

A RESOLUTION NO. _____

Rescinding and Replacing Resolution 6145 Approving a Petition for the Creation of the Springfield Regional Energy Special Improvement District and for Special Assessments for Special Energy Improvement Projects and a Springfield Regional Energy Special Improvement District Program Plan and Resolution 6146 Approving the Necessity of Acquiring, Constructing, and Improving Certain Public Improvements in the City.

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WHEREAS, As set forth in Ohio Revised Code Chapter 1710, the Ohio General Assembly has authorized property owners to include their properties within energy special improvement districts (“ESIDs”) upon a petition to a municipal corporation or township, which ESIDs are voluntary organizations of property owners who undertake special energy improvement projects for their properties and finance such special energy improvement projects by way of voluntary special assessments; and

WHEREAS, Wren Building Partners, LLC (the “Original Petitioner”), as the owner of certain real property located within the City of Springfield, Ohio (the “City”) at 21—37 East High Street (the “Original Property”), identified the Original Property as appropriate property for special energy improvement projects pursuant to Ohio Revised Code Chapter 1710 and submitted an original *Petition for Creation of Energy Special Improvement District and for Special Assessments for Special Energy Improvement Projects and Affidavit* (the “Original Petition”), together with an original *Springfield Regional Energy Special Improvement District Program Plan* (the “Original Program Plan”), and the original Articles of Incorporation of Springfield Regional Energy Special Improvement District (the “Original Articles”), all in accordance with Ohio Revised Code Section 1710.02, copies of each of which are on file with the Clerk of this Commission; and

WHEREAS, Pursuant to the Original Petition, the Original Program Plan, and the Original Articles, this Commission passed Resolution No. 6145 approving the Original Petition, the Original Plan, and the Original Articles on April 15, 2022 (the “ESID Establishment Legislation”) and Resolution No. 6146 declaring the necessity of acquiring, constructing, and improving certain public improvements with respect to the Original Property on April 15, 2022 (the “Original Special Assessment Legislation”); and

WHEREAS, The Original Petitioner was unable to complete a financing and close a transaction associated with the Dayton Montgomery County Port Authority pursuant to the Original Petition, the Original Program Plan, and the Original Articles, such that the Commission was unable to proceed with the levying of special assessments on the Original Property and the establishment of the Springfield Regional Energy Special Improvement District was not completed pursuant to Ohio Revised Code Chapter 1710; and

WHEREAS, Springfield Health Care Realty, LLC, an Ohio limited liability company (the “Owner”), as the Owner of certain real property located within the City of Springfield, Ohio (the

“City”), has identified certain real property owned by the Owner located at 404 East McCreight Avenue, Springfield, Ohio 45503 (the “New Project Site”) as an appropriate property for a special energy improvement project pursuant to Ohio Revised Code Chapter 1710 (the “New Project” as further described and defined by the New Petition); and

WHEREAS, On August 15, 2024, the Owner submitted to this Commission a *New Petition for Creation of Energy Special Improvement District and for Special Assessments for Special Energy Improvement Projects and Affidavit* (the “New Petition”), together with the new Articles of Incorporation of the Springfield Regional Energy Special Improvement District (the “New Articles”), all in accordance with Ohio Revised Code Section 1710.02; and

WHEREAS, With the New Petition, the Owner also submitted the *Springfield Regional Energy Special Improvement District New Program Plan* (as duly amended and supplemented from time to time, the “New Program Plan”), in accordance with Ohio Revised Code Section 1710.02, as a plan for public improvements and public services for the Springfield Regional Energy Special Improvement District (the “District”); and

WHEREAS, Said New Petition, New Program Plan, and New Articles are for the purpose of developing and implementing special energy improvement projects in furtherance of the purposes set forth in Section 20 of Article VIII of the Ohio Constitution, including, without limitation, the New Project, and further, the New Petition, the New Program Plan, and the New Articles identify the maximum amount and length of the special assessments to be imposed with respect to the New Project; and

WHEREAS, This Commission, as mandated by Ohio Revised Code Section 1710.06, must approve or disapprove the New Petition, the New Program Plan, and the New Articles within sixty (60) days of the submission of the New Petition, the New Program Plan, and the New Articles; and

WHEREAS, This Commission has determined to rescind and replace the ESID Establishment Legislation and the Original Special Assessment Legislation and to approve the New Petition, the New Program Plan, and the New Articles; NOW, THEREFORE,

BE IT RESOLVED by the City Commission of The City of Springfield, Ohio:

Section 1. This Commission approves the New Petition and further approves the New Program Plan and the New Articles in substantially the forms now on file with the Clerk of this Commission. The New Program Plan and the New Articles amend, restate, and replace the Original Program Plan and the Original Articles in their entirety. Resolutions 6145 and 6146 of the City Commission, each adopted on April 12, 2022, are hereby repealed.

Section 2. This Commission approves and consents to (i) any addition of real property to the territory of the District within the boundaries of any municipal corporation or any township in which a portion of the territory of the District is or may be located; (ii) the addition of the

municipal corporation or township in which such real property is located as a “participating political subdivision,” as defined in Ohio Revised Code Section 1710.01(E), of the District; and (iii) any amendment to the New Articles necessary to recognize and effect such addition.

Section 3. Pursuant to Ohio Revised Code Section 1710.02(G)(4), this Commission determines that the New Project is not required to be owned exclusively by the City for its purposes, for uses determined by this Commission, as the legislative authority of the City, as those that will promote the welfare of the people of such participating political subdivision; to improve the quality of life and the general and economic well-being of the people of the City; to better ensure the public health, safety, and welfare; to protect water and other natural resources; to provide for the conservation and preservation of natural and open areas and farmlands, including by making urban areas more desirable or suitable for development and revitalization; to control, prevent, minimize, clean up, or mediate certain contamination of or pollution from lands in the state and water contamination or pollution; or to provide for safe and natural areas and resources. This Commission accordingly authorizes the Board of Directors of the Springfield Regional Energy Special Improvement District (the “Board”) to act as its agent to sell, transfer, lease, or convey the New Project. The consideration the Board must obtain from any sale, transfer, lease, or conveyance of the special energy improvement project on the Project Site is any consideration greater than or equal to One Dollar and Zero Cents (\$1.00).

Section 4. This Commission declares necessary, and a vital and essential public purpose of the City, to improve the New Property, which is located at 404 East McCreight Avenue, Springfield, Ohio 45503 in the City, by providing for the implementation of various special energy improvement projects on the New Property including, without limitation, the New Project, as set forth in the New Petition and the New Program Plan, and providing for the payment of the costs of the New Project, including any and all architectural, engineering, legal, insurance, consulting, energy auditing, planning, acquisition, installation, construction, surveying, testing, and inspection costs; the amount of any damages resulting from the Authorized Improvements (as defined by the New Petition and New Program Plan) and the interest on such damages; 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; and other financing costs incurred in connection with the issuance, sale, and servicing of securities, nonprofit corporate obligations, or other obligations issued to provide a loan to the Owner or otherwise to pay costs of the New Project in anticipation of the receipt of the Special Assessments (as defined by the New Petition and New Program Plan), capitalized interest on, and financing reserve funds for, such securities, nonprofit corporate obligations, or other obligations so issued, including any credit enhancement fees, trustee fees, and ESID administrative fees and expenses; together with all other necessary expenditures, all as more fully described in the New Petition and the New Program Plan, profiles, specifications, and estimates of cost of the New Project, all of which are on file with the Director of the Department of Finance and open to the inspection of all persons interested.

Section 5. This Commission determines that the New Project’s elements are so situated in relation to each other that in order to complete the acquisition and improvement of the

New 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 New Project's elements shall be treated as a single improvement, pursuant to Ohio Revised Code Section 727.09, and the New Project's elements shall be treated as a joint improvement to be undertaken cooperatively by the City and the ESID pursuant to Ohio Revised Code Section 9.482 and Ohio Revised Code Chapter 1710.

Section 6. The plans and specifications and total cost of the New Project now on file in the office of the Clerk of the Commission are approved, subject to changes as permitted by Ohio Revised Code Chapter 727. The New Project shall be made in accordance with the plans, specifications, profiles, and estimates for the New Project.

Section 7. The New Project 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(D); and that in order to fulfill that essential and vital public purpose of the City, it is necessary and proper to provide, in cooperation with the ESID, for the acquisition, construction, and improvement of the New Project in the manner contemplated by the New Petition and the New Program Plan. This Commission determines and declares that the New Project is conducive to the public peace, health, safety, and welfare of the City and the inhabitants of the City.

Section 8. Pursuant to and subject to the provisions of a valid New Petition signed by the owners of one hundred percent (100%) of the New Property, the entire cost of the New Project shall be paid by the Special Assessments levied against the New Property, which is the benefited property. The provisions of the New Petition are ratified, adopted, approved, and incorporated into this Resolution as if set forth in full in this Resolution. The portion of the costs of the New Project allocable to the City will be zero percent (0%). The City does not intend to issue securities in anticipation of the levy or collection of the Special Assessments.

Section 9. That the method of levying the Special Assessments shall be in proportion to the benefits received from the financing of the New Project, allocated among the parcels constituting the New Property as set forth in the New Petition and New Program Plan.

