

Exhibit # 13

Legistar # 20130516

Amendment C

**MAY 2013 AMENDMENT
TO
URBAN REDEVELOPMENT PLAN**

Urban Redevelopment Plan Expanded Boundaries by Area and Existing Conditions

(See Attached Map # 4)

The Urban Redevelopment Plan (URP) established in 2009 and amended in April 2011 and October 2012 has served the city of Marietta well in assisting with its redevelopment efforts. As the city continues to grow and change, it is necessary to amend the Urban Redevelopment Plan to reflect the changing environment of our community. The amendment and expansion of the URP map enables the city leaders to act in such a way to make targeted, strategic decisions to encourage redevelopment activities throughout some of our more challenging corridors within urban redevelopment areas of the City.

Whitlock Avenue Inclusion (See Attached Map Exhibit #5)

Whitlock Avenue is one of the most prominent corridors in Marietta and serves as the primary east-west arterial connecting the western portion of Marietta to downtown Marietta and the Marietta Square. Whitlock Avenue is also a heavily traveled State route (Hwy 120) providing access for commuters from West Cobb and Paulding County to job centers, including downtown Marietta. In past decades, much of the growth of Marietta followed this corridor and new businesses and homes developed offering living and working opportunities for area residents. Over the past two decades however, this corridor has experienced setbacks which have limited its growth and new investment. Much of this is due to the sprawling green field development patterns in West and North Cobb and from the development of the outer metro counties of Cherokee and Paulding from the 1990s to today. Initially, the growth in those areas was suburban in nature with large lot single family communities. However, when these areas reached a critical mass, many commercial businesses moved to the newer areas leaving existing shopping centers along Whitlock Avenue vacant.

Existing Retail Conditions on Whitlock Avenue



Former A & P Shopping Center Site



Former Chicago's Restaurant Location

When shopping centers such as the former A&P anchored site became vacant, city residents had fewer shopping opportunities and many were left with little alternatives other than shopping outside the area to meet their families' needs. This business leakage has caused fewer dollars to be circulated within Marietta and has made it difficult for property owners to fill the vacant space.



Vacant Tire Store

Compounding this situation is the fact that little public investment has been made along the corridor other than small segments of sidewalks. These improvements such as sidewalks along

the south side of Whitlock from Cheatham Hill Drive to Windsor Drive have provided valuable walkability. However these limited improvements do not provide the transformative and connective effect that many recent improvements in other areas of the city have made.



Existing Aging Apartment Complex on Whitlock Avenue

One purpose of amending the City of Marietta 2009 Urban Redevelopment Plan is to reinvest in needed infrastructure and beautification along this corridor which will make it more attractive to potential businesses and investors to rediscover the area and provide needed services and job opportunities. Just as important, the improvements will provide better means of access for city residents to safely and comfortably walk to area shops, schools and other public spaces. The Urban Redevelopment Plan Boundaries Map has been extended to include this corridor within the Center City redevelopment area.

The scope of the urban redevelopment project is broken into two sections along Whitlock Avenue: 1) beginning at the intersection of Oakmont Dr. to Kirkpatrick Dr. and 2) beginning at the intersection of Kirkpatrick Dr. to Polk St. Ext. The project shall include 5 foot wide concrete sidewalks with brick accents and plantings at the intersections. The intersections shall be fully upgraded with clearer crossing markings and compliant ADA treatments. Where possible a grass strip shall be placed between the curb and sidewalk. Along the entirety of the corridor, landscaping and new trees shall be installed to beautify the corridor and give a consistent look.

The project shall consist of materials and treatments of the same look and quality of the improvements along Powder Springs St. and Roswell Road.

Lemon Street Area (See Attached Map Exhibit #6)

The Fort Hill neighborhood in the Lemon Street/Cole Street area has historically been home to African-American residents of Marietta. *In the age of segregation before the 1960's, the Marietta and Cobb County school districts maintained separate schools for blacks and whites. Until the U.S. Supreme Court ruled in 1954 that such systems were unconstitutional, Southern school boards operated under a legal fiction that schools could be separate as long as they were equal. But everyone knew that they were clearly unequal. Cobb County never built a black high school. Instead, it chose to pay tuition for any interested African American youth who wanted to journey into Marietta to go to school.*

The Lemon Street School for African American students was constructed of wood and completed in 1894. The Lemon Street School offered seven years of education. In 1931 the Rosenwald Fund provided a grant that enabled the city to construct a brick four-room high school building on Lemon Street, across from elementary school. A more modern building replaced the high school in the early 1960's. It was originally called Marietta Industrial High School, then Perkinson High School and after 1947, Lemon Street High School.¹

In 1947, Marietta City Council toured Lemon Street Elementary School and was shocked to find the school in bad condition and lacked indoor plumbing. The wood school, heated with coal stoves, was a fire hazard. The city of Marietta began construction on a safer brick building. The new Lemon Street Elementary School opened in 1950.

