

**MINUTES
OF THE
REGULAR MEETING
OF
LAKEWOOD CITY COUNCIL
HELD IN COUNCIL CHAMBERS
12650 DETROIT AVENUE
FEBRUARY 3, 2020
7:30 P.M.**

Regular Meeting of the Lakewood City Council called to order at 7:30 PM by President O'Malley.

Present: Thomas R. Bullock III, John Litten, Tess Neff, Daniel O'Malley, Tristan Rader, Jason Shachner

Also Present: Mayor George, Law Director Corrigan, Planning and Development Director Sylvester, Human Resources Director Yousefi, Acting Finance Director Schuster, Police Captain Wilkins, Fire Chief Dunphy, Public Works Director Ducu, Human Services Director Gelsomino, and many members of the public.

Reading and disposal of the minutes of the Regular Meeting of Council held January 21, 2020. Motion by President O'Malley, seconded by Mr. Litten, to approve without the necessity of a reading. All members voted in favor. Motion passed.

Without objection, President O'Malley moved agenda items #12, #13, #9, #10, & #11 to the top of the agenda.

******OLD BUSINESS******

1. Committee of the Whole Report regarding meetings held January 27th. (pg. 1)

Motion by President O'Malley, seconded by Mr. Litten to receive and file the report.

All members voted in favor. Motion passed.

2. Committee of the Whole report regarding meetings held February 1 & February 3, 2020.
(to be provided)

President O'Malley indicated that there were not many updates from these meetings, as these meetings entirely consisted of interviews of 15 candidates for the vacant Council seat. All of the interviews were great and an appointment to the seat will be made at Council's February 18th meeting.

Motion by President O'Malley, seconded by Mr. Litten to receive and file the report.

All members voted in favor. Motion passed.

3. **RESOLUTION 2019-19** - A RESOLUTION to concur with the Lakewood Planning Commission in the adoption of the updated Lakewood Community Vision. (*Referred to COW 12/16/19*) (pg. 3)

Motion by President O'Malley, seconded by Mr. Litten to adopt Resolution 2019-19.

Discussion: Councilmember Rader indicated that this resolution is a product of a year's worth of meetings of the Resiliency Task Force. He believes it to be a great step in the right direction and anticipates further work to continue the Community Vision.

On the motion: All members voted in favor. Motion passed. Resolution 2019-19 adopted.

4. **ORDINANCE 58-19** - AN ORDINANCE to take effect immediately provided it receives the affirmative vote of at least two thirds of the members of Council, or otherwise to take effect and be in force at the earliest period allowed by law, authorizing the Director of Finance to enter into Equipment Leases in forms approved by the Director of Law on behalf of the City of Lakewood ("City"). (*1st read & referred to Finance 12/16/19; 2nd reading 1/6/20*) (pg. 4)

Acting Finance Director Schuster indicated that the substitute version of this ordinance required adding the firm that the city has selected (Key Government Finance). Key came in at the best lease rates.

Motion by President O'Malley, seconded by Councilmember Bullock to substitute Ordinance 59-19.

A roll call vote was taken as follows:

Yeas: Bullock, Litten, Neff, O'Malley, Rader, Shachner

Nays: none

Motion passed. Ordinance 58-19 substituted.

Motion by President O'Malley, seconded by Vice President Litten to adopt Ordinance 58-19 as substituted.

A roll call vote was taken as follows:

Yeas: Bullock, Litten, Neff, O'Malley, Rader, Shachner

Nays: none

Motion passed. Ordinance 58-19 adopted as substituted.

5. **ORDINANCE 01-2020** - AN ORDINANCE to take effect immediately, provided it receives the affirmative vote of at least two thirds of the members of Council, or otherwise to take effect and be in force after the earliest period allowed by law, to amend the title of certain Council Committees. (*Placed on 1st reading & referred to Committee of the Whole 1/21/20*) (pg. 8)

Motion by President O'Malley, seconded by Vice President Litten to defer Ordinance 01-2020.

All members voted in favor. Motion passed. Ordinance 01-2020 deferred.

