



Meeting Agenda

Work Session

Tuesday, September 8, 2020

5:00 PM

Board Room

The Board of Mayor and Aldermen Work Session Meeting will limit physical access in the meeting room due to current limitations on public gatherings. Accommodations have been made to ensure that the public is able to participate in the meeting. The public may participate in the following ways: • Watch the meeting on FranklinTV or the City of Franklin website. • Watch the live stream through the City of Franklin Facebook and YouTube accounts. • Call in to the conference meeting 1-312-626-6799, Meeting ID: 969 2972 3559 Passcode: 478644. Callers will be unmuted and given an opportunity to comment during the meeting at specific times. • Limited viewing will be available in the lobby of City Hall to watch the live video. • The public may email comments and questions prior to 4:30 p.m. on the day of the meeting to recorder@franklinton.gov to be read aloud. • City YouTube: <https://www.youtube.com/user/CityOfFranklin> • City Facebook Live: <https://www.facebook.com/CityOfFranklin> • City website: <https://www.franklinton.gov/franklintonv>

CALL TO ORDER

MEETING PROCEDURE CHANGES

1. Consideration Of Resolution 2020-163, A Resolution Declaring That The Board Of Mayor And Aldermen Members Shall Meet On September 8, 2020 For Work Session And Conduct Its Essential Business By Electronic Means Rather Than Being Required To Gather A Quorum Of The Members Physically Present In The Same Location Because It Is Necessary To Protect The Health, Safety, And Welfare Of Tennesseans In Light Of The COVID-19 Outbreak.

Sponsors: Shauna Billingsley

CITIZEN COMMENTS

WORKSESSION DISCUSSION ITEMS

2. *Consideration Of Ordinance 2019-57, An Ordinance To Rezone 1520.03 Acres From Planned (PD 1.80/500,000) District And Detached Residential 1 (R-1) District To Planned (PD 2.26/250,000) District For The Property Located South Of Highway 96 And West Of Boyd Mill Pike (Westhaven PUD Subdivision).
FMPC 8/27/20, 6-0

Sponsors: Emily Wright, Amy Diaz-Barriga

3. Consideration Of Resolution 2019-130, A Resolution Approving A Revised Development Plan For Westhaven PUD Subdivision For The Property Located South Of Highway 96 West And West Of Boyd Mill Pike.
FMPC 8/27/20, 6-0

Sponsors: Emily Wright, Amy Diaz-Barriga

4. Consideration Of COF Contract No. 2020-0128, Parkland Impact Fee Agreement Between The City Of Franklin And Westhaven Partners, LLC For The Westhaven Revision Five (5).

Sponsors: Mark Hilty, Lisa Clayton

5. Consideration Of COF Contract No. 2020-0141, Westhaven Road Impact Fee Reimbursement Agreement With Southern Land, LLC.

Sponsors: Paul Holzen, Jimmy Wiseman

6. Consideration Of Resolution 2020-172, A Resolution Providing Next Steps Related To The Road Network And/Or Future Land Uses In The West Sanitary Sewer Basin, In The Western Part Of The City Of Franklin And Within The City's Urban Growth Boundary, North Of Highway 96 West.

Sponsors: Vernon Gerth

7. Update On Bulk Leaf Collection.
WS 8/25/20

Sponsors: Mark Hilty, Steve Grubb

8. Consideration Of Ordinance 2019-19 To Amend Title 16 Chapter 5 Of The Municipal Code To Address Public Gathering And Expression Events.

Sponsors: Shauna Billingsley

OTHER BUSINESS

ADJOURN

Anyone needing accommodations due to disabilities please contact the ADA Coordinator at 615-791-3277 at least 24 hours prior to the meeting.



File #: 20-01085

DATE: August 26, 2020
TO: Board of Mayor and Aldermen
FROM: Eric Stuckey, City Administrator
Shauna Billingsley, City Attorney

SUBJECT:

Consideration Of Resolution 2020-163, A Resolution Declaring That The Board Of Mayor And Aldermen Members Shall Meet On September 8, 2020 For Work Session And Conduct Its Essential Business By Electronic Means Rather Than Being Required To Gather A Quorum Of The Members Physically Present In The Same Location Because It Is Necessary To Protect The Health, Safety, And Welfare Of Tennesseans In Light Of The COVID-19 Outbreak.

PURPOSE:

The purpose of this memorandum is to provide information to the Franklin Board of Mayor and Aldermen (BOMA) concerning conducting the Board of Mayor and Aldermen by electronic means to limit physical contact for the health and safety of all citizens.

BACKGROUND/STAFF COMMENTS:

Due to the COVID-19 Outbreak citizens need to limit potential exposure to the virus by limiting contact with others. To support this effort the City of Franklin boards and commissions will meet electronically rather than gathering a quorum physically in the same location to conduct their essential business.

FINANCIAL IMPACT:

N/A

RECOMMENDATION:

Staff recommends that the Board of Mayor and Aldermen approve Resolution 2020-163.

RESOLUTION 2020-163

A RESOLUTION DECLARING THAT THE BOARD OF MAYOR AND ALDERMEN SHALL MEET ON SEPTEMBER 8, 2020, FOR WORK SESSION AND CONDUCT ITS ESSENTIAL BUSINESS BY ELECTRONIC MEANS RATHER THAN BEING REQUIRED TO GATHER A QUORUM OF THE MEMBERS PHYSICALLY PRESENT IN THE SAME LOCATION BECAUSE IT IS NECESSARY TO PROTECT THE HEALTH, SAFETY, AND WELFARE OF TENNESSEANS IN LIGHT OF THE COVID-19 OUTBREAK

WHEREAS, Coronavirus Disease 2019 (COVID-19) is a severe acute respiratory disease that appears to occur through respiratory transmission, presents with similar symptoms to those of influenza, and can lead to serious illness or death, particularly in the case of older adults and persons with serious chronic medical conditions; and

WHEREAS, the Centers for Disease Control and Prevention has recommended that all states and territories implement aggressive measures to slow and contain transmission of COVID-19 in the United States; and

WHEREAS, on March 12, 2020, pursuant to the authority granted by Tenn. Code Ann. § 58-2-107, the Governor of Tennessee, Bill Lee, issued Executive Order No. 14, declaring a state of emergency to facilitate the response to COVID-19; and

WHEREAS, on March 13, 2020, the President of the United States, Donald J. Trump, declared a national state of emergency with respect to COVID-19; and

WHEREAS, on March 20, 2020, Mayor Ken Moore issued Executive Order No. 2020-01 Declaring a State of Emergency and Civil Emergency; and

WHEREAS, Governor Lee issued Executive Order No. 16, and later issued Executive Order No. 34, Executive Order No. 51, and Executive Order No. 60, allowing electronic meetings while continuing to function openly and transparently; and

WHEREAS, Mayor Moore issued Executive Orders No. 2020-03, No. 2020-05, No. 2020-07, No. 2020-09, No. 2020-11, No. 2020-12, No. 2020-13, No. 2020-14, No. 2020-15, No. 2020-16, and No. 2020-17 continuing the Declaration of a State of Emergency and Civil Emergency; and

WHEREAS, the Board of Mayor and Aldermen believes it is in the best interest of the City of Franklin to conduct the September 8, 2020, work session by electronic means.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF MAYOR AND ALDERMEN OF THE CITY OF FRANKLIN, TENNESSEE, AS FOLLOWS:

The work session scheduled for September 8, 2020, at 5 p.m. shall be conducted by electronic means rather than requiring a quorum of the members of the Board of Mayor and Aldermen to attend in person to protect the health, safety, and welfare of Tennesseans in light of the COVID-19 Outbreak. Physical access in the meeting room will be limited. The public can view and participate in the meetings by watching the meeting live or later as a recording on FranklinTV, the City of Franklin website, the City of Franklin's Facebook page, and the City of Franklin's YouTube account. Specific dial-in and website links can be found on the City's website at

<https://www.franklintn.gov/Home/Components/Calendar/Event/10245/1092>

IT IS SO RESOLVED AND DONE on this 8th day of September, 2020.

ATTEST:

By: _____
Eric S. Stuckey
City Administrator

CITY OF FRANKLIN, TENNESSEE:

By: _____
Dr. Ken Moore
Mayor

Approved as to Form By:
Shauna R. Billingsley, City Attorney



File #: 20-01035

DATE: August 18, 2020
TO: Board of Mayor and Aldermen
FROM: Emily Wright, Planning Director
Amy Diaz-Barriga, Planning Supervisor

SUBJECT:

*Consideration Of Ordinance 2019-57, An Ordinance To Rezone 1520.03 Acres From Planned (PD 1.80/500,000) District And Detached Residential 1 (R-1) District To Planned (PD 2.26/250,000) District For The Property Located South Of Highway 96 And West Of Boyd Mill Pike (Westhaven PUD Subdivision).

FMPC 8/27/20, 6-0

PURPOSE:

Project Information

COF Project Number: 7154

Applicant: Southern Land Company, LLC, Richard Burge

Owner: 96 West Holdings, LLC, Brian Sewell

BACKGROUND/STAFF COMMENTS:

This item was deferred at the May 28, June 25, and July 23, 2020 Franklin Municipal Planning Commission meetings.

The applicant is requesting to rezone the property from Planned District (PD 1.80/500,000) to Planned District (PD 2.26/250,000) to accommodate the proposed development plan revisions for Westhaven PUD Subdivision. This rezoning changes commercial entitlements from 500,000 square feet to 250,000 square feet. 178,902 commercial square feet currently exist, leaving 71,098 for future commercial development.

The residential entitlement request of 3,441 units is a reduction from the original request of 3,516 residential units. It is an increase from the current entitlement of 2,750 residential units. An additional 7 acres are being added to the project area from the previous approved development plan.

The development plan has been submitted concurrently. In addition to scaling back on the additional residential units requested with this revision, the development plan no longer proposes gas pumps.

Envision Franklin identifies this area with the Design Concepts of Mixed Residential and Neighborhood Mixed Use. Planned Development Zoning is an appropriate zoning for these categories. The majority of the project area has been historically zoned SD-X and had similar entitlements as to those asked for in this revision.

PROCEDURAL REQUIREMENTS:

1. The city's project identification number shall be included on all correspondence with any city department relative to this project.

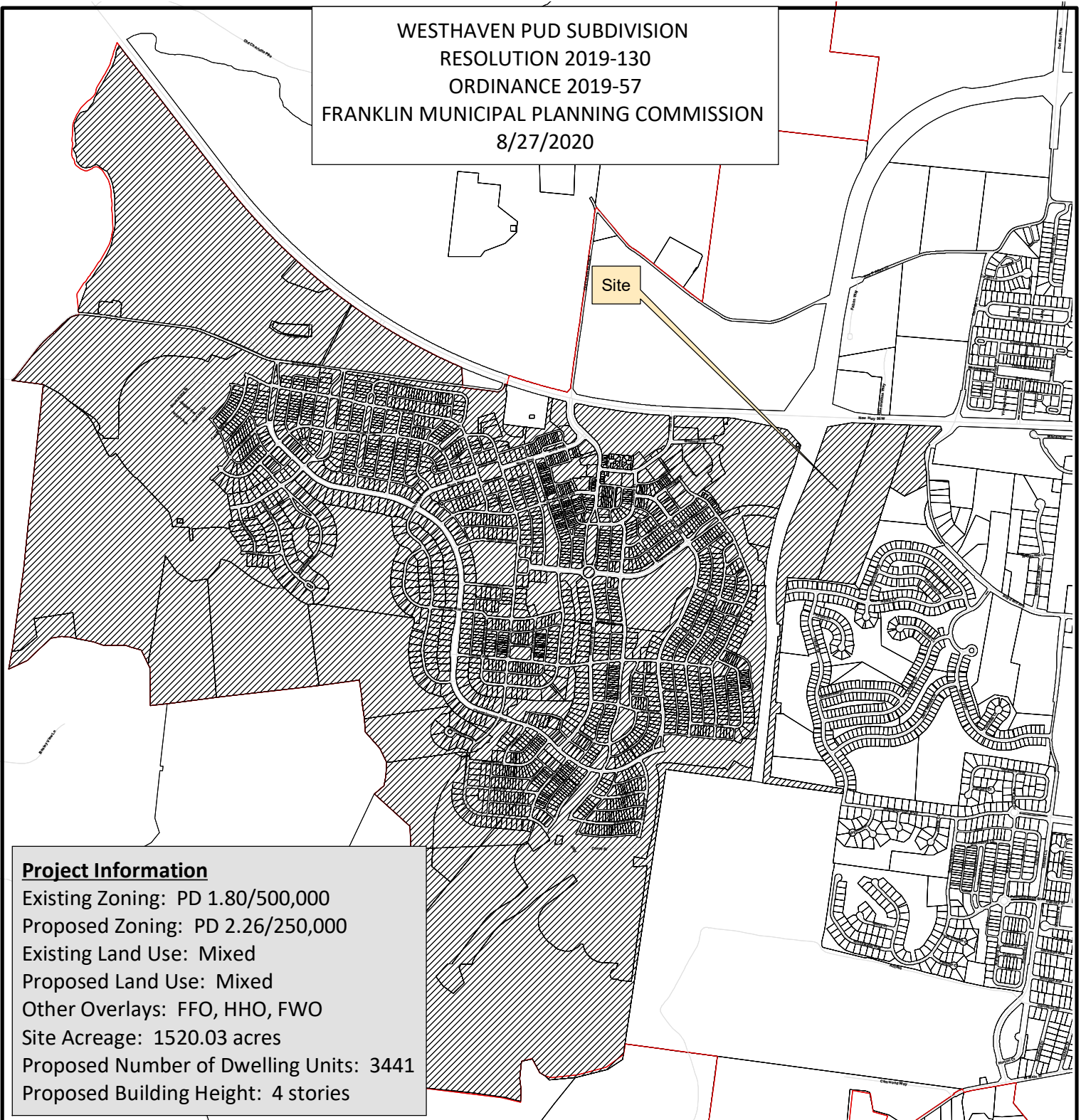
FINANCIAL IMPACT:

Unknown.

RECOMMENDATION:

Staff recommends that the Board of Mayor and Aldermen approve Ordinance 2019-57.

WESTHAVEN PUD SUBDIVISION
 RESOLUTION 2019-130
 ORDINANCE 2019-57
 FRANKLIN MUNICIPAL PLANNING COMMISSION
 8/27/2020



Project Information

Existing Zoning: PD 1.80/500,000
 Proposed Zoning: PD 2.26/250,000
 Existing Land Use: Mixed
 Proposed Land Use: Mixed
 Other Overlays: FFO, HHO, FWO
 Site Acreage: 1520.03 acres
 Proposed Number of Dwelling Units: 3441
 Proposed Building Height: 4 stories

- | | |
|--|---------------------------------------|
| Westhaven PUD Subdivision, Revision 5 | SD-R Specific Development-Residential |
| AG Agricultural District | SD-X Specific Development-Variety |
| ER Estate Residential | OR Office Residential District |
| R-1 Residential District | GO General Office District |
| R-2 Residential District | CC Central Commercial District |
| R-3 Residential District | NC Neighborhood Commercial District |
| R-6 Residential District | GC General Commercial District |
| RM-10 Attached 10 Residential District | LI Light Industrial District |
| RM-15 Attached 15 Residential District | HI Heavy Industrial District |
| RM-20 Attached 20 Residential District | CI Civic and Institutional District |



0 500 1,000 2,000 3,000 4,000
 Feet

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ORDINANCE 2019-57

AN ORDINANCE TO REZONE 1520.03 ACRES FROM PLANNED DEVELOPMENT (PD 1.80/500,000) DISTRICT AND DETACHED RESIDENTIAL 1 (R-1) DISTRICT TO PLANNED DEVELOPMENT (PD 2.26/250,000) DISTRICT FOR THE PROPERTY LOCATED SOUTH OF HIGHWAY 96 WEST AND WEST OF BOYD MILL PIKE, (WESTHAVEN PUD SUBDIVISION)

WHEREAS, the City of Franklin, Tennessee, encourages responsible growth and the sensible transition of land uses and densities; and

WHEREAS, the Planned District provides zoning for land uses compatible with both the Franklin Land Use Plan and surrounding development; and

WHEREAS, the Board of Mayor and Aldermen (BOMA) of the City of Franklin, Tennessee, adopted Resolution 2019-130, approving a Development Plan as required by the Franklin Zoning Ordinance; and

WHEREAS, the zoning has been reviewed and approved by BOMA after a public hearing and a recommendation by the Franklin Municipal Planning Commission.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF MAYOR AND ALDERMEN OF THE CITY OF FRANKLIN, TENNESSEE, AS FOLLOWS:

SECTION I. That the following described property shall be, and is hereby, rezoned from its present zoning classification of PD (1.80, 500,000) And Detached Residential 1 (R-1) District to PD (2.26, 250,000) District.

PREMISES CONSIDERED	
Map-Parcel	Acres
64 28,28.02,12,23.01, 23.02,25.02 Map 77 1,1.01,1.02, 1.03,10.4 Map 64O A-G Map 77B A-G	1513.91
Map 64, 28.02	7.27
TOTAL	1520.03

SECTION II. That the attached Location Map and Survey shall serve the purpose of further delimiting the geographical boundaries as described by this Ordinance.

SECTION III. BE IT FINALLY ORDAINED by the Board of Mayor and Aldermen of the City of Franklin, Tennessee, that this Ordinance shall take effect from and after its passage on third and final reading, the health, safety, and welfare of the citizens requiring it.

ATTEST:

CITY OF FRANKLIN, TENNESSEE:

By: _____
Eric S. Stuckey
City Administrator/Recorder

By: _____
Dr. Ken Moore
Mayor

Approved as to form by:

Shauna R. Billingsley
City Attorney

PLANNING COMMISSION RECOMMENDED:

PASSED FIRST READING:

PUBLIC HEARING HELD:

PASSED SECOND READING:

PASSED THIRD READING:

WESTHAVEN PUD SUBDIVISION
 ORDINANCE 2019-57
 RESOLUTION 2019-130
 FRANKLIN MUNICIPAL PLANNING COMMISSION
 8/27/20

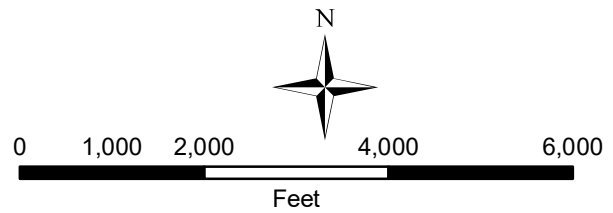
Site

Project Information

Existing Zoning: PD 1.80/500,000
 Proposed Zoning: PD 2.26/250,000
 Existing Land Use: Mixed
 Proposed Land Use: Mixed
 Other Overlays: FFO, FWO, HHO
 Site Acreage: 1520.03 acres
 Proposed Number of Dwelling Units: 3441
 Proposed Building Height: 4 stories max

- | | |
|--------------------------------|------------------------------------|
| Westhaven PUD | OR Office Residential District |
| AG Agricultural District | CI Civic Institutional District |
| ER Estate Residential District | NC Neighborhood Commercial |
| R1 Residential 1 District | CC Central Commercial District |
| R2 Residential 2 District | DD Downtown District |
| R3 Residential 3 District | 1ST Avenue District |
| R4 Residential 4 District | 5TH Avenue District |
| R6 Residential 6 District | RC6 Regional Commerce 6 District |
| MR Mixed Residential District | RC12 Regional Commerce 12 District |
| PD Planned District | GO General Office District |

- | |
|------------------------------|
| LI Light Industrial District |
| HI Heavy Industrial District |



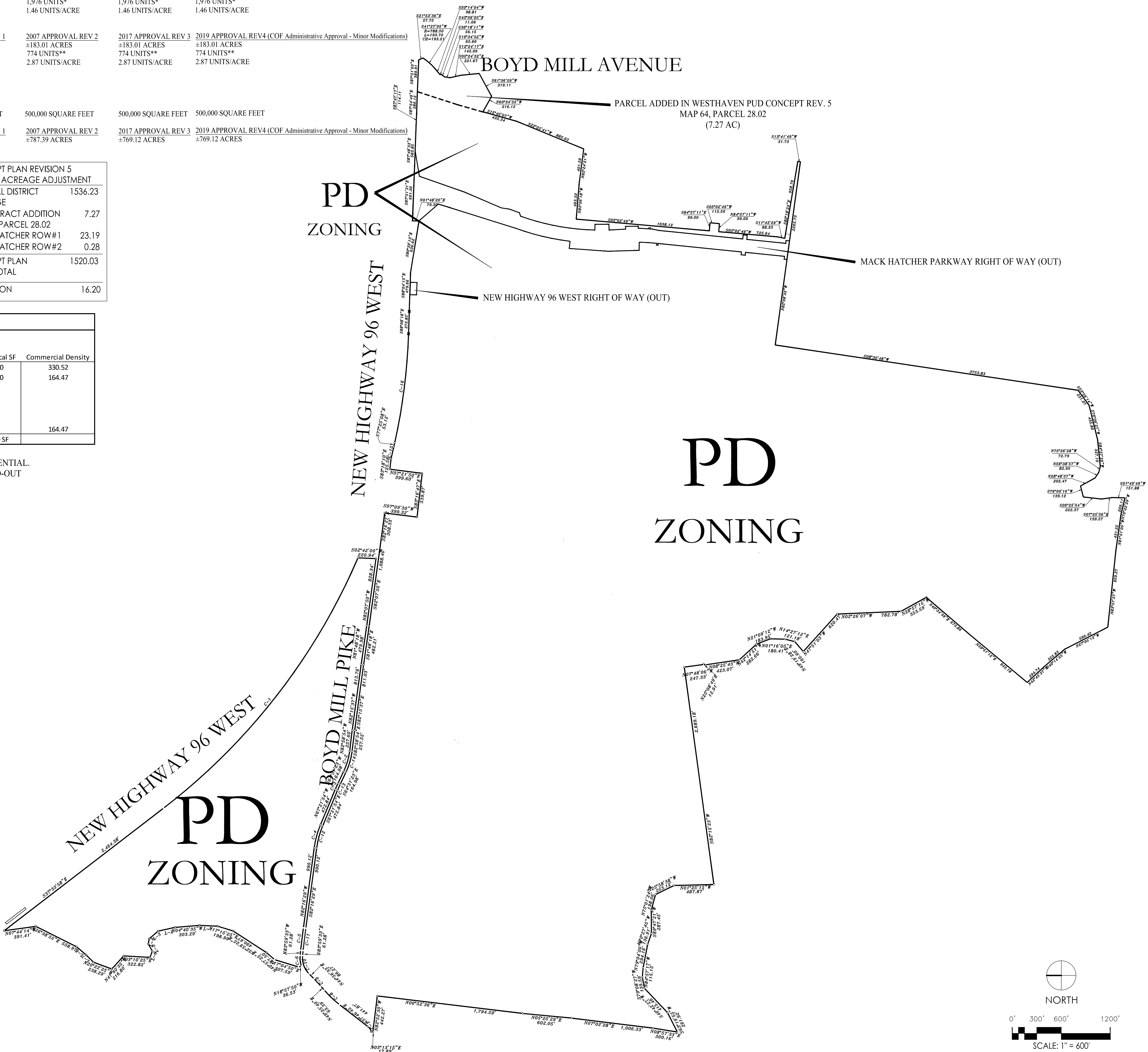
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A. TOTAL SITE ACREAGE		1,520.03 ACRES				
B. PREVIOUS APPROVALS						
PLANNED RESIDENTIAL (PR) DEVELOPMENT		2001 APPROVAL	2003 APPROVAL REV 1	2007 APPROVAL REV 2	2017 APPROVAL REV 3	2019 APPROVAL REV4 (COF Administrative Approval - Minor Modifications)
TOTAL ACREAGE		=1,305.39 ACRES	=1,359.00 ACRES	=1,354.17 ACRES	=1,354.17 ACRES	=1,354.17 ACRES
PROPOSED NUMBER OF DWELLING UNITS*		1,565 UNITS	1,976 UNITS*	1,976 UNITS*	1,976 UNITS*	1,976 UNITS*
GROSS DENSITY		1.20 UNITS/ACRE	1.46 UNITS/ACRE	1.46 UNITS/ACRE	1.46 UNITS/ACRE	1.46 UNITS/ACRE
*DOES NOT INCLUDE ALLOWABLE ACCESSORY APARTMENTS ("GRANNY FLATS").						
PLANNED COMMERCIAL (PC) DEVELOPMENT		2001 APPROVAL	2003 APPROVAL REV 1	2007 APPROVAL REV 2	2017 APPROVAL REV 3	2019 APPROVAL REV4 (COF Administrative Approval - Minor Modifications)
TOTAL ACREAGE		=230.84 ACRES	=177.23 ACRES	=183.01 ACRES	=183.01 ACRES	=183.01 ACRES
PROPOSED NUMBER DWELLING UNITS		435 UNITS	774 UNITS**	774 UNITS**	774 UNITS**	774 UNITS**
GROSS DENSITY		1.88 UNITS/ACRE	2.96 UNITS/ACRE	2.87 UNITS/ACRE	2.87 UNITS/ACRE	2.87 UNITS/ACRE
**INCLUDES UP TO FIVE HUNDRED (500) TOTAL PERMITTED CONDOMINIUM UNITS, APARTMENT UNITS, AND LIVE/WORK UNITS AND UP TO TWO HUNDRED AND FIFTY (250) TOTAL PERMITTED SENIORS HOUSING UNITS INCLUDING INDEPENDENT LIVING AND ELDERLY HOUSING UNITS.						
TOTAL PROPOSED COMMERCIAL SPACE		500,000 SQUARE FEET	500,000 SQUARE FEET	500,000 SQUARE FEET	500,000 SQUARE FEET	500,000 SQUARE FEET
OPEN SPACE ACREAGE		2001 APPROVAL =813.44 ACRES	2003 APPROVAL REV 1 =706.50 ACRES	2007 APPROVAL REV 2 =787.39 ACRES	2017 APPROVAL REV 3 =769.12 ACRES	2019 APPROVAL REV4 (COF Administrative Approval - Minor Modifications) =769.12 ACRES

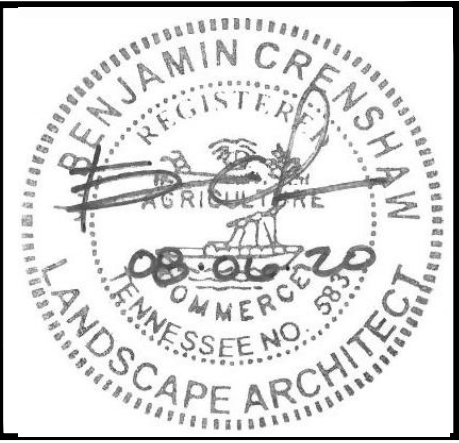
C. CURRENT CONCEPT PLAN - REV 5			
TOTAL ACREAGE (PD DISTRICT)		1520.03	CONCEPT PLAN REVISION 5 DISTRICT ACREAGE ADJUSTMENT ORIGINAL DISTRICT ACREAGE 1536.23 JEWELL TRACT ADDITION 7.27 MAP 64 PARCEL 28.02 MACK HATCHER ROW#1 23.19 MACK HATCHER ROW#2 0.28 CONCEPT PLAN REV. 5 TOTAL 1520.03 REDUCTION 16.20
TOTAL NUMBER DWELLING UNITS		3441 UNITS	
GROSS RESIDENTIAL DENSITY		2.26 UNITS/ACRE	
PROPOSED COMMERCIAL SPACE		250,000 SQUARE FEET	
OPEN SPACE ACREAGE		±770.51 ACRES	

Westhaven PUD Entitlements					
Westhaven PUD Entitlements					
	Area (Ac)	Residential Units	Residential Density	Commerical SF	Commercial Density
Existing (Revision 4)	1512.76	2750	1.82	500000	330.52
Proposed (Revision 5)	1520.03	3441	2.26	250000	164.47
J&J Farms Proposed Entitlements					
Area	7.27				
Density			2.26		164.47
Net Proposed Entitlements		16,43 Units		1195.69 SF	

NOTE:
PROPOSED ENTITLEMENT TOTALS ARE NOTING MAXIMUM BUILD-OUT POTENTIAL.
THE DEVELOPMENT PLAN BEING PROVIDED DOES NOT SHOW A FULL BUILD-OUT
OF THESE ENTITLEMENTS.



SOUTHERN LAND COMPANY
Southern Land Company, LLC
3990 Hillsboro Pk. Sulte 400 - Nashville, Tennessee 37215
Office (615) 778-3150 - Fax (615) 778-2875 - www.southernland.com



**WESTHAVEN PUD SUBDIVISION - REZONING
REZONING APPLICATION**
FIFTH CIVIL DISTRICT
CITY OF FRANKLIN, WILLIAMSON COUNTY, TENNESSEE

REVISIONS:	
1	03/05/20: REVISED PER CITY COMMENTS
2	04/02/20: REVISED PER CITY COMMENTS
3	05/07/20: REVISED PER CITY COMMENTS
4	06/04/2020 FMPC DEFERRAL
5	07/02/2020 FMPC DEFERRAL
6	08/06/2020 FMPC DEFERRAL
DATE: 012/09/19	
JOB #: 1143-04	
PROJECT #: COF #7154	

**PD ZONING
DISTRICT
BOUNDARY PLAN**

SHEET NO.
L3.00



File #: 20-01036

DATE: August 18, 2020
TO: Board of Mayor and Aldermen
FROM: Emily Wright, Planning Director
Amy Diaz-Barriga, Planning Supervisor

SUBJECT:

Consideration Of Resolution 2019-130, A Resolution Approving A Revised Development Plan For Westhaven PUD Subdivision For The Property Located South Of Highway 96 West And West Of Boyd Mill Pike.
FMPC 8/27/20, 6-0

PURPOSE:

Project Information

COF Project Number: 7133
Applicant: Southern Land Company, LLC, Richard Burge
Owner: 96 West Holdings, LLC, Brian Sewell

BACKGROUND/STAFF COMMENTS:

This item was deferred at the May 28, June 25, and July 23, 2020 Franklin Municipal Planning Commission meetings.

This development plan revision is consistent with Envision Franklin and maintains the vision of the original concept for the Westhaven development. The area is in Envision Franklin Design Concepts of Mixed Residential and Neighborhood Mixed Use.

The Mixed Residential design concept contains residential neighborhoods with a combination of single family dwellings, big houses, duplexes and townhomes. The defined character across this design concept may vary by neighborhood, but new development should transition from existing development patterns in adjacent neighborhoods.

The Neighborhood Mixed Use design concept provides a diverse mix of high activity uses with a connected and walkable block layout. These centers and corridors should have coordinated development patterns at a pedestrian scale, with high quality architecture, plazas, sidewalks, and pedestrian and bicycle amenities to activate the street and connect these gathering places to the residential neighborhoods they support.

The proposed development plan is consistent with the goals and guidelines of Envision Franklin. This proposal changes commercial entitlements from 500,000 square feet to 250,000 square feet. 178,902 commercial square feet currently exist, leaving 71,098 for future commercial development.

The residential unit count reflects a reduction from the original request of 3,516 residential units. It is

an increase to 3,444 residential units from the current entitlement of 2,750 residential units. An additional 7 acres are being added to the project area from the previous approved development plan.

In addition to scaling back on the additional residential units requested with this revision, the development plan no longer proposes gas pumps.

Westhaven PUD Subdivision, Development Plan, Revision 4 was approved administratively in December 2019.

PROJECT CONSIDERATIONS:

Westhaven is proposing a flexibility in their unit types of 20%; therefore the actual number of each unit type could vary by 20% without returning to FMPC or BOMA for approval, but the overall total count of residential units will not increase. For example, the current plan shows 150 townhomes, a variation of 20% would be an additional 30 townhomes. So, the actual total of number of townhomes could be 180. The current plan shows a total of 895 single family homes, this could decrease as much as 179 units to a total of 716 dwelling units.

The plan shown in the submitted documents do not show all entitlements asked for by the applicant. Their entitlement request is a maximum, but full build out is not portrayed on their plans.

PROCEDURAL REQUIREMENTS:

1. The applicant shall upload the corrected plan to the online plan review website (<https://franklin.contractorsplanroom.com/secure/>). All revisions to the approved plans shall be "clouded." With the resubmittal, each condition of approval/open issue in the online plan review system shall contain a full response from the applicant as to the satisfaction or completion of that condition.
2. The city's project identification number shall be included on all correspondence with any city department relative to this project.

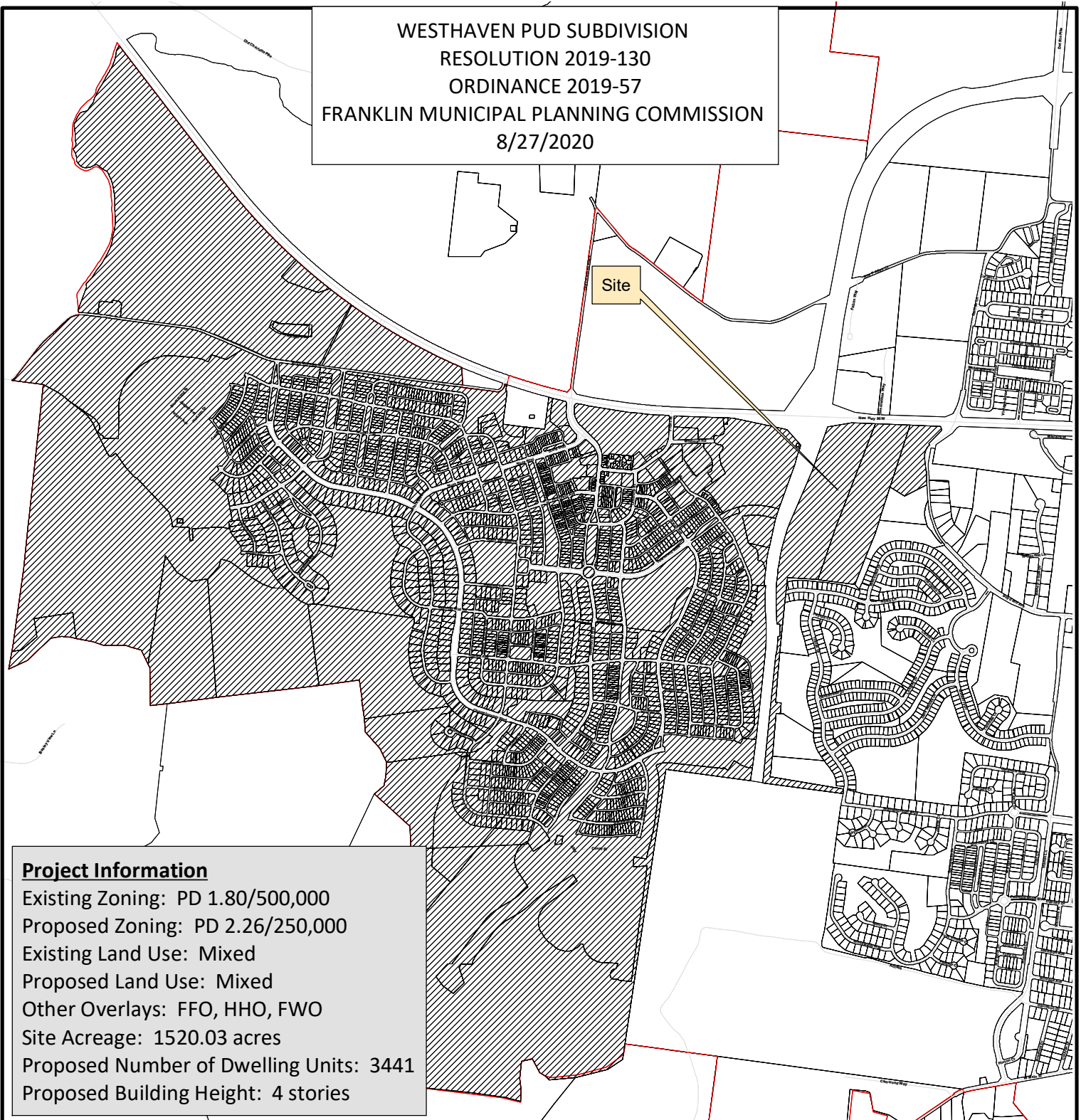
FINANCIAL IMPACT:

Unknown.

RECOMMENDATION:

Staff recommends that the Board of Mayor and Aldermen approve with conditions of Resolution 2019-130. See attached sheets for Conditions of Approval.

WESTHAVEN PUD SUBDIVISION
 RESOLUTION 2019-130
 ORDINANCE 2019-57
 FRANKLIN MUNICIPAL PLANNING COMMISSION
 8/27/2020



Project Information

Existing Zoning: PD 1.80/500,000
 Proposed Zoning: PD 2.26/250,000
 Existing Land Use: Mixed
 Proposed Land Use: Mixed
 Other Overlays: FFO, HHO, FWO
 Site Acreage: 1520.03 acres
 Proposed Number of Dwelling Units: 3441
 Proposed Building Height: 4 stories

- | | |
|--|---------------------------------------|
| Westhaven PUD Subdivision, Revision 5 | SD-R Specific Development-Residential |
| AG Agricultural District | SD-X Specific Development-Variety |
| ER Estate Residential | OR Office Residential District |
| R-1 Residential District | GO General Office District |
| R-2 Residential District | CC Central Commercial District |
| R-3 Residential District | NC Neighborhood Commercial District |
| R-6 Residential District | GC General Commercial District |
| RM-10 Attached 10 Residential District | LI Light Industrial District |
| RM-15 Attached 15 Residential District | HI Heavy Industrial District |
| RM-20 Attached 20 Residential District | CI Civic and Institutional District |



0 500 1,000 2,000 3,000 4,000
 Feet

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RESOLUTION 2019-130

A RESOLUTION APPROVING A REVISED DEVELOPMENT PLAN FOR WESTHAVEN PUD SUBDIVISION FOR THE PROPERTY LOCATED SOUTH OF HIGHWAY 96 WEST AND WEST OF BOYD MILL PIKE

WHEREAS, the Planned Unit Development (PUD) process is a review procedure that is intended to encourage innovative land planning and design and avoid the monotony sometimes associated with large developments by:

- (a) Reducing or eliminating the inflexibility that sometimes results from strict application of zoning standards that were designed primarily for individual lots;
- (b) Allowing greater freedom in selecting the means to provide access, light, open space, and design amenities;
- (c) Encouraging a sensitive design that respects the surrounding established land use character and natural or man-made features of the site including, but not limited to, trees, historic features, streams, hillsides, and floodplains;
- (d) Promoting quality design and environmentally sensitive development by allowing development to take advantage of special site characteristics, locations, and land uses; and
- (e) Allowing deviations from certain zoning standards that would otherwise apply if not contrary to the general spirit and intent of this ordinance; and

WHEREAS, the PUD process requires the approval of a Development Plan that is reviewed and approved by the Board of Mayor and Aldermen (BOMA) after a public hearing and a recommendation by the Franklin Municipal Planning Commission (FMPC).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF MAYOR AND ALDERMEN OF THE CITY OF FRANKLIN, TENNESSEE, AS FOLLOWS:

SECTION I. That the legal description of the property included in the Development Plan, as amended, is as follows:

PREMISES CONSIDERED	
Map-Parcel	Acres
64 28,28.02,12,23.01, 23.02,25.02 Map 77 1,1.01,1.02, 1.03,10.4 Map 64O A-G Map 77B A-G	1513.91
Map 64, 28.02	7.27
Total	1520.03

SECTION II: That the attached Location Map and Survey shall serve the purpose of further delimiting the geographical boundaries as described by this Resolution.

SECTION III: That the overall entitlements, as amended, for the Westhaven PUD Subdivision are as follows:

Entitlements	Westhaven
Base Zone District	PD (2.26, 250,000)
Other Zoning Overlays	FFO, FWO, HHO
Number of Dwelling Units	3441
Number of Nonresidential Square Footage	250,000
Open Space Requirements	770.04
Original Development Plan Approval	Ordinance No. 2001-11 Date of approval: 6/19/2001
Revision Number	5

SECTION IV: That the Development Plan, the exhibits accompanying the Development Plan, and all conditions and restrictions placed upon the Development Plan by the Franklin Municipal Planning Commission and this Board shall be made a part of this Resolution as though copied verbatim herein, and that a permanent record of the Development Plan, the exhibits accompanying the Development Plan, and all such conditions and restrictions shall be kept in the Franklin Planning and Sustainability Department.

SECTION V. That this Resolution shall take effect from and after its passage on its first and final reading, the health, safety, and welfare of the citizens requiring it.

ERIC S. STUCKEY
City Administrator

DR. KEN MOORE
Mayor

Approved as to form by:

Sauna R. Billingsley
City Attorney

PREAPPLICATION CONFERENCE:

10/8/2019

BOMA/FMPC JOINT CONCEPTUAL WORKSHOP:

12/12/2019

NEIGHBORHOOD MEETING:

10/17/2019

PLANNING COMMISSION RECOMMENDED APPROVAL:

PUBLIC HEARING AND BOMA APPROVAL:

WESTHAVEN PUD SUBDIVISION
 ORDINANCE 2019-57
 RESOLUTION 2019-130
 FRANKLIN MUNICIPAL PLANNING COMMISSION
 8/27/20

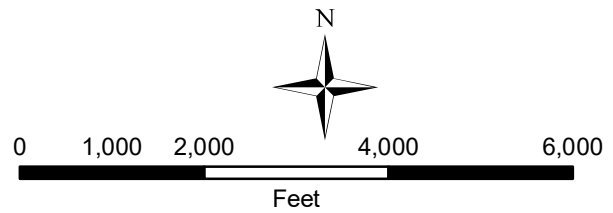
Site

Project Information

Existing Zoning: PD 1.80/500,000
 Proposed Zoning: PD 2.26/250,000
 Existing Land Use: Mixed
 Proposed Land Use: Mixed
 Other Overlays: FFO, FWO, HHO
 Site Acreage: 1520.03 acres
 Proposed Number of Dwelling Units: 3441
 Proposed Building Height: 4 stories max

- | | |
|--------------------------------|------------------------------------|
| Westhaven PUD | OR Office Residential District |
| AG Agricultural District | CI Civic Institutional District |
| ER Estate Residential District | NC Neighborhood Commercial |
| R1 Residential 1 District | CC Central Commercial District |
| R2 Residential 2 District | DD Downtown District |
| R3 Residential 3 District | 1ST Avenue District |
| R4 Residential 4 District | 5TH Avenue District |
| R6 Residential 6 District | RC6 Regional Commerce 6 District |
| MR Mixed Residential District | RC12 Regional Commerce 12 District |
| PD Planned District | GO General Office District |

- | |
|------------------------------|
| LI Light Industrial District |
| HI Heavy Industrial District |



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 It was compiled from the most authentic information available.
 The City is not responsible for any errors or omissions contained herein.
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CONDITIONS OF APPROVAL:

Open Issues: 8 These issues are currently being filtered

Boyd Mill

General Issues

99. Boyd Mill

joe.marlo@franklin.tn.gov

The traffic study states the following:

"The section of Boyd Mill Avenue just south of its intersection with Highway 96 has an existing curve that is signed for 20 mph. Proposed Site Access C is planned provide a connection to the Eastern Property of the project site via Boyd Mill Avenue. The approximate location of Site Access C is shown in Figure 7. As shown, the site access will be located approximately 280 feet south of the middle of the existing curve in Boyd Mill Avenue. Based on the proposed location of Site Access C and the current speed limit of 30 mph, it appears that adequate sight distance (200 feet for stopping sight distance and 335 feet for intersection sight distance) will be available for traffic turning from Site Access C onto Boyd Mill Avenue.

Because the curve requires a reduction in speed below the 30 mph speed limit it would be ideal to realign Boyd Mill Avenue in order to straighten the road and eliminate the curve. However, this would require a significant shift of the roadway to the east which would require additional right-of-way on the east side of the current alignment of Boyd Mill Pike and would be a substantial roadway construction project. It is recommended that this realignment be considered if the property on the east side of Boyd Mill Avenue is redeveloped in the future or as a future capital project for the City of Franklin."

The City of Franklin requires the frontage improvements to Boyd Mill Ave upon connection by the developer. This requires bringing the road up to collector standards including the following:

- 35 mph design speed for both vertical and horizontal alignments
- 12 travel and turn lanes (left turn lanes are required on minor collector roadways)
- Curb and gutter on both sides
- Bike lanes on both sides
- 6' grass strip on both sides
- 6' sidewalk on both sides

17 BOYD MILL AVENUE HIGHWAY 96 WEST (SR-96W) TO FRANKLIN GREEN PARKWAY

Boyd Mill Avenue is a major collector that needs to be upgraded to City standards. The upgrade will occur from Highway 96 West (SR-96W) and Franklin Green Parkway. Boyd Mill is a key residential roadway that moves residents from their neighborhood to Highway 96 so they can access the larger network and get through the City or to the interstate. The 2015 LOS is C. The 2040 LOS after improvements changes the LOS to B.



PROJECT OVERVIEW

OVERALL COST:	\$3,300,000
TIME FRAME:	Short
PROJECT DRIVER:	City of Franklin

PROJECT CHARACTER

FUNCTIONAL CLASSIFICATION:	Minor Collector
SEGMENT LENGTH:	0.48 miles
EXISTING LANES:	2
PROPOSED LANES:	2
PROPOSED RIGHT OF WAY:	79 feet

PROJECT SPECIFICS

LANE WIDTH:	12 feet
MEDIAN:	No
CURB & GUTTER:	Yes
PARKING:	No
PEDESTRIAN FACILITY:	Sidewalk (East and West Side)
BICYCLE FACILITY:	Bike-lane (East and West Side)
TRANSIT FACILITY:	No

126

CONNECT FRANKLIN: A Comprehensive Transportation Network Plan

The developer may request a road impact offset agreement for the fees being paid by this development to design and construct this roadway. The agreement must be presented to the Board of Mayor and Aldermen in conjunction with this development plan.

The construction of Boyd Mill shall occur in conjunction with the development of the adjacent parcel.

Engineering - Development Plan Checklist

General Issues

59. B. General Information

- joe.marlo@franklintn.gov A meeting was held on 5-18-20 to discuss the Traffic Impact Study and the required improvements in addition to the improvements on Boyd Mill. The developer is responsible for the following improvements:
- A traffic signal at Stonewater Blvd and SR 96 should be installed at approximately 25% buildout of proposed Western Property development. When installed, the traffic signal should include protected/permissive left-turn signal phasing for the westbound approach of Highway 96. The traffic signal should also include a right-turn overlap for the northbound approach of Stonewater Boulevard.
 - At SR 96 @ Mack Hatcher, install an additional eastbound left on Hwy 96. The City will coordinate with TDOT and attempt to incorporate this into the current construction of the intersection.
 - Install a southbound left on Mack Hatcher at the Townsend Boulevard/Access A intersection. The City will coordinate with TDOT and attempt to incorporate this into the construction of the intersection.

Parks

General Issues

40. Parkland Impact Fee

kevinl@franklintn.gov

A parkland note must be added to one of the site data charts or in a clouded area.

ADD-

Parkland Note:

766 units x \$4,304=\$3,296,864

25% of the total shall be due at the final plat which includes the 2751 dwelling unit plus pro rated permit amount with in the plat for what units are being delivered in the first plat.

Parkland Impact fees are being requested through Parkland Impact Agreement.

The Parkland Impact Agreement has been received and is under review at this time 5-12-20.

Applicant shall add to the plan set at OneStop.

110. Parkland information

kevinl@franklintn.gov

The Parkland Agreement has been approved by Law. Once the development plan goes to the BOMA and approved by the BOMA then it will be sent out for signatures to the applicant and back to Law for execution.

Planning

General Issues

105. Provide detail

amy.diaz-
barriga@franklintn.gov

Prior to One Stop, Applicant shall list the number of single-family/duplex and townhome units actually shown on the plan as drawn. Staff suggests listing this information in one of the areas shown below, from page CP-3.

Westhaven PUD Additional Lot Comparison Chart

	Concept Plan Rev 4	Concept Plan Rev 5
Residential Entitlements		
Westhaven West of Mack Hatcher (Original PUD)	2750	3025
Jewell Property (Original PUD)	0	400
J & J Farms (7.27 Acres Added to PUD)	0	16*
Total	2750	3441
Commercial Entitlements		
Westhaven West of Mack Hatcher	500000	250000
Jewell Property	0	0
J & J Farms (7.27 Acres)	0	0
Total	500000	250000

*Approximate Total Based on Total Density of PUD Applied to 7.27 Acres
Proposed Lot Configuration Crosses Original PUD Boundary.

NOTES:

1. THIS CONCEPT PLAN UPDATE PROPOSES AN INCREASE IN RESIDENTIAL DWELLING UNITS OF 691.
2. THIS CONCEPT PLAN UPDATE PROPOSES A DECREASE IN ALLOWED COMMERCIAL SPACE OF 250,000 SQUARE FEET.

109. detail of provided open space

amy.diaz-
barriga@franklin.tn.gov

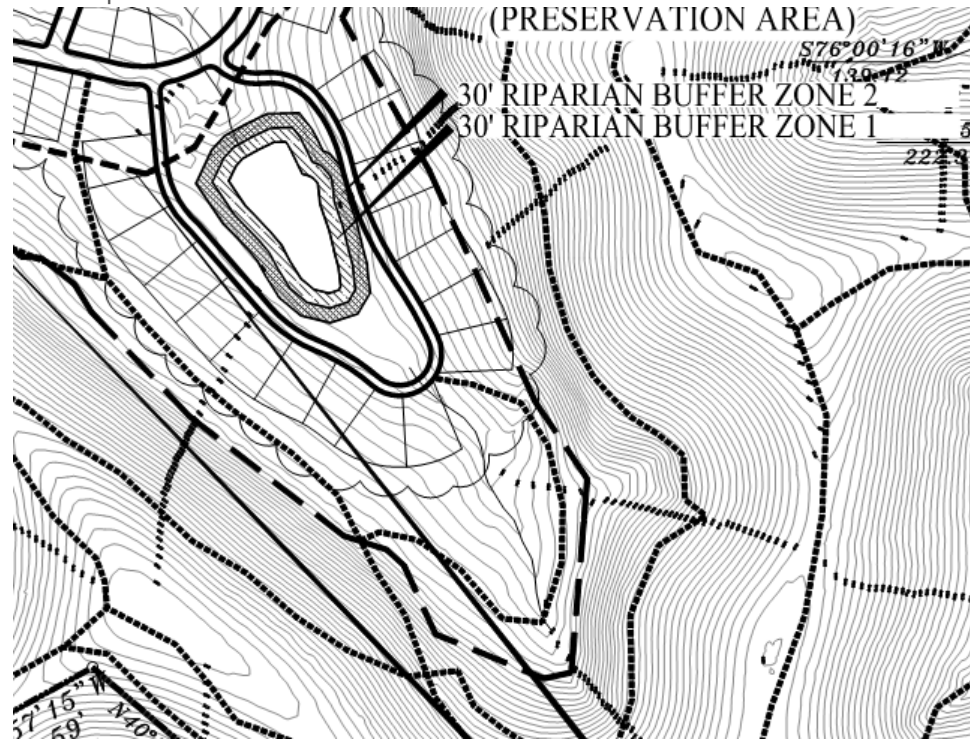
Applicant shall add a radius graphic, showing the distance from all proposed open spaces from one another.

Westhaven has previously described their open spaces as all being within 0.25 mile walk from any residential unit. Provide this graphic to show how all not-yet-constructed open spaces on the development plan align with this statement.

111. Street frontage for lots

amy.diaz-
barriga@franklin.tn.gov

The lots shown below are to have frontage onto a street, not an alley or mews. **At site plan**, the street classification will be identified and the appropriate ROW width provided. This comment does not hinder approval of the Development, or approval at One-Stop.



Water/Sewer

General Issues

49. Sanitary sewer

ben.mcneil@franklin.tn.gov This comment is to remain open as a reminder to staff. It does not hinder the approval of the proposed plan..

Condition of approval for Planning commission and BOMA

It is understood that the applicant is currently engaged in sanitary sewer analyses for Westhaven. The Water Management Department is aware of the progress of these studies and await the results.

The owner/developer should be advised that obtaining approval of this development plan revision before the studies are completed and before required infrastructure improvements are identified will require the owner/developer to accept full financial responsibility for the cost of any infrastructure upgrades identified by the sewer studies and agreed to by the City of Franklin.

After the development plan revision has been approved and after identification of sanitary sewer upgrades required, the owner/developer can make a request to the Board of Mayor and Aldermen for the city to participate in the cost of the upgrades, if Westhaven is not the sole contributor to the capacity issues. At such time, a resolution would have to be brought forth to the Board of Mayor and Aldermen requesting the city partner with Westhaven to some extent on the upgrades. Thus, approval of this development plan prior to completion of the sanitary sewer studies is at the risk of the owner/developer.

A. TOTAL SITE ACREAGE	1,520.03 ACRES
B. PREVIOUS APPROVALS	
PLANNED RESIDENTIAL (PR) DEVELOPMENT	
TOTAL ACREAGE	2001 APPROVAL 11,365.39 ACRES
PROPOSED NUMBER OF DWELLING UNITS*	2003 APPROVAL REV 1 1,565 UNITS*
GROSS DENSITY	2007 APPROVAL REV 2 146 UNITS/ACRE
DOES NOT INCLUDE ALLOWABLE ACCESSORY ADJUTMENTS (GRANNY FLATS)	
PLANNED COMMERCIAL (PC) DEVELOPMENT	
TOTAL ACREAGE	2001 APPROVAL 4230.84 ACRES
PROPOSED NUMBER DWELLING UNITS	2003 APPROVAL REV 1 435 UNITS
GROSS DENSITY	2007 APPROVAL REV 2 1.88 UNITS/ACRE
**INCLUDES UP TO FIVE HUNDRED (500) TOTAL PERMITTED CONDOMINIUM UNITS, APARTMENT UNITS, AND LIVE/WORK UNITS AND UP TO TWO HUNDRED AND FIFTY (250) TOTAL PERMITTED SENIORS HOUSING UNITS INCLUDING INDEPENDENT LIVING AND ELDERLY HOUSING UNITS.	
TOTAL PROPOSED COMMERCIAL SPACE	500,000 SQUARE FEET
OPEN SPACE ACREAGE	2001 APPROVAL 4813.44 ACRES
2003 APPROVAL REV 1 2706.50 ACRES	
2007 APPROVAL REV 2 2787.39 ACRES	
2017 APPROVAL REV 3 2769.12 ACRES	
2019 APPROVAL REV 4 (COF Administrative Approval - Minor Modifications)	

C. CURRENT CONCEPT PLAN - REV 5	
TOTAL ACREAGE (PD DISTRICT)	1520.03
TOTAL NUMBER DWELLING UNITS	3441 UNITS
GROSS RESIDENTIAL DENSITY	2.28 UNITS/ACRE
PROPOSED COMMERCIAL SPACE	250,000 SQUARE FEET
OPEN SPACE ACREAGE	4770.51 ACRES

General Notes

- Refer to the traffic study being completed by KCI Technologies Inc. consultants submitted concurrently for the said study report generated by the proposed development.
- Street servicing this project shall be public.
- The applicant will dedicate the necessary utility easements for the installation of public utilities.
- The nearest police station is located at 900 Columbia Avenue, which is approximately 3.0 miles from the development.
- The nearest city fire station is located within Westhaven in the corner of Trout Street and 11th Street.
- The nearest park and recreational facilities are located approximately 1.3 miles southeast of the development on Boyd Mill Avenue at Jim Wynn Park. The Williamson County Soccer Association game fields are located adjacent to Trout Creek Drive. Check Park and the Williamson County Recreation Center are approximately 4 miles from the development.
- Refuse collector and disposal shall be provided by the City of Franklin.
- Stormwater detention facilities will be constructed to minimize impacts of increased runoff on downstream properties. The existing and proposed tanks will be used for the majority of all detention/retention requirements.
- The applicant will cooperate with the City of Franklin Sewer and Water Department and 10th & 15th Utility District to provide adequate utility infrastructure to this development.
- Lighting will be provided to ensure safe movement of pedestrians, vehicles and for security purposes. Street lighting shall be designed by a registered Professional Engineer. Directional lighting will be designed so as to minimize glare and reflection on adjacent properties.
- Proposed lighting shall include:
 - *Minimum street lighting of street.
 - *Lighting of identification signage located at development and neighborhood entrances.
 - *Gate station entrance lighting.
 - *Central Village Green and courtyard lighting.

LEGEND

AREAS OF COMPLETED/PLANNED SECTIONS

AREAS OF APPROVED SECTIONS

30' RIPARIAN BUFFER ZONE 1
PER TDEC/COF STANDARDS

30' RIPARIAN BUFFER ZONE 2
PER TDEC/COF STANDARDS

Proposed Product Type Comparison	Revision 4	Revision 5
Single-Family/Townhome/Duplex-Completed	2116	2116
Single-Family/Duplex-To-Go	269**	842**
Townhome	**	341*
Senior Housing	250	0*
Apartment/Condominium/Multifamily	95	312*
Live/Work	20	30*
Total	2481	3441

*Note: 20 Total Live/Work Units to date Existing or Approved.
*Note: Individual product types may vary by 20% of listed totals without Planning Commission Approval. The overall total of these product types may not vary and must remain 3,441.
**Note: Townhome numbers for Revision 4 included in the Single-Family/Duplex - to go totals have been separated for revisions 5.

Westhaven PUD Additional Lot Comparison Chart	Concept Plan Rev. 4	Concept Plan Rev. 5
Residential Entitlements		
Westhaven West of Mack Hatcher (Original PUD)	2750	3025
Jewell Property (Original PUD)	0	406
A & J Farms (7.27 Acres Added to PUD)	0	34*
Total	2750	3441
Commercial Entitlements		
Westhaven West of Mack Hatcher (Jewell Property)	500,000	250,000
A & J Farms (7.27 Acres)	0	0
Total	500,000	250,000

*Approximate Total Based on Total Density of PUD Applied to 7.27 Acres Proposed Lot Configuration Crosses Original PUD Boundary.

NOTES:

- THIS CONCEPT PLAN UPDATE PROPOSES AN INCREASE IN RESIDENTIAL DWELLING UNITS OF 691.
- THIS CONCEPT PLAN UPDATE PROPOSES A DECREASE IN ALLOWED COMMERCIAL SPACE OF 250,000 SQUARE FEET.
- AREAS SHOWN AT RIGHT WITHIN CLOUDS GRAPHICALLY INDICATE REVISIONS TO CONCEPT PLAN WHEN COMPARED TO 2017 REVISION 3 APPROVED PLANS.
- THE HILLSIDE/HILLCREST OVERLAY (HHO) IS SHOWN ON THIS PLAN FOR COMPARISON AND INFORMATIONAL PURPOSES ONLY. THIS REVISION TO THE WESTHAVEN CONCEPT PLAN IS AN UPDATE TO PREVIOUSLY APPROVED DEVELOPMENT LIMITS WHICH PREDATE THE HHO AND ENCROACH THE INTO HHO BOUNDARY. BASED ON THOSE PREVIOUS APPROVALS AND AGREEMENTS WITH THE CITY OF FRANKLIN, FUTURE DEVELOPMENT MAY ENCROACH THE HHO BOUNDARY; HOWEVER, MUST REMAIN WITHIN THE LINE SHOWN AS DEVELOPMENT LIMITS OF THOSE PREVIOUSLY APPROVED PLANS.
- AT THE FUTURE INTERSECTION OF THE PROPOSED EXTENSION OF TOWNSEND BOULEVARD AND MACK HATCHER PARKWAY:
 - EXISTING DEVELOPMENT AND (SOON TO BE) EXISTING MACK HATCHER ALIGNMENT.
 - *FULL ACCESS (I INTERSECTION) TOWNSEND @ MACK HATCHER ALLOWING ALL MOVEMENTS (THRU, LEFTS, RIGHTS).
 - *FULL ACCESS SHALL BE A SINGLE LANE FOR EACH MOVEMENT AT THE INTERSECTION.
 - FOLLOWING MACK HATCHER SW EXTENSION ALIGNMENT:
 - *AT GRADE RIGHT IN, RIGHT OUT OF TOWNSEND ONTO MACK HATCHER ON EAST AND WEST SIDE OF MACK HATCHER TO DEVELOPMENT.
 - *CALCULATE/SHOW THE VIABILITY OF WEAVING (LANE/ACCELERATION LENGTH NEEDED) OF NB RIGHT OUT TRAFFIC TO TURN LEFT ON SR 96 WEST W/ SW MACK HATCHER EXTENSION IN FULL OPERATION AT 55 MPH.

AREA DESIGNATED FOR AQUATIC MITIGATION
NEW HIGHWAY 96 WEST 120' R.O.W.
(MAJOR ARTERIAL)



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REVISIONS:	
[1]	01/02/2020 CITY STAFF COMMENTS
[2]	03/05/2020 CITY STAFF COMMENTS
[3]	04/02/2020 CITY STAFF COMMENTS
[4]	05/07/2020 CITY STAFF COMMENTS
[5]	06/04/2020 CMPC DEFERRAL
[6]	07/02/2020 CMPC DEFERRAL
[7]	08/02/2020 CMPC DEFERRAL
[8]	

DATE: 12/09/2019
JOB #: 284000
PROJECT #: COF 7133

CONCEPT PLANS FOR
WESTHAVEN
DEVELOPMENT PLAN - REV 5
A PLANNED RESIDENTIAL COMMUNITY

FIFTH CIVIL DISTRICT | C.O.F. PROJECT #7133

CITY OF FRANKLIN | WILLIAMSON COUNTY | TENNESSEE

DEVELOPER:

**SOUTHERN LAND
COMPANY**

Southern Land Company, LLC
3990 Hillsboro Pike, Suite 400
Nashville, Tennessee 37215
(615) 778-3150 | www.southernland.com

NOTE:

COMPREHENSIVE REVIEW OF ROADWAY, STORMWATER, AND UTILITY ELEMENTS BY CITY OF FRANKLIN STAFF WILL OCCUR AT THE SITE PLAN STAGE. PROJECT ENTITLEMENTS APPROVED WITHIN CONCEPT PLANS DO NOT CONSTITUTE APPROVAL BY THE CITY OF FRANKLIN. THE APPLICANT SHALL BE RESPONSIBLE FOR OBTAINING ALL NECESSARY PERMITS AND APPROVALS FROM THE CITY OF FRANKLIN, WILLIAMSON COUNTY, AND UTILITY AGENCIES. THE APPLICANT SHALL BE RESPONSIBLE FOR OBTAINING ALL NECESSARY PERMITS AND APPROVALS FROM THE CITY OF FRANKLIN, WILLIAMSON COUNTY, AND UTILITY AGENCIES. THE APPLICANT SHALL BE RESPONSIBLE FOR OBTAINING ALL NECESSARY PERMITS AND APPROVALS FROM THE CITY OF FRANKLIN, WILLIAMSON COUNTY, AND UTILITY AGENCIES.



