

(Site Plan and Stipulation Amendment)  
**Application for "Other Business"**  
**Cobb County, Georgia**

SEP 16 2014

OB-62

(Cobb County Zoning Division - 770-528-2035)

BOC Hearing Date Requested: October 21, 2014

**Applicant:** TPA Group L.L.C. **Phone #:** (770) 436-3400  
(applicant's name printed)

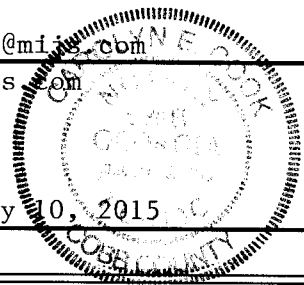
**Address:** Suite 750, 3350 Riverwood Parkway, Atlanta, GA 30339 **E-Mail:** \_\_\_\_\_  
Moore Ingram Johnson & Steele, LLP

**John H. Moore** **Address:** Emerson Overlook, 326 Roswell Street  
(representative's name, printed) Marietta, GA 30060

**BY:** [Signature] **Phone #:** (770) 429-1499 **E-Mail:** jmoore@mijs.com  
(representative's signature) Georgia Bar No. 519800 w7@mijs.com

Signed, sealed and delivered in presence of:

[Signature] **My commission expires:** January 10, 2015  
**Notary Public**



**Titleholder(s):** Sentinel Properties, LLLP and ATK Applications, LLLP **Phone #:** \_\_\_\_\_  
(property owner's name printed)

**Address:** \_\_\_\_\_ **E-Mail:** \_\_\_\_\_

See Exhibit "A" attached collectively hereto for signatures of Titleholders' representatives and contact information  
(Property owner's signature)

Signed, sealed and delivered in presence of:

\_\_\_\_\_ **My commission expires:** \_\_\_\_\_  
**Notary Public**

**Commission District:** 2 (Ott) **Zoning Case:** Z-22 (1998)

**Date of Zoning Decision:** 02/17/1998 **Original Date of Hearing:** 02/17/1998  
OB - 09/15/1998 OB - 09/15/1998

**Location:** Westerly side of Cumberland Boulevard; northerly side of Akers Mill Road  
(street address, if applicable; nearest intersection, etc.)

**Land Lot(s):** 981, 1011, 1012 **District(s):** 17th

**State specifically the need or reason(s) for Other Business:** \_\_\_\_\_

See Exhibit "B" attached hereto and made a part hereof by reference.

**EXHIBIT "A" - ATTACHMENT TO APPLICATION FOR "OTHER BUSINESS"**  
**(Site Plan and Stipulation Amendment)**

**Application No.:** Z-22 (1998)  
**Original Hearing Date:** February 17, 1998  
**Date of Original Zoning Decision:** February 17, 1998  
**Date of "Other Business" Zoning Decision:** September 15, 1998  
**Current Hearing Date:** October 21, 2014

SEP 16 2014

**Applicant:** TPA Group L.L.C.,  
a Georgia limited liability company

**Titleholders:** Sentinel Properties, LLLP,  
a Georgia limited liability partnership;  
ATK Applications, LLLP,  
a Georgia limited liability partnership;

SENTINEL PROPERTIES, LLLP,  
a Georgia limited liability partnership

BY: VHK Enterprises, LLC,  
a Georgia limited liability company  
Its General Partner

BY: Kelly A. Johnson  
Kelly A. Johnson,  
Its Authorized Representative

Date Executed: 9/12/14

Address: 601 Delaware Ave.  
Wilmington, DE 19801

Telephone No.: (302) 778-5416

Signed, sealed, and delivered in the presence of:

Regan Maeve Greco  
Notary Public  
Commission Expires: 10/15/15

[Notary Seal]



**EXHIBIT "A" - ATTACHMENT TO APPLICATION FOR "OTHER BUSINESS"**  
**(Site Plan and Stipulation Amendment)**

Application No.: Z-22 (1998)  
Original Hearing Date: February 17, 1998  
Date of Original Zoning Decision: February 17, 1998  
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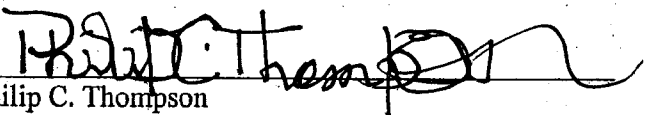
SEP 16 2014

**Applicant:** TPA Group L.L.C.,  
a Georgia limited liability company

**Titleholders:** Sentinel Properties, LLLP,  
a Georgia limited liability partnership;  
ATK Applications, LLLP,  
a Georgia limited liability partnership;

ATK APPLICATIONS, LLLP,  
a Georgia limited liability partnership

BY: Kenson Advisory Services, Inc.,  
a Georgia corporation,  
Its General Partner

BY:   
Philip C. Thompson  
President

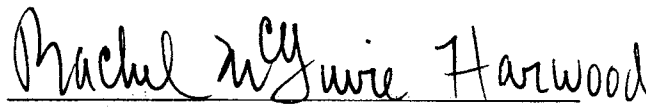
[Corporate Seal]

Date Executed: September 15, 2014

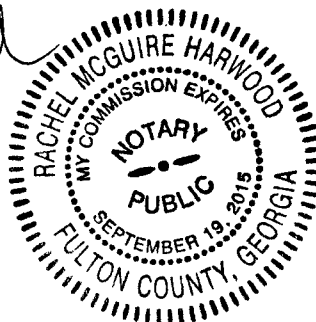
Address: Suite 700  
1180 West Peachtree Street, N.W.  
Atlanta, Georgia 30309-3407

Telephone No.: (404) 322-6520

Signed, sealed, and delivered in the presence of:

  
Notary Public  
Commission Expires: 19 September 2015

[Notary Seal]



SEP 16 2014

## CORPORATE RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS

**WHEREAS, SENTINEL PARTNERS, LLLP (“Sentinel”)**, is a Georgia limited liability partnership which was formed for the express purpose of holding undivided ownership interests (“**Interests**”) in certain tracts of real property located in Land Lots 981, 982, 1011 and 1012 of the 17<sup>th</sup> District, 2<sup>nd</sup> Section of Cobb County, Georgia (the “**Property**”), to include specifically several tracts comprising 7.8 acres located on the east side of I-75 and north of the intersection of Akers Mill Road and Cumberland Parkway (the “**Development Tracts**”), as demarcated on the attached rendering of the Property (the “**Development Plat**”) prepared by Frontline Surveying dated March 21, 2014;

**WHEREAS**, for purposes of the sale of the Property and development of the Development Tracts, the Property which is currently zoned RRC must be resubmitted to the Cobb County Board of Commissioners (“**Cobb County Board**”) so as to allow certain variances in the development plans being submitted by TPA Group, L.L.C., a Georgia limited liability (TPA), as Purchaser pursuant to a certain Purchase and Sale Agreement dated as of May 19, 2014, as amended, (the “**PSA**”), by and between TPA as Purchaser and Sentinel Partners, LLLP and ATK Applications, LLLP, collectively as Seller;

**WHEREAS**, TPA has submitted to the Cobb County Community Development Agency (“**CCCD**”) certain development plans for the Property, together with the Development Plat; which delineate the contemplated usages for the Property;

**WHEREAS**, for the purposes of a Public Hearing before the Cobb County Board to approve the development plans and the Development Plat, the current owners of the Property [Sentinel Partners, LLLP and ATK Applications, LLLP] must authorize both (A) the sale of their respective Interests in and to the Property and (B) the submission of the development plans and the Development Plat undertaken by TPA so as to fulfill certain conditions precedent to Purchaser’s obligations under the PSA; and

**WHEREAS, The Goldman Sachs Trust Company of Delaware (“GS Trust Company”)**, in its capacity as **Manager of VHK Enterprises, LLC, the General Partner of Sentinel Partners, LLLP**, has authority with respect to assets held in Sentinel Partners, LLLP to include the Interests in the Property;

**RESOLVED** that for purposes of the proposed sale of the Property to TPA pursuant to the PSA and the submission of development plans and the Development Plat to the Cobb County Board to accommodate the proposed development of the Development Tracts, any of the following individuals are authorized to undertake the following:

- a. Kelly A. Johnson, CTFA, Vice-President and Senior Trust Officer,
- b. Andrew Reinhart, Vice President and Trust Officer,
- c. \_\_\_\_\_,

each an authorized representative of GS Trust Company, acting individually (the “**Authorized Officers**”) are hereby empowered on behalf of GS Trust Company to enter into the PSA or any

other documents as maybe required in connection with the above described matters and transactions to include authorizing its lawyers, representatives and agents to submit the development plans and the Development Plat to the Cobb County Board and to take any other actions necessary to complete the entitlement process for the Development Tracts.

**RESOLVED FURTHER**, that the Authorized Officers are each authorized to act upon this Resolution until written notice of its revocation is received by Philip C. Thompson, Esquire as special counsel to GS Trust Company, and that the authority hereby granted shall apply with equal force and effect to the successors in office of the Authorized Officers.

**CORPORATE SECRETARY'S CERTIFICATE**

I, \_\_\_\_\_, Secretary of \_\_\_\_\_, a corporation incorporated under the laws of the [State of \_\_\_\_\_] (the "Company"), certify that the foregoing is a full, true and correct copy of the resolution of the Board of the Company, duly and regularly adopted by the Board of the Company in all respects as required by law.

I further certify that said resolution is still in full force and effect and has not been amended or revoked, and that the specimen signatures appearing below are the signatures of the officers authorized to sign for the Company by virtue of this resolution.

**IN WITNESS WHEREOF**, I have hereunto set my hand as such Secretary on September \_\_\_\_, 2014.

**AUTHORIZED SIGNATURES**

Kelly Johnson  
(Signature)  
Kelly Johnson  
(Printed or Typewritten Name)  
Vice President  
(Title)

[Signature]  
(Signature)  
ANDREW J. REINHART IV  
(Printed or Typewritten Name)  
VICE PRESIDENT  
(Title)

\_\_\_\_\_  
(Signature)  
\_\_\_\_\_  
(Printed or Typewritten Name)  
\_\_\_\_\_  
(Title)

[Signature]  
(Signature)  
SIDDHARTHA M. VELANDY  
(Printed or Typewritten Name)  
[Secretary] [Authorized Officer] of The  
Goldman Sachs Trust Company of Delaware

**EXHIBIT "B" - ATTACHMENT TO APPLICATION FOR "OTHER BUSINESS"**  
**(Site Plan and Stipulation Amendment)**

**Application No.:** Z-22 (1998)  
**Original Hearing Date:** February 17, 1998  
**Date of Original Zoning Decision:** February 17, 1998  
**Date of "Other Business" Zoning Decision:** September 15, 1998  
**Current Hearing Date:** October 21, 2014

SEP 16 2014

**BEFORE THE COBB COUNTY BOARD OF COMMISSIONERS**

**Applicant:** TPA Group L.L.C.,  
a Georgia limited liability company

**Titleholders:** Sentinel Properties, LLLP,  
a Georgia limited liability partnership;  
ATK Applications, LLLP,  
a Georgia limited liability partnership;

On February 17, 1998, the Cobb County Board of Commissioners approved the rezoning of an approximate 33.53 acre tract located on the east side of Interstate 75, the north and south sides of Akers Mill Road, west of Cumberland Boulevard (formerly Kennedy Parkway) to the Regional Retail Commercial ("RRC") zoning category. Development of the project was to occur in phases within designated areas as set forth on the Master Plan of Development approved at the time of rezoning, a true and correct copy of which is attached as Exhibit "1" and made a part of this Application for "Other Business." On September 15, 1998, the Cobb County Board of Commissioners approved an amendment to the overall Master Plan of Development; as well as amendments to certain stipulations relating to the Areas of development delineated on the revised Master Plan of Development. A true and correct copy of the amended Master Plan of Development is attached hereto as Exhibit "2" and made a part of this Application for "Other Business."

The property involved in this Application for "Other Business" is a 7.80 acre tract, designated on the amended Master Plan of Development as Area 4, located on the westerly side of Cumberland Boulevard and the northerly side of Akers Mill Road, easterly side of Interstate 75 and Interstate 285, Land Lots 981, 1011, and 1012, 17<sup>th</sup> District, 2<sup>nd</sup> Section, Cobb County, Georgia (hereinafter "Property" or "Subject Property" or alternatively, "Area 4"). The Applicant, TPA Group L.L.C. (hereinafter "Applicant"), is seeking to amend Area 4 of the previously approved and amended Master Plan of Development; as well as to amend certain stipulations approved and subsequently amended relating specifically to Area 4. The proposed amendments are enumerated as follows:

- (1) Applicant seeks approval of the Site Plan dated September 15, 2014, prepared for Applicant by Moreland Altobelli, specific as to the development of Area 4 only. A reduced copy of the proposed Site Plan as to the Subject Property is attached hereto as Exhibit "3" for ease of review and incorporated herein by reference.

