

**MINUTES OF THE MEETING OF THE MADISON COUNTY
PLANNING AND ZONING COMMISSION HELD AND CONDUCTED ON
THURSDAY, THE 10th DAY OF AUGUST, 2023 AT 9:00 A.M. AT THE
MADISON COUNTY COMPLEX BUILDING**

BE IT REMEMBERED that a meeting of the Madison County Planning and Zoning Commission was duly called, held and conducted on Thursday, the 10th day of August, 2023, at 9:00 a.m. in the Madison County Complex Building.

Present: Dr. Keith Rouser
 Bill Billingsley
 Rev. Henry Brown
 Jean McCarty
 Mandy Sumerall
 Scott Weeks, Planning and Zoning Administrator

The meeting was opened with prayer by Commissioner Brown, and all present participated in pledging allegiance to our flag, led by Chairman Rouser.

There first came on for consideration the minutes of the July 13, 2023, meeting of the Commission. Upon motion by Commissioner McCarty, seconded by Commissioner Billingsley with all voting “aye,” motion to approve the July 13, 2023, minutes passed.

There next came on for consideration, the need to open the meeting for public hearing of certain matters. Upon motion by Commissioner Billingsley to open the meeting for public hearing of certain matters, seconded by Commissioner McCarty, with all voting “aye,” the public hearing was so opened.

There next came on for consideration the Application of Chad Phillips for a Conditional Use for Public/Quasi Public Facility (The Oaks-Assisted Living Facility) with Site Plan. The property subject to the application is at 3265 Highway 22, is zoned C-1 Commercial District with a Planned Unit Development (“PUD”) overlay, and is in Supervisor District 4.

Prior to presentation, Attorney Clark advised the Commission that this property falls within the bounds of the Mannsdale-Livingston Historic Preservation District (“MLHPD”), that the Applicant’s application was pending before the MLHPD Commission, and had been tabled by MLHPD. As such, the Applicant’s application was running in conjunction with MLHPD review, and the Planning & Zoning Commission could table, deny, or approve the application. But, Attorney Clark advised that if approval was given by Planning & Zoning Commission, it should be contingent on any additions or suggestions may have as to the presentation and site plan.

Chad and Crystal-Gardner Phillips appeared as Applicants. Also present were Joey Flynn, architect, and Marcus Hall, engineer for the project. Ms. Gardner-Phillips advised that The Oaks is designed to serve seniors that are facing the challenges of aging, and Activities of Daily Life (“ADLs”) including getting dressed, doing laundry, cooking meals, or travel to doctor

appointments. Ms. Gardener-Phillips advised that The Oaks adopts industry best practices, but is a smaller facility and environment with only fifteen (15) beds. Ms. Gardner-Phillips advised that they chose this particular location as it was compatible with the area, is tucked away on the site, but would allow the seniors it will serve to be close to area commercial attractions and residential neighborhoods, while still being close to their families. Ms. Gardner-Phillips advised that the architecture of structure itself is in character with the 1850's architecture of the MLHPD in order to blend in with the surrounding area.

Chad Phillips addressed the Commission and advised that market research showed a current need for an additional thirty (30) assisted living beds in order to meet the needs of seniors needing such services. Mr. Phillips addressed the various definitions and terminology of assisted living and personal care homes as defined by the Mississippi Department of Health, and stated that The Oaks is a personal care home assisted living as defined therein. Mr. Phillips stated that the key word in that definition applicable to The Oaks is "services." Mr. Phillips reiterated that The Oaks is not an apartment or condominium complex as the seniors cannot live completely on their own, and would be paying for services rendered at The Oaks.

Mr. Phillips advised that the market data shows that, even with approval of The Oaks, there would still be a need for at least ten (10) assisted living beds in the Madison County area. Mr. Phillips also advised that the statistical data shows that population of seniors over 75 years of age would increase by 26% in the coming years which will create even more need than there is now, with Ms. Gardner-Phillips adding that this increase is commonly known as a "Silver Tsunami" because no one is prepared for its coming.

Applicants addressed the site plan portion of their application, and stated that they purposely placed the structure on the rear of the property in order to maintain privacy of the facility, and not necessarily be visible.

Commissioner Billingsley inquired as to why the application had been tabled by the MLHPD Commission. Mr. Phillips responded that they were notified on a Friday of the MLHPD meeting on the following Monday, and thus submitted copies of their plans, but MLHPD advised that they needed the full-size plans for review. Commissioner Billingsley next inquired as to how many staff The Oaks would anticipate having. Mr. Phillips advised that state regulations allow a minimum of one (1) caregiver for every fifteen (15) residents, but that The Oaks would have one (1) caregiver for every five (5) residents during the day, and one (1) caregiver for every six (6) or (7) during the night in order to provide excellent care for the residents. Ms. Gardner-Phillips reiterated that The Oaks would be large enough to accommodate activities for the residents, but not so large as to require staff for other activities that some facilities offer. Commissioner Billingsley clarified that the largest number of staff that would be on site at any given time would be four (4) and the Applicants agreed. Commissioner Billingsley next inquired as to what types of security measures would be in place for the residents. The Applicants stated that in addition to coded and locked doors, The Oaks will have a device for the residents to wear like a wrist watch that allows the residents to call staff for assistance, is a geolocator, monitor for the residents' vitals, and alerts the caregivers if a resident is in distress, or has left a certain parameter of the facility.

Henry Greaves appeared in opposition, and stated that his family owned property adjacent to the proposed facility. Mr. Greaves stated that his family sold the property where The Oaks is to sit, and placed a fifty (50) year covenant that the property would be subject to the MLHPD District. Mr. Greaves argued that one of the deed restrictions is that there is to be single family dwellings only, and that he viewed The Oaks as a multi-family structure with fifteen (15) people under one roof. Mr. Greaves further argued that Section 1903 of the Madison County Zoning Ordinance prohibits apartments and/or residential condominiums, and that, although the residents will be paying for services, he believes the residents of The Oaks would be renters.

Attorney Clark advised that he was aware of the deed restrictions, but that there had been a subsequent filing lifting such restriction. Mr. Greaves opined that he believed it to still be in place.

Commissioner Billingsley inquired as to whether any of the Greaves family lived on the adjacent property, and Mr. Greaves advised that two (2) family members do live on the property to the West of the proposed facility.

Mr. Phillips inquired as to whether Mr. Greaves was aware that the subject property was zoned as C-1 Commercial District with a PUD overlay. Mr. Greaves acknowledged that he did, but that the rules of the MLHPD District must still be followed. The question arose as to whether development in the MLHPD District was restricted to single-family residential. Attorney Clark clarified that no such restriction exists in the MLHPD District and pointed to several existing commercial uses within the bounds of the MLHPD District.

Phyllis Doby appeared as a Commissioner of the MLHPD, and distributed the minutes of the July 31, 2023, MLHPD meeting. A copy of said minutes are attached hereto as **Exhibit "A."** Ms. Doby advised that MLHPD had met with the Applicants in June and July. She advised that the first time, the project was called a luxury assisted living home, and the second time, it was called a personal care home. Ms. Doby advised that, in June, MLHPD advised the Applicants of all information requested for review of the application. Ms. Doby stated that at the June meeting, the Applicants advised they had sent all requested information to Administrator Weeks, but that MLHPD did not get copies, and that Administrator Weeks advised that he did not receive all of the requested information either. As such, MLHPD tabled the application at their July meeting. Ms. Doby stated that for over 20 years, MLHPD has reviewed applications prior to review by the Planning & Zoning Commission, and that people in the community were asking why they had to submit to MLHPD first, but the Applicant had not. Attorney Clark advised that the normal course of action is for MLHPD to review an application first, and then forward their recommendations to the Planning & Zoning Commission. However, Attorney Clark advised that there have been instances of concurrent review by both commissions, and that there is no intent to bypass or overstep the MLHPD Commission by doing so here. Ms. Doby stated that she did not believe MLHPD had had time to do its due diligence in the community, and that she believed the property to be deed restricted.

