

ROAD IMPACT FEE OFFSET AGREEMENT

COF CONTRACT NO 2011-0047

This contract between THE CITY OF FRANKLIN, TENNESSEE ("City") and SOUTHERN LAND COMPANY, LLC ("Developer"), entered into on this the 26th day of April 2011, pursuant to Title 16, Chapter 4 of the Franklin Municipal Code.

WHEREAS, the Developer has submitted to the Franklin Municipal Planning Commission for approval development plats and plans for the Whole Foods Project which is part of the McEwen Town Center ("Development Project"); and

WHEREAS, the City has requested that Developer contribute construction of certain non-site related road improvements, and which are described more fully below and said improvements having now been constructed according to City standards and/or the Developer having produced to the City reliable estimates of the cost of the said road improvements; and

WHEREAS, the Developer has made application to offset a portion of the costs of construction of these improvements against any Road Impact Fees due, and the amount of such eligible costs, and potential offset, was determined by the City Engineering Department, with concurrence of the City Engineer and the City Attorney on March 28, 2011, to be \$136,440.00.

NOW, THEREFORE, the City and the Developer, their successors and assigns, do hereby agree as follows:

1. The foregoing recitals are incorporated into this Agreement and made a part thereof.
2. The Developer has submitted reliable information related to the costs of construction of the following improvements and works:
 - New eastbound deceleration (right-turn) lane on McEwen Drive at the entrance to Whole Foods.
 - New southbound deceleration (right-turn) lane on Mallory Lane at the entrance to Whole Foods.
 - New northbound left-turn lane on Mallory Lane at the entrance to Whole Foods.
3. The total eligible costs of construction for the above improvements are **ONE HUNDRED THIRTY-SIX THOUSAND FOUR HUNDRED FORTY DOLLARS AND NO CENTS (\$136,440.00)** and the total offset to be applied to impact fees due the City is an identical amount.
4. This offset shall be applied to the total Road Impact Fees due in the Development Project, prior to issuance of the building permit to the Developer or its successors in interest. Any Road Impact Fees already paid shall be reimbursed within thirty (30) days. Pursuant to the ordinance, the eligible offset may not exceed the total of Road Impact Fees due for the Developer's Development Project (Section 16-417 (7) of the Franklin Municipal Code).

Approved by the Franklin Board of Mayor and Aldermen on April 26, 2011.

WITNESS our hands on the dates as indicated.

By: _____
ERIC S. STUCKEY
City Administrator/Recorder

Date: _____

STATE OF TENNESSEE)
)ss:
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/Recorder, respectively, of the City of Franklin, Tennessee, the within named bargainor, a municipality, and that as such Mayor and City Administrator/Recorder executed the foregoing instrument for the purposes therein contained, by signing the name of the municipality by themselves as Mayor and City Administrator/Recorder.

WITNESS, my hand and seal on this ____ day of _____, 201__.

Notary Public
My Commission expires: _____

APPROVED AS TO FORM:

By: _____
Shauna R. Billingsley, City Attorney



MEMORANDUM

April 7, 2011

TO: Board of Mayor and Aldermen

FROM: Eric S. Stuckey, City Administrator
Eric J. Gardner, P.E., Director of Engineering
David Parker, City Engineer

SUBJECT: Road Impact Fee Offset Agreement with Southern Land Company, LLC
COF Contract No. 2011-0047

Purpose

The purpose of this memorandum is to provide the Board of Mayor and Aldermen (BOMA) with the information to consider a Road Impact Fee Offset Agreement with Southern Land Company, LLC.

Background

Staff has received and reviewed the road impact fee offset request submitted by Southern Land Company, LLC for the construction of a right turn lane into the Whole Foods site on McEwen Drive and a right and left turn lane on Mallory Lane (see attached request letter with eligible costs break down). Both McEwen Drive and Mallory Lane are classified as an arterial street in the City's Major Thoroughfare Plan and are, therefore, eligible for offsets as established by the revised Road Impact Fee Ordinance (Ordinance 1037) effective July 1, 2005.

