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September 2, 2014

Mr. P. Russell Hardin
President
Robert W. Woodruff Foundation
191 Peachtree Street NE
Suite 3540
Atlanta, Georgia 30303

Dear Mr. Hardin:

On behalf of Georgia State University and the Georgia State University Foundation, I am pleased to request your consideration of a \$22.7 million award to complete the university's Woodruff Park District, including capital projects in the 25 Park Place precinct's Cube facility, Annex, and Bell building. This project will contribute to the aesthetic enhancement and revitalization of downtown Atlanta, and it will enable Georgia State to considerably expand our specialized training programs that are vitally important to the film and television industries as Georgia strives to become a key worldwide media hub.

BACKGROUND

The success of Georgia State University (GSU) and of downtown Atlanta are closely linked. The university's capital plan charts an ambitious course to construct, acquire and improve capital facilities in order to attract outstanding students and faculty to our vibrant downtown campus. Equally important is the continued enhancement of downtown Atlanta with streetscape improvements and new green spaces.

To this end, the university recently launched a significant expansion in its Woodruff Park District, consisting of major projects along each of Woodruff Park's bordering blocks from Edgewood to John Wesley Dobbs Avenues:

- Purchase of a complex of buildings at 25 Park Place between Edgewood and Auburn Avenues, referred to as the 25 Park Place precinct
- Construction of a new building for the College of Law at Park Place and John Wesley Dobbs Avenue
- Purchase of a new building for the Robinson College of Business and Andrew Young School of Policy Studies at 55 Park Place, located at the intersection of Park Place and Auburn Avenue

These projects have significantly and positively reshaped a central downtown sector and will directly leverage the influence of the Atlanta Streetcar when it comes online later this year. In sum, the purchase and development of the Woodruff Park District, including the Woodruff Foundation's previous support of the law school projects, is at least a \$265.7 million project.

The 25 Park Place precinct is the most prominent component in the Woodruff Park District. It is located directly across the street from a streetcar stop at the intersection of the route's two loops and is anchored by a 27-story office tower. Among the activities now housed in the tower is the university's Advisement Center, which has gained national renown for its success in improving retention and graduation rates. Furthermore, the tower will be home to the university's College of Arts and Sciences when renovations are completed. Georgia State has spent over two years and \$10 million renovating the 25 Park Place Tower, and by the end of this year eight departments and the Dean's Office will be housed in the tower.

The focus of this proposal is the group of properties connected to and adjacent to the 25 Park Place Tower. Attached to the tower is a three-story pavilion, herein referred to as the Cube. In addition, across a narrow alley way is a six floor annex that is home to GSU's CollabTech Business Incubator, a five-story masonry building called the Bell site, which is currently in disrepair, and the T Deck parking facility. The tower purchase allowed the university to brand the skyline, the GSU name and logo flying 27 stories high; now, renovations to the Cube, Annex, and Bell site will allow us to similarly brand the streetscape.

A \$22.7 million award from the Woodruff Foundation for the Cube Initiative and associated projects will complete this visible and important remaking of the Woodruff Park District and at the same time provide a much-needed facility to support Georgia's emerging media industry.

CASE FOR SUPPORT

Providing Opportunities for Our Students and Our City

Georgia State University's position statement asserts, "The university provides its world-class faculty and more than 32,000 students with unsurpassed connections to the opportunities available in one of the 21st century's great global cities." No opportunity is more timely—or more exciting—than that presented by the film and television industry's growth in Georgia: Governor Deal recently announced that the film and television industry generated \$5.1 billion in economic impact during the last fiscal year, moving us past New York into the #2 spot for film and television production, behind only Los Angeles.

In order for Georgia to solidify and sustain this position in the film and television industry, we must provide a workforce that supports the industry at all levels of production, from the rigging of lights and building of sets to set design and post-production editing. Georgia State University is prepared to play a major role in this workforce development. Since we are the oldest, largest, and most mature film and television production program in Georgia, state government education and industry leaders are counting on Georgia State to be a

driving force in the continued development of the industry. Our professors are leading the state university system's strategy for training the workforce that will sustain and grow the industry's success. In addition, we have taken a lead role in developing close partnerships with the major local studios that have been the engine of the industry's economic boom.

