

**MINUTES OF THE SPECIAL MEETING
MASSILLON CITY COUNCIL
HELD MONDAY, JANUARY 28, 2019**

COUNCIL PRESIDENT ISTNICK - This meeting will come to order. This Special Meeting was called by the Mayor for the purpose to discuss and possibly pass Ord. No. 6 – 2019. Roll call.

1. ROLL CALL

Roll call for the evening found the following Council Members present: Milan Chovan, Jill Creamer, Sarita Cunningham, Michael Gregg, Dave Irwin, Ed Lewis, Linda Litman, Paul Manson and Megan Starrett.

Roll call of 9 present

COUNCIL PRESIDENT ISTNICK – Thank you, Madam Clerk. We have in attendance with us the following City Officials, Mayor Kathy Catazaro-Perry, Safety Service Director, Joel Smith, Law Director, Andrea Scassa, Community Development Director, Lori Boron, Economic Development Director, Dave Maley, Income Tax/Budget Director, Barb Sylvester and from the Aultman Foundation, Keven Pete and Ann Gunther and Special Counsel, David Dingwell. We will now move into the ordinances. Ord. No. 6 – 2019.

ORDINANCE NO. 6 – 2019

BY: COMMUNITY DEVELOPMENT COMMITTEE

AN ORDINANCE authorizing the Mayor and the Director of Public Service and Safety of the City of Massillon, Ohio, to enter into an Agreement between Aultman Health Foundation and the City of Massillon, Ohio, and declaring an emergency.

COUNCIL PRESIDENT ISTNICK – Councilman Manson.

COUNCILMAN MANSON – Yes, thank you, Madam President. We're here to talk about Ord. No. 6 – 2019. It's not exactly the way I wanted to...I made it clear two weeks ago that I would like to see it go the two readings, anyhow. This is the second reading, but this isn't the way I wanted to get here. I do think that from now on, don't wait until the day that we're going to be acting on something to ask to move ahead. I didn't appreciate that and there's been too much of that stuff going on lately. I don't see where there's anything critical in here. It even said that we didn't have to have this resolved until February 28th in the Agreement. So, and I know the argument is going to be that it saves us money. Well, it can't be that much and we could do it on a daily basis if we had to. It didn't have to be by the month. Having said that, the reason I wanted to go at least two readings is because I think we need to discuss it and look at the Agreement and we need to hear from the community. If there were any questions out there, so, I guess that's what I'm going to ask before I make a decision on this. Does anybody have anything they want to talk about on this?

COUNCIL PRESIDENT ISTNICK – Councilman Chovan.

COUNCILMAN CHOVAN – Just one question and it has to do with the leasing of the Dressler Rd. property and I don't know, who is going to address this? You don't mind?

COUNCIL PRESIDENT ISTNICK – Thank you, Mr. Dingwell.

COUNCILMAN CHOVAN – So, as I read it, I just want to make sure that I understand what I'm reading. So, our goal would be for Aultman to assume the lease, but if we can't do that, then we would set it up where Aultman subleases from us? That's the part I was confused about. How the mechanics of all that would work?

DAVID DINGWELL – Sure. The contract provides for the assumption of the Dressler lease. There are two ways that we have in the Agreement for that assumption to take place. The first and most preferable way for both Aultman and the City is by assignment. The lease would, hopefully, be assigned by the City to Aultman. The assignment requires the landlord's consent. CSC Ohio would have to consent to that. These discussions are ongoing and I understand that that's being discussed and worked through and from the language, if that happens, then there's no need to work through the sublease provisions. However, if something should happen and there is a snag then the contract provides for a secondary way of assumption which would be through the sublease. But, I think all parties are pretty confident that we'll be able to work with the landlord and have that assigned as opposed to sublease.

COUNCILMAN CHOVAN – Is there anything in the original lease that Affinity had that we assume that would prohibit subleasing? I mean, do we have to get the landlord's approval or can we just do that on our own?

DAVID DINGWELL – Not for medical offices. There's no landlord consent on subleases for medical offices. That's something that we can do with or without their consent.

COUNCIL PRESIDENT ISTNICK – Thanks. Councilwoman Litman.

DUE TO SOME TECHNICAL DIFFICULTY, A MAJOR PORTION OF THE MINUTES ARE POSTED AS HEARD BY OUR "DRAGON" TRANSCRIPTION. SOME WORDS MAY NOT BE CLEAR. Sorry for the inconvenience.

COUNCILWOMAN LITMAN - We should be required to recount the statement in the agreement, the terms of section 5 lease agreement will require for any ranks, costs, taxes, etc. so if we were subleasing the openness is the sub lessor. In other words, Altman is one subleasing from the city so anything really irrelevant.

