

A RESOLUTION OF THE COUNCIL OF THE CITY OF NORMAN
CONSENTING TO THE ASSIGNMENT OF ALL OBLIGATIONS OF
HEALTHY LIVING CENTER NORMAN, L.L.C. SET FORTH IN THE
CONTRACT BETWEEN HEALTHY LIVING CENTER NORMAN,
L.L.C. AND CITY OF NORMAN, OKLAHOMA (K-2223-130) TO
HEALTHY LIVING CENTER NORMAN, INC.

- § 1. WHEREAS, Norman voters approved the Norman Forward Quality of Life Projects Sales Tax of 2015, providing a one-half (1/2) percent sales tax dedicated to fund a number of Quality of Life projects, including a Senior Wellness Facility (the “Facility”); and
- § 2. WHEREAS, in November 2020, after soliciting proposals pursuant to a Request for Proposals related to the operation of the Facility, and subsequent interviews, the City of Norman (“City”) opted to enter into negotiations with Healthy Living & Fitness, Inc, for the ultimate lease and management of the Facility; and
- § 3. WHEREAS, on April 13, 2021, the City entered into a Memorandum of Understanding (K-2021-109) with Healthy Living & Fitness, Inc. for the purpose of developing a contractual relationship related to the lease and management of the City’s planned Facility; and
- § 4. WHEREAS, Healthy Living & Fitness, Inc. formed Healthy Living Center Norman, L.L.C. on February 22, 2022, for the purpose of operating the Facility; and
- § 5. WHEREAS, on May 23, 2023, the City entered into Contract K-2223-130 (the “Agreement) with Healthy Living Center Norman, L.L.C. for the management, operation, and administration of the Facility; and
- § 6. WHEREAS, Section 7.10 of the Agreement provides that Healthy Living Center Norman, L.L.C. may not assign its interests or obligations contained in the Agreement without prior written consent of the City; and
- § 7. WHEREAS, a local group of residents serving on the Programming Committee for the facility began exploring options for local control of the operating entity of the Facility instead of Healthy Living Center Norman, Inc.; and
- § 8. WHEREAS, Healthy Living & Fitness, Inc. engaged counsel to assist in forming a new Oklahoma nonprofit corporation that could operate the Facility independently; and
- § 9. WHEREAS, Healthy Living Center Norman, Inc. was formed December 12, 2024, for the ultimate purpose of assuming the responsibilities of operating the Facility as a more appropriate organizational structure aligned with the nonprofit mission of Healthy Living & Fitness, Inc.; and

- §10. WHEREAS, the Board of Directors of Healthy Living Center Norman, Inc. includes Lynne Miller, President, Lee Hall, Vice-President, William Scanlon, Secretary/Treasurer, Amy Davenport, Elaine Purvis, Brian Hill and Greg Heiple; and
- §11. WHEREAS, the City has received a resolution approved by the Board of Directors of Healthy Living & Fitness, Inc., attached as Exhibit A, indicating its desire and intent to assign the Agreement from Healthy Living Center Norman, L.L.C. to Healthy Living Center Norman, Inc. subject to City approval; and
- §12. WHEREAS, the City has received a resolution approved by the Board of Directors of Healthy Living Center Norman, L.L.C., attached as Exhibit B, assigning all of its assets to Healthy Living Center Norman, Inc. upon approval by the City and release of liability; and
- §13. WHEREAS, the City has received a resolution approved by the Board of Directors of Healthy Living Center Norman, Inc., attached as Exhibit C, expressing its intent to accept the assignment of the Agreement upon City approval; and
- §14. WHEREAS, the City has received a resolution approved by the Board of Directors of Healthy Living Center Norman, Inc., attached as Exhibit D, authorizing it to accept the interest of Healthy Living Center Norman, L.L.C. in its contract with the City, including the acceptance of assets, business arrangements, contracts and employees related to the operation of the Adult Wellness Center upon approval of such assignment by the City.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF NORMAN, OKLAHOMA:

- §15. THAT, the assignment of Contract K-2223-130 from Healthy Living Center Norman, L.L.C. to Healthy Living Center Norman, Inc. is hereby approved.
- §16. THAT, the City hereby releases Healthy Living Norman, L.L.C. from liability related to its performance of its obligations related to Contract K-2223-130 as the date of execution of this Resolution R-2526-38.

PASSED AND ADOPTED this ____ day of _____, 2025.

Mayor

ATTEST:

City Clerk