
EXHIBIT F82

BILL OF SALE AND TRANSFER OF OWNERSHIP OF
SEWER LINE SEGMENT ALONG AND WITHIN STATE
ROUTE 252, DATED FEBRUARY 1, 2016, BY AND AMONG
ASHFORD LAND COMPANY AND NEWTOWN
TOWNSHIP, DELAWARE COUNTY MUNICIPAL AUTHORITY

BILL OF SALE AND TRANSFER OF OWNERSHIP OF
SEWER LINE SEGMENT ALONG AND WITHIN STATE ROUTE 252

THIS BILL OF SALE and TRANSFER OF OWNERSHIP OF SEWER LINE SEGMENT ALONG AND WITHIN STATE ROUTE 252 is made this 1st day of FEBRUARY, 2016, by and between ASHFORD LAND COMPANY, L. P., a Delaware limited partnership ("Grantor") and NEWTOWN TOWNSHIP, DELAWARE COUNTY, MUNICIPAL AUTHORITY ("Grantee").

BACKGROUND:

WHEREAS, Grantor has entered into a Sewer Agreement with an Addendum to the Sewer Agreement with Grantee and Newtown Township, Delaware County, Pennsylvania, which Sewer Agreement and Addendum to the Sewer Agreement are dated April 28, 2011, including a first amendment dated February 11, 2013, (collectively the "Sewer Agreement") to provide public sewer to the development currently known as the "Liseter Development" located at the northwest corner of the intersection of State Route 252 and Goshen Road, Newtown Township, Delaware County, Pennsylvania, as well as to provide the opportunity for future connections by other residential, institutional and commercial users as further set forth in the Sewer Agreement; and

WHEREAS, Grantor received approval of its Sewer Facilities Planning Module from the PA Department of Environmental Protection by approval letter dated April 2, 2012 and received its Part II Construction and Operation Permit issued March 12, 2012, to design, construct and install a pump station, force main, and collection and conveyance system to provide public sewer to the Liseter Development; and

WHEREAS, Grantor has caused to be constructed and installed a pump station, sanitary sewer lines, mains, manholes, laterals, pumps, their accessories and appurtenances consisting of underground pipe, conduits, manholes, drains, markers, mains, service connections and related apparatus (collectively the "Sanitary Sewer Facilities"), as depicted on the Ashford Pump Station Plans (8 sheets) dated August 14, 2010 and last revised March 18, 2011, prepared by Ebert Engineering, Inc., and a force main and appurtenances thereto to run from the Liseter Development to State Route 252 and thereafter along and within State Route 252 ultimately

connecting to the manhole connecting to the Central Delaware County Authority ("CDCA") System as shown on the Ashford Force Main Plans (18 sheets) dated August 13, 2010 and August 16, 2010 (Sheets 7 and 8), last revised March 18, 2011, prepared by Ebert Engineering, Inc., thereafter with changes in the field, and as depicted on the As-Built Sanitary Sewer Plan and Profile (19 sheets) dated August 13, 2010, and revised March 6, 2015, prepared by Ebert Engineering, Inc. a copy of which is appended hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, the force main constructed and installed by Grantor in conformity with its Planning Module and Part II Permit includes a segment which extends along and within State Route 252 from Gradyville Road, Station 73+00 as depicted on Exhibit "A", to the CDCA interceptor at or near its location adjacent to the Delaware County Community College, where it connects with the CDCA Sewer System; and

WHEREAS, the Sewer Agreement entered into between the parties allows Grantee to accept dedication of the Sanitary Sewer Facilities, or parts thereof, subject to certain requirements; and

WHEREAS, the parties now desire that Grantor transfer to Grantee all of its right, title and ownership interest in and to the segment of the force main which extends along State Route 252 from Gradyville Road, Station 73+00 as depicted on Exhibit "A", to the CDCA interceptor at or near its location adjacent to the Delaware County Community College, where it connects with the CDCA Sewer System; and

WHEREAS, Grantee is willing to accept ownership and title of the segment of the force main which extends along State Route 252 from Gradyville Road, Station 73+00 as depicted on Exhibit "A", to the CDCA interceptor at or near its location adjacent to the Delaware County Community College and shall assume all future maintenance responsibilities with respect thereto; and

