

A RESOLUTION AUTHORIZING THE MAYOR TO ENTER INTO A MEMORANDUM OF AGREEMENT BETWEEN THE CITY OF AVON LAKE AND THE AVON LAKE CITY SCHOOL DISTRICT CONCERNING THE DEVELOPMENT OF NEW SCHOOLS AND DECLARING AN EMERGENCY.

WHEREAS, the Avon Lake City School District ("District") is the owner of property at 32967 Redwood Boulevard, Avon Lake and commonly known as Redwood Elementary School; and

WHEREAS, the District has submitted a bond issue in the November 2023 General Election for school improvements and the construction of new elementary schools; and

WHEREAS, should the District receive a favorable outcome on the bond issue Redwood Elementary School will no longer be needed for school purposes; and

WHEREAS, the City desires to improve its facilities for seniors and expand its recreation offices and believes Redwood Elementary School is an ideal location that can be converted for said operations; and

WHEREAS, the District would like the property to continue as a community asset, and Ohio Revised Code Section 3313.41 grants the District the authority to sell property to a political subdivision.

NOW THEREFORE, BE IT RESOLVED BY THE COUNCIL OF  
THE CITY OF AVON LAKE, STATE OF OHIO:

Section No. 1: That this Council hereby authorizes the Mayor to enter into the Memorandum of Agreement between the City of Avon Lake and the Avon Lake City School District (Exhibit A).

Section No. 2: That it is found and determined that all formal actions of this Council concerning and relating to the adoption of this Resolution were adopted in an open meeting of this Council and that all deliberations of this Council and any of its committees which resulted in such formal actions, were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

Section No. 3: That this Resolution is hereby declared to be an emergency measure, the emergency being the necessity of endorsing the Agreement in a timely manner prior to early voting in the General Election, thus for the health, safety, and

welfare of the public. Therefore, this Resolution shall be in full force and effect immediately upon passage and approval by the Mayor.

PASSED: 9/25/2023

/s/ Martin E. O'Donnell

President of Council

POSTED: 9/29/2023

APPROVED: 9/26/2023

ATTEST: /s/ Valerie E. Rosmarin

Clerk of Council

/s/ Gregory J. Zilka

Mayor

**MEMORANDUM OF AGREEMENT BETWEEN THE CITY OF  
AVON LAKE AND THE AVON LAKE CITY SCHOOL  
DISTRICT CONCERNING THE DEVELOPMENT OF NEW  
SCHOOLS AND RELATED IMPROVEMENTS**

This Memorandum of Agreement ("Agreement") is made and entered into this \_\_st day of September, 2023 ("Effective Date") by and between the **Avon Lake City School District Board of Education** ("District"), a public school district and political subdivision under the laws of the State of Ohio and the **City of Avon Lake** ("City"), a political subdivision under the laws of the State of Ohio (hereafter collectively referred to as the "Parties").

**RECITALS**

- A. the District is the owner of property at 32967 Redwood Boulevard, Avon Lake and commonly known as Redwood Elementary School Avon Lake, Ohio and consisting of the land and all equipment, improvements, rights, privileges, and easements belonging to or in any way appertaining thereto ("Redwood").
- B. the District is planning to seek approval of a bond issue at the November 7, 2023 General Election to make various school improvements including the construction of new elementary schools which will allow for more efficient school operations and consolidation of buildings.
- C. If the Electors of District approve the bond issue and related school improvements, the Redwood Elementary School site will no longer be needed for School purposes; and
- D. the District would like the property to continue as a community asset; and
- E. the City has long desired to improve its facilities for seniors and expand its recreation offices and believes the Redwood School can be converted into a senior center and recreation offices; and
- F. the District has authority through Ohio Revised Code § 3313.41 to sell property to a political subdivision on such terms as the parties shall agree subject to the terms and conditions hereinafter set forth and to be developed in a subsequent real estate purchase agreement to be finalized and executed by the parties.

**NOW, THEREFORE**, the City and District agree as follows:

1. **Redwood.** The District agrees to sell to the City for \$500,000 the Redwood School site under the following conditions: 1) the electors pass a bond issue in November, 2023, 2) the District completes the construction of new elementary schools and 3) the City agrees to develop a senior center and recreation offices at the Redwood site.
2. **Inspection/due diligence.** The City has the right to inspect and conduct due diligence at Redwood, so long as such actions do not disrupt school, until December 31, 2026.
2. **Timing.** The City will have an option to acquire "Redwood" until December 31, 2026 or for six months after the new elementary school is open whichever is later. The District shall provide a certificate of the County Board of Elections as notice to the City that one of the conditions in paragraph 1 has occurred.

3. **Related Improvements.** The District will maintain Redwood as a school until it is no longer needed for school district purposes. The District will repair major building systems as necessary for that purpose. However, the District will not make any major capital improvements once the bond issue has passed unless necessary for operations of the school.

4. **Conveyance.** The District will convey by quitclaim deed (the "Deed"), free and clear from all liens and encumbrances, except the following (collectively, the "Permitted Exceptions") (i) all real estate taxes and assessments, both general and special ("Taxes"), not yet due and payable; (ii) any title and survey exceptions which are not objected to by the City but which the District does not agree to cure or is not required to cure pursuant to the purchase agreement; (iii) zoning and building ordinances; (iv) those matters mutually agreed upon by District and City as set forth in the purchase agreement; when and if closing occurs, good, marketable, indefeasible, fee simple title to the Premises. The District will place a deed restriction on the property being transferred requiring its use as a senior center and recreation offices for 10 years.

5. **Condition of the Premises.** The District Premises shall be delivered free of all trash, debris, and parties in possession to the City at Closing.

6. **Project.** The City intends to develop a senior center and recreation offices at Redwood and to retain such senior center and recreation offices for at least 10 years.

7. **Contingencies.** The obligations of the parties as described herein are contingent upon:

- i. The passage of a levy satisfactory to the District.
- ii. The City's satisfaction with its due diligence conducted on its behalf as to the subject property and proposed construction and use.
- iii. The execution of a Real Estate Purchase Agreement.

8. **Entire Agreement.** This Agreement sets forth all of the covenants, promises, agreements, conditions and understandings between the parties and there are no covenants, promises, agreements, conditions or understandings, either oral or written, between them other than those herein set forth.

9. **Governing Law.** This Agreement shall be governed and construed in accordance with the laws of the State of Ohio.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the date above first written.

**For Avon Lake City School District ("District")**

By: \_\_\_\_\_

Its: Superintendent of Schools

**For City of Avon Lake ("City")**

By: \_\_\_\_\_

Its: Mayor