PROJECT OWNERSHIP:

WESTHAVEN PARTNERS, LLC
96 WEST LAND HOLDINGS, LLC
96 WEST LAND HOLDINGS II, LLC

Individual owners with 5% or greater interest:

The Verallio Foundation | JOKEFA Investment Company, L.P. |
PPMC Limited Partnership | Springlake, G.P.
c/o Southern Land Company, LLC 3990 Hillsboro Pike, Suite 400, Nashville, TN 37215

J&J FARM

OWNERSHIP: John B. Jewell III & Estate of James W. Jewell Sr.
c/o Southern Land Company, LLC 3990 Hillsboro Pike, Suite 400, Nashville, TN 37215

SOUTHERN LAND
COMPANY
3990 Hillsboro Pike, Suite 400 - Nashville, Tennessee 37215
615.778.3150 | www.southernland.com



WESTHAVEN
CONCEPT PLAN - REVISION 5 MAJOR MODIFICATIONS
FIFTH CIVIL DISTRICT
CITY OF FRANKLIN, WILLIAMSON COUNTY, TENNESSEE

REVISIONS
DATE: 12/02/2020
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BY: [Signature]
DESCRIPTION: [Text]

APPLICANT:
WESTHAVEN PARTNERS, LLC
96 WEST LAND HOLDINGS, LLC
96 WEST LAND HOLDINGS II, LLC
c/o Southern Land Company, LLC
3990 Hillsboro Pike, Suite 400
Nashville, TN 37215
(615) 778-3150





WESTHAVEN
 CONCEPT PLAN - REVISION 5 MAJOR MODIFICATIONS
 FIFTH CIVIL DISTRICT
 CITY OF FRANKLIN, WILLIAMSON COUNTY, TENNESSEE

REVISIONS	
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PROPOSED LOCAL ZONES	
KEY	
LOCAL DEVELOPMENT ZONE	TOTAL AREA
SPECIAL DISTRICT D	REV. 4 REV. 5
URBAN CENTER T-5	426.46 Ac. 422.77 Ac. 413.9%
GENERAL URBAN T-4	471.1 Ac. 430.05 Ac. 44.87%
SUB-URBAN T-3	448.85 Ac. 492.42 Ac. 433.59%
RURAL PRESERVE T-1	423.44 Ac. 415.67 Ac. 415.94%
	439.66 Ac. 436.12 Ac. 426.87%
BUILDING	
PROPERTY LINE	
30' REPARAN BUFFER ZONE 1 PER UDCOC STANDARDS	
30' REPARAN BUFFER ZONE 2 PER UDCOC STANDARDS	

WESTHAVEN

CONCEPT PLAN - REVISION 5 MAJOR MODIFICATIONS

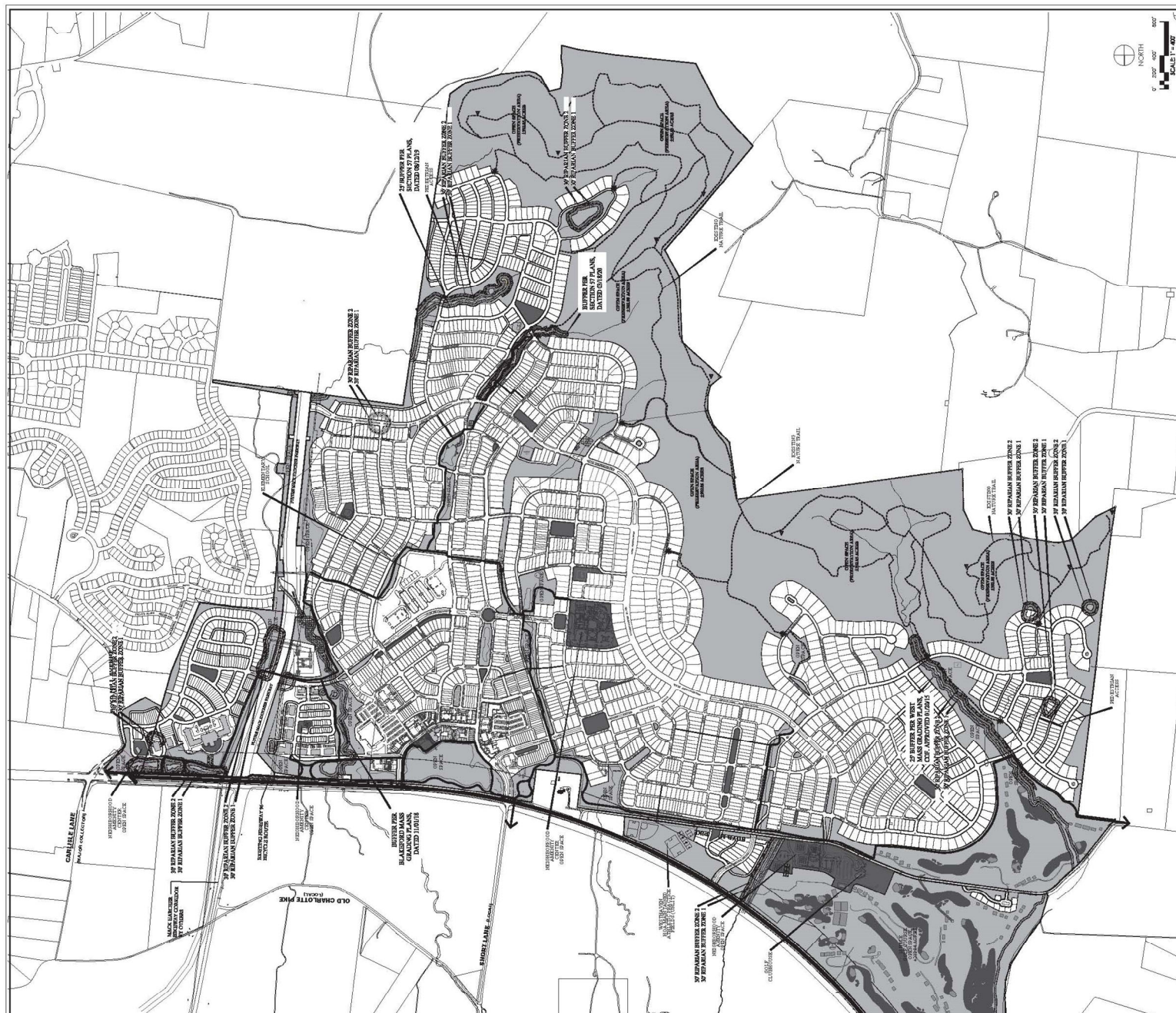
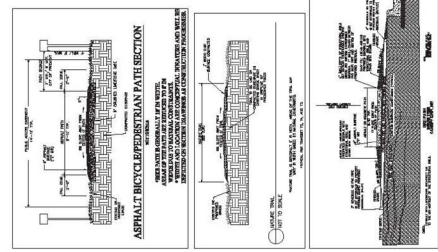
FIFTH CIVIL DISTRICT
CITY OF FRANKLIN, WILLIAMSON COUNTY, TENNESSEE

SOUTHERN LAND COMPANY

10000 Highway 100, Suite 100, Franklin, Tennessee 37067
615.791.1234 • Fax 615.791.1235 • www.southernland.com



REVISIONS	
NO.	DATE
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[illegible]

***NOTE:** WESTHAVEN IS NOT RESPONSIBLE FOR THE CONSTRUCTION OF BIKEWAYS AND TRAILS OUTSIDE OF THE WESTHAVEN BOUNDARY.

[illegible]

AREAS OF COMPLETED/PLANNED SECTIONS

AREAS OF APPROVED SECTIONS

REPAIRABLE BUFFER ZONE 1
PERMITTING OF 5' AREAS

REPAIRABLE BUFFER ZONE 2

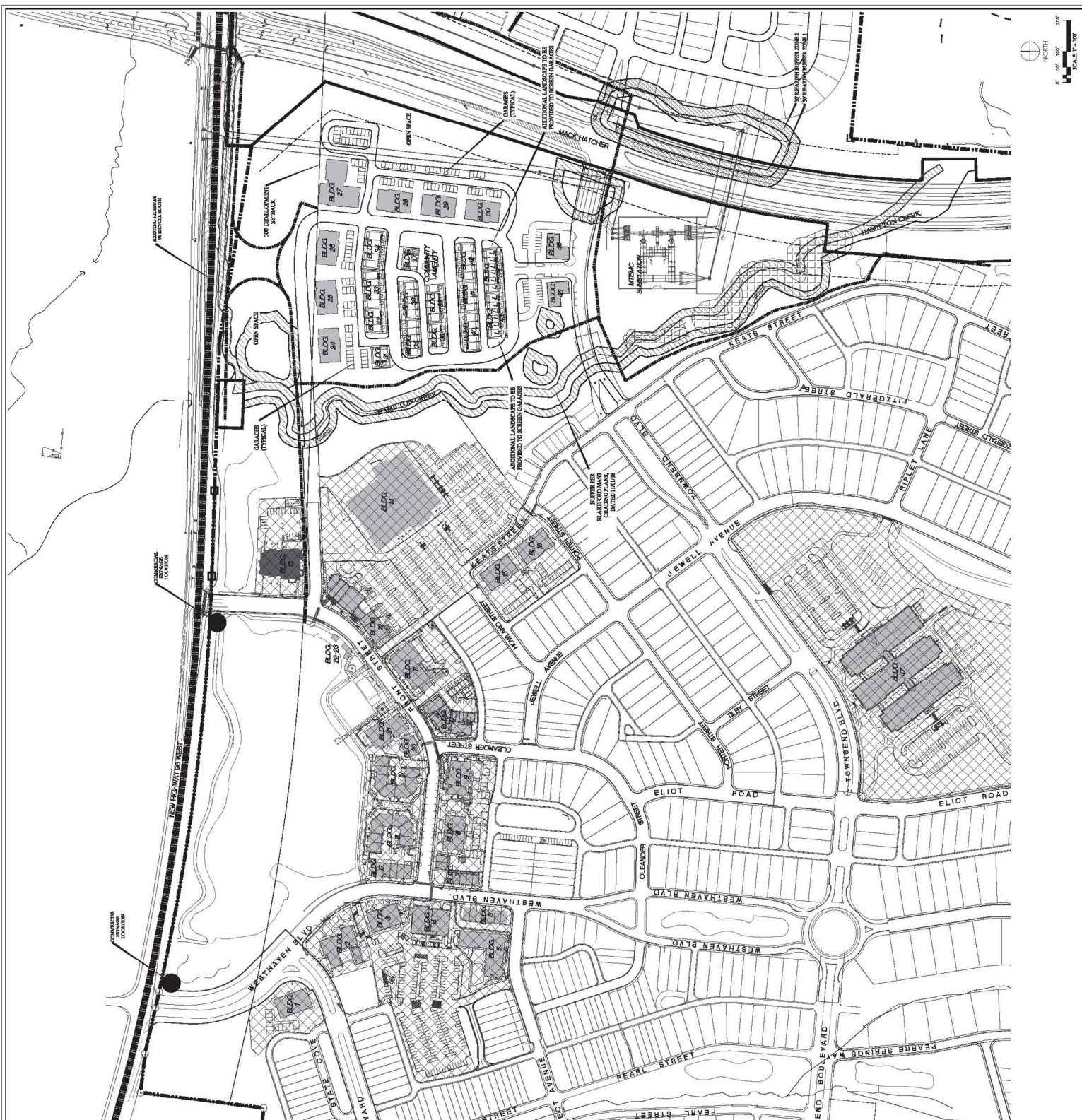
PROPOSED THOROUGHFARE DESIGNATIONS

Throughglare Type
Night of Way Width
Payement Width
XX-XX-XX
Throughglare Type

BV - Boulevard
AV - Avenue
ST - Street
OW - One Way
CAL - Commercial Allow
IN - Residential Allow

Refer to The Westhaven Pattern Book for Local Zones

Any automobile involved may not be considered to be an allow.

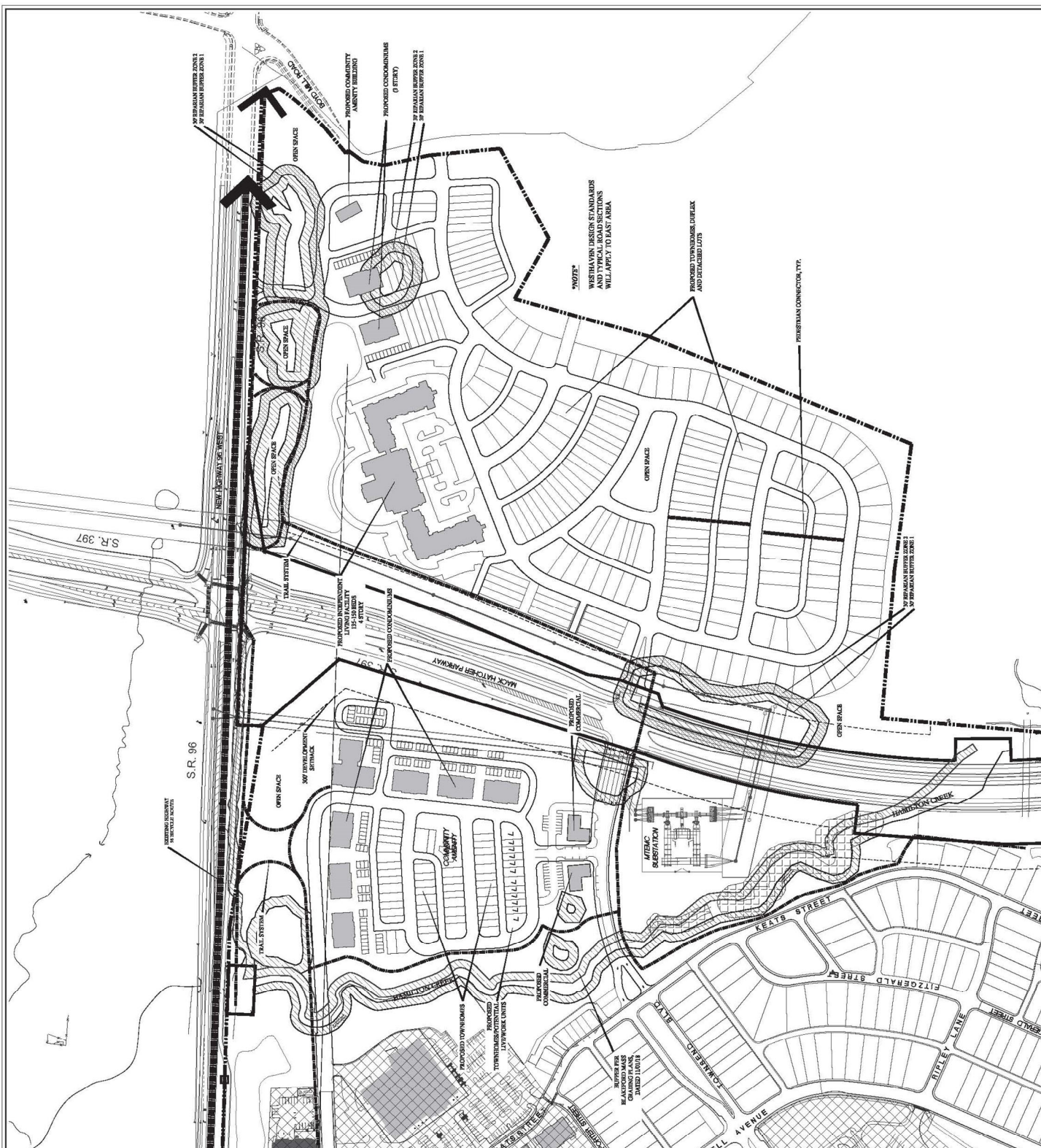


LEVEL	POTENTIAL FLOOR	POTENTIAL USE
1	LEVEL 1	UNIVERSITY
2	LEVEL 2	UNIVERSITY
3	LEVEL 3	UNIVERSITY
4	LEVEL 4	UNIVERSITY
5	LEVEL 5	UNIVERSITY
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THIS TABLE IS FOR INFORMATIONAL PURPOSES ONLY. THE FIGURES AND VALUES DESCRIBED ARE APPROXIMATE AND SUBJECT TO CHANGE WITHOUT NOTICE. THE EXHIBIT IS NOT INTENDED TO OFFER ANY SPECIFIC U.S. OR ANY FOREIGN INVESTMENT OPPORTUNITIES TO ANY INVESTOR.

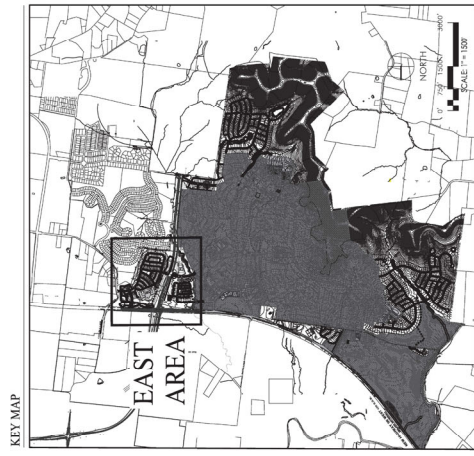
LEGEND

	APPROVED BUILDINGS AND LOTS
	39' REAR YARD BUFFER ZONE 1 FOR TREECOP STANDARDS
	39' REAR YARD BUFFER ZONE 2 FOR TREECOP STANDARDS



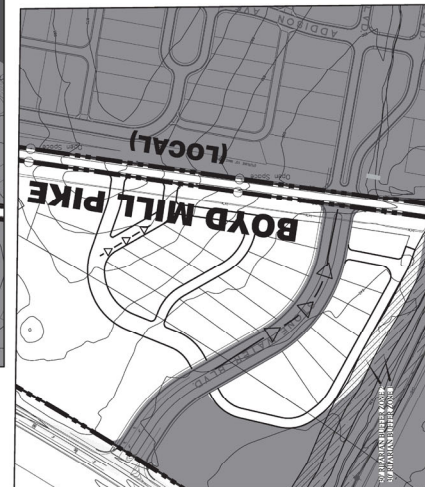
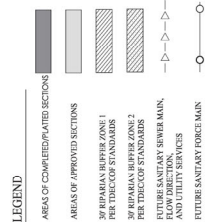
NOTE: SIDEWALKS IN THESE AREAS WILL BE PROVIDED TO MEET TYPICAL WESTHAVEN STANDARDS FOR PEDESTRIAN CONNECTIONS. THESE WILL BE SHOWN IN DETAIL AT SITE PLAN SUBMITTAL.

- LEGEND**
- | | |
|---|---|
|  | APPROVED BUILDINGS AND LOTS |
|  | 30' RIPARIAN BUFFER ZONE 1 PER TREE/COP STANDARDS |
|  | 30' RIPARIAN BUFFER ZONE 2 PER TREE/COP STANDARDS |



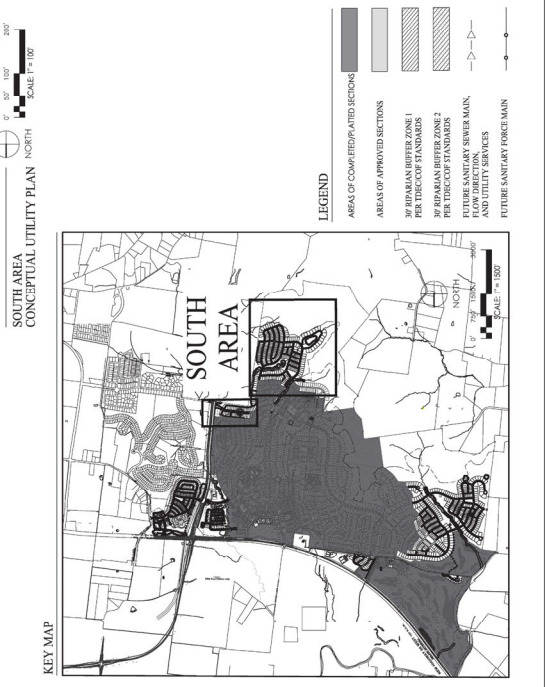


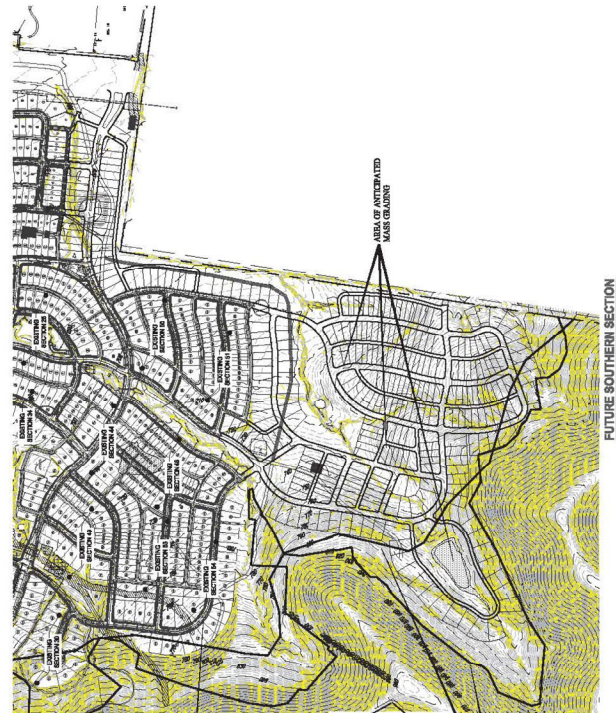
	Total	Commercial	Residential
Concept Plan Revision 5 Proposes an increase of 691 Residential Units and a Reduction of 250,00 sq ft Commercial	7,800,000	2,700,000	5,100,000



WEST AREA CONCEPTUAL UTILITY PLAN

WEST AREA CONCEPTUAL UTILITY PLAN





HILLSIDE/HILLCREST OVERLAY
DEVELOPMENT LIMITS OF
PREVIOUSLY APPROVED
CONCEPT PLANS



File #: 20-0724

DATE: May 12, 2020
TO: Board of Mayor and Aldermen
FROM: Eric Stuckey, City Administrator
Mark Hilty, Asst. City Administrator Public Works
Lisa Clayton, Director of Parks

SUBJECT:

Consideration Of COF Contract No. 2020-0128, Parkland Impact Fee Agreement Between The City Of Franklin And Westhaven Partners, LLC For The Westhaven Revision Five (5).

PURPOSE:

The purpose of this memorandum is to provide information to the Franklin Board of Mayor and Aldermen (BOMA) concerning the parkland impact fee agreement for the Westhaven Revision Five (5) project.

BACKGROUND/STAFF COMMENTS:

Westhaven Partners, LLC is in the process of continued development at the Westhaven Community, and they submitted to City a Revision Five (5) plan adding an additional Seven Hundred Sixty-Six (766) dwelling units to the community located in Quadrant Four (4). Parkland Impact Fees and Parkland Dedication requirements are set forth in the City's Parkland Dedication Ordinance (Ordinance 2016-25 Franklin Municipal Code). The Parkland Impact Fee per dwelling unit is Four Thousand Three Hundred Four and 00/100 Dollars (\$4,304.00). The Total Parkland Impact Fee assessed for the additional units in the Westhaven Community is Three Million Two Hundred Ninety-Six Thousand Eight Hundred Sixty-Four and 00/100 Dollars (\$3,296,864.00). Westhaven Partners, LLC intends to develop certain private, open to the public and private parkland amenities to receive off-sets as set forth in the Parkland Ordinance. The estimated off-set for the amenities is Two Million Four Hundred Seventy-Two Thousand Six Hundred Forty-Eight and 00/100 Dollars (\$2,472,648.00).

FINANCIAL IMPACT:

Westhaven Partners, LLC shall pay City Twenty Five Percent (25%), Eight Hundred Twenty-Four Thousand Two Hundred Sixteen and 00/100 Dollars (\$824,216.00) at the earlier of either the recording of the final plat for the Two Thousand Seven Hundred Fifty-First (2751st) lot or the issuance of the building permit for the Two Thousand Seven Hundred Fifty-First (2751st) lot. The remaining Seventy-Five Percent (75%), Two Million Four Hundred Seventy-Two Thousand, Six Hundred Forty-Eight and 00/100 Dollars (\$2,472,648.00), shall be collected on a pro-rated per permit basis of Three Thousand Two Hundred Twenty-Eight and 00/100 Dollars (\$3,228.00) per permit.

The estimated off-set for the planned amenities is Two Million Four Hundred Seventy-Two Thousand Six Hundred Forty-Eight and 00/100 Dollars (\$2,472,648.00). The remaining Twenty Five Percent (25%), or Eight Hundred Twenty-Four Thousand Two Hundred Sixteen and 00/100 Dollars (\$824,216.00), will be used on community type parks located in Quadrant Four (4).

RECOMMENDATION:

Staff recommends that the Board of Mayor and Aldermen approve COF Contract No. 2020-0128.

**PARKLAND IMPACT FEE AGREEMENT
BETWEEN THE CITY OF FRANKLIN AND WESTHAVEN PARTNERS, LLC
CONTRACT NO. 2020 - 0128**

THIS PARKLAND IMPACT FEE AGREEMENT (this "Agreement"), is made and entered into this _____ day of _____, 2020, by and between THE CITY OF FRANKLIN, TENNESSEE (the "City") and WESTHAVEN PARTNERS, LLC, a Tennessee limited liability company (the "Developer"), pursuant to Title 25, Chapter 4 of the City of Franklin Municipal Code.

WITNESSETH:

WHEREAS, Developer is the owner of certain real property encompassing approximately 1520 acres and known as the Westhaven Community (the "Project"), as more particularly described on Exhibit A attached hereto; and

WHEREAS, in connection with the "Westhaven Concept Plan (Revision 5)" which was submitted to the City on May 7, 2020, Developer intends to increase the total number of residential units at the Project from 2750 to 3516 (the "Additional Units"); and

WHEREAS, Parkland Impact Fees and Parkland Dedication requirements are based on the mathematical formulas and allocations set forth in the City's Parkland Dedication Ordinance (Ordinance 2016-25, Franklin Municipal Code 25-405, and hereinafter, "Ordinance"); and

WHEREAS, the Parkland Impact Fee as set forth in the Ordinance is Four Thousand Three Hundred Four and 00/100 Dollars (\$4,304.00) per dwelling unit; and

WHEREAS, the total Parkland Impact Fee for the Additional Units is a total of Three Million Two Hundred Ninety-Six Thousand Eight Hundred Sixty-Four and 00/100 (\$3,296,864.00), and Twenty-Five Percent (25%) shall be paid at the final plat containing, or the issuance of the building permit for, the Two Thousand Seven Hundred Fifty First (2751st) lot, whichever comes first. The remaining Seventy-Five Percent (75%) shall be paid in a pro-rated per permit amount of Three Thousand Two Hundred Twenty-Eight and 00/100 Dollars (\$3,228.00) until the remaining obligation has been paid in full; and

WHEREAS, pursuant to Title 25, Chapter 4 of the City of Franklin Municipal Code (the "Code"), Developer has requested to offset a portion of the Parkland Impact Fees (as defined in the Code) associated with the Additional Units, as is further described on Exhibit B attached hereto and depicted in the dedication plan attached hereto as Exhibit C (collectively, the "Offset Proposal"); and

WHEREAS, the City has reviewed, approved and agreed to the Offset Proposal, subject to the terms and conditions set forth in this Agreement.

NOW, THEREFORE, in consideration of the terms, conditions and mutual agreements by and between the parties as hereinafter set forth in detail, the parties do hereby mutually agree as follows:

I. AGREEMENT OF PARKLAND DEDICATION AND/OR PARKLAND IMPACT

1. The foregoing recitals are incorporated into this Agreement and made a part thereof.
2. Developer and the City agree that the Parkland Impact Fees due in connection with the Additional Units equal \$3,296,864.00 (the "Total Fee").
3. As permitted by the Ordinance and provided in the Offset Proposal, Developer may offset 75% of the Total Fee in the amount of Two Million Four Hundred Seventy-Two Thousand Six Hundred Forty-Eight and 00/100 Dollars (\$2,472,648.00) (the "Eligible Offset"). Accordingly, the Total Fee less the Eligible Offset is equal to \$824,216.00 (the "Developer Impact Fee").
4. The Developer Impact Fee shall be due and payable by Developer to the City at the earlier of (i) recordation of the final plat for the 2751st lot at the Project, or (ii) the issuance of a building permit for the 2751st lot at the Project.
5. The City and Developer agree that the terms and conditions contained herein shall be binding on and shall inure to their heirs, representatives, successors, and assigns.
6. This Agreement is made under and will be construed in accordance with the laws of the State of Tennessee without giving effect to that state's choice of law rules. The parties' choice for forum and venue shall be exclusively in the courts of Williamson County, Tennessee.
7. All notices required to be given by any party shall be in writing, addressed to the other party, and delivered by nationally recognized overnight courier delivery service or certified mail to:

City:

-

City of Franklin
Attn: Vernon J. Gerth, ACA
109 Third Ave. South
P.O. Box 305
Franklin, TN 37065-0305

Developer:

c/o Southern Land Company
Attn: Legal Department
3990 Hillsboro Pike, Ste. 400
Nashville, TN 37215
(615) 778-3150
Email: legal.notices@southernland.com

8. This Agreement shall be recorded with the Williamson County Register of Deeds with

a copy maintained in the City Recorder's office in City Hall, Franklin, TN. Upon execution of this Agreement, the City agrees to cover the costs and responsibility associated with recording this Agreement.

9. This Agreement constitutes the entire agreement between parties. There are no further or other agreements or understandings, written or oral, in effect between the parties, relating to the subject matter hereof. This Agreement may be amended or modified only by an instrument of equal formality signed by the respective parties.

II. GENERAL TERMS AND CONDITIONS

- 1. Personal Liability.**

No member, Mayor, Alderman, official, or employee of the City shall be personally liable to Developer or any successor-in-interest, in the event of any default or breach by the City of the terms of this Agreement; *provided*, that the City shall remain liable to Developer for its gross negligence and willful misconduct. The City shall only look to Developer and the Project for the enforcement of Developer's obligations hereunder. None of the trustees, officers, directors, employees, members, owners, partners or shareholders of Developer or any direct or indirect owner of Developer shall have any personal liability for any of the liability or obligations of Developer in connection herewith.

- 2. Warranties/Limitation of Liability/Waiver.**

The City reserves all rights afforded to local governments under law for all general and implied warranties. The City does not waive any rights it may have to all remedies provided by law and therefore any attempt by Developer to limit its liability shall be void and unenforceable.

- 3. Severability.**

If any term or provision of this Agreement is held to be illegal or unenforceable, the validity or enforceability of the remainder of this Agreement will not be affected.

[Signature pages follow next]

IN WITNESS WHEREOF the said parties have hereunto set their signatures, on this day and date first above written.

CITY OF FRANKLIN, TENNESSEE

Attest:

By: _____
Dr. Ken Moore, Mayor

By: _____
Eric S. Stuckey, City Administrator

Date: _____

Date: _____

STATE OF TENNESSEE)
)
COUNTY OF WILLIAMSON)

Before me, _____, a Notary Public of said State and County, personally appeared, Dr. Ken Moore and Eric S. Stuckey, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and where, upon oath, Dr. Ken Moore acknowledged himself to be Mayor and Eric S. Stuckey acknowledged himself to be City Administrator of the City of Franklin, Tennessee, and that as such, being authorized to do so, have executed the foregoing instrument for the purposes therein contained.

Witness my hand and seal, at office, this _____ day of _____, 20__.

NOTARY PUBLIC

My Commission Expires: _____

Approved as to form:

By: _____
Maricruz R. Fincher, Staff Attorney

WESTAHAVEN PARTNERS, LLC,
a Tennessee limited liability company

By: _____
Name: Brian S. Sewell
Title: President

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF _____)
)
COUNTY OF _____)

On _____, before me, _____
Notary Public, personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State _____ that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

_____(seal)
Signature

My Commission Expires: _____

EXHIBIT "A"**PROPERTY DESCRIPTION****Tract 1** (96 West Land Holdings, LLC):

COMMENCING on an iron pin found south of the southern right of way margin of Boyd Mill Pike, a corner in the northern line of Fleming Wood Smith, III, *et. ux.* (D.B. 1372, PG. 665, R.O.W.C.) and running thence with the northern boundary of Smith North 82° 52' 30" West 442.27 feet to a metal fence post in the perimeter boundary of Westhaven "South Tract", the POINT OF BEGINNING, thence leaving the boundary of Smith and the perimeter boundary of Westhaven "South Tract" and running thence to points within the boundary of the "South Tract" and with the boundary of that certain parcel (Tract 2) to be conveyed to Westhaven Partners, LLC. the following courses and distances: South 61° 53' 46" East 209.97 feet; thence 19.42 feet along a curve to the right of radius 118.00 feet a chord bearing and distance of South 57° 10' 50" East 19.40 feet; thence South 52° 27' 54" East 373.55 feet; thence 240.89 feet along a curve to the right of radius 518.00 feet a chord bearing and distance of South 39° 08' 33" East 238.73 feet; South 25° 49' 11" East 402.71 feet; 24.29 feet along a curve to the left of radius 82.00 feet a chord bearing and distance of South 34° 18' 20" East 24.20 feet; South 42° 47' 29" East 15.57 feet; 30.00 feet along a curve to the left of radius 20.00 feet a chord bearing and distance of South 85° 45' 58" East 27.27 feet; 59.54 feet along a curve to the right of radius 518.00 feet a chord bearing and distance of North 54° 33' 06" East 59.51 feet; North 57° 50' 40" East 7.30 feet; South 34° 20' 05" East 36.03 feet; South 34° 20' 05" East 182.54 feet; South 43° 40' 47" East 167.59 feet; South 59° 12' 13" East 37.36 feet; South 43° 40' 47" East 594.29 feet; South 15° 43' 52" East 112.61 feet; South 7° 43' 32" East 80.45 feet; thence South 87° 23' 32" East 114.00 feet; South 89° 55' 07" East 102.46 feet; South 3° 31' 42" East 175.06 feet; 31.40 feet along a curve to the left of radius 982.00 feet a chord bearing and distance of North 85° 33' 21" East 31.40 feet; thence North 84° 38' 23" East 9.75 feet; North 5° 21' 37" West 145.00 feet; North 84° 38' 23" East 240.00 feet; North 89° 01' 02" East 140.08 feet; South 78° 47' 24" East 144.73 feet; North 59° 13' 39" East 132.82 feet; North 60° 28' 55" East 109.99 feet; North 62° 56' 26" East 190.00 feet; South 27° 03' 34" East 145.00 feet; North 62° 56' 26" East 11.89 feet; 53.14 feet along a curve to the left of radius 382.00 feet a chord bearing and distance of North 58° 57' 20" East 53.09 feet; North 35° 01' 45" West 145.00 feet; North 47° 01' 34" East 65.51 feet; North 35° 21' 31" East 183.28 feet; North 32° 05' 14" East 120.78 feet; North 37° 09' 25" East 36.24 feet; North 66° 06' 45" East 216.36 feet; South 46° 18' 33" East 85.65 feet; South 28° 29' 29" West 207.25 feet; South 46° 18' 33" East 19.78 feet; North 35° 31' 35" East 151.54 feet; South 46° 18' 33" East 126.91 feet; South 60° 15' 29" East 142.81 feet; South 47° 09' 45" East 135.78 feet; South 27° 15' 41" East 151.20 feet; South 13° 12' 29" East 151.20 feet; South 0° 50' 43" West 151.20 feet; South 14° 53' 55" West 151.20 feet; South 28° 57' 07" West 151.20 feet; North 54° 01' 17" West 200.00 feet; 93.84 feet along a curve to the right of radius 418.00 feet a chord bearing and distance of South 42° 24' 35" West 93.64 feet; South 40° 46' 21" East 459.21 feet; South 65° 57' 28" West 394.67 feet; North 77° 24' 43" West 209.37 feet; North 6° 05' 01" West 133.57 feet; South 89° 07' 32" West 130.38 feet; thence North 80° 27' 22" West 130.38 feet; North 70° 02' 17" West 130.38 feet; North 58° 27' 20" West 160.19 feet; North 52° 54' 41" West 250.36 feet; North 55° 56' 56" West 94.86 feet; North 71° 51' 54" West 79.66 feet; North 84° 16' 16" West 42.15 feet; South 13° 16' 37" West 90.90 feet; South 42° 02' 28" West 220.31

feet; South 82° 24' 19" West 214.40 feet; North 57° 48' 10" West 214.40 feet; North 34° 55' 43" West 196.45 feet; South 9° 28' 08" West 1400.01 feet to a point in the perimeter boundary of Westhaven and Lot 6 of Boxley Spring Subdivision (P.B. 26 Page 99, R.O.W.C.); thence with the perimeter boundary of Westhaven South Tract and the boundaries of Boxley Spring Subdivision Lots 6, 5, and 4 the following courses and distances: North 25° 58' 38" West 201.48 feet to a metal fence post; North 75° 01' 24" West 198.06 feet to a 48" ash tree; South 89° 47' 21" West 287.45 feet to a 18" oak tree; North 70° 27' 45" West 136.91 feet to an iron pin found; North 79° 04' 00" West 294.16 feet to an iron pin found; North 84° 57' 17" West 115.15 feet to a 15" locust tree; South 79° 08' 27" West 139.59 feet to a 36" hackberry tree; South 46° 42' 27" West 415.46 feet to an 18" hackberry tree; South 63° 19' 55" West 261.92 feet to an iron pin found, the southwest corner of the Westhaven boundary and in the eastern line of H. B. & T. S. Utility District of Williamson County, Tennessee (D.B. 1643, PG. 315, R.O.W.C.) and running thence with said line and the eastern lines of J. G. Brown, *et. ux.* (D.B. 1172 PG. 171, R.O.W.C.), Fleming Wood Smith, III *et. ux.* (D.B. 1372, PG. 665, R.O.W.C.) the following courses and distances: North 8° 57' 33" East 300.16 feet to an iron pin found; North 7° 02' 28" East 1006.33 feet to a rock wall intersection; North 5° 25' 29" East 602.05 feet to an iron pin found; and North 6° 52' 36" East 1794.59 feet to a metal fence post, the POINT OF BEGINNING, containing 149.027 acres, more or less, and being all of "Tract 1 96 West Land Holdings, LLC 149.027 Ac." as shown on that certain boundary survey plat titled "Westhaven Parcel Plan Showing Parcel Title & Land Exchange Areas" by Robert J. Wilkins, RLS No. 2243, of Southern Land Company dated 12-17-02.

The above description was prepared by Robert J. Wilkins, RLS No. 2243 of Southern Land Company, 501 Corporate Centre Drive, Suite 200, Franklin, Tennessee 37067, from the foregoing references survey.

For prior title see deed recorded in Deed Book 2269, Page 264; Deed Book 2269, Page 259, Deed Book 2269, Page 299 and Deed Book 2467, Page 47, in the Register's Office for Williamson County, Tennessee.

The foregoing property being a portion of the following tax parcels:
64-25.00, 64-25.02 and 64-25.03.

Tract 2 (96 West Land Holdings, LLC):

COMMENCING at a concrete monument found in the southern right of way boundary of State Route 96 in the northern line of the Westhaven "South Tract" and running thence South 87° 51' 45" East 273.80 feet to a concrete monument found in said-right of way, the northwestern corner of JJB Partners, L.P., *et. al.* (D.B. 1681, PG. 124, R.O.W.C.), the POINT OF BEGINNING; thence with the eastern boundary line of JJB Partners and with the eastern line of the Westhaven "South Tract" the following courses and distances: South 6° 41' 38" West 1499.87 feet to an iron pin found; South 70° 06' 56" East 137.81 feet to a 22" walnut tree; South 6° 57' 00" West 1269.08 feet to an iron pin found; North 82° 53' 58" West 1412.50 feet to an existing iron pin; South 7° 07' 19" West 1108.34 feet to a planted stone found; South 19° 48' 34" West 983.79 feet to an iron pin found; South 40° 19' 24" West 1716.83 feet to a point; thence leaving the boundary of JJB Partners and the eastern perimeter of Westhaven "South Tract" and running thence to

points within the boundary of the "South Tract" and with the boundary of that certain parcel to be conveyed to Westhaven Partners, LLC. (Tract 2) the following courses and distances: North 49° 40' 36" West 315.63 feet; North 2° 43' 12" East 630.56 feet; North 16° 31' 58" East 319.21 feet; thence North 31° 16' 27" East 216.43 feet; North 37° 22' 34" East 107.86 feet; North 38° 57' 32" East 90.35 feet; North 9° 57' 33" East 122.31 feet; North 82° 40' 49" East 163.93 feet; 14.94 feet along a curve to the right of radius 193.00 feet a chord bearing and distance of North 32° 05' 07" East 14.94 feet; North 34° 18' 12" East 11.32 feet; South 82° 40' 49" West 175.91 feet; South 30° 11' 53" West 14.74 feet; North 58° 28' 36" West 525.00 feet; North 31° 31' 24" East 421.96 feet; North 19° 08' 12" West 199.60 feet; North 84° 41' 39" West 132.70 feet; 420.97 feet along a curve to the right of radius 268.00 feet a chord bearing and distance of North 39° 41' 39" West 379.01 feet; North 5° 18' 21" East 422.08 feet; 34.34 feet along a curve to the right of radius 468.00 feet a chord bearing and distance of North 7° 24' 28" East 34.33 feet; North 9° 30' 34" East 110.35 feet; North 3° 10' 55" East 80.03 feet; North 63° 02' 01" West 131.89 feet; North 46° 17' 36" West 127.52 feet; North 30° 39' 45" West 133.96 feet; North 14° 12' 22" West 133.96 feet; North 1° 43' 25" East 127.71 feet; North 7° 37' 02" East 100.00 feet; North 9° 34' 27" East 116.93 feet; North 21° 52' 03" East 157.64 feet; North 14° 55' 44" West 291.85 feet; North 1° 29' 05" West 130.63 feet; North 88° 00' 38" East 87.70 feet; South 68° 05' 38" East 117.75 feet; South 62° 05' 30" East 36.24 feet; South 72° 26' 28" East 120.69 feet; South 38° 40' 59" East 59.82 feet; South 53° 24' 35" East 102.76 feet; South 43° 53' 08" East 79.87 feet; South 35° 53' 49" East 79.87 feet; South 27° 34' 33" East 85.43 feet; South 24° 55' 21" East 111.74 feet; South 3° 52' 01" East 370.48 feet; South 86° 26' 46" East 173.47 feet; North 3° 11' 22" East 13.58 feet; South 87° 10' 31" East 38.00 feet; South 87° 10' 35" East 57.60 feet; South 88° 04' 05" East 71.79 feet; 16.61 feet along a curve to the right of radius 282.00 feet a chord bearing and distance of South 86° 22' 52" East 16.60 feet; South 84° 41' 39" East 360.82 feet; 15.71 feet along a curve to the right of radius 10.00 feet a chord bearing and distance of South 39° 41' 39" East 14.14 feet; South 84° 41' 39" East 22.00 feet; 15.71 feet along a curve to the right of radius 10.00 feet a chord bearing and distance of North 50° 18' 21" East 14.14 feet; South 84° 41' 39" East 95.12 feet; 30.84 feet along a curve to the right of radius 20.00 feet a chord bearing and distance of South 40° 31' 15" East 27.87 feet; 180.40 feet along a curve to the left of radius 268.00 feet a chord bearing and distance of South 15° 37' 54" East 177.02 feet; 28.77 feet along a curve to the right of radius 20.00 feet a chord bearing and distance of South 6° 17' 34" West 26.35 feet; South 42° 29' 53" East 36.00 feet; 28.77 feet along a curve to the right of radius 20.01 feet a chord bearing and distance of North 88° 42' 39" East 26.35 feet; 168.33 feet along a curve to the left of radius 268.76 feet a chord bearing and distance of South 68° 02' 51" East 165.59 feet; 31.42 feet along a curve to the right of radius 20.00 feet a chord bearing and distance of South 39° 41' 39" East 28.28 feet; South 84° 41' 39" East 36.00 feet; 30.06 feet along a curve to the right of radius 20.00 feet a chord bearing and distance of North 48° 10' 19" East 27.31 feet; 166.59 feet along a curve to the left of radius 268.00 feet a chord bearing and distance of North 78° 09' 18" East 163.92 feet; 28.77 feet along a curve to the right of radius 20.00 feet a chord bearing and distance of South 78° 26' 36" East 26.35 feet; North 52° 45' 56" East 36.00 feet; 28.77 feet along a curve to the right of radius 20.00 feet a chord bearing and distance of North 3° 58' 29" East 26.35 feet; 232.61 feet along a curve to the left of radius 268.00 feet a chord bearing and distance of North 20° 19' 09" East 225.37 feet; North 4° 32' 43" West 210.74 feet; 34.85 feet along a curve to the right of radius 20.00 feet a chord bearing and distance of North 45° 22' 49" East 30.61 feet; South 84° 41' 39" East 86.36 feet; 15.71 feet along a curve to the right of radius 10.00 feet a chord bearing and distance of South 39° 41' 39" East 14.14

feet; South 84° 41' 39" East 22.00 feet; North 5° 18' 21" East 323.96 feet; 187.55 feet along a curve to the left of radius 467.00 feet a chord bearing and distance of North 6° 11' 56" West 186.29 feet; North 17° 42' 14" West 320.14 feet; 34.56 feet along a curve to the right of radius 22.00 feet a chord bearing and distance of North 27° 17' 46" East 31.11 feet; North 72° 17' 46" East 200.00 feet; North 17° 42' 14" West 151.00 feet; North 72° 17' 46" East 102.25 feet; North 17° 42' 14" West 102.78 feet; 14.06 feet along a curve to the right of radius 35.00 feet a chord bearing and distance of North 6° 11' 56" West 13.96 feet; North 5° 18' 21" East 22.32 feet; South 72° 17' 46" West 313.76 feet; 34.56 feet along a curve to the right of radius 22.00 feet a chord bearing and distance of North 62° 42' 14" West 31.11 feet; North 17° 42' 14" West 104.54 feet; 9.74 feet along a curve to the right of radius 89.00 feet a chord bearing and distance of North 14° 34' 05" West 9.74 feet; North 11° 25' 56" West 114.83 feet; 32.15 feet along a curve to the right of radius 22.00 feet a chord bearing and distance of North 30° 25' 55" East 29.36 feet; North 72° 17' 46" East 256.05 feet; North 17° 42' 14" West 132.00 feet; 31.42 feet along a curve to the right of radius 20.00 feet a chord bearing and distance of North 27° 17' 46" East 28.28 feet; South 72° 17' 45" West 33.23 feet; 163.57 feet along a curve to the left of radius 334.00 feet a chord bearing and distance of North 58° 16' 00" East 161.94 feet; North 44° 14' 14" East 128.00 feet; South 45° 45' 46" East 82.43 feet; 260.96 feet along a curve to the right of radius 346.50 feet a chord bearing and distance of South 24° 11' 14" East 254.84 feet; South 84° 41' 39" East 180.30 feet; 161.44 feet along a curve to the right of radius 40.00 feet a chord bearing and distance of South 39° 41' 39" East 72.13 feet; South 5° 18' 21" West 78.99 feet; South 84° 41' 39" East 35.29 feet; 202.28 feet along a curve to the right of radius 125.00 feet a chord bearing and distance of North 80° 20' 59" East 180.92 feet; North 53° 28' 06" East 195.31 feet; North 36° 31' 54" West 67.92 feet; 173.12 feet along a curve to the right of radius 40.00 feet a chord bearing and distance of North 19° 28' 49" East 66.33 feet; North 53° 28' 06" East 125.00 feet; South 36° 31' 54" East 55.13 feet; 10.00 feet along a curve to the right of radius 96.18 feet a chord bearing and distance of North 53° 28' 06" East 10.00 feet; North 36° 31' 54" West 55.13 feet; North 53° 28' 06" East 155.00 feet; South 36° 31' 54" East 195.00 feet; North 53° 28' 06" East 144.72 feet; North 2° 00' 14" East 314.03 feet; and South 87° 51' 25" East 200.73 feet to a concrete monument found, the POINT OF BEGINNING containing 212.834 acres, more or less, and being "Tract 2 96-West Land Holdings LLC 212.834 Ac." as shown on that certain boundary survey plat titled "Westhaven Parcel Plan Showing Parcel Title and Land Exchange Areas" by Robert J. Wilkins, RLS No. 2243 of Southern Land Company dated 12-17-02.

The above description was prepared by Robert J. Wilkins, RLS No. 2243 of Southern Land Company, 501 Corporate Centre Drive, Suite 200, Franklin, Tennessee, 37067, from the foregoing referenced survey.

For prior title see deeds recorded in Deed Book 2269, Page 292; Deed Book 2269, Page 275, Deed Book 2269, Page 299 and Deed Book 2269, Page 268, in the Register's Office of Williamson County, Tennessee.

The foregoing property being a portion of the following tax parcels:
77-1.00 and 64-25.00.

Tract 3 (Westhaven Partners, LLC):

COMMENCING on an iron pin found, the northwest corner of that certain parcel of land conveyed by deed to Frederick H. Myers, Jr. et. ux. (D.B. 2122, PG 823, et. al. R.O.W.C.) and running thence North 59° 09' 58" West 638.89 feet to an iron pin found in the southern right of way margin of State Route 96, the POINT OF BEGINNING; thence South 2° 42' 00" West 220.94 feet to an iron pin found in the northern right of way margin of Boyd Mill Pike; thence with said right of way margin the following courses and distances to iron pins found: North 82° 07' 50" West 828.34 feet; North 81° 48' 18" West 479.98 feet; North 82° 15' 37" West 813.76 feet; North 82° 58' 54" West 257.60 feet; 257.77 feet along a curve to the right of radius 800.12 feet a chord bearing and distance of North 73° 45' 08" West 256.66 feet; North 64° 31' 23" West 164.98 feet; 81.57 feet along a curve to the left of radius 1644.49 feet a chord bearing and distance North 65° 56' 38" West 81.56 feet; North 67° 21' 54" West 472.84 feet; 291.21 feet along a curve to the left of radius 1119.06 feet a chord bearing and distance of North 74° 49' 11" West 290.39 feet; North 82° 16' 29" West 990.12 feet; 277.60 feet along a curve to the left a radius of 9259.25 feet a chord bearing and distance of North 83° 08' 01" West 277.59 feet; North 83° 59' 33" West 61.28 feet; 133.31 feet along a curve to the left of radius 305.88 feet a chord bearing and distance of South 83° 31' 18" West 132.26 feet; thence leaving said right of way margin North 18° 57' 50" West 36.53 feet to a nail in a stone; thence North 17° 04' 50" East 307.59 feet to a point in the West Harpeth River; thence with the approximate center of said river the following courses and distances: North 40° 57' 25" East 127.50 feet; North 32° 59' 25" East 490.67 feet; North 17° 15' 25" East 198.99 feet; North 2° 34' 25" East 219.77 feet; North 4° 40' 35" West 303.29 feet; North 12° 16' 35" West 211.72 feet; North 40° 39' 35" West 144.56 feet; North 79° 26' 35" West 64.64 feet; South 60° 37' 25" West 100.86 feet; North 69° 28' 35" West 82.35 feet; thence leaving said river North 3° 10' 25" East 322.82 feet to an iron pin found near the north bank of said river; thence North 47° 40' 35" West 216.80 feet to a point in the approximate center of said river; thence with the approximate center of the river the following courses and distances: North 20° 22' 25" East 238.29 feet; North 44° 35' 25" East 127.19 feet; North 40° 44' 25" East 152.90 feet; North 26° 38' 55" East 558.97 feet; thence North 7° 44' 14" West 391.41 feet to an iron pin found in the southern right of way margin of State Route 96; thence along and with said right of way margin South 37° 33' 58" East 2464.38 feet to a concrete monument found; and 3926.62 feet along a curve to the left of radius 7700.00 feet a chord bearing and distance of South 52° 10' 30" East 3884.22 feet to an iron pin found in said right of way margin, the POINT OF BEGINNING, containing 177.136 acres, more or less, and being all of Tract 1 Westhaven Partners, LLC 177.136 acres as shown on that certain boundary survey plat titled "Westhaven Parcel Plan Showing Parcel Title & Land Exchange Areas" by Robert J. Wilkins, RLS No. 2243 of Southern Land Company dated 12-17-02.

The above description was prepared by Robert J. Wilkins, RLS No. 2243, of Southern Land Company, 501 Corporate Centre Drive, Suite 200, Franklin, Tennessee, 37067, from the foregoing referenced survey.

For prior title see deed recorded in Deed Book 2269, Page 282 in the Register's Office for Williamson County, Tennessee.

Being Tax Parcel 64-23.00.

Tract 4 (Westhaven Partners, LLC):

COMMENCING at a concrete monument in the southern right of way margin of State Route 96, the northwestern corner of that certain parcel of land conveyed by deed to JJB Partners, L.P., et. al. (D.B. 1681, PG 124, R.O.W.C.) and running thence North 87° 51' 25" West 200.73 feet to a point in said right of way margin, the POINT OF BEGINNING; thence with said right of way margin North 87° 51' 25" West 73.07 feet to a concrete monument in said right of way margin; and with said right of way margin 1553.89 feet along a curve to the right of radius 7700.00 feet a chord bearing and distance of North 82° 04' 52" West 1551.25 feet an iron pin; thence North 83° 38' 00" West 125.58 feet to an iron pin, the northeast corner of that certain parcel of land conveyed by deed to Frederick H. Myers, Jr. et. ux. (D.B. 2122, PG 823, et. al. R.O.W.C.); thence with the boundary of Myers: South 7° 26' 50" West 399.79 feet to an iron pin; thence North 83° 16' 18" West 539.87 feet to an iron pin; thence North 7° 09' 30" East 399.32 feet to an iron pin, the northwest corner of Myers in the southern right of way margin of Boyd Mill Pike; thence with said right of way margin the following courses and distances to iron pins: North 82° 16' 27" West 308.33 feet; North 82° 07' 50" West 1088.40 feet; North 81° 48' 18" West 482.21 feet; North 82° 15' 37" West 811.03 feet; North 82° 58' 54" West 257.55 feet; 267.43 feet along a curve to the right of radius 830.12 feet a chord bearing and distance of North 73° 45' 09" West 266.28 feet; North 64° 31' 23" West 164.98 feet; 80.08 feet along a curve to the left of radius 1614.49 feet a chord bearing and distance North 65° 56' 38" West 80.07 feet; North 67° 21' 54" West 472.84 feet; 283.40 feet along a curve to the left of radius 1089.06 feet a chord bearing and distance of North 74° 49' 11" West 282.60 feet; North 82° 16' 29" West 990.12 feet; 276.70 along a curve to the left of radius 9229.25 feet a chord bearing and distance North 83° 08' 01" West 276.69 feet; North 83° 59' 33" West 61.28 feet; 245.88 feet along a curve to the left of radius 275.88 feet a chord bearing and distance of South 70° 28' 30" West 237.82 feet; South 44° 56' 33" West 86.27 feet; 123.37 feet along a curve to the right of radius 1576.00 feet a chord bearing and distance of South 47° 11' 06" West 123.34 feet; South 49° 25' 40" West 63.39 feet; 258.35 feet along a curve to the left of radius 1270.63 feet a chord bearing and distance of South 43° 36' 11" West 257.90 feet; South 37° 46' 42" West 441.87 feet; 74.94 feet along a curve to the right of radius 122.53 feet a chord bearing and distance of South 55° 17' 58" West 73.78 feet; thence leaving said right of way margin South 03° 13' 15" West 17.89 feet to an iron pin found, a corner with Fleming Wood Smith, III, et. ux. (D. B. 1372, PG 665, R.O.W.C.); thence with the boundary of Smith South 82° 52' 30" East 442.27 feet to a metal fence post; thence leaving the boundary of Smith and the perimeter boundary of Westhaven and running thence within the boundary of the "South Tract" of Westhaven and with the boundary of that certain parcel to be conveyed to 96 West Land Holdings, LLC. (Tract 1) the following courses and distances to points: South 61° 53' 46" East 209.97 feet; thence 19.42 feet along a curve to the right of radius 118.00 feet a chord bearing and distance of South 57° 10' 50" East 19.40 feet; thence South 52° 27' 54" East 373.55 feet; thence 240.89 feet along a curve to the right of radius 518.00 feet a chord bearing and distance of South 39° 08' 33" East 238.73 feet; South 25° 49' 11" East 402.71 feet; 24.29 feet along a curve to the left of radius 82.00 feet a chord bearing and distance of South 34° 18' 20" East 24.20 feet; South 42° 47' 29" East 15.57 feet; 30.00 feet along a curve to the left of radius 20.00 feet a chord bearing and distance of South 85° 45' 58" East 27.27 feet; 59.54 feet along a curve to the right of radius 518.00 feet a chord bearing and distance of North

54° 33' 06" East 59.51 feet; North 57° 50' 40" East 7.30 feet; South 34° 20' 05" East 36.03 feet;
 South 34° 20' 05" East 182.54 feet; South 43° 40' 47" East 167.59 feet; South 59° 12' 13" East
 37.36 feet; South 43° 40' 47" East 594.29 feet; South 15° 43' 52" East 112.61 feet; South 7° 43'
 32" East 80.45 feet; thence South 87° 23' 32" East 114.00 feet; South 89° 55' 07" East 102.46
 feet; South 3° 31' 42" East 175.06 feet; 31.40 feet along a curve to the left of radius 982.00 feet a
 chord bearing and distance of North 85° 33' 21" East 31.40 feet; thence North 84° 38' 23" East
 9.75 feet; North 5° 21' 37" West 145.00 feet; North 84° 38' 23" East 240.00 feet; North 89° 01'
 02" East 140.08 feet; South 78° 47' 24" East 144.73 feet; North 59° 13' 39" East 132.82 feet;
 North 60° 28' 55" East 109.99 feet; North 62° 56' 26" East 190.00 feet; South 27° 03' 34" East
 145.00 feet; North 62° 56' 26" East 11.89 feet; 53.14 feet along a curve to the left of radius
 382.00 feet a chord bearing and distance of North 58° 57' 20" East 53.09 feet; North 35° 01' 45"
 West 145.00 feet; North 47° 01' 34" East 65.51 feet; North 35° 21' 31" East 183.28 feet; North
 32° 05' 14" East 120.78 feet; North 37° 09' 25" East 36.24 feet; North 66° 06' 45" East 216.36
 feet; South 46° 18' 33" East 85.65 feet; South 28° 29' 29" West 207.25 feet; South 46° 18' 33"
 East 19.78 feet; North 35° 31' 35" East 151.54 feet; South 46° 18' 33" East 126.91 feet; South
 60° 15' 29" East 142.81 feet; South 47° 09' 45" East 135.78 feet; South 27° 15' 41" East 151.20
 feet; South 13° 12' 29" East 151.20 feet; South 0° 50' 43" West 151.20 feet; South 14° 53' 55"
 West 151.20 feet; South 28° 57' 07" West 151.20 feet; North 54° 01' 17" West 200.00 feet; 93.84
 feet along a curve to the right of radius 418.00 feet a chord bearing and distance of South 42° 24'
 35" West 93.64 feet; South 40° 46' 21" East 459.21 feet; South 65° 57' 28" West 394.67 feet;
 North 77° 24' 43" West 209.37 feet; North 6° 05' 01" West 133.57 feet; South 89° 07' 32" West
 130.38 feet; thence North 80° 27' 22" West 130.38 feet; North 70° 02' 17" West 130.38 feet;
 North 58° 27' 20" West 160.19 feet; North 52° 54' 41" West 250.36 feet; North 55° 56' 56" West
 94.86 feet; North 71° 51' 54" West 79.66 feet; North 84° 16' 16" West 42.15 feet; South 13° 16'
 37" West 90.90 feet; South 42° 02' 28" West 220.31 feet; South 82° 24' 19" West 214.40 feet;
 North 57° 48' 10" West 214.40 feet; North 34° 55' 43" West 196.45 feet; South 9° 28' 08" West
 1400.01 feet to a point in the perimeter boundary of Westhaven and Lot 6 of Boxley Spring
 Subdivision (P.B. 26 Page 99, R.O.W.C.); thence with the perimeter boundary of Westhaven and
 Lot 6 South 25° 58' 38" East 51.64 feet to a metal fence post and South 1° 25' 15" East 487.87
 feet to an iron pin found, a common corner with James W. Jewell, Sr. (D.B. 2041, P.G. 374,
 R.O.W.C.); thence along and with the perimeter boundary of Westhaven and the boundaries of
 Jewell, James B. Alcott, et. ux. (D.B. 2089 PG. 40, R.O.W.C.); Thomas C. Fox, III, et. ux., et. al.
 (D.B. 2030, PG. 61, R.O.W.C.) and JJB Partners, L.P. (D.B. 1681, PG 124, R.O.W.C.) to iron
 pins found: North 82° 15' 21" East 2689.79 feet; South 7° 48' 06" East 247.33 feet; South 25°
 08' 49" West 12.91 feet; South 8° 25' 43" East 423.07 feet; South 42° 14' 51" East 282.66 feet;
 South 21° 09' 12" East 183.95 feet; South 1° 16' 05" West 180.41 feet; South 14° 27' 12" West
 121.18 feet; South 49° 19' 28" West 160.60 feet; South 47° 51' 03" East 620.47 feet; South 2°
 26' 07" East 782.78 feet; and South 28° 57' 15" East 353.59 feet; North 40° 19' 21" East 500.32
 feet to a point; thence leaving the perimeter boundary of Westhaven and running thence to points
 along and with the internal boundary of 96 West Land Holdings, LLC. Tract 2 the following
 courses and distances: North 49° 40' 36" West 315.63 feet; North 2° 43' 12" East 630.56 feet;
 North 16° 31' 58" East 319.21 feet; thence North 31° 16' 27" East 216.43 feet; North 37° 22' 34"
 East 107.86 feet; North 38° 57' 32" East 90.35 feet; North 9° 57' 33" East 122.31 feet; North 82°
 40' 49" East 163.93 feet; 14.94 feet along a curve to the right of radius 193.00 feet a chord
 bearing and distance of North 32° 05' 07" East 14.94 feet; North 34° 18' 12" East 11.32 feet;
 South 82° 40' 49" West 175.91 feet; South 30° 11' 53" West 14.74 feet; North 58° 28' 36" West

525.00 feet; North 31° 31' 24" East 421.96 feet; North 19° 08' 12" West 199.60 feet; North 84° 41' 39" West 132.70 feet; 420.97 feet along a curve to the right of radius 268.00 feet a chord bearing and distance of North 39° 41' 39" West 379.01 feet; North 5° 18' 21" East 422.08 feet; 34.34 feet along a curve to the right of radius 468.00 feet a chord bearing and distance of North 7° 24' 28" East 34.33 feet; North 9° 30' 34" East 110.35 feet; North 3° 10' 55" East 80.03 feet; North 63° 02' 01" West 131.89 feet; North 46° 17' 36" West 127.52 feet; North 30° 39' 45" West 133.96 feet; North 14° 12' 22" West 133.96 feet; North 1° 43' 25" East 127.71 feet; North 7° 37' 02" East 100.00 feet; North 9° 34' 27" East 116.93 feet; North 21° 52' 03" East 157.64 feet; North 14° 55' 44" West 291.85 feet; North 1° 29' 05" West 130.63 feet; North 88° 00' 38" East 87.70 feet; South 68° 05' 38" East 117.75 feet; South 62° 05' 30" East 36.24 feet; South 72° 26' 28" East 120.69 feet; South 38° 40' 59" East 59.82 feet; South 53° 24' 35" East 102.76 feet; South 43° 53' 08" East 79.87 feet; South 35° 53' 49" East 79.87 feet; South 27° 34' 33" East 85.43 feet; South 24° 55' 21" East 111.74 feet; South 3° 52' 01" East 370.48 feet; South 86° 26' 46" East 173.47 feet; North 3° 11' 22" East 13.58 feet; South 87° 10' 31" East 38.00 feet; South 87° 10' 35" East 57.60 feet; South 88° 04' 05" East 71.79 feet; 16.61 feet along a curve to the right of radius 282.00 feet a chord bearing and distance of South 86° 22' 52" East 16.60 feet; South 84° 41' 39" East 360.82 feet; 15.71 feet along a curve to the right of radius 10.00 feet a chord bearing and distance of South 39° 41' 39" East 14.14 feet; South 84° 41' 39" East 22.00 feet; 15.71 feet along a curve to the right of radius 10.00 feet a chord bearing and distance of North 50° 18' 21" East 14.14 feet; South 84° 41' 39" East 95.12 feet; 30.84 feet along a curve to the right of radius 20.00 feet a chord bearing and distance of South 40° 31' 15" East 27.87 feet; 180.40 feet along a curve to the left of radius 268.00 feet a chord bearing and distance of South 15° 37' 54" East 177.02 feet; 28.77 feet along a curve to the right of radius 20.00 feet a chord bearing and distance of South 6° 17' 34" West 26.35 feet; South 42° 29' 53" East 36.00 feet; 28.77 feet along a curve to the right of radius 20.01 feet a chord bearing and distance of North 88° 42' 39" East 26.35 feet; 168.33 feet along a curve to the left of radius 268.76 feet a chord bearing and distance of South 68° 02' 51" East 165.59 feet; 31.42 feet along a curve to the right of radius 20.00 feet a chord bearing and distance of South 39° 41' 39" East 28.28 feet; South 84° 41' 39" East 36.00 feet; 30.06 feet along a curve to the right of radius 20.00 feet a chord bearing and distance of North 48° 10' 19" East 27.31 feet; 166.59 feet along a curve to the left of radius 268.00 feet a chord bearing and distance of North 78° 09' 18" East 163.92 feet; 28.77 feet along a curve to the right of radius 20.00 feet a chord bearing and distance of South 78° 26' 36" East 26.35 feet; North 52° 45' 56" East 36.00 feet; 28.77 feet along a curve to the right of radius 20.00 feet a chord bearing and distance of North 3° 58' 29" East 26.35 feet; 232.61 feet along a curve to the left of radius 268.00 feet a chord bearing and distance of North 20° 19' 09" East 225.37 feet; North 4° 32' 43" West 210.74 feet; 34.85 feet along a curve to the right of radius 20.00 feet a chord bearing and distance of North 45° 22' 49" East 30.61 feet; South 84° 41' 39" East 86.36 feet; 15.71 feet along a curve to the right of radius 10.00 feet a chord bearing and distance of South 39° 41' 39" East 14.14 feet; South 84° 41' 39" East 22.00 feet; North 5° 18' 21" East 323.96 feet; 187.55 feet along a curve to the left of radius 467.00 feet a chord bearing and distance of North 6° 11' 56" West 186.29 feet; North 17° 42' 14" West 320.14 feet; 34.56 feet along a curve to the right of radius 22.00 feet a chord bearing and distance of North 27° 17' 46" East 31.11 feet; North 72° 17' 46" East 200.00 feet; North 17° 42' 14" West 151.00 feet; North 72° 17' 46" East 102.25 feet; North 17° 42' 14" West 102.78 feet; 14.06 feet along a curve to the right of radius 35.00 feet a chord bearing and distance of North 6° 11' 56" West 13.96 feet; North 5° 18' 21" East 22.32 feet; South 72° 17' 46" West 313.76 feet; 34.56 feet along a curve to the

right of radius 22.00 feet a chord bearing and distance of North 62° 42' 14" West 31.11 feet; North 17° 42' 14" West 104.54 feet; 9.74 feet along a curve to the right of radius 89.00 feet a chord bearing and distance of North 14° 34' 05" West 9.74 feet; North 11° 25' 56" West 114.83 feet; 32.15 feet along a curve to the right of radius 22.00 feet a chord bearing and distance of North 30° 25' 55" East 29.36 feet; North 72° 17' 46" East 256.05 feet; North 17° 42' 14" West 132.00 feet; 31.42 feet along a curve to the right of radius 20.00 feet a chord bearing and distance of North 27° 17' 46" East 28.28 feet; South 72° 17' 45" West 33.23 feet; 163.57 feet along a curve to the left of radius 334.00 feet a chord bearing and distance of North 58° 16' 00" East 161.94 feet; North 44° 14' 14" East 128.00 feet; South 45° 45' 46" East 82.43 feet; 260.96 feet along a curve to the right of radius 346.50 feet a chord bearing and distance of South 24° 11' 14" East 254.84 feet; South 84° 41' 39" East 180.30 feet; 161.44 feet along a curve to the right of radius 40.00 feet a chord bearing and distance of South 39° 41' 39" East 72.13 feet; South 5° 18' 21" West 78.99 feet; South 84° 41' 39" East 35.29 feet; 202.28 feet along a curve to the right of radius 125.00 feet a chord bearing and distance of North 80° 20' 59" East 180.92 feet; North 53° 28' 06" East 195.31 feet; North 36° 31' 54" West 67.92 feet; 173.12 feet along a curve to the right of radius 40.00 feet a chord bearing and distance of North 19° 28' 49" East 66.33 feet; North 53° 28' 06" East 125.00 feet; South 36° 31' 54" East 55.13 feet; 10.00 feet along a curve to the right of radius 96.18 feet a chord bearing and distance of North 53° 28' 06" East 10.00 feet; North 36° 31' 54" West 55.13 feet; North 53° 28' 06" East 155.00 feet; South 36° 31' 54" East 195.00 feet; North 53° 28' 06" East 144.72 feet; North 2° 00' 14" East 314.03 feet containing 492.533, more or less, and being "Tract 2 Westhaven Partners LLC 492.533 Ac." as shown on that certain boundary survey plat titled "Westhaven Parcel Plan Showing Parcel Title & Land Exchange Areas" by Robert J. Wilkins, RLS No. 2243, of Southern Land Company dated 12-17-02.

