

RESOLUTION NO. 45-01
CITY OF CENTERVILLE, OHIO

SPONSORED BY COUNCILMEMBER Mark Klugseed ON THE
21st DAY OF May, 2001.

A RESOLUTION AUTHORIZING THE CITY MANAGER TO ENTER INTO AN ACCESS AGREEMENT BETWEEN YANKEE TRACE DEVELOPMENT, INC. AND THE CITY OF CENTERVILLE.

WHEREAS, The City of Centerville and Yankee Trace Development, Inc. are parties to an Agreement dated June 27, 1994 as subsequently amended, which provides that the Developer agrees to sell to the City, and the City agrees to acquire from the Developer certain real property for the purpose of constructing and developing New Golf Property, and

WHEREAS, The City of Centerville and Yankee Trace Development, Inc. desire to permit the development and construction of the New Golf Course to commence on the New Golf Property prior to the transfer of lands.

NOW THEREFORE, THE MUNICIPALITY OF CENTERVILLE HEREBY RESOLVES:

Section 1. That the City Manager be and is hereby authorized to enter into an Access Agreement between the City of Centerville and Yankee Trace Development, Inc. to grant unto the City a license to enter upon the New Golf Property and to commence construction thereon of the New Golf Course. Said license includes the right for the City's contractors, subcontractors and material suppliers to enter upon the New Golf Property and to conduct construction activities thereon as necessary to commence construction of the New Golf Course. This Access Agreement and an exhibit depicting the New Golf Property to be transferred to the City and Additional Property to be further developed by the Developer as a residential development surrounding the golf course is attached hereto as Exhibit "A" and is incorporated herein.

Section 2. That this Resolution shall become effective immediately upon passage.

PASSED this 21st day of May, 2001.

Sally D. Biala
Mayor of the City of Centerville, Ohio

ATTEST:
Maile J. Laughlin
Clerk of Council, City of Centerville, Ohio

CERTIFICATE

The undersigned, Clerk of the Council of the City of Centerville, Ohio, hereby certifies that the foregoing is a true and correct copy of Resolution Number 45-01, passed by the Council of the City of Centerville, Ohio, on the 21st day of May, 2001.

Maile J. Laughlin
Clerk of Council

Approved as to form, consistency
with the Charter and Constitutional Provisions.
Department of Law
Robert N. Farquhar
Municipal Attorney

ACCESS AGREEMENT

THIS ACCESS AGREEMENT ("Agreement") is entered into this 15TH day of May, 2001 between THE CITY OF CENTERVILLE, OHIO (the "City") and YANKEE TRACE DEVELOPMENT, INC., an Ohio corporation (the "Developer") under the following circumstances:

A. The City and the Developer are parties to a certain Agreement dated June 27, 1994, as modified by an Amendment dated September 20, 1991, a second Amendment dated September 21, 1995, a Third Amendment dated May 31, 2000, and a Fourth Amendment dated November 21, 2000 (the "Agreement").

B. Pursuant to the terms of the Agreement, the Developer has agreed to sell to the City, and the City has agreed to acquire from the Developer certain real property approximately shown on Exhibit A referred to as the "New Golf Property" in the Agreement, for the purposes of the City constructing and developing thereon golf course improvements referred to as the "New Golf Course" in the Agreement.

C. The transfer of the New Golf Property has been delayed beyond the originally contemplated closing date of March 31, 2001, and the City and the Developer desire to permit the development and construction of the New Golf Course to commence on the New Golf Property prior to the closing, pursuant and subject to the terms and conditions of this Agreement.

NOW, THEREFORE, in consideration of the mutual agreements contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by both parties, the City and the Developer hereby agree as follows:

1. The Developer hereby grants to the City a license to enter upon the New Golf Property and to commence construction thereon of the New Golf Course. Such license shall include the right for the City's contractors, subcontractors and material suppliers to enter upon the New Golf Property and to conduct construction activities thereon as necessary to commence construction of the New Golf Course. Such license shall also include the right for the City and its contractors, subcontractors and material suppliers to enter upon and to cross the real property approximately shown on Exhibit A owned by the Developer described in the Fourth Amendment to the Agreement as the "Additional Property" as reasonably necessary to commence construction of the New Golf Course on the New Golf Property.

2. Prior to commencing construction activities on the New Golf Property, the City shall provide to the Developer insurance certificates evidencing public liability insurance naming the Developer as an insured in such amounts as the Developer may reasonably require to protect the Developer against liabilities, damages or claims arising out of deaths, personal injuries or property damage or loss caused as a result of the

construction activities of the City, its contractors, subcontractors or their respective employees, agents or subcontractors on or about the New Golf Property. The City shall cause such insurance coverage to be in effect for the term of this Agreement. The City may cause the preceding insurance requirement to be satisfied by requiring the contractor or contractors that are performing construction activities on the New Golf Property to provide the necessary insurance coverage. The City shall require all contractors and subcontractors entering upon the New Golf Property pursuant to this Agreement to maintain the same liability insurance coverage naming the Developer as an insured, as described in the first sentence of this Section 2, as well as workers' compensation coverage as required by law.

3. The term of this Agreement and the license contained herein shall expire on May 31, 2001.

Signed as of the day and year first above written.

THE CITY OF CENTERVILLE, OHIO

By _____
Gregory B. Horn, City Manager

Approved as to form:

By _____
Robert N. Farquhar
Centerville Municipal Attorney

YANKEE TRACE DEVELOPMENT, INC.,
an Ohio corporation

By James P. Sullivan
James P. Sullivan
Its Vice President and Treasurer

COUNTY

ADDITIONAL PROPERTY TO YANKEE TRACE MASTER PLAN (PARCEL 26)