Attorney Clark revisited the issue of the deed restriction, and read from a Termination of Covenants filed on August 20, 2007, and which references various covenants in Warranty Deeds and executed by numerous property owners. Mr. Greaves argued that document references an old

set of covenants and produced a Special Warranty Deed dated August 24, 2007, which he argued contained new covenants. A copy of Warranty Deeds at Book 233, Page 98; Book 271, Page 437; Book 310, Page 613; Termination of Covenants at Book 2232, Page 285; and Special Warranty Deed at Book 2232, Page 315 are attached hereto as collective **Exhibit "B."**

Mr. Phillips wished to clarify the timeline set forth by Ms. Doby. Mr. Phillips advised that they had met with MLHPD in May, June, and July, and had been tabled each time before they reached the architectural portion of the Application because of the question of whether The Oaks was apartments or condominiums.

Attorney Clark revisited the 2007 Special Warranty Deed produced by Mr. Greaves and acknowledged that said deed does have a fifty (50) year requirement that all improvements meet the standards of the MLHPD District, but does also acknowledge that the Greaves family understands that the Grantee (predecessor in title to Applicant) plans to include a commercial development on the property. Mr. Greaves acknowledged that there was an understanding that there would be commercial development, but that the idea was to bring back the Town of Livingston.

Commissioner Billingsley inquired as to whether the Special Warranty Deed has any restrictions as to where commercial development may be, and Attorney Clark advised that it did not, and only speaks to a +/-10.81 acre parcel of property. Commissioner Billingsley next asked whether, apart from the issue of the deed restriction, if there was other objection to the project. Mr. Greaves stated that he did not believe the project was complimentary to the rest of the Town of Livingston.

Commissioner McCarty inquired as to whether an assisted living facility is an acceptable commercial use in the overlay district. Ms. Gardner-Phillips stated that it is an acceptable use based upon a Conditional Use. Administrator Weeks added that assisted living is a Conditional Use in any zoning district as a Public/Quasi-Public Facility Utility.

Rita McGuffie appeared as a Commissioner of the MLHPD District. Ms. McGuffie stated that MLHPD was carefully considering the use. She reiterated that Applicant first presented the use as assisted living, and then later presented as personal care which is not defined in the Zoning Ordinance. As such, Ms. McGuffie stated that they were seeking additional information as to how such use would fit within the Zoning Ordinance.

Upon motion by Commissioner Billingsley to approve the Application of Chad Phillips for a Conditional Use for Public/Quasi Public Facility (The Oaks-Assisted Living Facility) with Site Plan, subject to the approval of the MLHPD Commission, seconded by Commissioner Brown, with all voting "aye," the motion to approve the Application of Chad Phillips for a Conditional Use for Public/Quasi Public Facility (The Oaks-Assisted Living Facility) with Site Plan, subject to the approval of the MLHPD Commission, was approved.

There next came on for consideration the Application of Berkshire Homes for a Variance to Rear Setbacks. The property subject to the application is Lot 1090 Heron's Bay of Caroline, and is in Supervisor District 2. Don McGraw and Todd Seymour, Manager of Berkshire Homes

appeared on behalf of the Applicant. Mr. McGraw advised that the Applicant is seeking a variance on the rear lot lines from 20' to 15' as the lot is an unusual shape with five (5) sides. Commissioner McCarty stated that she had viewed the subject lot, and that the rear actually abuts the side of the lot behind it, and the adjoining lot is also on a 15' variance. Upon motion by Commissioner McCarty to approve the Application of Berkshire Homes for a Variance to Rear Setbacks from 20' to 15' on Lot 1090 Heron's Bay of Caroline, seconded by Commissioner Billingsley, with all voting "aye," the motion to approve the Application of Berkshire Homes for a Variance to Rear Setbacks from 20' to 15' on Lot 1090 Heron's Bay of Caroline, was approved.

There next came on for consideration, the Application of Paul Hopper to re-zone +/-0.94 acres from A-1 Agricultural District to C-2 Highway Commercial District. The subject property is at 1534 Livingston Vernon Road Highway 43 and Endris Road, is zoned A-1 Agricultural District, and is in Supervisor District 4.

Prior to any presentation, Attorney Clark notified the Commission that Commissioner McCarty had informed him that she is a real estate appraiser and that Mr. Hopper is in the real estate business. Commissioner McCarty advised Attorney Clark that she has, on occasion, measured and appraised properties owned by Mr. Hopper, and wanted to know if that would be a conflict. Attorney Clark informed the Commission of such disclosure, and informed the Commission that he did not believe there to be any conflict as a re-zoning request has nothing to do with a home or property appraisal.

Paul Hopper appeared as the Applicant. Mr. Hopper advised that he is seeking re-zoning of +/-0.94 acres of his property from A-1 Agricultural District to C-2 Highway Commercial District. Mr. Hopper stated that the Madison County Land Use Map shows the entirety of his property to be C-2 Highway Commercial District and is unsure if there was a clerical error in the past which left a portion of his property as A-1 Agricultural District but that the current land use map does show it as being designated C-2. Mr. Hopper also stated that a Section line runs through his property, that the +/-0.94 acres is on the East side of the Section line, and that could be the cause for mistake in the past.

Administrator Weeks advised the Commission that he had done research back to the original 1964 zoning map, and all maps show this property as designated commercial. Attorney Clark reminded the Commission that one of the justifications for re-zoning is a mistake in the original zoning.

Upon motion by Commissioner Billingsley to approve the Application of Paul Hopper to re-zone +/-0.94 acres from A-1 Agricultural District to C-2 Highway Commercial District, seconded by Commissioner Brown, with all voting "aye," the Application of Paul Hopper to re-zone +/-0.94 acres from A-1 Agricultural District to C-2 Highway Commercial District, was approved.

There next came on for consideration the Application of Daniel Wooldridge to Re-Zone certain property from A-1 Agricultural District to C-2 Highway Commercial District. The property subject to the application is located on Highway 22, is zoned A-1 Agricultural District, and is in Supervisor District 4. Upon motion by Commissioner Billingsley to table the Application

of Daniel Wooldridge to Re-Zone certain property from A-1 Agricultural District to C-2 Highway Commercial District, seconded by Commissioner Brown, with all voting “aye,” the motion to table the Application of Daniel Wooldridge to Re-Zone certain property from A-1 Agricultural District to C-2 Highway Commercial District, was approved.

There next came on for consideration, the need to close the public hearing. Upon motion by Commissioner Brown to close the public hearing, seconded by Commissioner Billingsley, with all voting “aye,” the public hearing was so closed.

There next came on for discussion, the setting of the September, 2023 meeting. September 14th, 2023, was suggested. Upon motion by Commissioner Brown, seconded by Commissioner McCarty, with all voting “aye,” the motion to set the September, 2023 meeting for September 14, 2023, was approved.

With there being no further business, the August 10, 2023, meeting of the Madison County Planning and Zoning Commission was adjourned.

