

The three (3) tracts located within the CITY on Hughley Road near its intersection with U.S. Highway 19 are cumulatively referred to "the Subject Property."

WHEREAS, in accordance with Section 504 of its Zoning Ordinance, the CITY conditionally approved a concept development plan for the Subject Property on September 14, 2004, the same being designated "The Neighborhoods of Mill Lake" (the "Mill Lake Concept Plan"), to allow for the development of 505 residential units on thereon;

WHEREAS, OWNER desires to modify the Mill Lake Concept Plan in accordance with direction from the CITY through submission of a subsequent conceptual plan for the Subject Property, entitled: "Hughley Road Tract," dated January 5, 2010 (the "New Conceptual Plan"), last revised August 6, 2014, attached hereto as Exhibit "B";

NOW THEREFORE, for and in consideration of the mutual premises and promises contained herein, and the sum of TEN DOLLARS AND NO/100s (\$10.00) in hand paid, the receipt and sufficiency of which are hereby acknowledged, the parties agree, as follows:

1.. New Conceptual Plan:

OWNERS have submitted to the CITY the New Conceptual Plan, which provides for the development and subdivision of the Subject Property into 450 residential lots, a voluntary reduction of 55 lots from the approved Mill Lake Concept Plan, attached hereto as Exhibit "B" and in compliance with the Phasing Plan for the development governing its construction and development in phases, attached hereto as Exhibit "C" with construction in each area numerically designated on the Phasing Plan being initiated as a unit. Upon the approval and execution of this Agreement, OWNER shall be permitted to develop the Subject Property as shown on the New Conceptual Plan, and in compliance with the terms of this Agreement.

DRAFT

STATE OF GEORGIA:

PIKE COUNTY:

SETTLEMENT AND DEVELOPMENT AGREEMENT

This Settlement and Development Agreement entered this ___ day of August, 2014 by and between:

CITY OF ZEBULON, GEORGIA ("CITY"), a municipal corporation organized and existing under the laws of the State of Georgia; and

BRENT PIKE, LLC, a limited liability company organized and existing under the laws of the State of Georgia maintaining its principal place of business at 270 N. Jeff Davis Drive, Fayetteville, Fayette County, Georgia 30214, including its successors and assigns and D. Brent Scarbrough, an individual and as sole member of BRENT PIKE, LLC, collectively "OWNER";

WHEREAS, OWNER owns certain real property consisting of approximately 335.82 acres, more or less, contained in three (3) separate tracts identified on the Pike County Tax Maps as four (4) tax parcels, as follows:

- a. 283.24 acres ("Tract A"), more or less, zoned PRD under the Zoning Ordinance of the CITY of Zebulon ("Zoning Ordinance") and more specifically identified as Tax Parcels ID 069 069 (243.32 acres) and 069 062ZZ (39.92 acres), shown on Ex. "A"; and
- b. 32.74 acres ("Tract B"), more or less, zoned PRD under the Zoning Ordinance, and more specifically identified as Tax Parcel ID 069 063, shown on Ex. "A"; and
- c. 19.84 acres ("Tract C"), more or less, zoned PRD under the Zoning Ordinance, and more specifically identified as Tax Parcel ID 069 063A, also known as the Southern Mills Tract, shown on Ex. "A".

2. Construction

OWNER shall submit Construction Plans for the development of the Subject Property consistent with the New Conceptual Plan which shall comply with Section 301, "Site Design Standards" of the CITY'S Comprehensive Land Development Ordinance, ("LDO"), as may be amended by Mayor and Council from time to time, except as noted below:

- a. Section 301.1(E) – length of blocks (may exceed 600 feet);
- b. Section 401 – access points (may exceed 35 lots per access point);
- c. Section 403 – cul de sac length.

The parties agree that the development of the Subject Property as shown on the New Conceptual Plan does not require any additional review, approval or waiver of any provision of the LDO and no applications for waiver or other proceedings shall be required regarding the platting and size of lots and the location of infrastructure in the development. Otherwise, development of the Subject Property will comply with the LDO, as it may be amended from time to time.

