

# County Council of Cuyahoga County, Ohio

## Resolution No. R2014-0208

<p>Sponsored by: <b>County Executive FitzGerald/Department of Public Works</b></p>	<p><b>A Resolution</b> making an award on RQ30449 to Cleveland Clinic Foundation in the amount of \$125,000.00 for the sale of County-owned property commonly known as the former MetroHealth Clement Center, located at 2500 East 79<sup>th</sup> Street, Cleveland; authorizing the County Executive to execute the Purchase and Sale Agreement and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, the County engaged the services of CBRE, Inc. (“CBRE”), a commercial real estate services firm, to serve as the real estate portfolio program manager, provide brokerage services, and represent the County in connection with the real estate portfolio program; and,

WHEREAS, CBRE worked with the County to prepare and issue a request for proposal, RFP # 30449 (the “RFP”), for the real property consolidation project in accordance with the County’s Contracting and Purchasing Procedures Ordinance; and,

WHEREAS, the County received a proposal from Cleveland Clinic Foundation to purchase the land and all buildings and improvements commonly known as the Former MetroHealth Clement Center (collectively “Property”) located at 2500 East 79<sup>th</sup> Street, Cleveland, Ohio; and,

WHEREAS, the proposal is to sell the Property for \$125,000; 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 awards the sale of the Property to Cleveland Clinic Foundation and authorizes the County Executive to

enter into a Purchase and Sale Agreement with Cleveland Clinic Foundation (or one of its affiliated entities) for same.

**SECTION 2.** 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, a Purchase and Sale 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, (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 3.** That all documents to be executed in connection with the transactions contemplated herein be subject to the Law Director or his designee's approval as to legal form and correctness.

**SECTION 4.** 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 5.** 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. Jones, seconded by Ms. Conwell, the foregoing Resolution was duly adopted.

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

Nays: None

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County Council President                      Date

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County Executive                                      Date

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Clerk of Council                                      Date

First Reading/Referred to Committee: August 26, 2014

Committee(s) Assigned: Committee of the Whole

Journal CC015  
September 9, 2014