

MEETING MINUTES
CUMBERLAND COMMUNITY IMPROVEMENT DISTRICT
Thursday, March 30, 2017

MEMBERS PRESENT

Tad Leithead
John Shern
Connie Engel
Barry Teague
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
Noelle Lloyd
Roxanne Plummer
Mike Winters

COBB COUNTY

Commissioner Bob Ott
Karyn Matthews

JACOBS

Alex Chung

OTHERS PRESENT

William Stewart, AECOM
Eric Bosman, Kimley-Horn
Scott Jordan, SEI
Chris Kingsbury, Moreland Altobelli
Dan Dobry, Croy Engineering
Ricardo Vere, GCO
Holly Quinlan, Cobb Travel & Tourism
Lindsey Burruss, Cobb Travel & Tourism
Ron Sifen, Vinings
Jon Gargis, MDJ

The March meeting of the Cumberland Community Improvement District Board was called to order at 7:32 a.m. on Thursday, March 30, 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. Teague made a motion to approve the February 23, 2017 Minutes of the CID Board. Mr. Shern seconded the motion which was unanimously approved.
2. Approval of Financial Statement: After making the Treasurer's Report, Mr. Teague made a motion to approve the February Financial Report (Exhibit A). Ms. Engel seconded the motion which was unanimously approved. Mr. Teague made a motion to approve the invoices and cash disbursements as presented (Exhibit B). Mr. Zimmerman seconded the motion which was unanimously approved.

CHAIRMAN'S REPORT: BIG PICTURE

Chairman Leithead stated that several members of the Board had some discussions recently with the County with regard to ongoing maintenance of streetscapes (ie – hardscapes) that the CCID installed which are now in need of repair. The question is who is responsible for maintaining these improvements long term. Chairman Leithead stated that these Board members had determined that the CID's beautification investments were best channeled into the core; defined as the area inside Cumberland Boulevard loop road. Commissioner Ott, District 2, expressed his concerns stating that the CCID has been a tremendous partner with the County for 25 plus years but now does not want to maintain its improvements around the entire CCID. He illustrated the difficulties from the County's perspective, stating that the County put aside \$50M for matching grants, with Akers Mill Ramp receiving a large portion of those funds. Specifically, of the \$24M that has been allocated so far out of the \$50M, District 2 has received \$21M (\$15M is for the Akers Mill Ramp). Every time a project comes up in the CCID, the other Commissioners question it, and even though District 2 is half of the County's digest and the CCID contributes a huge amount of money towards projects in the area, it is becoming increasingly difficult to justify allocating more money to them. Because of this, all of the beautification that the CCID has done the County is reluctant to keep up. As of now, the deteriorating decorative stamped concrete crosswalks are being patched because the County is not expending the resources to replace them. Commissioner Ott went on to address the recent decision by CID Board members' to limit hardscape maintenance investments to the CID's core; it leaves the CCID edges not looking as well and effectively creates a CID within the CID. The CCID has spent a lot of money on beautification and provided the CCID's decorative streetlight partnership with the County as an example of what he would like to see done throughout the CCID. He recommended the CCID and County look at how to partner on hardscape maintenance moving forward. Chairman Leithead stated the CCID has made huge strides over the years in terms of the beautification of the area and is trying to come to some sort of reasonable understanding with the County.