In 1968, the school board changed the name of Lemon Street Elementary School to Eastside School. The next year, now known as Central Elementary, the school became home for the City's sixth grade classes. After Marietta Junior High School was completed in 1971 on Aviation Road, the school system no longer needed the Lemon Street facility and the school was closed. Since then, the building has been used for several purposes including the site of the Hattie Wilson Library.²

Recent redevelopment of public housing has increased community interest in future plans for a former segregated school building located in Marietta's Fort Hill neighborhood. The school building, constructed in 1951, is located in the interior of the redevelopment site and served as a neighborhood school until 1971. The high school building was eventually demolished and the

¹ Dr. Thomas A. Scott/Cobb County Government/History/Woods

² Marietta.gov/city/news

grammar school building was replaced again in 1951. Recent closure of a Cobb County public library has now left the building vacant and underutilized.



Former Lemon Street School

Local citizens have expressed an interest in honoring the black students' heritage and preserving some of the artifacts of the former Lemon Street High School. Lemon Street Heritage Group (non-profit) is comprised of a 13-member Board of Directors Chaired by Mr. George Miller. The Group has begun the task of discussing ways to renovate the school to house a history museum, computer lab, classrooms for after-school programs, a GED program, job preparation courses and a library. Marietta City Schools (MCS) owns the property and uses it for storage of school documents. Joint discussions between Lemon Street Heritage Group, City of Marietta, Marietta Housing Authority and Marietta City Schools will need to begin to initiate the process for determining the best use of the property and to determine the scope of the urban redevelopment project relating to the property. Prior to any type of renovation, a professional inspection of the property to determine if any asbestos or lead abatement will be necessary. The Urban Redevelopment Plan Boundaries Map has been extended to include this area as part of the Center City redevelopment area.

Franklin Road/University Parkway Connector Roads and Acquisition of Property in Franklin-Gateway Redevelopment Area

See Attached Franklin Opportunity Zone 1 Map

See Attached LCI and Connector Road Exhibits #7, #8, #9

City of Marietta 2009 Urban Redevelopment Plan

Amendment May 2013/Amended Oct. 2012/Amended April 2011

In the eastern side of the city of Marietta are two thriving, growing universities of higher education with campuses fronting South Marietta Parkway, South Cobb Drive and/or Cobb Parkway. The city is currently working with Southern Polytechnic State University and Life University on a Livable Centers Initiative (LCI) grant study: Marietta University Enhancement District (MU2 LCI). One of the main goals of the study is to provide both universities with visible access to its campuses and to connect the business and public to the many resources available at each institution. The MU2 LCI study will provide a roadmap for commercial development on Cobb Parkway and South Marietta Parkway. As part of its plan, the MU2 LCI is recommending increased road connectivity from Cobb Parkway to Franklin Road providing a network of infrastructure to support future growth.

Franklin Road corridor has presented many challenges to city leaders, private industry, Marietta City Schools and to the citizens of our fine city. Despite many efforts by City Leaders, the U.S. Attorney General's office's Weed & Seed Program, Local non-profit agencies, Fire, Police and City Schools, the corridor continues to decline. An overabundance of Class D apartment complexes (3100 units) in a mile and a half stretch of road make it almost impossible to affect change and stabilize the area. Residents are exposed to crime, poor living conditions and lack of job opportunities. Transient students moving in and out of schools are causing many challenges for the school system. Local businesses and industry are vacating properties on Franklin Road. Despite Opportunity Zone tax credit incentives to encourage job growth, leasing agents are having a difficult time leasing property due to the perception/experience of crime in the area. Since 2004, the tax digest in Franklin Road area has decreased in value \$16 million or down approximately 25%. Private investors have stated "We will not risk our private investment dollars on Franklin Road until the City removes a number of deteriorating apartment complexes."