- (2) Applicant seeks to amend the stipulations applicable to Area 4 which are more particularly set forth in the letter of agreeable stipulations and conditions dated February 13, 1998, page 5, section titled “Phase IV – 12.56 acres, more or less” (approved by the Board of Commissioners as part of the initial rezoning on February 17, 1998); as well as the stipulations applicable to Area 4 within the letter of agreeable stipulations and conditions dated August 5, 1998, page 7, section titled “Area IV – 12.56 acres” (approved by the Board of Commissioners as part of an “Other Business” amendment on September 15, 1998), by deleting said stipulations in their entirety and inserting in lieu thereof the following:

**AREA 4 – 7.80 Acres**  
**(Pursuant to Site Plan dated September 15, 2014)**

- (1) The Property is designated as Area IV on the previously approved Master Plan of Development (Z-22 (1998)) and is located on the westerly side of Cumberland Boulevard and the northerly side of Akers Mill Road, easterly side of Interstate 75 and Interstate 285 and contains approximately 7.80 acres. Applicant seeks development of the Property for an office tower and hotel and related uses, including a parking deck and surface parking site plan specific to the Site Plan dated September 15, 2014, prepared by Moreland Altobelli and submitted with this Application for “Other Business.”
- (2) The office tower shall consist of a maximum of sixteen (16) stories containing a maximum of 400,000 square feet.
- (3) Parking for tenants of the proposed office tower shall be accomplished by providing connectivity to a parking deck, having a maximum of eleven (11) levels and containing approximately 1,550 available parking spaces.
- (4) The exterior finish of the proposed office tower shall consist of glass, brick, stone, steel, concrete, and stucco, or combinations thereof.
- (5) The proposed hotel shall be a maximum of eighteen (18) stories in height, having a maximum of 350,000 square feet, and shall contain a maximum of three hundred fifty (350) guest rooms, together with related office space and meeting rooms.
- (6) The proposed hotel shall have approximately thirty (30) surface level parking spaces for staff and guests.
- (7) Parking required for the office tower and hotel is based upon the Urban Land Institute’s methodology for shared parking. As an example, this methodology is shown and reflected on that certain table attached hereto as Exhibit “4” and incorporated herein by reference. If the size of the office tower or hotel, or both, is reduced, the maximum required parking may be reduced by using the Urban Land Institute’s shared parking methodology as referenced on the attached Exhibit. The reduction in parking will be detailed during the plan review process as final sizing of the office tower and hotel are

then determined and parking for the development shall be set pursuant to said methodology.

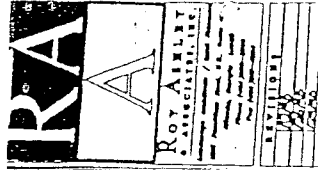
- (8) Detention for the overall development shall be as agreed between Cobb County Stormwater Management and the Applicant.
- (9) The entrances to the proposed development shall be as more particularly shown and reflected on the referenced Site Plan.
- (10) Entrance signage for the proposed development shall be ground-based, monument-style signage, with the finish, materials, and color being in conformity with the architecture and design of the various components. Such signage shall contain no flashing sign components.
- (11) The entrance areas, together with all islands and planted areas, shall be professionally designed, landscaped, and maintained. These areas shall be part of the overall landscape plan approved by staff as part of the plan review process.
- (12) Lighting within the proposed development shall be environmentally sensitive, decorative, and themed to the architecture and style of the respective buildings of the development.
- (13) Additionally, hooded security lighting shall be utilized on the exteriors of the buildings and throughout the walkways, surface parking areas, and parking deck areas.
- (14) Minor modifications to the within stipulations, the referenced Site Plan, lighting, landscaping, architecture, site features, and the like, may be approved by the District Commissioner, as needed or necessary, except for those that:
  - (a) Increase the density of the overall square footage of the development;
  - (b) Reduce the size of an approved buffer adjacent to a property that is zoned the same or in a more restrictive zoning district;
  - (c) Relocate a structure closer to the property line of an adjacent property that is zoned the same or in a more restrictive zoning district;
  - (d) Increase the height of a building that is adjacent to a property that is zoned the same or in a more restrictive zoning district; or
  - (e) Change an access location to a different roadway.
- (15) All setbacks and buffer areas may be penetrated for purposes of access, utilities, and stormwater management, including, but not limited to, detention/retention facilities, drainage facilities, and any and all slopes or other required engineering features of the foregoing.



- (16) Applicant agrees to comply with all Cobb County development standards and ordinances relating to project improvements, except as approved by the Board of Commissioners or by the Department of Transportation or Community Development Agency, as their authority may allow.
- (17) All streets within the proposed development shall be private with the construction therefor complying in all respects as to materials, base, and other requirements to the Cobb County Code.
- (18) All landscaping referenced herein shall be approved by the Cobb County Arborist as part of the plan review process and incorporated into the overall landscape plan for the proposed development.
- (19) Applicant agrees to comply with all Cobb County Stormwater Management requirements applicable to the Subject Property.
- (20) All utilities for the proposed overall development shall be located underground.
- (21) As to the overall development, there shall be “zero lot lines” between the office tower and hotel within the development so as to allow for the free flow of access, parking, and the like.

The amendments proposed and presented herein in no way adversely impact or affect the quality or integrity of the established Overton Park development. If the requested amendments are approved, as submitted, they shall become an additional part of the final rezoning and shall be binding upon the Subject Property and the overall development.

Unless otherwise specifically set forth herein, the balance and remainder of the stipulations and conditions enumerated in the official minutes, and attachments thereto, of the Board of Commissioners Zoning Hearing held on February 17, 1998; as well as the official minutes, and attachments thereto, of the Board of Commissioners Zoning Hearing held on September 15, 1998, in Application No. Z-22 (1998), are unaltered or unchanged by this request for Site Plan and Stipulation Amendment.



MASTER PLAN  
OF  
DEVELOPMENT

ATLANTA GEORGIA

OVERTON

|         |                      |
|---------|----------------------|
| DATE    | 1/29/98              |
| BY      | JR                   |
| SCALE   | AS SHOWN             |
| OWNER   | KENNEDY FAMILY TRUST |
| PROJECT | OVERTON              |
| NO.     | 1                    |

**TOTAL SITE SUMMARY**  
 TOTAL SQUARE FEET 170,000 SF  
 TOTAL ACREAGE 34.0 +/-  
 TOTAL DENSITY 50,000 SF/AC  
 ALL AREAS ARE BASED ON NET DEVELOPABLE AREA  
 TOTAL PARKING PROVIDED 3,794 SPACES  
 EXISTING ZONING O-1002  
 PROPOSED ZONING RUC

**AREA 4**  
 OFFICE/MOTEL/250 ROOMS - 10 STORY  
 OFFICE - 10 STORY  
 OUTPARCEL  
 TOTAL SQUARE FEET 170,000 SF  
 TOTAL ACREAGE 34.0 +/-  
 DENSITY 50,000 SF/AC  
 PARKING PROVIDED 3,794 SPACES

**400 UNIT RESIDENTIAL - 6 STORY**  
 OUTPARCEL  
 TOTAL SQUARE FEET 400,000 SF  
 TOTAL ACREAGE 80.0 +/-  
 DENSITY 5,000 SF/AC  
 PARKING PROVIDED 1,600 SPACES

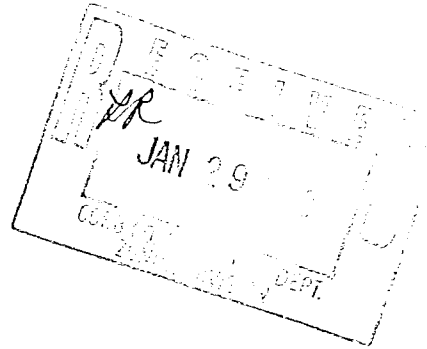
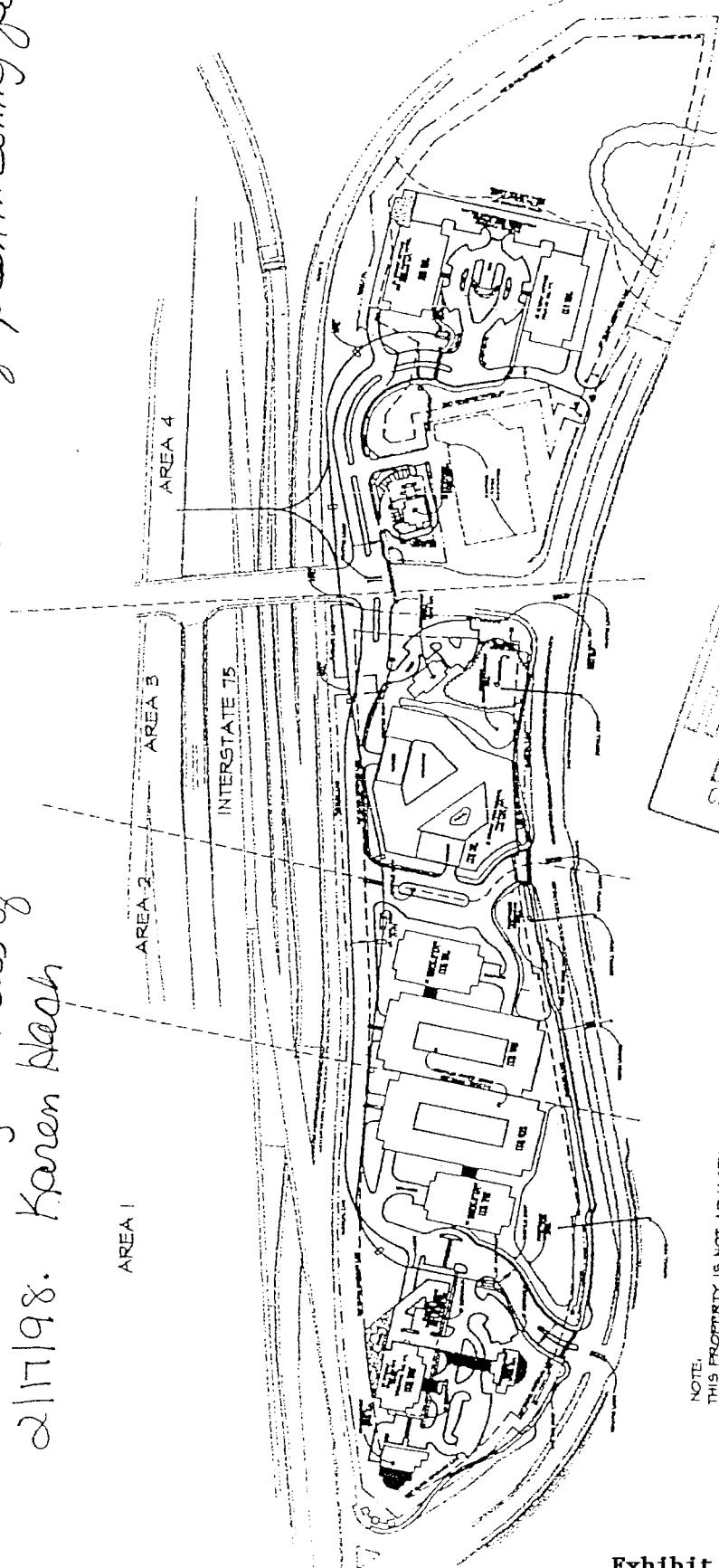
**50,000 SF**  
 TOTAL SQUARE FEET 50,000 SF  
 TOTAL ACREAGE 10.0 +/-  
 DENSITY 5,000 SF/AC  
 PARKING PROVIDED 1,000 SPACES

**OUTPARCEL**  
 TOTAL SQUARE FEET 15,000 SF  
 TOTAL ACREAGE 3.0 +/-  
 DENSITY 5,000 SF/AC  
 PARKING PROVIDED 150 SPACES

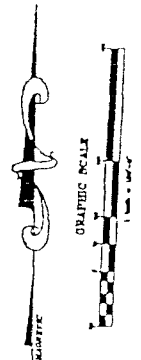
*Note: Large plan in zoning file*

*Site plan as referenced in BOE zoning minutes of 2/17/98. Karen Blech*

*Z-22 of 1998*



APPLICANT: HINES INTERESTS  
 OWNER: KENNEDY FAMILY TRUST



NOTE:  
 THIS PROPERTY IS NOT ADJACENT TO A RESIDENTIAL DISTRICT. THUS, A LANDSCAPE BUFFER IS NOT REQUIRED.

LEGEND  
 FFE = FIRST FLOOR ELEVATION  
 MHE = MAXIMUM HEIGHT ELEVATION

Hines

7-22 of 1998

**AREA 1**  
 350,000 SF. HOTEL  
 10,000 SF. RESTAURANT  
 30,000 SF. RETAIL RESTAURANT  
 TOTAL SF. 390,000 SF.  
 TOTAL ACRES 9.00 (+/-) ACRES  
 PARKING PROVIDED 9,000 UNITS  
 PROP. DENSITY 43.33 SF./ACRE  
 EX. DENSITY 21.11 SF./ACRE  
 NET CHANGE 14,441 SF./ACRE

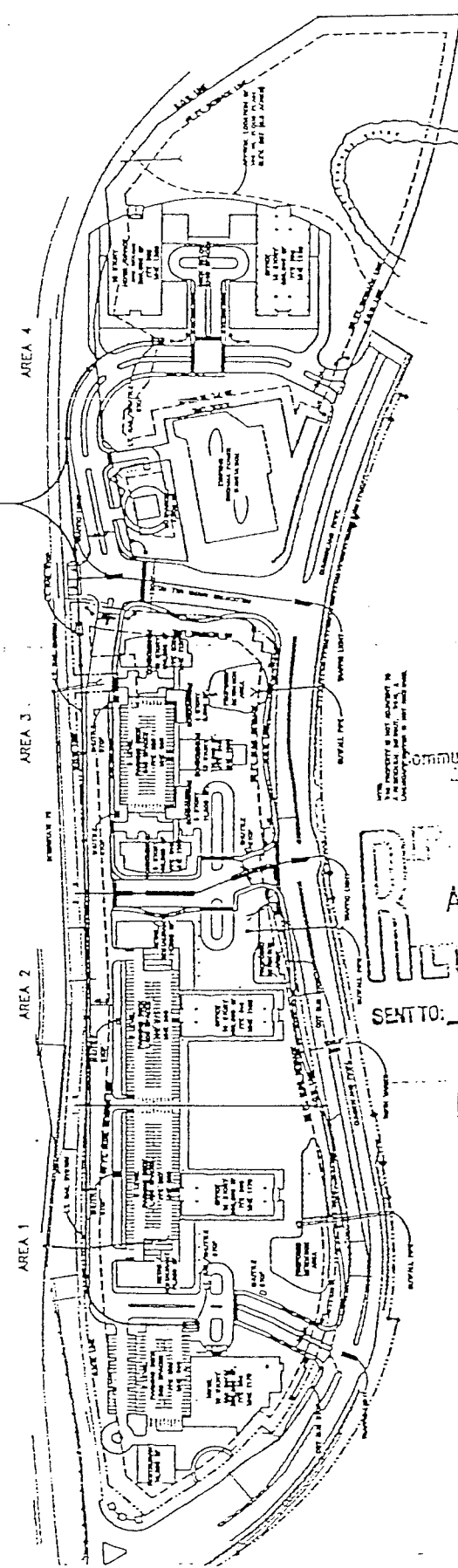
**AREA 2**  
 350,000 SF. OFFICE  
 14,000 SF. RESTAURANT  
 TOTAL SF. 364,000 SF.  
 TOTAL ACRES 5.30 (+/-) ACRES  
 PARKING PROVIDED 1,400 SPACES  
 PROP. DENSITY 68.07 SF./ACRE  
 EX. DENSITY 70.00 SF./ACRE  
 NET CHANGE -1,320 SF./ACRE

