FILE NO. 988-2025-A

DEPARTMENT OF ECONOMIC DEVELOPMENT

SUMMARY FOR THE LEGISLATIVE FILE
ORDINANCE NO. 988-2025

Project Name:	10408 Cedar Avenue PACE Energy Loan Special Assessment
Recipient:	OC 105 CC-FRDC, LLC and FMCFP LLC or designee
Project Site:	10408 Cedar Avenue, Cleveland, OH 44106
Project Manager:	Robin Brown
Ward/Councilperson:	6/Councilman Griffin
City Assistance:	N/A —not a financial incentive

Purpose of Amendment

Amend Ordinance 1071-2021 to update the semi-annual special assessment for tax year 2025.

FILE NO. 1071-2021B

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 Cleveland, Ohio

As of the date of this Petition, **The Cleveland Clinic Foundation,** the **City of Cleveland Land Reutilization Program, Activity Holdings LLC, and Fairfax Renaissance Development Corporation** (collectively the "Petitioners" but sometimes referred to individually as "Petitioner") are all owners of 100% of the property described on Exhibit B attached hereto (the "Assessed Property"). Subsequent to the date of this Petition, **OC 105 CC-FRDC, LLC**, an Ohio limited liability company (the "Lessor") plans to acquire the Assessed Property and **FMCFP LLC**, an Ohio limited liability company (the "Lessee") as the anticipated ground lessee of the Assessed Property pursuant to that certain ground lease with Lessor dated as of September 9, 2021 (the "Ground Lease"), will implement special energy improvement projects on the Property (the "Authorized Improvements", as further described in "Exhibit D"), and be subject to the Special Assessments (as herein defined). Lessor, as the anticipated future owner of the of the Assessed Property at the time of the of the construction of the Authorized Improvements and the collection of the Special Assessments (as hereinafter defined) hereby joins in the execution hereof for the sole purpose of acknowledging and consenting to the submission of this Petition to the City by the Petitioners as required by Ohio Revised Code Section 1710.02(E). The Lessee, as the anticipated future lessee under the Ground Lease at the time of the construction of the Authorized Improvements and the collection of the Special Assessments (as hereinafter defined) hereby joins in the execution hereof for the sole purpose of acknowledging and consenting to the submission of the Petition to the City by the Petitioners as required by Ohio Revised Code Section 1710.02(E). The Lessee agrees to forever indemnify and hold harmless the Petitioners and Lessor from any and all claims, liability, cost, and expense associated in any way with this Petition in consideration of the consents and Petition provided hereby or in connection herewith, which indemnity is a material inducement to Petitioners providing such consents and Petition. In addition, the **City of Cleveland Land Reutilization Program, Fairfax Renaissance Development Corporation, the Ohio Department of Transportation, Verna Daniels, and Renee Cansler Davis** (collectively, the "Additional Property Owners") are all owners of 100% of the property described on "Exhibit C" attached hereto (the "Additional Property"). The Additional Property Owners hereby acknowledge that (i) the Additional Property will also be acquired by the Lessor at or about the time that Lessor Acquires the Assessed Property, (ii) the Lessor intends to consolidate the Assessed Property and the Additional Property into a single tax parcel as shown on the Preliminary Consolidation Plat attached hereto as Exhibit F, and (iii) the Special Assessments will be included on the tax bill prepared by the County for the entire consolidated parcel.

The undersigned Petitioners hereby respectfully petition the City of Cleveland, 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 as set forth in Exhibits G, H, and I attached hereto (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 acknowledges receipt of the Advanced Energy District Documents from the Advanced Energy District and by the execution and submission of this petition hereby agrees 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).

In support of this petition, the undersigned Petitioners, Lessor, and Lessee 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 Lessor, the Lessee, the City, the Advanced Energy District, and Western Alliance Business Trust (the "Investor") and a Special Assessment Agreement (the "Special Assessment Agreement") by and among the Lessor, the Lessee, 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 Petitioners and the Lessor, as owner of the Assessed Property, hereby consent to, request, and agree in writing that the Assessed Property be included within the Advanced Energy District. The Petitioners and the Lessor further petitions 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 ten (10) individual tax parcels described on Exhibit B. The Lessor plans to consolidate all twenty-three parcels into a single parcel. If after the date of this Petition the parcel is subdivided such that the Assessed Property is no longer a part of the tax parcel of which it is part as of the date of this Petition, the undersigned Lessor hereby requests that 100% of the special assessments levied on the Assessed Parcel pursuant to this Petition be allocated to any resulting parcel or parcels containing a portion of the Assessed Parcel, and that the special assessments be allocated among any such parcels in proportion to the building square footage on each such parcel. Lessor hereby consents to the above allocation of the special assessments and represents and Lessee warrants 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 Project.

3. **Project Costs to be Assessed and Collected.** The Petitioners and Lessor request that (A) the whole costs of the Project, other than any payments or other amounts required to be contributed by Lessor or others for the Project costs under the Energy Project Cooperative Agreement, be specially assessed, together with interest at the annual rate of 4.590% (the "Applicable Rate") and such other additional amounts as are necessary to repay the Project Advance and Administrative Expenses, in proportion to the benefits that may result from 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 attached to this Petition as Exhibit E, (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.