A stable, vibrant community is established by offering a balanced approach to housing, retail, commercial and industrial uses. Any time the balance is shifted too far in either direction, it results in a community that is economically depressed. The Franklin Road corridor is a perfect example of non-sustainable community. The decline in property values is due to an overabundance of Class D apartment complexes which leads to declining retail centers and an exodus of the businesses in the community. Crime and the perception of crime further perpetuate the decline of this corridor. In order to revitalize the corridor, funding is necessary for urban redevelopment projects to include the strategic acquisition of apartment complexes and other declining properties as determined by the elected officials. A partnership between the City of Marietta and the Marietta Housing Authority will provide management assistance and offer relocation information for residents of the identified apartment complexes. The goal of this investment will be to stabilize the corridor, provide safe housing options for Marietta residents, encourage businesses to return to Franklin Road; thereby creating new jobs for the citizens of Marietta.

Funds for urban redevelopment projects to provide road infrastructure improvements and connectivity between Cobb Parkway and Franklin Road will encourage private sector

investment back into this corridor. In addition, the proposed location of a Bus Rapid Transit (BRT) stop in the proximity of Cobb Parkway and North University Parkway connector will offer alternative transportation options for university students as well as employees/residents of the area. Another goal of this initiative is to provide a two-way communication linkage between Southern Polytechnic State University and Life University to the local business community and residents. An exchange of ideas and knowledge between these groups will assist to raise the economic vitality of the surrounding area.

In conclusion, the expansion of the 2009 Amended Urban Redevelopment Plan will provide a necessary vehicle for implementing valuable redevelopment efforts in defined areas of the City of Marietta to reflect current market conditions and needs of the community.

RESOLUTION NO. 1568
CITY OF MARIETTA, GA.
RECORDS

Legistar # 20130516

A RESOLUTION OF THE CITY OF MARIETTA ADOPTING A
MODIFICATION TO THE URBAN REDEVELOPMENT PLAN

WHEREAS, pursuant to a resolution adopted on July 8, 2009 (the "2009 Resolution"), the City Council of the City of Marietta (the "City") recognized that there was a need for revitalization and redevelopment of certain areas within the City to develop and promote for the public good and general welfare housing, trade, commerce and employment opportunities within the City; and

WHEREAS, in the 2009 Resolution, the Mayor and City Council further recognized that within such areas there existed "slum areas" as defined in O.C.G.A. § 36-61-2(18) of the Urban Redevelopment Law (Section 36-61-1, *et seq.* of the Official Code of Georgia Annotated ("O.C.G.A."), as amended (the "Act") which the City designated as "urban redevelopment areas" appropriate for urban redevelopment projects, by reason of (i) a predominance of building or improvements, both residential and nonresidential, which by reason of dilapidation, deterioration, age, vacancy, or obsolesce are conducive to crime and are detrimental to the public health, safety, morals or welfare and (ii) the presence of a substantial number of vacant, deteriorated or deteriorating structures; the predominance of defective or inadequate street layout; faulty lot layout in relation to size, adequacy, accessibility, to usefulness for present or future development; development impaired by transportation noise or by other environmental hazards; or a combination of such conditions that substantially impairs or arrests the sound growth of the City, retards the provisions of adequate housing accommodations and constitutes an economic or social liability and is a menace to the public health, safety, morals or welfare in its present condition or use; and

WHEREAS, pursuant to the Act and the 2009 Resolution, the City Council adopted the Urban Redevelopment Plan of the City of Marietta (as amended and modified from time to time, the "Urban Redevelopment Plan") and designated three urban redevelopment areas described in the Urban Redevelopment Plan as the Franklin-Gateway redevelopment area, Northeast/Canton/Hwy. 41 redevelopment area and the Center City redevelopment area, which areas were found to be appropriate for urban redevelopment projects and which fit the definition described in O.C.G.A. § 36-61-2(18) (the "Redevelopment Areas"); and

WHEREAS, pursuant to a resolution adopted April 13, 2011, the City amended the Urban Redevelopment Plan to add parcels related to the Henderson Arms property to the Urban Redevelopment Plan Boundaries Zone 3 Map; and

WHEREAS, pursuant to a resolution adopted on October 10, 2012, the City further amended the Urban Redevelopment Plan to add parcels located in the Franklin-Gateway redevelopment area to the Urban Redevelopment Plan Boundaries Map; and