Date

Dr. Keith Rouser, Chairman

**Mannsdale-Livingston Heritage Preservation District Minutes of Meeting
Monday, July 31, 2023, 6:00pm**

The monthly meeting of the Commission Members of the Mannsdale-Livingston Preservation District (hereafter MLHPD) was duly called, convened and conducted on Monday, July 31, 2023, 6:00pm at the Chapel of the Cross in Madison, Mississippi.

Rita McGuffie called the meeting to order. A roll call of the Commission Members of MLHPD was taken and the following Members present:

Carole Brand (by phone)

Bill Buhner

Phyllis Doby

Rita McGuffie

Michael Yerger

Not in attendance:

Grant Brabham

David Landrum

Ken Primos

Donnie Young

Non-members present:

**Chad and Crystal-Gardner Phillips, The Oaks, Personal Care Facility, NW Corner
Town of Livingston**

Madeline Waggoner, A+Signs, Ameritrade

Clinton Doby, President of Mannsdale Heritage Foundation

EXHIBIT "A"

PAGE TWO

ROLL CALL AND CERTIFICATION OF PROXIES

Rita McGuffie called the meeting to order. The roll call being complete, Rita started the meeting.

PROOF OF NOTICE OF MEETING

Notification of the meeting had been delivered to all Commission Members by email. No members objected to the meeting or indicated they had not received the email notice of said meeting.

READING AND APPROVAL OF MINUTES OF PRIOR MEETING

Emailed copies of the June 6, 2023, minutes were sent to all Commission Members. There being no corrections to said minutes, Phyllis Doby moved to approve. Motion was seconded by Michael Yerger with all Members present and Carole Brand by phone voting to approve.

OLD BUSINESS

Chad Phillips, came before the commission on June 6, 2023, to present the Oaks Residence located in the Livingston Township, NW corner. Mr. Phillips stated the proposed 15 personal care units, Phase 1, were not apartment style and residents would not live independently as described in the definition for "assisted living" in the Zoning Ordinance for Madison County. Units were to be bed and bath only and were to be like nursing home/personal care home for the disabled.

PAGE THREE

Ms. McGuffie asked Mr. Phillips if he was aware of the documents required by MLHPD for any rezoning submittal. Mr. Phillips stated that he had been in contact with Scott Weeks, Planning and Zoning, and all required documents were sent to P & Z and that Andy Clark, County Attorney, concurred that the application for a luxury assisted living was the correct definition to use for the conditional use.

Mr. Phillips did not have the correct documentation required by MLHPD and Ms. McGuffie went over a checklist of items required in order for Mr. Phillips to move forward.

Mr. Phillips stated he wanted to break ground immediately. Ms. McGuffie advised that a checklist had to be followed:

- 1) Correctly identify the use. Is it a nursing home, personal care home or assisted living facility? The application needs to show correct use as defined by Zoning Ordinance for Madison County. Noted: Mr. Phillips stated that the units consisted of bedroom and bath without a kitchen and were not "apartment style setting".
- 2) ADA Compliance
- 3) Mark the required additional buffer on Highway 22 and show buffer landscaping.
- 4) Show buffers between adjoining landowners and landscaping plan for all buffers/setbacks.
- 5) Put in writing whether the land is part of Legacy PUD C-1. Indicate how this affects total greenspace, parking and total square footage.
- 6) Put in writing about lighting, noise and hours of operation.
- 7) Show screening for garbage and mechanical.
- 8) Show required yard and open space not to include buffers /setbacks as open space.

Phyllis Doby made the motion to table the discussion until all required documents were presented to the Commission. Michael Yerger seconded the motion with all Commission Members voting "Aye".

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NEW BUSINESS

Mr. Phillips and his wife, Tiffany-Gardner Phillips came before the commission to present a proposal for the Conditional Use as a "Personal Care Home".

Mr. Phillips stated that he had sent all the required information listed above to Scott Weeks. Mr. Phillips also stated that he and Andy Clark had discussed the Conditional Use and that it needed to be a Personal Care Home as stated on the application form.

Ms. McGuffie asked Mr. Phillips for the information we requested from the June 6, 2023 meeting and Mrs. Phillips stated that they sent all the required information to Scott Weeks, as requested. When we inquired as to what was sent to Scott Weeks, the Phillips stated they were too pushed to provide all the information needed on such short notice. Given that the documents were not provided for the meeting, Mr. Phillips explained that the County did not have a zoning definition for a Personal Care Home, however, Andy Clark advised that the County to regulate the zoning per State of Mississippi guidelines.

It came before the commission a discussion on what the intended use was for the facility. Mr. Phillips said it was for 80+ year olds and skilled nursing required. In addition, kitchens were being added to the 15 units. Discussion continued that the Phillips plan to add Phase II, a Memory Care Facility. Total square footage for the two buildings to be 22,000.

Commission members were given partial and small hard copies of the Oaks information by the Phillips which were illegible. The Phillips presented pieces of the documents to the Commission Members on Mrs. Phillips cell phone which made it impossible to review.

Phyllis Doby made the motion to table the discussion with the stipulation, that if in fact, the Phillips had already provided Scott Weeks all the documents that were requested and discussed by MLHPD in our June 6, 2023, a special meeting to be held for the Oaks. Bill Buhner seconded the motion with all Commission Members voting "Aye".

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Madeline Waggoner, A+ Signs, presented a proposal for an additional sign for Ameritrade located in the Town of Livingston. Ms. McGuffie advised Ms. Waggoner that Ameritrade already had a sign and that each business was allowed one sign.

There being no further business, Michael Yerger made the motion to adjourn which was seconded by Bill Buhner. All Commission Members voted "Aye" and the meeting was adjourned.



Rita McGuffie



DATE

President MLHPD

BOOK 233 PAGE 98

10903

STATE OF MISSISSIPPI
COUNTY OF MADISON

WARRANTY DEED

INDEXED

FOR AND IN CONSIDERATION OF TEN DOLLARS (\$10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, we, VARY T. GREAVES and husband ELMORE D. GREAVES, Grantors, subject to the protective covenants and exceptions hereinafter set forth, do hereby convey and warrant unto JOHN H. COLETTE, that certain real property lying and being situated in Madison County, Mississippi, and being more particularly described on EXHIBIT "A" which is annexed to and hereby make a part of this Warranty Deed by reference as fully as if copied herein full.

This conveyance is subject to, and the Grantors do hereby impose and establish the following protective covenants restricting the future usage of the property described on EXHIBIT "A" hereto, to-wit:

Such property shall be used only for single family residential purposes. No building or structure which is inconsistent with single-family residential usage, or intended for or adapted to business purposes shall ever be erected, placed, permitted or maintained on such property or any part thereof. No improvement or structure whatsoever, other than a first class private dwelling house, of not less two thousand (2,000) square feet in size, barns, patio walls, swimming pool, garage, carport, servants' quarters, guest houses, and other customary outbuildings consistent with single-family residential houses may be erected, placed or maintained on the subject property. The density of construction of single-family residences shall never exceed one (1) residence per two (2) acres of land.



*For
Termination
of Covenants
See Book
2232/985
page
9. Q. G. M. M. M.
By: J. A. D. C.
8/29/04*

SEE 253 SEE 99

Grantors reserve to themselves one-half (1/2) of all oil, gas and other minerals presently owned by grantors in, on and under the subject property.

