7. DESCRIPTION OF THE GRATUITY

- 0 -

8. COST OF THE GRATUITY (If cost is unknown and not reasonably discernible by the person giving the gratuity, then the person giving the gratuity shall report a good faith estimate of the cost of the gratuity.)

- 0 -

9. The information contained in this Gratuity Disclosure Form, and any supporting documentation or materials referenced herein or submitted herewith, is true and correct to the best of my knowledge, information and belief and affirm that I have not given, directly or indirectly, any gratuity to any elected official, employee or appointee (including spouse and immediate family members) that has not been disclosed and I affirm that I have not violated the provisions of the Shelby County Government Code of Ethics.

W. H. Welch Jr.
Signature

10/21/08
Date

W. H. Welch Jr.
Print Name

A copy of your completed form will be placed on the Shelby County Internet website.

City of Bartlett

A. Keith McDonald, Mayor

December 2, 2008

Mary Baker, Deputy Director
Office of Planning and Development
125 N. Main Street
Memphis, TN 38103

Dear Ms. Baker,

The staff at the City of Bartlett has been in communication with Mr. Welch and Mr. Dickinson for the past several months in regards to the Windsor Park property. About one half of the property was developed as Phase One, Windsor Park subdivision and developed as a single family residential subdivision, but no houses have been built. This Phase One was annexed into Bartlett about 2 years ago, with the expectation to annex Phase Two when it developed.

However with current market condition, the owners are proposing that both the Phase One and Phase Two properties be developed as a senior housing community with a full range of elderly care facilities. The portion currently in Bartlett will have to have a Special Use Permit approved by the Board of Mayor and Aldermen and this application is expected to be filed in January 2009. The portion of the property currently in unincorporated Shelby County is the subject of the P. D. 08-328cc application.

After several revisions to the plan have been agreed to and subject to the attached conditions, the City of Bartlett is now in a position to support the approval of P. D. 08-328cc. With the approval of this plan, Bartlett will initiate annexation around February 2009.

Respectfully,

Terry Emerick

Terry Emerick
Director of Planning and Economic Development

6400 Stage Road • P.O. Box 341148 • Bartlett, Tennessee 38134-1148 • 901-385-6400

Proposed Outline Plan Conditions
Windsor Park Planned Development
Revised December 2, 2008

Outline Plan Conditions:

I. Uses Permitted:

A. Area 1 - The following uses are permitted:

1. Elderly Assisted Living
2. Elderly Long-term Care
3. Nursing Home
4. Hospice Facility
5. Alzheimer Facility
6. Specialized Ambulatory Care Facilities such as but not limited to:
   a. Wellness Center
   b. Dialysis Center
   c. Oncology Center
   d. Physical Rehabilitation Center
7. Accessory uses including accessory medical office
8. Recreation facilities

B. Area 2 - The following uses are permitted:

1. Single-Family, Single Family Attached and Town homes
2. Accessory Uses
3. Recreational facilities

C. Area 3 - The following uses are permitted:

1. Single-Family, single Family Attached
2. Accessory Uses

D. Areas 4 and 5 - The following uses are permitted:

1. Single-Family, Single Family Attached and Quad-plexes
2. Accessory Uses
3. Recreational facilities

II. Bulk Regulations and Height:

All building set backs shall be measured from the street (public or private) Right of way

Area 1

1. All buildings shall be a maximum of 45 feet in height. In no event shall a building exceed three (3) stories.
2. The maximum FAR in this area shall be .40.
3. The minimum building setback from Ellis Road shall be 60 feet.
4. The minimum building setback from Welford Drive for Single-Family, Single Family Attached and Townhomes shall be 30 feet.
5. The minimum building setback from the eastern property line shall be 50 feet.
6. The minimum building setback from the existing 150 feet Texas Gas easement shall be 100 feet.
7. The minimum building setback from Foothill Drive shall be 50 feet.
8. The minimum open space in this area shall be 35 percent.

Area 2

1. All buildings shall be a maximum of 35 feet in height. In no event shall a building exceed two (2) stories.
2. The minimum building setback from Welford Drive shall be 30 feet.
3. The minimum rear yard-building setback shall be 30 ft.
4. A minimum three-foot setback shall be provided between the internal roadway and any town home garage.

Area 3

1. All buildings shall be a maximum of 35 feet in height. In no event shall a building exceed two (2) stories.
2. The minimum building setback (from Ellis Road) shall be 30 feet.
3. The minimum building setback from New Brunswick Road shall be 30 feet.

Areas 4 and 5

1. All buildings shall be a maximum of 35 feet in height. In no event shall a building exceed two (2) stories.
2. The minimum building setback from Foothill Drive shall be 15 feet.
3. The minimum setback from the east property line shall be 30 feet.

