

A RESOLUTION NO. _____

Approving a Petition for Special Assessments for Special Energy Improvement Projects and a Springfield Regional Energy Special Improvement District Supplemental Plan—Supplement to Plan for 2018 and 2020 E. Main Street, Springfield, Ohio Project and Declaring 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, the Springfield Regional Energy Special Improvement District (the “District”) has been created and the City of Springfield, Ohio (the “City”) has approved a Springfield Regional Energy Special Improvement District Supplemental Plan (the “Program Plan”); and

WHEREAS, Dutch & Dutch Real Estate, LLC (the “Owner”), as the owner of certain real property located within the City, has identified certain real property owned by the Owner located at 2018 and 2020 E. Main Street (the “Project Site”) as an appropriate property for special energy improvement projects pursuant to Ohio Revised Code Chapter 1710 (the “Project,” as further described and defined in the Petition, defined below); and

WHEREAS, On August 20, 2024, the Owner submitted to this Commission a *Petition for Special Assessments for Special Energy Improvement Projects and Affidavit* (the “Petition”), together with the *Springfield Regional Energy Special Improvement District New Program Plan—Supplement to Plan for 2018 and 2020 E. Main Street, Springfield, Ohio Project* (as duly amended and supplemented from time to time, the “Supplemental 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 Petition and Supplemental Plan are for the purpose of developing and implementing special energy improvement projects in furtherance of the purposes set forth in Section 2o of Article VIII of the Ohio Constitution, including, without limitation, the Project, and further, the Petition and the Supplemental Plan identify the maximum amount and length of the special assessments to be imposed with respect to the Project; and

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

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

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

Section 1. This Commission approves the Petition and further approves the Supplemental Plan in substantially the forms now on file with the Clerk of this Commission.

Section 2. Pursuant to Ohio Revised Code Section 1710.02(G)(4), this Commission determines that the 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 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 3. This Commission declares necessary, and a vital and essential public purpose of the City, to improve the New Property, which is located at 2018 and 2020 E. Main Street in the City, by providing for the implementation of various special energy improvement projects on the New Property including, without limitation, the Project, as set forth in the Petition and the Supplemental Plan, and providing for the payment of the costs of the 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 Petition and Supplemental 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 Project in anticipation of the receipt of the Special Assessments (as defined by the Petition and Supplemental 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 Petition and the Supplemental Plan, profiles,

specifications, and estimates of cost of the 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 4. This Commission determines that the Project's elements are so situated in relation to each other that in order to complete the acquisition and improvement of the 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 Project's elements shall be treated as a single improvement, pursuant to Ohio Revised Code Section 727.09, and the 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 5. The plans and specifications and total cost of the 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 Project shall be made in accordance with the plans, specifications, profiles, and estimates for the Project.

Section 6. The 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(I); 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 Project in the manner contemplated by the Petition and the Supplemental Plan. This Commission determines and declares that the Project is conducive to the public peace, health, safety, and welfare of the City and the inhabitants of the City.

Section 7. Pursuant to and subject to the provisions of a valid Petition signed by the owners of one hundred percent (100%) of the New Property, the entire cost of the Project shall be paid by the Special Assessments levied against the New Property, which is the benefited property. The provisions of the 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 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 8. The method of levying the Special Assessments shall be in proportion to the benefits received from the financing of the Project, allocated among the parcels constituting the New Property as set forth in the Petition and Supplemental Plan.

Section 9. The lots or parcels of land to be assessed for the Project shall be the New Property, described in Exhibit A to the Petition, all of which lots and lands are determined to be specially benefited by the financing of the Project.

Section 10. 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 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 Project is \$1,241,115.00. 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 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 11. 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 Project in accordance with the method of assessment set forth in the Petition, the Supplemental 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 12. 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 13. 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 Project.

