

RESOLUTION NO. 59-23

BY: JAMES W. MORAN

AN EMERGENCY RESOLUTION TO APPROVE THE PETITION, ATTACHED HERETO AS EXHIBIT "A", TO ADD TERRITORY TO THE NORTHEAST OHIO ADVANCED ENERGY DISTRICT AND FOR A SPECIAL ENERGY IMPROVEMENT PROJECT UNDER OHIO REVISED CODE CHAPTER 1710 AND APPROVE THE NECESSITY OF ACQUIRING, INSTALLING, EQUIPPING, AND IMPROVING CERTAIN PUBLIC IMPROVEMENTS IN THE CITY OF ROCKY RIVER, OHIO IN COOPERATION WITH THE NORTHEAST OHIO ADVANCED ENERGY DISTRICT (HILLIARD APARTMENTS PACE PROJECT)

WHEREAS, as set forth in Chapter 1710 of the Ohio Revised Code, the Ohio General Assembly has authorized property owners to include their properties within energy special improvement districts (each, an "ESID") 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, WillyMayesHayes, LLC and Scott D. Bell and Jeanne A. Bell (collectively, the "Owner"), as the current owners of certain real property located within the City of Rocky River, Ohio (the "City"), have identified certain real property owned by the Owner and located at Cuyahoga County Fiscal Officer Parcel Numbers 301-33-002, 301-33-003, 301-33-004, 301-33-005, and 301-33-006 (the "Project Site," as further described in Exhibit B to the Petition, defined below), as an appropriate property for a special energy improvement project pursuant to Ohio Revised Code Chapter 1710; and

WHEREAS, the Owner, together with RR Hilliard Partners II, LLC, as the anticipated purchaser of the Project Site (the "Developer"), have joined in the execution and delivery of a Petition to Add Territory to the Northeast Ohio Advanced Energy District and for Special Energy Improvement Project (the "Petition") to the City; and

WHEREAS, the Northeast Ohio Advanced Energy District (the "District") was created under Ohio Revised Code Chapters 1702 and 1710 as an energy special improvement district and is governed by the Northeast Ohio Advanced Energy Special Improvement District Commercial-Industrial Program Project Plan and the Northeast Ohio Advanced Energy Special Improvement District Commercial-Industrial Program Services Plan (together, and as amended and supplemented from time to time, the "Program Plan") was adopted as a plan for public improvements and public services under Ohio Revised Code Section 1710.02(F), which plan allows for additional properties within the City of Bedford, Ohio, City of Bedford Heights, Ohio, City of Berea, Ohio, City of Brook Park, Ohio, City of Brooklyn, Ohio, City of Cleveland, Ohio, City of Cleveland Heights, Ohio, City of East Cleveland, Ohio, City of Euclid, Ohio, City of Fairview, Ohio, City of Garfield Heights, Ohio, City of Lakewood, Ohio, City of Maple Heights, Ohio, City of Middleburg Heights, Ohio, City of Parma, Ohio, City of Parma Heights, Ohio, City of Shaker Heights, Ohio, City of Solon, Ohio, City of South Euclid, Ohio, City of University Heights, Ohio and within any municipal corporation or township which is adjacent to any other municipal corporation or township in which a portion of the District's territory is located to be added to the territory of the District; and

WHEREAS, the Petition, which, together with the Program Plan and the Amended and Restated Articles of Incorporation of the District are on file with the Clerk of Council, has been signed by the Owner, as the owners of one hundred percent (100%) of the Project Site, and the Developer, as the anticipated purchaser of 100% of the Project Site, and proposes the necessity of implementing the special energy improvement projects described in the Petition on the Project Site (the "Project") and financing the Project through the cooperation of the District;

WHEREAS, the Petition requests that the Project Site be added to the District and that the City pay special assessments on the Project Site to pay the costs of the Project; and

I, the undersigned clerk of Council of the City of Rocky River, Ohio, do hereby certify that publication of the foregoing ordinance was duly made by posting a true copy thereof in the lobby of the Rocky River City Hall, in accordance with the charter of Rocky River, commencing on the 24th day of July, 2023.


Susan H. Black
Clerk of Council of the City of Rocky River, Ohio

WHEREAS, the Petition is 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 identifies the amount and length of the special assessments to be imposed with respect to the Project; and

WHEREAS, by the Petition, the Owner and the Developer request that the Project be paid for by special assessments assessed upon the Project Site (the "Special Assessments") in a maximum amount sufficient to pay the costs of the Project, which is estimated to be \$14,000,558.04, including the costs identified in Section 5 of this Resolution, and requests that the Project be undertaken cooperatively by the City, the District, and such other parties as the City may deem necessary or appropriate; and

WHEREAS, Ohio Revised Code Section 1710.02(F) provides that a political subdivision which has approved a petition for special assessments for public improvements in an energy special improvement district and a plan pursuant to Ohio Revised Code Sections 1710.02(F) and 1710.06 shall levy the requested special assessments pursuant to Ohio Revised Code Chapter 727; and

WHEREAS, in furtherance of the future addition of any real property in any municipal corporation or township contiguous to the municipal corporations or townships in which a portion of the territory of the District is located, it is necessary, and this Council has determined, to approve the addition of such real property to the territory of the District, all in accordance with Ohio Revised Code Chapter 1710; and

WHEREAS, this Council, pursuant to Ohio Revised Code Section 1710.02(G)(4), has determined that the energy special improvement project to be constructed and implemented on the Project Site is not required to be owned exclusively by the City for its purposes, for uses determined by this Council, as the legislative authority of the City as those that will promote the welfare of the people of the City; to improve the quality of life and the general and economic well-being of the people of 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; and,

WHEREAS, this Council, as mandated by Ohio Revised Code Chapter 1710, must approve or disapprove the Petition within 60 days of the submission of the Petition; and

WHEREAS, this Council has determined to approve the Petition and the Program Plan; and

WHEREAS, it is necessary for the immediate preservation of the public peace, health or safety of the City for this Resolution to be effective immediately upon its adoption in order to allow the Developer and the District to take advantage of financing for the costs of the Project available only for a limited time;

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF ROCKY RIVER, COUNTY OF CUYAHOGA, STATE OF OHIO:

Section 1. That each capitalized term not otherwise defined in this Resolution or by reference to another document shall have the meaning assigned to it in the Petition.

Section 2. That this Council approves the Petition, the Program Plan, and the Amended Articles of Incorporation of the District now on file with the Clerk of Council.

Section 3. That this Council hereby approves and consents to (i) any addition of real property to the territory of the District within the boundaries any municipal corporation or township in which a portion of the territory of the District is located or any municipal corporation or township which may become a participating political subdivision of the District under Ohio law; (ii) the addition of the municipal corporation or township in which such real property is located as a "participating political subdivision," as defined in Ohio Revised Code

Section 1710.01(E), of the District; and (iii) any amendment to the Amended Articles of Incorporation necessary to recognize or effect such addition.

Section 4. That pursuant to Ohio Revised Code Section 1710.02(G)(4), this Council determines that the Project is not required to be owned exclusively by the City for its purposes, for uses determined by this Council, 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 Council accordingly authorizes the Board of Directors of the 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 5. That this Council declares necessary, and a vital and essential public purpose of the City, to improve the Project Site, by providing for the acquisition, installation, equipment, and improvement of the Project by the Owner, as set forth in the Petition, 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 Project 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; 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 or otherwise to pay costs of the Project 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 or incurred, 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 Project 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 Project; together with all other necessary expenditures, all as more fully described in the Petition and profiles, specifications, and estimates of cost of the Project, all of which are on file with the Director of Finance and open to the inspection of all persons interested.

Section 6. That this Council determines that the Project's elements are so situated in relation to each other that in order to complete the Project's elements in the most practical and economical manner, they should be acquired, installed, equipped, 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 District pursuant to Ohio Revised Code Section 9.482 and Ohio Revised Code Chapter 1710.

Section 7. That the plans and specifications and total cost of the Project now on file in the office of the Clerk of Council 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 estimate of costs for the Project.

Section 8. That this Council determines and declares that 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 District, for the acquisition, installation, equipment, and improvement of the Project in the

manner contemplated by the Petition. This Council 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 9. That pursuant to and subject to the provisions of a valid Petition signed by the owners of one hundred percent (100%) of the Project Site, the entire cost of the Project shall be paid by the Special Assessments levied against the Project Site, 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 the collection of the Special Assessments.

Section 10. That the method of levying the Special Assessments shall be in proportion to the benefits received, allocated among the parcels constituting the Project Site as set forth in the Petition.

Section 11. That the lots or parcels of land to be assessed for the Project shall be the Project Site, described in Exhibit A to the Petition, all of which lots and lands are determined to be specially benefited by the Project.

Section 12. That the Special Assessments shall be levied and paid in 42 semi-annual installments pursuant to the list of estimated Special Assessments set forth in the Petition (which list is incorporated herein by reference), and the Owner has waived its option to pay the Special Assessment in cash within 30 days after the first publication of the notice of the assessing resolution or ordinance. The maximum aggregate amount of Special Assessments estimated to be necessary to pay the costs of the Project is \$14,000,558.04. Each semi-annual Special Assessment payment represents payment of a portion of the principal of and an assumed maximum rate of interest on obligations issued or incurred to pay the costs of the Project and of administrative expenses. As requested in the Petition, the final aggregate amount of the Special Assessments may be in an amount less than the aggregate amount of \$14,000,558.04 if the final rate of interest for the financing for the Project is less than the assumed maximum rate of interest. If the rate of interest is less than the assumed maximum rate of interest such that the aggregate amount of Special Assessments necessary to repay the financing for the Project is less than the aggregate amount of \$14,000,558.04, the Developer and the provider of the financing shall certify a final schedule of Special Assessments to the City, which final schedule shall be certified to the County Fiscal Officer of Cuyahoga County, Ohio for collection. The maximum interest portion of the Special Assessments, together with amounts used to pay administrative expenses, shall be treated as part of the cost of the Project 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 had notes or bonds been issued by the City or another issuer of notes or bonds to pay the costs of the Project. In addition to the Special Assessments, the County Fiscal Officer of Cuyahoga 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 County Fiscal Officer of Cuyahoga County, Ohio.

Section 13. That the Director of Finance or the Director of Finance's designee is authorized and directed to prepare and file in the office of the Clerk of Council the estimated Special Assessments for the cost of the Project in accordance with the method of assessment set forth in the Petition and this Resolution, showing the amount of the assessment against each lot or parcel of land to be assessed.

Section 14. That the Owner has, in the Petition, waived the requirement for the City to, upon the filing of the estimated Special Assessments with the Clerk of Council (or designee), serve notice of the adoption of this Resolution and the filing of the estimated Special Assessments upon the Owner, as the owners of the Project Site, as provided in Section 727.13 Ohio Revised Code. To the extent the Owner has not waived the applicable procedural requirements of Chapter 727 of the Ohio Revised Code, the appropriate officials of the City shall also comply with the applicable procedural requirements of Chapter 727 of the Ohio Revised Code.

Section 15. That the Director of Finance or the Director 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 16. That the Special Assessments will be used by the City to pay the costs of the Project in cooperation with the District in any manner, including assigning the Special Assessments actually received by the City to the District or to another party the City deems appropriate, and the Special Assessments are appropriated for such purposes.

Section 17. That this Council 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 Rocky River, Ohio, and consents to the immediate imposition of the Special Assessments upon the Project Site. This waiver encompasses, but is not limited to, waivers by the Owner of the following rights:

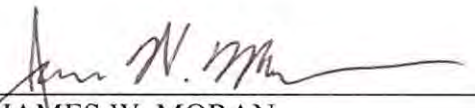
- (i) The right to notice of the adoption of the Resolution of Necessity under Ohio Revised Code Sections 727.13 and 727.14;
- (ii) The right to limit the amount of the Special Assessments under Ohio Revised Code Sections 727.03 and 727.06;
- (iii) The right to file an objection to the Special Assessments 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 18. That the City is authorized to enter into agreements by and among the City, the District, and such other parties as the City may deem necessary or appropriate in order to carry out the Project, and that the Mayor is authorized to execute, on the City's behalf, such agreements.

