

RECORD OF ORDINANCES

Ordinance No. 01 - 04, 2019

Passed 1 - 22 -, 20 19

AN ORDINANCE AUTHORIZING THE LEASE OF HOSPITAL FACILITIES USED IN THE OPERATION OF BERGER HOSPITAL TO OHIOHEALTH CORPORATION, PURSUANT TO CHAPTER 140 OF THE OHIO REVISED CODE; THE ACQUISITION OF PROPERTY IN CONNECTION THEREWITH; THE EXECUTION AND DELIVERY OF THE LEASE AGREEMENT BETWEEN THE CITY, THE BOARD OF COUNTY COMMISSIONERS OF PICKAWAY COUNTY, OHIO AND OHIOHEALTH CORPORATION WITH RESPECT TO THE LEASE OF HOSPITAL FACILITIES; AND THE EXECUTION AND DELIVERY OF A BILL OF SALE CONVEYING CERTAIN ASSETS TO OHIOHEALTH CORPORATION; AND APPROVING OTHER MATTERS RELATED TO THE TRANSACTIONS CONTEMPLATED HEREIN, AND DECLARING AN EMERGENCY.

WHEREAS, on November 7, 2017, a proposed ordinance was voted on and approved by 82% of the electors in the City of Circleville (the "Approved Ballot Measure"), which Approved Ballot Measure authorized the City to "enter into an agreement along with Pickaway County to allow Berger Hospital to change its ownership structure and allow the lease of the Berger Hospital facilities to a not-for-profit charitable organization".

WHEREAS, pursuant to the authority granted pursuant to Section 749.16 et. seq. of the Ohio Revised Code ("Code"), the City of Circleville ("City") and the Board of County Commissioners of Pickaway County, Ohio ("County") entered into an agreement in 1949 to jointly maintain, operate, improve and enlarge the then-existing municipally owned Berger Hospital, which agreement was amended and restated pursuant to an Amended and Restated Agreement for the Governance and Operation of Berger Hospital dated effective January 1, 2013 ("Joint Hospital Governance Agreement").

WHEREAS, pursuant to the Joint Hospital Governance Agreement, the City and the County agree that assets of Berger Hospital are deemed to be owned jointly and equally by both the City and the County.

WHEREAS, the City and the County, together with the Board of Governors of Berger Hospital (the "Board"), have determined it to be in the best interests of the citizens of the City and the County to cause the operation and management of Berger Hospital to be undertaken by OhioHealth Corporation, an Ohio non-profit corporation and a "nonprofit hospital agency" as defined under Section 140.01(C) of the Code, or its designated affiliate (collectively, "OhioHealth") so that healthcare services may continue to be provided locally and to enhance the availability, efficiency and economy of hospital facilities in the County for the benefit of the citizens of the City and the County.

WHEREAS, pursuant to Section 140.03 of the Code, two or more hospital agencies (as defined in Section 140.01(A) of the Code) may enter into agreements for the acquisition, construction, reconstruction, rehabilitation, remodeling, renovating, enlarging, equipping, and furnishing of hospital facilities, or the management, operation, occupancy, use, maintenance, and repair of hospital facilities, or for participation in programs, projects, activities, and services useful to, connected with, supplementing, or otherwise related to the services provided by, or the operation of, hospital facilities operated by one or more participating hospital agencies, including any combination of such purposes, all in such manner as to promote the public purposes set forth in Section 140.02 of the Code.

WHEREAS, in order to facilitate assumption by OhioHealth of the operation and management of Berger Hospital, the Board intends: (i) to convey to the City, all of its right, title and ownership in and to the real property and improvements constituting the "hospital facilities" (as that term is defined in Section 140.01(E) of the Code) of Berger Hospital, being the real property and other facilities defined collectively as the "Leased Premises" in the Lease described below (herein, the "Leased Premises").

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WHEREAS, upon acceptance of title to the Leased Premises, the City desires, pursuant to the authority granted to it as a public hospital agency under Chapter 140 of the Code and the Approved Ballot Measure, to: (i) lease the Leased Premises to OhioHealth pursuant to the terms and conditions of a Lease to be executed by and among the City, the County and OhioHealth (the "Lease"); and (ii) execute, deliver and perform certain obligations under certain additional transaction documents described in the Lease or herein which are necessary or appropriate to facilitate the assumption by OhioHealth of the operation and management of Berger Hospital, including a Bill of Sale ("Bill of Sale") conveying to OhioHealth all right, title and interest in and to any personal property associated with the Leased Real Property.

WHEREAS, the City, the County and OhioHealth desire by the Lease, the Bill of Sale and any other transaction documents executed in connection therewith that healthcare services continue to be provided locally on the Leased Premises and that such healthcare services be enhanced for the benefit of the citizens of the City and the County.

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF CIRCLEVILLE, STATE OF OHIO, AS FOLLOWS:

SECTION 1: Determinations by Council. This Council finds and determines (i) that the Lease of the Leased Premises to OhioHealth and the transfer of other assets and operations of hospital facilities to OhioHealth is necessary and in the best interest of the City in order that the City can better provide for the health and welfare of the residents of the City, will promote the public purposes stated in Section 140.02 of the Code, and will serve a proper, public, municipal purpose; and (ii) the performance by OhioHealth of its obligations under the Lease is fair consideration for the value and benefit to be derived by the City under the Lease.

