

IN THE CIRCUIT COURT OF THE 10TH JUDICIAL CIRCUIT
IN AND FOR HARDEE COUNTY, FLORIDA

GENERAL JURISDICTION DIVISION

PEOPLE FOR PROTECTING PEACE
RIVER, INC., a Florida not-for-profit
corporation,

Plaintiff

vs.

Case No.: _____

HARDEE COUNTY and MOSAIC
FERTILIZER, LLC, a Delaware limited
liability company,

Defendants.

COMPLAINT FOR DECLARATORY AND FOR INJUNCTIVE RELIEF

Plaintiff, PEOPLE FOR PROTECTING PEACE RIVER, INC., a Florida not-for-profit corporation, sues the Defendants, HARDEE COUNTY, a political subdivision of the State of Florida, and MOSAIC FERTILIZER, LLC, a Delaware limited liability company, and states as follows:

JURISDICTIONAL ALLEGATIONS

1. This is a cause of action in excess of the Court's minimum jurisdictional amount of Fifteen Thousand (\$15,000.00) dollars exclusive of costs. This is also a claim for declaratory and injunctive relief brought pursuant to Fla. Stat. § 163.3215 and Fla. Stat. § 163.3243.
2. At all times material hereto, Plaintiff, PEOPLE FOR PROTECTING PEACE RIVER, INC., a Florida not-for-profit corporation (hereinafter "3PR"), was and is a corporation organized under the laws of the State of Florida that maintained an office for the regular transaction of business in Hardee County, Florida.

3. At all times material hereto, Defendant, HARDEE COUNTY, was and is a political subdivision of the State of Florida.

4. At all times material hereto, Defendant, MOSAIC FERTILIZER, LLC (hereinafter "MOSAIC"), was and is a limited liability company organized under the laws of the State of Delaware that maintained an office for the regular transaction of business in Florida.

5. The subject matter of this lawsuit involves the expansion of the South Fort Meade phosphate mine from Polk County into Hardee County, Florida, and, therefore, venue is appropriate in the Circuit Court of the 10th Judicial Circuit in and for Hardee County, Florida.

FACTUAL ALLEGATIONS

6. On August 14, 2008, the Hardee County Board of County Commissioners enacted Resolution 08-19 entitled, "A RESOLUTION OF THE BOARD OF COUNTY COMMISSOINERS OF HARDEE COUNTY, FLORIDA, RENDERING A DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, ON AN APPLICATION FOR DEVELOPMENT APPROVAL (ADA) FOR A DEVELOPMENT OF REGIONAL IMPACT (DRI) AND APPROVING: (1) A MASTER MINING AND RECLAMATION PLAN APPLICATION, (2) A MAJOR SPECIAL EXCEPTION USE PERMIT APPLICATION, AND (3) A UNIT PLAN APPLICATION FILED BY MOSAIC FERTILIZER, L.L.C. FOR THE SOUTH FORT MEADE MINE-HARDEE COUNTY; PROVIDING DEVELOPMENT RIGHTS, CONDITIONS, AND OBLIGATIONS, PROVIDING FOR SEVERABILITY; AND PROVING AN EFFECTIVE DATE." For purposes of this Complaint, Resolution 08-19 will be referred to as "Development Order" or "DO." A copy of the Development Order is attached hereto as Exhibit "A."

7. The Development Order was rendered by the Hardee County Clerk on August 22, 2008.

8. The Development Order granted MOSAIC the opportunity to expand its South Fort Meade mine in Polk County into Hardee County as a Development of Regional Impact (DRI).

9. The phosphate mine in Hardee County will affect approximately 10,856 acres of land, 7,756 acres of which will be used to obtain phosphate ore to be developed into phosphate-based products to be sold by MOSAIC.

10. Pursuant to the terms of the Development Order, MOSAIC expects to extract approximately 3,911,231 tons of phosphate per year until 2020.

11. Following the Central Florida Regional Planning Council (CFRPC) approval of MOSAIC's DRI application, the proposed development went before the Hardee County Board of County Commissioners for ultimate approval of the DO.

12. Thus, beginning in April 2008, Hardee County held a joint quasi-judicial hearing on the application in front of the Board of County Commissioners and the Hardee County Planning & Zoning Board.

13. 3PR was a party to those quasi-judicial proceedings as 3PR was provided with the opportunity to cross-examine MOSAIC's witnesses, was able to offer a case in chief and was able to present evidence through experts to the Board of County Commissioners and the Planning & Zoning Board.

14. In these post-DRI hearings in front of the Hardee County Board of County Commissioners and the Planning & Zoning Board, MOSAIC specifically presented testimony concerning the economic impact of mining that would benefit, directly, Hardee County.

15. In response to this economic testimony proffered by MOSAIC, 3PR offered testimony of Richard Weiskoff, Ph.D., to rebut the economic conclusions and testimony of MOSAIC's expert witness.

16. Following the testimony offered by Dr. Weiskoff, the Hardee County Board of County Commissioners announced that they did not believe that they were getting a "fair share" of the proceeds from MOSAIC's mining activities such that MOSAIC needed to offer greater economic incentive to the county in order to justify approval of the mine.

17. Notwithstanding the quasi-judicial nature of the proceedings, and notwithstanding the fact that 3PR was a party involved in this quasi-judicial process, MOSAIC negotiated a greater economic incentive package directly with the Board of County Commissioners which, apparently, has been deemed a Development Agreement between Hardee County and MOSAIC.

18. The ex parte communications with the "finders of fact," violate the very notion of procedural due process in a quasi-judicial hearing. 3PR was prejudiced by these ex parte communications as the Board of County Commissioners approved, as a "Development Agreement," a new economic incentive package without affording the public, including 3PR, an opportunity to comment on or otherwise challenge same.

19. As more fully set forth below, both the Development Order and the Development Agreement violate numerous provisions of the Hardee County Comprehensive Plan.

20. All conditions precedent to maintaining this action have been satisfied by Plaintiff or have otherwise been waived by Defendants.

COUNT I
CLAIM FOR DE NOVO DECLARATORY RELIEF PURSUANT TO § 163.3215, FLA. STAT.

21. Plaintiff repeats and re-alleges Paragraphs 1-20 as if same were fully set forth herein and further alleges as follows:

22. This is a claim for declaratory relief brought pursuant to § 86.011, Fla. Stat., and § 163.3215(3), Fla. Stat.

22. Section 163.3215(1), Fla. Stat., provides that § 163.3215(3) and (4) shall be the exclusive method for an “aggrieved or adversely affected party” to appeal and challenge the consistency of a development order with a comprehensive plan.

23. There is nothing in the Hardee County Uniform Land Development Code (“ULDC”) that requires an “aggrieved or adversely affected party” to bring a petition for writ of certiorari in circuit court. Moreover, even if the ULDC provided for a petition for writ of certiorari, same would ineffective as the ULDC does meet any of the minimum requirements mandated by § 163.3215(4), Fla. Stat.

24. As a result, § 163.3215(3), Fla. Stat., controls this Court’s review.

25. Section 163.3215(3), Fla. Stat., states that any “aggrieved or adversely affected party” may maintain a de novo action for declaratory relief.

26. Phosphate mining, the subject of the Development Order, requires a Major Special Exception permit from Hardee County because the activity of phosphate mining is a massive increase in intensity of the use of the land as per the ULDC.

26. 3PR is an “aggrieved or adversely affected party” as that term is defined by § 163.3215(2), Fla. Stat., as the members of 3PR will suffer an adverse effect to an interest

protected or furthered by the local government comprehensive plan in a manner that exceeds those interests shared by the general public.

27. Specifically, 3PR is an “aggrieved or adversely affected party” by virtue of the following: a substantial number of the members of 3PR own land in the vicinity of the proposed excavation; many of the members own farmland that will be dewatered on account of the excavation thereby impacting the operation of agricultural businesses and personal food growth; there will be substantial dust, dirt and noise generated by the excavation operation that will impact the ability of the 3PR members to quietly use and enjoy their homes; there will be three (3) clay settling areas in the proposed development that, in the event of breach, will result in the release of clay slime (containing radioactive deposits) downward to the Peace River tributaries impacting residents, their homes and their businesses through physical and financial injury; and the Peace River itself will be subject to dewatering thereby limiting the ability of 3PR members to use the river for recreational purposes. Additionally, the existence of the mine will reduce the property values of homes owned by the members of 3PR.

28. On or about August 22, 2008, Hardee County issued a Development Order to MOSAIC, a copy of which is attached hereto as Exhibit “A.”

29. Development Orders are required to be consistent with all elements of the Hardee County Comprehensive Plan.

29. 3PR believes that the Development Order should not have been issued to MOSAIC as the DO is inconsistent with the following sections of the Hardee County Comprehensive Plan:

- A. Conservation Element:
 - 1. Goal C, Objectives C2, C3, C4 and C5, Policies C2.3, C2.4, C3.5, C.4-C4.5, C5.4;

- B. Economic Development Element
 - 1. Objective E1
 - 2. Goal E3
 - 3. Goal E4, Objective E4, Policies E4.1, 4.2, E5.1, E5.3-5

- C. Capital Improvements Element:
 - 1. Goal F1, Policy F2.6
 - 2. Objective F4
 - 3. Objective F5, Policy F5.1

- D. Intergovernmental Coordination Element:
 - 1. Goal G1, Objective G1 and G3, Policies G3.1, G3.3, G3.4

- E. Housing Element
 - 1. Goal H1, Policies H3.2, H3.4 and H4.1

- F. Future Land Use Element
 - 1. Goal L1, Objective L1, Policies L1.1, L1.5, L1.5(c) – (d), L1.6, L1.6(b) – (e), L1.9, L1.10, L1.12-14, L1.16(f), L1.20;
 - 2. Objective L2, Policies L2.1 and L2.2;
 - 3. Objective L3, Policy, L3.1;
 - 4. Objective L4, Policies L4.1 – L4.7;
 - 5. Objective L5; and
 - 6. Objective L7, Policies L7.2, L7.3 and L7.5;

- G. Recreation and Open Space Element:
 - 1. Goal R1, Policies R1.1, R1.2, R1.5, R2.3, R3.2, R3.4 and R3.5;
 - 2. Objective R4, Policy R4.1

- H. Sanitary Sewer, Solid Waste, Drainage, Potable Water and Natural Groundwater Aquifer Recharge Element;
 - 1. Goal S1, Objective S3, Objective and S8.

30. 3PR is in doubt about its rights and/or status with respect to the relationship of the DO to the Hardee County Comprehensive Plan.

31. As a result, pursuant to § 86.021, Fla. Stat., the Court has the authority, on a de novo basis pursuant to § 163.3215(3), Fla. Stat., to determine the rights, status or other equitable and legal relations between 3PR and Hardee County with respect to the Development Order.

33. Although 3PR is in doubt as to whether the Development Order conflicts with the Hardee County Comprehensive Plan, the Court should review the DO on a de novo basis, should

determine that the DO violates the Hardee County Comprehensive Plan and should quash the DO.

WHEREFORE, Plaintiff, 3PR, requests the Court to enter an order determining that the Development Order is inconsistent with the Hardee County Comprehensive Plan, quashing the Development Order and granting 3PR any other relief that this Court deems just, equitable and proper.