3. Access Management

Access to the development on the Subject Property shall be allowed as shown on the New Conceptual Plan (Exhibit "B"), attached hereto, as follows:

a. Up to two entrances will be provided on Hughley Road, with one (1) designated as a main entrance to the development. The second entrance shall be provided from Hughley Road to access the attached residences to be developed in Phase 15.

b. Two (2) or more entrances will be established on US Highway 19 subject to the approval of the Georgia Department of Transportation. One shall serve as a residential entrance on the southern end of the Subject Property, and an additional entrance will provide access to the Subject Property north of the Southern Mills facility.

c. The initial entrance to the Subject Property may serve up to five (5) phases of the development (approximately 100 lots) from Huckaby Road as shown on the Phasing Plan (Exhibit 'C'). Additional development will require the establishment of an additional entrance; and

d. Construction of Phases 11-14 will require the construction of an entrance to the development on US Highway 19.

4. New Streets and Roadways

a. The CITY will inspect streets for compliance with Section 403 of the LDO prior to recording of the final plat;

b. A Maintenance Bond shall be provided for a period of 18 months after recording of the final plat for each phase of the proposed development on the Subject Property;

c. At that time, the streets will be inspected by the CITY for compliance with CITY regulations, and a punch list of any needed corrections will be made and given to the OWNER sixty (60) days prior to the expiration of the Maintenance Bond.

d. Upon completion of any needed repairs or corrections, the OWNER shall request the CITY to inspect the repairs or connections and give final approval that the streets comply with the CITY'S regulations; and

e. Once the CITY has found the streets to be in satisfactory condition, the OWNER shall convey ownership of the streets to the CITY at no cost to the CITY.

5. Sidewalks

Sidewalks shall be provided as required by Section 408 of the LDO, as it may be amended from time to time. All sidewalks within each phase of development shall be installed

prior to recording a Final Plat for the next phase of development. A one (1) year performance bond may be provided by the OWNER in lieu of completion of the sidewalks.

6. Drainage and Utilities

Construction of the Project's drainage and utilities shall comply with the requirements of Article 5 of the LDO, as it may be amended from time to time. OWNERS shall install at their expense all water lines and sewer lines to serve development on the Subject Property.

7. Sewer System Design

The sanitary sewer system designed and installed to serve the Subject Property shall be designed with pump stations if needed due to topography of the Subject Property. Up to 100 lots may gravity flow directly into the CITY's existing public sanitary sewer system. After the development and connection of 100 lots directly into the CITY's existing public sanitary sewer system, OWNER shall agree to contribute to the costs to upgrade the existing lift station or participate in the construction of a new lift station on a pro rata basis required to serve the remaining undeveloped portion of the Subject Property. Construction plans and specifications for the sewer system shall be submitted to and approved by the CITY and the Georgia Department of Natural Resources/Environmental Protection Division, as required by ordinance, regulation or law.

8. Tap and Impact Fees

OWNER shall pay all water and sewer tap fees and all impact fees imposed by the CITY that are in effect at the time application is made for each building permit.

9. CITY Representation of Capacity

The CITY represents and warrants to OWNER that at this time, it has sufficient capacity to provide treatment of sewage effluent for the proposed development and improvements to be

constructed on the Subject Property. However, the CITY makes no guarantee that capacity will be available for this project in the future.

10. Environmental Protection

Construction of the proposed development on the Subject Property shall comply with the requirement of Article 6 of the LDO, as it may be amended from time to time.

11. Buffers, Landscaping, and Tree Protection

Construction of the proposed development on the Subject Property shall comply with the requirements of Article 7 of the LDO, as it may be amended from time to time.

12. Greenspace

Greenspace for the use of the residents of the proposed development on the Subject Property shall be established throughout the neighborhood, as shown on Exhibit 'B'.

13. Covenants and Restrictions

A mandatory Property Owner's Association (POA) will be established prior to the occupation of the first dwelling on the Subject Property. Covenants will be recorded for the POA which will address maintenance of common areas, payment of dues, establishment of a governing board, its powers and responsibilities, aesthetic standards, and similar requirements and restrictions to protect the quality and value of the neighborhood.

14. Severability

In the event any provision of this Agreement is found to be invalid by a court of law, all of the remaining provisions of this Agreement shall remain in full force and effect.

15. Governing Law

This Agreement shall be governed under the laws of the State of Georgia.

ENTERED, the year and date above first written.