In connection with this Petition and in furtherance of the purposes hereof, the Petitioners

Lessor, and the Lessee each acknowledges that it has reviewed or has caused to be reviewed (A) the plans and specifications 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 Lessee 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 Petitioners, Lessor, and the Lessee each also acknowledges that it has reviewed or has 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 E to this Petition.

In consideration for the Project, the Petitioners, Lessor, and the Lessee agree (A) that the Special Assessments do not exceed the benefit to be received by the Assessed Property as a result of the Project, (B) that the Assessed Property is benefited by the Project in the proportionate amounts set forth below, (C) that the Assessed Property is the only property specially benefited by the Project and the only property that should be assessed for the Project, (D) that the Lessee, pursuant to its ground lease with Lessor, and Lessor 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 each of the Petitioners, Lessor, the Lessee, and all of their successors and assigns and grantees of the Assessed Property 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 property or portion being conveyed, as determined and approved by the City and the Advanced Energy District, and (ii) a covenant running with such property to be bound by the provisions of this Petition and to timely pay the installments of the Special Assessments as they come due. Lessee further acknowledges and agrees 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 Petitioners, Lessor, and the Lessee each 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 Petitioners and the Lessor 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 Petitioners and the Lessor hereby requesting and agreeing that such lien against the properties it owns continue in force so long as any of the Special Assessments against them 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 Petitioners, Lessor, and the Lessee 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 Petitioners, Lessor, and the Lessee 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 Petitioners, the Lessor, and the Lessee, in accordance with Ohio Revised Code Section 929.03, each hereby grants permission to collect any Special Assessments levied against such Property.

The Petitioners, Lessor, and the Lessee further agree and consent 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 Petitioners, Lessor, and the Lessee 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 Cooperative Agreement.

The Petitioners, Lessor, and the Lessee each agree that it will not contest, in a judicial or administrative proceeding, the Special Assessments levied against its properties for the Project.

7. **Transfer of Special Energy Improvement Project.** In accordance with the Section 1710.02(G)(4) of the Revised Code and the Act and Section 2o 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 Lessor) 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 territory to be added to the Advanced Energy District and a definitive listing, as identified by parcel number, of such property or properties 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, 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 D as "Authorized Improvements" (as defined in the Improvements Plan).

The Petitioners, Lessor, and the Lessee each acknowledges and understands 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 Petitioners, Lessor, the Lessee, any successors, assigns, or affiliates of the Petitioners, Lessor, the Lessee the Assessed Property, and any grantees, mortgagees, lessees, or transferees of the Assessed Property. The Petitioners, Lessor, and the Lessee each acknowledges that it has had the opportunity to be represented by legal counsel in this undertaking and has knowingly waived the rights identified in the Petition.

The Petitioners, Lessor, and the Lessee further deposes and states 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 Cleveland 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.

DocuSign Envelope ID: F522AF1D-6B15-470E-9ADC-94E47AFFA5F2

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

Signature of Petitioner, The Cleveland Clinic Foundation

PPN 121-18-011, 121-18-012, 121-18-013, 121-18-014, 121-18-055 and 121-18-056

Date: 11/10/2021

THE CLEVELAND CLINIC FOUNDATION

DocuSigned by:
William Peacock
19B66266DD614F3...

By: _____

Name: William Peacock

Title: Chief of Operations

Address for notices to: THE CLEVELAND CLINIC FOUNDATION

9500 Euclid Avenue
Cleveland, OH 44195

[Petitioner, The Cleveland Clinic Foundation Signature Page]

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

Signature of Lessor

Date: 11/10/2021

OC 105 CC-FRDC, LLC

DocuSigned by:
William Peacock
19B6626BD0611F3

By: _____

Name: William Peacock

Title: Chief of Operations of the Cleveland Clinic Foundation, Manager of OC 105 CC-FRDC, LLC

Address for notices to: OC 105 CC-FRDC, LLC

9500 Euclid Avenue
Cleveland, OH 44195

[Lessor Signature Page to Petition]

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

Signature of Petitioner, the City of Cleveland Land Reutilization Program

PPN 121-18-015 and 121-18-054

Signature of Additional Property Owner, the City of Cleveland Land Reutilization Program

PPN 121-18-020, 121-18-050, and 121-18-052,

Date: _____

CITY OF CLEVELAND LAND REUTILIZATION PROGRAM

By: _____

Name: Michiel Wackers

Title: Director of Community Development

Address for notices to: **CITY OF CLEVELAND LAND REUTILIZATION PROGRAM**

_____

_____

_____

[Petitioner and Additional Property Owner, The Cleveland LandBank Signature Page]

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

Signature of Petitioner, Activity Holding LLC

PPN 121-18-016

Date: 11/1/21

ACTIVITY HOLDING LLC

By: _____

Name: Daryl Kerker

Title: Manager

Address for notices to: ACTIVITY HOLDING LLC

27629 Chagrin Blvd
Suite 205
Woodmere, OH 44122

[Petitioner, Activity Holdings LLC Signature Page]

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

Signature of Petitioner, Fairfax Renaissance Development Corporation

PPN 121-18-017

Signature of Additional Property Owner, Fairfax Renaissance Development Corporation

PPN 121-18-019, 121-18-021, 121-18-022, 121-18-023, 121-18-024, 121-18-049, and 121-18-053