WITNESS OUR SIGNATURES this the 19th day of October, 1987

Vary T. Greaves
VARY T. GREAVES

Elmore D. Greaves
ELMORE D. GREAVES

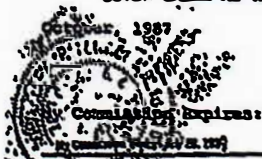
VARY T. GREAVES
P.O. BOX 268
MADISON MS 39110
(601)-879-8132
(GRANTOR)

ELMORE D. GREAVES
P.O. BOX 268
MADISON MS 39110
(601)-879-8132
(GRANTOR)

STATE OF MISSISSIPPI
COUNTY OF HINDS

PERSONALLY appeared before me, the undersigned authority in and for the aforementioned jurisdiction, VARY T. GREAVES and husband, ELMORE D. GREAVES, who acknowledged to me that they did sign and deliver the foregoing instrument on the day and date therein mentioned as and for their own act and deed.

GIVEN UNDER MY HAND and official seal this the 19th day of



J. W. Bennett
NOTARY PUBLIC

J. W. BENNETT
P.O. BOX 861
JACKSON MS 39205
(601)-355-6277
(GRANTEE)

EXHIBIT "A"
DESCRIPTION

A tract of land containing 12.00 acres, more or less, lying and being situated in Section 8, Township 8 North, Range 1 East, Madison County, Mississippi and being more particularly described as follows:

Commencing at a concrete monument marking the Southeast corner of Northeast Quarter of Section 17, Township 8 North, Range 1 East, Madison County, Mississippi; thence run North for a distance of 4271.43 feet; thence run West for a distance of 2704.77 feet to a point in the center of a stream of water known as Livingston Branch or Church Creek, said point being the POINT OF BEGINNING of that tract of land described by quitclaim deed from Vary T. Greaves and Elmore D. Greaves to the Trustees of the Livingston Missionary Baptist Church; thence run the following courses of said conveyance; North 48 degrees 45 minutes 00 seconds East for a distance of 428.04 feet to a point; thence run North 47 degrees 11 minutes 00 seconds East for a distance of 55.15 feet to a point; thence run North 47 degrees 32 minutes 00 seconds East for a distance of 388.00 feet to a point; thence run South 50 degrees 39 minutes 00 seconds West for a distance of 351.20 feet to a point, said point being a corner of the aforementioned conveyance and said point being the TRUE POINT OF BEGINNING of the following described tract of land; thence run West for a distance of 308.07 feet to a point; thence run North 08 degrees 40 minutes 28 seconds East for a distance of 820.71 feet to a concrete R.O.W. marker on the Southerly R.O.W. line of Mississippi Highway No. 22, said marker being the beginning of an offset in said R.O.W. line; thence following said offset in said R.O.W. line run North 31 degrees 02 minutes 10 seconds East for a distance of 20.00 feet; thence run South 50 degrees 57 minutes 50 seconds East for a distance of 100.00 feet; thence run South 31 degrees 02 minutes 10 seconds West for a distance of 20.00 feet to the point of terminus in said offset; thence run South 58 degrees 57 minutes 50 seconds East; continuing along said R.O.W. line for a distance of 58.70 feet to a point of curvature in said line; thence run southeasterly and along an arc of a curve to the left in said R.O.W. line for a distance of 314.00 feet, said curve having a radius of 1195.82 feet and a chord of South 68 degrees 28 minutes 08 seconds East with a distance of 313.10 feet to a point; thence run South 41 degrees 12 minutes 00 seconds East for a distance of 474.11 feet to a point; thence run South 50 degrees 19 minutes 00 seconds East for a distance of 201.86 feet to a point; thence run South 10 degrees 42 minutes 00 seconds West for a distance of 71.28 feet to a point; thence run South 47 degrees 57 minutes 00 seconds West for a distance of 212.32 feet to a point on a property line of the aforementioned tract conveyed to the Trustees of the Livingston Missionary Baptist Church; thence run North 47 degrees 32 minutes 00 seconds West and along the previously called line for a distance of 324.59 feet to a point; thence run South 50 degrees 39 minutes 00 seconds West for a distance of 351.20 feet back to the POINT OF BEGINNING of the above described tract of land.

Prepared by
Rutledge and Associates, Inc
October 13, 1987
R-1164-2

SIGNED FOR IDENTIFICATION:
Vary T. Greaves
VARY T. GREAVES, P.O. BOX 268
Madison, MS 39110
(601)-879-8132
Elmore D. Greaves
ELMORE D. GREAVES, P.O. BOX 268
Madison, MS 39110
(601)-879-8132

STATE OF MISSISSIPPI, County of Madison:
I, Billy V. Cooper, Clerk of the Chancery Court of said County, certify that the within instrument was filed
19 day of OCT 22 1987 at 12:20 o'clock P.M., and
dry of OCT 22 1987 is Book No. 233 on Page 92. In
presence of me, the Clerk of office, this the 22 day of OCT 22 1987.
BILLY V. COOPER, Clerk
By *M. S. ...* D.C.



BOOK 271 PAGE 437

44764

STATE OF MISSISSIPPI
COUNTY OF MADISON

WARRANTY DEED

FOR AND IN CONSIDERATION OF TEN DOLLARS (\$10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, I, John N. Coletto, Grantor, subject to the protective covenants and exceptions hereinafter set forth, do hereby convey and warrant unto ELEANOR G. GREAVES, that certain real property lying and being situated in Madison County, Mississippi, and being more particularly described on EXHIBIT "A" which is annexed to and hereby make a part of this Warranty Deed by references as fully as if copied herein full.

This conveyance is subject to, and the Grantor does hereby impose and establish the following protective covenants restricting the future usage of the property described on EXHIBIT "A" hereto, to-wit:

Such property shall be used only for single family residential purposes. No building or structure which is inconsistent with single-family residential usage, or intended for or adapted to business purposes shall ever be erected, placed, permitted or maintained on such property or any part thereof. No improvement or structure whatsoever, other than a first class private dwelling house, of not less two thousand (2,000) square feet in size, barns, patio walls, swimming pool, garage, carport, servants' quarters, guest houses, and other customary outbuildings consistent with single-family residential houses may be erected, placed or maintained on the subject property. The density of construction of single-family residences shall never exceed one (1) residence per two (2) acres of land.

MSH 271-438

Grantor conveys all oil, gas and other minerals presently owned by Grantor in, on and under the subject property.

WITNESS MY SIGNATURE this the 16th day of May, 1990.


JOHN M. COLLETTE

JOHN M. COLLETTE
P. O. BOX 861
JACKSON, MS 39205
(601) 355-6277
(GRANTOR)

STATE OF MISSISSIPPI
COUNTY OF HINDS

PERSONALLY appeared before me, the undersigned authority in and for the aforementioned jurisdiction, JOHN M. COLLETTE, who acknowledged to me that he did sign and deliver the foregoing instrument on the day and date therein mentioned as and for his own act and deed.

GIVEN UNDER MY HAND and official seal this the 16th day of May, 1990.


