

City of Woodstock
12453 Highway 92
Woodstock, GA 30188
Website: www.woodstockga.gov

January 10, 2012

Horizon Atlanta Outlet Shoppes
5000 Hakes Dr, Suite 500
Norton Shores, MI 49441
Attn: Tom Rumptz

RE: Variance Application
Case #: V#101-11
Ref. Name: Horizon Outlet

Dear Mr. Rumptz,

This letter shall serve as an official notice regarding the above referenced request for a variance (City of Woodstock Case Number V#101-11). At the regularly scheduled City Council meeting on December 12, 2011 the City Council voted to approve your request for variances to the following sections of the Land Development Code of the City of Woodstock Georgia with changes as stated below:

Variance request 1 to section 3.903 (7i) seeking relief from maximum seven (7) percent grade of sidewalks as requested in the letter dated December 9, 2011 from Parks Huff attached hereto as Attachment "1" is approved within the limits set forth in the Americans with Disabilities Act.

Variance request 2 to section 7.767 seeking relief from maximum parking requirements as requested in the letter dated December 9, 2011 from Parks Huff attached hereto as Attachment "1" is approved with the following conditions:

- a. Applicant shall be allowed to build 3.3 impervious spaces per 1,000 square feet of gross floor area.
- b. The calculation shall be allowed to include interior plaza space in the gross floor area of the project.
- c. The approval of this variance does not apply to the outparcels.

Variance request 3 to section 7.946 (1) seeking relief from maximum impervious surface requirements as requested in the letter dated December 9, 2011 from Parks Huff attached hereto as Attachment "1" is **withdrawn** at applicant's request.

Variance request 4 to section 7.947 (1a) seeking relief from streetscape adjustment requirements as requested in the letter dated December 9, 2011 from Parks Huff attached hereto as Attachment "1" is approved as requested.

Variance request 5 to section 7.948 seeking relief from architectural requirements is as requested in the letter dated December 9, 2011 from Parks Huff attached hereto as Attachment "1" approved with the following conditions:

- a. No part of any building or tower shall exceed 60 (sixty) feet in height.
- b. Exterior building elevations shall be consistent with the building elevations provided in Exhibit "A" of Attachment "1" with additional brick to be added between the openings of all service courts.
- c. Building parapets shall be made of same materials used on the buildings and varied in height as to screen rooftop mechanical units from sight of adjacent parking areas and residences. Parapets shall also be used to vary heights of buildings.
- d. Buildings D and E architecture shall be substantially similar to the drawings depicted by the submittal of the courtyard view in the Schematic Design Presentation attached hereto as Exhibit "A – Courtyard View" of Attachment "1".
- e. All building elevations shall be submitted for consideration and approval by City Council. City Council shall have the final right of approval.
- f. The approval of this variance does not apply to the outparcels.

Variance request 6 to section 9.300 seeking relief from tree density requirements to allow a reduction in the required tree density units required to 18 density units per acre as requested in the letter dated December 9, 2011 from Parks Huff attached hereto as Attachment "1" is approved with the following condition;

- a. The approval of this variance does not apply to the outparcels.

Variance request 7 to section 12.300 seeking relief from stream buffer requirements as requested in the letter dated December 9, 2011 from Parks Huff attached hereto as Attachment "1" is approved with the following condition;

- a. Applicant shall perform a sight line study prior to implementation of the buffer landscaping adjacent to the Montclair subdivision.

Variance request 8 to chapter 6 seeking relief from sign standards as requested in the letter dated December 9, 2011 from Parks Huff attached hereto as Attachment "A" is approved with the following conditions:

- a. Approval of 1 (one) pole sign along the property frontage of I-575 with a maximum sign copy area of no more than 400 square feet.
- b. No LED signage shall be allowed or permitted on site.
- c. No billboard shall be allowed on any property that is included in this application. The sign allowed as condition (a) of this variance shall not be considered a billboard.
- d. No pole sign shall be permitted on outparcel 1 (one) as depicted on the site plan attached hereto as Exhibit "B – Overall Signage Site Plan" of Attachment "1".

The following conditions are also placed on the property:

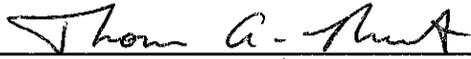
Item 9 added by Council:

- A. To increase water quality, the applicant shall agree to a wet water detention area planted with aquatic plants. Additionally, a water cleansing insert will be placed at

each drop inlet to provide an initial water quality treatment prior to entering the storm water system.

- B. All conditions stipulated in the September 19, 2011 GRTA Notice of Decision attached hereto as Attachment "2" shall be met by the applicants.
- C. No outparcel shall have direct access/curbcut onto Ridgewalk Parkway or Woodstock Parkway unless approved by the Development Process Committee of the City of Woodstock, Georgia.
- D. Applicant shall install trees, shrubberies, and other landscaping on their property between the traffic circle and the Montclair subdivision so as to create a year-round opaque screening.
- E. Applicant shall augment existing trees along the subject property's border with the Montclair neighborhood so as to ensure a year-round opaque landscape screening of the site as stipulated in the agreement dated 12.2.11 attached hereto as Attachment "3".
- F. Any retaining walls in excess of four (4) feet in height that are located on the subject property shall feature landscaping sufficient to screen all or a majority of the masonry or other building material.
- G. Prior to the issuance of a Land Disturbance Permit, the applicant shall submit for Staff approval a complete and detailed landscaping plan for the subject property; said plan should detail plant materials, locations, and sizes at time of installation as well as other pertinent details
- H. Limit of no more than two restaurants with drive-thru's permitted on the eight outparcels, with the two allowed limited to being located on any two of the first three outparcels located nearest the Interstate exit off of Ridgewalk Parkway.
- I. The following conditions apply to Outparcels 1-8 as depicted on the DRI Site Plan attached hereto as Attachment "4".
 - 1. All buildings shall be built along a build-to line measured no more than 18 feet from the back edge of the sidewalk.
 - 2. All buildings shall be built to cover a minimum of 60% of the frontage along the entire width of the parcel as measured at the build-to line.
 - 3. All buildings must have a minimum height of 20 feet to top of parapet wall or eave.
 - 4. All buildings must have a minimum of 50% clear glazing facing the public street.
 - 5. All buildings must have a minimum of 1 functional entry facing the public street.
 - 6. Parking is only allowed in the rear of the building or on the side once the 60% frontage requirement has been met. If parking is built on the side, an opaque screen a minimum of 52" high made from similar building materials or evergreen landscaping is required along 100% of parking area.
 - 7. All storage areas, dumpster facilities and drive thru facilities shall be located on the rear of the building and not be visible from the public street.

* Developer shall have the right to bring back to the City Council a request for a variance from any of the conditions listed in #9(l) for individual parcels.

Applicant's Signature  Date 3/5/2012
THOMAS A. RUMPTZ
SENIOR VICE PRESIDENT
Print Name/ Title _____

By signature above the applicant accepts and is in agreement with above stated variance as approved by Mayor and City Council of Woodstock Georgia on December 12, 2011. A copy of this document should be scanned onto any future development plans submitted for review by the City of Woodstock, Georgia. Should you have any questions please call me at (770) 592-6050 ext #1.

