

MEETING MINUTES
CUMBERLAND COMMUNITY IMPROVEMENT DISTRICT
Thursday, January 26, 2017

MEMBERS PRESENT

Tad Leithead
John Shern
Connie Engel
Bob Voyles (arrived during the meeting)
Mason Zimmerman

EXECUTIVE DIRECTOR

Malaika Rivers

LEGAL COUNSEL

Lynn Rainey

COBB CHAMBER OF COMMERCE

Melissa Crook
Bryan Bebout
Kyethea Clark
Slade Gullede
Noelle Lloyd
Roxanne Plummer
Mike Winters

COBB COUNTY

Jason Gaines
Karyn Matthews
Erica Parish
William Stewart
Jim Wilgus

JACOBS

Alex Chung
Vinay Uchil

OTHERS PRESENT

Vance Smith, Pond & Company
Peter Hortman, Pond & Company
Dan Dobry, Croy Engineering
Eric Bosman, Kimley-Horn
Corey Boyer, Cushman & Wakefield
Josh Winter, Winter Design
Britt Fleck, Georgia Power
Al Martin, Georgia Power
Holly Quinlan, Cobb Travel & Tourism
Milton Dortch, Franklin Gateway CID
Billy Linville, Lexicon Strategies
Kori Stokes, Powers Ferry Business Park
Steve Cote, RS& H
Alicia Smith, Arcadis
Lindsey Burruss, CT&T
Ron Sifen, Vinings
Jon Gargis, MDJ

The January meeting of the Cumberland Community Improvement District Board was called to order at 7:34 a.m. on Thursday, January 26, 2017 at the Cobb Chamber of Commerce, 240 Interstate North Parkway, Atlanta, Cobb County, Georgia, pursuant to legal notice. A quorum was present.

Chairman Leithead presided and welcomed special guests.

ITEMS FOR APPROVAL

1. Minutes: Mr. Shern made a motion to approve the December 15, 2016 Minutes of the CID Board. Mr. Zimmerman seconded the motion which was unanimously approved.
2. Approval of Financial Statement: Mike Winters presented the Treasurer's Report in Barry Teague's absence. Ms. Engel made a motion to approve the December Financial Report (Exhibit A) and invoices and cash disbursements as presented (Exhibit B). Mr. Shern seconded the motion which was unanimously approved.

CHAIRMAN'S REPORT: BIG PICTURE

Chairman Leithead stated this Saturday, January 28th the Cobb Chamber will be having its Annual Dinner. The CCID has a table and there is an empty seat if anyone would like to attend. Cobb Commission Chairman Boyce, Commissioner Ott, Michael Murphy, Board member Engel, Ms. Rivers and Chairman Leithead will be at the CCID table as well.

Chairman Leithead stated there has been a lot of press recently with regard to the \$14M between the Braves and the County. The AJC erroneously reports it as a joint obligation between the County and the CCID. Chairman Leithead had a phone interview with Cobb news reporter Meris Lutz with the AJC. Chairman Leithead told her the CCID had no involvement with the \$14M commitment from the County to the Braves. Then Chairman Leithead walked her through the unrelated \$10M commitment of the CCID to the County, and distinguished the difference between the CCID's initial \$10M, and \$5M with the additional \$450,000 that was committed to the Pedestrian Bridge to get it completed. The CCID has no obligation to the Braves. The CCID has now had the opportunity to be heard clearly on this topic. Chairman Leithead wanted it to be made clear how these obligations have been broken down and the CCID is not involved in the \$14M commitment of the County to the Braves.

On December 15, 2016 the CCID was presented with the 2016 Institute of Transportation Engineers (ITE) Georgia Section Agency of the Year Award. The CCID was awarded as the top agency with regard to engineering and transportation for 2016. It is significant to be recognized because this is a statewide organization.

EXECUTIVE DIRECTOR'S REPORT

A. Real Estate Activity

1. Development Pipeline: Ms. Rivers reviewed the new refreshed Cumberland commercial and residential square footage, residential market and growth collaterals. There is approximately 21M existing square feet with another 5M square feet of commercial development coming through the pipeline with a total cost of \$3.8B. There is approximately 17.5M existing square feet of residential with another 1M advancing, totaling \$509M in residential. More than 7,900 residential units are currently zoned, bringing an estimated 15,960 new residents into the community.
2. Investment & Sales Activity: Ms. Rivers reviewed the Investment and Sales activity collaterals. Through December 31, 2016 the total value of permits in the CCID is \$385M (\$250M is commercial or CID taxable). This makes up 51% of Cobb County's total commercial permit value to date in 2016. Permits in the CCID are already 229% above the total permits for last year and more than the total county permits for any 1 year for the past 5 years. In 2016, almost \$613M in commercial properties sold in the CCID area. The average sale price has been 115% above Tax Assessors value. Since 2013, nearly \$2.2B in commercial properties have sold in the CCID.

