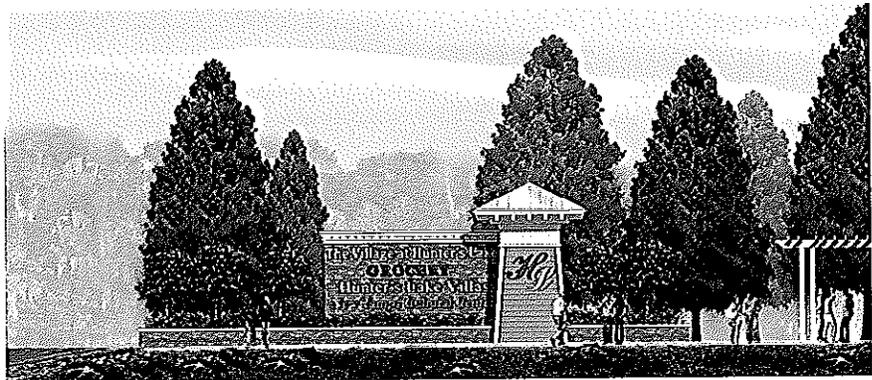


Proposal for P3 Development of New Tampa Community Park

The Village at Hunter's Lake



Prepared for: Ms. Diane Page, Procurement Supervisor
Business & Support Services (Procurement)
Hillsborough County Florida
601 E. Kennedy Boulevard, 18th Floor
P.O. Box 1110
Tampa, Florida 33602

Prepared and Submitted by: Mr. David Freeman - President
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Jacksonville, FL 32202

RegencyCenters.com/Development



Regency
Centers.

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September 4, 2014

Ms. Diane Page, Procurement Supervisor
Business and Support Services (Procurement)
Hillsborough County Florida
601 E. Kennedy Boulevard, 18th Floor
P.O. Box 1110
Tampa, Florida 33602

RE: RFP No. RFP-C-0211-0-2014/DP (P3 Development of New Tampa Community Park)

Dear Ms. Page:

Harrison Bennett Properties and Regency Centers are pleased to present the enclosed proposal in response to the RFP for the P3 Development of the New Tampa Community Park. This centrally located infill property gives us an opportunity to create a sense of place and identity for New Tampa. We are excited about the possibility of being involved in this public-private effort to bring something special to the New Tampa area and believe you will find our concept and team are the right choice for the project.

We've formulated an overall vision and development program that are designed to blend with the character of the site and the surrounding New Tampa community. The Village at Hunter's Lake will be a pedestrian friendly venue, with unique shops and restaurants located within walking distance of the onsite cultural center, dog park, and residences. We will include in our tenant mix a "green grocer", which is something we're certain will be a welcome addition to the community. We plan to incorporate boardwalk areas and other public amenities that will tie together the various uses within The Village and connect the project with Hunter's Green, which is located directly across Bruce B. Downs.

We are proposing a financial package worth over \$3,700,000 to the County, which is in excess of both of the County's recent appraisals of the property. Our response meets the County's goals outlined in the RFP by providing a 3 acre dog park, a building pad area and site improvements for a 20,000 square foot cultural center (with the ability to do a second story expansion of 10,000 SF), and at least 250 parking spaces for the cultural center and dog park. Our plan creates an attractive and vibrant setting for the civic functions in a true mixed use environment where people can live, work, and play. Based on our preliminary research, we believe there are portions of the County's 82 acre site that can be used for the benefit of the proposed public-private project. We will preserve and enhance the natural beauty of the property by using some of these areas for additional floodplain compensation, drainage ponds, and wetland mitigation.

We have included with our proposal two versions of site plans for the project. Our Option "A" plan incorporates underutilized areas of the County's 82 acre tract in order to achieve a first class mixed-use development which incorporates the cultural center and dog park with retail shops and residences. This plan complies with the SMU-6 land use designation on the Property, which requires that a portion of the development include residential. The SMU-6 category encourages mixed-use development, particularly the variety that we are proposing featuring pedestrian connectivity between uses and clustering of the residential component. Our Option "B" proposal shows only the smaller upland acreage outlined by the County in the RFP, without using any of the County's remaining land. The smaller acreage option cannot accommodate all of the proposed uses (cultural center, dog park, retail, and the required residential units). Also, Option "B" is not financially viable without resorting to including typical outparcel uses such as a convenience store/gas station and freestanding fast food outparcel, which we do not believe are consistent with the neighborhood or with what the County is trying to create with this project. Therefore, we have included Option "B" for informational purposes only with no financial proposal. In an effort to maintain the village character of the project and be consistent with the surrounding neighborhood, if selected we will restrict the property so that it cannot be used for a convenience

store/gas station or a freestanding fast food outparcel such as McDonald's, Burger King, or Taco Bell.

We have assembled a project team with extensive experience in P3 and town center mixed use projects. The project will be a joint venture between Harrison Bennett Properties and Regency Centers. Harrison Bennett Properties is based in Tampa and has been involved in the New Tampa community since 1997, when it began The Walk at Highwoods Preserve project located just one-half mile southwest of the New Tampa Community Park site. The Walk involved extensive coordination and cooperation with the City of Tampa and other developers within Highwoods Preserve. Harrison Bennett Properties takes great pride in building projects that enhance the quality of life for area residents, while also adding value to the surrounding community. Regency Centers is a Jacksonville based publicly traded REIT that specializes in developing and owning long-term, high-quality shopping centers with aesthetically pleasing architecture and unique gathering places. Regency has a significant presence here in Florida and is the single largest landlord for Kroger and Whole Foods Market in the U.S. The most important ingredients to Regency's continued success are the relationships Regency has with cities, tenants, and its development partners.

Our civil engineer, Kimley-Horn and Associates, has been the lead engineer on a number of successful P3 projects around the country. Our architect, Fisher and Associates based in Clearwater, is currently working on two P3 developments in Pinellas County with mixed use and civic components. Vin Marchetti of Greenberg Traurig has extensive experience in mixed use projects and related land use issues and will handle the rezoning of the property. Lincks & Associates is our traffic engineer and has worked on numerous projects along Bruce B. Downs, including The Walk at Highwoods Preserve. Additional team members with similar stature will be added, if needed, at the appropriate time.

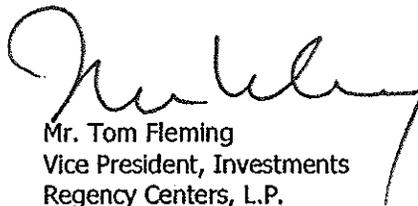
As can be seen from the detailed information that we have provided, our project team is committed to delivering a first-class development that the County and New Tampa residents will be proud of. The Village at Hunter's Lake principals and team members are committed to being the New Tampa Community Park developer.

We appreciate your consideration of our proposal. We would be pleased to answer questions and discuss our proposal in more detail.

Sincerely,



Mr. David Freeman
President
Harrison Bennett Properties, LLC



Mr. Tom Fleming
Vice President, Investments
Regency Centers, L.P.

Project Overview

Background

Hillsborough County has asked for proposals for a community park and possible adjacent commercial development on the former St. Joseph's property in New Tampa. The minimum requirements for the proposals include construction of a County dog park with amenities, a building pad site and infrastructure for a 20,000 square foot cultural center (with the ability to expand to 30,000 SF on a second level), and an exclusive parking lot with at least 250 spaces for the cultural center and dog park.

Vision

This property's location in the heart of New Tampa provides a unique opportunity for everyone involved. New Tampa has long needed an easily accessible public gathering place--in essence a "downtown" for New Tampa. Currently, New Tampa residents must drive to other parts of Tampa to take advantage of cultural activities and public events, go to a dog park, or shop at a "green grocery" store. Combining all of these uses on a centrally located site in New Tampa will be a great asset for the community. Our goal is to provide such a place for residents---an attractive and pedestrian friendly environment that blends architecturally with its surroundings. A public-private partnership to develop this key parcel is essential to a successful outcome. The County is a major stakeholder, with its interest in providing a cultural center and dog park for the community. New Tampa residents are another important stakeholder. Our plan will preserve and enhance the natural beauty of the site while creating an exceptional place for New Tampa residents to enjoy and be proud of. The Village at Hunter's Lake will be a special venue to attend public events, have a nice meal, shop, live, and play.

Development Approach

The Village at Hunter's Lake will be a joint venture between Harrison Bennett Properties and Regency Centers. We've created an overall vision and development program that are designed to blend with the character of the surrounding New Tampa community. We will accomplish this through the architectural treatment, landscaping, site layout, and site amenities. We approach development with a progressive process that involves understanding the objectives and goals of our partners, listening to the community and performing research to determine the best development plan that aligns with the community's vision. The goal of long-term ownership drives our development approach from initial concept through completion of construction and long-term ownership.

Through the initial marketing process, several best-in-class grocers and retailers have expressed an interest in this project. Our experience indicates that this type of retail is viewed as an amenity to the local community. With Regency and Harrison Bennett Properties as partners in development, the County and New Tampa residents will be assured of the best development plan that aligns with the community's priorities and the County's vision.

Our objective is to serve the community with an offering of a high-end grocery, retail, and dining in walking distance from onsite residences, the cultural center, and dog park. The retail would cater to the daily needs of local residents as well as nearby daytime employment centers.

Proposal Highlights

Highlights of our proposal include:

- In an effort to maintain the village character of the project and be consistent with the surrounding neighborhood, we will restrict the property so that it cannot be used for a convenience store/gas station or a freestanding fast food outparcel (such as McDonald's, Burger King, or Taco Bell).
- A "green grocer" will anchor the commercial portion of the project
- 3 acre dog park to be constructed by the Developer
- Building pad site and infrastructure for Cultural Center to be constructed by the Developer (including 250 parking spaces for proposed County cultural center)
- Creation of a vibrant mixed-use setting for the civic use and dog park

- Unique shops and restaurants located within walking distance of the onsite cultural center, dog park, and residences
- Construction of public space amenities on the site, including a prominent gazebo building on Hunter's Lake and boardwalks along selected wetland areas to preserve and enhance the site's natural beauty
- Pedestrian and bicycle connection between The Village at Hunter's Lake and Hunter's Green
- Development team has extensive experience in P3 and town center mixed use projects
- Financial package for the County could help provide the County with funding for construction of the proposed cultural center building
- Strong financial backing for the project through Regency Centers, LLC, a publicly traded REIT (construction of the project will be internally funded with no outside financing required)

Developable Area and Permitting Issues

Based on our preliminary research of the site, including available wetland/topographical surveys, engineering plans, and SWFWMD permits, we believe that additional portions of the property can be utilized to improve the overall project. These areas are depicted on the Acreage Exhibit showing the entire 82 acre County owned parcel (this exhibit is enclosed in Section 6.2.1 of this proposal). These additional areas would be used for floodplain compensation, wetland mitigation, and drainage retention. There will be minor areas of wetland impact needed to provide access into the development from Bruce B. Downs and to provide a more useable residential parcel. Our plan will provide for onsite wetland mitigation, which should enhance the existing wetlands on the property. Use of the underutilized portions of the County property will allow us to build a more complete mixed use project that will better serve the community and provide the residential component that is required under the parcel's SMU-6 land use designation. We believe that the existing permits for the retention ponds and floodplain compensation on the property can be modified to achieve the overall layout we are proposing. Under our proposal, we will construct all site improvements for the proposed development that are needed on the remaining 82 acre County parcel (e.g. retention ponds, floodplain compensation areas, and wetland mitigation areas).

We plan to utilize the 82 acre County owned parcel for residential density calculations, which will help us meet the SMU-6 requirements with a higher density on our proposed residential parcel. We will cluster residential units to create the feel of a town center and make The Village very walkable.

Site Layout

Our plan includes the creation of amenities which will allow residents to better enjoy the natural beauty of the site, with boardwalks and other pedestrian access between the existing lake and preserve areas, and the cultural center, dog park, residences, and shops. There will also be pedestrian and bicycle access from The Village going directly across Bruce B. Downs to the existing sidewalks entering Hunter's Green. We have designed the site so that each portion of the project can be constructed at different times and function independently. These components are tied together by an overall site plan that will feel and function as one when the project is completed.

The site layout has been designed to create a street feel with a human scale. The main project entrance will lead people directly to the cultural center and dog park, which will be adjacent to The Village's residences. The main project entry located directly across from Hunter's Green will be flanked by an attractive building on one side which blends with the architecture of the Hunter's Green entrance. The other side of the main entrance will feature a prominent gazebo building with a view of the lake on the property, which we call Hunter's Lake. There will be convenient pedestrian access to the lakefront area by way of a boardwalk. The project will feature modest building heights that are compatible with the surrounding natural environment and neighboring communities.

Zoning and Land Use Issues

We anticipate that the retail buildings would be single story, the civic building up to two stories, and the residential buildings up to five stories. The residential height may be necessary in order to achieve enough density to comply with the SMU-6 requirements and make the residential component a meaningful part of the town center. The Village at Hunter's Lake will include residential units in order to provide a true live-work-play environment, where residents can engage in social, cultural, and community activities within a short walk of their homes. The underlying SMU-6 land use designation requires that at least 50% of the development be residential. According to the County's land use report prepared by Engelhardt, Hammer & Associates, this can be calculated by either density or floor area ratio.

Our plan utilizes the well-established planning technique of clustering, which is encouraged by the Hillsborough County Comprehensive Plan. The Village at Hunter's Lake provides for the clustering of the residential component on a single parcel located adjacent to the proposed cultural center site, giving us the ability to create a sense of place and comply with the SMU-6 residential requirement. The residential component provides an attractive lakefront and wetland setting while being fully integrated into The Village.

Business Arrangements

We are proposing a financial package to the County worth \$3,775,000, which is in excess of the County's recent appraisals of the property. Under our Site Plan Option "A", we would purchase approximately 13.1 acres for \$2,020,000. We are also committing to deliver to the County the cultural center pad site and parking, the completed dog park per the County's requirements in the RFP, and drainage and other infrastructure for both the cultural center site and dog park, which improvements have an estimated value of \$1,755,000. Any costs exceeding \$1,755,000 attributable to the Developer's work for the County will be the Developer's responsibility. The total value to the County in cash purchase price and improvements that we will be constructing under Site Plan Option "A" is \$3,775,000, which is greater than the \$3,487,800 highest value of the County's two recent appraisals of the property. The \$2,020,000 cash purchase price under Option "A" could be used by the County to help pay for construction of the proposed cultural center building. While we are open to discussion of a ground lease structure, we do not believe a ground lease is viable for several reasons. Most importantly, the residential component of the project may be "for sale" residential, which would not work with a ground lease.

Our Option "B" proposal shows only the smaller upland acreage outlined by the County in the RFP, without using any of the County's remaining land. The smaller acreage option cannot accommodate all of the proposed uses (cultural center, dog park, retail, and residential units). Option "B" is not financially viable without resorting to including typical outparcel uses such as a convenience store/gas station and freestanding fast food outparcel, which we do not believe is consistent with the neighborhood or with what the County is trying to create with this project. Also, the Option "B" plan would not comply with the SMU-6 land use designation, since there is no room to put any of the required residential development. Therefore, we have included Option "B" for informational purposes only with no financial proposal.

We are proposing that the County would retain ownership of the new floodplain compensation, wetland mitigation, and drainage retention areas, but the Developer would be responsible for the initial construction and ongoing maintenance of such areas. The County would pay for a prorata share of the maintenance costs of any shared facilities. All of this would be accomplished through a reciprocal easement agreement between the County and the Developer, which would place initial construction and maintenance responsibilities on the Developer while giving all parties the right to use those areas. Permitting for the project would be done at the Developer's expense, with site related permit applications being signed jointly by the Developer and the County. We propose that any existing retention pond and floodplain compensation areas on the property (which were constructed for the Bruce B. Downs widening project) would remain the County's responsibility to maintain.

Project Team

The team that we have assembled includes some of the most knowledgeable and experienced firms available for this type of project. Harrison Bennett Properties is based in Tampa and has been involved in the New Tampa community since 1997, when it began The Walk at Highwoods Preserve project located just one-half mile southwest of the New Tampa Community Park site. This project involved extensive coordination and cooperation with the City of Tampa and other developers within Highwoods Preserve. Regency Centers is a publicly traded REIT that specializes in developing and owning long-term, high-quality shopping centers with aesthetically pleasing architecture and unique gathering places. Regency has a significant presence here in Florida and is the single largest landlord for Kroger and Whole Foods Market in the U.S. The most important ingredients to Regency's continued success are the relationships Regency has with cities, tenants, and its development partners. Our civil engineer, Kimley-Horn and Associates, has been the lead engineer on a number of successful P3 projects. Our architect, Fisher and Associates based in Clearwater, is currently working on two P3 projects in Pinellas County with mixed use and civic components. Lincks & Associates is our traffic engineer and has worked on numerous projects along Bruce B. Downs, including The Walk at Highwoods Preserve. Vin Marchetti of Greenberg Traurig has extensive experience in mixed use projects and related land use issues and will handle the rezoning of the property.

Additional team members with comparable stature will be added, if needed, at the appropriate time. All team members have a proven ability to deliver well designed, high quality projects. The development team has the financial strength and resources to deliver the project in a timely and cost effective manner to meet the County's requirements.

Implementation

We believe our vision can be implemented on schedule for the following reasons:

- The development team has a proven ability to deliver successful P3 and mixed-use projects
- Regency Centers, a publicly traded REIT, will provide the capital for the project internally and no outside financing is needed
- Outstanding synergy between the various uses on the site will make The Village a very desirable place to locate, both for retailers and residents
- This in turn will support the success of the cultural center and dog park by driving traffic to those uses
- We will construct the retail, the site improvements for the cultural center, and the dog park in one phase as soon as possible after we purchase the property
- By doing this, the site will be ready for the County whenever it is prepared to construct the cultural center

Responses to Section 6.0 of RFP

Section 6.1.1

Provide brief overview of firm and firm history. History/ownership/legal structure of the business, including, Certificate of Good Standing from the Secretary of State, and Tax Clearance Certificate from the Department of Revenue, or equivalent.

Copies of the Certificates of Good Standing for Harrison Bennett Properties, LLC and Regency Centers, LP are included in the Appendices. A Tax Clearance Letter for Regency Centers Acquisition, LLC is also included in the Appendices. Harrison Bennett Properties, LLC does not have a tax clearance certificate from the Department of Revenue, since no sales taxes are currently collected by that entity.

Harrison Bennett Properties, LLC and Regency Centers, LP will be joint venture partners in the development of The Village at Hunter's Lake (the "Developer"). Together they bring national experience and local knowledge and relationships that will help make this project a success.

Section 6.1.1

About Harrison Bennett Properties



With more than 30 years of experience in all aspects of commercial development, Tampa-based Harrison Bennett Properties is a leader in full-service real estate, focusing on infill retail and mixed-use developments. We take great pride in performing to the highest standards and building high-quality projects that enhance the quality of life for area residents, while also adding value to the surrounding community.

Our first objective is to fully understand stakeholders' goals and visions so that together we can develop more than just a project—but a mutually beneficial relationship built on trust, respect, and teamwork. Led by company President, David Freeman, Harrison Bennett Properties has developed a reputation for excellence, innovation, and exceptional results. Whether working with local, regional, or national clients, we pursue each project with a shared vision of project perfection.

Mr. Freeman has extensive commercial development experience in the Tampa Bay area and on the west coast of Florida. He began his career as a real estate attorney for a large national development company, and entered the development business in 1986. Mr. Freeman takes a hands-on approach to all

development projects and is today a trusted advisor in the Tampa Bay commercial real estate community and a collaborator on projects of nearly every scope and scale. Projects include The Walk at Highwoods Preserve, a New Tampa development completed in 2000 and which now includes Muvico Theaters, Michael's, Best Buy, and Home Goods. The Walk at Highwoods Preserve involved extensive coordination and cooperation with the City of Tampa, as well as the master developer and the office developer of Highwoods Preserve, a 550 acre master planned project.

Section 6.1.1

About Regency Centers



Company History

Headquartered in Jacksonville, Florida, Regency Centers Corporation (NYSE: REG) has 17 offices and nearly 400 employees nationwide. Regency was founded in 1963 by Martin and Joan Stein and became a publicly traded real estate investment trust (REIT) in 1993.

Operating as a fully integrated real estate company, Regency is self-administered and self-managed. Despite a national presence, Regency operates on a local level, working closely with local governments, agencies and communities to achieve developments of the highest quality and best use for the community.

Our experienced, cycle-tested management team averages more than 30 years of industry experience.

Focus

Regency aims to own, operate, and develop neighborhood and community shopping centers. Our centers are anchored by market-dominant supermarket chains including **Kroger**, **HEB**, **Publix** and **Safeway**; specialty grocers such as **Whole Foods Market** and **Trader Joe's**; and leading national retailers such as **Target** and **Kohl's**. Regency currently owns 328 centers with a total of 43.8 million square feet.

Since 2000, Regency has developed 216 shopping centers nationwide, with 49 of those centers located in Florida. This national development program represents an investment at completion of more than \$3.0 billion.

In Florida, Regency has developed and redeveloped numerous class A neighborhood and community shopping centers anchored by national credit tenants.

Twenty-eight Florida development and redevelopment projects since 2000 reflect a total gross leasable area (GLA) of 1.7 million square feet, for a total investment of \$193 million.

Section 6.1.1

See Appendix Tab for Certificates of Good Standing and Tax Clearance Certificate

Section 6.1.2

Describe the management structure and the role each team member, partner, and any prospective professional, consultant or major subcontractor will fulfill in the development or operation of the qualifying project.

Harrison Bennett Properties and Regency Centers have assembled a stellar team with proven track records to develop this P3 project which includes civic, recreation, retail, and residential components. This team approach will allow us to deliver the highest quality development to the County and the residents of New Tampa. The Project Team includes:

Developer: Harrison Bennett Properties, LLC
Developer: Regency Centers, L.P.

Civil Engineer: Kimley-Horn and Associates

Traffic Engineer: Lincks & Associates

Architect: Fisher and Associates

Legal Counsel: GreenbergTraurig

During the permitting and construction phases of The Village at Hunter’s Lake, we will assign the appropriate people to act as Project Manager for Development and Project Manager for Construction. Additional team members with comparable stature will be added, if needed, at the appropriate time. Below is the management structure and contact information for the team members:

Harrison Bennett Properties, LLC

David H. Freeman,
President

Contact Information:

Harrison Bennett Properties, LLC
14502 N. Dale Mabry, Suite 200
Tampa, FL 33618
813 969 4196
www.hbptampa.com

Kimley-Horn and Associates

Derrick B. Cave, P.E.
Principal/Sr. Vice President

Contact Information:

Kimley-Horn and Associates, Inc.
445 24th Street, Suite 200
Vero Beach, FL 32960
772 794 4094
www.kimley-horn.com

Fisher and Associates

Bryan C. Fisher,
Director of Design

Contact Information:

Fisher and Associates, LLC
2315 Belleair Road
Clearwater, FL 33764
727 443 4436
www.fisherarchitects.com

Regency Centers, LLC

Tom Fleming,
Vice President, Investments

Contact Information:

Regency Centers
One Independent Drive
Jacksonville, FL 32202
904 598 7000
www.regencycenters.com

Lincks & Associates

Steven J. Henry,
PE, President

Contact Information:

Lincks & Associates, Inc.
5023 W Laurel St
Tampa, FL 33607
813 289 0039
www.lincks.com

GreenbergTraurig

Vincent A. Marchetti,
Shareholder

Contact Information:

GreenbergTraurig
Courthouse Plaza
625 East Twiggs Street
Suite 100
Tampa, FL 33602
813 318 5100

Section 6.1.2

Project Team



David Freeman

President, Harrison Bennett Properties

David Freeman is President of Harrison Bennett Properties. In this role, Mr. Freeman oversees all aspects of the company's daily operations, while also supervising multiple projects currently under development.

813 969 4196
blvdretail@aol.com

Project Team

Investment

David Freeman
Tom Fleming

Leasing

Mike Kinsella
Cary Anderson
Patrick McKinley



Tom Fleming

Vice President, Investments

Tom Fleming oversees real estate development for the southeastern United States. Tom has managed the development or redevelopment of more than 23 grocery-anchored retail projects, averaging 60,000 to 90,000 square feet and anchored by Publix Super Markets.

904 598 7684
TomFleming@RegencyCenters.com

Operations

Pam Ashe-Oldaker
Lisa Hall
Gerry Porto
Donna Preece

Marketing

Research

Joe Martin
Emily Ford



Mike Kinsella

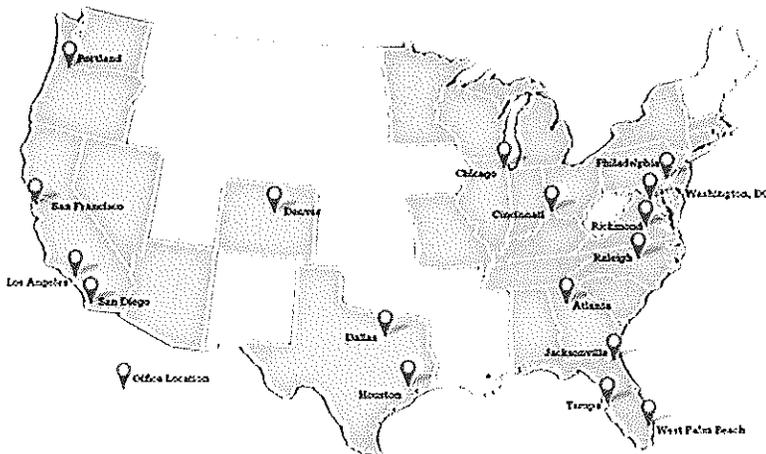
Sr. Vice President, Sr. Market Officer

Mike Kinsella is Senior Vice President and Senior Market Officer for Regency Centers. He oversees the leasing, development, operations and asset management of 56 shopping centers in Florida and portions of South Carolina, totaling 5.4 million square feet.

813 969 4196
MikeKinsella@RegencyCenters.com

Construction

Chris Ruen
David Smith



328 centers totaling 43.8 million square feet of GLA in most major US Markets

17 office locations nationwide

Section 6.1.2

About Kimley-Horn



Company History

Kimley-Horn is a full-service, employee-owned, multidisciplinary consulting firm offering a broad range of engineering, planning, landscape architecture, and environmental services to clients in both the private and public sectors. Founded in 1967 in Raleigh, North Carolina, Kimley-Horn became well known for its expertise in transportation planning and traffic engineering. Further diversification of Kimley-Horn's services and expansion of its geographic practice area followed over the years through key acquisitions and mergers, as well as the hiring and development of our own practice builders. The firm's commitment to growth and reliance on practice builders to fuel that growth in niche markets has enabled Kimley-Horn to become one of the premier consulting firms in the nation.

Today, Kimley-Horn has more than 2,000 employees in 72 offices across the country offering a full range of consulting services to local, regional, national, and international clients. The firm is registered to practice engineering in all 50 states and Puerto Rico. In Florida alone, there are more than 450 employees in 15 offices serving a wide variety of both private- and public-sector clients.