{Bob Voyles joined the meeting at this point}

Commissioner Ott then discussed a pressing need, stating that the landscaped medians around the stadium, Windy Ridge Parkway and Circle 75, needed repairing at an estimated cost of \$3,600. He stated that if the County handles this landscaping request it would take 12 days whereas if the CCID handled it would only take 1 to 2 days. Chairman Leithead stated if the CCID can spruce up the medians around Windy Ridge for Braves opening day then that is a no-brainer. The question is where do we go moving forward? He turned the conversation from landscaping back to hardscaping and noted that Ms. Rivers and Ms. Clark have embarked on an extensive process of evaluating what the CCID maintains, invests in, potential solutions to lower costs or focus on particular areas, and possible policy adjustments. The CCID Board has been appropriately operating under policies that have been approved. This analysis will be ready in the next couple of months. The CCID is in the leverage business, not in long term maintenance. Chairman Leithead asked for Board discussion. Chairman Leithead suggested to Commissioner Ott for CCID staff to continue to evaluate existing conditions then come back to Commissioner Ott with a suggestion as to how the CCID might partner moving forward. Chairman Leithead then asked for Commissioner Ott to gather the information on what work needs to be done on Windy Ridge Parkway. The CCID will commit an amount up to \$5K, and CCID staff will then ask Russell Landscape to react immediately to this request. This request will not set a precedent, but it is just something that needs to be done because the stadium is opening. The money will come out of the Landscape Maintenance Budget. The CCID will then study the hardscape maintenance partnership moving forward to determine a long term recommendation.

EXECUTIVE DIRECTOR'S REPORT

A. Real Estate Activity

1. Development Pipeline: Ms. Rivers encouraged Board members to review the Cumberland commercial and residential square footage, residential market and growth collaterals.
2. Investment & Sales Activity: Ms. Rivers asked Board members to review the Investment and Sales activity collaterals.

B. Work Program Overview

1. CID Open Projects & Other Agency Open Projects: Ms. Rivers reviewed the CCID Open Work Program. Majority of the CCID's projects are under construction with a few projects in the design pipeline concept.

C. Required Action/Requests

1. Overview of Financial Requests and Impact on Cash Flow Model

Ms. Rivers reported that at last month's Board meeting, Board members were notified there was an opportunity to apply for state and federal funds for projects that were eligible (Akers Mill Ramp Ph. 2, Stillhouse Trails Scoping study, and Akers Mill Central Ph. 2 Design/ROW/Construction). CCID staff continues to have conversations with ARC and SRTA for Akers Mill Ph. 2. Ms. Rivers went on to state that at last month's Board meeting she had indicated there was an opportunity to seek \$18M, but part of that would be inclusive of local matches. Over the past few weeks, Ms. Rivers has been working on the specific strategy. The state application has been submitted and the federal will go to ARC and will be submitted in May.

a. Akers Mill Ramp Ph. 2:

i. ARC and SRTA Grant Applications Approval

ii. Commit to Balance of the Cost of Ph. 2 Design (\$1,189,818)

Most notably when Ms. Rivers discussed this last month, she indicated her likely recommendation would be to apply for about \$17.5M in federal funds with \$14M (80%) coming from the feds and \$3.5M (20%) coming from the CCID as the local match. This recommendation still stands, but is not seeking that \$3.5M local match from the CCID. Instead, the CCID will be using the County's existing funding, (\$4M remaining from the \$15M the County committed) as the local match. This is enough money to cover the local match for a federal request through ARC. (Commissioner Ott indicated earlier that \$11M of the \$15M will be going to Ph. 1 leaving \$4M for Ph. 2.) Ms. Rivers went on to explain that having more skin in the game makes the opportunity to be awarded this money that much more favorable. Since the CCID has enough money left in the budget to begin the design of Ph. 2, but not enough to complete the design, Ms. Rivers' recommendation was for the Board to commit only to the remaining dollars necessary to finish the design (~\$1.18M). Coupled with the County's \$4M, this effectively increases the local match and sends a strong message to the state and feds. Ph. 2 is moving along and Ms. Rivers suggested the Board commit to the remaining dollars now to show a stronger local match. Mr. Voyles made a motion to approve the expenditure of these funds in the amount of \$1,189,818 for the balance of Ph. 2 design and the approval of the submittal of the grant to ARC and SRTA. Mr. Shern seconded the motion which was unanimously approved. Chairman Leithead stated this new strategy increases the local match while decreasing the CCID's out of pocket expense by \$2.3M. Chairman Leithead and Board members gave kudos to Ms. Rivers for the great work.