CCID staff is in the process of putting together the 2016 Annual Report. It will be available at next month's meeting.

- B. Tax Digest & Revenue Projections: Ms. Rivers reported after the tax digest was approved, the County had projected the CCID would be increasing its value by 5.9%. The CCID initially projected a 3.38% increase in the valuation and now that the year has closed out the CCID actually closed in excess of 6.3% higher.

Instead of the revenue projection at 5.7% the CCID closed out with a revenue income at 5.9%. It added \$181,000 to the CCID's revenue.

C. Work Program Overview

1. CID Open Projects & Other Agency Open Projects: Ms. Rivers reviewed the CID Open Work Program and stated the Akers Mill Ramp project is now included in the CID Open Work Program spreadsheet. Ms. Rivers went on to state the CCID's total work program is valued in excess of \$254M. So far the CCID has received outside commitments of \$171M towards those projects. The CCID has also committed \$52M to those projects and there is a \$30M funding gap which CCID staff continues to work on closing. Of that funding gap, the CCID knows that it will put in at least \$5.5M projecting the balance of that gap to be \$24M. There is approximately \$157M worth of projects under construction and the CCID continues to advance those projects with the balance of \$88M that is going through the pipeline. Ms. Rivers reviewed the Other Agency Projects Work Program.

D. Required Action/Requests

1. Overview of Requests on Cash Flow Model: Ms. Rivers reviewed the CCID's current cash flow model and the scenario that showed Board members the impact of approving the funding requests today. It does not include any new future commitments. By 2018, the CCID would be in the red \$900K (June-August). The CCID has a \$5M credit line with the Bank of North Georgia if ever needed.
2. Herodian Way Streetlights Request (\$12,495 for Installation Cobb County): Ms. Rivers reported that recently, the County approached the CCID about lighting needs along four corridors that will see a growth in traffic and pedestrian activity: Herodian Way, Windy Ridge, Interstate North, and Akers Mill along the south side of I-285. These corridors have minimal to no lighting which presents a safety hazard in the community, particularly once the stadium opens. The County is requesting a partnership with the CCID to light these four corridors. At this time, the County has prioritized Herodian Way as the most critical corridor and is seeking \$12,495 from the CCID to immediately move forward with the installation of 10 County-standard light poles (wooden poles with light fixtures attached). In turn, the County will pick up the cost of installing lights along Akers Mill with the County's standard wooden light poles. Assuming the Board approves this, staff recommends the commitment be channeled through the existing 'Street/Ped Lighting Installation' project (B-21).

In addition to this request, the County is requesting that before year end, the CCID also light Windy Ridge and Interstate North. This is an additional \$175K estimate assuming the wooden poles are installed. Before the Board makes any commitment to that end, the Board may want to consider upgrading from the wooden light poles to the CCID's decorative street and pedestrian lights in at least two of the four corridors. However, doing so would increase the expense which would likely be \$1M depending on how many corridors/lights are upgraded. The Board does not need to make a commitment to this right now.

{Bob Voyles joined the meeting at this point}

Board members discussed the area and the aesthetic standard. Chairman Leithead asked who would maintain the lights once installed. Ms. Rivers stated the CCID has a Lighting District that specifically indicates that the payment of the energy is through the water bill, so the adjacent property owner. Should the light fixture itself be damaged the County's contribution would be limited and anything above and beyond the County standard fixture would be the CCID's responsibility. Chairman Leithead discussed

2 possible approaches: 1) the CCID could just approve the request to make sure the poles are up and lit before the stadium opens. Then take the time to evaluate the other corridors and discuss whether the CCID is willing to spend the additional \$1M to achieve its standards or forgo the standards and install the County poles; 2) delay a decision on the \$12K and decide how to approach the area as a whole. This request was requested by District 2 Commissioner Ott. Board members went on to discussed prioritizing the area in terms of lighting. Karyn Matthews with Cobb DOT stated the County is paying for the upgrade light option on Interstate North Pkwy and Cumberland Blvd behind Cumberland Mall. The CCID had approximately 60 light fixtures on Interstate North Pkwy and the project involved 80 or 90 lights. The County is buying the extra 30 or so lights to finish the project. On Cumberland Blvd, the County is purchasing all the CCID standard lights. Chairman Leithead stated the CCID is in an evolution period and its priorities have changed. The Board must discuss this going forward and how to account for it. Board member Voyles would like staff to take a look at the area and establish recommendations on where the upgraded lighting is and isn't needed. The Board would like to see the County's expected heavy pedestrian traffic maps to see where the CCID should possibly place upgraded fixtures. After Board discussion, Ms. Engel made a motion to approve Cobb County's request to fund with the installation of 10 County-standard light poles (wooden poles with light fixtures attached) on Herodian Way in the amount of \$12,495. This is a one-time pedestrian safety commitment and not intended to set a precedent for the CCID under County obligated street lights. Mr. Shern seconded the motion which was unanimously approved.