The eligible costs for this requested road impact fee offset are:

\$ 136,440.00

The applicable Road Impact Fee Offset is based on Title 16, Section 417, Paragraph 7 of the Franklin Municipal Code, which states: "In no event may the city apply an offset which is greater than the applicable impact fee."

Financial Impact

The roadway construction costs eligible for road impact fee offset are \$136,440.00.

Recommendation

Staff recommends the approval of the Road Impact Fee Offset Agreement with Southern Land as presented.

SOUTHERN LAND COMPANY

1550 W. McEWEN DRIVE, SUITE 200
FRANKLIN, TENNESSEE 37067
615.778.3150
FAX 615.778.2875
WWW.SOUTHERNLAND.COM

March 7, 2011

Mr. Eric Gardner, PE
Director of Engineering
City of Franklin
109 3rd Avenue South
Franklin, TN 37065

RE: McEwen P.U.D. Roadway Impact Credits

Dear Eric,

We would like to formally request additional roadway credits for construction improvements to Mallory Lane and McEwen Drive completed during the Whole Foods Project. The attached plans show the turn lane added to Mallory Lane, decel lane added to Mallory Lane, and the decel lane added to McEwen Drive.

Concrete Paving* (Decel Lanes)	\$35,920
*Includes sidewalk and curb & gutter	
Layout	\$1,268
Excavation	\$1,619
Thermoplastic Striping	\$3,111
Traffic Control	\$7,500
Mallory Lane Turn Lane Addition	\$87,022
Grand Total	\$136,440

Best Regards,



Cliff Smith, P.E.
Southern Land Company, LLC

Whole Foods Public Roadway Improvements

Medusa Invoice	McEwen Decel Lane (1887 s.f. conc paving + sidewalk)	\$17,039.64
Medusa Invoice	McEwen Decel Lane (511 s.f. conc paving)	\$2,667.42
Medusa Invoice	Mallory Lane Decel Lane (3106 s.f. conc paving)	\$16,213.32
SLC Invoice	Survey Layout McEwen and Mallory widening	\$1,268.00
SLC Invoice	Excavation McEwen and Mallory widening	\$1,619.00
SLC Invoice	Thermoplastic McEwen and Mallory widening	\$3,111.00
SLC Invoice	Traffic Control McEwen and Mallory widening	\$7,500.00
Sessions Invoice	Mallory Lane Center Turn Lane	\$87,022.50

Grand Total

\$136,440.88

Project Manager:

Period Ending: 2/28/2011

Commercial Revenue to Cost Report

630506 - CLOSED McEwen Whole Foods

	Original AIA Revenue	Approved Changes	Revised Revenue	Original Estimate	Approved Chng Order	Pending Chng Order
--	----------------------	------------------	-----------------	-------------------	---------------------	--------------------

