

EMERGENCY

AWB

City of Cincinnati

An Ordinance No. _____

- 2021

DETERMINING to proceed with the special assessment project at 3634-3638 Madison Road in the City of Cincinnati involving the City of Cincinnati, Ohio Energy Special Improvement District.

WHEREAS, prior to the passage of this ordinance, this Council duly adopted a resolution declaring the necessity of the assessment project at 3634-3638 Madison Road in the City of Cincinnati (the "Resolution of Necessity"), which provides for the levying and collection of special assessments to be assessed on such property sufficient to pay the costs of the Authorized Improvements (as defined in the Resolution of Necessity); and

WHEREAS, all statutory procedural requirements for the imposition of special assessments on the assessed property, including, without limitation, the right to make claims for damages alleged to result from and objections to the Assessment Project (as defined in the Resolution of Necessity), have been waived by the owners of 100% of the affected property; now, therefore,

BE IT ORDAINED by the Council of the City of Cincinnati, State of Ohio:

Section 1. That the recitals hereof are hereby incorporated by reference, and each capitalized term not otherwise defined herein or by reference to another document shall have the meaning assigned to it in the Resolution of Necessity, an unsigned copy of which is attached to this ordinance as Attachment A.

Section 2. That it is hereby determined to proceed with the Assessment Project described in the Resolution of Necessity. The Assessment Project shall be located entirely on the Assessed Property and shall be made in accordance with the provisions of the Resolution of Necessity, the Petition (a copy of which is attached to the Resolution of Necessity), and the plans, specifications, profiles, and estimates of cost previously approved and now on file with the Clerk of Council.

Section 3. That the assessment of the Special Assessments to pay costs of the Assessment Project shall be assessed against the Assessed Property in the manner and in the number of installments provided in the Petition. The Special Assessments shall be assessed against the Assessed Property commencing in tax year 2022 for collection in 2023 and shall continue through tax year 2049 for collection in 2050.

Section 4. That the estimated Special Assessments for costs of the Assessment Project prepared and filed in the office of the Clerk of Council and in the office of the City's Director of Finance, in accordance with the Resolution of Necessity, are hereby adopted.

Section 5. That all contracts for the construction of the Assessment Project will be let in the manner provided by law, subject to the provisions of the Ohio Revised Code and the Standing Assignment Agreement among the City, the Port of Greater Cincinnati Development Authority, and the City of Cincinnati, Ohio Energy Special Improvement District, Inc., and the costs of the Assessment Project shall be financed as provided in the Resolution of Necessity.

Section 6. That in compliance with Ohio Revised Code Section 319.61, the Clerk of Council is hereby directed to deliver a certified copy of this ordinance to the Hamilton County Auditor within fifteen (15) days after the date of passage.

Section 7. That it is hereby found and determined that all formal actions of this Council concerning and relating to the passage of this ordinance were taken in an open meeting of this Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with all legal requirements including Ohio Revised Code Section 121.22.

Section 8. That this ordinance shall be an emergency measure necessary for the preservation of the public peace, health, safety, and general welfare and shall, subject to the

terms of Article II, Section 6 of the Charter, be effective immediately. The reason for the emergency is to ensure that the board of directors of the City of Cincinnati, Ohio Energy Special Improvement District, Inc. may proceed with the Assessment Project as soon as possible so that work thereon may commence or continue without delay.

Passed: _____, 2021

John Cranley, Mayor

Attest: _____
Clerk

ATTACHMENT A

EMERGENCY

Legislative Resolution

RESOLUTION NO. _____ - 2021

DECLARING by legislative resolution the necessity of the special assessment project at 3634-3638 Madison Road in the City of Cincinnati, Ohio involving the City of Cincinnati, Ohio Energy Special Improvement District.

WHEREAS, Ohio Revised Code Section 1710.02(F) provides that a political subdivision that has approved a petition for special assessments for public improvements in a special improvement district pursuant to Ohio Revised Code Chapter 1710 shall levy said special assessments pursuant to Ohio Revised Code Chapter 727; and

WHEREAS, pursuant to Resolution No. 28-2014 passed on April 9, 2014, Council approved the Petition for the Creation of the City of Cincinnati, Ohio Energy Special Improvement District, together with the Articles of Incorporation of the City of Cincinnati, Ohio Energy Special Improvement District, Inc. and, following said approvals by Council, on July 23, 2014, the City of Cincinnati, Ohio Energy Special Improvement District, Inc. (hereinafter, the "ESID") was formed as an ESID and is now duly authorized and operating pursuant to Ohio Revised Code Chapter 1710; and

WHEREAS, Michelene M. Bennett, Ryan C. Schwallie, and Wilburn Realty Limited (collectively, and together with all future owners of the Project Site, as defined below, the "Owner"), as the owner of one hundred percent (100%) of the lots and lands, including air parcels, to be assessed for the improvements described in this Resolution, has executed and filed with this Council a *Petition for Special Assessments for Special Energy Improvement Projects* dated as of January 7, 2021 (the "Petition"), including a *Supplement to Plan for 3634-3638 Madison Road Project* (the "Supplemental Plan"), proposing the necessity of special assessments to pay the costs of special energy improvement projects (as more fully identified in the Petition and Supplemental Plan, the "Authorized Improvements") to be located at 3634-3638 Madison Road in Cincinnati (the "Assessed Property"), and Oakley Crossings Holdings, LLC is the anticipated purchaser of the Assessed Property ("Oakley Crossings"); and

WHEREAS, the Petition and the Supplemental Plan are on file with the Clerk of Council, and copies thereof are attached to this Resolution as Attachment A; and

WHEREAS, in the Petition, the Owner requests and Oakley Crossings consents that the Authorized Improvements be paid for by special assessments assessed upon the Assessed Property (the "Special Assessments") in an amount sufficient to pay the costs of the Authorized Improvements and other related costs of financing the Authorized Improvements, which include, without limitation, the payment of principal of, interest on, and financing, credit enhancement, and issuance expenses related to, any bonds, notes, loans, or other financing provided to pay the costs

of the Authorized Improvements, and requests that the Authorized Improvements be undertaken cooperatively by the City, the ESID, the Owner, and Oakley Crossings in accordance with the Standing Assignment Agreement dated as of February 28, 2017 by and among the City, the Port of Greater Cincinnati Development Authority, and the ESID (the “Standing Assignment Agreement”); and

WHEREAS, in order to provide for the assignment and transfer of the Special Assessments, the ESID has requested that the City execute and deliver an Addendum to the Standing Assignment Agreement substantially in the form now on file with the Clerk of Council; and

WHEREAS, (i) the Special Assessments are conducive to the public health, convenience and welfare of this City and the inhabitants of the City; (ii) the Assessed Property is specially benefited by the Special Assessments; and (iii) the Special Assessments have been petitioned for by the owner of 100% of the Assessed Property; now, therefore,

BE IT RESOLVED by the Council of the City of Cincinnati, State of Ohio:

Section 1. That the recitals hereof are hereby incorporated by reference, and each capitalized term not otherwise defined in this Resolution or by reference to another document shall have the meaning assigned to it in the *Petition for Special Assessments for Special Energy Improvement Projects* dated January 7, 2021 (the “Petition”), which Petition, together with a *Supplement to Plan for 3634-3638 Madison Road Project* (the “Supplemental Plan”), are hereby approved and accepted, and copies of which are attached to this Resolution as Attachment A.

Section 2. That this Council hereby approves and authorizes the City Manager to execute an Addendum to the Standing Assignment Agreement substantially in the form now on file with the Clerk of Council, together with any modifications as may be necessary to effectuate the purpose of the Petition and Ohio Revised Code Chapter 1710, provided that any such modifications shall not, in the judgment of the City Manager, be adverse to the City.

Section 3. That it is hereby declared necessary, and a vital and essential public purpose of the City, to improve the real property located at 3634-3638 Madison Road, Cincinnati, Ohio (the “Assessed Property”), by providing for special energy improvement projects as more fully identified in the Petition and Supplemental Plan (the “Authorized Improvements”) on the Assessed

Property, including any and all costs and expenses in connection with or otherwise related thereto as described in the Petition (collectively, the “Assessment Project”), which Assessment Project is described in the plans, specifications, profiles, and estimates of costs included in the Petition and on file in the office of the Clerk of Council.

Section 4. That the plans and specifications and total cost of the Assessment Project now on file in the office of the Clerk of Council are approved, subject to changes as provided for in the Standing Assignment Agreement among the City, the Port of Greater Cincinnati Development Authority, and the City of Cincinnati, Ohio Energy Special Improvement District, Inc. (the “ESID”), and as permitted by Ohio Revised Code Chapter 727. The Assessment Project shall be made in accordance with the plans, specifications, profiles, and estimates for the Assessment Project.