Section 10. The lots or parcels of land to be assessed for the New Project shall be the New Property, described in Exhibit A to the New Petition, all of which lots and lands are determined to be specially benefited by the financing of the New Project.

Section 11. The Special Assessments shall be levied and paid in fifty (50) semi-annual installments pursuant to the list of estimated Special Assessments set forth in the New Petition, and the Owner has waived its option to pay the Special Assessments in cash within thirty (30) days after the passage of the assessing ordinance.

The aggregate maximum amount of Special Assessments estimated to be necessary to pay the costs of the New Project is \$5,552,948.00. Each semi-annual Special Assessment payment represents payment of a portion of the principal of and interest on obligations issued to pay the

costs of the New Project and of administrative expenses. The interest portion of the Special Assessments, together with amounts used to pay administrative expenses, are determined to be substantially equivalent to the fair market rate or rates of interest that would have been borne by securities issued in anticipation of the collection of the Special Assessments if such securities had been issued by the City. In addition to the Special Assessments, the Auditor of Clark County, Ohio may impose a special assessment collection fee with respect to each semi-annual payment, which amount will be added to the Special Assessments by the Auditor of Clark County, Ohio.

Section 12. The Director of the Department of Finance or the Director of the Department of Finance's designee is authorized and directed to prepare and file in the office of the Clerk of this Commission the estimated Special Assessments for the cost of the New Project in accordance with the method of assessment set forth in the New Petition, the New Program Plan, and this Resolution, showing the amount of the assessment against each lot or parcel of land comprising the New Property to be assessed.

Section 13. Upon the filing of the estimated Special Assessments with the Clerk of this Commission, notice of the adoption of this Resolution and the filing of the estimated Special Assessments shall be served upon the Owner of the New Property, as provided in Ohio Revised Code Section 727.13.

Section 14. The Director of the Department of Finance or the Director of the Department of Finance's 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 New Project.

Section 15. The Special Assessments will be used by the City to provide the Authorized Improvements (as defined by the New Petition) in cooperation with the ESID in any manner, including assigning the Special Assessments actually received by the City to the ESID or to another party the City deems appropriate, and the Special Assessments are appropriated for such purposes.

Section 16. This Commission accepts and approves the waiver 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 Springfield, Ohio, and consents to the immediate imposition of the Special Assessments upon the New Property. This waiver encompasses, but is not limited to, waivers by the New Owner of the following rights:

- (i) The right to notice of the adoption of this Resolution under Ohio Revised Code Sections 727.13 and 727.14;
- (ii) The right to limit the amount of the Special Assessments under Ohio Revised Code Sections 727.03 and 727.06;
- (iii) The right to file an objection to the Special Assessments under Ohio Revised Code Section 727.15;

- (iv) 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;
- (v) 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;
- (vi) The right to notice that bids or quotations for the Project may exceed estimates by 15%;
- (vii) The right to seek a deferral of payments of Special Assessments under Ohio Revised Code Section 727.251;
- (viii) The right to notice of the passage of the assessing resolution or ordinance under Ohio Revised Code Section 727.26; and
- (ix) Any and all procedural defects, errors, or omissions in the Special Assessment process.

Section 17. The City is authorized to enter into agreements by and among the City, the ESID, the Owner, and such other parties as the City may deem necessary or appropriate in order to provide the Authorized Improvements, and that the City Manager, the Director of the Department of Planning, Neighborhoods and Development, the Director of the Department of Finance, the Commission President, and the Clerk of this Commission, or any of them, are authorized to execute, on the City's behalf, such agreements.

Section 18. This Commission finds and determines that all formal actions of this Commission concerning and relating to the passage of this legislative resolution were adopted in an open meeting of this Commission, and that all deliberations of this Commission 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 19. That this Resolution shall take effect and be in force from and after fourteen (14) days from the date of its passage.

ADOPTED this _____ day of _____, 2024, A.D.

PRESIDENT OF THE CITY COMMISSION

CLERK OF THE CITY COMMISSION

(Published: Springfield News-Sun)

_____, _____, _____, 2024

I do hereby certify that the foregoing Resolution No. _____ was duly published in the *Springfield News-Sun* on _____, _____, _____, 2024.

CLERK OF THE CITY COMMISSION

EXHIBIT A

NEW PETITION, NEW PROGRAM PLAN, AND NEW ARTICLES

[See Attached]

**NEW PETITION FOR CREATION OF ENERGY SPECIAL IMPROVEMENT
DISTRICT AND FOR SPECIAL ASSESSMENTS FOR
SPECIAL ENERGY IMPROVEMENT PROJECTS AND AFFIDAVIT**

A NEW PETITION TO THE CITY OF SPRINGFIELD, OHIO REQUESTING THE CREATION OF THE SPRINGFIELD REGIONAL ENERGY SPECIAL IMPROVEMENT DISTRICT AND SEEKING THE IMPOSITION OF SPECIAL ASSESSMENTS AGAINST REAL PROPERTY OWNED BY THE NEW PETITIONER TO PAY CERTAIN COSTS OF VARIOUS SPECIAL ENERGY IMPROVEMENT PROJECTS, THE FINANCING OF WHICH WILL SPECIALLY BENEFIT SUCH REAL PROPERTY, INCLUDING A WAIVER OF ALL RIGHTS TO NOTICES, HEARINGS, AND APPEALS RESPECTING THE REQUESTED SPECIAL ASSESSMENTS

To: The City Manager and the Commission (the “**Commission**”) of the City of Springfield, Ohio (the “**City**”)

Wren Building Partners, LLC (the “**Original Petitioner**”), as the owner of certain real property located at 21—37 East High Street in the City (the “**Original Property**”), identified the Original Property as appropriate property for special energy improvement projects pursuant to Ohio Revised Code Chapter 1710 and submitted an original *Petition for Creation of Energy Special Improvement District and for Special Assessments for Special Energy Improvement Projects and Affidavit* (the “**Original Petition**”), together with an original *Springfield Regional Energy Special Improvement District Program Plan* (the “**Original Program Plan**”), and the original Articles of Incorporation of Springfield Regional Energy Special Improvement District (the “**Original Articles of Incorporation**”), all in accordance with Ohio Revised Code Section 1710.02, copies of each of which are on file with the City.

Pursuant to the Original Petition, the Original Program Plan, and the Original Articles of Incorporation, the Commission passed Resolution No. 6145 approving the Original Petition, the Original Plan, and the Original Articles of Incorporation on April 15, 2022 (the “**ESID Establishment Legislation**”) and Resolution No. 6146 declaring the necessity of acquiring, constructing, and improving certain public improvements with respect to the Original Property on April 15, 2022 (the “**Original Special Assessment Legislation**”).

The Original Petitioner was unable to complete a financing and close a transaction associated with the Dayton Montgomery County Port Authority pursuant to the Original Petition, the Original Supplemental Plan, and the Original Articles of Incorporation, such that the Commission was unable to proceed with the levying of special assessments on the Original Property and the establishment of the Springfield Regional Energy Special Improvement District was not completed pursuant to Ohio Revised Code Chapter 1710.

Springfield Health Care Realty, LLC, an Ohio limited liability company (the “**New Petitioner**”), is the owner of 100% of the property described on **Exhibit A** attached hereto (the “**New Property**”) and has identified the New Property as appropriate property for special energy improvement projects pursuant to Ohio Revised Code Chapter 1710.

The Commission, in light of the New Petitioner’s submission of this New Petition, the New Program Plan, and the New Articles of Incorporation (each defined below, respectively) with respect to the New Property, intends to consider the repeal, pursuant to one or more formal legislative actions, of the ESID Establishment Legislation and the Original Special Assessment Legislation in order to void and fully replace the Original Petition, the Original Program Plan, and the Original Articles of Incorporation with respect to the Original Property.

The New Petitioner respectfully petitions the Commission of the City for the creation of an energy special improvement district initially to be named the Springfield Regional Energy Special Improvement District, Inc. (the “**Corporation**”), an Ohio nonprofit corporation formed to govern the Springfield Regional Energy Special Improvement District (the “**District**”), initially created within the boundaries of the City of Springfield, Ohio. The Corporation will approve (i) a plan (the “**New Program Plan**”) for the purpose of developing and implementing special energy improvement projects as defined in Ohio Revised Code Section 1710.01(I) (“**Special Energy Improvement Projects**”) and (ii) the articles of incorporation (the “**New Articles of Incorporation**”) in accordance with Ohio Revised Code Sections 1710.01(D) and (E). The New Program Plan is attached to this New Petition as **Exhibit C**. The Corporation’s New Articles of Incorporation are attached to this New Petition as **Exhibit D**. The District is hereby authorized to use the registered trade name the Springfield Regional Energy Special Improvement District, Inc., or any other such similar trade name as the Board of Directors of the Corporation (the “**Board**”) may duly determine from time to time.

Pursuant to the New Program Plan, the Corporation will cause Special Energy Improvement Projects to be provided from time to time. In accordance with Ohio Revised Code Chapter 1710 and the New Program Plan, the New Program Plan may be amended from time to time by supplemental plans (each a “**Supplemental Plan**” and collectively, the “**Supplemental Plans**”) (the New 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 has received or will receive the New Program Plan attached to this New Petition as **Exhibit C**, including the description of the Special Energy Improvement Projects proposed to be constructed or installed on the New Property (the “**Authorized Improvements**”), and related materials in support of the establishment and expansion of the District to include the New Property.