NOTARY PUBLIC


My Commission Expires:

2/2/93

ELEANOR G. GREAVES
P. O. BOX 268
MADISON, MS 39130
(601) 879-8132
(GRANTEE)

EXHIBIT 'A'

DESCRIPTION

A tract of land containing 12.00 acres, more or less, lying and being situated in Section 8, Township 8 North, Range 1 East, Madison County, Mississippi and being more particularly described as follows:

Commencing at a concrete monument marking the Southeast corner of Northeast Quarter of Section 17, Township 8 North, Range 1 East, Madison County, Mississippi; thence run North for a distance of 4271.43 feet; thence run West for a distance of 2704.77 feet to a point in the center of a stream of water known as Livingston Branch or Church Creek, said point being the POINT OF BEGINNING of that tract of land described by quitclaim deed from Vary T. Greaves and Elmore D. Greaves to the Trustees of the Livingston Missionary Baptist Church; thence run the following courses of said conveyance: North 49 degrees 45 minutes 00 seconds East for a distance of 429.04 feet to a point; thence run North 47 degrees 11 minutes 00 seconds East for a distance of 55.15 feet to a point; thence run North 47 degrees 32 minutes 00 seconds West for a distance of 388.00 feet to a point; thence run South 50 degrees 39 minutes 00 seconds West for a distance of 361.20 feet to a point, said point being a corner of the aforementioned conveyance and said point being the TRUE POINT OF BEGINNING of the following described tract of land; thence run West for a distance of 308.07 feet to a point; thence run North 06 degrees 40 minutes 267 seconds East for a distance of 920.71 feet to a concrete R.O.W. marker on the Southerly R.O.W. line of Mississippi Highway No. 22, said marker being the beginning of an offset in said R.O.W. line; thence following said offset in said R.O.W. line run North 31 degrees 02 minutes 10 seconds East for a distance of 20.00 feet; thence run South 58 degrees 57 minutes 50 seconds East for a distance of 100.00 feet; thence run South 31 degrees 02 minutes 10 seconds West for a distance of 20.00 feet to the point of terminus in said offset; thence run South 58 degrees 57 minutes 50 seconds East; continuing along said R.O.W. line for a distance of 58.70 feet to a point of curvature in said line; thence run southeasterly and along an arc of a curve to the left in said R.O.W. line for a distance of 314.00 feet, said curve having a radius of 1195.92 feet and a chord of South 66 degrees 29 minutes 00 seconds East with a distance of 313.10 feet to a point; thence run South 41 degrees 12 minutes 00 seconds East for a distance of 474.11 feet to a point; thence run South 50 degrees 19 minutes 00 seconds East for a distance of 201.96 feet to a point; thence run South 10 degrees 42 minutes 00 seconds West for a distance of 71.28 feet to a point; thence run South 47 degrees 57 minutes 00 seconds West for a distance of 212.32 feet to a point on a property line, of the aforementioned tract conveyed to the Trustees of the Livingston Missionary Baptist Church; thence run North 47 degrees 32 minutes 00 seconds West and along the previously called line for a distance of 324.69 feet to a point; thence run South 50 degrees 39 minutes 00 seconds East for a distance of 361.20 feet back to the POINT OF BEGINNING of the above described tract of land.

Prepared by
Rutledge and Associates, Inc.

SIGNED FOR IDENTIFICATION:

[Signature]
JAMES H. COOPER
P. O. BOX 861
JACKSON, MS 39205
(601) 355-6277



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 6 day of Aug, 1920, at 11:05 o'clock A.M., and was duly recorded on the 6 AUG 06 1920, Book No. 271, Page 437.

BILLY V. COOPER, CHANCERY CLERK BY: J. Cole D.C.

310 613

980207

STATE OF MISSISSIPPI
COUNTY OF MADISON

WARRANTY DEED

FOR AND IN CONSIDERATION OF TEN DOLLARS (\$10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, I, ELEANOR G. GREAVES, Grantor, subject to the protective covenants and exceptions hereinafter set forth, do hereby convey and warrant unto S. A. D. GREAVES, that certain real property lying and being situated in Madison County, Mississippi, and being more particularly described on EXHIBIT "A" which is annexed to and hereby made a part of this Warranty Deed by reference as fully as if copied herein full.

This conveyance is subject to, and the Grantor does hereby impose and establish the following protective covenants restricting the future usage of the property described on EXHIBIT "A" hereto, to-wit:

Such property shall be used only for single-family residential purposes. No building or structure which is inconsistent with single-family residential usage, or intended for or adapted to business purposes shall ever be erected, placed, permitted or maintained on such property or any part thereof. No improvement or structure whatsoever, other than a first class private dwelling house, of not less two thousand (2,000) square feet in size, barns, patio walls, swimming pool, garage, carport, servant's quarters, guest houses, and other customary outbuildings consistent with single-family residential houses may be erected, placed or maintained on the subject property. The density of construction of single-family residences shall never exceed one (1) residence per two (2) acres of land.

BOOK 310 PAGE 614

Grantor conveys all oil, gas and other minerals presently owned by Grantor in, on and under the subject property.

WITNES MY SIGNATURE this the 1st day of July, 1992.

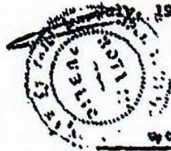

ELEANOR G. GREAVES


Eleanor G. Greaves
P. O. Box 268
Madison, Mississippi 39130-0268
(601) 879-8132
(GRANTOR)

STATE OF MISSISSIPPI
COURT OF MADISON

PERSONALLY appeared before me, the undersigned authority in and for the aforementioned jurisdiction, ELEANOR G. GREAVES, who acknowledged to me that she did sign and deliver the foregoing instrument on the day and date therein mentioned as and for her own act and deed.

GIVEN UNDER MY HAND and official seal this the 1st day of July, 1992.




Notary Public

My commission expires:

S. A. G. Greaves
P. O. Box 905
Madison, Mississippi 39130-0905
(601) 879-8132
(GRATUE)

EXHIBIT "A"

DESCRIPTION

A tract of land containing 13.08 acres, more or less, lying and being situated in Section 8, Township 8 North, Range 1 East, Madison County, Mississippi and being more particularly described as follows:

Commencing at a concrete monument marking the Southeast corner of Northeast Quarter of Section 17, Township 8 North, Range 1 East, Madison County, Mississippi; thence run North for a distance of 4271.43 feet; thence run West for a distance of 3704.77 feet to a point in the center of a stream of water known as Livingston Branch or Church Creek, said point being the POINT OF BEGINNING of that tract of land described by platolia deed from Mary T. Greaves and Elmer S. Greaves to the trustees of the Livingston Missionary Baptist Church; thence run the following courses of said conveyance: North 43 degrees 43 minutes 00 seconds East for a distance of 429.04 feet to a point; thence run North 47 degrees 11 minutes 00 seconds East for a distance of 83.18 feet to a point; thence run North 47 degrees 32 minutes 00 seconds West for a distance of 288.00 feet to a point; thence run South 86 degrees 39 minutes 00 seconds West for a distance of 361.70 feet to a point, said point being a corner of the aforementioned conveyance and said point being the TRUE POINT OF BEGINNING of the following described tract of land; thence run East for a distance of 308.07 feet to a point; thence run North 04 degrees 40 minutes 57 seconds East for a distance of 120.71 feet to a concrete R.O.W. marker on the southerly R.O.W. line of Mississippi Highway No. 31, said marker being the beginning of an offset in said R.O.W. line; thence following said offset in said R.O.W. line run North 31 degrees 02 minutes 10 seconds East for a distance of 20.00 feet; thence run South 53 degrees 57 minutes 20 seconds East for a distance of 100.00 feet; thence run South 31 degrees 02 minutes 10 seconds West for a distance of 20.00 feet to the point of terminus in said offset; thence run South 53 degrees 57 minutes 20 seconds East; continuing along said R.O.W. line for a distance of 89.70 feet to a point of curvature in said line; thence run southeasterly and along an arc of a curve to the left in said R.O.W. line for a distance of 314.00 feet, said curve having a radius of 1285.32 feet and a chord of South 14 degrees 29 minutes 08 seconds East with a distance of 318.25 feet to a point; thence run South 43 degrees 13 minutes 00 seconds East for a distance of 474.11 feet to a point; thence run South 50 degrees 19 minutes 00 seconds East for a distance of 201.28 feet to a point; thence run South 10 degrees 42 minutes 00 seconds West for a distance of 71.25 feet to a point; thence run South 47 degrees 57 minutes 00 seconds West for a distance of 318.25 feet to a point on a property line, of the aforementioned tract conveyed to the trustees of the Livingston Missionary Baptist Church; thence run North 47 degrees 32 minutes 00 seconds West and along the previously called line for a distance of 324.83 feet to a point; thence run South 80 degrees 39 minutes 00 seconds East for a distance of 361.20 feet back to the POINT OF BEGINNING of the above described tract of land.