Sincerely,



Patricia D. Hart
Zoning Administrator

CC: Parks Huff Esq by email

Attachment "1"

SAMS, LARKIN & HUFF
A LIMITED LIABILITY PARTNERSHIP

GARVIS L. SAMS, JR.
JOEL L. LARKIN
PARKS F. HUFF
JAMES A. BALLI

SUITE 100
376 POWDER SPRINGS STREET
MARIETTA, GEORGIA 30064-3448

770-422-7016
TELEPHONE
770-426-6583
FACSIMILE

MELISSA P. HAISTEN
JUSTIN H. MEEKS

December 9, 2011

SAMSLARKINHUFF.COM

Attachment "1"

VIA E-MAIL: bstockton@woodstockga.gov
AND REGULAR U.S. MAIL

Mr. Brian Stockton, Senior Planner
City of Woodstock, Planning and Zoning
12453 Highway 92
Woodstock, GA 30188

Re: Variance Application of **Horizon Atlanta Outlet Shoppes, LLC**
V # 101-11

Dear Mr. Stockton:

On November 9, 2011 the Woodstock Planning Commission recommended approval of the requested variances for the proposed Horizon Outlet Mall. Following is a synopsis of my client's position as it relates to the recommendation of the Planning Commission. Please accept this letter as my client's agreement to the conditions and stipulations that are included in this letter and request that those conditions be part of the grant of any Council approval.

1. The Planning Commission recommended approval of the sidewalk grade variance conditioned upon compliance with the Americans with Disabilities Act. My client is in agreement with this recommendation and condition.
2. The Planning Commission recommended approval of a parking variance ratio that counts our interior plaza and sidewalks between our buildings as interior building square footage. Therefore we ask for the approval of the ratio of 4.5 spaces per 1,000 square feet for a total of 334 spaces.
3. The applicant withdraws this request.
4. The Planning Commission recommended approval of the streetscape as recommended by the city staff. The proposed streetscape was recommended by the staff and Horizon agrees to this proposal.
5. Horizon requests approval of the attached architectural renderings (Exhibit "A") in lieu of the Planning Commission recommendation. The attached renderings incorporate the features recommend by the Planning Commission including reducing the height of the tower features and increasing the brick features and other architectural details.

SAMS, LARKIN & HUFF
A LIMITED LIABILITY PARTNERSHIP

VIA E-MAIL: bstockton@woodstockga.gov
AND REGULAR U.S. MAIL

Mr. Brian Stockton, Senior Planner
City of Woodstock, Planning and Zoning
December 9, 2011
Page 2

6. Horizon agrees to the Planning Commission recommendation of a Tree Density of 18 DPU's.
7. The Planning Commission recommended approval of the Stream Buffer variance for the proposed relocated Woodstock Parkway.
8. Attached as Exhibit "B" is a list of the specific sign variances. The Planning Commission recommended approval of the variance request with the exception of the proposed pole sign on Parcel 1 which the applicant agrees to and the LED signage which the applicant still requests.

Sincerely,

SAMS, LARKIN & HUFF, LLP



Parks F. Huff
phuff@samslarkinhuff.com

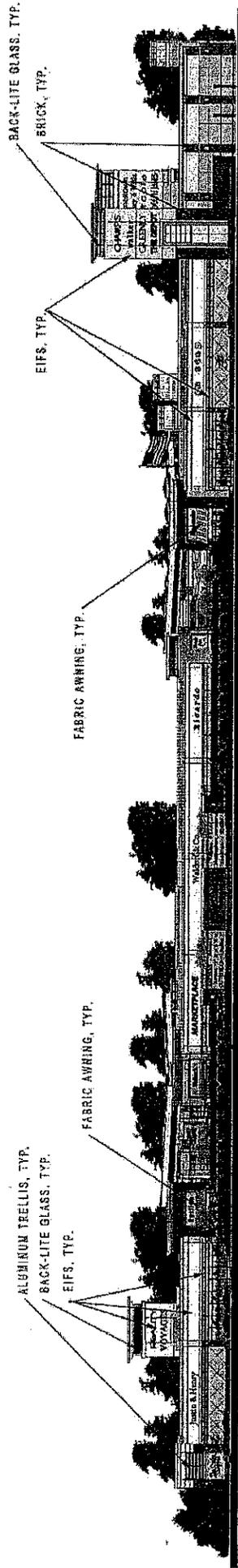
PFH/brl
Enclosures

- cc: City of Woodstock Mayor and Council – VIA E-Mail w/ attachments
Mr. Richard McLeod, Director, Community Development – VIA E-Mail w/ attachments
Mr. Jeff Moon, City Manager – VIA E-Mail w/ attachments
Horizon Atlanta Outlet Shoppes, LLC – VIA E-Mail w/ attachments

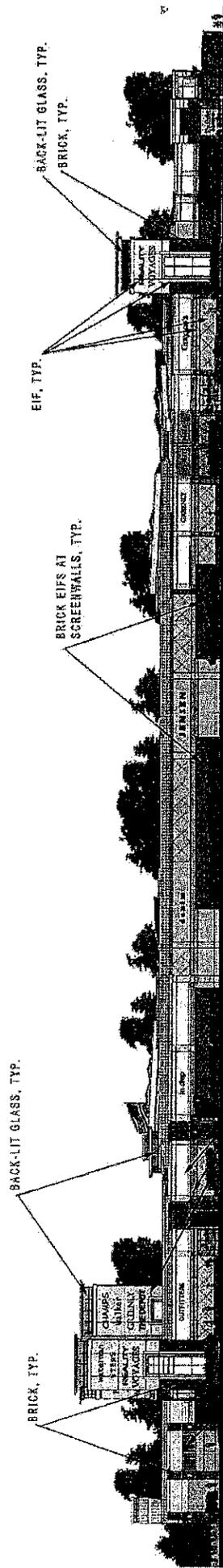
Exhibit “A”

THE OUTLET SHOPPES AT ATLANTA - WOODSTOCK, GA

NOTE:
 CAST STONE TYPICAL AT BASE OF EIFS EXCEPT EIFS
 TO GROUND WITHIN SCREEN WALLS AT SERVICE COURTS.