Section 14. The Special Assessments will be used by the City to provide the Authorized Improvements (as defined by the 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 15. 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 16. 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 17. 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 18. That this Ordinance 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

PETITION AND SUPPLEMENTAL PLAN

[See Attached]

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

A PETITION TO THE CITY OF SPRINGFIELD, OHIO SEEKING THE IMPOSITION OF SPECIAL ASSESSMENTS AGAINST REAL PROPERTY OWNED BY THE PETITIONER TO PAY THE 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**”)

As of the date of this Petition, Dutch & Dutch, LLC, an Ohio limited liability company (the “Petitioner”), is the owner of 100% of the real property described on **Exhibit A** attached to this Petition (the “Property”), and intends to implement the special energy improvements project proposed to be constructed or installed on the Property as further described in **Exhibit B** attached to this Petition (the “Authorized Improvements”), and has agreed that the Property shall be subject to the Special Assessments (as defined in this Petition).

The City has approved a plan (the “Project Plan”) for the purpose of developing and implementing special energy improvement projects, as defined in Ohio Revised Code Section 1710.01(I). The Project Plan is attached to this Petition as **Exhibit C**. The Board of Directors of 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, has been formed. The Articles of Incorporation of the Corporation are attached to this Petition as **Exhibit D**.

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

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

As required by Ohio Revised Code Section 1710.02, the Petitioner, as the owner of the Property, being 100% of the area proposed to be added to the District and 100% of the area

proposed to be assessed for the Authorized Improvements, hereby (a) petitions the Commission to (i) approve the addition of the Property to the District and (ii) approve an amendment and supplement to the Plan by the Supplemental Plan to include the Authorized Improvements and (b) requests that (i) the Authorized Improvements be undertaken by the District, and (ii) the total cost of those Authorized Improvements be assessed on the Property in proportion to the special benefits that will result from the financing of the Authorized Improvements.

The Petitioner hereby advises the City that the Petitioner is considering pursuing financing for the costs of the Authorized Improvements through the Ohio Air Quality Development Authority (the "OAQDA"). If pursued by the Petitioner and approved by the OAQDA, it is anticipated that the Special Assessments (or a portion of the Special Assessments) will be used to provide security and repayment for revenue bonds to be issued by the OAQDA to finance costs of the Authorized Improvements, and the Authorized Improvements will constitute "air quality facilities" within the meaning of Chapter 3706 of the Ohio Revised Code. In connection with the financing of "air quality facilities" the OAQDA may certify that certain related property is exempt from taxes and assessments, including, without limitation, real property taxes and assessments and sales and use taxes, all under Section 3706.041 of the Ohio Revised Code. If the Petitioner pursues financing through the issuance of OAQDA revenue bonds and the OAQDA approves such financing and issues such revenue bonds, the OAQDA may certify that all or any portion of the Authorized Improvements are exempt from taxes and assessments, including, without limitation, real property taxes and assessments and sales and use taxes under Section 3706.041 of the Ohio Revised Code.

In connection with this Petition and in furtherance of its purposes, the Petitioner acknowledges that it has reviewed or caused to be reviewed (i) the Program Plan and the Supplemental Plan, (ii) the plans, specifications and profiles for the Authorized Improvements, (iii) the estimate of cost for the Authorized Improvements included in the Supplemental Plan and (iv) the schedule of estimated special assessments to be levied for the Authorized Improvements also included in the Supplemental Plan. The 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 Petitioner hereby petitions for the construction of the Authorized Improvements identified in this Petition and the Supplemental Plan attached to this Petition as **Exhibit B**, as authorized under Ohio Revised Code Chapter 1710, and for the imposition of the special assessments identified in this Petition and authorized under Ohio Revised Code Chapters 727 and 1710 (the "Special Assessments") to pay the costs of the Authorized Improvements, in the amount set forth on **Exhibit B**. The Petitioner hereby certifies, represents, and warrants to the District and the City that the actual costs of the Authorized Improvements have been ascertained. The 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 B**.