6. **ORDINANCE 02-2020** - AN ORDINANCE enacting new Chapter 507, Campaign Finance Regulations, of the Codified Ordinances of the City of Lakewood to help preserve the public trust and foster public confidence in city government and elections. (*Placed on 1st reading & referred to Finance 1/21/20*) (pg. 10)

Motion by President O'Malley, seconded by Vice President Litten to defer Ordinance 02-2020.

All members voted in favor. Motion passed. Ordinance 02-2020 deferred.

******NEW BUSINESS******

7. Communication from President O'Malley regarding at-large vacancy appointment. (to be provided)

President O'Malley indicated that the following resolution was placed on the docket so that it can be ready to go for Council's Committee of the Whole meeting next week. There is a blank in the resolution where the name of the newly appointed Councilperson will go.

Motion by President O'Malley, seconded by Vice President Litten to receive and file the communication.

All members voted in favor. Motion passed.

8. **RESOLUTION 2020-11** - A RESOLUTION to take effect immediately provided it receives the affirmative vote of at least two thirds of the members of Council, or otherwise to take effect and be in force after the earliest period allowed by law, appointing _____ to the Lakewood City Council as an at-large member for the remainder of the four year term ending December 31, 2021. (pg. 16)

Motion by President O'Malley, seconded by Vice President Litten to refer Resolution 2020-11 to Committee of the Whole.

All members voted in favor. Motion passed. Resolution 2020-11 referred to Committee of the Whole.

9. Communication from President O'Malley & Councilmember Bullock regarding endorsement of tax levy proposals. (pg. 17)

Motion by President O'Malley, seconded by Mr. Litten to receive and file the communication.

All members voted in favor. Motion passed.

10. **RESOLUTION 2020-08** - A RESOLUTION supporting the extension of the proposed Cuyahoga County Health & Human Services tax levy to assure that our community's most vulnerable populations continue to receive critical services and to invest in new efforts to benefit these populations. (pg. 18)

Motion by President O'Malley, seconded by Mr. Litten to adopt Resolution 2020-08.

Discussion: Councilmember Bullock disclosed that he works part time on the campaign for the levy, so he will abstain from the vote. He expressed his support for it and gave various reasons for its need.

On the motion:

A roll call vote was taken as follows:

Abstain: Bullock

Yeas: Litten, Neff, O'Malley, Rader, Shachner

Nays: none

Motion passed. Resolution 2020-08 adopted

11. **RESOLUTION 2020-09** - A RESOLUTION to support the proposed Lakewood City Schools tax levy to ensure that Lakewood students continue to enjoy the current high level

of instruction, services, and facilities and to invest in new initiatives to further support students. (pg. 19)

Motion by President O'Malley, seconded by Mr. Litten to adopt Resolution 2020-09.

Ms. Nora Katzenberger, campaign manager for the Lakewood City Schools tax levy, was invited to the podium and spoke in support of the resolution. She stated the levy will support recruiting and retaining teachers, expanded mental health support, state of the art technology, and protecting the district's investments in its buildings, fields, and vehicles.

Discussion: Councilmember Bullock thanked President O'Malley for partnering with him on the resolution and expressed his support for it.

On the motion: All members voted in favor. Motion passed. Resolution 2020-09 adopted.

12. Communication from Vice President Litten regarding "Why I Love Lakewood" Essay Contest winner. (pg. 20)

Motion by President O'Malley, seconded by Mr. Litten to receive and file the communication.

Ms. Parkanzky was present and recited her essay for all those in attendance.

On the motion: All members voted in favor. Motion passed.

13. **RESOLUTION 2020-05** – A RESOLUTION recognizing Zenya Parkanzky for her award-winning essay, "Why I Love Lakewood." (pg. 22)

Motion by President O'Malley, seconded by Mr. Litten to adopt Resolution 2020-05.

All members voted in favor. Motion passed. Resolution 2020-05 adopted.

14. Communication from Councilmember Shachner regarding appointing a liaison to the Youth Council (to be provided)

Councilmember Shachner referenced Council's creation of the Youth Advisory Council (YAC) last year and noted that the YAC had its inaugural meeting last month. He proposed appointing a liaison from Council to the YAC to increase the likelihood that the group's ideas turn into policy. He asked for Council's support in appointing a liaison.

