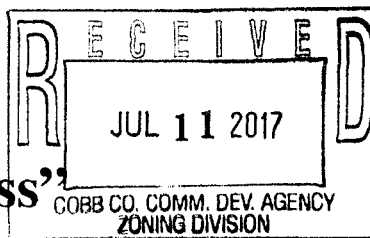


Application for "Other Business"

Cobb County, Georgia

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



OB-031-2017

BOC Hearing Date Requested: 08/15/17

Applicant: Poag Shopping Centers, LLC

Phone #: 901.531.8716

(applicant's name printed)

Address: 2650 Thousand Oaks Blvd, Suite 2200, Memphis, TN

E-Mail: preinke@poagllc.com

Brian Martin

Address: 10 Roswell St., Suite 210, Alpharetta, GA 30009

(representative's name, printed)

Phone #: 470.299.7044

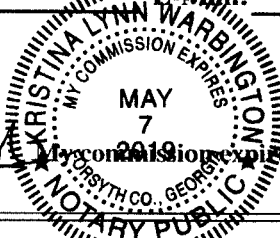
E-Mail: Brian.Martin@kimley-horn.com

(representative's signature)

Signed, sealed and delivered in presence of:

Kristina Lynn Warbington

Notary Public



May 7, 2019

Titleholder(s): CP Venture Five - AWC, LLC

Phone #: 901.531.8716

(property owner's name printed)

Address: 7 Giralda Farms, 3rd Floor, Madison, NJ 07940

E-Mail: preinke@poagllc.com

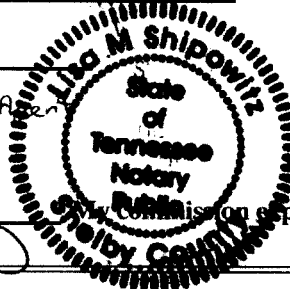
(Property owner's signature)

By Poag Shopping Centers, LLC, its Managing Agent

Signed, sealed and delivered in presence of:

Shelby County

Notary Public



My Commission Expires August 12, 2017

Commission District: 1

Zoning Case: Z-139-1999 & Z-123-2004 J.P.P.

Size of property in acres: 22.17 ac

Original Date of Hearing: 10-28-99

Location: 3625 Dallas Hwy, Marietta, GA 30064

(street address, if applicable; nearest intersection, etc.)

Land Lot(s): 333 & 334

District(s): 20

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

Site Hardscape and Landscape renovations and improvements

(List or attach additional information if needed)

08-031-2017



MSTSD

DATE: 11/11/17
BY: [Signature]
PROJECT: [Project Name]
SHEET: 1 OF 1



THE AVENUE
WEST COBB

POAG SHOPPING
CENTERS, LLC.

3025 DALLAS HWY. SW
MARIETTA, GA 30064

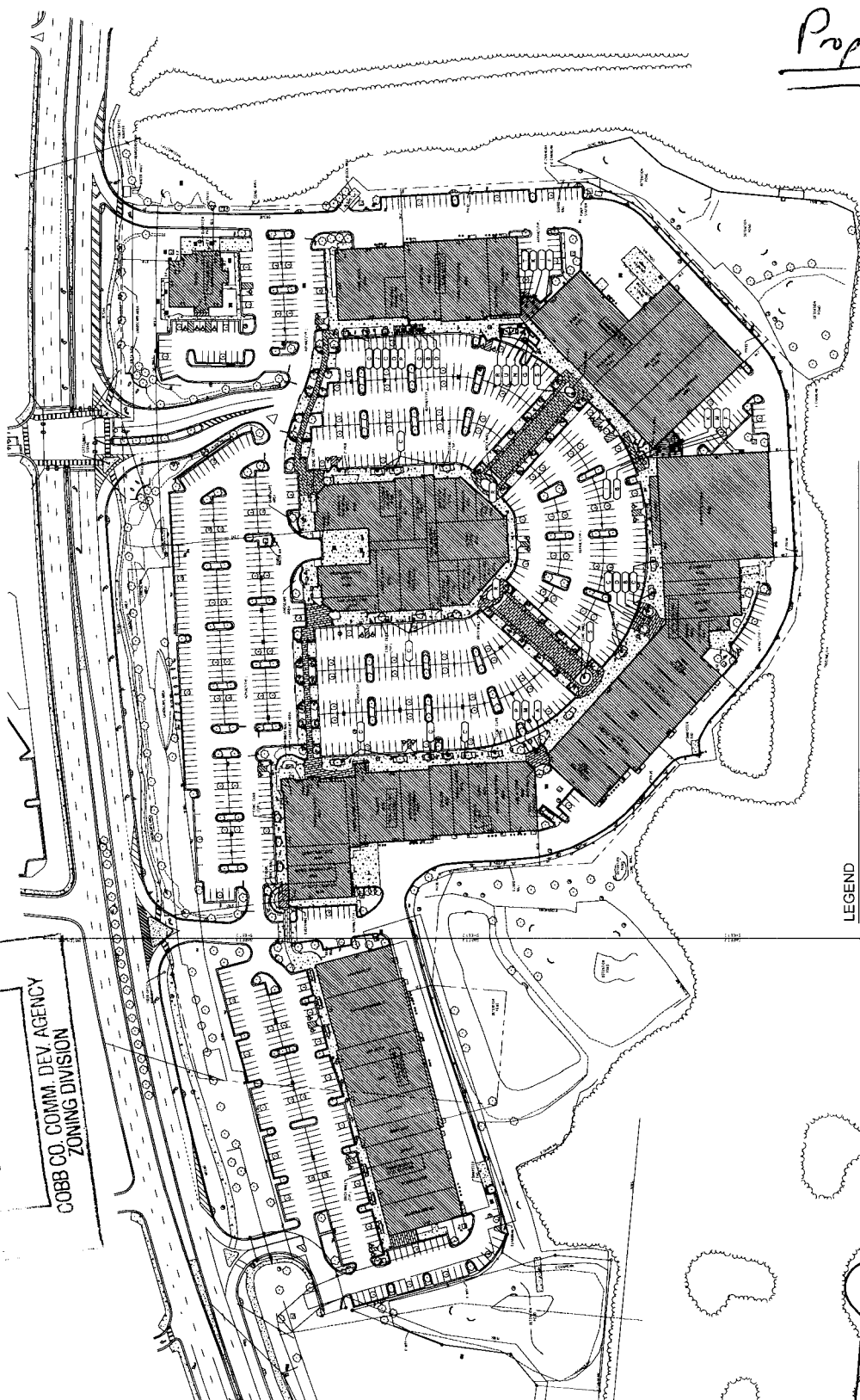
SITE PLAN

Author: [Name]
Checker: [Name]

A100

Proposed plan

1 PROPOSED ARCHITECTURAL SITE PLAN



- LEGEND
- (1) NEW FIRE PIT
 - (2) NEW TERRAZZO SEATING
 - (3) NEW TERRAZZO SEATING AND PLANTING AREA
 - (4) NEW TERRAZZO SEATING
 - (5) NEW FURNITURE
 - (6) NEW FURNITURE PAD FOR FOOD TRUCK SERVICE
 - (7) CASUAL SEATING AREA
 - (8) EXISTING FOUNTAIN TO BE RENOVATED
 - (9) MURAL WALL
 - (10) ART PEDESTAL
 - (11) EXISTING WALL TO BE MODIFIED
 - (12) EXISTING WALL TO BE REMOVED
 - (13) NEW PLANTING
 - (14) NEW PLANTING WITH NEW CURB
 - (15) PATCHED HARDSCAPE SURFACE WITH SALVAGED PAVING
 - (16) PATCHED HARDSCAPE SURFACE TO MATCH EXISTING
 - (17) NEW CONCRETE SIDEWALK
 - (18) NEW PLANTER
 - (19) NEW FEATURE PLANT/TREE
 - (20) NEW HARDSCAPE PAVING
 - (21) NEW LOOSE FILL PAVING
 - (22) NEW TRELLIS

RECEIVED
JUL 11 2017
COBB CO. COMM. DEV. AGENCY
ZONING DIVISION

08-031-2017



MSTSD

WESTCO, INC.
1774 Peachtree Road, NW
Suite 1000
Atlanta, Georgia 30309
404.525.0000

Project No.
Date
Sheet No.



PROJECT NAME
THE AVENUE
WEST COBB

POAG SHOPPING
CENTERS, LLC.