Section 19. That City Council hereby finds and determines that all formal actions taken relative to the passage of this Resolution were taken in an open meeting of City Council, and that all deliberations of City Council and of its committees, if any, which resulted in formal action were taken in meetings open to the public, in full compliance with applicable legal requirements, included Section 121.22 of the Ohio Revised Code.

Section 20. That this Resolution is hereby declared to be an emergency measure, necessary for the immediate preservation of public peace, health and safety, and for the further reason that collaborative economic development projects are time-sensitive and provided it receives the affirmative vote of two-thirds (2/3) of all members elected to Council, it shall take effect and be in force immediately upon its passage and approval by the Mayor; otherwise it shall take effect and be in force from and after the earliest period allowed by law.

PASSED: July 24th, 2023


JAMES W. MORAN
PRESIDENT OF COUNCIL

PRESENTED
TO MAYOR: July 24th, 2023

APPROVED: July 24th, 2023

ATTEST:

Susan G. Pease
SUSAN G. PEASE
CLERK OF COUNCIL

Pamela E. Bobst
PAMELA E. BOBST
MAYOR

**PETITION TO ADD TERRITORY TO
THE NORTHEAST OHIO ADVANCED ENERGY DISTRICT
AND FOR SPECIAL ENERGY IMPROVEMENT PROJECT**

To: The Mayor and City Council of the City of Rocky River, Ohio

The undersigned hereby respectfully petition the City of Rocky River, Ohio (the “City”) for the addition of territory to **The Northeast Ohio Advanced Energy District** (the “Advanced Energy District”) pursuant to Chapter 1710 of the Ohio Revised Code, as amended from time to time (the “Act”) and the rules and regulations governing the Advanced Energy District (such rules and regulations are collectively referred to in this Petition as the “Advanced Energy District Documents”). Attached to this Petition as Exhibit A is the approving resolution (“Approving Resolution”) of the Board of Directors (“Board”) of the Advanced Energy District approving the addition of real property to the Advanced Energy District as being in accordance with the Advanced Energy District Documents. The undersigned acknowledge receipt of the Advanced Energy District Documents from the Advanced Energy District and by the execution and submission of this petition hereby agree to the terms and provisions of the Advanced Energy District Documents. Capitalized words and terms used and not otherwise defined in this Petition shall have the meanings assigned to them in the Energy Project Cooperative Agreement (as defined below).

The undersigned represent that they are respectively the owners on the date of submission of this Petition for purposes of Ohio Revised Code Section 1710.02(E) (“Owner”) or the duly authorized signatory or officer of the Owner owning collectively one hundred percent of the properties set forth in Exhibit B (the “Assessed Property”), and that RR Hilliard Partners II, LLC, as expected purchaser of the Assessed Property (together with its affiliates, the “Developer”) will develop and implement a “special energy improvement project,” as described in Exhibit C, (the “Project”) on each parcel of real property described in Exhibit B.

In support of this petition, the undersigned petitioner(s) agree to and approve the following:

1. Plan. The Project will be developed and implemented in accordance with the Advanced Energy District Documents, the Approving Resolution, an Energy Project Cooperative Agreement (the “Energy Project Cooperative Agreement”) between the Developer, the City, the Advanced Energy District, and the Cuyahoga River Capital LLC (the “Investor”) and a Special Assessment Agreement (the “Special Assessment Agreement”) by and among the Developer, the Advanced Energy District, the City, the County Treasurer of Cuyahoga County, Ohio (the “County Treasurer”), and the Investor.

2. Assessment for Special Energy Improvement Project. The undersigned as Owners of the Assessed Property, hereby consent to, request, and agree in writing that the Assessed Property be included within the Advanced Energy District. The Owners further petition for 100% of the Assessed Property to be assessed to pay costs of the Project, in accordance with the Advanced Energy District Documents. As of the date of this Petition, the Assessed Property constitutes the tax parcels described on Exhibit B. If after the date of this Petition the parcel is combined or subdivided such that the Assessed Property is assigned tax parcel identification numbers other than those assigned as of the date of this Petition, the undersigned Owners and the Developer hereby

request that 100% of the special assessments levied on the Assessed Parcel pursuant to this Petition be allocated to any resulting parcel or parcels containing portions of the Assessed Parcel, and that the special assessments be allocated among any such parcels in proportion to the improved building square footage on each such parcel. The undersigned Owners and the Developer hereby consent to the above allocation of the special assessments and represent and warrant that the above allocation of special assessments is in proportion to and does not exceed the special benefits conferred on the Assessed Property by the financing of the Project.

3. Project Costs to be Assessed and Collected. The Owners request that (A) the whole costs of the Project, other than any payments or other amounts required to be contributed by the Developer or others for the Project costs under the Energy Project Cooperative Agreement, be specially assessed, together with interest at the final rate of interest specified in the Energy Project Cooperative Agreement (the "Applicable Rate") and such other additional amounts as are necessary to repay the Project Advance and Administrative Expenses under the Energy Project Cooperative Agreement together with administrative expenses, in proportion to the benefits that may result from the financing of the Project upon the Assessed Property pursuant to Section 701.05 and Chapter 727 of the Revised Code, (B) those special assessments (the "Special Assessments") be levied in accordance with the schedule of maximum Special Assessments attached to this Petition as Exhibit D, (C) any amounts so assessed be certified to the Cuyahoga County Fiscal Officer to be placed on the tax list and duplicate and (D) the Special Assessments be collected by the County Treasurer. The schedule of Special Assessments attached as Exhibit D represents a maximum schedule of Special Assessments to be assessed against the Property. The Owners and the Developer consent and agree that the maximum schedule of Special Assessments represents the final hard costs of the Project, 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 Project. The Owners and the Developer consent and agree that the final Applicable Rate will be determined after the City approves the levy of the maximum Special Assessments. The Owners and the Developer authorize and request the City to certify the Special Assessments to the Cuyahoga County Fiscal Officer for collection in amounts which, in aggregate, are less than or equal to the aggregate amount of the maximum Special assessments shown on Exhibit D and are in the amounts necessary to pay the costs of financing the Project as set forth in the Energy Project Cooperative Agreement.

In connection with this Petition and in furtherance of the purposes hereof, the Owners and the Developer each acknowledge that they have reviewed or have caused to be reviewed (A) the plans and specifications and the profiles for the Project, and (B) the estimate of costs of the Project and the estimate of amounts available from grants, loans and other moneys for Project costs as prepared by the Developer with the assistance of its consultants, which are now on file with the Clerk of Council of the City. In connection with this Petition and in furtherance of the purposes of this Petition, the Owners and the Developer also each acknowledge that they have reviewed or have caused to be reviewed the estimated special assessments to be levied for the Project, which are now on file with the Clerk of Council and are set forth on Exhibit D to this Petition.

In consideration for the Project, the Owners agree (A) that the Special Assessments do not exceed the benefit to be received by the Assessed Property as a result of the financing of the Project, (B) that the Assessed Property is benefited by the financing of the Project in the proportionate amounts set forth below, (C) that the Assessed Property is the only property specially benefited by the financing of the Project and the only property that should be assessed for the Project, (D) that the owners of the Assessed Property from time to time, including, without

limitation, the Developer, will pay promptly all installments of the Special Assessments levied against the Assessed Property as they become due, (E) that the determination by the Council of the Special Assessments against the Assessed Property pursuant to and in accordance with this Petition will be final, conclusive and binding upon the Owners, their successors and assigns and grantees of the Assessed Property, including, without limitation, the Developer, and (F) to include in each deed conveying all or any portion of the Assessed Property (i) a reference to the Special Assessments allocable to the Assessed Property or portion being conveyed, as determined and approved by the City and the Advanced Energy District, and (ii) a covenant running with the Assessed Property to be bound by the provisions of this Petition and to timely pay the installments of the Special Assessments as they come due. The Owners and the Developer further acknowledge and agree that the Applicable Rate is 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.

4. Adjustment of the Special Assessments and of the Installments of Special Assessments to be Collected. The levy and collection of the Special Assessments may be subject to adjustment pursuant to the provisions of the Energy Project Cooperative Agreement. Pursuant to the Energy Project Cooperative Agreement, the City will take such actions as may be permitted by law and are necessary to certify to the Cuyahoga County Fiscal Officer for collection any adjustment to any installment of the Special Assessments.

5. Prepayment of Special Assessments. The Special Assessments as to any parcel shall only be prepayable as provided in the Energy Project Cooperative Agreement.

6. Waivers. The Owners and the Developer consent and request that the Special Assessments be levied and collected without limitation as to the value of the Assessed Property, and waive all the following relating to the Project and the Special Assessments:

(1) Any and all rights, benefits and privileges specified by Sections 727.03 and 727.06 of the Revised Code or by any other provision restricting these special assessments, 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, and also including, but not limited to, any provision restricting these special assessments to 33-1/3% of the actual improved value of the Assessed Property as enhanced by the Project;

(2) Any and all rights, benefits and privileges specified by Section 727.04 of the Revised Code or by any other provision limiting special assessments for reimprovement when a special assessment has been levied and paid previously;

(3) Any and all damages or claims for damages of whatsoever kind, character or description resulting from the Project or the construction of the Project, including but not limited to all rights, benefits and privileges specified by Sections 727.18 through 727.22 and Section 727.43 of the Revised Code;

(4) Any and all resolutions, ordinances and notices required for the construction of the Project, including the notice of the adoption of the resolution of necessity and the filing of estimated special assessments, any increase in the cost of labor and materials over the estimated cost, and the passage of the assessing

ordinance, including but not limited to notices authorized and required by Sections 727.13, 727.16, 727.17, 727.24 and 727.26 of the Revised Code;

(5) Any and all irregularities and defects in the proceedings;

(6) The right to strict construction of proceedings specified by Section 727.40 of the Revised Code (the Owners and Developer hereby requesting and agreeing that the proceedings for the Project and the levying of the Special Assessments be liberally construed in all respects);

(7) Any waiver of the lien of the Special Assessments after two years as specified by Section 727.34 of the Revised Code, (the Owners and Developer hereby requesting and agreeing that such lien against the Assessed Property or any portion thereof which it owns continue in force so long as any of the Special Assessments remain uncollected); and

(8) Any and all rights, benefits and privileges specified by Sections 727.12, 727.15, 727.23, 727.24, 727.25 and 727.251 of the Revised Code, including but not limited to the filing of plans, specifications, profiles and estimate of cost relating to the Project, the preparation and filing of estimated assessments and the right to file objections to the proposed assessment or to the cost of the labor and materials for the Project, and the right to request a deferment of payment of those Special Assessments.

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

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

The Owners further consent and request that (A) all legislation required to be enacted to permit the Project to commence immediately be enacted at one Council meeting, including, without limiting the generality of the foregoing, the resolution of necessity specified in Section 727.12 of the Revised Code, the ordinance to proceed specified in Section 727.23 of the Revised Code and the assessing ordinance specified in Section 727.25 of the Revised Code, (B) the Special Assessments be levied (and may be collected) before the Project is commenced and the actual cost of the Project is ascertained, and (C) notwithstanding Section 727.24 of the Revised Code, the Project be undertaken pursuant to the Energy Project Cooperative Agreement.

The Owners and the Developer agree that they will not contest, in a judicial or administrative proceeding, the Special Assessments levied against the Assessed Property, absent manifest error.

7. Transfer of Special Energy Improvement Project. In accordance with Section 1710.02(G)(4) of the Revised Code and the Act and Section 20 of Article VIII of the Ohio

Constitution, the undersigned hereby requests that the City or the Board, acting as agent and on behalf of the City, sell, transfer, lease or convey the special energy improvement project to the undersigned in accordance with the Advanced Energy District Documents for public purposes as set forth in the Act, one purpose being to permit taxpayers (such as the Owners and Developer) that subsequently own special energy improvement projects to be able to claim federal investment tax credits, grants in lieu of tax credits, state grants, accelerated depreciation, renewable energy credits and other tax or monetary benefits (collectively, "Benefits") available to taxpayers that own special energy improvement projects. The undersigned agrees that it will apply for or cause others to apply for Benefits available to the undersigned in connection with the undersigned's ownership of the Project as the consideration for such sale, transfer, lease or conveyance as determined by the Board in the Advanced Energy Documents.