Motion by President O'Malley, seconded by Mr. Litten to receive and file the communication.

Discussion: Vice President Litten echoed the thoughts of Councilmember Shachner and stated he had received feedback from members of the YAC that this appointment would be welcomed. Councilmember Bullock stated he would be happy to make a motion to nominate another councilmember to fill in the blank of Resolution 2020-10. Councilmember Shachner expressed a desire to serve as Council Liaison to the Youth Advisory Council. President O'Malley questioned if any changes would need to be made to the ordinance that created the Youth Advisory Council. Councilmember Shachner indicated that no changes would be required and that the resolution merely creates a pathway of communication between Council and the YAC. Director Corrigan agreed. Councilmember Neff cautioned against the liaison sitting in on the meetings of the YAC.

On the motion to receive and file: All members voted in favor. Motion passed.

15. RESOLUTION 2020-10 - A RESOLUTION to take effect immediately provided it receives the affirmative vote of at least two thirds of the members of Council, or otherwise to take effect and be in force after the earliest period allowed by law, appointing _____ to serve as a Council Liaison to the Youth Advisory Council. (pg. 23)

Motion by President O'Malley, seconded by Vice President Litten to amend the resolution by inserting the name Jason Shachner into the blank.

A roll call vote was taken as follows:

Yeas: Bullock, Litten, Neff, O'Malley, Rader, Shachner

Nays: none

Motion passed. Resolution 2020-10 substituted.

Motion by President O'Malley, seconded by Vice President Litten to adopt Resolution 2020-10 as substituted.

Discussion: Councilmember Rader expressed his support for the resolution, favoring a supportive, yet hands-off approach that Councilmember Shachner noted that he would take as liaison.

A roll call vote was taken as follows:

Yeas: Bullock, Litten, Neff, O'Malley, Rader, Shachner

Nays: none

Motion passed. Resolution 2020-10 adopted as substituted.

16. Communication from Mayor George regarding a mayoral appointment to the Lakewood Community Development Loan Approval Board. (pg. 24)

Motion by President O'Malley, seconded by Mr. Litten to receive and file the communication.
All members voted in favor. Motion passed.

17. Communication from Director Corrigan regarding 2020-2022 Public Works collective bargaining agreements. (pg. 25)

Motion by President O'Malley, seconded by Mr. Litten to receive and file the communication.
All members voted in favor. Motion passed.

18. **RESOLUTION 2020-12** - A RESOLUTION to take effect immediately provided it receives the affirmative vote of at least two thirds of the members of Council, or otherwise to take effect and be in force after the earliest period allowed by law, ratifying and authorizing the Mayor of the City of Lakewood, Ohio, to enter into an Agreement with the American Federation of State, County and Municipal Employees, AFL-CIO, Public Works Chapter of for a three-year period commencing January 1, 2020 and ending December 31, 2022. (pg. 26)

Motion by President O'Malley, seconded by Vice President Litten to adopt Resolution 2020-12.

Discussion: President O'Malley inquired as to whether the contract has been ratified by the bargaining unit already. Directors Corrigan and Yousefi indicated that it had been. President O'Malley also asked if salary increases were also in line with the 3%, 2.25%, 2.5% that are consistent with other unions and non-union employees. They confirmed that as well. Councilmember Bullock noted some changes in the contract and asked for a summary of them. Director Yousefi noted that the salary and healthcare language is consistent with the other contracts that Council has approved. Some special licensure fee payments by the city were added, which happens after an employee receives extra certifications or licensures. Posting time for positions has increased as well. President O'Malley noted that he is a staff member with the local branch of the AFL-CIO and that the Public Works labor union, along with the administrative staffers union and the firefighters union, is an affiliate of his organization. He sought a legal opinion in 2015 prior to taking office regarding this matter, and it was determined that he does not have a conflict of interest in voting on contract approval.

On the motion to adopt: All members voted in favor. Motion passed. Resolution 2020-12 adopted.

19. Communication from Director Corrigan regarding Lakewood Park concession lease with HELP Foundation, Inc. (pg. 29)

Motion by President O'Malley, seconded by Mr. Litten to receive and file the communication.

