

**AMENDMENT NO. 2  
ROAD IMPACT FEE OFFSET AGREEMENT  
COF CONTRACT NO. 2013-0016**

This contract between THE CITY OF FRANKLIN, TENNESSEE ("City") and TRILLIUM FARMS, L.P., a Tennessee limited partnership ("Developer"), is entered into on this the \_\_\_\_ day of \_\_\_\_\_ pursuant to Title 16, Chapter 4 of the Franklin Municipal Code ("FMC").

**WHEREAS**, the City and Developer entered into an agreement, COF Contract No. 2013-0016, dated May 7, 2013, (the "Agreement") for the offset of Road Impact Fees in the amount of \$438,051.00 (50% of the total estimated cost (\$876,102.00)) for the construction of Carothers Parkway from the proposed intersection of Carothers Parkway and Long Lane; and

**WHEREAS**, the above said Agreement described the Development Project for which the offset was to apply; and

**WHEREAS**, the City approved Amendment 1 on November 26, 2013, to update the estimated construction cost of the improvements; and

**WHEREAS**, Amendment 1 increased the Road Impact Fee offset by \$139,346.10 for a total amount of \$577,397.10 (\$438,051.00+\$139,346.10); and

**WHEREAS**, the Developer has completed the arterial roadway improvements and submitted the required invoices, contracts and releases of liens as shown on Exhibit A, said invoices dictate that the final cost of the project was \$1,121,164.19, and the City is responsible for \$585,888.10 of the total cost.

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

1. The foregoing recitals are incorporated into this Amendment 2 and made a part thereof.
2. Developer has submitted updated information related to the updated costs of construction of the improvements as outlined in the agreement dated May 7, 2013, and Amendment 1 dated November 26, 2013.
3. The Total additional eligible costs to the Agreement (COF Contract No. 2013-0016) dated May 7, 2013, for the construction/installation and necessary right of way or easements required for the improvements to Carothers Parkway for the proposed intersection of Carothers Parkway and Long Lane are \$8,491.00 and the total qualifying road Impact Fee offset is \$585,888.10 as noted in Exhibit A.
4. The City agrees with the costs as noted in Exhibit A and shall reimburse the developer based on the requirements as outlined in the agreement dated May 7, 2013.
5. The Developer and City agree to the final cost of the project and no more reimbursements will be requested or approved under this Road Impact Fee Offset Agreement.

6. 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 and that there are no understandings or agreements between them except as contained in this instrument.
7. The City shall have no liability except as specifically provided in this Agreement.
8. Applicable Law/Choice of Forum and Venue. 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.
9. All other provisions of the Agreement dated May 7, 2013, and Amendment 1, dated November 26, 2013, are unchanged and remain in full force and effect.

**Approved by the Franklin Board of Mayor and Aldermen on \_\_\_\_\_, 20\_\_.**

**WITNESS** our hands on the dates as indicated.

**DEVELOPER**

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

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 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:

\_\_\_\_\_

Kristen L. Corn, Assistant City Attorney

**COF 2013-0016 - Total Contract Amount =**

**\$585,888.10**

PHASE	PAYMENT NO.	INVOICE DATE	Invoice	Reimbursement Amount	Offset Amount	EXT. AMOUNT	Total Remaining
Design	1	4/30/2013	\$30,035.00	\$15,017.50	\$15,017.50	\$15,017.50	\$570,870.60
Design	2	6/30/2013	\$19,785.00	\$9,892.50	\$9,892.50	\$24,910.00	\$560,978.10
Design	3	7/31/2013	\$24,160.00	\$12,080.00	\$12,080.00	\$36,990.00	\$548,898.10
Design	4	7/31/2013	\$5,320.00	\$2,660.00	\$2,660.00	\$39,650.00	\$546,238.10
Design	5	10/31/2013	\$20,250.00	\$10,125.00	\$10,125.00	\$49,775.00	\$536,113.10
ROW	1	9/13/2013	\$217,606.20	\$108,803.10	\$108,803.10	\$158,578.10	\$427,310.00
CEI	1	4/25/2016	\$17,761.00	\$8,880.50	\$8,880.50	\$167,458.60	\$418,429.50
Construction	1	9/13/2013	\$123,136.62	\$61,568.31	\$61,568.31	\$229,026.91	\$356,861.19
Construction	2	10/25/2013	\$469,321.62	\$234,660.81	\$234,660.81	\$463,687.72	\$122,200.38
Construction	3	11/20/2014	\$57,950.00	\$28,975.00	\$28,975.00	\$492,662.72	\$93,225.38
Construction	4	TBD	\$47,310.00	\$23,655.00	\$23,655.00	\$516,317.72	\$69,570.38
Construction	5	TBD	\$37,916.75	\$18,958.38	\$18,958.38	\$535,276.10	\$50,612.01
POND	1	11/1/2013	\$50,612.00	\$50,612.00	\$0.00	\$585,888.10	\$0.01

**Amendment 2  
COF 2013-0016  
Exhibit A  
SUMMARY OF PAYMENTS**



City of Franklin Tennessee  
P.O. Box 305  
Franklin TN 37065-0305

Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 1 Design

<b>Invoice</b>	VCH001266148
<b>Date</b>	4/30/2013

BATCH: MARSTON  
JOB: 2013-015  
CONTRACT: 2013-0016

**Vendor:**

Trillium Ventures, Inc.  
317 Main Street  
Suite 201  
Franklin TN 37064

Document Number	Purchase Order Number	Vendor ID	Shipping Method	Payment Terms ID
013-035  <b>Description:</b> 2013-0016 DESIGN PMT1		TRI013		Net 30 days
				<b>Amount</b> \$15,017.50

<b>Subtotal</b>	\$15,017.50
<b>Misc</b>	\$0.00
<b>Tax</b>	\$0.00
<b>Freight</b>	\$0.00
<b>Trade Discount</b>	\$0.00
<b>Payment</b>	\$0.00
<b>Total Due</b>	\$15,017.50

Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 1 Design



Mr. David Parker P. E.  
CIP Executive/City Engineer  
Franklin City Hall  
109 3rd Avenue South  
Franklin, TN 37064

RE: Road Impact Fee Offset Agreement, City of Franklin Contract No 2013-0016  
Carothers Parkway from the proposed intersection of Carothers Parkway and Long Lane

Dear David,

Please find enclosed Sullivan Engineering, Inc. application for payment of engineering services associated with City of Franklin Contract No. 2013-0016.

Invoice # 013-035 = \$30,035.00

Invoice # 013-049 = \$19,785.00

Invoice # 013-058 = \$24,160.00

**Total Invoice = \$73,980.00**

To be paid by City = \$36,990.00

To be paid by Trillium Ventures = \$36,990.00

CONTRACT SUMMARY			
Agreement 2013-0016 Contract Ceiling	\$876,102.00		
City Obligation 50% of Ceiling	\$438,051.00		
Invoice	City Obligation	Trillium Ventures Obligation	Total Invoice Amount
Less Invoice #013-035 @ 50%	\$15,017.50	\$15,017.50	\$30,035.00
Less Invoice #013-049 @ 50%	\$9,892.50	\$9,892.50	\$19,785.00
Less Invoice #013-058 @ 50%	\$12,080.00	\$12,080.00	\$24,160.00
<b>Amount Due</b>	<b>\$36,990.00</b>	<b>\$36,990.00</b>	<b>\$73,980.00</b>
<b>Remaining Balance City Contract Obligation</b>	<b>\$401,061.00</b>		

Please remit payment to:  
Trillium Farms, L.P.  
317 Main Street, Suite 201  
Franklin, TN 37064

Thank you for your assistance and please let me know if you have any questions.

Sincerely  
Trillium Farms, L.P.

Paul Arnold  
C: 615-513-4240

Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 1 Design



SULLIVAN ENGINEERING, INC  
317 Main Street, Suite 201  
Franklin, TN 37064  
(615) 642-5822

Trilliam Farm, L.P.  
Att. Paul Arnold  
317 Main Street  
Suite 201  
Franklin, TN 37064

Invoice No. 013-035  
Date: June 10, 2013  
Rev.

**RE:** Carothers Parkway South, Roadway Design  
From Long Lane to Road "D" within Section 20 of the Highlands of Ladd Park  
City of Franklin, Tennessee  
Williamson County  
SEI Project #13-008

**Billing Cycle:** April 1 2013 to April 30, 2013 - (Contract Type : LS)

**Scope of Services:**  
Project Meetings, Field Survey & Preliminary Design

Task Performed	Contract Fee	Percent Complete	Fee Completed	Previously Billed	Amount Due
Preliminary Design	\$25,490.00	50.00%	\$12,745.00	\$0.00	\$12,745.00
Right-of-Way Design	\$17,000.00	50.00%	\$8,500.00	\$0.00	\$8,500.00
Construction Design/Specifications	\$14,160.00	6.00%	\$849.60	\$0.00	\$850.00
Topographic Survey by HFR	\$7,840.00	100.00%	\$7,840.00	\$0.00	\$7,840.00
Geotechnical by Terracon (1)	\$5,320.00	0.00%	\$0.00	\$0.00	\$0.00
Property Acquisition Descriptions	\$2,500.00	0.00%	\$0.00	\$0.00	\$0.00
Reproduction Cost (Review Plots & PDF's)	\$1,000.00	10.00%	\$100.00	\$0.00	\$100.00
Reimbursable Permits and Fees	\$1,000.00	0.00%	\$0.00	\$0.00	\$0.00
Milcrofton Utility District Water Line Design	\$4,990.00	0.00%	\$0.00	\$0.00	\$0.00
<b>Sub-Total Approved Base Services</b>	<b>\$79,300.00</b>		<b>\$30,034.60</b>	<b>\$0.00</b>	<b>\$30,035.00</b>
<b>Sub-Total Amount Due:</b>					<b>\$30,035.00</b>

Note:  
Used for roadway lighting design

Reimbursables	Cost
N/A	\$0.00
<b>Sub-Total Reimbursable Due:</b>	<b>\$0.00</b>

<b>Total Amount Due (this invoice):</b>	<b>\$30,035.00</b>
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Thank you for the opportunity to assist the City of Franklin. If you have any questions please call.  
Sincerely,  
Sullivan Engineering, Inc.

*Paul V. Collins, Jr.*  
Paul V. Collins, Jr.  
Vice President

City of Franklin Tennessee  
P.O. Box 305  
Franklin TN 37065-0305

Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 2 Design

<b>Invoice</b>	VCH001266149
<b>Date</b>	6/30/2013

BATCH: MARSTON  
JOB: 2013-015  
CONTRACT: 2013-0016

**Vendor:**

Trillium Ventures, Inc.  
317 Main Street  
Suite 201  
Franklin TN 37064

Document Number	Purchase Order Number	Vendor ID	Shipping Method	Payment Terms ID
013-049  <b>Description:</b> 2013-0016 DESIGN PMT2		TRI013		Net 30 days
				<b>Amount</b> \$9,892.50

<b>Subtotal</b>	\$9,892.50
<b>Misc</b>	\$0.00
<b>Tax</b>	\$0.00
<b>Freight</b>	\$0.00
<b>Trade Discount</b>	\$0.00
<b>Payment</b>	\$0.00
<b>Total Due</b>	\$9,892.50



Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 2 Design



Mr. David Parker P. E.  
CIP Executive/City Engineer  
Franklin City Hall  
109 3rd Avenue South  
Franklin, TN 37064

RE: Road Impact Fee Offset Agreement, City of Franklin Contract No 2013-0016  
Carothers Parkway from the proposed intersection of Carothers Parkway and Long Lane

Dear David,

Please find enclosed Sullivan Engineering, Inc. application for payment of engineering services associated with City of Franklin Contract No. 2013-0016.