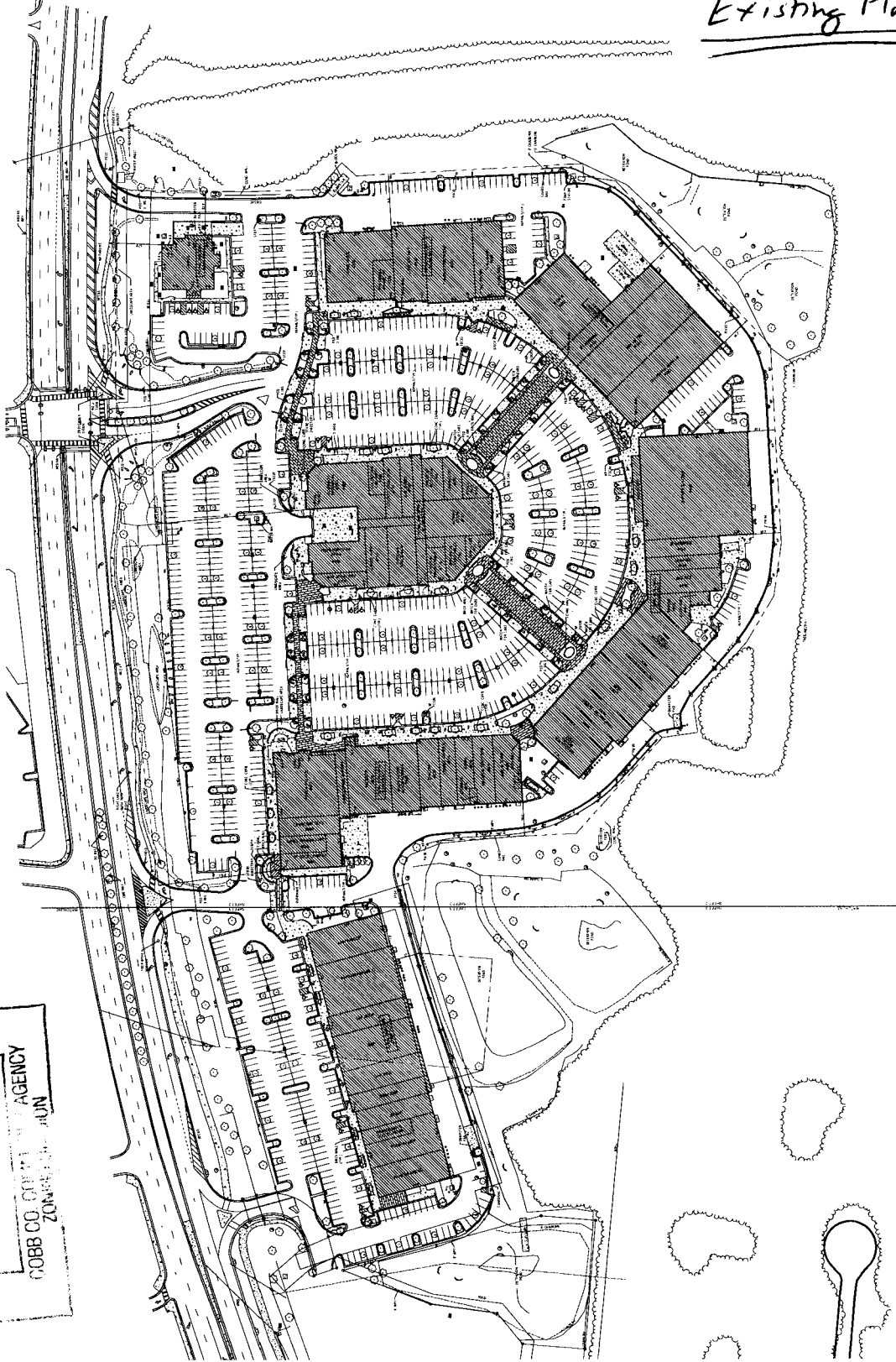
3625 DALLAS HWY, SW
MARIETTA, GA 30064

SITE PLAN - EXISTING

Drawn By: [Name]
Checked By: [Name]
Project No. [Number]

A100-E

Existing Plan



1 EXISTING ARCHITECTURAL SITE PLAN

RECEIVED
JUL 11 2017
COBB COUNTY PLANNING AGENCY
ZONING DEPARTMENT

ORIGINAL DATE OF APPLICATION: 10-28-99APPLICANTS NAME: SEMBLER ATLANTA, INC.

THE FOLLOWING REPRESENTS THE FINAL DECISIONS OF THE
COBB COUNTY BOARD OF COMMISSIONERS

BOC DECISION OF 07-16-02 ZONING HEARING:**OTHER BUSINESS ITEM #5 - TO CONSIDER A SETTLEMENT OF
LITIGATION PROPOSAL FOR COUSINS PROPERTIES REGARDING Z-139
(SEMBLER ATLANTA, INC.) OF OCTOBER 28, 1999**

To consider a Settlement of Litigation proposal for Cousins Properties regarding Z-139 (Sembler Atlanta, Inc.) of October 28, 1999, for rezoning from R-30 to NRC for property located on the south side of Dallas Highway, east of Casteel Road in Land Lot 333 of the 20th District.

Mr. Mark Danneman, Zoning Division Manager, provided information regarding settlement of litigation. The public hearing was opened and Mr. John Moore, Ms. Kathy Norris, Mr. Michael Filchok, Mr. John Cissell, and Mr. Paul Paulson addressed the Board. The public hearing was closed. Following presentations and discussion, the following motion was made:

MOTION: Motion by Askea, second by W. Thompson, to **approve** the following relative to the settlement proposal for Cousins Properties regarding Z-139 (Sembler Atlanta, Inc.) of October 28, 1999, for rezoning from R-30 to NRC for property located on the south side of Dallas Highway, east of Casteel Road in Land Lot 333 of the 20th District:

- to **authorize** settlement of litigation regarding Cobb Superior Court Civil Action File Number 00-1-02113-22
- to **approve** rezoning from **R-30** to **NRC** zoning district subject to:
 - letters of agreeable stipulations from Mr. John Moore (to include referenced site plans) dated January 16, 2002 and June 27, 2002 (copy of letters and site plans attached and made a part of these minutes)
 - letters of agreement between Cousins Properties and John H. Henderson, III, Daniel C. and Kathy Norris, and Rick and Mary Riske (copies of letters of agreement attached and made a part of these minutes)
 - final landscape plans to be approved by P.L.A.N. and the County Arborist
 - parking lot and building-mounted lighting to be HPS to reduce glare
 - Water and Sewer Division comments and recommendations
 - Stormwater Management Division comments and recommendations

ORIGINAL DATE OF APPLICATION: 10-28-99APPLICANTS NAME: SEMBLER ATLANTA, INC.

THE FOLLOWING REPRESENTS THE FINAL DECISIONS OF THE
COBB COUNTY BOARD OF COMMISSIONERS

BOC DECISION OF 07-16-02 ZONING HEARING:**OTHER BUSINESS ITEM #5 - TO CONSIDER A SETTLEMENT OF
LITIGATION PROPOSAL FOR COUSINS PROPERTIES REGARDING Z-139
(SEMBLER ATLANTA, INC.) OF OCTOBER 28, 1999 (Continued)**

- Historic Preservation Commission comments and recommendations dated July 12, 2002 (copy attached and made a part of these minutes)
- Cobb DOT comments and recommendations to include widening of Dallas Highway all along this property if approved by Georgia DOT
- Owner/developer to enter into a development agreement pursuant to O.C.G.A. § 36-71-13 for dedication of system improvements to mitigate traffic concerns

VOTE: **ADOPTED** unanimously

JACOB I. MOORE
STEPHEN C. STEELE
WILLIAM R. JOHNSON
ROBERT O. INGRAM
J. BRIAN O'NEIL
G. PHILLIP BEGGS
ELDON L. BASHAM
MATTHEW J. HOWARD
JERE C. SMITH
CLAYTON O. CARNAACK
KEVIN B. CARLOCK
ALEXANDER T. GILLOWAY III
J. KEVIN MOORE
SUSAN S. STUAR
RODNEY R. MCCOLLOCH
DANIEL A. LANDIS
BRIAN D. SMITH
HARRY R. TEAR
W. JACOB HART
JEFFREY A. DANE
MELISSA W. GILBERT
TIMOTHY W. BAILY

