

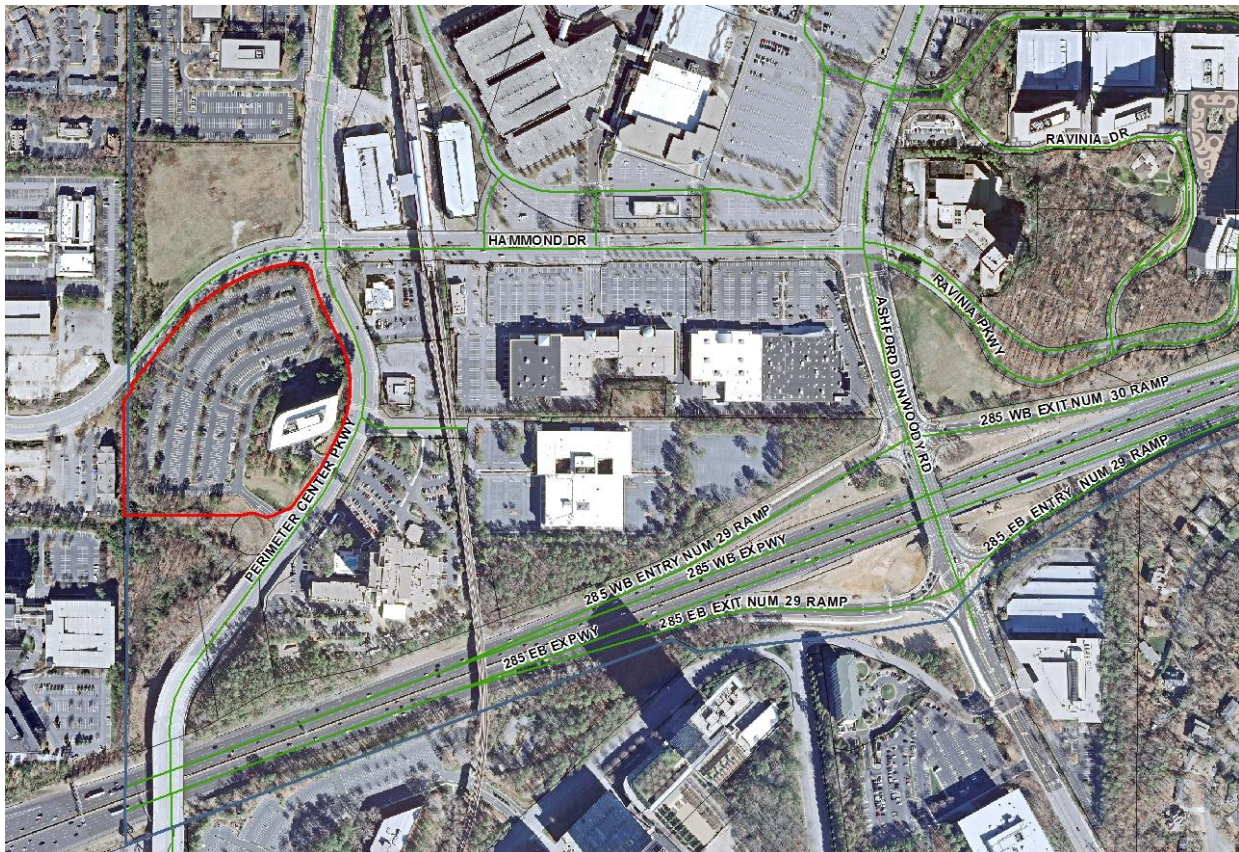
MEMORANDUM

To: City Council

From: Steve Foote, AICP

Date: August 24, 2015

Subject: RZ 15-072: Pursuant to the City of Dunwoody Zoning Ordinance, applicant Atlanta Office Investment, LLC, c/o KDC AH Investments One, LP, seeks permission to rezone property currently zoned Office-Institution (O-I) District to Planned Development (PD) to allow for construction of a mixed-use commercial/retail/restaurant PD development. The subject property is located at 245 Perimeter Center Parkway, Dunwoody, GA 30346. The tax parcel is 18-329-04-003.



BACKGROUND

The site is located at 245 Perimeter Center Parkway, Dunwoody, GA 30346, on the west side of Perimeter Center Parkway and the south side of Hammond Road. The lot abuts the Fulton County line to the west and vacant land owned by the City to the south. The applicant seeks permission to rezone the property from Office-Institution (O-I) to Planned

Development (PD) to allow for construction of a mixed-use commercial/retail/restaurant development. A minimum of ten (10) contiguous acres is required for a PD district located within the boundaries of an adopted master plan. The subject property, which currently contains an office tower and a large surface parking lot, consists of approximately thirteen (13) acres of land. The existing building and surface lot will be demolished to make way for new construction. The redevelopment project will be the second phase of State Farm's transit-oriented regional Atlanta hub. A stream runs along much of the west lot line and traverses the property in the southwestern corner of the lot and in the southwest area of the property. A variance to encroach the City's 75 foot stream buffer will not be required, per the details of the Overall Development Plan.

The proposed PD includes three buildings that collectively will consist of up to 1.8 million square feet of Class A office space; and up to 90,000 square feet of retail and restaurant space. In accordance with the draft Perimeter Center Overlay street- front commercial will be provided adjacent to Hammond and internal to the project. The maximum height of any building will not exceed 35 stories. The project will include structured parking, streetscape, landscape, green space and pedestrian improvements. Up to 7,000 off-street parking spaces are proposed, up to 500 of which will be for retail/restaurant parking. The ODP has been amended to address the proposed materials for the parking deck (reference item 3). The remainder of the parking is proposed to be secured. The proposed overall density is a floor-area ratio (FAR) of up to 3.40. The conceptual plan shows a proposed pedestrian bridge over Perimeter Center Parkway, which will be for the use of the general public. This will provide connectivity to the future MARTA station access point that will be located on the south side of Hammond, adjacent to the State Farm development Phase I. Staff is also recommending that a pedestrian path be provided on the west side of the project adjacent to the creek. This path can serve as access to Hammond, as well as, an outdoor passive recreation area.

A future East-West Connector Road is proposed in two segments along the southern boundary of the site. The connector diverts traffic from intersections in the vicinity of the development site and provides other access points into the site, as well as eventually connecting Perimeter Center Parkway with Peachtree Dunwoody Road in Sandy Springs. The only acceptable reason for the East-West Connector not being constructed is because of disapproval of the project by State and Federal authorities. The first portion of the roadway, from the parkway to the primary entrance to the site will be constructed and requires no state or federal approvals. The Public Works Department has stated that should the necessary approvals for the East-West Connector not be obtained, alternative road improvements may be required to accommodate traffic that would have otherwise been distributed to the East-West Connector road.

The approval of an Overall Development Plan (ODP) by the Mayor and City Council is required for a PD to be established. The ODP serves as the development standards by which the development is tied, including site plans, allowable density and intensity, uses, bulk standards, etc. The ODP is attached to the ordinance and referenced as a conditioned exhibit to the rezoning request. Included in the submittal are a Neighborhood Communications Summary Report, Conceptual Renderings and Section Drawings, a Pedestrian Circulation Plan, a Vehicular Circulation Plan and a Topographic Survey of the site. Land uses in a PD may be multiple in nature, provided that the location and relationship of the uses must be in conformity with the policies of the City's Comprehensive Plan and other adopted plans that apply, and must be established in the Overall

Development Plan. The proposed uses include office, retail and restaurant uses, and specifically those that are listed as permitted uses in the ODP.

The project qualifies as a Development of Regional Impact (DRI), and as such, has gone through the DRI review process. As a part of that process, the applicant conducted a detailed Traffic Impact Study which includes Trip Generation and Access Analysis. The recommendations from the DRI are attached and incorporated into the ordinance as proposed conditions by reference to the notice of decision.

Staff believes that in addition to the road improvements referenced in the DRI report, a right turn lane needs to be constructed at the P1 driveway (new signalized intersection on Hammond). Also, the development should preserve the necessary right of way on Perimeter Center Parkway to allow for an additional southbound turn lane at Goldkist Drive.

While the text of the ODP supplants a base zoning district and presents alternatives to the land development ordinances, it is important to hold portions of the development ordinances in-tact to protect the health, safety, and welfare of the community with respect to the impacts of the development. As such, a condition of the proposed ordinance references sections of Chapter 16, Land Development, that will still apply to the subject property, including subdivision procedures, storm water and floodplain management, and tree preservation.

A Development Agreement has been prepared for the involved parties to enter into with the City of Dunwoody and is being presented to the City Council along with the Rezoning Application and ODP.

Direction	Zoning	Use	Current Land Use
N	OCR	Vacant	Vacant
S	O-I	Institutional	Vacant
E	O-I O-I	Commercial (Future) Commercial	Under Construction Office/
W	Sandy Springs	Commercial	Lodging

The PD district is intended to permit the planning and development of parcels of land that are suitable in location and character for the uses proposed as unified and integrated developments in accordance with detailed development plans. The PD district is intended to provide a means of accomplishing the following specific objectives:

1. To provide for development concepts not otherwise allowed within non-PD zoning districts;
2. To provide flexibility, unity and diversity in land planning and development, resulting in convenient and harmonious groupings of uses, structures and common facilities;
3. To accommodate varied type design and layout of housing and other buildings;
4. To allow appropriate relationships of open spaces to intended uses and structures;
5. To encourage innovations in residential, commercial, and industrial development and renewal so that the growing demands of the population may be met by greater

variety in type, design, and layout of buildings and by the conservation and more efficient use of open space ancillary to those buildings;

6. To encourage a more efficient use of land and of public services, or private services in lieu thereof, and to reflect changes in the technology of land development so that resulting economies may benefit those who need homes;
7. To lessen the burden of traffic on streets and highways; and
8. To provide a procedure that can relate the type, design, and layout of residential, commercial, and industrial development to the particular site, thereby encouraging preservation of the site's natural characteristics.

ANALYSIS

Comprehensive Plan Analysis

The Comprehensive Plan is a living document that is not only created from public input and sentiment but it also lays out the community's vision for how to grow and develop today, and in the future.

The Dunwoody Comprehensive Plan is organized primarily by regions, delineated as 'character areas'. The subject parcel is located in the 'Perimeter Center Character Area,' summarized on the attached excerpt from the Comprehensive Plan. The intent of this area is to create a "livable" regional center with first-class office, retail, and high-end restaurants in a pedestrian- and bicycle-oriented environment that serves as a regional example of high quality design standards. The Perimeter Center Character Area is divided into three distinct sub-areas—transitional, high-density, and transit village—in order to guide development and design standards effectively around the MARTA transit-station, and as the commercial center moves towards residential neighborhoods. The subject parcel is located in the "transit village" sub-area, within one-half mile of the MARTA station. The project proposes to enhance and foster pedestrian mobility and connectivity on and through the subject property and is consistent with the spirit of the Comprehensive Plan.

Perimeter LCI Analysis

The sub-area plan for Perimeter Center outlines specific goals for the character of future development. The proposed development project supports the following goals and concepts pursued through the LCI plan:

Goals

- Sustainable growth management-focus growth around transit stations; Retrofitting the existing large suburban street grid with a walkable compact street grid lined with buildings; to integrate transit station area improvements at MARTA stations;
- Livability enhancements-- Amenity Rich Boulevard that supports shopping, dining and entertainment activities; enhance walkable and pedestrian friendly environments; create a strong sense of place
- Connectivity—facilitate mobility; easy and convenient access to transit; reduce transportation demand; enable appropriate 'complete streets'
- Collaborative partnerships with private and public sector to implement the vision
- Retrofitting the regional center to an urban center

Areas of focus:

- Sustainable growth management-Development of parking lots and redevelopment of under-utilized assets
- Livability enhancements- More vibrant urban environments
- Connectivity- Internal connectivity within connected districts and Transit Station Areas
- Creating Complete Streets
- Walkability and pedestrian friendly environment
- Block sizes and pedestrian infrastructure

Review and Approval Criteria

In accordance with Georgia and local law, the following review and approval criteria shall be used in reviewing the respective amendment applications:

Section 27-335. Review and approval criteria.

- b. *Zoning Map Amendments.* The following review and approval criteria must be used in reviewing and taking action on all zoning map amendments:
 1. Whether the zoning proposal is in conformity with the policy and intent of the comprehensive plan;
The subject parcel is located in the "transit village" sub-area, within one-half mile of the MARTA station. The project proposes to enhance and foster pedestrian mobility and connectivity on and through the subject property and is consistent with the spirit of the Comprehensive Plan. The proposed PD will meet the Plan's goals of reducing surface parking, promoting livable centers in the immediate areas surrounding the MARTA station, encouraging hotel and convention development near MARTA in order to foster commerce along the mass transportation route, reducing automobile dependency to emerge as a leader in alternative transportation for the region. The new pedestrian bridge over Perimeter Center Parkway and internal pedestrian network will meet the Plan's goal of promoting/establishing new connectivity.
 2. Whether the zoning proposal will permit a use that is suitable in view of the use and development of adjacent and nearby properties;
The primary use, commercial office, is a use that is suitable in view of the use and development of adjacent and nearby properties. The site is currently zoned for office use. State Farm is in the construction stage of Phase I of their office development across directly across Perimeter Center Parkway. The location of the amount of office space proposed at the subject location is appropriate and encouraged, given the immediate access and efforts to directly connect to MARTA. Restaurant and retail uses are appropriate and will contribute to a livable, walkable area for those who work and live in proximity of the site.
 3. Whether the property to be affected by the zoning proposal has a reasonable economic use as currently zoned;

The property, zoned O-I, does have a reasonable economic use as currently zoned.

4. Whether the zoning proposal will adversely affect the existing use or usability of adjacent or nearby property;

The zoning proposal will not adversely affect the existing or usability of adjacent or nearby properties.

5. Whether there are other existing or changing conditions affecting the use and development of the property that provide supporting grounds for either approval or disapproval of the zoning proposal;

State Farm Phase I is being developed using existing entitlements available to the property owners. The Phase I site has been master planned to consider, design, and connect to the subject property, so the development of Phase II is supported by the first phase of the project. Likewise, a recent rezoning request was approved on the Phase I parcel to allow a small portion of that property to be transferred to MARTA to accommodate the platform connection south of Hammond Drive—a benefit that transcends the Phase I or Phase II development. While the Perimeter Center Zoning Code, in the drafting phase now, will not be effective to be applied to this project, the applicant has been communicating with the project consultant to ensure they are keeping with the spirit of the proposed code; therefore, this project, as proposed would not be out of context substantially with future development enforced under the pending regulations.

6. Whether the zoning proposal will adversely affect historic buildings, sites, districts, or archaeological resources; and

The proposed PD will not adversely affect historic buildings, sites, districts, or archaeological resources.

7. Whether the zoning proposal will result in a use that will or could cause an excessive or burdensome use of existing streets, transportation facilities, utilities, or schools

The project is built at a greater intensity because of its proximity to transit, and evidence suggests that designing around the transit station has greater benefit than if the uses were disbursed. Additionally, the applicant is proposing to alleviate some of the added congestion with the construction of the east west connector, among other transportation improvements. The results of the Traffic Impact Study suggested additional improvements, and staff has incorporated those recommendations into the conditions of zoning. Other infrastructure is not expected to be adversely affected, and other code requirements necessitate systems be brought into compliance based on the project's impacts (e.g. sewer).

RECOMMENDATION

Community Council

At their Special Called May meeting, the Community Council heard the applicant's request to rezone the property from O-I to PD. After some discussion with the applicant and staff related to the nature of the project and the proposed use of the subject property specifically, a motion was made to recommend approval of the request. The motion was voted and passed (4 – 0).

At their June 9, 2015 meeting, Planning Commission met and discussed the rezoning request. A motion was made to recommend approval with staff's recommendation and the June 9th, 2015 ODP. The motion was voted and passed (6 - 0).

Staff Recommendation

Based on the above analysis and findings, staff has determined that the requested amendments to the official zoning map meet the requirements of Chapter 27, §27-335. Therefore, staff recommends the application be **approved** with the following exhibit(s) and condition(s):

Exhibit 1: Overall Development Plan (ODP), dated July 31, 2015, and associated exhibits.

Exhibit 2: GRTA Notice of Decision, dated June 30, 2015.

Development of the site shall be conditioned to the following:

1. Development of the site shall be substantially consistent with the Overall Development Plan, referenced as Exhibit 1 in this Ordinance.
2. Development of the site plan shall be substantially consistent with the recommendations in the GRTA Notice of Decision, referenced as Exhibit 2 in this Ordinance.
3. Where the Overall Development Plan does not supplant requirements of Chapter 16, Land Development, the provisions in the chapter shall apply.
4. Dedication of right-of-way (ROW) in conjunction with all required project improvements identified herein and future ROW required along Hammond Drive identified in 2008 Hammond Drive Corridor Study.
5. Preserve ROW on Perimeter Center Parkway for a future additional southbound left turn lane at Goldkist Drive.

Attachments

- Ordinance
- Exhibit 1
- Exhibit 2
- Official Rezoning Map
- Comprehensive Plan excerpt
- Zoning Ordinance Section 27-87. – PD, Planned Development District
- Planning Commission Meeting Minutes, June 6, 2015; Community Council Draft Meeting Minutes, May 27, 2015
- Location Maps
- Application packet

**STATE OF GEORGIA
CITY OF DUNWOODY**

ORDINANCE 2015-XX-XX

AN ORDINANCE TO AMEND THE CITY OF DUNWOODY ZONING CLASSIFICATION AND MAP FOR ZONING CONDITIONS OF LAND LOT 329, District 18 IN CONSIDERATION OF ZONING CASE RZ-15-072 (245 Perimeter Center Parkway) FROM OFFICE-INSTITUTION (O-I) DISTRICT TO PLANNED DEVELOPMENT (PD) ZONING DISTRICT

- WHEREAS:** Atlanta Office Investment, LLC, c/o KDC AH Investments One, LP, seeks permission to rezone property currently zoned Office-Institution (O-I) District to Planned Development (PD) District to allow for construction of mixed use commercial, retail, restaurant PD development; and
- WHEREAS:** the Property, Tax Parcels 18 329 04 003 is located on western side of Perimeter Center Parkway and the south side of Hammond Road, abuts the Fulton County line to the west and vacant lot owned by the City of Dunwoody to the south and consist of approximately 13 acres of land, thus meeting the 10 acre requirement for PD zoning; and
- WHEREAS:** the owner desires to build up to 1.8 million square feet of Class A Office Space and up to 90,000 square feet of retail and restaurant space, as well as structured parking, streetscape, landscape, green space and pedestrian improvements and a pedestrian bridge for connectivity over Perimeter Center Parkway for general public access to the Dunwoody MARTA Station; and
- WHEREAS:** the applicant has submitted an Overall Development Plan (ODP) as required by PD Zoning, which includes a Neighborhood Communications Summary Report, Conceptual Renderings and Section Drawings, a Pedestrian Circulation Plan, a Vehicular Circulation Plan, and a Topographic Survey of the site; and
- WHEREAS:** the proposed development project has qualified as a Development of Regional Impact (DRI) and has undergone a DRI review process, and such DRI decision is a pre-requisite to this rezoning; and
- WHEREAS:** the PD Zoning is intended to provide a means of accomplishing specific objectives, including providing flexibility, unity and diversity in land planning and development, to encourage innovation in residential, commercial and industrial development and renewal, to encourage more efficient use of land and public services, and to lessen the burden of traffic; and
- WHEREAS:** the Mayor and City Council find that the proposed Development Plan will meet the Comprehensive Plan goals of reducing surface parking, promoting livable centers in the immediate areas surrounding the MARTA station, and foster commerce.
- WHEREAS:** Notice to the public regarding said rezoning and modification to conditions of zoning has been duly published in The Dunwoody Crier, the Official News Organ of the City of Dunwoody; and

**STATE OF GEORGIA
CITY OF DUNWOODY**

ORDINANCE 2015-XX-XX

WHEREAS: A public hearing was held by the Mayor and City Council of the City of Dunwoody as required by the Zoning Procedures Act.

NOW THEREFORE, The Mayor and City Council of the City of Dunwoody hereby **ORDAIN AND APPROVE** the rezoning of said property from Office-Institution (O-I) to Planned Development (PD) District. The rezoning of the 13 acres shall consist of the following Exhibits:

Exhibit 1: Overall Development Plan (ODP), dated August 14, 2015, and associated exhibits.

Exhibit 2: GRTA Notice of Decision, dated June 30, 2015.

Development of the site shall be conditioned to the following:

1. Development of the site shall be substantially consistent with the Overall Development Plan, referenced as Exhibit 1 in this Ordinance.
2. Development of the site shall be substantially consistent with the recommendations in the GRTA Notice of Decision, referenced as Exhibit 2 in this Ordinance.
3. Where the Overall Development Plan does not supplant requirements of Chapter 16, Land Development, the provisions in the chapter shall apply.
4. Dedication of right-of-way (ROW) in conjunction with all required project improvements identified herein and future ROW required along Hammond Drive identified in 2008 Hammond Drive Corridor Study.
5. Preserve ROW on Perimeter Center Parkway for a future additional southbound left turn lane at Goldkist Drive.

SO ORDAINED AND EFFECTIVE, this the 24th day of August, 2015.

Approved by:

Approved as to Form and Content

Michael G. Davis, Mayor

City Attorney

Attest:

Sharon Lowery, City Clerk

SEAL

RZ 15-072

PARK CENTER

Overall Development Plan

Revision Date: August 14, 2015

Overall Development Plan

Pursuant to Section 27-87(c) of the Dunwoody Zoning Ordinance (the " Ordinance"), the Applicant offers the following Overall Development Plan ("ODP") for the proposed revitalization of the Subject Property, revised based on review by and discussions with City of Dunwoody staff, elected and appointed officials, and citizens during the public review of this application. This ODP presented for consideration by the Mayor and Council includes the Development Standards Text required by Section 27-87 (c)(1) of the Ordinance as well as all minimum elements set forth in Section 27-87(c)(2) of the Ordinance and other information deemed necessary by staff for planning review.

Development Standards Text

1. The Subject Property shall be rezoned from the O-I (Office Institutional) zoning classification to the PD (Planned Development) zoning classification to allow for the development of up to 1.8 million square feet of office space in three multi-story buildings and up to 90,000 square feet of retail and restaurant space, together with other permitted uses, structured parking and service areas, streetscape, landscape, green space, and pedestrian improvements. The restaurant and retail uses need not be accessory to the office uses and shall not be required to have entrances from the interior lobby of the office buildings. Uses permitted by right shall include vertical mixed-use buildings (excluding residential), private clubs or lodges, cultural exhibits, day care, places of worship, essential utility facilities, restaurants, food trucks, other eating and drinking establishments, animal services, communication services (other than telecommunication towers), telecommunication antennas mounted to buildings, construction and building sales and services, financial services (insurance, banks, credit unions, brokerage and investment services), food and beverage retail sales, lodging, training and conference facilities, medical services, office or consumer services, personal improvement services, consumer repair or laundry services, research and testing services, retail sales, indoor entertainment and spectator sports, indoor sports and recreation facilities – participant, and vehicle sales and rental (indoor only). Uses permitted by special land use permit shall include educational services, hospitals, telecommunication towers, outdoor entertainment and spectator sports, non-accessory parking, and outdoor sports and recreation facilities – participant.

2. It is understood that the precise layout of the proposed development has not been finalized to the extent of producing construction drawings; however, the location of all buildings, driveways, and pedestrian amenities such as plazas, sidewalks, and green space shall be substantially similar to that depicted in the Conceptual Site Plan prepared by Cooper Carry, dated July 23, 2015, and attached hereto as Exhibit "A." As the Site Plan is finalized for purposes of seeking a Land Disturbance Permit, the Owner agrees to consult with the City's Community Development Director on any minor changes to the proposed Site Plan. Property identified generally on the Site Plan as right-of-way to be dedicated, the precise location of which is to be determined as the Site Plan is finalized, shall, upon determination by the City of Dunwoody that said right-of-way is necessary for the widening of Hammond Drive and upon request by the City of Dunwoody to the Owner, be dedicated to the City of Dunwoody for no consideration. Property identified

generally on the Site Plan as right-of-way to be preserved adjacent to Perimeter Center Parkway shall, at Owner's discretion and upon determination by the City of Dunwoody that said right-of-way is necessary for additional transportation system improvements, either be dedicated to the City of Dunwoody for no consideration, or sold to the City for fair market value. To the extent any construction activities or improvements associated with the development may occur or be located on property owned by the City, the City will cooperate with the Owner and not unreasonably refuse to grant easements to the Owner as may be required for the construction of the development and associated improvements. The precise location of such easements shall be identified as construction drawings are finalized. Furthermore, to the extent any construction activities relating to the project or any portion of any structure, access drive, service drive, or other improvement to be constructed as part of the project encroach into the city-controlled stream buffer, such activity, structure, access drive, service drive, or other improvement shall be exempt from such city buffer requirements.

3. It is understood that the architectural style of the proposed development has not been finalized at this stage; however, the quality of construction, pedestrian orientation and general feel of the development shall be substantially similar to that depicted in the artist's rendering of the development attached as Exhibit "B." The building facades may include natural stone, cast stone, precast, stucco, EIFS, or brick, with glass and aluminum framing. Brick, cast stone, natural stone, or glass/aluminum, as well as other building materials approved by the City's Community Development Director, or some combination of such materials, shall be located at the street level of the office buildings and retail spaces along Hammond Drive, Perimeter Center Parkway and the interior primary street. The parking garage will use compatible materials to the building and street level retail facades and may provide sufficient open areas to allow natural ventilation. The massing will be similar to that shown in Exhibit "B" with variations in height and size of floor plates as indicated elsewhere in the ODP and shown on the Conceptual Site Plan. No additional requirements, such as horizontal expression lines or façade divisions, distinctive caps, view terminations, or future requirements governing the massing/materials/aesthetics of the buildings, shall be required by the City as a condition precedent to the issuance of any permits, certificates of occupancy, or other approvals required by the development.

4. Building setback lines and/or "build to" lines will generally conform to those depicted on the Conceptual Site Plan adopted as part of the ODP and shall, if necessary following the dedication of property to the City by the Owner, abut the public right-of-way.

5. The development will include up to 6 levels of parking below the plaza level; with parking, office lobby space, retail, restaurants, and other uses permitted by right at the plaza level; up to 8 levels of parking above the plaza level; and up to 18 stories of office space, excluding any penthouse, above the top level of parking. The total height of any single building shall not exceed 35 stories above plaza level grade.

6. The development shall include a minimum of three (3) Off-Street Loading Spaces (12' x 35' x 14') and a minimum of three (3) Off-Street Loading Berths (12' x 55' x 14').

7. The development shall include up to 7,000 off-street parking spaces within the parking decks, with up to approximately 6,500 spaces for the office uses and up to approximately 500 spaces for

the retail, restaurant, and other permitted uses. Up to 40 % of all parking spaces may be compact spaces (8' x 15'). The total number of parking spaces may be adjusted in proportion to any changes in the square footage of any of the uses in the development or to assure adequate parking for the retail, restaurant and other non-office uses. The Owner shall have the right, in its sole discretion, to provide dedicated entry and secure access to all or any portion of the parking spaces within the parking decks designated for use by occupants of the office portion of the development.

8. The pedestrian bridge over Perimeter Center Parkway as shown on the Conceptual Site Plan shall be constructed on a timetable determined by the Owner, in its sole discretion, and shall not be a condition precedent to the issuance of any permits, certificates of occupancy, or other approvals required by the development. Once constructed, the general public shall have access to such pedestrian bridge, however; the Owner shall have the sole discretion to limit access to the pedestrian bridge for purposes of security, safety, or any other purpose.

9. The Owner shall enter into a Development Agreement with the City regarding the design, construction, and dedication of the proposed East-West Connector Road and multi-use path along the western portion of the Subject property, as well as the construction of an additional parking entrance (designated as "P10") accessing the proposed East-West Connector Road. Such improvements are depicted on the Conceptual Site Plan attached as Exhibit "A" hereto. The Development Agreement shall be in substantially the same form as the document attached hereto as Exhibit "E."

10. Bicycle racks shall be installed in various locations on the subject property to be selected by the Owner. The bicycle racks shall be capable of providing parking for a total of at least 60 bicycles.

11. Street frontages on Hammond Drive and Perimeter Center Parkway shall be constructed in general accordance with Perimeter CID streetscape standards and the cross-section set forth in the 2008 Hammond Corridor Study and shall consist of a 4' bike lane, a 2'6" curb and gutter, a 4' grass strip, an 8' sidewalk, and an additional 1' strip (landscaped or hardscaped at the Owner's discretion) with minor variations subject to approval by the Director of Community Development. No on-street parking shall be required on Perimeter Center Parkway. The street and pedestrian facilities internal to the site shall not be required to comply with the Perimeter CID streetscape standards or the cross-section from the 2008 Hammond Corridor Study. Traffic signals at the new full-access driveway on Hammond Drive and at the intersection of the East-West Connector Road with Perimeter Center Parkway will be installed in accordance with Perimeter CID standards.

12. Ground-mounted mechanical equipment shall be allowed, provided such equipment is screened from view by a solid fence, solid wall, dense hedge, or combination of such features.

13. The maximum impervious cover on the subject property shall not exceed 85% and the maximum impervious plus semi-pervious cover on the subject property shall not exceed 95%. For purposes of this calculation, all landscaped areas located on top of a structure shall be considered semi-pervious cover. This calculation shall be based on the total area of the parcel

prior to any dedication of land for public rights-of-way and any land to be so dedicated shall be considered in its pre-development state. The area of the proposed multi-use path shall not be counted toward either the impervious or semi-pervious cover on the parcel.

14. Shopfront buildings/uses shall be included along at least 60% of the Hammond Drive frontage east of the signalized entrance, along at least 60% of the Perimeter Center Parkway frontage north of the main entrance to the project, and along at least 60% of the frontage of the buildings facing the interior central park/plaza of the development. Building entrances and lobbies with associated elevators and stairs shall be considered shopfront uses.

15. Planters and plantings shall be provided on the top of exposed levels of any parking decks. No such requirement shall apply to the roof of any other multi-story structure on the subject property.

16. The project will be developed in general accordance with the Conceptual Landscape Plan prepared by Cooper Carry, dated July 23, 2015, attached hereto as Exhibit "C." The final landscape plan will be prepared in consultation with the City Arborist. At build-out, the subject property will be required to contain at least 160 tree density units.

17. The on-site pedestrian circulation plan for the proposed development, indicating the general location of pedestrian facilities allowing for movement to, from, and through the development, is indicated on Exhibit "D." Should any facilities included in the on-site pedestrian circulation system be located in the parking deck for the project, such facilities may be differentiated through the use of striping. No additional connections to abutting properties or between streets shall be required by the City as a condition precedent to the issuance of any permits, certificates of occupancy, or other approvals required by the development. With regard to internal connections, the on-site pedestrian circulation system must connect all buildings on the site and provide connections to other areas of the site likely to be used by pedestrians and non-motorized travel, such as parking areas, bicycle parking, recreational areas, common outdoor areas, plazas and similar amenity features.

18. Light fixtures matching the Perimeter CID's streetscape standards shall be installed along the Project street frontages on Hammond Drive and Perimeter Center Parkway. Within the interior of the site, the Owner shall have the discretion to choose and install light fixtures. Such light fixtures will comply with the current City of Dunwoody regulations on light spillage.