Providing Aesthetic Improvement and Revitalization of Downtown

It would be difficult to overstate Georgia State University's impact in revitalizing downtown Atlanta: the *Atlanta Journal-Constitution*, for instance, calls us "downtown's real estate catalyst." Much of our development borders, surrounds, or is contained within the new Atlanta Streetcar route, making Georgia State a de facto host for visitors to downtown. It is important, then, that we present an attractive and compelling face to these visitors.

The ongoing construction of our new law school building, the nascent relocation of our colleges of business and policy studies, and the completion of the Woodruff Park District reflect an intentional shifting of the university's center of gravity toward Woodruff Park. The Cube Initiative will bring scores of students and media industry professionals to this new campus district. This project, along with exterior improvements to the Annex building and the development of a park at the site of the current Bell building, will also provide a visually appealing point of focus for streetcar travelers, local and visiting professionals, and other downtown visitors. The increased student movement in the area combined with streetcar traffic will bring a renewed sense of energy, mobility, and stability to the area. It will also provide vital connectivity between our campus's Campus Core and Woodruff Park districts, creating a more cohesive campus that will translate into increased visual continuity and vitality.

For all its impressive growth and impact, the film and television industry in Georgia lacks both a clear center and a truly iconic image. The proposed Cube renovations will provide this needed point of focus and iconic image. The exterior renovation of the Annex and the installation of a university park on the property will draw further members of the university community towards the area, creating a critical mass of energy and creativity that will continue GSU's—and downtown Atlanta's—growth and revitalization.

Building an Entrepreneurship Pipeline for Atlanta

The impending opening of an entrepreneurship center in the old Flatiron Building on Peachtree Street and the recent establishment of Switchyards, a design-led consumer brands entrepreneurship center at the intersection of Spring Street and Williams Street, represent two major investments in entrepreneurship located within a half mile of Woodruff Park. The Cube Initiative includes the creation of a new media entrepreneurship program that will, along with the relocation of the J. Mack Robinson College of Business to 55 Park Place and the intellectual property expertise that will be housed in the new College of Law Building, add to these centers to build a true "entrepreneurship corridor" in Downtown Atlanta.

Entrepreneurship is a common thread running through Georgia State, as exemplified by the Herman J. Russell, Sr. International Center for Entrepreneurship in the Robinson College of Business. The CollabTech Business Innovator, located in the Annex building in the 25 Park

Place precinct, extends the university's expertise to the community, representing the university's commitment to providing a campus without boundaries and the two-way exchange of ideas and experiences between GSU students and the world around them. CollabTech's facilities are currently helping to incubate local startup businesses in fields such as biotechnology, biopharmaceuticals, and applied statistics.

Georgia State University is also perfectly positioned to assert a global entrepreneurial leadership role in the media production and new media sectors. Combining the number of students in the film and journalism majors who anticipate such careers, nearly 2,000 students interested in media production are undertaking programs of study at GSU. During the past year, GSU's Department of Communication piloted two entrepreneurship programs: one in film production and another in journalism. In the film production program's very first year, six students had their digital media startup projects chosen as part of the top 64 in the South by Southwest's Student Startup Madness contest, and one of the projects was selected as a semifinalist. In addition, a student in the journalism entrepreneurship pilot program leveraged her concept into a Kickstarter campaign that raised \$40,000 in two weeks. These recent successes are just the beginning – the Cube Initiative, as well as proposed renovations to the Annex for space dedicated to supporting student-entrepreneurs campus-wide, will fuel startups emerging out of the university and its student body.

PROPOSAL

This proposal reflects a collaborative process between the university and Central Atlanta Progress that marks the next important step in the transformation of downtown Atlanta. It consists of three projects located on one important downtown block: interior and exterior development of the Cube, providing state-of-the-art media training to bolster the state's growing film and television production workforce; renovations for the Annex, providing our CollabTech Business Incubator and student entrepreneurship programs with an attractive, branded exterior along the streetcar route; and the demolition of the Bell building, creating in its place a 25,000 square foot park for shared use by the university and downtown communities. These proposed renovations to the 25 Park Place precinct are emphatically aesthetic and represent an embrace and renewal of what Central Atlanta Progress calls the city's "unconventional beauty."