In the event that at any time following the date of this Petition the Property or any parcel constituting the Property is combined or subdivided into permanent parcels in the records of the County Auditor of Clark County, Ohio (the "County Auditor") then the Petitioner hereby requests that the Special Assessments be allocated among only the resulting parcels which will be improved

by the Authorized Improvements (the “Assessed Parcels”). No Special Assessments shall be allocated to any resulting parcels which will not have any portion of the Authorized Improvements (the “Non-Assessed Parcels”). The allocation among any resulting Assessed Parcels shall be made such that the Assessed Parcel or Assessed Parcels on which the Authorized Improvements are constructed or installed shall be allocated a combined total of 100% of the Special Assessments. If the Property is combined or subdivided such that more than one Assessed Parcel is to receive an allocation of the Special Assessments in the percentage stated above, the Special Assessments to be allocated to those Assessed Parcels shall be allocated in proportion to the total square feet of improvements on each such Assessed Parcel divided by the total square feet of improvements on all such Assessed Parcels. The Petitioner hereby certifies, represents, and warrants to the District and the City that the portion of the Special Assessments allocated to each resulting Assessed Parcel, and the fact that no Special Assessments will be allocated to any resulting Non-Assessed Parcels, all as described above, are in proportion to, and do not exceed, the special benefits to be conferred on the resulting parcel or resulting parcels by the Authorized Improvements identified in this Petition.

In consideration of the City’s acceptance of this Petition and the imposition of the requested Special Assessments, the Petitioner consents and agrees that the Property as identified in **Exhibit A** shall be assessed for all of the costs of the Authorized Improvements, including any and all architectural, engineering, legal, insurance, consulting, energy auditing, planning, acquisition, installation, construction, surveying, testing and inspection costs; the amount of any damages resulting from the Authorized Improvements and the interest on such damages; the costs incurred in connection with the preparation, levy and collection of the Special Assessments; the costs of purchasing and otherwise acquiring any real estate or interests in real estate; expenses of legal services; costs of labor and material; trustee fees and other financing costs incurred in connection with the issuance, sale, and servicing of securities, nonprofit corporate obligations, or other obligations issued or incurred to provide a loan or to secure an advance of funds to the owner of the Property 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 Petitioner, for itself and its grantees and other successors with respect to the Property, agrees to pay promptly all Special Assessments as they become due, and agrees that the determination by the Commission of the Special Assessments in accordance with the terms hereof will be final, conclusive and binding upon the Petitioner and the Property. In further consideration of the Authorized Improvements, the Petitioner, for itself and its grantees and other successors with respect to its share of the Property, agrees to pay all taxes and special assessments, including but not limited to the Special Assessments, as they become due for its share of the Property as they become due, and agrees to

not partition the Property. In further consideration of the Authorized Improvements, the Petitioner covenants and agrees to disclose, upon the transfer of the Property or any portion of the Property to be subject to the Special Assessments for the actual costs of the Authorized Improvements set forth in **Exhibit B** in the deed to the transferee or in a separate instrument recorded with respect to the Property, the existence of any outstanding Special 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 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 Petitioner further covenants and agrees to provide expressly in the deed to any transferee or in a separate instrument recorded with respect to the Property at the time of the subsequent transfer (a) for the acquisition by the transferee of the 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 Petitioner has waived pursuant to this Petition, and (b) the requirement that each transferee from time to time of the Property covenant to include in the deed to any subsequent transferee or in a separate instrument recorded with respect to the Property at the time of the subsequent transfer the conditions described in clause (a) so long as the Special Assessments remain unpaid.

The Petitioner further acknowledges and confirms that the Special Assessments set forth in this Petition and in the Supplemental Plan attached hereto as **Exhibit B** are in proportion to, and do not exceed, the special benefits to be conferred on the Property through the financing of the Authorized Improvements identified in this Petition. The Petitioner further consents to the levying of the Special Assessments against the Property by the Commission. The Petitioner acknowledges that these Special Assessments are fair, just and equitable and being imposed at the Petitioner's specific request.