SECTION 2: Authorization of Lease and Bill of Sale. This Council hereby approves: (a) the lease of the Leased Premises to OhioHealth on the terms and conditions set out in the Lease, and (b) the conveyance of personal property associated with the Leased Premises to OhioHealth pursuant to the Bill of Sale. Any member of this Council is authorized, in the name and on behalf of the City, to execute and deliver the Lease, Bill of Sale, and such other agreements or certificates deemed by the Mayor and the City Law Director necessary or appropriate to facilitate the lease of the Leased Premises to OhioHealth, all in such form as determined by the Mayor and the City Law Director as acceptable, in the best interest of the City and consistent with this Ordinance. Any member of this Council is authorized, in the name and on behalf of the City, to make the necessary arrangements on behalf of the City and to cooperate with the County, the Board and OhioHealth to satisfy conditions under the Lease and establish the date, location, procedure and conditions for the transfer of possession of the Leased Premises to OhioHealth as of the commencement date established under the Lease.

SECTION 3: Validity. It is found and determined, and is hereby represented and recited, that all applicable provisions of the City's Codified Ordinances and the rules of this Council have been fully complied with and this Ordinance was passed in conformity therewith.

SECTION 4. Severability. Each section of this Ordinance and each subdivision or paragraph of any section is hereby declared to be independent, and the finding or holding of any section or any subdivision or paragraph of any section to be invalid or void shall not be deemed or held to affect the validity of any other section, subdivision or paragraph of this Ordinance.

SECTION 5. Compliance with Open Meeting Law. This Council finds and determines that all formal actions of this Council were taken in an open meeting of this Council, and that all deliberations of this Council were in meetings open to the public, all in compliance with the law, including Ohio Revised Code Section 121.22.

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SECTION 6. Emergency Measure. This Ordinance is hereby declared to be an emergency measure necessary for the immediate preservation of the public peace, health and safety in the City of Circleville, that the terms of the Lease will promote the welfare of the people of the City of Circleville and to provide for the on-going delivery of healthcare services in the City; therefore this Ordinance shall take effect and be in force upon receiving the affirmative vote of two-thirds (2/3) of the City Council and signature of the Mayor.

PASSED: 1-22-2019
DATE

Dan M. Crawford
PRESIDENT OF COUNCIL

ATTEST: Linda A. Chang
CLERK OF COUNCIL

APPROVED: 1-22-2019
DATE

Deanna R. McElroy
MAYOR

APPROVED AS TO FORM:

Gary D. Kenworthy
GARY D. KENWORTHY
LAW DIRECTOR

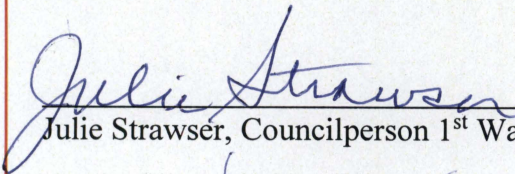
REVIEWED BY LAW DIRECTOR
AND APPROVED AS TO FORM

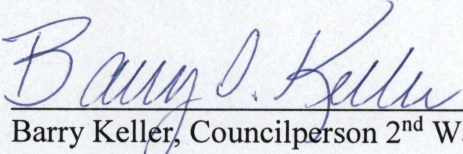
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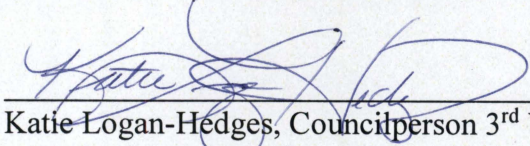
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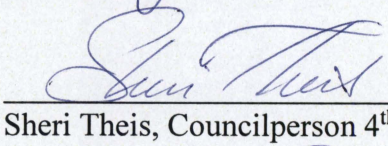
Passed 1-22-, 2019

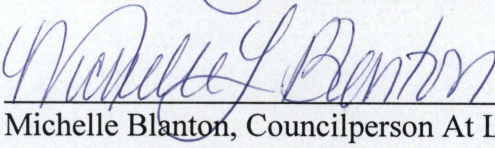
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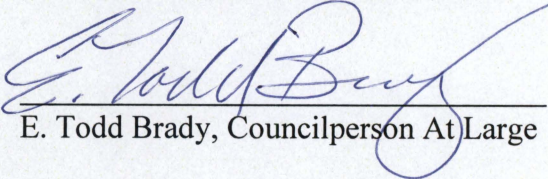

Julie Strawser, Councilperson 1st Ward

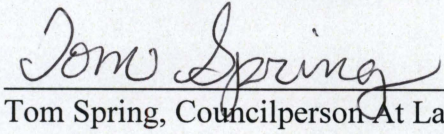

Barry Keller, Councilperson 2nd Ward


Katie Logan-Hedges, Councilperson 3rd Ward


Sheri Theis, Councilperson 4th Ward


Michelle Blanton, Councilperson At Large


E. Todd Brady, Councilperson At Large


Tom Spring, Councilperson At Large