**AREA 3**  
 105,000 SF. CONDOMINIUM - 10 STORY  
 190,000 SF. CONDOMINIUM - 10 STORY  
 117,000 SF. CONDOMINIUM - 13 STORY  
 9,000 SF. CONDOMINIUM - 4 STORY  
 TOTAL UNITS 400 UNITS  
 TOTAL SF. 522,000 SF.  
 TOTAL ACRES 6.07 (+/-) ACRES  
 PARKING PROVIDED 840 SPACES  
 PROP. DENSITY 85.997 SF./ACRE  
 EX. DENSITY 88.600 SF./ACRE  
 NET CHANGE 19,197 SF./ACRE

**AREA 4**  
 350,000 SF. HOTEL  
 400,000 SF. OFFICE - 10 STORY  
 757,000 SF. RESTAURANT/RETAIL  
 TOTAL SF. 1,507,000 SF.  
 TOTAL ACRES 12.06 (+/-) ACRES  
 PARKING PROVIDED 2,140 SPACES  
 PROP. DENSITY 80.310 SF./ACRE  
 EX. DENSITY 27.688 SF./ACRE  
 NET CHANGE 32,448 SF./ACRE

**SUMMARY**  
 TOTAL SF. 2,300,000 SF.  
 TOTAL ACRES 34.0 (+/-) ACRES  
 TOTAL PARKING PROVIDED 8,330 SPACES  
 EXISTING ZONING RHC  
 PROPOSED ZONING RHC  
 PROPOSED TOTAL DENSITY 80.647 SF./ACRE  
 EX. DENSITY 60.302 SF./ACRE  
 NET CHANGE 19,285 SF./ACRE  
 \* ALL BUILDING SF. ARE BASED ON NET WATABLE AREA

*Large Plan in file*  
*Site plan approved at Bee zoning hearing on 9/15/98 (Other Business Item #5)*  
*Caracaras*



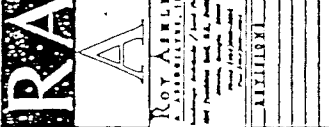
SENT TO: \_\_\_\_\_  
 AUG - 5 1998

Cobb County  
 Community Development Dept.

NATIONAL PARK SERVICE

NATIONAL PARK SERVICE

Exhibit "2"



MASTER PLAN OF DEVELOPMENT

OVERTON PARK ATLANTA, GA

|             |           |
|-------------|-----------|
| DATE        | 1/27      |
| BY          | RA        |
| SCALE       | 1" = 100' |
| PROJECT NO. | 100-1000  |
| DATE        | 1/27      |
| BY          | RA        |
| SCALE       | 1" = 100' |
| PROJECT NO. | 100-1000  |

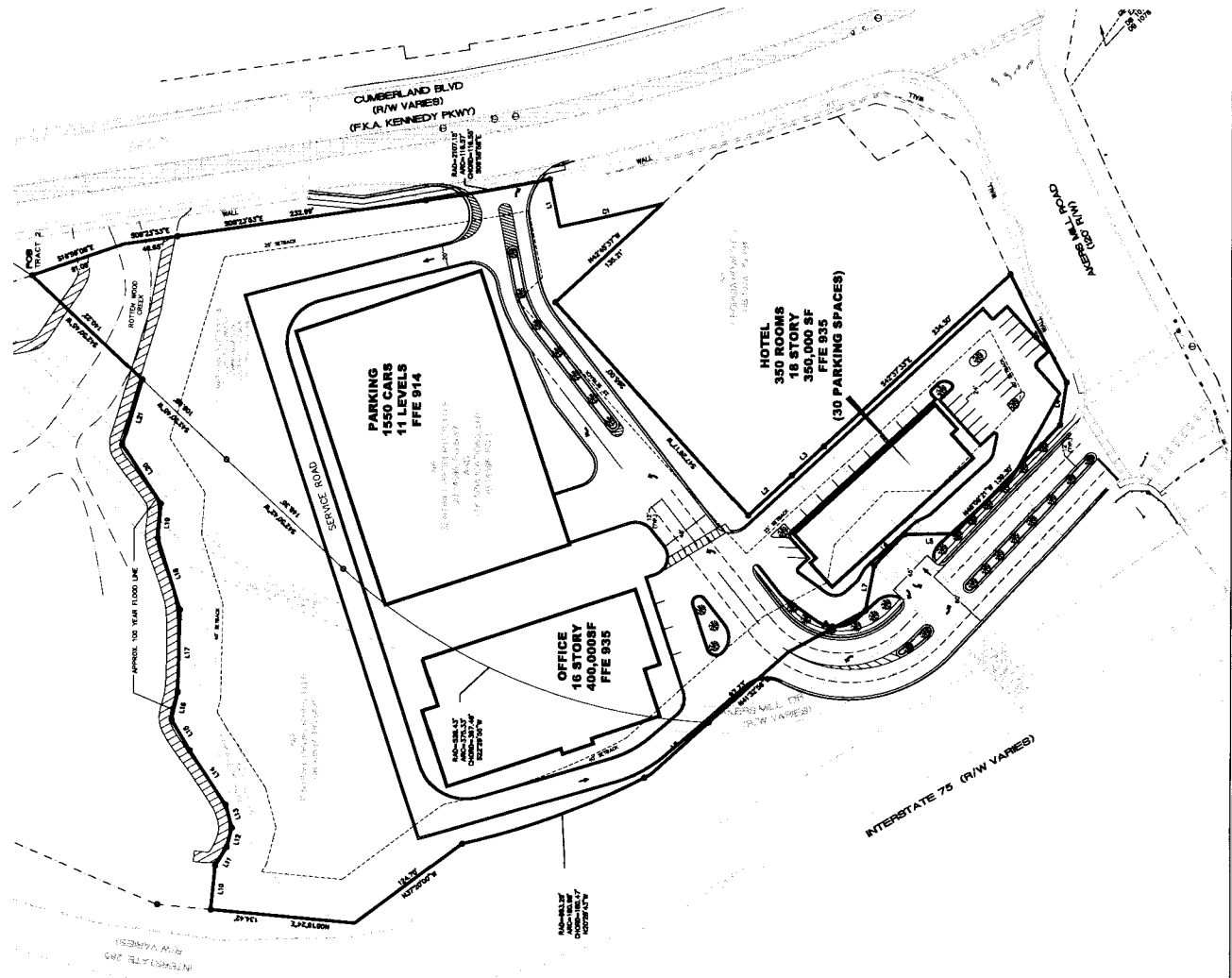
THIS PLAN AND ALL INFORMATION HEREON IS THE PROPERTY OF ROY ARNOLD ASSOCIATES, INC. AND IS NOT TO BE REPRODUCED OR TRANSMITTED IN ANY FORM OR BY ANY MEANS, ELECTRONIC OR MECHANICAL, INCLUDING PHOTOCOPYING, RECORDING, OR BY ANY INFORMATION STORAGE AND RETRIEVAL SYSTEM, WITHOUT THE WRITTEN PERMISSION OF ROY ARNOLD ASSOCIATES, INC.



SCALE: 1" = 100'

ALL INFORMATION PROVIDED BY THE ENGINEERING & SURVEYING FIRM IS BASED ON THE DATA PROVIDED BY THE CLIENT AND IS NOT TO BE USED FOR ANY OTHER PURPOSE WITHOUT THE WRITTEN CONSENT OF THE ENGINEERING & SURVEYING FIRM.

| LINE | DATE     | DESCRIPTION |
|------|----------|-------------|
| 1    | 11/15/11 | PRELIMINARY |
| 2    | 11/15/11 | REVISION    |
| 3    | 11/15/11 | REVISION    |
| 4    | 11/15/11 | REVISION    |
| 5    | 11/15/11 | REVISION    |
| 6    | 11/15/11 | REVISION    |
| 7    | 11/15/11 | REVISION    |
| 8    | 11/15/11 | REVISION    |
| 9    | 11/15/11 | REVISION    |
| 10   | 11/15/11 | REVISION    |
| 11   | 11/15/11 | REVISION    |
| 12   | 11/15/11 | REVISION    |
| 13   | 11/15/11 | REVISION    |
| 14   | 11/15/11 | REVISION    |
| 15   | 11/15/11 | REVISION    |
| 16   | 11/15/11 | REVISION    |
| 17   | 11/15/11 | REVISION    |
| 18   | 11/15/11 | REVISION    |
| 19   | 11/15/11 | REVISION    |
| 20   | 11/15/11 | REVISION    |
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| 22   | 11/15/11 | REVISION    |
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| 46   | 11/15/11 | REVISION    |
| 47   | 11/15/11 | REVISION    |
| 48   | 11/15/11 | REVISION    |
| 49   | 11/15/11 | REVISION    |
| 50   | 11/15/11 | REVISION    |
| 51   | 11/15/11 | REVISION    |
| 52   | 11/15/11 | REVISION    |
| 53   | 11/15/11 | REVISION    |
| 54   | 11/15/11 | REVISION    |
| 55   | 11/15/11 | REVISION    |
| 56   | 11/15/11 | REVISION    |
| 57   | 11/15/11 | REVISION    |
| 58   | 11/15/11 | REVISION    |
| 59   | 11/15/11 | REVISION    |
| 60   | 11/15/11 | REVISION    |
| 61   | 11/15/11 | REVISION    |
| 62   | 11/15/11 | REVISION    |
| 63   | 11/15/11 | REVISION    |
| 64   | 11/15/11 | REVISION    |
| 65   | 11/15/11 | REVISION    |
| 66   | 11/15/11 | REVISION    |
| 67   | 11/15/11 | REVISION    |
| 68   | 11/15/11 | REVISION    |
| 69   | 11/15/11 | REVISION    |
| 70   | 11/15/11 | REVISION    |
| 71   | 11/15/11 | REVISION    |
| 72   | 11/15/11 | REVISION    |
| 73   | 11/15/11 | REVISION    |
| 74   | 11/15/11 | REVISION    |
| 75   | 11/15/11 | REVISION    |
| 76   | 11/15/11 | REVISION    |
| 77   | 11/15/11 | REVISION    |
| 78   | 11/15/11 | REVISION    |
| 79   | 11/15/11 | REVISION    |
| 80   | 11/15/11 | REVISION    |
| 81   | 11/15/11 | REVISION    |
| 82   | 11/15/11 | REVISION    |
| 83   | 11/15/11 | REVISION    |
| 84   | 11/15/11 | REVISION    |
| 85   | 11/15/11 | REVISION    |
| 86   | 11/15/11 | REVISION    |
| 87   | 11/15/11 | REVISION    |
| 88   | 11/15/11 | REVISION    |
| 89   | 11/15/11 | REVISION    |
| 90   | 11/15/11 | REVISION    |
| 91   | 11/15/11 | REVISION    |
| 92   | 11/15/11 | REVISION    |
| 93   | 11/15/11 | REVISION    |
| 94   | 11/15/11 | REVISION    |
| 95   | 11/15/11 | REVISION    |
| 96   | 11/15/11 | REVISION    |
| 97   | 11/15/11 | REVISION    |
| 98   | 11/15/11 | REVISION    |
| 99   | 11/15/11 | REVISION    |
| 100  | 11/15/11 | REVISION    |



AKERS MILL DEVELOPMENT

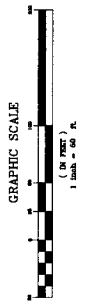


Exhibit "3"

*2-22-98  
 letter attachment  
 to (strip #2)  
 continued*

Based on ULI Rates

| Hour of Day | Retail |          | Residential |          | Rest |          | Hotel |          | Office |          | Total |          |
|-------------|--------|----------|-------------|----------|------|----------|-------|----------|--------|----------|-------|----------|
|             | Wkdy   | Saturday | Wkdy        | Saturday | Wkdy | Saturday | Wkdy  | Saturday | Wkdy   | Saturday | Wkdy  | Saturday |
| 6am         | 0      | 0        | 400         | 400      | 0    | 0        | 375   | 338      | 63     | 0        | 838   | 738      |
| 7           | 5      | 2        | 380         | 380      | 3    | 3        | 319   | 293      | 420    | 70       | 1126  | 648      |
| 8           | 10     | 8        | 360         | 360      | 8    | 5        | 244   | 225      | 1323   | 210      | 1945  | 597      |
| 9           | 24     | 23       | 348         | 348      | 15   | 9        | 206   | 188      | 1953   | 280      | 2546  | 567      |
| 10          | 39     | 34       | 340         | 340      | 30   | 12       | 169   | 150      | 2100   | 280      | 2678  | 536      |
| 11          | 50     | 55       | 340         | 340      | 45   | 15       | 131   | 131      | 2100   | 350      | 2886  | 541      |
| 12noon      | 55     | 64       | 340         | 340      | 75   | 45       | 113   | 113      | 1890   | 350      | 2473  | 561      |
| 1pm         | 57     | 71       | 340         | 340      | 105  | 68       | 113   | 113      | 1890   | 280      | 2505  | 591      |
| 2           | 55     | 75       | 340         | 340      | 90   | 68       | 131   | 131      | 2037   | 210      | 2654  | 614      |
| 3           | 54     | 75       | 340         | 340      | 90   | 68       | 131   | 150      | 1953   | 140      | 2568  | 633      |
| 4           | 50     | 68       | 348         | 348      | 75   | 68       | 169   | 188      | 1617   | 140      | 2258  | 671      |
| 5           | 45     | 56       | 360         | 360      | 105  | 90       | 1079  | 225      | 987    | 70       | 2576  | 731      |
| 6           | 47     | 49       | 368         | 368      | 135  | 135      | 263   | 263      | 483    | 70       | 1295  | 814      |
| 7           | 51     | 45       | 376         | 376      | 150  | 143      | 281   | 300      | 147    | 70       | 1005  | 864      |
| 8           | 50     | 45       | 384         | 384      | 150  | 150      | 338   | 338      | 147    | 70       | 1068  | 917      |
| 9           | 35     | 30       | 392         | 392      | 150  | 150      | 356   | 356      | 63     | 0        | 996   | 928      |
| 10          | 18     | 0        | 396         | 396      | 135  | 143      | 375   | 375      | 63     | 0        | 987   | 914      |
| 11          | 7      | 10       | 400         | 400      | 105  | 129      | 375   | 375      | 0      | 0        | 887   | 914      |
| 12          | 0      | 0        | 400         | 400      | 75   | 105      | 375   | 375      | 0      | 0        | 850   | 880      |

