

EMERGENCY

AWB

City of Cincinnati

An Ordinance No. \_\_\_\_\_ - 2021

**LEVYING** special assessments for the purpose of the special assessment project at 2347 Reading Road in the City of Cincinnati involving the City of Cincinnati, Ohio Energy Special Improvement District; and further **REPEALING** Ordinance No. 443-2019, in order to correspondingly amend and restate the levying of special assessments associated with the project.

WHEREAS, this Council duly adopted a legislative resolution declaring the necessity of an assessment project at 2347 Reading Road in the City of Cincinnati (the “Resolution of Necessity”), which Resolution of Necessity also accepted and approved the Amended Petition (as defined therein) requesting the improvements described in Section 3 of the Resolution of Necessity and an assessment for the cost thereof, all as set forth in the Amended Petition; and

WHEREAS, this Council duly passed an ordinance determining to proceed with the Assessment Project (as defined in the Resolution of Necessity) and adopted the estimated Special Assessments filed with the Clerk of Council and the City’s Director of Finance pursuant to the Resolution of Necessity; 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 B.

Section 2. That the Special Assessments for the costs and expenses of the Assessment Project, which are set forth in the Amended Petition and the Amended Supplemental Plan (copies of which are attached to the Resolution of Necessity) and are on file with the Clerk of Council and the City’s Finance Director, are adopted and confirmed and are assessed against the Assessed Property in the manner and in the number of installments provided in the Resolution of Necessity, the Amended Petition, and the Amended Supplemental Plan. The Special

Assessments are assessed against the Assessed Property commencing in tax year 2021 for collection in 2022 and shall continue through tax year 2048 for collection in 2049. The list of Special Assessments to be levied and assessed against the Assessed Property and the schedule of the Special Assessments are attached to this Ordinance as Attachment A.

Section 3. That this Council hereby finds and determines that the Special Assessments are in proportion to the special benefits received by the Assessed Property as set forth in the Amended Petition and are not in excess of any applicable statutory limitation. The Special Assessments against the Assessed Property shall be payable as set forth in the Resolution of Necessity and the Amended Petition. All Special Assessments shall be certified by the City's Finance Director to the Hamilton County Auditor pursuant to the Amended Petition and Ohio Revised Code Section 727.33 to be placed on the tax list and duplicate and collected with and in the same manner as real property taxes are collected and as set forth in the Amended Petition. This Council hereby appropriates the Special Assessments collected to be used by the City to meet its obligations with respect to the Assessment Project in accordance with the Standing Assignment Agreement and the Amended Addendum.

Section 4. That the Owner of the Assessed Property has waived its right to pay the Special Assessments in cash, and all Special Assessments and installments thereof are to be certified by the City's Finance Director to the Hamilton County Auditor as provided by law to be placed by him or her on the tax list and duplicate and collected with and in the same manner as real property taxes are collected and as set forth in the Petition.

Section 5. That the City's Finance Director is authorized to keep the Special Assessments on file in the office of the Finance Director.

Section 6. That Ordinance No. 443-2019, passed by Council on November 14, 2019, is hereby repealed.

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 in compliance with Ohio Revised Code Section 319.61, the Clerk of the Council is hereby directed to deliver a certified copy of this Ordinance to the Hamilton County Auditor within twenty (20) days after its passage.

Section 9. 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 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**

**LIST OF SPECIAL ASSESSMENTS AND  
SCHEDULE OF SPECIAL ASSESSMENTS**

**2347 READING ROAD LIST OF SPECIAL ASSESSMENTS**

<u>Name</u>	<u>Assessed Properties Description</u>	<u>Portion of Benefit and Special Assessment</u>	<u>Amount of Special Assessments</u>
2347 Reading Road, LLC	Hamilton County Parcel Number: 090-0001-0091-00	100%	\$6,023,361.12

**Schedule of Special Assessments  
For 2347 Reading Road**

090-0001-0091-00\*

The following schedule of Special Assessment charges shall be certified for collection in 56 semi-annual installments to be collected with property taxes in calendar years 2022 through 2049:

<b>Special Assessment Payment Date**</b>	<b>Special Assessment Payment Amount***</b>
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

<b>Special Assessment Payment Date**</b>	<b>Special Assessment Payment Amount***</b>
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
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

\* As identified in the records of the Auditor of Hamilton County, Ohio as of November 25, 2020.

