

RESOLUTION NO. 2021 - 29

INTRODUCED BY MAYOR AND COUNCIL AS A WHOLE

**A RESOLUTION REFERRING TO THE PLANNING COMMISSION FOR REPORT AND RECOMMENDATION A PROPOSED ORDINANCE AUTHORIZING THE MAYOR TO ENTER INTO A CONTRACT WITH OAKWOOD CENTER, LLC TO TRANSFER AND RE-TRANSFER TITLE TO CERTAIN REAL PROPERTY IN THE VICINITY OF OAK LEAF ROAD IN THE VILLAGE**

**WHEREAS**, the Village of Oakwood and Oakwood Center, LLC (hereinafter referred to as "OC") each own certain real property in the vicinity of the Oak Leaf Road in the Village; and

**WHEREAS**, Oakwood and OC deem it advantageous to each of them to cooperate in the commercial development of those properties as evidenced by their entry into a certain Project Development Agreement (hereinafter "Agreement") providing, among other things, for the extension of Tax Increment Financing pursuant to R.C. Sec. 5709.41 (TIF); and,

**WHEREAS**, the statutory requirements for the foregoing TIF dictate that Oakwood hold fee title to the property to which the TIF applies at some point prior to the passage of the TIF ordinance which property may then be conveyed to another party; and,

**WHEREAS**, Oakwood and OC have reached an agreement in principle, as set forth in a certain Transfer of Real Estate Agreement attached as Exhibit "A" to Proposed Ordinance 2021-\_\_\_\_ which is attached hereto and incorporated herein as Exhibit "1", for the transfer of certain property subject to the Agreement to Oakwood and transfer of said property back to OC in order to qualify for said TIF; and,

**WHEREAS**, Charter Sec. 10.02 (C) requires that, prior to passage, any Ordinance providing for the purchase or sale of public land be submitted to the Planning Commission for report and recommendation;

**NOW THEREFORE, BE IT ORDAINED** by the Council of the Village of Oakwood, County of Cuyahoga, and State of Ohio that:

**SECTION 1.** Proposed Ordinance No. 2021 - , attached hereto and made a part hereof by reference and marked Exhibit "1", which provides for the sale to Oakwood of certain real property in the Village in the vicinity Oak Leaf Road known as Permanent Parcel Numbers 795-50-014, 795-50-013, 795-49-010, and 795-15-048 and the sale of said property back to OC along with additional parcels currently owned by Oakwood known as Permanent Parcel Numbers 795-49-005, 795-49-006, 795-49-007, 795-50-011, and 795-50-012 (all parcels being collectively referred to hereinafter as the Properties) be and hereby is referred to the Planning Commission pursuant to Charter Sec. 10.02 (C) for report and recommendation.

**SECTION 2.** The Clerk of Council be and is hereby authorized and directed to refer the attached proposed Ordinance No. 2021 - to the Planning Commission for report and

OC-McBee refer to PC

recommendation pursuant to Charter Sec. 10.02 (C) and the Codified Ordinances of the Village.

**SECTION 3.** This Resolution shall take effect from and after the earliest period allowed by law.

PASSED: May 11, 2021

Johnnie A. Warren  
Johnnie A. Warren, President of Council

Debra L. Hladky  
Debra L. Hladky, Clerk of Council

Presented to the  
Mayor May 12 2021

Approved: May 12, 2021

Gary V. Gottschalk  
Mayor, Gary V. Gottschalk

I, Debra L. Hladky, Clerk of Council of the Village of Oakwood, County of Cuyahoga and State of Ohio, do hereby certify that the foregoing Resolution No. 2021 - was duly and regularly passed by this Council at the meeting held on the 11 day of May.

Debra L. Hladky  
Debra L. Hladky, Clerk of Council

#### POSTING CERTIFICATE

I, Debra L. Hladky, Clerk of Council of the Village of Oakwood, County of Cuyahoga and State of Ohio, do hereby certify that Resolution No. 2021 - 29 was duly posted on the 13 day of May, and will remain posted for a period of fifteen (15) days thereafter as provided by the Oakwood Village Charter.