19. On-street parking spaces on the plaza level may be provided to the right of the travel lanes along the central internal primary street at the discretion of the Owner; however, if such spaces are provided, no more than 35% of such spaces may be loading spaces. The width of such on-street parking spaces need not exceed eight (8) feet.

20. Title to the subject property may be held in different ownership through any legal means, even if any of the resulting separately-owned parcels would not meet all of the ODP requirements following legal separation provided that (1) collectively, the separately-owned parcels meet all of the ODP requirements and function together as a unified development site allowing vehicular and pedestrian circulation as well as the sharing of common area amenities,

(2) where uses are limited to a particular amount of floor area in the ODP, the owner of the subject property will, by virtue of a recorded instrument, apportion such uses that may be placed on any individual parcel and the amount of floor area that may be dedicated to a particular use; (3) the subject property is not divided in a manner that prevents vehicular access to sufficient parking entrances or exits by occupants of any structure or prevents access to the entire parcel by police, fire and emergency service personnel; provided, however, the Owner shall have the right, in its sole discretion, to provide dedicated entry and secure access to all or any portion of the parking spaces within the parking decks designated for use by occupants of the office portion of the development; (4) the owner of a resulting separate tax parcel developed pursuant to the ODP shall be allowed to rebuild equal or lesser floor area of any structure located on such separate tax parcel; and (5) no additional signage will be allowed beyond that permissible for the entire subject property under the City of Dunwoody code.

Additional Required Elements of the ODP

a. Sketch Plan – The Conceptual Site Plan for the proposed revitalization of the site is provided as Exhibit "A." It is anticipated that slight variations will be made to this conceptual Site Plan for the proposed revitalization of this site, through interaction with staff, City officials, and the community, as well as from ongoing coordination with federal and state agencies having review and approval authority over various aspects of the redevelopment project.

b. Type and location of all intended uses – The proposed redevelopment of the Subject Property is proposed to include three office buildings, a mix of street and plaza level retail, restaurant, and other permitted uses, pedestrian connections and amenities, transportation system improvements, green space, landscaping, plazas, and structured parking generally located as depicted on the Conceptual Site Plan for the proposed development.

c. Expected gross land area of all intended uses including open space – The gross land area of the Subject Property is 12.74 acres and currently contains a single multi-story office building and expansive surface parking. Much of the site will be revitalized such that the surface parking will be replaced with structures containing parking, street and plaza level retail and restaurant uses, and office buildings atop the retail and restaurant uses. Significant land area will be devoted to improved pedestrian amenities and transportation system improvements. An approximate breakdown of the gross land area for the various uses is as follows:

Pedestrian amenities (sidewalks, plazas, etc.) – 1.89 acres +/-

Building footprints (office, retail, restaurant, parking structure) – 5.18 acres +/-

New transportation system improvements – 1.93 acres +/-

Green space (landscaping, buffers, and natural areas) – 3.74 acres +/-

d. Gross floor area for all buildings or structures, including a statement pertaining to the appropriateness of the intensity of the suggested uses relative to policies and standards contained within the comprehensive plan – The proposed development will contain up to 1.8 million square feet of office space in three multi-story office buildings developed in an integrated fashion with structured parking, up to 90,000 square feet of retail and restaurant space, associated pedestrian and transportation system improvements, as well as landscaping, plazas,

and green space enhancements.

The proposed development conforms to the policy and intent of Dunwoody's Comprehensive Plan (the "Plan") and, in particular, the portions of the Plan addressing the Perimeter Center Character Area and the "transit village" subarea within one-half mile of the Dunwoody MARTA Station. The proposed development supports the vision of the Plan to create a mixed-use, transit-oriented development containing first-class office, retail and restaurants in an attractive, inviting pedestrian-friendly environment with easy access to MARTA's Dunwoody rail station and other transportation modes. The current extensive field of surface parking on the Property will be eliminated as part of the redevelopment, thus satisfying another stated goal of the Plan.

The design of the proposed development will foster pedestrian movements both internally between uses on the Subject Property and externally between the Subject Property and nearby transit, retail, and housing opportunities, while providing easily accessible and safe off-street parking for automobile commuters and visitors, as well as service functions (deliveries, refuse collection, etc.). As outlined more fully in the Development Standards Text, the proposed development also will support the Plan's call for high-quality design and materials. The Plan's vision for the addition of public gathering spaces and pocket parks will be satisfied through the creation of a mix of landscaped and hardscaped plazas, parkways, and outdoor dining areas within the development that will provide pedestrian linkages to existing and proposed civic and green space in the surrounding area.

In addition to its conformity with the Plan's policy and intent, the proposed development also satisfies a number of the goals and objectives of the Perimeter Center Livable Centers Initiative Study (the "LCI Study") and updates performed by the City in cooperation with the Perimeter Community Improvement District ("PCID"). The proposed development will provide internal pedestrian connectivity between the office, retail and restaurant components of the development. In addition, pedestrian improvements will enhance pedestrian and green space connectivity external to the site to other nearby developments, the MARTA system, and the emerging network of parks in the area, including the potential civic space located north of the Dunwoody MARTA station. The replacement of the expansive surface parking lot on the Property with a vibrant, integrated, mixed-use development will stand as a model for retrofitting sites previously developed using outdated suburban models that favored single-occupant vehicle traffic and ignored the potential benefits of a vibrant pedestrian environment. The proposed development will provide a sense of place for both workers and visitors to the development through plazas, walkways, green space, and an active pedestrian environment, including sidewalk dining areas and other amenities. Overall, the proposed development intends to transform the Subject Property from an under-utilized suburban office model to a vibrant urban environment that takes advantage of and enhances both internal and external connections to transit, housing, and other nearby developments in the area.

e. Architectural elevations of all proposed building sides, a description of the types of exterior treatments of buildings, a site plan to scale, density calculations - The architectural style of the proposed development has not been finalized at this stage; however, the quality of construction, pedestrian orientation, and general feel of the development shall be substantially similar to that depicted in the artist's rendering of the development attached as Exhibit "B". The building facades may include natural stone, cast stone, precast, stucco, EIFS, or brick, with glass

and aluminum framing. Brick, cast stone, natural stone, glass/aluminum, or other materials approved by the Director of Community Development shall be located at the street level of the office buildings and retail spaces along Hammond Drive, Perimeter Center Parkway and the interior primary street. The massing will be similar to that shown in Exhibit "B" with variations in height and size of floor plates as indicated elsewhere in the ODP and shown on the Conceptual Site Plan. No additional requirements, such as horizontal expression lines or façade divisions, distinctive caps, view terminations, or future requirements governing the massing, materials, or aesthetics of the buildings, shall be required by the City as a condition precedent to the issuance of any permits, certificates of occupancy, or other approvals required by the development.

A conceptual Site Plan depicting the overall development is attached hereto as Exhibit "A".

The proposed development shall have an overall floor area ratio not exceeding 3.40.

f. Circulation plan – The pedestrian circulation plan for the proposed development, indicating the location and direction of pedestrian movement to, from, and through the development, is included as Exhibit "D".

g. Street documentation – The Subject Property is bound on the east by Perimeter Center Parkway and on the north and west by Hammond Drive. Both of these roads are shown on the Survey provided with the Applicant's Letter of Intent and have variable rights-of-way with two travel lanes in each direction, partial medians and turn lanes at main intersections. In addition, there are sidewalks adjacent to the roadways on each frontage. Through the public review process improvements to these roadways and adjacent pedestrian facilities will be identified and necessary right-of-way preserved for subsequent dedication to the City. To the south of the proposed development is the approximate location of the City of Dunwoody proposed East-West Connector linking Perimeter Center Parkway to Peachtree-Dunwoody Road in Sandy Springs. The design and precise alignment of this proposed future road has yet to be determined and is contingent upon review and approval by Federal and State regulatory agencies.

h. Parking analysis – The proposed development will include up to approximately 7,000 parking spaces. Up to approximately 6,500 of these will be intended for use by office tenants and visitors, with up to approximately 500 spaces split between restaurant and retail use. It is anticipated there will be significant shared-parking opportunities, particular during evenings and on weekends when the office occupancy will be lower. Some or all of the parking spaces intended for use by office tenants will have dedicated entry and secured access for security purposes.

i. A tree plan showing the existing trees on site that are six inches in diameter at breast height or greater for hardwoods and 16 inches in diameter at breast height for other trees – A tree survey has been provided to the City. Given that much of the Subject Property has previously been developed for office and surface parking, the majority of trees meeting the diameter thresholds noted above will be located in the existing landscaped areas within the parking field, along street frontages, adjacent to the existing office building, or within the existing buffer adjacent to the stream that traverses the southwestern portion of the Subject Property.

j. Existing site survey and a grading plan – A survey of the Subject Property, prepared by Terramark Land Surveying, Inc. and dated August 12, 2013, was provided with the Applicant's Letter of Intent. A conceptual grading plan was prepared as the Conceptual Site Plan was finalized, and has been provided to the City for review and comment.

k. Any other information deemed necessary by staff for planning review - The Applicant is aware the project qualifies for review as a Development of Regional Impact ("DRI") by the Atlanta Regional Commission ("ARC") and the Georgia Regional Transportation Authority ("GRTA"). As such, a detailed Traffic Impact Study was prepared and submitted to the City, ARC, and GRTA as part of the DRI process. Additionally, the results of the DRI Review were provided to the City when such review was completed. Furthermore, because the Subject Property is proposed to be redeveloped under the PD (Planned Development) zoning classification, staff has requested the Applicant provide an analysis of the proposed development's consistency with the policies and requirements of the existing underlying zoning and proposed revisions to the City of Dunwoody's Zoning Ordinance. Such an analysis will be developed in cooperation with staff during the public review process. Should staff deem additional information necessary for planning review, the Applicant will work with staff to provide such information.

LEGEND

- P1 LOWER DECK
1 IN /1 OUT/2 REVERSABLE
- P2 LOWER DECK
RIGHT IN ONLY
- P3 PLAZA
1 RIGHT OUT/ 2 RIGHT IN
- P4 LOWER DECK
1 IN/1 OUT/1 REVERSABLE
- P5 PLAZA / B1
1 IN/ 1 OUT
- P6 UPPER DECK A+B
1 IN/1 OUT
- P7 UPPER DECK A+B
1 IN/1OUT
- P8 UPPER DECK B
1 IN/1 OUT
- P9 UPPER DECK C
1 IN/1 OUT
- P10 LOWER DECK
2 IN/ 2 OUT (FUTURE)
- S1 SERVICE BUILDING A
- S2 SERVICE BUILDING B+C

- · · — POTENTIAL FUTURE R.O.W
- · · — PROPERTY LINE
- · · — 25' STREAM BUFFER
- · · — 75' STREAM BUFFER



-374-



PARK CENTER – SITE PLAN

08.19.2015





STREET TREES



Willow Oak



Sangria Nuttall Oak

SITE TREES



Maidenhair Tree



October Glory Maple



White Oak

ORNAMENTAL TREES



Serviceberry



Yoshino Cherry

GRASSES



Feather Reed Grass



Bluestem

SHRUBS



Dwarf Mountain Laurel



Kaleidoscope Abelia



Herry's Garnet Sweetspire



Florida Hobblebush



Inkberry Holly



Oakleaf Hydrangea



Lenten Rose



Joe Pye Weed



Holly Fern

GROUNDCOVERS



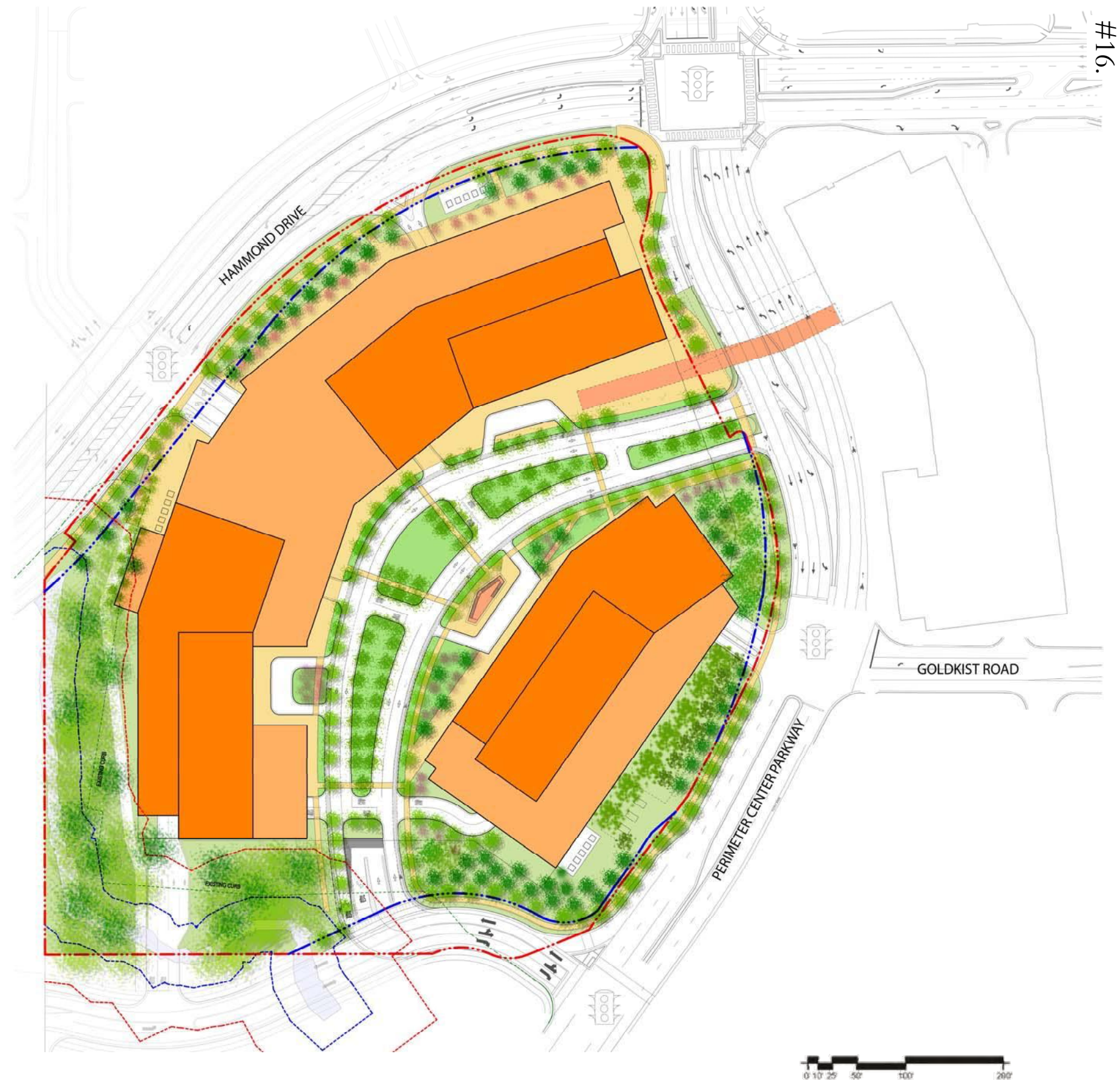
Canadian Wild Ginger



Japanese Spurge



Pennsylvania Sedge



PROPOSED TREE DENSITY UNIT = 160



LEGEND

- MARTA LINE
- MARTA STATION
- PEDESTRIAN PATH
- VEHICULAR PATH
- PARKING ENTRANCE
- SERVICE ENTRANCE
- STAIR & ELEVATOR FROM HAMMOND TO PLAZA

PROPOSED FUTURE
MULTI-USE PATH

PROPOSED FUTURE
PARKING ENTRANCE

PROPOSED FUTURE
EAST WEST CONNECTOR

EXHIBIT E

PRIVATE DEVELOPMENT AGREEMENT

UPON RECORDING RETURN TO:
Troutman Sanders LLP
600 Peachtree Street, N.E.
Suite 5200
Atlanta, Georgia 30308-2216
Attention: Maureen Theresa Callahan

STATE OF GEORGIA

COUNTY OF DEKALB

PRIVATE DEVELOPMENT AGREEMENT

WHEREAS, the Georgia Development Impact Fee Act, O.C.G.A. §§ 36-71-1 through 36-71-13 (the "Impact Fee Act"), neither prevents nor prohibits private agreements between property owners and cities regarding the construction or installation of transportation system improvements as defined by the Impact Fee Act; and

WHEREAS, Atlanta Office Investment, L.L.C., a Delaware limited liability company (the "Owner"), owns certain property consisting of a single tract located in Land Lot 329 and 348 of the 18th District of DeKalb County, Georgia more particularly described on Exhibit "A" attached hereto (the "Property"), which is located in the City of Dunwoody, a municipal corporation (the "City"); the Property and a proposed mixed-use development on the Property (the "Development") being the subject of a rezoning application submitted to the City on April 21, 2015 (RZ15-072); and

WHEREAS, the City and the Owner, their respective successors and assigns, desire to provide additional transportation facilities in connection with the construction of the Development; and

WHEREAS, the City and the Owner have voluntarily agreed to enter into this Private Development Agreement (the "Agreement") pursuant to O.C.G.A. § 36-71-13 for the construction and dedication of certain improvements; and

WHEREAS, in the interest of public safety and convenience, in the event the Development is constructed by Owner, Owner desires to construct, to current City and Perimeter Community Improvement District standards, as applicable, all or a portion of, as will be determined by the terms of this Agreement, a proposed new road in the City of Dunwoody (such road being referred to as the "East-West Connector Road") with a configuration as generally depicted on the site plan of the proposed Development attached hereto as Exhibit "B," as the site plan may be updated by the Owner after the date hereof with the approval of the City (the "Site Plan"); and

WHEREAS, the Owner desires to construct entrances to the Development along the East-West Connector Road as generally depicted on the Site Plan to provide additional

transportation options to users of the Development (such entrances being designated on the Site Plan, and referred to at times in this Agreement, as "P5" and "P10," such that any reference to entrance P5 in this Agreement also includes the entrance designated as "S2" on the Site Plan); and

WHEREAS, the City and the Owner desire for the Owner to construct a multi-use path as generally depicted on the Site Plan (the "Path") to provide for enhanced pedestrian and bicycle connectivity in the area of the Development; and

WHEREAS, the City and the Owner recognize that the location and alignment of the East-West Connector Road, the Path, and entrances P5 and P10 (collectively, the "Improvements") give rise to the possibility of impacts to areas subject to Federal, State, and local regulation and protection and that such impacts will require review and approval of the Improvements by various levels of government before the Improvements may be constructed; and

WHEREAS, to facilitate the construction of the Improvements, the City has agreed to reduce, eliminate, or otherwise exempt the construction of the Improvements from requirements related to any stream buffers over which the City has authority to the extent necessary to construct the Improvements; and

WHEREAS, the City also desires the construction of the proposed East-West Connector Road and the Path, has afforded the public the opportunity to review and comment on such proposed improvements during the process for the rezoning of the Property, supports the safety and mobility goals such improvements are intended to meet, and has agreed to grant the Owner the right to make the Improvements defined in this Agreement on any property that may be owned by the City and to grant any other rights as may be required by the Owner to construct such Improvements; and

WHEREAS, the City and the Owner recognize and agree there is uncertainty regarding whether all governmental approvals required for the construction of the Improvements will be granted and, if so, whether the issuance of such approvals will precede or follow the period during which the Owner intends to construct the Development; and

WHEREAS, the Owner does not want its ability to proceed with the construction and occupancy of the Development to be contingent on the receipt of approvals for all of the Improvements; and

WHEREAS, the City and the Owner further recognize that the location and alignment of the Improvements give rise to the possibility of impacts to adjoining private properties and that such impacts will require the grant of certain easements and other rights from the affected property owners before certain of the Improvements may be constructed; and

WHEREAS, the City and the Owner recognize and agree there is uncertainty regarding whether all easements and rights required from affected property owners will be granted for the

Improvements and, if so, whether the grant of such easements and rights will precede or follow the period during which the Owner intends to construct the Development; and

WHEREAS, the City and Owner do not want the ability of the Owner to proceed with the construction and occupancy of the Development to be contingent on the receipt of the necessary easements and rights from affected private property owners for the Improvements; and

WHEREAS, the Owner desires to, upon the completion of the East-West Connector Road and the Path, convey that portion of the Path as may be located within the Property to the City in either fee simple/right-of-way or through the grant of an easement (at the Owner's option) and to convey to the City a fee simple/right-of-way interest in that portion of the East-West Connector Road as may be located within the Property (collectively, the "Dedicated Property"); and

WHEREAS, the City has determined the acceptance of maintenance responsibilities for the Dedicated Property are in the best interest of the public; and

WHEREAS, the City and the Owner now desire to set forth their mutual understandings concerning the contemplated construction of the Improvements, the dedication of the Dedicated Property associated with the East-West Connector Road and Path, and the acceptance of maintenance responsibilities for the Dedicated Property.

NOW, THEREFORE, for and in consideration of Ten and 00/100 Dollars (\$10.00), the receipt and sufficiency of which are hereby acknowledged, the City and the Owner, their successors and assigns, do hereby agree as follows:

SECTION 1.

The Owner agrees to diligently pursue all Federal, State, and local permits, exemptions, and approvals required to construct the Improvements, as well as any private easement agreements and rights required from adjoining property owners in connection with the construction of the Improvements (collectively, the "Approvals;" and if a reference to "Approvals" in this Agreement relates to a specific portion of the Improvements, as the context requires, the term "Approvals" will mean those Approvals required only for that specific item comprising a portion of the Improvements). All Improvements constructed by Owner pursuant to this Agreement will be at Owner's expense. The East-West Connector Road discussed in this Agreement will be constructed to City and Perimeter Community Improvement District standards as the same are in place as of the date the Approvals are obtained. For the purposes of this Agreement, the East-West Connector Road is further defined as consisting of two (2) segments (because, as provided below, Owner may obtain Approvals for only one of the two segments). The portion of the East-West Connector Road extending from Perimeter Center Parkway approximately to the entrance to the Development designated on the Site Plan as "P5" (and including entrance "S2") is referred to as the "Eastern E-W Segment." From that point westerly to the City of Sandy Springs' boundary line is referred to as the "Western E-W Segment." The City has confirmed to Owner that the City can, and will, grant all Approvals required from the City to construct and use the Eastern E-W Segment and entrance P5 and it is

acknowledged that Owner's willingness to go forward with the construction of the Development is contingent on receipt of such Approvals from the City, as well as any other Approvals required for the Eastern E-W Segment and entrance P5, prior to or at the time permits are issued for the First Building, as that term is defined below. Owner acknowledges that the City's agreement to grant Approvals is intended to obligate the City to grant permits, variances, exemptions and discretionary approvals in order to give effect to the intent and goals of this Agreement but is not intended to relieve Owner of complying with standard application requirements, document submittals, and compliance with all applicable ordinances of the City (but subject, if applicable, to any variances or exemptions actually granted by the City pursuant to this Agreement).

SECTION 2.

The City hereby agrees to cooperate and assist in the Owner's efforts to obtain all Approvals necessary for the construction of the Improvements and to provide all Approvals within its control for such Improvements, subject to the final sentence of Section 1.

SECTION 3.

The City hereby authorizes the Owner to construct the Improvements and grants and conveys to Owner the right to enter into and perform work on City-owned property to construct the Improvements. This right will include the right to put in place all necessary traffic control measures pursuant to a plan to be agreed on by the City and Owner at the time of the issuance of permits for any particular portion of the Improvements, all to facilitate the safe movement of traffic during such construction and in consultation with the City's traffic and public safety personnel. This Agreement, together with the future issuance of permits by the City for any particular portion of the Improvements, constitutes (i) the City's agreement to grant to Owner a temporary construction easement appurtenant to the Property on, over and under any City-owned land as reasonably required to so construct the applicable portion of the Improvements in accordance with the plans approved by the City for the same, and (ii) the reduction or elimination of the City-controlled stream buffer (as contemplated in Section 4, below) as required for the same. Upon the request of the Owner and at the time the permits are issued by the City for all or any portion of the Development or for all or any portion of the Improvements, as the case may be, the City will enter into one or more recordable documents setting forth with particularity the rights and easements needed for the Development and Improvements for which permits are so issued, including, without limitation, tie back easements, shoring easements, excavation easements, sewer line easements, temporary construction easements, crane swing easements, and permanent easements for access, maintenance, and repair.

SECTION 4.

The City hereby approves the elimination of the City-controlled stream buffer to the extent necessary to construct the Development and, as applicable, the Improvements and agrees to timely issue any and all permits needed for the construction of the Development and, as applicable, the Improvements.

SECTION 5.

The City agrees that the construction of the proposed East-West Connector Road (in whole or in part), Path and entrance P10 shall not be a condition precedent to the issuance of any permits, certificates of occupancy, or other approvals required to construct or occupy the Development unless otherwise explicitly set forth in this Agreement.

SECTION 6.

Should the Owner fail to obtain all necessary Approvals for the Western E-W Segment, the Path, and entrance P10 prior to the date Owner receives the building permit to construct the first of the three (3) buildings depicted on the Site Plan (the "First Building"), despite the Owner's reasonable and diligent efforts to obtain such Approvals, the Owner may, but is not obligated to, continue to pursue the Approvals.

SECTION 7.

Owner shall secure Owner's obligation to pay the costs of construction of the Western E-W Segment as provided in, and subject to the maximum set out in, this Section 7. Owner will escrow immediately available funds (the "Security") in an amount equal to \$2,155,000, to be increased by 5% per year starting on January 1 of 2016 and again on January 1 of each year thereafter, if applicable, until the funds are actually deposited (such amount is "Owner's Secured Contribution"); provided that, if the City obtains only the approvals for the Western E-W Segment (referred to in the Agreement as the "Reduced Approvals") and the federal and state agencies involved in issuing such Reduced Approvals expressly state that all Approvals would be obtainable but for the inclusion of P10, the City will direct the escrow agent to reduce the escrow funds to an amount equal to \$1,000,000, with the balance to be refunded to Owner, and the amount retained in escrow shall then constitute the full amount of Owner's Secured Contribution to the cost of the Western E-W Segment. Owner's Secured Contribution will be escrowed with the national title insurance company that has issued Owner's title insurance policy. The amount of Owner's Secured Contribution as determined by this Section 7 will be Owner's maximum contribution towards the construction of the Western E-W Segment. The term of the escrow agreement will be three (3) years after the date the escrow agreement is signed and the Security is deposited (the "Deposit Date"). If the Western E-W Segment is not constructed (or is not under construction) by Owner prior to the date of completion of construction of the First Building, the Security will be deposited by Owner at the time of Owner's application to the City for the final certificate of occupancy for the First Building. From and after the Deposit Date, the City will thereafter pursue all Approvals. If the City has not obtained all Approvals for the Western E-W Segment, the Path and P10 and does not commence construction of the Western E-W Segment within three (3) years after the Deposit Date, the Security shall be returned to the Owner automatically by the escrow holder. In addition, if at any time the City determines that it is no longer feasible to continue to pursue the Approvals, the City will notify Owner in writing and will direct the escrow holder in writing to return the Security to Owner. The City shall not withhold the temporary or final certificate of occupancy for the First Building or any other building in the Development provided that either (i) Owner commences construction of the Western E-W Segment prior to the completion of the

First Building and issuance of the final certificate of occupancy for the First Building, or (ii) the Security is deposited by Owner as required by this Agreement. If the Owner commences construction of the Western E-W Segment as described herein but, prior to completing such construction, ceases construction for more than 30 days for any reason other than force majeure, the City shall have the right to withhold building permits or certificates of occupancy for buildings other than the First Building until such time as the Owner recommences such construction.

SECTION 8.

Should the Owner provide the Security described in Section 7 of this Agreement, the City agrees that in order to be entitled to apply Owner's Secured Contribution (as such amount is determined pursuant to Section 7 above) towards the cost of construction of the Western E-W Segment as provided in this Agreement, the City must obtain either (i) all Approvals for the construction of the Western E-W Segment, the Path, and entrance P10, or (ii) the Reduced Approvals and, in either such event, construct, or commence construction of, the Western E-W Segment not later than the date which is three (3) years after the Deposit Date. If the City timely obtains the Approvals and timely constructs or commences construction of the Western E-W Segment, then on completion by the City of the Western E-W Segment and provided that the City has obtained for Owner's benefit the Approvals for entrance P10 and the Path, Owner will be obligated to then construct the Path and entrance P10. In such event, the Path and entrance P10 will be completed by Owner not later than the later of (i) the completion date of the final of the three (3) buildings depicted on the Site Plan (the "Final Building"), or (ii) one (1) year after the City completes the Western E-W Segment. Should the City fail to construct or commence construction of the proposed Western E-W Segment by the date which is three (3) years after the Deposit Date, Owner will have no further obligation to construct, or pay the costs of construction of, the Western E-W Segment, the Path or P10 and the funds escrowed as the Security will be returned to Owner. Should the City only obtain the Reduced Approvals, Owner will have no obligation to construct or pay the costs of constructing the Path or P10. On the timely commencement and subsequent completion of the Western E-W Segment by the City, Owner will be obligated to pay to the City an amount equal to the actual cost of the same, not to exceed the amount of the Owner's Secured Contribution as then held by escrow agent as determined by this Agreement. The escrow agreement will be structured in a manner that is commercially reasonable so as to secure Owner's obligation to pay Owner's Secured Contribution pursuant to the express terms of this Agreement.

SECTION 9.

If only the Eastern E-W Segment is constructed, then for as long as it provides access solely to the Property, Owner will maintain the area as a private entrance to the Development. Owner agrees that, upon the completion of the entire East-West Connector Road and Path, Owner shall donate and dedicate the same (to the extent within the Property) at no cost to the City. The donation and dedication of the East-West Connector Road will occur by execution and delivery to the City of a deed or other instrument in a manner consistent with applicable legal requirements. The East-West Connector Road will be dedicated in fee simple by way of a right-of-way deed. At the Owner's discretion, the Path will either be dedicated in fee simple or by a

perpetual easement. The exact legal description of each portion of the Dedicated Property will be reasonably agreed to by Owner and the City. The City agrees to accept such dedication of the Dedicated Property upon completion of all required inspections and verification that the same has been constructed to applicable City standards and, thereafter, the City agrees to be responsible for maintaining and repairing the Dedicated Property as a public right-of-way and, as applicable, a public path for pedestrian and bicycle use. In addition, if at any time the Eastern E-W Segment is used for access to any property in addition to the Development, the City will take over the maintenance of the Eastern E-W Segment as public right-of-way and the Owner will, at that time, dedicate the Eastern E-W Segment.

SECTION 10.

By this Agreement, the parties hereto acknowledge, understand, and agree that, if Owner does construct the Development, Owner shall remain responsible for completing at its own expense all project improvements as may be required pursuant to the Overall Development Plan for rezoning case #RZ15-072 approved and adopted by the Mayor and City Council of the City of Dunwoody on August 24, 2015 (the "ODP"), and that such are not affected by this Agreement. The parties further acknowledge, understand, and agree that, except as explicitly provided herein or in the ODP, under no circumstances shall Owner be required by the City to construct, contribute right-of-way for, or provide any funds for the design or construction of, other transportation improvements in the City or elsewhere, such transportation improvements including, but not limited to, improvements to the Hammond Drive/Ashford – Dunwoody Road intersection, improvements to Hammond Drive, or improvements to or extensions of Gold Kist Drive. Owner and City further agree that if either party is obligated to construct the Western E-W Segment as provided in this Agreement, the construction will be diligently pursued to completion.