Focus

Kimley-Horn provides a full spectrum of professional consulting services for a wide variety of land development projects across Florida and throughout the United States. These services include land planning, civil engineering, transportation and traffic engineering, roadway design, environmental services, landscape architecture, and construction administration. Our experience includes retail, residential, resort, and mixed-use projects, as well as office, industrial, and institutional projects ranging in size from one acre to more than 20,000 acres. In addition, Kimley-Horn has provided a wide range of services for projects that fall into the category of Public-Private Partnerships (PPP). Many of these projects have gone through numerous phases.

Section 6.1.2

About Fisher & Associates



Company History

Fisher and Associates, Architects, LLC, is a professional design firm composed of architects, interior designers, and supporting staff. Over its twenty-nine-year history, the firm has established an industry wide reputation as a leading design firm with extensive experience in commercial, office, retail, television studio, restaurant and industrial work. As the firm's practice has diversified, its geographical scope has widened to include projects throughout the Eastern Region of the United States. The firm maintains an attention to detail and commitment to design quality which has earned numerous professional recognitions, the respect of our peers, and a lengthening list of repeat clients.

Founded in 1985, we've been honing our skills for many years, providing Professional Services in Architecture, Interior Design, and Land Planning. We're undeniably proud of our reputation for quality, timeliness, and excellence. We've earned our experience. Yet, in many ways, we still possess the zeal of an upstart, driven to stretch and push ourselves on every project. Our studio environment

combined with the firm's vast resources foster collaboration and encourages innovative thinking and quick response.

Fisher and Associates has successfully complete over 47 Corporate Headquarters, 437 Publix Shopping Centers, 296 Walgreens stores, 10 Television Production Studios, numerous Restaurant and Religious Facilities, hundreds of millions of square feet of Retail Power Centers, and millions of square feet of pharmaceutical, industrial and manufacturing facilities many incorporating clean room environments.

Section 6.1.3

Describe the management structure and the role each team member, partner, and any prospective professional, consultant or major subcontractor will fulfill in the development or operation of the qualifying project.

Harrison Bennett Properties and Regency Centers will be joint venture partners in the development of The Village at Hunter's Lake. The joint venture will take the lead role in negotiating, financing, and delivering the scope of the work contemplated by this Proposal. Harrison Bennett Properties brings extensive retail development experience in the Tampa Bay area over the past thirty years. Harrison Bennett has been a leader in New Tampa commercial development since 1997, when he began development of The Walk at Highwoods Preserve. Mr. Freeman has been committed to bringing high quality projects that add value to the New Tampa community. Regency Centers is a publicly traded REIT (NYSE: REG) developer and owner of retail and mixed use projects. Regency Centers will provide the financial wherewithal for the project, while both Harrison Bennett Properties and Regency will work together on permitting, leasing, and development of the project. The Developer and the Project Team bring the highest level of expertise to deliver the best product to the County and the New Tampa community. The Project Team will be led by David Freeman from Harrison Bennett, Tom Fleming from Regency, and other executives from Regency as may be appropriate for the stage of development. Regency has talented personnel who will help ensure the project's success in the areas of project finance, leasing, property management, project management, and accounting.

Section 6.1.4

Relative to the proposed development, describe the specific abilities of the firm. Describe how you plan for the development and how those plans are to be executed. Include any innovative approaches to planning and implementing the project.

We have assembled a project team with extensive experience in P3 and town center mixed use projects. Our team is familiar with the challenges that can face complex P3 and mixed-use projects and how to solve them. Our team successfully deals with local, regional, state, and federal permitting agencies on a regular basis, which will help us deliver the project in a timely manner.

We believe it is essential for successful execution of this P3 project to have a team member with strong ties to the community and first-hand knowledge of the market. Mr. Freeman has been a Tampa resident for over thirty years. Harrison Bennett Properties has been involved in the New Tampa community since 1997, when it began The Walk at Highwoods Preserve project.

On a complicated P3 project such as this, it is also important to have a team with national experience on a diverse range of P3 and mixed-use developments. Regency Centers brings to the project financial strength and national experience in a multitude of mixed-use projects. Regency Centers is a Jacksonville based publicly traded REIT that specializes in developing and owning long-term, high-quality shopping centers with aesthetically pleasing architecture and unique gathering places. Regency has a significant presence here in Florida and is the single largest landlord for Kroger and Whole Foods Market in the U.S. The most important ingredients to Regency's continued success are the relationships Regency has with cities, tenants, and its development partners.

Drawing from our combined national and local knowledge and experience, we have come up with a development plan for The Village at Hunter's Lake which we feel combines all of elements necessary for a successful project. We have already explored numerous development concepts before selecting to present what we believe is the best approach to developing the property. If we are selected, we will continue to refine the project concept, taking into account input from the County and New Tampa residents. The end result will be a project that benefits everyone involved and is an asset to the community.

If we are selected as the developer of the project and after negotiation of the agreement with the County, we would perform due diligence work on the property. This would include environmental and wildlife audits, boundary and topographical surveys, and more detailed research into issues regarding governmental permitting for the proposed development. This would include meeting with the City of Tampa to discuss rezoning the property. During this phase of pre-development, we would further refine the project concept as needed, with input from the County and City.

Section 6.1.5

Prior Comparable Projects | Regency Centers



The Shops of Saugus
358 Broadway
Saugus, MA 01906

Description:

- 14.61 acre development on U.S. Route 1
- Joint Venture w/J Donegan Company
- 94,204 SF (gross SF)

Anchor/Tenants:

- Trader Joe's, 11,000 SF
- La-Z-Boy, 17,767 SF
- PetSmart, 24,192 SF

Total Project Budget:

- \$26.5 million

Funding Source:

- 100% Regency funded

Development Process:

- Develop a 79,343 SF shopping center to include 45,183 SF junior anchors, 13,769 SF shops and (4) ground leased outparcels

Brooklyn Station on Riverside
150 Riverside Avenue
Jacksonville, FL 32202

Description:

- In-Process Development
- Retail component of mixed use master plan development
- Joint Venture w/Fuqua Development
- 49,887 SF (gross SF)
- Community Shopping Center

Anchor/Tenants:

- The Fresh Market, 20,400 SF
- Corner Bakery Cafe, 4,000 SF
- Zoe's Kitchen, 3,100 SF

Total Project Budget:

- \$14.7 million

Funding Source:

- 100% Regency funded

Development Process:

- Develop a 49,749 SF shopping center to include 20,400 SF anchor, 10,124 SF inline retail shops, 19,225 SF street front restaurants and retail shops.

Village Center
13178 N Dale Mabry Highway
Tampa, FL 33,618

Description:

- Redevelopment
- 186,605 SF (gross SF)
- Community Shopping Center

Anchor/Tenants:

- Publix, 50,138 SF
- Walgreens, 15,181 SF
- Stein Mart, 34,843 SF
- Melting Pot, 6,925 SF

Total Project Budget:

- \$8.3 million

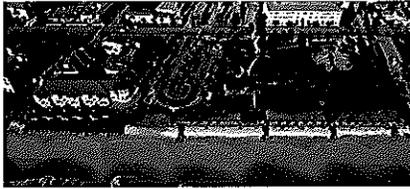
Funding Source:

- 100% Regency funded

Redevelopment Process:

- Tear-down/rebuild of Walgreens
- Tear-down/rebuild of Publix
- Update center façade, parking lot, signage, and lighting

Prior Comparable Public/Private Projects | Kimley - Horn



Ocean Park & Humiston Park Vero Beach, FL

Description:

- Redevelopment
- 12 condo units
- 3,000 SF retail

Kimley-Horn Scope:

- Site planning
- Assist City in crafting ordinance to permit the project
- City of Vero Beach approvals
- Regulatory agency permitting
- Improvements to City's adjacent Humiston Park and Ocean Drive streetscape



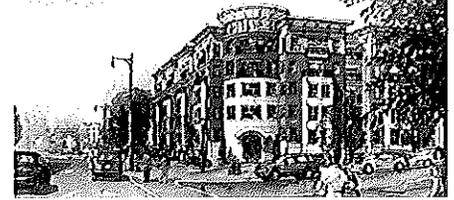
Fort Gillem Redevelopment Forest Park, GA

Description:

- Redevelopment of U.S. Army Base
- 435,000 SF retail
- 1 million SF office
- 200 AC green space

Kimley-Horn Scope:

- Stormwater management
- Utility capacity studies
- Utility concepts to support proposed master plan



Blount Street Commons Raleigh, NC

Description:

- Redevelopment of historic district encompassing 5 city blocks
- 38 single-family homes
- 457 townhomes
- 90,000 SF retail
- 20,000 SF office

Kimley-Horn Scope:

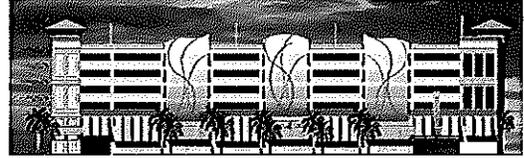
- Work with private developer to redevelop the property consistent with elements identified by the State of North Carolina

Prior Comparable Projects Public/Private | Fisher and Associates

Pelican Walk Parking Garage

Clearwater Beach, Florida

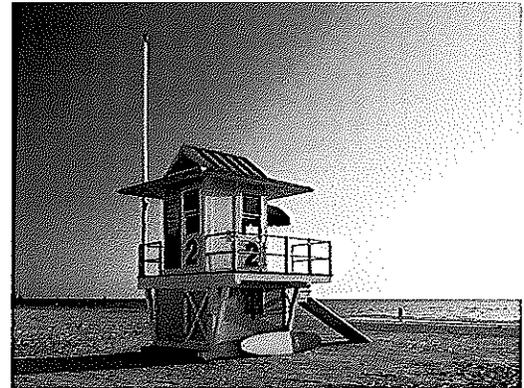
Located in North Clearwater Beach the Pelican Walk Parking Garage project serves to provide much needed additional parking to North Beach. The projects pre-cast construction totals 7 levels including 653 total parking spaces with 10,965 sq. ft. of retail on the first level. The proposed design aesthetic, a contemporary Florida vernacular, relates to the architectural style of the beaches rapidly growing developments within the surrounding context and meets the stringent requirements of Clearwater's "Beach By Design".



Lifeguard Towers

Clearwater Beach, Florida

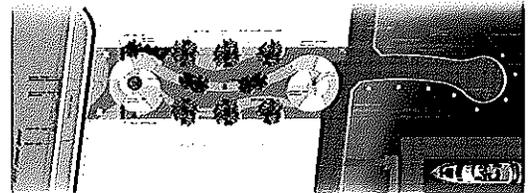
With the lifeguard facilities on the local beaches going into disrepair, Fisher and Associates teamed up with the City of Clearwater to introduce a new and exciting look to beaches in Spring/Summer 2011. Fisher donated their services to provide architectural designs for three new lifeguard towers, each of which portrays a different Florida architectural style (Everglades, Key West and Seaside). Each style was fused with the specific safety needs of the Lifeguards to provide safer, more efficient and aesthetically unique set of towers to better serve the community. The towers were erected in the Spring of 2011 using sustainable, durable and local materials, offering environmentally conscious and resilient structures for the guards at Clearwater Beach.



Papaya Street Boardwalk

Clearwater Beach, Florida

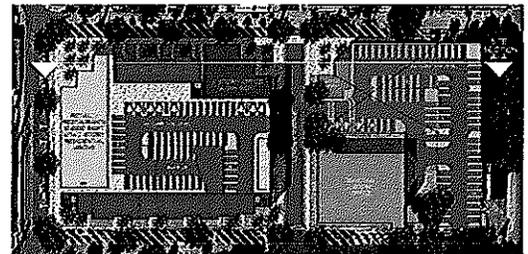
As part of the city of Clearwater's "Beach by design" Initiative, designed to enhance the beach walk, this project has been developed to enhance the east shoreline of Clearwater Beach by providing access along Clearwater Harbor. By adding a raised pedestrian boardwalk along the seawall area this pedestrian spine unifies the various properties, hotels, restaurants, and retail shops. The first connector to this public way is the Papaya Street Pedestrian Plaza. Utilizing textured concrete patterns, brick pavers, extensive landscaping, public art, lighting, and ample seating this connector link has been developed to promote the use of the newly developed boardwalk. Fisher and Associates along with its city partners are developing a conceptual context for the further development of Clearwater Beach.



Downtown Dunedin Mixed-Use

Dunedin, Florida

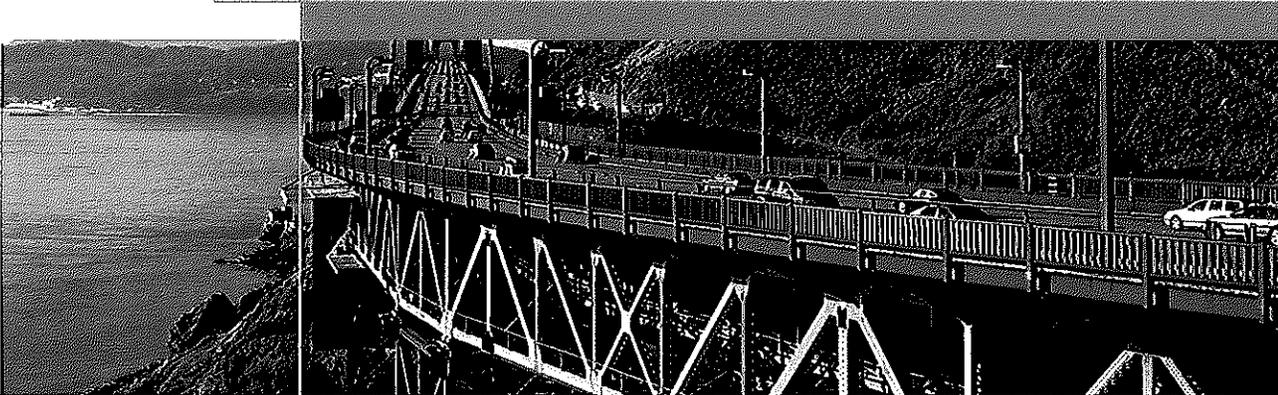
The Design-Build Development Team in collaboration with the City of Dunedin proposed a mixed-use project which contains retail commercial uses, a small office building, residential townhomes, and an internal structured parking garage, a portion of which could contain public parking. Commercial uses contemplated include one or more restaurant concepts, potentially with well-known local restaurateurs, and local boutique retailers, and a small office building, potentially oriented for executive suites. The 3-story office building is shown to interface with the new municipal office annex building. Two-story and three-story townhomes are contemplated as a residential component, developed around the perimeter of the block, to interface directly with the public right of ways. Lastly, an internal structured parking garage was proposed, to service the residential units of the project, as well as the public/commercial and restaurant uses, and office tenants.



Prior Comparable Projects Public/Private | GreenbergTraurig



Public-Private Partnerships



Greenberg Traurig has extensive experience in advising clients in the public-private partnership (P3) sector. Our P3 team is comprised of attorneys from a wide range of disciplines, including project and public finance, construction, environmental law and tax. We advise both private sector and governmental clients in all aspects of the P3 process, from planning, development, procurement and financing through to design, construction and operation. With our extensive resources and international reach, our team is well positioned to provide clients with legal services on projects throughout the United States and overseas.

Experienced P3 Team

Recognized and ranked by *Chambers and Partners Global Guide* (2013) and *USA Guide* (2012 and 2011) for work in the P3 sector, including recognition of leading sector individuals. Our market leading team is experienced in infrastructure development, government bidding and procurement, private and public financing, construction and other P3-specific areas.

GREENBERG TRAURIG, LLP | ATTORNEYS AT LAW | WWW.GTLAW.COM

Prior Comparable Projects Public/Private | GreenbergTraurig

Public-Private Partnerships

Our attorneys have been involved in many significant P3 projects, including:

- > Port of Miami Tunnel, Florida
 - Awarded *Project Finance* magazine's North America PPP Deal of the Year 2009 and Global Project Finance Deal of the Year, 2009
- > Northwest Corridor, Georgia
- > I-4 Ultimate Project, Florida
- > Ohio River Bridges (East End Crossing), Kentucky and Indiana
- > PR-22 and PR-5 Toll Roads, Puerto Rico
- > Luis Muñoz Marín International Airport, Puerto Rico
- > Ohio State University Parking Concession, Ohio
- > Goethals Bridge, New York and New Jersey
- > Knik Arm Bridge, Alaska
- > Atlanta Beltline, Georgia
- > Presidio Parkway, California
- > Multi-Modal Passenger Terminal (MMPT), Georgia
- > Alligator Alley, Florida
- > I-4 Connector, Florida
- > Terminal 4 JFK International Airport, New York

- > Represent clients in an array of financings, including bank lending, private placements, bond offerings (in both the United States and overseas), industrial development bond financing, and tax-free and taxable state and local government financing
- > Negotiate and structure joint development, limited partnership, limited liability and other types of agreements for project participants, as well as all project-related contracts
- > Advise regarding environmental law and regulation, labor law and real estate issues
- > Provide a full range of tax advice, encompassing cross-border tax issues, tax analyses, tax controversies, sales tax rulings and energy tax credits
- > Advise both international and U.S. clients on international and domestic compliance issues (including the Patriot Act, Buy America requirements and Foreign Corrupt Practices Act)
- > Assist clients by drawing on our diverse experience to identify and evaluate the objectives of the various P3 parties – and advise clients on how to effectively allocate risks and balance competing interests

P3 Legal Services

- > Represent project sponsors, lenders, state and local government and construction contractors in connection with the development, structuring, financing, construction and operation of a wide range of infrastructure projects
- > Assist governmental clients in the drafting of legislation and regulation underpinning key P3 infrastructure projects in the United States and overseas
- > Representing private sector and governmental clients in all aspects of the P3 procurement process, including drafting RFQ and RFP documents, concession agreements and leases
- > Negotiate and draft construction agreements (including engineering, procurement and construction contracts) and construction enhancement mechanisms (including sponsor support agreements, performance bonds, guarantees and letters of credit)

<p>P3 SECTORS</p> <ul style="list-style-type: none"> Airports & Seaports Community Infrastructure Development Electric Generation & Transmission Facilities Hospitals Housing Natural Gas Supply, Transmission & Distribution Facilities Petrochemical Projects Rail Facilities Renewable Energy Projects Roads, Bridges & Tunnels Solid Waste & Waste-to-Energy Facilities 	<ul style="list-style-type: none"> Stadiums, Arenas & Convention Centers Telecommunications Facilities Water & Wastewater Treatment Plants <p>P3 PRACTICE</p> <ul style="list-style-type: none"> Project Finance Public Finance Energy & Utilities Construction Procurement Environmental Government Contracts Government Law & Policy Land Development & Zoning Real Estate Tax Litigation & Dispute Resolution
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Section 6.1.6

Provide a preliminary business plan to include a conceptual overview of how the developer would propose to structure the P3 to finance and develop the project, the options for leveraging the County's property and long term operations and maintenance of the development.

We are one of the leading developers, owners, and operators of grocery anchored neighborhood retail gathering places. Our business plan will include contacting as prospective tenants a group of "best in class" retailers that would serve the needs of the community. We will develop The Village at Hunter's Lake using cash on hand without the need for outside financing. Prior to completion of construction, we will put in place the necessary easements and owner's association (if required) to provide for the long term operation and maintenance of common facilities, such as retention ponds, wetland mitigation areas, and internal roadways. This will help ensure that The Village remains a first class project over the long term.

We are proposing that the County would retain ownership of the new floodplain compensation, wetland mitigation, and drainage retention areas that would serve both the civic and private development areas, but the Developer would be responsible for the initial construction and ongoing maintenance of such areas. The County would pay for a prorata share of the maintenance costs of any shared facilities. All of this would be accomplished through a reciprocal easement agreement between the County and the Developer, which would place initial construction and maintenance responsibilities on the Developer while giving all parties the right to use those areas.

The County would continue to maintain the existing retention ponds and floodplain compensation area that were constructed for the Bruce B. Downs widening project.

Section 6.1.7

At least three (3) development and financial references (name, title, entity, telephone number and contractual relationship) that can be contacted with respect to current and past project experience.

Development References:

Regency:

Newland Communities/Thomas J. Panaseny, VP – General Mgr., 813-620-3555
TPanaseny@newlandco.com

(contractual relationship: Regency has purchased retail development properties located within Newland communities)

Harrison Bennett Properties:

Crown Community Development/Teri Frankiewicz, VP, 630-851-5490
tfrankiewicz@crownc-chicago.com

(contractual relationship: Harrison Bennett Properties purchased commercial development land from Crown Community Development)

Regency Financial References: See 6.1.8 below

Section 6.1.8

Banking references, including letters of good standing from previous lenders.

See included letters of reference (references are included for Regency Centers only, since they are the financial partner for the project):

Regency PNC/ Real Estate: Cory Clement, Vice President, 561-912-0460
Cory.Clement@pnc.com

Wells Fargo: Andrew W. Hussion, Vice President: 770-319-3267 or
Andrew.hussion@wellsfargo.com

Section 6.1.9

Funding Source Actions: Disclose whether any funding sources or financial institutions have threatened to take or have taken adverse action against the Proposer, such as, loan acceleration, foreclosure, terminating or restricting the use of funds, anytime during the past five years.

No adverse funding source actions. See 6.1.8 Banking/financial reference letters.

Section 6.1.10

A qualification statement that includes a mandatory disclosure by the private entity for the past five (5) years any of the following conduct:

- a. **Bankruptcy filings;**
- b. **Liquidated damages;**
- c. **Fines, assessments or penalties;**
- d. **Judgments or awards in contract disputes;**
- e. **Contract defaults and/or contract terminations;**
- f. **License revocations, suspensions and/or other disciplinary actions;**
- g. **Prior debarments or suspension by a governmental entity;**
- h. **Denials of prequalification or findings of non-responsibility;**
- i. **Safety past performance date, including fatality incidents;**
- j. **Experience ratings;**
- k. **Modification ratings;**
- l. **Recordable injury rate;**
- m. **Workday incidence rate;**
- n. **Alleged violations of any federal, state or local civil law;**

- o. Alleged violations of any federal, state or local criminal law;**
- p. Criminal indictments or investigations;**
- q. Legal claims filed by or against the private entity; and**
- r. Claims on payment and performance bonds.**

Neither company has any of the listed filings or other items listed above during the past five years.

6.2 Development Proposal

Section 6.2.1

See Inserted Architectural perspective drawings

See Inserted Concept Site Plan - A and B

See Inserted Acreage Exhibits - A and B

See Inserted Project Elevations

Site Plan Option	Developable Area	Cultural Center	Dog Park	Retail	Residential	Parking Surface or Structured
Option "A"	23.7 acres (plus areas on County's remainder tract for retention, floodplain compensation, and wetland mitigation)	30,000 SF	3 acres	80,000 SF	90-250 units	Surface for retail, cultural center, and dog park; surface and/or structured for residential
Option "B"	14.87 acres (one acre of the dog park is located in the existing flood compensation area)	30,000 SF	3 acres	33,000 SF	0 units	Surface

Parking on the civic and commercial portions of the site will all be ground-level parking. Parking on the residential portions of the site might include structured parking in order to achieve better clustering of the residential density.

Our Option "B" proposal shows only the smaller upland acreage outlined by the County in the RFP, without using any of the County's remaining land. The smaller acreage option cannot accommodate all of the proposed uses (cultural center, dog park, retail, and residential units). Option "B" is not financially viable without resorting to including typical outparcel uses such as a convenience store/gas station and a freestanding fast food outparcel (such as McDonald's, Burger King, and Taco Bell), which we do not believe are consistent with the neighborhood or with what the County is trying to create with this project. Also, the Option "B" plan would not comply with the SMU-6 land use designation, since there is no room to put any of the required residential development. Therefore, we have included Option "B" for information purposes only with no financial proposal.

Section 6.2.2

FOR PROJECT OVERVIEW SECTIONS 6.2.2 A - 6.2.2 D PLEASE SEE PROJECT OVERVIEW TAB PAGES 1-4

Permitting and Construction Timeline

The following table reflects the timeline outlined in Addendum 4 of the RFP

Project Schedule As of 9/4/2014		
Proposal Opening Date	9/4/14	
Public Meeting to Present Proposals	9/9/14	
Evaluation Committee Scoring & Ranking of Proposals	9/15/14	
Final Ranking of Proposals by BOCC	9/17/14	
Contract Approval to BOCC	10/15/14	
Due Diligence Period	10/15/14-3/1/15	Due to the complexity of the project, we believe that additional time will be needed for due diligence and will discuss with County Staff if we are selected.
Rezoning by Developer	11/1/14-3/1/15	We believe the rezoning period needs to begin after the due diligence period. We will discuss this item with County Staff if we are selected.
Design and Permitting by Developer	3/15/15-9/15/15	Due to the complexity of the project, we believe that additional time will be needed for design and permitting than what was allotted in County schedule and will discuss with County Staff if we are selected.
Closing Date	10/1/15	This timeframe would need to be adjusted if the other timeframes above are adjusted.
Construction Start by Developer	11/1/15	Construction would commence promptly after the Closing Date.
Target Completion Date	11/1/16	The estimated completion date would be one year after construction start. We will discuss this item in more detail with County Staff if we are selected.

Section 6.2.3

Describe how the P3 development proposal will meet the Proposer's and the County's objectives and expectations as indicated in Attachment A.

Our proposal incorporates underutilized areas of the County's 82 acre tract, as permitted by the RFP, in order to achieve a true mixed-use development which incorporates the cultural center and dog park with retail shops and residences. The SMU-6 land use designation on the Property requires that a portion of the development include residential. The SMU-6 category encourages mixed-use development, particularly the variety that we are proposing with pedestrian connectivity between uses. We have included two versions of site plans for the project (Option "A" and Option "B") with our proposal, although Option "B" is being provided for informational purposes only. Our Site Plan Option "A" provides for the required 20,000 SF cultural center building pad site with at least 250 parking spaces, and a site for a 3 acre dog park with at least 2 acres being located outside of any floodplain compensation area, a retail site, and a residential parcel.