3. Akers Mill Ramp Request (\$1,201,802 for Construction of Phase 1): Ms. Rivers reported that after 2 ½ years shepherding this project through very challenging conditions, a major milestone has been reached. GDOT has completed the design for the first phase of the ramp, negotiated with the contractor, and is ready to go to construction. Ms. Rivers reported at last month's meeting that the CCID has successfully assembled a variety of partners to help, including GDOT, Cobb County, ARC, and SRTA. To recap, the project has been broken down into two phases. The first phase is to do the necessary prep work on I-285 overpass in order to make way for the enlarged footprint that the ramp will require on I-75. NWER Construction has presented a price and is ready to go to construction. The second phase of the project has had some design work and it is ready to continue along with the design and it needs to be permitted. It will take a year to design and which will allow the CCID to collect the money in order to complete the project. CCID is already invested in Phase II of the project. The entire project is estimated at \$36M, the first phase is \$24M of that with the second phase being the balance. In 30 days, CCID staff will have a finer point on Phase II estimated numbers. Now that the price is known for the first phase, Ms. Rivers stated that 89%, or \$21.4M of the \$24M cost of Phase I has been successfully secured from other sources. Of the balance, some of the CCID's previously committed funds have been applied, however there remains a \$1.2M gap. Ms. Rivers reviewed the funding sources: at the request of ARC, the CCID is pushing ARC's commitment of \$4M to Phase II; that leaves \$2M in the GTIB to be applied to Phase I and Cobb County's \$15M to be applied to Phase I. Also, GDOT has waived their management fee which totals \$2.1M leaving a \$1.2M gap once the \$17M is applied from Cobb County and SRTA to put towards NWER's construction fee of \$18.2M. Assuming the CCID commits to fill the \$1.2M gap to advance Phase I to construction, it brings the CCID's total commitment to date for both phases of the project to \$3.9M; an excellent leverage ratio. Funding this \$1.2M gap is needed in order to issue GDOT a notice to proceed and the project will go to construction. This project will be completed by the time the entire NW Managed Lanes project opens next year and without doing this work, Phase II will not be able to happen because it will not have the footprint allowable in order to put this access ramp on the Managed

Lanes. Chairman Leithead stated the first phase is now or never. If Phase I is not funded and does not go to construction GDOT will not allow anyone to come back after the Managed Lanes project is open and tear up in order to do the I-285 work. It is time critical and is done by NWER Construction. Phase II is not time sensitive and GDOT will allow the CCID to break it out to bid. Ms. Rivers stated the funders have already issued its next call for projects. ARC is the conduit for federal funds. The CCID will pursue the next opportunities for funding aggressively. After Board discussion, Mr. Voyles made a motion to approve \$1,201,802 for Construction of Phase I. Mr. Shern seconded the motion which was unanimously approved. Board member Voyles complimented Chairman Leithead and Ms. Rivers for pushing this project forward. Chairman Leithead and Ms. Rivers thanked the funding partners. It has been quite a partnership. Ms. Rivers will be bringing the phase two design proposal to the Board at the next meeting.

4. Cobb Pkwy/I-285 Interchange Landscaping Request (\$316,600 for Installation): Ms. Rivers started out by stating in 2014, the CCID asked Winter Design to do three landscape enhancement/repair projects around the community. Two of these were successfully completed while the third, the Cobb Pkwy/I-285 Interchange, was intentionally slowed due to the need to coordinate with CDOT's adjacent road work. After allowing enough time for this, the interchange enhancement has been designed and is ready to be installed. The recommended bidder is Russell Landscape with a price of \$316,600 for installation. The plants will be installed by March or April. As for ongoing maintenance, it will likely increase the maintenance costs. The request is for \$316,600 for the interchange landscaping. CCID staff recommends that it supplement the existing 'Cobb Parkway Corridor Enhancement' project (B-23) so that all of the investments in enhancement along the corridor can be tracked. Mr. Voyles made a motion to approve Cobb Pkwy/I-285 Interchange Landscaping installation in the amount of \$316,600 (new commitment). Mr. Zimmerman seconded the motion which was unanimously approved. Board members would like to continue to keep a consistent landscaping look throughout the district.