Section 5. That this Council finds and determines that: (i) the Assessment Project is conducive to the public health, convenience, and welfare of this City and the inhabitants thereof, and that it is an essential and vital public, governmental purpose of the City as a Special Energy Improvement Project as defined in Ohio Revised Code Section 1710.01(I); (ii) the Assessed Property is specially benefited by the Assessment Project; and (iii) the Assessment Project has been petitioned for by the owner of 100% of the Assessed Property. It is hereby determined that the Assessment Project’s elements are so situated in relation to each other that in order to complete the acquisition and improvement of the Assessment Project’s elements in the most practical and economical manner, they should be acquired and improved at the same time, with the same kind of materials, and in the same manner, and that the Assessment Project’s elements shall be treated as a single improvement pursuant to Ohio Revised Code Section 727.09.

Section 6. That pursuant to Ohio Revised Code Section 1710.02(G)(4), Council hereby determines that the Assessment Project is not required to be owned exclusively by the City. Council accordingly hereby authorizes the board of directors of the ESID to act as its agent to sell, transfer, lease, or convey the Assessment Project. The board of directors of the ESID must obtain from any sale, transfer, lease, or conveyance of the Assessment Project any consideration greater than or equal to \$1.00.

Section 7. That the costs of the Assessment Project, as set forth in the Petition, shall be assessed in proportion to the benefits upon the Assessed Property, and the assessment for such purpose (the "Special Assessments") shall be assessed and paid as specified in the Petition. The portion of the costs of the Assessment Project allocable to the City will be 0%. The City does not intend to issue securities in anticipation of the levy of the Special Assessments.

Section 8. That the City's Finance Director and/or her designee is authorized to cause to be prepared and filed in the office of the Clerk of Council the estimated Special Assessments and the cost of the Assessment Project in accordance with the method of assessment set forth in the Petition and this Resolution.

Section 9. That the Special Assessments shall be levied and paid in fifty-six (56) semi-annual installments pursuant to the list of estimated Special Assessments set forth in the Petition. The Owner and Oakley Crossings have waived the right to pay the Special Assessment in cash within thirty (30) days after the first publication of the notice of the assessing ordinance.

Section 10. That the Owner and Oakley Crossings have waived notice of the adoption of this Resolution and the filing of the estimated Special Assessments upon the filing of the estimated Special Assessments with the Clerk of Council under Ohio Revised Code Section 727.13.

Section 11. That pursuant to and subject to the provisions of a valid Petition signed by the Owner, as the owner of one hundred percent (100%) of the Assessed Property, and consented to by Oakley Crossings, as the anticipated purchaser of the Assessed Property, which Petition is hereby accepted, the entire cost of the Assessment Project, which shall be located entirely on the Assessed Property, shall be paid by the Special Assessments levied against the Assessed Property, which is the benefited property.

Section 12. That this Council hereby accepts and approves the waivers contained in the Petition of all further notices, hearings, claims for damages, rights to appeal and other rights of property owners under the law, including, but not limited to, those specified in the Ohio Constitution, Ohio Revised Code Chapter 727, Ohio Revised Code Chapter 1710, and the Charter of the City of Cincinnati, Ohio, and consents to the immediate imposition of the Special Assessments upon the Assessed Property.

Section 13. That the City's Finance Director and/or her designee is authorized, pursuant to Ohio Revised Code Section 727.12, to cause the Special Assessments to be levied and collected at the earliest possible time including, if applicable, prior to the completion of the acquisition and construction of the Assessment Project.

Section 14. That it is hereby found and determined that all formal actions of this Council concerning and relating to the passage of this Resolution were adopted in an open meeting of this Council, and that all deliberations of this Council and any of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Ohio Revised Code Section 121.22.

Section 15. That this resolution shall be an emergency measure necessary for the preservation of the public peace, health, safety, and general welfare and shall, subject to the terms

of Article II, Section 6 of the Charter, be effective immediately. The reason for the emergency is to ensure that the board of directors of the ESID may proceed with the Assessment Project as soon as possible so that work thereon may commence or continue without delay.

Passed: _____, 2021

John Cranley, Mayor

Attest: _____
Clerk

ATTACHMENT A

RESOLUTION OF NECESSITY

[See Attached]

**PETITION FOR SPECIAL ASSESSMENTS FOR
SPECIAL ENERGY IMPROVEMENT PROJECTS**

A 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

The undersigned are collectively the owners (collectively, the "Petitioners") are the owners of 100% of the property described on **Exhibit A** attached to this Petition (the "Property"). Oakley Crossings Holdings, LLC, a Delaware limited liability is the anticipated purchaser of the Property (the "Anticipated Purchaser"), and, following its acquisition of the Property, will implement special energy improvement projects on the Property (the "Authorized Improvements," as further described in **Exhibit B**).

The Board of Directors of the City of Cincinnati, Ohio Energy Special Improvement District, Inc. (the "Corporation"), an Ohio nonprofit corporation formed to govern the City of Cincinnati, Ohio Energy Special Improvement District (the "District"), created within the boundaries of the City of Cincinnati, Ohio (the "City") has approved a plan (the "Program Plan") for the purpose of developing and implementing special energy improvement projects, as defined in Ohio Revised Code Section 1710.01(I). The Program Plan is attached to this Petition as **Exhibit C**.

Pursuant to the Program Plan, the Corporation has caused special energy improvement projects to be provided from time to time. In accordance with Ohio Revised Code Chapter 1710 and the Program Plan, the Program Plan may be amended from time to time by supplemental plans (the "Supplemental Plans") (the Program Plan and every Supplemental Plan together constituting the "Plan") to provide for additional special energy improvement projects, and the District may be enlarged from time to time to include additional property so long as at least one special energy improvement project is designated for each parcel of real property within the additional territory added to the District.

The Board of Directors of the Corporation has received the Supplemental Plan attached to this Petition as **Exhibit B**, including the description of the Authorized Improvements, and related materials in support of the expansion of the District to include the Property.

As required by Ohio Revised Code Section 1710.02, the Petitioners, as the owners of the Property, being 100% of the area proposed to be added to the District and 100% of the area proposed to be assessed for the Authorized Improvements, hereby (a) petition the City Council to (i) approve the addition of the Property to the District and (ii) approve an amendment and supplement to the Plan by the Supplemental Plan to include the Authorized Improvements and

(b) request that (i) Authorized Improvements be undertaken by the District, and (ii) the total cost of those Authorized Improvements be assessed on the Property in proportion to the special benefits that will result from the Authorized Improvements.

In connection with this Petition and in furtherance of its purposes, the Petitioners acknowledge that they each have reviewed or caused to be reviewed (i) the Plan and the Supplemental Plan, (ii) the plans, specifications and profiles for the Authorized Improvements, (iii) the estimate of cost for the Authorized Improvements included in **Exhibit B** and (iv) the schedule of estimated special assessments to be levied for the Authorized Improvements also included in **Exhibit B**. The Petitioners acknowledge that the estimated special assessment for each parcel is in proportion to the benefits that may result from the financing of the Authorized Improvements.

Accordingly, the Petitioners hereby petition for the construction of the Authorized Improvements identified in this Petition and the Supplemental Plan attached to this Petition as **Exhibit B**, as authorized under Ohio Revised Code Chapter 1710, and for the imposition of the special assessments identified in this Petition and authorized under Ohio Revised Code Chapters 727 and 1710 (the "Special Assessments") to pay the costs of the Authorized Improvements.

In consideration of the City's acceptance of this Petition and the imposition of the requested Special Assessments, the Petitioners consent and agree that the Property as identified in **Exhibit A** shall be assessed for all of the costs of the Authorized Improvements, including any and all architectural, engineering, legal, insurance, consulting, energy auditing, planning, acquisition, installation, construction, survey, testing and inspection costs; the amount of any damages resulting from the Authorized Improvements and the interest on such damages amount; the costs incurred in connection with the preparation, levy and collection of the special assessments; the cost of purchasing and otherwise acquiring any real estate or interests in real estate; expenses of legal services; costs of labor and material; trustee fees and other financing costs incurred in connection with the issuance, sale, and servicing of securities to pay costs of the Authorized Improvements in anticipation of the receipt of the special assessments, capitalized interest on, and financing reserve funds for, such securities or other obligations; and any program administration fees or financing servicing fees; together with all other necessary expenditures. The Petitioners agree to pay the Special Assessments in a timely manner whether or not the Petitioners receive annual and timely notices of the Special Assessments.

