then adjustments to the trip rates used in the Traffic Monitoring and Modeling Study may be made, as agreed upon by the Applicant and the reviewing agencies.

(b) The traffic analysis of Phase 2 of the Property includes the provision of a proposed I-4 Westbound Off-Ramp that is to be located east of the US 27 interchange. The Buildout phase of the Property includes a proposed I-4 Eastbound On-Ramp to be located east of the US 27 interchange. The Traffic Monitoring and Modeling Study for Phase 2 and/or Phase 3 shall address the need for the proposed I-4 ramps. If the proposed ramps are deemed necessary, then appropriate studies shall be performed and approvals shall be obtained from FDOT, Federal Highway Administration (FHWA), and other appropriate agencies. No development that depends on the existence of these proposed ramps shall be approved until the Interchange Justification Reports (IJR's) for these ramps have been approved by the FDOT and the FHWA, unless specifically allowed by FDOT.

(c) The following roadways are those within the study area that were analyzed for full buildout of the Property. The facilities to be monitored and modeled may include, but shall not be limited to, those segments of the regional roadways within this list and one segment beyond where the Property is estimated to contribute a cumulative amount of traffic greater than or equal to 5 percent of the roadway adopted LOS service volume. The analyzed facilities shall include signalized intersections and link

analyses of major collector and higher classified roadways and interchange ramp junctions.

Polk County, Osceola County, CFRPC, ECFRPC, FDOT Districts I and V, Polk TPO, and DCA shall have the right to make reasonable requests for additional information from the Applicant to verify adherence to these provisions. The Applicant shall provide information toward compliance with these requests.

Candidate Roadways for Traffic Monitoring and Modeling Study in Polk County:
US 27 from SR 544 to US17/92
US 27 from US 17/92 to CR 17
US 27 from CR 17 to CR 547
US 27 from CR 547 to the Posner Blvd.
US 27 from the Posner Blvd. to I-4
US 27 from I-4 to CR 54
US 27 from CR 54 to US 192
I-4 from SR 559 to CR 557
I-4 from CR 557 to US 27
I-4 from US 27 to Osceola-Polk Line Road (CR 532)
CR 54 from US 17/92 to Old Lake Wilson Road (CR 545)
CR 54 from Lake Wilson Road to CR 532
CR 54 from CR 532 to US 27
US 17/92 from CR 547 to CR 532
CR 547 from US 17/92 to US 27
CR 547 from US 17/92 to CR 54
CR 580 from US 17/92 to Osceola County Line
SR 559 from I-4 to Lake Van Road

Candidate Roadways for Traffic Monitoring and Modeling Study in Osceola County:
I-4 from CR 532 to World Drive
I-4 from World Drive to US 192
Osceola-Polk Line Road (CR 532) from US 17/92 to Old Lake Wilson Road (CR 545)
CR 532 from Old Lake Wilson Road (CR 545) to I-4
CR 532 from I-4 to CR 54
US 17/92 from CR 532 to Old Tampa Highway
Old Lake Wilson Road (CR 545) from CR 532 to Indian Ridge Trail
World Drive from I-4 to US 192

(d) The Property shall not contribute 5 percent or more of the adopted LOS service volume of the roadway or intersection as determined by traffic monitoring in the preceding condition when service levels are below the

minimum LOS adopted in the local government's jurisdiction during the PM peak hour, unless mitigation measures and/or improvements are secured and committed for completion of construction during the phase in which the impacts occur, or if an alternate mechanism is implemented.

The following schedule of improvements on state and regionally significant roadway segments, which are projected to be both significantly impacted from the Property and to operate below the adopted LOS standard during Phase 1, 2 or 3 (Buildout), as listed in Table E2 below, shall be tied to the development level that the improvement is needed within each phase based upon the results of each Traffic Monitoring and Modeling Study. The Amended Development Order shall be amended, as needed, to incorporate these needs and the commensurate trip level by which the improvement is needed to support project development. This list shall be amended based upon the results of each Traffic Monitoring and Modeling Study, as needed.

For purposes of this Amended Development Order, adequate "secured and committed" mitigation measures shall include one of the following:

i. A roadway improvement scheduled for construction within the first three (3) years of the appropriate local government's adopted comprehensive plan capital improvement element (or as otherwise provided in the applicable jurisdiction's capital improvement element); A roadway improvement scheduled for construction within the first three (3) years of the Florida Department of Transportation's Five-Year Work Program for non-FIHS facilities or within the first five (5) years of the Five-Year Work Program for FIHS facilities.

ii. A roadway improvement scheduled for construction within the first three (3) years of the North Ridge Community Redevelopment Agency (CRA) road improvement program.

iii. A binding financially secured and irrevocable commitment by the Applicant or other appropriate persons or entities for the design, engineering, land acquisition, and actual construction of the necessary improvements (with the posting of a cash bond, surety bond, irrevocable letter of credit, escrow amount or other security in a form acceptable to the agency of jurisdiction) within the next three (3) years and incorporated by reference into the Amended Development Order.

iv. Any other mitigation option specifically provided for in this Amended Development Order.

v. Subject to a Development Agreement, the Applicant seeks and obtains the implementation of alternate improvements or mechanisms, which shall either maintain the adopted LOS at any impacted link, intersection, or interchange junction or implement a reduced LOS standard and/or achieve the adopted LOS standard over an established period of time. The applicable FDOT procedure shall be followed if a reduced LOS standard is sought for a State facility.

vi. Any other mitigation option permitted by law, including a local government development agreement consistent with Florida Statutes and Polk County's Comprehensive Plan and Land Development Code which ameliorates the projected impact and is incorporated into the Amended Development Order by amendment.

vii. Detailed operational analyses of intersection and arterial/corridor level of service can be performed to the satisfaction of the agency with jurisdiction of the impacted facilities that reasonably demonstrates that projected traffic conditions will meet the adopted LOS.

(e) The Applicant shall provide adequate documentation to Polk County to demonstrate that one or more of the above mitigation measures have been met. Polk County may consult with other agencies, but the final decision as to what constitutes adequate documentation shall rest with Polk County.

These mitigation measures shall occur by the required threshold in Table E2 in order for the development to proceed into the subsequent phase. The improvements listed in Table E2 and/or the timing of said improvements may be modified based on the results of an Annual Traffic Monitoring Study and/or a Traffic Monitoring and Modeling Study for Phase 2 or Phase 3. If the Applicant can demonstrate that a portion of a phase or sub-phase does not adversely affect the regional roadway network as determined by the Traffic Monitoring and Modeling Study, then the Applicant may proceed with that portion of the phase (and only that portion).