Prepared by
Kullback and Associates, Inc.

Signed for Identification

Eleanor G. Greaves

Eleanor G. Greaves
P. O. Box 268
Madison, Mississippi 39130
(601) 879-8132



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 7 day of Jan, 1963, at 11:05 o'clock A. M., and was duly recorded on the JAN 8 7 1963, Book No. 310, Page 1613.

BILLY V. COOPER, CHANDERY CLERK BY: *B. Miles* D.C.

8.8N.1E

513166

TERMINATION OF COVENANTS

This day, Vary T. Greaves, Elmore D. Greaves, John M. Colette, Eleanor G. Greaves, S. A. D. Greaves, and the Trustees of Sunnyplace Trust (the "Undersigned") enter into this Termination of Covenants ("Termination") for the purpose of terminating the covenants set forth in certain instruments filed in the land records of the Office of the Chancery Clerk of Madison County, Mississippi, as follows:

WHEREAS, the Vary T. Greaves and Elmore D. Greaves executed a Warranty Deed to John M. Colette conveying certain property in Madison County, Mississippi and creating certain covenants set forth in that instrument filed of record in **Book 233 at Page 98** of the office of the Chancery Clerk of Madison County, Mississippi;

WHEREAS, the John M. Colette executed a Warranty Deed to Eleanor G. Greaves conveying certain property in Madison County, Mississippi and creating certain covenants set forth in that instrument filed of record in **Book 271 at Page 437** of the office of the Chancery Clerk of Madison County, Mississippi;

WHEREAS, the Eleanor G. Greaves executed a Warranty Deed to S. A. D. Greaves conveying certain property in Madison County, Mississippi and creating certain covenants set forth in that instrument filed of record in **Book 310 at Page 613** of the office of the Chancery Clerk of Madison County, Mississippi;

WHEREAS, the property subject to the covenants described in the above deeds (collectively "the Covenants") is presently owned by the Trustees of the Sunnyplace Trust; and,

WHEREAS, all persons and entities having an interest in and to the property subject to the Covenants desire to terminate the Covenants to allow the sale of the property free and clear of the Covenants and to allow the property to be used for commercial or other purposes that would not be compatible with the prior Covenants that are terminated by this Agreement.

NOW, THEREFORE, FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties covenant and agree as follows:

1. Termination of Covenants. The undersigned terminate, rescind and declare null and void the Covenants.
2. Agreement to Allow Commercial Use. The undersigned agree that the property previously subject to the Covenants may be used for commercial and other purposes and is not restricted to residential purposes or subject to any other restrictions or covenants whatsoever.

SO COVENANTED AND AGREED this the 20th day of August, 2007.

Vary T. Greaves
Vary T. Greaves

Elmore D. Greaves
Elmore D. Greaves

John M. Colette
John M. Colette

Eleanor G. Greaves Sutherland
Eleanor G. Greaves Sutherland

S. A. D. Greaves
S. A. D. Greaves

Sunnyplace Trust

By: Vary T. Greaves
Vary T. Greaves, Trustee

By: Eleanor G. Greaves Sutherland
Eleanor G. Greaves Sutherland, Trustee

By: Henry William Harrington Greaves
Henry William Harrington Greaves, Trustee

Prepared by and after recording return to:

Gee Ogletree
Adams and Reese LLP 37⁰⁰#6001
Box 24297
Jackson, MS 39225-4297

State of Mississippi
County of Madison

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction on this the 24th day of August, 2007, the within named Vary T. Greaves, individually, who after being by me duly sworn acknowledged that she executed the above and foregoing instrument.

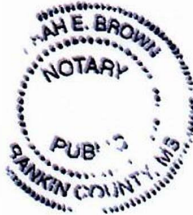
Sarah Brown

Notary Public

My Commission Expires:

August 7, 2009

(SEAL)



Notary Public - State of Mississippi
At Large
My Commission Expires)
August 7, 2009
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.

State of Mississippi
County of Madison

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction on this the 24th day of August, 2007, the within named Vary T. Greaves, who after being by me duly sworn acknowledged that she is one of the Trustees of the Sunnyplace Trust, and that she executed the above and foregoing instrument for and on behalf of said Trust in her representative capacity as its act and deed after having first been duly authorized by said Trust so to do.

Sarah Brown

Notary Public

My Commission Expires:

August 7, 2009

(SEAL)



Notary Public State of Mississippi
At Large
My Commission Expires)
August 7, 2009
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.

State of Mississippi
County of Hinds

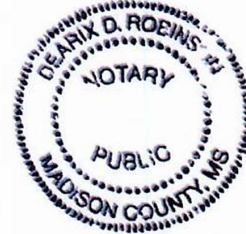
Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction on this the 20 day of August, 2007, the within named Eleanor G. Greaves Sutherland, individually, who after being by me duly sworn acknowledged that he executed the above and foregoing instrument.

Dearix D Robinson
Notary Public

My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires: July 15, 2008
Bonded Thru Heiden, Brooks & Garland, Inc.

(SEAL)



State of Mississippi
County of Hinds

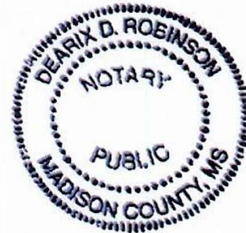
Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction on this the 20 day of August, 2007, the within named Eleanor Godfrey Greaves Sutherland, who after being by me duly sworn acknowledged that she is one of the Trustees of the Sunnysplace Trust, and that she executed the above and foregoing instrument for and on behalf of said Trust in her representative capacity as its act and deed after having first been duly authorized by said Trust so to do.

Dearix D Robinson
Notary Public

My Commission Expires:

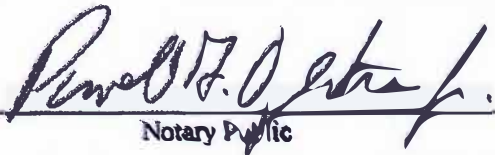
Notary Public State of Mississippi At Large
My Commission Expires: July 15, 2008
Bonded Thru Heiden, Brooks & Garland, Inc.

(SEAL)



State of Mississippi
County of Hinds

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction on this the 29 day of August, 2007, the within named Henry William Harrington Greaves, who after being by me duly sworn acknowledged that he is one of the Trustees of the Sunnyplace Trust, and that he executed the above and foregoing instrument for and on behalf of said Trust in his representative capacity as its act and deed after having first been duly authorized by said Trust so to do.



Notary Public

My Commission Expires:



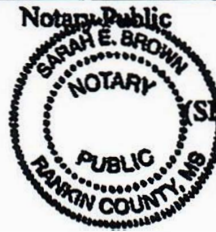
[The remainder of this page is intentionally left blank.]

State of Mississippi
County of Madison

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction on this the 24th day of August, 2007, the within named, Elmore D. Greaves, individually, who after being by me duly sworn acknowledged that he executed the above and foregoing instrument.

Sarah Brown

My Commission Expires:
August 7, 2009



Notary Public State of Mississippi
At Large
My Commission Expires ,
August 7, 2009
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.