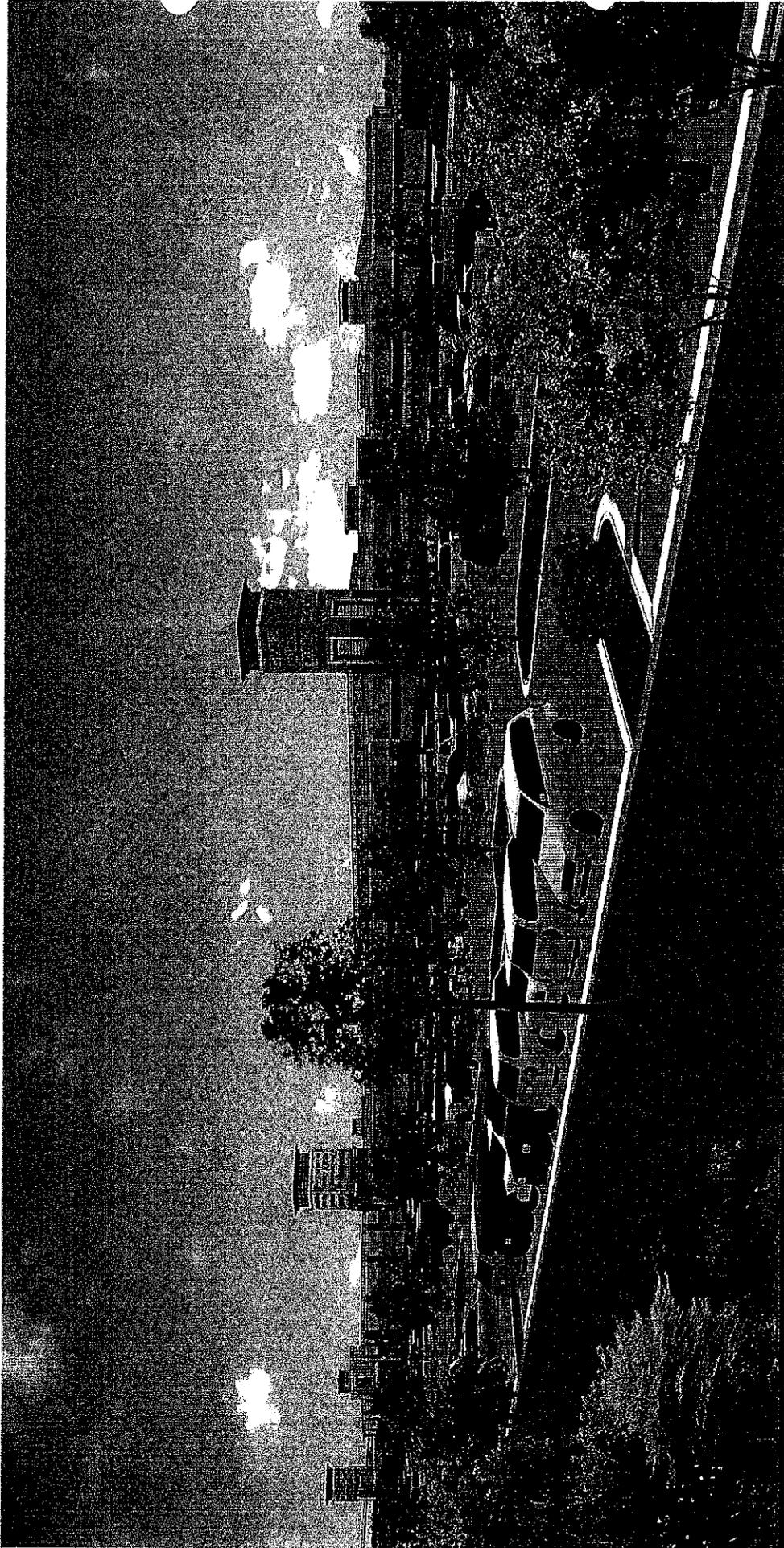


RIDGEWALK PARKWAY ELEVATION



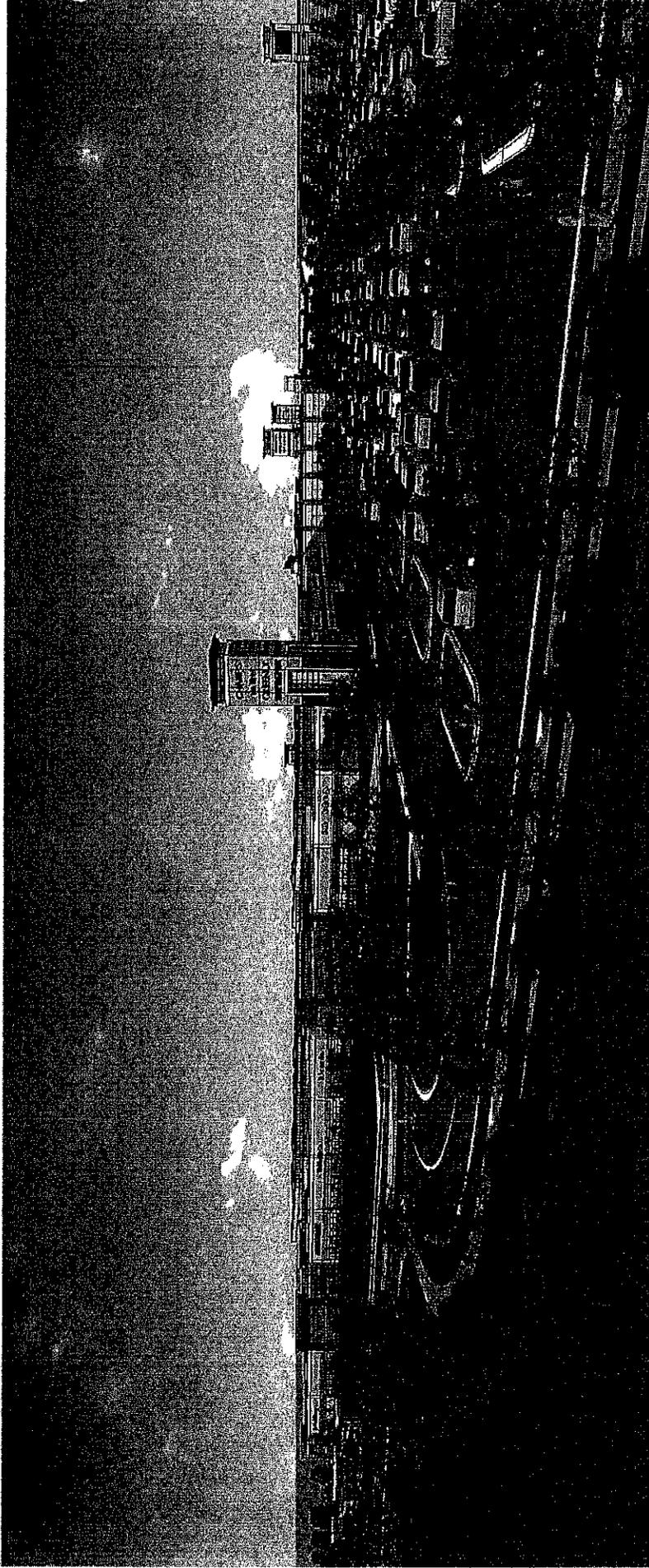
WOODSTOCK PARKWAY ELEVATION

THE OUTLET SHOPPES AT ATLANTA - WOODSTOCK, GA



VIEW FROM INTERSTATE 575

THE OUTLET SHOPPES AT ATLANTA - WOODSTOCK, GA



RIDGEWALK PARKWAY VIEW

THE OUTLET SHOPPES AT ATLANTA - WOODSTOCK, GA



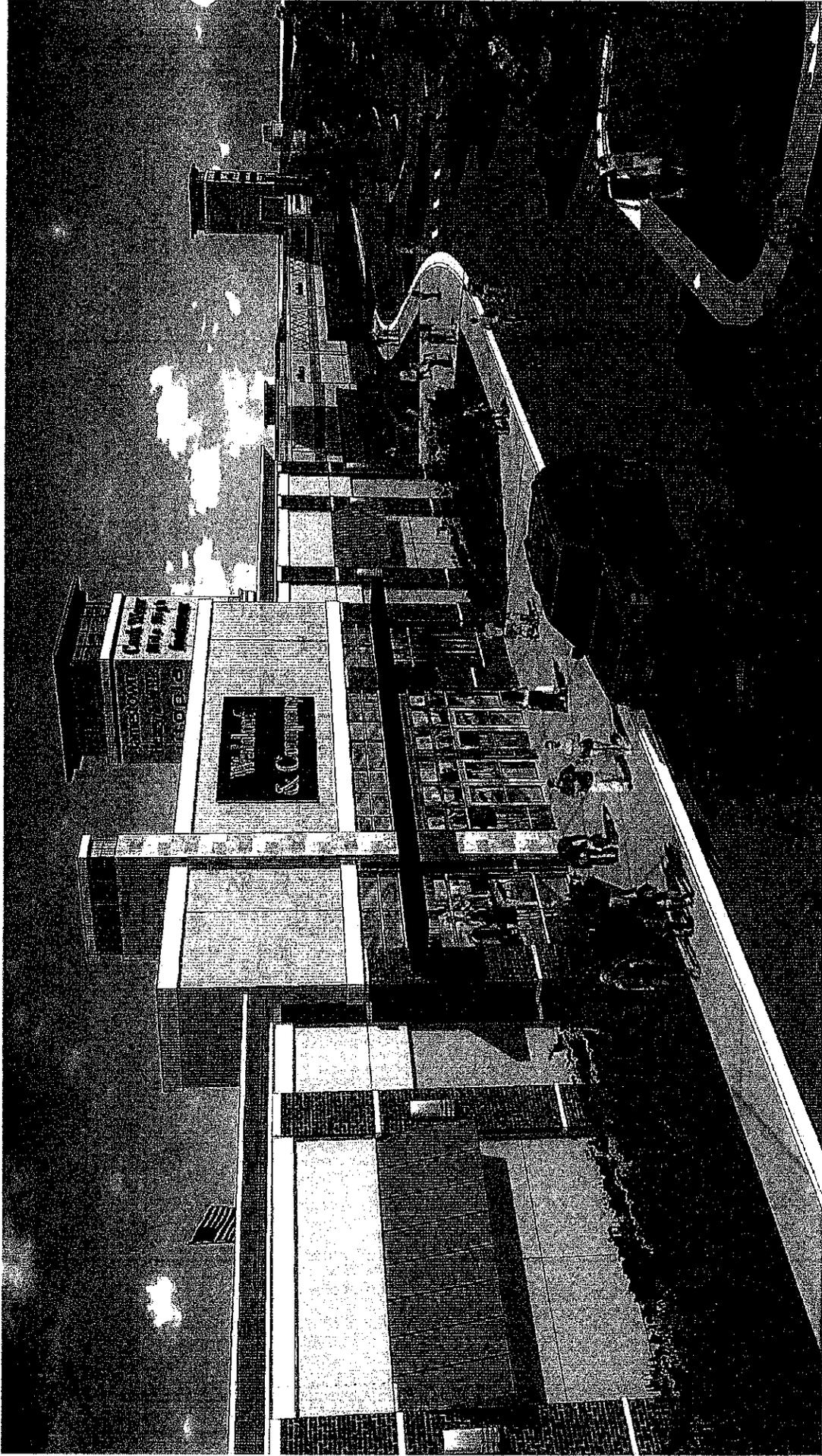
VIEW FROM WOODSTOCK PARKWAY - TRAFFIC CIRCLE

THE OUTLET SHOPPES AT ATLANTA - WOODSTOCK, GA



ENTRY VIEW

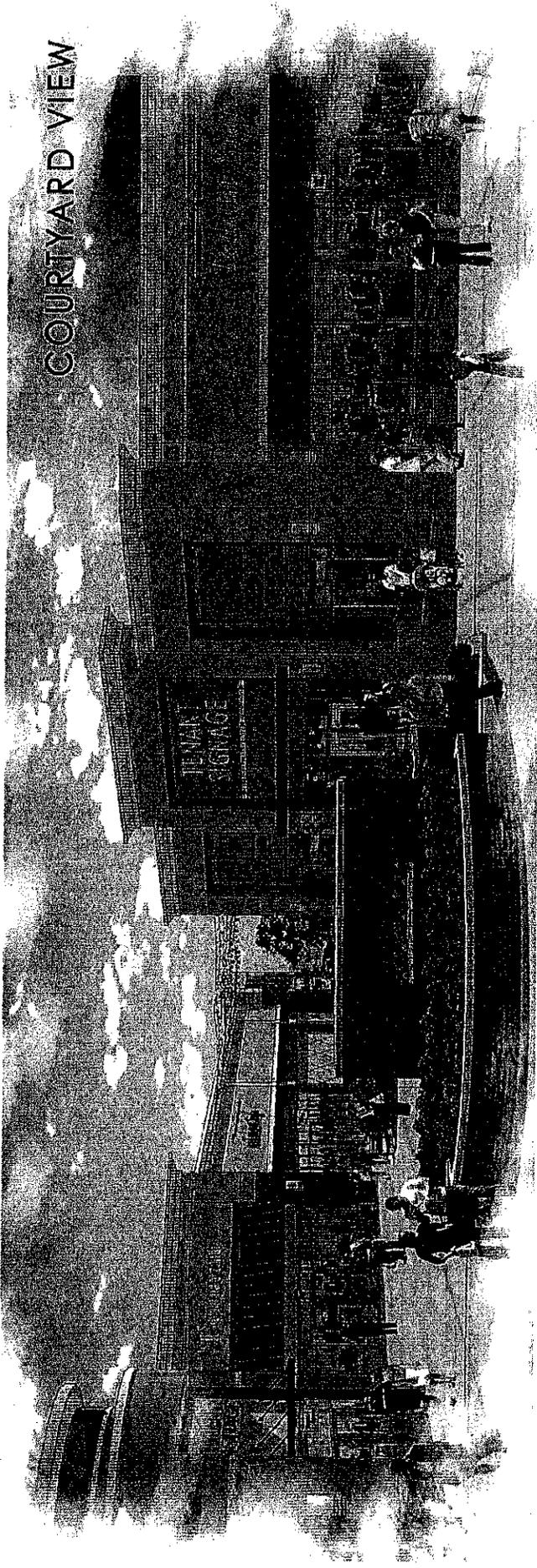
THE OUTLET SHOPPES AT ATLANTA - WOODSTOCK, GA



ENTRY VIEW

THE OUTLET SHOPPES AT ATLANTA - WOODSTOCK, GA

COURTYARD VIEW



FOOD COURT VIEW



Exhibit “B”

Signage Variance Bullet Point Comparison with Sign Standards
11-4-11

I. General Criteria

- a. Any business operating within the project is permitted to advertise on any of the signs throughout the project.
- b. Use of logos on signage within the project shall not be limited except that logos may not exceed overall sign area [Sign Standards limit logos (graphic representations) within building signs to 30% of the allowable sign area]

II. Pylon Signs

- a. Sign on Outlet parcel shall deviate as follows:
 - a. The sign an additional Eight (8) feet to accommodate a decorative feature.
 - b. Allowable area of copy portion of sign shall be 300 sf instead of to 120 sf.