Phase 3 (Buildout)

Table E2				
Phase	**Roadway Section**	**Jurisdiction**	**Improvement**	**Timing Threshold[1]**
Phase 1	CR 532 from Old Lake Wilson Rd. (CR 545) to I-4	Osceola County	Widen from 2 lanes to 4 lanes	Prior to 2,167 cumulative external PM peak hour trips
	US 27 & Southern Dunes	FDOT District I	Add eastbound left-turn lane Retime traffic signal[2]	Prior to 2,109 cumulative external PM peak
	US 27 & CR 547	FDOT District I	Add eastbound right turn-lane Add westbound left-turn lane Retime traffic signal[2]	Prior to 703 cumulative external PM peak hour trips
	CR 54 & CR 547	Polk County	Add eastbound right-turn lane Add westbound right-turn lane Add northbound left-turn lane Add southbound left-turn lane	Prior to 2,167 cumulative external PM peak hour trips
	CR 54 & CR 532	Polk County & Osceola County	Signalize when warranted[2] Add westbound right-turn lane Add eastbound left-turn lane	Prior to 1,083 cumulative external PM peak hour trips
	CR 54 & Old Lake Wilson Road (CR 545)	Polk County	Add eastbound left-turn lane Signalize when warranted[2]	Prior to 2,167 cumulative external PM peak hour trips
	CR 54 & US 17/92	FDOT District I	Signalize when warranted[2] Add northbound left-turn lane	Prior to 2,167 cumulative external PM peak hour trips
	CR 532 & I-4 Eastbound Ramps	FDOT District V	Signalize when warranted[2]	Prior to 2,167 cumulative external PM peak hour trips
	CR 532 & I-4 Westbound Ramps	FDOT District V	Signalize when warranted[2]	Prior to 2,167 cumulative external PM peak hour trips
	US 17/92 & CR 532	FDOT District I	Signalize when warranted[2]	Prior to 2,167 cumulative external PM peak hour trips
	SR 559 & I-4 Westbound Ramps	FDOT District I	Signalize when warranted[2]	Prior to 3,019 cumulative external PM peak hour trips
Phase 2	I-4 from US 27 to CR 532	Florida DOT Districts I & V	Widen from 6 general purpose lanes to 6 GP lanes and 2 HOV lanes (8 lanes)	Prior to 3,293 cumulative external PM peak hour trips
	I-4 from US 27 to CR 532	FDOT District I	Widen to 6 GP lanes and 4 HOV lanes or auxiliary lanes (10 lanes total)	Prior to 3,874 cumulative external PM peak hour trips
	US 17/92 from CR 547 to CR 532	FDOT District I	Widen from 2 lanes to 4 lanes	Prior to 3,874 cumulative external PM peak hour trips
	US 27 from I-4 to CR 54	FDOT District I	Widen from 4 lanes to 6 lanes	Prior to 3,874 cumulative external PM peak hour trips
	US 27 from CR 54 to US 192	FDOT District I	Widen from 4 lanes to 6 lanes	Prior to 3,874 cumulative external PM peak hour trips
	CR 547 from US 17/92 to US 27	Polk County	Widen from 2 lanes to 4 lanes	Prior to 3,874 cumulative external PM peak hour trips

Table E2

Phase	Roadway Section	Jurisdiction	Improvement	Timing Threshold[1]
	US 27 & CR 17	FDOT District I	Add westbound right-turn lane Add northbound left-turn lane Add southbound right-turn lane Retime traffic signal[2]	Prior to 3,874 cumulative external PM peak hour trips
Phase 2	US 27 & CR 547	FDOT District I	Add northbound right-turn lane Add southbound left-turn lane Retime traffic signal[2]	Prior to 3,874 cumulative external PM peak hour trips
	US 27 & I-4 Westbound Ramps	FDOT District I	Add eastbound left turn lane Retime traffic signal[2]	Prior to 3,874 cumulative external PM peak hour trips
	CR 54 & CR 547	Polk County	Signalize when warranted[2]	Prior to 3,874 cumulative external PM peak hour trips
	CR 54 & Old Lake Wilson Road (CR 545)	Polk County	Retime traffic signal[2]	Prior to 3,874 cumulative external PM peak hour trips
	US 17/92 & Old Tampa Highway	FDOT District V	Signalize when warranted[2]	Prior to 3,874 cumulative external PM peak hour trips
	US 17/92 & CR 580	FDOT District I	Add eastbound left-turn lane Add westbound left-turn lane Add westbound right-turn lane Add northbound right-turn lane Add southbound left-turn lane Retime traffic signal[2]	Prior to 3,874 cumulative external PM peak hour trips
	I-4 from US 27 to World Drive	FDOT District I	Widen from 6 lanes to 8 lanes	Prior to 5,521 cumulative external PM peak hour trips
	I-4 from World Drive to SR 536	FDOT District I	Widen from 6 lanes to 8 lanes	Prior to 5,521 cumulative external PM peak hour trips
	US 17/92 from CR 532 to Old Tampa Highway	FDOT District I	Widen from 2 lanes to 4 lanes	Prior to 5,521 cumulative external PM peak hour trips
Phase 3 (Buildout)	US 17/92 from 10th Street to CR 547	FDOT District I	Widen from 2 lanes to 4 lanes	Prior to 5,521 cumulative external PM peak hour trips
	CR 54 from US 27 to US 17/92	Polk County	Widen from 2 lanes to 4 lanes	Prior to 5,521 cumulative external PM peak hour trips
	SR 559 from I-4 to Lake Van Road	FDOT District I	Widen from 2 lanes to 4 lanes	Prior to 5,521 cumulative external PM peak hour trips

Table E2

Phase	Roadway Section	Jurisdiction	Improvement	Timing Threshold[1]
	Old Lake Wilson Road (CR 545) from CR 532 to Indian Ridge Trail	Polk County	Widen from 2 lanes to 4 lanes	Prior to 5,521 cumulative external PM peak hour trips
	CR 17 west of US 27 to east of US 27	Polk County	Widen from 2 lanes to 4 lanes through the intersection	Prior to 5,521 cumulative external PM peak hour trips
	US 17/92 & CR 580	FDOT District I	Signalize when warranted[2]	Prior to 4,780 cumulative external PL peak hour trips
Phase 3 (Buildout)	Holly Hill Road from Patterson Road to Bowen Road	Polk County	Construct a new 2 lane roadway	Prior to 5,521 cumulative external PM peak hour trips
	Holly Hill Road from Bowen Road to CR 532	Polk County	Construct as a new 4 lane roadway	Prior to 5,521 cumulative external PM peak hour trips
	Bowen Road from US 17/92 to Holly Hill Road	Polk County	Construct a new 2 lane roadway	Prior to 5,521 cumulative external PM peak hour trips
	Bowen Road from Holly Hill Road to US 27	Polk County	Construct as a new 4 lane roadway	Prior to 5,521 cumulative external PM peak hour trips
	Bowen Road from US 27 to FDC Grove Road	Polk County	Construct a new 2 lane roadway	Prior to 5,521 cumulative external PM peak hour trips
	FDC Grove Road from US 27 (south of CR 547 intersection) to Home Run Boulevard (Posner Boulevard)	Polk County	Construct a new 2 lane roadway	Prior to 5,521 cumulative external PM peak hour trips
	Green Swamp Parkway from Home Run Boulevard (Posner Boulevard) (south of US 192 interchange)	Polk County	Construct a new 2 lane roadway	Prior to 5,521 cumulative external PM peak hour trips
	Dunson Road from US 27 to CR 54	Polk County	Construct as a new 2 lane roadway	Prior to 5,521 cumulative external PM peak hour trips
	US 27 & SR 544	FDOT District I	Add eastbound left-turn lane Add westbound right-turn lane Add westbound right-turn lane Retime traffic signal[2]	Prior to 5,800 cumulative external PM peak hour trips

Table E2

Phase	Roadway Section	Jurisdiction	Improvement	Timing Threshold[1]
	US 27 & CR 17	FDOT District I	Add eastbound left-turn lane Add eastbound through lane (through the intersection) Add westbound through lane (through the intersection) Add northbound right-turn Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips
	US 27 & Southern Dunes	FDOT District I	Add eastbound right-turn lane Add northbound right-turn lane Add southbound left-turn lane Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips
Phase 3 (Buildout)	US 27 & CR 547	FDOT District I	Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips
	US 27 & I-4 Eastbound Ramps	FDOT District I	Add eastbound right-turn lane Add westbound left-turn lane Add southbound right-turn lane Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips
	US 27 & I-4 Westbound Ramps	FDOT District I	Add westbound right-turn lane Add northbound right-turn lane Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips
	US 27 & Dunson Road	FDOT District I	Restripe lanes to include eastbound left-turn lane and an eastbound shared through/right lane. Add 2 westbound left turn lanes Restripe lanes to include northbound shared through/right lane and southbound shared through/right lane Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips
	US 27 & CR 54	FDOT District I	Add eastbound right-turn lane Add southbound left turn lane Restripe lanes to include a northbound shared through/right lane and a southbound shared through/right lane Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips

Table E2				
Phase	**Roadway Section**	**Jurisdiction**	**Improvement**	**Timing Threshold[1]**
Phase 3 (Buildout)	CR 532 & I-4 Eastbound Ramps	FDOT District V	Add eastbound left-turn lane Add northbound right-turn lane Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips
	CR 532 & I-4 Westbound Ramps	FDOT District V	Add westbound left-turn lane Add southbound left-turn lane Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips
	CR 532 & Old Lake Wilson Road (CR 545)	Osceola County	Add eastbound left-turn lane Add northbound left turn lane Add northbound right-turn lane Add southbound right-turn lane Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips
	US 17/92 & CR 532	FDOT District V	Add eastbound left-turn lane Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips
	US 17/92 & CR 580	FDOT District I	Add westbound left-turn lane Add northbound left-turn lane Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips
	SR 559 & I-4 Westbound Ramps	FDOT District I	Add northbound left-turn lane Add southbound right-turn lane Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips
	SR 559 & I-4 Eastbound Ramps	FDOT District I	Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips
	SR 559 & CR 559A	FDOT District I	Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips
	SR 559 Lake Van Road	FDOT District I	Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips
	Old Lake Wilson Road (CR 545) & Indian River Ridge Road	Osceola County	Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips

1 – Improvement timing is referenced by the cumulative external PM peak hour trips, including entering and entering project trips, pass-by trips, and transit and other alternate modal trips.
2 – The need for traffic signal re-timing or new signalization may be warranted at a date sooner than or later than the trip threshold.

(f) The Applicant projects that two full access points will be needed on US 27 in order to provide ingress and egress to the site. Notwithstanding anything to the contrary in this Amended Development Order, the FDOT District 1 is not obligated to provide a permit for a modified median opening at the

intersection of US 27 and Stadium Drive. Access to the State Highway System is outside the purview of this Amended Development Order and will be determined pursuant to the FDOT permitting process as described in Rule 14-96 FAC. The Applicant has had preliminary discussions with FDOT District I regarding access to US 27, however, no final agreements have been reached and no access connection permits have been issued. During Phase 2, the Applicant projects that one additional access point for ingress from westbound I-4 will be needed. During Phase 3, the Applicant projects that one additional access point for egress to eastbound I-4 will be needed. However, the additional I-4 ingress and egress may be provided by as yet currently unidentified improvement(s) parallel to I-4 between US 27 and Osceola County. The Applicant shall fund the construction of turn lanes when required and the cost of signalization, or signalization enhancements to an existing traffic signal, at the US 27 access points identified in Table E3. The Applicant shall fund or develop a joint funding mechanism with governmental entities and/or other private parties for the construction of the ingress and egress to and from I-4 when required.

These access improvements shall occur by the required threshold in Table E3 in order for the development to proceed into the subsequent phase. The improvements listed in Table E3 and/or the timing of said improvements may be modified based on the results of an Annual Traffic Monitoring Study and/or a Traffic Monitoring and Modeling Study for Phase 2 or Phase 3. If, for a given phase or portion of a phase, the Applicant can demonstrate that these improvements are not needed, or that alternate improvements could be made which would not result in adverse impacts to the adjacent sections of US 27 or I-4, then the Applicant may proceed with that phase or portion of the phase.

Table E3				
Phase	**Roadway Section**	**Jurisdiction**	**Improvement**	**Timing Threshold[1]**
Phase 1	US 27 & Stadium Drive	FDOT District I	Signalize when warranted[2] Directional median opening[3] Full median opening[3] Provide 2 westbound left-turn lanes Provide 2 westbound right-turn lanes Provide 2 southbound left-turn lanes	Prior to 703 cumulative external PM peak hour trips
	US 27 & Posner Boulevard/Home Run Boulevard	FDOT District I	Signalize when warranted[2] Provide 2 westbound left-turn lanes Provide 1 westbound through lane Provide 2 westbound right-turn lanes Add southbound left-turn lane Re-stripe northbound right-turn lane as a through lane.	Prior to 357 cumulative external PM peak hour trips
Phase 2	I-4 Westbound between CR 532 and US 27	FDOT District I	Construct a westbound flyover exit ramp from westbound I-4 into the Property[4]	Prior to 3,874 cumulative external PM peak hour trips
	US 27 & Posner Boulevard	FDOT District I	Add westbound right-turn lane Add northbound right-turn lane Add southbound right-turn lane Add eastbound right-turn lane Retime traffic signal[2]	Prior to 3,874 cumulative external PM peak hour trips
Phase 3 (Buildout)	I-4 Eastbound between US 27 and CR 532	FDOT District I	Construct a return entrance ramp from Property to I-4 eastbound[4]	Prior to 5,521 cumulative external PM peak hour trips
	US 27 & Stadium Drive	FDOT District I	Add northbound right-turn lane Provide eastbound through lane Adjust traffic signal hardware and Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips

Table E3				
Phase 3 (Buildout)	US 27 & Posner Boulevard/Home Run Boulevard	FDOT District I	Add eastbound left-turn lane Add eastbound through lane Add northbound left turn lane Retime traffic signal[2]	Prior to 5,521 cumulative external PM peak hour trips
1 – Improvement timing is referenced by the cumulative external PM peak hour trips, including entering and entering project trips, pass-by trips, and transit and other alternate modal trips. 2 – The need for traffic signal re-timing or new signalization may be warranted at a date sooner than or later than the trip threshold. 3 – Median opening improvements subject to FDOT District I permit approval. 4 – Flyover and Return ramps subject to Federal Highway Administration (FHWA) approval.				

(g) In the event that roadway widening is identified which is not compatible with adopted policy of the FHWA, FDOT District I or District V, or local government, then the Applicant, Polk County, the CFRPC, and the party having jurisdictional or maintenance responsibility for the subject facility shall jointly determine reasonable alternate mitigation solutions.

(h) The Applicant's fair share of required improvements to links, intersections, or interchanges shall be based on current traffic monitoring data. The apportionment of fair share costs shall be based upon the approved proportionate share methodology described in subsequent condition 4 of the Amended Development Order.

4. **Proportionate Share -** If the Annual Traffic Monitoring Study or the Traffic Monitoring and Modeling Study results indicate that improvements must be made, and if mitigation is not provided as set forth in these conditions or as otherwise required pursuant to 9J-2.045(7), then the Applicant, Polk County, Osceola County, and/or FDOT Districts I and/or V shall enter into an agreement within six (6) months of the determination that improvements are needed, which time frame can be extended based upon an agreement of the parties. Said agreement(s) shall address and clarify such issues related to equity in the application of collected fees for transportation improvements. The application of fees shall be on a fair-share basis with respect to the improvements to be provided and not solely on the basis of impact fees. However, such an agreement(s) would not alter or waive the provisions and requirements of the other conditions in the Amended Development Order as a mitigating measure for the transportation impacts of the Property. In the event Osceola County and/or FDOT District I and/or V fails to execute said agreement(s) within the specified time, then the Applicant may proceed with the development based upon the Traffic Monitoring and Modeling schedule and all other conditions specified herein as it affects the non-participating party and the payment of proportionate share to the respective party as outlined below. In the event that an agreement is not executed between the applicant, Osceola County, and/or FDOT District I and/or V, the proportionate share, to the referenced parties, shall be paid within one year of the improvement being identified.