Date: November 10, 2021

FAIRFAX RENAISSANCE DEVELOPMENT CORPORATION

By: Denise VanKeer

Name: Denise VanKeer

Title: Executive Director

Address for notices to: **FAIRFAX RENAISSANCE DEVELOPMENT CORPORATION**

FAIRFAX RENAISSANCE DEVELOPMENT CORPORATION
8111 QUINCY AVE, STE 100
CLEVELAND, OH 44104

[Petitioner and Additional Property Owner, Fairfax Renaissance Development Corporation Signature Page]

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

Signature of Additional Property Owner, The Ohio Department of Transportation

PPN 121-18-018

This signature is provided only for the purpose of meeting Ohio Revised Code Section 1710.02(E), as an owner of this property within sixty days prior to the date on which the Petition is filed. The Ohio Department of Transportation has sold this parcel and delivered a Director's deed conveying all interest in the property to the City of Cleveland, but as of the date of this signing, that deed has not been processed for transfer and recording.

Date: 2021-11-10

THE OHIO DEPARTMENT OF TRANSPORTATION

By: Jack Marchbanks /MS

Name: Jack Marchbanks

Title: Director of Transportation
By Matthew Schulz, District 12 Real Estate Administrator

Address for notices to: **STATE OF OHIO DEPARTMENT OF TRANSPORTATION**
District 12
Attn: Matthew Schulz, Real Estate Administrator
5500 Transportation Boulevard
Garfield Heights, OH 55125

For Use by ODOT Office of Chief Legal Counsel Only:

Richard J. Makowski
Date reviewed 11/10/2021

[Additional Property Owner, the Ohio Department of Transportation Signature Page]

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

Signature of Additional Property Owner, Verna Daniels

PPN 121-18-048

Date: 11/10/2021

VERNA J. DANIELS

Address for notices to: VERNA J. DANIELS

2208 E. 103 St
Cleveland OHIO 44106

[Additional Property Owner, Verna Daniels Signature Page]

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

Signature of Additional Property Owner, Renee Cansler Davis

PPN 121-18-051

Date: 11-10-2021

RENEE CANSLER DAVIS

Renee Cansler Davis

Address for notices to: RENEE CANSLER DAVIS

2195 East 103rd St
Cleveland, OH 44106

[Additional Property Owner, Renee Cansler Davis Signature Page]

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

Signature of Lessor

Date: _____

OC 105 CC-FRDC, LLC

By: _____

Name: _____

Title: _____

Address for notices to: OC 105 CC-FRDC, LLC

_____
_____
_____

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

Signature of Lessee

Date: 11-10-21

FMCFP LLC

By: _____

Name: Adam Fishman

Title: Manager

Address for notices to: FMCFP LLC

200 Park Avenue
Suite 220
Orange Village, OH 44122

EXHIBIT A
(To Petition)

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

BOARD OF DIRECTORS
NORTHEAST OHIO ADVANCED ENERGY DISTRICT

The Board of Directors (the "Board") of the Northeast Ohio Advanced Energy District ("District") met on October 27, 2021 at 12:00 p.m., at Bedford City Hall located at 165 Center Road, Bedford, Ohio 44146, with the following members present:

Jennifer Kuzma, FSDC
Patrick Grogan-Myers, City of Maple Heights
Shawn Leininger, City of Lakewood (via proxy)
Michael Love, City of South Euclid (via proxy)
Jeremy Rowan, City of Brooklyn (via proxy)
David Ebersole, City of Cleveland (via proxy)
Mary Kay Costello, City of Fairview Park (via proxy)
Laura Englehart, City of Shaker Heights (via proxy)
Michael Mallis, City of Bedford (via proxy)
Marty Divito, City of Bedford Heights (via proxy)
Brian Anderson, City of Cleveland Heights (via proxy)
Scott Adams, City of Brook Park (via proxy)

Mr. Patrick Grogan-Myers introduced the following resolution and moved its passage:

RESOLUTION NO. 2021-07

A RESOLUTION ACCEPTING AND APPROVING THE PROPOSED FORM OF OC 105 CC-FRDC, LLC AND FMCFP 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 Cleveland Clinic Foundation, the City of Cleveland Land Reutilization Program, Activity Holdings LLC, Fairfax Renaissance Development Corporation are owners of certain property located within the City of Cleveland, Ohio described on Exhibit B attached hereto (the "Property"), along with OC 105 CC-FRDC, LLC, the purchaser of the Property and FMCFP LLC, the Lessee pursuant to a ground lease with OC 105 CC-FRDC, LLC 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 owner of the Property before the filing of the petition with the City of Cleveland, 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 owner of the Property and for review by the City of Cleveland, 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.

[Certification Page Immediately Follows]

Mrs. Jennifer Kuzma 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: October 27, 2021

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 October 27, 2021.