8. Boundaries. A legal description of the Assessed Property to be added to the Advanced Energy District and a definitive listing, as identified by parcel number, of such Assessed Property to be included in the Advanced Energy District are provided in Exhibit B.

9. Improvements Plan. If approved by the City, this Petition shall constitute an amendment and supplement to the Advanced Energy District's Commercial-Industrial Program Project Plan, attached hereto as Exhibit E, as amended (the "Improvements Plan") to add the real property described on Exhibit B to the territory of the Advanced Energy District and to include the Project described on Exhibit C as "Authorized Improvements" (as defined in the Improvements Plan).

The Owners and the Developer acknowledge and understand that the City and the Advanced Energy District 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 Owners, any successors, assigns, or affiliates of the Owners, the Assessed Property, and any grantees, mortgagees, lessees, or transferees of the Assessed Property, including, without limitation, the Developer. The Owners each acknowledge that they have had the opportunity to be represented by legal counsel in this undertaking and have knowingly waived the rights identified in the Petition.

The Owners further depose and state that this Petition and actions provided for herein impose burdens and obligations upon the Assessed Property and provide for Special Assessments to be levied upon the Assessed Property in accordance with this Petition, and that this Petition is available for inspection at the office of the Clerk of Council of the City.

The Rocky River City Council is hereby respectfully requested to approve, by resolution, this Petition to Add Territory to The Northeast Ohio Advanced Energy District and for Special Energy Improvement Project within 60 days of this Petition being filed with the City.

**PETITION TO ADD TERRITORY TO
THE NORTHEAST OHIO ADVANCED ENERGY DISTRICT
AND FOR SPECIAL ENERGY IMPROVEMENT PROJECT**

Signatures of Property Owners and Developer

Date: June 12, 2023

The undersigned is, as of the date of this Petition, the Owner of the portion of the Assessed Property identified in the records of the Cuyahoga County Fiscal Officer as Parcel Numbers 301-33-002, 301-33-004, 301-33-005, and 301-33-006.

WILLYMAYESHAYES, LLC, an Ohio limited liability company

By: 

Name: Douglas C. Leohr

Title: Managing Member

Address for notices to WillyMayesHayes, LLC:

1481 Lindazzo Ave.
Cleveland, Ohio 44114

[Signature Page to Petition]

**PETITION TO ADD TERRITORY TO
THE NORTHEAST OHIO ADVANCED ENERGY DISTRICT
AND FOR SPECIAL ENERGY IMPROVEMENT PROJECT**

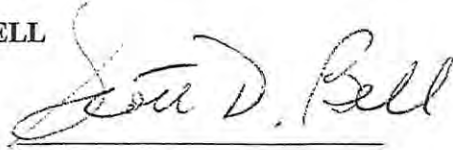
Signatures of Property Owners and Developer

Date: 6-13-23, 2023

The undersigned is, as of the date of this Petition, the Owner of the portion of the Assessed Property identified in the records of the Cuyahoga County Fiscal Officer as Parcel Number 301-33-003.

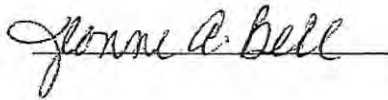
SCOTT D. BELL

Signature:



JEANNE A. BELL

Signature:



Address for notices to Scott D. Bell and Jeanne A. Bell:

18545 Hilliard Blvd.
Rocky River, Ohio 44116

[Signature Page to Petition]

PETITION TO ADD TERRITORY TO
THE NORTHEAST OHIO ADVANCED ENERGY DISTRICT
AND FOR SPECIAL ENERGY IMPROVEMENT PROJECT

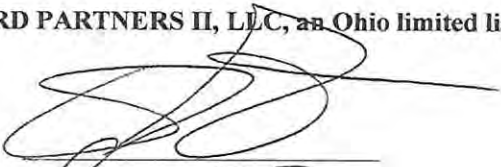
Signatures of Property Owners and Developer

Date: June 14, 2023

The undersigned Developer, as the contemplated purchaser of the Assessed Property, has joined in the execution of this Petition in order to acknowledge and agree to the representations, acknowledgments, agreements, and consents of the Owners contained in the Petition. The Developer hereby acknowledges and agrees to be bound by the terms and conditions of this Petition upon its acceptance of ownership of the Assessed Property.

DEVELOPER:

RR HILLIARD PARTNERS II, LLC, an Ohio limited liability company

By: 
Name: K. Van J. Terrence
Title: Managing Member

Address for notices to RR Hilliard Partners II, LLC:

2017 East 9th Street
Suite 300
Cleveland, OH 44115

**EXHIBIT A
(To Petition)**

**ADVANCED ENERGY DISTRICT BOARD
APPROVAL TO ADD TERRITORY TO
ADVANCED ENERGY DISTRICT AND FOR
SPECIAL ENERGY IMPROVEMENT PROJECT**

[See Attached]

A-1#18684947v3<BRICKER2> - NEOAED - Hilliard Apts PACE - Petition

**BOARD OF DIRECTORS
NORTHEAST OHIO ADVANCED ENERGY DISTRICT**

The Board of Directors (the "Board") of the Northeast Ohio Advanced Energy District ("District") met on September 28, 2022 at Noon, at 165 Center Road, Bedford, Ohio 44146, with the following members participating:

In Attendance:

In person:

Patrick Grogan-Myers, City of Euclid
Jennifer Kuzma, FSDC
Callie Cripps, City of Euclid

Attendance via Proxy & Zoom:

Paul Marnecheck, City of Brook Park
Shawn Leininger, City of Lakewood
Laura Englehart, City of Shaker Heights
Mike Love, City of South Euclid
Jeremy Rowan, City of Brooklyn
Eric Zamft, City of Cleveland Heights
Robin Brown, City of Cleveland
Mary Kay Costello, City of Fairview Park

Attendance via Zoom only without Proxy:

Brian Anderson, City of Cleveland Heights
Mayor Gigi Traore, Village of Newburgh Hts

Jennifer Kuzma through proxy appointments introduced the following resolution and moved its passage:

RESOLUTION NO. 2022-14

A RESOLUTION ACCEPTING AND APPROVING THE
PROPOSED FORM OF RR HILLIARD PARTNERS II, LLC'S
PETITION AND PLAN AND RELATED DOCUMENTS
CURRENTLY ON FILE WITH THE BOARD, AND
APPROVING THE ADDITION OF THE SUBJECT REAL
PROPERTY TO THE DISTRICT.

WHEREAS, the District has been created and the Board has been appointed pursuant to the authority contained in Ohio Revised Code ("R.C.") Chapters 1702 and 1710; and

WHEREAS, pursuant to R.C. Section 1710.06, the Board has adopted and submitted to each participating political subdivision and the municipal executive of the municipal corporation in which the District is located a plan (the "Plan") setting forth certain special energy improvement projects that the District will undertake, which plan outlines, among other things, the area in which such projects will be provided; the method of assessment to be used with respect to the projects; the period of time during which any such assessments are to be levied; the procedures by which additional territory may be added to the District; and

WHEREAS, pursuant to Section II of the Plan, the Board may authorize additional Authorized Improvements, as defined in the Plan, by means of approving a Petition to Add Territory to the Northeast Ohio Advanced Energy District and For Special Energy Improvement Project identifying such additional Authorized Improvements, and the Board further may approve petitions by property owners within the District to be specially assessed for the costs of such Authorized Improvements; and

WHEREAS, the owners and future developer of certain property located within the City of Rocky River, Ohio with Cuyahoga County Permanent Parcel ID Numbers 301-33-010 and 301-33-011 (the "Property") has submitted a Petition to Add Territory to the Northeast Ohio Advanced Energy District and For Special Energy Improvement Project (the "Petition") to the District, and a copy of the Petition is on file with the Secretary of the District; and

WHEREAS, this Board has determined that the improvements described in the Petition (the "Projects") constitute "special energy improvement projects" within the meaning of Ohio Revised Code Section 1710.01(I), because they are energy efficiency improvements which reduce energy consumption and support the reduction of energy consumption, allow for the reduction in demand for energy, and will be permanently fixed to real property.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. The Board hereby authorizes and approves the proposed form of the Petition, which is currently on file with the Board, together with such changes as may be made by the owners and the developer of the Property before the filing of the petition with the City of Rocky River, Ohio, as are not inconsistent with the proposed energy improvement project and proposed addition of territory hereby approved by the Board.

Section 2. The Board hereby determines that the Projects constitute "special energy improvement projects" within the meaning of Ohio Revised Code Section 1710.01(I), because they are energy efficiency improvements, which reduce energy consumption and support the reduction of energy consumption, allow for the reduction in demand for energy, and will be permanently fixed to real property.

Section 3. The Secretary of the Board is authorized and instructed to submit the Petition for signature by the owners and the developer of the Property and for review by the City of Rocky River, Ohio, as the participating political subdivision of the District in which the Property is located.

Section 4. This Board hereby finds and determines that all formal actions taken relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Ohio Revised Code Section 121.22.

Section 5. This Resolution shall be in full force and effect immediately upon its passage.

Patrick Grogran-Myers seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: All members present

Voting Nay: None

Passed: September 28, 2022

BOARD OF DIRECTORS, NORTHEAST
OHIO ADVANCED ENERGY DISTRICT

Attest:

Secretary

Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Directors of the Northeast Ohio Advanced Energy District hereby certifies that the foregoing is a true copy of a resolution duly passed by the Board of Directors of said District on September 28, 2022.

Secretary, Northeast Ohio Advanced Energy
District

EXHIBIT B
(To Petition)

ASSESSED PROPERTY LEGAL DESCRIPTION

The Assessed Property subject to this Petition and owned by WillyMayesHayes, LLC and Scott D. Bell and Jeanne A. Bell is located at the commonly used mailing addresses 18545 through 18617 Hilliard Blvd., in Rocky River, Ohio with Cuyahoga County Permanent Parcel ID Number(s) 301-33-002, 301-33-003, 301-33-004, 301-33-005, and 301-33-006, and is described as follows:

Parcel No. 1:

Situated in the City of Rocky River, County of Cuyahoga and State of Ohio, and known as being part of Original Rockport township, Section No. 18, and bounded and described as follows:

Beginning on the Southerly line of Hilliard Road, 80 feet wide, at a point distant Easterly measured along said Southerly line, 744 feet from its intersection with the Westerly line of Original Rockport Township Section No. 18; thence Easterly along the Southerly line of Hilliard Road, 55 feet; thence Southerly parallel with the Westerly line of Original Rockport Township Section No. 18, 130 feet; thence Westerly parallel with the Southerly line of Hilliard Road, 55 feet; thence Northerly 130 feet to the place of beginning, be the same more or less, but subject to all legal highways.

PPN: 301-33-006

Parcel No. 2:

Situated in the City of Rocky River, County of Cuyahoga and State of Ohio, and known as being part of Original Rockport Township, Section No. 18 and bounded and described as follows:

Beginning on the Southerly line of a parcel of land conveyed to The County of Cuyahoga by deed dated May 10, 1924, and recorded in Volume 3057. Page 48 of Cuyahoga County Records (now known as Hilliard Road), at a point distant Easterly measured along said Southerly line, 799 feet from its intersection with the Westerly line of Original Rockport Township Section No. 18; thence Easterly the Southerly line of Hilliard Road, 55 feet; thence Southerly parallel with the Westerly line of Original Rockport Township Section No. 18, 130 feet; thence Westerly parallel with the Southerly line of Hilliard Road, 55 feet; thence Northerly 130 feet to the place of beginning, be the same more or less, but subject to all legal highways.

