City of Dublin

Office of the City Manager
5200 Emerald Parkway • Dublin, OH 43017-1090
Phone: 614-410-4400 • Fax: 614-410-4490

Memo

To: Members of Dublin City Council

From: Dana L. McDaniel, City Manager

Date: April 9, 2015

Initiated by: Terry Foegler, Director of Strategic Initiatives/Special Projects
Stephen J. Smith, Law Director

Re: **Resolution 36-15 – A Resolution Of Intent To Appropriate 5.120 Acres, More Or Less, Fee Simple Right-Of-Way, Of Which 1.308 Acres Are Located Within Present Road Occupied; And A 0.387 Acre, More Or Less, Temporary Easement From BPACQ, LLC And Tim Hortons As Lessee Of The Property, For The Property Located At 6490 Riverside Drive, For The Construction Of A Roundabout At The Intersection Of State Route 161 And Riverside Drive And The Relocation Of Riverside Drive To The East.**

Background/Summary

Council passed Ordinance 38-13 on May 20, 2013 authorizing the City Manager to purchase 5.120 gross acres of property from Crawford Hoying Ltd./BPACQ ("Seller"). The 5.12 acres represented the ROW required for the City's planned roadway improvements in the area, which included the SR 161/Riverside Drive roundabout, and the relocation of Riverside Drive.

The City closed on the purchase of this Property on or around June 11, 2013. In addition to the real estate purchase agreement, the City entered into a lease of the net property, 3.812 acres, to allow the Bridge Pointe Shopping Center to operate in its current configuration until such time as the City was ready to begin construction on the Riverside Drive/Dublin Granville Road roundabout and the relocation of Riverside Drive (north of the intersection) to the east.

Consistent with its approved Five-Year Capital Improvements Program, the City plans to move forward and take physical possession of the property on May 15, 2015. While the City purchased the property from Crawford Hoying, one outstanding issue remains with the only remaining leaseholder at Bridge Pointe, a Tim Hortons drive through restaurant. Tim Hortons land lease for its site expires on December 31, 2021, and includes a provision that effectively terminates the lease.

The City has been in discussions with Tim Hortons for over two years in an effort to assist in the relocation of the store. These efforts have yet to result in Tim Hortons' final selection of a new site, and thereby provide resolution of the relocation assistance, which the City may provide associated with Tim Hortons' relocation to that new location.

Additionally, based upon the final engineering drawings, the City has determined that it needs an additional temporary easement from BPACQ that also is part of Tim Hortons leased premises.

Therefore, the City has prepared a good faith offer letter and forwarded it to Tim Hortons on March 18, 2015. In an effort to provide Tim Hortons with a more formal forum to discuss any claimed special damages, if any, the City desires to pass this resolution of intent as an additional step in moving this matter forward to conclusion, while facilitating the planned construction of key roadway improvements.

The next step in the eminent domain process will be the presentation of an ordinance for Council to consider authorizing the City to file an appropriation action against BPACQ/Crawford Hoying and Tim Hortons and depositing the amount of money to allow the project to go forward, which in this case is *de minimis*.

Recommendation

Staff is recommending that Council pass Resolution 36-15 at the April 13, 2015 meeting.

RECORD OF RESOLUTIONS

Dayton Legal Blank, Inc., Form No. 30045

Resolution No. 36-15 Passed _____, 20____

A RESOLUTION OF INTENT TO APPROPRIATE 5.120 ACRES, MORE OR LESS, FEE SIMPLE RIGHT-OF-WAY, OF WHICH 1.308 ACRES ARE LOCATED WITHIN PRESENT ROAD OCCUPIED; AND A 0.387 ACRE, MORE OR LESS, TEMPORARY EASEMENT FROM BPACQ, LLC AND TIM HORTONS AS LESSEE OF THE PROPERTY, FOR THE PROPERTY LOCATED AT 6490 RIVERSIDE DRIVE, FOR THE CONSTRUCTION OF A ROUNDABOUT AT THE INTERSECTION OF STATE ROUTE 161 AND RIVERSIDE DRIVE AND THE RELOCATION OF RIVERSIDE DRIVE TO THE EAST.