Invoice # 013-035 = \$30,035.00

Invoice # 013-049 = \$19,785.00

Invoice # 013-058 = \$24,160.00

**Total Invoice = \$73,980.00**

To be paid by City = \$36,990.00

To be paid by Trillium Ventures = \$36,990.00

CONTRACT SUMMARY			
Agreement 2013-0016 Contract Ceiling	\$876,102.00		
City Obligation 50% of Ceiling	\$438,051.00		
<b>Invoice</b>	<b>City Obligation</b>	<b>Trillium Ventures Obligation</b>	<b>Total Invoice Amount</b>
Less Invoice #013-035 @ 50%	\$15,017.50	\$15,017.50	\$30,035.00
Less Invoice #013-049 @ 50%	\$9,892.50	\$9,892.50	\$19,785.00
Less Invoice #013-058 @ 50%	\$12,080.00	\$12,080.00	\$24,160.00
<b>Amount Due</b>	<b>\$36,990.00</b>	<b>\$36,990.00</b>	<b>\$73,980.00</b>
<b>Remaining Balance City Contract Obligation</b>	<b>\$401,061.00</b>		

Please remit payment to:  
Trillium Farms, L.P.  
317 Main Street, Suite 201  
Franklin, TN 37064

Thank you for your assistance and please let me know if you have any questions.

Sincerely  
Trillium Farms, L.P.

Paul Arnold  
C: 615-513-4240

**Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 2 Design**



Trilliam Farm, L.P.  
Att. Paul Arnold  
317 Main Street  
Suite 201  
Franklin, TN 37064

Invoice No. 013-049  
Date: July 9, 2013  
Rev.

**RE:** *Carothers Parkway South, Roadway Design*  
From Long Lane to Road "D" within Section 20 of the Highlands of Ladd Park  
City of Franklin, Tennessee  
Williamson County  
SEI Project #13-008

**Billing Cycle:** May 1, 2013 to June 30, 2013 - (Contract Type : LS)

**Scope of Services:**

Projet Meetings, Field Survey & Preliminary Design/Right-of-Way & Construction Design/TDEC Permit

<i>Task Performed</i>	<i>Contract Fee</i>	<i>Percent Complete</i>	<i>Fee Completed</i>	<i>Previously Billed</i>	<i>Amount Due</i>
Preliminary Design	\$25,490.00	100.00%	\$25,490.00	\$12,745.00	\$12,745.00
Right-of-Way Design	\$17,000.00	75.00%	\$12,750.00	\$8,500.00	\$4,250.00
Construction Design/Specifications	\$14,160.00	25.00%	\$3,540.00	\$849.60	\$2,690.00
Topographic Survey by HFR	\$7,840.00	100.00%	\$7,840.00	\$7,840.00	\$0.00
Geotechnical by Terracon (1)	\$5,320.00	0.00%	\$0.00	\$0.00	\$0.00
Property Acquisition Descriptions	\$2,500.00	0.00%	\$0.00	\$0.00	\$0.00
Reproduction Cost (Review Plots & PDF's)	\$1,000.00	20.00%	\$200.00	\$100.00	\$100.00
Reimbursable Permits and Fees	\$1,000.00	0.00%	\$0.00	\$0.00	\$0.00
Milcrofton Utility District Water Line Design	\$4,990.00	0.00%	\$0.00	\$0.00	\$0.00
<b>Sub-Total Approved Base Services</b>	<b>\$79,300.00</b>		<b>\$49,820.00</b>	<b>\$30,034.60</b>	<b>\$19,785.00</b>
<b>Sub-Total Amount Due:</b>					<b>\$19,785.00</b>

Note:

(1) Used for roadway lighting design

<i>Reimbursables</i>	<i>Cost</i>
N/A	\$0.00
<b>Sub-Total Reimbursable Due:</b>	<b>\$0.00</b>

<b>Total Amount Due (this invoice):</b>	<b>\$19,785.00</b>
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Thank you for the opportunity to assist the City of Franklin. If you have any questions please call.

Sincerely,

Sullivan Engineering, Inc.

*Paul V. Collins, Jr.*

Paul V. Collins, Jr.  
Vice President



City of Franklin Tennessee  
P.O. Box 305  
Franklin TN 37065-0305

Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 3 Design

Invoice	VCH001266150
Date	7/31/2013

BATCH: MARSTON  
JOB: 2013-015  
CONTRACT: 2013-0016

10/7/13  
per ML

6634

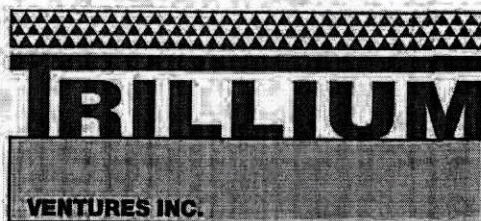
**Vendor:**

Trillium Ventures, Inc.  
317 Main Street  
Suite 201  
Franklin TN 37064

Document Number	Purchase Order Number	Vendor ID	Shipping Method	Payment Terms ID	Amount
013-058		TRI013		Net 30 days	\$12,080.00
Description: 2013-0016 DESIGN PMT3					
128 32810 00000					
<del>128</del> 128-32810- 00000 Apr 2 Jun 2 Jul 1 Sep 1 10/7/13					

Subtotal	\$12,080.00
Misc	\$0.00
Tax	\$0.00
Freight	\$0.00
Trade Discount	\$0.00
Payment	\$0.00
<b>Total Due</b>	<b>\$12,080.00</b>

Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 3 Design



Mr. David Parker P. E.  
CIP Executive/City Engineer  
Franklin City Hall  
109 3rd Avenue South  
Franklin, TN 37064

RE: Road Impact Fee Offset Agreement, City of Franklin Contract No 2013-0016  
Carothers Parkway from the proposed intersection of Carothers Parkway and Long Lane

Dear David,

Please find enclosed Sullivan Engineering, Inc. application for payment of engineering services associated with City of Franklin Contract No. 2013-0016.

Invoice # 013-035 = \$30,035.00

Invoice # 013-049 = \$19,785.00

Invoice # 013-058 = \$24,160.00

**Total Invoice = \$73,980.00**

To be paid by City = \$36,990.00

To be paid by Trillium Ventures = \$36,990.00

CONTRACT SUMMARY			
Agreement 2013-0016 Contract Ceiling	\$876,102.00		
City Obligation 50% of Ceiling	\$438,051.00		
Invoice	City Obligation	Trillium Ventures Obligation	Total Invoice Amount
Less Invoice #013-035 @ 50%	\$15,017.50	\$15,017.50	\$30,035.00
Less Invoice #013-049 @ 50%	\$9,892.50	\$9,892.50	\$19,785.00
Less Invoice #013-058 @ 50%	\$12,080.00	\$12,080.00	\$24,160.00
<b>Amount Due</b>	<b>\$36,990.00</b>	<b>\$36,990.00</b>	<b>\$73,980.00</b>
Remaining Balance City Contract Obligation	\$401,061.00		

Please remit payment to:  
Trillium Farms, L.P.  
317 Main Street, Suite 201  
Franklin, TN 37064

Thank you for your assistance and please let me know if you have any questions.

Sincerely  
Trillium Farms, L.P.

Paul Arnold  
C: 615-513-4240



Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 3 Design



SULLIVAN ENGINEERING, INC.  
317 Main Street, Suite 201  
Franklin, TN 37064  
(615) 642-5822

Trilliam Farm, L.P.  
Att. Paul Arnold  
317 Main Street  
Suite 201  
Franklin, TN 37064

Invoice No. 013-058  
Date: August 2, 2013  
Rev.

**RE:** Carothers Parkway South, Roadway Design  
From Long Lane to Road "D" within Section 20 of the Highlands of Ladd Park  
City of Franklin, Tennessee  
Williamson County  
SEI Project #13-008

Billing Cycle: July 1, 2013 to July 31, 2013 - (Contract Type : LS)

Scope of Services:  
Projet Meetings, Field Survey & Preliminary Design/Right-of-Way & Construction Design/TDEC Permit

Task Performed	Contract Fee	Percent Complete	Fee Completed	Previously Billed	Amount Due
Preliminary Design	\$25,490.00	100.00%	\$25,490.00	\$25,490.00	\$0.00
Right-of-Way Design	\$17,000.00	100.00%	\$17,000.00	\$12,750.00	\$4,250.00
Construction Design/Specifications	\$14,160.00	100.00%	\$14,160.00	\$3,540.00	\$10,620.00
Topographic Survey by HFR	\$7,840.00	100.00%	\$7,840.00	\$7,840.00	\$0.00
Geotechnical by Terracon (1)	\$5,320.00	0.00%	\$0.00	\$0.00	\$0.00
Property Acquisition Descriptions	\$2,500.00	100.00%	\$2,500.00	\$0.00	\$2,500.00
Reproduction Cost (Review Plots & PDF's)	\$1,000.00	100.00%	\$1,000.00	\$200.00	\$800.00
Reimbursable Permits and Fees	\$1,000.00	100.00%	\$1,000.00	\$0.00	\$1,000.00
Milcrofton Utility District Water Line Design	\$4,990.00	100.00%	\$4,990.00	\$0.00	\$4,990.00
<b>Sub-Total Approved Base Services</b>	<b>\$79,300.00</b>		<b>\$73,980.00</b>	<b>\$49,820.00</b>	<b>\$24,160.00</b>
<b>Sub-Total Amount Due:</b>					<b>\$24,160.00</b>

NOTE:

(1) Used for roadway lighting design

Reimbursables	Cost
N/A	\$0.00
<b>Sub-Total Reimbursable Due:</b>	<b>\$0.00</b>

<b>Total Amount Due (this invoice):</b>	<b>\$24,160.00</b>
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Thank you for the opportunity to assist Trilliam Farm, L.P. If you have any questions please call.

Sincerely,

Sullivan Engineering, Inc.