The Cube

The Cube Initiative will occupy the full three levels of a cube-shaped attachment to 25 Park Place at the corner of Park Place and Edgewood Avenue. This unique, state-of-the-art facility will serve the growing number of Georgia State students, attract media companies involved in Atlanta's growing film industry, and educate film and television production students from universities across the state. Located as it is in a highly visible downtown intersection near the convergence of the Atlanta streetcar route's two loops, the Cube will provide a wonderful opportunity to construct a visually appealing "front door" to campus.

The Media Production Hub

The first step in the implementation of the Cube Initiative will be the creation of a Media Production Hub. The building is almost perfectly suited for such a use, as the studio-height

ceilings will allow for the construction of a centralized “Egg,” an oval-shaped room with floor-to-ceiling walls that will encompass a 25 x 25 soundstage where students can rig lights, build modest sets, and cleanly record voice, music, and effects. The Egg will be wrapped in a high-resolution screen that will project media content to the surrounding atrium. These screens will be visible at night through the building’s windows, illuminating the inside of the facility for the benefit of downtown passersby. Furthermore, the first level’s expansive windows will be covered with floor-to-ceiling translucent LED curtains. These screens are infinitely programmable and will project digital media content from student-made media to a scaled-up version of GSU’s already existing Windows Project.

The Media Entrepreneurship Incubation Center

The implementation of the Cube Initiative will allow the university to create a model for accelerating media incubation and entrepreneurship. The second floor of the Cube building requires modest reconfiguration for small business incubation and entrepreneurial training. Media start-up suites will be designed so that spaces for collaboration exist alongside high-end production technologies and the resources necessary to startup firms.

Digital Media Research Core Facility

The third level of the Cube will be designed to facilitate research into emerging media formats, content development, and audience feedback, all research topics of direct interest to the entertainment and information industries. This core facility will include labs for Application Development, Audience Response, Virtual and Augmented Reality, and Global Digital Media. Additionally, a flexible screening room will be located on the third level to accommodate student project screenings as well as campus events. The screening room will provide a view out to the beautiful roof terrace, an ideal gathering space overlooking Woodruff Park, the Cube’s public plaza, and the new Atlanta Streetcar route.

The Cube’s Public Plaza & Crosswalks

Adding usable public spaces across campus is a vital part of the university’s campus master plan, and reflects the shared interests and goals that the university has with Central Atlanta Progress. In this vein, the university plans to redevelop the concrete triangle in front of 25 Park Place and the Cube into a gathering space for the university community. The addition of planters and ample seating will make the plaza an appealing place for students and community members alike to spend time, creating and capturing a nexus of campus activity at the heart of the Woodruff Park District. For instance, the screens that fill the windows of the Cube could be used to host viewing parties of GSU televised sports and other relevant community programming. These types of events will continue to draw students towards the campus’s developing Woodruff Park district, thereby bringing a renewed vibrancy to the area and creating a visual extension of the park.

In addition, the university proposes the addition of more Georgia State University crosswalks in the area. As the entrance to an important campus district comprising the main offices of several of GSU’s colleges as well as its iconic center for the study of film and television production, it is important to visibly brand the area as part of the GSU campus. Similar to the crosswalks that have already successfully been installed on the eastern side of

campus along Piedmont Avenue, these crosswalks will demarcate our western and northern borders.

The Annex

The Annex to the 25 Park Place precinct is a six-story building originally built in the 1940s as a parking deck. It was converted into an office building in the 1950's, but the parking deck remains on the street level. The building houses the university's CollabTech Business Incubator, which currently hosts eight small businesses that are taking advantage of the university's modern laboratory facilities and expert knowledge to help get their businesses up and running. As impressive and valuable as the interior programming of the building may be, the building's exterior is forbidding and in need of improvement. The offices are not accessible via the building's ground floor; instead, visitors must enter through the ground-level parking garage and pass through a key access door into a shabby elevator vestibule in order to get to the upper floor offices.