PPN: 301-33-005

Parcel No.3:

Situated in the City of Rocky River, County of Cuyahoga, State of Ohio, and known as being a part of Original Rockport Township Section 18 and further described as follows: Beginning at a point in the southerly line of Hilliard Blvd. 80 ft. wide, at the northwesterly corner of Sublot #3 in the Valley View Subdivision #1 as shown by the recorded plat in Volume 93, Page 3 of Cuyahoga County Records of Maps; thence north 89 degrees 57 minutes 26 seconds West, along the southerly line of Hilliard Blvd., 120.00 ft. to the northwesterly corner of land conveyed to the Kamms Corner Realty Co. by deed recorded, in Volume 7014, Page 248 of Cuyahoga County Records of Deeds; thence south 0 degrees 05 minutes 26 seconds east, parallel to the westerly line of said Sublot #3, 130.00 ft. to a point in the northerly line of a parcel of land conveyed to the aforesaid Kamms Corner Realty Co. by deed recorded in Volume 7824, Page 528 of said Deed Records; thence north 89 degrees 57 minutes 26 seconds west, along the northerly line of land conveyed to the Kamms Corner Realty Co., as last above mentioned, 95.49 ft. to the most westerly corner thereof; thence south 43 degrees 49 minutes 57 seconds east, 120.69 ft. to a point; thence north 89 degrees 45 minutes 54 seconds east, about 131.42 ft. to an intersection with the southerly prolongation of the westerly line of the aforesaid Lot #33; thence north 0 degrees 05 minutes 26 seconds west, along the southerly prolongation of said westerly line of Sublot 33, about 86.32 ft. to the southwest corner of said Sublot; thence continuing north 0 degrees 05 minutes 26 seconds west along the westerly line of the aforesaid Sublot #33, 130.00 ft. to a point in the southerly line of the aforesaid Hilliard Blvd. and the principal place of beginning, containing 30,837.80 square feet, be the same more less, but subject to all legal highways.

PPN: 301-33-002, 301-33-004

Situated in the City of Rocky River, County of Cuyahoga and State of Ohio and known as being all of Sublot No. 33 in the Valley View Subdivision No. 1, of part of Original Rockport Township Section No. 18, as shown by the recorded plat in Volume 93 of Maps, Page 3 of Cuyahoga County Records, and being 100 feet front on the Southerly side of Hilliard Road and extending back of equal width 130 feet, as appears by said plat, be the same more or less, but subject to all legal highways.

Permanent Parcel No.: 301-33-003

EXHIBIT C
(To Petition)

SPECIAL ENERGY IMPROVEMENT PROJECT

The real property owned by WillyMayesHayes, LLC and Scott D. Bell and Jeanne A. Bell located at the commonly used mailing addresses 18545 through 18617 Hilliard Blvd., Rocky River, Ohio, is the location at which the special energy improvements described below shall be constructed and installed, and shall exist (the "Project"). The legal description of the property is set forth on the attached Exhibit A. The property will be subject to special assessments for energy improvements in accordance with Ohio Revised Code Chapter 1710.

Project Description

The project consists of the acquisition, construction, installation, equipping, and improvement of the below listed eligible measures, which each constitute an "energy efficiency improvement" and all are "special energy improvement projects" pursuant to Ohio Revised Code Section 1710.01(I), to an existing industrial building.

Eligible Measures

The following is a list of eligible measures from the schedule of values:

[See Next Page]

Item No.	Improvement Description	Useful Life (Years)	Estimated Utility and Maintenance Savings		Improvement Cost	More Efficient than Alternative System YES_X_ NO ____	If "Yes", please provide a description of the improved efficiency (Optional)
1	Energy Star Appliances	8-20 years			\$355,000	YES_X_ NO ____	Appliances will be energy star certified.
2	Building Envelope (Skin)	60+ years			\$3,125,600	YES_X_ NO ____	The wall system consists of 2x6 wood framed walls with R-13 cavity batt insulation. In addition, R-10 continuous exterior insulation covers the exterior walls and are clad with either brick, tile, fiber cement panels, or fiber cement siding.
3	Building Envelope (Window System)	Fiberglass Windows - 20-40 years Storefront/Curtainwall - 50+ years			\$1,420,500	YES_X_ NO ____	The window system will consist mostly of both operable and fixed fiberglass windows with insulated glass and a low-e coating. Aluminum storefront and curtain wall systems are also present on the project with insulated glass and a low-e coating.
4	Building Envelope (Roofing System)	30-40 years			\$475,900	YES_X_ NO ____	The roofing system consists of wood framed trusses with R-38 blown-in insulation. In addition, tapered polyiso rigid insulation covers the exterior of the roof with a minimum of 5" R-33 and membrane finish.
5	Elevator System	40-50 years			\$440,000	YES_X_ NO ____	The elevators are machine-roomless gearless elevators that eliminate the need for additional space for machine rooms or control rooms. These elevators are also more efficient because they have regenerative drives, LED lighting, and sleep mode for elevator lights and fans.
6	Lighting System (inclusive of controls)	25-30 years			\$280,000	YES_X_ NO ____	The building lighting system utilizes LED's across the board with automated controls utilizing sensors in private rooms and master relay control panels with photocells, timeclocks, and timer switches in public areas. Final lighting efficiency to be determined.
7	HVAC and Controls	VRP (Variable Refrigerant Packaged Heat Pump) - 15 years Split-System - 15 years			\$1,120,000	YES_X_ NO ____	The VRP (Variable Refrigerant Packaged Heat Pump) system selected to serve the suites have a SEER rating of 20.0 (1 ton) and 17.5 (2 ton) compared to a traditional single package system SEER rating of 13. The split-systems serving the common areas in building have a SEER rating of 18.0 compared to the traditional 13 SEER split-system.
			\$0		\$7,217,000		

The energy savings estimates above were prepared by Mann Parsons Gray Architects

Total project component costs: \$7,217,000
Total project component costs to be financed: \$4,500,000
Total maximum costs to be financed: \$6,682,550.40
Maximum aggregate amount of special assessments: \$14,000,558.04
Maximum average semi-annual special assessments for 21 years: \$333,346.62
First semi-annual installment due: approximately January 31, 2026

EXHIBIT D
(To Petition)

SCHEDULE OF ANNUAL ASSESSMENTS

**SCHEDULE OF SPECIAL ASSESSMENTS
FOR CUYAHOGA COUNTY PARCEL NO(S).:**

301-33-002, 301-33-003, 301-33-004, 301-33-005, and 301-33-006*

The following schedule of Special Assessment charges shall be certified for collection in 42 semi-annual installments to be collected with first-half real property taxes in calendar years 2026 through 2046:

[See Immediately Following Page]

* As identified in the records of the Fiscal Officer of Cuyahoga County, Ohio as of May 30, 2023.

Special Assessment Date*	Aggregate Special Assessment Amount**	Special Assessment Amount (Parcel 301-33-002**	Special Assessment Amount (Parcel 301-33-003**	Special Assessment Amount (Parcel 301-33-004**	Special Assessment Amount (Parcel 301-33-005**	Special Assessment Amount (Parcel 301-33-006**
January 31, 2026	\$333,346.62	\$75,002.99	\$33,334.66	\$75,002.99	\$75,002.99	\$75,002.99
July 31, 2026	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2027	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2027	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2028	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2028	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2029	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2029	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2030	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2030	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2031	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2031	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2032	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2032	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2033	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2033	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2034	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2034	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2035	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2035	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2036	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2036	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2037	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2037	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2038	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2038	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99

Special Assessment Date*	Aggregate Special Assessment Amount**	Special Assessment Amount (Parcel 301-33-002**	Special Assessment Amount (Parcel 301-33-003**	Special Assessment Amount (Parcel 301-33-004**	Special Assessment Amount (Parcel 301-33-005**	Special Assessment Amount (Parcel 301-33-006**
January 31, 2039	\$333,346.62	\$75,002.99	\$33,334.66	\$75,002.99	\$75,002.99	\$75,002.99
July 31, 2039	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2040	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2040	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2041	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2041	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2042	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2042	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2043	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2043	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2044	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2044	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2045	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2045	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
January 31, 2046	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99
July 31, 2046	333,346.62	75,002.99	33,334.66	75,002.99	75,002.99	75,002.99

* Pursuant to Ohio Revised Code Chapter 323, the Special Assessment Payment Dates identified in this Exhibit D are subject to adjustment by the Cuyahoga County Fiscal Officer under certain conditions.

** Pursuant to Ohio Revised Code Section 727.36, the Cuyahoga County Fiscal Officer may charge and collect a fee in addition to the amounts listed in this Exhibit D.

EXHIBIT E

NORTHEAST OHIO ADVANCED ENERGY DISTRICT ADVANCED ENERGY SPECIAL IMPROVEMENT DISTRICT (ADVANCED ENERGY DISTRICT)

COMMERCIAL-INDUSTRIAL PROGRAM PROJECT PLAN

The amended pilot commercial – industrial property assessed clean energy (PACE) program project plan of the Northeast Ohio Advanced Energy District Advanced Energy Special Improvement District (“Advanced Energy District”) provides guidelines to property owners desiring to develop special energy improvement projects as follows:

Thank you for your interest in learning more about the amended pilot commercial – industrial property assessed clean energy (PACE) program of the Northeast Ohio Advanced Energy District Advanced Energy Special Improvement District (“Advanced Energy District”). The Advanced Energy District can provide for financing (“financing” or “funding”) for your special energy improvement project or a mechanism to secure financing obtained elsewhere secured by special assessment proceeds. If you (“the property owner(s)”) wish to apply for financing (“financing” or “funding”) from the Advanced Energy District or utilize the assessment process as part of its amended pilot commercial-industrial PACE program (“Commercial-Industrial Program”), you should read and become familiar with the following terms and conditions for participation:

Participation in the Advanced Energy District’s Commercial Industrial Program is limited to property owners who have agreed to add their real property to the Advanced Energy District and who otherwise meet the terms and conditions of the Advanced Energy District Commercial-Industrial Program. These terms and conditions are addressed in this Project Plan, a Services Plan, a real property and company information verification form, an application or petition (Petition), and the governing documents forming the Advanced Energy District (i.e. articles of incorporation, code of regulations, and resolutions duly adopted by the board of directors of the Advanced Energy District and the applicable resolutions and ordinances of the city where your real property is located, such documents are hereinafter collectively referred to as “Governing Documents”), each of which property owner(s) must have reviewed and as necessary have agreed to or executed prior to participation. The Project Plan, the Services Plan, the Petition, the Governing Documents and an Assessment Schedule to be executed by you to participate in the Commercial-Industrial Program are hereinafter collectively referred to as the “Advanced Energy District Documents.” The Advanced Energy District Documents establish the terms of the Commercial-Industrial Program, including the addition of additional territory to the Advanced Energy District. You should become familiar with and understand the provisions of the Advanced Energy District Documents. By agreeing to or executing the Advanced Energy District Documents, you agree to the terms of the Advanced Energy District’s Commercial-Industrial Program. Each participating political subdivision in the Advanced Energy District and the Board of Directors of the Advanced Energy District reserve the right to amend the Commercial-Industrial Program terms and conditions from time to time as described in “Changes in the Commercial-Industrial Program Terms; Severability” below.

I. Purpose of the Commercial-Industrial Program

The Commercial-Industrial Program is intended to assist property owners who own real property within participating political subdivisions with the financing of the acquisition, installation and improvement of special energy improvement projects, including, without limitation, solar photovoltaic, solar thermal energy, geothermal energy, customer-generated energy, or energy efficiency improvements, whether such real or personal property is publicly or privately owned, and any other “special energy improvement projects” authorized under Ohio Revised Code Chapter 1710, as the same may be amended from time to time (the “Authorized Improvements”), which Authorized Improvement shall be undertaken in accordance with the Act and the Plan, and by carrying out such other improvements and/or services in and for the benefit of the District as the Board (defined below) may determine and funds may allow, all as set forth in the Plan. Each participating political subdivision has approved the creation of the Advanced Energy District to provide the source of financing for the Commercial-Industrial Program. Special Assessment Revenue Bonds will be issued on behalf of Advanced Energy District and proceeds from the sale of the special assessment revenue bonds will be used to finance Authorized Improvements that benefit properties within the District. Debt service on the special assessment revenue bonds and the costs of administering the Commercial-Industrial Program will be paid through special assessments levied by participating political subdivisions on real property in the Advanced Energy District. Special Assessment payments will be due and payable by property owner(s) at the same time real property taxes are due.

