

CLEVELAND PUBLIC LIBRARY

Finance Committee

November 17, 2020

**RESOLUTION TO AMEND AGREEMENT WITH BENESCH, FRIEDLANDER,
COPLAN & ARONOFF, LLP FOR LEGAL SERVICES**

WHEREAS, On January 10, 2020, the Chief Legal Officer of the Cleveland Public Library entered into an agreement with Benesch, Friedlander, Copeland & Aronoff, LLP (“Benesch”), for a flat fee of \$25,000, to provide real estate legal services in connection with the drafting and negotiation of an Option Agreement with the Detroit Shoreway Community Development Organization (“DSCDO”) for the mixed use development of the Walz Branch, and legal services for the development of a comprehensive Master Construction Manager Agreement covering all six projects of Phase 1A of the Facilities Master Plan; and

WHEREAS, On February 20, 2020, this Board authorized an amendment to the agreement with Benesch to increase their fee by an additional \$20,000 to assist with issues regarding the implementation of the Master Construction Management Agreement and the Option Agreement; and

WHEREAS, DSCDO is again seeking Low Income Housing Tax Credits for the mixed use development of the Walz Branch, and the Library and DSCDO will need to enter into a revised option agreement and a purchase agreement. If DSCDO is awarded the Low Income Housing Tax Credits, the Library and DSCDO will also need to negotiate a Construction, Operation, and Restrictive Easement Agreement (“COREA”); and

WHEREAS, Benesch has proposed flat fee arrangements of \$15,000 for the revised option agreement and the purchase agreement and \$18,000 for the COREA should DSCDO be awarded the tax credits; and

WHEREAS, The Director of Legal Affairs is, therefore, requesting authority to increase the Benesch Agreement by an additional \$15,000, bringing the total amount of the contract to \$60,000, and if DSCDO is awarded the tax credits, to further increase the Benesch Agreement by \$18,000, bringing the total amount of the contract to \$78,000; now therefore be it

RESOLVED, That the Board of Library Trustees hereby authorizes the Executive Director, CEO or the Director of Legal Affairs to enter into an amendment to the agreement with Benesch to prepare an updated option agreement and a purchase agreement for a fee of \$15,000 and increasing the contract to an amount not-to-exceed \$60,000, which expenditure shall be

charged to Construction—Tax Exempt fund account 40279405-55300 (Construction/Improvements); and be it further

RESOLVED, That the Board of Library Trustees hereby authorizes the Executive Director, CEO or the Director of Legal Affairs to enter into a separate amendment to the agreement with Benesch to prepare the COREA if DSCDO is awarded the Low Income Housing Tax credits for a fee of \$18,000, further increasing the contract to an amount not-to-exceed \$78,000, which expenditure shall be charged to Construction—Tax Exempt fund account 40279405-55300 (Construction/Improvements).