



20200508000181340 1/8 \$43.00
Shelby Cnty Judge of Probate, AL
05/08/2020 10:39:06 AM FILED/CERT

CHANGE OF USE AGREEMENT

THIS CHANGE OF USE AGREEMENT is made and entered into as of the 3rd day of October, 2017, by and among **RIVERCHASE BUSINESS ASSOCIATION, INC.**, an Alabama non-profit corporation (hereinafter referred to as "RBA"); **BLUE CROSS AND BLUE SHIELD OF ALABAMA**, an Alabama non-profit corporation (hereinafter referred to as "BC/BS"); and **S & K INVESTMENTS, L.L.C.**, an Alabama limited liability company (hereinafter referred to as the "Owner").

WITNESSETH:

WHEREAS, the Harbert Equitable Joint Venture, an Alabama general partnership (hereinafter referred to as the "Grantor"), conveyed that certain parcel of land containing 8.0 acres, more or less, more particularly described on **EXHIBIT A** attached hereto and made hereof (hereinafter referred to as the "Property") to the Owner on December 17, 2002, by Statutory Warranty Deed recorded in the Probate Office of Shelby County, Alabama, in Instrument No. 20030414000225210 (hereinafter referred to as the "Deed"); and

WHEREAS, Grantor filed a Declaration of Protective Covenants, Agreements, Easements, Charges and Liens for Riverchase (Business) recorded in the Probate Office of Shelby County, Alabama, in Miscellaneous Book 13, Page 50; as amended by Amendment No. 1 recorded in Miscellaneous Book 15, Page 189; and as amended and superseded by Amendment No. 2 recorded in Miscellaneous Book 19, Page 633 (hereinafter referred to collectively as the "Riverchase Business Covenants"); and

WHEREAS, Grantor and BC/BS made and entered into that certain Land Use Agreement dated April 26, 1977, recorded in in Miscellaneous Book 19, Page 690; and amended by amendments recorded in Miscellaneous Book 43, Page 82; Real Book 16, Page 64; and Real Book 381, Page 465 (hereinafter referred to collectively as the "Land Use Agreement"), which affects the use of the Property; and

WHEREAS, Grantor subjected the Property to the Riverchase Business Covenants under which Grantor restricted the use of the Property to offices, office warehouses, service centers, and retail uses in the appropriate zoning classifications with a density not to exceed the limitations as defined in the Riverchase Architectural Committee Development Criteria for Planned Office (PO) dated October 24, 1990, and Planned Industrial (PI) dated October 24, 1990, (hereinafter referred to collectively as the "Deed Restrictions"); and

WHEREAS, the Owner is the sole owner of the Property and desires to have a change in use approved for the Property; and

WHEREAS, the Grantor has been dissolved, and the RBA is the successor in interest to the Grantor under the Riverchase Business Covenants and the Land Use Agreement; and

WHEREAS, in accordance with the Riverchase Business Covenants, the Riverchase Architectural Committee must approve a change in use of the Property or any portion of the Property, and the Riverchase Architectural Committee, having had the proposed change of use for the Property properly and timely submitted to it for review and approval, has approved the said change of use as set forth herein; and