SECTION 11.

Nothing in this Agreement shall be construed to compel or require the Owner to construct the Development or to otherwise build, open or operate any business on the Property. The Improvements will only be constructed if the Development is constructed, and only if and to the extent required by the terms of this Agreement, and Owner's construction obligations are subject to the express terms of this Agreement. If the Development is not constructed and if the Approvals (or Reduced Approvals, as the case may be) are not obtained, the Owner shall be relieved of any obligation to construct or fund the Improvements.

SECTION 12.

This Agreement represents the entire understanding of the parties and any changes, additions or deletions shall be made in writing upon the mutual agreement of the parties and set forth in an amendment to this Agreement. Owner and City agree to execute such additional documents as are necessary and appropriate to carry out the intent of this Agreement.

SECTION 13.

This Agreement shall inure to the successors and assigns of the City and to the successors and express assigns of Owner. Notwithstanding anything contained herein to the contrary, this Agreement shall not bind Owner and shall not be binding upon future owners of the Property unless Owner (or, as applicable, a future owner) constructs the Development in accordance with the terms of the ODP or, as applicable, a future owner expressly assumes the terms and conditions hereof in connection with another proposed development on the Property. The Owner and the City agree this Agreement will be recorded in the real estate records of DeKalb County, Georgia.

SECTION 14.

Notices will be given as follows:

IF TO CITY

Mr. Eric Linton, AICP
City Manager
City of Dunwoody, Georgia
41 Perimeter Center East, Suite 250
Dunwoody, Georgia 30346

With copy to: Leonid Felgin, Esq.
City Attorney
City of Dunwoody, Georgia
41 Perimeter Center East, Suite 250
Dunwoody, Georgia 30346

IF TO OWNER:

Mr. Bill Rogalski
Senior Investment Analyst
State Farm Insurance Companies
One State Farm Plaza, E-7
Bloomington, Illinois 61710

With copy to: Atlanta Office Investment, L.L.C.
c/o Alex Chambers, Esq.
KDC Real Estate Development & Investments
1040 Crown Pointe Parkway, Suite 1070
Atlanta, Georgia 30338

And copy to: Atlanta Office Investment, L.L.C.
c/o Mr. James F. George
KDC Real Estate Development & Investments
1040 Crown Pointe Parkway, Suite 1070
Atlanta, Georgia 30338

And copy to: Maureen Theresa Callahan, Esq.
Troutman Sanders LLP
5200 Bank of America Plaza
600 Peachtree Street, NE
Atlanta, Georgia 30308

And copy to: Christiane M. Stoffer, Esq.
Associate General Counsel
State Farm Insurance Companies
One State Farm Plaza, A-3
Bloomington, Illinois 61710

Each party may, in its sole discretion, designate alternate or additional notice recipients by providing written notice of such designation to the other party.

[Signatures appear on next page.]

SO AGREED this _____ day of _____, 2015.

NOTARY:

ATLANTA OFFICE INVESTMENT, L.L.C., a
Delaware limited liability company

Sworn to and subscribed before me this
_____ day of _____, 20__.

By: Transwestern Investment Management,
L.L.C., a Delaware limited liability company,
as Managing Member

NOTARY PUBLIC

By: _____(SEAL)
Name: Laurie Dotter
Title: President

My Commission Expires: _____

APPROVED AS TO FORM:

ATTEST: _____
CITY CLERK

BY: _____
CITY ATTORNEY

DATE: _____

BY: _____
MICHAEL G. DAVIS
MAYOR, CITY OF DUNWOODY

DATE: _____

EXHIBIT "A"
(to Private Development Agreement)

DESCRIPTION OF PROPERTY

All that tract or parcel of land lying and being in Land Lots 329 & 348 of the 18th District of DeKalb County, Georgia and being more particularly described as follows:

Beginning at a 1" square rod found at the Southwest corner of Land Lot 348 (said corner being the common corner of Land Lots 329 & 348 of the 18th District of DeKalb County, Georgia and Land Lots 17 & 18 of the 17th District of Fulton County, Georgia; thence running along the west line of Land Lot 348,

1. North 00°33'37" East, 48.24 feet to a point located on the southeasterly right of way line of Hammond Drive (variable R/W); thence continuing along said right of way line,
2. North 38°41'07" East, 54.63 feet; thence,
3. North 51°18'53" West, 15.00 feet; thence,
4. North 38°36'53" East, 252.13 feet; thence,
5. 385.24 feet along the arc of a curve deflecting to the right and having a radius of 673.43 feet and a chord bearing and distance of North 55°00'10" East, 380.01 feet; thence,
6. 112.22 feet along the arc of a curve deflecting to the right and having a radius of 597.48 feet and a chord bearing and distance of North 76°46'17" East, 112.05 feet; thence,
7. 61.08 feet along the arc of a curve deflecting to the right and having a radius of 88.86 feet and a chord bearing and distance of South 78°09'15" East, 59.89 feet to the intersection formed by the southwesterly right of line of Hammond Drive and the westerly right of way line of Perimeter Center Parkway (variable R/W); thence running along the right of way line of Perimeter Center Parkway,
8. 25.65 feet along the arc of a curve deflecting to the right, having a radius of 29.50 feet and a chord bearing and distance of South 27° 11' 33" East, 24.85 feet; thence,
9. 28.47 feet along the arc of a curve deflecting to the left, having a radius of 364.79 feet and a chord bearing and distance of South 04° 21' 17" East, 28.47 feet; thence,
10. South 09° 42' 06" West, 24.78 feet; thence,
11. South 14° 08' 22" West, 31.94 feet; thence,
12. 69.87 feet along the arc of a curve deflecting to the left, having a radius of 382.15 feet and a chord bearing and distance of South 19° 45' 40" East, 69.77 feet; thence,
13. South 26° 36' 38" East, 168.18 feet; thence,
14. North 53° 13' 37" East, 7.98 feet; thence,
15. 13.66 feet along the arc of a curve deflecting to the right, having a radius of 7.50 feet and a chord bearing and distance of South 74° 35' 13" East, 11.85 feet; thence,
16. South 22° 24' 04" East, 2.53 feet; thence,
17. 47.67 feet along the arc of a curve deflecting to the right, having a radius of 833.33 feet and a chord bearing and distance of South 20° 55' 01" East, 47.66 feet; thence,
18. 73.44 feet along the arc of a curve deflecting to the right, having a radius of 314.55 feet and a chord bearing and distance of South 12° 39' 21" East, 73.28 feet; thence,

#16.

19. South 89° 05' 52" East, 4.14 feet; thence,
20. 177.94 feet along the arc of a curve deflecting to the right, having a radius of 385.00 feet and a chord bearing and distance of South 14° 30' 53" West, 176.36 feet; thence,
21. South 27°45'19" West, 125.45 feet; thence,
22. South 37°16'29" West, 118.42 feet; thence,
23. South 34°48'05" West, 65.01 feet; thence leaving said right of way line of Perimeter Center Parkway,
24. 17.46 feet along the arc of a curve deflecting to the right and having a radius of 237.84 feet and a chord bearing and distance of South 66°22'46" West, 17.45 feet; thence,
25. South 68°05'43" West, 58.40 feet; thence,
26. 41.15 feet along the arc of a curve deflecting to the right and having a radius of 50.00 feet and a chord bearing and distance of North 87°59'56" West, 40.00 feet; thence,
27. 66.03 feet along the arc of a curve deflecting to the left and having a radius of 75.00 feet and a chord bearing and distance of North 89°38'35" West, 63.92 feet; thence,
28. South 89°50'29" West, 429.34 feet to the west line of Land Lot 329; thence running along said Land Lot line,
29. North 00°07'53" West, 367.68 feet to the Point of Beginning, containing 555,140 square feet or 12.7443 acres of land, more or less.

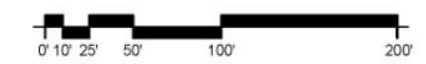
EXHIBIT "B"
(to Private Development Agreement)

**SITE PLAN OF PROPOSED DEVELOPMENT SHOWING THE APPROXIMATE
LOCATION OF THE EAST-WEST CONNECTOR ROAD IMPROVEMENT, MULTI-
USE PATH AND FUTURE PARKING ENTRANCES ("P5" & "P10")**

LEGEND

- P1 LOWER DECK
1 IN /1 OUT/2 REVERSABLE
- P2 LOWER DECK
RIGHT IN ONLY
- P3 PLAZA
1 RIGHT OUT/ 2 RIGHT IN
- P4 LOWER DECK
1 IN/1 OUT/1 REVERSABLE
- P5 PLAZA / B1
1 IN/ 1 OUT
- P6 UPPER DECK A+B
1 IN/1 OUT
- P7 UPPER DECK A+B
1 IN/1OUT
- P8 UPPER DECK B
1 IN/1 OUT
- P9 UPPER DECK C
1 IN/1 OUT
- P10 LOWER DECK
2 IN/ 2 OUT (FUTURE)
- S1 SERVICE BUILDING A
- S2 SERVICE BUILDING B+C

- POTENTIAL FUTURE R.O.W
- PROPERTY LINE
- 25' STREAM BUFFER
- 75' STREAM BUFFER



-392-



PARK CENTER – SITE PLAN

08.19.2015





NOTICE OF DECISION

To: Doug Hooker, ARC
(via electronic mail) Sonny Deriso, GRTA
Bob Voyles, GRTA

Dick Anderson, GRTA
Al Nash, GRTA

To: Mayor Michael Davis, City of Dunwoody
(via electronic mail and certified mail) James George, KDC Real Estate Development & Investments

From: Chris Tomlinson, GRTA Executive Director

Copy: Kirk Fjelstul, GRTA
(via electronic mail) Laura Beall, GRTA
Jon West, DCA
Jon Tuley, ARC
Patrick Allen, GDOT Dist 7
Greg Floyd, MARTA

Steve Foote, City of Dunwoody
Michael Smith, City of Dunwoody
David Kirk, Troutman Sanders
John Walker, Kimley-Horn & Associates
Kristen Wescott, City of Sandy Springs

Date: June 30, 2015

Re: DRI 2501 Park Center

Summary: This Notice of Decision for DRI 2501 Park Center replaces the previous one issued for DRI 1520 245 Perimeter Center on August 30, 2007.

Notice of Decision for Request for Expedited Review of DRI 2501 Park Center

The purpose of this notice is to inform KDC Real Estate Development & Investments (the Applicant), City of Dunwoody (the local government), the GRTA Land Development Committee, the Georgia Department of Community Affairs (DCA), the Georgia Department of Transportation (GDOT), and the Atlanta Regional Commission (ARC) of GRTA's decision regarding DRI 2501 Park Center (the DRI Plan of Development). GRTA has completed an Expedited Review for the DRI Plan of Development pursuant to sections 3-101 and 3-102 of the *Procedures and Principles for GRTA Development of Regional Impact Review* and has determined that the DRI Plan of Development meets the GRTA review criteria set forth in Sections 3-101 and 3-102.F. The DRI Plan of Development as proposed is **approved subject to conditions**, as provided in Attachment A and subject to the limitations placed on allowable modifications to the DRI Plan of Development, as described in Attachment B.

This decision will become final and no further review will be required, unless: (1) a request for review by the Land Development Committee is submitted to the Acting Executive Director within five (5) business days of receipt of this notice pursuant to Section 2-502 of the *Procedures and Principles for GRTA Development of Regional Impact Review*, or (2) an appeal by the Applicant is submitted to the Acting Executive Director within five (5) business days of receipt of this notice pursuant to Section 2-501, or (3) an appeal by the local government is submitted to the Acting Executive Director within five (5) business days of receipt of this notice pursuant to Section 2-501. If GRTA staff receives a request for review or an appeal, you will receive another notice from GRTA, and the Land Development Committee will hear the appeal or request for Expedited Review at its August 12, 2015 regular meeting.

The notice of decision is based upon review of the applicant's DRI Review Package. The Review Package includes site plan and transportation analysis prepared by Kimley-Horn and Associates dated June 15, 2015 and received by GRTA on June 15, 2015. The review also includes confirmation from the City of Dunwoody and the Atlanta Regional Commission received by GRTA on June 11, 2015 that the Livable Centers Initiative (LCI) criterion has been met.

Approval of the above referenced DRI by expedited review shall not constitute GRTA approval of any subsequent material modifications to the proposed DRI by the local government such that the proposed DRI is no longer eligible for approval by expedited review.



Chris Tomlinson
Executive Director
Georgia Regional Transportation Authority

Attachment A – General Conditions

General Conditions of Approval to GRTA Notice of Decision:

Pedestrian and Transit Access

- Provide sidewalks along all property frontages, as shown on plan.
- Provide sidewalks along both sides of the internal roadway.
- Provide pedestrian accessibility to the site from adjacent public rights-of-way (Hammond Drive, Perimeter Center Parkway, and Future East-West Connector Road).
- Provide safe pedestrian crossings at intersections with Perimeter Center Parkway and with Hammond Drive.
- Relocate MARTA bus stop(s) on Hammond Drive as needed, in coordination with and approved by MARTA transit provider.

Road Connectivity

- Allow for the Future East-West Connector Road along the southern property line:
 - Connecting between Peachtree Dunwoody Road and Perimeter Center Parkway;
 - For vehicular, bicycle and pedestrian access; and
 - With an alignment and profile, as approved by both the City of Sandy Springs and City of Dunwoody.

Access Management

- Provide internal connectivity between all site access driveways except for service driveways.
- A maximum of one full movement site access point along Hammond Drive and one full movement site access point along Perimeter Center Parkway is allowed, excluding Future East-West Connector Road.

Roadway Improvement Conditions to GRTA Notice of Decision:

Hammond Drive at Perimeter Center Parkway

- Provide an additional westbound left turn lane along Hammond Drive.
- Provide an additional northbound left turn lane along Perimeter Center Parkway.

Hammond Drive and Site Driveway P1

- Provide a dedicated westbound left turn lane along Hammond Drive.

Perimeter Center Parkway at Site Driveway P4/Gold Kist Road

- Provide a dedicated northbound left turn lane along Perimeter Center Parkway.

Attachment B – Required Elements of the DRI Plan of Development

Conditions Related to Altering Site Plan after GRTA Notice of Decision:

The on-site development will be constructed materially (substantially) in accordance with the Site Plan. Changes to the Site Plan will not be considered material or substantial so long as the following conditions are included as part of any changes:

- All “Proposed Conditions of Approval to GRTA Notice of Decision” set forth in Attachment A are provided.

Map Publication Date:
August 24, 2015

— Street
 □ Parcel
 □ City Limit

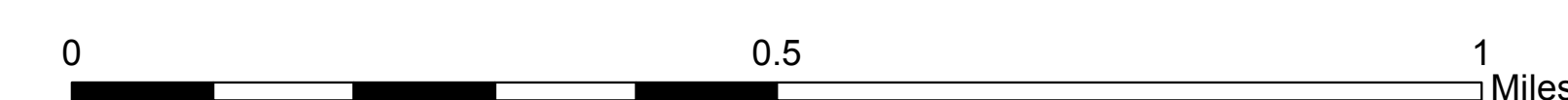
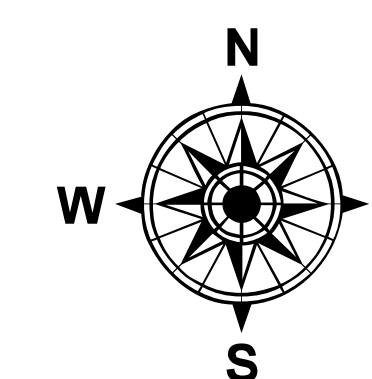
Legend for the land use/cover classification scheme:

- Local Commercial (C-1)
- Local Commercial (C-1c)
- General Commercial (C-2)
- Commercial-Residential Mixed-Use (CR-1)
- Industrial (M)
- Neighborhood Shopping (NS)
- Office-Distribution (O-D)
- Office-Institution (O-I)
- Office-Institution-Transitional (O-I-T)
- Office-Institution (O-Ic)
- Office-Commercial Residential (OCR)
- Office-Commercial Residential (OCRc)
- Planned Development (PD)
- Single-dwelling Residential (R-100)
- Single-dwelling Residential (R-150)
- Single-dwelling Residential (R-50)
- Single-dwelling Residential (R-60)
- Single-dwelling Residential (R-75)
- Single-dwelling Residential (R-85)
- Single-dwelling Residential (R-A5)
- Single-dwelling Residential (R-A8)
- Residential Community Development (R-CD)
- Single-family Cluster Residential (R-CH)
- RA
- Multi-dwelling Residential (RM-100)
- Multi-dwelling Residential (RM-150)
- Multi-dwelling Residential (RM-75)
- Multi-dwelling Residential (RM-85)
- Multi-dwelling Residential (RM-HD)

Sharon Lowery,
City Clerk

A key map of Dunwoody, Georgia, showing its location relative to surrounding areas. Dunwoody is highlighted in green. Major roads shown include I-285, I-75, and various local roads like Sandy Springs Road, Peachtree Corners Road, and Dunwoody Road. Surrounding areas include Sandy Springs, Peachtree Corners, Marietta, and Roswell.

#16.



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5. County, municipal, land lot and easement boundaries are approximate. It is the responsibility of the map user to verify boundaries with the appropriate governmental office

1. This map was compiled from records that have been filed with DeKalb County and/or the City by various parties. Neither the City nor its GIS/Mapping consultants prepared said records or make any representations or assume any responsibilities for the accuracy of the information contained in this map.

2. The compilation methods employed during the production of this map include, but are not limited to, the following cadastral mapping processes: plat and/or deed research, coordinate geometry, traditional and GPS field surveys and orthophoto rectification.

This map does not serve as the official record of zoning.

City of Dunwoody Zoning Files take precedence over any errors or omissions that are observed on this map.

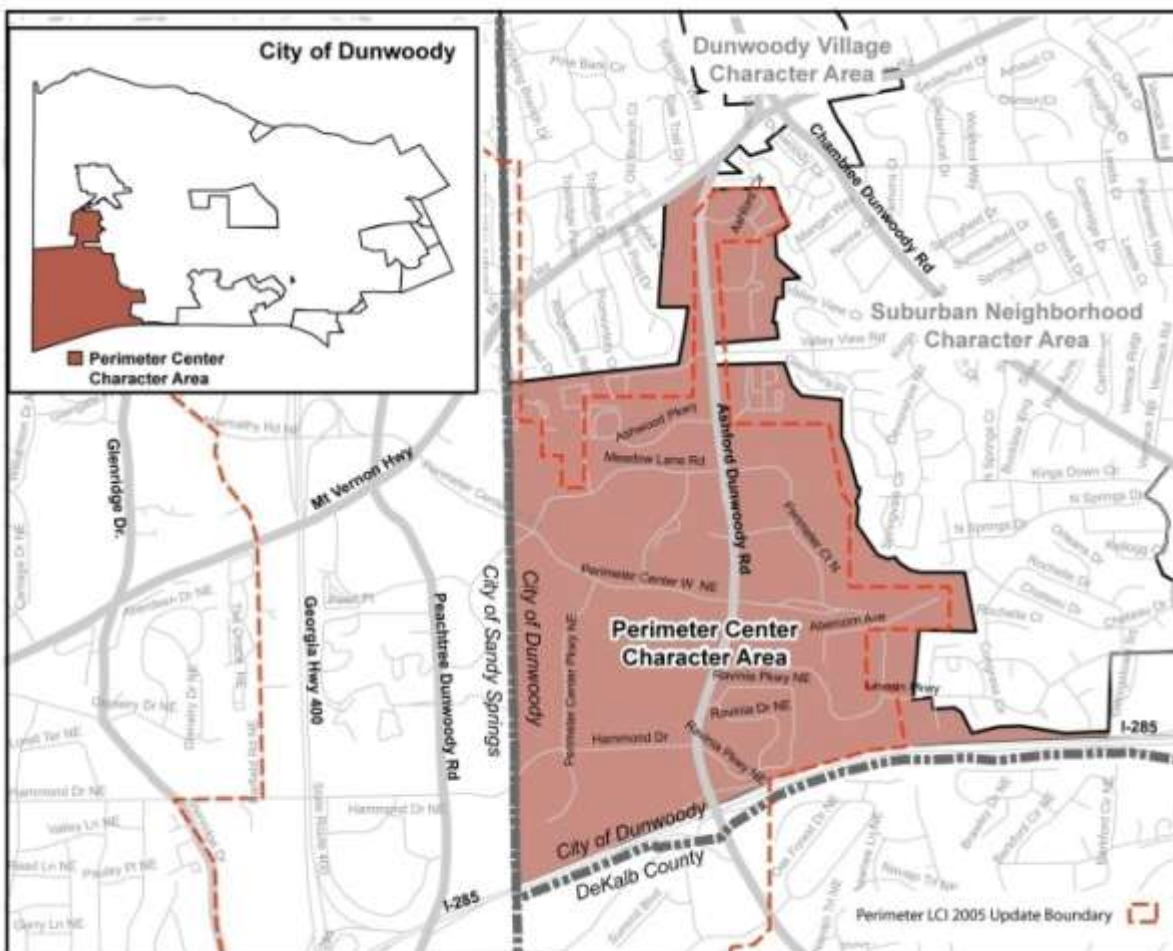
City of Dunwoody, DeKalb County

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Perimeter Center



Vision/Intent

To create a "livable" regional center with first-class office, retail and high-end restaurants in a pedestrian and bicycle-oriented environment that serves as a regional example of high quality design standards. The City of Dunwoody works in partnership with the Perimeter Community Improvement Districts (PCIDs) to implement and compliment the framework plan and projects identified in the Perimeter Center Livable Centers Initiative study (LCI) and its current and future updates.

By 2030, the area successfully adds public gathering space and pocket parks, continues to create transportation alternatives, mitigates congestion, and reduces remaining excessive surface parking. The area creates the conditions of possible true "live-work" environment. All future development continues to emphasize high quality design standards and building



materials and incorporates the current national best practices on energy efficiency, where possible.

The City of Dunwoody recognizes the value of creating mixed-use, transit-oriented development within walking distance of public transit stations. However, the City has concerns about the impact of such development on the City's infrastructure and schools. To ensure proper controls on residential growth in the PCID, the City recommends zoning changes to require Special Land Use Permits (SLUP) for future high-density housing projects.

Future Development

The boundary of the Character Area designation extends slightly beyond the boundary of the PCIDs/LCI study area to include either existing commercial or to provide a transition where the Character Area abuts adjacent Suburban Character. The locator map also shows where the PCIDs/LCI boundary extends both west into Sandy Springs and into unincorporated DeKalb County, south of I-285.

The first section identifies the City's intent for the area outside the PCIDs; the subsequent section incorporates components which lie within the City of Dunwoody boundaries.

Outside the Perimeter CIDs/LCI:

Development within the Perimeter Center Character Area that abuts the Suburban Character area should demonstrate conformance with the principles of a transitional area. Unless accompanied by an exceptional buffering and usable open space provisions, density should be no greater than 4-8 units to the acre and commercial should be very low intensity (under 20,000 square feet).



1999 parking lot conditions in the Perimeter Center area



2009 conditions above (outparcel development); the City envisions continuing the trend of converting existing surface parking to better uses, ideally including pocket park and green space

Within the Perimeter CIDs/LCI study area: In 2000, the Perimeter CIDs engaged in a Livable Cities Initiative study to craft a vision and strategy for the Fulton and DeKalb Perimeter Community Improvement Districts. This process resulted in a future land use plan that divided the CIDs into defined, development sub-areas -- **Transitional, High-Density, and Transit Village** -- indicated below. Where located within the Dunwoody City limits, new development should conform to the intent of these areas, as described below. In 2005, the Perimeter CIDs went through a process to update a LCI and document potential growth strategies for each area. The City will partner with the PCIDs for a future update and amend this Comprehensive Plan, if appropriate.

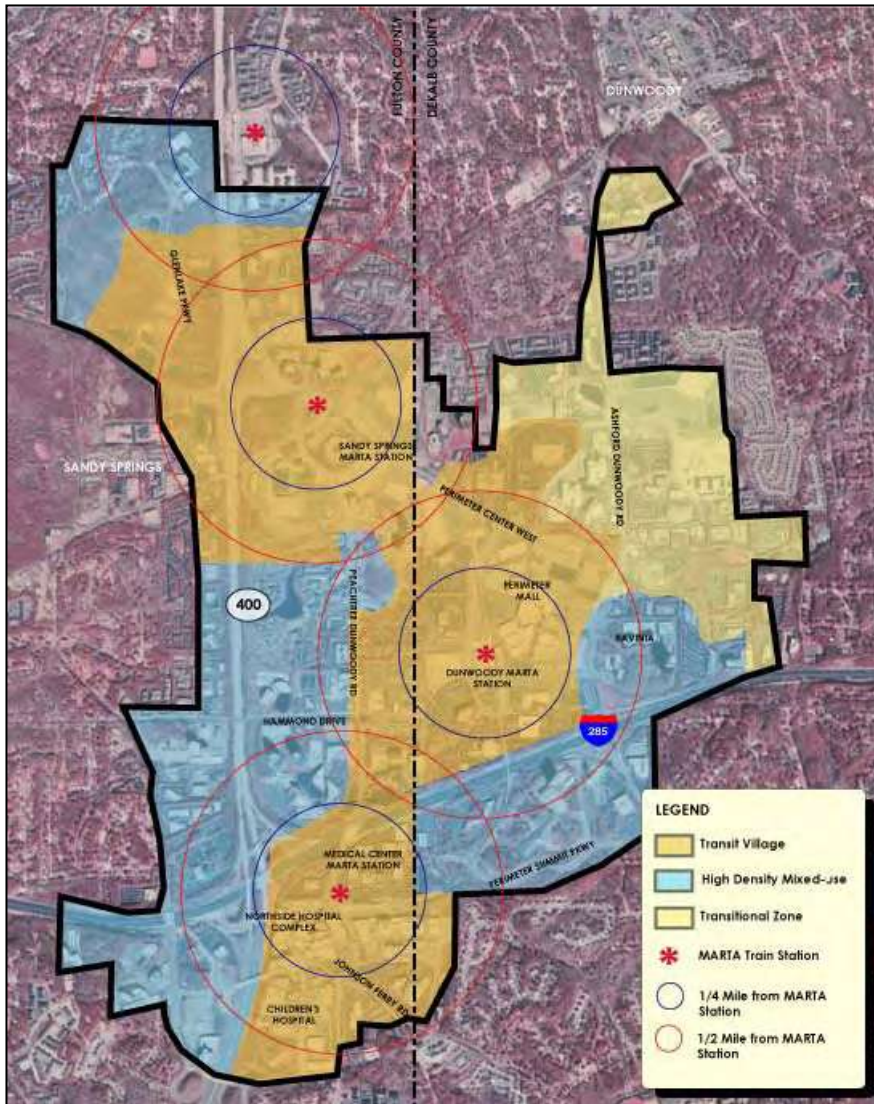


FIGURE 4: Perimeter Center LCI Framework Plan: development types

A Community Improvement District (CID)

is an authorized self-taxing district dedicated to infrastructure improvements within its boundaries. The PCIDs are governed by two boards – one each for Fulton and DeKalb. The PCIDs spent or leveraged public funds to invest \$55 million in Dunwoody alone; over \$7 million from ARC's LCI program was directed to the PCIDs. This makes it one of the most, if not the most, successful CIDs in the region. The PCIDs' mission focuses exclusively on transportation improvements:

To work continuously to develop efficient transportation services, with an emphasis on access, mobility, diversification and modernization.

Zoned when the area was under unincorporated DeKalb County jurisdiction, several of the parcels located within the City's character area remain undeveloped. As actual market values adjust in the post-recession climate, the City anticipates opportunities to establish development



regulations to provide appropriate recreation and open space amenities for the public, especially where open space potential is identified within the Perimeter LCI “Transit Village” and “Transitional” section described further below.

Perimeter Center - Transit Village:

Transit Village Sub-Area:

Defined by a half-mile radius around the existing MARTA Stations, the Transit Village area will develop as an urban district promoting a mix of residential, commercial and institutional uses. This decision is based on the location of major transit infrastructure which provides opportunities for alternative transportation.

The desire is to generate a “Town Center” near Perimeter Mall to reinforce business development and a sense of identity for the area emerged. The plan argues the vision for the Perimeter Mall “Transit Village” can serve as the “prototype spearheading development at other MARTA Stations.”

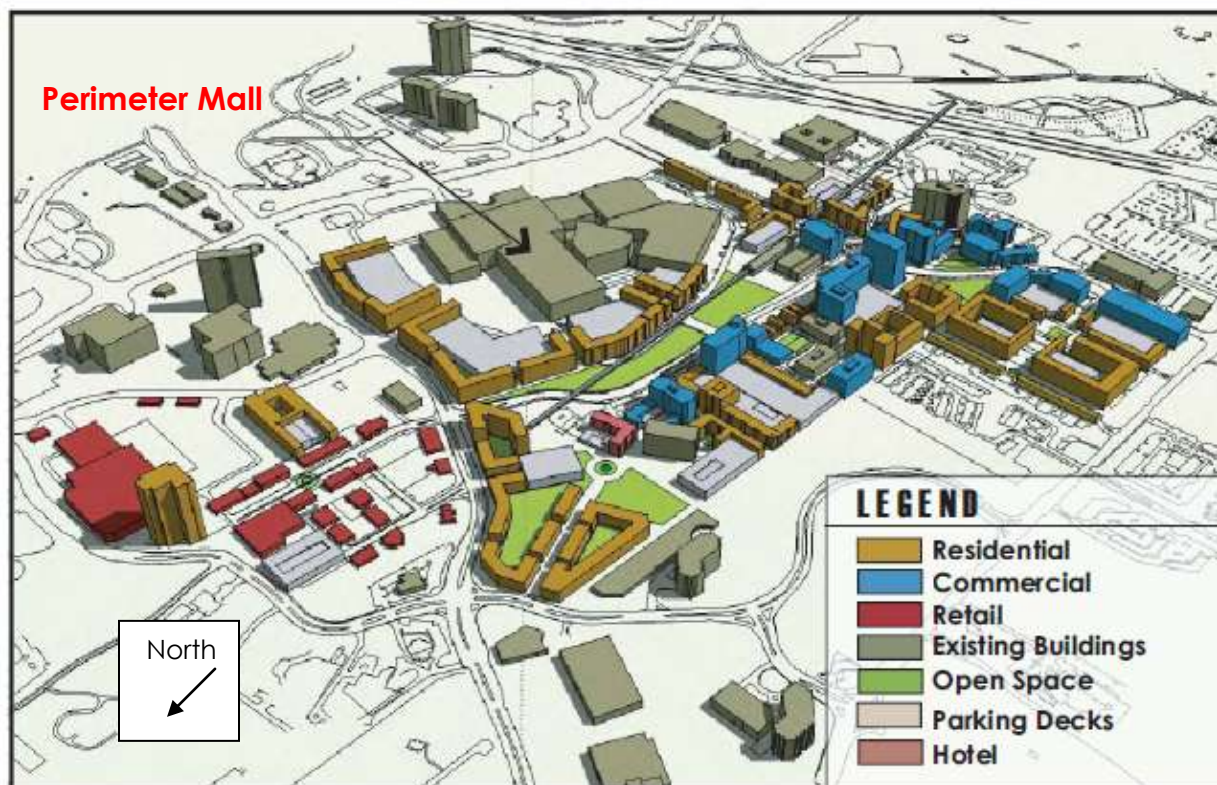


FIGURE 5: Plan-view Perimeter Center Parkway Build-Out with Linear Park and Green Space



FIGURE 6: Transit Village Vision: *Perimeter Focus: Envisioning a New Atlanta Center Update* (LCI 2005) [EDITOR'S NOTE: Cannot change the name of official documents.]

