

ATTACHMENT A

**SECOND AMENDMENT TO THE PETITION FOR SPECIAL ASSESSMENTS FOR
SPECIAL ENERGY IMPROVEMENT PROJECTS AND AFFIDAVIT**

**A SECOND AMENDMENT TO THE PETITION TO THE CITY OF CINCINNATI, OHIO
SEEKING THE IMPOSITION OF SPECIAL ASSESSMENTS TO PAY THE COSTS OF
VARIOUS SPECIAL ENERGY IMPROVEMENT PROJECTS AGAINST PROPERTY
OWNED BY THE PETITIONERS AND SPECIALLY BENEFITED THEREBY,
INCLUDING A WAIVER OF ALL RIGHTS TO NOTICES, HEARINGS AND APPEALS
RESPECTING THE REQUESTED SPECIAL ASSESSMENTS**

To: The City Manager and City Council of the City of Cincinnati, Ohio

2347 Reading Road, LLC, an Ohio limited liability company (the “Petitioner”), as the owner of 100% of the property described on Exhibit A attached to the Petition (as defined below) (the “Property”), submitted a petition to the City Manager, City Council, and the City of Cincinnati, Ohio (the “City”) on October 8, 2018 (the “Original Petition”) pursuant to Ohio Revised Code Chapter 1710. All capitalized terms used in this Amendment when the rules of grammar would not so require and not defined in this Amendment shall have the meanings assigned to them in the Petition, as amended by the Amendment to the Petition for Special Assessments for Special Energy Improvement Projects dated November 1, 2019 by the Petitioner (the “Petition Amendment No. 1,” and together with the Original Petition, this petition, and any additional amendments or supplements, the “Petition”).

The Original Petition included, as Exhibit B thereto, the City of Cincinnati, Ohio Energy Special Improvement District Program Plan Supplement to Plan for 2347 Reading Road Project (the “Original Plan”). Under the Original Petition and the Original Plan, the Petitioner requested that the City levy Special Assessments on the Property in the amounts listed on Attachment B to the Original Plan. On October 31, 2018, the City levied the Special Assessments by its Ordinance No. 344-2018 as requested by the Petitioner under the Original Petition and the Original Plan.

After the date of the Original Petition and the date on which the Special Assessments were levied, the financing terms of the Petitioner’s transaction to finance the special energy improvement projects contained within the Original Petition and the Original Plan changed, and the amount of the annual installments of the Special Assessments required adjustment. The Petitioner therefore submitted the Petition Amendment No. 1 to the City, and on November 14, 2019 the City Council of the City approved and filed the Petition Amendment No. 1 and modified the Special Assessments as requested in the Petition Amendment No. 1.

Since the date of Petition Amendment No. 1 and the date on which the Special Assessments were levied, the financing terms of the Petitioner’s transaction to finance the special energy improvement projects contained within the Original Petition, as amended by the Petition Amendment No. 1, have further changed, and the amount of the annual installments of the Special Assessments require further adjustment.

The Petitioner therefore hereby respectfully requests that the City: (1) approve this Second Amendment to the Petition for Special Assessment for Special Energy Improvement Projects (the

“Petition Amendment No. 2”) to cause Exhibit B to the Original Petition to be further amended as shown on the Second Amendment to City of Cincinnati, Ohio Energy Special Improvement District Program Plan Supplement to Plan for 2347 Reading Road Project attached to, and incorporated into, this Amendment as **Exhibit B** (the “Plan Amendment No. 2”), and (2) to amend the Special Assessments so that they are levied on the Property in the amounts stated on Attachment B to the Plan Amendment No. 2.

Except as expressly modified by this Amendment, all of the provisions of the Original Petition and Petition Amendment No. 1 shall remain in full force and effect and be binding in accordance with their terms.

The Petitioner hereby re-states, as if set forth fully in this Amendment, each of the waivers contained in the Original Petition, including, without limitation, the waivers set forth in Sections 7, 9, 10, and 11 of the Original Petition.

The Petitioner acknowledges and understands that the City and the Board of Directors of the City of Cincinnati, Ohio Energy Special Improvement District, Inc. relied on the Original Petition, Petition Amendment No. 1, and will rely on this Petition Amendment No. 2 in taking actions and expending resources. Therefore, this Petition Amendment No. 2 shall be irrevocable and shall be binding upon the Petitioner, any successors or assigns of the Petitioner, the Property, and any grantees, mortgagees, lessees, or transferees of the Property. The Petitioner acknowledges that it has had an opportunity to be represented by legal counsel in this undertaking and has knowingly waived the rights identified in the Original Petition, as amended hereby.

