42-11
42-10-8

THIS INSTRUMENT WAS PREPARED BY:
J. C. DALE, JR., ATTORNEY
Suite 205, Ambrose Building
162 Fourth Avenue, North
Post Office Box 2868
Nashville, Tennessee 37219
615/255-7443

BOOK 6514 PAGE 630

CONTRACT OF CONVEYANCE

THIS CONTRACT made this 19th day of March, 1985 by and between AMERICAN DIVERSIFIED CAPITAL CORPORATION, hereinafter referred to as "ADCC" and THE MADISON SUBURBAN UTILITY DISTRICT OF DAVIDSON COUNTY, TENNESSEE, hereinafter referred to as "MSUD",

W I T N E S S E T H T H A T :

WHEREAS, in consideration of the agreement of MSUD to construct and install the water storage and distribution facilities hereinafter described, which will provide water service for ADCC and others, ADCC agrees to convey to MSUD in fee certain real property and to grant to MSUD certain easements over its property for the location, construction, installation and maintenance of such facilities with means of access thereto for such purposes; and

WHEREAS, in consideration of said agreements of ADCC, MSUD agrees to construct and maintain a water tank system and booster pump station upon the sites herein conveyed and to install and maintain force water mains and necessary connections on and over and easements herein granted to provide water service for ADCC and other customers of MSUD;

THEREFORE, in consideration of the agreements of the parties as aforesaid, it is further mutually covenanted and agreed as follows:

1. ADCC hereby transfers and conveys to MSUD, its successors and assigns, fee simple title to the booster pump station tract and the water tank tract as designated on Plat prepared by MCI Consulting Engineers, Inc., Sheet 3 of 11, for Project No. 1125070, dated 1/23/85, and made Exhibit "B" to this Contract of Conveyance, the legal description by metes and bounds of each of said tracts being shown respectively on Sheets Numbered A-1, A-2 and A-3 referred to and incorporated herein as a part of this instrument. The properties so conveyed are to be improved, used and maintained in perpetuity for the supplying and furnishing of water services.

2. ADCC hereby grants to MSUD, its successors and assigns the following perpetual easements over and through its properties to enable MSUD to construct, alter, maintain and service the aforesaid water facilities and to lay, install and maintain, service and repair the water mains and necessary connections for the transmission of water, as outlined and designated on said Exhibit "B" to this instrument, as "40 foot access and water line easement", "10 foot water line easement" and "50 foot access and water line easement". The legal descriptions by metes and bounds of said easements are set forth respectively on Sheets C-1, C-2, C-3 and C-4 attached hereto and incorporated as a part of this instrument.

3. ADCC hereby further grants to MSUD, its successors and assigns, non-exclusive easements for the purpose of ingress and egress over and across the properties of ADCC to afford MSUD access to construct, alter, maintain, repair and service its water tank system, booster pump station, water mains and appurtenances installed as aforesaid. Said non-exclusive easements are designated as

20 foot access easements on Exhibit "B" to this instrument and a legal description thereof is provided on Sheets D-1 and D-2 attached hereto and made a part of this instrument.

4. Upon execution of Contracts by MSUD with contractors for the construction, installation and maintenance of such water storage and distribution facilities, true copies of the executed Contracts will be furnished to ADCC, and ADCC will promptly within five (5) days after receipt of such executed Contracts remit to MSUD its check for ONE HUNDRED TWENTY-FIVE THOUSAND AND NO/100 ($125,000.00) DOLLARS as a contribution toward the cost of construction and installation of such water facilities.

5. Should MSUD, its successors or assigns abandon the use of the properties herein conveyed in fee and by way of easement for the purposes herein provided, said properties will revert to ADCC, subject only to the option of MSUD, its successors or assigns to remove the water storage and distribution equipment from said properties, which removal, if elected, shall be carried out within six (6) months after the date of such abandonment of the use thereof, or the right of removal may be forfeited at the option of ADCC.

6. MSUD will provide, at its expense, screen planting around the perimeter of the water tank site to be approved by MCI Consulting Engineers, Inc., and will expend approximately FOUR THOUSAND FIVE HUNDRED AND NO/100 ($4,500.00) DOLLARS on such screen planting.