The above description was prepared by Robert J. Wilkins, RLS No. 2243, of Southern Land Company, 501 Corporate Centre Drive, Suite 200, Franklin, Tennessee, 37067 from the foregoing referenced survey.

For prior title see deeds recorded at Deed Book 2269, Page 287; Deed Book 2269, Page 299; Deed Book 2269, Page 264; Deed Book 2269, Page 268; Deed Book 2269, Page 292, Deed Book 2269, Page 275, Deed Book 2269 Page 259 and Deed Book 2467, Page 42.

The foregoing being a portion of the following tax parcels:
64-25.00, 64-25.01, 64-25.02, 64-25.03 and 77-1.00.

Tract 5

A tract of land in the 5th Civil District of Williamson County, Tennessee, being Parcel No. 28.00 on Tax Map 5+ Register's Office for Williamson County Tennessee and being more particularly described as follows:

Beginning at a concrete monument in the southerly right-of-way of Highway 98, said monument being a common corner of herein described tract and property of Milton E. Pearce ETUX as recorded in Deed Book 1727 Page 709 R. O. W. C., TN; Thence With the southerly right-of-way line of Highway 98, South 88° 04' 13" East, 478.66' to a concrete monument; Thence Continuing with said right-of-way South 80° 39' 13" East, 638.62' to a concrete monument; Thence Continuing with said right-of-way North 01° 48' 20" East, 78.50' to a concrete monument; Thence Continuing with said right-of-way South 87° 51' 31" East, 291.95' to a concrete monument; Thence

South 12° 45' 47" West 2000.10 feet to a point; thence with a curve having a radius of 1579.86 feet, a distance of 331.27 feet to a point; thence South 00° 44' 57" West 1324.42 feet to a point; thence with a curve having a radius of 2079.82 feet, a distance of 156.14 feet; Thence South 05° 03' 02" West 841.93 feet to a point; thence

With the common line of herein described tract and LCT, L.P. as follows: North 82° 08' 32" West, 1344.53' to an iron pin; Thence

South 08° 30' 48" West, 3753.83' to an iron pin; Thence

South 53° 58' 14" West, 231.07' to an iron pin; Thence

South 78° 05' 27" West, 438.80' to an iron pin, being a common corner of herein described tract and property of the Frances Hughes Family Partnership, L.P., as recorded in Deed Book 1567 Page 570 R. O. W. C., TN; Thence

With the common line of herein described tract and Hughes family property, as follows: South 84° 27' 20" West, 327.10' to a 30" dead tree in fence; Thence

North 75° 25' 28" West, 72.78' to a 24" hickory tree in fence; Thence

North 56° 38' 57" West, 82.95' to a 18" oak tree in fence; Thence

North 28° 48' 57" West, 202.47' to a corner post; Thence

South 78° 08' 15" West, 139.12' to a corner post; Thence

South 06° 23' 54" West, 222.37' to an iron pin; Thence

South 07° 25' 56" East, 139.57' to an iron pin; Thence

South 01° 49' 49" West, 151.88' to a 18" hockberry tree at fence corner; Thence

North 76° 22' 29" West, 209.11' to an iron pin; Thence

North 81° 31' 05" West, 431.55' to an iron pin; Thence

North 63° 57' 27" West, 959.27' to a fence corner; Thence

North 27° 05' 13" West, 590.42' to a 18" hardwood tree in fence; Thence

North 40° 14' 55" West, 322.83' to an iron pin; Thence

North 42° 45' 37" West, 294.74' to a 24" maple tree at fence corner, being a common corner of herein described tract and property of Richard M. Smith ETAL as recorded in Deed Book 1478 Page 519 R. O. W. C., TN; Thence

With the common line of herein described tract and Smith North 39° 51' 12" East, 943.18' to an iron pin, being common corner of herein described tract and property of F.E.B. Associates, L.P. as recorded in Deed Book 1088 Page 206 R. O. W. C., TN; Thence

With the common line of herein described tract and F.E.B. Associates North 40° 34' 39" East, 873.85' to an iron pin, being a common corner of herein described tract and property of Milton E. Pearce ETUX As recorded in Deed Book 1727 Page 709 R. O. W. C., TN; Thence

With the common line of herein described tract and Pearce, as follows: North 40° 19' 37" East, 2217.26' to an iron pin; Thence

North 19° 49' 00" East, 953.83' to a set stone; Thence

North 07° 06' 31" East, 1102.42' to an iron pin; Thence

South 82° 54' 28" East, 1412.56' to an iron pin; Thence

North 05° 56' 39" East, 1268.82' to a 24" walnut tree in fence; Thence

North 70° 05' 56" West, 137.81' to an iron pin; Thence

North 05° 41' 19" East, 1499.82' to the point of beginning and containing 21,092,429 square feet or 484.353 acres more or less.

Included in the above described tract, but expressly excluded are the following tracts or parcels of land.

EXCLUSION # 1 (Parcel 1.05, MAP 77)

A tract of land in the 5th Civil District of Williamson County, Tennessee, being Parcel No. 1.05 on Tax Map 77

Register's Office Williamson County, Tennessee. And being more particularly described as follows:

Containing at a concrete monument in the southerly right-of-way margin of New Highway 98 West,

a common corner with Westhaven Partners, LLC (Deed Book 2269, page 345 R.O.W.C.TN), and J.E.

Partners, L.P., et al. (Deed book 1831, Page 115 R.O.W.C.TN.) and running thence along a common line

South 6° 41' 19" West, 1499.82 feet to an iron rod in the Westhaven Partners line; thence across

the lands of J.E. Partners, L.P., North 73° 15' 09" East, 762.25 feet to an iron pin, said point

being the point of beginning of the 3.02 acre tract; thence with a curve to the right having a

length of 309.97 feet, a radius of 712.00 feet, a delta of 24° 58' 38", a chord bearing on a

distance of South 89° 37' 10" East, 307.53 feet, to an iron pin, thence South 77° 05' 51"

East, 119.34 feet, to an iron pin, thence South 12° 31' 25" West, 322.55 feet, to an iron pin.

Thence North 77° 28' 35" West, 275.42 feet, to an iron pin, thence North 11° 51' 52" West, 349.57' to the point of

beginning, containing 3.02 acres (151,627 S.F.) more or less.

Being the same property conveyed to 96 West Land Holdings II, LLC by Special Warranty Deed of record in Book 3810, page 719, Register's Office for Williamson County, Tennessee.

INCLUDED BUT EXCLUDED is the following described tract of land conveyed to Middle Tennessee Electric Membership Corporation by deed from 96 West Land Holdings II, LLC of record in Book 3948, page 861, in said Register's Office:

A certain tract or parcel of land containing 0.71 acres, lying and being in Fifth Civil District, Williamson County, Tennessee, at Westhaven in Franklin, bounded on the north by MTEM Substation, on the east by the proposed western right-of-way of Mack Hatcher Parkway, and on the south and west by a line parallel with Hamilton Creek, and being more particularly described as follows:

COMMENCING at a concrete monument in the southern right-of-way margin of New Hwy 96 West, a common corner with 96 West Land Holdings, LLC (Deed Book 2668 Page 41) - all record references hence are of Registrar's Office for Williamson County, Tennessee (R.O.W.C.) - and 96 West Land Holdings II, LLC. (Deed Book 3810 Page 728 and running thence along a common line South 06 degrees 43 minutes 19 seconds West 1499.82 feet to an iron rod in the 96 West Land Holdings II, LLC line; thence across the lands of 96 West Land Holdings II, LLC North 73 degrees 17 minutes 49 seconds East 762.68 feet to a 5/8" iron rebar with cap, the northwest corner of the MTEM Substation at Westhaven; thence with the western line of the substation South 11 degrees 50 minutes 16 seconds East 349.87 feet to a 5/8 inch iron rebar with cap, the POINT AND PLACE OF BEGINNING; thence along the southern boundary of said substation South 77 degrees 25 minutes 59 seconds East 275.42 feet to a 5/8 inch iron rebar with cap; thence along proposed western right-of-way margin of Mack Hatcher Parkway South 12 degrees 33 minutes 01 seconds West 32.34 feet to a new 5/8 inch iron rebar and cap set; thence 254.93 feet along a curve to the left of radius 1655.00 feet a chord bearing South 08 degrees 08 minutes 15 seconds West 254.67 feet to a new 5/8 inch iron rebar and cap set; thence leaving said proposed right-of-way and running nominally 35 feet east of and parallel with the eastern bank of Hamilton Creek the following nine (9) courses and distances (each to a point): (1) North 21 degrees 20 minutes 23 seconds West 49.37 feet; (2) North 16 degrees 06 minutes 51 seconds West 46.07 feet; (3) North 47 degrees 13 minutes 07 seconds West 40.76 feet; (4) North 88 degrees 03 minutes 35 seconds West 38.89 feet; (5) North 08 degrees 59 minutes 47 seconds East 41.58 feet; (6) North 09 degrees 13 minutes 44 seconds West 76.45 feet; (7) North 27 degrees 50 minutes 48 seconds West 33.77 feet; (8) North 55 degrees 53 minutes 13 seconds West 61.39 feet; and (9) North 51 degrees 25 minutes 11 seconds West 68.85 feet to a 5/8 inch iron rebar with cap, the POINT AND PLACE OF BEGINNING, containing 30,771 sq. ft. (0.71 acres), more or less, and being a portion of that certain tract of land conveyed by deed from the following: JJB Partnership, L.P. (Deed Book 1681 Page 121-124; Worthington Partners, L.P. (Deed Book 1681 Page 115); Elizabeth B. Jewell, (Deed Book 469 Page 975); and Fielding Dickey Jewell, (Deed Book 469 Page 975) to 96 West Land Holdings II, LLC. as recorded in Deed Book 3810 Page 728, Registry of Williamson County..

Tract 6

(Section 10) A certain tract or parcel of land containing 8.53 acres, lying and being in Fifth Civil District, Williamson County, Tennessee, at Westhaven in Franklin. Bounded on the north by Section 5, Westhaven, on the east by 96 West Land Holdings, LLC and JJB Partners, LP. and south and west by 96 West Land Holdings, LLC. and being more particularly described as follows:

BEGINNING at a point in the southern right-of-way margin of Townsend Boulevard at Westhaven, a common line with 96 West Land Holdings, LLC (Deed Book 2668 Page 41 - all record references hence are of Register's Office for Williamson County, Tennessee (R.O.W.C.)) and running thence with said line S 84-41-39 E 87.29 feet to a point; thence leaving said common line and running across the lands of 96 West Land Holdings, LLC the following twenty three (23) courses and distances: thence (1) 43.57 feet along a curve to the left of radius 25.00 feet a chord S 45-22-49 W 38.26 feet; thence (2) S 04-32-43 E 78.75 feet; thence (3) N 85-27-17 E 68.05 feet; thence (4) S 35-35-30 E 120.13 feet; thence (5) S 05-04-39 E 86.87 feet; thence (6) S 11-01-17 E 72.26 feet; thence (7) S 11-22-24 E 76.08 feet; thence (8) S 06-49-41 E 90.56 feet; thence S 02-30-18 E 102.03 feet to a common corner with JJB Partners, L.P. (Deed Book 1681 Page 124); thence (10) S 07-12-00 W 1026.40 feet to a point North 07-12-00 East 82.85 feet from a planted stone; thence leaving the common line with JJB Partners, LP and running across the lands of 96 West Land Holdings, LLC (11) N 89-24-45 W 390.55 feet; thence (12) N 84-41-39 W 295.55 feet; thence (13) N 05-18-21 E 181.00 feet; thence (14) S 84-41-39 E 293.00 feet; thence (15) 363.89 feet along a curve to the left of radius 233.25 feet a chord N 50-18-21 E 328.10 feet; thence (16) N 05-18-21 E 432.21 feet; thence (17) 36.54 feet along a curve to the right of radius 318.00 feet a chord N 08-35-52 E 36.52 feet; thence (18) N 11-53-23 E 131.37 feet; thence (19) 195.90 feet along a curve to the left of radius 482.00 feet a chord N 00-14-47 E 194.55 feet; thence (20) N 11-23-48 W 123.74 feet; thence (21) 61.94 feet along a curve to the right of radius 518.00 feet a chord N 07-58-16 W 61.90 feet; thence (22) N 04-32-43 W 259.66 feet; and thence 34.97 feet along a curve to the left of radius 25.00 feet a chord N 44-37-11 W 32.19 feet to the POINT OF BEGINNING containing 371,670 square feet (8.53 Acres), more or less and comprising all of Section Ten, Westhaven as recorded in Plat Book P40 Page 22, R.O.W.C.

(Section 7) : A certain tract or parcel of land containing 17.88 acres, lying and being in Fifth Civil District, Williamson County, Tennessee, at Westhaven in Franklin. Bounded on the north and east by Westhaven Section 4 (Plat Book 37 Page 4) and Section 8 and 96 West Land Holdings, LLC, on the west and south by Westhaven Partners, LLC and being more particularly described as follows:

BEGINNING at a point in the southern line of Lot 192, Section Four (Plat Book P37 Page 4.) and running thence on the lands of 96 West Land Holdings, LLC the following thirty six (36) courses and distances: (1) N 88-00-38 E 87.70 feet; thence (2) S 68-05-38 E 117.75 feet; thence (3) S 62-05-30 E 36.24 feet; thence (4) S 72-26-28 E 120.69 feet; thence (5) S 38-40-59 E 59.82 feet; thence (6) S 53-24-35 E 102.76 feet; thence (7) S 43-53-08 E 79.87 feet; thence (8) S

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35-53-49 E 79.87 feet; thence (9) S 27-34-33 E 85.43 feet; thence (10) S 24-55-21 E 111.74 feet; thence (11) S 03-52-01 E 320.58 feet; thence (12) S 89-38-21 E 178.54 feet; thence (13) 45.88 feet along a curve to the right of radius 1067.00 feet a chord S 01-35-34 W 45.88 feet; thence (14) S 87-10-31 E 95.52 feet; thence (15) 30.76 feet along a curve to the left of radius 20.00 feet a chord S 47-52-16 W 27.82 feet; thence (16) 29.84 feet along a curve to the right of radius 1143.00 feet a chord S 04-33-29 W 29.84 feet; thence (17) S 05-18-21 W 292.96 feet; thence (18) N 84-41-39 W 368.68 feet; thence (19) 29.95 feet along a curve to the left of radius 20.00 feet a chord S 52-24-28 W 27.23 feet; thence (20) S 09-30-34 W 5.59 feet; thence (21) N 80-29-26 W 36.00 feet; thence (22) S 09-30-34 W 111.21 feet; thence (23) N 80-29-26 W 97.48 feet; thence (24) S 85-22-05 W 63.26 feet; thence (25) N 63-02-01 W 131.89 feet; thence (26) N 46-17-36 W 127.52 feet; thence (27) N 30-39-45 W 133.96 feet; thence (28) N 14-12-22 W 133.96 feet; thence (29) N 01-43-25 E 127.71 feet; thence (30) N 07-37-02 E 100.00 feet; thence (31) N 09-34-27 E 116.93 feet; thence (32) N 25-32-50 E 135.59 feet; thence (33) N 19-24-51 E 75.66 feet; thence (34) N 34-14-33 W 120.63 feet; thence (35) N 13-02-11 W 143.73 feet; thence (36) N 01-27-01 W 125.48 feet to the POINT OF BEGINNING containing 779,002 square feet (17.88 acres), more or less, and comprising all of Section 7, Westhaven as recorded in Plat Book P40 Page 20, R.O.W.C.

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company by Quitclaim Deed from 96 West Land Holdings, LLC, a Tennessee limited liability company, of record in Book 3443, page 35, Register's Office for Williamson County, Tennessee.

(Section 14)

Land in Williamson County, Tennessee, being Lot Nos. 609, 610, 617, 624, 628, 629, 630, 632, 633, 636, 637, 638, 639, 642, 643, 644, 645, 646, 647, 667, 668, 669, 670, 671, 672, 673 and 674, as shown on the Final Subdivision Plat for Westhaven, Section 14, of record in Plat Book 43, page 22, Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company by Quitclaim Deed from 96 West Land Holdings, LLC, a Tennessee limited liability company, of record in Book 3869, page 842, Register's Office for Williamson County, Tennessee.

(Section 13)

Land in Williamson County, Tennessee, being Lot Nos. 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606 and 607, as shown on the Final Subdivision Plat for Westhaven, Section 13, of record in Plat Book 44, page 96, Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company by Quitclaim Deed from 96 West Land Holdings, LLC, a Tennessee limited liability company, of record in Book 3932, page 730, Register's Office for Williamson County, Tennessee.

Tract 7

A certain tract or parcel of land containing 25.84 acres, lying and being in Fifth Civil District, Williamson County, Tennessee, at Westhaven. Bounded on the north and west by 96 West Land Holdings, LLC, on the East by the lands of Westhaven Partners, LLC and on the south by James W. Jewell and being more particularly described as follows:

COMMENCING on an iron pin found at a common corner with James W. Jewell (Deed Book 2041 Page 374, all deed references are to Register's Office for Williamson County, Tennessee) and Westhaven Partners, LLC (Deed Book 2668 Page 35) and running thence South 82 degrees 15 minutes 21 seconds West 1853.62 feet to a point in said line, the POINT OF BEGINNING; thence a new line North 07 degrees 44 minutes 35 seconds West 1558.54 feet to a point in the common line with 96 West Land Holdings, LLC (Deed Book 2668 Page 41); thence with said common line the following seven (7) courses and distances: (1) South 82 degrees 24 minutes 19 seconds West 125.19 feet to a point; thence (2) North 57 degrees 48 minutes 10 seconds West 214.40 feet to a point; thence (3) North 34 degrees 55 minutes 43 seconds West 196.45 feet to a point; thence (4) South 09 degrees 28 minutes 08 seconds West 1400.01 feet to a point in the line of Boxley Spring Subdivision (Plat Book 26 Page 99); thence with said line (5) South 25 degrees 58 minutes 36 seconds East 51.64 feet to a metal fence post; thence (6) South 01 degrees 25 minutes 12 seconds West 487.90 feet to an iron rod found, a common corner with Westhaven Partners, LLC, Boxley Spring Subdivision, and James W. Jewell; thence with the line of Jewell and Westhaven Partners, LLC North 82 degrees 15 minutes 21 seconds East 831.32 feet to the POINT OF BEGINNING and containing 1,125,821 square feet or 25.84 acres, more or less.

Being the same property conveyed to 96 West Land Holdings, LLC, a Tennessee limited liability company by Quitclaim Deed from Westhaven Partners, LLC, a Tennessee limited liability company of record in Book 3443, page 31, as re-recorded in Book 3462, page 678, Register's Office for Williamson County, Tennessee.

Tract 8:

A certain tract or parcel of land containing 802,849 square feet lying and being in the Fifth Civil District, Williamson County, Tennessee, at 96 Highway in Franklin, bounded on the north by Section 17 and on the east and south by 96 West Land Holdings II, LLC, on the west by Section 22 and 96 West Land Holdings, LLC and being more particularly described as follows:

COMMENCING AND BEGINNING at an iron pin in the eastern right-of-way margin of Eliot Road and the southeast corner of section 19 and thence running along the eastern right-of-way margin of Eliot Road 49.61 feet along a curve to the right of radius 1387.00 feet a chord S 00-17-01 E 49.60 feet; Thence leaving said right-of-way margin and running the following five (5) courses and distances each to a point, (1) S 84-59-12 E 145.37 feet; (2) S 02-21-46 W 65.07 feet; (3) S 04-35-26 W 65.00 feet; (4) S 27-45-29 W 124.87 feet; (5) S 00-22-44 E 89.80 feet to the northern right-of-way margin of Acadia Avenue; Thence running along the northern right-of-way margin of Acadia Avenue 52.61 feet along a curve to the right of radius 4019.25 feet a chord N 89-59-46 E 52.61 feet; Thence leaving said right-of-way margin S 00-22-16 W 38.50 feet to the southern right-of-way margin of Acadia Avenue; Thence running along the southern right-of-way margin of Acadia Avenue the following six (6) courses; (1) 231.17 feet along a curve to the right of radius 3980.75 feet a chord S 87-57-55 E 231.13 feet; (2) 31.37 feet along a curve to the right of radius 20.00 feet a chord S 41-21-42 E 28.25 feet; (3) S 84-59-30 E 50.02 feet; (4) 31.95 feet along a curve to the right of radius 20.00 feet a chord N 49-14-11 E 28.66 feet; (5) 96.55 feet along a curve to the right of radius 3980.75 feet a chord S 84-18-17 E 96.55 feet; (6) S 83-36-36 E 60.58 feet; Thence leaving said right-of-way margin N 07-37-43 E 38.51 feet to the eastern right-of-way margin of ; Thence running along the eastern right-of-way margin of an alley the following ten (10) courses and distances; (1) 16.44 feet along a curve to the right of radius 10.00 feet a chord N 36-31-07 W 14.65 feet; (2) 229.73 feet along a curve to the right of radius 508.00 feet a chord N 23-31-42 E 22.78 feet; (3) N 36-29-01 E 140.88 feet; (4) 15.71 feet along a curve to the right of radius 10.00 feet a chord N 81-29-01 E 14.14 feet; (5) N 35-32-44 E 36.00 feet; (6) 15.30 feet along a curve to the right of radius 10.00 feet a chord N 09-41-26 W 13.85 feet; (7) 121.60 feet along a curve to the left of radius 692.00 feet a chord N 29-06-04 E 121.45 feet; (8) N 24-04-01 E 381.08 feet; (9) 14.75 feet along a curve to the of radius 792.00 feet a chord N 23-32-00 E 14.75 feet; (10) 15.89 feet along a curve to the right of radius 10.00 feet a chord N 68-32-00 E 14.27 feet to the southern right-of-way margin of Ripley Lane; Thence along southern right-of-way margin of Ripley Lane the following five (5) courses and distances; (1) S 65-55-59 E 105.13 feet; (2) 31.31 feet along a curve to the right of radius 20.00 feet a chord S 21-05-21 E 28.21 feet; (3) S 65-38-45 E 36.00 feet; (4) 31.33 feet along a curve to the right of radius 20.00 feet a chord N 68-38-51 E 28.22 feet; (5) 157.07 feet along a curve to the left of radius 618.00 feet a chord S 73-45-49 E 156.65 feet to the eastern right of way margin of an alley; Thence leaving the southern right-of-way margin of Ripley Street along the eastern right-of-way margin of an alley the following six (6) courses and distances; (1) N 09-32-44 E 36.00 feet; (2) 17.55 feet along a curve to the right of radius 10.00 feet a chord N 30-48-43 W 15.38 feet; (3) 241.43 feet along a curve to the left of radius 1120.00 feet a chord N 13-16-55 E 240.96 feet; (4) 57.21 feet along a curve to the left of radius 111.00 feet a chord N 07-39-29 W 56.58 feet; (5) N 22-25-22 W 7.07 feet; (6) 29.14 feet along a curve to the right of radius 22.00 feet a chord N 15-31-22 E 27.06 feet to the southern right-of-way margin of Fitzgerald Street; Thence along the southern right-of-way margin of Fitzgerald Street N 53-28-06 E 159.16 feet to the eastern right-of-way margin of Keats Street; Thence along the eastern right-of-way margin of Keats Street the

Tract 8: Continued

following six (6) courses and distances; (1) N 22-25-22 W 391.13 feet; (2) N 24-21-32 W 21.49 feet; (3) N 27-20-18 W 11.58 feet; (4) N 29-27-36 W 11.96 feet; (5) N 33-32-06 W 33.25 feet; (6) N 36-31-54 W 77.15 feet to the northern right-of-way margin of an alley; Thence along the northern right-of-way margin of an alley S 53-28-06 W 358.37 feet to the western right-of-way margin of an alley; Thence along the western right-of-way margin of an alley 197.90 feet along a curve to the right of radius 520.00 feet a chord S 18-11-44 E 196.71 feet; Thence leaving said right-of-way margin S 82-42-26 W 195.00 feet to the western right-of-way margin of Jewell Avenue; Thence along the western right-of-way margin of Jewell Avenue the following four (4) courses and distances; (1) 80.79 feet along a curve to the right of radius 325.00 feet a chord S 00-10-15 E 80.59 feet; (2) S 06-57-03 W 101.20 feet; (3) 171.77 feet along a curve to the right of radius 575.00 feet a chord S 15-30-32 W 171.13 feet; (4) S 24-04-01 W 5.07 feet; Thence leaving said right-of-way margin N 65-55-59 W 55.79 feet; Thence S 42-06-06 W 26.13 feet; Thence S 42-06-06 W 46.99 feet; Thence S 42-06-06 W 15.14 feet; Thence S 42-03-34 W 12.08 feet; Thence S 42-08-29 W 12.81 feet; Thence S 42-06-06 W 33.45 feet; Thence S 35-38-38 W 8.01 feet; Thence S 48-02-13 W 8.71 feet; Thence S 42-06-06 W 32.49 feet; Thence S 20-39-27 W 11.12 feet; Thence S 20-39-27 W 9.40 feet; Thence S 18-12-10 W 13.19 feet; Thence S 21-31-11 W 37.55 feet; Thence S 20-39-27 W 29.62 feet; Thence S 20-39-27 W 28.78 feet; Thence S 18-02-48 W 22.02 feet; Thence S 15-17-26 W 13.70 feet; Thence S 15-32-00 W 51.46 feet; Thence S 16-07-48 W 16.93 feet; Thence S 16-07-48 W 23.34 feet; Thence S 12-20-54 W 12.96 feet; Thence S 12-11-33 W 10.66 feet; Thence S 25-02-52 W 10.23 feet; Thence S 01-17-06 E 12.23 feet; Thence S 02-41-00 E 9.31 feet; Thence S 02-20-28 W 17.48 feet; Thence S 09-31-26 E 11.76 feet; Thence S 07-21-34 W 5.36 feet; Thence S 60-02-45 W 6.55 feet; Thence S 52-03-45 W 35.23 feet; Thence S 53-18-43 W 10.89 feet; Thence S 35-48-48 W 10.71 feet; Thence S 42-41-12 W 11.33 feet; Thence S 41-21-20 W 35.24 feet; Thence S 55-38-11 W 11.16 feet; Thence S 55-38-11 W 10.01 feet; Thence S 49-20-33 W 7.56 feet; Thence S 63-38-12 W 5.96 feet; Thence N 82-51-42 W 451.53 feet to the POINT OF BEGINNING, containing 802,849 square feet (18.43 acres more or less).

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company by deed from 96 West Land Holdings, LLC, a Tennessee limited liability company, recorded in Book 4561, page 292, and by deed from 96 West Land Holdings II, LLC, a Tennessee limited liability company, recorded in Book 4561, page 296, Register's Office of Williamson County, Tennessee.

Tract 9:

A certain tract or parcel of land containing 978,366 square feet lying and being in the Fifth Civil District, Williamson County, Tennessee, at 96 Highway in Franklin, bounded on the north by Westhaven Section 22 and Section 24 and on the east south and west by 96 West Land Holdings II, LLC and being more particularly described as follows:

COMMENCING AND BEGINNING at an iron pin in the southern right-of-way margin of Acadia Avenue and the eastern right-of-way margin of an alley, being the southeast corner of section 24; Thence along the eastern right-of-way margin of an alley the following five (5) courses and distances; (1) 16.56 feet along a curve to the left of radius 10.00 feet a chord S 48-57-32 W 14.73 feet; (2) 12.16 feet along a curve to the left of radius 89.00 feet a chord S 02-23-17 E 12.15 feet; (3) S 06-18-13 E 590.61 feet; (4) 62.55 feet along a curve to the right of radius 311.00 feet a chord S 00-32-29 E 62.45 feet; (5) S 05-13-15 W 237.81 feet to the southern right-of-way margin of an alley; Thence along the southern right-of-way margin of an alley the following two (2) courses and distances; (1) 159.66 feet along a curve to the left of radius 788.00 feet a chord N 89-33-23 W 159.39 feet; (2) 13.86 feet along a curve to the left of radius 10.00 feet a chord S 44-55-48 W 12.78 feet to the eastern right-of-way margin of Jewell Avenue; Thence leaving the eastern right-of-way margin of Jewell Avenue and the southern right-of-way margin of an alley N 69-27-17 W 75.10 feet to the western right-of-way margin of Jewell Avenue; Thence along the western right-of-way margin of Jewell Avenue 5.56 feet along a curve to the right of radius 600.00 feet a chord S 20-48-39 W 5.56 feet; Thence leaving the western right-of-way margin of Jewell Avenue N 68-57-21 W 150.82 feet to the eastern right-of-way margin of an alley; Thence along the eastern right-of-way margin of an alley the following three (3) courses and distances; (1) 303.66 feet along a curve to the right of 478.00 feet a chord S 39-14-36 W 298.58 feet; (2) S 57-26-34 W 182.95 feet; (3) 120.94 along a curve to the right of radius 161.00 feet a chord S 78-57-43 W 118.11 feet to the eastern right-of-way margin of Eliot Road; Thence leaving the eastern right-of-way margin of Eliot road N 75-37-01 W 50.42 feet to the western right-of-way margin of Eliot Road; Thence along the western right-of-way margin of Eliot Road the following four (4) courses and distances; (1) 71.05 feet along a curve to the left of radius 245.00 feet a chord N 10-21-40 E 70.80 feet; (2) 20.32 feet along a curve to the left of radius 330.75 feet a chord N 00-17-37 E 20.31 feet; (3) N 01-27-58 W 26.57 feet; (4) 32.17 feet along a curve to the left of radius 20.00 feet a chord N 47-32-59 W 28.81 feet to the southern right-of-way margin of Tabitha Drive; Thence along the southern right-of-way margin of Tabitha Drive the following three (2) courses and distances; (1) 208.63 feet along a curve to the right of radius 318.00 feet a chord N 74-50-04 W 204.90 feet; (2) N 56-02-40 W 5.66 feet; Thence leaving the southern right-of-way margin of Tabitha Drive N 33-57-20 E 36.00 feet to the western right-of-way margin of an alley; Thence along the western right-of-way margin of an alley the following (8) courses and distances; (1) 34.75 feet along a curve to the left of radius 20.00 feet a chord N 74-11-07 E 30.54 feet; (2) 26.30 feet along a curve to the left of radius 89.00 feet a chord N 15-56-58 E 26.21 feet; (3) N 07-29-01 E 50.66 feet; (4) 140.11 feet along a curve to the right or radius 531.25 feet a chord N 15-02-21 E 139.71 feet; (5) N 22-35-41 E 111.19 feet; (6) 97.81 feet along a curve to the left of radius 318.75 feet a chord N 13-48-15 E 97.43 feet; (7) N 05-00-48 E 548.21 feet; (8) 17.49 along a curve to the left of radius 10.00 feet a chord N 45-05-57 W 15.35 feet to the southern right-of-way margin of Acadia Avenue; Thence along the southern right-of-way margin of Acadia Avenue the following twelve (12) courses and distances; (1) 152.93 feet along a curve

Tract 9: Continued

to the right of radius 3980.75 feet a chord N 85-53-20 E 152.92 feet; (2) 34.22 along a curve to the right of radius 20.00 feet a chord S 43-59-55 E 30.19 feet; (3) S 84-59-12 E 50.00 feet; (4) N 05-00-48 E 11.64 feet; (5) 29.07 along a curve to the right of radius 20.00 feet a chord N 46-39-28 E 26.58 feet; (6) 143.74 feet along a curve to the right of radius 3980.75 feet a chord N 89-20-12 E 143.73 feet; (7) 231.17 feet along a curve to the right of radius 3980.75 feet a chord S 87-57-55 E 231.13 feet; (8) 31.37 feet along a curve to the right of radius 20.00 feet a chord S 41-21-42 E 28.25 feet; (9) S 84-59-30 E 50.02 feet; (10) 31.95 feet along a curve to the right of radius 20.00 feet a chord N 49-14-11 E 28.66 feet; (11) 96.55 feet along a curve to the right of radius 3980.75 feet a chord S 84-18-17 E 96.55 feet; (12) S 83-36-36 E 60.90 feet to the POINT OF BEGINNING, containing 978,366 square feet (22.46 acres more or less)

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company by deed from 96 West Land Holdings, LLC, a Tennessee limited liability company, recorded in Book 4561, page 306, and by deed from 96 West Land Holdings II, LLC, a Tennessee limited liability company, recorded in Book 4561, page 310, Register's Office of Williamson County, Tennessee.

Tract 10:

A certain tract or parcel of land containing 2,351,800 square feet lying and being in the Fifth Civil District, Williamson County, Tennessee, at 96 Highway in Franklin, bounded on the north by 96 Highway and on the east by 96 West Land Holdings II, LLC, on the south by 96 West Land Holdings, LLC and on the west by Section 15 and Section 1 and being more particularly described as follows:

COMMENCING AND BEGINNING at an iron pin in the southern right-of-way margin of Acadia Avenue and the eastern right-of-way margin of an alley, being the southeast corner of section 13; Thence N 84-41-39 W 75.00 feet to the eastern right-of-way margin of Cheltenham Avenue; Thence leaving the eastern right-of-way margin of Cheltenham Avenue S 87-54-23 W 38.82 feet to the western right-of-way margin of Cheltenham Avenue; Thence N 84-39-56 W 208.47 feet; Thence N 71-16-53 W 109.75 feet; Thence N 47-38-50 W 109.78 feet; Thence N 24-01-14 W 109.68 feet; Thence N 03-27-12 W 81.62 feet; Thence N 05-18-21 E 131.00 feet; Thence N 84-41-39 W 154.34 feet to the eastern right-of-way margin of Championship Boulevard; Thence leaving the eastern right-of-way margin of Championship Boulevard N 05-18-21 E 60.00 feet to the western right-of-way margin of Championship Boulevard; Thence leaving the western right-of-way margin of Championship Boulevard N 88-25-30 W 93.00 feet; Thence S 88-15-38 W 171.49 feet; Thence N 05-18-21 E 265.51 feet; Thence N 09-30-34 E 356.60 feet to the southern right-of-way margin of Morning Mist Lane; Thence along the southern right-of-way margin of Morning Mist Lane N 84-41-39 W 131.82 feet; Thence 29.95 feet along a curve to the left of radius 20.00 feet a chord S 52-24-28 W 27.23 feet to the eastern right-of-way margin of Wild Elm Street; Thence along the eastern right-of-way margin of Wild Elm Street S 09-30-34 W 5.59 feet; Thence leaving the eastern right-of-way margin of Wild Elm Street N 80-29-26 W 36.00 feet to the western right-of-way margin of Wild Elm Street; Thence along the western right-of-way margin of Wild Elm Street S 09-30-34 W 111.21 feet; Thence leaving the western right-of-way margin of Wild Elm Street N 80-29-26 W 97.48 feet; Thence S 85-22-05 W 63.26 feet; Thence N 81-56-07 W 1271.71 feet; Thence S 87-10-30 W 108.57 feet; Thence S 07-44-39 E 1047.14 feet; Thence N 82-15-21 E 522.02 feet; Thence S 07-48-06 E 247.33 feet; Thence S 25-08-49 W 12.91 feet; Thence S 08-25-43 E 243.40 feet; Thence N 81-34-17 E 1096.11 feet; Thence S 39-31-27 E 77.80 feet; Thence S 49-49-12 E 109.15 feet; Thence S 56-35-56 E 41.68 feet; Thence S 58-28-14 E 447.25 feet; Thence N 29-12-47 E 152.23 feet; Thence 154.47 feet along a curve to the left of radius 1038.00 feet a chord S 66-23-05 E 1544.33 feet; Thence N 19-21-07 E 76.00 feet; Thence 94.76 feet along a curve to the right of radius 962.00 feet a chord N 67-49-34 W 94.72 feet; Thence N 19-21-07 E 140.34 feet; Thence N 12-01-48 E 62.71 feet; Thence N 69-36-51 E 114.43 feet; Thence N 05-18-21 E 68.59 feet; Thence N 84-41-39 W 75.00 feet to the POINT OF BEGINNING, containing 2,351,800 square feet (53.99 acres more or less)

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company by deed from 96 West Land Holdings, LLC, a Tennessee limited liability company, recorded in Book 4561, page 314, and by deed from 96 West Land Holdings II, LLC, a Tennessee limited liability company, recorded in Book 4561, page 317, Register's Office of Williamson County, Tennessee.

Tract 11:

A certain tract or parcel of land containing 1,598,839 square feet lying and being in the Fifth Civil District, Williamson County, Tennessee, at 96 Highway in Franklin, bounded on the north by 96 Highway and on the east by 96 West Land Holdings II, LLC, on the south by 96 West Land Holdings, LLC and on the west by Section 15 and Section 1 and being more particularly described as follows:

COMMENCING AND BEGINNING at an iron pin in the eastern right-of-way margin of Westhaven Boulevard and the Southern right-of-way margin of 96 Highway, being the northeast corner of section 1; Thence along the eastern right-of-way margin of Westhaven Boulevard the following eight (8) courses and distances; (1) 51.90 feet along a curve to the left of radius 31.43 feet a chord S 51-48-04 W 46.21 feet; (2) S 03-18-00 W 57.98 feet; (3) 211.51 feet along a curve to the left of radius 247.00 feet a chord S 21-13-53 E 205.10 feet; (4) S 45-45-46 E 171.59 feet; (5) S 45-45-46 E 83.70 feet; (6) 289.68 feet along a curve to the right of radius 325.00 feet a chord S 20-13-43 E 280.18 feet; (7) S 05-18-21 W 77.01 feet; (8) 31.42 feet along a curve to the left of radius 20.00 feet a chord S 39-41-39 E 28.28 feet to the northern right-of-way margin of Front Street; Thence along the northern right-of-way margin of Front Street S 84-41-39 E 206.12 feet; Thence S 05-18-21 W 537.83 feet; Thence along a curve to the left 45.48 feet of radius 189.00 feet a chord N 60-21-45 E 45.37 feet; Thence N 53-28-06 E 306.93 feet; Thence S 36-31-54 E 180.00 feet to the southern right-of-way margin of Oleander Street; Thence along the southern right-of-way margin of Oleander Street N 53-28-06 E 573.00 to the eastern right-of-way margin of Keats Street; Thence along the eastern right-of-way margin of Keats Street the following three (3) courses and distances; (1) S 36-31-54 E 161.01 feet; (2) 81.22 feet along a curve to the left of radius 120.00 feet a chord S 55-55-14 E 79.67 feet; (3) S 75-18-33 E 45.97 feet; Thence leaving the eastern right-of-way margin of Keats Street N 53-28-06 E 441.58 feet to the centerline of Hamilton Creek; Thence along the centerline of Hamilton Creek the following nineteen (19) courses and distances; (1) N 25-01-57 W 60.58 feet; (2) N 30-21-05 W 65.33 feet; (3) N 07-02-43 W 70.17 feet; (4) N 16-28-19 W 43.88 feet; (5) N 06-38-05 E 35.03 feet; (6) N 43-38-49 E 48.16 feet; (7) N 18-22-41 E 43.79 feet; (8) N 31-48-26 W 25.90 feet; (9) N 56-34-00 W 20.82 feet; (10) S 70-24-07 W 28.66 feet; (11) N 52-56-29 W 66.19 feet; (12) N 11-29-26 W 65.89 feet; (13) N 50-05-07 E 28.30 feet; (14) S 88-19-58 E 52.02 feet; (15) N 64-28-30 E 63.22 feet; (16) N 10-27-34 E 52.84 feet; (17) N 11-38-20 W 47.97 feet; (18) N 04-28-08 W 74.69 feet; (19) N 01-55-38 E 33.50 feet to the southern right-of-way margin of 96 Highway; Thence along the southern right-of-way margin of 96 Highway the following four (4) courses and distances; (1) N 88-03-51 W 300.10 feet; (2) N 87-48-56 W 201.41 feet; (3) N 87-56-21 W 73.07 feet; (4) 1306.18 feet along a curve to the right of radius 7563.92 feet a chord N 82-59-32 W 1304.54 feet to the POINT OF BEGINNING, containing 1,598,839 square feet (36.70 acres more or less)

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company by deed from 96 West Land Holdings, LLC, a Tennessee limited liability company, recorded in Book 4561, page 300, and by deed from 96 West Land Holdings II, LLC, a Tennessee limited liability company, recorded in Book 4561, page 303, Register's Office of Williamson County, Tennessee.

TRACT 12:

Land in Williamson County, Tennessee, Being Lot Nos. 4005, 4012, 4013 and 4014, on the Plan of Westhaven, Section 15 of record in Plat Book P48, page 120, Register's Office of Williamson County, Tennessee, to which plan reference is hereby made for a complete description thereof.

TRACT 13:

A certain tract or parcel of land containing 520,324.27 square feet lying and being in the Fifth Civil District, Williamson County, Tennessee, at 96 Highway in Franklin, bounded on the north by 96 West Land Holdings, LLC future development, on the east by Westhaven Section 24 and 96 West Land Holdings II, LLC future development, on the south by Williamson County Board of Education, a Tennessee governmental entity, on the west by the Westhaven Section 17 and being more particularly described as follows:

COMMENCING AND BEGINNING at an iron pin in the northern right-of-way margin of Townsend Boulevard and the most easterly corner of Westhaven Section 17 and thence running across the right-of-way of Townsend Boulevard and easterly boundary line of Westhaven Section 17 S5°18'21"W 76.00 feet to a point on the southern right-of-way margin of Townsend Boulevard on the northerly boundary line of the Williamson County Board of Education; thence running along said right-of-way margin and boundary line the following three (3) courses and distances; (1) S84°41'39"E 20.83 feet; (2) 392.85 feet along a curve to the left of radius 538.00 feet and a chord of N74°23'13"E 384.18 feet; (3) N53°28'06"E 514.19 feet; thence 31.42 feet along a curve to the right of radius 20.00 feet and a chord of S81°31'54"E 28.28 feet to a point on the westerly right-of-way margin of Jewell Avenue and the easterly boundary line of the Williamson County Board of Education; thence running along said right-of-way margin and boundary line the following two (2) courses and distances; (1) S36°31'54"E 47.73 feet; (2) 165.85 feet along a curve to the right of radius 325.00 feet and a chord of S21°54'44"E 164.06 feet to a point on the northerly boundary line of Westhaven Section 24; thence continuing along said boundary line across said right-of-way margin N82°42'26"E 50.00 feet to a point on the easterly right-of-way margin of Jewell Avenue; thence continuing along the said boundary N82°42'26"E 145.00 feet to a point on the westerly right-of-way margin of an alley on the westerly boundary line of Westhaven Section 24; thence along said right-of-way margin and boundary line 197.90 feet along a curve to the left of radius 520.00 feet and a chord of N18°11'44"W 196.71 feet to a point on the northern right-of-way margin of an alley on the northerly boundary line of Westhaven Section 24; thence along said right-of-way margin and boundary line N53°28'06"E 358.37 feet to a point; thence leaving said right-of-way margin and boundary line across a new line the following twenty (20) courses and distances; (1) N36°31'54"W 111.84 feet; (2) 33.26 feet along a curve to the right of radius 20.00 feet and a chord of N11°06'50"E 29.56 feet; (3) 220.50 feet along a curve to the right of radius 762.00 feet and a chord of N57°02'59"E 219.74 feet; (4) N14°39'37"W 76.00 feet; (5) 252.98 feet along a curve to the left of radius 838.00 feet and a chord of S66°41'28"W 252.03 feet; (6) 29.82 feet along a curve to the right of radius 20.00 feet and a chord of N79°14'40"W 27.13 feet; (7) N36°31'54"W 139.73 feet; (8) S53°28'06"W 319.49 feet; (9) 15.23 feet along a curve to the right of radius 96.00 feet and a chord of S58°00'48"W 15.21 feet; (10) S62°33'31"W 33.62 feet; (11) 18.72 feet along a curve to the left of radius 120.18 feet and a chord of S58°00'48"W 18.70 feet; (12) S53°28'06"W 117.49 feet; (13) N36°31'54"W 32.00 feet; (14) S53°28'06"W 579.19 feet; (15) 193.50 feet along a curve to the right of radius 265.00 feet and a chord of S74°23'13"W 189.23 feet; (16) N84°41'39"W 87.83 feet; (17) S5°18'21"W 28.00 feet; (18) 18.85 feet along a curve to the right of radius 12.00 feet and a chord of S50°18'21"W 16.97 feet; (19) N84°41'39"W 103.56 feet; (20) 34.56 feet along a curve to the right of radius 22.00 feet and a chord of N39°41'39"W 31.11 feet to a point along the easterly right-of-way margin of an alley on the easterly boundary line of Westhaven Section 17; thence continuing along said right-of-way margin and boundary line S5°18'21"W 169.00 feet to a point; thence 15.71 feet along a curve to the left of radius 10.00 feet and a chord of S39°41'39"E 14.14 feet to a point along the northerly right-of-way margin of Townsend Boulevard and the northerly boundary line of Westhaven Section 17; thence continuing along said right-of-way margin and boundary line S84°41'39"E 194.56 feet to the POINT OF BEGINNING, containing 520,324.27 square feet (11.95 acres more or less) and being the land recorded as Westhaven PUD Subdivision Section 29 in Plat Book P53 Page 52, at the Register's Office of Williamson County, Tennessee.

TRACT 14:

Land lying in the 5th Civil District, Williamson County, Tennessee, Being bounded on the North by Westhaven Section 24, Plat Book 50, Page 19, on the East by 96 West Land Holding II, Book 3810, Page 719, on the South by 96 West Land Holding II, Book 3810, Page 719, and on the West by Westhaven Section 24, Plat Book 50, Page 19, being more particularly described as follows:

BEGINNING at an iron pin set at the south end of the west Right-of Way radius of the intersection of Ripley Lane and Fitzgerald Street. Thence crossing Fitzgerald Street S 65°38'45" E - 36.00' to an iron pin set in the east Right-of-Way of Fitzgerald Street. Thence continuing along the south Right-of-Way radius of Fitzgerald Street and Ripley Lane,

along a curve to the right having a length of 31.33', a radius of 20.00', a chord bearing of N 68°38'51" E, and a chord distance of 28.22' to an iron pin set in the south Right-of-Way of Ripley Lane. Thence, continuing with the south Right-of-Way of Ripley Lane the following four calls:

along a curve to the left having a length of 31.23', a radius of 618.00', a chord bearing of S 67°55'48" E, and a chord distance of 31.22' to an iron pin set. Thence,

along a curve to the left having a length of 33.13', a radius of 618.00', a chord bearing of S 70°54'48" E, and a chord distance of 33.13' to an iron pin set. Thence,

along a curve to the left having a length of 33.33', a radius of 618.00', a chord bearing of S 73°59'39" E, and a chord distance of 33.33' to an iron pin set. Thence,

along a curve to the left having a length of 33.64', a radius of 618.00', a chord bearing of S 77°05'56" E, and a chord distance of 33.64' to an iron pin set. Thence leaving said Right-of-Way and continuing southwardly,

S 24°04'01" W - 142.41' to an iron pin set in the north Right-of-Way of an alley. Thence continuing with north Right-of-Way of the alley,

along a curve to the left having a length of 20.99', a radius of 511.00', a chord bearing of S 79°24'40" E, and a chord distance of 20.99' to an iron pin. Thence crossing said alley,

S 11°45'57" W - 22.00' to an iron pin in the south Right-of-Way of said alley. Thence continuing along the Right-of-Way radius of two alleys,

along a curve to the left having a length of 31.19', a radius of 23.00', a chord bearing of S 62°54'59" W, and a chord distance of 28.85' to an iron pin set in the east Right-of-Way of an alley. Thence, continuing with the east Right-of-Way of the alley,

S 24°04'04" W - 266.81' to an iron pin set. Thence continuing along the Right-of-Way radius of two alleys,

along a curve to the left having a length of 29.92', a radius of 22.00', a chord bearing of S 14°53'21" E, and a chord distance of 27.66' to an iron pin set in the north Right-of-Way of an alley. Thence, crossing said alley,

S 36°21'12" W – 18.22' to an iron pin set in the south Right-of-Way of an alley. Thence along the south Right-of-Way of said alley the following three calls:

N 53°30'59" W – 140.84' to an iron pin set. Thence,

along a curve to the left having a length of 7.64', a radius of 39.00', a chord bearing of N 59°07'53" W, and a chord distance of 7.63' to an iron pin set. Thence,

N 64°44'48" W – 16.34' to an iron pin set at the PC of the south Right-of-Way radius of an alley and Fitzgerald Street. Thence continuing with said Right-of-Way radius,

along a curve to the left having a length of 15.40', a radius of 10.00', a chord bearing of S 71°08'02" W, and a chord distance of 13.92' to an iron pin set. Thence continuing with the east Right-of-Way of Fitzgerald Street the following two calls:

along a curve to the right having a length of 142.63', a radius of 863.00', a chord bearing of S 31°44'57" W, and a chord distance of 142.46' to an iron pin set. Thence,

S 36°29'01" W – 37.24' to an iron pin set in the east Right-of-Way of Fitzgerald Street. Thence crossing Fitzgerald Street,

N 53°30'59" W – 36.00' to an iron pin set in the west Right-of-Way radius of Fitzgerald Street and Welty Way. Thence continuing with said Right-of-Way radius,

along a curve to the left having a length of 31.42', a radius of 20.00', a chord bearing of N 08°30'59" W, and a chord distance of 28.28' to an iron pin set in the south Right-of-Way of Welty Way. Thence continuing with the south Right-of-Way of Welty Way,

N 53°30'59" W – 105.00' to an iron pin set. Thence crossing Welty Way,

N 35°32'46" E – 36.00' to an iron pin set in the east Right-of-Way radius of Welty Way and an alley. Thence continuing along the Right-of-Way radius,

along a curve to the right having a length of 15.30', a radius of 10.00', a chord bearing of N 09°41'26" W, and a chord distance of 13.85' to an iron pin set in the east Right-of-Way of an alley. Thence continuing along the east Right-of-Way of the alley the following fourteen calls:

along a curve to the left having a length of 43.65', a radius of 692.00', a chord bearing of N 32°19'42" E, and a chord distance of 43.64' to an iron pin set. Thence,

along a curve to the left having a length of 39.46', a radius of 692.00', a chord bearing of N 28°53'17" E, and a chord distance of 39.45' to an iron pin set. Thence,

along a curve to the left having a length of 38.50', a radius of 692.00', a chord bearing of N 25°39'38" E, and a chord distance of 38.49' to an iron pin set. Thence,

N 24°04'01" E – 1.02' to an iron pin set. Thence,

N 24°04'01" E – 42.00' to an iron pin set. Thence,

N 24°04'01" E – 46.00' to an iron pin set. Thence,

N 24°04'01" E – 46.00' to an iron pin set. Thence,

N 24°04'01" E – 41.00' to an iron pin set. Thence,

N 24°04'01" E – 41.00' to an iron pin set. Thence,

N 24°04'01" E – 41.00' to an iron pin set. Thence,

N 24°04'01" E – 41.00' to an iron pin set. Thence,

N 24°04'01" E – 41.00' to an iron pin set. Thence,

N 24°04'01" E – 41.07' to an iron pin set. Thence,

along a curve to the left having a length of 14.75', a radius of 792.00', a chord bearing of N 23°32'00" E, and a chord distance of 14.75' to an iron pin set in the south Right-of-Way radius of an alley and Ripley Lane. Thence continuing with said Right-of-Way radius,

along a curve to the right having a length of 15.89', a radius of 10.00', a chord bearing of N 68°32'00" E, and a chord distance of 14.27' to an iron pin set in the south Right-of-Way of Ripley Lane. Thence continuing along said Right-of-Way,

S 65°55'59" E – 105.13' to an iron pin set. Thence continuing along the west Right-of-Way radius of Ripley Lane and Fitzgerald Street,

along a curve to the right having a length of 31.31', a radius of 20.00', a chord bearing of S 21°05'21" E, and a chord distance of 28.21' to an iron pin set at the POINT OF BEGINNING, comprising a portion of the land conveyed to 96 West Land Holdings, LLC and 96 West Land Holdings II, LLC by deeds recorded in Book 2668, page 41, Book 3810, page 719, and Book 3810, page 728 Registers Office of Williamson County.

Tract 15

Land lying in the 5th Civil District, City of Franklin, Williamson County, Tennessee, being bounded on the north by the south right-of-way of Acadia Avenue (38.5 ft. r.o.w. width) of Westhaven PUD Subdivision Section 22, Revision 1 as of record in plat book 53, page 143, on the east by the west right-of-way of Alley (22 ft. r.o.w. width) of Westhaven PUD Subdivision Section 26, Revision 1, Resub of Lot 991 as of record in plat book 53, page 53, and Westhaven PUD Subdivision Section 26, Revision 2, Resub of Lot 1002 as of record in plat book 54, page 39, on the west by Westhaven Section 10 Final Subdivision Plat as of record in plat book 40, page 22, and Westhaven Section 10, Revision 1, (Reconfiguration of Lots 527-530) Final Subdivision Plat as of record in plat book 47, page 71, being more particularly described as follows:

Beginning at an existing iron rod on the south right-of-way of Acadia Avenue, being the northeast property corner of Lot 526 of Westhaven Section 10, and being the northwest property corner of the herein described Westhaven Section 34 boundary;

thence leaving the aforesaid property corner with the south right-of-way line of Acadia Avenue and the north boundary line of Westhaven Section 34, through the following courses:

a curve length of 62.12 feet along a curve to the left having a radius of 619.25 feet, a delta of $5^{\circ}44'52''$, a tangent of 31.09 feet and a chord bearing and distance of $N 85^{\circ}28'56'' E$ 62.09 feet to an existing iron rod,

$N 82^{\circ}36'30'' E$ 162.29 feet to a proposed iron rod,

a curve length of 33.61 feet along a curve to the right having a radius of 20.00 feet, a delta of $96^{\circ}16'29''$, a tangent of 22.32 feet and a chord bearing and distance of $S 49^{\circ}15'15'' E$ 29.79 feet to a proposed iron rod lying on the west right-of-way of Westhaven Boulevard (50 ft. r.o.w. width),

$N 88^{\circ}52'59'' E$ 50.00 feet to a sectional point lying on the east right-of-way of Westhaven Boulevard,

$N 1^{\circ}07'01'' W$ 9.90 feet to a proposed iron rod,

a curve length of 29.23 feet along a curve to the right having a radius of 20.00 feet, a delta of $83^{\circ}43'31''$, a tangent of 17.92 feet and a chord bearing and distance of $N 40^{\circ}44'45'' E$ 26.69 feet to a proposed iron rod,

$N 82^{\circ}36'30'' E$ 15.96 feet to an existing iron rod,

a curve length of 151.46 feet along a curve to the right having a radius of 3,980.75 feet, a delta of $2^{\circ}10'48''$, a tangent of 75.74 feet and a chord bearing and distance of $N 83^{\circ}41'54'' E$ 151.45 feet to an existing iron rod, being a northeast boundary corner of Westhaven Section 34;

thence leaving the south right-of-way of Acadia Avenue and the north boundary line of Westhaven Section 34 with a radius return between Acadia Avenue and Alley through the following course:

a curve length of 17.49 feet along a curve to the right having a radius of 10.00 feet, a delta of $100^{\circ}13'31''$, a tangent of 11.97 feet and a chord bearing and distance of $S\ 45^{\circ}05'57''\ E\ 15.35$ feet to an existing iron rod lying on the west right-of-way of Alley,

thence with the west right-of-way of Alley and the east boundary line of Westhaven Section 34 through the following courses:

$S\ 5^{\circ}00'48''\ W\ 548.21$ feet to an existing iron rod,

a curve length of 97.81 feet along a curve to the right having a radius of 318.75 feet, a delta of $17^{\circ}34'53''$, a tangent of 49.29 feet and a chord bearing and distance of $S\ 13^{\circ}48'15''\ W\ 97.43$ feet to an existing iron rod,

$S\ 22^{\circ}35'41''\ W\ 111.19$ feet to an existing iron rod,

a curve length of 140.11 feet along a curve to the left having a radius of 531.25 feet, a delta of $15^{\circ}06'40''$, a tangent of 70.46 feet and a chord bearing and distance of $S\ 15^{\circ}02'21''\ W\ 139.71$ feet to an existing iron rod,

$S\ 7^{\circ}29'01''\ W\ 50.66$ feet to an existing iron rod,

a curve length of 26.30 feet along a curve to the right having a radius of 89.00 feet, a delta of $16^{\circ}55'54''$, a tangent of 13.25 feet and a chord bearing and distance of $S\ 15^{\circ}56'58''\ W\ 26.21$ feet to an existing iron rod, being a southwest boundary corner of Westhaven Section 26 and a southeast boundary corner of Westhaven Section 34;

thence leaving the west right-of-way of Alley with a radius return between Alley and Tabitha Drive through the following course:

a curve length of 34.75 feet along a curve to the right having a radius of 20.00 feet, a delta of $99^{\circ}32'25''$, a tangent of 23.64 feet and a chord bearing and distance of $S\ 74^{\circ}11'07''\ W\ 30.54$ feet to an existing iron rod lying on the north right-of-way of Tabitha Drive (36 ft. r.o.w. width),

$S\ 33^{\circ}57'20''\ W\ 36.00$ feet to an existing iron rod lying on the south right-of-way of Tabitha Drive, being the southwest boundary corner of Westhaven Section 26 and the southeast boundary corner of Westhaven Section 34;

thence leaving the west and east boundary line of Westhaven Section 26 and Section 34, respectively, creating a severance line across a portion of 96 West Land Holdings II, LLC property, with the south right-of-way of Tabitha Drive and the south boundary line of Westhaven Section 34 through the following courses:

$N\ 56^{\circ}02'40''\ W\ 183.92$ feet to a proposed iron rod,

thence leaving the south right-of-way of Tabitha Drive with a radius return between Tabitha Drive and Westhaven Boulevard through the following course:

a curve length of 30.99 feet along a curve to the left having a radius of 20.00 feet, a delta of $88^{\circ}46'28''$, a tangent of 19.58 feet and a chord bearing and distance of $S 79^{\circ}34'06'' W$ 27.98 feet to a proposed iron rod lying on the east right-of-way of Westhaven Boulevard (50 ft. r.o.w. width),

N $54^{\circ}49'08'' W$ 50.00 feet to a proposed iron rod lying on the west right-of-way of Westhaven Boulevard,

N $35^{\circ}10'52'' E$ 54.52 feet to a proposed iron rod,

thence leaving the west right-of-way of Westhaven Boulevard through the following course:

N $56^{\circ}02'40'' W$ 190.00 feet to a proposed iron rod, being the southwest boundary corner of Westhaven Section 34;

thence leaving the south boundary line of Westhaven Section 34 with the west boundary line of Westhaven Section 34 through the following courses:

N $33^{\circ}57'20'' E$ 105.00 feet to a proposed iron rod,

N $21^{\circ}21'31'' E$ 160.14 feet to a proposed iron rod,

N $89^{\circ}24'45'' W$ 100.90 feet to a proposed iron rod, being the southeast property corner of Lot 528 of Westhaven Section 10;

thence with the east boundary line of Westhaven Section 10 through the following course:

N $7^{\circ}12'00'' E$ 435.66 feet to the point of beginning, containing 397,357 square feet or 9.122 acres.