The proposed renovation to the Annex will include opening up a street-level entrance complete with a glass canopy, accessible ramp, and outdoor terrace. In addition, floor-to-ceiling windows along the entrance and outdoor terrace will make the building more welcoming and visually interesting at street level. The university also will renovate the annex to host its nascent campus-wide program for student entrepreneurs. This focal point for students and their mentors will be designed to harness the energy, created from the collision of creativity and innovation with knowhow and experience, upon which entrepreneurial success thrives.

An eye-catching blue glass pane running the full height of the building will act as a further branding opportunity for GSU's campus, combining with the screens running around the Cube building to visually transform the intersection of Park Place and Edgewood Avenue along the Streetcar route.

The Bell Building Park

The Bell building is located behind the 25 Park Place Tower along Auburn Avenue. The building has not been in use in years and is in a state of considerable disrepair. GSU views this space as an opportunity to create a university park that will serve as a gathering space for students, faculty, and other members of the university community. Once the current building has been demolished, the university will replace it with a 25,000 square foot park. As it is connected to the 25 Park Place precinct and located directly across the street from 55 Park Place, which will soon become the new Robinson College of Business and Andrew Young School of Policy studies, the site is ideally located for student gathering space and potential teaching opportunities.

Construction Timeline

If funding is secured this fall, the projects are ready to begin the construction design and bidding processes. The timeline for each requested project is as follows:

The Cube

Consultant selection and design: December 2014 - June 2015

Renovation: June 2015 - June 2016

Move in: July 2016

The Cube's Public Plaza and Crosswalks

Consultant Selection and Design: December 2014 - March 2015

Construction: April 2015- August 2015

*Some plaza landscaping may be dependent upon the construction timeline for the Cube facility

Annex Exterior Improvements

Consultant selection and design: December 2014 - June 2015

Renovation: June 2015 - January 2016

Bell Building

Consultant selection and demolition specifications: December 2014 - February 2015

Building demolition and Green space development: February 2015 - July 2015

VISION FOR THE FUTURE

The *Atlanta Business Chronicle* recently acknowledged that Georgia State University “has moved from being merely a downtown tenant to a major player.” Given Georgia State’s increasing levels of influence, the progress of downtown Atlanta is inextricably linked with that of the university. The Woodruff Park District has gradually expanded from the core campus corridor on Decatur Street across Edgewood and Auburn Avenues to John Wesley Dobbs Avenue. These developments put GSU in direct contact with Atlanta’s downtown business and law districts so that our campus literally opens onto the wider working world. Combined with the east-west lines of the streetcar and the implementation of the remaining parts of the university’s campus master plan, the completion of the Woodruff Park District will create a steady stream of campus traffic from the student housing corridor along Piedmont Avenue through the campus core and to the northwest edge of campus neighboring Woodruff Park. Along the way, new green space will provide places for people to gather before, after, and in between the business of their days. In short, Georgia State University’s strategic capital development is transforming the university’s campus—and, by extension, downtown Atlanta—from a place to pass through into a place to be.

We greatly appreciate the Woodruff Foundation’s past support and look forward to our continued partnership. Thank you for your consideration of this request and your guidance and thoughtful approach to reshaping downtown’s core.

Best regards,



Mark P. Becker, Ph.D.

President

Enclosure(s)

Facility	Description	Cost	Source
25 Park Place Precinct	Purchase	\$73,000,000	GSSU Foundation purchase
	Renovations to Date	\$10,000,000	GSSU revenue/private
	Renovations planned	\$10,000,000	GSSU revenue/private
	Renovation costs in this proposal	\$22,700,000	Requested
55 Park Place Building	Purchase	\$33,000,000	Public
	Renovations planned	\$12,000,000	Public
	Parking renovations	\$5,000,000	Public
85 Park Place Building (Law School)	Land acquisition	\$18,000,000	Public
	Building costs	\$82,000,000	Public/Private
Total District Completion Costs		\$265,700,000	
Detailed renovation costs requested in this proposal			
Facility		Description	
Streetscape Enhancements	Design and Installation		\$2,000,000
	The Cube		
	Construction	\$10,552,350	
	Design	\$1,055,235	
	FF&E and AV	\$1,055,235	
	Project Contingency	\$633,141	
The Annex	Construction		\$3,066,985
	Design		\$306,698
	FF&E and AV		\$306,698
	Project Contingency		\$184,019
Bell Bldg. Demolition - greenscape	Construction		\$3,076,819
	Design		\$307,681
	Project Contingency		\$169,225
Total Request from the Woodruff Foundation		\$22,714,086	



