



# CITY OF NORMAN, OK CITY COUNCIL CONFERENCE

Municipal Building, Executive Conference Room, 201 West Gray, Norman,  
OK 73069

Tuesday, August 26, 2025 at 5:30 PM

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## AGENDA

*It is the policy of the City of Norman that no person or groups of persons shall on the grounds of race, color, religion, ancestry, national origin, age, place of birth, sex, sexual orientation, gender identity or expression, familial status, marital status, including marriage to a person of the same sex, disability, relation, or genetic information, be excluded from participation in, be denied the benefits of, or otherwise subjected to discrimination in employment activities or in all programs, services, or activities administered by the City, its recipients, sub-recipients, and contractors. In the event of any comments, complaints, modifications, accommodations, alternative formats, and auxiliary aids and services regarding accessibility or inclusion, please call 405-366-5424, Relay Service: 711. To better serve you, five (5) business days' advance notice is preferred.*

### CALL TO ORDER

### AGENDA ITEMS

1. DISCUSSION REGARDING RESOLUTION R-2526-38 BETWEEN THE CITY OF NORMAN AND HEALTHY LIVING CENTER NORMAN, L.L.C.
2. DISCUSSION REGARDING OPERATION OF THE CAFE AT THE YOUNG FAMILY ATHLETIC CENTER.

### ADJOURNMENT



## CITY OF NORMAN, OK STAFF REPORT

**MEETING DATE:** 08/26/2025

**REQUESTER:** Jason Olsen

**PRESENTER:** Jason Olsen, Director of Parks and Recreation

**ITEM TITLE:** CONSIDERATION OF ADOPTION, REJECTION, AMENDMENT AND/OR POSTPONEMENT OF RESOLUTION R-2526-38: A RESOLUTION OF THE COUNCIL OF THE CITY OF NORMAN CONSENTING TO THE ASSIGNMENT OF ALL OBLIGATIONS OF HEALTHY LIVING CENTER NORMAN, LLC SET FORTH IN THE CONTRACT BETWEEN HEALTHY LIVING CENTER NORMAN, LLC AND CITY OF NORMAN, OKLAHOMA (K-2223-130) TO HEALTHY LIVING CENTER NORMAN, INC.

### **BACKGROUND:**

Norman voters approved the Norman Forward Quality of Life Projects Sales Tax of 2015, which provided a one-half (1/2) percent sales tax dedicated to fund several quality-of-life projects, including a Senior Wellness Facility (the "Facility"). The City approved a contract with Frankfurt-Short-Bruza Associates ("FSB") in August 2019 for the design of the facility. Initially, FSB was developing designs for a facility within the \$7.6 million Norman Forward amended allocation; with proposed additional phases to be added should funding become available in the future. On October 29, 2020, Council allocated an additional \$4.8 million towards the Facility project with funds that were freed up after the City received federal Coronavirus Aid, Relief and Economic Security Act reimbursements for other unrelated previously budgeted expenses.

After the increase in funding, the City approved an amendment to FSB's contract to accommodate the design and construction of the facility in a single phase on an approximately 4.7-acre site in the southeast corner of the Norman Regional Hospital System's Porter Avenue Wellness Village Campus. In November 2020, Staff released a Request for Proposals related to the facility's operation. Interviews were later conducted, and the City proceeded with negotiations with Healthy Living & Fitness, Inc., an operator of one of the City of Oklahoma City's Senior Wellness Centers.

Council approved a Memorandum of Understanding with Healthy Living & Fitness, Inc. on April 13, 2021, to develop a contractual relationship related to the operation of the Facility. Council approved Contract K-2223-130 with Healthy Living Center Norman, LLC (the "Agreement") on May 23, 2023. Contract K-2223-130 is the lease and management agreement between the City and Healthy Living Center Norman, LLC; a Limited Liability Corporation created by Healthy Living & Fitness, Incorporated for the operation of the Norman facility. The Agreement provides that the Operator will operate, manage and maintain the Property for a five (5) year term, with the possibility of up to three (3) additional five-year terms. Notably, Section 7.10 of the

Agreement allows for assignment of the contract to another entity only upon approval by the City.