CITY OF ZEBULON, GEORGIA

By: _____
Michael Beres , Mayor

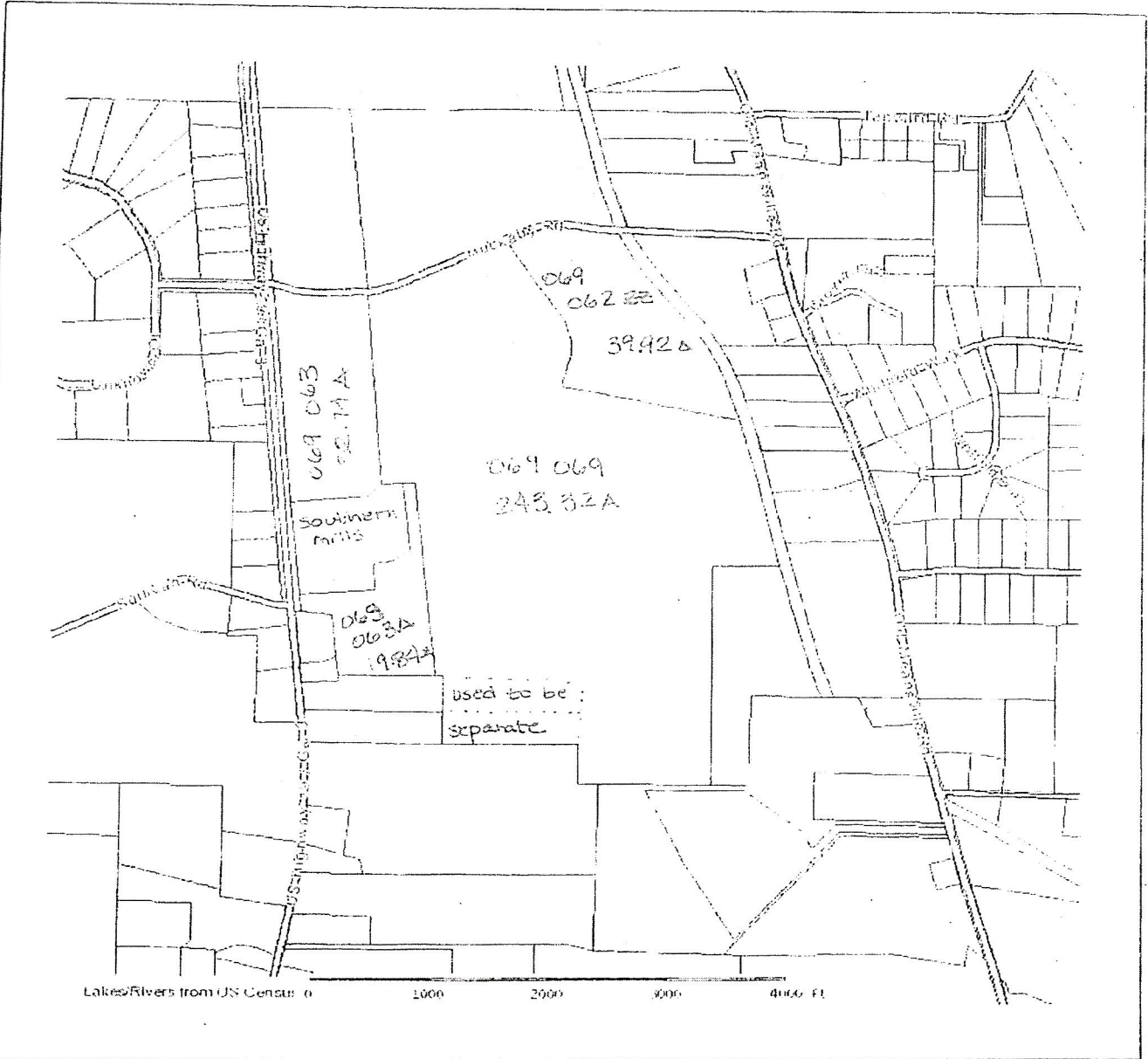
Attest:

CITY Clerk

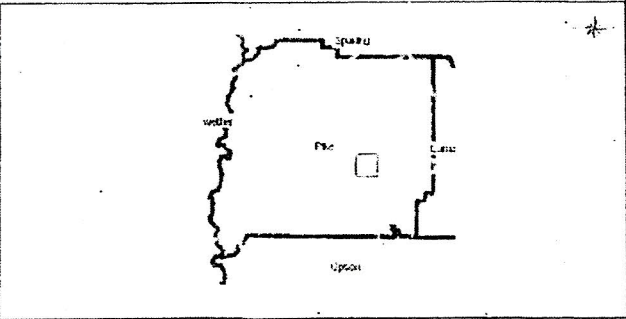
BRENT PIKE, LLC

By: _____
Brent Scarbrough, its member

EXHIBIT A



Highway Rd Prop	
Parcel: undefined Acres:	
Name:	Land Value:
Site:	Building Value:
State:	Misc Value:
	Total Value:
Mail:	