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

The 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 Petitioner acknowledges that the Special Assessments set forth in this Petition and in the Exhibits to this Petition are based upon an estimate of costs, including all financing and other costs described above, and that the final Special Assessments shall be calculated in the same manner based on the final costs, including all financing and other costs described above, which, regardless of any statutory limitation on the Special Assessments, may be more or less than the respective estimated Special Assessments for the Authorized Improvements. In the event the final assessments exceed the estimated assessments, the Petitioner, without limitation of the other waivers contained in this Petition, also waives any rights it may now or in the future have to object to those assessments, any notice provided for in Ohio Revised Code Chapters 727 and 1710, and any rights of appeal provided for in such Chapters or otherwise. The 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 Petitioner further acknowledges that the final Special Assessments for the Authorized Improvements, when levied against the Property, will be payable in cash within thirty (30) days from the date of passage of the resolution or ordinance confirming and levying the final assessments and that if any of such assessments are not paid in cash they will be certified to the 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 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 resolution or ordinance confirming and levying the final assessments and requests that the unpaid final assessments for the Authorized Improvements shall be payable in 50 semi-annual installments, with collection commencing on the earliest date permitted by the County Auditor, but in no event sooner than the semi-annual installment payment of first-half real property taxes for tax year 2025 due in 2026 with respect to the Property.

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

The 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, equipment, and improvement 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. The 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 Property for the Authorized Improvements, or any other matters related to the foregoing.

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

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

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IN WITNESS WHEREOF, the Petitioner has caused this petition to be executed by its undersigned duly authorized signatory.

PETITIONER:

DUTCH & DUTCH REAL ESTATE, LLC,
an Ohio limited liability company

By: Victor J. Cassano III

Name: Victor J. Cassano

Title: Owner

Address for notices to Petitioner:

Dutch & Dutch
1700 East Stroop Road
Kettering, Ohio 45429
Attention: Victor J. Cassano

STATE OF OHIO)
COUNTY OF Montgomery) SS:

On the 20 day of August, 2024, Victor J. Cassano III, as Owner of Dutch & Dutch Real Estate, LLC, personally appeared before me, a notary public in and for the State of Ohio, who acknowledged the execution of the foregoing Petition on behalf of such limited liability company, and that the same was the free act and deed of such officer and of trust. The notarial act certified hereby is a jurat. An oath or affirmation was administered to the signer with regard to the notarial act certified to hereby.

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



DEBORAH MOORE
Notary Public
State of Ohio
My Comm. Expires
May 23, 2027

Deborah Moore
Notary Public

EXHIBIT A

DESCRIPTION OF PROPERTY

The real property subject to this Petition and owned by Petitioners is located in the City of Springfield, Ohio, at mailing addresses 2018 and 2020 E. Main Street, Springfield, Ohio, with Clark County Auditor Parcel ID Nos. 3400700023306034 and 3400700023306035, which is further described in the following:

Tract I:

Situated in the County of Clark in the State of Ohio and in the City of Springfield:

Beginning at a point in the north line of Main Street 166' east of the east line of Belmont Avenue, which point is in the east line of a 16' alley; thence northwardly with the east line of said alley and parallel with Belmont Ave, 150' to the south line of another 16' alley; thence eastwardly with the south line of the last named alley and parallel of Main Street 45' to a stake; thence southwardly parallel with the first described line 150' to the north line of Main street, thence westwardly with the north line of Main Street 45' to the place of beginning.

Parcel No.: 340-07-00023-306-034

Tract II:

Situated in Clark County and State of Ohio, to wit; In the City of Springfield, and bounded and described as follows:

Beginning at a point on the north line of East Main Street, 211 feet east of Belmont Avenue, which point is in the southeast corner of F. W. Henderson's property, thence northwardly with the Henderson's east line 150 feet to the south line of a 16 feet alley; thence easterly with the south line of said alley 45 feet to a stake; thence southwardly parallel with Belmont Avenue 150 feet to the north line of East Main Street; thence westwardly with the north line of East Main Street 45 feet to the place of beginning.

