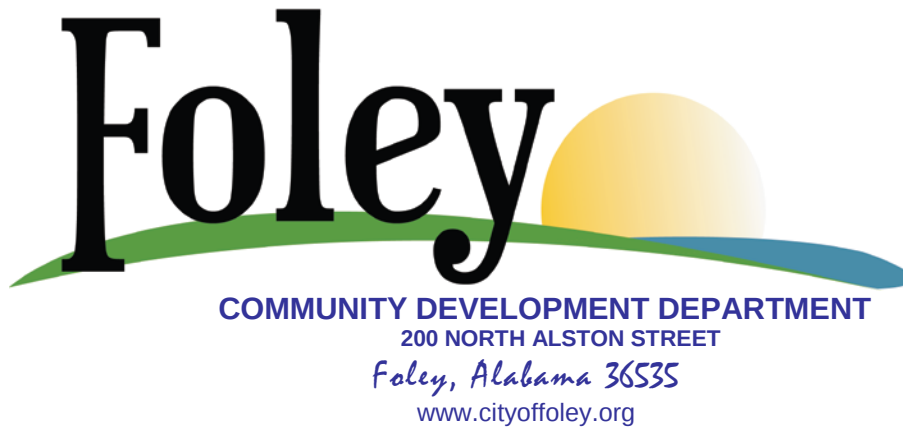




(251) 952-4011
FAX (251) 971 -3442

March 19, 2015

Mayor and City Council
City of Foley
407 East Laurel Avenue
Foley, Alabama 36535

RE: Request for Re-zoning

Dear Mayor Koniar and City Council Members:

The City of Foley Planning Commission held a regular meeting on March 18, 2015 and the following action was taken:

Agenda Item: OTP Associates Gulf Shores LP- Request for Re-Zoning

The City of Foley Planning Commission has received a request to recommend to Mayor and Council the re-zoning of 35 +/- acres. Property is currently zoned B-1A (Extended Business District), proposed zoning is PUD (Planned Unit Development). Property is located at 7976 State Hwy. 59, Foley, AL. Applicant is OTP Associates Gulf Shores LP.

Action Taken: Commissioner Hellmich made a motion to recommend the requested re-zoning to Mayor and Council. Commissioner DeBell seconded the motion. All Commissioners voted aye.

Motion to recommend the requested re-zoning to Mayor and Council carries.

Please let me know if you have any questions or concerns.

Respectfully,

Melissa Ringler
Planning & Zoning Coordinator
mringle@cityoffoley.org

MAYOR: John E. Koniar

CITY ADMINISTRATOR: Michael L. Thompson

CITY CLERK: Vickey Southern

COUNCIL MEMBERS: J. Wayne Trawick; Vera Quaite; Ralph G. Hellmich; Cecil R. Blackwell; Charles Ebert III



CITY OF FOLEY, ALABAMA
APPLICATION FOR
ZONING OF PROPERTY

1. LOCATION OF PROPERTY (ADDRESS, PIN #, LEGAL DESCRIPTION, MAP/SURVEY, DEED, AND CORPORATION OWNERSHIP INFORMATION):
OTP Associates Gulf Shores, LP, 7976 State Highway 59,
PIN: 63253, Deed 573, Page 1111
2. ATTACH A SEPARATE LIST OF ADJACENT PROPERTY OWNERS: See attached
3. APPROXIMATE SIZE OF PROPERTY: 34.98ac +/-
4. PRESENT ZONING OF PROPERTY: B-1A
5. REQUESTED ZONING: PuD
6. BRIEF DESCRIPTION OF CURRENT USE AND STRUCTURES LOCATED ON THE PROPERTY: Retail Store - Old Time Pottery building and parking
7. BRIEFLY DESCRIBE THE CONTEMPLATED USE OF THE PROPERTY IF REZONED (TYPE OF DEVELOPMENT, DENSITY, ETC.) No new development plans at this time.
8. PROCESSING FEE OF \$500.00 FOR 20 ACRES OR LESS, PLUS \$15.00 PER ADDITIONAL ACRE OVER 20.