All members voted in favor. Motion passed.

20. **ORDINANCE 03-2020** - AN ORDINANCE to take effect immediately provided it receives the affirmative vote of at least two thirds of the members of Council, or otherwise to take effect and be in force after the earliest period allowed by law, authorizing and directing the Mayor to enter into an amendment to the concession lease agreement with HELP Foundation, Inc. for the operation of food concessions at Lakewood Park, pursuant to Section 155.08 of the Codified Ordinances. (pg. 30)

President O'Malley clarified with Director Corrigan that no real changes have been made to the agreement that Council adopted with the HELP Foundation before. After Council explored the option to pass the ordinance on first reading, Councilmember Bullock requested it be heard in Public Works committee.

Motion by President O'Malley, seconded by Mr. Litten to refer Ordinance 03-2020 to Public Works Committee.

All members voted in favor. Motion passed. Ordinance 03-2020 referred to Public Works Committee.

21. Communication from Acting Director Schuster regarding 2020 1st Quarter Transfers and Advances. (pg. 35)

Motion by President O'Malley, seconded by Mr. Litten to receive and file the communication.

All members voted in favor. Motion passed.

22. **ORDINANCE 04-2020** - AN ORDINANCE to take effect immediately provided it receives the affirmative vote of at least two thirds of the members of Council, or otherwise to take effect and be in force at the earliest period allowed by law, authorizing the transfer and advance of certain funds. (pg. 36)

Motion by President O'Malley, seconded by Mr. Litten to refer Ordinance 04-2020 to Finance Committee.

All members voted in favor. Motion passed. Ordinance 04-2020 referred to Finance Committee.

23. Communication from Director Gelsomino regarding the Cuyahoga County Division of Children and Family Services, Community Based Services contract. (pg. 38)

Motion by President O'Malley, seconded by Mr. Litten to receive and file the communication.

Discussion: Councilmember Rader asked Director Gelsomino for data from past years regarding the amounts the city received through the Community Based Services contract for comparison purposes and to understand what services have changed. Director Gelsomino agreed to send him the annual reports from the last several years.

On the motion: All members voted in favor. Motion passed.

******LIQUOR PERMITS******

24. Liquor Permit regarding Nature's Oasis at 15613 Detroit Ave. (pg. 39)

Motion by President O'Malley, seconded by Mr. Litten to defer.

Discussion: Councilmember Bullock asked that the practice of sharing liquor reports with all councilmembers be continued.

On the motion: All members voted in favor. Motion passed.

******PUBLIC COMMENT******

Mr. Edward Graham – 1286 Chase Ave. – Mr. Graham alleged that Carnegie Management LLC, the developer of the One Lakewood Place site, committed a breach of contract with the city by not including less than 35,000 square feet of Class A office space in its plans for the site. He cited various communications and the development and use agreement for the project and provided them in writing to Councilmembers.

Mr. Isaac Hunt – 18905 Detroit Ext. Apt. 507 – Mr. Hunt urged Council and the administration to expand the mandatory recycling legislation to include apartment buildings, restaurants, and bars. He noted that other municipalities and states have taken up this issue.

Mr. Nestor Kostryk – 13483 Lake Ave. – Mr. Kostryk asked Council to consider altering the city's "No Turn on Red" signs to include more flexible hours, as they currently all read from 8AM to 4PM. He suggested including ranges, such as from 8AM to 10:30AM and 2PM to 4:30PM, as Cleveland does. He noted that waiting at intersections wastes gas and hurts the environment.

******ANNOUNCEMENTS******

Mayor George thanked the individuals for their public comment and committed to looking into their respective issues.

In response to Mr. Graham's comments, Director Sylvester clarified that the One Lakewood Place project plans went through the city's Architectural Board of Review (ABR), Planning Commission (PC), and City Council. ABR and PC continue to monitor the project's adherence to the original plans, which commit to 100,000 square feet of office space. He added that the minimum space required by the city was 35,000 square feet of office space and that the developer is delivering over that amount. At no point, was the office space component pulled out of the project.