*Paul V. Collins, Jr.*

Paul V. Collins, Jr.  
Vice President



City of Franklin Tennessee  
P.O. Box 305  
Franklin TN 37065-0305

Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 4 Design

Invoice	VCH001266151
Date	7/31/2013

BATCH: MARSTON  
JOB: 2013-015  
CONTRACT: 2013-0016

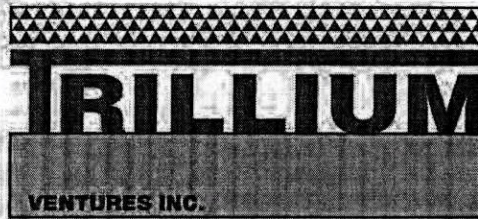
*10/7/13  
PMT*

**Vendor:**

Trillium Ventures, Inc.  
317 Main Street  
Suite 201  
Franklin TN 37064

Document Number	Purchase Order Number	Vendor ID	Shipping Method	Payment Terms ID	Amount
013-068		TRI013		Net 30 days	\$2,660.00
<b>Description:</b> 2013-0016 DESIGN PMT4					
<i>128 32810 00000</i>					
				<b>Subtotal</b>	\$2,660.00
				<b>Misc</b>	\$0.00
				<b>Tax</b>	\$0.00
				<b>Freight</b>	\$0.00
				<b>Trade Discount</b>	\$0.00
				<b>Payment</b>	\$0.00
				<b>Total Due</b>	\$2,660.00

Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 4 Design



Mr. David Parker P. E.  
CIP Executive/City Engineer  
Franklin City Hall  
109 3rd Avenue South  
Franklin, TN 37064

RE: Road Impact Fee Offset Agreement, City of Franklin Contract No 2013-0016  
Carothers Parkway from the proposed intersection of Carothers Parkway and Long Lane

Dear David,

Please find enclosed Sullivan Engineering, Inc. application for payment of engineering services associated with City of Franklin Contract No. 2013-0016.

Invoice # 013-068 = \$5,320.00

To be paid by City = \$2,660.00


To be paid by Trillium Ventures = \$2,660.00

CONTRACT SUMMARY			
Agreement 2013-0016 Contract Ceiling	\$876,102.00		
City Obligation 50% of Ceiling	\$438,051.00		
Remaining City Balance Previous Invoices	\$401,061.00		
Invoice	City Obligation	Trillium Ventures Obligation	Total Invoice Amount
Less Invoice #013-068 @ 50%	\$2,660.00	\$2,660.00	\$5,320.00
Amount Due	\$2,660.00	\$2,660.00	\$5,320.00
Remaining Balance City Contract Obligation	\$398,401.00		

Please remit payment to:  
Trillium Farms, L.P.  
317 Main Street, Suite 201  
Franklin, TN 37064

Thank you for your assistance and please let me know if you have any questions.

Sincerely  
Trillium Farms, L.P.

  
Paul Arnold  
C: 615-513-4240



Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 4 Design



SULLIVAN ENGINEERING, INC.  
317 Main Street, Suite 201  
Franklin, TN 37064  
(615) 642-5822

Trilliam Farm, L.P.  
Att. Paul Arnold  
317 Main Street  
Suite 201  
Franklin, TN 37064

Invoice No. 013-068  
Date: September 4, 2013  
Rev.

RE: **Carothers Parkway South, Roadway Design**  
From Long Lane to Road "D" within Section 20 of the Highlands of Ladd Park  
City of Franklin, Tennessee  
Williamson County  
SEI Project #13-008

Billing Cycle: July 1, 2013 to July 31, 2013 - (Contract Type : LS)

Scope of Services:  
Project Meetings, Field Survey & Preliminary Design/Right-of-Way & Construction Design/TDEC Permit

Task Performed	Contract Fee	Percent Complete	Fee Completed	Previously Billed	Amount Due
Preliminary Design	\$25,490.00	100.00%	\$25,490.00	\$25,490.00	\$0.00
Right-of-Way Design	\$17,000.00	100.00%	\$17,000.00	\$17,000.00	\$0.00
Construction Design/Specifications	\$14,160.00	100.00%	\$14,160.00	\$14,160.00	\$0.00
Topographic Survey by HFR	\$7,840.00	100.00%	\$7,840.00	\$7,840.00	\$0.00
Geotechnical by Terracon (1)	\$5,320.00	100.00%	\$5,320.00	\$0.00	\$5,320.00
Property Acquisition Descriptions	\$2,500.00	100.00%	\$2,500.00	\$2,500.00	\$0.00
Reproduction Cost (Review Plots & PDF's)	\$1,000.00	100.00%	\$1,000.00	\$1,000.00	\$0.00
Reimbursable Permits and Fees	\$1,000.00	100.00%	\$1,000.00	\$1,000.00	\$0.00
Milcrofton Utility District Water Line Design	\$4,990.00	100.00%	\$4,990.00	\$4,990.00	\$0.00
<b>Sub-Total Approved Base Services</b>	<b>\$79,300.00</b>		<b>\$79,300.00</b>	<b>\$73,980.00</b>	<b>\$5,320.00</b>
<b>Sub-Total Amount Due:</b>					<b>\$5,320.00</b>

NOTE:

(1) Used for roadway lighting design

Reimbursables	Cost
N/A	\$0.00
<b>Sub-Total Reimbursable Due:</b>	<b>\$0.00</b>

<b>Total Amount Due (this invoice):</b>	<b>\$5,320.00</b>
---	-------------------

Thank you for the opportunity to assist Trilliam Farm, L.P. If you have any questions please call.

Sincerely,

Sullivan Engineering, Inc.

*Paul V. Collins, Jr.*

Paul V. Collins, Jr.  
Vice President

City of Franklin Tennessee  
P.O. Box 305  
Franklin TN 37065-0305

Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 5 Design

Invoice	VCH001268831
Date	10/31/2013

BATCH: MARSTON  
JOB: 2013-015  
CONTRACT: 2013-0016

*2d PMP  
Offset Agreement*

**Vendor:**

Trillium Ventures, Inc.  
317 Main Street  
Suite 201  
Franklin TN 37064

Document Number	Purchase Order Number	Vendor ID	Shipping Method	Payment Terms ID
013-082		TRI013		Net 30 days
Description: 2013-0016 DESIGN PMT5 <div style="position: absolute; left: 180px; top: 30px;"> </div>				<b>Amount</b> \$10,125.00
			<i>12832810 00000</i>	

<b>Subtotal</b>	\$10,125.00
<b>Misc</b>	\$0.00
<b>Tax</b>	\$0.00
<b>Freight</b>	\$0.00
<b>Trade Discount</b>	\$0.00
<b>Payment</b>	\$0.00
<b>Total Due</b>	\$10,125.00



Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 5 Design



Mr. David Parker P. E.  
CIP Executive/City Engineer  
Franklin City Hall  
109 3rd Avenue South  
Franklin, TN 37064

RE: Road Impact Fee Offset Agreement, CoF Contract No 2011-0064  
Carothers Parkway from the proposed intersection of Carothers Parkway and Long Lane

Dear David,

Please find enclosed Sullivan Engineering, Inc. application for payment of Construction Engineering Inspection services (CEI) associated with City of Franklin Contract No. 2011-0064.  
Invoice # 013-082= \$20,250.00

<i>Total Amount Due Trillium Ventures (this invoice):</i>	<b>\$10,125.00</b>
<i>Total Amount Due City of Franklin (this invoice):</i>	<b>\$10,125.00</b>

**Please remit payment to:**  
Trillium Farms, L.P.  
317 Main Street, Suite 201  
Franklin, TN 37064

Thank you for your assistance and please let me know if you have any questions.

Sincerely  
Trillium Farms, L.P.

A handwritten signature in black ink, appearing to read "Paul Arnold", written over a horizontal line.

Paul Arnold  
C: 615-513-4240

Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 5 Design



SULLIVAN ENGINEERING, INC.  
317 Main Street, Suite 201  
Franklin, TN 37064  
(615) 642-5822

Trillium Farm, L.P.  
Att. Paul Arnold  
317 Main Street  
Suite 201  
Franklin, TN 37064

Invoice No. 013-082  
Date: October 22, 2013  
Rev.

RE: **Carothers Parkway South, Roadway Design**  
From Long Lane to Road "D" within Section 20 of the Highlands of Ladd Park  
City of Franklin, Tennessee  
Williamson County  
SEI Project #13-008

Billing Cycle: August 1, 2013 to October 31, 2013 - (Contract Type : LS)

Scope of Services:  
Project Meetings, Contract Administration, Change Orders, Pay Application and Field Observations

Task Performed	Contract Fee	Percent Complete	Fee Completed	Previously Billed	Amount Due
<b>DESIGN</b>					
Preliminary Design	\$25,490.00	100.00%	\$25,490.00	\$25,490.00	\$0.00
Right-of-Way Design	\$17,000.00	100.00%	\$17,000.00	\$17,000.00	\$0.00
Construction Design/Specifications	\$14,160.00	100.00%	\$14,160.00	\$14,160.00	\$0.00
Topographic Survey by HFR	\$7,840.00	100.00%	\$7,840.00	\$7,840.00	\$0.00
Geotechnical by Terracon (1)	\$5,320.00	100.00%	\$5,320.00	\$5,320.00	\$0.00
Property Acquisition Descriptions	\$2,500.00	100.00%	\$2,500.00	\$2,500.00	\$0.00
Reproduction Cost (Review Plots & PDF's)	\$1,000.00	100.00%	\$1,000.00	\$1,000.00	\$0.00
Reimbursable Permits and Fees	\$1,000.00	100.00%	\$1,000.00	\$1,000.00	\$0.00
Milcrofton Utility District Water Line Design	\$4,990.00	100.00%	\$4,990.00	\$4,990.00	\$0.00
<b>CONSTRUCTION</b>					
Construction Engineering Inspection (CEI))	\$27,000.00	75.00%	\$20,250.00	\$0.00	\$20,250.00
<b>Sub-Total Approved Base Services</b>	<b>\$106,300.00</b>		<b>\$99,550.00</b>	<b>\$79,300.00</b>	<b>\$20,250.00</b>
<b>Sub-Total Amount Due:</b>					<b>\$20,250.00</b>

NOTE:

(1) Used for roadway lighting design

<b>Total Amount Due Trillium Ventures (this invoice):</b>	<b>\$10,125.00</b>
<b>Total Amount Due City of Franklin (this invoice):</b>	<b>\$10,125.00</b>

Thank you for the opportunity to assist Trillium Farm, L.P. If you have any questions please call.

Sincerely,  
Sullivan Engineering, Inc.  
*Paul V. Collins, Jr.*  
Paul V. Collins, Jr.  
Vice President



City of Franklin Tennessee  
P.O. Box 305  
Franklin TN 37065-0305

Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 1 ROW

Invoice	VCH001266153
Date	9/13/2013

BATCH: MARSTON  
JOB: 2013-015  
CONTRACT: 2013-0016

*10/7/13  
per [signature]*

**Vendor:**

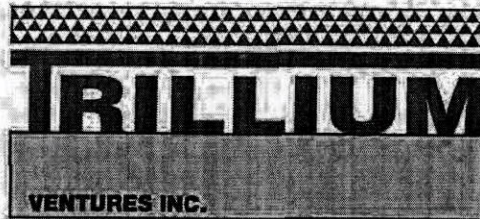
Trillium Ventures, Inc.  
317 Main Street  
Suite 201  
Franklin TN 37064

Document Number	Purchase Order Number	Vendor ID	Shipping Method	Payment Terms ID
2013-0016 ROW PMT1		TRI013		Net 30 days
<b>Description:</b> 2013-0016 ROW PMT1				<b>Amount</b> \$108,803.10
		128 32810 00000		

Subtotal	\$108,803.10
Misc	\$0.00
Tax	\$0.00
Freight	\$0.00
Trade Discount	\$0.00
Payment	\$0.00
<b>Total Due</b>	<b>\$108,803.10</b>



Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 1 ROW



Mr. David Parker P. E.  
CIP Executive/City Engineer  
Franklin City Hall  
109 3rd Avenue South  
Franklin, TN 37064

RE: Road Impact Fee Offset Agreement, City of Franklin Contract No 2013-0016  
Carothers Parkway from the proposed intersection of Carothers Parkway and Long Lane

Dear David,

Please find enclosed Mt. States Contractors, LLC Application for Pay Request No. 1, for work completed through the date of September 13, 2013 for payment of construction services associated with City of Franklin Contract No. 2013-0016.