I CERTIFY THAT I AM THE PROPERTY OWNER AND ATTEST THAT ALL FACTS AND INFORMATION SUBMITTED ARE TRUE AND CORRECT

DATE: 2/19/2015

PROPERTY OWNER/APPLICANT
150 Third Ave South, Suite 2800 Nashville, TN 37201
PROPERTY OWNER ADDRESS
(615) 742-7815
PHONE NUMBER
mstewart@bassberry.com
EMAIL ADDRESS



received
3-16-2015

PLANNED UNIT DEVELOPMENT

**OLD TIME POTTERY
FOLEY SUBDIVISION**

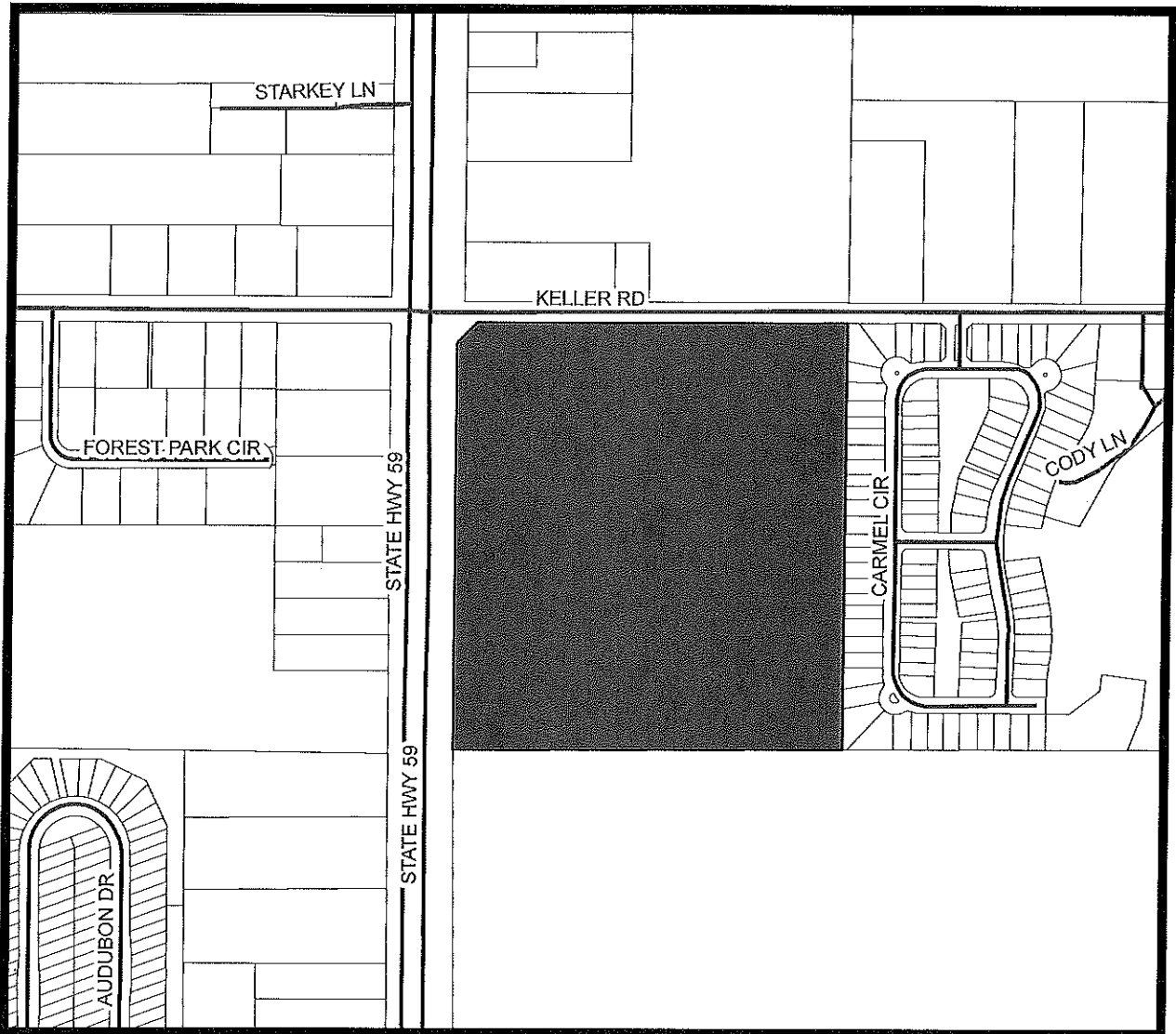
[illegible]