The District’s purpose will be to develop and assist in the development of Special Energy Improvement Projects. The District will be authorized to provide Special Energy Improvement Projects pursuant to Ohio Revised Code Chapter 1710 and any and all future amendments to the energy special improvement district provisions of Ohio Revised Code Chapter 1710 (collectively, the “**Act**”). The District further will be authorized to take any other actions pursuant to the Act that may be taken by special improvement districts organized for the purpose of developing and implementing plans for Special Energy Improvement Projects.

In addition to the foregoing and as authorized by Ohio Revised Code Section 1710.02(F), the New Petitioner, as the owner of the New 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 respectfully petitions the Commission of the City (a) to approve the New Program Plan, which includes a description of the Authorized Improvements to be undertaken on the New Property, (b) for the construction of the Authorized Improvements, and (c) to assess on the New Property the total cost of those Authorized Improvements in proportion to the special benefits that will result from the financing of the Authorized Improvements.

In connection with this New Petition and in furtherance of its purposes, the New Petitioner acknowledges that it has reviewed or caused to be reviewed (i) the New Program Plan, (ii) the plans, specifications, and profiles for the Authorized Improvements, (iii) the estimate of cost for the Authorized Improvements included in the New Program Plan and (iv) the schedule of estimated special assessments to be levied for the Authorized Improvements also included in the New Program Plan. The New Petitioner acknowledges that the estimated special assessments are in proportion to the benefits that may result from the financing of the Authorized Improvements.

Accordingly, the New Petitioner hereby petitions for the approval of the Authorized Improvements identified in this New Petition and the New Program Plan attached to this New Petition as **Exhibit C**, as authorized under Ohio Revised Code Chapter 1710, and for the imposition of the special assessments identified in this New Petition and authorized under Ohio Revised Code Chapters 727 and 1710 (the “**Special Assessments**”) to pay the costs of the Authorized Improvements, in the amount set forth on **Exhibit C**. The New Petitioner hereby certifies, represents, and warrants to the District and the City that the actual hard costs of the Authorized Improvements to be financed with the special assessments have been ascertained to be \$1,631,466.00. The New Petitioner further agrees that it will be solely responsible for any costs of the Authorized Improvements in excess of the amount set forth on **Exhibit C**.

In the event that at any time following the date of this New Petition the New Property is combined or subdivided into permanent parcels in the records of the County Auditor of Clark County, Ohio then the New Petitioner hereby requests that the Special Assessments be allocated among the resulting parcels as agreed by the New Petitioner, the District, and the City, and which shall result in the Special Assessments being allocated to each resulting parcel in proportion to, and not in excess of, the special benefits conferred on the resulting parcel, or resulting parcels, by the Authorized Improvements identified in this New Petition.

In consideration of the City’s acceptance of this New Petition and the imposition of the requested Special Assessments, the New Petitioner consents and agrees that the New 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, surveying, testing and inspection costs; costs of labor and material; the amount of any damages resulting from the Authorized Improvements and the interest on such damages; the cost of purchasing and otherwise acquiring any real estate or interests in real estate necessary for the construction and installation of the Authorized Improvements; the costs incurred in connection with the preparation, levy, and collection of the Special Assessments; expenses of legal services; trustee fees and other financing costs incurred in connection with the issuance, sale,

and servicing of securities, nonprofit corporate obligations, or other obligations issued or incurred to provide a loan or to secure an advance of funds to the New Petitioner or otherwise 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, nonprofit corporate obligations, or other obligations so issued, including any credit enhancement fees, trustee fees, program administration fees, financing servicing fees, and District administrative fees and expenses; an amount to reflect interest on unpaid Special Assessments which shall be treated as part of the cost of the Authorized Improvements for which the Special Assessments are made at an interest rate which shall be determined by the District to be substantially equivalent to the fair market rate that would have been borne by notes or bonds if notes or bonds had been issued by the District or another issuer of notes or bonds to pay the costs of the Authorized Improvements; together with all other necessary expenditures.

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

The New Petitioner further acknowledges and confirms that the Special Assessments set forth in this New Petition and in the New Program Plan attached as **Exhibit C** are in proportion to, and do not exceed, the special benefits to be conferred on the New Property by the Authorized Improvements identified in this New Petition. The New Petitioner hereby acknowledges and agrees that the special benefit to be provided to the New Property under this New Petition and the New Program Plan is the consummation of the financing to pay the costs of the Authorized Improvements, which shall be conferred immediately upon the consummation of such financing. The New Petitioner further consents to the levying of the Special Assessments against the New Property by the City. The New Petitioner acknowledges that these Special Assessments are fair, just, and equitable and being imposed at the New Petitioner's specific request.

The New Petitioner hereby waives 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 consents to proceeding with the Authorized Improvements. Without limiting the foregoing, the New Petitioner specifically waives 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 New 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 New Petitioner, in accordance with Ohio Revised Code Section 1710.02(A), further agrees that the New Property may be included in more than one district formed under Ohio Revised Code Chapter 1710. The New Petitioner further agrees not to take any actions, or cause to be taken any actions, to place any of the New Property in an agricultural district as provided for in Ohio Revised Code Chapter 929, and if any of the New Property is in an agricultural district, the New Petitioner, in accordance with Ohio Revised Code Section 929.03, hereby grants permission to collect any Special Assessments levied against such New Property.

The New Petitioner further agrees and consents to the Commission 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 New Petitioner acknowledges that the Special Assessments set forth in this New Petition and in the Exhibits to this New 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 assessments for the Authorized Improvements. In the event the final assessments exceed the estimated assessments, the New Petitioner, without limitation of the other waivers contained in

this New 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 New Petitioner further acknowledges and represents 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 New Petitioner further acknowledges that the final Special Assessments for the Authorized Improvements, when levied against the New Property, will be payable in cash within thirty (30) days from the date of passage of the ordinance or resolution confirming and levying the final assessments and that if any of such assessments are not paid in cash they will be certified to the County Auditor of Clark County, Ohio, 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 New Petitioner hereby waives the right to pay the final assessments for the Authorized Improvements in cash within thirty (30) days from the passage of the ordinance or resolution confirming and levying the final assessments and requests that the unpaid final assessments for the Authorized Improvements shall be payable in fifty (50) semi-annual installments, together with interest at the maximum rate of 10.5%. The New Petitioner hereby consents and agrees that the maximum schedule of Special Assessments represents the final hard costs of the Authorized Improvements, together with an assumed rate of interest on those costs in excess of the rate of interest expected to be available for financing the costs of the Authorized Improvements. The New Petition hereby consents and agrees that the final rate of interest will be determined after the City approves the levy of the maximum Special Assessments. The New Petitioner hereby authorizes and requests the City to certify the Special Assessments to the County Auditor of Clark County, Ohio for collection, as provided in this New Petition, in amounts which, in aggregate, are less than or equal to the aggregate amount of the maximum Special Assessments shown on Exhibit C and are in the amounts necessary to pay the costs of financing the Authorized Improvements, as certified to the City by the New Petitioner and the provider of financing for the Authorized Improvements.

Pursuant to Ohio Revised Code Section 1710.03(C), the New Petitioner hereby appoints 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 New Petitioner from time to time, which designation shall not expire unless and until the New Petitioner shall notify the Secretary of the District that said designation is no longer in effect or that New Petitioner has made a new designation to replace said designation.

The New Petitioner further waives any and all questions as to the constitutionality of the laws under which Authorized Improvements shall be acquired, installed, equipped, and improved or the proceedings relating to the acquisition, installation, equipment, and improvement 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 Springfield, Ohio. The New Petitioner represents that it 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 New Property for the Authorized Improvements, or any other matters related to the foregoing.

The New Petitioner acknowledges and understands that the City and the Corporation, once formed, will rely upon this New Petition in taking actions pursuant to it and expending resources. This New Petition therefore shall be irrevocable and shall be binding upon the New Petitioner, any successors or assigns of the New Petitioner, the New Property, and any grantees, mortgagees, lessees, or transferees of the New Property. The New 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 this New Petition.

The New Petitioner acknowledges that the District is being created using a single petition under the Act and that no further authorization by the New Petitioner may be required prior to the implementation of the New Program Plan and the levying of the Special Assessments.

The New Petitioner further deposes and states that this New Petition and actions provided for in this New Petition impose burdens and obligations upon the New Property and provide for Special Assessments to be levied upon the New Property in accordance with this New Petition, and that this New Petition is to be made available by the City for inspection at the office of the Finance Department of the City.

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EXHIBIT A

DESCRIPTION OF NEW PROPERTY

The New Property subject to this New Petition and owned by the New Petitioner is the portion of the real property described in the following legal description that, as of the date hereof, is assigned tax parcel identification number 3400700036406028 in the records of the Clark County, Ohio Auditor's Office, as such parcel may be further divided, combined, re-combined, re-numbered, or re-named from time to time, and is located at the commonly used mailing address 404 East McCreight Avenue, Springfield, Ohio 45503.