Separate agreements may be entered into with one or more parties and the Applicant. The said agreement between the Applicant, Polk County, Osceola County, and/or FDOT Districts I and/or V shall ensure the following:

(a) proportionate share payment is made by the Applicant within a time frame specified in the agreement to the appropriate entity(ies) to mitigate project impacts;

(b) said proportionate share payment shall be used by the appropriate entity(ies) only for the design, engineering, right-of-way purchase, permitting and/or construction of improvement to the roadway segments, intersections, or interchange junctions for which the payment is made; and,

(c) said proportionate share payment by the Applicant constitutes adequate provision for the public facilities needed with respect to the road segments to accommodate the impacts of the project through the phase for which the fair share was calculated, as required by Section 380.15(e)(2), Florida Statutes. All such proportionate fair share agreements shall be included in the Amended Development Order by amendment pursuant to Section 380.06(19), F.S. The formula to be used to determine proportionate fair share contribution is a follows:

*Proportionate Share = (Improvement Cost) * (DRI Trips) / (SV Increase)*
where:
DRI trips = the cumulative number of external trips from the development expected to reach the roadway during the PM peak hour from the phase under development.
SV Increase = service volume increase, or the change in PM peak hour maximum service volume of the roadway resulting from construction of the improvement necessary to maintain the desired level of service.
Improvement Cost = the cost (at time of Applicant payment) of constructing an improvement necessary to maintain the desired level of service, including all improvement associated costs (engineering, right-of-way acquisition, planning, inspection, and other associated physical development costs directly required and associated with the construction of the improvement) as determined by the governmental agency having maintenance obligations over the roadway.

5. **Dispute Resolution -** If the parties cannot reach agreement regarding the preceding condition, or if so desired by the parties at any time prior to that, then the issues in dispute shall be submitted to the CFRPC for voluntary mediation pursuant to the adopted dispute resolution process. The solutions recommended as a result of this process shall be implemented and the Amended Development Order amended pursuant to Section 380.06(19), F.S., to include these solutions. These solutions must also be acceptable to Polk County in its sole discretion and these solutions shall not include any requirement that Polk County or Osceola County participate in or contribute to the funding of improvements to any state roads, unless the subject county agrees otherwise.

6. **Government Responsibility -** Notwithstanding any provision contained herein to the contrary, except as specifically agreed in writing, Polk County and Osceola County shall have no financial responsibility to contribute to or participate in the funding of the design, engineering, permitting, and/or construction of improvements to state roads. The monitoring and

modeling required phases shall be used to verify the impacts from previous phases and to more accurately estimate probable impacts in later phases. If necessary, the proportionate share amount will be adjusted to reflect the estimates for later phases. If it is verified that the roadway improvements mentioned above are still needed, then the project shall not proceed into later phases until the proportionate share payment is made or said improvements are scheduled for construction in the applicable entities work program within the first three years when impacts are estimated to be significant and adverse, or within the first five years for FIHS facilities.

7. **Transit Intermodal Center -** The Applicant shall reserve an area within the City Core (as defined by Map H) in close proximity to US 27 for a Transit Intermodal Center to serve as the future base for a regional transit network of local circulator service, express routes, and other modes of transportation. This Transit Intermodal Center will include a Park-and-Ride Lot with a minimum of 100 free parking spaces. The required parking spaces may be shared with parking for commercial land uses. The location and size of the parcel for the Transit Intermodal Center shall be subject to the review and approval of Polk County.

New transit services and projects in Polk County are contained in a Consolidated Transit Development Plan (TDP) as adopted by area transit providers. Polk County shall notify the Applicant when a new transit project (local circulator service, regional express bus service, or Park-and-Ride marketing program) has been funded and included in the TDP to serve the Property and northeast Polk County. Upon said notification, the Applicant shall commit to completing the construction of the Transit Intermodal Center at least three (3) months prior to the planned implementation date for the new transit service. The notification of the newly planned transit service/project shall be given at least one (1) year in advance of the required completion date for construction of the Intermodal Transit Center.

The Applicant shall construct and maintain at its expense a Transit Intermodal Center with the following amenities: passenger shelter; transit system map/fare information; benches, trash receptacle; lighting; bicycle storage; bus bays and automobile parking. The design and construction of the Transit Intermodal Center shall be subject to the review and approval of Polk County and can be consistent with the design theme of the Property. The Transit Intermodal Center shall have a clearly delineated pedestrian path to surrounding land uses.

8. **Bike and Pedestrian Facilities -** In the interest of promoting alternative forms of transportation, the Applicant shall provide an on-site system of bikeways and pedestrian facilities. The Applicant shall provide pedestrian walkways along major boulevards, roads, and drives, as well as pedestrian facilities shall be incorporated between development parcels and the roadways to provide for a walkable community. The Applicant shall provide dedicated bike paths and off-street bicycle facilities, which may be linked to future regional bike trails and/or other transportation systems envisioned by Polk County in the surrounding area. Bicycle support facilities (e.g., bicycle parking) shall be made available at commercial centers.

9. **Alternative Transportation Concurrency Strategy -** The Applicant and Polk County intend to proceed with developing an alternative concurrency management strategy that

may be approved by either Polk County or FDOT District I. The alternative concurrency management strategy shall include specific objectives and timelines of completing its objectives. For illustration purposes only, an example outline of the objectives is included in **Exhibit F** and may be amended without any amendment being required to this Amended Development Order. The objectives shall be developed within six months of the effective date of this Amended Development Order and may be extended upon agreement by the parties.

The development of the objectives shall include participation by Polk County, Polk TPO, FDOT Districts I and V, Osceola County, CFRPC, ECFRPC, and DCA. The Applicant may use this alternative concurrency management strategy prior to Phase II or prior to exceeding the adopted LOS standard on a roadway or intersection. The preparation of objectives and timelines shall not obligate the Polk County Board of County Commissioners to approve an alternative concurrency management strategy.

F. Landscaping

All landscaping within the Property which is either a common area or dedicated to the public shall be funded, installed by, and maintained by either the Applicant or the City Center Community Development District, at the expense of the entity undertaking such obligations. Polk County hereby approves of the undertaking of these obligations by either the Applicant or the City Center Community Development District. All landscaping within a tract that is neither a common area nor public shall be installed and maintained by the owner of such tract.

G. Benefits of Amended Development Order

The rights and obligations in this Amended Development Order shall inure to the benefit of and be binding upon the Applicant, any subsequent property owners affected by this Amended Development Order and their successors, assignees, and grantees. Notwithstanding anything herein to the contrary, any or all of the improvements to be constructed and maintained as required by this Amended Development Order may be funded and completed by the City Center Community Development District to the extent as permitted by law.

H. Down Zoning and Termination Date

1. **Down Zoning** - The DRI will not be subject to down zoning, unit density reduction or intensity reduction for the duration of the effectiveness of this Amended Development Order, unless it is demonstrated that substantial changes in the conditions underlying the approval of this Amended Development Order have occurred, or that this Amended Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by the County to be essential to the public health, safety or welfare.

2. **Termination Date** - The continued right to develop (subject to the terms, general provisions and conditions of the Amended Development Order) shall terminate five (5) years from the completion of Phase 3. The above time limitations may be extended upon the County's

findings of excusable delay, and no adverse impacts resulting from the delay in any proposed development activity, consistent with the substantial deviation provision of subsection 380.06(19)(C), Florida Statutes. The termination date of development rights granted by this Amended Development Order shall not affect the continuing obligations of the Developer nor the enforcement authority of the County, and the Developer shall continue to be bound by the terms, general provisions and conditions of the Amended Development Order.

