

STATE OF ALABAMA)  
SHELBY COUNTY)

**TERMINATION OF OPTION AGREEMENT**

**31st** THIS TERMINATION OF OPTION AGREEMENT (this "Agreement") dated this day of January, 2006 is entered into by and between **BAPTIST HEALTH SYSTEM, INC.**, an Alabama nonprofit corporation ("BHS"), and **SHELBY COUNTY, ALABAMA**, a political subdivision of the State of Alabama ("County").

**Recitals**

A. On October 19, 1999, BHS executed in favor of the County that certain Statutory Warranty Deed (the "Deed") that is recorded as Instrument # 1999-43304 in the Office of the Judge of Probate of Shelby County, Alabama ("Probate Office"), pursuant to which BHS sold to the County, and the County purchased from BHS, certain real property located in Shelby County, Alabama which is more particularly described on **Exhibit A** attached hereto and made a part hereof (the "Property").

B. On October 19, 1999, BHS and the County also entered into that certain unrecorded Option Agreement (the "Option"), pursuant to which BHS was granted the option to re-purchase from the County the Property on the occurrence of certain events or the violation of certain restrictive provisions set forth in the Deed.

C. On the date hereof, BHS and the County will execute (1) an amendment to the Deed (the "Amended Deed") to amend and eliminate certain restrictions and rights set forth in the Deed in order to allow the County to sell the Property free and clear of such restrictions and covenants, and (2) a letter agreement setting forth certain agreements of the parties with respect to selling the Property (the "Letter Agreement").

D. In order to allow the County to sell the Property free and clear of the use restrictions and rights of reversion, BHS and the County hereby execute this Agreement in order to provide for the termination of the Option in accordance with the terms hereof.

**Agreement**

**NOW, THEREFORE**, in consideration of the foregoing recitals and the mutual promises and covenants contained herein, the receipt of which is hereby acknowledged, the parties do hereby agree that:

1. Upon the full execution of the Amended Deed and Letter Agreement by BHS and the County, the Option shall be terminated and of no further force and effect.



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Shelby Cnty Judge of Probate, AL  
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2. This Agreement shall be recorded in the Probate Office simultaneously with the recording of the Amended Deed to evidence the parties' intention to terminate the Option.

**IN WITNESS WHEREOF**, each of the parties hereto have executed or caused this Agreement to be executed by its duly authorized officer on the day and year first above written.

**BAPTIST HEALTH SYSTEM, INC.**

By: Beth O'Brien

Name: Beth O'Brien

Title: CEO

**SHELBY COUNTY, ALABAMA**

By: Lindsy Allison

Name: LINDSEY ALLISON

Title: CHAIRMAN - CIV COM.

**SHELBY COUNTY, ALABAMA**

By: Alex Dudchoch


Name: ALEX DUDCHOCH

Title: Co. Mgr.

This instrument was prepared by:  
M. Beth O'Neill, Esq.  
Maynard, Cooper & Gale, PC  
1901 6<sup>th</sup> Avenue North, Suite 2400  
Birmingham, Alabama 35203



STATE OF ALABAMA )  
COUNTY OF JEFFERSON )

  
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I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Beth O'Brien, whose name as CEO of Baptist Health System, Inc., an Alabama nonprofit corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this the 31<sup>st</sup> day of January, 2006.

Josephia H. Green  
Notary Public

AFFIX SEAL

My commission expires: 3-12-07

STATE OF ALABAMA )  
COUNTY OF SHELBY )

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Indy Allison and Alex Decker, whose name as Chairperson and Co. Manager of Shelby County, Alabama, a political subdivision of the State of Alabama, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said political subdivision of the State of Alabama.

Given under my hand and official seal this the 18<sup>th</sup> day of January, 2006.

Kim W. Reynolds  
Notary Public

AFFIX SEAL

My commission expires: KIM W. REYNOLDS, CAP  
Notary Public Alabama State at Large  
No. 871677  
Qualified in Shelby County  
Commission Expires October 21, 2008