Councilmember Rader thanked Mr. Hunt for his comments on recycling and expressed a desire to work on the issue.

Vice President Litten thanked Mr. Kostryk for his comments and assured him that his issue would be examined. Mayor George seconded that the city will look into it.

Councilmember Bullock stated he would like to examine the recycling issue raised and expressed a desire to work on the no right turn on red issue. He suggested raising the issue in a Public Safety committee. Mayor George encouraged Council to loop in representatives from the school district in those conversations.

Motion by President O'Malley, seconded by Mr. Litten to adjourn.

All members voted in favor. Motion passed.

Meeting adjourned: 8:49 PM

Approved: 2/18/2020

Marian M Bach
CLERK

Daniel J. Malley
PRESIDENT

Don't Ignore Carnegie Breach Of Contract

On April 6, 2018 Mayor Summers, Council President O'Leary and planning officer Bryce Sylvester all signed a letter to City Council recommending approval of Carnegie Management and Development Corporation's development proposal that was to include "Class A office space" as part of the development. That letter claimed the Carnegie deal will "create new opportunities for income tax growth, **most notably** through new Class A office space."

That same letter falsely claimed there would be "a true partnership with the City." The falseness of that claim is obvious in *Section 13.16* of the City's Agreement with Carnegie that states "This Agreement **does not and may not** be construed to create a partnership or joint venture between the City and the Developer."

On August 28, 2018 Carnegie submitted to Lakewood's Architectural Board of Review a proposal containing NO provision for office space. Rather, Carnegie proposed a mixed-use development consisting **only of** commercial space, multifamily units, public space and parking spaces.

On November 7, 2018 Lakewood entered into the Agreement with Carnegie that allows Carnegie to buy over Five Million Dollars of hospital land from the City for ONLY \$1(one dollar)! *Section 1.1* of that contract requires the Project to include **not less than** 35,000 square feet of office space.

Six months later, on May 28, 2019, the Architectural Board approved Carnegie's proposal even though it lacked the required 35,000

square feet of office space. The Board's minutes reveal that no discussion of the office space requirement was ever had.

Lakewood's planning officer, Bryce Sylvester, prepares the docket for Board meetings. He had a duty to inform the Architectural Board members that Carnegie's proposal failed to comply with the requirements of the Development and Use Agreement. To have placed Carnegie's proposal with no office space provision on the Board's docket is malfeasance. Such malfeasance can't help but make one conclude that the prior Administration intended to allow Carnegie to go forward without the required office space. Remember, the office space was supposed to "create new opportunities for income tax growth, **most notably through new Class A office space.**"

Carnegie has a contractual duty to include a minimum of 35,000 square feet of office space in the development. Seeking board approval of a development without such space is clear evidence of its anticipatory breach of contract. An anticipatory breach of contract by a promisor is a repudiation of the promisor's contractual duty before the time fixed for performance has arrived. This new council should pass legislation to terminate the breached Development Agreement. That's the right thing to do. Lakewood should not be giving away over Five Million Dollars of property to a developer who is intentionally breaching its contractual obligations.



12650 Detroit Avenue • 44107 • (216) 529-6630
www.onelakewood.com

April 16, 2018

Lakewood City Council
Lakewood, OH 44107

Re: Recommended term sheet for One Lakewood Place, the Mixed-Use Development in the Heart of Lakewood

Dear Council Members,

The city administration and Carnegie Development Corporation have agreed on a shared vision for the development at the corner of Belle and Detroit, known as One Lakewood Place, and now we are recommending your approval of the attached term sheet.