There may be other types of financing available. Each participating political subdivision and the Advanced Energy District do not guarantee that the Commercial-Industrial Program is the best financing option for your situation. Please do your research and select the option that is most appropriate for you.

II. Advanced Energy District’s Commercial-Industrial Program Process; Terms and Conditions; Services Plan; Statutory Requirements

As discussed in more detail below, in order for you to receive financing and funding from the Advanced Energy District’s Commercial-Industrial Program, the following steps must occur¹:

First: You must review the eligibility requirements for Advanced Energy District Commercial-Industrial Property Assessed Clean Energy (PACE) program as set forth below. In order to participate in the Commercial-Industrial Program, you must meet the eligibility requirements. See “Eligibility” below.

Second: You must apply for a funding reservation from the Advanced Energy District’s Commercial-Industrial Program as set forth in this Article II. Property owners may apply for the Advanced Energy District’s Commercial-Industrial Program by contacting any one of the seventeen participating political subdivisions in the Advanced Energy District for an application. The list of participating political subdivisions is listed under “Eligibility”

¹ These steps are not necessary for Owners to secure other financing.

below. You will be required to fill out and complete a real property and company information verification form provided to you by the participating political subdivision. You will also receive a copy of the Advanced Energy District Documents, including this Project Plan, when you receive the real property and company information verification form. Upon submission of the real property and company information verification form, the participating political subdivision will forward your form to the Advanced Energy District for processing.

Third: Upon submission of the real property and company information verification form, the Advanced Energy District will verify your eligibility to participate in the Commercial-Industrial Program and if your property is eligible, the Advanced Energy District will begin working with you and one or more consultants, engineers or qualified installers that you may choose to assist you in planning the development of your Authorized Improvement and an estimated project cost. During this period of time, representatives of the Advanced Energy District will work with you and your consultants, engineers and qualified installers to assess the technical and economic feasibility of the Authorized Improvement project you are considering, including working with Advanced Energy District financial advisors, consultants and developers who will be available to offer guidance regarding special assessment revenue bond financing costs, including expected and maximum interests rates and expected and maximum estimated special assessments which the Advanced Energy District expects to be payable by you as property owner(s) in connection with your participation in the Commercial-Industrial Program. The costs of these services provided by the Advanced Energy District, its advisors and agents in assisting you as well as the costs of your consultants, engineers and qualified installers in determining the technical and economic feasibility of Authorized Improvements on your property may be included as part of the cost of your Authorized Improvements. The costs of Authorized Improvements will be eligible to be financed by special assessments paid by you for up to twenty-five years.

Fourth: Upon your determining to proceed with a particular Authorized Improvement project design and plan, you must request and receive the approval of the Board of Directors of the Advanced Energy District that your project satisfies requirements of the Advanced Energy District Documents and that the territory of the Advanced Energy District should be increased to permit the addition of the territory which will be assessed to pay costs of your Authorized Improvements. Upon receipt of approval of the Board of Directors of the Advanced Energy District, you will then execute and file an application or Petition with Mayor and City Council of the participating political subdivision where the additional territory to the Advanced Energy District is proposed to be added. Advanced Energy District financial advisors, consultants or developers will have provided to you by that time the then currently anticipated interest rates on special assessment revenue bonds or other obligations to be issued to pay costs of your Authorized Improvements as well as the estimated special assessments to be paid by you for the financing of your Authorized Improvements and participation in the Commercial-Industrial Program.

Fifth: With your executing and filing a Petition with the Mayor and City Council of the participating political subdivision where your Project will be located, you as the property

owner have agreed to the levy and collection of special assessments against your real property to be added to the Advanced Energy District in accordance with the Petition and the Advanced Energy District Documents. Special Assessments will be levied and collected in any year however only in accordance with the Petition and only upon the sale of special assessment revenue bonds or other financing, the proceeds of which will be used to pay the costs of the Authorized Improvements. The timing for the sale of special assessment revenue bonds to pay costs of Authorized Improvements under the Commercial-Industrial Program will depend on the number of and size of Authorized Improvements and market conditions.

Sixth: After your filing of the Petition and your compliance with the Advanced Energy District Documents, the Advanced Energy District and its financial advisors, consultants and developers will advise you as an owner of Property in the District of the commencement of marketing of the special assessment revenue bonds, if applicable, or other financing that will determine the actual interest rate(s) to be paid on special assessment revenue bonds to pay costs of your Authorized Improvements. The Special Assessments that will be payable by you annually as a property owner in the Advanced Energy District as part of the Commercial-Industrial Program is calculated based upon (a) the cost of the Authorized Improvement, (b) federal and state subsidies received by you as owner of the Authorized Improvement, (c) the interest rates payable on the special assessment revenue bonds and (d) administrative charges levied by the participating political subdivision to pay administrative costs. See: The “Services Plan.”

No property owner participating in the Commercial-Industrial Program will be obligated to pay any Special Assessments under the Commercial-Industrial Program unless the property owner first executes an Assessment Schedule which will be prepared by the Advanced Energy District or its agents and staff only after the pricing of special assessment revenue bonds for the Commercial-Industrial Program. The Assessment Schedule will include a schedule of your annual or semiannual payments for participating in the Commercial-Industrial Program. Unless you agree with and execute the Assessment Schedule, you will not be responsible to pay Special Assessments under the Commercial-Industrial Program. If you however execute the Assessment Schedule, you are agreeing to the levy and collection of Special Assessments in accordance with the Advanced Energy District Documents. If you do not execute the Assessment Schedule, you may be responsible to pay certain administrative costs of the Advanced Energy District to remove the lien of the Special Assessments from your property.

Seventh: The proceeds of the sale of special assessment revenue bonds will be deposited with a qualified trustee. Disbursement of proceeds from such sale from the trustee held construction fund to pay Authorized Improvement costs will require the signature of an officer of the Advanced Energy District and the signature of an authorized officer of the applicable property owner. A qualified installer must complete the installation of Authorized Improvements on your property. See “Authorized Improvements; Qualified Installers” below.

Eighth: This Plan provides that the participating political subdivision that has approved (i) the addition to the territory of the Advanced Energy District and (ii) the Authorized Improvements to be constructed on the applicable property in the District has done so on behalf of the other participating political subdivisions in the Advanced Energy District. The participating political subdivision where your property within the District is located will be the initial owner of the Authorized Improvements. However, the Advanced Energy District, acting as agent for and on behalf of this participating political subdivision may transfer title to the Authorized Improvements to any taxpayer, including you as the property owner, who may then apply for and receive federal and state grants and other tax benefits associated with the ownership of the Authorized Improvements, including accelerated depreciation. The property owner should consult its own tax advisor as to the merits of owning the Authorized Improvements.

Ninth: As a property owner within the Advanced Energy District, you will be expected to make special assessment payments in amounts and at the times as specified in the Advanced Energy District Documents.

Submission and approval of a real property and company information verification form or a Petition does not guarantee that you will receive financing or funding under the Commercial-Industrial Program. The ability to proceed with financing or funding will be dependent on the sale of special assessment revenue bonds or other obligations secured by Special Assessments to pay costs of the Authorized Improvements under the Commercial-Industrial Program. The sale of special assessment revenue bonds or other obligations will depend on a number of factors including the number of and size of the Authorized Improvements and market conditions.

If you proceed to incur costs with Authorized Improvements prior to executing an Assessment Schedule, you risk incurring costs which may not be able to be financed as part of the Advanced Energy District’s Commercial-Industrial Program. In addition, disbursement of proceeds of special assessment revenue bonds or other obligations must be accomplished in accordance with the trust indenture and other documents securing the special assessment revenue bonds as well as the terms and conditions of the Advanced Energy District Documents.

Special Assessments. You, as a property owner must pay any special assessments levied against your property and certified for collection once an Assessment Schedule has been executed regardless of personal financial circumstances, the condition of the property, or the performance of the Authorized Improvements. Do not apply for financing if you are not certain you can pay the special assessments. Just as with any property-based debt such as a mortgage, the failure to pay your special assessments — in full or in part — will result in financial repercussions, including penalties, interest and, eventually, foreclosure of your property by Cuyahoga County.

If you use an escrow account to pay your semi-annual property taxes, you must notify your escrow company of your special assessment payments. You will need to increase your monthly

payments to the escrow account by an amount equivalent to your annual special assessments divided by 12 months.

Services Plan. The Board of the Advanced Energy District has also adopted a Services Plan that is part of the Advanced Energy District Documents that property owner(s) must agree to prior to participating in Advanced Energy District's Commercial-Industrial Program. The Services Plan details costs of administration of the Commercial-Industrial Program. The Board of the Advanced Energy District is comprised of the duly appointed and designated persons who hold the office of economic development director in each of the initial participating political subdivisions within the Advanced Energy District. These Board members will approve an annual budget to administer the Commercial-Industrial Program and the annual costs of services will be included in the special assessments levied annually against each parcel of real property included within the Advanced Energy District. The amount levied for Advanced Energy District services rendered in any year as to any parcel of real property in the Advanced Energy District will be in proportion to the cost of the Authorized Improvements financed by special assessments on that parcel of real property to the total cost of all Authorized Improvements financed by special assessments in the Commercial-Industrial Program. The Advanced Energy District may share information with any agents or other third parties as necessary to administer the Commercial-Industrial Program. See "Disclosure of Property Owner Information" below.

Renewable Energy Credits

The Board of the Advanced Energy District may adopt rules governing renewable energy credits associated with Authorized Improvements financed with the proceeds of special assessment revenue bonds.

Statutory Requirements

As provided in the Advanced Energy District Documents:

- (A) Additional territory may be added to the Advanced Energy District. The Advanced Energy District is formed for the purpose of developing the Authorized Improvements. There will be designated at least one Authorized Improvement for each parcel of real property included within such additional territory to be added to the Advanced Energy District. If Additional Territory is to be added to the Advanced Energy District, such addition will be in accordance with the Advanced Energy District Documents and the owner(s) of 100% of the real property to be added to the Advanced Energy District will petition the Mayor and Council of the participating political subdivision where the real property is located for inclusion of such real property in the Advanced Energy District. Prior to submission of the Petition, the Petition shall be approved by the Board of Directors of the Advanced Energy District in accordance with rules established by the Board for such purposes. The Petition necessary to add territory to the Advanced Energy District need not be approved by the Mayor and City Council of other participating political subdivisions in the Advanced Energy District where such real property is not located. Additional territory will be added to the Advanced Energy District with the approval of the Board of Directors of the Advanced Energy District

and the participating political subdivision where the real property is located all in accordance with the Advanced Energy District Documents and the Act.

- (B) The Advanced Energy District Documents may be amended with the majority vote of the board of directors of the Advanced Energy District held at a meeting in accordance with the Advanced Energy District Documents.
- (C) The board of directors of the Advanced Energy District possesses authority to implement plans and amend plans for public improvements, including the Authorized Improvements and public services in accordance with and as provided for in Sections 1710.02(F), 1710.02(G) and 1710.06(A) of the Ohio Revised Code.
- (D) The public improvements to be provided by the Advanced Energy District are the Authorized Improvements included in each Petition; the area where the Authorized Improvements will be developed will be the area identified in each Petition requesting formation of the Advanced Energy District or requesting additional territory be added to the Advanced Energy District and the method of assessment shall be in proportion to the benefits that result from the Authorized Improvements, i.e. in proportion to the cost of each Authorized Improvement financed by special assessments to the cost of all Authorized Improvements financed by special assessments under the Commercial Industrial Program.
- (E) For purpose of levying an assessment, the board of directors of the District may combine levies for public services and Authorized Improvements into one special assessment to be levied against each specially benefited property in the Advanced Energy District.