**EXHIBIT A**  
**Legal Description**



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A parcel of land situated in the SW 1/4 of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the SW corner of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, and run in an Easterly direction along the South line of said Section a distance of 1336.01 feet to a 1 1/2 inch open pipe at the SW corner of the SE 1/4 of the SW 1/4 of said Section 32; thence deflect an angle to the left of 132 deg. 49 min. 41 sec. and run in a Northwesterly direction a distance of 102.14 feet; thence deflect an angle to the left of 5 deg. 01 min. 08 sec. and run in a Northwesterly direction a distance of 112.31 feet; thence deflect an angle to the right of 3 deg. 57 min. 03 sec. and run right in a Northwesterly direction a distance of 102.30 feet to the point of beginning of the herein described parcel; thence continue along the last described course in a Northwesterly direction a distance of 192.00 feet; thence turn an interior angle of 105 deg. 41 min. 08 sec. and run to the right in a Northeasterly direction 628.60 feet to a point on the Southwesterly right of way of U. S. Highway 280, also being a point on a curve; thence turn an interior angle of 91 deg. 51 min. 43 sec. to tangent and run to the right in a Southeasterly direction along said right of way and along the arc of a curve to the right having a radius of 2714.79 feet and a central angle of 5 deg. 42 min. 14 sec. a distance of 270.26 feet; thence turn an interior angle of 89 deg. 27 min. 27 sec. from the tangent of last described curve and run to the right in a Southwesterly direction a distance of 174.46 feet; thence turn an interior angle of 94 deg. 23 min. 04 sec. and run to the right in a Northwesterly direction a distance of 57.56 feet; thence turn an interior angle of 265 deg. 36 min. 56 sec. and run to the left in a Southwesterly direction a distance of 226.42 feet; thence turn an interior angle of 184 deg. 59 min. 51 sec. and run to the left in a Southwesterly direction a distance of 276.15 feet to the point of beginning; being situated in Shelby County, Alabama.

Together with beneficial rights to non-exclusive access easement(s) as set out herein:

**Parcel A**

A 60.0 foot wide easement for ingress and egress situated in the SW 1/4 of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, and being more particularly described as follows:

From the Southwest corner of said Section 32, run North 89 deg. 42 min. 31 sec. East along the South line of said Section for a distance of 1336.01 feet to the SE corner of the SW 1/4 of the SW 1/4 of said Section; thence turn an angle to the left of 132 deg. 49 min. 41 sec. and run North 43 deg. 07 min. 10 sec. West for a distance of 102.14 feet; thence turn an angle to the left and run North 48 deg. 08 min. 18 sec. West for a distance of 112.31 feet; thence turn an angle to the right and run North 44 deg. 11 min. 15 sec. West for a distance of 294.30 feet to the point of beginning of the easement herein described; thence turn an angle to the right and run North 30 deg. 07 min. 38 sec. East for a distance of 60.38 feet; thence turn an angle to the left and run



North 66 deg. 20 min. 00 sec. West for a distance of 574.69 feet to a point on the East right of way line of Alabama Highway No. 119; thence turn an angle to the left and run South 23 deg. 05 min. 18 sec. West along said East right of way line for a distance of 60.00 feet; thence turn an angle to the left and run South 66 deg. 20 min. 00 sec. East for a distance of 567.31 feet to the point of beginning; being situated in Shelby County, Alabama.

#### Parcel B

A 50.0 foot wide easement for ingress and egress situated in the SW 1/4 of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, said easement lying 25 feet on either side of and parallel to the following described centerline:

Commence at the Southwest corner of said Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, and run in an Easterly direction along the South line of said Section on an assumed bearing of North 89 deg. 42 min. 31 sec. East a distance of 1336.01 feet to a point at the Southwest corner of the SE 1/4 of the SW 1/4 of said Section 32; thence run North 43 deg. 07 min. 10 sec. West for a distance of 102.14 feet to a point; thence run North 48 deg. 08 min. 18 sec. West for a distance of 112.31 feet to a point; thence run North 44 deg. 11 min. 15 sec. West for a distance of 294.30 feet to a point; thence run North 30 deg. 07 min. 38 sec. East for a distance of 424.98 feet to the point of beginning of the centerline easement herein described; thence run North 59 deg. 52 min. 22 sec. West for a distance of 87.25 feet to a point of curvature; thence run along the arc of said curve to the left having a central angle of 51 deg. 26 min. 31 sec. and a radius of 200.00 feet in a Northwesterly to Southwesterly direction for a distance of 179.57 feet; thence run South 68 deg. 41 min. 07 sec. West for a distance of 2.26 feet to a point of curvature; thence run along the arc of a curve to the right having a central angle of 46 deg. 44 min. 53 sec. and a radius of 230.00 feet in a Southwesterly to Northwesterly direction for a distance of 187.66 feet to a point; thence run North 64 deg. 34 min. 01 sec. West for a distance of 196.36 feet, more or less, to a point on the Easterly right of way of Alabama Highway No. 119 and the end of the herein described centerline easement.

