

# County Council of Cuyahoga County, Ohio

## Resolution No. R2013-0245

Sponsored by: **County Executive FitzGerald/Department of Public Works**

Co-sponsored by: **Councilmember Conwell**

**A Resolution** authorizing a Cooperative Agreement among the County, City of Cleveland and Cleveland-Cuyahoga County Port Authority relating to certain cooperative arrangements in connection with development of the County's Convention Center Hotel and other cooperative activities; authorizing the conveyance of real property; authorizing and approving related matters; authorizing the County Executive to execute the agreement and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective.

WHEREAS, the County, the City of Cleveland (the "City") and the Cleveland-Cuyahoga County Port Authority (the "Port Authority") propose to undertake cooperative activities in furtherance of the redevelopment of certain areas of the County and the City pursuant to and in accordance with the terms of a Cooperative Agreement by and among the County, the City and the Port Authority (the "Cooperative Agreement"); and

WHEREAS, the Cooperative Agreement provides for the County, the City and the Port Authority to cooperate in undertaking the financing, construction and operation of a Hotel adjacent to and supportive of the County's Global Center for Health Innovation and Convention Center (the "Hotel Project"); and

WHEREAS, the Cooperative Agreement further provides for the County, the City and the Port Authority to cooperate in undertaking plans for improvements to downtown Cleveland that link attractions and provide for greater connectivity between and among those attractions, including through the development of green spaces, bridges, parking, and other connecting facilities (the "Connectivity Project"); and

WHEREAS, as part of its contributions to the cooperative activities, the County will agree to convey to the City all of its right, title and interest in the Property, subject to certain conditions subsequent.

**NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO:**

**SECTION 1. Definitions; Captions.** All words and terms used herein as defined words and terms but not otherwise defined herein shall have the respective meanings given to them in the Cooperative Agreement, the substantially final form of which is on file with this Council. The captions in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

**SECTION 2. Cooperative Agreement.** The County Council hereby authorizes the Cooperative Agreement and the County Executive is authorized to sign and deliver, in the name and on behalf of the County, the Cooperative Agreement with any changes that are not inconsistent with this Resolution, are not materially adverse to the County and are approved by the County Executive, all of which shall be conclusively evidenced by the signing of the Cooperative Agreement by the County Executive.

**SECTION 3. Conveyance of Real Property.** The County Council hereby determines that it is in the best interests of the County to convey title to the Property in accordance with the terms of the Cooperative Agreement and the deed referred to therein, in order to implement the public purposes of the Cooperative Agreement. The County Executive is hereby authorized to execute a deed of conveyance in a form acceptable to the Director of Law, provided that the deed shall include such terms and provisions as to provide for the reversion of the Property to the County at the time and upon the circumstances described in the Cooperative Agreement.

**SECTION 4. Contribution to Connectivity Project.** Consistent with the terms of the Cooperative Agreement and the County's covenant to contribute to the Connectivity Project, this Council hereby finds and determines that the Connectivity Project will enhance and support the Convention Center and Hotel, declares its support for the Connectivity Project as described in the Cooperative Agreement; this Council will consider appropriate legislation to provide for the County Cooperative Contribution upon the finalization of plans for the Connectivity Project.

**SECTION 5. Further Action.** That the County Executive or his authorized designee is authorized to (a) take all actions, and to execute, acknowledge, deliver and/or file for record (as and where appropriate) (i) all documents and instruments necessary or desirable to facilitate and/or consummate the transactions contemplated hereby, including, but not limited to, the Termination and Transfer Agreement and all documents to be executed by the County thereunder, and all financing-related documents (including but not limited to subordination, non-disturbance and attornment agreements, pledges, and security agreements), (ii) all

other and further documents, instruments, certificates, agreements, amendments, assignments, subleases, consents, affidavits, certifications, disbursement authorizations, settlement statements, closing statements, proration statements, escrow agreements, escrow instructions, and notices, and (iii) amendments, modifications and supplements to any of the foregoing, that the County Executive may deem necessary or advisable in connection with the consummation of the transactions contemplated hereby, in all cases containing such terms and conditions as may be approved by the County's Director of Law or his authorized designee, (b) agree to such payments, prorations, credits, deposits, holdbacks, escrows and other arrangements as may be necessary or advisable in connection therewith to facilitate and/or consummate such transactions, and (c) prosecute and/or defend any actions or proceedings that may be necessary or advisable relative to any of the foregoing matters.

**SECTION 6. Effective Date.** It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health, or safety in the County; and any additional reasons set forth in the preamble. Provided that this Resolution receives the affirmative vote of at least eight members of Council, it shall take effect and be in force immediately upon the earliest occurrence of any of the following: (i) its approval by the County Executive through signature, (ii) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Charter, or (iii) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

**SECTION 7. Open Meeting.** This Council finds and determines that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of Council, and that all deliberations of this Council and of any of its committees that resulted in those formal actions were in meetings open to the public, in compliance with all legal requirements, including Ohio Revised Code Section 121.22.

On a motion by Mr. Schron, seconded by Mr. Miller, the foregoing Resolution was duly adopted.

Yeas: Gallagher, Schron, Conwell, Jones, Rogers, Simon, Miller, Brady, Germana and Connally

Nays: None

  
County Council President

11-26-13  
Date

  
County Executive

12/2/13  
Date

  
Clerk of Council

11/26/2013  
Date

First Reading/Referred to Committee: November 12, 2013  
Committee(s) Assigned: Committee of the Whole

Additional Sponsorship Requested on the Floor: November 26, 2013

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