

County Council of Cuyahoga County, Ohio

Resolution No. R2014-0221

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

A Resolution approving amendments to Amended and Restated Lease Agreement and Amended and Restated Sublease and Operating Agreement with Cuyahoga County Convention Facilities Development Corporation in connection with the Cleveland Convention Center and the Global Center for Health Innovation; authorizing the County Executive to execute the amendments and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective.

WHEREAS, in December 2013 the County of Cuyahoga, Ohio (“County”) terminated its relationships with Merchandise Mart Properties, Inc., MMPI Cleveland Development LLC, and Cleveland MMCC LLC (together, the MMPI Parties”) and entered into various agreements related to operation and management of the Cleveland Convention Center and the Global Center for Health Innovation (together, the “Facility”) with the Cuyahoga County Convention Facilities Development Corporation (the “Corporation”); and

WHEREAS, the County and the Corporation have determined that it is in the best interest of the County to further amend the Amended and Restated Lease and the Amended and Restated Sublease and Operating Agreement by and between the County and the Corporation to maximize cash flows to the County by amending the definitions of “Monthly Base Rental Payment,” “Net Monthly Base Rent Payment,” and “Supplemental Payment.”

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

SECTION 1. That the County Council hereby approves the Amendment to Amended and Restated Lease and the Amendment to Amended and Restated Sublease and Operating Agreement substantially in the form of that currently on file with the Clerk of Council (together, the “Amendments”).

SECTION 2. That the County Executive, or his authorized designee, is authorized to (a) execute the Amendments and all documents and instruments necessary or desirable to facilitate and/or consummate the transactions

contemplated hereby, including, but not limited to, (i) all documents to be executed by the County thereunder, and (ii) 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, and (b) prosecute and/or defend any actions or proceedings that may be necessary or advisable relative to any of the foregoing matters.

SECTION 3. 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 4. 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. Germana, the foregoing Resolution was duly adopted.

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

Nays: None

Recusals: Brady


County Council President

9-23-14
Date


County Executive

9/29/14
Date


Clerk of Council

9/23/2014
Date

First Reading/Referred to Committee: September 9, 2014
Committee(s) Assigned: Committee of the Whole

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