Tract 16

Land lying in the 5th Civil District, City of Franklin, Williamson County, Tennessee, being bounded on the north by Lot 4001 of Westhaven Section 25 and Section 15 (Lot 4001) as of record in plat book 51, page 131, on the east by Lot 4021 of Westhaven Section 25 and Section 15 (Lot 4001) as of record in plat book 51, page 131, and 96 West Land Holdings, LLC, as of record in deed book 2668, page 41, on the south by the north right-of-way of Alley (22 ft. r.o.w.) of Westhaven PUD Subdivision Section 29 as of record in plat book 53, page 52, on the west by the east right-of-way of Alley (22 ft. r.o.w.), north right-of-way of Oleander Street (50' r.o.w.) and east right-of-way of Westhaven Boulevard (32 ft. r.o.w.) of Westhaven Section 17 as of record in plat book 48, page 96, and on the west by the east right-of-way of Westhaven Boulevard (50 ft. r.o.w.) of Westhaven Section 15 as of record in plat book 44, page 88, being more particularly described as follows:

Commencing at an existing concrete monument, being a point of curvature of a radius return between the east right-of-way of Westhaven Boulevard (50 ft. r.o.w.) and the south right-of-way of Front Street (50 ft. r.o.w.) of Westhaven Section 15 as of record in plat book 44, page 88, and being a northwest property corner of Lot 4001 Westhaven Section 15;

thence leaving the aforesaid property corner with the east right-of-way line of Westhaven Boulevard and west property line of Lot 4001 through the following course:

S 5°18'21" W 121.34 feet to a proposed iron rod, being the northwest boundary corner and point of beginning for the herein described Westhaven Section 35 boundary;

thence leaving the east right-of-way of Westhaven Boulevard and west property line of Lot 4001, creating a severance line across a portion of Lot 4001, with a radius return between Westhaven Boulevard and Alley, being the north boundary line of Westhaven Section 35 through the following courses:

a curve length of 31.42 feet along a curve to the left having a radius of 20.00 feet, a delta of 90°00'00", a tangent of 20.00 feet and a chord bearing and distance of S 39°41'39" E 28.28 feet to a proposed iron rod lying on the north right-of-way of Alley (26 ft. r.o.w.),

S 84°41'39" E 206.12 feet to a proposed iron rod lying on the west and east property line of Lot 4021 and Lot 4001, respectively, being the northeast boundary corner of Westhaven Section 35;

thence leaving the north right-of-way of Alley and the north boundary line of Westhaven Section 35 with the west and east property line of Lot 4021 and Lot 4001, respectively, and the east boundary line of Westhaven Section 35 through the following courses:

S 5°18'21" W 280.21 feet, passing the southeast property corner of Lot 4001 at a distance of 244.00 feet, to a proposed iron rod, lying on a radius return between east right-of-way of Alley (26' r.o.w.) and north right-of-way of Alley (22 ft. r.o.w.);

thence leaving the west property line of Lot 4021, creating a severance line across a portion of Lot 4021, with aforesaid radius return through the following courses:

a curve length of 7.53 feet along a curve to the left having a radius of 22.00 feet, a delta of $19^{\circ}36'48''$, a tangent of 3.80 feet and a chord bearing and distance of $S 74^{\circ}53'15'' E$ 7.49 feet to a proposed iron rod,

$S 84^{\circ}41'39'' E$ 3.16 feet to a proposed iron rod, thence leaving the north right-of-way of Alley through the following course:

$S 5^{\circ}18'21'' W$ 22.00 feet to a proposed iron rod lying on the south right-of-way of Alley, thence leaving the aforesaid Alley right-of-way through the following course:

$S 31^{\circ}45'57'' E$ 150.09 feet, passing the south property line of Lot 4021 at a distance of 14.19 feet, creating a severance line across a portion of 96 West Land Holdings, LLC, property, to a proposed iron rod lying on the north right-of-way of Oleander Street (50 ft. r.o.w. width), thence with the north right-of-way of Oleander Street through the following course:

$N 58^{\circ}14'03'' E$ 13.29 feet to a proposed iron rod, thence leaving the north right-of-way of Oleander Street through the following course:

$S 33^{\circ}50'35'' E$ 50.03 feet to a proposed iron rod lying on the south right-of-way of Oleander Street, thence leaving the south right-of-way of Oleander Street with a radius return between Oleander Street and Eliot Road (48' ft. r.o.w.) through the following courses:

a curve length of 29.92 feet along a curve to the left having a radius of 20.00 feet, a delta of $85^{\circ}42'03''$, a tangent of 18.55 feet and a chord bearing and distance of $S 15^{\circ}23'01'' W$ 27.20 feet to a proposed concrete monument lying on the east right-of-way of Eliot Road,

a curve length of 18.99 feet along a curve to the right having a radius of 224.00 feet, a delta of $4^{\circ}51'30''$, a tangent of 9.50 feet and a chord bearing and distance of $S 25^{\circ}02'15'' E$ 18.99 feet to a proposed iron rod, thence leaving aforesaid Eliot Road right-of-way through the following course:

$N 66^{\circ}57'40'' E$ 162.78 feet to a proposed iron rod lying on the west right-of-way of Alley (22 ft. r.o.w.), thence leaving aforesaid Alley right-of-way through the following course:

$S 88^{\circ}05'13'' E$ 22.00 feet to a proposed iron rod lying on the east right-of-way of Alley, thence with the aforesaid Alley right-of-way through the following courses:

$S 1^{\circ}54'47'' W$ 144.54 feet to a proposed iron rod,

a curve length of 36.23 feet along a curve to the left having a radius of 54.00 feet, a delta of $38^{\circ}26'42''$, a tangent of 18.83 feet and a chord bearing and distance of $S 17^{\circ}18'34'' E$ 35.56 feet to a proposed iron rod,

$S 36^{\circ}31'54'' E$ 41.07 feet to a proposed iron rod, thence leaving the east right-of-way of Alley with a radius return between Alley and Porter Street through the following course:

a curve length of 15.71 feet along a curve to the left having a radius of 10.00 feet, a delta of $90^{\circ}00'00''$, a tangent of 10.00 feet and a chord bearing and distance of $S 81^{\circ}31'54'' E 14.14$ feet to a proposed iron rod lying on the north right-of-way of Porter Street (36 ft. r.o.w.), thence leaving aforesaid Porter Street right-of-way through the following course:

$S 36^{\circ}31'54'' E 36.00$ feet to a proposed iron rod lying on the south right-of-way of Porter Street, thence with the aforesaid Porter Street right-of-way through the following course:

$S 53^{\circ}28'06'' W 18.91$ feet to a proposed concrete monument, thence leaving the south right-of-way of Porter Street with a radius return between Porter Street and Tilby Street through the following course:

a curve length of 31.42 feet along a curve to the left having a radius of 20.00 feet, a delta of $90^{\circ}00'00''$, a tangent of 20.00 feet and a chord bearing and distance of $S 8^{\circ}28'06'' W 28.28$ feet to a proposed concrete monument, thence with the east right-of-way of Tilby Street (36 ft. r.o.w.) through the following course:

$S 36^{\circ}31'54'' E 105.00$ feet to a proposed iron rod, thence leaving the east right-of-way of Tilby Street with a radius return between Tilby Street and Alley through the following course:

a curve length of 15.71 feet along a curve to the left having a radius of 10.00 feet, a delta of $90^{\circ}00'00''$, a tangent of 10.00 feet and a chord bearing and distance of $S 81^{\circ}31'54'' E 14.14$ feet to a proposed iron rod lying on the north right-of-way of Alley (22 ft. r.o.w.), being the southeast corner of Westhaven Section 35;

thence with the north right-of-way of Alley and the south boundary line of Westhaven Section 35 through the following courses:

$S 53^{\circ}28'06'' W 102.69$ feet to an existing iron rod,

a curve length of 193.50 feet along a curve to the right having a radius of 265.00 feet, a delta of $41^{\circ}50'15''$, a tangent of 101.29 feet and a chord bearing and distance of $S 74^{\circ}23'13'' W 189.23$ feet to an existing iron rod,

$N 84^{\circ}41'39'' W 89.83$ feet to an existing iron rod lying on the west right-of-way of Eliot Road (48 ft. r.o.w.), thence leaving north right-of-way of Alley with the west right-of-way of Eliot Road through the following course:

$S 5^{\circ}14'37'' W 29.99$ feet to an existing iron rod, thence leaving the aforesaid Eliot Road right-of-way with a radius return between Eliot Road and Alley through the following course:

a curve length of 15.72 feet along a curve to the right having a radius of 10.00 feet, a delta of $90^{\circ}03'44''$, a tangent of 10.01 feet and a chord bearing and distance of $S 50^{\circ}16'29'' W 14.15$ feet to an existing iron rod lying on the north right-of-way of Alley (22 ft. r.o.w.), thence with the north right-of-way of Alley through the following course:

$N 84^{\circ}41'39'' W 103.59$ feet to an existing iron rod, thence leaving the aforesaid Alley right-of-way with a radius return between Alley and Alley through the following course:

a curve length of 34.56 feet along a curve to the right having a radius of 22.00 feet, a delta of $90^{\circ}00'00''$, a tangent of 22.00 feet and a chord bearing and distance of $N 39^{\circ}41'39'' W$ 31.11 feet to an existing iron rod lying on the east right-of-way of Alley (22 ft. r.o.w.), being the southwest boundary corner of Westhaven Section 35;

thence with the east right-of-way of Alley and the west boundary line of Westhaven Section 35 through the following courses:

$N 5^{\circ}18'21'' E$ 450.38 feet to a point, leaving the east right-of-way of Alley at a distance of 390.94 feet, lying on the north right-of-way of Oleander Street (50 ft. r.o.w.), thence with the aforesaid Oleander Street right-of-way through the following course:

$N 88^{\circ}47'08'' W$ 161.55 feet to an existing concrete monument, thence leaving the north right-of-way of Oleander Street with a radius return between Oleander Street and Westhaven Boulevard through the following course:

a curve length of 14.04 feet along a curve to the right having a radius of 10.00 feet, a delta of $80^{\circ}26'44''$, a tangent of 8.46 feet and a chord bearing and distance of $N 48^{\circ}33'46'' W$ 12.92 feet to an existing concrete monument lying on the west right-of-way of Westhaven Boulevard (32 ft. r.o.w.), thence with the aforesaid Westhaven Boulevard right-of-way through the following courses:

a curve length of 37.35 feet along a curve to the left having a radius of 516.00 feet, a delta of $4^{\circ}08'50''$, a tangent of 18.68 feet and a chord bearing and distance of $N 10^{\circ}24'49'' W$ 37.34 feet to an existing concrete monument,

$N 12^{\circ}29'14'' W$ 39.82 feet to an existing concrete monument,

a curve length of 150.30 feet along a curve to the right having a radius of 484.00 feet, a delta of $17^{\circ}47'35''$, a tangent of 75.76 feet and a chord bearing and distance of $N 3^{\circ}35'26'' W$ 149.70 feet to an existing concrete monument,

$N 5^{\circ}18'21'' E$ 279.62 feet to the point of beginning, containing 293,693 square feet or 6.74 acres.

Tract 17

Land lying in the 5th Civil District, City of Franklin, Williamson County, Tennessee, being bounded on the north by the south right-of-way of Welty Way (36 ft. r.o.w.), east right-of-way of Fitzgerald Street (36 ft. r.o.w.) and south right-of-way of Alley (22 ft. r.o.w.) of Westhaven PUD Subdivision Section 28 as of record in plat book 54, page 150, on the east and south by 96 West Land Holdings II, LLC, as of record in deed book 3810, page 719, on the west by the east right-of-way of Alley (22 ft. r.o.w.) of Westhaven PUD Subdivision Section 26 as of record in plat book 52, page 80, and east right-of-way of Alley (22 ft. r.o.w.) of Westhaven PUD Subdivision Section 24 as of record in plat book 50, page 19, being more particularly described as follows:

Beginning at an existing iron rod, being a point of curvature of a radius return between the east right-of-way of Alley and the south right-of-way of Welty Way, being a northwest property corner of the herein described Westhaven Section 36 boundary;

thence leaving the aforesaid property corner with the south right-of-way line of Welty Way and north boundary line of Westhaven Section 36 through the following courses:

S 53°30'59" E 105.00 feet to an existing iron rod, thence leaving the aforesaid Welty Way right-of-way with a radius return between Welty Way and Fitzgerald Street through the following course:

a curve length of 31.42 feet along a curve to the right having a radius of 20.00 feet, a delta of 90°00'00", a tangent of 20.00 feet and a chord bearing and distance of S 8°30'59" E 28.28 feet to an existing iron rod lying on the west right-of-way of Fitzgerald Street, thence leaving the aforesaid Fitzgerald Street right-of-way through the following course:

S 53°30'59" E 36.00 feet to an existing iron rod lying on the east right-of-way of Fitzgerald Street, thence with the aforesaid Fitzgerald Street right-of-way through the following courses:

N 36°29'01" E 37.24 feet to an existing iron rod,

a curve length of 142.62 feet along a curve to the left having a radius of 863.00 feet, a delta of 9°28'08", a tangent of 71.47 feet and a chord bearing and distance of N 31°44'57" E 142.46 feet to an existing iron rod, thence leaving aforesaid Fitzgerald Street right-of-way with a radius return between Fitzgerald Street and Alley through the following course:

a curve length of 15.40 feet along a curve to the right having a radius of 10.00 feet, a delta of 88°14'19", a tangent of 9.70 feet and a chord bearing and distance of N 71°08'03" E 13.92 feet to an existing iron rod lying on the south right-of-way of Alley, thence with the aforesaid Alley right-of-way through the following courses:

S 64°44'48" E 16.34 feet to an existing iron rod,

a curve length of 7.64 feet along a curve to the right having a radius of 39.00 feet, a delta of $11^{\circ}13'49''$, a tangent of 3.83 feet and a chord bearing and distance of $S\ 59^{\circ}07'53''\ E\ 7.63$ feet to an existing iron rod,

$S\ 53^{\circ}30'59''\ E\ 126.70$ feet to an iron rod set, being the northeast boundary corner of Westhaven Section 36;

thence leaving the south right-of-way of Alley, creating a severance line across a portion of 96 West land Holdings II, LLC property, with the east right-of-way of Alley (22 ft. r.o.w.) and the east boundary line of Westhaven Section 36 through the following courses:

a curve length of 113.52 feet along a curve to the right having a radius of 611.00 feet, a delta of $10^{\circ}38'41''$, a tangent of 56.92 feet and a chord bearing and distance of $S\ 31^{\circ}09'40''\ W\ 113.35$ feet to a proposed iron rod,

$S\ 36^{\circ}29'01''\ W\ 196.69$ feet to a proposed iron rod,

a curve length of 70.58 feet along a curve to the left having a radius of 193.00 feet, a delta of $20^{\circ}57'11''$, a tangent of 35.69 feet and a chord bearing and distance of $S\ 26^{\circ}00'25''\ W\ 70.19$ feet to a proposed iron rod, thence leaving the aforesaid Alley right-of-way with a radius return between Alley and Acadia Avenue through the following course:

a curve length of 17.30 feet along a curve to the left having a radius of 10.00 feet, a delta of $99^{\circ}08'28''$, a tangent of 11.74 feet and a chord bearing and distance of $S\ 34^{\circ}02'24''\ E\ 15.22$ feet to a proposed iron rod lying on the north right-of-way of Acadia Avenue (38.5 ft. r.o.w.), thence leaving aforesaid Acadia Avenue right-of-way through the following course:

$S\ 6^{\circ}18'14''\ W\ 38.50$ feet to a proposed iron rod lying on the south right-of-way of Acadia Avenue, thence leaving the aforesaid Acadia Avenue right-of-way with a radius return between Acadia Avenue and Alley through the following course:

a curve length of 17.32 feet along a curve to the left having a radius of 10.00 feet, a delta of $99^{\circ}15'13''$, a tangent of 11.76 feet and a chord bearing and distance of $S\ 46^{\circ}45'45''\ W\ 15.24$ feet to a proposed iron rod lying on the east right-of-way of Alley, thence with the aforesaid Alley right-of-way through the following courses:

a curve length of 11.59 feet along a curve to the left having a radius of 193.00 feet, a delta of $3^{\circ}26'21''$, a tangent of 5.79 feet and a chord bearing and distance of $S\ 4^{\circ}35'02''\ E\ 11.58$ feet to a proposed iron rod,

$S\ 6^{\circ}18'13''\ E\ 516.62$ feet to a proposed iron rod,

a curve length of 128.53 feet along a curve to the right having a radius of 639.00 feet, a delta of $11^{\circ}31'27''$, a tangent of 64.48 feet and a chord bearing and distance of $S\ 0^{\circ}32'29''\ E\ 128.31$ feet to a proposed iron rod,

$S\ 5^{\circ}13'15''\ W\ 43.10$ feet to a proposed iron rod, thence leaving the east right-of-way of Alley with a radius return between Alley and Rathmore Street through the following course:

a curve length of 15.71 feet along a curve to the left having a radius of 10.00 feet, a delta of $90^{\circ}00'00''$, a tangent of 10.00 feet and a chord bearing and distance of $S\ 39^{\circ}46'45''\ E\ 14.14$ feet to a proposed iron rod lying on the north right-of-way of Rathmore Street (36 ft. r.o.w.), thence leaving the aforesaid Rathmore Street right-of-way through the following course:

$S\ 5^{\circ}13'15''\ W\ 36.00$ feet to a proposed iron rod lying on the south right-of-way of Rathmore Street, being the southeast boundary corner of Westhaven Section 36;

thence leaving the aforesaid boundary corner with the south right-of-way of Rathmore Street and the south boundary line of Westhaven Section 36 through the following courses:

$N\ 84^{\circ}46'45''\ W\ 147.00$ feet to a proposed iron rod, thence leaving the south right-of-way of Rathmore Street with a radius return between Rathmore Street and Fitzgerald Street through the following course:

a curve length of 31.42 feet along a curve to the left having a radius of 20.00 feet, a delta of $90^{\circ}00'00''$, a tangent of 20.00 feet and a chord bearing and distance of $S\ 50^{\circ}13'15''\ W\ 28.28$ feet to a proposed iron rod lying on the east right-of-way of Fitzgerald Street (36 ft. r.o.w.), thence leaving aforesaid Fitzgerald Street right-of-way through the following course:

$N\ 84^{\circ}46'45''\ W\ 36.00$ feet to a proposed iron rod lying on the west right-of-way of Fitzgerald Street, thence with the aforesaid Fitzgerald Street right-of-way through the following course:

$N\ 5^{\circ}13'15''\ E\ 27.47$ feet to a proposed iron rod, thence leaving the west right-of-way of Fitzgerald Street through the following course:

$N\ 84^{\circ}46'45''\ W\ 135.00$ feet to a proposed iron rod lying on the east right-of-way of Alley (22 ft. r.o.w.), being the southwest boundary corner of Westhaven Section 36;

thence leaving the aforesaid boundary corner with the east right-of-way of Alley and the west boundary line of Westhaven Section 36 through the following courses:

$N\ 5^{\circ}13'15''\ E\ 81.63$ feet to a proposed iron rod,

a curve length of 62.55 feet along a curve to the left having a radius of 311.00 feet, a delta of $11^{\circ}31'27''$, a tangent of 31.38 feet and a chord bearing and distance of $N\ 0^{\circ}32'29''\ W\ 62.45$ feet to a proposed iron rod,

$N\ 6^{\circ}18'13''\ W\ 590.61$ feet to proposed iron rod, passing 2 proposed iron rods located at the south and north radius return between Alley and Bramble Street at a distance of 237.00 feet and 294.15 feet, respectively,

a curve length of 12.16 feet along a curve to the right having a radius of 89.00 feet, a delta of $7^{\circ}49'52''$, a tangent of 6.09 feet and a chord bearing and distance of $N\ 2^{\circ}23'17''\ W\ 12.15$ feet to an existing iron rod, thence leaving the east right-of-way of Alley with a radius return between Alley and Acadia Avenue through the following course:

a curve length of 16.56 feet along a curve to the right having a radius of 10.00 feet, a delta of $94^{\circ}51'43''$, a tangent of 10.89 feet and a chord bearing and distance of N $48^{\circ}57'31''$ E 14.73 feet to an existing iron rod lying on the south right-of-way of Acadia Avenue (38.5 ft. r.o.w.), thence leaving the aforesaid Acadia Avenue right-of-way through the following course:

N $7^{\circ}09'15''$ E 38.50 feet to an existing iron rod lying on the north right-of-way of Acadia Avenue, thence leaving the aforesaid Acadia Avenue right-of-way with a radius return between Acadia Avenue and Alley through the following course:

a curve length of 16.44 feet along a curve to the right having a radius of 10.00 feet, a delta of $94^{\circ}11'00''$, a tangent of 10.76 feet and a chord bearing and distance of N $36^{\circ}31'08''$ W 14.65 feet to an existing iron rod lying on the east right-of-way of Alley (22 ft. r.o.w.), thence with the aforesaid Alley right-of-way through the following courses:

a curve length of 229.73 feet along a curve to the right having a radius of 508.00 feet, a delta of $25^{\circ}54'39''$, a tangent of 116.86 feet and a chord bearing and distance of N $23^{\circ}31'41''$ E 227.78 feet to an existing iron rod,

N $36^{\circ}29'01''$ E 140.88 feet to an existing iron rod, thence leaving the east right-of-way of Alley with a radius return between Alley and Welty Way (36 ft. r.o.w.) through the following course:

a curve length of 15.71 feet along a curve to the right having a radius of 10.00 feet, a delta of $90^{\circ}00'00''$, a tangent of 10.00 feet and a chord bearing and distance of N $81^{\circ}29'01''$ E 14.14 feet to the point of beginning, containing 390,104 square feet or 8.96 acres.

Being a portion of parcel 28.05 on property control map 64 conveyed to 96 West Land Holdings, II, LLC as of record in deed book 3810, page 719, R.O.W.C., Tennessee.

Tract 18:

Westhaven Partners, LLC

A Portion of Parcel 23.20 and Parcel 1.04 on
Property Control Maps 64 and 77, respectively

A certain parcel or tract of land lying in the 5th Civil District of Williamson County, Tennessee, in the City of Franklin; said parcel being bounded on the north by Front Street (50' right of way); on the east by Westhaven Section 25, as of record in Plat Book 51, Page 131, Register's Office for Williamson County, TN (R.O.W.C.) by 96 West Land Holdings, LLC as of record in Deed Book 2668, Page 41; on the south by 96 West Land Holdings, LLC as of record in Deed Book 2668, Page 41, and by Westhaven Section 35, as of record in Plat Book 56, Page 116, R.O.W.C.; on the west by Westhaven Section 35 and by Westhaven Section 15, as of record in Plat Book 57, Page 26, R.O.W.C.; said parcel being more particularly described as follows:

BEGINNING at an existing iron rod, being in the southerly right of way of Front Street (50' ROW) at the northeasterly corner of Westhaven Section 15 as of record in Plat Book 57, Page 26, R.O.W.C.; said iron rod also being the northwesterly most corner of said herein described Section 37;

THENCE, with said southerly right of way of Front Street for the following three calls:

South 84° 41' 39" East, 58.18 to an existing concrete monument;

With a curve to the left, said curve having a radius of 325.00 feet, a delta angle of 11° 43' 59", an arc length of 66.55 feet, and a chord bearing North 89° 26' 22" East, for a distance of 66.44 feet to a set iron rod;

Continuing with Front Street across the intersection of Oleander Street (50' ROW) with a curve to the left, said curve having a radius of 325.00 feet, a delta angle of 15° 17' 34", an arc length of 86.74 feet, and a chord bearing North 75° 55' 36" East, for a distance of 86.49 feet to a set iron rod at the radius return for Oleander Street;

THENCE, leaving Front Street with the easterly right of way margin of Oleander Street for the following four calls:

With a curve to the left, said curve having a radius of 20.00 feet, a delta angle of 71° 38' 27", an arc length of 25.01 feet, and a chord bearing South 32° 27' 35" West, for a distance of 23.41 feet to a set iron rod;

South 03° 21' 38" East, 3.25 feet to a concrete monument set;

With a curve to the right, said curve having a radius of 525.00 feet, a delta angle of 08° 39' 59", an arc length of 79.41 feet, and a chord bearing South 00° 58' 22" West, for a distance of 79.33 feet to a concrete monument set;

South 05° 18' 21" West, 13.34 feet to a set iron pin;

THENCE, leaving Oleander Street with the northerly right of way of a public alley (26' ROW) for the following three calls:

With a curve to the left, said curve having a radius of 20.00 feet, a delta angle of $90^{\circ} 00' 00''$, an arc length of 31.42 feet, and a chord bearing South $39^{\circ} 41' 39''$ East, 28.28 feet to a set iron rod;

South $84^{\circ} 41' 39''$ East, 24.96 feet to a set iron rod;

With a curve to the left, said curve having a radius of 337.00 feet, a delta angle of $13^{\circ} 42' 40''$, an arc length of 80.64 feet, and a chord bearing North $88^{\circ} 27' 01''$ East, for a distance of 80.45 feet to a point at the terminus of said alley right of way,

THENCE, with the terminus of said alley, South $08^{\circ} 24' 18''$ East, 26.00 feet to a set iron rod;

THENCE, with the westerly line of Westhaven Section 25, as of record in Plat Book 51, Page 131, R.O.W.C., South $05^{\circ} 18' 21''$ West, 130.40 feet to a point at the easterly terminus of Jewell Avenue (50' ROW);

THENCE, with the terminus of Jewell Avenue, South $06^{\circ} 28' 50''$ West, 50.00 feet to a point in the southerly right of way of Jewell Avenue;

THENCE, with said southerly right of way of Jewell Avenue and a curve to the left, said curve having a radius of 225.00 feet, a delta angle of $01^{\circ} 10' 28''$, an arc length of 4.61 feet, and a chord bearing North $84^{\circ} 06' 25''$ West, for a distance of 4.61 feet to a concrete monument set;

THENCE, North $84^{\circ} 41' 39''$ West, 16.36 feet to a set iron pin;

THENCE, leaving Jewell Avenue with the westerly line of property conveyed to 96 West Land Holdings, LLC, as of record in Deed Book 2668, Page 41, R.O.W.C., South $05^{\circ} 18' 21''$ West, 135.13 feet to a set iron pin in the northerly right of way margin of a Public Alley (22' ROW);

THENCE, with said Alley's northerly right of way and a curve to the right, said curve having a radius of 311.00 feet, a delta angle of $28^{\circ} 29' 44''$, an arc length of 154.67 feet, and a chord bearing South $52^{\circ} 29' 53''$ East, for a distance of 153.08 feet to a point at the northeast terminus of said Public Alley;

THENCE, with said terminus, South $51^{\circ} 44' 59''$ West, 22.00 feet to a set iron pin;

THENCE, with a curve to the left, said curve having a radius of 22.00 feet, a delta angle of $88^{\circ} 16' 53''$, an arc length of 33.90 feet, and a chord bearing North $82^{\circ} 23' 28''$ West, for a distance of 30.64 feet to a set iron pin in a Public Alley (22' ROW);

THENCE, continuing with the line of 96 West Land Holdings, LLC as of record in Deed Book 2668, Page 41, ROWC, South $53^{\circ} 28' 06''$ West, 159.26 feet to a set iron pin;

THENCE, with a curve to the left, said curve having a radius of 22.00 feet, a delta angle of $51^{\circ} 33' 18''$, an arc length of 19.80 feet, and a chord bearing South $27^{\circ} 41' 26''$ West, for a distance of 19.13 feet to a set iron pin;

THENCE, crossing said alley, North $01^{\circ} 54' 47''$ East, 71.72 feet to a point;

THENCE, North $88^{\circ} 05' 13''$ West, 22.00 feet to an existing iron rod in the westerly right of way margin of a Public Alley (22' ROW);

THENCE, leaving said Alley with the northerly line of Westhaven Section 35, as of record in Plat Book 56, Page 116a, ROWC, South $66^{\circ} 57' 40''$ West, 162.78 feet to an existing iron rod in the easterly right of way margin of Eliot Road (48' ROW);

THENCE, with said easterly right of way of Eliot Road and a curve to the left, said curve having a radius of 224.00 feet, a delta angle of $04^{\circ} 51' 30''$, an arc length of 18.99 feet, and a chord bearing of North $25^{\circ} 02' 15''$ West, for a distance of 18.99 feet to an existing concrete monument;

THENCE, with a curve to the right, said curve having a radius of 20.00 feet, a delta angle of $85^{\circ} 42' 03''$, an arc length of 29.92 feet, and a chord bearing North $15^{\circ} 23' 01''$ East, for a distance of 27.20 feet to an existing concrete monument at the radius return in the southerly right of way margin of Oleander Street;

THENCE, crossing Oleander Street, North $33^{\circ} 50' 35''$ West, 50.03 feet to an existing iron rod in the northerly right of way margin of Oleander Street;

THENCE, with the northerly right of way of Oleander Street, South $58^{\circ} 14' 03''$ West, 13.29 feet to an existing iron rod;

THENCE, leaving Oleander Street with the easterly line of Westhaven Section 35, as of record in Plat Book 56, Page 116, ROWC, North $31^{\circ} 45' 57''$ West, 150.09 feet to an existing iron rod in the southerly margin of a Public Alley (22' ROW);

THENCE, crossing said Alley, North $05^{\circ} 18' 21''$ East, 22.00 feet to an existing iron rod in the northerly right of way margin of said Public Alley,

THENCE, with said Alley right of way, North $84^{\circ} 41' 39''$ West, 3.16 feet to an existing iron rod;

THENCE, continuing with said Alley right of way along a curve to the right, said curve having a radius of 22.00 feet, a delta angle of $19^{\circ} 36' 48''$, an arc length of 7.53 feet, and a chord bearing North $74^{\circ} 53' 15''$ West, 7.49 feet to an existing iron rod;

THENCE, with the easterly line of Westhaven Section 35, North $05^{\circ} 18' 21''$ East, 252.94 feet to an existing iron rod in the southerly right of way of a Public Alley (26' ROW);

THENCE, with said southerly right of way of Public Alley for the following four calls:

With a curve to the right, said curve having a radius of 22.00 feet, a delta angle of $19^{\circ} 36' 48''$, an arc length of 7.53 feet, and a chord bearing North $85^{\circ} 29' 57''$ East, for a distance of 7.49 feet to an existing iron rod;

South $84^{\circ} 41' 39''$ East, 12.57 feet to an existing iron rod;

With a curve to the right, said curve having a radius of 187.00 feet, a delta angle of $05^{\circ} 23' 59''$, an arc length of 17.62 feet, and a chord bearing of South $81^{\circ} 59' 39''$ East, for a distance of 17.62 feet to an existing iron rod;

Continuing with a curve to the right, said curve having a radius of 22.00 feet, a delta angle of $47^{\circ} 15' 31''$, an arc length of 18.15 feet, and a chord bearing South $55^{\circ} 39' 55''$ East, for a distance of 17.64 feet to a point;

THENCE, crossing said Public Alley, North $15^{\circ} 28' 27''$ East, 32.35 feet to a set iron rod in the northerly right of way of said Public Alley;

THENCE, with said Public Alley right of way and a curve to the left, said curve having a radius of 213.00 feet, a delta angle of $02^{\circ} 04' 03''$, an arc length of 7.69 feet, and a chord bearing North $75^{\circ} 33' 34''$ West, for a distance of 7.69 feet to an existing iron rod, said iron rod being the southeasterly corner of Westhaven Section 15, as of record in Plat Book 57, Page 26, R.O.W.C.;

THENCE, with said easterly line of Westhaven Section 15, North $05^{\circ} 15' 17''$ East, 163.47 feet to the POINT OF BEGINNING, and containing 207,590.281 square feet or 4.77 acres.

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company in Book 6068, Page 947, Register's Office for Williamson County, Tennessee.

Tract 19:

BEING a certain parcel or tract of land situated in the 5th Civil District of Williamson County, Tennessee, said parcel being bounded on the north by New Highway 96 West (Major Arterial—Right-of-way varies), on the East by Mack Hatcher Parkway (proposed), on the south by the remainder of Parcel 28.05, and on the west by Hamilton Creek; said parcel being more particularly described as follows:

BEGINNING at a right-of-way marker in the southerly right-of-way of the proposed S.R. 96 (New Highway 96 West) and shown on T.D.O.T. Project # STP/HPP-397(10) at 58.90 feet right of Station 24+91.55, said right-of-way marker also being the northwesterly corner of said herein-described parcel;

THENCE, with said south right-of-way of S.R. 96 for the following two calls:

South 88° 37' 19" East, for a distance of 122.71 feet to a right-of-way marker;
South 80° 37' 56" East, for a distance of 636.63 feet to a right-of-way marker at the intersection of S.R. 96 right-of-way with the westerly right-of-way of S.R. 397 (Mack Hatcher Parkway);

THENCE, with said westerly right-of-way of Mack Hatcher for the following three calls:

South 41° 00' 20" East, for a distance of 315.06 feet to a right-of-way marker;
Southwesterly, with a curve to the right, said curve having a radius of 2906.00 feet, a delta angle of 05° 10' 46", an arc length of 262.70 feet, and a chord bearing South 17° 10' 52" West, for a distance of 262.61 feet to a right-of-way marker;
South 17° 30' 45" West, for a distance of 609.05 feet to an iron pin (set), said iron pin being the southeasterly corner of said herein described parcel;

THENCE, leaving Mack Hatcher right-of-way with new lines across the remainder of Parcel 28.05 for the following two calls:

North 77° 07' 15" West, for a distance of 168.76 feet to an iron pin (set);
Southwesterly with a curve to the left, said curve having a radius of 838.00 feet, a delta angle of 44° 50' 12", an arc length of 655.77 feet, and a chord bearing South 80° 27' 40" West, for a distance of 639.17 feet to an iron pin (set);

THENCE, with the radius return onto the easterly right-of-way of Keats Street (40-ft right-of-way) and a curve to the right, said curve having a radius of 20.00 feet, a delta angle of 85° 25' 32", an arc length of 29.82 feet, and a chord bearing North 79° 14' 40" West, 27.13 feet to an iron pin (set);

THENCE, with said easterly right-of-way of Keats Street, also being the easterly line of Westhaven Section 39, for the following three calls:

North 36° 31' 54" West, for a distance of 199.59 feet to an iron pin (set);
Northwesterly with a curve to the left, said curve having a radius of 168.00 feet, a delta angle of 26° 50' 48", an arc length of 78.72 feet, and a chord bearing North 49° 57' 18" West, for a distance of 78.00 feet to an iron pin (set);
North 63° 22' 42" West, for a length of 168.16 feet to an iron pin (set);

THENCE, leaving Keats Street and with the south line of Westhaven Section 25 for the following three calls:

Southeasterly with a curve to the left, said curve having a radius of 120.00 feet, a delta angle of 11° 54' 38", an arc length of 24.95 feet, and a chord bearing South 69° 21' 14" East, for a distance of 24.90 feet to a p.k. nail (set);
South 75° 18' 33" East, for a distance of 45.97 feet;
North 53° 28' 06" East, for a distance of 441.58 feet to a point in the center of Hamilton Creek;

THENCE, with the meanders of the Hamilton Creek centerline to points as follows:

North 25° 01' 57" West, for a distance of 60.58 feet to a point;
North 30° 21' 05" West, for a distance of 65.33 feet to a point;
North 07° 02' 43" West, for a distance of 70.17 feet to a point;
North 16° 28' 19" West, for a distance of 43.88 feet to a point;
North 06° 38' 05" East, for a distance of 35.03 feet to a point;
North 43° 38' 49" East, for a distance of 48.16 feet to a point;
North 18° 22' 41" East, for a distance of 43.79 feet to a point;
North 31° 48' 26" West, for a distance of 25.90 feet to a point;
North 56° 34' 00" West, for a distance of 20.82 feet to a point;
South 70° 24' 07" West, for a distance of 28.66 feet to a point;
North 52° 56' 29" West, for a distance of 66.19 feet to a point;
North 11° 29' 26" West, for a length of 65.89 feet to a point;
North 50° 05' 07" East, for a distance of 28.30 feet to a point;
South 88° 19' 58" East, for a distance of 52.02 feet to a point;
North 64° 28' 30" East, for a distance of 63.22 feet to a point;
North 10° 27' 34" East, for a distance of 52.84 feet to a point;
North 11° 38' 20" West, for a distance of 47.97 feet to a point;
North 04° 28' 08" West, for a distance of 25.68 feet to a point, said point being in the southerly right-of-way of S.R. 96 (New Highway 96 West);

THENCE, with said right-of-way for the following two calls:

South 87° 51' 08" East, for a distance of 51.95 feet to a right-of-way marker;
North 02° 08' 52" East, for a distance of 82.00 feet to the POINT OF BEGINNING and
containing 24.89 Acres or 1,084,123.14 Square Feet, more or less.

This description accompanies a survey by Joey C. Wilson, II, TN RLS #2089. Said survey was performed
on 11-20-2013.

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company in
Book 6114, Page 66, Register's Office for Williamson County, Tennessee.

Tract 20:

Parcel One:

Lot No. 1489, Westhaven Section 39 (unrecorded)

BEING a certain parcel or tract of land lying in the 5th Civil District of Williamson County, Tennessee and being bounded on the north by Howland Street (46' Right of Way), on the east by Keats Street (36' Right of Way), on the south by Lot No. 1490, and on the west by public Alley 1 (22' Right of Way); said parcel being more particularly described as follows:

BEGINNING at a point in the southerly right-of-way margin of Howland Street, said point being South 53° 28' 06" West, and a distance of 56.00 feet from the intersection of the Easterly right-of-way margin of Keats Street with the southerly right-of-way margin of Howland Street, and being the northeasterly corner of said herein-described parcel;

THENCE, leaving Howland Street with said radius return of the westerly right of way of Keats Street, along a curve to the right, said curve having a radius of 20.00 feet, an arc length of 31.42 feet, a delta angle of 90° 00' 00", and a chord bearing South 81° 31' 54" East, for a distance of 28.28 feet to an iron pin (new);

THENCE, South 36° 31' 54" East, for a distance of 126.00 feet to an iron pin (new) at the northeast corner of Lot 1490;

THENCE, leaving Keats Street with the northerly line of Lot 1490, South 53° 28' 06" West, a distance of 199.00 feet to an iron pin (new) in the easterly Right of Way of Alley 1 (22' Right of Way), said pin being the northwesterly corner of Lot 1490 and the southwest corner of said herein-described parcel;

THENCE, with said Alley, North 36° 31' 54" West, 136.00 feet to an iron pin (new);

THENCE, leaving said Alley with the radius return of Howland Street, along a curve to the right, said curve having a radius of 10.00 feet, an arc length of 15.71 feet, a delta angle of 90° 00' 02", and a chord bearing North 08° 28' 05" East, for a distance of 14.14 feet to the POINT OF BEGINNING, and CONTAINING 28,946.70 square feet or 0.66 Acres, more or less.

This description was prepared from a survey by Joey C. Wilson, II, TN RLS #2089 on October 21, 2013.

Parcel Two:

Lot No. 1490, Westhaven Section 39 (unrecorded)

BEING a certain parcel or tract of land lying in the 5th Civil District of Williamson County, Tennessee and being bounded on the north by Lot 1489, on the east by Keats Street (36' Right of way), on the south by Porter Street (36' Right of way), and on the west by public Alley 1 (22' Right of way); said parcel being more particularly described as follows:

COMMENCING at a point in the southerly right-of-way margin of Howland Street, said point being South 53° 28' 06" West, and a distance of 56.00 feet from the intersection of the Easterly right-of-way margin of Keats Street with the southerly right-of-way margin of Howland Street;

THENCE, leaving Howland Street Right of way with the radius return of Keats Street, along a curve to the right, said curve having a radius of 20.00 feet, an arc length of 31.42 feet, a delta angle of 90° 00' 00", and a chord bearing South 81° 31' 54" East, for a distance of 28.28 feet to an iron pin (new), said pin being the southeast corner of Lot 1489, the northeast corner of Lot 1490, and the true POINT OF BEGINNING for this description;

THENCE, continuing with Keats Street for the following three calls:

South 36° 31' 55" East, for a distance 15.05 feet to an iron pin (new);

THENCE, with a curve to the left, said curve having a radius of 156.41 feet, an arc length of 73.08 feet, a delta angle of 26° 46' 17", and a chord bearing South 49° 59' 08" East, for a distance of 72.42 feet to an iron pin (new);

South 63° 22' 17" East, for a distance of 23.29' to an iron pin at the radius return of Keats Street into Porter Street;

THENCE, with said radius return and a curve to the right, said curve having a radius of 20.00 feet, an arc length of 31.42 feet, a delta angle of 90° 00' 00", and a chord bearing South 18° 22' 17" East, for a distance of 28.28 feet to an iron pin in the northerly Right of way margin of Porter Street (36' Right of way);

THENCE, with said north Right of way of Porter Street, and a curve to the right, said curve having a radius of 137.18 feet, an arc length of 58.80 feet, a delta angle of 24° 33' 33", and a chord bearing South 40° 44' 00" West, for a distance of 58.35 feet to an iron pin (new);

THENCE, continuing with said north Right of way of Porter Street, South 53° 28' 06" West, for a distance of 148.63 feet to an iron pin at the radius return of Porter with the east Right of way margin of Alley 1 (22' Right of way);

THENCE, with said radius return into Alley 1 along a curve to the right, said curve having a radius of 10.00 feet, an arc length of 15.71 feet, a delta angle of 90° 00' 00", and a chord bearing North 81° 31' 54" West, for a distance of 14.14 feet;

THENCE, along said easterly right of way of Alley 1, North 36° 31' 54" West, for a distance of 136.02 feet to an iron pin (new), said iron pin being the southwest corner of Lot 1489 and the northwest corner of said herein-described tract;

THENCE, leaving Alley 1 with the south line of Lot 1489, North 53° 28' 06" East, for a distance of 199.00 feet to the POINT OF BEGINNING, and CONTAINING 30,604.54 square feet, more or less or 0.70 Acres, more or less.

This description was prepared from a survey by Joey C. Wilson, II, TN RLS #2089 on October 21, 2013.

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company in Book 6114, Page 69, Register's Office for Williamson County, Tennessee.

Tract 21:

Property Description for Westhaven Section 38

Westhaven Partners, LLC

A Portion of Parcel 23.19 and 23.20 on Property Control Map 42 and
Parcel 1.04 on Property Control Map 77

A certain parcel or tract of land lying in the 5th Civil District of Williamson County, Tennessee, in the City of Franklin; said parcel being bounded on the north by Westhaven Section 25 as of record in Plat Book 51, Page 131, Register's Office for Williamson County, TN (R.O.W.C); on the east by Westhaven Section 25 and by 96 West Land Holdings as of record in Deed Book 2668, Page 41, R.O.W.C.; on the south by an Alley (22' right-of-way), said Alley being part of Westhaven Section 29 as of record in Plat Book 53, Page 52, R.O.W.C., and on the west by Westhaven Section 35 as of record in Plat Book 56, Page 116, R.O.W.C., and Westhaven Section 37 not recorded at this time; said parcel being more particularly described as follows:

BEGINNING at an existing iron rod in the southerly right-of-way margin of Jewell Avenue, said iron rod being the northeasterly property corner of Lot 1431, Section 37 of Westhaven and also being the northwesterly property corner of Lot 1448 of said herein described Westhaven Section 38;

THENCE, with Jewell Avenue right-of-way, South 84° 41' 39" East, 16.36 feet to an existing concrete monument;

THENCE, continuing with Jewell Avenue along a curve to the right, said curve having a radius of 225.00 feet, a delta angle of 01° 10' 28", an arc length of 4.61 feet, and a chord bearing South 84° 06' 25" East for a distance of 4.61 feet to a point;

THENCE, leaving said southerly right-of-way margin and crossing Jewell Avenue, North 06° 28' 50" East, 50.00 feet to a point in the northerly right of way margin of Jewell Avenue;

THENCE, with the easterly line of Lot 1432 of Westhaven Section 37, North 05° 18' 21" East, 130.40 feet to an existing iron rod in the southerly right-of-way margin of a Public Alley (26' ROW);

THENCE, crossing said Public Alley, North 08° 24' 18" West, 26.00 feet to a point in the northerly right-of-way of said Public Alley;

THENCE, with said Public Alley along a curve to the left, said curve having a radius of 337.00 feet, a delta angle of 28° 07' 36", an arc length of 165.43 feet, and a chord bearing North 67° 31' 54" East, for a distance of 163.78 feet to an existing iron rod;

THENCE, continuing with said Public Alley, North 53° 28' 06" East, 125.30 feet to an existing iron rod;

THENCE, with a curve to the left, said curve having a radius of 12.00 feet, a delta angle of 90° 00' 00", an arc length of 18.85 feet, and a chord bearing North 08° 28' 06" East, for a distance of 16.97 feet to an existing iron rod at the terminus of said Public Alley;

THENCE, with Porter Street, North 53° 28' 06" East, 18.91 feet to a point;

THENCE, crossing Porter Street, North 36° 31' 54" West, 36.00 feet to an existing iron rod in the northerly right-of-way margin of Porter Street;

THENCE, with a curve to the right, said curve having a radius of 10.00 feet, a delta angle of 90° 00' 00", an arc length of 15.71 feet, and a chord bearing North 81° 31' 54" West, for a distance of 14.14 feet to an existing iron pin in the easterly right of way margin of a Public Alley (22' ROW);

THENCE, with said Alley easterly right-of-way for the following four calls:

North 36° 31' 54" West, 41.07 feet to an existing iron rod;

Northwesterly with a curve to the right, said curve having a radius of 54.00 feet, a delta angle of 38° 26' 42", an arc length of 36.23 feet, and a chord bearing North 17° 18' 34" West, for a distance of 35.56 feet to an existing iron rod;

North 01° 54' 47" East, 72.82 feet to an existing iron rod;

Northeasterly with a curve to the right, said curve having a radius of 22.00 feet, a delta angle of 51° 33' 18", an arc length of 19.80 feet, and a chord bearing North 27° 41' 26" East, for a distance of 19.13 feet to an iron rod in the southerly right-of-way margin of a Public Alley (22' ROW);

THENCE, with said southerly right-of-way of Public Alley for the following two calls:

North 53° 28' 06" East, 159.26 feet to an existing iron rod;

Southeasterly with a curve to the right, said curve having a radius of 22.00 feet, a delta angle of 88° 16' 53", an arc length of 33.90 feet, and a chord bearing South 82° 23' 28" East, for a distance of 30.64 feet to an existing iron pin;

THENCE, crossing Public Alley (22' ROW), North 51° 44' 59" East, 22.00 feet to a point in the easterly right-of-way margin of said Public Alley;

THENCE, with said Alley right-of-way along a curve to the left, said curve having a radius of 311.00 feet, a delta angle of 28° 29' 44", an arc length of 154.67 feet, and a chord bearing North 52° 29' 53" West, for a distance of 153.08 feet to an existing iron rod;

THENCE, on a new line with the easterly line of Westhaven Section 37, North 05° 18' 21" East, 135.13 feet to the POINT OF BEGINNING, and containing 311,896.469 Square Feet or 7.16 Acres, more or less, according to a survey by Wilson & Associates of Franklin, TN.

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company in Book 6116, Page 900, Register's Office for Williamson County, Tennessee.

INCLUDED in the above described Tracts 2 and 4 but EXCLUDED therefrom is the following tract:

Excluded Tract 1:

(Section 10) A certain tract or parcel of land containing 8.53 acres, lying and being in Fifth Civil District, Williamson County, Tennessee, at Westhaven in Franklin. Bounded on the north by Section 5, Westhaven, on the east by 96 West Land Holdings, LLC and JJB Partners, LP. and south and west by 96 West Land Holdings, LLC. and being more particularly described as follows:

BEGINNING at a point in the southern right-of-way margin of Townsend Boulevard at Westhaven, a common line with 96 West Land Holdings, LLC (Deed Book 2668 Page 41 - all record references hence are of Register's Office for Williamson County, Tennessee (R.O.W.C.)) and running thence with said line S 84-41-39 E 87.29 feet to a point; thence leaving said common line and running across the lands of 96 West Land Holdings, LLC the following twenty-three (23) courses and distances: thence (1) 43.57 feet along a curve to the left of radius 25.00 feet a chord S 45-22-49 W 38.26 feet; thence (2) S 04-32-43 E 78.75 feet; thence (3) N 85-27-17 E 68.05 feet; thence (4) S 35-35-30 E 120.13 feet; thence (5) S 05-04-39 E 86.87 feet; thence (6) S 11-01-17 E 72.26 feet; thence (7) S 11-22-24 E 76.08 feet; thence (8) S 06-49-41 E 90.56 feet; thence S 02-30-18 E 102.03 feet to a common corner with JJB Partners, L.P. (Deed Book 1681 Page 124); thence (10) S 07-12-00 W 1026.40 feet to a point North 07-12-00 East 82.85 feet from a planted stone; thence leaving the common line with JJB Partners, LP and running across the lands of 96 West Land Holdings, LLC (11) N 89-24-45 W 390.55 feet; thence (12) N 84-41-39 W 295.55 feet; thence (13) N 05-18-21 E 181.00 feet; thence (14) S 84-41-39 E 293.00 feet; thence (15) 363.89 feet along a curve to the left of radius 233.25 feet a chord N 50-18-21 E 328.10 feet; thence (16) N 05-18-21 E 432.21 feet; thence (17) 36.54 feet along a curve to the right of radius 318.00 feet a chord N 08-35-52 E 36.52 feet; thence (18) N 11-53-23 E 131.37 feet; thence (19) 195.90 feet along a curve to the left of radius 482.00 feet a chord N 00-14-47 E 194.55 feet; thence (20) N 11-23-48 W 123.74 feet; thence (21) 61.94 feet along a curve to the right of radius 518.00 feet a chord N 07-58-16 W 61.90 feet; thence (22) N 04-32-43 W 259.66 feet; and thence 34.97 feet along a curve to the left of radius 25.00 feet a chord N 44-37-11 W 32.19 feet to the POINT OF BEGINNING containing 371,670 square feet (8.53 Acres), more or less and comprising all of Section Ten, Westhaven as recorded in Plat Book P40 Page 22, R.O.W.C.

(Section 7) : A certain tract or parcel of land containing 17.88 acres, lying and being in Fifth Civil District, Williamson County, Tennessee, at Westhaven in Franklin. Bounded on the north and east by Westhaven Section 4 (Plat Book 37 Page 4) and Section 8 and 96 West Land Holdings, LLC, on the west and south by Westhaven Partners, LLC and being more particularly described as follows:

BEGINNING at a point in the southern line of Lot 192, Section Four (Plat Book P37 Page 4.) and running thence on the lands of 96 West Land Holdings, LLC the following thirty six (36) courses and distances: (1) N 88-00-38 E 87.70 feet; thence (2) S 68-05-38 E 117.75 feet; thence (3) S 62-05-30 E 36.24 feet; thence (4) S 72-26-28 E 120.69 feet; thence (5) S 38-40-59 E 59.82 feet; thence (6) S 53-24-35 E 102.76 feet; thence (7) S 43-53-08 E 79.87 feet; thence (8) S

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35-53-49 E 79.87 feet; thence (9) S 27-34-33 E 85.43 feet; thence (10) S 24-55-21 E 111.74 feet; thence (11) S 03-52-01 E 320.58 feet; thence (12) S 89-38-21 E 178.54 feet; thence (13) 45.88 feet along a curve to the right of radius 1067.00 feet a chord S 01-35-34 W 45.88 feet; thence (14) S 87-10-31 E 95.52 feet; thence (15) 30.76 feet along a curve to the left of radius 20.00 feet a chord S 47-52-16 W 27.82 feet; thence (16) 29.84 feet along a curve to the right of radius 1143.00 feet a chord S 04-33-29 W 29.84 feet; thence (17) S 05-18-21 W 292.96 feet; thence (18) N 84-41-39 W 368.68 feet; thence (19) 29.95 feet along a curve to the left of radius 20.00 feet a chord S 52-24-28 W 27.23 feet; thence (20) S 09-30-34 W 5.59 feet; thence (21) N 80-29-26 W 36.00 feet; thence (22) S 09-30-34 W 111.21 feet; thence (23) N 80-29-26 W 97.48 feet; thence (24) S 85-22-05 W 63.26 feet; thence (25) N 63-02-01 W 131.89 feet; thence (26) N 46-17-36 W 127.52 feet; thence (27) N 30-39-45 W 133.96 feet; thence (28) N 14-12-22 W 133.96 feet; thence (29) N 01-43-25 E 127.71 feet; thence (30) N 07-37-02 E 100.00 feet; thence (31) N 09-34-27 E 116.93 feet; thence (32) N 25-32-50 E 135.59 feet; thence (33) N 19-24-51 E 75.66 feet; thence (34) N 34-14-33 W 120.63 feet; thence (35) N 13-02-11 W 143.73 feet; thence (36) N 01-27-01 W 125.48 feet to the POINT OF BEGINNING containing 779,002 square feet (17.88 acres), more or less, and comprising all of Section 7, Westhaven as recorded in Plat Book P40 Page 20, R.O.W.C.

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company by Quitclaim Deed from 96 West Land Holdings, LLC, a Tennessee limited liability company, of record in Book 3443, page 35, Register's Office for Williamson County, Tennessee.

(Section 14)

Land in Williamson County, Tennessee, being Lot Nos. 609, 610, 617, 624, 628, 629, 630, 632, 633, 636, 637, 638, 639, 642, 643, 644, 645, 646, 647, 667, 668, 669, 670, 671, 672, 673 and 674, as shown on the Final Subdivision Plat for Westhaven, Section 14, of record in Plat Book 43, page 22, Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company by Quitclaim Deed from 96 West Land Holdings, LLC, a Tennessee limited liability company, of record in Book 3869, page 842, Register's Office for Williamson County, Tennessee.

(Section 13)

Land in Williamson County, Tennessee, being Lot Nos. 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606 and 607, as shown on the Final Subdivision Plat for Westhaven, Section 13, of record in Plat Book 44, page 96, Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company by Quitclaim Deed from 96 West Land Holdings, LLC, a Tennessee limited liability company, of record in Book 3932, page 730, Register's Office for Williamson County, Tennessee.

INCLUDED in the above described Tract 2 but EXCLUDED therefrom is the following tract:

Excluded Tract 2:

A certain tract or parcel of land containing 25.84 acres, lying and being in Fifth Civil District, Williamson County, Tennessee, at Westhaven. Bounded on the north and west by 96 West Land Holdings, LLC, on the East by the lands of Westhaven Partners, LLC and on the south by James W. Jewell and being more particularly described as follows:

COMMENCING on an iron pin found at a common corner with James W. Jewell (Deed Book 2041 Page 374, all deed references are to Register's Office for Williamson County, Tennessee) and Westhaven Partners, LLC (Deed Book 2668 Page 35) and running thence South 82 degrees 15 minutes 21 seconds West 1858.62 feet to a point in said line, the POINT OF BEGINNING; thence a new line North 07 degrees 44 minutes 35 seconds West 1558.54 feet to a point in the common line with 96 West Land Holdings, LLC (Deed Book 2668 Page 41); thence with said common line the following seven (7) courses and distances: (1) South 82 degrees 24 minutes 19 seconds West 125.19 feet to a point; thence (2) North 57 degrees 48 minutes 10 seconds West 214.40 feet to a point; thence (3) North 34 degrees 55 minutes 43 seconds West 196.45 feet to a point; thence (4) South 09 degrees 28 minutes 08 seconds West 1400.01 feet to a point in the line of Boxley Spring Subdivision (Plat Book 26 Page 99); thence with said line (5) South 25 degrees 58 minutes 36 seconds East 51.64 feet to a metal fence post; thence (6) South 01 degrees 25 minutes 12 seconds West 487.90 feet to an iron rod found, a common corner with Westhaven Partners, LLC, Boxley Spring Subdivision, and James W. Jewell; thence with the line of Jewell and Westhaven Partners, LLC North 82 degrees 15 minutes 21 seconds East 831.32 feet to the POINT OF BEGINNING and containing 1,125,821 square feet or 25.84 acres, more or less.

Being the same property conveyed to 96 West Land Holdings, LLC, a Tennessee limited liability company by Quitclaim Deed from Westhaven Partners, LLC, a Tennessee limited liability company of record in Book 3443, page 31, as re-recorded in Book 3462, page 678, Register's Office for Williamson County, Tennessee.

INCLUDED in the above described Tracts 1, 2, 5, & 7 but EXCLUDED therefrom is the following tracts:

Excluded Tract 3:

A certain tract or parcel of land containing 802,849 square feet lying and being in the Fifth Civil District, Williamson County, Tennessee, at 96 Highway in Franklin, bounded on the north by Section 17 and on the east and south by 96 West Land Holdings II, LLC, on the west by Section 22 and 96 West Land Holdings, LLC and being more particularly described as follows:

COMMENCING AND BEGINNING at an iron pin in the eastern right-of-way margin of Eliot Road and the southeast corner of section 19 and thence running along the eastern right-of-way margin of Eliot Road 49.61 feet along a curve to the right of radius 1387.00 feet a chord S 00-17-01 E 49.60 feet; Thence leaving said right-of-way margin and running the following five (5) courses and distances each to a point, (1) S 84-59-12 E 145.37 feet; (2) S 02-21-46 W 65.07 feet; (3) S 04-35-26 W 65.00 feet; (4) S 27-45-29 W 124.87 feet; (5) S 00-22-44 E 89.80 feet to the northern right-of-way margin of Acadia Avenue; Thence running along the northern right-of-way margin of Acadia Avenue 52.61 feet along a curve to the right of radius 4019.25 feet a chord N 89-59-46 E 52.61 feet; Thence leaving said right-of-way margin S 00-22-16 W 38.50 feet to the southern right-of-way margin of Acadia Avenue; Thence running along the southern right-of-way margin of Acadia Avenue the following six (6) courses; (1) 231.17 feet along a curve to the right of radius 3980.75 feet a chord S 87-57-55 E 231.13 feet; (2) 31.37 feet along a curve to the right of radius 20.00 feet a chord S 41-21-42 E 28.25 feet; (3) S 84-59-30 E 50.02 feet; (4) 31.95 feet along a curve to the right of radius 20.00 feet a chord N 49-14-11 E 28.66 feet; (5) 96.55 feet along a curve to the right of radius 3980.75 feet a chord S 84-18-17 E 96.55 feet; (6) S 83-36-36 E 60.58 feet; Thence leaving said right-of-way margin N 07-37-43 E 38.51 feet to the eastern right-of-way margin of ; Thence running along the eastern right-of-way margin of an alley the following ten (10) courses and distances; (1) 16.44 feet along a curve to the right of radius 10.00 feet a chord N 36-31-07 W 14.65 feet; (2) 229.73 feet along a curve to the right of radius 508.00 feet a chord N 23-31-42 E 22.78 feet; (3) N 36-29-01 E 140.88 feet; (4) 15.71 feet along a curve to the right of radius 10.00 feet a chord N 81-29-01 E 14.14 feet; (5) N 35-32-44 E 36.00 feet; (6) 15.30 feet along a curve to the right of radius 10.00 feet a chord N 09-41-26 W 13.85 feet; (7) 121.60 feet along a curve to the left of radius 692.00 feet a chord N 29-06-04 E 121.45 feet; (8) N 24-04-01 E 381.08 feet; (9) 14.75 feet along a curve to the . of radius 792.00 feet a chord N 23-32-00 E 14.75 feet; (10) 15.89 feet along a curve to the right of radius 10.00 feet a chord N 68-32-00 E 14.27 feet to the southern right-of-way margin of Ripley Lane; Thence along southern right-of-way margin of Ripley Lane the following five (5) courses and distances; (1) S 65-55-59 E 105.13 feet; (2) 31.31 feet along a curve to the right of radius 20.00 feet a chord S 21-05-21 E 28.21 feet; (3) S 65-38-45 E 36.00 feet; (4) 31.33 feet along a curve to the right of radius 20.00 feet a chord N 68-38-51 E 28.22 feet; (5) 157.07 feet along a curve to the left of radius 618.00 feet a chord S 73-45-49 E 156.65 feet to the eastern right of way margin of an alley; Thence leaving the southern right-of-way margin of Ripley Street along the eastern right-of-way margin of an alley the following six (6) courses and distances; (1) N 09-32-44 E 36.00 feet; (2) 17.55 feet along a curve to the right of radius 10.00 feet a chord N 30-48-43 W 15.38 feet; (3) 241.43 feet along a curve to the left of radius 1120.00 feet a chord N 13-16-55 E 240.96 feet; (4) 57.21 feet along a curve to the left of radius 111.00 feet a chord N 07-39-29 W 56.58 feet; (5) N 22-25-22 W 7.07 feet; (6) 29.14 feet along a curve to the right of radius 22.00 feet a chord N 15-31-22 E 27.06 feet to the southern right-of-way margin of Fitzgerald Street; Thence along the southern right-of-way margin of Fitzgerald Street N 53-28-06 E 159.16 feet to the eastern right-of-way margin of Keats Street; Thence along the eastern right-of-way margin of Keats Street the

following six (6) courses and distances; (1) N 22-25-22 W 391.13 feet; (2) N 24-21-32 W 21.49 feet; (3) N 27-20-18 W 11.58 feet; (4) N 29-27-36 W 11.96 feet; (5) N 33-32-06 W 33.25 feet; (6) N 36-31-54 W 77.15 feet to the northern right-of-way margin of an alley; Thence along the northern right-of-way margin of an alley S 53-28-06 W 358.37 feet to the western right-of-way margin of an alley; Thence along the western right-of-way margin of an alley 197.90 feet along a curve to the right of radius 520.00 feet a chord S 18-11-44 E 196.71 feet; Thence leaving said right-of-way margin S 82-42-26 W 195.00 feet to the western right-of-way margin of Jewell Avenue; Thence along the western right-of-way margin of Jewell Avenue the following four (4) courses and distances; (1) 80.79 feet along a curve to the right of radius 325.00 feet a chord S 00-10-15 E 80.59 feet; (2) S 06-57-03 W 101.20 feet; (3) 171.77 feet along a curve to the right of radius 575.00 feet a chord S 15-30-32 W 171.13 feet; (4) S 24-04-01 W 5.07 feet; Thence leaving said right-of-way margin N 65-55-59 W 55.79 feet; Thence S 42-06-06 W 26.13 feet; Thence S 42-06-06 W 46.99 feet; Thence S 42-06-06 W 15.14 feet; Thence S 42-03-34 W 12.08 feet; Thence S 42-08-29 W 12.81 feet; Thence S 42-06-06 W 33.45 feet; Thence S 35-38-38 W 8.01 feet; Thence S 48-02-13 W 8.71 feet; Thence S 42-06-06 W 32.49 feet; Thence S 20-39-27 W 11.12 feet; Thence S 20-39-27 W 9.40 feet; Thence S 18-12-10 W 13.19 feet; Thence S 21-31-11 W 37.55 feet; Thence S 20-39-27 W 29.62 feet; Thence S 20-39-27 W 28.78 feet; Thence S 18-02-48 W 22.02 feet; Thence S 15-17-26 W 13.70 feet; Thence S 15-32-00 W 51.46 feet; Thence S 16-07-48 W 16.93 feet; Thence S 16-07-48 W 23.34 feet; Thence S 12-20-54 W 12.96 feet; Thence S 12-11-33 W 10.66 feet; Thence S 25-02-52 W 10.23 feet; Thence S 01-17-06 E 12.23 feet; Thence S 02-41-00 E 9.31 feet; Thence S 02-20-28 W 17.48 feet; Thence S 09-31-26 E 11.76 feet; Thence S 07-21-34 W 5.36 feet; Thence S 60-02-45 W 6.55 feet; Thence S 52-03-45 W 35.23 feet; Thence S 53-18-43 W 10.89 feet; Thence S 35-48-48 W 10.71 feet; Thence S 42-41-12 W 11.33 feet; Thence S 41-21-20 W 35.24 feet; Thence S 55-38-11 W 11.16 feet; Thence S 55-38-11 W 10.01 feet; Thence S 49-20-33 W 7.56 feet; Thence S 63-38-12 W 5.96 feet; Thence N 82-51-42 W 451.53 feet to the POINT OF BEGINNING, containing 802,849 square feet (18.43 acres more or less).

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company by deed from 96 West Land Holdings, LLC, a Tennessee limited liability company, recorded in Book 4561, page 292, and by deed from 96 West Land Holdings II, LLC, a Tennessee limited liability company, recorded in Book 4561, page 296, Register's Office of Williamson County, Tennessee.

