

Deed Book 57260 Pg 513
 Filed and Recorded Mar-08-2017 02:13pm
 2017-0048325
 Real Estate Transfer Tax \$0.00
 Georgia Intangible Tax Paid \$0.00
 Cathelene Robinson
 Clerk of Superior Court
 Fulton County, Georgia

After recording return to:

Calloway Title & Escrow, LLC

David W. Dudley 2-32900

4170 Ashford Dunwoody Rd. Ste. 525
 Atlanta, Georgia 30319

STATE OF GEORGIA

In Re: Transfer of Development Rights to 670
 DeKalb Avenue, N.E.

COUNTY OF FULTON

Deed Book 57260, Page 493
 Fulton County, Georgia Records

AFFIDAVIT WITH RESPECT TO REAL PROPERTY

In Re: Special Use Permit granted pursuant to City of Atlanta Ordinance No. 11-O-0857, adopted by the Atlanta City Council on May 20, 2013 and approved per City Charter Section 2-403 on May 29, 2013 (the "SUP"), a true and correct copy of which is attached hereto as Exhibit "A" and incorporated herein by reference, authorizing, *inter alia*, the severance and transfer of 102,876 square feet of nonresidential development rights and 82,300 square feet of residential development rights, as more particularly described in the SUP (collectively the "Development Rights"), from certain real property commonly known as 690 Morgan Street, N.E., Atlanta, Georgia, as more particularly described in "Legal Description - ABI Tract" attached to the SUP (the "Sending Property"), which Development Rights are held by Atlanta BeltLine, Inc. ("Owner") and 30,000 residential square feet which may be transferred to 670 DeKalb Avenue, N.E. located in Atlanta, Fulton County, Georgia (the "Receiving Property") pursuant to and in accordance with applicable laws and ordinances.

Personally appeared before me, the undersigned notary public duly authorized to administer oaths, Paul F. Morris, who, after being duly sworn, testifies and deposes as follows:

1. My name is Paul F. Morris. I am over the age of eighteen, and I suffer from no disabilities that would prevent me from giving the testimony set forth herein. I have personal knowledge of the facts stated herein, and the same are true to the best of my actual knowledge and belief. I give this Affidavit voluntarily.

2. That the deponent is the President and Chief Executive Officer of Atlanta BeltLine, Inc., the Owner;

3. That Owner is full and unconditional owner of the Development Rights;

4. That Owner has been granted the SUP with respect to the Sending Property, a true and correct copy of the SUP being attached hereto as Exhibit "A" and incorporated herein by reference;


5. That Owner consents to transfer of 30,000 square feet of residential development rights (the "TDRs") to the Receiving Property;

6. That Owner acknowledges that use of the TDRs shall remain with the Receiving Property for the life of the development and cannot be severed or otherwise transferred from the Receiving Property without that property being declared a sending property;

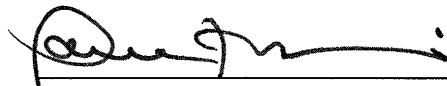
7. That this Affidavit is given with the Owner's understanding that same has been relied upon by the City of Atlanta in the issuance of a special use permit benefitting the Receiving Property.

Further affiant sayeth not.

Sworn to and subscribed before me
this 7th day of
March, 2017.



Notary Public
[NOTARIAL SEAL]



Paul F. Morris, FASLA
President and CEO

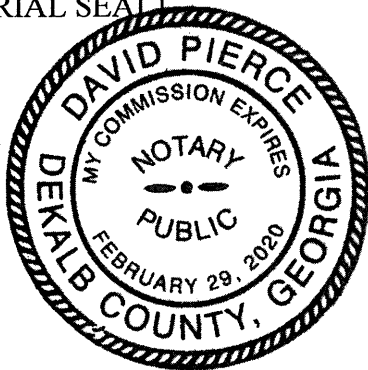


EXHIBIT "A"