I. Effective Date and Recording of this Amended Development Order

1. **Effective Date** - This Amended Development Order and any subsequent amendments shall be effective (the "Effective Date") on the later of: (i) forty-five (45) days after the date it is rendered by the County to the Developer, the owner of the Property, the DCA and the CFRPC, or (ii) the resolution of any appeal of the Amended Development Order by final judicial action or confirmation of withdrawal of the appeal by the Florida Land and Water Adjudicatory Commission. The date of transmission is also "rendition" under Rule 9J-28.025(5), FAC. Under Section 380.07, Florida Statutes, an appeal may be taken within forty-five (45) days after rendition. Any construction activity undertaken by the Developer prior to the expiration of the forty-five (45) day statutory period shall be at the Developer's risk.

2. **Recording** - In accordance with Section 380.06(15(f), Florida Statutes, and Section 113 of the Polk County Land Development Code, a notice of adoption of this Amended Development Order and the Amended Development Order, and any subsequent modifications, shall be recorded by the Developer with the Clerk of the Circuit Court for Polk County, Florida, at the Developer's expense, immediately after the Effective Date of this Amended Development Order or any subsequent modifications.

J. Substantial Deviation

1. **Copies of Proposed Changes** - The Developer shall submit, simultaneously, to the County, the CFRPC, East Central Florida Regional Planning Council ("ECFRPC"), Osceola County, and the FDCA any requests for approval of a proposed change to this Amended Development Order for the Property.

2. **Development Permits** - Subsequent requests for development permits shall not require further review pursuant to Section 380.06, Florida Statutes, unless it is determined after due notice and hearing, one or more of the following is present:

(a) A substantial deviation from the terms and conditions of this Amended Development Order, or other changes to the approved development plans which create a reasonable likelihood of adverse regional impacts or other regional impacts which were not evaluated by the CFRPC.

(b) An expiration of the period of effectiveness of this Amended Development Order as provided herein.

(c) Upon finding that either of the above is present, the Board shall order a termination of all development activity until such time as a new DRI Application for Development Approval has been submitted, reviewed and approved in accordance with Section 380.06, Florida Statutes.

K. Effect of Development Order

1. **Other Commitments** - All commitments and impact mitigating actions provided by the Applicant in the Application for Development Approval and supplemental documents that are not in conflict with conditions or stipulations specifically enumerated above are hereby appended to this Amended Development Order by reference.

2. **Limits of this Amended Development Order** - The approval granted by this Amended Development Order is limited. Such approval shall not be construed to obviate the duty of the Applicant to comply with all other applicable local or state permitting procedures.

L. Local Monitoring

1. **Responsible Local Official** - The Polk County Director of the Department of Community Services, or his/her designee, shall be the local official responsible for assuring compliance with this Amended Development Order.

2. **Bi-Annual Report and Annual Traffic Report** - The Developer shall conduct a Bi-Annual Report for the life of the Amended Development Order. However, the Annual Traffic Monitoring Study as provided for in Condition E-2 of this Amended Development Order shall be due annually. In the event portions of the property are sold to one or more other parties for development purposes, then the Developer shall retain the responsibility for seeing that the Bi-Annual Report and Annual Traffic Monitoring Study are duly submitted and address the development on the entire property. The Developer shall include in all land contracts executed after the date of this Amended Development Order, language requiring buyers and their successors to provide the Developer all necessary information to complete this requirement. The Bi-Annual Report shall be distributed to the FDCA, CFRPC, ECFRPC, Polk County, Osceola County, FDOT, FFWCC, SJWMD, and all affected permit agencies. The Annual Traffic Monitoring Study shall be distributed in accordance with Condition E-2 above. The reports shall include any information specifically required to be included by the conditions of the Amended Development Order as well as the information required by FDCA rules and shall be presented in a format as depicted in the Development Summary Table provided by the CFRPC, as applicable. The Bi-Annual Reports to the County shall also include a statement that all persons/agencies listed above have been sent copies of the Bi-Annual Report. The Bi-Annual Report shall include the required information and in the format specified in Form #RPM-BSP-Annual Report-1 of the Florida Department of Community Affairs. In accordance with Chapter 380.06(18), Florida Statutes, failure to timely file the Bi-Annual Report may result in the temporary suspension of this Amended Development Order. When due, the Bi-Annual Report and the Annual Traffic Monitoring Study shall be due on the anniversary date of the Effective Date of this Amended Development Order.

Exhibit "A"

Original Property

CIRCUS WORLD THEME PARK

LEGAL DESCRIPTION:

That part of Sections 7, 17, and 18, Township 26 South, Range 27 East, Polk County, Florida, described as follows:
Commence at the Northeast corner of said Section 18 and run S0°04'54"E along the East boundary of said Section 18, 170.07 feet to the point of beginning.
Thence S35°00'00"E 294.69 feet to a curve having a radius of 500.0 feet a central angle of 35°04'18" and a chord bearing S17°27'51"E; thence along said curve 306.06 feet; thence S0°04'18"W 1000.0 feet to a curve having a radius of 500.0 feet a central angle of 93°05'45" and a chord bearing S46°37'10"W; thence along said curve 812.41 feet; thence N86°49'57"W 409.51 feet to a curve having a radius of 695.98 feet, a central angle of 31°03'20" and a chord bearing S77°30'23"W; thence along said curve 377.23 feet; thence S62°06'42"W 300.0 feet to the Easterly right of way for U.S. Highway 27; thence along said right of way the following courses: N27°53'18"W 1435.01 feet; thence N62°06'42"E 25.09 feet; thence N27°53'18"W 267.11 feet; thence leaving said right of way N62°06'42"E 200.0 feet; thence N27°53'18"W 200.0 feet to a point on a curve having a radius of 312.93 feet, a central angle of 65°10'01" and a chord bearing N29°31'42"E; thence along said curve 355.92 feet; thence N3°03'18"W 247.79 feet to a curve having a radius of 672.11 feet, a central angle of 16°52'42" and a chord bearing N5°23'03"E, thence along said curve 197.99 feet; thence N13°49'24"E 400.0 feet, to a curve having a radius of 559.91 feet, a central angle of 40°17'18" and a chord bearing N37°58'03"E; thence along said curve 471.09 feet; thence N62°06'42"E 300.0 feet to a curve having a radius of 400.0 feet a central angle of 82°53'18" and a chord bearing S76°26'39"E; thence along said curve 578.67 feet; thence S35°00'00"E 1305.31 feet to the point of beginning. Containing 135 Acres, more or less.

Legibility of writing, typing, or printing unsatisfactory in this document when received.