III. Access and Circulation:

A. Dedicate thirty-four (34) feet from the centerline of Ellis Road and improved in accordance with the subdivision regulations and the Shelby County paving policy.
Ellis Road improvements are required due to the existing 'blind' hill in order to provide adequate sight distance for the proposed access points onto Ellis Road. Curb and gutter and sidewalk is required along the north side of Ellis and a rural road cross section along the south side of Ellis is required in the areas that involve a change in vertical alignment. These improvements must be included in the first phase of work bordering on Ellis Road, Areas 1, 2, and or 3.

B. Permit two (2) points of full access along Ellis Road.

C. The City/County Engineer/City of Bartlett Engineer shall approve the design and location of curb cuts.

D. Any existing nonconforming curb cuts shall be modified to meet current City/County/ City of Bartlett Standards or closed with curb, gutter and sidewalk.

E. The following private drives shall have a 31-foot minimum pavement width including curb and gutter: Welford Drive, Ballard Drive, and Foothill Drive. All other private drives shall have a minimum pavement width of 22 feet excluding curb and gutter, unless the City of Bartlett Fire Marshall requires a wider section.

F. Provide internal circulation between adjacent phases, lots, and sections. Common ingress/egress easements shall be show on the final plats.

IV. Drainage:

A. All proposed drainage plans shall be submitted to the City/County/City of Bartlett Engineer(s) for review. If above ground detention is required, it shall be reflected on the Final Plats.

B. Drainage improvements including possible on-site detention to be provided under contract in accordance with the subdivision regulations and the City of Memphis Drainage Design Manual and shall comply with the City of Bartlett requirements with review and approval by the City of Bartlett Engineer.

C. All through site drainage shall be public and all on-site shall be private.

V. Landscaping, Screening and Site Design:

A. Landscaping

1. Plate A-1 landscape plate (modified #1, a minimum of 20 feet wide) shall be provided along New Brunswick Road and a minimum of 20 feet wide shall be provided along Ellis Road for Area 3 as generally depicted on the Outline Plan.

2. Final Plans for streetscape of Ellis Road and Brunswick Road shall provide landscaping plant materials consistent with New Brunswick Road species.

3. Plate A-1 landscape plate (modified #2, a minimum of 20 feet wide) shall be provided along Ellis Road for Area 1 as generally depicted on the Outline Plan.

4. Plate A-1 (modified #3, a minimum of 20 feet wide) shall be provided for screening along the eastern property line of Areas 1 and 4, as generally depicted on the Outline Plan. This screening shall also include the property line adjacent to the Texas Gas easement.

5. Internal landscaping shall be provided at a minimum ratio of 300 square feet of landscaped area and one shade tree (Tree A from the approved plant list of the landscape ordinance) for every twenty parking spaces. Landscaped areas shall not be less than 200 square feet in area in any single location.

6. Equivalent landscaping may be substituted for that required above, subject to the approval of the Office of Planning and Development.

7. All required landscaping shall be irrigated.

8. All landscaping is in addition to and exclusive of any required easements and shall be designed so as to not interfere with said easements.

9. Unless otherwise revised at Site Plan Review all trees shall be a minimum of 2 1/2 inches in caliper at planting.

10. Upon annexation by the City of Bartlett all landscaping shall meet or exceed the City of Bartlett requirements and standards.

B. Site Design

1. All buildings shall be of the same quality and have similar design characteristics. Brick and stone shall be the predominate building material, however concrete based materials including split face block and stucco may be considered as accents subject to site plan review and architectural review by a design review committee to be established by the Developer. Wood or wood based products are not permitted exterior materials.

2. No outside speaker or paging systems are permitted.

3. All final plans shall conform substantially with the approved conceptual plan subject to approval by the Office of Planning and Development.

4. Upon annexation by the City of Bartlett, all site plans shall be submitted to the Bartlett Planning Commission and Bartlett Design Review Commission for review and approval.

C. Lighting

1. Lighting shall be limited and directed to minimize glare and/or reflection toward residential property.

2. All attached building lighting shall be directed downward.

3. Parking lot and site lighting standards shall be a maximum of twenty-five (25) feet in height including fixture and may be mounted on a concrete base a maximum of thirty feet (30) above finished grade.

4. All parking lot lighting shall be of the "shoe box" type directing lighting downward.

5. A foot-candle distribution plan of the proposed lighting shall be submitted at Site Plan Review. Light source from the site shall not spill over onto adjacent residential property.

6. Upon annexation by the City of Bartlett, all site plans shall be submitted to the Bartlett Planning Commission and Bartlett Design Review Commission for review and approval.

D. Screening

1. Refuse containers shall be completely screened from view from adjacent property and constructed of masonry with a brick veneer on all sides. Doors shall be made of metal or similar material and painted to match the building.

2. All roof-mounted HVAC equipment shall be completely screened within an architectural element of the building.

3. The screening within any one phase (landscaping and fencing) shall be installed after the final grading and prior to issuance of the use and occupancy permit for the first building within that phase.

VI. Signs:

A. All detached signs except as specified in B below shall be a maximum of 25 square feet in area, shall be ground mounted, shall be limited in height to six feet, and shall be a minimum of 15 feet from the right-of-way.