\*\* Pursuant to Ohio Revised Code Chapter 323, the Special Assessment Payment Dates identified in this Schedule of Special Assessments are subject to adjustment by the Auditor of Hamilton County, Ohio under certain conditions.

\*\*\* The Auditor of Hamilton County, Ohio may impose a special assessment collection fee with respect to each Special Assessment payment. If imposed, this special assessment collection fee will be added by the Auditor of Hamilton County, Ohio to each Special Assessment payment.

**ATTACHMENT B**

**RESOLUTION OF NECESSITY**

[SEE ATTACHED]

**EMERGENCY**

**Legislative Resolution**

**RESOLUTION \_\_\_\_\_ - 2021**

**DECLARING** by legislative resolution the necessity of the special assessment project at 2347 Reading 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 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, 2347 Reading Road, LLC (the “Owner”), as the owner of one hundred percent (100%) of the lots and lands, including air parcels, to be assessed for the improvement described in this Resolution, previously executed and filed with this Council a *Petition for Special Assessments for Special Energy Improvement Projects* dated as of October 8, 2018 (the “Original Petition”), including a *Supplement to Plan for the 2347 Reading Road Project* (the “Original Supplemental Plan”), proposing the necessity of special assessments to pay the costs of special energy improvement projects (as more fully identified in the Original Petition and Original Supplemental Plan, the “Authorized Improvements”) to be located at 2347 Reading Road in Cincinnati (the “Assessed Property”); and

WHEREAS, the Original Petition and the Original Supplemental Plan are currently on file with the Clerk of Council; and

WHEREAS, in the Original Petition, the Owner requested 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, and the Owner in accordance with the Standing Assignment



Agreement dated as of February 28, 2017 by and among the City, the Greater Cincinnati Redevelopment Authority, and the ESID (the “Standing Assignment Agreement”); and

WHEREAS, pursuant to and as authorized by (i) Resolution No. 58-2018, declaring the necessity of the special assessment project at 2347 Reading Road in Cincinnati; (ii) Ordinance No. 345-2018, determining to proceed with such special assessment project; and (iii) Ordinance No. 344-2018, levying the Special Assessments, each passed by Council on October 31, 2018, in order to provide for the assignment and transfer of the Special Assessments, the City executed and delivered an Addendum to the Standing Assignment Agreement on November 27, 2018 (the “Addendum”); and

WHEREAS, the Owner previously executed and filed with this Council an *Amendment to the Petition for Special Assessments for Special Energy Improvement Projects* (the “First Petition Amendment”), and an *Amendment to the City of Cincinnati, Ohio Energy Special Improvement District Program Plan Supplement to Plan for the 2347 Reading Road Project* (the “First Supplemental Plan Amendment”) each dated on or before November 12, 2019, proposing that the amount of the annual installments of the Special Assessments set forth in the Original Petition and the Original Supplemental Plan be amended as reflected in the First Petition Amendment and the First Supplemental Plan Amendment; and

WHEREAS, the City previously approved the First Petition Amendment and the First Supplemental Plan Amendment, modified the amounts and times for collection of the Special Assessments as requested in the First Petition Amendment and the First Supplemental Plan Amendment, and authorized an amendment to the Addendum by passing (i) Resolution No. 67-2019 declaring the necessity of the amended special assessment project at 2347 Reading Road in Cincinnati; (ii) Ordinance No. 442-2019, determining to proceed with the amended special assessment project; and (iii) Ordinance No. 443-2019, levying the amended Special Assessments, each passed by Council on November 14, 2019; and