Circus World-Total Area
Legal Description

That part of Sections 7, 8, 17, and 18, Township 26 South Range 27 East, Polk County, Florida described as follows:

Begin at the Southeast corner of the Southwest ¼ of Section 17, Township 26 South, Range 27 East, Polk County, Florida, and run thence North 0°13'28"East, along the East boundary thereof 2645.75 feet to the Northeast corner of said Southwest ¼, run thence S89°54'39" West, along the North boundary of said Southwest ¼, 1325.49 feet to the Southeast corner of the West ½ of the Northwest ¼ of said Section 17, run thence North 0° 04'18"East, along the East boundary of said West ½ of the Northwest ¼, 2651.05 feet; thence run North 0°10'14" West, along the East boundary of the West½ of the Southwest ¼ of said Section 8, 2629.93 feet; thence run North 0°08'29"West, along the East boundary of the West ½ of the Northwest ¼ of said Section 8, 1648.13 feet to the Southeasterly right-of-way for Interstate 4; thence run along said right-of-way the following courses: South 50°12'21" WEst 1174.63 feet to a curve having a radius of 17294.74 feet, a central angle of 2°44'44" and whose chord bears South 51°34'43" West; thence along said curve and crossing into Seciton 7, 828.75 feet; thence South 52°57'05" West 73.87 feet to a curve having a radius of 17002.74 feet, a central of 2°44'44" and a chord bearing S51°34'43"W; thence along said curve 818.59 feet; thence S50°12'21"W 1271.06 feet to a curve having a radius of 600.0 feet, a central angle of 36°22'57" and a chord bearing S32°30'53"E; thence along said curve 386.08 feet; thence S13°49'24"W 113.30 feet; thence N76°10'36"W 16.98 feet; thence S13°49'24"W 1219.38 feet to a curve having a radius of 735.0 feet, a central angle of 41°42'12" and a chord bearing S7°02'12"E; thence along said curve 534.98 feet to the Easterly right-of-way for U.S. Highway 27; thence along said right-of-way the following courses, N62°06'42"E 10.31 feet; thence S27°53'18"E 250.0 feet; thence leaving said right-of-way, N62°06'42"E 200.0 feet; S27°53'18"E 200.0 feet; thence S62°06'42"W 200.0 feet to said right-of-way for U.S. Highway 27; thence along said right-of-way the following courses S27°53'18"E 267.11 feet; thence S62°06'42"W 25.09 feet; thence S27°53'18"E 3401.27 feet; thence N62°06'42"E 15.0 feet; thence S27°53'18"E 200.91 feet to a curve having a radius of 4437.18 feet, a central angle of 3°52'52" and a chord bearing S25°56'52"E; thence along said curve 300.57 feet; thence S65°59'34"W 15.0 feet to a point on a curve having a radius of 4422.18 feet, a central angle of 7°07'21" and a chord bearing S20°26'45"E, thence along said curve 549.72 feet; thence N09°50'47" East 239.35 feet; run thence South 0°09'13"East 200.00feet to the South boundary of said Section 17; run thence North 09°50'47" East along said South boundary 2451.23 feet to the point of beginning. Subject to any and all rights of way and easements of record. LESS A parcel of land as recorded in O.R. Book 2207 Page 1267 and described as follows: DORIOW PIT NO. 4 & HAUL ROUTE RT. STA 405+92.60.

That part of:
The Southeast ¼ of the Southwest ¼ of Section 17, Township 26 South, Range 27 East; lying within the following meets and bounds description: Commence on the Southerly boundary of the Southwest ¼ of Section 17, Township 26 South, Range 27 East, at a point 397.48 feet Westerly of the Southeast corner of the Southwest ¼ of said Section 17, run thence North 2°14'27" West 25 feet to a point of beginning; continue thence N2°14'27" West 500 feet, thence North 87°45'34"East 375 feet, thence South 2°14'27" East 500 feet, thence South 87°45'34" West 375 feet to the point of beginning Containing 4.30 acres, more or less. (Bearings not rotated)

ALSO LESS:
A haul route in the Southeast ¼ of Section 18, Township 26 South, Range 27 East, Easterly of State Road 25, and the Southwest ¼ of Section 17, Township 26 South, Range 27 East, lying within 65 feet of a haul route survey line Easterly of Station 23+10.54; lying within 25 feet of said survey line Westerly of Station 23+10.54, said survey line and station being described and located as follows: Commence at the above described point of beginning for Doriow Pit No. 4, run thence South 2°14'27" East 25 feet to begin said haul route survey line, thence South 87°45'34" WEst 50 feet to Station 23+10.54, continue thence South 87°45'34" West 2191.35 feet to the Southwest corner of Section 17, Township 26 South, Range 27 East (Southeast corner of Section 18, Township 26 South, Range 27 East), thence South 88°36'44" West 126.59 feet to end said haul route survey line. Containing 1.33 acres more or less. (Bearings not rotated.)

RECORDER'S NOTE
Legibility of writing, typing, or printing unsatisfactory in this document when received.

Legal Description
North of I-4

That part of the East one-half of the Northwest one-quarter of Section 3, lying North of Interstate Highway I-4; that part of the East one-half of Section 5, lying South of the Dean Still Clay Road and North of Interstate Highway I-4; and that part of the East one-half of the Southwest one-quarter of Section 5 lying North of Interstate Highway I-4; all in Township 26 South, Range 27 East, Polk County, Florida.

legibility of writing, typing or printing unsatisfactory in this document when received.

Exhibit "B"

The Property

Legal Description

That part of Sections 7, 8, 17 and 18, Township 26 South, Range 27 East, Polk County, Florida, being more particularly described as follows:

Begin at the Northeast corner of the NW 1/4 of the NW 1/4 of said Section 17, thence S00°04'40"E along the East line of said NW 1/4 of the NW 1/4 a distance of 1926.85 feet, thence N76°31'31"W 943.27 feet, thence S89°55'20"W 45.00 feet, to the point on a curve concaved to the Northwesterly having a radius of 610.00 feet, a central angle of 91°04'15", a chord bearing of S45°27'20'W and a chord distance of 870.69 feet, thence Southwesterly along said 969.59 feet, thence S53°32'42"W 566.40 feet, thence S36°27'18"E 20.00 feet, thence S61°57'44"W 483.46 feet to the Easterly Right-of-Way line of US Highway 27, thence N28°04'06"W along said Easterly Right-of-Way line 1733.90 feet to the Southerly limited access Right-of-Way line of Interstate No 4, thence along said Southerly Right-of-Way line the next 19 calls,

(1) N61°55'54'E 66.55 feet, (2) N24°04'06"W 295.28 feet to the Point of Curvature of a curve to the right (3) having a radius of 808.40 feet, a central angle of 16°52'55", a chord bearing of N15°37'38"E and a chord distance of 237.33 feet, thence along said curve 238.19 feet, (4) Thence N61°55'54"E 86.82 feet, (5) Thence N28°04'06"W 166.44 feet to a point of a curve concaved to the Southeasterly (6) Having a radius of 808.40 feet, a central angle of 14°13'28", a chord bearing of N13°15'38"E and a chord distance of 200.19 feet, thence Northeasterly along said curve 200.70 feet to the Point of Tangency, (7) Thence N20°22'23"E 649.78 feet, to the Point of Curvature of a curve to the left (8) Having a radius of 1281.49 feet and a central angle of 17°12'55", thence along said curve 385.04 feet to the Point of Tangency, (9) Thence N03°09'29"E 551.76 feet to the Point of Curvature of a curve to the right (10) Having a radius of 1546.58 feet and a central angle of 46°51'24", thence along said curve 1264.81 feet to the Point of Tangency, (11) Thence N50°00'52"E 281.97 feet, (12) Thence N49°15'51"E 705.37 feet, (13) Thence N48°29'19"E 478.43 feet, (14) Thence S00°21'39"E 397.14 feet, (15) Thence N89°38'21"E 292.34 feet, (16) Thence N00°59'48"E 666.06 feet, (17) Thence N50°00'52"E 881.51 feet, (18) Thence N47°43'30"E 235.86 feet, (19) thence N50°00'52"E 221.51 feet to the East line of the West 1/2 of the NW 1/4 of said Section 8, thence S00°19'22"E along the said East line 1647.40 feet to the NE corner of the NW 1/4 of said Section 8, thence S00°24'15"E along the East line of the West 1/2 of the SW 1/4 of said Section 8 a distance of 2629.06 feet to the Point of Beginning.

Said tract containing 367.48 acres MORE OR LESS.