7. ADCC further grants to MSUD a temporary construction easement wherever necessary, 10 feet in width on either side of the perpetual easements granted for the performance of necessary temporary construction to be terminated upon completion of the construction work. Also, MSUD is granted permission to use from time to time as may be necessary 5 feet outside of the perimeter fence around the tank site to make repairs and replacements to such fence.

8. Both parties will cooperate to expedite the construction work required so as to minimize interference by either with the construction work of the other. Should such interference occur and delay ensue therefrom it is agreed that the time lost will be charged to the party causing the interference and delay.

9. Any damage done to the property of ADCC by action of MSUD or its contractors in the construction, alteration, maintenance and repairing of the water tank system, booster pump station, and water mains will be repaired at the expense of MSUD or its contractors, and the property so damaged will be restored to its previous condition.

10. ADCC will have control over selection of the paint color for the exterior of the water tank to be constructed and maintained on the water tank site.

11. MSUD will give notices to proceed or work orders to the contractors to commence construction upon receipt from ADCC of this executed Contract of Conveyance and the payment by ADCC to MSUD of the sum of ONE HUNDRED TWENTY-FIVE THOUSAND AND NO/100 ($125,000.00) DOLLARS as herein provided. The contractors with whom MSUD is contracting for the performance of the work involved will have one hundred eighty (180) calendar days from the date fixed in the notices to proceed for the commencing of the performance of their Contracts within which to complete their respective Contracts. The notice to proceed will give to each of the contractors a maximum of fifteen (15) calendar days from receipt of such notice to proceed to commence its work under the Contracts.

12. The time for completion of the construction by MSUD and the starting up of the water system so as to furnish an adequate

and workable water supply for ADCC is the date of completion of their Contracts.

13. The liquidated damages provision requested in the letter from ADCC to A.L. Johnson, dated October 2, 1984 is voided, and MSUD hereby assigns to ADCC all of the benefit whatsoever to MSUD from the liquidated damages provision as provided in Paragraph 2 of the Construction Contracts of each contractor and Paragraph 16 of the Information to Bidders. The relevant provision ~~is to be amended to~~ read as follows:

> "As actual damages for delay in completion are impossible to determine, the contractor will be liable for and shall pay to the owner the sum of FIVE HUNDRED ($500.00) DOLLARS as fixed, agreed liquidated damages for each calendar day of delay ~~beyond the scheduled completion date (except for delays caused by strikes, riots, floods, fires or acts of God, and no other causes)~~ (not beyond the Control of the contractor) until the work is completed and accepted."

14. All provisions of this Contract of Conveyance shall run with the land and be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, this Contract of Conveyance has been executed by the duly authorized officers of the parties as dated.

AMERICAN DIVERSIFIED CAPITAL CORPORATION

ATTEST: _____

BY: _____

TITLE: _____

TITLE: _____

DATE: 3-19-85

MADISON SUBURBAN UTILITY DISTRICT OF DAVIDSON COUNTY, TENNESSEE

ATTEST: _____

BY: _____

TITLE: _____

TITLE: _____

DATE: 3-20-85

STATE OF FLORIDA
COUNTY OF HILSBOROUGH

BOOK 6514 PAGE 633

On this 19TH day of MARCH, 1985, before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared GEORGE F. DAYTON, JR., with whom I am personally acquainted and who, upon oath acknowledged himself to be the VICE PRESIDENT of AMERICAN DIVERSIFIED CAPITAL CORPORATION, the within named bargainor, a corporation, and that as such VICE PRESIDENT, being authorized so to do, he executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such VICE PRESIDENT.

WITNESS my hand and official seal at office on this 19TH day of MARCH, 1985.

Janelle J. Jones
Notary Public

Notary Public, State of Florida at Large
My Commission Expires Apr. 17, 1985

My Commission Expires:

STATE OF TENNESSEE
COUNTY OF DAVIDSON

On this 20 day of March, 1985, before me, a Notary Public in and for said State and County, personally appeared John C. Garrett, Jr. who upon oath acknowledged himself to be Vice- President of MADISON SUBURBAN UTILITY DISTRICT, the within named bargainor, a municipal corporation, and that as such Vice-President, being authorized so to do, he executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such Vice-President

WITNESS my hand and official seal at Madison, Tennessee this 20 day of March, 1985.