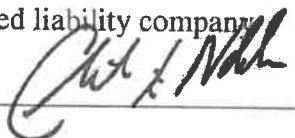
The Petitioner further deposes and states that this Petition Amendment No. 2 and actions provided for herein impose burdens and obligations upon the Property and provide for Special Assessments to be levied upon the Property in accordance with the Petition, and that this Petition Amendment No. 2 is available for inspection at the office of the Clerk of Council of the City.

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IN WITNESS WHEREOF, the Petitioner has caused this petition to be executed by its authorized representative, as set forth below.

PETITIONER:

2347 READING ROAD, LLC,
an Ohio limited liability company

By: 

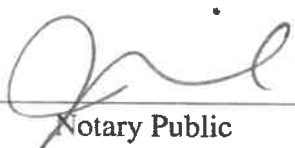
Name: Chinedum Ndukwe

Title: Manager

STATE OF Ohio)
COUNTY OF Hamilton) SS:

On the 23 day of November, ~~2019~~ ²⁰²⁰, Chinedum Ndukwe, the Manager of 2347 READING ROAD, LLC, personally appeared before me and acknowledged that he or she did execute the foregoing Petition on behalf of that limited liability company and that the same was the free act and deed of such officer. The notarial act certified hereby is a jurat. An oath or affirmation was administered to the signer with regard to the notarial act certified to hereby.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal on the day and year aforesaid.


Notary Public

[SEAL]



JILL R. MCGRAIL
Attorney At Law
NOTARY PUBLIC
STATE OF OHIO
My Commission Has
No Expiration Date
Section 147.03 O.R.C.

EXHIBIT B

SECOND AMENDMENT TO PLAN

**SECOND AMENDMENT TO THE CITY OF CINCINNATI, OHIO ENERGY SPECIAL
IMPROVEMENT DISTRICT PROGRAM PLAN SUPPLEMENT TO PLAN FOR 2347
READING ROAD PROJECT**

This Second Amendment to the City of Cincinnati, Ohio Energy Special Improvement District Program Plan Supplement to Plan for 2347 Reading Road Project (this “Plan Amendment No. 2”) is dated as of the date set forth below, and is executed by 2347 Reading Road, LLC, as the owner of real property within the District (the “Owner”) described on Attachment A to the Plan (as defined below) (the “Property”). All capitalized terms used in this Plan Amendment No. 2 when the rules of grammar would not so require and not defined in this Plan Amendment No. 2 shall have the meanings assigned to them in the City of Cincinnati, Ohio Energy Special Improvement District Program Plan Supplement to Plan for 2347 Reading Road Project (the “Original Plan”), as amended by the Amendment to the City of Cincinnati, Ohio Energy Special Improvement District Program Plan Supplement to Plan for 2347 Reading Road Project dated November 1, 2019 (the “Plan Amendment No. 1,” and together with the Original Plan, this Plan Amendment No. 2, and any additional amendments or supplements, the “Plan”).

The City of Cincinnati, Ohio Energy Special Improvement District (the “District”) is administering a property assessed clean energy (“PACE”) program (the “Program”). The Program has provided financing secured by special assessments on real property for special energy improvement projects. Pursuant to Ohio Revised Code Chapter 1710, the Owner authorized, consented to, and on or before October 8, 2018, submitted to the City of Cincinnati, Ohio (the “City”) for approval the Original Plan to provide for the Program’s administration and set forth the terms and conditions of participation in the Program.

As part of the Original Plan, the Owner requested and consented to certain special assessments, as set forth on Attachment B to the Original Plan, to be levied by the City with respect to (the “Property”). The Original Plan also included a detailed description of the Authorized Improvements and a schedule of special assessments to be levied on the Property to pay the costs of certain improvements. On October 31, 2018, the City levied the Special Assessments by its Ordinance No. 344-2018 as requested by the Petitioner under the Original Plan.

After the date of the Original Plan and the date on which the Special Assessments were levied, the financing terms of the Owner’s transaction to finance the Authorized Improvements changed, and the amount of the annual installments of the Special Assessments required adjustment. The Owner therefore submitted the Plan Amendment No. 1 to the City, and on November 14, 2019, the City approved the Plan Amendment No. 1 and modified the Special Assessments as requested in it.

Since the date of the Plan Amendment No. 1 and the date on which the Special Assessments were levied, the financing terms of the Owner's transaction to finance the Authorized Improvements have further changed, and the amount of the annual installments of the Special Assessments require further adjustment.

