

## Tim Cristello

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**From:** Joy LeggettMurphy  
**Sent:** Monday, September 21, 2020 12:13 PM  
**To:** Tim Cristello  
**Subject:** FW: Central County Land Purchase Documents; RLS-2020-0045  
**Attachments:** Contract for Sale and Purchase for CCC (CAO v2).docx; Cooperative Agreement for CCC (CAO v2).docx

Sincerely,  
Joy Leggett-Murphy  
Property Acquisition Division Manager  
Property Management Department  
Manatee County Government  
1112 Manatee Avenue West  
Suite 800-D  
Bradenton, FL 34205  
Phone: 941-748-4501 x. 3439



**From:** William Clague <william.clague@mymanatee.org>  
**Sent:** Wednesday, August 5, 2020 3:07 PM  
**To:** Mike Gore <mike.gore@mymanatee.org>; Heather Dilldine <Heather.Dilldine@mymanatee.org>  
**Cc:** Alex Nicodemi <alex.nicodemi@mymanatee.org>; Cheri Coryea <cheri.coryea@mymanatee.org>; Jan Brewer <jan.brewer@mymanatee.org>; Joy LeggettMurphy <joy.leggettmurphy@mymanatee.org>; Juliet Shepard <juliet.shepard@mymanatee.org>; Leanne Keeling <leanne.keeling@mymanatee.org>  
**Subject:** RE: Central County Land Purchase Documents; RLS-2020-0045

Mike / Heather:

Attached are redlined revisions reflecting the changes we discussed in our conference call. I will send out clean drafts to Caleb shortly.

Bill.

**From:** William Clague  
**Sent:** Monday, March 16, 2020 4:03 PM  
**To:** Heather Dilldine <Heather.Dilldine@mymanatee.org>  
**Cc:** Mitchell Palmer <mitchell.palmer@mymanatee.org>; Alex Nicodemi <alex.nicodemi@mymanatee.org>; Cheri Coryea <cheri.coryea@mymanatee.org>; Mike Gore <mike.gore@mymanatee.org>; Jan Brewer <jan.brewer@mymanatee.org>; Joy LeggettMurphy <joy.leggettmurphy@mymanatee.org>; Juliet Shepard

<juliet.shepard@mymanatee.org>; Leanne Keeling <leanne.keeling@mymanatee.org>

**Subject:** Central County Land Purchase Documents; RLS-2020-0045

Heather:

Pursuant to the above Request for Legal Services you have asked this Office to prepare documents for the above referenced land purchase. The following information is relevant to our response:

1. The County has negotiated the purchase of approximately 150 acres of land located north of the Lena Road landfill (Property). The County intends to use the Property to construct a variety of public facilities for, among other things, utilities service, public works and law enforcement.
2. The Property is part of a larger parent tract that extends northward to State Road 64. The owners will retain the northern portion of the parent tract (Remainder) for private development.
3. The negotiations have included commitments of the County to construct public road and utilities improvements (Improvements) that will serve both the Property and the Remainder.
4. The County anticipates the need to issue revenue bonds to finance the cost of the purchase and the Improvements.
5. You have provided this Office with a summary of the terms negotiated with the owners, a copy of which is attached to this response.

We provide the following legal advice in response to the RLS:

1. Attached is a draft Contract for Sale and Purchase (Purchase Contract) that follows the County's standard form, with modifications made by this Office to reflect the terms negotiated with the owners. We have highlighted several provisions that require staff input.
2. The Purchase Contract includes standard due diligence provisions and warranties recommended by this Office in similar transactions. Note that we also advise that the County should obtain a title insurance policy for the Property. Based on numerous conversations with staff, the Purchase Contract reflects that the County will bear the costs of closing the transaction (other than legal expenses of the owners), including the purchase of title insurance.
3. The Purchase Contract includes standard language regarding the correcting of encroachments by the seller. We understand that there may also be a need to add language reconciling existing encroachments onto the Remainder by the County, from other lands currently owned by the County. If a survey confirms this, we will craft such language as needed.
4. Also attached is a draft Cooperative Agreement Regarding Central County Land Complex (Cooperative Agreement) which provides for the post-closing construction of the Improvements, and sets forth terms of the ongoing relationship between the County and the owners of the Remainder. The Cooperative Agreement follows the form utilized by this Office in similar transactions.
5. In the Cooperative Agreement, we have flagged Sections 1.1.C (floodplain compensation) and 1.2.C & 1.4.B (public utilities) for additional staff input.
6. Both the Purchase Contract and the Cooperative Agreement contain provisions that make the County's obligations to purchase the Property and complete the Improvements subject to successfully financing the transaction.

7. Staff should carefully review the business terms of the documents, and verify that they are acceptable prior to submitting the documents to the owners for review. Staff should continue to provide comment to this Office as due diligence and negotiations proceed. We will continue to provide redlined revisions as needed, and to assist in negotiations, to bring the transaction to a close (no additional RLS needed).

Subject to the resolution of the above issues and any business issues identified by staff, we have no objection to the Purchase Contract and Cooperative Agreement being scheduled for consideration by the Board. We express no opinion as to the business decision to enter into the transaction.

This concludes our response to the RLS. Please contact either Ms. Nicodemi or me if you have any questions or concerns.

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