CAROTHERS PARKWAY AT LONG LANE CONTRACT SUMMARY			
Agreement 2013-0016 Contract Ceiling	\$876,102.00		
City Obligation 50% of Ceiling	\$438,051.00		
Remaining City Balance Previous Invoices	\$398,401.00		
Invoice	City Obligation	Trillium Ventures Obligation	Total Invoice Amount
Less Invoice Construction Pay App #1	\$61,568.31	\$61,568.31	\$123,136.63
RIGHT-OF-WAY (3.36 Ac @ \$.075/Sq. Ft.) \$.75 / Sq. Ft.	\$108,803.10		
Amount Due	\$170,371.42	\$61,568.31	\$123,136.63
Remaining Balance City Contract Obligation	\$228,029.58		

Please remit payment of \$170,371.42 to:  
Trillium Farms, L.P.  
317 Main Street, Suite 201  
Franklin, TN 37064

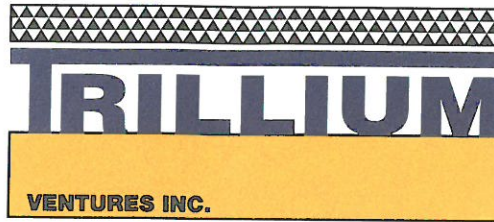
Thank you for your assistance and please let me know if you have any questions.

Sincerely  
Trillium Farms, L.P.

A handwritten signature in black ink, appearing to read "Paul Arnold", is written over a horizontal line.

Paul Arnold  
C: 615-513-4240

Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 1 CEI



April 25, 2016

Mr. Paul Holzen, P. E.  
Franklin Director of Engineering/City Engineer  
Franklin City Hall  
109 3rd Avenue South  
Franklin, TN 37064

RE: Carothers Parkway at Long Lane  
City of Franklin  
Application for payment  
SEI project no. 13-008  
City of Franklin Contract No. 2013-0016

Dear Paul,

Paul Collins has reviewed with me your discussion of City Agreement 2013-0016 as it relates to payments and preparation of closure of the contract. During this review, it was discovered that SEI's Invoice 013-067 which was submitted for reimbursement by the City to Trillium Farm, LP has not been received. Therefore, please find attached SEI's Invoice 013-067, dated September 4, 2013 that is being submitted for reimbursement to Trillium Farms, LP.

Once pavement remediation work have been made and accepted by all parties at Carothers Parkway/Parkworth Drive, Trillium Farms will be ready to proceed with closure of City Agreement 2013-0016. Our records indicate construction payments for the final riding surface (\$48,000) and project retainer (\$35,426.75) will need to be made to Mountain States. Upon final payment to Mountain States, a Change Order will be prepared to reconcile the budget.

Please call if you have any questions.

Sincerely,

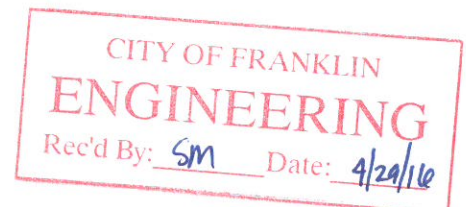
**Trillium Farms LP**



Paul Arnold

Enclosures

Cc: Paul Collins, Sullivan Engineering, Inc.





Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 1 CEI



Trillium Farm, L.P.  
Att. Paul Arnold  
317 Main Street  
Suite 201  
Franklin, TN 37064

Invoice No. 013-067  
Date: September 4, 2013  
2013  
Rev.

**RE:** *Construction Engineering Inspection – Truman Road West*  
From Snowden Street West to Carothers Parkway  
City of Franklin, Tennessee  
Williamson County  
SEI Project #13-100

**Billing Cycle:** May 1, 2013 to July 31, 2013 - (Contract Type : Hourly)

**Scope of Services:**  
Project Meetings, Filed Reviews and Construction Observation

<i>Task Performed</i>	<i>Contract Fee</i>	<i>Hours Complete</i>	<i>Fee Completed</i>	<i>Fee Invoiced</i>	<i>Amount Due</i>
Professional Engineer	\$151.14	40	\$6,045.60	\$0.00	\$6,045.60
Staff Assoc/Project Coordinator	\$112.06	84	\$9,413.04	\$0.00	\$9,413.04
Roadway Designer II	\$95.84	32	\$3,066.88	\$0.00	\$3,066.88
Cadd Tech	\$85.53	16	\$1,368.48	\$0.00	\$1,368.48
<b>Sub-Total CEI Services</b>			<b>\$19,894.00</b>	<b>\$0.00</b>	<b>\$19,894.00</b>
Credit Adjustment					(\$2,133)
<b>Sub-Total Amount Due:</b>					<b>\$17,761.00</b>

<i>Reimbursables</i>	<i>Cost</i>
N/A	\$0.00
<b>Sub-Total Reimbursable Due:</b>	<b>\$0.00</b>

<b>Total Amount Due (this invoice):</b>	<b>\$17,761.00</b>
---	--------------------

Please note that this invoices voids 013-062 dated August 2, 2013.

Thank you for the opportunity to assist the Trillium Farm, LP. If you have any questions please call.

Sincerely,  
**Sullivan Engineering, Inc.**

*Paul V. Collins, Jr.*  
Paul V. Collins, Jr.  
Vice President

Amendment 2  
 COF 2013-0016  
 Exhibit A  
 PMT 1 Const

Invoice	VCH001266152
Date	9/13/2013

10/1/13  
 per ML

BATCH: MARSTON  
 JOB: 2013-015  
 CONTRACT: 2013-0016

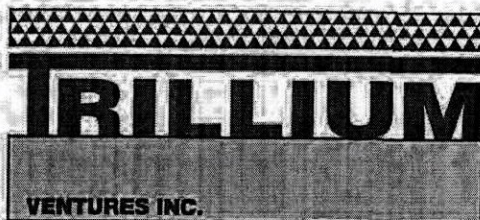
**Vendor:**

Trillium Ventures, Inc.  
 317 Main Street  
 Suite 201  
 Franklin TN 37064

Document Number	Purchase Order Number	Vendor ID	Shipping Method	Payment Terms ID	Amount
2013-0016 CONST PMT1		TRI013		Net 30 days	\$61,568.31
Description: 2013-0016 CONST PMT1					
128 32810 00000					
				<b>Subtotal</b>	\$61,568.31
				<b>Misc</b>	\$0.00
				<b>Tax</b>	\$0.00
				<b>Freight</b>	\$0.00
				<b>Trade Discount</b>	\$0.00
				<b>Payment</b>	\$0.00
				<b>Total Due</b>	\$61,568.31



Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 1 Const



Mr. David Parker P. E.  
CIP Executive/City Engineer  
Franklin City Hall  
109 3rd Avenue South  
Franklin, TN 37064

RE: Road Impact Fee Offset Agreement, City of Franklin Contract No 2013-0016  
Carothers Parkway from the proposed intersection of Carothers Parkway and Long Lane

Dear David,

Please find enclosed Mt. States Contractors, LLC Application for Pay Request No. 1, for work completed through the date of September 13, 2013 for payment of construction services associated with City of Franklin Contract No. 2013-0016.

CAROTHERS PARKWAY AT LONG LANE CONTRACT SUMMARY			
Agreement 2013-0016 Contract Ceiling	\$876,102.00		
City Obligation 50% of Ceiling	\$438,051.00		
Remaining City Balance Previous Invoices	\$398,401.00		
Invoice	City Obligation	Trillium Ventures Obligation	Total Invoice Amount
Less Invoice Construction Pay App #1	\$61,568.31	\$61,568.31	\$123,136.63
RIGHT-OF-WAY (3.36 Ac @ \$.075/Sq. Ft.)	\$108,803.10		
<b>Amount Due</b>	<b>\$170,371.42</b>	<b>\$61,568.31</b>	<b>\$123,136.63</b>
Remaining Balance City Contract Obligation	\$228,029.58		

Please remit payment of \$170,371.42 to:  
Trillium Farms, L.P.  
317 Main Street, Suite 201  
Franklin, TN 37064

Thank you for your assistance and please let me know if you have any questions.

Sincerely  
Trillium Farms, L.P.

Paul Arnold  
C: 615-513-4240



Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 1 Const



SULLIVAN ENGINEERING, INC.  
317 Main Street, Suite 201  
Franklin, TN 37064  
(615) 642-5822

September 21, 2013

Mr. David Parker P. E.  
CIP Executive/City Engineer  
Franklin City Hall  
109 3rd Avenue South  
Franklin, TN 37064

*PAUL*

RE: Carothers Parkway at Long Lane  
City of Franklin  
Application for payment  
SEI project no. 13-008  
City of Franklin Contract No. 2013-0016

Dear Jonathan,

Please find enclosed Mt. States Contractors, LLC Application for Pay Request No. 1, for work completed through the date of September 13, 2013, in the amount of \$123,136.63. The Sullivan Engineering's staff has reviewed this request and found it to be in accordance with work completed. Therefore, the CEI Design Team's recommendation is that Mt. States Contractors, LLC be paid the amount previously noted.

<b>APPLICATION FOR PAYMENT</b>		
ORIGINAL CONTRACT PRICE		\$866,500.00
NET CHANGE BY CHANGE ORDER/Written AMENDMENTS		\$198,965.00
CURRENT CONTRACT PRICE		\$667,535.00
TOTAL COMPLETED AND STORED TO DATE		\$129,617.50
RETAINAGE	5.00%	
TOTAL RETAINAGE		\$6,480.88
TOTAL COMPLETED & STORED TO DATE LESS RETAINAGE		\$123,136.63
LESS PREVIOUS APPLICATION FOR PAYMENTS		\$0.00

Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 1 Const

**DUE THIS APPLICATION**

**\$123,136.63**

Funds totaling \$550,879.25 remain in this contract, less the retainer amount of \$6,480.88 for a final balance of \$544,398.38.

Please call if you have any questions.