Charlene N. Batts
Notary Public

My Commission Expires: 4-25-85

BOOSTER PUMP STATION TRACT

A portion of a tract of land located in the 11th Councilmanic District of Nashville, Davidson County, Tennessee, as of record in Deed Book 6233, Page 197, R.O.D.C., and being more particularly described as follows:

Beginning at an iron rod in the northwest quadrant of the rights-of-way of Interstate Highway 65 North and Old Hickory Boulevard, said iron rod also being the southeast corner of the above-mentioned tract; thence along the northerly right-of-way of Old Hickory Boulevard N71°53'34"W, 148.09 feet to the true point of beginning; thence continuing with said right-of-way N71°53'34"W, 50.54 feet; thence N26°31'12" E, 71.82 feet; thence S63°28'48" E, 50.00 feet; thence S26°31'12" W, 64.42 feet to the true point of beginning and containing 0.0782 acres, more or less.

MCI #1125080
3/5/85

Sheet A-1

WATER TANK TRACT

A portion of a tract of land located in the 11th Councilmanic District of Nashville, Davidson County, Tennessee, as of record in Deed Book 6233, Page 197, R.O.D.C., the centerline of which being more particularly described as follows:

Beginning at an iron rod in the northwest quadrant of the rights-of-way of Interstate 65 North and Old Hickory Boulevard, said iron rod also being the southeast corner of the above-mentioned tract; thence along the northerly right-of-way of Old Hickory Boulevard N71°53'34"W, 186.00 feet; thence leaving said right-of-way N26°31'12"E, 225.26 feet; thence 18.32 feet along a curve to the left having a radius of 22.50 feet and a central angle of 46°44'38"; thence N20°13'26"E, 86.29 feet; thence N69°46'34"E, 2.50 feet; thence N20°13'26"W, 90.00 feet; thence 202.77 feet along a curve to the left having a radius of 150.00 feet and a central angle of 77°27'14"; thence S82°19'20"W, 36.00 feet to a point in the center of the right- of-way of Buchanan Drive/Nesbitt Drive connector street; thence 133.97' along a curve to the left having a radius of 404.24 feet and a central angle of 18°59'20"; thence N26°40'00"W, 324.00 feet; thence 258.19 feet along a curve to the right having a radius of 798.85 feet and a central angle of 18°31'05"; thence N81°51'05"E, 25.00 feet; thence N81°51'05"E, 29.54 feet; thence 88.25 feet along a curve to the right having a radius of 70.00 feet and a central angle of 72°13'54"; thence S25°55'02"E, 30.53 feet; thence 622.89 feet along a curve to the left having a radius of 490.00 feet and a central angle of 72°50'05"; thence 24.93 feet along a curve to the left, having a radius of 35.50 feet and a central angle of 40°13'54"; thence 43.62 feet along another curve to the left having a radius of 228.00 feet and a central angle of 21°39'40"; thence 238.51 feet along another curve to the left having a radius of 356.00 feet and a central angle of 38°23'11"; thence 173.60 feet along another curve to the left having a radius of 176.00 feet and a central angle of 56°30'57"; thence 21.50 feet along another curve to the left having a

BOOK 6514 PAGE 636

radius of 53.00 feet and a central angle of 23°14'12" to the true point of beginning ;thence S08°47'00"E, 101.44 feet; thence S81°13'00"W, 145.00 feet; thence N08°47'00"W, 145.00 feet; thence N81°13'00"E, 145.00 feet; thence S08°47'00"E, 43.56 feet to the true point of beginning and containing 0.483 acres, more or less.