00	00001	Project Revenue	1	0	0	0
		Group Totals:	1	0	0	0
01		General Conditions				
	01205	Equipment Mobilization	3,600	0	3,600	0
	01530	Layout & Staking	22,500	0	22,500	0
	01530a	Layout & Staking CO#1	1,268	0	1,268	0
	01530b	Layout & Staking CO#2 & #5	304	0	304	0
	01689.1	Inspections	3,750	0	3,750	0
		Group Totals:	31,422	0	31,422	0
04		Demolition				
	04001	Misc Site Demolition	10,807	0	10,807	0
		Group Totals:	10,807	0	10,807	0
05		General Grading				
	05113.1	NAG 350 Matting	3,736	0	3,736	0
	05113.2	NAG 150 Matting	6,144	0	6,144	0
	05114.1	Silt Fence	2,388	0	2,388	0
	05114.5	Construction Entrance	2,037	0	2,037	0
	05114.6	Bio Swale	8,477	0	8,477	0
	05114.8	Inlet Protection	1,806	0	1,806	0
	05114.9	E&S Maintenance	8,886	0	8,886	0
	05116.1	Bio Retention	63,595	0	63,595	0
	05130	Site Excavation-Earth	42,399	0	42,399	0
	05130a	Site Excavation-Earth CO#1	1,619	0	1,619	0
	05130b	Site Excavation-Earth CO#2	783	0	783	0
	05195.1	Final Rough Grade	23,184	0	23,184	0
	05195.1b	Final Rough Grade CO#2	517	0	517	0
	05270	Topsoil Placement	11,522	0	11,522	0
		Group Totals:	177,092	0	177,092	0
06		Water Distribution				
	06005.1	Tapping Sleeve & Valve	12,879	0	12,879	0
	06010	6" DIP-Water	21,455	0	21,455	0
	06011.1	3" DIP-Water	9,191	0	9,191	0
	06011.5	3" Meter Pit w/Meter	14,075	0	14,075	0
	06011.6	6" Meter Pit w/Meter	22,154	0	22,154	0
	06050	Hydrant	8,644	0	8,644	0
		Group Totals:	88,398	0	88,398	0
07		Sanitary Sewer				
	07021	6" PVC Sanitary	5,683	0	5,683	0
	07024.5	Zurn ZS Drain & Grate	564	0	564	0
	07029.4	4" PVC Sanitary	987	0	987	0
	07050.1	Tie to Existing MH	881	0	881	0

Project Manager:

Period Ending: 2/28/2011

Commercial Revenue to Cost Report

	Original AIA Revenue	Approved Changes	Revised AIA Revenue	Original Estimate	Approved Chng Order	Pending Chng Order
630505 - CLOSED McEwen Whole Foods						
07050.7 Adjust Existing MH to FG	556	0	556	556	0	0
07065.5 Grease Trap	7,595	0	7,595	7,595	0	0
Group Totals:	16,267	0	16,267	16,267	0	0
08 Storm Drainage						
08010.1 10" HDPE Storm	3,063	0	3,063	3,063	0	0
08014.1 6" DR35 Storm	649	0	649	649	0	0
08014.2 6" PVC (roof drain)	453	0	453	453	0	0
08014.4 4" PVC (roof drain)	1,358	0	1,358	1,358	0	0
08014.6 8" PVC (roof drain)	799	0	799	799	0	0
08015 12" RCP Storm	20,206	0	20,206	20,206	0	0
08015.3 12" HDPE (roof drain)	8,378	0	8,378	8,378	0	0
08016 15" RCP Storm	3,930	0	3,930	3,930	0	0
08016b 15" RCP Storm CO#2	11,393	0	11,393	11,393	0	0
08017 18" RCP Storm	4,225	0	4,225	4,225	0	0
08018 24" RCP Storm	5,375	0	5,375	5,375	0	0
08019 30" RCP Storm	3,193	0	3,193	3,193	0	0
08019a 30" RCP Storm CO#1	763	0	763	763	0	0
08065 Storm Inlet-Single	33,713	0	33,713	33,713	0	0
08065.5 Set Top to Finish Grade-Single	4,584	0	4,584	4,584	0	0
08065.5b Set Top/Fin Gr-Single CO#2	167	0	167	167	0	0
08065.7 Nyoplast Drain	1,006	0	1,006	1,006	0	0
08065b Storm Inlet-Single CO#2	2,174	0	2,174	2,174	0	0
08066.5b Set Top/FG-Double CO#2	333	0	333	333	0	0
08066b Storm Inlet - Double CO#2	2,854	0	2,854	2,854	0	0
08067.5b Set Top/FG-Triple CO#2	333	0	333	333	0	0
08067b Storm Inlet-Triple CO#2	4,010	0	4,010	4,010	0	0
08068.1 Junction box w/MH Lid	12,873	0	12,873	12,873	0	0
08068.1b Junction box w/MH Lid CO#2	2,381	0	2,381	2,381	0	0
08068.5 Set Top to Finish Grade-Junct Box	1,222	0	1,222	1,222	0	0
08075 Headwall	7,031	0	7,031	7,031	0	0
08075b Headwall CO#2	653	0	653	653	0	0
08076 Weir Box	1,081	0	1,081	1,081	0	0
Group Totals:	138,199	0	138,199	138,199	0	0
09 Site Electrical						
09030 Electric/Telephone/Cable	46,134	0	46,134	46,134	0	0
Group Totals:	46,134	0	46,134	46,134	0	0
10 Street Lights						
10170.1 Site Light Bases - CO #3 & #4	15,175	0	15,175	12,673	0	0
Group Totals:	15,175	0	15,175	12,673	0	0
11 Gas Systems						
11285.1 Gas Service	4,371	0	4,371	4,371	0	0
Group Totals:	4,371	0	4,371	4,371	0	0
12 Pavements & Surfaces						
12011.1 Paving 8-2.5-1.5	391,795	0	391,795	391,795	0	0