COUNT II

CLAIM FOR INJUNCTIVE RELIEF

34. Plaintiff repeats and re-alleges Paragraphs 1-20 as if same were fully set forth herein and further alleges as follows:

35. This is a claim for injunctive relief brought pursuant to § 163.3215(3), Fla. Stat.

36. Section 163.3215(1), Fla. Stat., provides that § 163.3215(3) and (4) shall be the exclusive method for an “aggrieved or adversely affected party” to appeal and challenge the consistency of a development order with a comprehensive plan.

37. There is nothing in the Hardee County Uniform Land Development Code (“ULDC”) that requires an “aggrieved or adversely affected party” to bring a petition for writ of certiorari in circuit court. Moreover, even if the ULDC provided for a petition for writ of certiorari, same would ineffective as the ULDC does meet any of the minimum requirements mandated by § 163.3215(4), Fla. Stat.

38. As a result, § 163.3215(3), Fla. Stat., controls this Court’s review.

39. Section 163.3215(3), Fla. Stat., states that any “aggrieved or adversely affected party” may maintain a de novo action for injunctive relief.

40. Phosphate mining, the subject of the Development Order, requires a Major Special Exception permit because the activity of phosphate mining requires a massive change in intensity of the use of the land that is the subject of the DO.

41. 3PR is an “aggrieved or adversely affected party” as that term is defined by § 163.3215(2), Fla. Stat., as the members of 3PR will suffer an adverse effect to an interest protected or furthered by the local government comprehensive plan in a manner that exceeds those interests shared by the general public.

42. Specifically, 3PR is an “aggrieved or adversely affected party” by virtue of the following: a substantial number of the members of 3PR own land in the vicinity of the proposed excavation; many of the members own farmland that will be dewatered on account of the excavation thereby impacting the operation of agricultural businesses and personal food growth; there will be substantial dust, dirt and noise generated by the excavation operation that will impact the ability of the 3PR members to quietly use and enjoy their homes; there will be three (3) clay settling areas in the proposed development that, in the event of breach, will result in the release of clay slime (containing radioactive deposits) downward to the Peace River tributaries impacting residents, their homes and their businesses through physical and financial injury; and the Peace River itself will be subject to dewatering thereby limiting the ability of 3PR members to use the river for recreational purposes. Additionally, the existence of the mine will reduce the property values of homes owned by the members of 3PR.

43. On or about August 22, 2008, Hardee County issued a Development Order to MOSAIC, a copy of which is attached hereto as Exhibit “A.”

44. Development orders are required to be consistent with all elements of the Hardee County Comprehensive Plan.

45. The Development Order issued by Hardee County is inconsistent with the following goals, objectives and policies of the Hardee County Comprehensive Plan:

- A. Conservation Element:
 - 1. Goal C, Objectives C2, C3, C4 and C5, Policies C2.3, C2.4, C3.5, C.4-C4.5, C5.4:
- B. Economic Development Element
 - 1. Objective E1
 - 2. Goal E3
 - 3. Goal E4, Objective E4, Policies E4.1, 4.2, E5.1, E5.3-5
- C. Capital Improvements Element:
 - 1. Goal F1, Policy F2.6
 - 2. Objective F4
 - 3. Objective F5, Policy F5.1
- D. Intergovernmental Coordination Element:
 - 1. Goal G1, Objective G1 and G3, Policies G3.1, G3.3, G3.4
- E. Housing Element
 - 1. Goal H1, Policies H3.2, H3.4 and H4.1
- F. Future Land Use Element
 - 1. Goal L1, Objective L1, Policies L1.1, L1.5, L1.5(c) – (d), L1.6, L1.6(b) – (e), L1.9, L1.10, L1.12-14, L1.16(f), L1.20;
 - 2. Objective L2, Policies L2.1 and L2.2;
 - 3. Objective L3, Policy, L3.1;
 - 4. Objective L4, Policies L4.1 – L4.7;
 - 5. Objective L5; and
 - 6. Objective L7, Policies L7.2, L7.3 and L7.5;
- G. Recreation and Open Space Element:
 - 1. Goal R1, Policies R1.1, R1.2, R1.5, R2.3, R3.2, R3.4 and R3.5;
 - 2. Objective R4, Policy R4.1
- H. Sanitary Sewer, Solid Waste, Drainage, Potable Water and Natural Groundwater Aquifer Recharge Element;
 - 1. Goal S1, Objective S3. Objective and S8.

46. Plaintiff has a clear legal right to permanent injunctive relief on the basis that the Development Order is inconsistent with the Hardee County Comprehensive Plan.

47. Plaintiff has no adequate remedy at law and must seek injunctive relief in order to prevent Hardee County from issuing a permit to MOSAIC to begin mining operations in Hardee County and to prevent MOSAIC from beginning its phosphate mining activities in Hardee County.

48. Irreparable harm will arise should the Court not enjoin Hardee County from issuing a permit to MOSAIC to begin phosphate mining as such mining will be done in violation of the comprehensive plan, will cause harm to the members to 3PR as identified in Paragraph 42 above.

WHEREFORE, Plaintiff demands that the Court enjoin Hardee County from issuing the Development Order, from issuing a permit to MOSAIC to begin phosphate mining, for costs and for any other relief that the Court deems just, equitable and proper.

COUNT III
CLAIM FOR INJUNCTIVE RELIEF WITH RESPECT TO THE DEVELOPMENT AGREEMENT AS SET FORTH IN SECTION 3.15 OF THE DEVELOPMENT ORDER

49. Plaintiff repeats and re-alleges Paragraphs 1 – 20 as if same were fully set forth herein and further alleges as follows:

50. This is a cause of action brought pursuant to § 163.3243, Fla. Stat., for the Court to enjoin the Development Agreement set forth in Section 3.15 of the Development Order which provides for economic incentives to Hardee County on account of mining operations to be conducted by MOSAIC.

51. 3PR is an “aggrieved or adversely affected party” as that term is defined by § 163.3215(2), Fla. Stat., as the members of 3PR will suffer an adverse effect to an interest protected or furthered by the local government comprehensive plan in a manner that exceeds those interests shared by the general public.

52. Specifically, 3PR is an “aggrieved or adversely affected party” by virtue of the following: a substantial number of the members of 3PR own land in the vicinity of the proposed excavation; many of the members own farmland that will be dewatered on account of the excavation thereby impacting the operation of agricultural businesses and personal food growth; there will be substantial dust, dirt and noise generated by the excavation operation that will impact the ability of the 3PR members to quietly use and enjoy their homes; there will be three (3) clay settling areas in the proposed development that, in the event of breach, will result in the release of clay slime (containing radioactive deposits) downward to the Peace River tributaries impacting residents, their homes and their businesses through physical and financial injury; and the Peace River itself will be subject to dewatering thereby limiting the ability of 3PR members to use the river for recreational purposes. Additionally, the existence of the mine will reduce the property values of homes owned by the members of 3PR.

53. The Development Agreement set forth in the DO fails to comply with Section 163.3227(1)(a), (c), (d) – (i) and (2).

54. The Development Agreement has not been found in compliance by the state land planning agency in accordance with §§ 163.3184, 163.3187 or 163.3189, Fla. Stat.

55. The Development Agreement is not consistent with the Hardee County Comprehensive Plan in one or more of the following ways:

- A. Conservation Element:
 - 1. Goal C, Objectives C2, C3, C4 and C5, Policies C2.3, C2.4, C3.5, C.4-C4.5, C5.4;

- B. Economic Development Element
 - 1. Objective E1
 - 2. Goal E3
 - 3. Goal E4, Objective E4, Policies E4.1, 4.2, E5.1, E5.3-5

- C. Capital Improvements Element:

1. Goal F1, Policy F2.6
 2. Objective F4
 3. Objective F5, Policy F5.1
- D. Intergovernmental Coordination Element:
1. Goal G1, Objective G1 and G3, Policies G3.1, G3.3, G3.4
- E. Housing Element
1. Goal H1, Policies H3.2, H3.4 and H4.1
- F. Future Land Use Element
1. Goal L1, Objective L1, Policies L1.1, L1.5, L1.5(c) – (d), L1.6, L1.6(b) – (e), L1.9, L1.10, L1.12-14, L1.16(f), L1.20;
 2. Objective L2, Policies L2.1 and L2.2;
 3. Objective L3, Policy, L3.1;
 4. Objective L4, Policies L4.1 – L4.7;
 5. Objective L5; and
 6. Objective L7, Policies L7.2, L7.3 and L7.5;
- G. Recreation and Open Space Element:
1. Goal R1, Policies R1.1, R1.2, R1.5, R2.3, R3.2, R3.4 and R3.5;
 2. Objective R4, Policy R4.1
- H. Sanitary Sewer, Solid Waste, Drainage, Potable Water and Natural Groundwater Aquifer Recharge Element;
1. Goal S1, Objective S3, Objective and S8.

56. Plaintiff has a clear legal right to permanent injunctive relief on the basis that the Development Agreement violates 163.3227(1)(a), (c) – (i), Fla. Stat., § 163.3184, Fla. Stat., § 163.3187, Fla. Stat., and § 163.3189, Fla. Stat., and as same violates the Hardee County Comprehensive Plan.

57. Plaintiff has no adequate remedy at law and must seek injunctive relief in order to prevent Hardee County and MOSAIC from working under the Development Agreement

58. Irreparable harm will arise should the Court not enjoin Hardee County and MOSAIC from working under the Development Agreement as set forth above.

WHEREFORE, Plaintiff requests the Court to enjoin MOSAIC and Hardee County from operating under the Development Agreement pursuant to Section 3.15 of the DO, to award costs

to Plaintiff and to grant Plaintiff any further relief that the Court deems just, equitable and proper.

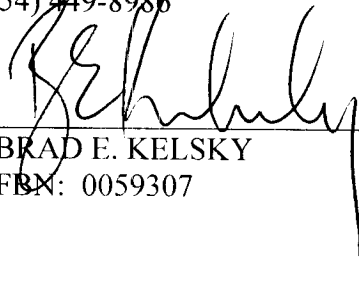
CERTIFICATION PURUSANT TO § 163.3215(6), FLA. STAT.

The undersigned hereby certifies that undersigned counsel has read the pleading and, to the best of his knowledge, information and belief formed after reasonable inquiry, same is not interposed for any improper purpose, such as to harass or to cause unnecessary delay or for economic advantage, competitive reason or frivolous purposes or needless increase in the cost of litigation.

DATED this 18th day of September 2008.