 - c. Copy portion of one Pylon sign shall include fixed signage and an LED panel as follows:
 - i. LED panel shall be 120sf
 - ii. LED panel shall not include rolling, flashing, or moving text
 - iii. Lumen output of LED sign shall be as agreed between owner and City within reason
 - iv. Time between message changes shall be as agreed between owner and City within reason

III. Shopping Center Ground Mounted Sign

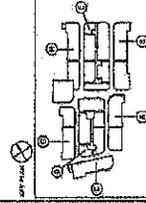
- a. Not specifically addressed in the Sign Standards
- b. Located approx. 300' back from Ridgewalk Parkway (as shown in Exhibit A) at intersection of project entry drive and project loop drive
- c. Intended as entry sign to greet shoppers as they enter the parking area
- d. Max. height based on Monument Sign provisions of Sign Standards
- e. Width matches width of entry drive, approx. 85'
- f. All outparcel and entrance Monument signage will comply with the sign ordinance.

IV. Incidental Signs

- a. Incidental signs required for safe traffic control (i.e. stop/yield signs, etc.) shall not be limited in number due to size of project [Sign Standards allows maximum of 4 incidental signs per parcel]
- b. A total of six Incidental Signs up to 12 sf shall be permitted to contain tenant names and directional arrows to direct traffic to the portion of the project where the tenant is located [Sign Standards allow maximum of 4 signs at 2 sf ea.]