Notwithstanding anything to the contrary contained herein, in the event that at any time following the date of this Petition the Property is combined or subdivided into permanent parcels in the records of the County Auditor of Hamilton County, Ohio (the "County Auditor"), the Petitioners and the Anticipated Purchaser hereby request that the Special Assessments be allocated only to the resulting parcels which will be improved with the approximately 11,000 square foot retail building into which the Authorized Improvements will be incorporated (the "Assessed Parcels"). The allocation among any resulting Assessed Parcels shall be made such that any Assessed Parcel or Assessed Parcels on which the approximately 11,000 square foot retail building into which the Authorized Improvements will be incorporated (the "Assessed Building") shall be allocated a total of 100% of the Special Assessments. If the Property is combined or subdivided such that more than one Assessed Parcel is to receive an allocation of

the Special Assessments, the Special Assessments to be allocated to those Assessed Parcels shall be allocated among them in proportion to the total square feet of improvements on each such Assessed Parcel divided by the total square feet of improvements on all such Assessed Parcels. The Petitioners hereby certify, represent, and warrant to the District and the City that the portion of the Special Assessments allocated to each resulting Assessed Parcel, as described above, will cause each resulting Assessed Parcel to have Special Assessments allocated to it in proportion to, and not in excess of, the special benefits to be conferred on the resulting parcel or resulting parcels by the Authorized Improvements. Immediately upon any subdivision of the Property, (i) any reference to the Property contained in this Petition shall be deemed to be a reference to all of the Assessed Parcels; and (ii) the legal description of the Assessed Parcels shall be deemed to replace the legal description of the Property set forth in **Exhibit A**.

In consideration of the Authorized Improvements, each of the Petitioners, for itself and its grantees and other successors with respect to the Property, agrees to pay promptly all Special Assessments as they become due, and agrees that the determination by Council of the Special Assessments in accordance with the terms hereof will be final, conclusive and binding upon the Petitioner and the Property. In further consideration of the Authorized Improvements, each of the Petitioners covenants and agrees to disclose, upon the transfer of the Property or any portion of the Property to be assessed for the actual costs of the Authorized Improvements set forth in **Exhibit B**, in the deed to the transferee or in a separate instrument recorded with respect to the Property the existence of any outstanding Special Assessment for the Authorized Improvements and to require that transferee covenant to disclose the existence of any outstanding Special Assessment for the Authorized Improvements in any subsequent deed or in a separate instrument recorded with respect to the Property at the time of the subsequent transfer so long as the Special Assessments remain unpaid. As a condition to each subsequent transfer while the Special Assessments remain unpaid, each of the Petitioners further covenants and agrees to provide expressly in the deed to any transferee or in a separate instrument recorded with respect to the Property at the time of the subsequent transfer (i) for the acquisition by the transferee of the Property subject to any outstanding Special Assessment and the transferee's assumption of responsibility for payment thereof and for waiver by the transferee of any rights that the Petitioners have waived pursuant to this Petition, and (ii) the requirement that each transferee from time to time of the Property covenant to include in the deed to any subsequent transferee or in a separate instrument recorded with respect to the Property at the time of the subsequent transfer the conditions described in clause (i) so long as the Special Assessments remain unpaid.

The Petitioners further acknowledge and confirm that the Special Assessments set forth in this Petition and in **Exhibit B** are in proportion to, and do not exceed, the special benefits to be conferred on the Property by the financing of the Authorized Improvements. The Petitioners further consent to the levying of the Special Assessment against the Property by the Council. The Petitioners acknowledge that these Special Assessments are fair, just and equitable and being imposed at the Petitioners' specific request.

The Petitioners hereby waive notice and publication of all resolutions, legal notices and hearings provided for in the Ohio Revised Code with respect to the Authorized Improvements and the Special Assessments, particularly those in Ohio Revised Code Chapters 727 and 1710, and consent to proceeding with the Authorized Improvements. Without limiting the foregoing,

the Petitioners specifically waive any notices and rights under the following Ohio Revised Code Sections:

- The right to notice of the adoption of the Resolution of Necessity under Ohio Revised Code Sections 727.13 and 727.14;
- The right to limit the amount of the Special Assessments under Ohio Revised Code Sections 727.03 and 727.06, including the right to consider the Special Assessments authorized by this Petition within the limitations contained in Ohio Revised Code Sections 727.03 and 727.06 applicable to the Special Assessments and any other special assessments properly levied now or in the future;
- The right to file an objection to the Special Assessments under Ohio Revised Code Section 727.15;
- The right to the establishment of, and any proceedings by and any notice from an Assessment Equalization Board under Ohio Revised Code Sections 727.16 and 727.17;
- The right to file any claim for damages under Ohio Revised Code Sections 727.18 through 727.22 and Ohio Revised Code Section 727.43;
- The right to notice that bids or quotations for the Authorized Improvements may exceed estimates by 15%;
- The right to seek a deferral of payments of Special Assessments under Ohio Revised Code Section 727.251; and
- The right to notice of the passage of the Assessing Ordinance under Ohio Revised Code Section 727.26.

The Petitioners, in accordance with Ohio Revised Code Section 1710.02(A), further agree that the Property may be included in more than one district formed under Ohio Revised Code Chapter 1710. The Petitioners further agree not to take any actions, or cause to be taken any actions, to place any of the Property in an agricultural district as provided for in Ohio Revised Code Chapter 929, and if any of the Property is in an agricultural district, the Petitioners, in accordance with Ohio Revised Code Section 929.03, hereby grant permission to collect any Special Assessments levied against such Property.

The Petitioners further agree and consent to the Council promptly proceeding with all actions necessary to facilitate the acquisition, installation, equipment, and improvement of the Authorized Improvements and to impose the Special Assessments.

The Petitioners acknowledge that the Special Assessments set forth in this Petition and in the Exhibits to this Petition are based upon an estimate of costs, and that the final Special Assessments shall be calculated in the same manner, which, regardless of any statutory limitation on the Special Assessments, may be more or less than the respective estimated Special Assessments for the Authorized Improvements. In the event the final assessments exceed the estimated assessments, the Petitioners, without limitation of the other waivers contained in this Petition, also waives any rights it may now or in the future have to object to those assessments, any notice provided for in Ohio Revised Code Chapters 727 and 1710, and any rights of appeal provided for in such Chapters or otherwise. The Petitioners further acknowledge and represent that the respective final assessments may be levied at such time as determined by the City and

regardless of whether or not any of the parts or portions of the Authorized Improvements have been completed.

The Petitioners further acknowledge that the final Special Assessments for the Authorized Improvements, when levied against the Property, will be payable in cash within thirty (30) days from the date of passage of the ordinance confirming and levying the final assessments and that if any of such assessments are not paid in cash they will be certified to the Auditor of the County, as provided by law, to be placed on the tax list and duplicate and collected as other taxes are collected. Notwithstanding the foregoing, however, the Petitioners hereby waive the right to pay the final assessments for the Authorized Improvements in cash within thirty (30) days from the passage of the ordinance confirming and levying the final assessments and requests that the unpaid final assessments for the Authorized Improvements shall be payable in fifty-six (56) semi-annual installments.

Pursuant to Ohio Revised Code Section 1710.03(C), the Petitioners hereby appoint as its designee to carry out the rights and responsibilities of District members under Ohio Revised Code Chapter 1710 such representative as may be duly appointed by the Petitioners from time to time, which designation shall not expire unless and until Petitioners shall notify the Secretary of the District that said designation is no longer in effect or that Petitioners have made a new designation to replace said designation.

The Petitioners further waive any and all questions as to the constitutionality of the laws under which the Authorized Improvements shall be acquired, installed, or constructed or the proceedings relating to the acquisition, installation, or construction of the Authorized Improvements, the jurisdiction of the City acting in connection with the acquisition, installation, or construction of the Authorized Improvements, all irregularities, errors and defects, if any, procedural or otherwise, in the levying of the assessments or the undertaking of the Authorized Improvements, and specifically waives any and all rights of appeal, including any right of appeal as provided in Ohio Revised Code Title 7, and specifically but without limitation, Ohio Revised Code Chapters 727 and 1710, as well as all such similar rights under the Constitution of the State of Ohio and the Charter of the City of Cincinnati, Ohio. The Petitioners represent that they will not contest, in a judicial or administrative proceeding, the undertaking of the Authorized Improvements, the estimated assessments, the final assessments, and any Special Assessments levied against the Property for the Authorized Improvements, or any other matters related to the foregoing.

