

December 31, 2020

**AMENDMENT NO. 1
TO DEKALB COUNTY AND UVA, LLC REAL ESTATE EXCHANGE AGREEMENT**

THIS AMENDMENT made and entered into this _____ day of November, 2020, by and between the UPPER VALLEY ACQUISITIONS, LLC., a Georgia limited liability company (“UVA”), whose address is 5080 Peachtree Blvd, Suite 210, Atlanta, Georgia 30341, and DEKALB COUNTY, a political subdivision of the State of Georgia, (“County”), whose mailing address is 1300 Commerce Drive, Decatur, Georgia 30030.

WITNESSETH:

WHEREAS, County and UVA have previously entered into a certain Real Estate Exchange Agreement dated April 1, 2020, (hereinafter referred to as the “Real Estate Exchange Agreement”) for the public benefit and for public purposes; and

WHEREAS, County and UVA desire to amend the Real Estate Exchange Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged and in consideration of the mutual promises and undertakings contained herein, the parties hereto do hereby agree and consent to the following:

I. The Agreement is hereby amended as follows:

A. SECTION II.

DELETE THE FIRST SENTENCE OF PARAGRAPH 5.

REPLACE PARAGRAPH A OF SECTION II WITH THE FOLLOWING:

The consummation of this Agreement (the “Closing”) shall occur on or before twenty days after the satisfaction of the contingencies set forth in Paragraph 4, but in no event after June 30, 2022.

B. SCHEDULE I.

DELETE SCHEDULE I AND ADD THE ATTACHED EXHIBIT A-1, which represents the final approved and permitted plans and specifications, subject to any changes as may be approved from time to time by County and UVA

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II. NO ADDITIONAL MODIFICATION. Except as expressly modified and amended hereby, all terms and conditions of the Agreement shall remain in full force and effect.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

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IN WITNESS WHEREOF, County and Tenant have hereunto executed, signed, and delivered this agreement in triplicate the day, month, and year first above written, each of the said parties keeping one of the copies hereof.

COUNTY:

DEKALB COUNTY, GEORGIA

By Dir. (Seal)

MICHAEL L. THURMOND
Chief Executive Officer
DeKalb County, Georgia

ATTEST:

Barbara Sanders, CCC, Clerk to the
Chief Executive Officer and Board of
Commissioners of DeKalb County, Georgia

APPROVED AS TO SUBSTANCE:

Zachary L. Williams,
Chief Operating Officer

APPROVED AS TO FORM:

Michele L. Battle, Esq.

[SIGNATURES CONTINUE ON THE FOLLOWING PAGE]

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UPPER VALLEY ACQUISITIONS, LLC

By: _____
Signature

Name (Typed or Printed)

Title

Exhibit “A-1”
DeKalb County Tag Office - Construction Plans

3653 Clairmont Road, Chamblee, GA
DeKalb County, City Limits of Chamblee
Architect: Houser Walker Architecture 1819 Peachtree Rd NE Suite 102
Atlanta, GA 30309 404.633.4264

Sheet Number	Title	Drawing Date	Latest Date
G001	Cover Sheet	03-11-20	10-13-20
G101	Main Level Life Safety Plan	03-11-20	10-13-20
G102	Regulatory Comments	08-25-20	10-13-20
C000	Site Work Cover Sheet	03-11-20	10-13-20
C010	Topographic & Boundary Survey	03-11-20	10-13-20
C020	Disturbed Area Plan	08-25-20	10-13-20
C100	Site Demolition & Removal Plan	03-11-20	10-13-20
C200	Site Layout & Paving Plan	03-11-20	10-13-20
C300	Site Grading and ES&PC Plan	03-11-20	10-13-20
C310	Erosion Control Notes & Details	08-25-20	10-13-20
C400	Site Planting Plan	08-25-20	10-13-20
C500	Site Work Construction Details	03-11-20	10-13-20
C501	Site Work Construction Details	08-25-20	10-13-20
AD101	Architectural Demo Main Level Plan	03-11-20	10-13-20
AD200	Architectural Demo Elevations	03-11-20	10-13-20
A020	Door and Wall Schedule	03-11-20	10-13-20
A030	Window Schedule and Types	03-11-20	10-13-20
A100	Main Level	03-11-20	10-13-20
A101	Roof Plan	03-11-20	10-13-20
A102	Main Level Slab Plan	03-11-20	10-13-20
A200	Building Elevations	03-11-20	10-13-20
A201	Building Elevations	03-11-20	10-13-20
A210	Building Sections	03-11-20	10-13-20
A211	Building Sections	03-11-20	10-13-20
A220	Wall Sections	03-11-20	10-13-20
A221	Wall Sections	03-11-20	10-13-20
A222	Wall Sections	03-11-20	10-13-20
A223	Wall Sections	08-25-20	10-13-20
A300	Enlarged Bathroom Plans & Elevation	03-11-20	10-13-20
A301	Enlarged Bathroom Plans & Elevation	03-11-20	10-13-20
A302	Enlarged Plan	10-13-20	10-13-20
A303	Enlarged Plan	03-11-20	10-13-20