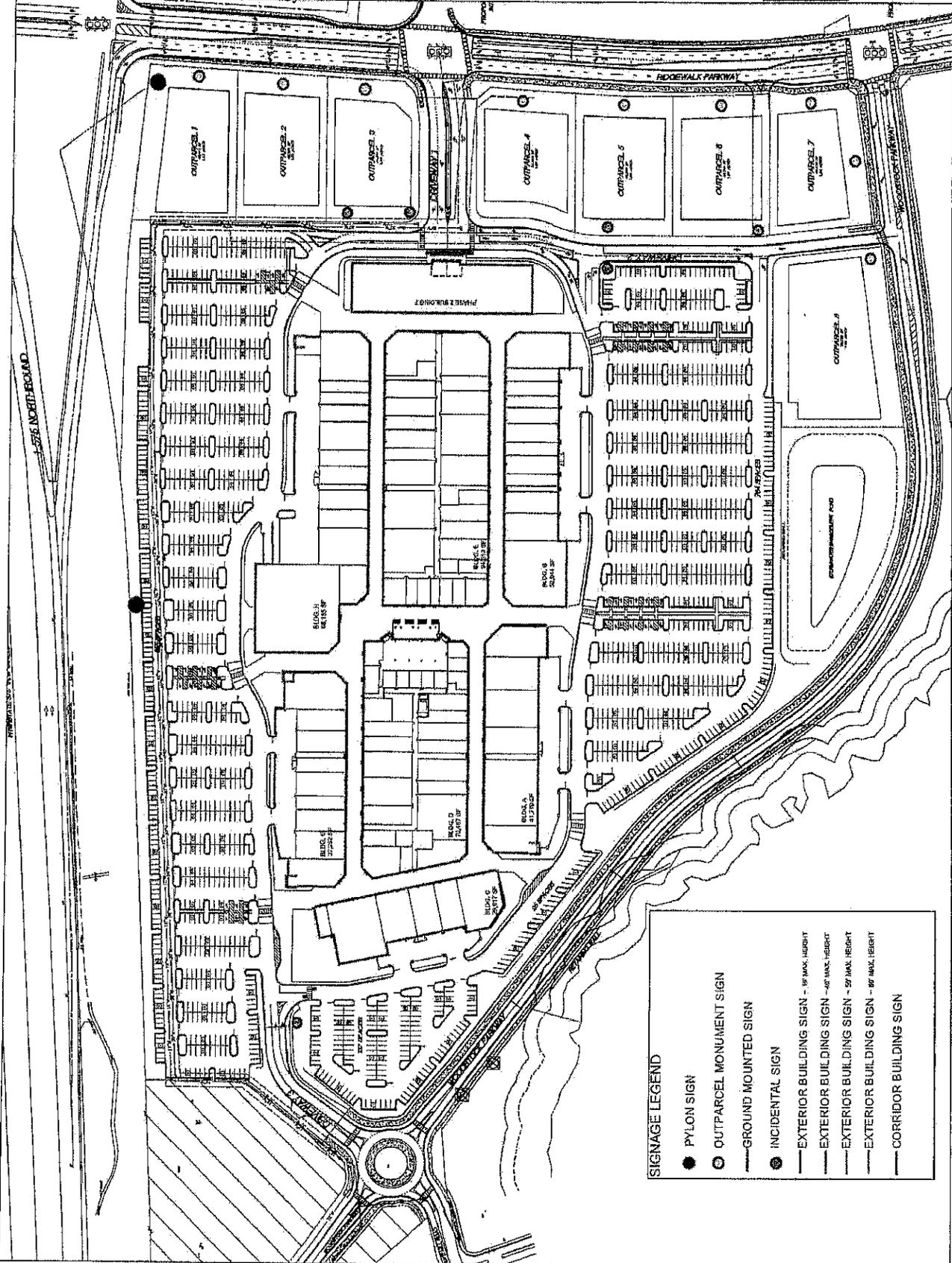
V. Building Signs

- a. Sign areas
 - a. Max sign area of 10% of building frontage to allow for consistency between tenants [Sign Standards limits each sign to 10% of tenant's store frontage; total sign area would be the same] The total wall signage will not increase but the sign locations won't necessarily correspond to the tenants location in each building.
 - b. Up to 5 anchor tenants permitted to have up to four building signs [Sign Standards limit each tenant to total of two building signs]
 - c. Corridor building signs, as they do not face adjacent streets, shall be governed by the project's tenant signage criteria and shall not be limited as to size, number, or use of logos [no deviation - these signs are not governed by Sign Standards]



OVERALL
SIGNAGE SITE PLAN

EXHIBIT A



SIGNAGE LEGEND

- PYLON SIGN
- OUTPARCEL MONUMENT SIGN
- GROUND MOUNTED SIGN
- INCIDENTAL SIGN
- EXTERIOR BUILDING SIGN - 16' MAX. HEIGHT
- EXTERIOR BUILDING SIGN - 40' MAX. HEIGHT
- EXTERIOR BUILDING SIGN - 50' MAX. HEIGHT
- EXTERIOR BUILDING SIGN - 80' MAX. HEIGHT
- CORRIDOR BUILDING SIGN

OVERALL SIGNAGE SITE PLAN



BACKLIT GLASS

The Outlet Shoppes

INTERNALLY ILLUMINATED LETTERS

The Outlet Shoppes
GRAND OPENING!

LED SIGN PANEL

EFS

Tenant Tenant
Tenant Tenant
Tenant Tenant
Tenant Tenant

INTERNALLY ILLUMINATED SIGN PANELS

58' 0"

50' 0"

20' 6"