Parcel Data Legend

- Business Park / Mixed Use (BP/MU)
- City Core
- Wetland Conservation
- Xeric Oak
- Buffer / Recreation / Storm Water Management (B/R/SWM)
- R.O.W. area

Exhibit "C"

Map H

Victor Posner City Center
Development Program

Land Use	Phase 1 – 2008	Phase 2 – 2015	Phase 3 - 2020	Total
City Core				
Residential	268 Units	274 Units	1,449 Units	1,991 Units
Retail/Commercial	703,603 SF	200,054 SF	241,867 SF	1,145,524 SF
Business Park (A)	573,165 SF	589,663 SF	251,269 SF	1,414,097 SF
Hotel (B)	626 Rooms	324 Rooms	1,650 Rooms	2,600 Rooms

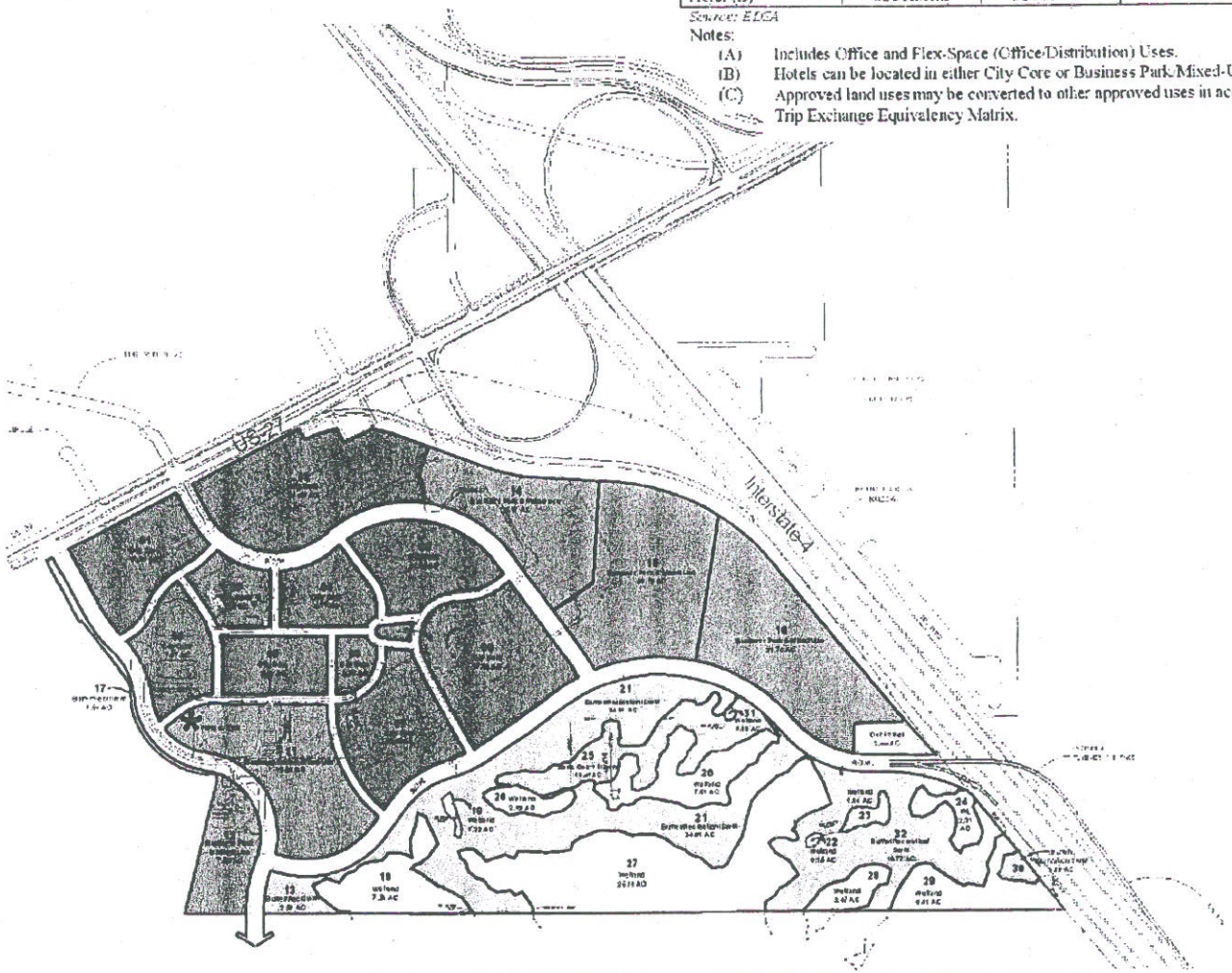
Source: EDSA

Notes:

(A) Includes Office and Flex-Space (Office/Distribution) Uses.

(B) Hotels can be located in either City Core or Business Park/Mixed-Use Tracts.

(C) Approved land uses may be converted to other approved uses in accordance with the Trip Exchange Equivalency Matrix.



Enterprises

Gregory L. Arnome

EDSA

VICTOR POSNER CITY CENTER

Master Development Plan
Map H

VICTOR POSNER CITY CENTER

LAND USE BY TRACT

Prepared: April 15, 2002

Revised: December 03, 2002

Exhibit "D"

Land Use Table

Tract	Land Use at Build-out	Acres	Density or Intensity	Total: Non-Residential Square Feet (Retail / Office)	Total: Residential Units	Total: Hotel Rooms	Land Allocation Percentage
1	City Core - Retail	10.910	0.56 FAR	266,134			2.98%
2	City Core - Retail	21.630	0.56 FAR	527,634			5.91%
3	City Core - 50 % Retail	2.525	0.56 FAR	61,594			0.69%
3	City Core - 50% Office	2.525	0.56 FAR	61,594			0.69%
4	City Core - 50 % Retail	3.385	0.56 FAR	82,572			0.93%
4	City Core - 50% Office	3.385	0.56 FAR	82,572			0.93%
4	City Core - Residential (above)	6.770	35.0 DU/Ac		237		-
5	City Core - Residential	10.450	35.0 DU/Ac		366		2.86%
6	City Core - Residential	17.690	35.0 DU/Ac		619	600	4.83%
7	City Core - Residential	12.820	35.0 DU/Ac		449		3.50%
8	City Core - 50 % Retail	1.130	0.56 FAR	27,565			0.31%
8	City Core - 50% Office	1.130	0.56 FAR	27,565			0.31%
8	City Core - Residential (above)	2.260	35.0 DU/Ac		79		-
9	City Core - 50 % Retail	3.445	0.56 FAR	84,036			0.94%
9	City Core - 50% Office	3.445	0.56 FAR	84,036			0.94%
9	City Core - Residential (above)	6.890	35.0 DU/Ac		241		-
10	City Core - 50 % Retail	3.935	0.56 FAR	95,989			1.08%
10	City Core - 50% Office	3.935	0.56 FAR	95,989			1.08%
Subtotal		**102.34**		**1,497,279**	**1,991**	**600**	**27.97%**
11	Business Park/ Mixed Use	19.28	0.56 FAR	470,309			5.27%
12	Business Park/ Mixed Use	7.66	0.56 FAR	186,855			2.09%
14	Business Park/ Mixed Use	16.61	0.56 FAR	405,178			4.54%
15	Business Park/ Mixed Use	23.70	-			500	6.48%
16	Business Park/ Mixed Use	23.70	-			1,500	6.48%
Subtotal		**90.95**		**1,062,341**		**2,000**	**24.85%**
13	Buffer/Recreation/SWM	2.59	N/A	N/A	N/A	N/A	0.71%
17	Buffer/Recreation/SWM	1.66	N/A	N/A	N/A	N/A	0.45%
18	Wetland	7.50	N/A	N/A	N/A	N/A	2.05%
19	Wetland	0.32	N/A	N/A	N/A	N/A	0.09%
20	Wetland	2.09	N/A	N/A	N/A	N/A	0.57%
21	Buffer/Recreation/SWM	34.01	N/A	N/A	N/A	N/A	9.29%
22	Wetland	0.15	N/A	N/A	N/A	N/A	0.04%
23	Wetland	1.00	N/A	N/A	N/A	N/A	0.27%
24	Wetland	2.31	N/A	N/A	N/A	N/A	0.63%
25	Xeric Oak and Slivers	10.41	N/A	N/A	N/A	N/A	2.84%
26	Wetland	7.61	N/A	N/A	N/A	N/A	2.08%
27	Wetland	26.18	N/A	N/A	N/A	N/A	7.15%
28	Wetland	2.47	N/A	N/A	N/A	N/A	0.67%
29	Wetland	6.41	N/A	N/A	N/A	N/A	1.75%
30	Buffer/Recreation/SWM	0.89	N/A	N/A	N/A	N/A	0.24%
31	Wetland	0.13	N/A	N/A	N/A	N/A	0.04%
32	Buffer/Recreation/SWM	20.24	N/A	N/A	N/A	N/A	5.53%
Subtotal		**125.97**					**34.42%**
	R.O.W.	46.67	N/A	N/A	N/A	N/A	12.75%
Subtotal		**46.67**					**12.75%**
Grand Total		**365.93**		**2,559,620**	**1,991**	**2,600**	**100.00%**

