

IN THE CHANCERY COURT OF COFFEE COUNTY TENNESSEE

FILED
CHANCERY COURT, COFFEE CO., TN

SEP 16 2020

TIME 2:55 AM PM

COFFEE COUNTY, a Political
Subdivision of the State of Tennessee,

Plaintiff,

v.

COFFEE COUNTY/MANCHESTER/
TULLAHOMA MUSEUM, INC.

Defendant.

Civil Action No.: 2020-CV-252

DECLARATORY JUDGMENT SUIT

THE SUBJECT litigation is brought pursuant to T.C.A. § 29-14-101 et seq. to request of the Court to declare rights, status and entitlements of the parties hereto and as basis for the foregoing request the Plaintiff would submit the following:

I.

Coffee County, Tennessee is a Political Subdivision of the State of Tennessee and as such is an appropriate party under the recited statute to bring this Declaratory Judgment suit. Coffee County/Manchester/Tullahoma Museum, Inc. (hereinafter referred to as the Museum,) is a chartered entity chartered by the State of Tennessee and as such is an appropriate entity for inclusion as a party Defendant in a Declaratory Judgment suit.

II.

In 1988 the organizers and founders of the Museum requested of Coffee County, land on which to build a Museum, Welcome Center or Arts and Crafts Center. Pursuant to that request,

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Attorneys at Law

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Resolution 88-39 (copy attached as Attachment 1) was passed by the legislative body of Coffee County authorizing the conveyance of five (5) acres near Interstate 24 on U.S. Highway 41 to be used by the new entity for the purpose of a Welcome Center for Coffee County or a Museum or Arts and Crafts Center. That resolution provided if construction was not begun within three (3) years from the date of the resolution, the property would revert to the County. Before passage, the Resolution was amended which amendment was duly adopted and the Resolution passed as amended and provided that "In the event the property described in this Resolution ceases to be used for the purposes contained in the Resolution ownership of the land and any improvements thereon shall revert to Coffee County". Pursuant to that Resolution adopted the 17th day of October, 1988 thereafter on the 15th day of December, 1998, a QuitClaim Deed was executed by the County Executive, James Wilhelm to the Museum entity which QuitClaim Deed is attached hereto as Attachment 2 and which Deed specifically provided the following:

"If construction by the Coffee County/Manchester/Tullahoma Museum, Inc. Welcome Center does not begin within three (3) years from the date of the Resolution or if the property ceases to be used for the purposes contained in the Resolution, then and in such event, ownership of the land and any improvements thereon shall revert to Coffee County, Tennessee."

III.

While the authorizing resolution and the Deed would allow it to function as any one of the three (3) named functions referenced in the Resolution, from its inception, the primary aspect of the utilization has been that of a museum and it generally operated under the name of Arrowheads to Aerospace Museum.

IV.

Following construction of the facility presently existing on the property, the Museum initially operated on a regular type schedule and served as a Museum depicting in large part the

history of the area and development of the area. Over the years, the entity has amassed a large quantity of appropriate museum items for display to the public. However, as time went by, while the Museum continued to maintain its chartered entity status, its actual functioning and utilization by the public for the public has ever decreased. The undersigned counsel became County Attorney in 2008 and as far back as that time, there were serious questions being raised by the public as well as officials of both Coffee County and Manchester as to whether the Museum was still actively functioning as a museum as opposed to merely retaining the property and the contents of the property. The hours for public use were no longer maintained and when it did function, it was primarily for prearranged events.

V.

The current Mayor of Coffee County was elected in 2014 and not long after he assumed office, those questions about the Museum were again circulated and so it was determined that he and the undersigned County Attorney would visit the facility to determine if it was still functioning and to what degree. There were no regular hours posted and there were rarely any vehicles present and most of the time the facility was locked. We made contact with the chief official of the entity, the primary motivating person behind the entity, for us to be able to visit the Museum and its operation. That official was not able to provide us any hours of operation, but she did arrange to meet with us at a prearranged time and date to enter the facility and go through it. When we met her at the facility on that day, we paid our respective entrance charge, signed the Registry Book, and she led us on a tour through the facilities. There was indeed a large amount of museum materials and artifacts in the facility, so it was definitely set up and organized as a museum; however, even at that time no regular open hours were available. To the best of your Plaintiff's knowledge, there have been none since.

On February 10, 2020 Ms. Judy Worthington, who was the driving force behind the establishment and creation of the Museum and its operation, passed away. To the best of the knowledge of your Plaintiff there has been no actual functioning of the facility as a museum, other than still setting there, since at least as far back as the death of Ms. Worthington.

VI.

