ANNEXATION DISPUTE JOINT FINAL ORDER

On _____, 2026, the Annexation Arbitration Panel ("Panel") assembled pursuant to O.C.G.A. § 36-36-114. Habersham County, Georgia ("County"); the City of Baldwin, Georgia ("City"); Cook Construction and Real Estate ("Applicant"); and Shadow Stone Partners, LLC ("Owner") have engaged in good faith negotiations during the annexation dispute process, as contemplated by O.C.G.A. § 36-36-119. Based upon those negotiations, the County, the City, Applicant, and Owner jointly tender the following order, requesting that it be the Final Order of this Panel related to the present annexation dispute:

RECITALS

WHEREAS, Owner owns property located in Habersham County, Georgia, known as Tax Parcels 050 002C; 050 047B; 048 023; 048 023A; 048 022; and 048 022A, Habersham County, Georgia, as more particularly described on that certain Annexation Application attached hereto as Exhibit "A" (the "Property");

WHEREAS, on or about July 14, 2026, the City received an application to annex the Property into the municipal limits of the City, wherein the application contained proposed development plans (the "Annexation Application");

WHEREAS, the Annexation Application contemplates that the Property will be zoned to the City's HB zoning classification upon annexation;

WHEREAS, on or about August 27, 2026, and pursuant to the provisions of Title 36, Chapter 36, Article 7 of the Official Code of Georgia[1] (the "Annexation Dispute Resolution Law"), the County delivered to the City its objection to the annexation of the Property;

WHEREAS, immediately following the County's objection to the proposed annexation, arbitration proceedings, as contemplated in the Annexation Dispute Resolution Law, were initiated with the Georgia Department of Community Affairs;

WHEREAS, the Arbitration Panel was appointed, pursuant to O.C.G.A. § 36-36-114, on September 17, 2026;

WHEREAS, the Parties have continued good faith negotiations as required by O.C.G.A. § 36-36-119, in an effort to resolve, if reasonably possible, the objections asserted by the County;

WHEREAS, rather than participate in the Arbitration Hearing, the County, City, Applicant, and Owner desire to fully and finally resolve this dispute arising out of the annexation and rezoning of the Property and the County's objection to such annexation and rezoning of the Property.

NOW THEREFORE, based upon the mutual agreement by the County, City, Applicant and Owner, the Panel does hereby enter the following Final Order, declaring that it be enforced

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[1] O.C.G.A. § 36-36-110, *et seq.*

and binding as the findings and recommendations of the Panel to the full extent authorized by O.C.G.A. 36-36-110, et. seq., to include recordation of the development conditions imposed herein pursuant to Paragraph I in the County's land use records:

I. DEVELOPMENT OF THE PROPERTY

The Parties agree that the use and development of the Property shall be subject to the conditions attached hereto as Exhibit "B," which shall be imposed by the City upon the Property as a condition of annexation for a period of not less than two (2) years from the date of annexation.

II. CONTINUING OBLIGATIONS

It is the intention of this Final Order that the obligations set forth in Paragraph I shall work as encumbrances and obligations on the Applicant, any development of the Property, and any individual or corporation that may endeavor to develop the Property pursuant to the Annexation Application and this Final Order. Pursuant to O.C.G.A. § 36-36-115(b), the obligations set forth herein shall be recorded in the deed records of the County upon the execution of this Order. Such recording shall include a caption describing the names of the current owner of the Property, the recording reference of the current owner's acquisition deed and a general description of the Property, and plainly showing the expiration date of the restrictions and conditions set forth herein.[2]

III. OTHER TERMS

The terms set forth in Paragraphs I and II shall constitute the complete relief issued by the Panel. The Parties shall otherwise be responsible for their own costs, including attorney's fees.

IV. FINAL ORDER

This Order shall constitute the Final Order of the Panel related to this annexation dispute.

So entered, this _____ day of _____, 2026.

_____
Panel member

_____
Panel member

_____
Panel member

[2] O.C.G.A. § 36-36-115(b).