WHEREAS, in the early part of 2013, BPACQ ("Seller") entered in a real estate purchase contract with 6949 Riverside Drive LLC, the owners of real property consisting of approximately 10.994 acres known as the Bridge Pointe Shopping Center ("Bridge Pointe"); and

WHEREAS, during this same time period, the City of Dublin (the "City") was preparing plans for the redesign of the intersection of Riverside Drive and West Dublin-Granville Road and the relocation of Riverside Drive north of the intersection to the east ("Project"); and

WHEREAS, these plans established that the City would need to acquire 5.120 acres from Bridge Pointe for Right of Way ("Right of Way"); and

WHEREAS, BPACQ and the City entered into negotiations for the necessary Right of Way under the threat of eminent domain; and

WHEREAS, BPACQ and Dublin negotiated a real estate purchase agreement ("REPA") for the purchase of the Right of Way in lieu of the City using its power of eminent domain; and

WHEREAS, in addition to the REPA, the City negotiated a lease with Seller to lease back to the Seller the Right of Way as part of the consideration for allowing Bridge Pointe to operate as a Shopping Center until such time as the City is ready to move forward with its Project and to minimize the opportunity for immediate hardships on the commercial tenants located on the site, and to allow the landlord to negotiate lease terminations and business relations; and

WHEREAS, City Council authorized the REPA and lease pursuant to Ordinance 38-13; and

WHEREAS, BPACQ and the City closed on the REPA and entered into the lease on or about June 11, 2013; and

WHEREAS, the City intends to take physical possession and begin construction of the project on the Bridge Pointe Right of Way on May 15, 2015; and

WHEREAS, BPACQ successfully negotiated the termination of four of the five leases at Bridge Pointe; and

WHEREAS, Bridge Pointe's one remaining leaseholder is Tim Hortons; and

WHEREAS, the Right of Way the City will be taking possession of, *inter alia*, completely eliminates Tim Hortons ability to operate its drive thru and will eliminate several of the existing vehicular access points to 6949 Riverside Drive; and

WHEREAS, the eminent domain clause in the lease between BPACQ and Tim Hortons provides for the termination upon the appropriating party's physical possession of a material portion of the property encumbered by the lease; and

WHEREAS, the eminent domain clause in the lease between BPACQ and Tim

RECORD OF RESOLUTIONS

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Hortons also states that Tim Hortons is not entitled to any damages arising out of an eminent domain matter, except for special damages relating to relocation expenses and any other recognized statutory special damages; and

WHEREAS, over the last two years, the City has been in negotiations with Tim Hortons in an effort to assist Tim Hortons in its efforts to find a suitable site for replacing this store and discussing special damages; and

WHEREAS, the City and Tim Hortons have been unable to reach an agreement on the above; and

WHEREAS, pursuant to Chapter 163 of the Ohio Revised Code, this Resolution is the first step by the City to provide a forum for the City and Tim Hortons to have the dispute formally concluded while allowing the City to construct its project timely; and

WHEREAS, based upon the final construction drawings for the roadway improvements, it has been determined that the City also needs an additional 0.387 temporary easement from BPACQ for the construction of the Right of Way.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Dublin, State of Ohio, _____ of the elected members concurring that:

Section 1. Council considers it necessary and declares its intention to appropriate, for the public purpose of constructing a roundabout at the intersection of State Route 161 and Riverside Drive, and relocating Riverside Drive to the East, fee simple right-of-way, and a 0.387 acre, more or less, temporary easement, as described in the Exhibits labeled "A" and depicted in the Exhibits labeled "B," all attached hereto and to address special damages arising out of the City's purchase of 5.120 acres, more or less, for Right of Way claimed by Tim Hortons, as described in the Exhibits labeled "C" and depicted in the Exhibits labeled "D."

Section 2. The City Manager is hereby authorized to cause written notice of the passage of this Resolution to be served upon the owner and persons in possession or having an interest of record in the property described in the Exhibits labeled "A" and depicted in the Exhibits labeled "B," and this notice shall be served according to law.

Section 3. This Resolution shall take effect upon passage in accordance with Section 4.04(a) of the Revised Charter.

Passed this _____day of _____, 2015.