#### Parcel E

Commence at the SW corner of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama and run in an Easterly direction along the South line of said Section on an assumed bearing of North 89 deg. 42 min. 31 sec. East a distance of 1336.01 feet to a point at the SW corner of the SE 1/4 of the SW 1/4 of said Section 32; thence run North 43 deg. 07 min. 10 sec. West for a distance of 102.14 feet to a point; thence run North 48 deg. 08 min. 18 sec. West for a distance of 112.31 feet to a point; thence run North 44 deg. 11 min. 15 sec. West for a distance of 294.30 feet to a point; thence run North 30 deg. 07 min. 38 sec. East for a distance of 449.98 feet to a point; thence run South 59 deg. 52 min. 22 sec. East for a distance of 199.20 feet to the point of beginning of the herein described easement; thence continue South 59 deg. 52 min. 22 sec. East for a distance of 57.56 feet to a point; thence deflect 85 deg. 36 min. 56 sec. and run to the left in a Northeasterly direction for a distance of 174.46 feet to a point on the Southwesterly right of way of U. S. Highway No. 280, said point lying on a curve to the right having a central angle of 2 deg. 06 min. 39 sec. and a radius of 2714.79 feet; thence deflect 90 deg. 32 min. 33 sec. to the right to the tangent of said curve and run along the arc of said curve and along said Southwesterly right of way line for a distance of 100.01 feet; thence deflect 88 deg. 25 min. 55 sec. from the tangent of the last described curve and run to the right in a Southwesterly direction for a distance of 216.05 feet to a point; thence deflect 85 deg. 36 min. 56 sec. and run to the right in a Northwesterly direction for a distance of 157.86 feet to a point; thence deflect 85 deg. 36 min. 56 sec. and run to the right in a Northeasterly direction for a distance of 50.15 feet to the



point of beginning; being situated in Shelby County, Alabama.

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Subject to reservation and non-beneficial rights to non-exclusive access easement(s) as set out herein:

**Parcel C**

A 50.0 foot wide easement for ingress and egress situated in the SW 1/4 of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, said easement lying 25 feet on either side of and parallel to the following described centerline:

Commence at the SW corner of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama and run in an Easterly direction along the South line of said Section on an assumed bearing of North 89 deg. 42 min. 31 sec. East a distance of 1336.01 feet to a point at the SW corner of the SE 1/4 of the SW 1/4 of said Section 32; thence run North 43 deg. 07 min. 10 sec. West for a distance of 102.14 feet to a point; thence run North 48 deg. 08 min. 18 sec. West for a distance of 112.31 feet to a point; thence run North 44 deg. 11 min. 15 sec. West for a distance of 294.30 feet to a point; thence run North 30 deg. 07 min. 38 sec. East for a distance of 424.98 feet to the point of beginning of the centerline easement herein described; thence run South 59 deg. 52 min. 22 sec. East for a distance of 197.29 feet to the end of the herein described centerline easement.

**Parcel D**

A 20 foot wide easement for ingress and egress situated in the SW 1/4 of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama, said easement being more particularly described as follows:

Commence at the SW corner of Section 32, Township 18 South, Range 1 West, Shelby County, Alabama and run in an Easterly direction along the South line of said Section on an assumed bearing of North 89 deg. 42 min. 31 sec. East a distance of 1336.01 feet to a point at the SW corner of the SE 1/4 of the SW 1/4 of said Section 32; thence run North 43 deg. 07 min. 09 sec. West for a distance of 102.14 feet to a point; thence run North 48 deg. 08 min. 18 sec. West for a distance of 112.31 feet to a point; thence run North 44 deg. 11 min. 15 sec. West for a distance of 294.30 feet to a point; thence run North 30 deg. 07 min. 38 sec. East for a distance of 449.98 feet to a point; thence deflect 90 deg. 00 min. 00 sec. and run to the right in a Southeasterly direction for a distance of 236.70 feet to the point of beginning of the easement herein described; thence deflect 85 deg. 36 min. 56 sec. and run to the left in an Northeasterly direction for a distance of 175.74 feet to a point on the Southerly right of way of U. S. Highway No. 280, said point lying on a curve to the right having a central angle of 0 deg. 25 min. 20 sec. and a radius of 2714.79 feet; thence deflect 90 deg. 57 min. 53 sec. to the tangent of said curve and run to the right along the arc of said curve and along said right of way in a Southeasterly direction a distance of 20.00 feet to a point; thence deflect 90 deg. 32 min. 33 sec. from the tangent of the last described curve and run to the right in a Southwesterly direction a distance of 174.46 feet to a point; thence deflect 85 deg. 36 min. 56 sec. and run to the right in a Northwesterly direction for a distance of 20.06 feet to the point of beginning; being situated in Shelby County, Alabama.

**Inst # 1999-43304**

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