_____
Panel member

_____
Panel member

Approved:

_____
Angela Davis, Esq., County Attorney

Approved:

_____
Ethan Underwood, Esq., Attorney for Applicant and Owner

Approved:

Samuel Tomasello
Samuel Tomasello, Esq., City Attorney, Case Coordinator

Exhibit "A"

[Annexation Application]

Exhibit "B"

1. **Transportation Planning and Coordination.** When designing each phase of the development, the Applicant shall coordinate with the Georgia Department of Transportation ("GDOT") and make reasonable efforts to accommodate future transportation improvements, including a potential overpass, identified through agency planning, engineering studies, or an approved Traffic Impact Study, and shall provide periodic updates to Habersham County (the "County") and the City of Baldwin (the "City"). Building placement, access points, parking, and internal drives shall be designed, where reasonably feasible, so as not to unnecessarily preclude such improvements.

   The Applicant, in coordination with GDOT, shall identify the portion of the Property reasonably anticipated to be needed for the potential improvement (the "Transportation Coordination Area") and shall provide notice of the area so identified to the County and the City. In anticipation of future right-of-way acquisition, the Applicant shall not construct permanent buildings within the Transportation Coordination Area for seven (7) years following the effective date of the annexation and associated zoning approval. Parking, drive aisles, landscaping, utilities, stormwater facilities, and other interim improvements may be permitted within the TCA following coordination with GDOT, subject to otherwise applicable development requirements. In any acquisition of the property within the Transportation Coordination Area by a governmental entity, fair market value shall be determined as if the restrictions of this condition do not apply.

   The final location, scope, and property requirements of the transportation improvement shall be subject to GDOT determination and approval. The Applicant agrees to cooperate with acquisition of the necessary property interests through the standard governmental acquisition process, by negotiated purchase or lawful condemnation, with all rights to just and adequate compensation preserved.

   If no Transportation Coordination Area has been identified at the time a complete site plan is submitted for any portion of the Property, notwithstanding the Applicant's written request to GDOT to identify anticipated right-of-way needs, the building restriction of this condition shall not apply to the area covered by that site plan.

   The restrictions and obligations imposed by this condition shall expire automatically seven (7) years following the effective date of the annexation and associated zoning. Any executed acquisition agreement or pending condemnation proceeding shall remain unaffected. Any nonconformity with parking, landscaping, buffer, setback, lot area, stormwater, or other development standards resulting from acquisition of property for the transportation improvement shall be deemed lawfully nonconforming, and any resulting relocation of such improvements on the remaining Property shall be handled in a manner consistent with O.C.G.A § 32-3-3.2.

2. **Traffic Impact Study and Improvements.** Prior to the issuance of the first development permit and/or building permit for any portion of the property and at the time of the submission of any application for such permit, the Applicant shall submit a Traffic Impact Study ("TIS"), prepared by a professional engineer registered in Georgia, to the County and the City. The Applicant shall coordinate with GDOT regarding the study and the scope,

timing, and implementation of improvements identified as necessary by GDOT to address project-generated traffic impacts, and shall provide a copy of the TIS and periodic updates to the County and the City. Improvements affecting the state highway system shall be subject to GDOT approval. Responsibility for designing, funding, or constructing improvements shall be determined through otherwise applicable law and valid permitting requirements or a separate written agreement; this condition does not independently establish a funding or construction obligation.

3. **Potential Donation of Property to The County.** Within twenty-four (24) months following the effective date of the annexation and associated zoning approval, subject to mutually agreeable extensions for delays in the County's approval or acceptance of the proposed tract, the Applicant agrees to and shall donate to Habersham County, without payment by the County for the land, a tract of land consisting of a minimum of three (3) acres for the County's development of a fire station, law enforcement station, or other public safety facility, intended to serve the development and surrounding area.