We will provide the County with:

- Location within the property for a future civic building with a first floor area of at least 20,000 SF and 10,000 SF upstairs.
- Exclusive parking lot for use by the civic building and dog park, with no fewer than 250 parking spaces (not more than 25% of those will be compact spaces), with handicap parking per code for civic uses.
- Area for a dog park (3 acres total, with 2 acres of uplands and 1 acre located within the proposed floodplain compensation area)
- Elevation of commercial development which follows the design format of the Hunter's Green entrance

We will comply with all of the minimum dog park construction requirements in the RFP:

- Separate fenced areas for small (1 acre minimum) and large dogs (2 acres minimum)
- Fencing compatible with HOA, Zoning and District requirements (typically 4ft to 6 ft in height)
- Vestibule type fencing for security
- Water fountain for dogs and owners at each dog park area
- Shade shelter (20 ft X 20ft) minimum at each park with slab and benches, hardscape ADA connections from parking to shelter, trash cans with dog waste stations
- Shade trees
- Parking (25 minimum)
- Various Signs to rules
- Separate fitness/agility stations for large and small dogs
- Dog park must be sodded not seeded

We will comply with the following additional requirements:

- Construction of Civic Center Parking Lot with at least 250 parking spaces (not more than 25% handicap spaces)
- Construction of building pad area for the future civic building including earthwork for clearing, grubbing, fill and compaction (location and shape of building pad to be subject to County's approval).
- All infrastructure and utility stub-outs to the future civic building, including access drives, parking and utilities
- Storm water collection and retention system for future public development

Section 6.2.4

Describe the terms of the public private partnership proposal for the planning, design, execution, operations, and maintenance, of the development. State whether the County's property is proposed to be leased, purchased, or other proposed ownership structure. Provide a detailed term sheet if a lease or other alternative ownership structure is proposed. The Proposal must clearly identify which areas of the site are proposed to be in private ownership and/or control and which areas of the site are proposed to be in public ownership and/or control.

The Developer will purchase approximately 13.1 acres of property from the County on the following basic terms:

We are proposing a financial package to the County worth \$3,775,000, which is in excess of the highest of the two recent County appraisals of the property. On Site Plan Option "A", the Developer will pay the County \$2,020,000 cash at closing, plus the value of \$1,755,000 (see Section 6.3.1 for a detailed breakdown of these costs) attributable to the site improvements that the Developer will be delivering to the County. The total value to the County is \$3,775,000. Any costs exceeding \$1,755,000 attributable to the Developer's work for the County will be the Developer's responsibility.

We are not providing a proposal on Site Plan Option "B", since it is not financially viable.

Section 6.2.5

Describe the design, construction and completion guarantees and warranties for all work proposed to be completed on county-owned land.

All site improvements and infrastructure constructed on the County-owned land will have a standard one year construction warranty.

Section 6.2.6

Identify allocations of risk and liability, and assurances for timely completion of the project.

All Development on the site will be performed by qualified licensed and insured contractors. The final schedule will be agreed upon in the Purchase and Sale Agreement.

Section 6.2.7

Identify the proposed risk factors and methods for dealing with these factors including a description of methods and remedies associated with any financial default.

The advantage to our proposal is the added security of an experienced, well capitalized developer owner who is not reliant upon access to third party funds to construct and operate the project. We deal only with qualified competent contractors and our own funds.

Section 6.2.8

Identify and fully describe any work required or otherwise to be performed by the County.

Hillsborough County will be responsible for constructing the proposed cultural center building.

Section 6.2.9

Provide a proposed operating approach and estimated operating and maintenance costs for both public and private portions of the development.

Hillsborough County would be responsible for ongoing maintenance of the dog park after the completed park is turned over to the County. We are proposing that the County would retain ownership of the new floodplain compensation, wetland mitigation, and drainage retention areas, but the Developer would be responsible for the ongoing maintenance of such areas. This would be accomplished through a reciprocal easement agreement between the County and the Developer, which would place maintenance responsibilities on the Developer while giving all parties the right to use those areas. The County would retain responsibility for maintaining the two existing retention ponds and floodplain compensation area on the property (which were constructed for the Bruce B. Downs widening project). Permitting for the project would be done at the Developer's expense, with site related permit applications being signed jointly by the Developer and the County. The Developer will manage and coordinate improvements with both parties sharing in the annual maintenance expense based on their respective ownership.

Section 6.2.10

Provide a proposed schedule for the project.

Please see the schedule provided in Section 6.2.2 above.

Section 6.2.11

In addition to other considerations in the review of the P3 Development Proposal, the EC shall consider the following:

- a) How the proposed development best serves the County’s public purpose.
- b) How the proposed development best meets the County’s annual, capital improvement or other development policies, plans, goals or objectives.

FINANCIAL VALUE TO COUNTY

Section 6.3.1

Provide a financial analysis of the development, including the value of improvements the County will receive in exchange for use of its property. At a minimum, the financial value of the improvements should meet or exceed the value of the land.

SITE PLAN OPTION “A”

Land Purchase Price: \$2,020,000

Value of Improvements to be constructed by Developer for the County (see breakdown of costs below): \$1,755,000

Clearing, Earthwork	\$171,000
Soft Costs (engineering, professional fees, testing, etc.)	\$271,000
Dog park improvements	\$200,000
Parking Lot, Landscaping, Site Lighting, & Site Amenities	\$860,000
Shared Road Work (traffic signal, internal roadways, and offsite costs)	\$170,000
Contingency	<u>\$ 83,000</u>
TOTAL	\$1,755,000

TOTAL FINANCIAL VALUE TO HILLSBOROUGH COUNTY: \$3,775,000

This exceeds the highest of the County’s two recent appraisals of the property, which was \$3,487,800. Any costs exceeding \$1,755,000 attributable to the Developer’s work for the County will be the Developer’s responsibility.

SITE PLAN OPTION “B”

We have determined that Site Plan Option “B” is not financially viable; therefore, we are not presenting a financial analysis for that option.

Section 6.3.2

Describe the financial incentive or offer to County for use of the County property.

We are proposing a financial package to the County worth \$3,775,000. The Developer will pay a cash purchase price of \$2,020,000 for 13.1 acres, plus the Developer will construct the dog park, parking lot and pad for cultural center, common entrance roadway, common retention ponds, common wetland mitigation areas, common floodplain compensation areas, and utilities to the dog park and cultural center, at a value of \$1,755,000 to the County. Any costs exceeding \$1,755,000 attributable to the Developer’s work for the County will be the Developer’s responsibility. In addition, the Developer will pay for its prorata share of all ongoing maintenance of any new retention, floodplain compensation, and wetland mitigation areas on the property.

Section 6.3.3

Explain the financing plan of the project including identifying the source(s) and amount of debt and equity to be used to capitalize the qualifying project, the relationships (e.g., outside lender, parent company, etc.). Include each of the following set out in paragraphs (a) thru (i) and if due to the nature of the P3 proposal, state whether the requested information is inapplicable to the proposal:

We anticipate that development and construction of The Village at Hunter’s Lake will be financed internally by Regency Centers, L.P.

(a) Loan commitment letters and contact information for funding sources;

Inapplicable, since Regency is a publicly traded REIT and will self-fund the development.

(b) The sources and anticipated amounts of working capital to cover operating costs and to adequately maintain operations from the start-up through completion; and

Inapplicable, since Regency is a publicly traded REIT and will self-fund the development.

(c) Letters from lending institutions, not more than three months old that demonstrate the existence of liquid assets or suitable unencumbered lines of credit to carry out the predevelopment activities. Evidence of the private entity’s liquid assets or some acceptable form of equity, shall be equal to the equity requirements of the prospective construction lender.

Inapplicable, since Regency is a publicly traded REIT and will self-fund the development.

(d) Using standard estimating techniques provide a development budget detailing any anticipated land acquisition(s), the anticipated pre-development costs, and hard and soft costs from construction through occupancy.

(e) Provide a discounted cash flow analysis, for the duration of the qualifying project, including but not limited to: estimates of costs, operating expenses, capital reserves including replacement and re-tenanting reserves, net operating income, debt service, partnership percentages, disposition benchmarks, and calculations of net present value, internal rate of return.

Inapplicable

(f) Include a sensitivity analysis depicting the impacts due to escalations of expenses and revenue growth, and changes in financing terms or interest rates. Inapplicable

(g) Include a list and the methodology of all underlying assumptions incorporated in the plan.

Inapplicable

(h) Outline the financial penalties, if any, that would result should the County terminate a qualifying project early or restructure the cash flows.

Inapplicable

(i) Identify the need, if any, for the County to provide either its general obligation or moral obligation backing. The underlying assumptions should address this need and/or state that the credit would be via a "Service Agreement", for example. Any debt issuance should be expected to receive an investment grade rating from a nationally recognized bond rating agency. If the unenhanced rating is not investment grade, the County may require the use of credit enhancements. Inapplicable

(j) If the private entity has chosen an underwriter(s), provide a breakout of the fees to any underwriting firm(s) and the type of obligation the firm(s) are using with a financing component. Be specific as to tax-exempt, taxable, floating rate, fixed rate, etc. If the private entity has not yet chosen an underwriter(s), the County reserves the right to have input into the selection of that underwriter(s). Inapplicable

Section 6.3.4

In addition to other considerations in the review of the proposers' response to the "Financial Value to County" criteria, the EC shall consider the following:

a) Public funds and/or private financing is reasonably available for the proposed project. b) The proposed project is economically feasible and the best use of County resources.

We anticipate that development and construction of The Village at Hunter's Lake will be financed internally by Regency Centers, L.P., a publicly traded REIT. No outside funds will be needed to construct and operate the project.

ADDENDUM NUMBER ONE
HILLSBOROUGH COUNTY DEPARTMENT OF PROCUREMENT SERVICES
P.O. BOX 1110
TAMPA, FLORIDA 33601

DATE: July 3, 2014
Page 1 of 2

TO PROPOSER: This Addendum is an integral part of the proposal package under consideration by you as a Proposer in connection with the subject matter herein identified below. Hillsborough County deems all proposals to have been proffered in recognition and consideration of the entire proposal package - including all issued addenda. For purposes of clarification, receipt of this present Addendum by a Proposer should be evidenced by returning it (signed) as part of the Proposer's sealed proposal.

If the Proposal has already been received by Hillsborough County Department of Procurement Services, Proposer should return this ADDENDUM in a separate sealed envelope which is clearly marked with the **PROPOSAL TITLE, PROPOSAL NUMBER AND OPENING DATE AND TIME**, stated as follows:

PROPOSAL NUMBER: RFP-C-0211-0-2014/DP

PROPOSAL TITLE: P3 Development of New Tampa Community Park

PROPOSAL OPENING DATE AND TIME: August 15, 2014 at 2:00 P.M.

PLACE: Department of Procurement Services, 601 E. Kennedy Blvd., 18th Floor, Tampa, FL 33602.

THE INFORMATION INCLUDED HEREIN IS HEREBY INCORPORATED INTO THE CONTRACT DOCUMENTS OF THIS PRESENT REQUEST FOR PROPOSALS MATTER AND SUPERSEDES ANY CONFLICTING CONTRACT DOCUMENTS OR PORTION THEREOF PREVIOUSLY ISSUED:

REASON FOR ISSUANCE OF THIS ADDENDUM:

1. Information on Pre-Proposal Conference is changed as follows:
 - a) Two Pre-Proposal Conferences/Site Visits will be held. The dates and times are: **July 15, 2014** at 10.30 A.M. (Time Revised) and **July 21, 2014** at 10.30 A.M. The site visits will follow immediately after the meetings.
 - b) Attendance is changed from non-mandatory to mandatory. Attendance at one of the Pre-proposal meetings and Site Visits is required. Failure of a Proposer to attend one of each will cause its Proposal to be non-responsive.
 - c) Both mandatory Pre-Proposal Conferences will be held at the New Tampa Regional Library located at 10001 Cross Creek Boulevard Tampa FL 33647. Proposers must make arrangements to go to the Project site after the meeting.

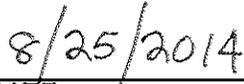
Receipt of this Addendum is hereby acknowledged by the undersigned Proposer.



AUTHORIZED SIGNATURE (Proposer)

David H. Freeman. President: 813-969-4196

TITLE OF PERSON SIGNING ABOVE & TELEPHONE



DATE

Harrison Bennett Properties, LLC

NAME OF COMPANY

Thomas K. Fleming

AUTHORIZED SIGNATURE (Proposer)

**Thomas K. Fleming, Vice President/Investments:
904-598-7614**

TITLE OF PERSON SIGNING ABOVE & TELEPHONE

8/28/14

DATE

Regency Centers, L.P.

NAME OF COMPANY

ADDENDUM NUMBER TWO
HILLSBOROUGH COUNTY DEPARTMENT OF PROCUREMENT SERVICES
P.O. BOX 1110
TAMPA, FLORIDA 33601

DATE: July 8, 2014
Page 1 of 3

TO PROPOSER: This Addendum is an integral part of the proposal package under consideration by you as a Proposer in connection with the subject matter herein identified below. Hillsborough County deems all proposals to have been proffered in recognition and consideration of the entire proposal package - **including all issued addenda**. For purposes of clarification, receipt of this present Addendum by a Proposer should be evidenced by returning it (signed) as part of the Proposer's sealed proposal.

If the Proposal has already been received by Hillsborough County Department of Procurement Services, Proposer should return this ADDENDUM in a separate sealed envelope which is clearly marked with the **PROPOSAL TITLE, PROPOSAL NUMBER AND OPENING DATE AND TIME**, stated as follows:

PROPOSAL NUMBER: RFP-C-0211-0-2014/DP

PROPOSAL TITLE: P3 Development of New Tampa Community Park

PROPOSAL OPENING DATE AND TIME: August 15, 2014 at 2:00 P.M.

PLACE: Department of Procurement Services, 601 E. Kennedy Blvd., 18th Floor, Tampa, FL 33602.

THE INFORMATION INCLUDED HEREIN IS HEREBY INCORPORATED INTO THE CONTRACT DOCUMENTS OF THIS PRESENT REQUEST FOR PROPOSALS MATTER AND SUPERSEDES ANY CONFLICTING CONTRACT DOCUMENTS OR PORTION THEREOF PREVIOUSLY ISSUED:

REASON FOR ISSUANCE OF THIS ADDENDUM:

1. To respond to questions, provide clarifications and make revisions per the attached pages.

Receipt of this Addendum is hereby acknowledged by the undersigned Proposer.



AUTHORIZED SIGNATURE (Proposer)

8-25-14

DATE

David H. Freeman. President: 813-969-4196

TITLE OF PERSON SIGNING ABOVE & TELEPHONE

Harrison Bennett Properties, LLC

NAME OF COMPANY

AUTHORIZED SIGNATURE (Proposer)

8/28/14

DATE

**Thomas K. Fleming, Vice President/Investments:
904-598-7614**


TITLE OF PERSON SIGNING ABOVE & TELEPHONE

Regency Centers, L.P.

NAME OF COMPANY

ADDENDUM NO. 2

P3 DEVELOPMENT OF NEW TAMPA COMMUNITY PARK

RFP NO. : RFP-C-0211-0-2014/DP

July 8, 2014

The following addendum is made and hereby becomes part of the Request for Proposal for the P3 Development of New Tampa Community Park, RFP No. RFP-C-0211-0-2014/DP

ITEM NO.1: REVISIONS TO ATTACHMENT A

- 1.1 Replace Property Aerial shown in Attachment A, Page4 with the Revised Attachment A Page 4, attached to this Addendum No. 2. The revision shows minor adjustment to 13.4 acre property north/west boundary.

ITEM NO. 2 RESPONSES TO PROPOSERS' QUESTIONS:

- 2.1 Question 1: Section 5.3 on page 3 says that all proposals should be no larger than 8.5" X 11". Can site plans and other exhibits to our proposal be larger than 8.5" and 11" (e.g. a folded 24" X 36" plan inserted in the proposal book in a pocket folder or similar)?

Response: Site Plans and other exhibits can be up to 11" X 17", inserted in binder and folded.

- 2.2 Question 2: Can site plans or other exhibits be put on a CD to be provided with the proposal?

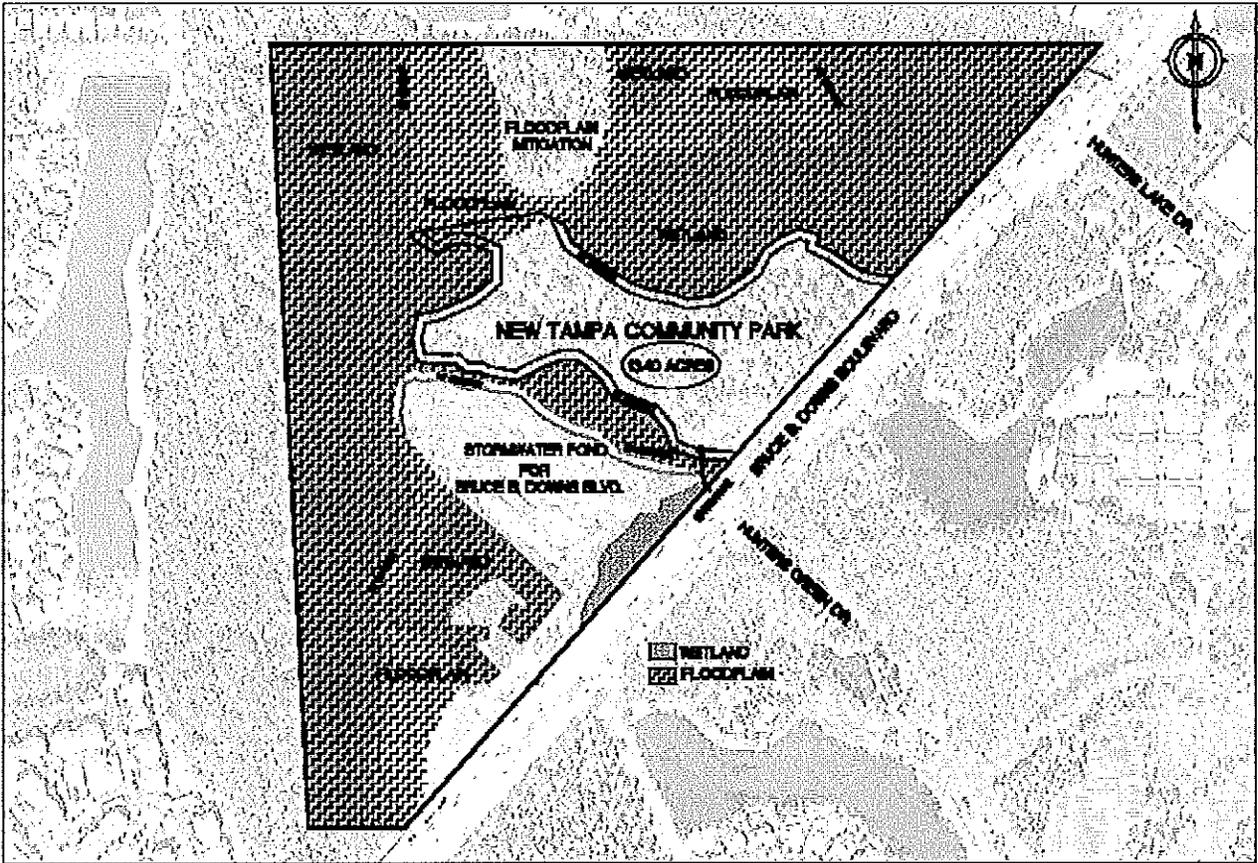
Response: Site plans and other exhibits can be put on a CD, however a hard copy must also be inserted in the binder.

- 2.3 Question 3: Section 2.3 of Attachment "A" says that an exclusive parking lot for the civic and dog park uses with no fewer than 250 spaces will be provided. In Section 2.6 of Attachment "A" it says that a minimum of 25 parking spaces will be provided for the dog park. Are the 25 parking spaces for the dog park included within the 250 space minimum requirement?

Response: The 25 parking spaces for the dog park are included within the 250 space minimum requirement, but must be conveniently located for the dog park use.

END OF ADDENDUM NO. 2

4.0 PROPERTY AERIAL (REVISED)



ADDENDUM NUMBER THREE
HILLSBOROUGH COUNTY DEPARTMENT OF PROCUREMENT SERVICES
P.O. BOX 1110
TAMPA, FLORIDA 33601

DATE: July 28, 2014
Page 1 of 2

TO PROPOSER: This Addendum is an integral part of the proposal package under consideration by you as a Proposer in connection with the subject matter herein identified below. Hillsborough County deems all proposals to have been proffered in recognition and consideration of the entire proposal package - including all issued addenda. For purposes of clarification, receipt of this present Addendum by a Proposer should be evidenced by returning it (signed) as part of the Proposer's sealed proposal.

If the Proposal has already been received by Hillsborough County Department of Procurement Services, Proposer should return this ADDENDUM in a separate sealed envelope which is clearly marked with the **PROPOSAL TITLE, PROPOSAL NUMBER AND OPENING DATE AND TIME**, stated as follows:

PROPOSAL NUMBER: RFP-C-0211-0-2014/DP

PROPOSAL TITLE: P3 Development of New Tampa Community Park

PROPOSAL OPENING DATE AND TIME: September 4, 2014 at 2:00 P.M.

PLACE: Department of Procurement Services, 601 E. Kennedy Blvd., 18th Floor, Tampa, FL 33602.

THE INFORMATION INCLUDED HEREIN IS HEREBY INCORPORATED INTO THE CONTRACT DOCUMENTS OF THIS PRESENT REQUEST FOR PROPOSALS MATTER AND SUPERSEDES ANY CONFLICTING CONTRACT DOCUMENTS OR PORTION THEREOF PREVIOUSLY ISSUED:

REASON FOR ISSUANCE OF THIS ADDENDUM:

ITEM NO. 1: Change proposal opening date to September 4, 2014 at 2:00 p.m.

ITEM NO. 2: THIRD PRE-PROPOSAL MEETING/SITE VISIT

- 1.1 A third Pre-Proposal Meeting/Site Visit is scheduled on Tuesday August 5, 2014, 10.30 am at the New Tampa Library, 10001 Cross Creek Boulevard, Tampa, Fl. 33647. The site visit will follow immediately after the meeting. Attendance at one of the three Pre-proposal meetings/site visits is mandatory. Proposers who have already attended one of the earlier such meetings/site visits need not attend the third meeting/site visit.

ITEM NO. 2 REVISED PROPOSED SCHEDULE SUMMARY:

- 2.1 Replace ATTACHMENT C with ATTACHMENT C (REVISION 1), attached to this Addendum and made part of this RFP.

ITEM NO. 3 AUTO CADD FILE OF AERIAL MAP:

- 3.1 In response to a question, County is providing an AutoCadd file of the aerial map.

Receipt of this Addendum is hereby acknowledged by the undersigned Proposer.



AUTHORIZED SIGNATURE (Proposer)

8-25-14

DATE

David H. Freeman, President: 813-969-4196

Harrison Bennett Properties, LLC

TITLE OF PERSON SIGNING ABOVE & TELEPHONE

NAME OF COMPANY

ADDENDUM NUMBER THREE
HILLSBOROUGH COUNTY DEPARTMENT OF PROCUREMENT SERVICES
P.O. BOX 1110
TAMPA, FLORIDA 33601

DATE: July 28, 2014
Page 2 of 2



AUTHORIZED SIGNATURE (Proposer)

8/28/14
DATE

Thomas K. Fleming, Vice President/Investments:
904-598-7614

Regency Centers, L.P.

TITLE OF PERSON SIGNING ABOVE & TELEPHONE

NAME OF COMPANY

ATTACHMENT C (REVISION 1)

P3 DEVELOPMENT OF NEW TAMPA COMMUNITY PARK
COUNTY'S PROPOSED SCHEDULE SUMMARY

<u>TASK</u>	<u>ESTIMATED DATES</u>
Pre-Proposal Meeting 1.....	07/15/14
Pre-Proposal Meeting 2.....	07/21/14
Pre-Proposal Meeting 3.....	08/05/14
Proposal Opening Date	09/04/14
Public Meeting to Present Proposals	09/09/14
Evaluation Committee's Scoring & Ranking of Proposals	09/15/14
Final Ranking of Proposals by BOCC	09/17/14
Contract Approval to BOCC	10/15/14
Due Diligence Period	10/15/14 to 03/01/15
Rezoning by Developer	11/01/14 to 03/01/15
Design and Permitting by Developer (public input required)	03/15/15 to 09/15/15
Closing Date	10/01/15
Construction Start by Developer	11/01/15
Target Completion Date.....	to be Provided by Developer

ADDENDUM NUMBER FOUR
HILLSBOROUGH COUNTY DEPARTMENT OF PROCUREMENT SERVICES
P.O. BOX 1110
TAMPA, FLORIDA 33601

DATE: August 4, 2014
Page 1 of 1

TO PROPOSER: This Addendum is an integral part of the proposal package under consideration by you as a Proposer in connection with the subject matter herein identified below. Hillsborough County deems all proposals to have been proffered in recognition and consideration of the entire proposal package - **including all issued addenda**. For purposes of clarification, receipt of this present Addendum by a Proposer should be evidenced by returning it (signed) as part of the Proposer's sealed proposal.

If the Proposal has already been received by Hillsborough County Department of Procurement Services, Proposer should return this ADDENDUM in a separate sealed envelope which is clearly marked with the **PROPOSAL TITLE, PROPOSAL NUMBER AND OPENING DATE AND TIME**, stated as follows:

PROPOSAL NUMBER: RFP-C-0211-0-2014/DP

PROPOSAL TITLE: P3 Development of New Tampa Community Park

PROPOSAL OPENING DATE AND TIME: September 4, 2014 at 2:00 P.M.

PLACE: Department of Procurement Services, 601 E. Kennedy Blvd., 18th Floor, Tampa, FL 33602.

THE INFORMATION INCLUDED HEREIN IS HEREBY INCORPORATED INTO THE CONTRACT DOCUMENTS OF THIS PRESENT REQUEST FOR PROPOSALS MATTER AND SUPERSEDES ANY CONFLICTING CONTRACT DOCUMENTS OR PORTION THEREOF PREVIOUSLY ISSUED:

REASON FOR ISSUANCE OF THIS ADDENDUM:

1. Attachment B "Property Appraisal" is attached hereto and is hereby made available to Proposers for their information. Attachment B includes two appraisals (Attachments B1 & B2). Each appraisal includes the land planning analysis completed as a part of the assignment.

Receipt of this Addendum is hereby acknowledged by the undersigned Proposer.



AUTHORIZED SIGNATURE (Proposer)

8-25-14

DATE

David H. Freeman, President: 813-969-4196

TITLE OF PERSON SIGNING ABOVE & TELEPHONE

Harrison Bennett Properties, LLC

NAME OF COMPANY



AUTHORIZED SIGNATURE (Proposer)

8/28/14

DATE

**Thomas K. Fleming, Vice President/Investments:
904-598-7614**

TITLE OF PERSON SIGNING ABOVE & TELEPHONE

Regency Centers, L.P.

NAME OF COMPANY

ADDENDUM NUMBER FIVE
HILLSBOROUGH COUNTY DEPARTMENT OF PROCUREMENT SERVICES
P.O. BOX 1110
TAMPA, FLORIDA 33601

DATE: August 15, 2014
Page 1 of 2

TO PROPOSER: This Addendum is an integral part of the proposal package under consideration by you as a Proposer in connection with the subject matter herein identified below. Hillsborough County deems all proposals to have been proffered in recognition and consideration of the entire proposal package - **including all issued addenda**. For purposes of clarification, receipt of this present Addendum by a Proposer should be evidenced by returning it (signed) as part of the Proposer's sealed proposal.

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PROPOSAL NUMBER: RFP-C-0211-0-2014/DP

PROPOSAL TITLE: P3 Development of New Tampa Community Park

PROPOSAL OPENING DATE AND TIME: September 4, 2014 at 2:00 P.M.