The Petitioners acknowledge and understand that the City and the Corporation will be relying upon this Petition in taking actions pursuant to it and expending resources. This Petition therefore shall be irrevocable and shall be binding upon the Petitioners, any successors or assigns of the Petitioners, the Property, and any grantees, mortgagees, lessees, or transferees of the Property. The Petitioners acknowledge that they have had an opportunity to be represented by legal counsel in this undertaking and has knowingly waived the rights identified in this Petition.

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IN WITNESS WHEREOF, the Petitioners have caused this petition to be executed by their respective undersigned duly authorized signatories.

The undersigned is the Petitioner with respect to portion of Property having Hamilton County Parcel ID Number 051-0002-0142-00 and located at the commonly used mailing address 3634 Madison Road, Cincinnati, Ohio.

MICHELENE M. BENNETT

Mich Bennett nka Benn
(Signature)

Address for notices to Petitioner:

Michlene M. Bennett

1771 Woodpine Lane
(Street Address)

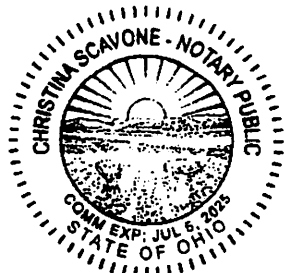
Cincinnati, OH 45255
(City, State ZIP)

STATE OF Ohio)
) SS:
COUNTY OF Hamilton)

On the 8 day of January, 2020, Michlene Bennett, personally appeared before me, a notary public in and for the state and county stated above, who acknowledged the execution of the foregoing Petition and that the same was the free act and deed of such signer. 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.

[SEAL]




Christina Scavone
Notary Public

IN WITNESS WHEREOF, the Petitioners have caused this petition to be executed by their respective undersigned duly authorized signatories.

The undersigned is the Petitioner with respect to portion of Property having Hamilton County Parcel ID Number 051-0002-0143-00 and located at the commonly used mailing address 3636 Madison Road, Cincinnati, Ohio.

RYAN C. SCHWALLIE



(Signature)

Address for notices to Petitioner:

Ryan C. Scwallie

3636 Madison Rd
(Street Address)

CINCINNATI, OH 45209
(City, State ZIP)

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

On the 07 day of JANUARY 2021, 2020, Ryan C. Schwallie personally appeared before me, a notary public in and for the state and county stated above, who acknowledged the execution of the foregoing Petition and that the same was the free act and deed of such signer. 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.



ARTHUR A. VOLMER
Notary Public, State of Ohio
My Commission Expires
July 23, 2024



Notary Public

IN WITNESS WHEREOF, the Petitioners have caused this petition to be executed by their respective undersigned duly authorized signatories.

The undersigned is the Petitioner with respect to portion of Property having Hamilton County Parcel ID Number 051-0002-0144-00 and located at the commonly used mailing address 3638 Madison Road, Cincinnati, Ohio.

WILBURN REALTY LIMITED

By: [Handwritten Signature]
(Signature)

Name: Michael Scicolone

Title: President

Address for notices to Petitioner:

Wilburn Realty Limited

(Street Address)

2622 Streamside Court
Cincinnati, Ohio 45230

(City, State ZIP)

STATE OF Ohio)
)
COUNTY OF Hamilton) SS:

On the 7 day of January, 2020, Michael Scicolone, the President of Wilburn Realty Limited personally appeared before me, a notary public in and for the state and county stated above, who acknowledged the execution of the foregoing Petition and that the same was the free act and deed of such officer and such limited liability company. 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.

[SEAL]



[Handwritten Signature]
Notary Public April 7/5/2025

IN WITNESS WHEREOF, Oakley Crossings Holdings, LLC, in anticipation of being the successor in interest of the Petitioners in the Property, hereby consents to the filing of the Petition with the City, confirms all of the information in this Petition, and agrees to perform the obligations of the Petitioner sat such times as it takes ownership of all or any portion the Property.

OAKLEY CROSSINGS HOLDINGS, LLC

Authorized Signatory

By: *Christopher R. Hildebrandt*
Name: *Christopher R. Hildebrandt*
Title: *MANAGER*

Address for notices to Petitioner:

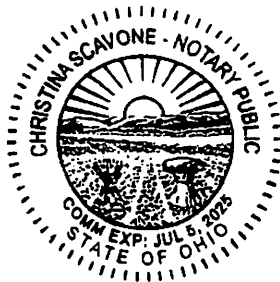
Oakley Crossings Holdings, LLC
8600 Governor’s Hill Drive, Ste. 160
Cincinnati, Ohio 45249
Attention: Christopher Hildebrandt

STATE OF *Ohio*)
) SS:
COUNTY OF *Hamilton*)

On the *8* day of *January*, 2020, *Christopher Hildebrandt*, as the *manager* of Oakley Crossings Holdings, LLC, personally appeared before me, a notary public in and for the state and county stated above, who acknowledged the execution of the foregoing Petition on behalf of Oakley Crossings Holdings, LLC and that the same was the free act and deed of such officer and of such limited liability company. 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.

[SEAL]



Christina Scavone
Notary Public

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

The real property subject to this Petition is located at the commonly used mailing address 3634-3638 Madison Road, Cincinnati, Ohio, having Hamilton County Auditor Parcel ID Nos. 051-0002-0142-00, 051-0002-0143-00, and 051-0002-0144-00, and the following legal descriptions:

Parcel 051-0002-142-00:

Situate in the City of Cincinnati and in Section 22, Township 4, Fractional Range 2 of the Miami Purchase, Columbia Township, Hamilton County, Ohio, and being part of Lot Number 4 as shown on the Plat in Partition of the Everson Estate as made in Case No. 98,500 in the Common Pleas Court, Hamilton County, Ohio, and more particularly described as follows:

Beginning at a point in the northwesterly line of Madison Road North 59 deg. 31' East, 715 feet from an iron rod at the intersection of said northwesterly line with the west line of said Lot No. 4; thence North 59 deg. 31' East along said northwesterly line of Madison Road 40 feet; thence North 30 deg. 29' West, 105 feet; thence South 59 deg. 31' West, 40 feet; thence South 30 deg. 29' East, 105 feet to the place of beginning.

Parcel 051-0002-0143-00:

The following described real estate located in Hamilton County, Ohio:

Situated in the County of Hamilton, in the State of Ohio and in the City of Cincinnati:

Situated in Section 22, Township 4, Fractional Range 2, Miami Purchase, and in the City of Cincinnati, Hamilton County, State of Ohio, and being a part of Lot No. Four (4) on the plat in partition of the Everson Estate made in Case 98500, Hamilton County, Ohio, Common Pleas Court.

Beginning at a point in the Northwesterly line of Madison Road, North 59 degrees 31' East, 755 feet from an iron rod at the intersection of said Northwesterly line with the West line of said Lot No. Four (4), thence North 59 degrees 31' East, along said Northwesterly line of Madison Road, 40 feet; thence North 30 degrees 29' West, 105 feet; thence South 59 degrees 31' West, 40 feet; thence South 30 degrees 29' East, 105 feet to the place of Beginning.

Parcel No: 051-0002-0143-00

Parcel 051-0002-0144-00

SITUATE IN THE CITY OF CINCINNATI AND IN SECTION 22, TOWNSHIP 4, PRACTIONAL RANGE 2 OF THE MIAMI PURCHASE, COLUMBIA TOWNSHIP, HAMILTON COUNTY, OHIO AND BEING PART OF LOT NO. 4 ON THE PLAT OF PARTITION OF THE EVERSON ESTATE MADE IN CASE NO. 98500, COMMON PLEASE COURT, HAMILTON COUNTY, OHIO AND MORE PARTICULARLY BEING DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE NORTHWESTERLY LINE OF MADISON ROAD, NORTH 59 DEGREES 31' EAST 795 FEET FROM AN IRON ROD AT THE INTERSECTION OF SAID NORTHWESTERLY LINE WITH THE WEST LINE OF SAID LOT NO. 4; THENCE NORTH 59 DEGREES 31' EAST ALONG THE NORTHWESTERLY LINE OF MADISON ROAD, 40 FEET; THENCE NORTH 40 DEGREES 29' WEST 105 FEET; THENCE SOUTH 59 DEGREES 31' WEST 40 FEET; THENCE SOUTH 30 DEGREES 29' EAST 105 FEET TO THE PLACE OF BEGINNING.