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A304	Enlarged Plan	03-11-20	10-13-20
A305	Enlarged Fence Plans & Elevation	10-13-20	10-13-20
A306	Enlarged Fence Plans & Elevation	10-13-20	10-13-20
A307	Stairs & Railings	10-13-20	10-13-20
A400	Main Level Reflected Ceiling Plan	03-11-20	10-13-20
A500	Details	08-25-20	10-13-20
A501	Details	08-25-20	10-13-20
A502	Details	08-25-20	10-13-20
A503	Millwork Details	10-13-20	10-13-20
A504	Millwork Details	10-13-20	10-13-20
A505	Details	10-13-20	10-13-20
A506	Details	10-13-20	10-13-20
A700	Interior Elevations	10-13-20	10-13-20
AI100	Finish Schedule	10-13-20	10-13-20
AI101	Main Level Finish Plan	03-11-20	10-13-20
S001	General Notes	03-11-20	10-13-20
S002	General Notes and Components and Cladding	03-11-20	10-13-20
S101	Foundation Plan	03-11-20	10-13-20
S102	Roof Framing Plan	03-11-20	10-13-20
S301	Foundation Details	03-11-20	10-13-20
S302	Foundation Details	03-11-20	10-13-20
S401	Masonry Details	03-11-20	10-13-20
S501	Framing Details	03-11-20	10-13-20
S502	Framing Elevations	03-11-20	10-13-20
M001	Notes & Details - Mechanical	03-11-20	10-13-20
M002	Schedule & Details - Mechanical	03-11-20	10-13-20
M100	Floor Plan - Mechanical	03-11-20	10-13-20
M101	Floor Plan - Mechanical	03-11-20	10-13-20
E000	Notes, Details & Legend	03-11-20	10-13-20
E001	Riser Diagram & Schedules	03-11-20	10-13-20
E201	Power Plan	03-11-20	10-13-20
E301	Lighting Plan	03-11-20	10-13-20
E401	Systems Plan	03-11-20	10-13-20
E402	Roof Systems Plan	08-25-20	10-13-20
P001	Notes & Details - Plumbing	03-11-20	10-13-20
P100	Plumbing Plan – San & Vent	03-11-20	10-13-20
P200	Plumbing Plan - Water	03-11-20	10-13-20
P300	Plumbing Risers	03-11-20	10-13-20

(See Clarifications to Constructions Plans on following page)

Clarifications to Constructions Plans

1. Signage Allowance = \$35,000.
2. Contingency = \$100,000.
3. Interior and Exterior colors to be selected and approved by DeKalb County.
4. Restroom towel dispensers to be replaced by electric hand dryers.
5. Drywall and acoustical ceiling to be added to the cash room.
6. Rear parking lot landscaped islands shall have raised curbs.
7. Wheel stops will be installed per City of Chamblee code and parking bollards will be installed for all head in parking that is adjacent to the building.
8. Final layout and location of employee gated parking to be approved by DeKalb County, subject to approval by City of Chamblee.
9. UVA agrees to provide the County with a credit of \$10,000 in lieu of perimeter trees and fencing.