JOYCE W. HARPER
THOMAS L. SCHAEFER
TRACY D. TEMPLETON
PATRICK D. OGDON
JONATHAN H. PETCU
AMY K. WOOD
BRYAN C. MAHAFFEY
COURTNEY H. MOORE
JIMMY D. HOLBROOK JR.
KIM A. BRANHAM
BART W. REED
TARA C. RIDDLE
JOSHUA M. BOOTH
JEREMY A. DANTIN
JANIS H. LABRCE
KELLI L. CROSS
C. LEE DAVIS
TANYA L. CROSSE
I ALSO ADMITTED WITH
I ALSO ADMITTED WITH
I ALSO ADMITTED WITH
I ADMITTED ONLY WITH

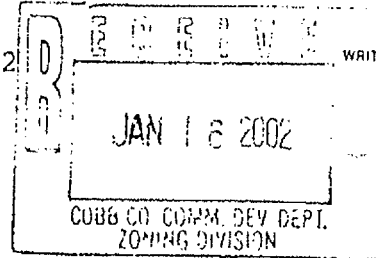
192 ANDERSON STREET
MARIETTA, GEORGIA 30060

POST OFFICE BOX 3305
MARIETTA, GEORGIA 30061

TELEPHONE (770) 429-1499
TELECOPIER (770) 429-8631

WWW.MIJS.COM

January 16, 2002



TENNESSEE OFFICE
CEDAR RIDGE OFFICE PARK
SUITE 463
408 N. CEDAR BLUFF ROAD
KNOXVILLE, TENNESSEE 37923
TELEPHONE (865) 692-9039
TELECOPIER (865) 692-9071

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

Min. Bk. 20 Petition No. (Z-139 of '99)
Doc. Type Letter of Agreeable
Stipulations
Meeting Date July 16, 2002

RE: Application for Rezoning

Application No.: Z-139 (1999)

Owners: Paul F. Wagner; E. P. Daniell;
Phillip Goldstein; Susan
Goldstein; et al.

Property: 34.08 acres located at the
south side of Dallas Highway,
west of Westhaven Drive,
Land Lot 333, 20th District,
2nd Section, Cobb County,
Georgia

Paul F. Wagner; et al., v. Cobb County,
Georgia; et al.

Civil Action, File Number: 00-1-02113-22

Superior Court of Cobb County

Dear Mark:

As you know, the undersigned and this firm represent Paul F. Wagner; the Estate of L. F. Daniell; E. P. Daniell; K. F. Daniell; Paula Goldstein Shea; Jacob J. Goldstein; Susan Goldstein; and Philip M. Goldstein, the Property Owners (hereinafter collectively referred to as "Owners"), in Application for Rezoning No. Z-139

Mr. Mark A. Danneman
Zoning Administrator
Zoning Division
Cobb County Community Development Agency
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Petition No. (Z-139 of '99)
Meeting Date July 16, 2002
Continued

(1999) and in the subsequent zoning appeal with regard to a total tract of 34.2 acres located on the southerly side of Dallas Highway (State Route 120), west of West Haven Drive, Land Lot 333, 20th District, 2nd Section, Cobb County, Georgia (hereinafter the "Subject Property"). Further, we also represent Cousins Properties, Incorporated, who is currently the developer for the project proposed for the Subject Property as set forth herein (hereinafter referred to as "Developer"). The appeal of the Application for Rezoning arose as a result of the decision by the Board of Commissioners on February 17, 2000, to deny the requested rezoning to the Community Retail Commercial ("CRC") zoning category.

The settlement, as proposed in this letter, the stipulations contained herein, and the accompanying plans and study, result from efforts by all parties to resolve the issues presented without the necessity of further litigation.

The Developer agrees to the following stipulations and conditions, subject to approval of the Site Plan, Landscape Plan, and Site Lighting Plan submitted herewith, which, if approved, as submitted, shall be in complete settlement of the pending zoning appeal and shall be binding upon the Subject Property. 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 Subject Property shall be from the R-30 zoning category to the Neighborhood Retail Commercial ("NRC"), site plan specific to that certain Site Plan, designated as "C-1," prepared by Southern Civil Engineers, Inc. dated January 7, 2002, with regard to the total acreage of 34.08 acres.

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Zoning Administrator
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Meeting Date July 16, 2002
Continued

- (3) Developer proposes a retail center utilizing the village concept with varying storefronts, roof elevations, and features. The front building facades will be a mixture of brick, stone, and stucco. Developer agrees to use those certain building materials on specific buildings as more fully shown and delineated on that certain Building Elevation Plan "A-2," prepared by Crawford McWilliams Hatcher Architects dated January 7, 2002, a reduced copy being submitted herewith, and a full-size rendering to be presented to the Board of Commissioners at its scheduled hearing concerning this proposal.
- (4) Developer shall provide parking for the proposed center at the ratio of no less than 4.5 spaces per 1,000 square feet of building area as such area is determined under and pursuant to the Cobb County Zoning Ordinance.
- (5) Landscaping for the proposed center shall be pursuant to that certain Landscape Plan, being designated as "L-1," prepared by Site Solutions dated January 7, 2002, submitted contemporaneously herewith, reference being made to said plan for a more particular delineation and location of plantings and species to be planted.
- (6) Developer agrees there shall be a total of approximately 14.80 acres of the Subject Property designated as "Proposed Green Space" as more fully shown and reflected on the referenced Site Plan. This Green Space shall comprise approximately 43 percent of the total land area for the proposed project.
- (7) While not a condition to the grant of the within rezoning request, Owners and/or Developer agree, prior to obtaining a building permit hereunder, to convey to Cobb County by Deed of Gift that certain portion of the Subject Property designated as "Proposed Green Space," totaling approximately 14.80 acres, as more particularly shown and reflected on the referenced Site Plan.

Mr. Mark A. Danneman
Zoning Administrator
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(Z-139 of '99)
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Continued

- (8) Developer agrees to the following system improvements, subject to approval by the Cobb County Department of Transportation and the Georgia Department of Transportation, to mitigate traffic concerns with regard to the proposed development pursuant to the Traffic Study and Analysis prepared by Street Smarts Incorporated dated January 7, 2002, submitted herein, as follows:
- (a) Developer shall be responsible for and pay 100 percent of the costs associated with the design and installation of a traffic signal on Dallas Highway (State Route 120);
 - (b) Installation of sidewalk, curb, and gutter along the entire property frontage on Dallas Highway (State Route 120) as more particularly shown and reflected on the referenced Site Plan submitted contemporaneously herewith;
 - (c) Construction of turn lanes and deceleration lanes as required by the Cobb County Department of Transportation and the Georgia Department of Transportation; and
 - (d) All work encroaching upon state right-of-way shall receive prior approval from the Georgia Department of Transportation.
- (7) Parking area lighting shall be at a maximum height of thirty (30) feet, shall be environmentally sensitive, low-level, shoe-box luminaries so as to prevent light from penetrating outside the Subject Property.
- (8) Hooded security lighting shall be utilized on the buildings within the proposed center as required by Cobb County codes or ordinances only.

MOORE INGRAM JOHNSON & STEELE

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Zoning Administrator
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- (9) Developer agrees to comply, install, and construct site lighting pursuant to a Site Lighting Plan designated as Sheet "A-1" prepared by Crawford McWilliams Hatcher Architects dated January 7, 2002, and submitted contemporaneously herewith.
- (10) Developer agrees to comply with all Cobb County Zoning Code requirements as to height limitations for the proposed development.
- (11) Developer agrees that if it has not commenced development of the proposed center within eighteen (18) months from the date of final zoning approval by the Cobb County Board of Commissioners of this project (being defined as thirty (30) days following approval by the Board of Commissioners), then, and in such event, the Board's decision shall be automatically rescinded and of no force and effect and the currently pending zoning appeal in the Superior Court of Cobb County shall be reinstated in the same status as existed at the time of approval of the project by the Board of Commissioners.
- (12) Entrance signage for the proposed development shall be ground-based, monument style signage as shown and delineated in the Monument Sign Elevation section of the Site Lighting Plan designated as Sheet "A-1," prepared by Crawford McWilliams Hatcher Architects dated January 7, 2002, and submitted contemporaneously herewith. Such signage shall be internally illuminated or "up lit" and shall contain no flashing sign components.
- (13) Dumpsters shall be placed in locations with screening by berms, landscaping, or walls. Dumpsters shall have rubber lids and bumpers to minimize noise during emptying. Dumpsters shall be emptied Monday through Saturday from 8:00 a.m. to 9:00 p.m. and Sunday from 11:00 a.m. to 9:00 p.m.