_____
Secretary, Northeast Ohio Advanced Energy District

EXHIBIT B
(To Petition)

ASSESSED PROPERTY LEGAL DESCRIPTION

The Assessed Property subject to this Petition is currently owned and located at:

PPN	Address	Owner
121-18-011	2171 E. 103rd St.	The Cleveland Clinic Foundation
121-18-012	10312 Cedar Ave.	The Cleveland Clinic Foundation
121-18-013	10308 Cedar Ave.	The Cleveland Clinic Foundation
121-18-014	10408 Cedar Ave.	The Cleveland Clinic Foundation
121-18-015	2172 E 105th St	Cleveland Landbank
121-18-016	2174 - 2176 E. 105th St.	Activity Holdings LLC
121-18-017	E. 105th St.	Fairfax Renaissance Development Corporation
121-18-054	E 103rd St	Cleveland Landbank
121-18-055	2179 E. 103rd St.	The Cleveland Clinic Foundation
121-18-056	E. 103rd St.	The Cleveland Clinic Foundation

[INSERT LEGAL DESCRIPTIONS]

EXHIBIT C
(To Petition)

ADDITIONAL PROPERTY LEGAL DESCRIPTION

The Additional Property referenced in this Petition is currently owned and located at:

PPN	Address	Owner
121-18-018	2184 E 105th St.	Ohio Department of Transportation
121-18-019	2186 E. 105th St.	Fairfax Renaissance Development Corporation
121-18-020	2190 E 105th St	Cleveland Landbank
121-18-021	2194 E. 105th St.	Fairfax Renaissance Development Corporation
121-18-022	2198 E. 105th St.	Fairfax Renaissance Development Corporation
121-18-023	2189 E. 105th St.	Fairfax Renaissance Development Corporation
121-18-024	E. 105th St.	Fairfax Renaissance Development Corporation
121-18-048	2207 E 103rd St.	Verna Daniels
121-18-049	2203 E. 103rd St.	Fairfax Renaissance Development Corporation
121-18-050	2199 E 103rd St	Cleveland Landbank
121-18-051	2195 E. 103rd St.	Renee Cansler Davis
121-18-052	2191 E 103rd St	Cleveland Landbank
121-18-053	2187 E. 103rd St.	Fairfax Renaissance Development Corporation

EXHIBIT D
(To Petition)

SPECIAL ENERGY IMPROVEMENT PROJECT

The real property to be owned by OC 105 CC-FRDC, LLC, will be located at 10408 Cedar Avenue, Cleveland, 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.

ECM	Description	Annual Energy Savings	Cost
Building Envelope	See attached component list.	See attached Comcheck form.	$9,000,000.00

Total project component costs: $9,000,000.00
Total costs to be assessed: $19,987,148.52
Estimated average semi-annual special assessments for 27 years: $370,132.38
First semi-annual installment due: approximately January 31, 2025

ELIGIBLE MEASURES DESCRIPTION

Description of Work	Total Cost of Work	Percentage Allowable for PACE	Total Allowable Amount for PACE
Site Lighting	$56,000	75%	$42,000
SOG, Grade Beams, Columns, PT Slab	$3,060,000	40%	$1,224,000
Aluminum Trellis Feature with Sail Shade	$167,500	100%	$167,500
Rough Carpentry Labor	$1,160,825	65%	$754,536
Rough Lumber	$1,013,325	25%	$253,331
Wall Panel Package	$1,846,700	100%	$1,846,700
Roof Truss Package	$179,950	100%	$179,950
Exterior Cladding Materials - Exposed Elevations	$1,113,750	100%	$1,113,750
Exterior Cladding Materials - BOH Elevations	$591,250	100%	$591,250
Bldg Waterproofing - Elevator Pit only	$14,100	100%	$14,100
Fluid Apply Air Barrier	$189,750	100%	$189,750
Caulking - Joint Sealants	$35,000	65%	$22,750
Roofing	$616,380	100%	$616,380
Insulation	$221,250	95%	$210,188
Roofing and Sheet Metal over Podium	$270,360	100%	$270,360
Fluid Applied Coating at Balconies	$235,770	100%	$235,770
Aluminum Storefront	$82,950	100%	$82,950
Terrace Doors	$122,500	100%	$122,500
Fiberglass Windows	$855,000	100%	$855,000
Overhead Service Door	$30,000	100%	$30,000
Meijer Storefront and Entrances	$180,000	100%	$180,000
Meijer Exterior Perimeter Walls CFMF and Sheathing	$173,184	100%	$173,184
Drywall & Acoustic	$2,190,375	30%	$657,113
1" Aluminum Blinds @ Units	$47,500	100%	$47,500
Roller Shades @ Common Area Windows	$14,400	100%	$14,400
Roller Shades @ Common Area Int. Windows	$1,200	100%	$1,200
Plumbing - Units	$2,755,000	65%	$1,790,750
Plumbing - Meijer LOI	$360,000	65%	$234,000
HVAC - Units and Common Area	$2,280,000	95%	$2,166,000
HVAC - Meijer LOI	$360,000	95%	$342,000
Electrical	$2,736,950	75%	$2,052,713
Electrical - Meijer LOI	$360,000	75%	$270,000
Total	**$23,320,969**		**$16,751,624**

PACE BUILDING ENVELOPE **$9,623,562**

COMcheck Software Version 4.1.5.3

Envelope Compliance Certificate

Project Information

Energy Code:	90.1 (2010) Standard
Project Title:	21-15 Cedar Ave Mixed-Use
Location:	Cleveland, Ohio
Climate Zone:	5a
Project Type:	New Construction
Vertical Glazing / Wall Area:	30%