MCI# 1125080
3/5/85

Sheet A-3

40' ACCESS AND WATERLINE EASEMENT

A forty-foot wide access easement traversing a tract of land located in the 11th Councilmanic District of Nashville, Davidson County, Tennessee, as of record in Deed Book 6233, Page 197, R.O.D.C., the centerline of which being more particularly described as follows:

Beginning at an iron rod in the northwest quadrant of the rights-of-way of Interstate Highway 65 North and Old Hickory Boulevard, said iron rod also being the southeast corner of the above-mentioned tract; thence along the northerly right-of-way of Old Hickory Boulevard N71°53'34"W, 186.00 feet; thence leaving said right-of-way N26°31'12"E, 69.97 feet to the true point of beginning of the centerline; thence along the centerline of said easement N26°31'12"E, 155.29 feet; thence 18.36 feet along a curve to the left having a radius of 22.50 feet and a central angle of 46°44'38", thence N20°13"26"W, 76.29 feet to the end of the easement.

MCI #1125080
3/5/85

Sheet C-1

10' WATERLINE EASEMENT BOOK 6514 PAGE 638

A ten-foot wide waterline easement traversing a tract of land located in the 11th Councilmanic District of Nashville, Davidson County, Tennessee, as of record in Deed Book 6233, Page 197, R.O.D.C., the centerline of which being more particularly described as follows:

Beginning at an iron rod in the northwest quadrant of the rights-of-way of Interstate Highway 65 North and Old Hickory Boulevard, said iron rod also being the southeast corner of the above-mentioned tract; thence along the northerly right-of-way of Old Hickory Boulevard N71°53'34" W, 180.95 feet; thence leaving said right-of-way N26°31'12"E, 236.40 feet to the true point of beginning of the centerline; thence N67°59'23" E, 194.49 feet; thence N18°28'43" W, 152.00 feet; thence N12°32'48"E, 283.88 feet; thence N00°15'33" E, 86.12 feet; thence N38°40'29" W, 57.80 feet to the end of the easement.

MCI #1125080
3/5/85

Sht C-2

A fifty-foot wide access and waterline easement traversing a tract of land located in the 11th Councilmanic District of Nashville, Davidson County, Tennessee, as of record in Deed Book 6233, Page 197, R.O.D.C., the centerline of which being more particularly described as follows:

Beginning at an iron rod in the northwest quadrant of the rights-of-way of Interstate 65 North and Old Hickory Boulevard, said iron rod also being the southeast corner of the above-mentioned tract; thence along the northerly right-of-way of Old Hickory Boulevard N71°53'34"W, 186.00 feet; thence leaving said right-of-way N26°31'12"E, 225.26 feet; thence 18.32 feet along a curve to the left having a radius of 22.50 feet and a central angle of 46°44'38"; thence N20°13'26"E, 86.29 feet; thence N69°46'34"E, 2.50 feet; thence N20°13'26"W, 90.00 feet; thence 202.77 feet along a curve to the left having a radius of 150.00 feet and a central angle of 77°27'14"; thence S82°19'20"W, 36.00 feet to a point in the center of the right- of-way of Buchanan Drive/Nesbitt Drive connector street; thence 133.97' along a curve to the left having a radius of 404.24 feet and a central angle of 18°59'20"; thence N26°40'00"W, 324.00 feet; thence 258.19 feet along a curve to the right having a radius of 798.85 feet and a central angle of 18°31'05"; thence N81°51'05"E, 54.54 feet; thence 88.25 feet along a curve to the right having a radius of 70.00 feet and a central angle of 72°13'54"; thence S25°55'02"E, 30.53 feet; thence 622.89 feet along a curve to the left having a radius of 490.00 feet and a central angle of 72°50'05"; thence to the true point of beginning 24.93 feet along a curve to the left, having a radius of 35.50 feet and a central angle of 40°13'54"; thence N48°59'00"W, 25.00 feet; thence 76.75 feet along a curve to the left having a radius of 203.00 feet and a central angle of 21°39'40"; thence 221.76 feet along another curve to the left having a radius of 331.00 feet and a central angle of 38°23'11"; thence 148.94 feet along another curve to the left having a radius of 151.00 and a central angle of 56°30'57"; thence 11.36 feet along another curve to