Debra L. Hladky  
Debra L. Hladky, Clerk of Council

DATED: May 13, 2021

EXHIBIT "1"

ORDINANCE NO. 2021 –

INTRODUCED BY MAYOR AND COUNCIL AS A WHOLE

**AN ORDINANCE AUTHORIZING THE MAYOR TO ENTER INTO A CONTRACT WITH OAKWOOD CENTER, LLC TO TRANSFER AND RE-TRANSFER TITLE TO CERTAIN REAL PROPERTY IN THE VICINITY OF THE OAK LEAF ROAD IN THE VILLAGE**

**WHEREAS**, the Village of Oakwood and Oakwood Center, LLC (hereinafter referred to as "OC") each own certain real property in the vicinity of the Oak Leaf Road in the Village; and

**WHEREAS**, Oakwood and OC deem it advantageous to each of them to cooperate in the commercial development of those properties as evidenced by their entry into a certain Project Development Agreement (hereinafter "Agreement") providing, among other things, for the extension of Tax Increment Financing pursuant to R.C. Sec. 5709.41 (TIF); and,

**WHEREAS**, the statutory requirements for the foregoing TIF dictate that Oakwood hold fee title to the property to which the TIF applies at some point prior to the passage of the TIF ordinance which property may then be conveyed to another party; and,

**WHEREAS**, Oakwood and OC have reached an agreement in principle, as set forth in Exhibit "A" attached hereto and incorporated herein, for the transfer of certain property subject to the Agreement to Oakwood and transfer of said property back to OC in order to qualify for said TIF;

**NOW THEREFORE, BE IT RESOLVED** by the Council of the Village of Oakwood, County of Cuyahoga, and State of Ohio that:

**SECTION 1.** The Mayor be and is hereby authorized to enter into the Agreement with OC, a copy of which is attached hereto and expressly made a part hereof by reference and marked Exhibit "A".

**SECTION 2.** This Ordinance shall take effect from and after the earliest period allowed by law.

PASSED: \_\_\_\_\_

\_\_\_\_\_  
Johnnie A. Warren, President of Council

\_\_\_\_\_  
Debra L. Hladky, Clerk of Council



Presented to the  
Mayor \_\_\_\_\_

Approved: \_\_\_\_\_

\_\_\_\_\_  
Mayor, Gary V. Gottschalk

I, Debra L. Hladky, Clerk of Council of the Village of Oakwood, County of Cuyahoga and State of Ohio, do hereby certify that the foregoing Ordinance No. 2021 -     was duly and regularly passed by this Council at the meeting held on the \_\_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
Debra L. Hladky, Clerk of Council

### **POSTING CERTIFICATE**

I, Debra L. Hladky, Clerk of Council of the Village of Oakwood, County of Cuyahoga and State of Ohio, do hereby certify that Ordinance No. 2021 -     was duly posted on the \_\_\_\_\_ day of \_\_\_\_\_, 2021, and will remain posted for a period of fifteen (15) days thereafter as provided by the Oakwood Village Charter.

\_\_\_\_\_  
Debra L. Hladky, Clerk of Council

DATED: \_\_\_\_\_

## EXHIBIT "A"

### TRANSFER OF REAL ESTATE AGREEMENT

This Transfer of Real Estate Agreement ("Agreement") is made this 26 day of April 2021 (the "Effective Date") by and between the Village of Oakwood (hereinafter "Village"), and Oakwood Center, LLC, an Ohio limited liability company (hereinafter "Oakwood Center").