Project Manager:

Period Ending: 2/28/2011

Commercial Revenue to Cost Report

630505 - CLOSED McEwen Whole Foods	Original AIA Revenue	Approved Changes	Revised AIA Revenue	Original Estimate	Approved Chng Order	Pending Chng Order
12011.3 Paving 10-4-4-1.5	30,195	0	30,195	30,195	0	0
12011.3a City Asphalt CO#1	4,167	0	4,167	4,167	0	0
12011.3b Paving CO#2	11,514	0	11,514	11,514	0	0
12060 Pavement Markings & Signs	26,800	0	26,800	26,800	0	0
12080a Thermoplastic CO#1	3,111	0	3,111	3,111	0	0
12080b Traffic Control	7,500	0	7,500	7,500	0	0
12070.1 Vertical Curb	37,440	0	37,440	37,440	0	0
12070.1b Curb-Temporary CO#2	1,649	0	1,649	1,649	0	0
12070.2 Curb & Gutter	13,500	0	13,500	13,500	0	0
12070.4 Wheel Stops	2,834	0	2,834	2,834	0	0
12070.5b Curb Backfill CO#2	798	0	798	798	0	0
12077 Concrete Walk - City	9,660	0	9,660	9,660	0	0
12077a City Walk CO#1	6,476	0	6,476	6,476	0	0
12079.5 Concrete Paving	6,375	0	6,375	6,375	0	0
12079.5a Concrete Pmnt/Island/Wheel Pad CO#01	9,924	0	9,924	9,924	0	0
Group Totals:	563,739	0	563,739	563,739	0	0
13 Site Improve & Landscape						
13196 Sleeves - Irrigation & Site Lighting	14,227	0	14,227	14,227	0	0
Group Totals:	14,227	0	14,227	14,227	0	0
15 Retaining Walls						
15010 Retaining Wall	59,427	0	59,427	59,427	0	0
Group Totals:	59,427	0	59,427	59,427	0	0
63 Insurance						
53101 Insurance	11,815	0	11,815	11,815	0	0
Group Totals:	11,815	0	11,815	11,815	0	0
60 Indirect Allocation						
60100 Indirect Allocation	133,772	0	133,772	145,417	0	0
Group Totals:	133,772	0	133,772	145,417	0	0
70						
70099 Adj Budget Estimate to Match Billing	1,359	0	1,359	16,288	0	0
Group Totals:	1,359	0	1,359	16,288	0	0
80						
80000 Fee	65,029	0	65,029	0	0	0
Group Totals:	65,029	0	65,029	0	0	0
Job Totals:	1,377,234	0	1,377,234	1,336,276	0	0

FROM

(MON) DEC 8 2010 7:59/ST. 7:58/No. 7518268505 P 2



P.O. Box 590
FRANKLIN, TN 37065

Invoice

Date	Invoice #
8/24/2010	3182

Bill To
Southern Land Company Infrastructure Construction 501 Corporate Centre Dr. Suite 600 Franklin, TN 37067