_____
Mayor – Presiding Officer

ATTEST:

_____
Clerk of Council

Exhibit A

TEMPORARY EASEMENT
0.387 ACRE

Situated in the State of Ohio, County of Franklin, City of Dublin, County of Franklin, State of Ohio, lying in Quarter Township 3, Township 2, Range 19, United States Military Lands, being a strip of land on, over and across that 7.182 acre tract conveyed to BPACQ, LLC of record in Instrument Number 201306110096728, (all references are to the records of the Recorder's Office, Franklin County, Ohio) and being more particularly described as follows:

BEGINNING at the northerly common corner of said 7.182 acre tract and that 5.120 acre tract conveyed to the City of Dublin, Ohio by deed of record in Instrument Number 201306110096726, in the southerly right-of-way line of Dale Drive (60 feet wide) of record in Plat Book 55, Pages 81 and 82;

with said southerly right-of-way line, with the arc of a curve to the right, having a central angle of 03° 00' 22", a radius of 370.00 feet, an arc length of 19.41 feet, a chord bearing of North 84° 40' 35" East and chord distance of 19.41 feet to a point;

Thence across said 7.182 acre tract, the following courses and distances:

South 07° 24' 41" East, a distance of 80.79 feet to a point;

South 05° 59' 25" East, a distance of 188.99 feet to a point;

South 17° 39' 34" East, a distance of 141.10 feet to a point;

South 23° 02' 19" East, a distance of 134.22 feet to a point;

South 29° 40' 57" East, a distance of 107.40 feet to a point;

South 40° 36' 08" East, a distance of 68.11 feet to a point;

South 53° 54' 32" East, a distance of 213.04 feet to a point;

South 84° 04' 47" East, a distance of 95.29 feet to a point;

South 73° 59' 21" East, a distance of 53.37 feet to a point; and

South 84° 40' 01" East, a distance of 47.30 feet to a point in the westerly line of Lot 2 of that subdivision entitled "Dale Center" of record in Plat Book 58, Pages 81 and 82;

Thence South 14° 01' 13" East, with the line common to said Lot 2 and said 7.182 acre tract, a distance of 8.64 feet to a point in the easterly common corner of said 7.182 and 5.120 acre tracts;

Thence with the line common to said 7.182 and 5.120 acre tracts, the following courses and distances:

North 80° 49' 26" West, a distance of 133.00 feet to a point;

North 88° 33' 55" West, a distance of 70.00 feet to a point;

North 70° 47' 35" West, a distance of 28.00 feet to a point;

North 57° 10' 46" West, a distance of 40.00 feet to a point;

North 51° 51' 31" West, a distance of 25.00 feet to a point;

North 51° 20' 08" West, a distance of 35.00 feet to a point;

North 54° 44' 38" West, a distance of 40.00 feet to a point;

North 47° 43' 47" West, a distance of 36.00 feet to a point;

North 42° 37' 38" West, a distance of 42.00 feet to a point;

North 38° 36' 19" West, a distance of 37.00 feet to a point;

North 34° 21' 58" West, a distance of 37.00 feet to a point;

North 29° 33' 47" West, a distance of 49.00 feet to a point;

North 26° 29' 52" West, a distance of 60.00 feet to a point;

North 18° 15' 15" West, a distance of 184.00 feet to a point;

North 15° 02' 28" West, a distance of 78.00 feet to a point;

North 10° 18' 33" West, a distance of 142.00 feet to a point;

North 07° 31' 16" West, a distance of 118.20 feet to the POINT OF BEGINNING, containing 0.387 acre, more or less.

EVANS, MECHWART, HAMBLETON & TILTON, INC.