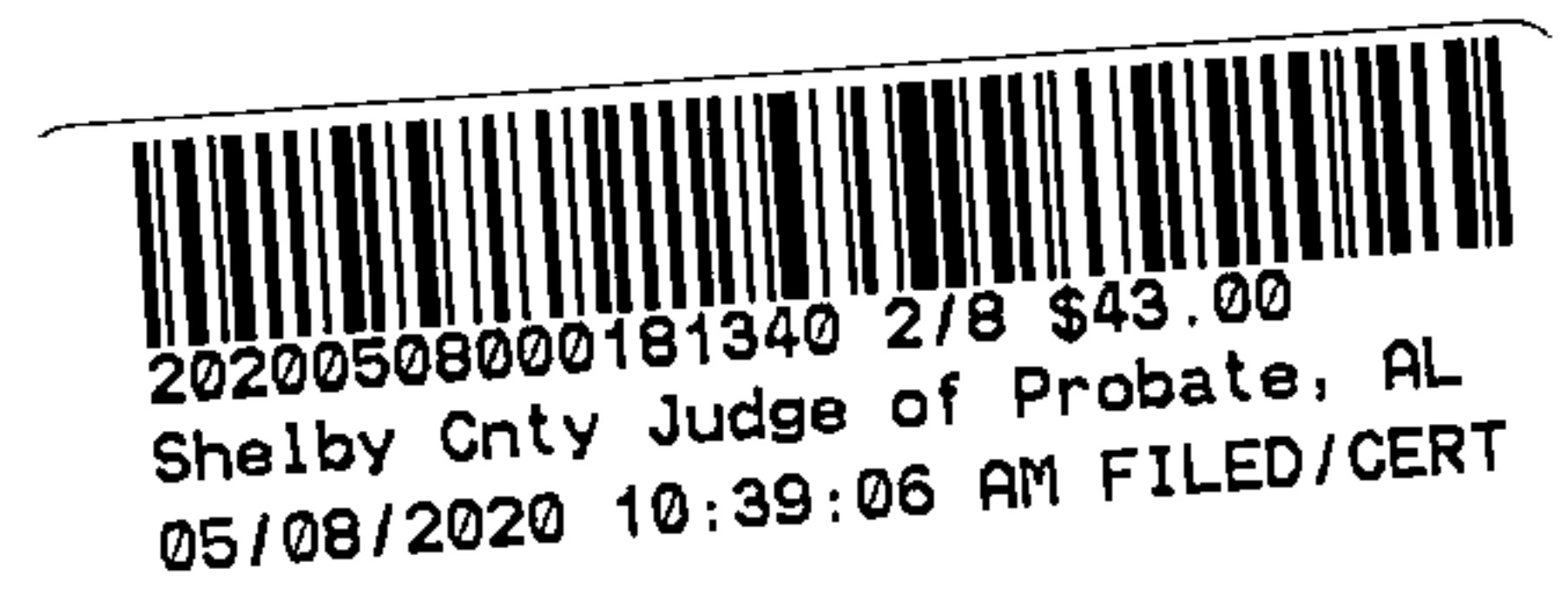
WHEREAS, the RBA and BC/BS are willing to grant approval to the change in use under the Riverchase Business Covenants and the Land Use Agreement as set forth herein.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the RBA, BC/BS, and the Owner do hereby agree to the following:

1. The Deed Restrictions and the Land Use Agreement shall no longer apply to the Property; and
2. The Property shall be restricted to use as a senior living facility with independent living, assisted living (adult care) and memory care (special care) with a maximum building density consistent with the City of Hoover R-4 zoning designation unless a change in use is authorized pursuant to the Riverchase Business Covenants; and

The Property shall be subject to the Riverchase Business Covenants and the Riverchase Architectural Committee Development Criteria for Planned Office (PO) dated October 24, 1990.

(Remainder of page intentionally left blank. See following pages for signatures)



jm

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first set forth above.

RBA:

RIVERCHASE BUSINESS ASSOCIATION, INC.

By: Joe Morris
Name: Joe Morris
Its: President-RBA

STATE OF ALABAMA)
COUNTY OF)

I, the undersigned, a Notary Public in and for the State and County certify that Joe Morris, whose name as President of the Riverchase Business Association, Inc. , an Alabama non-profit 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/she, in such capacity and with full authority, did execute the same voluntarily for and as the act of said corporation.