Mr. Mark A. Danneman

Zoning Administrator

Zoning Division

Cobb County Community Development Agency

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Continued

- (14) Deliveries to the center shall take place Monday through Saturday from 7:00 a.m. to 10:00 p.m. and Sunday from 11:00 a.m. to 9:00 p.m.
- (15) Parking lot cleaning mechanical equipment shall be restricted to hours Monday through Saturday from 6:00 a.m. to 10:00 p.m. and Sunday from 11:00 a.m. to 9:00 p.m.
- (16) The following uses shall be prohibited from the proposed center:
 - (a) Video arcades as a primary use;
 - (b) Adult-themed bookstores as a primary use;
 - (c) Automotive sales, repair, and/or service facilities;
 - (d) Movie theaters;
 - (e) Cellular or communication towers, monopoles, or antennas of any type, except for use of tenants, with a maximum height of six (6) feet and screened to the fullest extent possible while at the same time permitting the intended function;
 - (f) Amplified live outdoor entertainment;
 - (g) Packaged sale of alcoholic beverages as a primary use; excepting a specialty store specializing in the sale of wine; and
 - (h) Gas station.

Mr. Mark A. Danneman

Zoning Administrator

Zoning Division

Cobb County Community Development Agency

Page Seven

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Petition No. (2-139 of '99)
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- (17) All exhausts from restaurant facilities shall be filtered to minimize grease and odors.
- (18) There shall be no outside paging systems, phone bells, or loudspeakers; excepting only low decibel outdoor music systems.
- (19) Developer shall construct stormwater management facilities to control silt and water flow to surrounding communities pursuant to the recommendations of that certain hydrology study prepared by Southern Civil Engineers, Inc. and pursuant to that certain Site Plan hereinabove referenced and submitted contemporaneously herewith, subject to approval by the Cobb County Stormwater Control Division and local, state, and federal regulations dealing therewith.
- (20) All detention areas shall be fenced and landscaped.
- (21) Developer agrees to design and adhere to best management practices in the construction of its detention areas with such design and installation based upon a 100 year stormwater management design.
- (22) Tenant spaces within the proposed center may vary in size from 800 square feet to 45,000 square feet; however, no individual tenant space shall exceed a maximum of 45,000 square feet in size.
- (23) Developer agrees to maintain a daily security presence for the proposed center.
- (24) Developer agrees that the proposed center may only be open for business to the public during the following hours:

Mr. Mark A. Danneman
Zoning Administrator
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Page Eight
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Continued

Retail:

70 percent of the retail square footage shall be allowed to operate between the hours of 7:00 a.m. to 11:00 p.m.;

30 percent of the retail square footage shall be allowed to operate between the hours of 7:00 a.m. to 12:00 a.m.

Restaurants:

Any restaurant shall be allowed to operate between the hours of 6:00 a.m. to 11:30 p.m. Sunday through Thursday;

Any restaurant shall be allowed to operate between the hours of 6:00 a.m. and 12:00 a.m. Friday and Saturday.

- (25) Developer agrees that there shall be no outside storage facilities as such term is used and defined in the Cobb County Zoning Ordinance.
- (26) The proposed center is pedestrian friendly in that it proposes and will include pedestrian walkways between the proposed center buildings and the buildings around it through the proposed parking areas. These pedestrian ways shall be raised and consist of brick pavers and landscaping.
- 27) There shall be a maximum density of 255,000 square feet.
- (28) Should Developer desire to make any material change or alteration to the exteriors of the proposed buildings from that hereinabove stipulated, or to the landscaping for the proposed center as set forth herein and designated on the Landscape Plan submitted herewith, such material change or alteration shall be approved by an Architectural Control Committee ("ACC") by simple

Mr. Mark A. Danneman
Zoning Administrator
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majority vote of said Committee. The ACC shall have jurisdiction and authority only with regard to the provisions of this paragraph. Said Committee shall be comprised of the following individuals:

- (a) One representative of the Developer;
 - (b) One representative from the Developer's architectural firm or landscape firm;
 - (c) One representative of the Zoning Division of the Cobb County Community Development Agency;
 - (d) One representative from People Looking After Neighborhoods, Inc. ("PLAN"); and
 - (e) One representative to be selected by the adjacent residents located southerly of the Subject Property.
- (29) Developer agrees, prior to obtaining a building permit, to escrow sums necessary, to be paid out jointly to the contractor and owners of the dam of the lake abutting the Subject Property, for the following scope of work:
- (a) Improvements to the outlet structure;
 - (b) Desilting of the northwest corner of the lake;
 - (c) Rework spillway;
 - (d) Replace and augment, as required, the driveway culvert serving the Riske residence; and

Mr. Mark A. Danneman
Zoning Administrator
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- (e) Install siltation curtains at the northwest and northeast corners of the lake abutting the Subject Property as an additional protection from siltation during construction.
- (30) There shall be a fifty (50) foot landscape buffer along the frontage of the Subject Property on Dallas Highway (State Route 120). Additionally, there shall be a fifty (50) foot undisturbed buffer along the westerly boundary of the Subject Property. Also, there shall be a one hundred fifty (150) foot undisturbed buffer along the southerly/rear portion of the Subject Property. All buffers are more particularly shown and reflected on the referenced Site Plan submitted simultaneously herewith.
- (31) All open space, green space, 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.
- (32) Developer agrees to comply with all Cobb County Stormwater Management requirements applicable to the Subject Property.
- (33) Developer 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.
- (34) Developer shall comply with the Cobb County Tree Ordinance; and in that regard, Developer shall use reasonable best efforts to minimize grading so as to avoid mass grading of the Subject Property.

MOORE INGRAM JOHNSON & STEELE

Mr. Mark A. Danneman

Zoning Administrator

Zoning Division

Cobb County Community Development Agency

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Continued

PAGE 18 JF

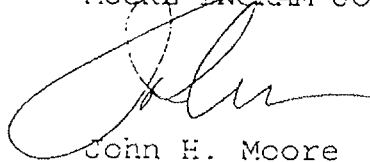
The proposal contained herein is submitted in settlement and compromise of the pending zoning appeal and shall not otherwise be used in any hearing, trial, arbitration, or mediation of said appeal. If the settlement, as proposed, is approved by the Board of Commissioners, Plaintiffs agree to conditionally dismiss, with prejudice, the pending litigation case and to pay their own legal expenses and litigation costs.

We believe that the requested zoning, pursuant to the referenced Site Plan, Landscape Plan, Site Lighting Plan, and the stipulations contained herein, is an appropriate use of the Subject Property while taking into consideration the significant and on-going changes within the area, the impact of those changes upon existing developments and area properties and owners thereof surrounding the proposed development. The proposed center shall be of the highest caliber, as demonstrated by its predecessor, the Avenues at East Cobb, shall provide valuable retail services to the residents of West Cobb County and westerly and northerly counties, and shall be an overall enhancement to the West Cobb community. Thank you for your consideration in this request.

With kindest regards, I remain

Very truly yours,

MOORE INGRAM JOHNSON & STEELE, LLP



John H. Moore

JHM:cc

Enclosures

Mr. Mark A. Danneman
Zoning Administrator
Zoning Division
Cobb County Community Development Agency
Page Twelve
January 16, 2002

OB. #5
Petition No. (2-139 of '99)
Meeting Date July 16, 2002
Continued

c: Cobb County Board of Commissioners:

William J. Byrne, Chairman
George Woody Thompson, Jr.
William L. Askea
Joe L. Thompson
Samuel S. Olens
(With Copies of Enclosures)

Fred D. Bentley, Jr., Esq.
Bentley, Bentley & Bentley
(With Copies of Enclosures)

Mr. and Mrs. Dan Norris
(With Copies of Enclosures)

Helen C. Goreham
People Looking After Neighborhoods, Inc.
(With Copies of Enclosures)

Mrs. Denise Rose
People Looking After Neighborhoods, Inc.
(With Copies of Enclosures)

Mrs. Luanne Porper
People Looking After Neighborhoods, Inc.
(With Copies of Enclosures)

Gary Wolovick, Esq.
People Looking After Neighborhoods, Inc.
(With Copies of Enclosures)

