

RESOLUTION NO. 48-23
CITY OF CENTERVILLE, OHIO

SPONSORED BY COUNCILMEMBER JoAnne Rau ON THE 15th
DAY OF May, 2023.

**RESOLUTION AUTHORIZING THE CITY MANAGER TO
EXECUTE A FIRST AMENDMENT TO AGREEMENT FOR
PURCHASE AND SALE WITH THE BOARD OF
EDUCATION OF THE CENTERVILLE CITY SCHOOL
DISTRICT FOR THE PURCHASE OF APPROXIMATELY
SIX ACRES OF VACANT LAND PLUS OR MINUS
LOCATED IN THE CITY OF CENTERVILLE.**

WHEREAS, Council and the Board of Education of the Centerville City School District previously entered into an Agreement for Purchase and Sale of property dated June 9, 2022; and

WHEREAS, said Agreement set forth time periods for completion of various items; and

WHEREAS, the parties desire to extend the Due Diligence Period of the Agreement to allow additional time for the parties to work on additional aspects of the purchase; and

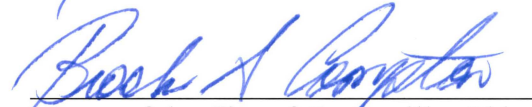
WHEREAS, Council has the power to enter into such real property purchase agreement by virtue of its Charter and the provisions of Article VIII, Section 16 and Article XVIII, Section 3 of the Ohio Constitution.

NOW, THEREFORE, THE MUNICIPALITY OF CENTERVILLE HEREBY RESOLVES:

Section 1: That the City Manager is hereby authorized to execute on behalf of the City, the First Amendment to Agreement for Purchase and Sale with the Board of Education of the Centerville City School District for the purchase of property located in the city of Centerville upon terms and conditions substantially similar to those terms set forth in the amendment. Said amendment is marked as Exhibit "A" and incorporated herein.


Section 2: That this resolution shall go into effect at the earliest time allowed by law.

PASSED THIS 15th day of May, 2023.



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. 48-23, passed by the Council of the City of Centerville, Ohio on the 15th day of May, 2023.



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 AGREEMENT FOR PURCHASE AND SALE

THIS FIRST AMENDMENT TO AGREEMENT FOR PURCHASE AND SALE (this "Amendment") is by and between the **BOARD OF EDUCATION OF THE CENTERVILLE CITY SCHOOL DISTRICT**, Montgomery County, Ohio, a city school district and political subdivision of the State of Ohio ("Seller"), and the **CITY OF CENTERVILLE, OHIO**, a City and political subdivision in and of the State of Ohio ("Purchaser") pursuant to Ohio Revised Code 3313.41(C), under the circumstances summarized in the following recitals:

- A. Pursuant to an Agreement for Purchase and Sale entered into by Seller and Purchaser dated June 9, 2022 (the Agreement for Purchase and Sale hereinafter referred to as the "Purchase Agreement"), Seller agreed to sell, and Purchaser agreed to purchase the Property identified in the Purchase Agreement consisting of an approximately 6+/- acre portion of the real property identified in the Official Records of Montgomery County, as Parcel Number O68-00304-0074.
- B. The parties have determined that they will require additional time to complete the purchase to allow for the City to acquire the necessary rights to the Dimco Way Connection as depicted in Exhibit C of the Purchase Agreement .

NOW, THEREFORE, for valuable consideration paid, the receipt and sufficiency of which are hereby acknowledged, Seller and Purchaser agree as follows:

1. The expiration of the Due Diligence Period as set forth in Section 3.2 of the Purchase Agreement is extended until 11:59 p m on July 31, 2023.
2. Purchaser acknowledged and agrees that the Purchaser has obtained the Commitment as set forth in Section 4.1 of the Purchase Agreement.
3. In Section 5.5.3 of the Purchase Agreement, the reference to "Exhibit C" is changed to "Exhibit A".
4. In Section 9.2 of the Purchase Agreement, the second sentence of the first paragraph is amended to read as follows: "Purchaser shall be responsible for securing the necessary title, easement or access rights to access the Dimco Way Connection property as depicted in Exhibit C."
5. Except as amended hereby, the Purchase Agreement is ratified and confirmed and remains in full force and effect. In the event of an inconsistency between the provisions of this First Amendment and the Purchase Agreement, then the following order of priority shall control: this First Amendment and the Agreement for Purchase and Sale.
6. This Amendment is effective as of the date last signed by the Purchaser or Seller. This Agreement may be signed in several counterparts and, together, shall constitute one document. Facsimile copies of signatures or digitally scanned signatures are acceptable to evidence complete agreement.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their duly authorized representatives on the date and year set forth below:

SELLER:

CITY OF CENTERVILLE, OHIO, a City and political subdivision in and of the State of Ohio

By: _____

Print Name: _____

Date: _____

**BOARD OF EDUCATION OF THE
CENTERVILLE CITY SCHOOL DISTRICT,
MONTGOMERY COUNTY, OHIO**

By: _____

Dr. David Roer, President

Date: _____

By: _____

Laura Sauber, Treasurer

Date: _____

Approved as to Form:

Scott A. Liberman, Municipal Attorney