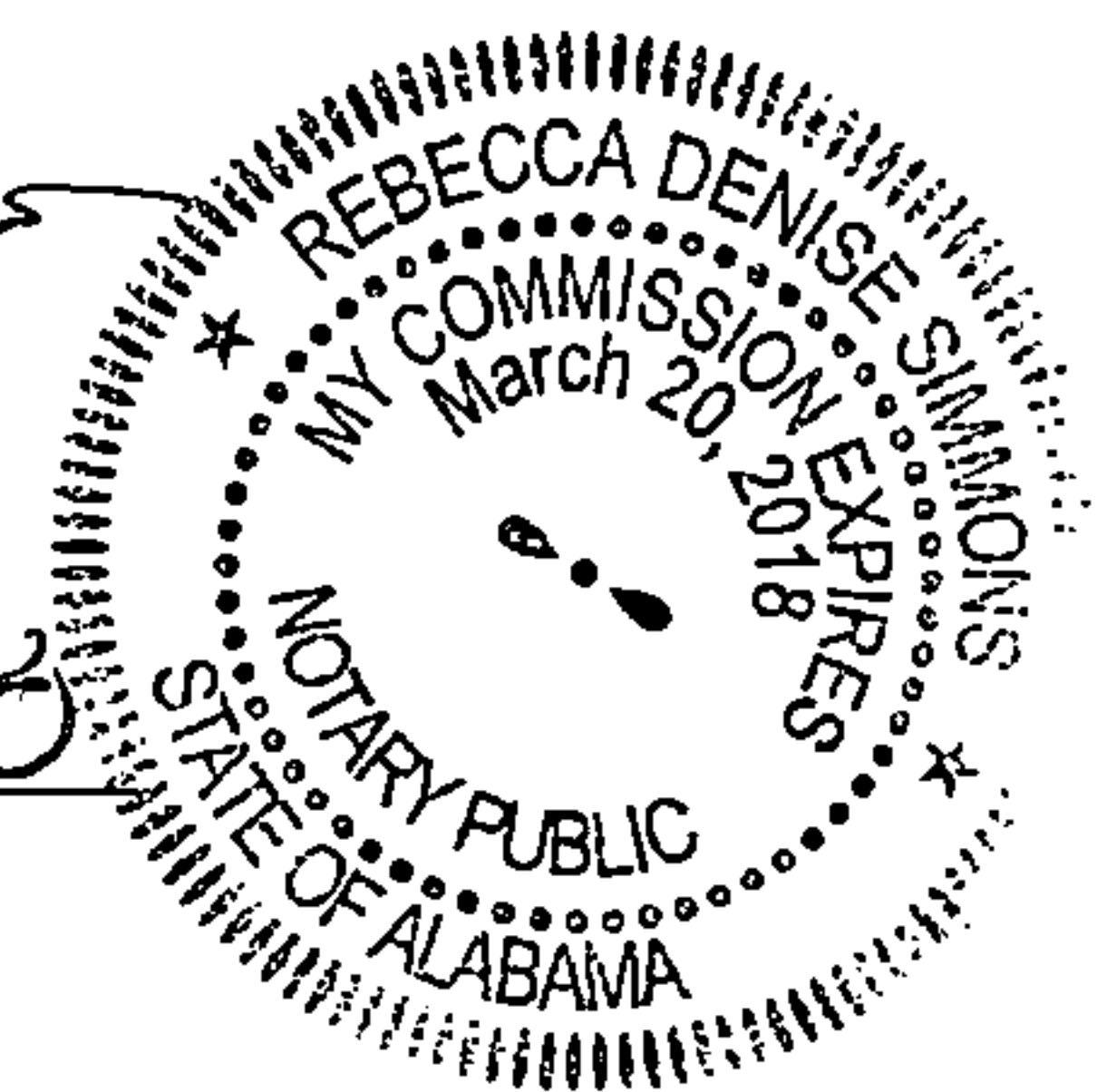
Given under my hand and official seal on this 3rd day of October, 2017.

{NOTORIAL SEAL}

Rebecca Deniston

Notary Public

My commission expires: 3/29/18



jm

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BC/BS:

BLUE CROSS AND BLUE SHIELD OF ALABAMA

By: Vickie Saxon

Name: Vickie Saxon

Its: Sr. V. P. Enterprise Resources

STATE OF ALABAMA)
COUNTY OF Jefferson)

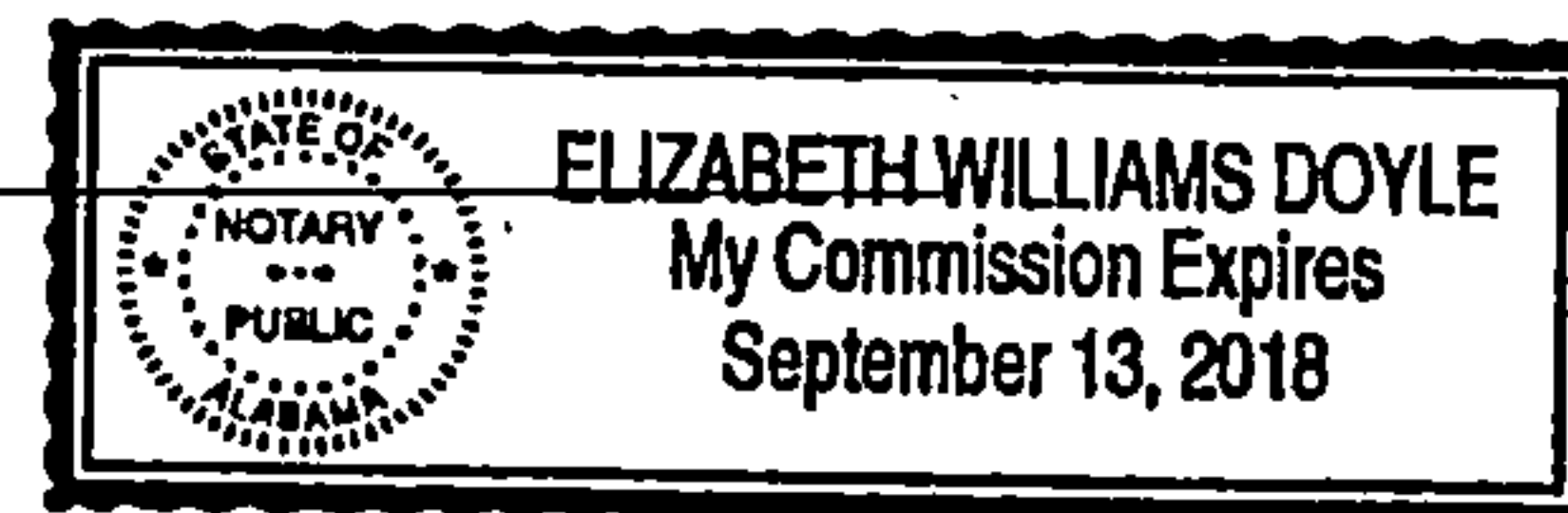
I, the undersigned, a Notary Public in and for the State and County certify that Vickie Saxon, whose name as Sr. VP Enterprise Resources of Blue Cross and Blue Shield of Alabama, an Alabama non-profit corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that being informed of the contents of said instrument he/she, in such capacity and with full authority, did execute the same voluntarily for and as the act of said corporation.