SUP -- SENDING PROPERTY

STAMP
ADDED
TO CAPTURE
IMAGE

1827

<p>11-0-0857 (Do Not Write Above This Line)</p> <p>AN ORDINANCE U-11-18 BY ZONING COMMITTEE</p> <p>An Ordinance granting a Special Use Permit pursuant to Section 16-28-023 (2)(c)(3) and Section 16-28-027 (3)(c) of the City of Atlanta Zoning Ordinance for a transfer of Excess Development Rights. Said use is granted to Atlanta Beltline, Inc. (Recipient Parcel) its successors, assigns and all subsequent owners and are to be transferred from the 690 Morgan Street, N. E. (aka 0 North Avenue tax parcel identification 14-0018-000) ADOPTED BY (026-5). (Donor Parcel).</p> <p style="text-align: right;"><i>As Amended</i> MAY 20 2013 COUNCIL</p>	<p>FINAL COUNCIL ACTION <input type="checkbox"/> 2nd Reading <input type="checkbox"/> 1st & 2nd Reading <input type="checkbox"/> 3rd Reading <input type="checkbox"/> Consent <input type="checkbox"/> V-Vote <input checked="" type="checkbox"/> RC Vote</p> <p style="text-align: center; font-size: 2em; font-weight: bold;">CERTIFIED</p> <p style="text-align: center;">MAY 20 2013 ATLANTA CITY COUNCIL PRESIDENT</p> <p style="text-align: center; font-size: 2em; font-weight: bold;">CERTIFIED</p> <p style="text-align: center;">MAY 20 2013 MUNICIPAL CLERK</p>	<p>Committee Date Chair Referred To</p> <p>Committee Date Chair Action Fav. Adv. Hold (see rev. side) Other Members</p> <p>Committee Date Chair Action Fav. Adv. Hold (see rev. side) Other Members</p> <p>Committee Date Chair Action Fav. Adv. Hold (see rev. side) Other Members</p> <p>Refer To</p>
<p><input type="checkbox"/> CONSENT REFER <input checked="" type="checkbox"/> REGULAR REPORT REFER <input type="checkbox"/> ADVERTISE & REFER <input type="checkbox"/> 1st ADOPT 2nd READ & REFER <input type="checkbox"/> PERSONAL PAPER REFER</p> <p>Date Referred: 06/06/11 Referred To: ERK/ZONING Date Referred: 7/18/11 Referred To: Zoning Date Referred: Referred To:</p>	<p>Committee Date Chair Action Fav. Adv. Hold (see rev. side) Other Members</p> <p>Refer To</p>	<p>Committee Date Chair Action Fav. Adv. Hold (see rev. side) Other Members</p> <p>Refer To</p>
<p>MAYOR'S ACTION</p> <p style="text-align: center; font-size: 2em; font-weight: bold;">APPROVED</p> <p style="text-align: center;">MAY 29 2013 WITHOUT SIGNATURE BY OPERATION OF LAW</p>	<p>Committee Date Chair Action Fav. Adv. Hold (see rev. side) Other Members</p> <p>Refer To</p>	<p>Committee Date Chair Action Fav. Adv. Hold (see rev. side) Other Members</p> <p>Refer To</p>



City Council
Atlanta, Georgia

11-O-0857

AN AMENDED ORDINANCE
BY: ZONING COMMITTEE

U-11-18

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF ATLANTA, GEORGIA, as follows:

SECTION 1. Under the provisions of Section 16.28.023 (2)(c)(3) and Section 16-28.023 (3)(c) of the Zoning Ordinance of the City of Atlanta, a Special Use Permit is granted for a Transfer of Excess Development Rights. Said use is granted to Atlanta Beltline, Inc. (Recipient Parcel) its successors, assigns and all subsequent owners and are to be transferred from the 690 Morgan Street, N. E. (aka 0 North Avenue tax parcel identification 14-0018-0001-026-5), (Donor Parcel), to wit:

OWNERS: ATLANTA BELTLINE
APPLICANT: ATLANTA BELTLINE, INC.

Sending Property (690 Morgan Street):

- Net lot area: 25,719 s.f. (0.59 acres)
- Max non-residential FAR allowed: 4.0 times net lot area = 102,876 s.f.
- Maximum residential FAR allowed: 3.2 times net lot area = 82,300 s.f.
- Total development rights to be transferred:
 - Non-residential square footage = 102,876 s.f.
 - Residential square footage = 82,300 s.f.
- Total development rights to be retained on sending parcel = zero s.f.

Recipient (Atlanta BeltLine, Inc):

- Total development rights to be received:
 - Non-residential square footage = 102,876 s.f.
 - Residential square footage = 82,300 s.f.

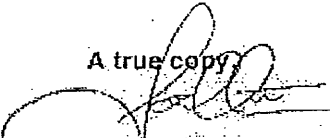
ALL THAT TRACT or parcel of land lying and being in the following Land Lot 18 and 14th District of Fulton County as described below and by the attached legal description and/or survey.