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BY: _____


BRAD E. KELSKY
FBN: 0059307

HARDEE COUNTY
RESOLUTION NO. 08-19

08-22-08P12:57 RCVD

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF HARDEE COUNTY, FLORIDA, RENDERING A DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, ON AN APPLICATION FOR DEVELOPMENT APPROVAL (ADA) FOR A DEVELOPMENT OF REGIONAL IMPACT (DRI), AND APPROVING: (1) A MASTER MINING AND RECLAMATION PLAN APPLICATION, (2) A MAJOR SPECIAL EXCEPTION USE PERMIT APPLICATION, AND (3) A UNIT PLAN APPLICATION FILED BY MOSAIC FERTILIZER, L.L.C. FOR THE SOUTH FORT MEADE MINE-HARDEE COUNTY; PROVIDING DEVELOPMENT RIGHTS, CONDITIONS, AND OBLIGATIONS; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, Mosaic Fertilizer, L.L.C. ("Mosaic"), a Delaware limited liability corporation, authorized to do business in the State of Florida, proposes mining activities in Hardee County, Florida, known as the South Fort Meade Mine-Hardee County, a legal description of which is contained in Section 4 of this Resolution; and

WHEREAS, the South Fort Meade Mine-Hardee County is owned by Mosaic and the South Fort Meade Partnership LP; and

WHEREAS, Mosaic has the authority to request permits to mine the South Fort Meade Mine- Hardee County; and

WHEREAS, Mosaic's proposed mining activities constitute a Development of Regional Impact ("DRI") as that term is defined in Chapter 380, Florida Statutes; and

WHEREAS, Mosaic's proposed mining activities are regulated by the Hardee County Comprehensive Plan and, among other things, fall within the scope of Policy L1.10, which provides for a mine overlay district on the Future Land Use Map ("FLUM"); and

WHEREAS, Mosaic's proposed mining activities fall within the scope of the County Mining Resolutions as set forth in Article III of the Hardee County Unified Land Development Code ("ULDC"), which restricts phosphate mining activities to areas zoned A-1 agricultural district within a mining district overlay; and

WHEREAS, the ULDC requires approval of a Master Mining and Reclamation Plan (MMRP), a Major Special Exception Use Permit, evidence of financial responsibility, and a Unit Plan for the initial unit of mining; and

WHEREAS, the scope of the proposed mining activity also required that Mosaic also file an Application for Development Approval as a DRI and that the application be processed and reviewed according to the procedures established in Section 380.06, Florida Statutes; and

WHEREAS, Mosaic filed with the Board of County Commissioners of Hardee County, Florida, (the "Board"), a political subdivision of the State of Florida, the following:

1. An Application for Development Approval for a DRI pursuant to the provisions of Section 380.06, Florida Statutes, dated May 5, 2006, followed by three additional information submittals dated November 29, 2006, May 18, 2007, and September 13, 2007. (hereinafter collectively referred to as the "ADA;"); and
2. An application for a Permit for Mineral Extraction, consisting of a Master Mining and Reclamation Plan (as included with the Master Mine Plan for the SFM – HC in the ADA), dated September 21, 2007; and
3. An Application for a Major Special Exception Use Permit dated May 2006, and updated in December 2006; and
4. Evidence of Financial Responsibility, submitted with the 2007 Annual Report for initial SFM-HC activities and required each year thereafter in conjunction with the annual review, under Sections 3.14.02.05 B 03 and 3.14.02.05 C 03 of the Hardee County Mining Ordinance; and
5. An Application for Unit Plan approval dated October 2, 2007; and

WHEREAS, the Mosaic Application for Development Approval of a Development of Regional Impact, together with all sufficiency responses, has been reviewed by the Central Florida Regional Planning Council ("CFRPC"), Hardee County Staff, and other regulatory

agencies, and the CFRPC has found the application to be sufficient, and has adopted a final regional issues report and recommendations after holding an open public hearing; and

WHEREAS, the Master Mining Plan and Reclamation Plan, was reviewed and recommended for approval by Hardee County staff as specifically conditioned herein; and

WHEREAS, the Application for Major Special Exception, together with the initial Unit Plan Application and evidence of financial responsibility for initial activities, was reviewed and recommended for approval by Hardee County Staff as specifically conditioned herein; and

WHEREAS, the Board has received and considered the report and recommendations of the CFRPC and conducted an independent review of the Application for Development Approval, the Master Mining and Reclamation Plan, the Application for Major Special Exception Use, evidence of financial responsibility, Application for Unit Plan Approval, and all other documents submitted to the Board; and

WHEREAS, public hearings have been conducted before the Board and the Hardee County Planning and Zoning Board ("P & Z Board") after notice and publication in the manner prescribed by Section 380.06, Florida Statutes, and local code, and all interested parties and persons were afforded the opportunity to participate in the hearing; and

WHEREAS, the Board has reviewed and carefully considered all documents submitted and all testimony given by the parties and members of the general public;

**NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF COUNTY
COMMISSIONERS OF HARDEE COUNTY, FLORIDA:**

1. This Resolution constitutes a DRI Development Order in accordance with the requirements for such an order provided in Section 380.06(15), Florida Statutes, and Rule 9J-2.025, Florida Administrative Code ("F.A.C."), approving with conditions the Mosaic South Fort

Meade Mine-Hardee County Development of Regional Impact, the Application for Major Special Exception Use, the Master Mining and Reclamation Plan, Initial Mining Unit Plan, and the evidence of financial responsibility.

2. The definitions of relevant terms used in this Development Order are controlled by Section 3.14.02.03 of the Hardee County Unified Land Development Code and Chapter 380, Florida Statutes. To the extent that a term is subject to conflicting definitions or interpretations, Section 3.14, ULDC shall control the meaning of the term.

3. This Development Order shall be deemed rendered as of the date of its transmittal to appropriate parties, pursuant to Chapter 380, Florida Statutes.

SECTION 1: FINDINGS OF FACT

4. All preceding parts of this Resolution are hereby incorporated herein by reference as if set forth verbatim.

5. All notices, hearing, review and other procedures required by the Hardee County ULDC and Section 380.06, Florida Statutes, have been followed in conjunction with the approval of this Development of Regional Impact.

6. The name of the development is the "South Fort Meade Mine-Hardee County."

7. The name of the project owner is Mosaic Fertilizer, L.L.C. ("Mosaic").

8. The Developer for purposes of this application is Mosaic.

9. The authorized agent for Mosaic is Thomas E. Myers, III, Assistant Vice President, Mining, P. O. Box 2000, Mulberry, Florida 33860.

10. The Engineer of Record for Mosaic is Theodore A. Smith, P.E.

11. The following acronyms are used throughout this document and include:

a. "FDEP" is the Florida Department of Environmental Protection;

- b. "CFRPC" is the Central Florida Regional Planning Council;
- c. "USACE" is the United States Army Corps of Engineers;
- d. "DRI" is a Development of Regional Impact;
- e. "SFM-HC" is the South Fort Meade Mine Hardee County;
- f. "ADA" is an Application for Development Approval, along with all additional information submittals;
- g. "DO" is the Development Order;
- h. "ULDC" is the Hardee County Unified Land Development Code;
- i. "ERP" is an Environmental Resources Permit;
- j. "FFWCC" is the Florida Fish and Wildlife Conservation Commission;
- k. "EMP" is the Environmental Monitoring Plan;
- l. "HCMO" is the Hardee County Mining Ordinance;
- m. "GIS" is Geographical Information System;
- n. "MMRP" Master Mine and Reclamation Plan;

12. On October 2, 2003, a pre-application meeting was held for the proposed DRI, at which time the CFRPC approved the elimination of the following standard ADA questions 20 and 21, 23 through 29, and 31 through 34, 36 through 38, and portions of the following questions, 10 part 1, D; 16 B, C; 17 A, B, D, E, F, H; 18 C.1, C.2, D, E; 22 C, D, E; 35 H, I, J; approved the methodologies for gathering the information needed to complete the ADA.

13. Mosaic subsequently filed with the Board of County Commissioners of Hardee County, Florida, (the "Board"), a political subdivision of the State of Florida, the following:

- a. An Application for Development Approval for a DRI pursuant to the provisions of Section 380.06, Florida Statutes, dated May 5, 2006, followed by 3 additional information submittals dated

November 29, 2006, May 18, 2007 and September 13, 2007 (hereinafter collectively referred to as the "ADA:") and

- b. An application for a Permit for Mineral Extraction, consisting of a Master Mining and Reclamation Plan (as included with the Master Mine Plan for the SFM – HC in the ADA), dated September 21, 2007; and
- c. An Application for a Major Special Exception Use Permit dated May 2006, and updated in December 2006; and
- d. Evidence of financial responsibility, submitted with the 2007 Annual Report for initial SFM-HC activities and required each year thereafter in conjunction with the annual review, under sections 3.14.02.05 B 03 and 3.14.02.05 C 03 of the Hardee County ULDC; and
- e. An Application for Unit Plan approval dated October 2, 2007.

14. The ADA and associated applications for local approvals as referenced above shall be collectively referred to as the SFM-HC DRI.

15. A comprehensive review of the impact generated by the SFM-HC DRI has been conducted by Hardee County and the CFRPC, with the assistance of other commenting agencies and interested parties.

16. The Project is not in an Area of Critical State Concern, as designated pursuant to Section 380.05, Florida Statutes.

17. The South Fort Meade Mine-Hardee County will affect approximately 10,856 acres of land located in northeast Hardee County. Mining activities will disturb approximately 7,756 acres during the life of the mine; the project build-out date (completion of the mining) is December 1, 2026. Approximately 3,100 acres will not be disturbed.

18. The mining activities proposed by Mosaic will occur on about 72% of the South Fort Meade Mine-Hardee County. The remainder of the land will be avoided either because of

ecological attributes present (e.g. high quality wetland avoided to fulfill the requirements of Chapter 62-343, F.A.C.) or because of logistical constraints.

19. The proposed limits of mining disturbance are shown on Maps H-1, Map H-2 and Table 35-1 in Mosaic's September 2007 edition of the Master Mining and Reclamation Plan . In the event Mosaic is able to reduce or remove logistical constraints, certain areas now classified as "undisturbed" may be addressed in applications to permit mining, including a Notice of Proposed Change to this DRI and revising the Master Mining and Reclamation Plan.

20. Once the necessary approvals to mine and reclaim the South Fort Meade Mine-Hardee County are received, mining and reclamation activities will continue until they are completed. The "major elements" of mining and reclamation activities consist of the following sequence of development steps:

- a. Conducting the wildlife pre-clearing surveys;
- b. Constructing the perimeter "ditch and berm" systems, if the mining block lies adjacent to property boundaries or wetlands to remain undisturbed;
- c. Installing the necessary pipelines, pumps, and mine infrastructure;
- d. Clearing the land;
- e. Excavating the ore matrix;
- f. Backfilling the mined land with residual sand or clay in the mined areas;
- g. Grading and contouring the mined land to achieve the post-reclamation contours; and
- h. Re-vegetating the land to achieve the post-reclamation vegetative conditions.

21. The mine infrastructure needed to facilitate the proposed mining of the SFM-HC consists of: (1) the system of mine access corridors, including two crossings of Little Charlie Creek, one crossing each of Lake Dale and Parker Branches, and one crossing of an unnamed tributary in Section 2 adjacent to County Road (CR) 664 and one crossing of an unnamed tributary to Little Charlie Creek in the northeast quarter of Section 24, as shown on Map H-2.; (2) three clay settling areas; and (3) surface water discharge outfall structures adjacent to Little Charlie Creek, Parker Branch, and an unnamed tributary Section 2 adjacent to County Road (CR) 664, and each of these infrastructure elements is described below.