[See Attached Legal Description]

200800013453
Filed for Record in
CLARK COUNTY, OH
NANCY PENCE
08-14-2008 At 04:18 pm.
WARRANTY 52.00
DR Volume 1856 Page 687 - 691

GENERAL WARRANTY DEED

Statutory Form §5302.06 O.R.C.

KNOW ALL MEN BY THESE PRESENTS, that I.O.O.F. Home of Ohio, Inc., an Ohio non-profit corporation (hereinafter referred to as "Grantor"), whose tax mailing address is 404 East McCreight Avenue, Springfield, OH 45503, for valuable consideration received to the full satisfaction of Springfield Health Care Realty, LLC, an Ohio limited liability company (hereinafter referred to as "Grantee"), whose tax mailing address is 1790 Enterprise Parkway, Twinsburg, Ohio 44087, does hereby give, grant, remise, release with General Warranty Covenants to the said Grantee, its successors and assigns forever, all such right and title as the said Grantor's have or ought to have in and to the following real property, the following real property:

Situate in the State of Ohio, County of Clark, and within the corporate limits of the City of Springfield, and-being part of Lots 4998 and 4999 as numbered and designated on the plat of Lena Marmion's Addition, recorded Volume 5, Page 36 of the Plat Records of Clark County, Ohio and being part of a vacated alley in said plat, and being part of the Southeast quarter of Section 36, Town 5, Range 9, between the Miami Rivers Survey, and being described as follows:

Beginning at a lead and tack marker (set) at the intersection of the North line of East McCreight Avenue and the East line of Terrace Drive;

Thence North 33 deg. 36' 53" East, 559.83 feet to a 5/8 inch re-bar with plastic cap (set);

Thence North 84 deg. 39' 58" West, 76.00 feet to a 5/8 inch re-bar with plastic cap (set);

Thence North 5 deg. 20' 02" East, 470.00 feet to a 5/8 inch re-bar with plastic cap (set);

Thence North 9 deg. 35' 36" West, 215.29 feet to a 5/8 inch re-bar with plastic cap (set) on the South line of East Third Street;

Thence with the South line of East Third Street, South 84 deg. 39' 58" East, 46.00 feet to a 5/8 inch re-bar with plastic cap (set);

Thence South 9 deg. 35' 36" East, 160.75 feet to a 5/8 inch re-bar with plastic cap (set);

Thence South 84 deg. 39' 58" East, 466.31 feet to a 5/8 inch re-bar with plastic cap (set);

Transferred
Sale Price 3200.00
2855 AUG 14 2008
George A. Sodders
Auditor

(BMS/K0716561.1)

200800013453
LAWYERS TITLE INSURANCE COF
ATTN JAMES F BERRY
2820 WEST MARKET STREET
AKRON OH 44333

Land America/Lawyers Title

Order No. 220080372

Thence South 3 deg. 22' 16" West, 162.90 feet to a 5/8 inch re-bar with plastic cap (set);

Thence South 84 deg. 37' 52" East, 219.50 feet to a 5/8 inch re-bar with plastic cap (set) on the East line of a 24.743 acre tract;

Thence with the East line of said 24.743 acre tract, South 6 deg. 10' 57" West, 359.81 feet to a 5/8 inch re-bar with plastic cap (set);

Thence North 84 deg. 39' 58" West, 502.19 feet to a 5/8 inch re-bar with plastic cap (set);

Thence South 33 deg. 36' 53" West, 559.42 feet to a 5/8 inch re-bar with plastic cap (set) on the North line of East McCreight Avenue;

Thence with the North line of East McCreight Avenue, North 84 deg. 48' 42" West, 140.00 feet to the point of beginning and containing 9.581 acres, subject, however, to all rights-of-way, easement and restrictions of record.

Being part of the premises described in deed to IOOF Grand Lodge recorded Volume 111, Page 253 and Volume 137, Page 559 of the Deed Records of Clark County, Ohio.

The above description is based on an actual field survey dated July 22, 1987 by Terry A. Hoppes, Professional Surveyor No. 6352. Basis of bearings is Grid North, State Plane Coordinate System Ohio, South Zone, by resection.

Subject to and reserving unto the grantor a 0.682 Acre North Access Easement and a 2.211 Acre South Access Easement which easements are for the sole and exclusive use of the grantor and its successors and assigns and are for the purpose of access, ingress and egress across the above described 9.581 acre parcel to the lands adjacent to said 9.581 acre parcel and which easement areas are more particularly described as follows:

North Access Easement:

Situate in the State of Ohio, County of Clark, and within the corporate limits of the City of Springfield, and being part of Lots 4998 and 4999 as numbered and designated on the plat Lena Marmion's Addition recorded Volume 5, Page 36 of the Plat Records of Clark County, Ohio and being a part of a vacated alley in said plat and being part of the Southeast quarter

of Section 36, Town 5, Range 9, between the Miami Rivers Survey, and being described as follows:

Beginning at a 5/8 inch re-bar with plastic cap (set) on the South line of East Third Street, South 84 deg. 39' 58" East, 106.50 feet from the intersection of the South line of East Third Street with the East line of Roosevelt Drive;

Thence with the South line of East Third Street, South 84 deg. 39' 58" East, 46.00 feet to a 5/8 inch re-bar with plastic cap (set);

Thence South 9 deg. 35' 36" East, 160.75 feet to a 5/8 inch re-bar with plastic cap (set);

Thence South 84 deg. 39' 58" East, 466.31 feet to a 5/8 inch re-bar with plastic cap (set);

Thence South 3 deg. 22' 16" West, 60.70 feet;

Thence North 68 deg. 56' 32" West, 139.00 feet;

Thence South 85 deg. 50' 02" West, 180.00 feet;

Thence North 84 deg. 39' 58" West, 189.00 feet to a 5/8 inch re-bar with plastic cap (set);

Thence North 9 deg. 35' 36" West, 215.29 feet to the point of beginning and containing 0.682 acres.

Being part of the premises described in deed to IOOF Grand Lodge recorded Volume 111, Page 253 and Volume 137, Page 559 of the Deed Records of Clark County, Ohio.

The above description is based on an actual field survey dated July 22, 1987, by Terry A. Hoppes, Professional Surveyor No. 6352. Basis of bearings is Grid North, State Plane Coordinate System, Ohio, South Zone, based on resection.

South Access Easement:

Situate in the State of Ohio, County of Clark, and within the corporate limits of the City of Springfield, and being part of the Southeast quarter of Section 36, Town 5, Range 9, between the Miami Rivers Survey, and being described as follows:

Beginning on the North line of McCreight Avenue (60 feet right-of-way) at its intersection with the East line of Terrace Drive (40 feet right-of-way);

Thence North 33 deg. 36' 53" East, 559.83 feet to a 5/8 inch re-bar with plastic cap (set);

Thence North 68 deg. 24' 03" East, 215.81 feet;

Thence North 89 deg. 06' 53" East, 144.00 feet;

Thence North 50 deg. 12' 29" East, 319.58 feet;

Thence North 6 deg. 10' 57" East, 20.00 feet to a North line of a 9.581 acre tract;

Thence with part of a North line of said 9.581 acre tract, South 84 deg. 37' 52" East, 36.00 feet;

Thence South 6 deg. 10' 57" West, 44.89 feet;

Thence South 50 deg. 12' 29" West, 326.49 feet;

Thence South 89 deg. 06' 53" West, 194.00 feet;

Thence South 33 deg. 36' 53" West, 630.42 feet to a 5/8 inch re-bar with plastic cap (set) on the North line of McCreight Avenue;

Thence with the North line of McCreight Avenue, North 84 deg. 48' 42" West, 140.00 feet to the point of beginning and containing 2.211 acres;

Being part of the premises described in deed to IOOF Grand Lodge recorded Volume 111, Page 253 of the Deed Records of Clark County, Ohio.

The above description is based on an actual field survey dated July 22, 1987, by Terry A. Hoppes, Professional Surveyor No. 6352. Basis of bearings is Grid North, State Plane Coordinate System, Ohio, South Zone, based on resection.

Also known as 404 East McCreight Avenue, Springfield, Ohio 45503.

Together with all buildings and improvements now or hereafter located thereon, all the privileges and appurtenances thereunto belonging and including the assignment of all Leases of the premises and all the rents and profits arising or to be had therefrom, and all the Estate, title and interest of said Grantor either in law or in equity, of, in and to said premises.

Property Address: 404 East McCreight Avenue, Springfield, Ohio 45503.

Permanent Parcel No.: 34007000364061028

Prior Instrument Reference: Volume 111, Page 253 of the Deed Records of Clark County, Ohio.

EXECUTED this 11 day of August, 2008.

I.O.O.F. Home of Ohio, Inc.

By:

Hebern Hannah
Hebern Hannah, Secretary

STATE OF OHIO)
) SS:
COUNTY OF CLARK)

Be it remembered, that on this 11 day of August, 2008, before me, the subscriber, a Notary Public in and for said state, personally came, Hebern Hannah, Secretary of the I.O.O.F. Home of Ohio, Inc., an Ohio non-profit corporation, the Grantor in the foregoing deed and acknowledged the signing thereof to be his voluntary act and deed. In testimony thereof, I have hereunto subscribed my name and affixed my official seal on the day and year last aforesaid.