STATE OF OHIO
JOSHUA M. MEYER
S-8485
REGISTERED
PROFESSIONAL SURVEYOR

3-19-2015

Joshua M. Meyer
Professional Surveyor No. 8485

Date

JMM:mm
0_387 [illegible]-TEMP-04.doc

Exhibit B

EMHT

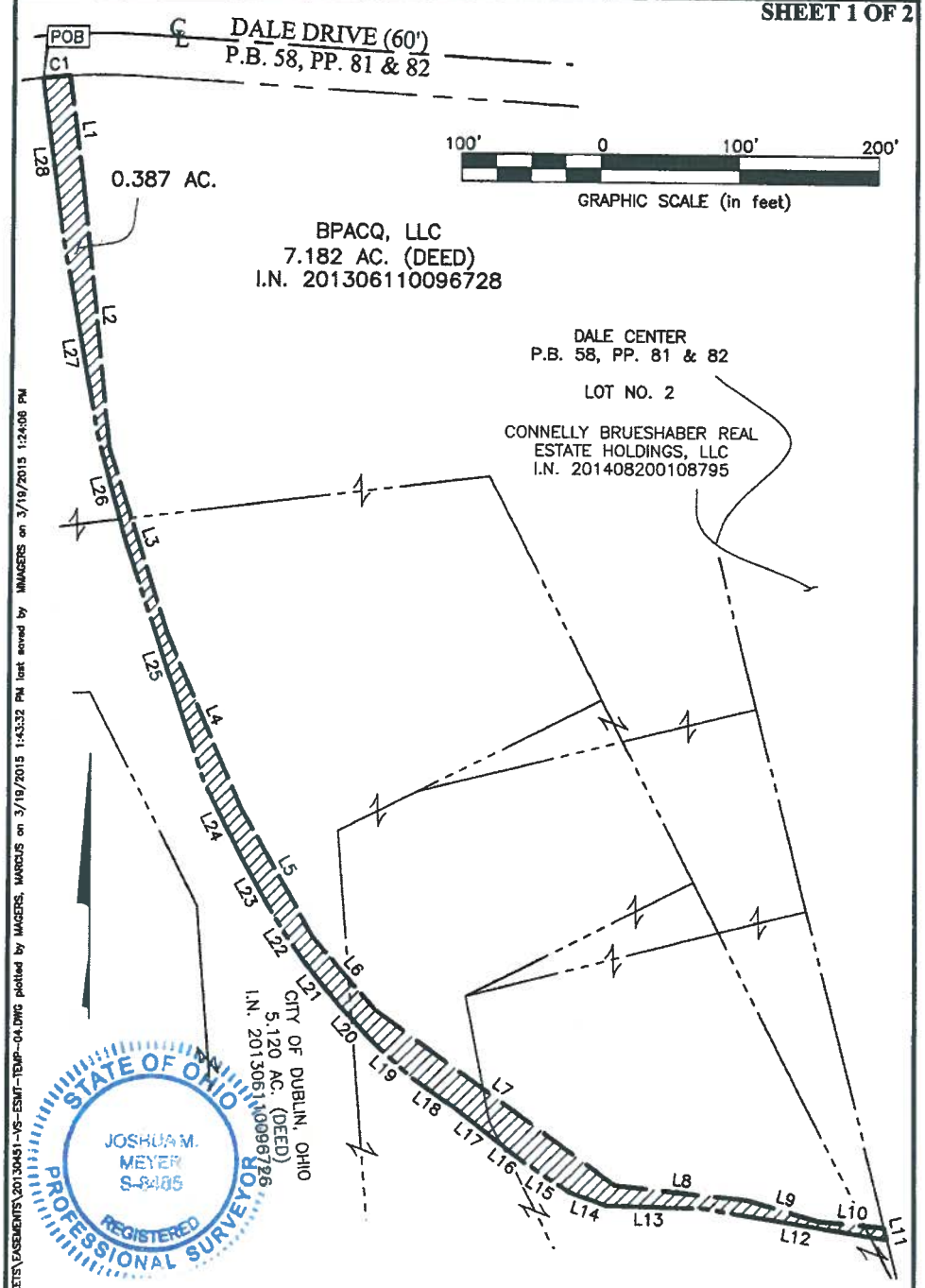
Evans, Mechwart, Hambleton & Tilton, Inc.
Engineers • Surveyors • Planners • Scientists
5500 New Albany Road, Columbus, OH 43054
Phone: 614.775.4500 Toll Free: 888.775.3648
emht.com

TEMPORARY EASEMENT

QUARTER TOWNSHIP 3, TOWNSHIP 2, RANGE 19
UNITED STATES MILITARY LANDS
CITY OF DUBLIN, COUNTY OF FRANKLIN, STATE OF OHIO

Date: March 19, 2015	Job No. 2013-0451	Scale: 1" = 100'