High-Density Mixed-Use sub-area:

This development sub-area currently has a concentration of commercial uses, mostly due to accessibility from I-285. The Ravinia complex on the north side of I-285 includes an upscale hotel (Crown Plaza) and two high-rise office towers. The parcels north of Ravinia are a part of the Perimeter Center East commercial properties, owned by Equity Office Properties. These buildings vary from low-density offices built in the 1970s (such as 77 Perimeter Center West) to high-rise buildings (including the former Philips regional headquarters) fronting I-285. The City envisions continuing commercial development along with encouraging compatible uses to balance office expansion.

Notable, the interchange at Ashford Dunwoody Road is one of the major transportation bottleneck locations in the Perimeter area. Current road patterns require all of the traffic on Ravinia Drive and Perimeter Center East to converge on to Ashford Dunwoody Road. Given the commercial nature of the developments on both these roads, morning and afternoon rush hour



times create huge congestion issues south of Perimeter Center West. Similar issues are created south of I-285 at Ashford Dunwoody Road, where vehicular traffic from offices at Perimeter Summit and Lake Hearn backs up during peak hours. The recent interchange improvements at Ashford Dunwoody Road are aimed at reducing congestion on Ashford Dunwoody Road, on both sides of I-285.

Additionally, the PCIDs completed the Perimeter Center Parkway Bridge (flyover) in 2007. This bridge provides much needed vehicular, pedestrian and bicycle accessibility connecting the Dunwoody MARTA Station to Perimeter Summit. The parkway improvements were achieved through a collaborative partnership between the Atlanta Regional Commission's Livable Centers Initiative, Georgia's Fast Forward bond program and DeKalb County.

The City also envisions realizing the goal of **expanding the open space** from the trails behind the Ravinia Towers to additional areas in the future. A public plaza would also be appropriate at Perimeter Summit, to serve the large number of residents and employees that will be using the complex. Public art such as sculptures or fountains could enhance these open spaces. This would anticipate a conversion of excess parking into usable pocket parks. A pocket park is defined as a small area – 2,500 sq. ft. to 1 acre – of open space for active or passive recreation within a development.

In 2009, the PCIDs broke ground on the nearly \$18 million half-diamond interchange at Hammond Drive and GA 400.

Construction will include building entrance and exit ramps from Hammond Drive to GA 400 and replace the four-lane Hammond overpass with a nine-lane, higher bridge to meet current and future traffic volumes. This will provide alternative access to the area. The project had been planned for more than 15 years.

Perimeter Center Transitional Sub-Area:

Geared specifically towards protecting the single-family communities that become vulnerable to density pressures given high land prices, this sub-area actively discourages incompatible infill and loss of neighborhood character. The City of Dunwoody intends to establish a "buffer zone" where transitional regulations can be put in place to offer contextual sensitivity. The plan envisions low and medium density office and some residential. The City of Dunwoody considers up to 8 units maximum to the acre "low density" and up to 12 units to the acre "medium density."

Two areas of potential open space, as indicated on the development opportunities map below, are identified. They include surface parking that could be converted into more appropriate uses, including usable open space amenities.



Perimeter Center Character Area Goals

- Land Use
 - New residential development will include amenities and provide public functional green space
 - New residential development will address school capacity issues and applicants will work with Board of Education and City for better resolution of school issues
 - Reduce surface parking and promote livable centers in the immediate areas surrounding MARTA station
 - Encourage hotel and convention development near MARTA in order to foster commerce along the mass transportation route
 - Achieve a lifelong-community for residents who can age in place with safe access to medical, recreational and other necessary services
- Transportation and Circulation
 - Create bicycle, pedestrian and potential golf cart options to connect with the rest of the City of Dunwoody
 - Work with the Perimeter Transportation Management Association (TMA) to actively reduce automobile dependency and emerge as a leader in alternative transportation for the region
 - Promote/establish new connectivity
- Intergovernmental Coordination
 - Work to strengthen Board of Education relationship for creative solutions to school capacity
 - Work with the PCIDs' boards to implement vision
 - Coordinate with the City of Sandy Springs for LCI Updates and implementation
 - Coordinate with the Atlanta Regional Commission (ARC) for implementation of future LCI study updates
 - Coordinate with MARTA regarding Bus Rapid Transit (BRT) (or other regional service) and urban design surrounding all transit stations

Sec. 27-87. - PD, Planned Development district.

- (a) *Purpose and administration of district.* The PD, Planned Development district is intended to permit the planning and development of parcels of land that are suitable in location and character for the uses proposed as unified and integrated developments in accordance with detailed development plans. The PD district is intended to provide a means of accomplishing the following specific objectives:
- (1) To provide for development concepts not otherwise allowed within non-PD zoning districts;
 - (2) To provide flexibility, unity and diversity in land planning and development, resulting in convenient and harmonious groupings of uses, structures and common facilities;
 - (3) To accommodate varied type design and layout of housing and other buildings;
 - (4) To allow appropriate relationships of open spaces to intended uses and structures;
 - (5) To encourage innovations in residential, commercial, and industrial development and renewal so that the growing demands of the population may be met by greater variety in type, design, and layout of buildings and by the conservation and more efficient use of open space ancillary to those buildings;
 - (6) To encourage a more efficient use of land and of public services, or private services in lieu thereof, and to reflect changes in the technology of land development so that resulting economies may benefit those who need homes;
 - (7) To lessen the burden of traffic on streets and highways; and
 - (8) To provide a procedure that can relate the type, design, and layout of residential, commercial, and industrial development to the particular site, thereby encouraging preservation of the site's natural characteristics.
- (b) *Establishing a planned development.*
- (1) No PD district may be established without the concurrent approval of an overall development plan (ODP) by the mayor and city council, in accordance with subsection (c).
 - (2) PD districts must have a minimum contiguous area of ten acres if located within the boundaries of an adopted master plan. PD districts outside the boundaries of an adopted master plan must have a minimum contiguous area of 15 acres.
 - (3) The boundaries of each PD, upon approval, must be shown on the zoning map, must be in conformance with the adopted comprehensive plan, any adopted master plan, and the approved overall development plan.
 - (4) Once adopted, an ODP may be modified in the following ways:
 - a. The community development director has sole authority to approve minor changes to conditions attached to an approved PD zoning designation. Minor changes are those that implement only slight alterations to the approved conditions, made necessary by actual field conditions at the time of development, that do not alter the impact of the development on nearby properties nor the intent or integrity of the conditions as originally imposed. Any request for minor change of conditions must be made in written form to the community development director. If an approved site plan exists, the request for minor change must be accompanied by four copies of the revised site plan.
 - b. Any major change to conditions attached to an approved PD zoning designation requires approval of a zoning map amendment in accordance with the procedures of article V, division 2. Without limiting the meaning of the phrase, the following are deemed to constitute major changes for purposes of interpreting this section:
 1. The movement of any building or structure adjacent to an exterior boundary line, closer to the boundary line of the property;

2. Any increase in the number of dwelling units or any increase in the total amount of floor space of any nonresidential building;
3. Any decrease in the minimum size of residential units imposed in the original conditional zoning amendment;
4. Any change in any buffer requirement imposed in the original conditional zoning amendment;
5. Any increase in the height of any building or structure; or
6. Any change in the proportion of floor space devoted to different authorized uses.

(c) *Application of regulations.*

- (1) *Overall development plan.* Development of the PD is governed by overall development plan that designates the land uses of the PD. The ODP must be accompanied by development standards text, which may be approved as a condition of zoning, providing development standards and uses for the project that can vary, augment or limit the requirements of this zoning ordinance and the development regulations. The ODP must be submitted as a part of the PD rezoning application.
- (2) At a minimum the ODP must include:
 - a. Sketch plan;
 - b. Type and location of all intended uses;
 - c. Expected gross land areas of all intended uses including open space;
 - d. Gross floor area or residential unit size and number for all buildings or structures, including a statement pertaining to the appropriateness of the density and intensity of the suggested uses relative to policies and standards contained within the comprehensive plan;
 - e. Architectural elevations of all proposed building sides, a description of the types of exterior treatments of buildings, a site plan to scale, density calculations;
 - f. Circulation plan;
 - g. Street documentation;
 - h. Parking analysis;
 - i. A tree plan showing the existing trees on site that are six inches in diameter at breast height or greater for hardwoods and 16 inches in diameter at breast height for other trees;
 - j. Existing site survey and a grading plan; and
 - k. Any other information deemed necessary by staff for planning review.
- (3) To the extent that the approved ODP and development standards for a PD contradict the development regulations and this zoning ordinance, the approved ODP for the PD district governs.
- (4) No changes in land use or density may be allowed in any approved and incorporated overall development plan or development standards text, except as subsequently approved pursuant to a rezoning of the property.
- (5) Due to the mixed-use nature of PD proposals, architectural compatibility must be determined based upon the context and guidance of the comprehensive plan and specific sub-area plan area in which the PD is located. As a part of the architectural design, a "four-sided" design philosophy must be used, materials used shall be enduring in their composition and include as the primary material, brick, stone or equivalent durable materials.
- (6) Land uses within a PD district may be multiple in nature. The location and relationship of these uses must be as established in and conform to the policies and standards contained within the

comprehensive plan and other appropriate adopted and approved plans and established as part of the ODP.

(Ord. No. 2013-10-15, § 1(Exh. A § 27-6.20), 10-14-2013)

**CITY OF DUNWOODY
JUNE 9, 2015
PLANNING COMMISSION MINUTES**

The Planning Commission of the City of Dunwoody held a Meeting on June 9, 2015 at 7:00 PM. The meeting was held in the City of Dunwoody City Hall, 41 Perimeter Center East, Dunwoody, Georgia 30346. Present for the meeting were the following:

Voting Members: Bob Dallas, Chair
 Bill Grossman, Vice-Chair
 Rick Callihan, Commission Member
 Renate Herod, Commission Member
 Paul Player, Commission Member
 Heyward Wescott, Commission Member

Also Present: Steve Foote, Community Development Director
 Rebecca Keefer, City Planner
 Andrew Russell, Planning Coordinator

A. CALL TO ORDER

B. ROLL CALL

Kirk Anders was absent.

C. MINUTES

1. Approval of Meeting Minutes from May 12, 2015 Planning Commission Meeting.

Paul Player motioned to approve. Heyward Wescott seconded.

The motion was voted and passed (5 – 0 - 1). (Renate Herod abstained).

D. ORGANIZATIONAL AND PROCEDURAL ITEMS

Heyward Wescott requested that staff provide the Commission with hard copies of packets until the technical issues are worked out with the iPads.

E. UNFINISHED BUSINESS

F. NEW BUSINESS

1. Discussion of Comprehensive Plan Five Year Update.

Jim Summerbell provided an update on the progress of the Comprehensive Plan Five Year Update, and outlined the process and schedule.

2. CP 15-071: Pursuant to the City of Dunwoody Zoning Ordinance, applicant, Acadia Homes & Neighborhoods c/o Smith, Gambrell & Russell, LLP on behalf of CR V Perimeter LLC, seeks an amendment to the City of Dunwoody Land Use Plan to modify density allowances by revising figure four of the Perimeter Center LCI

Framework Plan and/or the provisions of the Perimeter Center Transitional Sub-area, to allow for construction of an 81-unit, fee simple townhome development. The subject property is located at 54 Perimeter Center East, Dunwoody, GA 30346. The tax parcel is 18-347-01-008.

Rebecca Keefer presented on the item and recommended the Commission approve the applicant's request for deferral to the regularly scheduled July meeting.

Neville Allison, representative of the applicant Acadia Homes and Neighborhoods, presented and asked for a deferral to the July meeting. Neville responded to the Commission's questions regarding the Perimeter area market and submarket. Neville stated it is their hope to incorporate the Georgetown properties to the east into the project and dedicate some land to the City. Neville stated they would not have the 10 acres required to pursue a PD rezoning.

The Commission asked questions of the applicant regarding the applicant's vision for the project. The Commission recommended the applicant pursue easement access to Lincoln Parkway. The Commission stated that the gate at the access point is inconsistent with vehicular and pedestrian connectivity that the Comprehensive Plan calls for. The Commission asked questions regarding home options the applicant offers.

Robert Wittenstein, 1146 Bordeaux Court, representative of the Dunwoody Homeowner's Association spoke and recommended deferral so that the applicant can continue to get community input. Robert invited the applicant to attend the upcoming July DHA meeting.

Rick Callihan motioned to continue to the regularly scheduled July meeting. Renate Herod seconded.

The motion was voted and passed (6 - 0).

3. RZ 15-071: Pursuant to the City of Dunwoody Zoning Ordinance, applicant, Acadia Homes & Neighborhoods c/o Smith, Gambrell & Russell, LLP on behalf of CR V Perimeter LLC, seeks permission to rezone property currently zoned Office-Institution (O-I) District to Multi-dwelling Residential-85 (RM-85) to allow for construction of an 81-unit, fee simple townhome development. The subject property is located at 54 Perimeter Center East, Dunwoody, GA 30346. The tax parcel is 18-347-01-008.

Rebecca Keefer presented on behalf of staff and recommended the Commission approve the applicant's request for deferral.

Heyward Wescott motioned to continue to the regularly scheduled July meeting. Rick Callihan seconded.

The motion was voted and passed (6 - 0).

4. RZ 15-072: Pursuant to the City of Dunwoody Zoning Ordinance, applicant Atlanta Office Investment, LLC, c/o KDC AH Investments One, LP, seeks permission to rezone property currently zoned Office-Institution (O-I) District to Planned Development (PD) to allow for construction of a mixed-use commercial/retail/restaurant PD development. The subject property is located at 245

Perimeter Center Parkway, Dunwoody, GA 30346. The tax parcel is 18-329-04-003.

Rebecca Keefer presented on behalf of staff and recommended approval.

David Kirk, representative of the applicant, presented. David introduced KDC representatives, and the architecture, engineering and legal team. David provided a handout that included renderings, site plan and pedestrian and vehicular circulation plans, and a revised ODP dated June 9, 2015. David explained the project and the role of the state and Federal agencies that are involved in approval of the proposed future east-west connector that will be a part of the site. David addressed the Commission's questions over bus service to the property, and over parking. David stated some of the State Farm office uses will include 24 hour operations, but generally most of the operations will be during typical working hours. David stated the applicant anticipates somewhere in the range of 5,000 to 8,000 employees.

The Commission asked questions of staff and the applicant.

The architect for the project stated all signage will be in compliance with the City of Dunwoody Sign Ordinance.

Alex Chambers, on behalf of KDC and the applicant, stated that the project will be completed sometime in the next five years.

Heyward Wescott motioned to approve based on staff's recommendation and the June 9th, 2015 ODP. Renate Herod seconded.

The motion was voted and passed (6 - 0).

G. OTHER BUSINESS

H. PUBLIC COMMENT

I. COMMISSION COMMENT

Heyward Wescott thanked Council Member Terry Nall and Council Member Denny Shortal for their attendance.

J. ADJOURN

Approved by:

Chair

Attest:

Secretary

**CITY OF DUNWOODY
MAY 27, 2015
COMMUNITY COUNCIL MINUTES**

The Community Council of the City of Dunwoody held a Meeting on May 27, 2015 at 6:00 PM. The meeting was held in the City of Dunwoody City Hall, 41 Perimeter Center East, Suite 103, Dunwoody, Georgia 30346. Present for the meeting were the following:

Voting Members: Norb Leahy, Chair
 Deborah Shendelman
 Richard Grove
 Brian Sims

Also Present: Rebecca Keefer, City Planner
 Andrew Russell, Planning Coordinator

A. CALL TO ORDER

B. ROLL CALL

All members were present.

C. MINUTES

Sims motioned to approve. Richard Grove seconded.

The motion was voted and passed (4 - 0)

1. Approval of Minutes from the April 9, 2015 Community Council Meeting.

D. ORGANIZATIONAL AND PROCEDURAL ITEMS

E. UNFINISHED BUSINESS

F. NEW BUSINESS

1. RZ 15-071: Pursuant to the City of Dunwoody Zoning Ordinance, applicant, Acadia Homes & Neighborhoods c/o Smith, Gambrell & Russell, LLP on behalf of CR V Perimeter LLC, seeks permission to rezone property currently zoned Office-Institution (O-I) District to Multi-dwelling Residential-85 (RM-85) to allow for construction of an 81-unit, fee simple townhome development. The subject property is located at 54 Perimeter Center East, Dunwoody, GA 30346. The tax parcel is 18-347-01-008.

Norb Leahy introduced the item.

**Rebecca Keefer presented on behalf of staff for both items F1 and F2.
Rebecca responded to the Council's questions regarding density.**

Den Webb, representative of the applicant, presented. Den responded to questions from the Council.

Deborah G. Shendelman asked questions of the applicant over density and

the proposed single access point.

The Council asked the applicant questions related to the development and the units. Richard Grove asked questions of the applicant over whether there would be elevators in any units.

Norb Leahy motioned to approve with the following conditions:

- 1. The acceleration of the second access point is encouraged.**
- 2. The issue of density be left to the Planning and Zoning Department.**

Brian Sims seconded.

The motion was voted and passed (4 - 0)

2. CP 15-071: Pursuant to the City of Dunwoody Zoning Ordinance, applicant, Acadia Homes & Neighborhoods c/o Smith, Gambrell & Russell, LLP on behalf of CR V Perimeter LLC, seeks an amendment to the City of Dunwoody Land Use Plan to modify density allowances by revising figure four of the Perimeter Center LCI Framework Plan and/or the provisions of the Perimeter Center Transitional Sub-area, to allow for construction of an 81-unit, fee simple townhome development. The subject property is located at 54 Perimeter Center East, Dunwoody, GA 30346. The tax parcel is 18-347-01-008.

The discussion and vote for item F2 was incorporated in item F1.

3. RZ 15-072: Pursuant to the City of Dunwoody Zoning Ordinance, applicant Atlanta Office Investment, LLC, c/o KDC AH Investments One, LP, seeks permission to rezone property currently zoned Office-Institution (O-I) District to Planned Development (PD) to allow for construction of a mixed-use commercial/retail/restaurant PD development. The subject property is located at 245 Perimeter Center Parkway, Dunwoody, GA 30346. The tax parcel is 18-329-04-003.

Norb Leahy introduced the item.

Rebecca Keefer presented on behalf of staff.

David Kirk, representative of the applicant, presented on behalf of the application. David presented on the development, interconnectivity, pedestrian pathways, open spaces and traffic reduction measures. David stated that the traffic study will be submitted to GRTA sometime around June 6. David stated that the applicant is in the process of refining their Overall Development Plan (ODP), which the submittal of is a requirement of a PD rezoning. David responded to questions from the Council and stated that provisions for electric cars will be provided for to meet the demand for such.

Bill Halter, Cooper Cary, architect on the project stated that all facades along the street frontage will be consistent, including the exterior parking garage walls.

Deborah G. Shendelman asked questions of the applicant over provisions

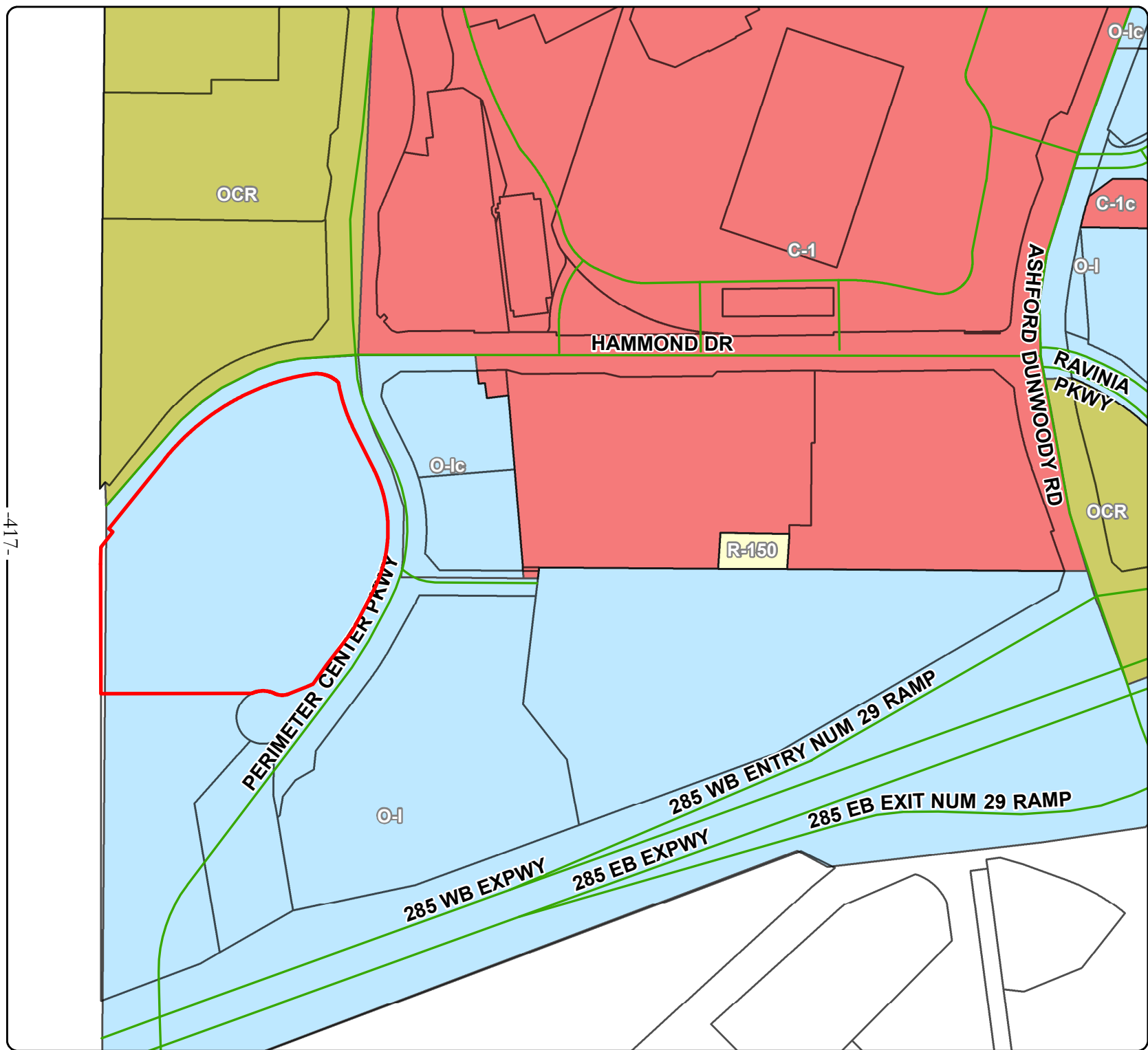
for electric cars.

Alex Chambers stated this will be a multi-functional hub for State Farm that will encompass nearly everything in their day-to-day operations.

Norb Leahy motioned to approve. Richard Grove seconded.

The motion was voted and passed (4 - 0)

- G. OTHER BUSINESS
- H. PUBLIC COMMENT
- I. COMMUNITY COUNCIL COMMENT
- J. ADJOURN



Dunwoody*
 *Smart people - Smart city
Community Development
 41 Perimeter Center East | Dunwoody, Georgia
 Suite 250 | 30346-1902
 678-382-6800 ~ www.dunwoodyga.gov

245 Perimeter Center Parkway
RZ 15-072
Zoning Map
 May 2015

Legend

Parcel
 Street Centerline

Zoning District

- Local Commercial
- General Commercial
- Commercial-Residential Mixed-Use
- Industrial
- Neighborhood Shopping
- Office-Distribution
- Office-Institution-Transitional
- Office-Institution
- Office-Commercial Residential
- Planned Development
- Detached Single-dwelling Residential
- Attached Single-dwelling Residential
- Residential Community Development
- Single-family Cluster Residential
- Multi-dwelling Residential

Scale:
 1 in = 375 ft



417-

245 Perimeter Center Parkway

**RZ 15-072
Aerial Map**

May 2015

Legend

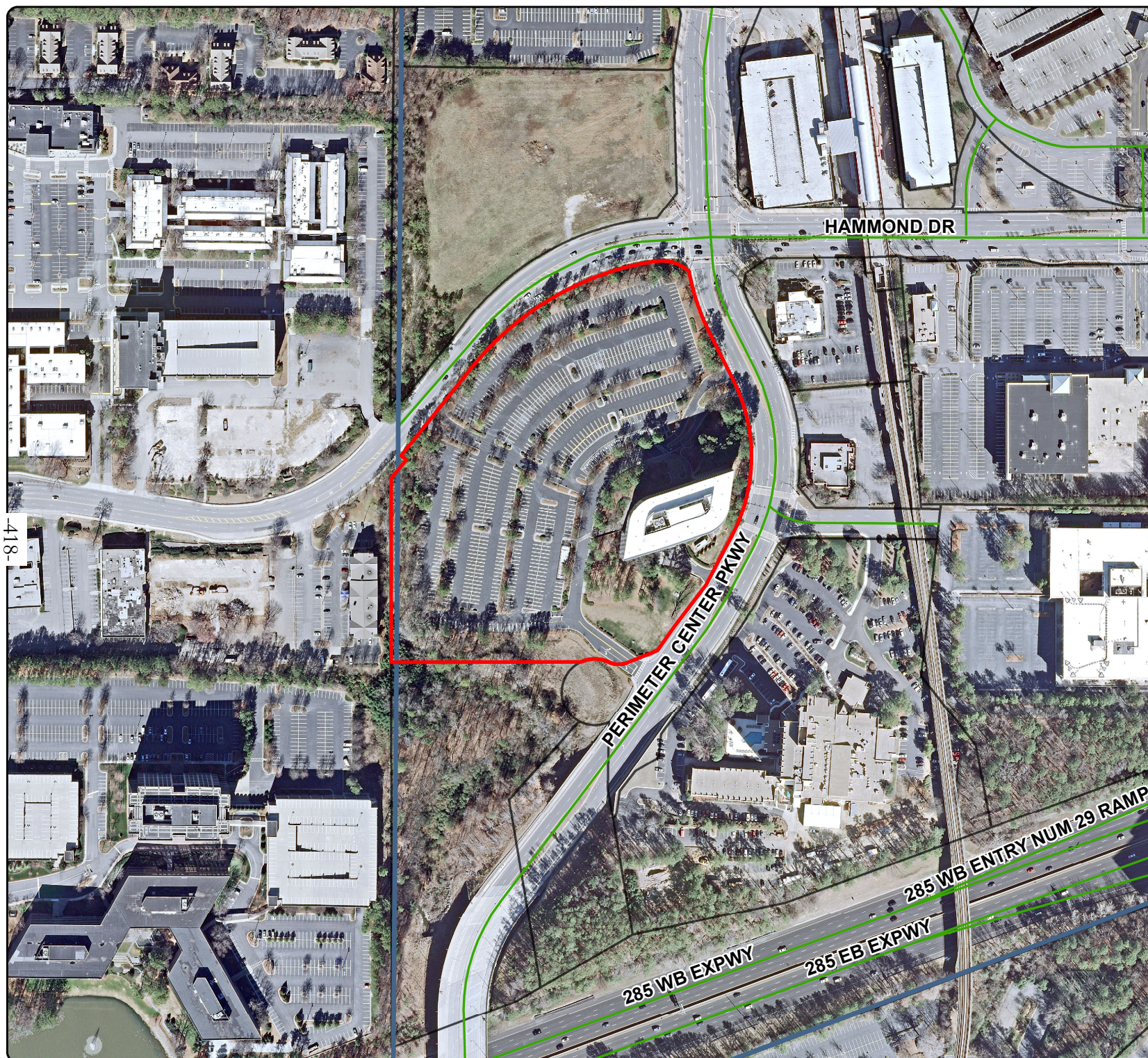
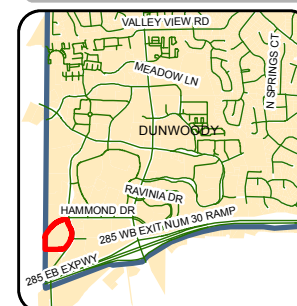
 Parcel

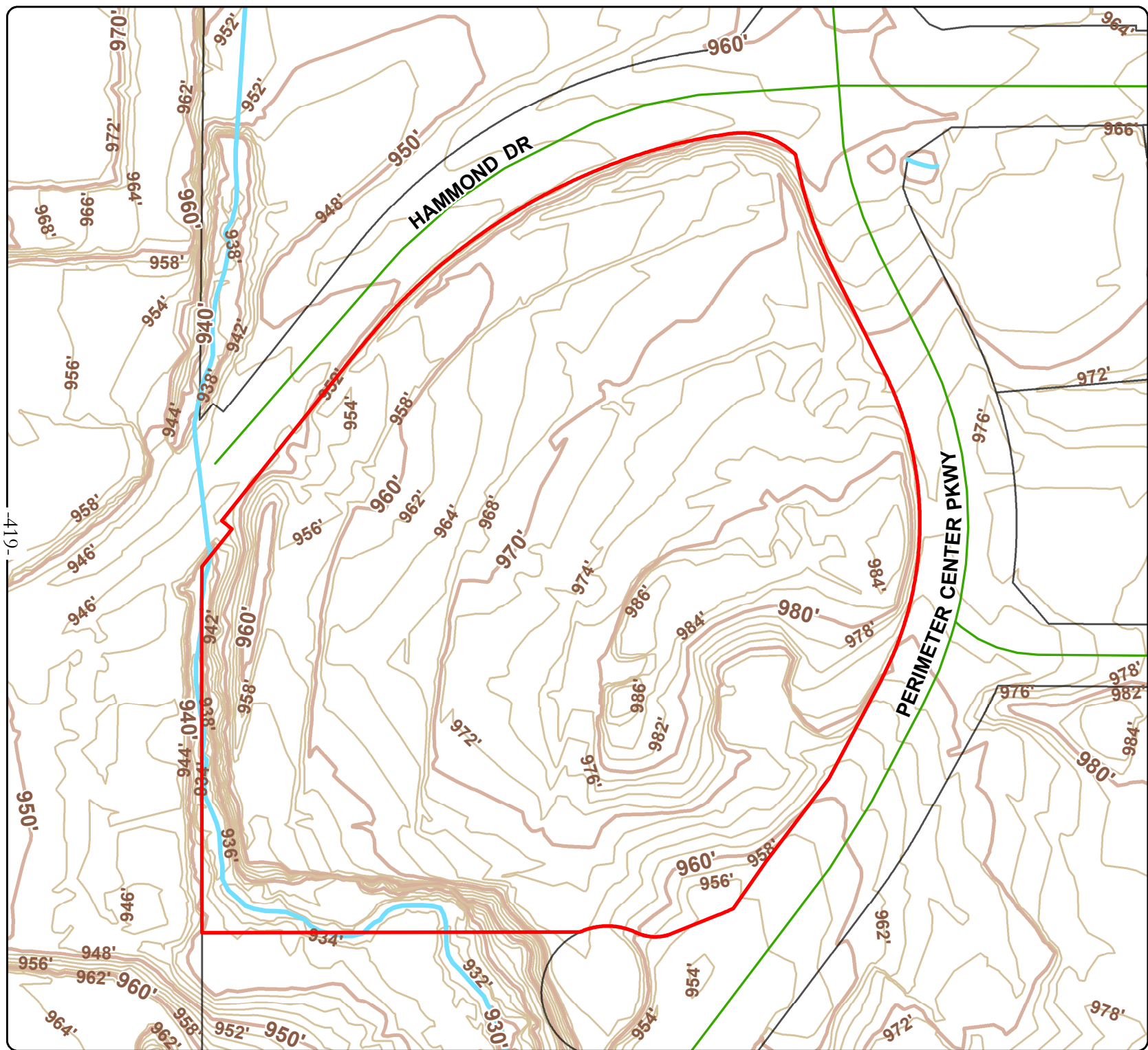
 Street Centerline



Scale:

1 in = 302 ft





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**245 Perimeter Center
Parkway**

**RZ 15-072
Topo Map**

May 2015

Legend

- Parcel
- Street Centerline
- Stream
- Topography**
 - 10'
 - 2'

Scale:
1 in = 150 ft
















Disclaimer: All data is provided as is, with all faults, without warranty of any kind, either expressed or implied. This map is the property of the City of Dunwoody, Georgia and its assigns. All rights reserved.