B. P. Reich
Notary Public
BARRY P. REICH, Attorney-At-Law
NOTARY PUBLIC-STATE OF OHIO
My Commission has no expiration date
Section 147.03, R.C.



This Instrument Prepared by:

Eric M. Simon
Kahn Kleinman
2600 Tower at Erieview
1301 E. 9th Street
Cleveland, Ohio 44114

IBMSK0716561.1)

-Page 5 of 5-

APPROVED
CLARK COUNTY LIS CENTER
L I S
AUG 14 2008

- LEGAL DESCRIPTION
- SURVEY PLAT/LOT SPLIT
- SUBDIVISION ANNEXATION

EXHIBIT B

SPECIAL ENERGY IMPROVEMENT PROJECT DESCRIPTION

The real property owned by Springfield Health Care Realty, LLC at 404 East McCreight Avenue, Springfield, Ohio 45503 (the “New Property”) is the location at which the special energy improvements described below shall be constructed and installed, and shall exist (the “New Project”). The New Property is further described on **Exhibit A** of this New Petition. The New Property will be subject to special assessments for energy improvements in accordance with Ohio Revised Code Chapter 1710.

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

- HVAC (Heating/Cooling Systems)
- Domestic Hot Water Systems
- Interior and Exterior Lighting Retrofit
- Roofing Insulation Replacement
- Exterior Window Replacement
- Exterior Door Insulation
- Elevator Retrofit
- Generator Replacement

EXHIBIT C

SPRINGFIELD REGIONAL ENERGY SPECIAL IMPROVEMENT DISTRICT NEW PROGRAM PLAN

The Springfield Regional 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. Pursuant to Section 1710.02 of the Ohio Revised Code, Springfield Health Care Realty, LLC, as the initial owner of real property within the District (the “**Owner**”) authorizes, consents to, and submits to the City of Springfield, Ohio for approval this new program plan for the Program (as the same may be amended and supplemented from time to time as provided herein, the “**New Program Plan**”) to provide for the Program’s administration and to set forth the terms and conditions of participation in the Program.

The District is established pursuant to the special energy improvement district provisions of Chapter 1710 of the Ohio Revised Code. This New Program 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 New Program 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 New Program 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 New 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 New Program Plan, an application, a petition, and an Assessment Schedule. The Governing Documents, this New Program Plan, the applications, the petitions, and the Assessment Schedules are referred to herein collectively as the “**District Documents.**” In addition to the District Documents, property owners may be required to agree to and execute an agreement to impose special assessments as a condition to receiving financing of special energy improvement projects from the District.

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 New Program 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, and 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, however, 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 New Program Plan shall be construed as a representation on the part of any participating political subdivision, the District, the board of directors of the District, or any of the directors, officers, agents, members, independent contractors, or employees of the District or board of directors that the Program is the best financing option available. Property owners are advised to conduct independent research to determine the best course of action.

II. The District’s Governance and Program Administrator

The District shall be governed, pursuant to the District Documents and the Act, by the Board of Directors (“**Board**”) of the Springfield Regional 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 any Code of Regulations adopted for the governance 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 New Program Plan to its subcommittee or to an agent, independent contractor, or employee of the District or the Board.

This New Program Plan specifically contemplates that, as authorized in the Act, the District may contract for the services of a “**Program Administrator.**”

The Program Administrator may provide, without limitation, the following services: (i) pursuant to Part III of this New Program 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 New Program Plan, marketing, program design, cooperating with property owners to implement Authorized Improvements, and other administrative services; and (iii) establishing and administering a revolving loan facility providing financing for certain special energy improvement projects.

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 or the legislative authority of the political subdivision in which the property is located 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 New Program 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 New Program Plan. The New Program Plan for the District may be amended and supplemented from time to time in accordance with its terms, including, specifically, by supplements to the New Program Plan which identify additional Authorized Improvements within the District to be subject to the New Program Plan or add property to the District and subject such additional property to the New Program Plan. To be eligible for participation in the Program, each property owner, with the exception of the Owner, must file a supplement to this New Program Plan (the “**Supplemental Plan**”) 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 New Program Plan applicable to real property within the District or to be added to the district. Supplemental Plans shall include such other information as may be required by the Board. Supplemental Plans shall conform to the requirements of Ohio Revised Code Chapter 1710 and any requirements of the Board. No special assessments authorized, levied, assessed, or collected with respect to the Authorized Improvements described in this New Program Plan or in any Supplemental Plan shall ever be used to pay the costs of any Authorized Improvements described in any other New Program Plan or Supplemental Plan.

- (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 utilize pre-approved contractors to complete the Authorized Improvements. The Board is further authorized to create criteria for the approval of contractors 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 New Program 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 ORC Section 1710.11, 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 participating political subdivision and may specify conditions under which competitive bidding is not required. Except as specified in the Act and in this New Program Plan, the District Documents shall not be construed to eliminate or alter the competitive bidding procedures applicable to a participating political subdivision due to its status 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. Program Services

The Board is hereby authorized to provide ongoing services to the District, its property, and the property owners. All services provided under this New Program Plan shall be deemed to be services provided in furtherance of Authorized Improvements provided under this New Program 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 Supplemental Plans 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) Annual Report. In accordance with Section 1710.04(D), the Board is hereby authorized, by the first day of March of each year, to submit to each member of the District and to the municipal executive, chief fiscal officer, and legislative authority of each municipal corporation with territory within the boundaries of the District and to the board of township trustees of each township with territory within the boundaries of the District a report of the District's activities and financial condition for the previous year.
- (J) 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 the Corporation, hiring employees and professional services, contracting for insurance, and purchasing or leasing office space or office equipment;
- (B) The cost of planning, designing, reviewing, facilitating the implementation of, and implementing Authorized Improvements or services under this New Program Plan or any Supplemental Plan, including payment of architectural, engineering, legal, appraisal, insurance, consulting, energy auditing, and planning fees and expenses, and, for services under this New Program Plan or any Supplemental Plan, the management, protection, and maintenance costs of public or private facilities;

- (C) Any costs of litigation, including but not limited to court costs, attorneys' fees, and expert witness fees, incurred by the District in implementing this New Program Plan or any Supplemental Plans;
- (D) Any damages resulting from implementing this New Program Plan or any Supplemental 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 New Program Plan or any Supplemental Plan;
- (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; and
- (G) In accordance with Section 727.08(I) of the Ohio Revised Code, the costs incurred in connection with the preparation, levy, and collection of the special assessments, including legal expenses incurred by reason of the improvement.

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 an Authorized Improvement approved by the Board that is 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 Authorized Improvement approved by the Board 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 New Program Plan.
- (B) The District Documents may be amended or supplemented in accordance with their terms.
- (C) As described in this New Program Plan, the Board is authorized to implement and amend this New Program 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 the petition and Supplemental Plan. The area where the Authorized Improvements will be undertaken will be the area identified in each petition requesting formation of the District or in any petition 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 laws, regulations, rules, and guidelines including, but not limited to state and federal laws, the Internal Revenue Code, Governmental Accounting Standards Board pronouncements, and Financial Accounting Standards Board standards. If these laws, regulations, rules, and guidelines change after property owners have applied to the District for financing, the District may be unable to fulfill its obligations under this New Program Plan. **The District, or any participating political subdivision, shall not be obligated to implement any provision of this New Program Plan which is contrary to state or federal law. The District or any participating political subdivision shall not be liable for any inability to finance Authorized Improvements as a result of any applicable laws, regulations, rules or guidelines or any changes in applicable laws, regulations, rules or guidelines 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 Springfield, Ohio, as a participating political subdivision, for the purposes of implementing this New Program Plan and administering the Program. The District and any participating political subdivision shall be neither responsible nor liable for the installation, operation, financing, refinancing, maintenance, removal, remediation, warranting, or other guaranteeing of Authorized Improvements. Property owners will be solely responsible for the installation, operation, financing, refinancing, maintenance, removal, remediation, warranting, or other guaranteeing 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 New Program 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, except as may arise from the acts or omissions of the District in breach of the Governing Documents, the Petition, or the New Program Plan or the gross negligence of the District. Any political subdivision that owns real property included in the District agrees to release 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 Documents' terms and conditions in effect from time to time during participation. The District reserves the right to change this New Program Plan and the terms and conditions of the District Documents at any time upon not less than five (5) days' prior written notice. No such change will affect a property owner's rights or obligations under this New Program Plan, including, without limitation, the payment of 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 any applicable 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 owner's names and contact information may be disclosed to their current electric utilities. Property owner's name, 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 and any participating political subdivision is subject to Ohio public records laws, including Ohio Revised Code Section 149.43 *et seq.* Each property owner that executes this New Program Plan agrees, on behalf of itself as an owner, and any and all agents, employees, contractors, or other parties who submit plans, proposals, drawings, trade secrets, copyrighted material, or other work products related to proposed or authorized improvements, to the disclosure of certain information as stated in this Part, and will indemnify and hold harmless the District and any participating political subdivision from liability for compliance with said laws.

XII. Initial Authorized Improvements

The Owner has requested and consented to certain special assessments to be levied by the City with respect to certain real property owned by the Owner (the "**New Property**") and located on Clark County Auditor Parcel ID Numbers 3400700036406028 which New Property is described more specifically in **Exhibit 1** attached to this New Program Plan.