Based on Code

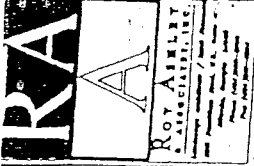
| Hour of Day | Retail |          | Residential |          | Rest |          | Hotel |          | Office |          | Total |          |
|-------------|--------|----------|-------------|----------|------|----------|-------|----------|--------|----------|-------|----------|
|             | Wkdy   | Saturday | Wkdy        | Saturday | Wkdy | Saturday | Wkdy  | Saturday | Wkdy   | Saturday | Wkdy  | Saturday |
| 6am         | 0      | 0        | 700         | 700      | 0    | 0        | 375   | 338      | 74     | 0        | 1149  | 1038     |
| 7           | 6      | 0        | 665         | 665      | 2    | 0        | 319   | 263      | 491    | 491      | 1482  | 928      |
| 8           | 14     | 0        | 630         | 630      | 4    | 0        | 244   | 225      | 1547   | 1474     | 2438  | 855      |
| 9           | 32     | 0        | 609         | 609      | 8    | 0        | 206   | 188      | 2284   | 1965     | 3138  | 797      |
| 10          | 51     | 0        | 595         | 595      | 15   | 0        | 169   | 150      | 2456   | 1965     | 3286  | 745      |
| 11          | 65     | 0        | 595         | 595      | 23   | 0        | 131   | 131      | 2456   | 2456     | 3270  | 726      |
| 12noon      | 73     | 0        | 595         | 595      | 38   | 0        | 113   | 113      | 2211   | 2456     | 3028  | 708      |
| 1pm         | 75     | 0        | 595         | 595      | 53   | 0        | 113   | 113      | 2211   | 1965     | 3046  | 708      |
| 2           | 73     | 0        | 595         | 595      | 45   | 0        | 131   | 131      | 2382   | 1474     | 3226  | 726      |
| 3           | 71     | 0        | 595         | 595      | 45   | 0        | 131   | 150      | 2284   | 982      | 3127  | 745      |
| 4           | 65     | 0        | 609         | 609      | 38   | 0        | 169   | 188      | 1891   | 982      | 2772  | 797      |
| 5           | 59     | 0        | 630         | 630      | 53   | 0        | 244   | 225      | 1154   | 491      | 2140  | 855      |
| 6           | 62     | 0        | 644         | 644      | 68   | 0        | 263   | 263      | 565    | 491      | 1600  | 907      |
| 7           | 67     | 0        | 658         | 658      | 75   | 0        | 281   | 300      | 172    | 491      | 1253  | 958      |
| 8           | 65     | 0        | 672         | 672      | 75   | 0        | 338   | 338      | 172    | 491      | 1322  | 1010     |
| 9           | 46     | 0        | 686         | 686      | 75   | 0        | 356   | 356      | 74     | 0        | 1237  | 1042     |
| 10          | 24     | 0        | 693         | 693      | 68   | 0        | 375   | 375      | 74     | 0        | 1233  | 1068     |
| 11          | 10     | 0        | 700         | 700      | 53   | 0        | 375   | 375      | 0      | 0        | 1137  | 1075     |
| 12          | 0      | 0        | 700         | 700      | 38   | 0        | 375   | 375      | 0      | 0        | 1113  | 1075     |

**SITE PLAN PRESENTED WITH  
APPLICATION FOR “OTHER BUSINESS”  
FOR CONSIDERATION OF APPROVAL  
BY BOARD OF COMMISSIONERS  
PURSUANT TO APPLICATION FOR  
“OTHER BUSINESS” – OCTOBER 21, 2014**



**MASTER PLAN OF DEVELOPMENT  
APPROVED BY THE BOARD OF  
COMMISSIONERS PURSUANT TO  
APPLICATION FOR REZONING Z-22 (1998)  
– FEBRUARY 17, 1998**





MASTER PLAN  
OF  
DEVELOPMENT

OVERTON

ATLANTA, GEORGIA

|           |                      |
|-----------|----------------------|
| DATE      | 1/29/99              |
| BY        | JR                   |
| SCALE     | AS SHOWN             |
| OWNER     | KENNEDY FAMILY TRUST |
| LODGE NO. |                      |
| PROJECT   |                      |

**TOTAL SITE SUMMARY**

|   |             |
|---|-------------|
| TOTAL SQUARE FEET                           | 179,000 SF. |
| TOTAL ACREAGE                               | 34.0 +/-    |
| TOTAL DENSITY                               | 5033 SF/AC  |
| ALL AREAS ARE BASED ON NET DEVELOPABLE AREA |             |
| TOTAL PARKING PROVIDED                      | 3754 SPACES |
| EXISTING ZONING                             | O-1043      |
| PROPOSED ZONING                             | RC          |

**AREA 4**

|                                   |             |
|-----------------------------------|-------------|
| OFFICE/HOTEL/RES ROOMS - 10 STORY | 175,000 SF. |
| OFFICE - 10 STORY                 | 175,000 SF. |
| OUTPARCEL                         | 1500 SF.    |
| TOTAL SQUARE FEET                 | 350,500 SF. |
| TOTAL ACREAGE                     | 12.56 +/-   |
| DENSITY                           | 27966 SF/AC |
| PARKING PROVIDED                  | 1461 SPACES |

**AREA 3**

|                                |             |
|--------------------------------|-------------|
| 400 UNIT RESIDENTIAL - 6 STORY | 400,000 SF. |
| OUTPARCEL                      | 1500 SF.    |
| TOTAL SQUARE FEET              | 401,500 SF. |
| TOTAL ACREAGE                  | 61 +/-      |
| DENSITY                        | 6600 SF/AC  |
| PARKING PROVIDED               | 560 SPACES  |

**AREA 2**

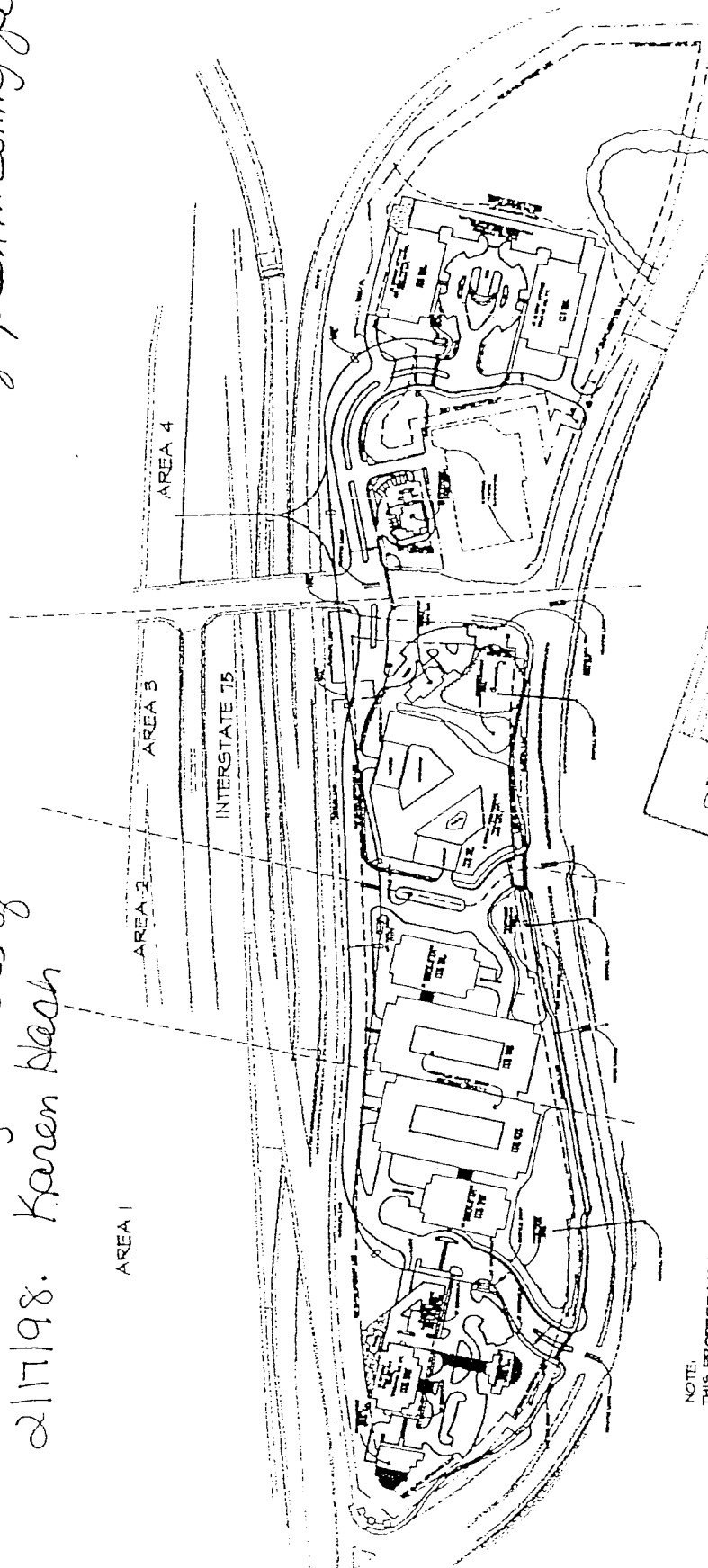
|                   |              |
|-------------------|--------------|
| TOTAL SQUARE FEET | 350,000 SF.  |
| TOTAL ACREAGE     | 30 +/-       |
| DENSITY           | 10,000 SF/AC |
| PARKING PROVIDED  | 1,400 SPACES |

**AREA 1**

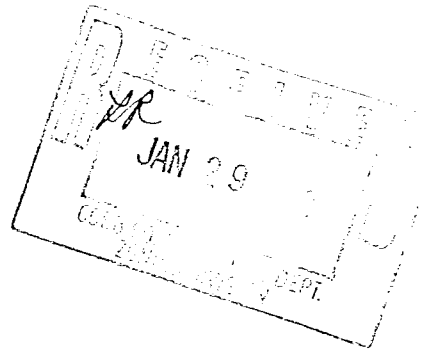
|                   |              |
|-------------------|--------------|
| TOTAL SQUARE FEET | 130,000 SF.  |
| TOTAL ACREAGE     | 10.5 +/-     |
| DENSITY           | 12,381 SF/AC |
| PARKING PROVIDED  | 1246 SPACES  |

*Note: Large plan in zoning file*

*Site plan as referenced in Boc zoning minutes of 2/17/98. Karen Heath*



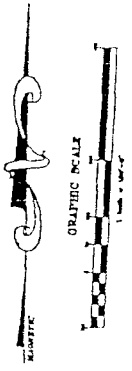
APPLICANT: HINES INTERESTS  
OWNER: KENNEDY FAMILY TRUST



NOTE:  
THIS PROPERTY IS NOT ADJACENT TO A RESIDENTIAL DISTRICT. THUS, A LANDSCAPE BUFFER IS NOT REQUIRED.