22. The mine access corridors have been designed to transfer mined ore to the beneficiation plant located in Polk County and return sand and clay residuals for use as backfill, as well as to manage process water and captured storm water runoff in active mining and reclamation areas. The layout of the corridor system supports a progression of mining and reclamation, including the use of sand tailings, clay, and the re-distribution of overburden. The number of stream crossings and the locations where streams will be crossed by the corridors have been selected to minimize disturbance of natural floodplain features.

23. Mosaic agrees to coordinate the location of stream crossing number 4 with the Florida Department of Transportation or Florida Turnpike Authority, as appropriate, to facilitate location of the Heartland Coast to Coast Parkway. Mosaic shall provide notice that Hardee County is a party to all negotiations of the alignment of an east-west, coast to coast transportation corridor through Hardee County.

24. Three new clay settling areas will be required in order to mine the SFM-HC; the proposed size of the settling areas will cover approximately 1,500 acres or 14 percent of the total 10,856 acres within the SFM-HC. In order to further reduce the possibility of downstream

flooding in the event of a clay settling area dam failure, Mosaic has proposed a system of diversionary berms and ditches to divert potential floodwaters away from off-site surface waters and into open mine cuts. Mosaic shall prepare an updated emergency dam breach contingency plan to include an early warning system, including, but not limited to a reverse 911 system maintained by the Hardee County Sheriff's Office and an evacuation plan for residents in areas at risk from flooding.

25. No increase in authorized well water withdrawals is proposed, nor are new production water wells proposed in Hardee County. Employment levels and the associated traffic demands on local roads as well as other infrastructure will remain essentially the same on an annual basis.

26. In its completed form, the SFM-HC development will consist of reclaimed land areas suitable for agricultural uses with substantial portions of the site suitable for development into industrial, commercial, and residential uses. Reclaimed clay settling areas will be suitable for only limited agricultural uses. The only portions of the post-reclamation landscape on the SFM-HC which will not be suitable for these post-reclamation uses will be the floodplains of the Peace River, Little Charlie Creek, Lake Dale Branch, Parker Branch, several un-named tributaries, and wetland mitigation areas.

27. Mosaic proposes to create a conservation easement within the SFM-HC that will cover approximately 2,100 acres. Conservation easements on certain lands which are to be preserved in an un-mined natural state are consistent with provisions for future public access.

28. Land uses at the site primarily consist of the following broadly defined groups: (1) native ecosystems and wildlife communities and (2) improved pasture, semi-improved

pasture, and cropland. Primary usage of the site has historically been hunting leasing, cattle ranching, and row cropping.

29. An archeological and historical survey of the property was performed and 39 sites were discovered. None of these sites have been determined to be significant.

30. No beneficiation plant will be constructed in Hardee County because the South Fort Meade Mine will continue to process ore in Polk County.

31. Mosaic estimates that 50,846,000 tons of phosphate is to be extracted from the SFM-HC. This is a 3,911,231 tons per year average.

32. Mosaic shall monitor groundwater, surface water and air quality within the boundaries of the SFM-HC and shall submit a monitoring report with each Annual Report to Hardee County as required by Section 3.14.02.06 B of the Hardee County ULDC.

33. Mosaic has developed protocols for the design, construction, inspection, and maintenance of retaining dikes, including both clay settling dams and perimeter retaining berms. These standards and procedures are consistent with the minimum requirements established by Chapter 62-672, F.A.C. Mosaic will provide to Hardee County and FDEP detailed construction plans for retaining dams, dikes and berms that fully comply with Chapter 62-672, F.A.C., and Section 3.14.02.05 (D) ULDC, when the permit application to construct the first proposed dam is submitted.

34. Waivers and/or variances which were requested regarding applicability of noise standards will be reviewed and considered on an annual unit review basis with unit site specific detail. Setback areas will be established based on adjacent land uses as they exist at the time of initial MMRP approval and will be vested until April 16, 2020. Requests for vacating and/or

relocating public roadways will be filed and considered by the Board separately from the DRI process.

35. Mosaic has presented financial responsibility projections for the life of the proposed mine. Based upon the 282 acres of projected mined land in year 2008-2009, a financial responsibility amount of \$1,409,750 would be required. By year 2011, the first year during which Mosaic projects to construct a clay settling area, Mosaic will be required to establish financial responsibility in the amount of \$27,964,281. Mosaic has presented financial responsibility for the first year of operations in the form of a financial statement.

36. Based on the millage rate of 16.2293 for 2007, the estimated net gain in ad valorem tax revenue would be \$32,814 per year over a 21 year span. The net gain over 21 years is estimated to be \$689,093 based on the current millage compared to the 2005 millage rate of 17.6373.

37. Mosaic has estimated that the proposed SFM-HC would generate approximately \$4,637,033 in tangible tax revenues over the total life of the mine.

38. Mosaic has estimated that the total of the severance tax on phosphate rock over a ten year span 2009-2019 will be \$19,420,682, an average per year of \$1,618,390, based on a rate of \$1.71 per ton.

39. On December 20, 2007, the CFRPC notified Hardee County that the ADA for the SFM-HC DRI was sufficient and directed the County to set the local public hearing dates, pursuant to Subsection 380.06(11)(d), Florida Statutes.

40. On February 13, 2008, the CFRPC held a duly noticed public meeting on the ADA/DRI, received all pertinent testimony and evidence, and pursuant to Section 380.06(12),

Florida Statutes, issued a regional issues report recommending approval of the proposed mine. The formal Regional Issues Report was issued to the County on March 12, 2008.

41. On April 17, 2008, the Hardee County Planning and Zoning Board and the Board of County Commissioners held a joint duly noticed public hearing on the SFM-HC ADA/DRI, the application for a Major Special Exception Use Permit ,the proposed Master Mining and Reclamation Plan, the Unit Plan Application for the initial mining unit, in accordance with the requirements of the Hardee County Comprehensive Plan and ULDC, received testimony and evidence, including the CFRPC Regional Issues Report and recommendations, and determined to approve the SFM-HC DRI as specifically conditioned herein.

42. The proposed SFM-HC DRI is found to be consistent with the requirements of Section 380.06, Florida Statutes, the State Comprehensive Plan, the CFRPC Strategic Regional Policy Plan, the Hardee County Comprehensive Plan, the ULDC, and the CFRPC Regional Report and Recommendations, as reflected in the ADA and associated applications, as amended, and the specific development conditions set for the herein. There is no adopted State land development plan applicable to the area.

SECTION 2: CONCLUSIONS OF LAW

Based upon the previous findings of fact and the following conditions of the Development Order approval, the Board of County Commissioners of Hardee County concludes as follows:

43. The development of the SFM-HC ADA/DRI, as specifically conditioned herein, is consistent with the Hardee County Comprehensive Plan, ULDC, including the mining standards set forth therein, the State Comprehensive Plan and the Strategic Regional Policy Plan.

44. This Development Order approving the SFM-HC ADA/DRI is consistent with the Regional Report and Recommendations of the CFRPC issued on March 12, 2008, as conditioned herein.

45. The notice and hearing requirements of Chapter 380, Florida Statutes and applicable local laws have been met and these proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in these proceedings, Mosaic is entitled to conduct development as described herein, subject to the conditions, restrictions, and limitations set forth below.

46. The review by the County, CRRPC, other participating agencies, and interested citizens reveals that impacts of the development activity described in the ADA for the SFM-HC DRI are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Development Order.

SECTION 3: CONDITIONS

Section 3.1: General Conditions

47. The Application for Development Approval for SFM-HC is hereby approved, and all maps tables and text as appear in the DRI/ADA, the Application for Major Use Special Exception, Master Mining and Reclamation Plan, and Initial Unit Plan, as updated in response to requests for additional information, are made part of this approval, subject to the following conditions. To the extent that the SFM-HC ADA is inconsistent with the terms and conditions of this Development Order, the terms and conditions of this Development Order shall prevail.

48. Mosaic shall designate an "Engineer of Record" for the project who shall serve as the lead point of contact and shall be responsible for and supervise the preparation and submittal

of all inspection and monitoring reports and other engineering documents submitted to Hardee County.

49. All commitments made in the Application for Development Approval, the Master Mining and Reclamation Plan, and all other subsequent submittals of information shall be binding upon Mosaic.

50. Mosaic shall obtain all the necessary construction and operation permits and approvals and shall fully comply with all the provisions of applicable laws, ordinances, rules, regulations, or requirements of any Federal, State, regional, or county governmental authority in connection with the proposed mining activities at the SFM-HC DRI. Mosaic shall ensure intergovernmental coordination by providing a copy of all correspondence with other regulatory agencies to Hardee County and CFRPC regarding the SFM-HC.

51. The Hardee County Manager, or his designee, or other person who may from time to time be designated by the Board of County Commissioners, shall be the local official responsible for assuring compliance with this Development Order. Hardee County and Mosaic shall follow the monitoring procedures contained in the ULDC, as more specifically stated, modified or supplemented herein, along with any other monitoring procedures required by State and Federal law.

52. The County shall have the right of entry for the purposes of ascertaining compliance with mining, reclamation and all other conditions of this Development Order. The County will, when possible, give reasonable notice to Mosaic of its intent to inspect the project site. Mosaic shall accompany the County representatives in order to facilitate access and avoid any unnecessary risks due to site conditions. The County shall be notified and invited to any field inspections of FDEP or other regulatory agencies.

53. Prior to Mosaic seeking any variance from a Federal, State, or other governmental entity permit, Mosaic shall first provide written notice to Hardee County in advance of the variance request.

54. Agricultural activities on the site may continue until the area is prepared for mining and may be resumed, as appropriate, subsequent to release of reclamation by Hardee County and the FDEP.

55. In support of the Florida Department of Transportation (“Department”) or the Florida Turnpike Authority (“Authority”) initiative for an east-west, coast-to-coast transportation corridor through Hardee county, Mosaic shall cooperate with Hardee County and the Department or Authority by locating corridor options crossing SFM-IC to optimize the corridor alignment in terms of construction cost, highway design parameters, drainage, and impacts to natural systems. Hardee County’s preferred corridor alignment is the middle alignment option, consistent with crossing number 4, identified in Figure SR2-11, Hardee County Development Potential, referenced herein and incorporated into the Master Mining and Reclamation Plan and Figure 13-8, Master Mining and Reclamation Plan, September 2007 Edition. Mosaic’s cooperation shall include revising yet-to-be implemented reclamation and mitigation plans in the approved Master Mining and Reclamation Plan to facilitate highway design and construction, provided such plan revisions are acceptable to DEP, USACE, and Hardee County. Mosaic shall consult with the Department and/or the Authority by January 15th (or other appropriate date) of each year and provide Hardee County with copies of the Department’s/Authority’s response, if any. All changes to reclamation and mitigation plans are subject to DEP and USACE as well as County approval.

56. Hardee County may own mineral rights beneath certain public county roadways. Prior to engaging in mining activities under public county roadways, Mosaic must file and have approved a Petition to Vacate Public Roadways. The County regards the economic development mitigation program set forth in the Development Agreement referenced in Condition 129 as adequate to compensate the County for any mineral rights beneath County roadways where mining activities are proposed.