SUBJECT TO ANY EASEMENTS AND RESTRICTIONS OF RECORD, IF ANY.

PARCEL # 051-0002-0144-00

4/

DESCRIPTION ACCEPTABLE
HAMILTON COUNTY ENGINEER

Tax Map - 6/29/7 *[Signature]*

CAGIS - _____

EXHIBIT B

**CITY OF CINCINNATI, OHIO ENERGY SPECIAL IMPROVEMENT DISTRICT
PROGRAM PLAN**

SUPPLEMENT TO PLAN FOR 3634-3638 MADISON ROAD PROJECT

As more fully provided by the City of Cincinnati, Ohio Special Improvement District Program Plan (together with all previously approved supplemental plans, the "Plan"), the City of Cincinnati, Ohio Energy Special Improvement District (the "District") has undertaken the administration of a property assessed clean energy ("PACE") program (the "Program"). The Program will provide financing secured by special assessments on real property for special energy improvement projects.

Through a Petition submitted in connection with this Supplemental Plan, the undersigned (the "Property Owners") have requested and consented to certain special assessments by the District with respect to certain real property owned by the Property Owners and located at 3634-3638 Madison Road, Cincinnati, Ohio, having Hamilton County Auditor Parcel ID Nos. 051-0002-0142-00, 051-0002-0143-00, and 051-0002-0144-00 (the "Property"). A schedule for special assessments to be assessed against the Property to pay the costs of the Authorized Improvements is attached hereto as Attachment A.

Initially the special assessments shall be allocated among the parcels (each an "Original Parcel" and, collectively, the "Original Parcels") constituting the Property as follows:

In the event that at any time following the date of this Supplemental Plan the Property or any parcel contained in the Property is combined or subdivided into permanent parcels in the records of the County Auditor of Hamilton County, Ohio (the "County Auditor"), then the Property Owners hereby request that the Special Assessments be allocated among only the resulting parcels which will be improved with the approximately 11,000 square foot retail building into which the Authorized Improvements will be incorporated (the "Assessed Parcels"). No Special Assessments shall be allocated to any resulting parcels which will not have any portion of the approximately 11,000 square foot retail building constructed thereon (the "Non-Assessed Parcels"). The allocation among any resulting Assessed Parcels shall be made such that the Assessed Parcel or Assessed Parcels on which the approximately 11,000 square foot retail building is constructed and into which the Authorized Improvements will be incorporated (the "Assessed Building") shall be allocated a combined total of 100% of the Special Assessments. If the Property is combined or subdivided such that more than one Assessed Parcel is to receive an allocation of the Special Assessments in the percentage stated above, the Special Assessments to be allocated to those Assessed Parcels shall be allocated among them in proportion to the total square feet of improvements on each such Assessed Parcel divided by the total square feet of improvements on all such Assessed Parcels. The Property Owners hereby certify, represent, and warrant to the District and the City that the portion of the Special Assessments allocated to each resulting Assessed Parcel, and the fact that no Special Assessments will be allocated to any resulting Non-Assessed Parcel, all as described above, will cause each resulting Assessed Parcel

to have Special Assessments allocated to it in proportion to, and not in excess of, the special benefits to be conferred on the resulting parcel or resulting parcels by the Authorized Improvements identified in this Supplemental Plan.

The Authorized Improvements applicable to the Property will include energy efficiency electrical systems, HVAC improvements, lighting, building envelope improvements and related improvements. As required by Ohio Revised Code Section 1710.01(K), said Authorized Improvements are anticipated to reduce or support the reduction of energy consumption, allow for reduction in demand, or support the production of clean, renewable energy. A detailed description of the Authorized Improvements is attached to this Supplemental Plan as Attachment B. The Property Owners hereby acknowledge and agree that the special benefit to be provided to the Property under this Supplemental Plan is the consummation of the financing to pay, finance, and refinance costs of the Authorized Improvements, which shall be conferred immediately upon the consummation of the financing, and that the benefits are in proportion to and do not exceed the amount of the Special Assessments to be levied to pay the costs of the financing.

The Property Owners will cause this Supplemental Plan promptly to be filed with the Board of Directors of the District and with the Clerk of the City Council of Cincinnati, Ohio.

The undersigned owners of real property to be located within the District acknowledge that the District is subject to Ohio public records laws, including Ohio Revised Code Section 149.43 *et seq.* The undersigned property owners agree to the disclosure of certain property owner information by the District to the extent required by law.

BY EXECUTING THIS SUPPLEMENTAL PLAN, THE PROPERTY OWNERS IDENTIFIED BELOW HEREBY AUTHORIZE AND CONSENT TO THIS SUPPLEMENTAL PLAN, AND ALL DISTRICT DOCUMENTS (AS DEFINED IN THE PLAN) AND AGREE TO PERFORM THE OBLIGATIONS OF THE PROPERTY OWNERS CONTAINED IN THIS SUPPLEMENTAL PLAN.

The undersigned is the Property Owner with respect to portion of Property having Hamilton County Parcel ID Number 051-0002-0142-00 and located at the commonly used mailing address 3634 Madison Road, Cincinnati, Ohio.

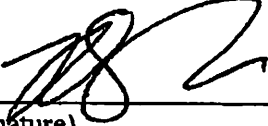
MICHELENE M. BENNETT


(Signature)

BY EXECUTING THIS SUPPLEMENTAL PLAN, THE PROPERTY OWNERS IDENTIFIED BELOW HEREBY AUTHORIZE AND CONSENT TO THIS SUPPLEMENTAL PLAN, AND ALL DISTRICT DOCUMENTS (AS DEFINED IN THE PLAN) AND AGREE TO PERFORM THE OBLIGATIONS OF THE PROPERTY OWNERS CONTAINED IN THIS SUPPLEMENTAL PLAN.

The undersigned is the Property Owner with respect to portion of Property having Hamilton County Parcel ID Number 051-0002-0143-00 and located at the commonly used mailing address 3636 Madison Road, Cincinnati, Ohio.

RYAN C. SCHWALLIE

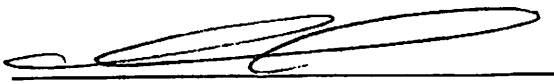


(Signature)

BY EXECUTING THIS SUPPLEMENTAL PLAN, THE PROPERTY OWNERS IDENTIFIED BELOW HEREBY AUTHORIZE AND CONSENT TO THIS SUPPLEMENTAL PLAN, AND ALL DISTRICT DOCUMENTS (AS DEFINED IN THE PLAN) AND AGREE TO PERFORM THE OBLIGATIONS OF THE PROPERTY OWNERS CONTAINED IN THIS SUPPLEMENTAL PLAN.

The undersigned is the Property Owner with respect to portion of Property having Hamilton County Parcel ID Number 051-0002-0144-00 and located at the commonly used mailing address 3638 Madison Road, Cincinnati, Ohio.

WILBURN REALTY LIMITED

By: 
(Signature)

Name: Michael Scorsone

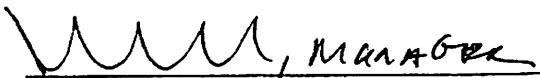
Title: President

BY EXECUTING THIS SUPPLEMENTAL PLAN, THE PROPERTY OWNERS IDENTIFIED BELOW HEREBY AUTHORIZE AND CONSENT TO THIS SUPPLEMENTAL PLAN, AND ALL DISTRICT DOCUMENTS (AS DEFINED IN THE PLAN) AND AGREE TO PERFORM THE OBLIGATIONS OF THE PROPERTY OWNERS CONTAINED IN THIS SUPPLEMENTAL PLAN.

Oakley Crossings Holdings, LLC, in anticipation of being the successor in interest of the Property Owners in the Property, hereby consents to the filing of the Supplemental Plan with the City, confirms all of the information in this Supplemental Plan, and agrees to perform the obligations of the Property Owners at such times as it takes ownership of all or any portion of the Property.

OAKLEY CROSSINGS HOLDINGS, LLC

Authorized Signatory

By:  MANAGER
Name: Christopher R. Hildebrant
Title: MANAGER

Address for notices to Petitioner:

Oakley Crossings Holdings, LLC
8600 Governor's Hill Drive, Ste. 160
Cincinnati, Ohio 45249
Attention: Christopher Hildebrant

Description of Real Property Subject to this Supplemental Plan:

The real property subject to this Petition is located at the commonly used mailing 3634-3646 Madison Road, Cincinnati, Ohio, having Hamilton County Auditor Parcel ID No[s]. [051-0002-0142-00], [051-0002-0143-00], and [051-0002-0144-00].

