

**GWINNETT PLACE
COMMUNITY IMPROVEMENT DISTRICT (GPCID)
REGULAR BOARD MEETING
AND
CAUCUS OF ELECTORS
Atlanta Gwinnett Place Marriott
1775 Pleasant Hill Road
Duluth, GA 30096
April 13, 2011**

MINUTES

Attendees

Board Members: Marcy Adams Casey Coffey Justin Fanning
Joe Piccolo James Song Leo Wiener
Mark Williams

Board Observers: Tim Hur, Assistant Secretary
Chris McGahee, City of Duluth

Staff: Joe Allen, Glenn Wisdom

Legal: Lynn Rainey

Guests: Dr. Gena Evans, State Road and Tollway Authority

Consultants: Jeff Corbin, Landmark Communications, Inc.
Erick Fry, URS Corp.
Frank Singleton, Ogilvy
Kari Ward, Stantec Consulting Services, Inc.

Chairman Mark Williams called the meeting to order at 9:05 a.m. by welcoming all in attendance.

Mr. Coffey motioned to approve the proposed meeting Agenda for today, and Minutes from the March 9, 2011 Board meeting, as presented; seconded by Ms. Adams and unanimously approved.

Treasurer's Report

Mr. Allen presented the following account summary for March 2011:

Checking Account

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|----------------------------------|-------------|
| March 1, 2011 Beginning Balance: | \$58,850.67 |
| March 31, 2011 Ending Balance: | \$54,925.54 |

Money Market Account

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|----------------------------------|----------------|
| March 1, 2011 Beginning Balance: | \$2,302,542.95 |
| March 31, 2011 Ending Balance: | \$2,019,313.85 |

Certificate of Deposit

| | |
|----------------------------------|--------------|
| March 1, 2011 Beginning Balance: | \$150,000.00 |
| March 31, 2011 Ending Balance: | \$150,000.00 |

Grand Total Account

| | |
|----------------------------------|----------------|
| March 1, 2011 Beginning Balance: | \$2,511,393.62 |
| March 31, 2011 Ending Balance: | \$2,224,239.39 |

Mr. Allen noted that as of March 31, 2011, the CID had approximately \$2.2 million in cash. He encouraged board members to review the monthly financial summaries. Assuming the budgeted tax revenues of \$1.1 million for 2010 are received with 2010 being the final tax revenue-producing year of the current CID life, the estimated available funding at the board's discretion through the end of October 2011 is approximately \$1.1 million.

Mr. Fanning motioned to approve the Treasurer's Report and ratify the expenditures; seconded by Mr. Wiener and unanimously approved.

Chairman's Remarks

Chairman Williams noted the positive momentum of the CID and noted the excellent restaurants in the area.

Executive Director's Remarks

Mr. Allen directed the board members to the listing of unconstrained projects submitted by Gwinnett County DOT to GDOT Planning Director Todd Long as required by the Transportation Investment Act. Mr. Allen noted the projects on the list requested by Gwinnett Place CID.

Pleasant Hill Road Bridge Project

Project Manager Erick Fry with URS Corp. reported that required planning documentation is being actively reviewed, revised and submitted for final approval to the respective transportation authorities. Right-of-way proceedings associated with the bridge project will begin in late April and continue throughout the remainder of the year. The project remains on schedule to begin reconstructing the Pleasant Hill Road Bridge into a diverging-diamond interchange (DDI) in early 2012.

Venture Drive/Pleasant Hill Road Intersection Redesign Project

Kari Ward of Stantec Consulting Services reported that a second stakeholders meeting will occur on April 20 in the CID offices beginning at 4 p.m. to discuss project plans, including revised right-of-way designs for the Venture Drive/Pleasant Hill Road intersection redesign. The stakeholder meeting is open to all interested parties.

Caucus of Electors

Board Election for Posts 3 and 6

At 9:30 a.m. the Board meeting was recessed to convene the Caucus of Electors for the purpose of conducting an Election for Post 3 and Post 6 Board members due to the expiration of their 3 year terms of office and on the additional question, "Shall the Gwinnett Place Community Improvement District be dissolved?"