A proposed maximum schedule of special assessments to be assessed against the New Property to pay the costs of the Authorized Improvements is attached hereto as **Exhibit 2**. The Owner hereby consents and agrees that the maximum schedule of special assessments represents the final hard costs of the Authorized Improvements described below, together with an assumed rate of interest on those costs in excess of the rate of interest expected to be available for financing the costs of the Authorized Improvements. The Owner hereby consents and agrees that the final rate of interest will be determined before the City levies the special assessments, and hereby authorizes the City to levy the special assessments in amounts which, in aggregate, are less than or equal to the aggregate amount of the special assessments shown on **Exhibit 2**, and are in the amounts necessary to pay the costs of financing the Authorized Improvements, as certified to the City by the New Petition and the provider of financing for the Authorized Improvements. The Owner hereby certifies, represents, and warrants to the City and the District that the actual hard costs of the Authorized Improvements to be financed with the special assessments have been ascertained to be not less than \$1,631,466.00.

In the event that at any time following the date of this New Program Plan the New Property is combined or subdivided into permanent parcels in the records of the County Auditor of Clark County, Ohio, then the Owner requested in the New Petition that the Special Assessments be allocated among the resulting parcels as agreed by the Owner, the District, and the City, and which shall result in the Special Assessments being allocated to each resulting parcel in proportion to, and not in excess of, the special benefits conferred on the resulting parcel, or resulting parcels, by the Authorized Improvements identified in the New Petition.

- HVAC (Heating/Cooling Systems)
- Domestic Hot Water Systems
- Interior and Exterior Lighting Retrofit
- Roofing Insulation Replacement
- Exterior Window Replacement
- Exterior Door Insulation
- Elevator Retrofit
- Generator Replacement

The Authorized Improvements applicable to the New Property will include the acquisition, construction, installation, improvement, and equipping of HVAC (heating and cooling systems), domestic hot water systems, retrofitting of interior and exterior lighting, replacement of roofing insulation, replacement of exterior windows, exterior door insulation, an elevator retrofit, and a generator replacement, and related improvements. As required by Ohio Revised Code Sections 1710.01(I) and (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 New Program Plan as **Exhibit 3**. The Owner hereby acknowledges and agrees that the special benefit to be provided to the New Property under this Supplemental Plan is the consummation of financing to pay the 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 Owner will cause this New Program Plan to be promptly filed with the Board of Directors of the District and with the Clerk of the City Commission of the City of Springfield, Ohio.

The undersigned owner of real property located within the District acknowledges that the District and the City are subject to Ohio public records laws, including Ohio Revised Code Section 149.43 *et seq.* The undersigned real property owner agrees to the disclosure of certain property owner information by the District or the City to the extent required by law.

[Balance of Page Intentionally Left Blank.]

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

Date: 8-15 [], 2024.

New Property Owner:

SPRINGFIELD HEALTH CARE REALTY, LLC

By: 

Name: Danny Karam

Title: Manager

Address for notices to New Property Owner:

Springfield Health Care Realty, LLC
Attention: Danny Karam, Manager
20600 Chagrin Boulevard, Suite 425
Shaker Heights, Ohio 44122

EXHIBIT 1

DESCRIPTION OF NEW PROPERTY

The New Property subject to this Plan and owned by the Owner is the portion of the real property described in the following legal description that, as of the date hereof, is assigned tax parcel identification number 3400700036406028 in the records of the Clark County, Ohio Auditor's Office, as such parcel may be further divided, combined, re-combined, re-numbered, or re-named from time to time, and is located at the commonly used mailing address 404 East McCreight Avenue, Springfield, Ohio 45503.

[See Attached Legal Description]

200800013453
Filed for Record in
CLARK COUNTY, OH
NANCY PENCE
08-14-2008 At 04:18 pm.
WARRANTY 52.00
DR Volume 1856 Page 687 - 691

GENERAL WARRANTY DEED

Statutory Form §5302.06 O.R.C.

KNOW ALL MEN BY THESE PRESENTS, that I.O.O.F. Home of Ohio, Inc., an Ohio non-profit corporation (hereinafter referred to as "Grantor"), whose tax mailing address is 404 East McCreight Avenue, Springfield, OH 45503, for valuable consideration received to the full satisfaction of Springfield Health Care Realty, LLC, an Ohio limited liability company (hereinafter referred to as "Grantee"), whose tax mailing address is 1790 Enterprise Parkway, Twinsburg, Ohio 44087, does hereby give, grant, remise, release with General Warranty Covenants to the said Grantee, its successors and assigns forever, all such right and title as the said Grantor's have or ought to have in and to the following real property, the following real property:

Situate in the State of Ohio, County of Clark, and within the corporate limits of the City of Springfield, and-being part of Lots 4998 and 4999 as numbered and designated on the plat of Lena Marmion's Addition, recorded Volume 5, Page 36 of the Plat Records of Clark County, Ohio and being part of a vacated alley in said plat, and being part of the Southeast quarter of Section 36, Town 5, Range 9, between the Miami Rivers Survey, and being described as follows:

Beginning at a lead and tack marker (set) at the intersection of the North line of East McCreight Avenue and the East line of Terrace Drive;

Thence North 33 deg. 36' 53" East, 559.83 feet to a 5/8 inch re-bar with plastic cap (set);

Thence North 84 deg. 39' 58" West, 76.00 feet to a 5/8 inch re-bar with plastic cap (set);

Thence North 5 deg. 20' 02" East, 470.00 feet to a 5/8 inch re-bar with plastic cap (set);

Thence North 9 deg. 35' 36" West, 215.29 feet to a 5/8 inch re-bar with plastic cap (set) on the South line of East Third Street;

Thence with the South line of East Third Street, South 84 deg. 39' 58" East, 46.00 feet to a 5/8 inch re-bar with plastic cap (set);

Thence South 9 deg. 35' 36" East, 160.75 feet to a 5/8 inch re-bar with plastic cap (set);

Thence South 84 deg. 39' 58" East, 466.31 feet to a 5/8 inch re-bar with plastic cap (set);

Transferred
Sale Price 3200.00
2855 AUG 14 2008
George A. Sodders
Auditor

(BMS/K0716561.1)

200800013453
LAWYERS TITLE INSURANCE COF
ATTN JAMES F BERRY
2820 WEST MARKET STREET
AKRON OH 44333

Land America/Lawyers Title

Order No. 220080372

Thence South 3 deg. 22' 16" West, 162.90 feet to a 5/8 inch re-bar with plastic cap (set);

Thence South 84 deg. 37' 52" East, 219.50 feet to a 5/8 inch re-bar with plastic cap (set) on the East line of a 24.743 acre tract;

Thence with the East line of said 24.743 acre tract, South 6 deg. 10' 57" West, 359.81 feet to a 5/8 inch re-bar with plastic cap (set);

Thence North 84 deg. 39' 58" West, 502.19 feet to a 5/8 inch re-bar with plastic cap (set);

Thence South 33 deg. 36' 53" West, 559.42 feet to a 5/8 inch re-bar with plastic cap (set) on the North line of East McCreight Avenue;

Thence with the North line of East McCreight Avenue, North 84 deg. 48' 42" West, 140.00 feet to the point of beginning and containing 9.581 acres, subject, however, to all rights-of-way, easement and restrictions of record.

Being part of the premises described in deed to IOOF Grand Lodge recorded Volume 111, Page 253 and Volume 137, Page 559 of the Deed Records of Clark County, Ohio.

The above description is based on an actual field survey dated July 22, 1987 by Terry A. Hoppes, Professional Surveyor No. 6352. Basis of bearings is Grid North, State Plane Coordinate System Ohio, South Zone, by resection.

Subject to and reserving unto the grantor a 0.682 Acre North Access Easement and a 2.211 Acre South Access Easement which easements are for the sole and exclusive use of the grantor and its successors and assigns and are for the purpose of access, ingress and egress across the above described 9.581 acre parcel to the lands adjacent to said 9.581 acre parcel and which easement areas are more particularly described as follows:

North Access Easement:

Situate in the State of Ohio, County of Clark, and within the corporate limits of the City of Springfield, and being part of Lots 4998 and 4999 as numbered and designated on the plat Lena Marmion's Addition recorded Volume 5, Page 36 of the Plat Records of Clark County, Ohio and being a part of a vacated alley in said plat and being part of the Southeast quarter

of Section 36, Town 5, Range 9, between the Miami Rivers Survey, and being described as follows:

Beginning at a 5/8 inch re-bar with plastic cap (set) on the South line of East Third Street, South 84 deg. 39' 58" East, 106.50 feet from the intersection of the South line of East Third Street with the East line of Roosevelt Drive;

Thence with the South line of East Third Street, South 84 deg. 39' 58" East, 46.00 feet to a 5/8 inch re-bar with plastic cap (set);

Thence South 9 deg. 35' 36" East, 160.75 feet to a 5/8 inch re-bar with plastic cap (set);

Thence South 84 deg. 39' 58" East, 466.31 feet to a 5/8 inch re-bar with plastic cap (set);

Thence South 3 deg. 22' 16" West, 60.70 feet;

Thence North 68 deg. 56' 32" West, 139.00 feet;

Thence South 85 deg. 50' 02" West, 180.00 feet;

Thence North 84 deg. 39' 58" West, 189.00 feet to a 5/8 inch re-bar with plastic cap (set);

Thence North 9 deg. 35' 36" West, 215.29 feet to the point of beginning and containing 0.682 acres.