LEGEND  
FFE = FIRST FLOOR ELEVATION  
MHE = MAXIMUM HEIGHT ELEVATION

Hines



**AMENDED MASTER PLAN OF  
DEVELOPMENT APPROVED BY THE  
BOARD OF COMMISSIONERS PURSUANT  
TO AMENDMENT TO APPLICATION FOR  
REZONING Z-22 (1998) –  
SEPTEMBER 15, 1998**

Z-22 of 1998

**AREA 1**  
 476 ROOM HOTEL - 18 STORY  
 RESTAURANT  
 OFFICE - 16 STORY  
 RETAIL/RESTAURANT  
 TOTAL SF  
 TOTAL ACRES  
 PARKING PROVIDED  
 PROP. DENSITY  
 EX. DENSITY  
 NET CHANGE

**AREA 2**  
 OFFICE - 16 STORY  
 RETAIL/RESTAURANT  
 TOTAL SF  
 TOTAL ACRES  
 PARKING PROVIDED  
 PROP. DENSITY  
 EX. DENSITY  
 NET CHANGE

**AREA 3**  
 668 CONDO/RESIDENTIAL  
 CONDO/RESIDENTIAL - 13 STORY  
 CONDO/RESIDENTIAL - 10 STORY  
 CONDO/RESIDENTIAL - 5 STORY  
 CONDO/RESIDENTIAL - 4 STORY  
 TOTAL UNITS  
 TOTAL SF  
 TOTAL ACRES  
 PARKING PROVIDED  
 PROP. DENSITY  
 EX. DENSITY  
 NET CHANGE

**AREA 4**  
 350 ROOM HOTEL/OFFICE - 10 STORY  
 OFFICE - 10 STORY  
 RESTAURANT/METAL  
 TOTAL SF  
 TOTAL ACRES  
 PARKING PROVIDED  
 PROP. DENSITY  
 EX. DENSITY  
 NET CHANGE

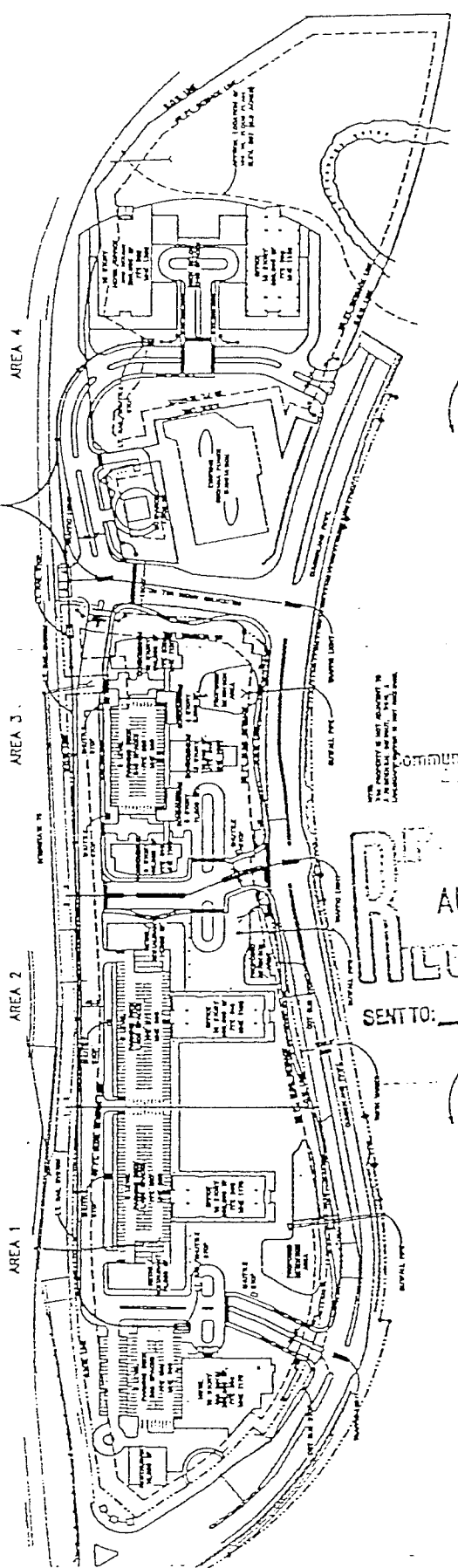
*Large Plan in file*

*Site plan approved at Bee zoning hearing on 9/15/98 (Other Business Item #5)*  
*Carapense*

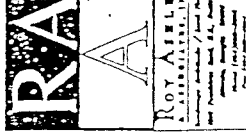
**SUMMARY**  
 TOTAL ACRES  
 TOTAL PARKING PROVIDED  
 EXISTING ZONING  
 PROPOSED ZONING  
 PROPOSED TOTAL DENSITY  
 EX. DENSITY  
 NET CHANGE  
 \* ALL SQUARE FT. ARE BASED ON NET WORKABLE AREA

MASTER PLAN OF DEVELOPMENT

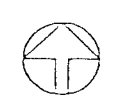
OVERTON PARK  
 ATLANTA GA



**RECEIVED**  
 AUG - 5 1998  
 SENT TO: \_\_\_\_\_  
 Cobb County Community Development Dept



|             |  |
|-------------|--|
| DATE        |  |
| BY          |  |
| SCALE       |  |
| PROJECT NO. |  |
| DATE        |  |



SCALE: 1" = 100'

**OFFICIAL MINUTES OF BOARD OF  
COMMISSIONERS ZONING HEARING  
AS TO APPLICATION FOR REZONING  
NO. Z-22 (1998) – FEBRUARY 18, 1998**

Minutes of the meeting of the Cobb County Board of Commissioners Zoning Hearing held on **February 17, 1998** in the Second Floor Commissioners' Meeting Room, Cobb County Building, 100 Cherokee Street, Marietta, Georgia.

The meeting was called to order at 9:01 a.m. and the following members of the Cobb County Board of Commissioners were present and representing a quorum of the Board:

### **BOARD OF COMMISSIONERS**

Bill Byrne, Chairman (left meeting at 3:05 p.m.)

G. Woody Thompson (Commissioner Thompson chaired the meeting after Chairman Byrne's departure)

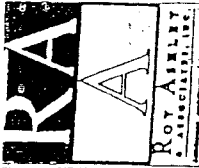
Gordon Wysong

William A. Cooper

Joe L. Thompson

**Z-22**

**HINES INTERESTS LIMITED PARTNERSHIP** (Gayle F. Kennedy, Nationsbank of GA NA and Sentinel Partners L.L.L.P., owners) for Rezoning from **OI and RM-12** to **RRC** for the purpose of High-rise Office, Retail and Residential Units in Land Lots 981, 1012, 1013, 1014, 1027 and 1028 of the 17<sup>th</sup> District. 33.53 acres. Located on the east side of I-75, the north and south sides of Akers Mill Road, west of Cumberland Boulevard (formerly Kennedy Parkway). Following the presentations, and upon query by the Board members, the applicant and/or applicant's representative confirmed *for the record* that: a) applicant pledges to work with the Board of Commissioners and the CID to insure that commitments are met regarding the approximately \$80,000.00 to be set aside by the CID for stabilization of the Akers Mill Ruins; b) that the applicant will run the necessary piping underneath Cumberland Boulevard so as to allow for the CID's installation of an irrigation system to water the crib wall system, c) affirmation that Cobb County has the right to decide to whom 5 acres of flood plain is donated; d) acknowledgment that due to property location, this development will be subject to CID assessment; and, e) confirmation that concept of the residential condominium units is to have all the units eventually sold and owned. Following these discussions, the Board of Commissioners **approved** Rezoning to the **RRC zoning district for a mixed use development of high-rise offices, retail uses and residential units subject to: 1) site plan submitted dated January 29, 1998 (reduced copy attached and made a part hereof), with Board of Commissioners' review/approval if there should be any future changes or requests (note that a rezoning application may be required pursuant to stipulation included in letter referenced in stipulation #3 below); 2) letter of agreeable conditions dated February 13, 1998 (attached and made a part hereof); 3) list of agreeable conditions entitled Georgia Conservancy Stipulations Inserts, attached and made a part hereof); 4) agreement that Cobb County will accept donation of the 5± acres lying within flood plain located in Phase IV of the development; 5) at time of development of the condominiums, the site plan is to be reviewed and approved by the Board of Commissioners (although stated within the February 13, 1998 letter - it is further confirmed that concept is to have all units sold and owned, and at least 25% of the completed units must be uninhabited and available for sale); 6) the non-residential property is subject to CID assessment. Motion by J. Thompson, second by Byrne, carried 5-0.**



ROY AINSLEY  
ARCHITECTS, INC.

1998  
1999  
2000

MASTER PLAN  
OF  
DEVELOPMENT

ATLANTA GEORGIA

OVERTON

|             |                      |             |
|-------------|----------------------|-------------|
| DATE        | 01/29/99             |             |
| BY          | RA                   |             |
| SCALE       | AS SHOWN             |             |
| PROJECT NO. | 01-1042              |             |
| OWNER       | KENNEDY FAMILY TRUST |             |
| APPLICANT   | HINES INTERESTS      |             |
| REVISIONS   |                      |             |
| NO.         | DATE                 | DESCRIPTION |
| 1           |                      |             |

**TOTAL SITE SUMMARY**

175,000 SF.  
TOTAL SQUARE FEET  
175,000 SF.  
TOTAL ACREAGE  
12.38 +/-  
TOTAL DENSITY  
1461 SPACES  
TOTAL PARKING PROVIDED  
EXISTING ZONING  
PROPOSED ZONING

**AREA 4**

OFFICE HOTEL (50 ROOM) - 10 STORY  
OFFICE - 10 STORY  
OUTPARCEL  
TOTAL SQUARE FEET  
TOTAL ACREAGE  
DENSITY  
PARKING PROVIDED

**400 UNIT RESIDENTIAL - 6 STORY**

OUTPARCEL  
TOTAL SQUARE FEET  
TOTAL ACREAGE  
DENSITY  
PARKING PROVIDED

**350,000 SF.**

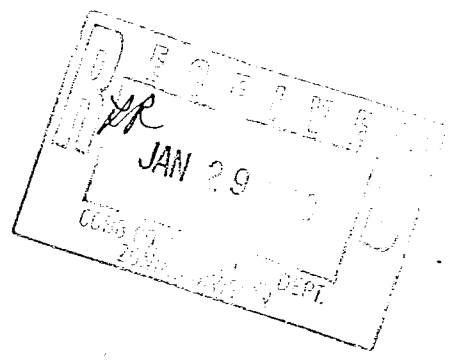
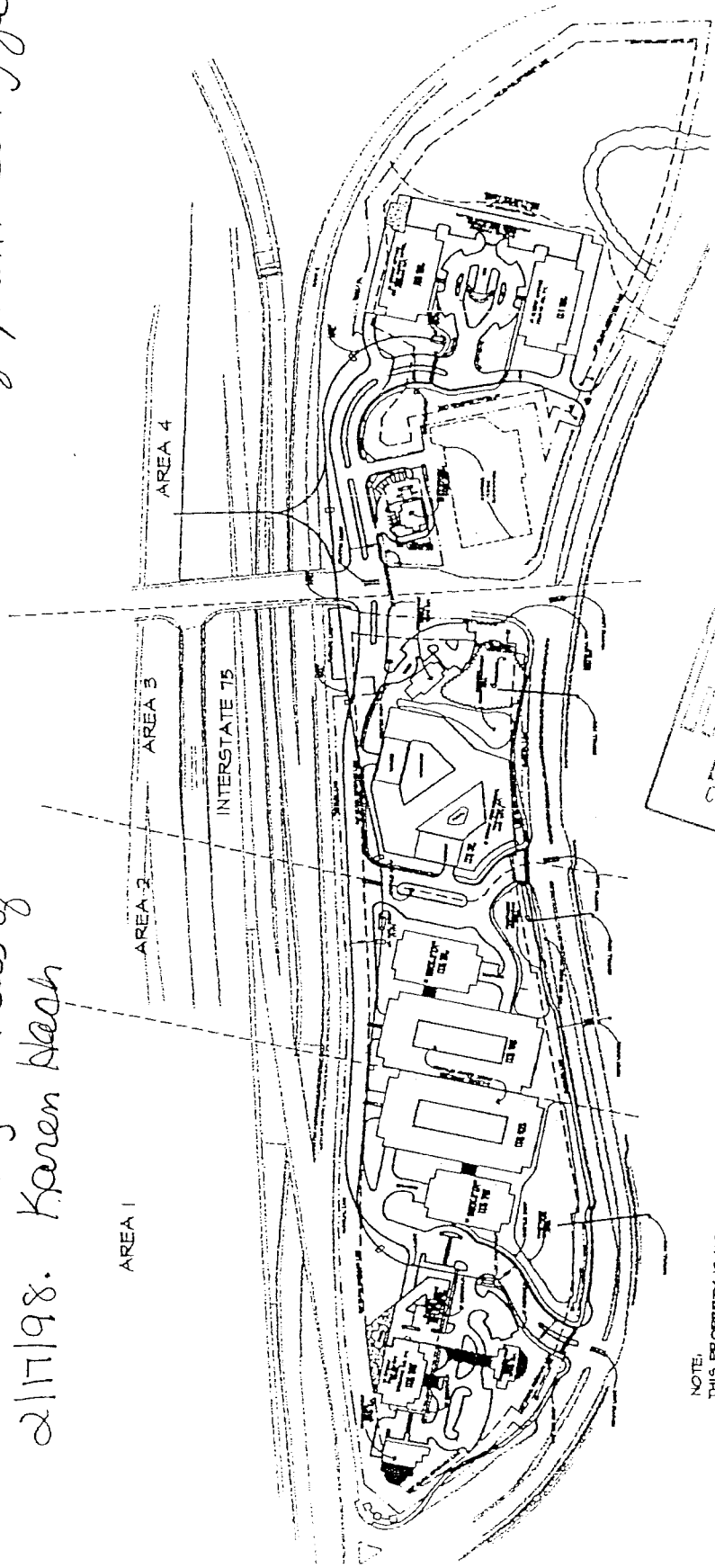
350,000 SF.  
TOTAL SQUARE FEET  
10,000 SF.  
TOTAL ACREAGE  
10.5 +/-  
TOTAL DENSITY  
1250 SPACES  
TOTAL PARKING PROVIDED

**350,000 SF.**

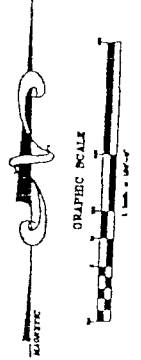
1500 SF.  
TOTAL SQUARE FEET  
608,000 SF.  
TOTAL ACREAGE  
10.5 +/-  
TOTAL DENSITY  
1250 SPACES  
TOTAL PARKING PROVIDED

*Note: Large plan in zoning file*

*Site plan as referenced in Boc zoning minutes of 2/17/98. Karen Bleck*

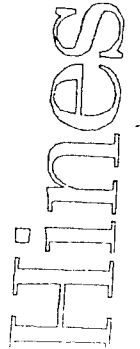


APPLICANT: HINES INTERESTS  
OWNER: KENNEDY FAMILY TRUST



NOTE:  
THIS PROPERTY IS NOT ADJACENT TO A RESIDENTIAL DISTRICT. THUS, A LANDSCAPE BUFFER IS NOT REQUIRED.