PLACE: Department of Procurement Services, 601 E. Kennedy Blvd., 18th Floor, Tampa, FL 33602.

THE INFORMATION INCLUDED HEREIN IS HEREBY INCORPORATED INTO THE CONTRACT DOCUMENTS OF THIS PRESENT REQUEST FOR PROPOSALS MATTER AND SUPERSEDES ANY CONFLICTING CONTRACT DOCUMENTS OR PORTION THEREOF PREVIOUSLY ISSUED:

REASON FOR ISSUANCE OF THIS ADDENDUM:

The following attachment is made and hereby becomes part of the Request for Proposal for the P3 Development of New Tampa Community Park, RFP No. RFP-C-0211-0-2014/DP

Receipt of this Addendum is hereby acknowledged by the undersigned Proposer.



AUTHORIZED SIGNATURE (Proposer)

8-25-14

DATE

David H. Freeman. President: 813-969-4196

TITLE OF PERSON SIGNING ABOVE & TELEPHONE

Harrison Bennett Properties, LLC

NAME OF COMPANY



AUTHORIZED SIGNATURE (Proposer)

8/28/14

DATE

**Thomas K. Fleming, Vice President/Investments:
904-598-7614**

TITLE OF PERSON SIGNING ABOVE & TELEPHONE

Regency Centers, L.P.

NAME OF COMPANY

ADDENDUM NUMBER FIVE
HILLSBOROUGH COUNTY DEPARTMENT OF PROCUREMENT SERVICES
P.O. BOX 1110
TAMPA, FLORIDA 33601

DATE: August 15, 2014
Page 2 of 2

ITEM NO.1: PUBLIC MEETING

1.1 Pursuant to the RFP, a public meeting for presentation of proposals by the Proposers has been scheduled as follows:

Date: September 9, 2014
Time: 6.00 PM
Location: New Tampa Library
10001 Cross Creek Boulevard
Tampa, FL 33647

1.2 Each proposer is required to present its proposal to the public during the public meeting. Anticipated format for the public meeting is as follows:

1. Opening remarks by County staff.
2. Presentation of proposals by proposers. Each proposer will have a maximum of 10 minutes for its presentation. Presentation will be in alphabetical order by proposer entity name.
3. Questions/Remarks by public: Each speaker limited to 1-3 minutes for comments.
4. Responses by proposers: Each speaker limited to 1-3 minutes for responses.

Time frames for questions and answers portion of the meeting will be adjusted depending on number of proposers and public.

1.3 The County will provide a minimum set up for the presentation (screen, computer and PA system). Proposers are encouraged to provide their presentation material in Power Point on a thumb drive by 5.00 pm September 5, 2014. This should be provided to the contact person designated in the RFP.

ITEM NO. 2: RESPONSE TO PROPOSERS' QUESTIONS

2.1 Question: Section 6.2.1 b. of the RFP requires a site plan with a scale of not less than 1"=32'. Based on the size of the property, the site plans at this scale would only fit on very large sheets of paper. If possible, we'd like to be able to use a scale of not less than 1"=200'.

Response: A scale of not less than 1" = 200' will be acceptable.

2.2 Question: Also, has the time and place of the public meeting on September 9 been set?

Response: Yes. Please see Item 1 above.

END OF ADDENDUM NO. 5

EXHIBIT I
PROPOSER CERTIFICATION AND WARRANTY

1. Legal Name of Proposer. (Indicate if the Proposer is a Corporation, Joint Venture, Partnership, etc.)
Harrison Bennett Properties, LLC & Regency Centers, L.P. as Joint Venture (JV)

2. Name/title of contact person for the Proposer:
David H. Freeman, President, Harrison Bennett Properties, LLC
Thomas K. Fleming, Vice President/Investments, Regency Centers, L.P.

2. Local business and mailing address:
David H. Freeman, Harrison Bennett Properties, LLC
14502 N. Dale Mabry, Suite 200
Tampa, FL 33618

Thomas K. Fleming, Regency Centers, L.P.
1 Independent Drive, Suite 114
Jacksonville, FL 32202

3. Primary business and mailing address:
David H. Freeman, Harrison Bennett Properties, LLC
14502 N. Dale Mabry, Suite 200
Tampa, FL 33618

Thomas K. Fleming, Regency Centers, L.P.
1 Independent Drive, Suite 114
Jacksonville, FL 32202

5. Telephone number: (813)969-4196 FAX# (813)961-1942
Harrison Bennett Properties, LLC

Telephone number: (904)598-7684 FAX# (904) 358-9344
Regency Centers, L.P.

6. Federal Employer Identification Number (FEIN) :
Harrison Bennett Properties, LLC: 20-1996977
Regency Centers, L.P.: 59-3429602

7. The business has been in operation under its present name since:
Harrison Bennett Properties, LLC: 2003
Regency Centers, L.P.: 50+ years

The above-named Proposer does hereby warrant and certify under oath:

- A. That the Proposer understands all requirements of the RFP and states that as a serious Proposer it will comply with all the stipulations included in the RFP package.

- B. That the Proposer is of lawful age and that no other person, firm or corporation has any interest in this Proposal or in the contract proposed to be entered into except as expressly stated below:
- C. That this proposal is made without any understanding, agreement, or connection with any other person, firm or corporation making a proposal for the same purpose, and is in all respects fair and without collusion or fraud except as expressly stated below:
- D. That the Proposer is not in arrears to Hillsborough County upon debt or contract and is not a defaulter, as surety or otherwise, upon any obligation to Hillsborough County except as expressly stated below:
- E. That no officer or employee or person whose salary is payable in whole or in part from the County Treasury is, shall be or become interested, directly or indirectly, surety or otherwise in this Proposal; in the performance of this Contract; in the supplies, materials, equipment, and work or labor to which they relate; or in any portion of the profits thereof.
- F. That the Proposer acknowledges, understands and agrees that the RFP does not reflect all of the design, permitting, regulatory and construction requirements for the Project and that these documents are sufficient in all respects for purposes of the Proposer's preparation and submittal of its Proposal.
- G. That Proposer has no interest and shall acquire no interest, either direct or indirect, which would conflict in any manner with the performance of services to be required hereunder. The Proposer further certifies and agrees that no person having any such interest shall be employed or engaged by the Proposer for said performance not has or will any member of the team, person or employee be involved, engaged or employed on a contingent fee basis.
- H. That the Proposer has received and carefully examined all Addenda issued prior to Opening.
- I. That the Proposer is fully informed respecting the preparation and contents of the attached Proposal and of all pertinent circumstances respecting such Proposal.
- J. That neither the Proposer nor any of its officers, partners, owners, agents, representatives, employees or parties in interest, including this affiant, has in any way colluded, conspired, connived or agreed directly or indirectly with any other Proposer, firm or person to submit a collusive or sham Proposal in connection with this RFP for which the attached Proposal has been submitted or to refrain from proposing in connection with such RFP, or has in any manner, directly or indirectly, sought by agreement or collusion or communication or conference with any other Proposer, firm or person to fix the price or prices in the attached Proposal or of any other Proposer, or to fix any overhead, profit or cost element of the Proposal price or the Proposal price of any other Proposer, or to secure through any collusion, conspiracy, connivance or unlawful agreement any advantage against the Board of County Commissioners or any person interested in the RFP; and
- K. The price or prices provided in the attached Proposal are fair and proper and are not tainted by any collusion, conspiracy, connivance or unlawful agreement on the part of the Proposer or any of its agents, representatives, owners, employees or parties of interest, including affiant.
- L. All statements made by the Proposer in the proposal are true and accurate as of the Proposal submittal date.

Proposer hereby acknowledges the above certifications and attests to the accuracy of affirmation and assertions Contained therein.

IN WITNESS WHEREOF, this Proposal is hereby signed and sealed as of the date indicated.

ATTEST:

PROPOSER:

Tara Tallman
Witness

BY = David H. Freeman (SEAL)
(Authorized signature in ink)

Lynn Pishock
Witness LYNN PISHOCK

David H. Freeman
(Printed name of signer)

President - Harrison Bennett Properties, LLC
(Printed Title of signer)

CORPORATE SEAL
(Where appropriate)

8/25/14
(Date signed)

ATTEST:

PROPOSER:

Linda S. Beckey
Witness

BY = Thomas K. Fleming (SEAL)
(Authorized signature in ink)

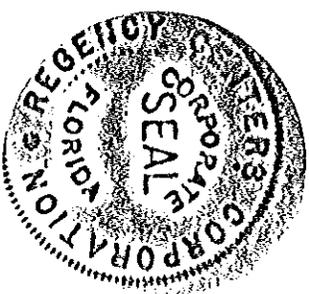
Cynthia Guess
Witness

Thomas K. Fleming
(Printed name of signer)

Vice President/Investments - Regency Centers, L.P.
(Printed Title of signer)

CORPORATE SEAL
(Where appropriate)

8/28/14
(Date signed)



ACKNOWLEDGEMENT OF PROPOSER, IF A CORPORATION

STATE OF Florida)

SS

COUNTY OF Hillsborough)

The foregoing instrument was acknowledged before me this 25 day of August, 2014 by David H. Freeman, who is personally known to me or who has produced _____ as identification and who did take an oath and who executed the foregoing instrument as President of Harrison Bennett Properties, LLC, a Florida limited liability company, and who severally and duly acknowledged the execution of such instrument as such member aforesaid, for and on behalf of and as the act and deed of said limited liability company, pursuant to the powers conferred upon said member by the limited liability company's Operating Agreement or other appropriate authority of said limited liability company, and who, having knowledge of the several matters stated in said foregoing instrument, certified the same to be true in all respects.

He/She is personally known to me or has produced _____ as identification.

WITNESS my hand and official seal the date aforesaid.

Tina Capriola

(Signature of the Person taking Acknowledgement)

TINA CAPRIOLA

(Name of Acknowledger Typed, Printed or Stamped)

(Title or Rank)

010324

(Serial Number, if any)



ACKNOWLEDGEMENT OF PROPOSER, IF A CORPORATION

STATE OF Florida)

SS

COUNTY OF Duval)

The foregoing instrument was acknowledged before me this 28th day of August, 2014 by Thomas K. Fleming, who is personally known to me or who has produced _____ as identification and who did take an oath and who executed the foregoing instrument as Vice President - Investments of Regency Centers, L.P., a Florida corporation, and who severally and duly acknowledged the execution of such instrument as such officer aforesaid, for and on behalf of and as the act and deed of said corporation, pursuant to the powers conferred upon said officer by the corporation's Board of Directors or other appropriate authority of said corporation, and who, having knowledge of the several matters stated in said foregoing instrument, certified the same to be true in all respects.

He/She is personally known to me or has produced _____ as identification.

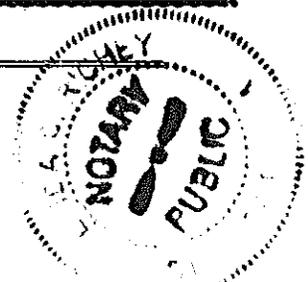
WITNESS my hand and official seal the date aforesaid.

Linda G. Richey (Signature of the Person taking Acknowledgement)

Linda G. Richey (Name of Acknowledger Typed, Printed or Stamped)

Sr. Executive Assistant/Notary (Title or Rank)

_____ (Serial Number, if any)



REGENCY CENTERS CORPORATION

**Secretary's Certificate
Relating to Regency Centers, L.P.**

The undersigned, Barbara C. Johnston, the duly appointed Senior Vice President and Secretary of Regency Centers Corporation ("Regency"), hereby certifies as follows:

1. Regency is the sole general partner of Regency Centers, L.P., a Delaware limited partnership (the "Partnership").

2. As of the date hereof the officers listed on Exhibit A attached (the "Authorized Officers") hereto have been duly elected to the offices of Regency set forth beside their respective names, with authority to act on behalf of Regency for itself and in its capacity as general partner of the Partnership, for itself and on behalf of its subsidiaries and its affiliated partnerships.

3. Attached hereto as Exhibit B is a true, complete and correct copy of resolutions of the Board of Directors of Regency evidencing the authority of the Authorized Officers to act on behalf of Regency, for itself and as general partner of the Partnership, for itself and on behalf of its subsidiaries and its affiliated partnerships, and such resolutions have not been amended, rescinded or modified and remain in full force and effect.

4. East San Marco, LLC, is a Florida limited liability company ("ESM"), whose sole members consists of a subsidiary of Regency known as Regency Realty Group, Inc., a Florida corporation ("RRG"), and The St. Joe Company, a Florida corporation. Effective December 10, 2013, RRG became the Managing Member of ESM pursuant to the First Amendment to Operating Agreement of East San Marco, LLC.

5. The principal place of business and office of ESM became located at One Independent Drive, Suite 114, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I have signed this Secretary's Certificate and set the seal of the Corporation as of July 28, 2014.


Barbara C. Johnston

Senior Vice President and Secretary



**REGENCY CENTERS CORPORATION
OFFICERS AS OF JULY, 2014**

Full Name	Title
Argalas, Barry E.	SVP - Natl. Transactions
Booth, Matthew J.	V. P. - Regional Officer
Brackenridge, William S.	V. P. - Transactions
Brettingen, Anne	V. P. - Financial Services
Chandler, Dan M.	Managing Director
Clark, Laura E.	V. P. - Financial Services
Conway, Patrick N.	V. P. - Regional Officer
Corini, David D.	V. P. - Investments
Damrath, William J.	V. P. - Regional Officer
Delatour, John S.	Managing Director
Devereaux, Terah L.	V. P. - REA and SEC Reporting
D'Olimpio, Amy L.	V.P. - People Services
Fleming, Tom K.	V. P. - Investments
Hayes, John P.	V. P. - Project Management
Hendy, Matthew N.	V.P. - Investments
Hofheimer, Norman A.	Sr. V.P. - Retailer Services
Hricko, John R.	V. P. - Regional Officer
Johnson, Patrick M.	V. P. - Capital Markets/JVs
Johnston, Barbara C.	Sr. V.P. - General Counsel
Johnston, Dale S.	Sr. V. P. - CIO
Kantor, Whitney B.	V. P. - Marketing/Mkt Research
Kennedy, Ernest F.	V. P. - Investments
Kinsella, Michael R.	SVP - Sr. Market Officer
Knoedler, Peter J.	Sr. V.P. - Investments
Koleszar, Andre N.	V. P. - Regional Officer
Krejs, Patrick P.	SVP - Sr. Market Officer
Leavitt, J C.	SVP - Finance and Treasurer
Leftwich, Snowden M.	SVP - Sr. Market Officer
Mas, Michael J.	Sr. V.P. - Capital Markets
Maxwell, Paul C.	V. P. - Regional Officer
McNulty, David A.	V. P. - Financial Services
Mehigan, John T.	V. P. - Investments
Miller, Kathy D.	SVP - Financial Svcs and Tax
Neel, Shana R.	V. P. - Financial Services
Oldenburg, Andrew C.	V. P. - National Property Ops
Overton, Howard E.	V. P. - Transactions
Pacetti, David A.	V. P. - Investments
Palmer, Lisa	Executive Vice President/CFO
Paul, Thomas C.	V. P. - Internal Audit
Paulk, Celia R.	V. P. - Corporate Accounting
Peternell, Mark A.	V. P. - Sustainability
Pharr, John H.	SVP - Sr. Market Officer
Porter, Scott M.	V. P. - Transactions
Prigge, Scott R.	Sr. V.P. - Natl. Property Ops

Ramey, H C.	SVP - Sr. Market Officer
Roth, Alan T.	SVP - Sr. Market Officer
Sadowsky, Gregg R.	SVP - Sr. Market Officer
Shaffer, Douglas W.	SVP - Sr. Market Officer
Smith, Brian M.	President/ COO
Spooner, Joshua J.	V. P. - Investments
Stedham, Don E.	V. P. - Project Management
Stein, Martin E.	Chairman / CEO
Sutphin, Richard W.	V. P. - Regional Officer
Thompson, James D.	Managing Director
Wibbenmeyer, Nicholas A.	SVP – Sr. Market Officer
Widmayer, Christopher A.	V. P. - Investments
Wilson, Scott L.	V. P. - Project Management
Bell, Ernst A.	Assistant Secretary
Waidner, Stephanie J.	Assistant Secretary

REGENCY CENTERS CORPORATION

Resolutions of the Board of Directors

WHEREAS, the Corporation is the sole general partner of Regency Centers, L.P., a Delaware limited partnership (the "Partnership");

WHEREAS, the Partnership is engaged, in its own right and through various subsidiaries and partnerships in the business of acquiring, developing owning and operating grocery anchored shopping centers and, in connection with the day-to-day conduct of its business, is required from time to time to execute and deliver certificates, deeds, mortgages, contracts, leases, reports and other instruments;

IT IS THEREFORE

RESOLVED, that the President, any Vice President or any Assistant Vice President is hereby authorized to execute and deliver, on behalf of the Corporation, for itself and as general partner of the Partnership, for itself and on behalf of its subsidiaries or affiliated partnerships, any certificates, deeds, mortgages, contracts, leases, reports and other instruments as may be required in the day-to-day conduct of the Partnership's business and the execution of any instrument by the Corporation, for itself and as general partner of the Partnership, for itself and on behalf of its subsidiaries or affiliated partnerships, by any of the foregoing officers shall be conclusive evidence, as to third parties, of his or her authority to act on behalf of the Corporation, for itself and as general partner of the Partnership, for itself and as general partner of any affiliated partnership.

Not Applicable

Under IP-9: 15.1 Requirement
Proposer Issuing Certified Check

BOND NO. _____

EXHIBIT 2

PROPOSAL BOND

KNOW ALL MEN BY THESE PRESENTS THAT WE, _____

_____ (hereinafter called the Principal) and _____

_____ (hereinafter called the Surety), a corporation chartered and existing under the laws of the State of _____ with its principal office in the City of _____ and authorized to do business in the State of Florida, are held and firmly bound unto the Board of County Commissioners, Hillsborough County, Florida, in the full and just sum of **Ten thousand dollars (\$10,000)** in good and lawful money of the United States of America, to be paid upon demand of the Board of County Commissioners, Hillsborough County, Florida and to which payment, will and truly to be made, we bind ourselves, heirs, executors, administrators, successors, and assignees, jointly and severally and firmly by these presents.

WHEREAS, the Principal is about to submit or has submitted a Proposal to the Hillsborough County Board of County Commissioners for:

P3 DEVELOPMENT OF NEW TAMPA COMMUNITY PARK (the "PROJECT").

WHEREAS, the Principal desires to file this Proposal Bond in lieu of an acceptable alternative form of security otherwise required to accompany the Proposal:

NOW THEREFORE, the conditions of this Proposal Bond are such that if the Proposal is accepted by the Board of County Commissioners (the "COUNTY") and if the Principal, (a) executes a written Agreement in the form and manner required by COUNTY in accordance with the Proposal and upon the terms, conditions and price(s) set forth therein and (b) executes any Performance Bond and/or Payment Bond required by the Agreement valued in the amount(s) specified therein and in a form and with sureties satisfactory to COUNTY; or furnishes an alternate form of security acceptable to COUNTY; then this Proposal Bond is void.

Otherwise, this Proposal Bond remains in full force and effect and the Surety shall immediately pay to COUNTY, upon demand, the amount secured by this Proposal Bond in good and lawful money of the United States of America, upon failure of the Principal to comply with any and all of the foregoing requirements within the time specified above. The purpose of this Proposal Bond is to ensure execution of the Agreement should the Principal be the successful Proposer. Therefore this Proposal Bond shall survive through the selection period and until satisfactory execution of the Agreement.

Certificate of Good Standing/Tax Clearance

State of Florida Department of State

I certify from the records of this office that REGENCY CENTERS, L. P. is a Delaware Limited Partnership, authorized to do business in the State of Florida on February 21, 1997.

The document number of this Limited Partnership is B97000000103.

I further certify said Limited Partnership has paid all filing fees due this office through December 31, 2014, and its status is active.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Twenty-eighth day of July,
2014*



Ken Detjmer
Secretary of State

Authentication ID: CU2163591697

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

<https://efile.sunbiz.org/certauthver.html>

Certificate of Good Standing/Tax Clearance



Executive
Director
Marshall Stranburg

July 30, 2014

Regency Centers, LP
1 Independent Drive, Suite 114
Jacksonville, FL 32202

Re: BP # 418413
FEIN # 59-3429602

Dear: Kathy Miller

We received your request for information on the status of the above referenced business. Our records indicate that as of today:

- There are no outstanding liabilities on this account.
- \$_____ is the outstanding balance on this account and you should contact the Department as soon as possible for immediate resolution.
- The following tax returns are delinquent. Please file the returns and remit payment for each return as soon as possible.

<u>Tax</u>	<u>Return Type</u>	<u>Applied Period</u>
------------	--------------------	-----------------------

Note: Any letter, statement or certificate from the department does not, without an audit of the dealer's books and records by the department, guarantee that there is not a tax deficiency owed the state from operation of this business. This clearance letter is not to be considered a receipt or certificate of compliance pursuant to s. 213.758, Florida Statutes. To request a receipt or certificate of compliance, visit our website at www.myflorida.com/dor for additional information. A seller or purchaser may request an audit of the seller's books and records to secure protection from transferee liability under section 212.758, Florida Statutes. The department may contract with private auditors pursuant to s. 213.28, Florida Statutes, to perform the audit. The department may charge the cost of the audit to the person requesting the audit.

Sincerely,

Vannessa Harris
Tax Specialist I
Taxpayer Services Process
Phone: (800) 352-3671
Fax #: (850) 922-5254
Control# 174682

Child Support Enforcement -- Ann Coffin, Director • General Tax Administration -- Maria Johnson, Director
Property Tax Oversight -- James McAdams, Director • Information Services -- Damu Kulkarni, Director

www.myflorida.com/dor
Tallahassee, Florida 32399-0100

State of Florida

Department of State

I certify from the records of this office that HARRISON BENNETT PROPERTIES, LLC, is a limited liability company organized under the laws of the State of Florida, filed on January 28, 2003.

The document number of this company is L03000003294.

I further certify that said company has paid all fees due this office through December 31, 2014, that its most recent annual report was filed on February 25, 2014, and its status is active.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Nineteenth day of July, 2014*



Ken Detjmer
Secretary of State

Authentication ID: CU6724494184

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

<https://efile.sunbiz.org/certauthver.html>

Bank References



REAL ESTATE BANKING

7/23/2014

Diane Page, Senior Procurement Analyst
Business & Support Services (Procurement)
Hillsborough County Florida
601 E. Kennedy Blvd., 18th Floor
Tampa, Florida 33602

RE: Regency Centers Bank Reference

Regency Centers is well known to PNC for over 15 years. PNC's relationship with Regency has included many transactions, both project-and entity related, over that time. Regency has always remained in good standing with PNC, with high business integrity and the company remains an important client of the bank.

Please feel free to contact me if you have any questions, as we are always ready to support Regency in any way possible.

Sincerely,

A handwritten signature in black ink, appearing to read 'Cory Clement'.

PNC Real Estate
Cory Clement, Vice President
Cory.clement@pnc.com

Member of The PNC Financial Services Group
2255 Glades Road Suite 140W A2-P674-01-2 Boca Raton Florida 33431
www.pnc.com

Bank References



Banking Reference Questionnaire

Date: July 23, 2014
Name of Creditor: Regency Centers
Name of Reference: Andy Hussion
Address: Wells Fargo Bank, N.A.
2859 Paces Ferry Road, Suite 1200
Atlanta, GA 30319
Phone Number: (770) 319-3267
Reason: To provide a bank reference for Regency Centers.

Questions:

1. How long have you had a banking relationship with the creditor? Over 17 years.
2. How would you characterize the bank's overall experience with the creditor (i.e.- good, excellent, etc.)? Excellent, we have multiple touch points with the creditor across a number of different products.
3. Were you in a depository relationship, lending relationship, or both? We are in both, we are lead arranger and administrative agent in the Company's \$800 million unsecured corporate revolver and \$165 million unsecured term loan with a total commitment of \$157.5 million. The Company also holds various treasury accounts with the bank.
4. Have you extended credit to the above or to entities controlled by the creditor? Yes, to Regency Centers, L.P. mentioned in #3 above.
5. When? \$120 million in REG's Corporate Revolver in 9/2012 and \$37.5 million in the Company's unsecured term loan in 6/2014.
6. How much (in terms of dollars) has been lent? See above.
7. Were there any payment issues?
 - a. Late payments? No.
 - b. Extended loan repayments? No.
 - c. Were loans paid off? Yes.
 - d. Were they cooperative (e.g.- providing property-level information, other requests)? Very cooperative.

Please do not hesitate to call or email me if you have any questions.

Regards,

Andrew W. Hussion
Wells Fargo Bank, N.A.
andrew.hussion@wellsfargo.com



KNOWLEDGE.
PASSION.
PERSEVERANCE.



**HARRISON
BENNETT**
PROPERTIES

ABOUT US

At Harrison Bennett, we expect the very best of our people so you can expect the best from us. With more than 30 years of experience in all aspects of commercial development, Harrison Bennett Properties is a leader in full-service real estate, focusing on infill retail and mixed-use developments.

We take great pride in performing to the highest standards and building high-quality projects that enhance the quality of life for area residents, while also adding value to the surrounding community.

To that end, Harrison Bennett participates in direct development, joint ventures, fee development, leasing, land planning, and consulting for third parties interested in maximizing the value and quality of their projects.

KNOWLEDGE.
PASSION.
PERSEVERANCE.



OUR FOUNDATION IS OUR REPUTATION



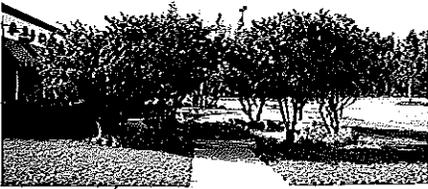
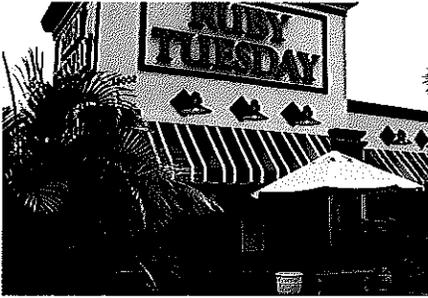
Our first objective is to fully understand our clients' goals and vision so that together we can develop more than just a project—but a mutually beneficial relationship built on trust, respect and teamwork.

Led by company President, David Freeman, Harrison Bennett Properties has developed a reputation for excellence, innovation and exceptional results. Whether working with local, regional or national clients, we pursue each project with a shared vision of project perfection. For that reason, Harrison Bennett is your trusted real estate development partner specializing in infill redevelopment, complex land assemblages, mixed used projects, and outparcel repositioning.

"David's professionalism, tenacity and local knowledge allow me to give high recommendation for his skills both as a purchaser as well as a land broker. He has been a true pleasure to work with and a fine deal-maker."