Sincerely,

**Sullivan Engineering Incorporated**

*Paul Collins*

Paul Collins

Enclosures

Cc: Kevin Tubberville, Mt. States Contractors, LLC



Amendment 2  
 COF 2013-0016  
 Exhibit A  
 PMT 2 Const

Invoice	VCH001268832
Date	10/26/2013

BATCH: MARSTON  
 JOB: 2013-015  
 CONTRACT: 2013-0016

**Vendor:**

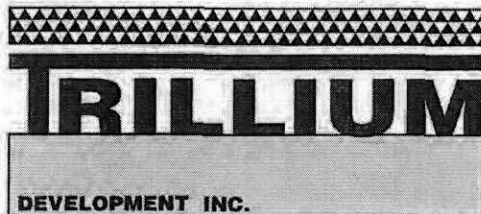
Trillium Ventures, Inc.  
 317 Main Street  
 Suite 201  
 Franklin TN 37064

*Rd Imp Est  
 Amount*

Document Number	Purchase Order Number	Vendor ID	Shipping Method	Payment Terms ID	Amount
2013-0016 CONST PMT2  Description: 2013-0016 CONST PMT2		TR1013		Net 30 days	\$234,660.81
			128 328 10 00000		
					<b>Subtotal</b>
					\$234,660.81
					<b>Misc</b>
					\$0.00
					<b>Tax</b>
					\$0.00
					<b>Freight</b>
					\$0.00
					<b>Trade Discount</b>
					\$0.00
					<b>Payment</b>
					\$0.00
					<b>Total Due</b>
					\$234,660.81



Amendment 2  
 COF 2013-0016  
 Exhibit A  
 PMT 2 Const



Mr. David Parker P. E.  
 CIP Executive/City Engineer  
 Franklin City Hall  
 109 3rd Avenue South  
 Franklin, TN 37064

RE: Road Impact Fee Offset Agreement, City of Franklin Contract No 2013-0016  
 Carothers Parkway from the proposed intersection of Carothers Parkway and Long Lane

Dear David,

Please find enclosed Mt. States Contractors, LLC Application for Pay Request No. 2, for work completed through the date of October 25, 2013 for payment of construction services associated with City of Franklin Contract No. 2013-0016. Amount due Mt. States has been adjusted to reflect the Sanitary Sewer Casing being paid by Trillium Ventures in the amount of \$22,700.00 for a net amount due of \$234,660.81.

CAROTHERS PARKWAY AT LONG LANE CONTRACT SUMMARY			
Agreement 2013-0016 Contract Ceiling	\$876,102.00		
City Obligation 50% of Ceiling	\$438,051.00		
Remaining City Balance Previous Invoices	\$398,401.00		
<b>Invoice</b>	<b>City Obligation</b>	<b>Trillium Ventures Obligation</b>	<b>Total Invoice Amount</b>
Less Invoice Construction Pay App #1	\$246,010.81	\$246,010.81	\$492,021.63
<b>Amount Due</b>	<b>\$246,010.81</b>	<b>\$246,010.81</b>	<b>\$492,021.63</b>
Engineering Design and CEI Services	\$106,300.00		
RIGHT-OF-WAY (3.36 Ac @ \$.075/Sq. Ft.)	\$108,803.10		
<b>TO BE PAID BY DEVELOPER</b>			
8-INCH WATER SYSTEM (PER MILCROFTON UTILITY DISTRICT STANDARDS)		\$55,000.00	
SANITARY SEWER STEEL CASING PIPE, (16" INSIDE DIA., INCLUDES AS-BUILT PLANS)		\$22,700.00	
<b>Remaining Balance City Contract Obligation</b>	<b>\$14,987.09</b>		

Please remit payment of \$234,660.81 to:

Trillium Farms, L.P.  
 317 Main Street, Suite 201  
 Franklin, TN 37064

Thank you for your assistance and please let me know if you have any questions.

Sincerely

Trillium Farms, L.P.

Paul Arnold



Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 2 Const

APPLICATION FOR PAYMENT NO. 2

To: Trillium Farms, L.P.  
From: Mountain States Contractors, LLC  
Contract: 2011-0151  
Project: Carothers Parkway South at Long Lane  
ENGINEER'S Sullivan Engineering  
ENGINEER \_\_\_\_\_  
For Work accomplished through the date of: Oct 26, 2013

1.	Original Contract Price:	\$ <u>866,500.00</u>
2.	Net change by Change Orders and Written Amendments (+ or -):	\$ <u>(198,965.00)</u>
3.	Current Contract Price (1 plus 2):	\$ <u>667,535.00</u>
4.	Total completed and stored to date:	\$ <u>647,535.00</u>
5.	Retainage (per Agreement):	
	<u>5</u> % of completed Work: \$ <u>32,376.75</u>	
	_____ % of stored material: \$ _____	
	Total Retainage:	\$ <u>32,376.75</u>
6.	Total completed and stored to date less retainage (4 minus 5):	\$ <u>615,158.25</u>
7.	Less previous Application for Payments:	\$ <u>123,136.63</u>
8.	<b>DUE THIS APPLICATION (6 MINUS 7):</b>	\$ <u>492,021.62</u>

Accompanying Documentation:

CONTRACTOR'S Certification:

The undersigned CONTRACTOR certifies that (1) all previous progress payments received from OWNER on account of Work done under the Contract referred to above have been applied on account to discharge CONTRACTOR's legitimate obligations incurred in connection with Work covered by prior Applications for Payment numbered 1 through 2 inclusive; (2) title of all Work, materials and equipment incorporated in said Work or otherwise listed in or covered by this Application for Payment will pass to OWNER at time of payment free and clear of all Liens, security interests and encumbrances (except such as are covered by a Bond acceptable to OWNER indemnifying OWNER against any such Lien, security interest or encumbrance); and (3) all Work covered by this Application for Payment is in accordance with the Contract Documents and not defective.

Dated 22 Oct 13

CONTRACTOR

By: Kevin Tubberville, Project Manager

State of Tennessee

County of Davidson

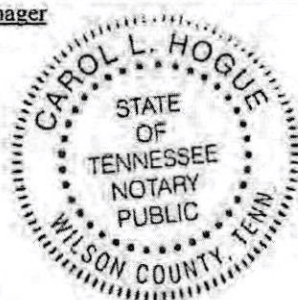
Subscribed and sworn to before me this 22

day of October, 2013

Carol L. Hogue

Notary Public

My Commission expires: 01-07-15



Payment of the above AMOUNT DUE THIS APPLICATION is recommended.

Dated 10/25/13  
ENGINEER

By:

[Signature] SULLIVAN ENGINEERING, INC.



Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 2 Const

Mountain States Contractors, LLC  
P.O. BOX 158067 NASHVILLE, TN 37215

CONTRACTOR'S APPLICATION FOR PAYMENT

Owner: Trillium Farms, L.P.  
Application No.: Two  
Period Ending: 10/26/2013  
Job No.: 1032  
Invoice No.:

PROJECT: Carothers Parkway South at Long Lane

Engineer: Sullivan Engineering

DESCRIPTION OF ITEM	CONTRACT QUANTITY	UNIT	UNIT PRICE	CONTRACT AMOUNT	QUANTITY THIS PERIOD	AMOUNT THIS PERIOD	PREVIOUS QUANTITY	TOTAL QUANTITY COMPLETE	TOTAL AMOUNT COMPLETE
EXCAVATION AND EMBANKMENT	1	L.S.	211,350.00	211,350.00	0.481	101,650.00	0.52	1.000	211,350.00
TOPSOIL AND SLOPE STABILIZATION	1	L.S.	34,700.00	34,700.00	1.0000	34,700.00		1.00	34,700.00
EROSION CONTROL	1	L.S.	39,835.00	39,835.00	0.50	19,917.50	0.50	1.00	39,835.00
BASE, PAVING, CURBS	1	L.S.	229,000.00	229,000.00	1.00	229,000.00		1.00	229,000.00
FINAL ASPHALT GRADE D	1	L.S.	48,000.00	48,000.00	1.00	48,000.00		1.00	48,000.00
STORM DRAINAGE	1	L.S.	99,850.00	99,850.00	1.00	99,850.00		1.00	99,850.00
PERMANENT SIGNING	1	L.S.	1,800.00	1,800.00	1.00	1,800.00		1.00	1,800.00
PERMANENT PAVEMENT MARKING	1	L.S.	12,115.00	12,115.00	1.00	12,115.00		1.00	12,115.00
ROADWAY LIGHTING SYSTEM	1	L.S.	61,000.00	61,000.00	1.00	61,000.00		1.00	61,000.00
8 INCH MILCROFTON WATER SYSTEM	1	L.S.	94,450.00	94,450.00	1.00	94,450.00		1.00	94,450.00
TRAFFIC CONTROL	1	L.S.	5,100.00	5,100.00	1.00	5,100.00		1.00	5,100.00
SANITARY SEWER STEEL CASING	1	L.S.	22,700.00	22,700.00	1.00	22,700.00		1.00	22,700.00
PAYMENT AND PERFORMANCE BOND	1	L.S.	6,600.00	6,600.00	1.00	6,600.00		1.00	6,600.00
<b>SUB - TOTAL BID</b>				<b>866,500.00</b>		<b>736,882.50</b>			<b>866,500.00</b>
<b>CHANGE ORDER 1</b>									
8 INCH MILCROFTON WATER SYSTEM	1	L.S.	(94,450.00)	(94,450.00)	1.00	(94,450.00)		1.00	(94,450.00)
FINAL ASPHALT GRADE D	1	L.S.	(48,000.00)	(48,000.00)	1.00	(48,000.00)		1.00	(48,000.00)
ROADWAY LIGHTING SYSTEM	1	L.S.	(61,000.00)	(61,000.00)	1.00	(61,000.00)		1.00	(61,000.00)
PERMANENT SIGNING	1	L.S.	(1,800.00)	(1,800.00)	1.00	(1,800.00)		1.00	(1,800.00)
PERMANENT PAVEMENT MARKING	1	L.S.	(12,115.00)	(12,115.00)	1.00	(12,115.00)		1.00	(12,115.00)
PAYMENT AND PERFORMANCE BOND	1	L.S.	(6,600.00)	(6,600.00)	1.00	(6,600.00)		1.00	(6,600.00)
CONTINGENCY ALLOWANCE (electrical stubout, drainage modification)	1	L.S.	25,000.00	25,000.00	0.20	5,000.00		0.20	5,000.00
<b>SUB - TOTAL CHANGE ORDER # 1</b>				<b>(198,965.00)</b>		<b>(218,965.00)</b>			<b>(218,965.00)</b>
<b>TOTAL PROJECT</b>				<b>667,535.00</b>		<b>517,917.50</b>			<b>647,535.00</b>



Amendment 2  
 COF 2013-0016  
 Exhibit A  
 PMT 3 Const

Invoice	VCH001306792
Date	11/20/2014

BATCH: MARSTON  
 JOB: 2013-015  
 CONTRACT: 2013-0016

**Vendor:**

Trillium Ventures, Inc.  
 317 Main Street  
 Suite 201  
 Franklin TN 37064

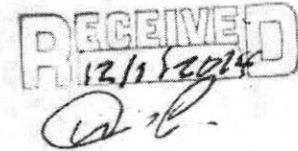
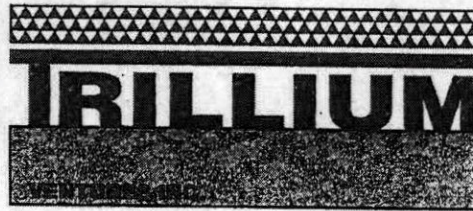
Document Number	Purchase Order Number	Vendor ID	Shipping Method	Payment Terms ID	Amount
2013-0016 3  Description: 2013-0016_CONST_PMT3		TRI013		Net 30 days	\$28,975.00
<i>set up contract summary</i>					

Subtotal	\$28,975.00
Misc	\$0.00
Tax	\$0.00
Freight	\$0.00
Trade Discount	\$0.00
Payment	\$0.00
<b>Total Due</b>	<b>\$28,975.00</b>

TO RETAINAGE: N/A



Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 3 Const



November 25, 2014

Mr. David Parker P. E.  
CIP Executive/City Engineer  
Franklin City Hall  
109 3rd Avenue South  
Franklin, TN 37064

RE: Road Impact Fee Offset Agreement, City of Franklin Contract No 2013-0016  
Carothers Parkway from the proposed intersection of Carothers Parkway and Long Lane

Dear David,

Please find enclosed Mt. States Contractors, LLC Application for Pay Request No. 3, for work completed through the date of November 20, 2014 for payment of construction services associated with City of Franklin Contract No. 2013-0016. Our Staff has reviewed the request and concurs with payment as requested to Mt. States in the amount of \$28,975.00.