Excluded Tract 4:

A certain tract or parcel of land containing 978,366 square feet lying and being in the Fifth Civil District, Williamson County, Tennessee, at 96 Highway in Franklin, bounded on the north by Westhaven Section 22 and Section 24 and on the east south and west by 96 West Land Holdings II, LLC and being more particularly described as follows:

COMMENCING AND BEGINNING at an iron pin in the southern right-of-way margin of Acadia Avenue and the eastern right-of-way margin of an alley, being the southeast corner of section 24; Thence along the eastern right-of-way margin of an alley the following five (5) courses and distances; (1) 16.56 feet along a curve to the left of radius 10.00 feet a chord S 48-57-32 W 14.73 feet; (2) 12.16 feet along a curve to the left of radius 89.00 feet a chord S 02-23-17 E 12.15 feet; (3) S 06-18-13 E 590.61 feet; (4) 62.55 feet along a curve to the right of radius 311.00 feet a chord S 00-32-29 E 62.45 feet; (5) S 05-13-15 W 237.81 feet to the southern right-of-way margin of an alley; Thence along the southern right-of-way margin of an alley the following two (2) courses and distances; (1) 159.66 feet along a curve to the left of radius 788.00 feet a chord N 89-33-23 W 159.39 feet; (2) 13.86 feet along a curve to the left of radius 10.00 feet a chord S 44-55-48 W 12.78 feet to the eastern right-of-way margin of Jewell Avenue; Thence leaving the eastern right-of-way margin of Jewell Avenue and the southern right-of-way margin of an alley N 69-27-17 W 75.10 feet to the western right-of-way margin of Jewell Avenue; Thence along the western right-of-way margin of Jewell Avenue 5.56 feet along a curve to the right of radius 600.00 feet a chord S 20-48-39 W 5.56 feet; Thence leaving the western right-of-way margin of Jewell Avenue N 68-57-21 W 150.82 feet to the eastern right-of-way margin of an alley; Thence along the eastern right-of-way margin of an alley the following three (3) courses and distances; (1) 303.66 feet along a curve to the right of 478.00 feet a chord S 39-14-36 W 298.58 feet; (2) S 57-26-34 W 182.95 feet; (3) 120.94 along a curve to the right of radius 161.00 feet a chord S 78-57-43 W 118.11 feet to the eastern right-of-way margin of Eliot Road; Thence leaving the eastern right-of-way margin of Eliot road N 75-37-01 W 50.42 feet to the western right-of-way margin of Eliot Road; Thence along the western right-of-way margin of Eliot Road the following four (4) courses and distances; (1) 71.05 feet along a curve to the left of radius 245.00 feet a chord N 10-21-40 E 70.80 feet; (2) 20.32 feet along a curve to the left of radius 330.75 feet a chord N 00-17-37 E 20.31 feet; (3) N 01-27-58 W 26.57 feet; (4) 32.17 feet along a curve to the left of radius 20.00 feet a chord N 47-32-59 W 28.81 feet to the southern right-of-way margin of Tabitha Drive; Thence along the southern right-of-way margin of Tabitha Drive the following three (2) courses and distances; (1) 208.63 feet along a curve to the right of radius 318.00 feet a chord N 74-50-04 W 204.90 feet; (2) N 56-02-40 W 5.66 feet; Thence leaving the southern right-of-way margin of Tabitha Drive N 33-57-20 E 36.00 feet to the western right-of-way margin of an alley; Thence along the western right-of-way margin of an alley the following (8) courses and distances; (1) 34.75 feet along a curve to the left of radius 20.00 feet a chord N 74-11-07 E 30.54 feet; (2) 26.30 feet along a curve to the left of radius 89.00 feet a chord N 15-56-58 E 26.21 feet; (3) N 07-29-01 E 50.66 feet; (4) 140.11 feet along a curve to the right or radius 531.25 feet a chord N 15-02-21 E 139.71 feet; (5) N 22-35-41 E 111.19 feet; (6) 97.81 feet along a curve to the left of radius 318.75 feet a chord N 13-48-15 E 97.43 feet; (7) N 05-00-48 E 548.21 feet; (8) 17.49 along a curve to the left of radius 10.00 feet a chord N 45-05-57 W 15.35 feet to the southern right-of-way margin of Acadia Avenue; Thence along the southern right-of-way margin of Acadia Avenue the following twelve (12) courses and distances; (1) 152.93 feet along a curve

to the right of radius 3980.75 feet a chord N 85-53-20 E 152.92 feet; (2) 34.22 along a curve to the right of radius 20.00 feet a chord S 43-59-55 E 30.19 feet; (3) S 84-59-12 E 50.00 feet; (4) N 05-00-48 E 11.64 feet; (5) 29.07 along a curve to the right of radius 20.00 feet a chord N 46-39-28 E 26.58 feet; (6) 143.74 feet along a curve to the right of radius 3980.75 feet a chord N 89-20-12 E 143.73 feet; (7) 231.17 feet along a curve to the right of radius 3980.75 feet a chord S 87-57-55 E 231.13 feet; (8) 31.37 feet along a curve to the right of radius 20.00 feet a chord S 41-21-42 E 28.25 feet; (9) S 84-59-30 E 50.02 feet; (10) 31.95 feet along a curve to the right of radius 20.00 feet a chord N 49-14-11 E 28.66 feet; (11) 96.55 feet along a curve to the right of radius 3980.75 feet a chord S 84-18-17 E 96.55 feet; (12) S 83-36-36 E 60.90 feet to the POINT OF BEGINNING, containing 978,366 square feet (22.46 acres more or less)

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company by deed from 96 West Land Holdings, LLC, a Tennessee limited liability company, recorded in Book 4561, page 306, and by deed from 96 West Land Holdings II, LLC, a Tennessee limited liability company, recorded in Book 4561, page 310, Register's Office of Williamson County, Tennessee.

Excluded Tract 5:

A certain tract or parcel of land containing 2,351,800 square feet lying and being in the Fifth Civil District, Williamson County, Tennessee, at 96 Highway in Franklin, bounded on the north by 96 Highway and on the east by 96 West Land Holdings II, LLC, on the south by 96 West Land Holdings, LLC and on the west by Section 15 and Section 1 and being more particularly described as follows:

COMMENCING AND BEGINNING at an iron pin in the southern right-of-way margin of Acadia Avenue and the eastern right-of-way margin of an alley, being the southeast corner of section 13; Thence N 84-41-39 W 75.00 feet to the eastern right-of-way margin of Cheltenham Avenue; Thence leaving the eastern right-of-way margin of Cheltenham Avenue S 87-54-23 W 38.82 feet to the western right-of-way margin of Cheltenham Avenue; Thence N 84-39-56 W 208.47 feet; Thence N 71-16-53 W 109.75 feet; Thence N 47-38-50 W 109.78 feet; Thence N 24-01-14 W 109.68 feet; Thence N 03-27-12 W 81.62 feet; Thence N 05-18-21 E 131.00 feet; Thence N 84-41-39 W 154.34 feet to the eastern right-of-way margin of Championship Boulevard; Thence leaving the eastern right-of-way margin of Championship Boulevard N 05-18-21 E 60.00 feet to the western right-of-way margin of Championship Boulevard; Thence leaving the western right-of-way margin of Championship Boulevard N 88-25-30 W 93.00 feet; Thence S 88-15-38 W 171.49 feet; Thence N 05-18-21 E 265.51 feet; Thence N 09-30-34 E 356.60 feet to the southern right-of-way margin of Morning Mist Lane; Thence along the southern right-of-way margin of Morning Mist Lane N 84-41-39 W 131.82 feet; Thence 29.95 feet along a curve to the left of radius 20.00 feet a chord S 52-24-28 W 27.23 feet to the eastern right-of-way margin of Wild Elm Street; Thence along the eastern right-of-way margin of Wild Elm Street S 09-30-34 W 5.59 feet; Thence leaving the eastern right-of-way margin of Wild Elm Street N 80-29-26 W 36.00 feet to the western right-of-way margin of Wild Elm Street; Thence along the western right-of-way margin of Wild Elm Street S 09-30-34 W 111.21 feet; Thence leaving the western right-of-way margin of Wild Elm Street N 80-29-26 W 97.48 feet; Thence S 85-22-05 W 63.26 feet; Thence N 81-56-07 W 1271.71 feet; Thence S 87-10-30 W 108.57 feet; Thence S 07-44-39 E 1047.14 feet; Thence N 82-15-21 E 522.02 feet; Thence S 07-48-06 E 247.33 feet; Thence S 25-08-49 W 12.91 feet; Thence S 08-25-43 E 243.40 feet; Thence N 81-34-17 E 1096.11 feet; Thence S 39-31-27 E 77.80 feet; Thence S 49-49-12 E 109.15 feet; Thence S 56-35-56 E 41.68 feet; Thence S 58-28-14 E 447.25 feet; Thence N 29-12-47 E 152.23 feet; Thence 154.47 feet along a curve to the left of radius 1038.00 feet a chord S 66-23-05 E 1544.33 feet; Thence N 19-21-07 E 76.00 feet; Thence 94.76 feet along a curve to the right of radius 962.00 feet a chord N 67-49-34 W 94.72 feet; Thence N 19-21-07 E 140.34 feet; Thence N 12-01-48 E 62.71 feet; Thence N 69-36-51 E 114.43 feet; Thence N 05-18-21 E 68.59 feet; Thence N 84-41-39 W 75.00 feet to the POINT OF BEGINNING, containing 2,351,800 square feet (53.99 acres more or less)

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company by deed from 96 West Land Holdings, LLC, a Tennessee limited liability company, recorded in Book 4561, page 314, and by deed from 96 West Land Holdings II, LLC, a Tennessee limited liability company, recorded in Book 4561, page 317, Register's Office of Williamson County, Tennessee.

Excluded Tract 6:

A certain tract or parcel of land containing 1,598,839 square feet lying and being in the Fifth Civil District, Williamson County, Tennessee, at 96 Highway in Franklin, bounded on the north by 96 Highway and on the east by 96 West Land Holdings II, LLC, on the south by 96 West Land Holdings, LLC and on the west by Section 15 and Section 1 and being more particularly described as follows:

COMMENCING AND BEGINNING at an iron pin in the eastern right-of-way margin of Westhaven Boulevard and the Southern right-of-way margin of 96 Highway, being the northeast corner of section 1; Thence along the eastern right-of-way margin of Westhaven Boulevard the following eight (8) courses and distances; (1) 51.90 feet along a curve to the left of radius 31.43 feet a chord S 51-48-04 W 46.21 feet; (2) S 03-18-00 W 57.98 feet; (3) 211.51 feet along a curve to the left of radius 247.00 feet a chord S 21-13-53 E 205.10 feet; (4) S 45-45-46 E 171.59 feet; (5) S 45-45-46 E 83.70 feet; (6) 289.68 feet along a curve to the right of radius 325.00 feet a chord S 20-13-43 E 280.18 feet; (7) S 05-18-21 W 77.01 feet; (8) 31.42 feet along a curve to the left of radius 20.00 feet a chord S 39-41-39 E 28.28 feet to the northern right-of-way margin of Front Street; Thence along the northern right-of-way margin of Front Street S 84-41-39 E 206.12 feet; Thence S 05-18-21 W 537.83 feet; Thence along a curve to the left 45.48 feet of radius 189.00 feet a chord N 60-21-45 E 45.37 feet; Thence N 53-28-06 E 306.93 feet; Thence S 36-31-54 E 180.00 feet to the southern right-of-way margin of Oleander Street; Thence along the southern right-of-way margin of Oleander Street N 53-28-06 E 573.00 to the eastern right-of-way margin of Keats Street; Thence along the eastern right-of-way margin of Keats Street the following three (3) courses and distances; (1) S 36-31-54 E 161.01 feet; (2) 81.22 feet along a curve to the left of radius 120.00 feet a chord S 55-55-14 E 79.67 feet; (3) S 75-18-33 E 45.97 feet; Thence leaving the eastern right-of-way margin of Keats Street N 53-28-06 E 441.58 feet to the centerline of Hamilton Creek; Thence along the centerline of Hamilton Creek the following nineteen (19) courses and distances; (1) N 25-01-57 W 60.58 feet; (2) N 30-21-05 W 65.33 feet; (3) N 07-02-43 W 70.17 feet; (4) N 16-28-19 W 43.88 feet; (5) N 06-38-05 E 35.03 feet; (6) N 43-38-49 E 48.16 feet; (7) N 18-22-41 E 43.79 feet; (8) N 31-48-26 W 25.90 feet; (9) N 56-34-00 W 20.82 feet; (10) S 70-24-07 W 28.66 feet; (11) N 52-56-29 W 66.19 feet; (12) N 11-29-26 W 65.89 feet; (13) N 50-05-07 E 28.30 feet; (14) S 88-19-58 E 52.02 feet; (15) N 64-28-30 E 63.22 feet; (16) N 10-27-34 E 52.84 feet; (17) N 11-38-20 W 47.97 feet; (18) N 04-28-08 W 74.69 feet; (19) N 01-55-38 E 33.50 feet to the southern right-of-way margin of 96 Highway; Thence along the southern right-of-way margin of 96 Highway the following four (4) courses and distances; (1) N 88-03-51 W 300.10 feet; (2) N 87-48-56 W 201.41 feet; (3) N 87-56-21 W 73.07 feet; (4) 1306.18 feet along a curve to the right of radius 7563.92 feet a chord N 82-59-32 W 1304.54 feet to the POINT OF BEGINNING, containing 1,598,839 square feet (36.70 acres more or less)

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company by deed from 96 West Land Holdings, LLC, a Tennessee limited liability company, recorded in Book 4561, page 300, and by deed from 96 West Land Holdings II, LLC, a Tennessee limited liability company, recorded in Book 4561, page 303, Register's Office of Williamson County, Tennessee.

INCLUDED in the above described Tracts 1, 2, 5, & 7 but EXCLUDED therefrom is the following tracts:

Excluded Tract 7:

A certain tract or parcel of land containing 520,324.27 square feet lying and being in the Fifth Civil District, Williamson County, Tennessee, at 96 Highway in Franklin, bounded on the north by 96 West Land Holdings, LLC future development, on the east by Westhaven Section 24 and 96 West Land Holdings II, LLC future development, on the south by Williamson County Board of Education, a Tennessee governmental entity, on the west by the Westhaven Section 17 and being more particularly described as follows:

COMMENCING AND BEGINNING at an iron pin in the northern right-of-way margin of Townsend Boulevard and the most easterly corner of Westhaven Section 17 and thence running across the right-of-way of Townsend Boulevard and easterly boundary line of Westhaven Section 17 S5°18'21"W 76.00 feet to a point on the southern right-of-way margin of Townsend Boulevard on the northerly boundary line of the Williamson County Board of Education; thence running along said right-of-way margin and boundary line the following three (3) courses and distances; (1) S84°41'39"E 20.83 feet; (2) 392.85 feet along a curve to the left of radius 538.00 feet and a chord of N74°23'13"E 384.18 feet; (3) N53°28'06"E 514.19 feet; thence 31.42 feet along a curve to the right of radius 20.00 feet and a chord of S81°31'54"E 28.28 feet to a point on the westerly right-of-way margin of Jewell Avenue and the easterly boundary line of the Williamson County Board of Education; thence running along said right-of-way margin and boundary line the following two (2) courses and distances; (1) S36°31'54"E 47.73 feet; (2) 165.85 feet along a curve to the right of radius 325.00 feet and a chord of S21°54'44"E 164.06 feet to a point on the northerly boundary line of Westhaven Section 24; thence continuing along said boundary line across said right-of-way margin N82°42'26"E 50.00 feet to a point on the easterly right-of-way margin of Jewell Avenue; thence continuing along the said boundary N82°42'26"E 145.00 feet to a point on the westerly right-of-way margin of an alley on the westerly boundary line of Westhaven Section 24; thence along said right-of-way margin and boundary line 197.90 feet along a curve to the left of radius 520.00 feet and a chord of N18°11'44"W 196.71 feet to a point on the northern right-of-way margin of an alley on the northerly boundary line of Westhaven Section 24; thence along said right-of-way margin and boundary line N53°28'06"E 358.37 feet to a point; thence leaving said right-of-way margin and boundary line across a new line the following twenty (20) courses and distances; (1) N36°31'54"W 111.84 feet; (2) 33.26 feet along a curve to the right of radius 20.00 feet and a chord of N11°06'50"E 29.56 feet; (3) 220.50 feet along a curve to the right of radius 762.00 feet and a chord of N67°02'59"E 219.74 feet; (4) N14°39'37"W 76.00 feet; (5) 252.98 feet along a curve to the left of radius 838.00 feet and a chord of S66°41'28"W 252.03 feet; (6) 29.82 feet along a curve to the right of radius 20.00 feet and a chord of N79°14'40"W 27.13 feet; (7) N36°31'54"W 139.73 feet; (8) S53°28'06"W 319.49 feet; (9) 15.23 feet along a curve to the right of radius 96.00 feet and a chord of S58°00'48"W 15.21 feet; (10) S62°33'31"W 33.62 feet; (11) 18.72 feet along a curve to the left of radius 120.18 feet and a chord of S58°00'48"W 18.70 feet; (12) S53°28'06"W 117.49 feet; (13) N36°31'54"W 32.00 feet; (14) S53°28'06"W 579.19 feet; (15) 193.50 feet along a curve to the right of radius 265.00 feet and a chord of S74°23'13"W 189.23 feet; (16) N84°41'39"W 87.83 feet; (17) S5°18'21"W 28.00 feet; (18) 18.85 feet along a curve to the right of radius 12.00 feet and a chord of S50°18'21"W 16.97 feet; (19) N84°41'39"W 103.56 feet; (20) 34.56 feet along a curve to the right of radius 22.00 feet and a chord of N39°41'39"W 31.11 feet to a point along the easterly right-of-way margin of an alley on the easterly boundary line of Westhaven Section 17; thence continuing along said right-of-way margin and boundary line S5°18'21"W 169.00 feet to a point; thence 15.71 feet along a curve to the left of radius 10.00 feet and a chord of S39°41'39"E 14.14 feet to a point along the northerly right-of-way margin of Townsend Boulevard and the northerly boundary line of Westhaven Section 17; thence continuing along said right-of-way margin and boundary line S84°41'39"E 194.56 feet to the POINT OF BEGINNING, containing 520,324.27 square feet (11.95 acres more or less) and being the land recorded as Westhaven PUD Subdivision Section 29 in Plat Book P53 Page 52, at the Register's Office of Williamson County, Tennessee.

Excluded Tract 8:

Land lying in the 5th Civil District, Williamson County, Tennessee, Being bounded on the North by Westhaven Section 24, Plat Book 50, Page 19, on the East by 96 West Land Holding II, Book 3810, Page 719, on the South by 96 West Land Holding II, Book 3810, Page 719, and on the West by Westhaven Section 24, Plat Book 50, Page 19, being more particularly described as follows:

BEGINNING at an iron pin set at the south end of the west Right-of Way radius of the intersection of Ripley Lane and Fitzgerald Street. Thence crossing Fitzgerald Street S 65°38'45" E - 36.00' to an iron pin set in the east Right-of-Way of Fitzgerald Street. Thence continuing along the south Right-of-Way radius of Fitzgerald Street and Ripley Lane,

along a curve to the right having a length of 31.33', a radius of 20.00', a chord bearing of N 68°38'51" E, and a chord distance of 28.22' to an iron pin set in the south Right-of-Way of Ripley Lane. Thence, continuing with the south Right-of-Way of Ripley Lane the following four calls:

along a curve to the left having a length of 31.23', a radius of 618.00', a chord bearing of S 67°55'48" E, and a chord distance of 31.22' to an iron pin set. Thence,

along a curve to the left having a length of 33.13', a radius of 618.00', a chord bearing of S 70°54'48" E, and a chord distance of 33.13' to an iron pin set. Thence,

along a curve to the left having a length of 33.33', a radius of 618.00', a chord bearing of S 73°59'39" E, and a chord distance of 33.33' to an iron pin set. Thence,

along a curve to the left having a length of 33.64', a radius of 618.00', a chord bearing of S 77°05'56" E, and a chord distance of 33.64' to an iron pin set. Thence leaving said Right-of-Way and continuing southwardly,

S 24°04'01" W - 142.41' to an iron pin set in the north Right-of-Way of an alley. Thence continuing with north Right-of-Way of the alley,

along a curve to the left having a length of 20.99', a radius of 511.00', a chord bearing of S 79°24'40" E, and a chord distance of 20.99' to an iron pin. Thence crossing said alley,

S 11°45'57" W - 22.00' to an iron pin in the south Right-of-Way of said alley. Thence continuing along the Right-of-Way radius of two alleys,

along a curve to the left having a length of 31.19', a radius of 23.00', a chord bearing of S 62°54'59" W, and a chord distance of 28.85' to an iron pin set in the east Right-of-Way of an alley. Thence, continuing with the east Right-of-Way of the alley,

S 24°04'04" W - 266.81' to an iron pin set. Thence continuing along the Right-of-Way radius of two alleys,

along a curve to the left having a length of 29.92', a radius of 22.00', a chord bearing of S 14°53'21" E, and a chord distance of 27.66' to an iron pin set in the north Right-of-Way of an alley. Thence, crossing said alley,

S 36°21'12" W – 18.22' to an iron pin set in the south Right-of-Way of an alley. Thence along the south Right-of-Way of said alley the following three calls:

N 53°30'59" W – 140.84' to an iron pin set. Thence,

along a curve to the left having a length of 7.64', a radius of 39.00', a chord bearing of N 59°07'53" W, and a chord distance of 7.63' to an iron pin set. Thence,

N 64°44'48" W – 16.34' to an iron pin set at the PC of the south Right-of-Way radius of an alley and Fitzgerald Street. Thence continuing with said Right-of-Way radius,

along a curve to the left having a length of 15.40', a radius of 10.00', a chord bearing of S 71°08'02" W, and a chord distance of 13.92' to an iron pin set. Thence continuing with the east Right-of-Way of Fitzgerald Street the following two calls:

along a curve to the right having a length of 142.63', a radius of 863.00', a chord bearing of S 31°44'57" W, and a chord distance of 142.46' to an iron pin set. Thence,

S 36°29'01" W – 37.24' to an iron pin set in the east Right-of-Way of Fitzgerald Street. Thence crossing Fitzgerald Street,

N 53°30'59" W – 36.00' to an iron pin set in the west Right-of-Way radius of Fitzgerald Street and Welty Way. Thence continuing with said Right-of-Way radius,

along a curve to the left having a length of 31.42', a radius of 20.00', a chord bearing of N 08°30'59" W, and a chord distance of 28.28' to an iron pin set in the south Right-of-Way of Welty Way. Thence continuing with the south Right-of-Way of Welty Way,

N 53°30'59" W – 105.00' to an iron pin set. Thence crossing Welty Way,

N 35°32'46" E – 36.00' to an iron pin set in the east Right-of-Way radius of Welty Way and an alley. Thence continuing along the Right-of-Way radius,

along a curve to the right having a length of 15.30', a radius of 10.00', a chord bearing of N 09°41'26" W, and a chord distance of 13.85' to an iron pin set in the east Right-of-Way of an alley. Thence continuing along the east Right-of-Way of the alley the following fourteen calls:

along a curve to the left having a length of 43.65', a radius of 692.00', a chord bearing of N 32°19'42" E, and a chord distance of 43.64' to an iron pin set. Thence,

along a curve to the left having a length of 39.46', a radius of 692.00', a chord bearing of N 28°53'17" E, and a chord distance of 39.45' to an iron pin set. Thence,

along a curve to the left having a length of 38.50', a radius of 692.00', a chord bearing of N 25°39'38" E, and a chord distance of 38.49' to an iron pin set. Thence,

N 24°04'01" E - 1.02' to an iron pin set. Thence,

N 24°04'01" E - 42.00' to an iron pin set. Thence,

N 24°04'01" E - 46.00' to an iron pin set. Thence,

N 24°04'01" E - 46.00' to an iron pin set. Thence,

N 24°04'01" E - 41.00' to an iron pin set. Thence,

N 24°04'01" E - 41.00' to an iron pin set. Thence,

N 24°04'01" E - 41.00' to an iron pin set. Thence,

N 24°04'01" E - 41.00' to an iron pin set. Thence,

N 24°04'01" E - 41.00' to an iron pin set. Thence,

N 24°04'01" E - 41.07' to an iron pin set. Thence,

along a curve to the left having a length of 14.75', a radius of 792.00', a chord bearing of N 23°32'00" E, and a chord distance of 14.75' to an iron pin set in the south Right-of-Way radius of an alley and Ripley Lane. Thence continuing with said Right-of-Way radius,

along a curve to the right having a length of 15.89', a radius of 10.00', a chord bearing of N 68°32'00" E, and a chord distance of 14.27' to an iron pin set in the south Right-of-Way of Ripley Lane. Thence continuing along said Right-of-Way,

S 65°55'59" E - 105.13' to an iron pin set. Thence continuing along the west Right-of-Way radius of Ripley Lane and Fitzgerald Street,

along a curve to the right having a length of 31.31', a radius of 20.00', a chord bearing of S 21°05'21" E, and a chord distance of 28.21' to an iron pin set at the POINT OF BEGINNING, comprising a portion of the land conveyed to 96 West Land Holdings, LLC and 96 West Land Holdings II, LLC by deeds recorded in Book 2668, page 41, Book 3810, page 719, and Book 3810, page 728 Registers Office of Williamson County.

INCLUDED in the above described Tracts 1, 2, 5, & 7 but EXCLUDED therefrom is the following tracts:

Excluded Tract 9:

Land lying in the 5th Civil District, City of Franklin, Williamson County, Tennessee, being bounded on the north by the south right-of-way of Acadia Avenue (38.5 ft. r.o.w. width) of Westhaven PUD Subdivision Section 22, Revision 1 as of record in plat book 53, page 143, on the east by the west right-of-way of Alley (22 ft. r.o.w. width) of Westhaven PUD Subdivision Section 26, Revision 1, Resub of Lot 991 as of record in plat book 53, page 53, and Westhaven PUD Subdivision Section 26, Revision 2, Resub of Lot 1002 as of record in plat book 54, page 39, on the west by Westhaven Section 10 Final Subdivision Plat as of record in plat book 40, page 22, and Westhaven Section 10, Revision 1, (Reconfiguration of Lots 527-530) Final Subdivision Plat as of record in plat book 47, page 71, being more particularly described as follows:

Beginning at an existing iron rod on the south right-of-way of Acadia Avenue, being the northeast property corner of Lot 526 of Westhaven Section 10, and being the northwest property corner of the herein described Westhaven Section 34 boundary;

thence leaving the aforesaid property corner with the south right-of-way line of Acadia Avenue and the north boundary line of Westhaven Section 34, through the following courses:

a curve length of 62.12 feet along a curve to the left having a radius of 619.25 feet, a delta of $5^{\circ}44'52''$, a tangent of 31.09 feet and a chord bearing and distance of $N 85^{\circ}28'56'' E$ 62.09 feet to an existing iron rod,

$N 82^{\circ}36'30'' E$ 162.29 feet to a proposed iron rod,

a curve length of 33.61 feet along a curve to the right having a radius of 20.00 feet, a delta of $96^{\circ}16'29''$, a tangent of 22.32 feet and a chord bearing and distance of $S 49^{\circ}15'15'' E$ 29.79 feet to a proposed iron rod lying on the west right-of-way of Westhaven Boulevard (50 ft. r.o.w. width),

$N 88^{\circ}52'59'' E$ 50.00 feet to a sectional point lying on the east right-of-way of Westhaven Boulevard,

$N 1^{\circ}07'01'' W$ 9.90 feet to a proposed iron rod,

a curve length of 29.23 feet along a curve to the right having a radius of 20.00 feet, a delta of $83^{\circ}43'31''$, a tangent of 17.92 feet and a chord bearing and distance of $N 40^{\circ}44'45'' E$ 26.69 feet to a proposed iron rod,

$N 82^{\circ}36'30'' E$ 15.96 feet to an existing iron rod,

a curve length of 151.46 feet along a curve to the right having a radius of 3,980.75 feet, a delta of $2^{\circ}10'48''$, a tangent of 75.74 feet and a chord bearing and distance of $N 83^{\circ}41'54'' E$ 151.45 feet to an existing iron rod, being a northeast boundary corner of Westhaven Section 34;

thence leaving the south right-of-way of Acadia Avenue and the north boundary line of Westhaven Section 34 with a radius return between Acadia Avenue and Alley through the following course:

a curve length of 17.49 feet along a curve to the right having a radius of 10.00 feet, a delta of $100^{\circ}13'31''$, a tangent of 11.97 feet and a chord bearing and distance of $S\ 45^{\circ}05'57''\ E\ 15.35$ feet to an existing iron rod lying on the west right-of-way of Alley,

thence with the west right-of-way of Alley and the east boundary line of Westhaven Section 34 through the following courses:

$S\ 5^{\circ}00'48''\ W\ 548.21$ feet to an existing iron rod,

a curve length of 97.81 feet along a curve to the right having a radius of 318.75 feet, a delta of $17^{\circ}34'53''$, a tangent of 49.29 feet and a chord bearing and distance of $S\ 13^{\circ}48'15''\ W\ 97.43$ feet to an existing iron rod,

$S\ 22^{\circ}35'41''\ W\ 111.19$ feet to an existing iron rod,

a curve length of 140.11 feet along a curve to the left having a radius of 531.25 feet, a delta of $15^{\circ}06'40''$, a tangent of 70.46 feet and a chord bearing and distance of $S\ 15^{\circ}02'21''\ W\ 139.71$ feet to an existing iron rod,

$S\ 7^{\circ}29'01''\ W\ 50.66$ feet to an existing iron rod,

a curve length of 26.30 feet along a curve to the right having a radius of 89.00 feet, a delta of $16^{\circ}55'54''$, a tangent of 13.25 feet and a chord bearing and distance of $S\ 15^{\circ}56'58''\ W\ 26.21$ feet to an existing iron rod, being a southwest boundary corner of Westhaven Section 26 and a southeast boundary corner of Westhaven Section 34;

thence leaving the west right-of-way of Alley with a radius return between Alley and Tabitha Drive through the following course:

a curve length of 34.75 feet along a curve to the right having a radius of 20.00 feet, a delta of $99^{\circ}32'25''$, a tangent of 23.64 feet and a chord bearing and distance of $S\ 74^{\circ}11'07''\ W\ 30.54$ feet to an existing iron rod lying on the north right-of-way of Tabitha Drive (36 ft. r.o.w. width),

$S\ 33^{\circ}57'20''\ W\ 36.00$ feet to an existing iron rod lying on the south right-of-way of Tabitha Drive, being the southwest boundary corner of Westhaven Section 26 and the southeast boundary corner of Westhaven Section 34;

thence leaving the west and east boundary line of Westhaven Section 26 and Section 34, respectively, creating a severance line across a portion of 96 West Land Holdings II, LLC property, with the south right-of-way of Tabitha Drive and the south boundary line of Westhaven Section 34 through the following courses:

$N\ 56^{\circ}02'40''\ W\ 183.92$ feet to a proposed iron rod,

thence leaving the south right-of-way of Tabitha Drive with a radius return between Tabitha Drive and Westhaven Boulevard through the following course:

a curve length of 30.99 feet along a curve to the left having a radius of 20.00 feet, a delta of $88^{\circ}46'28''$, a tangent of 19.58 feet and a chord bearing and distance of $S 79^{\circ}34'06'' W 27.98$ feet to a proposed iron rod lying on the east right-of-way of Westhaven Boulevard (50 ft. r.o.w. width),

N $54^{\circ}49'08'' W$ 50.00 feet to a proposed iron rod lying on the west right-of-way of Westhaven Boulevard,

N $35^{\circ}10'52'' E$ 54.52 feet to a proposed iron rod,

thence leaving the west right-of-way of Westhaven Boulevard through the following course:

N $56^{\circ}02'40'' W$ 190.00 feet to a proposed iron rod, being the southwest boundary corner of Westhaven Section 34;

thence leaving the south boundary line of Westhaven Section 34 with the west boundary line of Westhaven Section 34 through the following courses:

N $33^{\circ}57'20'' E$ 105.00 feet to a proposed iron rod,

N $21^{\circ}21'31'' E$ 160.14 feet to a proposed iron rod,

N $89^{\circ}24'45'' W$ 100.90 feet to a proposed iron rod, being the southeast property corner of Lot 528 of Westhaven Section 10;

thence with the east boundary line of Westhaven Section 10 through the following course:

N $7^{\circ}12'00'' E$ 435.66 feet to the point of beginning, containing 397,357 square feet or 9.122 acres.

Excluded Tract 10:

Land lying in the 5th Civil District, City of Franklin, Williamson County, Tennessee, being bounded on the north by Lot 4001 of Westhaven Section 25 and Section 15 (Lot 4001) as of record in plat book 51, page 131, on the east by Lot 4021 of Westhaven Section 25 and Section 15 (Lot 4001) as of record in plat book 51, page 131, and 96 West Land Holdings, LLC, as of record in deed book 2668, page 41, on the south by the north right-of-way of Alley (22 ft. r.o.w.) of Westhaven PUD Subdivision Section 29 as of record in plat book 53, page 52, on the west by the east right-of-way of Alley (22 ft. r.o.w.), north right-of-way of Oleander Street (50' r.o.w.) and east right-of-way of Westhaven Boulevard (32 ft. r.o.w.) of Westhaven Section 17 as of record in plat book 48, page 96, and on the west by the east right-of-way of Westhaven Boulevard (50 ft. r.o.w.) of Westhaven Section 15 as of record in plat book 44, page 88, being more particularly described as follows:

Commencing at an existing concrete monument, being a point of curvature of a radius return between the east right-of-way of Westhaven Boulevard (50 ft. r.o.w.) and the south right-of-way of Front Street (50 ft. r.o.w.) of Westhaven Section 15 as of record in plat book 44, page 88, and being a northwest property corner of Lot 4001 Westhaven Section 15;

thence leaving the aforesaid property corner with the east right-of-way line of Westhaven Boulevard and west property line of Lot 4001 through the following course:

S 5°18'21" W 121.34 feet to a proposed iron rod, being the northwest boundary corner and point of beginning for the herein described Westhaven Section 35 boundary;

thence leaving the east right-of-way of Westhaven Boulevard and west property line of Lot 4001, creating a severance line across a portion of Lot 4001, with a radius return between Westhaven Boulevard and Alley, being the north boundary line of Westhaven Section 35 through the following courses:

a curve length of 31.42 feet along a curve to the left having a radius of 20.00 feet, a delta of 90°00'00", a tangent of 20.00 feet and a chord bearing and distance of S 39°41'39" E 28.28 feet to a proposed iron rod lying on the north right-of-way of Alley (26 ft. r.o.w.),

S 84°41'39" E 206.12 feet to a proposed iron rod lying on the west and east property line of Lot 4021 and Lot 4001, respectively, being the northeast boundary corner of Westhaven Section 35;

thence leaving the north right-of-way of Alley and the north boundary line of Westhaven Section 35 with the west and east property line of Lot 4021 and Lot 4001, respectively, and the east boundary line of Westhaven Section 35 through the following courses:

S 5°18'21" W 280.21 feet, passing the southeast property corner of Lot 4001 at a distance of 244.00 feet, to a proposed iron rod, lying on a radius return between east right-of-way of Alley (26' r.o.w.) and north right-of-way of Alley (22 ft. r.o.w.);

thence leaving the west property line of Lot 4021, creating a severance line across a portion of Lot 4021, with aforesaid radius return through the following courses:

a curve length of 7.53 feet along a curve to the left having a radius of 22.00 feet, a delta of $19^{\circ}36'48''$, a tangent of 3.80 feet and a chord bearing and distance of $S\ 74^{\circ}53'15''\ E\ 7.49$ feet to a proposed iron rod,

$S\ 84^{\circ}41'39''\ E\ 3.16$ feet to a proposed iron rod, thence leaving the north right-of-way of Alley through the following course:

$S\ 5^{\circ}18'21''\ W\ 22.00$ feet to a proposed iron rod lying on the south right-of-way of Alley, thence leaving the aforesaid Alley right-of-way through the following course:

$S\ 31^{\circ}45'57''\ E\ 150.09$ feet, passing the south property line of Lot 4021 at a distance of 14.19 feet, creating a severance line across a portion of 96 West Land Holdings, LLC, property, to a proposed iron rod lying on the north right-of-way of Oleander Street (50 ft. r.o.w. width), thence with the north right-of-way of Oleander Street through the following course:

$N\ 58^{\circ}14'03''\ E\ 13.29$ feet to a proposed iron rod, thence leaving the north right-of-way of Oleander Street through the following course:

$S\ 33^{\circ}50'35''\ E\ 50.03$ feet to a proposed iron rod lying on the south right-of-way of Oleander Street, thence leaving the south right-of-way of Oleander Street with a radius return between Oleander Street and Eliot Road (48' ft. r.o.w.) through the following courses:

a curve length of 29.92 feet along a curve to the left having a radius of 20.00 feet, a delta of $85^{\circ}42'03''$, a tangent of 18.55 feet and a chord bearing and distance of $S\ 15^{\circ}23'01''\ W\ 27.20$ feet to a proposed concrete monument lying on the east right-of-way of Eliot Road,

a curve length of 18.99 feet along a curve to the right having a radius of 224.00 feet, a delta of $4^{\circ}51'30''$, a tangent of 9.50 feet and a chord bearing and distance of $S\ 25^{\circ}02'15''\ E\ 18.99$ feet to a proposed iron rod, thence leaving aforesaid Eliot Road right-of-way through the following course:

$N\ 66^{\circ}57'40''\ E\ 162.78$ feet to a proposed iron rod lying on the west right-of-way of Alley (22 ft. r.o.w.), thence leaving aforesaid Alley right-of-way through the following course:

$S\ 88^{\circ}05'13''\ E\ 22.00$ feet to a proposed iron rod lying on the east right-of-way of Alley, thence with the aforesaid Alley right-of-way through the following courses:

$S\ 1^{\circ}54'47''\ W\ 144.54$ feet to a proposed iron rod,

a curve length of 36.23 feet along a curve to the left having a radius of 54.00 feet, a delta of $38^{\circ}26'42''$, a tangent of 18.83 feet and a chord bearing and distance of $S\ 17^{\circ}18'34''\ E\ 35.56$ feet to a proposed iron rod,

$S\ 36^{\circ}31'54''\ E\ 41.07$ feet to a proposed iron rod, thence leaving the east right-of-way of Alley with a radius return between Alley and Porter Street through the following course:

a curve length of 15.71 feet along a curve to the left having a radius of 10.00 feet, a delta of $90^{\circ}00'00''$, a tangent of 10.00 feet and a chord bearing and distance of $S 81^{\circ}31'54'' E 14.14$ feet to a proposed iron rod lying on the north right-of-way of Porter Street (36 ft. r.o.w.), thence leaving aforesaid Porter Street right-of-way through the following course:

$S 36^{\circ}31'54'' E 36.00$ feet to a proposed iron rod lying on the south right-of-way of Porter Street, thence with the aforesaid Porter Street right-of-way through the following course:

$S 53^{\circ}28'06'' W 18.91$ feet to a proposed concrete monument, thence leaving the south right-of-way of Porter Street with a radius return between Porter Street and Tilby Street through the following course:

a curve length of 31.42 feet along a curve to the left having a radius of 20.00 feet, a delta of $90^{\circ}00'00''$, a tangent of 20.00 feet and a chord bearing and distance of $S 8^{\circ}28'06'' W 28.28$ feet to a proposed concrete monument, thence with the east right-of-way of Tilby Street (36 ft. r.o.w.) through the following course:

$S 36^{\circ}31'54'' E 105.00$ feet to a proposed iron rod, thence leaving the east right-of-way of Tilby Street with a radius return between Tilby Street and Alley through the following course:

a curve length of 15.71 feet along a curve to the left having a radius of 10.00 feet, a delta of $90^{\circ}00'00''$, a tangent of 10.00 feet and a chord bearing and distance of $S 81^{\circ}31'54'' E 14.14$ feet to a proposed iron rod lying on the north right-of-way of Alley (22 ft. r.o.w.), being the southeast corner of Westhaven Section 35;

thence with the north right-of-way of Alley and the south boundary line of Westhaven Section 35 through the following courses:

$S 53^{\circ}28'06'' W 102.69$ feet to an existing iron rod,

a curve length of 193.50 feet along a curve to the right having a radius of 265.00 feet, a delta of $41^{\circ}50'15''$, a tangent of 101.29 feet and a chord bearing and distance of $S 74^{\circ}23'13'' W 189.23$ feet to an existing iron rod,

$N 84^{\circ}41'39'' W 89.83$ feet to an existing iron rod lying on the west right-of-way of Eliot Road (48 ft. r.o.w.), thence leaving north right-of-way of Alley with the west right-of-way of Eliot Road through the following course:

$S 5^{\circ}14'37'' W 29.99$ feet to an existing iron rod, thence leaving the aforesaid Eliot Road right-of-way with a radius return between Eliot Road and Alley through the following course:

a curve length of 15.72 feet along a curve to the right having a radius of 10.00 feet, a delta of $90^{\circ}03'44''$, a tangent of 10.01 feet and a chord bearing and distance of $S 50^{\circ}16'29'' W 14.15$ feet to an existing iron rod lying on the north right-of-way of Alley (22 ft. r.o.w.), thence with the north right-of-way of Alley through the following course:

$N 84^{\circ}41'39'' W 103.59$ feet to an existing iron rod, thence leaving the aforesaid Alley right-of-way with a radius return between Alley and Alley through the following course:

a curve length of 34.56 feet along a curve to the right having a radius of 22.00 feet, a delta of $90^{\circ}00'00''$, a tangent of 22.00 feet and a chord bearing and distance of $N 39^{\circ}41'39'' W$ 31.11 feet to an existing iron rod lying on the east right-of-way of Alley (22 ft. r.o.w.), being the southwest boundary corner of Westhaven Section 35;

thence with the east right-of-way of Alley and the west boundary line of Westhaven Section 35 through the following courses:

$N 5^{\circ}18'21'' E$ 450.38 feet to a point, leaving the east right-of-way of Alley at a distance of 390.94 feet, lying on the north right-of-way of Oleander Street (50 ft. r.o.w.), thence with the aforesaid Oleander Street right-of-way through the following course:

$N 88^{\circ}47'08'' W$ 161.55 feet to an existing concrete monument, thence leaving the north right-of-way of Oleander Street with a radius return between Oleander Street and Westhaven Boulevard through the following course:

a curve length of 14.04 feet along a curve to the right having a radius of 10.00 feet, a delta of $80^{\circ}26'44''$, a tangent of 8.46 feet and a chord bearing and distance of $N 48^{\circ}33'46'' W$ 12.92 feet to an existing concrete monument lying on the west right-of-way of Westhaven Boulevard (32 ft. r.o.w.), thence with the aforesaid Westhaven Boulevard right-of-way through the following courses:

a curve length of 37.35 feet along a curve to the left having a radius of 516.00 feet, a delta of $4^{\circ}08'50''$, a tangent of 18.68 feet and a chord bearing and distance of $N 10^{\circ}24'49'' W$ 37.34 feet to an existing concrete monument,

$N 12^{\circ}29'14'' W$ 39.82 feet to an existing concrete monument,

a curve length of 150.30 feet along a curve to the right having a radius of 484.00 feet, a delta of $17^{\circ}47'35''$, a tangent of 75.76 feet and a chord bearing and distance of $N 3^{\circ}35'26'' W$ 149.70 feet to an existing concrete monument,

$N 5^{\circ}18'21'' E$ 279.62 feet to the point of beginning, containing 293,693 square feet or 6.74 acres.

Excluded Tract 11:

Land lying in the 5th Civil District, City of Franklin, Williamson County, Tennessee, being bounded on the north by the south right-of-way of Welty Way (36 ft. r.o.w.), east right-of-way of Fitzgerald Street (36 ft. r.o.w.) and south right-of-way of Alley (22 ft. r.o.w.) of Westhaven PUD Subdivision Section 28 as of record in plat book 54, page 150, on the east and south by 96 West Land Holdings II, LLC, as of record in deed book 3810, page 719, on the west by the east right-of-way of Alley (22 ft. r.o.w.) of Westhaven PUD Subdivision Section 26 as of record in plat book 52, page 80, and east right-of-way of Alley (22 ft. r.o.w.) of Westhaven PUD Subdivision Section 24 as of record in plat book 50, page 19, being more particularly described as follows:

Beginning at an existing iron rod, being a point of curvature of a radius return between the east right-of-way of Alley and the south right-of-way of Welty Way, being a northwest property corner of the herein described Westhaven Section 36 boundary;

thence leaving the aforesaid property corner with the south right-of-way line of Welty Way and north boundary line of Westhaven Section 36 through the following courses:

S 53°30'59" E 105.00 feet to an existing iron rod, thence leaving the aforesaid Welty Way right-of-way with a radius return between Welty Way and Fitzgerald Street through the following course:

a curve length of 31.42 feet along a curve to the right having a radius of 20.00 feet, a delta of 90°00'00", a tangent of 20.00 feet and a chord bearing and distance of S 8°30'59" E 28.28 feet to an existing iron rod lying on the west right-of-way of Fitzgerald Street, thence leaving the aforesaid Fitzgerald Street right-of-way through the following course:

S 53°30'59" E 36.00 feet to an existing iron rod lying on the east right-of-way of Fitzgerald Street, thence with the aforesaid Fitzgerald Street right-of-way through the following courses:

N 36°29'01" E 37.24 feet to an existing iron rod,

a curve length of 142.62 feet along a curve to the left having a radius of 863.00 feet, a delta of 9°28'08", a tangent of 71.47 feet and a chord bearing and distance of N 31°44'57" E 142.46 feet to an existing iron rod, thence leaving aforesaid Fitzgerald Street right-of-way with a radius return between Fitzgerald Street and Alley through the following course:

a curve length of 15.40 feet along a curve to the right having a radius of 10.00 feet, a delta of 88°14'19", a tangent of 9.70 feet and a chord bearing and distance of N 71°08'03" E 13.92 feet to an existing iron rod lying on the south right-of-way of Alley, thence with the aforesaid Alley right-of-way through the following courses:

S 64°44'48" E 16.34 feet to an existing iron rod,

a curve length of 7.64 feet along a curve to the right having a radius of 39.00 feet, a delta of $11^{\circ}13'49''$, a tangent of 3.83 feet and a chord bearing and distance of $S\ 59^{\circ}07'53''\ E\ 7.63$ feet to an existing iron rod,

$S\ 53^{\circ}30'59''\ E\ 126.70$ feet to an iron rod set, being the northeast boundary corner of Westhaven Section 36;

thence leaving the south right-of-way of Alley, creating a severance line across a portion of 96 West land Holdings II, LLC property, with the east right-of-way of Alley (22 ft. r.o.w.) and the east boundary line of Westhaven Section 36 through the following courses:

a curve length of 113.52 feet along a curve to the right having a radius of 611.00 feet, a delta of $10^{\circ}38'41''$, a tangent of 56.92 feet and a chord bearing and distance of $S\ 31^{\circ}09'40''\ W\ 113.35$ feet to a proposed iron rod,

$S\ 36^{\circ}29'01''\ W\ 196.69$ feet to a proposed iron rod,

a curve length of 70.58 feet along a curve to the left having a radius of 193.00 feet, a delta of $20^{\circ}57'11''$, a tangent of 35.69 feet and a chord bearing and distance of $S\ 26^{\circ}00'25''\ W\ 70.19$ feet to a proposed iron rod, thence leaving the aforesaid Alley right-of-way with a radius return between Alley and Acadia Avenue through the following course:

a curve length of 17.30 feet along a curve to the left having a radius of 10.00 feet, a delta of $99^{\circ}08'28''$, a tangent of 11.74 feet and a chord bearing and distance of $S\ 34^{\circ}02'24''\ E\ 15.22$ feet to a proposed iron rod lying on the north right-of-way of Acadia Avenue (38.5 ft. r.o.w.), thence leaving aforesaid Acadia Avenue right-of-way through the following course:

$S\ 6^{\circ}18'14''\ W\ 38.50$ feet to a proposed iron rod lying on the south right-of-way of Acadia Avenue, thence leaving the aforesaid Acadia Avenue right-of-way with a radius return between Acadia Avenue and Alley through the following course:

a curve length of 17.32 feet along a curve to the left having a radius of 10.00 feet, a delta of $99^{\circ}15'13''$, a tangent of 11.76 feet and a chord bearing and distance of $S\ 46^{\circ}45'45''\ W\ 15.24$ feet to a proposed iron rod lying on the east right-of-way of Alley, thence with the aforesaid Alley right-of-way through the following courses:

a curve length of 11.59 feet along a curve to the left having a radius of 193.00 feet, a delta of $3^{\circ}26'21''$, a tangent of 5.79 feet and a chord bearing and distance of $S\ 4^{\circ}35'02''\ E\ 11.58$ feet to a proposed iron rod,

$S\ 6^{\circ}18'13''\ E\ 516.62$ feet to a proposed iron rod,

a curve length of 128.53 feet along a curve to the right having a radius of 639.00 feet, a delta of $11^{\circ}31'27''$, a tangent of 64.48 feet and a chord bearing and distance of $S\ 0^{\circ}32'29''\ E\ 128.31$ feet to a proposed iron rod,

$S\ 5^{\circ}13'15''\ W\ 43.10$ feet to a proposed iron rod, thence leaving the east right-of-way of Alley with a radius return between Alley and Rathmore Street through the following course:

a curve length of 15.71 feet along a curve to the left having a radius of 10.00 feet, a delta of $90^{\circ}00'00''$, a tangent of 10.00 feet and a chord bearing and distance of $S\ 39^{\circ}46'45''\ E\ 14.14$ feet to a proposed iron rod lying on the north right-of-way of Rathmore Street (36 ft. r.o.w.), thence leaving the aforesaid Rathmore Street right-of-way through the following course:

$S\ 5^{\circ}13'15''\ W\ 36.00$ feet to a proposed iron rod lying on the south right-of-way of Rathmore Street, being the southeast boundary corner of Westhaven Section 36;

thence leaving the aforesaid boundary corner with the south right-of-way of Rathmore Street and the south boundary line of Westhaven Section 36 through the following courses:

$N\ 84^{\circ}46'45''\ W\ 147.00$ feet to a proposed iron rod, thence leaving the south right-of-way of Rathmore Street with a radius return between Rathmore Street and Fitzgerald Street through the following course:

a curve length of 31.42 feet along a curve to the left having a radius of 20.00 feet, a delta of $90^{\circ}00'00''$, a tangent of 20.00 feet and a chord bearing and distance of $S\ 50^{\circ}13'15''\ W\ 28.28$ feet to a proposed iron rod lying on the east right-of-way of Fitzgerald Street (36 ft. r.o.w.), thence leaving aforesaid Fitzgerald Street right-of-way through the following course:

$N\ 84^{\circ}46'45''\ W\ 36.00$ feet to a proposed iron rod lying on the west right-of-way of Fitzgerald Street, thence with the aforesaid Fitzgerald Street right-of-way through the following course:

$N\ 5^{\circ}13'15''\ E\ 27.47$ feet to a proposed iron rod, thence leaving the west right-of-way of Fitzgerald Street through the following course:

$N\ 84^{\circ}46'45''\ W\ 135.00$ feet to a proposed iron rod lying on the east right-of-way of Alley (22 ft. r.o.w.), being the southwest boundary corner of Westhaven Section 36;

thence leaving the aforesaid boundary corner with the east right-of-way of Alley and the west boundary line of Westhaven Section 36 through the following courses:

$N\ 5^{\circ}13'15''\ E\ 81.63$ feet to a proposed iron rod,

a curve length of 62.55 feet along a curve to the left having a radius of 311.00 feet, a delta of $11^{\circ}31'27''$, a tangent of 31.38 feet and a chord bearing and distance of $N\ 0^{\circ}32'29''\ W\ 62.45$ feet to a proposed iron rod,

$N\ 6^{\circ}18'13''\ W\ 590.61$ feet to proposed iron rod, passing 2 proposed iron rods located at the south and north radius return between Alley and Bramble Street at a distance of 237.00 feet and 294.15 feet, respectively,

a curve length of 12.16 feet along a curve to the right having a radius of 89.00 feet, a delta of $7^{\circ}49'52''$, a tangent of 6.09 feet and a chord bearing and distance of $N\ 2^{\circ}23'17''\ W\ 12.15$ feet to an existing iron rod, thence leaving the east right-of-way of Alley with a radius return between Alley and Acadia Avenue through the following course:

a curve length of 16.56 feet along a curve to the right having a radius of 10.00 feet, a delta of $94^{\circ}51'43''$, a tangent of 10.89 feet and a chord bearing and distance of $N 48^{\circ}57'31'' E$ 14.73 feet to an existing iron rod lying on the south right-of-way of Acadia Avenue (38.5 ft. r.o.w.), thence leaving the aforesaid Acadia Avenue right-of-way through the following course:

$N 7^{\circ}09'15'' E$ 38.50 feet to an existing iron rod lying on the north right-of-way of Acadia Avenue, thence leaving the aforesaid Acadia Avenue right-of-way with a radius return between Acadia Avenue and Alley through the following course:

a curve length of 16.44 feet along a curve to the right having a radius of 10.00 feet, a delta of $94^{\circ}11'00''$, a tangent of 10.76 feet and a chord bearing and distance of $N 36^{\circ}31'08'' W$ 14.65 feet to an existing iron rod lying on the east right-of-way of Alley (22 ft. r.o.w.), thence with the aforesaid Alley right-of-way through the following courses:

a curve length of 229.73 feet along a curve to the right having a radius of 508.00 feet, a delta of $25^{\circ}54'39''$, a tangent of 116.86 feet and a chord bearing and distance of $N 23^{\circ}31'41'' E$ 227.78 feet to an existing iron rod,

$N 36^{\circ}29'01'' E$ 140.88 feet to an existing iron rod, thence leaving the east right-of-way of Alley with a radius return between Alley and Welty Way (36 ft. r.o.w.) through the following course:

a curve length of 15.71 feet along a curve to the right having a radius of 10.00 feet, a delta of $90^{\circ}00'00''$, a tangent of 10.00 feet and a chord bearing and distance of $N 81^{\circ}29'01'' E$ 14.14 feet to the point of beginning, containing 390,104 square feet or 8.96 acres.

Being a portion of parcel 28.05 on property control map 64 conveyed to 96 West Land Holdings, II, LLC as of record in deed book 3810, page 719, R.O.W.C., Tennessee.

INCLUDED in the above described Tracts 1, 2, 5, & 7 but EXCLUDED therefrom is the following tracts:

Excluded Tract 12:

Westhaven Partners, LLC

A Portion of Parcel 23.20 and Parcel 1.04 on
Property Control Maps 64 and 77, respectively

A certain parcel or tract of land lying in the 5th Civil District of Williamson County, Tennessee, in the City of Franklin; said parcel being bounded on the north by Front Street (50' right of way); on the east by Westhaven Section 25, as of record in Plat Book 51, Page 131, Register's Office for Williamson County, TN (R.O.W.C.) by 96 West Land Holdings, LLC as of record in Deed Book 2668, Page 41; on the south by 96 West Land Holdings, LLC as of record in Deed Book 2668, Page 41, and by Westhaven Section 35, as of record in Plat Book 56, Page 116, R.O.W.C.; on the west by Westhaven Section 35 and by Westhaven Section 15, as of record in Plat Book 57, Page 26, R.O.W.C.; said parcel being more particularly described as follows:

BEGINNING at an existing Iron rod, being in the southerly right of way of Front Street (50' ROW) at the northeasterly corner of Westhaven Section 15 as of record in Plat Book 57, Page 26, R.O.W.C.; said Iron rod also being the northwesterly most corner of said herein described Section 37;

THENCE, with said southerly right of way of Front Street for the following three calls:

South 84° 41' 39" East, 58.18 to an existing concrete monument;

With a curve to the left, said curve having a radius of 325.00 feet, a delta angle of 11° 43' 59", an arc length of 66.55 feet, and a chord bearing North 89° 26' 22" East, for a distance of 66.44 feet to a set iron rod;

Continuing with Front Street across the intersection of Oleander Street (50' ROW) with a curve to the left, said curve having a radius of 325.00 feet, a delta angle of 15° 17' 34", an arc length of 86.74 feet, and a chord bearing North 75° 55' 36" East, for a distance of 86.49 feet to a set Iron rod at the radius return for Oleander Street;

THENCE, leaving Front Street with the easterly right of way margin of Oleander Street for the following four calls:

With a curve to the left, said curve having a radius of 20.00 feet, a delta angle of 71° 38' 27", an arc length of 25.01 feet, and a chord bearing South 32° 27' 35" West, for a distance of 23.41 feet to a set Iron rod;

South 03° 21' 38" East, 3.25 feet to a concrete monument set;

With a curve to the right, said curve having a radius of 525.00 feet, a delta angle of 08° 39' 59", an arc length of 79.41 feet, and a chord bearing South 00° 58' 22" West, for a distance of 79.33 feet to a concrete monument set;

South 05° 18' 21" West, 13.34 feet to a set Iron pin;

THENCE, leaving Oleander Street with the northerly right of way of a public alley (26' ROW) for the following three calls:

With a curve to the left, said curve having a radius of 20.00 feet, a delta angle of 90° 00' 00", an arc length of 31.42 feet, and a chord bearing South 39° 41' 39" East, 28.28 feet to a set iron rod;

South 84° 41' 39" East, 24.96 feet to a set Iron rod;

With a curve to the left, said curve having a radius of 337.00 feet, a delta angle of 13° 42' 40", an arc length of 80.64 feet, and a chord bearing North 88° 27' 01" East, for a distance of 80.45 feet to a point at the terminus of said alley right of way,

THENCE, with the terminus of said alley, South 08° 24' 18" East, 26.00 feet to a set iron rod;

THENCE, with the westerly line of Westhaven Section 25, as of record in Plat Book 51, Page 131, R.O.W.C., South 05° 18' 21" West, 130.40 feet to a point at the easterly terminus of Jewell Avenue (50' ROW);

THENCE, with the terminus of Jewell Avenue, South 06° 28' 50" West, 50.00 feet to a point in the southerly right of way of Jewell Avenue;

THENCE, with said southerly right of way of Jewell Avenue and a curve to the left, said curve having a radius of 225.00 feet, a delta angle of 01° 10' 28", an arc length of 4.61 feet, and a chord bearing North 84° 06' 25" West, for a distance of 4.61 feet to a concrete monument set;

THENCE, North 84° 41' 39" West, 16.36 feet to a set iron pin;

THENCE, leaving Jewell Avenue with the westerly line of property conveyed to 96 West Land Holdings, LLC, as of record in Deed Book 2668, Page 41, R.O.W.C., South 05° 18' 21" West, 135.13 feet to a set iron pin in the northerly right of way margin of a Public Alley (22' ROW);

THENCE, with said Alley's northerly right of way and a curve to the right, said curve having a radius of 311.00 feet, a delta angle of 28° 29' 44", an arc length of 154.67 feet, and a chord bearing South 52° 29' 53" East, for a distance of 153.08 feet to a point at the northeast terminus of said Public Alley;

THENCE, with said terminus, South 51° 44' 59" West, 22.00 feet to a set iron pin;

THENCE, with a curve to the left, said curve having a radius of 22.00 feet, a delta angle of 88° 16' 53", an arc length of 33.90 feet, and a chord bearing North 82° 23' 28" West, for a distance of 30.64 feet to a set iron pin in a Public Alley (22' ROW);

THENCE, continuing with the line of 96 West Land Holdings, LLC as of record in Deed Book 2668, Page 41, ROWC, South 53° 28' 06" West, 159.26 feet to a set iron pin;

THENCE, with a curve to the left, said curve having a radius of 22.00 feet, a delta angle of 51° 33' 18", an arc length of 19.80 feet, and a chord bearing South 27° 41' 26" West, for a distance of 19.13 feet to a set iron pin;

THENCE, crossing said alley, North 01° 54' 47" East, 71.72 feet to a point:

THENCE, North 88° 05' 13" West, 22.00 feet to an existing iron rod in the westerly right of way margin of a Public Alley (22' ROW);

THENCE, leaving said Alley with the northerly line of Westhaven Section 35, as of record in Plat Book 56, Page 116a, ROWC, South 66° 57' 40" West, 162.78 feet to an existing iron rod in the easterly right of way margin of Eliot Road (48' ROW);

THENCE, with said easterly right of way of Eliot Road and a curve to the left, said curve having a radius of 224.00 feet, a delta angle of 04° 51' 30", an arc length of 18.99 feet, and a chord bearing of North 25° 02' 15" West, for a distance of 18.99 feet to an existing concrete monument;

THENCE, with a curve to the right, said curve having a radius of 20.00 feet, a delta angle of 85° 42' 03", an arc length of 29.92 feet, and a chord bearing North 15° 23' 01" East, for a distance of 27.20 feet to an existing concrete monument at the radius return in the southerly right of way margin of Oleander Street;

THENCE, crossing Oleander Street, North 33° 50' 35" West, 50.03 feet to an existing iron rod in the northerly right of way margin of Oleander Street;

THENCE, with the northerly right of way of Oleander Street, South 58° 14' 03" West, 13.29 feet to an existing iron rod;

THENCE, leaving Oleander Street with the easterly line of Westhaven Section 35, as of record in Plat Book 56, Page 116, ROWC, North 31° 45' 57" West, 150.09 feet to an existing iron rod in the southerly margin of a Public Alley (22' ROW);

THENCE, crossing said Alley, North 05° 18' 21" East, 22.00 feet to an existing iron rod in the northerly right of way margin of said Public Alley,

THENCE, with said Alley right of way, North 84° 41' 39" West, 3.16 feet to an existing iron rod;

THENCE, continuing with said Alley right of way along a curve to the right, said curve having a radius of 22.00 feet, a delta angle of 19° 36' 48", an arc length of 7.53 feet, and a chord bearing North 74° 53' 15" West, 7.49 feet to an existing iron rod;

THENCE, with the easterly line of Westhaven Section 35, North 05° 18' 21" East, 252.94 feet to an existing iron rod in the southerly right of way of a Public Alley (26' ROW);

THENCE, with said southerly right of way of Public Alley for the following four calls:

With a curve to the right, said curve having a radius of 22.00 feet, a delta angle of 19° 36' 48", an arc length of 7.53 feet, and a chord bearing North 85° 29' 57" East, for a distance of 7.49 feet to an existing iron rod;

South 84° 41' 39" East, 12.57 feet to an existing iron rod;

With a curve to the right, said curve having a radius of 187.00 feet, a delta angle of 05° 23' 59", an arc length of 17.62 feet, and a chord bearing of South 81° 59' 39" East, for a distance of 17.62 feet to an existing iron rod;

Continuing with a curve to the right, said curve having a radius of 22.00 feet, a delta angle of $47^{\circ} 15' 31''$, an arc length of 18.15 feet, and a chord bearing South $55^{\circ} 39' 55''$ East, for a distance of 17.64 feet to a point;

THENCE, crossing said Public Alley, North $15^{\circ} 28' 27''$ East, 32.35 feet to a set iron rod in the northerly right of way of said Public Alley;

THENCE, with said Public Alley right of way and a curve to the left, said curve having a radius of 213.00 feet, a delta angle of $02^{\circ} 04' 03''$, an arc length of 7.69 feet, and a chord bearing North $75^{\circ} 33' 34''$ West, for a distance of 7.69 feet to an existing iron rod, said iron rod being the southeasterly corner of Westhaven Section 15, as of record in Plat Book 57, Page 26, R.O.W.C.;

THENCE, with said easterly line of Westhaven Section 15, North $05^{\circ} 15' 17''$ East, 163.47 feet to the POINT OF BEGINNING, and containing 207,590.281 square feet or 4.77 acres.

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company in Book 6068, Page 947, Register's Office for Williamson County, Tennessee.

