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RICHARD AKE CLERK OF COURT
HILLSBOROUGH COUNTY
DEPUTY CLERK Y Roche

DECLARATION OF RESTRICTIONS – North Parcels

Cargill Fertilizer, Inc. ("Cargill"), a Delaware corporation and the owner of the land more particularly described in Schedule A annexed hereto and made a part hereof by reference (the "Property"), hereby imposes permanent restrictions on the uses permitted on the Property and declares that from and after the date of execution hereof, the Property shall be used only as an environmental preservation area, consistent with the findings and conditions contained in the Development Order approved by Hillsborough County, Florida on June 13, 2000 (the "Development Order") and the conditions hereof. The Development Order and related environmental permits (the "Permits") were reviewed by Hillsborough County, a political subdivision of the State of Florida, the Environmental Protection Commission of Hillsborough County, Southwest Florida Water Management District, the Florida Department of Environmental Protection, the Florida Fish and Wildlife Conservation Commission, Tampa Bay Regional Planning Council, the U.S. Army Corps of Engineers, the U.S. Environmental Protection Agency, and the U.S. Fish and Wildlife Service (hereafter, the "Reviewing Agencies"), as a function of the ecosystem management / team permitting process authorized in sections 403.075 and 403.0752, Florida Statutes. The Development

Order and the Permits authorize the expansion of the phosphogypsum storage system at the Cargill Riverview facilities (the "Expansion"). Various Net Ecosystem Benefit ("NEB") projects associated with the Expansion are incorporated in the Development Order and the Permits as conditions for development

Cargill hereby agrees and declares that only the following uses shall be permitted upon the Property, in furtherance of the NEB's described above

- 1 Protection, restoration or enhancement of wetlands and surface water conveyances to facilitate the improvement of water quality and quantity of water flow into the Lower Alafia River or Tampa Bay and to assure the restoration and/or enhancement of uplands in a manner so as to improve the overall function of the NEB areas, as provided in the Development Order and the Permits, including but not limited to
 - Eradication and removal, to the extent practical and feasible, of exotic vegetation which has infested portions of the Property,
 - Blocking of existing drainage ditches;
 - Replanting, habitat creation, and restoration of freshwater areas,
 - Prescribed burns;
 - Such other activities deemed appropriate or necessary by the Reviewing Agencies, provided, however, that all Reviewing Agencies shall be notified of such other activity at least 30 days prior to initiation, and the activity shall not proceed over the objection of any Reviewing Agency submitted in writing to the owner and the approving agency within 30 days of receipt of notice.

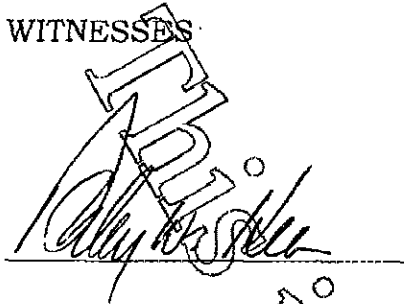
- 2 Mitigation and remediation of impacts of uses of adjoining lands owned by Cargill
- 3 Access by duly authorized agents of the Reviewing Agencies, for the sole purpose of verifying that the Property is being used in a manner consistent with this Declaration of Restrictions; provided, however, such access shall be granted only after prior written notice to the owner of the Property, and only if the duly authorized agent or representative requesting access is also accompanied by an employee or representative of the owner of the Property. The owner of the Property agrees to make a representative available to accompany the designated agent. No such access shall be permitted that interferes unreasonably with authorized uses of adjacent properties.

The covenants and restrictions contained in this Declaration of Restrictions shall be binding upon all successive owners of the Property and shall run with the title to the Property. Hillsborough County, a political subdivision of the State of Florida, The Environmental Protection Commission of Hillsborough County, the Florida Department of Environmental Protection and the Florida Department of Community Affairs shall have the authority to enforce the terms hereof and the sole remedy for enforcement of the terms hereof shall be injunctive relief to enjoin a use or uses of the Property prohibited by this Declaration of Restrictions.