CAROTHERS PARKWAY AT LONG LANE CONTRACT SUMMARY			
Agreement 2013-0016 Contract Ceiling	\$876,102.00		
City Obligation 50% of Ceiling	\$438,051.00		
Remaining City Balance Previous Invoices	\$26,337.09		
Agreement 2013-0016 Contract Ceiling (Amend 1 Increase)	\$132,746.10		
City Obligation 50% of Ceiling	\$66,373.05		
Remaining City Balance W/Adjustment	\$92,710.14		
		Trillium Ventures Obligation	Total Invoice Amount
Invoice	City Obligation		
Less Invoice Construction Pay App #1 (Trillium includes Sanitary Sewer Casing Pipe)	\$28,975.00	\$28,975.00	\$57,950.00
Amount Due	\$28,975.00	\$28,975.00	\$57,950.00
Remaining Balance City Contract Obligation	\$63,735.14		

Please remit payment of \$28,975.00 to:

Trillium Farms, L.P.  
317 Main Street, Suite 201  
Franklin, TN 37064

Thank you for your assistance and please let me know if you have any questions.

Sincerely

Trillium Farms, L.P.

  
Paul Arnold



Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 3 Const

APPLICATION FOR PAYMENT NO. 3

To: Trillium Farms, L.P.  
From: Mountain States Contractors, LLC  
Contract: 2011-0151  
Project: Carothers Parkway South at Long Lane  
ENGINEER'S Sullivan Engineering  
ENGINEER \_\_\_\_\_  
For Work accomplished through the date of: Nov 20, 2014

1.	Original Contract Price:	\$ <u>866,500.00</u>
2.	Net change by Change Orders and Written Amendments (+ or -):	\$ <u>(76,050.00)</u>
3.	Current Contract Price (1 plus 2):	\$ <u>790,450.00</u>
4.	Total completed and stored to date:	\$ <u>708,535.00</u>
5.	Retainage (per Agreement):	
	<u>5</u> % of completed Work:     \$ <u>35,426.75</u>	
	____ % of stored material:     \$ _____	
	Total Retainage:	\$ <u>35,426.75</u>
6.	Total completed and stored to date less retainage (4 minus 5):	\$ <u>673,108.25</u>
7.	Less previous Application for Payments:	\$ <u>615,158.25</u>
8.	<b>DUE THIS APPLICATION (6 MINUS 7):</b>	\$ <u>57,950.00</u>

Accompanying Documentation:

CONTRACTOR'S Certification:

The undersigned CONTRACTOR certifies that (1) all previous progress payments received from OWNER on account of Work done under the Contract referred to above have been applied on account to discharge CONTRACTOR's legitimate obligations incurred in connection with Work covered by prior Applications for Payment numbered 1 through 2 inclusive; (2) title of all Work, materials and equipment incorporated in said Work or otherwise listed in or covered by this Application for Payment will pass to OWNER at time of payment free and clear of all Liens, security interests and encumbrances (except such as are covered by a Bond acceptable to OWNER indemnifying OWNER against any such Lien, security interest or encumbrance); and (3) all Work covered by this Application for Payment is in accordance with the Contract Documents and not defective.

Dated 23 Nov 2014  
CONTRACTOR  
State of Tennessee  
County of Davidson  
Subscribed and sworn to before me this 20  
day of November, 2014

Carol X. Groom  
Notary Public  
My Commission expires: 11-05-18



Payment of the above AMOUNT DUE THIS APPLICATION is recommended.

Dated 11-24-14  
ENGINEER \_\_\_\_\_ By: [Signature] SULLIVAN ENGINEERING, INC.



Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 3 Const

**Mountain States Contractors, LLC**  
P.O. BOX 158067 NASHVILLE, TN 37215

**CONTRACTOR'S APPLICATION FOR PAYMENT**

Owner: Trillium Farms, L.P. Application No.: Three  
Period Ending: 11/20/2014  
Job No.: 1032  
Invoice No.:

**PROJECT: Carothers Parkway South at Long Lane**

Engineer: Sullivan Engineering

DESCRIPTION OF ITEM	CONTRACT QUANTITY	UNIT	UNIT PRICE	CONTRACT AMOUNT	QUANTITY THIS PERIOD	AMOUNT THIS PERIOD	PREVIOUS QUANTITY	TOTAL QUANTITY COMPLETE	TOTAL AMOUNT COMPLETE
EXCAVATION AND EMBANKMENT	1	L.S.	211,350.00	211,350.00			1.00	1.00	211,350.00
TOPSOIL AND SLOPE STABILIZATION	1	L.S.	34,700.00	34,700.00			1.00	1.00	34,700.00
EROSION CONTROL	1	L.S.	39,835.00	39,835.00			1.00	1.00	39,835.00
BASE, PAVING, CURBS	1	L.S.	229,000.00	229,000.00			1.00	1.00	229,000.00
FINAL ASPHALT GRADE D	1	L.S.	48,000.00	48,000.00			1.00	1.00	48,000.00
STORM DRAINAGE	1	L.S.	99,850.00	99,850.00			1.00	1.00	99,850.00
PERMANENT SIGNING	1	L.S.	1,800.00	1,800.00			1.00	1.00	1,800.00
PERMANENT PAVEMENT MARKING	1	L.S.	12,115.00	12,115.00			1.00	1.00	12,115.00
ROADWAY LIGHTING SYSTEM	1	L.S.	61,000.00	61,000.00			1.00	1.00	61,000.00
8 INCH MILCROFTON WATER SYSTEM	1	L.S.	94,450.00	94,450.00			1.00	1.00	94,450.00
TRAFFIC CONTROL	1	L.S.	5,100.00	5,100.00			1.00	1.00	5,100.00
SANITARY SEWER STEEL CASING	1	L.S.	22,700.00	22,700.00			1.00	1.00	22,700.00
PAYMENT AND PERFORMANCE BOND	1	L.S.	6,600.00	6,600.00			1.00	1.00	6,600.00
<b>SUB - TOTAL BID</b>				<b>866,500.00</b>					<b>866,500.00</b>
<b>CHANGE ORDER 1</b>									
8 INCH MILCROFTON WATER SYSTEM	1	L.S.	(94,450.00)	(94,450.00)			1.00	1.00	(94,450.00)
FINAL ASPHALT GRADE D	1	L.S.	(48,000.00)	(48,000.00)			1.00	1.00	(48,000.00)
ROADWAY LIGHTING SYSTEM	1	L.S.	(61,000.00)	(61,000.00)			1.00	1.00	(61,000.00)
PERMANENT SIGNING	1	L.S.	(1,800.00)	(1,800.00)			1.00	1.00	(1,800.00)
PERMANENT PAVEMENT MARKING	1	L.S.	(12,115.00)	(12,115.00)			1.00	1.00	(12,115.00)
PAYMENT AND PERFORMANCE BOND	1	L.S.	(6,600.00)	(6,600.00)			1.00	1.00	(6,600.00)
CONTINGENCY ALLOWANCE (electrical stubout, drainage modification)	1	L.S.	25,000.00	25,000.00			0.20	0.20	5,000.00
<b>SUB - TOTAL CHANGE ORDER # 1</b>				<b>(198,965.00)</b>					<b>(218,965.00)</b>
FINAL ASPHALT GRADE D	1	L.S.	48,000.00	48,000.00				0.00	
ROADWAY LIGHTING SYSTEM	1	L.S.	61,000.00	61,000.00	1.00	61,000.00		1.00	61,000.00
PERMANENT SIGNING	1	L.S.	1,800.00	1,800.00				0.00	
PERMANENT PAVEMENT MARKING	1	L.S.	12,115.00	12,115.00				0.00	
<b>SUB - TOTAL CHANGE ORDER # 2</b>				<b>122,915.00</b>					<b>61,000.00</b>
<b>TOTAL PROJECT</b>				<b>790,450.00</b>					<b>708,535.00</b>



Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 4 Const



June 23, 2016

Mr. Paul Holzen P. E.  
Director of Engineering/City Engineer  
Franklin City Hall  
109 3rd Avenue South  
Franklin, TN 37064

RE: Road Impact Fee Offset Agreement, City of Franklin Contract No 2013-0016  
Carothers Parkway from the proposed intersection of Carothers Parkway and Long Lane

Dear Paul,

Please find enclosed Mt. States Contractors, LLC Application for Pay Request No. 4, for work completed through the date of November 20, 2014 for payment of construction services associated with City of Franklin Contract No. 2013-0016. Our Staff has reviewed the request and concurs with payment as requested to Mt. States in the amount of \$23,655.00.

CAROTHERS PARKWAY AT LONG LANE CONTRACT SUMMARY			
Agreement 2013-0016 Contract Ceiling	\$876,102.00		
City Obligation 50% of Ceiling	\$438,051.00		
Remaining City Balance Previous Invoices	\$26,337.09		
Agreement 2013-0016 Contract Ceiling (Amend 1 Increase)	\$132,746.10		
City Obligation 50% of Ceiling	\$66,373.05		
Remaining City Balance W/Adjustment	\$63,735.14		
<b>Invoice</b>	<b>City Obligation</b>	<b>Trillium Ventures Obligation</b>	<b>Total Invoice Amount</b>
Less Invoice Construction Pay App #1 (Trillium includes Sanitary Sewer Casing Pipe)	\$23,655.00	\$23,655.00	\$47,310.00
<b>Amount Due</b>	<b>\$23,655.00</b>	<b>\$23,655.00</b>	<b>\$47,310.00</b>
Remaining Balance City Contract Obligation	\$40,080.14		

Please remit payment of \$28,975.00 to:

Trillium Farms, L.P.  
317 Main Street, Suite 201  
Franklin, TN 37064

Thank you for your assistance and please let me know if you have any questions.