LEGAL DESCRIPTION

STATE OF ALABAMA)
COUNTY OF BALDWIN)

Commencing at the Northeast corner of the Northeast Quarter of the Northwest Quarter of Section 21, Township 8 South, Range 4 East, Baldwin County, Alabama, run South $00^{\circ}-18'-38''$ West, a distance of 30 feet to the Point of Beginning of the property herein described; thence continue South $00^{\circ}-18'-38''$ West, 1294.01 feet to a recovered crimp top iron; thence South $89^{\circ}-54'-12''$ West, along a fence line, 1174.33 feet to a recovered rebar; thence North $00^{\circ}-01'-13''$ West, along the East right-of-way line of Alabama State Highway No. 59 (215 foot right-of-way), a distance of 1252.91 feet; thence North $44^{\circ}-58'-43''$ East, along said East right-of-way line, 58.54 feet; thence North $89^{\circ}-55'-00''$ East, along the South right-of-way line of Keller Road (also known as Baldwin County Highway No. 10) (60 foot right-of-way), a distance of 1140.41 feet to the Point of Beginning.

Public Notice



The City of Foley Planning Commission has received a request to recommend to Mayor and Council the re-zoning of 35 +/- acres.

Property is currently zoned B-1A (Extended Business District), proposed zoning is PUD (Planned Unit Development). Property is located at 7976 State Hwy. 59, Foley, AL.

Applicant is OTP Associates Gulf Shores LP.

Anyone interested in this re-zoning request may be heard at a public hearing scheduled for Wednesday, March 18, 2015 in City Hall Council Chambers located at 407 E. Laurel Ave. at 5:30 p.m. or may respond in writing to 200 N. Alston St., Foley, AL 36535.

Roderick Burkle
Planning Commission Chairman

**WRITTEN CONSENT OF THE LIMITED PARTNERS
OF
OTP ASSOCIATES GULF SHORES, L.P.**

The undersigned Limited Partners of OTP Associates Gulf Shores, L.P., a Tennessee limited partnership (the "Partnership"), pursuant to the provisions of the Tennessee Revised Uniform Limited Partnership Act and that certain Limited Partnership Agreement dated February 17, 1994 (as heretofore amended, the "Partnership Agreement"), hereby consent to the following actions effective as of February 23, 2015:

WHEREAS, the Partnership has entered into that certain Purchase and Sale Agreement dated as of January 21, 2015 (the "Purchase Agreement"), by and between the Partnership, OTP Associates Murfreesboro, L.P., a Tennessee limited partnership, and Spirit Master Funding IX, LLC, a Delaware limited liability company (including its successors and assigns, hereinafter referred to as the "Purchaser"), pursuant to which the Partnership has agreed to sell a portion of that certain real property located in Foley, Alabama (such real property in its entirety is hereinafter referred to as the "Foley Property", as described on Exhibit A attached hereto, and that portion of the Foley Property that is to be sold pursuant to the Purchase Agreement is hereinafter referred to as the "OTP Property");

WHEREAS, the General Partner and the Partnership intend to subdivide and re-zone the Foley Property in order to: (i) sell the OTP Property as contemplated by the Purchase Agreement; and (ii) retain and develop the remaining portion of the Foley Property (hereinafter referred to as the "Subdivision");

WHEREAS, pursuant to Section 6.4.2 of the Partnership Agreement, at least fifty percent (50%) of the Limited Partners' consent is required to authorize the sale of all or substantially all of the Partnership's assets; and

WHEREAS, the undersigned Limited Partners desire to consent to the Subdivision and the sale of the OTP Property, and find that it is in the best interest of the Partnership: (i) to effectuate the Subdivision of the Foley Property; (ii) to ratify, confirm, authorize and approve the Partnership's execution of the Purchase Agreement; (iii) to sell the OTP Property to the Purchaser pursuant to the Purchase Agreement; and (iv) to authorize Peterson Holdings, Inc., a Tennessee corporation (the "General Partner") to execute such other documents necessary to effectuate the sale of the OTP Property on behalf of the Partnership as contemplated by the Purchase Agreement.