EFS

Exhibit B - Pylon Sign

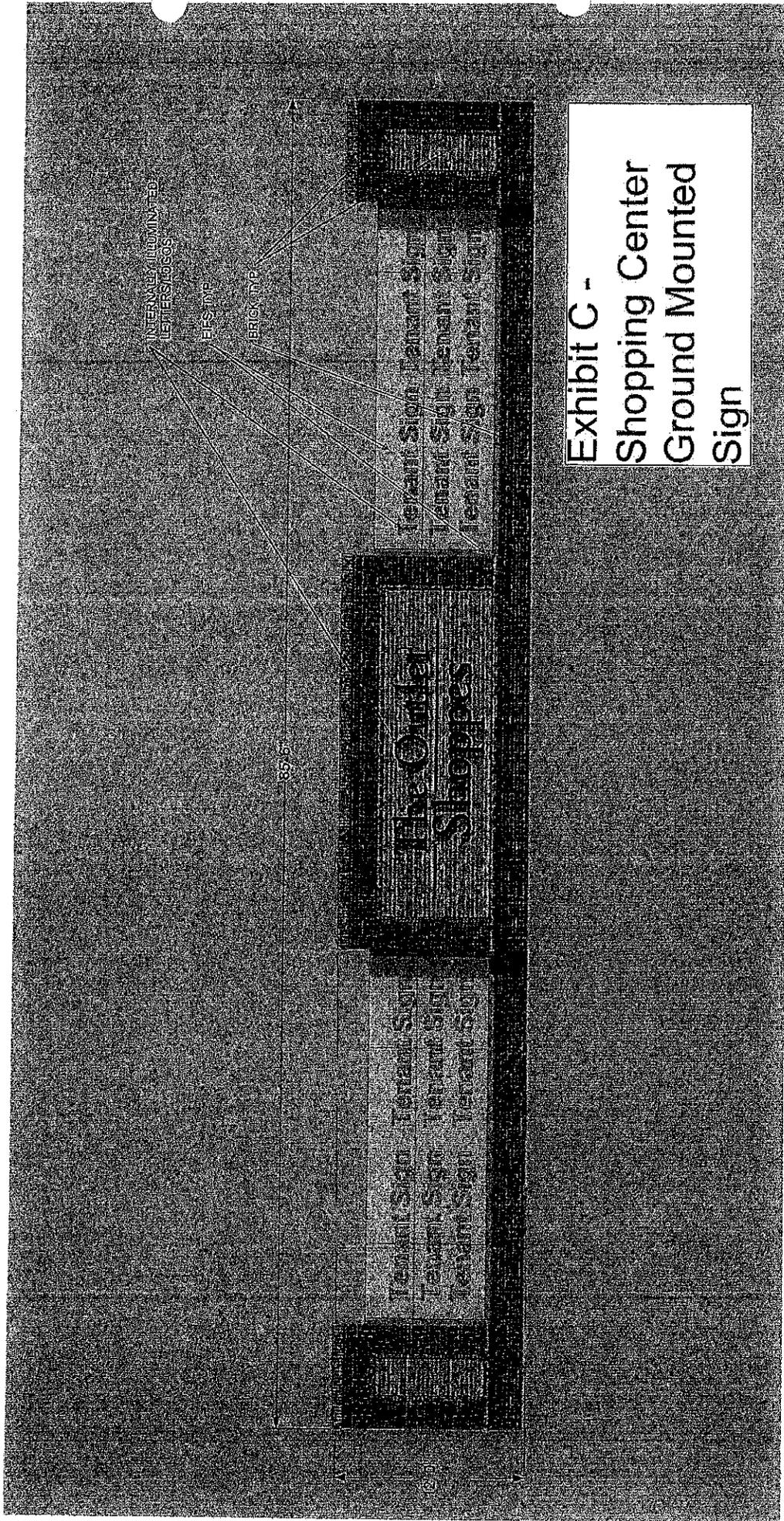
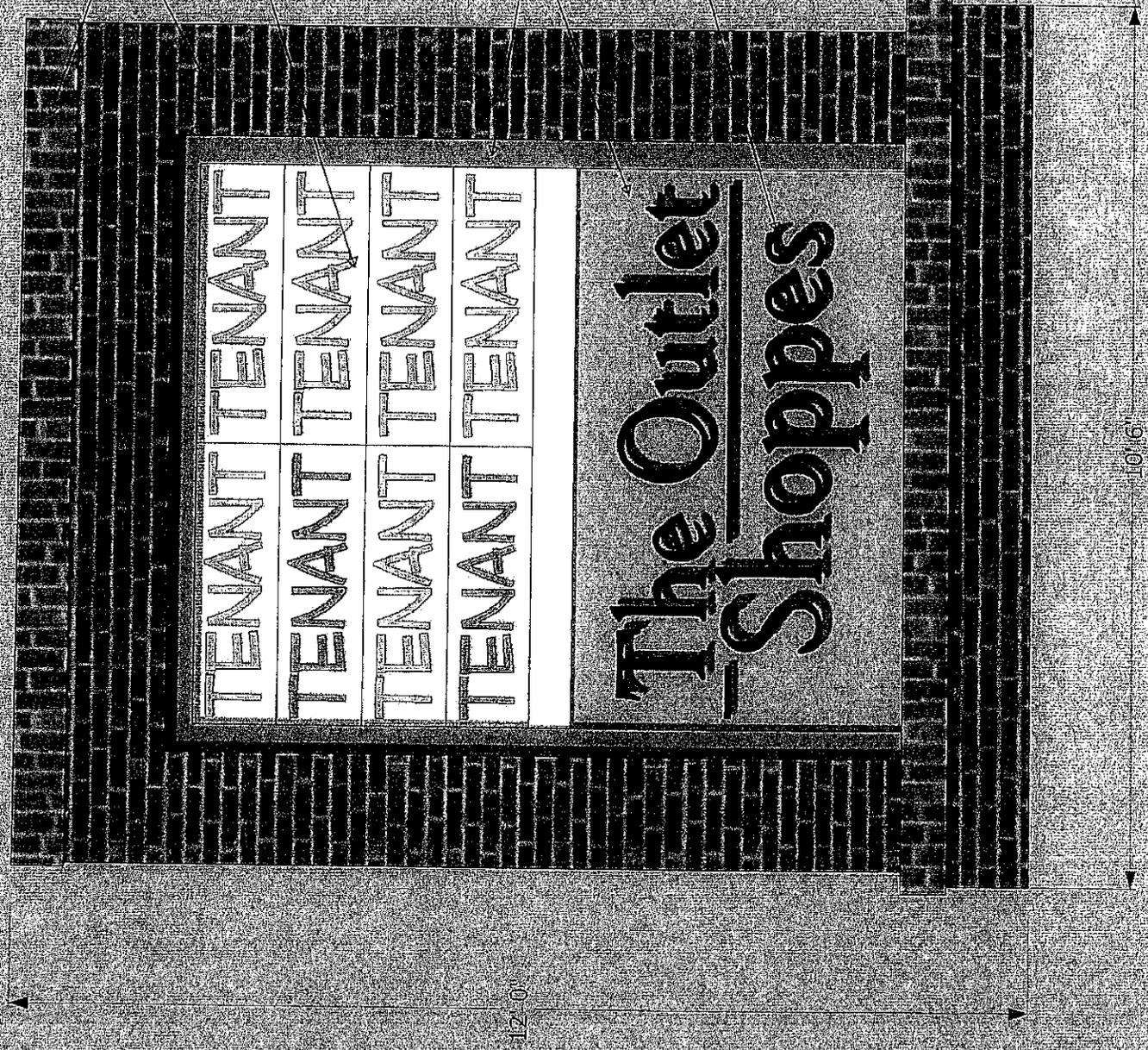


Exhibit C -
Shopping Center
Ground Mounted
Sign



BRICK TYP

INTERNALLY ILLUMINATED
SIGN PANELS

EIFS

INTERNALLY ILLUMINATED
LETTERS/LOGOS

Exhibit D -
Monument Sign

12' 0"

10' 6"



NOTICE OF DECISION

To: Emerson Bryan, ARC
(via electronic mail) Sonny Deriso, GRTA
Bob Voyles, GRTA
Dick Anderson, GRTA
Jerry Bowman, GRTA
Mike Byrd, GRTA
Lara Hodgson, GRTA
Al Nash, GRTA
John Sibley, GRTA
Ken Stewart, GRTA

To: Mayor Donnie Henriques, City of Woodstock
(via electronic mail and certified mail) Tom Rumpitz, Horizon Properties

From: Jannine Miller, GRTA Executive Director

Copy: Kirk Fjelstul, GRTA
(via electronic mail) Laura Beall, GRTA
Jon West, DCA
Jon Tuley, ARC
Carla Wood, GDOT District 6
Steve Walker, GDOT
Brian Kay, LAI Engineering
Richard McLeod, City of Woodstock

Date: September 19, 2011

Re: DRI 2194 Outlet Shops at Atlanta

Note: This Notice of Decision shall replace DRI#1594 The Avenue Ridgewalk original Notice of Decision issued on May 16, 2008.

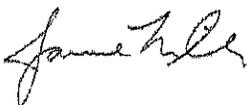
**Notice of Decision for
Request for Non-Expedited Review of
DRI 2194 Outlet Shops at Atlanta**

The purpose of this notice is to inform Horizon Properties (the Applicant), the City of Woodstock (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 RC (ARC) of GRTA's decision regarding DRI 2194 Outlet Shops at Atlanta (the DRI Plan of Development). GRTA has completed a non-expedited review for the DRI Plan of Development pursuant to sections 3-101 and 3-103.A 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 3-103.A. 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.

Subject to the conditions set forth in Attachment A and Attachment B, GRTA will approve the expenditure of state and/or federal funds for providing the Land Transportation Services and Access improvements listed in Section 2 of Attachment C. The need for said approval shall terminate and be of no further force and effect after ten (10) years from the date of this Notice of Decision, unless the local government has issued a permit for the construction of any part of the proposed DRI Plan of Development prior to the end of the ten-year period.

The notice of decision is based upon review of the applicant's DRI Review Package. The Review Package includes the site development plan dated July 8, 2011, and received by GRTA on August 9, 2011, prepared by LAI Engineering and, titled "The Outlet Shoppes at Atlanta" (Site Plan), and the analysis prepared by LAI Engineering, dated June 2011 and received by GRTA on August 9, 2011 (together the Review Package).