   The site may consist of any property owned by the Applicant, whether within or outside the Property, or property owned by an affiliated entity, provided the location is capable of development for a public safety facility and reasonably suited to serve the interests of the County in addressing the potential increase in public safety needs associated with the Property. A tract is capable of development and reasonably suited if it is located so that a public safety facility on the tract can serve the Property and surrounding area and has legal access, whether by direct frontage, an access easement, or a shared driveway with legally enforceable rights. The proposed tract may include property subject to a conservation easement, provided that such easement permits or may lawfully be modified or released to allow use of the tract for public safety purposes.

   The specific tract to be donated shall be selected by the Applicant, subject to approval by the County, which shall not be unreasonably withheld, conditioned, or delayed. The County's review shall be limited to determining whether the proposed tract satisfies the acreage, ownership, capability, and suitability requirements expressly stated in this condition. The County shall approve or reject the Applicant's proposed tract in writing within forty-five (45) days after receipt of the Applicant's written proposal identifying the tract. Any rejection shall specify the requirements of this condition that the proposed tract fails to satisfy. If the County fails to approve or reject the proposed tract in writing within that period, the proposed tract shall be deemed approved for purposes of satisfying this condition. Notwithstanding the above, under no circumstances shall the County accept any property (i) that contains any hazardous waste, hazardous constituents, petroleum-based materials, or underground storage tanks, (ii) that is on any Hazardous Site Inventory or Brownfield Public Listing or subject to any Environmental Covenants, (iii) that is or has ever been subject to regulation, control or enforcement under any applicable provisions of O.C.G.A. §§ 12-8-1 to 12-8-211, or (iv) that would fail to pass a phase 1 environmental assessment conducted by an environmental health engineer examining for contaminants, hidden methane gas, or similar hazards which would be dangerous to public use of such property.

   The Applicant's obligations under this condition are limited to the selection, proposal, and donation of the tract as provided herein. The tract shall be conveyed in its condition as of

the date of conveyance, and all costs of preparing, improving, or developing the tract, including access to utilities, for the County's use shall be borne by the County. Prior to the expiration of the period provided in this condition, as it may be extended by mutual agreement of the parties, this condition shall not be grounds for delaying, conditioning, or withholding any permit, plat, or other approval for the Property. Upon conveyance of the approved tract, this condition shall be deemed satisfied, the conveyed tract shall be released from the conditions of this Order, and the County shall promptly execute and record in the deed records of the County an instrument evidencing such satisfaction and release.

4. **Prohibited Uses.** The following uses shall not be permitted on the subject property:

   a. Amusement parks;
   b. Bottle Gas, Storage and Distribution (excluding retail exchange or sale of consumer propane cylinders accessory to a permitted use);
   c. Bus Terminal;
   d. Canning Plant;
   e. Funeral home with crematory;
   f. Machine Shop, Metal Fabrication;
   g. Manufactured Home Sales Lot;
   h. Pawn Shops;
   i. Rooming House (not including senior living, continuing care, or licensed care facilities or communities);
   j. Taxi Station;
   k. Welding Shop;
   l. Adult entertainment and adult materials establishments;
   m. Escort Services;
   n. Palm reading and fortune telling;
   o. Crematories;
   p. Recycling and recovery facilities (excluding customary tenant recycling collection, balers, compactors, and collection areas accessory to a permitted use);
   q. Solid waste transfer stations;
   r. Tire retreading and recapping facilities;
   s. Dry cleaning plants (excluding retail pickup and drop-off establishments without on-site plant operations);
   t. Fuel oil distributors (excluding retail motor fuel sales);
   u. Fuel uses associated with production, management and harvesting of timber;

v. Lumber yards, planing and sawmills (excluding retail building supply and home improvement stores);

w. Junk yards, wrecked motor vehicle compounds, and wrecker services;

x. Salvage yards;

y. Data centers;

z. Shooting range, outdoor;

aa. Explosives storage; and

bb. Massage parlors (excluding massage therapy by persons licensed under O.C.G.A. Title 43, Ch. 24A, such as a day spa).

The foregoing prohibitions apply to principal uses; customary accessory uses incidental to a permitted principal use are not prohibited.