B. A tenant sign shall be permitted in Area 1 with a maximum of 100 square feet in area, shall be ground mounted, shall be limited in height to 10 feet and shall be a minimum of 15 feet from the right-of-way.

C. Upon annexation by the City of Bartlett all signs shall comply with the City of Bartlett sign ordinance.

VII. Site Plan Review

A. A Site Plan shall be submitted to the Davies Plantation Homeowners' Association, the City of Bartlett, the Office of Planning and Development, and all appropriate City and County agencies for review, comment and recommendation prior to any Final Site Plan Approval granted by the Land Use Control Board.

B. The Site Plan shall be submitted at least twenty-five (25) days prior to a Land Use Control Board meeting and shall include the following information:

1. Conformance with the approved Conceptual Plan

2. The location, dimensions, floor area and height of all buildings, structures, signs, lighting and parking areas.

3. Specific plans for internal and perimeter landscaping and screening including plant material names and sizes at time of installation.

4. Illustrations of the design and materials of buildings, site structures and signs.

5. Illustrations of the design, materials and colors of any proposed signs.

6. A grading plan of the site including any retention, detention, or proposed water feature areas.

7. Lighting plan, including photometric analysis that provides lighting conditions.

8. Traffic study

9. Finished floor elevations

C. The Site Plan shall be reviewed based upon the following criteria:

1. Adequacy of facilities (streets, sewers, drainage, etc.) and conformance to the Subdivision Regulations and Standards.

2. Landscaping and adequacy of screening from residential areas.

3. Building orientation and setback.

4. Access and circulation providing a unified and continuous circulation pattern on the site and between phases.

5. Parking spaces and design.

6. Conformance with the Outline Plan Conditions.

7. Compatibility with adjacent properties as judged from the final elements of the site development including landscaping, screening and architectural design.

D. Upon annexation by the City of Bartlett all site plans which are not under construction shall be submitted to the Bartlett Planning Commission and the Bartlett Design Review Commission for review and approval.

E. All sewers in areas 1, 2, 3, 4 and 5 are to serve south to Ellis New Brunswick intersection and not back through the outfall leaving to the west going through Wolf Hollow Subdivision. An outfall sewer line may be required.

F. A Bartlett Annexation Reserve Water (BARW) Contract (or Bartlett Subdivision Contract, if annexed) will be required for all areas 1, 2, 3, 4 and 5. The BARW incorporates the Bartlett Subdivision Regulations into this project

VIII. Final Plans shall not be approved for recording until the Land Use Control Board and the City of Bartlett approves the Site Plan for that phase.

IX. The consent of succeeding owners of any lot or lots shall not be required to make amendments to the Planned Development. All property owners within the Planned Development shall be notified by mail or the proposed amendments.

X. The Land Use Control Board may modify the bulk, access, parking, landscaping, loading, screening, signs, and other site requirements if equivalent alternatives are presented; provided, however, any adjacent property owner who is dissatisfied

with the modifications of the Land Use Control Board hereunder may, within ten days of such action file a written appeal to the Director of Office of Planning and Development, to have such action reviewed by the legislative bodies.

XI. A Final Plat shall be recorded within five years of the date that this application shall have been approved by the appropriate legislative body(s). The Land Use Control Board in consideration of a correspondence application may grant time extensions with notice to abutting property owners and the associations identified in VII A. above.

XII. Any Final Plan shall include the following:

A. The Outline Plan Conditions.

B. A standard subdivision contract as defined by the Subdivision Regulations for any needed public improvements. A Bartlett Annexation Reserve Water Contract or a Bartlett Residential Subdivision Contract shall be required.

C. The location and dimensions of buildable areas, pedestrian and utility easements, required landscaping and screening areas and required illustrations of signs and buildings.

D. The content of all landscaping and screening to be provided.

E. The location and ownership, whether public or private of any easement.

F. A statement conveying all common facilities and areas to a Property Owner's Association or other entity for ownership and maintenance purposes. The HOA charter and CC&R's shall be recorded prior to the recording of the plat and the instrument number shall be noted on the final plat. Submit the HOA charter and CC&R's to the City of Bartlett for review and comment, prior to recording.

G. The 100-year flood elevation.

XIII. The following note shall be placed on the Final Plat of any development requiring on-site storm water detention facilities: The areas denoted by "Reserved for Storm Water Detention: Shall not be used as a building site or filled without first obtaining permission from the City or County Engineer or City of Bartlett Engineer, as applicable. The storm water detention systems located in these areas, except for those parts located in public drainage easement, shall be owned

and maintained by the property owner and/or property owners' association. Such maintenance shall be performed so as to ensure that the system operates in accordance with the approved plan on file in the City/County Engineer's Office/*City of* Bartlett Engineer*'s* Office. Such maintenance shall include, but not be limited to: removal of sedimentation, fallen objects, debris and trash; mowing; outlet cleaning; and repair of drainage structures.