245 Perimeter Center Parkway

**RZ 15-072
Future Land Use Map**

May 2015

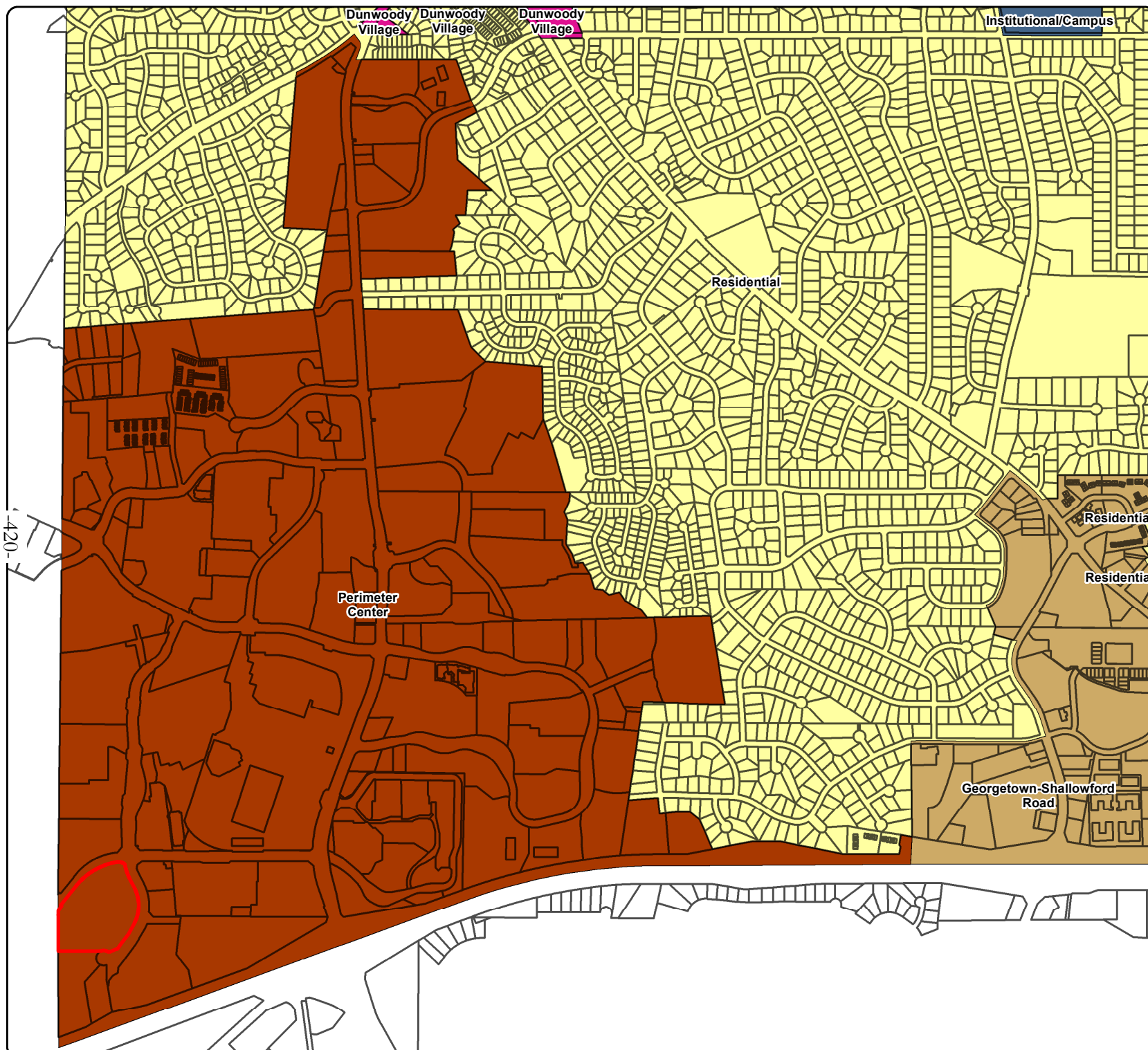
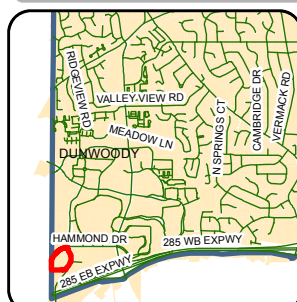
Legend

-  Parcel
-  Street Centerline
- Character Area**
-  Perimeter Center
-  Community Facility/Water Treatment
-  Dunwoody Village
-  Georgetown-Shallowford Road
-  Institutional/Campus
-  Office
-  Jett Ferry Gateway
-  Tilly Mill Gateway
-  Winters Chapel Redevelopment Area
-  Multi-Family/Mixed-Use
-  Residential



Scale:

1 in = 1,350 ft



DAVID C. KIRK, FAICP
404.885.3415 telephone
404.962.6794 facsimile
david.kirk@troutmansanders.com

TROUTMAN SANDERS

TROUTMAN SANDERS LLP
Attorneys at Law
Bank of America Plaza
600 Peachtree Street NE, Suite 5200
Atlanta, Georgia 30308-2216
404.885.3000 telephone
troutmansanders.com

April 21, 2015

RECEIVED
4-21-15
AR

VIA HAND DELIVERY

Ms. Rebecca Keefer, AICP, City Planner
Department of Community Development
City of Dunwoody
41 Perimeter Center East, Suite 250
Dunwoody, Georgia 30346

Re: Rezoning Application for 245 Perimeter Center Parkway

Dear Ms. Keefer:

On behalf of the property owner Atlanta Office Investment, L.L.C., a Delaware limited liability company (the "Applicant"), I am pleased to provide for review by the City of Dunwoody an application to rezone the above-referenced property (the "Subject Property") from its current O-I (Office-Institutional) zoning classification to the PD (Planned Development) zoning classification, pursuant to Section 27-87 of the City of Dunwoody Zoning Ordinance (the "Zoning Ordinance"). This rezoning will provide for the redevelopment of the Subject Property, which currently contains a single multi-story office building and extensive parking field with limited pedestrian amenities, to a vibrant mixed-use corporate campus providing enhanced access to MARTA's Dunwoody rail station; an attractive, inviting, and functional pedestrian environment; a mix of Class A office, retail, and restaurant uses; and associated green space and structured parking. The proposed redevelopment will further accommodate State Farm's Atlanta hub project intended to serve thousands of State Farm employees working collectively across several functions to serve State Farm's customers.

Included with this letter is a completed Rezoning Application bearing all necessary notarized signatures of the Owner and Applicants and the following materials required by the City of Dunwoody.

- A Draft Overall Development Plan ("ODP") for the proposed redevelopment identifying the land uses within the proposed PD, providing a conceptual site plan (incorporating a preliminary conceptual landscape plan), containing all information required by Section 27-87(c)(2) of the Zoning Ordinance, and providing the required development standards text (Exhibit "A");

Ms. Rebecca Keefer, AICP

April 21, 2015

Page 2

- A Neighbor Communications Summary Report (Exhibit "B");
- A Completed Environmental Site Analysis Form (Exhibit "C");
- A Pedestrian Circulation Plan (Exhibit "D");
- A Conceptual Project Rendering and Section Drawing (Exhibit "E"); and
- A check payable to the City of Dunwoody for the rezoning fee of \$2,700.00.

Please note the Applicant is aware the project qualifies for review as a Development of Regional Impact ("DRI"). As such, a detailed Traffic Impact Study will be prepared and submitted to the City and other appropriate agencies as part of the DRI process. Additionally, the results of the DRI Review will be provided to the City when such review is complete. Finally, changes are likely to be made to the conceptual site plan and the ODP for the proposed redevelopment, both through interaction with staff, City officials, and the community, as well as from ongoing coordination with federal and state agencies having review authority over various aspects of the redevelopment project.

Description of the Proposed Project

The proposed project consists of the redevelopment of a 13.042 acre tract that currently contains a multi-story office tower and associated surface parking into a unified and vibrant mixed-use development including between 1.5 million and 1.8 million square feet of Class A office space in three buildings; between 70,000 and 90,000 square feet of retail and restaurant space; with associated structured parking, streetscape, landscape, green space, and pedestrian improvements (the "Project"). The Subject Property currently is zoned O-I (Office-Institutional), which places strict requirements on site design and development. In order to redevelop the Subject Property in the proposed unified manner and provide the flexibility for the Project to reflect the emerging vision of the Perimeter Center area as a pedestrian-friendly environment with connectivity to the nearby Dunwoody MARTA station and other destinations in the area, the Applicant is respectfully requesting the Subject Property be rezoned to the PD (Planned Development) Zoning classification. The Project will provide additional space to accommodate the consolidation of State Farm's Atlanta hub in the City of Dunwoody.

Zoning Map Amendment Review and Approval Criteria

As set forth in Section 27-335(b) of the Zoning Ordinance, proposed Zoning Map Amendments are evaluated in light of the following review and approval criteria.

- a. Whether the zoning proposal is in conformity with the policy and intent of the comprehensive plan.**

Ms. Rebecca Keefer, AICP
April 21, 2015
Page 3

The proposed Project conforms to the policy and intent of Dunwoody's Comprehensive Plan (the "Plan") and, in particular, the portions of the Plan addressing the Perimeter Center Character Area and the "transit village" subarea within one-half mile of the Dunwoody MARTA Station. The proposed Project supports the vision of the Plan to create a mixed-use, transit-oriented development containing first-class office, retail and restaurants in an attractive, inviting pedestrian-friendly environment with easy access to MARTA's Dunwoody rail station and other transportation modes. The current extensive field of surface parking on the Subject Property will be eliminated as part of the redevelopment, thus satisfying another stated goal of the Plan.

The design of the proposed Project will foster pedestrian movements both internally and through the Subject Property to nearby transit, retail, and housing opportunities, while providing easily accessible and safe off-street parking for automobile commuters and visitors. As outlined more fully in the ODP, the proposed Project also will support the Plan's call for high-quality design and materials. The Plan's vision for the addition of public gathering spaces and pocket parks will be satisfied through the creation of a mix of landscaped and hardscaped plazas, parkways, and outdoor dining areas within the Project that will provide pedestrian linkages to existing and proposed civic and green space in the surrounding area.

In addition to its conformity with the Plan's policy and intent, the proposed Project also satisfies a number of the goals and objectives of the Perimeter Center Livable Centers Initiative Study (the "LCI Study") and updates performed by the City in cooperation with the Perimeter Community Improvement District ("PCID"). The proposed Project will provide internal pedestrian connectivity between the office, retail and restaurant components of the development. In addition, pedestrian improvements will enhance pedestrian and green space connectivity external to the Project to other nearby developments, the MARTA system, and the emerging network of parks in the area, including the potential civic space located north of the Dunwoody MARTA station. The replacement of the extensive surface parking lot on the Subject Property with a vibrant, integrated, mixed-use development will stand as a model for retrofitting sites developed using outdated suburban models that favored single-occupant vehicle traffic and ignored the potential benefits of a vibrant pedestrian environment. The proposed Project will provide a sense of place for both workers and visitors to the development through plazas, walkways, green space, and an active pedestrian environment, including sidewalk dining areas and other amenities. Overall, the proposed Project intends to transform the Subject Property from an under-utilized suburban office model to a vibrant urban environment that takes advantage of and enhances both internal and external connections to transit, housing, and other nearby developments in the area.

b. Whether the zoning proposal will permit a use that is suitable in view of the use and development of adjacent and nearby properties.

The zoning proposal will allow for uses that are not only suitable in light of the use and development of adjacent and nearby properties but compatible with and supportive of the use

Ms. Rebecca Keefer, AICP

April 21, 2015

Page 4

and development of such properties. The proposed use of the Subject Property as a high-quality mixed-use development will provide job opportunities for those living in nearby residential developments as well as for commuters using the nearby MARTA rail station, shopping and dining opportunities for nearby residents and workers alike, and enhanced pedestrian connectivity within the Project itself and to nearby developments and transit.

c. Whether the property to be affected by the zoning proposal has a reasonable economic use as currently zoned.

While the Subject Property has some economic use as currently zoned in the O-I classification, such current zoning unnecessarily limits the Owner's and Applicant's ability to create the type of development proposed herein that will support and help achieve the community's goals and benefit the City as a whole, in addition to the Owner. Such public benefits will exceed the economic value of the Subject Property for development purposes.

d. Whether the zoning proposal will adversely affect the existing use or usability of adjacent or nearby property.

The zoning proposal will have no adverse affect on adjacent or nearby properties and, in fact, will enhance the use, usability, and value of such properties by allowing for the creation of a high-quality mixed-use development that will provide job opportunities, accessible retail and restaurant options, and enhanced pedestrian connections to the nearby MARTA rail station, points within the Project, and surrounding developments in the Perimeter Center Character Area and beyond.

e. Whether there are other existing or changing conditions affecting the use and development of the property that provide supporting grounds for either approval or disapproval of the zoning proposal.

As the Perimeter Center area has evolved into the premier business location in the Atlanta region, the density of development has increased and a more urban development form has emerged, both through the natural progression of development and through the guiding hand of a regulatory environment that encourages transit-oriented development and greater pedestrian connectivity. For this reason and others State Farm has chosen the Subject Property as the site of its Atlanta hub development and intends to bring thousands of jobs to the area, both through transfers of existing employees and new hires. This desire for a focused, integrated development in close proximity to the Dunwoody MARTA station provides supporting grounds for the approval of the zoning proposal.

In addition, the regulatory environment continues to evolve, with the City, PCID and stakeholders in the area working to develop new zoning regulations, including an overlay district in the Perimeter Center area, intended to focus the highest intensity of buildings, employment, and active street-level retail and pedestrian amenities in areas surrounding the

Ms. Rebecca Keefer, AICP
April 21, 2015
Page 5

Dunwoody MARTA Station. The proposed Project is consistent with these regulatory changes and supports the vision such regulations are intended to achieve.

f. Whether the zoning proposal will adversely affect historic buildings, sites, districts, or archeological resources.

There are no known historic buildings, sites, districts or archeological resources on or adjacent to the Subject Property. Accordingly, the zoning proposal will have no adverse effect on any such historic or archeological resources.

g. Whether the zoning proposal will result in a use that will or could cause an excessive or burdensome use of existing streets, transportation facilities, utilities, or schools.

The zoning proposal will not result in a use that overburdens surrounding streets, transportation facilities, utilities or schools. As part of the zoning review process, the impact of the proposed development on surrounding transportation facilities will be evaluated under the Development of Regional Impact Review process and various project improvements needed to mitigate any impacts on the surrounding road network will be identified. Further, it is anticipated that a significant number of workers in and visitors to the proposed development will utilize the nearby MARTA rail system such that impacts of the project on the level of service on nearby roads and intersections will be lessened and available capacity on the MARTA rail system will be more fully utilized. Enhancements to the pedestrian network provided in connection with the Project will allow workers and visitors alike to walk to and from nearby residential and commercial developments. Utilities such as water, sewer, natural gas, electricity and telecommunications are readily available in the area and have sufficient capacity to serve the proposed development. Finally, while the proposed Project contains a mix of uses, such uses do not include residential and thus will place no burden on nearby schools.

As demonstrated above, the Applicant respectfully submits the proposed Zoning Map Amendment requested in connection with this Project fully meets the review and approval criteria established by the City.

Conclusion

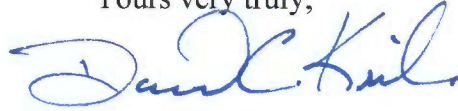
Accordingly, on behalf of the Applicant, I respectfully request the approval of the request to rezone the Property from its current O-I classification to the proposed PD classification. I appreciate your thoughtful consideration of this request, I would be happy to answer any questions you may have, and I look forward to working with you on this exciting and important redevelopment project.

#16.

**TROUTMAN
SANDERS**

Ms. Rebecca Keefer, AICP
April 21, 2015
Page 6

Yours very truly,

A handwritten signature in blue ink, appearing to read "David C. Kirk". The signature is fluid and cursive, with the first name "David" and last name "Kirk" clearly distinguishable.

David C. Kirk

/dck
Attachments (5)

AMENDMENT APPLICATION



41 Perimeter Center East | Dunwoody, GA 30346
Phone: (678) 382-6800 | Fax: (770) 396-4828

* Applicant Information:

Company Name:	ATLANTA OFFICE INVESTMENT, L.L.C., a Delaware limited liability company		
Contact Name:	c/o KDC AH Investments One LP, Attention: James F. George		
Address:	1040 Crown Pointe Parkway, Atlanta, Georgia 30338		
Phone:	(770) 810-2333	Fax:	(214) 360-5481
Email:	james.george@kdc.com		
Pre-application conference date (required):	April 1, 2015		

* Owner Information: ☒ Check here if same as applicant

Owner's Name:			
Owner's Address:			
Phone:		Fax:	
Email:			

* Property Information:

Property Address:	245 Perimeter Center Parkway	Parcel ID:	18-329-04-003
Current Zoning Classification:	O-I (Office - Institutional)		
Requested Zoning Classification:	PD (Planned Development)		

* Applicant Affidavit:

I hereby certify that to the best of my knowledge, this amendment application form is correct and complete. If additional materials are determined to be necessary, I understand that I am responsible for filing additional materials as specified by the City of Dunwoody Zoning Ordinance. I certify that I, the applicant (if different), am authorized to act on the owner's behalf, pursuant to this application and associated actions.

Applicant's Name:	ATLANTA OFFICE INVESTMENT, L.L.C., a Delaware limited liability company		
Applicant's Signature:	Please see attached notarized signature page	Date:	

* Notary:

Sworn to and subscribed before me this		Day of		, 20	
Notary Public:					
Signature:					
My Commission Expires:					

City Of Dunwoody, Georgia
Rezoning Application – 245 Perimeter Center Parkway
Applicant/Owner Affidavit Signature Page

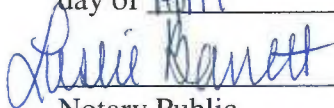
ATLANTA OFFICE INVESTMENT, L.L.C.,
a Delaware limited liability company

By: Transwestern Investment Management, L.L.C.,
a Delaware limited liability company,
as Managing Member

By:  (SEAL)

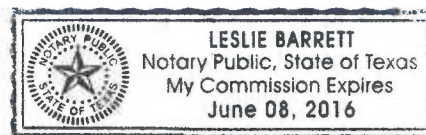
Name: Laurie Dotter
Title: President

Sworn to and subscribed before me this 20th
day of April, 2015.



Notary Public [SEAL]

My commission expires: 6/8/16



Additional Applicant Notarized Certification

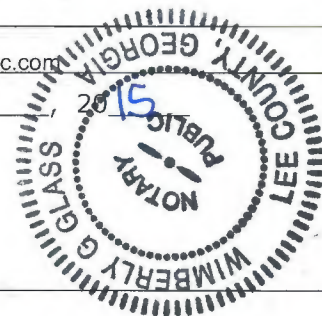


41 Perimeter Center East | Dunwoody, GA 30346
Phone: (678) 382-6800 | Fax: (770) 396-4828

I hereby certify that to the best of my knowledge, this application form is correct and complete. If additional materials are determined to be necessary, I understand that I am responsible for filing additional materials as specified by the City of Dunwoody Zoning Ordinance. I certify that I, the applicant (if different), am authorized to act on the owner's behalf, pursuant to this application and associated actions.

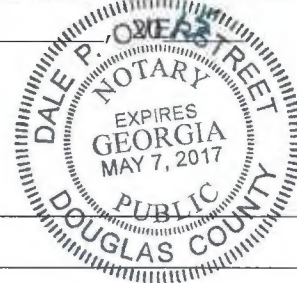
* Applicant:

Applicant Name: <u>James F. George</u>	
Signature: <u><i>James F. George</i></u>	Date: <u>4/15/15</u>
Address: <u>KDH AH Investments One, LP; 1040 Crown Pointe Parkway, Atlanta, Georgia 30338</u>	
Phone: <u>(770) 810-2333</u>	Fax: <u>(214) 360-5481</u> Email: <u>james.george@kdc.com</u>
Sworn to and subscribed before me this <u>15th</u> Day of <u>April</u>	
Notary Public: <u><i>Wimberly Grace</i></u>	



* Applicant:

Applicant Name: <u>David C. Kirk (Attorney for Applicant)</u>	
Signature: <u><i>David C. Kirk</i></u>	Date: <u>4/16/2015</u>
Address: <u>Troutman Sanders LLP, 5200 Bank of America Plaza, 600 Peachtree Street, NE, Atlanta, Georgia 30308</u>	
Phone: <u>(404) 885-3415</u>	Fax: <u>(404) 962-6794</u> Email: <u>david.kirk@troutmansanders.com</u>
Sworn to and subscribed before me this <u>16th</u> Day of <u>April</u>	
Notary Public: <u><i>Rab. A.</i></u>	



* Applicant:

Applicant Name: _____	
Signature: _____	Date: _____
Address: _____	
Phone: _____	Fax: _____ Email: _____
Sworn to and subscribed before me this _____ Day of _____, 20____	
Notary Public: _____	

Campaign Disclosure Statement



41 Perimeter Center East | Dunwoody, GA 30346
Phone: (678) 382-6800 | Fax: (770) 396-4828

Have you, within the two years immediately preceding the filing of this application, made campaign contributions aggregating \$250.00 or more to a member of the City of Dunwoody City Council or a member of the City of Dunwoody Planning Commission? ☐ YES ☒ NO

* **Applicant / Owner:** ATLANTA OFFICE INVESTMENT, L.L.C., a Delaware limited liability company

Signature:  Date: 4/20/15

Address: c/o KDC AH Investments One LP, Attention James F. George, 1040 Crown Pointe Parkway, Atlanta, Georgia 30338

If the answer above is yes, please complete the following section:

Date	Government Official	Official Position	Description	Amount

Campaign Disclosure Statement



41 Perimeter Center East | Dunwoody, GA 30346
Phone: (678) 382-6800 | Fax: (770) 396-4828

Have you, within the two years immediately preceding the filing of this application, made campaign contributions aggregating \$250.00 or more to a member of the City of Dunwoody City Council or a member of the City of Dunwoody Planning Commission? ☐ YES ☒ NO

* **Applicant / Owner:** James F. George

Signature: James F. George Date: 4/14/15
Address: KDC AH Investments One LP, 1040 Crown Pointe Parkway, Atlanta, Georgia 30338

If the answer above is yes, please complete the following section:

Date	Government Official	Official Position	Description	Amount

Campaign Disclosure Statement



41 Perimeter Center East | Dunwoody, GA 30346
Phone: (678) 382-6800 | Fax: (770) 396-4828

Have you, within the two years immediately preceding the filing of this application, made campaign contributions aggregating \$250.00 or more to a member of the City of Dunwoody City Council or a member of the City of Dunwoody Planning Commission? ☐ YES ☒ NO

* **Applicant / Owner:** David C. Kirk (Attorney for Applicant)

Signature: David C. Kirk (Attorney for Applicant) Date: 4/16/2015

Address: Troutman Sanders LLP, 5200 Bank of America Plaza, 600 Peachtree Street, NE, Atlanta, Georgia 30308

If the answer above is yes, please complete the following section:

Date	Government Official	Official Position	Description	Amount

RZ 15-072

PARK CENTER

Overall Development Plan

Revision Date: August 14, 2015

Overall Development Plan

Pursuant to Section 27-87(c) of the Dunwoody Zoning Ordinance (the " Ordinance"), the Applicant offers the following Overall Development Plan ("ODP") for the proposed revitalization of the Subject Property, revised based on review by and discussions with City of Dunwoody staff, elected and appointed officials, and citizens during the public review of this application. This ODP presented for consideration by the Mayor and Council includes the Development Standards Text required by Section 27-87 (c)(1) of the Ordinance as well as all minimum elements set forth in Section 27-87(c)(2) of the Ordinance and other information deemed necessary by staff for planning review.

Development Standards Text

1. The Subject Property shall be rezoned from the O-I (Office Institutional) zoning classification to the PD (Planned Development) zoning classification to allow for the development of up to 1.8 million square feet of office space in three multi-story buildings and up to 90,000 square feet of retail and restaurant space, together with other permitted uses, structured parking and service areas, streetscape, landscape, green space, and pedestrian improvements. The restaurant and retail uses need not be accessory to the office uses and shall not be required to have entrances from the interior lobby of the office buildings. Uses permitted by right shall include vertical mixed-use buildings (excluding residential), private clubs or lodges, cultural exhibits, day care, places of worship, essential utility facilities, restaurants, food trucks, other eating and drinking establishments, animal services, communication services (other than telecommunication towers), telecommunication antennas mounted to buildings, construction and building sales and services, financial services (insurance, banks, credit unions, brokerage and investment services), food and beverage retail sales, lodging, training and conference facilities, medical services, office or consumer services, personal improvement services, consumer repair or laundry services, research and testing services, retail sales, indoor entertainment and spectator sports, indoor sports and recreation facilities – participant, and vehicle sales and rental (indoor only). Uses permitted by special land use permit shall include educational services, hospitals, telecommunication towers, outdoor entertainment and spectator sports, non-accessory parking, and outdoor sports and recreation facilities – participant.

2. It is understood that the precise layout of the proposed development has not been finalized to the extent of producing construction drawings; however, the location of all buildings, driveways, and pedestrian amenities such as plazas, sidewalks, and green space shall be substantially similar to that depicted in the Conceptual Site Plan prepared by Cooper Carry, dated July 23, 2015, and attached hereto as Exhibit "A." As the Site Plan is finalized for purposes of seeking a Land Disturbance Permit, the Owner agrees to consult with the City's Community Development Director on any minor changes to the proposed Site Plan. Property identified generally on the Site Plan as right-of-way to be dedicated, the precise location of which is to be determined as the Site Plan is finalized, shall, upon determination by the City of Dunwoody that said right-of-way is necessary for the widening of Hammond Drive and upon request by the City of Dunwoody to the Owner, be dedicated to the City of Dunwoody for no consideration. Property identified

generally on the Site Plan as right-of-way to be preserved adjacent to Perimeter Center Parkway shall, at Owner's discretion and upon determination by the City of Dunwoody that said right-of-way is necessary for additional transportation system improvements, either be dedicated to the City of Dunwoody for no consideration, or sold to the City for fair market value. To the extent any construction activities or improvements associated with the development may occur or be located on property owned by the City, the City will cooperate with the Owner and not unreasonably refuse to grant easements to the Owner as may be required for the construction of the development and associated improvements. The precise location of such easements shall be identified as construction drawings are finalized. Furthermore, to the extent any construction activities relating to the project or any portion of any structure, access drive, service drive, or other improvement to be constructed as part of the project encroach into the city-controlled stream buffer, such activity, structure, access drive, service drive, or other improvement shall be exempt from such city buffer requirements.

3. It is understood that the architectural style of the proposed development has not been finalized at this stage; however, the quality of construction, pedestrian orientation and general feel of the development shall be substantially similar to that depicted in the artist's rendering of the development attached as Exhibit "B." The building facades may include natural stone, cast stone, precast, stucco, EIFS, or brick, with glass and aluminum framing. Brick, cast stone, natural stone, or glass/aluminum, as well as other building materials approved by the City's Community Development Director, or some combination of such materials, shall be located at the street level of the office buildings and retail spaces along Hammond Drive, Perimeter Center Parkway and the interior primary street. The parking garage will use compatible materials to the building and street level retail facades and may provide sufficient open areas to allow natural ventilation. The massing will be similar to that shown in Exhibit "B" with variations in height and size of floor plates as indicated elsewhere in the ODP and shown on the Conceptual Site Plan. No additional requirements, such as horizontal expression lines or façade divisions, distinctive caps, view terminations, or future requirements governing the massing/materials/aesthetics of the buildings, shall be required by the City as a condition precedent to the issuance of any permits, certificates of occupancy, or other approvals required by the development.

4. Building setback lines and/or "build to" lines will generally conform to those depicted on the Conceptual Site Plan adopted as part of the ODP and shall, if necessary following the dedication of property to the City by the Owner, abut the public right-of-way.

5. The development will include up to 6 levels of parking below the plaza level; with parking, office lobby space, retail, restaurants, and other uses permitted by right at the plaza level; up to 8 levels of parking above the plaza level; and up to 18 stories of office space, excluding any penthouse, above the top level of parking. The total height of any single building shall not exceed 35 stories above plaza level grade.

6. The development shall include a minimum of three (3) Off-Street Loading Spaces (12' x 35' x 14') and a minimum of three (3) Off-Street Loading Berths (12' x 55' x 14').

7. The development shall include up to 7,000 off-street parking spaces within the parking decks, with up to approximately 6,500 spaces for the office uses and up to approximately 500 spaces for

the retail, restaurant, and other permitted uses. Up to 40 % of all parking spaces may be compact spaces (8' x 15'). The total number of parking spaces may be adjusted in proportion to any changes in the square footage of any of the uses in the development or to assure adequate parking for the retail, restaurant and other non-office uses. The Owner shall have the right, in its sole discretion, to provide dedicated entry and secure access to all or any portion of the parking spaces within the parking decks designated for use by occupants of the office portion of the development.

8. The pedestrian bridge over Perimeter Center Parkway as shown on the Conceptual Site Plan shall be constructed on a timetable determined by the Owner, in its sole discretion, and shall not be a condition precedent to the issuance of any permits, certificates of occupancy, or other approvals required by the development. Once constructed, the general public shall have access to such pedestrian bridge, however; the Owner shall have the sole discretion to limit access to the pedestrian bridge for purposes of security, safety, or any other purpose.