Our partnership with Carnegie has created a flexible document, with important controls, that will deliver a transformative project on this site. The term sheet explains the business terms and structure of the project, the roles and responsibilities of the parties, and the minimum requirements for each party to deliver. It is primarily informed by Carnegie's Round 2 proposal and the city's development objectives created to guide this entire process, both of which can be found at www.onelakewood.com/DowntownDevelopment. A summary of the sections and deliverables outlined in the term sheet includes:

- Minimums established for the amount of office, retail, residential and on-site structured parking to ensure a truly mixed use project is constructed
- Carnegie paying for the construction and maintenance, and programming for the first-class multi-functional community gathering space for the community
- The historic Curtis Block building will be preserved, and renovated to create dynamic new spaces for growth in this architecturally significant building
- The project will be completed within four years
- The project will be maintained in a first-class manner in accordance with an approved operations and maintenance plan
- Community engagement is specifically recognized as a vital and integral component of the project
- Acknowledging and affirming the importance of the planning review process by the Planning Commission and the Architectural Board of Review as part of the project
- The design of the project will integrate with the residential properties on Belle and Marlowe Avenues

April 16, 2018

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- On-site structured parking will include available spaces for any patron or visitor to the Downtown Lakewood District
- Performance bonds will be secured for the to ensure the completion of the Project
- Carnegie and the city have agreed to explore ambitious areas of focus for sustainability elements this project may be able to take on – including renewable energy possibilities, alternative transportation, and green infrastructure

The estimated \$72 million development will generate real estate taxes on this property for the first time and will create new opportunities for income tax growth, most notably through new Class A office space and the addition of residential units that will attract businesses, add jobs, and increase the tax base. The project will generate a conservative estimate of \$1.5 million in combined real estate and income taxes annually, which will directly benefit Lakewood's tax base to support core services, in addition to supporting our other local government partners – the schools, the county, the MetroParks and the public library.

The city is investing in this project through the value of the land, which has an estimated value of between \$5 and \$6 million. The estimated value is primarily based on the fair market appraisal completed for Cleveland Clinic Family Health Center site in 2016, and will be confirmed by a market appraisal on the One Lakewood Place site. The city's investment is critical to achieving the above mentioned tangible benefits of the partnership, in addition to creating an opportunity for the city to be a formal partner throughout the design and approval process. One Lakewood Place will secure the long-term land use as a mixed-use site, which is a recognized urban development best practice that promotes and enhances neighborhood vibrancy and economic vitality, diversifies marketplace risk, and provides ample opportunities for people to engage with the project.

Carnegie has continued to be steadfast in its focus on and commitment to the development objectives, its proposal of a true mixed-use project, its approach to public financial support, and its confidence and thorough understanding of the marketplace. Specifically, Carnegie continues to address the importance of job creation, high quality urban design, opportunity for a diverse and sizable product mix (office, retail, apartments), and a commitment to forming a true partnership with the city. Carnegie is committed to making this Lakewood's project and is eager to begin the community planning process that will change the character of the project for the better.

The city and Carnegie have built confidence that this proposed partnership will deliver tangible results to the community and be a transformative project for the long-term. With the ordinance that follows, we are seeking your approval of the term sheet and related documents to allow for this project to begin in earnest. With an approval by the middle of May, Carnegie will be able to compete and sell this project at one of the nation's largest real estate conventions in the country. We look forward to working together on this important step of the process.

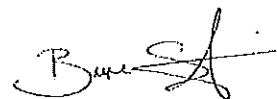
Sincerely,



Mike Summers, Mayor



Sam O'Leary, Council President



Bryce Sylvester, Planning Director

DEVELOPMENT AND USE AGREEMENT

THIS DEVELOPMENT AND USE AGREEMENT (this “Agreement”) is entered into as of November 7, 2018 (the “Effective Date”), by and between THE CITY OF LAKEWOOD, a municipal corporation and political subdivision duly organized and validly existing under the Constitution and laws of the State of Ohio (the “City”), and acting by authority of Ordinance No. 27-18, enacted on May 8, 2018 (the “Development Agreement Ordinance”), and CARNEGIE MANAGEMENT AND DEVELOPMENT CORPORATION, an Ohio corporation, its successors and/or assigns permitted under Article XI (“Developer”).

RECITALS


- A. The City is the owner of certain real property located in the City of Lakewood, as more particularly described on Exhibit A attached hereto (the “Development Site”).
- B. The City has determined that the development of the Development Site is in the best interest of the City and the health, safety and welfare of its residents, and is necessary for the purpose of the creation of jobs and employment opportunities in the City and to improve the economic welfare of City residents.
- C. After extensive analysis, deliberation and review, the City formulated a strategy for development of the Development Site that embodies a compelling vision for the future of the City and its residents.
- D. The Council of the City of Lakewood, by the Development Agreement Ordinance, has authorized the sale of the Development Site to Developer upon the terms and conditions provided herein, which Development Agreement Ordinance is attached hereto as Exhibit B and incorporated herein.
- E. As a condition to the sale of the Development Site to Developer, the parties have agreed that the Development Site shall be developed in accordance with a plan and schedule of development.