b. Stillhouse Trails Scoping Study

i. ARC Grant Application Approval

ii. Commit to the \$90k Local Match

Ms. Rivers stated this effort was initiated two years ago, and now the project has been conceptualized and is in a position to advance to the scoping stage which will further define the technical needs as well as begin to design the project. CCID staff will submit an application to ARC for this scoping work for a total of \$450K, with \$360K (80%) from ARC and \$90K (20%) from the CCID as the local match. This is not a request to design, but only to scope as this will allow the

CCID to better understand the project's potential costs as well as the schedule. The funds are not committed unless the match is made. If the grant is not received then the CCID will then decide on the next steps. This is an important project and a relationship builder with Vinings. Commissioner Ott thanked Mr. Zimmerman for the open dialogue and relationship with Vinings. Mr. Zimmerman stated the CCID should apply for the funds and commit the money if the CCID receives the funds. The extent of the scope depends on Vinings. There are two options: 1) the CCID can continue on the path to connect to Vinings or 2) the CCID can scope it for the CCID and it will not connect to Vinings. It is incumbent on Vinings to tell the CCID its preference for the plan. The CCID will move towards trying to scope with Vinings in mind or move away from scoping with it and make it a CCID project. The goal is to integrate, but that information has not been received. Ms. Rivers stated CCID staff has not put any language together to issue to the public, but the CCID would need that understanding from Vinings prior to developing the scope before issuing. Vinings has 30 more days to decide. Mr. Voyles made a motion to approve \$90K for the local match to do the scoping study for the Stillhouse Trails project and approval of the grant application. Mr. Zimmerman seconded the motion which was unanimously approved.

c. Akers Mill Central Ph. 2 Design/ROW/Construction

i. ARC Grant Application Approval

Ms. Rivers stated one of the highest priority projects in the CCID's Bike Master Plan is to improve the trail connection along Akers Mill Rd from the Cobb Energy Performing Arts Center, across I-75, and around the crib wall to the Bob Callan trail. Given the growing office and multi-family densities in that immediate area, there is a need provide better pedestrian and bike facilities. This would be a new project for the CCID work program. Given the CCID's previous investments along Akers Mill Rd., those investments will be used as the local match in the CCID's application. CCID staff plans to submit an application to ARC for design, ROW, and construction for \$2M, with \$2M (100%) from ARC matched via \$1.8M in previous CCID commitments. Mr. Voyles made a motion to approve the ARC grant application for Akers Mill Central Ph. 2. Mr. Shern seconded the motion which was unanimously approved.

Ms. Rivers reviewed the CCID's cash flow model. The CCID will be in the black for calendar year 2017, but will be in the red at some point in calendar year 2018. A strategy has been identified that would cushion that through a line of credit through a commercial lender. After today's approved requests, the CCID will also now be in the red during some portion of calendar year 2019. This information will continue to be looked at closely and these are worst-case scenarios.

2. Akers Mill Ramp Ph. 1

a. Approval of Intergovernmental Agreement: Ms. Rivers stated Ph. 1 of Akers Mill Ramp is going under construction. The final paperwork is being put together between GDOT and the contractor. Because the CCID is a funding partner, the state requires an intergovernmental agreement (IGA) with the CCID. It is in the process of being drafted, it is not in a complete final format, but Mr. Rainey, Legal Counsel, has reviewed it. It should be in the final format within the next two weeks. Ms. Rivers requested pending Mr. Rainey's approval of the document, the Board approve the IGA with GDOT for Ph.1 of the Akers Mill Ramp. Mr. Rainey discussed the IGA. After Board discussion, Mr. Shern made a motion to approve the IGA with GDOT for Ph. 1 of the Akers Mill Ramp once Mr. Rainey advises that the IGA is acceptable then Chairman Leithead would have the authority to execute the document on behalf of the CCID. Mr. Zimmerman seconded the motion which was unanimously approved.