Construction Site:
10408 Cedar Ave
Cleveland, OH 44106

Owner/Agent:
Brice Hamill
Fairmount Properties
200 Park Avenue
Suite 220
Orange Village, OH 44122
216-514-8700
bhamill@fairmountproperties.com

Designer/Contractor:
Aaron Hill
Bialosky Cleveland
6555 Carnegie Ave
Suite 200
Cleveland, OH 44103
216-752-8750
ahill@bialosky.com

Building Area	Floor Area
1-Level 1 Commercial Space (Retail) : Nonresidential	45046
2-Level 2 Residential (Multifamily) : Residential	31413
3-Level 3 Thru Level 6 Residential (Multifamily) : Residential	95889
4-Level 1 Amenity Space (Multifamily) : Residential	5482
5-Level 1 Loading Dock (Retail) : Nonresidential	3254

Envelope Assemblies

Assembly	Gross Area or Perimeter	Cavity R-Value	Cont. R-Value	Proposed U-Factor	Budget U-Factor[a]
Roof 1: Insulation Entirely Above Deck, [Bldg. Use 3 - Level 3 Thru Level 6 Residential]	31563	—	30.0	0.032	0.048
North Elevation - Residential 1/A401: Wood-Framed, 16" o.c., [Bldg. Use 3 - Level 3 Thru Level 6 Residential]	9103	21.0	10.0	0.036	0.051
Window 1: Vinyl/Fiberglass Frame, Perf. Specs.: Product ID PEL-N-277-00019-00001, SHGC 0.26, [Bldg. Use 3 - Level 3 Thru Level 6 Residential] (c)	1926	—	—	0.280	0.350
Sliding Door: Glass (> 50% glazing):Nonmetal Frame, Entrance Door, Perf. Specs.: Product ID PEL-N-279-00005-00001, SHGC 0.28, [Bldg. Use 3 - Level 3 Thru Level 6 Residential] (c)	336	—	—	0.310	0.350
North Elevation - Retail 1/A401: Steel-Framed, 16" o.c., [Bldg. Use 4 - Level 1 Amenity Space]	2657	21.0	10.0	0.051	0.064
Window 4: Metal Frame with Thermal Break, Perf. Specs.: Product ID Kawneer 451UT, SHGC 0.36, [Bldg. Use 4 - Level 1 Amenity Space] (c)	2632	—	—	0.240	0.550
East Elevation - Residential 2/A401: Wood-Framed, 16" o.c., [Bldg. Use 3 - Level 3 Thru Level 6 Residential]	9398	21.0	10.0	0.036	0.051
Window 1: Vinyl/Fiberglass Frame, Perf. Specs.: Product ID PEL-N-277-00019-00001, SHGC 0.26, [Bldg. Use 3 - Level 3 Thru Level 6 Residential] (c)	2016	—	—	0.280	0.350
Sliding Door: Glass (> 50% glazing):Nonmetal Frame, Entrance Door, Perf. Specs.: Product ID PEL-N-279-00005-00001, SHGC 0.28, [Bldg.	384	—	—	0.310	0.350