LEGEND  
FFE = FIRST FLOOR ELEVATION  
MHE = MAXIMUM HEIGHT ELEVATION



# MOORE INGRAM JOHNSON & STEELE

A LIMITED LIABILITY PARTNERSHIP

192 ANDERSON STREET  
MARIETTA, GEORGIA 30060

POST OFFICE BOX 3305  
MARIETTA, GEORGIA 30061

TELEPHONE  
(770) 429-1499

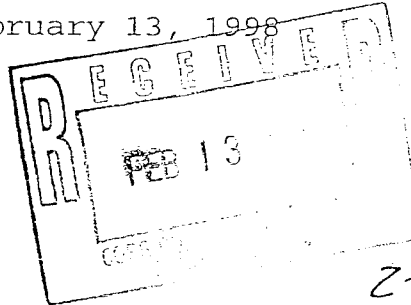
TELECOPIER  
(770) 429-8631

JOHN H. MOORE  
STEPHEN C. STEELE  
WILLIAM R. JOHNSON  
ROBERT D. INGRAM  
J. BRIAN O'NEIL  
G. PHILLIP BEGGS  
ELDON L. BASHAM  
MATTHEW J. HOWARD  
SARAH L. BARGO  
DIANE M. BUSCH  
DAVID IAN MATTHEWS  
JERE C. SMITH  
CLAYTON O. CARMACK  
MICHELLE S. DAVENPORT  
KEVIN B. CARLOCK  
ALEXANDER T. GALLOWAY III  
G. ANDY ADAMEK

J. KEVIN MOORE  
WILLIAM C. BUHAY  
SUSAN S. STUART  
MICHAEL W. KITCHENS  
RODNEY R. McCOLLOCH  
DANIEL A. LANDIS\*  
BRIAN D. SMITH  
HARRY R. TEAR III  
MICHAEL R. WING  
W. TROY HART  
JAMES E. ALBERTELLI\*\*  
JOSEPH H. AKERS  
JEFFREY A. DAXE  
JENNIFER L. SCOLIARD  
MELISSA W. GILBERT  
M. SUZANNE CAUSEY\*

\* ALSO ADMITTED IN NC  
\*\* ALSO ADMITTED IN FL

February 13, 1998



WRITER'S DIRECT DIAL NUMBER

Mr. Ed Thomas  
Principal Planner  
Zoning Division  
Cobb County Community  
Development Department  
Suite 500  
100 Cherokee Street  
Marietta, Georgia 30090-9674

Hand Delivered

*Z-22 of 1998  
Letter as referenced in  
BOC zoning minutes of  
2/17/98. Karen Hoch*

RE: Application for Rezoning

Application No.: Z-22 (1998)

Applicant: Hines Interests Limited  
Partnership

Owners: Sentinel Partners, L.L.L.P. and  
Gayle E. Kennedy and  
NationsBank of Georgia, N.A.,  
as Co-Trustees of the Trust  
Established Under Item V of  
the Last Will and Testament  
of Albert Thornton Kennedy

Property: 33.53, more or less acres  
located at the southeasterly  
intersection of I-75 and  
I-285, Land Lots 981, 1012,  
1013, 1014, 1027, 1028,  
17<sup>th</sup> District, 2<sup>nd</sup> Section,  
Cobb County, Georgia

Dear Ed:

As you know, this firm represents Hines Interests Limited Partnership, the Applicant (hereinafter referred to as "Applicant"), and Sentinel Partners, L.L.L.P. and Gayle E. Kennedy and NationsBank of Georgia, N.A., as Co-Trustees of the Trust

## MOORE INGRAM JOHNSON & STEELE

Mr. Ed Thomas  
Principal Planner  
Zoning Division  
Cobb County Community  
Development Department  
Page Two  
February 13, 1998

*2-22-98/1998  
letter (skip #2)  
continued*

Established Under Item V of the Last Will and Testament of Albert Thornton Kennedy, (hereinafter collectively referred to as "Owner"), in their Application for Rezoning with regard to the above-referenced property. After meeting with planning and zoning staff, meetings with the Atlanta Regional Commission, meetings with interested area groups, and reviewing the staff comments and recommendations and the uses of surrounding properties, we have been authorized by the Applicant and Owner to submit this letter of agreeable stipulations and conditions, which, if the Application for Rezoning is approved, as submitted, shall become a part of the grant of the requested zoning and shall be binding upon the subject property. This letter shall supersede and replace in full our previous letter to you dated January 30, 1998. The referenced stipulations are as follows:

- (1) The stipulations and conditions set forth herein shall replace and supersede in full any and all prior stipulations and conditions, in whatsoever form, which are currently in place on the subject property.
- (2) Rezoning of the 33.53, more or less, acre tract shall be from the Office and Institutional ("O&I") and RM-12 zoning categories to the Regional Retail Commercial ("RRC") zoning category pursuant and specific to the Master Plan of Development prepared for Applicant and Owner by Roy Ashley & Associates, Inc. dated October 30, 1997, last revised January 29, 1998.
- (3) This project proposes a mix of retail, hotel, residential, and office uses to be developed in four (4) phases over an approximate period of ten (10) years as follows:



**MOORE INGRAM JOHNSON & STEELE**

Mr. Ed Thomas  
Principal Planner  
Zoning Division  
Cobb County Community  
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Letter (Step #2)  
Continued*

PHASE I - 10.3 acres, more or less:

- (a) A hotel with a maximum height of sixteen (16) stories, a maximum of 300 rooms and associated meeting/conference space;
- (b) An office building with a maximum height of sixteen (16) stories and a maximum of 350,000 rentable square feet;
- (c) Two (2) commercial out parcels in the aggregate having a maximum square footage of 15,000 square feet;
- (d) Deck and surface parking provided for the above uses consists of 1,838 spaces; and
- (e) Parking required for the hotel and office building is based upon the Urban Land Institute's methodology for shared parking. As an example, this methodology is shown and reflected on that certain table attached hereto as Exhibit "A" and incorporated herein by reference. If the size of the office building or hotel, or both, are reduced, the maximum required parking may be reduced by using the Urban Land Institute's shared parking methodology as referenced on the attached exhibit. The reduction in parking will be detailed during the plan review process as final sizing of the office building and hotel are then determined and parking for the development shall be set pursuant to said methodology.

**MOORE INGRAM JOHNSON & STEELE**

Mr. Ed Thomas  
Principal Planner  
Zoning Division  
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continued*

**PHASE II - 5.0 acres, more or less:**

- (a) An office building with a maximum height of sixteen (16) stories and a maximum of 350,000 rentable square feet; and
- (b) Associated parking deck providing 1,400 parking spaces.

**PHASE III - 6.1 acres, more or less:**

- (a) Residential with a maximum of 400 units and a maximum height of six (6) stories:
  - i) Applicant and Owner agree that the proposed residential development shall conform to the requirements of the Georgia Condominium Act in the construction and development thereof.
  - ii) Additionally, Applicant agrees with regard to the development and operation of the project to the following:
    - 1. Twenty-five (25) percent of the residential units must be dedicated as "for sale" units.
    - 2. The remaining seventy-five (75) percent of the residential units can be marketed "for lease" upon the condition that any such lease contain therein an option for the lessee to purchase said unit on or before the expiration of eighteen (18) months from the effective date of the lease as to that unit.

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3. Provided further, that if any one or more of the non-dedicated seventy-five (75) percent "for lease" units are sold, there shall be an automatic reduction concurrent therewith from the twenty-five (25) percent of dedicated units "for sale."
- (b) One (1) commercial out parcel with a maximum square footage of 7,500 square feet; and
  - (c) Parking will be provided in the form of surface and deck parking in the total number of 560 spaces. Parking required for the residential buildings will be provided at one space per bedroom. Parking for the commercial out parcel will be provided in accordance with standard Cobb County Zoning guidelines depending upon the final use for the facility. A portion of the parking required for the commercial out parcel may be contained in one of the parking decks that serve the residential buildings.

**PHASE IV - 12.56 acres, more or less:**

- (a) Office/hotel; if an office building, a maximum height of eighteen (18) stories and a maximum of 175,000 rentable square feet; if a hotel, a maximum of 350 rooms and associated meeting/conference space and a maximum height of eighteen (18) stories;
- (b) An office building with a maximum height of eighteen (18) stories and a maximum of 175,000 rentable square feet;

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Mr. Ed Thomas  
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continued*

- (c) One (1) commercial out parcel with a maximum of 7,500 square feet;
- (d) Parking by means of surface and deck parking to a total of 1,961 spaces; and
- (e) Parking required for the hotel and office building is based upon the Urban Land Institute's methodology for shared parking. As an example, this methodology is shown and reflected on that certain table attached hereto as Exhibit "A" and incorporated herein by reference. If the size of the office building or hotel, or both, are reduced, the maximum required parking may be reduced by using the Urban Land Institute's shared parking methodology as referenced on the attached exhibit. The reduction in parking will be detailed during the plan review process as final sizing of the office building and hotel are then determined and parking for the development shall be set pursuant to said methodology.

**STORMWATER**

- (4) As part of the Phase I improvements, the existing stormwater pond (Basin A) will be reconfigured to accommodate the proposed Master Plan layout. In this regard, Applicant has submitted a complete hydrological study for both the northern and southern portions of the proposed development to Cobb County Stormwater Management. The reconfigured stormwater management pond for Basin A will include an amenity feature which will allow for continuous re-circulation and aeration of the pond's water.

**MOORE INGRAM JOHNSON & STEELE**

Mr. Ed Thomas  
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- (5) As a part of Phase II improvements, the existing stormwater management pond for Basin B will also be modified to accommodate the proposed Master Plan layout. The reconfigured stormwater management pond for Basin B will also include an amenity feature which will allow for continuous re-circulation and aeration of the pond's water.
  
- (6) As a part of Phase III improvements, the existing culvert at Basin C underneath Cumberland Boulevard will be fitted with an outlet control structure to provide water quality treatment in this basin. The area around the outlet control structure adjacent to Cumberland Boulevard will be designated as a preservation area and will include passive recreation facilities such as park benches.
  
- (7) As a part of the Phase IV improvements, the bottom level of the proposed parking deck will be utilized to store stormwater run-off from this site. Applicant intends to convey by deed of gift to a recipient to be named later a portion of the Phase IV property lying within the 100 year flood plain and northerly of the proposed construction. This area shall be maintained in perpetuity as a natural green space area.

TRAFFIC AND ENVIRONMENTAL

- (8) From a traffic improvements and environmental standpoint, Applicant will accomplish the following:
  - (a) Construction of the portion of the proposed internal rear access road running parallel to I-75 that connects the Phase I and Phase II entrance off Cumberland Boulevard.

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Mr. Ed Thomas  
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continued*

- (b) Widen Cumberland Boulevard along its southbound lane to provide a deceleration/right-turn lanes into the proposed development's southern and northern most entrances.
- (c) As a part of the Phase II improvements, Applicant will complete the remaining portion of the project's rear loop road parallel to I-75 to its intersection with re-located Akers Mill Road.
- (d) With regard to Phase IV, Applicant will improve all internal public roads within this phase to handle the inflow and outflow of traffic.
- (e) Applicant agrees to the construction of a nine (9) foot wide bike path/sidewalk along Cumberland Boulevard and re-located Akers Mill Road frontages to facilitate the movement of bikers and pedestrians into and around the entire proposed development.
- (f) Applicant agrees to the construction of ample five (5) foot wide sidewalks internal to all phases of the proposed development to facilitate the movement of pedestrians amongst all facilities.
- (g) Applicant agrees to the dedication of necessary air rights to Cobb County at such time that the light rail system is developed for this area. Applicant further agrees to ensure that the layout of all permanent structures within the proposed development is done in a manner so as to facilitate the future construction of the light rail system.
- (h) Until such time that an alternate Cobb Galleria/Cumberland Mall area shuttle bus system is

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Zoning Division  
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letter (stip #2)  
continued*

established by the Cobb County CID TMA, Applicant agrees to provide shuttle bus service from the proposed development to the Galleria/Cumberland Mall area, including the new Cobb Community Transit transfer station at Cumberland Mall. This shuttle service will begin at such time as warranted by tenants' demands at the project and will operate on a continuous basis during normal working hours to facilitate the movement of people from the east side of I-75 over to these areas.

- (i) As part of the widening of the southbound lanes on Cumberland Boulevard to install a deceleration/right-turn lane into the two (2) main entrances at the southern parcel of the proposed development, Applicant agrees to coordinate with Cobb Community Transit for the construction of two (2) bus stops along this portion of Cumberland Boulevard. A third stop will be constructed in the vicinity of the Phase IV area of the development at the time this parcel is developed.
- (j) In anticipation of the increased usage of electric powered vehicles, Applicant will ensure that its designs, integral to the parking decks, the ability to retrofit a sufficient number of spaces with battery recharging facilities, to encourage the use of electric powered vehicles at the time such use becomes commercially viable.
- (k) Applicant has provided to the Cobb County Department of Transportation a traffic impact study for the entire proposed development and agrees to abide by the recommendations therein contained.

**MOORE INGRAM JOHNSON & STEELE**

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Principal Planner  
Zoning Division  
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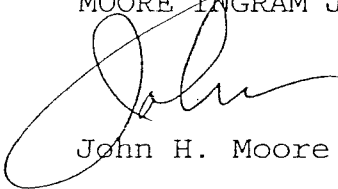
*2-22-98  
letter (stip #2)  
continued*

It is believed that the requested rezoning, pursuant to the referenced site plan and the stipulations contained herein, is an appropriate use of the subject property while taking into consideration the properties and owners thereof surrounding the proposed development and will provide an enhancement to the subject property and will allow for the utilization of the property in a manner suitable with the recent growth of the surrounding area. Thank you for your consideration of this request.