Pursuant to Section 2-501 of the *Procedures and Principles for GRTA Development of Regional Impact Review*, the Applicant, the GRTA Land Development Committee and the local government have a right to appeal this decision within five (5) working days of the date on this letter by filing a Notice of Appeal with the GRTA Land Development Committee. A Notice of Appeal must specify the grounds for the appeal and present any argument or analysis in support of the appeal. For further information regarding the right to appeal, consult Part 5 of the *Procedures and Principles for GRTA Development of Regional Impact Review*, available from GRTA or on the Worldwide Web at <<http://www.grta.org/dri/home.htm>>. If GRTA staff receives an appeal, you will receive another notice from GRTA and the Land Development Committee will hear the appeal at its November 9, 2011 meeting.



Jannine Miller
Executive Director
Georgia Regional Transportation Authority

Attachment A – General Conditions

Conditions to GRTA Notice of Decision:

The conditions provided herein shall supersede conditions from the Notice of Decisions for DRI 1594 The Avenue at Ridgewalk dated May 16, 2008.

Road Connectivity

- All internal intersections must be 200 feet minimum from Ridgewalk Parkway and Woodstock Parkway.
- No outparcel shall have direct access onto Ridgewalk Parkway or Woodstock Parkway.
- Any additional driveways shall be shared to serve the entire development.
- The main entrance driveway must align with N. Pope Mill Road and that no access is permitted between the interstate ramps and the main entrance.

Pedestrian Facilities

- Provide crosswalks at all driveways and intersections.
- Provide pedestrian sidewalks along all property frontage on Ridgewalk Parkway and Woodstock Parkway.
- Provide a network of pedestrian sidewalks connecting all buildings.
- Provide bike racks.

Proposed Roadway Improvements as Conditions to GRTA Notice of Decision:

Provide two through lanes in each direction on Ridge Walk Parkway from NB Ramp to Woodstock Parkway

Ridge Walk Parkway @ Main Entrance / N. Rope Mill Road:

- Install traffic signal when warranted
- Add dedicated EB right turn lane into site
- Add dedicated WB left turn lane into site

Ridge Walk Parkway @ Woodstock Parkway

- Add dedicated EB right turn lane
- Add dedicated WB left turn lane

Woodstock Parkway @ Rope Mill Road / Driveway 1:

- provide a minimum of 200 throat length from stop bar

Woodstock Parkway @ Driveway 2:

- Add dedicated southbound right turn lane into site

Woodstock Parkway @ Driveway 3:

- Install modern roundabout

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 of the "Conditions to GRTA Notice of Decision" set forth in Attachment A are satisfied.
- All of the "Roadway Improvements as Conditions to GRTA Notice of Decision" set forth in Attachment A are satisfied.

Attachment C – Required Improvements to Serve the DRI

Pursuant to Section 1-201.R, of the *Procedures and Principles for GRTA Development of Regional Impact Review*, a "Required Improvement means a land transportation service [def. in Section 1-201.N] or access [def. in Section 1-201.A.] improvement which is necessary in order to provide a safe and efficient level of service to residents, employees and visitors of a proposed DRI."

The Required Improvements in the study network were identified in the Review Package as necessary to bring the level of service up to an applicable standard before the build-out of the proposed project. These requirements are identified in Sections 1 and 2 of this Attachment. Section 1 contains improvements that do not require GRTA approval at this time because they are to be constructed prior to the completion of the DRI Plan of Development. However, GRTA approval shall be required in the event state and/or federal funds are proposed at a later date to be used for any portion of the improvements described in Section 1. Section 2 contains improvements that require GRTA approval prior to the expenditure of state and/or federal funding. Subject to the conditions set forth in Attachment A and Attachment B, GRTA approves the expenditure of state/and or federal funding for the improvements contained in Section 2.

Section 1.

Provide two through lanes in each direction on Ridge Walk Parkway from NB Ramp to Woodstock Parkway

Ridge Walk Parkway @ Woodstock Parkway

- Add dedicated EB right turn lane
- Add dedicated WB left turn lane

Ridge Walk Parkway @ Main Entrance / N. Rope Mill Road:

- Install traffic signal when warranted
- Add dedicated EB right turn lane into site
- Add dedicated WB left turn lane into site

Woodstock Parkway @ Rope Mill Road / Driveway 1:

- provide a minimum of 200 throat length from stop bar

Woodstock Parkway @ Driveway 2:

- Add dedicated southbound right turn lane into site

Woodstock Parkway @ Driveway 3:

- Install modern roundabout

Section 2.

I-575 at Ridgewalk Parkway- New Interchange (CH-AR-225)

Ridgewalk Parkway- Widening to a four lane highway (PR-780-6(57))

I-575 from I-75 North to SR 5 business in Cherokee County

Towne Lake Parkway signal interconnection and coordination at 13 locations within 0.5 miles of I-575 interchange (CH-208)

Northwest Corridor (I-75 and I-575) managed lanes at Akers Mill Road to Hickory Grove Road on I-75 and from I-75 to Sixes Road on I-575 (AR-930)

Sixes Road from I-575 to Old SR 5 (Holly Springs Parkway) widening (CH-190)

Main Street from Towne Lake Parkway to Serenade Lane- pedestrian improvements (CH-AR-259)

Arnold Mill Road extension /connector from Main Street south of Ridgewalk Parkway to Arnold Mill Road at Needs Road (CH-167)

Arnold Mill Road extension/connector from Main Street to Arnold Mill Road (CH-168)

AGREEMENT

THIS AGREEMENT ("Agreement") is made and entered into as of the 2nd day of December, 2011, by and between HORIZON ATLANTA OUTLET SHOPPES, LLC, a Delaware limited liability company ("Horizon"), and MONTCLAIR AT RIDGEWALK HOMEOWNERS ASSOCIATION, INC, a Georgia nonprofit corporation ("Montclair HOA").

RECITALS

A. Horizon is planning and in the process of developing The Outlet Shoppes at Atlanta, which will be an approximately 400,000 square foot outlet center on approximately fifty acres in Woodstock, Georgia located adjacent to Interstate 575 at Ridgewalk Parkway and Woodstock Parkway ("The Outlet Shoppes").

B. Montclair HOA is responsible for and has authority to act on behalf of the owners comprising the Montclair residential development, an approximately seventy (70) unit residential community located adjacent to Rope Mill Road and Woodstock Parkway near The Outlet Shoppes in Woodstock, Georgia ("Montclair Development").

C. Horizon and Montclair HOA desire to agree on certain development matters as hereinafter provided.

AGREEMENT

NOW THEREFORE, in consideration of the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Horizon and Montclair HOA agree as follows:

1. Landscape Screening Horizon will pay for landscape screening for the Montclair Development residents as directed by the Montclair HOA representative in an amount not to exceed Ten thousand and 00/100 dollars (\$10,000.00). Horizon shall pay Montclair HOA, or its designee, upon presentation of receipts or invoices after the work has been performed and deemed acceptable by both parties. Upon such payment by Horizon, Horizon will have no further obligation to Montclair HOA or Montclair Development, its residents or officers, and that Montclair HOA accepts full responsibility of the plantings and the maintenance of the materials. Further, Horizon makes no representations, warranty or any other liability obligations in any manner whatsoever attributable to the landscape screening and plantings. Horizon shall not be obligated to pay for the landscape screening until it has commenced construction as evidenced by beginning building concrete pads in accordance with the building permit it obtains for The Outlet Shoppes.

2. Cooperation Montclair HOA agrees that this Agreement represents and resolves its concerns pertaining to the Outlet Shoppes and agrees to cooperate and not hinder the development of The Outlet Shoppes.