Recently an entity known as Blue Ocean, G.P., whose managing partner is Jasmin Patel, and which entity is seeking to build a LaQuinta Inn on property adjacent to the 5-acre tract of the Museum property, needed some additional land for a holding pond for drainage to qualify and obtain authorization for building from the City of Manchester. The County has recently learned that in February of this year the Museum Board executed a contract with Blue Ocean General Partnership to lease a one-third ($1/3^{\text{rd}}$) acre tract of the Museum 5-acre tract to Blue Ocean for a period of twenty (20) years after which that one-third ($1/3^{\text{rd}}$) acre would transfer to ownership of Blue Ocean. That contract is invalid to the extent that it conveys in part that which the Museum did not own or have authority to convey, because the Museum has no authority to impose any restriction on the land that would limit the reversion provision of the Museum's deed from the County. The situation of the questionable continuance of operation has been there for a period of time, but the execution of the above referenced contract without conferring with the County or obtaining permission of the County somewhat brings the matter to a head for addressing. Blue Ocean General Partnership is not being added as a party to the litigation, because there is no dispute between the County and Blue Ocean. Prior to filing this action the undersigned conferred with counsel for Blue Ocean and that counsel agrees that they do not need to be a party because they do not dispute that the contract made by the Museum with Blue Ocean could not bind or restrict the County's right of reversion. Blue Ocean just was not aware of that reversion provision

at the time the contract was entered. Prior to drafting this complaint, the County Attorney consulted with Blue Ocean as to whether to include them if they thought it was warranted to do so, but their counsel concurred with the undersigned's conclusion that there was no dispute between Blue Ocean and the County that would warrant making them a party.

VII.

Your Plaintiff would show that while the building continues to exist on the property, which labels it as a museum, without dispute it has appropriate contents inside that would constitute a museum, but as a practical matter for a long period of time it has operated more as a storage facility for the items they collected as opposed to realistically functioning as a museum.

PREMISES SEEN AND CONSIDERED, THE PLAINTIFF PRAYS:

(1) That the Court hear and declare the rights and entitlements of the parties hereto pursuant to T.C.A. § 29-14-101 et seq.

(2) That upon a hearing of the matter the Court declare that the Defendant entity no longer is actively functioning as a museum and as such the real property, the land and the buildings thereon, pursuant to Resolution 88-39 of the Coffee County legislative body and the Deed to the Museum property recorded in Deed Book 209, Page 505, revert to Coffee County by operation of contract and law. This request pertains to the land and improvements on the land, not to any of the contents.

(3) Such other, further, different and general relief to which the Plaintiff may be entitled upon the hearing of this cause.

RESPECTFULLY SUBMITTED:

THE HUSKEY FIRM



ROBERT L. HUSKEY, BPR # 3504
County Attorney

The Huskey Firm
Attorneys at Law

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1988

RESOLUTION 88-39

RESOLUTION TO APPROPRIATE FIVE (5) ACRES OF THE DANNER PROPERTY NEAR INTERSTATE 24 TO THE COFFEE COUNTY/MANCHESTER/TULLAHOMA MUSEUM, INC.

WHEREAS, Coffee County, Tennessee, was the recipient of a gift of 33.7 acres of land from the Danner family on December 23, 1980; and,

WHEREAS, that land has not been used by Coffee County, Tennessee, in the ensuing years, although it is in close proximity to Interstate 24 and inside the city limits of Manchester, Tennessee; and,

WHEREAS, the Coffee County/Manchester/Tullahoma Museum, Inc. has requested a building site that could serve as a welcome center, a reception center for Coffee County, Tennessee, a museum and an arts and crafts center and has suggested that it could use approximately five acres of that gift.

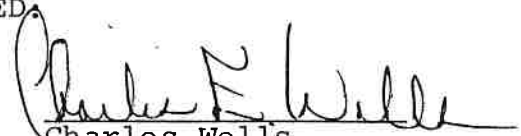
NOW, THEREFORE, BE IT RESOLVED that Coffee County, Tennessee, give and quitclaim to the Coffee County/Manchester/Tullahoma Museum, Inc. approximately five (5) acres of the Danner property near Interstate 24, which has a road frontage on Campground Road of at least 200 feet and is the closest property adjacent to United States Highway 41 as it intersects Campground Road. If construction does not begin within three (3) years from the date of this Resolution, the property will revert to the County of Coffee.

RESOLVED this the 17th day of October, 1988.

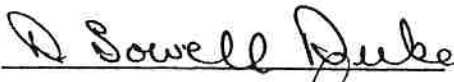
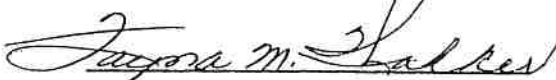
APPROVED:


James R. Wilhelm
County Executive

ATTESTED:


Charles Wells
County Clerk

SPONSORS:

Motion made by Walker and seconded by Vanzant. Amendment by Hampton and seconded by Wilhoite that in the event the property described in this Resolution ceases to be used for the purposes contained in the Resolution ownership of the land and in the improvements thereon shall revert to Coffee County, Tennessee. Upon roll call both the amendment and resolution were approved.