Given under my hand and official seal on this 2 day of October, 2017.

{NOTORIAL SEAL}

Elizabeth Williams Doyle
Notary Public

My commission expires: _____



jm



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Owner:

S & K INVESTMENTS, L.L.C.

By: Charles G Kessler

Name: CHARLES G. KESSLER, Jr.

Its: MEMBER

STATE OF ALABAMA)
COUNTY OF Shelby)

I, the undersigned, a Notary Public in and for the State and County certify that member, whose name as Charles G Kessler of S & K Investments, L.L.C., an Alabama limited liability company, 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/she, in such capacity and with full authority, did execute the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal on this 4th day of October, 2017.

{NOTORIAL SEAL}

Rebecca Denise Simmons
Notary Public

My commission expires: 3/20/18



jm


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EXHIBIT A

Legal Description of the Property

(see attachment)

EXHIBIT A

Legal Description

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Parcel 1:

Part of the SW 1/4 of Section 19, and part of the NW 1/4 of Section 30, both in Township 19 South, Range 2

West, Shelby County, Alabama, being more particularly described as follows:

From an existing iron rebar being at a point of intersection with the East right of way line of U.S. Highway No. 31 and the North right of way line of Parkway Lake Drive, as shown on a map of Parkway Lake Drive Relocation as recorded in Map Book 30, Page 61 in the Office of the Judge of Probate, Shelby County, Alabama, run in an Easterly direction along the North right of way line of said Parkway Lake Drive for a distance of 120.24 feet to an existing iron rebar being the point of beginning; thence turn an angle to the left of 94 degrees 20 minutes 50 seconds and run in a Northerly direction for a distance of 141.17 feet to an existing iron rebar; thence turn an angle to the left of 1 degree 08 minutes 07 seconds and run in a Northerly direction for a distance of 110.40 feet; thence turn an angle to the right of 53 degrees 18 minutes 50 seconds and run in a Northeasterly direction for a distance of 35.78 feet; thence turn an angle to the right of 25 degrees 40 minutes 42 seconds and run in a Northeasterly direction for a distance of 34.66 feet; thence turn an angle to the left of 12 degrees 16 minutes 36 seconds and run in a Northeasterly direction for a distance of 57.09 feet; thence turn an angle to the left of 43 degrees 20 minutes 33 seconds and run in a Northeasterly direction for a distance of 64.60 feet; thence turn an angle to the left of 118 degrees 19 minutes 41 seconds and run in a Westerly direction for a distance of 99.82 feet; thence turn an angle to the right of 21 degrees 40 minutes 26 seconds and run in a Northwesterly direction for a distance of 35.52 feet; thence turn an angle to the right of 58 degrees 03 minutes 11 seconds and run in a Northwesterly direction for a distance of 34.09 feet; thence turn an angle to the right of 11 degrees 38 minutes 07 seconds and run in a Northerly direction for a distance of 15.82 feet to a point of intersection with the East right of way line of U.S. Highway No. 31; thence turn an angle to the right of 9 degrees 13 minutes 37 seconds and run in a Northeasterly direction along the East right of way line of said U.S. Highway No. 31 for a distance of 123.48 feet to an existing iron rebar; thence turn an angle to the right of 83 degrees 40 minutes 55 seconds and run in an Easterly direction for a distance of 628.01 feet to an existing iron rebar being on the West right of way line of Parkway Lake Drive and being in a curve, said curve being concave in a Westerly direction and having a central angle of 9 degrees 54 minutes 46 seconds and a radius of 691.60 feet; thence turn an angle to the right (85 degrees 09 minutes 01 seconds to the chord of said curve) and run in a Southerly direction along the West right of way line of said Parkway Lake Drive and along the arc of said curve for a distance of 119.65 feet to an existing iron rebar; thence continue in a Southerly direction along a line tangent to the end of said curve and along the West right of way line of said Parkway Lake Drive for a distance of 16.51 feet to an existing iron rebar and the point of beginning of a new curve, said latest curve being concave in an Easterly direction and having a central angle of 2 degrees 56 minutes 26 seconds and a radius of 360.34 feet; thence turn an angle to the left and run in a Southerly direction along the West right of way line of said Parkway Lake Drive and along the arc of said curve for a distance of 18.49 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the right (86 degrees 17 minutes 50 seconds from the Chord of last mentioned curve) and run in a Westerly direction for a distance of 10.48 feet to an existing iron rebar set by Laurence D. Weygand and being on the curved Westerly right of way line of Parkway Lake Drive, said curve being concave in a Northeasterly direction and having a central angle of 27 degrees 47 minutes 33 seconds and a radius of 443.10 feet; thence turn an angle to the left (103 degrees 57 minutes 41 seconds to the