Parcel No.: 340-07-00023-306-035

EXHIBIT B

SPRINGFIELD REGIONAL ENERGY SPECIAL IMPROVEMENT DISTRICT NEW PROGRAM PLAN

SUPPLEMENT TO PLAN FOR 2018 AND 2020 E. MAIN STREET, SPRINGFIELD, OHIO PROJECT

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

Through a Petition submitted in connection with this Supplemental Plan, Dutch & Dutch Real Estate, LLC (the “Property Owner”) has requested and consented to certain special assessments by the District with respect to certain real property owned by the Property Owner and in the City of Springfield, Ohio, with Clark County Auditor Parcel ID Nos. 3400700023306034 and 3400700023306035 (the “Property”). A proposed schedule of special assessments to be assessed against the Property to pay the costs of the Authorized Improvements is attached hereto as **Attachment A**.

The special assessments are allocated to the parcels (the “Original Parcels” and each an “Original Parcel”) constituting the Property as follows:

<u>Parcel Number</u>	<u>Proportion of Total Special Assessments</u>
3400700023306034	50%
3400700023306035	50%

In the event that at any time following the date of this Supplemental Plan the Property or any parcel constituting the Property is combined or subdivided into permanent parcels in the records of the County Auditor of Clark County, Ohio (the “County Auditor”) then the Property Owner hereby requests that the Special Assessments be allocated among only the resulting parcels which will be improved by the Authorized Improvements (the “Assessed Parcels”). No Special Assessments shall be allocated to any resulting parcels which will not have any portion of the Authorized Improvements (the “Non-Assessed Parcels”). The allocation among any resulting Assessed Parcels shall be made such that the Assessed Parcel or Assessed Parcels on which the Authorized Improvements are constructed or installed shall be allocated a combined total of 100% of the Special Assessments. If the Property is combined or subdivided such that more than one Assessed Parcel is to receive an allocation of the Special Assessments in the percentage stated above, the Special Assessments to be allocated to those Assessed Parcels shall be allocated in proportion to the total square feet of improvements on each such Assessed Parcel divided by the total square feet of improvements on all such Assessed Parcels. The Property Owner hereby certifies, represents, and warrants to the District and the City that the portion of the Special Assessments allocated to

each resulting Assessed Parcel, and the fact that no Special Assessments will be allocated to any resulting Non-Assessed Parcels, all as described above, are in proportion to, and do not exceed, the special benefits to be conferred on the resulting parcel or resulting parcels by the Authorized Improvements identified in this Supplemental Plan.

The Property Owner hereby certifies, represents, and warrants to the City of Springfield, Ohio (“City”) and the District that the actual costs of the Authorized Improvements have been ascertained. The Authorized Improvements applicable to the Property will include solar photovoltaic improvements, HVAC improvements, lighting improvements, electric equipment, building envelope improvements, and related improvements. As required by Ohio Revised Code Section 1710.01(K), said Authorized Improvements are anticipated to reduce or support the reduction of energy consumption, allow for reduction in demand, or support the production of clean, renewable energy. A detailed description of the Authorized Improvements is attached to this Supplemental Plan as **Attachment B**. The Petitioner hereby acknowledges and agrees that the special benefit to be provided to the 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 Property Owner will cause this Supplemental Plan promptly to be filed with the Board of Directors of the District and with the Commission.

The undersigned owner of real property to be 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 property owner agrees to the disclosure of certain property owner information by the District or the City to the extent required by law.