Central Atlanta Progress
Atlanta Downtown Improvement District

August 29, 2014

Mr. Russ Hardin
President
Robert W. Woodruff Foundation
191 Peachtree Street NE
Suite 3540
Atlanta, Georgia 30303

Dear Russ,

Please accept this letter of support for Georgia State University's proposal for Foundation support to complete the redevelopment and street-level activation of the 25 Park Place buildings and their surrounding areas. Georgia State University is a valued partner of Central Atlanta Progress and plays an instrumental role in the revitalization of Downtown Atlanta. From real estate acquisition and the adaptive re-use of buildings to bringing a vibrant population of students to study and live Downtown, the University significantly contributes to Downtown's attractiveness as a destination for not only students, but business, residences and tourism.

We have had the opportunity to review the 25 Park Place proposal and to walk the project area with University building and facilities staff to highlight many aspects of the projects that are particularly important to the larger Downtown Atlanta community. In particular, we are supportive of the commitment made to improve the physical environment and pedestrian experience of the buildings as they meet the sidewalk and street. Plans to activate the buildings with attractive elevations, ground-floor retail uses and activated plazas and open spaces are essential

Central Atlanta Progress supports the University's proposal for Foundation support and believes that the redevelopment and street-level activation of the 25 Park Place block and the surrounding streets and sidewalks will have a positive impact on the continued revitalization of Downtown Atlanta.

Sincerely,

A.J. Robinson
President



Georgia Research Alliance

August 28, 2014

P. Russell Hardin
President
Robert W. Woodruff Foundation
191 Peachtree Street, NE, Suite 3540
Atlanta, Georgia 30303

Dear Russ:

Please accept this letter of support for Georgia State University's proposal to complete the redevelopment of the 25 Park Place block. The Georgia Research Alliance (GRA) is particularly interested in the development of the Creative Industries Institute, also known as the Cube.

As you know the media industry in Georgia has grown tremendously, giving rise to new economic and entrepreneurial opportunities. In alignment with the mission of the GRA, we are prepared to support the development of the Cube and its associated initiatives including research, workforce development and business incubation.

By way of background, GRA was among the first investors in the Digital Arts & Entertainment Laboratory (DAEL) located on the Georgia State campus. Over the years, the DAEL has served as a foundation for the launch of many independent film makers (Georgia State graduates) as well as several small startup companies focused on digital special effects. GRA has been very pleased with the impact and economic return of our original investments in DAEL. Development of the Creative Industries Institute by Georgia State represents a major step forward in the support of this rapidly growing industry. The Institute also aligns very well with GRA's objective of investing in university research infrastructure that underpins the growth of industries selected as strategic growth opportunities by the Georgia Department of Economic Development.

GRA is pleased to support Georgia State's proposal to the Robert W. Woodruff Foundation and to provide our own financial support to the Cube. We believe that Georgia State's media program is a key player and a catalyst in the continued growth of the film industry in Georgia.

Sincerely,

C. Michael Cassidy
President and CEO

Georgia State University Foundation
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Internal Revenue Service

Date: October 27, 2006

GEORGIA STATE UNIVERSITY
FOUNDATION INC
UNIVERSITY PLAZA
ATLANTA GA 30303

Department of the Treasury
P. O. Box 2508
Cincinnati, OH 45201

Person to Contact:

Kathy Masters ID# 31-04015
Customer Service Representative

Toll Free Telephone Number:

877-829-5500

Federal Identification Number:

58-6033185

Dear Sir or Madam:

This is in response to your request of October 27, 2006, regarding your organization's tax-exempt status.

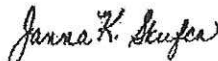
In May 1961 we issued a determination letter that recognized your organization as exempt from federal income tax. Our records indicate that your organization is currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records indicate that your organization is also classified as a public charity under sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code.

Our records indicate that contributions to your organization are deductible under section 170 of the Code, and that you are qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Internal Revenue Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,



Janna K. Skufca, Director, TE/GE
Customer Account Services