3. Counterparts This Agreement may be executed in one or more counterparts, each of which shall be considered an original, and all of which taken together shall constitute one and the same instrument. Counterparts transmitted by fax or other electronic means shall have the same force and effect as an original counterpart, but a party delivering a counterpart electronically shall also deliver an original counterpart upon request of the other party.

4. Authority The parties executing this Agreement represent and warrant to the other that it has full power and authority to enter into this Agreement and to carry out its obligations in connection

with the transactions contemplated herein, and this Agreement has been duly and validly executed and delivered by it and constitutes its legal, valid and binding obligation in accordance with this Agreement.

5. Attorneys' Fees If either party hereto fails to perform any of its obligations under this Agreement or if any dispute arises between the parties hereto concerning the meaning or interpretation of any provision of this Agreement, then the party not prevailing in such dispute shall pay any and all costs and expenses incurred by the other party on account of such default and/or in enforcing or establishing its rights hereunder, including, without limitation, court costs and reasonable attorneys' fees and disbursements.

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed and delivered as of the date and year first written above.

MONTCLAIR HOA:

MONTCLAIR AT RIDGEWALK HOMEOWNERS ASSOCIATION, INC
a Georgia nonprofit corporation

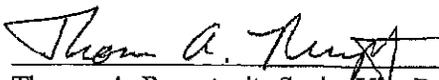
By:  V.P. Montclair HOA
_____ its Manager

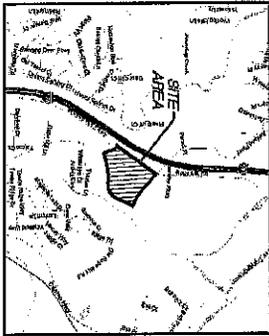
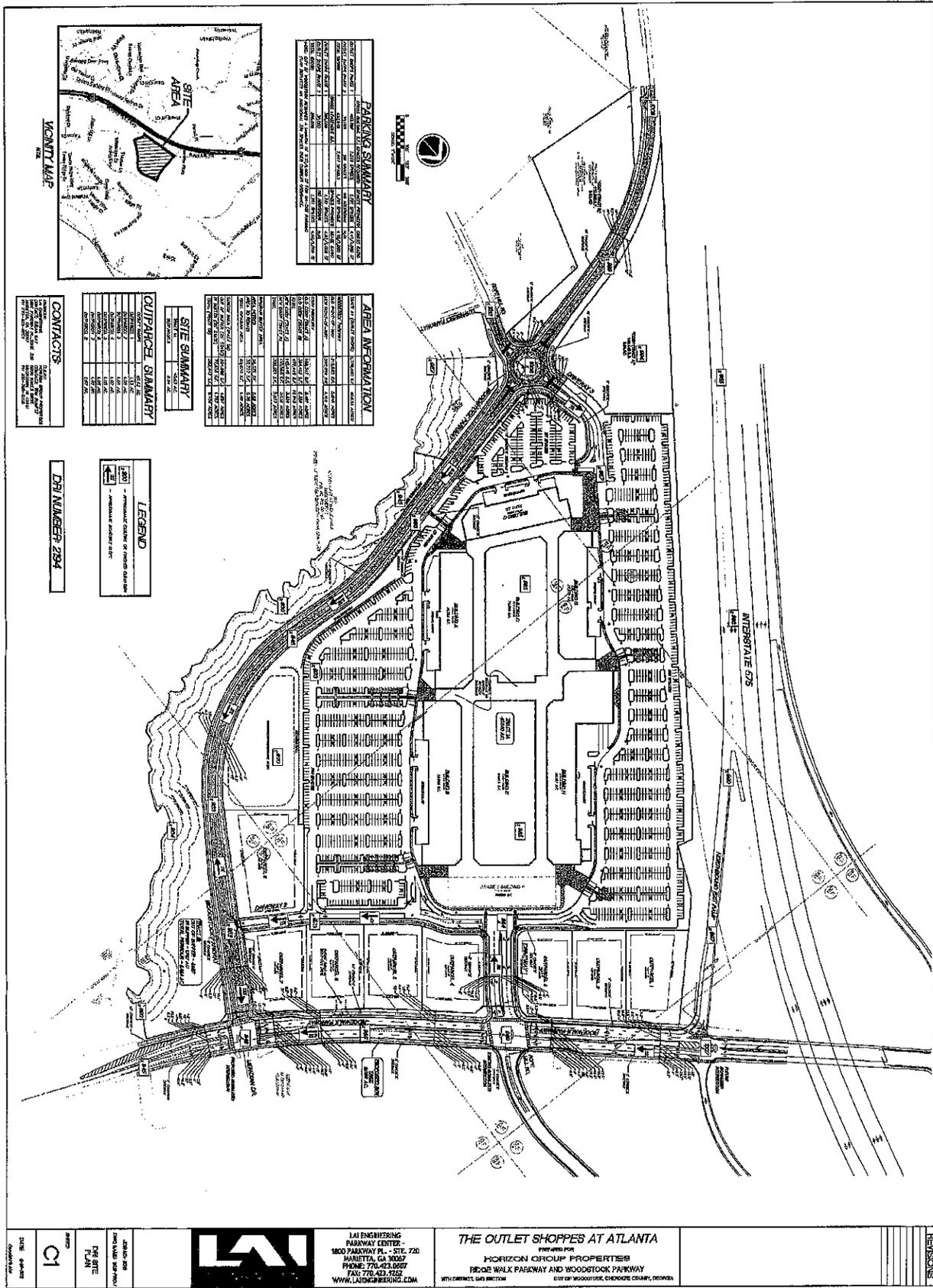
HORIZON:

HORIZON ATLANTA OUTLET SHOPPES, LLC.,
a Delaware limited liability company

By: Horizon Group Properties, LP., a Delaware limited partnership,
its Sole Member

By: Horizon Group Properties, Inc., a Maryland corporation,
its General Partner

By: 
Thomas A. Rumpitz, its Senior Vice President



PARKING SUMMARY

TYPE OF PARKING	NO. OF SPACES	NO. OF SPACES PER 1,000 SQ. FT. OF GROSS FLOOR AREA
TOTAL PARKING	10,000	1.0
PER 1,000 SQ. FT. OF GROSS FLOOR AREA	1.0	1.0

CONTRACTS

THE OUTLET SHOPPES AT ATLANTA
 1800 PARKWAY CENTER
 WOODSTOCK, GEORGIA 30189

EQUIPMENT SUMMARY

TYPE OF EQUIPMENT	NO. OF UNITS
TOTAL EQUIPMENT	100

SITE SUMMARY

TOTAL SITE AREA: 100 ACRES
 TOTAL BUILDING AREA: 1,000,000 SQ. FT.

AREA INFORMATION

AREA	NO. OF SPACES	NO. OF SPACES PER 1,000 SQ. FT. OF GROSS FLOOR AREA
TOTAL AREA	10,000	1.0

LEGEND

(Symbol)	PERMANENT CHANGE OF ROAD CENTERLINE
(Symbol)	PERMANENT ADJUSTMENT LINE

DEI NUMBER 294

NOT BEING FOR CONSTRUCTION

DATE: 01/01/01
 DRAWN BY: [Name]
 CHECKED BY: [Name]



LAI ENGINEERING
 PARKWAY CENTER
 1800 PARKWAY PL., STE. 720
 WOODSTOCK, GA 30087
 PHONE: 770-423-0057
 FAX: 770-423-7522
 WWW.LAIENGINEERING.COM

THE OUTLET SHOPPES AT ATLANTA
 THE OUTLET SHOPPES
 HORIZON GROUP PROPERTIES
 REDGE WALK PARKWAY AND WOODSTOCK PARKWAY
 WOODSTOCK, GEORGIA

DATE: 01/01/01
 DRAWN BY: [Name]
 CHECKED BY: [Name]