Sincerely

**Trillium Farms, L.P.**

Paul Arnold



Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 4 Const

APPLICATION FOR PAYMENT NO. 4

To: Trillium Farms, L.P.  
From: Mountain States Contractors, LLC  
Contract: 2011-0151  
Project: Carothers Parkway South at Long Lane  
ENGINEER'S Sullivan Engineering  
ENGINEER \_\_\_\_\_  
For Work accomplished through the date of: Nov 20, 2014

1.	Original Contract Price:	\$ <u>866,500.00</u>
2.	Net change by Change Orders and Written Amendments (+ or -):	\$ <u>(88,165.00)</u>
3.	Current Contract Price (1 plus 2):	\$ <u>778,335.00</u>
4.	Total completed and stored to date:	\$ <u>758,335.00</u>
5.	Retainage (per Agreement):	
	<u>5</u> % of completed Work:	\$ <u>37,916.75</u>
	____ % of stored material:	\$ _____
	Total Retainage:	\$ <u>37,916.75</u>
6.	Total completed and stored to date less retainage (4 minus 5):	\$ <u>720,418.25</u>
7.	Less previous Application for Payments:	\$ <u>673,108.25</u>
8.	<b>DUE THIS APPLICATION (6 MINUS 7):</b>	\$ <u>47,310.00</u>

Accompanying Documentation:

CONTRACTOR'S Certification:

The undersigned CONTRACTOR certifies that (1) all previous progress payments received from OWNER on account of Work done under the Contract referred to above have been applied on account to discharge CONTRACTOR's legitimate obligations incurred in connection with Work covered by prior Applications for Payment numbered 1 through 3 inclusive; (2) title of all Work, materials and equipment incorporated in said Work or otherwise listed in or covered by this Application for Payment will pass to OWNER at time of payment free and clear of all Liens, security interests and encumbrances (except such as are covered by a Bond acceptable to OWNER indemnifying OWNER against any such Lien, security interest or encumbrance); and (3) all Work covered by this Application for Payment is in accordance with the Contract Documents and not defective.

Dated 1 June 2016  
CONTRACTOR \_\_\_\_\_  
State of Tennessee  
County of Williamson  
Subscribed and sworn to before me this 1st  
day of June, 2016

By: Kevin Tubberville, Project Manager



Notary Public  
My Commission expires: 12-27-16

Payment of the above AMOUNT DUE THIS APPLICATION is recommended.

Dated SULLIVAN ENGINEERING, INC.  
ENGINEER \_\_\_\_\_ By: [Signature]



**Mountain States Contractors, LLC**  
P.O. BOX 158067 NASHVILLE, TN 37215

**CONTRACTOR'S APPLICATION FOR PAYMENT**

Owner: Trillium Farms, L.P.

Application No.: Three  
Period Ending: 11/20/2014  
Job No.: 1032  
Invoice No.:

PROJECT: Carothers Parkway South at Long Lane

Engineer: Sullivan Engineering

DESCRIPTION OF ITEM	CONTRACT QUANTITY	UNIT	UNIT PRICE	CONTRACT AMOUNT	QUANTITY THIS PERIOD	AMOUNT THIS PERIOD	PREVIOUS QUANTITY	TOTAL QUANTITY COMPLETE	TOTAL AMOUNT COMPLETE
EXCAVATION AND EMBANKMENT	1	L.S.	211,350.00	211,350.00		-	1.00	1.00	211,350.00
TOPSOIL AND SLOPE STABILIZATION	1	L.S.	34,700.00	34,700.00		-	1.00	1.00	34,700.00
EROSION CONTROL	1	L.S.	39,835.00	39,835.00		-	1.00	1.00	39,835.00
BASE, PAVING, CURBS	1	L.S.	229,000.00	229,000.00		-	1.00	1.00	229,000.00
FINAL ASPHALT GRADE D	1	L.S.	48,000.00	48,000.00		-	1.00	1.00	48,000.00
STORM DRAINAGE	1	L.S.	99,850.00	99,850.00		-	1.00	1.00	99,850.00
PERMANENT SIGNING	1	L.S.	1,800.00	1,800.00		-	1.00	1.00	1,800.00
PERMANENT PAVEMENT MARKING	1	L.S.	12,115.00	12,115.00		-	1.00	1.00	12,115.00
ROADWAY LIGHTING SYSTEM	1	L.S.	61,000.00	61,000.00		-	1.00	1.00	61,000.00
8 INCH MILCROFTON WATER SYSTEM	1	L.S.	94,450.00	94,450.00		-	1.00	1.00	94,450.00
TRAFFIC CONTROL	1	L.S.	5,100.00	5,100.00		-	1.00	1.00	5,100.00
SANITARY SEWER STEEL CASING	1	L.S.	22,700.00	22,700.00		-	1.00	1.00	22,700.00
PAYMENT AND PERFORMANCE BOND	1	L.S.	6,600.00	6,600.00		-	1.00	1.00	6,600.00
<b>SUB - TOTAL BID</b>				<b>866,500.00</b>		<b>-</b>			<b>866,500.00</b>
<b>CHANGE ORDER 1</b>									
8 INCH MILCROFTON WATER SYSTEM	1	L.S.	(94,450.00)	(94,450.00)		-	1.00	1.00	(94,450.00)
FINAL ASPHALT GRADE D	1	L.S.	(48,000.00)	(48,000.00)		-	1.00	1.00	(48,000.00)
ROADWAY LIGHTING SYSTEM	1	L.S.	(61,000.00)	(61,000.00)		-	1.00	1.00	(61,000.00)
PERMANENT SIGNING	1	L.S.	(1,800.00)	(1,800.00)		-	1.00	1.00	(1,800.00)
PERMANENT PAVEMENT MARKING	1	L.S.	(12,115.00)	(12,115.00)		-	1.00	1.00	(12,115.00)
PAYMENT AND PERFORMANCE BOND	1	L.S.	(6,600.00)	(6,600.00)		-	1.00	1.00	(6,600.00)
CONTINGENCY ALLOWANCE (electrical stubout, drainage modification)	1	L.S.	25,000.00	25,000.00		-	0.20	0.20	5,000.00
<b>SUB - TOTAL CHANGE ORDER # 1</b>				<b>(198,965.00)</b>		<b>-</b>			<b>(218,965.00)</b>
FINAL ASPHALT GRADE D	1	L.S.	48,000.00	48,000.00		1.00		1.00	48,000.00
ROADWAY LIGHTING SYSTEM	1	L.S.	61,000.00	61,000.00			1.00	1.00	61,000.00
PERMANENT SIGNING	1	L.S.	1,800.00	1,800.00		1.00		1.00	1,800.00
PERMANENT PAVEMENT MARKING	1	L.S.	12,115.00	12,115.00		1.00		1.00	12,115.00
<b>SUB - TOTAL CHANGE ORDER # 2</b>				<b>122,915.00</b>		<b>61,915.00</b>			<b>122,915.00</b>
PERMANENT PAVEMENT MARKING	1	L.S.	(12,115.00)	(12,115.00)		1.00		1.00	(12,115.00)
<b>SUB - TOTAL CHANGE ORDER # 3</b>				<b>(12,115.00)</b>		<b>(12,115.00)</b>			<b>(12,115.00)</b>
<b>TOTAL PROJECT</b>				<b>778,335.00</b>		<b>49,800.00</b>			<b>758,335.00</b>





Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 5 Const

CHANGE ORDER

No. 5

June 9, 2016

EFFECTIVE DATE: June 9, 2016

OWNER: Trillium Farms, L.P.  
Attn: Paul Arnold  
317 Main Street, Suite 201  
Franklin, TN 37064

CONTRACTOR: Mt. States Contractors  
Attn: Kevin Tubberville  
2209 Crestmoore Road  
Nashville, TN 37215

Contract: General Construction

Project: Carothers Parkway South, From Long Lane to north of Parkworth Drive

OWNER's Contract No. 2011-0151

ENGINEER's Contract No. 13-008

ENGINEER: Mr. Richard Sullivan, PE, Sullivan Engineering, Inc.  
317 Main Street, Suite 201, Franklin, TN 37064

You are directed to proceed promptly with the following change(s):

Description:

Reconcile project budget and release of retainer.

Reason for Change Order:

Project Closure

Attachments: (List documents supporting change)

Application for Payment #5, dated June 9, 2016.

CHANGE IN CONTRACT PRICE:
Original Contract Price \$866,500.00
Net <del>Increase</del> (Decrease) from previous Change Orders No. -0- to -4-: (\$88,165.00)
Contract Price prior to this Change Order: \$778,335.00
Net <del>Increase</del> (decrease) of this Change Order: \$20,000.00
Contract Price with all approved Change Orders: \$758,335.00

CHANGE IN CONTRACT TIMES:
Original Contract Times: Substantial Completion: <u>October 27, 2013</u> Ready for final payment: <u>November 11, 2013</u> (days or dates)
Net change from previous Change Orders No. -1- To No. -4-: Substantial Completion: <u>373</u> Ready for final payment: <u>369</u> (days)
Contract Times prior to this Change Order: Substantial Completion: <u>November 1, 2014</u> Ready for final payment: <u>November 15, 2014</u> (days or dates)
Net increase ( <del>decrease</del> ) this Change Order: Substantial Completion: <u>318</u> Ready for final payment: <u>351</u> (days)
Contract Times with all approved Change Orders: Substantial Completion: <u>September 15, 2015</u> Ready for final payment: <u>November 1, 2015</u> (days or dates)

RECOMMENDED:

By: [Signature]  
ENGINEER (Authorized Signature)

Date: 6/23/16

APPROVED:

By: [Signature]  
OWNER (Authorized Signature)

Date: 6-23-16

ACCEPTED:

By: [Signature]  
CONTRACTOR (Authorized Signature)

Date: 6 JUL 16



APPLICATION FOR PAYMENT NO. 5

Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 5 Const

To: Trillium Farms, L.P.  
From: Mountain States Contractors, LLC  
Contract: 2011-0151  
Project: Carothers Parkway South at Long Lane  
ENGINEER'S Sullivan Engineering  
ENGINEER \_\_\_\_\_  
For Work accomplished through the date of: Nov 20, 2014

1.	Original Contract Price:	\$ <u>866,500.00</u>
2.	Net change by Change Orders and Written Amendments (+ or -):	\$ <u>(88,165.00)</u>
3.	Current Contract Price (1 plus 2):	\$ <u>778,335.00</u>
4.	Total completed and stored to date:	\$ <u>758,335.00</u>
5.	Retainage (per Agreement):	
	<u>      </u> % of completed Work:      \$ _____	
	<u>      </u> % of stored material:      \$ _____	
	Total Retainage:	\$ _____
6.	Total completed and stored to date less retainage (4 minus 5):	\$ <u>758,335.00</u>
7.	Less previous Application for Payments:	\$ <u>720,418.25</u>
<b>8.</b>	<b>DUE THIS APPLICATION (6 MINUS 7):</b>	<b>\$ <u>37,916.75</u></b>

Accompanying Documentation:

CONTRACTOR'S Certification:

The undersigned CONTRACTOR certifies that (1) all previous progress payments received from OWNER on account of Work done under the Contract referred to above have been applied on account to discharge CONTRACTOR's legitimate obligations incurred in connection with Work covered by prior Applications for Payment numbered 1 through 4 inclusive; (2) title of all Work, materials and equipment incorporated in said Work or otherwise listed in or covered by this Application for Payment will pass to OWNER at time of payment free and clear of all Liens, security interests and encumbrances (except such as are covered by a Bond acceptable to OWNER indemnifying OWNER against any such Lien, security interest or encumbrance); and (3) all Work covered by this Application for Payment is in accordance with the Contract Documents and not defective.