[The remainder of this page is intentionally left blank.]

State of Mississippi
County of Hinds

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction on this the 20th day of August, 2007, the within named, John M. Colette, individually, who after being by me duly sworn acknowledged that he executed the above and foregoing instrument.



Notary Public

My Commission Expires:

3-18-2011

(SEAL)



[The remainder of this page is intentionally left blank.]

State of Mississippi
County of Hinds

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction on this the 20th day of August, 2007, the within named, S. A. D. Greaves, individually, who after being by me duly sworn acknowledged that he executed the above and foregoing instrument.



Notary Public

My Commission Expires:

3-18-2011

(SEAL)

[The remainder of this page is intentionally left blank.]

MADISON COUNTY MS This instrument was
filed for record AUG. 29, 2007 at 2 P.M.

Book 2232 Page 285

ARTHUR J. JENKINSON C. C.

BY:  D.C.



8-24-2007

BOOK 2232 PAGE 0315

Indexing Instructions: NE ¼ of the NW ¼ of Section 17, Township 8 North, Range 1 East; SW ¼ of the NE ¼, NW ¼ of the SE ¼, NE ¼ of the SW ¼, and the SE ¼ of the NW ¼, all in Section 8, Township 8 North, Range 1 East, Madison County, Mississippi.

543470

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum and amount of TEN DOLLARS (\$10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency all of which is hereby acknowledged, Vary T. Greaves, Eleanor Godfrey Greaves Sutherland, being one and the same as Eleanor Godfrey Greaves, and Henry William Harrington Greaves, as Trustees of the Sunnyplace Trust, and for the benefit of Stephen Arne Decatur Greaves, Eleanor Godfrey Greaves, Sebastian Peyton Thrower Greaves, Greta Barbour Greaves, and Henry William Harrington Greaves, by virtue of Warranty Deed from Stephen Arne Decatur Greaves, Eleanor Godfrey Greaves, Sebastian Peyton Thrower Greaves, Greta Barbour Greaves, and Henry William Harrington Greaves (collectively, the "Grantor") do hereby sell, convey and specially warrant unto Chestnut Hill, LLC, a Mississippi limited liability company (the "Grantee"), the following described property lying and being situated in Madison County, Mississippi, and more particularly described as follows, to-wit:

SEE EXHIBIT A

This conveyance is made subject to any and all easements, rights of way, restrictive or protective covenants and all prior mineral reservations of record.

This conveyance is made subject to the following covenant that for a period of fifty (50) years from the date of this instrument, all uses and improvements on said 10.81-acre tract (Parcel 2 on Exhibit A) will meet the standards of the Manssdale-Livingston Heritage Preservation District. This covenant runs with the land and shall be solely for the benefit of the immediately

adjacent property owner holding fee simple title to that property presently owned by Grantor; provided, however, if Grantor subdivides the property adjacent to said 10.81-acre tract, then this covenant shall only benefit the fee simple owners of property having a common boundary with the 10.81-acre tract. Grantor acknowledges that Grantee's plans include a commercial development on the property.

The ad valorem taxes for the current year 2007 due upon the property were prorated as of the date hereof and are hereby assumed by Grantee.

WITNESS THE SIGNATURE OF THE GRANTORS, this the 24 day of August, 2007.

GRANTOR:

Sunnyplace Trust

By: Vary T. Greaves
Vary T. Greaves, Trustee

By: Eleanor Godfrey Greaves Sutherland
Eleanor Godfrey Greaves Sutherland,
being one and the same as Eleanor Godfrey
Greaves, Trustee

By: Henry William Harrington Greaves
Henry William Harrington Greaves, Trustee

STATE OF MISSISSIPPI
COUNTY OF Madison

Personally appeared before me, the undersigned authority in and for the said county and state, on this 24th day of August, 2007, within my jurisdiction, the within named **Vary T. Greaves**, who acknowledged that she is one of the Trustees of the Sunnyplace Trust and that in said representative capacity she executed the above and foregoing instrument for and on behalf of said Trust and as its act and deed, after having first been duly authorized by said Trust so to do.

Sarah Brown
Notary Public

My Commission Expires:

August 7, 2009



Notary Public State of Mississippi
At Large
My Commission Expires |
August 7, 2009
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC

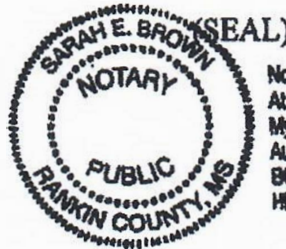
STATE OF MISSISSIPPI
COUNTY OF Madison

Personally appeared before me, the undersigned authority in and for the said county and state, on this 24th day of August, 2007, within my jurisdiction, the within named **Eleanor Godfrey Greaves Sutherland**, being one and the same as Eleanor Godfrey Greaves, who acknowledged that she is one of the Trustees of the Sunnyplace Trust and that in said representative capacity she executed the above and foregoing instrument for and on behalf of said Trust and as its act and deed, after having first been duly authorized by said Trust so to do.

Sarah Brown
Notary Public

My Commission Expires:

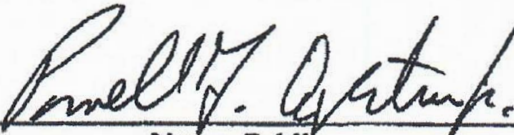
August 7, 2009



Notary Public State of Mississippi
At Large
My Commission Expires |
August 7, 2009
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC

STATE OF MISSISSIPPI
COUNTY OF Hinds

Personally appeared before me, the undersigned authority in and for the said county and state, on this 29th day of August, 2007, within my jurisdiction, the within named **Henry William Harrington Greaves**, who acknowledged that he is one of the Trustees of the Sunnyplace Trust and that in said representative capacity he executed the above and foregoing instrument for and on behalf of said Trust and as its act and deed, after having first been duly authorized by said Trust so to do.



Notary Public

My Commission Expires:

(SEAL)



GRANTORS' ADDRESS: Sunnyplace Trust
c/o Trustees
P.O. Box 517
Madison, MS 39130
TELEPHONE NUMBER: (601) 879-8132

GRANTEE'S ADDRESS: Chestnut Hill, LLC
601 Crescent Blvd., Ste. 100
Ridgeland, MS 39157
TELEPHONE NUMBER: (601) 898-4710

Prepared by and after recording return to:

Adams and Reese LLP
Attn: Jim McNamara *13⁰⁰
#606*
P.O. Box 24297
Jackson, MS 39225-4297
(601) 353-3234

Exhibit A**Parcel 1:**

Commence at the southwest corner of the Northwest Quarter of the Northeast Quarter of Section 17, Township 8 North, Range 1 East, Madison County, Mississippi, said corner being marked by a long existing concrete monument and said corner being 1,329.21' South and 2,648.22' West of the corner common to Sections 8, 9, 16 and 17, Township 8 North, Range 1 East, Madison County, Mississippi, said section corner being marked by a long existing concrete monument with aluminum cap. Said corner that is the point of beginning hereof is also the point of beginning of the legal description of that certain 131.31 acre parcel of land conveyed by Houston C. Primos, *et al*, to Chestnut Hill, LLC, by General Warranty Deed filed for record in the office of the Chancery Clerk of Madison County, Mississippi, at Canton, Mississippi, as Instrument 535031 and in Book 2192 beginning at Page 494 thereof, reference to which is hereby made for all purposes. Said corner that is the corner common to said Sections 8, 9, 16 and 17 is the corner that is the point of beginning of the legal description of that certain 326.45 acre parcel of land conveyed by Philwood, L.P., to Chestnut Developers, LLC, by General Warranty Deed filed for record in the office of said Chancery Clerk as Instrument 515358 and in Book 2102 beginning at Page 590 thereof, reference to which is hereby made for all purposes; run thence South 89° 48' 21" West along the south line of the Northeast Quarter of the Northwest Quarter of said Section 17 and along the boundary of said 131.31 acre parcel of land for a distance of 422.01' to a corner on the boundary thereof, said corner being also the point of beginning of the legal description of the parcel of land that is more particularly described as follows, to-wit:

