

RESOLUTION NO. 6-09
CITY OF CENTERVILLE, OHIO

SPONSORED BY COUNCILMEMBER Douglas Cline ON
THE 11th DAY OF February, 2008.

A RESOLUTION AUTHORIZING ACTIONS OF THE CITY MANAGER
IN REGARDS TO AMENDING A PURCHASE AGREEMENT WITH
THE OBERER COMPANIES TO EFFECT THE SALE OF REAL
PROPERTY.

WHEREAS, Council has previously determined that it would be in the best
interest of its citizens to sell property located in the City of Centerville to Oberer
Companies; and

WHEREAS, the City of Centerville by Resolution No. 42-07 authorized and
directed the City Manager to take all steps and execute a Letter of Intent to lead to
negotiation of a Purchase Agreement with the Oberer Companies; and

WHEREAS, a Purchase Agreement with Oberer Construction Managers Limited
was entered into on or about May 21, 2008, which followed the terms of the
Letter of Intent; and

WHEREAS, the First Amendment to Purchase Agreement was entered into on or
about November 21, 2008, which extended the due diligence period; and

WHEREAS, Council has determined that it would be best to again amend that
Agreement to extend the due diligence period further; and

WHEREAS, Council has the power to enter into such Real Property Purchase
Agreement by virtue of its Charter and the provisions of Article VIII, Section 16
and Article XVIII, Section 3 of the Ohio Constitution.

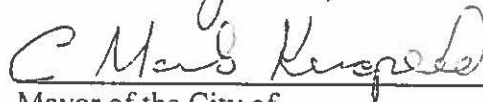
NOW, THEREFORE, THE MUNICIPALITY OF CENTERVILLE HEREBY
RESOLVES:

Section 1. That the City Manager is authorized and directed to sign a Second
Amendment to the Purchase Agreement with Oberer that contains terms as set
forth in Section 2, that are acceptable to the City Manager and the Municipal
Attorney.

Section 2. That the terms of the amendment should substantially require
and/or allow the following:

1. An extension of the Due Diligence Period set forth in Section 4(a) of the Purchase Agreement for an additional one hundred and eighty (180) days up to and including August 14, 2009.
2. That as a result of this extension of the Due Diligence Period, the closing date for the Phase I Closing shall be no later than September 13, 2009, or such earlier date parties may agree. This extension shall not affect the date of the Phase II Closing as provided in Section 9 of the Purchase Agreement.
3. As an additional condition for this Second Amendment, terms regarding assignment, ownership and/or completion of any engineering work, environment reports, field work, EPA or Army Corps permits and similar items will need to be agreed upon as determined to be in the City's best interests.

PASSED THIS 16th day of February, 2009.



Mayor of the City of
Centerville, Ohio

ATTEST:



Clerk of Council
City of Centerville, Ohio

CERTIFICATE

The undersigned, Clerk of Council of the City of Centerville, Ohio, hereby certifies the foregoing to be a true and correct copy of Resolution No. 62-09, passed by the Council of the City of Centerville, Ohio on the 16th day of February, 2009.



Clerk of the Council

Approved as to form, consistency
with existing ordinances, the
charter & constitutional provisions
Department of Law
Scott A. Liberman, Municipal Attorney