## **DISCUSSION:**

When Healthy Living & Fitness, Inc. was initially selected as Operator, it was because of their success in running a similar facility in Oklahoma City. Long term, it was hoped that the Facility could be managed by a local Board of Directors instead of a Board located in Oklahoma City. Healthy Living & Fitness, Inc. has worked closely with the staff of the Norman facility, and members of its Programming Committee, all Norman residents, to transition to a local Board. In December 2024, after engaging outside counsel, Healthy Living & Fitness, Inc. formed Healthy Living Center Norman, Inc. as a separate non-profit entity for this ultimate purpose.

Members of the newly formed Healthy Living Center Norman, Inc. Board of Directors include the following Norman residents:

Lynne Miller, President

Lee Hall, Vice-President

Bill Scanlon, Secretary/Treasurer

Amy Davenport

Elaine Purvis

Brian Hill

Greg Heiple

Healthy Living Center Norman, Inc. has applied for 501(c)(3) designation from the Internal Revenue Service and is currently awaiting formal approval.

Per the terms of Section 7.10 of the Agreement, the City has received a Resolution of the Healthy Living & Fitness, Inc. Board of Directors expressing its desire and intent to assign the Agreement from Healthy Living Center Norman, LLC to Healthy Living Center Norman, Inc. subject to City approval. The City is also in receipt of a resolution from the Board of Directors of Healthy Living Center Norman, LLC formerly assigning all assets to Healthy Living Center Norman, Inc. upon approval by the City of such assignment and a release from the City of all liability with respect to its obligations under the Agreement upon such assignment. The return of assets is conditional on Healthy Living Center Norman, Inc. receiving a determination of tax-exempt status as a nonprofit organization under Section 501(c)(3) of the Internal Revenue Code within 24 months of the date of the transfer. The reason for this condition is due to restrictions related to the transfer of assets from a 501(c)(3) entity to a corporation without such a designation.

Finally, the City is also in receipt of a resolution from Healthy Living Center Norman, Inc. expressing its intent to accept the assignment of the Agreement upon City approval, and a resolution authorizing it to accept interests and obligations of the Agreement from Healthy Living Center Norman, LLC. These Board resolutions are attached to Resolution R-2526-38 as Exhibits A, B, C and D.

Other than the name of the Operating entity, all terms of the Agreement will remain the same upon approval of this Assignment. No disruptions to operations, staffing, etc. are anticipated at the Facility as a result of this Assignment. The Assignment will allow for local control of the Facility. Resolution R-2526-38, if adopted, will formally approve the assignment of the Agreement from Healthy Living Center Norman, LLC to Healthy Living Center Norman, Inc. The resolution also releases Healthy Living Center Norman, LLC from all liability related to its obligation of the Agreement as of the date of the assignment.

**RECOMMENDATION:**

Staff recommends approval of Resolution R-2526-38.

## Resolution R-2526-38

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

## Resolution R-2526-38

- §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

## **RESOLUTION OF HEALTHY LIVING & FITNESS, INC.**

### **ASSIGNMENT OF OPERATING AGREEMENT FOR SENIOR WELLNESS CENTER located at 602 North Findlay Avenue, Norman, Oklahoma 73071**

WHEREAS, Healthy Living & Fitness, Inc., an Oklahoma nonprofit corporation having its principal place of business at 11501 North Rockwell, Oklahoma City, Oklahoma 73162, is the parent organization overseeing the operations of the Senior Wellness Center located at 602 North Findlay Avenue, Norman, Oklahoma 73071; and

WHEREAS, Healthy Living Center Norman, LLC, an Oklahoma limited liability company, has served as the operating entity for the Senior Wellness Center pursuant to a Lease and Management Agreement entered into on the 23rd day of May, 2023, by and between the City of Norman, Oklahoma, a municipal corporation, and Healthy Living Center Norman, LLC (the "Agreement"); and

WHEREAS, Healthy Living & Fitness, Inc. has formed a new Oklahoma nonprofit corporation, Healthy Living Center Norman, Inc., to assume the responsibilities of operating the Senior Wellness Center as a more appropriate organizational structure aligned with its nonprofit mission; and

WHEREAS, the officers of Healthy Living Center Norman, Inc. shall be as follows:

Lynne Miller, President

Lee Hall, Vice President

Bill Scanlon, Secretary/Treasurer

NOW, THEREFORE, BE IT RESOLVED, that Healthy Living Center Norman, LLC hereby requests that the City of Norman, Oklahoma, approve the assignment of the Agreement, from Healthy Living Center Norman, LLC to Healthy Living Center Norman, Inc., effective upon approval and completion of any administrative requirements; and

BE IT FURTHER RESOLVED, that this assignment shall be considered sufficient to fulfill any notification or approval requirements regarding the assignment of the Agreement with Healthy Living Center Norman, LLC and the transfer of such Agreement to Healthy Living Center Norman, Inc.; and

BE IT FURTHER RESOLVED, that the officers of Healthy Living & Fitness, Inc. sole member of Healthy Living Center Norman, LLC are authorized to take all necessary steps to execute and implement this assignment in cooperation with the City of Norman, Oklahoma.

ADOPTED this 18th day of June, 2025, by the Members of Healthy Living Center  
Norman , LLC



Jack Moore Authorized Member

ADOPTED this 31<sup>st</sup> day of July, 2025, by the Board of Directors of Healthy  
Living & Fitness, Inc.



Jack Moore President  
Healthy Living & Fitness, Inc.



Darren Telford  
Secretary & Treasurer



State of Oklahoma  
County of Oklahoma

On this 31st day of July, 2025, before me, the undersigned Notary Public in and for said County and State, personally appeared:

Jack Moore who is personally known to me or who has produced valid identification and who executed the foregoing instrument and acknowledged that he/she executed the same as his/her free and voluntary act and deed for the purposes therein set forth.

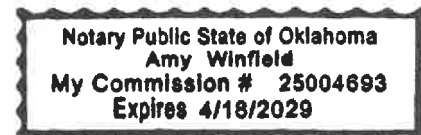
Darren Telford who is personally known to me or who has produced valid identification and who executed the foregoing instrument and acknowledged that he/she executed the same as his/her free and voluntary act and deed for the purposes therein set forth.

Document: Resolution of Healthy Living & Fitness, Inc.  
Assignment of operating agreement for Senior Wellness Center located at 602 North Findlay Avenue, Norman, Oklahoma 73071.

Sworn to and subscribed before me this 31st day of July, 2025.

Signature of Notary Public

Name: Amy Winfield  
Commission Number: 25004693  
My Commission Expires: 4/18/2029





RESOLUTION OF HEALTHY LIVING CENTER NORMAN, LLC  
TO ASSIGN ALL ASSETS TO HEALTHY LIVING CENTER NORMAN, INC.  
UPON CITY OF NORMAN APPROVAL AND RELEASE OF LIABILITY

WHEREAS, Healthy Living Center Norman, LLC (the "LLC") currently holds the lease and management agreement dated May 23, 2023, with the City of Norman, Oklahoma (the "City"), for the operation of the Senior Wellness Center located at 602 North Findlay Avenue, Norman, Oklahoma 73071 (the "Agreement");

WHEREAS, the LLC has determined that it is in the best interest of all parties that the lease and management responsibilities be transferred to Healthy Living Center Norman, Inc., an Oklahoma nonprofit corporation (the "Corporation");

WHEREAS, the Corporation has been formed to continue the mission and services of the LLC and is prepared to assume full responsibility under the Agreement;

WHEREAS, the City of Norman must approve and formally assign the Agreement to the Corporation, and issue a full and complete release of liability to the LLC with respect to all obligations under the Agreement;

NOW, THEREFORE, BE IT RESOLVED, that upon (i) the formal assignment by the City of Norman, Oklahoma of the lease and management agreement dated May 23, 2023, from Healthy Living Center Norman, LLC to Healthy Living Center Norman, Inc., and (ii) the execution by the City of a full and complete release of liability to Healthy Living Center Norman, LLC related to said Agreement, then:

The LLC shall assign, transfer, and convey all of its right, title, and interest in and to all assets held by the LLC that are used in connection with the Senior Wellness Center, including but not limited to bank accounts, furniture, equipment, materials, supplies, and any other tangible or intangible property, to Healthy Living Center Norman, Inc. A complete list and inventory of such assets is attached hereto as Exhibit A and incorporated herein by reference;

The officers and managers of the LLC are hereby authorized and directed to take any and all steps necessary to effectuate the assignment of assets, including the execution of any and all documents required to complete the transfer;