Excluded Tract 13:

BEING a certain parcel or tract of land situated in the 5th Civil District of Williamson County, Tennessee, said parcel being bounded on the north by New Highway 96 West (Major Arterial—Right-of-way varies), on the East by Mack Hatcher Parkway (proposed), on the south by the remainder of Parcel 28.05, and on the west by Hamilton Creek; said parcel being more particularly described as follows:

BEGINNING at a right-of-way marker in the southerly right-of-way of the proposed S.R. 96 (New Highway 96 West) and shown on T.D.O.T. Project # STP/HPP-397(10) at 58.90 feet right of Station 24+91.55, said right-of-way marker also being the northwesterly corner of said herein-described parcel;

THENCE, with said south right-of-way of S.R. 96 for the following two calls:

South 88° 37' 19" East, for a distance of 122.71 feet to a right-of-way marker;
South 80° 37' 56" East, for a distance of 636.63 feet to a right-of-way marker at the intersection of S.R. 96 right-of-way with the westerly right-of-way of S.R. 397 (Mack Hatcher Parkway);

THENCE, with said westerly right-of-way of Mack Hatcher for the following three calls:

South 41° 00' 20" East, for a distance of 315.06 feet to a right-of-way marker;
Southwesterly, with a curve to the right, said curve having a radius of 2906.00 feet, a delta angle of 05° 10' 46", an arc length of 262.70 feet, and a chord bearing South 17° 10' 52" West, for a distance of 262.61 feet to a right-of-way marker;
South 17° 30' 45" West, for a distance of 609.05 feet to an iron pin (set), said iron pin being the southeasterly corner of said herein described parcel;

THENCE, leaving Mack Hatcher right-of-way with new lines across the remainder of Parcel 28.05 for the following two calls:

North 77° 07' 15" West, for a distance of 168.76 feet to an iron pin (set);
Southwesterly with a curve to the left, said curve having a radius of 838.00 feet, a delta angle of 44° 50' 12", an arc length of 655.77 feet, and a chord bearing South 80° 27' 40" West, for a distance of 639.17 feet to an iron pin (set);

THENCE, with the radius return onto the easterly right-of-way of Keats Street (40-ft right-of-way) and a curve to the right, said curve having a radius of 20.00 feet, a delta angle of 85° 25' 32", an arc length of 29.82 feet, and a chord bearing North 79° 14' 40" West, 27.13 feet to an iron pin (set);

THENCE, with said easterly right-of-way of Keats Street, also being the easterly line of Westhaven Section 39, for the following three calls:

North 36° 31' 54" West, for a distance of 199.59 feet to an iron pin (set);
Northwesterly with a curve to the left, said curve having a radius of 168.00 feet, a delta angle of 26° 50' 48", an arc length of 78.72 feet, and a chord bearing North 49° 57' 18" West, for a distance of 78.00 feet to an iron pin (set);
North 63° 22' 42" West, for a length of 168.16 feet to an iron pin (set);

THENCE, leaving Keats Street and with the south line of Westhaven Section 25 for the following three calls:

Southeasterly with a curve to the left, said curve having a radius of 120.00 feet, a delta angle of 11° 54' 38", an arc length of 24.95 feet, and a chord bearing South 69° 21' 14" East, for a distance of 24.90 feet to a p.k. nail (set);
South 75° 18' 33" East, for a distance of 45.97 feet;
North 53° 28' 06" East, for a distance of 441.58 feet to a point in the center of Hamilton Creek;

THENCE, with the meanders of the Hamilton Creek centerline to points as follows:

North 25° 01' 57" West, for a distance of 60.58 feet to a point;
North 30° 21' 05" West, for a distance of 65.33 feet to a point;
North 07° 02' 43" West, for a distance of 70.17 feet to a point;
North 16° 28' 19" West, for a distance of 43.88 feet to a point;
North 06° 38' 05" East, for a distance of 35.03 feet to a point;
North 43° 38' 49" East, for a distance of 48.16 feet to a point;
North 18° 22' 41" East, for a distance of 43.79 feet to a point;
North 31° 48' 26" West, for a distance of 25.90 feet to a point;
North 56° 34' 00" West, for a distance of 20.82 feet to a point;
South 70° 24' 07" West, for a distance of 28.66 feet to a point;
North 52° 56' 29" West, for a distance of 66.19 feet to a point;
North 11° 29' 26" West, for a length of 65.89 feet to a point;
North 50° 05' 07" East, for a distance of 28.30 feet to a point;
South 88° 19' 58" East, for a distance of 52.02 feet to a point;
North 64° 28' 30" East, for a distance of 63.22 feet to a point;
North 10° 27' 34" East, for a distance of 52.84 feet to a point;
North 11° 38' 20" West, for a distance of 47.97 feet to a point;
North 04° 28' 08" West, for a distance of 25.68 feet to a point, said point being in the southerly right-of-way of S.R. 96 (New Highway 96 West);

THENCE, with said right-of-way for the following two calls:

South 87° 51' 08" East, for a distance of 51.95 feet to a right-of-way marker;
North 02° 08' 52" East, for a distance of 82.00 feet to the POINT OF BEGINNING and
containing 24.89 Acres or 1,084,123.14 Square Feet, more or less.

This description accompanies a survey by Joey C. Wilson, II, TN RLS #2089. Said survey was performed
on 11-20-2013.

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company in
Book 6114, Page 66, Register's Office for Williamson County, Tennessee.

Excluded Tract 14:

Parcel One:

Lot No. 1489, Westhaven Section 39 (unrecorded)

BEING a certain parcel or tract of land lying in the 5th Civil District of Williamson County, Tennessee and being bounded on the north by Howland Street (46' Right of Way), on the east by Keats Street (36' Right of Way), on the south by Lot No. 1490, and on the west by public Alley 1 (22' Right of Way); said parcel being more particularly described as follows:

BEGINNING at a point in the southerly right-of-way margin of Howland Street, said point being South 53° 28' 06" West, and a distance of 56.00 feet from the intersection of the Easterly right-of-way margin of Keats Street with the southerly right-of-way margin of Howland Street, and being the northeasterly corner of said herein-described parcel;

THENCE, leaving Howland Street with said radius return of the westerly right of way of Keats Street, along a curve to the right, said curve having a radius of 20.00 feet, an arc length of 31.42 feet, a delta angle of 90° 00' 00", and a chord bearing South 81° 31' 54" East, for a distance of 28.28 feet to an iron pin (new);

THENCE, South 36° 31' 54" East, for a distance of 126.00 feet to an iron pin (new) at the northeast corner of Lot 1490;

THENCE, leaving Keats Street with the northerly line of Lot 1490, South 53° 28' 06" West, a distance of 199.00 feet to an iron pin (new) in the easterly Right of Way of Alley 1 (22' Right of Way), said pin being the northwesterly corner of Lot 1490 and the southwesterly corner of said herein-described parcel;

THENCE, with said Alley, North 36° 31' 54" West, 136.00 feet to an iron pin (new);

THENCE, leaving said Alley with the radius return of Howland Street, along a curve to the right, said curve having a radius of 10.00 feet, an arc length of 15.71 feet, a delta angle of 90° 00' 02", and a chord bearing North 08° 28' 05" East, for a distance of 14.14 feet to the POINT OF BEGINNING, and CONTAINING 28,946.70 square feet or 0.66 Acres, more or less.

This description was prepared from a survey by Joey C. Wilson, II, TN RLS #2089 on October 21, 2013.

Parcel Two:

Lot No. 1490, Westhaven Section 39 (unrecorded)

BEING a certain parcel or tract of land lying in the 5th Civil District of Williamson County, Tennessee and being bounded on the north by Lot 1489, on the east by Keats Street (36' Right of way), on the south by Porter Street (36' Right of way), and on the west by public Alley 1 (22' Right of way); said parcel being more particularly described as follows:

COMMENCING at a point in the southerly right-of-way margin of Howland Street, said point being South 53° 28' 06" West, and a distance of 56.00 feet from the intersection of the Easterly right-of-way margin of Keats Street with the southerly right-of-way margin of Howland Street;

THENCE, leaving Howland Street Right of way with the radius return of Keats Street, along a curve to the right, said curve having a radius of 20.00 feet, an arc length of 31.42 feet, a delta angle of 90° 00' 00", and a chord bearing South 81° 31' 54" East, for a distance of 28.28 feet to an iron pin (new), said pin being the southeast corner of Lot 1489, the northeast corner of Lot 1490, and the true POINT OF BEGINNING for this description;

THENCE, continuing with Keats Street for the following three calls:

South 36° 31' 55" East, for a distance 15.05 feet to an iron pin (new);

THENCE, with a curve to the left, said curve having a radius of 156.41 feet, an arc length of 73.08 feet, a delta angle of 26° 46' 17", and a chord bearing South 49° 59' 08" East, for a distance of 72.42 feet to an iron pin (new);

South 63° 22' 17" East, for a distance of 23.29' to an iron pin at the radius return of Keats Street into Porter Street;

THENCE, with said radius return and a curve to the right, said curve having a radius of 20.00 feet, an arc length of 31.42 feet, a delta angle of 90° 00' 00", and a chord bearing South 18° 22' 17" East, for a distance of 28.28 feet to an iron pin in the northerly Right of way margin of Porter Street (36' Right of way);

THENCE, with said north Right of way of Porter Street, and a curve to the right, said curve having a radius of 137.18 feet, an arc length of 58.80 feet, a delta angle of 24° 33' 33", and a chord bearing South 40° 44' 00" West, for a distance of 58.35 feet to an iron pin (new);

THENCE, continuing with said north Right of way of Porter Street, South 53° 28' 06" West, for a distance of 148.63 feet to an iron pin at the radius return of Porter with the east Right of way margin of Alley 1 (22' Right of way);

THENCE, with said radius return into Alley 1 along a curve to the right, said curve having a radius of 10.00 feet, an arc length of 15.71 feet, a delta angle of 90° 00' 00", and a chord bearing North 81° 31' 54" West, for a distance of 14.14 feet;

THENCE, along said easterly right of way of Alley 1, North 36° 31' 54" West, for a distance of 136.02 feet to an iron pin (new), said iron pin being the southwest corner of Lot 1489 and the northwest corner of said herein-described tract;

THENCE, leaving Alley 1 with the south line of Lot 1489, North 53° 28' 06" East, for a distance of 199.00 feet to the POINT OF BEGINNING, and CONTAINING 30,604.54 square feet, more or less or 0.70 Acres, more or less.

This description was prepared from a survey by Joey C. Wilson, II, TN RLS #2089 on October 21, 2013.

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company in Book 6114, Page 69, Register's Office for Williamson County, Tennessee.

Excluded Tract 15:**Property Description for Westhaven Section 38****Westhaven Partners, LLC**

A Portion of Parcel 23.19 and 23.20 on Property Control Map 42 and
Parcel 1.04 on Property Control Map 77

A certain parcel or tract of land lying in the 5th Civil District of Williamson County, Tennessee, in the City of Franklin; said parcel being bounded on the north by Westhaven Section 25 as of record in Plat Book 51, Page 131, Register's Office for Williamson County, TN (R.O.W.C); on the east by Westhaven Section 25 and by 96 West Land Holdings as of record in Deed Book 2668, Page 41, R.O.W.C.; on the south by an Alley (22' right-of-way), said Alley being part of Westhaven Section 29 as of record in Plat Book 53, Page 52, R.O.W.C., and on the west by Westhaven Section 35 as of record in Plat Book 56, Page 116, R.O.W.C., and Westhaven Section 37 not recorded at this time; said parcel being more particularly described as follows:

BEGINNING at an existing iron rod in the southerly right-of-way margin of Jewell Avenue, said iron rod being the northeasterly property corner of Lot 1431, Section 37 of Westhaven and also being the northwesterly property corner of Lot 1448 of said herein described Westhaven Section 38;

THENCE, with Jewell Avenue right-of-way, South 84° 41' 39" East, 16.36 feet to an existing concrete monument;

THENCE, continuing with Jewell Avenue along a curve to the right, said curve having a radius of 225.00 feet, a delta angle of 01° 10' 28", an arc length of 4.61 feet, and a chord bearing South 84° 06' 25" East for a distance of 4.61 feet to a point;

THENCE, leaving said southerly right-of-way margin and crossing Jewell Avenue, North 06° 28' 50" East, 50.00 feet to a point in the northerly right of way margin of Jewell Avenue;

THENCE, with the easterly line of Lot 1432 of Westhaven Section 37, North 05° 18' 21" East, 130.40 feet to an existing iron rod in the southerly right-of-way margin of a Public Alley (26' ROW);

THENCE, crossing said Public Alley, North 08° 24' 18" West, 26.00 feet to a point in the northerly right-of-way of said Public Alley;

THENCE, with said Public Alley along a curve to the left, said curve having a radius of 337.00 feet, a delta angle of 28° 07' 36", an arc length of 165.43 feet, and a chord bearing North 67° 31' 54" East, for a distance of 163.78 feet to an existing iron rod;

THENCE, continuing with said Public Alley, North 53° 28' 06" East, 125.30 feet to an existing iron rod;

THENCE, with a curve to the left, said curve having a radius of 12.00 feet, a delta angle of 90° 00' 00", an arc length of 18.85 feet, and a chord bearing North 08° 28' 06" East, for a distance of 16.97 feet to an existing iron rod at the terminus of said Public Alley;

THENCE, with Porter Street, North 53° 28' 06" East, 18.91 feet to a point;

THENCE, crossing Porter Street, North 36° 31' 54" West, 36.00 feet to an existing iron rod in the northerly right-of-way margin of Porter Street;

THENCE, with a curve to the right, said curve having a radius of 10.00 feet, a delta angle of 90°-00' 00", an arc length of 15.71 feet, and a chord bearing North 81° 31' 54" West, for a distance of 14.14 feet to an existing iron pin in the easterly right of way margin of a Public Alley (22' ROW);

THENCE, with said Alley easterly right-of-way for the following four calls:

North 36° 31' 54" West, 41.07 feet to an existing iron rod;

Northwesterly with a curve to the right, said curve having a radius of 54.00 feet, a delta angle of 38° 26' 42", an arc length of 36.23 feet, and a chord bearing North 17° 18' 34" West, for a distance of 35.56 feet to an existing iron rod;

North 01° 54' 47" East, 72.82 feet to an existing iron rod;

Northeasterly with a curve to the right, said curve having a radius of 22.00 feet, a delta angle of 51° 33' 18", an arc length of 19.80 feet, and a chord bearing North 27° 41' 26" East, for a distance of 19.13 feet to an iron rod in the southerly right-of-way margin of a Public Alley (22' ROW);

THENCE, with said southerly right-of-way of Public Alley for the following two calls:

North 53° 28' 06" East, 159.26 feet to an existing iron rod;

Southeasterly with a curve to the right, said curve having a radius of 22.00 feet, a delta angle of 88° 16' 53", an arc length of 33.90 feet, and a chord bearing South 82° 23' 28" East, for a distance of 30.64 feet to an existing iron pin;

THENCE, crossing Public Alley (22' ROW), North 51° 44' 59" East, 22.00 feet to a point in the easterly right-of-way margin of said Public Alley;

THENCE, with said Alley right-of-way along a curve to the left, said curve having a radius of 311.00 feet, a delta angle of 28° 29' 44", an arc length of 154.67 feet, and a chord bearing North 52° 29' 53" West, for a distance of 153.08 feet to an existing iron rod;

THENCE, on a new line with the easterly line of Westhaven Section 37, North 05° 18' 21" East, 135.13 feet to the POINT OF BEGINNING, and containing 311,896.469 Square Feet or 7.16 Acres, more or less, according to a survey by Wilson & Associates of Franklin, TN.

Being the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company in Book 6116, Page 900, Register's Office for Williamson County, Tennessee.

INCLUDED in all of the above described Tract
Nos. 1-21 but **EXCLUDED** therefrom are the Lots
and Parcels shown on Exhibit "A-1":

EXHIBIT "A-1"

(Tract 4, Section 1) Being Lot Nos. 1 through 52 as shown on the Plan of Westhaven Section 1 of record in Plat Book 35, page 6, Register's Office for Williamson County, Tennessee, as revised in Plat Book 36, page 25 and Plat Book 37, page 79, said Register's Office, to which reference is hereby made for a more complete legal description of said lots.

(Tract 4, Section 2) Being Lot Nos. 53 through 115 as shown on the Plan of Westhaven Section 2 of record in Plat Book 35, page 66, Register's Office for Williamson County, Tennessee, as revised in Plat Book 35, page 108, Plat Book 36, page 66, and Plat Book 37, page 136 said Register's Office, to which reference is hereby made for a more complete legal description of said lots.

(Tract 4, Section 3) Being Lot Nos. 117 through 151 as shown on the Plan of Westhaven Section 3 of record in Plat Book 35, page 67, Register's Office for Williamson County, Tennessee, as revised in Plat Book 39, page 73, Plat Book 41, page 91, and Plat Book 42, page 131 said Register's Office, to which reference is hereby made for a more complete legal description of said lots.

(Tract 4, Section 4) Being Lot Nos. 166 through 190, Lot Nos. 192 through 204, Lot Nos. 6004 through 6006 and Lot No. 5002 as shown on the Plan of Westhaven Section 4 of record in Plat Book 37, page 4, Register's Office for Williamson County, Tennessee, as revised in Plat Book 38, page 72, said Register's Office, to which reference is hereby made for a more complete legal description of said lots.

(Tract 4, Section 5) Being Lot No. 116, Lot Nos. 205 through 228 and Lot Nos. 6001 through 6003 as shown on the Plan of Westhaven Section 5 of record in Plat Book 36, page 110, Register's Office for Williamson County, Tennessee, as revised in Plat Book 36, page 140, Plat Book 37, page 41, Plat Book 37, page 137 and Plat Book 39, page 110, said Register's Office, to which reference is hereby made for a more complete legal description of said lots.

(Tract 4, Section 6) Being Lot Nos. 333 through 392, Lots 430, 431, 433 through 446, Lot Nos. 454 and 455 and Lot Nos. 5003, 5004, 6015 and 6016 as shown on the Plan of Westhaven Section 6 of record in Plat Book 37, page 120, Register's Office for Williamson County, Tennessee, as revised in Plat Book 38, page 22, (Section 6, Revision 1, Final Subdivision Plat, Resubdivision of Lot 229 and Section 9) and Plat Book 38, page 23, Plat Book 38, page 55, Plat Book 39, page 47, Plat Book 40, page 127, and Plat Book 40, page 128, said Register's Office, to which reference is hereby made for a more complete legal description of said lots.

(Tract 4, Section 7) Being Lot Nos. 460 through 476, Lot No. 478, Lot No. 481, Lot Nos. 483 through 488, Lot Nos. 490, 491, and 493, Lot Nos. 495 through 497, and Lot Nos. 499 through 507 as shown on the Plan of Westhaven Section 7 of record in Plat Book 40, page 20, Register's Office for Williamson County, Tennessee, as revised in Plat Book 43, page 69, said

Register's Office, to which reference is hereby made for a more complete legal description of said lots.

(Tract 4, Section 8) Being Lot Nos. 508 and 510 as shown on the Plan of Westhaven Section 8 of record in Plat Book 38, page 85, to which reference is hereby made for a more complete legal description of said lots.

(Tract 4, Section 10) Being Lot Nos. 512 through 524 and 535 as shown on the Plan of Westhaven Section 10 of record in Plat Book 40, page 22, to which reference is hereby made for a more complete legal description of said lots.

(Tract 6, Section 11) Being Lot Nos. 230 through 232, Lot Nos. 241 through 245, Lot Nos. 296 through 302, Lot Nos. 304 through 308, Lot Nos. 310 through 331, Lot Nos. 393 through 429 and Lot Nos. 6009, 6010, 6011, 6018, 6019 and 6021 as shown on the Plan of Westhaven Section 11 of record in Plat Book 40, page 21, Register's Office for Williamson County, Tennessee, as revised in Plat Book 41, page 37 and Plat Book 43, page 80, said Register's Office, to which reference is hereby made for a more complete legal description of said lots.

(Tract 4, Section 12) Being Lot Nos. 233, 234, 235, and 238, Lot Nos. 246 through 250, Lot Nos. 252 through 260, Lot Nos. 261 through 265, Lot Nos. 271 through 275, and Lot Nos. 277 through 295 as shown on the Plan of Westhaven Section 12 of record in Plat Book 42, page 112, to which reference is hereby made for a more complete legal description of said lots.

(Tract 4, Section 13) Being Lot Nos. 547 through 549, Lot Nos. 553 through 557, Lot No. 570, Lot Nos. 574 through 580, 582, 589, 593, 594, 596 Lot Nos. 597 through 599 and Lot No. 604 through 606 as shown on the Plan of Westhaven Section 13 of record in Plat Book 44, page 96, to which reference is hereby made for a more complete legal description of said lots.

(Tract 4, Section 14) Being Lot Nos. 608 through 629, Lot Nos. 631 and 632, Lot Nos. 634 through 673 as shown on the Plan of Westhaven Section 14 of record in Plat Book 43, page 22, to which reference is hereby made for a more complete legal description of said lots.

EXCLUDED PARCEL 1 (LOTS):**SECTION 3, Re-subdivision of Lot 163:**

Land in Williamson County, Tennessee, being Lot No(s): 152, 153, 154, 155, 156, 157, 158, 161, 162, 163; as shown on the Final Subdivision Plat for Westhaven, Section 3, Re-subdivision of Lot 163, of record in Plat Book P51, page 54, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 4:

Land in Williamson County, Tennessee, being Lot No(s): 191, 6007; as shown on the Final Subdivision Plat for Westhaven, Section 4, of record in Plat Book 38, page 72, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 7:

Land in Williamson County, Tennessee, being Lot No(s): 477, 479, 480, 489, 492, 494; as shown on the Final Subdivision Plat for Westhaven, Section 7, of record in Plat Book 43, page 69, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 8:

Land in Williamson County, Tennessee, being Lot No(s): 509, and 510; as shown on the Final Subdivision Plat for Westhaven, Section 8, of record in Plat Book 38, page 85, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 10:

Land in Williamson County, Tennessee, being Lot No(s): 525, 533, and 534; as shown on the Final Subdivision Plat for Westhaven, Section 10, of record in Plat Book 40, page 22, as corrected in Book 315, page 220 of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 11:

Land in Williamson County, Tennessee, being Lot No(s): 229, 303, 309, 6017, 6020; as shown on the Final Subdivision Plat for Westhaven, Section 11, of record in Plat Book

40, page 21, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 12:

Land in Williamson County, Tennessee, being Lot No(s): 234, 239, 240, 251, 266, 267, 268, 269, 270, 276, 449, 450, 452; as shown on the Final Subdivision Plat for Westhaven, Section 12, of record in Plat Book 42, page 112, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 13:

Land in Williamson County, Tennessee, being Lot No(s): 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 550, 551, 552, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 571, 572, 573, 581, 584, 583, 585, 586, 587, 588, 590, 591, 592, 595, 600, 601, 602, 603, 607; as shown on the Final Subdivision Plat for Westhaven, Section 13, of record in Plat Book 44, page 96, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 14:

Land in Williamson County, Tennessee, being Lot No(s): 608, 611, 612, 613, 614, 615, 616, 618, 619, 620, 621, 622, 623, 625, 626, 627, 631, 633, 634, 635, 640, 641, 648, 649, 650, 651, 662, 663, 664, 665, 666, 674; as shown on the Final Subdivision Plat for Westhaven, Section 14, of record in Plat Book 43, page 22, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 15:

Land in Williamson County, Tennessee, being Lot No(s): 4000; as shown on the Final Subdivision Plat for Westhaven, Section 15, of record in Plat Book 48, page 120, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 16:

Land in Williamson County, Tennessee, being Lot No(s): 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703; as shown on the Final Subdivision Plat for Westhaven, Section 16, of record in Plat Book 45, page 82, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 17:

Land in Williamson County, Tennessee, being Lot No(s): 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 729, 730, 731; as shown on the Final Subdivision Plat for Westhaven, Section 17, of record in Plat Book 48, page 96, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 18:

Land in Williamson County, Tennessee, being Lot No(s): 771, 772, 773, 774, 775, 776, 777, 778, 782, 783, 785, 786, 787, 788, 789, 791, 792, 793, 794, 795, 797, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 810, 811, 815, 816, 817, 821; as shown on the Final Subdivision Plat for Westhaven, Section 18, of record in Plat Book 47, page 102, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 19:

Land in Williamson County, Tennessee, being Lot No(s): 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844; as shown on the Final Subdivision Plat for Westhaven, Section 19, of record in Plat Book P48, page 23, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 21 and SECTION 15, REVISION 2:

Land in Williamson County, Tennessee, being Lot No(s): 1120, 1121, 1122, 1123, 1124, 1125, 1136, 1137, 1138, 1139; as shown on the Final Subdivision Plat for Westhaven, Section 21 and Section 15, (Rev 2) of record in Plat Book 49, page 119, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 22:

Land in Williamson County, Tennessee, being Lot No(s): 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917; as shown on the Final Subdivision Plat for Westhaven, Section 22, of record in Plat Book P48, page 79, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 23:

Land in Williamson County, Tennessee, being Lot No(s): 918, 919, 920, 921, 923, 924, 925, 926, 928, 929, 930, 931, 932; as shown on the Final Subdivision Plat for Westhaven, Section 23, of record in Plat Book P48, page 62, of the Register's Office for Williamson

County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 24:

Land in Williamson County, Tennessee, being Lot No(s): 933, 935, 936, 937, 938, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 967, 968, 971, 974, 976, 979, 980, 981, 986, 987, 988, 989, 990, 1136 and 1137; as shown on the Final Subdivision Plat for Westhaven, Section 24, of record in Plat Book P50, page 19, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 26:

Land in Williamson County, Tennessee, being Lot No(s): 1030, 1031, 1032, 1033, 1034, 1035, 1036, 1037, 1038 and 1039; as shown on the Final Subdivision Plat for Westhaven, Section 26, of record in Plat Book P52, page 80, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description

Excluded Parcel One:

BEING a certain tract or parcel of land containing 83,538.89 sq. ft. or 1.918 acres lying and being in the Fifth Civil District, Williamson County, Tennessee adjoining Highway 96 West in Franklin, bounded on all four sides by Westhaven Partners, LLC (book 4561, page 300) and being more particularly described as follows:

COMMENCING at an iron pin in the eastern R.O.W. of Front Street and the south R.O.W. of Highway 96 west, said point being the northwest corner of lot 4301 of the Westhaven Town Center Harris Teeter development. Running thence, S 43°55'17" E, 487.19' to the Point of Beginning in the south R.O.W. Whitman Road, said point being the northwest corner of the herein described tract. Thence with the south R.O.W. of Whitman Road, N 87°44'47" E, 36.00' to a point, Thence leaving said R.O.W. and with a new line across the land of Map 64, Parcel 23.07, the following 11 calls: 1) S 02°15'13" E, 27.49' to a point, 2) along a curve to the left having a radius of 97.00', an arc length of 58.01', a chord bearing of S 19°23'06" E, 57.15' to a point, 3) S 36°31'00" E, 113.86' to a point, 4) along a curve to the right having a radius of 103.00', an arc length of 53.93', a chord bearing of S 21°31'00" E, 53.32' to a point, 5) S 06°31'00" E, 44.69' to a point, 6) S 53°28'06" W, 260.64' to a point, 7) N 36°31'54" W, 230.45' to a point, 8) along a curve to the right having a radius of 68.00', an arc length of 46.35', a chord bearing of N 17°00'23" W, 45.45' to a point, 9) N 02°31'09" E, 11.77' to a point, 10) N 53°28'06" E, 263.72' to a point, 11) N 02°15'13" W, 23.26' to the Point of Beginning containing 83,538.89 sq. ft. or 1.918 acres more or less based on a field run survey by Wilson and Associates, conducted November 4, 2008.

BEING a portion of the land conveyed to Westhaven Partners, LLC from 96 West Land Holdings, LLC by quitclaim deed of record in Book 4561, pages 300 and 303, Register's Office for Williamson County Tennessee.

Being the same property Conveyed to Westhaven Town Center – HT, LLC, a Tennessee limited liability company, by deeds from Westhaven Partners, LLC, a Tennessee limited liability company, recorded in Book 4695, page 582 and from 96 West Land Holdings II, LLC, a Tennessee limited liability company, recorded in Book 4695, page 590, Register's Office of Williamson County, Tennessee.

Excluded Parcel Two:Parcel 4006

A certain tract or parcel of land containing 0.64 acres, lying and being in Fifth Civil District, Williamson County, Tennessee, at Westhaven in Franklin. Bounded on the north by State Boulevard, the east by Westhaven Boulevard, the south and west by Section 15 of Westhaven and being more particularly described as follows:

COMMENCING at the centerline intersection of State Boulevard and Westhaven Boulevard and running thence S 36-15-20 E 239.02 feet to a point in the western right-of-way margin of Westhaven Boulevard, the POINT OF BEGINNING and running thence a new line the following nine (9) courses and distances: (1) S 72-17-57 W 193.20 feet; (2) N 10-19-04 W 14.50 feet; (3) S 79-40-56 W 16.24 feet; (4) N 16-49-38 W 114.74 feet; (5) 85.15 feet along a curve to the left of radius 334.00 feet, a chord bearing N 51-32-25-E 84.92 feet (6) S 44-14-14 W 33.00 feet; (7) 31.42 feet along a curve to the right of radius 20.00 feet a chord bearing S 89-14-14E 28.28 feet; (8) S 45-45-46 E 86.28 feet; (9) 97.57 feet along a curve to the right of radius 270.00 feet a chord bearing S 35-24-39 E 97.04 feet to the POINT OF BEGINNING containing 28,009 sq. ft. (0.64 acres), more or less.

Parcel 4007

A certain tract or parcel of land containing 0.58 acres, lying and being in Fifth Civil District, Williamson County, Tennessee, at Westhaven in Franklin. Bounded on the east by Westhaven Boulevard, the south, west, and north by Section 15 of Westhaven and being more particularly described as follows:

COMMENCING at the centerline intersection of Westhaven Boulevard and Front Street and running thence N 20-15-49 W 57.92 feet to a point in the western right-of-way margin of Westhaven Boulevard, the POINT OF BEGINNING and running thence a new line the following ten (10) courses and distances: (1) N 84-41-39 W 48.85 feet; (2) S 72-17-46 W 31.34 feet; (3) N 84-41-39 W 45.41 feet; (4) S 44-47-31 W 12.41 feet; (5) N 84-41-39 W 83.00 feet; (6) N 05-18-21 E 18.56 feet; (7) N 17-42-14 W 58.45 feet; (8) N 72-17-46 E 235.35 feet; (9) along a curve to the right of radius 270.00 feet a chord bearing S 05-51-07 E 104.50 feet; (10) S 05-18-21 W 40.01 feet to the POINT OF BEGINNING containing 25,252 sq. ft. (0.58 acres), more or less.

Parcel 4008

A certain tract or parcel of land containing 0.47 acres, lying and being in Fifth Civil District, Williamson County, Tennessee, at Westhaven in Franklin. Bounded on the east by Westhaven Boulevard, the south, west, and north by Section 15 of Westhaven and being more particularly described as follows:

COMMENCING at the centerline intersection of Westhaven Boulevard and Front Street and running thence N 20-15-49 W 57.92 feet to a point in the western right-of-way margin of Westhaven Boulevard, the POINT OF BEGINNING and running thence a new line the following seven (7) courses and distances: (1) S 05-18-21 W 162.25 feet; (2) N 84-41-39 W 131.00 feet;

(3) N 05-18-21 E 140.42 feet; (4) N 44-47-31 E 12.41 feet; (5) S 84-41-39 E 45.41 feet; (6) N 72-17-46 E 31.34 feet; (7) S 84-41-39 E 48.85 feet to the POINT OF BEGINNING containing 20,387 sq. ft. (0.47 acres), more or less.

Being the same property Conveyed to Westhaven Town Center Fund I, LLC, a Tennessee limited liability company, by deed from Westhaven Partners, LLC, a Tennessee limited liability company, recorded in Book 4292, page 596, Register's Office of Williamson County, Tennessee.

Excluded Parcel Three:

Tract 1 (Lot 5024):

A certain tract or parcel of land containing 6,022,116.27 square feet lying and being in the Fifth Civil District, Williamson County, Tennessee, at 96 Highway in Franklin, bounded on the north by the southern right-of-way margin of Highway 96, on the east by the western right-of-way margin of Stonewater Boulevard, on the west by Paul H Pearre, et ux, et al by Double C, LP by H Carlton Stinson, et ux, and on the south by the northern right-of-way margin of Boyd Mill Road and being more particularly described as follows:

COMMENCING AND BEGINNING at an iron pin in the southern right-of-way margin of Highway 96 and the northwest corner of Westhaven Section 20 Lot 5024 of the Golf Course and thence running along the southern right-of-way margin of Highway 96 S 37-33-56 E 2475.37 feet; thence continuing along the southern right-of-way margin of Highway 96 1344.31 along a curve to the left of radius 7700.00 feet, a chord S 42-38-55 E 1342.60 feet; thence leaving the southern right-of-way margin of Highway 96 along a new line the following twelve (12) courses and distances; (1) S 42-21-00 W 299.90 feet; (2) S 47-56-12 E 103.59 feet; (3) S 69-38-25 E 415.44 feet; (4) N 73-23-25 E 145.15 feet; (5) 355.98 feet along a curve to the left of radius 7740.00 feet, a chord S 53-08-38 E 355.95 feet; (6) S 28-09-26 W 300.07 feet; (7) N 86-10-36 W 775.28 feet; (8) N 67-21-51 W 322.90 feet; (9) S 22-38-09 W 110.41 feet; (10) S 72-15-07 W 44.92 feet; (11) N 67-21-51 W 349.74 feet; (12) S 22-38-09 W 302.17 feet to the northern right-of-way margin of Boyd Mill Road; thence along the northern right-of-way margin of Boyd Mill Road the following three (3) courses and distances; (1) N 67-21-51 W 79.29 feet; (2) 291.21 feet along a curve to the left of radius 1119.06 feet, a chord N 74-49-09 W 290.39 feet; (3) N 82-16-27 W 892.37 feet; thence leaving the northern right-of-way margin on a new line the following seven (7) courses and distances; (1) N 07-15-45 E 183.36 feet; (2) N 44-41-59 W 44.63 feet; (3) N 82-44-15 W 79.32 feet; (4) S 07-15-45 W 24.83 feet; (5) N 82-44-15 W 141.06 feet; (6) S 66-28-49 W 36.37 feet; (7) S 07-15-45 W 167.03 feet to the northern right-of-way margin of Boyd Mill Road; thence along the northern right-of-way margin of Boyd Mill Road the following three (3) courses and distances; (1) 88.56 feet along a curve to the left of radius 9259.49 feet, a chord N 83-43-04 W 88.56 feet; (2) N 83-59-31 W 61.09 feet; (3) 133.50 feet along a curve to the left of radius 305.88 feet, a chord S 83-32-26 W 132.44 feet; thence leaving the northern right-of-way margin of Boyd Mill Road the following nineteen (19) courses and distances; (1) N 18-57-45 W 36.81 feet; (2) N 17-04-52 E 307.05 feet; (3) N 40-57-29 E 127.50 feet; (4) N 32-59-28 E 490.67 feet; (5) N 17-15-28 E 198.99 feet; (6) N 02-34-28 E 219.77 feet; (7) N 04-40-32 W 303.29 feet; (8) N 12-16-33 W 211.72 feet; (9) N 40-39-32 W 144.56 feet; (10) N 79-26-32 W 64.64 feet; (11) S 60-37-28 W 100.86 feet; (12) N 69-28-31 W 82.35 feet; (13) N 03-10-28 E 322.82 feet; (14) N 47-40-32 W 216.80 feet; (15) N 20-22-28 E 238.29 feet; (16) N 44-35-28 E 127.19 feet; (17) N 40-44-28 E 152.90 feet; (18) N 26-38-58 E 558.96 feet; (19) N 07-44-11 W 391.41 feet to the POINT OF BEGINNING, containing 6,022,116.27 square feet (138.25 acres more or less)

Tract 2 (Lot 848):

A certain tract or parcel of land containing 548,949.47 square feet lying and being in the Fifth Civil District, Williamson County, Tennessee, at 96 Highway in Franklin, bounded on the north, east, and west by Westhaven Section 20 and Lot 5024 and Lot 1158 of the Golf Course, and on the south by the northern right-of-way margin of Boyd Mill Road and being more particularly described as follows:

COMMENCING at an iron pin in the northern right-of-way margin of Boyd Mill Road and the southwest corner of Westhaven Section 20 Lot 5024 of the Golf Course and thence running along the southern right-of-way margin of Boyd Mill Road the following six (6) courses and distances; (1) N 82-15-29 W 268.98 feet; (2) N 82-58-52 W 257.75 feet; (3) 257.38 feet along a curve to the right of radius 800.13 feet, a chord N 73-45-57 W 256.27 feet; (4) N 64-31-20 W 165.40 feet; (5) 81.57 feet along a curve to the left of radius 1644.41 feet, a chord N 65-56-35 W 81.56 feet; (6) N 67-21-51 W 393.56 feet; thence leaving said right-of-way margin the following twelve (12) courses and distances; (1) N 22-38-09 E 302.17 feet; (2) S 67-21-51 E 349.74 feet; (3) N 72-15-07 E 44.92 feet; (4) N 22-38-09 E 110.41 feet; (5) S 67-21-51 E 236.63 feet; (6) S 22-38-09 W 89.56 feet; (7) S 54-36-46 E 70.25 feet; (8) 137.77 feet along a curve to the left of radius 285.00 feet, a chord S 68-27-40 E 136.43 feet; (9) S 82-18-35 E 316.67 feet; (10) N 03-49-24 E 156.60 feet; (11) S 86-10-36 E 380.05 feet; (12) S 26-39-19 W 536.14 feet to the POINT OF BEGINNING, containing 548,949.47 square feet (12.60 acres more or less) comprising a portion of the land conveyed to 96 West Land Holdings, LLC and 96 West Land Holdings II, LLC by deeds recorded in Deed Book 2269, Page 264, Deed Book 2269, Page 259, Deed Book 2269, Page 299, Deed Book 2467 Page 47, Deed Book 2269, Page 268, Deed Book 2269, Page 292, Deed Book 2269, Page 275, and Deed Book 2269, Page 299, Registers Office of Williamson County, Tennessee.

Tract 3 (Lot 5025):

A certain tract or parcel of land containing 1,835,861.08 square feet lying and being in the Fifth Civil District, Williamson County, Tennessee, at 96 Highway in Franklin, bounded on the north and west by the southern right-of-way margin of Boyd Mill, on the east by Westhaven Partners, LLC, and on the south by 96 West Land Holdings, LLC and being more particularly described as follows:

COMMENCING AND BEGINNING at an iron pin in the southern right-of-way margin of Boyd Mill Road and the southwest corner of Westhaven Section 20 Lot 5025 of the Golf Course and thence running along the southern right-of-way margin of Boyd Mill Road the following twelve (12) courses and distances; (1) 74.28 feet along a curve to the left of radius 88.54 feet, a chord N 58-53-27 E 72.12 feet; (2) N 37-46-44 E 441.88 feet; (3) 258.34 feet along a curve to the right of radius 1270.63 feet, a chord N 43-36-13 E 257.90 feet; (4) N 49-25-42 E 63.39 feet; (5) 123.37 feet along a curve to the left of radius 1576.00 feet, a chord N 47-11-09 E 123.34 feet; (6) N 44-56-36 E 86.28 feet; (7) 245.88 feet along a curve to the right of radius 275.88 feet, a chord N 70-28-32 E 237.82 feet; (8) S 83-59-31 E 61.28 feet; (9) 276.70 feet along a curve to the right of radius 9229.73 feet, a chord S 83-07-59 E 276.69 feet; (10) S 82-16-27 E 990.12 feet; (11) 283.40 feet along a curve to the right of radius 1089.06 feet, a chord S 74-49-09 E 282.60 feet; (12) S 67-21-51 E 472.84 feet; thence leaving the southern right-of-way margin of Boyd Mill Road along a new line the following thirty six (36) courses and distances; (1) S 58-50-06 W 257.14 feet; (2) N 70-06-26 W 196.86 feet; (3) S 30-42-18 W 100.60 feet; (4) 175.02 feet

along a curve to the left of radius 418.00 feet, a chord N 71-17-24 W 173.74 feet; (5) N 83-17-06 W 269.91 feet; (6) 377.74 feet along a curve to the left of radius 518.00 feet, a chord S 75-49-28 W 369.42 feet; (7) S 54-56-01 W 51.63 feet; (8) 621.26 feet along a curve to the left of radius 618.00 feet, a chord S 26-08-04 W 595.43 feet; (9) S 02-39-53 E 417.33 feet; (10) S 87-20-07 W 187.65 feet; (11) N 20-29-39 W 16.09 feet; (12) N 28-56-25 W 11.63 feet; (13) N 47-44-10 W 14.13 feet; (14) N 55-41-52 W 16.54 feet; (15) N 60-26-47 W 27.47 feet; (16) N 49-27-13 W 13.81 feet; (17) N 37-58-27 W 10.28 feet; (18) N 15-13-41 W 11.71 feet; (19) N 12-23-47 E 11.09 feet; (20) N 26-17-42 E 20.79 feet; (21) N 26-12-20 E 12.55 feet; (22) N 17-08-18 E 10.98 feet; (23) N 02-23-46 W 4.90 feet; (24) N 30-12-02 W 4.35 feet; (25) N 38-48-39 W 4.15 feet; (26) N 12-33-27 W 5.40 feet; (27) N 14-15-42 W 11.47 feet; (28) N 31-10-12 W 13.72 feet; (29) N 39-12-49 W 22.21 feet; (30) N 38-32-02 W 7.17 feet; (31) N 35-48-30 W 14.32 feet; (32) N 39-57-07 W 38.03 feet; (33) N 52-30-31 W 14.11 feet; (34) N 58-23-35 W 779.35 feet; (35) N 82-52-27 W 442.59 feet; (36) N 00-35-19 E 22.56 feet to the southern right-of-way margin of Boyd Mill Road and the POINT OF BEGINNING, containing 1,835,861.08 square feet (42.15 acres more or less) comprising a portion of the land conveyed to 96 West Land Holdings, LLC and 96 West Land Holdings II, LLC by deeds recorded in Deed Book 2269, Page 264, Deed Book 2269, Page 259, Deed Book 2269, Page 299, Deed Book 2467 Page 47, Deed Book 2269, Page 268, Deed Book 2269, Page 292, Deed Book 2269, Page 275, and Deed Book 2269, Page 299, Registers Office of Williamson County, Tennessee.

Being the same property Conveyed to Westhaven Golf Club, LLC, a Tennessee limited liability company, by deed from Westhaven Partners, LLC, a Tennessee limited liability company, recorded in Book 4664, page 58, Register's Office of Williamson County, Tennessee.

Excluded Parcel Four:**TRACT I:**

Being in the 5th Civil District of said County, bounded in general by Boyd Mill Road on the North, White on the east, south and west, as follows:

BEGINNING at an iron pin in the south margin of Boyd Mill Road, said point being 475 feet in a westerly direction from a concrete monument at the northwest corner of Pearre along the south margin of Tennessee Highway 96 and the Boyd Mill Road; thence with the following new lines: south 4 degrees 30 minutes west 400.0 feet to an iron pin; north 85 degrees 30 minutes west 540 feet to a iron pin and north 4 degrees 30 minutes east 400 feet to the south margin of Boyd Mill Road; thence with said south margin south 85 degrees 30 minutes east 540.0 feet to the point of beginning, containing 5.0 acres, more or less, according to a survey made by C.K. McLemore, dated February 8, 1966 further contained in this conveyance is an easement of record in Deed Book 140, page 165, Register's Office for said County, to the well located on the land therein conveyed from which water is now conveyed to the grantors residence together with the right to maintain a pump in said well and tank and accessories connected therewith and the right to keep and maintain the pipe line as now located from the said well to the residence on the land herein conveyed including the right to go upon the land for the purpose of repairing, maintaining and replacing said pump, tank, accessories and pipe line.

TRACT II:

Beginning at a point located in the center of Old Boyd Mill Pike; said point being North 0 deg. 42' East a distance of 20.00 feet from the northeast corner of the Frederick Myers, Jr., property (Deed Book 1236 page 865) and being the southerly line of the herein described land; thence with a new line as follows: North 0 deg. 42' a distance of 14.90 feet to an iron pin; North 88 deg. 30' West a distance of 17.43 feet to a concrete monument located in the easterly right-of-way of Boyd Mill Pike North 12 deg. 25' East a distance of 78.75 feet to an iron pin located in the southerly right-of-way of Highway 96W; thence with the southerly right-of-way of Highway 96W easterly with a curve concave to the north, having a radius of 7700.00 feet a distance of 550.00 feet (LC - S 79' 39' E, 550.38') to an iron pin located in the center of Old Boyd Mill Pike; thence with the center of Old Boyd Mill Pike North 89 deg. 18' West a distance of 541.15 feet to the point of beginning, containing 0.55 acres more or less, according to a survey performed by Ronny G. Brown Surveying, RLS No. 763, Franklin, Tennessee, dated December 7, 1994.

TRACT III:

Beginning at a point in the southerly margin of Old Boyd Mill Pike; said point being the northwest corner of the Frederick Myers, Jr. property (Deed Book 1236, Page 865) and

being the southwest corner of the herein described property; thence N 0° 42' E a distance of 20.00 feet to a point located in the center of Old Boyd Mill Pike; said point being a corner of the Frederick Myers, Jr. property (Deed Book 1267, Page 620); thence with the centerline of Old Boyd Mill Pike and Myer's southerly line S 89° 18' E a distance of 541.15 feet to a point; thence S 0° 47' W a distance of 15.50 feet to a point located in the northeast corner of the Myers property (Deed Book 1236 Page 865); thence with the Myers' line N 89° 47' W a distance of 541.15 feet to the point of beginning containing 0.22 acres more or less.

Being the same property Conveyed to Frederick H. Myers, Jr. and wife Melissa Myers, by deed from Westhaven Partners, LLC, a Tennessee limited liability company, recorded in Book 4711, page 823, Register's Office of Williamson County, Tennessee.

Excluded Parcel Five:

Land in Williamson County, Tennessee, being Lot "A" as shown on the plat of Westhaven, Section 6, of record in Plat Book 37, page 120, as revised in Plat Book 39, page 47, Register's Office for Williamson County, Tennessee, and further described as follows:

Being a tract or parcel of land located in the Fifth Civil District of Williamson County, Tennessee, situated on the lands of Westhaven Partners, LLC and located in the City of Franklin approximately 400 feet south of State Route 96. Bounded on the south and west by the lands of Westhaven Partners, LLC., on the north and east by the lands of Frederick H. Myers, Jr. and being more particularly described as follows:

COMMENCING at an iron pin found, the southeastern-most corner of that certain parcel of land conveyed to Frederick H. Myers, Jr., *et al.*, by deed recorded in Deed Book 1084 Page 705 *et al.*, R.O.W.C., said iron being South 07-21-50 West 399.81 feet from an iron pin found in the southern right-of-way margin of New Hwy 96, also being the northeastern corner of Lot 229, Plat Book 37 Page 120, and running thence from Myers southeast corner and with the southern line of Myers and the northern line of Lot 229 North 83-16-57 W 258.24 feet to a new 5/8" iron rebar set in the southern line of Myers, the POINT OF BEGINNING; thence continuing with the southern line of Myers North 83-16-57 West 281.36 feet to an iron pin found, the southwestern-most corner of Myers; thence, leaving the line of Myers and running a new line across the lands of Westhaven Partners, LLC (Deed Book 2668 Page 35) and Lot 229 242.03 feet along a curve to the left of radius 148.86 feet a chord and distance South 36-42-33 East 210.52 feet to a new 5/8" iron rebar set; thence a new line South 83-16-57 East 136.66 feet to a new 5/8" iron rebar set; thence a new line North 6-42-45 East 152.90 feet to a new 5/8" iron pin in the southern line of Myers, the POINT OF BEGINNING containing 0.88 acres (38,282 sq. ft.)

Being the same property Conveyed to Frederick H. Myers, Jr. and wife Melissa Myers, by deed from Westhaven Partners, LLC, a Tennessee limited liability company, recorded in Book 4711, page 829, Register's Office of Williamson County, Tennessee.

Excluded Parcel Six:Lot 4201, Westhaven Section 25:

A certain tract or parcel of land containing 29,441.70 square feet lying and being in the Fifth (5th) Civil District, Williamson County, Tennessee, at New Highway 96 West in Franklin, bounded on the north by New Highway 96 West and on the east by 96 West Land Holdings II, LLC, on the south by 96 West Land Holdings, LLC and on the west by Section 15 and Section 1 and being more particularly described as follows:

COMMENCING at an iron pin in the eastern right-of-way margin of Westhaven Boulevard and the Southern right-of-way margin of 96 Highway, being the northeast corner of section 1; thence S 55-34-04 E 1345.43 feet to the POINT OF BEGINNING; Thence along a new line the following seven (7) courses and distances; (1) N 53-28-06 E 288.20 feet; (2) S 02-15-13 E 46.61 feet; (3) 23.82 feet along a curve to the right of radius 286.00 feet, a chord of S 00-07-58 W 23.82 feet; (4) S 02-31-09 W 39.25 feet; (5) 36.35 feet along a curve to the left of radius 94.00 feet, a chord of S 08-33-37 E 36.13 feet; (6) S 53-28-06 W 206.06 feet; (7) N 36-31-54 W 120.00 feet to the POINT OF BEGINNING, containing 29,441.70 square feet (0.68 acres more or less). This property is shown on a plat of record in Plat Book P51, page 131, Register's Office of Williamson County, Tennessee.

Lot 4205, Westhaven Section 25:

A certain tract or parcel of land containing 32,314.60 square feet lying and being in the Fifth (5th) Civil District, Williamson County, Tennessee, at New Highway 96 West in Franklin, bounded on the north by New Highway 96 West and on the east by 96 West Land Holdings II, LLC, on the south by 96 West Land Holdings, LLC and on the west by Section 15 and Section 1 and being more particularly described as follows:

COMMENCING at an iron pin in the eastern right-of-way margin of Westhaven Boulevard and the Southern right-of-way margin of 96 Highway, being the northeast corner of section 1; thence S 56-56-01 E 1258.82 feet to the POINT OF BEGINNING; Thence along a new line the following eight (8) courses and distances; (1) N 53-28-06 E 49.33 feet; (2) 168.31 feet along a curve to the left of radius 329.00 feet, a chord of N 38-48-46 E 166.48 feet; (3) 26.73 feet along a curve to the right of radius 20.00 feet, a chord of N 62-26-37 E 24.78 feet; (4) 50.99 feet along a curve to the left of radius of 225.00 feet, a chord of S 85-45-42 E 50.88 feet; (5) N 87-44-47 E 66.87 feet; (6) S 02-15-13 E 71.85 feet; (7) S 53-28-06 W 288.20 feet; (8) N 36-31-54 W 92.00 feet to the POINT OF BEGINNING, containing 32,314.60 square feet (0.74 acres more or less). This property is shown on a plat of record in Plat Book P51, page 131, Register's Office of Williamson County, Tennessee.

Being the same property Conveyed to Westhaven Town Center Fund II, LLC, a Tennessee limited liability company, by deed from Westhaven Partners, LLC, a Tennessee limited liability company, recorded in Book 4809, page 349, Register's Office of Williamson County, Tennessee.

EXCLUDED PARCEL (LOTS):**SECTION 6:**

Land in Williamson County, Tennessee, being Lot No.: A; as shown on the Final Subdivision Plat for Westhaven, Section 6, of record in Plat Book 39, page 47, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 12:

Land in Williamson County, Tennessee, being Lot No(s): 236, 237 and 281; as shown on the Final Subdivision Plat for Westhaven, Section 12, of record in Plat Book 42, page 112, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 14:

Land in Williamson County, Tennessee, being Lot No.: 630; as shown on the Final Subdivision Plat for Westhaven, Section 14, of record in Plat Book 43, page 22, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 15:

Land in Williamson County, Tennessee, being Lot No.: 4010; as shown on the Final Subdivision Plat for Westhaven, Section 15, of record in Plat Book 48, page 120, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 17:

Land in Williamson County, Tennessee, being Lot No(s): 727 and 728; as shown on the Final Subdivision Plat for Westhaven, Section 17, of record in Plat Book 48, page 96, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 18:

Land in Williamson County, Tennessee, being Lot No(s): 784 and 798; as shown on the Final Subdivision Plat for Westhaven, Section 18, of record in Plat Book 47, page 102, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 21:

Land in Williamson County, Tennessee, being Lot No(s): 1126, 1127, 1128, 1129 and 1130; as shown on the Final Subdivision Plat for Westhaven, Section 21, Revision 1, of record in Plat Book P53, page 37, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 21 and SECTION 15, REVISION 2:

Land in Williamson County, Tennessee, being Lot No(s): 1126, 1127, 1128, 1129, 1130, 1131, 1132, 1133, 1134, 1135; as shown on the Final Subdivision Plat for Westhaven, Section 21 and Section 15, (Rev 2) of record in Plat Book 49, page 119, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 21, Revision 2:

Land in Williamson County, Tennessee, being Lot No(s): 1141, 1142, 1143, 1144, 1145, 1146, 1147 and 1148; as shown on the Final Subdivision Plat for Westhaven, Section 21, Revision 2, Resub Lot 1140, of record in Plat Book 54, page 52, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 22:

Land in Williamson County, Tennessee, being Lot No(s): 903, 1118; as shown on the Final Subdivision Plat for Westhaven, Section 22, of record in Plat Book P48, page 79, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 22, Revision 1:

Land in Williamson County, Tennessee, being Lot No(s): 899, 900, 901, 904, 1116; as shown on the Final Subdivision Plat for Westhaven, Section 22, Revision 1 of record in Plat Book P53, page 143, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 23:

Land in Williamson County, Tennessee, being Lot No(s): 728, 922 and 927; as shown on the Final Subdivision Plat for Westhaven, Section 23, of record in Plat Book P48, page 62, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 24:

Land in Williamson County, Tennessee, being Lot No(s): 934, 939, 966, 969, 970, 972, 973, 975, 977, 978, 982, 983 984, and 985; as shown on the Final Subdivision Plat for Westhaven, Section 24, of record in Plat Book P50, page 19, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 26:

Land in Williamson County, Tennessee, being Lot No(s): 1025, 1026, 1027, 1028, 1029, 1040, 1041, 1042, 1043, 1044, 1045, 1046, 1047, 1053, 1054, 1055, 1056, 1057, 1058, 1059, 1060, 1061, 1062, 1063, 1064, 1065, 1066, 1067, 1068, 1069, 1070 and 1071; as shown on the Final Subdivision Plat for Westhaven, Section 26, of record in Plat Book P52, page 80, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description.

SECTION 26, Revision 1:

Land in Williamson County, Tennessee, being Lot No(s): 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000, 1001, 1270, 1271, 1272, 1273, 1274, 1275 and 1276; as shown on the Final Subdivision Plat for Westhaven, Section 26, Revision 1, Resub of Lot 991, of record in Plat Book P53, page 53, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

SECTION 26, Revision 2:

Land in Williamson County, Tennessee, being Lot No(s): 1002, 1003, 1004, 1005, 1006, 1010, 1013, 1014, 1016, 1017, 1018, 1019, 1020, 1023, 1051 and 1052; as shown on the Final Subdivision Plat for Westhaven, Section 26, Revision 2, Resub of Lot 1002, of record in Plat Book P54, page 39, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description.

SECTION 27:

Land in Williamson County, Tennessee, being Lot No(s): 1072, 1073, 1074, 1075, 1076, 1077, 1084, 1102, 1108, 1109, 1112, 1114, 1115, 1199, 1200 and 1201; as shown on the Final Subdivision Plat for Westhaven, Section 27, of record in Plat Book P53, page 18, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description.

SECTION 29:

Land in Williamson County, Tennessee, being Lot No(s): 1202, 1203, 1204, 1206, 1207, 1208, 1209, 1210, 1211, 1212, 1213, 1214, 1215, 1216, 1217, 1218, 1219, 1220, 1221, 1246, 1247 and 1248; as shown on the Final Subdivision Plat for Westhaven, Section 29, of record in Plat Book P53, page 52, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description.

SECTION 32:

Land in Williamson County, Tennessee, being Lot No(s): 4033; as shown on the Final Subdivision Plat for Westhaven, Section 32, of record in Plat Book P54, page 67, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description.

Section 7, Revision I

LAND in Williamson County, Tennessee, BEING Lot No. 461 and 471 as shown on the Final Subdivision Plat of Westhaven PUD Subdivision, Section 7, Revision I, of record in Plat Book 43, Page 69, Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a complete description thereof.

Section 10

LAND in Williamson County, Tennessee, BEING Lot No. 526, 531, and 532 as shown on the Final Subdivision Plat of Westhaven, Section 10, of record in Plat Book P40, Page 22, as corrected in Book 3515, Page 220, Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a complete description thereof.

Section 10, Revision I

LAND in Williamson County, Tennessee, BEING Lot Nos. 527, 528, 529, and 530 as shown on the Final Subdivision Plat of Westhaven PUD Subdivision, Section 10, Revision I (Reconfiguration of Lots 527-530), of record in Plat Book P47, Page 71, Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a complete description thereof.

Section 11

LAND in Williamson County, Tennessee, BEING Lot Nos. 300, 318, 413, and 418 on the Plan of Westhaven, Section 11, of record in Plat Book P40, Page 21, Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a complete description thereof.

Section 15 (Plat Book 48, page 120)

Land in Williamson County, Tennessee, being Lot No. 4031 as shown on the Final Subdivision Plat for Westhaven, Section 15, of record in Plat Book 48, page 120, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

Section 15 (Plat Book 56, page 98)

LAND in Williamson County, Tennessee, BEING Lot Nos. 4034 - 4040 as shown on the Final Subdivision Plat of Westhaven PUD Subdivision, Section 15, Lots 4032, 4034 - 4040, of record in Plat Book 56, Page 98, as corrected in Book 5788, Page 621, Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a complete description thereof.

Section 15 (Plat Book 57, page 26)

LAND in Williamson County, Tennessee, BEING Lot No. 4001 on the Final Subdivision Plat of Westhaven P.U.D Subdivision, Section 15, Lots 4001, 4041 - 4048, of record in Plat Book P57, Page 26, Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a complete description thereof.

Section 15, Revision 2

LAND in Williamson County, Tennessee, BEING Lot Nos. 4005, 4011-4014 and 4025-4030 on the Final Subdivision Plat of Westhaven PUD Subdivision, Section 15, Revision 2, Resub Lot 4000, of record in Plat Book P53, Page 150, Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a complete description thereof.

Section 18:

Land in Williamson County, Tennessee, being Lot Nos. 770, 779, 780, 790, 812, 813, 814 and 818 as shown on the Final Subdivision Plat for Westhaven, Section 18, of record in Plat Book 47, page 102, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

Section 21, Revision 2

LAND in Williamson County, Tennessee, BEING Lot Nos. 1140, 1149-1157, and 1205 on the Final Subdivision Plat of Westhaven P.U.D Subdivision, Section 21, Revision 2, Resub Lot 1140, of record in Plat Book P54, Page 52, Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a complete description thereof.

Section 22, Revision 1:

Land in Williamson County, Tennessee, being Lot Nos. 896-898, 902, 1117 and 1119, as shown on the Final Subdivision Plat for Westhaven, Section 22, Revision 1, of record in Plat Book P53, page 143, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

Section 22 and Section 19

Land in Williamson, County, Tennessee, being lot 905 and 906 on that certain Plat of Westhaven PUD Subdivision, Section 2 of record in Plat Book 48, page 79, Register's Office for Williamson County as amended by that certain Plat of Westhaven PUD Subdivision, Section 22 Lots 905 and 906, Section 19, Lot 5023, of record at Plat Book 56, page 93, said Register's Office, to which plat reference is made for a more particular description.

Section 25 and Section 15

LAND in Williamson County, Tennessee, BEING Lot 4202 on the Plan of Westhaven, Section 25 and Section 15 (Lot 4001) of record in Plat Book P51, Page 131, in the Register's Office, to which plat reference is hereby made for a more detailed description.

Section 26:

Land in Williamson County, Tennessee, being Lot Nos. 1011, 1012 and 1052 as shown on the Final Subdivision Plat for Westhaven, Section 26, of record in Plat Book P52, page 80, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description.

Section 26, Revision 2:

Land in Williamson County, Tennessee, being Lot Nos. 1007-109, 115, 1021, 1022, 1024 and 1048-1050 as shown on the Final Subdivision Plat for Westhaven, Section 26, Revision 2, Resub of Lot 1002, of record in Plat Book P54, page 39, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description.

Section 27:

Land in Williamson County, Tennessee, being Lot Nos. 1078-1081, 1099-1101, 1103, 1104, 1106, 1107, 1110, 1111 and 1113 as shown on the Final Subdivision Plat for Westhaven, Section 27, of record in Plat Book P53, page 18, of the Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a more complete description.

Section 28

LAND in Williamson County, Tennessee, BEING Lot Nos. 1158, - 1180 as shown on the Final Subdivision Plat of Westhaven PUD Subdivision, Section 28, of record in Plat Book P54, Page 150, Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a complete description thereof.

Section 34

LAND in Williamson County, Tennessee, BEING Lot Nos. 1305 - 1311, and Lot Nos. 1313 - 1331, as shown on the Final Subdivision Plat of Westhaven PUD Subdivision, Section 34, of record in Plat Book P56, Page 27, as corrected in Book 5676, Page 571, Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a complete description thereof.

Section 35

LAND in Williamson County, Tennessee, BEING Lot Nos. 1339 - 1376, as shown on the Final Subdivision Plat of Westhaven P.U.D Subdivision, Section 35, Lots 1339 - 1376, 5058 and 5059, of record in Plat Book P56, Page 116, as corrected in Book 5786, Page 21, Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a complete description thereof.

Section 36

LAND in Williamson County, Tennessee, BEING Lot Nos. 1386- 1392, as shown on the Final Subdivision Plat of Westhaven PUD Subdivision, Section 36, Lots 1377 - 1424, of record in Plat Book P57, Page 107, Register's Office for Williamson County, Tennessee, to which plan reference is hereby made for a complete description thereof.

LAND IN WILLIAMSON COUNTY, TENNESSEE, DESCRIBED AS FOLLOWS

Excluded Parcel Seven:

PARCEL 4006 ON THE PLAN OF WESTHAVEN, SECTION 15, A PLAT OF WHICH IS OF RECORD IN PLAT BOOK P48, PAGE 120, REGISTER'S OFFICE FOR WILLIAMSON COUNTY, TENNESSEE.

A CERTAIN TRACT OR PARCEL OF LAND CONTAINING 0.64 ACRES, LYING AND BEING IN FIFTH CIVIL DISTRICT, WILLIAMSON COUNTY, TENNESSEE, AT WESTHAVEN IN FRANKLIN. BOUNDED ON THE NORTH BY STATE BOULEVARD, THE EAST BY WESTHAVEN BOULEVARD, THE SOUTH AND WEST BY SECTION 15 OF WESTHAVEN AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE CENTERLINE INTERSECTION OF STATE BOULEVARD AND WESTHAVEN BOULEVARD AND RUNNING THENCE S 36-15-20 E 239.02 FEET TO A POINT IN THE WESTERN RIGHT-OF-WAY MARGIN OF WESTHAVEN BOULEVARD, THE POINT OF BEGINNING AND RUNNING THENCE A NEW LINE THE FOLLOWING NINE (9) COURSES AND DISTANCES: (1) S 72-17-57 W 193.20 FEET; (2) N 10-19-04 W 14.50 FEET; (3) S 79-40-56 W 16.24 FEET; (4) N 16-49-38 W 114.74 FEET; (5) 85.15 FEET ALONG A CURVE TO THE LEFT OF RADIUS 334.00 FEET, A CHORD BEARING N 51-32-25-E 84.92 FEET (6) S 44-14-14 W 33.00 FEET; (7) 31.42 FEET ALONG A CURVE TO THE RIGHT OF RADIUS 20.00 FEET A CHORD BEARING S 89-14-14 E 28.28 FEET; (8) S 45-45-46 E 86.28 FEET; (9) 97.57 FEET ALONG A CURVE TO THE RIGHT OF RADIUS 270.00 FEET A CHORD BEARING S 35-24-39 E 97.04 FEET TO THE POINT OF BEGINNING CONTAINING 28,009 SQ. FT. (0.64 ACRES), MORE OR LESS.