WHEREAS, as required by the Act, the Urban Redevelopment Plan outlines the general scope of the rehabilitation, conservation, redevelopment, or combination thereof contemplated for each of the Redevelopment Areas and describes the projects contemplated in each of the originally designated Redevelopment Areas; and

WHEREAS, the City proposes to modify the Urban Redevelopment Plan as set forth in Exhibit A, in order to (a) expand the Center City redevelopment area and provide for additional urban redevelopment projects in the expanded Center City redevelopment area and (b) provide for additional urban redevelopment projects within the Franklin-Gateway redevelopment area; and

WHEREAS, the parcels to be added to the Urban Redevelopment Plan Boundaries Map relating to the Center City redevelopment area are:

Whitlock Avenue parcels:

16123001000, 16122600740, 16122600850, 16122600530, 16122600460, 16122600450, 16122600260, 16122600730, 16122600540, 16122600470, 16122600440, 16122600720, 16122600550, 16122600240, 16122600480, 16122600430, 16122600710, 16122600560, 16122600490, 16122600420, 16122600700, 16122600570, 16122600500, 16122600410, 16122600230, 16122600690, 16122600580, 16122600400, 16122600510, 16122600680, 16122600590, 16122600520, 16122600390, 16122600220, 16122600290, 20032501450, 16122600210, 16122600670, 16122600600, 16122600660, 16122600640, 16122600630, 16122600610, 20032402160, 16122600380, 16122600360, 16122600350, 16122600330, 16122600370, 16122600340, 16122600200, 16122600320, 16122600280, 16122600190, 20032400030, 20032400070, 16122701120, 16122600790, 16122600770, 16122600780, 16122600760, 16122600800, 20032402150, 16122501410, 16122600810, 20032402140, 16122901040, 16122900640, 16122900920, 16122900930, 16122800930, 16122800460, 16122800470, 16122800480, 16122700320, 16122700340, 16122701060, 16122700840, 16122600750, 16122800230, 16122600170, 16122600110, 16122800770, 16122600140, 16122800040, 16122600180, 16122600270, 16122800030, 16122701130, 16122800020, 16122600120, 16122600310, 16122500500, 16122000610, 20032500100, 16122500090, 20032402070, 16121900560, 16122500580, 16121830280, 16122500030, 16122500050, 16122500060, 16121900350, 20032402330, 20032500010, 16121900570, 16121900340, 16121900330, 16121900320, 16121900390, 16121900400, 20032402370, 16122100300, 20032402340, 16122300660, 16122000200, 16122300630, 16122000240, 16122000230, 16122100180, 16122000220, 16122000210, 16122000540, 16122000440, 16122000300, 16122300830, 16122100090, 16122300810, 16122100100, 16122300620, 16122200210, 16122100360, 16122000310, 16122400500, 16122400200, 16122200860, 16122200230, 16122100110, 16122100120, 16122100130, 16122300560, 16122200270, 16122200220, 16122200870, 20032300490, 16122400310, 16121900460, 16121900450, 16122200260, 16122400520, 16122400390, 16122200850, 16122300060, 16122300800, 16122300840, 16122400400, 16122400560, 20032200080, 16122400410, 20032201780, 20032301070, 16122300610, 20032300460, 16122300080, 20032300470, 20032300450, 16121900410, 16122600840, 16122600830, 16122600820, 1612260CMMN, 16122701300, 16122100370, 20032300030, 16122901260, 20032300450, 16122400190, 16122701330, 16122700360, 16121900310, 16121900300, 16121900270, 16121900260

Lemon Street parcels:

16116100950
16121600020
16121600010

WHEREAS, the Mayor and Council held a public hearing on May 8, 2013, on the modification to the Urban Redevelopment Plan attached hereto as Exhibit A and no objection was made to its adoption; and

WHEREAS, public notice of such public hearing was published in the Marietta Daily Journal, a newspaper having a general circulation in the area of operation of the City, on May 3, 2013, and proof of such publication is on file with the City; and

WHEREAS, the City has prepared and adopted a general plan for the physical development of the City as a whole known as the City of Marietta Comprehensive Plan 2006-2030 (the "General Plan"); and

WHEREAS, the modification to the Urban Redevelopment Plan conforms to the General Plan; and

WHEREAS, no families will be displaced resulting from the contemplated urban redevelopment projects in the expanded Center City redevelopment area described in the modification to the Urban Redevelopment Plan, and therefore no method for relocation of such families need be provided with respect to such urban redevelopment projects; and