SECTION 2. That this amendment is approved under the provisions of Section 16-25.003 of the Zoning Ordinance of the City of Atlanta, entitled, "Special Use Permits, Procedural Requirements", and the Director, Bureau of Buildings, shall issue a building permit only in compliance with the applicable provisions of this part. The applicable conditional site plan



and any other conditions hereby imposed are enumerated by attachment. The Special Use Permit hereby approved does not authorize the violation of any zoning district regulations. District regulation variances can be approved only by application to the Board of Zoning Adjustment.

SECTION 3. That all ordinances or parts of ordinances in conflict with the terms of this ordinance are hereby repealed.

A true copy

Deputy Clerk

ADOPTED as amended by the Council
APPROVED as per City Charter Section 2-403

MAY 20, 2013
MAY 29, 2013

**Conditions for U-11-18 for 690 Morgan Street, N.E. (aka 0 North Avenue tax parcel
identification 14-0018-0001-026-5) (Donor Parcel)**

1. The submission of all agreements, assignments, and affidavits to the Office of Planning for record keeping of said transfer of development rights.

After Recording Return to:
Patrise Perkins-Hooker, Esq.
Atlanta Beltline, Inc.
86 Pryor Street, S.W., Suite 200
Atlanta, GA 30303

RETURN TO:
SHUPING, MORSE & ROSS
6259 Riverdale Road
Riverdale GA 30274-1609

State of Georgia
County of Fulton

13-60996/ CITY OF ATLANTA, A MUNICIPAL CORPORATION

LIMITED WARRANTY DEED

THIS INDENTURE made this 29th day of March, in the year 2013 between ATLANTA BELTLINE, INC., a Georgia Nonprofit Corporation, as party of the first part, hereinafter called Grantor, and the CITY OF ATLANTA, a Georgia municipal corporation, as party of the second part, hereinafter called Grantee (the words "Grantor" and "Grantee" to include their respective heirs, successors and assigns where the context requires or permits);

WITNESSETH that: Grantor, for and in consideration of the sum of Ten Dollars and other good and valuable consideration (\$10.00) in hand paid at and before the sealing and delivery of these presents, the receipt whereof is hereby acknowledged, has granted, bargained, sold, aliened, conveyed and confirmed, and by these presents does grant, bargain, sell, alien, convey and confirm unto the said Grantee, all of that property at Land Lot 18 of the 14th District of Fulton County, Atlanta, Georgia, Parcel Tax ID Numbers 14-0018-0007-023-6; 14-0018-0001-031-5; and 14-0018-0001-027-3 and fully described in Exhibit "A", attached hereto and incorporated herein by this reference (the "Property").

TO HAVE AND TO HOLD the said tract or parcel of land, with all and singular the rights, members and appurtenances thereof, to the same being, belonging or in anywise appertaining, to the only proper use, benefit and behoof of the said Grantee forever in Fee Simple.

This conveyance and the warranties herein contained are expressly made subject to those matters set forth in Exhibit "B," attached hereto and incorporated herein by this reference (the "Permitted Exceptions").

3RD

AND THE SAID Grantor will warrant and forever defend the right and title to the above described property unto the said Grantee against the claims of all persons claiming by and through Grantor, subject only to the Permitted Exceptions.

IN WITNESS WHEREOF, Grantor has hereunto set Grantor's hand and seal this day and year first above written.

GRANTOR

Sworn to and subscribed before me this the 29th day of March, 2013

ATLANTA BELTLINE, INC.
A Georgia Nonprofit Corporation

By: Lisa Y. Gordon
Lisa Y. Gordon, COO

Cheryl D. Rockett
Unofficial Witness

[Signature]
NOTARY PUBLIC My commission expires 10-15-2013



(NOTARY SEAL)

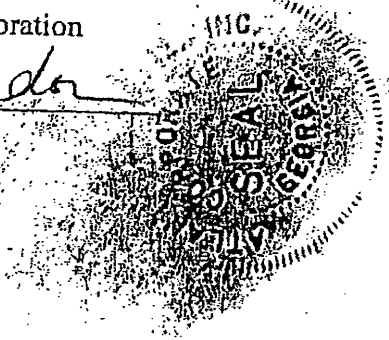



EXHIBIT "A"
LEGAL DESCRIPTION

Ralph McGill/Angier/Rankin 236,097 sf
Parcel Number 14-0018-0007-023-6

ALL THAT TRACT or parcel of land lying and being in Land Lot 18 of the 14th District, City of Atlanta, Fulton County, Georgia and being more particularly described as follows:

BEGINNING at the intersection of the Northwesterly right-of-way of Angier Avenue (having a 50-foot right-of-way) and the Easterly intersection of the abandoned right-of-way of Edith Street (formerly having a 50-foot right-of-way) and proceeding SOUTH 52 DEGREES 50 MINUTES 47 SECONDS WEST along the aforesaid right-of-way of Angier Avenue a distance of 62.69 feet to a point; THENCE proceeding SOUTH 54 DEGREES 50 MINUTES 59 SECONDS WEST a distance of 58.31 feet to a point on the Westerly terminus of Angier Avenue; THENCE proceeding SOUTH 35 DEGREES 09 MINUTES 01 SECOND EAST a distance of 50.05 feet to a point on the Southeasterly right-of-way of Angier Avenue; THENCE proceeding SOUTH 10 DEGREES 45 MINUTES 36 SECONDS WEST a distance of 74.36 feet to a point; THENCE proceeding NORTH 61 DEGREES 06 MINUTES 22 SECONDS EAST a distance of 59.12 feet to a point; THENCE departing said right-of-way and proceeding SOUTH 25 DEGREES 13 MINUTES 50 SECONDS EAST a distance of 348.26 feet to a point on the Northwesterly right-of-way of Ralph McGill Boulevard; THENCE proceeding along a curve to the right an arc distance of 57.46 feet (said curve having a radius of 1011.36 feet and being subtended by a chord bearing of SOUTH 53 DEGREES 08 MINUTES 26 SECONDS WEST and a chord distance of 57.45 feet) to a point; THENCE proceeding SOUTH 54 DEGREES 46 MINUTES 05 SECONDS WEST a distance of 171.62 feet to a point; THENCE proceeding SOUTH 54 DEGREES 42 MINUTES 09 SECONDS WEST a distance of 20.47 feet to a point; THENCE proceeding NORTH 35 DEGREES 43 MINUTES 30 SECONDS WEST a distance of 305.08 feet to a point; THENCE proceeding along a curve to the right an arc length of 116.66 feet (said curve having a radius of 190.12 feet and a chord bearing of NORTH 16 DEGREES 42 MINUTES 56 SECONDS WEST and a chord distance of 114.84 feet to a point; THENCE NORTH 25 DEGREES 37 MINUTES 28 SECONDS WEST a distance of 50.84 feet to a point; THENCE proceeding along a curve to the right an arc distance of 30.91 feet (said curve having a radius of 716.95 feet and a chord bearing of SOUTH 65 DEGREES 36 MINUTES 39 SECONDS WEST and chord distance of 30.91 feet to a point; THENCE NORTH 02 DEGREES 15 MINUTES 44 SECONDS WEST a distance of 221.58 feet to a point; THENCE proceeding SOUTH 71 DEGREES 36 MINUTES 31 SECONDS WEST a distance of 50.06 feet to a point; THENCE proceeding NORTH 00 DEGREES 29 MINUTES 35 SECONDS EAST a distance of 162.52 feet to a point; THENCE proceeding NORTH 82 DEGREES 41 MINUTES 17 SECONDS EAST a distance of 49.95 feet to a point; THENCE proceeding NORTH 84 DEGREES 06 MINUTES 57 SECONDS EAST a distance of 50.08 feet to a point; THENCE proceeding NORTH 83 DEGREES 40 MINUTES 09 SECONDS EAST a distance of 302.75 feet to a point; THENCE proceeding SOUTH 00 DEGREES 39 MINUTES 21 SECONDS EAST a distance of 102.23 feet to a point; THENCE proceeding SOUTH 00 DEGREES 03 MINUTES 08 SECONDS EAST a distance of 84.35 feet to a point and POINT OF BEGINNING.



Said parcel contains 236.097 square feet or 5.42 acres and being that same property shown on a Lot Consolidation Plat by Southeastern Engineering dated 03/01/12, approved by the City Of Atlanta on 03/29/12 and recorded 03/30/2012 in Plat Book 359, Page 111, Fulton County, Georgia records.