SHEET 1 OF 2



By _____ 3-19-2015
Joshua M. Meyer — Date
Professional Surveyor No. 8485

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Xref's:

EMH&T
Evans, Mechwart, Hambleton & Tilton, Inc.
Engineers • Surveyors • Planners • Scientists
5500 New Albany Road, Columbus, OH 43054
Phone: 614.775.4500 Toll Free: 888.775.3648
emht.com

TEMPORARY EASEMENT

QUARTER TOWNSHIP 3, TOWNSHIP 2, RANGE 19
UNITED STATES MILITARY LANDS
CITY OF DUBLIN, COUNTY OF FRANKLIN, STATE OF OHIO

Date: March 19, 2015	Job No. 2013-0451	Scale: 1" = 100'

CURVE TABLE					
CURVE	DELTA	RADIUS	ARC	CH. BEARING	CH. DIST.
C1	3°00'22"	370.00'	19.41'	N84°40'35"E	19.41'

LINE TABLE		
LINE	BEARING	DISTANCE
L1	S07°24'41"E	80.79'
L2	S05°59'25"E	188.99'
L3	S17°39'34"E	141.10'
L4	S23°02'19"E	134.22'
L5	S29°40'57"E	107.40'
L6	S40°36'08"E	68.11'
L7	S53°54'32"E	213.04'
L8	S84°04'47"E	95.29'
L9	S73°59'21"E	53.37'
L10	S84°40'01"E	47.30'
L11	S14°01'13"E	8.64'
L12	N80°49'26"W	133.00'
L13	N88°33'55"W	70.00'
L14	N70°47'35"W	28.00'

LINE TABLE		
LINE	BEARING	DISTANCE
L15	N57°10'46"W	40.00'
L16	N51°51'31"W	25.00'
L17	N51°20'08"W	35.00'
L18	N54°44'38"W	40.00'
L19	N47°43'47"W	36.00'
L20	N42°37'38"W	42.00'
L21	N38°36'19"W	37.00'
L22	N34°21'58"W	37.00'
L23	N29°33'47"W	49.00'
L24	N26°29'52"W	60.00'
L25	N18°15'15"W	184.00'
L26	N15°02'28"W	78.00'
L27	N10°18'33"W	142.00'
L28	N07°31'16"W	118.20'

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Xrefs:

Exhibit C

5.120 ACRES

Situated in the State of Ohio, County of Franklin, City of Dublin, lying in Quarter Township 3, Township 2, Range 19, United States Military Lands, and being part of that 12.363 acre tract conveyed to 6490 Riverside Drive, LLC by deed of record in Instrument Number 201203120033906 (all references are to the records of the Recorder's Office, Franklin County, Ohio) and being more particularly described as follows:

Beginning for reference at a 3/4 inch iron pipe found at the northwesterly corner of Lot 1 of that subdivision entitled "Dale Center" of record in Plat Book 58, Pages 81 and 82, the northeasterly corner of said 12.363 acre tract in the southerly right-of-way line of Dale Drive (60 feet wide) as dedicated in said Plat Book 58, Pages 81 and 82;

thence with the southerly right-of-way line of said Dale Drive and with the northerly line of said 12.363 acre tract, the following courses and distances:

North 86°30'03" West, a distance of 340.75 feet to a point of curvature;

with a curve to the left having a central angle of 10°19'32", a radius of 370.00 feet, an arc length of 66.68 feet and a chord that bears South 88°20'11" West, a chord distance of 66.59 feet to an iron pin set at the TRUE POINT OF BEGINNING;

thence across said 12.363 acre tract, the following courses and distances:

South 07°31'16" East, a distance of 118.20 feet to an iron pin set;

South 10°18'33" East, a distance of 142.00 feet to an iron pin set;

South 15°02'28" East, a distance of 78.00 feet to an iron pin set;

South 18°15'15" East, a distance of 184.00 feet to an iron pin set;

South 26°29'52" East, a distance of 60.00 feet to an iron pin set;

South 29°33'47" East, a distance of 49.00 feet to an iron pin set;

South 34°21'58" East, a distance of 37.00 feet to an iron pin set;

South 38°36'19" East, a distance of 37.00 feet to an iron pin set;

South 42°37'38" East, a distance of 42.00 feet to an iron pin set;

