

**RESOLUTION NO. 3290**

**A RESOLUTION OF THE COUNCIL OF THE CITY OF SALISBURY, MARYLAND, TO AUTHORIZE THE MAYOR TO ENTER INTO, ON BEHALF OF THE CITY OF SALISBURY, AN AMENDED AND RESTATED LAND DISPOSITION AGREEMENT WITH DAVIS STRATEGIC DEVELOPMENT, LLC, SETTING FORTH THE TERMS AND CONDITIONS GOVERNING THE SALE AND REDEVELOPMENT OF LOT 3 AND LOT 16.**

**WHEREAS**, the Mayor and Council of the City of Salisbury (the “**Council**”) determined that there is surplus real property owned by the City of Salisbury (the “**City**”) that should be redeveloped, and, furthermore, that there is a strong public need for increased infill development in the City; and

**WHEREAS**, the Mayor and City Council previously approved the surplus, sale and redevelopment of City Parking Lot #16 and City Parking Lot #3 in Resolutions 2848 and 2849; and

**WHEREAS**, City Parking Lot #16 was sold to Davis Simpson Holdings, LLC and a Disposition Contract was executed on June 26, 2018; and

**WHEREAS**, the Third Amendment to the Disposition Contract signed in June 2019 assigning the Buyer’s interest to BKR Holdings, LLC, and BKR Holding, LLS is now known as Davis Strategic Development, LLC; and

**WHEREAS**, City Parking Lot #3 was sold to R. Miller Properties, LLC and a Disposition Contract was executed on August 7, 2018; and

**WHEREAS**, the Council previously approved the transfer of ownership of City Parking Lot #3 from R. Miller Properties to Davis Strategic Development, LLC in Resolution 3026, subject to the terms and condition previously set forth in the City Parking Lot #3 Disposition Contract between the City and R. Miller Properties, LLC; and

**WHEREAS**, the deeds and disposition contracts required both the Lot 16 and the Lot 3 properties (“**Properties**”) to be developed as described in the individual Disposition Contracts, or the Properties would revert to the City ownership; and

**WHEREAS**, for various reasons, including the global COVID-19 pandemic, Davis Strategic Development, LLC’s purchase and redevelopment of the Properties has been delayed, and the City and Davis Strategic Development, LLC have agreed to amend the Original LDA, in its entirety, as more particularly set forth in the Amended and Restated Land Disposition Agreement (the “**Amended LDA**”) attached hereto and incorporated herein as **Exhibit A**, to provide the rights and obligations of the City and Davis Strategic Development, LLC with respect to the following: (i) Davis Strategic Development, LLC’s purchase of the Properties as described in the Amended LDA; (ii) add Delayed Performance Penalties; (iii) remove terms that make obtaining financing prohibitive; and, (iv) such other matter(s) relating to Davis Strategic Development, LLC’s purchase, lease and redevelopment of the project, subject to the terms and conditions contained in the Amended LDA; and

**WHEREAS**, by this Resolution, the Council (1) hereby approves the Amended LDA (attached hereto and incorporated herein as **Exhibit A**) and (ii) hereby authorized the Mayor’s execution thereof on behalf of the City; and

**WHEREAS**, upon the Mayor's execution of the Amended LDA on behalf of the City, as authorized hereunder, all of the terms set forth in the Amended LDA shall be deemed and otherwise construed to supersede and replace, in its entirety, the Original LDA.

**NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF SALISBURY, MARYLAND**, as follows:

**Section 1.** The Mayor is hereby authorized to execute, on behalf of the City of Salisbury, that certain Amended and restated Land Disposition Agreement, by and between the City of Salisbury and Davis Strategic Development, LLC, attached hereto and incorporated herein as **Exhibit A** (the "**Amended LDA**").


**Section 2.** It is the intention of the Mayor and Council of the City of Salisbury that each provision of this Resolution shall be deemed independent of all other provisions herein.


**Section 3.** It is further the intention of the Mayor and Council of the City of Salisbury that if any section, paragraph, subsection, clause or provision of this Resolution shall be adjudged invalid, unconstitutional or otherwise unenforceable under applicable Maryland or federal law, such adjudication shall apply only to the section, paragraph, subsection, clause or provision so adjudged and all other provisions of this Resolution shall remain and shall be deemed valid and enforceable.

**Section 4.** The recitals set forth hereinabove and **Exhibit A** attached hereto, and all exhibits attached thereto and incorporated therein, are incorporated into this section of the Resolution as if such recitals and **Exhibit A** were specifically set forth at length in this Section 4.

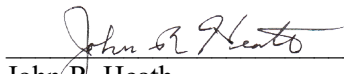
**THE ABOVE RESOLUTION** was introduced and read and passed at the regular meeting of the Council of the City of Salisbury held on this 13<sup>th</sup> day of November, 2023 and is to become effective immediately upon adoption.

ATTEST:

  
Kimberly R. Nichols  
CITY CLERK, City of Salisbury

  
April R. Jackson  
PRESIDENT, City Council

APPROVED by me this 20th day of November, 2023.

  
John R. Heath  
ACTING MAYOR, City of Salisbury