WHEREAS, Grantor warrants and insures that it possesses good and marketable title to the segment of the force main which extends along State Route 252 from Gradyville Road, Station 73+00 as depicted on Exhibit "A", to the CDCA interceptor at or near its location adjacent to the Delaware County Community College; and

WHEREAS, Grantee has adopted a "Resolution of Acceptance" dated February 1, 2016, accepting dedication of the segment of the force main which extends along State Route 252 from Gradyville Road, Station 73+00 as depicted on Exhibit "A", to the CDCA interceptor at or near its location adjacent to the Delaware County Community College.

NOW, THEREFORE, the said Grantor, for and in consideration of the advantages to it accruing, including its legal obligation pursuant to the Sewer Agreement and for diverse other considerations affecting the public welfare, which it seeks to advance, has granted, bargained and sold, and by these presents does hereby grant, bargain and convey unto Grantee, its successors and assigns:

All of its right, title and interest in and to the aforesaid Sanitary Sewer Facilities that comprises the segment of the force main, which extends along State Route 252 from Gradyville Road at Station 73+00 as shown on Exhibit "A" to the CDCA interceptor at or near its location adjacent to the Delaware County Community College ("Dedicated Segment") for the full and complete ownership and use thereof by the Grantee, and for the exercise of Grantee of all of the rights, privileges and responsibilities of ownership, including uninterrupted and unfettered right to use the force main, and to replace, renew, repair and maintain all of the pipeline equipment, accessories and appurtenances thereto.

Grantor further acknowledges that Grantor has received all consideration with respect to the Dedicated Segment of the force main, except such consideration as provided in the Sewer Agreement, due to Grantor in connection with the Dedicated Segment of the force main pursuant to the Sewer Agreement and hereby releases Grantee and indemnifies Grantee against any claim for compensation which may be asserted either by Grantor or by any contractor or subcontractor engaged in the construction and/or installation of the Dedicated Segment of the force main.

Grantor, for itself, its successors and assigns, by these presents covenants, promises and agrees to and with the said Grantee, its successors and assigns, that neither the Grantor, nor its successors and assigns, shall or will at any time hereafter ask, demand or recover or receive of or from the said Grantee, or its successors, any sum or sums of money as and for additional consideration for the transfer of ownership from Grantor to Grantee of the Dedicated Segment of the force main, except as provided in the Sewer Agreement.

Grantor, for itself, its successors and assigns, does by these presents further covenant, promise and agree to and with said Grantee, its successors and assigns, that Grantor shall warrant and forever defend Grantee's title to and ownership of the Dedicated Segment of the force main against any claims made by any person or persons whomsoever may make such claim.

The Background recitals are incorporated herein by reference as if each was fully set forth at length.

IN WITNESS WHEREOF, Ashford Land Company, L.P., predecessor in interest to Toll Brothers, Inc., the said Grantor, has caused these presents to be executed the day and year first above written.

ATTEST:




ASHFORD LAND COMPANY, L.P.,
a Delaware limited partnership

By: 

Liseter, LLC, a Delaware limited liability
company, its general partner

ACCEPTED BY NEWTOWN TOWNSHIP, DELAWARE COUNTY, MUNICIPAL
AUTHORITY, the said Grantee, this ^{1st} day of February, 2016.

ATTEST:



NEWTOWN TOWNSHIP, DELAWARE
COUNTY, MUNICIPAL AUTHORITY

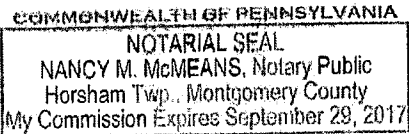
By: 

CHAIRMAN

COMMONWEALTH OF PENNSYLVANIA:
COUNTY OF ~~DELAWARE~~: Montgomery

On this 2 day of February, 2016, before me, the undersigned officer, personally appeared Michael A. Downs, who acknowledged herself/himself to be the V. P. of Liseter, LLC, a Delaware limited liability company, general partner of Ashford Land Company, L.P., a Delaware limited partnership, and that he/she, being authorized to do so, executed the foregoing instrument, for the purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and official seal.