57. Physical development of the Project shall commence within three years of Mosaic receiving all required permits to mine the SFM-HC DRI. If physical development of the project has not commenced within three years, or if any five year period shall expire without significant additional physical development activity on the site, the Board may conduct a public hearing in accordance with the ULDC after appropriate notice to Mosaic and may, at its option, based on testimony presented at that hearing, rescind, or suspend or take other appropriate action on any and all approvals granted herein except where the failure to carry out development is attributable to factors beyond the control of Mosaic.

58. Mosaic will deed to the County additional right-of-way up to 50 feet additional total width from the current right-of-way for public roads where Mosaic owns the land along the road, unless the land is otherwise encumbered by pre-existing utilities agreements, in the SFM-HC area after the reclamation is completed. The transfer of ownership will occur at the time of the annual unit review for the reclamation release of each area. Mosaic shall notify Hardee County whenever vehicles having a Gross Vehicle Weight greater than 100,000 pounds and creating more than four trips per day at locations other than the designated approved crossing points of county roads. Mosaic shall also obtain a special permit from Hardee County or conform

to any future Hardee County operating policy regarding vehicle permits, whenever vehicle load, width and/or length requires a state permit.

59. This Development Order shall expire on December 31, 2026.

Section 3.2: Wildlife

60. Surveys for listed wildlife species shall be conducted prior to clearing and other site preparation activities (hereinafter referred to as the “pre-clearing surveys”). Surveys shall follow the approved wildlife work plan SFM-HC– Development of Regional Impact Approved Wildlife Methodologies, December 2003) used during the pre-application surveys, or as prescribed in the Site Habitat Management Plan contained in the response to ADA Question 12 E., or as required by FWC/FWS permits, as appropriate.

61. The applicant shall coordinate with FWC and FWS as appropriate on the management, relocation, and/or monitoring of any listed wildlife species identified by the pre-clearing surveys.

62. The applicant shall obtain all necessary permits from the Florida Fish and Wildlife Conservation Commission (FWC) and the U. S. Fish and Wildlife Service (FWS) prior to the relocation of any listed wildlife species.

63. If nesting wading bird species or nests are identified during the pre-clearing surveys, no disturbances shall occur to the habitat as well as a buffer surrounding it (width to be specified by FWC) until such time as nesting is completed and juveniles have left the area.

64. Any Bald Eagle and Crested Caracara nesting areas either known to occur within the site or identified in the pre-clearing surveys shall be protected throughout mining activities. A program shall be implemented to monitor any nests identified throughout their respective nesting seasons, in accordance with FWC and FWS protocols. No disturbances shall occur

within a buffer surrounding the nests (as specified by FWC or FWS) until FWC and FWS have released the site for impact.

65. The pre-clearing surveys shall follow survey methodologies recommended by FWC for gopher tortoise. The survey shall be conducted over 100% of any potentially suitable habitat area and locate all active and inactive burrows. The applicant shall obtain necessary FWC permits and authorizations to relocate all gopher tortoise and commensal species that may be live-trapped to appropriate habitats. The applicant shall be required to use the new measures for survey as proposed in the Gopher Tortoise Management Plan, currently being finalized by the FWC.

Section 3.3: Vegetation (Upland and Wetland)

66. Prior to disturbing or clearing any area where Giant orchid (*Pteroglossaspis ecristrata*) plants were observed on the SFM-HC Tract during ADA preparation as shown on Map G-3, Mosaic shall relocate these plants to native or reclaimed land, or contact the Florida Native Plant Society or other similar organization and notify them of the opportunity to collect and relocate as much of the population as practical prior to clearing. Mosaic shall execute all necessary documents to allow members of such organizations to remove them from the SFM-HC Tract.

67. All wetland areas offsite or in undisturbed/preserved areas adjacent to active mining and reclamation operations will be protected from degradation. Methods to be employed shall include installation of silt fences landward of wetland boundaries, proper construction and stabilization of perimeter berms and recharge ditch systems, and regular monitoring and maintenance to ensure no breaches occur, consistent with ERP conditions.

68. All re-created wetlands shall be subject to all the rules, regulations, and policies of local, state, regional, and federal agencies governing wetland areas when such areas are released as specified by Hardee County, FDEP, and USACE, respectively.

69. Except as necessary to accommodate connection with reclaimed mitigation wetlands, a minimum of a 50-foot upland buffer shall be provided around all preserved wetlands or other preservation areas. Except for perimeter ditches and berms, no land alteration activities including mining activities shall be permitted in the buffer areas.

Section 3.4: Groundwater

70. Mosaic shall properly plug and abandon all on-site wells, in accordance with the SWFWMD standards and rules, prior to the commencement of mining within each area of the mine.

71. Mosaic shall design and conduct its mining activities and operations in a manner which reduces or eliminates the dewatering effects on the water table aquifer in preserved onsite wetlands and offsite wetlands, farm ponds, lakes and other surface waters. Techniques to reduce offsite effects include, but are not limited to; overburden cast back, perimeter recharge ditches and injection wells.

Section 3.5: Floodplains

72. There shall be no net loss of 100-year floodplain storage capacity. Each Mining Unit application will provide calculations by a professional engineer of the 100-year floodplain storage capacity within the Mining Unit boundary in terms of acre-feet (ac-ft) as well as the ac-ft of available storage capacity in the mined areas and in the water recirculation system.

Section 3.6: Wastewater

73. The only allowed surface water discharge outfall structures are adjacent to Little Charlie Creek, Parker Branch, and an unnamed tributary to the Peace River in Section 2, (Map – H-6) unless otherwise required to be relocated by FDEP.

74. The existing SFM-HC extension shall continue the use of treated domestic wastewater from the City of Fort Meade as long as it is available.

Section 3.7: Stormwater

75. Stormwater runoff from lands cleared for mining and active mining areas shall be routed through ditches into the mine water recirculation system and discharged only through permitted outfalls.

Section 3.8: Air Quality

76. Mosaic shall install a noise and dust barrier berm along the boundary of SFM-HC adjacent to private residential properties located in Section 3, Township 33 South, Range 25 East, and other areas as determined by the Mining Unit review, prior to initiating mining activities or operations adjacent to the specified property. In order to maximize the effectiveness, the berm will be a minimum of 10 feet in height and be located on Mosaic property as close to the property boundary as is feasible. The berm is not subject to the standards contained in Section 3.14.02.06 A of the Hardee County ULDC. The design shall include 3- to 5-gallon wax myrtles (or other similar dense growing plants) planted on 10-foot centers to provide a visual screen and wind break along the top of the berm. The berm will be grassed, then the outside side slopes shall be planted in two rows spaced 20 feet apart on 30-foot centers with slash pines, live oaks, or other suitable canopy trees. Tree rows shall be planted in a staggered pattern and will use a minimum of 3-gallon trees. The berm shall be removed at the

end of reclamation revegetation establishment on the adjacent mined property so that site specific post-reclamation drainage patterns are not disrupted.

77. The design of the ditch and berm system that will be constructed adjacent to any setback area subject to the provisions of Section 3.14.02.06 A. 01.b. ULDC shall be included in the annual unit review to insure that appropriate allowances are made to control noise and dust on the protected property.

Section 3.9: Cultural Resources

78. See Section 3.12 Monitoring and Reporting, Condition 112.

Section 3.10: Mining Operations

79. All necessary precautions shall be taken and methods employed in the construction and subsequent utilization of the stream crossings to protect surrounding plant communities, water quality, and stream channel integrity from degradation, and to maintain stream flow, consistent with ERP conditions.

80. Erosion control measures such as silt screens, hay bales or other appropriate measures shall be used to prevent surface water quality degradation.

81. Best Management Practices, including those identified in the ADA, shall be employed during site preparation, mining and reclamation.

82. The infrastructure corridor floodplain crossings needed to facilitate the proposed mining of the SFM-HC shall be limited to: two crossings of Little Charlie Creek, one crossing each of Lake Dale and Parker Branches, one crossing of an unnamed tributary to Little Charlie Creek in the northeast quarter of Section 24, and one crossing of an unnamed tributary in Section 2 adjacent to County Road (CR) 664 as shown on Map H-2.

83. Best Management Practices shall be required for the operation, maintenance, and reclamation of the SFM-HC DRI. Utility and pipeline crossings of the Peace River tributaries as shown on Map H-2 are approved, provided such crossings shall, at a minimum, meet the following:

- a. Pipelines shall be placed above the 25-Year Floodplain elevation and isolated from tributaries by berms.
- b. Pipelines shall be jacketed and spill containment areas outside the floodplain shall be provided.
- c. Pipelines shall be routinely inspected by operating personnel and the system shall be shut down if a spill occurs until the source of the spill is corrected.
- d. All utility crossings shall be elevated above the 25-Year Floodplain level as shown in the ADA.

84. Mining utility easements shall be jacked and bored under County roads rather than open cut unless otherwise specified by the County.

85. All non-public roads, streets, bridges, and other access ways located upon the site shall be constructed and maintained by Mosaic without any cost or obligation to Hardee County.

86. Best Management Practices, including those identified in the ADA, shall be employed during site preparation, mining and reclamation to minimize air quality impacts.

87. Mosaic shall submit detailed construction plans to Hardee County Road and Bridge Department for approval of any Hardee County roadway relocation and/or crossing, or any utility crossing over or under Hardee County roadways. Construction plans shall be submitted to Hardee County at least sixty days prior to planned construction activity, or as a part of the detailed mining unit plan for each consecutive mining area. Hardee County review procedures of roadway relocation/crossing activities shall be as specified in the ULDC and other pertinent County ordinances. Written approval from Hardee County shall be obtained by Mosaic prior to the construction/relocation/ closing, or utility crossings of any Hardee County roadway or public purpose easement.

88. Mosaic will provide CFRPC, Hardee County, and FDEP the detailed design for each clay settling area on the SFM-HC Tract for Board approval at least four months prior to the scheduled start of construction, according to Section 3.14.02.05 D, ULDC and Chapter 62-672 FAC. The application for approval to construct each settling area will include an emergency response plan similar in content to Appendices 35-2 and 35-3 in the September 2007 edition of the Master Mining and Reclamation Plan, a spill diversion and containment plan as described in Exhibit SR3-1, and a description of the measures Mosaic will employ to ensure the diversion and containment areas will have sufficient capacity to contain potential releases as well as the 100-year storm event rainfall. Each annual report shall address any needed changes to the Emergency Response Plan and the sufficiency of each active diversion and containment area. The spill containment areas are not subject to condition 98 below.

89. All earthen embankments (dams) shall be designed, constructed, inspected, and maintained in accordance with the standards of Chapter 62-672, FAC - Minimum Requirements

for Earthen Dams, Phosphate Mining, and Processing Operations, as indicated in the SFM-HC ADA, as well as all other applicable local, State, and Federal requirements.

90. Mosaic shall be responsible for maintaining the water recirculation system and the drainage system, including channels, swales, culverts, erosion protection facilities, and discharge facilities during mining and reclamation. Any transfer of this responsibility from Mosaic to subsequent owners, or assigns, shall require the approval of the appropriate permitting agency.