OB. #5

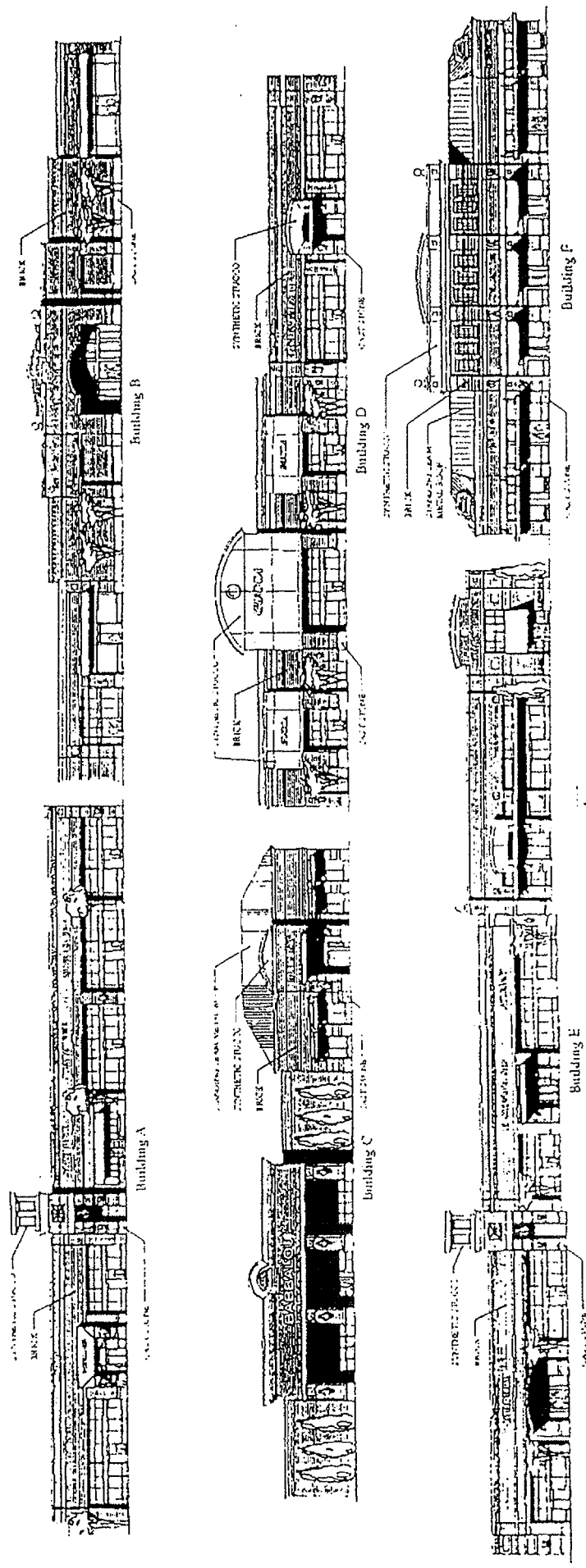
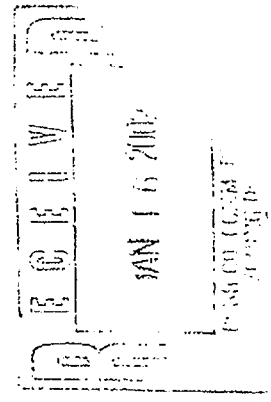
Min. Bk. 20 Petition No. C2-139 of 9c
Doc. Type Elevation Plan referenced
Letter of Stipulations of 1/16/02
Meeting Date July 16/2002

Cousins












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THE AVENUE

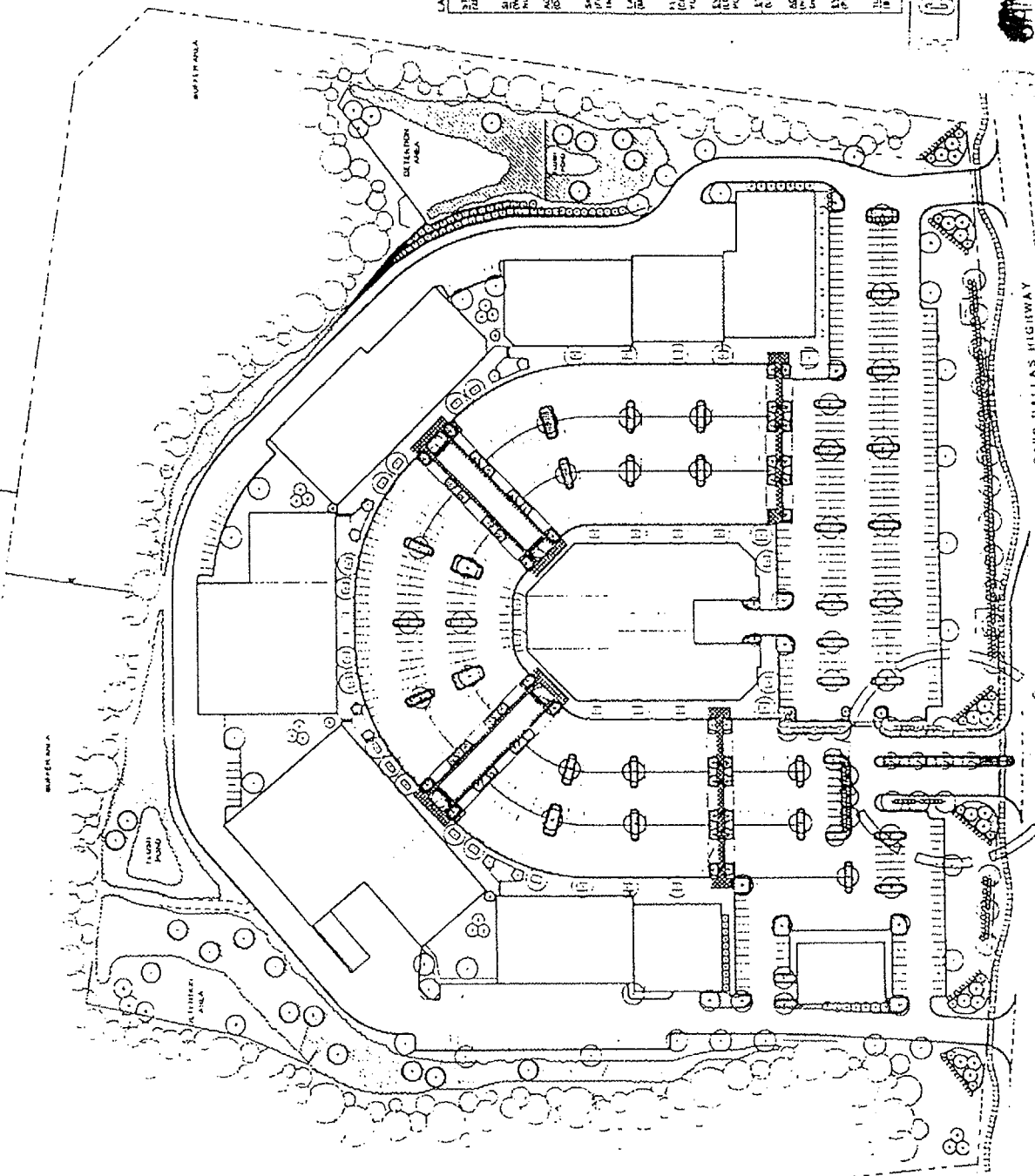


Min. Bk. 20 Petition No. 0.8#5
 Doc. Type Land use plan as
referred in letter of stipulation 7/14/02
 Meeting Date July 16, 2002

LANDSCAPE ELEMENTS	 TALL TREES (PINE, FIR, SPRUCE, CEDAR, LARCH, JUNIPER, PINE, FIR, SPRUCE, CEDAR, LARCH, JUNIPER)	 SMALL TREES (DOUGLASS FIR, PINE, FIR, SPRUCE, CEDAR, LARCH, JUNIPER)	 TALL TREES (PINE, FIR, SPRUCE, CEDAR, LARCH, JUNIPER)	 SMALL TREES (DOUGLASS FIR, PINE, FIR, SPRUCE, CEDAR, LARCH, JUNIPER)	 TALL TREES (PINE, FIR, SPRUCE, CEDAR, LARCH, JUNIPER)	 SMALL TREES (DOUGLASS FIR, PINE, FIR, SPRUCE, CEDAR, LARCH, JUNIPER)	 TALL TREES (PINE, FIR, SPRUCE, CEDAR, LARCH, JUNIPER)	 SMALL TREES (DOUGLASS FIR, PINE, FIR, SPRUCE, CEDAR, LARCH, JUNIPER)	 TALL TREES (PINE, FIR, SPRUCE, CEDAR, LARCH, JUNIPER)	 SMALL TREES (DOUGLASS FIR, PINE, FIR, SPRUCE, CEDAR, LARCH, JUNIPER)	 TALL TREES (PINE, FIR, SPRUCE, CEDAR, LARCH, JUNIPER)
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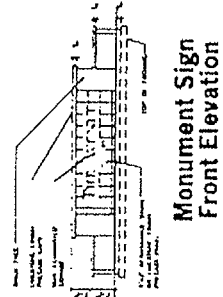
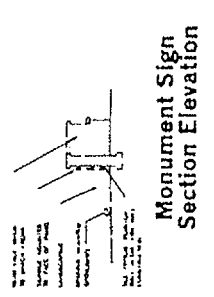
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University of California, Los Angeles