Teri Frankiewicz
Vice President, Crown Community Development

SERVICES



- Complex land assemblages
- Difficult infill urban development sites
- Outparcel reuse and repositioning
- Fee development
- Land planning for large acreage retail, residential, and mixed use projects
- Site planning for residential development and shopping center/retail development and redevelopment, specializing in problematic sites requiring creative solutions
- Shopping center redevelopment
- Permitting and entitlements
- Negotiations with tenants, government agencies, lenders, and landowners
- Mixed use developments (specializing in working closely with master developers)
- Development planning and strategies
- Joint Ventures
- Works with an experienced team of consultants, including engineers, architects, planners, and land use attorneys



DAVID FREEMAN, PRESIDENT

TRUSTED ADVISOR.

PROBLEM SOLVER.

David Freeman is President of Harrison Bennett Properties. In this role, Mr. Freeman oversees all aspects of the company's daily operations, while also supervising multiple projects currently under development. Recognized for expertise in both legal and business aspects of commercial real estate development, Mr. Freeman began his career as a real estate attorney for a large national development company, American Diversified Capital Corporation, and later transitioned to the development side of the business almost three decades ago.

Today, due in large part to his diverse and comprehensive knowledge of the industry, he is a trusted real estate advisor throughout Tampa Bay and is a respected collaborator on projects of nearly every scope and scale. Throughout his notable career, Mr. Freeman has developed large mixed-use projects, shopping centers, infill redevelopments, and raw land for nationally recognized tenants such as Sports Authority, Ross, T.J. Maxx, OfficeMax, Muvico Theaters, Pep Boys, FedEx, and Winn-Dixie. Mr. Freeman's diverse real estate expertise includes complex land assemblages and challenging infill projects. He is accomplished in all aspects of the development process, including permitting and approvals, land planning and design, leasing, financing, construction management, legal matters, and property management. Mr. Freeman earned a Bachelor of Arts in Economics and Political Science from Washington University. Additionally, he earned a Juris Doctorate from the University of Florida College of Law.





**HARRISON
BENNETT**
PROPERTIES

14502 N. Dale Mabry, Suite 200
Tampa, FL 33618
(813) 969-4196

HBPTAMPA.COM

Crafting the new retail experience.

Portfolio Strength Today

Regency owns

328 centers totaling **43.8M SF** nationwide

with an average household income of

\$103,000 within **3 miles**

More than **100,000** people live
within **3 miles** of each Regency center

Average center occupancy is

5.0%

with

\$575/SF average grocer sales
in a Regency center

Growth Opportunities

216 shopping centers developed
nationally since 2000

and

26 projects totaling **\$316 million**
currently under construction*

\$800 million line of credit

and

funks transactions on an "all-cash" basis with no
financing contingency

are

a publicly traded company (NYSE: REG) with a
total market capitalization of **\$8 billion**

*Developments and redevelopments



About Regency Centers

1963 Founded as Regency Square Properties by Martin and Joan Stein.

1967 Built Jacksonville's first regional mall, Regency Square.

1978 Expanded company with increased activity in retail and commercial development.

1981 Doubled size of Regency Square mall with 500,000 SF expansion anchored by Sears.

1985 Expanded into Tampa, Fla. with development of a community shopping center.

1992 Acquired first shopping center portfolio in South Florida. Sharpened focus to development and acquisition of retail assets.

1993 Formed Regency Centers with a \$108 million initial public offering. Trades on the New York Stock Exchange under REG.

1996 Increased company's capital base with strategic investment by Security Capital.

1997 Acquired Branch Properties, a Publix developer and the leading owner of shopping centers in Atlanta, Ga.

1998 Purchased Midland Group, the largest Kroger developer and a major real estate operator in the Midwest.

1999 Merged with Pacific Retail Trust, the top owner, operator and developer of shopping centers in the Western U.S.

2000 Introduced co-investment partnership platform to leverage and diversify capital base.

2002 Expanded co-investment partnership platform to \$486 million in gross value and 28 assets. Partnered with Oregon Public Employees' Retirement Fund and Macquarie CountryWide Trust of Australia.

2003 Sold GE's majority stake to the public for \$1.1 billion, the largest REIT offering at the time. Celebrated 40th anniversary and 10th year as a public company by ringing the NYSE closing bell on Oct. 22, 2003.

2004 Partnered with the California State Teachers Retirement System. Acquired a \$400 million property portfolio from Branch Properties on behalf of co-investment partners.

2005 Acquired a \$2.7 billion, 100-center property portfolio from First Washington Realty, Inc., dramatically increasing Regency's presence in a number of high-barrier-to-entry markets.

2006 Formed Regency Retail Partners, a \$1.4 billion open-end community center fund.

2007 Launched greengenuity® to lessen environmental impact of new developments, existing centers and corporate operations.

2008 Further strengthened the balance sheet by expanding bank facilities to over \$941 million, placed over \$250 million of mortgages in a very difficult market and earned a \$20 million promote from the Oregon partnership for generating a total return in excess of both NCREIF and the internal hurdle rate since the inception of the partnership.

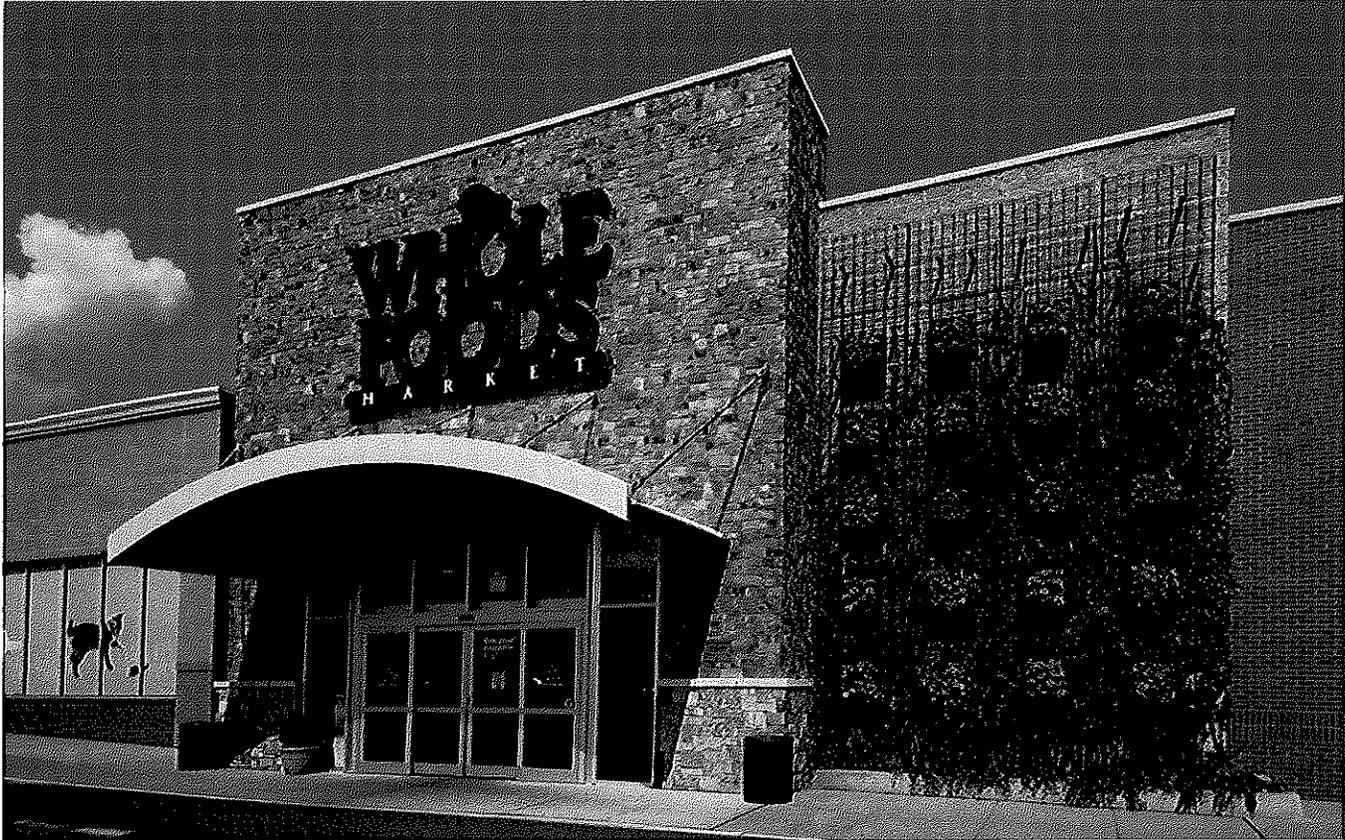
2009 Formed two new co-investment partnerships with Global Retail Investors, LLC (GRI) and USAA. Raised more than a billion dollars of capital through two common stock offerings, mortgage financings, contributions to co-investment partnerships and property sales.

2010 Sold \$400 million in 10-year unsecured notes. Refinanced or locked the interest rate on \$587 million in secured debt.

2011 Leased nearly 7 million square feet, the most square footage leased annually in the company's history.

2012 Achieved full-year same-property NOI growth of 4%, the highest since 1999.

What sets Regency apart?



Market-Dominant Anchors

- High-quality mix of grocery, community and lifestyle centers
- 83% of portfolio is anchored by leading grocers, including Publix, Whole Foods Market, Trader Joe's, Target and The Fresh Market.

Premier Locations

- 94% of NOI is derived from top target markets
- Affluent customers with \$100,000 average household incomes
- High-density markets averaging 100,000 people within three miles

Financial Strength

- Solid balance sheet
- Investment-grade ratings
- Six projects under development at the end of 2013 for an estimated total investment at completion of \$158 million

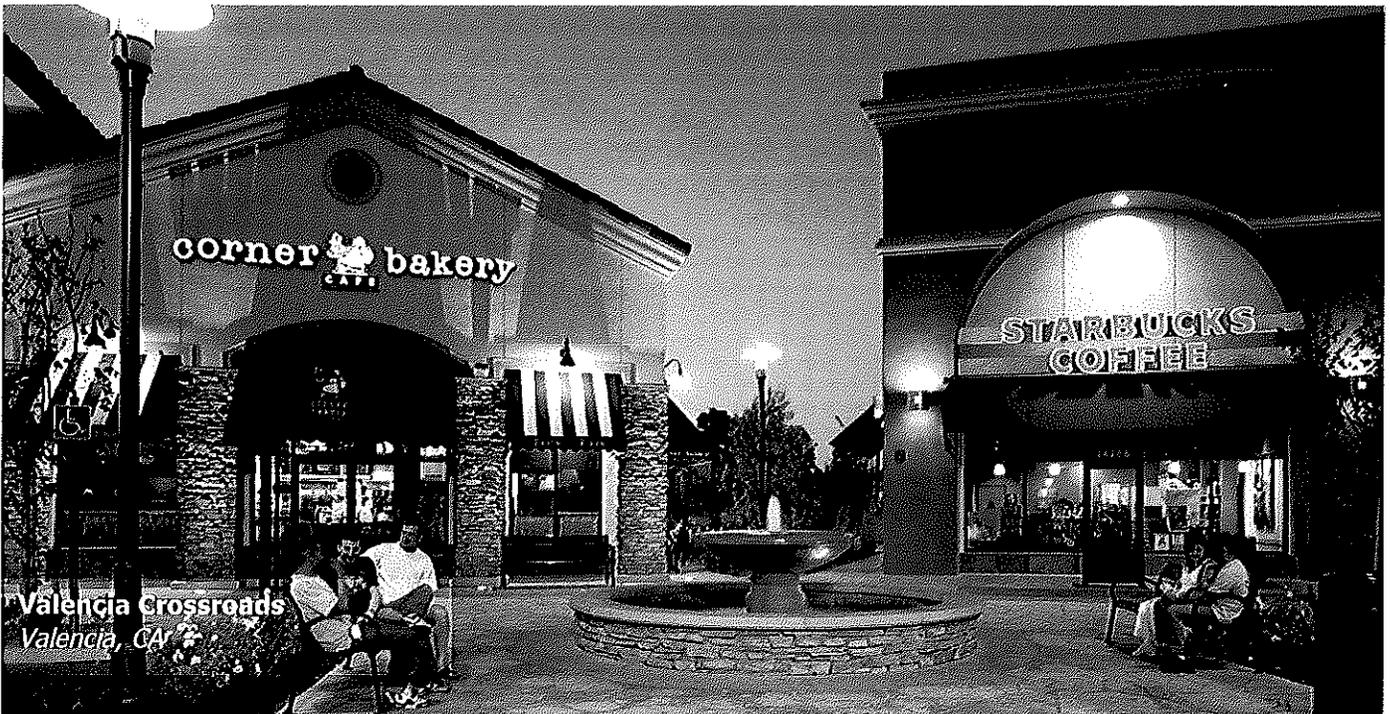
Development Expertise

- 215 shopping centers developed nationally
- 7 projects currently under construction nationwide
- Regency leaders average more than 30 years of experience

Thriving Centers

- Regency grocer sales average more than \$565 per square foot.
- 94.5% average center occupancy over the last five years
- One million shoppers visit a Regency center each year

Regency Centers | Financial Capacity



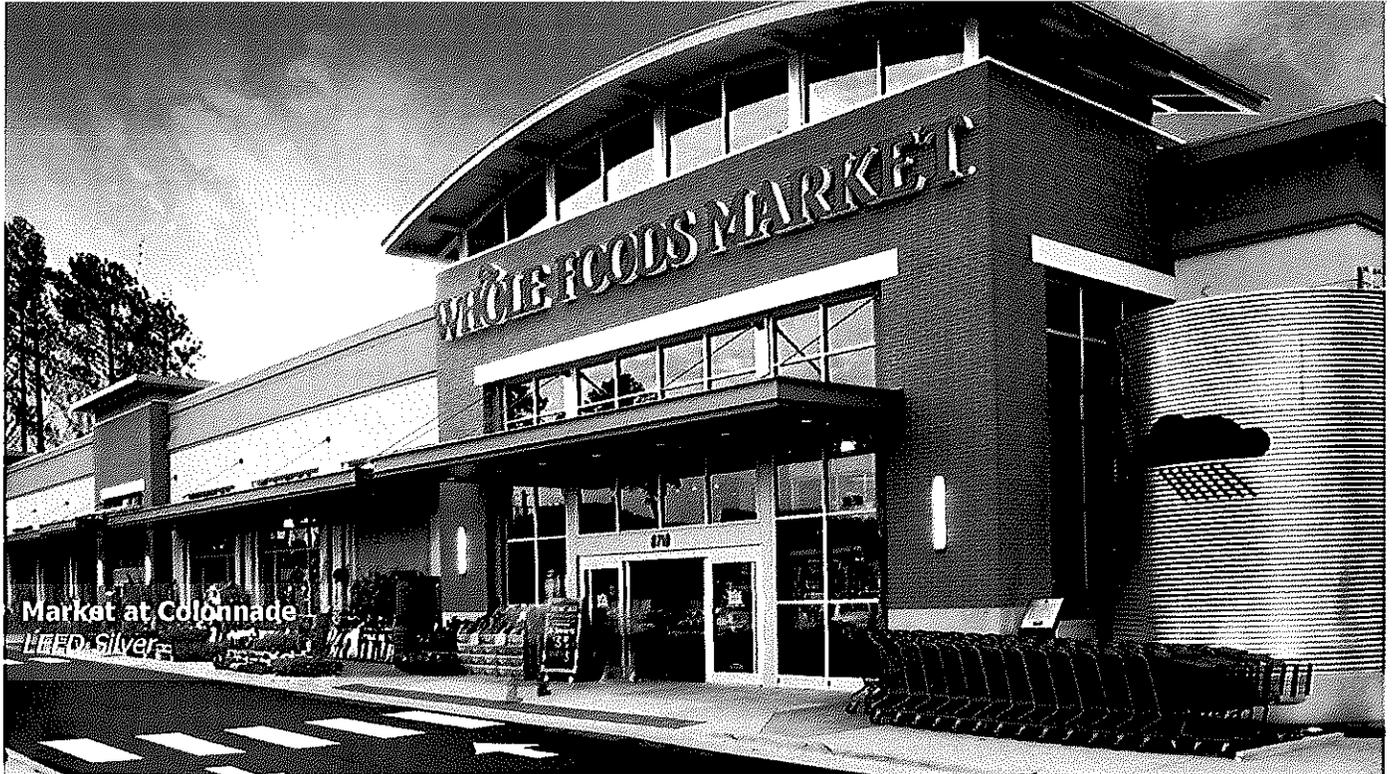
A key aspect of being able to execute our development strategy is our financial capability. With traditional financing partners, developers must subject their concepts to their financial partner's scrutiny.

Developing with our own cash and carrying no financing contingency offers a significant advantage by giving us and our partners the freedom to build centers based on principles learned from the development of our entire portfolio instead of the underwriting requirements of capital partners.

Each new center we design and build is a refined iteration of the successful centers in our portfolio.

- Funding by our own \$800 million line of credit and available cash
- Funds transactions on an "all-cash" basis with no financing contingency
- \$150+ million per year in development starts and redevelopments
- Publicly traded company REG (NYSE) with a total market capitalization of \$6.5 billion
- Additional information can be found at www.RegencyCenters.com in the Investors section

Sustainable Results



greengenuity.

greengenuity® is our commitment to do all that is practical to reduce our environmental impact in developing and operating shopping centers. We believe our commitment leads to better risk management and cost savings, improves our communities, encourages innovation and is in the best interest of our shareholders.

This ongoing commitment is seen through steady improvement in our sustainability performance in five key areas.

Green Building Certification

- 17 LEED-registered projects
- Six received final certification
- Three under construction
- Eight in pre-development

Energy Efficiency

- Completed energy-efficiency projects at 62 of our shopping centers
- Reduced our energy consumption by over 2.4 million kilowatt hours since 2010

Water Conservation

- Implemented smart water management practices at 95 properties
- Reduced water consumption by 294 million gallons since 2009

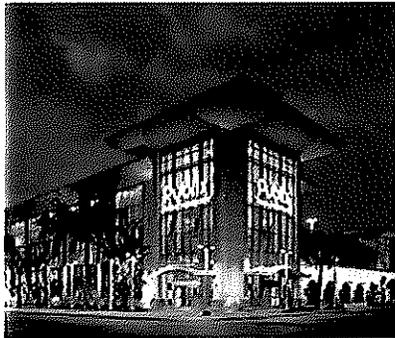
Waste Reduction

- Reused/recycled over 3,400 tons of construction and demolition (C&D) material since 2009

Renewable Energy

- Installed solar energy system at Boston-area Shops at Saugus
- System generates estimated 263,000 kilowatt hours of renewable energy annually

Fisher and Associates, LLC
ARCHITECTS - PLANNERS - INTERIOR DESIGN
AA26001738



2315 Belleair Road
Clearwater
Florida 33764
727.443.4436 (voice)
727.531.6653 (fax)
www.fisherarchitects.com
AA26001738

RETAIL EXPERIENCE

Profile of Fisher and Associates, LLC

Fisher and Associates, Architects, LLC, is a professional design firm composed of architects, interior designers, LEED Accredited Professionals and supporting staff. Over its twenty-nine-year history, the firm has established an industry wide reputation as a leading design firm with extensive experience in commercial, office, retail, television studio, restaurant and industrial work. As the firm's practice has diversified, its geographical scope has widened to include projects throughout the Eastern Region of the United States. The firm maintains an attention to detail and commitment to design quality which has earned numerous professional recognitions, the respect of our peers, and a lengthening list of repeat clients.

Founded in 1985, we've been honing our skills for many years, providing Professional Services in Architecture, Interior Design, and Land Planning. We're undeniably proud of our reputation for quality, timeliness, and excellence. We've earned our experience. Yet, in many ways, we still possess the zeal of an upstart, driven to stretch and push ourselves on every project. Our studio environment combined with the firm's vast resources foster collaboration and encourages innovative thinking and quick response.

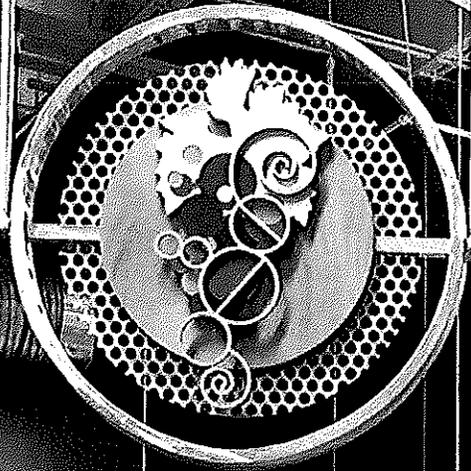
Fisher and Associates has successfully complete over 47 Corporate Headquarters, 437 Publix Shopping Centers, 296 Walgreens stores, 10 Television Production Studios, numerous Restaurant and Religious Facilities, tens of millions of square feet of Retail Power Centers, and millions of square feet of pharmaceutical, industrial and manufacturing facilities many incorporating clean room environments.

"Whom we do business with tells you a lot about how we do business."

Fisher and Associates strives to achieve the most appropriate design by working closely with our clients at all stages of the process, incorporating available information and integrating our experience and expertise within the timeframe required. We are accustomed to working with a variety of construction scheduling methods, including fast track, phased construction and a combination of these with more conventional techniques. Our award winning staff possesses the qualifications, expertise and experience to produce projects, which are both aesthetically pleasing and compatible with budget requirements. We take pride in our continuous relationship with some of the nation's most respected companies and organizations.

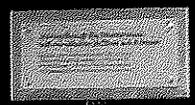
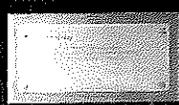


WINE



DELI

Boar's Head



Grape





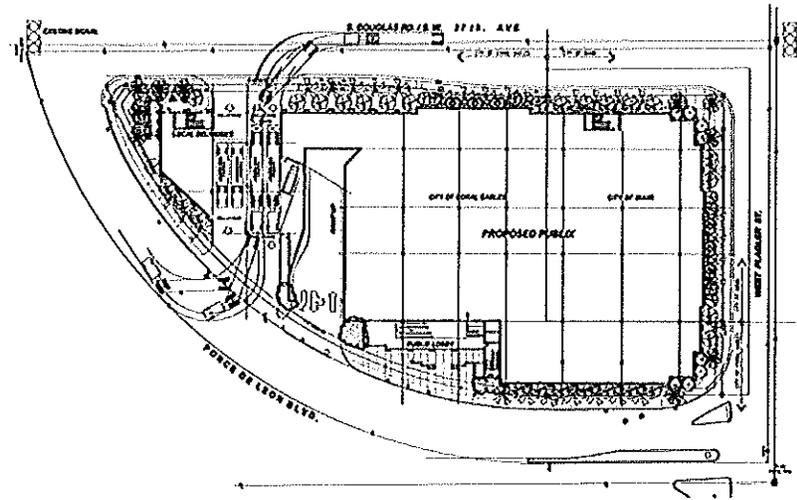
RETAIL



Notable Partnerships

Bealls
Belks
Bed Bath & Beyond
Benderson Development
Best Buy
BJ's Wholesale Club
Cost Plus World Market
Dick's Sporting Goods
Islandway Grill
Liberty Bank
Lifestyle Family Fitness
Kohl's
Marshall's
Mattress Firm
Michael's
North American Properties
Office Depot
Old Navy
Panera Bread
Paradise Ventures
Pets Mart
Pier 1 Imports
Publix Super Markets, Inc.
Regency Centers
RMC Property Group
Ross Dress for Less
Shoe Carnival
Sports Authority
Staples
Starbucks
Stein Mart
Target
Thomasville Furniture
TJ Maxx
Total Wine
Trader Joe's
USAmeribank
Walgreen's

Flagler Publix



When confronted with the difficult task of developing a custom grocery store for a tight site in Coral Gables, Publix Super Markets enlisted Fisher and Associates to design this 56,000 sq. ft. store on grade with two levels of parking above. Utilizing moving sidewalks and elevators, Fisher was able to move the patrons from the elevated parking decks to the custom designed store below. To complicate things further the project lies within both the City of Miami and the City of Coral Gables adding additional permitting and "right to build" challenges.

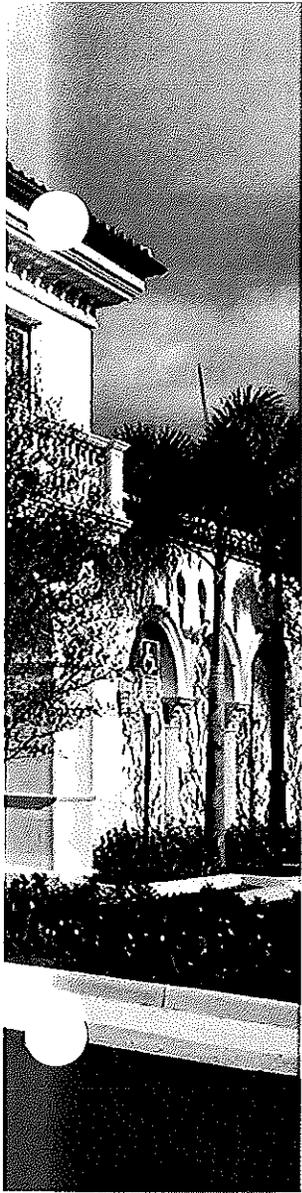




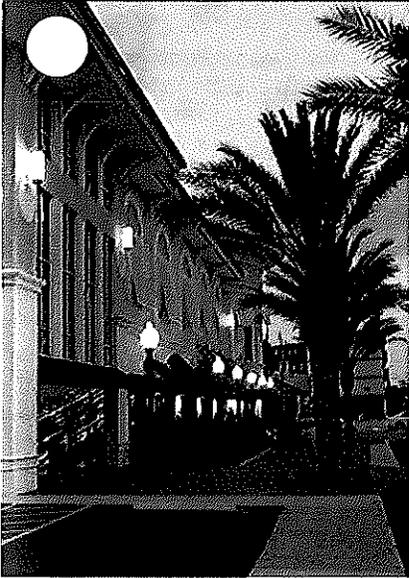
Palm Beach Retail Promenade

The Palm Beach Promenade features 54,000 sq. ft. of retail on the Island of Palm Beach. The design reflects the Venetian influence and architectural style of the town of Palm Beach and is focused around the long covered arcades, elegant iron work, attention to local materials, detailed stonework, and lush tropical plantings. The site features walkways around the store that provide shaded circulation to and from the site along with seating and rest areas to take in the beautiful views of the shopping district.