NOW, THEREFORE, BE, AND IT IS HEREBY,

RESOLVED, that the sale of the OTP Property is hereby approved, and the undersigned Limited Partners hereby consent to the sale of the OTP Property pursuant to Section 6.4.2 of the Partnership Agreement; and, further

RESOLVED, that the Subdivision is approved in all respects, and any actions heretofore or hereafter taken by the General Partner in connection with the Subdivision are hereby ratified, confirmed, authorized and approved in all respects as acts of the Partnership; and, further

RESOLVED, that the execution of the Purchase Agreement by Ross M. Lindsay, III, as Managing Member, on behalf of the Partnership, is hereby ratified, confirmed, authorized and approved in all respects as acts of the Partnership; and, further

RESOLVED, that the General Partner is hereby authorized, on behalf of the Partnership and in its name, to execute any and all documents as may be necessary or advisable to effectuate the Subdivision, sell the OTP Property and consummate the transactions contemplated by the Purchase Agreement, including, without limitation, deeds, assignments, bills of sale and such other documentation as required by the Purchase Agreement, the Purchaser or First American Title Insurance Company, all in the form approved by the officer of the General Partner executing the same, the execution thereof by the officer of the General Partner to constitute conclusive evidence of the approval of the same; and, further

RESOLVED, that any and all actions heretofore or hereafter taken by the General Partner in connection with matters to which the preceding resolutions relate, are hereby ratified, confirmed and approved in all respects as acts of the Partnership; and, further

RESOLVED, that the undersigned Limited Partners waive any and all notice requirements set forth in the Partnership Agreement or provided by applicable law with respect or relating to the actions described above; and, further

RESOLVED, that this action taken on written consent may be signed, confirmed by electronic transmission, or otherwise executed in multiple counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same consent.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned Limited Partners have executed this action taken on written consent as of the date first written above for the purpose of evidencing (i) their consent to the taking of the foregoing action without a meeting and (ii) their affirmative vote in favor of taking the foregoing action.

LIMITED PARTNERS:

Jack Hamilton Peterson GST-Exempt Family Trust

By: Sallie S. Peterson
Name: Sallie S. Peterson
Title: Trustee

[Signature Page(s) of Limited Partners - Jack Peterson Family Trust]

Jack Hamilton Peterson GST-Non-Exempt Marital Trust

By Sallie S. Peterson
Name: Sallie S. Peterson
Title: Trustee

[Signature Page(s) of Limited Partners - Jack Peterson Marital Trust]

OTP Illinois Partners, an Illinois General Partnership

By: 

Name: Richard H. Lozins

By:

Name: Robert E. Lozins

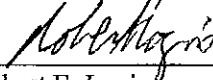
By:

Name: Michelle T. Lozins

[Signature Page(s) of Limited Partners - OTP Illinois Partners]

OTP Illinois Partners, an Illinois General Partnership

By: _____
Name: Richard H. Lozins

By:  _____
Name: Robert E. Lozins

By: _____
Name: Michelle T. Lozins

[Signature Page(s) of Limited Partners – OTP Illinois Partners]

OTP Illinois Partners, an Illinois General Partnership

By: _____
Name: Richard H. Lozins

By: _____
Name: Robert E. Lozins

By: Michelle Lozins
Name: Michelle T. Lozins

BY: ROBERT LOZINS
PER APPROVAL TO SIGN (VERBAL)
MICHELLE LOZINS 2/18/15
Robert

[Signature Page(s) of Limited Partners – OTP Illinois Partners]

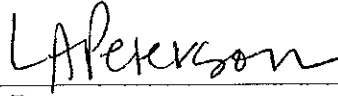


Scott M. Peterson

[Signature Page(s) of Limited Partners – Scott M. Peterson]

Glenn S. Peterson by
Mark Moore Conservator
Glenn S. Peterson

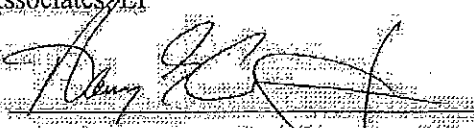
[Signature Page(s) of Limited Partners – Glenn S. Peterson]

A handwritten signature in cursive script, appearing to read "L. A. Peterson".