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

PROPERTY OWNER:

DUTCH & DUTCH REAL ESTATE, LLC,
an Ohio limited liability company

By: Victor J. Cassano

Name: Victor J. Cassano

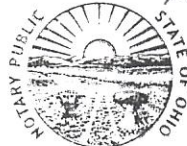
Title: owner

Address for notices to Property Owner:

Dutch & Dutch
1700 East Stroop Road
Kettering, Ohio 45429
Attention: Victor J. Cassano

Description of Real Property Subject to this Supplemental Plan:

The real property subject to this Supplemental Plan and owned by the Property Owner is located in the City of Springfield, Ohio, at mailing addresses 2018 and 2020 E. Main Street, Springfield, Ohio, with Clark County Auditor Parcel ID Nos. 3400700023306034 and 3400700023306035, which is further described in the following:

 Deborah Moore
DEBORAH MOORE
Notary Public
State of Ohio
My Comm. Expires
May 23, 2027

Tract I:

Situated in the County of Clark in the State of Ohio and in the City of Springfield:

Beginning at a point in the north line of Main Street 166' east of the east line of Belmont Avenue, which point is in the east line of a 16' alley; thence northwardly with the east line of said alley and parallel with Belmont Ave, 150' to the south line of another 16' alley; thence eastwardly with the south line of the last named alley and parallel of Main Street 45' to a stake; thence southwardly parallel with the first described line 150' to the north line of Main street, thence westwardly with the north line of Main Street 45' to the place of beginning.

Parcel No.: 340-07-00023-306-034

Tract II:

Situated in Clark County and State of Ohio, to wit; In the City of Springfield, and bounded and described as follows:

Beginning at a point on the north line of East Main Street, 211 feet east of Belmont Avenue, which point is in the southeast corner of F. W. Henderson's property, thence northwardly with the Henderson's east line 150 feet to the south line of a 16 feet alley; thence easterly with the south line of said alley 45 feet to a stake; thence southwardly parallel with Belmont Avenue 150 feet to the north line of East Main Street; thence westwardly with the north line of East Main Street 45 feet to the place of beginning.

Parcel No.: 340-07-00023-306-035

SUPPLEMENTAL PLAN—ATTACHMENT A

Schedule of Special Assessments

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

Total assessment costs:	\$1,241,115.00
Estimated semi-annual special assessments:	\$24,822.30
Number of semi-annual special assessments:	50
First annual installment due:	February 14, 2026

Special Assessment Date ¹	Aggregate Special Assessment Amount ²	Special Assessment Parcel 3400700023306034 ²	Special Assessment Parcel 3400700023306035 ²
February 14, 2026	\$24,822.30	\$12,411.15	\$12,411.15
July 14, 2026	24,822.30	12,411.15	12,411.15
February 14, 2027	24,822.30	12,411.15	12,411.15
July 14, 2027	24,822.30	12,411.15	12,411.15
February 14, 2028	24,822.30	12,411.15	12,411.15
July 14, 2028	24,822.30	12,411.15	12,411.15
February 14, 2029	24,822.30	12,411.15	12,411.15
July 14, 2029	24,822.30	12,411.15	12,411.15
February 14, 2030	24,822.30	12,411.15	12,411.15
July 14, 2030	24,822.30	12,411.15	12,411.15
February 14, 2031	24,822.30	12,411.15	12,411.15
July 14, 2031	24,822.30	12,411.15	12,411.15
February 14, 2032	24,822.30	12,411.15	12,411.15
July 14, 2032	24,822.30	12,411.15	12,411.15
February 14, 2033	24,822.30	12,411.15	12,411.15
July 14, 2033	24,822.30	12,411.15	12,411.15
February 14, 2034	24,822.30	12,411.15	12,411.15
July 14, 2034	24,822.30	12,411.15	12,411.15
February 14, 2035	24,822.30	12,411.15	12,411.15
July 14, 2035	24,822.30	12,411.15	12,411.15
February 14, 2036	24,822.30	12,411.15	12,411.15
July 14, 2036	24,822.30	12,411.15	12,411.15
February 14, 2037	24,822.30	12,411.15	12,411.15
July 14, 2037	24,822.30	12,411.15	12,411.15
February 14, 2038	24,822.30	12,411.15	12,411.15
July 14, 2038	24,822.30	12,411.15	12,411.15
February 14, 2039	24,822.30	12,411.15	12,411.15