Note:

Nonresidential building square footage, residential units and hotel rooms may be transferred between tracts where

Exhibit "E"

Conversion Matrix

Land Use Equivalency Matrix
VPCC DRI

		Retail - Parcels 1 & 10 (KSF)	Retail - Parcel 2 (KSF)	Retail - Parcels 3, 4, 8, & 9 (KSF)	Office (KSF)	Hotel (Room)	Multi-Family (DU)	External PM Peak Hour Peak Direction Trip Rate
1 KSF Retail - Parcels 1 & 10	Equals	N/A	1.078	0.673	0.975	2.548	1.224	0.897 Trips per KSF
1 KSF Retail - Parcel 2	Equals	0.930	N/A	0.626	0.907	2.369	1.138	0.834 Trips per KSF
1 KSF Retail - Parcels 3, 4, 8, & 9	Equals	1.486	1.598	N/A	1.449	3.787	1.819	1.333 Trips per KSF
1 KSF Office	Equals	1.026	1.103	0.690	N/A	2.614	1.255	0.920 Trips per KSF
1 Hotel Room	Equals	0.392	0.422	0.264	0.383	N/A	0.480	0.352 Trips per Room
1 Multi-Family Dwelling Unit	Equals	0.817	0.879	0.550	0.797	2.082	N/A	0.733 Trips per DU

Notes:
Land Use exchange is based upon net external PM Peak Hour, Peak Direction (Exiting) project traffic. Trip rates are based upon the equations in ITE Trip Generation, 6th Edition for buildout of the project and include reductions for internal capture and pass-by trips. The exchanges are limited to those conversions which would not cause a substantial deviation for the DRI.

KSF = 1,000 square feet

Example Exchanges Using the Trip Equivalency Matrix:

To add 10 KSF of Retail in Parcel 1 by Reducing Office:
10 KSF Retail x 0.975 = 9.75 KSF - Reduce office by 9,750 square feet

To reduce Hotel Rooms by 100 Rooms and replace with Office:
100 Hotel Rooms x 0.383 KSF = 38.3 KSF Office - Add 38,300 square feet of Office

Exhibit "F"
Example Alternative Concurrency Management Strategy Objectives (Illustration Purposes only)

The Alternative Concurrency Management Strategy shall be implemented on a time schedule and shall include the following objectives:

a) Identify goals and objectives of the Alternative Concurrency Management Strategy.

b) Within the Alternative Concurrency Management Strategy planning area, identify the roadways, road segments and intersections that will fall below their adopted level of service (LOS) standards as a result of development, including the Victor Posner City Center (VPCC) DRI, and background traffic through the planning timeframe of 2020 if transportation improvements are not made.

c) Adopt project prioritization criteria that will be used to prioritize projects as part of an implementation schedule. These criteria may be amended as the needs and goals of Polk County may change in the future.

d) Develop a Long Range Transportation Needs Plan based upon identified improvements contained in the Victor Posner City Center DRI and/or other DRIs, the North Ridge, US 27, and CR 54 Selected Area Plans (SAPs), the Westridge SAP in Osceola County, the North Ridge Community Redevelopment Agency (CRA) transportation plan, and the 2025 Long-range Transportation Plan for Polk County. The Long Range Transportation Needs Plan shall include public transportation and travel demand management (TDM) projects, park-n-ride, bicycle and pedestrian improvements that support a multi-modal transportation system.

e) Identify the source of all funding sources and mechanisms available to Polk County for projects identified in the Alternative Concurrency Management Strategy's Long Range Transportation Needs Plan. These funds would be in addition to state DOT funds or private developer funds, and may include developer impact fees, CRA tax increment financing (TIF), or gasoline taxes.

f) Adopt a Prioritized Project List that will describe the needed improvement (e.g., construction project or policy strategy), the reason(s) supporting the improvement, and the target implementation date. This list may be amended as prioritization criteria, Alternative Concurrency Management Strategy goals, or mitigation needs in Polk County evolve.

g) Identify gaps in funding that delay implementation of projects and gaps in scheduling projects that will result in lowering of the levels of service on roads, roadways and at intersections within the Alternative Concurrency Management Strategy planning area and the planning timeframe of 2020.

h) Develop strategies for funding and implementing road improvements to reestablish the adopted level of service standards on the road network within the Alternative Concurrency Management Strategy planning area by a target date. These strategies will be coordinated with Polk County, the Polk County Transportation Planning Organization and the Florida Department of Transportation and incorporated into the Polk County Comprehensive Plan and the Transportation Planning Organization's 2025 Long Range Transportation Plan.

i) Develop all appropriate amendments to the Polk County Comprehensive Plan. This task includes developing amendment language, as well as scheduling and conducting the amendment transmittal hearing.

j) Transmit proposed Polk County Comprehensive Plan Amendment(s) to the Department of Community Affairs (DCA).

k) Schedule an Adoption Hearing and adopt the Polk County Comprehensive Plan Amendment(s), subject to DCA objections, comments, and recommendations.
l) Initiate development of any amendment(s) to the Polk County transportation concurrency management ordinance.
m) Complete the development of amendment(s) to the Polk County transportation concurrency management ordinance.
n) Adopt amendment(s) to the Polk County transportation concurrency management ordinance.
o) Submit the appropriate sections of the Alternative Concurrency Management Strategy to the Polk County Transportation Planning Organization for incorporation into the 2025 Long Range Transportation Plan.

STATE OF FLORIDA)
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COUNTY OF POLK)

I, Richard M. Weiss, Clerk of the Board of County Commissioners of Polk County, Florida, hereby certify that the foregoing is a true and correct copy of Resolution No. 03-32 adopting an Amended Development Order approving an Application for Development Approval for a Substantial Deviation to the proposed Victor Posner City Center Development of Regional Impact. This Resolution was adopted by the said Board in regular session on April 2, 2003

WITNESS my hand and official seal on this 4th. day of April 2003.

(SEAL)

RICHARD M. WEISS
Clerk and Auditor

BY: Freda L. Wade
Freda L. Wade
Deputy Clerk