WHEREAS, the Owner has executed and filed with this Council a *Second Amendment to the Petition for Special Assessments for Special Energy Improvement Projects* (the “Second Petition Amendment”; and the Original Petition, as amended by the First Petition Amendment and by the Second Petition Amendment, is the “Amended Petition”), and a *Second Amendment to the City of Cincinnati, Ohio Energy Special Improvement District Program Plan Supplement to Plan for the 2347 Reading Road Project* (the “Second Supplemental Plan Amendment”; and the Original Supplemental Plan, as amended by the First Supplemental Plan Amendment and by the Second Supplemental Plan Amendment, is the “Amended Supplemental Plan”) each dated on or before January [\_\_\_], 2021, proposing that the amount of the semi-annual installments of the Special Assessments set forth in the Petition and the Supplemental Plan be amended as reflected in the Amended Petition and the Amended Supplemental Plan; and

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

WHEREAS, in connection with the adjustment to the amount of semi-annual installments of the Special Assessments stated in the Amended Petition and the Amended Supplemental Plan,

the ESID has requested that the City execute and deliver a second amendment to the Addendum, 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 area to be assessed; 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 Amended Petition, which Amended Petition, together with the Amended Supplemental Plan, are hereby approved and accepted.

Section 2. That this Council hereby approves and authorizes the City Manager to execute the form of the second amendment to the Addendum on file with the Clerk of Council, together with any modifications as may be necessary to effectuate the purpose of the Amended 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 2347 Reading Road, Cincinnati, Ohio 45202 (the "Assessed Property"), by providing for special energy improvement projects as more fully identified in the Amended Petition and the Amended 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 Amended Petition (collectively, the "Assessment Project"), which Assessment Project is described in the plans, specifications, profiles, and estimates of costs included in the Amended 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 Greater Cincinnati Redevelopment Authority, and 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 area to be assessed for the Assessment Project. 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 energy special improvement project to be constructed and implemented at the Assessed Property 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 special energy improvement project to be constructed and implemented at the

Assessed Property. The board of directors of the ESID must obtain from any sale, transfer, lease, or conveyance of the special energy improvement project at the Assessed Property any consideration greater than or equal to \$1.00.

Section 7. That the costs of the Assessment Project, as set forth in the Amended Petition and the Amended Supplemental Plan, 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 Amended Petition and the Amended Supplemental Plan. 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 Amended Petition, the Amended Supplemental Plan, 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 Amended Petition and the Amended Supplemental Plan. The Owner has 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 has 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 Amended Petition signed by the Owner as one hundred percent (100%) of the owners of the Assessed Property,

which Amended Petition is hereby accepted, the entire cost of the Assessment Project 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 Amended 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 the City of Cincinnati, Ohio Energy Special

Improvement District may proceed with the Assessment Project as soon as possible so that work thereon may commence or continue.

Passed \_\_\_\_\_, 2021

\_\_\_\_\_  
John Cranley, Mayor

Attest: \_\_\_\_\_  
Clerk

**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.

[Balance of Page Intentionally Left Blank]



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: *Chiedum Ndukwe*

Name: Chiedum Ndukwe

Title: Manager

STATE OF Ohio )

COUNTY OF Hamilton )

SS:

On the 23 day of November, ~~2019~~ <sup>2020</sup>, Chiedum 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.

*Jill R. McGrail*  
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.

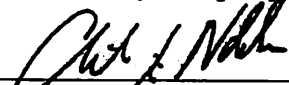
[Balance of Page Intentionally Left Blank]

**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 Ndukwue

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

[Balance of Page Intentionally Left Blank]

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

<b>Special Assessment Payment Date*</b>	<b>Special Assessment Payment Amount**</b>
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

<b>Special Assessment Payment Date*</b>	<b>Special Assessment Payment Amount**</b>
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.