Being part of the premises described in deed to IOOF Grand Lodge recorded Volume 111, Page 253 and Volume 137, Page 559 of the Deed Records of Clark County, Ohio.

The above description is based on an actual field survey dated July 22, 1987, by Terry A. Hoppes, Professional Surveyor No. 6352. Basis of bearings is Grid North, State Plane Coordinate System, Ohio, South Zone, based on resection.

South Access Easement:

Situate in the State of Ohio, County of Clark, and within the corporate limits of the City of Springfield, and being part of the Southeast quarter of Section 36, Town 5, Range 9, between the Miami Rivers Survey, and being described as follows:

Beginning on the North line of McCreight Avenue (60 feet right-of-way) at its intersection with the East line of Terrace Drive (40 feet right-of-way);

Thence North 33 deg. 36' 53" East, 559.83 feet to a 5/8 inch re-bar with plastic cap (set);

Thence North 68 deg. 24' 03" East, 215.81 feet;

Thence North 89 deg. 06' 53" East, 144.00 feet;

Thence North 50 deg. 12' 29" East, 319.58 feet;

Thence North 6 deg. 10' 57" East, 20.00 feet to a North line of a 9.581 acre tract;

Thence with part of a North line of said 9.581 acre tract, South 84 deg. 37' 52" East, 36.00 feet;

Thence South 6 deg. 10' 57" West, 44.89 feet;

Thence South 50 deg. 12' 29" West, 326.49 feet;

Thence South 89 deg. 06' 53" West, 194.00 feet;

Thence South 33 deg. 36' 53" West, 630.42 feet to a 5/8 inch re-bar with plastic cap (set) on the North line of McCreight Avenue;

Thence with the North line of McCreight Avenue, North 84 deg. 48' 42" West, 140.00 feet to the point of beginning and containing 2.211 acres;

Being part of the premises described in deed to IOOF Grand Lodge recorded Volume 111, Page 253 of the Deed Records of Clark County, Ohio.

The above description is based on an actual field survey dated July 22, 1987, by Terry A. Hoppes, Professional Surveyor No. 6352. Basis of bearings is Grid North, State Plane Coordinate System, Ohio, South Zone, based on resection.

Also known as 404 East McCreight Avenue, Springfield, Ohio 45503.

Together with all buildings and improvements now or hereafter located thereon, all the privileges and appurtenances thereunto belonging and including the assignment of all Leases of the premises and all the rents and profits arising or to be had therefrom, and all the Estate, title and interest of said Grantor either in law or in equity, of, in and to said premises.

Property Address: 404 East McCreight Avenue, Springfield, Ohio 45503.

Permanent Parcel No.: 34007000364061028

Prior Instrument Reference: Volume 111, Page 253 of the Deed Records of Clark County, Ohio.

EXECUTED this 11 day of August, 2008.

I.O.O.F. Home of Ohio, Inc.

By:

Hebern Hannah
Hebern Hannah, Secretary

STATE OF OHIO)
) SS:
COUNTY OF CLARK)

Be it remembered, that on this 11 day of August, 2008, before me, the subscriber, a Notary Public in and for said state, personally came, Hebern Hannah, Secretary of the I.O.O.F. Home of Ohio, Inc., an Ohio non-profit corporation, the Grantor in the foregoing deed and acknowledged the signing thereof to be his voluntary act and deed. In testimony thereof, I have hereunto subscribed my name and affixed my official seal on the day and year last aforesaid.

B. P. Reich
Notary Public
BARRY P. REICH, Attorney-At-Law
NOTARY PUBLIC-STATE OF OHIO
My Commission has no expiration date
Section 147.03, R.C.



This Instrument Prepared by:

Eric M. Simon
Kahn Kleinman
2600 Tower at Erieview
1301 E. 9th Street
Cleveland, Ohio 44114

IBMSK0716561.1)

-Page 5 of 5-

APPROVED
CLARK COUNTY LIS CENTER
L I S
AUG 14 2008

- LEGAL DESCRIPTION
- SURVEY PLAT/LOT SPLIT
- SUBDIVISION ANNEXATION

EXHIBIT 2

SCHEDULE OF SPECIAL ASSESSMENTS

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

Total maximum, estimated assessment costs:	\$5,552,948.00
Estimated maximum semi-annual special assessments for 25 years:	\$111,058.96
Number of semi-annual assessments:	50
First semiannual installment due (approximately):	February 14, 2027

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

Special Assessment Date*	Maximum Semi-Annual Special Assessment Installment Amount**
February 14, 2026	\$111,058.96
July 14, 2026	111,058.96
February 14, 2027	111,058.96
July 14, 2027	111,058.96
February 14, 2028	111,058.96
July 14, 2028	111,058.96
February 14, 2029	111,058.96
July 14, 2029	111,058.96
February 14, 2030	111,058.96
July 14, 2030	111,058.96
February 14, 2031	111,058.96
July 14, 2031	111,058.96
February 14, 2032	111,058.96
July 14, 2032	111,058.96
February 14, 2033	111,058.96
July 14, 2033	111,058.96
February 14, 2034	111,058.96
July 14, 2034	111,058.96
February 14, 2035	111,058.96
July 14, 2035	111,058.96
February 14, 2036	111,058.96
July 14, 2036	111,058.96
February 14, 2037	111,058.96
July 14, 2037	111,058.96
February 14, 2038	111,058.96
July 14, 2038	111,058.96
February 14, 2039	111,058.96
July 14, 2039	111,058.96
February 14, 2040	111,058.96

July 14, 2040	\$111,058.96
February 14, 2041	111,058.96
July 14, 2041	111,058.96
February 14, 2042	111,058.96
July 14, 2042	111,058.96
February 14, 2043	111,058.96
July 14, 2043	111,058.96
February 14, 2044	111,058.96
July 14, 2044	111,058.96
February 14, 2045	111,058.96
July 14, 2045	111,058.96
February 14, 2046	111,058.96
July 14, 2046	111,058.96
February 14, 2047	111,058.96
July 14, 2047	111,058.96
February 14, 2048	111,058.96
July 14, 2048	111,058.96
February 14, 2049	111,058.96
July 14, 2049	111,058.96
February 14, 2050	111,058.96
July 14, 2050	111,058.96

* Pursuant to Ohio Revised Code Chapter 323, the Special Assessment Payment Dates identified in this Exhibit 2 are subject to adjustment by the Clark County Auditor under certain conditions.

** Pursuant to Ohio Revised Code Section 727.36, the Clark County Auditor may charge and collect a fee in addition to the amounts listed in the above schedule.

EXHIBIT 3

Description of Authorized Improvements

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

ECM No.	Title	Total Project Cost	Project Cost (incl. Rebates)	Annual Cost Savings					Simple Payback (yrs)	EUL (yrs)
				Electric Demand	Electric Energy	Natural Gas	O&M ²	Total		
A-1	Upgrade building envelope system by adding roof insulation, replacing windows, and replacing main door	\$404,858	\$404,858	\$92	\$512	\$1,303	\$0	\$1,908	212.2	30.0
L-1	Upgrade lighting system(s) to LED technology	\$78,224	\$78,224	\$1,271	\$22,154	\$0	\$590	\$24,015	3.3	20.0
H-1	Upgrade the existing heating and cooling system(s) by installing new VRF systems	\$718,536	\$718,536	\$226	-\$5,400	\$11,155	\$0	\$5,982	120.1	15.0
D-1	Upgrade existing domestic hot water system with tankless unit	\$182,692	\$182,692	\$0	\$0	\$1,295	\$0	\$1,295	141.0	11.0
E-1	Infrastructure, emergency generator and elevator upgrade	\$247,156	\$247,156	-	-	-	-	-	-	28.3
Total		\$1,631,466	\$1,631,466	\$1,590	\$17,266	\$13,754	\$590	\$33,200	49.1	--

EXHIBIT D

**NEW ARTICLES OF INCORPORATION
OF SPRINGFIELD REGIONAL ENERGY SPECIAL IMPROVEMENT DISTRICT**

FIRST:
NAME

Name of Corporation: The name of the Corporation shall, at any time and from time to time be the unique proper name only of each participating political subdivision, as defined in Ohio Revised Code (“ORC”) Section 1710.02(E), of the special improvement district governed by the Board of Directors of the Corporation, in alphabetical order, separated by commas, and followed by the words “Regional Energy Special Improvement District, Inc.” For demonstration purposes, as of the adoption of this Article First, the name of the Corporation shall be “Springfield Regional Energy Special Improvement District, Inc.”

These New Articles of Incorporation are intended to fully replace the Original Articles of Incorporation approved by the City of Springfield, Ohio pursuant Resolution No. 6145 of the Commission of the City passed on April 15, 2022 with respect to the establishment of the District (as defined below). Notwithstanding anything to the contrary, these New Articles of Incorporation are intended to supersede the Original Articles of Incorporation in all respects.