The Pike County Assessor's Office makes every effort to produce the most accurate information possible. No warranties, expressed or implied, are provided for the data herein, its use or interpretation. The assessment information is from the last certified taxroll. All data is subject to change before the next certified taxroll. PLEASE NOTE THAT THE PROPERTY APPRAISER MAPS ARE FOR ASSESSMENT PURPOSES ONLY NEITHER PIKE COUNTY NOR ITS EMPLOYEES ASSUME RESPONSIBILITY FOR ERRORS OR OMISSIONS ---THIS IS NOT A SURVEY---
 Date printed: 07/01/14 : 10:17:58

SES

**ENGINEERING
PLANNING
SURVEYING**

SCANLON ENGINEERING SERVICES, INC.
216 EAST SOLOMON STREET, SUITE A
GREENING, GEORGIA 30223
PHONE: (678) 967-2051 FAX: (678) 967-2053

**CIVIL CONSTRUCTION PLANS FOR
HUGLEY ROAD TRACT**
LOCATED IN LAND LOT 218, 219, 220 & 231 OF THE
8TH DISTRICT OF FINE COUNTY, GEORGIA



**OVERALL
SITE
PLAN**

Drawn by:
Date:
Checked by:
Date:
Scale:
Project No.: 07010460

SHEET TITLE
C-1
SHEET # OF #
1 OF 1

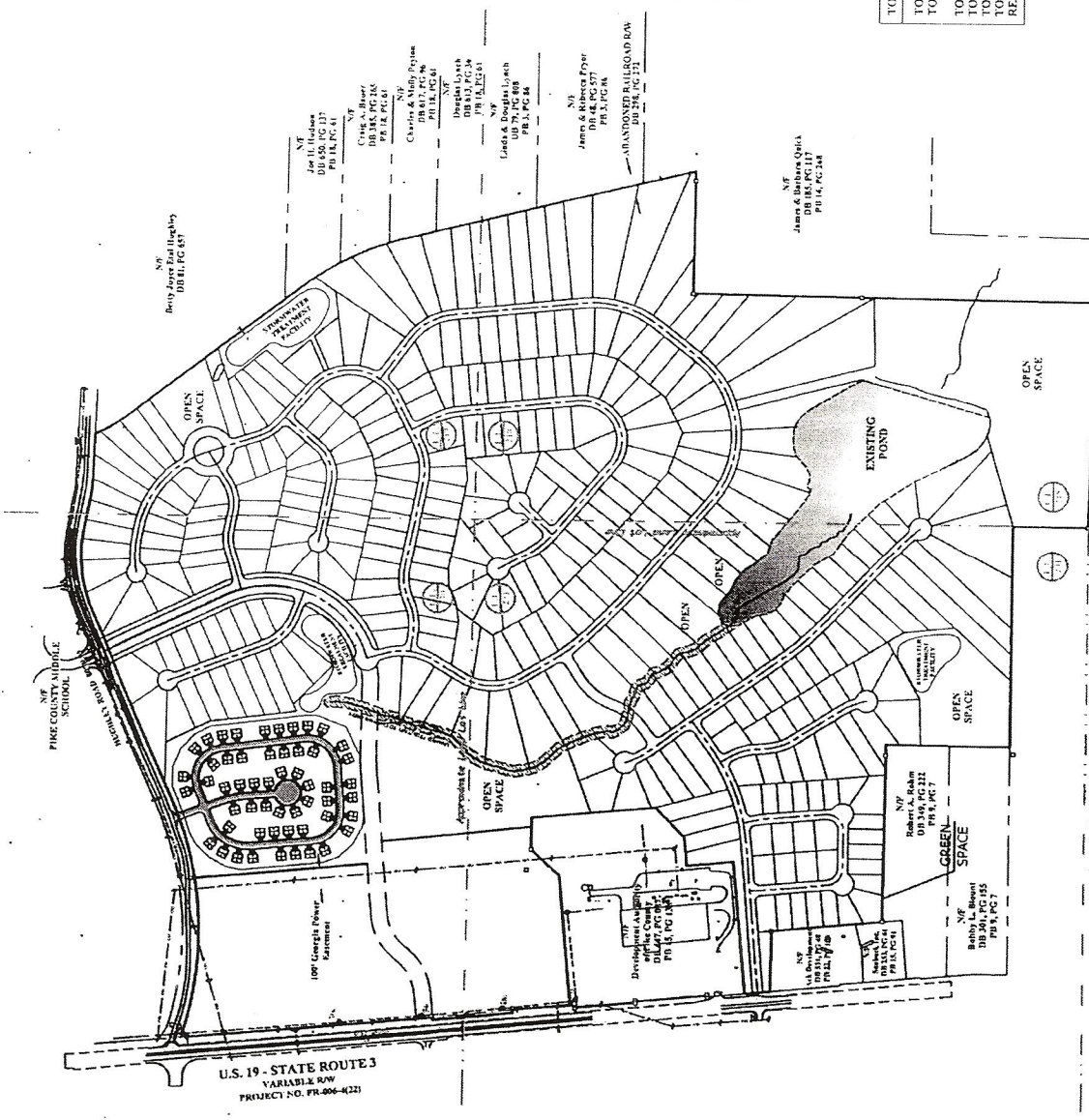
SYMBOL LEGEND

UTILITY POLE	○
FIRE HYDRANT	⊙
CONCRETE MONUMENT	⊚
IRON PIN FOUND	○
1/2" REBAR/SET	○
GRAVEL AREA	▨
ASPHALT AREA	▩
STORM PIPE	▬
PROPERTY LINE	▬
LAND LOT LINE	▬
ADJACENT BOUNDARY LINE	▬
OVERHEAD POWER LINE	▬
FENCE LINE	▬
WETLANDS	▨
TREELINE	▬
GREENSPACE/Common Area	▨

PROPOSED DENSITY: 1.14 UNITS/ACRE
ORIGINAL DENSITY: 1.72 UNITS/ACRE
AVERAGE LOT SIZE: 0.63 ACRES

RESIDENTIAL LOT COUNT:
TOTAL: 480

TOTAL TRACT AREA: 338.08 ACRES
TOTAL LF ROADWAY: 25,991
TOTAL ION AREA: 28.59 ACRES
TOTAL WETLAND AREA: 35.62 ACRES
TOTAL MULTI-FAMILY AREA: 13,800 ACRES
TOTAL COMMERCIAL AREA: 32.45 ACRES
TOTAL GREENSPACE AREA: 57.60 TOTAL
RESIDENTIAL AREA: 203.24