SUPPLEMENTAL PLAN—ATTACHMENT A

Schedule of Special Assessments

The Property will be subject to special assessments for the Authorized Improvements in accordance with Ohio Revised Code Chapter 1710.

Total assessment costs:	\$3,755,431.68
Estimated semi-annual special assessments for 28 years:	\$67,061.28
Number of semi-annual assessments:	56
First semi-annual installment due:	January 31, 2023

The schedule of Special Assessments for the Authorized Improvements is as follows:

Special Assessment Payment Date ¹	Total Special Assessment Installment Amount ²	Special Assessment Installment Amount for Parcel ID No. 051-0002-0142	Special Assessment Installment Amount for Parcel ID No. 051-0002-0143	Special Assessment Installment Amount for Parcel ID No. 051-0002-0144
1/31/2023	\$67,061.28	\$22,123.32	\$22,123.32	\$22,814.64
7/31/2023	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2024	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2024	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2025	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2025	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2026	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2026	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2027	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2027	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2028	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2028	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2029	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2029	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2030	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2030	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2031	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2031	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2032	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2032	67,061.28	22,123.32	22,123.32	22,814.64

¹ Pursuant to Ohio Revised Code Chapter 323, the Special Assessment Payment Dates identified herein are subject to adjustment under certain conditions.

² 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 Attachment A.

Special Assessment Payment Date ¹	Total Special Assessment Installment Amount ²	Special Assessment Installment Amount for Parcel ID. No. 051-0002-0142	Special Assessment Installment Amount for Parcel ID No. 051-0002-0143	Special Assessment Installment Amount for Parcel ID No. 051-0002-0144
1/31/2033	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2033	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2034	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2034	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2035	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2035	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2036	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2036	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2037	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2037	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2038	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2038	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2039	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2039	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2040	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2040	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2041	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2041	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2042	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2042	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2043	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2043	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2044	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2044	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2045	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2045	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2046	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2046	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2047	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2047	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2048	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2048	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2049	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2049	67,061.28	22,123.32	22,123.32	22,814.64
1/31/2050	67,061.28	22,123.32	22,123.32	22,814.64
7/31/2050	67,061.28	22,123.32	22,123.32	22,814.64

SUPPLEMENTAL PLAN—ATTACHMENT B

Description of Authorized Improvements

The Authorized Improvements are expected to consist of the following energy efficiency elements:

Energy Project Name: Oakley Crossings Holdings, LLC Parcel ID: 051-0002-0140-00 (plus 10 others) County/State: Hamilton/Ohio						
	Improvement Description	Useful Life	Contractor	Improvement Cost (\$)	Baseline Energy Cost (\$)	Projected Energy Savings (\$)
1	Building Envelope	30	Morelia Group	\$1,256,380		See Envelope COMcheck
2	High Efficiency Rooftop Units	20	Morelia Group	\$176,493		See Mechanical COMcheck
3	High Efficiency Lighting	15	Bockrath	\$110,347		See Lighting COMcheck
4	Soft Costs	N/A		\$228,626	N/A	N/A
5						
6						
TOTALS:				\$1,771,846		

EXHIBIT C

**CITY OF CINCINNATI, OHIO ENERGY SPECIAL IMPROVEMENT DISTRICT
PROGRAM PLAN**

[See Attached]

**CITY OF CINCINNATI, OHIO ENERGY SPECIAL IMPROVEMENT DISTRICT
PROGRAM PLAN**

The City of Cincinnati, Ohio Energy Special Improvement District (the "District") will administer a property assessed clean energy ("PACE") program (the "Program"). The Program will provide financing secured by special assessments on real property for special energy improvement projects. The District authorizes and adopts this plan for the Program (as the same may be amended and supplemented from time to time as provided herein, the "Plan") to provide for the Program's administration and to set forth the terms and conditions of participation in the Program. The Port of Greater Cincinnati Development Authority, as the initial property owner owning real property within the District, as well as in its capacity as a party with interests aligned with the City of Cincinnati (the "City") with respect to the formation of the District, authorizes and consents to this Plan.

The District is established pursuant to the special energy improvement district provisions of Chapter 1710 of the Ohio Revised Code. This Plan refers to Chapter 1710 and any and all future amendments to the special energy improvement district provisions of Chapter 1710 as the "Act." Any specific statutory reference contained in this Plan shall also refer to any succeeding or amending statutory provision.

Participation in the District's Program is limited to property owners who have agreed to add their property to the District and who otherwise meet the Program's terms and conditions. These terms and conditions are addressed in this Plan, and include, without limitation, an application, a petition, a schedule of assessments to be made on included property ("Assessment Schedule"), and the governing documents forming the District. The District's governing documents include its Articles of Incorporation, Code of Regulations, resolutions duly adopted by the board of directors of the District, and the applicable resolutions and ordinances of the participating political subdivision where the real property is located (collectively, the "Governing Documents"). As a condition to participation in the District and the Program, each property owner must review and agree to the Governing Documents and further must review, agree to, and execute this Plan, an application, a petition, and an Assessment Schedule. The Governing Documents, this Plan, the applications, the petitions, and the Assessment Schedules are referred to herein collectively as the "District Documents."

The District Documents establish the terms and conditions of the Program. The Program terms and conditions may be amended from time to time as described in Part X of this Plan. By agreeing to and executing the District Documents, each property owner consents to the terms and conditions of all District Documents.

I. Purpose of the Program

The Program is intended to assist property owners, whether private or public, who own real property within participating political subdivisions to obtain financing for special energy

improvement projects, as that term is defined in the Act (the "Authorized Improvements"). Obligations, including but not limited to special assessment reimbursement agreements, special assessment revenue bonds and revenue notes, loan obligations or other evidences of indebtedness, or nonprofit corporation securities (collectively, the "Program Obligations") may be issued by the District or on behalf of the District by a third party. Program Obligations or the proceeds from the sale of the Program Obligations may be used to finance Authorized Improvements that benefit properties within the District and any costs incurred by the District in connection with the issuance of Program Obligations. Participating political subdivisions shall levy special assessments on real property included in the District, the payment of which may pay the Program Obligations and the costs of administering the Program. Special assessment payments levied to finance Authorized Improvements will be due and payable by property owners at the same time real property taxes are due; provided, that certain Program Obligations may require special assessments to be due and payable by property owners only to the extent that such property owners fail to pay an obligation of the property owner secured by special assessments, such as a loan, in which case special assessments will only be due and payable by property owners if actually levied.

Nothing in this Plan shall be construed as a representation on the part of any participating political subdivision, the District, the Board, or any of the directors, officers, agents, members, independent contractors, or employees of the District or Board that the Program is the best financing option for every situation. Property owners are advised to conduct independent research to determine the best course of action.

II. The District's Governance, Program Administrator, and Conduit Financing Entity

The District shall be governed, pursuant to the District Documents and the Act, by the Board of Directors ("Board") of the City of Cincinnati, Ohio Energy Special Improvement District, Inc., a nonprofit corporation organized under the laws of the State of Ohio (the "Corporation") to govern the District.

Pursuant to the Act, other Ohio law, and the Code of Regulations of the Corporation, the Board may from time to time, and under such conditions as the Board determines, delegate any or all of the authority contained in this Plan to its sub-committee or to an agent, independent contractor, or employee of the District or the Board.

This Plan specifically contemplates that, as authorized in the Act, Greater Cincinnati Energy Alliance will serve as the District's "Program Administrator" and render program administration services to the District and the Port of Greater Cincinnati Development Authority will serve as the District's "Conduit Financing Entity" and render conduit financing services to the District.

The District is authorized to contract with Greater Cincinnati Energy Alliance for program administration services rendered to the District. The program administration services rendered by the Program Administrator may include, without limitation (i) pursuant to Part III of this Plan, developing and administering eligibility guidelines, creating and administering an application,

setting criteria and developing a list of pre-approved contractors, procuring resources or cooperating with property owners to procure resources, and administering referrals, (ii) pursuant to Part IV of this Plan, marketing, program design, cooperating with property owners to implement Authorized Improvements, and other administrative services, and (iii) the establishment and administration of a revolving loan facility providing financing for certain special energy improvement projects.

The District is authorized to contract with the Port of Greater Cincinnati Development Authority for conduit financing services rendered to the District. The conduit financing services rendered by the Conduit Financing Entity may include, without limitation (i) pursuant to Part III of this Plan, financing Authorized Improvement and cooperating with property owners to obtain financing, (ii) pursuant to Part IV of this Plan, tracking and administering Program Obligations, administering special assessments, budgeting, and conducting or overseeing the audit process, (iii) assistance with marketing efforts relating to the District, and (iv) tracking compliance with respect to the Economic Inclusion Plan established by the Port of Greater Cincinnati Development Authority.