Project Address	Contact	Builder
Whole Foods		

Quantity	Description	U/M	Rate	Amount
511	Additional Square Footage Concrete Paving <i>city print</i>	sqft	5.22	2,667.42
			Total	2,667.42

EVERYTHING WE PUMP TURNS TO STONE

FROM

(FRI) OCT 1 2010 6:38/ST. 6:34/No. 7519286418 P 9



P.O. Box 590
FRANKLIN, TN 37065

Invoice

Received

OCT 01 2010

Date	Invoice #
9/30/2010	3190

Southern Land Company, LLC

Bill To
Southern Land Company Infrastructure Construction 501 Corporate Centre Dr. Suite 600 Franklin, TN 37067

Project Address	Contact	Builder
Whole Foods		

Quantity	Description	U/M	Rate	Amount
	Whole Foods - McFwen Dr.			
3,106	Concrete Paving - <i>act</i>		5.22	16,213.32
1,536	Sidewalks	sqft	2.75	4,224.00
9	Handicap Mats		221.13	1,990.17
	1 yd. concrete - irrigation pad		150.00	150.00
			Total	\$22,574.74

EVERYTHING WE PUMP TURNS TO STONE

FROM

MEDUSA

(MON)AUG 23 2010 12:03/ST. 12:03/No. 7519286955 P 1

Invoice

Date	Invoice #
8/20/2010	3178

Bill To Southern Land Company Infrastructure Construction 501 Corporate Centre Dr, Suite 600 Franklin, TN 37067

Project Address	Contact	Builder
Whole Foods		

Quantity	Description	U/M	Rate	Amount
	Whole Foods @ McEwen			
365	Islands 12.011.3	sqft	14.80	5,402.00
650	Walks 12.077	sqft	2.75	1,787.50
1,887	Concrete Paving 12.011.5	sqft	5.22	9,850.14
			Total	(\$17,039.64)

AF
8-20-10
CITY

Franklin County, Vermont, State of Vermont

CONTINUATION SHEET

AAA DOCUMENT 6711 (Instructions on reverse side) PAGE OF 18825

APPLICATION NUMBER: 3
 APPLICATION DATE: 7/19/2010
 PERIOD TO: 7/19/2010
 ARCHITECT'S PROJECT NO.:

FOR THE USE OF THE APPLICANT AND CERTIFICATES FOR PAYMENT. If continuing
 work, attach a copy of the contract. If a new contract is attached, attach a copy of the contract.
 All amounts are stated to the nearest dollar.
 All amounts are stated to the nearest dollar.

A DESCRIPTION OF WORK	B SCHEDULED VALUE	C WORK COMPLETED THIS PERIOD	D MATERIALS PRESENTLY STORED (NOT IN ORDER)	E TOTAL COMPLETED AND STORED TO DATE (D+E)	F % COMPLETE	G BALANCE TO BE PAID (G-E)	H RETAINAGE
1. [unclear]	11220.00	- 0 -		11220.00	100	- 0 -	
2. [unclear]	6100.00	- 0 -		6100.00	100	- 0 -	
3. [unclear]	23520.00	4000.00		23520.00	100	- 0 -	
4. [unclear]	2914.00	- 0 -		2914.00	100	- 0 -	
5. [unclear]	3938.00	- 0 -		3938.00	100	- 0 -	
6. [unclear]	630.00	- 0 -		630.00	100	- 0 -	
7. [unclear]	7400.00	7400.00		7400.00	100	- 0 -	
8. [unclear]	7500.00	7500.00		7500.00	100	- 0 -	
9. [unclear]	11020.00	2520.00		11020.00	100	- 0 -	
10. [unclear]	4940.00	4940.00		4940.00	100	- 0 -	
11. Change order 1	7080.00	7080.00		7080.00	100	- 0 -	
12. Change order 1	567.04	567.04		567.04	100	- 0 -	
13. Change order 1	253.46	253.46		253.46	100	- 0 -	
TOTAL	87022.50	52822.00		87022.50			4351.13