South 47°43'47" East, a distance of 36.00 feet to an iron pin set;

South 54°44'38" East, a distance of 40.00 feet to an iron pin set;

South 51°20'08" East, a distance of 35.00 feet to an iron pin set;

South 51°51'31" East, a distance of 25.00 feet to an iron pin set;

South 57°10'46" East, a distance of 40.00 feet to an iron pin set;

South 70°47'35" East, a distance of 28.00 feet to an iron pin set;

South 88°33'55" East, a distance of 70.00 feet to an iron pin set;

South 80°49'26" East, a distance of 133.00 feet to an iron pin set in the line common to said 12.363 acre tract and Lot 2 of said "Dale Center" subdivision;

thence South 14°01'13" East, with said common line a distance of 31.00 feet to an iron pin set at the common corner of that 0.048 acre tract conveyed to the City of Dublin, Ohio by deed of record in Official Record 19911F07 and that 0.718 acre tract conveyed to the City of Dublin, Ohio by deed of record in Official Record 22210I18, in the northerly right-of-way line of State Route 161;

thence North 86°52'35" West, with the line common to said 12.363 and 0.718 acre tracts and with the northerly right-of-way line of said State Route 161 a distance of 596.56 feet to a magnetic nail set in the easterly line of that tract conveyed to Joe Wing and Forest Wing by deeds of record in Deed Book 621, Page 144, Deed Book 830, Page 141 and Deed Book 915, Page 486, said Wing tract is encumbered by highway

PRELIMINARY
APPROVAL
Pending Deed formate
FRANKLIN COUNTY
ENGINEERING DEPT.
DATE 06 May 13 BY:

easements conveyed to The State of Ohio by deed of record in Deed Book 1004, Page 54 and County of Franklin by deed of record in Deed Book 1003, Page 496;

thence North 53°36'10" West, with the line common to said 12.363 acre tract and said Wing tract, a distance of 98.12 feet to a magnetic nail set at the southeasterly corner of that 2.187 acre tract conveyed to the Village of Dublin, Ohio by deed of record in Official Record 7570C02, being in the centerline of State Route 257 as shown on the following right-of-way plan sets "S.H. 48 SEC. Dublin BR. & APPR. (1934)" "Dublin-Bellepoint Road S.H. 558 SEC. A. (1940)" "S.H. 558 SEC. A PT. (1944)" on file with District 6, Ohio Department of Transportation, Delaware, Ohio;

thence with the line common to said 12.363 and 2.187 acre tracts and with the centerline of State Route 257 the following courses and distances:

North 13°40'44" West, a distance of 658.02 feet to a magnetic nail set;

North 16°01'44" West, a distance of 52.53 feet to a magnetic nail set at the common corner of said 12.363 acre tract and the remainder of the original 9.356 acre tract conveyed to Village Square Center LTD. by deed of record in Deed Book 3672, Page 531;

thence North 73°58'16" East, with the line common to said 12.363 acre tract and the remainder of said original 9.356 acre tract, a distance of 55.00 feet to an iron pin set in the easterly right-of-way line of State Route 257;

thence with the southerly right-of-way line of Dale Drive as dedicated in said Plat Book 58, Pages 81 and 82 and the northerly line of said 12.363 acre tract, the following courses and distances:

with a curve to the right having a central angle of 89°47'59", a radius of 20.00 feet, an arc length of 31.35 feet and a chord that bears North 28°52'15" East, a chord distance of 28.23 feet to an iron pin set at a point of tangency;

North 73°46'15" East, a distance of 105.81 feet to an iron pin set at a point of curvature;

with a curve to the right having a central angle of 09°24'10", a radius of 370.00 feet, an arc length of 60.72 feet and a chord that bears North 78°28'20" East, a chord distance of 60.65 feet to the TRUE POINT OF BEGINNING and containing 5.120 acres, more or less of which 1.308 acres are located within the present right-of-way as occupied. Of said 5.120 acres, 1.078 acres are located within parcel number 273-008994 (0.186 acre within present right-of-way as occupied), 0.566 acre is located within parcel number 273-008869 (0.202 acre within present right-of-way as occupied), 0.330 acre is located within parcel number 273-008243 (0.159 acre within present right-of-way as occupied), 1.687 acres are located within parcel number 273-008833 (0.749 acre within present right-of-way as occupied), 0.907 acre is located within parcel number 273-008834 (0.012 acre within present right-of-way as occupied), 0.309 acre is located within parcel number 273-008832, 0.238 acre is located within parcel number 273-008856, and 0.005 acre is located within parcel number 273-008858

Subject, however, to all legal rights-of-way and/or easements, if any, of previous record.