Sheet C-3

the left having a radius of 28.00 feet and a central angle of 23°14'12"; thence N08°47'00"W, 50.00 feet; thence 0.20 feet along a curve to the right having a radius of 78.00 feet and a central angle of 08°22'46"; thence N11°14'45"E, 33.94 feet; thence S79°05'00"E, 40.00 feet; thence S10°55'00"W, 46.11 feet; thence 187.85 feet along a curve to the right having a radius of 201.00 feet and a central angle of 50°48'19"; thence 255.26 feet along another curve to the right having a radius of 381.00 feet and a central angle of 38°23'11"; thence 95.65 feet along another curve to the right having a radius of 253.00 feet and a central angle of 21°39'40"; thence N48°59'00"W, 25.00 feet to the true point of beginning and containing 0.632 acres more or less.

MCI# 1125080
3/5/85

Sheet C-4

20' ACCESS EASEMENT

A twenty-foot wide access easement traversing a tract of land located in the 11th Councilmanic District of Nashville, Davidson County, Tennessee, as of record in Deed Book 6233, Page 197, R.O.D.C., the centerline of which being more particularly described as follows:

Beginning at an iron rod in the northwest quadrant of the rights-of-way ofat Interstate 65 North and Old Hickory Boulevard, said iron rod also being the southeast corner of the above-mentioned tract; thence along the northerly right-of-way of Old Hickory Boulevard N71°53'34"W, 186.00 feet; thence leaving said right-of-way N26°31'12"E, 225.26 feet; thence 18.36 feet along a curve to the right having a radius of 22.50 feet and a central angle of 46°44'38"; thence N20°13'26"W, 76.29 feet; thence N69°46'34"E, 2.50 feet to the true point of beginning of the centerline; thence N20°13'26"W, 100.00 feet; thence 202.77 feet along a curve to the left having a radius of 150.00 feet and a central angle of 77°27'14"; thence S82°19'20"W, 11.00 feet to the end of the easement at the right-of-way line of Buchanan Drive-Nesbitt Drive connector street.

MCI #1125080
3/5/85

D-1

20' ACCESS EASEMENT

A twenty-foot wide access easement traversing a tract of land located in the 11th Councilmanic District of Nashville, Davidson County, Tennessee, as of record in Deed Book 6233, Page 197, R.O.D.C., the centerline of which being more particularly described as follows:

Beginning at an iron rod in the northwest quadrant of the rights-of-way of Interstate 65 North and Old Hickory Boulevard, said iron rod also being the southeast corner of the above-mentioned tract; thence along the northerly right-of-way of Old Hickory Boulevard N71°53'34"W, 186.00 feet; thence leaving said right-of-way N26°31'12"E, 225.26 feet; thence 18.32 feet along a curve to the left having a radius of 22.50 feet and a central angle of 46°44'38"; thence N20°13'26"E, 86.29 feet; thence N69°46'34"E, 2.50 feet; thence N20°13'26"W, 90.00 feet; thence 202.77 feet along a curve to the left having a radius of 150.00 feet and a central angle of 77°27'14"; thence S82°19'20"W, 36.00 feet to a point in the center of the right- of-way of Buchanan Drive/Nesbitt Drive connector street; thence 133.97' along a curve to the left having a radius of 404.24 feet and a central angle of 18°59'20"; thence N26°40'00"W, 324.00 feet; thence 258.19 feet along a curve to the right having a radius of 798.85 feet and a central angle of 18°31'05"; thence N81°51'05"E, 25.00 feet to the true point of beginning of the centerline; thence N81°51'05"E, 29.54 feet; thence 88.25 feet along a curve to the right having a radius of 70.00 feet and a central angle of 72°13'54"; thence S25°55'02"E, 30.53 feet; thence 622.89 feet along a curve to the left having a radius of 490.00 feet and a central angle of 72°50'05"; thence 24.93 feet along a curve to the left, having a radius of 35.50 feet and a central angle of 40°13'54" to the end of the easement.

MCI#1125080
3/5/85

A-2

RUSH 1.9.0 6.0 4.