Assembly	Gross Area or Perimeter	Cavity R-Value	Cont. R-Value	Proposed U-Factor	Budget U-Factor$_{tbl}$
Use 3 - Level 3 Thru Level 6 Residential] (c)					
East Elevation - Retail 2/A401: Steel-Framed, 16" o.c., [Bldg. Use 1 - Level 1 Commercial Space]	2933	21.0	10.0	0.051	0.064
Window 3: Metal Frame with Thermal Break, Perf. Specs.: Product ID Kawneer 451UT, SHGC 0.36, [Bldg. Use 1 - Level 1 Commercial Space] (c)	2926	—	—	0.240	0.550
South Elevation - Residential 1/A402: Wood-Framed, 16" o.c., [Bldg. Use 3 - Level 3 Thru Level 6 Residential]	9349	21.0	10.0	0.036	0.051
Window 1: Vinyl/Fiberglass Frame, Perf. Specs.: Product ID PEL-N-277-00019-00001, SHGC 0.26, [Bldg. Use 3 - Level 3 Thru Level 6 Residential] (c)	1782	—	—	0.280	0.350
Sliding Door: Glass (> 50% glazing):Nonmetal Frame, Entrance Door, Perf. Specs.: Product ID PEL-N-279-00005-00001, SHGC 0.28, [Bldg. Use 3 - Level 3 Thru Level 6 Residential] (c)	192	—	—	0.310	0.350
Door 1: Other Door, Swinging, [Bldg. Use 3 - Level 3 Thru Level 6 Residential]	42	—	—	0.200	0.500
South Elevation - Retail 1/A402: Steel-Framed, 16" o.c., [Bldg. Use 1 - Level 1 Commercial Space]	3456	21.0	10.0	0.051	0.064
Window 1: Metal Frame with Thermal Break, Perf. Specs.: Product ID Kawneer 451UT, SHGC 0.36, [Bldg. Use 1 - Level 1 Commercial Space] (c)	1698	—	—	0.240	0.550
Door 1: Other Door, Swinging, [Bldg. Use 1 - Level 1 Commercial Space]	105	—	—	0.200	0.700
West Elevation - Residential 2/A402: Wood-Framed, 16" o.c., [Bldg. Use 3 - Level 3 Thru Level 6 Residential]	5954	21.0	10.0	0.036	0.051
Window 1: Vinyl/Fiberglass Frame, Perf. Specs.: Product ID PEL-N-277-00019-00001, SHGC 0.26, [Bldg. Use 3 - Level 3 Thru Level 6 Residential] (c)	1080	—	—	0.280	0.350
West Elevation - Retail 2/A402: Steel-Framed, 16" o.c., [Bldg. Use 1 - Level 1 Commercial Space]	2686	21.0	10.0	0.051	0.064
Window 1: Metal Frame with Thermal Break, Perf. Specs.: Product ID Kawneer 451UT, SHGC 0.36, [Bldg. Use 1 - Level 1 Commercial Space] (c)	666	—	—	0.240	0.550
Door 1: Other Door, Swinging, [Bldg. Use 1 - Level 1 Commercial Space]	84	—	—	0.200	0.700
West Elevation - Loading Dock: Steel-Framed, 16" o.c., [Bldg. Use 5 - Level 1 Loading Dock]	3153	0.0	0.0	0.352	0.064
Door 1: Other Door, Swinging, [Bldg. Use 5 - Level 1 Loading Dock]	84	—	—	0.200	0.700
Door 2 - Garage Door: Other Door, Non-Swinging, [Bldg. Use 5 - Level 1 Loading Dock]	400	—	—	0.125	0.500
North Courtyard Elevation 1/A403: Wood-Framed, 16" o.c., [Bldg. Use 2 - Level 2 Residential]	6488	21.0	10.0	0.036	0.051
Window 1: Vinyl/Fiberglass Frame, Perf. Specs.: Product ID PEL-N-277-00019-00001, SHGC 0.26, [Bldg. Use 2 - Level 2 Residential] (c)	1170	—	—	0.280	0.350
Entry: Metal Frame with Thermal Break, Perf. Specs.: Product ID Kawneer 451UT, SHGC 0.36, [Bldg. Use 2 - Level 2 Residential] (c)	42	—	—	0.240	0.550
Sliding Door: Glass (> 50% glazing):Nonmetal Frame, Entrance Door, Perf. Specs.: Product ID PEL-N-279-00005-00001, SHGC 0.28, [Bldg. Use 2 - Level 2 Residential] (c)	192	—	—	0.310	0.350
West Courtyard Elevation 2/A403: Wood-Framed, 16" o.c., [Bldg. Use 2 - Level 2 Residential]	4128	21.0	10.0	0.036	0.051
Window 1: Vinyl/Fiberglass Frame, Perf. Specs.: Product ID PEL-N-277-00019-00001, SHGC 0.26, [Bldg. Use 2 - Level 2 Residential] (c)	648	—	—	0.280	0.350
Sliding Door: Glass (> 50% glazing):Nonmetal Frame, Entrance Door, Perf. Specs.: Product ID PEL-N-279-00005-00001, SHGC 0.28, [Bldg. Use 2 - Level 2 Residential] (c)	192	—	—	0.310	0.350
South Courtyard Elevation 3/A403: Wood-Framed, 16" o.c., [Bldg. Use 2 - Level 2 Residential]	6806	21.0	10.0	0.036	0.051

Assembly	Gross Area or Perimeter	Cavity R-Value	Cont. R-Value	Proposed U-Factor	Budget U-Factor
Window 1: Vinyl/Fiberglass Frame, Perf. Specs.: Product ID PEL-N-277-00019-00001, SHGC 0.26, [Bldg. Use 2 - Level 2 Residential] (c)	750	---	---	0.280	0.350
Entry: Metal Frame with Thermal Break, Perf. Specs : Product ID Kawneer 451UT, SHGC 0.36, [Bldg. Use 2 - Level 2 Residential] (c)	42	---	---	0.240	0.550
Sliding Door: Glass (> 50% glazing);Nonmetal Frame, Entrance Door, Perf. Specs.: Product ID PEL-N-279-00005-00001, SHGC 0.28, [Bldg. Use 2 - Level 2 Residential] (c)	288	---	---	0.310	0.350
Floor 1: Slab-On-Grade:Heated, Vertical 4 ft., [Bldg. Use 2 - Level 2 Residential] (d)	975	---	10.0	0.780	0.860

(a) Budget U-factors are used for software baseline calculations ONLY, and are not code requirements.

(b) "Other" components require supporting documentation for proposed U-factors.

(c) Fenestration product performance must be certified in accordance with NFRC and requires supporting documentation.

(d) Slab-On-Grade proposed and budget U-factors shown in table are F-factors.

Envelope PASSES: Design 7% better than code

Envelope Compliance Statement

Compliance Statement: The proposed envelope design represented in this document is consistent with the building plans, specifications, and other calculations submitted with this permit application. The proposed envelope systems have been designed to meet the 90.1 (2010) Standard requirements in COMcheck Version 4.1.5.3 and to comply with any applicable mandatory requirements listed in the Inspection Checklist.