9. The Owner shall enter into a Development Agreement with the City regarding the design, construction, and dedication of the proposed East-West Connector Road and multi-use path along the western portion of the Subject property, as well as the construction of an additional parking entrance (designated as "P10") accessing the proposed East-West Connector Road. Such improvements are depicted on the Conceptual Site Plan attached as Exhibit "A" hereto. The Development Agreement shall be in substantially the same form as the document attached hereto as Exhibit "E."

10. Bicycle racks shall be installed in various locations on the subject property to be selected by the Owner. The bicycle racks shall be capable of providing parking for a total of at least 60 bicycles.

11. Street frontages on Hammond Drive and Perimeter Center Parkway shall be constructed in general accordance with Perimeter CID streetscape standards and the cross-section set forth in the 2008 Hammond Corridor Study and shall consist of a 4' bike lane, a 2'6" curb and gutter, a 4' grass strip, an 8' sidewalk, and an additional 1' strip (landscaped or hardscaped at the Owner's discretion) with minor variations subject to approval by the Director of Community Development. No on-street parking shall be required on Perimeter Center Parkway. The street and pedestrian facilities internal to the site shall not be required to comply with the Perimeter CID streetscape standards or the cross-section from the 2008 Hammond Corridor Study. Traffic signals at the new full-access driveway on Hammond Drive and at the intersection of the East-West Connector Road with Perimeter Center Parkway will be installed in accordance with Perimeter CID standards.

12. Ground-mounted mechanical equipment shall be allowed, provided such equipment is screened from view by a solid fence, solid wall, dense hedge, or combination of such features.

13. The maximum impervious cover on the subject property shall not exceed 85% and the maximum impervious plus semi-pervious cover on the subject property shall not exceed 95%. For purposes of this calculation, all landscaped areas located on top of a structure shall be considered semi-pervious cover. This calculation shall be based on the total area of the parcel

prior to any dedication of land for public rights-of-way and any land to be so dedicated shall be considered in its pre-development state. The area of the proposed multi-use path shall not be counted toward either the impervious or semi-pervious cover on the parcel.

14. Shopfront buildings/uses shall be included along at least 60% of the Hammond Drive frontage east of the signalized entrance, along at least 60% of the Perimeter Center Parkway frontage north of the main entrance to the project, and along at least 60% of the frontage of the buildings facing the interior central park/plaza of the development. Building entrances and lobbies with associated elevators and stairs shall be considered shopfront uses.

15. Planters and plantings shall be provided on the top of exposed levels of any parking decks. No such requirement shall apply to the roof of any other multi-story structure on the subject property.

16. The project will be developed in general accordance with the Conceptual Landscape Plan prepared by Cooper Carry, dated July 23, 2015, attached hereto as Exhibit "C." The final landscape plan will be prepared in consultation with the City Arborist. At build-out, the subject property will be required to contain at least 160 tree density units.

17. The on-site pedestrian circulation plan for the proposed development, indicating the general location of pedestrian facilities allowing for movement to, from, and through the development, is indicated on Exhibit "D." Should any facilities included in the on-site pedestrian circulation system be located in the parking deck for the project, such facilities may be differentiated through the use of striping. No additional connections to abutting properties or between streets shall be required by the City as a condition precedent to the issuance of any permits, certificates of occupancy, or other approvals required by the development. With regard to internal connections, the on-site pedestrian circulation system must connect all buildings on the site and provide connections to other areas of the site likely to be used by pedestrians and non-motorized travel, such as parking areas, bicycle parking, recreational areas, common outdoor areas, plazas and similar amenity features.

18. Light fixtures matching the Perimeter CID's streetscape standards shall be installed along the Project street frontages on Hammond Drive and Perimeter Center Parkway. Within the interior of the site, the Owner shall have the discretion to choose and install light fixtures. Such light fixtures will comply with the current City of Dunwoody regulations on light spillage.

19. On-street parking spaces on the plaza level may be provided to the right of the travel lanes along the central internal primary street at the discretion of the Owner; however, if such spaces are provided, no more than 35% of such spaces may be loading spaces. The width of such on-street parking spaces need not exceed eight (8) feet.

20. Title to the subject property may be held in different ownership through any legal means, even if any of the resulting separately-owned parcels would not meet all of the ODP requirements following legal separation provided that (1) collectively, the separately-owned parcels meet all of the ODP requirements and function together as a unified development site allowing vehicular and pedestrian circulation as well as the sharing of common area amenities,

(2) where uses are limited to a particular amount of floor area in the ODP, the owner of the subject property will, by virtue of a recorded instrument, apportion such uses that may be placed on any individual parcel and the amount of floor area that may be dedicated to a particular use; (3) the subject property is not divided in a manner that prevents vehicular access to sufficient parking entrances or exits by occupants of any structure or prevents access to the entire parcel by police, fire and emergency service personnel; provided, however, the Owner shall have the right, in its sole discretion, to provide dedicated entry and secure access to all or any portion of the parking spaces within the parking decks designated for use by occupants of the office portion of the development; (4) the owner of a resulting separate tax parcel developed pursuant to the ODP shall be allowed to rebuild equal or lesser floor area of any structure located on such separate tax parcel; and (5) no additional signage will be allowed beyond that permissible for the entire subject property under the City of Dunwoody code.

Additional Required Elements of the ODP

a. Sketch Plan – The Conceptual Site Plan for the proposed revitalization of the site is provided as Exhibit "A." It is anticipated that slight variations will be made to this conceptual Site Plan for the proposed revitalization of this site, through interaction with staff, City officials, and the community, as well as from ongoing coordination with federal and state agencies having review and approval authority over various aspects of the redevelopment project.

b. Type and location of all intended uses – The proposed redevelopment of the Subject Property is proposed to include three office buildings, a mix of street and plaza level retail, restaurant, and other permitted uses, pedestrian connections and amenities, transportation system improvements, green space, landscaping, plazas, and structured parking generally located as depicted on the Conceptual Site Plan for the proposed development.

c. Expected gross land area of all intended uses including open space – The gross land area of the Subject Property is 12.74 acres and currently contains a single multi-story office building and expansive surface parking. Much of the site will be revitalized such that the surface parking will be replaced with structures containing parking, street and plaza level retail and restaurant uses, and office buildings atop the retail and restaurant uses. Significant land area will be devoted to improved pedestrian amenities and transportation system improvements. An approximate breakdown of the gross land area for the various uses is as follows:

Pedestrian amenities (sidewalks, plazas, etc.) – 1.89 acres +/-

Building footprints (office, retail, restaurant, parking structure) – 5.18 acres +/-

New transportation system improvements – 1.93 acres +/-

Green space (landscaping, buffers, and natural areas) – 3.74 acres +/-

d. Gross floor area for all buildings or structures, including a statement pertaining to the appropriateness of the intensity of the suggested uses relative to policies and standards contained within the comprehensive plan – The proposed development will contain up to 1.8 million square feet of office space in three multi-story office buildings developed in an integrated fashion with structured parking, up to 90,000 square feet of retail and restaurant space, associated pedestrian and transportation system improvements, as well as landscaping, plazas,

and green space enhancements.

The proposed development conforms to the policy and intent of Dunwoody's Comprehensive Plan (the "Plan") and, in particular, the portions of the Plan addressing the Perimeter Center Character Area and the "transit village" subarea within one-half mile of the Dunwoody MARTA Station. The proposed development supports the vision of the Plan to create a mixed-use, transit-oriented development containing first-class office, retail and restaurants in an attractive, inviting pedestrian-friendly environment with easy access to MARTA's Dunwoody rail station and other transportation modes. The current extensive field of surface parking on the Property will be eliminated as part of the redevelopment, thus satisfying another stated goal of the Plan.

The design of the proposed development will foster pedestrian movements both internally between uses on the Subject Property and externally between the Subject Property and nearby transit, retail, and housing opportunities, while providing easily accessible and safe off-street parking for automobile commuters and visitors, as well as service functions (deliveries, refuse collection, etc.). As outlined more fully in the Development Standards Text, the proposed development also will support the Plan's call for high-quality design and materials. The Plan's vision for the addition of public gathering spaces and pocket parks will be satisfied through the creation of a mix of landscaped and hardscaped plazas, parkways, and outdoor dining areas within the development that will provide pedestrian linkages to existing and proposed civic and green space in the surrounding area.

In addition to its conformity with the Plan's policy and intent, the proposed development also satisfies a number of the goals and objectives of the Perimeter Center Livable Centers Initiative Study (the "LCI Study") and updates performed by the City in cooperation with the Perimeter Community Improvement District ("PCID"). The proposed development will provide internal pedestrian connectivity between the office, retail and restaurant components of the development. In addition, pedestrian improvements will enhance pedestrian and green space connectivity external to the site to other nearby developments, the MARTA system, and the emerging network of parks in the area, including the potential civic space located north of the Dunwoody MARTA station. The replacement of the expansive surface parking lot on the Property with a vibrant, integrated, mixed-use development will stand as a model for retrofitting sites previously developed using outdated suburban models that favored single-occupant vehicle traffic and ignored the potential benefits of a vibrant pedestrian environment. The proposed development will provide a sense of place for both workers and visitors to the development through plazas, walkways, green space, and an active pedestrian environment, including sidewalk dining areas and other amenities. Overall, the proposed development intends to transform the Subject Property from an under-utilized suburban office model to a vibrant urban environment that takes advantage of and enhances both internal and external connections to transit, housing, and other nearby developments in the area.

e. Architectural elevations of all proposed building sides, a description of the types of exterior treatments of buildings, a site plan to scale, density calculations - The architectural style of the proposed development has not been finalized at this stage; however, the quality of construction, pedestrian orientation, and general feel of the development shall be substantially similar to that depicted in the artist's rendering of the development attached as Exhibit "B". The building facades may include natural stone, cast stone, precast, stucco, EIFS, or brick, with glass

and aluminum framing. Brick, cast stone, natural stone, glass/aluminum, or other materials approved by the Director of Community Development shall be located at the street level of the office buildings and retail spaces along Hammond Drive, Perimeter Center Parkway and the interior primary street. The massing will be similar to that shown in Exhibit "B" with variations in height and size of floor plates as indicated elsewhere in the ODP and shown on the Conceptual Site Plan. No additional requirements, such as horizontal expression lines or façade divisions, distinctive caps, view terminations, or future requirements governing the massing, materials, or aesthetics of the buildings, shall be required by the City as a condition precedent to the issuance of any permits, certificates of occupancy, or other approvals required by the development.

A conceptual Site Plan depicting the overall development is attached hereto as Exhibit "A".

The proposed development shall have an overall floor area ratio not exceeding 3.40.

f. Circulation plan – The pedestrian circulation plan for the proposed development, indicating the location and direction of pedestrian movement to, from, and through the development, is included as Exhibit "D".

g. Street documentation – The Subject Property is bound on the east by Perimeter Center Parkway and on the north and west by Hammond Drive. Both of these roads are shown on the Survey provided with the Applicant's Letter of Intent and have variable rights-of-way with two travel lanes in each direction, partial medians and turn lanes at main intersections. In addition, there are sidewalks adjacent to the roadways on each frontage. Through the public review process improvements to these roadways and adjacent pedestrian facilities will be identified and necessary right-of-way preserved for subsequent dedication to the City. To the south of the proposed development is the approximate location of the City of Dunwoody proposed East-West Connector linking Perimeter Center Parkway to Peachtree-Dunwoody Road in Sandy Springs. The design and precise alignment of this proposed future road has yet to be determined and is contingent upon review and approval by Federal and State regulatory agencies.

h. Parking analysis – The proposed development will include up to approximately 7,000 parking spaces. Up to approximately 6,500 of these will be intended for use by office tenants and visitors, with up to approximately 500 spaces split between restaurant and retail use. It is anticipated there will be significant shared-parking opportunities, particular during evenings and on weekends when the office occupancy will be lower. Some or all of the parking spaces intended for use by office tenants will have dedicated entry and secured access for security purposes.

i. A tree plan showing the existing trees on site that are six inches in diameter at breast height or greater for hardwoods and 16 inches in diameter at breast height for other trees – A tree survey has been provided to the City. Given that much of the Subject Property has previously been developed for office and surface parking, the majority of trees meeting the diameter thresholds noted above will be located in the existing landscaped areas within the parking field, along street frontages, adjacent to the existing office building, or within the existing buffer adjacent to the stream that traverses the southwestern portion of the Subject Property.

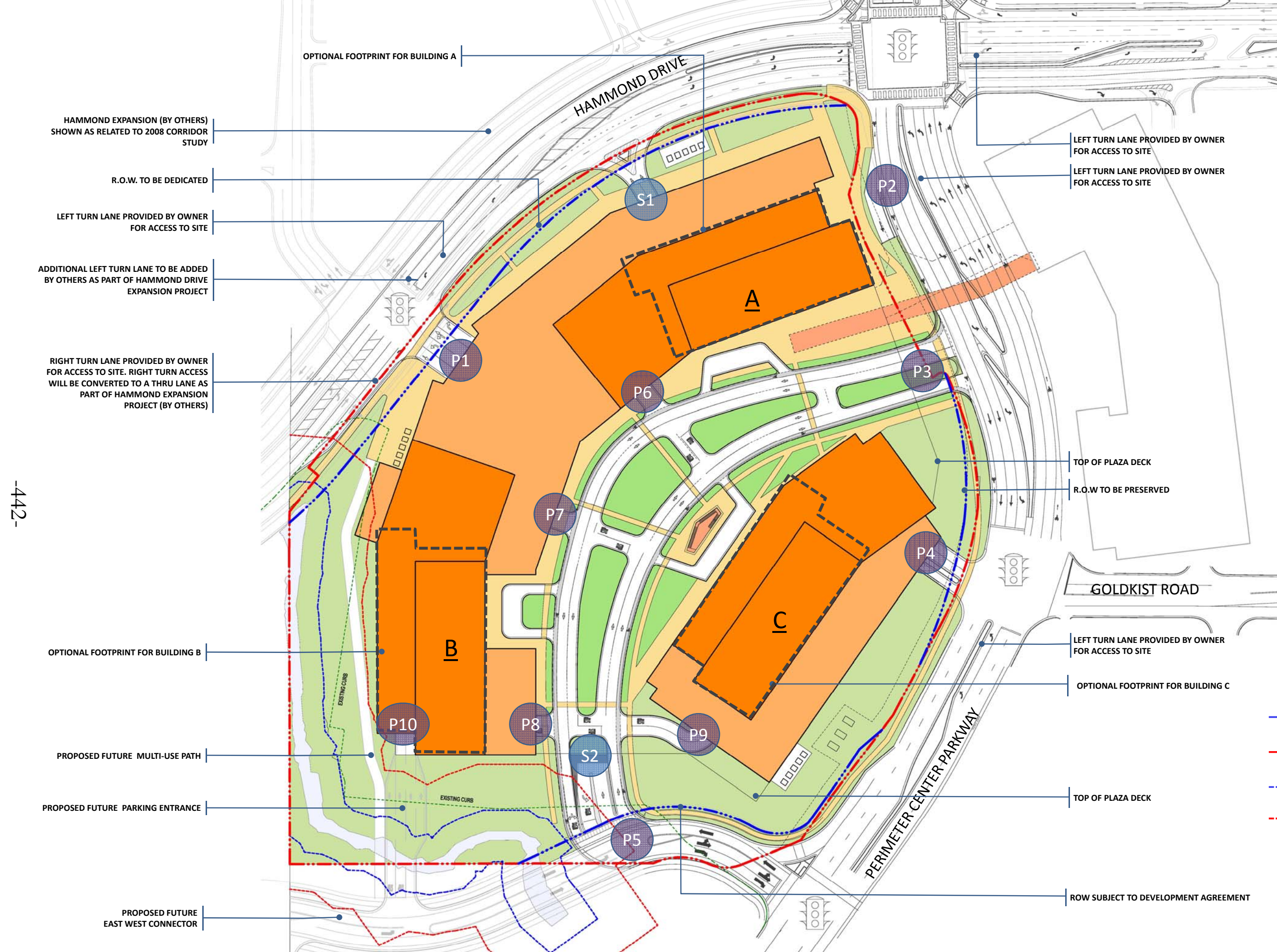
j. Existing site survey and a grading plan – A survey of the Subject Property, prepared by Terramark Land Surveying, Inc. and dated August 12, 2013, was provided with the Applicant's Letter of Intent. A conceptual grading plan was prepared as the Conceptual Site Plan was finalized, and has been provided to the City for review and comment.

k. Any other information deemed necessary by staff for planning review - The Applicant is aware the project qualifies for review as a Development of Regional Impact ("DRI") by the Atlanta Regional Commission ("ARC") and the Georgia Regional Transportation Authority ("GRTA"). As such, a detailed Traffic Impact Study was prepared and submitted to the City, ARC, and GRTA as part of the DRI process. Additionally, the results of the DRI Review were provided to the City when such review was completed. Furthermore, because the Subject Property is proposed to be redeveloped under the PD (Planned Development) zoning classification, staff has requested the Applicant provide an analysis of the proposed development's consistency with the policies and requirements of the existing underlying zoning and proposed revisions to the City of Dunwoody's Zoning Ordinance. Such an analysis will be developed in cooperation with staff during the public review process. Should staff deem additional information necessary for planning review, the Applicant will work with staff to provide such information.

LEGEND

- P1 LOWER DECK
1 IN /1 OUT/2 REVERSABLE
- P2 LOWER DECK
RIGHT IN ONLY
- P3 PLAZA
1 RIGHT OUT/ 2 RIGHT IN
- P4 LOWER DECK
1 IN/1 OUT/1 REVERSABLE
- P5 PLAZA / B1
1 IN/ 1 OUT
- P6 UPPER DECK A+B
1 IN/1 OUT
- P7 UPPER DECK A+B
1 IN/1OUT
- P8 UPPER DECK B
1 IN/1 OUT
- P9 UPPER DECK C
1 IN/1 OUT
- P10 LOWER DECK
2 IN/ 2 OUT (FUTURE)
- S1 SERVICE BUILDING A
- S2 SERVICE BUILDING B+C

- POTENTIAL FUTURE R.O.W
- PROPERTY LINE
- 25' STREAM BUFFER
- 75' STREAM BUFFER



-442-

PARK CENTER – SITE PLAN

08.19.2015





EXHIBIT B

PARK CENTER - CONCEPTUAL RENDERING

05.27.

STREET TREES



Willow Oak



Sangria Nuttall Oak

SITE TREES



Maidenhair Tree



October Glory Maple



White Oak

ORNAMENTAL TREES



Serviceberry



Yoshino Cherry

GRASSES



Feather Reed Grass



Bluestem

SHRUBS



Dwarf Mountain Laurel



Kaleidoscope Abelia



Herry's Garnet Sweetspire



Florida Hobblebush



Inkberry Holly



Oakleaf Hydrangea



Lenten Rose



Joe Pye Weed



Holly Fern

GROUNDCOVERS



Canadian Wild Ginger



Japanese Spurge



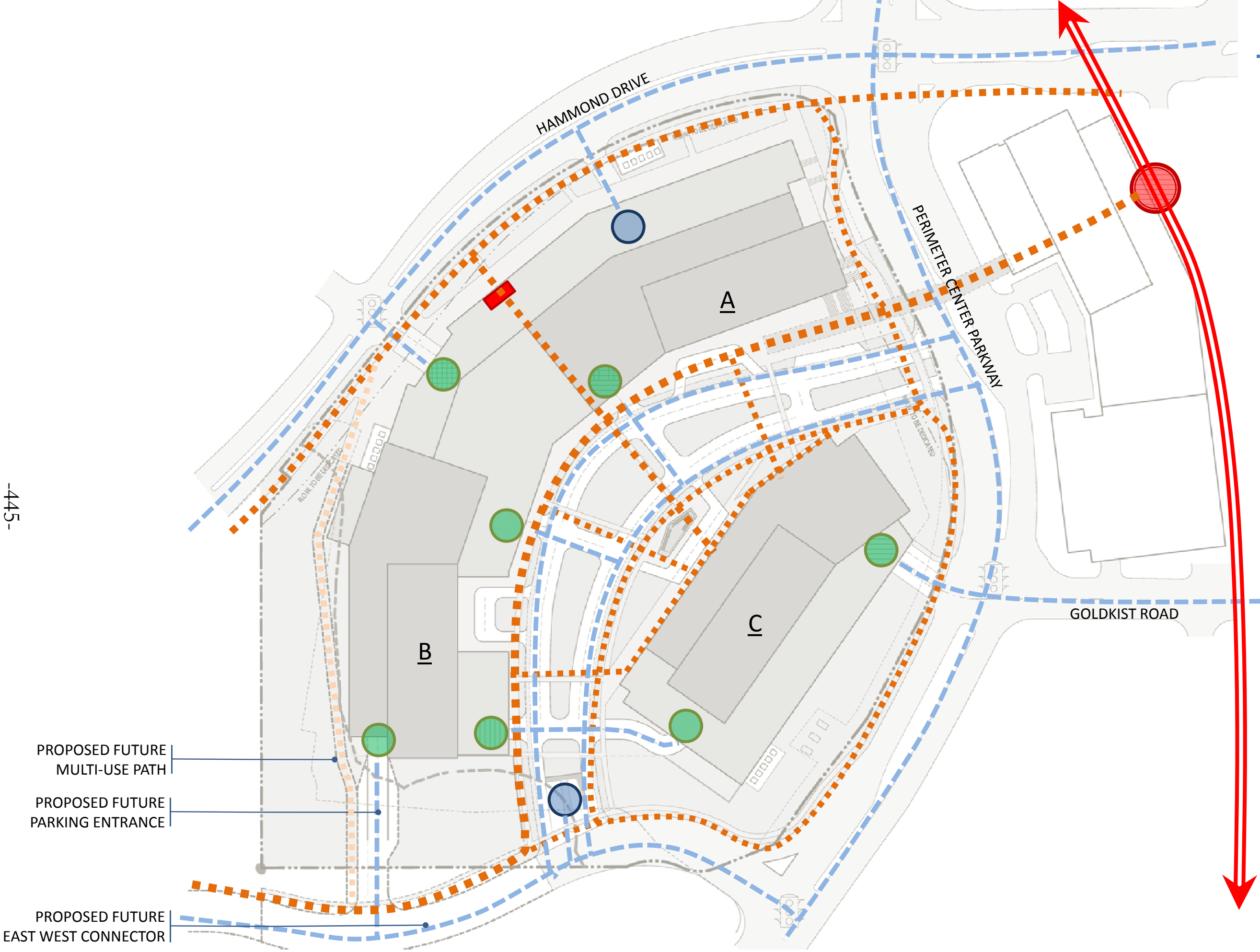
Pennsylvania Sedge



0' 10' 25' 50' 100' 200'

PROPOSED TREE DENSITY UNIT = 160

-445-



LEGEND

MARTA LINE



MARTA STATION



PEDESTRIAN PATH



VEHICULAR PATH



PARKING ENTRANCE



SERVICE ENTRANCE



STAIR & ELEVATOR FROM HAMMOND TO PLAZA



PROPOSED FUTURE
MULTI-USE PATH

PROPOSED FUTURE
PARKING ENTRANCE

PROPOSED FUTURE
EAST WEST CONNECTOR

EXHIBIT E

PRIVATE DEVELOPMENT AGREEMENT

UPON RECORDING RETURN TO:
Troutman Sanders LLP
600 Peachtree Street, N.E.
Suite 5200
Atlanta, Georgia 30308-2216
Attention: Maureen Theresa Callahan

STATE OF GEORGIA

COUNTY OF DEKALB

PRIVATE DEVELOPMENT AGREEMENT

WHEREAS, the Georgia Development Impact Fee Act, O.C.G.A. §§ 36-71-1 through 36-71-13 (the "Impact Fee Act"), neither prevents nor prohibits private agreements between property owners and cities regarding the construction or installation of transportation system improvements as defined by the Impact Fee Act; and

WHEREAS, Atlanta Office Investment, L.L.C., a Delaware limited liability company (the "Owner"), owns certain property consisting of a single tract located in Land Lot 329 and 348 of the 18th District of DeKalb County, Georgia more particularly described on Exhibit "A" attached hereto (the "Property"), which is located in the City of Dunwoody, a municipal corporation (the "City"); the Property and a proposed mixed-use development on the Property (the "Development") being the subject of a rezoning application submitted to the City on April 21, 2015 (RZ15-072); and

WHEREAS, the City and the Owner, their respective successors and assigns, desire to provide additional transportation facilities in connection with the construction of the Development; and

WHEREAS, the City and the Owner have voluntarily agreed to enter into this Private Development Agreement (the "Agreement") pursuant to O.C.G.A. § 36-71-13 for the construction and dedication of certain improvements; and

WHEREAS, in the interest of public safety and convenience, in the event the Development is constructed by Owner, Owner desires to construct, to current City and Perimeter Community Improvement District standards, as applicable, all or a portion of, as will be determined by the terms of this Agreement, a proposed new road in the City of Dunwoody (such road being referred to as the "East-West Connector Road") with a configuration as generally depicted on the site plan of the proposed Development attached hereto as Exhibit "B," as the site plan may be updated by the Owner after the date hereof with the approval of the City (the "Site Plan"); and

WHEREAS, the Owner desires to construct entrances to the Development along the East-West Connector Road as generally depicted on the Site Plan to provide additional

transportation options to users of the Development (such entrances being designated on the Site Plan, and referred to at times in this Agreement, as "P5" and "P10," such that any reference to entrance P5 in this Agreement also includes the entrance designated as "S2" on the Site Plan); and

WHEREAS, the City and the Owner desire for the Owner to construct a multi-use path as generally depicted on the Site Plan (the "Path") to provide for enhanced pedestrian and bicycle connectivity in the area of the Development; and

WHEREAS, the City and the Owner recognize that the location and alignment of the East-West Connector Road, the Path, and entrances P5 and P10 (collectively, the "Improvements") give rise to the possibility of impacts to areas subject to Federal, State, and local regulation and protection and that such impacts will require review and approval of the Improvements by various levels of government before the Improvements may be constructed; and

WHEREAS, to facilitate the construction of the Improvements, the City has agreed to reduce, eliminate, or otherwise exempt the construction of the Improvements from requirements related to any stream buffers over which the City has authority to the extent necessary to construct the Improvements; and

WHEREAS, the City also desires the construction of the proposed East-West Connector Road and the Path, has afforded the public the opportunity to review and comment on such proposed improvements during the process for the rezoning of the Property, supports the safety and mobility goals such improvements are intended to meet, and has agreed to grant the Owner the right to make the Improvements defined in this Agreement on any property that may be owned by the City and to grant any other rights as may be required by the Owner to construct such Improvements; and

WHEREAS, the City and the Owner recognize and agree there is uncertainty regarding whether all governmental approvals required for the construction of the Improvements will be granted and, if so, whether the issuance of such approvals will precede or follow the period during which the Owner intends to construct the Development; and

WHEREAS, the Owner does not want its ability to proceed with the construction and occupancy of the Development to be contingent on the receipt of approvals for all of the Improvements; and

WHEREAS, the City and the Owner further recognize that the location and alignment of the Improvements give rise to the possibility of impacts to adjoining private properties and that such impacts will require the grant of certain easements and other rights from the affected property owners before certain of the Improvements may be constructed; and

WHEREAS, the City and the Owner recognize and agree there is uncertainty regarding whether all easements and rights required from affected property owners will be granted for the

Improvements and, if so, whether the grant of such easements and rights will precede or follow the period during which the Owner intends to construct the Development; and

WHEREAS, the City and Owner do not want the ability of the Owner to proceed with the construction and occupancy of the Development to be contingent on the receipt of the necessary easements and rights from affected private property owners for the Improvements; and

WHEREAS, the Owner desires to, upon the completion of the East-West Connector Road and the Path, convey that portion of the Path as may be located within the Property to the City in either fee simple/right-of-way or through the grant of an easement (at the Owner's option) and to convey to the City a fee simple/right-of-way interest in that portion of the East-West Connector Road as may be located within the Property (collectively, the "Dedicated Property"); and

WHEREAS, the City has determined the acceptance of maintenance responsibilities for the Dedicated Property are in the best interest of the public; and

WHEREAS, the City and the Owner now desire to set forth their mutual understandings concerning the contemplated construction of the Improvements, the dedication of the Dedicated Property associated with the East-West Connector Road and Path, and the acceptance of maintenance responsibilities for the Dedicated Property.

NOW, THEREFORE, for and in consideration of Ten and 00/100 Dollars (\$10.00), the receipt and sufficiency of which are hereby acknowledged, the City and the Owner, their successors and assigns, do hereby agree as follows:

SECTION 1.

The Owner agrees to diligently pursue all Federal, State, and local permits, exemptions, and approvals required to construct the Improvements, as well as any private easement agreements and rights required from adjoining property owners in connection with the construction of the Improvements (collectively, the "Approvals;" and if a reference to "Approvals" in this Agreement relates to a specific portion of the Improvements, as the context requires, the term "Approvals" will mean those Approvals required only for that specific item comprising a portion of the Improvements). All Improvements constructed by Owner pursuant to this Agreement will be at Owner's expense. The East-West Connector Road discussed in this Agreement will be constructed to City and Perimeter Community Improvement District standards as the same are in place as of the date the Approvals are obtained. For the purposes of this Agreement, the East-West Connector Road is further defined as consisting of two (2) segments (because, as provided below, Owner may obtain Approvals for only one of the two segments). The portion of the East-West Connector Road extending from Perimeter Center Parkway approximately to the entrance to the Development designated on the Site Plan as "P5" (and including entrance "S2") is referred to as the "Eastern E-W Segment." From that point westerly to the City of Sandy Springs' boundary line is referred to as the "Western E-W Segment." The City has confirmed to Owner that the City can, and will, grant all Approvals required from the City to construct and use the Eastern E-W Segment and entrance P5 and it is

acknowledged that Owner's willingness to go forward with the construction of the Development is contingent on receipt of such Approvals from the City, as well as any other Approvals required for the Eastern E-W Segment and entrance P5, prior to or at the time permits are issued for the First Building, as that term is defined below. Owner acknowledges that the City's agreement to grant Approvals is intended to obligate the City to grant permits, variances, exemptions and discretionary approvals in order to give effect to the intent and goals of this Agreement but is not intended to relieve Owner of complying with standard application requirements, document submittals, and compliance with all applicable ordinances of the City (but subject, if applicable, to any variances or exemptions actually granted by the City pursuant to this Agreement).

SECTION 2.

The City hereby agrees to cooperate and assist in the Owner's efforts to obtain all Approvals necessary for the construction of the Improvements and to provide all Approvals within its control for such Improvements, subject to the final sentence of Section 1.

SECTION 3.