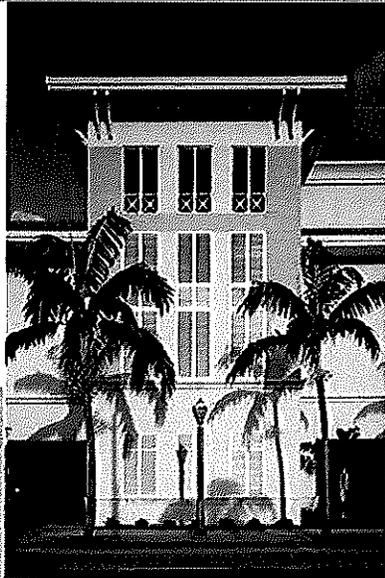


Publix -at- Surfside

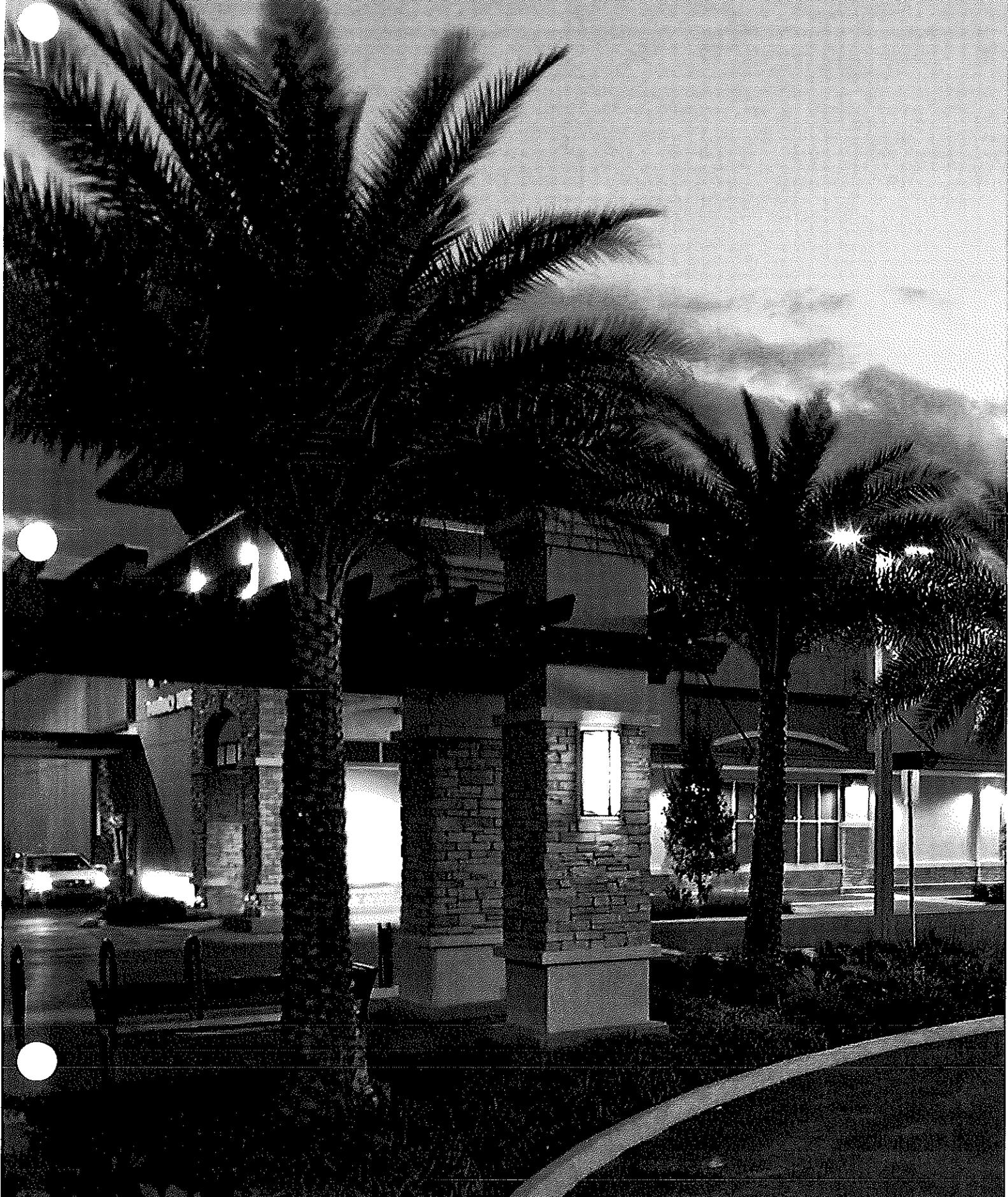


When confronted with the difficult task of developing a custom grocery store for a tight site north of Miami Beach, Publix Super Markets enlisted Fisher and Associates to design this two story facility over a parking garage. Utilizing moving sidewalks and elevators, Fisher was able to move the patrons from the grade level plaza and parking garage, to the custom designed store.





Lakeside Village



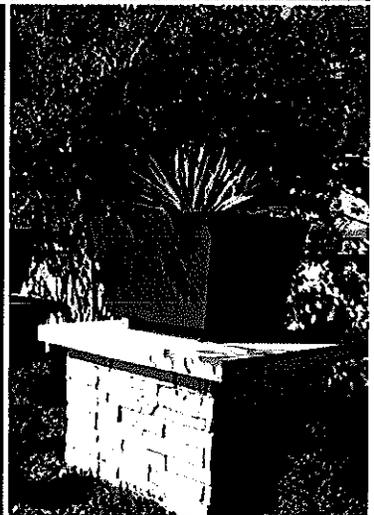
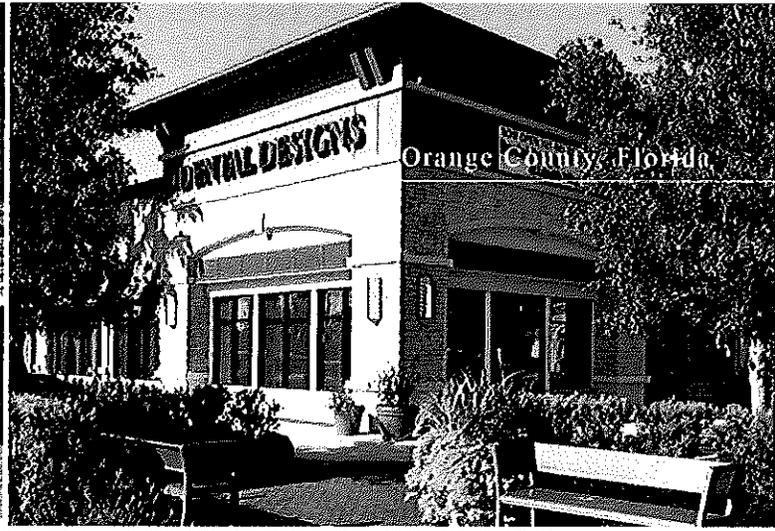
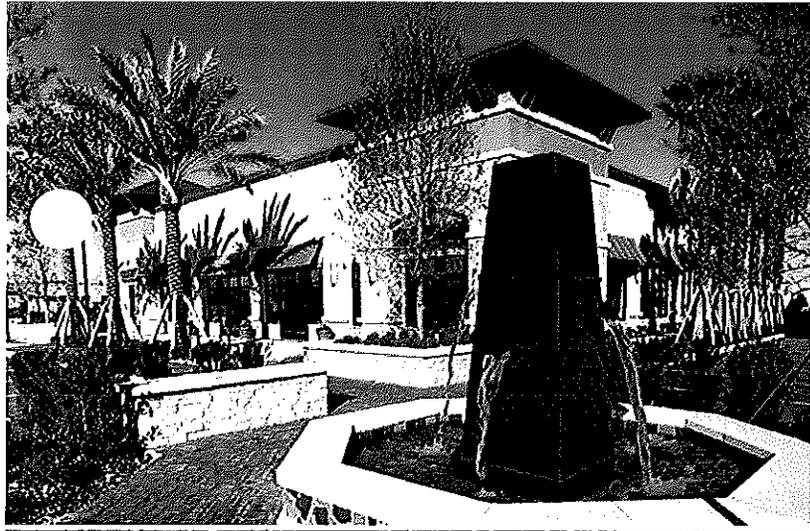
As an anchor to one of Orange's newest Town Center Development Cores, Lakeside Village serves as the civic and retail heart for the surrounding residential district. To accomplish this task the development was designed as a vital, vibrant center containing a variety of residential, retail, office, restaurant and entertainment uses. The core incorporates regional materials and a neutral color palette, unifying the center with a Florida Vernacular that relates to the surrounding community. Building forms have an asymmetrical orientation to internal drives and pedestrian paths which are lined with lush landscaping and colorful plants as well as a variety of signage and graphics to guide and enhance the overall shopping experience.



Lakeside Village Retail

Lakeside Village serves as the civic and retail heart for the surrounding residential district. The development was designed as a vital, mixed-use center containing a variety of residential, retail, office, restaurant and entertainment uses. The core incorporates regional materials and a neutral color palette, unifying the center with a Florida Vernacular that relates to the surrounding community. Building fronts have their primary orientation to internal drives and pedestrian paths which are lined with lush landscape and trellised patio areas providing its clientele with a pleasant outdoor transition between shopping destinations.





Port Saint Lucie

This regional power center situated along interstate I-95 frontage in Port St. Lucie, Florida consists of three buildings totalling 302,000 sq. ft. within phase one. The project contains numerous clothing, service, decor, electronics, and household goods retailers, as well as a number of restaurants. The Mediterranean revival design allows the project to have an impressive appearance while meeting the strict requirements of the Port St. Lucie design criteria.



- Bealls
- Petco
- Ross
- Nutrition Smart
- A.C. Moore
- Circuit City
- Staples
- Panera Bread
- Stein Mart
- Shoe Carnival



BEALLS



Hialeah Park Publix Sabor

The Publix Sabor in Hialeah, Florida, located adjacent to the Hialeah Park Racetrack, illustrates a Spanish Mediterranean style aesthetic, allowing the project to compliment it's surroundings. Created with Spanish glass tile, faux wood balconies, barrel tile roofs, dental crown mouldings, and iron work, the design speaks to the architectural influence of the area. The site walls, color palette, and architectural features were all designed to remain contextual with the nearby Hialeah Park. The 40,000 sq. ft. store is surrounded by lush tropical landscape architecture and walks to create an inviting site for patrons.





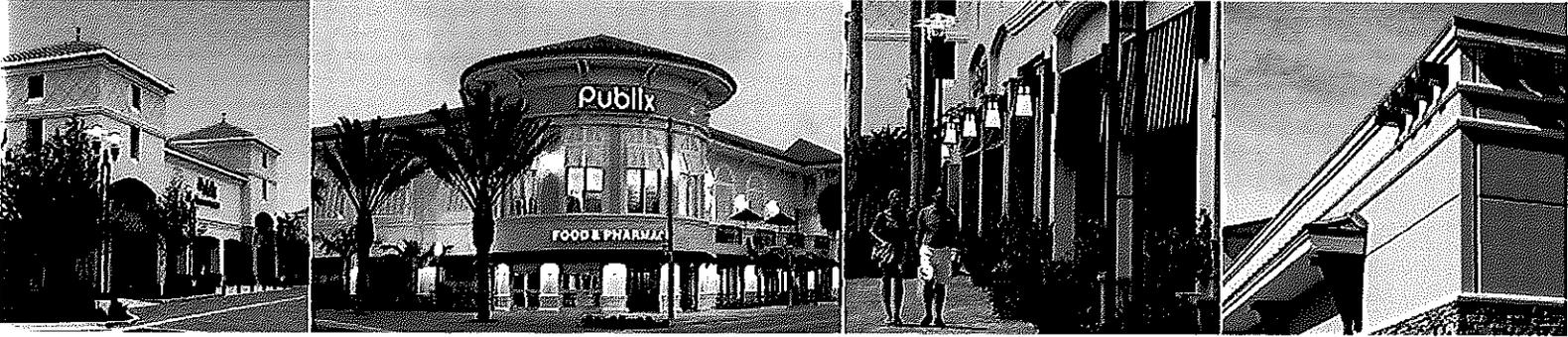
Courtyard at Countryside

This community service retail center has been constructed in the retail corridor of Countryside. The projects sits adjacent to a Kohl's department store and Total Wine. The color and material palette tie the center together and allow the contemporary design to fit harmoniously with its surroundings. The corner tower serves as an anchor to a major roadway south of the site.

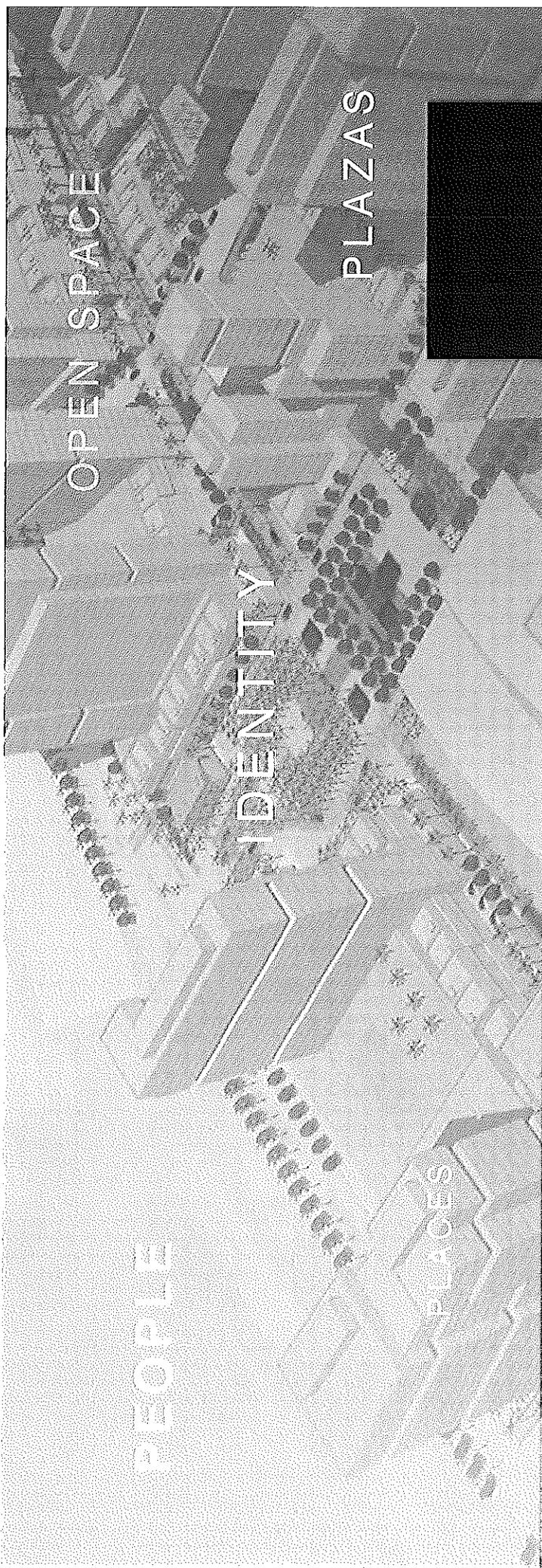
- Kohl's
- Total Wine
- Panera Bread
- Barnie's Coffee
- Fedex Kinko's



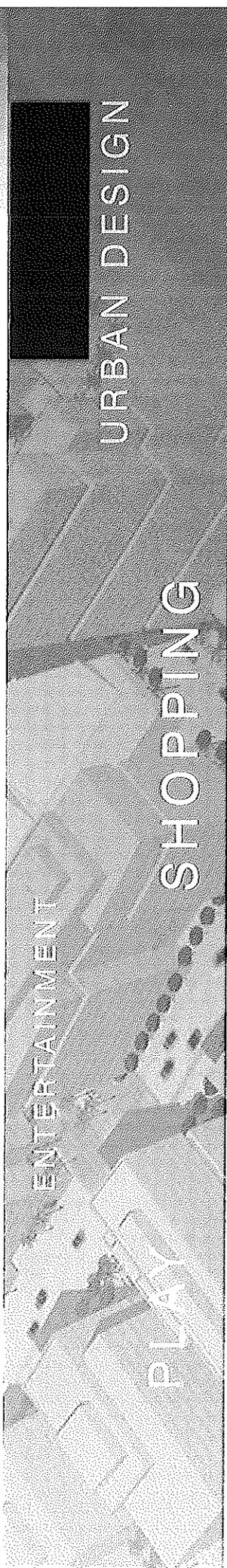




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placemaking

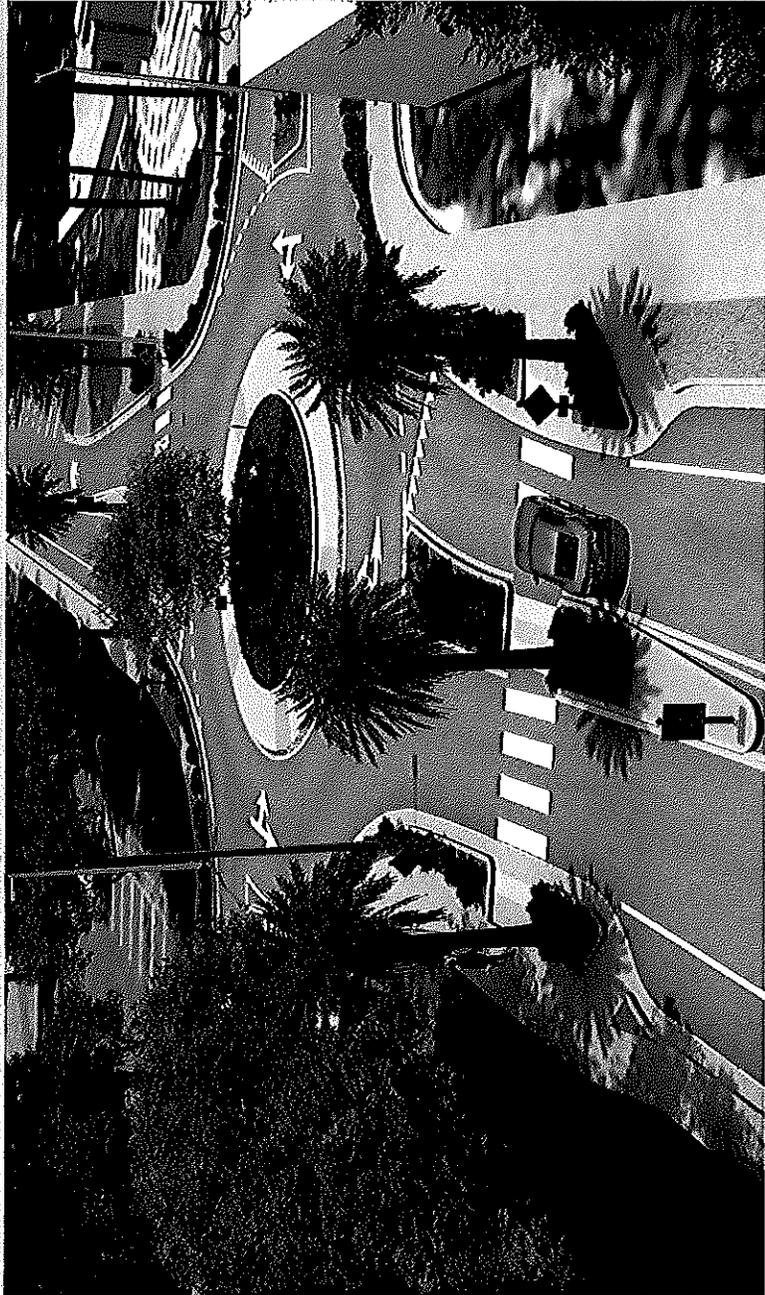


**Kimley-Horn Overview
and Consulting Qualifications**
Kimley-Horn and Associates, Inc. has provided consulting services for public and private clients since its founding in 1967. Throughout the years, we have grown from a small group of engineers and planners to a 1,700+ person, multidisciplinary firm recognized as a leader in land development services. We have 45 years of experience—25 in California.

Our staff's capabilities encompass all phases of a project from early planning through construction observation. Our hallmark is our ability to effectively integrate engineering, planning, and landscape architecture services to efficiently meet client objectives.

Kimley-Horn's long association with local, state, and federal governments has given us broad project experience. Our project history illustrates our ability to manage projects of varying sizes, types, and complexities. We also guide clients through increasingly intricate regulatory processes. In addition, many members of our staff are former local, state, or federal engineers and planners, who offer special insight into the development approval process.

kimley-horn overview



Kimley-Horn Placemaking. The ability to merge multiple, in-house disciplines such as landscape architecture, planning and engineering is what makes Kimley-Horn unique. Combined, we call this particular combination of services "placemaking," because that is exactly what they allow us to do: create an original and distinct "place."

Our placemaking professionals come to the table with both national experience and a local sensibility. They are able to provide comprehensive, working solutions to the planning and design of public and urban spaces. From teaming with architects and working with contractors and suppliers to specifying materials and design elements, Kimley-Horn will provide you with an attractive, sustainable final product with an emphasis on the people who ultimately will inhabit the space.

We can say this with certainty because we are every bit as passionate about creating a vision for your project as you are. We'll work with your team, the land itself, and a rich palette of landscape and hardscape materials to shape your site into a distinctive project that realizes your vision. Applying creativity to expand your opportunities while staying in your budget, our designers develop visual environments with meaningful themes, distinctive images, and a strong sense of place.

Let us help you imagine the possibilities.

Throughout the following pages, you will learn more about Kimley-Horn's placemaking services and focuses such as:

- Visioning/Consensus Planning
- Urban Planning
- Landscape Architecture/Urban Design
- Parks and Recreation
- Tribal Communities
- Streetscape Design
- Higher Education
- Predevelopment
- Site Development
- Mixed-Use Communities
- Development Amenities
- Sustainable Design

Visioning Consensus Planning

Today's redevelopment and public sector projects require an effective consensus among a broad range of stakeholders. This consensus is critical for transforming a creative idea into reality. Our philosophy goes well beyond simply informing stakeholders of what's going on. Whether a two-day charrette or a two-hour workshop, our collaborative and inclusive approach will engage the public in the process, educate them on the issues, and make them a part of the solution. In short, our proven process helps our clients make the ideal real.



Urban Planning

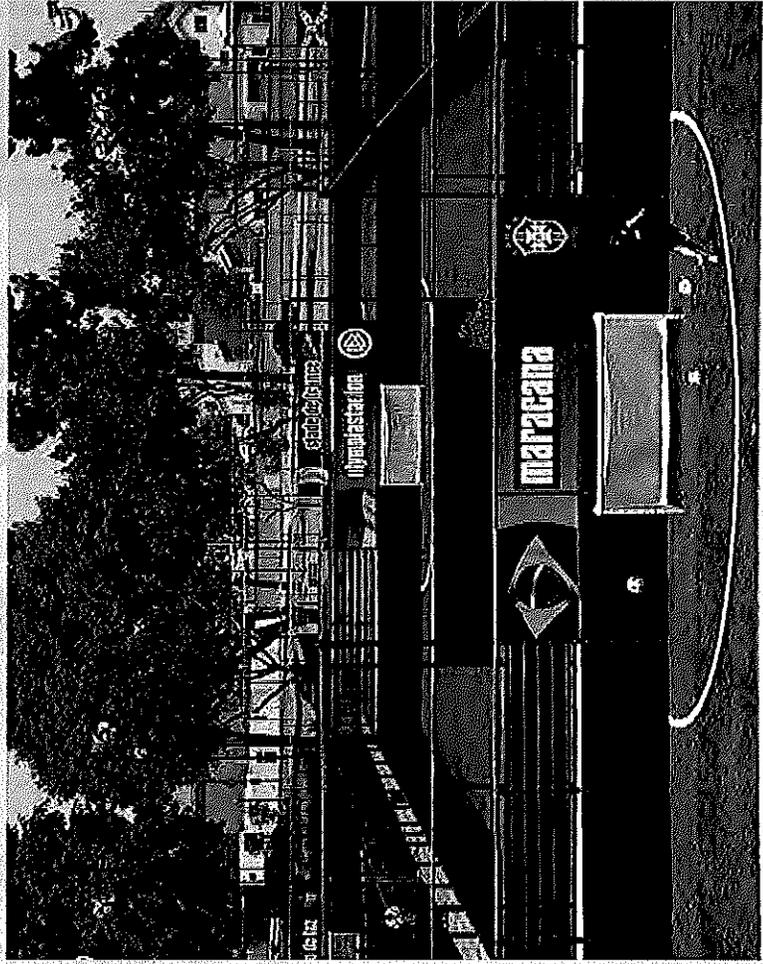
We will work closely with you to meet your goals and objectives. Kimley-Horn has a stellar reputation for successful streetscape and urban redevelopment projects. We provide urban and development planning and landscape architectural services for numerous public and private clients. Our urban planners and landscape architects have wide-ranging public sector experience—from conceptual planning and downtown revitalization programs to parks and recreation planning.

Higher Education

From community colleges to state universities, higher education campuses provide for the multiple needs of students, faculty, adjacent residents and the community. Creating successful campuses requires an understanding of the types, functions and relationships between outdoor spaces.

Exterior campus spaces are outdoor classrooms where synergy occurs through unplanned encounters, and the campus and community celebrate each other and education. We approach campus design knowing that the landscape can foster and support university and community functions. This approach requires skill at balancing multiple objectives of function, sustainability, life-cycle costs, aesthetics, program objectives and budgets. Kimley-Horn can do this and more.

We seek to help make campus recruiting easy. Our designs help communicate a very unique place-sensitive campus image—one which has both beauty and function.



Landscape Architecture & Urban Design

Kimley-Horn's landscape architects and urban planners have extensive public- and private-sector experience, ranging from mixed-use developments to municipal streetscapes and road improvements. Our team can help you develop a pleasing visual environment while remaining sensitive to your budget and long-term maintenance obligations.

We specialize in providing detailed landscape and hardscape themes that provide unique solutions to high-impact areas in and around the project site. During the design development phase, we will create a clearly identifiable landscape and hardscape image for each project that is value engineered for cost effectiveness.

Plans often feature analysis of ...

- Functional stormwater BMPs and other sustainable design features.
- Provisions for Crime Prevention Through Environmental Design (CPTED) and Americans With Disabilities Act (ADA) requirements.
- Design of park amenities, including tennis and basketball courts, amphitheaters, fitness trails, football fields.
- Planting design scenarios that are unique to the streetscape and roadway.
- Cost-effective hardscape features.