GRAPHIC SCALE: 1"=100'
0 200 400 600 800 1200

No.	Description	Date
1		
2		
3		
4		
5		
6		

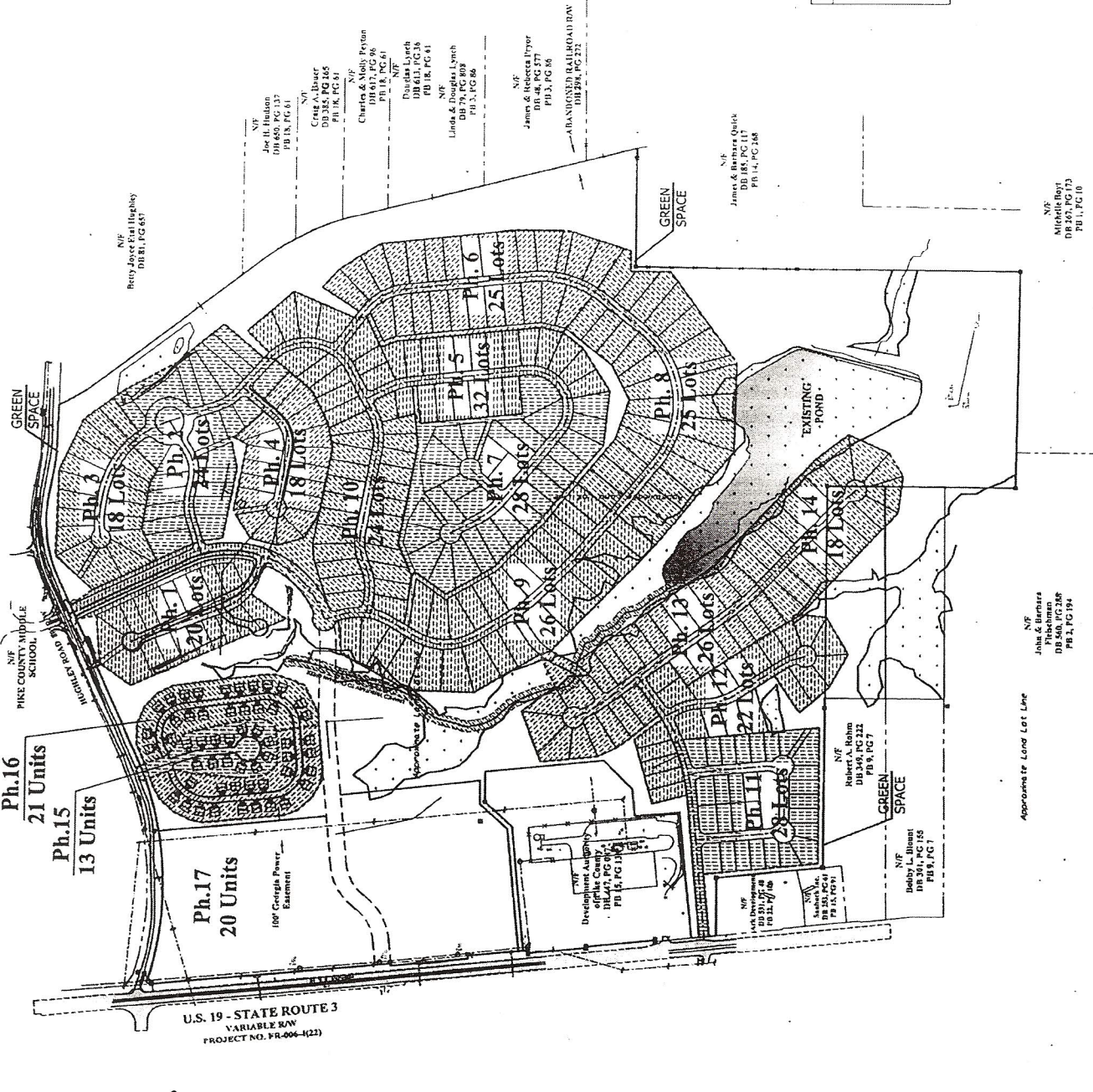


EXHIBIT C

SYMBOL LEGEND

- TRIBUTARY
- INTERSECTING
- ADJACENT
- EXISTING
- PROPOSED
- ... (various symbols for easements, setbacks, etc.)

TOTAL TRACT AREA: 335.08 ACRES
 TOTAL L.F. ROADWAY: 25,991
 TOTAL R.W. AREA: 28,559 ACRES
 TOTAL WETLAND AREA: 35,62 ACRES
 TOTAL MULTI-FAMILY AREA: 13,80 ACRES
 TOTAL COMMERCIAL AREA: 32.45 ACRES
 TOTAL GREENSPACE AREA: 107,00 TOTAL
 RESIDENTIAL AREA: 153.21



N/P
 Betty Lynn Higley
 DB 81, PG 451

N/P
 Jim H. Hudson
 DB 410, PG 177
 PB 18, PG 41

N/P
 CHEE A. BOWER
 DB 385, PG 165
 PB 18, PG 51

N/P
 Charles & Molly Peyton
 DB 406, PG 177
 PB 18, PG 41

N/P
 Douglas Lynch
 DB 411, PG 138
 PB 18, PG 41

N/P
 Linda & David Lynch
 DB 79, PG 102
 PH 3, PG 86

N/P
 James & Rebecca Fryer
 DB 48, PG 577
 PH 3, PG 86

N/P
 James & Mary Oakes
 DB 48, PG 117
 PB 14, PG 248

N/P
 Michele Boyd
 DB 506, PG 38F
 PB 1, PG 19

N/P
 John & Bernara
 Fishman
 DB 506, PG 38F
 PB 1, PG 19

N/P
 Robert A. Rahn
 DB 346, PG 222
 PB 8, PG 7

N/P
 Bobby L. Blount
 DB 315, PG 125
 PB 8, PG 7

U.S. 19 - STATE ROUTE 3
 VARIABLE R/W
 PROJECT NO. FR-004-(22)

Approximate Land Lot Line