Special Assessment Date¹	Aggregate Special Assessment Amount²	Special Assessment Parcel 3400700023306034²	Special Assessment Parcel 3400700023306035²
July 14, 2039	\$24,822.30	\$12,411.15	\$12,411.15
February 14, 2040	24,822.30	12,411.15	12,411.15
July 14, 2040	24,822.30	12,411.15	12,411.15
February 14, 2041	24,822.30	12,411.15	12,411.15
July 14, 2041	24,822.30	12,411.15	12,411.15
February 14, 2042	24,822.30	12,411.15	12,411.15
July 14, 2042	24,822.30	12,411.15	12,411.15
February 14, 2043	24,822.30	12,411.15	12,411.15
July 14, 2043	24,822.30	12,411.15	12,411.15
February 14, 2044	24,822.30	12,411.15	12,411.15
July 14, 2044	24,822.30	12,411.15	12,411.15
February 14, 2045	24,822.30	12,411.15	12,411.15
July 14, 2045	24,822.30	12,411.15	12,411.15
February 14, 2046	24,822.30	12,411.15	12,411.15
July 14, 2046	24,822.30	12,411.15	12,411.15
February 14, 2047	24,822.30	12,411.15	12,411.15
July 14, 2047	24,822.30	12,411.15	12,411.15
February 14, 2048	24,822.30	12,411.15	12,411.15
July 14, 2048	24,822.30	12,411.15	12,411.15
February 14, 2049	24,822.30	12,411.15	12,411.15
July 14, 2049	24,822.30	12,411.15	12,411.15
February 14, 2050	24,822.30	12,411.15	12,411.15
July 14, 2050	24,822.30	12,411.15	12,411.15

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

² Pursuant to Ohio Revised Code Section 727.36, the Clark County Auditor may charge and collect a fee in addition to the amounts listed in this Attachment A.

SUPPLEMENTAL PLAN—ATTACHMENT B

Description of Authorized Improvements

The Authorized Improvements are expected to consist of the following special energy improvement projects:

- 9.2kW bi-facial solar photovoltaic improvements
- LED lighting
- 13.1 IEER air-conditioners
- 80% EC warm-air duct gas-fired furnaces
- Electric equipment

The costs of implementing the Authorized Improvements, exclusive of financing costs such as interest, administrative fees, closing fees, and other related costs, is expected to be approximately \$1,000,000.00

EXHIBIT C

**SPRINGFIELD REGIONAL ENERGY SPECIAL IMPROVEMENT DISTRICT NEW
PROGRAM PLAN**

[See Attached]

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);

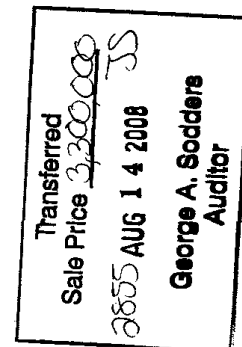
Thence South 84 deg. 39' 58" East, 466.31 feet to a 5/8 inch re-bar with plastic cap (set);

(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.

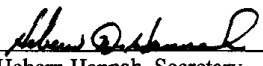
Permanent Parcel No.: 34007000364061028

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

EXECUTED this 11 day of August, 2008.

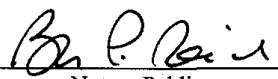
I.O.O.F. Home of Ohio, Inc.

By:


Hebern Hannah, 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.


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

(BMSW0716561.1)

-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						EUL (yrs)
				Electric Demand	Electric Energy	Natural Gas	O&M ²	Total	Simple Payback (yrs)	
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

**ARTICLES OF INCORPORATION
OF THE
SPRINGFIELD REGIONAL ENERGY SPECIAL IMPROVEMENT DISTRICT, INC.**

[See Attached]

**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.