

**RESOLUTION NO. 31-2023**

**INTRODUCED BY: Mayor James P. Graven and Council as a Whole**

**A RESOLUTION AUTHORIZING THE MAYOR TO ENTER INTO A WAIVER OF THE CITY'S FIRST RIGHT OF REFUSAL FOR THE PROPERTY LOCATED AT 7850 MAIN STREET (OLD LIBRARY BUILDING), TO PROMOTE BUSINESS AND ECONOMIC DEVELOPMENT IN THE CITY**

**WHEREAS**, this Council has previously authorized the administration to enter into a purchase agreement with Josh Lorek (hereinafter "Lorek") to sell Lorek the property located at 7850 Main Street (the old library building), hereinafter "the property," to promote business and economic development in the city, by the adoption of Resolution 22-2017 on May 23, 2017; and

**WHEREAS**, pursuant to said purchase agreement in the event Lorek seeks to sell or other convey the property, the City retained the right of First Refusal to re-acquire the Property at the price offered by any bona fide purchaser; and

**WHEREAS**, the administration has received notice from Lorek and/or his counsel that Lorek has received an offer to purchase the property and is requesting that the City waive its Right of First Refusal as the property which will be utilized as a restaurant/tavern, as agreed in the Purchase Agreement previously signed in 2017; and

**WHEREAS**, the administration believes it is in the City's best interest to waive its right of First Refusal as the Property will be used as a restaurant/tavern and will promote economic development. Now therefore,

**BE IT RESOLVED BY THE COUNCIL OF THE CITY OF OLMSTED FALLS, CUYAHOGA COUNTY, OHIO, THAT:**

**SECTION 1.** The Mayor is hereby authorized to enter into a waiver of the City's Right of First Refusal for the property located at 7850 Main Street (old Library Building) containing the fundamental terms which are identified in Exhibit "A" attached hereto and incorporated herein by reference.

**SECTION 2.** The Council finds and determines that all formal actions of this Council relating to the adoption of this Resolution have been taken at open meetings of this Council; and that deliberations of this Council and of its committees, resulting in such formal action, took place in meetings open to the public, in compliance with all statutory requirements including the requirements of Section 121.22 of the Ohio Revised Code.

**SECTION 3.** This Resolution is declared to be an emergency measure necessary for the immediate preservation of the public peace, health and safety of the City for the reason that it is desirable to effectuate the conveyance of said property as quickly as possible for continued economic growth. This Resolution shall therefore take effect immediately upon passage by the affirmative vote of not less than five (5) members elected to Council and signature by the Mayor or otherwise at the earliest time allowed by law.

\_\_\_\_\_  
*Cornel Munteanu, Council President*

PASSED: \_\_\_\_\_

APPROVED: \_\_\_\_\_  
*James P. Graven, Mayor*

\_\_\_\_\_  
*Date*

APPROVED AS TO FORM: \_\_\_\_\_  
*Max Rieker, Director of Law*

ATTEST: \_\_\_\_\_  
*Angela Mancini, Clerk of Council*

First Reading: \_\_\_\_\_

Second Reading: \_\_\_\_\_

Third Reading: \_\_\_\_\_

	Yea	Nay
Munteanu	_____	_____
Chitester	_____	_____
Jones	_____	_____
McFadden	_____	_____
Wolanin	_____	_____
Buchholz	_____	_____
Saari	_____	_____

**WAIVER OF RIGHT OF FIRST REFUSAL**

WHEREAS, in a certain deed from the City of Olmsted Falls (the ‘City’), as grantor, to Josh Lorek (‘Lorek’), as grantee, dated August 17, 2017, a copy of which is attached hereto, the City was granted a Right of First Refusal to purchase the property at 7928 Main Street, Olmsted Falls, Ohio 44138, in the event that Lorek entered into a bona fide purchase agreement to sell the property to a purchaser who would use the property for a use other than a tavern/restaurant, and

WHEREAS, it is also understood that the August 17, 2017 Deed indicates certain terms that run with the land which are expressly reincorporated herein; specifically, that in the event Lorek, his agents, permitted assigns, successors, or tenants “seeks to utilize the Property for any use other than a restaurant/tavern,” the City “retains the right to reacquire the Property” at a price equal to the 2017 purchase price, plus escrow charges paid by Lorek; or the City “may, in writing, expressly grant any change in use . . . subject to all applicable laws including zoning laws;”

WHEREAS, Lorek has submitted to legal counsel for the City and the Mayor, a signed copy of a LLC MEMBERSHIP INTERESTS PURCHASE AGREEMENT to sell the property to Gunsells LLC who will use the property for the operation of a restaurant which is contingent upon the City waiving its Right Of First Refusal and granting the purchaser a use permit for the operation of a restaurant, and

WHEREAS, legal counsel for the City and the Mayor have read the LLC MEMBERSHIP INTERESTS PURCHASE AGREEMENT, understand its meaning and are in agreement that it complies with the restrictions contained in the Deed attached hereto,

Now therefore, Council Of The City Of Olmsted Falls hereby authorizes the Mayor to execute and deliver this Waiver Of Right Of First Refusal to be filed of record with the Recorder of Cuyahoga County upon the consummation of the aforementioned LLC MEMBERSHIP INTERESTS PURCHASE AGREEMENT.

CITY OF OLMSTED FALLS

LLC MEMBERSHIP

\_\_\_\_\_  
JAMES P. GRAVEN, MAYOR

\_\_\_\_\_  
JOSH LOREK

\_\_\_\_\_  
DATE

\_\_\_\_\_  
DATE