The Owner therefore hereby respectfully requests that the City approve this Plan Amendment No. 2 and cause the attached **Attachment B** to be attached to and incorporated into the Plan, and to fully replace existing Attachment A and Attachment B to the Plan. Except as expressly modified by this Plan Amendment No. 2, all of the provisions of the Plan shall remain in full force and effect and be binding in accordance with their terms.

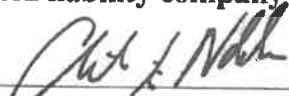
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BY EXECUTING THIS AMENDMENT TO THE PLAN, THE OWNER IDENTIFIED BELOW HEREBY AUTHORIZES AND CONSENTS TO THIS AMENDMENT TO THE PLAN, AND ALL DISTRICT DOCUMENTS (AS DEFINED IN THE PLAN), AND AGREES TO PERFORM THE OBLIGATIONS OF THE OWNER CONTAINED IN THIS AMENDMENT TO THE PLAN.

Date: November 23, 2020

Owner:

2347 READING ROAD, LLC
an Ohio limited liability company

By: 

Name: Chinedum Ndukwe

Title: Manager

PLAN—ATTACHMENT B

**DESCRIPTION OF AUTHORIZED IMPROVEMENTS AND SCHEDULE OF
AMENDED SPECIAL ASSESSMENTS**

The real property owned by 2347 Reading Road, LLC at 2347 Reading Road, Cincinnati, Ohio 45202 is the location at which the special energy improvements described below shall be constructed and installed, and shall exist (the Project). The legal description of the property is set forth on Exhibit A to the Petition, as amended. The property will be subject to special assessments for energy improvements in accordance with Ohio Revised Code Chapter 1710.

The Project is expected to consist of the following energy efficiency elements:

- High-efficiency building envelope and mechanical systems
- High-efficiency elevators
- High-efficiency roofing materials
- High-efficiency windows and doors
- High-efficiency lighting

Total assessment costs—\$6,023,361.12

Estimated average semi-annual special assessments for 28 years: \$107,560.02

Number of semi-annual assessments: 56

First annual installment due: approximately January 31, 2022

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The schedule of Special Assessments for the Project is as follows:

Special Assessment Payment Date*	Special Assessment Payment Amount**
January 31, 2022	\$107,560.02
July 17, 2022	107,560.02
January 31, 2023	107,560.02
July 17, 2023	107,560.02
January 31, 2024	107,560.02
July 17, 2024	107,560.02
January 31, 2025	107,560.02
July 17, 2025	107,560.02
January 31, 2026	107,560.02
July 17, 2026	107,560.02
January 31, 2027	107,560.02
July 17, 2027	107,560.02
January 31, 2028	107,560.02
July 17, 2028	107,560.02
January 31, 2029	107,560.02
July 17, 2029	107,560.02
January 31, 2030	107,560.02
July 17, 2030	107,560.02
January 31, 2031	107,560.02
July 17, 2031	107,560.02
January 31, 2032	107,560.02
July 17, 2032	107,560.02
January 31, 2033	107,560.02
July 17, 2033	107,560.02
January 31, 2034	107,560.02
July 17, 2034	107,560.02
January 31, 2035	107,560.02
July 17, 2035	107,560.02
January 31, 2036	107,560.02
July 17, 2036	107,560.02
January 31, 2037	107,560.02
July 17, 2037	107,560.02
January 31, 2038	107,560.02
July 17, 2038	107,560.02
January 31, 2039	107,560.02
July 17, 2039	107,560.02
January 31, 2040	107,560.02
July 17, 2040	107,560.02
January 31, 2041	107,560.02
July 17, 2041	107,560.02

Special Assessment Payment Date*	Special Assessment Payment Amount**
January 31, 2042	\$107,560.02
July 17, 2042	107,560.02
January 31, 2043	107,560.02
July 17, 2043	107,560.02
January 31, 2044	107,560.02
July 17, 2044	107,560.02
January 31, 2045	107,560.02
July 17, 2045	107,560.02
January 31, 2046	107,560.02
July 17, 2046	107,560.02
January 31, 2047	107,560.02
July 17, 2047	107,560.02
January 31, 2048	107,560.02
July 17, 2048	107,560.02
January 31, 2049	107,560.02
July 17, 2049	107,560.02

* Pursuant to Ohio Revised Code Chapter 323, the Special Assessment Payment Dates identified in this Exhibit B are subject to adjustment under certain conditions.

** Pursuant to Ohio Revised Code Section 727.36, the Hamilton County Auditor may charge and collect a fee in addition to the amounts listed in this Exhibit B.