SECOND:
PURPOSE

The purpose for which the Corporation is formed shall be:

- (A) To govern the Springfield Regional Energy Special Improvement District, Inc., a special improvement district (the “District”) created pursuant to Ohio Revised Code (“ORC”) Chapter 1710. The District will be authorized to approve special energy improvement projects pursuant to ORC Chapter 1710 within the boundaries of the District. The Corporation will be conducive to and promote the public health, safety, peace, convenience, and general welfare by creating projects that conserve energy and create a clean environment, lead to energy independence, create jobs and economic growth and development, and promote the general welfare within the District and the participating political subdivisions.

The District will be authorized to take any other actions pursuant to ORC Chapter 1710 that may be taken by a special improvement district organized for the purpose of developing and implementing plans for special energy improvement projects. The City of Springfield, Ohio (“City”) is a “participating political subdivision,” as that term is defined in ORC Section 1710(E), that will be authorized to levy a special assessment on each property within the territorial boundaries of the City within the District to pay for such improvements, based on the benefits conferred by those special energy improvement projects. All other municipal corporations and townships which duly and validly add real

property to the District shall be a participating political subdivision that will be authorized to levy a special assessment on each property within the territorial boundaries of such participating political subdivision within the District to pay for such improvements, based on the benefits conferred by those special energy improvement projects.

- (B) To engage in any lawful act, activity or business not contrary to and for which a nonprofit corporation may be formed under the laws of the State of Ohio.
- (C) To have and exercise all powers, rights and privileges conferred by the laws of the State of Ohio on nonprofit corporations or on special improvement districts, including, but not limited to, buying, leasing or otherwise acquiring and holding, using or otherwise enjoying and selling, leasing or otherwise disposing of any interest in any property, real or personal, of whatever nature and wherever situated, and buying and selling renewable energy credits, stocks, bonds, or any other security of any issuer as the Corporation by action of its Board may, at any time and from time to time, deem advisable.
- (D) The reasons for establishing the District include the public health, safety, peace, convenience, and welfare by developing and assisting in developing special energy improvement projects that reduce the territory's carbon footprint, promote the District as a location for green technology job creation, benefit property within the District, and improve the environment.

THIRD:
RESTRICTIONS

In accordance with ORC Chapter 1702, no part of the net earnings of the Corporation shall inure to the benefit of any private person, including any of the Corporation's members, directors, trustees, or officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to the Corporation or allowed by the Corporation as reasonable allowance for authorized expenditures incurred on behalf of the Corporation.

FOURTH:
MEMBERS

The members of the Corporation ("Members") shall be those persons or organizations described in the Code of Regulations. The annual meeting of Members shall be determined by the Board of Directors ("Board") as described in the Code of Regulations.

FIFTH:
BOARD OF DIRECTORS

The Corporation shall be controlled and managed under the direction of the Board. The Board shall at all times consist of at least five (5) individuals (individually a "Director").

- (A) The municipal executive, as defined in ORC Section 1710.01(D), provided that for each participating political subdivision that is a

township, municipal executive shall refer to the chief administrative officer of the township, if any, or if no chief administrative officer exists, the board of township trustees, of each participating political subdivision of the District, or an employee of each participating political subdivision who is involved with its planning or economic development functions and who shall be appointed by and serve at the pleasure of such participating political subdivision's municipal executive each shall serve as a Director.

- (B) A person appointed by and serving at the pleasure of the legislative authority of each participating political subdivision of the District each shall serve as a Director.
- (C) The remaining Directors shall be Members or executive representatives of Members elected, designated, or appointed by the Members as described in the Code of Regulations of the Corporation. At no time when there is more than one participating political subdivision of the District shall the number of Directors appointed under this subsection (C) exceed the total number of Directors appointed under both subsections (A) and (B) hereinabove.

The Board of Directors of the Corporation from time to time shall constitute the Board of Directors of the Corporation under ORC Chapter 1710.

SIXTH:
TERRITORY

The territory within the District shall be described generally as that portion of the participating political subdivisions consisting of property owned by each property owner within a participating political subdivision that has petitioned the participating political subdivision for the development of a special energy improvement project, as that term is defined in ORC Section 1710.01(I). As provided in ORC Section 1710.02(A), the territory in the District may be noncontiguous if at least one special energy improvement project is designated for each parcel of real property included in the District. As further provided in Section 1710.02(A), additional territory may be added to the District for the purpose of developing and implementing plans for special energy improvement projects if at least one special energy improvement project is designated for each parcel of real property included within such additional territory and the addition of territory is authorized by the plan for the District under Chapter 1710. The addition of such territory shall be authorized in the plan for the District.

The following is a listing of properties that are initially included in the District, which are identified by parcel number:

Springfield Health Care Realty, LLC	Parcel No. 3400700036406028
-------------------------------------	-----------------------------

SEVENTH:
CERTAIN
TRANSACTIONS

No person shall be disqualified from being a Director of the Corporation because he or she is or may be a party to, and no Director of the Corporation shall be disqualified from entering into, any contract or other transaction to which the Corporation is or may be a party.

Under ORC Chapter 1710, certain Directors of the Corporation are elected by the Members of the Corporation, are appointed by participating political subdivisions, or are identified by operation of ORC Chapter 1710 and, further, one of the District's purposes is to approve special energy improvement projects that benefit the property located within the District that, by operation of ORC Section 1710.03, is owned by a Member of the Corporation or governed by the participating political subdivision. As a direct result of such statutory requirements, a Director of the Corporation shall not be prohibited from participating in or voting upon actions relating to special energy improvement projects for which a Director has an interest either in its capacity as a Member of the Corporation or as a Director that was elected by such Member, appointed by a participating political subdivision, or identified by operation of ORC Chapter 1710.

No contract, action or other transaction shall be void or voidable because any Director or officer or other agent of the Corporation is a party thereto, or otherwise has any direct or indirect interest in such contract, action or transaction or in any other party thereto, or for reason that any interested director or officer or other agent of the Corporation authorizes or participates in authorization of such contract, action or transaction, provided that:

The material facts as to such interest and as to the contract, action or transaction are disclosed or are otherwise known to the Board or applicable committee of Directors at the time the contract, action or transaction is authorized and the Directors or the Members of the committee, in good faith reasonably justified by the facts, authorize the contract, action or transaction by at least a majority vote of the disinterested Directors or disinterested Members of the committee, even though such disinterested Directors or Members are less than a quorum; or

The material facts as to such interest and as to the contract, action or transaction are disclosed or are otherwise known to the member at the time the contract, action or transaction is authorized and the member authorizes the contract, action or transaction; or the contract, action or transaction (i) is not less favorable to the Corporation than an arm's length contract, action or transaction in which no director or officer or other agent of the Corporation has any interest or (ii) is otherwise fair to the Corporation as of the time it is authorized.

Any interested director may be counted in determining the presence of a quorum at any meeting of the Board or any committee thereof which authorizes the contract, action or transaction.

EIGHTH:
DISSOLUTION

The existence of the Corporation shall be perpetual, provided however, that the Corporation may be dissolved in accordance with the procedure proscribed under ORC Chapter 1710.13. No rights or obligations of any person under any contract, or in relation to any bonds, notes, or assessments made under this chapter, shall be affected by the dissolution of the Corporation or the repeal of a plan, except with the consent of that person or by order of a court with jurisdiction over the matter. Upon dissolution of the Corporation, any assets or rights of the Corporation, after payment of all bonds, notes, or other obligations of the Corporation, shall be deposited in a special account in the treasury of each participating political subdivision, prorated among all participating political subdivisions to reflect the percentage of the District's territory within that political subdivision, to be used for the benefit of the territory that made up the District.

Notwithstanding anything herein to the contrary, no part of the Corporation's income will be distributed to any entity other than a political subdivision of a state or an organization the income of which is excluded from gross income under Internal Revenue Code section 115(1).

NINTH:
AMENDMENT

Any provision of these New Articles of Incorporation may be amended only (a) by the affirmative vote of a majority of the Members of the Corporation at any meeting at which a quorum is present, and (b) after receipt of approval of such amendment by resolution of the legislative authority of each participating political subdivision, and (c) upon filing the approved amendment and resolution with the Ohio Secretary of State; provided that such amendment shall be consistent with the applicable provisions of ORC Chapters 1702 and 1710; provided, however, that any amendment to these New Articles of Incorporation that are necessary solely to recognize (i) the addition of real property to the territory of the District within the boundaries of any municipal corporation or township in which a portion of the District's territory is located or within the boundaries of any municipal corporation or township which may become a participating political subdivision of the District under ORC Chapter 1710, and (ii) the addition of the municipal corporation or township in which such real property is located as a participating political subdivision of the District are hereby approved and shall require no additional action or approval by any Members of the Corporation or any participating political subdivision of the District.

TENTH:
TRADE NAME

The District is hereby authorized to use the trade name "Springfield Regional Energy Special Improvement District," or any other such similar trade name as the Board of Directors may duly determine from time to time, and the Corporation is hereby authorized to use the trade name "Springfield Regional Energy Special Improvement District, Inc.," or any other such similar trade name as the Board of Directors may duly determine from time to time.