AND

N. Angier/Dallas 72,283 sf
Parcel Number 14-0018-0001-031-5

ALL THAT TRACT or parcel of land lying and being in Land Lot 18 of the 14th District, City of Atlanta, Fulton County, Georgia and being more particularly described as follows: BEGINNING at the intersection of the Northwesterly right-of-way of Dallas Street (having a 50-foot right-of-way) and the Southwesterly right-of-way of North Angier Avenue (having a 50-foot right-of-way) and proceeding SOUTH 73 DEGREES 39 MINUTES 09 SECONDS WEST along the aforesaid right-of-way of Dallas Street a distance of 185.38 feet to a point; THENCE departing said right-of-way and proceeding NORTH 19 DEGREES 43 MINUTES 32 SECONDS WEST a distance of 252.62 feet to a point; THENCE proceeding NORTH 06 DEGREES 34 MINUTES 07 SECONDS WEST a distance of 48.85 feet to a point; THENCE proceeding SOUTH 81 DEGREES 24 MINUTES 07 SECONDS WEST a distance of 11.46 feet to a point; THENCE proceeding NORTH 24 DEGREES 55 MINUTES 14 SECONDS WEST a distance of 182.25 feet to a point; THENCE proceeding NORTH 61 DEGREES 07 MINUTES 24 SECONDS EAST a distance of 116.60 feet to a point on the aforesaid right-of-way of North Angier Avenue; THENCE proceeding SOUTH 29 DEGREES 30 MINUTES 40 SECONDS EAST along said right-of-way a distance of 230.51 feet to a point; THENCE proceeding SOUTH 27 DEGREES 35 MINUTES 50 SECONDS EAST a distance of 51.32 feet to a point; THENCE proceeding SOUTH 29 DEGREES 27 MINUTES 22 SECONDS EAST a distance of 238.82 feet to a point and POINT OF BEGINNING.

Said parcel contains 72,283 square feet or 1.66 acres and being that same property shown on a Lot Consolidation Plat by Southeastern Engineering dated 05/08/12, approved by the City Of Atlanta on 05/22/12 and recorded 05/31/2012 in Plat Book 360, Page 89, Fulton County, Georgia records

AND


0 North Avenue, 16,972 sf
Parcel Tax ID# 14-0018-0001-027-3

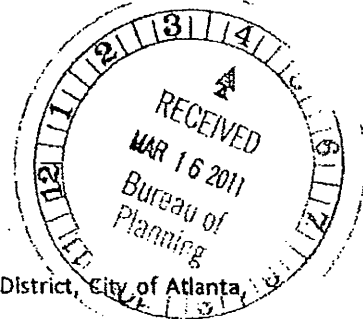
ALL THAT TRACT or parcel of land lying and being in Land Lot 18 of the 14th District, City of Atlanta, Georgia and being more particularly described as follows: BEGINNING at a 3/4-inch bolt with nut found at the intersection of the Southerly 80-foot right-of-way of North Avenue with the Southwesterly 50-foot right-of-way of North Angier Avenue; THENCE proceeding SOUTH 29 DEGREES 30 MINUTES 40 SECONDS EAST along the aforesaid right-of-way of North Angier Avenue a distance of 136.46 feet to a point; THENCE



EXHIBIT "B"
PERMITTED TITLE EXCEPTIONS

1. All taxes for the year 2013 and all subsequent years, not yet due and payable.
2. Agreement for anchors and Guy Wires to Georgia Power Company, dated August 4, 1939, recorded in Deed Book 1746, page 374, Fulton County, Georgia records.
3. Easement from Atlanta Beltline, Inc. to Georgia Power Company, dated February 22, 2010, recorded in Deed Book 49407, Page 523, Fulton County, Georgia records.
4. Easements to Southern Bell Telephone and Telegraph Company, dated February 5, 1946, recorded in Deed Book 1675, page 372, aforesaid records.
5. Easement for Slopes and widening of North Avenue to The Weine Investment Corporation, et al., filed of record July 21, 1964, recorded in Deed book 4268, page 316, aforesaid records; subsequent amendment recorded in Deed book 4292, page 89, aforesaid records.
6. Easement to the City of Atlanta, dated July 15, 1964, recorded in Deed Book 4283, Page 135, aforesaid records.
7. Right of Way Easement from Sears, Roebuck and Co. to Georgia Power Company, dated April 18, 1966, recorded in Deed Book 4597, Page 495, aforesaid records.
8. Easement to maintain footings and foundation supports in connection with retaining wall to National Dairy Products Corporation, dated May 17, 1968, recorded in Deed Book 4907, Page 537, aforesaid records.
9. All matters set forth on recorded plat in Plat book 353, page 2, and Plat Book 354, page 127, Fulton County, Georgia records, including, but not limited to, building lines, easements and restrictions.
10. Boundary Line Agreement between Calhoun Development, Inc. and Southern Dairies Partners, LLC, dated August 7, 2006, recorded in Deed Book 43184, Page 279, aforesaid records.
11. Water Utility System Easement to the City of Atlanta, dated June 21, 2012, recorded in Deed Book 51337, page 44, aforesaid records.

