

PARTICIPATION AGREEMENT
FOR
PUBLIC INFRASTRUCTURE IMPROVEMENT CONSTRUCTION
AMENDMENT 1

THIS AMENDMENT ONE TO AGREEMENT is entered into by and between Century Farms, LLC, a Delaware limited liability company (hereinafter known as "Century Farms"), and The Metropolitan Government of Nashville and Davidson County acting through the Metropolitan Department of Public Works (hereinafter collectively referred to as "Metro") with respect to design and construction of access roads connecting Cane Ridge Road and Old Franklin Road to the I-24 Interchange at Hickory Hollow Parkway.

WHEREAS, Ordinance BL2017-746, as amended, approved a participation agreement between Century Farms and Metro to share the cost of design and construction of the connector roads and the PE costs for the I-24 interchange project for approximately \$24,000,000; and,

WHEREAS, Resolution RS2017-776 approved an intergovernmental agreement by and between TDOT and Metro for the acceptance of all phases of work in connection with the construction of the I-24 interchange project; and,

WHEREAS, TDOT amended the intergovernmental agreement to show additional cost of construction items on the interchange project, referred to as "non-participating" that they will not pay for in the construction contract; and,

WHEREAS, Metro will amend RS2017-776 by resolution to accept the non-participating items and agree to pay TDOT by deposit approximately \$161,000 for the cost of the items; and,

WHEREAS, Metro and Century Farms have agreed to share the costs of the non-participating items (Century Farms to pay approximately \$23, 495 for the non-participating landscape items and Metro will pay \$137, 505 for the non-participating pedestrian lighting items) for the total of \$161,000, to which Metro will seek reimbursement from Century Farms for their share; and,

WHEREAS, the completion of the Project and the provision of such public infrastructure improvements will benefit both parties and the general community of Nashville and Davidson County, Tennessee; and

WHEREAS, the parties would like to work together to provide such public infrastructure improvements.

NOW, THEREFORE, CENTURY FARMS AND METRO AGREE AS FOLLOWS:

I. SCOPE OF WORK:

A. The scope of work for this Participation Agreement consists of:

- a. Phase 2 which is shown in Exhibit A and described in Agreement 160100 with the State of Tennessee: The Connector Roads are defined as Century Farms Parkway (from Hickory Hollow Parkway to Cane Ridge Road), Hickory Hollow Parkway (from interchange to Cane Ridge Road), and Cane Ridge Parkway (from first section currently

under construction to Hickory Hollow Parkway, completing the connection to Old Franklin Road).

II. TERMS AND CONDITIONS:

- A. Century Farms and Metro shall fund and complete the engineered drawings for the Connector Roads shown in Exhibit A, on or before April 30, 2018.
- B. Century Farms shall reimburse Metro for their share of the non-participating items (approximately \$23,495 for landscape items).

III. MISCELLANEOUS:

- A. This Agreement may be modified, altered, amended, canceled or terminated only by the written agreement of the parties hereto.
- B. Any amendment to this Agreement may be approved via resolution of Council.
- C. This Agreement shall be governed by and construed in accordance with the laws of the State of Tennessee and shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors in interest and assigns. Venue for all matters arising under this Agreement shall be in the courts of Davidson County, Tennessee, and the parties hereto hereby consent to the jurisdiction of such courts for any such legal proceedings.

[Signature Page Attached Hereto]

IN WITNESS WHEREOF, the parties hereby have caused this Agreement to be executed by their duly authorized officers on the day and year first above written.

METRO:

**THE METROPOLITAN GOVERNMENT
OF NASHVILLE AND DAVIDSON COUNTY:**

SK Wahlstrom for
M. Stutevant 3/30/18
Director
Metropolitan Department of Public Works

Approved as to Funding Availability: *✓*

Thomas Odneal
Director
Metropolitan Department of Finance *✓*

Approved as to Form and Legality:

J. H. O'Connell
Metropolitan Department of Law

CENTURY FARMS:

CENTURY FARMS, LLC,
a Delaware limited liability company

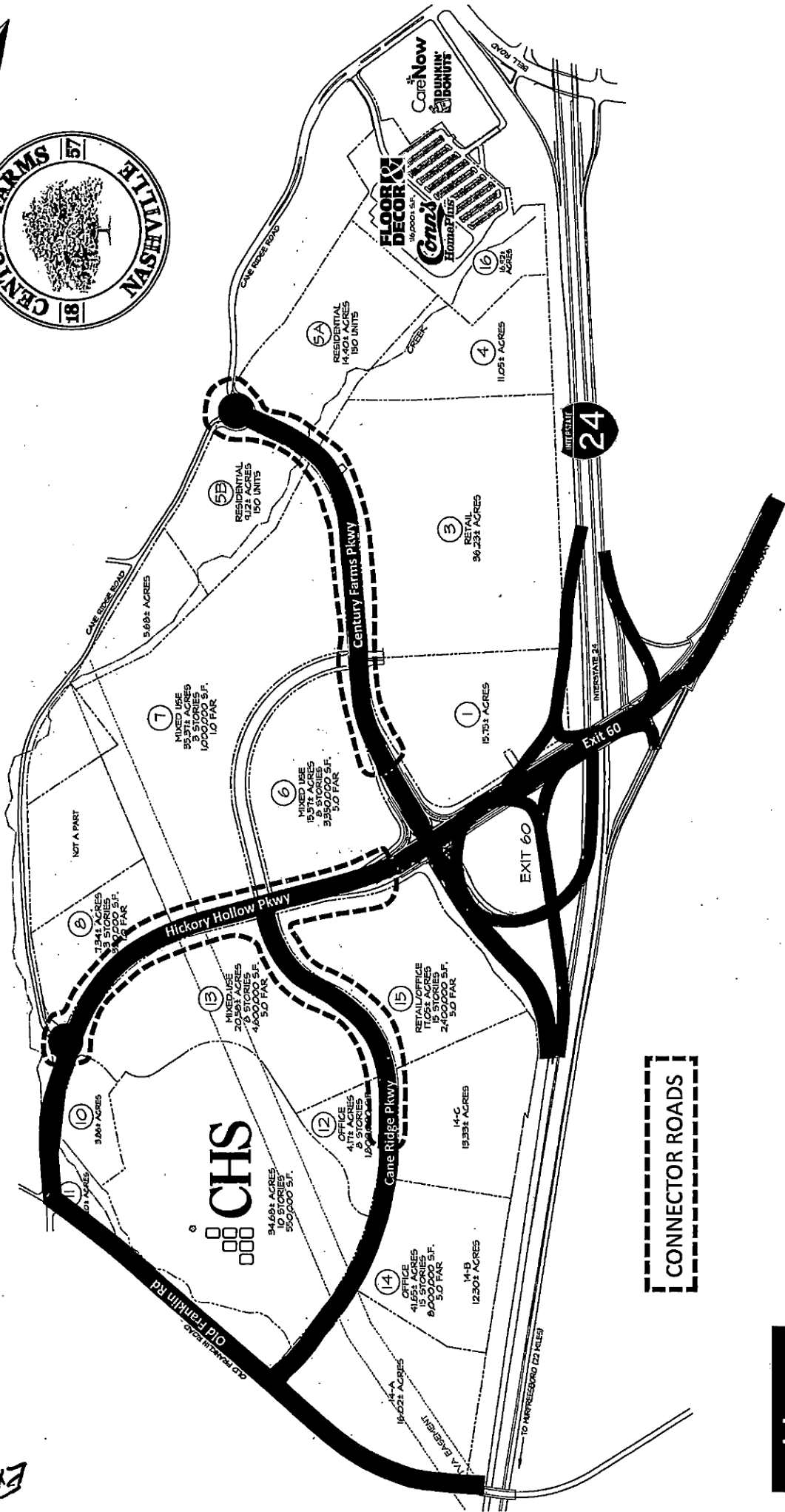
By: Development Partners, LLC,
a Tennessee limited liability company

By: *[Signature]*, **MANAGER**

Name: *MARK McDONALD*

Its: Director

EXHIBIT A



oldacre
mcdonald

CENTURY FARMS



March 28, 2018

Mr. Mark Sturtevant, Director
METRO PUBLIC WORKS
720 South Fifth Street
Nashville, TN 37206

RE: Exit 60- Hickory Hollow Parkway/Interstate 24 Interchange

Dear Mr. Sturtevant,

On behalf of Century Farms, LLC., we are writing to offer our agreement to reimburse Metro the costs (approximately \$23,495) associated with landscaping items identified by TDOT as non-participating in TDOT Project Number 123055.00.

The benefits of this interchange for Southeast Davidson County cannot be overstated. Upon completion this interchange will help alleviate the significant traffic volumes that currently are flowing through the Bell Road interchange. It will help to transform the surrounding property for additional development that could benefit the City and will provide an instant spark that will help to revitalize Antioch and Cane Ridge.

We are proud to partner with the City on this project.

Sincerely,

A handwritten signature in black ink, appearing to be 'Mark McDonald', written over a horizontal line.

Mark McDonald, Manager
Century Farms, LLC.