Dated 1 June 2016  
CONTRACTOR \_\_\_\_\_  
State of Tennessee  
County of Williamson  
Subscribed and sworn to before me this 13<sup>th</sup>  
day of June, 2016

By: Kevin Tubberville, Project Manager



Notary Public  
My Commission expires: 12-27-16

Payment of the above AMOUNT DUE THIS APPLICATION is recommended.

Dated SULLIVAN ENGINEERING, INC.  
ENGINEER \_\_\_\_\_

By: \_\_\_\_\_

Amendment 2  
COF 2013-0016  
Exhibit A  
PMT 5 Const

TRILLIUM FARMS, L.P.  
317 Main Street, Suite 201 Franklin, TN 37064

**SUBCONTRACTOR'S/ SUPPLIERS**

2011-0151

**AFFIDAVIT AND FINAL LIEN WAIVER**

To All Whom It May Concern:

WHEREAS, the undersigned has been employed by (A) Trillium Farms, L.P.

to furnish labor and materials for (B) Carothers Parkway South at Long Lane work,

for the improvements of the premises described

as (D) Carothers Parkway South at Long Lane in the city of Franklin

County of Williamson, State of Tennessee

of which City of Franklin is the Owner (s).

The Subcontractor has paid in full all bills or obligations for labor, sub-subcontract work, payroll taxes, material, (whether or not specified fabricated for this project), equipment, and/or machinery, which are due or payable on or before the last day of the billing period. The Subcontractor further certifies that it has complied with all federal, state, and local tax and employment laws, including, but not limited to, social security, unemployment and worker's compensation laws, applicable to its contract and work on the project through the billing period. The Subcontractor hereby waives and releases all rights to liens and claims against the owner, Trillium Farms L.P., and any surety for the performance of his contract from inception through the billing period of this application for payment, except for (a) retention which is unpaid to date and (b) work which has not been performed which is not the subject of a change order and which has been described in an attached document. The Subcontractor further states that no other person has any right to a lien or claim against the owner on account of work performed or for material, equipment, and/or machinery, or for material especially fabricated for the project, furnished to the Subcontractor through the billing period of this application for payment.

This waiver and release is given with the understanding that Trillium Farms L.P. and others will rely upon it, and to induce Trillium Farms L.P. to make payments to the Subcontractor. The waiver and release will become effective immediately upon the receipt of the sum of (E): thirty seven thousand nine hundred sixteen dollars and seventy-five cents

(\$ 37,916.75 ) Dollars  
to the subcontractor.

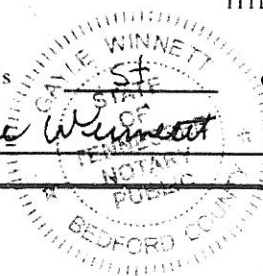
(F) Jones Bros Contractors, LLC  
(Name of sole ownership, corporation partnership)

[Signature]  
(Signature of authorized representative)

TITLE: Project Manager

Subscribed and sworn to before me this Sept day of 2016  
(Notary Public)

My commission expires: 5/13/2020





City of Franklin Tennessee  
P.O. Box 305  
Franklin TN 37065-0305

Amendment 2  
COF 2013-0016  
Exhibit A  
PMT POND

Invoice	VCH001270376
Date	11/1/2013

BATCH: MARSTON 10/31/13  
JOB: 2013-015  
CONTRACT: 2013-0016

128 32810 00000

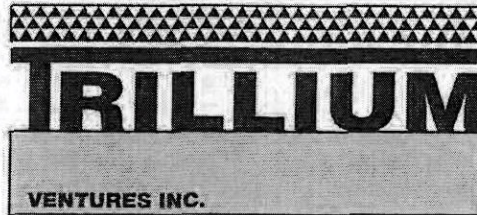
**Vendor:**

Trillium Ventures, Inc.  
317 Main Street  
Suite 201  
Franklin TN 37064

Document Number	Purchase Order Number	Vendor ID	Shipping Method	Payment Terms ID
2013-0016 POND 1  Description: 2013-0016 CONST POND Sec. F		TRI013		Net 30 days
				<b>Amount</b> \$50,612.00

<b>Subtotal</b>	\$50,612.00
<b>Misc</b>	\$0.00
<b>Tax</b>	\$0.00
<b>Freight</b>	\$0.00
<b>Trade Discount</b>	\$0.00
<b>Payment</b>	\$0.00
<b>Total Due</b>	\$50,612.00

Amendment 2  
COF 2013-0016  
Exhibit A  
PMT POND



November 4, 2013

Mr. David Parker P. E.  
CIP Executive/City Engineer  
Franklin City Hall  
109 3rd Avenue South  
Franklin, TN 37064

RE: Road Impact Fee Offset Agreement, City of Franklin Contract No 2009-0012  
South Carothers Parkway Project For Roadway and Bridge Construction and Public Access

Dear David,


Please find enclosed Mike Ford Custom Builders, LLC Application for Pay Request No. 1, for work completed through the date of November 1, 2013 for payment of construction services associated with City of Franklin Contract No. 2009-0012. This request is specifically made for reimbursement of the Franklin Regional Detention Pond in Section "F," 10/11 of the Highlands of Ladd Park Development. A copy Cunningham Construction and Development, LLC invoice for construction services is attached for your review. This work has been paid and is accompanied by a copy of the Release of Liens.

SOUTH CAROTHERS PARKWAY PROJECT	Unit	Unit Cost	Plan Quantity	Cost to Date
DETENTION BASIN				
Rough Grading	C.Y.	\$4.75	8,000	\$38,000.00
30" RCP	L.F.	\$48.00	94	\$4,512.00
30" Endwall	Each	\$2,850.00	1	\$2,850.00
Pond Structure	Each	\$5,250.00	1	\$5,250.00
<b>Amount Due</b>				<b>\$50,612.00</b>

Please remit payment of \$50,612.00 to:  
Trillium Farms, L.P.  
317 Main Street, Suite 201  
Franklin, TN 37064

Thank you for your assistance and please let me know if you have any questions.

Sincerely  
Trillium Farms, L.P.

  
Paul Arnold  
C: 615-513-4240

*Per Jonathan  
50% of the bills  
11/20/13  
Discuss with Paul Allen*



Mike Ford Custom Builders, LLC

390 Mallory Station Rd.

Suite 100

Franklin, TN 37067

# Invoice

Date	Invoice #
11/1/2013	77

Bill To
TRILLIUM FARMS, LLC
<b>Amendment 2</b> <b>COF 2013-0016</b> <b>Exhibit A</b> <b>PMT POND</b>

Terms

Item	Description	Qty	Rate	Amount
Miscellaneous Reimburse...	Reimbursement from Trillium and/or City of Franklin for Regional detention pond built by Mike Ford for Section F of Ladd Park	1	50,612.00	50,612.00
			<b>Total</b>	\$50,612.00



Amendment 2  
COF 2013-0016  
Exhibit A  
PMT POND

CONTRACTOR AFFIDAVIT  
PARTIAL RELEASE AND WAIVER OF LIEN

To that contract dated November 26, 2012 by and between Cunningham Construction & Development, LLC. Hereinafter called the Contractor, and Mike Ford Custom Builders, LLC hereinafter called the Owner, for the construction of Section 10 and 11 of the Highlands of Ladd Park according to the plans and specifications prepared by Sullivan Engineering.

AFFIDAVIT

For and in consideration of the receipt of 16,075.90 in payment for the following labor and/or material furnished, to wit: Sixteen Thousand and Seventy-Five Dollars and 90/100, the receipt and sufficiency of which is hereby acknowledged, the undersigned does hereby waive, release and relinquish any and all claims, demands and rights of lien to the extent of the amount shown hereon for all work, labor, materials, taxes, machinery or other goods, equipment or services done, performed for furnished for the construction located at the site hereafter described, to wit: Section 10 and 11 of the Highlands of Ladd Park located in Williamson County, TN.

The undersigned further warrants and represents that any and all valid labor and/or material and equipment bill's, now due and payable, on the property hereinabove described on behalf of the undersigned have been paid in full to the date of this waiver, or will be paid in full from these funds prior to the next draw request by Contractor. Except as listed below, payment has been made in full and all obligations have otherwise been satisfied for all materials and equipment furnished, for all work, labor, and services performed, and for all known indebtedness and claims against the Contractor for damages arising in any manner in connection with the performance of the Contract referenced above for which the Owner or Owner's property might in any way be held responsible or encumbered.

Exceptions: \_\_\_\_\_

It is further certified that all Federal and State taxes required to be withheld from employees or agents of Contractor have been withheld in the manner provided by law.

It is further certified that all sales, use and other taxes of every kind applicable to the Contractor's performance of said Contract have been paid in full or will be paid by the Contractor upon receipt of final payment.

Contractor agrees to indemnify Owner against any liens, including reasonable attorney's fees, and other costs incurred in connection therewith which may hereafter be filed against Owner and which arose directly or indirectly under said Contract, and Contractor shall also indemnify and save harmless Owner against any and all claims of any kind, except those expressly reserved as above set forth, which may hereafter be filed against Owner, and which arose directly or indirectly under said Contract, and Contractor, at Owner's request, will take over and assume the defense and liability of any such liens or claims.

The undersigned Contractor certifies that to the best of the Contractor's Knowledge and belief the work covered by this Application for Payment has been completed in accordance with the Contract Documents, and Contractor expressly agrees that the payment made hereunder does not constitute an acceptance by Contractor of defective or improper materials or workmanship nor shall it be deemed to constitute an acceptance of any work of Contractor under said Contract that is not in conformity with the specifications, terms, and conditions of said Contract.

CURRENT CONTRACT PRICE (with change orders):                       
PREVIOUS PAYMENTS: \$108,178.40  
THIS DRAW REQUEST: \$16,075.90  
BALANCE DUE TO FINISH, PLUS RETAINAGE: \$42,430.45

IN WITNESS WHEREOF, Contractor, intending to be legally bound hereby, has signed, sealed and delivered this Affidavit, Release and Waiver of Liens to Owner.

CONTRACTOR:  
[Signature]  
Signature  
Marlon Cunningham Member  
Typed Name/Title  
10/4/2013  
Date of Signature

ADDRESS: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Subscribed and sworn to before me, in my presence, this 4 day of October, 2013, a Notary Public in and for the State of Tennessee.

Betty J. Lecomte  
Notary Public Signature  
My commission expires 6-25-2017