Conditional Return of Assets: In the event that Healthy Living Center Norman, Inc. does not receive a determination of tax-exempt status as a nonprofit organization under Section 501(c)(3) of the Internal Revenue Code from the Internal Revenue Service within twenty-four (24) months of the date of asset transfer, then Healthy Living Center Norman, Inc. shall return all assigned assets as listed in Exhibit A to Healthy Living & Fitness, Inc., the sole member of Healthy Living Center Norman, LLC. If any of the assets listed in Exhibit A are not available for return, Healthy Living Center Norman, Inc. shall make a cash payment to Healthy Living & Fitness, Inc. in an amount equal to the fair market value of such assets at the time of the original transfer;

This resolution shall be effective immediately and shall remain in full force and effect unless modified or rescinded by further resolution of the LLC.

ADOPTED this 31<sup>st</sup> day of JULY, 2025, by the Members of Healthy Living Center  
Norman, LLC.



Jack Moore  
Managing Member

Exhibit A: Inventory of Assets at Time of Transfer  
(Attach asset list here)

State of Oklahoma  
County of Oklahoma

On this 31st day of July, 2025, before me, the undersigned Notary Public in and for said County and State, personally appeared:

Jack Moore who is personally known to me or who has produced valid identification and who executed the foregoing instrument and acknowledged that he/she executed the same as his/her free and voluntary act and deed for the purposes therein set forth.

Document: Resolution of Healthy Living Center Norman, LLC to assign all assets to Healthy Living Center Norman, Inc. upon City of Norman approval and release of liability.

Sworn to and subscribed before me this 31st day of July, 2025.

Signature of Notary Public

Name: Amy Winfield  
Commission Number: 25004693  
My Commission Expires: 4/18/2029





## HEALTHY LIVING CENTER NORMAN, INC.

### BOARD RESOLUTION

The following resolution was passed in a duly convened meeting of the Board of Directors of Healthy Living Center Norman, Inc. (the "Corporation") at the Adult Wellness & Education Center on the 17<sup>th</sup> day of June, 2025.

IT WAS RESOLVED THAT Healthy Living Center Norman, Inc. (Healthy Living Norman) expresses an intent to accept the assignment of the contract with the City of Norman from Healthy Living Center Norman, LLC and perform all of the obligations thereof, upon approval by the City. Per Section 7.7 of the Lease and Management Agreement, notice in writing shall be hand delivered with signed receipt or mailed by first-class registered or certified mail, postage prepaid, addressed to the following addresses:

Darrel Pyle, City Manager  
The City of Norman  
201 W. Gray St.  
Norman, OK 73069

With copy to:  
Kathryn Walker, City Attorney  
The City of Norman  
201 W. Gray St.  
Norman, OK 73069

We, *Lynne Miller* and *William A. Seaward* as Director and President, and Director and Secretary/Treasurer, hereby certify that this resolution (a) has been duly recorded in the meeting minutes and signed by the Directors of the Corporation, (b) is in force, and (c) does not in any way exceed the objects or powers of the Corporation or the powers of the Directors.

*Lynne Miller*

Name of Director & President

*William A. Seaward*

Name of Director & Secretary Treasurer

*Lynne Miller*

Signature

*William A. Seaward*

Signature

**HEALTHY LIVING CENTER NORMAN, INC.**

**BOARD RESOLUTION**

The following resolution was passed in a duly convened meeting of the Board of Directors of Healthy Living Center Norman, Inc. (the "Corporation") at the Adult Wellness & Education Center on the 17<sup>th</sup> day of June, 2025.

IT WAS RESOLVED THAT Healthy Living Center Norman, Inc. (Healthy Living Norman) is hereby authorized to accept the interest of Healthy Living Center Norman, LLC in its contract with the City of Norman, 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 of Norman.

We, *Lynne Miller* and WILLIAM A. SEARSON as Director and President, and Director and Secretary/Treasurer, hereby certify that this resolution (a) has been duly recorded in the meeting minutes and signed by the Directors of the Corporation, (b) is in force, and (c) does not in any way exceed the objects or powers of the Corporation or the powers of the Directors.

*Lynne Miller*

Name of Director & President

*William A. Searson*

Name of Director & Secretary Treasurer

*Lynne Miller*

Signature

*William A. Searson*

Signature