Iron pins set, where indicated, are iron pipes, thirteen sixteenths (13/16) inch inside diameter, thirty (30) inches long with a plastic plug placed in the top bearing the initials EMHT INC.

The bearings herein are based on the Ohio State Plane Coordinate System South Zone as per NAD83 (1986 Adjustment). Control for bearings was from coordinates of monuments FRANK 73 and FRANK 74, having a bearing of South 73° 57' 18" East, established by the Franklin County Engineering Department, using Global Positioning System procedures and equipment.

This description is based on an actual field survey performed by or under the direct supervision of Joshua M. Meyer, Registered Surveyor Number 8485 in April 2013.

STATE OF OHIO
JOSHUA M. MEYER
S-8485
REGISTERED
PROFESSIONAL SURVEYOR

EVANS, MECHWART, HAMBLETON & TILTON, INC.

Joshua M. Meyer
Professional Surveyor No. 8485

5-3-2013
Date

JMM
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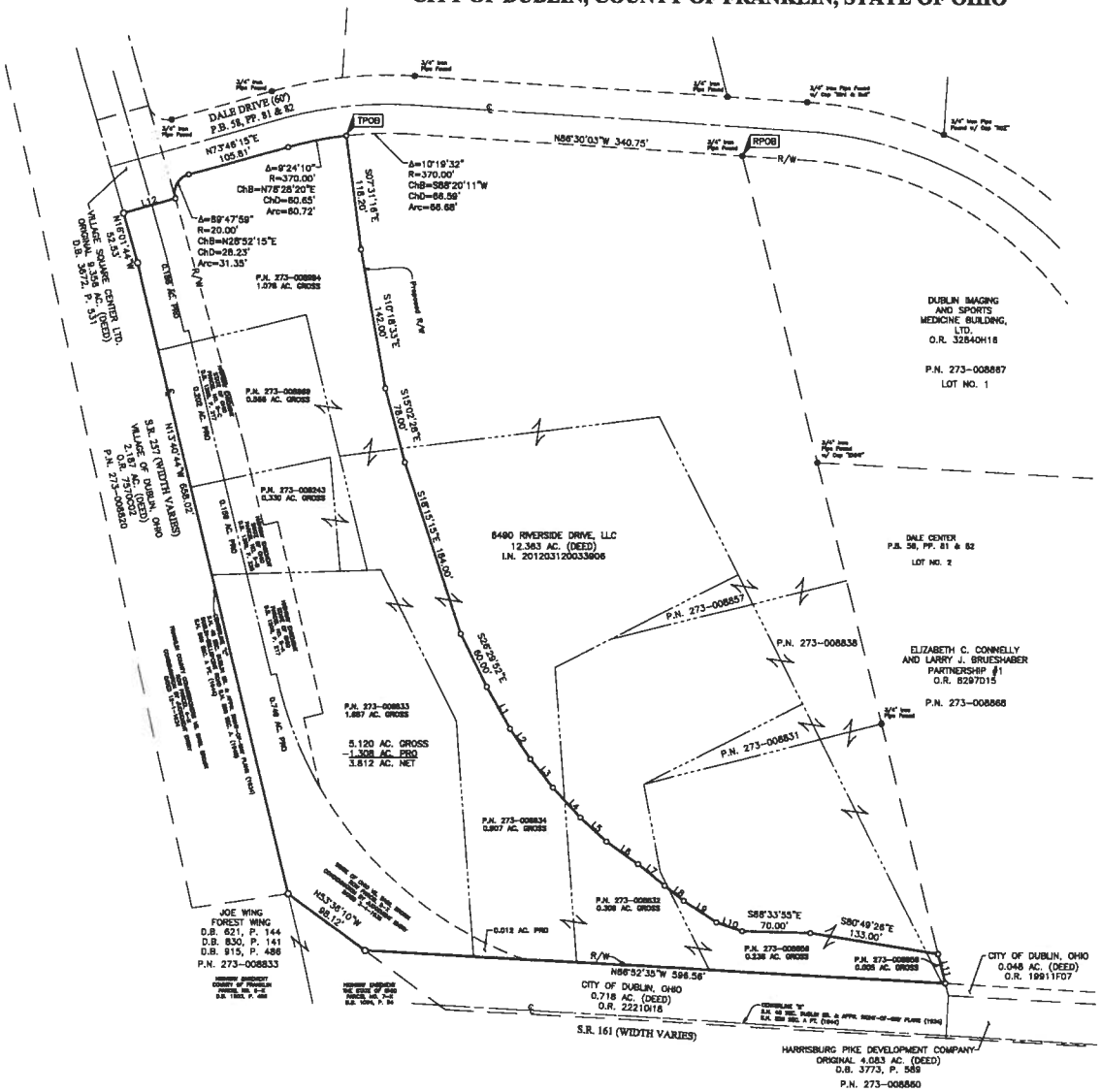
SURVEY OF ACREAGE PARCEL

