

# County Council of Cuyahoga County, Ohio

## Resolution No. R2019-0003

<p>Sponsored by: <b>Councilmember Simon</b></p> <p>Co-sponsored by: <b>Councilmember Jones</b></p>	<p><b>A Resolution</b> authorizing the Cuyahoga County Solid Waste District’s purchase of property located at 4750 East 131<sup>st</sup> Street, Garfield Heights; authorizing the District’s Board, and, as authorized by the District’s Board, its Executive Director to take all necessary actions and to execute all documents necessary to consummate the contemplated transactions; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, the Cuyahoga County Solid Waste District (“District”) engaged the services of Allegro Real Estate Partners (“Allegro”) to analyze the District’s long-term space needs to guide a decision about the District’s current facility located at 4750 East 131<sup>st</sup> Street, Garfield Heights, Ohio, which houses its Special Waste Convenience Center and offices (the “Property”); and

WHEREAS, Allegro’s analysis concluded that purchasing the Property is the most economical long-term option; and

WHEREAS, the District negotiated a Letter of Intent and then a Purchase and Sale Agreement with Pioneer Building II, Ltd., for the District to purchase the property for One Million Seven Hundred Thousand Dollars (\$1,700,000.00); and

WHEREAS, the District applied for a loan from the Ohio Water Development Authority (“OWDA”) to finance the property’s purchase, and OWDA approved the loan application; and

WHEREAS, the contemplated transactions necessitate a parcel split and consolidation as provided in the Purchase and Sale Agreement, which will result in creating a parcel number for the Property to be purchased; and

WHEREAS, in establishing the structure of the District’s Board after adoption of the County Charter, the County Council confirmed the District’s authority to govern itself and to continue to approve its contracting through its Board, which includes a Council member appointed by the Council President. Section 206.07(C) of the County Code provides:

The Board of the Solid Waste Management District shall continue to govern the operations of the District, including, but not limited to, having the final approval authority over its contracts.

WHEREAS, R.C. 343.04 authorizes county solid waste districts to acquire and own property:

A board of county commissioners or **board of directors of a county** or joint **solid waste management district**, after the establishment of the district, may have a general plan of solid waste facilities for the district prepared by the county sanitary engineer of a county district or, in the case of a joint district, by a county sanitary engineer of one of the counties participating in the joint district as determined by the board of directors. The general facilities plan shall be consistent with the solid waste management plan of the county or joint district approved or ordered to be implemented under section [3734.521](#) or [3734.55](#) of the Revised Code and the most current amended plan of the district approved or ordered to be implemented under section [3734.521](#) or [3734.56](#) of the Revised Code, if any. After the general facilities plan has been approved by the board, **the board may acquire, construct, improve, enlarge, equip, maintain, and operate, and may enter into agreements determined by the board to be necessary for the acquisition, construction, improvement, enlargement, equipment, maintenance, or operation of, any solid waste facilities included in the general facilities plan. Such agreements may include provisions concerning at least the ownership and control of the facilities by the district or by any other party to the agreement as designated in the agreement; the operation, leasing, or subleasing of the facilities by the district or by any other such party; and the final sale or other disposition of the facilities to the district or to any other such party.**

WHEREAS, in statutory counties, the counties' boards of county commissioners also serve as the board of directors of a solid waste district and other provisions of the Revised Code also contemplate situations where the County owns property for the District's use; and

WHEREAS, in Cuyahoga County, the District has always operated as an independent district and has been self-funded and governed by a board of directors with its own bylaws adopted on April 25, 1995; and

WHEREAS, to avoid any confusion and ensure no questions arise regarding the authority to conduct the transactions contemplated herein, the District has requested the County Council to adopt a resolution authorizing the transactions to take place

through the District's Board and confirming the District's Board's authority to undertake the contemplated transactions; and

WHEREAS, the District's Board has authorized the transactions contemplated herein and will continue its oversight of the transactions and management of the Property after it purchase; 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 Cuyahoga County Solid Waste District's purchase of the Property in its own name for an amount not-to-exceed One Million Seven Hundred Thousand Dollars (\$1,700,000.00) and the District's financing of the purchase through a loan from OWDA.

**SECTION 2.** That the District's Board and, as authorized by the District's Board, the District's Executive Director are 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 Purchase and Sale Agreement and loan and finance-related documents, (ii) all other and further documents, instruments, certificates, agreements, amendments, assignments, 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, including any purchase-price adjustments based on the outcome of due diligence, that the District's Board may deem necessary or advisable in connection with the consummation of the transactions contemplated hereby, (b) agree to such payments 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.** 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: (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 4.** 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 Ms. Simon, seconded by Mr. Brady, the foregoing Resolution was duly adopted.

Yeas: Simon, Baker, Miller, Tuma, Gallagher, Schron, Conwell, Jones, Brown, Stephens and Brady

Nays: None

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County Council President

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Date

\_\_\_\_\_  
County Executive

\_\_\_\_\_  
Date

\_\_\_\_\_  
Clerk of Council

\_\_\_\_\_  
Date

Additional Sponsorship Requested on the Floor: January 8, 2019

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