In witness whereof, the foregoing Declaration of Restrictions has been
executed this 13 day of July, 2000, by the duly authorized representative of
Cargill Fertilizer, Inc., a Delaware corporation, as owner of the Property

WITNESSES

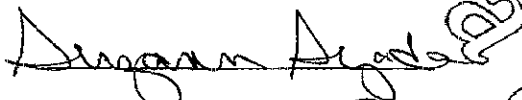
CARGILL FERTILIZER, INC



By: 

Name: PARKER W. KEEN
(Print or Type)

V.P. OPERATIONS
Title Vice President


Name: Suzann Szada
(Print or Type)

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13th day of July, 2000, by Gregory A. Davis, as Vice President of Cargill Fertilizer, Inc., a Delaware corporation, on behalf of the corporation _____, is personally known to me or has produced his/her driver's license no. _____ or _____ as identification

Mary E. Mullis

(Signature)

Mary E. Mullis

(Printed Name)

(NOTARIAL SEAL)

NOTARY PUBLIC, STATE OF

FLORIDA



(Commission Expiration Date)

(Serial Number, If Any)

Schedule A**Legal Descriptions**North Parcel West A and West B.

From the Northeast corner of Section 9, Township 30 South, Range 19 East, Hillsborough County, Florida, run West a distance of 47 85 feet along the North boundary of said Section 9 to the Westerly right-of-way line (50 feet from centerline) of U.S. Highway No. 41 (S.R. No 45) for the POINT OF BEGINNING; thence continuing West a distance of 2602 15 feet along the North boundary of said Section 9, to an iron pin which is a point of the Government traverse line on Hillsborough Bay, thence continuing West a distance of 450 feet, more or less, to extreme low tide line, thence Southeasterly a distance of 6050 feet, more or less, following the extreme low tide line to a point approximately a distance of 250 feet West of the Southeast corner of said Section 9; thence East a distance of 250 feet, more or less to the Southeast corner of said Section 9, thence East a distance of 2664 feet along the South boundary of Section 10, Township 30 South, Range 19 East, to the Westerly right-of-way line of U.S. Highway No. 41 (S.R. No 45), thence North $28^{\circ}46'$ West, a distance of 5312 84 feet along said Westerly right-of-way line to a point of curve; thence Northwesterly along a curve to the right of radius a distance of 1482 69 feet, an arc distance of 665 06 feet to the POINT OF BEGINNING.

The above-described parcel contains 283 87 acres, more or less

Schedule A
(Continued)

North Parcel East A.

Commence at the Southeast corner of the Southwest $\frac{1}{4}$ of the Southeast $\frac{1}{4}$ of said Section 10, thence on the south boundary of said Section 10, North $89^{\circ} 34' 02''$ West, a distance of 1090.63 feet to the intersection with the East right of way line of U S Highway No. 41, thence on said right of way line, North $28^{\circ} 11' 42''$ West, a distance of 3806.79 feet to the intersection with the North right of way line the Hillsborough County, Delaney Creek Pop-Off Canal right of way and the POINT OF BEGINNING, thence continue on said East right of way line of U S. Highway No. 41, North $28^{\circ} 11' 42''$ West, a distance of 1506.44 feet to the intersection with the Southwesterly right of way line of Old State Road No. 23, thence on said right of way line, North $60^{\circ} 24' 12''$ East, a distance of 3.68 feet, to a point of intersection with a non-tangent curve, concave southerly, from which the local tangent bears North $61^{\circ} 48' 18''$ East having a radius of 67.00 feet and a central angle of $61^{\circ} 41' 44''$, thence Northeasterly along the arc of said curve to the right, a distance of 72.14 feet, said arc subtended by a chord which bears South $87^{\circ} 20' 50''$ East, a distance of 68.71 feet to the curve's end, thence South $56^{\circ} 29' 58''$ East, a distance of 1270.55 feet to the intersection with the aforesaid North right of way line of the Hillsborough County, Delaney Creek Pop-Off Canal right of way, thence on said right of way line, South $33^{\circ} 52' 18''$ West, a distance of 752.82 feet, to the POINT OF BEGINNING.

The above-described parcel contains 12.07 acres, more or less.