With kindest regards, I remain

Very truly yours,

MOORE INGRAM JOHNSON & STEELE, LLP



John H. Moore

JHM:cc

Attachment

c: Cobb County Board of Commissioners:  
William J. Byrne, Chairman  
William A. Cooper  
George Woody Thompson, Jr.  
Joe L. Thompson  
Gordon J. Wysong



*2-22-98  
 letter attachment  
 to (strip #2)  
 continued*

Based on ULI Rates

| Hour of Day | Retail |          | Residential |          | Rest |          | Hotel |          | Office |          | Total |          |
|-------------|--------|----------|-------------|----------|------|----------|-------|----------|--------|----------|-------|----------|
|             | Wkdy   | Saturday | Wkdy        | Saturday | Wkdy | Saturday | Wkdy  | Saturday | Wkdy   | Saturday | Wkdy  | Saturday |
| 6am         | 0      | 0        | 400         | 400      | 0    | 0        | 375   | 338      | 63     | 0        | 838   | 738      |
| 7           | 5      | 2        | 380         | 380      | 3    | 3        | 319   | 263      | 420    | 70       | 1126  | 648      |
| 8           | 10     | 8        | 360         | 360      | 8    | 5        | 244   | 225      | 1323   | 210      | 1945  | 597      |
| 9           | 24     | 23       | 348         | 348      | 15   | 9        | 206   | 188      | 1953   | 280      | 2548  | 567      |
| 10          | 39     | 34       | 340         | 340      | 30   | 12       | 169   | 150      | 2100   | 280      | 2678  | 536      |
| 11          | 50     | 55       | 340         | 340      | 45   | 15       | 131   | 131      | 2100   | 350      | 2686  | 541      |
| 12noon      | 55     | 64       | 340         | 340      | 75   | 45       | 113   | 113      | 1890   | 350      | 2473  | 561      |
| 1pm         | 57     | 71       | 340         | 340      | 105  | 68       | 113   | 113      | 1890   | 280      | 2505  | 591      |
| 2           | 55     | 75       | 340         | 340      | 90   | 68       | 131   | 131      | 2037   | 210      | 2654  | 614      |
| 3           | 54     | 75       | 340         | 340      | 90   | 68       | 131   | 150      | 1953   | 140      | 2568  | 633      |
| 4           | 50     | 68       | 348         | 348      | 75   | 68       | 169   | 188      | 1617   | 140      | 2258  | 671      |
| 5           | 45     | 56       | 360         | 360      | 105  | 90       | 1079  | 225      | 987    | 70       | 2576  | 731      |
| 6           | 47     | 49       | 368         | 368      | 135  | 135      | 263   | 263      | 483    | 70       | 1295  | 814      |
| 7           | 51     | 45       | 376         | 376      | 150  | 143      | 281   | 300      | 147    | 70       | 1005  | 864      |
| 8           | 50     | 45       | 384         | 384      | 150  | 150      | 338   | 338      | 147    | 70       | 1068  | 917      |
| 9           | 35     | 30       | 392         | 392      | 150  | 150      | 356   | 356      | 63     | 0        | 996   | 928      |
| 10          | 18     | 0        | 396         | 396      | 135  | 143      | 375   | 375      | 63     | 0        | 987   | 914      |
| 11          | 7      | 10       | 400         | 400      | 105  | 129      | 375   | 375      | 0      | 0        | 887   | 914      |
| 12          | 0      | 0        | 400         | 400      | 75   | 105      | 375   | 375      | 0      | 0        | 850   | 880      |

Based on Code

| Hour of Day | Retail |          | Residential |          | Rest |          | Hotel |          | Office |          | Total |          |
|-------------|--------|----------|-------------|----------|------|----------|-------|----------|--------|----------|-------|----------|
|             | Wkdy   | Saturday | Wkdy        | Saturday | Wkdy | Saturday | Wkdy  | Saturday | Wkdy   | Saturday | Wkdy  | Saturday |
| 6am         | 0      | 0        | 700         | 700      | 0    | 0        | 375   | 338      | 74     | 0        | 1149  | 1038     |
| 7           | 6      | 0        | 665         | 665      | 2    | 0        | 319   | 263      | 491    | 491      | 1482  | 928      |
| 8           | 14     | 0        | 630         | 630      | 4    | 0        | 244   | 225      | 1547   | 1474     | 2438  | 855      |
| 9           | 32     | 0        | 609         | 609      | 8    | 0        | 206   | 188      | 2284   | 1965     | 3138  | 797      |
| 10          | 51     | 0        | 595         | 595      | 15   | 0        | 169   | 150      | 2456   | 1965     | 3286  | 745      |
| 11          | 65     | 0        | 595         | 595      | 23   | 0        | 131   | 131      | 2456   | 2456     | 3270  | 726      |
| 12noon      | 73     | 0        | 595         | 595      | 38   | 0        | 113   | 113      | 2211   | 2456     | 3028  | 708      |
| 1pm         | 75     | 0        | 595         | 595      | 53   | 0        | 113   | 113      | 2211   | 1965     | 3046  | 708      |
| 2           | 73     | 0        | 595         | 595      | 45   | 0        | 131   | 131      | 2382   | 1474     | 3226  | 726      |
| 3           | 71     | 0        | 595         | 595      | 45   | 0        | 131   | 150      | 2284   | 982      | 3127  | 745      |
| 4           | 65     | 0        | 609         | 609      | 38   | 0        | 169   | 188      | 1891   | 982      | 2772  | 797      |
| 5           | 59     | 0        | 630         | 630      | 53   | 0        | 244   | 225      | 1154   | 491      | 2140  | 855      |
| 6           | 62     | 0        | 644         | 644      | 68   | 0        | 263   | 263      | 565    | 491      | 1600  | 907      |
| 7           | 67     | 0        | 658         | 658      | 75   | 0        | 281   | 300      | 172    | 491      | 1253  | 958      |
| 8           | 65     | 0        | 672         | 672      | 75   | 0        | 338   | 338      | 172    | 491      | 1322  | 1010     |
| 9           | 46     | 0        | 686         | 686      | 75   | 0        | 356   | 356      | 74     | 0        | 1237  | 1042     |
| 10          | 24     | 0        | 693         | 693      | 68   | 0        | 375   | 375      | 74     | 0        | 1233  | 1068     |
| 11          | 10     | 0        | 700         | 700      | 53   | 0        | 375   | 375      | 0      | 0        | 1137  | 1075     |
| 12          | 0      | 0        | 700         | 700      | 38   | 0        | 375   | 375      | 0      | 0        | 1113  | 1075     |

\* in addition to  
letter of Feb. 13, 1998  
stipulations.

February 17, 1998

Georgia Conservancy Stipulations Inserts

\* agreed to by the  
Developer.

2-22-98 - list as  
referenced in Box zoning minutes of 2/17/98

Karen Black

1. Applicant and/or Owner shall not pursue or secure any additional curb cuts or traffic lights beyond those approved pursuant to the terms and conditions of that certain Development Agreement by and between Cobb DOT and the Owner dated July 13, 1995 and as incorporated in the Georgia Department of Transportation Kennedy Interchange plan (GA DOT Project # NH-IM-75-3(195)(01)) with the exception of seeking permission from Georgia DOT and Cobb DOT to align the rear access road into Area 3 of the subject property with the current approved signalized intersection that will provide access from the north to Area 4 off of relocated Akers Mill Road.
2. Peak storm water discharge rates from improvements located on the subject property only (not including storm water discharge passing through the subject property from I-75 and other areas west of I-75) shall not exceed peak 1985 discharge rates. Peak storm water discharge rates from improvements located upstream of the subject property (i.e., land areas to the west of I-75) as of December 1997 and those improvements associated with the widening of I-75 and the construction of the Kennedy Interchange (scheduled completion date of July 1999) shall generally conform with those set forth in that certain Hydrological Study by Greenhome & O'Mara (G&O) for the Kennedy Family Property dated October 3, 1997 as revised on October 20, 1997 and the Water Quality Design Memorandum by G&O for Overton Park dated November 6, 1997.
3. Water quality control structures installed by the Applicant and/or Owner at the outlet control devices for storm water ponds A and B and basin C shall prevent large water born solids (i.e., tires, cans, flotsam, and other debris) from being discharged into the Rottenwood Creek basin for storm events up to the design storms set forth in that certain Hydrological Study by Greenhome & O'Mara (G&O) for the Kennedy Family Property dated October 3, 1997 as revised on October 20, 1997 and the Water Quality Design Memorandum by G&O for Overton Park dated November 6, 1997, for each basin.
4. The reconfigured storm water management ponds in basins A and B and their associated water quality and water quantity control structures, along with the new water quality control structure in basin C, shall be systematically monitored and maintained by the Cobb County Department of Transportation pursuant to the terms and conditions of that certain Development Agreement by and between Cobb DOT and the Owner dated July 13, 1995. All other water quality structures (i.e., stormceptors) installed on the subject property by the Applicant and/or Owner shall be periodically monitored and maintained by the Applicant and/or Owner. Notwithstanding any other provision of this stipulation, all water quality and water quantity control structures installed, monitored, and maintained by the Applicant and/or Owner, shall be installed, monitored, and maintained in a manner consistent with that certain Hydrological Study by Greenhome & O'Mara (G&O) for the Kennedy Family Property dated October 3, 1997 as revised on October 20, 1997 and the Water Quality Design Memorandum by G&O for Overton Park dated November 6, 1997.

*2-22-98  
Wick (stip #3)  
continued*

5. All buildings constructed on the subject property shall be designed and constructed in a manner so that they do not create a visual impact as viewed from the surface of the Chattahoochee River and the area immediately adjacent to the river itself during the spring and summer seasons, down to a point on the river approximately 600 feet upstream from the I-75 bridge in the area where Rottenwood Creek confluences with the Chattahoochee River.
6. Should the Applicant and/or Owner desire to make any changes to the existing storm water outlet structures that run under Cumberland Parkway and outfall into the Rottenwood Creek basin as part of its storm water management program, all modifications to these structures shall be designed and installed in a manner so as to blend in with the natural environmental aesthetic conditions of the CRNRA in the Applicant and/or Owner's reasonable opinion.
7. Applicant and/or Owner will provide in every parking garage, designated preferential parking for carpools, vanpools, and other high occupancy vehicles.
8. If the Applicant and/or Owner seeks modification or other change in these stipulations, in addition to any other requirements of state and local law, such modification or other change must proceed as a petition for rezoning with specific notice by the Applicant and/or Owner to The Georgia Conservancy. This paragraph shall apply only to modifications or other changes as follows:
  - a. Any modification or change which would reduce the proposed number of residential units by more than twenty-five percent (25%); and
  - b. Any modification or change in Applicant's stated intention to convey by deed of gift to a recipient to be named later a portion of the Phase IV property lying within the 100 year flood plain and northerly of the proposed construction, and any change in Applicant's commitment to maintain such area in perpetuity as a natural green space area; and
  - c. Any modification or change to stipulations (4), (5), (6), (8)(e), (8)(f), (8)(g), (8)(h), (8)(i), and (8)(j); and
  - d. Any modification or change to Georgia Conservancy Stipulations 1-7 above.

**OFFICIAL MINUTES OF BOARD OF  
COMMISSIONERS ZONING HEARING  
AS TO AMENDMENT TO  
APPLICATION FOR REZONING  
NO. Z-22 (1998) – SEPTEMBER 15, 1998**

**DO NOT UNSTAPLE. UNSTAPLING VIOLATES CERTIFICATION.**

Minutes of the meeting of the Cobb County Board of Commissioners' Zoning Hearing held on **September 15, 1998** in the Second Floor Commissioners' Meeting Room, Cobb County Building, 100 Cherokee Street, Marietta, Georgia.

The meeting was called to order at 9:00 a.m. and the following members of the Cobb County Board of Commissioners were present and representing the entire Board:

***BOARD OF COMMISSIONERS***

Bill Byrne, Chairman  
William A. Cooper  
G. Woody Thompson  
Gordon Wysong  
Joe L. Thompson

**Item #5**

**TO CONSIDER SITE PLAN AND STIPULATION AMENDMENTS – Z-22 OF 1998  
(HINES INTERESTS LIMITED)**

To consider Site Plan and Stipulation Amendments regarding application Z-22 of February 17, 1998 (Hines Interests Limited), for property located at the southeasterly intersection of I-75 and I-285 in Land Lots 981, 1012, 1013, 1014, 1027 and 1028 of the 17<sup>th</sup> District.

Mr. Danneman stated that subsequent to approval of the DRI, the method which ARC applies NOX ratings has been changed. Based on these changes the applicant can go back to the original density request and still be within the NOX limits. The site plan amendments were reported to include: increase in height of condominium project (with reduction in footprint), increase of office density, and addition of hotel to the project.

Following this report, the Board of Commissioners **approved** request for Site Plan and Stipulation Amendments regarding application Z-22 of February 17, 1998 (Hines Interests Limited), for property located at the southeasterly intersection of I-75 and I-285 in Land Lots 981, 1012, 1013, 1014, 1027 and 1028 of the 17<sup>th</sup> District **subject to: 1) site plan submitted (reduced copy attached and made a part hereof); 2) letter of agreeable conditions dated August 5, 1998 (attached and made a part hereof); 3) all other previously approved conditions/stipulations to remain in effect.** Motion by J. Thompson, second by Wysong, carried 5-0.



Georgia, Cobb County

I hereby certify the within and foregoing to be a true, correct and complete copy of the original that appears on record in the Cobb County Clerk's Office.