Lorie A. Peterson

[Signature Page(s) of Limited Partners – Lorie A. Peterson]

Harpoon Associates, LP

By: 

Name: Harry G. Corgan, Jr.

Title: Trustee / General Partner

[Signature Page(s) of Limited Partners - Harpoon Associates, LP]

Lindsay Holdings, LLC

By: RM [Signature]

Name: RM Lindsay LLC

Title: MANAGER

[Signature Page(s) of Limited Partners – Lindsay Holdings, LLC]

Exhibit A

Foley Property

That portion of the Northwest Quarter of the Northwest Quarter of Section 21, Township 8 South, Range 4 East, Baldwin County, Alabama, lying South of Baldwin County Highway No. 10 and East of Alabama State Highway No. 59, and being more particularly described as follows:

Commencing at the Northeast corner of said Northwest Quarter of the Northwest Quarter; thence run South 00 degrees 18 minutes 38 seconds West, along the East line of said Northwest Quarter of the Northwest Quarter, a distance of 30.0 feet to a point on the South right of way line of Baldwin County Highway No. 10, said point being the point of beginning of the property herein described; thence continuing South 00 degrees 18 minutes 38 seconds West, along said East line of the Northwest Quarter of the Northwest Quarter, run 1294.01 feet to the Southeast corner of said Northwest Quarter of the Northwest Quarter; thence along the South line of said Northwest Quarter of the Northwest Quarter, run South 89 degrees 54 minutes 12 seconds West 1174.33 feet to a point on the East right of way line of Alabama State Highway No. 59; thence along said East line of Alabama State Highway No. 59, run North 00 degrees 01 minute 13 seconds West, 1252.91 feet to a point; thence continuing along said East line of Alabama State Highway No. 59, run North 44 degrees 58 minutes 47 seconds East, 58.54 feet to a point on the aforementioned South right of way line of Baldwin County Highway No. 10; thence along said South line of Baldwin County Highway No. 10, run North 89 degrees 55 minutes 00 seconds East, 1140.41 feet to the point of beginning. Containing 1,523,703 square feet or 34.9794 Acres.

13914623.1

**OTP ASSOCIATES GULF SHORES, L.P.
ACTION TAKEN ON WRITTEN CONSENT
BY THE GENERAL PARTNER**

Peterson Holdings, Inc., a Tennessee corporation, being the general partner (the "General Partner") of OTP Associates Gulf Shores, L.P., a Tennessee limited partnership (the "Partnership"), pursuant to the Tennessee Revised Uniform Limited Partnership Act and the Limited Partnership Agreement of the Partnership dated February 17, 1994 (as heretofore amended, the "Partnership Agreement"), hereby waives notice and consents to the taking of the following action on written consent effective as of February 23, 2015, as evidenced by its signature hereto, and adopts the following resolutions:

WHEREAS, the Partnership has entered into that certain Purchase and Sale Agreement dated as of January 21, 2015 (the "Purchase Agreement"), by and between the Partnership, OTP Associates Murfreesboro, L.P., a Tennessee limited partnership, and Spirit Master Funding IX, LLC, a Delaware limited liability company (including its successors and assigns, hereinafter referred to as the "Purchaser"), pursuant to which the Partnership has agreed to sell a portion of that certain real property located in Foley, Alabama (such real property in its entirety is hereinafter referred to as the "Foley Property", as described on Exhibit A attached hereto, and that portion of the Foley Property that is to be sold pursuant to the Purchase Agreement is hereinafter referred to as the "OTP Property");

