

## CONSENT

THIS CONSENT AGREEMENT is made and entered into as of September 15<sup>th</sup>, 2023 by **Harbert Corporation**, a Delaware corporation, successor-by-merger to Harbert Corporation, an Alabama corporation, successor-by-merger to **Harbert Properties Corporation**, an Alabama corporation ("**Harbert**"), in favor of **HealthCare Resources, LLC**, an Alabama limited liability company or its designees ("**HCR**").

**WHEREAS**, Blue Cross and Blue Shield of Alabama, an Alabama not for profit corporation ("**Blue Cross**"), and the Harbert-Equitable Joint Venture, an Alabama general partnership under the Joint Venture Agreement dated January 30, 1974 (the "**Venture**"), a joint venture composed of Harbert and The Equitable Life Assurance Society of the United States, entered into to that certain Land Use Agreement as recorded in Book 19, page 690, as amended by the Amendment to Agreement recorded in Book 15, page 64, and as further amended by the Amendment to Agreement recorded in Real Volume 381, page 465, in the Office of the Judge of Probate of Shelby County, Alabama (as amended, the "**Agreement**"), which identified certain properties in an area known as Riverchase and, among other things, imposing certain use restrictions on such properties;

**WHEREAS**, HCR wishes to buy certain property covered by the Agreement which is currently owned by Regions Bank as more particularly described on Exhibit A attached hereto (the "**Regions Property**") so long as HCR can obtain the consent of Harbert for the development and use of the Regions Property in a manner permitted by the Riverwalk Planned Unit Development Zoning Application and Development Plan and First Amendment to the Riverchase Planned Unit Development Regulations, and Conditional Use Application filed with the City of Hoover, Alabama, on August 14, 2023 (the "**Riverwalk PUD Application**"); and

**WHEREAS**, Harbert is willing to consent to the development and land uses contemplated by the Riverwalk PUD Application subject to the conditions set forth below.

**NOW, THEREFORE**, in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Harbert hereby Consents and agrees as follows:

1. Harbert hereby consents to and approves development and use of the Regions Property in accordance with the proposed in the Riverwalk PUD Application, including any residential uses.

2. In the event HCR or one or more of its designees (the "**Buyers**") do not purchase the Regions Property from Regions Bank, the forgoing consent shall be null and void.

3. Upon completion of the purchase of the Regions Property by the Buyers, this Consent may be filed at the option of the Buyers in the Office of the Judge of Probate of Shelby County, Alabama.

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IN WITNESS WHEREOF, the undersigned Harbert has caused this Consent to be executed as of the date first written above.

“Harbert:”

Harbert Corporation

By: Raymond J. Harbert

Name: Raymond J. Harbert Jr.