91. All mining operations, structures, dams, ditches, berms, dikes, stockpiles, ponds and settling areas shall comply with the setbacks established in Section 3.14.02.06 A.01, .02, .03 and .04, ULDC; provided, however, that setback areas will be established based on adjacent land uses as they exist at the time of initial MMRP approval and will be vested until April 16, 2020.

Section 3.11: Reclamation

92. Preservation areas (as shown on Map H-2 of the Master Mining and Reclamation Plan, September 2007 edition) shall be retained to promote the protection of the regional wildlife and plant species and will act as colonization sources for the reclaimed habitats. Reclaimed uplands shall be designed to have a connection to undisturbed areas so that they will have a way to repopulate. Relocation and restocking efforts as appropriate and approved by the various agencies shall be conducted in a manner that will maximize the rate of colonization of the reclaimed habitats. All wetland losses within the SFM-HC shall require mitigation in accordance with the specific mitigation plan described in the ADA and in accordance to the Florida Department of Environmental Protection (FDEP) Environmental Resources Permit (ERP).

93. As any wetland area to be mined is cleared, where practicable topsoil shall be removed as part of the land clearing operations and either transferred directly to wetlands undergoing reclamation or stockpiled and covered with overburden for later use. Wetlands containing significant amounts of nuisance, exotic plant species shall be exempt from this requirement, consistent with ERP conditions.

94. The drainage basins in the SFM-HC DRI shall be restored to the approximate pre-mining sizes, hydrologic functions, and locations as described in the ADA. Any proposed changes to the post-reclamation drainage patterns shown on Map I-2 of the ADA shall be addressed in an application to revise the Master Mining and Reclamation Plan. Mosaic's applications for reclamation approval shall include a demonstration that the drainage basins shown in the then-approved Master Mining and Reclamation Plan were established by the reclamation work completed. Mosaic may use a copy of the FDEP CRP release to demonstrate completion for the County.

95. As part of its applications for approval of reclamation in accordance with the provisions of the ULDC, Mosaic shall submit evidence that reclaimed areas located adjacent to Parker Branch, Little Charlie Creek, Lake Dale Branch, and unnamed tributaries to the Peace River provide base flow to these preserved streams. Evidence may consist of water table measurements in reclaimed areas, aquifer performance tests, geotechnical evaluation of reclaimed soil cores, soils mapping using NRCS protocols, or quantitative modeling.

96. As part of its applications for approval of reclamation in accordance with Section 3.14.02.06, of the ULDC, Mosaic shall provide evidence of the suitability of the reclaimed Neilhurst and Arents soils shown on ADA Map E-2 for development upon completion of reclamation. Evidence may include scientific literature references; the results of site-specific

geotechnical investigations; and/or the mapping of the reclaimed soils using NRCS mapping protocols. The evidence must establish that the reclaimed soils meet the CFRPC Urban Suitability criteria for ratings 1, 2, or 3. Reclaimed clay settling areas at a minimum must be suitable for pasture or other agricultural uses only. Areas that are disturbed, but not mined, undisturbed, or preserved are not subject to these requirements.

97. Mined land shall be reclaimed in accordance with the reclamation schedule as appears in the MMRP as further clarified or modified by the terms and conditions of this Development Order and the Hardee County ULDC. For clay settling areas, reclamation commences after the surface area is ditched and drained and the dams are “abandoned” according to Ch. 62-672, which takes approximately four years after the end of its use.

98. Except as specifically as provided sub-section 3.14.02.06.C, 06 and 07, where all reclamation activities must be completed within two years, areas specifically designated by the reclamation plan to receive sand tailing deposition shall be backfilled within three years of mineral extraction. All subsequent grading and contouring, soil treatment, soil enrichment, and initial re-vegetation must be completed within two years thereafter. In the event mining activities and operations temporarily cease due to economic conditions, labor relations, supplier disruptions, etc. Mosaic shall report to Hardee County the impact of such conditions on the mine-wide rate of reclamation as well as the reclamation units where mining disturbance has occurred and reclamation is not complete. In the event mining cessation exceeds two years, Mosaic shall submit to Hardee County and FDEP for approval alternative plans for reclaiming then disturbed areas.

99. Mosaic shall abide by all FDEP reclamation regulations regarding site cleanup and shall dismantle and remove any building structures existing at the cessation of the mining

operation that cannot be put to an allowable use under a proposed post reclamation future land use and zoning district classification for the property.

100. All mitigation areas and littoral shelves shall be graded and planted in accordance with FDEP and Hardee County requirements. Additional planting may be required in mitigation areas to achieve the desired plant cover rate. Inspection reports for mitigation areas and monitoring results shall be included in the annual report to Hardee County and in the DRI semiannual report.

101. Transportation of ore excavated from the SFM-HC DRI to the South Fort Meade Mine beneficiation facilities is approved. Transportation of sand and clay from the beneficiation facilities to the SFM-HC DRI, and use of such sand and clay to backfill mined areas within the SFM-HC DRI is similarly approved. Transportation of ore, sand, and clay is approved on the basis that all transportation of these products shall occur within the boundaries of the SFM-HC DRI.

102. In order to ensure a sufficient supply of sand tailings to timely reclaim the wetlands and other surface waters authorized for mining operations within the SFM-HC according to the reclamation plan as proposed, the permittee will create a sand tailing stockpile sufficient to restore the land according to the submitted plan. Sufficient sand generated by the mining process at SFM-HC shall be returned to Hardee County for purposes of reclamation as established for the plan in Map H-8, Reclamation Schedule, and Map F-2, Post Reclamation Vegetation Cover and Table 35-3. The permittee shall update Table 35-3 sand tailings balance for reserves processed through the SFM-HC on an annual basis and include it in the annual report in order to demonstrate that the reclamation will be completed as planned. The accounting of sand shall be further reviewed at each 5 year audit interval

Section 3.12: Monitoring and Reporting

103. Mosaic shall notify Hardee County of any unilateral action discontinuing infrastructure or any other practice which results in a change of material used for reclamation according to the schedule approved herein. Said notification shall further include a revised reclamation plan which maintains the schedule of reclamation approved. The Hardee County Board of County Commissioners shall review and take action on a proposed revised reclamation plan.

104. Mosaic shall perform monitoring and reporting as required in the ULDC to determine whether the surface water management system and/or other mining activities or operations are adversely affecting the natural hydroperiod, water flow, natural fluctuations, natural vegetation and wildlife populations of the site's wetlands and flood prone areas.

105. The surface and ground water monitoring program presented in the MMRP shall be continued in order to supplement the monitoring conducted for FDEP and SWFWMD described above and to provide a background for evaluation of the impacts of mining, waste disposal and reclamation. Monitoring locations shown on Map H-6 and listed in Tables H.01-A, H.02-B, H.02-C, H.02.D, and H.03.A, which address rainfall, air quality, surface water flow and quality, and groundwater levels and quality, are approved and found to be consistent with the monitoring standards established by sub-section 3.14.02.06 B, ULDC for the initial mining unit area. The monitoring data will be reported to Hardee County and the CFRPC on a quarterly basis and summarized in the Annual Operating Report. The monitoring data is to be submitted in hard copy as well as electronically. The electronic data is to be in portable document format (PDF) as well as the original format that it was created or received from laboratories by Mosaic,

such as Word[®], Excel[®], GIS shape file, the format to be acceptable by Hardee County and CFRPC.

106. Air quality monitoring at fixed and mobile stations shall be continued as described in the approved MMRP and reports shall be submitted to Hardee County and CFRPC on a quarterly basis, and corrective actions will be undertaken where required if ambient air quality standards for contaminants are exceeded. Mosaic shall propose to Hardee County and CFRPC and undertake appropriate mitigation steps to correct the exceedances of air quality standards as soon as practicable.

107. The monitoring results of the ditch and berm system by piezometers, water levels, etc. as required by the Southwest Florida Water Management District are to be reported to Hardee County and the CFRPC on a quarterly basis and summarized in the Annual Operating Report. The electronic data is to be in Portable Document Format (PDF) as well as the original format that it was created, such as Word[®], Excel[®], GIS shape file, the format to be acceptable by Hardee County and CFRPC.

108. The monitoring results of water discharged from permitted outfalls as required by the Florida Department of Environmental Protection are to be reported to Hardee County and CFRPC on a quarterly basis and summarized in the Annual Operating Report. The data is to be provided in the same format as sent to FDEP.

109. Mosaic shall report any excursions from applicable state water quality standards within 24 hours of identification either verbally or electronically, except for the existing, or baseline, conditions documented in Section 14.B of the ADA that do not meet applicable standards. Mosaic shall report such findings in writing within 14 business days, which report shall address whether any such excursions were caused by mining activities or operations. Any

violations determined to be caused by mining operations or activities shall be addressed in accordance with the provisions of Section 3.14.02.11, ULDC.

110. Should a sink hole develop on the site Mosaic shall notify Hardee County and CFRPC within 24 hours of discovery and develop a plan to respond to the situation within 60 days, if the situation warrants remediation.

111. Mosaic shall promptly investigate complaints made by adjacent property owners related to water table drawdowns or adverse effects to any adjacent off-site well(s) caused by mining activities. Once a complaint has been made, Mosaic shall be responsible for reporting the complaint and the action to be taken to solve the problem, to SWFWMD and the Hardee County Mining Department.

112. Any historical or archaeological resources discovered during mining operations within the SFM-HC shall be immediately reported to the Florida Department of State, Division of Historical Resources and the ultimate disposition of such resources shall be determined in cooperation with the Florida Department of State, Division of Historical Resources. Mosaic's employees shall be made aware of ways to recognize historical or archeological resources through information posted at mine facilities. The Florida Department of State, Division of Historical Resources shall evaluate the significance of such findings and assess the measures which will be taken to avoid, minimize, or mitigate any adverse impacts prior to continuation of mining activities in the area of discovery. The agreed upon treatment of the resources shall be completed before activities which would disturb the resources are allowed to continue. The CFRPC and Hardee County will be notified of the proposed treatment of the resources.

113. Mosaic shall conduct annual inspections of the surface water management system on the project site to ensure that the system is maintained in keeping with its design, and is

capable of accomplishing the level of surface water storage/treatment for which it was intended. The report shall be signed and sealed by a professional engineer.

114. Mosaic shall submit to the Hardee County Board of County Commissioners, the Central Florida Regional Planning Council, and the State Land Planning Agency a DRI Annual Report pursuant to Sections 380.06(15)(c)(4) and 380.06(18), Florida Statutes, on August 15th of each year for the term of this Development Order. The report shall be in a form provided by the Central Florida Regional Planning Council and shall also meet all the requirements of Rule 9J2.025(7), Florida Administrative Code. Submission of the Annual Report pursuant to Chapter 380, Florida Statutes, shall not relieve Mosaic of its obligation to submit an Annual Mining Unit Review pursuant to the Hardee County Mining Ordinance. This Annual Mining Unit Review and Annual Operating Report, as appropriate shall be submitted on August 15th of each calendar year, reporting on the operation for the previous fiscal year (June 1 – May 31).