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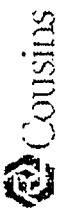
PROJECT DATA

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100% FINISHED AREA	215,225 SQ
100% FINISHED AREA	7,000 SQ
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PARKING DATA	
PARKING SPACES PROVIDED	181
4 FT. WALLS PER 1,000 SQ	0.04

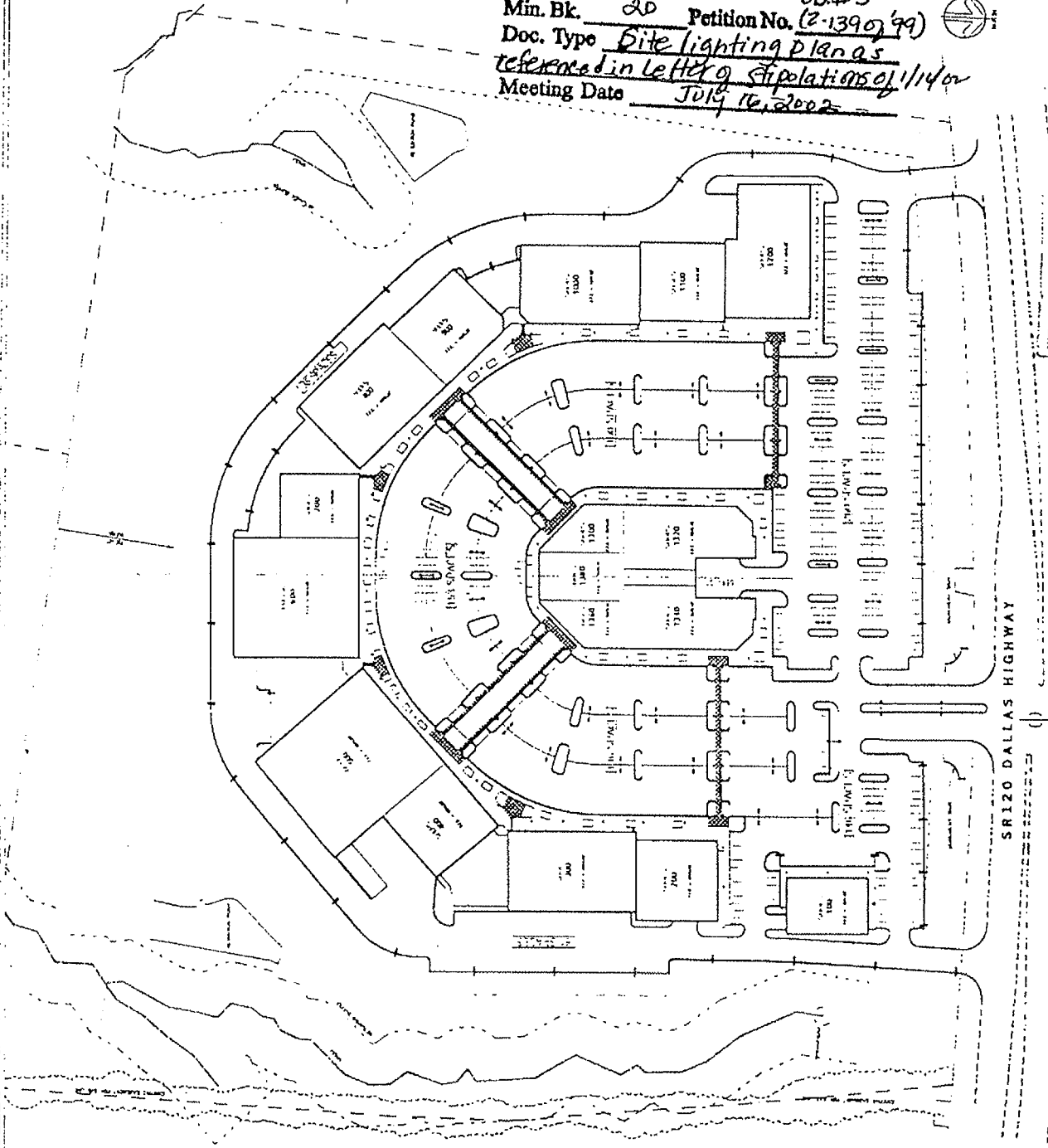


THE AVENUE
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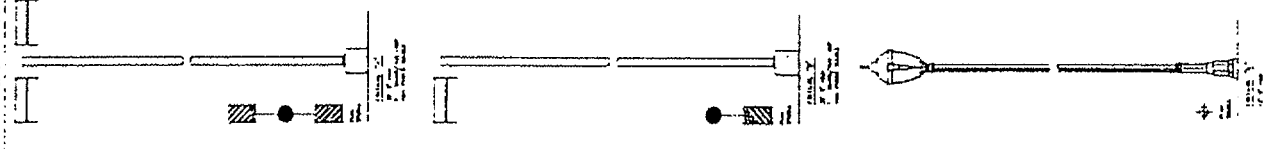
Site Lighting
Sheet A-1
January 01, 2003



Min. Bk. 20 Petition No. 08.45
 Doc. Type Site Lighting Plan as
referred in letter of stipulations of 1/14/02
 Meeting Date July 16, 2002



Light Fixtures
Call 1725 00



MOORE INGRAM JOHNSON & STEELE

A LIMITED LIABILITY PARTNERSHIP

PAGE 24 OF

192 ANDERSON STREET

MARIETTA, GEORGIA 30060

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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
JERE C. SMITH
CLAYTON D. CARMACK
KEVIN B. CARLOCK
ALEXANDER T. GALLOWAY III
J. KEVIN MOORE

SUSAN S. STUART
RODNEY R. MCCOLLOCH
DANIEL A. LANDIS
BRIAN D. SMITH
HARRY A. TEAR III
W. TROY HART
JEFFREY A. DAXE
MELISSA W. GILBERT
TIMOTHY W. BAILEY
JOYCE W. HARPER
THOMAS L. SCHAEFER
PATRICK D. OGDON
JONATHAN H. PETCU

MAIN OFFICE
POST OFFICE BOX 3305
MARIETTA, GEORGIA 30061

TELEPHONE (770) 429-1499
TELECOPIER (770) 429-8631

TENNESSEE OFFICE
CEDAR RIDGE OFFICE PARK
SUITE 463
408 N. CEDAR BLUFF ROAD
KNOXVILLE, TENNESSEE 37923

TELEPHONE (865) 692-9039
TELECOPIER (865) 692-9071

AMY K. WEBER
BRYAN C. MAHAFFEY
COURTNEY H. MOORE
KIM A. BRANCHAM
BART W. REED
TARA C. RIDDLE
JOSHUA M. BOOTH
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KELLI L. CROSS
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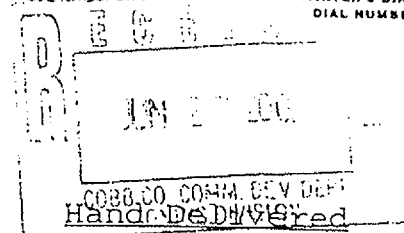
JASON L. FOSS
JAMES S. WIDENER
VICTOR P. VALMUS
JASON C. FISHER
NATHANIEL F. HANSFORD

ALSO ADMITTED IN TN
ALSO ADMITTED IN NC
ALSO ADMITTED IN GA
ALSO ADMITTED IN AL

WRITER'S DIRECT
DIAL NUMBER

June 27, 2002

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



Min. Bk. 20 Petition No. OB #5 (Z-139 of '99)
Doc. Type Letter of Agreeable
Stipulations
Meeting Date July 16, 2002

RE: Application for Rezoning

Application No.: Z-139 (1999)

Owners: Paul F. Wagner; E. P. Daniell;
Phillip Goldstein; Susan
Goldstein; et al.