This 22<sup>nd</sup> day of July 2011

[Signature]  
Deputy Clerk, Cobb County Board of Commissioners  
Cobb County, Georgia

2-22 of 1998

**AREA 1**  
 14,000 SF  
 OFFICE - 10 STORY  
 RESTAURANT  
 TOTAL SF  
 TOTAL ACRES  
 PARKING PROVIDED  
 PROP. DENSITY  
 EX. DENSITY  
 NET CHANGE

**AREA 2**  
 10,000 SF  
 RETAIL / RESTAURANT  
 TOTAL SF  
 TOTAL ACRES  
 PARKING PROVIDED  
 PROP. DENSITY  
 EX. DENSITY  
 NET CHANGE

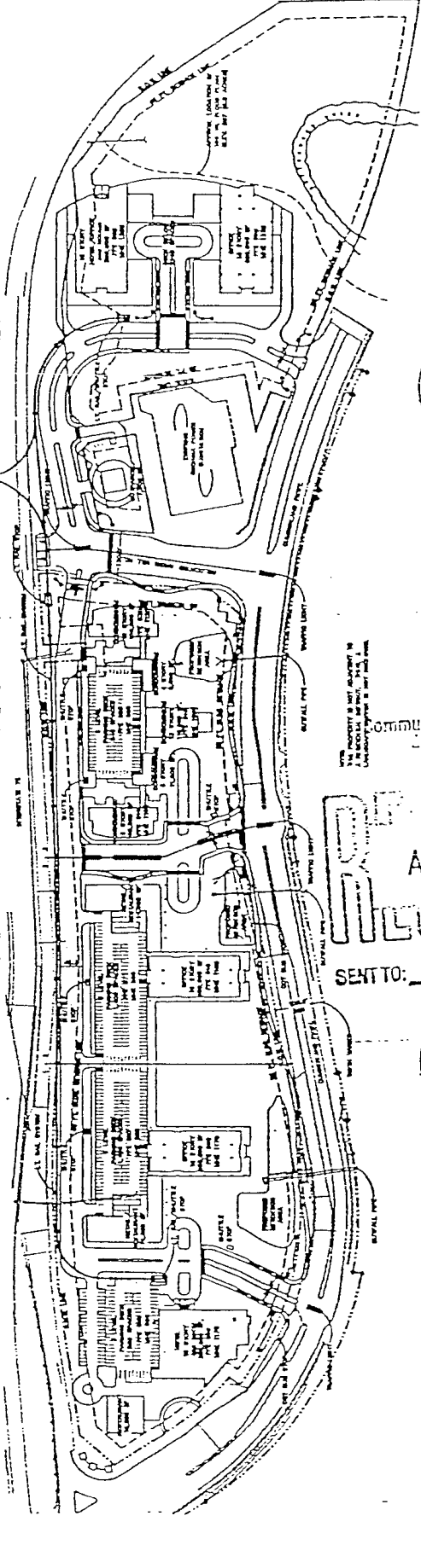
**AREA 3**  
 10,000 SF  
 CONDOMINIUM - 10 STORY  
 CONDOMINIUM - 13 STORY  
 CONDOMINIUM - 5 STORY  
 CONDOMINIUM - 4 STORY  
 TOTAL UNITS  
 TOTAL SF  
 TOTAL ACRES  
 PARKING PROVIDED  
 PROP. DENSITY  
 EX. DENSITY  
 NET CHANGE

**AREA 4**  
 10,000 SF  
 OFFICE - 10 STORY  
 RESTAURANT/RETAIL  
 TOTAL SF  
 TOTAL ACRES  
 PARKING PROVIDED  
 PROP. DENSITY  
 EX. DENSITY  
 NET CHANGE

*Large Plan in file  
 site plan as approved at Dec zoning  
 hearings on 9/15/98 (Other Business Item #5)  
 Carporting*

**SUMMARY**  
 TOTAL SF  
 TOTAL ACREAGE  
 TOTAL PARKING PROVIDED  
 EXISTING ZONING  
 PROPOSED ZONING  
 PROPOSED TOTAL DENSITY  
 EX. DENSITY  
 NET CHANGE  
 \* ALL BUILDING SF ARE BASED ON NET FINISHABLE AREA

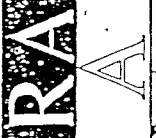
AREA 1      AREA 2      AREA 3      AREA 4



SENT TO: \_\_\_\_\_  
 AUG - 5 1998

**OVERTON PARK**  
 MASTER PLAN OF DEVELOPMENT

ATLANTA, GA



ROY ARLBY  
 ARCHITECTS

DATE: \_\_\_\_\_  
 SCALE: \_\_\_\_\_  
 SHEET NO: \_\_\_\_\_  
 OF \_\_\_\_\_

DATE: \_\_\_\_\_  
 SCALE: \_\_\_\_\_  
 SHEET NO: \_\_\_\_\_  
 OF \_\_\_\_\_



SCALE: 1" = 100'  
 0' 100' 200'

# MOORE INGRAM JOHNSON & STEELE

A LIMITED LIABILITY PARTNERSHIP

192 ANDERSON STREET  
MARIETTA, GEORGIA 30060

POST OFFICE BOX 3305  
MARIETTA, GEORGIA 30061

TELEPHONE  
(770) 429-1499

TELECOPIER  
(770) 429-8631

JOHN H. MOORE  
STEPHEN C. STEELE  
WILLIAM R. JOHNSON  
ROBERT D. INGRAM  
BRIAN O'NEIL  
PHILLIP BEGGS  
LUDON L. BASHAM  
MATTHEW J. HOWARD  
SARAH L. BARGO  
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JEFFREY A. DAXE  
JENNIFER L. SCOLIARD  
MELISSA W. GILBERT  
M. SUZANNE CAUSEY  
DEAN C. BUCCI

\* ALSO ADMITTED IN NC

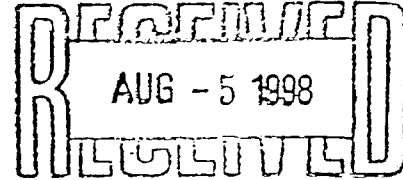
August 5, 1998

*Z-22 of 1998  
stipulated letter  
of 9/15/98 Box zoning  
appearing (other  
Business Item #5)  
Caron Feng*

WRITER'S DIRECT DIAL NUMBER

Mr. Mark A. Danneman  
Zoning Administrator  
Zoning Division  
Cobb County Community  
Development Department  
Suite 300  
191 Lawrence Street  
Marietta, Georgia 30060-1661

Hand Delivered  
Cobb County  
Community Development Dept.  
ZONING DIVISION



RE: Application for Site Plan Amendment SENT TO: \_\_\_\_\_

Application No.: Z-22 (1998)

Applicant: Hines Interests Limited Partnership

Owners: Sentinel Partners, L.L.L.P. and Gayle E. Kennedy and NationsBank of Georgia, N.A., as Co-Trustees of the Trust Established Under Item V of the Last Will and Testament of Albert Thornton Kennedy

Property: 33.53, more or less acres located at the southeasterly intersection of I-75 and I-285, Land Lots 981, 1012, 1013, 1014, 1027, 1028, 17<sup>th</sup> District, 2<sup>nd</sup> Section, Cobb County, Georgia

Dear Mark:

As you know, we represent the above-referenced Applicant, Hines Interests Limited Partnership (hereinafter referred to as "Applicant"), and the Property Owners, Sentinel Partners, L.L.L.P. and Gayle E. Kennedy and NationsBank of Georgia, N.A., as Co-

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Zoning Division  
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Trustees of the Trust Established Under Item V of the Last Will and Testament of Albert Thornton Kennedy (hereinafter collectively referred to as "Owners"). As you are also aware, on or about February 17, 1998, the Board of Commissioners granted final approval of rezoning of the subject property from the Office and Institutional ("OI") and RM-12 zoning categories to the Retail and Residential Commercial ("RRC") zoning category, said rezoning being pursuant and specific to the Master Plan of Development prepared for Applicant and Owner by Roy Ashley & Associates, Inc. dated October 30, 1997, revised January 29, 1998, and submitted January 29, 1998, a copy of which was attached to the official minutes. The rezoning was further approved and conditioned upon certain stipulations, including, but not limited to review and approval by the Board of Commissioners of any future revisions to the Master Plan of Development previously approved by the Board.

After the initial submission to the Atlanta Regional Commission ("ARC") by Applicant in October 1997, the ARC's Transportation Planning Staff performed an "emissions analysis" for the development based on trip generation estimates, calculated as a function of proposed housing units and developable square footage.

The emissions analysis determined that the development as originally designed would produce 61.326 tons per year of nitrogen oxides, which would exceed the ARC policy of 50 tons per year pursuant to the Development of Regional Impact ("DRI"). This 50 tons of nitrogen oxides threshold was established based on the threshold established by the General Conformity section of the Federal Clean Air Act, which states that the federal government will not finance any project that produces 50 tons or greater of nitrogen oxides per year. The Applicant's original submission included the following land uses and densities:

- General Office . . . . . 1,434,000 square feet;
- Residential . . . . . 400 units;
- Restaurant . . . . . 22,500 square feet;
- Hotel . . . . . 300 rooms;
- Drive-In Bank . . . . . 7,500 square feet.



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As a result of the trip generations estimated for the development, the Applicant proposed the following transportation demand management strategies:

- (1) A nine (9) foot wide multi-use path along Kennedy Parkway (Cumberland Boulevard) and relocated Akers Mill Road and pedestrian pathways throughout the development;
- (2) Dedication of air and ground rights for the proposed future light rail or monorail system;
- (3) Designated bicycle-parking areas within each office building parking deck in anticipation of future need;
- (4) Coordination with the Cobb Community Transit ("CCT") to construct two (92) bus stops along Kennedy Parkway and another in the vicinity of the Phase IV area of the development; and
- (5) To provide shuttle bus service to the Galleria/Cumberland Mall area and the CCT Cumberland transfer station "on a continuous basis during normal working hours" until the Cobb CID/TMA establishes service to the development.

In the ARC's previous clean air model, the Applicant's proposed transportation enhancements to reduce travel by single occupant vehicles had no affect on the development's calculated nitrogen oxide output. In addition, the Applicant's proposed mixed-use concept was not given any consideration, and the proposed density of the development actually became a detriment to its ability to pass the existing nitrogen oxide standard.

With no credit given for the proposed transportation enhancements, the Applicant was forced to reduce the proposed office density of the development by 26.78 percent from 1,434,000 square feet to 1,050,000 square feet. This reduction was in addition to the Applicant's original reduction in office density from 1,780,000

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square feet to 1,434,000 square feet (19.4 percent) in order to add the 400 residential units.

The ARC adopted a new Air Quality Benchmarks for DRI Evaluations system in July 1998. Under the new standards, the Applicant is given "Vehicle Motor Trip" ("VMT") credits for its proposed transportation enhancements that will help achieve a reduction in mobile source emissions. Based on the currently approved Overton Park land uses and densities, the development would receive the following VMT credits:

- I. Projects that meet the relevant density target levels will receive the following VMT credits:
  - A. For projects where Retail and Office are the dominant use:  
Floor Area Ratios between .6 and .8 . . . . . -.4%
- II. Projects that contain a 'mix' of uses will receive the following VMT credits:
  - A. For projects where Office is the dominant use:  
If at least 10% of the floor area is residential space . . . . . -.4%  
(520,325 square feet versus  
4,181,577 square feet or 12.44%)
- III. Projects that contain transportation service enhancements will receive the following VMT credits:
  - C. TMA that includes shuttle service to an activity center or node . . . . . -.7%

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IV. Projects that contain bicycle or pedestrian facilities within the site receive the following VMT credits:

|   |      |
|---|------|
| E. Bike/ped networks in developments that meet one Density or Mixed Use target, and connect to adjoining uses . . . . . | -6%  |
| Total . . . . .   | -21% |

Given the new Air Quality Benchmark evaluation format, the Applicant would not be penalized by increasing the office density to the original level of 1,434,000 square feet. In addition, while the residential component certainly adds an attractive "mixed-use" component to the development, given the project's proposed office density and proposed transportation enhancements, the development would still receive an acceptable 17 percent VMT credit reduction without the residential component.

Based on the foregoing, Applicant and Property Owners submit the following amendments to the Master Plan of Development approved by the Board of Commissioners on February 17, 1998, and if approved, as submitted, shall become an additional part of the grant of the final zoning and shall be binding upon the property. The requested amendments to the Master Plan of Development are as follows:

- (1) Applicant requests an amendment to the site plan pursuant and specific to that certain Master Plan of Development prepared for Applicant and Property Owners by Roy Ashley & Associates, Inc. dated August 4, 1998, copies of which are submitted herewith.
- (2) Revision to the specific phases of the Master Plan as follows:

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Area I - 9.90 acres, more or less:

- (a) Increase the maximum height of the hotel from sixteen (16) stories to nineteen (19) stories, and increase the maximum number of rooms from 300 to 419 rooms and associated meeting/conference space;
- (b) Increase the total density of the two (2) commercial out parcels from 15,000 square feet to 24,500 square feet as follows:
  - i) Free-standing parcel having 10,500 square feet; and
  - ii) Parcel adjacent to office building having 14,000 square feet.

Area II - 5.3 acres, more or less:

- (a) Increase the density of the out parcel from 7,500 square feet to 14,000 square feet.

Area III - 6.07 acres:

- (a) Increase the height restriction for the residential development from six (6) stories to nineteen (19) stories; and
- (b) Increase the density of the out parcel from 7,500 square feet to 14,000 square feet.

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Area IV - 12.56 acres:

- (a) Increase the office density in the office/hotel development from 175,000 square feet to 350,000 square feet; and
- (b) Increase the density of the office building from 175,000 square feet to 400,000 square feet.

This letter shall also act as an amendment to the previous letter of agreeable stipulations and conditions dated February 13, 1998. All other provisions, stipulations, and conditions contained within the letter of February 13, 1998, and the subsequent minutes of the Board of Commissioners Zoning Hearing held on February 17, 1998, shall remain otherwise unaffected. We respectfully request that this application for site plan amendment be placed on the Board of Commissioners' "Other Business Agenda" for the next regularly scheduled Zoning Hearing on August 18, 1998.

We further believe that the development, when taken into consideration with the previous minutes and stipulations placed upon the development together with the amended stipulations and site plan contained herein, is an appropriate use of the subject property and will not only provide an enhancement to the subject property but will also provide a quality development and unique characteristics to this ever-growing and changing area of Cobb County. Thank you for your consideration in this matter. We look forward to the addition of this item to the upcoming Zoning Hearing agenda.

**MOORE INGRAM JOHNSON & STEELE**

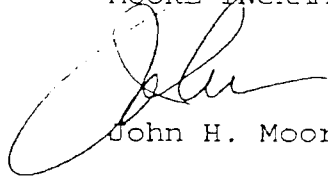
Mr. Mark A. Danneman  
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PS #8*

With kindest regards, I remain

Very truly yours,

MOORE INGRAM JOHNSON & STEELE, LLP



John H. Moore

JHM:cc  
Enclosures