WHEREAS, the General Partner and the Partnership intend to subdivide and re-zone the Foley Property in order to: (i) sell the OTP Property as contemplated by the Purchase Agreement; and (ii) retain and develop the remaining portion of the Foley Property (hereinafter referred to as the "Subdivision");

WHEREAS, Section 6.4.2 of the Partnership Agreement requires the consent of at least fifty percent (50%) of the Limited Partners to the sale of all or substantially all of the assets of the Partnership, and such consent has been obtained by a Written Consent of the Limited Partners of the Partnership of even date herewith; and

WHEREAS, the General Partner finds that it is in the best interests of the Partnership: (i) to effectuate the Subdivision; (ii) to ratify, confirm, authorize and approve the Partnership's execution of the Purchase Agreement; (iii) to sell the OTP Property to the Purchaser pursuant to the Purchase Agreement; and (iv) to execute such other documents necessary to effectuate the Subdivision and the sale of the OTP Property as contemplated by the Purchase Agreement.

NOW, THEREFORE, BE, AND IT IS HEREBY,

RESOLVED, that the sale of the OTP Property is hereby approved; and, further

RESOLVED, that the Subdivision is approved in all respects, and any actions heretofore or hereafter taken by the Authorized Officer (as hereinafter defined) in connection with the Subdivision are hereby ratified, confirmed, authorized and approved in all respects as acts of the Partnership; and, further

RESOLVED, that the execution of the Purchase Agreement by Ross M. Lindsay, III, as Managing Member, on behalf of the Partnership, is hereby ratified, confirmed, authorized and approved in all respects as acts of the Partnership; and, further

RESOLVED, that Scott M. Peterson, as Vice President, and/or any other officer of the General Partner (each an "Authorized Officer"), is hereby authorized, on behalf of the Partnership and in its name, to execute any and all documents as may be necessary or advisable to effectuate the Subdivision, sell the OTP Property and consummate the transactions contemplated by the Purchase Agreement, including, without limitation, deeds, assignments, bills of sale and such other documentation as required by the Purchase Agreement, the Purchaser or First American Title Insurance Company, all in the form approved by the Authorized Officer executing the same, the execution thereof by such Authorized Officer to constitute conclusive evidence of the approval of the same; and, further

RESOLVED, that any and all actions heretofore or hereafter taken by any Authorized Officer, in connection with matters to which the preceding resolutions relate, are hereby ratified, confirmed and approved in all respects as acts of the Partnership.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF the undersigned has executed this action taken on written consent as of the date first written above for the purpose of evidencing (i) its consent to the taking of the foregoing action without a meeting and (ii) its affirmative vote in favor of taking the foregoing action.

OTP ASSOCIATES GULF SHORES, L.P., a
Tennessee limited partnership

BY: PETERSON HOLDINGS, INC., its
General Partner

By: 
Name: Scott M. Peterson
Title: Vice President

Exhibit A

Foley Property

That portion of the Northwest Quarter of the Northwest Quarter of Section 21, Township 8 South, Range 4 East, Baldwin County, Alabama, lying South of Baldwin County Highway No. 10 and East of Alabama State Highway No. 59, and being more particularly described as follows:

Commencing at the Northeast corner of said Northwest Quarter of the Northwest Quarter; thence run South 00 degrees 18 minutes 38 seconds West, along the East line of said Northwest Quarter of the Northwest Quarter, a distance of 30.0 feet to a point on the South right of way line of Baldwin County Highway No. 10, said point being the point of beginning of the property herein described; thence continuing South 00 degrees 18 minutes 38 seconds West, along said East line of the Northwest Quarter of the Northwest Quarter, run 1294.01 feet to the Southeast corner of said Northwest Quarter of the Northwest Quarter; thence along the South line of said Northwest Quarter of the Northwest Quarter, run South 89 degrees 54 minutes 12 seconds West 1174.33 feet to a point on the East right of way line of Alabama State Highway No. 59; thence along said East line of Alabama State Highway No. 59, run North 00 degrees 01 minute 13 seconds West, 1252.91 feet to a point; thence continuing along said East line of Alabama State Highway No. 59, run North 44 degrees 58 minutes 47 seconds East, 58.54 feet to a point on the aforementioned South right of way line of Baldwin County Highway No. 10; thence along said South line of Baldwin County Highway No. 10, run North 89 degrees 55 minutes 00 seconds East, 1140.41 feet to the point of beginning. Containing 1,523,703 square feet or 34.9794 Acres.