- a. The report shall be submitted on an annual basis to Hardee County, State of Florida, Department of Community Affairs, and CFRPC.
- b. Hardee County and the CFRPC agree that one report can be presented by Mosaic, which includes the requirements of both agencies.
- c. Mosaic agrees to report on an annual basis in the Annual Report a discussion of the measures Mosaic or other researchers have employed to develop economically feasible technology that promotes faster, and more complete consolidation and reclamation of waste clays so as to facilitate reclamation of clay settling area. Strategic Regional Policy Plan (SRPP Policy 1.12.2);

- d. The reporting process is to be tied to the mining ordinance and to include the annual reporting of the DRI information to Hardee County and CFRPC.
- e. Include electronic copies in PDF and original i.e. GIS (compatible with county and CFRPC's GIS). Excel[®], Word[®], etc. The GIS files are to include the following types of data if any of this has changed and to the extent that Mosaic has the data for this site:
 - i. Mine land ownership boundaries;
 - ii. Extent of mining and disturbed – cumulative on site;
 - iii. Pre mining land use;
 - iv. Post reclamation land use;
 - v. Pre-mining topography (2 foot contours);
 - vi. Post reclamation topography (2 foot contours);
 - vii. Preserved Areas (included in Mine Disturbance Boundary);
 - viii. Waste Clay Disposal areas;
 - ix. Monitoring station locations;
- f. Any changes in the plan of development, or in the representations contained in the ADA for the SFM-HC DRI, or in the phasing for the reporting year and for the next year;
- g. A summary comparison of development activity proposed and actually conducted for the year;
- h. A listing of undeveloped tracts of land, other than individual single-family lots, that have been sold to a separate entity or Mosaic in the SFM-HC DRI;

- i. Identification and intended use of lands purchased, leased, or optioned by Mosaic adjacent to the SFM-HC DRI since the Development Order was issued;
- j. An assessment of Mosaic's and the local government's compliance with the conditions of approval contained in the DRI Development Order and the commitments that are contained in the SFM-HC ADA and which have been identified by Hardee County, CFRPC, or DCA as being significant;
- k. Any known incremental DRI applications for development approvals or requests for a substantial deviation determination that were filed in the reporting year and to be filed during the next year for the SFM-HC;
- l. An indication of a change, if any, in local government jurisdiction for any portion of the development since this Development Order was issued;
- m. A list of significant local, State, and Federal permits which have been obtained or which are pending by agency, type of permit, permit number, and purpose of each;
- n. A statement that all persons have been sent copies of the annual report in conformance with Subsections 380.06(14) and (16), Florida Statutes;
- o. A copy of any recorded notice of the adoption of a Development Order or the subsequent modification of an adopted Development Order that was recorded by Mosaic pursuant to Subsection 380.06(15) (d), Florida Statutes; and,

- p. A report containing monitoring results that notes any changes from pre-mining conditions that is signed and sealed by a professional engineer.

115. Mosaic shall submit to Hardee County an Annual Operating Report concerning the Master Mining and Reclamation Plan and the Major Special Exception Approval on August 15th of each year for the term of this Development Order. The Annual Operating Report shall comply with the reporting requirements in the ULDC, and with any special requirements set forth herein, and may be combined with the DRI Annual Report.

116. The Annual Operating Report shall review the adequacy of the water monitoring program and the appropriateness of adding monitoring locations, parameters, and methods as well as deleting locations, parameters, and methods no longer necessary to evaluate impacts of mining, waste disposal and reclamation. The BOCC may amend the Monitoring plan as part of the Annual Review process for just cause. Such changes to the approved monitoring program shall neither require submittal of a DRI Notice of Proposed Change nor constitute a substantial deviation.

117. Notwithstanding the date of expiration of this Development Order, every five years there shall be an independent comprehensive audit of Mosaic's compliance with the conditions of this DO, Major Special Exception Approval, MMRP, as may have been amended, the ULDC mining standards and State and Federal permits, which audit shall occur according to the following procedure:

- a. Not later than six months prior to the fifth anniversary of issuance of the DO, or thereafter within six (6) months of the 5th anniversary of completion of the last audit conducted pursuant to this section, a consultant who has experience in

phosphate mining, reclamation, and regulatory review shall be selected to conduct the independent audit. Unless the County and Mosaic agree on a consultant in advance, the consultant shall be selected as follows: the County shall submit the names of three consultants to Mosaic and Mosaic shall select the consultant it prefers. If Mosaic finds all three proposed consultants unacceptable, the County shall submit three additional names until an acceptable auditor is selected.

Mosaic's consent shall not be unreasonably withheld. The consultant's fees shall be paid by Mosaic.

- b. County staff and Mosaic shall assist with the audit as necessary and shall cooperate to provide, or give the consultant access to, the following:
 - i. This DO and MMRP issued by Hardee County, including any amendments or updates;
 - ii. The current Conceptual Reclamation Plan which has been approved by the FDEP, or any successor agency;
 - iii. All FDEP program area approvals;
 - iv. The current permit issued by the USACE;
 - v. All annual reports filed with Hardee County, FDEP and the USACE filed within the last five years;
 - vi. Any updates to the information in the applications for Major Special Exception approval and/or MMRP made necessary by changes in operations or technology;
 - vii. All correspondence between Mosaic and any regulatory agency regarding mining operations and the compliance of mining operations with any

regulatory requirement; and

viii. Any and all other written and graphic material the consultant deems necessary to fully investigate regulatory compliance of mining operations.

c. The consultant shall present a final written audit report to the Board not later than one hundred twenty (120) days after engagement of the consultant, unless the deadline is extended by the Board. The report shall include detailed findings and conclusions as to Mosaic's status of compliance with the conditions of this DO, applicable County codes and the requirements of other regional State and Federal regulatory agencies. The report shall also make recommendations as to compliance measures to be taken by the County in any instance where a current item of non-compliance is found. Mosaic shall be given the opportunity to address and respond to any findings and recommendations in the consultant's report. The consultant's audit report shall be reviewed by the Board at a public hearing. Any actions taken by the County as a consequence of the audit report shall be as provided for in the ULDC.

118. Prior to initiation of mining Mosaic shall have provided an audited financial statement, which shall have been accepted by the Board as sufficient under the terms of the ULDC or, in lieu of an audited financial statement, Mosaic may submit a surety bond payable to the Board of County Commissioners or Corporate Guarantees from Mosaic. Where a surety bond or guarantees have been posted in lieu of an audited financial statement of Mosaic, the surety bond or guarantees shall be withdrawn or released upon acceptance of an audited financial statement by the Board of County Commissioners. The demonstration of financial responsibility

for each year shall continue to be provided during the annual review process in conformity with the ULDC.

119. Mosaic shall submit an itemized list of all tangible property within Hardee County to Hardee County staff by April 1st of each year. Tangible property shall be considered operational for the year, if the tangible property was in service for a period of three months of the year.

Section 3.13: Conservation Easement

120. In the event the Trustees of the Internal Improvement Fund, or the FDEP, refuse to accept the Conservation Easement presented in the 3rd Sufficiency Response Appendix 10-1, Mosaic will work with CFRPC and Hardee County to develop an alternate means for realizing the conservation and recreation opportunities presented by the Easement, Strategic Regional Policy Plan (SRPP Policy 1.5.2).

121. The applicant is encouraged to develop a comprehensive conservation strategy supported by a resource management plan for all of the areas that will be reclaimed to natural habitat adjacent to the protected Conservation Easement corridors and to offer the entity responsible for maintaining the Conservation Easement or other appropriate entity the opportunity to purchase through fee-simple or less-than-fee simple means all adjacent areas reclaimed to native habitat.

Section 3.14: Substantial Deviations

122. Failure to comply with any condition in this Development Order or representations made in the Application for Development Approval may be determined to be a substantial deviation and initiate the Development of Regional Impact review process.

123. Any proposed disturbance in areas shown as “preserved” on Map H-2 shall require a Substantial Deviation determination (SRPP Policy 1.6.1.c).

124. Any proposed decrease of greater than 10 percent in the percentage of wildlife habitat and forestry after reclamation within the total project area from those shown on Table 12-1 shall require a Substantial Deviation determination (SRPP Policy 1.11.5).

125. Any proposed increase of more than 5 percent in the clay storage areas (acres) metrics shown on Table 35-2 shall require a Substantial Deviation determination (SRPP Policy 1.13.1 and 1.13.2).

126. Post-reclamation Maps C-2, F-2, and I-2 may be revised as appropriate by Mosaic throughout the term of the Development Order provided such changes are consistent with CFRPC SRPP Policies 1.12.3 (compatible with surrounding land uses), 1.12.4 (compatible with natural topography), and 1.16.3 (incorporate landscape reclamation practices). Any changes to the above mentioned post reclamation maps will require county approval consistent with the DO and require mining unit approval and MMRP approval. An updated MMRP is required for any changes.

127. The following changes shall not be considered substantial deviations for purposes of this development order:

- a. Any change addressed in section 380.06(19)(e), Florida Statutes;
- b. Any change resulting in a decrease in regional impacts;
- c. Revisions to the mining sequence and corresponding reclamation sequence; and,
- d. Changes to monitoring locations, frequency or methods.

128. Elimination of the proposed land and lakes reclamation and/or alteration to reduce the size of any proposed lake(s) from the SFM-HC MMRP and/or Major Special Exception Use approval shall require a substantial deviation determination.

Section 3.15: Development Agreement

129. In order to demonstrate compliance with the economic development element of the Hardee County Comprehensive Plan, Mosaic has agreed to support various economic initiatives during the effective term of this development order. This support has been documented in the form of a development agreement authorized by Chapter 163, Florida Statutes and adopted pursuant to the notice and hearing requirements therein. Compliance with the South Fort Meade development agreement or any revision thereto is a condition of this development order and enforceable in the same manner as any other condition.

SECTION 4: LEGAL DESCRIPTION.

130. The following legal description of the development site covers the "South Ft. Meade - Hardee Co.*" Mine within Hardee County,

In Township 33 South, Range 25 East, Hardee County, Florida:

Section 1; All, LESS Right of Way for CR 664 and LESS Right of Way for County Line Road.

Section 2; All, LESS Right of Way for County Line Road and LESS the N1/4 of the NW1/4 of the NE1/4.

Section 3; The N 2335' of the W1/4

AND the N 2005' of the W1/4 of the E1/2 of the NW1/4, LESS the NW1/4 of the NW1/4 of the NE1/4 of the NW1/4 and LESS Right of Way for County Line Road

AND the W1/4 of the N3/4 of Section, LESS the N 2335' thereof

AND the W1/4 of the E1/2 of the NW1/4, LESS the N 2005' thereof

AND the W1/4 of the NE1/4 of the SW1/4

AND the SE1/4 of the SW1/4 of the NE1/4 of the SW1/4

AND the SW1/4 of the SE1/4 of the NE1/4 of the SW1/4

AND the S1/2 of the SW1/4

AND the SE1/4 lying East of Peace River, LESS Begin at NE corner of the NE1/4 of the NE1/4 of the SE1/4; thence South 241.37'; thence West 185'; thence North 241.37'; thence East 185' to POB and LESS Commence at the NE corner of the NE1/4 of the NE1/4 of the SE1/4; thence West 380' for POB; thence South 241.37'; thence West 95'; thence South 183.63'; thence West 95'; thence North 183.63'; thence West 90'; thence North 241.37'; thence East 280' to POB

AND the E1/2 of the of the NE1/4 of the NE1/4, LESS a 1 acre square in the NW corner thereof and LESS a 1 acre square in the SW corner thereof

Way AND the W 90' of the E 185' of the N 241.37' of the NE1/4 of the NE1/4 of the SE1/4, LESS road Right of Way
AND the E 95' of the N 241.37' of the NE1/4 of the SE1/4, LESS road Right of Way.