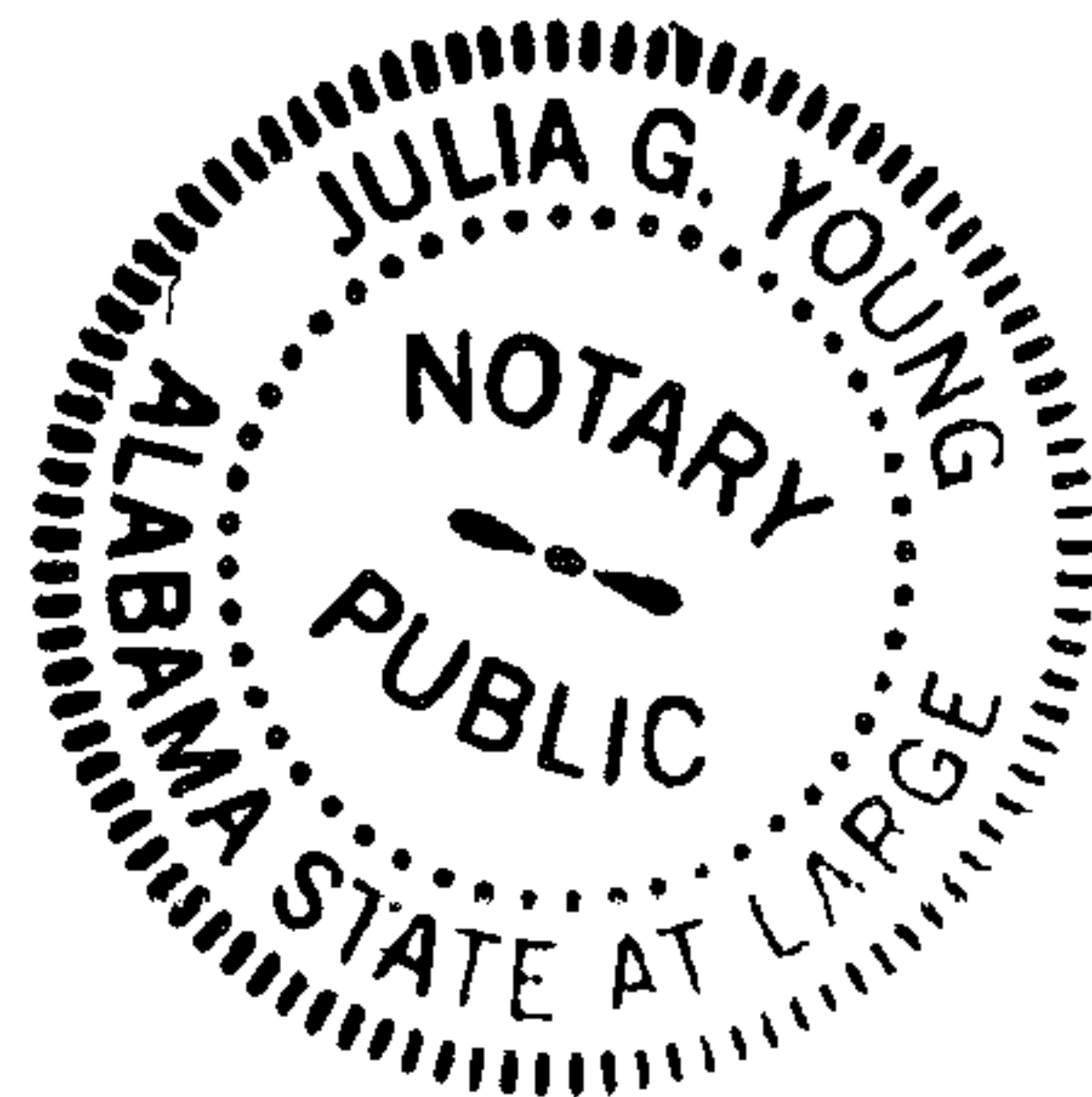
Title: VP + CFO

STATE OF Alabama)  
COUNTY OF Jefferson)

I, the undersigned, a Notary Public in and for said County and State, hereby certify that Raymond J. Harbert, Jr., whose name as VP + CFO of **Harbert Corporation**, is signed to the foregoing instrument and who is known to me (or satisfactorily proven), acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily (on the day the same bears date) on behalf of such corporation for and as the act of said corporation.

Given under my hand and official seal on the 1<sup>st</sup> day of September, 2023.

[NOTARY SEAL]



Julia G. Young Notary Public

My commission expires: 4/27/27

This instrument prepared by:  
Tom Ansley  
Dentons  
2311 Highland Avenue South  
Birmingham, Alabama 35205

**Exhibit A**

**Legal Description of Regions Property**

Lots 1 and 2, according to the Survey of AmSouth Riverchase, as recorded in Map Book 18, Page 83, in the Office of the Judge of Probate of Shelby County, Alabama.



**Filed and Recorded**  
**Official Public Records**  
**Judge of Probate, Shelby County Alabama, County**  
**Clerk**  
**Shelby County, AL**  
**01/18/2024 08:29:29 AM**  
**\$30.00 JOANN**  
**20240118000013020**

*Allen S. Bayl*