ROWE ENGINEERING & SURVEYING, INC.

Donald W. Rowe, PE & PLS
William J. Mooney, CHS

A HIGHLAND TECHNICAL SERVICES COMPANY

Cecil T. Hudson, PLS
Roger B. Watson, PLS

F.W. Rowe, PLS (1919-2002)
Victor R. Addicks, PLS (1931-2004)

Old Time Pottery PUD Narrative Description

An application is being made for the Old Time Pottery property consisting of approximately 34.98 acres to be subdivided into four lots, one of which contains the existing Old Time Pottery building. The remainder of which are to be sold on the market and developed at a future date. The request for the zoning change to PUD is to allow the signage for Old Time Pottery to remain where it is and to further allow specific sites for signage for Lot 2 which front only on Keller Road and to control the position of signage for Lot 4 which fronts on Highway 59. This property is currently zoned B1A, which has the following requirements:

- Minimum Depth of Front Yard: 30 feet.
- Minimum Depth of Rear Yard: 20 feet.
- Minimum Depth of Side Yard Abutting Street: 30 feet.
- Maximum Height (feet): 85 feet.
- Maximum Height (stories): 6 stories.
- Maximum Building Area (% of Gross Lot Area): 50%.
- Off-Street Parking (commercial): ½ space for each 200 sq. ft. floor space.

Zoning relaxations requested is that the property be subject to the PUD Development Requirements as follows:

- Minimum Lot Width at Building Line: 40 feet.
- Minimum Depth of Front Yard: 15 feet.
- Minimum Depth of Rear Yard: 20 feet (except adjacent to open space, where the existing Old Time Pottery building may be 0 rear yard).
- Minimum Width of Side Yard: 10 feet (Combination of both sides).
- Maximum Building Area (% of Gross Lot Area): 50%.
- Maximum Building Height: 85 feet.
- Maximum Number of Stories: 6.
- Off-Street Parking Spaces (per family unit): 2.
- Off-Street Parking Spaces (commercial): ½ space for each 200 sq ft of floor space.
- Maximum Density Per Acre: 11.

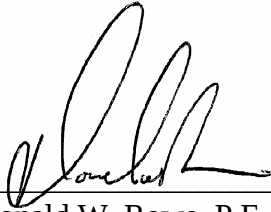
The public benefits to this PUD are as follows:

1. A 8.75 acre open space (25% of gross area) which may be enjoyed by the patrons of this commercial PUD Development, is being provided.
2. Property values will be enhanced by the open space and by the controlled development.
3. Signs are grouped into a designated area and aesthetically controlled.

The private benefits to this PUD are as follows:

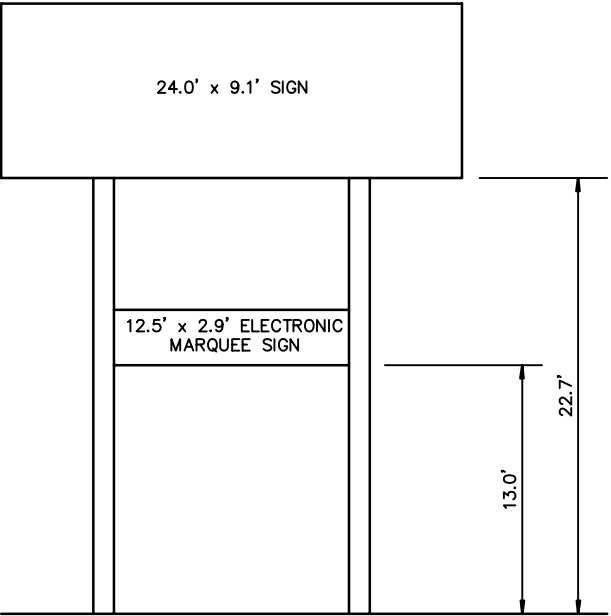
1. A 8.75 acre open space is provided for the use of the site. All lots have access to the open space by cross easements.
2. Property values will be enhanced by the open space and by the controlled development.
3. Signs are grouped into a designated area and aesthetically controlled.