Section 4; The E1/4 of Section, LESS Right of Way for County Line Road

Section 9; The NE1/4 of the NE1/4

AND that part of the S1/2 of the NW1/4 of the NE1/4 lying North of Lake Branch Road.

River Section 10; The N1/2, LESS that part of the NW1/4 lying South of Lake Branch Road and West of Peace
AND the SE1/4.

Section 11; All, LESS the N 330' of the E 660' of the NW1/4 of the SW1/4 and LESS that part of the NW-1/4 of SW ¼ described as: Commence at the SE corner of the NE1/4 of the SE1/4; thence North 380' to POB; thence S82°W 415'; thence North 150'; thence N82°E 415'; thence South 150' to POB.

Section 12; All, LESS county road Right of Way.

Section 13; All, LESS the N1/2 of the NE1/4 and LESS the N 881.76' of the SE1/4 of the SE1/4 and LESS Commence at the SE corner of the NE1/4; thence North 190.5' to the POB; thence West 246'; thence North 168.5'; thence West 173'; thence North 161'; thence East 419'; thence South 329.5' to POB and LESS county road Right of Way.

Section 14; All, LESS county road Right of Way

Section 15; That part of the NE1/4 lying N and E of the middle channel of Peace River
AND the E1/2 of the SE1/4 lying E of the middle channel of Peace River.

Section 22; The E1/4 of the NE1/4

AND the E1/2 of the NE1/4 of the SE1/4

AND the SE1/4 of the SE1/4.

Section 23; All, LESS the N 175' of the E 143' and LESS Begin at the SE corner of the NE1/4 of the NW1/4; thence West 600'; thence North 210'; thence East 270'; thence North 120'; thence East 330'; thence South 330' to the POB and LESS the S1/2 of the NE1/4 of the NE1/4 and LESS the E 450' of the SE1/4 of the NE1/4 and LESS county road Right of Way.

Section 24; All of Section, including Lots 1, 2, and 3 of Lake Dale Estates, LESS the SW1/4 of the SW1/4 of the NW1/4 and LESS the W1/2 of the NW1/4 of the SW1/4 and LESS Commence at the NE corner of the SE1/4 of the NE1/4; thence West 25'; thence South 549.93' for POB; thence West 227.66'; thence South 460.86'; thence East to the W Right of Way of State Road 864B; thence North to POB and LESS Commence at the SW corner of the SE1/4 of the SW1/4; thence N89°09'34"E 50' to POB; thence N00°14'38"W 417.42'; thence N89°09'34"E 208.71'; thence S00°14'38"E 417.42'; thence S89°09'34"W 208.71' to POB and LESS county road Right of Way.

Section 25; the NE1/4 of the NE1/4

AND The N1/2 of the NW1/4

AND the E1/2 of the SW1/4 of the NW1/4

AND the W1/2 of the SE1/4 of the NW1/4

AND the SE1/4, LESS county road Right of Way.

Section 26; The E1/2 of the NW1/4 of the NW1/4, LESS the N 283' thereof

AND the N1/2 of the SW1/4 of the NW1/4

AND the W1/2 of the NW1/4 of the NW1/4 lying N of Heard Bridge Road

AND Commence at the NE corner of the NW1/4; thence West 1025' to POB; thence continue West 300'; thence South 655.44'; thence East 600'; thence North 255.44'; thence West 300'; thence North to POB

AND the SW1/4 of the NE1/4 of the NW1/4 lying N of Little Charlie Creek, LESS the E 75' thereof

AND that part of the NW1/4 of the SE1/4 of the NW1/4 lying N of Little Charlie Creek

AND the S1/2 of Section, LESS Commence at the SE corner of the section; thence S89°51'17"W 663.83' for POB; thence S89°51'17" W 1909.59'; thence N00°28'08"W 100'; thence N89°51'17"E 1909.77'; thence S00°28'08"E 100' to POB

AND the S1/2 of the NE1/4

AND the NE1/4 OF NE1/4
AND the E 887.27 FT OF NW1/4 OF NE1/4
AND the S1/4 OF NW1/4
AND the NE1/4 of the SE1/4 of the NW1/4
AND that part of the NE1/4 of the NW1/4 lying S of creek
AND that part of the NW1/4 of the SE1/4 of the NW1/4 lying S of creek
AND the W 385' of the N 283' of the E1/2 of the NW1/4 of the NW1/4, LESS the N 33' thereof for road Right of Way and LESS county road Right of Way.

Section 27: The NE1/4 of the NE1/4, LESS road Right of Way
AND the S1/2 of the SE1/4 of the NE1/4
AND the E1/2 of the SE1/4
AND the NE1/4 of the SE1/4 of the NE1/4, LESS a 1 acre square in the NW corner thereof and LESS county road Right of Way.

Section 34: The NE1/4 of the NE1/4, LESS the S 200' thereof.

Section 35: The NW1/4 of the NW1/4
AND the S3/4 of the E1/4 of the NE1/4
AND the W1/8 of the NE1/4
AND the SE1/4 of the SW1/4 of the NE1/4
AND the SE1/4 of the NW1/4
AND the NE1/4 of the NE1/4 of the SW1/4
AND the W1/2 of the SE1/4
AND the NE1/4 of the SE1/4, LESS the SE1/4 of the NE1/4 of the SE1/4
AND the W1/4 of the SE1/4 of the SE1/4
AND the NE1/4 of the NW1/4, LESS Commence at the NE corner of Section; thence S89°51'17"W 2323.42' for POB; thence S00°28'08"E 2317.86'; thence S89°51'17"W 250'; thence N00°28'08"W 2317.86'; thence N89°51'17"E 250' to POB LESS county road Right of Way.

Section 36: The N1/4 of the NE1/4 of the SW1/4
AND the NW1/4, LESS Commence at the NW corner of the Section; thence South 467.38' to POB; thence East 440.84'; thence South 838'; thence West 181.92'; thence North 22'; thence West 26'; thence South 22'; thence West 232.92' to the W line of Section; thence North 838' to the POB and LESS the N 417.38' of the NE1/4 of the NW1/4 and LESS the S 167' of the SW1/4 of the NW1/4 and LESS the S 324.19' of the N 741.57' of the E 671.82' of the NE1/4 of the NW1/4 and LESS county road Right of Way.

In Township 33 South, Range 26 East, Hardee County, Florida:

Section 5: All LESS county road Right of Way.

Section 6: All, LESS county road Right of Way.

Section 7: All, LESS county road Right of Way.

Section 8: The NE1/4 ,AND the W1/2
AND the W1/2 of the SE1/4
AND the NE1/4 of the SE1/4 LESS a 5 acre parcel in the SE corner thereof and LESS county road Right of Way.

Section 18: The NW1/4
AND the N3/4 of the N1/2 of the SW1/4 LESS Commence at the NW corner of the SW1/4 of the NW1/4; thence East to the E Right of Way of SR 664 for a POB; thence South 208.75'; thence East 521.85'; thence North 208.71'; thence West 521.85' to POB and LESS Commence at the NW corner of the SW1/4; thence East to the E Right of Way of SR 664 for a POB; thence North 100'; thence East 521.85'; thence South 430'; thence West 311.85'; thence South 420'; thence West 210'; thence North 750' to the POB and LESS county road Right of Way.

Section 19: The S3/4 of the W1/2, LESS county road Right of Way.

Section 30: The NW1/4 of the NW1/4, LESS Begin at the SW corner of the NW1/4 of the NW1/4; thence East 510'; thence North 200'; thence West 220'; thence South 83'; thence West 290'; thence South 117' to the POB

AND the SW1/4 of the NW1/4
AND the NW1/4 of the SW1/4
AND the SW1/4 of the SW1/4, LESS the S 210' of the W 210' thereof
AND the S 660' of the W 330' of the NE1/4 of the NW1/4
AND the E1/2 of the NE1/4 of the NW1/4
AND the W 175' of the NW1/4 of the NE1/4, LESS the E 172' of the W 175' of the S 900' thereof and LESS county road Right of Way.

The entire site contains approximately 10,855 acres, more or less.

SECTION 5: EFFECTIVE DATE.

131. This Resolution shall become effective upon approval vote by the Hardee County Board of County Commissioners, provided, however, that the filing of a notice of Appeal pursuant to Section 380.06, Florida Statutes, shall suspend development authorization granted by this Development Order, until the resolution of said appeal. The project build-out date (completion of the reclamation) is December 31, 2026, and the Development Order shall expire on December 31, 2026. Prior to December 31, 2026, the County may not down-zone or reduce the intensity or unit density permitted or intensity reduction, unless the County can demonstrate that substantial changes in the conditions underlying the approval of the development order have occurred or the development order was based on substantially inaccurate information provided by the developer or that the change is clearly established by local government to be essential to the public health, safety, or welfare.

SECTION 6: RENDITION.

132. The Mining Department is hereby directed to send certified copies of this Development Order within thirty (30) days of the Board approval to Mosaic, the DCA, and the CFRPC.

SECTION 7: NOTICE OF RECORDING.

133. Mosaic shall record a notice of adoption of this Development Order as required pursuant to Chapter 380, Florida Statutes, and shall furnish the Mining Coordinator a copy of the recorded notice with the first annual report.

SECTION 8: COMPACTS BETWEEN MOSAIC AND OTHER COUNTIES.

134. Nothing herein shall be affected by any Agreement or Compact regarding phosphate mining which may have been, or in the future will be, entered into between Mosaic, or any affiliated entity, parent or subsidiary company, and any private public entity, unless the Board of County Commissioners of Hardee County determines that such Agreement or Compact should apply, after first making applicable amendments to the Comprehensive Plan, ULDC and SFM-HC DRI by following all required procedures pertaining to such amendments.

SECTION 9: SEVERABILITY.

135. It is the intent of this Development Order to comply with the requirements of all applicable laws and constitutional requirements. If any provision of the Ordinance or the application thereof to any person or circumstance is for any reason held or declared to be unconstitutional, inoperative, or void by a court of competent jurisdiction, such holding of invalidity shall not affect the remaining portions or applications of this Ordinance, and to this end the provisions of this Ordinance are declared severable.

DULY PASSED AND ADOPTED IN REGULAR SESSION OF THE BOARD OF COUNTY COMMISSIONERS OF HARDEE COUNTY, FLORIDA, THIS 14th DAY OF

August, 2008.

BOARD OF COUNTY COMMISSIONERS
OF HARDEE COUNTY, FLORIDA


Dale Johnson, Chairman

ATTEST:

B. Hugh Bradley 8/22/2008
B. Hugh Bradley, Ex-Officio Clerk to the Board