Nancy M. McMeans
Notary Public

COMMONWEALTH OF PENNSYLVANIA:
COUNTY OF DELAWARE:

On this 1st day of February, 2016, before me, the undersigned officer, personally appeared Joseph Sweeney, who acknowledged herself/himself to be the Chairman for the Newtown Township, Delaware County, Municipal Authority, and that he, being authorized to do so, executed the foregoing instrument, for the purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and official seal.

Denise M. Latch
Notary Public

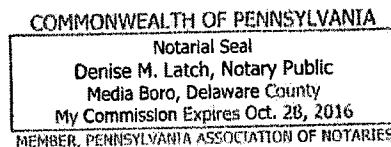


EXHIBIT “A”

As-Built Plans

RESOLUTION NO. 2016-2 OF THE NEWTOWN TOWNSHIP, DELAWARE COUNTY, MUNICIPAL AUTHORITY APPROVING ACCEPTANCE OF DEDICATION OF A PORTION THE LISETER SEWER LINE

WHEREAS, Ashford Land Company, L.P., a Delaware limited partnership (“Developer”), entered into a Sewer Agreement with an Addendum to the Sewer Agreement with the Newtown Township, Delaware County, Municipal Authority (“Authority”) and Newtown Township, Delaware County, Pennsylvania (“Township”), which Sewer Agreement and Addendum to the Sewer Agreement are dated April 28, 2011, including a first amendment dated February 11, 2013, (collectively the “Sewer Agreement”) to provide public sewer to the development currently known as the “Liseter Development” located at the intersection of State Route 252 and Goshen Road, Newtown Township, Delaware County, Pennsylvania, as well as to provide the opportunity for future connections by other residential, institutional and commercial users as further set forth in the Sewer Agreement; and

WHEREAS, Developer has caused to be constructed and installed a force main and appurtenances thereto in conformity with its Planning Module and Part II Permit which includes a segment extending along and within State Route 252 from Gradyville Road, Station 73+00, to the CDCA interceptor at or near its location adjacent to the Delaware County Community College, where it connects with the CDCA Sewer System; and

WHEREAS, the Sewer Agreement allows the Authority to accept dedication of the Sanitary Sewer Facilities, or parts thereof; and

WHEREAS, the Authority desires to accept dedication from Developer of all of Developer’s right, title and ownership interest in and to the segment of the force main which extends along State Route 252 from Gradyville Road, Station 73+00, to the CDCA interceptor at or near its location adjacent to the Delaware County Community College, where it connects with the CDCA Sewer System; and

WHEREAS, Developer has warranted and insured that Developer possesses good and marketable title to the segment of the force main which extends along State Route 252 from

Gradyville Road, Station 73+00, to the CDCA interceptor at or near its location adjacent to the Delaware County Community College; and

WHEREAS, the Authority seeks to adopt a "Resolution of Acceptance" as required by the Sewer Agreement, accepting dedication of the segment of the force main which extends along State Route 252 from Gradyville Road, Station 73+00, to the CDCA interceptor at or near its location adjacent to the Delaware County Community College.

AND NOW, THEREFORE, it is hereby RESOLVED.

Pursuant to the statutory authority provided in the Pennsylvania Municipality Authorities Act, and under the circumstances as set forth hereinabove, the Authority hereby resolves and agrees as follows:

1. The Authority hereby approves and authorizes acceptance of dedication of the segment of the force main which extends along State Route 252 from Gradyville Road, Station 73+00, to the CDCA interceptor at or near its location adjacent to the Delaware County Community College.
2. The Authority hereby authorizes its Chairman to execute the Acceptance of the Bill of Sale and Transfer of Ownership of the Sewer Line Segment Along and Within State Route 252.

PASSED and APPROVED, this 1st day of February, 2016.

NEWTOWN TOWNSHIP, DELAWARE COUNTY, MUNICIPAL AUTHORITY:

BY:

CHAIRMAN

BY:

BY:

BY:

I hereby certify that the foregoing Resolution was PASSED and APPROVED at the regular monthly meeting of the Newtown Township, Delaware County, Municipal Authority on this 1st day of February, 2016, at which meeting a quorum was present.

SECRETARY