In the opinion of the developer, a planned unit development on this property would be consistent with the City's Statement of Purposes on Planned Unit Development because it provides for orderly development for open space to the benefit of public and private entities and for controlled signage.

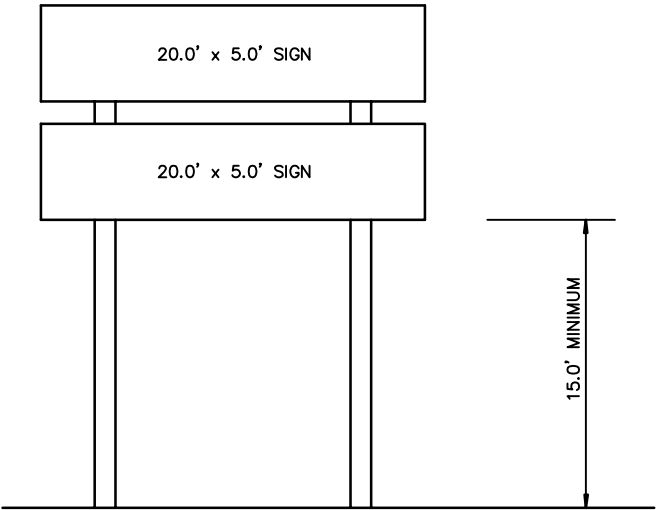


date February 24, 2015

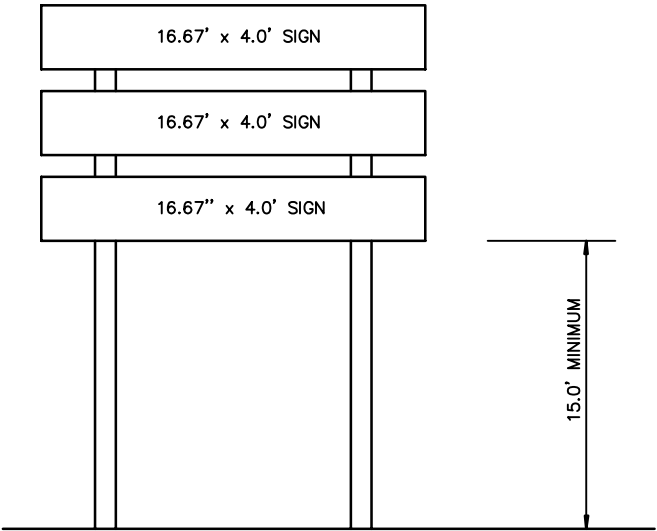
Donald W. Rowe, P.E.
Alabama Licensed Professional
Engineer Registration No. 9359-E



EXISTING OLD TIME POTTERY SIGN
LOT 3



FREE STANDING COMBINATION SIGN
FOR LOTS 1 AND 2
OR FOR LOTS 1 AND 4



FREE STANDING COMBINATION SIGN
FOR LOTS 1, 2, AND 4

FUTURE SIGNS ARE SPECULATIVE
AND ARE SUBJECT TO CHANGE

SIGN MANAGEMENT PLAN

REVISIONS:		OLD TIME POTTERY FOLEY SUBDIVISION		
		ROWE ENGINEERING AND SURVEYING, INC. CONSULTING ENGINEERS CA-1064-LS 3755 COTTAGE HILL ROAD MOBILE, ALABAMA 36609 PHONE 251-666-2766 FAX 251-660-1040		
ACAD: 35077RP_A	JOB: 35077	DATE:	SCALE:	
INCAD:	FB: 1658/21-27	FEBRUARY 24, 2015	1" = 10'	
ROGO:	TAX: 056105212001002.000			