Parks and Recreation

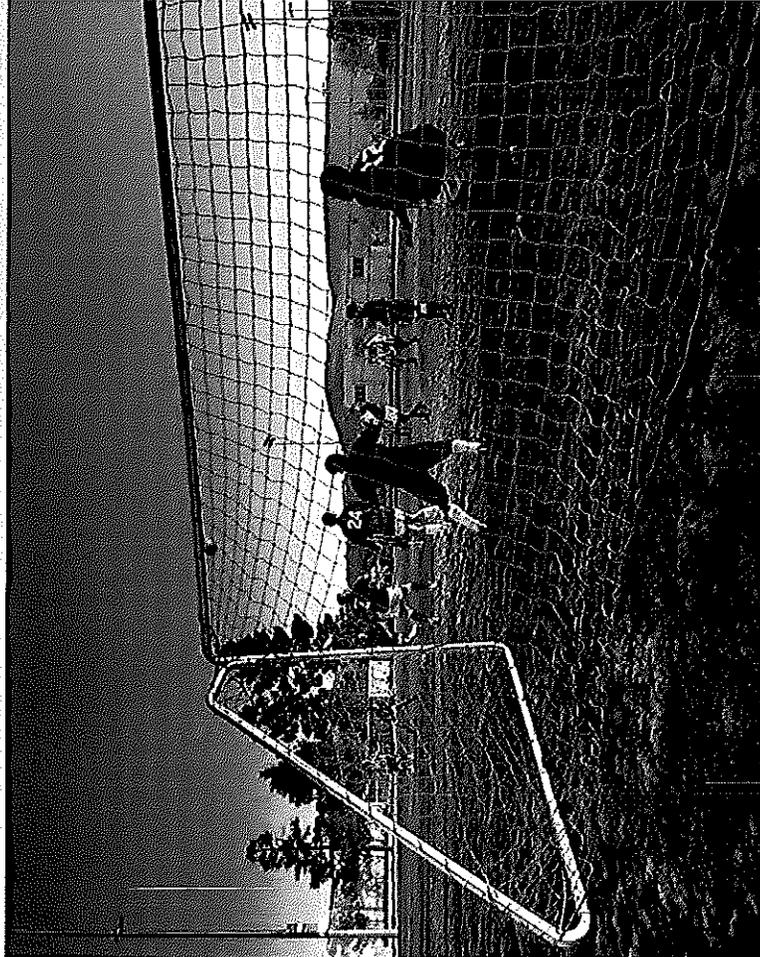
Kimley-Horn is among the premier parks and recreation planners in the country. From aquatic centers and water parks to sports complexes and local community parks, our integrated approach to planning, engineering, and design will result in public consensus for the improvements and a successfully built project. Our proven approach will help turn our clients' ideas into destinations where memories are made.

Tribal Communities

Kimley-Horn understands that indigenous communities hold unique and personal beliefs about nature and the role of what many refer to as "the connections between people and place."

Nature, cosmos, storytellers, storytelling and symbolism are all immensely important culturally, and inspiration is found in the mountains, trees, rivers, stones, celestial bodies, mist, water and plants. Creation stories are important aspects of culture, and community knowledge of history and language are verbal and visual, rarely written. Clans are linked through sharing, song, villages share, inter-connectedness is important through offerings and growth celebrations.

Placemaking is inherent in Tribal community development. We help our Tribal clients achieve connections to "place" through building orientation, alignment of windows and views, capturing light into spaces, integrating special symbology in ground plane patterns, planting culturally significant plant species, and placing rocks and features purposefully.



Streetscape Design

Our success in streetscape master planning, design, and construction observation results from a finely tuned balance between landscape architecture, roadway design, and civil engineering. Ultimately, our goal is to respond to the specific needs of each project. Kimley-Horn's experience with major streetscape projects demonstrates our ability to seamlessly merge a myriad of aspects of master planning to achieve the client's goals. Our ability to provide a broad range of services helps us successfully implement our client's vision, while solving the specific engineering challenges that each project presents.

kimley-horn overview

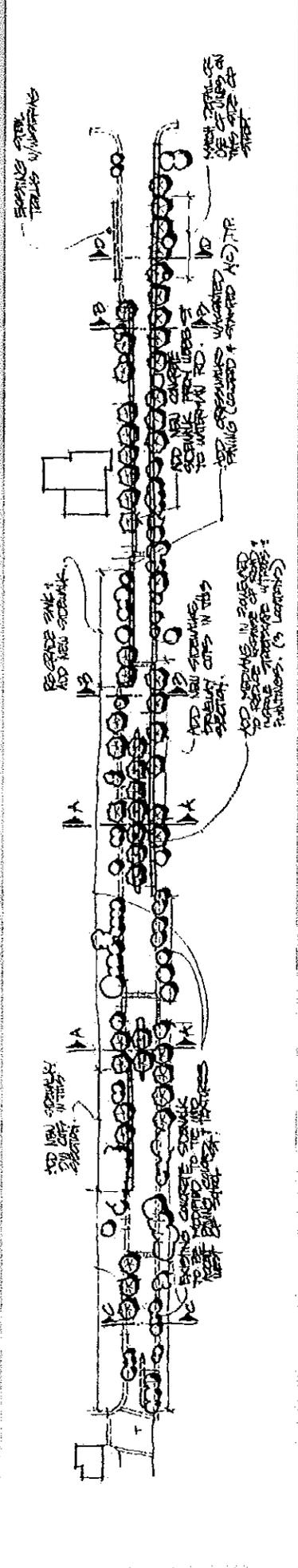


Predevelopment

Kimley-Horn assists clients in creating marketable projects by analyzing their development potential and securing required government agency approvals. Our staff helps clients develop business plans that outline development options, which will maximize a property's value based on an analysis of project timing, potential markets, and constraints.

The features and potential constraints to development that a land buyer should evaluate include potential utility connections, access characteristics, existing and projected traffic capacity of surrounding roadways, flood plain designations, underground easements, environmental sensitivity, and public response. Kimley-Horn has the capability to perform these and other evaluations for our clients. Our predevelopment planning process includes the following steps:

- Analyzing regulatory constraints, including zoning, other land use regulations, and environmental issues
- Creating alternative development concepts
- Using computer models to analyze alternatives by varying land uses, densities, and financing methods
- Preparing alternative conceptual development plans
- Obtaining approvals

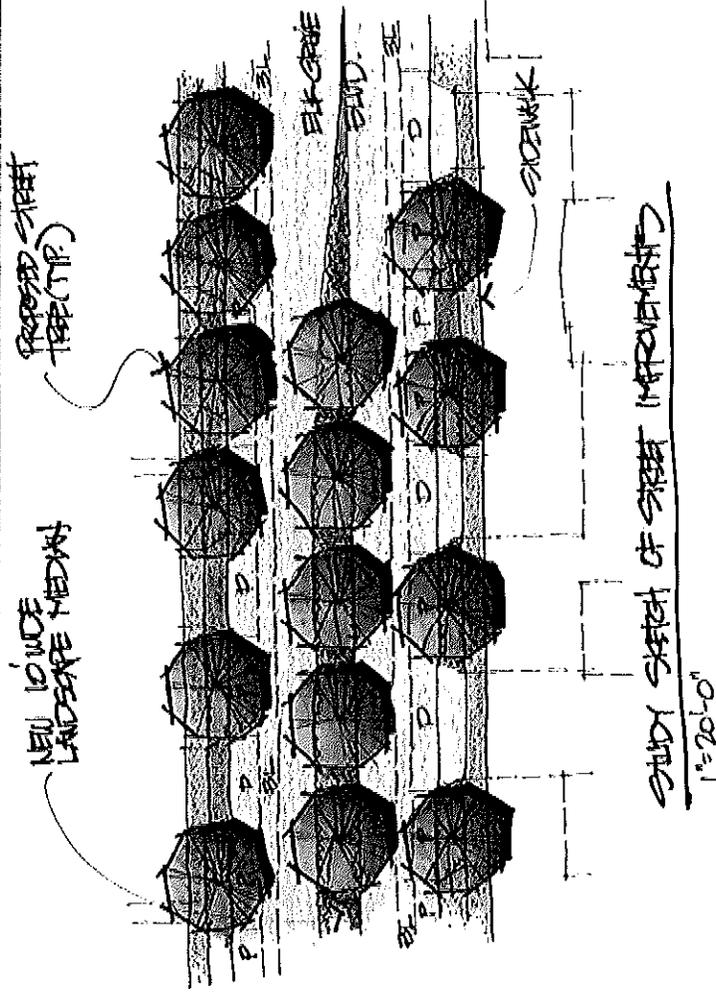


Site Development

Our staff has experience investigating and solving complex planning issues for private developers. Conducting field investigations, collecting and analyzing background data, and establishing meaningful goals and objectives are all prerequisite steps in our planning process.

We are aware of environmental and financial constraints normally associated with the land development process and are committed to developing plans that work. In collaboration with our clients, we provide land planning services to help create site plans with maximum development yield.

kimley-horn overview





Mixed-Use Communities

Creating successful mixed-use places requires close coordination of land use and transportation elements, such as:

A well connected, pedestrian-scaled circulation system:

Walkable urban blocks with lighting, street furniture, landscaping, wide sidewalks, and public spaces are critical in encouraging people to walk.

Transit orientation: A successful mixed-use district should

be well-served by transit facilities designed for convenience, comfort, and safety. Density should be appropriate and compact. Uses should complement one another.

Parking: Depending on the type and configuration of land uses, a convenient supply of public and private parking is essential.

An efficient transportation network is one that serves local and community needs for longer distance travel, goods movement, and emergency services.

The Kimley-Horn team understands how to coordinate these critical elements into the design and construction of a mixed-use district. We also know how to incorporate zoning, mixed-use development guidelines, comprehensive transportation plans, and context-sensitive design standards for mixed-use areas within a mature urban environment.

Development Amenities

Kimley-Horn provides complete design and construction observation services for development amenities, including swimming pools, sun decks, playgrounds, golf cart bridges, underpasses, and dune walk-over structures for private residences, condominium developments, and municipalities. We have also provided design services for clubhouses, tennis courts, and golf courses for resort communities.

To encourage pedestrians to congregate and enjoy their surroundings, we can also design green spaces, great lawns (large, expansive green spaces that set the stage for open recreational activities), tier gardens, oval gardens, sculpture parks, and dog runs.

Construction

Kimley-Horn provides construction phase services on most of its development projects. Services typically include consultation during the invitation for bid, pre-construction, and construction periods. We attend pre-bid, pre-construction, and weekly construction meetings, hosted by the owner or the contractor. We also review shop drawings and other contractor submittals and respond to contractor requests for information.

If requested, we can monitor construction activities and progress, and prepare as-built drawings. Other services include reviewing monthly pay estimates and coordinating punch list inspections and materials testing. Supporting our clients during the construction phase helps ensure successful implementation of our designs and the realization of our client's vision.



Representative Kimley-Horn P3 Projects

Kimley-Horn has provided a wide range of services for projects that fall into the category of Public-Private Partnerships (P3). Many of these projects have gone through numerous phases, and in some cases, Kimley-Horn has provided services to both the public and private partners. The following representative projects are provided to give you a sense of the firm's capabilities as well as the depth and breadth of our P3 experience.

Ocean Park and Humiston Park Renovations, Vero Beach, FL

Kimley-Horn provided a full array of services for Ocean Park in Vero Beach, a mixed-use building that contains 12 high-end oceanfront and ocean-view condominiums, 3,000 square feet of retail space, and a 75-seat oceanfront restaurant. The property previously contained three separate dilapidated buildings badly in need of redevelopment. Our services included site planning, assisting the City in crafting an ordinance that would permit the project, park design, streetscape, civil engineering, City of Vero Beach approvals, and regulatory agency permitting.



The project also involved improvements to the City's adjacent Humiston Park, including parking expansion and extensive landscaping. In addition, a new pedestrian promenade, streetscape improvements, and additional parking were constructed along Ocean Drive, Vero Beach's main beachside shopping street.

This was the first major public/private partnership between City and a developer in City of Vero Beach. Ocean Park is now a major anchor building at the south end of Vero's beachside business district.

Ponce City Market (formerly known as City Hall East), Atlanta, GA

Ponce City Market, a two million square-foot structure, is an adaptive reuse development of the historic Sears, Roebuck & Company building, which for a time was used as Atlanta's City Hall East. It will house a mix of retail, dining, office, and residential space adjacent to the Atlanta BeltLine Corridor. Kimley-Horn is providing transportation and parking consulting services to the development team to balance the pedestrian and vehicular needs throughout the site. Kimley-Horn also performed a detailed review of the parking proposed within the existing building structure, proposing alternative parking configurations, ramping systems, and vehicular flow to efficiently utilize the existing floor space.



Representative Kimley-Horn Mixed-Use Projects

Midtown Miami Brownfield Redevelopment, Miami, FL

Located in the heart of Miami, this 56-acre brownfield is the largest redevelopment project in the City of Miami. Kimley-Horn worked with the architectural design team to develop a truly urban mixed-use master plan that can support 4,500 residential units, 1.2 million square feet of commercial development, and offices and parks. The design includes nearly 12,000 linear feet of urban streetscapes, a linear park system, an urban plaza, and a series of vest pocket parks. Kimley-Horn authored streetscape design guidelines for the project and prepared a regional activity center (RAC) justification report to increase DRI thresholds. We have designed all public infrastructure including roadways, utilities, traffic, landscape, and urban planning. To date, the firm also has been the landscape architect and civil engineer of record for all private-sector developments within the project.



SoDo (South of Downtown Orlando) Mixed-Use Development, Orlando, FL

SoDo is a 700,000-square-foot mixed-use development located just south of Downtown Orlando. The center is anchored by SuperTarget, TJ Maxx, and 24 Hour Fitness and includes nearly 400,000 square feet of retail and restaurant space; 75,000 square feet of office space; and 330 residential units. The project also contains two multi-story parking decks with more than 2,000 spaces. The parking decks were located on opposite sides of the main street boulevard and designed with wraparound retail on the ground floor of each structure as well as office space on the second floor of one of the structures and residential units on the other parking deck's second floor. SoDo expands the revitalization of Downtown Orlando southward, transforming a former industrial block into an urban activity center.



Kimley-Horn provided planning and civil engineering services for the redevelopment of this 22-acre site, which included providing planning assistance through the City of Orlando, site design, and construction phase services. We also provided permitting through the St. Johns River Water Management District, City of Orlando, Florida Department of Environmental Protection, and Orlando Utilities Commission. Off-site improvements included major roadway and drainage improvements for Grant Street from Orange Avenue

to the CSX railway, roadway and drainage improvements for Crystal Lake Drive from Orange Avenue to Kunze Street, Orange Avenue improvements, and utility extensions.

Port St. Lucie Civic Center, Parking Garage, and City Plaza, Port St. Lucie, FL

The Port St. Lucie Civic Center is a state-of-the-art facility distinctive in its design and diverse enough to meet the needs of all residents. As a subconsultant to the architectural firm for this design-build effort, Kimley-Horn provided the design for site civil and structural improvements for a new 100,000-square-foot, multi-purpose complex located in Port St. Lucie.

The civic center anchors the overall City Center downtown development which is a variety of mixed uses including commercial, retail, and residential, all situated on a large redeveloped strip center site. The interactive public plaza includes an amphitheater and a fountain.



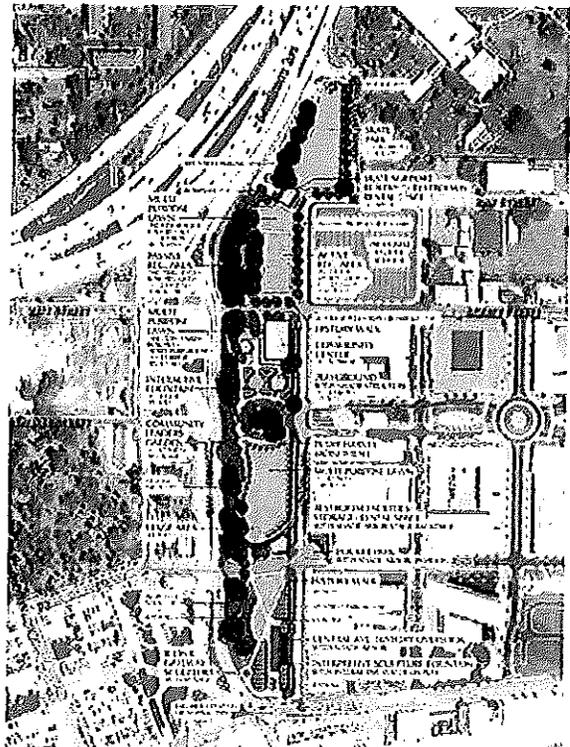
The civil and landscape design included a roundabout driveway entrance, relocation of a 2.5-acre lake, bulkhead design, paving, grading, and drainage design for an upscale plaza and courtyard, utility design, a five-story parking garage, and other site related improvements.

KHA was also responsible for preparing South Florida Water Management District surface water management permits and Florida Department of Environmental Protection utility permits. Landscape architectural services for this project included all landscaping for the civic center, pedestrian lighting, hardscape, and irrigation design.

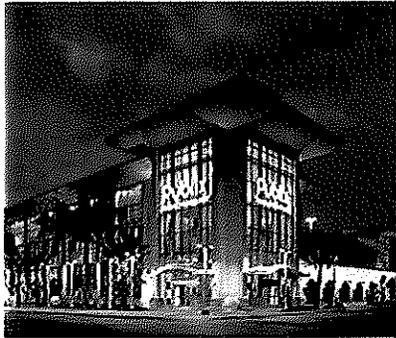
Combining elegance, versatility, recreation and culture, the City of Port St. Lucie's Civic Center will be the destination of choice for Treasure Coast residents for many years to come.

Perry Harvey Park Design, Tampa, FL

Kimley-Horn is providing design services for the renovation of Perry Harvey Park. Themed around Tampa's Central Avenue neighborhood and business district's rich and vibrant history, this project offers an exciting opportunity to celebrate Tampa's past while enriching the user experience through implementation of enhanced park features. Key program elements include a Central Avenue History Walk, transformation of the existing skate bowl into a state-of-the-art skating facility, and reinvigoration of the park as a neighborhood destination and family gathering area. Landscape architecture and engineering services include program refinement; construction cost estimation; schematic design and design development; preparation of construction documents for bidding; submittal and tracking of all regulatory permit applications; ADA and City of Tampa code compliance; shop drawing reviews; associated activities required during construction; and public involvement.



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RETAIL EXPERIENCE

Profile of Fisher and Associates, LLC

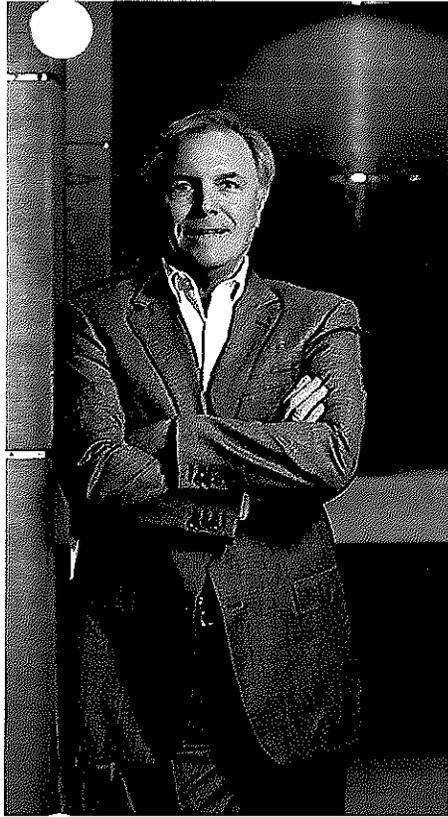
Fisher and Associates, Architects, LLC, is a professional design firm composed of architects, interior designers, LEED Accredited Professionals and supporting staff. Over its twenty-nine-year history, the firm has established an industry wide reputation as a leading design firm with extensive experience in commercial, office, retail, television studio, restaurant and industrial work. As the firm's practice has diversified, its geographical scope has widened to include projects throughout the Eastern Region of the United States. The firm maintains an attention to detail and commitment to design quality which has earned numerous professional recognitions, the respect of our peers, and a lengthening list of repeat clients.

Founded in 1985, we've been honing our skills for many years, providing Professional Services in Architecture, Interior Design, and Land Planning. We're undeniably proud of our reputation for quality, timeliness, and excellence. We've earned our experience. Yet, in many ways, we still possess the zeal of an upstart, driven to stretch and push ourselves on every project. Our studio environment combined with the firm's vast resources foster collaboration and encourages innovative thinking and quick response.

Fisher and Associates has successfully complete over 47 Corporate Headquarters, 437 Publix Shopping Centers, 296 Walgreens stores, 10 Television Production Studios, numerous Restaurant and Religious Facilities, tens of millions of square feet of Retail Power Centers, and millions of square feet of pharmaceutical, industrial and manufacturing facilities many incorporating clean room environments.

"Whom we do business with tells you a lot about how we do business."

Fisher and Associates strives to achieve the most appropriate design by working closely with our clients at all stages of the process, incorporating available information and integrating our experience and expertise within the timeframe required. We are accustomed to working with a variety of construction scheduling methods, including fast track, phased construction and a combination of these with more conventional techniques. Our award winning staff possesses the qualifications, expertise and experience to produce projects, which are both aesthetically pleasing and compatible with budget requirements. We take pride in our continuous relationship with some of the nation's most respected companies and organizations.



William Fisher, Architect of Record

President of Fisher and Associates, LLC. – As the Founder, President, and Architect of Record, Mr. Fisher is responsible for the coordination of all projects within the firm. His day-to-day responsibilities include contracts, coordination and production of Construction Documents, and the management of the operations of the firm. Since founding Fisher and Associates in 1985, he has established a profession wide reputation as a leader in the Architectural field with extensive experience in commercial, office, retail, television studio, restaurant, and industrial projects. With his leadership, the firm has been responsible for millions of square feet of new construction including projects for Publix Supermarkets, Home Shopping Network (HSN), Raytheon, Bay News 9 Television Studios, Bright House Networks, Quaker Oats, Nabisco, Georgia-Pacific, Gatorade, Harrod Properties, Highwood Properties, Danka, Kodak, Melitta of North America, DEX Corporation, PODS Corporation, R. P. Scherer, and Lucent Technologies.

In addition to his professional career, Mr. Fisher remains a Guest Lecturer at the University of Florida College of Architecture, and serves as a Director on the Morton Plant Mease Hospital Foundation, a Member & Past Chairman of the Board of Trustees of Clearwater for Youth, is the Chairman of a Tampa Bay based Social Charitable Foundation and serves on several Hospital, Charitable, Community, Religious, and Social Committees.

Education:

Clearwater High School
Bachelor of Architecture
Magna Cum Laude
University of Florida - 1981
Master of Arts in Architecture
University of Florida - 1983

Registration:

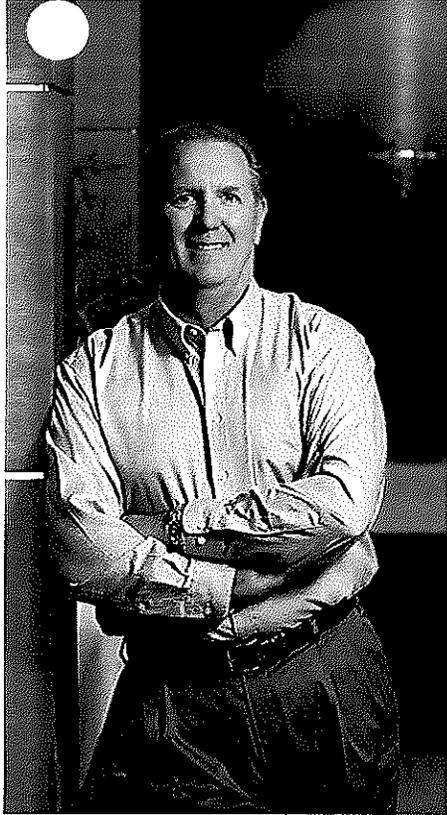
NCARB Certified - 1985
Florida
Alabama
Georgia
North Carolina
South Carolina
Tennessee
Virginia
Maryland
New York
Pennsylvania
Ohio

Organizations:

- Director of the Morton Plant Mease Hospital Foundation
- Member, Morton Plant Mease Hospital Community Impact Board
- Member & Past Chairman, Board of Trustees of Clearwater for Youth
- Commodore-Carlouel Yacht Club
- Guest Lecturer - University of Florida College of Architecture
- Member of the College of Architecture Graduate School final design review Jury - University of Florida
- Member University of Florida Athletic Association - Bull Gator
- Member, Board of Directors of First United Methodist Church
- Member of the Finance Committee, First United Methodist Church
- Usher, First United Methodist Church
- Founder of the Krewe of the Santa Margarita
- Chairman Krewe of the Santa Margarita Charitable Foundation
- Founding Member, Plumb School Advisory Council
- Past Member, City of Clearwater Charter Review Committee
- Past Member, Board of Directors of the Long Center
- Past President, local Homeowners Association

Professional Affiliations:

- American Institute of Architects (AIA)
- Member, Southern Building Code Congress
- Member & Guest Speaker ICSC (International Council of Shopping Centers)
- Member NAIOP (National Association Industrial & Office Parks)



Bryan Fisher, Director of Design

As Director of Design, Mr. Fisher is responsible for the development and coordination of all design elements for projects within the firm. His day-to-day responsibilities include the development and production of projects through the design process. Since joining Fisher and Associates in 1986, he has been responsible for the design of all projects produced by the firm. Projects of note include corporate Headquarters for Home Shopping Network, Bright House Network, Melita of North America, Pods Corporation, Raytheon Company, Lucent Technologies and The World Headquarters for FELD Entertainment, producers of The Ringling Brothers Circus as well as the design of office buildings for developers such as Harrod Properties, and Highwood Properties. In addition he has created hundreds of retail projects for client partners including Publix Supermarkets, Benderson Development, Regency Development, Sembler, Brandon Development, Boos Development, North American Properties, and Paradise Development.

His functional yet aesthetically pleasing approach to architectural and interior design has won him praise from his peers, his clients and the construction community having in the process received a number of Design and Community Awards for his outstanding design abilities.

Organizations:

- Coach for under 18 girls Largo Club Soccer.
- Member, Clearwater Central Catholic Football Boosters.
- Member, Clearwater Central Catholic Wrestling Boosters.
- Member, Krewe of the Santa Margarita.
- Member, Parish Council of Espiritu Santo Catholic Church.
- Past Member, St. Cecelia Interparochial School Advisory Council Summit.
- Member, St. Cecelia Interparochial School Building Committee.

Land Development



Greenberg Traurig's Land Development Practice advises clients on projects from inception through issuance of building permits and certificates of occupancy. Our work encompasses due diligence investigations, public and private financing, land use entitlement and construction permitting for a wide range of development and redevelopment projects. We understand that land use is always local in nature, dependent upon the particular laws and political climate of the city and state where a project is located. We support clients with our knowledge of such local conditions, along with established working relationships with local regulators – all backed by GT's national perspective and resources.

An Experienced, Multidisciplinary Team

- A national team with decades of experience in the field of environmental and land development law
- Advocates for our clients' interests at all levels of governmental regulation – federal, state, regional, county and municipal
- Numerous GT attorneys previously worked in the public sector, where they drafted many of the ordinances, regulations and statutes in effect today – and were instrumental in having state and local laws enacted or amended
- Administrative and civil litigators who practice in state and federal tribunals, at both the trial and appellate levels, regarding comprehensive planning, zoning, environmental permitting and enforcement actions, and building code matters



Vincent A. Marchetti

Shareholder

Environment & Land Development | Government Law & Policy | Land Development

marchettiv@gtlaw.com
Direct: +1 813.318.5756

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Courthouse Plaza
625 East Twiggs Street
Suite 100
Tampa, FL 33602
T +1 813.318.5700
F +1 813.318.5900

Vincent A. Marchetti focuses his practice on land use, zoning, permitting, land use litigation, and governmental affairs.