The City hereby authorizes the Owner to construct the Improvements and grants and conveys to Owner the right to enter into and perform work on City-owned property to construct the Improvements. This right will include the right to put in place all necessary traffic control measures pursuant to a plan to be agreed on by the City and Owner at the time of the issuance of permits for any particular portion of the Improvements, all to facilitate the safe movement of traffic during such construction and in consultation with the City's traffic and public safety personnel. This Agreement, together with the future issuance of permits by the City for any particular portion of the Improvements, constitutes (i) the City's agreement to grant to Owner a temporary construction easement appurtenant to the Property on, over and under any City-owned land as reasonably required to so construct the applicable portion of the Improvements in accordance with the plans approved by the City for the same, and (ii) the reduction or elimination of the City-controlled stream buffer (as contemplated in Section 4, below) as required for the same. Upon the request of the Owner and at the time the permits are issued by the City for all or any portion of the Development or for all or any portion of the Improvements, as the case may be, the City will enter into one or more recordable documents setting forth with particularity the rights and easements needed for the Development and Improvements for which permits are so issued, including, without limitation, tie back easements, shoring easements, excavation easements, sewer line easements, temporary construction easements, crane swing easements, and permanent easements for access, maintenance, and repair.

SECTION 4.

The City hereby approves the elimination of the City-controlled stream buffer to the extent necessary to construct the Development and, as applicable, the Improvements and agrees to timely issue any and all permits needed for the construction of the Development and, as applicable, the Improvements.

SECTION 5.

The City agrees that the construction of the proposed East-West Connector Road (in whole or in part), Path and entrance P10 shall not be a condition precedent to the issuance of any permits, certificates of occupancy, or other approvals required to construct or occupy the Development unless otherwise explicitly set forth in this Agreement.

SECTION 6.

Should the Owner fail to obtain all necessary Approvals for the Western E-W Segment, the Path, and entrance P10 prior to the date Owner receives the building permit to construct the first of the three (3) buildings depicted on the Site Plan (the "First Building"), despite the Owner's reasonable and diligent efforts to obtain such Approvals, the Owner may, but is not obligated to, continue to pursue the Approvals.

SECTION 7.

Owner shall secure Owner's obligation to pay the costs of construction of the Western E-W Segment as provided in, and subject to the maximum set out in, this Section 7. Owner will escrow immediately available funds (the "Security") in an amount equal to \$2,155,000, to be increased by 5% per year starting on January 1 of 2016 and again on January 1 of each year thereafter, if applicable, until the funds are actually deposited (such amount is "Owner's Secured Contribution"); provided that, if the City obtains only the approvals for the Western E-W Segment (referred to in the Agreement as the "Reduced Approvals") and the federal and state agencies involved in issuing such Reduced Approvals expressly state that all Approvals would be obtainable but for the inclusion of P10, the City will direct the escrow agent to reduce the escrow funds to an amount equal to \$1,000,000, with the balance to be refunded to Owner, and the amount retained in escrow shall then constitute the full amount of Owner's Secured Contribution to the cost of the Western E-W Segment. Owner's Secured Contribution will be escrowed with the national title insurance company that has issued Owner's title insurance policy. The amount of Owner's Secured Contribution as determined by this Section 7 will be Owner's maximum contribution towards the construction of the Western E-W Segment. The term of the escrow agreement will be three (3) years after the date the escrow agreement is signed and the Security is deposited (the "Deposit Date"). If the Western E-W Segment is not constructed (or is not under construction) by Owner prior to the date of completion of construction of the First Building, the Security will be deposited by Owner at the time of Owner's application to the City for the final certificate of occupancy for the First Building. From and after the Deposit Date, the City will thereafter pursue all Approvals. If the City has not obtained all Approvals for the Western E-W Segment, the Path and P10 and does not commence construction of the Western E-W Segment within three (3) years after the Deposit Date, the Security shall be returned to the Owner automatically by the escrow holder. In addition, if at any time the City determines that it is no longer feasible to continue to pursue the Approvals, the City will notify Owner in writing and will direct the escrow holder in writing to return the Security to Owner. The City shall not withhold the temporary or final certificate of occupancy for the First Building or any other building in the Development provided that either (i) Owner commences construction of the Western E-W Segment prior to the completion of the

First Building and issuance of the final certificate of occupancy for the First Building, or (ii) the Security is deposited by Owner as required by this Agreement. If the Owner commences construction of the Western E-W Segment as described herein but, prior to completing such construction, ceases construction for more than 30 days for any reason other than force majeure, the City shall have the right to withhold building permits or certificates of occupancy for buildings other than the First Building until such time as the Owner recommences such construction.

SECTION 8.

Should the Owner provide the Security described in Section 7 of this Agreement, the City agrees that in order to be entitled to apply Owner's Secured Contribution (as such amount is determined pursuant to Section 7 above) towards the cost of construction of the Western E-W Segment as provided in this Agreement, the City must obtain either (i) all Approvals for the construction of the Western E-W Segment, the Path, and entrance P10, or (ii) the Reduced Approvals and, in either such event, construct, or commence construction of, the Western E-W Segment not later than the date which is three (3) years after the Deposit Date. If the City timely obtains the Approvals and timely constructs or commences construction of the Western E-W Segment, then on completion by the City of the Western E-W Segment and provided that the City has obtained for Owner's benefit the Approvals for entrance P10 and the Path, Owner will be obligated to then construct the Path and entrance P10. In such event, the Path and entrance P10 will be completed by Owner not later than the later of (i) the completion date of the final of the three (3) buildings depicted on the Site Plan (the "Final Building"), or (ii) one (1) year after the City completes the Western E-W Segment. Should the City fail to construct or commence construction of the proposed Western E-W Segment by the date which is three (3) years after the Deposit Date, Owner will have no further obligation to construct, or pay the costs of construction of, the Western E-W Segment, the Path or P10 and the funds escrowed as the Security will be returned to Owner. Should the City only obtain the Reduced Approvals, Owner will have no obligation to construct or pay the costs of constructing the Path or P10. On the timely commencement and subsequent completion of the Western E-W Segment by the City, Owner will be obligated to pay to the City an amount equal to the actual cost of the same, not to exceed the amount of the Owner's Secured Contribution as then held by escrow agent as determined by this Agreement. The escrow agreement will be structured in a manner that is commercially reasonable so as to secure Owner's obligation to pay Owner's Secured Contribution pursuant to the express terms of this Agreement.

SECTION 9.

If only the Eastern E-W Segment is constructed, then for as long as it provides access solely to the Property, Owner will maintain the area as a private entrance to the Development. Owner agrees that, upon the completion of the entire East-West Connector Road and Path, Owner shall donate and dedicate the same (to the extent within the Property) at no cost to the City. The donation and dedication of the East-West Connector Road will occur by execution and delivery to the City of a deed or other instrument in a manner consistent with applicable legal requirements. The East-West Connector Road will be dedicated in fee simple by way of a right-of-way deed. At the Owner's discretion, the Path will either be dedicated in fee simple or by a

perpetual easement. The exact legal description of each portion of the Dedicated Property will be reasonably agreed to by Owner and the City. The City agrees to accept such dedication of the Dedicated Property upon completion of all required inspections and verification that the same has been constructed to applicable City standards and, thereafter, the City agrees to be responsible for maintaining and repairing the Dedicated Property as a public right-of-way and, as applicable, a public path for pedestrian and bicycle use. In addition, if at any time the Eastern E-W Segment is used for access to any property in addition to the Development, the City will take over the maintenance of the Eastern E-W Segment as public right-of-way and the Owner will, at that time, dedicate the Eastern E-W Segment.

SECTION 10.

By this Agreement, the parties hereto acknowledge, understand, and agree that, if Owner does construct the Development, Owner shall remain responsible for completing at its own expense all project improvements as may be required pursuant to the Overall Development Plan for rezoning case #RZ15-072 approved and adopted by the Mayor and City Council of the City of Dunwoody on August 24, 2015 (the "ODP"), and that such are not affected by this Agreement. The parties further acknowledge, understand, and agree that, except as explicitly provided herein or in the ODP, under no circumstances shall Owner be required by the City to construct, contribute right-of-way for, or provide any funds for the design or construction of, other transportation improvements in the City or elsewhere, such transportation improvements including, but not limited to, improvements to the Hammond Drive/Ashford – Dunwoody Road intersection, improvements to Hammond Drive, or improvements to or extensions of Gold Kist Drive. Owner and City further agree that if either party is obligated to construct the Western E-W Segment as provided in this Agreement, the construction will be diligently pursued to completion.

SECTION 11.

Nothing in this Agreement shall be construed to compel or require the Owner to construct the Development or to otherwise build, open or operate any business on the Property. The Improvements will only be constructed if the Development is constructed, and only if and to the extent required by the terms of this Agreement, and Owner's construction obligations are subject to the express terms of this Agreement. If the Development is not constructed and if the Approvals (or Reduced Approvals, as the case may be) are not obtained, the Owner shall be relieved of any obligation to construct or fund the Improvements.

SECTION 12.

This Agreement represents the entire understanding of the parties and any changes, additions or deletions shall be made in writing upon the mutual agreement of the parties and set forth in an amendment to this Agreement. Owner and City agree to execute such additional documents as are necessary and appropriate to carry out the intent of this Agreement.

SECTION 13.

This Agreement shall inure to the successors and assigns of the City and to the successors and express assigns of Owner. Notwithstanding anything contained herein to the contrary, this Agreement shall not bind Owner and shall not be binding upon future owners of the Property unless Owner (or, as applicable, a future owner) constructs the Development in accordance with the terms of the ODP or, as applicable, a future owner expressly assumes the terms and conditions hereof in connection with another proposed development on the Property. The Owner and the City agree this Agreement will be recorded in the real estate records of DeKalb County, Georgia.

SECTION 14.

Notices will be given as follows:

IF TO CITY

Mr. Eric Linton, AICP
City Manager
City of Dunwoody, Georgia
41 Perimeter Center East, Suite 250
Dunwoody, Georgia 30346

With copy to: Leonid Felgin, Esq.
City Attorney
City of Dunwoody, Georgia
41 Perimeter Center East, Suite 250
Dunwoody, Georgia 30346

IF TO OWNER:

Mr. Bill Rogalski
Senior Investment Analyst
State Farm Insurance Companies
One State Farm Plaza, E-7
Bloomington, Illinois 61710

With copy to: Atlanta Office Investment, L.L.C.
c/o Alex Chambers, Esq.
KDC Real Estate Development & Investments
1040 Crown Pointe Parkway, Suite 1070
Atlanta, Georgia 30338

And copy to: Atlanta Office Investment, L.L.C.
c/o Mr. James F. George
KDC Real Estate Development & Investments
1040 Crown Pointe Parkway, Suite 1070
Atlanta, Georgia 30338

And copy to: Maureen Theresa Callahan, Esq.
Troutman Sanders LLP
5200 Bank of America Plaza
600 Peachtree Street, NE
Atlanta, Georgia 30308

And copy to: Christiane M. Stoffer, Esq.
Associate General Counsel
State Farm Insurance Companies
One State Farm Plaza, A-3
Bloomington, Illinois 61710

Each party may, in its sole discretion, designate alternate or additional notice recipients by providing written notice of such designation to the other party.

[Signatures appear on next page.]

SO AGREED this _____ day of _____, 2015.

NOTARY:

ATLANTA OFFICE INVESTMENT, L.L.C., a
Delaware limited liability company

Sworn to and subscribed before me this
_____ day of _____, 20__.

By: Transwestern Investment Management,
L.L.C., a Delaware limited liability company,
as Managing Member

NOTARY PUBLIC

My Commission Expires:_____

By:_____ (SEAL)
Name: Laurie Dotter
Title: President

APPROVED AS TO FORM:

ATTEST:_____
CITY CLERK

BY:_____
CITY ATTORNEY

DATE:_____

BY:_____
MICHAEL G. DAVIS
MAYOR, CITY OF DUNWOODY

DATE:_____

EXHIBIT "A"
(to Private Development Agreement)

DESCRIPTION OF PROPERTY

All that tract or parcel of land lying and being in Land Lots 329 & 348 of the 18th District of DeKalb County, Georgia and being more particularly described as follows:

Beginning at a 1" square rod found at the Southwest corner of Land Lot 348 (said corner being the common corner of Land Lots 329 & 348 of the 18th District of DeKalb County, Georgia and Land Lots 17 & 18 of the 17th District of Fulton County, Georgia; thence running along the west line of Land Lot 348,

1. North 00°33'37" East, 48.24 feet to a point located on the southeasterly right of way line of Hammond Drive (variable R/W); thence continuing along said right of way line,
2. North 38°41'07" East, 54.63 feet; thence,
3. North 51°18'53" West, 15.00 feet; thence,
4. North 38°36'53" East, 252.13 feet; thence,
5. 385.24 feet along the arc of a curve deflecting to the right and having a radius of 673.43 feet and a chord bearing and distance of North 55°00'10" East, 380.01 feet; thence,
6. 112.22 feet along the arc of a curve deflecting to the right and having a radius of 597.48 feet and a chord bearing and distance of North 76°46'17" East, 112.05 feet; thence,
7. 61.08 feet along the arc of a curve deflecting to the right and having a radius of 88.86 feet and a chord bearing and distance of South 78°09'15" East, 59.89 feet to the intersection formed by the southwesterly right of line of Hammond Drive and the westerly right of way line of Perimeter Center Parkway (variable R/W); thence running along the right of way line of Perimeter Center Parkway,
8. 25.65 feet along the arc of a curve deflecting to the right, having a radius of 29.50 feet and a chord bearing and distance of South 27° 11' 33" East, 24.85 feet; thence,
9. 28.47 feet along the arc of a curve deflecting to the left, having a radius of 364.79 feet and a chord bearing and distance of South 04° 21' 17" East, 28.47 feet; thence,
10. South 09° 42' 06" West, 24.78 feet; thence,
11. South 14° 08' 22" West, 31.94 feet; thence,
12. 69.87 feet along the arc of a curve deflecting to the left, having a radius of 382.15 feet and a chord bearing and distance of South 19° 45' 40" East, 69.77 feet; thence,
13. South 26° 36' 38" East, 168.18 feet; thence,
14. North 53° 13' 37" East, 7.98 feet; thence,
15. 13.66 feet along the arc of a curve deflecting to the right, having a radius of 7.50 feet and a chord bearing and distance of South 74° 35' 13" East, 11.85 feet; thence,
16. South 22° 24' 04" East, 2.53 feet; thence,
17. 47.67 feet along the arc of a curve deflecting to the right, having a radius of 833.33 feet and a chord bearing and distance of South 20° 55' 01" East, 47.66 feet; thence,
18. 73.44 feet along the arc of a curve deflecting to the right, having a radius of 314.55 feet and a chord bearing and distance of South 12° 39' 21" East, 73.28 feet; thence,

19. South 89° 05' 52" East, 4.14 feet; thence,
20. 177.94 feet along the arc of a curve deflecting to the right, having a radius of 385.00 feet and a chord bearing and distance of South 14° 30' 53" West, 176.36 feet; thence,
21. South 27°45'19" West, 125.45 feet; thence,
22. South 37°16'29" West, 118.42 feet; thence,
23. South 34°48'05" West, 65.01 feet; thence leaving said right of way line of Perimeter Center Parkway,
24. 17.46 feet along the arc of a curve deflecting to the right and having a radius of 237.84 feet and a chord bearing and distance of South 66°22'46" West, 17.45 feet; thence,
25. South 68°05'43" West, 58.40 feet; thence,
26. 41.15 feet along the arc of a curve deflecting to the right and having a radius of 50.00 feet and a chord bearing and distance of North 87°59'56" West, 40.00 feet; thence,
27. 66.03 feet along the arc of a curve deflecting to the left and having a radius of 75.00 feet and a chord bearing and distance of North 89°38'35" West, 63.92 feet; thence,
28. South 89°50'29" West, 429.34 feet to the west line of Land Lot 329; thence running along said Land Lot line,
29. North 00°07'53" West, 367.68 feet to the Point of Beginning, containing 555,140 square feet or 12.7443 acres of land, more or less.

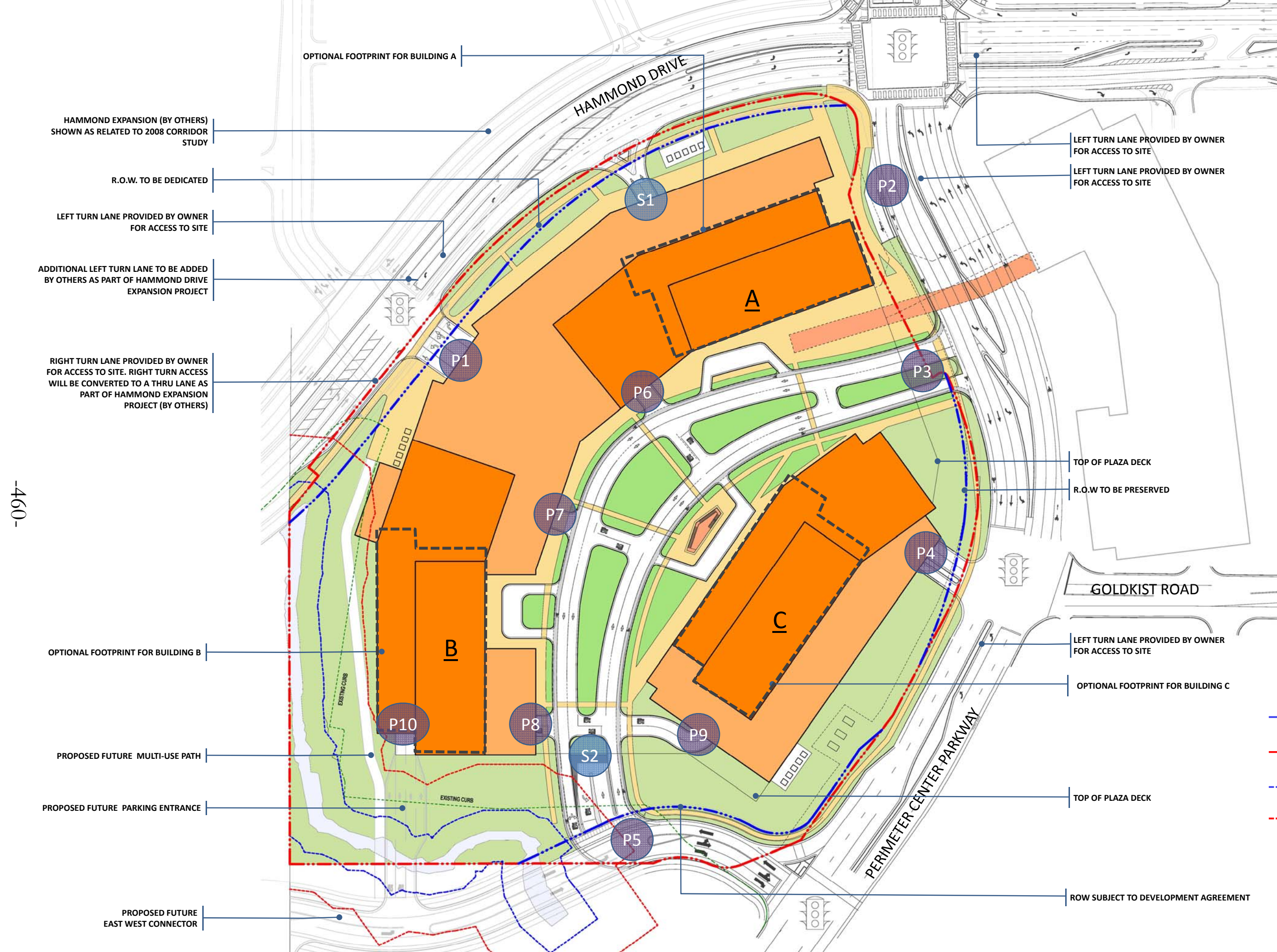
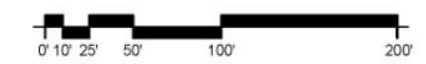
EXHIBIT "B"
(to Private Development Agreement)

**SITE PLAN OF PROPOSED DEVELOPMENT SHOWING THE APPROXIMATE
LOCATION OF THE EAST-WEST CONNECTOR ROAD IMPROVEMENT, MULTI-
USE PATH AND FUTURE PARKING ENTRANCES ("P5" & "P10")**

LEGEND

- P1 LOWER DECK
1 IN /1 OUT/2 REVERSABLE
- P2 LOWER DECK
RIGHT IN ONLY
- P3 PLAZA
1 RIGHT OUT/ 2 RIGHT IN
- P4 LOWER DECK
1 IN/1 OUT/1 REVERSABLE
- P5 PLAZA / B1
1 IN/ 1 OUT
- P6 UPPER DECK A+B
1 IN/1 OUT
- P7 UPPER DECK A+B
1 IN/1OUT
- P8 UPPER DECK B
1 IN/1 OUT
- P9 UPPER DECK C
1 IN/1 OUT
- P10 LOWER DECK
2 IN/ 2 OUT (FUTURE)
- S1 SERVICE BUILDING A
- S2 SERVICE BUILDING B+C

- POTENTIAL FUTURE R.O.W
- PROPERTY LINE
- 25' STREAM BUFFER
- 75' STREAM BUFFER

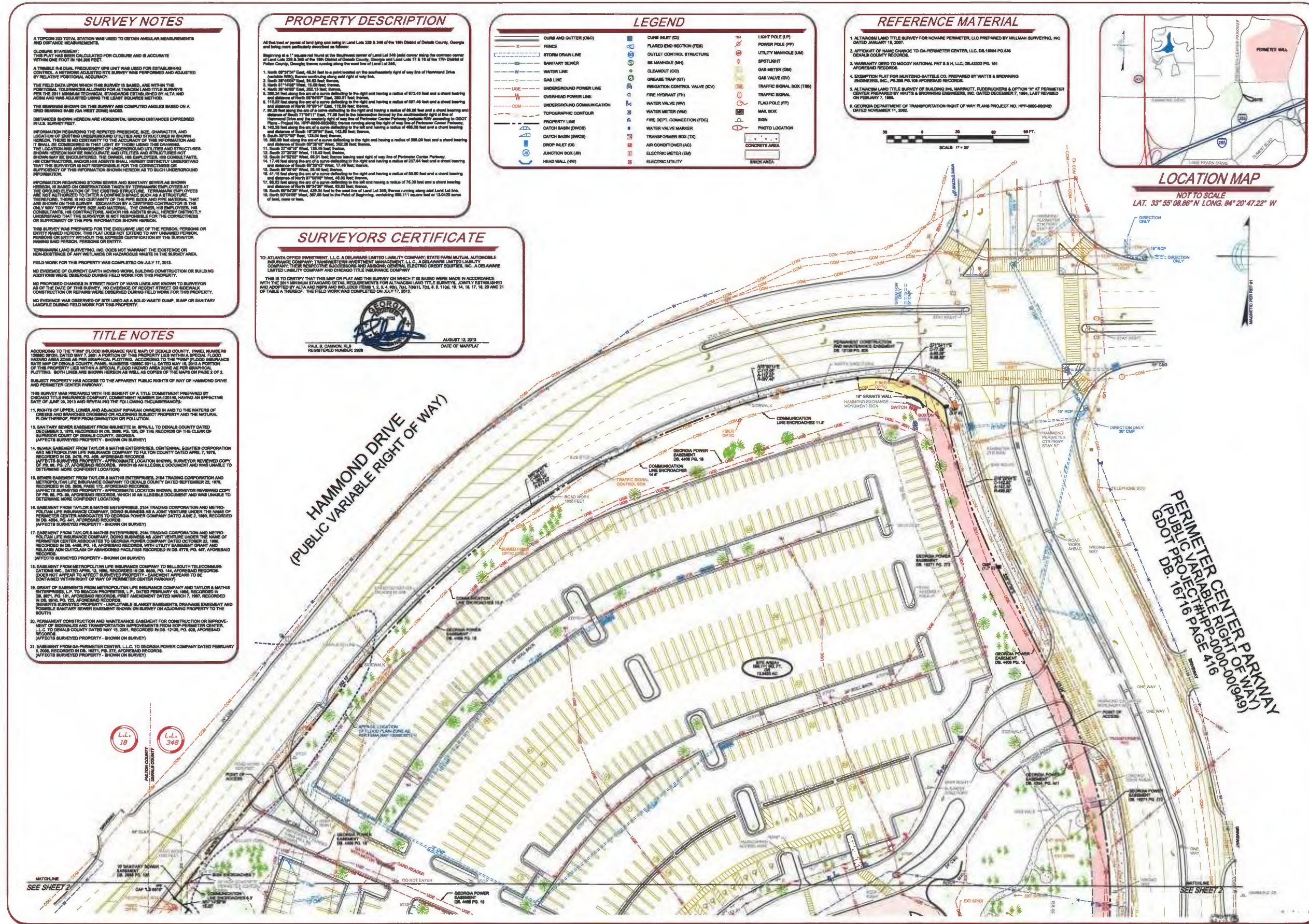


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PARK CENTER – SITE PLAN

08.19.2015





SURVEY NOTES

A TOPCON 230 TOTAL STATION WAS USED TO OBTAIN ANGULAR MEASUREMENTS AND DISTANCE MEASUREMENTS.

CLOSURE STATEMENT:
THIS PLAT HAS BEEN CALCULATED FOR CLOSURE AND IS ACCURATE WITHIN ONE FOOT IN 100,000 FEET.

A TRIMBLE R4 DUAL FREQUENCY GPS UNIT WAS USED FOR ESTABLISHING CONTROL. A NETWORK ADJUSTED RTK SURVEY WAS PERFORMED AND ADJUSTED BY RELATIVE POSITIONAL ACCURACY.

THE FIELD DATA UPON WHICH THIS SURVEY IS BASED, ARE WITHIN THE POSITIONAL TOLERANCES ALLOWED FOR ALTAACSM LAND TITLE SURVEYS FOR THE 2011 MINIMUM TECHNICAL STANDARDS ESTABLISHED BY ALTA AND ACIM AND WAS ADJUSTED USING THE LEAST SQUARES METHOD.

THE BENCHMARKS SHOWN ON THIS SURVEY ARE COMPUTED ANGLES BASED ON A GRID BEARING BASE (GA WEST ZONE) MADS.

DISTANCES SHOWN HEREON ARE HORIZONTAL GROUND DISTANCES EXPRESSED IN U.S. SURVEY FEET.

INFORMATION REGARDING THE REPUTED PRESENCE, SIZE, CHARACTER, AND LOCATION OF BURIED UNDERGROUND UTILITIES AND STRUCTURES IS SHOWN HEREON. THERE IS NO CERTAINTY TO THE ACCURACY OF THIS INFORMATION AND IT SHALL BE CONSIDERED IN THAT LIGHT BY THOSE USING THIS DRAWING. THE LOCATION AND ARRANGEMENT OF UNDERGROUND UTILITIES AND STRUCTURES SHOWN HEREON MAY BE INACCURATE AND UTILITIES ARE NOT TO BE USED FOR CONSTRUCTION, AND/OR AS A BASIS FOR ANY OTHER CONSTRUCTION. THE SURVEYOR'S LIABILITY IS LIMITED TO THE INFORMATION PROVIDED HEREON. THE SURVEYOR IS NOT RESPONSIBLE FOR THE CORRECTNESS OR SUFFICIENCY OF THIS INFORMATION SHOWN HEREON AS TO SUCH UNDERGROUND INFORMATION.

INFORMATION REGARDING STORM SEWER AND SANITARY SEWERS IS SHOWN HEREON. IT IS BASED ON OBSERVATIONS TAKEN BY TERRAMARK EMPLOYEES AT THE SURVEY. THERE IS NO CERTAINTY TO THE ACCURACY OF THIS INFORMATION AND IT SHALL BE CONSIDERED IN THAT LIGHT BY THOSE USING THIS DRAWING. THERE IS NO CERTAINTY TO THE ACCURACY OF THIS INFORMATION AND IT SHALL BE CONSIDERED IN THAT LIGHT BY THOSE USING THIS DRAWING. THERE IS NO CERTAINTY TO THE ACCURACY OF THIS INFORMATION AND IT SHALL BE CONSIDERED IN THAT LIGHT BY THOSE USING THIS DRAWING. THERE IS NO CERTAINTY TO THE ACCURACY OF THIS INFORMATION AND IT SHALL BE CONSIDERED IN THAT LIGHT BY THOSE USING THIS DRAWING.

THIS SURVEY WAS PREPARED FOR THE EXCLUSIVE USE OF THE PERSON, PERSONS OR ENTITY NAMED HEREON. THIS PLAT DOES NOT EXTEND TO ANY UNNAMED PERSON, PERSONS OR ENTITY WITHOUT THE EXPRESS CERTIFICATION BY THE SURVEYOR HAVING MADE PERSONAL PERSONS OR ENTITY.

TERRAMARK LAND SURVEYING, INC. DOES NOT WARRANT THE EXISTENCE OR NON-EXISTENCE OF ANY NUISANCE OR HAZARDOUS WASTE IN THE SURVEY AREA.

FIELD WORK FOR THIS PROPERTY WAS COMPLETED ON JULY 17, 2013.

NO EVIDENCE OF CURRENT EARTH MOVING WORK, BUILDING CONSTRUCTION OR BUILDING ADDITIONS WERE OBSERVED DURING FIELD WORK FOR THIS PROPERTY.

NO PROPOSED CHANGES IN STREET RIGHT OF WAY LINES ARE KNOWN TO SURVEYOR AS OF THE DATE OF THIS SURVEY. NO EVIDENCE OF RECENT STREET OR SIDEWALK CONSTRUCTION OR REPAIRS WERE OBSERVED DURING FIELD WORK FOR THIS PROPERTY.

NO EVIDENCE WAS OBSERVED OF SITE USED AS A BOLD WASTE DUMP, SLUMP OR SANITARY LANDFILL DURING FIELD WORK FOR THIS PROPERTY.

PROPERTY DESCRIPTION

All that land or parcel of land lying in Land Lots 328 & 348 of the 18th District of DeKalb County, Georgia and being more particularly described as follows:

Beginning at a 1/4 square not found at the Southwest corner of Land Lot 348 (said corner being the common corner of Land Lots 328 & 348 of the 18th District of DeKalb County, Georgia and Land Lots 17 & 18 of the 17th District of DeKalb County, Georgia); thence running along the west line of Land Lot 348;

1. North 0°23'24" East, 48.34 feet to a point located on the southeasterly right of way line of Hammond Drive (hereinafter "RD"); thence continuing along said right of way line;

2. North 89°49'59" East, 54.63 feet thence;

3. North 89°49'59" East, 12.08 feet thence;

4. North 89°49'59" East, 202.13 feet thence;

5. 386.34 feet along the arc of a curve subtending to the right and having a radius of 672.43 feet and a chord bearing and distance of South 89°49'59" East, 382.81 feet thence;

6. 115.22 feet along the arc of a curve subtending to the right and having a radius of 697.45 feet and a chord bearing and distance of South 70°10'14" East, 112.28 feet thence;

7. 85.28 feet along the arc of a curve subtending to the right and having a radius of 88.88 feet and a chord bearing and distance of South 77°11'11" East, 77.88 feet to the intersection of the southeasterly right of way line of Hammond Drive and the southeasterly right of way line of Perimeter Center Parkway (hereinafter "PCP") according to GDOT Plans - Project No. 14P-0000-000405; thence running along the right of way line of Perimeter Center Parkway;

8. 142.38 feet along the arc of a curve subtending to the left and having a radius of 488.33 feet and a chord bearing and distance of South 12°29'14" East, 142.88 feet thence;

9. 142.38 feet along the arc of a curve subtending to the left and having a radius of 488.33 feet and a chord bearing and distance of South 12°29'14" East, 142.88 feet thence;

10. 386.34 feet along the arc of a curve subtending to the right and having a radius of 388.08 feet and a chord bearing and distance of South 89°49'59" East, 382.81 feet thence;

11. South 2°10'14" West, 128.48 feet thence;

12. South 89°49'59" East, 142.88 feet thence;

13. South 89°49'59" East, 142.88 feet thence;

14. 142.38 feet along the arc of a curve subtending to the right and having a radius of 488.33 feet and a chord bearing and distance of South 12°29'14" East, 142.88 feet thence;

15. 142.38 feet along the arc of a curve subtending to the right and having a radius of 488.33 feet and a chord bearing and distance of South 12°29'14" East, 142.88 feet thence;

16. 142.38 feet along the arc of a curve subtending to the right and having a radius of 488.33 feet and a chord bearing and distance of South 12°29'14" East, 142.88 feet thence;

17. 142.38 feet along the arc of a curve subtending to the right and having a radius of 488.33 feet and a chord bearing and distance of South 12°29'14" East, 142.88 feet thence;

18. South 89°49'59" East, 382.81 feet to the Point of Beginning, containing 551,111 square feet or 12.6423 acres of land, more or less.