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12. Easements and exceptions as shown in that certain Limited Warranty deed from Sears, Roebuck and Co. to the City of Atlanta, dated May 8, 1991, recorded in Deed Book 14252, Page 13, aforesaid records.
 13. Boundary Line Agreement dated October 25, 1962, recorded in Deed Book 3993, Page 34, Fulton County, Georgia records.
 14. Storm Water Management Inspection and Maintenance Agreement, dated August 3, 2010, recorded in Deed Book 49245, page 414, aforesaid records.
 15. All matters set forth on recorded plat in Plat Book 16, Page "E", Fulton County, Georgia records, including, but not limited to building lines, easements and restrictions.
 16. All matters set forth on recorded plat in Plat book 327, Page 98, Fulton County, Georgia records, including, but not limited to building lines, easements and restrictions.
 17. Easement to Georgia Power Company, dated December 20, 1963, recorded in Deed Book 4176, Page 578, Fulton County, Georgia records.
 18. Easements and exceptions as set forth in that certain Limited Warranty Deed dated January 17, 1980, recorded in Deed Book 7462, page 1, aforesaid records.
 19. Easement Agreement between The Trust for Public Land and North Avenue Park Apartments, LLC, dated September 19, 2007, recorded in Deed Book 45729, page 216, aforesaid records.
 20. Reciprocal Easement and Covenant Agreement between the Trust for Public Land and North Avenue Park Apartments, LLC, dated September 9, 2007, recorded in Deed Book 45729, Page 230, aforesaid records; First Amendment recorded at Deed Book 47219, page 401, aforesaid records, re-recorded at Deed Book 47346, Page 650, aforesaid records; Second Amendment recorded at Deed Book 47219, page 398, aforesaid records.
 21. All zoning, building and use laws, ordinances, rules and regulations of any governmental authority.
 22. Declaration and Agreement Concerning Development, Easements and Real Covenants by and between the City of Atlanta and Ponce Park, LLC, dated March 13, 2006, recorded in Deed Book 42138, page 367, aforesaid records.



LEGAL DESCRIPTION – ABI TRACT

ALL THAT TRACT or parcel of land lying and being in Land Lot 18 of the 14th District, City of Atlanta, Georgia and being more particularly described as follows:

BEGINNING at a point at the Northwesterly Intersection of the Southwesterly right-of-way of North Angler Avenue with the Northerly right-of-way of Morgan Street; THENCE proceeding SOUTH 81 DEGREES 24 MINUTES 07 SECONDS WEST along the northerly right-of-way of Morgan Street a distance of 140.43 feet to a point; THENCE departing said right-of-way and proceeding NORTH 24 DEGREES 55 MINUTES 14 SECONDS WEST a distance of 182.25 feet to a point; THENCE proceeding NORTH 61 DEGREES 07 MINUTES 24 SECONDS EAST a distance of 116.60 feet to a point on the aforesaid right-of-way North Angler Avenue; THENCE proceeding SOUTH 29 DEGREES 30 MINUTES 40 SECONDS EAST along said right-of-way a distance of 230.51 feet to a point and POINT OF BEGINNING.

Said parcel contains 25,719 square feet or 0.59 acre.

RCS# 2725
5/20/13
4:58 PM

Atlanta City Council

MULTIPLE

11-O-0692/U-11-16; 11-O-0693/U-11-17
AND 11-O-0857/U-11-18
ADOPT AS AMNDED

YEAS: 13
NAYS: 0
ABSTENTIONS: 0
NOT VOTING: 2
EXCUSED: 0
ABSENT 1

Y Smith	Y Archibong	Y Moore	Y Bond
Y Hall	B Wan	Y Martin	NV Watson
Y Young	Y Shook	Y Bottoms	Y Willis
Y Winslow	Y Adrean	Y Sheperd	NV Mitchell

MULTIPLE