III. Program Eligibility, Approvals, Financing, and Procurement

The Board is hereby authorized to create, administer, amend, and abolish a process by which property owners join the Program. The process by which property owners join the Program may include, without limitation, the following requirements:

- (A) Eligibility. The Board is hereby authorized to create, administer, amend, and abolish eligibility requirements for the Program. The Board is further authorized to determine, in each individual case, whether property is eligible for participation in the Program.

To be eligible for participation in the Program, each property owner must file a petition with the Board requesting to add its property to the District and requesting the levy of special assessments to be used to pay or secure Program Obligations issued or used to finance Authorized Improvements. Each parcel of real property added to the District must have at least one Authorized Improvement. The petition to add property to the District shall be considered by the District in accordance with this Plan and the other District Documents. If the District approves the petition, it shall submit the petition to the executive officer and legislative body of the participating political subdivision in which the real property is located. A property owner may file more than one petition and may amend or withdraw any petition filed at any time before the petition is approved by the legislative body of the participating political subdivision in which the real property is located. Petitions shall conform to the requirements of Ohio Revised Code Chapter 1710 and any requirements of the Board.

To be eligible for participation in the Program, each property owner must agree to be bound by the terms of this Plan. The Plan for the District may be amended and supplemented from time to time in accordance with its terms, including,

specifically, by supplements to the Plan which identify additional Authorized Improvements within the District to be subject to the Plan or add property to the District and subject such additional property to the Plan. To be eligible for participation in the Program, each property owner must file a supplement to this Plan (the "Plan Supplement") with the Board and the clerk of the legislative body of the participating political subdivision in which the real property is located identifying the Authorized Improvements to be undertaken as part of the Plan applicable to real property within the District or to be added to the district. Plan Supplements shall include such other information as may be required by the Board. Plan Supplements shall conform to the requirements of Ohio Revised Code Chapter 1710 and any requirements of the Board.

To be eligible for participation in the Program, each property owner must agree to and must execute an Affidavit on Facts Relating to Title under Section 5301.252 of the Ohio Revised Code to be recorded with respect to the real property to be added to the District and filed with the clerk of the legislative body of the participating political subdivision in which the real property is located, which Affidavit on Facts Relating to Title shall state that the property owner has consented to include such real property in the District and that the property owner consents to, and will take all actions necessary to place upon such property, any subsequent special improvement district formed under Ohio Revised Code Chapter 1710 that includes such real property as long as the statutory conditions for forming the subsequent special improvement district are otherwise satisfied.

- (B) Application. The Board is hereby authorized to create, administer, amend, and abolish an application, including a pre-application, for participation in the Program. The Board further may set the terms and conditions for the application's use and evaluation.
- (C) Contractors. The Board is hereby authorized to require property owners to complete Authorized Improvements through the work of pre-approved contractors. The Board is further authorized to create criteria for the approval of contractors, including but not limited to compliance with the Economic Inclusion Plan adopted by the Port of Greater Cincinnati Development Authority, and to determine which contractors meet the criteria and are approved. The Board may communicate which contractors have been pre-approved to property owners by any means the Board deems appropriate, and the Board shall determine whether property owners comply with its pre-approved contractor's requirements.

Nothing in this Plan or the District Documents shall be construed to be a recommendation or guarantee of reliability of pre-approved contractors by any participating political subdivision, the District, the Board, or any of the directors, officers, agents, members, independent contractors, or employees of the District or Board.

- (D) Procurement and Referrals. The Board is hereby authorized to procure supplies, services, contracts, financing, and other resources related to the completion of Authorized Improvements. The Board is further authorized to refer property owners to suppliers, service providers, contractors, lenders, and the providers of other resources related to the completion of Authorized Improvements and the administration of District activities.

Pursuant to the Act, the Board shall adopt written rules prescribing competitive bidding procedures for the District and for Authorized Improvements undertaken by the District on behalf of property owners, which competitive bidding procedures may differ from competitive bidding procedures applicable to the City or the procedures in Chapter 735 of the Ohio Revised Code and may specify conditions under which competitive bidding is not required. Except as specified in the Act and in this Plan, the District Documents shall not be construed to eliminate or alter the competitive bidding procedures applicable to the City as a participating political subdivision.

- (E) Financing. The Board is hereby authorized to finance Authorized Improvements through the use or issuance of Program Obligations. The Board may hire such legal and financial professionals as may be required to successfully finance Authorized Improvements through the use or issuance of Program Obligations.

IV. Services Plan

The Board is hereby authorized to provide ongoing services to the District, its property, and the property owners. All services provided under this Plan shall be deemed to be services provided in furtherance of Authorized Improvements provided under this Plan. Such services, without limitation, may include the following:

- (A) Program Design. The Board is hereby authorized to design comprehensive services to establish and maintain the Program's legal and programmatic framework.
- (B) Program Administration. The Board is hereby authorized to educate the public on the Program and its purposes, market the program to the public, process applications, verify aspects of the Authorized Improvements, assure the Program's overall quality and the quality of Authorized Improvements, serve customers, and assist property owners in the origination and closing processes.
- (C) Marketing. The Board is hereby authorized to market the Program and promote the District's image through means such as developing literature and brochures, conducting public relations, collecting data, managing information, cooperating with members, creating electronic and print marketing materials, and holding special events.

- (D) Authorized Improvement Implementation. The Board is hereby authorized to cooperate with property owners for the implementation of Authorized Improvements, including cooperating with property owners for the addition of property to the District and the approval of petitions and Plan Supplements by participating political subdivisions and the Board.
- (E) Tracking and Administration of Program Obligations. The Board is hereby authorized to create, administer, amend, and abolish procedures for the tracking and administration of Program Obligations issued or used to finance Authorized Improvements. Without limitation, the administration of special assessments may include reporting delinquent special assessments, following-up with delinquent property owners, and coordinating with delinquent property owners. The Board may hire such professionals as may be required to successfully track and administer Program Obligations.
- (F) Administering Special Assessments. The Board is hereby authorized to create, administer, amend, and abolish procedures for the administration of special assessments levied pursuant to the District Documents. Without limitation, the administration of special assessments may include calculating the amount of special assessments, preparing certifications of special assessments for the county auditor, billing the special assessments, and considering property owners' claims regarding the calculation or billing of special assessments. The Board may hire such professionals as may be required to successfully administer special assessments.
- (G) Budgeting. The Board shall provide for the production of an annual report describing the District's budget, services delivered, revenues received, expenditures made, and other information about the District's activities. The annual report shall be made available to the Board and to the District's members. The Board may hire such professionals as may be required to successfully account for all District finances.
- (H) Auditing. The Board is hereby authorized to provide for an audit of the District in such manner as the Board deems appropriate. The Board may hire such professionals as may be required to successfully audit the District.
- (I) Other Services. The Board is hereby authorized to provide any other services authorized by the Act.

V. Fees

Program Costs. The Board is hereby authorized to charge to property owners, as costs of administering the Program, any costs permitted by the Act. Such costs may include, without limitation, the following:

- (A) The cost of creating and operating the District, including creating and operating City of Cincinnati, Energy Special Improvement District, Inc., hiring employees and professional services, contracting for insurance, and purchasing or leasing office space or office equipment;
- (B) The cost of planning, designing, and implementing Authorized Improvements or services under this Plan, including payment of architectural, engineering, legal, appraisal, insurance, consulting, energy auditing, and planning fees and expenses, and, for services under this Plan, the management, protection, and maintenance costs of public or private facilities;
- (C) Any court costs incurred by the District in implementing this Plan or any Plan Supplements;
- (D) Any damages resulting from implementing the public improvements or public services plan;
- (E) The costs of issuing, monitoring, paying interest on, and redeeming or refunding Program Obligations issued or used to finance Authorized Improvements or services under this Plan; and
- (F) The costs associated with the sale, lease, lease with an option to purchase, conveyance of other interests in, or other contracts for the acquisition, construction, maintenance, repair, furnishing, equipping, operation, or improvement of the District's territory, or between the District and any owner of property in the District on which an Authorized Improvement has been acquired, installed, equipped, or improved.

Pursuant to the Act, such Program costs may be included in the special assessments levied on real property within the District.

Application Fee. The Board is hereby authorized to set and charge an application fee for Program services provided by the District. The application fee may be non-refundable. The application fee may be credited to the cost of Authorized Improvements if the application is approved and an Authorized Improvement is made to the property for which application was made.