PARCEL 4007 ON THE PLAN OF WESTHAVEN, SECTION 15, A PLAT OF WHICH IS OF RECORD IN PLAT BOOK P48, PAGE 120, REGISTER'S OFFICE FOR WILLIAMSON COUNTY, TENNESSEE.

A CERTAIN TRACT OR PARCEL OF LAND CONTAINING 0.58 ACRES, LYING AND BEING IN FIFTH CIVIL DISTRICT, WILLIAMSON COUNTY, TENNESSEE, AT WESTHAVEN IN FRANKLIN. BOUNDED ON THE EAST BY WESTHAVEN BOULEVARD, THE SOUTH, WEST, AND NORTH BY SECTION 15 OF WESTHAVEN AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE CENTERLINE INTERSECTION OF WESTHAVEN BOULEVARD AND FRONT STREET AND RUNNING THENCE N 20-15-49 W 57.92 FEET TO A POINT IN THE WESTERN RIGHT-OF-WAY MARGIN OF WESTHAVEN BOULEVARD, THE POINT OF BEGINNING AND RUNNING THENCE A NEW LINE THE FOLLOWING TEN (10) COURSES AND DISTANCES: (1) N 84-41-39 W 48.85 FEET; (2) S 72-17-46 W 31.34 FEET; (3) N 84-41-39 W 45.41 FEET; (4) S 44-47-31 W 12.41 FEET; (5) N 84-41-39 W 83.00 FEET; (6) N 05-18-21 E 18.56 FEET; (7) N 17-42-14 W 58.45 FEET; (8) N 72-17-46 E 235.35 FEET; (9) ALONG A CURVE TO THE RIGHT OF RADIUS 270.00 FEET A CHORD BEARING S 05-51-07 E 104.50 FEET; (10) S 05-18-21 W 40.01 FEET TO THE POINT OF BEGINNING CONTAINING 25,252 SQ. FT. (0.58 ACRES), MORE OR LESS.

PARCEL 4008 ON THE PLAN OF WESTHAVEN, SECTION 15, A PLAT OF WHICH IS OF RECORD IN PLAT BOOK P48, PAGE 120, REGISTER'S OFFICE FOR WILLIAMSON COUNTY, TENNESSEE.

A CERTAIN TRACT OR PARCEL OF LAND CONTAINING 0.47 ACRES, LYING AND BEING IN FIFTH CIVIL DISTRICT, WILLIAMSON COUNTY, TENNESSEE, AT WESTHAVEN IN FRANKLIN. BOUNDED ON THE EAST BY WESTHAVEN BOULEVARD, THE SOUTH, WEST, AND NORTH BY SECTION 15 OF WESTHAVEN AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE CENTERLINE INTERSECTION OF WESTHAVEN BOULEVARD AND FRONT STREET AND RUNNING THENCE N 20-15-49 W 57.92 FEET TO A POINT IN THE WESTERN RIGHT-OF-WAY

MARGIN OF WESTHAVEN BOULEVARD, THE POINT OF BEGINNING AND RUNNING THENCE A NEW LINE THE FOLLOWING SEVEN (7) COURSES AND DISTANCES: (1) S 05-18-21 W 162.25 FEET; (2) N 84-41-39 W 131.00 FEET; (3) N 05-18-21 E 140.42 FEET; (4) N 44-47-31 E 12.41 FEET; (5) S 84-41-39 E 45.41 FEET; (6) N 72-17-46 E 31.34 FEET; (7) S 84-41-39 E 48.85 FEET TO THE POINT OF BEGINNING CONTAINING 20,387 SQ. FT. (0.47 ACRES), MORE OR LESS.

PARCELS 4006, 4007 AND 4008 ALL BEING THE SAME PROPERTY CONVEYED TO WEST HAVEN TOWN CENTER FUND I, LLC, A TENNESSEE LIMITED LIABILITY COMPANY, BY DEED FROM WESTHAVEN PARTNERS, LLC, A TENNESSEE LIMITED LIABILITY COMPANY, OF RECORD IN BOOK 4292, PAGE 506, REGISTER'S OFFICE FOR WILLIAMSON COUNTY, TENNESSEE.

EXPRESSLY EXCLUDED FROM TRACT I ARE THE UNITS CONVEYED IN THE FOLLOWING DEEDS OF RECORD IN SAID REGISTER'S OFFICE: UNIT 200 - BOOK 4637, PAGE 43, AS CORRECTED IN BOOK 4916, PAGE 299; AND IN BOOK 4645, PAGE 636; UNIT 210 - BOOK 4763, PAGE 96 AND BOOK 4946, PAGE 681; UNIT 220 - BOOK 4650, PAGE 4, AS CORRECTED IN BOOK 4916, PAGE 305; AND BOOK 4886, PAGE 742, AND BOOK 4916, PAGE 307; UNIT 230 - BOOK 4654, PAGE 597.

Excluded Parcel Eight:

LOT 4201, WESTHAVEN SECTION 25:

A CERTAIN TRACT OR PARCEL OF LAND CONTAINING 29,441.70 SQUARE FEET LYING AND BEING IN THE FIFTH (5TH) CIVIL DISTRICT, WILLIAMSON COUNTY, TENNESSEE, AT NEW HIGHWAY 96 WEST IN FRANKLIN, BOUNDED ON THE NORTH BY NEW HIGHWAY 96 WEST AND ON THE EAST BY 96 WEST LAND HOLDINGS II, LLC, ON THE SOUTH BY 96 WEST LAND HOLDINGS, LLC AND ON THE WEST BY SECTION 15 AND SECTION 1 AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT AN IRON PIN IN THE EASTERN RIGHT-OF-WAY MARGIN OF WESTHAVEN BOULEVARD AND THE SOUTHERN RIGHT-OF-WAY MARGIN OF 96 HIGHWAY, BEING THE NORTHEAST CORNER OF SECTION 1; THENCE S 55-34-04 E 1345.43 FEET TO THE POINT OF BEGINNING; THENCE ALONG A NEW LINE THE FOLLOWING SEVEN (7) COURSES AND DISTANCES; (1) N 53-28-06 E 288.20 FEET; (2) S 02-15-13 E 46.61 FEET; (3) 23.82 FEET ALONG A CURVE TO THE RIGHT OF RADIUS 286.00 FEET, A CHORD OF S 00-07-58 W 23.82 FEET; (4) S 02-31-09 W 39.25 FEET; (5) 36.35 FEET ALONG A CURVE TO THE LEFT OF RADIUS 94.00 FEET, A CHORD OF S 08-33-37 E 36.13 FEET; (6) S 53-28-06 W 206.06 FEET; (7) N 36-31-54 W 120.00 FEET TO THE POINT OF BEGINNING, CONTAINING 29,441.70 SQUARE FEET (0.68 ACRES MORE OR LESS). THIS PROPERTY IS SHOWN ON A PLAT OF RECORD IN PLAT BOOK P51, PAGE 131, REGISTER'S OFFICE OF WILLIAMSON COUNTY, TENNESSEE.

LOT 4205, WESTHAVEN SECTION 25:

A CERTAIN TRACT OR PARCEL OF LAND CONTAINING 32,314.60 SQUARE FEET LYING AND BEING IN THE FIFTH (5TH) CIVIL DISTRICT, WILLIAMSON COUNTY, TENNESSEE, AT NEW HIGHWAY 96 WEST IN FRANKLIN, BOUNDED ON THE NORTH BY NEW HIGHWAY 96 WEST AND ON THE EAST BY 96 WEST LAND HOLDINGS II, LLC, ON THE SOUTH BY 96 WEST LAND HOLDINGS, LLC AND ON THE WEST BY SECTION 15 AND SECTION 1 AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT AN IRON PIN IN THE EASTERN RIGHT-OF-WAY MARGIN OF WESTHAVEN BOULEVARD AND THE SOUTHERN RIGHT-OF-WAY MARGIN OF 96 HIGHWAY, BEING THE NORTHEAST CORNER OF SECTION 1; THENCE S 56-56-01 E 1258.82 FEET TO THE POINT OF BEGINNING; THENCE ALONG A NEW LINE THE FOLLOWING EIGHT (8) COURSES AND DISTANCES; (1) N 53-28-06 E 49.33 FEET; (2) 168.31 FEET ALONG A CURVE TO THE LEFT OF RADIUS 329.00 FEET, A CHORD OF N 38-48-46 E 166.48 FEET; (3) 26.73 FEET ALONG A CURVE TO THE RIGHT OF RADIUS 20.00 FEET, A CHORD OF N 62-26-37 E 24.78 FEET; (4) 50.99 FEET ALONG A CURVE TO THE LEFT OF RADIUS OF 225.00 FEET, A CHORD OF S 85-45-42 E 50.88 FEET; (5) N 87-44-47 E 66.87 FEET; (6) S 02-15-13 E 71.85 FEET; (7) S 53-28-06 W 288.20 FEET; (8) N 36-31-54 W 92.00 FEET TO THE POINT OF BEGINNING, CONTAINING 32,314.60

SQUARE FEET (0.74 ACRES MORE OR LESS). THIS PROPERTY IS SHOWN ON A PLAT OF RECORD IN PLAT BOOK P51, PAGE 131, REGISTER'S OFFICE OF WILLIAMSON COUNTY, TENNESSEE.

LOTS 4201 AND 4205 BEING THE SAME PROPERTY CONVEYED TO WESTHAVEN TOWN CENTER FUND II, LLC, A TENNESSEE LIMITED LIABILITY COMPANY, BY QUITCLAIM DEED FROM WESTHAVEN PARTNERS, LLC, A TENNESSEE LIMITED LIABILITY COMPANY, OF RECORD IN BOOK 4809, PAGE 349, REGISTER'S OFFICE FOR WILLIAMSON COUNTY, TENNESSEE.

Excluded Parcel Nine:

LOT 4203 ON THE PLAN OF WESTHAVEN, SECTION 15, A PLAT OF WHICH IS OF RECORD IN PLAT BOOK P51, PAGE 131, REGISTER'S OFFICE FOR WILLIAMSON COUNTY, TENNESSEE. BEING A CERTAIN TRACT OR PARCEL OF LAND CONTAINING 83,538.89 SQ. FT. OR 1.918 ACRES LYING AND BEING IN THE FIFTH CIVIL DISTRICT, WILLIAMSON COUNTY, TENNESSEE ADJOINING HIGHWAY 96 WEST IN FRANKLIN, BOUNDED ON ALL FOUR SIDES BY WESTHAVEN PARTNERS, LLC (BOOK 4561, PAGE 300) AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT AN IRON PIN IN THE EASTERN R.O.W. OF FRONT STREET AND THE SOUTH R.O.W. OF HIGHWAY 96 WEST, SAID POINT BEING THE NORTHWEST CORNER OF LOT 4301 OF THE WESTHAVEN TOWN CENTER HARRIS TEETER DEVELOPMENT. RUNNING THENCE, S 43°55'17" E, 487.19' TO THE POINT OF BEGINNING IN THE SOUTH R.O.W. WHITMAN ROAD, SAID POINT BEING THE NORTHWEST CORNER OF THE HEREIN DESCRIBED TRACT. THENCE WITH THE SOUTH R.O.W. OF WHITMAN ROAD, N 87°44'47" E, 36.00' TO A POINT, THENCE LEAVING SAID R.O.W. AND WITH A NEW LINE ACROSS THE LAND OF MAP 64, PARCEL 23.07, THE FOLLOWING 11 CALLS: 1) S 02°15'13" E, 27.49' TO A POINT, 2) ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 97.00, AN ARC LENGTH OF 58.01', A CHORD BEARING OF S 19°23'06" E, 57.15' TO A POINT, 3) S 36°31'00" E, 113.86' TO A POINT, 4) ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 103.00' AN ARC LENGTH OF 53.93', A CHORD BEARING OF S 21°31'00" E, 53.32' TO A POINT, 5) S 06°31'00" E, 44.69' TO A POINT, 6) S 53°28'06" W, 260.64' TO A POINT, 7) N 36°31'54" W, 230.45' TO A POINT, 8) ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 68.00', AN ARC LENGTH OF 46.35', A CHORD BEARING OF N 17°00'23" W, 45.45' TO A POINT, 9) N 02°31'09" E, 11.77' TO A POINT, 10) N 53°28'06" E, 263.72' TO A POINT, 11) N 02°15'13" W, 23.26' TO THE POINT OF BEGINNING CONTAINING 83,538.89 SQ. FT. OR 1.918 ACRES MORE OR LESS BASED ON A FIELD RUN SURVEY BY WILSON AND ASSOCIATES, CONDUCTED NOVEMBER 4, 2008.

LOT 4203 BEING THE SAME PROPERTY CONVEYED TO WESTHAVEN TOWN CENTER-HT, LLC, A TENNESSEE LIMITED LIABILITY COMPANY, BY QUITCLAIM DEED FROM WESTHAVEN PARTNERS, LLC, A TENNESSEE LIMITED LIABILITY COMPANY, OF RECORD IN BOOK 4695, PAGE 582, REGISTER'S OFFICE FOR WILLIAMSON COUNTY, TENNESSEE; AND BY QUITCLAIM DEEDS OF RECORD IN BOOK 4695, PAGE 586, AND BOOK 4695, PAGE 590, SAID REGISTER'S OFFICE.

BEING a tract of land situated in the Fifth Civil District of Williamson County, Tennessee, being a portion of CLT Map 64, Parcel 28.05 and a portion of Deed Book 3810, Page 719 which is of record in the Register's Office of Williamson County, Tennessee, designated as Tract 76 as shown on the 2009 Right-of-Way plans of S.R. 397 (Mack Hatcher Parkway) From 4743± South of S.R. 96 To 2614± East of S.R. 106 (Hillsboro Road), prepared by Wilbur Smith Associates, 6640 Carothers Parkway, Suite 160, Franklin, Tennessee 37067, which is of record in the City of Franklin Engineering Department and being more particularly described as follows:

BOUNDARY DESCRIPTION

Excluded Parcel Ten

BEGINNING at a proposed right of way monument at the intersection of the west proposed right of way line of S.R. 397 (Mack Hatcher Parkway) and the common line of LCT, LP (D.B. 2049 PG. 464) and being located 65.00 feet left of centerline station 787+55.08; thence with said proposed right of way line and severing the property of the grantors herein the following six calls: North 05 deg. 48 min. 49 sec. East for a distance of 1,604.68 feet to a proposed right of way monument; thence with a curve having a radius of 2,935.00 feet, an arc length of 490.53 feet and a chord bearing of North 01 deg. 01 min. 32 sec. East for a distance of 489.96 feet to a proposed right of way monument; thence with a curve having a radius of 3,065.00 feet, an arc length of 1,258.88 feet and a chord bearing of North 08 deg. 00 min. 15 sec. East for a distance of 1,250.05 feet to a proposed right of way monument; thence North 17 deg. 30 min. 45 sec. East for a distance of 736.04 feet to a proposed right of way monument; thence with a curve having a radius of 2,906.00 feet, an arc length of 262.69 feet and a chord bearing of North 17 deg. 10 min. 51 sec. East for a distance of 262.60 feet to a proposed right of way monument; thence North 41 deg. 00 min. 20 sec. West for a distance of 315.06 feet to a proposed right of way monument at the intersection with the south existing right of way line of S.R. 96; thence with said existing right of way line the following two calls: North 01 deg. 49 min. 36 sec. East for a distance of 79.30 feet to a point; thence South 87 deg. 46 min. 12 sec. East for a distance of 291.90 feet to a point of intersection with the common line of JJB Partners, Worthington Partners, Elizabeth B. Jewell and Fielding Dickey Jewell (D.B. 469 pg. 975, D.B. 1681 PGS. 109, 112, 115, 118, 121 and 124) and the grantors herein; thence with the common property line of JJB Partners, Worthington Partners, Elizabeth B. Jewell and Fielding Dickey Jewell the following five calls: South 12 deg. 46 min. 41 sec. West for a distance of 1,999.93 feet to a point; thence with a curve having a radius of 1,580.00 feet, an arc length of 331.30 feet and a chord bearing of South 06 deg. 46 min. 16 sec. West for a distance of 330.69 feet to a point; thence South 00 deg. 45 min. 52 sec. West for a distance of 1,324.53 feet to a point; thence with a curve having a radius of 2,080.00 feet, an arc length of 156.15 feet and a chord bearing of South 02 deg. 54 min. 53 sec. West for a distance of 156.12 feet to a point; thence South 05 deg. 03 min. 56 sec. West for a distance of 847.62 feet to a point of intersection with the common line of the aforementioned LCT, LP; thence with the common line of LCT, LP North 82 deg. 07 min. 16 sec. West for a distance of 151.59 feet to the Point of BEGINNING.

Containing 11.146 acres, more or less.

Excluded Parcel Eleven:

BEGINNING at a proposed right of way monument in the south existing right of way line of S.R. 96 and being located 58.86 feet right of centerline station 22+40.00; thence with said south existing right of way line of S.R. 96 the following two calls: South 87 deg. 51 min. 08 sec. East for a distance of 76.55 feet to a point; thence South 87 deg. 51 min. 08 sec. East for a distance of 75.00 feet to a proposed right of way monument at the point of intersection with the south proposed right of way line of S.R. 96; thence with said proposed right of way line of S.R. 96 and severing the property of the grantors herein the following four calls: South 02 deg. 08 min. 52 sec. West for a distance of 82.00 feet to a proposed right of way monument; thence North 87 deg. 51 min. 08 sec. West for a distance of 75.00 feet to a proposed right of way monument; thence North 87 deg. 12 min. 34 sec. West for a distance of 76.54 feet to a proposed right of way monument; thence North 02 deg. 08 min. 00 sec. East for a distance of 81.14 feet to the Point of BEGINNING.

Containing 0.285 acres, more or less.

Excluded Lots Section 15:

LAND in Williamson County, Tennessee, being Lot Nos. 4041-4045 and Lot Nos. 4047 and 4048, on the Plan of Final Subdivision Plat of Westhaven P.U.D. Subdivision, Section 15, as shown on plat of record in Plat Book P57, page 26, in the Register's Office for Williamson County, Tennessee, to which plat reference is hereby made for a more particular description.

Excluded Lots Section 18:

LAND in Williamson County, Tennessee, being Lot Nos. 819 and 820, on the Plan of Final Subdivision Plat of Westhaven, Section 18, as shown on plat of record in Plat Book P47, page 102, in the Register's Office for Williamson County, Tennessee, to which plat reference is hereby made for a more particular description.

Excluded Lots Section 25:

LAND in Williamson County, Tennessee, being Lot No. 4206, on the Plan of Westhaven P.U.D. Subdivision, Section 25, as shown on plat of record in Plat Book P58, page 32, in the Register's Office for Williamson County, Tennessee, to which plat reference is hereby made for a more particular description.

Excluded Lots Section 27:

LAND in Williamson County, Tennessee, being Lot Nos. 1082, 1083 and 1105, on the Plan of Final Subdivision Plat of Westhaven P.U.D. Subdivision, Section 27, as shown on plat of record in Plat Book P53, page 18, in the Register's Office for Williamson County, Tennessee, to which plat reference is hereby made for a more particular description.

Excluded Lots Section 27 – Revision 1:

LAND in Williamson County, Tennessee, being Lot Nos. 1086-1092 and Lot Nos. 1094-1098, on the Plan of Final Subdivision Plat of Westhaven P.U.D. Subdivision, Section 27-Revision 1, Resubdivision of Lot 1085, as shown on plat of record in Plat Book P59, page 117, in the Register's Office for Williamson County, Tennessee, to which plat reference is hereby made for a more particular description.

Excluded Lots Section 34:

LAND in Williamson County, Tennessee, being Lot No. 1312, on the Plan of Final Subdivision Plat of Westhaven P.U.D. Subdivision, Section 34, as shown on plat of record in Plat Book P56, page 27, in the Register's Office for Williamson County, Tennessee, to which plat reference is hereby made for a more particular description.

Excluded Lots Section 36:

LAND in Williamson County, Tennessee, being Lot Nos. 1377-1385; Lot Nos. 1393-1399; Lot No. 1401; Lot Nos. 1404-1413; and Lot Nos. 1415-1424, on the Plan of Final Subdivision Plat of Westhaven P.U.D. Subdivision, Section 36, as shown on plat of record in Plat Book P57, page 107, in the Register's Office for Williamson County, Tennessee, to which plat reference is hereby made for a more particular description.

Excluded Lots Section 37:

LAND in Williamson County, Tennessee, being Lot Nos. 1425-1447, on the Plan of Final Subdivision Plat of Westhaven P.U.D. Subdivision, Section 37, as shown on plat of record in Plat Book P58, page 61, in the Register's Office for Williamson County, Tennessee, to which plat reference is hereby made for a more particular description.

Excluded Lots Section 38:

LAND in Williamson County, Tennessee, being Lot No. 1448-1477; and Lot Nos. **1479-1488** on the Plan of Final Subdivision Plat of Westhaven P.U.D. Subdivision, Section 38, as shown on plat of record in Plat Book P58, page 95, in the Register's Office for Williamson County, Tennessee, to which plat reference is hereby made for a more particular description.

Excluded Tracts:

Any of the foregoing described tracts not included within the land shown on Survey of Joey C. Wilson, II of Wilson & Associates, P.C., dated 09/05/2014, project No. 92314.

Excluded Lots Section 30:

Land in Williamson County, Tennessee, being Lots 1489-1490, Westhaven, Section 30 (unrecorded), described as follows:

Westhaven Section 39 (unrecorded)
Lot No. 1489

BEING a certain parcel or tract of land lying in the 5th Civil District of Williamson County, Tennessee and being bounded on the north by Howland Street (46' Right of Way), on the east by Keats Street (36' Right of Way), on the south by Lot No. 1490, and on the west by public Alley 1 (22' Right of Way); said parcel being more particularly described as follows:

BEGINNING at a point in the southerly right-of-way margin of Howland Street, said point being South 53° 28' 06" West, and a distance of 56.00 feet from the intersection of the Easterly right-of-way margin of Keats Street with the southerly right-of-way margin of Howland Street, and being the northeasterly corner of said herein-described parcel;

THENCE, leaving Howland Street with said radius return of the westerly right of way of Keats Street, along a curve to the right, said curve having a radius of 20.00 feet, an arc length of 31.42 feet, a delta angle of 90° 00' 00", and a chord bearing South 81° 31' 54" East, for a distance of 28.28 feet to an iron pin (new);

THENCE, South 36° 31' 54" East, for a distance of 126.00 feet to an iron pin (new) at the northeast corner of Lot 1490;

THENCE, leaving Keats Street with the northerly line of Lot 1490, South 53° 28' 06" West, a distance of 199.00 feet to an iron pin (new) in the easterly Right of Way of Alley 1 (22' Right of Way), said pin being the northwesterly corner of Lot 1490 and the southwesterly corner of said herein-described parcel;

THENCE, with said Alley, North 36° 31' 54" West, 136.00 feet to an iron pin (new);

THENCE, leaving said Alley with the radius return of Howland Street, along a curve to the right, said curve having a radius of 10.00 feet, an arc length of 15.71 feet, a delta angle of 90° 00' 02", and a chord bearing North 08° 28' 05" East, for a distance of 14.14 feet to the POINT OF BEGINNING, and CONTAINING 28,946.70 square feet or 0.66 Acres, more or less.

This description was prepared from a survey by Joey C. Wilson, II, TN RLS #2089 on October 21, 2013.

Being a portion of the same property conveyed to 96 West Land Holdings II, LLC, a Tennessee limited liability company, by deed from JJB Partners, L.P., a Tennessee limited partnership, Worthington Partners, L.P., a Tennessee limited partnership, F. Dickey Jewell and Elizabeth J. Adgent, dated January 23, 2006, as of record in Book 3810, page 719, Register's Office for Williamson County, Tennessee. AND Being a portion of the same property conveyed to 96 West Land Holdings, LLC, a Tennessee limited liability company, by deed from Westhaven Partners, LLC, a Tennessee limited liability company, dated December 20, 2002, as of record in Book 2668, page 41, Register's Office for Williamson County, Tennessee.

AND

Being a portion of the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company, by Quitclaim Deed from 96 West Land Holdings II, LLC, a Tennessee limited liability company, and 96 West Land Holdings, LLC, a Tennessee limited liability company, as of record in Book 6114, page 69-71, Register's Office for Williamson County, Tennessee.

Westhaven, Section 39 (unrecorded)
Lot No. 1490

BEING a certain parcel or tract of land lying in the 5th Civil District of Williamson County, Tennessee and being bounded on the north by Lot 1489, on the east by Keats Street (36' Right of way), on the south by Porter Street (36' Right of way), and on the west by public Alley 1 (22' Right of way); said parcel being more particularly described as follows:

COMMENCING at a point in the southerly right-of-way margin of Howland Street, said point being South 53° 28' 06" West, and a distance of 56.00 feet from the intersection of the Easterly right-of-way margin of Keats Street with the southerly right-of-way margin of Howland Street;

THENCE, leaving Howland Street Right of way with the radius return of Keats Street, along a curve to the right, said curve having a radius of 20.00 feet, an arc length of 31.42 feet, a delta angle of 90° 00' 00", and a chord bearing South 81° 31' 54" East, for a distance of 28.28 feet to an iron pin (new), said pin being the southeast corner of Lot 1489, the northeast corner of Lot 1490, and the true POINT OF BEGINNING for this description;

THENCE, continuing with Keats Street for the following three calls:

South 36° 31' 55" East, for a distance 15.05 feet to an iron pin (new);

THENCE, with a curve to the left, said curve having a radius of 156.41 feet, an arc length of 73.08 feet, a delta angle of 26° 46' 17", and a chord bearing South 49° 59' 08" East, for a distance of 72.42 feet to an iron pin (new);

South 63° 22' 17" East, for a distance of 23.29' to an iron pin at the radius return of Keats Street into Porter Street;

THENCE, with said radius return and a curve to the right, said curve having a radius of 20.00 feet, an arc length of 31.42 feet, a delta angle of 90° 00' 00", and a chord bearing South 18° 22' 17" East, for a distance of 28.28 feet to an iron pin in the northerly Right of way margin of Porter Street (36' Right of way);

THENCE, with said north Right of way of Porter Street, and a curve to the right, said curve having a radius of 137.18 feet, an arc length of 58.80 feet, a delta angle of 24° 33' 33", and a chord bearing South 40° 44' 00" West, for a distance of 58.35 feet to an iron pin (new);

THENCE, continuing with said north Right of way of Porter Street, South 53° 28' 06" West, for a distance of 148.63 feet to an iron pin at the radius return of Porter with the east Right of way margin of Alley 1 (22' Right of way);

THENCE, with said radius return into Alley 1 along a curve to the right, said curve having a radius of 10.00 feet, an arc length of 15.71 feet, a delta angle of 90° 00' 00", and a chord bearing North 81° 31' 54" West, for a distance of 14.14 feet;

THENCE, along said easterly right of way of Alley 1, North 36° 31' 54" West, for a distance of 136.02 feet to an iron pin (new), said iron pin being the southwest corner of Lot 1489 and the northwest corner of said herein-described tract;

THENCE, leaving Alley 1 with the south line of Lot 1489, North 53° 28' 06" East, for a distance of 199.00 feet to the POINT OF BEGINNING, and CONTAINING 30,604.54 square feet, more or less or 0.70 Acres, more or less.

This description was prepared from a survey by Joey C. Wilson, II, TN RLS #2089 on October 21, 2013.

Being a portion of the same property conveyed to 96 West Land Holdings II, LLC, a Tennessee limited liability company, by deed from JJB Partners, L.P., a Tennessee limited partnership, Worthington Partners, L.P., a Tennessee limited partnership, F. Dickey Jewell and Elizabeth J. Adgent, dated January 23, 2006, as of record in Book 3810, page 719, Register's Office for Williamson County, Tennessee. AND Being a portion of the same property conveyed to 96 West Land Holdings, LLC, a Tennessee limited liability company, by deed from Westhaven Partners, LLC, a Tennessee limited liability company, dated December 20, 2002, as of record in Book 2668, page 41, Register's Office for Williamson County, Tennessee.

AND

Being a portion of the same property conveyed to Westhaven Partners, LLC, a Tennessee limited liability company, by Quitclaim Deed from 96 West Land Holdings II, LLC, a Tennessee limited liability company, and 96 West Land Holdings, LLC, a Tennessee limited liability company, as of record in Book 6114, page 69-71, Register's Office for Williamson County, Tennessee.

Exhibit B

Westhaven

Parkland Dedication Worksheet - **Future Only** - NEW Ordinance
May 12, 2020

Fee	\$	Per Residential Unit	4,304	Units	766	\$	Fee Total	3,296,864
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Private Amenities Open to Public

Credit : Land Outside Floodplain	\$	(62,121)
Credit : Land Inside Floodplain	\$	(45,757)

Maximum Credit Available

Private Amenities Open to Public	75%
Private Amenities for Private Use	50%

Level of Service Limitation (Acres)

Units	LOS	Max Credit Acres
766	69.41	11.04

Total Calculated Offset Credits	Parkland Impact Fee Total & Allowed Offsets
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\$ 3,296,864

\$ (824,216)

Notes

Total Parkland Dedication Fee

Required Cash Payment at 25% of Total Parkland Impact Fee

Payable at the Earlier of:

1. Recordation of the final plat for the 2,751st Lot or
2. The Issuance of the 2,751st building permit for Westhaven

Private Amenities Open to Public

Parks

	Area	Credit/Acre	Acres	Cumulative	Land Credit	Cost Per SF	Upgrade	Construction Cost	Design Fee 12%	CM Fee 10%	Improvements Credit	Total Credit
Hwy 96 Park	1	\$ (62,121)	3.20	3.20	\$ (198,538)	\$ 0.75		\$ 104,413	\$ 12,530	\$ 10,441	\$ (127,384)	\$ (325,921)
Hwy 96 Park	2	\$ (62,121)	4.85	8.05	\$ (301,248)	\$ 0.75		\$ 158,429	\$ 19,012	\$ 15,843	\$ (193,284)	\$ (494,532)
Ind. Living Park #1	3	\$ (62,121)	0.12	8.16	\$ (7,273)	\$ 5.00	\$ 20,000	\$ 45,500	\$ 5,460	\$ 4,550	\$ (55,510)	\$ (62,783)
Ind. Living Park #2	4	\$ (62,121)	0.17	8.33	\$ (10,325)	\$ 5.00	\$ 10,000	\$ 46,200	\$ 5,544	\$ 4,620	\$ (56,364)	\$ (66,689)
Ind. Living Park #3	5	\$ (62,121)	0.76	9.09	\$ (47,147)	\$ 7.50	\$ 20,000	\$ 267,950	\$ 32,154	\$ 26,795	\$ (326,899)	\$ (374,046)
East Park	6	\$ (62,121)	0.15	9.23	\$ (9,017)	\$ 7.50	\$ 10,000	\$ 57,423	\$ 6,891	\$ 5,742	\$ (70,055)	\$ (79,073)
North Park #1	7	\$ (62,121)	0.22	9.46	\$ (13,890)	\$ 7.50	\$ 15,000	\$ 88,050	\$ 10,566	\$ 8,805	\$ (107,421)	\$ (121,311)
North Park #2	8	\$ (62,121)	1.58	11.04	\$ (98,159)	\$ 1.00		\$ 69,266	\$ 8,312	\$ 6,927	\$ (84,505)	\$ (182,664)
West Park	9		0.85		\$ -	\$ 7.50		\$ 277,665	\$ 33,320	\$ 27,767	\$ (338,751)	\$ (338,751)
Play Fields	4		8.00		\$ -	\$ 5.00		\$ 1,742,400	\$ 209,088	\$ 174,240	\$ (2,125,728)	\$ (2,125,728)
South Park #1	10		4.41		\$ -	\$ 1.00		\$ 192,317	\$ 23,078	\$ 19,232	\$ (234,627)	\$ (234,627)
South Park #2	11		1.13		\$ -	\$ 5.00		\$ 247,185	\$ 29,662	\$ 24,719	\$ (301,566)	\$ (301,566)

subtotal - Park Amenities Open to the Public \$ (4,707,691)

Total Acres of Parks Open to the Public 25.44

Trails

	Length (LF)	Cost Per LF	Construction Cost	Design Fee 12%	CM Fee 10%	Improvements Credit	Total Credit
MultiUse Trail #1	1,020	\$ 80.00	\$ 81,600	\$ 9,792	\$ 8,160	\$ (99,552)	\$ (99,552)
MultiUse Trail #2	1,850	\$ 80.00	\$ 148,000	\$ 17,760	\$ 14,800	\$ (180,560)	\$ (180,560)
Nature Trail #1	1,090	\$ 10.00	\$ 10,900	\$ 1,308	\$ 1,090	\$ (13,298)	\$ (13,298)

subtotal - Trail Amenities Open to Public \$ (293,410)

Subtotal - Private Amenities Open to the Public \$ (5,001,101)

Maximum Credit For Private Amenities Open to the Public at 75% of the Total Parkland Impact Fee \$ (2,472,648) \$ (2,472,648)

Private Amenities Not Open to the Public

	Area	Credit/Acre	Amenity Square Footage (Est.)	Cost Per SF	Upgrade	Construction Cost	Design Fee 12%	CM Fee 10%	Improvements Credit	Total Credit (50%)
Active Adult Amenity (2,000sf facility & hardscape)	1	\$ -	2000.00	\$ 200.00	\$ 100,000	\$ 500,000	\$ 60,000	\$ 50,000	\$ (610,000)	\$ (305,000)
Independent Living Plaza	2	\$ -	500.00	\$ 100.00	\$ 25,000	\$ 75,000	\$ 9,000	\$ 7,500	\$ (91,500)	\$ (45,750)
Blakeford Amenity (Pool/Bath House/Landscape/Hardscape)	3	\$ -	750.00	\$ 200.00	\$ 200,000	\$ 350,000	\$ 42,000	\$ 35,000	\$ (427,000)	\$ (213,500)
Pickleball Courts	5	\$ -	0.00	\$ -		\$ 150,000	\$ 18,000	\$ 15,000	\$ (183,000)	\$ (91,500)
Independent Living Facility Amenities (see below**)			10000.00	\$ 200.00		\$ 2,000,000	\$ 240,000	\$ 200,000	\$ (2,440,000)	\$ (1,220,000)
West Amentiy (incremental increase in size to accommodate the increased number of homes)	6	\$ -	0.00	\$ -		\$ 500,000	\$ 60,000	\$ 50,000	\$ (610,000)	\$ (305,000)

subtotal - Private Amenities Not Open to the Public \$ (2,180,750)

Maximum Credit For Private Amenities Not Open to the Public at 50% of the Total Parkland Impact Fee \$ (1,648,432) \$ (1,648,432)

Total Credits Available for Private Park & Trail Amenities to be Constructed in Westhaven \$ (7,181,851)

Excess Cash Payment & Credits Over Parkland Impact Fee Total \$ (4,709,203)
(not reimbursable to Southern Land Company)

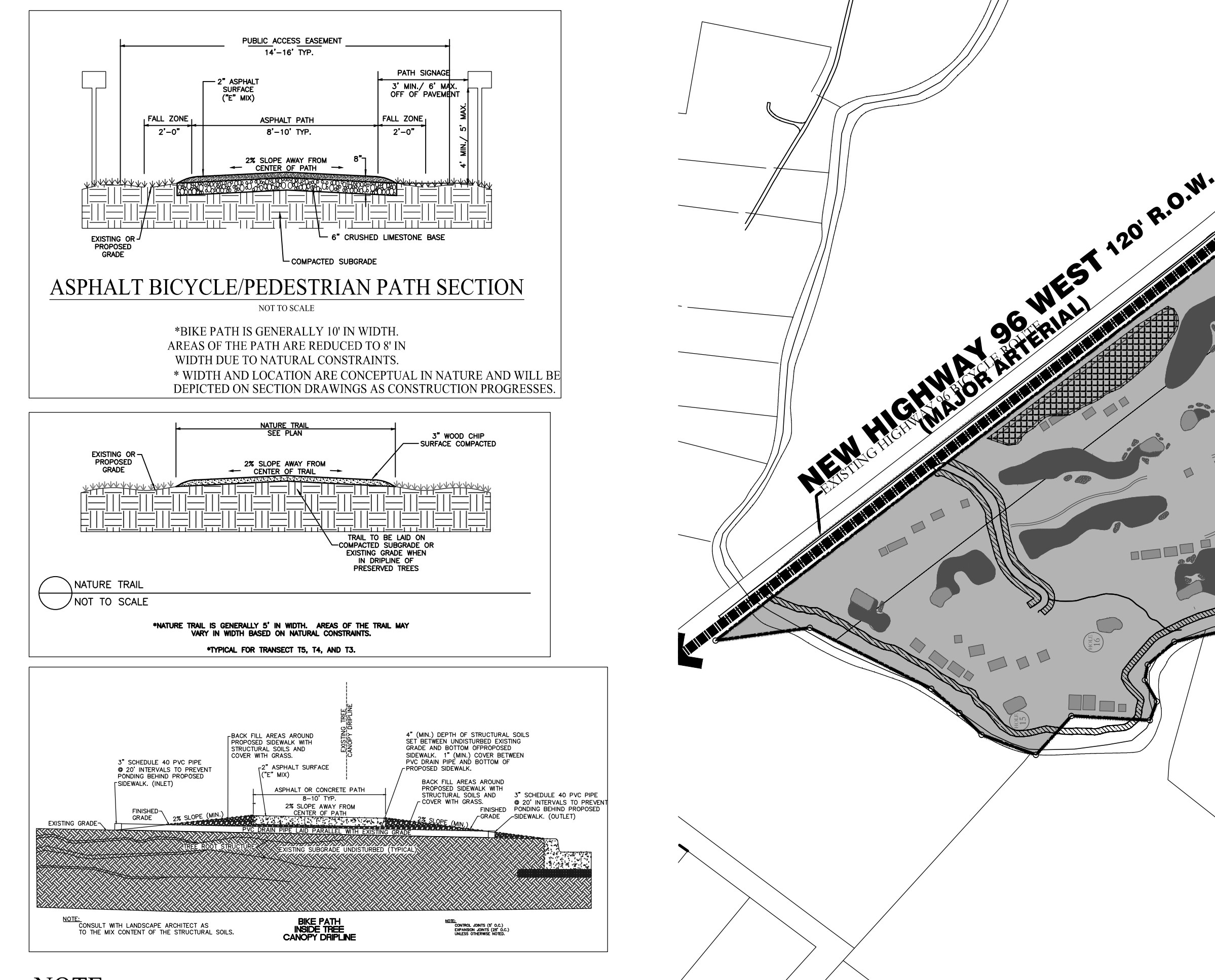
** The Independent Living Facility has not been designed to-date. The preliminary estimate is based on a 3-story, 150 unit facility which may include self-contained internal amenities such as a full commercial kitchen and dining room, fitness center & movement studio, swimming pool, hot tub, movie theater, dog park, craft room, library, salon, conveniece store, game room, computer room and/or meeting room.

Exhibit C

OPEN SPACE: REVISION 4		
FORMAL:	+28.44 ACRES	3.70%
(formally landscaped and regularly maintained)		
INFORMAL:	+712.23 ACRES	92.60%
(+1 acre, informally landscaped and minimal or no maintenance)		
GENERAL:	+14.99 ACRES	1.95%
(+1 acre, informally landscaped and minimal or no maintenance)		
PUBLIC PARK:	+13.46 ACRES	1.75%
(To be programmed by City of Franklin)		
TOTAL OPEN SPACE: +769.12 ACRES		

OPEN SPACE: REVISION 5		
FORMAL:	+32.69 ACRES	4.25%
(formally landscaped and regularly maintained)		
INFORMAL:	+723.80 ACRES	93.93%
(+1 acre, informally landscaped and minimal or no maintenance)		
GENERAL:	+14.02 ACRES	1.82%
(+1 acre, informally landscaped and minimal or no maintenance)		
TOTAL OPEN SPACE: +770.51 ACRES		

WESTHAVEN OPEN SPACE DATA													
WESTHAVEN MINIMUM COMMON OPEN SPACE: 270.666 ACRES													
(10% INFORMAL, 5% FORMAL, 5% OTHER)													
DEVELOPMENT	APPROVAL DATE	ACRES PER SECTION	ACRES CUMULATIVE	MIN REQUIRED OPEN SPACE PER SECTION @ (20%)	MIN REQUIRED OPEN SPACE CUMULATIVE @ (20%)	PROPOSED OPEN SPACE PER SECTION	PROPOSED OPEN SPACE CUMULATIVE	OPEN SPACE PERCENTAGE CUMULATIVE	REMAINING OPEN SPACE ACRES	MIN REQUIRED OPEN SPACE ACRES FORMAL 5%	PROPOSED OPEN SPACE ACRES FORMAL	MIN REQUIRED OPEN SPACE ACRES INFORMAL 10%	PROPOSED OPEN SPACE ACRES INFORMAL
CONCEPT PLAN (Rev. 3)	10/10/2015	-5.020	-5.020										
SECTION 1	4/18/2002	18.914	18.914	3.783	3.783	1.210	1.210	0.440%	268.452	0.946	1.210	1.891	0.000
SECTION 2	6/22/2002	16.079	34.993	3.216	7.000	0.815	2.025	0.751%	267.637	0.834	0.446	1.668	0.329
SEC 3 (REV 1)	2/20/2003	8.225	43.818	1.645	8.764	2.733	4.758	1.784%	264.904	0.411	1.787	0.823	0.948
SEC 4 (REV 1)	7/17/2003	17.047	60.865	3.409	12.173	0.524	4.782	1.772%	264.380	0.852	0.500	1.705	0.000
SEC 5 (REV 1)	3/14/2003	6.535	67.400	1.307	13.480	2.300	7.132	2.845%	262.080	0.327	2.300	0.954	0.000
SEC 6 (REV 1)	4/17/2003	15.211	82.611	3.042	16.522	0.708	7.840	2.907%	261.372	0.761	0.000	1.521	0.638
SECTION 7	10/16/2003	17.883	100.494	3.577	20.099	0.000	7.840	2.907%	261.372	0.894	0.000	1.788	0.000
SECTION 8	1/20/2004	8.163	108.657	1.633	21.731	6.654	14.494	5.37%	255.188	0.408	6.654	0.818	0.000
SECTION 9	1/15/2004	4.661	113.308	0.932	22.662	0.000	14.494	5.37%	255.188	0.233	0.000	0.465	0.000
SECTION 10	4/19/2004	8.532	121.840	1.706	24.368	0.000	14.494	5.37%	255.188	0.427	0.000	0.853	0.000
SECTION 11	4/15/2004	23.328	145.168	4.666	29.034	1.179	15.673	5.81%	253.989	1.186	1.179	2.333	0.000
SECTION 12	4/15/2004	30.141	175.310	6.028	35.062	11.450	27.123	10.06%	242.539	1.507	0.000	3.014	0.751
SECTION 13	1/18/2004	16.852	192.162	3.370	38.432	11.450	38.573	14.30%	231.089	0.848	0.855	1.895	0.000
SECTION 14	1/18/2004	16.852	209.014	3.370	41.783	4.519	43.092	16.13%	226.570	0.850	0.861	1.670	0.328
SECTION 15	3/24/2005	14.247	223.261	2.849	44.632	0.000	43.092	16.13%	226.570	0.712	0.000	1.425	0.000
SECTION 16	6/26/2005	7.884	231.145	1.577	46.209	0.000	43.092	16.13%	226.570	0.390	0.000	0.780	0.000
SEC 17 (REV 2)	6/28/2005	10.228	241.340	2.045	48.254	2.008	45.000	16.87%	224.562	0.511	1.023	1.372	0.000
SECTION 18	1/26/2006	49.684	290.524	9.937	58.195	27.780	72.780	27.17%	196.882	2.484	0.000	4.968	27.780
SECTION 19	2/23/2006	7.888	298.412	1.578	59.762	1.932	75.212	27.89%	194.950	0.394	0.000	0.789	1.932
SEC 20-LOTS 5024-5025	3/23/2006	180.400	478.212	36.080	95.842	180.400	255.612	94.79%	14.050	0.000	0.000	180.400	180.400
SEC 20 LOT 508 (under new plat 07-13-15)	4/24/2008	12.600	491.812	2.520	98.362	0.000	256.512	95.12%	13.150	0.630	0.340	1.260	0.900
SEC 21 - LOT 1140 (REBUILT)	5/22/2008	3.864	495.676	0.773	99.055	0.045	256.557	95.14%	13.105	0.183	0.000	0.366	0.000
SECTION 22	6/22/2008	9.140	504.816	1.828	100.883	1.094	257.651	95.50%	12.011	0.457	0.000	0.914	1.094
SECTION 23	6/26/2008	4.607	509.423	0.921	101.805	0.573	258.224	95.76%	10.938	0.203	0.000	0.460	0.000
SECTION 24	10/26/2006	18.437	527.860	3.687	105.492	3.533	261.757	97.07%	7.805	0.922	0.620	1.844	2.913
SECTION 25	10/26/2006	36.580	564.340	7.316	112.808	0.000	261.757	97.07%	7.805	1.834	0.000	3.688	0.000
SEC 25-LOT 4034	5/22/2008	0.000	564.340	0.000	112.808	0.000	261.757	97.07%	7.805	0.000	0.000	0.000	0.000
SEC 26 (REV 1)	5/19/2010	22.460	586.800	4.492	117.300	3.387	265.805	98.96%	2.807	1.123	0.000	2.246	3.322
SEC 27 (REV 1)	6/26/2008	53.969	640.769	10.794	128.094	35.568	302.421	112.15%	-32.739	2.699	0.000	5.399	35.150
SECTION 28	5/23/2011	3.850	644.619	0.770	128.860	7.404	309.825	114.89%	-46.163	0.198	0.000	0.396	0.000
SECTION 29	4/14/2010	11.448	656.067	2.289	130.339	0.784	310.609	115.18%	-40.947	0.597	0.784	1.195	0.000
SECTION 30	9/25/2008	17.475	673.542	3.495	133.834	11.656	322.265	119.51%	-52.603	0.874	0.000	1.748	11.647
SECTION 32	6/28/2011	2.426	675.968	0.485	134.360	0.000	322.265	119.51%	-52.603	0.145	0.000	0.229	0.000
SECTION 33	8/25/2011	0	675.968	0	134.360	0	322.265	119.51%	-52.603	0	0.000	0	0
SECTION 33 (REV 1)	12/15/2014	0	675.968	0	134.360	0	322.265	119.51%	-52.603	0	0.000	0	0
SECTION 34	1/17/2017	2.7	678.668	0.54	134.904	1.07	323.335	119.90%	-53.673	0.39	0.000	0.78	1.07
SECTION 35	4/26/2012	6.65	685.318	1.33	136.238	0.16	323.495	119.96%	-53.833	0.3325	0.000	0.665	0.16
SEC 35 - LOT 4032 (REBUILT)	5/24/2012	0	685.318	0	136.238	0.02	323.515	119.97%	-53.853	0	0.000	0	0.02
SEC 35 - LOTS 4031 & 4041-4046	10/25/2012	0	685.318	0	136.238	0.04	323.555	119.99%	-53.893	0	0.040	0	0
SECTION 36	7/27/2012	8.94	694.258	1.788	138.026	0	323.555	119.99%	-53.893	0.447	0	0.894	0
SECTION 37	10/25/2012	4.77	703.028	0.954	140.924	0.33	323.885	120.11%	-54.223	0.2385	0	0.477	0
SECTION 38	12/15/2012	7.16	710.188	1.432	142.356	0	323.885	120.11%	-54.223	0.368	0	0.716	0
SECTION 37 Rev 2	6/27/2013	0	710.188	0	142.356	0.731	324.616	120.38%	-54.954	0	0	0	0
SECTION 37 Lot 1447	12/15/2013	0.0	710.188	0	142.356	0	324.616	120.38%	-54.954	0.03	0	0.06	0
SECTION 38	9/26/2013	8.00	720.383	1.6	143.956	0.49	325.106	120.56%	-55.444	0.4	0	0.8	0
SECTION 40	10/24/2013	15.72	736.103	3.144	147.100	7.75	332.856	123.43%	-63.194	0.565	0.561	1.872	7.248
SECTION 41	10/24/2013	9.88	745.982	1.976	149.076	0	325.106	120.56%	-55.444	0.404	0	0.808	0
SEC 39 - LOTS 1489-1490	7/7/2014	1.36	750.342	0.272	149.348	0	325.106	120.56%	-55.444	0.068	0	0.136	0
SECTION 42	8/24/2014	0.07	750.412	0.01392	149.600	0.398	325.504	120.71%	-55.842	0.00348	0	0.00696	0.398
SECTION 43	1/25/2014	15.28	765.692	3.056	152.746	2.85	328.354	121.77%	-58.692	0.764	0	1.528	0
SECTION 43	1/22/2015	10.83	776.522	2.17	154.916	0.91	329.264	121.95%	-59.602	0.53	0	1.083	0.91
SECTION 44	0.00	776.522	0	154.916	0	329.264	121.95%	-59.602	0	0	0	0	0
SECTION 25, LOT 4021	6.84	777.162	0.128	155.044	0	329.264	121.95%	-59.202	0.032	0	0.064	0	0
SECTION 20, LOTS 5018, 1155 & 5024	4.78	781.942	0.955	156.000	4.42	333.284	123.59%	-63.622	0.239	2.06	0.478	2.38	0
SECTION 44 Rev 1	7/28/2016	18.61	800.552	3.722	159.722	5.69	338.974	125.70%	-69.312	0.9305	0.83	1.861	4.86
SECTION 45	4/9/2016	9.95	810.522	1.99	161.712	0	338.974	125.70%	-69.312	0.4975	0	0.995	0
SECTION 46	7/28/2016	5.68	816.182	1.136	162.848	0	338.974	125.70%	-69.312	0.294	0	0.588	0
SECTION 47	9/22/2016	5.89	822.072	1.178	164.026	0	338.974	125.70%	-69.312	0.2945	0	0.589	0
SECTION 48	9/22/2016	5.15	827.222	1.03	165.056	0	338.974	125.70%	-69.312	0.2575	0	0.515	0
SECTION 49	10/17	827.860	2.154	167.210	2.15	331.014	122.75%	-67.72	0.3385	0	1.077	2.15	0
SECTION 50	11/7/2018	11.96	844.952	2.392	169.602	0.28	320.144	122.06%	-68.052	0.556	0	1.196	0.28
SECTION 51	11/2/2017	7.79	852.742	1.558	171.160	0	333.284	123.59%	-66.052	0.3885	0	0.779	0
SECTION 52	2/8/2019	13.06	865.802	2.612	173.772	0	338.974	125.70%	-66.052	0.653	0.93	1.306	0
SECTION 53	8/3/2018	6.89	872.692	1.378	175.150	0	338.974	125.70%	-66.052	0.3445	0	0.689	0
SECTION 54	11/8/2018	8.71	881.402	1.742	176.892	0	338.974	125.70%	-66.052	0.4355	0	0.871	0
SECTION 55	8/13/2018	3.04	884.442	0.608	177.500	0	338.974	125.70%	-66.052	0.152	0	0.304	0
CONCEPT PLAN (REV 5)			-16.200	-3.74	174.260		338.974	125.70%	-66.052	0.152	0	0.304	0





File #: 20-0758

DATE: May 20, 2020
TO: Board of Mayor and Aldermen
FROM: Eric Stuckey, City Administrator
Paul Holzen, Director of Engineering
Jimmy Wiseman, Asst. Director of Engineering

SUBJECT:

Consideration Of COF Contract No. 2020-0141, Westhaven Road Impact Fee Reimbursement Agreement With Southern Land, LLC.

PURPOSE:

The purpose of this memorandum is to provide information to the Franklin Board of Mayor and Aldermen (BOMA) concerning COF Contract No. 2020-0141.

BACKGROUND/STAFF COMMENTS:

As part of the revision to the Westhaven PUD Subdivision, the Developer was required to submit a Traffic Impact Analysis. This analysis identified the following offsite improvements:

- A traffic signal at Stonewater Blvd and SR 96 should be installed at approximately 25% buildout of proposed Western Property development. When installed, the traffic signal should include protected/permissive left-turn signal phasing for the westbound approach of Highway 96. The traffic signal should also include a right-turn overlap for the northbound approach of Stonewater Boulevard.
- At SR 96 @ Mack Hatcher, install an additional eastbound left on Hwy 96.
- Install a southbound left on Mack Hatcher at the Townsend Boulevard/Access A intersection.
- Improvements on Boyd Mill from the site access to Highway 96. This requires the road to be designed to Collector standards including the following:
 - 35 mph design speed for both vertical and horizontal alignments
 - 12 travel and turn lanes (left turn lanes are required on minor collector roadways)
 - Curb and gutter on both sides
 - Bike lanes on both sides
 - 6' grass strip on both sides
 - 6' sidewalk on both sides

FINANCIAL IMPACT:

ELIGIBLE ARTERIAL ROAD IMPACT FEE REIMBURSEMENT. The total eligible costs of design, right-of-way acquisition, easement acquisition, permits, and construction of the above arterial roadway Improvements is Five Hundred Fifty Thousand and No/100 Dollars (\$550,000.00) for the Development Project and the total reimbursement to the Developer is estimated to be Five Hundred Fifty Thousand and No/100 Dollars (\$550,000.00). At no time shall reimbursement exceed the arterial impact fees collected as part of the Development Project

ELIGIBLE COLLECTOR ROAD IMPACT FEE REIMBURSEMENT. The total eligible costs of design, right-of-way acquisition, easements acquisition, permits, and construction of the above collector roadway Improvements is Two Million and No/100 Dollars (\$2,000,000.00) for the Development Project and the total reimbursement to the Developer is Two Million and No/100 Dollars (\$2,000,000.00). At no time shall reimbursement exceed the collector impact fees collected as part of the Development Project

RECOMMENDATION:

Staff recommends that the Board of Mayor and Aldermen approve COF Contract No. 2020-0141.

**ROAD IMPACT FEE REIMBURSEMENT AGREEMENT
COF CONTRACT NO. 2020-0141**

This agreement ("Agreement") is entered into between The City of Franklin, Tennessee ("City") and Southern Land Company, LLC, ("Developer"), on this the _____ day of _____, 20____, pursuant to Title 16, Chapter 4 of the Franklin Municipal Code ("FMC").

WHEREAS, the Developer has previously submitted to the Franklin Municipal Planning Commission Westhaven PUD Subdivision, Development Plan, Revision 5 COF Project #7133 for approval (the "Development Project"); and

WHEREAS, the City has required the Developer to design, acquire right-of-way, acquire easements, obtain permits, and construct certain roadway improvements (the "Improvements") as a requirement of the Development Project and as shown on Exhibit A; and

WHEREAS, the Improvements required as part of the Development Project are identified in the City's Major Thoroughfare Plan, Connect Franklin; and

WHEREAS, the Developer has made application to offset a portion of the costs of these improvements against any Road Impact Fees due from the Development Project.

NOW THEREFORE, the City and the Developer, their successors and assigns, do hereby agree as follows:

1. PURPOSE. The purpose of this Agreement is to define the obligations of the parties necessary to carry out the intent of this Agreement for the provision of reimbursement of collector and arterial road impact fees pursuant to the FMC.

2. TERM. This Agreement shall become effective on the date it is fully executed and shall continue until the parties have fully fulfilled their obligations provided hereunder or until the Agreement is terminated as provided herein. Understanding the large financial investment each party is making, this Agreement shall only be terminated for convenience upon written agreement of the parties.

3. PROJECT. The Developer has submitted reliable information related to the costs of construction of the following Improvements:

- a. A traffic signal at Stonewater Blvd and SR 96 should be installed at approximately 25% buildout of proposed Western Property development. When installed, the traffic signal should include protected/permissive left-turn signal phasing for the westbound approach of Highway 96. The traffic signal should also include a right-turn overlap for the northbound approach of Stonewater Boulevard.
- b. At SR 96 @ Mack Hatcher, install an additional eastbound left on Hwy 96.
- c. Install a southbound left on Mack Hatcher at the Townsend Boulevard/Access A intersection.
- d. Improvements of Boyd Mill from the site access to Highway 96. This requires the road to be designed to Collector standards including all of the following:
 - i. 35 mph design speed for both vertical and horizontal alignments
 - ii. 12 travel and turn lanes (left turn lanes are required on minor collector roadways)

- iii. Curb and gutter on both sides
- iv. Bike lanes on both sides
- v. 6' grass strip on both sides
- vi. 6' sidewalk on both sides

4. ELIGIBLE ARTERIAL ROAD IMPACT FEE REIMBURSEMENT. The total eligible costs of design, right-of-way acquisition, easement acquisition, permits, and construction of the above arterial roadway Improvements is **Nine Hundred Fifty Thousand and No/100 Dollars (\$950,000.00)** for the Development Project and the total reimbursement to the Developer is estimated to be **Nine Hundred Fifty Thousand and No/100 Dollars (\$950,000.00)**. At no time shall reimbursement exceed the arterial impact fees collected as part of the Development Project

5. ELIGIBLE COLLECTOR ROAD IMPACT FEE REIMBURSEMENT. The total eligible costs of design, right-of-way acquisition, easements acquisition, permits, and construction of the above collector roadway Improvements is **Two Million and No/100 Dollars (\$2,000,000.00)** for the Development Project and the total reimbursement to the Developer is **Two Million and No/100 Dollars (\$2,000,000.00)**. At no time shall reimbursement exceed the collector impact fees collected as part of the Development Project

6. APPROVAL OF CONTRACTS AND AGREEMENTS. The City Engineer shall review and approve all professional services agreements, right-of-way and easement acquisition offers (that exceed the appraised value of the acquisition), and construction bids associated with the Improvements. The Developer shall obtain approval prior to the spending of any funding in which the Developer is seeking reimbursement from the City. The Developer agrees that failure to obtain contract approval from the City Engineer may result in loss of City reimbursement as determined by the City Engineer.

7. APPROVAL OF CONSTRUCTION DOCUMENTS. Prior to starting right-of-way acquisition, easement acquisition, and construction, the Developer shall submit construction documents to the City Engineer for review and approval. The Developer agrees that failure to obtain approval from the City Engineer may result in loss of City reimbursement as determined by the City Engineer.

8. PERMITS. The Developer shall be solely responsible for obtaining and complying with all necessary local, state, and federal permits associated with the Improvements.

9. ON-SITE RIGHT-OF-WAY AND EASEMENT DEDICATION. The reimbursement value of on-site right-of-way shall be based on the fair market value of the land at the date of application for the development approval for which the condition of dedication was imposed. The value of right-of-way is hereby established as **\$20.00 per SF**, and all other necessary temporary slope, temporary construction, access easements, and utility easements shall be dedicated at no cost to the City.

10. OFF-SITE RIGHT-OF-WAY AND EASEMENT ACQUISITION.

- a. The Developer shall be responsible for obtaining all off-site right-of-way and easements associated with the off-site Improvements.
- b. At a minimum, the Developer shall offer fair market value for all right-of-way and or easements necessary as part of the Improvements. The value of right-of-way and easements shall be determined by a professional real estate appraiser or other means as approved by the City Engineer.

- c. Should negotiations fail, the City agrees to assist, to the maximum extent allowable by law, in the acquisition of the necessary off-site right-of-way and easements associated with the Improvements.

11. Reimbursement and Final Acceptance.

- a. The Developer may submit periodic invoices to the City during the course of design, right-of-way acquisition, easement acquisition, permitting and construction (not more frequently than every 90 days), which invoices shall be payable within 30 days after approval by the Road Impact Fee Administrator (City Engineer), subject to collected impact fees as specified within this Agreement.
- b. No reimbursement on Construction shall be allowed until all right-of-way and easements have been properly deeded to the City and/or State and recorded at the Williamson County Register of Deeds.
- c. Invoices shall include copies of approved contracts and invoices associated with the roadway Improvements, partial lien waivers for all contracts and copies of checks to show proof of payment. The Developer shall submit invoices based on the latest approved City forms as required by the Road Impact Fee Administrator (City Engineer).
- d. Prior to final reimbursement and City acceptance of off-site Improvements, the Developer shall coordinate final inspections with the City and obtain letters of acceptance from the Street Department or City Engineer.
- e. The following costs are specifically excluded from reimbursement: fiscal cost, including interest of money borrowed to finance the construction, cost for utility relocations, landscaping, turn lanes, internal management fees and turn lanes / signal improvements that benefit solely the development and not the arterial and/or collector roadway.

12. INDEMNIFICATION.

- a. To the fullest extent permitted by Laws and Regulations, and in addition to any other obligations of Developer under this Agreement or otherwise, Developer shall indemnify and hold harmless the City, and the officers, directors, members, partners, employees, agents, consultants and subcontractors, from losses, damages, costs, and judgments (including but not limited to all fees and charges of engineers, architects, attorneys, and other professionals, and all court or arbitration or other dispute resolution costs) arising from third-party claims or actions relating to or resulting from the performance or furnishing of the Improvements, provided that any such claim, action, loss, cost, judgment or damage is attributable to bodily injury, sickness, disease, or death, or to damage to or destruction of tangible property (other than the improvements itself), including the loss of use resulting therefrom, but only to the extent caused by any negligent act or omission of Developer, and any contractor and any subcontractor, and any supplier, or any individual or entity directly or indirectly employed by any of them to perform any of the Improvements, or anyone for whose acts any of them may be liable.
- b. In any and all claims against City, or any of their officers, directors, members, partners, employees, agents, consultants, or subcontractors, by any employee (or the survivor or personal representative of such employee) of Developer, and contractor, any subcontractor, any supplier, or any individual or entity directly or indirectly employed by any of them to perform any of the Improvements, or anyone for whose acts any of them may be liable, the indemnification obligation under the paragraph above will not be limited in any way by any limitation on the amount or type of damages, compensation, or benefits payable by or for Developer, or any contractor or any such subcontractor, supplier, or other individual or entity under workers' compensation acts, disability benefit acts, or other employee benefit acts.

13. MISCELLANEOUS.

- a. Binding. This Agreement shall be binding upon the parties and shall take effect from and after its ratification and signing by all parties after obtaining appropriate approval pursuant to the requirements of applicable law.
- b. Severability. The parties agree that if any part, term, or provision of this Agreement is determined to be illegal or in conflict with any law of the State of Tennessee by any court with jurisdiction, the validity of the remaining portions or provisions shall not be affected. The rights and obligations of the parties shall be construed and enforced as if the Agreement did not contain the particular part, term, or provision held to be invalid.
- c. Specific Performance. The parties recognize that the rights afforded to each under this Agreement are unique and, accordingly, the individual parties shall, in addition to such other remedies as may be available to them in equity, have the right to enforce their respective rights hereunder by an action for injunctive relief and/or specific performance to the extent permitted by law.
- d. Cooperation. The parties agree to cooperate fully in order to successfully execute the terms and conditions of this Agreement, including obtaining all regulatory and governmental approvals required to carry out the terms of this Agreement, recognizing that the intent of each party to the other is to serve the individual interests of each party while respecting the conditions and obligations of this Agreement.
- e. Assignment. The rights and obligations of this Agreement are not assignable without prior written consent of the City.
- f. Law/Venue. This Agreement shall be exclusively governed by the laws of the State of Tennessee. In the event that any section and/or term of this Agreement, or any exhibits hereto, becomes subject to litigation, the venue for such action will be exclusively maintained in a court of competent jurisdiction sitting in Williamson County, Tennessee.
- g. Entire Agreement. This Agreement represents the entire agreement between the parties and supersedes all prior negotiations, representations, or agreements, either written or oral, with respect to the subject matter hereof. This Agreement may be amended only by written instrument signed by all parties.

IN WITNESS WHEREOF, each party has caused this Agreement to be executed by an authorized person effective as of the date and year written below.

Approved by the Franklin Board of Mayor and Aldermen on _____, 20 __.

[Signature Pages to Follow]

WITNESS our hands on the dates as indicated.