Property: 34.08 acres located at the
south side of Dallas Highway,
west of Westhaven Drive,
Land Lot 333, 20th District,
2nd Section, Cobb County,
Georgia

Paul F. Wagner; et al., v. Cobb County,
Georgia; et al.

Civil Action, File Number: 00-1-02113-22
Superior Court of Cobb County

Dear Mark:

As you know, the undersigned and this firm represent Paul F. Wagner; the Estate of L. F. Daniell; E. P. Daniell; K. F. Daniell; Paula Goldstein Shea; Jacob J. Goldstein; Susan Goldstein; and Philip M. Goldstein, the Property Owners (hereinafter collectively referred to as "Owners"), in Application for Rezoning No. Z-139

MOORE INGRAM JOHNSON & STEELE

PAGE 25 OF 25

Mr. Mark A. Danneman
Zoning Administrator
Zoning Division
Cobb County Community Development Agency
Page Two
June 27, 2002

Petition No. O.B. #5 (2-1390, '99)
Meeting Date July 16, 2002
Continued

(1999) and in the subsequent zoning appeal with regard to a total tract of 34.2 acres located on the southerly side of Dallas Highway (State Route 120), west of West Haven Drive, Land Lot 333, 20th District, 2nd Section, Cobb County, Georgia (hereinafter the "Subject Property"). On or about January 17, 2002, we submitted on behalf of the Owners and Cousins Properties, Incorporated, who is currently the developer for the project proposed for the Subject Property as set forth herein (hereinafter referred to as "Developer"), a letter of agreeable stipulations and conditions which, if rezoning was approved as submitted, would be applicable to the development and the Subject Property. We now respectfully submit this supplemental letter of agreeable settlement stipulations and conditions which shall be in addition to, and where in conflict, shall supersede the previously submitted and referenced settlement stipulation letter. The supplemental stipulations are as follows:

- (1) Since the date of the prior settlement letter of January 16, 2002, discussions have been ongoing between the Developer and the owners of real property in the area of the lake and dam located southerly of the Subject Property resulting in further definition of their agreement. The Developer and said owners have reached an agreement defining the scope of work referenced in paragraph 29 of the January 16, 2002, letter hereniabove referenced. A true and correct copy of said agreement is attached hereto as Exhibit "A" and incorporated herein by reference.
- (2) Discussions have also been held between the Developer and Mr. and Mrs. Riske who reside southerly of the proposed development with regard to making drainage improvements on the property of the Riskses, all as more fully shown and delineated in that certain agreement between the Developer and the Mr. and Mrs. Riske executed June 14, 2002, attached hereto as Exhibit "B" and incorporated herein by reference.

Mr. Mark A. Danneman
Zoning Administrator
Zoning Division
Cobb County Community Development Agency
Page Three
June 27, 2002

- (3) The stormwater drainage facilities will be located within the green space/conservation area. Said facilities shall be designed and constructed pursuant to approvals from the Cobb County Stormwater Management Division. Developer shall retain an easement for the installation of said facilities and ingress and egress thereto for the purposes of installation and construction thereof and for the maintenance and repair thereof. All trees located within the green space/conservation area shall be counted toward meeting any and all tree density requirements as required under the Cobb County Tree Ordinance.

- (4) With regard to paragraph 30 of the January 16, 2002, settlement stipulation letter, the second sentence thereof shall be amended to read as follows:

Additionally, there shall be a fifty (50) foot undisturbed buffer along the westerly boundary of the Subject Property adjacent to all residentially zoned property.

- (5) The balance and remainder of the Applicant's and Owners' letter of agreeable stipulations and conditions dated and submitted on January 16, 2002, shall remain unaltered and unchanged by this amendment.

We believe that the requested zoning, pursuant to the amended stipulations set forth above as well as the previously submitted Site Plan, Landscape Plan, Site Lighting Plan, and stipulations, is an appropriate use of the Subject Property while taking into consideration the significant and on-going changes within the area and the impact of those changes upon existing developments and area properties and owners thereof surrounding the proposed development. As previously stated, the proposed center shall be of the highest caliber, as demonstrated by its predecessor, the Avenues at East Cobb, shall provide valuable retail services to the residents of

MOORE INGRAM JOHNSON & STEELE

O.B.#5

PAGE 27 OF 27

Petition No. (2-139 of '99)
Meeting Date July 16, 2002
Continued

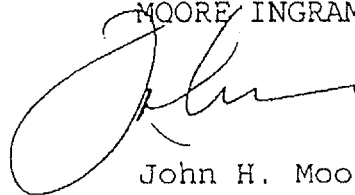
Mr. Mark A. Danneman
Zoning Administrator
Zoning Division
Cobb County Community Development Agency
Page Four
June 27, 2002

West Cobb County and westerly and northerly counties, and shall be an overall enhancement to the West Cobb community. Again, thank you for your consideration in this request.

With kindest regards, I remain

Very truly yours,

MOORE INGRAM JOHNSON & STEELE, LLP



John H. Moore

JHM:cc

c: Cobb County Board of Commissioners:
Joe L. Thompson, Interim Chairman
George Woody Thompson, Jr.
William L. Askea
Scott Chadwick

Fred D. Bentley, Jr., Esq.
Bentley, Bentley & Bentley

Mr. and Mrs. Dan Norris

Helen C. Goreham
People Looking After Neighborhoods, Inc.

Mrs. Denise Rose
People Looking After Neighborhoods, Inc.

Mrs. Luanne Porper
People Looking After Neighborhoods, Inc.

Gary Wolovick, Esq.
People Looking After Neighborhoods, Inc.



DRAFT
- Revised -

This letter agreement will set forth the agreement reached among the undersigned property owner ("Owner"), Cousins Properties Incorporated ("CPI"), and certain other adjacent property owners with regard to the matters described in this letter. Owner is the owner of a tract of land adjacent to or near a private lake (the "Lake") located in Cobb County, Georgia which is the subject of this letter agreement.

In connection with the potential development of a shopping center on a tract of land containing approximately 34 acres the ("Proposed Retail Site"), CPI has caused a storm water drainage system to be designed that will drain storm and surface water from the Proposed Retail Site into the Lake and CPI intends to apply for a permit to drain storm and surface water into the Lake. In connection with CPI's design of its storm water drainage system for the Proposed Retail Site, CPI has agreed to contribute towards the repair and upgrade of the dam serving the Lake as set forth in this letter agreement in the event that CPI acquires the Proposed Retail Site and develops a shopping center on such land.

The property owners and CPI have agreed as follows:

- Repairs to asphalt necessitated by construction will be paid for by CPI.
- Jack Henderson and Lucia Hames will hire a reputable engineer and contractor to design and construct the lake and dam improvements (the "Lake Improvement Work"), including:
 - Removal and/or abandonment of the old primary standpipe and outlet system
 - Construction of a new spillway system
 - Remove trees and brush from the back face of the dam
 - Rework to the back face of the dam to create a 3:1 slope
 - Revegetation of the back face of the dam
 - Installation of the toe drain along the base of the back face of the dam
 - Improvements to the spillway area leaving the dam
 - Removal of approximately 1,000 yards of siltation at the east and west coves of the lake
 - Place two rip-rap check dams upstream from lake
- All necessary adjacent property owners will grant easements as are necessary to perform the Lake Improvement Work, including temporary access easements over their property during times that construction activities require that certain existing roads be removed or blocked in order to perform the Lake Improvement Work.
- The owners acknowledge that the Lake may be fully or partially drained in order to properly perform the improvement work.
- In connection with removal of the silt, it must be placed in a temporary location in order to dry before permanent placement in other areas and the property owners will cooperate with one another to accomplish the same.

[Signature]

lake improvement letter revised 25.13.02

- CPI has agreed to pay the cost of the improvements to the lake and dam subject to its acquisition of the Proposed Retail Site, its reasonable approval of the contract and contractor for the improvements, and the cooperation of all of the property owners as contemplated in this letter agreement (collectively, the "Conditions").

The undersigned acknowledges that CPI is pursuing its rezoning of the Proposed Retail Site based upon the undersigned's agreement set forth in this letter and CPI agrees that it shall pay the cost of the Lake Improvement Work upon satisfaction of the Conditions.