LEGEND

- | | | |
|-----------------------------|----------------------------------|----------------------------|
| — CURB AND GUTTER (C&G) | — CURB INLET (CI) | — LIGHT POLE (LP) |
| — FENCE | — FLARED END SECTION (FES) | — POWER POLE (PP) |
| — STORM DRAIN LINE | — OUTLET CONTROL STRUCTURE | — UTILITY MANHOLE (UM) |
| — SANITARY SEWER | — 88 MANHOLE (88M) | — SPOTLIGHT |
| — WATER LINE | — CLEANOUT (CO) | — GAS VALVE (GV) |
| — GAS LINE | — ORANGE TRAP (OT) | — GAS METER (GM) |
| — UNDERGROUND POWER LINE | — IRRIGATION CONTROL VALVE (ICV) | — TRAFFIC SIGNAL BOX (TSB) |
| — OVERHEAD POWER LINE | — FIRE HYDRANT (FH) | — FLAG POLE (FP) |
| — UNDERGROUND COMMUNICATION | — WATER VALVE (WV) | — MAIL BOX |
| — TOPOGRAPHIC CONTOUR | — WATER VALVE MARKER | — SIGN |
| — PROPERTY LINE | — FIRE DEPT. CONNECTION (FDC) | — PHOTO LOCATION |
| — CATCH BASIN (CB) | — TRANSFORMER BOX (TB) | — CONCRETE AREA |
| — DRAIN INLET (DI) | — AIR CONDITIONER (AC) | — BRICK AREA |
| — JUNCTION BOX (JB) | — ELECTRIC METER (EM) | |
| — HEAD WALL (HW) | | |

REFERENCE MATERIAL

1. ALTAACSM LAND TITLE SURVEY FOR HOWARD PERIMETER, LLC PREPARED BY MILLMAN SURVEYING, INC. DATED JANUARY 18, 2007.
2. AFFIDAVIT OF NAME CHANGE TO GA-PERIMETER CENTER, L.L.C., DE 18004 PG.635 DEKALB COUNTY RECORDS.
3. WARRANTY DEED TO MOODY NATIONAL PAT 3 & H, L.L.C., DE 43222 PG. 181 AFORESAID RECORDS.
4. EXEMPTION PLAT FOR MANTING-SATTELE CO. PREPARED BY MATTHEW & BROWNING ENGINEERS, INC., PG.388 PG.108 AFORESAID RECORDS.
5. ALTAACSM LAND TITLE SURVEY OF BUILDING 245, MANNING, FLORIANCZAK & O'CONNOR "M" AT PERIMETER CENTER PREPARED BY MATTHEW & BROWNING ENGINEERS, INC. DATED DECEMBER 7, 1984. LAST REVISED ON FEBRUARY 7, 1985.
6. GEORGIA DEPARTMENT OF TRANSPORTATION RIGHT OF WAY PLANS PROJECT NO. 14P-0000-000405 DATED NOVEMBER 11, 2012.

LOCATION MAP

NOT TO SCALE
LAT. 33° 55' 08.86" N LONG. 84° 20' 47.22" W

SURVEYORS CERTIFICATE

TO: ATLANTA OFFICE INVESTMENT, L.L.C. A DELAWARE LIMITED LIABILITY COMPANY; STATE FARM MUTUAL AUTOMOBILE INSURANCE COMPANY; TRANSWESTERN INVESTMENT MANAGEMENT, L.L.C. A DELAWARE LIMITED LIABILITY COMPANY; THEIR RESPECTIVE SUCCESSORS AND ASSIGNS; GENERAL ELECTRIC EQUITIES, INC. A DELAWARE LIMITED LIABILITY COMPANY AND CHICAGO TITLE INSURANCE COMPANY

THIS IS TO CERTIFY THAT THIS MAP OR PLAT AND THE SURVEY ON WHICH IT IS BASED WERE MADE IN ACCORDANCE WITH THE 2011 MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTAACSM LAND TITLE SURVEYS, COMPLY ESTABLISHED AND ADOPTED BY THE ALTA AND ACIM AND THE MAPS AND PLATS ACT, CHAPTER 13, § 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20 AND 21 OF TITLE 46 THEREOF. THE FIELD WORK WAS COMPLETED ON JULY 17, 2013.



AUGUST 19, 2013
DATE OF MAP/PLAT

TITLE NOTES

- ACCORDING TO THE "FIRM" FLOOD INSURANCE RATE MAP OF DEKALB COUNTY, PANEL NUMBER 15B01-0101, DATED MAY 7, 2011 A PORTION OF THIS PROPERTY LIES WITHIN A SPECIAL FLOOD HAZARD AREA ZONE AS PER GRAPHICAL PLATTING. ACCORDING TO THE "FIRM" FLOOD INSURANCE RATE MAP OF DEKALB COUNTY, PANEL NUMBER 15B01-0101, DATED MAY 7, 2011 A PORTION OF THIS PROPERTY LIES WITHIN A SPECIAL FLOOD HAZARD AREA ZONE AS PER GRAPHICAL PLATTING. BOTH LINES ARE SHOWN HEREON AS WELL AS CORNER OF THE MAP ON PAGE 2 OF 2.
- SUBJECT PROPERTY HAS ACCESS TO THE APPARENT PUBLIC RIGHTS OF WAY OF HAMMOND DRIVE AND PERIMETER CENTER PARKWAY.
- THIS SURVEY WAS PREPARED WITH THE BENEFIT OF A TITLE COMMITMENT PREPARED BY CHICAGO TITLE INSURANCE COMPANY, COMMITMENT NUMBER CA 192145, HAVING AN EFFECTIVE DATE OF JUNE 20, 2013 AND REVEALING THE FOLLOWING ENCUMBRANCES:
11. RIGHTS OF UPPER, LOWER AND ADJACENT RIPARIAN OWNERS IN AND TO THE WATERS OF CREEKS AND BRANCHES CROSSING OR ADJOINING SUBJECT PROPERTY AND THE NATURAL FLOW THEREOF, FREE FROM OBSTRUCTION OR POLLUTION.
 12. EASEMENT FROM TAYLOR & MATTHEW ENTERPRISES, 2184 TRADING CORPORATION AND METROPOLITAN LIFE INSURANCE COMPANY TO DEKALB COUNTY DATED APRIL 7, 1978, RECORDED IN DE 2478 PG. 105 OF THE 18TH DISTRICT OF DEKALB COUNTY, GEORGIA. (AFFECTS SURVEYED PROPERTY - SHOWN ON SURVEY)
 13. SANITARY SEWER EASEMENT FROM BILMUTTE M. BRUNELL TO DEKALB COUNTY DATED DECEMBER 3, 1978, RECORDED IN DE 2478 PG. 105 OF THE 18TH DISTRICT OF DEKALB COUNTY, GEORGIA. (AFFECTS SURVEYED PROPERTY - SHOWN ON SURVEY)
 14. SEWER EASEMENT FROM TAYLOR & MATTHEW ENTERPRISES, 2184 TRADING CORPORATION AND METROPOLITAN LIFE INSURANCE COMPANY TO DEKALB COUNTY DATED APRIL 7, 1978, RECORDED IN DE 2478 PG. 105 OF THE 18TH DISTRICT OF DEKALB COUNTY, GEORGIA. (AFFECTS SURVEYED PROPERTY - SHOWN ON SURVEY)
 15. SEWER EASEMENT FROM TAYLOR & MATTHEW ENTERPRISES, 2184 TRADING CORPORATION AND METROPOLITAN LIFE INSURANCE COMPANY TO DEKALB COUNTY DATED APRIL 7, 1978, RECORDED IN DE 2478 PG. 105 OF THE 18TH DISTRICT OF DEKALB COUNTY, GEORGIA. (AFFECTS SURVEYED PROPERTY - SHOWN ON SURVEY)
 16. EASEMENT FROM TAYLOR & MATTHEW ENTERPRISES, 2184 TRADING CORPORATION AND METROPOLITAN LIFE INSURANCE COMPANY, DOING BUSINESS AS JOINT VENTURE UNDER THE NAME OF PERIMETER CENTER ASSOCIATES TO GEORGIA POWER COMPANY DATED JUNE 2, 1980, RECORDED IN DE 4488 PG. 18, AFORESAID RECORDS, WHICH IS AN ILLEGIBLE DOCUMENT AND WAS UNABLE TO DETERMINE MORE CONFIDENT LOCATION.
 17. EASEMENT FROM TAYLOR & MATTHEW ENTERPRISES, 2184 TRADING CORPORATION AND METROPOLITAN LIFE INSURANCE COMPANY, DOING BUSINESS AS JOINT VENTURE UNDER THE NAME OF PERIMETER CENTER ASSOCIATES TO GEORGIA POWER COMPANY DATED JUNE 2, 1980, RECORDED IN DE 4488 PG. 18, AFORESAID RECORDS, WHICH IS AN ILLEGIBLE DOCUMENT AND WAS UNABLE TO DETERMINE MORE CONFIDENT LOCATION.
 18. EASEMENT FROM TAYLOR & MATTHEW ENTERPRISES, 2184 TRADING CORPORATION AND METROPOLITAN LIFE INSURANCE COMPANY, DOING BUSINESS AS JOINT VENTURE UNDER THE NAME OF PERIMETER CENTER ASSOCIATES TO GEORGIA POWER COMPANY DATED JUNE 2, 1980, RECORDED IN DE 4488 PG. 18, AFORESAID RECORDS, WHICH IS AN ILLEGIBLE DOCUMENT AND WAS UNABLE TO DETERMINE MORE CONFIDENT LOCATION.
 19. GRANT OF EASEMENTS FROM METROPOLITAN LIFE INSURANCE COMPANY AND TAYLOR & MATTHEW ENTERPRISES, L.P. TO BEACON PROPERTIES, L.P., DATED FEBRUARY 16, 1988, RECORDED IN DE 1814 PG. 22, AFORESAID RECORDS, FIRST AMENDMENT DATED MARCH 1, 1989, RECORDED IN DE 1814 PG. 22, AFORESAID RECORDS, SECOND AMENDMENT DATED MARCH 1, 1989, RECORDED IN DE 1814 PG. 22, AFORESAID RECORDS, THIRD AMENDMENT DATED MARCH 1, 1989, RECORDED IN DE 1814 PG. 22, AFORESAID RECORDS, WHICH IS AN ILLEGIBLE DOCUMENT AND WAS UNABLE TO DETERMINE MORE CONFIDENT LOCATION.
 20. PERMANENT CONSTRUCTION AND MAINTENANCE EASEMENT FOR CONSTRUCTION OR IMPROVEMENT OF SIDEWALK AND TRANSPORTATION IMPROVEMENTS FROM ATLANTA OFFICE INVESTMENT, L.L.C. TO DEKALB COUNTY DATED MAY 15, 2001, RECORDED IN DE 12138 PG. 628, AFORESAID RECORDS. (AFFECTS SURVEYED PROPERTY - SHOWN ON SURVEY)
 21. EASEMENT FROM GA-PERIMETER CENTER, L.L.C. TO GEORGIA POWER COMPANY DATED FEBRUARY 3, 1988, RECORDED IN DE 1814 PG. 22, AFORESAID RECORDS. (AFFECTS SURVEYED PROPERTY - SHOWN ON SURVEY)

Terramark Land Surveying, Inc.
Professional Land Surveyors
1000 Peachtree Street, N.E.
Atlanta, Georgia 30309
Phone No. (770) 491-1827
Fax No. (770) 491-0822
L.S. NUMBER 50000

Applicant No.	2013-0011	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC	TOTAL
Survey Order	10000										10000
Drawn By	JDH										
Approved By	PC										
Date	08/19/13										
Sheet	1 of 2										

FOR
ALTAACSM LAND TITLE SURVEY
ATLANTA OFFICE INVESTMENT, L.L.C., STATE FARM MUTUAL AUTOMOBILE INSURANCE COMPANY, TRANSWESTERN INVESTMENT MANAGEMENT, L.L.C., GENERAL ELECTRIC EQUITIES, INC., AND CHICAGO TITLE INSURANCE COMPANY
LOCATED IN
LAND LOTS 328 & 348, 18TH DISTRICT
CITY OF DUNWOODY, DEKALB COUNTY, GEORGIA

SHEET NO.
1/2
CHAMBERLAIN TMS-324



Exhibit "B"

Neighbor Communications Summary Report

EXHIBIT B

Neighbor Communications Summary Report

This summary report is provided in accordance with the City of Dunwoody's requirement that an applicant for rezoning conducts and documents neighbor communications prior to the submittal of an application for rezoning when the subject property of the rezoning application is within 500 feet of property either zoned or used for residential purposes. In the case of the current proposal, two parcels within 500 feet are zoned OCR (Office-Commercial-Residential) (Parcel # 18-348-04-021 located at 223 Perimeter Center Parkway and Parcel # 18-348-04-22 located at 1051 Hammond Drive). Both are part of the proposed High Street development by GID Development Group, which serves as the owners' representative for these properties. Following is the information required by the City in connection with this communication effort.

1. Efforts to notify neighbors about the proposal. As noted above, only two parcels located within 500 feet of the Subject Property are zoned for residential purposes. Both are zoned OCR and are part of the proposed High Street development. The property located at 223 Perimeter Center Parkway is owned by Windsor at Convergence 223, LLC and the property located at 1051 Hammond Drive is owned by Windsor at Convergence 1051, LLC. The owners' representative for both properties is Mr. Jeffrey Lowenberg of GID Development Group, the developer of the High Street project. The Applicant's attorney spoke about the proposal by phone with Mr. Lowenberg on the afternoon of Thursday, April 9, 2015, and later that day sent Mr. Lowenberg a letter by email and U.S. mail concerning the project. The email and letter are attached hereto as Exhibit "B-1".

2. How information about the proposal was shared with neighbors. Information was shared by phone conference, email, and by a letter sent to the owners' representative for the affected properties.

3. Who was involved in the discussions? Telephone discussions and written communication have been between the Applicant's legal counsel, David C. Kirk of Troutman Sanders LLP, and Mr. Jeffrey Lowenberg of the GID Development Group, owner's representative and developer of the High Street project.

4. Suggestions and concerns raised by neighbors. No concerns were raised or suggestions made by Mr. Lowenberg during the telephone conversation with Applicant's legal counsel or in response to the email and letter sent to him. Should Mr. Lowenberg raise any concerns or make any suggestions going forward, the Applicant will amend this Report to note such concerns or suggestions.

5. What specific changes to the proposal were considered and/or made as a result of the communications? As no concerns have been raised or suggestions yet made by the neighboring property owners' representative, no changes to the proposal have been considered or made as a result of the communications described above. Should any such changes be made in the future, the Applicant will revise this Report accordingly.

Kirk, David C.

From: Kirk, David C.
Sent: Thursday, April 09, 2015 3:29 PM
To: 'jlowenberg@gid.com'
Cc: 'James George'
Subject: Dunwoody Rezoning Notice
Attachments: Rezoning Notice Letter to High Street.pdf

Dear Mr. Lowenberg - As we just discussed, attached is the letter the City of Dunwoody requires me to send to the owners of nearby residentially used or zoned property in connection with the proposed rezoning of the 245 Perimeter Center Parkway property in the City of Dunwoody. I appreciate you taking the time to speak with me and encourage you to call me should you have any questions or concerns.

Best regards,

David

David C. Kirk
Troutman Sanders LLP
5200 Bank of America Plaza
600 Peachtree Street, N.E.
Atlanta, Georgia 30308
Phone: 404-885-3415
Fax: 404-962-6794

DAVID C. KIRK
404.885.3415 telephone
404.962.6794 facsimile
david.kirk@troutmansanders.com

TROUTMAN SANDERS

TROUTMAN SANDERS LLP
Attorneys at Law
Bank of America Plaza
600 Peachtree Street NE, Suite 5200
Atlanta, Georgia 30308-2216
404.885.3000 telephone
troutmansanders.com

April 9, 2015

VIA EMAIL (JLOWENBERG@GID.COM)
& FIRST CLASS U.S. MAIL

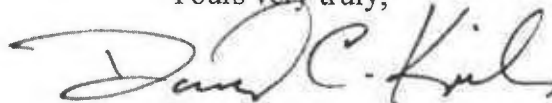
Windsor at Convergence 223 LLC
Windsor at Convergence 1051 LLC
c/o Mr. Jeffrey Lowenberg, Vice-President - Development
GID Development Group
125 High Street, 27th Floor
Boston, MA 02110

**Re: Rezoning Notice - 245 Perimeter Center Parkway (the "Subject Property") -
Parcel # 18-329-04-003 - City of Dunwoody, Georgia**

Dear Mr. Lowenberg:

The law firm represents Atlanta Office Investment, L.L.C. (the "Owner") in connection with the proposed rezoning of approximately 13 acres of property located south of Hammond Drive and west of Perimeter Center Parkway in the City of Dunwoody. The Subject Property is located near the High Street Project and is proposed to be rezoned from its current O-I (Office Institutional) classification to the PD (Planned Development) classification to allow for the redevelopment of the Subject Property into a unified mixed-use development including 1.5 – 1.8 million square feet of Class A office space in three buildings; approximately 80,000 square feet of retail and restaurant space; with associated structured parking, streetscape, landscape, greenspace, and pedestrian improvements. The proposed development is intended to further accommodate the consolidation of State Farm's Atlanta hub in the City of Dunwoody. The City of Dunwoody requires us to notify you as the High Street project contains a residential component and is within 500 feet of the Subject Property. Should you have any questions or concerns about this proposed rezoning please do not hesitate to contact me.

Yours very truly,



David C. Kirk
Attorney for Applicant

/dck

Exhibit "C"

Environmental Site Analysis Form

EXHIBIT C

Environmental Site Analysis (ESA) Form

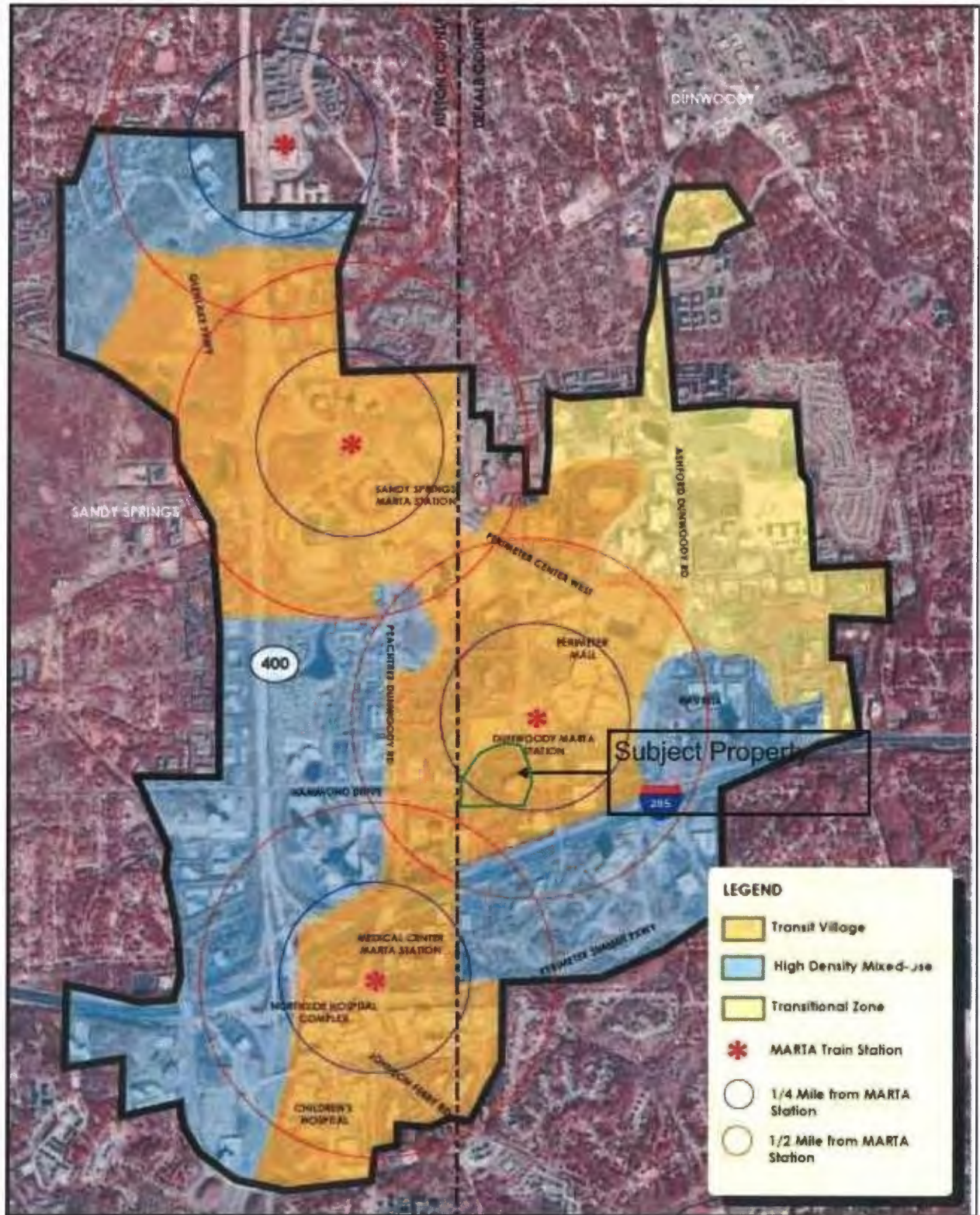
1. CONFORMANCE WITH THE COMPREHENSIVE PLAN

The proposed Project consists of the redevelopment of a 13.042 acre tract that currently contains a multi-story office tower and extensive surface parking (the "Subject Property") into a unified and vibrant mixed-use, transit-oriented and pedestrian-friendly development including between 1.5 million and 1.8 million square feet of Class A office space in three buildings; between 70,000 and 90,000 square feet of retail and restaurant space; with associated structured parking, streetscape, landscape, green space, transportation and pedestrian improvements. In addition to the existing office building and surface parking, the Subject Property includes narrow sidewalks adjacent to the Hammond Drive and Perimeter Center Parkway frontages with associated landscaping, landscaped islands in the parking field, landscaped areas adjacent to the existing building, and a creek traversing the site adjacent to portions of the western and southern boundaries of the Subject Property. The site elevation rises substantially from the southwest corner (creek) to the northwest at the intersection of Hammond Drive and Perimeter Center Parkway.

Adjacent property to the south is an undeveloped natural area traversed by the creek that crosses portions of the Subject Property. The majority of this area is proposed as a City of Dunwoody park/nature preserve, while portions are proposed to be used for the alignment of a future road proposed by the City of Dunwoody to connect Perimeter Center Parkway on the east to Peachtree-Dunwoody Road in the City of Sandy Springs on the west. Property across Hammond Drive has been zoned OCR and is proposed as the mixed-use "High Street" development. Across Perimeter Center Parkway is a 602,000 square foot office development currently under construction.

Included with this application as Exhibit "A-1" to the Overall Development Plan is a conceptual Site Plan for the proposed project.

The proposed development conforms to the policy and intent of Dunwoody's Comprehensive Plan (the "Plan") and, in particular, the portions of the Plan addressing the Perimeter Center Character Area and the "Transit Village" subarea within one-half mile of the Dunwoody MARTA Station. The proposed development supports the vision of the Plan to create a mixed-use, transit-oriented development containing first-class office, retail and restaurants in an attractive, inviting pedestrian-friendly environment with easy access to MARTA's Dunwoody rail station and other transportation modes. The current extensive field of surface parking on the Property will be eliminated as part of the redevelopment, thus satisfying another stated goal of the Plan. Included on the following page is an excerpt from the Comprehensive Plan showing the Perimeter Center Character Area as envisioned under the Livable Centers Initiative Framework Plan, including the approximate boundaries of the Subject Property.



The design of the proposed development will foster pedestrian movements both internally and through the Property to nearby transit, retail, and housing opportunities, while providing easily accessible and safe off-street parking for automobile commuters and visitors. As outlined more fully in the Overall Development Plan, the proposed development also will support the Plan's call for high-quality design and materials. The Plan's vision for the addition of public gathering spaces and pocket parks will be satisfied through the creation of a mix of landscaped and hardscaped plazas, parkways, and outdoor dining areas within the development that will provide pedestrian linkages to existing and proposed civic and green space in the area.

In addition to its conformity with the Plan's policy and intent, the proposed development also satisfies a number of the goals and objectives of the Perimeter Center Livable Centers Initiative Study (the "LCI Study") and updates performed by the City in cooperation with the Perimeter Community Improvement District. The proposed development will provide internal pedestrian connectivity between the office, retail and restaurant components of the development. In addition, pedestrian improvements will enhance pedestrian and green space connectivity external to the site to other nearby developments, the MARTA system, and the emerging network of parks in the area, including the potential civic space located north of the Dunwoody MARTA station. The replacement of the expansive surface parking lot on the Subject Property with a vibrant, integrated, mixed-use development will stand as a model for retrofitting sites developed using outdated suburban models that favored single-occupant vehicle traffic and ignored the potential benefits of a vibrant pedestrian environment. The proposed development will provide a sense of place for both workers and visitors to the development through plazas, walkways, green space, and an active pedestrian environment, including sidewalk dining areas and other amenities. Overall, the proposed development intends to transform the Subject Property from an under-utilized suburban office model to a vibrant urban environment that takes advantage of and enhances both internal and external connections to transit, housing, and other nearby developments in the area.

2. ENVIRONMENTAL IMPACTS OF THE PROPOSED PROJECT

Based upon field observation and field survey of the subject property, there are some environmental features on the site, as described more fully below.

a. Wetlands – There are no wetlands located on the site based on field observation.

b. Floodplain – Portions of the Subject Property do lie within the 100 year flood hazard zone as defined by the F.E.M.A Flood Insurance Rate Map (FIRM) of DeKalb County, Georgia, panel number 13089C0011J, effective date of May 16, 2013. This floodplain area has also been field surveyed by a licensed surveyor for more accurate conditions on the site.

c. Streams/Stream Buffers – There is an existing stream that flows from north to south located along the western property line of the Subject Property. The stream then turns to the east at the southwest corner of the Subject Property. The stream meanders back to the south before crossing the southern property line. This stream and associated buffers have been field reviewed

and surveyed. A portion of the parking field associated with the existing development encroaches into the stream buffer established by the City of Dunwoody after such development already had occurred.

d. Slopes exceeding 25 percent over a 10-foot rise in elevation – Areas where existing slopes exceed 25% over a 10 foot rise in elevation exist along the western property line and southwestern property corner. These areas are generally along the previously mentioned stream buffer.

e. Vegetation – Given the developed condition of the Subject Property, there are no significant areas of vegetation. Landscaped areas previously have been installed along the existing street frontages, within parking field islands and adjacent to the existing office building. More natural vegetation exists within the stream buffer and floodplain associated with the stream that traverses the southwestern portion of the Subject Property.

f. Wildlife Species (including fish and endangered species) – Given the developed condition of much of the Subject Property and the proposed development area, there are no known endangered wildlife species on the existing site.

g. Archeological/Historical Sites - There are no known historic buildings, sites, districts or archeological resources on or adjacent to the Subject Property. Accordingly, the zoning proposal will have no adverse effect on any such historic or archeological resources.

3. PROJECT IMPLEMENTATION MEASURES

The following measures will be enforced during implementation of the proposed development program:

a. Protection of environmentally sensitive areas –The proposed development has taken into consideration the previously mentioned environmentally sensitive areas. As noted above, a portion of the existing development encroaches into the stream buffer established by the City of Dunwoody after such development occurred. The majority of the remaining stream, associated buffers, floodplain, and steep slope areas will be left undisturbed by the proposed site development. Some temporary impacts are likely to be associated with the construction of the Project, including those associated with a potential multi-use path proposed by the City of Dunwoody along the western portion of the development. While the alignment of this multi-use path has yet to be determined, it will be at least partially within the stream buffer administered by the City, resulting in some permanent impact.

Along the southern portion of the Subject Property is the potential alignment for the City of Dunwoody proposed East-West Connector roadway and, if such road is constructed, an associated future driveway connection to the project. The project team is currently working with the City of Dunwoody, the U.S. Army Corps of Engineers and other agencies to identify the potential impacts of such road on the stream, stream buffer, and flood way. The developer is committed to working cooperatively with the City and those Federal and State agencies having

jurisdiction in this study to determine if this future roadway can be constructed and, if so, the appropriate mitigation measures.

b. Protection of water quality – Compliance with current State & City of Dunwoody stormwater code requirements and NPDES requirements during construction and redevelopment of the Subject Property will protect water quality in stormwater discharge flows from the project area.

c. Minimization of negative impacts on existing infrastructure – Critical infrastructure will be protected during the redevelopment of the Subject Property, with traffic impacts identified and mitigated per traffic study recommendations, as well as City of Dunwoody and GRTA's DRI Notice of Decision recommendations.

d. Minimization of impacts on archeological/historically significant areas – There are no known historic buildings, sites, districts or archeological resources on or adjacent to the Subject Property. Accordingly, the zoning proposal will have no adverse effect on any such historic or archeological resources.

e. Minimization of negative impacts on environmentally stressed communities – There are no such communities adjacent to the Subject Property. Accordingly, the zoning proposal will have no negative impacts on environmentally stressed communities.

f. Creation and preservation of green space and open space – The redevelopment program will provide substantial green space and open space associated with the proposed zoning classification.

g. Protection of citizens from the negative impacts of noise and lighting – Due to the location of the Subject Property in the "Transit Village" subarea, it is not anticipated there will be any such impacts.

h. Protection of parks and recreational green space – Existing parks and recreational green space areas will not be impacted by the proposed redevelopment program.

i. Minimization of impacts to wildlife habitats – Given the developed condition of much of the Subject Property and the proposed development area, there are no known endangered wildlife species on the existing site. As noted above, the potential impacts of the City of Dunwoody proposed connector road and multi-use path are currently under study by the developer, the City and appropriate Federal and State agencies. Such studies will identify possible mitigation measures to be incorporated in such future projects, should they be implemented.

Exhibit "D"

Pedestrian Circulation Plan



Exhibit "E"

Conceptual Site Rendering and Section Drawings



CONCEPTUAL RENDERING