Run thence North 00° 10' 05" West along the boundary of said 131.31 acre parcel of land for a distance of 1,014.57' to a point; run thence South 56° 50' 33" West for a distance of 226.11' to a point; run thence South 19° 52' 54" West for a distance of 343.52' to a point; run thence South 00° 15' 52" East for a distance of 568.90' to a point on the south line of the Northeast Quarter of the Northwest Quarter of said Section 17; run thence North 89° 48' 21" East along the south line of the Northeast Quarter of the Northwest Quarter of said Section 17 for a distance of 306.47' to the point of beginning.

The above described parcel of land contains 6.12 acres, more or less, and is situated in the Northeast Quarter of the Northwest Quarter (NE1/4 NW1/4) of Section 17, Township 8 North, Range 1 East, Madison County, Mississippi. The reference meridian for the survey of the parcel of land described in this legal description is based on the Mississippi State Plane Coordinate System, West Zone NAD83(93) system established by observation of the "Fan Reset" triangulation station by Ricky L. Nelson, P.L.S. The concrete monument with aluminum cap marking the corner common to Sections 8, 9, 16 and 17, Township 8 North, Range 1 East, Madison County, Mississippi, has grid coordinates of North: 1107874.0721, East: 2334802.2961, the scale factor is 0.999951672731 and the convergence angle to True North is plus (clockwise) 00° 04' 00".

Parcel 2:

Commence at the corner common to Sections 8, 9, 16 and 17, Township 8 North, Range 1 East, Madison County, Mississippi, said corner being marked by a long existing concrete monument with aluminum cap, said corner being the corner that is the point of beginning of the legal description of that certain 326.45 acre parcel of land conveyed by Philwood, L.P., to Chestnut Developers, LLC, by General Warranty Deed filed for record in the office of the Chancery Clerk of Madison County, Mississippi, at Canton, Mississippi, as Instrument 515358 and in Book 2102 beginning at Page 590 thereof, reference to which is hereby made for all purposes. From said point of commencement, run thence South 89° 45' 15" West along the line common to said Sections 8 and 17 for a distance of 1,336.09' to a long existing iron rod with aluminum cap; run thence North 00° 16' 15" West for a distance of 950.66 feet to a long existing concrete monument at a fence corner marking the southernmost corner of that certain 13.89 acre parcel of land conveyed by P. W. Bozeman and Dudley R. Bozeman to Gus A. Primos, *et al.*, by Warranty Deed filed for record in the office of the Chancery Clerk of Madison County, Mississippi, in Canton, Mississippi, as Instrument 25312 and in Book 256 beginning at Page 495, reference to which is hereby made for all purposes; run thence North 34° 22' 31" West along the boundary line common to said 326.45 acre parcel of land and said 13.89 acre parcel of land for a distance of 1,446.84' to the northeast corner of said 13.89 acre parcel of land, said corner being on the south margin of the Old Livingston-Brownsville Road, as said south margin is now (April, 2007) laid out and established; run thence North 51° 31' 02" West for a distance of 78.94' to a point on the west margin of the Old Livingston-Brownsville Road, as said west margin is now laid out and established, said point being also the point of beginning of the legal description of the parcel of land that is described as follows, to-wit:

Run thence South 10° 42' 00" West for a distance of 71.28' to a point; run thence South 47° 57' 00" West for a distance of 211.02' to a point on the northeast boundary line of that 4 acre parcel of land conveyed by Vary T. Greaves and Elmore D. Greaves to the Trustees of the Livingston Missionary Baptist Church by Quitclaim Deed filed for record in the office of the Chancery Clerk of Madison County, Mississippi, at Canton, Mississippi, as Instrument 515358 and in Book 2102 beginning at Page 590 thereof, reference to which is hereby made for all purposes; run thence North 47° 32' 00" West along the northeast boundary line of said 4 acre parcel of land for a distance of 324.63' to the northernmost corner of said 4 acre parcel of land; run thence South 50° 39' 00" West along the northwest boundary line of said 4 acre parcel of land for a distance of 266.56' to a point; run thence North 47° 25' 20" West for a distance of 108.65' to a point; run thence North 78° 36' 36" West for a distance of 55.28' to a point; run thence North 42° 37' 17" West for a distance of 141.43' to a point; run thence North 38° 35' 33" West for a distance of 87.91' to a point; run thence North 66° 50' 35" West for a distance of 105.30' to a point; run thence North 06° 40' 26" East for a distance of 472.83' to a point; run thence North 31° 05' 12" East for a distance of 99.24' to a concrete right-of-way marker on the south right-of-way line of Mississippi Highway 22, said marker being at a terminus of an offset in said right-of-way line; run thence along said south right-of-way line of Mississippi Highway 22 as follows: run thence North 30° 47' 08" East for a distance of 20.00' to a point; run thence South 59° 12' 52" East for a distance of 100.00' to a point; run thence South 30° 47' 08" West for a distance of

20.00' to a point; run thence South 59° 12' 52" East for a distance of 58.70' to the point of curvature of a curve to the left subtending a central angle of 14° 54' 39" and having a radius of 1,195.92 feet with the radius point of this curve being North 30° 47' 08" East of this point; run thence southeasterly along this curve to the left counterclockwise for an arc distance of 311.23 feet (chord bearing and distance: South 66° 40' 11" East, 310.35 feet) to the intersection of said south right-of-way line of Mississippi Highway 22 with the said west margin of the Old Livingston-Brownsville Road; leaving said south right-of-way line of Mississippi Highway 22, run thence South 41° 12' 00" East along said west margin of the Old Livingston-Brownsville Road for a distance of 477.02' to a point; run thence South 50° 19' 00" East along said west margin of the Old Livingston-Brownsville Road for a distance of 201.96' to the point of beginning.

The above described parcel of land contains 10.81 acres, more or less, and is situated in the Southwest Quarter of the Northeast Quarter (SW1/4 NE1/4), in the Northwest Quarter of the Southeast Quarter (NW1/4 SE1/4), in the Northeast Quarter of the Southwest Quarter (NE1/4 SW1/4) and in Southeast Quarter of the Northwest Quarter (SE1/4 NW1/4), all in Section 8, Township 8 North, Range 1 East, Madison County, Mississippi. The reference meridian for the survey of the parcel of land described in this legal description is based on the Mississippi State Plane Coordinate System, West Zone NAD83(93) system established by observation of the "Fan Reset" triangulation station by Ricky L. Nelson, P.L.S. The concrete monument with aluminum cap marking the corner common to Sections 8, 9, 16 and 17, Township 8 North, Range 1 East, Madison County, Mississippi, has grid coordinates of North: 1107874.0721, East: 2334802.2961, the scale factor is 0.999951672731 and the convergence angle to True North is plus (clockwise) 00° 04' 00".

MADISON COUNTY MS This instrument was
filed for record AUG. 29, 2007 at 8:17 A.M.

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ARTHUR JOHNSTON, C. C.

BY: [Signature] D.C.

