

ORDINANCE NO. 49-15

BY:

AN ORDINANCE to take effect immediately provided it receives the affirmative vote of at least five members of Council, or otherwise to take effect and be in force after the earliest period allowed by law, authorizing the execution and delivery of an agreement by and between the City of Lakewood, Ohio, a municipal corporation and political subdivision in and of the State of Ohio (the "City"), the Lakewood Hospital Association, an Ohio nonprofit corporation ("LHA"), and The Cleveland Clinic Foundation, an Ohio nonprofit corporation (the "Clinic"); and authorizing and approving related matters.

WHEREAS, this Council recognizes that healthcare delivery is moving away from a hospital-based model focused on "sick care" to a population-based model of comprehensive healthcare; and

WHEREAS, consistent with this understanding, the City, LHA and the Clinic have a shared vision to invest in comprehensive ambulatory (outpatient)-based programs, wellness activities and outreach services that will help people live healthier lives and treat health conditions early so as to prevent chronic disease, with the primary focus of these investments being a new family health center owned and operated by the Clinic and a new community health foundation; and

WHEREAS, after an extensive period of due diligence and public input, this Council has determined that it is in the best interests of the residents and taxpayers of the City that a master agreement between the City, LHA and the Clinic be entered into, in substantially the same form attached hereto as Exhibit 1 ("Master Agreement"), as approved by the Director of Law, and in the spirit of the key highlights of the Master Agreement attached hereto as Exhibit 2, in order to carry out this shared vision; and

WHEREAS, pursuant to the Constitution of the State of Ohio, the Ohio Revised Code and the Second Amended Charter of the City of Lakewood, municipalities have the power to enact laws that are for the health, safety, welfare, comfort and peace of the citizens of the municipality, and to provide for local self-government; and

WHEREAS, this Council by a vote of at least five of its members determines that this ordinance is an emergency measure, and that this ordinance shall take effect immediately, as set forth in Article III, Sections 10 and 13 of the Second Amended Charter of the City of Lakewood, and that it is necessary for the immediate preservation of the public property, health and safety, and to provide for the usual daily operation of municipal departments in that the parties wish to effectuate the terms of the Master Agreement immediately in order to preserve the assets of and maximize the benefits to the parties; now, therefore

BE IT ORDAINED BY THE CITY OF LAKEWOOD, OHIO:

Section 1. The City authorizes the execution and delivery of the Master Agreement by and between the City, LHA and the Clinic in substantially the same form attached hereto as Exhibit 1, as approved by the Director of Law.

Section 2. The Mayor is hereby authorized and directed to execute the Master Agreement, and any and all among the Mayor, President of Council, Director of Finance, Director of Law and Director of Planning and Development are hereby authorized and directed to execute such other related and ancillary documents, including those related to closing, and to take such other actions as are necessary and appropriate to give effect to the Master Agreement and any other related and ancillary documents.

Section 3. All provisions of Chapter 155 of the Codified Ordinances with respect to the sale or lease of City-owned property are deemed to have been met or superseded by this ordinance inasmuch as that chapter may apply to the real property transactions contemplated under the terms of the Master Agreement.

Section 4. To the extent this ordinance is inconsistent with any other ordinance or resolution previously adopted by Council with respect to the provision or operation of Lakewood Hospital, the purchase of property by the City or the sale or lease of property owned by the City, this ordinance is meant to and shall supersede such previously-adopted legislation.

Section 5. It is found and determined that all formal actions of this Council concerning and relating to the passage of this Ordinance were adopted in an open meeting of this Council, and that all such deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.

Section 6. This ordinance is hereby declared to be an emergency measure necessary for the immediate preservation of the public peace, property, health, safety and welfare in the City and for the usual daily operation of the City for the reasons set forth and defined in the preamble to this ordinance, and provided it receives the affirmative vote of at least five members of Council this ordinance shall take effect and be in force immediately, or otherwise shall take effect and be in force after the earliest period allowed by law.

Adopted: \_\_\_\_\_

\_\_\_\_\_  
PRESIDENT

\_\_\_\_\_  
CLERK

Approved: \_\_\_\_\_

\_\_\_\_\_  
MAYOR

**EXHIBIT 1**

Master Agreement

(See following pages)

**EXHIBIT 2**

Key Highlights of Master Agreement

(See following pages)