III. Eligibility

In order to receive financing from the Advanced Energy District's Commercial-Industrial Program or request the levy of special assessments through the Advanced Energy District's Commercial-Industrial Program, a property owner must meet the following requirements, as the same may be modified or amended by the Board of the District in its sole discretion:

- a. **The property to be improved with the Authorized Improvements (the "subject property") must be located within one or more of the following municipal corporations (each as "participating political subdivision"): City of Bedford, City Bedford Heights, City of Berea, City of Brooklyn, City of Brook Park, City of Cleveland, City of Cleveland Heights, City of Euclid, City of Fairview, City of Garfield Heights, City of Lakewood, City of Maple Heights, City of Middleburg Heights, City of Parma, City of Parma Heights, City of Shaker Heights, City of South Euclid, City of Solon, City of South Euclid, City of University Heights, City of Warrensville Heights.**
- b. **The subject property must be used for commercial or industrial purposes, which generally includes all non-residential purposes. A**

multi-family apartment building will qualify as a commercial building. The aggregate size of each of the Authorized Improvements to be assessed against parcels of real property to be added to the Advanced Energy District must result in energy improvement or efficiency gains satisfactory to the Advanced Energy District

- c. All owners of the fee simple title to the subject property must review, sign and approve the Advanced Energy District Documents. Therefore, before submitting an initial application, please ensure that all owners of the fee simple title to the subject property wish to participate in the Advanced Energy District Commercial-Industrial Program on the terms set forth in Advanced Energy District Documents.
- d. The Advanced Energy District recommends that the subject property receive an “energy audit” prior to participation in the Commercial-Industrial Program, but participation in the program will not require fulfillment of any such energy audit.
- e. The property owner(s) and/or the owners of the Authorized Improvements must apply for the federal grant in lieu of tax credits under the American Recovery and Reinvestment Act of 2009. The federal grant in lieu of tax credit is equal to 30% of the qualified basis of the Authorized Improvements. Property owners must also apply for any available Ohio Energy Office grants. To the extent required by the Advanced Energy District, the property owner must assign each of the grants to the Advanced Energy District or its assigns in order to secure the payment of debt service on special assessment revenue bonds or other obligations issued to finance the property owner’s Authorized Improvements.
- f. The property owners(s) must agree to participate in surveys and program evaluations directed by the Advanced Energy District.
- g. The property owner(s) must not have declared bankruptcy in the past 7 years.
- h. The property owners must be current in the payment of all obligations secured by the subject property, including property taxes, assessments and mortgages, and there must have been no notices of default filed on the subject property within the past 3 years (or since you took title to the subject property if it has been less than 3 years). The Advanced Energy District may review public records, including the County real property records, to verify compliance with this requirement.
- i. The property owners must not have involuntary liens, defaults or judgments applicable to the subject property in excess of \$1,000. The

Advanced Energy District may review public records, including the County real property records and court documents, to verify compliance with this requirement.

- j. Because the Commercial-Industrial Program may involve issuance of special assessment revenue bonds or other obligations on behalf of the Advanced Energy District, the Advanced Energy District is concerned that property owners who participate in the program will pay their special assessments in full on a timely basis. Therefore, the Advanced Energy District reserves the right to request additional information, including a credit check, in its sole discretion and to deny applications based on any information that reflects on the likelihood that a property owner may not pay special assessments.

IV. Authorized Improvements; Qualified Installers; Maximum Funding

Authorized Improvements. At this time, the Commercial-Industrial Program may only be used to finance or secure the financing of Authorized Improvement installations. You are responsible for the Authorized Improvements installed on your property. You will need to address performance and other system-related issues directly with the installer according to the terms of your contract with the installer. **The Advanced Energy District and its Commercial-Industrial Program is a financing program only. Neither the Advanced Energy District nor any of the Advanced Energy District's participating political subdivisions are responsible for the system or its performance.**

Qualified Installers. The Authorized Improvements must be installed by installers that are registered with the State of Ohio. A list of State of Ohio registered installers is located at: <http://www.development.ohio.gov/cms/uploadedfiles/CDD/OEE/NOFA%20Appendix%20F.pdf>. If you choose to work with an installer that is not registered with the State of Ohio, you are not eligible for participation in the Commercial-Industrial Program.

By requiring that your installer be registered with the State of Ohio, the Advanced Energy District is not recommending a particular installer or warranting the reliability of any such installer. The Advanced Energy District's Commercial-Industrial Program is a financing program only. Neither the Advanced Energy District nor the participating political subdivisions will participate in the resolution of any dispute between you and your installer.

Maximum Funding. The Advanced Energy District will only approve applications for funding in accordance with the Advanced Energy District Documents. As a general matter, the Commercial Industrial Program will only finance Authorized Improvements that do not exceed 10% of the appraised value of the property to be assessed. **The Advanced Energy District and the Commercial-Industrial Program will not provide financing for any costs in excess of this amount. The Advanced Energy District encourages you to do your research and receive bids from multiple installers before signing a contract. The Advanced Energy District is not responsible for determining the appropriate equipment, price or installer for your property.**

V. Compliance with Existing Mortgages

The filing of the Petition and the adoption by the participating political subdivision of an ordinance to proceed under Ohio Revised Code Section 727.25 will establish a lien on your property as security for your obligation to pay special assessments in accordance with the Petition and the Advanced Energy District Documents. The lien securing the obligation to pay special assessments may be senior to all private liens, including your purchase mortgage(s). Many loan documents limit the ability of a property owner to place liens upon property without the consent of the lender, or authorize the lender to obligate you to prepay obligations. **Please confirm with your lender(s) that participation in the Commercial-Industrial Program will not adversely impact your rights with respect to any existing loan documents, or obligate you to prepay your special assessments.**

VI. Transfer or Resale of the Subject Property

If you sell your property prior to the end of the special assessment period for your Authorized Improvement, the new owner will assume the obligation to pay special assessments. Ownership of any Authorized Improvements on the subject property will transfer to the new owner at the close of the real estate sale.

VII. Grants and Tax Benefits

Please consult with your tax advisors with respect to the state and federal tax consequences of participating in the Commercial-Industrial Program, including whether you will be eligible for federal energy tax credits as a result of your participation in the Commercial-Industrial Program and whether you can deduct the interest component of the special assessments from your state and federal income taxes.

Neither the Advanced Energy District nor any participating political subdivision is responsible for the state or federal tax consequences of participating in the Commercial-Industrial Program.

VIII. Changes in State and Federal Law

The ability to issue bonds to finance Commercial-Industrial Program Authorized Improvements is subject to a variety of state and federal laws. If those laws were to change after you have made application to the Advanced Energy District, the issuer of the special assessment revenue bonds or other obligations may be unable to issue the bonds or other obligations and the Advanced Energy District may be unable to fulfill your financing application. **The Advanced Energy District shall have no liability as a result of any such change in law.**

IX. Releases and Indemnification

You acknowledge that the Advanced Energy District has been created with the approval of the participating political subdivisions solely for the purpose of assisting the owners of property within

participating political subdivisions with the financing of Authorized Improvements, and that the Advanced Energy District and any participating political subdivision shall have no responsibility of any kind for, and shall have no liability arising out of, the installation, operation, financing, refinancing or maintenance of the Authorized Improvements. You agree that you and your successors in interest to fee simple title in the subject property shall be solely responsible for the installation, operation, financing, refinancing and maintenance of the Authorized Improvements. Participation in the program does not in any way obligate the Advanced Energy District or any participating political subdivision to protecting access with respect to any proposed developments that may shade the system. You hereby acknowledge that the subject property will be responsible for payment of special assessments regardless of whether the Authorized Improvements are properly installed or operate as expected.

You agree to release, defend, indemnify, and hold harmless the Advanced Energy District and the participating political subdivisions, including their officers, directors, employees and agents, from and against any claims, actions, demands, costs, damages or lawsuits, arising out of or connected with your participation in the Advanced Energy District's Commercial-Industrial Program.

X. Changes in the Advanced Energy District's Commercial-Industrial Program Terms; Severability

The Advanced Energy District reserves the right to change this Advanced Energy District Commercial-Industrial Program Project Plan and the terms and conditions of the Advanced Energy District Documents at any time without notice; however, no such change will affect your obligation to pay special assessments as set forth in your petition and the Advanced Energy District Documents. Your participation in the Commercial-Industrial Program will be subject to the Advanced Energy District Document terms and conditions in effect from time to time during your participation.

If any provision of the Advanced Energy District Documents is determined to be unlawful, void, or for any reason unenforceable, then that provision shall be deemed severable from these Advanced Energy District Documents and the Commercial-Industrial Program and shall not affect the validity and enforceability of any remaining provisions.

XI. Disclosure of Property Owner Information

You agree that the Advanced Energy District and any participating political subdivision may disclose your personal information to any agent of the Advanced Energy District or that participating political subdivision and that the Advanced Energy District, participating political subdivisions and its agents may disclose your information to third parties when such disclosure is essential to the conduct of the Advanced Energy District's business or to provide services to you, including but not limited to where such disclosure is necessary to (i) comply with the law, legal process or our regulators, (ii) enable the Advanced Energy District and participating political subdivisions and their employees or consultants to provide services to you and to otherwise perform their duties and (iii) obtain and provide credit reporting information. We do not provide your personal information to third parties for telemarketing, e-mail or direct mail solicitation.

In order to receive funding for this program and to enable communication regarding the State of Ohio’s energy programs, you consent to the release of your name and contact information to your current electric utility. You further agree to the release of your name and contact information and your property’s utility usage data to the Advanced Energy District, its grantors and designated contractors for the purpose of conducting surveys and program evaluation of the Commercial-Industrial Program.

EXHIBIT F

**NORTHEAST OHIO ADVANCED ENERGY DISTRICT ADVANCED ENERGY SPECIAL
IMPROVEMENT DISTRICT
(ADVANCED ENERGY DISTRICT)**

COMMERCIAL-INDUSTRIAL SERVICES PLAN

The Northeast Ohio Advanced Energy District Advanced Energy Special Improvement District (“Advanced Energy District”) intends to deliver services pursuant to this Commercial-Industrial Services Plan (the "Services Plan"), in such manner as will be determined from time to time by the District's board of directors (the "Board"). This Services Plan is designed to provide ongoing services to the properties in the Advanced Energy District during the years 2010 to 2035. This Services Plan may be amended by the Board. The Services Plan includes all terms and provisions of the Advanced Energy District Documents, which are incorporated herein by reference as if fully written herein. The services to be provided are as follows:

MARKETING AND PROMOTION SERVICES

Services to market Commercial-Industrial Program and promote the image of the region through the following examples:

- Development of Literature and Brochures
- Sponsored Media campaigns
- Public Relations
- Data collection and information management
- Cooperative programs with members
- Electronic and printed marketing materials
- Special Events

PROGRAM DESIGN SERVICES

Comprehensive design services to establish and maintain the strongest possible legal and programmatic framework for the Commercial-Industrial PACE program.