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chord of said curve) and run in a Southerly and Southeasterly direction along the arc of said curve and along the West right of way line of Parkway Lake Drive for a distance of 214.93 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the right (55 degrees 01 minutes 55 1/2 seconds from last mentioned chord) and run in a Southwesterly direction along the West right of way line of Parkway Lake Drive for a distance of 104.50 feet to an existing iron rebar and to a point on a curve, said curve being concave in a Southeasterly direction and having a central angle of 6 degrees 29 minutes 08 seconds and a radius 777.04 feet; thence turn an angle to the right (36 degrees 52 minutes 42 seconds to the chord of said curve) and run in a Southwesterly direction along the arc of said curve and along the Northwest right of way line of Parkway Lake Drive for a distance of 87.96 feet to an existing iron rebar; thence run in a Southwesterly direction along the Northwest right of way line of said Parkway Lake Drive for a distance of 178.87 feet to an existing iron rebar being the point of beginning of a new curve, said latest curve being concave in a Northerly direction, having a central angle of 21 degrees 54 minutes 12 seconds and a radius of 894.01 feet; thence turn an angle to the right and run in a Southwesterly and Westerly direction along the arc of said curve and along the North right of way line of Parkway Lake Drive for a distance of 341.77 feet to an existing iron rebar; thence turn an angle to the right (46 degrees 01 minutes from the chord of last mentioned curve) and run in a Northwesterly direction along the North right of way line of Parkway Lake Drive for a distance of 83.08 feet to an existing iron rebar; thence turn an angle to the left of 30 degrees 28 minutes 17 seconds and run in a Westerly direction along the North right of way line of Parkway Lake Drive for a distance of 1.06 feet, more or less, to the point of beginning.

Parcel 2:

Part of the SW 1/4 of Section 19 and part of the NW 1/4 of the of Section 30, both in Township 19 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows:

Beginning at an existing iron rebar being at a point of intersection of the East right of way line of US Highway No. 31 and the north right of way line of Parkway Lake Drive as shown in a map of Parkway Lake Drive Relocation, as recorded in Map Book 30, Page 61 in the Office of the Judge of Probate of Shelby County, Alabama, run in an Easterly direction along the North line of said Parkway Lake Drive for a distance of 57.69 feet; thence turn an angle to the left of 102 degrees 16 minutes 15 seconds and run in a Northerly direction for a distance of 155.02 feet; thence turn an angle to the left of 77 degrees 34 minutes 39 seconds and run in a Westerly direction for a distance of 24.34 feet to a point on the East right of way line of US Highway No. 31; thence turn an angle to the left of 90 degrees and run in a Southerly direction along the East right of way line of said U.S. Highway No. 31 for a distance of 151.54 feet, more or less, to the point of beginning.