QUARTER TOWNSHIP 3, TOWNSHIP 2, RANGE 19
UNITED STATES MILITARY LANDS
CITY OF DUBLIN, COUNTY OF FRANKLIN, STATE OF OHIO



● = STONE FND.
■ = MON. FND.
● = I.P. FND.
○ = I.P. SET
● = MAG. NAIL FND.
○ = MAG. NAIL SET
▲ = R.R. SPIK. FND.
△ = R.R. SPIK. SET
● = P.K. NAIL FND.
I.P. Set are 13/16" I.D. iron pipe with cap inscribed EMHT INC

Line Table		
Line Number	Direction	Length
L1	S29°33'47"E	49.00'
L2	S34°21'58"E	37.00'
L3	S38°36'19"E	37.00'
L4	S42°37'38"E	42.00'
L5	S47°43'47"E	36.00'
L6	S54°44'38"E	40.00'
L7	S51°20'08"E	35.00'
L8	S51°51'31"E	25.00'
L9	S57°10'46"E	40.00'
L10	S70°47'35"E	28.00'
L11	S14°01'13"E	31.00'
L12	N73°58'16"E	55.00'

BASIS OF BEARINGS:
The Bearings shown hereon are based on the Ohio State Plane Coordinate System South Zone as per NAD83 (1986 Adjustment). Control for bearings was from coordinates of monuments FRANK 73 and FRANK 74, having a bearing of South 73° 37' 18" East, established by the Franklin County Engineering Department, using Global Positioning System procedures and equipment.

SURVEY NOTE:
This survey was prepared using documents of record, prior plats of survey, and observed evidence located by an actual field survey.

SURVEY NOTE:
REFERENCE THE FOLLOWING RIGHT-OF-WAY PLANS ON FILE WITH THE OHIO DEPARTMENT OF TRANSPORTATION DISTRICT 6, DELAWARE OHIO.
-DUBLIN-BELLSPOINT ROAD S.H. 558 SEC. A. FRANKLIN COUNTY OHIO (1940)
-S.H. 558 SEC. A FT. (1944)
-S.H. 48 SEC. DUBLIN BR. & APPR. RIGHT-OF-WAY PLANS (1934)
-FRA-161-4.77(1998)

STATE OF OHIO
JOSHUA M. MEYER
8-8485
PROFESSIONAL SURVEYOR

By Joshua M. Meyer 5-3-2013
Joshua M. Meyer
Professional Surveyor No. 8485
Date

EMHT
Evans, Mechwart, Hambleton & Tilton, Inc.
Engineers • Surveyors • Planners • Scientists
5500 New Albany Road, Columbus, OH 43054
Phone: 614.775.4500 Toll Free: 888.775.3648
emht.com

Date:	May 3, 2013
Scale:	1" = 60'
Job No:	2013-0451
Sheet:	1 of 1

REVISIONS

MARK	DATE	DESCRIPTION

City of Dublin / Riverside Drive Relocation / 20130451 / 20130451-VS-SNDY-C

Exhibit D