DAVID DINGWELL - That's correct that they would certain that Altman would be able to sublease and find use for that space. And that's the secondary way. It's not a sign secondary selling situation is going to ramble for is correct. Lewis's is not about police but more about the equipment and materials inside the building. So a lot of discussion about a sewing goes off with new systems will do you have a plan, more time frame because some of that equipment

were or is forcing us to keep utilities read running a higher rate. How's that going to work on the use of the a good kick that went over to either Joe Smith or Dave. Maybe that's that's more their department or in real equipment within the building. Once the agreement is signed, we will see what I see is the transaction will be bringing forth the bill of sale to transfer the property to the Corporation, which will be agreement for the start of their building. We are working three is returned for properties exactly this point you're probably referencing is requiring part and parcel of the agreement first and we can work through equipment that Altman selects three will be paying for market value for above and beyond our current agreement correct about 2 million and they haven't already packed as far as you know we know this for a while not provide them access to identified help expedite this process received for the next step would be to utilize the networks that Altman may have access to to unload other materials that the medical community at large may be if students are correct. I think this community we already have most equipment that Altman is interested in providing this list I think is a few remaining things I'm supposed beginning shortly. Once we have that list described will transfer that equipment over to them to CIC in its fair market value. We are already talking with other companies with regards to the other equipment and not only furnishings the mechanical stop in the hospital for so we are entertaining, different offers as I speak from to try to find out which way would be the most beneficial way for the city to proceed was the first fair market value is how we are getting those as we speak to the different inventories of the companies that are giving us quotes and it can be done through the looking at several different ways of doing this. Whether it's through an auction with its liquidation as processes work. And the equipment that Altman would be purchasing. We establish the value based off of what they offered were very little to offer an inward looking at those guys at their offering is checked in and from there were so we don't. Do you have an estimation of time is going to take to get through this part of the process. At this point I don't have the time where we moving as fast as we can to try to get to this one get through tonight to the actual agreement, then at that point time trying to get vendors to really give assessments by the end of this week so we started start eliminating some of them and then within the next week or two after that, start talk with them to make determinations. Once we get Altman's equipment that's kind of get that out of their proceeding. It's it's a process, though it is a lot of creamer free between the best interests to work with a soul vendor medical vendor equipments and provide work that's were looking to do on we are but will try to do some was go through the different the different vendors and kind of rank vendors up first kind of narrow it down to the search with two or three that will really take a look at and then at some point time one vendor and will be the person that organization will probably use at this point with regards to doing what we do an auction with a reduced consignment with reduced liquidation. This is can be probably a three-part or medical equipment first and most likely the furnishings depending on where we are heading down and then if we can't repurpose it and we made the mechanicals to counseling children do one more push for the medical equipment stuff like MRI equipment pays to have it as part of the shut off and then reinstalled the that that's part of whatever whatever we would get for the equipment. The installation of the part of that process that has to be taken in the county may be worth so much and be somebody great it might cost you more to take it down and reinstalled to the equipments work well and some just ceases to be quite honest with you that think there might be an x-ray machine and analog anyone else. Councilman just went to the cross section 8, each party should do. We expect the transfer of the quick just like the man responsible for any of this transfer is an expectation with the cost of the Dave Bailey that one in terms of decommissioning with regard to the address for lease because I can really envision is someone asks for the assignment to be recorded very small recording fee 2030 books but beyond that I don't there's there's not anything it's

actually physically moving. It's just documentation that's being signed and executed and possibly recorded contract with someone to take some things yeah I mean any type of situation get into it with the company, the once we have the Altman situation squared that would come to counsel church that equipment and would have. We would proceed with upcoming counsel to get approval for some type contract with whatever situation we run into that would become the Council announced the whole somebody from New York and eight I referred them to you. Did the to you. Yes, I reached out to him and the send an email. Email me Friday called up on email have not spoke to Councilman locations for the care physician would you like to teach to the location for immediate care for the physician's office is so right now are still looking at the different options across the market and were actually trying to determine whether it's one immediate care to immediate care's or three, you were not sure yet how many were in need across the market so or so were still working through. That's not have anything definitive to get you other that were looking at the models that we want to have from immediate care perspective as well as the locations questions that can't anyone else the scene.

COUNCILMAN MANSON – No one else will be speaking the objection about moving this forward like to make a motion that we waive the rule required three separate readings on record that six 2019.

COUNCIL PRESIDENT ISTNICK – Counseling children will call for suspension (**Seconded by Councilman Chovan. Roll call for suspension.**)

Creamer, Cunningham, Greg, Irwin, Lewis, Litman, Manson, spirit (**Starrett**), and children (**Chovan**)

Nine yes, for suspension (**9 yes for suspension**)

COUNCIL PRESIDENT ISTNICK - for passage (**And for passage.**)

Greg, Irwin Lewis, Litman, Manson, spirit (**Starrett**), children (**Chovan**), Creamer and Cunningham

a yes for passage one (**8 yes; one no – Manson voted no**)

COUNCIL PRESIDENT ISTNICK – clerk ordinance number six 2019 is the (**Thank you, Madam Clerk. Ord. No. 6 – 2019 has passed. Meeting adjourned.**) Oh, I'm sorry, the Mayor would like to speak.

MAYOR CATAZARO-PERRY – Yes, thank you. One member in the audience would like to know the names of the other entities that we had negotiated with and I did confer with our outside legal counsel and we want to finalize the Aultman agreement and accept the check and then also finalize the lease and once all that occurs, then I'll be able to share with the community all of the entities that we negotiated with and we're hopeful that that would be before the end of February. Thank you.

COUNCIL PRESIDENT ISTNICK – Once again, this meeting is adjourned.

DIANE ROLLAND, COUNCIL CLERK

CLAUDETTE ISTNICK, PRESIDENT