3. Call for Caucus of Electors to Vote on Posts 1,2,4, and 5

Legal Counsel, Lynn Rainey, gave a report on expiring terms of office and the need to schedule an election. Mr. Rainey stated that the three year terms for the following posts will expire in May: Post 1 (Connie Engel), Post 2 (Tad Leithead), Post 4 (Bob Voyles) and Post 5 (Mike Plant). Post 1 and Post 2

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will be elected with one vote per non-contiguous property within the CCID and Post 4 & Post 5 will be voted on with one vote per \$1,000 of assessed value. That election will be advertised in the MDJ on 4 dates. The caucus of electors is a meeting of all the commercial property owners that pay the CCID tax who care to come and participate. Mr. Shern made a motion to call for the caucus of electors of the CCID and to conduct an election in conjunction with the May 25th CCID Board meeting for Posts 1, 2, 4 and 5. Mr. Teague seconded the motion which was unanimously approved.

D. Key Updates

E. Operations

1. Capital Improvements Update: Kyethea Clark, Director of Operations, gave updates on: Windy Hill DDI, Windy Hill East & West Side Road Improvement, Cobb Parkway Enhancements, Interstate North Pkwy, Bob Callan Trunk Trail Ph. II Segment A, and Windy Ridge Bridge.
2. Plans & Studies Update
 - a. Blueprint Cumberland 3.0 Update: Ms. Clark stated the Blueprint Cumberland 3.0 finished up the first round of public meetings. The consultant is compiling the public input and working on the economic impact analysis.
 - b. Bike Share Feasibility Study: Ms. Clark stated last month the CCID was awarded a grant from ARC for the Bike Share Feasibility Study. CCID staff is finalizing the scope and will work on retaining a consultant within the next few months.
 - c. Paces Mill Palisades CNR Facility Rehab project: Ms. Clark stated the RFQ has been released and the pre-bid meeting was held last Tuesday. The RFQ will close April 12.

Chairman Leithead stated the CCID agreed to spend up to \$450K to get the I-285 Pedestrian Bridge operational for pedestrian safety before SunTrust Park's first pitch on April 14. Ms. Rivers and Chairman Leithead have been in contact with James Hudgins, ARCADIS, in regards to the status and the County states it will be open and operational by April 14. The CCID's expectations are that the bridge is usable by opening day. The County has requested a CFA in regards to this project. The CFA is being drafted by the County and once tendered the CCID will respond. Commissioner Ott added that the Circulator begins on 3/31.

F. Outreach: Noelle Lloyd, Communications & Outreach Manager, reported on current outreach activities:

- Ms. Lloyd reported the CCID's focus continues to be on public awareness, engagement, and messaging.
- Continue to engage our stakeholders and business community at large through robust market resources, website and e-communications. Marketing materials have been updated and have a new look. This includes market activity sheets, project fact sheets, and CCID quick facts.
 - The CCID is running a new digital media campaign. A production team is filming and producing a CCID video in two formats. This video will illustrate the significant impact the work of the CCID has had on the community/economy and show why Cumberland is the place to "live, work, play".
 - CCID decorative banners are being installed and should be up by opening day.
 - Continuing to work with the Braves on communication.
 - The next Coffee and Construction event is scheduled for June 8th.
 - The US Highway 41 (Cobb Parkway) Ribbon Cutting Ceremony will be held on April 26th at 10:00 am at Riverwood 100.
 - The Cumberland branding project continues to move forward, with a workshop that will be held on February 27th with our partners, Cobb Chamber of Commerce, Cobb Galleria, Cobb Travel and Tourism and EDGE.

COBB COUNTY ISSUES & UPDATES

Commissioner Ott discussed the Circulator will begin tomorrow and the Board of Commissioners are in discussion about Sunday service. The Circulator is not available to run on Sunday's due to the federal regulations with the funding for CobbLinc.

OTHER BUSINESS

Board members were invited to tour the Braves stadium after the April Board meeting if interested.

The next regular board meeting is scheduled for the same location on April 27, 2017 at 7:30 a.m. There being no further business, the meeting was adjourned at 8:51 a.m.

Approved by the Board this _____ day of

_____, 2017

_____ Secretary