IDENTIF. REFERENCE

MAR 20 3 22 PM '85

FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN

03/20 54.00- CHECK

536

EXHIBIT B
to
Contract of Conveyance

6514

643

1" = 50'

50 0 50 100
scale feet

LEGEND

- 12" GATE VALVE W/ VALVE BOX UNLESS INDICATED OTHERWISE
- AIR AND VACUUM VALVE
- BLOW-OFF
- WATER LINE BY OTHERS
- FIRE HYDRANT W/ GATE VALVE & VALVE BOX.

N 5379.203
E 4779.620

N 5166.769
E 4787.836

N 5384.588
E 4895.985

N 5367.16
E 4927.43

N 5099.400
E 4993.862

N 5440.05
E 5107.75

N 5584.21
E 5059.58

N 5861.32
E 5121.24

N 5947.44
E 5121.63

N 5992.57
E 5085.51

5670.157
4368.398

5509.442
4512.371

OLD HICKORY BOULEVARD

EX. 12"W

16" BUTTERFLY VALVE W/ VALVE BOX.

8"x6"W

EXIST. 3/4" W.L.

12" DISCHARGE

12" SUCTION

1" BLOWOFF

APPROXIMATE LOCATION

8"x6"W

BORE & JACK 2-24"ϕ CASING PIPES. SEE PLAN & PROFILE SHEET 7 FOR DETAIL.

(1/10) PUMP HOUSE MECH./ELECT. DETAIL

MAGNETIC FLOW METER (IN MANHOLE) (10/9)

BOOSTER PUMP STATION TRACT

FUTURE ROADWAY & PARKING (NOT IN CONTRACT)

20' ACCESS EASEMENT

BORE AND 12" DISCHARGE PIPING SHALL BE COMPLETE AND READY TO THIS POINT BY APRIL 12, 1986. THE PIPING & FIRE HYDRANT WILL BE USED FOR TEMPORARY FIRE PROTECTION UNTILL COMPLETION OF STORAGE RESERVOIR.

REMOVE PLUG AND MAKE CONNECTION TO PARK HILLS APARTMENTS' WATER SYSTEM UPON COMPLETION OF TESTING AND DISINFECTING.

LIMIT OF CLEARING

10' WATERLINE EASEMENT

CONTRACTOR TO INSTALL THRUST BLOCKING AT ALL TEES, PLUGS, AND BENDS ACCORDING TO STANDARD DETAILS

20' MAXIMUM CLEARING FOR WATER LINE CONSTRUCTION

MCI WILL STAKE WATERLINE LOCATION ONE TIME. THEREAFTER STAKING WILL BE THE RESPONSIBILITY OF THE CONTRACTOR.

WATER TANK TRACT

(2/10) FENCE DETAIL

1,000,000 GAL. STO. RESERVOIR

POLE WITH TELEMETRY SYSTEM CONTROL PANEL. SET POLE NEXT TO FENCE SEE DETAIL (11/9)

(13/9) PIPING DETAIL

(14/9) HEADWALL TO DISCHARGE IN CONC. DITCH

APCO MODEL 146-3" AIR AND VACUUM VALVE.

REMOVE PLUG AND MAKE CONNECTION TO PARK HILLS APARTMENTS' WATER SYSTEM UPON COMPLETION OF TESTING AND DISINFECTING.

APCO MODEL 146-3" AIR AND VACUUM VALVE

50' ACCESS & WATERLINE EASEMENT

NOTE: SEE ROAD PROFILE SHEET 4- MAINTAIN PROPER SEPARATION AT CULVERT CROSSINGS

JERRY W. BUCHANAN REGISTERED ENGINEER AGRICULTURE No. 9608 STATE OF TENNESSEE

DATE	REVISIONS	BY

MADISON SUBURBAN UTILITY DISTRICT

WATER SYSTEM IMPROVEMENT

WATER DISTRIBUTION SYSTEM

CONTRACT I

SCALE: 1" = 50'

PREPARED FOR: AMERICAN DIVERSIFIED CAPITAL CORP. 295 Plus Park Boulevard, Suite 1 Nashville, Tennessee 37217

MCI/CONSULTING ENGINEERS, INC.
NASHVILLE KNOXVILLE HUNTSVILLE

PROJ. 1125070 | DATE 1-23-85 | SHEET 3 OF 11