PROGRAM ADMINISTRATION SERVICES

Provide community education, application acceptance, and real-time program tracking. Administrative services include:

- Education & Marketing
- Application Processing
- Property Underwriting
- Project Verification
- Quality Assurance
- Customer Service
- Origination and Closing Process

SPECIAL ASSESSMENT ADMINISTRATION SERVICES

Administrative services related to the Special Assessments are associated with the annual determination of the Special Assessments to be collected from the subject properties of the Advanced Energy District, management of bond funds and accounts relating to Special Assessments, and providing public information. These services will be provided pursuant to a Cooperative Agreement ("Cooperative Agreement") to be executed between each of the participating political subdivisions, the issuer of the special assessment revenue bonds and the District. These bond administration services may also be included as part of a separate Administration Agreement and paid from assessment payments as provided in the Indenture securing Bonds. If so, no separate special assessment for administration services for Bonds will be included as part of the Services Plan, but rather will be included as part of the separate Administration Agreement. Services include:

A. Calculate the Reduction of the Special Assessments for the Following Year

This task involves calculating the amount of the reduction of the Special Assessments to be collected in the following year by each participating political subdivision and includes the following sub-tasks:

- (1) **Determine Annual Bond Payments:** Identify expenses of the special assessment revenue bonds or other obligations secured by the Special Assessments (collectively, "Obligations"), including annual debt service charges, administrative expenses, and other expenses as provided for in the trust agreement securing the Obligations. This determination shall be made using the definitions of "Annual Bond Payments" and other relevant defined terms and including any contingencies permitted by the trust agreement as the same may appear in the trust agreement securing the Obligations, a copy of which will be provided to the District at the closing of the Obligations.
- (2) **Determine Annual Available Amounts:** Prepare reconciliation, on dates as may be required, to determine value of amounts held in funds established under the trust agreement, interest earnings, and other credits which may be applied to pay debt service and other expenses under the trust agreement. This determination shall be made using the definitions of "Annual Available Amounts" and related definitions under the trust agreement.
- (3) **Calculate the Annual Required Assessments:** Based on the estimates of annual expenses and assets of Obligations incurred to pay costs of special energy improvement projects, including annual debt service charges, administrative expenses and other expenses as provided for in the Plan, the Petition and documents securing the Obligations, including any contingency required by any trust agreement securing the Obligations, the District shall calculate the Annual Required Assessments to be collected in the following year through the imposition of the Special Assessments that will be collected by the applicable participating political subdivision levying the Special Assessments. This determination shall be made using the definitions of "Annual Bond Payments," "Annual Available Amounts," "Annual Required Assessments" and related definitions under the trust agreement securing the Obligations.

- (4) Determine Special Assessments for the Assessed Properties: Based on the Annual Required Assessment and the provisions of applicable Petitions and the Plan, the District shall determine the Special Assessment to be imposed on each parcel within the District.

B. Prepare Certification of Special Assessments to the County Auditor

This task involves certifying the Special Assessments to be collected from each parcel within the District to the County Auditor no later than the second Monday in September each year. The District shall coordinate with each of the participating political subdivisions and the County Auditor to provide the information required to certify the Special Assessments for inclusion on the general tax list and duplicate and to be collected in semiannual installments.

C. Support Services Related to Billing of the Special Assessments

- (1) Present Findings to the Board: The annual report about the Special Assessments prepared by the District will be provided to the Board for its approval, and a copy of such report will be provided to each of the participating political subdivisions.
- (2) Approval of Special Assessments by the City Councils of each of the participating political subdivisions: The certification of Special Assessments to be provided to the County Auditor will be submitted to the City Council of each participating political subdivision for its approval prior to its submission to the County Auditor.
- (3) Certification to the County Auditor: Once approved by the City Council of each participating political subdivision, the District will be responsible for submitting to the County Auditor the District's annual certification of the total amount of the Special Assessment to be collected each year, and of the Special Assessments to be collected from each parcel in semiannual installments. Such annual certification of Special Assessments shall be provided to the County Auditor no later than the second Monday in September. Assistance will be provided to each participating political subdivision, the County Auditor, County Treasurer, or other officials of the County as is necessary for the levy of Special Assessments.
- (4) Supplemental Billing: The District shall assist the County with any supplemental billing that should be necessary. Any Special Assessments rejected by the County Auditor (e.g., the tax parcel number is no longer valid) will be corrected and resubmitted.

D. Dispute Resolution; Administrative Review of the Special Assessments and Other Calculations

An owner of a parcel claiming that a calculation error has been made in the amount of the Special Assessments to be collected from a parcel or in any other calculation required to be made hereunder shall send a written notice describing the error to the Board of the Advanced Energy District (or such other entity as may be designated by the Board of the Advanced Energy District to hear such claims) not later than thirty (30) days after having paid the Special Assessment Installment Payment in accordance with the Assessment Schedule which is alleged to have been calculated incorrectly or within thirty (30) days of receiving notice of any other calculation, prior to seeking

any other remedy. The Board of the Advanced Energy District (or such other entity as may be designated by the Board of the Advanced Energy District to hear such claims) shall promptly review the notice, and if necessary, meet with the property owner, consider written and oral evidence regarding the alleged error and decide whether, in fact, such a calculation error occurred. If the Board of the Advanced Energy District (or other entity designated by the Board) determines that a calculation error did in fact occur that requires the Special Assessments to be modified or changed in favor of the property owner, a cash refund shall not be made (except for the final year during which Special Assessments shall be collected), but an adjustment may be made in the amount of the Special Assessments to be paid in the following year. The decision of the Board of the Advanced Energy District (or other entity designated by the Board) regarding an error in the levy of the Special Assessments or any other calculation shall be conclusive as long as there is a reasonable basis for the determination of the Board (or other entity designated by the Board). Notwithstanding any other provision of the Advanced Energy District Documents to the contrary, the undersigned agrees that it and its successors shall have only the remedies provided for in this paragraph, and shall have no recourse to any participating political subdivision, the Advanced Energy District, issuer of the special assessment revenue bonds for the Project or the Trustee in respect of amounts levied or collected other than in accordance with the Advanced Energy Documents.

DELINQUENCY MANAGEMENT

These services are provided only if the Special Assessments are levied and there are delinquencies in the payment of the Special Assessments.

A. Delinquent Special Assessments Report

After the end of each collection period, the District will prepare for the Board a report which lists each parcel delinquent in the payment of the Special Assessments and the corresponding amount of delinquency, plus penalties. The District will also provide each participating political subdivision with a copy of this report.

B. Delinquency Follow-Up

This task entails the preparation and mailing of demand letters to property owners with a delinquent Special Assessments and is performed if requested by the issuer of the Obligations or a participating political subdivision.

(1) Preparation and Mailing of Delinquency Letters

The District will assist each participating political subdivision with the collection of Special Assessments. Unless otherwise directed by a participating political subdivision, the issuer of the Obligations, or the trustee for the Obligations, the District will send reminder letters to property owners with delinquent Special Assessments. After thirty days, if the Special Assessments are still delinquent, a payment demand letter will be mailed informing the property owner that the property will be subject to a tax sale if the delinquency is not cured. The District

shall cooperate with and assist the applicable participating political subdivision(s), the issuer of the Obligations, and the County Auditor in their efforts to collect any delinquent Special Assessments.

(2) Coordination with Delinquent Property Owners

The District will coordinate with and answer questions from delinquent property owners to whom demand letters were mailed.

(3) Inform the issuer of Obligations Regarding Special Circumstances

The District will keep the issuer of Obligations informed of special circumstances that come to the attention of the District, such as bankruptcies and foreclosures.

(4) Preparation of Delinquency Report

The District will prepare a delinquency report which identifies all parcels for which demand letters were sent, any payments received, the payment date, and any amounts still delinquent as of January 31. The District will coordinate with the County regarding the procedures related to a tax sale for delinquent Special Assessments.

SUPPLEMENTAL SERVICES

To the extent that the Board may determine and funds may allow, the District may provide supplemental services designed to increase appreciation for the District, strengthen the cohesiveness of the District, and improve communication among members of the District and public agencies, such as providing access to data and information collected by the District, displaying informational banners in participating political subdivisions, and attending City Council meetings of participating political subdivisions when issues are discussed relevant to the District.

BUDGET

The portion of the cost of the Services Plan that will be assessed to property owners which will be determined by the board of the Special Improvement District subject to increase as the number of Authorized Improvements financed with District financing increases. The Board will determine how to allocate funds among the services to be provided.

By March 1st of each year, the Treasurer of the Board, as directed by the Board, will produce or cause to be produced and make available to the members of the District and the Board an annual report describing the services delivered, revenues received, expenditures made, and other information about the activities of the District.

By November 1st of each year or as soon thereafter as possible, the Treasurer of the Board, as directed by the Board, will produce or cause to be produced an annual budget for the following calendar year.

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EXHIBIT G

NORTHEAST OHIO ADVANCED ENERGY DISTRICT ADVANCED ENERGY SPECIAL
IMPROVEMENT DISTRICT
(ADVANCED ENERGY DISTRICT)

ARTICLES OF INCORPORATION



DATE	DOCUMENT ID	DESCRIPTION	FILING	OVER PAYMENT	EXPED	CERT	COPY
06/09/2017	201715904106	AMENDMENT TO ARTICLES (AMD)	50.00	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

BRICKER & ECKLER LLP
CHRISTINA MILLER
100 SOUTH THIRD STREET
COLUMBUS, OH 43215

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted
1985578

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
... CITY OF CLEVELAND, OHIO ... ADVANCED ENERGY SPECIAL IMPROVEMENT DISTRICT,
INC. (SEE EXHIBIT A FOR EXACT NAME)
and, that said business records show the filing and recording of:

Document(s)
AMENDMENT TO ARTICLES

Effective Date: 06/07/2017

Document No(s):
201715904106



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
9th day of June, A.D. 2017.

Jon Husted
Ohio Secretary of State



Form 541 Prescribed by:
JON HUSTED
OHIO SECRETARY OF STATE
Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 466-0310
www.OhioSecretaryofState.gov
osos@ohiosecretaryofstate.gov
File online or for more information: www.OHStateSecCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1229
Columbus, OH 43216

Expedite Filing (Two business day processing time)
Requires an additional \$100.00
P.O. Box 1200
Columbus, OH 43216

Certificate of Amendment
(Nonprofit, Domestic Corporation)
Filing Fee: \$50

Check the appropriate box:

☒ Amendment to existing Articles of Incorporation by Members pursuant to Ohio Revised Code section 1702.38(C) (126-AMD)

☐ Amended and Restated Articles by Members pursuant to Ohio Revised Code section 1702.38(D) or by Directors pursuant to Ohio Revised Code section 1702.38(E) (126-AMAN) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation ... City of Cleveland, Ohio ... Advanced Energy Special Improvement District, Inc. (See Exhibit A for exact name)

Charter Number 1985578

RECEIVED
JUN -7 PM 3:53
TENN. SERVICE CENTER

A copy of the resolution of amendment must be attached to this document.

Note: If amended and restated articles were adopted, amended articles must set forth all provisions required in original articles other than with respect to the initial directors pursuant to Ohio Revised Code section 1702.38(A). In the case of adoption of the resolution by the directors, a statement of the basis for such adoption shall be provided.



Form 541 Prescribed by:

JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 466-3316

www.OhioSecretaryofState.gov
ossonv@OhioSecretaryofState.gov

File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43214

Expedite Filing (Two business day processing time.
Requires an additional \$125.00)

P.O. Box 1390
Columbus, OH 43216

Certificate of Amendment (Nonprofit, Domestic Corporation) Filing Fee: \$50

Check the appropriate box:

☒ Amendment to existing Articles of Incorporation by Members pursuant to Ohio Revised Code section 1702.38(C) (128-AMD)

☐ Amended and Restated Articles by Members pursuant to Ohio Revised Code section 1702.38(D) or by Directors pursuant to Ohio Revised Code section 1702.38(E) (126-AMAN) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation: ... City of Cleveland, Ohio ... Advanced Energy Special Improvement District, Inc. (See Exhibit A for exact name)

Charter Number: 1985578

RECEIVED
JUN -7 PM 3:53
BUSINESS SERVICE CENTER

A copy of the resolution of amendment must be attached to this document.

Note: If amended and restated articles were adopted, amended articles must set forth all provisions required in original articles other than with respect to the initial directors pursuant to Ohio Revised Code section 1702.38(A). In the case of adoption of the resolution by the directors, a statement of the basis for such adoption shall be provided.