Jeff Jasinski,Architect, Bialosky Cleveland — Name - Title

Signature

10/7/2021 — Date

EXHIBIT E
(To Petition)

SCHEDULE OF ANNUAL ASSESSMENTS

SCHEDULE OF SPECIAL ASSESSMENTS
FOR CUYAHOGA COUNTY PARCEL NOS.:

121-18-011,121-18-012, 121-18-013, 121-18-014, 121-18-015, 121-18-016, 121-18-017, 121-18-054, 121-18-055, 121-18-056*

The following schedule of Special Assessment charges shall be certified for collection in 54 semi-annual installments to be collected with first-half real property taxes in calendar years 2025 through 2051:

[See Immediately Following Page]

* As identified in the records of the Fiscal Officer of Cuyahoga County, Ohio as of September 1, 2021

Special Assessment Date*	Aggregate Special Assessment Amount**
January 31, 2025	$254,889.82
July 31, 2025	254,889.82
January 31, 2026	370,132.38
July 31, 2026	370,132.38
January 31, 2027	370,132.38
July 31, 2027	370,132.38
January 31, 2028	370,132.38
July 31, 2028	370,132.38
January 31, 2029	370,132.38
July 31, 2029	370,132.38
January 31, 2030	370,132.38
July 31, 2030	370,132.38
January 31, 2031	370,132.38
July 31, 2031	370,132.38
January 31, 2032	370,132.38
July 31, 2032	370,132.38
January 31, 2033	370,132.38
July 31, 2033	370,132.38
January 31, 2034	370,132.38
July 31, 2034	370,132.38
January 31, 2035	370,132.38
July 31, 2035	370,132.38
January 31, 2036	370,132.38
July 31, 2036	370,132.38
January 31, 2037	370,132.38
July 31, 2037	370,132.38
January 31, 2038	370,132.38
July 31, 2038	370,132.38
January 31, 2039	370,132.38
July 31, 2039	370,132.38
January 31, 2040	370,132.38
July 31, 2040	370,132.38
January 31, 2041	370,132.38
July 31, 2041	370,132.38
January 31, 2042	370,132.38
July 31, 2042	370,132.38
January 31, 2043	370,132.38
July 31, 2043	370,132.38
January 31, 2044	370,132.38

July 31, 2044	$370,132.38
January 31, 2045	370,132.38
July 31, 2045	370,132.38
January 31, 2046	370,132.38
July 31, 2046	370,132.38
January 31, 2047	370,132.38
July 31, 2047	370,132.38
January 31, 2048	370,132.38
July 31, 2048	370,132.38
January 31, 2049	370,132.38
July 31, 2049	370,132.38
January 31, 2050	370,132.38
July 31, 2050	370,132.38
January 31, 2051	370,132.38
July 31, 2051	370,132.38

* Pursuant to Ohio Revised Code Chapter 323, the Special Assessment Payment Dates identified in this Exhibit B 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 F
(To Petition)

PRELIMINARY CONSOLIDATION PLAT

[See attached.]

EXHIBIT G

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 occur[1]:

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 H

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 he 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.

EXHIBIT I

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, Jun 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)	Document No(s):
AMENDMENT TO ARTICLES	201715904106

Effective Date: 06/07/2017

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 ([illegible])
Central Ohio ([illegible])
www.OhioSecretaryofState.gov
[illegible]@OhioSecretaryofState.gov
File online or for more information, www.OhioBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non-expedite)
P.O. Box 1729
Columbus, OH 43216

Expedite Filing (Two business day processing time. Requires an additional $100.00)
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) (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

FILED
2010 JAN -7 PM 3:53
CUSTOMER 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) 466-3910
www.OhioSecretaryofState.gov
ourservice@OhioSecretaryofState.gov
File online or for more information: www.OhioBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non-expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (This business may processing time. Resulting in additional $100.00)
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) (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
2017 JUN -7 PM 3:53
CLERK 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 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.

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 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. (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 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 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]

Doc ID --> 201003300145

Receipt

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

1983378

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	201003300145

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 29th day of December, A.D. 2010.

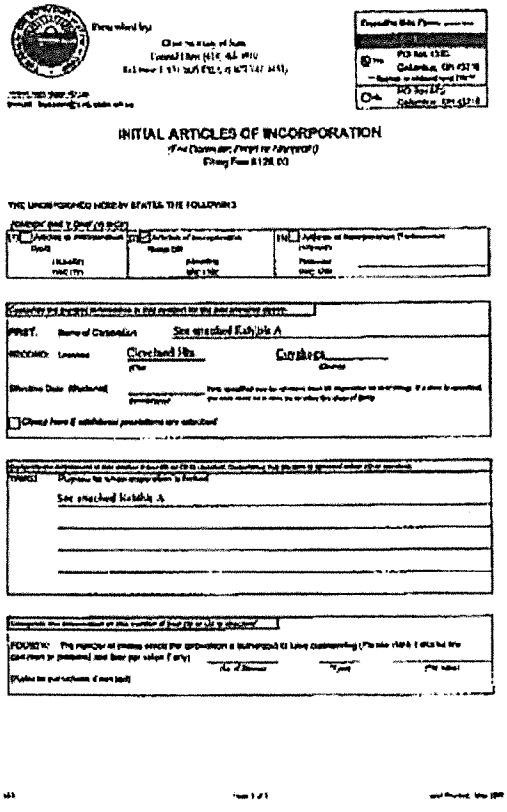
Ohio Secretary of State

Prepared by

Office of the Secretary of State
Central Hwy [illegible]
Tel [illegible]

[illegible]

[illegible]



INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Nonprofit)
Filing Fee $125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING

(CHECK ONE & ONE OF THIS)

[1] [ ] Articles of Incorporation (Type) (Number) (Year)	[2] [ ] Articles of Incorporation (Name Of) (Number) (Year)	[3] [ ] Articles of Incorporation (Subsequent) (Number) (Year)

[illegible]

FIRST: Name of Corporation See attached Exhibit A

SECOND: Location Cleveland Hts (City) Cuyahoga (County)

Effective Date (Optional) _____ [illegible]

[ ] Check here if additional provisions are attached

[illegible]

THIRD: Purpose for which corporation is formed

See attached Exhibit A

[illegible]

FOURTH: The number of shares which the corporation is authorized to have outstanding (Please check if this is the correct or preferred and base per value if any)

(No. of Shares) (Type) (Par value)

(Please be put between if not sold)

[illegible]

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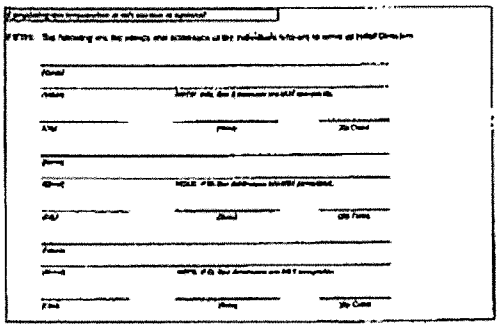

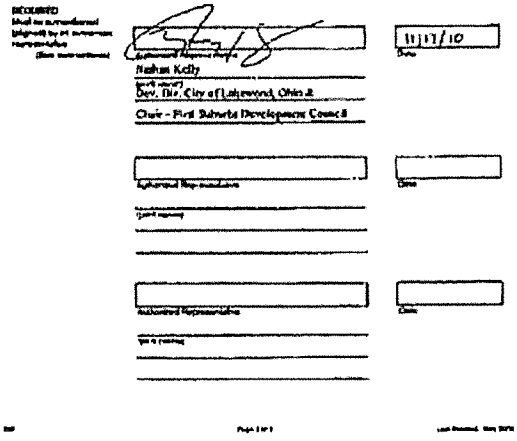

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[illegible]

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The [illegible] of See attached Exhibit A [illegible]

Jennifer Kutma
Filing

[illegible] Clerk
Filing [illegible]

Cleveland Hts Ohio 44118
Zip Code

[illegible]

Representative Representative | Date 11/17/10

Authorized Representative | Date

Authorized Representative | Date

ACCEPTANCE OF APPOINTMENT

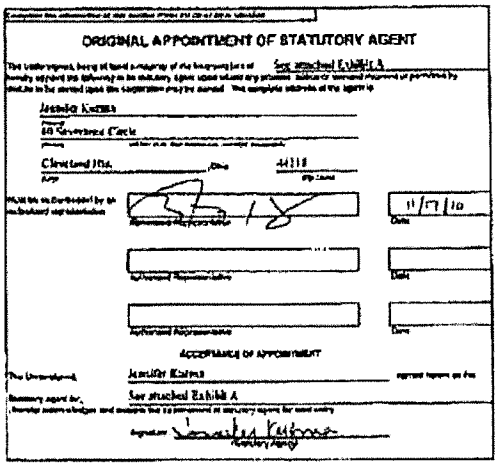
The Undersigned, Jennifer Kutma, [illegible]

Statutory agent for, See attached Exhibit A

[illegible]

Signature Jennifer Kutma
Statutory Agent

Doc ID --> 201006300145



ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Sec attached Exhibit A hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served. The complete address of the agent is:

Jennifer Kuhns
Name
60 Severance Circle
Street
Cleveland Hts. Ohio 44118
City Zip Code

Must be authorized by an authorized representative

Authorized Representative — Date: 11/17/10

Authorized Representative — Date

Authorized Representative — Date

ACCEPTANCE OF APPOINTMENT

The Undersigned, Jennifer Kuhns, agrees herein as the Statutory agent for, Sec attached Exhibit A, hereby acknowledges and assumes the responsibility of statutory agent for said entity.

Signature: Jennifer Kuhns
Statutory Agent

EXHIBIT A

ARTICLES OF INCORPORATION
OF
CITY OF BEDFORD, OHIO, CITY OF BEDFORD HEIGHTS, OHIO, CITY OF BEREA, 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

1. The name of the District shall be the City of Bedford, Ohio, City of Bedford Heights, Ohio, City of Berea, 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 (the "District")

2. The principal office of the corporation 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 3710 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 selling, issuing or otherwise disposing of any interest in any property, real or personal, of whatever nature and wherever situated, and buying and selling renewable energy credits, stocks, bonds, or any other security of any issuer as the Corporation by action of its Board of Directors may, at any time and from time to time, deem 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 assessed for the property.

Permanent Parcel No. 812-19-011	(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. 343-16-001A	(City of Brook Park)
Permanent Parcel No. 431-16-003	(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. 643-03-043	(City of Euclid)

Permanent Parcel No. 323-05-001	(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. 703-03-062	(City of South Euclid)
Permanent Parcel No. 722-17-013	(City of University Heights)
Permanent Parcel No. 763-01-001	(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 related improvements and/or services in 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