E. Key Updates

1. Hardscape Maintenance: Ms. Rivers reported the CCID's enhancements (i.e. - stamped crosswalks, pavers, street furniture, and decorative lighting) are considered above and beyond the County's standards. In the past, the County has been a partner in seeing them installed which has helped the CCID make dramatic visual impacts around the community. Many of these enhancements - stamped crosswalks for example - are now reaching the end of their useful life (10 years) and are in decline and we must figure out how they will be maintained.

Beyond the need of crumbling hardscapes, the CCID has an issue impeding some new initiatives. The County has now determined that it will not allow new enhancements unless the CCID clearly takes responsibility for the upkeep. This is due to the County's budget and manpower concerns. This is impacting the CCID's ability to advance several new projects. For example, the CCID was unable to move forward with the enhancements that would identify and promote our growing bike trail network; a much discussed priority of the CCID's. Without a clear policy on hardscape maintenance by the Board, it is creating an obstacle for this project.

In the past, the CCID's procedures to address maintenance have been more ad hoc. Specifically, for some projects a CFA identifies the County's responsibility (i.e. - the Cumberland Boulevard Bridgescape), and for other projects the Cooperation Agreement has been amended to identify the CCID's responsibility (i.e. -decorative lighting and banners). Other efforts were initiated with a more informal understanding, but with no clear governing document, responsibilities may be called into

question. Staff needs direction on what the Board would like to do with existing deteriorating materials and the CCID's involvement and what would the Board like to do with having a Board policy with future project maintenance. As to the financial impact of these three scenarios, staff's rough estimate is that it would cost about \$100,000/year to keep the area in excellent repair given the enhancements that already exist as well as the ones in the pipeline. However, because there have been a few years of deferred repair, plus the stress on the community from all of the traffic and heavy earth-moving equipment, staff is estimating \$250,000 - \$350,000 for the first year to get the community back to a state of good repair.

Board member Voyles would like staff to do a survey on what other larger CID's are doing about this issue. He went on to state that the CCID cannot expect the County to maintain improvements above County standards what the CCID elects to put in. The CCID will need to govern the design and the materials to cover these additional upgraded materials and needs. Board members had varying opinions on just how much responsibility the CID should or would assume. Board members also discussed the materials. Board members need more time and will discuss this issue at the February Board meeting.

2. Savings on Closed Projects: Ms. Rivers reported at last month's meeting she projected there would be 9 projects in total that will close and will return \$1.1M, but the actual number is \$1.2M that will be returned to the CCID's general fund for the Board to use those funds as it sees fit.

F. Operations

1. Capital Improvements Update: Kyethea Clark, Director of Operations, gave updates on: Bob Callan Trunk Trail Ph. II A and Palisades/Paces Mill.
2. Blueprint Cumberland 3.0 Update: Ms. Clark reported a public meeting is scheduled for February 9, 4:30 pm – 6:30 pm at the Cobb Chamber.

Ms. Rivers stated Blueprint Cumberland 3.0 will update the economic impact section and the CCID's fiscal impact to the County.

G. Communications & Outreach

1. Outreach: Noelle Lloyd, Communications & Outreach Manager, reported on current outreach activities:
 - A Coffee and Construction will be on February 24 at the Hyatt House in Cumberland.
 - The Annual Report will be available next month.
 - The CCID's marketing materials have been updated and will be on the website.
 - Website traffic continues to be high due to social media integration, simple navigation, and continuous updates.
 - In process of deploying social media strategy to engage with the business community.
 - The Cumberland branding project continues to move forward with its partners and the next workshop will be February 27.
 - Decorative banners are being installed throughout the district.
 - There will be more details at the next Board meeting regarding two upcoming groundbreakings- Cobb Parkway Corridor and Windy Hill Corridor.

Cobb County Issues & Updates

Jim Wilgus, Cobb DOT Director, gave updates on Bob Callan Trunk Trail Ph. II A, Circle 75 has been reopened, Windy DDI will be closed for two weekends in February to be converted. Cobb DOT is working with GDOT on the Revive I-285, west wall and managed lanes project. This is to ensure the same challenges don't exist like

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the Akers Mill Ramp. Chairman Leithead said now is the time to engage and coordinate efforts with the County. Mr. Wilgus would like the CCID's input on access points along I-75 and I-20 (west wall).

OTHER BUSINESS

The next regular board meeting is scheduled for the same location on February 23, 2017 at 7:30 a.m. There being no further business, the meeting was adjourned at 9:28 a.m.

Approved by the Board this _____ day of

_____, 2017

_____ Secretary