VI. Energy Efficiency and Renewable Energy Regulations and Requirements

Energy Efficiency Reporting Requirements. Ohio Revised Code Section 1710.061 requires the Board to submit a quarterly report to each electric distribution utility ("EDU") with a District Authorized Improvement within the EDU's certified territory. The quarterly report submitted to the EDU must include the total number and a description of each new and ongoing District Authorized Improvement that produces energy efficiency savings or reduction in demand and other additional information that the EDU needs to obtain credit under Ohio Revised Code

Section 4928.66 for energy efficiency savings or reduction in demand from such projects. The Board is hereby authorized to submit quarterly reports due required under Ohio Revised Code Section 1710.061. Property owners shall comply with Board requirements for information gathering and reporting to ensure Board compliance with Ohio Revised Code Section 1710.061.

Energy Efficiency Credits. The Board is hereby authorized to adopt rules governing energy efficiency credits associated with Authorized Improvements financed with Program Obligations or the proceeds of Program Obligations. Property owners shall comply with Board requirements in furtherance of energy efficiency credit programs.

Renewable Energy Credits. The Board is hereby authorized to adopt rules governing renewable energy credits associated with Authorized Improvements financed with Program Obligations or the proceeds of Program Obligations. Property owners shall comply with Board requirements in furtherance of renewable energy credit programs.

Monetizing Other Energy Efficiency or Renewable Energy Attributes. The Board is hereby authorized to adopt rules governing the monetization of any energy efficiency or renewable energy attributes of any Authorized Improvements financed with Program Obligations or the proceeds of Program Obligations. Property owners shall comply with Board requirements in furtherance of the monetization of such attributes.

VII. Statutory Requirements

As provided in the District Documents:

- (A) Additional territory may be added to the District in accordance with the Act and the rules established by the Board pursuant to Part III of this Plan.
- (B) The District Documents may be amended or supplemented in accordance with their terms.
- (C) As described in this Plan, the Board is authorized to implement and amend this Plan, any Supplemental Plan, and any other plans for Authorized Improvements, public improvements, and public services, all in accordance with the Act.
- (D) The public improvements to be provided by the District are the Authorized Improvements identified in each petition and Plan Supplement. The area where the Authorized Improvements will be undertaken will be the area identified in each petition requesting formation of the District or requesting addition of real property to the District. The method of assessment shall be in proportion to the special benefits received by each property owner within the District as a result of Authorized Improvements.

- (E) For the purpose of levying an assessment, the Board may combine levies for Authorized Improvements and public services into one special assessment to be levied against each specially benefited property in the District.

VIII. Changes in State and Federal Law

The ability to issue or use Program Obligations to finance Authorized Improvements is subject to a variety of state and federal laws. If these laws change after property owners have applied to the District for financing, the District may be unable to fulfill its obligations under this Plan. The District shall not be obligated to implement any provision of this Plan which is contrary to state or federal law. The District shall not be liable for any inability to finance Authorized Improvements as a result of state and federal law or any changes in state and federal law which reduce or eliminate the effectiveness of financing Authorized Improvements through the District's Program.

IX. Releases and Indemnification

The District has been created with the approval of the City of Cincinnati, Ohio, as a participating political subdivision, for the purposes of implementing this Plan and administering the Program. The District and any participating political subdivision shall be neither responsible nor liable for the installation, operation, financing, refinancing, or maintenance of Authorized Improvements. Property owners will be solely responsible for the installation, operation, financing, refinancing, and maintenance of the Authorized Improvements. Participation in the Program does not in any way obligate the District or any participating political subdivision to ensure the viability of Authorized Improvements. Owners of assessed real property must pay the special assessments regardless of whether the Authorized Improvements are properly installed or operate as expected.

By agreeing to and executing this Plan, each owner of real property included in the District (other than any political subdivision that owns real property included in the District) agrees to release, defend, indemnify, and hold harmless the District and the participating political subdivisions, including their directors, officers, members, agents, independent contractors, and employees, from and against any claims, actions, demands, costs, damages or lawsuits, arising out of or connected with participation in the Program. Any political subdivision that owns real property included in the District agrees to release and hold harmless the District and the participating political subdivisions, including their directors, officers, members, agents, independent contractors, and employees, from and against any claims, actions, demands, costs, damages or lawsuits, arising out of or connected with the political subdivision's participation in the Program in its capacity as a property owner.

X. Changes in the Program Terms; Severability

Participation in the Program is subject to the District Document terms and conditions in effect from time to time during participation. The District reserves the right to change this Plan and the

terms and conditions of the District Documents at any time without notice. No such change will affect a property owner's obligation to pay special assessments as set forth in the District Documents.

If any provision of the District Documents is determined to be unlawful, void, or for any reason unenforceable, that provision shall be severed from these District Documents and shall not affect the validity and enforceability of any remaining provisions.

XI. Disclosure of Property Owner Information

The District and any participating political subdivision may disclose information of the District to any agent of the District or to third parties when such disclosure is essential either to the conduct of the District's business or to provide services to property owners, including but not limited to where such disclosure is necessary to (i) comply with the law (ii) enable the District and participating political subdivisions and their agents to provide services or otherwise perform their duties, and (iii) obtain and provide credit reporting information. In order to receive funding for the Program and to enable communication regarding the State of Ohio's energy programs, property owners' names and contact information may be disclosed to their current electric utilities. Property owners' names, contact information, and utility usage data further may be disclosed to the District and its agents for the purpose of conducting surveys and evaluating the Program. The District shall not disclose personal information to third parties for telemarketing, e-mail, or direct mail solicitation unless required to by law or court order.

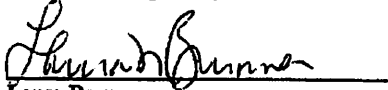
Each owner of real property located within the District acknowledges that the District is subject to Ohio public records laws, including Ohio Revised Code Section 149.43 *et seq.* Each property owner that executes this Plan agrees to the disclosure of certain property owner information as stated in this Part.

BY EXECUTING THIS PLAN, THE PROPERTY OWNER IDENTIFIED BELOW HEREBY AUTHORIZES AND CONSENTS TO THIS PLAN AND AGREES TO PERFORM THE OBLIGATIONS OF THE PROPERTY OWNER CONTAINED IN THIS PLAN.

Date: July 23, 2014

**Property Owner:
PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY**

Authorized Signatory



Laura Brunner, as
President and Chief Executive Officer

Address for notices to Property Owner:

Port of Greater Cincinnati Development
Authority

299 East Sixth Street, Suite 2A

Cincinnati, Ohio 45202

Description of Real Property Subject to this Plan:

The real property subject to this Plan is located at the commonly used mailing address 1682 Seymour Avenue, Cincinnati, Ohio 45237. The front footage of the real property subject to this Plan is 233.00 feet, and its area is 0.418 acres. The Hamilton County Auditor Parcel ID for the real property subject to this Plan is 117-0007-0064-00. The following is the legal description for the real property subject to this Plan:

Parcel One

Situated in the City of Cincinnati, County of Hamilton, State of Ohio in Section 6, Township 3, Fractional Range 2, Millcreek Township and being Lot #1 of Shonae Subdivision, Block A, as recorded in Plat Book 105, Page 44, Hamilton County, Ohio Recorder's records.

Parcel Two

[Property Owner Consent to Plan]

The following described real estate situated in Section 6, Town 3, Fractional Range 2, Miami Purchase, in the City of Cincinnati, Hamilton County, Ohio, being part of Lot 2, Part 1, Block "B", Shonae Subdivision as recorded in Plat Book 120, Pages 49 and 50 of the Hamilton County, Ohio records.

Beginning in the Northwest corner of Block "A", Shonae Subdivision as recorded in Plat Book 105, Page 44 of the Hamilton County, Ohio Recorder's office;

Thence North 1 deg. 15' East, a distance of 21.75 feet; thence South 88 deg. 45' East, a distance of 146.46 feet to the Westerly line of Shona Drive; thence Southwardly along the Westerly line of Shona Drive on a curved line deflecting to the right with a radius of 220 feet a distance of 23.16 feet, chord of said curve bears South 21 deg. 16' 35" West, a distance of 23.14 feet to the Northeast corner of said Block "A", Shonae Subdivision, thence North 68 deg. 45' West, a distance of 138.53 feet to the place of beginning.

These parcels are not to be conveyed separately without prior approval of the governmental authority having jurisdiction.

[Property Owner Consent to Plan]