The undersigned Owner and CPI have executed this letter agreement to evidence their mutual intent as set forth herein.

Property Owner:

Signature: John H. Henderson III

Print Name: John H. Henderson III

Address: 2379 Sassafras Ln
Powder Springs, Ga
30127

CPI:

By: William I Bassett, Jr.

Name: William I Bassett, Jr.

Address: 2500 Windy Ridge Pkwy
Atlanta, GA 30128



Min. Bk. 20 Petition No. (Z-139 of '99)
Doc. Type Letter of Agreement between
Cousins Properties and Daniel C. + Kathy Norris
Meeting Date July 16, 2002

PAGE 3 OF 9

DRAFT
- Revised -

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 - Rework to the back face of the dam to create a 3:1 slope
 - Revegetation of the back face of the dam
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lake improvement letter-revised 05.13.02

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The undersigned Owner and CPI have executed this letter agreement to evidence their mutual intent as set forth herein.

Property Owner:

Signature: [Signature]

Print Name: Daniel C. Norris

Address: 3652 Cambridge Dr
Marietta, Ga 30064

[Signature]

5/26/02

Please add —

Any repairs on gravel road
access to be completed by
CPI as necessitated by removal
X.N. of silt
DCN

CPI:

By: [Signature]

Name: William I Bassett, Jr.

Address: 2500 W. May Ridge Parkway
ATL. GA
30108



June 13, 2002

Mary & Rick Riske
3710 Ramblo Lane
Marietta, Georgia 30064

Min. Bk. 20 Petition No. 0.B. #5 (2-139 of '99)
Doc. Type Letter of Agreement between
Cousins Properties & Rick & Mary Riske
Meeting Date July 16, 2002

Re: The Avenue West Cobb

Dear Mary & Rick:

Thank you again for your time last night. You certainly have a wonderful setting for your home. As we discussed, Cousins Properties will install the twin 48" corrugated steel pipe culvert system and rework the driveway area associated with this work as per the attached exhibit (Ex-1) prepared by Southern Civil Engineering.

This work will entail the installation of two 48" twin aluminized corrugated steel pipes with related concrete headwalls and necessary riprap and stone bedding which will allow for the increase in driveway width of approximately 12' and approximately 14' from headwall to headwall allowing for a 1' shoulder on either side at the culvert location. Cousins will take the necessary precautions to protect your existing utilities that run within the drive at the culvert location and will minimize utility downtime during the reconstruction of the culvert area. We will notify you of any utility downtime well in advance so that you can plan accordingly.

It is Cousins intent to close on the real estate for The Avenue West Cobb in mid to late August in anticipation of construction start of September 1, 2002. All work described above is dependent on Cousins moving forward with the development of The Avenue West Cobb. We would anticipate the work associated with the culvert to commence and be completed very quickly upon our commencement of construction at The Avenue and would anticipate no more than a 3 day construction period and minimum utility downtimes.

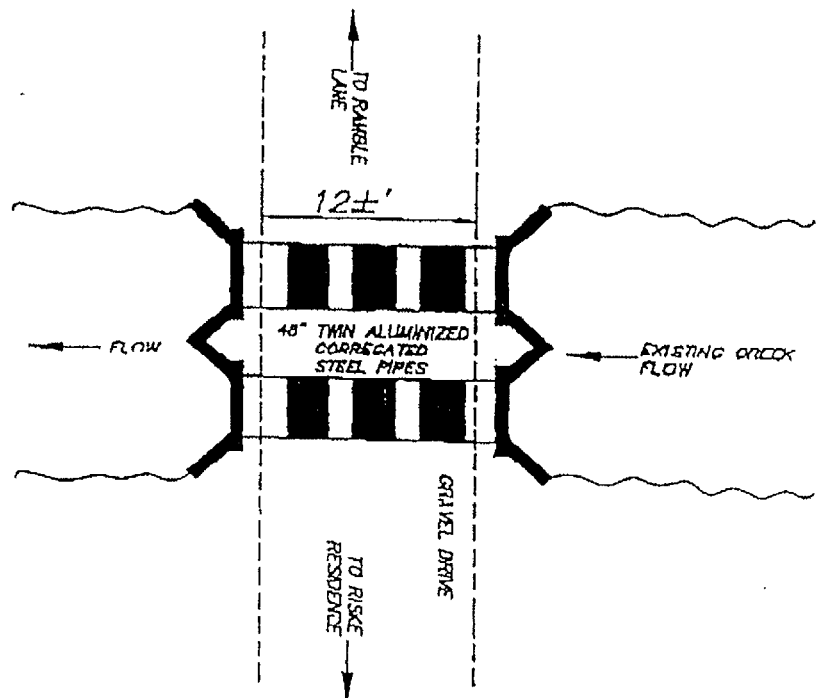
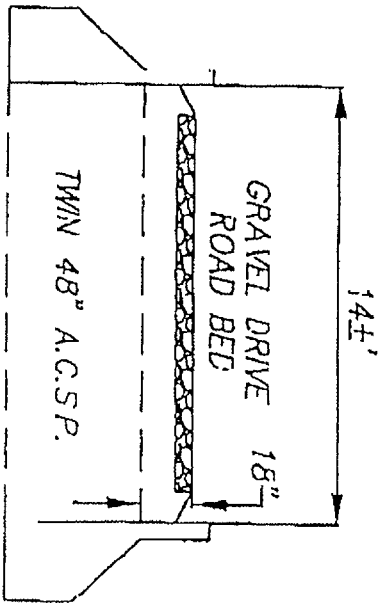
Agreed and Accepted this 14th day of June, 2002

Mary Riske

Rick Riske

Bill Bassett, Senior Vice President
Cousins Properties Incorporated

Min. Bk. 20 O.B.#5
 Petition No. (2-1390)'99
 Doc. Type Culvert System as referenced
in letter of agreement between Cousins Properties
 Meeting Date July 1 and Rick & Mary
 Risker 7/16/02



Project Description

AVENUE WEST COBB

A Development By

COUSINS PROPERTIES, INC.

LAND LOT 333 - 20TH DISTRICT 3rd SECTION
 CITY OF MARIETTA, COBB COUNTY, GEORGIA

SCE
 SERVICES AND DESIGN
 1110 Royal Midland South
 Suite 200
 Alpharetta, GA 30012
 (770) 585-4340
 www.scedesign.com

Drawn By: [Blank]
 Checked By: [Blank]
 Date: [Blank]
 Title: [Blank]
 Project: [Blank]
 Revision: [Blank]

1-1

COMMUNITY DEVELOPMENT AGENCY

Historic Preservation Commission
191 Lawrence Street
Marietta, Georgia 30060-1661
Phone: (770) 528-2010 Fax: (770) 528-2161

July 12, 2002

Mr. Bill Bassett, Senior VP of Development
Cousins Properties Incorporated
2500 Windy Ridge Parkway, Suite 1600
Atlanta, GA 30339-5683

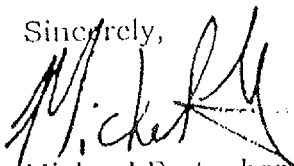
Dear Mr. Bassett:

On behalf of the Cobb County Historic Preservation Commission, I want to express my appreciation for your commitment to researching and documenting the historic significance of the proposed Avenues of West Cobb development site located along Dallas Highway. The multi-component period resources located on the property were indeed a surprise to all and evidenced the remains of a railroad grade and rock culvert belonging to the Marietta and Western Railroad Corporation. The preliminary findings of the Phase I analysis conducted by your company appropriately alerted everyone to the railroads significance and its role in the history of Cobb County.

After meeting with RS Webb and Associates on June 21 to discuss the site, we were very pleased to learn of your plans to preserve the rock culvert as a architectural/engineering resource. At our meeting in my office on June 26, I was furthermore pleased to learn of the interpretive signage displays to be located in the public viewing area. As we look forward to finalizing these mitigation plans, the Cobb County Historic Preservation Commission would like to give their full endorsement of the most recent site plan.

Again, we appreciate your dedication to the historic preservation and interpretation of this significant site. If you have any questions or comments, please do not hesitate to contact me at 770-528-2010.

Sincerely,



Michael Fortenberry, Planner
Cobb County Planning Division

OB#5
Min. Bk. 20 Petition No. (2-1399'99)
Doc. Type Historic Preservation
comments + recommendations
Meeting Date July 16, 2002