ACTION BY RESOLUTION

OF THE BOARD OF DIRECTORS OF

**CITY OF BEDFORD, OHIO, CITY OF BEDFORD HEIGHTS, OHIO, CITY OF BEREА,
OHIO, CITY OF BROOK PARK, OHIO, CITY OF BROOKLYN, OHIO, CITY OF
CLEVELAND, OHIO, CITY OF CLEVELAND HEIGHTS, OHIO, CITY OF EUCLID,
OHIO, CITY OF FAIRVIEW PARK, OHIO, CITY OF GARFIELD HEIGHTS, OHIO,
CITY OF LAKEWOOD, OHIO, CITY OF PARMA, OHIO, CITY OF SOUTH EUCLID,
OHIO, CITY OF WARRENSVILLE HEIGHTS, OHIO, CITY OF UNIVERSITY
HEIGHTS, OHIO ADVANCED ENERGY SPECIAL IMPROVEMENT DISTRICT, INC.**

Pursuant to Section 1710.02(D)(3), Ohio Revised Code and Article 6 of the Articles of Incorporation of the City of Bedford, Ohio, City of Bedford Heights, Ohio, City of Bereа, Ohio, City of Brook Park, Ohio, City of Brooklyn, Ohio, City of Cleveland, Ohio, City of Cleveland Heights, Ohio, City of Euclid, Ohio, City of Fairview Park, Ohio, City of Garfield Heights, Ohio, City of Lakewood, Ohio, City of Parma, Ohio, City of South Euclid, Ohio, City of Warrensville Heights, Ohio, City of University Heights, Ohio Advanced Energy Special Improvement District, Inc. (the "Corporation"), the Board of Directors of the Corporation, at a meeting of the Board of Directors at which a quorum was present, took the following actions:

Approval of Amendment to Articles of Incorporation:

RESOLVED, that Article First of the Articles of Incorporation of the Corporation, attached to these resolutions as Appendix I (the "Articles of Incorporation") is hereby amended to read as follows:

FIRST

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 "Advanced Energy Special Improvement District, Inc." For demonstration purposes, as of the adoption of this Article First, the name of the Corporation shall be "City of Bedford, Ohio, City of Bedford Heights, Ohio, City of Bereа, Ohio, City of Brook Park, Ohio, City of Brooklyn, Ohio, City of Cleveland, Ohio, City of Cleveland Heights, Ohio, City of Euclid, Ohio, City of Fairview Park, Ohio, City of Garfield Heights, Ohio, City of Lakewood, Ohio, City of Maple Heights, Ohio, City of Parma, Ohio, City of Shaker Heights, Ohio, City of South Euclid, Ohio, City of Warrensville Heights, Ohio, City of University Heights, Ohio Advanced Energy Special Improvement District"

FURTHER RESOLVED, that Article Eighth of the Articles of Incorporation is hereby amended to read as follows:

EIGHTH The District and the Corporation are hereby authorized to use the trade name "Northeast Ohio Advanced Energy District."

APPENDIX I

ARTICLES OF INCORPORATION

OF

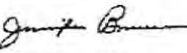
CITY OF BEDFORD, OHIO, CITY OF BEDFORD HEIGHTS, OHIO, CITY OF BEREA, OHIO, CITY OF BROOK PARK, OHIO, CITY OF BROOKLYN, OHIO, CITY OF CLEVELAND, OHIO, CITY OF CLEVELAND HEIGHTS, OHIO, CITY OF EUCLID, OHIO, CITY OF FAIRVIEW PARK, OHIO, CITY OF GARFIELD HEIGHTS, OHIO, CITY OF LAKEWOOD, OHIO, CITY OF PARMA, OHIO, CITY OF SOUTH EUCLID, OHIO, CITY OF WARRENSVILLE HEIGHTS, OHIO, CITY OF UNIVERSITY HEIGHTS, OHIO ADVANCED ENERGY SPECIAL IMPROVEMENT DISTRICT, INC.

[See Attached]

DATE:	DOCUMENT ID:	DESCRIPTION:	FILING:	EXPED:	FEES:	CERT:	COPY:
EN/2010/10	EN/2010/00145	DOMESTIC ARTICLES/NON-PROFIT (JWS)	121.00	100.00		10	60

Receipt
This is not a bill. Please do not make payment.

BRICKER & ECKLER ATTORNEYS AT LAW
ATTN: SALLY W. BLOOMFIELD
100 SOUTH THIRD STREET
COLUMBUS, OH 43215

STATE OF OHIO	
CERTIFICATE	
Ohio Secretary of State, Jennifer Brunner	
1985578	
It is hereby certified that the Secretary of State of Ohio has custody of the business records for	
... CITY OF CLEVELAND, OHIO ... ADVANCED ENERGY SPECIAL IMPROVEMENT	
DISTRICT, INC. (SEE EXHIBIT A FOR EXACT NAME)	
Document(s)	Document No(s)
DOMESTIC ARTICLES/NON-PROFIT	201036300145
	Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 29th day of December, A.D. 2010.
United States of America State of Ohio Office of the Secretary of State	 Ohio Secretary of State



Presented by:
Ohio Secretary of State
Central Office (614) 466-9910
E&E Room 1 877-566-7322 (t) 614-747-1450

www.sos.state.oh.us
e-mail: business@sos.state.oh.us

Expedite this Form, please	
☐ Yes	PO Box 6330 Columbus, OH 43268-0330 Phone: 614-457-1300
☐ No	PO Box 6330 Columbus, OH 43268-0330

INITIAL ARTICLES OF INCORPORATION
(For Domestic Profit or Nonprofit)
Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONE, Y OR N BOX)

☐ Y Articles of Incorporation (Profit)	☐ Y Articles of Incorporation (Nonprofit)	☐ N Articles of Incorporation (Professional)
(153.022) (603.111)	Memorandum (603.111)	Professional (603.111)

Complete the entries (checkboxes in 202 sections for use and company name).

FIRST: Name of Corporation	See attached Exhibit A	
SECOND: Location	Cleveland Hts.	Cuyahoga
	(City)	(County)
Effective Date (Optional)	Date recorded may be returned from 60 days after its recording. If a date is specified, the date must be a date on or after the date of filing.	
☐ Check here if additional provisions are attached		

Complete the information in each section (checkboxes in 202 sections for use and company name).

THIRD: Purpose for which corporation is formed	
See attached Exhibit A	

Complete the information in this section of each (Y or N) as indicated.

FOURTH: The number of shares which the corporation is authorized to have outstanding (Please state if shares are limited or unlimited) (See also page 1 of form)	(Y or N)	(Y or N)	(Y or N)
(Number or instructions, if complex)			

Complete this information in this section in separate

FIFTH: The following are the names and addresses of the individuals who are to serve as Initial Directors.

Name

(Print)

NOTE: P.O. Box Addresses are NOT acceptable

City

State

Zip Code

Name

(Print)

NOTE: P.O. Box Addresses are NOT acceptable

City

State

Zip Code

Name

(Print)

NOTE: P.O. Box Addresses are NOT acceptable

City

State

Zip Code

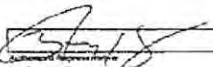
REQUIRED

Must be authorized

(signed) by an authorized

representative

(See instructions)



Nathan Kelly

(Print name)

Dev. Dir. City of Lakewood, Ohio &

Chair - First Subsets Development Council

Authorized Representative

Date

11/17/10

Authorized Representative

Date

Complete the following for this person in item (2) or (3) as indicated.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of _____, hereby appoints the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon this corporation may be served. The complete address of the agent is:

Jennifer Kuerna
Address: _____
City: _____ State: _____ Zip: _____
Office: _____ Phone: _____
Residence: _____
Business: _____

Must be authorized by an authorized representative. _____ Date: 11/17/10

Authorized Representative: _____ Date: _____
Authorized Representative: _____ Date: _____

ACCEPTANCE OF APPOINTMENT

The undersigned, Jennifer Kuerna, named herein as the _____, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature: Jennifer Kuerna
Statutory Agent

EXHIBIT A

ARTICLES OF INCORPORATION
OF

CITY OF BEDFORD, OHIO, CITY OF BEDFORD HEIGHTS, OHIO, CITY OF BEEA,
OHIO, CITY OF BROOKLYN, OHIO, CITY OF BROOK PARK, OHIO, CITY OF
CLEVELAND, OHIO, CITY OF CLEVELAND HEIGHTS, OHIO, CITY OF EUCLID, OHIO,
CITY OF FAIRVIEW PARK, OHIO, CITY OF GARFIELD HEIGHTS, OHIO, CITY OF
LAKEWOOD, OHIO, CITY OF PARMA, OHIO, CITY OF SOUTH EUCLID, OHIO, CITY
OF UNIVERSITY HEIGHTS, OHIO, CITY OF WARRENSVILLE HEIGHTS, OHIO
ADVANCED ENERGY SPECIAL IMPROVEMENT DISTRICT, INC.

- The name of the District shall be the City of Bedford, Ohio, City of Bedford Heights, Ohio, City of Boron, Ohio, City of Brooklyn, Ohio, City of Brook Park, Ohio, City of Cleveland, Ohio, City of Cleveland Heights, Ohio, City of Enclid, Ohio, City of Fairview Park, Ohio, City of Garfield Heights, Ohio, City of Lakewood, Ohio, City of Parma, Ohio, City of South Euclid, Ohio, City of University Heights, Ohio, City of Warrensville Heights, Ohio Advanced Emergency Special Improvement District (the "District").

2. The principal office of the commission shall be located in Cleveland Heights, Ohio.

3. The purposes for which the Corporation is formed are:

To govern the District pursuant to Ohio Revised Code ("ORC") Chapter 170 and in so doing to have and exercise all powers, rights and privileges conferred by the laws of Ohio on nonprofit corporations formed for the purpose of governing a special improvement district, including, but not limited to, buying, leasing or otherwise acquiring and holding, using or otherwise enjoying and holding, leasing or otherwise disposing of any interest in any property, real or personal, of whatever nature and wheresoever situated, and buying and selling, conveying, mortgaging, pledging, hypothecating, or otherwise disposing of any interest in any real or personal property, including energy assets, stocks, bonds, or any other security of any kind, and to take any action or actions as the Board of Directors may, at any time and from time to time, deems advisable.

4. The initial territory within the District shall be the following properties, each of which is within a participating political subdivision and each of which has at least one special energy improvement project designated for the property.

Permanent Parcel No. 412-10-011 (City of Bedford)
Permanent Parcel No. 792-17-004 (City of Bedford Heights)
Permanent Parcel No. 362-13-053 (City of Berea)
Permanent Parcel No. 243-16-001A (City of Brook Park)
Permanent Parcel No. 431-16-062 (City of Brooklyn)
Permanent Parcel No. 113-13-014 (City of Cleveland)
Permanent Parcel No. 682-19-001 (City of Cleveland Heights)
Permanent Parcel No. 682-25-043 (City of Euclid)

Permanent Parcel No. 373-05-001	(City of Fairview Park)
Permanent Parcel No. 545-14-015	(City of Garfield Heights)
Permanent Parcel No. 312-14-119	(City of Lakewood)
Permanent Parcel No. 450-01-001	(City of Parma)
Permanent Parcel No. 703-03-063	(City of South Euclid)
Permanent Parcel No. 722-17-051	(City of University Heights)
Permanent Parcel No. 763-01-007	(City of Warrensville Heights)

5. The reasons for creating the District are:

To enhance the value of properties within the District and improve the environment by developing and assisting in developing within the District special energy improvement projects which will reduce the region's carbon footprint and promote the region as a location for green technology job creation, and to carry out such other limited improvements and/or services to and for the benefit of the District and consistent with the District's purpose and authority as the Board of Directors may determine necessary and funds may allow.

The aforesaid reasons for creating the District will be conducive to the public health, safety, peace, convenience, and welfare of the District by enhancing the value of properties, improving the environment and promoting the creation of jobs.

6. Any provision of these Articles of Incorporation may be amended only upon: (a) the affirmative vote of a majority of the Board of Directors of the Corporation at any meeting at which a quorum is present, and (b) approval of such amendment by resolution of the legislative authority of each participating political subdivision, and (c) filing the approved amendment and resolution with the Ohio Secretary of State.

7. Upon the dissolution of the District, any assets or rights of the District shall be distributed as provided by applicable law.