Prepared by
GILLIAM, ROLLINS & THORMAEHLEN
P.O. Box 500, 224 West Fort Street
Manchester, Tennessee 37355

OWNER:

TAX RESPONSIBILITY:

COFFEE COUNTY/MANCHESTER/TULLAHOMA MUSEUM, INC.
% Mayor Roy Worthington, Treasurer
P.O. Box 479
Manchester, Tennessee 37355

JIMMY WHITE
PROPERTY
ASSESSOR

QUITCLAIM DEED

FOR AND IN CONSIDERATION of the sum of One Dollar (\$1.00) and other valuable considerations, the receipt of which is hereby acknowledged, the County of Coffee, a Political Subdivision of the State of Tennessee, pursuant to a resolution, No. 88-39, adopted by the Commissioners of Coffee County, Tennessee, on 17th day of October, 1988, the same being of record in the minutes of the County Clerk authorizing the gift of the hereinafter described property, and by these presents does hereby transfer and convey unto COFFEE COUNTY/MANCHESTER/TULLAHOMA MUSEUM, INC., their successors and assigns, the following described tract or parcel of land in the First Civil District of Coffee County, State of Tennessee, bounded and described as follows, to-wit:

BEGINNING at a concrete right-of-way marker in the northeast corner of frontage road right-of-way, being in west boundary of the Am-Vet property 95 feet north of northerly margin of U. S. Highway 41; thence north 68 deg. 29 min. west 200.0 feet to a point; thence north 21 deg. 31 min. east 468.59 feet to a point; thence south 86 deg. 54 min. east 354.01 feet to a point; thence south 3 deg. 06 min. west 565.39 feet to a point; thence north 68 deg. 12 min. west 317.15 feet to an iron pin; thence south 18 deg. 12 min. west 45.64 feet to the point of beginning, containing 5.0 acres according to survey of Engineering Service Company.

Being a portion of the property conveyed to Coffee County, Tennessee, by Danner of record in Warranty Deed Book 175, page 347, Register's Office of Coffee County, Tennessee.

If construction by the Coffee County/Manchester/Tullahoma, Inc., of the welcome center does not begin within three years (3) from date of Resolution or if the property ceases to be used for the purposes contained in Resolution, then and in such an event, ownership of the land and any improvements thereon shall revert to Coffee County, Tennessee.

TO HAVE AND TO HOLD said undivided interest in and to said tract or parcel of land, with the estate, title, and interest thereto belonging, to the said COFFEE COUNTY/MANCHESTER/TULLAHOMA MUSEUM, INC., its successors and assigns, forever.

This 15th day of Dec, 1988.

James Wilhelm
James Wilhelm, County Executive

ATTEST:

Charles E. Wells
Charles E. Wells, County Clerk

STATE OF TENNESSEE

COUNTY OF COFFEE

Before me, the undersigned authority, a Notary Public in and for the said county and state, personally appeared James Wilhelm and Charles E. Wells, with whom I am personally acquainted, and who, upon oath acknowledged themselves to be the County Executive and County Clerk, respectively, of the County of Coffee, the within named bargainor, a Political Subdivision of the State of Tennessee, and that they as such County Executive and County Clerk, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of said Political Subdivision of the State of Tennessee (County of Coffee) by James Wilhelm as County Executive and attesting the same by Charles E. Wells as County Clerk.

Witness my hand and official seal at Manchester, Tennessee, this 15th day of December, 1988.

Paulette Laugher
Notary Public

My Commission Expires: 3-10-91

I, or we, hereby swear or affirm that the actual consideration for this transfer, or value of the property or interest in property transferred, whichever is greater, is \$ 0, which amount is equal to or greater than the amount which the property or interest in property transferred would command at a fair and voluntary sale.

Subscribed and sworn to before me this 15th day of Dec, 1988.

Paulette Laugher
Notary Public
My Commission Expires: By U. S. D. R.

Ray W. Washington, Jr.
Affiant

STATE OF TENNESSEE, COFFEE COUNTY

The foregoing instrument and certificate were noted on Note Book ✓ page 199, at 8:30 o'clock A M., on the 20th day of December, 1988, and recorded in W. D. R. Book 209, page 505. State Tax Paid \$ —, Fee \$ —, Recording Fee \$ 2.00, Total \$ 2.00. Witness my hand. Receipt No. 49128

Paulette Laugher
Register
By U. S. D. R.