

County Council of Cuyahoga County, Ohio

Resolution No. R2014-0125

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

A Resolution authorizing the transfer of certain County properties to the Board of Park Commissioners of the Cleveland Metropolitan Park District; authorizing the lease of certain County properties to said Board; authorizing the County Executive to take all necessary actions and to execute all documents necessary to consummate the contemplated transactions; authorizing the Director of Public Works to administer the project; and declaring the necessity that this Resolution become immediately effective.

WHEREAS, on December 16, 2004, the County purchased certain real property including Permanent Parcel Nos. 003-04-001 (listed with 003-05-001 through 003-05-006 and 003-04-003), and 003-05-018, which is commonly known as Whiskey Island (the "Whiskey Island Property");

WHEREAS, in purchasing the Whiskey Island Property, it was always the County's intention to transfer such property to the Board of Park Commissioners of the Cleveland Metropolitan Park District (the "Metroparks") in order that it be utilized as a park space for the public use;

WHEREAS, the County desires to transfer to the Metroparks, and the Metroparks desires to receive from the County, the Whiskey Island Property and the Metroparks has agreed to maintain the Whiskey Island Property and to invest at least Six Million Two Hundred Fifty Thousand Dollars (\$6,250,000.00) in capital improvements into the Whiskey Island Property over time;

WHEREAS, the County and the Metroparks have identified additional parcels of property owned by the County which are complimentary to the Metroparks' overall plan and mission including: (i) certain real property commonly known as Heritage Park I, Permanent Parcel No. 101-15-002 (the "Heritage Park Property"); (ii) certain real property located on the East Bank of the Flats, Permanent Parcel Nos. 101-13-028, 101-13-029 and 101-13-030 (the "Flats East Bank Property"); and (iii) certain real property located on the West Bank of the Flats known as Parcels 53 and 54, located between Permanent Parcel Nos. 003-17-009 and 003-19-015 (the "Flats West Bank Property"); and,

WHEREAS, in connection with the transfer of the Whiskey Island Property, the County desires to convey to the Metroparks, and the Metroparks desires to acquire from the County, the Heritage Park Property;

WHEREAS, in connection with the transfer of the Whiskey Island Property, the County also desires to lease to the Metroparks, and the Metroparks desires to lease from the County, the Flats East Bank Property and the Flats West Bank Property; and

WHEREAS, it is necessary that this Resolution become immediately effective in order that critical services provided by Cuyahoga County can continue and to provide for the usual, daily operation of a County entity.

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

SECTION 1. That the Cuyahoga County Council hereby authorizes the transfer of the Whiskey Island Property and the Heritage Park Property to the Metroparks, and authorizes the County Executive to enter into a Sale-Purchase Agreement (the "Purchase Agreement") with Metroparks for the same.

SECTION 2. That the Cuyahoga County Council hereby authorizes the lease of the Flats East Bank Property and the Flats West Bank Property to the Metroparks for an initial term of ninety-nine (99) years with two (2) renewal periods of ninety-nine (99) years, and authorizes the County Executive to enter into a Lease and Right of First Refusal Agreement (the "Lease Agreement") with Metroparks for the same.

SECTION 3. That the County Executive or his authorized designee is authorized to (a) take all actions, exercise any options, make payments, 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 Purchase Agreement, the Lease Agreement and all documents to be executed by the County thereunder, (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 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 4. That the Director of Public Works is authorized to administer the project through its milestones and be responsible for any ongoing approval rights under the Lease Agreement.

SECTION 5. That all documents to be executed in connection with the transactions contemplated herein be subject to the Law Director or his designee's approval, including as to legal form and correctness.

SECTION 6. 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 Ordinance 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: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, or (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

SECTION 7. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas: Jones, Hairston, Simon, Greenspan, Miller, Germana, Gallagher, Schron, Conwell and Connally

Nays: None



County Council President

5-27-14
Date



County Executive

6/2/14
Date


Clerk of Council

5/27/2014
Date

First Reading/Referred to Committee: May 13, 2014
Committee(s) Assigned: Committee of the Whole

In accordance with Rule 6B of the Rules of Council, legislation was added to the agenda
by parliamentary motion: May 27, 2014

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