Mr. Marchetti is certified by The Florida Bar as a specialist in City, County, and Local Government Law, and he has advised numerous boards and authorities within local government on these issues. He also has extensive experience representing clients in residential, commercial, industrial, and mixed-use projects, including shopping centers, office buildings, planned unit developments, hotels, and public facilities in the Tampa Bay region and the State of Florida. He is experienced in land use litigation matters as well as mediation.

Mr. Marchetti is a former senior assistant county attorney for Hillsborough County, Florida. In this capacity, he represented Hillsborough County in all aspects of real estate and land development law, including comprehensive planning, developments of regional impact, development agreements, rezonings, and vested rights.

Mr. Marchetti is also experienced in sports law matters, and has worked on matters involving both a Major League Baseball spring training facility and a community stadium used by an NFL team. He is the former chairman of the Tampa Sports Authority and currently serves on its Board.

Areas of Concentration

- Land use
- Zoning
- Permitting
- Land use litigation
- Governmental affairs

Professional & Community Involvement

- Member, The Florida Bar
 - Environmental and Land Use Law Section
- Member, Rhode Island Bar
- Member, Hillsborough County Bar Association
- Member, Tampa Sports Authority
- Member, International Council of Shopping Centers
- Member, National Association of Industrial and Office Properties
- Member, Tampa Bay Builders Association
- Member, Real Estate Investment Council, Inc.
- Member, Florida Gulfcoast Commercial Association of Realtors

Awards & Recognition

- Listed, *The Best Lawyers in America*, Litigation - Land Use & Zoning, 2013-2014

- Team Member, a U.S. News - Best Lawyers[®] "Government Relations Law Firm of the Year," 2014
- Member, Winning Team, Chambers USA Award for Excellence, Real Estate, 2013
- Team Member, a Law360 "Real Estate Practice Group of the Year," 2013
- Rated, AV Preeminent[®] 5.0 out of 5

AV[®], BV[®], AV Preeminent[®] and BV Distinguished[®] are registered certification marks of Reed Elsevier Properties Inc., used under in accordance with the Martindale-Hubbell certification procedures, standards and policies.

Education

B.A., Providence College

J.D., New England School of Law, 1984

Admitted to Practice

- Florida
-

LINCKS & ASSOCIATES, INC.

Lincks & Associates, Inc. has been in business in the Tampa Bay area since 1987. The firm has been providing transportation and civil engineering services for both private and public clients. These have included traffic analyses for Development of Regional Impacts, Rezoning, Concurrency, Access Permitting, Parking Studies and PD&E Studies. These projects have also included civil engineering design for Big Box Retailers, Gas/Convenience Stores, Hospitals, Office projects and Residential projects.

STEVEN J. HENRY, P.E.
TRANSPORTATION & CIVIL ENGINEER

EDUCATION: North Carolina State University - 1984
Bachelor of Science in Civil Engineering

REGISTRATION: Professional Engineer: Florida

RESPONSIBILITIES: President
Senior Project Manager
Transportation/Site Planner

PROFESSIONAL EXPERIENCE:

Professional experience includes site engineering, roadway design, and management of engineering studies to evaluate and develop recommendations for public and private projects. Work included the development of final roadway plans for State and City projects, preliminary and final geometric design, interchange design, construction traffic control plans, pavement marking plans, preparing project reports, traffic modeling, Development of Regional Impact Studies, feasibility studies, Environmental Impact Statements, Planned Development Amendment Proposals, Analysis of Development Factors reports, Transportation Analysis studies for rezoning petitions and driveway permits, and site engineering drawings for private developments.

As a former real estate developer, Mr. Henry has been involved in the development of private commercial projects which involved determining construction costs, site feasibility, coordination with local and state agencies to obtain approval of projects, and overseeing the construction of the projects.

PROFESSIONAL AFFILIATIONS:

Institute of Transportation Engineers
American Planning Association
Tampa Bay Applications Group

PROFESSIONAL ENGAGEMENTS:

1991-Date Lincks & Associates, Inc.
Tampa, Florida
1990-1991 Skorman-Waxman Development Corp.
Tampa, Florida
1987-1991 Lincks & Associates, Inc.
Tampa, Florida
1985-1987 DSA Group, Inc.
Tampa, Florida

Committees:

Hillsborough County Committee for LDC Regulations Regarding Access
Pasco County Impact Fee Committee
Hillsborough County Mobility Fee Committee
City of Tampa Committee to Review Transportation Guidelines
Pasco County Stakeholder Committee for the Mobility Fee





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The Village at Hunter's Lake Tampa, Florida

HUNTER'S LAKE

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AA26001738

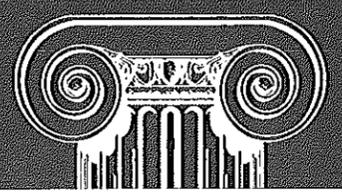


The Village at Hunter's Lake

Tampa, Florida

HUNTER'S LAKE

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HL

HUNTER'S LAKE

The Village at Hunter's Lake

Tampa, Florida

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HUNTER'S LAKE

The Village at Hunter's Lake

Tampa, Florida

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THE VILLAGE AT HUNTER'S LAKE

ILLUSTRATIVE SITE PLAN

DEVELOPMENT SUMMARY

OVERALL PARCEL SIZE: +/- 82.0 AC

COUNTY USES: +/- 68.9 AC

CULTURAL CENTER: +/- 4.2 AC
 DOG PARK: +/- 3.0 AC
 NEW WETLAND MITIGATION/FLOODPLAIN COMP: +/- 3.4 AC
 REMAINDER COUNTY PARCEL (PONDS, WETLANDS, ETC): +/- 58.3 AC

PRIVATE USES: +/- 13.1 AC

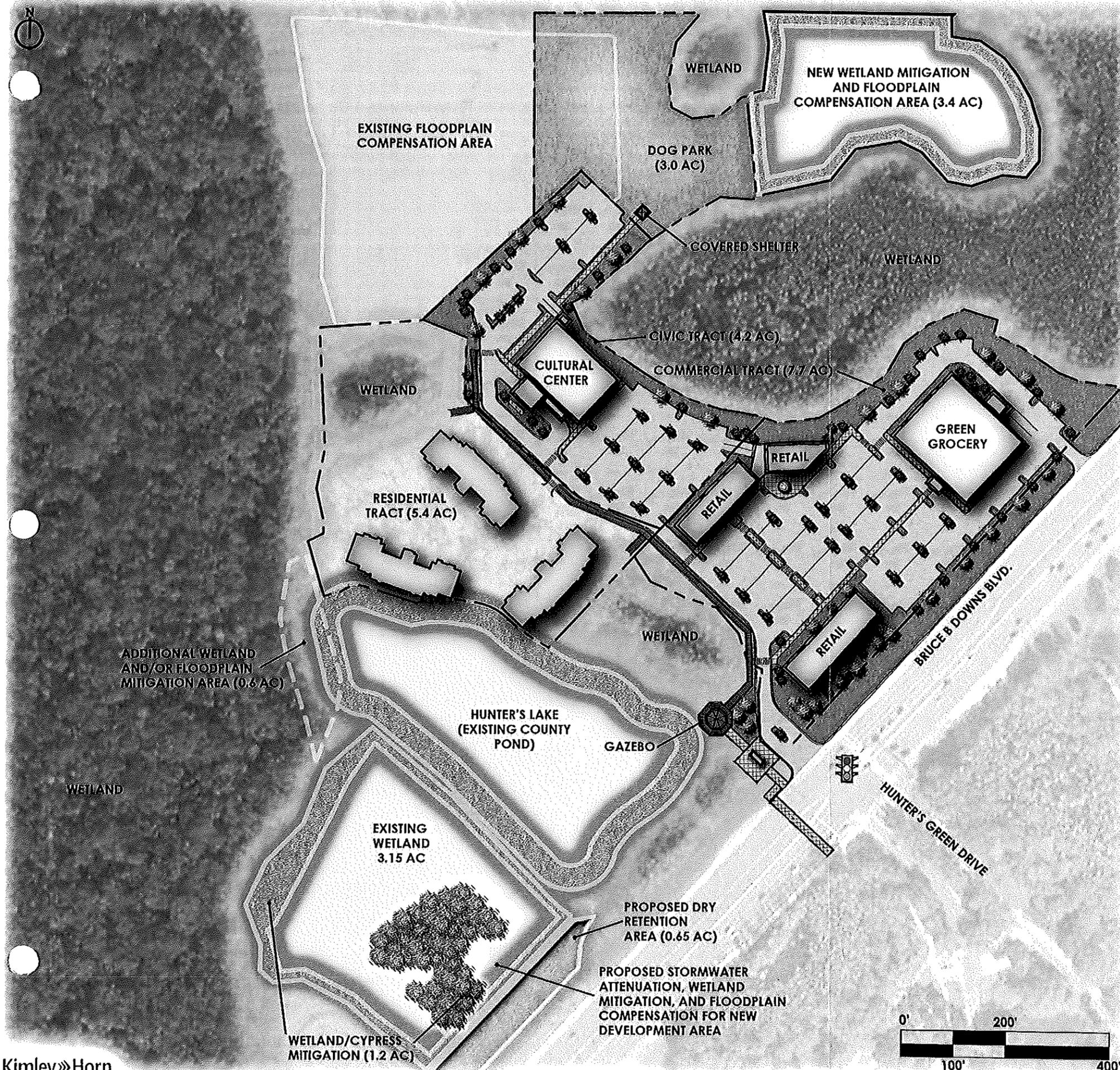
COMMERCIAL TRACT: +/- 7.7 AC
 RESIDENTIAL TRACT: +/- 5.4 AC

PARKING COUNT:

CIVIC SITE: +/- 266 SPACES
 (113 NORTH, 153 SOUTH)
 RETAIL SITE: +/- 346 SPACES

NOTE: USE OF AREAS OUTSIDE OF THE COMMERCIAL/RESIDENTIAL TRACTS THAT ARE DESIGNATED FOR PROPOSED DRAINAGE RETENTION, FLOODPLAIN COMPENSATION, AND WETLAND MITIGATION FOR THE NEW COUNTY AND PRIVATE DEVELOPMENT AREAS WOULD BE SHARED BY THE COUNTY/PRIVATE USES THROUGH A RECIPROCAL EASEMENT AGREEMENT.

THIS IS A CONCEPTUAL SITE PLAN. THE SIZE AND CONFIGURATION OF BUILDINGS ON THE COMMERCIAL AND RESIDENTIAL PARCELS ARE SUBJECT TO CHANGE.



THE VILLAGE AT HUNTER'S LAKE

ILLUSTRATIVE SITE PLAN

DEVELOPMENT SUMMARY

OVERALL PARCEL SIZE: +/- 14.87 AC

COUNTY USES: +/- 9.43 AC

CULTURAL CENTER: +/- 3.97 AC

DOG PARK: +/- 3.0 AC

STORMWATER TREATMENT/STORAGE: +/- 2.46 AC

PRIVATE USES: +/- 5.44 AC

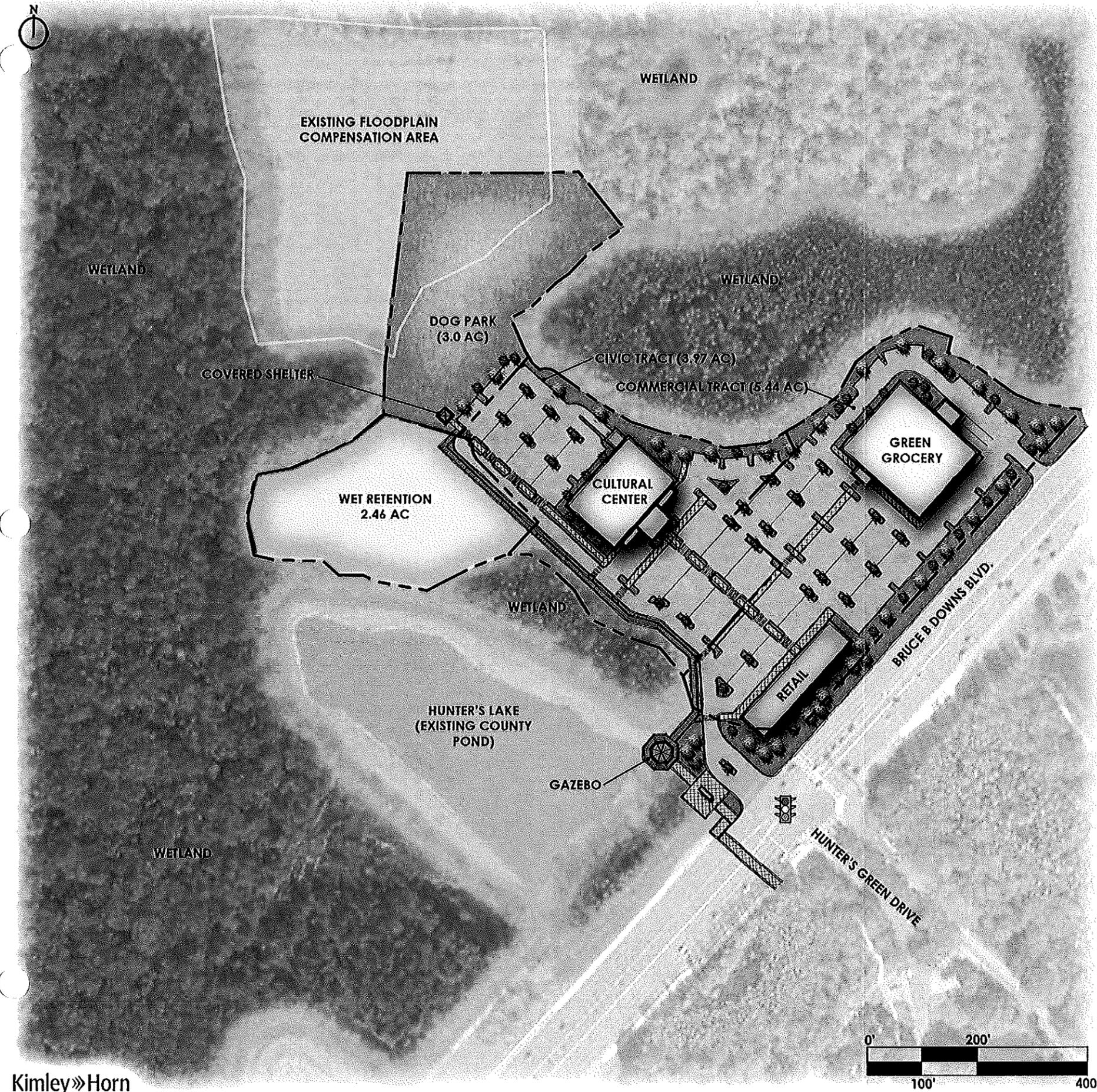
COMMERCIAL TRACT: +/- 5.44 AC

PARKING COUNT:

CIVIC SITE: +/- 253 SPACES
(106 NORTH, 147 SOUTH)

RETAIL SITE: +/- 261 SPACES

NOTE: THIS IS A CONCEPTUAL SITE PLAN. THE SIZE AND CONFIGURATION OF BUILDINGS ON THE VARIOUS PARCELS ARE SUBJECT TO CHANGE.

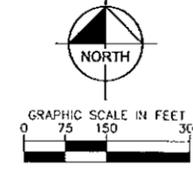
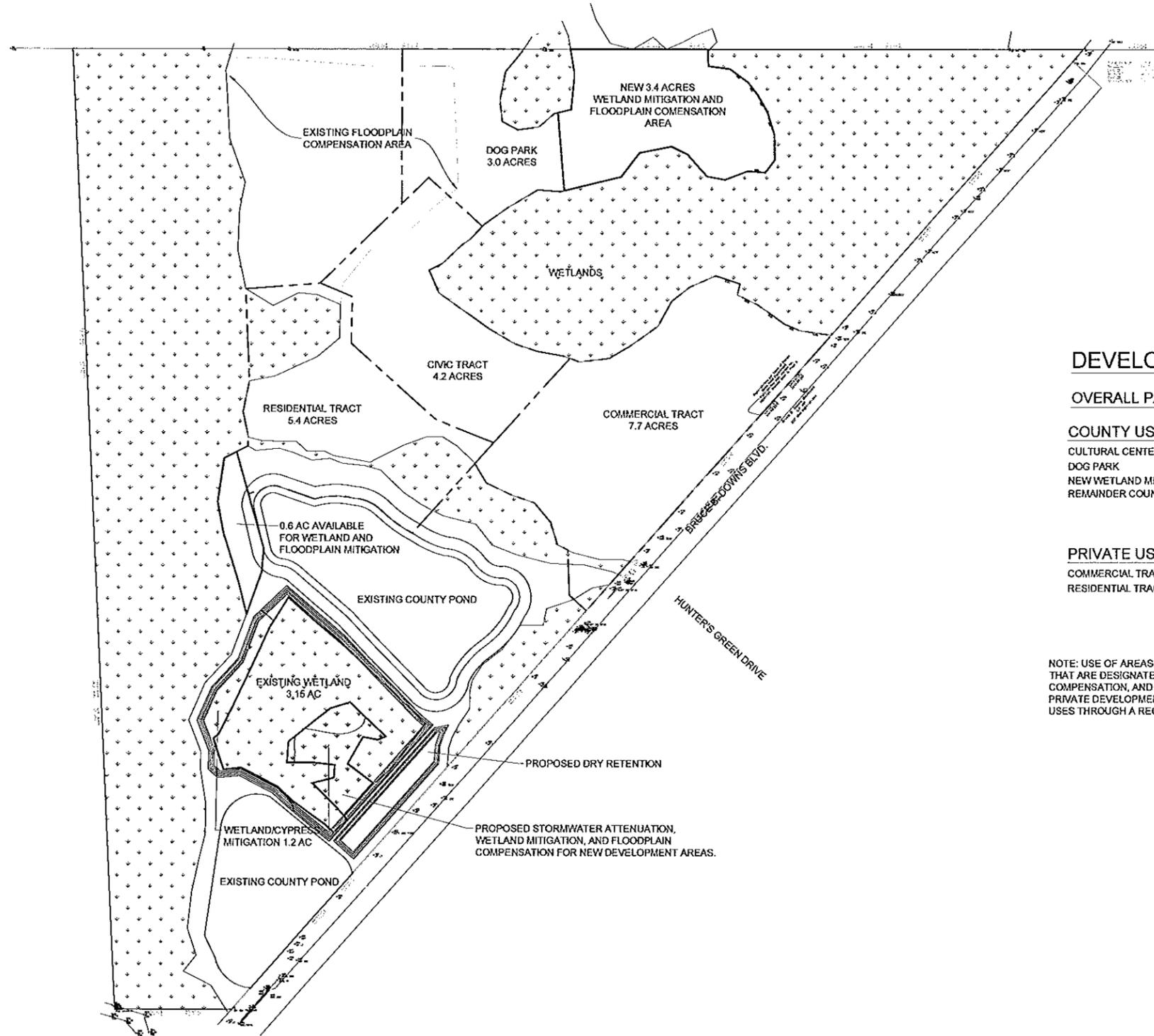


Section 6.2.1
Project Elevations



Section 6.2.1
Acreage Exhibit - A

This document, together with all exhibits and designs presented herein, as an instrument of service, is intended only for the specific purpose and client for which it was prepared. In the event of any discrepancy between this document and any other document, this document shall prevail. No part of this document may be reproduced or transmitted in any form or by any means, electronic or mechanical, including photocopying, recording, or by any information storage and retrieval system, without the prior written permission of Kimley-Horn and Associates, Inc. All rights reserved.



DEVELOPMENT SUMMARY

OVERALL PARCEL SIZE	± 82.0 AC
COUNTY USES ± 68.9 AC	
Cultural Center	± 4.2 AC
Dog Park	± 3.0 AC
New Wetland Mitigation/Floodplain Compensation	± 3.4 AC
Remainder County Parcel (Ponds, Wetlands, Etc.)	± 58.3 AC
PRIVATE USES ± 13.1 AC	
Commercial Tract	± 7.7 AC
Residential Tract	± 5.4 AC

NOTE: USE OF AREAS OUTSIDE OF THE COMMERCIAL/RESIDENTIAL TRACTS THAT ARE DESIGNATED FOR PROPOSED DRAINAGE RETENTION, FLOODPLAIN COMPENSATION, AND WETLAND MITIGATION FOR THE NEW COUNTY AND PRIVATE DEVELOPMENT AREAS WOULD BE SHARED BY THE COUNTY/PRIVATE USES THROUGH A RECIPROCAL EASEMENT AGREEMENT.

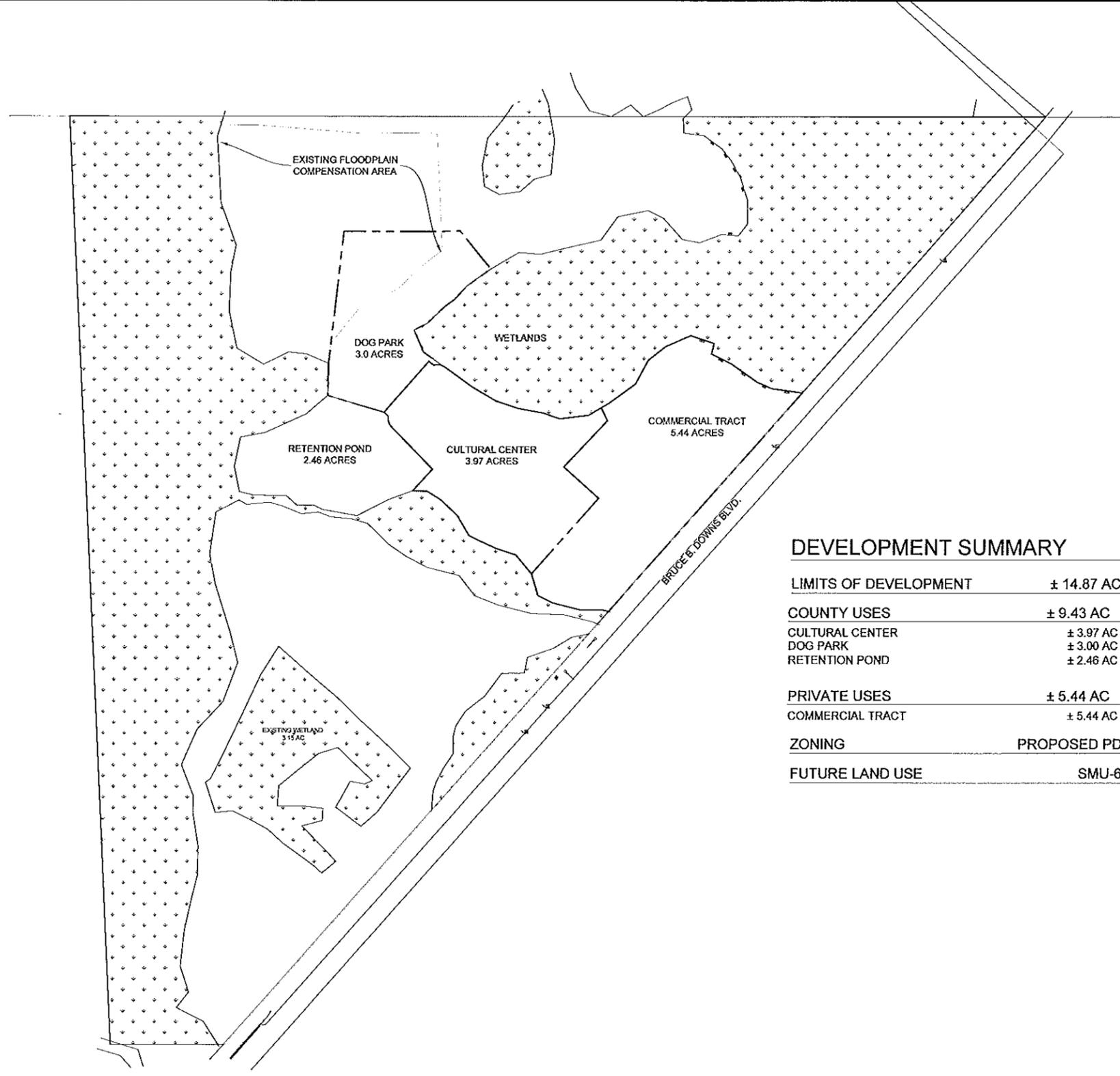


**Regency
Centers.**

Kimley»Horn				
© 2014 KIMLEY-HORN AND ASSOCIATES, INC. 122940 445 24TH STREET, SUITE 200, WESLEY CHURCH, NC 27580 PHONE: 772-794-4100 FAX: 772-794-4130 WWW.KIMLEY-HORN.COM CA 00000900				
KHA PROJECT 000849	LICENSED PROFESSIONAL PETER J. VAN RENS, P.E.			
DATE 8/25/2014	FLORIDA LICENSE NUMBER 55553			
SCALE AS SHOWN	DESIGNED BY SDS	DRAWN BY SDS	CHECKED BY PVR	DATE
ACREAGE PLAN OPTION A (PREFERRED OPTION)				
THE VILLAGE AT HUNTER'S LAKE		FLORIDA		
HILLSBOROUGH COUNTY				
SHEET NUMBER EX-A				

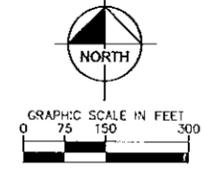
Section 6.2.1
Acreege Exhibit - B

The document, together with all attachments and designs presented herein, as an instrument of service, is intended only for the specific purpose and client for which it was prepared. Review of any portion of this document without written authorization and adaptation by Kimley-Horn and Associates, Inc. will be without liability to Kimley-Horn and Associates, Inc.



DEVELOPMENT SUMMARY

LIMITS OF DEVELOPMENT	± 14.87 AC
COUNTY USES	± 9.43 AC
CULTURAL CENTER	± 3.97 AC
DOG PARK	± 3.00 AC
RETENTION POND	± 2.46 AC
PRIVATE USES	± 5.44 AC
COMMERCIAL TRACT	± 5.44 AC
ZONING	PROPOSED PD
FUTURE LAND USE	SMU-6



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Centers.

<p>Kimley»Horn <small>© 2014 KIMLEY-HORN AND ASSOCIATES, INC. 445 24TH STREET, SUITE 200, VERO BEACH, FL 32909 PHONE: 772-794-4100 FAX: 772-794-4130 WWW.KIMLEY-HORN.COM CA 00000090</small></p>	
<p>LICENSED PROFESSIONAL PETER J. VAN RENB, P.E. FLORIDA LICENSE NUMBER 55553</p>	<p>NO. DATE</p>
<p>KHA PROJECT 000849</p>	<p>DATE 8/27/2014</p>
<p>SCALE AS SHOWN</p>	<p>DESIGNED BY SDS</p>
<p>DRAWN BY SDS</p>	<p>CHECKED BY PVR DATE:</p>
<p>ACREAGE PLAN OPTION B</p>	
<p>THE VILLAGE AT HUNTER'S LAKE</p>	<p>HILLSBOROUGH COUNTY FLORIDA</p>
<p>SHEET NUMBER EX-B</p>	