DEVELOPER

Southern Land Company, LLC

By: _____

Print Name: _____

Title: _____

STATE OF TENNESSEE)

)

COUNTY OF _____)

Before me, _____, a Notary Public of said County and State, personally appeared _____, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged _____ self to be _____ (or other officer authorized to execute the instrument) of _____, the within named bargainor, a _____, and that _____ as such _____ executed the foregoing instrument for the purposes therein contained.

Witness my hand and seal on this _____ day of _____, 20____.

Notary Public

My Commission Expires: _____

CITY

CITY OF FRANKLIN, TENNESSEE, a municipality

By: _____

DR. KEN MOORE
Mayor

Date: _____

By: _____

ERIC S. STUCKEY
City Administrator

Date: _____

STATE OF TENNESSEE)
)
COUNTY OF WILLIAMSON)

Before me, the undersigned Notary Public of said County and State, personally appeared DR. KEN MOORE and ERIC S. STUCKEY, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be the Mayor and City Administrator, respectively, of the City of Franklin, Tennessee, the within named bargainor, a municipality, and that as such Mayor and City Administrator executed the foregoing instrument for the purposes therein contained, by signing the name of the municipality by themselves as Mayor and City Administrator.

Witness my hand and seal this ____ day of _____, 20____.

Notary Public

My Commission Expires:_____

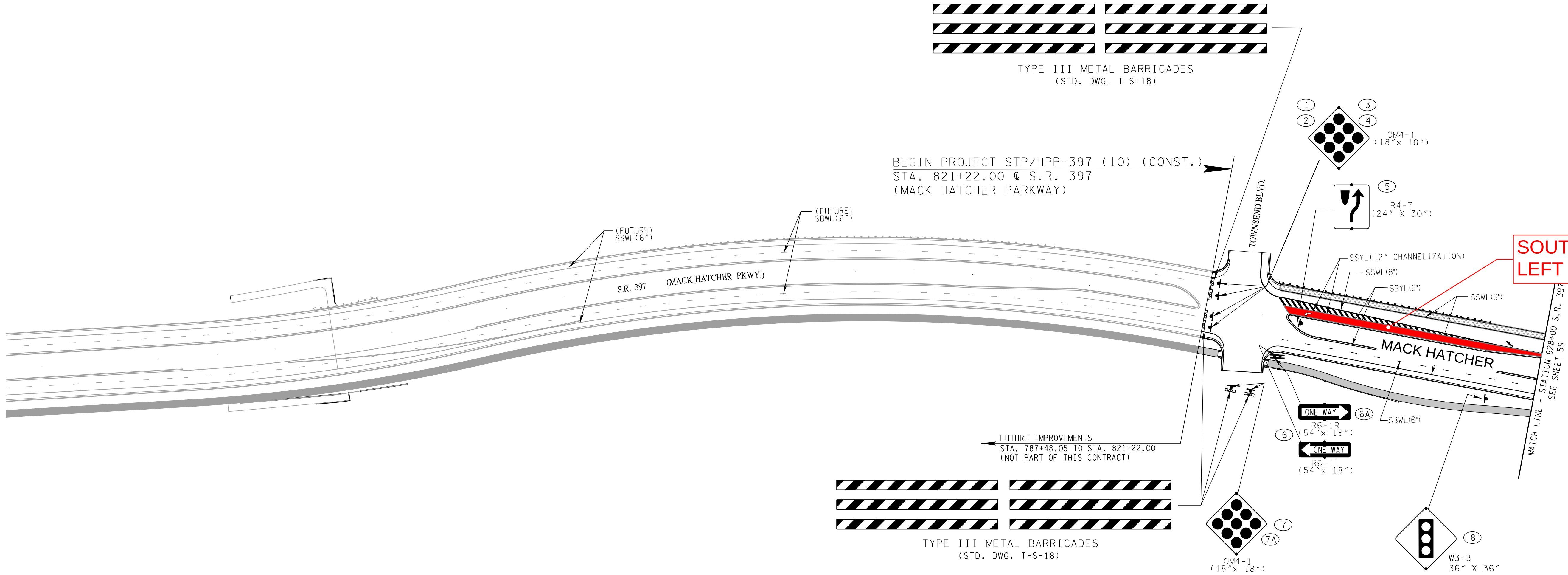
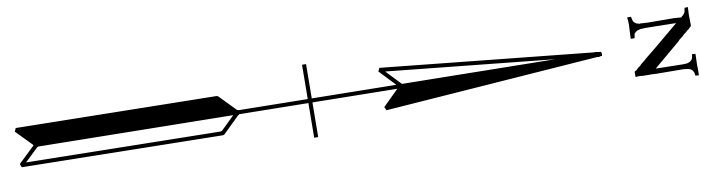
Approved as to form by:

Shauna R. Billingsley, City Attorney

EXHIBIT A

COF Contract No. 2020-0141 Exhibits
1 of 4

TYPE	YEAR	PROJECT NO.	SHEET NO.
CONST.	2018	STP/HPP-397(10)	58



LEGEND

SSWL	SINGLE SOLID WHITE LINE
SSYL	SINGLE SOLID YELLOW LINE
DWL	DOTTED WHITE LINE
SBWL	SINGLE BROKEN WHITE LINE
DSYL	DOUBLE SOLID YELLOW LINE

SEALED BY

STATE OF TENNESSEE
DEPARTMENT OF
TRANSPORTATION

SIGNING AND
PAVEMENT MARKING
PLAN

S.R. 397
STA. 805+00 TO 828+00



IMPROVE BOYD MILL TO
COLLECTOR STANDARDS
FROM SOUTHERN
PROPERTY BOUNDARY
TO HWY 96

SITE ACCESS





File #: 20-01105

DATE: September 1, 2020
TO: Board of Mayor and Aldermen
FROM: Eric Stuckey, City Administrator
Vernon Gerth, Asst. City Administrator Community Development

SUBJECT:

Consideration Of Resolution 2020-172, A Resolution Providing Next Steps Related To The Road Network And/Or Future Land Uses In The West Sanitary Sewer Basin, In The Western Part Of The City Of Franklin And Within The City's Urban Growth Boundary, North Of Highway 96 West. The initial discussion occurred during the August 11, 2020 Worksession.

PURPOSE:

The purpose of this memorandum is to provide information to the Franklin Board of Mayor and Aldermen (BOMA) regarding recent citizen and property owner inquiries related to the future extension of public infrastructure and land uses within the West Sanitary Sewer Basin located in the western part of the city of Franklin and within the City's Urban Growth Boundary, North of Highway 96 West. .

BACKGROUND/STAFF COMMENTS:

Recently, there have been a number of conversations with property owners and representatives of parcels located in the West Sanitary Sewer Basin regarding potential future development and infrastructure. This led to a discussion with the City of Franklin Board of Mayor and Aldermen during their August 11, 2020 Work Session regarding a variety of ideas and expectations regarding the future alignment of a section of Old Charlotte Pike and the type and intensity of future development in this area of the City and County. Currently, the City of Franklin's Land Use Plan, Envision Franklin, designates this area as the Conservation Subdivision Design Concept, and the City's Comprehensive Transportation Network Plan (Connect Franklin) includes a general alignment for Old Charlotte Pike. In order for the City to effectively plan for the extension of public infrastructure and provide property owners and interested citizens meaningful guidance regarding the City's vision for this area, staff has drafted the enclosed Resolution 2020-172 that affords the Board of Mayor and Aldermen the opportunity to provide guidance to citizens and staff on the Board's vision for this area. This Resolution is intended to be placed on the Board of Mayor and Aldermen meeting agenda scheduled for Tuesday, September 22, 2020 for consideration.

FINANCIAL IMPACT:

Until the Board of Mayor and Aldermen provides direction, determining the short and long term financial impact is difficult. However, in the event the Board of Mayor and Aldermen were to select Option (C) that will provide City staff with the direction to facilitate the creation of a Small Area Plan for the entire West Harpeth area (the area generally west of the new section of Mack Hatcher Parkway, between Hillsboro Road and Highway 96 West), staff would proceed with identifying the scope of work and determining whether additional outside services should be engaged to assist with

this project or if staff has the resources available to undertake and complete this project in a timely manner.

RECOMMENDATION:

It is recommended that the Board approve Resolution 2020-172 with "Option C" which directs that a small area plan be developed to include preferred land use development and necessary infrastructure including an updated transportation/roadway plan for the area.

RESOLUTION NO. 2020-172

A RESOLUTION PROVIDING NEXT STEPS RELATED TO THE ROAD NETWORK AND/OR FUTURE LAND USES IN THE WEST SANITARY SEWER BASIN IN THE WESTERN PART OF THE CITY OF FRANKLIN AND WITHIN THE CITY'S URBAN GROWTH BOUNDARY NORTH OF HIGHWAY 96 WEST.

WHEREAS, certain property owners within the West Sanitary Sewer Basin generally located in the City of Franklin's Urban Growth Boundary adjacent to the City of Franklin's western corporate limits north of Highway 96 West have requested consideration to be annexed; and

WHEREAS, during discussions with owners, family members, and representatives of these parcels, including a discussion with the City of Franklin Board of Mayor and Aldermen during their August 11, 2020, Worksession, a variety of ideas and expectations were shared regarding the future horizontal alignment of a section of Old Charlotte Pike and the type and intensity of future development in this area of the City and County; and

WHEREAS, two of the ideas and expectations shared during the August 11, 2020, Worksession included: 1) removing Old Charlotte Pike as a minor collector from the City of Franklin's Comprehensive Transportation Network Plan (Connect Franklin) and 2) approving the horizontal alignment of Old Charlotte Pike as illustrated on Exhibit A; and

WHEREAS, while the City of Franklin's Land Use Plan, Envision Franklin, currently designates this area as the Conservation Subdivision Design Concept, and the City's Comprehensive Transportation Network Plan (Connect Franklin) includes a general alignment for Old Charlotte Pike, in order for City staff to effectively plan for the extension of public infrastructure and provide property owners and interested citizens meaningful guidance of the City's vision for this area, staff is seeking additional guidance from the Board of Mayor and Aldermen; and

WHEREAS, there has been public feedback related to land use, lot size, rural character, road network, and floodplain conditions and proposed floodplain modifications related to various potential development plans in the West Harpeth area; and

WHEREAS, based largely on the ideas and expectations expressed during the August 11, 2020, Worksession, City staff requests the Board of Mayor and Aldermen provide additional guidance regarding the extension of public infrastructure and future development in this area by selecting one of the following options:

- A. Recommend to the Franklin Municipal Planning Commission that it remove Old Charlotte Pike becoming a minor collector as currently designated in the City's Comprehensive Transportation Network Plan (Connect Franklin).
- B. Recommend to the Franklin Municipal Planning Commission that it include a more specific or different horizontal alignment of Old Charlotte Pike as a minor collector in the City's Comprehensive Transportation Network Plan (Connect Franklin) as shown on Exhibit A.
- C. Request that the Franklin Municipal Planning Commission complete a "Small Area Plan" for the entire West Harpeth area (the area generally west of the new section of Mack Hatcher Parkway, between Hillsboro Road and Highway 96 West) that is currently designated as the Conservation Design Concept in Envision Franklin, inclusive of public engagement on future land use, local road network, floodplain management/flood resilience, and public water and sanitary sewer infrastructure, with details to guide future development in the area.

NOW THEREFORE, BE IT RESOLVED, BY THE BOARD OF MAYOR AND ALDERMEN OF THE CITY OF FRANKLIN, TENNESSEE, that the Board of Mayor and Aldermen select option _____ and authorizes City staff to proceed accordingly.

BE IT IS SO RESOLVED AND DONE on this_____ day of _____, 2020

ATTEST:

CITY OF FRANKLIN, TENNESSEE:

BY:_____
Eric S. Stuckey
City Administrator/Recorder

BY:_____
Dr. Ken Moore
Mayor

APPROVED AS TO FORM BY:

Shauna R. Billingsley, City Attorney





File #: 20-01012

DATE: August 26, 2020
TO: Board of Mayor and Aldermen
FROM: Eric Stuckey, City Administrator
Mark Hilty, Asst. City Administrator Public Works
Steve Grubb, Director of Streets

SUBJECT:
Update On Residential Bulk Leaf Collection.
WS 8/25/20

PURPOSE:
The purpose of this memorandum is to provide information to the Franklin Board of Mayor and Aldermen (BOMA) concerning modifications to the City's Bulk Leaf Collection Process.

BACKGROUND/STAFF COMMENTS:
The Bulk Leaf Collection Process has virtually been unchanged for 24 years. Due to the growth of the community and the maturation of trees within neighborhoods, we are experiencing significant delay in the collection process during peak times. Our resources are very thin during the bulk leaf collection season (October 1st through January 31st). For some time we have been unable to meet the commitment of guaranteeing a daily collection of leaves (one pick-up per week) during the peak season. Given the limitation of time and resources, City staff recommends that the department shorten the season and move to a bi-weekly collection schedule throughout the City. We are seeking to improve our collection process by providing a more definitive schedule for our citizens and more clearly define the level of service in the community. This revised service level is consistent with those offered in other cities.

FINANCIAL IMPACT:
The revised collection schedule works within the City's existing resources and operating budget.

RECOMMENDATION:
Staff recommends that the Board of Mayor and Aldermen acknowledge the presentation and approve this change in the structure of the City's bulk leaf collection service.

City of Franklin
Street Department

Steve Grubb, Director
September 8th, 2020

Residential Bulk Leaf Collection

Residential Bulk Leaf Collection

Staff Research

Collection Zone Map

Communication

Discussion

Staff Research

- Bowling Green, KY
- Clarksville, TN
- Cookeville, TN
- Dickson, TN
- Grand Junction, CO
- Naperville, IL
- Raleigh, NC
- Rock Hill, SC
- Shaker Heights, OH
- Tullahoma, TN
- Upper Arlington, OH
- Winston Salem, NC
- 10 Collection Zones, 2 day each zone
- Do not operate Leaf Vacuums
- Collection every 3-4 weeks
- Street by Street collection process until April
- 5 Collection Zones, Bi-weekly
- Three collection opportunities
- Twelve Zones, 2 collection opportunities
- Bi-Weekly collection process
- Bi-Weekly collection process
- Three collection opportunities
- 6 Collection Zones, Five opportunities
- 4 Collection Zones, Three opportunities

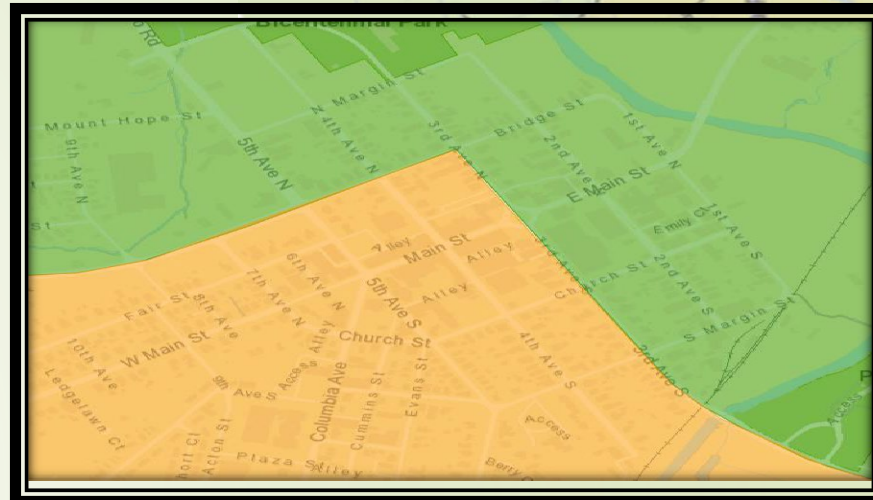
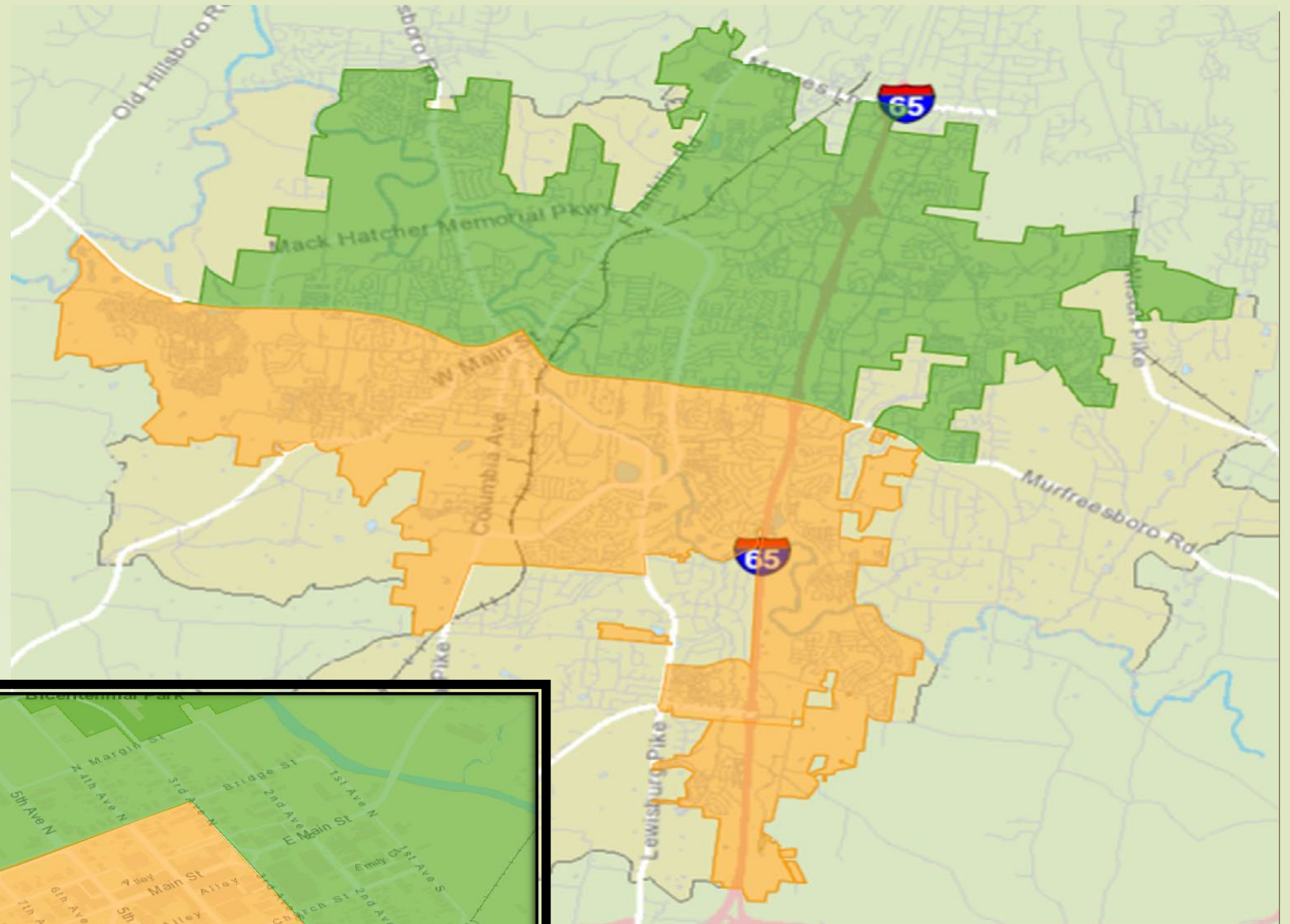
Collection Zone

■ Green Zone Week of Dates

- . November 2nd
- . November 16th
- . November 30th
- . December 14th
- . December 28th
- . January 11th

■ Orange Zone Week of Dates

- . October 26th
- . November 9th
- . November 23rd
- . December 7th
- . December 21st
- . January 4th



Communication



Social Media Blast



Web Page updates



Neighborhood Sign
Placement

Discussion





File #: 20-01082

DATE: August 26, 2020
TO: Board of Mayor and Aldermen
FROM: Eric Stuckey, City Administrator
Shauna Billingsley, City Attorney

SUBJECT:

Consideration Of Ordinance 2019-19 To Amend Title 16 Chapter 5 Of The Municipal Code To Address Public Gathering And Expression Events.

PURPOSE:

The purpose of this memorandum is to provide information to the Franklin Board of Mayor and Aldermen (BOMA) concerning the proposed amendment to Title 16, Chapter 5 of the Franklin Municipal Code relative to Public Gathering and Expression Events

BACKGROUND/STAFF COMMENTS:

Public Gathering and Expression Events:

The City encourages community gatherings, demonstrations and assemblies. The purpose of the ordinance is to promote public safety and welfare, to provide the City with a minimum amount of time to logistically accommodate requests for Special Events, Public Gathering and Expression Events, and temporary street closures; to assure that the First Amendment rights of those who wish to peacefully participate in Special Events and Public Gathering and Expression Events on City public property are preserved and protected; to coordinate multiple uses of limited space; to ensure that streets and sidewalks remain safe and accessible; and to assure reasonable access to public property by other community members not involved in the requested events. The ordinance is intended to facilitate the safe exercise of our First Amendment rights and ensure that the City provides protection to all who wish to exercise those rights. The City welcomes these events in our community, and we have developed the following regulations for groups wishing to gather in the City to enable the City to provide a safe environment for participants, bystanders and the community.

A permitting system is legally justified if the permitting system includes maintaining public property in a clean and usable condition, coordinating multiple uses of limited space, and ensuring that streets and sidewalks remain safe and accessible. Governments also have a substantial interest in regulating the potential harmful effects of public assemblies – threats the human safety, public health, nearby property and excess noise.

Under this ordinance, permits for public gathering and expression events will be required for events that are larger than 20 or more participants or if street closures are requested. The application must be submitted at least 48 hours prior to the event, and the City Administrator must approve, approve with conditions, or deny the application within 24 hours of receipt of the application unless the event occurs further into the future. Denials can only occur if another event is permitted on the same grounds at the same time and day or if the police and fire employees are needed at another permitted event. With that said, the City Administrator will work with the applicant to find an

agreeable day, time, and place for the requested event. There are no fees associated with a public gathering and expression event permit. This permitting system will allow the City to designate the permitted area as exclusive and will allow the police department to better protect the participants of the event. Counter-protestors will not be allowed to co-mingle with the permittees but will have a designated area in which to counter-protest.

Special Events:

In addition, this ordinance cleans up some language in the special event permit section. Specifically, large events will now be defined as 500 or more attendees instead of 200.

FINANCIAL IMPACT:

There are no financial impacts.

RECOMMENDATION:

Staff recommends that the Board of Mayor and Aldermen approve Ordinance 2019-19.

**PUBLIC GATHERING AND EXPRESSION
EVENT PERMIT AND
SPECIAL EVENT PERMIT CLEAN UP**

Ordinance 2019-19

LEGALITY OF A PERMITTING SYSTEM

- Although the First Amendment limits the government's ability to regulate speech in public forums, it does not guarantee a right to express oneself "at all times and places or in any manner that may be desired."
 - *Heffron v. Int'l Soc'y for Krishna Consciousness, Inc.*, 452 U.S. 640, 647 (1981).
- Long-established First Amendment principles permit the government to act in ways that burden expressive freedoms if it can demonstrate an adequate justification for doing so. Public safety is a legitimate and compelling governmental interest that can justify certain restrictions on speech and assembly.

CAN ONLY REGULATE UNDER TWO OVERARCHING FIRST AMENDMENT FRAMEWORKS

- First, restrictions that single out speech on the basis of its content are subject to strict scrutiny, meaning that they “must be the least restrictive means of achieving a compelling state interest.”
 - *McCullen v. Coakley*, 573 U.S. 464, 478 (2014).
- Second, if a restriction is content-neutral—such that it regulates only the time, place, or manner in which speech can occur, but not the substance of the speech itself—then it need only (1) be “narrowly tailored to serve a significant governmental interest” and (2) “leave open ample alternative channels for communication of the information.”
 - *Ward v. Rock Against Racism*, 491 U.S. 781, 791 (1989) (quoting *Clark v. Cmty. for Creative Non-Violence*, 468 U.S. 288, 293 (1984)).

SPECIAL EVENT AND PUBLIC GATHERING AND EXPRESSION EVENT: PURPOSE

- The City supports community gatherings, demonstrations and assemblies. The purpose of this chapter is to promote public safety and welfare, to provide the City with a minimum amount of time to logistically accommodate requests for Special Events, Public Gathering and Expression Events, and temporary street closures; to assure that the First Amendment rights of those who wish to peacefully participate in Special Events and Public Gathering and Expression Events on City public property are preserved and protected; to coordinate multiple uses of limited space; to ensure that streets and sidewalks remain safe and accessible; and to assure reasonable access to public property by other community members not involved in the requested events.

PUBLIC GATHERING AND EXPRESSION EVENT PERMIT: PURPOSE

- This chapter is intended to facilitate the safe exercise of our First Amendment rights and ensure that the City provides protection to all who wish to exercise those rights. The City supports these events in our community, and we have developed the following regulations for groups wishing to gather in the City to enable the City to provide a safe environment for participants, bystanders and the community.

FEE FOR PUBLIC GATHERING AND EXPRESSION EVENT PERMIT

- Litigated frequently, the First Amendment forbids administrators from exercising unfettered discretion in deciding (1) whether to impose financial obligations as a condition of receiving a permit, and (2) if so, in what amounts.
- The Supreme Court held that “[s]peech cannot be financially burdened” on content-based grounds
 - *Forsyth County v. Nationalist Movement*, 505 U.S. 123, 134 (1992).

This ordinance does not require a fee for public gathering and expression event permits. It does continue to require a fee for special events.

APPLICATION REQUIREMENTS

- Governments must be able to insist that applicants provide relevant information concerning the proposed event but it must serve a valid government interest, such as maintaining a point of contact.
- These requirements are usually uncontroversial and rarely generate litigation. But the First Amendment limits the types of information that applicants can be forced to disclose in order to receive a permit.
 - *New England Reg'l Council of Carpenters v. Kinton*, 284 F.3d 9, 28 (1st Cir. 2002) (contact information required from either the attorney for, or another representative of, the sponsoring organization); *Marcavage v. City of New York*, 918 F.Supp. 2d 266, 273 (S.D.N.Y. 2013) (certain permit applicants required to provide their “name, address, and phone number”); *Sauk Cty. v. Gumz*, 669 N.W.2d 509, 529 (Wis.App. 2003) (applicant’s signature required).
- The City’s ordinance requests applicant information, what the applicant is asking to do, and what type of items will be brought (i.e., amplification, signs, food)

NUMBER OF ATTENDEES THAT TRIGGER A PERMIT

- Courts are hostile to permit requirements for small assemblies. Such a requirement is almost certain to be struck down if it applies to groups of 20 or fewer individuals.
 - See, e.g., *Smith v. Exec. Dir. of Ind. War Memorials Comm'n*, 742 F.3d 282 (7th Cir. 2014)
- This ordinance states that events with attendees over 20 people would require a permit but if a smaller event requires a street closure, a permit would be required.

TIMING FOR APPLICATIONS

- Courts have consistently rejected advanced registration requirements longer than 2 days.
 - *Douglas v. Brownell*, 88 F.3d 1511, 1523-24 (8th Cir. 1996)(striking down 5-day advance registration requirement); *A QuakerAction Group v. Morton*, 516 F.2d 717, 735 (D.C. Cir. 1975) (upholding 48-hour advance registration requirement).
- This ordinance provides for an application to be filed at least 48 hours in advance of the event

APPROVAL OF PUBLIC GATHERING AND EXPRESSION EVENT PERMIT

- When multiple applicants request to use the same property for the same time, governments must decide how to prioritize these overlapping applications.
- A first-come, first-served regime is easily administrable and would avoid any prospect of content-based discrimination.
 - *Kissick v. Huebsch*, 956 F. Supp. 2d 981, 993 (W.D.Wis. 2013)
- The City's ordinance will be a first-come, first-served. Applicants will apply online so day and time of application will be easy to determine.

CONDITIONS CAN BE APPLIED

- Permitting regimes may include conditions applicable to all permits issued thereunder, such as a list of prohibited items. They also may authorize local officials to impose additional conditions on particular permits in the interest of public safety. In either circumstance, the conditions would presumably take the form of time, place, and manner restrictions, the violation of which would justify revoking the permit and canceling the event.
 - See *Lederman v. United States*, 291 F.3d 36, 45–46 (D.C. Cir. 2002); *Bay Area Peace Navy v. United States*, 914 F.2d 1224, 1227–28 (9th Cir. 1990);
- Must apply to all attendees, not just the permittees
- The City’s ordinance contains the following possible conditions:
 - Change of location
 - Change of time
 - Requirement for certain items or personnel to be present
 - Prohibited list of items

NO UNFETTERED DISCRETION TO REGULATE EXPRESSION

- Administrators may not exercise “unfettered discretion” to permit or restrict speech.
 - *City of Lakewood v. Plain Dealer Publ’g Co.*, 486 U.S. 750, 772 (1988).
- Supreme Court invalidated an ordinance requiring that permits for public demonstrations be granted “unless in [the city commission’s] judgment the public welfare, peace, safety, health, *decency, good order*, or convenience require that it be refused.” Such language enabled local officials “to roam essentially at will,” authorizing or forbidding speech according to their personal conceptions of “decency,” “morality,” and “public welfare.”
 - *Shuttlesworth v. City of Birmingham*, 394 U.S. 147, 149–50 (1969).
- Challenged provisions are usually upheld as long as the administrator’s discretion can be fairly characterized as less than absolute.
 - *Thomas v. Chicago Park Dist.*, 534 U.S. 316, 322 (2002)

CITY RESPONSE

- To avoid potential First Amendment pitfalls, cities are well-advised to specify that permit applications will be deemed granted if not acted on within a specified time period.
 - *A Quaker Action Grp. v. Morton*, 516 F.2d 717, 735 (D.C. Cir. 1975)

This ordinance states the City Administrator will communicate with impacted departments and will resolve all doubts in favor of granting the permit.

The Application must be approved, approved with conditions, or denied within 24 hours of receipt of the application unless the event is further into the future

DENIAL OF A PUBLIC GATHERING AND EXPRESSION EVENT PERMIT

- There is little doubt that permit requests may be denied for reasons that track the underlying justifications for permitting systems—for example, when a permit has already been granted for the same time and place, or if the applicant’s proposed activities (as distinguished from protesters’ responses) would be unlawful, endanger the health and safety of surrounding persons, significantly inhibit pedestrian and vehicular traffic, or deprive the municipality of critical services (such as police protection) that could not be supplied through other means
 - *Church of the Am. Knights of the KKK v. City of Gary*, 334 F.3d 676, 683 (7th Cir. 2003);
Progressive Labor Party v. Lloyd, 487 F. Supp. 1054, 1059 (D. Mass. 1980)
- Under the City’s ordinance, denial is limited to not applying in time, not completing the application, the requested area has a valid permit for an event, or the day and time conflicts with another event that is using City resources

APPEAL OF DENIAL

- The permit process should provide for an appeal in the case of a denial
- The ordinance provides that the appeal is to BOMA, but the hearing must happen prior to the scheduled event

SPONTANEOUS EXPRESSION BASED ON RECENT EVENTS OR NEWS

- Under the First Amendment, a city cannot “flatly ban groups of people from spontaneously gathering on sidewalks or in public parks in response to a dramatic news event. But it can require a permit for a planned event on public property, especially a large-scale demonstration or march....”
 - *Vodak v. City of Chicago*, 639 F.3d 738, 749 (7th Cir. 2011)
- City’s proposed ordinance would allow for these events

REVOCATION OF PERMITS

- Can be revoked prior to the event or during the event
- Generally for weather and other safety reasons, but also if it is found that the applicant was less than truthful on the application

DISRUPTION OF PERMITTEE'S SPEECH

- In *Bible Believers v. Wayne County*, the 6th Circuit (our circuit) did not categorically foreclose the removal of controversial speakers if necessary to stave off immediate harm. It instead held that, “before removing [a] speaker due to safety concerns, . . . the police must first make bona fide efforts to protect the speaker from the crowd’s hostility by other, less restrictive means.” The court made clear that silencing a speaker in this way “will seldom, if ever, constitute the least restrictive means available” for serving a compelling governmental interest. In particular, “containing or snuffing out the lawless behavior of the rioting individuals” must *always* be attempted before effectuating a heckler’s veto
 - *Bible Believers v. Wayne County*, 805 F.3d 228, 254 (6th Cir. 2015)
- Techniques like buffer zones and barricades can help to prevent violent confrontations, thereby “protect[ing] those actively exercising their rights” from forcible silencing
 - *Olivieri v. Ward*, 801 F.2d 602, 607 (2d Cir. 1986).
- As a matter of practice, the City will anticipate counter-protesters and will pre-select an area close by but separate from the permitted protest area

SPECIAL EVENT PERMIT CHANGES

- Current ordinance defines a small special event as an event with 200 or fewer attendees. These events do not require a permit unless certain triggers are met.
- The proposed ordinance would change small special events from 200 to 500 attendees. The change would mean that only events that expect 500 or more attendees would need to be approved by BOMA.
- The proposed ordinance also cleans up language and capitalization.

ORDINANCE NUMBER 2019-19

AN ORDINANCE TO AMEND TITLE 16, CHAPTER 5 OF THE CITY OF FRANKLIN MUNICIPAL CODE, SPECIAL EVENTS AND TEMPORARY STREET CLOSURES TO ADDRESS PUBLIC GATHERING AND EXPRESSION EVENTS.

WHEREAS, the City of Franklin, Tennessee recognizes the importance of and supports protests, events, outdoor public assemblies, and other public gatherings as activities protected by the First Amendment to the United States Constitution; and

WHEREAS, the City of Franklin, Tennessee may adopt and enforce regulations relative to protests and marches when the regulations only effect the time, place, and manner of expression, are content-neutral, are narrowly tailored to serve a significant governmental interest, and leave open ample alternative channels of communication; and

WHEREAS, the City of Franklin, Tennessee has a significant interest in providing a safe environment to those who wish to exercise their First Amendment rights of speech and peaceable assembly; and

WHEREAS, the City of Franklin, Tennessee has authority to require permits for protests, marches, parades, and other assemblies, but does not have authority to control the message of the speaker; and

WHEREAS, the City has a significant interest in ensuring the public safety and order and in promoting the free flow of pedestrian traffic in city parks, streets, sidewalks, and other public fora; and

WHEREAS, the Board of Mayor and Aldermen believes it is in the best interests of the City of Franklin, Tennessee amend Title 16, Chapter 5 of the Franklin Municipal Code to address permits for certain Public Gathering and Expression Events.

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF MAYOR AND ALDERMEN OF FRANKLIN, TENNESSEE, AS FOLLOWS:

SECTION I: That Title 16, Chapter 5 of the City of Franklin Municipal Code is hereby deleted in its entirety and replaced with language as follows:

Chapter 5. – SPECIAL EVENTS, PUBLIC GATHERINGS AND EXPRESSION EVENTS, AND TEMPORARY STREET CLOSURES

Sec. 16-501. – Purpose and Intent.

The City supports community gatherings, demonstrations and assemblies. The purpose of this chapter is to promote public safety and welfare, to provide the City with a minimum amount of time to logistically accommodate requests for Special Events, Public Gathering and Expression Events, and temporary street closures; to assure that the First Amendment rights of those who wish to peacefully participate in Special Events and Public Gathering and Expression Events on City public property are preserved and protected; to coordinate multiple uses of limited space; to ensure that streets and sidewalks remain safe and accessible; and to assure reasonable access to public property by other community members not involved in the requested events.

Sec. 16-502. – Definitions.

As used in this chapter, the following terms and phrases shall have the following definitions:

- (1) *Amusement ride or amusement attraction* shall be defined as in Tennessee Code Annotated, § 56-38-102, excluding wholly inflatable attractions.
- (2) *Applicant* shall mean any person or organization who seeks a Special Event Permit or a Public Gathering and Expression Permit.
- (3) *City Administrator* shall mean the City Administrator or City employee designated by the City Administrator to act in his/her place.
- (4) *Private gathering* means an event that is held on private property and is not open to the public. A private gathering shall not be subject to the requirements of this chapter unless:
 - a. A temporary street closure is requested;
 - b. Two hundred or more people gather in a residential area during the event; or
 - c. Five hundred or more people gather in an area other than a residential area during the event.
- (5) *Public Gathering and Expression Event* means and denotes any political, civic, religious or other public activity intended primarily for the communication of ideas as opposed to the generation of monetary profit by the participants in or Sponsors of the event, or the advertisement of products, goods or services. Fundraising and/or donations are permissible secondary objectives for a Public Gathering and Expressions Event, and which is further described in Sec. 16-515.
- (6) *Public Gathering and Expression Event Permit* shall refer to an approved Public Gathering and Expressions Event Permit.
- (7) *Special Event* shall mean any public gathering such as a block party, local Special Event, parade, festival, celebration, concert, carnival, fair, exhibits, trade shows or any similar occurrence to be conducted on public or private property within the City of Franklin, Tennessee. Special Events occurring entirely within structures that have been approved by the city for occupancy by 500 or more people shall be exempt from the requirements of this chapter.
- (8) *Special Event Permit* shall refer to an approved Special Event Permit.
- (9) *Sponsor* shall mean any person who, or organization which, intends to conduct a Special Event or Public Gathering and Expression Event.
- (10) *Temporary street closure* shall refer to a condition created by Special Event, private gathering or Public Gathering and Expression Event to be conducted within or on any street or intersection in the City of Franklin, Tennessee, that requires one or more lanes of travel be closed for a public safety purpose. Any request for temporary street closure(s) is deemed a request for a Special Event and requires a Special Event permit. Any temporary street closure authorized in whole or in part by the City for municipal purposes, including, but not limited to, conveyance of traffic, or travel is exempt from this chapter.

Sect. 16-503. - Permit or notice required for Special Events.

- (1) **Notice for private gatherings.** No permit shall be required for a private gathering unless a temporary street closure permit is requested. Said request must be received by the Police Department at least 72 hours prior to the private gathering. Such notice may be oral and shall contain the date, time and place of the gathering, as well as contact information.
- (2) **Permit required.** No person, firm, corporation or organization shall participate in, advertise for or in any way promote, organize, control, manage, solicit, or induce

participation in a Special Event, a public gathering or expression event, or a private gathering where a temporary street closure is requested, unless a permit has first been obtained from either the Permit Officer or Board of Mayor and Aldermen.

- (3) **Violation of Terms of Permit.** No person, firm, corporation or organization shall violate any of the terms of a permit issued or this chapter, nor join or participate in any permitted activity under this chapter over the objection of the permit holder, nor in any manner interfere with the progress or orderly conduct of a Special Event or Public Gathering and Expression Event.

Sec. 16-504. - Application for a Special Event Permit.

For Special Events, an application for a permit shall be made upon a form provided by the City Administrator and shall contain all the following information:

- (1) The name, residence and business address, and phone number of each person and organization sponsoring the Special Event. If an organization, the application shall indicate whether it is authorized to do business within the State of Tennessee and contain the names, residences and business addresses, and phone numbers of the president or chairman thereof, and all other persons:
 - a. Having an interest or position of management or control in such organization;
 - b. Who are or will be engaged in organizing, promoting, controlling, managing or soliciting participation in such Special Event; and
 - c. Who will be vending or soliciting at the event under the Special Event Permit.
- (2) The date, or dates, and beginning and ending hours of such Special Event;
- (3) The location, including blocks, streets, or intersections, in which such Special Event will occur and a map of same, and indicate where a temporary street closure is required, if any;
- (4) The estimated number of persons who will participate;
- (5) The purpose of the Special Event;
- (6) Whether parking is requested to be restricted or prohibited during such closure;
- (7) Whether any sound amplification equipment is proposed to be used, and if so, information describing such sound amplification. No sound amplification equipment shall be used in anyway contrary to the applicable city ordinance on sound amplification equipment, or contrary to the city ordinance on noise pollution;
- (8) Whether or not charity, gratuity, or offerings will be solicited or accepted, or sales of food, beverages, including alcohol or beer, or other merchandise will occur;
- (9) Whether any temporary street closure will occupy all or only a portion of the street or intersection involved;
- (10) Whether the Special Event includes any Amusement Attraction or Amusement ride; and
- (11) Such other information as the City Administrator deems reasonably necessary in order to carry out his duties under this chapter.

Sec. 16-505. - Time of filing application for Special Event Permit; long-term Special Event Permits.

- (1) For a first time Special Event or a Special Event that is changing venue from previously permitted Special Events, the permit application shall be filed not less than one hundred twenty (120) days prior to the scheduled street closure or Special Event.
- (2) For Special Events that are recurring, the permit application shall be filed not less than ninety (90) nor more than three hundred sixty-four (364) days prior to the scheduled street closure or Special Event.
- (3) If the City Administrator determines that the proposed event is a significant community-wide event with anticipated attendance of greater than 15,000, or of such magnitude

that City staff and the event organizer need more than three hundred sixty-five (365) days to prepare for said event, the Board of Mayor and Aldermen may approve a long-term Special Event Permit for said event. In order to be eligible for a long-term permit, an event must have taken place for at least (2) two consecutive years within the City immediately preceding the application. The initial term for a long-term Special Event Permit shall be no longer than five (5) years. Applicants under a long-term Special Event Permit shall be required to meet all terms of this chapter, including, but not limited to filing with the City Administrator an application for amendment to the long-term Special Event Permit annually for staff review and Board of Mayor and Aldermen approval. Such amendment shall contain the same information required by Sec. 16-504 and shall be filed no later than six (6) months prior to the approved event date. The Board of Mayor and Aldermen reserves the right to withdraw or cancel any long-term Special Event Permit at any time.

Sec. 16-506. - Barricades, litter collection, and sanitary facilities relative to a Special Event Permit.

When a Special Event Permit is granted and includes a temporary street closure, Applicants shall provide and remove such barricades and warning devices as are deemed necessary by and are acceptable to the City Administrator. Applicants shall also provide for the collection and removal, at Applicant's expense, of all trash, garbage, and litter caused by or arising out of such Special Event and for adequate sanitary facilities as are deemed necessary by the City Administrator. Each Applicant shall enter into a written agreement, specifying the duties to be performed under this section and the costs to be imposed. Such written agreement shall be in a form approved by the City Attorney and shall be binding after approval by the City Administrator.

Sec. 16-507. - Hold harmless and liability insurance requirements for Special Event Permits.

Applicants shall agree in writing to assume the defense of and indemnify and save harmless the City, its aldermen, boards, commissions, officers, employees and agents, from all suits, actions, damages or claims to which the city may be subjected of any kind or nature whatsoever resulting from, caused by, arising out of or as a consequence of a Special Event and the activities permitted in connection therewith. The City Administrator shall require the Applicant to submit a certificate of insurance from a Tennessee state-licensed entity prior to the event in an amount no less than as specified in appendix A, comprehensive fees and penalties, but within the discretion of the City Administrator, depending upon the nature, size and duration of the event.

Sec. 16-508. - Personnel cost, permit fee, and grant program for Special Events

- (1) In addition to a permit fee, Applicants shall pay to the City the cost of City personnel who are required by the City to work overtime hours or other than regular shift or perform duties during or because of the Special Event. An application for a Special Event Permit shall be accompanied by a permit review fee as specified in appendix A, comprehensive fees and penalties; for Special Events requiring a beer permit, the total fee for both the beer and Special Event Permits shall be as set forth in Title 8, Chapter 2 of this Code. Governmental entities shall be exempt from permit fees.
- (2) Organizers of Special Events may apply for in-kind support from the City of Franklin, as provided in the "Special Event Grant Policy," which is hereby adopted by reference and made a part of this chapter as if fully set forth herein. The City Administrator shall have the authority to administer the Special Event Grant Policy and amend its terms as needed. A copy of the Special Event Grant Policy shall be placed on file at the City Recorder's office.

Sec. 16-509. - Compliance with laws.

Prior to the issuance of a Special Event Permit under this chapter, all applicable ordinances and laws shall be complied with and all required permits and licenses shall be secured in connection with such Special Event, or the proposed activities associated therewith including, but not limited to, peddling, street vending, charitable solicitations, collections or acceptance of gratuities, the sale of food, beverages, including alcohol or beer, or other merchandise, or the use of candles, torches, fires, or other combustibles, or Amusement Attractions or Amusement Rides.

Sec. 16-510. - Conditions for Special Event Permits.

- (1) *Conditions.* Any Special Event Permit granted under this chapter may contain conditions reasonably calculated to reduce or minimize the dangers and hazards to vehicular or pedestrian traffic or to the public health, safety, tranquility, morals, or welfare, including, but not limited to, changes in time, duration, numbers of participants, or noise levels.
- (2) *Deposit or bond.* The City Administrator may also require as a condition of the permit a deposit or bond to cover clean-up, damage or other costs. The amount of the deposit or bond shall be related to the size, nature, and duration of the event and shall be refundable, to the extent not exhausted by clean-up, damage or and other costs.

Sec. 16-511. - Standards for issuance of a Special Event Permit.

A Special Event Permit shall be issued when, from a consideration of the application and from such other information as may otherwise be obtained, all the following circumstances exists:

- (1) The Applicant has not knowingly and with intent to deceive, made any false, misleading or fraudulent statements of material fact in the application for a permit or in any other document required pursuant to this chapter;
- (2) The Applicant has met the standards in this chapter, and paid in advance any fee required and agrees to such conditions as are imposed in the permit;
- (3) The time, duration and size of the Special Event will not substantially disrupt the orderly and safe movement of other traffic or create a public nuisance;
- (4) The Special Event is of a size or nature such that it will not require the diversion of so great a number of public safety officers of the City as to prevent normal public safety protection to the City;
- (5) The concentration of persons will not unduly interfere with proper fire and police protection of, or ambulance service to, areas contiguous to such Special Event;
- (6) The Special Event will not unduly interfere with the movement of firefighting equipment on the way to a fire or 911 call;
- (7) The Special Event will not unduly interfere with the orderly operation of parks, hospitals, churches, schools, or other public and quasi-public institutions in the City; and
- (8) The Applicant has provided reasonable means for informing all persons listed in Sec. 16-504, paragraph (1) of this chapter, and all other persons participating in the Special Event of the terms and conditions of such permit and all applicable laws.

Sec. 16-512. - Issuance or denial of a Special Event Permit.

- (1) *Small Special Events.* A Special Event where fewer than five hundred (500) people gather during the entire course of the event shall be considered a small Special Event. The City Administrator shall have authority to issue or deny a small Special Event Permit. Written notice of the issuance or denial of a permit shall be provided to the Applicant within thirty (30) business days of receipt of a complete application.

- (2) *Large Special Events.* A Special Event where five hundred (500) or more people gather during the entire course of the event shall be considered a large Special Event. Applications for large Special Events shall be considered by the Board of Mayor and Aldermen after consideration by the appropriate committees. The Applicant must be present at all meetings where the application is considered. Failure to appear shall constitute good cause for denial of an application. At least ten (10) days prior to any committee or board meeting when a Special Event permit is to be considered, the Applicant shall be given written notice by the City Administrator that the application will be considered such notice to contain the recommendations of the City Administrator and staff.
- (3) *Calculation.* For the purposes of this section, the total number of people shall include all Special Event participants, workers and attendees.
- (4) *Denial.* Applicants must meet the standards for issuance of a permit in order to receive a Special Event Permit. Additional criteria for denial may include, but are not limited to:
 - a. Failure to submit a complete application with supporting documentation;
 - b. Previous revocation of a Special Event Permit;
 - c. Previous convictions by the persons listed in Sec. 16-504, paragraph (1) of this chapter for any crime involving moral turpitude within the past ten (10) years;
 - d. A finding that the proposed activity or use will unreasonably interfere with the general public's use and enjoyment of the area at the time of the event or in the future due to repetitive use or damage to a public facility;
 - e. A finding that the proposed activity or use will unreasonably interfere with or detract from the public health, safety or welfare, or involve violence, crime or disorderly conduct, at least to the extent that can be reasonably foreseen;
 - f. A finding that the proposed activity or use will entail extraordinary or burdensome expense or emergency operations by the City; and/or
 - g. A finding that the proposed activity or use will constitute a nuisance to adjoining property owners.
- (5) *Notice.* Written notice of the issuance or denial of a small or large Special Event permit shall be provided to the Applicant within five (5) business days of any final decision. If a permit is denied, said written notice shall state the reasons for denial.

Sec. 16-513. - Appeals procedure for a Special Event Permit Denial.

An appeal from denial of the permit shall be by writ of certiorari to the chancery court.

Sec. 16-514. - Revocation of a Special Event Permit.

Any Special Event Permit issued pursuant to this chapter may be revoked by the City Administrator, Chief of Police, Fire Chief or Fire Marshal, or their designees, at any time when by reason of emergency, disaster, calamity, disorder, riot, extreme traffic conditions, violation of this chapter or of any permit conditions, or undue burden on public services, it is determined that the health, safety, tranquility, morals or welfare of the public or the safety of any person or property requires such revocation in light of all the circumstances. Notice of revocation of a Special Event Permit shall be delivered in writing to at least one person named upon the permit by personal service or by certified mail, or if the Special Event has commenced, orally, or in writing, by personal contact or service, or by telephone. If the number of people attending the event exceeds the number permitted in the application, it shall constitute an undue burden on public services and the Special Event Permit may be orally revoked. Continuance of a Special Event after such notice has been delivered is unlawful. Revocation of a permit, for any reason, shall constitute a valid reason for denial of any future Special

Event application by the same persons, or any combination thereof, listed in Sec. 16-504, paragraph (1) of this chapter.

Sec. 16-515. – Public Gathering and Expression Event.

This chapter is intended to facilitate the safe exercise of First Amendment rights under the United State Constitution and ensure that the City provides protection to all who wish to exercise those rights. The City of Franklin supports these events, and has developed the following regulations for groups wishing to gather in the City to enable the City to provide a safe environment for participants, bystanders and the community.

As used in this chapter, a Public Gathering and Expression Event is a noncommercial public assembly, the primary purpose of which is the exercise of the participants' constitutional rights of free speech and peaceable assembly:

- (1) Which is scheduled to take place on public property such as a city sidewalk, alley or other right-of way, city park, and/or city facility;
- (2) Which is likely to obstruct, delay, or interfere with the normal flow of vehicular or pedestrian traffic;
- (3) Which, due to the crowd it generates, may restrict access to or use of sidewalks, parks, benches, or other public areas;
- (4) Which may result in donations for non-profit organizations;
- (5) Which will have more than twenty (20) participants.

Sec. 16-516. – Permit Required for Public Gathering and Expression Events.

Any person or organization intending to conduct a Public Gathering and Expression Event in the City of Franklin shall first obtain a Permit from the City Administrator.

Sec. 16-517. – Exceptions for Public Gathering and Expression Event Permit.

A Permit is not required when the event Involves less than twenty (20) participants; and

- (1) Participants will assemble and/or march only on sidewalks;
- (2) Participants will cross streets only at crosswalks
- (3) Participants will obey all traffic controls and regulations;
- (4) Participants will not obstruct sidewalks or otherwise impede the orderly flow of foot traffic on sidewalks;
- (5) Participants will obey all applicable laws, statutes and ordinances;
- (6) Participants will not obstruct necessary maintenance and cleaning of streets, sidewalks, or other public facilities; and
- (7) Any signage used will not be of such a dimension or used in such a manner that such signage may impede or obstruct pedestrians on sidewalks or vehicles on streets.

Sec. 16-518. – Application for Public Gathering and Expression Event Permit.

Any person desiring to conduct an event for which a Public Gathering and Expression Event Permit is required pursuant to this chapter shall file a verified application with the City Administrator on a form supplied by the City Administrator. All applications shall be submitted at least two (2) days, but not more than six (6) months, prior to the commencement date of the Event. The application time limits may be waived pursuant to Sec. 16-524.

Sec. 16-519. – Contents of Application.

The Public Gathering and Event Permit application will require the following information in addition to other information deemed necessary:

- (1) Name, address, home, mobile phone and business telephone numbers of the Applicant and the person who will be present and in charge of the Event (including cell phone number of people who will remain at Event);
- (2) If the Event is to be Sponsored by an organization, the name, address and telephone number of the organization and representative of the organization;
- (3) Nature or purpose of the Event;
- (4) Date and estimated starting and ending time of the Event;
- (5) Location of the Event, including its boundaries, and/or assembly and disbanding locations for walks/marches;
- (6) Estimated number of participants in the Event;
- (7) Type and estimated number of vehicles or structures which will be used at the Event and information as to whether there will be Sponsor-provided water or emergency aid stations at the Event;
- (8) Anticipated security and/or police requirements necessitated by the Event;
- (9) Anticipated toilet and sanitary requirements necessitated by the Event;
- (10) Whether any sound amplification equipment is proposed to be used, and if so, information describing such sound amplification. No sound amplification equipment shall be used in any way contrary to the applicable city ordinance on sound amplification equipment, or contrary to the city ordinance on Offenses Against the Peace and Quiet (FMC 11-401 et. seq.);
- (11) Whether or not charity, gratuity, or offerings will be solicited or accepted, or sales of food, beverages, or other merchandise will occur;
- (12) Whether any requested temporary street closure will occupy all or only a portion of the street or intersection involved (however, more time may be required to approve the application if street closures are requested pursuant to the Special Event Permit, Sec. 16-505); and
- (13) Such other information as the City Administrator deems reasonably necessary in order to carry out his/her duties under this chapter.

Sec. 16-520. – Additional Information Required for Public Gathering and Expression Events Occurring Along a Planned Route, and/or Entailing a March or a Rally.

When the Public Gathering and Expression Event is a rally and/or march on City sidewalks, the application shall contain the following information:

- (1) The assembly point for the Public Gathering and Expression Event and the time when participants will begin to assemble;
- (2) The proposed sidewalk route to be traveled;
- (3) Material and maximum size of any signs or banners to be carried along the route; and
- (4) Anticipated number of adult monitors.

Sec. 16-521. - Consultation with Other Departments.

Prior to approving or denying the Public Gathering and Expression Permit application, the City Administrator shall consult with all City departments which may be impacted by the proposed Public Gathering and Expression Event.

Sec. 16-522. – Permit Conditions on Public Gathering and Expression Events.

The City Administrator shall condition the issuance of a Public Gathering and Expression Event Permit by imposing reasonable requirements concerning the time, place, and manner of the Public Gathering and Expression Event, any other requirements which are necessary to protect the safety of

persons and property, and to provide for adequate traffic control. Such conditions may include, but are not limited to, the following:

- (1) Alteration of the date, time, duration, route or location of the Public Gathering and Expression Event;
- (2) When the Public Gathering and Expression Event is a march, conditions pertaining to:
 - a. The area of participant assembly and disbanding;
 - b. Conditions concerning accommodation of pedestrian or vehicular traffic, including restricting the Event to the sidewalk or designated public area, or allowing for intermittent safe traffic flow through an Event site.
- (3) Requirements for provision of first aid, sanitary or emergency facilities;
- (4) Requirements for use of Event monitors and method for providing notice of Permit conditions to Event participants;
- (5) Restrictions on the number or type of structures for fire safety as required by the City of Franklin Fire Department;
- (6) Requirements for use of garbage containers, cleanup and restoration of public property;
- (7) Reasonable restrictions on the use of amplified sound (as specified in the City's Offenses Against the Peace and Quiet (FMC 11-401 et. seq.));
- (8) Compliance with any other applicable ordinances or laws;
- (9) Restrictions on the service or sale of alcoholic beverages and any other edible or non-edible goods;
- (10) Requirements for security personnel to be present when deemed necessary; and
- (11) Prohibition of certain items, including but not limited to, any item that in the assessment of law enforcement could be used as a weapon or otherwise present an unreasonable risk to public safety, firearms, aerosol cans, alcohol, ammunition, baseball bats, blades or bladed items, coolers, explosives, fireworks, gasoline or other flammable liquid, hazardous chemicals, tents or canopies; and/or
- (12) Requirement for the Applicant to provide advance written notification to those residents residing along the Public Gathering and Expression Event route or within the immediate vicinity of the Public Gathering and Expression Event, including notification of parking restrictions necessitated by the Public Gathering and Expression Event.

Sec. 16-523. – Grounds for Denial of Application for a Public Gathering and Expression Event Permit.

A Public Gathering and Expression Event Permit application may be denied only if it is determined from a consideration of the application and other pertinent information that one or more of the following circumstances exist:

- (1) The Application was submitted less than two (2) days prior to the Public Gathering and Expression Event date and it is not related to recent events;
- (2) Information contained in the Application is found to be materially false or misleading;
- (3) The Applicant failed to complete the application form after having been notified of the need to do so;
- (4) The City Administrator has already received an application for another Public Gathering and Expression Event or Special Event at the same time and place as that requested by the Applicant, or is so close in time or proximity as to cause undue traffic congestion, and/or the Police Department or any other City department to be unable to meet the needs for services at both with the normal complement of staff;
- (5) The time, route, or size of the Public Gathering and Expression Event is likely to substantially interrupt the safe and orderly movement of traffic in the vicinity of the Public Gathering and Expression Event site or route, or to disrupt the use of a street at a time when it is usually subject to traffic congestion;

- (6) The concentration of persons, vehicles and/or structures at the site of the Public Gathering and Expression Event, or its assembly and disbanding areas, is reasonably likely to prevent proper police, fire, or ambulance service to areas in the vicinity of the Public Gathering and Expression Event;

In determining whether the Public Gathering and Expression Event Permit application should be granted or denied, the City Administrator shall resolve all doubts in favor of granting the Application.

Sec. 16-524. – Action on Application for Public Gathering and Expression Event.

The City Administrator shall approve, approve with conditions, or deny a Public Gathering and Expression Event Application on the grounds specified in Sec. 16-523. Action on the Public Gathering and Expression Permit application shall be expeditious and in no case later than twenty-four (24) hours after the City Administrator receives a completed Public Gathering and Expression Event Application form or twenty-four (24) hours prior to the Public Gathering and Expression Event, whichever comes later. The twenty-four (24) hour action period may be extended by agreement between the Applicant and the City Administrator. However, if the Applicant requests to temporarily close streets, Sec. 16-505 timeframe shall apply.

Sec. 16-525. – Expedited Action on Application of Public Gathering and Expression Event Permits Due to Recent Events or Certain Date.

The time limitations for action set forth in this chapter are not to be construed as absolute when time is of the essence. To that end, when it is apparent that the purpose of the Public Gathering and Expression Event would be frustrated if not conducted at or before a certain date and time, the City Administrator, if possible, shall expedite the action required by this chapter so as to assure that the action is taken prior to the date and time of the proposed Public Gathering and Expression Event. The two (2) day notice for the Public Gathering and Expression Event shall also not apply.

Sec. 16-526. – Appeal Procedure for Public Gathering and Expression Event Permits.

Appeals shall be to the Board of Mayor and Aldermen, If there is insufficient time for a timely appeal to be heard by the Board of Mayor and Aldermen prior to the date on which the Public Gathering and Expression Event is scheduled, the City Administrator, if possible, shall expedite the appellate process to assure a ruling on the appeal prior to the date and time of the proposed Public Gathering and Expression Event.

Sec. 16-527. – Violations of a Public Gathering and Expression Event Permit.

- (1) It shall be an infraction for any person to conduct a Public Gathering and Expression Event, as defined, unless a Public Gathering and Expression Event Permit required under this chapter has been issued for the Public Gathering and Expression Event.
- (2) It shall be an infraction for any person to participate in a Public Gathering and Expression Event, as defined, with the knowledge that a Permit has not been issued for the Public Gathering and Expression Event.
- (3) It shall be an infraction for a Public Gathering and Expression Event Permittee to willfully violate the terms and conditions of the Public Gathering and Expression Event's Permit, or for any Public Gathering and Expression Event participant to knowingly and willfully violate the terms or conditions of the Public Gathering and Expression Event Permit.
- (4) It shall be an infraction for any person to hamper, interfere with, obstruct or impede any Public Gathering and Expression Event which has been permitted under this chapter.
- (5) When the Public Gathering and Expression Event Permitted is a march on sidewalks, it shall be an infraction to knowingly drive any vehicle, including bicycles and skateboards,

between the persons participating in the march unless it is done at the direction of a police officer, or an authorized security person or monitor.

- (6) It shall be a misdemeanor for a Public Gathering and Expression Event participant to fail or refuse to comply with a revocation order made.
- (7) All participants shall follow all federal, state, and local laws.

Sec. 16-528. – Revocation of Public Gathering and Expression Event Permit by Permit Officer Prior to Public Gathering and Expression Event.

The City Administrator may revoke a Public Gathering and Expression Event at any time if:

- (1) An emergency arises making it impossible to assign sufficient or appropriate personnel to the Public Gathering and Expression Event so as to assure public safety; or
- (2) Information is obtained after the Public Gathering and Expression Event Permit is issued from which it may be reasonably concluded that the Public Gathering and Expression Event Permit should have been denied under Sec. 16-523.
- (3) Violations of Sec. 16-536 have occurred.

Sec. 16-529. – Reasons for Revocation of Public Gathering and Expression Event Permit Stated.

If the City Administrator revokes a Public Gathering and Expression Event Permit, the Applicant shall be informed in writing of the grounds for revocation.

Sec. 16-530. – Appeal of Permit Revocation.

The Applicant may appeal a revocation in the manner provided for in Sec. 16-526 in all cases except where the revocation is based on an emergency and there is insufficient time available to present or schedule an appeal.

Sec. 16-531. – Revocation during Public Gathering and Expression Event.

The City Administrator, Chief of Police, Fire Chief or Fire Marshal, or their designees may revoke the Public Gathering and Expression Event Permit during the Public Gathering and Expression Event if he or she finds either:

- (1) That the Public Gathering and Expression Event has deviated from or will deviate from its approved route or area; or
- (2) Public Gathering and Expression Event participants are violation the City's Offenses Against the Peace and Quiet (FMC 11-401 et. seq.); or
- (3) Public Gathering and Expression Event participants are violating the law or Permit conditions.

City staff shall not revoke the Public Gathering and Expression Event Permit for either of these reasons unless the City staff first advises the participants of their route deviation, law violation or permit condition violation and provides them with an opportunity to correct same.

Sec. 16-532. – Emergency Revocation for Special Event Permits or Public Gathering and Expression Events.

The City Administrator, Chief of Police, Fire Chief or Fire Marshal, or their designees may revoke an Event Permit during the Event if fire, weather, or another emergency requires the Event to be terminated to assure public safety. When a Permit is revoked for this reason, all Event participants must immediately comply with the City staff instructions.

Sec. 16-533. - Hold Harmless for Public Gathering and Expression Event Permits.

Applicants for Public Gathering and Expression Event Permits shall agree in writing to assume the defense of an indemnify and save harmless the city, its aldermen, boards, commissions, officers,

employees and agents from all suits, actions, damages or claims to which the city may be subjected of any kind or nature whatsoever resulting from, caused by, arising out of or as a consequence of this Permit and the activities permitted in connection therewith.

Sec. 16-534. - Compatibility with State and Federal Law and Constitutions.

It is the intention of the Board of Mayor and Aldermen that this chapter shall be interpreted in a manner compatible with the state of Tennessee Constitution and the United States Constitution and the statutory and decisional law of the state of Tennessee and the United States.

SECTION II. In the event that any section, clause, provision, or part of this ordinance shall be found and determined to be invalid by a court of competent jurisdiction, all valid parts that are severable shall remain in full force and effect. If any part of this ordinance is found to be invalid in any one or more of its several applications, all valid applications that are severable from the invalid applications shall remain in effect.

SECTION III: BE IT FINALLY ORDAINED BY THE BOARD OF MAYOR AND ALDERMEN OF THE CITY OF FRANKLIN, TENNESSEE, that this Ordinance shall take effect immediately after its passage on second and final reading, the health, safety, and welfare of the citizens of Franklin, Tennessee, requiring it.

ATTEST:

CITY OF FRANKLIN, TENNESSEE:

By: _____
ERIC S. STUCKEY
City Administrator/Recorder

By: _____
DR. KEN MOORE
Mayor

Approved as to form by:

Shauna R. Billingsley
City Attorney

PASSED FIRST READING _____

PASSED SECOND READING _____