- F. The parties desire to place of record against Development Site this Agreement and the agreed upon plan and schedule of development, including restrictions on use of the Development Site, with the intent that same shall be construed as covenants binding on the parties and their successors in interest, and benefitting and running with the land, enforceable by the parties hereto in accordance with the terms hereof.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants, agreements, and considerations set forth herein and for other good and valuable consideration, the City and Developer hereby covenant and agree as follows:

ARTICLE I
DESCRIPTION OF THE PROJECT

Developer shall construct, or cause to be constructed, a new multi-story mixed use office, retail and residential development to be known as One Lakewood Place on the Development Site, as more fully described in this Article I (the "Project"). The Project shall be generally consistent with the site plan attached hereto as Exhibit C (the "Site Plan") and include the following components:

Section 1.1 Office and Retail Components. The Project will include a minimum of  100,000 square feet, combined, of office and retail space (the "Minimum Combined Commercial Component"), consisting of not less than 35,000 square feet of office space (the "Minimum Office Component") and 25,000 square feet of retail space (the "Minimum Retail Component"). Developer may convert up to 40,000 square feet of the Minimum Combined Commercial Component to residential use in response to market conditions, provided the Project still includes the Minimum Office Component and the Minimum Retail Component. The Minimum Retail Component shall reflect a mix of uses that is responsive to community demand and additive to the retail base in the City of Lakewood. In the event that Developer exercises its right to convert any square feet of the Minimum Combined Commercial Component under this Section 1.1, any decrease in the Minimum Combined Commercial Component as a result of such conversion shall (a) increase the minimum square feet of the Minimum Residential Component (as defined in Section 1.2) by an equal number of square feet, and (b) increase the minimum number of residential units by one (1) unit for each additional nine hundred fifty (950) square feet that the minimum square feet in the Minimum Residential Component increases.

Section 1.2 Residential Component. The Project will include a minimum of the lesser of (a) 140 residential units and (b) 100,000 square feet of residential space (the "Minimum Residential Component"). Developer shall use commercially reasonable efforts to include the lesser of (i) 15 "for sale" units and (ii) 15,000 square feet of "for sale" residential space in the Minimum Residential Component. The Project's residential units shall be (x) reflective of current and anticipated market conditions, (y) respectful and sensitive to the scale and character of surrounding single family neighbors, and (z) responsive to the changing dynamics of housing demand and availability within the City of Lakewood. If Developer elects to engage a controlling general partner in or assign sole management and control responsibility for the Minimum Residential Component to an unaffiliated third party (the "Unaffiliated Residential

default or breach by Developer or its Affiliates or for any amount which may become due to the City or on any obligation under the terms of this Agreement. Developer's and its Affiliates' liability under this Agreement shall be limited to the interest of Developer and its Affiliates in the Development Site and the interests of direct and indirect transferees thereof, rights arising under this Agreement and design and other work product associated with the Project.

Section 13.12 Recording. Prior to Closing, the Agreement shall be recorded in the land records of Cuyahoga County, Ohio.

Section 13.13 Agreement Runs with the Land. All of the provisions, rights, terms covenants, and obligations contained in this Agreement shall run with the land and be binding upon the parties and their respective heirs, successors and assignees.

Section 13.14 Provisions Not Merged With Deed. None of the provisions of the Agreement are intended to or shall be merged by reason of any deed transferring title from the City to the Developer or any successor in interest, and any such deed shall not be deemed to affect or impair the provisions and covenants of this Agreement.

Section 13.15 City Approvals. Any provision of the Agreement requiring the approval of the City, satisfaction or evidence of satisfaction of the City, or certification or opinion of the City, shall be interpreted as requiring action by the Mayor of the City or his/her designee granting, authorizing or expressing such approval, satisfaction certificate, certification or opinion, as the case may be, unless such provision expressly provides otherwise, or unless authorization for such approval is required by the City Council of the City under applicable law.