Mr. Rainey began the Caucus by reviewing the process used to advertise the Caucus and election in the Gwinnett Daily Post for four consecutive weeks in advance of the Caucus and that the Caucus was open to all CID tax payers. All CID Electors are eligible for nomination in the election. The proposed Rules of Caucus were read by Mr. Rainey and discussed.

Mr. Wiener motioned to accept the Rules of Caucus for the election; seconded by Mr. Piccolo and unanimously approved.

Post 3 Election

Mr. Piccolo nominated Leo Wiener for Post 3. There being no further nominations, Mr. Coffey motioned to close the nominations; seconded by Mr. Fanning and unanimously approved. Mr. Williams motioned that the casting of written ballots be waived and the vote be conducted by voice; seconded by Mr. Coffey and unanimously approved. Mr. Rainey called for a voice vote with Mr. Wiener being elected to a 3 year term by a unanimous vote.

Post 6 Election

Mr. Wiener nominated Joe Piccolo for Post 6. There being no further nominations, Mr. Fanning motioned to close the nominations; seconded by Mr. Coffey and unanimously approved. Mr. Williams motioned that the casting of written ballots be waived and the vote be conducted by voice; seconded by Mr. Coffey and unanimously approved. Mr. Rainey called for a voice vote with Mr. Piccolo being elected to a 3 year term by a unanimous vote.

Mr. Rainey administered the oath of office to Mr. Wiener and Mr. Piccolo.

As required by the Gwinnett county CID Act, Mr. Rainey conducted the confidential ballot vote on the question, "Shall the Gwinnett Place Community Improvement District be dissolved?" 18 elector votes were cast "no". 1 elector vote was cast "yes". 88,335 equity elector votes were cast "no". 1,200 equity elector votes were cast "yes." The Gwinnett Place

Community Improvement District will not be dissolved. The question will be submitted to the caucus again in six years.

Mr. Williams adjourned the Caucus and reconvened the Board meeting.

Election of Officers

Mr. Rainey commenced the Board election of officers by reviewing the composition and qualifications of the Board officers. Mr. Song nominated Mr. Wiener as Chairman; seconded by Mr. Coffey and unanimously approved. Mr. Fanning nominated Marcy Adams as Vice-Chairman; seconded by Mr. Wiener and unanimously approved. Mr. Coffey nominated Mark Williams as Secretary/Treasurer; seconded by Mr. Wiener and unanimously approved.

I-85 Express Lane Project

Dr. Gena Evans, Executive Director, State Road and Tollway Authority, gave a presentation regarding the conversion of 16 miles along I-85 from Chamblee Tucker Road to Old Peachtree Road from High Occupancy Vehicle (HOV) lanes to High Occupancy Toll (HOT) lanes. Single-occupant vehicles will have the option to pay to access the toll lanes during high-volume travel times. The new system should be operational in late August. A large-scale public information campaign will take place this summer to prepare drivers for the new system.

Public Relations Update

Jeff Corbin noted the positive articles about the area that are appearing in local news outlets. Copies of those articles are in the board package. The CID continues to realize growing readership of the weekly "more positive news" e-newsletter. The 2010 Annual Report has been prepared and distributed.

Action/Consent Items

Partnership Gwinnett

Mr. Williams motioned to authorize the Chairman to execute an agreement between the GPCID and the Gwinnett Chamber of Commerce for the annual support of the Partnership Gwinnett Economic Development Initiative for improvement and development of the district for a base amount not to exceed \$22,000.00; seconded by Mr. Coffey and unanimously approved.

Rebrand Strategy Development Survey

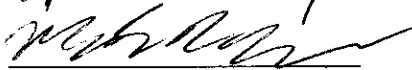
Frank Singleton, Senior Vice President with Ogilvy Public Relations Worldwide, delivered the initial results of a detailed public opinion research effort aimed at assisting the CID with strategic planning. Up to 1,115 residents, 279 companies and 65 employees - all in or near greater Gwinnett Place - provided input on various

questions regarding their opinions about the area. A more detailed discussion of the survey results will occur once Board members have reviewed the findings.

Public Comment

The public was presented an opportunity to comment, but none was offered.

The meeting adjourned at 10:50 a.m. The next scheduled meeting is 9:00 a.m. on May 11, 2011 at the Atlanta Marriott Gwinnett Place, 1775 Pleasant Hill Road, Duluth.

Approved by the Board this
11th day of May, 2011.

Secretary