#### WITNESSETH:

**WHEREAS**, the Village and Oakwood Center have entered into a certain Project Development Agreement as of February 28, 2021 ("Development Agreement"); and

**WHEREAS**, the Village has previously acquired the land located known as Cuyahoga County Permanent Parcel Numbers 795-49-005, 795-49-006, 795-49-007, 795-50-011, and 795-50-012 (collectively, the "Village Real Estate"); and

**WHEREAS**, Oakwood Center owns that certain real property located at 7400 Oak Leaf Road, Oakwood, OH 44146 and known as Cuyahoga County Permanent Parcel Numbers 795-50-014, 795-50-013, 795-49-010, and 795-15-048 (collectively, the "Oakwood Center Real Estate");

**NOW THEREFORE**, in consideration of the exchange of the mutual covenants expressed herein the parties hereto agree as follows:

1. Initial Transfer of Oakwood Center Real Estate. Pursuant to the Development Agreement, Oakwood Center shall transfer title to the Oakwood Center Real Estate to the Village via separate quit claim deeds.
2. Transfer Back of Initial Project Site to Oakwood Center. After the Oakwood Center Real Estate is transferred to the Village, the Village shall subsequently transfer title of the Oakwood Center Real Estate, as well as the Village Real Estate, to Oakwood Center via limited warranty deeds upon the occurrence of the following (collectively, the "Transfer Conditions"); "(i) approval by Cuyahoga County of the plat of lot split and consolidation; (ii) execution by all necessary parties of the plat of lot split and consolidation; and (iii) creation and implementation of (a) a Tax Increment Financing program ("TIF"), and (b) a Community Reinvestment Act ("CRA") tax abatement for improvements to the Oakwood Center Real Estate pursuant to the Development Agreement.
3. Absolute Obligation to Transfer Back the Project Site. In the unlikely event that the Transfer Conditions are not satisfied by a date determined by Oakwood Center at its sole discretion, the Village shall have the absolute obligation to transfer the Oakwood Center Real Estate back to Oakwood Center, at no cost or expense to Oakwood Center, which shall be completed in an expedient manner.
4. Absence of Payment; Filing and Recording Fees. The parties agree that no payment shall be made by one party to the other party for the transfers or re-transfers of the properties referenced in this Agreement. Except as otherwise set forth herein, all filing and recording fees with respect to the transfers and re-transfers of the properties referenced in this Agreement shall be at the expense of the party making such transfers.
5. Governing Law. This Agreement shall be governed by the laws of the State of Ohio. All disputes arising under this Agreement shall be litigated in the Cuyahoga County Court of Common Pleas or

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the Federal Court for the Northern District of Ohio and the parties consent to submit themselves to the jurisdiction and venue of that court.

6. Severability. If any provision of this Agreement is for any reason held to be illegal or invalid, it shall not affect any other provision of this Agreement.
7. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall constitute an original and all of which, when taken together, shall constitute one and the same instrument.

[The remainder of this page is intentionally left blank.]

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**IN WITNESS WHEREOF**, the Village and Oakwood Center have caused this Agreement to be executed by their duly authorized officers as of the Effective Date.

“Village”

THE VILLAGE OF OAKWOOD,  
CUYAHOGA COUNTY, OHIO,  
a body politic and corporate duly existing  
under the laws of the State of Ohio

By: \_\_\_\_\_  
Gary V. Gottschalk, Mayor

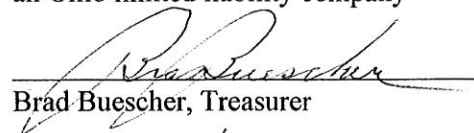
Dated: \_\_\_\_\_, 2021

APPROVED AS TO LEGAL FORM:

\_\_\_\_\_  
James A. Climer  
Law Director, Village of Oakwood

**IN WITNESS WHEREOF**, the Village and Oakwood Center have caused this Agreement to be executed by their duly authorized officers as of the Effective Date.

OAKWOOD CENTER, LLC  
an Ohio limited liability company

  
Brad Buescher, Treasurer

Dated: 4/26 2021