Section 13.16 No Partnership. This Agreement does not and may not be construed to create a partnership or joint venture between the City and the Developer.

Section 13.17 Interpretation. All Section headings and other titles and captions herein are for convenience only, do not form a substantive part of this Agreement and shall not restrict or enlarge any substantive provisions hereof or thereof. The term "including," when used in this Agreement, means "including, without limitation," and shall be construed as a term of illustration, and not a term of limitation. Whenever reference is made to a number of "days" in the computation of time hereunder, such reference shall mean "calendar days" unless otherwise indicated. Wherever any period of time is specified herein for the taking of any action or the giving of any notice, the period shall be computed by excluding the day upon which the period is specified to commence and including the last day of the period specified. Whenever the time for performance of an obligation occurs or expires on a day other than a Business Day, the time for performance thereof shall be extended to the next Business Day. For the purposes hereof, the term "Business Day" means all days, excluding (a) Saturday and Sunday, and (b) any day that is a national holiday in the United States or a state holiday in the State of Ohio.

Section 13.18 Incorporation of Exhibits. All Exhibits attached hereto are incorporated into this Agreement and are made a part hereof by this reference.

Account: 101-0000-321. 30-03 (Sim. Use, Con. Use, Use Var)
Account: 101-000-349. 60-00 (Minor-Sub, Lot Split/Con, PD)

REFERENCE No. PL18-002398
DOCKET No. 09-28-18
FEE PAID \$500.00 js CC

APPLICATION
LAKWOOD PLANNING COMMISSION

Property Address 14519 Detroit Ave; Lakewood, Ohio 44107 Business/Tenant Name One Lakewood Place

Property Owner Name City of Lakewood (Bryce Sylvester) Owner Phone (216) 529-6635

Owner E-mail Bryce.Sylvester@lakewoodoh.net Zoning PUD C1 Parcel Number 314-07-00716-014; 314-07-017; 314-07-03311-019; and 314-07-1

Project Summary One Lakewood Place will be a vibrant mixed-use development consisting of approximately 180,000 square feet of commercial space, 200 multifamily units, 0.5 acres of public space, and a structured parking solution providing at least 710 parking spaces.

Late Applications Will Not Be Accepted. (See calendar on page 2 for deadlines)

ACTION REQUESTED (Check all that apply)

- Minor Sub-Division – (Commercial \$200, Residential \$200, Planned Development \$500)
- Lot Consolidation/Lot Split – (Commercial \$200, Residential \$200, Planned Development \$500)
- Planned Development – (\$500)
- Similar Use – (Commercial \$50, Residential \$25)
- Conditional Use – (Commercial \$150, Residential \$75) (See Chapter 1173 of the Zoning Code for add'l submission requirements)
- Variance – (Commercial \$50, Residential \$25)
- Parking Plan Review – (\$150)

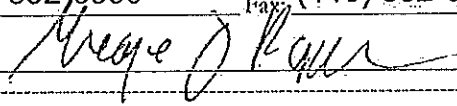
Submission Requirements:

1. A detailed written description of the request signed by the applicant/owner.
2. Letter of authorization from property owner, if different from the applicant.
3. A scaled site plan detailing elements of the proposal and showing adjacent properties and uses. (1 copy, 8.5 x 11)
4. Photos of the existing conditions.
5. Authorization for Property Access signed by the owner. (Pg. 2 of this application form)
6. Fee(s).

Applicant Name (Print Clearly): George Papandreas Company Carnegie Management and Development Corp.

Applicant Address: 27500 Detroit Rd. Suite 300 Westlake, OH 44145

Phone: (440) 892-6800 Fax: (440) 892-6804 E-mail: gpapandreas@carnegiecorp.com

Signature:  Date: 8/22/2018

OFFICE USE ONLY: Application Reviewed and Accepted by: K7M Date: 8/27/2018

File History: _____

Bldg. Dept. Remarks: _____

ORD. 17-17 SECTION 1156