

RESOLUTION NO. 2024 - 95

A RESOLUTION AUTHORIZING THE ADMINISTRATION TO CONSENT TO THE MATERIAL TERMS OF THE HENRY SCHEIN SETTLEMENT IN CONNECTION WITH THE OPIOID EPIDEMIC LITIGATION, AUTHORIZING THE ADMINISTRATION TO EXECUTE A SUBDIVISION PARTICIPATION AND RELEASE FORM FOR THE HENRY SCHEIN SETTLEMENT, AND DECLARING AN EMERGENCY

WHEREAS, the State of Ohio, through its Attorney General, and certain Local Governments, including the City of Parma Heights, through their elected representatives and counsel, are separately engaged in litigation seeking to hold Opioid Pharmaceutical Supply Chain Participants accountable for the damage caused by their misfeasance, nonfeasance, and malfeasance in connection with the opioid crisis; and

WHEREAS, by and through Resolution No. 2021-15, Council authorized the Administration to enter into a One Ohio Memorandum of Understanding (“MOU”) on behalf of the City for the purpose of collaboratively seeking resolution of the opioid litigation in the State of Ohio; and

WHEREAS, nothing in the MOU binds any party to a specific outcome, but rather, any resolutions under the MOU require acceptance by the State of Ohio and the Local Governments; and

WHEREAS, in addition, a settlement is now being presented to the State of Ohio and Local Governments by Henry Schein Inc. and Henry Schein Medical Systems, Inc. (the “Henry Schein Settlement”) to resolve governmental entity claims in the State of Ohio using the structure of the aforementioned One Ohio MOU and consistent with the material terms of a Henry Schein Settlement Agreement; and

WHEREAS, this Council wishes to agree to the terms of the Henry Schein Settlement pertaining to Participating Subdivisions, in order that the City will be entitled to the benefits provided therein, including monetary payments.

NOW, THEREFORE, BE IT RESOLVED, by the Council of the City of Parma Heights, County of Cuyahoga, and State of Ohio:

Section 1: That this Council hereby consents to the material terms of the Henry Schein Settlement pertaining to Participating Subdivisions on behalf of the City of Parma Heights, and pursuant to the terms of the One Ohio MOU.

Section 2: That this Council hereby authorizes the Administration to execute the Henry Schein Settlement *Subdivision Participation and Release Form* on behalf of the City of Parma Heights, which is attached hereto as Exhibit “A” and incorporated by reference, pursuant to the terms of the One Ohio MOU.

Section 3: This Council finds and determines that all formal actions of this Council concerning and relating to the adoption of this Resolution were taken in an open meeting of this

Council and that all deliberations of the Council and of any of its Committees comprised of a majority of the members of the Council that resulted in those formal actions were in meeting open to the public, in compliance with the law.

Section 4: This Resolution is declared to be an emergency measure necessary for the immediate preservation of the public health, safety and welfare of said City and for the further reason it is necessary to consent to the City's participation in the proposed Henry Schein Settlement, in order to protect the City's interests to ensure prompt pursuit of funds to assist in abating the opioid epidemic throughout Ohio; wherefore, this Resolution shall be in full force and effect from and immediately after its passage by Council and approval by the Mayor.

PASSED: 12-9-24 Thomas Rounds
PRESIDENT OF COUNCIL

ATTEST: Barbara Allen 12-9-24
CLERK OF COUNCIL APPROVED

FILED WITH
THE MAYOR: 12-9-24 M. Gallo
MAYOR MARIE GALLO

EXHIBIT A

Subject to Federal Rule of Evidence 408 and State Equivalents

Exhibit B

Henry Schein Inc. and Henry Schein Medical Systems, Inc. Subdivision Participation and Release Form

| | |
|----------------------|--------|
| Governmental Entity: | State: |
| Authorized Official: | |
| Address 1: | |
| Address 2: | |
| City, State, Zip: | |
| Phone: | |
| Email: | |

The governmental entity identified above ("*Governmental Entity*"), in order to obtain and in consideration for the benefits provided to the Governmental Entity pursuant to the Settlement Agreement, and acting through the undersigned authorized official, hereby elects to participate in the Settlement Agreement, release all Released Claims against all Released Entities, and agrees as follows.

1. The Governmental Entity is aware of and has reviewed the Settlement Agreement, understands that all terms in this Participation and Release Form have the meanings defined therein, and agrees that by executing this Participation and Release Form, the Governmental Entity elects to participate in the Settlement Agreement and become a Releasor as provided therein.
2. The Governmental Entity through its counsel shall promptly move to dismiss with prejudice any Released Claims that it has filed.
3. The Governmental Entity agrees to the terms of the Settlement Agreement pertaining to Releasors as defined therein.
4. By agreeing to the terms of the Settlement Agreement and becoming a Releasor, the Governmental Entity is entitled to monetary payments.
5. The Governmental Entity hereby becomes a Releasor for all purposes in the Settlement Agreement, along with all departments, agencies, divisions, boards, commissions, districts, instrumentalities of any kind and attorneys, and any person in their official capacity elected or appointed to serve any of the foregoing and any agency, person, or other entity claiming by or through any of the foregoing, and any other entity identified in the definition of Releasor, provides for a release to the fullest extent of its authority. As a Releasor, the Governmental Entity hereby absolutely, unconditionally, and irrevocably covenants not to bring, file, or claim, or to cause, assist or permit to be brought, filed, or claimed, or to otherwise seek to establish liability for any Released Claims against any Released Entity in any forum whatsoever. The releases provided for in the Settlement Agreement are intended by the Parties to be broad and shall be interpreted so as to give the Released

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Entities the broadest possible bar against any liability relating in any way to Released Claims and extend to the full extent of the power of the Governmental Entity to release claims. The Settlement Agreement shall be a complete bar to any Released Claim.

6. Nothing herein is intended to modify in any way the terms of the Settlement Agreement, to which Governmental Entity hereby agrees. To the extent this Participation and Release Form is interpreted differently from the Settlement Agreement in any respect, the Settlement Agreement controls.

I have all necessary power and authorization to execute this Participation and Release Form on behalf of the Governmental Entity.

Signature: _____

Name: _____

Title: _____

Date: _____