

RESOLUTION NO. 60-08
CITY OF CENTERVILLE, OHIO

SPONSORED BY COUNCILMEMBER Paul Crisham ON
THE 17th DAY OF November, 2008.

A RESOLUTION AUTHORIZING ACTIONS OF THE CITY MANAGER
IN REGARDS TO 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, Council has determined that it would be best to amend that
Agreement to extend the due diligence period; 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.

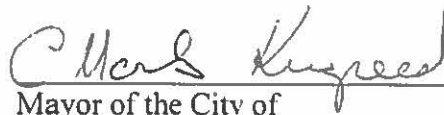
NOW, THEREFORE, THE MUNICIPALITY OF CENTERVILLE HEREBY
RESOLVES:

Section 1. That the actions of the City Manager to execute a Purchase Agreement
with Oberer, dated May 21, 2008 is hereby ratified and approved.

Section 2. That the City Manager is hereby authorized and directed to do any and
everything necessary to carry out the terms of said Agreement

Section 3. That the City Manager is authorized and directed to sign an
Amendment to said Agreement. A copy of said Amendment is attached hereto
and marked as Exhibit "A" and incorporated herein.

PASSED THIS 17th day of November, 2008.



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. 60-08, passed by the Council of the City of Centerville, Ohio on the 17th day of November, 2008.



Clerk of the Council

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

FIRST AMENDMENT TO PURCHASE AGREEMENT

This First Amendment to Purchase Agreement the ("Amendment") is entered into on November __, 2008, between the CITY OF CENTERVILLE, OHIO ("Seller") and OBERER CONSTRUCTION MANAGERS, LTD. ("Purchaser"), with reference to the Purchase Agreement entered into by the parties on May 21, 2008 (the "Purchase Agreement") concerning the property identified as approximately 10.375 acres located at the southeast corner of Yankee Street and Social Row Road, City of Centerville, Montgomery County, Ohio, as more fully described in the Purchase Agreement.

In consideration of the mutual agreements contained herein, Seller and Purchaser hereby amend the Purchase Agreement as follows:

1. Unless otherwise defined, terms used in this Amendment shall have the meanings set forth in the Purchase Agreement.
2. The Due Diligence Period set forth in Section 4(a) of the Purchase Agreement is hereby extended by ninety (90) days to February 15, 2009.
3. As a result of this extension of the Due Diligence Period, the closing date for the Phase I Closing shall be no later than March 17, 2009, or such earlier date as Purchaser and Seller may agree. This extension shall not affect the date of the Phase II Closing as provided in Section 9 of the Purchase Agreement.
4. Except as modified hereby, the Purchase Agreement is ratified and confirmed and remains in full force and effect.

SELLER:

PURCHASER:

CITY OF CENTERVILLE, OHIO

OBERER CONSTRUCTION MANAGERS, LTD.

By: _____
City Manager

By: _____
George R. Oberer, Jr., Manager

Date: _____

Date: _____