WHEREAS, families may be displaced in connection with the urban redevelopment projects for the Franklin-Gateway redevelopment area, and the City, in cooperation with the Marietta Housing Authority, has determined that a feasible method exists for the relocation of families who will be displaced from the area without undue hardship to such families; and

WHEREAS, the Urban Redevelopment Plan, as amended by the modification, will continue to afford maximum opportunity, consistent with the sound needs of the City as a whole, for the rehabilitation or redevelopment of the Redevelopment Areas described in the amended Urban Redevelopment Plan; and

WHEREAS, the amended Urban Redevelopment Plan constitutes an appropriate part of the City's workable program for utilizing appropriate private and public resources to eliminate and prevent the impairment of the sound growth of the City and to encourage needed urban rehabilitation all as set forth in the Act; and

WHEREAS, after careful study and investigation, the City desires to approve the modification to the Urban Redevelopment Plan.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Marietta that the modification to the Urban Redevelopment Plan, including the addition of parcels and urban redevelopment projects to the Center City redevelopment area and the addition of urban redevelopment projects to the existing Franklin-Gateway redevelopment area, are not substantial changes to the Urban Redevelopment Plan as described in O.C.G.A. § 36-61-7(e).

BE IT FURTHER RESOLVED that, the Mayor and Council hereby determines that the expanded Center City redevelopment area constitutes an area described in O.C.G.A. § 36-61-18(b) due to the presence of vacant, deteriorating structures and the deterioration of site or other improvements that substantially arrests the sound growth of the City or constitutes an economic or social liability and is a menace to the public health, safety, morals or welfare of the residents of the City, and that the expanded Center City redevelopment area is appropriate for urban redevelopment projects as described in the modification to Urban Redevelopment Plan.

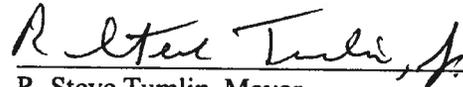
BE IT FURTHER RESOLVED that the modification to the Urban Redevelopment Plan attached hereto as Exhibit A, including the urban redevelopment projects in the expanded Center City redevelopment area and in the Franklin-Gateway redevelopment area set forth therein are hereby approved, and the Urban Redevelopment Plan is hereby amended by such modification.

BE IT FURTHER RESOLVED that any and all resolutions in conflict with this resolution be and the same are hereby repealed.

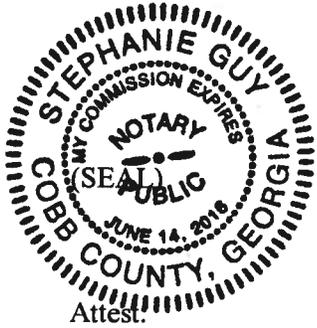
BE IT FURTHER RESOLVED that this resolution shall be effective immediately upon its adoption by the Mayor and Council.

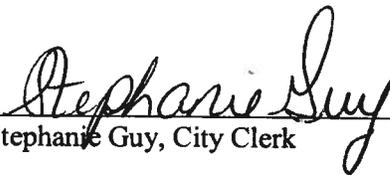
SO RESOLVED as of this 8th day of May, 2013.

CITY OF MARIETTA, GEORGIA



R. Steve Tumlin, Mayor



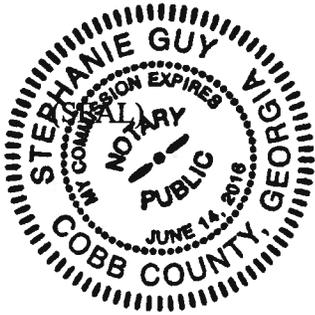


Stephanie Guy, City Clerk

CITY CLERK'S CERTIFICATE

I, Stephanie Guy, the City Clerk to the City Council of the City of Marietta, Georgia (the "City"), DO HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of a resolution adopted on May 8, 2013, by the City Council in a meeting duly called and assembled in accordance with applicable laws and with the procedures of the City, by a vote of 6 Yea and 1 Nay, which meeting was open to the public and at which a quorum was present and acting throughout, and that the original of the foregoing resolution appears of public record in the Minute Book of the City, which is in my custody and control.

GIVEN under my hand and the seal of the City, this 10 day of May, 2013.



Stephanie Guy

City Clerk